

THE GOOD, THE BAD, AND THE UNDEAD

by

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FADE IN:

OPENING SEQUENCE: THE OLD WEST

We open on an old-fashioned map of the United States circa 1870. It is striking not only for what was marked as the territorial borders and boundaries of the day but also what remains unmarked. The west is still wild, unexplored, and vast. An old cowboy narrates our introduction, his voice full of whiskey and leather.

NARRATOR (V.O.)

The Old West of the 1870s was a dangerous place.

SMASH CUT TO:

SERIES OF SHOTS

A fast-edited montage of tintypes from the Civil War era, emphasizing the violence and gore of the times. Young soldiers in blue and grey uniforms missing their arms and legs. Boot Hill-style cemeteries lined with rows of nameless graves. Dead outlaws propped up for viewing in pine boxes on town streets. Indian raids.

NARRATOR (V.O.)

The Plains Indians had been attacking white settlers steadily for twenty years. Congress responded with the Chivington Massacre, the march on Little Big Horn, and the Indian Appropriations Act.

SERIES OF SHOTS

Scenes of horror. U.S. Cavalrymen slaying native women and children. Indian braves scalping white pioneers. The Trail of Tears. Wounded Knee.

NARRATOR (CONT'D)

History refers to the Native uprising that followed as the Ghost Dance movement. And while much of the violence that defined this time is recorded for posterity, much more is not.

FADE TO:

EXT. ARIZONA TERRITORY - DAY

Dawn in the Sonoran desert. Nothing around but chaparral and scrub for miles of untold miles.

NARRATOR (V.O.)

The maps of the period labled the
West as the Great American Desert.
It was a place that few ventured
into and even fewer returned from.

Into frame ride FOUR MEN ON HORSEBACK. They move slowly,
their lean forms casting long shadows on the vast and empty
sand.

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

And if you ever got lost in this
lonely place, you would die slowly
of thirst and insanity. And no one
would ever find your dried-out, sun-
bleached bones.

The men ride closer. Their clothes are dusty but their guns
are clean and polished, glinting in the desert sun.

The man in the lead is JOE FIELDS, his blue eyes watchful and
his face lean and chiseled beneath the brim of his worn felt
hat.

Behind him is an Irishman named DECLAN O'SHAUGHNESSY, his
easy grin betrayed by the long-barreled Colt that rests in
the quickdraw holster at his waist.

Third in the procession is ZEKE FREEMAN, a black man in a
blue Union Cavalry jacket that he earned along with his
freedom through trials of blood and sacrifice.

And in the rear is CUTTER, a big man with eyes set a little
too close and a grin full of stubby yellow teeth above his
thick, fat neck.

In the distance is a pueblo surrounded by low adobe walls.
Horses drink from an old wooden trough. One of them has
bright feathers braided into its mane.

JOE

That's his horse. The dappled
stallion.

The four men ride slowly towards the pueblo.

EXT. PUEBLO - MAIN STREET - DAY

The street is empty except for a few old mestizos with donkey-led carts and several laughing children. The children stop laughing as the men approach, and their parents grab them and haul them inside. Doors slam shut, shutters are pulled tight against windows.

There's a cantina at the end of the street and the men converge on it. JOE reaches into his vest and pulls out a wanted poster.

JOE

This is the one we want.

On the poster is a crude drawing of an Indian with black eyes. This is the Apache known as COLD RAIN, a murderous savage by any estimation and the scourge of the mountains and plains. Cross him at your peril, for he will take your scalp, slit your throat, and steal your life.

JOE (CONT'D)

Like I said, we only get paid if we bring him back breathin'. Which means he ain't worth nothin' with a bullet between his eyes.

He pulls a shotgun from the sling at his saddle and checks his load.

JOE (CONT'D)

The rest of his men don't receive the same privelege.

The other men draw their own weapons, spinning the cylinders of their revolvers.

JOE (CONT'D)

I'll take the low rooftop up yonder. Freeman and O'Shaughnessy go in through the front. Cutter, you take a position around back and don't you dare let nobody past you.

He slides off his horse and adjusts his hat against the sun.

JOE (CONT'D)

Let's go.

EXT. CANTINA - DAY

DECLAN and ZEKE approach slowly, taking up positions on either side of the the cantina's narrow door.

The place is empty except for the table at the back. Seated along the low wooden benches are five APACHE WARRIORS in buckskins and leather. At the head of the table is their target, COLD RAIN.

DECLAN
You ready?

ZEKE
Yeah. Smoke 'em out.

He jumps through the door and hits the ground fast, rolling as he fires. His bullet catches the nearest Apache in the chest, knocking him out of his seat.

DECLAN steps in behind him, taking advantage of the confusion to get a bead on the two men closest to COLD RAIN. He fires two shots and they drop.

The three remaining are now on their feet. The biggest one raises his Winchester, getting ZEKE in his sights.

DECLAN
Rifle.

ZEKE
I see it.

ZEKE puts a bullet between the rifleman's eyes before he can get off a shot. He slumps to the ground as COLD RAIN and another Apache run for the exit.

DECLAN takes aim and shoots the running man in the back of the head. Blood splatters the side of COLD RAIN's face but he keeps moving, vanishing around a corner at the back of the cantina.

DECLAN
Dammit.

ZEKE
Where is he?

DECLAN
Heading for Cutter.

CUT TO:

EXT. CANTINA - BACK DOOR

CUTTER crouches in the dirt, his finger toying with his pistol trigger as COLD RAIN approaches the doorway.

COLD RAIN reaches the door and is about to step through-- when he sees CUTTER's shadow outside. He stops and kicks the door open and it swings wide into CUTTER's face.

CUTTER

Shit--!

He drops his pistol as COLD RAIN sprints past him.

CUTTER (CONT'D)

No you don't, you damn savage.

He grabs COLD RAIN by his long black hair, yanking him back. The Indian fights to free himself but CUTTER grabs him around the neck, drawing a knife from his belt and placing it against COLD RAIN's throat.

CUTTER (CONT'D)

You see that? That's a genuine
Mohawk scalping knife. But it also
works on goddamn Apaches.

He presses the knife in, drawing a thin line of blood. COLD RAIN puts his head down-- and bites.

CUTTER (CONT'D)

AAOWWW!!!

CUTTER's grip loosens and COLD RAIN breaks free, wrenching the knife from CUTTER's grasp and slamming it point-first through the toe of his boot. We expect CUTTER to scream... but instead he just stands there, grinning.

CUTTER (CONT'D)

You think that hurt?

He pulls his pant leg up over his boot, REVEALING A ROTTED WOODEN LEG BENEATH.

CUTTER (CONT'D)

I'll show you hurt.

He lunges again. COLD RAIN takes a quick step back and CUTTER falls to the dirt, the knife in his boot holding him fast.

CUTTER (CONT'D)

Sunuvabitch!

COLD RAIN runs off down the dusty street. DECLAN and ZEKE arrive just in time to see CUTTER cursing and straining at the knife in his boot.

ZEKE
What happened?

CUTTER
Shut up!! He went that way!

They turn and run after COLD RAIN.

EXT. PUEBLO - MAIN STREET - DAY

The shadows along the storefronts make for good cover, and DECLAN and ZEKE approach cautiously.

ZEKE
Split up?

DECLAN
Yeah. I'll take north.

They separate and fan out along opposite sides of the street. The place is quiet and eerie, the townsfolk having long since disappeared inside.

DECLAN moves up the far side of the town square. He peeks around corners and inside shop windows, his hand flexing on the grip of his revolver.

Suddenly there's a rustling from behind. DECLAN spins around just in time to see COLD RAIN step from the shadows, swinging a wooden plank.

It hits DECLAN hard, sending him reeling into a stack of wooden crates which collapse on top of him.

ZEKE
Jesus--!

ZEKE runs back across the street and hauls the crates aside, pulling a groaning DECLAN back to his feet.

DECLAN
(holding his head)
Sneaky bastard...

ZEKE
You see where he went?

DECLAN

No...

Outside the walls of the pueblo, a horse whinnies. DECLAN and ZEKE look at each other.

ZEKE

Shit.

EXT. PUEBLO - BY THE HORSES

COLD RAIN crouches by his stallion and undoes its tether from the rail. He looks around quickly then jumps into the saddle, spurring the horse to top speed.

He rides low as the mud walls fly past, his long black hair flying free behind him. There's no sign of the bounty hunters anywhere.

He grins as he passes the last of the town buildings-- when out of nowhere the butt end of a shotgun swings out like a bat, hitting him square in the chest. He falls from his saddle and crashes to the ground.

His vision goes blurry. When it clears, JOE is standing there.

JOE

Cold Rain, you are hereby accused
of murder and served warrant to
stand trial in the court of the
California territory. And I'm the
man who's gonna make sure you get
there just alive enough to die.

JOE swings the shotgun around and slams it into the Indian's skull. The blood seeps down into COLD RAIN's dark eyes, and his vision fades to black.

FADE TO:

EXT. DESERT - DAY

Late afternoon. The sun sits low in the sky, its harsh light making deep shadowy pools of the saguaro. The four bounty hunters ride slowly across the hot, dry earth, sipping from old army canteens. COLD RAIN is tied to CUTTER's saddlehorn with a length of rope around his neck, his hands bound tightly before him.

JOE pulls an expensive gold pocketwatch from his jacket, checks the time, and closes it again.

CUTTER

What time is it, Joe?

JOE

'Bout two hours since the last time you asked.

CUTTER

Well, not all of us have got fancy timepieces like the one you got in your pocket there.

JOE

Well, that's 'cause not of all us focus on what's important instead of asking pointless goddamn questions all the time.

CUTTER

What's so pointless about askin' what time it is?

JOE reaches into his vest and pulls out the faded yellow WANTED poster. Beneath the drawing of COLD RAIN is a bounty listed at \$5000.

JOE

You see that number? That's the only number you need to be concerned with. Not the time, not the date, not how many miles we rode since sunup, not how many miles we got left to ride. You get paid when we get the Indian to San Francisco and nothin' else matters 'til then. You got that, Cutter?

CUTTER frowns and looks away. JOE glares at him.

JOE (CONT'D)

I said, you got that?

CUTTER

Yeah, I got it.

JOE

How about the rest of you?

ZEKE

Yeah, boss.

DECLAN

Yeah.

JOE

Good.

He stuffs the wanted poster back into his vest, satisfied.

JOE (CONT'D)

Now since you're all bein' so agreeable, I'll tell you that I mark our position about a hundred miles south of Nevada territory. Long as the weather holds up through the pass, we'll be lookin' at a three-day ride.

CUTTER looks down at COLD RAIN, who shuffles beside the horse trying to keep up.

CUTTER

You hear that, Injun? A three-day ride. Well, for those of us who ride, anyway. You're lookin' at a three-day stroll!

He laughs. COLD RAIN ignores him.

CUTTER (CONT'D)

You hear me, boy? I said a three-day stroll!

CUTTER frowns and kicks COLD RAIN in the face. The Indian falls to the dirt but gets up again quickly, glaring at CUTTER with hate in his eyes.

CUTTER (CONT'D)

Heh. Better get used to that rope around your neck.

ZEKE shakes his head and spurs his horse, putting as much distance as he can between himself and CUTTER.

ZEKE

I don't know why Joe puts up with that animal. Third run he's been on and all he does is complain.

DECLAN

Not easy to find men who'll do what we'll do. Not for what Joe pays, anyway.

ZEKE
That's a fact.

He takes a stiff drink from a leather flask in his vest and offers it to DECLAN.

ZEKE (CONT'D)
So why you do you keep doing it,
then?

DECLAN
What, running bounties?

ZEKE
Yeah.

DECLAN
Somethin' else you think might suit
me better?

ZEKE
You tell me. You're a smart man.
Smarter than most of the guys I've
rode with, anyway. And you ain't on
the run, as far as I know. So I
guess I just figured you woulda
long since left a job like this
behind.

DECLAN
Let's just say I got a little
problem with money. Or maybe it has
a problem with me.

He takes a pull from the flask and hands it back.

DECLAN (CONT'D)
Why do you keep doing it, then?

ZEKE
Me?

DECLAN
Yeah.

ZEKE
Well, let's see. I can't hardly
read and I can't hardly write. All
I know how to do is shoot guns and
drink whiskey. Oh yeah, and I'm a
nigger. Let's not forget that.

DECLAN

Wait, you're a nigger?! Aw, forget it then. I quit.

ZEKE

Funny. But it ain't right. I joined Lincoln's army and I fought for my freedom. Only to find out that all I'm really free to do now is to starve to death and to sleep in the rain. Ain't free to work, that's for sure.

DECLAN

Hmmph. Work. The only work back in Ireland is hauling peat from the bog and drinkin' the consumption away. When I came here I was promised a fair wage for every man that I killed. And kill 'em I did, Zeke. And found out there ain't no fair wage for taking a man's life.

He shakes his head sadly.

DECLAN (CONT'D)

We're all here for the same reason. Killin' for gold. Nothin' left to go back to. And no way to go back, besides. But my lucky day's comin', Zeke. I can feel it. And when it does, I'll be gone with the breeze.

They ride for a while in silence as the shadows grow longer across the trail.

EXT. DESERT - EVENING

The sun slips down past the horizon. The air drops twenty degrees within a matter of moments and the men turn up their collars against the chill.

JOE

Right here'll do fine. Unpack the horses and go gather some kindling, unless you wanna wake up with your balls froze blue in the morning.

CUTTER

Hell, Joe, my balls ain't gonna get no bluer.

(MORE)

CUTTER (CONT'D)

But I know a slant-eyed girl up in
Frisco who'll be happy to pink 'em
up again!!

He laughs and lays out his bedroll. A few moments later a
fire is burning. The men sit around it, eating beans from
dented tins and stretching their legs from the ride. COLD
RAIN sits by the horses, watching them, hungry and tired.

JOE

So, the trail takes us North
through the Superstition mountains
and then cuts around West to the
bay. Sound good to you boys?

DECLAN and ZEKE nod. CUTTER shrugs, uninterested. He takes a
pull from a bottle of rye and looks at COLD RAIN.

CUTTER

Sound good to you, Injun?

COLD RAIN looks at him then looks away.

CUTTER (CONT'D)

Heh. Didn't think so.

He scrapes a few more beans from the can he's been eating
from, then tosses it at COLD RAIN's feet.

CUTTER (CONT'D)

Go on, eat it. Every condemned man
should get a last meal.

COLD RAIN looks at him warily... then reaches for the can of
beans. Just as he's about to grab it, CUTTER whips out his
pistol and shoots the can away.

CUTTER (CONT'D)

Haw!! Better luck next time, Injun.
Guess it don't pay to be slow.

ZEKE

What the hell's wrong with you,
Cutter?

CUTTER

Come again?

ZEKE

I asked you what your damn problem
is. It ain't enough he's gonna hang
when we get back, so you gotta make
his life hell before he even gets
there?

CUTTER

Only Christians go to hell, boy.
Lord knows what happens to the
redskins. And I'd watch yer mouth
if I was you.

ZEKE stands up, angry.

ZEKE

Yeah? Or what?

