

Stephen King's

THE MIST

from the novella by
Stephen King

screenplay by
Frank Darabont

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*"And what rough beast, its hour come round at last,
slouches towards Bethlehem to be born?"*

—W.B. Yeats

"Get it off! Get it off! Christ, get this friggin' thing off me!"

—Norm the bag boy

FADE IN:

BLACKNESS. And silence. A title card comes up:

THE STORM

A CRASH OF LIGHTNING rips from the sky, revealing:

EXT. MILITARY BASE - NIGHT

A METAL SIGN on a chainlink fence being whipped by a nasty storm: "ARROWHEAD PROJECT -- MILITARY PERSONNEL ONLY." WE CLOSE IN as LIGHTNING BOOMS AND CRASHES, moving past the sign to reveal a low, nondescript building...

INT. ARROWHEAD PROJECT LAB - NIGHT

...in which high-tech EQUIPMENT encircles a huge, pressurized CHAMBER. The chamber is low-tech -- massively thick glass windows, ribbed-and-riveted steel, like an old-fashioned diving helmet reinterpreted as a large room. It's dark inside, fathomless. Lab-coated PERSONNEL are everywhere, seated at work stations, computer screens streaming data.

A pair of tense scientists, MACHEN and NAYLOR, hover at the shoulder of a seated tech named PHILLIPS.

NAYLOR

We should pull the plug for tonight.
The storm...

MACHEN

...s'got nothing to do with it. Our
power sources are shielded. Stable.
(off Naylor's look)
Relax.

Activity mounts. We hear a rising TURBINE WHINE. Banks of VIDEO AND WAVE-SPECTRUM CAMERAS are trained at the darkness within the chamber. Everybody's intensely focused, eyeing their data streams, murmuring to one another, the whole vibe very "Mission Control." Phillips glances up:

PHILLIPS

Sir? Alignments are set.

MACHEN

Engage.

Switches are thrown, commands keyed in. Scientists and soldiers peer into the chamber, eyes straining into the darkness, and:

INSIDE THE CHAMBER

A FAINT PINPOINT OF LIGHT appears inside the chamber, blooming into existence from nothing, growing ever brighter like a spotlight being shined through a keyhole...

THE ROOM

A hush falls. Faces are slack, stunned. A UNIFORMED COLONEL moves to Machen's side, gazing in wonder as:

Inside the chamber, the "keyhole" widens, irising open to become a portal of dancing, swirling light. It shimmers, growing larger and brighter, halating the glass...

People are struck with wonder, light rippling their faces, reluctantly tearing their eyes away to check their boards as:

MACHEN

Check your data streams. Give me constant updates, flag any anomalies...

Suddenly:

EXT. MILITARY BASE/LAB - NIGHT

LIGHTNING slams from the sky, blasting along the fence, the power lines, anything metal or electrical. A SOLDIER is blown out of the guard booth as the surge EXPLODES every circuit and panel, sending up showers of sparks as it courses along...

...and WE PAN the surge as it goes blazing into the TURBINES powering the lab, sending them into smoking overdrive...

INT. ARROWHEAD LAB - NIGHT

...and creating instant panic as:

PHILLIPS

We got a hell of a surge! Needles are way in the red!

MACHEN

Disengage! Shut it down!

A mad flurry as they try to shut the system down -- but the WHINE CONTINUES TO BUILD, the "portal of light" within the chamber growing larger and brighter still...

COLONEL

C'mon, kill the goddamn power!

PHILLIPS

I can't!

MACHEN

What do you mean, you can't? Trip the breakers!

Machen darts over, frantically punching buttons. Phillips' screen is flashing data almost too fast to make sense of, while the light inside the chamber swirls ever faster...

NAYLOR
The system's overloading!

PHILLIPS
Where's the power coming from?

MACHEN
(gazes up, realizing)
The lightning. We're pulling it
right out of the sky.

EXT. MILITARY BASE/LAB - NIGHT

He's right -- overlapping BOLTS OF LIGHTNING are blazing down,
coursing through the array of power turbines...

INT. ARROWHEAD LAB - NIGHT

...while the light within the chamber builds into a whirlwind
of unearthly power. People shield their eyes from the glare,
helpless to do anything but watch. A few techs break and run...

MACHEN
Remain at your stations!

COLONEL
How thick is that goddamn glass?

MACHEN
Thick enough. Pressurized to forty
atmospheres.

But even Machen sounds uncertain. The Colonel moves closer,
peering deeper into the light. It's blinding us, but:

COLONEL
(hushed)
Am I...seeing something in there?

ANGLE SHIFTS TO VIDEO TECH #1, scared shitless, trying to
darken and adjust the image enough to see.

VIDEO TECH #1
There's something...

MACHEN
What?

VIDEO TECH #1
...something...moving.

We see it. Something in the light. Something...slithery. And that's when the first CRACK appears in the glass. The SOUND OF THE SNAP makes everybody freeze, staring in horror, desperately hoping it holds, but:

CRACK, SNAP! Another crack. The glass begins to spiderweb. People turn and run, but it's too late, because:

MACHEN

(softly)

Jesus.

WHAM -- the first window EXPLODES out, lacerating a tech with flying glass, blowing him back in his seat as a HUGE ERUPTION OF OTHERWORLDLY MIST blows through and engulfs him...

...and the windows EXPLODE in sequence as the mist freight-trains into the room, blowing techs back in their chairs, engulfing people on the run, muffling their screams, wiping everything completely and utterly into:

BLACKNESS. Silence.

FADE TO:

FLASHES OF SLO-MO LIGHTNING play ghostlike and surreal, rimming the faces of a family breathlessly watching the storm approach. DAVID DRAYTON, his wife STEFF, their 5 year-old son BILLY.

INT. LIVING ROOM - NIGHT

They're silhouetted at a big picture window, storm roiling in SLO-MO outside, clouds rippling, LIGHTNING arcing across the sky. There's a huge old TREE out there, whipping in the wind.

David turns, murmurs something to Steff -- we can't hear the words, just the HOWLING OF THE WIND.

A MATCH

flares in the dark, touches a candle wick. The flame rises, bringing light...

BASEMENT STAIRS

...and they come down the steps, each carrying a candle, Billy leading the way. The boy is especially careful carrying his candle, back straight, being brave.

The candlelight weaves and dances, making the shadows move in sinister ways. The family passes by us, gliding down the steps and disappearing from view, the meager glow of their candles diminishing to blackness again...

LIVING ROOM - ANGLE ON A PAINTING

...as we SLOWLY PUSH IN on a finished PAINTING on an easel, storm thundering outside the picture window b.g. The painting is art for a movie poster, and exquisitely done.

WHAM! The painting gets smashed as a BLAST OF LIGHTNING AND THUNDER sends that huge old tree CRASHING straight at us

through the picture window where the family stood only moments ago, freight-training into the room in a rain-driven explosion of glass and smoking tree trunk, as we

FADE TO BLACK

EXT. HOUSE - WIDE ESTABLISHING - MORNING

It's gorgeous -- blue skies, high clouds, birds twittering. The house is at the edge of a wide lake, mountains b.g. Billy runs out of the house in his pajamas, pauses at the oak that was split in half by lightning.

BILLY

Wow!

He goes charging off. David exits the house with the damaged painting in his hands, checking it in daylight. Debris is everywhere -- branches, lawn furniture, other trees downed.

DAVID

stops before the charred tree trunk, scowling at the part that went through the house. Steff exits onto the porch.

STEFF

Power's still out. Food's gonna go bad.

DAVID

Do a list. I'll head into town before the store gets bought out.

STEFF

(re: the painting)

Can you save it?

DAVID

This? No way. I'll have to do it again from scratch. I'll have to call the studio, see if they'll extend my deadline.

STEFF

What choice do they have?

DAVID

You kidding? They can whip up some bad Photoshop poster in an afternoon. Two big heads. They do it all the time.

(gazes at the painting)

I should'a brought it downstairs last night. Stupid.

STEFF

You couldn't know a tree was going to come through the window.

DAVID

(looks to the window)
I'll hit the hardware store too.
Get some plastic sheeting, duct tape. I'll seal that up before dark, order some new glass in.

STEFF

(beat, realizing)
That was your grandfather's tree.
The one he planted...

DAVID

Yeah. I used to play in it.

She comes down the steps, takes him in her arms.

DAVID

Just stuff, hon. We're all right, that's what counts. We were standing at that window. If we hadn't gone downstairs when we did...

The rest is left unsaid. She shudders. Suddenly, Billy comes skidding around the corner of the house, amped up:

BILLY

Mom! Dad! Ya gotta come see!

STEFF

Billy, take it easy! Don't go charging around!

BILLY

But ya gotta come lookit! The boathouse is all bashed! There's a dock on the rocks--and, and--there's trees in the cove! Holy crap!

STEFF

Billy!

BILLY

Sorry, Ma--but you gotta--wow!

He's gone again, charging from view.

DAVID

Having spoken, the doomsayer departs.

Steff can't help laughing in spite of everything.

STEFF

How come you two always manage to
make me laugh?

DAVID

You have low standards?
(smiles, takes her hand)
Let's go see the damage.

STEFF

I can do that in my living room.

They proceed around the corner of the house --- and pause.

NEW ANGLE

reveals their boathouse smashed flat by a huge pine from the
neighbor's property -- the wind snapped it off near the base
and over it went, bam. Steff looks pissed:

STEFF

That's Norton's tree.

DAVID

Yeah. The dead one I've been asking
him to take down for three years
before it blew over. That tree.

They come down toward the water, where Billy's peering with
bright-eyed excitement at the boathouse:

BILLY

Wow, it really got smooshed!

DAVID

(mutters to Steff)
Nobody appreciates good destruction
like a five year-old.

Billy glances up, seeing something across the lake.

BILLY

Woaaaah...

David and Steff look up, and now they see it too:

The far end of the lake is gone. In its place is a wall of
mist, unnaturally straight and creeping this way. It has a
deeply strange quality to it -- instead of refracting sunlight
as normal mist would, this glows dead-white.

BILLY

What is it, Daddy?

DAVID

Fog bank.

STEFF

On the lake?

DAVID

We've had fog on the lake before.

STEFF

Not like that.

DAVID

Probably a leftover from the storm.
Two fronts meeting, something like
that.

STEFF

Are you sure?

DAVID

Honey, I'm not the weatherman.

STEFF

C'mon, Billy, inside. Daddy's heading
into town, if you wanna go.

(to David)

You coming?

DAVID

I'm gonna go have a chat with our
neighbor about his tree.

(off her look)

Don't worry, I'm not gonna punch
him in the nose or anything.

STEFF

David, what's the point? You know
what he's gonna say, don't you?

"Sue me." Maybe we should.

DAVID

Honey, one property dispute with
this guy was enough to last me a
lifetime. I'm just gonna ask for
his insurance info, that's all.

She heads for the house, taking Billy. CAMERA FOLLOWS David
as he makes his way to the edge of the yard, steps over a low
fence, and proceeds onto his neighbor's property.

He starts hearing a low sound ahead as he walks -- whut-whut-
whut! Somebody trying to start a chainsaw.

NORTON (O.S.)

Shit.

David keeps moving toward the sound -- whut-whut-whut!

NORTON (O.S.)

Motherfuck.

He proceeds up the slope of the yard -- whut-whut-whut!

NORTON (O.S.)

Cocksucker.

And then we see him: BRENT NORTON, the neighbor, an overweight New York City lawyer in his 50's. He's bent over a chainsaw, face pinched with sheer frustration as he yanks the cord again and again to no avail -- whut-whut-whut! Whut-whut-whut!

Norton suddenly realizes he's not alone -- he turns, seeing David. A beat, both of them embarrassed, then:

DAVID

Won't start?

NORTON

Goddamn thing cost two hundred dollars, why should it start?

DAVID

I guess you've seen the boathouse.

NORTON

(bristling)

Yeah? So?

DAVID

Nothing. I just think we should swap insurance info. That's all.

NORTON

(bitter laugh)

Oh, my agent's gonna love me...

David follows Norton's glance, sees it: a car can be glimpsed under the branches of a tree that came down and crushed it.

DAVID

(slowly realizing)

Oh. Oh shit. That's not the Benz, is it? The 1960?

NORTON

I drove it up this trip. I was gonna bring the station wagon, but...the weather was so nice when I left New York...you know, top down...

DAVID

Oh, man. Brent, I'm sorry. Sincerely.

NORTON

That's nice of you to say.

DAVID

No, I mean it. That car was cherry.
I hate seeing it like that.

Norton absorbs this, nods.

NORTON

I'll find my insurance guy's number,
bring it by later. That okay?

DAVID

No problem.

David walks away. Norton's watching him go. Norton hesitates,
hating to ask, but:

NORTON

David?

(David turns back)

You're not heading into town today
by any chance, are you?

INT. DRAYTON KITCHEN - DAY

Steff's at the sink with the water running, separating broken
and unbroken dishes. She glances out the window, surprised to
see Norton trailing David into the yard.

EXT. HOUSE - DAY

Steff exits onto the porch.

STEFF

Brent.

NORTON

Hi, Steff.

(awkward beat)

Some morning, huh?

STEFF

You could say that.

DAVID

Brent needs a new chainsaw. He's
gonna ride into town with us.

STEFF

Something wrong with your car?

NORTON

A tree came down on it.

STEFF

(beat)

I was sorry to hear about Carla,
Brent. We all were.

NORTON

Thank you. It was...sudden. Two months from when she was diagnosed.

STEFF

I'm sure that wasn't easy.

NORTON

No. It wasn't.

Billy comes charging out of the house in fresh jeans and sneakers, past Steff, down the stairs:

BILLY

Ready, Daddy!

DAVID

Great, champ! Mr. Norton's coming too.

BILLY

(suddenly shy)

Hi, Mr. Norton.

NORTON

Hiya, Billy.

STEFF

(coming down the steps)

Here's the grocery list...pick up some ice, too, if they've got it, so we can keep the milk cold...

NORTON (O.S.)

That is the weirdest thing.

They turn. Norton's shading his eyes, gazing across the lake. The mist has swallowed half of it, still coming this way.

NORTON

That mist. I saw it coming down the mountain this morning, now it's halfway across the lake. Some kind of inversion layer, I guess.

David stares at it, getting a bad feeling. Something about that mist spooks him, but he has no idea why.

DAVID

Hon? Why don't you come with us?

STEFF

I'm up to my ears in glass and mud, that's why. It'll take me all day. You guys go, I'll be fine.

She kisses him, heads back inside...

CUT TO:

EXT. HOUSE - WIDE - DAY

David's 4WD Scout comes rumbling up to the top of the driveway, the house b.g. David pauses, looks back. The mist is now nearing this side of the lake.

Steff emerges from the house wearing a big floppy sun hat and dragging a trash bag. She sees them, waves. David waves back, puts his misgivings aside, drives out onto the rural road...

INT/EXT. SCOUT/RURAL ROAD - MOVING SHOT - DAY

...where a PAIR OF ORANGE CMP (municipal power) TRUCKS come lumbering by us, going the other way. ANGLE TO David at the wheel of the Scout, Norton in the passenger seat, Billy in back. David glances in the rearview at the trucks.

DAVID

Well, CMP's out in force. Maybe we'll get our power back.

NORTON

We can hope.

A stretch of awkward silence, both men feeling uncomfortable riding together. Norton reaches for the radio.

NORTON

You mind?

David shrugs -- go ahead. Norton starts scanning for a station.

NORTON

That was some storm, huh?

DAVID

One for the books. For a moment there last night, I thought we were gonna take off and head for OZ.

BILLY

Like Dorothy!

DAVID

(smiles)

Yeah, champ, like Dorothy.

NORTON

WOXO's off the air. Just static.

(keeps scanning)

Portland's still broadcasting. That easy listening station...

BILLY

Daddy, look! Army men!

David glances up as MILITARY TRUCKS AND VEHICLES race by in the opposite direction, just like the CMP trucks did.

NORTON

It's those guys from the Arrowhead Project.

(looks to David)

You're a local. Any idea what they do up there?

DAVID

I'm sure you've heard all the crazy stories.

NORTON

The gal at the dry cleaners swears they've got a crashed flying saucer up there. Frozen alien bodies.

DAVID

Edna, right. Miss Tabloid. "I Had Bigfoot's Baby." "Satan's Face Appears in Oilwell Fire." All that good hard news.

(beat)

You know Mrs. Carmody? Owns that weird antique shop in town?

NORTON

The creepy place with all the dead stuffed animals in the window?

DAVID

That's the one. Bumped into her at the gas station one day and she starts in on Arrowhead. She informs us they're fooling around with "atomic things." That's what she said: "Those Army boys are shooting atoms into the air, make no mistake."

NORTON

What'd you say?

DAVID

Not me, my son. My five year-old.
(in rearview mirror)
What'd you say, Billy?

BILLY

I told her the air's full of atoms.
That's what our teacher says.
Everything's full of atoms.

NORTON

How'd that go over?

DAVID

Mrs. Carmody looks at Billy and says: "These are different atoms, son. Secret atoms." Then she goes on a rant about God's punishment coming down on us. You don't mess with God's atoms, apparently.

Suddenly, another stream of ARMY VEHICLES goes whizzing by.

DAVID

They're in a big hurry.

NORTON

Maybe their power's out too.

CUT TO:

EXT. FEDERAL FOODS MARKET/PARKING LOT - DAY

A supermarket from the '60s, modest by today's standards. Also: a laundromat, ice cream shop, pharmacy. The parking lot's jammed. David's Scout appears, turning in...

INT. SCOUT - DAY

...and a BEARDED BIKER ON A HARLEY pops into frame and cuts them off, startling everybody as David slams the brakes.

NORTON

Jesus! Stupid shit...

The biker pulls ahead, rumbling toward the market. David resumes cruising for a spot. Billy points:

BILLY

Daddy! Somebody's leaving!

EXT. MARKET/PARKING LOT - DAY

They pull in, a lucky spot close to the market. David's trying to get a call through on his cell phone as they get out of the Scout, gives Norton a look.

NORTON

No signal?

DAVID

Why don't you get started? I'll use the payphone, give Steff a call.

BILLY

Can I go with Mr. Norton, Daddy?

Norton's a bit thrown by this. David hesitates, hands the list to Billy.

DAVID

Make sure you hold his hand when
you cross.

Billy takes Norton's hand and looks both ways, crossing the traffic aisle to the market. Norton looks a bit flustered, but goes with it. Billy turns, calls back to David:

BILLY

Ask Mommy if she wants a Spiderman
comic book! I bet she does!

DAVID

You think?

Billy nods. David smiles, watches them enter the store.

