

TOOTH AND NAIL
by
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NOTE: This story takes place in real time.

FADE IN:

EXT. REDWOOD FORREST - NIGHT

Night over the redwoods. The forest choked with fog. Everything still, if not silent.

A RODENT races past, lean and nimble. Skitters along the stalk of a fallen tree, then down through the foliage, tearing along. Behind it, close, a 7-foot woodland SNAKE. Giving chase, eyes gleaming in the darkness, slaloming through the trees.

Gains ground on its prey. Almost there, jaws stretch wide...

And something SNATCHES the snake. Yanks it upwards, body reeling. Then a wet CHEWING SOUND. Flesh off bone.

The rodent keeps on running. Smart little guy.

EXT. CAMP SITE - NIGHT

Further into the woods, a drizzly rental-camp spot. A Ford Explorer parked nearby. Looks like it's never seen an unpaved road, but it's packed with camping gear.

In the headlight's glow, someone tries to set up a tent. Can't tell who they are because they're wrapped in the damn thing, wrestling with it. A man's voice through the wet fabric-

MAN'S VOICE

Shit, shit, shit...

Off to the side, POLLY BELZER watches. 30's, pretty, athletic, pure Manhattan. Too tired to be amused by any of this.

POLLY

We shoulda' stayed back in Frenlin.

SETH BELZER frees himself from the tent. Late 30's, slim, Jewish, wire-frames fogged up. That substitute teacher who'd get eaten alive by 8th graders.

SETH

Frenlin's a hellhole. They were gonna use it as a location in "Deliverance", but the weather was too lousy. Didn't you used to like this stuff?

POLLY

(motions to the tent)
You poked a hole through the ceiling.

Seth glances at it.

SETH

The very reason God invented duct-tape.

POLLY

Christ...

Clear that these two haven't slept in a while. Seth digs into the Explorer and pulls out a towel, wipes his face.

SETH

I'm out of ideas. You wanna sleep in the car?

POLLY

I wanted to stay in Frenlin.

SETH

Frenlin was sixty miles ago. We don't have the gas.

POLLY

We'll refill, there's a place-

SETH

Oregon, sweetheart. No twenty-four hour pumps, the little men in the hats have to do it for you. Wanna give me a little help with the tent?

Polly simply makes for the dashboard, pops it open, takes out a Washington/Oregon state map, looks it over.

POLLY
Closest thing is sixteen miles
up, we'll go find a room.

SETH
Hold up a sec-

POLLY
We'll relax, watch some horrible
movies on Cinemax, take a
shower...
(motions to the tent)
C'mon, put it in the car.

SETH
Polly-

She's already in the front seat. Settles in, opening a bag of
organic banana chips.

SETH
Still hungry?

Gets no answer. Not even bothering to bag it, Seth bunches up
the wet tent, stuffs it into the backseat, shuts the door.

EXT. SR 11 - NIGHT

The hood of a car DROPS SHUT. A beat-up, early 90's Toyota
Corolla. Paint peeling, splattered in mud, "seen better days"
doesn't begin to describe it.

DENNIS FARELL makes his way around to the passenger side door.
40'S scruffy, worn, ex-footballer big. There's something
grandfatherly about his voice that's at odds with his words.

DENNIS
Engine's fuckin' destroyed...

SHAY BELISLE looks up at him from the passenger seat. Early
30's with dirty blonde hair. She'd be pretty from a distance,
but up close, she's rail-thin, wan, sunken. And eerily alert.

SHAY
Shit, babydoll...

DENNIS
Gotta leave it. Good a place as
any.

(MORE)

DENNIS (CONT'D)

(beat)
You set?

She doesn't respond.

DENNIS

C'mon...

He puts an arm under her torso, helps her out of the car.

DENNIS

101's only half a mile up, we'll
be fine.

SHAY

How you mean "fine?"...

Dennis sling a duffel bag over his shoulder. Puts her purse on her arm. Then unzips his thrift-store sweatshirt, puts it on her. He wears a BRIGHT ORANGE JUMPSUIT underneath it.

DENNIS

Walk with me.

And with that, his arms propping her up, the two of them hustle out into the woods. Leaving the Corolla behind them, smoke belching through the BULLET HOLES in the hood.

EXT. RENTAL CAMP SPOT - NIGHT

Seth and Polly pack up the car, there's a book-on-tape playing on the stereo, but they talk over it.

POLLY

It's always the same-

SETH

No, I'm trying to tell you-

POLLY

Every time. The guy's always
some tough Ex-Cop with a Past He
Doesn't Like To Talk About and of
course the girl always falls in
love with him even though he's
like twice her age...

Seth picks up the jacket of the book-on-tape. Some piece of crime fiction, a time-passer.

SETH

See this strange shape I'm
holding in my hand? Kinda square-
like? That means it's a book,
Pol, not supposed to be real.

Polly ignores it, climbs into the passenger seat. Seth tosses
the last of the gear into the car, makes to get in after her.

CUT TO:

IN THE EXPLORER

Seth fires up the engine, they start down the bumpy road through
the woods, heading for the highway.

As Seth negotiates through the fog, Polly digs into her purse
and hangs an object on the rear-view mirror. A target-shaped
object made of twine and leather. A dreamcatcher.

POLLY

(off his look)
Got it back on the reservation.

SETH

What for?

POLLY

So I wouldn't have to look at
those stupid fuzzy dice of yours
anymore.

The car BUMPS as the dirt road turns into pavement. In the
passing trees, barely visible, A FEMALE FIGURE comes stumbling
out of the woods. Unnoticed.

POLLY

Besides, it's supposed to be good
luck.
(imitates salesman's voice)
"Offers protection to travelers
and their children..."

SETH

Polly, sweetie, most travelers
need protection *from* their
children.

POLLY

Jesus Christ...

SETH

Those Indians back there should
be selling Ritalin and duct-tape.

Her look shuts him up. A moment as he pulls up the stop sign.

SETH

I don't want it to be like this.
I just want this to be fun.
Okay?

POLLY

Can we go?

SETH

We used to be good at that,
remember?...

He leans over, playful, nuzzles her...

SETH

...when we used to go camping
and we'd get really stoned and
couldn't figure out how to zip
the sleeping-bags together-

POLLY

Seth-

SETH

...so we'd end up spending the
entire night trying to keep warm,
kinda feeling each other up-

TAP TAP. The noise sends a jolt through the car, Seth jerks away-

There's a woman at the passenger window.

CUT TO:

OUTSIDE THE EXPLORER

Shay Belisle looks into the side-window as if it were a mirror.
She motions- *roll it down*.

Nobody moves.

Shay makes the same motion again, only this time, there's a beat-up REVOLVER in her hand. It gets its intended reaction.

SHAY
 (through the glass)
 You fuckin' deaf?

Shay THROWS the car door open, grabs Polly by the hair, yanks her out of the Explorer.

POLLY
 Seth-

He can't move. Frozen in his seat, as his wife gets thrown to the pavement. Shay raises the gun, swings it down-

DENNIS (O.S.)
 Shay-

She stops. Dennis makes for the car. Moves with a slight limp, voice still soothing as ever.

DENNIS
 She's fine. Keep it pointed at
 'em, they're not gonna do shit.

He glances at them, gives a once-over. Impossible to read his face. Points to Seth-

DENNIS
 Turn your lights off.

Seth does as told.

DENNIS
 Hop out and move all that stuff
 out of the backseat, put it in
 the back compartment. Make room
 for two more.

SHAY
 Wait, what-

DENNIS
 Quiet. Point it.

Shay does as told, gun trained on Seth, displeased.

Seth's already out of the car, shivering, jaw tight. Avoiding Polly's eyes. He stuffs the wet tent into the back, more camping-gear follows it: a portable stove, first aid kit, a bag of groceries. Shay's got the gun on her hostages, but her attention's on Dennis.

SHAY

You told me-

DENNIS

Know what I told you.

(beat)

Twenty miles to Platt, the post office doesn't open until eight a.m. Lotta wait time.

SHAY

We agreed...

Seth's not listening. He stuffs the last of the gear into the back - bag of charcoal, tub of lighter fluid... and a FIREWOOD AXE. His hands consider it a moment.

Then he feels eyes on him. Polly's. A moment, then Seth stuffs the axe into the back. Quick as it came.

DENNIS

Set?

Seth nods.

DENNIS

Backseat.

(to Polly)

You can drive a stick?

She nods, picking herself off the pavement. Wiping her eyes, she climbs into the driver's seat, body stiff with fear. As Dennis makes to get in-

SHAY

(whispers)

We're not doing this. We had a plan. You fuckin' owe me-

Hand on her back, Dennis shoves her in the front seat. Then climbs in the back with Seth.

CUT TO:

IN THE EXPLORER

Shay's gun still on her, Polly shifts into drive. Struggles to get the words out-

POLLY
Where we going?

DENNIS
There's a sign for SR-17 about a
mile down. Take the exit, go
right, keep going. I'll give you
directions.
(beat)
Wanna make life easy, don't ask
me anything else.

CUT TO:

OUTSIDE THE EXPLORER

They cruise out onto the highway, picking up speed.

CUT TO:

INSIDE THE EXPLORER

Shay takes Polly's purse off the floor, tosses it to Dennis.

DENNIS
(to Seth)
Got a wallet, cell phone?...

Seth digs into his pockets, hands it all over. Dennis sifts
through the wallets, takes out cash, leaves the credit cards.

Then unrolls the window and tosses out their CELL-PHONES.

Polly looks to Seth, gets nothing.

In the front seat, gun on her lap, Shay fiddles with the heat-
control. Shivers, but her forehead's wet with sweat. She tries
to zip her sweatshirt but her fingers fumble with it.

DENNIS (CONT'D)
Here...

Reaches around her seat, helps her with the zipper.

DENNIS (CONT'D)
Set?

Her teeth chatter. Dennis shakes his head. Glances at Seth,
motions to the fleece jacket he wears.

DENNIS (CONT'D)
 Gonna borrow that.
 (off his silence)
 Come on, don't gimme this shit...

Gets nothing in response. Dennis snaps his fingers-

DENNIS (CONT'D)
 Hey, friend, same page? Gimme
 your jacket, my lady's freezing-

POLLY
 Christ, Seth give him the goddamn
 thing.

Dennis gives him a look, amused. Eyes on the floor, Seth unzips the jacket, wiggles out of it, passes it to Shay, revealing...

A BURN SCAR on his arm. An artery of wrinkled flesh, streaking from under his polo-shirt sleeve. Dennis eyes it a moment.

DENNIS
 Give it back once she warms up.
 (to Polly)
 This exit.

EXT. 101 HIGHWAY - NIGHT

The Explorer shifts into the exit lane for SR-17. Passes the sign reading:

PLATT - 14 MILES

Heading down the back-road, the car gets swallowed by the fog. Devoured whole.

INT. EXPORER - MOVING - NIGHT

Polly's eyes glued out the window. Speedometer in the low 30's. Headlights pointed into a wall of gray.

DENNIS (O.S.)
 Seth and Polly Belzer, huh?...

He's flipping through the cards in their wallets.

DENNIS
 Guess that's Dr. Seth Belzer.
 What kinda doctor are you?

Shay seems to perk up in the front seat, listening.

SETH
Veterinarian.

SHAY
You can do scrip?