CUTTER puts his pistol to ZEKE's head.

CUTTER

Or I'll put a hole in your head and
find out what color you bleed.

CUTTER thumbs back the hammer on his pistol... when suddenly
he feels another pistol in the small of his back. DECLAN has
come up behind him without him even noticing.

DECLAN

(whispers)

So yer a Christian, are ye? Will ye
kindly tell me then what yer gonna
tell Christ when ye meet at him at
the gates? 'Cause fer the life of
me, I can't think of a single thing
to say.

There's a blast from JOE's shotgun that echoes off down the
canyons.

JOE

Both of you sons'a bitches put them
guns down! NOW!!

The pistols come down slowly as JOE points his shotgun at the
men. In his free hand he holds COLD RAIN by the hair. The
Indian seethes, having nearly escaped in the confusion.

JOE (CONT'D)

While you all was measurin' yer
dicks over there, the Injun was
gettin' away! That's *five thousand*
dollars that was gettin' away!

DECLAN and ZEKE look away, guilty. CUTTER just smirks.

JOE (CONT'D)

Next one draws a gun without me
tellin' him to aforehand gets left
in the sand for the scorpions.

(MORE)

JOE (CONT'D)
You think I'm lyin', just try me.
You sure as hell won't be the
first.

He re-ties COLD RAIN and lies down on his bedroll.

JOE (CONT'D)
Tomorrow, we're up with the dawn.
We get slowed down, I'm dockin'
your pay. So be ready at sunup.

He pulls his hat over his eyes against the light of the fire,
and the other men turn in, saying nothing.

EXT. DESERT - DAWN

Daybreak comes still and soundless. The bounty hunters awake
to a dead fire and an empty sky. They pack up the horses and
hit the trail, the canter of horseshoes the only sound that
breaks the eerie stillness.

ZEKE
Quiet this mornin'.

DECLAN
Yeah.

JOE shakes his head slowly, his gaze fixed on the horizon.

JOE
Don't reckon it's gonna stay that
way.

ZEKE
How you figure?

JOE
Air's heavy, you can feel it.
Usually means a storm's comin'.

CUTTER
Hell, let it come. Be nice to feel
some rain on my neck.

JOE
Ain't gonna be rain, Cutter. Only
weather this time of year is the
scirrocos. And when they start
blowin', you don't want to be near
'em. The sand peels the skin from
your lips and dries up your nose
and your eyes.

(MORE)

JOE (CONT'D)

You ain't careful, you can lose
your direction and end up ridin' in
circles. And we got just enough
water already.

He points to an outcropping five miles' ride northward.

JOE (CONT'D)

We get to them cliffs, should be
able to find shelter.

EXT. DESERT - DAY

They ride hard, pushing the horses as fast as they can with
COLD RAIN running alongside. The sky has gone dark as the
wind swirls the sand in great sweeping clouds up above them.

Still they ride, the wind howling, as the storm closes in.
It's fast and it's brutal, and the cliffs don't seem to be
getting any closer. The storm grows bigger and nearer until
it's right on top of them.

JOE

Shit. We ain't gonna make it.

And then it breaks loose. The desert seems to rise up all
around them as the wind whips the loose earth into a frenzy.
The men spit and cough as the grains of sand fill their
mouths, the tiny particles blasting their skin like razors.

CUTTER

(coughing)

Damn-- I can't breathe--

JOE

Close your mouth and pull your
shirt across your nose!!

As the sandstorm blows harder the visibility drops to zero.
The bounty hunters and their mounts disappear into the wind,
increasing the feeling of isolation.

ZEKE

Can't see anything...

DECLAN

Christ, I can't see either...

CUTTER

Don't nobody leave me! I got the
Injun, remember?! So don't none of
you sons-a-bitches better leave me!

Suddenly a rock comes flying out of nowhere, slicing a gash above ZEKE's eye.

ZEKE
Oww! Goddammit--!!

JOE
Zeke, where are you?!

ZEKE
I'm over here!!

He draws his pistol and fires two rounds. JOE slowly makes his way towards him, the sound of the pistol his only guide.

JOE
You still got that rope in your pack?

ZEKE
Yeah. Grab hold.

ZEKE reaches down to his saddlebags, the howling wind nearly knocking him off his horse. He manages to grab the rope and wrap it around his wrist. JOE grabs the other end, and together they find DECLAN and CUTTER. Each of them grabs hold of the rope until they are linked together caravan-style.

JOE
We gotta find the edge of this thing. No tellin' how long it'll blow.

Slowly they make their way through the mass of wind and sand. The horses call out, terrified, and it's all the men can do to keep them from bolting. Finally after what seems an eternity, the morning sun peeks out from the edge of the storm.

DECLAN
Look--!

JOE
That's east! Head towards it!!

The sun gets brighter, and the wind dies down as quickly as it came. In a matter of moments the storm is gone. The men dismount, shaking sand from their clothes and spitting out dust and dirt. ZEKE wipes the blood from his eye.

ZEKE
Damn. I ain't never seen nothin' like that.

JOE
Me neither.

CUTTER
Somethin' tells me *he* has.

He holds up the bindings securing COLD RAIN; sure enough the Indian has loosened them to the point of near escape. CUTTER ties them back up again with a scowl.

JOE
Them ropes ain't all that's come loose.

JOE lifts up one of horse's hooves. It's bare.

JOE (CONT'D)
Must've thrown a shoe. He ain't gonna make it to Frisco like this.

DECLAN
Neither are we.

CUTTER
What's that supposed to mean?

DECLAN
Look around. Where the hell are we?

Sure enough, the terrain has changed. The cliffs they'd been heading for are gone, and the desert is flat and still. Even the sky is different, the sun bleaker and harsher, the blue now a washed-out grey.

JOE
I ain't sure. Storm musta turned us around some.

ZEKE
Look there, on the hillside. Is that a town?

He points towards a spot a few miles distant. Barely visible are a row of low tile roofs and what might be the outline of several small wooden buildings.

CUTTER
There ain't no town around here.
Not for two hundred miles.

JOE
Whatever it is, they might have
food and water. And a place to rest
up these horses.

The men mount up and head towards the structures in the distance.

EXT. HIGH DESERT - DAY

The rising sun climbs higher but strangely does nothing to warm the bounty hunters as they ride. They shiver in their saddles, their breath visible as the town comes closer into view.

JOE
You see anybody?

ZEKE
Nope.

JOE
Me neither. This time of morning
you usually see folks up and
around. Or at least hear some
roosters or something.

DECLAN
Could be it's abandoned?

JOE
Could be.

Indeed, the town appears to be deserted. It's small, no bigger than a mining camp, with one main street running its length and a some outlying wood buildings clustered nearby.

ZEKE
Looks like they built it in a
hurry.

DECLAN
Maybe they had to.

CUTTER
Had time enough to build a jail.

He points to a building with narrow barred windows.

JOE

Well, where there's a jail there's
a sheriff, or at least a deputy or--
JESUS CHRIST!!

Without warning TWO MEN APPEAR from a small ravine. They come running up fast with the sun at their backs, yelling for the bounty hunters to stop. JOE wheels his horse around and pulls his shotgun from his saddle.

JOE (CONT'D)

TAKE 'EM DOWN!!

He takes aim and fires. The others do the same, emptying their chambers into the two men. When the smoke clears the two men lie dead on the ground, their eyes wide and staring. The bounty hunters circle up and take cover.

CUTTER

Goddamn--! What the hell was that?!

JOE

No idea... But they sure came
runnin' at us for something.

DECLAN rides cautiously closer to the two dead men and looks them over.

DECLAN

Looks more like they were running
from something.

The corpses paint a grisly picture. The bodies are badly scarred, and not just from where they'd been shot through. Their clothes are torn, the flesh beneath ragged. Deep scratches run the length of their skin. And the eyes are sunken and hollow as if they'd been staring at... something.

CUTTER

You think they was tryin' to get
the Injun?

JOE

Maybe. Watch him close.

ZEKE

Damn, Joe. I don't think he's going
nowhere.

Sure enough, COLD RAIN shows no desire to escape. He gazes at the corpses in silence, and for the first time since his capture he looks still and subdued.

JOE

Let's get out of here. These two
could have friends on the way. No
sense standing out in the open.

He spurs his horse and the bounty hunters ride into town.

EXT. TOWN - MAIN STREET - DAY

The town is quiet, almost lifeless. The bounty hunters look around, wondering if anyone is still there. Slowly, faces begin to appear at the windows. Shopkeepers step into doorways, their eyes on the men and their mounts. Saloon girls walk out in front of the town's one saloon, sizing up the strangers appraisingly. Finally a thin man in a tattered suit steps out into the street, waving and smiling wide.

EAVES

Whoa! Slow down there!

The bounty hunters stop as the man approaches, their hands dropping down to their guns.

EAVES (CONT'D)

Hey, don't shoot! Just came out to
say hello!

He laughs and extends his hand. JOE shakes it warily.

EAVES (CONT'D)

I'm Charlie Eaves. I'm the mayor.
Not that it means much, but when
four strangers ride into town, it's
my job to come out and greet 'em!

He notices COLD RAIN and frowns slightly.

EAVES

Five strangers, I reckon.

JOE

Name's Joe Fields out of Omaha. Me
and my men've been tasked with the
arrest and deliverance of this
fugitive to the court of San
Francisco. You mind pointin' the
way to the sheriff?

EAVES

Wish I could, Mr. Fields. But Sheriff Black and his deputies left earlier this morning to bring back a supply wagon.

JOE

He left town and didn't leave no law behind?

EAVES

Don't need much law out here, Mr. Fields. Only a couple hundred souls live here in town and we pretty much take care of our own.

JOE

Well, a couple of your own tried to take care of my boys on the way in here. Ambushed us at the ravine and forced us to defend ourselves.

EAVES' smile disappears.

EAVES

You don't say. What'd they look like?

JOE

'Bout normal height. One had a twill coat. Other had a mustache.

EAVES

Hmm. So that's where they went.

JOE

That's where *who* went?

EAVES

Pair of grifters who tried to rob the poker game a few nights back. We threw 'em in jail but they got loose.

JOE

They didn't look so good when we saw 'em.

EAVES

Well, neither does the inside of our jail. We don't take kindly to troublemakers, Mr. Fields.

JOE

That makes two of us, I guess.

JOE and EAVES eye each other for a moment, then finally EAVES smiles again.

EAVES

Well, what's done is done and best not to dwell on it. Say, is your horse missing a shoe?

JOE

That he is. You got a good eye.

EAVES

Well I only run the best livery in the territory! Bring him on in and I'll fix him up straight away. And if you're thirsty, I also happen to own the saloon down yonder.

JOE

Much obliged, Mr. Eaves.

EAVES

Not at all, Mr. Fields. You need anything else, you just holler.

JOE nods to his men and they head off towards the stables. As they pass, COLD RAIN stares at EAVES, and for the first time we see what might be fear cross the Indian's face. Then CUTTER yanks on the rope around COLD RAIN's neck and leads him roughly away.

EXT. STABLES - DAY

A stable hand takes the reins of the horses as the men lead them in.

JOE

OK, listen up. Time is money and I don't want to get held up here any longer than I have to. Cutter and O'Shaughnessy, take the Injun to the jail and lock him up.

He eyes them both sternly.

JOE (CONT'D)

And no goddamn trouble, so help the both of you.

JOE (CONT'D)
Zeke, you're with me.

ZEKE
Where we headed?

JOE
Supply detail. Gonna grab up as
much food and water as we can find
and then we'll be on our way.

The men split up and head off deeper into the town.

EXT. TOWN - MAIN STREET - DAY

JOE and ZEKE walk past the tiny storefronts, aware of the
eyes on the townsfolk on them as they go.

JOE
I don't like this.

ZEKE
How do you mean?

JOE
Place is weird. Don't see how folks
could live out here, much less
build a town.

ZEKE
Ain't what I'd call living. No
one's even heard of this town.

JOE
That's another thing. What's the
name of this place? Eaves didn't
say. And I sure ain't seen any
signs.

ZEKE
Hmm. Neither have I. You think he
was tellin' the truth about them
grifters?

JOE shakes his head slowly.

JOE
I don't know. Didn't look like no
grifters to me. Way they was
dressed, they looked more like
cattle drivers.

(MORE)

JOE (CONT'D)

And lookin' back, the way they came
running, that wasn't no ambush.
Those two... they were terrified.

The GENERAL STORE comes into view and JOE and ZEKE step
inside.

INT. GENERAL STORE - DAY

The store is well-stocked for such a small town, the shelves
piled high with overcoats, gunbelts, and boxes of ammunition.

ZEKE

Damn. You see this, Joe? They're
practically giving the stuff away.

JOE

Should make it easy to get what we
came for, then.

A man appears from a small doorway, the smile on his face
belying his gaunt cheeks and sunken features.

BILLINGS

Howdy, folks! You must be the
newcomers everyone's talking about.

JOE

Are they, now.

BILLINGS

News travels fast. So what can I
get for you, gentlemen?

JOE

Just need a couple of fresh
canteens. And some hardtack if you
got any.

BILLINGS

Well sir, I got canteens of all
kinds... but no tack as of yet, I'm
sorry to say. Sheriff Black's due
back anytime with that convoy he's
escortin'.

JOE

Thought it was a supply wagon.

BILLINGS

My mistake. Nasty cut you got on
your eye there, friend.

He points to the gash above ZEKE's eye inflicted by the sandstorm's flying debris.

BILLINGS (CONT'D)
Got some bandages and iodine
that'll take care of that for you.
Got somethin' else here that'll
take care of you too....

He smiles slyly and opens a crate behind the counter. Inside is a treasure chest of moonshine and rotgut booze. ZEKE's face lights up. JOE looks at him, disapproving.

ZEKE
Go easy on me, Joe. After this
morning, iodine ain't the only
thing I need.

INT. JAILHOUSE - DAY

COLD RAIN stands in the jail's lone cell, his eyes on the one tiny window. CUTTER and DECLAN watch him, bored.

CUTTER
Don't see how he can just stand
there all quiet like that. He ain't
moved an inch since we put him in
there.

DECLAN
Man knows he's gonna die, probly
sets his mind wandering a little.

CUTTER
Guess he should have thought about
that before he massacred all them
settlers. They say he scalped the
women and children and gouged out
their eyes. God knows what he did
with 'em after that.

He looks at COLD RAIN with contempt.

CUTTER (CONT'D)
Wonder what he finds so damn
facinatin' about all them old
graves.

We follow COLD RAIN's gaze to a small church across from the jailhouse. There's a graveyard behind it marked off by a wrought-iron fence.

DECLAN
Maybe we're better off not knowing,
if you know what I mean.

He stands up and stretches, then walks to the door.

DECLAN (CONT'D)
I'm gonna go take a leak. You gonna
be all right in here all alone with
the Indian?

CUTTER
Hell, he ain't goin' nowhere.

DECLAN
It ain't him escaping I'm worried
about.

CUTTER
Relax, O'Shaughnessy. I want to get
paid just like the rest of you.

DECLAN grins and tips his hat.

DECLAN
You have no idea.