He goes to the payphone in front of the pharmacy, lifts the receiver...and gets a "circuit busy" signal: wah-wah-wah-wah. He clicks the cradle a few times, puts the receiver back with a sigh, heads toward:

THE MARKET

He almost bumps face-first into the automatic door -- he draws back, realizing the power's out. He pushes it open manually...

INT. MARKET - DAY

...and enters to find the store more crowded than he's ever seen it -- people clogging the aisles, long lines snaking to the checkout counters. The cashiers are harried, totaling purchases by hand -- the registers are down.

BUD BROWN (store manager) and OLLIE WEEKS (assistant manager), are clipping receipts to the customers' checks or cash, tossing them in a box. Both men are also bagging, helping out NORM THE BAG BOY, a skinny 18 year-old with stringy blond hair.

SALLY, a pretty teenage cashier, glances up and sees David entering.

SALLY

Hey, Mr. Drayton...

DAVID

Sally...you guys look jammed up.

SALLY

Yeah. Half the staff didn't show,
plus the power's out.

DAVID

Thought you had a generator.

SALLY

Only for emergency lights and to keep
the food cold. Everything else, welcome
to the Dark Ages. Bring your checkbook.

DAVID

(smiles, moving on)
Hey, Steff and I want a date night
Thursday. You free to babysit Billy?

SALLY

Heck yeah. I'm there.

David moves to Ollie (wearing a bow tie), who's happy to see
a friendly face.

DAVID

Crappy day, huh?

OLLIE

Oh, man, everybody's pissed off
this morning.

(his gaze shifts)

Oh, great. And now it's complete.

David turns, sees MRS. CARMODY enter. She seems like a nice
(though eccentric) lady at first, but...well, we'll get to
know her soon enough. She's in a canary-yellow pantsuit,
annoyed to see such a long wait at the checkstands.

OLLIE

What do you wanna bet she finds
Satan lurking in the cantaloupes?
(as she draws near)
Good morning, Mrs. Carmody...

MRS. CARMODY

With these lines? I wouldn't say
there's much good about it, but I
guess we'll have to make do.

On she goes, moving down the aisles.

DAVID

(grins)
Keep your head down, pal.

OLLIE

You know it.

David moves on...

WE FADE TO BLACK and bring up a TITLE CARD:

THE COMING OF THE MIST

INT. MARKET - DAY

David finds Norton and Billy in an aisle, items already in the shopping cart, Norton puzzling over Steff's list.

NORTON

Your wife should have been a doctor, David. She could make a fortune in Manhattan with this handwriting.

DAVID

I know, takes some getting used to.
(takes the list)
Why don't you get your stuff? We'll meet you at the checkout.

NORTON

Done.

Norton grabs a hand-basket from the cart, starts away. He pauses, looks back.

NORTON

David. Thanks for helping me today.

David nods. Norton turns the corner, gone.

BILLY

Are you and Mr. Norton gonna be friends now, Daddy?

DAVID

I dunno, champ. "Friends" might be stretching it. We'll see.

He grabs some items off the shelf, tosses them to Billy, who relays them into the cart.

BILLY

But I guess you're not mad at each other any more.

DAVID

I guess not. That's a start.

They proceed down the aisle...

PRODUCE SECTION

Mrs. Carmody is peering intensely (and suspiciously) at a cantaloupe...

VARIOUS ANGLES

of store activity -- people shopping, maneuvering in the aisles, trying not to bump carts, cashiers working...

It's all very...normal. And yet its very normalcy should unnerve us. (This is very much in the tone of how it's shot.)

CHECKOUT STANDS

Long lines, uncomfortable people, sweaty faces, everybody enduring the wait. A battery-operated RADIO on the manager's podium is tuned to that Portland easy-listening station...

DAVID, BILLY, AND NORTON

are in line with their shopping cart.

BILLY

Daddy, look. More Army men.

David glances over, sees THREE ARMY PRIVATES entering the store: PVTS. WAYNE JESSUP, JOHN BISBY, TIM DONALDSON. They're in standard (not combat) uniform, bummed to see the long lines.

CLOSER ANGLE ON SOLDIERS

Jessup is a local boy, 19 years-old. The other two are barely out of their teens. We catch a bit of their conversation:

BISBY

...bus leaves in forty minutes...

JESSUP

...we'll make it, okay? You guys get the goodies, I'll get in line...

Bisby and Donaldson move off. Jessup gets in line. Sally the cashier makes eye contact with Jessup and smiles, a bit flirty. He smiles back, waves. They obviously know each other.

DAVID'S GROUP

IRENE REPPLER (in the next line) smiles at David and Billy. She's a teacher at the local grammar school, 60-ish and wiry, cat's-eye glasses hanging on a chain around her neck.

BILLY

Hello, Mrs. Reppler.

IRENE

Hello yourself, Billy Drayton. How'd you folks hold up in the storm?

DAVID

Big insurance day. We had a tree come through the picture window.

BILLY

And the boathouse got all smooshed! Mr. Norton's tree fell on it!

David glances to Norton, sees his attention on the plate glass windows at the front of the store. David follows his look...

IRENE

Sorry to hear that. We had damage
at the school, wouldn't you know...

DAVID'S POV

An ARMY JEEP has pulled up outside. A PAIR OF M.P.s get out. They split up, one of them heading toward the laundromat, the other coming this way into the market.

IRENE (O.S.)

...that's what we get for not fixing
that roof when we should've, but
with funds being cut every year...

DAVID

wonders what's going on, glances to Private Jessup in line. Irene keeps nattering, fanning herself with a magazine:

IRENE

...you'd think educating children
would be more of a priority in this
country, but you'd be wrong...

David notices a beautiful young woman, AMANDA DUMFRIES, a few lines over -- she's been overhearing, smiles, glances away. The bearded biker that cut David off in the parking lot is standing in line behind her.

Beyond them is Mrs. Carmody, pissed at this long wait. Her eyes meet David's. He smiles, nods, glances away.

IRENE

...government's got better things
to spend our money on, like corporate
handouts and building bombs...

Suddenly, a POLICE SIREN goes wailing by outside. People crane to look, curious, not really seeing much.

ANOTHER SIREN swells on its heels. Another police car? A fire truck? One or two people break out of line, drifting toward the windows, but still don't see much.

Sally the cashier is craning to see. Bud Brown (the other store manager) reprimands her:

BUD

Mind what you're doing, Sally.

She flushes, keeps working. David starts catching some tense conversation between the M.P. and the three young soldiers:

DONALDSON

...oh, c'mon, man...we got ten days' leave, check our papers...

M.P.

...look, I told you, all furloughs are canceled, I don't know why.

(off their looks)

I gotta go check the pharmacy. You three meet me at that jeep in five minutes, that's an order...

As the M.P. leaves, the TOWN SIREN STARTS WAILING, rising and falling, one of those scary Cold War-era relics that some small towns use nowadays for volunteer fire departments.

Conversation in the store dies away. Even Irene has fallen silent and stopped fanning herself, the magazine hovering near her face. (All we hear now is Johnny Mathis singing "Misty" on the battery-operated radio.)

IRENE

I wonder if there's a fire...

MAN

Ayuh. Could be one. Saw some live wires out on Kansas Road, storm brung 'em down...

DAVID

Kansas Road?

BILLY

Daddy, is there a fire? Is Mommy all right?

DAVID

I'm sure she is. Don't worry, okay?

Several more people have broken out of line, going to the windows. A TEENAGER stops at the glass:

TEENAGER #1

Holy shit...

(turns to his friends)

...guys, you gotta see this...

TWO MORE TEENAGERS (a guy and a girl) break from their group, coming to the glass.

TEENAGER #2

Whooaaa...

TEENAGER #1

It's coming right up Kansas Road.

WOMAN

What is it? What's out there?

A MAN IN PAISLEY SUMMER HAT is outside the market, gazing off. He quickly pops into the store.

PAISLEY HAT

Hey, anybody got a camera?

A ripple goes through the crowd -- if it's worth taking a picture of, it must be worth seeing.

BILLY

Daddy, what's happening?

Paisley Hat grabs a disposable camera off a revolving rack and hurries back out the door...

PAISLEY HAT

Bud, I'll pay ya later!

BUD

Fred, you can't just take th--

...but the guy's gone.

TEENAGER #1

Dude, we gotta check this out...

The kid dashes outside, followed by his friend.

TEENAGE GIRL

Guys, wait...hey!

She pauses at the door, uncertain, holding it open.

BEARDED BIKER

Don't let the air conditioning out...

A few people laugh at the wisecrack, but most are concerned:

OLD MAN

What is it? Hey, what's out there?

TEENAGE GIRL

Some kinda...mist.

And David experiences the first real stab of fear. He sees commotion brewing in the parking lot...people coming out of the laundromat...a few people running by in panic...

Inside the market the mood is changing, unraveling, curiosity crystallizing toward concern...the checkout lines are dissolving as people move toward the windows...

BUD

Hey, hey, ya ain't paid for those!

Sally suddenly finds herself without customers. She drifts to the windows herself, peering out, and:

SALLY

Oh my God...

People gasp. There's a MAN staggering across the parking lot toward the store, blood splashing from his nose down his shirt. People press toward the glass, watching in shock, as:

The man almost falls once or twice, bursts into the store:

BLOODY NOSE

Something in the fog! Something in the fog took John Lee! Something...

He staggers, woozy, as Ollie helps him sit heavily down on the 50 pound bags of dog food lining the windows.

BLOODY NOSE

...something in the fog took John Lee! And I heard him screaming!

Billy bursts into tears, clinging to David's neck...

BILLY

Daddy, what's that bloody man? Why is that bloody man?

People are bewildered, confused. A few go outside. Suddenly, a voice cries out, urgent with fear:

MRS. CARMODY

Don't go out there! It's death to go out there!

OLLIE

(mutters to himself)

Aw, jeez...

A few people draw away from Mrs. Carmody, avoiding her. The vibe is turning panicky, and she's not helping things. Somebody bumps into David, almost jolting him off his feet, more people heading outside, as Norton whispers to David:

NORTON

What the Christ is this?

Mrs. Carmody elbows her way toward the front, desperately trying to warn people, pleading:

MRS. CARMODY

Don't go out there! It's death. I feel that it's death out there...

Confusion mounts, people crowding to the glass, some heading out the door. David moves to the windows, holding Billy...

BILLY

Daddy, I'm scared. Can we go home please?

The daylight outside starts to dim. Johnny Mathis is just singing the words "I get Misssstyyy..." when the broadcast suddenly dissolves into static. People are pressing to the glass, faces stunned. And David gets close enough to see:

The Mist. It glides across the parking lot with lazy speed, an expanding wall of white. A few people are running from it as it blots out the blue sky, turning the sun into a faint silver disc. Another person goes running out the door...

BLOODY NOSE

Don't go out! There's something in the fog! It took John Lee!

MRS. CARMODY

It's death. Death took your John Lee. It's death out there.

BEARDED BIKER

Shut up, you crazy old bag...

She whirls on him, her eyes blazing, actually making the big guy shrink back.

MRS. CARMODY

You'll be next, you don't mind your manners.

The people in the store watch spellbound as the cars disappear row after row, half the lot now gone. David's Scout is parked near, still visible...

NORTON

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

DAVID

No, no, wait. Let's just wait.

A GUY IN A COORS CAP nudges past the people at the door.

COORS CAP

Screw that, I'm getting to my car.

MRS. CARMODY

No, no, don't, it's...

But he shoulders the door open and runs. It starts a stampede; others start pushing their way outside, following.

MRS. CARMODY

...wait, you don't understand!

We see Coors Cap get to his El Camino, fumble his keys, trying to get the door open...as the Mist swallows him.

Beat.

His SCREAMS begin, piercing shrieks that go on and on, competing with the now-echoey wail of the town siren.

IRENE

Oh my dear Lord...

The people who followed Coors Cap out suddenly rush to get back in, the flow reversing at the door, people pushing and shoving their way back inside. They get the door closed, as:

The screaming stops. In the stunned silence that follows:

MRS. CARMODY

(softly)

It's death.

David sees the Mist swallow his Scout, glide across the traffic aisle, and press up against the glass...

The market is swallowed. We see only vague shapes out there now, a few trash cans. The parking lot lamps come on automatically, adding dim orange halos of light to the murk. Another scream is heard somewhere, distant as a dream...

OLLIE

What's going on? What is this?

David tries to speak, but can't even venture a guess. Billy's clinging tightly to his neck, whimpering:

BILLY

Mommy...

DAVID

She's okay...

An OLD MAN is backing away from the windows.

OLD MAN

It's a pollution cloud. The mills at Rumsford. Some kinda chemical explosion, has to be...

And THUD! People SCREAM as the earth shifts under the store on one side and drops a few feet, a massive crack running along the floor up an aisle...then boom, the other side of the store drops along with it and a matching crack explodes along the ceiling like it might give way above their heads.

Now the front of the store drops on its foundation, huge plate glass panels twanging terrifyingly in their frames. Some floor-to-ceiling cracks appear, but the glass holds...

The aisle shelves are teetering, almost going over, spilling contents...we hear bottles breaking all over the store...a hanging fluorescent ceiling fixture breaks loose on one end, doing a Tarzan-swing and smashing against the shelves...

Then it's done. People are petrified, breathless, waiting to see if anything else happens. Off in the distance, the town siren stops, the wail dying off eerily to nothing. It's like the outside world just went away.

A MAN IN SPECTACLES is the first to speak, breathless:

SPECTACLES

Was that an earthquake?

OLD MAN

I tell ya, those goddamn mills blew up...

OLLIE

Is everybody okay? Is anybody hurt?

Everybody starts breathing again, some sobbing in fear. Billy starts crying hysterically. David sets him down, trying to quiet him, as tension spills out all over the store:

BUD

Everybody just stay put, okay? Just stay inside the store!

BLONDE WOMAN

I can't stay here. I can't. I gotta get home to my kids.

MRS. CARMODY

It's death to go out there!

The teenage girl spins, terrified, yelling:

TEENAGE GIRL

Stop saying that! Stop that crazy bullshit!

NORTON

Please, everybody! Everybody just relax, okay?

BUD

He's right! Let's keep cool! Let's try and figure out what just happened...

SPECTACLES

I think that was an earthquake. I really do...

BLONDE WOMAN

I'm sorry. I can't just stay here.
I gotta get home to my kids.

OLD MAN

Could be a poison gas cloud out there. Those mills...you heard that man screaming...

OLLIE

Ma'am, no, you can't go out there.
Not until we catch our breath and figure things out--

BLONDE WOMAN

You're not listening! I can't stay here. Wanda's looking after little Victor...Wanda's only eight...she sometimes forgets she's supposed to be watching him, you know? I told them I'd only be gone for a few minutes...she's only eight...

She falls silent, desperate and brittle, staring around at all the faces watching her.

BLONDE WOMAN

Well? Isn't anyone gonna help me?!
Won't somebody...won't somebody here see a lady home?

Nobody speaks. People shuffle their feet, try not to meet her gaze. A FAT LOCAL MAN takes half a step forward, but his WIFE gets his arm in a death grip and holds him back.

The blonde woman is looking around, her gaze going from face to face, near tears.

BLONDE WOMAN

(to Ollie)

You?

(to Bud)

You?

(to Norton)

You?

Norton opens his mouth as if to speak...but hesitates. She dismisses him with disgust, looks to David.

BLONDE WOMAN

You?

David picks up Billy, pinned in her gaze.

DAVID

Ma'am...I got my own boy to worry about.

The blonde woman just stares at them all, then:

BLONDE WOMAN

(softly)

I hope you all rot in hell.

And with that, she turns to exit the store. Sally makes a half-hearted grab for her...

SALLY

Aw, lady, wait...

...but the blonde woman shrugs her off, pushes the door open, steps out. People go to the glass, watching.

The blonde woman takes a deep breath. Then another. The air does not seem poisoned. She moves slowly off through the Mist, growing ever more indistinct until...

...she's gone. People stand at the glass, staring, too stunned or ashamed to speak. They start moving away from the windows.

DAVID

carries Billy down an aisle, away from the others, trying to calm him. The boy is clutching him, sobbing against his neck.

DAVID

It's okay...it's okay now...hey
champ, easy...just breathe...

The boy's sobbing so hard he's having trouble catching his breath. David paces, rocking him, his heart breaking:

DAVID

...c'mon, Big Bill...you can't keep
crying like this, you're gonna hurt
yourself...just try and breathe...

Billy's sobs start to taper, hitching as he tries to calm down. Irene and Sally come by, trailed by Amanda Dumfries.

IRENE

Is there anything I can do?

DAVID

No, it's okay, he's gonna be
fine...aren't you, Billy?

SALLY

Hey, Billy, it's gonna be fine.
Okay? Want some juice or something,
big guy?

Billy buries his face miserably into David's neck, his voice still hitching with sobs, small and muffled:

BILLY

I...I...w-want m-my m-mommy...

DAVID

I know you do, champ. C'mon now,
try to breathe...

WE FADE TO BLACK AND BRING UP A TITLE CARD:

WHAT HAPPENED TO THE BAG BOY

INT. MARKET (BACK OF THE STORE) - DAY

David's on the floor with Billy's head in his lap. The boy's sucking his thumb, eyes glazed with exhaustion and shock, half dozing. David's sick with concern, stroking the boy's hair. Across from them sit Irene, Sally the cashier, Amanda Dumfries, and HATTIE TURMAN, an elegantly dressed woman.

DAVID

I haven't seen him suck his thumb
since he was two years old.

AMANDA

He's in shock. I think we all are.

IRENE

You haven't met. Amanda Dumfries.
Amanda's new in town...she teaches
third grade, and damn well, I might
add...all the kids love her...

David gives Amanda a nod, as:

IRENE

David's an artist. He does movie
posters and such. Hattie Turman,
she's in real estate. And
Sally...you're a senior now, aren't
you, dear...

SALLY

Yes ma'am.

IRENE

...and me, good Lord, I'm babbling
like some old biddy at a tea party.
My nerves are all jangled, I guess.

AMANDA

Sorry we couldn't meet under better
circumstances.

Ollie comes by, crouches.

OLLIE

Boy settled down? How is he?

DAVID

He feels hot.

OLLIE

I'll go fetch some aspirin, huh?

DAVID

Thanks. I'll get something to cover him up. Got any blankets?

OLLIE

Got some furniture pads out in the loading dock.

DAVID

Sally, you mind taking him?

Sally reaches over, takes Billy onto her lap. The thumb comes out of the boy's mouth, his voice faint:

BILLY

Daddy, don't go...

DAVID

I'll be gone two seconds, Big Bill, get you a blanket. Sally's here. So's Mrs. Reppler and Mrs. Turman.

SALLY

We got your back, buckaroo... 'kay?

BILLY

'Kay.

Back goes the thumb. David rises. WE TRACK HIM along the back of the store, passing aisle after aisle, catching glimpses of the people clustered at the checkout stands b.g.