SETH
What?

SHAY
Can you write prescrip-

Dennis puts a hand on her shoulder, squeezes. Then goes back to the licenses.

DENNIS
Belzer, that's Jewish right?

No one responds.

DENNIS
(chuckles)
Do I look like a skinhead to you people?

It takes a moment. Polly motions to his jumpsuit.

POLLY
Prison, right?...

SETH
Polly-

DENNIS
Quiet, I'm interested.
(to Polly)
You were saying?

POLLY
Lotta white guys, when they go to prison... they end up in one of those gangs...

DENNIS
We have a sociologist in our midst.

POLLY

No, I just watched a lot of "Oz."

Dennis stifles a laugh.

DENNIS

Three types of white guys in jail. You can be a skinhead, you can be somebody's bitch, or you can be a good-wood. Good-wood's are the ones who don't need any help protecting themselves. Means "good peckerwood."

(beat)

Don't ask, didn't invent it.

POLLY

That's what you were?

DENNIS

Do I look like one of the other two?

Polly glances at him in the rear-view mirror. Her eyes off the road for one second...

It comes out of the fog. We only catch a flash of it. Looks like a skinned animal, no bigger than a dog. Lit up the by headlights and...

THUNK THUNK. Goes under the wheels of the Explorer.

DENNIS

Fuckin' hell-

From under the car, a rapid BUMPING SOUND. Deflated tire. Polly slows, heads for the side. Stops.

SETH

What was that?

POLLY

Flat tire.

DENNIS

Got a spare?

POLLY

It's in the back, under the camping stuff.

DENNIS
 (motions to Seth)
 Hop out, let's do this quick.

Seth doesn't move. Polly shakes her head, it takes all her strength not to roll her eyes.

POLLY
 I'll help.

She gets out, goes around to get back. Dennis glances at Seth.

DENNIS
 You don't know how to change a
 tire?

No response. Dennis gets out. Leaving Seth and Shay in the silence of the car.

Shay pays no attention to her hostage. Wide eyes staring into the rear-view mirror, she seems frozen to her seat. She saw what they hit.

A moment, then she lifts the gun and motions to Seth.

SHAY
 Follow me.

And climbs out.

EXT. SR-17 - NIGHT - CONTINUOUS

As Dennis and Polly unload gear from the back, Shay grabs a flashlight from the pile. Then moves, ghostlike, down the murky road. Seth alongside.

DENNIS
 Hey...

Gets no response. She doesn't even turn.

DENNIS
 Where you going?

Shay lifts a hand - hold on. And continues on, following the yellow lines.

CUT TO:

SHAY'S POV:

Flashlight beam, blurry on the pavement. Nothing there. Then a STREAK OF LIQUID, deep red, too thick to be blood.

CUT TO:

THE ROAD

Shay's eyes narrow as she follows it further back. The streak spreads out into a chunky smear on the pavement...

Seth sniffs the air, puts a hand over his face as if to block the smell.

SETH

Christ, is that bleach?...

Shay's not listening. She's found what she's looking for.

The thing they ran over lays pulverized and oozing in the dim glow of her flashlight.

EXT. WOODS - NIGHT

Same time, new place.

Moving through the darkness of the trees. Fast. Under branches, over logs, through vegetation. Like the POV of a panther on the hunt.

Faintly visible in the distance, a parked SUV, headlights on.

We make for it, quick and silent. The only sound is our breathing, wet and inhumanly slow.

CUT TO:

OUTSIDE THE EXPLORER

A tire-iron grips a bolt, twists it. Polly takes the deflated tire off, eyes the stripe of PUNCTURE-WOUNDS down the middle.

Before she can say anything, Dennis takes it from her and hands her the donut tire. Then faces back down the road, eyes scanning the fog for Shay and Seth.

CUT TO:

ON THE ROAD

Flashlight trembling in her hand, Shay approaches the thing on the pavement.

Glimpses of it. Spine like barbed wire. Its mouth a nest of teeth. Whatever it is, it's very much dead.

Seth stands back. Doesn't get a full look at it. Doesn't want to. Shay kneels, eyes wide. Unreality washing over her...

The thing TWITCHES. A thorned tail SNAPS UP like a live wire.

Shay SCREAMS.

CUT TO:

IN THE WOODS

We pick up speed. Making a beeline through the trees.

CUT TO:

OUTSIDE THE EXPLORER

Dennis already moving, yells into the fog-

DENNIS

Shay!

(to Polly)

Get that thing on there.

She does as told, turning the tire-iron, tightening the bolts.

CUT TO:

IN THE WOODS

Closer now. Figures visible in the fog. Hurtling towards them...

CUT TO:

OUTSIDE THE EXPLORER

Shay sprints through the haze, straight for the car. Dennis tries to stop her, she rips past. Seth right behind her.

DENNIS

You okay?

She throws open the passenger door, climbs in.

DENNIS
Wait, wait, what's-

SHAY
Shutup shutup *shutthefuckup!*

DENNIS
Shay-

SHAY
Get in!

Dennis motions to Polly.

DENNIS
Done?

POLLY
Almost-

SHAY
Get in the fucking car!

POLLY
I gotta tighten the-

Shay points the revolver at her. Voice barely above a whisper.

SHAY
Get. In.

Polly give it one more twist, tosses the tire-iron in the backseat. Dennis gets in the back, Polly climbs in the front, turns the engine. It SPUTTERS...

CUT TO:

BEHIND THE EXPLORER

Here we come. Out of the trees and onto the pavement. Moving straight for the vehicle...

CUT TO:

IN THE EXPLORER

Polly gives the key one more turn, the engine RUMBLES to life.

CUT TO:

OUTSIDE THE EXPLORER

Tires SQUEAL and the SUV tears out of there. Leaves us in a plume of exhaust, it disappears into the distance.

INT. EXPLORER - MOVING - NIGHT

Shay faces backward in her seat, eyes burning a hole through the back window.

DENNIS
Babydoll-

SHAY
(to Polly)
Speed up.

Polly gives it a little gas.

DENNIS
Wanna tell me what's going on?

Shay jams the gun into Polly's ribs. Seth starts in his seat.

SHAY
You don't speed this thing up,
I'm gonna put a hole in you big
enough to watch television
through.

Dennis grabs her wrist, pulls the gun down. Shay jerks it back up, aims it at him. Eyes alight with panic. Dennis lets go.

DENNIS
Talk to me.

EXT. SR 11 - NIGHT

Back at the sight of the accident. We trace up the smeared pavement, to the form of the dead creature. Lying mangled on the road, obscured by fog and darkness.

The sound of wet, slow BREATHING approaches it.

CUT TO:

BACK IN THE CAR

Shay hasn't calmed down one iota.

SHAY
I'm telling you-

DENNIS
It went under the wheels. You
run Bambi over with an SUV, she's
gonna look pretty fucked up
afterwards.

SHAY
It wasn't an animal.

DENNIS
What was it?

No response from Shay.

DENNIS
(to Seth)
What about you, you see anything
back there?

It takes a moment. But all he does is shake his head "no."

SHAY
You fuckin' liar-

DENNIS
(quiet)
When was the last time you took a
hit, Shay?

SHAY
It's not that-

DENNIS
Tell me.

SHAY
No, I swear to god-

DENNIS
You think I didn't see crazy shit
too, back when I was coming off
tweak? First two days are the
fucking worst, you see things
that'll-

SHAY
It's not that.

She's fighting tears. And losing.

EXT. SR 11 - NIGHT

Back at the scene of the crime.

Like a black rose-stem, a TENTACLE wraps its way around the dead creature. Pulls its body off the ground...

Hard to tell through the fog, but it looks like the creature is being lifted up by a much LARGER VERSION OF ITSELF. Held tight, like a parent cradling a baby.

And finally, a HOWL rips through the darkness. Like glass in a paper-shredder.

INT. EXPLORER - MOVING - NIGHT

On they go, deeper into the woods. The Explorer's engine humming in fits and starts.

Shay avoids Dennis's eyes. Voice low.

SHAY

It's been a day and a half since
I took a hit. Hasn't been any
kind of fun, but I been doing my
best. And I haven't "seen" a
goddamn thing.

Wipes tears off her face. Dennis runs a hand through her hair. There's nothing he can say.

POLLY

Hey...

Dennis glances up, Polly points through the windshield.

POLLY

We gotta stop.

Fifty feet ahead, the white lights of a GAS STATION glow through the murk. The sign reads:

SHERMAN FAMILY GAS AND GROCERIES

EXT. SR 11 - NIGHT

On the wet road a couple miles back, a SHAPE hurtles past us. Its breathing faster now, harder. Angry.

Discards an object on the pavement as it goes. It's the half-eaten remains of a WOODLAND SNAKE.

EXT. SHERMAN GAS STATION - NIGHT

The Explorer pulls up, the engine dies a grateful death.

CUT TO:

IN THE EXPLORER

Shay unlocks the door, reaches to grab her purse off the floor.

DENNIS
Where you going?

SHAY
Bathroom.

DENNIS
Hold it, it's only fifteen miles
to Platt.

SHAY
I need to go.

Dennis glances at her purse, then at Shay.

DENNIS
Told me you'd lay off for this.

SHAY
And you told me we wouldn't be
taking hostages.

DENNIS
I don't want you getting cockeyed-

SHAY
The whole world's cockeyed,
babydoll. I'm just trying to
keep up.

DENNIS
Leave it.

Shay shakes her head. Digs out a tampon, chucks her purse at him. Then heads for the bathroom, leaving the gun on the seat.

CUT TO:

OUTSIDE THE GAS STATION

We follow Shay across the lot, taking in the sights. The gas station's old, but not yet decrepit. The pumps roofed by a white steel ramada. The mini-mart achingly well lit, encased in thick glass windows.

Shay heads for the side-building that houses the bathrooms, while BLAKE, the gas-attendant, heads for the Explorer. He's late 20's, hairline receding, a little stoned.

CUT TO:

IN THE EXPLORER

Dennis covers the gun with a newspaper. Hands over forty dollars as Blake approaches the window.

BLAKE

Fill it up?

DENNIS

Thought I'd never hear those words again. By all means.

As Blake goes to work, Dennis glances back at his hostages. Holds them with a look, then climbs out of the SUV and stretches his limbs.

A moment. Polly in the front seat, Seth in the back. Both staring ahead. Finally-

POLLY

I'm gonna cry now, okay?

(beat)

And I don't wanna hear a word from you. Not one goddamn word...

Seth nods, taken aback, as his wife wipes tears in the front seat. Outside, Dennis looks away.

And the numbers on the gas meter go ticking along.

INT. GAS STATION - BATHROOM - NIGHT

The bathroom muzak play a Beach Boys song.

Shay tears open the Tampax package. The plastic tube falls into the sink, followed out by TWO LITTLE WHITE PILLS. She snatches them before they can roll down the drain.

As Shay wraps the pill in a dollar bill and puts it on the toilet's cistern, she fails to notice the SHAPE moving past the frosted-glass window beside her.

EXT. GAS STATION - PUMP AREA - NIGHT

The digits on the gas meter fly past. Seth and Polly quiet in the car, Dennis focuses on the bathroom door. Wheels turning.

