

THE MIST

a screenplay

by

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Based upon the novel

by

Stephen King

THE MIST

FADE INTO:

EXTERIOR - DAY - NORTHERN NEW ENGLAND

The sun in a white-hot sky.

SHOTS OF STREETS

where nothing moves except for a few dazed people on their way indoors to escape the heat.

Abandoned BICYCLES. Empty CARS. The slow DRIPPING of gasoline from a Texaco Station nozzle -- evaporating before it hits the blacktop. A dropped ICE CREAM CONE melting into the sidewalk by a Baskin-Robbins -- THROUGH THE GLASS we see deformed tubs of ice cream defrosting in the freezer. A hand-lettered sign reads:

Sorry -- Closed Till Hell Freezes

(SOUND) a radio tuning to a newscast:

ANNOUNCER

...Clear skies through Sunday.
The worst heat wave in New England history continues with no relief in sight, as residents brace for the twenty-first day of a record-breaking...

U.S. GOVERNMENT INSTALLATION -- A FEW MILES AWAY

A faceless complex of gray buildings. A sign:

ARROWHEAD PROJECT
U.S. Gov't. Property
No Trespassing -- DANGER

Heat shimmers the barbed wire around a sentry tower. An AMERICAN FLAG hangs limp on its pole.

ANNOUNCER (CONT'D)

...Fears that last night's brown-out affecting the Eastern Seaboard was only a warning of full-scale power shortages which may occur unless immediate steps are taken....

A massive air-conditioning unit atop one building sputters and grinds to a halt.

ANNOUNCER (CONT'D)

The governer is calling for the full cooperation of private industry in an attempt to conserve energy...

ANGLE ON CEMENT BLOCKHOUSE

(SOUND) generators crackling and shorting out.

ANNOUNCER (CONT'D)

Meanwhile, the U.S. Weather Service predicts no change....

ANGLE ON STEEL DOOR

as water begins to trickle out, blistering a path through the grass. The ground breaks open in a long hairline crack and frantic insects scurry into the light -- the water is steaming.

(SOUND) a deep, unearthly RUMBLING -- as the ANNOUNCER'S VOICE breaks up into static.

The rumbling is like thunder --

CUT TO:

EXTREME CU

A misshapen white segmented body and bulbous head --

WIDER

to reveal an insect -- a POTATO BUG -- crawling the inside of a glass jar. In the distance, beyond the jar:

EXT. - DAY - LONG LAKE, MAINE

A MOTORBOAT is crossing the glassy surface. The drone of its engine falters -- the weird RUMBLE sounds again as the lake ripples as if under a light breeze. The MOTORBOAT begins to pitch.

The first ripple reaches the shore and bumps a weathered ROWBOAT against a BOATHOUSE. Above the boathouse a tattered FLAG droops in the still air.

WIDER

to see BILLY DRAYTON, a five-year-old boy, at play in the water.

BILLY splashes out and retrieves his jar on shore. He retreats to a swing. The chain of the swing VIBRATES in his hand.

He hesitates, then bolts to the back porch of his house.

ANGLE ON PORCH

BILLY
Daddy! Look!

Billy's father, DAVID DRAYTON, is shaking a portable radio, but all he can get is static.

DAVID
(calling inside)
Steff, these batteries are shot to hell already!
(to himself)
We'll just have to wait for the six-thirty news on TV.
Hi, champ. How's your appetite?

BILLY
Did you see it, Dad?

DAVID
What, Billy?

BILLY
You know. The clouds, sort of. Only they aren't clouds...

DAVID
Clouds?
(pops open a beer and glances up)
Christ. Steff, come out here!
Here's your weather report.

Billy's mother, STEPHANIE DRAYTON, appears at the door. She is an attractive, competent woman in her early thirties, wearing a halter and shorts.

STEPHANIE
I hope you boys got enough Pepsis in town yesterday. The potato salad will be cold in a few minutes, so don't...

BILLY
Mom, look!

DAVID hands his wife the beer, which she presses to her cheek.

DAVID
Looks like we're in for a change, after all.

THEIR POV — THE LAKE

A great purple thunderhead is massing on the horizon. As they watch, what may be lightning flashes within it.

PORCH

BILLY
I never saw clouds like that before. Did you, Mom?

STEPHANIE
I'll bet it breaks up before it gets here. There wasn't anything on the news about a storm.

BILLY moves between his parents as a gust of wind blows across the lake, strafing the dark waters and striking them in the face.

DAVID
Billy, I think you've done enough swimming for one day.

The WIND lashes them.

BILLY
Don't worry, Dad. It's too c-c-cold!

STEPHANIE
That's a switch.

STEPHANIE shudders, hugging her bare arms. Suddenly the air is still again.

STEPHANIE
Well. We've got ham sandwiches to go with the potato salad. Do you still think we should plan on eating outside?

ANGLE ON PICNIC TABLE

The tablecloth trembles as another round of THUNDER sounds.

PORCH

DAVID

Let's wait awhile, Steff.

THE CLOUBANK

A greater concentration of clouds — now black, now purple, now veined with lightning — roiling on the horizon and twisting out onto the lake. The sky darkens.

ON THE PORCH

DAVID puts an arm around his wife.

DAVID

I don't want to scare you, but I'd say there's a bad storm on the way.

STEPHANIE

I've seen thunderheads before, David. They'll dissipate before they get here.

DAVID

They won't do that tonight.

STEPHANIE

No?

DAVID

If it gets bad enough, we're going downstairs.

STEPHANIE

Are you serious? You are, aren't you? How bad do you think it can get?

DAVID

I don't know. But my Dad used to tell stories about the Great Storm of '38. The wind came off the lake like an express train.

ANGLE ON CLOUDBANK — CLOSER

A thin veil of rain sweeping across the lake.

(SOUND) THUNDER echoes.

ON THE PORCH

DAVID
Billy, go inside. You can watch TV.

BILLY
Aw, Dad, can't I see?

DAVID
There's nothing to see. Go on, son. It's about time for "Creature Features," anyway. I'll be there in a few minutes. We'll watch it together.

BILLY
But--

STEPHANIE
Billy, do as your father says.

SHOT OF FLAG

lifting over the boathouse as the air begins to move.

ANGLE DOWNSHORE

The motorboat docks hurriedly — as a silver caul rolls across the lake, blotting out the houses on the other side.

ON THE PORCH

STEPHANIE
What is it?

DAVID
A water-cyclone. God damn it.

STEPHANIE
I don't believe it.

It is halfway across the lake, which has turned dark as lead.

DAVID
You'd better.

They go inside and slide the glass doors shut.

INTERIOR -- LIVING ROOM

7.

Paintings signed "David Drayton" hang on the wall, alongside commercial illustrations and movie posters. One canvas is entitled Beans and False Perspective, showing the Federal Foods Market parking lot filled with gigantic cans of Campbell's Beans 'n Franks.

BILLY is huddled by the TV, half-heartedly watching an old science fiction movie, "The Day the World Ended." On the screen a mutated 50's monster lumbers through the countryside, growling and waving its celery-stalk eyes. On top of the TV set is Billy's jar.

DAVID stands watching the lake, which is now tossing with whitecaps.

ANGLE ON WATER-CYCLONE - ALMOST UPON THEM

INT. - LIVING ROOM - AT THE WINDOW

David jumps as Stephanie touches his arm. Lightning flashes.

DAVID - MOVING

He pulls them into the kitchen and hits the light switch --but it doesn't work.

They all start nervously as the phone tings in the electrical disturbance.

DAVID
Downstairs. Now.

(SOUND) THUNDER shakes the roof -- the deafening POAR of WIND surrounding the house.

STEPHANIE
(shouting)
You too!

DAVID
Go ahead. I'll get candles.

STEPHANIE drags BILLY downstairs.

ANGLE TO INCLUDE LIVING ROOM

as the TV shorts out. Beyond the glass doors the lake is churning. Pieces of a wooden dock blow past.

DAVID - MOVING

David locates the candles and descends the stairs. He lights one and they sit together wordlessly as the storm batters their house.

(SOUND) a ripping CRASH -- as a tree goes down outside.
Then -- SILENCE.

STEPHANIE
Is it over?

DAVID mounts the stairs, carrying a candle. The stairs shake violently as A TREE CRASHES INTO THE ROOF.

DAVID
It'll hold.

(SOUND) More trees falling in the distance.

STEPHANIE
What was that?

DAVID
The boathouse. I think
it was the boathouse.

STEPHANIE
David, are we going to be all right?

DAVID
Yes.

STEPHANIE
Truly?

DAVID
My father built this house to stand
anything, after what happened in '38.

STEPHANIE
The rain will come in. It'll ruin
the furniture. Your mother's dresser,
the new sofa...

DAVID
Shh. Try to get some rest.

STEPHANIE
I can't.

They sit listening to the THUNDER booming like footsteps.

DISSOLVE TO:

ECU - CANDLE - BURNING LOW

9.

CUT TO:

LIVING ROOM

DAVID, STEPHANIE and BILLY -- standing before the plate glass doors upstairs -- watching the lake as the storm strides across the water on lightning-bolt legs, leaving the cottages on the far side stamped down and splintered, beginning to flame purple-white -- as SMOKE COVERS EVERYTHING like a mist.

The storm spiders over the house --

As the PICTURE WINDOW EXPLODES, sending jagged arrows of glass into Stephanie's stomach -- into Billy's face and neck!

CUT TO:

THE BASEMENT

As David wakes from his nightmare.

DAVID

Get back! What are you doing?
Get the hell away from there!

STEPHANIE stirs. Billy is curled against her.

STEPHANIE

(eyes closed)
Will it hold?

DAVID

What?
(awake now)
Yeah.

STEPHANIE

Are you sure, honey?

DAVID

Yes. It's all right, I promise.

STEPHANIE mutters and drifts deeper.

DAVID - MOVING

He rises, throws a blanket over Billy and tries the stairs again.

As he OPENS THE DOOR -- a puff of air snuffs his candle.

He feels his way across the kitchen. The refrigerator is open, spilling food. He finds a match and goes to the doorway.

A huge, unknown SHAPE looms in the middle of the living room. A breeze is blowing around the silhouettes of toppled furniture.

He manages to relight the candle. And sees:

Hundreds of bright orange eyes staring back at him.

But it is only the reflection of his candle repeated in fragments of glass on the rug.

A huge BIRCH TREE has fallen through the window.

He takes a step toward it, chunks of window glass and Billy's broken, empty jar popping under his shoes. The breeze comes up again and blows out the candle, leaving him in darkness.

EXT. - THE DRAYTON HOUSE - MORNING

The sky is a crisp blue again -- the storm has passed.

(SOUND) a CHAIN-SAW

DAVID, shirt off, is finishing a cut through a fallen tree. He drags it to the side of the driveway and tumbles it into the underbrush. Trees and branches are scattered like jackstraws.

BILLY runs up. David kills the saw. Billy hands his father a beer, which David chugs gratefully.

From next door: the SOUND of another saw putt-putting, trying to start.

DAVID
Thanks, champ.

BILLY
Can I have some?

David gives him a swallow. The boy grimaces and hands it back.

BILLY
Mom says she can't even get
WOXO on the car radio. D'you
think it's because of the storm?

DAVID

Probably. Tell her to try
Portland on the AM band.

BILLY

She says don't get drunk before you
go into town. You can have one more,
but that's it before lunch. Do you
think you can get up our road?

DAVID

Tell her the road's okay. A power
truck just went by. They'll work
their way back here.

BILLY

Okay. Can I go with you?

DAVID

Sure. You and Mommy both, if you want.

BILLY

Can I go over to the Bibbers' and see
what happened there?

DAVID

All right, but just for a couple
of minutes. They'll be busy cleaning
up, too. Stay out of their way.
And Big Bill?

BILLY

Yeah?

DAVID

Tell Mom everything's okay.

DAVID sits and finishes the beer as BILLY runs off.

(SOUND) a HISSING in the air — and from the other
side of the fence, the continuing GRIND of another
chain-saw trying to start.

DAVID

(to himself)
Norton, you poor, lame bastard.
You should have stayed in Boston.

NORTON'S VOICE

Shit!

The saw putts, then stops.

NORTON
Motherfuck!

DAVID rises and heads for the fence. He hears twigs breaking and glances back toward the house. STEPHANIE is stepping gingerly this way.

STEPHANIE
Honey? I got 'JBQ. They say there's been a lot of damage, but they won't come right out and say what. When will the power company come?

DAVID
Soon as they can. They must be pretty busy this morning.

STEPHANIE
How bad is it?

DAVID
I can cut it up. Big Bill helped me move a lot already. How bad is it in there?

STEPHANIE
Well, I got the glass up, but you're going to have to do something about that tree, David. We can't have a tree in the living room.

DAVID
Can't we?
(kisses her)
Listen, after I clear the driveway, I'll go by the Central Maine Power office on Portland Road. Tell them what we got. Okay?

STEPHANIE
When do you think you can go?

DAVID
Give me till noon.

STEPHANIE
I can make you lunch here, if you want. But we're almost out of butter and the milk's spoiling. You'll have to bring me back some things from the market, for later. I'll make a list.

DAVID
You're on.

A branch hits the fence from the other side.

NORTON
Cocksucker!

STEPHANIE
Brent? Is that you?

DAVID
Leave him be, Steff. He loves being miserable. That's his style. Why do you think he bought this place? He doesn't know--

STEPHANIE
David!
(calling)
Mr. Norton? Hi. It's Mrs. Drayton. Would you care for a beer? They aren't very cold but...

BRENT NORTON, a lawyer pushing middle age, trudges around the fence, wearing designer jeans and a tank-top T-shirt. His expensive haircut is matted to his head.

NORTON
Hi, Dave. Stephanie. That tree. That damn tree.

DAVID
I'm sorry to hear....Aw, no. It didn't get the T-Bird, did it?

NORTON
I almost didn't drive it up. Then I said what the hell. A big old rotten pine fell on it. Now I can't even get my chain-saw to fire. I paid two hundred dollars for that sucker....

STEPHANIE
Oh, Brent, that's awful. You wait right here. Let me get you that beer.

DAVID
You owe me one, too, sweetheart.

STEPHANIE leaves. DAVID and NORTON start around the fence.

DAVID
Was the T-Bird insured?

NORTON looks away grimly.

NORTON
Dave, I was wondering if I could borrow your Saab and take a run up to town. Get some coldcuts and beer. A lot more beer.

DAVID
Billy and I are going up in the Scout. Come with us if you want. That is, if you'll give me a hand with the rest of this tree.

Norton grabs one end but David does most of the work. Together they tumble it aside. Norton is puffing.

DAVID
You okay?

NORTON
Yeah, sure.

(SOUND) a HISSING in the air.

DAVID
What the hell is that? I've been hearing it all morning.

NORTON
I don't hear anything.

(SOUND) A SCREAM!

FOLLOWING DAVID
as he runs for the house.

EXT. - SIDE OF HOUSE

(SOUND) a HISSING — as STEPHANIE stands paralyzed with fear.

What appears to be a writhing bundle of snakes — a tangle of downed power lines spitting in a patch of burnt grass.

WIDER

to reveal BILLY — tearing through the tall grass toward the house.

STEPHANIE

BILLY! Don't move! Go back!

One wire humps and turns over lazily. Billy pulls up short.

DAVID

Don't get any closer, champ.
Right there is close enough.
Walk around the other way.
That's it.

Billy sidesteps the wires and comes to his parents.

BILLY

I'm okay, Mom. See?

STEPHANIE

Billy, get in the house right now!

DAVID

It's all right. He knows what he's doing.

STEPHANIE

Yes, but people get killed! I read all the time about live wires, people who--

BILLY

Dad! Daddy! You oughta see the--

STEPHANIE

Go in right now!