NORTON

...no, no, the first thing to do is keep our wits about us and figure out what's happened...

BEARDED BIKER

How you propose we do that, my man? Got no phone signals, got no radio...

NORTON

I'm sure that's just temporary. We're obviously dealing with some kind of natural disaster here...

MAN

Ain't nothin' obvious about this sumbitch from where I sit...

ANOTHER MAN

...nothin' natural about it either...

MRS. CARMODY

It's God's judgment come down at last. Nothin' more obvious or natural than that.

BEARDED BIKER

Oh, fuck me...

MRS. CARMODY

(sharp)

Oh, I won't have to, Sonny Jim. You already did that to yourself with a life of sin and dissolution...

David goes through a pair of swinging rubberized doors into:

THE LOADING DOCK

Dim in here, lit by a few emergency lights. David takes a few steps in and recoils -- the room is filling with thick white smoke, the generator belching exhaust fumes into the air.

Coughing, David grabs a towel, covers his face, moves through the loading dock filled with shadows and pallets of goods.

David finds the generator in a back corner, occupying its own steel mesh cage. He ducks in, finds the smoke backing up from the exhaust vent. He locates the on-off switch, flicks it.

The genny sputters and quits, killing the noise -- and the lights. David finds himself in total darkness.

DAVID

Oh, shit.

He turns to exit the cage, whacks his head painfully on the door frame as he does.

DAVID

Shit!

He eases through, trying to find his way in the dark. He trips over a pallet, gets to his feet, fighting panic now.

He pauses to get his bearings and let his eyes adjust, knowing he's being irrational, towel still over his mouth.

He sees a source of faint light: lines running along the edges and bottom of the huge corrugated-steel loading door, the kind that rolls up on its track when you press the button.

Opposite that, more light spills very faintly through the swinging doors from the market. He edges slowly and carefully toward those, trying not to trip...

A sly, slithery sound makes him stop dead in tracks.

He stands frozen, eyes wide, listening. Only silence now.

Did he imagine it? He decides his ears were playing tricks on him, cautiously takes another step...

There's the sound again: something sliiiding veerrrrry slooowly in the darkness behind him. Then silence.

David turns, heart hammering in his chest, gaze sweeping the darkness toward the huge roll-up door. The sound comes again, louder now, from the other side...

And the corrugated steel of the loading door presses inward, metal groaning as if some enormous weight were being applied from outside by some huge moving object.

David backs away, breaks and runs, fleeing through the dark and hurtling headlong through the swinging doors into --

THE MARKET

-- where he damn near plows right into Ollie Weeks, who was just about to enter the loading dock with two other men, JIM GRONDIN and MYRON LAFLEUR. They jump back, startled.

OLLIE

David! Jesus!

DAVID

Did you hear it? Any of you?

OLLIE

What, the generator? We were just coming to check it out...

Norm the bag boy appears with flashlights, ready to hand them out. David's freaked, trying to calm down:

DAVID

No, I turned the generator off. The exhaust was backing up...nobody else heard that sound?

JIM

What sound?

DAVID

I don't know...a big slithery noise...back there in the dark...at the loading door...

The men are trading looks, Jim and Myron especially. They're a pair of blue-collar guys who work in a garage, and have the air of veteran know-it-all townies.

JIM

You hear it before the lights went out...or after?

DAVID

No, only after, but...look, I heard it, okay?

OLLIE

Nobody's calling you a liar.

DAVID

That's what it sounds like.

JIM

Now don't be thataway, Mr. Drayton. You had a scare, no doubt. Why not let's all go check it out?

IN THE LOADING DOCK

The doors swing open. The group enters, flashlights sweeping the smoky air. Ollie wheezes, covers his nose and mouth.

JIM

Pretty rank in here. Guess you were right to shut her down.

The flashlight beams play across the corrugated loading door. Looks fine. Jim glances to Myron, and it's obvious what they're thinking: that David's one'a them high-strung, nervous nelly types. Only Ollie seems to giving any benefit of doubt.

They move toward the generator, flashlights bobbing across cartons of canned goods, pallets of dry dog food.

Jim and Myron enter the cage, Ollie hovering at their shoulders. The generator ROARS to life, spewing smoke.

JIM

Whoa, whoa, shut her down! Holy crow, don't that stink!

The generator dies again. Jim and Myron exit the cage.

MYRON

Something's got that exhaust vent plugged up from the outside.

NORM

Get it running long enough to raise that door a little. I'll go out and clear whatever's blocking it.

DAVID

No, you can't do that...

JIM

Why not?

(to Ollie)

'Lectric door, right?

OLLIE

Well, yeah, but I don't think it's very wise to send him out there.

MYRON

(tips his cap back)

Well, okay. I'll do it.

OLLIE

No, you don't understand, I really don't think anyone sh--

MYRON

Don't worry, I'll get her done.
What, don't think I can?

NORM

Hey, I wanna go, it was my idea...

DAVID

Whoa, wait, just stop!

(they stare at him)

Jim, right? And Myron? You don't seem to understand, or you're trying as hard as you can not to. This is no ordinary fog, okay? And there are a lot of people in this market. If you open that loading door and something comes in...

NORM

(snorts)

Like what?

DAVID

Like whatever made that noise I heard.
Are you guys being willfully dense?

Jim's pissed now, gives David a half bitter/half amused grin.

JIM

Mr. Drayton, pardon me, but I'm not convinced you heard anything. We're not hearing anything now. Anybody?

(a quick glance around)

I know you're a bigshot artist with connections in New York and Hollywood and all, but that don't make you better than anyone else, in my book...

DAVID
I didn't say that...

JIM
...nor do I like being talked down to and called stupid just 'cause some guy with a college degree has got the jitters. Way I figure, you got lost in here in the dark, got a little confused and a little scared.

MYRON
It happens.

OLLIE
Fellas, the generator isn't even that important, the food'll keep for days without--

Jim cuts him off brusquely, points to Norm:

JIM
Okay, kid, you're it. I'll start the motor, you raise the door. Give us a yell when you got enough room.

NORM
Yeah, okay, good.

Norm goes to the loading door. David's just staring at them, unable to believe he can't talk them out of this.

DAVID
Wait, this is crazy! You're gonna let this kid risk his life over a generator that doesn't even matter?

NORM
Why don't you just shut the fuck up already! Jeezus!

JIM
Listen...Mr. Drayton...tell you what. You got anything else to say, I think you better count your teeth first, 'cause I'm tired of listening to your bullshit.
(glances over)
C'mon, Myron.

They head for the genny. Norm goes to the loading door. David, stunned, tries to go after them -- but Ollie restrains him.

OLLIE
Leave 'em be.

DAVID

(quiet, tense)

This is crazy, these assholes think I'm impugning their manhood? What the fuck is going on here?

OLLIE

They've lost their sense of proportion. Out there in the market they were scared and confused...in here's a problem they can solve, so goddamn it, they're gonna solve it.

JIM

Ready, kid?

NORM

Yeah, let's rock!

DAVID

Norm, don't. It's a mistake.

Norm turns, eyes shining with excitement and...yes, fear. He looks like he might actually be having second thoughts, but then the generator ROARS to life and the decision is made. He tosses David a look of utter macho 18 year-old contempt.

NORM

Pussy.

Norm stabs the loading door button with his finger, steps back to wait. The door starts to rise, rolling slowly up in its tracks. Light comes flooding in, pushing back the shadows.

NORM

Hold up!

The generator goes off. The door stops about three feet off the ground. Norm moves forward. Outside, the concrete loading platform stretches off into a dull milky haze. Tendrils of mist come eddying in across the floor, creating an otherworldly effect. It might as well be a different planet out there.

Jim and Myron exit the generator cage. Norm gets to the door, ducks down and peers out to make sure the coast is clear.

MYRON

So? Any boogeymen?

NORM

(snorts, glances back)

Yeah, right...

And that's when it happens: a long, pale, fleshy pink thing that looks like a huge obscene worm comes slithering up over the lip of the loading platform, probing the air.

All the men inside see it. Ollie makes a sound in his throat. Norm turns, looks down, goggle-eyed, starts backpedaling...

NORM

What the fu--

...and THWACK! The membrane lashes forward and wraps around his ankle -- it's a tentacle! The tip has a flat pad like a giant squid's, only this pad has a mouth in it bristling with tiny black barbed teeth that cut through jeans and flesh.

Norm lets out an inarticulate SCREAM of sheer horror as he dances hysterically back into the loading dock with the thing clinging to his ankle, trying to shake it off:

NORM

GET IT OFF! GET IT OFF! CHRIST, GET THIS FRIGGIN' THING OFF ME!

JIM

(frozen)

Oh my God...

The tentacle suddenly flexes and pulls, jerking Norm's foot out from under him. He flies back, arms flailing wildly, and slams flat on his back, cracking his head on the concrete.

The tentacle flexes again, wrapping further up Norm's leg to get a better grip...and hundreds of tiny sphincter-like mouths are revealed lining the underside of the tentacle, opening and closing hungrily, tiny barbed teeth gnashing. The tentacle starts dragging Norm across the floor toward the door -- he flops onto his stomach, dazed, fingers clawing the pavement.

NORM

JESUS CHRIST, JESUS CHRIST, GET IT OFF ME, GET IT OFF ME!

David's the first (and only one) to react -- he lunges forward, grabbing Norm by the wrist and pulling hard. It's a tug of war between David and the tentacle, with Norm the bag boy as prize. Norm's eyes are on him, blubbering with fear:

NORM

Don't let it get me, okay, don't, okay, don't...

(looks to Jim and Myron)

Help me...help me, you guys, please, please...

But the others are frozen in shock, their brains gone short-circuit, unable to process what they're seeing. Myron backs away, trips over a pallet and lands on his ass, gaping in incomprehension and terror.

David strains to pull Norm free, their wrists locked. Suddenly, we hear: more slithering.

ANGLE AT FLOOR LEVEL

Norm takes his eyes off David, turns to look -- as we RACK TO the loading door b.g. to reveal:

More tentacles rise up just outside, slipping and flopping and slithering hungrily toward us. RACK BACK TO Norm as he looks back to David, almost imbecilic now with fear:

NORM

...oh, there's more...there's more...

DAVID

SOMEBODY HELP ME! WHAT THE FUCK ARE YOU WAITING FOR?

And that's what gets Ollie moving, his feet unfrozen, his brain in gear. He runs to help, grabbing Norm's other wrist, the insane tug of war continuing, as:

A second tentacle comes slithering, wrapping now around Norm's other leg. The barbed pad sinks in, pulls off a hunk of fabric and flesh. The tentacle rears up and poises in the air with its prize, then starts feeding -- the mouth-in-the-pad gobbles the bloody hunk, bobbing like a dog scarfing a treat. Below it, the rows of tiny sucker-mouths lining the tentacle hungrily snap open-and-shut-open-and-shut, grabbing any morsels that fall...

NORM

Oh! Oh! Oh!

More tentacles come probing. One snatches Norm's apron off, carries it away like a prize. Another tugs a Converse sneaker off his thrashing foot and makes off with it. David looks around, sees: a fire ax enclosed in a glass case on the wall.

DAVID

OLLIE! THE AX! THE AX!

Ollie lets go of Norm, rushes to the wall, and SLAMS his elbow hard as he can into the glass case -- it doesn't break, but his elbow almost does. He hisses in pain, clutching it...

OLLIE

OW, FUCK!

He glances back in panic, sees more tentacles appearing, crowding the loading platform outside...

Ollie suddenly clutches his chest, wheezing, unable to breathe!

Heart attack? No -- asthma attack! A bad one! He sees a box of canned goods, grabs a can of chili, rams it through the glass -- CRASH! He reaches in, fumbling to retrieve the ax...

DAVID AND NORM

David slips and slides in Norm's blood, feet dug in, getting dragged as Norm is pulled along in fits and starts. Tentacles are darting, dipping in, nipping pieces out of Norm, ripping up little hunks of clothing and flesh...

NORM

GAAAAAHHHHHHDD! GAAAAAHHHHHHDD!

Ollie comes staggering in the grip of a full-blown asthma attack, wheezing like a bellows, fire ax raised high, trying to get enough aim to whack off a tentacle, Norm gaping up at this new insanity about to descend upon him.

Ollie swings the ax down, blade slicing the air, but:

David abruptly loses his sweaty grip, falls back in a sprawl. The ax nearly takes off Norm's head, barely missing and slamming concrete as Norm gets yanked away from them...

Norm goes sailing/sliding across the floor, screaming and writhing wildly, trying to sit up, and:

WHAM! He SLAMS face-first into the bottom of the loading door, flops onto his back from the recoil. The tentacles flex and coil, try to jerk him outside, but:

Norm grabs the bottom lip of the door with both hands in a white-knuckled death grip. The tentacles pull harder, causing Norm's body to rise off the ground, but he won't let go, he's doing chin-ups on the door for dear life...

David looks to Ollie, stunned, thinking Ollie's dying. Ollie's on his knees, gasping, unable to breathe, clutching his chest and fumbling in his pocket, trying to explain:

OLLIE

...asthma...fuckin' asthma...

David scrambles forward, getting a new grip under Norm's arms, pulling for all he's worth, screaming with effort...

Ollie comes staggering, taking desperate hits from his inhaler, also grabbing Norm...

More tentacles are slithering past them, exploring -- a huge one ripples by them like a gigantic boa constrictor, probing the pallets of goods. It grabs a 50 pound bag of dog food and squeezes, exploding dry kibble all over the room. Other tentacles descend, mindlessly scarfing it up...

David and Ollie are whining with effort and terror, the loading door buckling and groaning from the pressure. Norm is gazing up at them, whimpering, head whipping from side to side as if to deny that he's being eaten alive, moaning:

NORM

...don't let it get me... 'kay...

A tentacle THWACKS onto one of his hands, RIPS the flesh away to bone, but still he hangs grimly on. Another rips the skin and flesh off his bare foot. Norm's past screaming; he's just letting out long, shivering sobs.

Tentacles come near David's and Ollie's heads, probing the air, sniffing to see if they're edible. One makes a grab for Ollie, who bats it away and backpedals, letting go of Norm.

OLLIE

DAVID! DAVID, IT'S NO GOOD!

A tentacle darts and snaps at David's face. He also lets go, falling back with Ollie in an assholes-and-elbows tangle as tentacles seethe and flail. Norm is watching them, face drained white, still holding on.

David scrambles and grabs a mop handle, prepares to push the loading door button with it. He looks to Jim, who's watching with a drugged expression on his face.

DAVID

Start the generator!

No reaction -- Jim just stares at the roiling tentacles, Myron still sprawled on his ass on the floor next to him. Furious, David picks up a box of bleach, chucks it hard -- it slams Jim in the stomach. He grunts, looks toward them like, huh?

DAVID

START THE FUCKING GENERATOR!

Jim blinks, as if coming out of a daze:

JIM

I'm sorry. How the hell was I supposed to know? You said you heard something but I didn't know what you meant, you should have said what you meant better. I thought, I dunno, maybe a bird or something...

Ollie staggers to his feet and runs to the generator.

Norm is staring at them, holding on, the tentacles ripping at him, droplets of blood pattering to the floor.

Other tentacles, including a few big ones, are crawling across the floor, exploring. One gets close to Jim, who steps back and trips on his ass, joining Myron on the floor. Another grabs a box marked "Charmin" and squeezes, rupturing it and sending rolls of toilet paper raining and bouncing everywhere.

The generator ROARS to life.

David hesitates. Norm's eyes are boring into his, hellishly aware. He knows what's happening to him, knows what David is about to do. David stabs the button and the door descends.

Norm's grip finally comes loose and he thuds down onto the loading platform. Then he's slowly pulled away, both hands (one a skeletal claw) scrabbling weakly on the concrete, eyes on David, flopping and rolling as he vanishes into the Mist.

The largest tentacle is still playing with toilet paper rolls when the door comes down, indenting it. The smaller tentacles go whipping out in the blink of an eye...but the large tentacle gets stuck, writhing wildly as the door gets hung up, jerking up and down in its tracks, trying to close.

David grabs the ax, runs over, severs the tentacle in a spew of brackish blood. The tentacle pulls free, leaving just that one severed tip flopping on the floor like a fish, and:

The door. Finally. Closes.

Nothing now but the grumble of the generator and David panting harshly in the aftermath of his exhaustion and terror. Jim rises unsteadily, takes a couple of steps toward him.

JIM

Look, look...y'gotta understand...

David throws a punch. Jim's too surprised to even duck it. Whap! Right in the mouth. Blood start to flow.

DAVID

You got him killed! Did you get a good look at it? Did you get a good look at what you did?

David vents his rage, throwing punches and landing some solid ones. Jim staggers back, taking it numbly, in resignation or penance. Suddenly Ollie's there, pulling David off.

OLLIE

Don't, David. Don't hit him anymore. It doesn't solve anything.

DAVID

You two assholes got that kid killed! And I got his fucking blood on me!

David pulls away from Ollie. He squats, puts his head down, taking deep breaths. He waits to see if he's gonna black out or puke, or what. Finally, he looks up at Ollie. Softly:

DAVID

Okay. I'm done.

OLLIE

Good. Good. What's next?

DAVID

Kill the generator. That's the first thing.

Ollie goes off to do it.

JIM

Yeah. Let's get out of here. I'm sorry about the kid, but y'gotta understand--

MYRON

Hey, we didn't twist his arm! He made his choice too!

DAVID

Yeah? He was a kid, he's supposed to be stupid! What's your excuse?
(off their looks)

Go back in the market, wait for us by the door. Don't say a word to anybody. Not yet.

Jim and Myron shuffle out. The genny dies -- back to darkness. Beat. David clicks a flashlight on, aiming so Ollie can see.

Ollie looms from the darkness, still not breathing right, taking long hits off his inhaler. A long silence as both men try to absorb what just happened, then:

DAVID

I'm sure Norm the bag boy didn't expect that to happen when he woke up this morning.

OLLIE

We have to tell them. The people in the market. Stop them from going outside.

DAVID

They won't believe us.

CAMERA PUSHES IN as Ollie crouches, the flashlight beam turning their faces into scary Halloween masks floating in the dark.

OLLIE

They have to.

DAVID

I'm not sure I believe it, and I was here. What we saw...it's impossible. You know that, don't you? So how do we convince them? What do we say? Ollie, what the hell were those tentacles even attached to?

They ponder that, as:

WE FADE TO BLACK AND BRING UP A TITLE:

A DISCUSSION WITH NORTON

INT. MARKET - DAY

David draws near the aisle where the women are looking after Billy. Amanda appears from the aisle, gasps at the sight of David -- he's disheveled, bloody. He quickly puts a finger to his lips in a "don't make a scene" gesture. She leans in.