INT. GAS STATION - BATHROOM - NIGHT

An ID card from Salt Lake Community College chops away on the cistern. Cuts up lines of pill powder, tapping a counter-beat to the Beach Boys song. Voice ragged, Shay murmurs along.

SHAY
*She's my little deuce coupe...
 you don't know what I got...*

Then leans down, a dollar-bill straw jammed in her nose, and SLUGS UP a line. Sniffs the drip, snorts the next one...

A drop of blood hits the cistern. Then another, and another.

Shay stands erect, dizzy, eyes watering. Wipes her nose, looks at her hand. Coated in blood.

SHAY
 Fuck...

She stumbles over to the mirror, looks. Her nose flows freely, soaks her chin, runs down her neck, stains Seth's jacket red.

SHAY
 Jesus...

She stumbles for the door, blood leaking out of her face and onto the linoleum. Through the window, the shape is gone.

EXT. GAS STATION - PUMP AREA - NIGHT

Out she comes, hands clenched to her face.

DENNIS
 Christ-

He makes for her, she stumbles forward.

SHAY
Babydoll...

From on top of the ramada, something UNCURLS DOWN BEHIND HER. A long, black vine of flesh. Like the thorned stem of a rose, but alive. And intelligent.

Dennis freezes. The tentacle seems to sniff at her blood-soaked jacket... then LASHES OUT. BITES into her back. Bones crunch. Shay HOWLS. Seth and Polly watch from the car, eyes wide.

The tentacle PUNCHES into her. She spasms, jaw stretched wide, as the appendage coils around her spinal cord. Tightening. Tugging. Dear god, we're actually going to have to watch this...

With a RIP, her spine comes out of her back.

With that Shay's twitching form gets YANKED UPWARDS. Straight to the ramada's roof, up and over, out of sight. Aside from her final shriek, all is silent. No one moves...

Blake grips the pump for support and PUKES. Loses everything.

That's all it takes.

The creature SWINGS DOWN from the ramada, on the opposite side. Tears down a phone-wire as it comes. Dennis darts for the gas station. Polly's already out of the car. Yanks Seth out of the back seat as she goes. Stumbling across the parking lot. That wet breathing sound RIGHT BEHIND THEM...

Polly grabs the gas-station door, throws it open, dives in. Seth right behind her. The door slams closed. Just as something SMASHES INTO IT, jolting the bulletproof glass.

INT. GAS STATION - NIGHT

CLICK CLICK CLICK - Dennis SNAPS the locks into place. Glances at Seth and Polly, all faces bled of color.

Then, one by one, they turn to the windows and face out into the pump area to see...

CUT TO:

THE PUMP AREA

Blake stands stone-still by the Explorer. Like he's been hit with a bucket of liquid nitrogen.

A thorny tentacle snakes down from the ramada, towards him.

CUT TO:

IN THE GAS STATION

Seth, Polly and Dennis watch, eyes cauterized. No one breathes.

CUT TO:

THE PUMP AREA

The tentacle traces along the young man's shoes, his shirt, his hair. Sniffs at him. Blake can't move. Horror on his face.

The tentacle COILS BACK...

Then slithers away, back up to the ramada, out of sight.

As if snapping out of hypnosis, Blake turns and takes off sprinting, past the downed electrical wire snapping against the concrete. Doesn't look back.

CUT TO:

IN THE GAS STATION

The three watch him go.

DENNIS

What the fuck...

POLLY

It let him go?...

Something SMASHES into the front doors. Makes them jump back.

It's Shay. What's left of her. Nose still caked in blood, pupils still wide from her Demoral high.

CUT TO:

OUTSIDE THE GAS STATION

A black tentacle uncurls down after. It finds the front window, caresses it, taps lightly as if to say "I know you're there."

Then curls back up, out of sight.

CUT TO:

IN THE GAS STATION

Seth and Polly back away from the window. Dennis stays right there. Stares out, body stiff.

CUT TO:

OUTSIDE THE GAS STATION

Quiet out there, except for occasional sparks from the downed wire. And the BREATHING from on top of the ramada.

CUT TO:

INSIDE THE GAS STATION

Dennis stands stone-still at the window. Polly and Seth backed away, listening, shell-shocked. Seth's eyes scan the windows, the doors, the locks.

POLLY

What was that?...

Seth's not listening. Turning in a slow circle, taking in their surroundings, scared shitless.

POLLY

If you don't talk to me, I'm going to lose my fucking mind. Was that the thing we-

SETH

No. I'm not sure. I don't-

POLLY

Why did it let that guy go?

SETH

I swear to God, I don't know-

A little moan escapes from Dennis's mouth. He's leaned against the glass, looking down at the dead woman outside. His face like he's aged ten years.

After a moment-

SETH
 (quiet)
 Hey...

Dennis leans his head against the glass. Shuts his eyes.

SETH
 Was that your wife?...

Dennis KICKS the glass, jolts the locks. Limpes across the room, SMASHES a rack of maps off the counter. Then rips a pack of Parliaments from the cigarette rack.

Grabs a lighter, tries to spark it. Won't work. His thumb snaps at it, over and over. No luck. Seth watches a moment, then grabs a box of firewood-matches off the rack. Tosses them to him. Gets a look from Polly.

Dennis lights up, inhales hard, leans back against the freezers. Talks quietly, as if to himself.

DENNIS
 Ever hear the one about the kid
 who moved into the henhouse to
 sleep?

No one can respond.

DENNIS
 He woke up with egg on his face
 when he found out all the hens
 had crossed the street.

Seth and Polly look on, no comprehension.

DENNIS
 She told that joke all the time,
 whenever she was pissed off at
 me. I never really got it.

Takes a long pull, holds back a cough.

DENNIS
 She wasn't my wife... she kept
 asking, I kept sayin' no.

It takes a minute before Polly says it.

POLLY
 We gotta call 911.

This seems to wake him up.

POLLY
What do you wanna do, stay here?

DENNIS
I ain't saying that.
(beat)
Gimme a minute, I gotta think.

POLLY
Think about what?

DENNIS
Realize what you're asking me to do?

POLLY
We call the cops, you go back to jail. That's supposed to bother me?

DENNIS
Listen, lady, I coulda' killed both of you, taken your car and been on my fuckin' way. I didn't do that.

Polly makes for the front counter.

POLLY
Should I be thanking you or something?

DENNIS
Wanna thank me, don't touch that phone.

POLLY
No deal.

DENNIS
Jesus Christ, all I wanna do is figure out how I can get outta here. Once I'm out, call the National Guard for all I care. Probably need 'em to deal with that thing.

Polly's not listening. She digs the store-phone out from behind the counter. Dennis holds her with a look.

DENNIS

Don't.

Seth's jaw tightens, glances at the phone, out the front windows.

POLLY

You wanna threaten me, you better get your gun out of the car.

Polly dials the number. Dennis moves for her.

SETH

Wait-

They stop, look at him.

SETH

Look...

He motions out the window.

CUT TO:

OUTSIDE THE GAS STATION

Out at the downed wire. It's not a power-cord, it's a PHONE-LINE. Lying limp on the pavement.

CUT TO:

IN THE GAS STATION

Polly's expression changes. She puts the phone to her ear, taps the receiver, gets nothing.

POLLY

Jesus Christ...

Dennis backs off.

POLLY

Okay okay okay...

She paces, thinking, fighting off panic. Seth stands back, mental wheels spinning. Grabs a beer out of the fridge, takes a long pull. Dennis remains at the front windows, staring out.

SETH
 (quiet)
 What do we do?

Polly doesn't answer.

SETH
 ...someone's gonna come, right?
 We're not on a desert island or
 something... there's gotta be
 someone...

Once again, only silence. Finally-

POLLY
 Let's see if that guy left a cell-
 phone somewhere.

She heads across the mini-mart. Seth follows.

POLLY
 (motions across the room)
 Check the office.

Polly heads over toward the cash register. We follow Seth...

CUT TO

THE BACK OFFICE

A cramped clerk's office. Towers of paper on the desk. Seth pulls open a drawer. Clerical supplies.

Next drawer - dog-eared girlie-magazines, empty baggies, and a pipe stained with weed-smoke. Seth grabs it, tries to spark a hit, gets nothing. Goes for the next drawer...

CUT TO:

BEHIND THE COUNTER

Polly pulls open a drawer. Nothing but rolls of receipt paper.

Next drawer, a half-eaten ham sandwich, mayonnaise dripping. She makes a face, shuts it, continues searching.

Something catches her eye under the counter- a LITTLE RED BUTTON. The robbery alarm. She moves for it-

DENNIS (O.S.)

Forget it.

She glances at him. He's not even looking at her.

DENNIS

Doesn't work without the phone
line. Same thing with the fire-
alarm.

She presses it anyway. Once, twice, three times. It doesn't
light up. Dennis stares out the front windows, glassy-eyed.

CUT TO:

IN THE OFFICE

Seth opens the next drawer. Fishing supplies. He SLAMS it shut.

SETH

Great...

CUT TO:

BEHIND THE COUNTER

The next drawer opens, a tin SOFTBALL BAT sits in it. Blake's
form of graveyard shift self-defense.

POLLY

Doesn't anyone carry guns
anymore?

She takes it out, tosses it on the counter, continues.

CUT TO:

IN THE OFFICE

Seth turns to go. But stops to look at the small bank of
SECURITY MONITORS against the back wall.

CUT TO:

THE SCREENS

Different views of the building, grainy black-and-white footage:

-The pump area, with the Explorer still sitting there.

-The entrance to SR-17, the road lifeless.

-The interior of the mini-mart.

-And finally, the back-door of the gas station.

CUT TO:

THE OFFICE

Seth watches, wheels turning, we push in on his face. Out in the mini-mart, a harsh metallic CLICK. It snaps Seth out of his trance. He looks out of the office to see...

CUT TO:

AT THE FRONT DOORS

Dennis on his hands and knees at the entrance. He's just pulled the EMERGENCY LOCK out of place. Goes for the other locks.

SETH

What are you doing-

Unclicks the next. Seth makes for him.

SETH

Stop it-

DENNIS

Not right...

SETH

Are you nuts, you can't open that door-

Dennis goes for the next lock, Seth grabs his arm.

Dennis SWINGS HIM into the doors. Seth's head BOUNCES off the Plexiglass, he slumps down to the floor, bleeding. Dennis stands over him.

DENNIS

You don't know shit about this. She wouldn't even be here if not for me, but here she is, and the last thing I'm gonna do is leave her out there.

(beat)

Get in my way again, I'll make that thing on your arm look like a papercut.

Polly's fighting tears.

POLLY
You fucking idiot. Don't open
that door.

DENNIS
Shut up.

Makes for the last lock. It turns in his fingers...

SETH
Okay.

The word stops Dennis. Seth climbs to his feet, grabs a stack of napkins off the condiment stand, puts them to the bloody spot on his head.

SETH
There's security TV's in the
back. They'll give us a better
view of whatever's...
(motions to the ramada)
...up there. We'll keep an eye
on the monitors, make sure coast
is clear when you open the door.

Dennis holds him with a look.

DENNIS
Wanna tell me the rest of it?

SETH
If this goes wrong, that office
door's gonna shut. Doesn't
matter where you are, it's gonna
stay shut.

Dennis thinks it over. And finally nods.

Seth and Polly back away, he leads her into the back office.

