Stephen King's

THE MIST

from the novella by
Stephen King

screenplay by
Frank Darabont

2nd Revised Draft
December 5, 2006

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FADE IN:

BLACKNESS. And silence. A title card comes up:

THE STORM

A CRASH OF LIGHTNING rips from the sky, revealing:

1 EXT. MILITARY BASE - NIGHT 1

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...

2 INT. ARROWHEAD PROJECT LAB - NIGHT 2

...in which high-tech EQUIPMENT encircles a huge, pressurized CHAMBER. The chamber is low-tech, ribbed-and-riveted steel, like an old-fashioned diving bell. Its massively thick glass portholes stare mutely out, dark inside. Surrounding it: lab-coated PERSONNEL 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.
(to Phillips)
Yes?

PHILLIPS
Absolutely.

MACHEN
(to Naylor)
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.

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2 CONTINUED: 2

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...

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2 CONTINUED: (2) 2

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:

3 EXT. MILITARY BASE/LAB - NIGHT 3

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...

4 INT. ARROWHEAD LAB - NIGHT 4

...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 <u>can't</u>? 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...

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4 CONTINUED: 4

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.

5 EXT. MILITARY BASE/LAB - NIGHT 5

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

6 INT. ARROWHEAD LAB - NIGHT 6

...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...<u>seeing</u> 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...<u>moving</u>.

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

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6 CONTINUED: 6

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.

7 INT. LIVING ROOM - NIGHT 7

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...

8 BASEMENT STAIRS 8

...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...

9 LIVING ROOM - ANGLE ON A PAINTING 9

...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

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9 CONTINUED: 9

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

10 EXT. HOUSE - WIDE ESTABLISHING - MORNING 10

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
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
No way. I'll have to do it again *
from scratch. I'll call the studio *
when the phones are back up, 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.

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10 CONTINUED: 10

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.

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10 CONTINUED: (2) 10

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
Wooaaah...

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
Mist. *

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10 CONTINUED: (3) 10

STEFF
On the lake?

DAVID
We've had mist on the lake before. *

STEFF
Not like that.

DAVID
Leftover from the storm? Two fronts * meeting, something like that. *

STEFF
Are you sure?

DAVID
Honey, I'm not the weatherman. Hey, * why don't you get Billy dressed, * I'll take him into town with me. *

STEFF
Where you going? *

DAVID
I'm gonna 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!*

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10 CONTINUED: (4) 10

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? And? *

DAVID
Brent. I'm not trying to make the * morning worse. We should swap * insurance info. That's all.

NORTON
Oh. My agent's gonna <u>love</u> me... *

David follows Norton's glance, sees it: a <u>car</u> 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. I'm sorry. Sincerely. *

NORTON
That's nice of you to say.

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10 CONTINUED: (5) 10

DAVID
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?

11 INT. DRAYTON KITCHEN - DAY 11

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.

12 EXT. HOUSE - DAY 12

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.

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12 CONTINUED: 12

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 <u>weirdest</u> 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.

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12 CONTINUED: (2) 12

She kisses him, heads back inside...

CUT TO:

13 EXT. HOUSE - WIDE - DAY 13

A DISTINCTIVE MAILBOX LOOMS LARGE F.G., the name "Drayton" written on its side. ANGLE SHIFTS as: *

David's 4WD Scout comes rumbling up to the top of the driveway, the house far 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...

14 INT/EXT. SCOUT/RURAL ROAD - MOVING SHOT - DAY 14

...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. *

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.

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14 CONTINUED: 14

NORTON
WOXO's off the air. Just static.
(keeps scanning)
Portland's still broadcasting. That easy listening station...

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14 CONTINUED: (2) 14

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.

DAVID
It's those guys from the Arrowhead Project.

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

DAVID
I'm sure you've heard some stories.

NORTON
Woman 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
Bumped into her at the gas station one day. She starts in on Arrowhead. Tells 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 <u>five</u> year-old.
(in rearview mirror)
What'd you say, Billy?

BILLY
I told her the air's <u>full</u> of atoms. That's what our teacher says. Everything's full of atoms.

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14 CONTINUED: (3) 14

NORTON
How'd that go over?

DAVID
Mrs. Carmody looks at Billy like he just farted in church, 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:

15 EXT. FEDERAL FOODS MARKET/PARKING LOT - DAY 15

A supermarket from the early '60s, modest by today's standards. Other shops: laundromat, ice cream, pharmacy, hair & nails. The parking lot's jammed. David's Scout appears, turning in...

16 INT. SCOUT - DAY 16

...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!

17 EXT. MARKET/PARKING LOT - DAY 17

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

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?

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17 CONTINUED: 17

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

DAVID
Hold his hand and look both ways. *

Billy takes Norton's hand, 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:

18 EXT. MARKET - DAY 18

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

19 INT. MARKET - DAY 19

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

DAVID
Don't you have a generator? *

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19 CONTINUED: 19

SALLY
Only 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? *

OLLIE
You have no idea. 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
(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. *

OLLIE *
What do you wanna bet she finds *
Satan lurking in the cantaloupes?

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

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20 INT. MARKET - DAY 20

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

NORTON
Your wife should be a doctor. She could make a fortune in Manhattan with this handwriting. *

DAVID
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...

21 INT. PRODUCE SECTION - DAY 21

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

22 INT. VARIOUS ANGLES - DAY 22

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

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22 CONTINUED: 22

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 thirty 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. He smiles * back. 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.

With her in line is HATTIE TURMAN, a local real estate lady, * nicely dressed, her company's logo on her blazer. *

BILLY
Hello, Ms. Reppler. *

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

DAVID
Big insurance day. *

IRENE *
Sorry to hear that. *

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22 CONTINUED: (2) 22

HATTIE *
Hey, Billy. David, where's that *
sweet wife of yours? *

DAVID
I'm making her work. She's got her *
hands full. We had a tree come *
through the picture window.

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

HATTIE *
Ouch. *

DAVID *
How'd you make out? *

HATTIE *
Oh, we're fine. It's the listings *
I'm worried about. I'll be spending *
the day checking on them. At the *
very least, I bet every one of our *
"For Sale" signs blew over... *

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22 CONTINUED: (3) 22

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

IRENE
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. (The bearded biker that cut David off in the parking lot is also in line.)

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

Past them is Mrs. Carmody, looking harried at this long wait. Her eyes meet David's. He smiles, nods. She glances away.

IRENE
...one of these days we should make the Pentagon hold a bake sale to pay for their bullets, see how they like it...

