

THE FACULTY
(a.k.a THE FEELERS)

by Kevin Williamson

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EXT. FOOTBALL FIELD - MORNING

The morning sun beats down on a high school football stadium. It has a small town feel. Enclosed by a track court, it has metal bleachers on either side. It is morning but the sun is already hot and blistering.

A large man, 40's, can be seen walking along the empty field. He drinks from a bottle of water. This is COACH WILLIS. A hard man. Difficult. He stops to fuss with a water sprinkler head. He jiggles it, tugs on it. He can't seem to get it to work.

COACH WILLIS

Goddammit!

He pulls on it some more when something takes his attention. Something in the brittle grass. He reaches for it, curious, knocking over his bottle water in the process.

COACH WILLIS (cont'd)

What the...

The Coach scoops something up in his hands.

CUT TO:

EXT. JEFFERSON HIGH SCHOOL - MORNING - SAME

A picturesque small town school. A building composed of red brick and tradition. The perfect representation of everything good and true in small town life.

A sign sits in front.

"WELCOME TO JEFFERSON HIGH! HOME OF THE FIGHTING PATRIOTS!"

It is still early and there are but a few people moving about. An older woman in her 50's, petite, almost frail, moves through the front doors. This is MRS. OLSON.

INT. HIGH SCHOOL FOYER - MORNING - SAME

Mrs. Olson moves down the dim corridor. The morning sun finds its way through windows, casting shafts of lights along the empty corridor.

Mrs. Olson rounds a corner and runs into...

PRINCIPAL DRAKE

Mid 40's. Stern but attractive with a tough sexiness about her. Mrs. Olson jumps.

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2.

MRS. OLSON

Miss Drake. You scared me.

PRINCIPAL DRAKE

You're late, Mrs. Olson. The library opens at 8:00 and you're to arrive...

MRS. OLSON

..one hour prior. I know but my husband had a coronary this morning and I had to rush him to the hospital where he died on arrival and there were just a lot of paperwork to fill out and it detained me.

Miss Drake stares at her. A slight smile emerges.

PRINCIPAL DRAKE

Nice try. Get the Oldsmobile fixed Miss Olson.

MRS. OLSON

Yes, 'sir'.

The Principal carries on, leaving Mrs. Olson.

INT. SCHOOL CORRIDOR - A MINUTE LATER

Mrs. Olson comes around a corridor. The halls are empty except for a janitor that moves about sluggishly in the distance. Mrs. Olson comes to a set of double doors. The sign above reads "LIBRARY".

MRS. OLSON

(singing)

"I made it through the wilderness,
somehow I made it through..."

Mrs. Olson juggles the chain and padlock that secure the door. She unlocks it with her keys and opens the door and steps into the dark library.

INT. LIBRARY - SAME

Mrs. Olson stops to wrap the chain and lock around the inside handle of the door and then hits the lights. The library is illuminated.

It is a big and vast room lined with rows and rows of books. There are many nooks and crannies that host tables and work cubicles and computers.

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CONTINUED:

Mrs. Olson moves through the library to the circulation desk. She plops down her things and then proceeds her morning ritual of opening the library. She moves past a window and opens the blinds.

MRS. OLSON

"Didn't know how lost I was until I found you."

Through the window, the Coach can be seen on the football field nearby. He's still fusses with the sprinkler system. Mrs. Olson moves on to another set of doors. She unchains them also. She moves to a set of outdoor exit doors. Unlocks it, then checks it out. She pushes on the door. It sticks.

MRS. OLSON (cont'd)

~~"I've been beat incomplete, I've been had, and been sad and blue..."~~

She pushes harder...the door rips open and she comes face to face with Coach Willis. Mrs. Olson jumps. The Coach stands in the doorway. His face flush and sweaty.

MRS. OLSON

What do you want, Coach?

COACH WILLIS

It's hot out there. Your water fountain's the closest.

MRS. OLSON

Library's not open for another half hour.

COACH WILLIS

I'll just be a second.

The Coach smiles at her. It's a forced smile. He moves past her. Mrs. Olson closes the door, placing the chain and lock on the inside handle.

She moves to the thermostat and checks its reading while the Coach makes his way to the water fountain. He bends down and begins to guzzle water. His eyes glance over to Mrs. Olson.

MRS. OLSON

(barely audible)

"But you made me feel, oooohhh, you made me feel..."

Mrs. Olson moves to the circulation desk, when she turns around she finds the Coach standing right behind her. He's just a little too close for her.

(CONTINUED)

CONTINUED: (2)

4.

COACH WILLIS
What are you singing?

MRS. OLSON
What? Oh, Madonna. Sorry.

COACH WILLIS
Who's Madonna?

Mrs. Olson looks at him like he's from another planet.

MRS. OLSON
Please...everybody knows Madonna.
Singer, actress, mother, torpedo
breasts...she's an American institution.
Where have you been? "Like a
Virgin...heyyy.."

~~The Coach just stares at her a moment as if processing this information.~~

MRS. OLSON (cont'd)
You okay, Coach?

He nods. He turns his attention to the paper cutter that sits on the counter. He moves to it, raises its arm and brings it down. SWILLICKK! Mrs. Olson eyes him strangely.

MRS. OLSON
I'm the librarian. You're the Coach.
One of us is in the wrong place.

He nods again, turning, moving toward the exit door.

COACH WILLIS
Thanks for the water.

Mrs. Olson turns and moves behind the circulation desk when, sets down her keys when...

Suddenly, the lights go out. Darkness envelopes the room. Mrs. Olson spins around, her eyes quickly trying to adjust to the room.

MRS. OLSON (cont'd)
Okay...what's going on?

She looks about...nothing. Suddenly, a WRESTLING of chains takes her attention. It comes from the exit door. She moves to it.

MRS. OLSON (cont'd)
Coach?

(CONTINUED)

CONTINUED: (3)

She approaches the door to find no one there. Just the chains slightly RATTLING. She notices the chain has been woven through both exit doors with the lock affixed. She's been locked in. A growing concern grows across her face. She moves across the room to the school corridor exit.

She walks quickly...she discovers it too has been locked. She's trapped in. She pushes on the door. She fills her pocket for the keys but then, remembers...

She looks back to the circulation desk where the keys lay. She's frightened. She turns to the exit doors and knocks on them. She looks through the small window, the halls are still empty.

Mrs. Olson turns back to the circulation desk. She moves for the keys when...

~~COACH WILLIS~~
Looking for these?

She turns to find the Coach. He holds the keys in his hand.

MRS. OLSON
What are you doing, Coach?

COACH WILLIS
I wanted a moment alone with you.

Mrs. Olson stares him down.

MRS. OLSON
I'm sure you've read your school handbook on appropriate faculty conduct so please give me those keys and avoid the harassment charge.

The Coach holds them out.

COACH WILLIS
Here. Take them.

He stands still, forcing Mrs. Olson to reach for them. She doesn't move. A stale mate.

MRS. OLSON
Put them on the counter.

The Coach smiles, then sets them on the counter. A moment. Mrs. Olson reaches for them when the...

COACH LUNGES FORWARD AND GRABS MRS. OLSON'S BY HER ARM YANKING HER UP ONTO THE COUNTER.

(CONTINUED)

CONTINUED: (4)

6.

She SCREAMS BLOODY MURDER as the Coach drags her along the counter to the paper cutter. He raises the blade.

MRS. OLSON (cont'd)
No...oh God, no, no...

He pulls Mrs. Olson's head up to the cutter. She WRENCHES and KICKS. She strikes out at the Coach. He loses his footing. Mrs. Olson falls to the floor and takes off running.

The Coach recovers. He takes the paper cutter blade and rips it from its base, creating a sword. He starts after Mrs. Olson.

LIBRARY STACKS

Mrs. Olson races through rows and rows of books shelves. She finds herself getting deeper and deeper into the library. She stops, tries to control her terrified breathing as she listens for the Coach.

She moves from row to row, her face frightened. Suddenly, she hears...

COACH WILLIS
(bad mimic)
"Like a Virgin...heyyy..."

The voice is coming from the other side of the book shelf. She moves further down, looking through the shelf as she goes, trying to see through to the other side.

Suddenly, the cutter blade comes slicing out, just missing her. She SCREAMS, then races down the narrow aisle. The blade sticking out of the book shelf, as if chasing her.

Mrs. Olson reaches the end of the aisle, spins around the corner to another aisle. She moves between two large book shelves, flying down it. She reaches the end. It's a cul de sac. A dead-end. She turns back around and looks to the end...to see the Coach coming. But he's not...all is quiet.

A long agonizing moment. And then, from behind, a hand reaches through the book shelf and grabs her by her hair.

The hand rips back, picking her up and dragging her through the shelf...books crash to the floor as her entire body is forced through the shelf, finally disappearing from view. One last SHRIEK from Mrs. Olson, then the library goes deadly quiet.

EXT. JEFFERSON HIGH SCHOOL - MORNING - LITTLE LATER

The school has come to life as first period approaches.

STUDENTS are everywhere...coming, going--racing across campus. Music ROCKS from every direction as the CAMERA is assaulted by the students of Jefferson High.

INT. RESIDENTIAL STREET - MORNING

A young boy, PACEY, walks alone, his book bag slung over his shoulder. CLOSE ON HIS FACE. Almost fifteen. Cute but still in the gawky stage.

He hears a car racing up behind him. Rock music BLARING. He turns, recognizes it, drops off the side walk, behind a bush, taking another route.

~~EXT. FOOTBALL FIELD - MORNING - SAME~~

At the far fence, beyond the goal post, Pacey appears. His small frame slips through an opening in the chain-link fence as he takes a short cut across the field. He looks toward the ground. He's the kind of guy who watches his feet as he walks.

He moves across the field, kicking at the ground when something stops him. He spots something on the ground. He kneels down, curious. The toe of his shoe digs at something.

~~ON THE GROUND~~

~~Are several little worm-like substances. No more than two inches long, they appear dry and flattened, embedded in the grassy dirt. Pacey picks at one with his fingertips. He pries it loose, scooping it up in his hand. He plays with it. There's a soft fleshiness to it. Pacey brings it to his nose and sniffs at it when...~~

~~A SHADOW APPEARS BEHIND HIM~~

~~(VOICE~~

~~(off camera)~~

~~What are you doing?~~

~~Pacey spins around, seared shitless. Standing before him is COACH WILLIAMS. Pacey, jumps up, cupping his discovery in his hand.~~

~~PACEY~~

~~I...uh...was just heading to school~~

(CONTINUED)

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8.

ON THE GROUND

Is a little worm-like substance. No more than two inches long, it appears dry and flattened, embedded in the grassy dirt. Pacey picks at it with his fingertips. He pries it loose, scooping it up in his hand. He plays with it. There's a soft fleshiness to it. Pacey brings it to his nose and sniffs at it when...

A SHADOW APPEARS BEHIND HIM

VOICE
(off camera)
What are you doing?

Pacey spins around, scared shitless. Standing before him is COACH WILLIS. Pacey, jumps up, cupping his discovery in his hand.

PACEY
I...uh...was just heading to school.

COACH WILLIS
This ain't the route, son.

PACEY
Yes, sir. I know that sir. I'm sorry about that sir.

Pacey steps back, in total fear of this guy.

COACH WILLIS
You're a...I forget your name...

PACEY
Pacey.

COACH WILLIS
Right. I've seen you around. You're not really into sports.

Pacey doesn't say anything. He stands rigid.

COACH WILLIS
Don't be so scared, son. I'm not gonna bite you. Get outta here.

Pacey turns and takes off, scared of this guy. He takes the worm-like thing with him. He skirts by the Coach, breaking into a sprint.

The Coach stares after him, then back to the ground.

EXT. JEFFERSON HIGH SCHOOL - A MINUTE LATER

Pacey emerges from around a corner, moving through the crowded campus when...

BAM!

Out of nowhere, an elbow comes flying back into his face, nearly splintering his nose. He SLAMS back against another STUDENT, falling to the ground.

Blood pours as the timid Pacey takes a deep breath, resigning himself to his all too familiar role of school wuss.

A girl, 17, an elevated slacker type, dressed in NY Village black witnesses the incident. This is STOKELY. An unapproachable cynic. She eyes Pacey and his bloody nose.

STOKELY

(muttering)

Crash and burn, baby...

She travels on, her eyes going to the student parking lot where a two car fenderbender has caused a fist fight between TWO GIRLS. They claw at each other. Stokely, watching the spectacle, and not where she's going, runs DEAD SMACK into...

STAN

An incredibly handsome-study-jock-JFK Jr. in the making-type of guy. He grabs hold of Stokely to keep her from falling over.

STAN

Whoa: You okay?

He leans into her, his ocean blue eyes piercing Stokely. She yanks away violently.

STOKELY

Walk much?

Stokely stamper off as the CAMERA HOLDS on Stan, his face confused.

STAN

You ran into me--Beast.

He takes off, passing a BADASS SENIOR who's revealing a small hand gun to a coupla FRESHMAN. They smile, impressed. Stan spots someone across the way. The CAMERA FOLLOWS as he comes upon...

(CONTINUED)



10.

CONTINUED:

A vivacious, sexy, perky, frivolous, beauty queen, cheerleader of a girl. This is DELILAH. She stands, bored, talking to a guy with a tuba.

STAN
Hey Delilah.

Stan tries to give her a kiss. She jerks away wildly, her hand protecting her lips.

DELILAH
The lips. Do you mind? I'm working.

STAN
I need to talk to you.

DELILAH
~~Not now you don't~~ I have a deadline.

She turns her back to Stan who shrugs, marching on, his eyes going to a young FRESHMAN who's getting racked in the balls by an UPPER CLASSMAN. The boy falls over in pain. It's Facey. The CAMERA FOLLOWS...

A pretty young girl who walks by. Meet MARYBETH. A vision of sweet sixteen, southern debutante loveliness. Gorgeous with lots of hair that surrounds eyes full of spunk and fire. She stops a passing TATTOOED PIERCED GIRL.

MARYBETH
Excuse me. Could you point me toward the office? This is my first day here at Jefferson and it seems my sense of direction has been obscured by my rampant nervousness.

Marybeth's accent is 100% Georgia thick. It pours from her lips. The tattooed pierced girl stares dead pan and points.

MARYBETH
Thank you ever so. Name's Marybeth. Marybeth Louise Hutchinson if you want the whole damn handle.

Marybeth takes off, charging into the school building, her wide-eyes taking in everything. A TEEN COUPLE BICKER down the hall.

BOY
Fuck you!

GIRL
No, fuck you!

(CONTINUED)



11.

CONTINUED: (2)

The girl reaches over and SLAPS the boy. The boy doesn't miss a beat. He SLAPS her back. But she's ready...she SLAPS him back harder. Marybeth turns down another corridor, passing STUDENTS, TEACHERS...her eyes wander to...

A tall leather clad guy with hellish good looks. This is ZEKE. A second year senior. Troubled and awara. He stands in a circle of YOUNG TWERPS. The CAMERA loses Marybeth and follows Zeke as he leads the twerps into the boy's bathroom.

Inside, he pulls a small Bic pen from his pocket, only the ink has been removed. It contains another substance.

ZEKE

Five bucks a pop.

The twerps pull their money out as Zeke hands over several Bic pens. ~~The twerps grab them, holding them up to their nostrils, SNORTING LOUDLY.~~

The pens' contents, a hack drug, takes hold of them quickly as they all start tweakin'. Zeke pockets the cash, smiling as the CAMERA RISES UP AND OVER a bathroom stall to reveal...

Pacey, cowering alone in the stall, stuffing toilet paper up his bloody nose. The CAMERA moves in close to him as he desperately tries not to cry.

Welcome to Jefferson High.

END TITLE SEQUENCE.

INT. CLOSED DOOR - MORNING

Students come and go around a door marked FACULTY LOUNGE

CUT TO:

INT. FACULTY LOUNGE - SAME

A large and spacious room. A long conference table sits center with a couch area off to the side next to a refrigerator.

An assortment of TEACHERS move about the space, talking, smoking and BITCHING.

A sexy but timid 30something teacher crosses to the refrigerator. This is MISS HARPER. She places her lunch in the fridge, moving past...

MR. FURLONG, 40's, His face is kind, friendly, internally happy.

(CONTINUED)



12.

CONTINUED:

MR. FURLONG
Good morning, Miss Harper.

MISS HARPER
Mr. Furlong. How are you this morning?

MR. FURLONG
Great. Couldn't be better.

A stodgy old man in his fifties is at the coffee machine. He mixes his coffee with liquor from a flask, MUMBLING to himself. He looks hungover. No one pays him any mind. Meet MR. TATE.

MR. FURLONG (cont'd)
Did anyone see Letterman last night?

~~MR. TATE~~
No, I'm strictly Leno.

MR. FURLONG
They had this dog who could walk backwards on two paws while humming "O say can you see..."

MISS HARPER
No...

MR. FURLONG
It was the darndest thing.

MR. TATE
And the point being?

MR. FURLONG
There's not one. That's the point.

Just then, the door opens and Coach Willis steps in. He appears hot and sweaty. He moves immediately to the water cooler where he begins to guzzle massive amounts of water.

MR. TATE
Mr. Rogers was on Leno. Remember him?

MRS. BRUMMEL
(off camera)
I do.

Another teacher, MRS. BRUMMEL, moves by the Coach. She's old, near death, no longer fast on her feet.

MISS HARPER
Who's he?

(CONTINUED)



13.

CONTINUED: (2)

MRS. BRUMMEL
"It's a beautiful day in the neighborhood."

MR. FURLONG
Is he still alive?

MR. TATE
Barely. He was in the chair. Didn't move much. Kinda propped up.

Miss Harper moves by Mrs. Brummel.

MISS HARPER
How are you today, Mrs. Brummel?

MRS. BRUMMEL
Bit tired. But no complaints.

Mrs. Brummel drops a book. She tries to bend down and pick up a book, but can't quite do it.

MISS HARPER
I got it, Mrs. Brummel.

Mr. Tate witnesses this.

MR. TATE
(a whisper)
Can we say "retirement"?

Mrs. Harper passes by the Coach who now stands in front of the air conditioning window unit. He's trying to cool himself.

MRS. HARPER
Is it that hot today, Coach?

The Coach looks at her and smiles.