BILLY

Aw, come on, Mom. I wanna show Dad the boathouse and--

STEPHANIE

Billy, don't argue with me.

DAVID

I'll take a look in a minute, champ.

Billy takes his father's hand as NORTON arrives, out of breath.

BILLY
Could that really lectercute
a person, Daddy?

DAVID
Yeah. It could.

BILLY
What are we gonna do about it?

DAVID
Nothing. Wait for the CMP.

BILLY
When will they come? Daddy,
can 'electricity shoot through
the ground?

DAVID
Yes, but don't worry. Electricity
wants the ground, not you, Billy.

BILLY
Wants the ground...
(remembering)
Daddy, come see!

DAVID
Go on down by yourself for now.
Only go around the other side, kiddo.

BILLY
Yeah! Okay!

Billy runs past them and down the stone steps.

DAVID
He understands about the wires,
Steffy. He's scared of them.
That's good. It makes him safe.

NORTON
Lucky for you the grass is all
damped down from the storm. Otherwise
the whole house might have gone up.

Stephanie glares at him.

NORTON (CONT'D)
Look, nothing happened. It takes
a conductor to--

STEPHANIE

You don't have kids of your own, do you, Mr. Norton?

DAVID

Steff. It's over.

NORTON

I'll try the saw one more time.
Till you're ready, Dave.
(tipping his head)
Mrs. Drayton.

Norton leaves. Stephanie looks at the wires and shudders.

STEPHANIE

When will they come and fix everything?

DAVID

It won't be long. Quit worrying about Billy, will you? His head's on straight. He forgets to pick up his clothes, but he isn't going to go and step on a bunch of live lines. He's got a good, healthy dose of self-interest.
(touching her face)
Better?

STEPHANIE

You always make it seem better.

DAVID

Come on. Let's go take a look at the rest of the damage.

STEPHANIE

If I want to look at damage, I can go sit in my living room.

DAVID

Make a little kid happy, then.

FOLLOWING THEM

They walk down the steps arm in arm. The shoreline comes into view.

In the other yard, Norton resumes tugging on his chain-saw.

STEPHANIE

David, I'm scared.

DAVID

Cut it out. It's over.

STEPHANIE

Is it? Last winter...and the late Spring...they called it a Black Spring in town. Mrs. Carmody says there hasn't been one in these parts since 1888.

DAVID

The hell with Mrs. Carmody. We had a hard winter and a late spring. Now we're having a hot spell. A storm. It's over. You're not acting like yourself, Stephanie.

STEPHANIE

That wasn't an ordinary storm.

DAVID

I'll have to go along with you there. But—

STEPHANIE

Lordy.

She has stopped. David looks with her at the shore.

THEIR POV — THE SHORE

The Bibber property is visible on the left, Norton's on the right — and directly in front, the Drayton boathouse. The old tree that had guarded it has been sheared off and now lies submerged in the cove. The boathouse has been bashed in.

STEPHANIE & DAVID

STEPHANIE

That's Norton's tree! Oh, I knew you should have made him take it down. It wasn't safe....

DAVID

What could I do, sweetheart? Sue him? He's a lawyer.

STEPHANIE

I know. But he's so arrogant. He never worries about anything until it's too late. And now it really is.

WIDER

BILLY is on the rock breakwater, examining a dock that has washed up.

BILLY

Hey, Dad! Look at this!
It's the Martins's, isn't it?

DAVID

Sure is, Big Bill. Can you wade
in and fish out the flagpole?

BILLY goes for the flag — then stops. Stephanie goes rigid against David, who follows their eyes.

THEIR POV - ACROSS THE LAKE

The far side is gone, buried under a line of bright mist.

ON SHORE

BILLY

What is it, Dad?

DAVID

Fog bank.

STEPHANIE

On the lake?

DAVID

Sure. You've seen fog on the
lake before.

STEPHANIE

Never. That looks more like a cloud.

DAVID

It's the brightness of the sun.

STEPHANIE

We only get fog in damp weather.

DAVID

No, we've got it right now. The
Harrison side does, anyway. It's
a little leftover from the storm.
Temperature inversion. Two fronts
meeting. Something along that line.

STEPHANIE

Are you sure?

DAVID

No, actually I'm bullshitting.
Lighten up, will you?

STEPHANIE

You sound like Brent Norton. That's
the sort of thing he'd say.
Temperature inversion...

DAVID

And you're beginning to sound like
Mrs. Carmody. Listen to yourself.
Or rather, stop listening to her.
For God's sake. Counting the rings
on caterpillars, bottled stump-water
to get rid of warts....What does she
know about anything? Take a look at
what's really there.

STEPHANIE

What, David? What really is happening,
can you tell me that?

DAVID

If I could, I'd be doing the weather
on the six-thirty news.

(to Billy)

Let it go, champ. Ready to go for a ride?

(to his wife)

Why don't you come into town with us?

STEPHANIE

Don't patronize me.

DAVID

Look at me. I want you to come. The
trip will be a lot shorter that way.
Do me a favor. And Billy.

Billy comes running up.

BILLY

I heard it was wrong to let the
flag touch the ground, Daddy.

DAVID

Yeah? Who told you that?

BILLY
Victor McAllister. He says
they lectercute people for it.

DAVID
Well, you tell Victor McAllister he's
full of what makes the grass grow green.

BILLY
Horseshit, right?

DAVID
Right, but don't tell your mother I
said so. Get your shoes. I'll meet
you in the car.

BILLY
Hurry up!

Billy runs ahead.

DAVID
What do you say? We can have
lunch in town.

STEPHANIE
I--I think I'll stay here. I can
pull some weeds in the garden.
And there's a lot more cleaning up
to do. Besides, you might have to
go all the way to the Shop and Save
in Norway.

DAVID
Why?

STEPHANIE
If the power's off in Bridgeton....
This morning it seems I'm the only
thing around here that doesn't run
on electricity.

DAVID
Don't get too much sun.

STEPHANIE
I'll put on my straw hat.

DAVID
Give me another beer for the road.
You have that shopping list?

STEPHANIE & DAVID - MOVING

STEPHANIE

Do me a favor?

DAVID

I'll get you whatever you want, honey. We didn't plan the weekend this way, did we? You look like you didn't get any rest at all last night. You're going to get some special treatment when I get back.

STEPHANIE

Be careful. Just that. That's all I want you to do. Take care of yourself. And Billy. No matter what.

She raises her cheek to be kissed.

STEPHANIE (CONT'D)

There might be blow-downs on Kansas Road, too, you know. We'll have sandwiches when you get back.

DAVID

We'll be careful. Promise.

She goes inside. David remains on the porch, gazing back at the lake.

HIS POV

The line of phosphorescent white mist is moving closer.

DISSOLVE TO:

THE CAR

leaving the driveway. Stephanie waves from the yard. The Scout maneuvers around fallen trees for three-quarters of a mile, to Kansas Road.

IN THE CAR

BILLY sits in front between DAVID and NORTON, twisting knobs on the car radio.

DAVID
See if WOXY is back on
the air. Ninety-two FM.

(SOUND) A blank hum.

NORTON
Try WBLM.

David takes over the tuning as he drives.

(SOUND) Music blips past on the dial.

DAVID
There's WJBQ...and WIGY.
Nope, 'BLM is off. Funny.

NORTON
What say?

DAVID
Just thinking out loud. What
stations are on the other side
of the fog front?

NORTON
Their transmitters, you mean?

DAVID
They must all be above Stoneham,
to the west of Old Shaymore Road...

BILLY
Shaymore's where they have that
gover'nment project.

DAVID
Right. There's nothing much up
there but government land. Drove
past it once. Wonder if the
Arrowhead Project got hit?

NORTON
Who cares? It's only an agricultural
station. Bigger tomatoes with a longer
growing season. What's a few tomatoes?

DAVID
I heard from Dick Mueller that it's a
geological survey, supposed to be working
on shale oil. Anyway, they're locked
in pretty good, brick buildings and armed
guards and all that. If it's tomatoes,
Brent, why would they have sentries?

BILLY

Atomic things. Victor McAllister says they're shooting atoms into the air.

NORTON

Air's full of atoms, son. Everything's made up of atoms.

BILLY

I know. That's what Mrs. Neary, my teacher, said. Only...

DAVID

Only what?

BILLY

Only maybe these are different atoms.

NORTON

Your boy's got quite an imagination.

DAVID

He's got a good head on his shoulders. Don't you, champ?

BILLY

Look, Dad!

THEIR POV

At the side of the road, a barn lies flattened in a field of sunflowers. Downed power lines sizzle.

FOLLOWING THE CAR

(SOUND) A music station crackles in and out -- as the car heads for town, moving out of sight on Kansas Road.

EXT. - BRIDGETON SHOPPING CENTER - DAY

The parking lot is filling up. People stand talking. A CLOSED sign in the window of the laundromat. A BOY on a Yamaha ROARS PAST, barely missing David's car.

IN THE CAR

BILLY

Do cash registers run on 'lectricity?

DAVID

That's a point. But the market
looks open. The pharmacy, too.

David circles the lot. At the edge of the shopping
center, a bright REFLECTION from one store window
flashes in his eyes.

ANGLE ON STOREFRONT

A small, dark shop set off to one side. A stained
glass pane hangs in the window, turning slowly.

BILLY

And Mrs. Carmody's!

NORTON

That old dingbat still in business?

DAVID

I know, I know. The tourists fall
for her stuff. But she does have
some beautiful pieces.

BILLY

Can we see Mrs. Carmody? Mom
always lets me.

DAVID

Brent, why don't you meet us in the
Federal Foods, say in about ten minutes.

NORTON

Don't tell me you're one of her
people now. What do you need, some
powdered rhinoceros horn? Dave,
I'm disappointed in you.

DAVID

Thought I might bring something
back for Steffi. Cheer her up.
She's a sucker for stained glass.

BILLY

Oh boy!

They let Brent Norton out in front of the supermarket
and find a parking space.

INT. - THE ANTIQUE SHOP

DAVID and BILLY go in. An old-fashioned bell announces their entrance. Billy stands fascinated by dusty antiques and taxidermied animals: owls with spread wings, stuffed raccoons, a moth-eaten wolf. Candles flicker over a glass case filled with jars of homeopathic remedies.

BILLY

Wow! Look at this!

David pats a stuffed wolf's snarling snout.

DAVID

Looks like this old boy
drank too much stump water.

BILLY

Is it a real wolf?

A SHADOW MOVES next to the display -- and MRS. CARMODY steps forward in the dim light. She is a prim, middle-aged woman in an outrageous canary-yellow pantsuit.

MRS. CARMODY

It most certainly is. It was shot by my father, may the Lord rest his soul, as it stooped to drink from Stevens Brook one September afternoon in nineteen-ought-one. I haven't seen you in my shop in a very long time, Mr. Drayton.

DAVID

Hello there, Mrs. Carmody.

BILLY

Hi!

MRS. CARMODY

I do see your wife quite often, however. A lovely girl. She tells me you're doing quite well with your...commercial art.

DAVID

Thank you. Mrs. Carmody, I was wondering--

BILLY

Can I go in the back room?

MRS. CARMODY

Mind your step, son. With
the electrical lights gone...

DAVID

Hold up, Big Bill.

(to her)

I'm afraid we can't stay. We're
stuck with the shopping this morning.
Did you get hit, too? I see the
Washateria is out of commission.

MRS. CARMODY

It's almost like the Last Times,
isn't it, Mr. Drayton? I spoke
with the Saviour only this morning,
after breakfast, and he told me,
"Lay not up your store in worldly
goods." Have you seen these lovely
canvas-textured prints? They're by
Fantin La Tour.

DAVID

We really have to be going. But I
did notice that leaded glass piece
in the window. It's new, isn't it?

MRS. CARMODY

New? Mr. Drayton, work like that
simply isn't done nowadays. In my
father's time...

DAVID

How much?

MRS. CARMODY

In a righteous world such beauty
would be priceless. For your wife?

DAVID

Steff needs something new for the
kitchen. We're redecorating. The
way the light comes in off the lake
in the morning--

(to Billy)

What do you think? Will Mommy like it?

MRS. CARMODY

Mind the lake.

BILLY

You should've seen the lake!
First it was blowing all over
the place, and then—

MRS. CARMODY

And the thickness of new honeycomb.
The Black Spring last came in
eighteen-hundred-and-eighty-eight,
after an abiding cold. The ice
turned black as a rotting tooth.

DAVID

We'll take it.

MRS. CARMODY

Will this be cash or charge?

EXT. - FEDERAL FOODS MARKET - 11:30 A.M.

DAVID and BILLY lock the small glass pane in the car.
David hands his son the shopping list.

DAVID

Get a cart and get started. I
want to give your mother a jingle.

BILLY

I can't read any of it. Her
writing looks like chicken tracks
to me.

DAVID

Mr. Norton will help you.
I'll be right there.

David goes to the pay phone next to the market.
Ahead of him is a sweating woman in a purple jumpsuit.
She is banging the receiver up and down.

WOMAN

Save your money.

DAVID

Some of the lines are down on
Kansas Road. I saw them coming in.

WOMAN

All of them? I can't even get the
operator. Some phone company we've
got. What are people supposed to
do in an emergency?

DAVID
Is this an emergency?

David takes his turn at the phone. He drops in a dime and dials.

HIS POV - FRONT OF MARKET

Through the glass phone booth he sees an Army truck pull up. TWO YOUNG SOLDIERS in uniform get out.

IN THE PHONE BOOTH

David finishes dialing.

(SOUND) A thump, followed by a cry of pain.

HIS POV

An ELDERLY COUPLE have walked smack into the market's automatic doors, which do not open because the power is off. The OLD MAN's nose is bleeding. He tries to make a joke of it, as the TWO SOLDIERS come to their aid and push the heavy doors open manually.

(SOUND) The dah-dah-dah of a busy signal.

ANGLE ON DAVID

He hangs up and goes into the market. As he pushes the IN door, a stain comes off on his hand. It is the old man's blood.

INT. - MARKET

No sign of Norton or Billy. David scans the rows. He finds them in the third aisle, among shoppers busy squirelling away supplies.

DAVID
How're we doing?

BILLY
All right, I guess. But there's lots of stuff Mr. Norton can't read either.

NORTON

You ought to have a look
at the checkout, Dave.

DAVID - MOVING

At the end of the aisle, a double line of customers wait with full carts. The cash registers are closed. At two counters clerks are toting up purchases on pocket calculators while the managers, BUD BROWN and OLLIE WEEKS, make change from cigar boxes. The waiting lines stretch past denuded bread racks, disappearing out of sight around the frozen food coolers.

NORTON and BILLY come up behind David.

NORTON

Hope you brought a good book.

BILLY

Did you talk to Mommy?

DAVID

Not yet. The phone wasn't working.

NORTON

Worried about her, are you?

DAVID

No, of course not. We're
not worried, are we, Billy?

BILLY

(worried)
No-o-o...

They work their way around the lines. The meat department is being picked clean. David goes for vegetables and canned goods while Billy holds a place. Norton is lugging two six-packs of light beer.

(SOUND) A steady RUMBLE

as the two men pass the double doors to the storage room at the back of the store.

DAVID

Sounds like they got their
generator going, at least.

NORTON

Great, brilliant. Enough to keep the freezers from melting, but not enough to run the air conditioning. I'm getting one of my tension headaches.

Impulsively David picks up a bottle of Lancer's wine. Then, distracted, he advances on the steel doors, trying to peer into the storage room.

BILLY yells in the distance.

BILLY

Dad! Daddy?

BILLY - IN LINE

As David hurries to him.

BILLY

Daddy, look.

WIDER

The TWO YOUNG SOLDIERS stand out amid the shoppers.