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:

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22 CONTINUED: (4) 22

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:

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22 CONTINUED: (5) 22

DONALDSON
...oh, c'mon...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...

BISBY
(as he leaves)
...shit, man, 'nother half hour, we'd a been gone...

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 for volunteer fire departments.

All conversation dies away. Irene has stopped fanning herself, the magazine hovering near her face. (All we hear now is the battery-operated radio PLAYING SOFTLY.)

IRENE
Is there a fire?

MAN
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
Daaamn...
(turns to his friends)
...guys, you gotta see this...

MORE TEENAGERS break from their group, coming to the glass.

TEENAGER #2
Whooaaa...

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22 CONTINUED: (6) 22

TEENAGER #1
It's coming right up Kansas Road.

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22 CONTINUED: (7) 22

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... *

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!

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22 CONTINUED: (8) 22

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

SALLY
Oh my God...

People gasp. A middle-aged man, DAN MILLER, is staggering across the parking lot toward the store, blood splashing from his nose down his shirt. People press toward the glass, watching in shock:

HATTIE
Is that Dan Miller?

Dan almost falls once or twice, bursts into the store:

DAN
Something in the mist! Something in the mist 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.

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

OLLIE
Dan, catch your breath...

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

BILLY
Daddy, what's that bloody man?

People are bewildered, the vibe turning panicky. 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?

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?

MRS. CARMODY

elbows her way to the front, gazing up in awe, as:

(CONTINUED)

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22 CONTINUED: (9) 22

The daylight outside starts to dim. The radio broadcast suddenly dissolves into soft static. People are pressing to the glass, faces stunned, seeing:

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...

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

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

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
It's death! It's death out there!

He ignores her warning, shoves the door open, runs. It starts a stampede, others pushing their way outside to follow.

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22 CONTINUED: (10) 22

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.

HATTIE
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. A few more screams are heard out there, distant as dreams...

OLLIE
What's going on? What is this?

David tries to speak, but can't. 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...

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22 CONTINUED: (11) 22

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, waiting. 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?

Mrs. Carmody is sitting up, stunned, looking up toward the buckled ceiling in awe.

MRS. CARMODY
(quietly)
Such as was not seen since men were upon the earth, so mighty 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
You can't. It's the end of days. It's death out there.

SALLY
Stop it, okay? 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...

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22 CONTINUED: (12) 22

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

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22 CONTINUED: (13) 22

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

DAN *
Ma'am, no, you can't go out there! *

OLD MAN
Could be a poison gas cloud. Those mills. You heard that man screaming. *

OLLIE *
Yes, I agree, not until we 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...

DAN *
For their sakes, don't. I'm telling you. *

She rejects that, 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?

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22 CONTINUED: (14) 22

David picks up Billy, pinned in her gaze.

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

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22 CONTINUED: (15) 22

The blonde woman just stares at them all, then:

BLONDE WOMAN
I hope you all rot in hell. *

And with that, she turns to exit the store. Dan tries to go after her... * *

DAN *
Ma'am, please, wait-- *

...but the blonde woman fights him off, pushes the door open, steps out. People go to the glass, watching. *

The 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... *

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... *

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22 CONTINUED: (16) 22

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

23 INT. MARKET (BACK OF THE STORE) - DAY 23

David's on the floor with Billy's head in his lap. The boy's sucking his thumb, in shock, half dozing. David's sick with concern, stroking the boy's hair. With them sit Irene, Hattie, Sally the cashier, and Amanda Dumfries. *

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 as of this * semester...she teaches third grade, * plus the special ed kids now that * Mosher's retired...she's wonderful, * the kids love her... *

David gives Amanda a nod, as:

IRENE
David's an artist. He does movie posters and such. Hattie, she's in * real estate. And Sally...we go way * back, I had her grades one through * six...you're second year junior * college 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.

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23 CONTINUED: 23

OLLIE
Boy settled down? How is he?

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23 CONTINUED: (2) 23

DAVID
He feels hot.

Amanda reaches over, touches Billy's cheek, nods.

AMANDA
Why don't I get him some aspirin?

OLLIE
Aisle three.

Amanda rises to go. David gives her a grateful nod.

DAVID
How's Dan?

OLLIE
His nose stopped bleeding. He's calmer now.
(beat)
I couldn't believe the way he ran in here. Never seen him like that. You know him...

DAVID
For years. He's steady as a rock.
(touches Billy's forehead)
I need something to cover my boy up. Got any blankets?

OLLIE
Furniture pads. Loading dock. I'm gonna keep checking on people. Need anything, give a holler.

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 Ms. Reppler and Mrs. Turman.

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

BILLY
'Kay.

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23 CONTINUED: (3) 23

Back goes the thumb. David rises. WE FOLLOW HIM out of the aisle and along the back of the store, catching glimpses of people clustered at the checkout stands up front: *

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

BEARDED BIKER
How we gonna <u>do</u> that, my man? Got no phone signals, got no radio... *

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23 CONTINUED: (4) 23

David goes through a pair of swinging rubberized doors into:

24 INT. LOADING DOCK - DAY 24

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, goes sprawling... *

24A EXT. MARKET - DAY 24A*

...as WE FOLLOW Amanda up an aisle, holding a bottle of children's aspirin. She grabs a six-pack of juice boxes off a shelf, emerges at the front of the store, keeps moving, as: *

NORTON *
...look, 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... *

Amanda pauses at a revolving rack of children's activity books, glancing back, as: *

MRS. CARMODY *
It's judgment day come round at last. Nothin' more obvious or natural than that. *

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24A CONTINUED: 24A

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...

24B INT. LOADING DOCK - DAY 24B*

RESUME DAVID, as: *

He's sitting up, rubbing his elbow painfully, letting his *
eyes adjust. *

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.

But that's it for light. Otherwise pitch-black in here. *

He pulls his cell phone, flips it open -- light emits from *
the screen. It's very faint, hardly a flashlight, but does
provide some illumination. *

He gets to his feet, holding the phone above his head, trying *
to find the exit. He turns a corner, finally glimpses: *

The swinging doors leading back into the market. Light spills *
faintly through the clouded plastic windows. He moves carefully *
toward it, trying not to trip...when suddenly: *

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24B CONTINUED: 24B

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 veerrrryy slooowwly in the darkness behind him. Then silence.

David turns slowly around, heart hammering, 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 --

25 INT. MARKET - DAY 25

-- 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 weird noise...back there in the dark...something was pressing against 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.