COACH WILLIS
It's a little heated today.

His face is dry. No sweat, just a complete lack of moisture.

CUT TO:

INT. SCHOOL CORRIDOR - SECONDS LATER

THE BELL RINGS. STUDENTS make their way to class. Pacey rockets down the hallway, moving to his locker. Behind him MOLLY appears. She's a young girl, pretty in a no-one-will-notice-for-years kind of way.

(CONTINUED)



14.

CONTINUED:

MOLLY

Hey, Pacey, what happened to your nose?

PACEY

Self inflicted, Molly.

MOLLY

No it wasn't. I saw.

PACEY

You're passive-aggressive, Molly, anybody ever tell you that?

She shrugs. Just then, Delilah appears.

DELILAH

Yo, where have you been? Grab your camera. ~~Let's roam. We have no front page. We're in a crunch.~~

Pacey pulls his camera from his locker, slamming it shut, turning to Molly. He places the expensive photographer's camera around his neck.

PACEY

Later.

Molly watches him go, disappointed in their exchange. She has an obvious crush.

CUT TO:

INT. CLASSROOM - LITTLE LATER

The pristine Miss Harper stands in front of the room, her arms crossed over her chest. She holds a book.

MISS HARPER

...so Crusoe's greatest fear was that of isolation. His external existence in no way compared to the internal agony of loneliness...

Zeke sits studly in the front row. No doubt to be closer to the saliva inducing Miss Harper. He gives her a seductive wink. Miss Harper looks away. Stunned.

Just then, the BELL RINGS. The class starts to disperse. Zeke stands and approaches Miss Harper.

ZEKE

I wouldn't wanna be Crusoe, Miss Harper.

(CONTINUED)

15.

CONTINUED:

MISS HARPER

Why is that Zeke?

ZEKE

All alone on that island. No one to talk to. Laugh with. No one to touch.

HARPER

But Crusoe found a way to fulfill himself inside--even in madness.

Zeke moves in close to Miss Harper. His stare pierces her.

ZEKE

I just wouldn't want to live without a body next to me. How 'bout you?

~~Miss Harper is suddenly uncomfortable. She shys away.~~

MISS HARPER

Well...I....I...

ZEKE

Tell you what, Miss Harper, don't you answer that. Just think about it.

Zeke saunters off as Miss Harper stands flustered, wishing she could handle certain situations better.

INT. MR. TATE'S CLASS - SAME

Mr. Tate sits at his desk sipping his fourth cup of laced coffee, addressing the class. He takes a sip, then another, then another. He appears tired and hungover.

MR. TATE

If everyone will turn to chapter 4. Hitler's reign of terror.

Stan's hand goes up.

STAN

Actually, we finished 4, Mr. Tate. We're on Chapter 5.

In the back of the room Stokely sits, pretending to read a paperback. Her eyes are really on Stan who she watches flip through his text book. After a moment she becomes aware that she's being watched herself, by none other than...

Marybeth who is seated next to her. And not just watched but studied. Stokely is becoming increasingly uncomfortable. Another moment and then Stokely turns on her.

(CONTINUED)



16.

CONTINUED:

STOKELY
(Loud whisper)
CAN-I-HELP-YOU?

Marybeth smiles brightly.

MARYBETH
Whatcha reading?
(strains to read Stoke's book
cover)
DOUBLE PLANETS. Robert Heinlen. Humm.

Stokely doesn't respond. She puts the book away quickly..
She turns back to the front of the room. Marybeth wiggles to
get her attention.

MARYBETH
~~I'm Marybeth Louise Hutchinson of~~
Atlanta. I'm new here.

STOKELY
Okay.

MARYBETH
What's your name?

STOKELY
You don't need to know that.

Stokely turns from Marybeth. Contact is over. Marybeth is
perplexed. And intrigued.

CUT TO:

EXT. STUDENT COMMONS AREA - LUNCH

A late fall breeze blows through a courtyard of outdoor
tables where students eat lunch and congregate. The young,
angry couple from earlier are against a wall, SCREAMING at
each other.

GIRL
Fuck you!

BOY
No, fuck you!

Coach Willis and Mrs. Olson stand next to each other,
surveying their surroundings. There is something odd about
their behavior. Their non-interaction with one another.
Abruptly, Mrs. Olson turns and leaves.

(CONTINUED)



17.

CONTINUED:

Nearby, Pacey sits with his camera around his shoulder. He's looking through his bag. He pulls out a piece of folded notebook paper. In it is the worm. Suddenly a SHADOW falls over Pacey. He looks up to see a FIGURE towering over him. It's Zeke.

ZEKE

Hey, shit bubble, what's up?

Pacey tries to remain calm.

PACEY

How's it going, Zeke?

Pacey puts the worm-like substance away.

ZEKE

~~I was getting a little restless and thought I needed a torture fix.~~

PACEY

Not today, Zeke. Ray?

Zeke spots a group of GABBING GIRLS across the way. He gets an idea.

ZEKE

But I need a favor. See those three girls over there?

Pacey doesn't like the sound of this. Zeke pulls Pacey to his feet, putting his arm around him affectionately.

PACEY

What about 'em?

ZEKE

If you look close, the one in the middle isn't wearing a bra. Here's what I want you to do. Suppress every homosexual tendency in your body and go over there and rip the girl's shirt off and expose her breasts.

Pacey smirks.

PACEY

Yeah right.

Zeke rears back and SLAMS Pacey, knocking the wind out of him. Then cozies up to him again.

(CONTINUED)

18.

CONTINUED: (2)

ZEKE

Don't do this, Pacey—you know I'm a second year senior with a deep-rooted "apply myself" issue--despite extremely high SAT scores.

PACEY

I know, zeke.

ZEKE

Also I revel in a big fish-little pond scenario, and for various other psychological reasons that deal mainly with mom and dad--I'll probably elect a third year. Which means, for you--listen up--that I will spend each and every day of this year and next torturing you ~~endlessly in a~~ very slow subtle fashion which is completely unnecessary if you would simply walk over there and give us some tits.

Pacey is completely petrified of this guy.

PACEY

Come on, man, I can't do that. Don't make me.

Zeke grabs hold of Pacey's neck and begins to squeeze the life from it.

ZEKE

I'm not making you do anything. It's all about choices.

PACEY

(choking)

Okay...okay...

Zeke releases him, he nearly falls down, GASPING for air. He straightens himself up, looking about him. Molly has been watching. She eyes him, shaking her head "Don't do it."

Pacey is beyond humiliation. He takes off, breaking through the crowd, heading over toward the three gabbing girls.

Pacey, moves behind the three girls, diving for the middle one and with one hand grabs hold of her blouse and RIPS.

The shirt comes flying off. Two bouncy breasts appear in full campus view. The young girl shields herself in shock as Pacey takes off running with the shirt.

(CONTINUED)



19.

CONTINUED: (3)

Zeke watches Pacey run off, enjoying his torture fix.

CUT TO:

EXT. SCHOOL COURTYARD - SAME

Off in a corner, a GROUP OF STUDENTS chill, smoking cigarettes. Off alone, sits Stokely on a ledge smoking a cigarette and reading her book. She cringes to see Marybeth approaching.

MARYBETH

Mind if I join you?

Silence. Marybeth takes a seat anyway. A moment as they both sit. Marybeth looks around. The "fuck you" couple are nearby, still going at it in full force. Marybeth spots Zeke a little ways down, talking secretively to another classmate. She notices Stokely is watching him too.

MARYBETH

Who's the nice rear?

STOKELY

Zeke. He's the class pharmacist.

They watch as Zeke makes a business transaction. Marybeth picks up Stokely's paperback.

MARYBETH

You one of those science fiction people? You believe in alternate universes and alien beings and stuff? I'm feeling pretty alien myself today.

Stokely isn't talking. In fact, she's moving. She gathers her things.

MARYBETH

So, why don't you want me to know your name?

STOKELY

Why do you want to know my name?

MARYBETH

I don't have any friends and, correct me if I'm wrong, but you seem to have one less than that so I just thought...

Stokely doesn't know what to make of this girl. Just then, Delilah appears. All smiles.

(CONTINUED)



CONTINUED:

DELILAH

Hi Stokely, are you seducing the new students again?

(to Marybeth)

Hi, I'm Delilah. Happy to have you at Jefferson. Oh, Stokely, love the way you accessorize the different shades of black in your ensemblage.

STOKELY

Fuck you, gutter slut.

Delilah doesn't flinch. She flashes Stokely a covergirl smile.

DELILAH

I don't know why you insist on being such ~~a bad example for your people.~~

Marybeth eyes Stokely.

MARYBETH

What people?

DELILAH

(to Marybeth)

I hope you're not a violent lesbian like your newfound friend here?

MARYBETH

(completely flustered)

Uhhh...no, I'm not aware of any lesbianism in my lineage...

STOKELY

(to Delilah)

You bipolar bitch.

Stokely shoves Delilah, charging passed her, out of sight.

CUT TO:

EXT. SCHOOL CORRIDOR - SECONDS LATER

Lunch is still in progress as Stokely races down the near empty hallway. She's out of breath and out of sorts. She stops at a water fountain and takes a sip, catching her reflection in the clean mirrorish steel.

She wipes at her face. Her looks clearly disturb her. She rests against a locker directly across from an open doorway revealing...

(CONTINUED)

21.

CONTINUED:

MRS. BRUMMEL'S CLASSROOM.

Alone at her desk is Mrs. Brummel, eating her lunch quietly. Stokely moves down the hallway, running smack into...

MRS. OLSON

very much alive. She looks a bit tired and sweaty.

STOKELY
Sorry, Mrs. Olson.

Mrs. Olson says nothing, she moves on to Mrs. Brummel's dooway.

MRS. OLSON
Mrs. Brummel, may I have a word with you?

Mrs. Brummel looks up with a smile. She's pleased to have company.

MRS. BRUMMEL
Certainly.

Mrs. Olson moves into the room, turning to see Stokely standing across the hall. Their eyes meet. A moment. And then Mrs. Olson quietly shuts the door.

Stoke backs down the hall staring at the closed door. Curious. She doesn't see the FIGURE that looms behind her. She runs into...

STAN...again.

STAN
Whoa!

She yanks away.

STOKELY
Get an eye dog.

STAN
You're a work, man.

Stan's eyes find hers. He smiles. His stare makes her uncomfortable. She scurries off.

CUT TO:



22.

INT. BIOLOGY LAB - LITTLE LATER

A big room with many work stations. Just before the bell. The room is filling up. Kids joke and laugh. The room is very relaxed. Pacey is talking to Mr. Furlong.

PACEY

I found something on the football field.
I thought you might check it out for me.

MR. FURLONG

What is it?

Pacey reaches into his bag.

In the back of the room, Stokely is at a work station. Marybeth appears by her side.

MARYBETH

Wanna be lab partners?

Stokely just accepts it. There's no other takers.

MARYBETH

I didn't know you were a lesbian. I
don't think I've ever met one before.
I'm from the south and we're all just so
repressed down there. Have you been out
long?

Stokely remains quiet.

MARYBETH

It's very impressive and evolved of you.

STOKELY

(exploding)
I'm not a lesbian, alright.

MARYBETH

Oh, be one. Please. Fly free.

STOKELY

You were right about me, okay. I don't
have any friends and I like it that way.
Being a lesbian is my security.

MARYBETH

Against what?

STOKELY

People like you.

(CONTINUED)



23.

CONTINUED:

MARYBETH
Complex.

AT THE FRONT OF THE ROOM

Pacey is showing Mr. Furlong what he found on the football field. He lays it out on the lab table. Others gather around.

PACEY
I've never seen one before. I thought you might like it.

MR. FURLONG
Cool.

Mr. Furlong is instantly intrigued. He immediately sets it up on a lab cork board and inspects it.

PACEY
It's some kind of worm...

FURLONG
Well, not exactly. It appears to be more parasitic. Of the protozoa family maybe.

Mr. Furlong is stumped. But fascinated. His excitement grows. He points to a STUDENT.

FURLONG
Hey, grungehead, pass me the scope there.

THE BELL RINGS. The remainder of the class wanders in. Including Zeke. Marybeth eyes him instantly.

CUT TO:

THE WORM - MINUTES LATER

The entire class has gathered around the table while Mr. Furlong examines Pacey's find.

FURLONG
A certain mesozoan only occurs in the kidney of certain octopuses and squids which wouldn't make sense because...

PACEY
This is Ohio.

FURLONG
Correct. It's a pelagic organism...

(CONTINUED)



24.

CONTINUED:

STUDENT
What's pelagic?

ZEKE
(from the back of the room)
A sea dwelling organism.

Marybeth turns to Zeke, surprised by his knowledge.

FURLONG
Exactly. I don't recognize this surface
tissue at all. Pacey, I don't wanna jump
the gun but you might have found a new
species here.

STUDENT
(true cynic)
~~Yeah right.~~

FURLONG
It could happen. New species are
discovered every day. Don't be a
skeptic. You're too young.

Zeke breaks through the students, shoving Pacey aside,
leaning into the microscope.

ZEKE
Could it be gnathostomulida. They
escaped detection until the mid 20th
century.

Marybeth eyes Zeke, flirtatiously.

MARYBETH
You just know everything.

Zeke flashes a smile. Their eyes meet.

ZEKE
(eyes her back)
I'm a contradiction.

FURLONG
No, check the follicles on it's
underbelly. It's not annelid or
mollusca. It's completely extrinsic.

FACEY
What should we do with it?

(CONTINUED)



CONTINUED: (2)

FURLONG

I think we should call the university.
Send it up there, let them have a look.

STUDENT

Hey, Starship Stoke, why don't you take a
look? Maybe it's from your planet.

STOKELY

Blow me, you bloodfart.

FURLONG

EASY.

Stokely shoves the obnoxious student who falls into the
table, spilling a cup of water acrossed it, splashing the
worm-like organism, dousing it. Suddenly...

THE WORM CURLS

Several students GASP as the organism begins to spiral and
then retracts on its own. Very much alive.

MARYBETH

Did you see that?

PACEY

It moved.

Mr. Furlong eyes it.

FURLONG

Cool.

CUT TO:

A WATER FILLED AQUARIUM - A MINUTE LATER

The class stands around it as Mr. Furlong holds the cork mat
with the organism above it.

ZEKE

You think it's amphibian?

FURLONG

Water resusitated it.

PACEY

But couldn't this kill it?

STUDENT

Yeah, you don't wanna drown it. That's
cold, dude.

(CONTINUED)



26.

CONTINUED:

Mr. Furlong drops it into the aquarium. A moment as it begins to sink to the bottom. But midway it stops. Slowly, it begins to balloon out, swelling slightly.

CLOSE ON THE ORGANISM

Through the glass, the creature seems to bubble as it sprouts tiny, thin-like feelers that spread around it quickly. The feelers shoot out attaching themselves to one side of the glass. Then pulls the worm towards it in a lightning move.

Many SCREAM as the entire class steps back. LAUGHTER follows as everyone's nerves get raised.

FURLONG

It's okay..it's okay.

Pacey bends down and looks at the glass in wonderment.

PACEY

It's incredible.

STUDENT

(in response)

Freak.

Mr. Furlong eyes the glass too. It's unlike anything he's ever seen before. He masks any trepidation.

MR. FURLONG

Perhaps we should call the University.
They might be able to tell us more.

Pacey continues to watch it.

INT. SCHOOL ATHLETIC CENTER - LITTLE LATER

A huge Olympic swimming pool takes up the entire room. Physical Ed. is in progress as a group of boys race in lanes. The Coach BLOWS his whistle.

COACH WILLIS

(yelling)

Hit the showers!

Stan, dripping wet, stands next to Coach Willis.

STAN

..I've just been thinking ahead...well,
I've decided to quit the team and
concentrate on my academics.

(CONTINUED)



27.

CONTINUED:

Stan takes a deep breath, eyeing the Coach. A moment as the pre-occupied Coach realizes that Stan has finished talking and it's now his turn.

COACH WILLIS

Okay..well, Stan, we'll miss you.

The Coach BLOWS the whistle again, motioning to someone.

STAN

That's it?

COACH WILLIS

What do you want me to say? My star quarter tells me the day before we play Brun County--the only team in the district that can kick our ass--he doesn't wanna play. There's something up with that. You seem to be going through a life defining turning point and I'm not gonna stand in the way of the human condition. You do what you have to do.

Stan is amazed at how well the Coach is taking it. This is not the expected reaction.

STAN

Thanks for not reaming me, Coach.

The Coach smiles. He couldn't be more understanding.

CUT TO:

INT. LOCKER ROOM - TWO MINUTES LATER

Pacey is at his locker. He's slowly stripping, readying himself for the shower. A COUPLE JOCKS in towels, pass by. They've already finished up.

JOCK #1

Yo, piss wad.

The Jock SLAMS Pacey against his locker.

PACEY

Excuse me. I was breathing here.

Another Jock comes up behind him and SLAMS him into his locker again, holding him there.

JOCK #2

That's the problem, you anal probe. You're occupying my air.

(CONTINUED)



CONTINUED:

PACEY
I'm committing suicide later this evening
if that'll help.

JOCK #1
Don't get smart with me, you little puke.

STAN
(off camera)
Hey, guys, leave him alone.

The Jocks turn to find Stan behind them.

STAN (cont'd)
Hands off.

They turn to Stan, smiling, obeying. He has power over these
guys.

JOCK #2
(in passing)
Yo, Stan, whatever you say captain,
tomorrow night, right?.

STUDENT #1
We draw blood.

Stan gives the guys a high five. He doesn't have the nerve
to tell them. He turns to Pacey.

STAN
It must really blow being you.

Pacey just nods.

INT. SHOWERS - MINUTE LATER

Stan is in the shower alone. He turns on the water and it
quickly steams up as he steps under the nozzle. He lathers
up.

He soaps up his face, eyes closed, not seeing the SHADOW that
bounces across his face. He opens his eyes, rinses. Sees
nothing. He spins around as another SHADOW falls over him.
This time a NOISE.

With soap in his eyes, he turns.

STAN
Yo, Pacey.

There's no response. Just a growing SHADOW that appears to
be moving towards him.