AMANDA

(quiet, intense)

My God, are you all right?

DAVID

Fine--yeah, fine. Not my blood.
Just wanted to check on Billy.

He looks past her, sees Billy curled up in Sally's lap.

AMANDA

What the hell happened?

DAVID

Gotta handle something first. Please,
just keep your eye on him, okay?

She nods, wanting to ask a million questions, but holding back. David turns, heads back toward the loading dock where:

We find Jim, Myron, and Ollie hovering by the beer cooler. Jim and Myron are both already drinking in earnest. Jim's holding his cold beer to his bruised face and split lip. He wordlessly offers up the sixpack. Ollie tears one off, cracks it, starts chugging. Myron hands David a kitchen towel and a bottle of water so he can clean up.

JIM

I'm sorry about Norm. Ain't makin'
no excuses. Just saying.

DAVID

We have to tell people. No need to
say how it went down...but we're in
deep shit here, people need to know.

OLLIE

We expect you to back us up.

JIM

Yeah. Yeah, sure. Can't have 'em
just walking out, can we? Like that
lady whose kids were at home. Oh,
Lord, what a mess.

OLLIE

Where do we start? How do we do this and not cause a panic?

DAVID

Let's quietly tell a few key people, go from there. You guys are locals, people from around here are more likely to take your word than mine.

OLLIE

You're a local too.

DAVID

My family roots, yeah. But I didn't grow up here, makes me an outsider. You know damn well it does.

MYRON

What about the out-of-towners? Got plenty of them in the store.

David sees Norton at the front of the store, looks to Ollie.

DAVID

Brent Norton? He's a New Yorker, got a lot of respect in this town. His credibility could be a plus.

OLLIE

Okay, but do it quickly, David. We have to discuss how to stop those things from getting in here.

JIM

What do you mean "getting in?" You guys shut that loading door, right?

OLLIE

Yeah. But the whole front of the store is plate glass.

CAMERA PUSHES IN as they turn to stare at the windows (which are fractured with large cracks, remember), their faces going slack as it sinks in how vulnerable they truly are.

MYRON

(a whisper)

Jesus Christ in haircurlers.

Myron cracks another beer, starts gulping. David heads to:

THE FRONT OF THE STORE

People are restless. Many are at the windows watching the Mist. David approaches Norton and Bud, eyeing the plate glass, sick with fear at the thought of what might be out there.

NORTON

David. Where'd you get off to?

DAVID

That's what I need to talk to you about.

David pulls Norton aside, walking him down the aisle toward the back of the store:

DAVID

Listen, that guy who came in yelling about something in the fog getting his friend...

NORTON

Yeah, they got him quieted down and tucked away in the manager's office. Somebody gave him a valium. He was scaring people babbling about his hallucinations...

DAVID

They weren't hallucinations.

NORTON

(stops, staring)

Oh, now, David, don't you get hysterical too...

DAVID

Brent, listen to me, this is really important...

OLLIE, JIM, AND MYRON

are watching David trying to convince Norton. From here, it looks like the conversation's getting heated.

MYRON

I don't think it's going very well.

David grabs Norton, walks him down the aisle to the others, Norton getting all blustery and shaking his head:

NORTON

No, no, no, no...

DAVID

Tell him.

OLLIE

It's true.

MYRON

Tentacles. Ayuh.

NORTON

Gentlemen, no. I'm sorry, but I'm just not that stupid.

(directed at David)

What do you take me for? You think so little of me?

MYRON

(beery, slurring)

Mr. Norton, lissen, s'like this...

NORTON

It's ridiculous. Either you're having me on, or...or you're suffering some kind of group hypnosis.

DAVID

Come back there with me. I'll show you the blood. And a chunk of tentacle on the floor.

NORTON

No.

DAVID

What? What did you say?

NORTON

No. This pathetic attempt at a joke has gone far enough...

(turns to go, muttering)

...and don't I feel stupid? I thought you were being kind to me today...

DAVID

Brent, look--

David grabs his arm, but Norton pulls out of grasp so hard he almost loses his balance, along with his temper:

NORTON

No, you look! It's a sick, puerile, stupid joke! It's a banana skin, and I'm supposed to slip on it!

OLLIE

Mr. Norton? What reason could we possibly have?

NORTON

Oh, please. This is payback for that lawsuit I filed against him. And you guys are backing him up.

(to David)

Pretty tasteless to use what's happened here as an excuse to make an idiot of me...

DAVID

...that's not what's happening...

NORTON

Winning in court wasn't enough for you? Now you want to take me back there to gawk at some 98 cent rubber novelty while these hicks stand around laughing their asses off?

MYRON

Hey, you wanna watch who you're calling a hick, prick.

JIM

Whoa, easy, Myron. Mr. Norton, I swear, you got us all wrong.

NORTON

None of you are exactly crazy about out-of-towners, am I right? I've seen you talking behind my back, the way you all stick together.
(spins to David)

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

Norton tries to go past, but David grabs him and Norton trips into the shelves -- a few bottles fall and break. People are starting to notice now, drifting this way, as:

DAVID

I know you're scared. I am too. But there are lives at stake, my boy's most of all. I need you, goddamn it, so get your head out of your ass. I'll drag you back there if I have to.

NORTON

GET THE HELL OFF ME! HELP! MAKE HIM LET ME GO!

BUD

Hey, hey! What is this?!

Bud is elbowing his way through the gathering crowd. Norton pulls free, shirt pulled out of his pants, flushed with rage:

NORTON

I'm gonna sue your ass again, you hear me, Drayton? I'll sue your ass right off, and then I'll have it thrown in jail! He assaulted me, you're all witnesses! He's crazy!

OLLIE

No, he's not. I wish he were, but he isn't.

Off Bud's look, Ollie turns and yells:

OLLIE

HEY! EVERYBODY IN THE STORE! YOU WANNA COME BACK HERE AND HEAR THIS! IT CONCERNS EVERYBODY!

(to David)

Am I doing all right?

DAVID

Fine.

OLLIE

Mr. David Drayton has something to tell you! You need to hear it in case you were planning on leaving!

People gather. Amanda and the other women appear. Sally brings Billy, the boy confused and rubbing sleep from his eyes, as:

BUD

I don't know what you people think you're doing, but I can tell you it's going to be reported to the Federal Foods Company! All of it!

(to Ollie)

You're drinking, for God's sakes! You want to lose your job? I'll be taking down names...

(glances to David)

...starting with you! And make no mistake -- there may be charges!

OLLIE

Fine, Bud, write down your names, but in the meantime, shut the fuck up. And listen.

Bud reacts as if slapped, stunned that Ollie just spoke to him like that. Bud glances to David -- go ahead. David hesitates, all eyes now on him.

DAVID

Okay. Here's how it is. I don't know what this mist is...but there are things in it. And they're dangerous...

MIKE HATLEN, one of the town selectmen, speaks up:

MIKE

Things, David? What kind of "things?"

DAVID

We went back in the loading dock.
Five of us. Jim and Myron...Ollie
and me...Norm, the bag boy. We opened
up the loading door so Norm could
go out and clear the exhaust vent
for the generator. Something came
out of the mist and took him.

BUD

Took him? What do you mean? Where
is he?

DAVID

Gone. It killed him. Dragged him
off.

(off their looks)

I can't tell you what it was. All
we saw were tentacles.

This gets a few nervous chuckles, which spurs Norton:

NORTON

Tentacles, he says! The Tentacles
from Planet X!

(looks to Bud)

It's a lie, you know. These people
just lie each other up.

BUD

Of course it's a lie. It's lunacy.

(hollers)

NORM? WHERE ARE YOU?

Nothing...just silence. People looking nervously around.

OLLIE

You honestly think he's hiding?
Having a laugh at your expense? Is
that what you truly think, Bud?

ANGLE TO Amanda and Sally, Irene and Hattie. Sally's got her
arms protectively around Billy. Everybody waiting, listening.

SALLY

(getting scared)

NORM?

DAVID

Go ahead. Search the store. You
won't find him.

BUD

(hesitates)

NORM! SHOW YOURSELF! RIGHT NOW THIS
VERY INSTANT!

MRS. CARMODY (O.S.)
 Little Normy's gone. Death took
 your little Normy.

All eyes turn. Here she comes in her canary-yellow pantsuit.

MRS. CARMODY
 You listen but don't hear. You hear
 but don't believe. Who wants to go
 outside and see for himself?

(looks to David)
 And what do you propose to do about
 it, Mr. David Drayton? What do you
 think you can do about it?

SALLY
 Can't somebody make her shut up?

MRS. CARMODY
 Are you scared, dearie? No, not
 yet, but you will be. The End Time
 has come. The moving finger has
 writ, not in flames, but in mist.
 The earth has spewed up Hell's
 abominations, and when you see them
 face to face, oh then you'll be
 scared, yes, scared aplenty when
 they drag you off! You'll be with
 little Normy soon enough!

OLLIE
 (takes her elbow)
 That's enough now, Mrs. Carmody.
 That's just fine.

MRS. CARMODY
 Don't you touch me! It's the end of
 everything! It's death!

BEARDED BIKER
 It's a pile of shit.

MYRON
 Look, mister, don't you think we
know how this sounds? But it's the
 flat-out truth. We all saw it.

DAVID
 (to Bud)
 Don't take our word. Come look.

BUD
 Lead the way, Mr. Drayton. Let's
 get this foolishness over with.

David turns, glances to Jim and Myron. They don't want to go,
 but they nod in agreement anyway. They all enter:

THE LOADING DOCK

The men enter, flashlight beams sweeping the shadows, faces pale and ghastly. Bud's bravado is draining away...once you get a person in the dark, logic flees. He can see the place is trashed: boxes knocked over, toilet paper rolls everywhere.

David brings him toward the loading door. Bud's flashlight beam finds the blood on the floor, a lot of it, long streaks already turning brown, leading to the big roll-up door...

...and there, curled on the ground, is that bit of tentacle, looking rubbery.

BUD
(a whisper)
What the hell?

David grabs the mop handle, pokes the tentacle...once, twice.

It moves, making Bud jump, the fragment clenching and unclenching convulsively, its barbed mouth gaping open as if screaming...then it curls up and goes still again. Now that it's finally dead, it decays before their eyes at a startling rate. Bud makes a choking sound of shock and disgust...

IN THE MARKET

...and they exit. Bud pauses, faces everybody in the store.

BUD
People. It appears we may have a
problem of some magnitude here.

WE FADE TO BLACK AND BRING UP A TITLE:

THE FLAT EARTH SOCIETY

EXT. MARKET/PARKING LOT - DAY

A DRIFTING SHOT takes us ominously through the Mist, past the vague shapes of parked vehicles...and the market looms from the murk, materializing before our eyes as CAMERA MOVES to the windows to reveal:

People inside. Piling big 50-pound bags of fertilizer and dog food like sandbags along the plate glass...

INT. MARKET - DAY

CAMERA HERE IS HANDHELD, DRIFTING AND PROBING, always restless, always on the move:

WE PULL BACK from DAN MILLER, a middle-aged man on a ladder, taping the cracks in the glass with packing tape while JOE AND BUDDY EAGLETON (brothers) hold the ladder.

ANGLE DRIFTS BACK through a lot of activity -- bag after bag being laid down, more arriving from the back of the store, while other items are also gathered and laid out:

Mop handles. Cans of charcoal fluid. Knives. All impromptu defensive items. ANGLE FINDS Billy -- the boy's in plain view of his father, being watched by Sally. Nearby, Norton is with his "group," about ten people who have gravitated to his side.

NORTON

You people are getting stampeded, don't you see? You have four witnesses to this supposed event. One of them I don't trust at all because he has a grudge against me. Of the remainder, two are hopelessly inebriated...

He indicates Jim and Myron, who (yes) are pretty shitfaced by now and still sucking down the beers.

OLLIE

What about the fourth? I guess that would make me a flat-out liar.

NORTON

Yes, it would. I find that far easier to believe than tentacles.

OLLIE

Tell you what, Mr. Norton. Why don't you go out that door and around back? There's a big pile of return bottles Norm and I put out there this morning. You bring back one of those bottles...even one...I'll take off my shirt and eat it.

NORTON

I refuse to be sucked in by your pathetic delusions. The evidence here is flimsy bordering on ludi--

DAVID

(cuts him off)

This isn't a courtroom. You're not arguing a case. And you're not doing anything but damage talking the way you are.

NORTON

And you can throw as much cow's blood around the loading dock as you want, you're still not fooling anybody...

OLLIE

Leave it alone, David. You can't convince some people there's a fire even if their hair is burning. Denial is a powerful thing.

NORTON

This is absolutely moronic.

Norton withdraws in disgust toward the back of the store.

NORTON

Anybody who wants to discuss this rationally to find a means of rescue are welcome to join me. Those who want to take part in his travesty, go right ahead. I'll have no part of it, nor would any thinking person.

ANGLE SHIFTS (remember, CAMERA is drifting, restless, on the move) to Mrs. Carmody eyeing them, sucking on a Tootsie Pop:

MRS. CARMODY

Keep thinking, Mr. Lawyer. There is no defense against the will of God. No court of appeals in Hell.

(to David)

No defense here, neither. Not with all the bags of fertilizer in the world, not even if you stack 'em high as that prideful tower in Babel. They all just bags of shit now, ain't they?

AMANDA

I guess you'd be the expert on that.

Dan enters frame, Joe following through with the ladder.

DAN

Got those windows taped up. Perhaps it'll do some good.

David and Ollie trade a look -- they can't believe that, but don't want to be discouraging either. Amanda is the only one who catches it. She draws closer:

AMANDA

That bad?

David just give her a subtle nod -- yeah, that bad.

MRS. CARMODY

I have seen the signs. I have read the Revelations. There are those here I have told, but ain't none so blind as those who will not see.

She moves to the windows, pointing out at the Mist.

MRS. CARMODY

"And the temple was filled with the smoke from the glory of God, and from his power; and no man was able to enter the temple till the plagues of the seven angels were fulfilled."

MIKE

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

MRS. CARMODY

Proposing? Why, I am proposing that you prepare to meet your maker, Michael Hatlen!

MYRON

Prepare to meet shit! Woman, your tongue must be hung in the middle so it can run on both ends!

Myron's advancing on her, but Jim restrains him.

JIM

Come on, pal, easy now...

People are pausing now, drawn to the confrontation, as:

MRS. CARMODY

Doubters will doubt to the end! Yet a monstrosity did drag that poor boy away! Things in the mist! Every abomination out of a bad dream! Eyeless freaks! Pallid horrors! Do you doubt? Then go out! Go on out and say howdy-do!

A LITTLE GIRL bursts into tears, buries her face against her FATHER'S leg. The adults are either disgusted or fascinated, but all are silent and listening now.

FATHER

Shut up, lady, God's sakes.

David glances over, sees Billy peering with wide eyes.

DAVID

You'll have to stop now, Mrs. Carmody. You're scaring the children. My little boy.

MRS. CARMODY

The children should be scared. Oh yes they should. Their heads been
(MORE)

MRS. CARMODY (CONT'D)
 filled with lies, all this talk of
 modern God. Only one true God, the
 God of the Israelites. He's a stern
 and vengeful God, and we been mocking
 Him far too long. Now he's calling
 us to pay our debt in blood.

AMANDA
 Blood?

MRS. CARMODY
 That's right missy thing, blood.
 Like what trickles down your leg
 once a month. Why you think God
 gave women the curse? As a reminder.
 But that's just been a downpayment.
 Now we pay the rest.
 (looks around)
 Read the Good Book! It calls for
 blood! Expiation! Sacrifice!

Amanda steps up calmly and slaps her hard across the face.

AMANDA
 You shut up that bad talk.

Mrs. Carmody touches a hand to her mouth, finds a little blood
 there. It makes her smile...and she holds it up for all to
 see. Amanda backs away, realizing just how crazy she is.

AMANDA
 Sorry, folks. This lady's perspective
 on things is a little too Old
 Testament for my Lutheran tastes.

SALLY
 She had it coming! I'd have done it
 myself!

Carmody singles Sally out, drifting ominously toward her.

MRS. CARMODY
 They'll get hold of you. Not today.
 Maybe tonight. When darkness comes.

Sally shies back. Carmody turns slowly, addressing them all
 now, eyes going from face to face.

MRS. CARMODY
 They'll come at night, and take
 someone else. See if they don't.
 And when they do, when you're next,
 then you'll come weeping to me.
 You'll beg Mother Carmody to show
 you what to do.

OLLIE

That's fine, but until then, if you don't shut up, we'll wrap some of this tape around your mouth.

MRS. CARMODY

You try it, Ollie Weeks.

(turns to Amanda)

And you, bitch. Hit me again if you dare. You'll be on your knees to me before it's through.

She plants her Tootsie Pop back in her mouth, drifts quietly off. People get out of her way. ANGLE FINDS one terrified WOMAN, pale and watching...already believing.

FAVORING DAVID

as the moment ends, everybody around him freaked-out and grimly silent as they drift off to resume their preparations.

OLLIE

Those of you who aren't locals should know that Mrs. Carmody is well known in town for being unstable.

BEARDED BIKER

No shit. What was your first clue?

MIKE

Okay, we can use the charcoal fluid and mops to make torches. And we got knives and such, God knows.

AMANDA

Which God, hers? He likes knives, apparently...

DAN

This may be a silly question, Bud, but you don't happen to have a gun in the store?

BUD

Please. This isn't Dodge City. Or Los Angeles.

An old man, AMBROSE CORNELL, pipes up:

AMBROSE

Got a shotgun in my truck. I could try for it, if you want.

DAVID

I don't think that's a good idea, Mr. Cornell.

AMBROSE

I don't either, son, but I thought I'd offer.

DAN

Well, I didn't think so...

AMANDA

Hold on a minute.

All eyes turn to her. She looks very self-conscious as she opens her purse, digs around, and pulls out a small Smith & Wesson J-frame revolver.

AMANDA

This gun...my husband's idea.

(embarrassed)

He insisted. He's away on business a lot. It's not even loaded.

AMBROSE

So what good is it?

She goes into her purse again, brings out two plastic speed-loaders, each containing six rounds.

DAVID

You know how to use it?

AMANDA

I shot it only once, on a target range.

Dan takes the gun, manages to fumble the cylinder open.

MIKE

Okay, we got a gun. Who knows how to shoot it? Well, I mean.

People glance around at each other. Then, reluctantly:

OLLIE

I do.

BUD

You? You'll be too damn drunk to see before dark.

OLLIE

(ignoring him)

I've done a lot of target shooting. I was state champion back in '94.

David gives Ollie a look -- the little assistant manager is full of surprises. Ollie takes the gun, loading and handling it with deft expertise. He cracks the cylinder, applies the speed-loader, shuts the cylinder with a flick of his wrist.