BILLY

Are they real Army guys?

DAVID

Yeah. That's right.

BILLY

Are they from Arrowhead?

DAVID

Probably. It's only thirty miles away. Why don't you ask them?

BILLY

They were writing and playing with their walkie talkies.

DAVID

(putting wine in cart)
Here. This is for Mommy.

NORTON joins them. They inch past the TV dinners. The muffled rumble of the generator continues.

DAVID
Wonder what they're doing here?

NORTON
Probably checking on the price
of tomatoes.

DAVID
Put your stuff in here before
you drop something.

David stares past the soldiers, past the shoppers, to
the sectioned windows at the front of the store.

BILLY
Why can't they hurry up?

DAVID
Keep cool, champ. Brent, do
you hear that?

NORTON
What?

(SOUND) The WAIL of a POLICE SIREN.

Heads turn as brakes squeal and tires burn rubber.

NORTON goes to the windows and peers around an
advertisement for the MOTHER EARTH ENCYCLOPEDIA.
Most of the shoppers remain in line, unwilling to
give up their places.

The siren passes and Norton returns.

NORTON
Hick cops. So what?

The IN door is pushed open. A TEENAGER, the one with
the Yamaha, rushes inside.

TEENAGER
The mist! You oughta see
the mist! It's rolling
right up Kansas Road!

People mutter, but no one leaves the line.

TEENAGER (CONT'D)
Well, you oughta see it. What's
the matter with you people? You
think I'm high or something?

A MAN IN BERMUDA SHORTS pushes the OUT door.
Ten or twelve people follow outside.

SHOPPER
(facetiously)
Don't let out all the air conditioning!

DAVID steps out of line.

HIS POV

Through the plate glass window, nothing is visible
beyond the parking lot and the intersection of Routes
117 and 302 — except bright blue sky.

IN THE LINE

NORTON
Billy, why don't you go
out and have a look?

DAVID
No.

NORTON
Why not? I only meant--

(SOUND) The town FIRE-WHISTLE cranking up.

Billy takes his father's hand.

BILLY
What is it, Daddy?

DAVID
Must be a fire on Kansas Road.

BILLY
A real fire?

NORTON
Those damned live lines
from the storm.

BILLY
Like in our yard? Daddy, we
better hurry up. We have to
tell Mommy!

David considers, but the line surges them forward.

The FIRE-WHISTLE wails louder -- continuing.

A GAS STATION ATTENDANT ducks inside.

ATTENDANT

Hey! Anybody got a camera?

Several people rush forward and follow him out. As the door is pushed open, FIRE ENGINES scream past the parking lot.

Norton says something. David cannot hear.

Billy points and shouts.

AT THE DOORS

People press forward. A CHECKER looks over her shoulder. One of the managers, BUD BROWN, holds her from leaving.

Now another man from the gas station, a MECHANIC, staggers in.

MECHANIC

Something...!

People hurry through the checkout lanes to see.

BUD BROWN

Hey, you haven't paid for those hot dog rolls! Here, you people, that's shoplifting!

MECHANIC

Something in the mist!

BROWN

Lady, you owe me for those mushrooms! Here--!

LADY SHOPPER

(struggling)

Give me back my mushies!

MECHANIC

Something in the mist took John, I tell you!

IN THE LINE

Billy is jostled by the surge.

BILLY
Daddy, why is that bloody man?

DAVID
(picking Billy up)
It's okay, Big Bill, he's okay.

BILLY
But why is that bloody man?

NORTON
What does he mean, something
in the mist?

MECHANIC
Something in the mist took John...
and I heard him scream! You should
have heard it! No, you shouldn't
have. It was--

He staggers and sits on a stack of lawn food bags.

BILLY
Daddy, can we go home?

The noise level rises, voices rumbling beneath the sirens.
The CHECKER starts away from the counter. BUD BROWN
yanks her back by the collar of her red smock.

BROWN
Keep your mind on your job, Sally.

The smock rips. She turns fiercely and slap-claws at him.

SALLY
Get your fucking hands OFF me!

BROWN
Oh, shut up, you little bitch.

The other manager, OLLIE WEEKS, intercedes.

OLLIE
Bud! Cool it!

BILLY
(crying)
I want Mommy! I need her!

WIDER

The interior of the market DIMS, a shadow sweeping the aisles, as if something is passing over the building.

ANGLE ON THE LINE

NORTON

Damned lights. What next?

DAVID

It's not the lights. They were out when we got here. It's something else. Outside.

WIDER

A CRASH OF GLASS as Coke bottles scatter and break on the floor. The FIRE SIRENS die down. The IN door opens -- the crowd parts.

CU - AT THE DOOR

As MRS. CARMODY enters.

MRS. CARMODY

No! You must not leave!

WIDER

For a moment the crowd is stunned.

MRS. CARMODY (CONT'D)

Don't go out there. It's death, I assure you. I have felt its breath. I feel death out there!

ANGLE ON THE LINE

David holds Billy, pressing him tighter, and stares. Norton stares with him.

NORTON

What in hell is this?

DAVID'S POV - THROUGH THE WINDOWS

As the MIST makes its first appearance at the Kansas Road entrance to the parking lot — bright and white and non-reflective, as it was across the lake.

EXT. - PARKING LOT - DAY

The sun becomes a silver moon in the sky as the mist rolls lazily across the two-lane blacktop and swallows the surrounding buildings — and begins to cover a row of cars.

INT. - MARKET

A MAN bolts for the door.

DAVID
Take it easy. We don't know--

MAN
That's my car out there.

MAN'S WIFE
Did you roll up the windows?

MAN
I don't remember. Damnation...
be right back.

More people stampede for the door.

BROWN
Hey! I'll have you all prosecuted!
I'll call the police! See, I'm
calling them right now!

Oblivious, people drop the deadweight of groceries and press outside.

MRS. CARMODY
Yea, in the Last Times men will
barter for the earth and its treasures.
The grasshopper lies heavy in the
grass as the heavens prepare to open.
It's--

Norton wanders toward the door. David touches his arm.

DAVID
I wouldn't.

NORTON

What?

DAVID

Wait and see.

NORTON

See what?

Those shoppers who wanted to leave are gone, vanished into the line of mist at the edge of the lot. Most hang back uneasily inside the market, babbling excitedly.

OLLIE WEEKS

David, what's going on?
What is this?

DAVID

You're asking me?

OLLIE

Well, whatever it is, I definitely don't dig it.

DAVID

Billy, I have to put you down.
You're breaking my arms. Okay?
Stay close.

BILLY

Is Mommy okay?

The OLD MAN with the bloody nose wanders by.

OLD MAN

It's one of those pollution clouds. The mills at Rumford and South Paris. Chemicals.

NORTON

Let's get out of here, David.
What do you say?

David lowers Billy to the floor. At the instant Billy's feet touch down --

(SOUND) A loud THUD

The market shakes -- as if the entire building has been lifted up and dropped three feet!

People cry out in fear amid the musical jingling of bottles tipping off shelves and smashing.

The wide window frames buckle — and a pie-shaped wedge of glass falls out of one pane.

The fire-whistle stops in mid-whoop.

A shocked silence — broken only by the fizzling of soda pop — the hum of the generator within the rear of the store — and whimpering voices.

FAT WOMAN

Somebody do something, please!

NORTON's lawyerly instincts take over. He surveys the scene and steps forward, holding up his hands.

NORTON

All right, you people. There may be some kind of natural disaster occurring outside--

A chorus of conflicting shouts.

FAT MAN

That was an earthquake.
Like the one they had over
in Naples four years ago.

FAT WOMAN

That was in Casco.

FAT MAN

Naples.

FAT WOMAN

Casco.

MRS. CARMODY

Hear me well! Death waits for you
out there. I know. I have seen
its face and it is an ancient face,
the face of the Dark One, the face
that blots out the sun. It is--

BAG BOY

Cut the bullshit, you old witch.
Nobody wants to listen to your rap.

The BAG BOY pushes Mrs. Carmody and she sits on a stack of 25-pound fertilizer bags with a surprised grunt.

NORTON

If we organize in an orderly fashion--

He is shouted down.

DAVID

He's right. Let's try to keep cool heads for a few minutes until it blows over and we can see--

WOMAN

Where's my husband? Why hasn't he come back? Why haven't any of them come back? He said he'd only be gone a minute. He--

ANOTHER SHOPPER

I can't see a thing!

NORTON

Wait until we can--

A YOUNG WOMAN in a red summer dress steps forward, a pretty blonde with a tired face.

YOUNG WOMAN

How? How can I wait? My kids are at home. I have to get to my kids!

A can of Coke drops off a shelf and explodes, spewing foam which sizzles across the floor -- toward a LITTLE GIRL's feet.

LITTLE GIRL

Want to go home! I have to go to the bathroom!

BROWN

Somebody shut that brat up.

DAVID

What did you say, mister?

NORTON

Come on, Dave, that kind of attitude's not getting us anywhere.

YOUNG WOMAN

I can't stay here. I've got to get home and see to my kids.

She looks around, confused.

YOUNG WOMAN (CONT'D)

Wanda's looking after little Victor, you see. She's only eight and sometimes she forgets. And Victor, he likes to play with the stove burners to see the little red light go on...

Heads turn — as behind her the mist outside closes over until there is only a stripe of blue sky left, then nothing. Blank, absorbent whiteness scuds toward the windows.

Suddenly the sodium vapor lights in the parking lot flicker like lightning, trying to catch hold. The flashes illuminate a reflective sign -- NO EXIT - SEVERE DAMAGE TO TIRES — and continue to flicker, forming a pale corona through the gathering mist, backlighting the young woman as she stands pleading her case.

YOUNG WOMAN (CONT'D)

Isn't anyone going to help? Won't
...won't anyone see a lady home?

Feet shuffle. The FAT MAN steps forward hesitantly. The FAT WOMAN tugs him back.

The YOUNG WOMAN crosses, appealing to each face.

She comes to OLLIE.

YOUNG WOMAN

You?

OLLIE

I work here. I have to...

YOUNG WOMAN

(to Bud Brown)

You?

Brown turns to his Texas Instruments calculator.

YOUNG WOMAN

(to Norton)

You?

NORTON

Now don't go off half-cocked.
 First we have to--

YOUNG WOMAN

(to David)

You?

David picks up Billy and holds him.

DAVID

I understand how you feel.
I have a child of my own to
look after here. If you'll
wait a few minutes...

YOUNG WOMAN

(defeated)

I hope you all rot in hell.

She goes to the OUT door and pulls it open with both hands.

BUDDY EAGLETON

Aw, lady, listen--

The teenager holds her arm. She looks at his hand.
He lets go.

She goes outside. She slips into the mist, her red
dress floating in limbo. Then --

The SOUND of a SCREAM.

The FAT MAN heads for the door. His wife manacles his
wrist with her fingers. Without a word, he removes her
hand and goes outside. He moves toward the disappearing
dot of red, his figure blurring.

Now the young woman in the red dress is gone.

He stops, holds out his hands and shouts something
unintelligible. Then he turns away, reaches out,
touches something -- and is jerked into the mist!

His shout becomes a scream. In the market, his wife
lets out a sharp yelp as his scream is CUT OFF.

FAT WOMAN

No, no, no, no, no...

CUT TO:

EXT. - MARKET - DAY

The lot is enfolded by impenetrable mist.

(SOUND) From inside, a distant weeping -- gradually
replaced by the hissing of the mist.

INT. - MARKET - 12:30 P.M.

43.

Confusion now reigns. People have broken up into small groups to argue and speculate. BILLY is crying.

FOLLOWING DAVID

as he picks up Billy and carries him down the aisle to the back of the store.

MR. McVEI, the butcher, stands vigil behind the meat counter. David exchanges a grim nod with him and sits on the floor, rocking Billy, trying to soothe him.

BILLY

It can't get inside, can it, Daddy?

DAVID

I don't think so. It'll go away soon. You'll see.

Billy has dozed off, curled up in a foetal position on his father's lap, sucking his thumb.

David lays Billy on the floor. Billy shivers.

BILLY

C-c-cold...

ANGLE ON MEAT COUNTER

Frosty air is pouring down over the edge, collecting on the floor.

DAVID & BILLY

David moves him aside.

DAVID

Take it easy, champ. I'll get something to cover you with.

WIDER

People are gathering at the front of the store. NORTON's lawyer's voice booms loudly, undercut by MRS. CARMODY, who has resumed her ranting.

DAVID - MOVING

He checks the aisles. A few dazed customers still push carts like zombies, their faces buttered with shock.

Between the meat counter and the beer cooler, a faint line of condensation shows under the double doors to the storage room.

David pushes the doors open.

(SOUND) The roar of the generator.

David coughs at a cloud of blue diesel fumes and covers his nose with his thin shirt.

HIS POV

The storage area is long and narrow, lighted by two feeble yellow emergency bulbs. Stacks of cartons are barricaded on all sides -- one carton has fallen over, bleeding Heinz Catsup.

Behind a plywood partition, the generator roars like a chain-saw.

FOLLOWING DAVID

He unlatches the partition and steps into oily smoke. He finds the switch and flips it. The generator belches and dies.

The emergency bulbs go out -- and the room is plunged into darkness. Only a slender thread of light shows from under the double doors to the market.

He feels his way back. He stumbles over a carton, sidesteps it, trips over another box -- and falls backwards.

DAVID

Easy, easy does it.

He regains his feet, locates the thread of light --

(SOUND) A faint sliding-scratching.

He lunges, straight-arming the doors, and bursts back into the light.

Outside the doors, OLLIE, JIM GRONDIN and MYRON LeFLEUR jump back.

OLLIE
David! Jesus Christ, you want to take ten years off my—? What's the matter with you?

DAVID
Did you hear it?

OLLIE
Hear what?

DAVID
I'm not sure. But I wouldn't want to hear it again.

The bag boy, NORM, comes up with an armload of flashlights.

NORM
Will these do, Mr. Weeks? Who turned the generator off?

DAVID
I did. Something's blocking the exhaust. The fumes are backed up.

NORM
Well, let's see if we can get her going again. Right, Mr. Weeks?

OLLIE
(handing out flashlights)
Jim? Myron? Give us a hand?

JIM
Smells pretty rank. Guess you was right to shut her down.

NORM pushes the doors and bobs his flashlight inside.

FOLLOWING THEM

The flashlight beams cut through smoky drifts of exhaust. OLLIE, JIM and MYRON go into the generator compartment, their lights throwing monstrous shadows over cartons of toilet paper and dog food.

(SOUND) The generator TICKING as it cools down.

MYRON'S VOICE

Try it now, Ollie.

(SOUND) The generator wheezes, roars — and dies again.

JIM

Jesus! Shut her down! Holy
crow, don't that stink?

The three men reappear from the generator compartment.

MYRON

Something's plugged that
exhaust, for sure.

NORM trains his light on a wide steel loading door.

NORM

Tell you what. Get the power
running long enough to raise that
loading door back there. I'll go
out and clear away whatever it is.

DAVID

I wouldn't go over there.

NORM

No, I bet you wouldn't.

OLLIE

Norm, I don't think that's
a very good idea.

MYRON

That's okay. I'll do it.

OLLIE

No, you don't understand. I
really don't think it's wise to--

NORM

Listen, it was my idea.

DAVID

Stop it, all of you. This is no
ordinary situation. If you open
that loading door and--and something
gets in--

NORM

Like what?

DAVID

Whatever made the noise I heard.

JIM

Mr. Drayton, I know you're a big-shot artist with connections in New York and Hollywood and all, but that doesn't make you any different from anybody else. Now maybe you got in here in the dark and got a little bit confused, know what I mean?