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25 CONTINUED: 25

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?

26 INT. LOADING DOCK - DAY 26

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...

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26 CONTINUED: 26

JIM
Why not?
(to Ollie)
'Lectric door, right?

OLLIE
Well, yes...but it may not be wise to send him out there.

MYRON
(tips his cap back)
Well, okay. I'll do it.

DAVID
No, look, it's not about who goes out there--

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 mist, okay? There are a lot of people in this market. If you open that door and something gets 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...

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26 CONTINUED: (2) 26

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 * 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.

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26 CONTINUED: (3) 26

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
Yo, 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, turns * to face the loading door, mutters: *

NORM
Pussy.

Norm stabs the loading door button with his finger, steps back to wait. The door rises, rolling slowly up in its tracks, * light flooding in and pushing back the shadows. *

NORM
Ho' 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.

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26 CONTINUED: (4) 26

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.

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26 CONTINUED: (5) 26

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...

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26 CONTINUED: (6) 26

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:

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26 CONTINUED: (7) 26

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.

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26 CONTINUED: (8) 26

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?

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26 CONTINUED: (9) 26

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?

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26 CONTINUED: (10) 26

They ponder that, as:

WE FADE TO BLACK AND BRING UP A TITLE:

A DISCUSSION WITH NORTON

27 INT. MARKET - DAY 27

Amanda is holding Billy on her lap while he sucks a juice box. The boy's pale. Amanda touches his forehead. Hattie is across the aisle from them:

HATTIE
Feeling better, Billy?

The boy nods, drained and languid. Amanda shows him the activity book she brought him.

AMANDA
Hey, look. Dinosaurs. Maybe we can do some coloring later. Would you like that?

BILLY
I want Daddy.

AMANDA
I know you do. I'll go see what's keeping him.

HATTIE
Want to sit with me for a while?

Billy goes to Hattie. Amanda rises. WE FOLLOW her up the aisle and along the back of the store. She notices Jim and Myron up ahead near the loading dock, drinking beer, both looking guilty and shellshocked. She's about to ask about David, when:

David and Ollie exit the loading dock. Amanda 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.

AMANDA
My God, are you all right?

DAVID
Shhh, yeah, fine. Not my blood.

AMANDA
What the hell happened?

DAVID
I'll explain, just gimme a couple of minutes. I just need to deal with something first.

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27 CONTINUED: 27

He notices a rack of cheap clothes nearby -- shirts, hats, sunglasses. He strips off his bloody shirt, grabs a new one, rips off the tag, sees her reluctance to leave.

DAVID
Please? I don't want Billy to see me like this, he's scared enough. Keep him distracted, okay?

She nods, wanting to ask a million questions, but holding back. She heads back to Billy's aisle.

David turns, sees Jim and Myron drinking beer 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 <u>how</u> 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 with her kids at home. Oh, Lord, what a mess.

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27 CONTINUED: (2) 27

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.

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

OLLIE *
Brent Norton? *

JIM *
The wind-bag? *

OLLIE
He's an important New York attorney. *
That man could sit on the bench *
some day. That buys him a lot of *
respect, in this town or anywhere. *
(to David) *
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?" We *
shut that loading door. *

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. *

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

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28 INT. FRONT OF THE STORE - DAY 28

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

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28 CONTINUED: 28

DAVID *
Brent. *

NORTON *
There you are. I was wondering where *
you got to. *

David pulls Norton aside, toward the back of the store: *

DAVID
Listen, that man with the bloody *
nose...the guy who came in here *
yelling about the mist... *

NORTON
They got him quieted down. Somebody *
gave him a Valium. He was scaring *
people with his hallucinations...

DAVID
I don't think they were. *
Hallucinations, I mean. *

NORTON
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.

JIM *
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. Yuh. *

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28 CONTINUED: (2) 28

NORTON
Gentlemen, no. I'm sorry, but I'm just not that stupid. What do you take me for?
(to David)
I'm shocked. Pretty tasteless to use what's happened here as an excuse to try to make an idiot of me...

DAVID
That's not what's happening. Come back to the loading dock. I'll show you the blood. And a chunk of tentacle on the floor.

NORTON
No.

DAVID
What? What do you mean no?

NORTON
No. We've got real problems to deal with here. This pathetic attempt at a joke has gone far enough...

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 peel, 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)
Winning wasn't enough? You want to humiliate me some more? Show me a rubber snake while these hicks stand around laughing their asses off?

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28 CONTINUED: (3) 28

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

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

NORTON
Not exactly crazy about out-of-towners, are you? I only spend my money and pay my taxes here. I've seen you talking behind my back, the way you all stick together.
(to David)
Don't I feel stupid? I actually thought you were being kind to me today. Thanks for setting me straight. I'm glad that tree fell on your boathouse, you know that? Glad. Bashed 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 lives are at stake. My son's life. I need you, Brent, 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, stop that! 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, Drayton! I'll sue your ass off and have it thrown in jail! He assaulted me, you're all witnesses! He's crazy!

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28 CONTINUED: (4) 28

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, bringing Billy. The boy looks confused and a little scared. Dan Miller appears too, calmer now, but still shellshocked. *

BUD
I don't know what you people think you're doing... *
(to Ollie)
You're <u>drinking</u>, for God's sakes!
You want me to report you? You want * to lose your job? I'll be taking down names...
(glances to David)
...starting with you! I'm prepared * to file a police report... *

OLLIE
Fine, Bud, write down your names, but in the meantime, shut the fuck * up. And <u>listen</u>. *

Bud is stunned that Ollie just spoke to him like that. Ollie looks to David, nods. 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 <u>things</u> in it. And they're dangerous, like Dan said. *

DAN *
That's right, that's exactly right. *

AMANDA *
Things? What kind of "things?" *

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28 CONTINUED: (5) 28

DAVID
We went back in the loading dock. Five of us. Jim and Myron...Ollie and me...Norm, the bag boy. We opened * 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.

DAN *
Oh, God, that's what happened to * John Lee, I told you... *

BUD *
Sir, do not start that again... *

AMANDA *
Took him? What do you mean? Took * him where? *

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. * From the look of it, those tentacles * came out of those beer cans. *
(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?

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28 CONTINUED: (6) 28

DAVID
Search the store. You won't find him. *

BUD
(hesitates)
NORM! SHOW YOURSELF! RIGHT NOW THIS VERY INSTANT!