(CONTINUED)



CONTINUED:

CLOSE ON TWO FEET as they move on the shower floor. Women's feet in heels. They struggle out of the shoes. Barefoot, the feet appear aged and weathered.

Stan rinses soap from his face, opening his eyes to discover...

MRS. BRUMMEL

standing in the middle of the shower, her face contorted in a bizarre expression. Almost trance-like.

Stan freaks, reaching for his towel.

STAN
Shit, Mrs. Brummel!

The old and tired Mrs. Brummel is struggling with her dress. She pulls on it wildly, trying to rip it from her body.

Stan watches in horror. She seems completely lost, disoriented...out of sorts.

INT. LOCKER ROOM - SAME

Pacey is dressed and walking out when he hears Stan's SCREAM. He races to the shower to find...

IN THE SHOWER

Stan moves towards Mrs. Brummel.

STAN
Mrs. Brummel. Are you okay?

PACEY
Jesus...

Mrs. Brummel moves under a shower head, letting the water soak her.

MRS. BRUMMEL
Please...help me...I can't breathe...

Stan moves toward her. Pacey stands, mortified, at the doorway. Stan turns to him.

STAN
Get help.

Pacey disappears. Stan turns back to Mrs. Brummel.

(CONTINUED)



30.

CONTINUED:

STAN

What's wrong, Mrs. Brummel?

She grabs hold of him, pulling him to her, holding him for dear life. Stan is taken back. Unsure of what to do, he wraps his arms around her, comforting her.

MRS. BRUMMEL

(a whisper in his ear)

I don't know what's happening.

Stan reaches down and pats her head gently when...

A CLUMP OF HER HAIR

comes off in his hand. Stan stares at it, face aghast.

CUT TO:

EXT. JEFFERSON HIGH - LATER

THE BELL RINGS. School's out as students come barreling out the doors of Jefferson High.

INT. CORRIDOR - LATER

Stan and Pacey are in the hallway talking to Mrs. Olson.

STAN

Is Mrs. Brummel going to be okay?

OLSON

Stan, Mrs. Brummel's been diagnosed with cancer and she's on a lot of medication at the moment. It's causes disorientation. We were hoping she'd make it through the school year but unfortunately... I hope you can understand the sensitive nature of the situation.

STAN

Hey, I can keep it quiet.

OLSON

Pacey? Do you understand?

But Pacey is paying attention to Mrs. Olson. He's staring out the window.

ANGLE THROUGH WINDOW

(CONTINUED)



CONTINUED:

The football field can be seen. Pacey watches as the sprinkler system sprays water all over the field. The Coach stands on the sidelines watching. He stands tall. Pacey studies him.

MRS. OLSON

Pacey?

He turns to her.

PACEY

Sure, yeah, whatever...

Mrs. Olson smiles, walking off as Delilah approaches. Pacey, lost in thought, disappears.

DELILAH

~~Is it true?~~

STAN

Is what true?

DELILAH

Did you quit the team or not?

Uh-oh. She already knows. And she's pissed.

STAN

Hey, I tried to tell you this morning.

DELILAH

So you just decided on your own? Were you even going to tell me?

STAN

I don't wanna play anymore, okay. Look, could we cool this. I just had the weirdest experience thus far in life.

Stan starts off but Delilah stops him.

DELILAH

Don't diffuse. One thing at a time. We're a couple--you and me. We should discuss these things first. You know how controlling I am.

STAN

I've had a really weird day. I just don't wanna play anymore, alright? Just leave it.

(CONTINUED)



32.

CONTINUED: (2)

Stan is really emotional about this. It's very unexpected. Delilah has never seen him like this before. But it doesn't even phase her.

DELILAH

But you have nothing else. Don't you get it? Your boyish good looks and athletic prowess are all you have.

This hits Stan hard. He stares at her in complete disbelief.

STAN

I thought...

DELILAH

Stop thinking. It doesn't work for you.

~~And with that, Delilah storms off, leaving Stan crushed.~~

CUT TO:

INT. BIOLOGY LAB - A LITTLE LATER

Mr. Furlong sits on a stool overlooking the aquarium. The water level has dropped considerably. Mr. Furlong adds some water to it.

MR. FURLONG

Are you a boy or a girl?

Furlong watches the thing as it moves from one side of the aquarium to the other.

MR. FURLONG (cont'd)

And more importantly can you hum "O say can you see?"

Mr. Furlong reaches for a thin latex glove. He slides his hand into it.

MR. FURLONG (cont'd)

Let's get friendly. Whaddya say?

Mr. Furlong snaps the glove tight and then places his hand at the aquarium opening. He's a little hesitant. It's on his face.

INSIDE THE AQUARIUM

The feelers whip about, growing longer and longer around the worm. The water no longer looks clear. Mr. Furlong dips his hand into it, moving it down.

(CONTINUED)



33.

CONTINUED:

Furlong's hand moves down, through the web of feelers. He moves to the worm, taking it between his thumb and forefinger, squeezing it. Unexpectedly, it separates, dividing in two. Both sections, sensing harm, dart to different ends of the aquarium.

FURLONG

You can replicate, my little friend.

Furlong lets his hand dangle in the middle. Just then, one of the worms spews forth, right at Furlong's hand. It attaches itself to it.

Furlong SCREAMS IN PAIN, looking down to see the worm attack him. He shakes it loose, pulling his hand from the aquarium. Ouch!

Furlong checks out his finger. He's okay. He taps the glass, ~~A little pissed.~~

MR. FURLONG

That hurt.

CUT TO:

INT, SCHOOL CORRIDOR - MINUTES LATER

The hallways have cleared out. Pacey walks alone down the hallway, his camera around his neck. Just then, Delilah appears.

DELILAH

I need a lead story. I have no page one.

Pacey follows her down the empty corridor.

PACEY

We think we found a new phylum in Biology. It's bizarre. Really bizarre. Mr. Furlong thinks it could be a new species.

DELILAH

Cocohhh. Let me race to the stands for that issue.

PACEY

You should see it. I think it's some weird shit.

DELILAH

Who gives a rat's ass? I want dirt.

(CONTINUED)



34.

CONTINUED:

They come to a door marked FACULTY LOUNGE.

PACEY

We can't go in there.

DELILAH

Look, little freakboy, you're with me--be brave.

INT. FACULTY LOUNGE - SAME

The lounge is empty. Several loud KNOCKS are heard. Then the door squeaks open and Delilah sticks her head in. The coast is clear. She pushes Pacey through the door and they enter.

PACEY

What are we looking for?

DELILAH

Anything.

Delilah immediately starts nosing around. She checks out the faculty mailboxes, opens drawers, cabinets. Finds a purse or two.

DELILAH

Miss Burke is medicated.

Delilah is reading a prescription drug she's found in a purse. Pacey pushes open a supply closet and peruses it. He holds up an empty liquor bottle.

DELILAH

(eyeing it)

I exposed Mr. Tate's alcoholism last year. Nobody cares.

There's a noise at the door. Delilah and Pacey freak. They dive for the closet, closing the door behind them...leaving a slight crack.

INSIDE THE CLOSET

Delilah and Pacey peek to see Mrs. Olson enter the lounge with Coach Willis. They appear sweaty and dehydrated. They move to the water cooler.

IN THE LOUNGE

The Coach and Mrs. Olson move silently. Coach Willis pours water from the cooler and hands it to Mrs. Olson. She splashes it on her face.

(CONTINUED)



35.

CONTINUED:

IN THE CLOSET

Delilah can't quite see. She gets bold, pushing the door open further to Pacey's frantic objections.

BACK IN THE LOUNGE

Miss Burke enters the room, smiling at the Coach and Mrs. Olson.

MISS BURKE

Hey, Coach, is it true we could get rained out tomorrow night?

The Coach and Mrs. Olson eye each other as Miss Burke moves across the room to retrieve her purse. Then, the Coach turns to Miss Burke, a smile appearing across his face.

COACH WILLIS

It'll never happen, Miss Burke.

The Coach moves toward her with Mrs. Olson circling the center table, coming up behind her.

MISS BURKE

Not according to channel 12.

INSIDE THE CLOSET

Delilah and Pacey watch through the crack as Mrs. Olson passes right by the closet, moving in on Miss Burke.

BACK IN THE LOUNGE

Miss Burke turns to find Mrs. Olson right in her face. She's confused. Her timid body fidgets as she inches away from her, towards the closet.

MISS BURKE

Is something wrong?

Suddenly, the Coach LUNGES FOR HER, attacking her, throwing her against the closet door.

INSIDE THE CLOSET

The door SLAMS shut. It's impact startling Delilah. She goes flying back against the back closet wall. She trips, dropping hard to the floor coming face to face with...

MRS. BRUMMEL

(CONTINUED)



12/28/97

7:37 PM

35/70

35.

CONTINUED: (2)

Very much dead, sitting, propped upright in the corner of the closet. Her body stiff and pale. Depleted. Delilah LEAPS up in terror as Pacey grabs her, throwing his hands over her mouth, stifling her scream. But Del's hysterical, she fights him. Just then...

CRASH! BOOM!

From beyond the door, a struggle is heard as Miss Burke CRIES OUT.

BACK IN THE LOUNGE

Coach Willis has thrown Miss Burke to the floor. Mrs. Olson moves with exact precision, grabbing Burke's arms, pinning them down while Willis climbs on top of her, straddling her.

~~IN THE CLOSET~~

Delilah is crazed, she fights Pacey, trying to break free. She pushes Pacey against a shelf. Supplies start to shift as the shelf upturns. Pacey grabs at it, stabilizing it, so as not to make noise.

BACK IN THE LOUNGE

Mrs. Olson sits up, certain she's heard something.

IN THE CLOSET

Pacey and Del drop to the floor. Pacey SSSHHHES her. They're both scared beyond belief, just inches from Brummel's lifeless corpse. They hear the struggle continue beyond the door.

BACK IN THE LOUNGE

Miss Burke, shocked and stunned, is fighting back. KICKING and WRITHING underneath the Coach's strong body. Mrs. Olson turns her attention back to Burke as Coach Willis bends over Burke's petrified face, bringing his open mouth down to her ear.

IN THE CLOSET

Pacey and Del, frozen still, listen as Miss Burke's struggle comes to an end. All goes quiet. A deadly silence. Then...

TAP! TAP!

Two pencils fall down on Pacey. He looks up to see a large box of pencils overturned on its side. They're slowly dislodging. Pacey's eyes widen...oh shit!

(CONTINUED)



37.

CONTINUED: (3)

A pencil breaks free, rolling from the box and over the edge of the shelf, falling down.

Pacey reaches out, grabbing it, before it can hit the floor and make noise. Delilah sees what's happening as another pencil falls. Pacey, frantic, reaches out, catches it, but another comes fast behind it. He can't keep up with them. Delilah tries to help as the pencils begin to rain down.

BACK IN THE LOUNGE

Willis and Olson are dragging Burke's body to the faculty couch that lines the wall. They lay her down on it. Her body unmoving, deadly still.

IN THE CLOSET

Pacey stands up, reaching for the box of pencils as they give way. ~~Dozens of pencils come CRASHING down on top of them, SPLATTERING to the floor. The noise undeniable.~~ Pacey and Del cringe.

BACK IN THE LOUNGE

Olson and Willis turn in unison toward the closet...then to each other. Their faces expressionless. They move to the door, Willis reaching it first. He rips it opens...

BAM!

He's assaulted with the end of a long broom. It comes BLASTING out at him, catching him in the gut. He bellies over as Pacey and Del rocket from the closet. Del SMACKS Mrs. Olson, sending her sprawling.

FACEY

RUN!!

But Delilah needs no incentive. She flies towards the door, Pacey right behind her as Willis and Olson recover, unaffected. Delilah reaches for the doorknob when...

A HAND GRABS BOLD OF HER

She SCREAMS, looking down to see Miss Burke sit upright, she appears unharmed from the Coach and Mrs. Olson. In fact, she's now one of them. Her eyes wide, her face blank and cold. Pacey appears, shoving Burke backwards, pulling Del free. They throw open the door and take off.

INT. CORRIDOR - SAME

A long, empty corridor. The lights are off. It's dark and shadowed.

(CONTINUED)



CONTINUED:

Del and Pacey tear down it, slipping on the slick floor. They skid around a corner, racing to an exit door. It's locked and chained. Delilah POUNDS on it.

DELILAH

What the fuck is going on?

PACEY

Quick!

They continue on, shooting down the hall. Pacey looks behind them. No one. Nothing.

They continue on, rounding a corner, running dead smack into...

PRINCIPAL DRAKE

PRINCIPAL DRAKE

What's going on here?

Delilah WAILS.

DELILAH

Miss Drake...please..you've got to help us. They're after us...they killed Mrs. Brummel...

Delilah is too frightened to be articulate. Principal Drake stares at them. Her face instantly worried.

PRINCIPAL DRAKE

Who killed who? What are you talking about?

Miss Drake is truly concerned.

DELILAH

Coach Willis...

PACEY

..and Mrs. Olson.

PRINCIPAL DRAKE

You've lost me. Calm down, please.

Suddenly, a NOISE behind them. They turn to see Mr. Tate approach.

MR. TATE

What's going on?

(CONTINUED)



CONTINUED: (2)

PACEY

Ask Miss Burke, she'll tell you. They attacked her.

Miss Drake tries to comfort her...she puts her arm around Delilah.

PRINCIPAL DRAKE

Let's go back to my office.

DELILAH

There's no time. We gotta get outta here.

MR. TATE

Who attacked who? Miss Drake, what's going on?

PRINCIPAL DRAKE

I don't know. I joined this already in progress.

Pacey tries to be the voice of reason.

PACEY

Look, something really weird is going on here. Mrs. Brummel wiggled out in the shower today, then we found her body in the faculty closet...

MR. TATE

What were you doing in the faculty closet?

DELILAH

That's not the point. Jesus...help us.

PACEY

Then, Coach Willis and Mrs. Olson attacked Miss Burke.

PRINCIPAL DRAKE

Why would they do that?

DELILAH

They've gone psycho.

PACEY

I don't think they're who they are.

The Principal glances to Mr. Tate. She rolls her eyes a bit.

(CONTINUED)

40.

CONTINUED: (3)

PRINCIPAL DRAKE

Let's go to my office and clear this up.

Pacey and Delilah are a stand still. They don't know what to do. They turn with Miss Drake and Mr. Tate and begin to walk with them. They start down the empty hallway. Suddenly, Miss Burke appears at the end of the hall.

DELILAH

There's Miss Burke, ask her.

Then, suddenly Coach Willis and Mrs. Olson appear behind her. They stand spread out across the corridor like a barrier. Pacey turns back to Miss Drake who looks at him expressionless.

PRINCIPAL DRAKE

ah, now we can get to the bottom of this.

Pacey eyes Delilah. Something's not right here. In an instant, he breaks through Drake and Mr. Tate.

PACEY

Run Delilah.

She breaks free too. They go running down the hall.

Principal Drake looks at the others. She merely casts eyes at them and in seconds they're all split up, going in different directions. They move with a smooth and calculated ease.

CUT TO:

INT. ANOTHER CORRIDOR - SECONDS LATER

Pacey has lost Delilah. She's no where to be found. He finds a pair of exit doors, locked and chained. He beats on them.

PACEY

Fucking fire hazard.

He looks up and down the hallway. Nothing...quiet. He moves on, coming to a steel metal gate that has been stretched accordion style across the hallway, sealing it off. It too has a large padlock attached to it. Just then...

DELILAH

(O.C.)

Pacey! PACEY!

(CONTINUED)



41.

CONTINUED:

Pacey looks through the gate to see Delilah quickly approaching on the other side. No longer tough as nails, she's now a blubbering wet mess.

PACEY

Jesus...you left me.

DELILAH

Oh God, Pacey... We gotta get outta here.

Pacey tugs at the gate.

PACEY

It's locked. Listen, find a window, bust it if you have to--just get out.

Suddenly, Coach Willis appears in the hallway behind Delilah. He walks towards her, calmly, deliberately.

PACEY

Run, Delilah, RUN!

Delilah turns to see the Coach coming. She SCREAMS BLOODY MURDER.

PACEY

Go, now, through there...

Pacey points to the nearest classroom door. Delilah races towards it, throws it open as...

MR. TATE LEAPS OUT.

He reaches for her as she SCREAMS and pulls away. She falls back against the gate. Pacey sticks his hands through, trying to help her, but Mr. Tate moves towards her, cornering her.

MR. TATE

Come with me, Delilah.

DELILAH

Stay away from me.

There's nothing Pacey can do. He kicks at the gate, trying to rip it open. But it's impossible. Coach Willis approaches, a ring of keys in his hand.

COACH WILLIS

Look, son, there's been a misunderstanding. Come with me and we'll work it out.

(CONTINUED)



42.

CONTINUED: (2)

Pacey is frozen with fear. Delilah stands cornered between the gate and wall.

CLING: The Coach wrestles with the gate's lock. It slides open just as Delilah belts Mr. Tate hard. This surprises him just enough for her to break free. She plows into Coach Willis sending him sprawling against the metal gate.

Pacey reaches through the opening and grabs her and they're off and running. They move through a bathroom door as the Coach and Mr. Tate recover.

INT. BATHROOM - SAME

Pacey GASPS, racing to the window, pulling it open.

PACEY

~~Through here.~~

He helps lift Delilah up as she climbs through. She makes it.

PACEY (cont'd)

Help me.

He looks up but Delilah is gone. She's left him. Again. The door opens behind him. He jumps up on the window sill and lifts himself through just as...

HANDS GRAB HIM

Pacey KICKS and SCREAMS, half in-half out of the window. He breaks free, falling to the ground outside. He brings himself up and runs like mad, not looking back.

CUT TO:

EXT. JEFFERSON HIGH SCHOOL - LATE AFTERNOON

The sun is starting to set as a police car, SIRENS WAILING, lights flashing, races into the parking lot.

CUT TO:

INT. SCHOOL OFFICE - SAME

Principal Drake is leading TWO POLICE OFFICERS down the hall. Behind them is Pacey with his PARENTS--an attractive middle-aged couple. They arrive at the Faculty Lounge door. One of the officers, a capable young man, turns to Pacey.

OFFICER

In here?

(CONTINUED)



43.

CONTINUED:

PACEY

Yes. Her body was in the closet.