EXT. JAILHOUSE - DAY

DECLAN walks around back of the building and relieves
himself. Across the street and up a ways is the saloon.

He looks at it for a beat. A group of men can be seen playing
cards through the window. DECLAN takes a furtive look around,
then crosses the street and heads towards it.

INT. SALOON

A minute later and he's seated at a table with cards in his
hand. There are three other POKER PLAYERS seated around him
and a sizable pot in the middle.

DECLAN
I call.

The men lay down their cards. The hand to beat is three jacks
and DECLAN smiles.

DECLAN (CONT'D)

Well, I've been ridin' with three cowboys for almost three days now... but I reckon I'd rather ride with three ladies.

He shows his hand. Three queens. He laughs and rakes in the pot, adding to the coins stacked in front of him.

POKER PLAYER #1

You got a way with cards, mister.

DECLAN

Well... you know what they say... lucky at cards and unlucky in love, I guess.

He winks and grins.

DECLAN (CONT'D)

'Course, I've had some good fortune with both of 'em.

He leans back in his chair and takes a quick look out the window.

POKER PLAYER #1

You waitin' on someone?

DECLAN

Just the men I've been ridin' with. Not sure if they'd appreciate me sittin' in here.

POKER PLAYER #1

Well, where do they want you to sit?

DECLAN

Somewhere cold and uncomfortable without a stack of coins in front of me, probly.

POKER PLAYER #1

Don't sound like they appreciate you at all, then.

DECLAN

Funny, I been thinkin' the same thing lately.

POKER PLAYER #1

Then how 'bout stickin' around for one more hand? We don't get fresh blood in here all too often. An' we got nothin' but time and money.

DECLAN takes another look out the window... then turns back and looks at his coins.

DECLAN

What the hell. There's worse things in life than Joe yellin' at me.

He shuffles the cards and deals.

DECLAN (CONT'D)

One thing I've learned... it can always get worse.

EXT. TOWN - MAIN STREET - DAY

JOE and ZEKE make their way back down the street, JOE carrying the canteens and ZEKE carrying the whiskey.

JOE

Better get a move on. We got a long way to ride before nightfall.

INT. JAILHOUSE

CUTTER looks up from his chair as JOE and ZEKE enter. JOE looks at COLD RAIN warily.

JOE

He try anything?

CUTTER

Naw, he's just been standin' there starin' out the window. You get any food?

ZEKE

Nope. Just whiskey.

CUTTER grabs a bottle and drinks from it angrily.

CUTTER

Goddammit. I want to get out of this shithole.

JOE
Where the hell's Declan?

CUTTER
Out takin' a piss.

JOE
Didn't see him out there. How
long's he been gone?

CUTTER
Damn if I know. I wasn't timing
him.

ZEKE looks out the jail window at the saloon.

ZEKE
I think I might have an idea.

JOE
Aw, hell...

He puts down the canteens and heads back to the door.

JOE (CONT'D)
Zeke, you stay here and take over
watchin' the Injun. Cutter, head on
up to the bar and drag Declan back
here. Feet fuckin' first if you
have to.

ZEKE
Where you gonna be?

JOE
At the stables checkin' on the
horses. Daylight's burning and I
don't want to ride at night through
the pass any longer than I have to.
If my horse is shoed, we should be
gone no later than--

He reaches into his jacket for his pocketwatch and frowns.

JOE (CONT'D)
Where'd my damn watch go?

CUT TO:

INT. SALOON - DAY

At the poker table another pot has collected, this one the biggest yet. DECLAN looks at his cards and at the coins on the table. Then he reaches into his pocket, pulls out JOE's watch, and throws it down.

DECLAN

Bought this in Kansas City. It's worth two hundred dollars and keeps time like a whore gettin' paid by the hour. That good enough for you gentlemen?

The other players nod.

DECLAN (CONT'D)

Then I call. Full House, jacks over eights.

The other players fold as DECLAN rakes in his winnings.

DECLAN (CONT'D)

Well, boys, it's been fun. But I got men waitin' and a trail to ride, so I think I'll be takin' my leave. Much obliged to you all.

He tips his hat and starts to walk away, when one of the poker players stands up behind him.

POKER PLAYER #1

Hold on there, mister.

DECLAN turns back around slowly, his hand moving towards the gun at his hip.

DECLAN

Something on your mind, friend?

POKER PLAYER #1

Just that the game ain't over. You sure you want to leave so soon?

DECLAN

It's over for me. Like I said, much obliged.

POKER PLAYER #1

Well what if I was to tell you that there was another game goin' on upstairs?

DECLAN
What kind of game?

POKER PLAYER #1
The kind that's by invite only.
With a lot more at stake than what
we been playin' for here.

DECLAN
This the game them two grifters
tried to run out on?

POKER PLAYER #1
The very same.

DECLAN looks at the other men seated at the table. They look back at him, stone-faced.

DECLAN
Just so we understand each other.
If I ain't back soon, my boys'll
come lookin' for me. And they're
pissed off enough as it is.

POKER PLAYER #1
We understand.

DECLAN hesitates and looks out the window again. He knows he should leave, and yet...

DECLAN
All right. Let's go.

INT. SALOON - UPSTAIRS

The POKER PLAYERS lead the way up the creaking wood stairs. At the end of the hall is a door, and one of the men moves to open it. DECLAN hangs back, wary, but when the door opens it's clear that the room is empty but for a deck of cards and a table.

POKER PLAYER #1
You okay, friend? You look a little nervous.

DECLAN
I don't get nervous. But I would
like to see what I'm playin' for.

The three men reach into their pockets... and pull out three large stacks of cash. DECLAN's eyes go wide as the money is laid out on the table.

POKER PLAYER #1

All right?

DECLAN

Right as rain. Just making sure you ain't wasting my time.

POKER PLAYER #1

Not to worry. Nobody leaves here without getting what's coming to them.

He closes the door. DECLAN reaches for the cards, shuffling them expertly.

DECLAN

Well, go on and take your seats if you're gonna play. I ain't got all night.

He deals out four places, but the other players do not move. They just stand there silently by the doorway.

DECLAN (CONT'D)

So, you want to keep playin' draw, or can I interest you in a hand of Texas hold 'em?

He looks up at the three men, and his smile fades slowly.

DECLAN (CONT'D)

Something wrong with you fellas?

The three men don't answer. Suddenly the first POKER PLAYER advances on him. DECLAN pulls out his gun and backs slowly away from the table.

DECLAN (CONT'D)

Goddammit, I don't want any trouble from you and you sure as hell don't want none from me. So you just turn around and leave quietly and nobody has to die.

The POKER PLAYERS move in closer. DECLAN levels his pistol... then stops, staring at the man nearest him.

DECLAN (CONT'D)

Jesus, mister, what's wrong with your face?

The three men close in as a look of terror fills DECLAN's eyes.

DECLAN (CONT'D)
OH MY GOD WHAT'S WRONG WITH YOUR
FACE--

And then they're on him. There's a brief struggle that's over all too soon as DECLAN hits the floor and the three men leap on top of him.

DECLAN starts screaming. His screams become whimpers and then small, terrified noises that a man like him has never made.

A few tiny red drops splash onto the floor. Then a few more. Then a wide swath of his skin hits the wall with a splat, the muscles and veins still twitching within it.

His boot flies across the room with a thud, a good part of his leg still attached. Out of his pants pops JOE's watch. It's still keeping perfect time.

EXT. TOWN - MAIN STREET - EVENING

Outside, JOE makes his way toward the stables, the light from the moon shining down on his path. He reaches the livery only to find the barn doors locked up tight.

JOE
Damn.

He walks around to the side door and finds it locked up as well. He knocks and stands there, waiting.

JOE (CONT'D)
Hello? Anybody in there?

No answer. At the far end of the livery is an open window just above head level. He makes his way towards it and pulls himself in.

INT. STABLES - EVENING

The inside of the barn is dark and empty. JOE creeps slowly down the dirt floor, feeling his way along the walls with his hands.

His fingers brush up against a kerosene lantern and he lights it. The lantern's dim amber glow spreads out along the small space, revealing the stalls to be bare.

JOE
Where's all the horses...?

There's a sound from nearby and he makes his towards it. At the end of the barn, his horse's face comes into view, its big brown eyes reflected in the lantern's glow.

JOE (CONT'D)
There you are, girl.

The horse stares back at him, unblinking. As JOE gets closer we can see the horse's head is positioned at a strange angle, almost as if it was trying to get away from something.

JOE (CONT'D)
Hey... what's wrong?

There's a small sucking sound as JOE's boots sink into the floor of the stables. He stops and looks down and sees that the dirt between the stalls is now a morass of red mud.

JOE (CONT'D)
What the--

He frees his boots and runs towards the end of the barn. And gags at what he sees.

ANGLE: PILE OF DEAD HORSES

The horses have been ripped to shreds, the flesh pulled away from the muscle. The bits of meat left behind are stringy and stripped, and the bones that they cling to show long deep incisions.

JOE drops the lantern and runs for the door.

INT. SALOON - EVENING

The saloon is lit up for the evening, candles flickering in its small windows. CUTTER enters and sees the three POKER PLAYERS back at their table, playing cards as if nothing had happened. DECLAN is nowhere to be seen.

CUTTER
Where the hell's Declan?

POKER PLAYER #1
Excuse me, friend?

CUTTER
Irishman I rode in with. Tall, skinny fuck.

POKER PLAYER #1
Haven't seen him. Care for a game?

CUTTER

I don't play cards. They irritate
my fingers.

CUTTER looks around, impatient.

CUTTER (CONT'D)

Look, I know he's here somewhere.
That mick sunuvabitch'd bet money
on whether the sun's gonna rise in
the east.

POKER PLAYER #1

Like I said, mister, we ain't seen
your friend. But you hang around
long enough, I got a feeling you'll
find him.

CUTTER

An' if I beat your ass hard enough
I might find him sooner than that.

Three SALOON GIRLS approach from the back of the bar and walk
up to CUTTER seductively.

SALOON GIRL #1

Cool down, big fella. Maybe we can
keep you company until your friend
shows.

CUTTER looks at the SALOON GIRLS and raises an eyebrow.

CUTTER

How you figure, darlin'?

SALOON GIRL #1

Well... we ain't had strangers in
town since I just can't remember.
And it gets kinda boring with the
same clientele night in and night
out, doesn't it, girls?

SALOON GIRL #2

Sure does.

CUTTER

I don't know. My boss is ready to
ride and if I don't come back with
Declan in tow my pockets'll be that
much lighter come Frisco.

SALOON GIRL #1

How 'bout if I have one of my girls
give a shout if she sees him? That
way you ain't just sittin' here
wastin' time all by your lonesome.

CUTTER runs his hand through his hair and flashes his yellow-toothed smile.

CUTTER

It *does* get a might lonely sleepin'
out on the cold ground every night.

SALOON GIRL #1

Then maybe you could take us
upstairs and entertain us with some
stories from the trail?

CUTTER

Well... maybe I could... but an old
cowboy like me is known more for
his life of adventure than his bags
of gold.

SALOON GIRL #1

Seein' as you're new in town I
suppose we could see our way clear
to offerin' you a discounted rate,
couldn't we, girls?

SALOON GIRL #3

Sure we could.

CUTTER

Then lead the way, ladies. I never
been one to miss out on an
opportunity to reminisce.

INT. SALOON - UPSTAIRS

The girls walk CUTTER up the same wooden stairs that DECLAN
had walked earlier.

CUTTER

So if my friend comes in
somebody'll holler for me, right?

SALOON GIRL #1

Stop worryin' bout your friend so
much, sweetie. We take care of
everyone here just fine.

They pass the room that DECLAN was taken to earlier. The door is open slightly, and for a moment as they pass we can see the flap of DECLAN's face dangling from his cracked-open skull.

INT. SALOON - BOUDOIR

CUTTER lays down on the bed and kicks up his boots. The girls smile and take their places, untying the laces of their worn pink frocks.

CUTTER
So how long y'all been livin' out
this way?

SALOON GIRL #1
Seems like forever.

CUTTER
Was you born here?

SALOON GIRL #1
Nobody's born here. It's been years
since I've heard a baby cry.

CUTTER
Well... at least you got a nice
safe place like this to work in.

The girls smile again and slide off their dresses. Immediately apparent is their leanness; their ribs are visible above their lace petticoats and their arms hang like twigs.

CUTTER (CONT'D)
Damn if you ain't the skinniest
whores I ever laid eyes on. Best
not let me on top lest you break!

SALOON GIRL #2
It's okay. We like men with some
meat on their bones.

One of the girls helps CUTTER slide off his shirt while the second unbuttons his trousers. The third slides off his boots, revealing his rotted wooden leg.

SALOON GIRL #3
Oooh... what happened to you?

CUTTER

Souvenir from the war. Got crushed
by a yankee cannonball and the docs
cut it off below the knee. Hope it
don't bother you none.

SALOON GIRL #1

We've seen worse.

She smiles slyly and starts undoing the moldy leather straps
that attach the wooden leg to CUTTER's knee.

CUTTER

Hey... hey what are you... oh.

The leg is tossed into a corner and the girls start caressing
CUTTER's stump tenderly. He moans in pleasure as they run
their practiced fingers over the knob of twisted pink skin.

CUTTER (CONT'D)

Oh God... I ain't never felt
nothin' like that...

The girls grin and move their heads down, flicking their
tongues across the stump and up and down CUTTER's thigh. His
eyes roll back at the sensation. The head SALOON GIRL smiles
at him one last time... then bites.

CUTTER (CONT'D)

YAAAAAHHH!!!

She tears into his stump with her teeth, ripping the skin
away. Blood spurts from the pockmarked flesh as the amputated
bone is revealed. CUTTER tries to get up but the other two
girls hold down his wrists with inhuman strength.

CUTTER (CONT'D)

GET OFF ME!! YOU CRAZY BITCHES GET
OFF--!!

The SALOON GIRLS holding him move their faces closer to his--
AND THEN THEIR FACES CHANGE.

Their lips part at the sides, their jaws unhinging and
dropping open, stretching the skin of their cheeks.

Their tongues loll out, hanging down past their chins.

Their heads tilt back and inside their gaping maws we see not
just one row of teeth but dozens of rows, going all the way
back the roofs of their mouths and down into their throats.

CUTTER (CONT'D)
NO!! WHAT THE FUCK ARE YOU!! OH
JESUS GOD NO!!!

He starts to scream, tears running down his fat face, but there is no mercy coming. Only a raw, insatiable hunger.

The monstrous SALOON GIRLS dig into him like wolves into a carcass, ripping and tearing until their faces are a bright shining red.

INT. JAILHOUSE - NIGHT

COLD RAIN is still in his cell. ZEKE watches him from the small wooden desk, his eyes drooping, his bottle of whiskey nearly gone.

Suddenly JOE bursts through the door, breathless. ZEKE bolts awake, woozy, and brings up his gun.

ZEKE
Goddamn it, Joe! I nearly gave you
a third fuckin' eye.

JOE
Where's Declan and Cutter?

ZEKE
Haven't come back yet.

JOE
Well, we better go find 'em. Fast.

JOE picks up the empty whiskey bottle and eyes ZEKE intently.