Still no response...just silence. *

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28 CONTINUED: (7) 28

MRS. CARMODY *
You listen but don't hear. You hear
but don't believe. And what do we *
do about it, Mr. David Drayton? *
What comfort can you offer these *
people? *

MYRON *
Oh Lord, what are you on about? *

MRS. CARMODY *
I'm trying to make you all see. *
Help you understand. The End Time *
has come. Not in flames, but in
mist. The earth has spewed up Hell's
abominations, and when you see them
face to face, then you'll be scared,
yes, scared aplenty when they drag *
off all the non-believers! *

AMANDA *
Ma'am, I don't think that's helpful. *

MRS. CARMODY *
(bristles) *
That's exactly what it is! You don't *
straighten up, girl, 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! *

BEARDED BIKER
It's a pile of shit.

AMANDA *
Hey, that's not helping either. *
Can't you see she's upset? We're *
all scared, so give her a break. *

BEARDED BIKER *
(directed at David) *
It's all a pile of shit. *

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

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28 CONTINUED: (8) 28

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.

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29 INT. LOADING DOCK - DAY 29

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, 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 is that? *

Skeptical, the biker grabs a mop handle, pokes the tentacle... *

It moves, making them 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 and the biker are stunned... *

30 INT. MARKET - DAY 30

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

BUD
People. We may have a problem of * some magnitude here.

WE FADE TO BLACK AND BRING UP A TITLE:

THE FLAT EARTH SOCIETY

31 EXT. MARKET/PARKING LOT - DAY 31

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...

31A INT. BATHROOM STALL - DAY 31A*

Dark in here. At first we don't know where we are. A MATCH * FLARES in the gloom, brings the flame to a candle. The wick * catches, starts to glow, as ANGLE SHIFTS TIGHT TO: *

Mrs. Carmody. On her knees in the bathroom stall, candle on * the toilet lid before her. A frightened, aging woman seeking * strength -- hands clasped, her words murmured, quiet, fervent: *

(CONTINUED)

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31A CONTINUED: 31A

MRS. CARMODY *
Heavenly Father, Lord above, give * me strength, bless me with your * grace...unworthy though I am, scared * as I am, shit-scared Lord, that's * the truth...let me be your servant, * let me be your vessel...and I'll * try my damndest, Lord, try with * everything I got in me to give, if * you let me. Show me the way. Let me * earn my place at your side, let me * help these people...let me speak * your Word, let me shine your * light...'cause they're not all bad, * Lord, they can't all be bad. Some * can be saved...can't they? Some can * be brought to heaven's gates through * your grace, I have to believe * that...though I know most will swim * in the Lake of Fire and suck Satan's * fat red cock forever. But if I can * save a few...even one...then my * life will have counted, I will have * served your purpose here on Earth, * I will have pulled my weight and * earned my place at your hand. Please, * God, give me that strength, in Jesus' * name...please, please, please...for * your glory's sake--

We hear the outer bathroom door open. She unclasps her hands, * blows out the candle, pushes to her feet -- *

31B INT. WOMEN'S BATHROOM - DAY 31B*

-- as Amanda enters, unnerved, sensing somebody in here. *

AMANDA *
Hello? *

A stall door jerks open, Mrs. Carmody steps out. *

MRS. CARMODY *
What? You come in here to criticize * me some more? *

AMANDA *
I wasn't trying to criticize. *
(beat) *
I need to use the bathroom. *

Carmody stares at her. Suspicious of her intentions. *

MRS. CARMODY *
Well, okay, then. Have at it. *

(CONTINUED)

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31B CONTINUED: 31B

She grabs her giant purse, hefts it onto her shoulder, bustles past Amanda toward the door. *

AMANDA *
Ma'am? *
(Carmody pauses) *
I just want you to know...it's okay. *
Being scared, I mean. If you need a *
friend...someone to talk to... *

MRS. CARMODY *
I got a friend. God above. We talk *
all the time. And don't you *
condescend to me.

AMANDA *
(taken aback) *
I'm sorry? *

MRS. CARMODY
Not now, not ever. No, you don't *
get to mock me. *

AMANDA *
That's not what I-- *

MRS. CARMODY
Tell you what. The day I need a *
friend like you, I'll just have a *
squat and shit myself one. *

She exits, leaving Amanda standing there stunned. *

32 INT. MARKET - DAY 32*

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

WE PULL BACK from Dan Miller on a ladder, taping the cracks * in the glass with packing tape while brothers JOE AND BOBBY EAGLETON hold the ladder.

(CONTINUED)

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32 CONTINUED: 32

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 Hattie. (In fact, Hattie's a little fixated on the boy now, holding on to him for dear life.) 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.

JIM
Not yet. But working on it.

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

NORTON
I find that 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 lies...delusions, whatever. 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.

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32 CONTINUED: (2) 32

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

(CONTINUED)

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32 CONTINUED: (3) 32

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 *
Talk all you want. 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 just entering the scene: * *

MRS. CARMODY *
Keep thinking, Mr. Lawyer. There is no defense against the will of God. No court of appeals in Hell. *
(aimed at 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? *

BIKER *
I guess you'd be the expert on that. *

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. *

Norton heads for the back of the store, trailed by a number of people. Dan enters frame toward David, as: * *

ANGLE FINDS Amanda returning from the bathroom, eyeing Mrs. Carmody, still thrown by their encounter. * *

DAN *
Got those windows taped up best I could. *

AMANDA *
That should help. *

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.

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32 CONTINUED: (4) 32

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.

(CONTINUED)

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32 CONTINUED: (5) 32

She moves to the windows, turns to them. *

MRS. CARMODY *
Open your eyes. Let the scales fall *
away. *
(points at the Mist) *
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. *

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

MRS. CARMODY
Proposing? I'm proposing you prepare *
to meet your maker, Dan Miller! *

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 *
Easy now, Myron, back off... *

MYRON *
(calling past him to Mrs. *
Carmody) *
How about your ass prepares to meet *
my size twelve work-boot? *

AMANDA
Hey, there's no call for that! *

DAVID *
That's right. Jim, calm your friend *
down.

Myron backs off. People are drawn to the confrontation, as: *

MRS. CARMODY *
(to Myron) *
I'm trying to save your soul, stupid *
man! Accept the Word and be lifted! *
Doubters will doubt to the end, *
even as they are cast down to eternal *
despair! And 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!

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32 CONTINUED: (6) 32

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.