DAVID

Maybe. And maybe if you're ready to go screwing around outside, you ought to think about those people who already tried to go out, instead of--

MYRON

Hey. When anybody wants your advice, we'll ask for it.

OLLIE

The generator isn't that important, really. The food in the cold-cases will keep for twelve hours or more with absolutely no--

JIM

(to Norm)

Okay, kid, you're it. I'll start the motor, you raise the door high enough to duck under, then I'll shut her down again. Give a yell when it's clear. Me an' Myron'll be standin' by.

DAVID

This is crazy. You let that lady--

MYRON

Hey, I didn't notice you breaking your ass to escort her.

DAVID

But you're going to let this kid risk his life over--

NORM

Why don't you just shut the fuck up?

JIM

Listen, Drayton. I'll tell you what. If you've got any more to say, you better count your teeth first, because I'm tired of listening to your candy-ass shit. Ready, Norm?

NORM

Yo.

OLLIE

It's a mistake.

DAVID

Norm. You don't have to prove anything.

OLLIE

(whispering)

Leave it be. They're nuts.

The generator roars to life again.

The emergency lights flicker. NORM hits the button and the loading door rattles up on its steel tracks. The lights falter as the juice is sucked away. Then the shadows melt and the room is filled with the soft white light of an overcast day.

OLLIE

What's that smell?

DAVID

Exhaust.

OLLIE

No. Something else.

DAVID

You're right. I smelled it up front. It must be coming from--

NORM

HO UP!

The generator dies and the loading door stops. Outside is a square cement trucker's platform. Beyond -- nothing. Jim and Myron leave the generator as NORM ducks out.

OLLIE rubs his arms and shivers as tendrils of mist eddy inside.

OLLIE

Look what you've done. Dear God...

JIM

Why don't you go back and tend
your groceries. Leave this job to--

NORM

Get it off! Hey, get it off me!

ANGLE ON LOADING DOOR

A TENTACLE has flopped over the lip of the platform and grabbed NORM around the calf. It is slate-gray on top, fleshy pink underneath, tapering from the thickness of a garden snake to four or five feet across at the point where it disappears into the mist. The suckers are writhing like hundreds of puckering mouths.

NORM

Jesus Christ, somebody get
this frigging thing off me!

MYRON

Jesus, Joseph and Mary.

NORM

Help me! Help me, you guys, please!

Norm holds to the edge of the loading door. The tentacle bulges, like a muscle flexing, and jerks him violently, clanging his head against the steel.

DAVID grabs him around the waist.

The tentacle stretches.

A SECOND TENTACLE curls around Norm's red apron and wisks it away into the mist.

A THIRD TENTACLE slithers around Norm's hip.

A FOURTH TENTACLE grasps Norm's other ankle.

DAVID

Help me, for God's sake!
Give me a hand!

The tentacle around Norm's waist eats through his shirt,
-- and red blood replaces his apron.

David's head slams into the half-open door as Norm holds the edge in a deathgrip.

ANOTHER TENTACLE takes Norm's shoe.

Now a MASS OF TENTACLES swarm out of the mist, some small, some thick as trees. The largest drops onto the cement and begins suctioning forward like a giant blind earthworm, its suckers the size of manhole covers. Another swishes by David's cheek.

CU - NORM

as he is smothered by a maze of tentacles --

Norm is beyond screaming. His head whips from side to side, his hair flying.

He is being eaten alive!

WIDER

as David drops back and rolls inside.

DAVID
START THE FUCKING GENERATOR!

JIM, MYRON and OLLIE stand frozen.

DAVID throws the nearest object, a box of Snowy Bleach, at Jim. It hits him in the belt buckle. He grunts, dazed.

JIM
You should've told me.
You should've explained....

OLLIE comes to life. He shoulders past to the generator. The motor sputters to life.

NORM is holding on with one hand -- the other hand has been eaten away. The floor rains with blood as his body begins to boil.

DAVID lunges for the door button -- but tentacles are everywhere. One carries off a half-liter of Pepsi. Another squeezes a carton and two-packs of Delsey toilet tissue geyser forth and roll over the floor. Another advances on Myron.

MYRON
No...please!

NORM is ripped loose and dragged bouncing over the concrete. Before he disappears in the mist, his eyes meet David's in a clear, hellish instant of awareness. He screams once. His scream is choked off, and he is gone.

DAVID grabs a broom handle and uses it to push the SHUT button on the wall. The motor whines. The door lowers. It touches the tentacle near Myron, indents it -- then pierces it. The tentacle flops wildly, spurting black goo, flattens and withdraws.

Other tentacles withdraw. One won't let go of a 5-pound bag of Gaines dog food. As the steel door meets the floor, the tentacle squeezes convulsively, spraying an explosion of dog food nuggets everywhere.

DAVID beats at the tentacle as the door locks shut. A three-foot severed tip curls and uncurls, flopping like a fish out of water.

Then, above the roar of the generator, there is only the SOUND of Ollie weeping as he sits with his head in his hands -- and the squirming, slithering, sliding on the other side of the steel door.

MYRON

Well, the generator's working.

DAVID

Yeah. Only your friend Norm isn't, is he, you son of a bitch.

MYRON

Look, you got to understand--

DAVID

Did you get a good look? Did you get a nice, long look at what you did?

DAVID pummels him, throwing punches wildly. Myron is too dazed to resist. A hand grabs David's arm. David turns, fist cocked. It is Ollie.

OLLIE

Don't. Don't. It doesn't make any difference now.

David kicks a carton across the room at JIM.

DAVID

You! Asshole! Do you get it yet? You and your friend here got that boy killed!

OLLIE

Come on. Quit now.

David sits, breathing hard.

DAVID

Okay. I'm done.

OLLIE

We got to think what to do.

DAVID

Shut the generator down before we asphyxiate. That's the first thing.

JIM

Yeah, let's get out of here. I'm sorry about the kid. But you got to understand--

DAVID

I don't got to understand a damn thing. You and your buddy stay the hell away from me from now on, if you know what's good for you. I don't care what happens to you.

JIM helps MYRON to the swinging doors.

DAVID (CONT'D)

One thing. And get this good. If you're going back where there are other innocent people, you don't say word one to anybody till Ollie and I get there. Not anybody, get me? We're going to make sure they understand what really happened.

Ollie kills the generator. Before the lights fail, David spots a quilted shipping pad. He grabs it for Billy. Then -- darkness.

Ollie

David? You still here?

DAVID

Yeah. Watch your step.

Ollie grips David's arm and lets out a sigh.

DAVID

Hang tight a minute, Ollie. We have to talk.

OLLIE

Dave, they didn't twist Norm's arm. You got to remember that.

DAVID

He was a kid. They weren't. But that's over. Now we've got to tell the others. We've got to warn them.

OLLIE

If they panic--

DAVID

Did we? Knowing will stop them from going out. Most of them have people left at home. We have to make them understand what they're risking if they go out there.

OLLIE

I keep asking myself. All those... things. David, what were they connected to?

They locate a thin strip of light and shuffle toward it, away from the slithering sound.

OLLIE (CONT'D)

What we saw. Whatever it was. It was impossible. You know that, don't you? Even if somebody from the Boston Seaquarium drove out back and dumped out one of those giant squids you read about--and even giant squids aren't that big-- it would die. It would just die. Wouldn't it?

DAVID

Yeah. But this one isn't dead.

OLLIE

So what in the holy hell is it? Christ, let's get out of here. The dark is...is bad.

INT. - MARKET - BILLY ASLEEP

David covers him with the mover's pad.

FOLLOWING DAVID

as he goes to the beer cooler, where a shaky trio, OLLIE, JIM and MYRON, are gulping Budweisers.

DAVID

All right. We've got to tell them. Let's get it straight.

A GIRL in a cranberry-colored sweatshirt wanders by. David turns away and lowers his voice.

DAVID (CONT'D)

Ollie and I will leave out the part about you and Myron sending the kid out there, if you back us up about the rest.

OLLIE

What if it finds a way to get in before we can tell them anything?

JIM

How could it? You guys lowered the door.

OLLIE

Have you taken a look at the front of this place?

ANGLE DOWN AISLE

The girl in the sweatshirt is walking toward the registers. A crowd has gathered at the front windows -- one of which is missing a chunk of glass.

AT THE BEER COOLER

MYRON

Plate glass. Jesus Christ in a chariot-driven sidecar.

DAVID

Let me get Brent Norton. The more the better. I hope to God they'll listen.

DAVID - MOVING

as he heads for the front.

MRS. CARMODY is sitting dreamy-eyed by a register, smoking a Parliament in a One-Step-at-a-Time filter.

BRENT NORTON is deep in conversation with BUD BROWN.

DAVID

Brent.

NORTON

Where did you get off to?

DAVID

That's what I'd like to talk to you about.

BROWN

There are people drinking beer. I can see them in the security mirror. This has got to stop.

DAVID

Brent?

NORTON

Excuse me for a minute, Mr. Brown.

David walks Norton to the beer cooler, glancing back uneasily at the broken window.

NORTON

Somebody should plug that hole in the glass. Something really stinks out there. Dave? Are you okay?

DAVID

What?

NORTON

Your face. You look like you just had a good idea. Or a bloody awful one.

DAVID

What happened to that man, the one who came in raving about something in the mist getting John Lee Frovin?

NORTON

The guy with the cut? He passed out. Mr. Brown brought him around with smelling salts. Why?

DAVID

Did he say anything more when he woke up?

NORTON

He started in on that same hallucination. Mr. Brown conducted him up to the office. He was frightening some of the women. When he heard there were no windows in the manager's office, he seemed happy enough to go. I presume he's still there.

DAVID

What he was talking about is no hallucination.

NORTON

You feeling okay?

DAVID

Is the mist a hallucination? And that earthquake we felt?

NORTON

No, but David--

DAVID

See those double doors to the back?

NORTON

Isn't one of those men drinking beer the assistant manager? If Brown sees that, I can promise you that man will be looking for a job very soon.

DAVID

Will you listen? Those doors open into a storage area that runs along the west face of the building. Billy fell asleep and I went back there to see if I could find something to cover him with.

They arrive at the beer cooler.

DAVID (CONT'D)

Brent, there's something back there. Something tried to get in when we opened the loading door long enough to fix the generator. Something, God help me, that kills people. It's still out there. I saw it. We saw it. Ask them if you don't believe me.

NORTON

Forgive me, gentlemen. But it's completely out of the question. Either you're having me on, or you're suffering from some form of group hypnosis.

MYRON, JIM, OLLIE -- all unsmiling.

DAVID

I'll prove it. There's still a nice, big chunk of that thing, whatever it is, in the middle of the floor back there. Maybe you'll believe your own eyes. And your ears. You can hear it outside, trying to get in. It sounds like the wind in ivy.

NORTON

No.

OLLIE

What?

NORTON

I said no, I'm not going anywhere. The joke has gone far enough.

DAVID

Brent, I swear to you, it's no joke.

NORTON

Of course it is. You're trying to make a fool of me. It's what you locals call a "belly-buster." Am I right?

DAVID

Brent, look--

NORTON

No, you look! It's a joke, all right, but it's not going to be at my expense. Your father was the famous artist, and it's your town. I know that. You all pretty much stick together. I only pay my taxes and spend my money here! Do you really expect me to go back there and gawk at some ninety-eight-cent rubber joke novelty while these hicks stand around and laugh their asses off?

MYRON

Hey, you want to watch who
you're calling a hick.

NORTON

I'm glad that tree fell on your
boathouse, if you want to know
the truth. Glad. Stove it in
pretty good, didn't it? Fantastic.
Now get out of my way.

He tries to pass. David throws him against the cooler.

DAVID

You dig out your ears and listen.
There are lives at stake here. My
son's not the least of them. So you
listen, or I swear I'll knock the
living shit out of you till you do.

NORTON

Go ahead. Show everyone how big
and brave you are, beating up a man
with a heart condition who's old
enough to be your father.

JIM

Fuck his heart condition. I don't
even think a New York shyster like
him has a heart.

DAVID

Stop throwing up sand, Brent. You
know damn well I'm telling the truth.

NORTON

I know no such thing.

DAVID

I don't care you scared you are.
If we were somewhere else, I'd let
you get away with this. But I need
you, God damn it!

NORTON

Let me go!

DAVID

Don't you understand anything?
People are going to start leaving
and walk right out there! For
Christ sake, man!

NORTON
You let go of me!

DAVID
Not until you've seen it.
Not until you know.

NORTON
It's a joke, a trick--

DAVID
Then I'll carry you back there.

People are gathering. The two young SOLDIERS hang back, muttering to each other.

NORTON
Help me!

DAVID
What are you yelling for? It's a joke, right? That's why I drove you into town, why I trusted Billy with you--because I had this handy mist all manufactured, I rented a fog machine from Hollywood, it only cost me \$15,000 and another \$8000 to ship it, all so I could play a joke on you!

BUD BROWN elbows through the crowd.

BROWN
Here! What is this?

NORTON
Make him let me go. He's out of his head.

OLLIE
No, he isn't out of his head. I wish he was, but he isn't.

BROWN
You're drinking!

DAVID
Come off it, Bud. At a time like this--

BROWN
Regulations don't change. I'll see that the Company hears of it.

OLLIE steps forward and speaks with surprising power.

OLLIE
Hey, everybody! You want to
come up back and hear this?
It concerns all of you!
(to David)
How am I doing?

DAVID
Fine.

OLLIE
There's something you had all better know--

BROWN
You put that beer down right now.

OLLIE
You shut up right now, Mr. Brown.

BROWN
I don't know what some of you think
you're doing, but I can tell you it's
going to be reported to the Federal
Foods Company. All of it! And there
may be charges.

DAVID
Go ahead and take down your names.
Just don't talk.

BROWN
Your name will head the list, you--
you bohemian!

OLLIE
Mr. David Drayton has got something
to tell you. And I think you'd all
better listen up, in case you were
planning on going home.

DAVID
Please. I don't want to scare you.
But there's something alive out there
in the mist, something extremely
dangerous. I can't describe it, not
in any way that makes sense. I don't
expect you to believe me until you've
seen it for yourselves. There's a piece
of it back there in the stock room.
It got in when we opened the loading
door a few minutes ago. It's already
killed one person.

NORTON

It's a lie, you know.

BROWN

Of course it's a lie. It's lunacy. Where do you suppose it came from, Mr. Drayton? Can you tell us that?

DAVID

I don't know, and at this point that's not a very important question. The point is it's here. It's--

BROWN

I suspect it came out of a few of those beer cans, that's what I suspect.

MRS. CARMODY

Death!

MRS. CARMODY marches to the center of the circle.

MRS. CARMODY (CONT'D)

And what do you propose to do about it, Mr. David Drayton? What do you think you can do about it? You listen but you don't hear! You hear but you don't believe! It's the Last Times, I tell you. The moving finger has writ, not in lines of fire but of mist. The earth has opened and spewed forth its abominations.

TEENAGE GIRL

Can't you make her shut up? She's giving everybody the creeps!

MRS. CARMODY

Are you scared, dearie? When they come for you, the foul creatures the Imp has loosed--

OLLIE

That's enough now, Mrs. Carmody.

MRS. CARMODY

You let go of me. It's the end, I tell you!

WORKING MAN

It's a pile of shit, is what it is.

MYRON

No, sir. It's the flat-out truth. I saw it myself.

JIM

I did, too.

OLLIE

And me.

NORTON

Lies. You're in on it, together.

DAVID

We don't have to stand here arguing. Come back and take a look. And listen. And then tell me it's all a dream. Tell me, because I'd feel a hell of a lot safer myself if I could believe that.

BROWN

Customers are not allowed in the--

OLLIE

Bud. Go with him. Let's settle this.