Dennis stands in front of the doors, glances up at the ramada. Apprehension growing. Then looks down, at Shay's dead body just outside the door.

And with that, he unclicks the last lock.

CUT TO:

IN THE BACK OFFICE

Seth and Polly watch the screens. Looking down on the parking lot. No movement.

No one breathes.

CUT TO:

THE FRONT DOORS

Silently, the right door opens inward. A few inches, nothing more. Face glistening with sweat, Dennis crouches low. His hand reaches out into the night air...

And grabs the dark-soaked fabric of Shay's jacket. Pulls, but she barely moves. Dead weight.

CUT TO:

IN THE BACK OFFICE

Seth and Polly watch, faces tense.

SETH

C'mon, c'mon...

CUT TO:

THE FRONT DOORS

Dennis pushes the door a little farther open. From above on the ramada, a wet UNCURLING SOUND.

Grip tightens, he pulls harder. Slides her a couple inches back.

CUT TO:

THE OFFICE

As Seth and Polly focus on the screen, we push in on it, the image of front doors filling the frame.

CUT TO:

THE FRONT DOORS

Dennis opens the door a little wider. Arm straining, he slides the body a little further back.

CUT TO:

THE SECURITY MONITOR

Moving into the screen, tighter. The monitor grows LOUDER...

CUT TO:

OUTSIDE THE FRONT DOOR

Shay's bloodstained hair smears across the pavement. Getting dragged, inch by inch, toward the open door.

CUT TO:

THE SECURITY MONITOR

The monitor's buzz becomes DEAFENING.

Dennis almost has her to the doorway...

Something SWIPES DOWN from the roof.

Seth SCREAMS.

CUT TO:

IN THE MINI-MART

Dennis SLAMS the door. Something GUSHES. Looks down, sees he's just severed a tentacle. It writhes on the floor. An overgrown worm. From outside, a ROAR OF PAIN.

Dennis stumbles away, chokes back a scream. The thing on the floor's still moving. Twists and spasms, oozing dark plasma.

Knees weak, he moves for the cold-storage unit. Pulls out a case of bottled beer. It trembles in his hands.

He lifts it like a boulder and SMASHES IT DOWN. Glass CRUNCHES, cardboard RIPS, something fleshy BURSTS OPEN. He lurches away, gasping. Then turns to see Seth and Polly in the office doorway.

CUT TO:

OUTSIDE THE GAS STATION

We're on the roof. Fleeing across the gravel surface, leaving a trail of black plasma behind us. Back to our perch on the ramada.

CUT TO:

THE MINI-MART

Dennis moves away, Polly follows suit. No one speaks, just catching their breath.

Seth stays in the doorway. Still holding napkins against the back of his skull, eyes focused on the beer case. Amber liquid, mixed with something darker, spreads out underneath.

Finally-

DENNIS

What the fuck did you say to me?
You said you'd watch the monitors
and let me know-

SETH

Hold on.

Dennis stops, taken aback. Seth takes a step forward, nudges the box with his foot.

SETH

(to Dennis)
Did you see it?

POLLY

Seth-

Seth tips the box on its side. Reveals the pulverized remains of the tentacle. The sight makes everyone step back, Seth included. The stack of napkins drops away from his head.

SETH

Jesus...

A moment, then he leans down, looking...

POLLY

Don't.

Keeping his distance, Seth gets on one knee. Studies it.

Three feet long. The color of a bruise. Tiny edges lining it, like its been wrapped in razor-wire. Seth takes it all in. Scared. Fascinated. Scoots a little closer...

The thing SPASMS. Seth reels back.

The tentacle flops onto its underside. And inch by inch, begins dragging itself across the floor.

Polly grabs Seth, pulls him back. But they stop when they see what it's doing.

The tentacle's gotten a hold of something. The bloody stack of napkins that Seth dropped. It pulls them in, its body subtly expanding and contracting. Like a kid huffing paint.

Seth's lips part, realization setting in.

SETH

Oh my god...

Dennis is already moving. Raises a boot-clad foot up, STOMPS his target. Squashes it. Polly looks away. Ditto Seth.

As he backs off-

DENNIS

You saw it.

(off his look)

When we got the flat tire. The thing Shay saw.

POLLY

There was no way we ran over that thing-

SETH

We didn't. The thing we ran over was smaller. Maybe the size of German Shepherd.

DENNIS

You saw it and didn't say anything?

SETH

What was I supposed to say?

Dennis doesn't respond.

SETH

Whatever's out there is only interested in us. It knows the difference, and it wants us.

His speech trying to keep up with his thoughts, almost talking to himself.

SETH

One of the first thing you learn
about dealing with wild animals
is that you should never, ever
mess around with the young ones.

Dennis and Polly look at him, realization setting in.

SETH

Because if you do, it's
parents... usually the mother...
will come after you.

His words seem to suck the air out of the room.

No one speaks...

WOMAN'S VOICE (O.S.)

Dennis Farrell.

It smashes them back to reality.

Everyone looks over.

There's a WOMAN in the parking lot.

CUT TO:

THE PARKING LOT

She's ten feet away, moving in. Wearing a uniform, both hands
aiming her service revolver, SHERIFF TERRI FRANKEL. 40's,
athletic, dark circles under her eyes.

Vaguely visible on the roadside behind, her cruiser. The
lettering on the door reads:

DAVIES COUNTY SHERIFF'S DEPARTMENT

CUT TO:

IN THE GAS STATION

Close on Seth and Polly. Watching through the windows. Their
expressions almost identical: *oh my god, please...*

CUT TO:

IN THE SHERIFF'S CRUISER

Blake, the station attendant, sits in the passenger seat. Looking on, dead-eyed like a lobotomy patient. This is the last place in the world he wants to be.

CUT TO:

IN THE GAS STATION

Fingers trembling, Dennis SNAPS the locks down. Backs away.

CUT TO:

THE PARKING LOT

Gun up, Terri makes for the front windows.

CUT TO:

IN THE MINI-MART

Her voice dulled by the glass-

TERRI

I want you to think about this. You got every state trooper in Oregon looking for you. They know what you're like and none of them would mind taking you out of here feet first.

Dennis still stone-faced.

TERRI

You can put your hands on your head and come with me, or I can call them. Your decision.

Gets no response.

CUT TO:

THE PARKING LOT

Terri watches him, trying to read his face.

TERRI

Believe me?

She holsters the gun, puts her hands up.

TERRI

Fifteen minutes ago, I see some asshole running along SR-41, stoned out of his mind and telling me there's a monster outside his gas station. Practically had to taser him to get him in the car. I was on my way home to bed before that, Dennis. That's where I wanna be right now. Whaddya say we keep this friendly?

CUT TO:

IN THE MINI-MART

A long moment. Dennis glances at Polly and Seth. Held breath.

Then, Dennis approaches the glass. Face to face with the sheriff outside. Talks quietly.

DENNIS

I want you to get in your car and call for back-up. Call everyone. Wake the neighborhood.

CUT TO:

OUTSIDE THE MINI-MART

Terri looks at him, taken aback. Glances at Shay's body, then at Dennis.

TERRI

Jesus, Farrell, what'd you do?...

Dennis shakes his head.

DENNIS

Get in your car. Make the call. Tell 'em I got a machine gun and a bag of C4. Then get the fuck out of here.

TERRI

You all right, son?...

CUT TO:

IN THE MINI-MART

Dennis nods, sure as he's ever been. A moment.

TERRI

I'll make the call. But I'm not
going anywhere.

She grabs the walkie-talkie off her belt, punches the receiver.

TERRI

Five-fourteen, come in-

Behind her, a glistening SHAPE lowers itself toward the pavement.

DENNIS

Oh my god-

He steps back, not looking at the sheriff. Looking five feet
behind her.

TERRI

Five-fourteen, come in.

(beat)

You armed, Farrell? Aside from a
machine gun and a case of C4?

Terri glances up. Everyone in the gas station has backed away
from the window. Standing mannequin-still.

Then, in her window reflection, she sees it. Something behind
her. Too big to be human.

She freezes.

CUT TO:

IN THE MINI-MART

Seth swallows hard. Wheels turning.

CUT TO:

THE PARKING LOT

Terri stands paralyzed. Doesn't turn, just looks into the
glass. Studying the looming form behind her.

From her radio, a MALE VOICE crackles-

MALE VOICE (O.S.)
 (through radio)
 Frankel come in...

She can hear its breathing. Slow and deep.

CUT TO:

IN THE SHERIFF'S CRUISER

Through the windows, Blake sees it. Hiccups back nausea.

His eyes find the rear-view mirror. Visible, a Davies County Sheriff's Department SHOTGUN CASE.

CUT TO:

IN MINI-MART

Seth takes a step forward, moving with the care of a lion-tamer. Close to the glass. Speaks softly.

SETH
 Can you hear me?

A moment, then Terri nods.

SETH
 Don't turn around. Just walk to
 your right. Don't look.
 (off her silence)
 Please. All you have to do is
 walk away. It doesn't want-

Terri sniffs the air, like she recognizes the smell...

Her hand moves for her holster.

SETH
 (whispers)
 Stop-

Her hand pauses.

SETH
 Don't make any sudden moves,
 don't make any noise, just walk
 back to your-

A guttural HISS comes from behind her.

Terri's eyes squeeze shut, her jaw trembles...
 ...and her fingers curl around the gun-barrel.

SETH

No-

The creature HISSES again. This time she can feel breath on the back of her skull.

Terri SPINS. Fumbling the gun from her holster...

BOOM.

Black liquid SPRAYS.

The creature SHRIEKS, reels back.

Terri's gun isn't even out of the holster.

Across the parking lot, she sees...

CUT TO:

OUTSIDE THE CRUISER

Blake. Outside the vehicle, shotgun in his hands, barrels belching vapor-trails. Stunned at his own action.

Through the fog, the creature starts to turn.

Arms trembling, Blake aims again, pulls the trigger.

Nothing happens.

BLAKE

Ohmyfuggin'god...

Fifty feet ahead, through the murk, the thing looks at him.

Not just looking. *Moving* for him.

A flash of awareness in Blake's face. He COCKS the shotgun, levels it, goes for the trigger.

The creature POUNCES on him.

His knees BUCKLE.

The shotgun hits the ground.

GOES OFF.

The pellets SPREAD OUTWARD...

And straight INTO TERRI. She spins, blood dances in the air.

That's the last thing Blake ever sees. His body smacks into the ground, gets YANKED BACKWARDS. Leaving only fingernails dug into the pavement.

The sound of TEETH ON BONE.

CUT TO:

IN THE GAS STATION

Seth, Polly and Dennis look on. Disbelief.

CUT TO:

OUTSIDE THE GAS STATION

The sheriff's perforated body lies on the front step, blood trickling down the wheelchair ramp.

Her walkie-talkie CRACKLES on the curb.

CUT TO:

IN THE GAS STATION

Nobody speaks.

Slowly, Polly backs away from the window. Leans against the freezers. Finally-

POLLY

She called it in.

No one responds. Still shell-shocked. Polly continues on, voice verging on panic.

POLLY

She had her radio, she got through to the dispatch, they know where she was going, they'll wanna know why-

DENNIS

All she did was patch through.
Didn't even get to state her
location.

SETH

Whenever they go somewhere they
have to radio the base, right?