MRS. CARMODY *
It's for His sake that I speak! *

Billy breaks free from Hattie and runs to David. David gathers * him in his arms to comfort him. *

AMANDA *
Look. You'll have to stop now. You're *
scaring the children. *

MRS. CARMODY *
The children <u>should</u> be scared, oh *
yes they should. Their pure little *
heads been corrupted with lies, all *
this talk of modern God. Or no God *
at all. Only <u>one</u> 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.

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32 CONTINUED: (7) 32

SALLY
Blood?

MRS. CARMODY
That's right missy thing, <u>blood</u>.
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.
The bill's come due. Your little
Normy was first. Now the good Lord
culls the rest.
(looks around)
It is time to declare yourselves.
Choose up sides. The saved and the
damned. Read the Good Book! It calls
for blood! Expiation! Just as Abraham
prepared to sacrifice his only son
to prove his love of God--

Amanda steps up and slaps her hard across the face.

AMANDA
Enough.

Mrs. Carmody touches a hand to her mouth, finds a little blood there. It makes her smile...she holds it up for all to see, tosses a sly glance to Sally.

MRS. CARMODY
'Nother downpayment. Few more pennies
in the jar.

Amanda backs away, realizing just how crazy she is. Myron's swaying drunkenly, exasperated:

MYRON
Nice. <u>I</u> can't smack her, but it's
okay for <u>you</u>?

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

Amanda's ashamed of herself, though still pissed:

AMANDA
Sorry, everybody. This lady's
perspective is a little too Old
Testament for my Lutheran taste.

Carmody just smiles at her.

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

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32 CONTINUED: (8) 32

Carmody drifts towatd Sally, who shies back. *

MRS. CARMODY
They'll come at night, and take someone else. See if they don't. *
(addressing them all) *
And when they do, when you're next, * *
then maybe you'll believe. You'll cry out to God and come weeping to me. You'll beg Mother Carmody to show you the way.

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32 CONTINUED: (9) 32

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 grabs a Tootsie Pop from an impulse rack, pops it in her mouth, drifts off. People get out of her way. ANGLE FINDS one terrified WOMAN, pale and watching...already believing.

The moment ends, everybody freaked-out and grimly silent, going back 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?

DAVID

holds Billy, trying to comfort the badly frightened boy.

DAVID
Ssshh...

BILLY
I don't like the scary lady.

DAVID
I don't either. But maybe she's scared too. Maybe if we're brave, it'll help her. You think?

BILLY
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?

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32 CONTINUED: (10) 32

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. ANGLE SHIFTS to: *

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

IRENE *
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.

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32 CONTINUED: (11) 32

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
Ain't much use, unloaded. *

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 once, on a target range. *

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

DAN *
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.

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

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

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32 CONTINUED: (12) 32

DAVID
Okay. You're in charge of the gun.
(to Amanda)
If that's okay?

Amanda nods, relieved. Suddenly, RAISED VOICES are heard coming this way: *

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32 CONTINUED: (13) 32

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 seven people) appear with Joe dogging them:

JOE
Hang on, let's talk this thing through...

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

DAN
Whoa, now...Joe's right, we can talk it over, can't we?

DAVID
Mr. Mackey's gonna barbecue some chicken on the gas grill. Why don't we 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.

AMANDA
"Your" people? What kind of talk is that? They're <u>people</u>, that's all. You want to get 'em killed? There are <u>things</u> out there in the mist--

NORTON
Things. We've been here since this morning, and I have yet to see a "thing." Nor has anybody else, and people have been staring at that mist for hours.
(looking around)
Who has yet to see one?

AMANDA
Back in the loading dock.

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32 CONTINUED: (14) 32

JIM
Yea, 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 disaster! I don't know if it's manmade or natural, but I do know it's not supernatural. Or Biblical. No offense, Mrs. Carmody, but 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. David and Amanda exchange a glance. Softly:

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

DAVID
Brent, listen...

NORTON
I'm not discussing this further.

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 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. Perhaps a glimmer of reason. But before he can decide:

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32 CONTINUED: (15) 32

BEARDED BIKER *

I'll do it.

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32 CONTINUED: (16) 32

All eyes turn.

DAN
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). Ollie offers him a knife. The biker doesn't accept -- he lifts his shirt instead, reveals a big mo-fo buck knife in a scabbard.

BEARDED BIKER
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. I mean it.

NORTON
David. There's nothing out there. Nothing in the mist.

DAVID
What if you're wrong?

NORTON
Then I guess the joke would be on me after all.
(looks to everybody)
We'll send back help.

Norton goes to the door, pushes it open, steps out. The others file out after him...except one MAN, who freezes. Norton glances back at him. The guy shakes his head, backs away in fear. Norton keeps going.

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

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32 CONTINUED: (17) 32

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.

He exits. She starts forward, already regretting her words, wanting to call him back...but too late. She has a moment of angry self-recrimination, muttering: *

MRS. CARMODY *
Lord, forgive me, I might have saved *
that doomed soul. My damn sharp *
tongue. Always cutting people. My *
failing, unworthy of You... *

She notices David watching her, steels herself, announces: *

MRS. CARMODY
They'll die out there. Mark me. *

People crowd to the windows, peering over the "sandbags," watching. David and Ollie pay out the clothesline, keeping it from tangling. *

Norton's group 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 <u>stops</u>, goes slack in David's hands. Pause.

It <u>starts</u> 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..

AMANDA *
(a whisper) *
They're doing good. *

OLLIE *
Yes. Yes, they are. *

...<u>and suddenly the line is yanked taut</u>. 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... *

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32 CONTINUED: (18) 32

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 <u>other</u> sounds, weirder by far: a long, unearthly HOWL gives way to deep snufflings and savage, tearing GRUNTS...

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32 CONTINUED: (19) 32

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. *

CAMERA CLOSES on Mrs. Carmody. Shocked, sickened...but also * experiencing a deep-down thrill of validation. She knew it * would happen and it did. All her beliefs are proving true. *

MRS. CARMODY *
(quiet) *
Now do you see? Now do you believe?

WE FADE TO BLACK AND BRING UP A TITLE:

WHEN DARKNESS CAME

33 INT. MARKET - DAY/DUSK 33

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

Sentries are stationed at the barricaded plate glass, staring * 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, watching. Suddenly, a * shadow seems to glide past out there. He pauses, blinks, rubs his eyes. He glances over, sees Dan staring at him.

DAN *
(softly)
I saw it too.