JOE (CONT'D)
Dammit, Zeke... you gonna be all
right to fight if we have to?

ZEKE
'Course I'm all right. What's going
on?

JOE
The horses are dead. They've been
slaughtered.

ZEKE
Slaughtered? By who?

JOE
Somebody who didn't want us
leaving.

He grabs his shotgun from behind the desk and slides in two fresh shells.

JOE (CONT'D)
We'll head up to the saloon and
grab Declan and Cutter, then circle
back for the Indian. Steal some
fresh mounts and ride like hell
until dawn.

ZEKE moves to the door and opens it. Then he stops, staring outside in stunned silence.

ZEKE
I don't think that's gonna work,
Joe.

JOE
Why not?

ZEKE
I don't think they're gonna let us.

He points out the door. Advancing down the street are the townsfolk. Their faces look sinister, the moonlight reflecting off of their lean features.

JOE
Jesus... what the hell do they
want?

ZEKE
I don't know. But I seen enough
lynch mobs not to stick around and
ask.

He backs away from the door and shoves the desk in front of it.

ZEKE (CONT'D)
We gotta get out of here.

JOE
Well we sure as hell can't go out
the front. We need another exit.

ZEKE
I think I might have one.

He moves to the cell and points to one of the bars in the window.

ZEKE (CONT'D)

You see that bar, second one from the left? It's loose. I saw the Injun pulling at it when he thought I wasn't looking.

JOE opens the desk and grabs the jail cell key. He unlocks the cell, watching COLD RAIN warily... and then steps inside. ZEKE draws his pistol.

ZEKE (CONT'D)

The hell you doing?!

JOE

Easy. If he's as smart as I think he is, he knows we're in enough shit already.

JOE moves past COLD RAIN and steps to the window, tugging at the bar. Sure enough, it wiggles slightly in the frame.

ZEKE

How loose is it?

JOE steps out of the cell, picks up the desk chair and smashes it. Then he takes one of the legs and wedges it behind the bar like a lever. A few heavy pulls and the bar clatters to the floor.

JOE

Pretty damn loose.

He hauls himself up and crouches there, making sure he's not seen. Then he squeezes through.

JOE (CONT'D)

C'mon, let's go.

JOE covers COLD RAIN with the shotgun as ZEKE climbs out the window, pulling the Indian behind him. They drop to the ground and crouch along the wall.

ZEKE

(whispers)

You think we can make it to the church across the way?

JOE

Maybe. If we're quiet.

EXT. TOWN - DIRT ROAD - NIGHT

They edge along the outside wall in the darkness. On the other side of the jail the townsfolk can be heard moving towards them down the street.

JOE

Wait until they reach the door.
Then we run.

ZEKE nods and they wait for a few tense beats. Finally there's the sound of booted feet on the jailhouse steps and the rattle of fists on the door.

ZEKE

All right, they're out front.

JOE

Move on three. One.. Two...

At that moment MAYOR EAVES appears from around the corner, blocking their only escape route.

EAVES

Evening, Mr. Fields. Goin'
somewhere?

He looks at them, smiling... and then his face opens up at the jaws just like the SALOON GIRLS. He lets out a loud screech and lunges, baring his long rows of teeth.

JOE

FUCK!!!

JOE squeezes off a shotgun round and blasts EAVES square in the chest. The shot blows EAVES' torso open but nothing comes out; we can see his intestines through the wound in his chest just hanging there withered and empty.

EAVES growls and lunges and JOE blasts him again, this time knocking him over. He lies there motionless, his torso gaping as JOE and ZEKE stare in horror.

JOE (CONT'D)

Did you see that? Did you see his
goddamn face?!

ZEKE

I saw it. Oh Jesus, I saw it.

They turn to run, when there's a motion behind them. Slowly JOE and ZEKE turn around as EAVES gets back up again.

EAVES

Gonna take more than that, boys. We
been waitin' for you all day.

And then it happens.

The mob of townspeople round the corner of the jail. But they
can hardly be described as people anymore. They're hideous
creatures, the night revealing their true faces.

They stop for a beat, hungry, sizing up their prey. Their
skin stretches across their bones the like flesh of cadavers,
and as their stomachs churn, their intestines can be seen
twisting and writhing within.

EAVES (CONT'D)

It's supper time.

The creatures start to moan in unison, a bloodcurdling wail
that rises to a scream. Then their mouths open as one, their
long tongues smacking their emaciated lips.

ZEKE

No....

JOE

RUN!!!

JOE and ZEKE get up and haul ass, pulling COLD RAIN up after
them. The creatures howl and give chase, their faces twisted
in ravenous hunger.

One is faster than the others and breaks free of the mob. She
howls and leaps at them, baring her long jagged teeth and
clutching with thin clawing fingers.

ZEKE turns and fires, hitting her in the face but not
stopping her. He fires again, and again, as her face shears
away... and then starts knitting itself back together.

ZEKE

What the fuck are they?!

JOE

I don't know!! Just get to the
church!!

It's a mad dash as the three men run for the church doors in
the distance, the shrieks behind them getting louder and
closer.

JOE reloads his shotgun on the run and shoots it behind him, taking down one of their pursuers. But two more fill the gap where it fell.

COLD RAIN's hands are still tied at the wrists and he loses his balance, falling to the dirt. One of the creatures leaps on his back. It bares its teeth, howling, and JOE shoots it just before it sinks its teeth in.

He yanks COLD RAIN to his feet.

JOE (CONT'D)
C'MON!! MOVE!!

The church is only a few yards away. JOE wrenches open the door, hauling COLD RAIN behind him.

ZEKE
Get him inside! I'll cover you!!

He holds down the trigger of his Colt and fans the hammer with his left hand. Six shots are fired and six creatures drop as ZEKE shoots them in the head. But as soon as they drop they get up again.

One of them leaps through the air, grabbing ZEKE by the shoulders and knocking him on his back. It shrieks and lowers its face, its hot breath ruffling the hair on his neck.

JOE
DOWN!!

ZEKE ducks his head and JOE fires point-blank, launching the creature up off of ZEKE and down the church steps. They run inside, slamming the doors shut behind them.

INT. CHURCH - NIGHT

The church is sparse and windowless, its floor covered in dust from years of disuse.

JOE and ZEKE huddle there, catching their breath, then grab one of the big wooden pews and drag it in front of the doors as the creatures outside screech and howl.

JOE
How many of those things you think
are out there?

ZEKE
A hundred, maybe.

JOE
How many rounds you got left?

ZEKE
Twelve.

They grab another pew. COLD RAIN just stands there, watching, and JOE looks at him sharply.

JOE
You gonna help, or what?

ZEKE
What you talkin' to him for? He
can't understand us.

JOE
Trust me. He understands plenty.

He approaches COLD RAIN and nods at the rope on his wrists.

JOE (CONT'D)
If I cut you free you ain't gonna
try anything, are you?

COLD RAIN just looks at him, stone-faced. JOE frowns and pulls his knife from his belt.

ZEKE
Joe, what the hell are you
doing...?

JOE
Cuttin' him loose. We gonna fight
our way out, we're gonna need him.
And I got a feeling that he knows
what's goin' on here a lot better
than we do.

He grabs the Indian's wrists and cuts the rope, which falls apart in thin strands on the floor. COLD RAIN looks at him coldly, rubbing his wrists together.

JOE (CONT'D)
All right, no more bullshit. You
know what's out there, and you know
that you got a hell of a lot more
to fear from them than from me. Now
are they?

ZEKE shakes his head in contempt.

ZEKE

You're wastin' your damn time.

COLD RAIN narrows his eyes... and speaks.

COLD RAIN

Their Apache name is Mokshawnee. It means "hungry spirit". Your people would call them wraiths.

ZEKE

What the-- you speak English?!

COLD RAIN

And some Spanish. And French.

ZEKE

So you knew what we were sayin' this whole time!

COLD RAIN

(shrugs)

Only a fool lives in ignorance of the ways of his enemies.

The creatures outside howl again, louder.

JOE

Those things out there, they can make themselves look like people?

COLD RAIN

They used to *be* people. But no longer. Now there is only the hunger.

There's a smash against the church doors, and then another one, louder, that makes the wood buckle.

EAVES (O.S.)

You can't hide from us, Fields!!
Give us the Indian!! We want him
for what he done to us, him and his
kind!!

COLD RAIN

What we did to *them*...?!

JOE

Easy. It's a trick. He figures
we'll bargain for you, sell you out
to save ourselves.

COLD RAIN
And you won't?

JOE
Hell, they'd kill us anyway. He's
just tryin' to get us to open the
doors faster.

COLD RAIN
You are wise, for a white man.

JOE
If I was wise, I wouldn't be in
this shit.

Another crash is heard at the door, hard enough to splinter
the frame.

ZEKE
Either way, we can't stay here.
They're gonna break through.

JOE
They're all at the front door.

ZEKE
So?

JOE
So we go out the back.

ZEKE
There is no back.

JOE
No back door don't mean no back
exit.

He moves to the far wall behind the small stone altar and
presses on the wood between the joists. It's weathered and
brittle, with little give.

JOE (CONT'D)
Wood's old and dry from sittin' out
in the sun for so long. We hit it
with one of those pews, it'll smash
a hole we can run through.

The creatures hit the door again, cracking it open a little
further, making a gap wide enough to poke in their hands.

ZEKE
Better hurry.

JOE grabs one of the pews, lifting it up at the end. ZEKE and COLD RAIN move to the far side, keeping their distance, not trusting each other.

JOE
Lift it! Come on!

They hoist the pew and take a run at the wall. It hits like a battering ram, bending the wall but not breaking it.

JOE (CONT'D)
Again!

They make another run at the wall, cracking the wooden planks along the beams. The creatures outside see what they're doing and fling themselves at the doors even harder.

JOE (CONT'D)
One more!!

The men grunt and hoist the heavy pew a third time. They dig in their heels, muscles straining. But before they can ram it into the wall, the doors behind them finally give way... and the wraiths begin to pile through, howling and screeching.

ZEKE
THEY'RE IN!!

JOE
GUN 'EM DOWN!!

JOE and ZEKE turn and start shooting. The wraiths fall from the gunfire but get up again, drooling, the smell of their prey stoking their hunger.

DECLAN
Goddamn... they keep getting up...

JOE
Aim for their knees.

They fire again, blowing out the creatures' shins and kneecaps. The wraiths howl and fall again but *still* they keep coming, dragging themselves along on their hands and leaving a bloody trail on the floor behind them.

ZEKE
Son of a bitch...!

COLD RAIN
Give me the flask in your vest.

ZEKE turns to him, raising an eyebrow.

ZEKE

How the hell do you know what I
keep in my vest?

JOE

Give it to him, Zeke.

ZEKE pulls the leather flask from his vest and hands it over.
COLD RAIN tears a strip of cloth from his shirt and unscrews
the flask over it, dousing it with whiskey.

ZEKE

The hell's he doing?

JOE

Damned if I know. Keep shooting.

The doors are nearly torn from their hinges now as more and
more wraiths push through. JOE and ZEKE keep firing, covering
each other as they reload, but their reserves are dwindling.

Meanwhile COLD RAIN grabs a splinter of wood from the broken
wall. He sets it on the stone floor and wraps the whiskey-
doused shirt around it, then grabs another wood splinter and
starts rubbing it against the first one rapidly.

ZEKE

Four rounds left.

JOE

Make' em count.

JOE fires twice and two wraiths are blown back out through
the door. He reloads in a blink and shoots two more times.
Two more wraiths fall to the ground, screaming.

JOE (CONT'D)

That's it. I'm out.

ZEKE

Shit. Me too.

The doors are finally ripped from their hinges. Outside the
whole town full of creatures is piled up against the doorway,
salivating. Their jaws drop, revealing an ocean of teeth.

But COLD RAIN has been busy. With the cloth and the wood from
the wall, he has created a makeshift fire bundle. The wood
smolders, then sparks, setting the soaked shirt strip ablaze.

COLD RAIN

Get back.

He jams the burning strip of cloth into the flask's opening and hurls it at the broken doorway. The flask spills its contents, igniting the dry wood, and the side of the church bursts into flame. COLD RAIN looks at the wraiths with cold hate in his eyes.

COLD RAIN (CONT'D)
(whispers)
Burn.

The wraiths catch fire as the wood goes up, their hair and clothing sizzling from the flames. They try to back out of the doorway but they're packed in too tight, and they howl and scream as their flesh melts away.

The fire quickly spreads to the low ceiling, which groans as the wooden support beams give way.

JOE
C'mon! The roof's coming down!

He runs back to the pew, lifting it, and ZEKE and COLD RAIN do the same. One last push... and they break through the wall and out into the chill air of night.

They run across the dirt road behind the church, pausing only to catch their breath as the church collapses behind them. JOE looks at COLD RAIN, begrudgingly impressed.

JOE (CONT'D)
How the hell'd you think of that?

COLD RAIN
(shrugs)
Firewater.

They cross the road and take cover among the low walls of the town's outlying buildings.

In the distance the wraiths regroup, their scorched flesh already regenerating. EAVES' voice can be heard above the crackling wood of the blazing church.

EAVES
WE'LL FIND YOU!! YOU AND THE DAMN
SAVAGE!! AIN'T NOTHING BUT DESERT
FOR HUNDREDS OF MILES!! YOU CAN'T
RUN!! AND YOU SURE AS HELL CAN'T
HIDE!!

JOE and ZEKE look at each other.

ZEKE

Fuck if he don't have a point. We ain't gettin' far without horses. And this town ain't big enough to sneak around in for long.

JOE

We ain't dead yet. Not until we stop moving.

They head off into the darkness, disappearing into the shadows of the night.

EXT. TOWN - NIGHT

The buildings of the town provide scant cover as JOE, ZEKE, and COLD RAIN move silently between them. They make their way from shed to outhouse to livestock pen, careful not to let the bright moonlight betray their positions.

Suddenly there's the sound of footsteps ahead, along with a sickening grumble.

JOE

(whispers)

Down! Get down!!

He spots a low nearby window and puts his jacket against it to muffle the sound, then smashes the glass with his elbow. The three men crawl inside quickly.

INT. HOUSE - NIGHT

They appear to be in the parlor of what was once a small house, though the paint on the walls has peeled away and the furniture is covered in cobwebs.

From outside the window the footsteps get louder and closer.

OUT IN THE STREET

A small group of wraiths moves past. We can recognize their faces as those of townsfolk in the storefronts earlier, but little if any of their humanity remains. And then there's that sickening grumbling.

ZEKE

The hell is that noise...?

COLD RAIN

It's their stomachs growling.

There's a moment of panic as the wraiths pass by, almost close enough to touch. The men cower in the shadows, not daring to even breathe. Finally the wraiths move on, skulking off around the corner. JOE turns to COLD RAIN, angry.

JOE

What the hell's goin' on here? How do you know what they are? And why the fuck do they want you so bad?

COLD RAIN

You would not believe me. And you would not understand.

JOE grabs him by the shirt and slams him against the wall.

JOE

Goddammit, you're gonna tell us what's going on here right now or I'm gonna skin, bone, and joint you and then run while them motherfuckers feed.