Principal Drake opens the door, moving with smooth precision.

PRINCIPAL DRAKE

Now why would she be in the closet?

PACEY

Because they killed her.

PRINCIPAL DRAKE

Oh yes, that's right.

Drake leads them into the...

FACULTY LOUNGE

where Coach Willis and Mrs. Olson are sitting. Pacey tenses when he sees them.

PACEY

Careful.

COACH WILLIS

Hey, Pacey. Sorry about the mix up earlier.

The officers stare at Pacey.

PRINCIPAL DRAKE

Apparently there's been a misunderstanding.

Pacey's father steps forward.

PACEY'S DAD

Still if we could just see inside the closet.

PRINCIPAL DRAKE

Certainly.

They all crowd in, moving to the closet door. Drake throws it open to reveal a tidy closet. Sitting on the floor, leaning against the back wall is...

A WOMAN'S BODY

One of the cop's race forward only to find a full-bodied CER doll.

(CONTINUED)



44.

CONTINUED:

PRINCIPAL DRAKE

Meet Resuscitation Annie. We use her to train the students in CPR. I guess she does favor Mrs. Brummel slightly.

All eyes go to Pacey. He's quickly looking like the boy who cried wolf.

PACEY

No, they put that there.

Pacey's parents eye their son. They want to believe him.

PACEY'S MOM

So where is Mrs. Brummel?

PRINCIPAL DRAKE

~~Mrs. Brummel wasn't feeling well today.~~
She went home early.

Pacey's mom and dad eye each other. The cops stare at Pacey, then each other.

PACEY

Look, I'm not making this up. You gotta find Delilah.

OFFICER #1

We called Delilah. She's not home. Her mom says she keeps odd hours.

PACEY

She was here with me. She saw it too. They attacked Miss Burke.

PACEY'S MOM

What's going on here, Miss Drake?

PRINCIPAL DRAKE

Miss Burke is epileptic. She's prone to Grand Mal's.

COACH WILLIS

She had an attack.

OLSON

But luckily she keeps her medicine in her purse. We were able to help.

This registers across Pacey's face.

(CONTINUED)



45.

CONTINUED: (2)

PRINCIPAL DRAKE

I took her home myself. You can call her if you like.

Pacey is quickly losing any and all credibility.

OFFICER #2

Yes, I guess we should. It's procedure.

PRINCIPAL DRAKE

You can use the phone in my office.

Drake leads them out the door. The Coach takes his seat again, calling to Pacey.

COACH WILLIS

Sorry I chased you down, son. The Patriot's could sure use your speed, though.

FACEY'S DAD

Did you hear that? He said you had speed. Good luck in the game tomorrow, Coach.

They exit.

CUT TO:

INT. SCHOOL OFFICE - MINUTES LATER

Everyone is in the school office, looking very tired and agitated.

Principal Drake eyes the male officer.

PRINCIPAL DRAKE

This way.

The officer nods "gimme a sec" to his female partner, disappearing inside the inner office with the Principal.

Pacey's dad grabs him by the collar and pulls him off to the side of the room. His mother follows.

FACEY'S DAD

What is it with you?

FACEY'S MOM

He needs help, Will. This is merely a symptom of a greater problem.

(CONTINUED)



12/23/97

7:37 PM

25/70

CONTINUED:

46.

THUMP! A noise comes from the office as if a chair was overturned. Pacey spins around, facing the door. The woman police officer looks too. Pacey's parents are indifferent.

PACEY

Please--mom,dad--I know I'm a fuckup
but...

PACEY'S DAD

The mouth, the mouth...

PACEY'S MOM

Evelyn knows a doctor downtown. I'll
make an appointment.

Suddenly, the principal's door swings open and Drake appears, followed by the young officer. Pacey eyes him closely. He appears exasperated...slightly dizzy... A knowing suspicion overcomes Pacey.

PACEY

(to himself)
They got him.

Pacey's parents look at him.

PRINCIPAL DRAKE

We just spoke with Mrs. Brummei and Miss
Burke.

PACEY

(unbelieving)
No...

Then, he turns to the male officer, who's completely recovered now. He turns to his partner.

OFFICER #2

There's nothing here. Let's go.

Pacey's mom turns to Principal Drake apologetically.

PACEY'S MOM

I am so sorry, Miss Drake.

PRINCIPAL DRAKE

I can see how it all got out of hand.
It's a rather bizarre series of events.

Pacey's mother eyes Drake carefully. She would rather believe her son.

(CONTINUED)



47.

CONTINUED: (2)

PACEY MOM

Yes. Well, then...

She turns to go. Pacey's dad is a little less tolerable. He grabs his son by the arm and leads him toward the door.

Pacey turns, catching Principal Drake's stare as he moves out the door.

PRINCIPAL DRAKE

We'll see you tomorrow, Pacey.

Her smile chills him.

CUT TO:

EXT. PACEY'S HOUSE - LATER

Stars shine over a small family home in a quiet neighborhood.

CUT TO:

INT. PACEY'S BEDROOM - SAME

Simple. Messy. Pacey is standing in the corner while his father upturns the room. He's on a search, checking under the bed, spilling out drawers, etc. Pacey's mom stands in the doorway. Her face distressed.

PACEY

I'M NOT ON DRUGS!

The search is coming to an end. His dad is on a mission.

PACEY'S MOM

Check his school books. They hide the drugs in the spine of the book. I saw it on DATELINE.

His father grabs a book, leafing through it at first, then ripping the book apart.

PACEY

Can you say felony? That's government property, Dad.

His father is exasperated. This is getting him nowhere.

PACEY'S DAD

We love you, son. We want to help.

(CONTINUED)



48.

CONTINUED:

PACEY

Then believe me. I'm telling the truth.
Something weird is going on at school.
The teachers...something's happened to
them. Let me call Delilah, please.

His father grows angry again. He moves to Pacey's desk and unplugs his telephone, confiscating it.

PACEY'S DAD

No phone. You're privileges are over.
You'll go straight to school and then
home. Got it?

PACEY

I'm not going back to that school.
They're waiting for me.

PACEY'S DAD

You'll be there if I have to tie you to a
school desk myself.

Pacey is at a loss. He watches as his dad unplugs his stereo.

PACEY'S DAD

No stereo...

PACEY'S MOM

His porno.

Pacey's dad reaches under his mattress and pulls out a couple magazines. He heads for the door. Pacey is scared, panicked.

PACEY

I can't go back to school. Please.

PACEY'S DAD

(turning to him)

We're gonna get you help son, don't
worry.

The door closes. Pacey leaps to his closet, grabs his jacket, puts it on. Races to his desk, scribbles a note, puts it on his bed pillow and then moves to the window.

He lifts the pane and crawls through.

OUTSIDE THE HOUSE

(CONTINUED)



himself on the window's ledge. He reaches out for the nearest branch, when he sees...

A FIGURE

standing on the sidewalk, dark and shadowed. He can't see a face but the body is unmistakable. It's Coach Willis. The Coach stands there, unmoving.

Then he sees another SHAPE, closer, standing in the bushes in his yard. A woman--Mrs. Olson. Next to her stands the shape of Mr. Tate. Their faces hidden. Pacey, horror stricken, starts back for the window. He slips, loses his footing, falling...

BAM!

His body lands hard in the shrubs next to the house. He looks up to see the FIGURES moving for him. Their steps unified...quick and precise. He brings himself to his feet quickly as Mrs. Olson reaches out for him, her arm grabbing Pacey's collar as he rounds a corner, running smack into...

HIS FATHER

Pacey SCREAMS.

PACEY'S DAD

What are you doing out here?

PACEY

They're here, Dad.

Pacey turns to the yard, the sidewalk. There's no one. Nothing. They've completely disappeared.

PACEY'S DAD

Get in the house. NOW.

Pacey clutches his dad's arm, looking back to the empty yard.

PACEY

I'm losing it. I'm really losing it.

Pacey and his dad move inside the house.

CUT TO:



12/28/97

7:37 PM

21/70

50.

EXT. JEFFERSON HIGH - MORNING - ESTABLISHING

The morning sun shines high over the school as STUDENTS arrive to campus.

CUT TO:

INT. CAR - SAME

Pacey and his dad pull up to the front of the school. Pacey sits in silent terror. A moment as the car idles. Students come and go around them.

PACEY'S DAD

Go on, son.

PACEY

(quietly, simply)

Please, Dad, I'm begging you.

His dad remains silent.

PACEY

Something has taken over the teachers. I know its crazy but they're not who they say they are. Please, Dad, if you care about me at all...

PACEY'S DAD

Come home right after school. Your mom's looking into a doctor.

It's a lost cause. His father is unbending. Pacey looks to the front of the school. He opens the car door and steps out. He begins to walk up the school steps. He turns to see his dad watching, waiting to make sure he enters the building.

SCHOOL ENTRANCE

Pacey walks up the steps and enters through the front door. He sees Mr. Furlong standing in the hallway, talking to Mr. Tate. Their backs to him. He looks back out the door window to see his father's car pull away. Pacey bolts back out the door and down the steps.

ENTRANCE - TRY TO STAY BAL OF VIEW - REVERSE THROUGH THE

HANDS GRAB HIM

(CONTINUED)

They carry him high, like a trophy, marching along side the building, SLAPPING and SWATTING at him. They reach a secluded corner and dump him.

BRALESS GIRL
Payback is hell.

He lands on his back HARD. Before he can escape, the girls have besieged upon him, pinning him down. The Braless Girl ~~is the most dangerous secret in the school, and~~ jeans are off as the scissors move to his underpants.

PACEY
PLEASE ROLY MOTHER OF GOD IF FUCKING BEG YOU!

The underwear comes off. GIGGLES EVERYWHERE as several Polaroids appear as the girls hold him down and begin snapping away. Seconds turn into years for Pacey until finally the girls are gone, running off with his lower garments and Pacey is left bare butt on the damp morning grass.

He grabs his book bag and strategically places it. CLOSE ON his face. Completely numb. No sign of tears. He looks up to find Molly staring at him, pulling something from her book bag. Her face full of understanding. She holds out a pair of sweatpants.

MOLLY
My gym clothes. They're probably too big for you.

A moment between the two of them as Pacey lay there, humiliated, hating his lot in life. He takes them. Grateful to her.

CUT TO:



52.

INT. FACULTY LOUNGE - MINUTES LATER

The teachers move about in a business as usual fashion but if one would look close they would notice the coffee machine is untouched. No cigarette smoke lingers in the air and the chatting is at a minimum.

CUT TO:

INT. CORRIDOR - MORNING

STUDENTS come and go. Pacey, in his newly acquired sweats, moves down the hall, lost in a sea of students. Down the corridor comes Principal Drake. Pacey detours, moving the other way. He spots the library doors, sees a group of STUDENTS entering. He gets lost in them.

~~INT. LIBRARY - SECONDS LATER~~

Pacey moves through the library. He immediately sees Mrs. Olson behind the circulation desk. He moves behind a book shelf, eyeing her. He goes unnoticed. He eyes the card catalog.

Study hall STUDENTS move about. Pacey ducks behind a row of books. He peers between the book shelf to see Mrs. Olson status quo. Then, he moves turns his attention to the card catalog file that sits nearby. He takes a deep breath and moves for it.

Once there, he scans the catalog, finds the letter "I" and pulls the entire drawer from the card catalog. He high tails it behind a shelf of books. He sinks to his knees and flips through the drawer.

CLOSE ON the catalog file. He's searching titles that start with the letter "I". He moves fast, coming quickly to what he's looking for.

INVASION OF THE BODY SNATCHERS (SCIENCE FICTION)

BY JACK FINNEY

Location: FIC-JF100.12

FIRESIDE PRINTING 1989

ORIGINALLY PUBLISHED BY DELL IN 1955 UNDER THE TITLE

THE BODY SNATCHERS. THIS IS A REVISED AND UPDATED EDITION.

Pacey rips the card from the drawer and takes off in search of the book.

(CONTINUED)



53.

CONTINUED:

He moves through row after row, passing SEVERAL STUDENTS, avoiding them, head down. He looks through the shelf, sees Mrs. Olson status quo. He continues on. He comes to a shelf, scans it, finds the book and pulls it down. He looks around, sees a small unused cubicle in the rear of the library. He makes for it just as, over the intercom...

PRINCIPAL DRAKE

(from intercom)

"Will the following students please report to the office. Tina Dannhausen, Gil Gold, Gabe Maker..."

Pacey takes a seat, listening to the Principal. Pacey focuses on the book.

CUT TO:

INT. MR. TATE'S CLASSROOM - MINUTES LATER

Just before the late bell. Stan enters and takes his seat. Behind him, enters Stokely. She's following Stan obviously. Marybeth taking notice, approaches.

MARYBETH

So go talk to him.

STOKELY

No way.

Marybeth shoves an unwilling Stokely forward, encouraging her to approach Stan. One last fatal shove sends her SLAMMING into Stan's desk. Stan looks up.

STOKELY

I'm unbalanced.

STAN

No shit.

Stokely takes the seat next to him. Marybeth gives her a thumbs up.

STOKELY

Ready for the big game?

STAN

I quit the team.

STOKELY

No way. Are you serious?

(CONTINUED)



CONTINUED:

STAN

Yeah. I kinda lost interest, you know?
I thought I'd explore some other
interests.

STOKELY

Exploration is a good thing.

STAN

Yeah?

He looks at her. Smiles. Stokely smiles back. A connection
is made.

The last bell RINGS. Students take their seats as Mr. Tate
stands at the front of the class. He drinks bottled water.
He appears fresh and energetic. Not at all the sluggish
~~coffee rush from yesterday.~~

MR. TATE

Okay, class, today I thought we would do
a living family history. I want you all
to take out a piece of paper and write
down all living members of your family.
Start with your immediate family, those
living with you, but then include your
nearest living relatives...

The class GROANS. Just then, another announcement from the
PA system.

CUT TO:

PRINCIPAL DRAKE

(via PA)

Your attention please. Will the
following students please report to the
office? Robbia Mercer, Shirley Mayo,
Corey Gillikin.

A STUDENT gets up and heads for the office. Others comment.
"What's up?" "Dude, they got you." The student looks back
and smiles. This all seems innocent.

CUT TO:

EXT. STUDENT COMMONS - LUNCH

Students move about enjoying their break. Zeke moves about
the campus. He spots the TWO FUCK-UPS. He moves to them.

(CONTINUED)



58.

CONTINUED:

ZEKE

Guys, the doctor is in.

They look at him, their behavior a little abrupt.

FUCKUP #1

Nah, dude, gonna chill.

FUCKUP #2

Take a pass.

They scurry off, Zeke looks about the campus.

He sees the FUCK YOU COUPLE against the wall. They're holding hands, talking to each other, appearing very compatible. This gives him pause.

~~But then, he spots Marybeth, standing alone, looking lost. He saunters over.~~

ZEKE

Hi there. Remember me?

MARYBETH

Oh yes, you're Zeke from Biology.

ZEKE

And you're Marybeth from Atlanta.

MARYBETH

You've been doing your homework.

ZEKE

I'm opposed to homework actually. I just believe there are some things you have to know.

MARYBETH

Really? So if you don't do your homework how'd you get to be so smart?

ZEKE

I'm cursed.

MARYBETH

Yeah?

ZEKE

Yeah.

She smiles at him. They continue on, flirting.



56.

INT. CORRIDOR - FEW MINUTES LATER

The hall is quiet. Most students are outside for lunch. Pacey moves down the hall when he sees the Braless girl posting something on the wall. She turns and sees him, smiling with pure evil.

She disappears. He moves to the poster to discover, written in bold colors is the line: "PACEY CONNOR HAS A ONE INCH NOODLE DICK". And it's accompanied by a Polaroid. He starts to tear it down when he spots Stokely moving down the hall.

FACEY

Hey, Stoke.

She turns to him.

STOKELY

What?

FACEY

You're a Trekkie, right?

STOKELY

Go away.

She takes off. He chases after her.

FACEY

I thought you were into sci-fi?

STOKELY

Sci-fi fan does not a Trekkie make. STAR TREK is amateur night.

FACEY

I need your help.

She eyes him. He looks desperate.

CUT TO:

INT. SCHOOL OFFICE - LATER

Several students sit in chairs lined up outside of the principal's office. The SCHOOL SECRETARY moves about behind the office counter. A lady in her fifties.

Stan enters and approaches the counter.

STAN

Excuse me, could you tell me how Mrs. Brunsel is doing?

(CONTINUED)

57.

CONTINUED:

SECRETARY
(without looking up)
She's sick. She'll be out for a few days.

He turns to leave when he hears...

BOY'S VOICE
(off camera)
Yo, Academia, whatsup?

Stan spots a friend, GABE, a big jock of a guy. His name was called earlier over the loud speaker.

STAN
Gabe, what are you doing?

GABE
Got called to the office. You're not pissed, are you?

STAN
About what?

GABE
I'm the new team captain.

STAN
Yeah? No, man, congrats. Rule.

GABE
Fuckin ass A. Man, we're gonna miss you. I don't get it. How can you leave us?

Stan ignores his question, motions to the others sitting and waiting.

STAN
What's going on?

GABE
They got the nurse in there. They're checking for lime ticks or something. Sorry you're not playing, dude. It ain't right.

Just then, the principal's office door opens and a YOUNG GIRL appears, being led by Principal Drake. She stumbles a bit, confused and disoriented. She moves by Stan.

STAN
Hey, Tina...

(CONTINUED)



58.

CONTINUED: (2)

She turns to him as if she didn't recognize her own name. Then she moves out the door. Principal Drake looks to Gabe, motioning to him.

GABE

Later, dude.

He disappears inside the principal's office as Drake shuts the door. Stan's mind is racing. He looks back to the two office assistants. Then to the other students waiting. Something is not right here.

CUT TO:

INT. EMPTY CLASSROOM - MINUTES LATER

Pacey and Stokely are in mid-discussion.

PACEY

...and then they chased us but we got away.

STOKELY

Where's Delilah now?

PACEY

I can't find her.

STOKELY

And this all started when Mrs. Brummel did a Demi in the boy's locker room?

PACEY

I think so.

STOKELY

Later.

Stokely gets up to leave. Pacey stops her.

PACEY

Where are you going?

STOKELY

To be announced.