DAVID

Okay. You're in charge of the gun.

(to Amanda)

If that's okay?

Amanda nods, relieved. Mike and Dan move off to help the others piling the bags, while:

David goes to Billy and Irene. The boy's eating a Hershey bar. David kneels, puts his hand on Billy's forehead.

DAVID

Feeling better, champ?

BILLY

(nods solemnly)

How come nobody comes and rescues us? Why don't those Army men call their friends to come get us?

David glances over, sees Bisby, Jessup, and Donaldson apart from everybody else, having some kind of quiet but heated debate -- in fact, they seem on the verge of an argument. David finds it odd, but doesn't give it that much thought.

DAVID

I don't know.

BILLY

You think Mommy's okay?

DAVID

Billy, I just don't know. I wish I did, but I don't.

BILLY

(eyes brimming tears)

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

David hugs him, pulls him close.

DAVID

Mommy loves you, Billy. And I bet she's fine. I promise you I'm going to do everything I can to get us back to her, okay? That's all you have to think about.

Billy nods, miserable. David feels helpless, desperately wanting to believe it himself. He looks up at Sally and Irene. Sally's trembling, tears running down her face.

DAVID

Sally? Your folks still in Boston?

SALLY

Yeah. Till next week. So I guess they're okay.

IRENE

I'm sure they are. You just be strong for them, dear.

Suddenly, RAISED VOICES are heard coming this way:

JOE (O.S.)

You're crazy if you go out there!

NORTON (O.S.)

Let us pass! Let us pass, please!

David rises. Norton and his group (now only five people) appear with Joe dogging them, Mike joining in:

MIKE

Wait, please, let's talk this thing through...

NORTON

We have, and we've made our decision. We're leaving.

DAN

Whoa, now, hang on! Mike's right, we can talk it over, can't we? Mr. Mackey's gonna barbecue some chicken on the gas grill, we can all sit down and eat and just--

NORTON

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

MIKE

"Your" people? What kind of talk is that? They're people, that's all. You want to get 'em killed? There are, for want of a better word, things out there in the mist--

NORTON

Things, you say. We've been here since this morning, and I have yet to see a "thing." Nor has anybody else, and people have been staring out at that mist for hours.

(looking around)

Who has yet to see one?

JIM

Back in the loading dock, jackass,
dig the wax out of your ears!

NORTON

No, no, no! That ground has been
covered and covered!

(turns)

Listen, everybody! We have
experienced some sort of natural or
manmade disaster! That's all! The
only way we can help ourselves is
to seek rescue! We're going out!

IRENE

No! You can't!

One of Norton's group, an ELDERLY WOMAN, faces them:

ELDERLY WOMAN

Will you restrain us? Will you?

The challenge is clear...use force or let them go. Softly:

DAVID

No. No, ma'am, I don't think anyone
will restrain you. Brent, listen...

NORTON

I'm not discussing this further.
Certainly not with you.

DAVID

I know. I'm just asking a favor.

Off Norton's questioning look, David grabs a package of white
clothesline from all the supplies that have been gathered.

DAVID

Will you tie this around your waist?

NORTON

What in God's name for?

DAVID

It'll tell us you got at least three
hundred feet.

Something flickers in Norton's eyes -- a hesitation, like
Norm had before he opened the loading dock door. But then:

NORTON

No. I will not.

BEARDED BIKER (O.S.)

I'll do it.

All eyes turn.

MIKE

You throwing in with him?

BEARDED BIKER

Me? No thanks. I think your man there's a little too tightly wound. Gonna get somebody killed.

(to Ambrose)

I'm thinking we could use that shotgun of yours. I saw where you parked when I pulled in. Red pickup, right? Far entrance.

Ambrose weighs this, digs his keys out, offers them.

AMBROSE

You got brass balls, son. Shells are in the glove compartment. You can drive back. Pump the pedal three times to get 'er started.

The biker takes the keys, ties the clothesline to his belt (which has a huge "Live Free Or Die" buckle). Norton's bristling, but has no choice.

OLLIE

You want a knife?

The biker lifts his shirt, reveals a buck knife in a scabbard.

BEARDED BIKER

Got one. You just see to paying out that line. If it binds up, I'll cut 'er loose. Just so you understand.

David nods. He turns to Norton, holds out his hand.

DAVID

Brent. Good luck, man.

Brent just stares at David's hand like it's a foreign object.

NORTON

We'll send back help.

Norton goes to the door, pushes it open, steps out. The others in his group file out after him...except one MAN, who freezes.

Norton glances back at him. The guy just shakes his head, backs away in fear. Norton dismisses him in disgust.

The biker pauses at the door, looks back at Mrs. Carmody.

BEARDED BIKER

Hey, crazy lady. I believe in God, too. I just don't think he's the bloodthirsty asshole you make Him out to be.

MRS. CARMODY

Take it up with the Devil when you drop in on him. Chew it over at your leisure.

She gives him a chilly smile. He just turns, exits.

MRS. CARMODY

They'll die out there. Mark me.

Norton's group starts off. People crowd to the windows, peering over the "sandbags," watching. David and Ollie pay out the clothesline, keeping it from tangling.

The group gets indistinct very quickly...then vanishes from sight, swallowed by the Mist.

Silence now. Tension thick. People straining to see or hear anything. The only sound is the clothesline quietly reeling out, rubbing softly against the door jamb.

The seconds tick by. The line keeps being drawn out, foot after foot, yard after yard...

It suddenly stops, goes slack in David's hands. Pause.

It starts again. Everybody remembers to breathe. The rope keeps going, at least two hundred feet of it now gone, closing in on three quarters. People are starting to get hopeful..

OLLIE

(a whisper)

They're doing good. Real good.

...and suddenly the line is yanked taut. David screams as it rope-burns through his hands, whipsaws crazily from side to side in the door, goes still, starts whizzing out again. David is holding on, getting dragged, Ollie grabbing him and trying to hold him back...

FAINT, DISTORTED SOUNDS come wavering out of the Mist, weird and surreal: distant hellish screams, somebody yelling, a few snatches of words...

ELDERLY WOMAN (O.S.)

--off me--oh Lord--off--

And now come other sounds, weirder by far: a long, unearthly HOWL gives way to deep snufflings and savage, tearing GRUNTS...

David yells, feet dug in, others jumping in to help, keeping him from being pulled out the door...

And the line abruptly goes slack out there. They fall back in a tangled heap. A final distant HOWL dies away to nothing...

David scrambles, pulling the line in as fast as he can, trying to find the end of it. It piles up at his feet, the rope turning red as it's reeled in, soaked with blood, and:

Here come the biker's legs getting dragged across the pavement like a huge piece of bloody bait, the rope still looped through his belt...but that's all that's left of him. Everything above the waist is bitten off, gone.

AMANDA

(near tears)

Oh, God, close the door!

Myron slams the door, face white, scared sober. Nobody speaks in the long, shocked silence that follows, except:

MRS. CARMODY

(placid, quiet)

Now do you see? Now do you believe?

WE FADE TO BLACK AND BRING UP A TITLE:

WHEN DARKNESS CAME

INT. MARKET - DAY/DUSK

Battery-operated Coleman lanterns are being switched on and set out, people's faces harsh and colorless in the glare...

TRACKING SHOT brings us along the sentries stationed at the barricaded plate glass, eight men peering out. Improvised weapons are close at hand, including several mops with their heads sitting in buckets of charcoal fluid.

Outside, all is Mist. Night is coming, deepening the shadows, wrapping the store in a shroud. The sodium vapor lamps in the parking lot look like eerie, distant planets in the gloom.

Ollie's at the end of the sentry line, peering out, gnawing a chicken leg. Suddenly, a shadow seems to glide past out there. He pauses, blinks, rubs his eyes. He glances over, sees Dan staring at him, gives him a strained smile.

OLLIE

You stare at something long enough,
your eyes play tricks on you.

DAN

(softly)

I saw it too.

Off Ollie's look, we go to:

INT. EMPLOYEE LOUNGE - DAY/DUSK

"Lounge" is overstating things -- it's little more than a coffee room with a few lockers, a table and chairs, vending machines, faded safety posters on the walls.

CAMERA DRIFTS ominously, finding Sally. She's at her locker, uniform hung up, gym bag at her feet, just pulling on her jeans. She seems very vulnerable in here all alone.

She gets her sneakers on, grabs her gym bag, heads for the exit, comes around the lockers --

Somebody's there. She stifles a scream, drops her bag.

It's Jessup, the young soldier she was smiling at earlier at the checkstands when he first came in.

SALLY

Wayne. Jesus. You scared the shit out of me.

JESSUP

Sally--I'm sorry. Really. My bad.
(hesitates)

I...I saw you come in here. I thought...thought I'd come in and say hi. See how you're holding up.

SALLY

Barely. How about you?

JESSUP

Worried about my folks, I guess. You know they live up on Shoreham Road...less than five miles from here. This mist...who knows how far it's spread...
(pause)

What about yours?

SALLY

They're out of town right now.

JESSUP

That's lucky. Means they're okay.

Sally nods, trying to keep it together.

SALLY

How soon you shipping out?

JESSUP

Couple of weeks.

SALLY

You scared about going over there?

JESSUP

Yeah. Sure I am.

Their eyes meet. Pause. We feel the weight of things between them that have been left unsaid for a long time.

SALLY

Wayne? How come you never asked me out? We flirted all through high school. I know you like me. So how come you never asked me out?

JESSUP

Dunno. I always wanted to. Stupid, I guess.

She kisses him. It turns passionate. They start getting carried away...but she stops, pushes him away...

JESSUP

(backs off)

...shit, I'm sorry...

SALLY

...no, don't be, it's just...

(beat)

Shit. I don't want it to happen like this. Not in a shitty locker room at work. It's not exactly the way I always imagined it, y'know?

JESSUP

(nods, beat)

Let's just stay in here a while, then...okay? Just the two of us?

She lays her head on his shoulder...

INT. MARKET - DAY/DUSK

...and we find David's group sitting in an aisle: Billy, Amanda, Irene, Hattie. They're having a desultory meal of grilled chicken. Hattie's got Billy, clinging to him. David can't help noticing she's tense, verging on hysterical. He tries a tactic to get Billy out of earshot for a moment:

DAVID

Hey, you gotta eat, big guy. Keep your strength up.

BILLY

I'm not hungry.

DAVID

Well, maybe you'd bring me some more, huh? Go back there and get me some from Mr. Mackey, okay?

AMANDA

I'll go with you, Billy. Would that be okay?

BILLY

'kay.

David gives Amanda a grateful look. She rises, takes Billy's hand, heads toward the back. David looks to Hattie.

DAVID

You gonna keep it together?

HATTIE

How bad will it be tonight?

DAVID

Hattie, I just don't know.

HATTIE

You let me keep Billy as much as you can. Okay? David, I'm...I think I'm in mortal terror. Yes, I believe that's what it is. But if I have Billy, I think I can be all right. I can be all right for him.

IRENE

We're all terrified, dear. There's no shame in it.

HATTIE

I'm so worried about my Alan. The last I saw him, he was out back mowing the yard. He's dead, I think. In my heart, I'm sure he's dead.

DAVID

You don't know any such thing.

HATTIE

What about Steff, David? Don't you have some feeling about...about whether she's all right?

DAVID

It's killing me not knowing. That's why I'm gonna keep it together and not give up hope. So I can get us back to her, me and my boy. That's all that matters.

Suddenly, Ollie's there, beer in hand, crouching down:

OLLIE

There are things moving around out there.

DAVID

What do you mean?

OLLIE

Shadows. Things in the mist.

(off David's look)

I'm not drunk. I've been trying, believe me. Wish I could. I thought my eyes were playing tricks, but Dan saw it too. So did Arnie Simms.

Ollie tosses a careful look over his shoulder at Mrs. Carmody. She's sitting by herself, eating chicken ravenously with her hands, surrounded by bones like some cannibal queen.

OLLIE

That woman is nuts, but she may be right about one thing...I think those things out there get more active when it gets dark.

(checks his watch)

Daylight's just about gone.

— David looks up, sees Billy and Amanda returning up the aisle, Billy carefully carrying a plate of chicken. David smiles, sees the boy munching a leg.

AT THE BARRICADE

GORDON ENNIS is manning his post, eyes glazed from boredom and exhaustion. He clicks on one of the Coleman lanterns so he can see, takes his eyes off the Mist long enough to snag a piece of chicken, turns his eyes back to the window...

...and a flying thing comes right out of the Mist and SLAMS to the plate glass with a LOUD THUMP, attracted to the light, clinging there before his eyes. Gordon jerks back...

DAVID'S GROUP

...and Amanda freezes as Gordon's SCREAM erupts from the front of the store. Billy drops the plate, food all over the floor and his sneakers. David and Ollie jump to their feet --

DAVID

Hattie! Watch Billy!

-- and they burst from the aisle to see Gordon staggering away from the barricade in terror, fleeing toward the back. Sally and Wayne Jessup come running from the employee lounge, see David and the others racing toward:

THE BARRICADE

People come crowding. And what they see clinging to the glass blows their minds with shock and disgust: a segmented BUG about two feet long, eight legs holding the glass with sucker pads, asymmetrical clusters of eyes revolving on individual stalks, clear membranous wings flexing wetly, a barbed stinger where the sexual organ might be.

AMANDA

Oh, God...

As they watch, more of the bugs come flitting out of the Mist, thump-thump-thumping to the glass, clinging there...a swarm of them, varying in size from one to two feet, milling aimlessly, crawling over one other, dumb as houseflies.

Mrs. Carmody comes strolling with a chicken leg in hand, licking grease from her fingers, eyes gleaming.

MRS. CARMODY

"And there came out of the smoke
locusts upon the earth, and unto
them was given power, as the
scorpions of the earth have power."

(a whisper)

Wow. Look at those stingers.

Ollie reaches up, gently taps the glass. A bug takes off, then lands again. Other people start tapping the glass, making the swarm flit off, but they always come back, settling.

AMANDA

(realizing)

The light. I think they're attracted
to the light.

OLLIE

Maybe we should douse the--HOLY SHIT!

His words are lost as a bigger and more awful thing appears:

We'll call it a "bird" -- it's like a pelican in size, but a miniature pterodactyl designed by Hieronymus Bosch in looks: a sharp triangular head with diseased orbs for eyes, a beaked snout snaggly with teeth, flapping leathery wings. It snatches a bug off the glass and tosses its head back, scarfing and gobbling, the bug squirming down its gullet. The creature then flaps off and vanishes as abruptly as it appeared.

A long beat of frozen silence, and then:

Suddenly, more "birds" appear, swarming like seagulls in a feeding frenzy. They start THUMPING the glass, crashing into it -- WHAM, WHAM, WHAM! The glass starts cracking from the repeated impacts, threatening to give way.

Utter pandemonium ensues: people screaming, some sobbing, many running to the back of the store.

DAVID
DOUSE THE LIGHTS!

People scatter in all directions to extinguish the lanterns, some pressing their hands against the glass to keep it from imploding, everybody yelling at once.

IN AN AISLE

Hattie screams as a flood of people rush past toward the back, protecting Billy from the stampede. An OLD LADY falls right in front of them, screaming as she gets run over.

AT THE FRONT

THUMP, THUMP, THUMP -- the pterodactyl-birds are striking the windows, glass cracking and crazing under the assault, and:

WHAM! One of them hits the glass and a corner chunk of window falls in, smashing on the ground -- a hole is now opened up.

A BUG scurries through, comes down the glass and onto the bags of fertilizer. A sentry, TOM SMALLEY, gapes up at it in horror, smashes it with a mop handle. The bug falls writhing to the floor. Smalley slips, goes to his knees, whacking it over and over, trying to kill it, as ANGLE WHIPS TO:

David dunking a mop into a bucket of lighter fluid, yelling:

DAVID
OLLIE, WE GOTTA PLUG THAT HOLE!

They look over, see Smalley whacking the bug, but:

Above him, more bugs are entering, climbing out across the barricade bags, taking to the air, swarming. People are running and screaming, trying to kill them with mop handles.

Amanda's in the thick of it, swinging a garden rake. She impales a bug in mid-air, slams it to the ground, whacks it to pieces. She ducks as another bug whizzes past her head like a huge hornet, heading toward Sally...

AMANDA
SALLY, LOOK OUT!

...but Sally turns too late, the bug ramming its stinger deep in her neck. She SCREAMS and falls to the floor, trying to tear it away. People rush in, including Jessup, flailing with jackets and stomping the bug, as ANGLE WHIPS BACK TO:

David, as he sees: a 50-pound bag of fertilizer at the top of Smalley's barricade is shifting, about to fall.

DAVID
SMALLEY, LOOK OUT, HEADS UP!

But Smalley never even hears him -- the bag slides, SLAMS down on his head, lays him out cold, as:

A pterodactyl-bird pokes through the opening in the glass, beak gnashing. It scrambles through, wings folded, perching on the bags like a gargoye.

AMANDA
SHOOT IT! SHOOT IT!

OLLIE
I CAN'T! I'LL HIT THE GLASS!

DAVID
GIMME A LIGHT! I NEED FIRE!

Joe Eagleton comes running with his Zippo lighter, fumbling the wheel, getting sparks but no flame, as:

The "bird" tilts its head, eyeing Smalley unconscious on the floor below it. The creature hops down onto Smalley's back, landing in a flap-and-flutter of wings, and then:

To everybody's horror, the creature dips its head and rips Smalley's neck away in a gout of blood with its beak, shrieking as it throws its head back and starts to feed...

— Amanda grabs a three-pack of disposable lighters from the impulse rack, desperately trying to rip the package open, as:

A second "bird" comes through the hole, flapping into the air over their heads and sailing down an aisle. Ollie turns and runs after it, gun aimed, trying to get a clear shot...

Amanda gets a lighter out, tosses the remainder of the package to Joe. She starts desperately trying to get a flame, but:

AMANDA
Goddamn child-proofing sons of
bitches!

She gets a flame, thrusts it. David's mop erupts in flames, WHOOSH, instant torch.

He rushes forward, jabbing the flaming weapon at the monster feeding on Smalley. The creature shrieks and flaps, fighting back, clawing the air in fury, gobbets of bloody flesh caught in its teeth.

Suddenly, Dan is at David's side, squeezing a jet of charcoal fluid from a can. The fluid sprays the monster, soaking it, catching it on fire. The creature SHRIEKS and takes to the air wrapped in flames, trying to fly away, as:

SALLY

lies convulsing on the floor, the sting from the bug swelling her neck up to twice its size, face and neck going black and blue, dying horribly before our eyes, Jessup kneeling in a helpless white-hot panic, grabbing her flailing hand...

JESSUP

...don't do this, Sally, don't do this, you're gonna be okay...