COLD RAIN eyes him coldly.

COLD RAIN

I have heard of this place. This town of dark spirits. In a tale told to wayward children.

CUT TO:

FLASHBACK - THE TOWN - 40 YEARS AGO

The town looked different then. Brighter, sunnier, as if it were still alive. The action unfolds over COLD RAIN's narration as he relates the tale.

COLD RAIN (V.O.)

The men who came here were one of the first groups of white settlers to find their way to the lands of my people.

Out in the street we see familiar faces -- MAYOR EAVES, THE POKER PLAYERS, even the SALOON GIRLS. They look healthier, happier, and they laugh as they stroll and smile.

There are Indians in the small town as well, sun-bronzed Apaches trading horses and pelts and their papoose-laden women peddling their traditional wares.

COLD RAIN (CONT'D)

But these settlers were just the first wave in a vast sea. How could my people know that the sea would be so endless... or that it would turn against them so swiftly?

CUT TO:

THE TOWN - A YEAR LATER

The place looks different now. Fewer people, less hope and cheer. Our familiar faces are now thinner and leaner, their eyes made dark with despair.

COLD RAIN (V.O.)

A few seasons later famine struck the town. The rain did not come and the crops would not grow. The town blamed my people-- who knows why.

The Indians in town are no longer welcome. The settlers look down at them in contempt as they pass by.

COLD RAIN (V.O.) (CONT'D)

They just needed someone to blame.

CUT TO:

THE TOWN - A MONTH LATER

The town now looks as it did when JOE and ZEKE first rode in. Empty and barren, a skeleton of its former self. In the background we can see men slaughtering the last of their livestock.

COLD RAIN (V.O.)

They killed all the animals, sealing their fate. With no hens to give eggs, no ox to pull plow, their food was all gone.

The townsfolk look at the Indians in the streets, but the contempt is gone from their eyes... replaced by raw hunger.

COLD RAIN (CONT'D)

Almost all gone.

CUT TO:

THE TOWN - A DAY LATER

In the darkened streets, the screaming begins. The Indians run as the starving settlers swoop down on them with any weapon that's handy-- axes, pitchforks, rifles.

The men fight back but are beaten down as their women are carried off, their babies ripped from their arms.

COLD RAIN (V.O.)
My people fought for their lives,
but the hunger was stronger. And
the strongest of all was Sheriff
Black.

Along the dirt street a tall man rides, overseeing the slaughter. He is lean and menacing, his eyes shining out from the shadows beneath his hat. A cavalry saber hangs at his side. This is SHERIFF BLACK, and his heart is as dark as the horse he rides.

COLD RAIN (V.O.) (CONT'D)
The Sheriff and his deputies
rounded up my people. They took
them to the barn where the
livestock were butchered. And the
people of the town were fed.

The SHERIFF makes his way among the mob, looking for any remaining Indians. He stops at a shed and flings open the doors. There is a young SQUAW inside with her baby, and another elder Indian, a MEDICINE MAN.

COLD RAIN (V.O.) (CONT'D)
The settlers thought they were
saving themselves by eating the
flesh of my people. But they were
not saved.

The MEDICINE MAN stares at the SHERIFF, chanting. He does not stop or break his gaze. Even when the SQUAW and her child are dragged away, he does look away. Finally the SHERIFF draws his gun and empties it into the old man. But even in death, the old man does not break his gaze.

THE TOWN - THE AFTERMATH

The next day we see the townspeople in the streets, but nothing has changed. Their faces are still gaunt and lean, their bellies are empty and small. And hungry.

COLD RAIN (V.O.)

The elder had put a curse on the town. With his dying breath he declared that they would remain hungry for the rest of their days.

The townspeople look at each other, guilty. Then they look at the graveyard with the wrought-iron fence. There are twenty or so lumps of freshly turned earth there, marking the remains of their Indian victims.

COLD RAIN (V.O.) (CONT'D)

And their days would be without end. For as long as the bones of my people lay in the ground, the town would remain. And so would the hunger.

As the sun sets on the cursed town, SHERIFF BLACK and his deputies gather near the jailhouse on horseback. The townspeople gather around them, their bodies wracked with a slow wasting pain.

COLD RAIN (V.O.) (CONT'D)

When they realized their curse and they felt the sting of the emptiness they sent the Sheriff away to find them something to fill their bellies again.

The SHERIFF tips his hat and rides off with his deputies. As the townspeople watch them go, the horror of their predicament slowly dawning on them.

COLD RAIN (V.O.) (CONT'D)

Each day he rides the ghostlands and returns empty-handed each night.

The SHERIFF disappears into the mountains, and we see the town as it now exists... a ghost, a phantom, a mirage at the edge of the desert.

COLD RAIN (V.O.) (CONT'D)

Now the town sits like a spider in its web, hidden by the swirling sands. My grandmother would warn me that if I did not live a virtuous life, I too would find my way to this place.

FLASH FORWARD to present day, a few hours earlier. We see DECLAN and ZEKE and CUTTER and JOE on horseback, with COLD RAIN tied to the saddle. They ride towards the town, spurring their horses faster, no idea what awaits them.

FADE TO:

INT. CHURCH - NIGHT - PRESENT

JOE and ZEKE look at COLD RAIN, wondering what to make of his tale.

ZEKE
That's a hell of a story.

COLD RAIN
Do you doubt its truth, seeing what
you now have seen?

ZEKE shakes his head slowly.

ZEKE
Naw. I don't doubt it. Seen plenty
in my life to remind me what people
are capable of.

At that moment a noise is heard from inside the house-- a thump and a muffled cry. The men spin around, tense.

JOE
(whispers)
You hear that?

ZEKE
Yeah.

JOE and ZEKE pull their knives from their belts. COLD RAIN picks up a long shard of broken glass from the floor, brandishing it like a dagger.

Then they hear the noise again. Not a howl or screech like those made by the wraiths... but a soft, whimpering sound. The sound of a frightened child.

There's a door at the end of the hall. JOE approaches it cautiously and pushes it open. Behind it are a set of wooden steps leading down into a rough-hewn stone cellar.

JOE and ZEKE look at each other... and head down the creaking wood steps.

INT. HOUSE - CELLAR

It's dark, the light through the cracks the only illumination. JOE and ZEKE stand there, listening, but the noise doesn't repeat itself. They're about to turn and head back up the steps, when--

MARIA (O.S.)
Matthew... I'm scared...!

MATTHEW (O.S.)
Quiet!! They'll hear you!!

JOE turns towards the voices. He feels his way through the dark to a small half-door set in the wall and slowly eases it open.

Behind the door are two terrified children. Their clothing is torn and their faces dirty, the streaks of their tears washing trails down the grime on their cheeks.

MATTHEW (CONT'D)
Please... please don't hurt us...

JOE
Easy. No one's gonna hurt you.
What's your name, son?

MATTHEW
Matthew, sir, Matthew Jonas. This
is my sister Maria.

JOE
How long you been down here?

MATTHEW
Two days I think. I'm not sure.

JOE
You all alone?

MATTHEW
Yessir. There was some other folks
down here with us, but...

MARIA puts her face in her brother's arms and hugs him tight.

MATTHEW (CONT'D)
Mr. McGrath and Mr. Miller, they
escaped early this morning. They
said they'd come back for us once
they found some help.

JOE
McGrath and Miller... one of them
wear a twill coat? The other one
have a mustache?

MATTHEW
Yessir. That's them.

JOE and ZEKE exchange a horrified glance.

JOE
Damn. I knew them two wasn't no
grifters.

MATTHEW
We was on our way from Kentucky. It
was me and Maria, and our Ma and Pa
and two other families. And then
this other man, Mister Hubert.

JOE
Y'all was wagon training?

MATTHEW
Yessir. Three wagons, good
Conestogas. We was heading for
Fresno, and things was fine until
we reached Flagstaff. But then
Mister Hubert started actin' funny.

JOE
How you mean, funny?

MATTHEW
Well... he took to watchin' us.
Maria and me. 'Specially when we
was changin' our clothes or
washing. Then he got drunk one
night and he tried to touch Maria.
Up under her dress, like. And she
told my Pa. And my Pa, he shot him.

JOE
Shot him dead?

MATTHEW
Yessir. We buried him, but no one
talked too much after that. Until
we got lost. Then they just started
arguing. Said we was riding in
circles.

JOE
Then what happened?

MATTHEW
Then we found this town. And we was happy, 'cause we was almost out of food and water! And the people was nice to us... at least at first they was. But then they changed. They changed into something horrible.

MARIA starts to cry again. MATTHEW holds her tight, trying to keep her quiet.

MATTHEW (CONT'D)
We tried to stay with our Ma and Pa, but Pa told us to run and hide and to not look back. And then we heard some shots from Pa's rifle... and then it was quiet again.

JOE pulls ZEKE aside quietly.

JOE
We gotta take 'em with us, Zeke. You know that, right?

ZEKE
Gonna be hard to make it out of here, runnin' with two little kids tagging along behind.

JOE
Be harder still if we do make it out, livin' the rest of yer life knowin' that you left two little kids to be eaten alive.

ZEKE nods and they rejoin the others.

JOE (CONT'D)
The help that Mr. Miller and McGrath said they'd find... well, that's us. We're gonna get you out of this place.

MATTHEW and MARIA's eyes light up.

JOE (CONT'D)
But you gotta be quiet. The quietest that you've ever been.

MATTHEW

Yessir. I understand.

JOE

All right, then. Let's go.

They leave the cellar and make ready to head back upstairs. MATTHEW looks up at COLD RAIN, who has been silently listening by the cellar door this whole time.

MATTHEW

Are you an Indian, mister?

COLD RAIN

There is nothing Indian about me, boy. I am Apache.

MATTHEW

Oh. Just 'cause... we saw a group of Indians on a trail heading north just before we came to this town. They had the same beads and feathers as you.

JOE

A group of Apaches just north of here? What were they doing?

MATTHEW

Just camping, I guess. They watched us for awhile but they didn't talk to us or nothin'. Looked like they were waiting for something.

JOE looks at COLD RAIN, suspicious.

JOE

Or someone.

COLD RAIN says nothing, and the group makes its way up the old wooden steps.

INT. HOUSE - NIGHT

JOE walks ahead, searching the parlor of the old house and making sure it's clear.

ZEKE

Any sign of 'em?

JOE
No... but that don't mean they
ain't there.

He crawls back out the broken glass window, and the others follow.

EXT. TOWN - STREETS - NIGHT

The small group creeps through the streets, painfully aware of how exposed and vulnerable they are. They make their way towards the livery... when suddenly there's the sound of footsteps coming their way.

JOE looks around for any place to hide. There's an old oxcart at the far end of the stables surrounded by muck and manure.

JOE
(whispers)
Get under the cart!

They fall to the dirt on their bellies, crawling all the way under the oxcart as four figures appear from the darkness.

It's EAVES and the POKER PLAYERS. Their faces are wracked with cruelty and hunger, their twisted features made even more frightening by the harsh moonlight.

EAVES
You find them?

POKER PLAYER #1
No. We searched all around. They
ain't nowhere.

EAVES hisses in frustration and paces closer to the cart.

EAVES
They're somewhere.

From the vantage point beneath the cart, EAVES' skin can be seen in detail. It's a horrifying sight, the flesh literally twisting and writhing over his bones. The wraiths must be in constant agony.

EAVES (CONT'D)
Did you see the Indian? Did you see
his markings?

POKER PLAYER #1
We saw.

EAVES

He's one of them. One of the same tribe that did this to us. The ones who cursed us this way.

His stomach growls and he grimaces in pain.

EAVES (CONT'D)

I want him. I want to eat him alive and pick his flesh from my teeth. But first I want to give him to the Sheriff.

POKER PLAYER #1

When you think the Sheriff's due back?

EAVES

Same time as always. Just before dawn.

He shakes his head and scowls.

EAVES (CONT'D)

I knew one of them heathens would pass back this way. I want him found. I want him alive. And when the Sheriff gets back, I want him kneeling in the dirt by the bones of his kin, crying to their spirits and weeping.

The POKER PLAYERS nod and head off into the streets. EAVES begins to walk away... then stops. He looks down towards the oxcart, his nose wrinkling as if smelling something.

JOE and ZEKE watch him close, their hearts racing. There's only about five feet between them and him.

EAVES starts to lean down... then kicks a pile of horse manure with his boot, eliminating the offensive smell.

EAVES (CONT'D)

Fuckin' horses.

His stomach growls again, and he disappears into the night. The bounty hunters let out their breath and crawl out from beneath the cart, taking refuge behind the stables.

EXT. STABLES - NIGHT

JOE sits down, wiping the sweat from his brow. ZEKE crouches down next to him.

JOE

Fuckin' things. You see the way their skin crawled? Like it was eatin' itself from the inside or something.

ZEKE

Being seeing it every time I lay down now, I guess.

He shivers and shakes his head slowly.

JOE

Matthew. When you first came to town... when did those things start to change?

MATTHEW

Not until nightfall. That's when they showed their real faces. Maria says it's cause they're too ashamed to show 'em in the light of day.

JOE

What else you notice about 'em?

MATTHEW

Well... they're fast. An' they can smell your blood, too. Taste it in the air and then find you.

JOE

But only at night.

MATTHEW

Yessir.

ZEKE

And it's a long way to go 'til morning.

JOE

We can make it. Just gotta stay quiet.

ZEKE

Let's say we do make it, and the sun comes up and they all turn human again. What the hell do we do then?

JOE

Then we high-tail it out of here.

ZEKE

Out of here and into the desert? We won't last, Joe. Not without water. Not without horses.

JOE

Well we sure as hell ain't gonna make it here.

He shakes his head firmly.

JOE (CONT'D)

Gotta keep moving. Can't let 'em see us. Can't get noticed.

ZEKE

Gonna need some more rounds, though. In case we *do* get noticed.

JOE

I think I know where to get some.

He stands, motioning for the others to follow.

EXT. TOWN - STREET - NIGHT

The group makes its way through the dirt between the small buildings, careful to stay out of sight.

They hear a single howl pierce the still of the night, and their hearts stop for a terrifying moment, but no wraiths appear from the shadows and they move on.

Finally we see what they've been moving towards: the sign marking the entrance to the GENERAL STORE.

INT. GENERAL STORE - NIGHT

The door is unlocked and they quietly slip in. Inside it's just as before: shelves piled high with gunbelts and boxes of ammunition.

ZEKE

Guess now we know why the place is
so well stocked.

JOE

Yeah. Dumb fucks like us wandered
in outta the desert and thought
they was gettin' a deal.

They grab the ammo boxes and dump them out on the counter,
reloading their weapons.

ZEKE

Enough powder in here to outfit a
regiment.

JOE

That's just about half what we
need.

COLD RAIN surveys the inventory carefully, finding the
pistols too heavy and the muzzleloaders too cumbersome.

He settles on a Winchester repeating rifle... and an old
steel hatchet with a razor sharp blade.

Suddenly a voice hisses out from the darkness, making them
all jump.

BILLINGS (O.S.)

Find something you like?