PACEY

Look, I've been doing some homework. Are you familiar with INVASION OF THE BODY SNATCHERS?

STOKELY

The movie or the book?

(CONTINUED)



59.

CONTINUED:

FACEY

Either.

STOKELY

It was several movies. One in '94, one in '78, and the original in '57 which was based on the book THE BODY SNATCHERS by Jack Finney.

FACEY

Which was published in 1954.

Stokely is irritated but still intrigued. This is, after all, her main subject.

STOKELY

So?

FACEY

I think aliens are taking over our school.

A moment as this registers on Stokely. Facey watches, her response is uncertain. And then...

STOKELY

You're tweakin'.

FACEY

Hear me out.

STOKELY

It's a story somebody made up, dingus. THE BODY SNATCHERS is located in the fiction section of the library.

FACEY

So is SCHINDLER'S LIST, look, all fiction is based on some truth, right? What does Miss Harper teach us in English 101? Write what you know. This Jack Finney guy, I read his bio, grew up in Mill Valley, California, not much bigger than our little town here. How do we know he didn't encounter aliens in his high school which led him to write a book about alien invasion? Where does truth end and fiction begin?

STOKELY

You're that person, you know that. That person who's confusing reality with fantasy.

(MORE).

(CONTINUED)



60.

CONTINUED: (2)

STOKELY (cont'd)

You really should stay away from mass media entertainment. You could be dangerous.

Pacey is in complete desperation mode. Stokely's not buying it.

PACEY

How do you know there's not a conspiracy? Maybe the X-Files is right. Where do all these movies come from anyway? How do we know Spielberg and George Lucas haven't been visited by aliens? Maybe they're aliens themselves. Maybe they're simply preparing us for what's to come. Have you been to a book store lately? The science fiction section is growing.

STOKELY

Now this is key, wet brain: SCIENCE-FICTION.

PACEY

Exactly. Everyone gets hung up on the science part--which has nothing to do with it--they're getting at us through the fiction part.

STOKELY

You're brain toast.

She starts off but Pacey stops her.

PACEY

I had you pegged for a Mulder, not a Scully. This is what they're counting on, don't you see? They've set it up so perfectly through the years. They've created such a make-believe existence with all their E.T. and MEN IN BLACK movies; who would believe it if it really happened.

His argument is starting to make sense. Stokely refuses to go for it.

STOKELY

You're outta your fuckin' mind. You're saying that pod people are taking over our school?

PACEY

I think so, yes.

(CONTINUED)



61.

CONTINUED: (3)

STOKELY

But your conspiracy theory is flawed.

PACEY

How so?

STOKELY

For starters, Jack Finney's THE BODY SNATCHERS was a blatant rip off of THE PUPPET MASTERS by Robert Heinlen. So, you can completely disregard that entire work.

PACEY

PUPPET, SNATCHERS--whatever--my point is they're here, they've been here, and they're here again.

STOKELY

In the BODY SNATCHERS they were pods. So where are they? Where are the pods?

PACEY

There're no pods. It's something else. In this PUPPET MASTERS book? What were they?

STOKELY

Parasites.

PACEY

Really?

They both turn to the open door. Across the hall, they can see into Furlong's science lab. Stokely is visibly chilled as it all comes full circle. She moves to it. Pacey follows closely behind.

STOKELY

No way.

PACEY

What else could it be?

They move into the hall and into...

INT. SCIENCE LAB - SAME

They move to the aquarium. It is completely empty. Drained of it's water. They look to each other.

(CONTINUED)



62.

CONTINUED:

FURLONG
(off camera)
Can I help you?

They both turn to find Mr. Furlong standing at the end of the room. He stares at them, his face solemn.

PACEY
The...uh...thing I found yesterday.
Where is it?

FURLONG
I sent it up to the university.

PACEY
That was quick.

STOKELY
And do they know what it is?

Mr. Furlong shrugs. His eyes hold on them. He quietly licks his dry lips.

Stokely heads for the door, motioning to Pacey. He follows her.

CUT TO:

INT. SCHOOL CORRIDOR - SAME

Stokely and Pacey move down the hallway.

STOKELY
I'm starting to Mulder a little. This is a little creepy.

Stan appears before them, charging down the hallway.

STAN
Hey, Pacey, you seen Delilah today?

PACEY
No, man.

STAN
I need to find her. There's some weird shit going on here so if you see her...

STOKELY
What kind of weird shit?

STAN
You wouldn't believe me if I told you.

(CONTINUED)



63.

CONTINUED:

They stare at him.

INT. HANDICAPPED BATHROOM - A MINUTE LATER

Pacey, Stokely and Stan piece their information together.

STAN

Jesus Christ! I don't believe it. I mean I do but I don't. It's crazy.

PACEY

You saw Mrs. Brummel yourself--in the shower. It started with the teachers but now...

STOKELY

They've been calling students to the office all day.

STAN

I know. I saw the line out there. They had Gabe and Tina.

PACEY

Didn't Gabe replace you as captain of the team?

STAN

Yeah...so?

STOKELY

And Tina's class president. Come to think of it, they started with all the class officers, student council members...

PACEY

They're starting with the most influential and working their way down.

STOKELY

(to Stan)

Guess you picked the right week to quit football.

STAN

It's almost as if they're building an army.

Suddenly, the door opens, a FIGURE steps in. Stan, in jock mode, grabs the Figure and throws it up against the wall. The Figure wears a cap and an over-sized boy's letterman jacket.

(CONTINUED)

CONTINUED:

VOICE

Hey, easy...it's me.

Stan steps back to discover Delilah. She's incognito, with her hair bundled up in her hat and eye glasses on.

STAN

What are you doing?

DELILAH

Hiding out.

Stokely eyes her.

STOKELY

I didn't know you wore glasses..

DELILAH

Contact.

PACEY

What happened to you? I called you...I've been looking everywhere.

DELILAH

Hello. You think I'm in drag for the aesthetics. They're after me. They called me to the office. I didn't know what to do. I saw you guys come in here.

PACEY

Where did you go yesterday? Did you tell your parents?

DELILAH

I was home. My mom didn't believe me. She drinks. It was a nightmare. Look, we gotta get outta here.

PACEY

Fuckin' A.

STAN

Let's think for a second. Use our brains.

They're all getting restless.

STOKELY

What I don't understand is why Jefferson? Why now?

(CONTINUED)



55.

CONTINUED: (2)

PACEY

If you were going to take over the world, would you blow up the White House INDEPENDENCE DAY--style or sneak in quietly through the back door?

STAN

So what do we do?

PACEY

Call the armed guard or something.

STAN

No one's gonna believe us. This is insane.

DELILAH

We gotta get outta here. We can't just live in the handicapped bathroom til graduation.

STOKELY

In THE PUPPET MASTERS and the BODY SNATCHERS you were able to walk amongst them as long as they didn't detect your humanness. If you can hide your emotions and fear--it's possible we can get by them.

PACEY

And get the fuck out.

DELILAH

Wait a second. What are you talking about? Just because they did it in a book doesn't mean it'll work.

PACEY

There's got to be some truth to that shit. And do you have a better idea?

DELILAH

Let me get this straight, we're depending on a work of fiction to save our lives? Our real and breathing lives? Is that what I'm hearing here?

STOKELY

Yeah.

DELILAH

We're dead.



66.

INT. SCHOOL CORRIDOR - MOMENTS LATER

The bathroom door opens and they file out one at a time. They walk coolly and carefully down the corridor.

Stan plays team captain. He leads the way, turning to them.

STAN

Stay calm. If we get separated--meet in the student parking lot. Be cool. Don't look panicked.

They file out. They move down the corridor. They pass several students. Suddenly, the bell RINGS and the hallway is soon flooded with people. The four of them, move down the hallway in a line. They spot several STUDENTS looking calm and cool as they, But others appear normal.

Pacey is starting to sweat. As well as the others. Their paranoia is growing. The next bell RINGS and the hallway begins to clear.

They turn a corner and spot a line of STUDENTS waiting outside the office.

STOKELY

Oh shit.

STAN

Play cool.

They pass Mr. Tate who walks by them. He eyes them, starts to stop but continues on.

They approach the students standing in line.

PACEY

What do we do?

STAN

Nothing. Nothing at all. Keep going.

They move by the waiting STUDENTS. Pacey steals a glance at them. He spots Molly. She sees him as well.

MOLLY

Hey, Pacey, did they call you too?

He almost doesn't stop but Stan gives him the okay.

PACEY

No, not yet.

(CONTINUED)



CONTINUED:

MOLLY

You going to the game tonight?

PACEY

Look, Molly, I can't talk right now.

Stokely spots Marybeth standing in line. Marybeth waves.

MARYBETH

Hey, Stokely, you nonconformist you, how you doing?

Stokely approaches her.

STOKELY

Get outta the line, Marybeth.

MARYBETH

What?

STOKELY

Don't ask any questions. Just follow me.

MARYBETH

This sounds devious.

STOKELY

It is. C'mon. It'll be fun.

Marybeth obeys, completely unaware of what's going on.

BACK TO MOLLY AND PACEY

PACEY

Don't go in the office. It's not what you think. Trust me. Go home. Right now. I can't explain it but you have to listen to me. Get outta the line and go home.

Pacey pulls on her. She pulls away.

MOLLY

Don't, Pacey.

PACEY

Your life depends on it.

MOLLY

What are you talking about?

(CONTINUED)



68.

CONTINUED: (2)

suddenly, Mrs. Olson appears. Stan nudges Pacey, then moves on. Mrs. Olson approaches, separating Stan and Marybeth from the others. Stan guides Marybeth.

STAR

This way.

They round a corner, disappearing. Delilah and Stokely turn the other way, leaving Pacey alone. He turns and heads towards Stokely and Delilah.

Molly watches their behavior. She notices Mrs. Olson eye them. It's all very suspicious.

INT, SCHOOL CORRIDOR - SAME

Delilah and Stokely and Pacey race down the hallway.

PACEY

We lost Stan. Wait here. I'm gonna circle back.

DELILAH

He said meet him in the parking lot.

PACEY

Yeah, but...I'll just be a second.

Pacey races back the way they came, leaving Stokely and Delilah alone. Stokely spots her locker. She goes to it.

DELILAH

What are you doing?

STOKELY

Getting my stuff. I'm not coming back here.

Stokely is at her locker. She starts to open it. Delilah sees Pacey coming back alone. No sign of Stan.

DELILAH

Shit, let's just go.

Stokely sticks her hand into the locker.

LOCKER POV

CLOSE ON Stokely's hand as something slips up her sleeve. She jerks her arm away.

DELILAH (cont'd)

What is it?

(CONTINUED)

CONTINUED:

STOKELY
I felt something.

DELILAH
Where?

Stokely scratches at her arm.

STOKELY
There's something on me.

She pulls her jacket off. She rips open the sleeve of her shirt just in time to see the worm-like organism imbed itself into her arm, disappearing under her skin. Delilah and Pacey see this.

DELILAH
~~Oh my God!~~

STOKELY (cont'd)
Get it off me....

Pacey, thinking fast, rips her shirt off of her. He looks to Delilah who stands petrified.

FACEY
Help me.

Delilah grabs Stokely's arm as Pacey traces it up her arm.

FACEY (cont'd)
Does it hurt?

STOKELY
I can't feel it. Oh God, where is it?
Get it off of me.

Stokely starts to career back and forth as if she's about to faint. Her knees buckle and she falls to the floor.

Pacey watches as the worm moves just under the surface of her skin...travelling up her arm to her shoulder.

STOKELY
DOSOMETHING!

Pacey is horrified. The worm travels past her shoulder up to her neck.

FACEY
It's moving up your spine.

(CONTINUED)

70.

CONTINUED: (2)

STOKELY (cont'd)

Please...get it out...it's going to my brain, Pacey, it's going to get me. Please.

Pacey takes two fingers and tries to stop it's movement, holding it in place midneck. He presses his fingers together...pinching it.

DELILAH

Give me her bag.

Delilah grabs Stokely's book bag from her locker.

PACEY

Now open it and get ready.

~~He squeezes hard, pressing his fingers together...trapping it...and then...it breaks off, moving into two worms (like it did in the aquarium earlier)~~

PACEY (cont'd)

Shit!

He traps one of the worms and squeezes roughly. THE WORM ERUPTS THROUGH THE SKIN

ripping flesh...flying through the air. It flops right into Stokely's bag. Delilah closes it up. Stokely CRIES IN PAIN.

PACEY (cont'd)

There's another.

Pacey follows it up her neck and around her face. It travels up the side of her nose and towards her eye. Pacey traps it in the corner of her eye. He presses hard as it begins to squeeze out of her tear duct.

The worm-like feeler curls and wiggles back and forth. Pacey grabs hold of it with his fingers and YANKS it, slinging it into the book bag. Delilah zips the bag up as Stokely collapses to the floor.

Pacey goes to Stokely, checking her wound.

PACEY (cont'd)

Oh, God, you okay?

Stokely is a WHIMPERING MESS. Delilah turns around to see Coach Willis and Mrs. Olson at the end of the hall.

DELILAH

Let's go.

(CONTINUED)



71.

CONTINUED: (3)

Pacey helps Stokely up, half carrying...dragging her. They move like lightning down the hall and through an exit door.

CUT TO:

EXT. SCHOOL WALKWAY - MOMENTS LATER

Zeke moves down a walkway towards the parking lot. Class is still in progress. Nearby in a practice field a little football scrimmage is taking place. The cheerleading team is off to the side practicing their cheers for tonight's game.

Zeke eyes them. The cheers seems vary unenthusiastic. The football plays seem soft and slightly unreal. Zeke watches, not quite sure what is wrong with the picture when...

A HAND GRABS HIM FROM BEHIND

Zeke spins around. It's Mr. Furlong.

MR. FURLONG

Why aren't you in class?

ZEKE

Hey...Mr. Furlong, well that's a good question. I wasn't feeling well and the nurse said I could go home.

MR. FURLONG

You're not feeling well?

ZEKE

Yeah, I think it's a bug going around.

MR. FURLONG

And you saw the nurse?

Mr. Furlong seems confused by Zeke's response.

ZEKE

Yeah...seeya, Mr. Furlong.

Zeke turns away, not looking back. If he did, he would see Mr. Furlong's body shift in the most bizarre way. He lunges toward Zeke, grabbing him, spinning him around, throwing him up against the wall.

Zeke is caught off guard, he tries to pull free but Mr. Furlong has him pinned. Zeke struggles but then sees Mr. Furlong's face contort as little bubbles rise up under his facial skin as if something crawled underneath.

(CONTINUED)

72.

CONTINUED:

ZEKE (cont'd)

Fuck!

Zeke freaks. He can't believe what he's seeing. Zeke tries to pull free but can't. His arm struggles under Furlong's grip. Mr. Furlong brings one hand up to his mouth and withdraws something from it. He moves his hand toward Zeke. Something wiggles within his clenched fist.

Zeke's hand manages to find it's way into his leather jacket. It finds something...a Bic pen loaded with his drug. With a burst of strength, he breaks his arm free, striking up at Furlong.

The Bic pen comes SLAMMING into Mr. Furlong's face, lodging into his eye. Furlong stumbles back as the pen releases its contents into Mr. Furlong.

A moment and then Mr. Furlong's body starts writhing and squirming as the drug takes hold. He CRIES out in a most inhuman way. He spins around in pain, clutching his face. Then he stumbles. First falling to his knees and then collapsing on the ground. His body goes still.

ZEKE (cont'd)

What the fuck?

Zeke kicks at his body, making sure he's dead. Then, he bolts.

EXT. STUDENT PARKING LOT - MOMENTS LATER

Stan and Marybeth are in the parking lot when Stokely and Pacey appear with a limping Delilah. Stan jumps to her.

STAN

What happened?

PACEY

We had a little difficulty.

Stan notices Stokely has been hurt. He goes to her, holds her.

STAN

You okay?

STOKELY

For the moment.

She holds on to him. Delilah takes note.

(CONTINUED)



73.

CONTINUED:

MARYBETH

Guys...look.

Marybeth motions to the scrimmage field nearby. They all turn to see the practice has stopped. The entire team...the cheerleaders are all standing, staring at them...watching them.

MARYBETH

What is going on? Could someone please tell me what the hell is going on?

PACEY

Something really wrong is going on here.

VOICE

~~(off camera)~~~~This place is fucked.~~

They spin around to find Zeke behind them. He's shaking but in control.

ZEKE

Take my advice guys. Get the fuck outta here.

STOKELY

Could we please go?

Zeke moves to his car.

ZEKE

Get in.

They look at each other. Not particularly very trusting of him. Pacey looks back to the school. Mr. Tate and Miss Burke and Coach Willis have gathered by the school walkway.

PACEY

Let's go.

He opens the car door, Marybeth piles in, then Stan helps Stokely into the back seat. Stan starts to get in when he turns to find Gabe, the new team captain and a few other TEAM MEMBERS standing at the edge of the car.

GABE

What's up, Stan? Where ya going?

STAN

We're...uh, going...to...uh...

(CONTINUED)



74.

CONTINUED: (2)

ZEKE
(from the car)
Get in. Jesus Christ!

GABE
We could sure use you buddy. Sure you don't wanna play with us?

STAN
Nah, Gabe...but thanks.

Stan turns to see the faculty heading towards them. He jumps in the car.

STAN (cont'd)
Go!

Zeke hits the gas, the car peels out, racing out of the parking lot.

CUT TO:

EXT. HOUSE - LATER

A nice affluent house in the nice part of town. Zeke's car is parked in the driveway.

CUT TO:

EXT. BACKYARD - SAME

Zeke and the others move across the yard to a converted garage in back.

INT. GARAGE - SAME

A light CLICKS on. The garage is not a garage. The first part is more of a carpenter's haven. Work table, power tools, etc.

ZEKE
My dad makes shit. And so do I...

Zeke leads them to a back corner, hits another light revealing...

A laboratory. Zeke has converted the back of the garage into his own, private pharmaceutical company. A table equipped with lab equipment and other materials.

MARYBETH
Good lord.

(CONTINUED)



CONTINUED:

STAR

This is some serious shit.

PACEY

Where did you get all this stuff?

ZEKE

Most of it came from school.

MARYBETH

Where are your parents?