ANGLE WHIP-PANS with Joe as he runs to a mop standing in a bucket of charcoal fluid, frantic. He pulls the mop, ignites it with a Bic -- WHOOSH, up it goes -- but he trips on the bucket and goes sprawling, lighter fluid everywhere, and:

WHOOM! He's caught in a fiery explosion, FIREBALL rising to the ceiling, Joe writhing and screaming in the flames. Men come running, trying to slap out the flames with furniture pads, everybody screaming, sheer chaos:

MIKE

WHERE ARE THE GODDAMN EXTINGUISHERS?

DAVID

ducks as pterodactyl-bird #1 flaps past his head wrapped in flames, dropping burning pieces of itself. David pursues it with his mop, the creature shrieking and burning and bashing into shelves, bringing down cans and jars. David chases it down, smacks it to the floor, beating it to death, while:

OLLIE

races down the aisles, yelling for people to get down, trying to get a clear shot at Bird #2 as it shrieks and flaps through the air. Somewhere, Mrs. Carmody is screaming, exultant:

MRS. CARMODY (O.S.)

"...a great voice from the temple saying to the seven angels, go your ways, and pour out the vials of the Wrath of God upon the earth..."

Ollie almost gets a shot off, but a SHRIEKING WOMAN with a toddler suddenly pops up in his sights -- he barely manages to avoid shooting her, holds his fire as the "bird" rises up, circling off over the aisles...

POV OF BIRD #2

zooming in flight over the store, passing the aisles below, people running and screaming, and our POV soars over Mrs. Carmody gazing up and shouting:

MRS. CARMODY

"...and there fell a noisome and grievous sore upon men which had the mark of the beast..."

FRONT OF THE STORE

Men blast the flames with extinguishers. David runs in, pulls Joe from the fire, Amanda smothering his flames, while:

THE HOLE IN THE WINDOW

CAMERA PUSHES IN as a monstrous CENTIPEDE pokes its head over the lip, squirms through, its million scrambling legs rattling over the bags and down the front of the barricade and onto:

THE FLOOR

It comes fast toward us, the size of a huge boa constrictor, mandibles clacking, streaming up the aisle toward:

Billy. Held by Hattie Turman. Both frozen in utter shock and terror, mouths gaping in silent screams as the huge centipede-thing bears down on them like a speeding train.

Suddenly, Irene Reppler lunges into frame, bellowing like a lunatic, a can of Raid (the big size) in each hand. She sprays the centipede-thing right in the face. It recoils, chittering and convulsing as she coats it with insect killer.

Irene strikes a wooden kitchen match, using it to turn a can of Raid into a flamethrower -- WHOOSH! The centipede bursts into flames, whipping and convulsing as it gets barbecued. Irene goes marching up the aisle toward the front of the store, grabbing a cheap tennis racket from a display as she goes.

THE FRONT OF THE STORE

The men are reeling, scrambling to plug that hole in the glass. David jams a mop handle up there, shoving hard to keep a third screeching, flapping pterodactyl-bird from getting in.

DAVID

HELP! WE GOTTA PLUG THIS HOLE!

A BUG suddenly scurries from behind the bags, skittering onto his arm and poisoning its stinger. David SCREAMS, but can't let go of the mop or the "bird" will get in. Suddenly:

Irene appears at David's side, blasting the bug with Raid. It reels back and she whacks it to paste with the tennis racket for good measure, screaming at the men:

IRENE

PLUG THE GODDAMN THING!

Mike, Dan, and a few others come running with a sheet of plywood, struggle it up onto the barricade, lay it flat against the glass, Dan taping it in place like mad, while:

PRODUCE SECTION

A MAN runs as pterodactyl-bird #2 comes flapping up behind him and slams him to the floor. The man struggles, SCREAMING as the creature tries to tear his face off, and:

BLAM! A bullet smacks through the creature, flipping it off the man. The monster shrieks, struggling to rise. Ollie, down at the far end of the aisle, FIRES again and blows the thing's head apart. It dies in a thrashing heap.

FRONT OF STORE

The last few lanterns are doused, plunging the store into final darkness. All we're left with is the faint, otherworldly sodium-vapor glow seeping in from the parking lot lamps, as:

CAMERA DRIFTS PAST their faces...dazed disbelief, bone-deep shock...past Tom Smalley lying facedown and dead in a pool of blood...past Joe on the floor, moaning with third-degree burns, charred hands looking like claws...

JOE

...oh God...I'm hurt...ain't I hurt
bad, though...oh God...

...and we come to Sally, dead and staring, neck horribly swollen, Jessup weeping over her. David's on his knees at Joe's side, staring at Sally, aghast. He looks up, meeting Amanda's gaze, as:

TERRIFIED WOMAN

She was right. She said it would
happen like this. She said they'd
come at night. She told us that
girl would die.

All eyes go to Mrs. Carmody, who's watching everything with a brittle smile of intense satisfaction...

WE FADE TO BLACK AND BRING UP A TITLE:

THE FIRST NIGHT

INT. MARKET - NIGHT

We're hearing sounds in the night...things moving around in the Mist in the dark...distant, raptor-like shrieks...the flappings of strange wings...the deep grunts of huge unseen beasts in a world now primordial...

People huddle in the dark (lit only by tea-candles) like our ancestors in their caves, just trying to get through the night...exhausted, dazed with disbelief, etched with despair...

Some are tossing in sleep. Some are awake, looking like they'll never sleep again. Some are drunk and passed out; some are drinking and trying to get there. Some are just hugging their knees and staring at nothing, minds gone bye-bye.

The three soldiers are chain-smoking and sharing a bottle of Jack Daniels. Jessup is shellshocked, numb.

ANGLE FINDS the only person who seems to be thriving in this horror: Mrs. Carmody. She's on an altar-like sprawl of crates, lit by votive candles, preaching in a low hypnotic monotone to the FOUR PEOPLE who have joined her.

DAVID

is slumped, dozing. Irene and Hattie are asleep. Across from him is Amanda, curled up with Billy on a furniture pad.

David comes fully awake. He realizes Amanda's watching him. A long look passes between them. In whispers:

AMANDA

This isn't going to end. Is it?

David says nothing. She reaches her hand across the floor, touches his. There's a connection growing here...possibly an uncomfortable one. David checks the time, whispers:

DAVID

My turn on watch. I won't be far.
Just up there. Okay?

She nods. David rises, drapes a flashlight with fabric to keep the beam dim, heads off.

OLLIE

is watching over the injured as best he can, making do with slim over-the-counter resources. Joe has serious third-degree burns, shivering and moaning under a furniture pad, half-conscious. The lady who got trampled has her broken arm in a makeshift sling. A few other people have cuts and bruises.

David drifts from the gloom, joins Ollie. Buddy Eagleton is there too, keeping vigil over his burned brother.

DAVID

Joe? How you holding up, partner?

JOE

D--David? That you?

DAVID

Yeah, pal. How you doing?

BUDDY

(anguished)

It's bad. He's bad.

JOE

Yeah. Jesus. Didn't know anything could hurt like this...

(beat)

If you guys can't help me, you gotta end it, okay? Ollie's got that gun, right? Right?

BUDDY

No, uh-uh, no way.

JOE

You can't fuck around with me on this, bro. Not with me like this.

(eyes on them, pleading)

I'll do it. Just gimme the gun...

DAVID

We're not there yet, okay?

JOE

...please...please...

DAVID

Joe, now listen. We're gonna work something out. Just hang on a little more. Will you do that?

(to Buddy)

Stay with him. We'll be back.

Buddy nods. David motions for Ollie to follow him. They rise, heading toward the front of the store, whispering:

OLLIE

We can't just do nothing while Joe dies.

DAVID

I know. I've been thinking.

(off Ollie's look)

About that pharmacy next door.

David motions him toward the barricade.

AMANDA

carefully pulls away from Billy so as not to wake him, crawls to Hattie, whispers:

AMANDA

Hattie? I need to go to the bathroom.

Will you watch Billy?

(no response)

Hattie?

She touches Hattie's shoulder -- and freezes. Something's very wrong. Filling with dread, Amanda reaches for a tea candle, brings the light closer...

TIGHT ON HATTIE

...revealing Hattie's eyes staring...dead. As Amanda shifts the light, CAMERA PANS to reveal a bottle of prescription pills lying empty next to Hattie's hand.

FRONT OF THE STORE

David and Ollie find Dan Miller on watch. David waves Mike Hatlen over. They crouch together, speaking in whispers:

DAVID

Anything?

DAN

The last of those bugs went away around four. Dawn's coming soon.

(glances up)

What's on your mind?

David gestures to Ollie -- tell 'em.

OLLIE

It's Joe. If we don't get him on some serious antibiotics, he'll die of infection. Plus he needs painkillers in the worst way. Pain's so bad he's asking for the gun.

(off their grim looks)

All we have here is aspirin and liquor.

DAN

You're thinking about that pharmacy next door...

OLLIE

They've got Silvadene, the stuff they use in burn wards. Plus bandages, penicillin, oxycontin...

MIKE

Whoa, slow down...

(to David)

You actually considering this?

DAVID

For a start. I've also been thinking beyond that.

(off their looks)

I've been weighing this very carefully. We have to get out of here. I mean permanently.

MIKE

Why? We got plenty to eat.

DAVID

It's not about the supplies. What happens when one of those things decides to break through this window? I'm talking one of the big ones, like the one that killed Norm. What do we do then, fight it off with mops?

DAN

I've been wondering the same thing. This window's hanging by a thread. Anyway, the flaming torch idea didn't work out so well, did it? We almost burned the goddamn store down.

They look up as a figure appears from the darkness -- Amanda, looking pale and drawn. She whispers:

AMANDA

It's Hattie.

BACK OF STORE

Amanda brings them down the aisle. Billy's still asleep. Irene is sitting with Hattie's body. She looks up, whispers:

IRENE

I'll watch Billy.

The men quietly gather up the corners of the furniture pad Hattie's lying on...

IN THE LOADING DOCK

...and bring the body in. Amanda clicks on a flashlight. They lay the body atop boxes next to the two other corpses already there: Tom Smalley and Sally.

AMANDA

(shaken, near tears)

I don't know how long she was there like that. Lying there next to us. I thought she was sleeping.

David looks to the men, growing more determined than ever.

DAVID

I've got my four wheel drive out there.

AMANDA

You're talking about leaving?

DAVID

We'll try for the pharmacy first, bring back supplies for the injured. If we don't, Joe Eagleton's gonna die, and we can't let that happen. After that...

(beat)

Look, I can fit eight people in my Scout. I say we drive south as far as the fuel takes us, hope we get clear of this mist.

DAN

That's it? That's the plan?

DAVID

It's all I've got.

AMANDA

You can't mean it. Not after what happened to Norton and his group.

DAVID

They went like lambs to slaughter. Doesn't mean we have to. Amanda, think. Norton got over two hundred feet from this store. I'm parked less than half that distance from here. If that.

MIKE

But who knows how far this mist has spread? Could be the entire eastern seaboard!

DAVID

Hell, Mike, could be the entire world for all we know. We'd be just as dead either way, wouldn't we?

MIKE

We have one gun. And how many rounds?

OLLIE

I fired two. That leaves ten.

MIKE

Ten rounds, Jesus...

DAVID

Okay, so, ten. You want another reason to get the hell out of here? I'll give you the best one...her. Mrs. Carmody. Our very own Jim Jones. I'd like to leave before people start drinking the Kool Aid, y'know?

OLLIE

He's right. The flakier people get, the better she's gonna look.

MIKE

No, guys, that's just crazy. It's obvious she's nuts. Who's gonna listen to her?

AMANDA

You heard that woman out there after Sally died. That's one true believer.

DAVID

I count four. She's preaching to them right now. By noon she'll have four more. By tomorrow night, when those things come back, she'll have a congregation. Then we can start worrying about who she's gonna sacrifice to make it all better. You, Mike? One of the women? My little boy?

DAN

He's right.

MIKE

You don't have much faith in humanity, do you?

DAN

None whatsoever.

MIKE

(looks to David)

I can't accept that. I believe people are basically good. Decent. My God, David, we're a civilized society!

DAVID

Sure. As long as the machines are working and you can dial 911. You take those things away, toss people in the dark, scare the shit out of them, no more rules, you'll see how primitive they get. Scare people badly enough, you'll get 'em to do anything.

DAN

That's right. They'll turn to whatever promises a solution. Grasp at any straw.

In quiet emphasis, he places Hattie's empty pill bottle on her chest, covers her face with the furniture pad.

MIKE

Ollie, help me, back me up here.

OLLIE

With what? The Holocaust? Rwanda? The Inquisition? 9-11? Read the papers, Mike. As a species, we're fundamentally insane. You get more than two of us in a room together, we start dreaming up reasons to kill one another. Why do you think we invented politics and religion?

MIKE

I'm not convinced.

DAVID

Nobody has to decide anything now. First thing's first -- the pharmacy. That'll be our test run, okay?

WE FADE TO BLACK AND BRING UP A TITLE:

THE EXPEDITION TO THE PHARMACY

INT. MARKET - DAY

David facing his son, who's on the verge of tears:

BILLY

I don't want you to.

DAVID

It's all right, Big Bill. I'll bring you back that Spiderman comic book.

BILLY

I don't want it. I want you to stay here.

DAVID

Billy. We have to get out sooner or later. You see that, don't you?

BILLY

When the fog goes away...

DAVID

It's been a whole day now.

BILLY

Daddy...Daddy, there are things out there. Things.

DAVID

There are a lot less of them in the daytime.

BILLY

(draws close, whispering)

They'll wait. They'll wait in the fog where you can't see 'em. And when you go out and can't get back in, they'll come eat you up.

(fierce, panicky hug)

Daddy, don't go.

DAVID

I'll be back, Billy. I promise.

The boy starts to cry, helplessly and deeply. David glances up at Amanda, who takes Billy. David rises, as:

AMANDA

(quiet, intense)

If something happens...anything at all...you cut and run. Get your ass back in here. For your boy's sake.

— He slips something into her hand, whispers in her ear:

DAVID

Something happens to me, the Scout's yours. Look after Billy the best you can as long as you can.

She looks down, sees that he's given her his car keys. He goes to the front of the store as ANGLE WIDENS TO FIND:

MRS. CARMODY

And where do you think you're going, Mr. David Drayton? Are you so anxious to make your boy an orphan?

People are gathering, watching, as:

DAVID

My boy is no concern of yours.

(to everybody)

Listen up. We're going over to the pharmacy. We need to bring back supplies to help our injured. Also there may be people trapped over there who need help.

OLLIE

We're not taking any chances, folks.
At the first sign of trouble, we'll
pop back into the market--

MRS. CARMODY

And bring the fiends of hell down
on our heads, say thankya!

WOMAN

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

DAN

Lady, this what you call well enough?

DAVID

You wanna stop us? Fine. But first
explain to Buddy here why we're not
getting painkillers and medicine
for his brother.

BUDDY

Screw that, I'm going. Even if I
have to go alone.

MRS. CARMODY

(to Buddy)

And you will die out there! You'll
step out that door and be torn apart!

(to David)

Then your hellbound pride will get
us killed. They'll come for the rest
of us just as this good woman says!

(to the crowd)

You gonna let that happen? It's
this sort of hubris...this sort of
pride in defiance of God that brought
the Final Wrath upon us! It's death!
It's deaaaaa--

And whack! A can of peas flies out of nowhere and smacks her
in the head. Her head snaps back, dazed and stunned. She looks
around, realizing it was:

AMANDA

Shut up, you miserable old buzzard.

MRS. CARMODY

Harlot! Whore!

(points)

She serves the Foul One! She serves
Satan!

AMANDA

Bullshit. Stoning people who piss you off is perfectly okay. Says so in the Bible.

Amanda picks up another can of peas, hefts it.

AMANDA

And I got lots of peas.

Carmody looks around, sees people turning away, realizes the spell she was weaving is broken. Softly:

MRS. CARMODY

There will be a reckoning, missy bitch. You'll be the first chosen, mark my word.

IRENE

We don't have all day to listen to your horseshit. Let's go.

DAVID

(to the soldiers)

How about it, Army? Any help from the armed forces here?

Bisby and Donaldson trade dark looks, drift away.

BISBY

Fuck it.

JESSUP

(hesitates)

I'll go.

They gather at the door, a group of nine with a makeshift arsenal of knives, crowbars, sharpened mop handles. We have David (ax), Ollie (gun), Irene (carry-basket full of Raid, plus her tennis racket), Jessup (somebody hands him a butcher knife), Dan, Mike, Buddy Eagleton, Arnie Simms...and Jim Grondin, looking way bleary and hungover.

JIM

What'cha gonna do with that there tennis racket, Mrs. Reppler?

IRENE

Maybe whonk you upside the head, for a start.

(peers at him)

Jim Grondin, isn't it? Didn't I have you in school?

JIM

(uneasy smile)

Yes'm. Me and my sister Pauline.

IRENE

Pair of underachievers. After you,
Jim.

She straight-arms the door open, staring, waiting for him to step out. Looking shit-scared, he does. The others follow.

People are drawn to the windows, watching, as:

EXT. MARKET - DAY

Dan takes the lead, followed by David, Ollie, the others. It truly is another world out here, silent, eerie as hell.

CAMERA DRIFTS in slow and ominous ways, tracking our group through the Mist as they move single file, weapons poised.

The market is lost within yards, gone in the Mist. The only thing they have to go by now is the walkway connecting the market and pharmacy. A trashcan looms by, and then:

Dan Miller pauses up ahead. He's found the pharmacy door.

DAN

Oh, dear God, look at this.

Ollie and David move up, seeing:

An arm is stretched across the threshold, stiff and white, dead hand poised as if clawing the pavement...

ANGLE FROM INSIDE PHARMACY

...and we find a body sprawled there, minus its head.

The group gathers in the open doorway, the old wooden doors propped wide. Jim looks ready to puke or run. He turns away, but Irene prods him in the chest with her tennis racket.

IRENE

Steady.

DAN

Their a.c. was out. They had the doors propped wide open.

CAMERA PULLS SLOWLY BACK, revealing the store, as, softly:

OLLIE

I seem to be running out of hope,
David.

The pharmacy is a scene of carnage, but even more than that, it's been transformed into something beyond weird: it's like a white cave in here, walls and ceiling festooned with what appears to be silk.

BUDDY

Whatever came in here, looks like it's gone.

DAVID

Let's keep our eyes open anyway.

They enter, tense as hell, flashlights sweeping the misty air, illuminating the silky stuff...it's everywhere, connecting floors to ceiling, shrouding shelves and counters.

IRENE

What on earth happened here? What the hell got in?

David pauses at a rack of comic books. He grabs a Spiderman, a Hellboy, a Goon, jams them in his back pocket.