BROWN

All right, all right. Enough is enough. Let's get this foolishness over with.

INT. - STORAGE ROOM

Darkness -- then David, Ollie, Jim and Myron turn on their flashlights.

(SOUND) a THUMP against the steel door.

DAVID

Hear that?

BROWN

Huh. That's what did all this-- this destruction?

DAVID

Some of it. Come over here.

DAVID and the others pool their flashlights on a curled section of TENTACLE lying by the push-broom.

DAVID
Don't touch it. It may
still be alive.

BROWN squats and pokes it with his ballpoint pen --
once, twice, three times. He looks up.

BROWN
I don't see--

The end of the tentacle snatches Brown's pen. He jerks
his hand away in surprise. The tentacle unwinds
sluggishly, revealing two glistening suckers and a
fragment of a third. The last sucker holds one of Norm's
bloody fingers, complete with class ring.

Brown gags and turns away.

DAVID
Seen enough?

Brown regains his composure.

BROWN
Ladies and gentlemen, it
appears we have a problem
of some magnitude here.

INT. - MARKET - 4:30 P.M.

Jars, cans, boxes scattered on the floor. Over the tops
of displays we pick up snatches of conversation in the aisles

NORTON'S VOICE
And there are only four witnesses
who saw the bag boy, whatever his
name is, get carried off by the
so-called Tentacles from Planet X...

(laughter)

...and I for one don't trust any one
of them. Fifty percent of the witnesses
are now hopelessly inebriated....

WIDER - TO INCLUDE BEER COOLER

where Jim and Myron loll totally shitfaced. OLLIE
leaves them and wanders to the edge of Norton's group.

OLLIE

If you don't believe it, Mr. Norton, I'll tell you what you do. You go on out that front door and walk around to the back. There's a great big pile of returnable bottles there. You bring back a couple of those bottles so we know you made it. You do that and I'll personally eat this aluminum beer can.

BROWN

I warn you, Weeks, when Federal Foods, Incorporated learns of your drunkenness--

OLLIE

How do you know Federal Foods even exists anymore? Bridgeton, North Windham, Portland--the entire Eastern seaboard may no longer be out there. What proof do you have that anybody's out there?

NORTON

That's irrelevant and immaterial.

OLLIE

You're not doing anything but damage talking that way. There's folks here who want to go home and make sure their families are okay. My sister and her year-old daughter, for instance. I'd like to check on them, sure. But if people try before it's safe, the same thing that happened to Norm may happen again.

Norton leads his group away.

Ollie shakes his head and liberates another beer.

DAVID & BILLY

David hugs Billy and sets him down.

BILLY

Don't do that, Daddy, please.
Daddy, am I awake?

David sits Billy in a shopping cart and pushes him down another aisle.

They come upon MRS. CARMODY, holding forth before another group. Her canary pants stand out in the dimming light, her junk jewelry clanking as she waves her arms.

MRS. CARMODY

There is no defense against the Will of God. There are none so blind as those who will not see!

A MAN in a yachtsman's cap and Bermuda shorts steps forward -- MIKE HATLEN. He is sipping a beer.

HATLEN

Well, what are you saying?
What are you proposing?

MRS. CARMODY

Proposing? Why, I am proposing that you prepare to meet your God, Michael Hatlen.

HATLEN

Prepare to meet diddly-squat. Old woman, I do believe your tongue must be hung in the middle so it can run on both ends.

MRS. CARMODY

I'll have my say. Doubters will doubt to the end. Yet a monstrosity did drag that poor lamb away! Things in the mist! Abominations! Eyeless freaks! Pallid horrors! Do you doubt? Then go out. Go out and say howdy-do!

DAVID

Mrs. Carmody, you'll have to stop.
There are children--

MAN WITH LITTLE GIRL

Yes, please stop.

MRS. CARMODY

There's only one chance.

HATLEN

And what's that, ma'am?

She opens her mouth to speak. A TOURIST in red pants and sport shirt strides up and calmly strikes her open-handed across the face.

MRS. CLAPHAM

She had it coming! I would have done it myself!

TOURIST

You shut up that bad talk. Nobody wants to hear what you have to say.

A trickle of blood runs down a wrinkle to Mrs. Carmody's chin.

MRS. CARMODY

They'll get hold of you. Tonight, when the dark comes. They'll come with the night and you'll hear them coming, creeping and crawling. And then you'll beg for Mother Carmody to show you what to do.

The TOURIST steps close again.

MRS. CARMODY

You come and hit me. Hit me if you dare.

She turns and walks away.

BILLY

(crying)
Want to go home.

The MAN with the little girl comes over to David.

MAN WITH GIRL

That old lady's crazy as a bedbug, but she could be right about something moving in after dark.

MRS. CLAPHAM

The mist will blow over by then.

MAN WITH GIRL

Could be. Meanwhile, what are we going to do about those windows? If one of those things you saw in back decides to hit the glass, we're all up shit creek without a paddle.

TOURIST

Hold on a sec. You don't know me. I'm Dan Miller. Got a place on Highland Lake. Got held up for it, is more like it. Anyway, the way I see it, we're all in this together.

MILLER (CONT'D)

We've got to throw up some defenses. Let's thrash this out while there's time. Now I saw a whole pile of lawn-food bags down there. Twenty-five pound sacks. We could put them up like sandbags. Leave peepholes to look out.

BILLY snags a Hershey bar from the rack.

BILLY

Want this, Daddy? Mom says you always forget to eat.

DAVID

Thanks, champ. Why don't you go find us some Cracker Jacks? They're up by the checkout. Come right back.

BILLY leaves.

The men by the beer cooler hear the commotion and come over.

MILLER

This is probably a stupid question, but we ought to fill in the blanks. Anyone got any weapons?

OLD MAN

I have a shotgun in the trunk of my station wagon. I'll try for it, if you want.

OLLIE

Right now I don't think that would be a good idea, Mr. Cornell.

CORNELL

Right now neither do I, son. But I thought I ought to make the offer.

WOMAN

Wait.

It is the WOMAN in the cranberry-colored sweatshirt—pretty, with sandy-blond hair. She opens her purse and produces a pistol. The crowd ahhhs. She digs deeper and comes up with a box of Smith and Wesson ammunition.

WOMAN (CONT'D)

I'm Amanda Dumfries. This gun... my husband's idea. He thought I should have it for protection. I've carried it unloaded for two years now.

MILLER

Is your husband here, ma'am?

AMANDA

No. He's in New York. On business. He goes there a lot. That's why he wanted me to have it.

MILLER

Well, if you can use it you better hold onto it. What is it, a .38?

AMANDA

Yes. I've never fired it in my life.

MILLER

Okay. We got a gun. Who shoots good? I sure don't.

OLLIE

I did some target shooting in the service. I have a Cold .45 and a Llama .25.

BROWN

You? You'll be too drunk to see by the time it gets dark.

OLLIE

Why don't you just write down your names?

MILLER

It's yours. Thank you, Mrs. Dumfries. This may be off-the-wall, but there aren't anything like, uh, flame throwers in the place, are there?

BUDDY EAGLETON

Ohhh, shit. Well, till last week we had a whole case of those little blowtorches. You remember those, Mr. Brown?

MILLER

Sold out?

BUDDY

No, they didn't go at all. We only sold three or four and sent the rest of the case back. What a pisser. I mean, what a shame.

OLD WOMAN

Well, there's plenty of salt!
That's what you put on nasty,
crawly things. Salt! Does it
every time.

A few chuckles. David and Ollie exchange looks.

MILLER

Let's get those bags up. Who
wants to throw some bags? Mike,
why don't you crew this little
adventure? I want to talk to
Ollie and Dave here for a minute.

HATLEN

Glad to. Somebody had to take charge,
and you did it. Welcome to town.

Hatlen and the others leave. Many join in -- except
for Norton's group in the next aisle.

MILLER

I saw the way you two looked at
each other. You're more worried
than anybody.

DAVID

You're not?

MILLER

Man, I've never been so worried in
my whole life. Tell you what I
think. We ought to wrap some of
those O-Cedar mop handles with cloth
and tie them with twine. Then I think
we ought to get a couple of cans of
charcoal lighter fluid all ready.
If we cut the tops off the cans, we
could have some torches pretty quick.

DAVID

It beats salt.

OLLIE

It would give us something to
concentrate on, at least.

MILLER

That bad, huh?

OLLIE

That bad.

AT THE CHECKOUT COUNTER - 5 P.M.

DAVID and BILLY are eating Cracker Jacks.

BILLY

Why doesn't somebody come
and rescue us? The State
Police or the FBI? Daddy,
do you know what's happening?

DAVID

No. I don't. But that's okay.
Neither does anyone else.

BILLY

Do you think Mom's okay?

DAVID

Billy, I can't lie to you.
I just don't know.

BILLY

I want her awful bad. I'm sorry
about the times I was mean to her.

DAVID

Billy...

BILLY

Will it be over? Daddy? Will it?

David holds his son and rocks him, stroking his hair.

IN THE AISLES - 6 P.M.

Bags have been barricaded across the windows. MILLER
and HATLEN hand out flashlights. NORTON clamors loudly
for flashlights for his group, but gets only two.

DAVID, holding BILLY, stands watch by one of the
peepholes. Something may be moving in the milky,
waning light outside, but it is hard to tell.

BILLY

There's Mrs. Turman.

David lets him down and Billy runs to MRS. TURMAN —
a tall, thin woman with graying red hair and a pair
of glasses on a chain. She hands Billy her flashlight.

MRS. TURMAN
Is Stephanie here, David?

DAVID
No. At home.

MRS. TURMAN
Alan, too. How long are you on here?

DAVID
Until six-thirty.

MRS. TURMAN
Have you seen anything?

DAVID
Just the mist.

MRS. TURMAN
I'll keep Billy for you until
six-thirty, if you like.

DAVID
Would you like that, Billy?

MRS. TURMAN
God will keep your Steffy and my
Alan, too.
(without conviction)
I'm sure of it.

BILLY writes his name in light on the ceiling as she
leads him away.

(SOUND) An ARGUMENT at the back of the store.

BUDDY EAGLETON'S VOICE
You're nuts if you go out there!

Flashlights are weaving toward the front.

NORTON
Let us pass!

HATLEN
Please, let's talk this thing through.

NORTON
There is nothing to talk about.
We are going out. It's the only
rational thing to do. There may
--and I stress may-- be some risk
involved. What does that mean?
A matter of options and probabilities.

NORTON (CONT'D)

We have to reach a decision and act on it. We can't continue to stay here like a bunch of frightened illiterates.

MILLER

Don't hold to this craziness. Mike's right. We can discuss it, can't we? Mr. McKey is going to barbecue some chicken over the gas grille. We'll get some hot food into us and--

NORTON pushes him aside and leads his people forward--
all five of them.

MILLER (CONT'D)

Do what you want, then. But you're as good as murdering those other people.

HATLEN

Listen, Mr. Norton. Brent. At least get some hot food first.

NORTON

And give you a chance to go on talking? I've been in too many courtrooms to fall for that. You've already psyched-out half a dozen of my people.

HATLEN

Your people? Good Christ, what kind of talk is that? We're all in this together. This is no game, and it's surely not a courtroom. What's the sense in getting yourself killed?

NORTON

Killed, you say? By what? Your people have been on watch for an hour now. Who's seen anything?

HATLEN

Well, in back. In the--

NORTON

No, no, no. That ground has been covered and covered. Your so-called evidence is inadequate, pure and simple. It doesn't stand up. But you will, I suppose. You'll stand up to us and--

HATLEN

No one's restraining you.

DAVID whispers in BILLY's ear.

DAVID
(softly)
Go on, now. Be quick.

BILLY runs off.

NORTON gathers his forces: an elderly WOMAN, a chubby BOY of twenty, a young GIRL, a MAN in blue jeans and golf cap.

DAVID
Brent, wait a minute.

NORTON
I don't want to discuss it any further. Certainly not with you.

DAVID
I know you don't. I want to ask you a favor.

BILLY returns and hands his father a package.

NORTON
What's that?

DAVID
Clothesline. It's the big package. Three hundred feet.

NORTON
So?

DAVID
Tie one end around your waist before you go out. When you feel it come up tight, tie it around something and forget about it. It doesn't matter what. A car doorhandle will do.

NORTON
What in God's name for?

DAVID
In case you need it to find your way back. And it will tell me that you got at least three hundred feet.

NORTON
No.

DAVID
(shrugging)
Ok. Good luck, anyhow.

MAN IN GOLF CAP
I'll do it, mister. No reason
not to.

DAVID cuts open the wrapping and the man ties it
around his waist with a good sheetbend knot.

DAVID
You want to take my knife?

MAN IN GOLF CAP
I got one. You see to paying out
your line. If it binds up, I'll
chuck her.

NORTON
Are we finally ready?

DAVID
(holding out his hand)
Brent. Good luck, man.

NORTON
(refusing handshake)
We're going to the cars, and then
we'll get back to the business of
carrying on our lives like rational
human beings. Oh, and don't worry.
We'll send someone back--to lead
the rest of you by the hand.

NORTON opens the door and his party disappears into the mist.

DAVID pays out the line. A quarter-length. A half.
It stops -- then moves again. Three-quarters gone....

Then it whipsaws violently, snapping the edge of the OUT door.

(SOUND) A SCREAM

ELDERLY WOMAN'S VOICE
Git it offa me! Oh my Lord my
Lord git it--

Her SCREAM is CUT OFF.

The rest of the rope runs out fast, burning David's hands.
Then it goes completely slack -- and stays that way.

(SOUND) The deep ROAR of a BIG ANIMAL.

AMANDA
Close the door. Please.

DAVID
Wait.

He hauls the line in. Three feet from the end, the clothesline turns bright red -- chewed and stained with blood.

MRS. CARMODY
Now do you believe?

David lets the door swing shut.

IN THE AISLES - 8 P.M.

BILLY is playing half-heartedly with pipe-cleaner men and paper bag masks. At the rear of the store a barbecue sputters. Orange light flickers over high, jagged rows of packaged goods.

MRS. TURMAN brings David and Billy paper plates of chicken and potato salad.

DAVID
We got to eat, big guy. Remember?

BILLY
I'm not hungry.

DAVID
You can't get big and strong if you don't--

Mrs. Turman shakes her head.

DAVID
Okay. Go get a peach, at least. You like peaches.

BILLY
What if Mr. Brown says something?

DAVID
If he says something, you come back and tell me.

Billy slouches away.

MRS. TURMAN
How bad will it be tonight?

DAVID
Hattie, I just don't know.

MRS. TURMAN
Let me keep Billy as much as you
like. Davey, I think I'm in mortal
terror. But if I have Billy, I'll
be all right for him.

David touches her shoulder.

MRS. TURMAN (CONT'D)
I'm so worried about Alan.
In my heart I'm sure he's dead.

DAVID
You don't know any such thing.

MRS. TURMAN
But I feel it's true. Don't you
feel anything about Stephanie?

BILLY returns, eating a peach.

MRS. TURMAN
Come with me, Billy. I'll show
you how to make a little play
man out of a peach pit and some
thread. Won't that be fun?

David kisses Billy. She leads him away. David turns
to the barricades.

OLLIE comes over, drinking a beer and eating a drumstick.

OLLIE
At least you ate something.
Most of 'em don't have much
appetite. Where's the boy?

DAVID
With Mrs. Turman. I'd just as
soon keep him as far back as
possible. What's happening?

OLLIE
Six guys on watch this shift.
There's things moving around out
there. No, I'm not drunk. I've
been trying, but I haven't been
able to make it.

DAVID

What are you talking about?

OLLIE

I asked Tom Smalley and he saw the same thing. It goes dark, sometimes a little smudge, sometimes a big dark place. Then it fades again. Even Arnie Simms says he thinks something's moving out there, and Arnie's almost as blind as a bat.