ZEKE

Europe. I think.

Pacey notices a hand gun sitting on one of the tables. He motions to the others. Zeke notices their look.

ZEKE

It's called a gun.

CUT TO:

INT. LAB - LITTLE LATER

CLOSE ON the dead worm. It appears gray and opaque. It's pinned to a lab board. A small scalpel moves into frame, slicing into it.

PACEY

Careful. In ALIENS it had acid blood. You don't wanna lose a finger.

ZEKE

Will you shut up?

Zeke is fast at work, he observes the worm under a lighted microscope, inspecting it with a steel pick.

ZEKE

It's incomplete.

PACEY

What do you mean?

ZEKE

This is just part of something else. It's not an individual organism. It can't survive on it's own. It's part of a greater organism.

PACEY

You mean like a bigger worm?

(CONTINUED)

111



76.

CONTINUED:

ZEKE

Yeah, I've never seen anything like it. It has the ability to replicate but it must have water.

Pacey thinks for a second.

STAN

Isn't the human body composed mainly of water?

STOKELY

They're using us as hosts. Drying us out.

STAN

That explains Mrs. Brummel.

DELILAH

Her body was too old. She didn't take.

Stan turns to Stokely, concerned.

STAN

You okay? How you feeling?

Stokely nods. Delilah takes note.

ZEKE

Single celled tissue thrives best in hormonally active organs.

MARYBETH

Like that of a teenager?

ZEKE

My drug confused it. The stimulants aggravated the hormones that were functioning for the alien tissue and killed Mr. Furlong.

Zeke picks at the worm with his lab instrument. They crowd around.

ZEKE

See, it has it's own cerebral tissue but it doesn't have a brain. It acts as a translator and can control and manipulate. But to know anymore, you would have to find it's parent organism.

STOKELY

The Queen bee.

(CONTINUED)



77.

CONTINUED: (2)

PACEY

The master alien.

STOKELY

It's using the human body as a cavity.
It's renovating our insides.

MARYBETH

How do we stop it?

PACEY

(to Stoka)

Yeah, Stokely, this is your area. How do
we stop it?

STOKELY

In theory?

PACEY

I love theories.

STOKELY

They're all connected. If we kill the
master alien, we get all of them—in
theory.

STAN

But what happens to everybody else? The
ones who've been taken over?

STOKELY

They would be okay. They'd be human
again. But this is all dependent on the
idea that any of this is true to begin
with. I really don't know the rules. I don't
know where fact ends and truth begins
here.

ZEKE

Then we'll just have to wing it.

They all stare at each other.

DELLIAH

What about the police?

PACEY

No, Police. They've already gotten to
them.

MARYBETH

Let's leave town. We could go to
Atlanta.

(CONTINUED)



CONTINUED: (3)

STOKELY

I'm with you.

PACEY

There's no where to go. Don't you see? We gotta stop it or it's gonna spread. It took the high school in a day and a half. Give it a week--and we'll never outrun it. What if this is going on at high schools everywhere? We have to deal with this. We have to fight.

DELILAH

When did you become BRAVEHEART?

STAN

So how do we stop it? We can't even tell who's alien and who's not.

STOKELY

What if one of us is an alien right now? How would we know?

They stare at each other. Suddenly, getting uncomfortable.

MARYBETH

Huh?

STOKELY

How do I know you're really Pacey?

Pacey feels on the spot.

PACEY

How do I know you're really you?

They stare at each other. Suspicion...distrust has been born.

STOKELY

In THE BODY SNATCHERS humans became emotionless. They lost their identity.

STAN

I don't think its that simple. The Coach had emotion but he's usually a real hardass, you know. But he was different somehow, just too cool--you know.

Delilah eyes Stan curiously.

(CONTINUED)



CONTINUED: (4)

DELILAH

You mean his behavior seemed slightly odd.

FACEY

Yeah. They behave normal but their actions are just missing a mark.

DELILAH

Like a star quarterback who mysteriously quits the football team.

Stan turns to her.

STAN

What are you doing, Delilah?

DELILAH

I'm just pointing out your slightly. You've been acting really weird the last coupla days.

STAN

I'm not an alien. You wanna talk slightly odd. I haven't seen you without your contacts or hairspray since oh about-birth.

DELILAH

I'm incognito.

The others look at them bicker. Their paranoia is growing. Distrust permeates the room.

STOKELY

We'll just have to trust each other.

DELILAH

I'm supposed to trust you. Tell me something Miss Lesbian, when did you start liking boys?

STOKELY

What?

DELILAH

I see the way you look at Stan. When did you stop muff-diving?

Stan eyes Stokely. She looks away. She could die.

MARYBETH

She's not a lesbian. That's a hoax.

(CONTINUED)

80.

CONTINUED: (5)

DELILAH

Really? And what about you? Miss Atlanta—who mysteriously showed up out of no where on today of all days. What are you doing in Ohio anyway?

Marybeth looks about the room. All eyes are on her. She becomes frightened.

MARYBETH

(very quietly)

My mom and dad died recently. I came to live with relatives. I didn't have anywhere else to go.

They all stare at her. Zeke feels for her. He steps forward.

ZEKE

Hey, cool it.

PACEY

But she's got a point.

STAN

Yeah, Zeke, I mean, you seem to know an awful lot about all this. No offense, but you're not exactly known for your academic achievements.

ZEKE

Neither are you.

PACEY

This is getting us nowhere.

DELILAH

And Pacey--when did you become Signourey Weaver?

STAN

Could wa cool it?

Zeke holds up a drug-filled Bic pen.

ZEKE (cont'd)

I have a solution. We know this outs them. Take a hit. If you're not alien you have nothing to worry about.

STAN

No way, man. I don't do drugs.

(CONTINUED)

81.

CONTINUED: (6)

FACEY
Zeke's right. This is the only way to know for sure.

ZEKE
What are you afraid of Stan?

Stan stares at all of them.

ZEKE (cont'd)
We all do it.

STAN
I'll do it, but I'm not going first.

Zeke looks at the others. They all look guilty.

ZEKE
Pacey.

FACEY
Why us?

STAN
Just take it, Pacey.

Pacey takes it and puts it in his nose. He looks to Zeke, almost for reassurance. Zeke nods. Pacey takes a giant snort.

ZEKE
Easy, boy.

Pacey tastes it a bit. His eyes bug slightly and he hands it back to Stan, looking as confused as someone who's taken drugs for the first time.

ZEKE
Next down the line.

He brings it to Marybeth.

MARYBETH
I'm sorry, I do not succumb to peer pressure. I do not do drugs. I don't even drink.

ZEKE
I know Marybeth, but you have to do it. Just this once.

(CONTINUED)



CONTINUED: (7)

STAN

What about you Zeke? How do we know you're not one of those fucking things?

ZEKE

(thinking about it)
I can't get high on my own supply, man.

STAN

Fuck you, Zeke!

STOKELEY

You're taking it if we're taking it!

Pacey starts giggling. They all turn to him. The camera pushes in on him as he giggles more and more uncontrollably.

STAN

Now what the hell's wrong with him?

Stan stands up, grabs Zeke's gun from the table and pushes it against Pacey's temple.

PACEY

(loopy)

Hey, Zeke, man... this shit's alright.

ZEKE

Nothing's wrong with him you asshole, he's tweakin', let him tweak.

Stan aims the gun at Zeke.

STAN

Now you.

Beat.

Zeke puts the pen in his nose and snorts. No immediate reaction. He holds the pen out to Stan.

ZEKE

Your turn.

The camera repositions as Stan takes the pen.

Stan eyes Zeke for any change in his physical, then snorts the pen powder. He rubs it around in his nose.

Zeke motions for Stan to give him his gun back.

(CONTINUED)



83.

CONTINUED: (8)

STAN

Nopa. I'm holding on to this...

Zeke SNATCHES the gun away and puts it behind him on the table.

STAN

Not while you're tweakin' you're not. Sit down.

Stan sits.

ZEKE

Stokely.

STOKELY

~~That back drug will kill us. I'm not putting Clorox up my nose, I'll be dead.~~

ZEKE

Aliens are taking over the earth. Weigh it.

Beat.

Stokely takes the Bic pen from Zeke.

STOKELY

What's in it?

ZEKE

(shrugs)

Mostly caffeine. Some other household shit. Your basic under the sink ingredients.

Stokely takes the hit. She sucks it in strangely. It pockets itself in her sinus and she can't get a feel for it. She hands the pen to Marybeth.

MARYBETH

I can't take drugs, Zeke. I can't.

delILAH

It's not addictive you southern twit.

Stan starts laughing.

Delilah takes the pen away from Marybeth and snorts it hard. She even puts some in the other nostril.

(CONTINUED)



84.

CONTINUED: (9)

STAN

Easy, baby...

Pacey is still giggling in his chair.

Stokely doesn't look as comfortable with it. Her face is twitching a bit. She puts her hands to her temple.

Zeke pulls another pen out and hands it to Marybeth.

ZEKE

(smiling a bit, tweaked)

Trust me, Marybeth. You won't get hooked on it...

Marybeth takes the drug and puts it to her nose. She snorts.

The sound is loud in Stokely's ear. She puts her hand to her ear to control the sound.

Beat.

Except for Stokely's weirdness, there is no reaction around the room.

DELILAH

Well, I guess we're all off the hoo...

Before Delilah can finish her sentence, a fist like shape punches out from under her skin, contorting her face and bone structure horribly for a half second before snapping back into place.

Blood drops freckle Marybeth and Stokely.

Everyone's taken off guard. Was that them tweakin' or her reacting?

Delilah looks confused as well. She brings her hand to her face, which doesn't sit on her skull like it did before. It's a little fucked up.

STAN

What the hell was that, baby?

Delilah grabs Stans arm for support, and FEELERS pour out of her finger tips from under her nails, ferociously wrapping and slithering around Stans' arm.

(CONTINUED)



85.

CONTINUED: (10)

STAN
(drugged and confused)
Oh shit!

ZEKE
Fuck!

Zeke turns to get the gun and it's gone! Pan around and Pacey has it in his hand and is backing up, aiming it at Zeke! Eyes as big as saucers.

Stokely and Marybeth fly back out of their seats, As Stan is thrashed in their direction.

Dalilah is starting to look less and less like herself.

Stokely tries to tear Stan away from Dalilah, but she has him gripped tight.

ZEKE
Shoot it Pacey! Shoot it in the head!

Pacey turns to the creature and fires at what was once Dalilah's head. As it explodes, TWO more heads sprout next to the last.

PACEY
Now what?

Zeke takes the gun from Pacey and shoots those heads too. The thing hits the ground like a sack of potatoes. It flops around gruesomely.

Stokely comes back and dumps a bunch of the powder drug on the creature.

ZEKE
Careful with that--it's all I got.

The drug bores into the carcass, making a sizzling sound as it goes.

Everyone watches as the body writhes and steams.

The camera tracks over each of them.

EXT. GARAGE - LATER

Night is quickly falling upon the garage. Lights burn from within.



86.

INT. GARAGE - SAME

Delilah lays spread out all over the garage floor. Still steaming slightly.

ON STAN AND STOKELY

Stan can't take his eyes off what's left of Delilah. He's beyond upset. Stokely tries to comfort him. Stokely reaches out and strokes his arm. They sit there in silence. And then...

STAN

Delilah tried. Her intentions were shit but she had a plan--you know. She was going somewhere. I really liked her for that.

Stokely listens silently.

STAN

I wonder what it's like to be one of them. Not to be human anymore. I wonder if you stop caring about shit...like a future. I wonder if you just dry up and die inside.

STOKELY

I don't know, Stan.

STAN

I guess we'll find out. Delilah's probably better off.

He looks at her. Stokely really feels for this guy. She places her hand on his shoulder.

Zeke and Marybeth are busy at a side table making up a new batch of his hack drug.

MARYBETH (cont'd)

I wish I had never come here.

ZEKE

Sorry about your parents. That must be rough.

This is a delicate subject. Marybeth is instantly uncomfortable.

MARYBETH

Yeah.

(CONTINUED)



CONTINUED:

MARYBETH

Yeah.

ZEKE

Mine are kinda dead too. They just keep breathing.

She looks at him, a small smile. She appreciates his attempt at comfort. Marybeth changes the subject. She pulls a drug-filled Bic pen from his pocket.

MARYBETH

Your brain seems overly smart, Zeke. Why do you use it to deal drugs? Why not put it into your school work?

ZEKE

And miss an opportunity to participate in the deconstruction of America.

MARYBETH

Forgive me for being frank, but that's a rather easy and simplistic answer. And something tells me, you're just a little smarter than that.

Zeke comes to a stop with what he's doing.

ZEKE

Shit. I don't have enough ingredients for more.

He looks at Marybeth's container.

ZEKE

That's all we got.

MARYBETH

Then we'll have to make it count.

Zeke eyes her. He likes this girl.

Just then, Stan turns to Zeke. A look of determination on his face.

STAN

So how do we stop it? I wanna know how we stop it.

ZEKE

We go search out the queen bee.

(CONTINUED)

CONTINUED: (2)

88.

PACEY

And how do we do that?

ZEKE

We start at the top.

STOKELY

Principal Drake.

Zeke is looking at his batch. He places it in a book bag and puts it around Marybeth's back.

ZEKE

We're a little low on this shit. We're gonna have to make it count.

STOKELY

We only need enough for Principal Drake. It's got to be her.

They eye her.

PACEY

And you're sure this drug shit will kill her?

Stan is loading the handgun.

STAN

If it doesn't. Maybe this will.

They stare at each other as fear overtakes the room.

CUT TO:

EXT. JEFFERSON HIGH FOOTBALL STADIUM - NIGHT

The game is nearing it's end.

The band PLAYS. But the music carries no energy. The cheerleaders cheer but with little enthusiasm. The crowd watches on.

The concession stand is in full swing. CLOSE on beverages being passed hand to hand to hand. People swill them down.

The Women's Restroom has a line around the building as women wait their turn. One WOMAN is seen exiting. She seems a little dizzy and disoriented.

(CONTINUED)

CONTINUED:

TWO LITTLE KIDS are seen playing under the bleachers. They dig into the dirt. One of them holds up a small slug.

CUT TO:

EXT. FOOTBALL FIELD

A WHISTLE BLOWS. It's the fourth quarter. A player makes a run for the line. The crowd CHEERS. The announcer follows the play over loud speakers.

CUT TO:

EXT. PARKING LOT - SAME

Zeke's car pulls up into the back of the lot, behind the Brun County school bus. Zeke quickly kills the headlights.

CUT TO:

THE STANDS

The Fuck You Couple are selling sodas to paying customers. Cups are passed hand to hand.

One of the little toddlers from under the bleachers comes running up to his mother SOBBING HYSTERICALLY. He jumps into his mother's arms.

ON THE FIELD

The Patriots are fierce. They race in against Brun County for a PULVERIZING TACKLE. It looks ugly. A player from Brun is hurt. He's helped off the field.

FROM THE SIDELINES

Coach Willis watches approvingly. He turns to the stands to see Principal Drake watching without question.

CUT TO:

EXT. ATHLETIC CENTER - SAME

Stokely and Stan enter the front doors. They each carry a backpack. They race across the darkened basketball court. They move to the exit doors on the far wall. Opening their bags, they take out locks and chains. They begin to secure the exit doors.

STOKELY:

You think this will work?

(CONTINUED)

CONTINUED:

STAN

I'm trying not to think. Being a dumb
jock suits me better.

Stokely nudges him.

STOKELY

In no way is that true.

CUT TO:

EXT. STADIUM FENCE - MINUTES LATER

Pacey wiggles through a break in the fence, slipping into the stadium unnoticed. He moves under the bleachers, peeking through the slats.

Feet STOMP. People CHEER. Pacey checks it out. He can't see much. He moves for the bleacher entrance.

ON THE FIELD

A Patriot NAILS an opposing player, CRASHING into him, throwing him to the ground. The Brun team member starts to get up as the Patriot bends down and slips a slug into his helmet.

The player sits up, moving to his feet when he stumbles back suddenly. He drops to ground, unconscious. The Medics hit the field again.

BLEACHER ENTRANCE

Pacey appears at the foot of the bleachers. He looks up into the crowd. He spots Zeke and Marybeth who motion with their eyes. He follows them to...

PRINCIPAL DRAKE

who's eyes on the game, only feet away. Pacey turns away and then, and only then does Principal Drake turn to Pacey. Her eyes stone cold. Pacey looks back but Drake's eyes have returned to the game. She watches very cool and controlled.

ON THE FIELD

The last play is made. The Patriots score just under the clock. They win--the victors. The field begins to break up as everyone begins to go home.

PRINCIPAL DRAKE

turns to see Pacey heading back towards the gym...alone.



EXT. GYM - SAME

Pacey sprints around the side of the gym. His shadow thrown big across the building. Drops of rain begin to pour down on him. He wipes his face.

PACEY

Shit!

INT. GYM - SAME

Pacey enters, running across center court. He stops and turns to the doorway.

PACEY

Hey, guys. Where are you?

A LOUD CREAK as the door is heard opening and closing. Pacey looks to the entrance. He hears wet shoes SQUEAKING on the hard wood floor.

PACEY (cont'd)

Guys? I saw her. Drake's at the game.

PRINCIPAL DRAKE

(off camera)

Actually I'm right here.

Pacey emerges from the shadows.

PACEY

Hello, Miss Drake.

She turns to him, a smile on her face.

PRINCIPAL DRAKE

Hello, Pacey. Are you okay? I was worried about you.

She takes a step forward when a huge net comes flying down on top of her. She immediately starts to fight but Stokely and Stan appear on either side, wrapping it around her tighter, entrapping her.

Marybeth and Zeke enter. They chain and lock the doors behind them.

Principal Drake lay tangled in a volleyball net. She pulls and twists, trying to break free.

PRINCIPAL DRAKE

What is going on here?

(CONTINUED)



CONTINUED:

ZEKE

You tell us.
(to Stan)
Are all the doors locked?

Stan throws him a ring of keys.

STAN

We're completely locked up. Ain't no one getting in.

Principal Drake has managed to upright herself to a kneeling position. The others surround her.

PRINCIPAL DRAKE

Get me out of this. I'll have you expelled.

ZEKE

Stop the act, no one's buying it.