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34 INT. EMPLOYEE LOUNGE - DAY/DUSK 34*

"Lounge" is overstating things -- it's little more than a coffee room with a few lockers, a table and chairs, vending machines, faded workplace 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 where they live, less than * five miles from here. What about * yours? *

SALLY
They're out of town right now. At * my aunt's in Boston. *

JESSUP
That's lucky. Means they're okay.

SALLY *
I hope. *
(beat) *
How soon you shipping out? *

JESSUP
Couple of weeks.

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34 CONTINUED: 34

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...

35 INT. MARKET - DAY/DUSK 35

...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.

(CONTINUED)

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35 CONTINUED: 35

AMANDA *
Well, I sure am. I'm starving. *
(beat) *
Hey, Bill. Maybe you'd walk back *
there with me? I'd sure love the *
company. *

BILLY *
Okay. *

(CONTINUED)

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35 CONTINUED: (2) 35

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

DAVID
You keeping 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.

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35 CONTINUED: (3) 35

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

OLLIE
There are things moving around out there. In the mist. Shadows. *
(off David's look)
I'm not drunk. I've been trying, believe me, but no luck. I thought *
my eyes were playing tricks, but Dan's seen it too. So has 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 --

FRONT OF THE STORE *

-- 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 as David and the others race toward: * * *

(CONTINUED)

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35 CONTINUED: (4) 35

THE BARRICADE

People come crowding. And what they see clinging to the glass blows their minds with shock and disgust: a seqmented 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 up with a chicken leg in hand. *

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 biqqer and more awful thinq appears:

We'll call it a "bird" -- it's like a pelican in size, but a miniature pterodactyl designed by Hiernyomus 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.

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35 CONTINUED: (5) 35

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.

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35 CONTINUED: (6) 35

DAVID
SMALLEY, GET OUT OF THE WAY! *

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 gargoyle.

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.

Amanda dashes to 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:

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35 CONTINUED: (7) 35

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: *

DAN *
WHERE 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 yelling: *

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 scripture: *

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35 CONTINUED: (8) 35

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 -- WHOOOSH! 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 poising 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!

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35 CONTINUED: (9) 35

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. *

WE FADE TO BLACK AND BRING UP A TITLE:

THE FIRST NIGHT

36 INT. MARKET - NIGHT 36

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...

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36 CONTINUED: 36

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 chainsmoking and sharing a bottle of Jack Daniels. Jessup is shellshocked, numb.

ANGLE FINDS Mrs. Carmody. She's really come into her own now, fueled by the strength of her belief. 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. Amanda, Irene, and Hattie are asleep. Billy is curled on a furniture pad, dreaming fitfully.

Billy comes semi-awake, disoriented and whimpering, in that feverish state between sleep and consciousness.

BILLY
M--mommy--?

Amanda snaps awake, sees his distress, reaches out and pulls him close.

AMANDA
Shhh, shhh...it's okay, just a dream...a bad dream...

BILLY
...mommy...I want my mommy...

AMANDA
I know. Of course you do. Shhh.

BILLY
I wanna go home.

AMANDA
Just sleep. Everything will be better in the morning.

She strokes his hair and comforts him, murmuring. He soon begins to settle...and fall back asleep.

She glances up. David is fully awake, watching them. A long look passes between them. In whispers:

DAVID
I think he likes you.

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36 CONTINUED: (2) 36

AMANDA *
I hate that I had to lie to him. *

DAVID *
I know. *

Amanda starts stroking the little boy's hair. *

DAVID *
You have kids? *

AMANDA
No...no. *

Beat. David sensing her sadness. He reaches across, touches her hand. There's a connection growing here...possibly an uncomfortable one. *

AMANDA *
This isn't going to end. Is it? *

David says nothing. A FIGURE comes drifting up the aisle with a fabric-draped flashlight. He draws near, revealing: *

OLLIE *
David. It's Joe. He's getting worse. *

37 INT. STORE - NIGHT 37*

Where the injured are. The lady who got trampled has her broken arm in a makeshift sling. Other people have cuts and bruises. They're being cared for with slim over-the-counter resources. *

Bobby Eagleton is keeping vigil over his burned brother. Joe has serious third-degree burns, shivering and moaning under a furniture pad, half-conscious. *

David and Ollie drift from the gloom. Bobby gives them an anguished look. David crouches. *

DAVID *
Joe? How you holding up, partner? *

JOE
D--David? That you?

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37 CONTINUED: 37

DAVID
Yeah, pal. How you doing?

BOBBY
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?

BOBBY
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 Bobby)
Stay with him. We'll be back.

Bobby 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.

38 INT. STORE AISLE - NIGHT 38

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

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38 CONTINUED: 38

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.

39 INT. FRONT OF THE STORE - NIGHT 39

At the barricade, David and Ollie find Dan Miller on watch. *
David waves Mike over. They crouch, 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?

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
Slow down. You can't actually be * considering this. *

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39 CONTINUED: 39

DAVID
For a start. I'm also thinking beyond that.
(off their looks)
I've been weighing this 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?

OLLIE
I've been wondering the same thing. This window's hanging by a thread.

DAN
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.

40 INT. BACK OF STORE - NIGHT 40

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

41 INT. LOADING DOCK - NIGHT 41*

The men bring Hattie's body in, using a furniture pad as a sling, carrying her like pallbearers. Amanda leads with 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.

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41 CONTINUED: 41

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, <u>think</u>. Norton got over two hundred feet from this store. I'm parked less than half that distance from here. <u>If</u> that.

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

DAVID *
It could be the entire <u>world</u> for all we know. We'd be just as dead either way, wouldn't we?

DAN *
We have one gun. And how many rounds?

OLLIE
I fired two. That leaves ten.

DAN *
Ten rounds, Jesus...

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41 CONTINUED: (2) 41

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. *

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

AMANDA *
No, guys, that's just crazy. It's obvious she's not well. Who's gonna * listen to her? *

DAN *
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, Amanda? My little boy? *

DAN
He's right.

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

DAN
None whatsoever.

AMANDA *
I can't accept that. 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.

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41 CONTINUED: (3) 41

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.

AMANDA
Ollie, please, back me up here.

OLLIE
With what? The Holocaust? Rwanda? The Inquisition? Iraq? Darfur? Read the papers. As a species, we're fundamentally insane. Put more than two of us in a room together, we pick sides and start dreaming up reasons to kill one another. Why do you think we invented politics and religion?

AMANDA
Oh, Jesus, that's just...wrong.

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

42 INT. MARKET - DAY 42

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
I won't be gone long. Just next door. Amanda's going to take good care of you. You'll be safe.

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42 CONTINUED: 42

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 mist 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.