DAVID

The others?

OLLIE

They're out-of-staters. I didn't ask any of them.

DAVID

How sure are you?

Ollie nods toward the glowing barbecue at the end of the aisle, where MRS. CARMODY is staring into a plateful of chicken bones and drinking a V-8.

OLLIE

We'll find out. She was right about that one thing, that's what I think. When it gets dark, we'll find out.

AT THE WINDOWS

MAN AT WINDOW

OH MY JESUS! Let me out!
Let me out of this!

He jumps down from his post, pinwheeling his arms, and tears off past the frozen food cases.

DAVID - MOVING

as he heads for the window. Ollie follows, reaching for Mrs. Dumfries' gun in his pocket.

OLLIE

Look at that goddamn thing!

Between the bags, SOMETHING has LANDED ON THE GLASS. A segmented flying creature about two feet long, the color of burned flesh that has healed over. It clings to the window on sucker-pads. Two eyes move on the ends of flexible stalks. From the tail end protrudes either a sexual organ or a stinger. From its back sprout membranous wings, pulsing slowly, like a housefly.

TOM SMALLEY

Goddamn things is right.
Glad I didn't eat. I'd
never hold it down.

At the peephole THREE MORE CREATURES crawl over each other, leaving snail-tracks on the glass. The largest is perhaps four feet long.

(SOUND) A SCRABBLING on the ROOF.

SMALLEY

They're all over the building.
Like maggots on a piece of meat!

OLLIE takes out the gun.

DAVID

Don't be crazy.

Ollie taps the barrel on the window. The creatures speed up, fly away -- and return.

People run to the bagged windows carrying mophandles. But their tapping does not keep the creatures away.

OLLIE

(facing David)
They don't look strong
enough to get in.

Behind Ollie, a MUCH LARGER BIRD-LIKE CREATURE thumps against the glass. It settles over one of the bugs, opens a beak and scoops up its wriggling prey. Then it blinks reddish eyes, spreads leathery wings and takes off, its albino-white body disappearing rapidly in the mist.

Another THUMP -- another --

A stampede begins toward the back of the store.

(SOUND) A piercing SCREAM of pain.

OLLIE

Oh my God, Mrs. Clapham fell
down and they just ran over her!

Ollie hurries to help. David starts to follow, then
is stopped in his tracks by the next thing he sees.

Directly behind Tom Smalley, one of the lawn-food bags
is sliding backwards.

DAVID

Smalley! Heads up!

But there is too much noise to be heard. The bag teeters,
falls -- striking SMALLEY squarely on the head. He goes
down hard, stunned, and lies there squirming.

The hole in the glass! One of the albino flyers is
squirming through, triangular head cocked, hooked beak
opening rapaciously.

DAVID grabs a torch and slam-dunks it in lighter fluid.

The CREATURE pauses. It glares, shifting weight between
taloned feet. It tries to spread its wings, loses balance
-- and tumbles, clawing, onto SMALLEY's back. SMALLEY's
shirt rips open and blood flows as he tries to get up.

DAVID fumbles to light his torch -- no matches!

People scream as the CREATURE darts its head forward --
and tears a chunk of meat from the back of Smalley's neck.

Suddenly MILLER is there with his Marine Corps Zippo.
OLLIE is there with the .38, but can get no clear shot.

MILLER

Kill it. Kill it now if you can.

The TORCH IGNITES. David thrusts it. The CREATURE blazes
like a box kite. It lets out a rusty SCREECH, rolls its
red eyes and TAKES OFF, wings afire. It zig-zags above
the aisles, dropping charred and smoking bits of itself
as it goes. Finally, little more than ash and bone, it
CAREENS into the spaghetti sauces, splattering Ragu and
Prima Salsa like gouts of blood.

David gags at the stench.

For a moment -- utter silence. Then -- the SOUND of
CHILDREN CRYING.

A hand grabs David.

BROWN

One of--those other ones.

One of the smaller bugs has wriggled through the hole. It PERCHES on a bag, stalk-eyes bulging, plump body breathing, wings buzzing.

David moves forward with his torch.

He is intercepted by MISS REPPLER, a sixty-year-old schoolteacher. She holds a can of Raid in each hand. Like a gunslinger, she swings her arms up and opens fire on the insect. It falls in agony onto the twitching body of TOM SMALLEY -- buzzes madly to the floor -- and dies.

Miss Reppler stands panting over her kill.

HATLEN and MILLER heave a dolly atop the bags to block the hole.

AMANDA DUMFRIES comes forward with a cellophane-wrapped wisk broom and plastic bucket. She sweeps up the dead pink thing and throws the bucket out the door. As it lands outside, another bug buzzes out of the night and swoops down on it. Amanda bursts into tears.

Above the crying and moaning -- LAUGHTER. The laughter of MRS. CARMODY.

DAVID puts an arm around AMANDA's shoulders.

INT. - MARKET - 1:30 A.M. - DAVID

as he SITS UP into frame, eyes wide. Near him on the floor, BILLY is whining in his sleep.

BILLY

Dad...Daddy!

OLLIE is shaking David's shoulders.

OLLIE

Take it easy, brother.

WIDER

In the darkness -- a few flashlights, the glow of the charcoal burner, the whimpering of restless sleepers. By the beer cooler, a half-dozen wiped-out drunks. Every few feet, the shiny doorknob faces and blank eyes of those who have withdrawn into a stupor.

OLLIE is squatting by David, a T-shirt over the lens of his flashlight.

81.

DAVID
Can't you sleep, either?

OLLIE
Here. I squirreled away a couple of bottles of Nytol and Somnex. It's the best we've got. Most of the stock's been used up. Looks like a few people have OD'd already.

In another aisle, MISS REPLER is chattering away about the whole thing being a dream.

DAVID
You think she's right?

OLLIE
What's the difference? I try, but every time I close my eyesIt's bad, isn't it?

DAVID
Bad, lousy pictures. If I ever tried to paint something like that, the whole world would go up in flames.

OLLIE
I better go help. I told Mike and Dan to try and get some crates of oranges on top. They weigh about ninety pounds each. I'd like to see 'em break through that!

DAVID
Just let me check on Billy and--

OLLIE
You need to take care of yourself.

DAVID
What for?

OLLIE
For him. Plus you've got your wife and all. Me, I've never even been close. See this ring? It's a real star sapphire. Bought it when I won that money in the state lottery last February. I couldn't find anyone to

OLLIE (CONT'D)
give it to. I'll probably still
be wearing it when they plant me.
(rises to go)
Take care of yourself.

DAVID
You too, buddy.

BILLY
Are we still here?

DAVID
Yeah, honey. We are.

Billy starts to cry. Down the aisle, AMANDA DUMFRIES
wakes and sidles closer. She pulls Billy to her.

AMANDA
Hey, kid. Everything is going
to look a little bit better
come morning.

BILLY
No it won't.

AMANDA
It's past your bedtime.

BILLY
I want my real mother!

AMANDA
Yeah, of course you do.

She takes Billy into her lap and he sleeps.

DAVID
Thanks for that. He needed you.

AMANDA
He doesn't even know me.

DAVID
You're here. You're warm.

AMANDA
No, I'm not. I'm cold.
What do you think about all this?

DAVID
Ask me in the morning.

AMANDA

I'm asking you now.

DAVID

I think we ought to try to keep warm. There's no use worrying about the rest of it.

AMANDA

I think I know where they keep the pillows and, you know, those polyester coverlets. For the Household Department. Dry goods.

DAVID

I checked that row. There was nothing.

AMANDA

No, I mean the Spring Sale stuff. And the cheap blankets. They took them off the shelves when the weather changed. I'll bet they still have them.

DAVID

I was in the stockroom. Nothing but--

AMANDA

Not there. I can show you.

DAVID

I don't want to leave Billy yet. He just went to sleep.

AMANDA

You can leave him with Mrs. Turman again. I think she'd actually be grateful. The overstock and returns are up by the manager's office. I know because I had to exchange something once with that awful Mr. Brown. I saw a couple of people heading that way a little while ago. I was going to go up myself, only some of the men are hanging around the stairs, drunk. I'll show you the way. A lot of folks will be glad to get whatever's up there, I'm sure.

David nods. He takes Billy, carries him and lays his head in the lap of the sleeping Mrs. Turman, drawing the quilted shipping pad over the boy.

FOLLOWING DAVID AND AMANDA

as she takes his hand and leads him to the stairs.

ANGLE ON STAIRS

as they ascend the short flight of steps, flashlights off so as not to alert anyone.

DAVID AND AMANDA - MOVING

They locate a door, turn the knob.

DAVID
Locked. I should have known.

Amanda tries the next door.

AMANDA
Look at this.

It opens.

DAVID
Must be the office.

AMANDA
It is. I remember.

DAVID
Not like old man Brown
to be so careless.

AMANDA
Maybe he keeps another
set of keys somewhere.

DAVID
Not likely.

He uses his flashlight to poke around.

AMANDA
It's warmer in here.

DAVID
Heat rises.

AMANDA
But I'm still cold.

They bump into each other and she clings to him.

AMANDA
You're warm, David. Feels
so good...

His arms go around her body. Then he is embracing her,
digging his hands under the back of her sweatshirt.

AMANDA
Make me warm. Please.

She backs against a door to an inner office.

DAVID
Amanda...

AMANDA
Don't talk. This is right.
Help me, David. Help me now...

She twists the knob behind her and it opens. She draws
him into the other room, touching him, kissing him --

(SOUND) A CREAKING -- as they BUMP INTO SOMETHING.

David swings his flashlight up.

And there, swinging slowly, about to bump into Amanda's
back again, is a MANNEQUIN suspended from the ceiling.
Only -- it is NOT a mannequin. It is a BODY, hanging by
the neck. It swings into a SECOND BODY hanged next to it.

David turns Amanda's head away and holds her.

DAVID
It's those two Army boys. Jesus...

AMANDA
Let me out of here!

She bolts for the other office. And stops.

A FAINT GLOWING under the door to the hall. As she
watches, paralyzed, it GROWS BRIGHTER until --

The DOOR OPENS and a flashlight glares in her eyes.

OLLIE
It's you! I wondered who--

Amanda runs past him and down the stairs.

DAVID

Ollie, come in here. I want you to see this. Close the door.

OLLIE

I don't want to see anything. I'm glad it's you. I only came up here when I saw—

David trains his flashlight on the bodies. They are dangling near kicked-over cartons, hanged by their belts from the heating pipes in the ceiling.

DAVID

It's the Army kids.

OLLIE

From Arrowhead. Oh no. Oh God.

DAVID

They used their belts. Looks like they tied each other's hands behind their backs so they couldn't change their minds. They probably counted to three and jumped together.

David and Ollie stare at the cocked heads, the purple faces, the protruding tongues.

DAVID

Why, Ollie?

OLLIE

They must have wanted to awful bad. I think I can guess why. Arrowhead. There are people from around here who could have seen it coming. I should have.

DAVID

What about Arrowhead?

OLLIE

I stand by those registers all day long and I hear a lot of things. All spring I've been hearing about that damned government project, rumors about what they were doing up there, none of it good. The black ice on the lakes—

DAVID

Not on Long Lake.

OLLIE

I've heard it from two dozen people. Justine Robards. Nick Tochai. Ben Michaelson. You can't keep secrets in a small town. Things get out. Sometimes it's like a well-- it just bubbles up out of the earth and no one has any idea where it came from. All spring I've been hearing Arrowhead Project, Arrowhead Project.

DAVID

But these two? Christ, Ollie, they're kids.

OLLIE

There were kids in 'Nam who used to take ears. I was there. I saw it.

DAVID

But why these?

OLLIE

Maybe they knew something. Maybe it's too late to stop it now. Maybe they were finally sure of that.

DAVID

It must be bad, to make them go through with it.

OLLIE

That storm last night, maybe it knocked something loose up there. An accident. They could have been fooling around with anything. Some people claim they were messing with high-intensity lasers and masers. Sometimes I hear fusion power. And suppose...suppose they ripped a hole straight through into another dimension?

DAVID

With atoms--"different atoms."
You sound like my boy.
That's hogwash, Ollie.

OLLIE

(pointing)
Is that?

DAVID

Reminds me of a picture I saw
once in a book about Nuremburg.

OLLIE

The Nazi war criminals killing
themselves in their cells after
they were sure the war was lost.
I had the same thought. The
question is, what do we do now?

DAVID

Cut them down. Hide them. Put
them under a pile of dog food,
dish detergent, stuff nobody
wants. If this gets out, it will
only make things worse.

OLLIE takes out a carton-slitting knife to cut them down.

OLLIE

Let's make it as quick as we can.
I want to be out of here.
You or me?

DAVID

One each.

OLLIE

Jesus, this is never going to end.

INT. - MARKET - 6 A.M.

The blackness outside the peepholes turns a dull gray,
then chrome, then the flat white of a drive-in movie
screen. Most of the people are asleep.

DAVID checks BILLY and wanders the aisles. He sees AMANDA.
She sees him and goes in another direction.

DAN MILLER is resting in a folding chair, eating Hostess donut

MILLER

Have a donut.

DAVID

All that white sugar is death.
Worse than cigarettes.

MILLER

In that case, take two.

DAVID

I ought to get back to my kid.
He'll be waking up,

MILLER

Those pink bugs. They're gone.
So are the birds. If they were
birds. Hank Vannerman says the
last ones hit the windows around
four. Apparently the wildlife is
a lot more active when it's dark.

DAVID

You don't want to tell Brent Norton
that. Or Norm.

MILLER

I didn't get much sleep last night,
but I got a chance to think over a
few things. We can't stay here, Drayton.

DAVID

There's food. Plenty to drink.

MILLER

That's not the point now. Hear me out.
We're sitting in a fishbowl. What if
one of those really big beasties out
there decides to hit the glass instead
of going bump in the night? Drive it
off with broom handles?

(beat)

There were about eighty people in here
when that damn mist came. From that
you subtract the bag boy, Norton and
the four people with him, and that man
Smalley. That leaves seventy-three.

DAVID

Make it seventy-one.

MILLER

What?

DAVID

Nothing.

MILLER

Then you subtract the people who
have just blanked out. Say ten.
That leaves sixty-three. But.
Of those sixty-three, we've got
twenty or so who won't leave no
matter what. You'd have to drag
them kicking and screaming.

DAVID

Which all goes to prove?

MILLER

That we've got to get out, that's all. And I'm going. Around noon. I'll take as many as will come. I'd like you to be one of us.

DAVID

After what happened to Norton?

MILLER

Norton went like a lamb to the slaughter. That doesn't mean we have to.

DAVID

How can you prevent it? We have exactly one gun.

MILLER

And lucky to have that. But if we could make it across the intersection to the Sportsman's Exchange on Main Street, they've got more guns than you could shake a stick at.

DAVID

That's a big if, and it's one too many.

MILLER

Drayton, it's an iffy situation.

DAVID

You don't have a little boy to watch out for.

MILLER

This is no time to turn conservative. There's nothing left to hold onto.

DAVID

Except human lives.

MILLER

Take a walk over to the window with me.

DAVID AND MILLER - MOVING

MAN

Nothing, Dan.

MILLER

Go get yourself a coffee, fella.
I'll keep an eye out.

The MAN leaves.

MILLER

So tell me what you see out there.

DAVID'S POV - THROUGH GLASS

The litter barrel outside has been knocked over,
spilling Dairy Queen cups. Beyond that, the closest
line of cars fades into whiteness.

MILLER

That blue Chevy pickup is mine.
The parking lot was jammed yesterday,
right? Now couple that fact with
something else, Drayton. Norton and
his four members of the Flat-Earth
Society, they go out, almost the full
length of that clothesline. Then we
hear roaring noises, like a goddamn
herd of rogue elephants.