DENNIS

That's how the beat cops do it in
the city. We had a county
sheriff at one a.m. in Crow's Ass
Oregon. She wasn't gonna radio
the base, she *is* the base.

Polly gets up, pacing, panic creeping into her voice.

POLLY

Someone's gonna come. We're
eleven miles from town. We're
five miles from a freeway. We're
in a gas station surrounded by
dead fucking bodies-

DENNIS

You're right. Someone else will
probably come between now and the
morning.

(motions out the window)

Guess what'll happen to them.

POLLY

She got through to the dispatch-

DENNIS

Get comfy, it'll be a while
before they check it out.

POLLY

No it won't. They're looking for
you, remember?

(off his look)

Every state trooper in Oregon.
That's what she said.

Dennis turns away. Polly keeps after him.

POLLY

If every state trooper in Oregon
is looking for you then it's only
a matter of time-

DENNIS

They're not looking here.

She stops, taken aback. The man sounds dead certain.

DENNIS

The dragnet's heading north.
They think that's where I'm
going. Tryin' to get into
Canada.

POLLY

You're not?...

Dennis shakes his head.

DENNIS

Not yet. Due south. Platt,
remember?

POLLY

Why the hell would you head *away*
from the border?

DENNIS

(shrugs)
Bad sense of direction.

POLLY

Oh my god...

DENNIS

No one's coming for us. At least
no one who's gonna do us any
good.

POLLY

Stop it-

DENNIS

Listen to me: no one's coming.
We wanna get out of here, we have
to do it our-

Polly grips the counter for support, leans down behind it, we hear her vomit. Dennis backs off. Glances over at Seth.

DENNIS

She okay?

SETH

Been sick the past couple
mornings-

Polly stumbles aside, hands clenched to her belly. Seth reaches for her.

POLLY

Don't.

He puts a hand on her shoulder, steadies her.

POLLY

Why are we here?

SETH

Poll...

She's looking at him now, eyes hard.

POLLY

Tell me- why are we here?
I know the answer, I just wanna
hear it from you.

SETH

Don't do this. Don't point your
finger at me. We're here because
a guy with a gun put us here.

POLLY

And we met the guy with the gun
because of you. Because you
wanted to traipse off into the
wilderness for god-know's-what.

SETH

I wanted to be with you.

That's enough. She loses it.

POLLY

We should be in Seattle but we're
not and that's because of you
and if I'm gonna die then I'm
gonna do it with my fucking
finger *pointed at you.*

Dennis hangs back. Knows to stay out of this one. He digs out
another Parliment, flicks the lighter.

Pauses. Looks at the flame a long moment.

Then without a word, Dennis makes for...

CUT TO:

THE BACK OFFICE

He hunches over the security monitors.

CUT TO:

A SECURITY MONITOR

The back of the gas station. There's ten feet of pavement
between the exit door and the tree-line, the pavement sloping
down to meet the forest.

CUT TO:

THE BACK OFFICE

Dennis stares into the monitor. Wheels turning.

SETH

Hey...

Eyes scanning the store, he motions - hold on.

Then heads back into...

CUT TO:

THE MINI MART

To the car-supplies rack. He grabs a plastic funnel, it's
nozzle dangling as he makes for the next rack.

DENNIS

We're in the middle of the
redwoods.

(MORE)

DENNIS (CONT'D)
 (beat)
 National treasure, right?

SETH
 Yeah?...

DENNIS
 There's only ten feet of space
 between the building and the tree
 line. We wouldn't even have to
 open the door, we'd just funnel
 motor oil under it. Motor oil
 runs down the pavement, get into
 the trees...

Her shaking hands motion it - *voila*. It takes Seth a moment.

SETH
 You wanna light the woods on
 fire...

DENNIS
 Light 'em on fire and wait for
 the sirens.

He's already making for the motor-oil rack, starts grabbing up
 Pennzoil cans.

SETH
 And if the fire goes the wrong
 direction?

POLLY
 It won't.

Polly takes her funnel and her armload of cans into the back-
 room. Seth looks at her, suddenly outnumbered.

We follow her into...

CUT TO:

IN THE BACK-ROOM

Polly makes for the door, drops her load on the floor. Gets on
 her knees, tears the top off an oil-jug. Starts trying to jam
 the funnel under the door-jamb.

SETH

Think about it. Any way you slice it, we're leaving a trail of flammable liquid back *into this building*. This building is surrounded by *lots and lots of gasoline*. See where I'm going with this?

Polly glances up at him. For a moment, her head seems to clear. She motions - *c'mere...*

He leans down, she whispers into his ear.

POLLY

Listen, I know this scares the shit out of you. I'm not blind to that.

(beat)

I need you to tough this one out.

SETH

Polly-

She dumps the Pennzoil down the funnel.

CUT TO:

OUTSIDE THE BACK DOOR

The black-brown liquid trickles out from underneath the door. Spreads on the pavement. And gradually begins to flow downhill, towards the trees.

CUT TO:

THE BACK ROOM

Polly tosses the first bottle away, dumps a second one down the funnel. Then gets up and makes for...

CUT TO:

BEHIND THE COUNTER

To the back-exit security monitor. On screen, the puddle of viscous liquid has spread itself halfway down the hill.

POLLY

It's working...

She makes for the motor oil case.

SETH

Wait-

Polly grabs more containers, turns to go. Seth gets in her way.

SETH

Think this through, that's all
I'm asking.

POLLY

Move.

She shoves past him.

Seth moves after her, reaches around, and SWIPES the bundle out of her arms. Plastic containers bounce off the floor. Seth PUNTS one across the room.

Polly stops and looks at him. Ditto Dennis.

SETH

No fires.

(beat)

We'll find another way, but we're
not lighting the building on
fire. Understand?

DENNIS (O.S.)

Wait...

They glance over. Something audible from outside.

They recognize it.

The fuzz-muffled voice of a male POLICE DISPATCH.

CUT TO:

OUTSIDE THE GAS STATION

Blood congealing under her body, Sheriff Terri Frankel lays face down on the mini-mart's curb. A voice CRACKLES out of her radio. The CB receiver strewn away, still connected to her belt by coiled electrical cord.

DISPATCH (O.S.)
Repeat, Frankel come in...

CUT TO:

IN THE MINI-MART

The three stand by the window. Eyes fixed on CB receiver, dangling off the front step. Between them and it, only two inches of glass and three feet of space. And that thing on top of the ramada.

A moment.

DENNIS
All we'd have to do is grab it...

POLLY
I think we've established that opening the door is not a good idea.

DENNIS
It would take three seconds.

SETH
(motions to the ramada)
Seems to be all it needs.

Dennis has no response.

Seth thinks for a moment, eyes scanning the store. Finally settling on a rack of T-SHIRTS on the back wall. Cheap tourist garb on wire hangers.

A moment.

Seth moves for the shirts, grabs two off the rack, tosses them off their hangers.

DENNIS
What are you doing?

Seth begins untwisting the wire hangers, straightening them.

POLLY
Seth...

Both wires straightened, he grabs a roll of duct tape off the hardware shelf, tears out a length, goes about wrapping the hangers together. Creating a five-foot length of copper wire.

SETH
(off their look)
Follow me.

They follow him around...

CUT TO:

BEHIND THE COUNTER

Seth grabs a metal handle and pulls open the NIGHT DRAWER - the sliding steel box in the wall, used for late-night transactions.

SETH
All we gotta do is slide this
through here...

Takes the wire-hanger, slides it into the drawer slot until it emerges outside the gas station. Seth pulls it back in, makes a bend in the metal.

SETH
...make a few adjustments to
it...

He holds up the copper rod, hook-end first.

SETH
And there you are. We hook the
CB cord and stretch the radio up
the night-drawer, pull it in,
make the call.
(beat)
No open doors, no fires, no
making a break for it.

There's something in Polly's face that almost resembles admiration. Seth holds up the coat-hanger rod.

SETH
Remember all those times I locked
the keys in the Explorer and we
had to jimmy the lock and you'd
call me an idiot?

Seth gives her a grin, bends the wire again, and feeds it through the night-drawer. Polly and Dennis gather beside him, waiting, tense.

CUT TO:

OUTSIDE THE MINI-MART

It snakes its way out. The hook-end twists downward, scrapes the pavement...

Two feet away from its target. Not long enough. Above, the sound of breathing QUICKENS.

CUT TO:

IN THE MINI-MART

Dennis grabs another hanger off the rack, untwists it. His hands, still bloodstained from trying to drag Shay back inside, leave red residue on the copper.

Tapes it onto the end of the rod, passes it to Seth. Seth feeds it further outside, like a man fishing onto concrete.

CUT TO:

OUTSIDE THE MINI-MART

The length of metal twists its way across the ground. Rises, moves forward, tries to hook the CB cord, misses.

CUT TO:

THE NIGHT-DRAWER

The final section of wire passes through. The copper glints in the light, except for the section stained with blood from Dennis's hands.

CUT TO:

IN THE MINI-MART

Wire trembling in his hand, Seth makes another grab for the CB cord. Almost there...

POLLY
Come on, come on...

CUT TO:

OUTSIDE THE MINI-MART

The copper hook moves forward, hovering over the concrete. A tiny drop of blood drips off it. Hits the pavement. The hook dips low...

And slides under the CB cord. Snags it.

CUT TO:

IN THE MINI-MART

An exhale of relief from everyone. Inch by inch, Seth starts to pull in the radio.

CUT TO:

OUTSIDE THE MINI-MART

The receiver gets dragged across the curb, lifted up...

CUT TO:

IN THE MINI-MART

Slowly pulling their prize upwards, Seth pushes the night-drawer out to collect it.

CUT TO:

OUTSIDE THE MINI-MART

The CB receiver gets pulled upwards. Towards the night-drawer. Seth pulls it in...

And the receiver gets caught on the edge of the drawer. Starts to come off the hook.

CUT TO:

IN THE MINI-MART

The room holds its breath. Seth steadies the wire.

POLLY
Wait, wait, back it up...

Seth pushes it out farther, lifts it up, cord stretching...

CUT TO:

OUTSIDE THE MINI-MART

The receiver comes OFF THE HOOK.

And drops straight into the mouth of the night-drawer.

CUT TO:

BEHIND THE COUNTER

The clang of plastic on metal ECHOES through the store, like a church-bell. Seth lets go of the hanger.

SETH

Got it.

Reaches for the drawer...

And the wire SNAPS OUT at him like a rattlesnake. Rips his cheek open. Seth stumbles aside, holds his face, blood leaks through his fingers. Turns to see...

CUT TO:

OUTSIDE THE MINI-MART

An appendage has coiled itself around the hook-end of the wire. THRASHES it inward.

CUT TO:

BEHIND THE COUNTER

The wire SLASHES through the air. Seth stumbles back, arms guarding his face.

POLLY

Get the radio!

He LUNGES out for the CB receiver, grabs it...

The wire STABS OUT at him. Seth whirls out of the way, the CB cord RIPS...

And the wire PUNCHES into the front counter. Right where Seth was standing. He looks over to see...

CUT TO:

OUTSIDE THE MINI-MART

A pair of SNAKE-LIKE APPENDAGES slither up to the night-drawer. We follow them into it, under the pane of bulletproof glass, into the gas station...