JOE and ZEKE hit the floor, hands moving towards the guns at
their sides. COLD RAIN brings up the hatchet in front of him,
his eyes searching the darkness.

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

I knew you'd be back. Sifting
through my merchandise. Pawing
through my stock. I've been
smelling you in here all day.

The raspy voice is harsh but familiar. It's the shopkeeper
who was there with them earlier, selling them canteens and
whiskey.

JOE

Billings. Son of a bitch's been
waitin' for us.

But where he is now is anyone's guess, his voice echoing
through the close, dark space.

There's a terrifying moment as we see his horrible ghost-white face appear just behind the two children. He's close enough to touch them and they don't even know that he's there.

BILLINGS (O.S.)
You've brought the little ones too.
We've been looking all over for
them.

The children turn around, scared, but the face is gone. BILLINGS' voice giggles in the darkness, along with the sound of a long wet tongue smacking against gnashing teeth.

BILLINGS (CONT'D)
But hey're all mine now. I don't
care if the rest of them eat.

MATTHEW clutches MARIA tight as she starts to whimper, afraid. JOE moves towards a corner where the voice seems to be coming from... but then it's gone again.

ZEKE
(whispers)
You got a fix on him?

JOE
Nope. Keeps moving.

He raises his shotgun to his shoulder but COLD RAIN places his hand over it firmly.

COLD RAIN
The noise will attract the others.
He wants us all to himself. And so
do we.

JOE frowns and lowers the gun.

JOE
Then we gotta flush him out.

He hands MATTHEW a big overcoat from one of the shelves and lays it on top of him.

JOE (CONT'D)
Hide under this. Don't peek out,
whatever you hear. And don't move.

MATTHEW nods and pulls the overcoat up over him and his sister.

JOE covers the center of the shop as ZEKE and COLD RAIN move toward the corners.

The moonlight through the windows casts strange shadows, creating phantom images that make their hearts skip a beat.

There's a rustling from the back of the shop and ZEKE heads towards it, brandishing his knife backwards in his hand with the blade along his forearm.

There's a small sound on the floor near a stack of boxes. Then another, like raindrops. ZEKE moves towards the sound, and sees a small puddle gathering on the floor. He puts a finger to it and it clings to it, sticky-- like drool.

ZEKE

What the--

Suddenly from above, a long wet tongue lolls into frame and licks the bloody gash above ZEKE's eye.

ZEKE (CONT'D)

GAAAH!!

ZEKE barely has time to react before BILLINGS is upon him, eyes red with insanity and hunger. He throws ZEKE to the ground and opens his ragged jaws wide.

BILLINGS

All for Billings... all for
Billings...

He screeches a horrible howl, his long red tongue dripping saliva all over ZEKE's face.

ZEKE swings his knife wildly... and CUTS OFF BILLINGS' TONGUE AT ITS BASE.

BILLINGS thrashes and writhes, the stump of his tongue twitching back and forth in his mouth. ZEKE struggles to get to his feet, but BILLINGS picks him up like a rag doll and throws him down again.

BILLINGS (CONT'D)

You black bastard... I'll eat you
raw...

BILLINGS grabs up ZEKE in his clawed hands, unsheathing his rows of teeth... when from out of the shadows, COLD RAIN appears.

COLD RAIN

You will not feed this night.

He draws back his hatchet and swings it in a wide arc,
CUTTING OFF BILLINGS' HEAD.

BILLINGS' head screams as it tumbles through the air and hits one of the shelves, then falls to the ground with a thud. The body, however, keeps moving.

JOE runs up and grabs it from behind, trying to stay clear of its long clawed hands.

JOE
Grab the head!! Put it in that
trunk by the door!

ZEKE picks up BILLINGS' head by its straggly grey hair and runs it over to a steel army trunk that sits by the doorway. He kicks open the lid and tosses the screaming head inside.

JOE (CONT'D)
The body too! Come on!!

COLD RAIN grabs BILLINGS' legs as JOE holds its arms down, and together they wrestle the body towards the trunk and stuff it in.

Once the lid is shut, JOE runs to the box of moonshine and whiskey by the front counter. He grabs a bottle as ZEKE and COLD RAIN hold the trunk down with all their might.

JOE (CONT'D)
Open the lid.

ZEKE pries open the lid just far enough to see BILLINGS' horrible face gurgling and gnashing within.

BILLINGS
Hungry... so hungry....

JOE
Then take your fill, you son of a
bitch. This one's on me.

He pours the whiskey all over BILLINGS' face. Then he grabs a box of long wooden matches from a nearby shelf, sets one ablaze, and tosses it inside.

There's a blood-curdling shriek as BILLINGS burns, the steel trunk shaking and thumping around on the floor before finally going still. JOE turns to see MATTHEW and MARIA peeking out from under the overcoat, eyes wide.

JOE (CONT'D)
I told you not to look, Matthew!

The children pull the coat back up over their heads. JOE and ZEKE look at each other, breathing heavy.

ZEKE

Jesus. If that's what it takes to
kill one of those things...

JOE

Don't kid yourself. It ain't dead.
It's still twitching around inside
there right now, droolin' and
hungry.

ZEKE

So what the hell we gonna do, Joe?!
There's three of us and a hundred
of them. And there ain't enough
rotgut left to get drunk on, let
alone burn the whole fuckin' town!

COLD RAIN

There is a way. But we will need to
move from this store to somewhere
more easily defended. We will need
to move quickly. And we will need
many bullets.

JOE

Well on that last count I think
we're in the right fuckin' place.

He grabs a leather satchel from one of the shelves and starts filling it with boxes of ammunition from behind the counter. ZEKE grabs another satchel and does the same. They fill the bags until they're full to bursting and so heavy with lead that they practically drag on the floor. Then they sneak out the door and make their way towards the saloon.

INT. SALOON - NIGHT

The doors swing open slow and silent and JOE and ZEKE slip in, covering the room with their guns.

ZEKE

(whispers)

All clear.

JOE nods and MATTHEW and MARIA walk in behind him, COLD RAIN bringing up the rear. JOE and ZEKE creep up the stairs and check the upstairs rooms. There's a shadow of something on the floor and ZEKE kicks it over with his foot, then winces as it rolls into the light.

ZEKE (CONT'D)

Aw hell... I think I found Declan.

JOE frowns at the devoured remains, then bends down and picks up his blood-spattered watch.

JOE

So that's where it went.

He slips it back in his pocket, then looks back at DECLAN and shakes his head slowly.

JOE (CONT'D)

I never should have let that
degenerate gambler run with my
crew. Still... he deserved better.

They close the door and move on. The next room reveals CUTTER, or what's left of him, his ribs ripped open and his insides gutted like the carcass of some great bird. His wooden leg lies in the corner, its rusty hinge stained with dried blood.

ZEKE

Can't let the kids see this. Last
thing they need's one more
nightmare to add to the list.

JOE

Gotta fall asleep if you're gonna
have nightmares. You think either
of them kids is ever gonna close
their eyes again for the rest of
their goddamn lives?

They check the rest of the rooms and head back downstairs to rejoin the others. COLD RAIN stands at the windows, keeping watch with his rifle.

JOE (CONT'D)

All right, we're safe here... at
least for the moment.

ZEKE

But not long. So where we headed?

COLD RAIN

We must reach the low hills of the
desert. My people will meet us
there.

ZEKE

People? What people?

COLD RAIN

The ones who are waiting to kill
you.

JOE looks at him warily.

JOE

That's somethin' you've neglected
to mention 'til now.

COLD RAIN

Did you think my men would truly
let you bring me north to hang?

Quick as lightning JOE brings up his shotgun and jams it
under COLD RAIN's chin.

JOE

You know what... I don't care if
you hang. I'm taking your head off
right now.

COLD RAIN

That will not bring you the horses
you need to carry you out of the
desert alive.

JOE

Oh, but you will?

COLD RAIN

The riders that the boy and his
family saw. I can signal to them
with smoke from a fire. But at
night... in the darkness... the
wraiths will see.

JOE

Which means you'll need a
diversion.

COLD RAIN

Yes.

JOE

Let me guess... you want me and
Zeke to draw their fire. Meanwhile
you call your men down and they
swoop in and save us. That about
the size of it?

COLD RAIN

As I said... for a white man, you are wise.

JOE stares at him, incredulous.

JOE

You got a fuckin' pair, Injun. You've been playing us from the beginning, knowin' the whole time we were riding into an ambush and not sayin' shit about it. *That* I can understand; we was riding you back to hang. But *now* you're askin' us to keep them wraiths off your ass while you go meet up with your Apache friends... and then you expect us to believe *you'll come back for us?*

ZEKE

Take it easy, Joe...

JOE

Fuck that, I ain't taking it easy, I ain't takin' it at all! The only damn smoke signals are the ones blowin' out his ass... which is the only thing he's trying to save!!

COLD RAIN

You know nothing of me. You see my face on a piece of paper and never think to ask why it's there. The men that my people fight against, why would you help them? Why ride me back to their gallows?

JOE

Because their money spends just like anyone else's. Besides, I ain't the one was gonna be stringin' you up. I was just makin' the ride.

COLD RAIN

Do you think I deserve to die?

JOE

How about the women and children you massacred? Did they deserve to die?

COLD RAIN
 I DID NOT KILL THEIR CHILDREN!!
 THEY KILLED MINE!!

The room is still for a beat as the sound of COLD RAIN's words echo off of the wood walls.

COLD RAIN (CONT'D)
 The stories they spread of a "massacre" were lies created to increase my bounty. The *truth* is that they wanted our land for their railroad. Land that they had already given us by treaty, but then wanted back! When we refused to move, they gave us blankets rife with disease. A disease for which my wife and children had no resistance... and no cure.

JOE lowers his shotgun slightly.

JOE
 I heard about them blankets. Smallpox blankets, the ones they used in the army hospitals to wrap the corpses in. They took 'em off the bodies and sold 'em to the Indians, knowin' they couldn't fight off the sickness.

COLD RAIN
 My wife. My children. No resistance. No cure.

He looks at MATTHEW and MARIA, and his face softens ever so slightly as if remembering... before turning to stone again.

COLD RAIN (CONT'D)
 My men and I found the soldiers who gave us the blankets. We killed them and scalped them and plucked their eyes from their heads, so that they would be blind in the next world. But this was no massacre. This was revenge. And for this, I do not deserve to die.

JOE shakes his head and slowly lowers his shotgun back to his side.

JOE

Even if I trust you, your plan
ain't much good. Those things out
there, you know what they can do,
you saw what it takes to stop even
one of them. How the hell do you
propose we be able to keep a whole
town full of 'em off your ass for
five seconds, let alone buy you
enough time for your men to arrive?

COLD RAIN steps to the long wooden bar and retrieves a large
brass bowl and a white cloth from behind it. He draws his
hatchet from its sheath and wipes off the blade.

COLD RAIN

The one who cursed this town was
one of my elders. His totem was the
tortoise, chosen for his many years
and the wisdom he'd acquired. He
had seen much hardship, and his
blood flowed strong in his veins.

He holds out his arm and slices a long groove with the
hatchet, making the others wince.

COLD RAIN (CONT'D)

As it flows in mine.

The dark red liquid flows down the length of his arm to his
elbow, where it drips into the bowl. MARIA starts to cry and
MATTHEW holds her tightly.

MATTHEW

(whispers)

Hush. It's all right.

COLD RAIN looks at JOE and ZEKE and motions towards their
satchels.

COLD RAIN

My blood will empower our weapons.
It carries the spirit of my elders.
If we coat our guns and knives with
it, our bullets, our blades... we
can kill them. Not just hurt them,
but remove them from this world
entirely. And send them to the
darkness that awaits.

JOE frowns, unsure.

JOE

I don't believe in no Indian magic.

ZEKE

Yesterday you didn't believe in no wraiths.

ZEKE opens his satchel and dumps the ammunition out on the bar. JOE frowns and does the same.

COLD RAIN begins chanting softly as he dips the bullets in the bowl of blood, anointing them with power. The others watch the shamanistic baptism with fascination as the lead is dyed a dark red which then dries to an ominous black.

Finally, when all the weapons are coated, COLD RAIN dips a finger into the blood and paints several lines on his face with it... the savage visage of a warrior who welcomes death.

COLD RAIN

There is but one thing that remains. Hold out your arms.

JOE and ZEKE hold out their arms and COLD RAIN rolls back their sleeves, cutting into both of their skins.

COLD RAIN (CONT'D)

Press your wounds together, and then press them to mine. In this way our pain is shared, and he who betrays the other will betray his own heart and fate. In this way, I can trust you. And in this way, will you do the same.

JOE and ZEKE press their arms together, and do the same with COLD RAIN. Then they roll their sleeves down and start loading their guns with the blood bullets.

JOE

Where do you want us to lead them?

COLD RAIN

To the cemetery.

He points through the window at the old graveyard behind the church, surrounded by the wrought-iron fence.

COLD RAIN (CONT'D)

It is there that my people are buried. But they do not rest.

(MORE)

COLD RAIN (CONT'D)

There is a power in their bones
that the wraiths still fear, and
they will not pass the iron gates.

He cocks his Winchester and slings it across his back, his
bloody red fingerprint on its trigger.

COLD RAIN (CONT'D)

It is the power of my ancestors,
the one that will make us speak
fire and bring death down on them.
But you will be sheltered. And we
will prevail.

JOE

One question. The hell do we do
with these kids?

COLD RAIN looks at MATTHEW and MARIA, and though his fearsome
appearance is like something from a nightmare, a flicker of
warmth still burns.

COLD RAIN

I will protect them.

JOE nods and racks his shotgun, ready to go. MATTHEW looks at
him hopefully.

MATTHEW

You gonna kill the monsters now,
mister?

JOE

Yeah, Matthew. We're gonna kill
every last one of 'em.

MATTHEW smiles.

EXT. SALOON - NIGHT

The doors swing open and JOE and ZEKE creep out, eyes on the
darkened streets. COLD RAIN follows them out and looks at
them with fierce eyes.

COLD RAIN

Wait at the graveyard. We will be
there.

JOE nods and walks out into the darkness.

JOE

Good hunting, Cold Rain.

COLD RAIN

And you.

They go their separate ways, MATTHEW and MARIA taking one last look behind them and then disappearing with the Indian into the night.

EXT. TOWN - STREETS - NIGHT

The moon is bright, and JOE and ZEKE stick to the shadows. They make their way down the side streets, guns drawn, alert for anything that moves.

It's not long before something does.

JOE
(whispers)
Hold up.

ZEKE
Where?

JOE
There.

ZEKE
Oh.... Jesus.

Around the corner, the wraiths come into view. And not just some of them. *All* of them. They fill the town's main street, pacing, salivating, looking into the storefront windows. Looking to eat.

They also block the only path to the cemetery.

JOE
How the hell we gonna get past 'em?

ZEKE
Depends on how limber you are.

He nods to a stovepipe running up the side of one of the storefronts. On the other side, there's a balcony. And across the street is another balcony, just within jumping distance.

JOE
Shit.

They hug the edge of the street, keeping low and out of sight until they reach the back of the building. A low shed provides access to the base of the pipe where it meets the wall. ZEKE starts to climb up it, and JOE follows.