DAVID

Where do they keep the meds?

OLLIE

Back there, I think. I can barely see for all this stuff.

The silk is getting thicker the further in they go. They get to the pharmacist's divided area, find the door open.

DAVID

Ollie, you and me.

INSIDE PHARMACIST'S CUBICLE

They dart inside, Ollie scanning the shadows with his gun, David playing the flashlight beam around. Ollie finds what they're looking for, starts grabbing things off the shelves and jamming them fast into a grocery bag...

OLLIE

Silvadene, perfect. Penicillin. See any Vicodin? Oxycontin?

OUTSIDE THE CUBICLE

The others are tense, waiting. PUSH IN ON Dan, listening, starting to hear scuttling sounds.

DAN

Guys. Hurry. I'm hearing something.

DAVID (O.S.)

What?

Jim steps TIGHT INTO FRAME, looking up, also listening.

JIM

Something fuckin weird.

Jessup sweeps his flashlight around, suddenly seeing something in the glare of his beam...

JESSUP

Oh, fuck...

...it's a dead human being tangled in the silk, embedded in it, arms and legs outstretched at extreme angles, mouth wide in a silent scream. David and Ollie exit the cubicle, as:

JIM

(starts to weep)

Oh, God, no...no, no, no...

Their flashlights beams start finding other bodies in the silk, bodies all around us, strung like macabre Halloween displays, faces frozen and desiccated in death, hands contorted into claws...

DAVID

(breathless whisper)

This silk...it's...oh, Christ, I think it's webs...we have to leave...

Jim is wide-eyed with horror, backing toward the door, when:

A FIGURE embedded in the silk behind him suddenly reaches out and grabs him with a horrible GROAN. Jim turns and SCREAMS.

It's the M.P. we saw earlier in the market, his face a ghastly parchment white, barely able to speak:

M.P.

...sorry...I'm sorry...all our fault...help me...please help me...

David and Ollie push Jim aside, try to pull the M.P. free. The M.P. suddenly starts convulsing, and they realize:

There are things crawling under his skin -- writhing, moving lumps. The M.P. claws at his shirt, convulsing ever harder, ripping buttons open, exposing skin...

His entire torso is moving, heaving, swelling with countless moving lumps. Our group backs off in horror, as:

DAVID

hears a noise from above (like a faint bullwhip crack) and looks up as a streamer of white silk flies at his face. He jerks aside, it misses him by inches.

The sounds start erupting all around them, streamers of silk shooting out from all directions, as HUGE, SPIDER-LIKE SHAPES the size of dogs scuttle into view all around them, riding the contours of silk, surrounding them, cutting them off, making horrific MEWLING sounds...

DAVID
THE DOOR! GO!

But a streamer suddenly snares Buddy Eagleton's thigh, twining and slicing corrosively through his jeans. Blood bursts out as his jeans leg falls away and Buddy goes sprawling...

BUDDY
OH JESUS THAT HURTS!

David and Jessup grab him, pull him clumsily to his feet, as huge SPIDER-SHAPES in the silk block their path to the exit.

A SPIDER-THING

looms into the light, revealed: twelve oddly jointed legs, body glistening and hairy...but most nightmarish of all, its face is vaguely suggestive of a human's, and it's grinning.

Ollie raises the pistol, SHOOTs it between the eyes. The thing cartwheels back into the silk, spewing black ichor-like blood.

Another drops from the silk. David buries his ax in it.

Behind them, the M.P. SHRIEKS like a soul in hell, jerking in his silk cocoon prison, his body now undulating with whatever's under his skin, swelling like a balloon about to burst...

The M.P.'s convulsing so hard he rips free of the silk, falling forward, and as he impacts the floor, he splits open like a ripe chrysalis, and:

A flood of SPIDER-BABIES comes pouring from his body across the floor, streaming and scuttling, hundreds of them, mewling like kittens, faces grinning and insane...

David and the others make for the door as best they can, David and Ollie dragging Buddy between them, his lips already blue from blood loss, already going into shock...

Crack, crack -- streamers shooting out of the web maze. One wraps around Mike Hatlen's arm, sinking into his flesh. He SCREAMS. Arnie grabs him, tries to pull him free, but:

A streamer comes whip-thwack around Mike's neck. His eyes go wide as his jugular erupts and he goes down with a strangled sound, thrashing weakly as he gets pulled away into the webbing. The newborn SPIDER-BABIES come swarming, lapping up his blood like kittens, covering him in an undulating wave...

Arnie SCREAMS, turns to run, but:

An adult SPIDER-THING pops from the silk and rears onto its back set of legs, nailing him right in the face with silk-goo shot from an orifice in its belly. Arnie falls in a thrashing heap, clawing at his face. The spider-thing leaps nimbly down atop him, starts cocooning him in a web with dizzying speed...

Irene runs up, spraying the thing with Raid. The creature lets out a MEWLING SHRIEK from the depths of hell, falls back in a scurrying/thrashing heap, and vanishes into the web maze pulling Arnie with it. Again, spider-babies come running, trailing the human prize into the silken darkness...

Our group keeps making for the door, bashing webbing aside, spider-babies swarming at their ankles, Irene screaming and spraying Raid, scattering them back, David and Ollie and Jessup dragging Buddy, Jim Grondin just screaming over and over again like he may never stop...

A SPIDER-THING drops before them, twisting and grinning on its silk, and BLAM, gets a bullet from Ollie for its trouble, and then they're out the door with Dan leading the way...

OUTSIDE

...and they're dragging Buddy, shapes all around them, spider-things in the Mist. A huge one pops out of the trashcan they passed earlier, scurries over the side and onto the pavement, barring their path. Ollie levels the gun, pulls the trigger with a dry-empty snap, out of bullets, and Dan shoves him aside, screaming, and impales the goddamn thing with his prybar, driving it back in a squealing explosion of black blood and flailing legs, and David and Ollie are dragging Buddy Eagleton between them, but:

OLLIE

David! David, he's dead! Let him go! They got his artery!

And they drop Buddy right there on the pavement, running for their lives, and as they get to the door of the market they look back and the last thing they see is Buddy's corpse getting swarmed by spider-things, spinning their webs and grinning their grins and mewling like cats...

INT. MARKET - DAY

...and then the survivors are back inside, reeling in the aftermath of lunacy and nightmare, everybody in the market just staring as Billy comes running, hurls himself sobbing into his father's arms, and Jim just screams and screams and screams, his mind totally gone...

MRS. CARMODY

(laughing)

So? How'd it go?

...and Jim's screams just keep echoing as WE FADE TO BLACK AND BRING UP A TITLE:

MRS. CARMODY AND THE SOLDIERS

INT. MARKET - DAY

TIGHT ON DAVID'S FACE, asleep, curled into a fetal ball, tortured by dreams. His eyes come open, hearing:

MRS. CARMODY (O.S.)

...expiation. It's expiation we wanna think about now. We have been scourged with whips and scorpions. We have seen the lips of the earth vomit forth obscenities of nightmare. The rock will not hide them, the dead trees give no shelter. And how will it end? What will stop it?

VOICES (O.S.)

(muttering)

...expiation...expiation...

David sits up, bleary, trying to focus his thoughts.

Amanda sits across from him, watching him, her arms wrapped protectively around Billy. Billy looks exhausted and scared.

BILLY

Daddy? You okay?

DAVID

(nods)

How long have I been out?

AMANDA

Most of the day. You just came over here, laid down, and went to sleep.

DAVID

Passed out, more like it. Just shut down for a while. I'm sorry.

AMANDA

You needed it.

(pause)

It was bad...wasn't it?

DAVID

Yeah. Bad.

Ollie appears, trailed by Irene and Ambrose Cornell.

DAVID

How's Joe?

OLLIE

He died of his burns while you were asleep. We were too late.

David absorbs this, glances up at Mrs. Carmody's voice.

DAVID

I thought I was dreaming her voice.

AMANDA

No dream. It's like some kind of crazy church service over there. She's getting people whipped up.

DAVID

How many?

IRENE

Over a dozen. But more than that are listening.

AMANDA

They're giving her credit for knowing Buddy would die out there. And Sally before that. Even Norton's group, when they went out. She's got 'em thinking she's psychic, like she's got some kinda direct line to God.

AMBROSE

Why wouldn't they? Woman never shuts up. Like those speeches Castro used to make. It's a goddamn filibuster.

DAVID

Jesus.

AMBROSE

Jesus got nothin' to do with it, son. She's been talking human sacrifice.

OLLIE

Yeah. Seems to be her growth stock.

David struggles to his feet, still a bit woozy.

IRENE

Ollie told us you're thinking of leaving. I'm in.

DAVID

No. Sorry. I can't walk out that door again. Ever.

(off their looks)

You saw what happened to Buddy. Mike. Arnie. I won't do that again. I won't be responsible. I won't.

OLLIE

You may have to reconsider.

They exit the aisle, find Myron LaFleur and Dan Miller watching Mrs. Carmody from a distance. David looks down toward the produce section, where:

The crazy woman is leading her "service," working it like an old-time fire-and-brimstone tent revival. People are crowded around, others scattered about, as:

MRS. CARMODY
Expiation! Let me hear you say it
like you mean it!

VARIOUS PEOPLE
...expiation...expiation...

JIM
(shouting the loudest)
EXPIATION! EXPIATION!

DAN
Welcome to Sesame Street. Today's
word is "expiation."

DAVID
Is that...Jim?

DAN
That boy has not been right since
the pharmacy. His mind's just
snapped. Gone.

MYRON
(watching his friend)
I just cannot fuckin believe this...

JIM

is staring with bright, fevered eyes, as:

MRS. CARMODY
Expiation, that's right! It's
expiation gonna clear off these
monsters and abominations! Expiation
gonna drop the scales from our eyes
and let us see! And what does the
Bible say expiation is? What is the
only cleanser for sin in the Eye
and Mind of God?

JIM
BLOOD!

TIGHT ON DAVID

Watching. Horror seeping into his bones. He notices:

DAVID'S POV

Mr. Mackey, the butcher, is one of Carmody's group. He has his back to us. A gleaming butcher's knife, crusted with dried blood, is tucked in the back of his apron strings. Suddenly:

Mackey turns...looks over his shoulder at David, meeting his gaze. Mackey's eyes are vacant. He looks back to Mrs. Carmody.

MRS. CARMODY

Blood! It's blood that is demanded!
Blood that will wash away our
corruption and sin! Blood!

FAVORING DAVID

MYRON

Well, this is just so much bullshit.
We gotta put a stop to it just about
any way we can.

DAN

Myron, wait, no--

But Myron goes over to Jim, grabs him by the shoulder to try to talk sense to him. Suddenly, we can hear Jim yelling...

JIM

No, you shut up! You! It's still a
free goddamn country, so shut up if
you know what's good for ya!

...and WHAM, Jim punches Myron in the mouth, lays him out on the floor, starts kicking him. Myron scurries away, clutching his bleeding mouth, as:

MRS. CARMODY

Another unbeliever! But he'll
believe, yes, he'll believe before
it's through...

DAVID'S GROUP

DAVID

(softly)

It hasn't even been two days. Not
even two days.

DAN

So much for the goodness of mankind.
Awful thing to say, but I'm glad
Mike's not alive to see it.

OLLIE

What do you say we get out of this
loony bin, David?

AMBROSE

I intend to leave or die trying.
I'm not spending the rest of my
life in here, tell you what.

David turns. They're all looking to him. It's obvious he
doesn't want that responsibility.

OLLIE

I can quietly gather some bags of
groceries together, hide them up at
the checkstands by the door.

DAN

It was your idea. It's your vehicle.
It'll be on your say-so.

David meets Amanda's eyes.

AMANDA

I think you were right before. And
even if you're wrong, you know what?
I'd rather die out there trying
than in here waiting.

(beat)

I would do anything...take any
chance...just to see the sun again.

DAVID

I want to know what this mist is.
Maybe it'll help us figure out what
we're up against.

(off their looks)

I want to talk to the soldiers.

OLLIE

The soldiers? Why, what's that gonna
do?

DAVID

Don't you remember what the M.P.
said in the pharmacy?

OLLIE

David, I'm not even sure I knew he
was talking. The situation was a
little insane.

IRENE

(realizing)

He said he was...sorry. That's the
word he used, wasn't it? "Sorry."

DAN

That's right. He said it was their
fault, didn't he?

AMANDA

What did he mean by that?

DAVID

That's what we're going to find out. Have you seen them?

AMBROSE

Not since we got back from the pharmacy. Them Army boys were looking like scared rabbits.

DAVID

Irene, look after Billy, please.

Irene nods. The others join David, looking for the soldiers.

VARIOUS ANGLES

David and the others split up, walking the aisles, searching for any sign of the soldiers. They're nowhere to be seen. We hear Mrs. Carmody preaching throughout, the only sound in the store, an unnerving and relentless backdrop:

MRS. CARMODY

"...and the seventh angel poured out his vial into the air, and there came a great voice out of the temple of heaven, from the throne, saying: It is done..."

CAMERA FOLLOWS David alone now, searching, seeing people scattered about the store, getting his share of hostile and paranoid looks. Still no sign of any soldiers.

MRS. CARMODY

"...and there were voices, lightnings and thunders, and a great earthquake such as was not seen since men were upon the earth, so mighty an earthquake, and so great..."

MURMURS from the crowd, a woman calling out:

WOMAN (O.S.)

I felt that earthquake! I felt it!

David moves along the checkstands, notices:

Cigarette smoke rising from one of the checkouts. David moves toward it, finds Jessup on the floor there. He's smoking, jumpy as hell, hoping nobody notices him. He sees David.

JESSUP

What?

Ollie and Dan have noticed, start drifting over. Jessup sees them coming. David crouches down.

DAVID
Where are your friends?

JESSUP
Dunno. Ain't seen 'em.

DAVID
How could you lose 'em? Not that big a store.

Jessup tries to leave, but Ollie arrives and blocks his escape path. Jessup shrinks back like a cornered cat.

JESSUP
I ain't seen 'em, I said. I look like their keeper? What the fuck you want from me?

DAVID
What do you know about this mist?

JESSUP
I don't know nothin'! Nothin'! I got nothin' to do with it!

DAVID
That's not what the M.P. said. In the pharmacy. Before the spiders came out of his skin.

JESSUP
I don't give a fuck. Leave me alone, I said, you deaf?

Now Dan arrives, making Jessup even more skittish.

DAN
They're not in the store. Not even the restrooms. Only place we haven't checked is the loading dock.

DAVID
(looks to Jessup)
That where they are? Loading dock?

JESSUP
I don't know. Maybe. Go see if you're curious, just fuck off already.

DAVID
I'd like you to come with us.

JESSUP
Screw you.

DAVID

(pause, quietly)

I know you're a hometown boy, but that cuts you zero slack. Ollie there has a gun. If you don't come quietly, I'm going to ask him to shoot you in the leg. He'll do it, too. And then we're gonna drag you.

Another pause. Jessup checking their faces. He crushes out his cigarette, hands quavering...

MOVING CAMERA

...and they come down the aisle toward the loading dock, drawing as little attention as they can, while:

MRS. CARMODY (O.S.)

"...and they gnawed their tongues for pain and blasphemed the God of heaven and repented not of their deeds..."

FAVORING JIM

listening to Carmody preach. He glances over, sees David's group move into the loading dock, his curiosity rousing...

IN THE LOADING DOCK

David's group enters, spreading into the darkness, clicking on flashlights. Eerie as hell in here, especially with the earlier casualties laid out atop the boxes like some bizarre funeral bier. Joe's burned corpse has joined the others.

David looks to Jessup, gives him a nod.

JESSUP

Bisby? Donaldson?

No reply...just choking darkness. Flashlight beams crawl, making the shadows move in sinister ways.

DAN

Dammit, this is the only place they can be.

JESSUP

Look, I told you, okay? I don't know where they are, and I don't--

AMBROSE

JESUS!

Flashlights sweep upward. Amanda stifles a shriek. Two uniformed figures hang in the shadows above them, feet dangling, ghastly faces staring down, necks stretched at

horrific angles, clothesline connecting their necks to the ceiling pipes above. Bisby and Donaldson.

David's flashlight travels down, the beam finding the chairs they placed atop the stacks of boxes and kicked away to hang themselves. Jessup gasps, breaks down in tears:

JESSUP

I didn't think they'd do it. They said, but I didn't think they would. Oh Jesus...

DAVID

It's the Arrowhead Project, isn't it? This mist, it's some kind of military fuckup. What were you guys messing with up there? Huh?

Jessup turns, runs for the door, bumps right into:

Jim. He's followed them in. Jessup screams in fright. Jim grabs him, pulls him forward, CAMERA FOLLOWING as he hurls him right through the swinging doors into:

THE MARKET

Jessup sprawls headlong, as:

JIM

IT'S THEM WHAT DONE IT TO US! THEM
WHAT BRUNG DOWN THE FINAL WRATH!

Jessup glances up, sees people coming from all around. David and his group rush from the loading dock as people converge from all points of the compass, but the scariest one is:

MRS. CARMODY

(striding this way)

What's this? What's this?

JESSUP

It ain't my fault!

JIM

I heard him! Those two peckerwoods he was with went and hung 'emselves! They knew, they knew all along!

JESSUP

He's crazy! He doesn't know what he's talking about!

JIM

They heard it too, yes they did! That Arrowhead Project up the mountain! That secret shit they were doing up there brung it on us!

MRS. CARMODY
 (approaches, checks
 uniform name tag)
 Private...Jessup?

JESSUP
 (on his knees, pleading)
 It wasn't me! I'm just stationed up
 there! I'm not responsible! Hell,
 I'm a local, most'a you know me, I
 just joined up for my college--

She bends down, right in his face, nose to nose, screaming:

MRS. CARMODY
 STOP YOUR CHICKENSHIT WHINING! TELL ME
 OR I'LL CUT YOUR PULING TONGUE OUT!

JESSUP
 I'm just a grunt...they don't tell
 me nothing...but I heard stuff.
 Hell, we all heard stuff...

MRS. CARMODY
 Stuff.

JESSUP
 ...like how they thought there were
 other dimensions...like all around
 us...and how they wanted to try and
 open a...a window, like...you know,
 so they could look through and see
 what's on the other side...

MRS. CARMODY
 Maybe your window turned out to be
 a door, didn't it?

JESSUP
 Not mine! Those scientists! They
 must'a ripped a hole open by accident,
 and this other dimension come spilling
 through...that's what Donaldson was
 saying before he hung himself! I
 didn't understand half of it...
 (off her look)
 IT AIN'T MY FAULT!

He glances around, sees a lot of bloodthirsty, vengeful faces
 staring at him. Mrs. Carmody turns, slow, scanning her flock.