CUT TO:

BEHIND THE COUNTER

Seth stumbles backward, a tentacle STRIKES at his wounded cheek...

And he tumbles OVER THE COUNTER, smacks onto the floor. Polly grabs him, pulls him away, drags him across the store.

Another appendage WHIPS ACROSS THE ROOM...

Misses them.

They collapse into the corner, barely out of reach.

POLLY

God god oh my god...

CUT TO:

ACROSS THE ROOM

An appendage curls around a RACK, flips it onto its side. Sends junk-food FLYING, smashes jugs of motor oil all over the floor.

Shoves it forward with a SCREECH OF METAL. Seth glances up...

The heavy steel rack SLIDES TOWARD THEM.

And SMASHES into Polly's torso, sandwiches her against the wall. She can't even scream, breath ripped from her lungs. Seth snatches her by the forearms, she MOANS, he pulls her free.

Both them left in the triangle of space where the food-rack has met the walls. Literally cornered.

CUT TO:

BEHIND THE COUNTER

More tentacles SLITHER IN through the night drawer. FLESH STRETCHES as they reach across the store, lashing out at the overturned food rack. Almost long enough to get what they want.

CUT TO:

BEHIND THE FOOD RACK

Seth flattens himself against the freezers. Tries to pull Polly next to him. Behind them, the refrigerators HUM. In front of them, long wet fingers uncurl from around the food-rack.

Stalemate. For now.

DENNIS (O.S.)
Jesus fucking Christ.

The voice startles Seth.

SETH
Where are you?

DENNIS (O.S.)
Here.

Seth glances around. No sign of him.

DENNIS (O.S.)
Here.

Seth turns around to the refrigerator doors, through the soda racks, into the back-room. Dennis crouches, barely visible.

SETH
Hey...

METAL GROANS. The food rack SQUEEZES FORWARD a couple inches. Eyes clenched shut, Seth squeezes Polly against him.

Then notices-

SETH
Jesus...

There's a SHEEN OF BLOOD on his palm, streaked down his arm.

SETH
(to Polly)
You bleeding?

Seth scoots to the side of her, eyes scanning her body, looking for wounds. Nothing there.

SETH
Where'd it get you?...

POLLY
Back...

Seth gets behind her, lifts her shirt. No blood, but a BRUISE, deep and angry, the size of a basketball, from where the rack smashed her.

DENNIS (O.S.)
Jesus...

Seth's eyes scan his wife's body, fumbling with her clothing, looking for blood...

SETH
Anywhere else hurt?

She waves a limp hand at his thigh. Seth looks to her legs, sees nothing.

SETH
Polly, listen, please, I need you
to tell me-

POLLY
(whispers)
...blood's...your's.

Her word stops him. She motions again to his leg. Seth glances down and sees...

His pant leg ripped, hanging open, dripping. Down his thigh, a BONE-DEEP LACERATION. A slow tide of blood flowing out. His lips part, breathing speeds up, fingers trace the wound...

SETH
Oh fuck...

CUT TO:

ABOVE THE CORNER

Looking down on them, a layer of red slowly appears under Seth. Spreads across the floor, under the overturned food rack...

And on the other side of the rack, STALKS OF FLESH reach across the room. SNIFFING for it, excited...

CUT TO:

IN THE CORNER

Seth clamps his hand over the wound, blocks the flow. Blood trickles through. Pulls his pant-leg over it, same result.

Pulls the wet fabric away, Seth looks at the laceration. Nausea washes over him, he fights it off.

Wheels turning, his eyes scan the scattered contents of the rack. Air fresheners, condom boxes, batteries, toiletries, sewing kits.

Seth glances at his wife.

POLLY

...what are you gonna do?...

He looks away. Knows the answer, doesn't want to say it.

SETH

Dennis?

DENNIS (O.S.)

Yeah?

SETH

Need you to do something for me.

(off his silence)

There's a desk in the office, I need you to get something out of the third drawer down. Can you hear me?

CUT TO:

THE BACK ROOM

Dennis climbs to his feet, makes for the office. Throws open the drawer, looks in.

The FISHING GEAR Seth found earlier.

Dennis's face - *what the fuck?...*

CUT TO:

CORNER OF THE MINI-MART

Palm clamped over his wound, Seth calls instructions through the open fridge door.

SETH

Need fishing line. Thinner the better. Pass it through the fridge to me.

Polly looks at him, scared, no comprehension in her face. Seth reaches into the debris and retrieves a SEWING KIT. As he unwraps it and retrieves a NEEDLE, Polly's expression changes...

CUT TO:

THE BACK ROOM

Dennis opens the back door of the fridge, reaches through the soda bottles, a coil of thin-gauge FISHING WIRE in hand. Seth snatches it from him.

DENNIS

Doc?
 (off his look)
 Ever done this on an actual person before?

Seth doesn't answer. Just snatches a Bic lighter off the floor.

CUT TO:

CORNER OF THE MINI-MART

One hand clamped to his thigh, Seth grabs the goods. Then reaches across the floor and grabs a handful of TOURIST T-SHIRTS off the floor.

SETH

Do me a favor, honey?...

Polly's pain-glazed eyes flicker up at him. Seth hands her a shirt.

SETH

Keep this real tight on my leg, okay? Just hold it as hard as you can. I'm gonna be fine, I just gotta do something...

POLLY
...gonna kill yourself-

SETH
I'm not. I swear to God I'm not.
I'm gonna fix this-

POLLY
Don't...

SETH
I'll get you to a hospital
afterwards, I promise, all I
need's a couple minutes, I've
done this a million times-

DENNIS (O.S.)
On dogs.

SETH
Shut up.

Polly presses the fabric of the shirt against his wound.

Seth yanks out a length of fishing line. Sterilizes it with the lighter. Tries to feed the wire through the needle, it trembles in his fingers.

SETH
All right...

Motions to his leg.

SETH
Lemme get in there.

Polly moves the bundle down an inch. Seth readies the needle. Feels his wife's eyes on him.

SETH
Don't look.

He takes a moment. Steadies himself.

Then dips the sewing needle into his skin, bites his lip, and starts to sew.

CUT TO:

BEHIND THE COUNTER

The night-drawer STUFFED WITH TENTACLES. Stretching across the room, lashing out in frustration. None of them long enough to reach over the rack.

One by one, the tentacles slide backwards, out the night-drawer. The creature's retracted all of its arms.

All that is, except for one single tentacle still squirming across the floor. A moment, then it turns back to face the night-drawer, as if to say "what about me?"

CLANG. The creature throws its weight against the night drawer, SLAMS IT SHUT...

And SEVERES the appendage. A SCREECH from outside.

CUT TO:

IN THE CORNER

Seth looks up, face pale, eyes darting around the room.

POLLY

...what was that?...

Seth sees nothing. Goes back to sewing, hunched over his thigh, tears running down his face.

CUT TO:

IN THE MINI-MART

The rope of thorned flesh WRITHES on the floor, spasming, its severed end oozing dark liquid. It pauses a moment...

And finally slithers across the linoleum, toward the overturned food-rack. Following its instincts.

CUT TO:

BEHIND THE RACK

A little moan escapes Seth's mouth each time the fishing-line goes through. Ties off a stitch, his wet fingers drop the needle. He reaches over...

Then sees it.

The severed appendage tries to snake its way through the food rack, its tail end oozing, coming for them. Seth JOLTS BACK, grabs Polly, scoots away. Wedges them into the corner, watching the thing try to find its way in.

SETH

It's okay, it's okay, can't get us...

Looks down at the wound on his leg. Still bleeding. Needs a few more stitches...

Seth SNATCHES the needle off the floor. Digs out the lighter, tries to get a flame, but his fingers are too slick with his own blood. Snaps it again, gets nothing.

POLLY

...what're you doing?

SETH

Sterilizing it-

POLLY

Why?

Seth glances at her - *good point.*

Tosses the lighter away, breathes in deep, and gets back to work. Three feet away, the tentacle tries to SQUEEZE ITSELF between the steel shelves of the rack.

Getting in, inch by inch. Polly KICKS AT IT, it lashes out at her foot, she pulls back. Almost in.

SETH

Dennis!

(off his silence)

Dennis, need your help!

Still nothing. He's on his own.

The tentacle's almost gotten itself through. Polly flattens herself against the wall, shoes scissoring in the air. Trying to kick it away.

Seth feeds the needle through his leg, ties off the last stitch.

The appendage gets through. Polly SCREAMS. The thing wriggles across the floor, draws itself up like a striking cobra...

And with a wet THUNK, an aluminum baseball bat SMASHES DOWN on it. Blake's bat, now in Dennis's hands, his body hung halfway over the food-rack.

The appendage WHIPS at him, Dennis swings again, the thing WRAPS ITSELF around the baseball bat.

DENNIS

Jesus-

Tosses the bat away like its burning his hands. The weapon hits the floor, appendage still wrapped around it...

And bounces into the puddle of SPILLED MOTOR OIL.

That's all it takes. The tentacle whips itself off the baseball bat and tries to squirm away, wiping its oil-slick body on the linoleum. Like its been doused with boiling fat.

Seth, Polly and Dennis turn to watch...

CUT TO:

IN THE MINI-MART

The thorny length of muscle drags itself into a corner and finally collapses. Dead. Still soaked in motor-oil.

No one speaks for a moment.

Then Dennis heads to the corner, standing over the dead thing on the floor.

CUT TO:

BEHIND THE RACK

Seth wipes his stitches with paper towel, face ghostly white. Glances at Polly, still catching his breath.

SETH

I think... I just saved... our
HMO a lotta money.

Polly laughs, but only a WET COUGH comes out. Wipes her mouth, looks at her red-stained palm. Her expression slowly changes...

DENNIS (O.S.)

Doc, you better come look at
this.

SETH

Hold on.

(to Polly)

Give us a a second, okay? Gonna
get you to a hospital, we just
gotta figure out-

POLLY

...oh god...

SETH

It's okay, there'll be a clinic
in Platt-

POLLY

...so sorry...

SETH

Don't say that, got nothing to be
sorry about-

POLLY

...shoulda told you...

SETH

What are you talking about?

Polly's breathing labored, each word fighting its way out.

POLLY

(whispers)

...bought a test, took it home...
thought it was wrong...

Seth listens, wheels turning.

POLLY

Went to the doctor... they told
me. Couldn't believe it... we'd
been so careful...

It takes him a moment, but Seth gets it. Manages to whisper-

SETH

Why didn't you say anything?

Polly coughs. More red.

POLLY

Didn't think... you could handle
it...

Seth looks like he's been kicked in the stomach. He leans back against the fridge, eyes aimed at the ceiling.

POLLY

Seth...

He climbs to his feet, unsteady on his wounded leg. Slowly climbs over the food-rack, makes his way into...

CUT TO:

THE BACK ROOM

Head low, he makes for the work-desk. Leans over it, rocking on his heels, grips it for support. Then THROWS the desk on its side. Kicks a drawer, the metallic sound BOOMS through the room. Cursing through clenched teeth.

Dennis stands in the doorway behind him. Watches for a moment, then turns away.

CUT TO:

IN THE MINI-MART

Polly glances up as Dennis pulls a bottle of water out of the fridge. Twists it open, hands it to her. She nods - thanks.

After a long drink-

POLLY

There's a hospital in Platt?