DAVID

It didn't sound like elephants.
I don't know what it sounded like.

MILLER

But it sounded big. So--how come
we didn't hear cars getting bashed
around? Metal, breaking glass?

DAVID

You're going to tell me, I'm sure.

MILLER

No way they were out of the lot
when whatever-it-was hit them.
I'll tell you what I think. I think
we didn't hear any cars getting
knocked around because a lot of them
might be gone. Not there anymore.
Fallen into a hole in the ground,
vaporized, you name it. Remember
that thump after the mist came?
Strong enough to splinter these beams
and knock stuff off the shelves. And
the town whistle stopped at the same time.

DAVID

If you're right--if the ground opened up, say--how far do you think you're going to get in a pickup?

MILLER

I wasn't thinking of my truck. I was thinking of your four-wheel drive.

DAVID

That's it?

MILLER

There's one other thing to consider. Her. That crazy cunt. That witch.

DAVID'S POV

MRS. CARMODY's bright pantsuit in the corner. Two desperate women in polyester clothes have joined her and are listening to her grim preachments.

DAVID AND MILLER

MILLER

By tonight she'll have more people with her. She'll have a whole congregation by tomorrow morning. Then we can worry about who she'll tell them to sacrifice to make it all better. No kidding, I heard her use the word already. Maybe it'll be me, or you, or that guy Hatlen. Or your kid.

DAVID

That's idiocy.

MILLER

Is it? The people in this place are going through a Section Eight experience for sure. Their minds probably feel like those windows look. Mine sure as shit does. I spent half of last night thinking I must have flipped my gourd, that I was probably in a straight-jacket in Danvers, raving my head off about bugs and dinosaur birds and tentacles

MILLER (CONT'D)

and that it would all go away as soon as the nice orderly came and shot a wad of Thorazine into my arm. I tell you it could happen. As everybody gets flakier, she's going to sound better and better to some of them. And I don't want to be around when that happens.

DAVID'S POV

MRS. CARMODY's tongue is dancing, her finger pointing.

DAVID AND MILLER

MILLER

What do you say?

DAVID

I'm not going to do my kid any good by getting killed.

MILLER

You're not going to help him sitting on your ass, either.

DAVID

What about the pharmacy next door?

MILLER

What about it?

DAVID

It's only twenty feet away. Why haven't any of those people turned up over here? It's been eighteen hours.

MILLER

That crossed my mind. They're sure not over there eating Dristan and Stay-Free Mini-Pads.

DAVID

We all want to get out, sure, but we don't want to end up as dinner for some refugee from a grade-B horror movie...

DAVID (CONT'D)

(considering)

What do you say to this: four or five of us could make it next door and check out the situation. Sort of a trial balloon. You, me, Ollie, one or two others. I'll go that far. Then--we'll know more about where we stand.

MILLER

How soon?

DAVID

Give me an hour.

INT. - MARKET - 7 A.M. - DAVID AND BILLY

DAVID

Ready?

BILLY

Go!

They take off in a race down the aisle and fall laughing next to MRS. TURMAN. She gives them paper cups of Gatorade.

BILLY

(darkening)

I don't want you to go.

DAVID

I'll be all right, Big Bill. I'll bring you a Spider-Man comic book.

BILLY

I want you here.

DAVID takes his hand. Billy pulls it away. David takes it again.

DAVID

Billy, it's been almost one whole day. We have to get out of here sooner or later.

BILLY

Mommy wouldn't let you till the mist goes away.

DAVID

Well, this is the first step
toward getting home to Mommy.

MRS. TURMAN

Don't build the boy's hopes up, David.

DAVID

Why not? He's got to hope for something.

BILLY

Daddy, there are things. They'll
wait. And when you can't get back
inside, they'll come and eat you up.

David kisses Billy and hugs him hard. He pries his
son's arms away.

DAVID

I'll be back, Billy. You'll see.
Have I ever lied to you?

DAVID - MOVING

He goes to the front. MRS. CARMODY has gained a third
convert -- MYRON, looking grizzled and hungover. And
mean. David steers clear of them.

AMANDA catches up with him.

AMANDA

How's your boy?

DAVID

He ate two bowls of Count Chocula.
He's doing fine.

They walk on.

AMANDA

I'll look after him for you.

DAVID

You don't need to worry. Mrs.
Turman's good with him.

AMANDA

Do you really have to do this?
Forgive me if I say it sounds
like so much macho bullshit to me.

DAVID
There's Mrs. Carmody to consider.

AMANDA
Are you really afraid of her?

DAVID
Take a good look and tell me I shouldn't be. Only don't get too close.

AMANDA
There is a certain poisonous aura around that woman. Sure, I feel it. But that's not what bothers me right now. Listen, David. Come back if anything happens outside—anything. Cut and run if you have to. Not for me. For him. Promise?

DAVID
I already have.

INT. - MARKET - 9:30 A.M.

DAVID, OLLIE, DAN MILLER, HATLEN, JIM and BUDDY EAGLETON are lined up at the door. MISS REPPLER joins them, carrying a canvas shopping basket loaded with cans of Raid and Black Flag. In her free hand she holds a Jimmy Connors tennis racket from the Sporting Goods Dept.

JIM
What you gonna do with that, Miss Reppler?

REPPLER
I'm not sure yet, but it feels right in my hand. Jim Grondin, isn't it? Didn't I have you in school?

JIM
Yes'm. Me and my sister Pauline.

REPPLER
Too much to drink last night?

JIM
Aw...

DAVID

I think we're ready. Okay, you folks want to listen up for a minute? We're going over to the drugstore to check things out. If we can, we'll bring something back for Mrs. Clapham's broken leg. She's in a lot of pain. We're not taking any chances. At the first sign of anything, we're going to pop right back here.

MRS. CARMODY

And bring the fiends of Hell down on all our heads!

She moves up, bringing her small group.

LADY TOURIST

She's right. You'll make them notice us. You'll make them come! Why can't you leave well enough alone?

MILLER

Lady, is this what you call well enough?

MRS. CARMODY

You'll die out there, David Drayton! Your son will be an orphan! Don't you recognize that the Fiend has been let loose? Star wormwood blazes and each one who steps out that door will be devoured! And they'll come for those of us who are left, just as this good woman said. Are you going to let that happen? After what befell the unbelievers yesterday? It's death! It's—

A CAN of peas comes flying across two checkout lanes and STRIKES MRS. CARMODY on the right breast. She staggers backward with a startled squawk.

AMANDA

Shut up, you miserable old buzzard.

MRS. CARMODY

Who serves the Foul One? Who did you sleep with last night, Missus? Who did you lie down with? Mother Carmody sees, oh yes, Mother Carmody sees all!

MISS REPPLER
 Are we going to stand here
 jawing all day, or are we
 going to do it?

The door is pushed open and they begin: MILLER, OLLIE,
 HATLEN, BUDDY, JIM, MISS REPPLER, DAVID.

By the time David is through the door, the first three
 are out of sight in the mist.

MOVING - EXT.

BUDDY
 Only twenty feet...

To the left -- a red cinderblock wall.
 To the right -- the first rank of cars, looming like
 ghost ships.

The trash barrel -- the bench -- the pay phone...

JIM
 Hell, that's only ten or
 twelve steps.

MILLER'S VOICE
 Oh dear sweet God, look at this!

Ahead of Miss Reppler, BUDDY raises the steel pinchbar
 in his hand and considers running. MISS REPPLER bats
 him with the racket.

MISS REPPLER
 Where do you think you're going?

The LINE DRAWS UP behind MILLER. The Market has been
 swallowed by mist, the cinderblock wall disappearing
 five feet from the OUT door.

INT. - THE BRIDGETON PHARMACY

A MAN in a T-shirt -- maroon with dried blood -- is
 SPRAWLED face down in the open doorway. HIS HEAD
 IS MISSING.

BUDDY is noisily sick.

JIM turns, hands over mouth, and stumbles away.

MILLER steps inside, followed by HATLEN. MISS REPFLEER stations herself at one side of the door. OLLIE takes the other side with gun drawn.

OLLIE

I seem to be running out of hope, Dave.

DAVID

Don't count us out yet.

DAVID steps inside. A SHAMBLES — bottles, boxes, magazines and books strewn everywhere. The scene of a SLAUGHTER.

MILLER

Why the hell did they leave their doors open like this? Jesus...

DAVID

That's it! It was the smell! It's got to be. That's what did it to them.

MILLER

What do you mean? The mist smells rank, sure, it always has, every time we opened the doors, but if they hadn't—

DAVID

Right. If they hadn't opened the doors. But they did. Why?

MILLER

Well, when the air conditioning went off, like it did for us, they must've chocked 'em open to get some breeze.

DAVID

And we couldn't do that. The market has electric eyes on the doors, and they seal shut unless somebody stands there and forces 'em open. That's what saved us.

MILLER

You mean something smelled these people in here, and came after them?

DAVID

How else? There's no way to see in the mist, is there? And we've heard the way it distorts sound. They had to follow their sense of smell, their truest sense. And when the pharmacy doors were left open -- it was too late. They got in.

MILLER

That theory's as good as any.

DAVID'S POV

The ceiling is festooned with streamers -- but not of paper. The thick strings are broad and flat, bright white like the mist itself.

ANGLE ON GROUP

Idly David picks Spider-Man and Hulk comic books which are suspended from one of the strands. He stuffs them into his pocket for Billy.

HATLEN

What the fuck is this?

With his foot HATLEN prods a strange object -- long and black and bristly.

DAVID

Out.

OLLIE

Dave, what--?

DAVID

Out of here. Get out!

A SOUND like a BULLWHIP CRACKING.

DAVID

Don't you get it? They're spider webs!

OUTSIDE -- a thin white cable flicks out of the mist and loops BUDDY'S LEG.

BUDDY

Oh Jesus, that HURTS!

OLLIE grabs for him but the cable is like a silk rope, sinking into Buddy's flesh. It CUTS the leg of his jeans, leaving a neat, circular incision brimming with blood. OLLIE tugs. BUDDY is pulled free with a snap.

(SOUND) A CHORUS of bullwhip CRACKS

as more white cables drift down, nearly invisible against the mist.

HATLEN gets stuck, jerks free -- and leaves his shirt hanging in the webbing.

DAVID dodges the cables falling at his feet. A HISSING as they corrode the blacktop, making it bubble.

MISS REPPLER swings her tennis racket -- which sticks fast.

(SOUND) Twing! twing! twing!

as the strings SNAP and the racket is jerked away.

HATLEN'S ARM is snagged, then his NECK in a quick winding. His severed jugular pumps a jet of blood as he is dragged away.

OLLIE
Buddy's passed out. Help me!

MISS REPPLER
Behind you!

A strand floats onto MILLER's head...

And a SPIDER-LIKE CREATURE the size of a big dog struts out of the mist, bristling black with yellow piping. It plants itself on an impossible number of legs -- fourteen or more -- and spins out webbing from an oval orifice on its upper belly.

Like a rock, OLLIE RAISES THE PISTOL and empties it point-blank. The CREATURE spatters black blood and scutters away.

BUDDY's pinchbar clangs to the ground.

OLLIE
He's dead. Let him go.
The fucking thing got his femoral artery. Let's get the Christ out of here.

MILLER screams. Another SPIDER-THING is wrapping legs around him in a mad lover's embrace. MILLER pounds with his fists, jittering in a death-dance as it binds him.

DAVID picks up the pinchbar.

MISS REPPLER advances with a can of Black Flag. The SPIDER's legs reach out. She shoots a cloud of the insect repellent directly into one jewel-like eye. The SPIDER mewls and lurches backward, hairy legs scratching the pavement, dragging MILLER's body. She THROWS the can, which bounces off. The SPIDER strikes a small sports car, rocking it on its springs -- and is gone.

DAVID puts an arm around MISS REPPLER.

MISS REPPLER
Why thank you, young man.
I do feel a bit faint.

The THREE SURVIVORS make for the market through a rain of falling threads.

As they reach the IN door -- a smaller SPIDER the size of a puppy races into view along the side of the building.

OLLIE shoulders the door for MISS REPPLER as DAVID hurls the steel bar like a javelin and impales the thing.

OLLIE
David! Let's go!

OLLIE is holding the door. DAVID stands watching the spider's writhing, mesmerized by its red eyes. Then he ducks in.

OLLIE leans against the door and begins reloading the gun.

MISS REPPLER
Those dirty bastard spiders
snatched my market basket!

BILLY hurtles into DAVID's arms.

INT. - MARKET - AFTERNOON - DAVID ASLEEP
as something reaches into frame and touches his shoulder.

WIDER

BILLY is shaking him awake. AMANDA and MR. CORNELL are standing over him as he sleeps near MRS. TURMAN.

CORNELL
How are you, son?

DAVID
Billy? Are you all right?

AMANDA
We were able to find one quart
of skim that's still good.

BILLY
I don't want it, Daddy. Here.

David takes the carton of milk and chug-a-lugs it.

AMANDA
Mr. Cornell is worried about
that Mrs. Carmody. So am I.

MRS. TURMAN
Billy, why don't you take a
walk over here with me?

DAVID
Go on, Big Bill. It's okay.

Billy and Mrs. Turman leave.

DAVID
What about Mrs. Carmody?

CORNELL
She's stirrin' things up. We
got to put a stop to it. Quick.

AMANDA
There are about ten people with
her now. It's like some insane
kind of church service.

CORNELL
It's always the way. When everything
starts to fall apart and there are no
easy answers, people will listen to
anything. She never shuts up. It's
like those ten-hour speeches Castro
used to make. It's a goddamn filibuster.

DAVID
Ten's not even enough for a jury.

CORNELL
It's enough to make 'em the largest
political force here, now that Dan
and Mike are gone.

AMANDA

She's actually started talking
about human sacrifice. Listen.

MRS. CARMODY's voice rings through the aisles.

DAVID, AMANDA AND CORNELL - MOVING

as they go to observe.

BUD BROWN

Stop talking that drivel in
my store. Right now. I've
had about enough.

MYRON

You're the one who better shut up.

BROWN

You listen to me.

MYRON

It's still a free country.

BROWN

Not for this kind of disturbance.
Troublemakers, that's all you are!

A shoving match ensues. MYRON cold-cocks BROWN.

CORNELL

They've drawn first blood.
They mean business.

DAVID

How far do you think they'll go?

CORNELL

I don't want to be around to find out.

DAVID

Easy to say, friend.

CORNELL

I intend to get out or die trying.
I got no plans to spend the rest
of the summer in here.

AMANDA

There have been four suicides.

CORNELL

Pills. Me and two other guys carried the bodies in back. It's thinning out. It's going to get a lot thinner. I want to get gone.

DAVID

You won't make it to your car. Believe me.

CORNELL

Hell, the first row's closer than the drugstore.

OLLIE joins them, the pistol stuck in his belt.

OLLIE

Now who's gonna tell her to shut up? We're gonna find ourselves outnumbered pretty soon. Human sacrifice...can you believe that shit?

DAVID

I'm beginning to.

OLLIE

She could have them talked around to it by tomorrow morning, maybe sooner. Then, who do you think she'll single out for the honor?

CORNELL

Well, there was that man who slapped her. Now there's Bud Brown, God help him.

AMANDA

There's no love lost on me, I'm sure.

DAVID

Same here. And--

He looks over at BILLY, at play with Mrs. Turman.

DAVID

Ollie, there's one last chance.

OLLIE

You're dreaming.

DAVID

If we make it across to the Scout at a fast run and pile in, get the windows rolled up—that would cut off the scent.