EXT. ROOFTOPS

They move across, hunched down low, and peer over the edge of the building. Beneath them the mob of wraiths buzzes like an angry hive, the sound of their growling stomachs masking all other noises.

ZEKE

I'll go first and cover you. Once
I'm across, toss me the satchels.

JOE nods. ZEKE looks at the balcony across the way, gauging the distance. Then he spits on his palms, rubs them together... and jumps.

It's a fifteen-foot gap but he clears it, his boot catching the wooden beam at the bottom. He hauls himself up and gestures for JOE to throw him the sacks of ammo.

JOE tosses them across one by one, the leather bags sailing through the air soundlessly above the heads of the wraiths.

Now it's JOE's turn. He looks across the street to the balcony opposite... and hesitates.

ZEKE (CONT'D)

(whispers)

C'mon, man. Hurry.

Steeling his nerves, JOE closes his eyes and takes a running jump into the night.

He flies through the darkness above the street, catches the beam with his boot heel... and then slips.

He flails, his arms waving, his body's forward momentum gone, and starts to fall down to the street.

JOE

Zeke...!

He drops down past the railing on his way to the starving wraiths below. He reaches out with his hands, desperate to grab onto *anything*...

ZEKE's hand grabs him by the wrist, stopping his fall. JOE kicks out his boot and gets it back atop the beam, pulling himself up again... and then his knife slides out of his belt.

JOE and ZEKE watch in horror as the knife falls through the air in slow motion, turning end over end, inches above the heads of the wraiths...

... when JOE's free hand shoots out and plucks it from the air by its blood-covered blade. The knife's sharp edges slice into his fingers, and he winces from the pain.

He bites his tongue to keep from crying out as ZEKE pulls him up onto the rail.

JOE (CONT'D)
You think they heard us?

ZEKE shakes his head, catching his breath.

ZEKE
No, I think we're--

He doesn't have time to finish his sentence as his head is yanked back and slammed into the side of the building.

Because something *did* hear them. It's the SALOON GIRLS, all three of them. They've been waiting silently on the rooftop, their pink frocks still stained with CUTTER's rich blood.

They step over ZEKE's motionless body and close in on JOE, their noses sniffing the air.

SALOON GIRL #1
Nasty cut you got on your finger.
We could smell it all the way from
the street.

Her tongue lolls out and she lunges at him headfirst, her teeth elongating as her mouth widens around his face. JOE does the only thing he can think of-- he stabs his knife into it.

Immediately, the SALOON GIRL starts gagging. The gash in the roof of her mouth where the knife has stuck turns black, spreading out down her throat down past the rows of teeth all the way to her gut.

She starts coughing up blood and that turns black as well, and she drops to her knees, the expression in her eyes turning quickly from hunger to fear.

The other two SALOON GIRLS back away, slowly.

SALOON GIRL #2
How... how did you...

JOE yanks out his knife from the first SALOON GIRL's mouth and slices open the throat of the second. She too gags and staggers as the Apache blood goes to work on her, spreading throughout her body.

The third SALOON GIRL takes no chances, charging into JOE and slamming him against the wall. He sinks to the ground, his head reeling, and pulls in his knife tight against him.

The monstrous creature leaps on top of him, her jaws open wide... then gasps and shudders, JOE's knife stuck deep in her gut. The wound in her belly turns black, and the blackness spreads, visible in her network of veins.

JOE gets up and watches as her body starts to eat itself from within, her skin stretching and tightening and finally turning a cadaverous grey. Then he runs over to ZEKE and shakes him.

JOE
(whispers)
Zeke? Zeke you all right?

ZEKE slowly stands, holding his head. He looks at the three dead SALOON GIRLS, then back at JOE.

JOE (CONT'D)
I am damn glad you didn't drop your knife.

JOE nods and they pick up the leather ammo sacks. The cemetery in the distance awaits.

EXT. TOWN - NIGHT

At the far edge of the town, COLD RAIN stalks the streets. He moves soundlessly through the shadows, then waves MATTHEW and MARIA forward.

He scouts ahead further, peering around a corner-- and almost comes face-to-face with a small group of wraiths. He pulls his head back, yanking MATTHEW and MARIA into the shack's darkened door.

MARIA almost cries out, but the Indian clamps his hand over her mouth.

COLD RAIN
(whispers)
Shhhh...

It's a tense beat as the wraiths creep past, only a few paces from where they're hiding. Then, finally, they move on.

COLD RAIN (CONT'D)

Come.

He edges forward again, and the two children follow.

EXT. EDGE OF TOWN - NIGHT

They reach the town's northern edge, where the small buildings give way to the encroaching sands of the desert. In the distance are the mountains, dark and foreboding.

COLD RAIN looks skyward; it's a clear night and any smoke sent up should be able to be seen for miles.

COLD RAIN

We stop here.

MATTHEW and MARIA obey, following his gaze to the mountains and the starry skies above.

MATTHEW

Mister?

COLD RAIN

Mmm.

MATTHEW

My parents are dead, aren't they.

COLD RAIN looks at the boy, then looks away.

COLD RAIN

The wraiths were hungry. They fed.

MATTHEW

So we're never gonna see them again.

The Indian casts his gaze out over the rugged horizon, then turns back to the boy.

COLD RAIN

You will see them, as I see my children. You will see them in the breeze that blows through the grass and the rain that darkens the day. You will see them looking back at you in the eyes of the game on the plains.

(MORE)

COLD RAIN (CONT'D)

And you will see them one day in
the world beyond this, when you
cross from this life to the next
one.

He looks back at the town and his face hardens.

COLD RAIN (CONT'D)

And that day will not be today.

MATTHEW nods slowly, then looks up at COLD RAIN again.

MATTHEW

But who's gonna teach us things,
mister? Who's gonna teach us how to
live in *this* world?

COLD RAIN stares at MATTHEW for a long beat.

COLD RAIN

Take your sister and gather some
wood. Long and short pieces,
brittle and dry. When you return, I
will teach you how to make fire.

MATTHEW and MARIA head off into the brush in search of
kindling. COLD RAIN watches them silently, then turns his
attention back to the town, waiting for the fight to begin.

EXT. CEMETERY - NIGHT

JOE and ZEKE crouch by the wrought-iron fence that surrounds
the graveyard, keeping an eye out for the wraiths.

They've been busy preparing the gravesite, hands filthy from
small trenches they've dug out of the earth for cover.

JOE

You ready?

ZEKE

Ready as I'm gonna be. You think
the Indian's made it out yet?

JOE

Haven't heard any screams, have
you?

He checks the load on his shotgun one last time.

JOE (CONT'D)

All right. Let's do this.

He stands up and heads for the gate. ZEKE lingers behind, looking at the gravestones.

JOE (CONT'D)
You comin'?

ZEKE
Hold up. I want to ask you something.

JOE
Go ahead.

ZEKE
If we do make it out of here, what then?

JOE
The hell you mean, what then? We ride the fuck out and never look back, that's what then.

ZEKE
You think it's gonna be that easy?

JOE
Hell no, it ain't gonna be easy! Them monsters is everywhere, gonna take every last bullet we got.

ZEKE
That ain't what I mean.

He stares at the guns at his belt, at the blood on his clothes and his hands.

ZEKE (CONT'D)
What if this is something else, Joe? What if this is what we been riding to all along and even if we make it out this time, we find our way back here besides?

JOE
Zeke... you ain't makin' no sense.

ZEKE
Think about it. What is this place? A place full of torment. A place full of monsters. A place for the cursed and the damned.

JOE

They brought it on themselves.

ZEKE

We all bring it on ourselves, every day.

JOE

Look, this ain't the time to be thinking like this--

ZEKE

What did the Indian say, that if he did not lead a virtuous life, that he too would find his way to this place? Look at our lives, Joe. You see a lot of virtue there?

JOE

We got lost in the desert. That's all.

ZEKE

But we could have made it out. We could have left town before nightfall. But we didn't. They tempted us. That's how they kept us here.

JOE

How do you mean, tempted?

ZEKE

Declan, with the card game. They tempted him with greed. Me, with my liquor. Dulled my senses with sloth so I couldn't rightly see. Cutter and the saloon whores? They knew that fat lustful fuck couldn't resist them three.

JOE

And what about me, Zeke? How exactly did they tempt me?

ZEKE smiles and shakes his head sadly.

ZEKE

You were the easiest of all, Joe. You take pride in your work. So for you, it was the job at hand.

(MORE)

ZEKE (CONT'D)

You weren't gonna leave without the Indian. And you damn sure weren't gonna leave without me.

JOE

So you think this place is... I mean, you think this place might be...

ZEKE

I think it's a glimpse. I think it's a warning. I think if we make it out of here, and keep doing the things we've been doing... I think we'll find ourselves back here someday.

JOE frowns and looks down at his own hands, remembering the blood that's been there.

JOE

I don't know, Zeke. Maybe you're right, I don't know. But I *do* know one thing: we're right here, right now. And if we're gonna change anything, we're gonna have to kill our way out to get out alive.

He stands, brushing the dirt from his jeans.

JOE (CONT'D)

So let's kill 'em all. After all, that's what we do best.

They walk through the gates of the wrought-iron fence down the dark dusty road towards the town.

EXT. TOWN - MAIN STREET - NIGHT

The moon is high overhead above the two bounty hunters, casting an unearthly glow as they march down the lonely dirt street. No more hiding or sticking to the shadows, they stand in the middle of the road like they own it.

They reach the center of town and JOE takes a deep breath. Then he holds up his shotgun and fires.

JOE

(yells)

Which one of you motherfuckers wants a free meal? Chow time if you want it! Come down and get a piece!

The shotgun's report echoes off the old buildings like thunder. It's deathly silent for a beat. Then slow footsteps are heard as a trio of figures step out of the shadows.

It's the POKER PLAYERS, all three of them, their faces lean and hungry.

POKER PLAYER #1

Well well, look who's here. Been looking for you two gentlemen.

JOE

Guess you found us.

POKER PLAYER #1

Guess so.

The POKER PLAYERS take a step forward and ZEKE drops back in classic gunslinger style, his hands dropping down to the pistols that hang at his hips.

The POKER PLAYERS grin, their teeth stretching the folds of their raggedy cheeks.

POKER PLAYER #1 (CONT'D)

Just how fast you think are with them shootin' irons, mister?

Then their grins disappear as they howl and leap forward. ZEKE brings up his guns and fires three shots, stopping the wraiths in their tracks.

They drop to the ground, gazing up at him in disbelief, each one with a bullethole in the middle of his forehead. The black blood in their wounds quickly spreads down their faces and they fall to the dirt gasping as their flesh eats itself.

ZEKE

Faster'n you, you dead son of a bitch.

In the distance there's a low grumble, the night coming alive with dark twisting shadows as the wraiths converge on the town center.

JOE

Here it comes...

And then it begins.

The creatures run towards them, opening up their cavernous mouths and screaming out their pain and hunger.

JOE levels his shotgun and fires, the blast from the muzzle lighting up the night sky. One wraith is blown back, then another, their shriveled guts blown apart as they collapse to the dirt, decomposing.

JOE (CONT'D)

Reloading.

ZEKE

I got you.

ZEKE levels his guns as more wraiths leap in, dropping them one by one in quick succession. He shoots until his guns click dry, then spins opens the cylinders and clears the spent shells as JOE brings up the shotgun again.

Two more wraiths come, and two more wraiths fall, as JOE blows their heads off. Black blood spurts from the stumps of their necks as their morbid skin shrivels around the wounds from the gunfire.

JOE

One comin' in high.

ZEKE

I see him.

A wraith leaps off of a rooftop above, dropping down fast and angry. ZEKE takes aim and pulls the trigger six times, putting six shots in the creature's belly before he hits the ground.

More wraiths surround them. JOE and ZEKE stand back to back, covering each other. One fires while the other reloads, pulling cartridges from the leather sack at their feet and feeding them into their gunbarrels.

One wraith comes in low but ZEKE is on him, walking his shots up the creature's belly and opening him up to the night.

Another gets in close, leaping over the piles of dead. JOE swings the butt of his shotgun around into the attacking wraith's jaw and then just as fast swings the barrel back around again, unloading a twelve-gauge shell into the thing's starving gullet.

The bodies pile up as the black bullets fly, filling the air with lead rain.

The wraiths keep coming and the bounty hunters keep shooting, the wall of decaying dead bodies growing higher and higher in a circle of blood all around them.

EXT. EDGE OF TOWN - NIGHT

In the shadow of the mountains, COLD RAIN crouches down by MATTHEW, showing him how to make fire.

COLD RAIN
The long stick against the short
one. Faster, boy.

Gunfire is heard from the center of town, but COLD RAIN keeps the boy's attention on the task at hand.

COLD RAIN (CONT'D)
Don't listen to the shots.
Concentrate on the wood. When you
begin to see smoke, look for the
spark to appear.

There's a rustle in the shadows behind them. It's slight, almost imperceptible, but COLD RAIN hears it. His eyes narrow as they search the darkness.

COLD RAIN (CONT'D)
Keep your sister close to you. Keep
working on the fire.

He stands and moves towards the direction of the sound. Then there's another one, closer.

EAVES (O.S.)
Forty years.

The children jump at the sound of the hissing voice. COLD RAIN spins around as EAVES appears, seemingly from nowhere.

COLD RAIN goes for the rifle at his back but EAVES is faster, wrenching it out of COLD RAIN's hands before he can even aim it. It clatters to the dirt, out of reach.

EAVES (CONT'D)
Forty years I've been countin' the
days until one of your kind would
pass back this way.

He looks at the Indian with hatred in his eyes, a hatred fed by decades of hunger.

EAVES (CONT'D)
You look like him. The one that did
this to us. You're one of his,
ain't you.

COLD RAIN
My grandfather.

EAVES grins and licks his lips.

EAVES
Thought so.

They circle each other, Apache and wraith, eyeing each other coldly.

EAVES (CONT'D)
You got no idea what you did to us.
No idea of the suffering.

COLD RAIN
Your curse is your own. Built from
your own inhumanity.

EAVES
We did what we had to. But it'll
all be over soon. The Sheriff is
coming.

COLD RAIN looks at EAVES with pity.

COLD RAIN
Your Sheriff can do nothing. By day
he rides through the ghostworld,
where he suffers eternal torment.
And each night before dawn he
returns empty-handed, to feel the
bitter sting of his failure.

EAVES
No. You're wrong. I can hear him,
the hooves of his horse getting
nearer. He's coming back because
you've come back. Because he's
found a way to save us!

COLD RAIN
You are Mokshawnee. The cursed.
There is no way to save you.

EAVES
He'll find a way. Maybe with your
blood. Maybe with your heart. Maybe
with the eyes from your damn savage
skull. But somehow he's gonna save
us.

EAVES moves closer to COLD RAIN, his eyes burning with insanity and desperation. COLD RAIN's hand drops to his hatchet, gripping tightly.

COLD RAIN
If you want my blood, come and take
it.

EAVES opens his jaws and howls. He's on COLD RAIN before we even see him move, teeth bared and gleaming. COLD RAIN is knocked down but rolls away quickly, coming up again fast with the hatchet.