MRS. CARMODY
 Ain't. His. Fault. No, ain't nothin'
 ever anybody's fault. He denies.
 Points the finger. This Judas in
 our midst.

David takes a step forward, wanting to defuse the situation, but Ollie grabs his arm, gives him a firm look of "no."

MRS. CARMODY

You've seen it now! The truth of
what I say! It's this sort of hubris!
This sort of willful priiide against
God! This defiance of His will!

CAMERA CHURNS IN QUEASY 360s around her...she's turning,
savoring the moment, looking them all in the eye...

MRS. CARMODY

We been punished for delving into
secrets forbidden by God of old!
Walkin' on the moooon! Splittin'
His atoms! Messin' with His stem
cells for the secrets of life that
only God above has any right to!
Gettin' too big for our britches,
is what! And now His judgment is
come upon us! The Fiend is let loose!
Star Wormwood blazes!

(turns, points at Jessup)

AND THEY DONE IT! THEY BROUGHT THE
DARKNESS DOWN BY SPITTIN' IN THE
ALMIGHTY'S EYE!

JESSUP

NO!

Jessup lunges to his feet, tries to run. Jim Grondin shoves
him hard, rebounding him into the others...

HANDHELD CAMERA

...and Jessup screams, trying to break through, but the crowd
pummels him, drives him back, bouncing him around in its big,
ragged circle. David tries to jump in to help him, but Jim
sees him coming and whirls around, driving a fist hard into
David's face, laying him out flat, while:

Jessup is being hit, spun around, trying to escape, and:

Shhhkkk -- he runs right into the tip of Mr. Mackey's butcher
knife. Mackey the neighborhood butcher, now just a mindless
acolyte. Jessup stands frozen, mouth gaping. Mackey pulls the
knife out, stabs him again...

Jessup staggers back, clutching his stomach, turns and runs,
but the mob is on him from all sides, pressing in, flailing,
punching, pummeling, hollering with bloodlust...

JIM

EXPIATION! EXPIATION!

...and the soldier is pleading for his life even as he gets brutalized by little old ladies and the guy who works at the gas station, by people who have been friends and neighbors, by people now turned savage killers, and we hear:

MRS. CARMODY
GIVE HIM TO THE BEASTS! LET THE
BEASTS TAKE HIM!

They lift him howling into the air, countless hands hoisting him aloft, his arms and legs spread wide in a sacrificial stance, a crucifixion pose, and the mindless bellowing mob races up the aisle, knocking things from their shelves, leaving a trail of smashed jars behind, stampeding toward:

THE FRONT OF STORE

The door is thrown open. The mob hurls the screaming soldier out of the store into the parking lot. He lands in a sprawl out there, clutching his bleeding stomach. They get the door closed, barring it, throwing the lock bolts.

Jessup staggers to his feet, dazed and reeling, seeing where he is. He turns to them, beseeching, face white with shock as the mob gathers to the windows to watch.

He staggers to the window, screaming, begging to be let back in, pounding weakly on the glass. Dozens of faces stare back at him with bright, insane anticipation.

DAVID'S GROUP

David is trying to run to help, but the others grab him, restraining him, Ollie literally driving him to the floor and pinning him there, muttering desperately in his ear:

OLLIE
No, David, no...we need you...Billy
needs you, goddamn it...

FRONT OF STORE

Jessup at the glass, pounding, pleading to be let in...

And something looms from the Mist behind him, something big and half-glimpsed, a huge hunched shape out of a Lovecraftian fever dream, glistening and massive and angular. Jessup turns, all the breath leaving his body, gazing up in awe and terror.

He turns to the people lining the windows, hands trembling on the glass, and we can't hear him, but we can read his lips:

JESSUP
...please...

And then the thing out there takes him, just snatches him away in a whirl of roiling appendages, a spray of blood hitting the glass as he gets yanked off in the blink of an eye.

Nothing out there now but Mist. Nothing inside but people staring in silence.

DAVID'S GROUP

Stunned, devastated, shaking. Amanda is weeping.

MRS. CARMODY

turns away from the window, gleaming with satisfaction, looking more alive than she's ever been.

MRS. CARMODY

The beasts will leave us alone tonight. Tomorrow...well, we'll just have to wait and see, won't we?

WE FADE TO BLACK AND BRING UP OUR FINAL TITLE:

ESCAPE

INT. MARKET - DAWN

Deep silence. Thick gloom. The world outside is brightening.

We find David sitting near the back of the store in a half doze, his chin on his chest. His friends are all around him, sprawled on furniture pads...some sleeping, some not.

David rouses, glances to Ollie. Ollie looks at his watch, whispers one word:

OLLIE

Dawn.

David nods. The others start moving, sitting up. David carefully wakes Billy, whispers in his ear:

DAVID

Are you ready to leave the bad lady?

The little boy nods, very serious and solemn.

David looks around at the other faces peering at him from the gloom: Dan, Irene, Ambrose. Myron, his face bruised, has also joined them. So has Bud Brown, the store manager. Slow nods all around. It's a consensus -- they're all ready to leave the bad lady. In whispers:

OLLIE

Groceries are hidden at the first checkout stand. Five bags. We can grab them and be out the door.

DAVID

Scout's unlocked. Whoever gets there first, open the front and back doors. Everybody pile in fast as you can.

They rise, moving slowly and carefully up the aisle. David gets to the head of the aisle, pauses and peers out to make sure the coast is clear. He waves them out...

FRONT OF THE STORE

They move fast, coming around the checkout stand to grab the groceries...

...which aren't there. There's just empty floor. They suddenly hear a paper grocery bag crinkling. They stiffen, look up.

And there's Mrs. Carmody looming from the shadows, a grocery bag under her arm. She pulls out an apple.

MRS. CARMODY

Stealin' food now.

She takes a big crunchy bite. David and his friends look around, seeing:

FIGURES are stepping from the gloom, hemming them from all sides, dozens of people with vacant gazes, blocking the path to the doors. Many have weapons: knives, claw hammers...

DAVID

Going out now, Mrs. Carmody. Stand away, please.

MRS. CARMODY

You can't go out. I won't allow it.

DAN

Won't...allow it?

MRS. CARMODY

It's against God's will. Don't you know that by now? What's the matter with you? Don't you believe in God?

DAVID

No one has interfered with you. All we want is the same privilege.

MRS. CARMODY

Privilege.

She tosses the apple, almost playfully. It smacks Amanda's head, bouncing off across the floor. She pulls a bottle of milk, flips off the lid, takes a long swig, eyes on David all the while. She sets the bottle gently down on the counter...

MRS. CARMODY

Privilege.

...then she snaps like a child throwing a tantrum, smashing the grocery bag every which way, flinging it around, bashing it against the counter, spewing its contents, shrieking:

MRS. CARMODY

PRIVILEGE? PRIVILEGE? HELLBOUND
PRRRRIIIIIIDE!

She tosses the mutilated, empty bag. Shattered jars and spilled cans are everywhere. A ruptured soda can goes fizzing and rolling quietly across the floor past David's feet. Mrs. Carmody picks up her milk, catching her breath, takes another swig. Vengeance is thirsty work.

MRS. CARMODY

You all heard what he said! These are the sort of people who brought it on! People who will not bend to the will of the Almighty! Sinners in pride, haughty they are, and stiff-necked! They mock us, they mock our God, our faith, our values and our way of life, they mock our humility and pioussness! They piss on us and laugh!

CAMERA PUSHES IN ON HER as she points, a mad Inquisitor. Mackey the butcher and Jim Grondin appear at her side, both brandishing knives, both ready to kill...

MRS. CARMODY

It is from their number the sacrifice must come! From their number the blood of expiation!

David grabs up the nearest thing he can find, a mop handle, not much of a weapon, but he wields it...

DAVID

You try it. You fucking try.

MRS. CARMODY

It's the boy we want! Grab him!
Take him! Show them the price of
defiance! It's the boy we want!

...and the mob is closing in. David swings the mop handle, whipping it through the air, trying to drive them back, keeping

them at bay only for the briefest of moments. Amanda's got Billy, the boy clinging to her neck, terrified:

AMANDA

David--what do I--

Mackey and Jim come rushing forward, knives gleaming, as:

MRS. CARMODY

(screaming)

And the whore, too! Grab them both!

Get the boy, get the whore, kill

'em both, kill 'em all--

BLAM! A single gunshot, loud as hell.

The milk bottle in Mrs. Carmody's hand EXPLODES, ruptures outward, spews glass and milk in all directions.

Everything goes still. Mackey and Jim freeze a few paces away like kids caught in a game of "red-light-green-light."

MRS. CARMODY

stands frozen, mouth agape. She drops what's left of the milk bottle, takes a faltering step back, looks down at the ragged, bloody hole in her stomach. She looks up, trying to speak.

DAVID

is staring at her in shock, turns and sees:

OLLIE

in a shooter's stance, Amanda's gun held in a two-handed grip, smoke drifting from the barrel.

MRS. CARMODY

Her mouth opens and closes, opens again. She finally manages a croaking whisper:

MRS. CARMODY

...kill them...kill them all...

BLAM! Ollie SHOTS HER AGAIN, in the head. Her head snaps back, trailing blood through the air as she's spun around...she clutches one of the registers to stop from falling...but the register tips and goes down with her as she hits the floor. One last violent spasm, and that's it...dead as hell.

People are backing away, stunned. Ollie jerks the gun at Jim, ready to kill him, but Jim drops his knife and retreats. Mackey also backs away. A WOMAN screams, starts sobbing:

A WOMAN

You killed her! You murdered her!

Ollie's in quiet turmoil, just as stunned as everybody else. David goes to him, gently touches his arm.

DAVID

Thank you, Ollie. Let's go.

OLLIE

(wrestling with it)

I...I killed her.

DAVID

That's why I said thank you. Come on now. We have to leave.

David moves the group to the front door. He throws the lock bolts open, picks Billy up, pauses as:

OLLIE

I wouldn't have shot her, David. Not if there had been any other way. Do you believe me?

DAVID

Yes. I do.

OLLIE

Okay. Okay then. Let's go.

They throw the door open...

EXT. MARKET - DAY

...and we're plunged into it, things happening fast, **HANDHELD** in the Mist:

Ollie's running in front, pistol poised, the others spread out behind him, footsteps clattering and echoing hollowly across pavement, David holding Billy tight to his chest...

Ollie gets to the car first, throws open the front and rear doors on the driver's side, turns, yelling for them to come, and suddenly a **HUGE SHAPE** materializes in the Mist behind Ollie as David screams a warning --

DAVID

OLLIE!

-- but the creature reaches down even as Ollie's turning, plucks Ollie off his feet, jerks him screaming into the air, giant claws scissoring and ripping Ollie open in a terrible glut of blood that drenches the front of the car, Ollie's gun falling onto the hood unfired, and then the shape is gone, taking Ollie, vanishing in the Mist...

David screams in anguish, keeps coming, throws Billy into the front seat, turns back as he hears Amanda SCREAM...

A shrieking SPIDER-THING has leapt from the hood of a car, slams Myron screaming and flailing to the ground as it busily cocoons him. Amanda is frozen, screaming...

Behind her, Bud Brown backs up in terror, turns and runs back into his store...

Irene steps up, slaps Amanda to get her attention, then Irene and Dan are running, pulling Amanda toward the car...

Ambrose is at their heels, trying to keep up, panting and whining in terror, when another thing reaches out and plucks him away in a whirl of whipping appendages...

Dan, Irene, and Amanda get to the car, David shoving Amanda into the front seat and diving in after her, Irene and Dan throwing themselves in back, slamming doors, and:

They're in. They're safe.

The four adults sit in total shock. Billy's clinging to David, sobbing. A stretch of silence, and then:

IRENE

Are we going?

David's thoughts finally focus. He hands Billy off to Amanda. The boy whimpers, clinging to her. David puts the key in the ignition, sees the windshield and hood covered with Ollie's blood. Also:

The gun is out there, lying on the hood.

AMANDA

David, no.

But he does it anyway, throws his door open, lunges half out of the car, fingers clawing the hood, straining to grab the gun. We hear SCUTTling LEGS coming, horrific MEWling SOUNDS...

He gets the gun, pulls his arm back in just as:

A SPIDER-THING leaps and lands on the hood, denting it, missing David by inches, cracking the windshield. A second spider-thing dashes in from the side, SLAMMING hard against the door just as David slams it shut, rocking the Scout on its wheels.

The creature on the hood pauses, staring through the windshield at them with its semi-human, grinning face...then scuttles up the windshield, across the roof, and leaps off into the Mist in search of easier prey. The second one also scuttles off.

David lets out a long breath, steadies himself, starts the engine. He hits the washers. The wipers work Ollie's blood away. David puts it in gear, pulls slowly out...

ANGLE AT PAVEMENT LEVEL

Ollie's glasses are big in frame f.g., one bloody lens cracked down the center, as the Scout pulls away...

ANGLE ON MARKET

The Scout looms from the Mist, coming around into the traffic aisle in a glare of foglights. As the vehicle turns, the lights splash across the plate glass window. We see dozens of faces at the glass, pale and silent, staring...

ANGLE FROM INSIDE MARKET

People are silhouetted at the glass, the Scout's foglights sending beams of light crawling through their midst...

OUTSIDE THE MARKET

...and then the staring faces are gone...and so is the Scout, taillights disappearing into the Mist, as we

DISSOLVE TO:

INT/EXT. SCOUT - DAY

The vehicle materializes, coming through the Mist, turning down David's long driveway. He slows, as:

David's house takes form before them. It looks still, vacant, like a haunted house, windows staring like empty eye sockets. Worse still, it's festooned with spider-webs.

David leans on the horn, BLARING IT. A long silence.

DAVID

Our front window was broken open.
The tree...my grandfather's tree...

He looks around, sees:

A familiar floppy sun hat is caught in a tangle of webbing at the side of the house, swaying slightly in the breeze. His wife's hat, the one she was wearing the last time we saw her.

WE PAN from the hat to a pale dead foot dangling from a cocoon embedded in the branches of the downed tree.

It hits David hard. He knew it all along, but had to know for sure. Now he does. He glances to Billy. The boy is in Amanda's lap, mercifully asleep. Amanda has no words of comfort to offer. From the back seat:

IRENE

I'm sorry, David. Truly sorry.

David nods, puts it in gear. He turns the Scout around and heads back up the driveway...

DISSOLVE TO:

INT/EXT. SCOUT - DAY

...and a DISSOLVING MONTAGE takes us methodically through a blasted, Mist-shrouded world...

...traveling south, ever south...

...crossing bridges choked with cars, maneuvering around vehicles that stand mute and silent where people pulled over when the Mist came, many with doors open, no people in sight...

...the Scout easing gingerly over broken sections of pavement, past slabs of tarmac standing up like tombstones, the result of some great upheaval...

...traveling through an eerie, mist-shrouded world in which unseen creatures of nightmare shriek and howl, where winged shapes go flapping by overhead on leathern wings...

...trying the radio, Amanda scanning the band, getting nothing but soft static...

...passing a sign in the Mist that reads "PORTLAND -- Next Five Exits"...

...slowing down to traverse another badly broken section of pavement...and as the Scout moves on, CAMERA CRANES UP to show the pavement they just crossed below us, the broken tarmac in the shape of a giant, primordial FOOTPRINT...

DISSOLVE TO:

EXT. SCOUT - DAY

Foglights appear, coming slowly toward us in the Mist. As it pulls closer, the ENGINE SPUTTERS, coughing on fumes...and quits. The vehicle jerks, shudders, glides to a stop.

We hold for a long beat, PUSHING SLOWLY IN as we DISSOLVE:

INSIDE THE SCOUT

The gas gauge is on empty.

Billy's asleep. The four adults sit, exhausted. Out of gas and out of hope. Knowing what this means. Like Mrs. Carmody said: it's death. Nobody says anything for a while, then:

IRENE

We gave it good try. Nobody can say we didn't.

DAVID

No.

A heavy weight of silence. David works up his courage. Picks up the gun. Cracks the cylinder. Shakes the bullets out. Two rounds are expended. He discards the empty casings, leaving four live rounds. He stares down at them in his palm. Softly:

DAVID

There's four left.

He looks up at the others. Everybody knows what this means.

DAN

There's five of us.

DAVID

I'll figure something out.

He loads the shells, softly closes the cylinder. He looks up at them again. The moment is charged, awful. Amanda nods, shaking, trying not to cry. Irene and Dan nod too.

ANGLE FROM OUTSIDE THE SCOUT

The vehicle sits silent and disembodied in the world of the Mist. We hear Billy stirring, his soft voice:

BILLY (O.S.)

Daddy?

And then four even-spaced GUNSHOTS are heard, muffled and at a distance. Then silence.

IN THE SCOUT

We find David sitting alone in the blood-spattered vehicle, the others slumped out of sight. He's holding himself coiled tight, then lets out a howl of soul-rending anguish and despair, dissolving into shuddering sobs of grief as he rocks back and forth like a man in an asylum.

He puts the gun in his mouth, pulling the trigger again and again, praying for a bullet to magically appear, but no.

He gets hold of himself. Tosses the gun aside. Takes a few deep breaths, steeling himself like a man getting ready to jump into a pool of ice water, fumbles for the door handle...

Gets out...

OUTSIDE THE SCOUT

...and slams the door. He stands there looking around at this primordial, dead-white world. Seething.

DAVID

COME ON!

He turns and lays his hands on the Scout's roof, waiting.

And waiting. And waiting. And...

And...

Here it comes...something big...a deep growling noise...coming closer...approaching in the Mist...

...and now comes another sound as well...weird, wavering in the Mist...unidentifiable, unearthly...

PUSH IN TIGHT ON DAVID as he gazes up, listening...waiting...

...and he looks around, increasingly stunned as the day seems to brighten...

...and now the sound is deafening, the deep growl descending upon us, becoming a HUGE ROAR...

That roar? Tank treads?

And the other wavering sound...

A voice? On loudspeaker?

— And now the day goes brighter still as the Mist starts to part, dissipating as blazing lights burn through the haze, mounted on a tank, and FIGURES in eerie hazmat combat suits come cradling weapons, entering the hot zone, sweeping the area, a VOICE BOOMING like God from the mounted speakers...

VOICE

ATTENTION...ALL SURVIVORS...THIS
AREA IS UNDER MILITARY CONTROL...ALL
SURVIVORS REPORT TO OUR PERSONNEL
FOR ESCORT TO THE NEAREST AID
STATION...

...and the Mist clears completely, sun breaking through, world turning green again as the soldiers come trudging, their ranks stretching into the distance, and several of them see David and come this way to help him, but:

David doesn't see them. David doesn't hear them. David never will. David is clutching the roof of the Scout. SCREAMING.

And SCREAMING. And SCREAMING. And SCREAMING.

David will never stop.

CRASH TO BLACK