STOKELY

We know who you are.

PRINCIPAL DRAKE

You're in a lot of trouble. All of you.

Stan pulls out the gun.

PRINCIPAL DRAKE

No, please. What are you doing? Put that away.

Principal Drake looks extremely afraid. Stan holds the gun up, aiming. Zeke grabs a Bic pen from Marybeth's backpack.

STAN

Ready?

ZEKE

Yep.
(to Drake)
Sniff this.

Beat.

PRINCIPAL DRAKE

No.

(CONTINUED)



CONTINUED: (2)

The others look at each other. They realize this is a lame plan.

ZEKE

Sniff it or he shoots you.

PRINCIPAL DRAKE

I will not!

STAN

Now what?

ZEKE

We do it the hard way. With Mr. Furlong, I plunged it into his eye, and the reaction was instantaneous.

STAN

You stuck her and then I'll shoot before it erupts all over the place.

Zeke grabs Drake's face, holding it back into the light stream...

PRINCIPAL DRAKE

Oh my God, what are you doing?

Zeke holds the pen up, ready to plunge. He hesitates.

STOKELY

What's wrong?

ZEKE

Are we sure?

Zeke is having second thoughts.

PACEY

Yes. we're sure.

But Zeke can't do it.

PRINCIPAL DRAKE

Please Zeke, don't. Are you out of your mind? Oh God, NO. I BEG YOU. No, no...

Principal Drake is reduced to a trench of tears. Zeke is shaking.

(CONTINUED)

CONTINUED: (3)

ZEKE

I thought they were fearless.

STOKELY

They are. She's faking.

ZEKE

But how do you know?

PACEY

Shoot her.

STAN

I can't.

Principal Drake begins to rise towards Zeke. She is SOBBING.

PRINCIPAL DRAKE

Please, Zeke, don't do this.

She's worked herself completely out of the net. She moves up to Zeke, reaching out for him. Suddenly, Pacey appears next to Stan. He grabs the gun, aims, and FIRES.

The bullet catches Principal Drake right between the eyes. She flies backwards, landing with a THUMP on the hard floor.

A moment. They all stare at her still body.

ZEKE

What if we were wrong?

STOKELY

Stab it and find out!

Zeke stares at the pen, then at Drake's lifeless body.

He walks over to the body as a pool of blood spreads sickly from behind her head...

Zeke is at her feet, wondering what to do.

PACEY

Do it! It's the only way to find out!

Zeke is eyeing the blood pouring out.

ZEKE

I think we made a mistake. She's dead.

(CONTINUED)



CONTINUED: (4)

Suddenly, Drake sits up, the hole in her head replaced by long, dancing FEELERS that have sprouted from her bullet wound. Her eyes are rolled back white. Zeke SCREAMS.

Marybeth acting fast, rips open her book bag, she pulls out the large container of SKAT. She opens it and pours it out all over Principal Drake.

Principal Drake's body erupts in spasms. After a moment--her body goes lifeless.

STOKELY

We got her.

PACEY

Yes.

But Zeke and Stan are a little less sure.

STAN

C'mon. Let's check and see if it worked.

They run towards the door. Zeke unlocks it as they file out.

EXT. GYMNASIUM - SAME

The rain is still misty. They look towards the football field, which is empty.

The last of the crowd can be seen in the distant parking lot.

The Brun County School Bus pulls out of the parking lot.

STOKELY

This better have worked, or there's gonna be a lot of infected people heading home.

The rain continues down. In the near distance, a FIGURE can be seen moving towards them. Suddenly, the Coach comes into view.

PACEY

I think it worked.

Stan moves in front, meeting up with the Coach. Suddenly, A CRASH OF THUNDER. The rain starts pouring down in droves.

STAN

Hey, Coach Willis.

(CONTINUED)



CONTINUED:

COACH WILLIS

Stan. What are you doing here?

The Coach stands in the rain like it's nothing. He doesn't even notice.

STAN

I came to root you guys on.

The Coach's head goes slack. It drops back and his mouth opens. Feelers sprout forth, lapping up the water. Zeke's turns to horror.

It is a hideous and sickening sight. He backs up, to the others. They see it too.

Suddenly more emerge from the Coach's eye sockets, nose and mouth. Long stingers that slap about the face, thriving in the down pour. Suddenly, Mrs. Olson and Mr. Tate appear behind him.

He appears disabled, as if the rain has taken control of them. Then, the feelers disappear and he turns to Stan.

ZEKE

Move it.

The five of them take off running back towards the gym.

INT. GYM - SAME

They race inside, SLAMMING THE DOOR SHUT. Zeke and Stan work together, securing it with chain and lock.

ZEKE

We're gonna need reinforcement.

Stokely and Marybeth look through the small glass window in the door.

ANGLE THROUGH WINDOW

Coach Willis and Mr. Tate and Mrs. Olson and others approach the gym. They move with assured confidence.

MARYBETH

If it wasn't Miss Drake--who?

STOKELY

It must be Coach Willis.

(CONTINUED)

CONTINUED:

ZEKE

It must, it must, it must--how do you know--shit--we don't know anything.

Stan appears with metal rods. Practice hoop stands.

STAN

I found these.

Pacey helps him. They slide them through the door handles, barricading themselves in further.

ZEKE

We should check all the doors. They're gonna try and get in.

STAN

Stokely come with me. You guys--take the pool. Pacey stay here.

The others disappear, leaving Pacey alone in the foyer of the gym. He looks through the window.

ANGLE THROUGH WINDOW

Nothing. The faculty has disappeared.

BAM!

A tentacled face comes CRASHING against the window. Pacey LEAPS back. It's Mrs. Olson. Slithering and horrific, the face slides out of view.

CUT TO:

INT. POOL AREA - SAME

Stokely and Stan are in the pool room. A completely separate and isolated section of the gymnasium.

They check the exit doors. Locked and secured. They move to a small office door.

CUT TO:

INT. GYM - SAME

Zeke and Marybeth are atop the wooden bleachers, checking the steel wired windows that line the walls. They look out onto the football field.

ANGLE THROUGH WINDOW

(CONTINUED)



CONTINUED:

Coach Willis is seen conferring with Mr. Tate. They stand, soaking up the rain.

Marybeth is chilled to the bone. She moves in close to Zeke. His arms find their way around her.

MARYBETH

Look at them, they're feeding.

ZEKE

They're getting stronger.

CUT TO:

INT. GYM ENTRANCE - SAME

Pacey stands alone, in front of a trophy case.

A THUMP behind him. Pacey spins around, peering into the dark gym.

PACEY

Who's there?

A moment and then Stokely and Stan appear. Zeke and Marybeth right behind them. Zeke moves for the door, keys in hand.

ZEKE

I think there's some SKAT in my car.

PACEY

Are you sure?

ZEKE

No. But it's worth checking.

STAN

I'll go with you.

MARYBETH

Me too.

ZEKE

No, you're better off here. I'll be back.

STAN

You're gonna take off and leave us, aren't you?

(CONTINUED)

CONTINUED:

ZEKE

No--fuck. But if they get me--they'll only get me--you guys will still have a chance.

PACEY

We'll all go. We'll fight.

ZEKE

Don't let your newfound BRAVEHEART skills make you stupid.

STAN

No, we stay. Zeke's right. There's no telling what's out there. He can move better alone.

Zeke unhooks the door's chained lock, while Stan pulls the steel rod away. Zeke cracks the door, turning back to Marybeth.

ZEKE

(almost a whisper)

Seeya soon, Marybeth of Atlanta.

And with that, Zeke's gone. The door SLAMS SHUT. Pacey and Stan re-secure it as Marybeth calls after him.

MARYBETH

Be careful, Zeke.

She looks on, sullen, through the small paned window.

CUT TO:

EXT. PARKING LOT

Zeke races through the drenching rain. He looks about, there's no sign of anyone anywhere. He crosses the pavement to his car.

He slips inside.

INT. CAR - SAME

Inside the car, he REVS it up. Then, suddenly, something stops him. He looks through the rearview mirror, realizing someone could be in the back seat.

ZEKE

Fuck.

(CONTINUED)



100.

CONTINUED:

He doesn't want to but he turns around and lifts up, slowly, creeping up, looking into the back seat. It's empty. He takes a breath. The ultimate fake scare. He turns back around and....

shifts gears and peels out.

CUT TO:

INT. GYM - SAME

The others move about the gym entrance. Fidgety and tense.

STAN

He won't be back.

MARYBETH

Yes, he will.

PACEY

I hope.

A THUMP is heard from the darkness of the gym. They all turn. Stan races in. The others follow.

Shadowed light filters in through the windows high in the gym walls. All is deathly quiet. Except for the rain pelting down outside. Stan motions to the girls.

STAN

Stay here. Pacey, take that side.

Stan and Pacey split up, each taking a side of the gym.

ON PACEY

as he moves to the electric wooden bleachers that line the wall. He moves to their edge, peering under them. It's frighteningly dark. A jungled mesh of steel support braces.

PACEY

Hello? Who's there?

Suddenly, a FIGURE emerges, moving into the light. It's Molly.

PACEY

Molly?

She moves out into the open. A look of pure terror on her face.

(CONTINUED)



101.

CONTINUED:

MOLLY
Please, don't hurt me.

PACEY
It's me, Pacey.

She runs into his arms.

MOLLY
Oh, Pacey, what's going on?

Suddenly, Stan appears, yanking Molly from him, throwing her to the ground.

STAN
Watch out. She could be one.

Molly is horror-stricken and tear stained.

MOLLY
No, I'm not. Please, Pacey, tell him.

Pacey wants to believe her but knows better. He's seen too much tonight.

PACEY
I'm sorry, Molly.

CUT TO:

INT. GYM ENTRANCE - SECONDS LATER

Molly sits on the floor while Stan ties her hands behind her back. Stokely holds the gun on her. Molly CRIES UNCONTROLLABLY.

STOKELY
You make one alien move and you're fireworks--got it?

Molly nods her head. She looks pitiful and pathetic.

PACEY
Do we have to do this?

STAN
We can't take any chances.

PACEY
I know her. Okay? This is really her.

(CONTINUED)



102.

CONTINUED:

STOKELY

And when Zeke gets back with the drug
we'll test her.

Stokely is getting really anxious. She paces the floor.

STOKELY

So, what are we gonna do, just stay in
this gym forever?

STAN

You got a better idea?

Marybeth is looking through the door's small window.

MARYBETH

Zeke will be back.

CUT TO:

CUT TO:

EXT. SCHOOL PARKING LOT - NIGHT - A FEW MINUTES LATER

Zeke walks amongst rows and rows of school buses. He keeps looking behind him, watching his back. The rain has stopped but the night wind whistles between the buses. It's very creepy.

Suddenly, he hears FOOTSTEPS. He looks down under the buses. Sees nothing. He spots his car, moves to it. He goes straight for the trunk, pops it open. Looks inside. He withdraws two Bic pens. It's better than nothing. He pockets them when he hears VOICES.

He turns looks at the end of a school bus. A COUPLE are fighting. He moves closer, coming upon a SCRUFFLE between Mr. Tate and Miss Harper. He has her pinned to the side of the bus. She SCREAMS IN TERROR.

Zeke moves for her. It's obvious Mr. Tate is in the process of converting her. He races to help.

EXT. SCHOOL PARKING LOT - SAME

Zeke comes upon the struggle. He throws Mr. Tate off Miss Harper and grabs her by the arm. She looks up, surprised.

HARPER

Zeke!

(CONTINUED)



CONTINUED:

ZEKE

Hurry!

Zeke grabs her and they move to his car. He throws open the door and Miss Harper jumps in, followed by Zeke just as Mrs. Olson appears. She grabs Zeke. He wrenches her off him. He hops in, starts it up, turns to see Olson recovering. His window is open--he begins to roll it up.

HARPER

Hurry, Zeke, she's coming.

Zeke hits reverse and begins as the window rolls up--but Olson manages to thrust her hand in at the last moment--the glass catches Mrs. Olson's hand, closing on it. Her fingers get pinched in the window just as the car springs backwards.

Mrs. Olson's fingers are snipped off by the window, dropping to the floor of the car.

Miss Harper SCREAMS.

ZEKE

Fuck!

Zeke spins the car around and heads back the way they came.

Mrs. Olson, stands, watching them go, nursing his fingerless hand. Thin feelers whipping about in the knuckle slots.

INT. ZEKE'S CAR - SAME

Zeke careens the car out of the parking lot and down the school driveway entrance.

ZEKE (cont'd)

(to Harper)

You okay?

The Fingers under the seats sprout feelers and become wormlike. Miss Harper's hysterical.

HARPER

What's going on, Zeke?

ZEKE

We've been invaded by aliens.

The fingers crawl towards Zeke's feet.

(CONTINUED)



CONTINUED: (2)

HARPER

What?

ZEKE

I know it sounds nut but we have to find
the mother alien and kill it.

The Worms start up Zeke's leg.

HARPER

Can I help?

Miss Harper's voice is soft and quite calm. Zeke, confused, turns to a demonic Miss Harper just as she comes flying at him, arms outstretched. Zeke speeds up as Miss Harper lashes into him, her hands finding his throat. The Car rips through assorted signage roadside.

The car goes into a tailspin as Zeke fights off Miss Harper. She comes at him fast and focused. He slams her back against the seat.

Miss Harper recovers, looking very prim and poised. A smile invading her lips.

HARPER

You want me, Zeke, you know it.

She comes at him again, mouth open wide...

A WORM PROTRUDING FROM IT

Zeke, panicked, SLAMS on the brakes, sending Miss Harper crashing out the windshield and over the hood. She tries to hang on, but slides off the hood and is crushed under his tires.

He screams as he realizes he has worms crawling up his legs, he tears them off of himself and chucks them out the window.

He's driving silently now. Catching his breath.

He hears something, and turns the radio off. The car is making a strange knocking sound. It sounds as if something is stuck to the tire. It's hard to control the car. It's getting worse. He has to pull over.

CUT TO:



105.

EXT. ROAD - SAME

The car pulls over on the dark and lonely road.

INT. EL CAMINO - SAME

Zeke slides the car into park. He glances out all of the windows cautiously, then opens his car door.

He glances to see if anything is stuck in his rear tire. It's black as night back there.

He reaches into the back seat for a flashlight.

EXT. ROAD - SAME

The camera pushes in towards his open door. Zeke leans out and flashes the light past camera.

ZEKE POV

Nothing there. He flashes the light up a little higher. Nothing.

He hears a thump.

He flashes the light back down at the tire. Miss Harper's head is there where it wasn't before. It's severed but still moving from it's neck stump, being pushed along by it's own means of propulsion. Her face contorts with each movement, an evil rasp emanating from her slack mouth.

Zeke reaches around with his free hand and gently shifts the car into REVERSE.

He backs up rough and short, just enough to crack Miss Harper's head open with a sick POP. The blood and gore streak out from under the tire, as easily as if he'd crushed a giant pea.

He slams the car back in drive as he closes the door and there is Miss Harper's HEADLESS BODY standing in front of him, lit sickly by the white hot headlights.

He blasts past her as she headlessly watches him scream past, her fingers streaking blood across his window as he goes. Leaving her to wander headless in the night.

CUT TO:



INT. POOL AREA - MINUTES LATER

Stokely and Stan are in the pool area. Stan double checks the exit door to make sure it's secure. He, then, moves back to Stokely who stands next to the pool. The water glistens against their faces.

STAN

So tell me, in these books you read. INVASION OF THE PUPPET SNATCHERS and THE BODY...

STOKELY

THE BODY SNATCHERS, PUPPET MASTERS.

STAN

Okay. What happens Stokely? How do they defeat the aliens in the books? Maybe we can try the same thing? So far, they seem right on target.

Stokely remains quiet.

STAN (cont'd)

Is there some like basic sci-fi thing we're forgetting to do that will easily wipe out these aliens? What happens in the books?

STOKELY

They get us. We become them. They win. We lose.

Stan lets this sink in.

STAN

Quitting football doesn't seem like such a big deal anymore, does it?

Stokely moves close to him. A certain sexuality exists between them.

Stokely grabs Stan and kisses him, long and hard. Years of passion existing in her lips. They break apart. Stan looks at her, pleasantly stunned.

STOKELY

I just don't want to never have done that.

CUT TO:



INT. GYM ENTRANCE - SAME

Molly sits tied and bound near the front doors. She is alone and trying desperately, yet quietly, to loosen her straps.

INT. GYM - SAME

Pacey and Marybeth wait it out atop the bleachers. They sit quietly with each other. Pacey is turned away from Marybeth, sitting several rows down, sprawled out along the bleacher.

MARYBETH

God, I am so over this.

PACEY

Me too.

MARYBETH

No, I'm really over this.

PACEY

They're gonna get us, aren't they?

Marybeth ignores that question. She doesn't like the sound of it.

PACEY (cont'd)

Aliens in high school. And all this time I thought the only alien was me.

MARYBETH

What?

PACEY

I know the way people see me. I know how I see myself. I'm that guy--there's one of me in every school. The class wuss--I got caught picking my nose in the first grade and I've had to live with it for the last eight years of my life. I'm the guy who's sole purpose is to let all the others feel better about themselves.

MARYBETH

You're not any of those things, Pacey. You don't have to be.

PACEY

What happens when the aliens get you. Do you become someone new? Do you lose who you are? I've always hated who I am-- maybe the alternative is not such a bad thing.

(CONTINUED)



CONTINUED:

MARYBETH

Maybe...

PACEY

He seems to have a reversal effect.
Maybe it could do the same for me.

MARYBETH

No one sees you worse than you see
yourself.

Pacey breaks from his intensity. He looks to the exit doors.
Suddenly, puzzled.

PACEY

How come they're not coming in?

MARYBETH

What do you mean?

PACEY

They could get in here if they really
wanted to. How come they're not coming
in?

MARYBETH

Maybe because they're already in.

Something is strange about Marybeth's responses. Maybe it's
the fact she has completely lost her southern accent.

Pacey turns to her just as...

A HUGE, GROTESQUE TENTACLE

whips out at him in a lightning move...striking him, sending
him tumbling down the bleachers. He lay hurt and stunned,
looking up to see...

MARYBETH

her left arm is no longer an arm. It's been replaced with a
huge, hideous tentacle.