OLLIE

But suppose they're attracted to something else? Exhaust, for instance? Or motion. The motion of the car might draw them.

DAVID

I say no. Not without the scent of prey.

OLLIE

But you don't know. Where would you go?

DAVID

First? Home. To get my wife.

OLLIE

What's out there could be anyplace. They could get you the minute you step out of the car.

DAVID

Then the Scout would be yours. All I'd ask is that you take care of Billy as well as you could for as long as you could.

CORNELL

Then south?

DAVID

Yeah. Go south, away from the direction of the mist. Go like hell.

OLLIE

How much gas you got?

DAVID

Almost full.

OLLIE

Have you considered that it might be impossible to go south, or even to get out of the area? It could already be sealed off.

DAVID

Have you considered the alternative?

AMANDA

Who would you want to take?

DAVID

You three. Billy, of course.
Hattie Turman. Miss Reppler.
Even Brown, if he'll leave his
store. That's eight, but Billy
can sit on someone's lap.

OLLIE

All right. We'll try, by God.
Have you mentioned this to
anyone else?

DAVID

Not yet.

OLLIE

My advice would be not to for as
long as possible. I'll collect
a couple of bags of groceries.
We'll squeak out when folks are
asleep, before anyone knows what's
happening. If we're lucky. She'll
try to stop us if she finds out.

DAVID

You think so?

OLLIE

I know so.

In the background, MRS. CARMODY's preaching continues.

EXT. - MARKET

Views of the shrouded building as day turns to night.
The dark creeps in, turning the mist from bright to
dull chrome -- then to blackness.

The barricaded windows, through which only bits of
warm light show --

The muffled SOUND of MRS. CARMODY's marathon sermon
within -- gradually replaced by HISSING and FLAPPING
as the FLYING THINGS return, crawling over the windows
until the building is completely covered.

A LARGE, DARK SHAPE casts its shadow over the lot --
and the smaller creatures scurry aside.

(SOUND) Aaaaa-ROOOOOO!

INT. - MARKET - 8:30 P.M.

MYRON

What was that?

The sermon PAUSES as heads turn to the bagged windows.

MRS. CARMODY

Demons of the night! They
will be satisfied! For have
we not seen the lips of the
earth open? The obscenities
of nightmare run rampant?
The rock will not hide them,
the dead tree gives no shelter!
And how will it end? What
will stop it?

MYRON

Expiation!

Outside, the BELLOWING sounds again.

VOICES OF GROUP

Expiation...expiation...

INT. - MARKET - 3 A.M.

MRS. CARMODY

Let me hear you say it like
you mean it!

GROUP

EXPIATION!

They rock back and forth, like true believers at a
tent revival, now totally under her spell.

MRS. CARMODY

It's expiation we want to think
about! We have been scourged
with whips and scorpions! We
have been punished for delving into
secrets forbidden by the God of old!

GROUP
EXPIATION!

MR. MCVEY, the BUTCHER, joins them in his bloodstained whites, his knives and cleavers not far behind.

MRS. CARMODY
That's right! It's expiation
gonna clear away this mist!
Expiation gonna get rid of these
abominations! Expiation gonna
drop the scales from our eyes
and let us see! And what does
the Bible say about expiation?
What is the only cleanser for
sin in the eye and mind of God?

MCVEY
Blood.

GROUP
(chanting)
Blood...blood...

IN THE AISLES - 5 A.M.

DAVID and BILLY step over sleeping bodies. Mrs. Carmody's group continues in the distance.

BILLY
Daddy, I'm scared.

DAVID
(shaking Amanda awake)
It's time.

AMANDA
David? I don't...I'm not ready.

DAVID
It'll only get worse. She won't
let up. It's now, or forget it.

AMANDA
Your theory about scent. It's
really only an educated guess
at this point, isn't it?

MRS. TURMAN
It doesn't matter to me. I would
do anything just to see the sun again.

AMANDA

Yes. Oh yes.

They go to the front. OLLIE is slipping a bag of groceries under the checkout. No one else seems to notice. They are all together except for Brown, who is nowhere to be seen. Outside, the mist is growing light.

DAVID

Ollie, why don't we get the hell out of this loonybin?

OLLIE

Right on. You and Cornell take the grocery bags. I'll go first. Your Scout a four-door, is it?

DAVID

Yeah, it is.

OLLIE

I'll open the driver's side and the back door at the same time. Mrs. Dumfries, can you carry Billy?

BILLY

Am I too heavy?

AMANDA

Of course not, sweetie.

OLLIE

You and Billy get in front. Shove way over. Mrs. Turman in the middle. David, you behind the wheel. The rest of us will—

MRS. CARMODY

Where did you think you were going?

She is standing by the checkout, arms folded, her hair frizzed wildly. Ten or fifteen people block the doors.

OLLIE

Going out now, Mrs. Carmody. Stand away, please.

MRS. CARMODY

Why, you foolish man. You can't go out. That way lies death. Don't you know that by now?

She stoops and pulls out the hidden grocery bags. One rips, spilling cans across the floor. She throws the other at the wall. There is a sound of breaking glass.

MRS. CARMODY

These are the sort who brought it on. People who will not bend to the will of the Almighty! Sinners in Pride, haughty they are, and stiffnecked! It is from their number that the sacrifice must come! From their number the blood of expiation!

A RUMBLE of agreement.

MRS. CARMODY (CONT'D)

(frenzied)

It's the boy we want! Grab him!
Take him!

They SURGE FORWARD, MCVEY and MYRON in the lead.

AMANDA

(holding Billy)

David, what do I--?

MRS. CARMODY

Get his whore, too! Get the boy, get the whore, get them both, get them all, get--

(SOUND) A SHOT rings out.

The BUTCHER stares blankly, his mind snapped.

MYRON backs up and begins to run. He turns a corner, skids on a can, scrambles up and is gone.

OLLIE stands in the classic target-shooter's position, Amanda's gun braced in his hand.

MRS. CARMODY wavers, her hands clasped over her stomach. Blood pours between her fingers and splashes her slacks.

MRS. CARMODY

You will...all die....

She pitches forward. Her purse spills open. A tube of pills rolls to David's feet. He picks it up. It is a half-used package of Certs breath mints. He throws it down.

Their focus broken, the congregation backs away.

VOICE

You murdered her!

DAVID

What do you think she had
planned for my son?

(to Ollie)

Let's go.

OLLIE

I killed her. Damn if I
didn't kill her.

DAVID

Yes, you did. Thanks.
Now let's go.

OLLIE

I wouldn't have shot her.
Not if there'd been any other
way. You believe me?

DAVID

Of course.

OLLIE

What are we waiting for?

MOVING WITH THEM

OLLIE leads, half-disappearing before the others are out.
He reaches the car and opens the doors.

(SOUND) A LOW GRUNTING

as a LOBSTER-COLORED CREATURE lumbers out of the mist.

OLLIE gets off one shot before its claws scissor him
in half. It withdraws, dragging OLLIE's remains and
its own segmented body roughly over the pavement.

BILLY buries his face in his father's chest.

AMANDA SCREAMS as a SPIDER attacks and knocks down
MRS. TURMAN -- CROUCHES over her -- and begins to
SPIN ITS WEB, white strands turning red on her body.

CORNELL backs to the market, claws the IN door and
runs inside.

MISS REPPLER slaps AMANDA forehead and backhand.
AMANDA stops screaming.

DAVID faces AMANDA toward the Scout.

DAVID

Go!

MISS REPPLER runs AMANDA to the car, pushes her in and climbs in after her. As DAVID follows and throws BILLY inside, a spider-thread lites on his ankle. He kicks and it snaps.

AMANDA

Shut it! Oh shut the door,
dear Gou!

IN THE CAR

A SPIDER thumps into the closing door, its red eyes inches away. AMANDA continues to scream.

MISS REPPLER

Woman, shut your head.

No longer able to smell them, the SPIDER gives up and STRUTS BACK into the mist.

DAVID opens the door again.

AMANDA

What are you doing?!

He leans out and retrieves the gun. Something moves closer. He slams the door in time.

AMANDA sobs. MISS REPPLER comforts her.

BILLY

Are we going home, Daddy?

DAVID

Big Bill, we're gonna try.

DAVID finds his keys and starts the Scout. He lets it idle, waiting to see what will happen.

MISS REPPLER

Are we going to sit here all day?

As they pass out of the lot, pale FACES stare out of the market peepholes.

FOLLOWING THE CAR

as they feel their way back down Kansas Road. The surface is cracked, caved in -- great slabs of pavement tilted up.

The four-wheel drive pushes ahead.

When they reach the private road -- it is overrun with fallen trees.

IN THE CAR

AMANDA

Are we really going down there?

DAVID

We're going to try.

AMANDA

And then what?

DAVID

Then we'll all get as far away from here as possible. Some of the bridges will be down, but not every one. The River Road to North Windham. Portland by Route 302, maybe. Or the Maine Turnpike. We can siphon gas at the stations. And keep going.

He maneuvers around the trees.

In the headlights PINK BUGS descend from the mist and THUD off the windows.

The mist DARKENS briefly as SOMETHING ENORMOUS passes overhead....

As they reach the final stretch of access road, DAVID SLOWS.

The end of the road at last -- BLOCKED by a MASS OF TIMBER!

DAVID cuts the engine. He pounds the wheel.

AMANDA

I guess that's it. I'm sorry.

He cranks the window down a few inches.

(SOUND) A RHYTHMIC BOOMING in the woods.

In the back seat, BILLY stirs in MISS REPPLER's lap.

BILLY

Are we home yet, Dad?
Did we find Mom?

ANGLE THROUGH WINDSHIELD

SUDDENLY a patch of mist blows aside momentarily --
revealing the DRAYTON HOUSE on the lakeshore ahead.

It is covered by a mass of white webbing!

IN THE CAR

BILLY

Did we, Dad?

DAVID

Don't let him see.

MISS REPPLER

Shh, there now...

She presses his head and turns his face away.

DAVID opens the door.

(SOUND) The BOOMING -- CLOSER

AMANDA

You can't...!

DAVID

There was the car. She had
the other car. Maybe she...

AMANDA

It's too late!

EXT. - THE CLEARING

He climbs out and hurries to the fallen trees.

DAVID'S POV

There, at the end of the driveway, is what is left of the Drayton's Saab.

It has been backed partway out -- only to be stopped by the collapse of a hundred-foot pine. The roof is crushed. A cocoon has been spun around the wreckage. The strands extend into the car through the broken front windshield.

As the mist closes over, DAVID sees Stephanie's straw hat caught in one of the strands.

Then the mist congeals, and there is only a white, impenetrable wall again before him.

(SOUND) The BOOMING in the woods -- coming this way.

ANGLE ON CLEARING

AMANDA

David! Something...! Hurry!

DAVID falls to his knees, weeping.

The BOOMING is all around him.

He takes out the gun, looks at it, dazed. He starts to turn it toward himself. Then -- he points it and shouts at the top of his lungs.

DAVID

Come on! Let me see you,
God damn your hide!

He FIRES into the mist -- again, again.

DAVID (CONT'D)

How's that? How would you like
a bullet down your miserable,
shit-eating throat? Come on!
What are you waiting for?
COME ON!

AMANDA

DAVID!

The BOOMING is almost upon them.

From the car: the SOUND of BILLY CRYING.

DAVID snaps to and runs for the car.

IN THE CAR

He grinds the engine. It won't start. The BOOMING crashes, only yards away. The safety windshield vibrates, growing hairline cracks.

The engine catches. At the last instant DAVID sees the wheel — reverses direction — and they roar back up the road.

HIGH ANGLES — THE CAR

as it weaves through to Kansas Road, then picks up speed, trying to get away.

The BOOMING is pacing them.

Finally the BOOMING is directly overhead — as SOMETHING above the mist passes them and continues — fading away into the distance ahead.

IN THE CAR

DAVID — grim. In back, MISS REPPLER comforts BILLY. She holds up the stained glass which David bought for his wife in Mrs. Carmody's shop, turning it in front of BILLY's groggy eyes — red, green, blue...

MISS REPPLER

Shh...sleep...there's a dear lad...

AMANDA

What will we do now?

DAVID

The same thing people have done since the beginning of time. We'll do the best we can. With what we've got.

AMANDA

You think that will get us very far?

DAVID

It's the only way we've gotten as far as we have.

AMANDA

How can you go on hoping?

DAVID

That's all we've ever had to go on. That's all there is.

AMANDA clicks on the radio. A word blips by on the dial. She tunes back but cannot find it. She keeps trying.

AMANDA

Do you need any help, Miss Reppler?

She turns to the back seat. And sees the boy mercifully asleep, the stained glass piece clutched to his chest. Miss Reppler is leaning into him, her head back and her mouth open, eyes closed, breathing deeply.

ANGLE THROUGH WINDSHIELD

The road blanked out.

DAVID

I'm trying to remember. There's a rest stop a few miles ahead, a restaurant or something. And there are other cars now. Every few minutes we pass one, or one passes us, I'm sure of it. I can feel it.

He tightens his hands on the wheel and bears down the dim center line.

HIGH ANGLE - THE CAR

as it barrels into a thick cloud of mist.

(SOUND) The BOOMING returns.

HIGH ANGLE - MOVING AHEAD TO A BREAK IN THE MIST

a half-mile ahead of the Drayton car, as an inconceivably large SHADOW darkens the sky --

And a SIX-LEGGED COLLOSUS steps INTO FRAME from behind camera and strides ahead, straddling the highway and moving into clear air. Its skin is mottled, deeply wrinkled, with PINK BUGS clinging to it.

One cyclopean LEG smashes down alongside another car, a STATION WAGON.

The creature hesitates, the underside of its body too high to be seen. Then -- it ignores or does not even

notice the puny vehicle — and strides forward on the living towers of its legs, passing directly over a HOWARD JOHNSON'S MOTEL & COFFEE SHOP at the side of the road, leaving tracks deep enough to bury a car without a trace. It walks on into the mist ahead and disappears from sight.

(SOUND) SCREAMS from the STATION WAGON below —

as the driver VEERS wildly and BRAKES at the Howard Johnson's — where a dozen other cars have already found haven in the parking lot. The family in the STATION WAGON pile out, are greeted by other families pointing fearfully at the sky...

Now the DRAYTON CAR appears LOWER FRAME, catching up. Because of the mist behind, they have not seen what just passed overhead. The SCOUT aims for the Howard Johnson's. It stops — and the confused DAVID, AMANDA, BILLY and MISS REPPLE are frantically ushered inside.

The front door is bolted behind them.

The mist closes up -- and with it a SWARM of the BUGS appear, following in the wake of the monster. From this height they appear to be merely curious insects as, diverted, they pause in their flight and settle with the mist over this new building -- just as others like them settled over the Federal Foods Market.

(SOUND) A distant radio station tuning in:

ANNOUNCER'S VOICE

...With some overcast due to move down from up north, bringing relief from that three-week heat wave that's had us all so worried...

(static)

...That means no more sweat for all us folks here in the big city, and for you, too, wherever you are this beautiful Spring morning...

(static)

...So get out those overcoats, 'cause you may be needin' 'em before the week is up! Meanwhile we'll stay right here, sendin' all the hits and headlines your way...

(static)

...And by the way, the Army Corps of Engineers reports that whatever went wrong up Maine way is just about under control. Information

ANNOUNCER (CONT'D)
is spotty so far, but power's
being restored, and they're
betting things will be back
to normal in no time. Anyone
want to take that bet? Ha ha.
And now a word from...

The broadcast breaks up into static --

And now there is only the THUMPING of the BUGS as they descend and begin to strike at the glass of the Howard Johnson's, lost somewhere below within the rapidly thickening mist...

As we FADE OUT

AND ROLL THE CREDITS.

THE END