DAVID
(whispers in her ear)
If something happens to me, look after Billy the best you can, as long as you can. Will you do that?

He slips something into her hand. She looks down, sees that he's given her his car keys.

DAVID
The Scout's yours. Get him out of here and just keep driving.

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
(MORE)

(CONTINUED)

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42 CONTINUED: (2) 42

DAVID (CONT'D)
supplies to help our injured. Also there may be people trapped over there who need help.

(CONTINUED)

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42 CONTINUED: (3) 42

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 Bobby here why we're not * getting painkillers and medicine for his brother.

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

MRS. CARMODY
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 deeaaaa--

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:

IRENE *
Shut up, you miserable old buzzard.

MRS. CARMODY
Harlot! Bitch! She serves the Foul * One! She serves Satan!

(CONTINUED)

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42 CONTINUED: (4) 42

IRENE
Bullshit. Stoning people who piss you off is perfectly okay. Says so in the Bible, doesn't it?

She picks up another can of peas, hefts it.

IRENE
And I got <u>lots</u> 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.

AMANDA
David, please, if you want to go, now's the time.

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, Bobby Eagleton, Arnie Simms...and Jim Grondin, looking <u>way</u> 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.

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42 CONTINUED: (5) 42

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:

43 EXT. MARKET - DAY 43

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. *

Ollie and David move up, seeing:

An arm is stretched across the threshold, stiff and white, dead hand poised as if clawing the pavement...

44 INT. PHARMACY (ANGLE FROM INSIDE) - DAY 44

...and we find a body sprawled there, <u>minus its head</u>.

The group gathers in the <u>open</u> 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.

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44 CONTINUED: 44

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.

PHARMACIST'S CUBICLE *

They vault over the counters, scanning the shadows with gun * and flashlights. They start grabbing things off the shelves * and jamming them into a grocery bag, talking low and fast:

OLLIE
Check the cooler for Silvadene... *

DAVID *
...yeah, I see it, Silvadene... *

OLLIE
...perfect. And penicillin...any * strong antibiotic. And pain * meds...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.

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44 CONTINUED: (2) 44

DAVID (O.S.)
What?

Jim steps TIGHT INTO FRAME, looking up, also listening.

JIM
Something fuckin weird.

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44 CONTINUED: (3) 44

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...

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44 CONTINUED: (4) 44

DAVID
THE DOOR! GO!

But a streamer suddenly snares Bobby Eagleton's thigh, twining and slicing corrosively through his jeans. Blood bursts out as his jeans leg falls away and Bobby goes sprawling... *

BOBBY *
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 Bobby 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...

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44 CONTINUED: (5) 44

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 Bobby, 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...

45 EXT. PHARMACY/MARKET - DAY 45

...and they're dragging Bobby, 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 Bobby Eagleton between them, but: * *

OLLIE
David! David, he's dead! Let him go! They got his artery!

And they drop Bobby 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 Bobby's corpse getting swarmed by spider-things, spinning their webs and grinning their grins and mewling like cats... * *

46 INT. MARKET - DAY 46

...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

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47 INT. MARKET - DAY 47

TIGHT ON DAVID'S FACE, asleep on the floor. Somewhere, distant and faint, we hear:

MRS. CARMODY (O.S.)
...expiation. It's expiation we wanna think about now. We have been scourged with whips and scorpions...

BILLY
(a whisper)
Daddy? ... Daddy?

David's eyes open. The first thing he sees:

Billy. Laying with him on the furniture pad within whispering distance. Watching him.

They stare at each other. David quietly overwhelmed to see his son again. The little boy is exhausted, dark circles under his eyes...and the look in those eyes seems old now, far too old for a little boy.

DAVID
Billy.

He reaches out, touches the boy's face, strokes his hair. A quiet, intense moment, while somewhere:

MRS. CARMODY (O.S.)
...we have seen the lips of the earth vomit forth obscenities of nightmare...

DAVID
I'm sorry I left you. I won't ever leave you again.

BILLY
Promise?

David nods -- that's a promise. Billy pulls close to him, whispering, very serious:

BILLY
Now you have to give me your best promise. 'kay?

DAVID
What?

BILLY
Your very best promise, and you can't ever break it.

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47 CONTINUED: 47

DAVID *
Tell me. *

BILLY *
Promise you won't let the monsters *
get me. *

DAVID *
I promise. *

BILLY *
Ever. No matter what. *

DAVID *
No matter what. *

Billy accepts the promise with a somber nod, satisfied. *

BILLY *
I love you, Daddy. *

DAVID *
I love you, Billy. More than *
anything. *

MRS. CARMODY (O.S.)
...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. *

DAVID *
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.

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47 CONTINUED: (2) 47

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.

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47 CONTINUED: (3) 47

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.

OLLIE *
They're giving her credit for knowing Bobby would die. And Sally before that. Even Norton's group. She's got them thinking she's psychic, that she has a 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.

AMANDA *
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 Bobby. *
Mike. Arnie. I won't do that again. I won't be responsible. I won't.

OLLIE
You may have to reconsider.

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47 CONTINUED: (4) 47

They exit the aisle, find Myron LaFleur and Dan Miller watching something. David follows their gazes down toward the produce section, where:

Mrs. Carmody is leading her "service." 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!

OLLIE
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 <u>believe</u> 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:

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47 CONTINUED: (5) 47

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. *

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, <u>you</u> shut up! <u>You</u>! 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

AMANDA *
(softly) *
It hasn't even been two days. Not even two days.

OLLIE *
So much for the goodness of mankind? *

She nods, shaken to the core. Softly: *

OLLIE *
What do you say we get out of this loony bin, David? *

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47 CONTINUED: (6) 47

AMBROSE
I'm not spending the rest of my life in here, tell you what.

IRENE
I would do anything...take any chance...just to see the sun again.

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 looks to Amanda.

AMANDA
I'd rather die out there trying, than in here waiting.

David absorbs this, nods.

DAVID
We're not going off half-cocked. I want to know what we're up against. I want to know what this mist is. I want to talk to the soldiers.

OLLIE
The soldiers? 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?

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47 CONTINUED: (7) 47

AMANDA
What did he mean by that?

DAVID
That's what we're gonna find out. *

AMBROSE
Haven't seen 'em since you got back from the pharmacy. Them Army boys were looking like scared rabbits. *

DAVID
Irene, stay with Billy, please. *

The others join David, looking for the soldiers. *

48 INT. VARIOUS ANGLES - DAY 48

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?