EAVES sneers and runs at COLD RAIN again, and the two collide with savage intensity. EAVES backhands the Indian, sending him flying.

COLD RAIN lands hard on his back, the wind knocked out of him. He shakes his head to clear it and sees MATTHEW and MARIA staring at him, terrified.

COLD RAIN (CONT'D)
Keep working on the fire!

MATTHEW goes back to the wood as COLD RAIN drags himself to his feet. EAVES circles in slowly, a hunter toying with his prey.

EAVES
Forty years of starvation. You know
what that does to a man's mind?

COLD RAIN
You are not a man.

EAVES lunges again, but this time COLD RAIN is faster. He ducks under EAVES' blow and comes up again swiftly, swinging the hatchet. EAVES turns and blocks the blow easily, catching COLD RAIN by the wrist.

EAVES looks at the dried blood on the hatchet blade, sensing something of its power.

EAVES
You did something, didn't you?
Found some way to hurt us.

He sneers angrily and twists back hard on COLD RAIN's arm, forcing him to drop the blade. Then he slams his clawed hand into COLD RAIN's face, sending him reeling.

EAVES (CONT'D)
We built this town up from nothing.

He kicks COLD RAIN before he can stand, knocking him back down to the dirt.

EAVES (CONT'D)
Drove all that way across the
mountains and plains, facing
unspeakable hardship.

COLD RAIN runs at EAVES, but EAVES grabs him by the head and twists his neck back, his claws digging into his flesh.

EAVES (CONT'D)
I was the fucking mayor.

More gunfire is heard from the center of town, along with the screams of the dying wraiths. COLD RAIN smiles through his pain and looks at EAVES triumphantly.

COLD RAIN
Your people are dying. And so is
your town. And your fate is long
overdue.

COLD RAIN headbutts EAVES, knocking him back, and then dives on the ground for his hatchet. EAVES howls and jumps on his back. The two roll around in the dirt, and somehow COLD RAIN ends up on top.

He drives down the hatchet with all his strength but EAVES catches his arm, and the two glare at each other, locked in a death grip that neither can break.

EAVES
Forty years...

COLD RAIN
Has come to an end.

COLD RAIN summons the last of his strength, and unable to cut EAVES with the hatchet's blade, he cuts his own skin instead. The blade digs a deep groove, opening up the flesh of his wrist. And the blood spills out onto EAVES' upturned face.

EAVES
NO! NO!!

He sputters and coughs as the blood fills his mouth, and its effect is immediate. His red lips turn black, his torn and split gums shriveling up around his teeth.

The necrotic effect spreads down his throat and into his body and he hacks and shudders as his forty years of prolonged life catch up with him in an instant, his tissue decaying as his flesh mummifies around his bones.

He dies, a look of horror in his eyes, as if seeing what awaits him in the next world.

COLD RAIN stands and wraps his shirt around his bleeding arm. He reclaims his rifle and walks back to the children. MATTHEW and MARIA look up at him with a combination of fear and wonder.

COLD RAIN
The small stick. Hold it tighter.

MATTHEW does as he's told and the wood sparks to life. He blows on it, fanning the flame, and the spark becomes a small fire.

COLD RAIN nods and turns his gaze to the mountains.

EXT. TOWN - MAIN STREET - NIGHT

The circle of dead wraiths around JOE and ZEKE has grown, but the creatures keep coming, propelled by their insatiable hunger.

JOE squeezes off two rounds at a wraith at close range, blowing it neatly in half. He reloads and ZEKE covers him, emptying his gun into one screaming wraith then spinning around and putting a slug into the head of another.

ZEKE
How you holding up?

JOE
Not good. Barrel's getting hot.
Don't know how much longer I can
keep this up.

He kicks the leather satchel at his feet.

JOE (CONT'D)
Ammo bag's gettin' light, too.

Another screaming wraith leaps through the air, its claws sinking into JOE's back. JOE scowls and throws him off, emptying his shotgun point blank into the screeching thing's torso.

Suddenly, above the rooftops, a tendril of smoke can be seen stretching up into the night.

JOE (CONT'D)

You see what I'm seein', Zeke?!

ZEKE

Holy shit... he made it!!

The tendril grows into a small column, visible for miles. It puffs and separates into bursts of smoky grey clouds in the inscrutable fire language of the Apache people.

JOE

All right. Let's get these fucks
back to the graveyard.

JOE and ZEKE hoist up their all-but-empty leather satchels and start backing away towards the dirt road that leads to the cemetery.

They move in cover formation, one shooting to hold off the onslaught while the other retreats behind him. In this fashion they creep slowly backwards while keeping the wraiths at bay.

The wrought-iron gates of the cemetery loom large in the distance and are getting closer.

JOE (CONT'D)

Almost there. Just gotta get to the
fence.

They keep shooting, and the wraiths keep charging... when suddenly there's a break in the action.

The wraiths howl again, but this time it's not a wail of starving torment. This time it sounds more like a triumphant shout of glee.

WRAITHS

He's back!! The Sheriff is back!!

JOE and ZEKE look at each other, alarmed.

ZEKE

That can't be good.

The howls and screams rise in unison as the wraiths move to the sides of the street, clearing a path for their long-awaited protector.

At the far end of the street a dust cloud blows in, and the sound of massive hooves fills the air.

In the bright moonlight a large man on a large hulking horse appears, darker and more frightening than the night under which they ride.

SHERIFF BLACK has returned.

He rides slowly up the street, his four ghostly DEPUTIES flanking him on each side. His long duster coat trails back behind him, and a cavalry saber hangs at his hip, glowing an ethereal blue in the light of the large round moon.

From under the brim of his ten-gallon hat his eyes can be seen burning red with the flames of perdition.

He looks up, REVEALING HIS FACE. The curse has affected him worse than the others. It's almost a skull, the skin eaten away with only a few small strips of muscle and tissue remaining.

The SHERIFF's hand moves to his side, drawing his saber from its sheath. His horse rears up on its hind legs, and the wraiths scream again in their song of death and fury.

And then he charges. His steed gallops up the street towards where JOE and ZEKE stand, and the mass of wraiths follow at his heels, their shrill voices full of murder.

JOE

Drop the son of a bitch!

JOE and ZEKE open fire. Bullets fly through the air down the length of the street, dropping several wraiths to the ground but not stopping the SHERIFF.

The dark rider keeps coming, the gunshots opening up holes in his body where the moonlight shines through but failing to stop his advance.

JOE (CONT'D)

Fuck it... run!

They run off down the street, leaving the satchels behind. The SHERIFF closes the gap between them quickly, swinging his saber at JOE's head. JOE ducks and jumps to the side, barely avoiding being decapitated.

The DEPUTIES head for ZEKE. They share the same shadowy blackness of the SHERIFF, and their eyes burn just as bright.

One rears its horse, the hooves slamming ZEKE in the head and knocking him against the side of a wall. ZEKE hits hard but somehow rolls away beneath the trampling hooves.

JOE pulls him to his feet and the two keep running, hell-bent for leather down the dark dusty street.

JOE (CONT'D)
Gotta get to the graveyard...

SHERIFF BLACK draws a pistol from the leather holster that hangs at his hip. The metal is dark and reflects no light, as if crafted from the anvils of Hell. He pulls the trigger and the gun makes a sound like a thunderclap.

JOE and ZEKE jump aside, a hole the size of a cannonball opening up in the side of the building beside them. The SHERIFF fires again and another giant hole rips through a storefront wall, blowing clear out the other side.

ZEKE
There it is!

The wrought-iron fence surrounding the cemetery appears before them, less than a hundred yards away. The gibbering wraiths surge around the SHERIFF and his men, closing in on their fleeing prey.

One of them leaps onto JOE's back, his jaws opening wide around his neck. JOE swings his gun back over his shoulder and pulls the trigger, the blast blowing the creature's head clean away.

ZEKE shoots down two others on the run and drops the spent shells from his chambers.

ZEKE (CONT'D)
That's it, man. I'm out.

JOE
Doesn't matter... Just get to the graves...

The thunder of hooves gets louder and closer as JOE and ZEKE close the distance, breathing hard, running on fear and desperation.

JOE (CONT'D)
Almost there...

The sounds behind them are deafening, the screaming, the howling and the wailing filling their ears. They keep their eyes focused forward, afraid to look back.

Finally they reach the cemetery. They leap over the wrought iron fence, hitting the ground hard, and roll into the trenches they've dug out of the soft earth.

EXT. CEMETERY - NIGHT

The SHERIFF stops his horse at the gates, his DEPUTIES stopping beside him.

The wraiths stop as well, forming a circle just on the other side of the fence. They hiss in fear and frustration, unwilling to cross beyond.

JOE looks up at the SHERIFF, who glares back with burning red eyes.

JOE

What's the matter? We're sitting
right here!

The SHERIFF's horse takes a tentative step forward then steps back again, nervous.

ZEKE

Huh. Look at that. Big motherfucker
like you scared of a little old
graveyard.

The wraiths hiss and howl, their insides burning with hunger but their eyes reluctant with fear. JOE smiles, enjoying the moment.

JOE

Doesn't matter, really. You don't
need to cross the fence. Because
you're already inside.

He points at the fenceposts that surround the graveyard. There are holes the earth about ten feet outside each one of them... along with grooves in the soft earth indicating where the fenceposts were dragged inwards from their original line.

JOE (CONT'D)

We moved it back. Pulled it in ten
feet closer than where it was
before. Those mounds of earth
between your feet... you're already
standing on their graves.

The SHERIFF looks down. All around him are the raised earthen mounds of the dead Apaches that were cannibalized so many years ago.

At that moment, the ground begins to shake and a low rumble is heard. The dirt separates and splits where the unmarked graves lie, and a low moan is heard as their restless inhabitants are finally released.

The wraiths shriek in terror and try to back away; but too late! The vengeful spirits of their victims have awakened, their slumber disturbed by the trampling of the townspeople's feet.

Skeletal hands break up through the dirt, grabbing at the ankles of the screaming wraiths and pulling them down into the earth.

Then the graves open up and the spectres of the long-dead Apaches rise out of them. The SHERIFF and his DEPUTIES try to back away clear of them but the ghostly figures hold on to them tight.

The black horses scream as they are pulled down into the earth, their riders disappearing along with them. The spectral Apaches can be seen pulling the wraiths limb from limb as they go under, ripping the flesh from their bones.

But not the SHERIFF. He swings his saber back and forth, its blade passing through the ghostly arms of the Apaches who try to hold him. His horse whinnies and strains and the SHERIFF finally breaks free of the hands that hold him-- and turns his gaze to JOE and ZEKE.

ZEKE

Jesus... he's still coming!!

The SHERIFF's horse rears up on its massive hind legs, blocking out the light of the moon. JOE and ZEKE try to get out of the way, but too late, the SHERIFF is upon them, fixing them with his fiery red eyes.

He brings up his saber...

AND A HOLE IS BLASTED DIRECTLY THROUGH THE BACK OF HIS HEAD. Moonlight streams through the hole where his face used to be, and through the hole we see COLD RAIN, his Winchester rifle smoking in his hands.

COLD RAIN shoots again, and another hole is blown through the SHERIFF. Then another, and another, as the repeating rifle discharges its load.

The SHERIFF falters, his horse screaming, and the ghostly Apaches pile on to him. They drag him down, tearing him apart as he sinks into the ground, and disappears forever into the earth.

JOE and ZEKE stare up at the spot where the earth had opened, but it's closed again and leaves no trace of the wraiths or the ghosts or even the SHERIFF.

The dust settles down on the graveyard, and an eerie stillness blankets the town. It looks old and abandoned now, as if no one has lived there for years. Perhaps because no one really has.

JOE
Is it... is it over?

ZEKE
I don't know, Joe. I don't rightly know.

He looks at the town, at the gravestones, at the empty guns that hang at his hips.

ZEKE (CONT'D)
But I don't think I'll be drinking no more. And I don't think I'll run any more bounties.

JOE nods, and together he and ZEKE slowly get to their feet.

EXT. OUTSIDE TOWN - NIGHT

At the crest of the foothills surrounding the town, COLD RAIN awaits. And he's not alone.

Four APACHE WARRIORS sit behind him on horseback, their painted faces looking grim and imposing in the pale light.

They watch JOE and ZEKE as they approach, and MATTHEW and MARIA smile.

MATTHEW
Looks like you killed 'em all, mister.

JOE
Looks like.

COLD RAIN dismounts from the horse the APACHES brought for him. There are two others beside it, saddled and ready.

JOE (CONT'D)
Those for us?

COLD RAIN

My men brought them for you. They
will take you as far as you need.

JOE

Then you're as good as your word.
I'm sorry I doubted you, Cold Rain.

He looks away and frowns.

JOE (CONT'D)

Sorry for a lot of things, I guess.

One of the APACHE WARRIORS says something to ZEKE in his
native tongue, placing his hand on his heart.

ZEKE

What did he say?

COLD RAIN

He said you have the spirit of a
warrior, and considers you a
brother. It is a rare thing to say
to one not of our tribe, and rarer
still to one not of our people.

ZEKE looks up at him and nods respectfully.

ZEKE

Much obliged.

JOE looks around at the desert surrounding them, aware of the
silence for the first time. It is a welcome one.

JOE

So what happens now?

COLD RAIN

Now we leave this place.

He casts his gaze back over the town. It is empty now, and
still. A true ghost town.

COLD RAIN (CONT'D)

It will always be a place of
spirits. But the spirits are
restless no more. My people still
will not come here. Perhaps yours
will.

He shrugs.

COLD RAIN (CONT'D)

Or perhaps the desert will reclaim
its own, and swallow the town in
the sand. And then none will know
the truth of what happened here.

JOE

We'll know.

COLD RAIN smiles and puts his hand on JOE's shoulder.

COLD RAIN

I consider you a brother as well.

JOE nods, and looks down at MATTHEW and MARIA.

JOE

Zeke and I can take these kids with
us, I reckon, at least as far as
the next mining camp.

He shakes his head, sadly.

JOE (CONT'D)

But we don't have much money. Don't
even have a job anymore. I guess we
could try to find someone who could
take 'em in...

COLD RAIN

I will take them.

JOE and ZEKE look up in surprise.

JOE

What, and raise 'em as Indians?

COLD RAIN

No. I will raise them as a father.

He looks at MATTHEW and MARIA, his dark eyes hopeful.

COLD RAIN (CONT'D)

They will learn of our tribe. They
will learn to hunt, and to ride.
When they are old enough, they
might return to your people and
form a bridge between both of us,
with the knowledge of both of our
ways.

He whistles and the two horses trot over to where he stands.

COLD RAIN (CONT'D)

Mount up. It is time now to leave
this place.

He straddles his horse, pulling up MATTHEW and MARIA behind him. JOE and ZEKE jump astride their own horses, and together the group makes their way up into the low hills surrounding the small town.

JOE takes one last look back over his shoulder at the empty, lifeless town. The wind begins to pick up and he pulls up his jacket against the chill.

The group disappears into the night, and behind them the small town vanishes once again, obscured by the swirling sands.

FADE TO BLACK.

THE END