DENNIS

Don't know. Never been there.

She glances at him - what?

DENNIS

It's just the place Shay was
stashing my nest-egg.

(beat)

You didn't read about me at all,
did you?...

POLLY

...you shot a cop...

DENNIS

Didn't. Tried to, but I'd been smoking tweak for three days, couldn't aim right.

POLLY

...case for clemency if there ever was one...

Dennis has to laugh at that one.

DENNIS

There you go, coughing up blood and still bitching. No wonder your man's so crazy about you.

POLLY

(shakes her head)

We make it out of here... don't think he'll stick around too long...

Dennis doesn't respond. Doesn't know how to.

POLLY

...you didn't shoot a cop?

DENNIS

Cops shot me. I used to earn money by stealing big-rigs. Would get high and stay up for two, three days hijacking trucks.

(beat)

You cold?

She nods. He grabs Seth's sweater off the floor, gives it to her, sits down next to her.

DENNIS

This one trucker wouldn't give me his keys, so I shot him in the stomach. Guy's name was Clark Chesterfield. Didn't kill him, just shattered part of his spinal column. Put him in a wheelchair. He died a year later from a gangrene infection.

(MORE)

DENNIS (CONT'D)

His wife had already gone
bankrupt from the medical bills.
I'd already gone to jail.

(beat)

Just like the kid who moved into
the henhouse to sleep. Not
supposed to make sense.

POLLY

...got life in prison...makes
sense to me.

DENNIS

Figured if I ever out, I'd do two
things. One, get my ass across
the border and never come back.
Two, make sure that guy's wife
was taken care of for the rest of
her life.

Polly looks up at him. It takes her a moment to get it.

POLLY

You were gonna go to Platt... to
get your nest-egg... so you could
give it to that trucker's-

Dennis makes to get up.

DENNIS

We make it out of this and you
two don't work things out...

He climbs over the rack.

DENNIS

...I will personally come back to
America and hunt both of you
down.

SETH (O.S.)

I'll hold you to that.

Polly and Dennis look over. Seth stands in the back-room
doorway, there's an unfamiliar confidence in his face.

SETH

We're getting out of here.

CUT TO:

OUTSIDE GAS STATION

From the creature's POV, we prowl the perimeter of the building. Sniffing. Searching.

CUT TO:

IN THE BACK OFFICE

On a TV monitor: the back exit, the ground slick with oil. An appendage dangles down from the roof, reaches toward the pavement. It skims along the wet surface of the ground...

And JERKS BACK, as if in revulsion. Slithers up out of frame.

SETH (O.S.)

That's what I'm talking about.

The image FREEZES, rewinds, then replays. Seth, Polly and Dennis hunched over the monitor, taking it in.

SETH

This is what I've been trying to tell you. This thing can't see us. I don't think it even has any eyes. It tracks by sense of smell, and what it likes most is the smell of blood.

(beat)

And what it seems to like least is the smell of motor oil.

Polly and Dennis look at him.

DENNIS

So what you're saying is we should hit it with twenty gallons of Penzoil?

SETH

No. What I'm saying is, if one of us goes out there and all it can *smell* is motor oil... it'll leave us alone.

A long moment.

Seth heads over to the grocery-rack, snatches up a bottle of Penzoil. Unscrews the cap, pours it down his sleeve.

SETH

All I have to do is walk ten feet, get in the car, and bring it around.

POLLY

It'll see you-

SETH

It'll smell me, but all it'll smell is a bunch of stuff it doesn't like.

Unscrews the next bottle, dumps it down his back, his hands rubbing it in like sunscreen. Shuts his eyes, dumps another over his head. Then another onto his pant-legs, gingerly coating his bloody stitches with it. Winces.

SETH

How do I look?

Dennis doesn't answer. Seth looks like he's crawled from a swamp.

As he kneels down next to Polly-

SETH

Got the keys?

POLLY

(motions)
In the car...

SETH

You mean to tell me you didn't think to grab 'em when that huge scary thing started chasing us?
(laughs)
C'mon, Pol, you're supposed to be the brains of this operation...

A little chuckle from Polly, but it turns into a wet, hacking COUGH. Seth tries not to wince. Looks over at the front doors, then at Dennis.

SETH

Make sure she's ready to go when I bring the car around.
(beat)
That usually takes, like, *forever* with her-

POLLY

Asshole.

SETH

Ah, the patient has revived.

She reaches up, wipes the oil off his lips. Kisses him. It's a long one. Then he whispers in her ear-

SETH

I'll handle it.

Polly gives him a nod. And with that, Seth stands, shoes slippery on the floor.

As he turns for the fog-drenched parking lot, all his adrenalized confidence evaporates. Feeling the gravity of what he has to do. A moment, then...

CUT TO:

THE PUMP AREA

Seth steps out of the gas station. The door shuts behind him, leaves him in the silence of the outside world. Glances back through the windows, at his wife, at Dennis. Then continues on into the parking lot. One step at a time, motor-oil dripping.

CUT TO:

ON TOP OF THE RAMADA

We watch him from above for a moment. Then, gradually, we lower ourselves DOWNWARD, behind him.

CUT TO:

THE PUMP AREA

Seth moves ahead. Sniffs the air, and doesn't need to turn around to know what's behind him. He stops.

CUT TO:

IN THE MINI-MART

Dennis and Polly watch, eyes wide.

CUT TO:

THE PUMP AREA

Spine like iron, Seth stands still. Feels something SNIFFING at him. A moment...

...and he hears it SLITHER away, back up to the ramada.

Seth exhales through clenched teeth.

CUT TO:

IN THE MINI-MART

Dennis and Polly's faces - pure relief.

POLLY
Go honey go...

CUT TO:

OUTSIDE THE EXPLORER

Seth's oil-coated hand grips the door handle, tries silently to pull it open. His fingers slip off. Tries again, and this time, the latch UNCLICKS. The door opens...

And the key-alarm starts BEEPING. Sounds like a fire-alarm. Seth's eyes go wide. He SNATCHES the keys out of the ignition. The beeping stops.

Above him, something MOVES.

The keys JINGLE in his hand, he forms a fist around them, tight. Stops the sound. Then eases himself into the driver's seat.

CUT TO:

IN THE EXPLORER

The leather CREAKS under his weight as he sits. Glances over at the mini-mart, holds up the keys. His look- ready?

CUT TO:

IN THE MINI-MART

Dennis helps Polly up. She groans, but forces herself towards the door. Ready to run.

CUT TO:

IN THE EXPLORER

Leaving his door open, Seth inserts the key into the ignition. It goes in silently. His fingers grip the key, he breathes in, steels himself. Turns it...

Something GRABS HIS LEG.

Seth tries to scream, only a YELP comes out.

MAN'S VOICE (O.S.)
...help...

Seth looks down to see...

BLAKE. The station-attendant, dragging himself out from under the Explorer. Vice-gripping Seth's ankle.

BLAKE
...jesus christ help me...

He fully emerges from underneath the car, revealing his legs are GONE. Bitten raggedly off at the knees, trailing red string.

BLAKE
...please...

CUT TO:

IN THE MINI-MART

Dennis's jaw open.

DENNIS
Oh god-

CUT TO:

OUTSIDE THE EXPLORER

Seth tries to pull his leg away, Blake grabs him by the thigh.

BLAKE
...hurts... Jesus Christ hurts...

Through the passenger windows, a glistening SHAPE descends.

SETH
(whispers)
Stop-

Tries to kick him off, Blake's fingers DIG IN. A jolt of pain runs through Seth.

SETH

Stop it-

We see it: Blake's fingers dug into his thigh, TEARING OPEN HIS STITCHES. Blood trickles out, drips onto the pavement.

Seth tries to kick him off again. The man holds on.

BLAKE

Please....

Seth hauls back and CLOCKS him in the mouth. Blake's head CRACKS BACK, he lets go. Seth reaches for the ignition...

An EXPLOSION OF GLASS.

A tentacle PUNCHES THROUGH the windshield.

Wraps around Seth's arm like a bullwhip.

SETH

No-

He gets YANKED FORWARDS...

And his body goes STRAIGHT THROUGH THE WINDSHIELD.

CUT TO:

THE PUMP AREA

Seth gets tossed through the air, belly-flops onto the pavement. Broken glass falls around him. He lays there, a bloody mess.

Through the fog, the creature turns for him, LUNGES...

And with an ELECTRIFIED CRACKLE, it reels back. HOWLS.

Seth lifts his face from the concrete to see...

CUT TO:

ACROSS THE PARKING LOT

Dennis. Stands twenty feet away, holds a length of sparking PHONE-LINE in his hands.

The creature turns for him...

Dennis THRASHES IT out again. Overhead, like an electric whip. The wire arcs through the air, slices forward, shooting sparks. An appendage lashes out...

And SWATS IT away. Over the roof of the gas station.

CUT TO:

BEHIND THE GAS STATION

The wire hits the pavement of the loading area. Ground still slick with motor oil. The wire sparks and FLAMES RISE UP. Eating their way up the back of the building. Lighting the gas station on fire.

CUT TO:

THE PUMP AREA

Dennis left empty handed, makes to sprint away...

The creature POUNCES in front of him.

Dennis spins on his heels and breaks for the mini-mart. Straight through the front doors, slams them shut, goes to snap the locks...

Too late. The creature RIPS THE DOORS out of his hands, off the hinges, tosses them into the parking lot.

CUT TO:

IN THE MINI-MART

Dennis skids around the food-racks.

No sign of Polly.

He glances around, bewildered.

Across the store, the creature lunges inside. Rips down ceiling tiles as it comes. Its body like a skinned velociraptor, this thing's fucking huge...

Polly GRABS Dennis from behind.

POLLY

This way-

Drags him into the back room.

CUT TO:

THE BACK ROOM

They bolt for the back door. Dennis grabs the knob, HOWLS, his palm SIZZLES on the metal. Stumbles back, as a window POPS from the flames outside. The entire back of the building's on fire.

Behind them, the creature slithers over the overturned grocery-racks, coming for them.

Polly's already moving. Straight for the door to the basement.

CUT TO:

BASEMENT STAIRWELL

First Polly, then Dennis. Into the stairwell, SLAMMING the door behind them. Something heavy hits it, JOLTS the hinges.

Bodies smashed up against the door, keeping it shut, a look passes between the two. Dennis just shakes his head.

DENNIS

(whispers)

Jesus, lady...

The door takes another hit. Splinters fly.

POLLY

No no no...

Keeps her weight against the door.

Then she sees it.

Down in the flickering light of the basement, an INDUSTRIAL FREEZER sits against the back wall.

Polly focuses on it.

CRACK. The door takes another hit. A hinge RIPS.

CUT TO:

OUTSIDE THE GAS STATION

Black smoke rises from the building, the fire's reached the roof. Seth lies face-down on the pavement. Broken, bloody, a pile of human rubble. His glasses strewn twenty feet away, in pieces.

A chunk of the gas station's roof COLLAPSES, the sound stirs him. He opens an eye, stares dumbly into the burning building. Slowly lifts his face from the concrete, feels with his tongue for missing teeth. Agony.

Glances around, eyes searching...

SETH

...polly...

With a gasp of pain, Seth forces himself to his feet. Stands unsteadily. Scans his surroundings. A moment.

Seth breathes in deep, gathers his strength.