(CONTINUED)

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48 CONTINUED: 48

Ollie and Dan have noticed, start drifting over. Jessup sees them coming. David crouches down.

DAVID
Where your friends? *

JESSUP
Ain't seen 'em. *

DAVID
Hard to lose. 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
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.

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48 CONTINUED: (2) 48

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'll have to drag you.

Jessup hesitates, 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...

49 INT. LOADING DOCK - DAY 49

David's group enters, spreading into the darkness, clicking on flashlights. Eerie as hell in here, especially with the earlier casualties laid out like some bizarre morgue, Joe's burned corpse now added to 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
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

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49 CONTINUED: 49

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, fighting 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 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:

50 INT. MARKET - DAY 50

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!

(CONTINUED)

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50 CONTINUED: 50

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.

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50 CONTINUED: (2) 50

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 priiiide 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!

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50 CONTINUED: (3) 50

...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...

David's screaming, trying to wrench loose. Amanda's suddenly on her knees before him, crying, helpless, pleading:

AMANDA
David, please...we need you...we need you, goddamn it...

And then Billy's there too, throwing himself on David, arms around his neck, sobbing:

BILLY
Daddy...you said you wouldn't leave me...you promised...

And that's what makes David give up, crying too now, holding his son as if he were his last shred of sanity, as:

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50 CONTINUED: (4) 50

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...

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50 CONTINUED: (5) 50

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. Billy is crying helplessly. *

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

51 INT. MARKET - DAWN 51

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, sees Amanda watching him. *

AMANDA *
Dawn.

David glances to Ollie. Ollie looks at his watch, nods, starts * rousing the others. David wakes Billy quietly, whispers: *

DAVID
Are you ready to leave the bad lady?

The little boy nods. Other faces peering from the gloom: Dan, * Irene, Ambrose. Myron, face bruised, has also joined them. So * has Bud Brown, the store manager. It's a consensus -- they're all ready to leave the bad lady. In whispers: *

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51 CONTINUED: 51

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.

AMANDA *
Won't...allow it?

MRS. CARMODY
It's against God's will. Don't you know that by now? Haven't I proven * myself again and again? Haven't I * shown myself to be his vessel? * (beat) * 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.

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51 CONTINUED: (2) 51

MRS. CARMODY
Privilege.

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51 CONTINUED: (3) 51

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, and claim it as a privelege. 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 piousness! They piss on us and laugh!

CAMERA PUSHES IN 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's from them 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

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51 CONTINUED: (4) 51

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 SHOOTS 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!

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51 CONTINUED: (5) 51

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. *

AMANDA *
Come on. We have to leave. *

She moves the group to the front door. Ollie's still swinging his aim, ready to shoot the next motherfucker that moves. People are ducking, scurrying off. All is silent. * * *

David throws the lock bolts open, takes Billy, 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...

52 EXT. MARKET - DAY 52

...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

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52 CONTINUED: 52

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...

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52 CONTINUED: (2) 52

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:

53 INT. SCOUT - DAY 53

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...

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54 EXT. SCOUT (ANGLE AT PAVEMENT LEVEL) - DAY 54

Ollie's glasses are big in frame f.g., one bloody lens cracked down the center, as the Scout pulls away...

55 EXT. MARKET - DAY 55

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...

56 INT. MARKET (ANGLE FROM INSIDE)- DAY 56

People are silhouetted at the glass, the Scout's foglights sending beams of light crawling through their midst...

57 EXT. MARKET - DAY 57

...and then the staring faces are gone...and so is the Scout, taillights disappearing into the Mist, as we

DISSOLVE TO:

57A EXT. ANGLE ON MAILBOX - DAY 57A*

It looms from the Mist as if disembodied -- David's and Steff's * mail box, the one we saw before on a sunny day. *

Headlights catch the mailbox, as: *

58 INT. SCOUT - DAY 58*

The vehicle materializes, coming through the Mist. The Scout * turns down the long driveway, rumbling past. They're home.

58A OMITTED 58A*

58B INT/EXT. SCOUT - DAY 58B*

David's house takes form before them. It looks vacant, like a * haunted house, windows staring like empty eye sockets. Worse still, it's festooned with spider-webs.

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.

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58B CONTINUED: 58B

It hits David hard. He knew it all along, but now it's for sure. And he'll never be able to live with it. *

DAVID *
She was alone. I left her alone. *

AMANDA *
I'm sorry, David. I'm so sorry. *

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58B CONTINUED: (2) 58B

David puts it in gear. Glances over. Mercifully, Billy is asleep in Amanda's lap. David turns the Scout around and heads back up the driveway...

DISSOLVE TO:

59 INT/EXT. SCOUT - DAY 59

...and a DISSOLVING MONTAGE takes us 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"...

59A INT./EXT. SCOUT - DAY 59A*

...slowing down at another badly broken section of pavement. David stops, trying to scope out the road ahead...

When, suddenly:

A DISTANT BOOM...the ground shakes slightly...

Seconds pass. ANOTHER BOOM...louder...more ground shake...

More seconds pass. ANOTHER BOOM...louder, closer...the car shuddering noticably now...

BOOOM...

BOOOOOM...

....the car jolting more and more...everybody growing more terrified...

Something's coming this way. Something big.

David leans forward over the wheel, gazing up through the windshield. The others lean to their windows, gazing up...

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59B EXT. SCOUT - DAY 59B*

PULLING BACK from the Scout...PANNING UP...and up...and up...a world of pale Mist, the sun a faint silver disc in the sky above...the BOOMING coming closer...and we see it: *

A HUGE CREATURE strides slowly by, blotting out the sun and half the sky. No, it's not even huge -- it's fucking humungous, its shape barely discernable, alien and otherwordly. It moves over us, blotting out the sky, hundred of pterodactyl-birds roosting in its skin and swirling in its wake like plankton trailing a whale... *

BOOOOOOM!...BOOOOOOM!...BOOOOOOM! *

Each footfall an earthquake, the car bouncing almost off its wheels now... *

....and all we ever really see clearly is a MASSIVE LEG, unimaginably large, coming to earth, crushing the landscape near the car, then lifting off and moving on... *

59C INT. SCOUT - DAY 59C*

...as our group watches it go...speechless as the BOOMING slowly recedes in the distance... *

DISSOLVE TO: *

60 EXT. SCOUT - DAY 60

Foglights come 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... *

61 INT. SCOUT - DAY 61

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:

DAN *
We gave it good try. Nobody can say we didn't.

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