PACEY

No...

Pacey watches in UNSPEAKABLE HORROR as...

MARYBETH TRANSFORMS

(CONTINUED)



CONTINUED: (2)

Her body begins to shiver a moment. As feelers begin to seep from her mouth, her eyes...every orifice as her head begins to bulge...her neck stretching, elongating as her mouth opens wide...wider giving way to something else.

FROM HER MOUTH

comes a bulbous matter. Suddenly her whole body begins to gyrate and differentiate as her two arms stretch forward, joining her legs as they push out and redefine themselves.

Her skin changes shape, color, texture...it becomes gray...opaque.

Marybeth's head disappears into the neck of the thing giving way to it's new incarnation. A rounded head with a huge mouth with stickily feelers that slap about it.

A fold of skin lifts revealing three piercing eyes. The neck expands then subsides, attached now to it's new body. A torso connected to four worm-like legs.

Pacey watches in horrified silence as the Creature takes a step towards him. It moves like a spider...scurrying down the bleachers.

One of the THING'S tentacles lengthens, stretching out, whipping up to the ceiling, to the rafters above the court. It wraps around a beam and pulls.

The THING, like lightning, disappears into the rafters. Pacey stands, staring up. Terrified. He watches at it moves through the rafters, swinging from beam to beam. Pacey bolts to...

INT. GYM ENTRANCE - SAME

He immediately sees Molly, sitting on the floor still tied up.

MOLLY

Pacey? What's happening?

Pacey wastes no time. He runs to her, rips loose her bindings.

PACEY

It's coming. It's fucking Marybeth.
She's the mother.

Molly looks to the doors that lead to the gym. She hears this loud noise.

(CONTINUED)



CONTINUED:

Pacey races to the doors. Slams against them. Molly, now free, joins him.

MOLLY
Where are the keys?

PACEY
Fucking Zeke has them.

MOLLY
What do we do?

Pacey leads her to the gym door entrance.

PACEY
We gotta find the others.

MOLLY
Pacey, I'm scared.

PACEY
C'mon.

Pacey leads her back into the darknes...into the...

INT. GYM - SAME

The gym is deadly quiet and dark. The THING could be anywhere. Suddenly, THUMP behind them. Molly turns to see something rushing her. A basketball comes bouncing out at her from the darkness. She SCREAMS.

Then, another comes at Pacey. It rolls eerily by him. They stand there tense and frightening. Another ball comes, this is times fast and furious. It hits Pacey knocking him to the ground, sending sliding across the floor.

Molly moves to him, reaches down to help him up when...

A LARGE TENTACLE WHIPS OUT OF THE DARKNESS grabbing her and YANKING her entire body back where it came. It happens so fast and sudden there isn't time for Pacey to register what even happened. Only when he hears a final DEAFENING SCREAM erupt from Molly does he know.

Pacey jumps to his feet, wasting no time. He peels out, racing down a long hallway that leads to other parts of the athletic center.

CUT TO:

111.

INT. POOL AREA - SAME

Stokely and Stan hear a noise...they stop in their tracks.
It's a SLIGHT RUMBLING from above.

STAN
What was that?

They look above when suddenly,
AN EXPLOSION ERUPTS ABOVE THEM.

The sound of splintered wood and crushing brick. Then,
movement above them. They look up to the dark rafters that
comprise the room's ceiling. They can hear something,
travelling, moving above them.

STOKELY
What is it? Jesus, Stan, what is it?

STAN
I think it's IT--you know--just IT.

Stokely and Stan stand, paralyzed...petrified.

The CAMERA PANS to Stan to Stokely then back to Stan, then to
Stokely...then back again. Only this time Stan is gone.
He's just vanished.

STOKELY
Oh God.

She looks around. A sick feeling overcoming her.

STOKELY
Stan? Stan?

It's as if he disappeared into thin air and then, from
above...

STAN'S BODY FALLS, hitting the floor with a sickening THUD.
Stokely SCREAMS, running to him.

Stan is dead, his body CRUSHED. Stokely looks down in horror
as more NOISE comes from above. Then, an ENORMOUS SPLASH
from the swimming pool. She turns to the pool. The water
rings, but then stills.

STOKELY
Oh God, no...

She runs to the exit door. She turns and BEATS on the door.
It's chained and locked. It won't budge.

(CONTINUED)



112.

CONTINUED:

Suddenly, something grabs her, spinning her around, she SCREAMS to find...

PACEY

horrified.

PACEY

We gotta get outta here.

STOKELY

How?

The move back toward the pool. Stokely doesn't notice the tentacle that slowly stretchs across the swimming pool, inching towards her, circling her ankle until...

IT YANKS

Pulling her by the leg, dragging her into the swimming pool. She SCREAMS, thrashing about, coming up for air. She looks up to Pacey when behind her...

A HUGE SPLASH IS HEARD as the alien enters the pool with her. Stokely treads in the center of the pool.

PACEY

Hurry! Swim Stokely.

Stokely starts for the ladder. She moves, terrified, not knowing where the alien lurks below her.

She almost makes it to the side when Stokely is completely dragged under. Pacey races to the side.

PACEY (cont'd)

STOKELYYYYY!

A moment and then STOKELY'S HEAD POPS UP

in the middle of the pool. She's GAGGING and COUGHING. Treading water...she looks about her. No sign of the Thing.

PACEY

Swim.

Pacey looks about. He spots a barrel of pool chlorine against the wall. He goes for it.

Stokely makes a break for it, her arms moving as fast as she can. But she's having difficulty. The water appears thick as long feelers have sprouted and taken over the pool.

(CONTINUED)

CONTINUED: (2)

Stokely is terrified as she realizes this is very much like the aquarium in Biology. She reaches the ladder at the side of the pool. She steps up, crawling out when...

A HUGE TENTACLE APPEARS

wrapping itself around Stokely...

She holds onto the ladder for dear life. Pacey runs to her aid, his arms outstretched, ripping open the chlorine container, slinging it, sending it flying into the pool. He reaches for Stokely...

just as the alien goes crazy, writhing and splashing around in the pool. Large ocean waves whish about.

Stokely lie beside the pool, unconscious. Pacey moves to her.

PACEY (cont'd)
Stoke? C'mon...Stoke...

She starts to come to. She lifts up, immediately terrified.

PACEY (cont'd)
We gotta get outta here.

He helps her to her feet when the alien lunges out of the pool and back into the rafters. It moves above them.

PACEY (cont'd)
Runnnn...

They split up, going in different directions. Pacey spots the Coach's office while Stokely makes a break for the locker room.

INSIDE THE LOCKER ROOM

Stokely races through the locker room, passed rows and rows of lockers. She reaches a corner, a dead-end. She stops when she hears a...

CREAK! The sound of the locker room door opening. She hears footsteps. Stokely goes deadly silent, listening. She sees a shadow appear alongside a row of lockers. The shadow appears to be a human figure.

ZEKE
Hello?

Stokely steps out.

(CONTINUED)

CONTINUED: (3)

STOKELY

Zeke. Over here.

Zeke comes forward. A SKAT pen in his hand. He looks to Stokely when Marybeth appears behind him.

MARYBETH

Watch out--it's her.

Zeke whips about. He's standing directly between the two of them. He looks back to Stokely.

STOKELY

No, don't believe her--it's her. She's the one.

Marybeth stands in the darkness. She's nude.

MARYBETH

She attacked me. She killed Stan. Please Zeke.

Zeke turns to her.

ZEKE

What's going on?

STOKELY

Please, Zeke...it's her.

Zeke stands between the two, not knowing who to trust. He whips back and forth between the two.

MARYBETH

She's lying. She's trying to fake you out. We don't know what she is? Gay? Straight? Alien?

Marybeth stands calm and poised. Zeke takes note.

ZEKE

Answer me something, Marybeth. Why are you naked?

Marybeth eyes him. She steps more into the light.

MARYBETH

Does it bother you, Zeke? My body...I'm getting kinda used to it myself. Poor Marybeth Louise Hutchinson. She was all alone. She lost her parents. I identified with her completely.

(MORE)

(CONTINUED)

CONTINUED: (4)

MARYBETH (cont'd)

Her world had collapsed in Atlanta and she was looking for a new home. Very much like me. I really like my new body, Zeke. Do you like it? You must. You ruined it for everyone, Zeke. When you gave me the fake drug test--that was sweet of you to bond with me. It was so typical of your species. So smart but utterly incompetent. Will it work again, Zeke? Do you like what you see?

Zeke can't help but stare at Marybeth's breasts as she runs her hand along them, tracing them sensually. She takes a step towards him.

ZEKE

You fuckin' stay back.

MARYBETH

Don't you want me, Zeke? I can feel your hormones pulsating. Even in your worst moment of fear you can't control them. They have a life of their own.

Zeke moves back towards Stokely. He looks back to Marybeth and she's gone.

STOKELY

I told you.

ZEKE

Let's get the fuck outta here.

STOKELY

Not so fast.

Just then, Stokely rips forward, mouth agape, a worm protruding from it. Stokely's body lunges forward when Pacey appears from behind, grabbing her, sending her body slinging into a wire equipment cage. He leaps on the door, locking it.

Inside, Stokely goes berserk, her body writhing about, back and forth clawing at the cage. Feelers have half sprout all over her body. She looks hideous.

Zeke turns to Pacey.

PACEY

C'mon. Let's get Marybeth.

Zeke holds up the Bic pen.

(CONTINUED)

CONTINUED: (5)

116.

ZEKE

Take it.

Pacey takes it.

ZEKE (cont'd)

No, sniff it.

PACEY

You're outta your mind. And I need mine.

ZEKE

No, I'm not taking any fucking chances. I leave for five minutes and everyone's a fucking alien. Now if I have to MEN IN BLACK your ass--you're gonna fucking sniff this.

They don't have time to waste. Pacey grabs it, sniffs it.

PACEY

Happy?

A moment as Zeke watches him. Closely. Suddenly, a NOISE from the other side of the locker..

PACEY (cont'd)

Shit! She's back.

They move down the row of lockers, not seeing the SHADOW against the wall. It is Marybeth's SHADOW. But not for long. The shadow changes shape. It goes from the feminine figure of a young woman to the hideous grotesque creature in seconds.

Pacey and Zeke move down a row of lockers when they hear something moving around them.

ZEKE

Where is it?

PACEY

I don't know.

Pacey turns to look behind him, he's feeling groggy from the drug.

PACEY (cont'd)

Jesus! I'm fucking seeing two of everything.

When he turns back around--Zeke's gone.

(CONTINUED)

CONTINUED: (6)

PACEY (CONT'D)
Zeke? Zeke?

Pacey moves around the corner of the lockers. He shakes his head, trying to find sober clarity when...

ZEKE'S BODY COMES FLYING AT HIM. They go SLAMMING into the lockers, sliding to the floor. Pacey jumps up to see Zeke's limp body on the floor. He leans down, checks Zeke out.

PACEY (cont'd)
C'mon, buddy...get up.

Suddenly, a sweet Georgia accent fills the locker room.

MARYBETH
Where are you, Pacey?

Pacey tries to quiet his TERRIFIED BREATHING.

MARYBETH
Poor Pacey. The class wuss. Loser. His little penis taped to the wall for all the world to see.

A SHADOW bounces across Pacey's face. He jumps up and moves to another row of lockers, leaving Zeke.

MARYBETH
I can change all that, Pacey. You never have to be afraid again. Think about it. A life without fear. A society without guns and violence and drugs. It'll be a perfect world. Fearless.

She's getting to him. Pacey is losing it. He looks about madly.

PACEY
But you're afraid. That's why you're here, isn't it? You didn't want to be alone anymore, did you?

Silence. He's touched on a truth.

MARYBETH
Please, Pacey. Be my new family.

Her voice is whimsical...sweet.

PACEY
No. I rather be afraid.

(CONTINUED)



CONTINUED: (7)

MARYBETH

Really? Is that what you want? To go back to your poor, pathetic high school existence? Let me change all of that. Let me give you a new life.

PACEY

I can take care of my old one fine, thank you.

MARYBETH

Then have it your way.

ON PACEY

Pacey listens. He starts out when he sees the Creature's shadow move against a locker. He falls to his knees, trying to hide. Waiting. He watches, in silent horror, as the Creature's neck elongates and its head rises up and over the entire row of lockers.

The Thing knows he's there, its eyes pierce him. Pacey looks up, sees it, then bolts, shooting for the locker room door.

Pacey moves down a row of lockers. He sees Zeke's body slumped in a heap on the floor. He goes to him. Spots the Bic pen and grabs it when he hears an ENORMOUS MONSTEROUS WAIL ECHO through the locker room. Pacey stops in his tracks, leaning against the equipment cage. Suddenly, something grabs him from behind.

It's Stokely, still trapped in the cage.

STOKELY

He's over here.

Pacey tears through the locker room door and into...

INT. GYM - NIGHT - SAME

Pacey comes bolting out of the locker room door, he doesn't look back when the locker room door bursts apart at the Creature's touch.

Pacey bolts, moving across the basketball court. He turns, to see the Thing slithering across the floor. One of its tentacles SLINGS forward, wrapping itself around Pacey's leg, reeling him in. Pacey slides across the floor, KICKING and SCREAMING. He loses the Bic pen as it drops to the floor. His hands flail about as he tries to recover it. His body squirms like a hooked fish, until the Creature stands over him.

(CONTINUED)

CONTINUED:

Pacey lies directly underneath the Creature, it's four legs on every side of him, caging him in. The Creature's head appears on it's snake-like neck, twisting under and moving close to Pacey's face.

The Creature is face to face with Pacey. It's slimy feelers slap about, grazing his cheeks. Its mouth opens as two long worm-like tongues spit out...

Pacey eyes the Creature's torso...it's belly where the skin is so translucent, you can see through it. Thousands of small slugs swim about...some breaking the surface of the skin, then diving back under like dolphins in the ocean.

Several fall onto Pacey. They disappear inside his clothing.

Pacey finds the Bic pen, he brings it up to the Creature's eye, but the Creature dodges. Pacey misses. The slugs are invading Pacey's body. He can feel them. He starts SCREAMING and WRITHING about. Pacey rolls away from the Creature.

Pacey stands upright and runs, picking at the slugs imbedding in his skin. The Creature charges for Pacey, tearing at him.

Pacey eyes the bleachers. He goes for them, diving under them...hitting the electric lever on the wall as he goes.

KABOOM!

The electric bleachers begin to close...recoiling up within each other.

UNDER THE BLEACHERS

Pacey races through the maze of metal that comprises the underlining of the bleachers.

He sprints, dodging the steel braces as they snap flat around him. He looks behind him to see...

THE CREATURE

right behind him, trafficking the folding bleachers as well.

Pacey runs the length of them, trying to get to the other side before they close completely.

The bleachers are almost completely gone. Space is tight. Pacey LEAPS in one final jolt of adrenaline. He makes it, flying..SMASHING into the gym wall.

(CONTINUED)

CONTINUED: (2)

He turns to see the Thing just as the last bleacher snaps closed, SMASHING THE CREATURE FLAT. Only it's head escapes, stretching forth, coming at Pacey, who meets it dead center with the Bic pen, imbedding it, with warrior force, right in the Creature's middle eye.

The Creature goes mad, it's head convulsing and shaking. An unfathomed SCREAM erupting from IT'S mouth.

A long moment as the Creature finally comes to a still...dead. Pacey looks down, the slugs on his body fall away. Dead too.

Pacey stares a long hard moment until he's completely satisfied the Creature is dead.

Then he rises to his feet. He goes racing toward the locker room.

INT. LOCKER ROOM - SAME

Pacey moves to the equipment cage. He looks down to see Stokely lying on the floor, unconscious. A dead slug lay at her nostril.

Pacey unlocks it, moves inside, touches her.

PACEY

Stoke?

Stokely stirs. She's alive.

STOKELY

Jesus, Pacey--is it over?

PACEY

Yeah. Are you okay?

STOKELY

I think so. You can't feel them, Pacey. When they're in you--you can't feel them. You don't know they're there.

Stokely hugs Pacey. He helps her up when...

A BODY COMES CRASHING AGAINST THE CAGE.

Pacey and Stokely SCREAM in terror. They look up to see Zeke, in pain, clutching his wounds.

Pacey smiles, happy to see him. They all share a moment, looking at each other.

(CONTINUED)

ZEKE

Is it over?

PACEY

Yeah. It's over. We won.

STOKELY

But how do you know for sure? In the book, we didn't win.

ZEKE

I think it's time to read another book.

PACEY

Yeah, I'm with him. Change genres. A nice Danielle Steele or Judith Krantz.

Zeke helps them out of the cage and as they move out of the locker room...Stokely stops them.

STOKELY

I had it in me and I didn't know it. How would we know?

ZEKE

If you don't know--what does it matter?

They look at each other. Intensely. Zeke's last words echoing.

EXT. JEFFERSON HIGH SCHOOL - DAY

Another school day. STUDENTS come and go. The school is alive and well.

SUPERIMPOSE: ONE MONTH LATER

INT. SCHOOL CORRIDOR - SAME

A sea of students. The CAMERA comes upon TWO GIRLS waiting in line at the water fountain.

GIRL #1

I am so sick of those reporters hanging around.

GIRL #2

When are they going to find a new story? They have milked our little high school massacre to death.

GIRL #1

Tell me about it.

A boy is leaning down at the fountain, lapping up water. It's Pacey. He stands upright, wiping his mouth. They see him.

GIRL #2

Hey, Pacey, you're fan club's outside again.

PACEY

Network or local.

They shrug. Pacey walks on. As he leaves he hears...

GIRL #1

He's so cute.

CONTINUED:

Pacey smiles, moving on. He sees Molly at her locker. He comes up behind her, grabs her, spins her around. He plants a huge kiss on her lips. She returns the kiss.

PACEY

Hey, Molly, wanna catch a movie tonight?

MOLLY

Sure.

She looks at him deep and hard. Pacey moves in to kiss her again.

PACEY

Great. Seeya later.

He turns, moving down the hallway, saying hello to different students as he goes. Molly just watches him. Her face intense. Questionable.

CLOSE ON Pacey's face. It's very different now. Stronger. More confident. Fearless even. He continues down the hallway and...

BLACKOUT!