And limps for the SUV.

CUT TO:

IN THE BASEMENT.

In the basement's dim strobe light, we push in towards the cold-storage unit. The sound of WET MOVEMENT nearby.

CUT TO:

IN THE FREEZER

Polly and Dennis, mashed together on frozen stacks of venison. Dennis holds his bic lighter, the tiny flame their only light. Hyperventilated breath coming out in clouds.

The lighter blows out, leaves us in total darkness. We hear him trying to STRIKE IT back to life. A few sparks, nothing else.

Something outside HISSES. Inches away.

They've been found.

CUT TO:

IN THE EXPLORER

Seth settles into the front seat. Searches his pockets for the keys, can't find them. Then glances at the ignition, sees them dangling there. Almost laughs at himself.

Until he catches a glimpse of the rear-view mirror.

Sees a haggard man, covered in motor oil and his own blood. About to do the same thing he always does.

 SETH
 (whispers)
 ...sorry, Pol...

He turns away, goes for the ignition.

But stops when he sees it.

Hanging off the rear-view mirror, the dreamcatcher. The one Polly put there. Seth stares at it.

 SETH
 (whispers)
 ...to protect travelers and their
 children...

A moment.

 SETH
 No.
 (beat)
 No, no, no, no...

But still, he reaches into the passenger seat, lifts the stack of newspapers. Revealing Shay's handgun.

He fiddles with it until the chamber pops open. Only four shots.

 SETH
 ...kidding me...

Clicks it closed, stuffs it in his pocket. Then hauls himself out of the car. Heads for the gas station, out of frame.

A moment.

Then he comes back, opens the backseat door, rummages until he finds the FIREWOOD AXE. The one he considered using on Dennis earlier tonight.

Reaches up into the front, turns the keys, and then heads into the store, leaving the engine RUMBLING.

CUT TO:

INT THE BASEMENT

The lid of the freezer bounces on its hinges. Outside, a leathery coil of flesh pulls it upwards. Inside, two sets of bloody hands struggle to keep it closed.

CUT TO:

IN THE MINI-MART

Bags of junk-food melt. Soda cans BURST. There's no air in here, only heat.

Axe in hand, Seth steps up to where the front doors used to be. Takes his last few breaths of fresh air, then pulls his shirt over his nose and mouth.

Walks into the blazing room.

It's hyper-real. The flames bright as sunflowers, sound of the fire is DEAFENING.

Eyes squinted, Seth moves forward slowly, as if in a dream. His breathing quick and shallow. Terrified.

Brushes past a burning stack of donut-cartons. Fire catches his shirt and sends FLAMES crawling up his back.

SETH

Shit-

He whirls around, SCREAMS, loses balance. Tears the shirt off his body, throws it away. Leaves only his undershirt.

Paralyzed on his feet, covered in motor oil. He glances back at the exit...

Then, a SCREAM. Seth turns, eyes lit up. Glances around, spots the basement door.

SETH

(whispers)

Hold on...

And onward he goes, through the burning room. His shoes light on fire, he stomps them out, continues on.

Straight for the stairwell door.

CUT TO:

IN THE COLD-STORAGE UNIT

Dennis's bloody fingers squeeze the lid tight, pulling it down. Not going to hold...

DENNIS

Oh my god-

POLLY

Hold it holdit holdit-

The lid starts to slip out of his fingers...

And with a metallic RIP, the freezer door gets TORN OFF.

The creature looms over them, face to face for the first time.

Its head snake-like but eyeless. Jaws open, revealing a nest of needles, a black tongue slithers between them. And in the center of its ribcage, held in an external womb, the MANGLED BODY OF ITS INFANT.

The creature STRIKES FORWARD-

THUNK. Metal through flesh.

It REELS BACK. BARKS in pain. Polly and Dennis look up to see...

CUT TO:

IN THE BASEMENT

Seth. Standing before them, axe dripping black fluid. Clothes hanging, body unrecognizably filthy, eyes glittering. As alien as the thing he's trying to kill.

The creature turns, jaws stretch wide, HISSES...

Seth BURIES the axe in its mouth. The thing SQUEALS, blade embedded in its jaws. THRASHES away...

Rips the weapon out of Seth's hands. He tries to hold on, the force TOSSES HIM across the room.

The creature TWITCHES and SPASMS, trying to dislodge the blade. Polly hauls herself out of the freezer...

With a CLATTER, the axe hits the concrete floor. Free, the creature turns for Seth. Crumpled on the ground, Seth digs into his pocket for the gun. Gone. Fallen out of his pocket, lying six feet away. The creature lunges for him...

Polly snatches up the gun. FIRES. Barely grazes the thing. It POUNCES on Seth...

She squeezes one eye shut, aims...

BANG! Black fluid and yellow teeth get blown onto the far wall. It JERKS SIDEWAYS, off Seth. Polly's already on him. Pulling Seth to his feet, dragging him towards the stairs.

CUT TO:

THE STAIRWELL

Up the stairs they go, Dennis at the back.

Something CURLS AROUND DENNIS'S THIGH. Spikes dig in, bringing blood. Down he goes, dragged back, his chin bounces off the stairs. He SCREAMS.

Polly turns, sees it, EMPTIES THE GUN down the stairwell. From the depths of the basement, Dennis HOWLS.

Seth turns to go back down, Polly grabs him, pulls him into...

CUT TO:

THE MINI-MART

On they run, through the structure-fire that the building has become. Out into the parking lot, straight for the Explorer.

CUT TO:

IN THE EXPLORER

Seth lumbers into the front seat, Polly beside him. He throws it in drive.

Inside the burning remains of the store, a BLACK SHAPE rises up from the basement. The creature's body is ON FIRE. Lumbering out towards them.

POLLY

Drive-

Seth BURIES the gas pedal. Tires shriek, rubber sizzles, the car LURCHES out of the parking lot. Onto the road, fifty feet...

And with a SCREECH OF METAL, the back tire COMES FREE. Rolls away. The SUV skids to a stop.

CUT TO:

IN THE EXPLORER

Seth glances at Polly, panic rising.

POLLY

Oh my god...

Seth whirl around, searching through the windows for the tire.

POLLY

...she told me to hurry... she had the gun... didn't tighten it enough...

He sees it. Fifteen feet away in a ditch.

SETH

Come on.

CUT TO:

THE ROAD

Seth limps out of the car, makes for the tire. Polly lunges past him.

POLLY

Get the jack.

Seth yanks open the backseat, hauls out the jack and the tire-iron. Polly runs for the tire. Twenty yards behind, the creature lumbers onto the road. Coming for them.

On his knees, breathing hard, Seth JAMS the jack under the car, starts twisting. Nothing happens.

POLLY (O.S.)

Twist the other way!

He does as told, the car starts to rise, inch by inch. Behind, the creature moves closer, body dragging on the pavement.

POLLY

Go go go go...

She's beside him. Drops the tire, helps him twist the car up.

The creature closes in, tentacles reaching out.

With a SCRAPE, they jam the tire in place. Hands working together, twisting the few unbroken lug-nuts into place. Seth's slippery fingers drop one, he turns to grab it, and a tentacle STRIKES at his hand.

Too scared to scream, he swings the jack, swats it away. Another arm lashes out after, Seth scrambles back, throws his body in front of Polly. The creature's on them, no way out...

Then, fifty feet behind, shimmering in the flames of the gas station, a FIGURE emerges through the doors.

CUT TO:

THE GAS STATION

Out comes Dennis Farrell. Burned, torn open, his blood-white face in ghostly contrast to his orange uniform. Limping onward, eyes fixed on the ground ahead. Reaches down to the pavement...

And grabs the bloodstained handle of Sheriff Frankel's SHOTGUN.

EJECTS a spent shell.

CUT TO:

THE ROAD

The creature WHIPS AROUND at the sound. Focuses on Dennis.

A moment...

Then it LUNGES back down the road, making a bee-line for him.

CUT TO:

OUTSIDE THE GAS STATION

Dennis stands still. Facing down the creature as it comes. Getting closer. Twenty feet. Ten. Almost to the pumps. Dennis raises the shotgun, levels it with his target.

For a moment, the creature seems to focus on him. Dennis turns the gun away....

And aims at the GAS PUMP.

FIRES.

The pump RIPS OPEN. Fumes IGNITE.

A FIREBALL BLOSSOMS, devouring the creature within it. The shockwave rips Dennis off his feet, tosses him away.

CUT TO:

THE ROAD

Seth and Polly watch, stunned. The explosion slowly dies away.

In the flickering flame-light, the creature lies in pieces in the parking lot. And twenty feet beyond, a vague human form lies still.

A moment, then Seth and Polly make for the gas station.

CUT TO:

OUTSIDE THE GAS STATION

As they approach, a GROAN emerges. Dennis trying to pull himself to his feet. Can't make it. Falls onto his back. Seth kneels beside him, Polly following.

His voice barely audible-

DENNIS
...how do I look?...

Neither respond for a moment. Then-

POLLY
Like a good wood.

Dennis nods. It's all he can do. Then digs into his pocket and hands something to Seth. A folded piece of paper. A woman's name and an address scrawled inside it.

DENNIS
Do me a favor... couple favors...

Seth nods. Dennis continues on, voice ragged.

DENNIS

Get to Platt. Get your wife
taken care of. Get both of you
taken care of. After that, go to
the post office. Get the bag out
of box two-fourteen. Get it to
that woman's address.

(beat)

Get it there.

Seth looks back at him. No comprehension in his face. Then
glances at the name on the paper:

Francis Chesterfield

It takes a moment...

POLLY

Isn't that...

(off his silence)

The guy you shot... his wife...

Dennis just shakes his head.

DENNIS

Gotta wipe this egg off my face.

He takes a moment, looks up at his former hostages. There's
warmth there.

DENNIS

(whispers)

Watch the road.

He settles in. Like an exhausted traveler finding sleep. Seth
and Polly kneeling beside him.

CUT TO:

OUTSIDE THE EXPLORER

A tire-jack and a lug-wrench get tossed into the backseat, door
slams shut. Slowly, the car rolls out into the night.

CUT TO:

IN THE EXPLORER

Seth at the wheel, Polly beside him. Driving on towards Platt.
Exhausted, near dead, faces like ghosts.

POLLY
...finally figured out how to
change a tire.

SETH
Yeah... I can learn.

She laughs a little, but gets a mouthful of blood. She spits,
wipes her mouth, drained eyes focused on Seth.

POLLY
...don't think... we'll make
it...

He shakes his head.

SETH
We will. I know. We've got
this...

Motions to the dreamcatcher.

SETH
It protects travelers.
And their children.

Finally, Polly takes her husband's hand. Their fingers entwine,
hard, holding on for dear life.

EXT. GAS STATION - NIGHT

The gas station burns. We float through the wreckage, over
flaming puddles of gasoline, scraps of debris blowing past in
the wind.

Finally, we see it. The creature's torso. Blasted wide open,
sizzling on the pavement. Arms still cradling its infant.

INT. EXPLORER - MOVING - NIGHT

Seth and Polly drive on. The dreamcatcher sways slowly from the
rear-view mirror. Reflected in the glass, the gas station is
little more than a distant glow, shimmering in the darkness.
Like a night-light. Like a northern star.

Like a mother's love.

FADE OUT: