

LEGION

Rewrite
by
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Original Screenplay
By
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10.31.07

FINAL DRAFT

Registered WGAW

Title over black:

*"Come, ye children, listen to me. I will teach you
the fear of the LORD."*

Psalm 34:11

THE MOJAVE DESERT - DUSK

Vast. Barren. No signs of life.

A BLOOD RED SUN is sinking behind the distant mountains. The unbearable heat will soon become an unbearable cold.

A YOUNG WOMAN'S VOICE. Solemn. Weary. Determined.

WOMAN'S VOICE

When I was a little girl, my mother would remind me each night before bed to be sure to open my heart to God, for he was kind, merciful and just. Things changed after my father left a few years later, leaving her to raise me and my brothers alone in a little place out on the edge of the Mojave Desert. She never talked about a kind and merciful God again. Instead she spoke of a prophecy. Of a time when all the world would be covered in darkness and the fate of Mankind would be decided. One night I finally got up the courage to ask my mother why God had changed, why was he mad at his children. "I don't know," she said, tucking the covers around me, "I guess he just got tired of all the bullshit."

And with these words the last trace of sunlight is SNUFFED OUT, leaving us in:

DARKNESS...

A darkness filled with the sounds of SIRENS, GLASS SHATTERING, SPORADIC GUNFIRE...a CITY FALLING INTO CHAOS.

TITLE: "Los Angeles, December 23rd - 1:02 a.m."

A BLOOD RED MOON

reflected in a greasy puddle of water. Might just be the smog that's making it that ominous color. Then we notice something moving in the reflection. A dark shape, growing, coming down at us fast. Beat...then WHAM!

TWO BLACK BOOTS

land hard in the water...and we're in:

EXT. AN ALLEY WAY - LATE NIGHT

A DARK FIGURE in a tattered trench coat tumbles onto the pavement, hands out to slow the impact. A beat then slowly he climbs to his feet, recovering from what seems to have been quite a fall. He has chiseled features, shaved head, deep-set eyes. Looks like he's been through one hell of a fight.

His name, we will come to know, is MICHAEL.

He quickly checks out his surroundings, nothing but brick walls above him. Where'd this guy jump from?

A RUMBLE of thunder...then RAIN starts to hammer down. Seems to motivate him.

Michael pulls his overcoat tight around his body and dashes toward the mouth of the alley. He reaches the STREET just in time to see a FLEET OF POLICE CARS tearing around the corner, SIRENS WAILING, heading this way.

He reels back into the alley way, ducks down behind a trash dumpster, as the BLUE AND RED LIGHTS of the POLICE CARS whip past.

Michael waits for the lights to disappear, then he pulls a MASSIVE ORNATE KNIFE from his jacket. Considers it grimly. Runs his finger along its edge. Blood beads up. Razor sharp.

Michael begins to peel off his overcoat, revealing his bare chest underneath...and skin literally covered with DARK TATOOS. Hard to see what they are in this light.

As his coat falls to the ground, we DRIFT over to the BRICK WALL behind him where we see MICHAEL'S SHADOW crouch over, and then...

...TWO LARGE SHAPES UNFOLD FROM HIS BACK, STRETCHING UP INTO WHAT ARE UNMISTAKABLY...THE SHADOW OF WINGS.

The RAIN POUNDS harder, as if punishment from the heavens.

The glint of the KNIFE coming down fast.

A HORRENDOUS SOUND OF FLESH TEARING AWAY FROM BONE...

...THE BLOODY KNIFE CLATTERING TO THE PAVEMENT...

...FOLLOWED BY MICHAEL'S UNGODLY SCREAM RISING UP FROM THE ALLEY WAY. And then SILENCE...

CLOSE ON THE GUTTER, AS BLOOD BEGINS TO FLOW FREELY, MIXING, SWIRLING WITH THE RAIN...

EXT. CITY STREET - A SHORT WHILE LATER

Michael, face tight with pain, trench coat back on, steps out of the alley, stares with determination at a dark storefront across the street.

"GUN & SPORT WORLD"

INT. GUN & SPORT WORLD - A SHORT WHILE LATER

Cavernous. A Costco for survivalists. Quiet except for the sound of RAIN, then...

SMASH! Michael drops down through one of the skylights in a shower of glass.

INT. GUN & SPORT WORLD - BATHROOM - MOMENTS LATER

Michael bursts in. Tosses a first-aid kit into the sink. His trench coat falls to the floor and here in the fluorescent light, we get a better look at him.

His thin but stunningly well muscled body is TATTOOED shoulder to ankle with INTRICATE WRITING. The man's flesh is a living book. But the writing is in no language we recognize.

He turns his back to the mirror, revealing two HORRIFICALLY OPEN WOUNDS running down between both shoulder blades. FRESH. BLOODY.

He threads a needle not with thread, but with FISHING WIRE, and begins to STITCH the wounds closed. BLOOD POOLS on the cement floor around his feet.

INT. GUN & SPORT WORLD - MOMENTS LATER

Trench coat and a shirt back on, Michael races along the ENDLESS RACKS OF GUNS, searching for just the right weapons, his every movement precise, as if he's trained his whole life for this.

Weapon after ferocious weapon gets tossed into rifle bags.

Whatever this guy's preparing for, it's big.

Rifle bags filled, Michael heads for the exit. Stops cold.

The place is locked up tight. Metal gate over the front doors, bars over the windows. How the hell's he going to get out of here?

INT. LAPD SQUAD CAR - DRIVING - SAME

Two COPS, world weary, cruise through downtown. That's BURTON behind the wheel, ESTEVEZ riding shotgun.

The POLICE RADIO is ABUZZ WITH ACTIVITY. Busy night.

Burton stares out at the city's rain soaked denizens with a deep hatred, the shadows looming in doorways, the streetwalkers.

BURTON
Goddamn' animals. Nights like this
I wish I could take a match to this
city just so I could watch all
these motherfuckers burn.

ESTEVEZ
(laughs)
A good ol' boy barbecue, huh?

Burton doesn't even smile. He's dead fucking serious.

BURTON
A fresh start. That's what this
place needs.

He holds his finger up like a pistol. Aims it at the people they pass, picking them off one by one.

BURTON
Pow! Pow! Pow!

Now Burton laughs, a dark, mean laugh. Estevez eyes his partner, wary.

ESTEVEZ
Jesus... You know Burton, I'm so
happy we get to share beautiful
moments like this. They really
brighten my da--

KABOOM! Through the WINDSHIELD, we see a storefront EXPLODE just ahead, raining fiery debris onto the squad car.

Burton slams on the breaks and the cops look up just in time to see...

EXT. GUN & SPORT WORLD - CONTINUOUS

Michael, bulging rifle bags in each hand, stepping brazenly out of the GAPING HOLE he's blown in the front of the store.

ESTEVEZ (O.S.)

Freeze!

Estevez and Burton are already out of the squad car, crouching behind the open doors, GUNS trained on Michael.

ESTEVEZ

Drop the bags! Hands on your head!

In the distance, the POP-POP of GUNFIRE. The POLICE RADIO CRACKLES with URGENT CHATTER. MANY VOICES TALKING AT ONCE. "Shots fired...Code Three...Officer down!"

The cops shift about nervously, trying to stay focused.

MICHAEL

(sensing their unease:)

It's starting. There isn't much time.

The cops shoot a quick, anxious glance at each other -- "what the hell?" -- then they turn back to Michael.

BURTON

Shut the fuck up and drop the bags now!

Michael lets the gun bags hit the ground.

ESTEVEZ

Hands on your head! On your head!

Michael slowly places his palms on his skull.

BURTON

Turn around! Turn the fuck around!

Michael slowly turns around. Calm.

Estevez rushes in to restrain Michael, grabbing his wrist, FINGERS TIGHTENING. Michael closes his eyes, a terrible decision made.

And that's when he moves, a fucking blur!

In an instant Michael's broken the cop's arm, spinning him helplessly around, turning him into a human shield. Now it's Michael who's in charge, gun to Estevez's head, facing off with Burton.

Burton struggles to find a shot, can't.

BURTON

Let 'em go!

ESTEVEZ
Take the shot, Burton!

BURTON
I said let 'em fuckin' g-g-g-g--

Suddenly Burton starts to SHAKE, the words stuck in his throat like a skipping record.

ESTEVEZ
Burton!?

THE STREET LAMPS BEGIN TO FLICKER AND STROBE, adding to the confusion.

Burton squeezes his eyes shut in pain, his WHOLE BODY QUAKING, heels CLICKING the pavement, as if some massive pressure were building inside him.

And with the horrific sound of CRACKING BONES, BURTON'S MOUTH BEGINS TO TWIST INTO AN IMPOSSIBLY WIDE SMILE LIKE A BIZARRE CLOWN!

His eyes SNAP OPEN, focused, the force inside him now fully in control.

Burton looks at Michael with calm recognition, his voice GUTTURAL..INHUMAN. A man possessed.

BURTON
What are you doing, Michael? These weren't your orders.

Estevez looks at his partner with confusion.

ESTEVEZ
What did you say?

Michael, however, seems to know exactly who he's talking to.

MICHAEL
I'm following my own orders now.

BURTON
Then you will die along with the child.

ESTEVEZ
Burton, you fuckin' know this guy?!

BLAM! Burton shoots his partner in the head. Estevez drops, leaving Michael without cover. Burton re-aims, but Michael's faster, already FIRING back.

Bullets rip up the concrete. SMASH! The squad car window SHATTERS, Burton's chest EXPLODING!

And down he GOES, leaving Michael the only one left standing. Smoke rising from his gun.

With soldier-like efficiency, Michael picks up the rifle bags and begins to load them into the trunk of the squad car.

He gets in the car and FLOORS IT, ROARING AWAY, as the FLICKERING STREET LAMPS FINALLY GO OUT IN RAPID SUCCESSION, a wave chasing him, PLUNGING THE ENTIRE CITY INTO DARKNESS...

SMASH CUT TO:

JEEP HANSON (LATE TEENS)

Bolts awake. Breathing hard. Covered with sweat.

INT. JEEP'S ROOM - JUST BEFORE DAWN

Jeep switches on a lamp, illuminating this incredibly cramped bedroom. Not much larger than the bed itself. He's got shaggy hair, a sensitive face, clearly not big on sunlight.

EXT. DESERT - PRE-DAWN

A couple of ancient SILVERSTREAM TRAILERS are bathed in the eerie blue light of night's final moments. It looks like the trailers haven't moved from this patch of barren ground in decades. A single strand of colored Christmas lights dot the trailers roof lines, marking the season.

One of the trailer doors CREAKS open and Jeep steps wearily out into the cool western morning. Home.

Nothing but desert for miles in all directions, save for a two lane HIGHWAY and a weather beaten TRUCK STOP DINER that Jeep and his father will open for business in a few hours.

Jeep gazes up to the diner's slanted roof where a large sign glows like a beacon in the darkness:

"PARADISE FALLS GAS 'N' GRUB"

A beat as Jeep contemplates the sign.

CHARLIE (O.S.)
You okay, Jeep?

Jeep turns to see CHARLIE, a very pregnant girl of about twenty, standing in the trailer doorway, rubbing the sleep from her eyes. Even with the trailer-trash veneer, she's strikingly beautiful.

JEEP
Sorry to wake you, Charlie.

CHARLIE
(stepping out of the
trailer, hands on her
belly)
Wasn't you. He's been kickin' up a
storm all night. Must know
somethin' I don't.

She approaches Jeep. Sees the strain in his eyes.

CHARLIE
Another bad dream?

He struggles for a moment, nods.

CHARLIE
It's just stress, Jeep, that's all.
You do too much worryin'. About
this place. About your dad.
(beat)
About me...

A glimmer of a smile crosses Jeep's face.

JEEP
You're the only thing I like
worrying about.

CHARLIE
See what I mean? You're worried
about a girl eight months pregnant
and it isn't even your baby. Now
that's enough to give anybody
nightmares.

Jeep turns away, dejected.

JEEP
Go ahead, make fun of me.
Everybody else does.

CHARLIE
(turns him back around)
C'mon, I was only kiddin'. You
know how much I appreciate
everything you and Bob are doing
for me, but a month from now, this
baby'll have a new family and I'll
have to start thinkin' about what
the hell I'm doin' with my life.

This is not news Jeep wants to hear.

JEEP
So you're still going through with
it...?

CHARLIE
Jeep, I'm not ready to be a mama.
Christ, I can barely take care of
myself as it is.

JEEP
I could help you. We could do it
together, you know? I want to.

Charlie smiles sadly at him, touched by his sweetness, but
this just isn't where she's at.

CHARLIE
You gotta stop carryin' the weight
of the world on your shoulders.

Jeep nods, tries to hide the fact that he's dying inside.

CHARLIE
(rubbing her arms)
Now can we go back in? I'm
freezing my ass off out here.

JEEP
Go on. I'll be right there.

Charlie kisses him on the cheek and heads back to the
trailer. He watches her, longing in his eyes. With the
clank of the door, she's gone.

And over Jeep's troubled look, the perennial holiday cheer of
FRANK CAPRA'S "IT'S A WONDERFUL LIFE" MIXES up.

JIMMY STEWART (V.O.)
I don't know whether I like it very
much being seen around with an
angel without any wings.

CUT TO:

IT'S A WONDERFUL LIFE PLAYING ON A CRUMMY TV

Jimmy Stewart as George Bailey has just met Clarence, his
guardian angel-in-training. The signal ROLLS and SNOWS in
and out. We hear a WHACK, which causes the image to
momentarily improve and then slowly roll back the other way.

CLARENCE (ON TV)
Oh, I've got to earn them and
you'll help me, won't you?

INT. PARADISE FALLS GAS 'N' GRUB - DAY

BOB HANSEN (late 40's), owner and proprietor of this fine roadside establishment, attempts to fix the old TV hanging in the corner above the counter by banging the shit out it.

The restaurant itself has the kind of grungy diner charm you'd hope to find in a place last renovated in 1963. An old plastic Christmas tree strung with flickering lights and tinsel occupies a lonely corner. Next to that, a faded diorama of the NATIVITY SCENE. The kind you might order off the Shopping Network.

Bob considers the TV with a frown. He deftly rolls an ENGRAVED SILVER ZIPPO back and forth over the nicotine stained fingers of his right hand. Must be a nervous habit. You can tell just by looking at the man that he's a beer drinker.

Behind the counter, a black man named PERCY WALKER (60's) is cooking up a storm on the grill with spectacular one-handed dexterity. You do get pretty good at this sort of thing when your other hand has long been replaced by a METAL HOOK. The dog tags around his neck tell the story. His white cook's hat has been temporarily replaced by a red Santa hat.

PERCY

Lord as my witness, Bob, one of these days that thing's gonna hit you back.

WHACK!

BOB

Whaddya talkin' about, Percy? We got a special relationship here.

WHACK!

PERCY

Yeah, they got names for that kind a relationship.

The JUKEBOX on the other side of the diner starts up with the MERLE HAGGARD tune "I'M A LONESOME FUGITIVE".

A stunning looking sixteen-year-old GIRL with dyed-black hair and a piercing or three, is leaning seductively over the jukebox, swaying gently to the music. The headband doubling as her mini-skirt reveals her knock-out figure in a way that really doesn't leave much up to the imagination. She's a billboard of rebellion.

SANDRA (O.S.)

It's disgusting.

HOWARD (O.S.)
You're right. It is disgusting.

Watching the scintillating action from a booth across the diner is a conservatively dressed SUBURBAN COUPLE. SANDRA and HOWARD ANDERSON. Fish out of water.

SANDRA
Really, how can she go out in public wearing that?

HOWARD
I don't know. Why don't we just ask her?

SANDRA
Howard, don't. You'll embarrass me.

HOWARD
(shouting across the diner)
Audrey, honey? Your mother was wondering if you got dressed this morning with the specific intention of showing your ass off to the entire world?

The girl who we now know as AUDREY ANDERSON turns to Howard with a caustic smile.

AUDREY
Yeah, that's cuz I woke up hoping to get double teamed by a couple of meth head truckers in the bathroom of some desert shithole.
(beat)
Good thing we stopped here.

And with that she turns back to the jukebox. Percy watches the exchange discreetly from behind the counter. Loving it.

Howard turns back to his wife. Rigid smile.

HOWARD
I feel satisfied with that answer. I really do.

Sandra buries her face in her hands.

SANDRA
I'm being punished for something, I know it.

Across the diner, Audrey goes back to swaying dreamily to the music, which is suddenly overtaken by BASS BUMPIN' HIP-HOP.

CUT TO:

DRIFTING OVER A VAST EXPANSE OF WESTERN DESERT

The noontime sun bakes the strip of highway slicing through this barren country.

A BLACK CADILLAC ESCALADE blazes a path. HEAVY BEATS thunder from within.

INT. ESCALADE - DRIVING - CONTINUOUS

The stereo in this rig could shake mountains. KYLE WILLIAMS (late 20's) handsome as hell, thug style. A straight up bad boy.

He passes a weathered road sign:

"ENTERING PARADISE FALLS, NEXT SERVICES 50 MILES"

Kyle's expression says this is not good news.

He grabs his cell phone off the passenger seat. No signal.

KYLE

Shit...

He spots the truck stop diner just up the road ahead...

EXT. PARADISE FALLS GAS 'N' GRUB - CONTINUOUS

The Escalade pulls off the highway and rolls to a stop at the lonely row of old gas pumps.

Kyle gets out and surveys the scenery with dismay. Now in the daytime we see this is truly a place time forgot.

Attached to the diner is a MECHANIC'S BAY. Grease stains and rusty car parts litter the ground. Behind the place is the SILVERSTREAM TRAILER we saw Jeep step out of earlier.

The only thing here that looks fairly new is the UHAUL TRUCK parked in front of the garage with its hood up.

Kyle grabs a crumpled hand drawn map from the front seat and flattens it out on the roof of the car. He spins it around. Which way is north?

KYLE

Darren, your fuckin' directions
suck, man.

He checks his cell phone again. No chance of a signal way out here. So he shuffles around to the side of the diner in search of a pay phone.

The good news is that he finds one. The bad news is that it's been broken for ten years.

Leaning next to the broken phone, however, is Charlie wearing a shabby, faded WAITRESS uniform stretched tight around her very pregnant belly. Adding to her perfect mother-to-be look is that cigarette dangling from her lips. The plastic name tag pinned to her chest says "CHARLIE".

KYLE

Hey...

She eyes him, mildly intrigued, takes a drag.

KYLE

You know that shit right there
ain't good for the baby.

She lets out a long slow exhale.

CHARLIE

Guess I should think 'bout quittin'
then.

KYLE

Now hold on, girl, let me bum one
before you do.

CHARLIE

You can buy a whole pack inside.

KYLE

Tell ya what. You let me have one
of yours, and I'll give you two
from the new pack you're gonna sell
me.

She considers him for a moment, then pulls out a cigarette. Lights it off the end of hers then hands it to him. Kyle takes a drag, pulls out his crumpled map.

KYLE

Am I in the right place?

CHARLIE

(peers at the map)
Only if nowhere's right, 'cause
that's where you are.

KYLE

Sonuvabitch. There another phone around here? You know, one that works?

CHARLIE

Bob'll probably let you use the diner phone if you ask him real nice...And pay 'im somethin'.

KYLE

I can handle that. You got pancakes here?

CHARLIE

Yeah, we got a buttermilk stack for three seventy-five. We also got french toast for four dollars if you're into that. I personally like the pancakes though.

JEEP (O.S.)

You okay, Charlie?

They both turn to see Jeep behind the diner, wearing mechanic's coveralls and holding a DUSTY OLD CRIB. Charlie quickly hides her cigarette behind her back. Busted.

CHARLIE

Yeah, I'm okay. This guy's just lost.

Jeep nods, uncertain, eyes Kyle another moment, then he shuffles along out of sight. Charlie brings the cigarette back up to her lips. An awkward beat.

KYLE

Three seventy-five, huh?

INT. PARADISE FALLS GAS 'N' GRUB - DAY

The DOOR JINGLES. Charlie and Kyle enter.

Audrey's eyes light up when she sees Kyle. He notices her as well. How couldn't he? She's directing every ounce of sex appeal she has in his direction.

Her parents, on the other hand, shoot a look of utter fear in Kyle's direction, as if he personified their worst suburban nightmare.

Charlie heads to the register. Digs out a fresh pack of smokes from underneath the counter.

CHARLIE
I hope Salem Lights are okay,
'cause that's all we got left.

KYLE
If I can smoke 'em, I'll take 'em.

BOB (O.S.)
Where ya been, Charlie?

Bob steps off the chair.

BOB
This ain't a resort you know. I
got orders stacking up here.

In truth there aren't any orders stacking up, but it
certainly makes Bob feel better to say it.

BOB
(sees the two cigarettes
Kyle's handing her)
You best not be smokin' again. Not
in your condition.

CHARLIE
(gestures to the diner)
Bob, do you see where am I right
now? Can my condition really get
any worse? 'Sides, you ain't one
to talk.

BOB
What? I quit two years ago.

CHARLIE
Yeah, so why you still carryin'
that fancy lighter 'round for?

BOB
It was a gift from my ex-wife,
alright? I'm sentimental. I don't
wanna forget how much I hate her
guts.

KYLE
Hey man?

Bob turns to Kyle. Doesn't like what he sees.

KYLE
Can I use your phone? My cell
doesn't get a signal out here and
the pay phone outside is busted.

Bob is about to respond when:

HOWARD (O.S.)
Excuse me...?

Howard approaches, oblivious to the conversation he's interrupting.

HOWARD
Any news about when our truck might be fixed? You said your boy would have us on the road two hours ago. The rate we're going, we'll be lucky to make it to Scottsdale by Christmas.

Bob's expression darkens at this news.

BOB
Goddamn it. Where the hell is Jeep?

CUT TO:

A GRIMY PIECE OF WOOD

A cloth wipes away the dirt, revealing the partial image of an ANGEL carved into the surface.

INT. MECHANIC'S BAY - CONTINUOUS

Jeep is carefully cleaning the old wooden crib on a workbench. There's an unsettling intensity in his eyes, as if fear itself were driving him.

BOB (O.S.)
Hey, Leonardo...!

Jeep freezes, knows he's in trouble. He reluctantly turns to see his father standing next to the Anderson's broken-down Uhaul.

BOB
The fact that this truck's hood's up mean anything to you?

Jeep stares at the ground. Couldn't be anymore uncomfortable.

JEEP
Yeah...

BOB
(approaches, peering past him to the crib)
(MORE)

BOB (cont'd)
Whaddya workin' on that's so
goddamn important you're not doin'
your job?

JEEP
Nothin'...

Jeep tries feebly to block his path, fails.

Bob looks down at the crib with dismay.

JEEP
Found it under a bunch of stuff in
the storage shed. I know you never
like to throw anything away...

Bob considers him, softens.

BOB
Whaddya doin'?

JEEP
What...?

BOB
Jeep, I like Charlie. I do. And I
think it's real good of you to lend
her a helping hand, but she is not
your responsibility.

JEEP
(heard this before, pushes
past him)
Oh whatever, leave me alone.

BOB
Don't walk away from me while I'm
talkin' to you!

EXT. PARADISE GAS 'N' GRUB - CONTINUOUS

Jeep walks out toward the gas pumps, but Bob's right
alongside him, not giving up.

BOB
How long you gonna follow her
around like a puppy dog? Cleanin'
up the messes she makes while she
steps out with every guy around
here other than you?!

Jeep stiffens. Turns to his father:

JEEP
Don't say that about her! She's
not like that!

Bob gives Jeep a hard stare. Yeah, she is.

BOB

You really think she's gonna stick around here after that baby's born and off her hands?

Jeeps shakes his head, burns.

JEEP

Look, I know it doesn't make any sense to you, but it's just something I have to do.

Bob sighs, feels for his boy.

BOB

(points up at the PARADISE FALLS sign)

See that up there? Your mother thought I was crazy for wanting to buy this place, middle of nowhere...But I just knew this was what I was supposed to do. Told your mom, "just wait." Told her when they finally ran the freeway through here like they were plannin' on, this place would be like Grand Central Station.

(beat)

But I was wrong. The freeway never came and now the only people who ever stop here are the ones who are lost.

(beat)

And your mom? Well she got tired of waitin'.

JEEP

C'mon Dad. You can't blame yourself for what she did--

BOB

Yeah, I can. And I'm sayin' you're about to make the same damn mistake I made, believing in something that's never gonna happen...Or someone.

(beat)

It's time for you to move on from this place, Jeep. I don't wanna see you wake up one morning old and pissed off, realizing you're lost just like everybody else who stops here.

Jeep looks up at his father, his words hanging heavily. A tough pill to swallow.

BOB
Now get to work on that truck. I
wanna have these people on the road
by nightfall.

Bob walks back into the diner.

Jeep is about to turn back to the garage when he notices something off in the distance.

Ominous DARK CLOUDS line the horizon to the south like a living wall. He shifts his gaze up the highway to the north.

Same thing. DARK CLOUDS are pushing their way over the distant mountains. A storm is coming.

INT. PARADISE FALLS GAS 'N' GRUB - SAME

Bob reenters the diner to find Kyle sitting at the counter, digging into a plate of banana pancakes.

Kyle is about to address him again, when something else steals Bob's attention.

BOB
(holding up a silencing
hand)
Yeah, wait a minute.

The TV has gone on the fritz again. Only now the image is mostly snow.

Bob climbs back onto the chair. Faces the TV.

BOB
What's wrong with you today?

WHACK!

The image flickers but doesn't improve.

PERCY
I told you to get the satellite TV.
But you don't wanna listen.

BOB
What the hell do I need that crap
for?

PERCY
History Channel, man!

BOB
I got all the history I can take.

CHARLIE
That's for sure.

BOB
What's your problem now?

WHACK!

CHARLIE
Where do I start?

BOB
You know this was the top-of-the-
line model when I bought it.

CHARLIE
Yeah, in the Fifties.

BOB
You shouldn't be watchin' anyways.
(rubs his hands together)
Okay, baby, this is gonna do it.

Bob gives the TV one final wallop -- WHACK!

And the picture snaps into FOCUS. Only it isn't the picture he was expecting.

The STARK GRAPHIC OF THE EMERGENCY BROADCASTING SYSTEM and its accompanying HOLLOW TONE fill the diner.

Everybody in the place stops and turns to the TV.

BOB
See? Clear as day.

PERCY
Nice work, Bob. What the hell's
that?

BOB
It's just one of those test things.

That'd be true, except for the words at the bottom of the screen, which read:

"THIS IS NOT A TEST"

Bob switches the channels. All the same.

CHARLIE
Don't look like a test.

Bob steps off the chair and backs slowly away from the TV as if a little distance will bring some clarity. He bumps into Kyle.

KYLE

Yo, am I the Invisible
motherfuckin' Man here? Do you
have a phone or not?

Kyle peels a five dollar bill off a serious WAD OF CASH. That gets Bob's attention. Bob snaps the money out of his hand.

BOB

In the back past the kitchen. Make
it fast.

Kyle hustles passed Percy.

Charlie is standing by the Anderson's table, clearing dishes. Everybody's eyes are locked on the TV.

SANDRA

If there's a real emergency aren't
they supposed to give us some
information about what to do?

HOWARD

I'm sure it's a mistake.

BOB

Hey, Percy, give that old radio of
yours a shot. Maybe they got some
news about the TV.

Percy grabs an old battery powered radio off a kitchen shelf. Switches it on.

STATIC. He spins the dial until he reaches a clear signal.

The same HOLLOW TONE of Emergency Broadcasting. Station after station the same thing.

The diner is overwhelmed by a chilling chorus of HOLLOW TONES. Everyone goes very still.

KYLE (V.O.)

Let me talk to him...

INT. DINER - BACK OFFICE - SAME

Kyle sits at a messy desk in this dark, wood paneled back office, phone to his ear.

KYLE (CONT'D)

(on phone)

Cuz a father should be able to talk to his son, that's why. Now put 'im on the phone.

(a beat then a smile)

Is that my little man...? Yeah, well I'm working hard, so that I can be with you. You bein' good?

(strange STATIC can be heard)

Wait... You're breakin' up. Hello...?

(hangs up in frustration)

Shit!

Kyle stews a beat, then picks up the phone to redial. Frowns. No dial tone.

KYLE

What the hell...

He keeps trying. Nothing.

HOWARD (V.O.)

Maybe there was an earthquake?

INT. DINER - SAME

Everyone is looking at Howard.

HOWARD

They keep sayin' we're overdue for a big one.

PERCY

Lot a folks could be hurt.

BOB

Not if it was centered in the desert.

HOWARD

Exactly. Could be nothing to worry about.

SANDRA

So then why's the TV out?

HOWARD

Maybe it just hit the relay stations. Aren't those usually in remote areas?

BOB

Yeah, 'cause of the radiation they give off.

PERCY

There ain't no radiation comin' from those things. Plus that don't explain the radio being out too. Some of those stations broadcast over hundreds of miles. Any quake that big and we would a felt it.

CHARLIE

Percy's right. I didn't feel nothing.

AUDREY

Maybe it's a terrorist attack or something...?

SANDRA

(covers her mouth)
Oh god...

Everyone considers that grimly, then:

BOB

Well, for cryin' out loud. There's no use in speculating. I'll just call my brother up in Needles. He must a heard something.

KYLE (O.S.)

I don't think so.

Kyle has reappeared in the diner.

BOB

Whaddya talkin' about?

KYLE

Phone's dead. Just tried to make a call.

BOB

You're shittin' me.

Kyle shakes his head, sits down at the counter.

SANDRA

Oh, this is just great.

BOB

Relax, Mrs. Anderson. Nothing to get excited about. Probably just working on the lines.

(MORE)

BOB (cont'd)
Sides, I'm sure Jeep'll have your
truck fixed up quick as can be, and
then you'll be on your way.

EXT. PARADISE FALLS GAS 'N' GRUB - SAME

Jeep is buried under the Uhaul's hood, working at something
with a socket wrench. It's not going well.

JEEP
Damn it!

He pulls himself up. Grease covers his face and hands. The
sound of a CAR APPROACHING catches his attention.

He watches as a beat up EIGHTIES CUTLASS SUPREME pulls off
the highway and rolls to a stop at the pumps. It's a mystery
how anyone could see through the LAYER OF DUST on that
windshield.

After a moment the car door pops open and the LEGS OF AN
ELDERLY WOMAN swing down to the ground, followed by the metal
frame and wheels of a walker.

The LITTLE OLD LADY gets out of the car, steadies herself on
the walker, and then slowly makes her way toward the diner
with the rickety frailness of an old turtle. Jeep watches
her disappear inside.

He then looks toward the horizon again. The WALL OF DARK
CLOUDS are growing ever closer.

INT. PARADISE FALLS GAS 'N' GRUB - CONTINUOUS

A JINGLE as the old lady enters. She surveys the scene as if
feasting on paradise. Maybe her eyes aren't so good.

CHARLIE
Have a seat wherever you want,
Ma'am. Specials are on the board.

OLD WOMAN
Thank you, dear.

The old lady settles at a table across from the Andersons.
She smiles at them pleasantly.

Charlie is about to hand her a menu, when:

OLD WOMAN
Oh, I already know what I want.

CHARLIE
Okay, what'll it be?

OLD WOMAN
I'll have the steak, please.

CHARLIE
And how'd you like that cooked?

OLD WOMAN
Rare if you would. And water, no
ice.

CHARLIE
Coming right up.

OLD WOMAN
Charlie, is it?

CHARLIE
Yeah.

OLD WOMAN
What an unusual name for a girl.

CHARLIE
So they say. I'll be right back
with your water.

The old lady turns to the Andersons.

OLD WOMAN
Hello, I'm Gladys. Gladys Foster.

SANDRA
Nice to meet you, Gladys. I'm
Sandra and this is my husband
Howard.

GLADYS
What a nice young couple you are.
What brings you out to these parts?

SANDRA
We're moving out to Scottsdale.
But our truck broke down, and so
we're stuck here while it's being
fixed.

GLADYS
Oh, what a nuisance.

A FLY begins to buzz around Gladys's head. She doesn't seem
to notice it.

SANDRA
Say, Gladys, it seems the lines are
down around here. The phone and
TV, you know?

(MORE)

SANDRA (cont'd)
 And I just was wondering if you
 might have heard something on your
 way up? You know, about what's
 going on?

Gladys smiles strangely.

GLADYS
 Oh, don't worry yourself about
 that, sweetheart. It'll all be
 over soon.

Sandra nods at the old woman, unsure of what to make of that
 response.

The fly that was circling her head, now lands on GLADYS'S
 FACE. It crawls across her cheek without her reacting in the
 least.

Howard and Sandra exchange looks. Creepy.

The door JINGLES and Jeep walks in. He heads straight for a
 quiet huddle with Bob. All the while though, he keeps one
 eye fixed on the old lady sitting at the table near the
 Andersons. Something about her...

JEEP
 The carburetor's shot. Don't know
 why. Looks brand new.

BOB
 (glances over at the
 Andersons)
 Ah, shit. They're gonna be pissed.

JEEP
 I could try to rebuild it, but it'd
 take a while, and I don't think we
 have all the parts. If we call
 right now, we might be able to get
 a new one down here tomorrow
 morning.

BOB
 That's not gonna happen. Goddamn
 phone's out.

JEEP
 What?

Across the diner, Charlie places a bloody red steak in front
 of Gladys.

GLADYS
 Thank you, dear. How far along are
 you?

Charlie rests a hand on her belly.

CHARLIE
Just about there.

GLADYS
The father must be very proud.

CHARLIE
I wouldn't know.

GLADYS
You mean he's...

CHARLIE
Out of sight. Out of mind.

GLADYS
Oh, I see. So you're not married,
I take it?

A fly lands on Gladys's steak. Charlie tries to wave it away. But another one lands in its place.

CHARLIE
Nope.

Gladys starts to dig in to the steak with a real ferociousness you wouldn't expect from an old lady. More FLIES begin to land on her body. On her food.

Charlie is still trying to wave them away.

GLADYS
That's too bad.

CHARLIE
No, I prefer it that way. I don't
a need a man tellin' me what to do.

GLADYS
But what about the baby?

CHARLIE
I've got it under control.

GLADYS
Yeah, but it's gonna burn.

Charlie freezes. The Andersons turn to look as well. Kyle glances over from the counter.

CHARLIE
What did you just say?

GLADYS
 (all smiles)
 I said your fucking baby's gonna
 burn.

Charlie shakes her head at the woman, not giving in.

CHARLIE
 Go to hell, lady.

She slaps the check down on the table and walks back toward the kitchen, passing Jeep and Bob.

BOB
 What happened?

CHARLIE
 Total fucking Jesus freak.

Gladys begins to laugh innocently as she continues to devour her meat. Red juice drips down her chin. The flies are swarming now. How did so many get in here?

Sandra and Howard are mortified at this sudden turn of events.

GLADYS
 All those babies. They're gonna
 burn.

SANDRA
 Gladys, please. There's no reason
 to --

Gladys's head suddenly whips toward her.

GLADYS
 Shut up, you stupid fucking cunt!
 All you do is complain! Complain!
 Complain!

Sandra covers her mouth in shock. Everybody in the diner is now focused on the old lady.

Howard gets up from the booth.

SANDRA
 Howard, it's okay! Don't listen to
 her!

But Howard's already standing over Gladys.

HOWARD
 Who the hell do you think you are,
 lady?! Now, I'd like you to
 apologize to my --

GLADYS LUNGES AT HOWARD AND TAKES A MONSTROUS BITE OUT OF HIS NECK! SHE PULLS BACK TO REVEAL A MOUTH FILLED WITH TINY RAZOR SHARP TEETH.

EVERYBODY FREAKS as Howard crumbles to the floor.

Gladys rockets to her feet, knocking her table over. Blood covers her face and chest.

GLADYS
You're all going to fucking die!

Percy is the first to react. From behind the counter, he whips a heavy metal frying pan at Gladys that knocks her head sideways. THWACK!

BONES BREAK AND BURST FROM HER NECK. Impossibly, Gladys is still standing.

She lets out an INHUMAN SCREAM and SCRAMBLES ACROSS THE DINER, knocking tables and chairs over in her wake.

Bob pulls a shotgun from behind the counter.

BOB
Don't move!

But Gladys not only moves, SHE SCURRIES RIGHT UP THE FUCKING WALL LIKE SOME KIND OF BIZARRE CRAB!

Bob can't believe his eyes. But he gets over it real fast, as the crab lady rushes toward him -- ACROSS THE CEILING -- UPSIDE DOWN!

BOB PUMPS THE SHOTGUN, trying to take her down, but he can't track her fast enough. Instead he blows ENORMOUS HOLES in the ceiling, a rain of plaster.

Gladys drops down right in front of Bob.

BOB
(struggles to cock the
gun)
Fuck!

Gladys smiles sweetly before SLAPPING HIM CLEAR ACROSS THE ROOM!

The shotgun clatters to the floor at Jeep's feet. He snatches it up and aims it at Gladys who turns calmly to face him.

PERCY
Shoot her, Jeep!

Jeep's about to fire, when the old lady's EYES GO ALL WHITE.

GLADYS
 (a sickly sweet smile)
 You'll never save her.

Jeep freezes, stunned by her words, overwhelming fear paralyzing him where he stands.

PERCY
 SHOOT THE FUCKING BITCH!

Gladys rockets straight at him!

But Jeep's too afraid to move. He clamps his eyes shut, bracing himself for the end.

BLAM! BLAM! BLAM!

A RAIN OF BULLETS RIP INTO GLADYS, taking her down like an animal.

Jeep slowly opens his eyes. His gun's still cocked.

Gladys lies dead in a smoldering, bloody heap at his feet.

He turns to see Kyle with smoke rising from the barrel of his silver plated WESTERN ARMS 45. If everyone wasn't so shocked, they'd probably be wondering why this guy is packing such serious heat.

SANDRA (O.S.)
 Somebody help me!

Sandra is on the floor with her husband. Blood pours freely from his neck.

Kyle stares at the dying man -- a moment of hesitation -- then he rushes to help.

KYLE
 Press your hands over the hole!

Sandra looks fearfully up at Kyle, at the gun still in his hand.

KYLE
 Don't look at me like that, lady!
 I'm tryin' to fuckin' help you!
 Now put your goddamn hands over the
 hole before your husband bleeds to
 death!

Obeying, she cups her hands over the hole in his neck, desperately trying to stop the flow of blood leaking out between her fingers. Percy scrambles over with a first-aid kit and together he and Kyle get to work on Howard's neck.

A few feet away, Charlie helps Bob, bruised and bleeding, to his feet.

BOB
The fuck was that?! What the fuck
was that!?

Across the diner, Audrey is pushed back into a booth, her knees pulled tightly to her chest, shivering. Her adult facade giving way to that of a frightened child

A DROP OF RED HITS AUDREY'S CHEEK, causing her to look up and see Gladys's TRAIL OF BLOOD DRIPPING FROM THE CEILING. An ungodly horror.

EXT. PARADISE FALLS GAS 'N' GRUB - SAME

Kyle, Percy, Sandra and Audrey frantically carry Howard, his neck bandaged, to the back of the Escalade.

INT. ESCALADE - CONTINUOUS

Howard lies in the back seat. Sandra by his head, clasping his hands in hers. Audrey by his feet. Percy rides shotgun. Kyle struggles to get the key in the ignition.

The engine ROARS to life.

EXT. PARADISE FALLS GAS 'N' GRUB - CONTINUOUS

The Escalade fishtails onto the highway.

INT. ESCALADE - CONTINUOUS

Kyle grips the wheel. Picking up speed.

KYLE
How far to the hospital?

PERCY
Seventy, maybe eighty miles.

Kyle shoots him a look. Eighty miles?! Pedal to the floor time. Audrey leans forward from the back seat.

AUDREY
What's that on the road?

Up ahead, the DARK CLOUDS Jeep saw earlier have finally closed in, descending onto the highway like a WALL.

KYLE
They're fuckin' clouds! What the
fuck do they look like?

AUDREY
Not clouds. Clouds don't buzz.

She's right. They're black... Undulating... BUZZING!

PING! PING! PING!

Suddenly HUNDREDS OF TINY BUGS begin to HIT the windshield --
SPLAT!

And that's when they realize it... Those aren't clouds.
THEY'RE FLIES!

The Escalade enters the SWARM. The car is PUMMELED by
insects, the windshield instantly covered in BLACK AND RED
bug guts. Driving blind!

The sound of FLIES SPLATTERING and BUZZING is deafening!

Everyone SCREAMS as hell surrounds them...

INT. DINER BATHROOM - SAME

Bob is hunched over the steaming sink, pounding a can of
light beer. Jeep is leaning against the wall, looking like
he's about to puke or faint.

BOB
I don't understand how she was
still standin' after Percy hit 'er
with that goddamn fryin' pan.
Broke her fuckin' neck. I saw it.
I swear I did.
(beat)
And did you see that kid's gun?
The hell's he doin' with a gun like
that?

Bob looks over at Jeep, sees him trembling.

BOB
It's okay, Jeep. It's okay.

But for Jeep it's not okay. He's hurting real bad inside.

JEEP
I couldn't pull the trigger. I
froze. I saw what I needed to do,
but I was afraid...
(breaks down)
She could've killed you!
(MORE)

JEEP (cont'd)
 Or Charlie...She would've killed me
 if it wasn't for...

He can't get the words out. Bob rests a hand on his boy's shoulder.

BOB
 There's nothin' to be ashamed of,
 Jeep.
 (beat)
 Not everybody can play the hero.

Before Jeep can respond, they hear the sound of the front DOOR JINGLE.

INT. PARADISE FALLS GAS 'N' GRUB - CONTINUOUS

Bob and Jeep appear from the back, as Kyle, Percy, Audrey and Sandra carry Howard into the diner, all of them stumbling, gasping for air. Charlie moves in to help.

Percy races for the back.

BOB
 (catching Percy by the
 arm)
 Where you going?!

PERCY
 To get my bible!

BOB
 The hell you need that for?!

PERCY
 Well somebody's gotta start
 prayin'...

Bob's about to respond when he hears the BUZZING.

Bob, Charlie and Jeep slowly approach the windows to see the SOLID UNDULATING BLACK CURTAIN OF FLIES SURROUNDING THE TRUCK STOP'S PERIMETER A FEW HUNDRED YARDS OUT.

Everything in the diner is suddenly cast in DARK RED as the day's remaining sunlight filters through the swarm.

Apocalyptic.

No one breathes.

CUT TO:

A BLACK HAND AND A HOOK TEAR A SHIRT OPEN

Revealing a bloody mess of muscles and tendons chewed down to the bone.

INT. PARADISE FALLS GAS 'N' GRUB - SAME

Percy and Charlie are tending to Howard. Sandra is holding her husband's hand, trying to comfort him, while Audrey watches from a distance with grim fascination.

PERCY
(raises a bottle of
alcohol)
Okay, hold 'em steady.

CHARLIE
(nods, peakish, to
herself)
Oh god, please don't throw up.

Howard writhes as Percy pours alcohol on the wound.

Sandra can't help but stare at Percy's hook.

Meanwhile across the diner, Bob and Jeep peel back the tablecloth to examine Gladys' bullet riddled corpse. Kyle stands over them with Bob's shotgun trained on the body -- just in case.

Gladys is a real horror show. Bones jut out at obtuse angles from her neck -- a result of the blow to her head from Percy's frying pan.

BOB
She's cold as a freakin' ice cube.
If I hadn't just seen her walk in
here, I'd say the old bag's been
dead for hours.

Bob rolls Gladys over, revealing her face -- her enlarged mouth filled with dozens of razor sharp baby teeth.

KYLE
Well, I don't care how long she's
been dead, the bitch ain't stayin'
in here with us.

EXT. PARADISE FALLS GAS 'N' GRUB - A FEW MINUTES LATER

Bob, Kyle and Jeep quickly drag Gladys's body wrapped in the plastic table cloth a short ways from the diner. They warily eye the curtain of FLIES no more than a hundred yards out.

BOB
I don't get it. Why don't they
come closer?

KYLE
How the fuck am I supposed to know,
man? You askin' me to explain the
behavior of a motherfuckin'
pestilence.

A CLANK and Jeep notices the old lady's car keys have dropped
to the ground.

JEEP
(holding up the keys)
You guys!

GLADYS' CUTLASS SUPREME

Its windows are completely caked with dust. The men WIPE
AWAY a layer of brown from the glass, allowing them to peer
inside the car.

BOB
You see anything?

KYLE
No Twilight Zone shit if that's
what you mean.

Jeep slips the key into the driver's side door. Unlocks it.

BOB
Careful. Old lady could have some
kind of rabid poodle locked up in
there.

Jeep slowly swings the door open and that's when the smell
hits them.

KYLE
Agh! What the fuck is that?

Bob covers his nose.

BOB
Jesus.

Kyle opens the passenger door, looks in. Dark, dirty. But
nothing unusual.

KYLE
Nothin' here.

JEEP
How 'bout the trunk?

They go around to the BACK OF THE CAR. Jeep slips the key in.

The trunk POPS open, revealing a PILE OF DEAD CATS. ROTTING. MAGGOT INFESTED.

Bob quickly slams the trunk closed. The guys are reeling with disgust.

Kyle's trying to blow the stench from his nose.

KYLE
Bitch's got motherfuckin' dead cats in her hoopty! What the fuck is wrong with white people?!

BOB
Least now we know where that smell was coming from.

KYLE
Yeah, it was a real motherfuckin' necessity we figured that out, man.

JEEP
(sees something up the road)
Hey...

They turn to see HEADLIGHTS growing larger in the dim haze.

A POLICE CRUISER careens off the highway and skids to a wild stop in front of the diner. Its ENGINE RATTLES as the dust clears around it. No movement can be seen behind its bug splattered windows.

BOB
Okay, now we're talkin'.

JEEP
Wait a minute. Check it out. It's LAPD. What's an LA cop doing way out here?

Bob and Jeep look over at Kyle.

KYLE
I'm from Nevada, man.

They consider the police car a moment more. See the SHATTERED PASSENGER WINDOW, the BLOOD STAINS.

BOB
Give me the shotgun.

Kyle hands the shotgun over to Bob.

INT. PARADISE FALLS GAS 'N' GRUB - SAME

Charlie's face lights up when she sees the police car.

CHARLIE
Oh, thank God, the police!

EXT. PARADISE FALLS GAS 'N' GRUB - CONTINUOUS

The door of the POLICE CAR OPENS as Charlie races from the diner.

The three men see her moving toward the car. Jeep's face goes slack.

JEEP
Charlie, wait!

The men begin to run toward her...

While out of the police car steps...

MICHAEL

Charlie freezes a few feet from the car when she sees those piercing eyes already familiar to us. Michael looks at her, as if she was exactly who he expected to see.

In moments Bob, Kyle and Jeep form a protective shield in front of Charlie. Bob raises the shotgun.

BOB
Take one step closer and I'll drop you right here.

A long beat as Michael considers Bob. Icy cold.

MICHAEL
That how you greet all your customers?

BOB
Mister, after what we've been through here today, you're lucky we didn't shoot you first and greet you later. Now let me see your teeth.

Michael stares at him blankly.

BOB
Your teeth goddamn it! Lemme see
'em!

Michael offers up a dangerous smile, revealing a not so well kept but definitely normal set of teeth. Bob and the others ease slightly.

JEEP
No, shark teeth, Pop.

Bob lowers the gun.

BOB
Okay... Suppose you tell us your
name then.

MICHAEL
Michael.

BOB
Sorry about all that, Michael.
This old lady just went crazy
inside my place here. She had
these teeth. Never seen anything
like 'em. Practically bit a man in
half.

Michael remains silent. Doesn't seemed shocked in the least by what he's heard.

BOB
So what are you doin' out here?
Gotta say you don't exactly look
like a police officer. Even one
from L.A. Then again, you have to
be, right? I mean, who the hell'd
be crazy enough to steal a cop car?

Bob chuckles for a moment. When Michael doesn't respond in kind, Bob falls silent. Anxious. He slowly raises the shotgun again.

Michael sizes up this raggedy group. His gaze drifts over to the loosely wrapped body in front of the diner. The plastic table cloth flaps wildly in the wind. Turning back to Bob:

MICHAEL
You don't know, do you?

KYLE
Know what?

CHARLIE

We don't know anything. Nothing's working here. The TV, the radio, the phone...

Michael just shakes his head.

MICHAEL

I'm running out of time.

Michael steps toward Charlie with a sense of purpose, but Bob blocks his path, brandishing the shotgun.

BOB

Back off, fella...

(beat)

Now, I don't care if this is the second coming of Jesus fucking Christ, I say it's time for you to either get talkin' or get the hell outta here!

In a BLUR OF MOVEMENT, Michael rips the shotgun from Bob's hands. It all happens so fast that Bob is stunned to find himself holding air.

He's even more stunned to now have the barrel of the gun pressed to the bridge of his nose. Everyone freezes.

KYLE

Easy! Easy!

Michael's expression is totally calm. Merciless.

JEEP

C'mon, Dad, tell 'em you're sorry. Tell 'em you were only kidding!

But Bob can't even speak, he's so scared. He squeezes his eyes closed.

CHARLIE

Let 'em go!

Michael's eyes flit momentarily in Charlie's direction. Considering her.

The diner door opens and Percy steps cautiously out with hand and hook held up to show no threat. He's followed by Sandra and Audrey.

Michael sees them, but offers no indication that he cares.

PERCY

Now, son, I'm sure you don't wanna go spillin' blood for no good reason in front of all these decent people, do ya? Our friend Bob here ain't worth the trouble it'd cause ya.

(beat)

So whaddya say 'bout just lettin' 'im go and then you can be on your way? Nice 'n' easy.

But Michael doesn't seem to register this plea. It's not looking good.

No one BREATHES. That's when Kyle notices something out in the direction of the road.

DOZENS OF TINY HEADLIGHTS APPEARING IN THE DARK HAZE. APPROACHING.

KYLE

What the--?

Michael turns, sees the lights.

MICHAEL

They're here.

Michael whips the gun away from Bob's head and thrusts it back into his hands. Bob's looks down at the gun, speechless.

MICHAEL

You're going to need this.

Michael walks swiftly around to the trunk of the cruiser. Pops it, revealing a staggering ARSENAL OF WEAPONRY.

HE BEGINS TO LOAD GUN AFTER GUN.

Percy stares out at the lights, eyes wide.

PERCY

Lord, have mercy.

(waving back Audrey and Sandra)

You ladies best get back inside.

SANDRA

What is it? What's happening? Who is this man? Why's he driving a police car?

AUDREY

Shut up, mom!

Audrey pulls her mother back into the diner.

Michael hands an MP5 SUB-MACHINE GUN to Kyle. Another one goes to Percy. Finally he places a third one in Jeep's hands, who stares down at it anxiously.

BOB
Wait. I don't think that's such a good idea.

JEEP
Dad, I can handle it.

BOB
(to Michael)
He's just a kid --

JEEP
I said, I can handle it!

Michael's eyes narrow, studying Jeep.

MICHAEL
He can handle it. He doesn't have a choice.

Michael pulls out twin MP5s for himself. GLOCK 9s are tucked everywhere they can go. Michael tosses clip belts to the men. Boxes of shotgun shells. The works.

MICHAEL
If you want to live, you'll do exactly as I say.

He slams the trunk closed and approaches Charlie. He cocks a Glock and hands it to her.

MICHAEL
When you fire, you keep your thumb off the slide. Don't hesitate. Don't do anything brave. There's no safety.

He gives her a hard look. She nods nervously. Trusting him but not sure why.

Michael marches into the diner. Kyle glances quickly at the others, then he bolts after Michael.

Percy follows. Then Charlie.

Now it's only Jeep and his father left.

BOB
C'mon, Jeep. We gotta go!

And Bob rushes into the diner.

A moment as Jeep looks out toward the road.

THE HEADLIGHTS ARE GROWING BRIGHTER. CLOSER.

He contemplates the sub-machine gun in his hands.

JEEP

Fuck it.

And races after his father.

CUT TO:

A DEAD BOLT

Thrown. Locking the diner door.

INT. PARADISE FALLS GAS 'N' GRUB - CONTINUOUS

Frantic activity. Kyle and Michael push a booth in front of the door, sealing off the entrance.

Tables are turned on their sides to form makeshift shields.

Window blinds are snap closed.

THE BACK OFFICE - CONTINUOUS

Jeep races in, locks the back door. Then he pushes a desk in front of it.

IN THE DINER - CONTINUOUS

The place is transformed. Locked up tight. The ROAR OF ENGINES outside grows ever LOUDER, CLOSER.

Sandra huddles on the floor with Howard, his head in her lap. She's running her hands gently through his hair, trying to keep calm. He opens his eyes. Pale, weak from blood loss.

HOWARD

Sandra? What's happening?

SANDRA

It's okay! Everything's okay!

Sandra closes her eyes. Struggling to believe it.

Suddenly the ELECTRICITY GOES OUT, dipping the room into DARKNESS.

We hear CRIES OF ALARM. TOTAL BLACK. Chaos.

BOB (V.O.)
Jeep, get the flashlights!

PERCY (V.O.)
Everybody just stay still!

KYLE (V.O.)
Now that we're locked in here, what
the fuck are we supposed to do?

A flicker of LIGHT. And then FLASHLIGHT BEAMS CUT THROUGH THE DARKNESS...coming to rest on Michael's pale face.

Michael looks up at the ceiling.

EXT. PARADISE FALLS GAS 'N' GRUB - ROOF - NIGHT

A hatch opens and out comes Michael followed by Bob, Percy and Kyle. They quickly take their places behind the "Paradise" sign. Pitch black surrounds them.

The RUMBLE OF ENGINES is gone, leaving only the RUSH OF THE WIND coming up off the desert.

KYLE
Where the hell did they go?

Bob turns to Michael sharply.

BOB
Alright, Rambo. You got us up here. Now you mind explaining what the fuck we're fighting?

Michael is about to answer, when:

PERCY
Listen!

Over the wind, another sound becomes audible.

The delicate chime of a CALLIOPE.

PERCY
You hear what I'm hearing?

BOB
Yeah...The hell is that?

The CALLIOPE MUSIC grows louder, the melody more distinct. Now we recognize the song: SANTA CLAUS IS COMING TO TOWN. But instead of filling them with cheer, it fills them with dread.

PERCY
It sounds almost like...

KYLE
Ice cream.

TWO HEADLIGHTS appear in the darkness. And sure enough, an ICE CREAM TRUCK rolls slowly toward the diner. The EERIE CALLIOPE MUSIC emanates from a speaker on its roof. It's too dark to see who's behind the wheel.

KYLE
You've got to be fuckin' kidding me.

MICHAEL
Alright. There's a safety switch on the side of your gun. Push it all the way down. Two clicks.

The men quickly do as they're told.

MICHAEL
Now when this starts, you hold on tight, you hear me? If you don't, you're going to blow your hand off. Understand?

Kyle, Bob shoot quick anxious looks at Percy.

PERCY
The fuck y'all lookin' at me for?

INT. PARADISE FALLS GAS 'N' GRUB - SAME

Jeep faces the boarded up front door, awkwardly holding the MP5, trying to assume a tough guy posture. If only he could stop shaking, it might be believable.

Charlie and Audrey peer between the slats covering the windows. The ICE CREAM TRUCK'S HEADLIGHTS fan across the diner.

Audrey and Charlie back away from the windows.

Charlie stops next to Jeep. Senses him shaking. Rests a hand on his arm. And that seems to help...a little.

Howard smiles weakly at the familiar sound of the CALLIOPE.

HOWARD
Oh, honey, listen. It's the Ice Cream Man.

EXT. PARADISE FALLS GAS 'N' GRUB - ROOF - SAME

The Ice Cream Truck pulls to a stop with its headlights facing the diner.

Everyone aims their guns at the truck. Tense.

From the Ice Cream Truck...a DARK BLOODY SHOE STEPS to the ground.

MOVING up the long grey pant leg spotted with blood stains to reveal a skeletally thin man in tattered coveralls. Say hello to THE ICE CREAM MAN.

He looks like he's been through hell -- literally. As he steps into the beams of the headlights we can see him even more clearly.

He's tall. Too tall. His clothes don't seem to fit him. And he's unnaturally thin as if he's been stretched like taffy. If he got down on all fours, you might mistake him for some kind of spider. He surveys the diner, the garage, the roof -- assessing the situation.

On the roof, the men wait for something to happen.

KYLE
(whispers)
Ah, he don't look that bad.

The Ice Cream Man's gaze snaps up to the roof. He heard.

KYLE
Oh, shit. Oh, shit. Oh, shit.

That's when the Ice Cream Man's JAW UNHINGES, STRETCHING TORTUROUSLY DOWN TO NEARLY THE MIDDLE OF HIS CHEST! ROW AFTER ROW OF A RAZOR SHARP TEETH FORM with the sickening sound of CRACKING OF BONES.

From his new mouth, the Ice Cream Man lets out an earth shattering HOWL.

Everyone except Michael is practically hyperventilating with fear.

MICHAEL
Get ready!

And the ICE CREAM MAN BOLTS for the diner with STARTLING SPEED! His movements aren't at all like those of a normal man, but rather like some kind of HUMAN INSECT.

Michael aims.

BLAM! BLAM! BLAM!

Bullets rip into the creature's body, knocking him flat on his back. Still. Arms and legs in a twisted, twitching mess.

Michael keeps his aim. Waits. The CALLIOPE music continues to play.

KYLE

Is that it?

Not even close. A RUMBLING OF ENGINES. HEADLIGHTS. A freeway full of VEHICLES of every variety punch through the wall of dust, racing toward the diner. They are THE COMMUTERS.

MICHAEL

Now! Shoot now!

The men let loose with FEROCIOUS FIREPOWER.

WINDSHIELDS SHATTER! TIRES BLOW OUT! ENGINES EXPLODE!

Vehicles swerve and COLLIDE!

DARK SHAPES bolt from the burning vehicles, scattering.

In the FLASH OF BATTLE we catch glimpses of them: BUSINESS PEOPLE. CONSTRUCTION WORKERS. EVEN AN ENTIRE HIGH SCHOOL FOOTBALL TEAM. All deformed by some demonic force. Many mere BALLS OF FLAME drifting through the darkness.

MICHAEL

Spread out! Don't let them get close to the windows!

The DARK SHAPES converge on the diner from all directions. They move so strangely fast it seems that their feet don't actually touch the ground.

From the roof it's a full-on turkey shoot as the men follow Michael's instructions and cut down everything in sight. Their faces lighting up with each FLASH.

SHELL CASINGS spray from their weapons like water drops from a sprinkler.

BODIES BURST and crumble to the dirt. The creatures don't seem to be afraid of dying. Their strategy appears to be in their sheer numbers.

With each wave, the dark figures get ever closer to the diner.

ON BOB firing madly. Then... CLICK! CLICK! Oh, no. He's out of ammo.

BOB
Shells!

Percy tosses him a box of shells. But Bob fumbles the catch and the box slides halfway down the sloped roof.

BOB
Fuck!

With the gun still in one hand, Bob reaches frantically down for the ammo. Stretching... Further...

A HIDEOUSLY WOUNDED MIDDLE-AGED HOUSEWIFE CATAPULTS UP FROM BELOW THE ROOFLINE! Her hair must have been in curlers before most of it BURNED AWAY. Her nightdress hangs in tatters off her body. Her jaw CLICKS RAPIDLY, as she clatters up at Bob like a GIANT INSECT.

Bob tries to pull back, but he has no traction and he starts to slip down toward her. She's coming fast!

Percy sees his friend in trouble.

PERCY
Bob!

Bob swings the shotgun like a club -- CRACK! -- knocking the bitch clear off the roof. But the move has made his slide even faster. He drops the shotgun, trying to hold on, but he can't stop!

BOB IS ABOUT TO HIT THE EDGE WHEN THE HORRID WOMAN POPS UP RIGHT IN FRONT OF HIM!

She doesn't even have a chance to react as Bob does something akin to a swimmer's push right off her body! WHAM!

The creature goes flying back off the roof and the opposing force halts Bob's slide.

PERCY
(extending his hook)
Grab my hand!

Bob reaches up and clasps Percy's hook, praying that it stays on.

But this chick ain't finished yet. Up she comes once more. Her razor sharp fingernails claw up the metal roof. SCREECH!

BOB
Gun!

Percy tosses Bob a Glock. Fortunately this time Bob deftly catches it with his free hand just as the deranged woman pounces on him.

BOB
(jamming the gun in her
mouth)
Fuck off!

BLAM! BLAM! BLAM! The back of her head EXPLODES. Her body goes limp. Bob struggles to push the corpse off of him.

BOB
Pull me up!

Percy extends his hook hand, helping Bob ascend to safety.

INT. PARADISE GAS 'N' GRUB - SAME

Hiding in the shadows... listening to sounds of WAR just outside.

Sandra squeezes her hands over her ears. A few feet away, Audrey clutches a butcher's knife.

Jeep's eyes darting from one window to another. Trying to keep it together.

Charlie is crouched down behind the counter, holding the handgun close to her pregnant belly. Distant EXPLOSIONS rattle the plates on the shelves.

Charlie peers out from behind the counter to look at the front windows.

Momentary FLASHES of intense light outline the closed blinds.

Another FLASH lights up Charlie's face. Staring.

EXT. PARADISE FALLS GAS 'N' GRUB - ROOF - SAME

Percy is swivelling left and right, firing like mad.

PERCY
Come on, motherfuckers! Come on!

Closer and closer the creatures come. Most are eviscerated by the fire from the rooftop.

INT. PARADISE FALLS GAS 'N' GRUB - SAME

ON CHARLIE staring at the window. CLOSER. Charlie's eyes go wide as --

SMASH! A DARK SHAPE crashes through the window. Glass, sand and dust swirl in.

Audrey and Sandra SCREAM.

Charlie springs up from her hiding place, gun ready.

Jeep spins around, pointing his gun, searching frantically for the intruder. It's so dark!

JEEP
Where is it?!

Audrey shakes her head, tears streaming down her cheeks. She looks over at her mother. Sandra's eyes are closed. It's too much.

AUDREY
Mom! Open your eyes!

SANDRA
I can't! I can't!

Suddenly Howard's body is TORN AWAY from Sandra. Something's got hold of his legs! That gets Sandra's eyes open!

SANDRA
(springing after her
husband)
Howard!

Howard screams deliriously as he's dragged rapidly through the diner toward the broken front window. He flails about, desperately trying to grab a hold of something.

Sandra scrambles after her husband. Reaching for him.

AUDREY
Daddy!

The creature reaches the window. Sandra dives for Howard's outstretched hands. She has him!

The creature's progress is abruptly halted at the shattered window. It turns back toward Sandra -- a shaft of light falling across its face, reveals:

A TEENAGE GIRL of about Audrey's age. Her skin is a deathly blue. Her pupils a GHASTLY WHITE.

Deep human fingernail scratches have torn open the bloated flesh on her arms, neck and face. The self-inflicted wounds of a drug addict. Her voice is not QUITE HUMAN.

TEENAGE GIRL

See what you made me do, mother!?

Sandra screams, holds on.

SANDRA

No!

Charlie and Audrey rush to Sandra's side, grabbing Howard's arms.

Jeep is right behind them ready to fire at the creature, but with the women in the way, he can't get a clear shot. So he discards the gun and grabs Howard's arms.

Howard screams as his body is torturously stretched. A human tug-of-war.

ON HOWARD'S FEET -- TWO MORE SETS OF SINEWY MUSCLE AND BONE CLAWS REACH THROUGH THE WINDOW AND GRAB HIS LEGS.

Howard's body lurches further out the window.

SANDRA

Howard!

Howard's torso is almost entirely out the window. Charlie daringly reaches for Howard's belt, desperate to gain leverage.

ANOTHER DISFIGURED HAND PUNCHES THROUGH THE BLINDS AND LOCKS ONTO CHARLIE'S ARM!

Charlie screams as she's yanked painfully toward the window, losing her grip on Howard's belt.

Through the broken window, she sees the face of a RAGGEDY LOOKING MAN. He smiles at her like a father coming home to his baby girl.

RAGGEDY MAN

(sweetly)

There you are!

And he starts to pull her arm even harder...Other creatures suddenly notice her as well, focusing their attack as if she alone was their target.

Jeep immediately let's go of Howard and dives for Charlie, grabbing her free arm just before she's pulled through.

Without the help, Audrey and Sandra can't hold on any longer. Howard is ripped from of his family's hands and out the window.

AUDREY

Daddy!

EXT. PARADISE GAS 'N' GRUB - ROOF - SAME

The tide is turning. The men seem to have gotten their game on and the dark shapes are starting to pull back.

KYLE

They're running! We got 'em!

Kyle turns happily to Michael. Gone. Kyle looks around the roof with alarm.

INT. PARADISE FALLS GAS 'N' GRUB - SAME

Only a few more inches separate Charlie and certain death through the window. Jeep's losing her!

A FLASH OF STEEL. SCHING!

Charlie and Jeep fall back into the diner, the claw like hands still grasping Charlie's arm no longer attached to their owners.

Michael leaps over her, a butcher's knife in one hand, a machine gun in the other. He lights up everything in his path. The window blinds become a WALL OF FIRE. Creatures SCREECH and flee into the night, having successfully taken their first victim.

Charlie flings the severed appendages off her and she and Jeep scoot away from the window.

Hysterical, Sandra tries to push past Michael. She's going after Howard. He intercepts her before she can make it out.

SANDRA

Let me go! He's alive!

Sandra slaps at him frantically as he carries her away from the window and thrusts her down into a back booth.

SANDRA

He's alive!

MICHAEL

No... Not anymore.

Sandra breaks down.

As Charlie climbs slowly to her feet -- a sudden pain. She clutches her belly. Winces.

Jeep catches her arm to steady her.

CHARLIE
(recovering)
I'm okay. I'm fine.

She glances back at Michael. He's watching her. Those eyes.

CHARLIE
Thanks...

MICHAEL
I told you not to do anything
brave.

Charlie doesn't know how to respond. She's about to say something when --

Kyle rushes into the room. A smile on his face.

KYLE
We got 'em runnin'!

Then Kyle notices the broken window, takes in the room, his excitement falling.

KYLE
Where's Howard?

No one responds. Sandra and Audrey are huddled together. Crying.

Bob and Percy follow Kyle in, still shaking from the adrenaline.

MICHAEL
Someone needs to be on the roof.

KYLE
I'll go.

Bob grabs Kyle's arm.

BOB
Hold on.
(approaches Michael,
determined)
You better start talking.

All eyes on Michael. These people want answers. Finally:

MICHAEL

The first time God lost faith in Man he sent a flood. The second time...he sent what you see outside.

Everyone takes that in for a moment, then:

PERCY

You sayin' this is the Apocalypse...?

MICHAEL

I'm saying this is an extermination.

(beat)

Those things out there are vessels. The Possessed. The weakest willed are the easiest to turn.

KYLE

Possessed by what? Demons?

MICHAEL

No...by angels.

That silences the room.

PERCY

(pulls out his bible)

Son, I don't know what bible you been readin', but in my version, the angels are the good guys.

Michael looks squarely at Percy.

MICHAEL

That's where your book is wrong.

SANDRA

How come you know so much about them?

MICHAEL

I know because until last night, I was on their side.

JEEP

You mean you're...

Michael considers Jeep, then:

MICHAEL

Not anymore...

BOB

Right and yesterday I was the fuckin' Easter Bunny. You know, fuck this. I don't even believe in God.

MICHAEL

That's fine, because He doesn't believe in you either.

Bob stares at Michael, uncertain how to respond to that.

PERCY

C'mon, Bob. Have you looked outside recently? Those aren't exactly our regular customers out there.

BOB

How do we know he didn't bring them here himself?

CHARLIE

He brings them here and then he saves us from them? You're a genius, Bob.

Bob falls silent, confounded.

Audrey hesitantly approaches Michael.

AUDREY

So you're here to protect us?

MICHAEL

Not you...
(looks at Charlie)
Her.

Charlie reacts in shock, as all eyes are suddenly on her.

CHARLIE

Me?! Why me?!

MICHAEL

Because your child is the only hope humanity has of surviving.

In response to that, Charlie does the only thing someone can do when told such a thing. She LAUGHS.

CHARLIE

No way!

But Michael isn't joking and Charlie's laughter becomes genuine fear.

CHARLIE
(stunned)
Jesus Christ...

MICHAEL
Exactly.

Jeep stares at Charlie, as if suddenly his entire life is starting to make sense.

JEEP
You're sayin' she's the mother of
the Messiah?

BOB
Wait a minute, isn't Mary supposed
to be a vi--

CHARLIE
Go fuck yourself, Bob!

PERCY
Makes you wonder about Mary.

CHARLIE
(approaches Michael, panic
setting in)
Look, this is not possible! I'm
just a waitress! I'm nobody! I
can't give birth to the Savior of
Mankind!
(and finally)
I don't even own a car!

MICHAEL
None of that matters anymore.
Either your child lives or Mankind
dies.

KYLE
So what, we're supposed to just
hold those things off until Mary
over there squeezes one out?

MICHAEL
That's right.

CHARLIE
That can't be. I'm only eight
months pregnant.

KYLE
Oh we're fucked. We are so fucked!

SANDRA

How are we supposed to survive here
for a month?

MICHAEL

We won't have to...

At this Charlie goes white, the realization hitting her.

CHARLIE

It's coming soon, isn't it?

Michael nods.

Charlie sways on her feet. Jeep rests a hand on her
shoulder, steadying her.

With a CLANK Michael re-arms his weapon, turns to the group
with finality.

MICHAEL

If you want to live you'll do what
I say. This first attack was a
test of our strength. The next one
will be a test of our weakness.

(beat)

Something much worse is on its way.

Everyone exchanges terrified looks. Finally, Kyle steps
forward.

KYLE

Okay, what's your plan?

MICHAEL

We'll keep watch on the roof in
shifts of two. Jeep, go get some
tools. We need to close up this
window before somebody else goes
out.

Jeep looks anxiously at Charlie, silent, scared, and then he
follows after Michael, leaving Charlie to stare at the
SHATTERED WINDOW, the blinds flipping wildly in the wind.

INT. PARADISE FALLS GAS 'N' GRUB - ROOF - LATE NIGHT

Percy and Kyle keep watch, rifles at their sides. They're
wrapped up from head to toe in blankets to protect them from
the cold and the flies.

Percy scans the horizon. Momentary SPECTRAL FLASHES dot the
darkness.

PERCY
 They're out there. Sons of
 bitches. I can feel 'em.
 (beat)
 Damn it's cold!

Percy makes the unconscious motion of rubbing his "hands" together to keep them warm. Kyle notices. Sees the dog tags.

KYLE
 You were in the Army?

PERCY
 Navy, two tours. But the second
 one didn't work out so well, so I
 didn't get to go back for a third.
 Suppose that makes me lucky in a
 way. Served with Bob, you know.
 That's how I ended up in this
 place.

KYLE
 What was it like? Being in a war?

PERCY
 Dark. Like this.

Kyle nods. Scared. He takes out his 45. Nervously switches it from hand to hand.

PERCY
 So what's with that gun?

KYLE
 What?

PERCY
 Your piece. The one you killed
 grandma with. Don't reckon it's
 for huntin' buck.

KYLE
 No. I uh -- keep it for
 protection.

PERCY
 Protection from what?

KYLE
 From people.

Percy looks at him skeptically.

PERCY
 People.

KYLE

Yeah, people who might try to give me a hard time, you know?

PERCY

Just regular people or uh...

KYLE

Yeah, well, no, not regular, regular people.

PERCY

Irregular people then.

KYLE

I'm talkin' people whose job it is to give other people a hard time. Kinda person who doesn't get enough fiber in their diet, you know what I'm sayin'?

PERCY

So it's a work thing, is it?

KYLE

Exactly. Strictly business.

PERCY

This business of yours... You like it?

Kyle's eyes narrow.

KYLE

Who the fuck are you to be sweatin' me, man? I got my reasons for doin' what I do.

Percy just stares at him, penetrating. Finally:

PERCY

When I was a kid my father would sit by my bed every night before I'd go to sleep and he'd say to me, Percy, if you don't wake up tomorrow, if it turns out that today was your last day on earth, would you be proud of what you've done in this life? Cuz if you ain't, then you better start gettin' square.

Kyle looks at Percy, fear in his eyes, then he turns back to the darkness...and the evil that surrounds them.

CUT TO:

THE SILVER ZIPPO

rolls between dirty fingers.

INT. PARADISE FALLS GAS 'N' GRUB - NIGHT

Bob plays with his trusty zippo with one hand and grills up some steaks with the other. He pauses in his cooking every few moments to take a slug from a can of beer. Can't get it down fast enough.

Sandra sits at the counter across from him, staring at a prescription bottle tipped in front of her, pills spread around.

Bob glances over, sees the devastation in her eyes. He pulls another can of beer from underneath the counter, pops it and places it in front of her.

BOB

On the house.

She looks up at him. Smiles weakly. Takes a sip.

SANDRA

Thanks.

BOB

You hungry?

SANDRA

Couldn't eat if my life depended on it.

BOB

Well I figure just cuz the world's coming to an end, it doesn't mean a man's gotta starve. All I can say is thank heavens they left the gas on.

Sandra takes another sip of beer. Considers it.

SANDRA

Never much cared for beer.
Howard's the beer drinker in the family.

The moment the words leave her mouth, the grief hits her again. She gathers up some pills from the counter, tosses them back and downs her beer like there's no tomorrow. This is a battle she's losing.

Meanwhile in a booth across the diner, Audrey is fiddling with Percy's old radio. Back and forth on the dial. Listening for anything. Nothing but STATIC.

Up at the front of the diner, Jeep silently helps Michael nail broken table planks across the shattered window. He eyes the strange tatoos running down Michael's arms, the two jagged wounds visible above his shirt line.

JEEP
What did you do...you know, before
you came here...?

Michael considers the question a beat, then:

MICHAEL
I was a soldier, a general, in His
army.

JEEP
Well, what changed? What made you
leave?

MICHAEL
I was given an order I didn't
believe in...
(off Jeep's look:)
He lost faith. I hadn't.

Michael drives the last nail into place, securing the window.

JEEP
So what happens to you...after this
is over?

Michael pauses a beat, as if unsure how much to say, then:

MICHAEL
Sometimes we have to face the thing
we fear the most in order to be
free of it.

Michael picks up his gun.

MICHAEL
It's almost time for the next
shift.

Michael heads for the roof, leaving Jeep to stare after him, deep in thought.

CUT TO:

EXT. PARADISE FALLS GAS 'N' GRUB - DAWN

The faintest glint of sunlight through the dark red dusty haze. A new day has forced itself into existence.

TITLE: "December 24th - 6:05am"

EXT. PARADISE GAS 'N' GRUB - ROOF - MORNING

Michael is searching the horizon in front of the diner for movement. His expression focused, determined.

On the other side of the roof, Bob keeps watch, struggling to stay awake. The beer taking over. His eyes droop closed.

INT. PARADISE FALLS GAS 'N' GRUB - SAME

Sandra awakens with a start.

SANDRA

Howard?

But Howard's not there. And everyone else in the diner is still asleep. The drugs have started to wear off... and her fear is returning.

INT. DINER BATHROOM - CONTINUOUS

Sandra splashes water on her face. Stares at herself in the mirror. A living wreck.

INT. PARADISE FALLS GAS 'N' GRUB - BACK OFFICE - CONTINUOUS

Sandra steps out of the bathroom.

VOICE

(a whisper)

Sandra...

Sandra freezes.

SANDRA

Who's there?

A beat then:

VOICE

Sandra...

Sandra spins around. Searching.

SANDRA
Howard? Is that you?

It sure sounded like Howard.

VOICE
Help me... Please...

This time, it's clear where the voice is coming from. Sandra turns to face the BACK DOOR. A desk blocks it.

Sandra ever so slowly approaches the door.

VOICE
(from behind the door)
Help me. Sandra...

Sandra is stricken. What the hell is she going to do?

That's when Sandra notices the TRANSOM WINDOW above the door.

She climbs onto the desk and stretches up until she can see out.

SANDRA'S POV:

Howard. Her husband. Ten feet away from the door. NAILED TO AN UPSIDE-DOWN CROSS.

But wait. It gets worse. His skin is covered with horrible black boils. And even worse than that. Howard's boils are breathing.

Sandra goes slack with horror.

HOWARD
Help me, please!

Howard's torn open shirt reveals the BREATHING PUSTULES covering his body. He writhes in slow, excruciating agony.

SANDRA
Howard!

Sandra scrambles down off the desk and frantically pushes it away from the door. She's reaching for the dead bolt when Audrey and Kyle appear in the doorway.

AUDREY
Mom!

Kyle races to restrain Sandra.

SANDRA
Let me go! He's alive!

She struggles against him, throwing a wild elbow that tags Kyle in the face. Down he goes.

Sandra is about to open the door when Audrey pounces on her.

INT. PARADISE GAS 'N' GRUB - SAME

The SHOUTING from the back office awakens the rest of the sleepers. Percy springs up. Charlie is shaking Jeep.

EXT. PARADISE FALLS GAS 'N' GRUB - ROOF - SAME

The ROAR OF WIND ripping off the plain is all that can be heard. ON BOB as his head drops down with drunken fatigue. Sleep.

RISING OVER HIM TO SEE...

Howard nailed to the upside-down cross below.

INT. PARADISE GAS 'N' GRUB - BACK OFFICE - SAME

Sandra and Audrey are locked in battle. Sandra slaps Audrey hard. Audrey stumbles over Kyle and hits the floor. Percy appears in the doorway.

Now is her last chance. Sandra whips open the back door and that's when the world hits SLOW MOTION.

Howard is there. A few feet away. Alive.

Sandra races toward him. Just behind her comes Percy.

SANDRA

Howard!

And that's when the speed ACCELERATES TO NORMAL --

-- and the boils covering Howard's body explode -- spraying streams of dark fluid toward Sandra --

-- just at the moment Percy spins around her, shielding her from the spray, which hits him in the back. But he's not stopping. Percy pushes Sandra back into the diner, the door SLAMMING closed behind them.

Percy releases Sandra, letting her stumble hysterically into the room. Kyle and Jeep grab her, forcing her to the ground. But she's not fighting anymore.

Charlie turns to look at Percy who is still standing with his back to the door, breathing heavily.

CHARLIE

Percy?

He takes a step forward, then falls to ground.

The entire back side of his body is gone. Burned away.

CUT TO:

A SHEET

covering a body.

EXT. PARADISE FALLS GAS 'N' GRUB - FREEZER ROOM - DAY

Percy's body lies covered on the table. Bob stares ruefully at his dead friend. A broken man. Tears stream down his face. He rolls the Zippo between his fingers.

Jeep watches his father from the doorway.

JEEP

We should get back out there...

BOB

Just gimme another minute with him,
okay?

Jeep nods, quietly leaves his father at the side of his dead friend.

CUT TO:

SANDRA'S FACE

Catatonic.

INT. PARADISE FALLS GAS 'N' GRUB - A SHORT WHILE LATER

Michael and Bob are tying Sandra to a chair. Not like it looks like she's capable of going anywhere, but you never know.

Across the diner, Charlie eyes Michael cautiously. Michael never goes for more than a few moments without looking up at her. It's not lecherous. More like a protective father making sure his child hasn't strayed too far.

In a booth, Audrey watches, red-eyed, as Michael restrains her mother. Then she returns her attention to Percy's radio. Tuning. Trying to find something, anything in the STATIC.

She brings her ear up close. Wait. Is that a VOICE?

She adjusts the antenna, trying to bring the signal into focus. CLEARER.

AUDREY

Hey...

CLEARER. Yes. It's a VOICE!

AUDREY

Hey! You guys, I think I got something here!

Everyone drops what they're doing and quickly gathers around the radio.

THROUGH THE HAZE OF STATIC, A GRAVELY, TIRED VOICE. STRAINED BEYOND BELIEF. BUT STILL BROADCASTING.

RADIO VOICE

... battling has been fierce. The numbers of casualties are unknown but all indications are that they must be unimaginably large.

(beat)

If you're just joining us, we're getting some of the first bits of good news, if you can call it that, since this apocalypse began just twenty-four ago. A human militia has formed on the outskirts of Las Vegas and has begun to engage the enemy. Also down in the Four Corners area, we've been receiving unconfirmed reports of another resistance force gathering in Red Rock National in the northern Mojave Desert area.

JEEP

Red Rock...

CHARLIE

That can't be more than an hour up the highway from here.

AUDREY

Does that mean we can leave?

MICHAEL

No. We're not going anywhere.

BOB

What the hell are you talkin' about? This is our chance!

MICHAEL

We can't risk being on the move
when the child comes. It's too
dangerous.

Bob looks over at Charlie, defeated. She shakes her head,
anger building. She sweeps some plates off the counter and
races for the bathroom.

RADIO VOICE

... And as we fight this new
enemy, may God give us the strength
to survive and show mercy for those
of us who are already lost...

CUT TO:

A CIGARETTE

being lit.

INT. DINER BATHROOM - NIGHT

Charlie stands at the sink, cigarette to her lips, water
running, stealing a private moment. She takes a deep drag,
feels the smoke filling her lungs, defiant.

Then she catches a look at herself in the mirror, runs her
hand along the curvature of her belly. Tears well up in her
eyes, fear and anger overtaking her.

She stamps out the cigarette in a fit of frustration.

INT. DINER - A SHORT WHILE LATER

It's quiet. DRIFTING past sleeping figures to find Charlie,
wide-awake, sitting at a booth, lost in thought.

JEEP (O.S.)

Guess it's your turn not to sleep.

Charlie looks up to see Jeep sit down across from her.

CHARLIE

Hey...

Jeep sees the strain on her face.

JEEP

You okay?

CHARLIE

You mean besides the fact that I just found out that I'm the mother of the Messiah?

Jeep smiles, nods.

CHARLIE

Crazy thing is...I didn't want this baby. I even went down to the clinic, you know that?

(off Jeep's reaction:)

I remember sitting there in the waiting room, absolutely sure I was doin' the right thing...And that's when the feeling started. Like I was falling into the deepest, darkest hole imaginable. I couldn't breathe, I couldn't speak. I kept thinking this must be what death is like. And when finally they called my name, I ran.

(beat)

For a while after that I tried pretending that it was just cold feet, that I could go back if I wanted to, that I could decide to end it like I'd planned. Then I'd start to have that feeling again and I knew I didn't have a choice. Somehow this had already been decided. And it made me hate this thing that's been growing inside me.

A long beat, as Jeep considers her, then:

JEEP

You shouldn't say things like that, Charlie. It isn't right. You'll get through this. I know you will.

She turns to him, the bitterness overtaking her:

CHARLIE

How come you have so much faith in me, Jeep? God knows I've never given you or anybody else a reason to. Or is it that you just can't find any other hard-luck case to follow around?

Jeep's face hardens. He gets up. Hurt. Frustrated.

JEEP
 You know, you're not the only who's
 suffered, okay? Let me know when
 you stop feeling sorry for
 yourself.

And with that, Jeep walks away, leaving Charlie to stare
 after him, disturbed and surprised by his response.

CUT TO:

EXT. PARADISE FALLS GAS 'N' GRUB - ROOF - LATE AFTERNOON

Sand and wind. The INVISIBLE SUN is sinking.

Kyle and Audrey are bundled together on the roof, keeping
 watch. Kyle is showing her how to hold the MP5.

KYLE
 ...Then you just flip this --

Audrey flips the safety.

AUDREY
 Yeah, I got it. All the way down.
 Two clicks.

She points the gun out into the haze like she's been holding
 one all her life.

Off Kyle's surprised look:

AUDREY
 Dated this guy last summer. A
 marine. Had a thing for guns.
 Parents hated him.

KYLE
 I bet they did.

After a moment, Audrey switches the safety back on. Hands
 the gun over to Kyle.

Audrey stares into the red nothingness surrounding them. Her
 expression growing distant. She seems to have aged years
 overnight.

AUDREY
 My parents hate everything I do.
 That's why we were moving.

KYLE
 Yeah?

AUDREY

They thought a more "wholesome" environment would help me "change my ways." So fucked up. Only reason they care at all is cuz they don't want to be embarrassed in front of their friends at the country club.

Kyle considers her thoughtfully.

KYLE

The only time my old man ever paid attention to me was when I was doing somethin' bad. So you know what I did?

AUDREY

What?

KYLE

I got really good at being bad.

She smiles at this confession. Can obviously relate. He wipes a tear from her cheek.

She leans in. Kisses him. Passionately. Desperately.

His hands trace over her body.

She claws at him. Her passion growing out of control. She's practically devouring him. Kyle can barely keep up.

It's like something else beyond sensual need has taken over.

She moves down his chest. Further. Kyle leans his head back. Further.

Just then the SPOT LIGHTS that illuminate the roof sign come to life. The young couple stops to look up at the brilliant red word "Paradise" illuminated above them.

Down below, the gas pumps LIGHT UP. The station's FLUORESCENTS flicker on.

INT. PARADISE FALLS GAS 'N' GRUB - SAME

All at once the entire diner COMES BACK TO LIFE.

The jukebox WHIRS ON, filling the room with Merle Haggard's "I'm a Lonesome Fugitive".

Bob's TV glows with bright rolling STATIC.

The electric fan spins on above the grill.

Jeep and Michael move to look through the slats at the window.

Charlie is giving Sandra some water through a straw.

Bob wanders in, squinting at the sudden presence of light.

BOB
We back in business?

MICHAEL
I don't think so.

EXT. PARADISE FALLS GAS 'N' GRUB - ROOF - SAME

The truck stop is lit up like a Christmas tree. If you didn't know better, you might mistake the place for business as usual. Kyle and Audrey stand on the roof, taking in the dramatic change.

AUDREY
Is it over?

KYLE
I don't know.

HEADLIGHTS appear on the highway.

KYLE
(raising his gun)
You better get downstairs.

AUDREY
No, I can handle it.

Kyle stares at Audrey's beautiful, determined face. Then he pulls out his silver 45.

KYLE
(handing her the gun)
Just in case.

The headlights become a FAMILY MINIVAN careening wildly off the highway to stop at the pumps.

KYLE
Get ready.

They aim their weapons at the vehicle.

A well dressed MAN in his mid-thirties jumps out of the car. He looks around nervously, scared. Then, seeing that the coast is clear, he offers a calming wave to his WIFE and YOUNG BOY who wait anxiously for him inside the car.

He races around to the gas pump.

KYLE
(lowering his gun)
Wait a minute.

AUDREY
Kyle, are they...

A distant SCREECH from behind. Kyle and Audrey spin to look out over the back side of the diner.

AN ARMY OF DARK SHAPES are swarming in fast.

Kyle looks urgently back at the family. The father lifts the pump. Flips the lever.

KYLE
It's a trap. They saw them coming
and turned on the lights. It's a
fucking trap!

Kyle and Audrey wave their arms frantically at the family.

KYLE AND AUDREY
Hey! Get back in your car! It's a
trap!

But down below, the man can only hear the sound of RAGING WIND as he pumps the gas.

Kyle fires his gun in the air. BLAM! BLAM! BLAM!

At the sound of gunfire, the man looks quickly up to the roof. His family heard it too and they start to SCREAM TO HIM. The man can only see silhouettes in this light, but he's not waiting around to see if it's friend or foe.

Audrey watches in horror as the dark shapes reach the diner.

AUDREY
They're not gonna make it.

The father dashes to the driver's side. He throws open the door.

But he's too late. He looks over his shoulder just in time to see a BLUR OF MOVEMENT RUSHING AT HIM.

His BLOOD PAINTS the car windows.

Kyle raises his MP5 to fire upon the dark shapes that surround the vehicle like swarming insects.

The wife and boy scream hysterically as they are torn from the vehicle by skeletal hands.

AUDREY
 (pushing his barrel down)
 Wait! You'll hit them too!

So Kyle makes a desperately courageous play. He leaps onto the roof's sloped overhang -- sliding fast -- he drops to the ground in front of the diner.

AUDREY
 Kyle!

Kyle charges the dark mob. Creatures peel away from the woman and boy to confront Kyle head-on.

He lets loose with a rain of bullets, eviscerating everything that comes at him.

INT. PARADISE FALLS GAS 'N' GRUB - SAME

The group gathered at the window sees Kyle racing out toward the pumps.

BOB
 Jesus Christ, what the hell is that
 boy doin'!

CHARLIE
 We have to get 'im back in here!

Bob springs into action. Pushes the booth away from the front door.

The sound of a gun COCKING.

Bob looks over to see Michael pointing a gun at his head.

MICHAEL
 Don't. You open that door and we
 could all be dead.

EXT. PARADISE FALLS GAS 'N' GRUB - SAME

The Possessed move in from all sides, but Kyle is remarkably agile, dropping one after another in a stunning display.

He closes in on the family, blasting back the creatures huddled around them.

He finds the YOUNG BOY curled up with his hands protectively covering his face.

Kyle swoops down and gathers the boy into his arms.

KYLE
I got you!

Kyle moves on to the mother. But something odd is happening. The creatures have stopped coming at him.

In fact, they're just standing there watching him. Waiting.

Kyle freezes. CLOSE ON HIM as he senses something terribly wrong.

YOUNG BOY (O.S.)
Mister...

Kyle looks over at the boy in his arms. GHOSTLY WHITE EYES stare back at him.

YOUNG BOY
(whispers)
Fooled ya.

A FLASH OF TEETH AS KYLE'S THROAT IS TORN OUT.

Kyle drops to his knees.

Up on the roof, Audrey watches helplessly as Kyle falls.

AUDREY
Kyle!

INT. PARADISE FALLS GAS 'N' GRUB - SAME

Bob kicks over a table in disgust.

BOB
Damn it all to hell!

CHARLIE
Oh, no. Audrey...

Out the window they see Audrey drop down from the roof and run towards Kyle.

EXT. PARADISE FALLS GAS 'N' GRUB - SAME

The young boy stands over Kyle, silently watching the life drain from his body.

The boy looks up to see Audrey approaching fast. Tears suddenly appear in his eyes. He opens his arms pleadingly to her.

YOUNG BOY
I'm sorry! I didn't mean to!

AUDREY
Fuck you!

Audrey raises the 45 and ... CLICK. CLICK. CLICK.

She keeps pulling the trigger. Nothing.

The boy's tears stop instantly. He looks at her with an eerie calm for someone so young.

YOUNG BOY
You're gonna die now.

The boy moves toward Audrey, stepping over Kyle's body.

Audrey backs away. She looks toward the entrance to the diner. Blocked by advancing creatures.

They're everywhere. She's trapped.

She notices the open door to the MINIVAN. And so she BOLTS.

Audrey dives into the car as the throng of creatures rapidly closes in. She hammers the auto door lock. CLUNK!

She moves to the center of the car as gruesome faces press against the windows. A nightmare come to life.

INT. PARADISE FALLS GAS 'N' GRUB - SAME

Panic.

Charlie rushes to Michael's side.

CHARLIE
Do you have no heart?! She's just
a kid!

But he's immovable.

CHARLIE
You can't let her die!
(grabbing a gun from the
table)
I swear if you don't do something,
I will!

Charlie COCKS the gun, moves toward the door.

MICHAEL
Wait.

Charlie looks back at him, defiant. No one breathes. Then:

MICHAEL
 (raising his guns)
 Open the door.

Bob springs into action, clearing the door and flipping the dead bolt. The door is opened and Michael charges passed Charlie and out into hell.

EXT. PARADISE FALLS GAS 'N' GRUB - CONTINUOUS

With stunning calm, Michael marches straight for the pumps.

IN THE MINIVAN, Audrey screams as the windows begin to CRACK. She's running out of time.

Michael grabs a gas pump, flips the lever and points it at the minivan. What's he up to?

The creatures covering the car turn to look at Michael as if they've just now noticed him.

And that's when he starts spraying gas at them. But wait, there's more to this trick. Up comes Michael's Glock in his other hand and BLAM! BLAM! BLAM!

The spray of gas EXPLODES into a SPRAY OF FIRE!

The MINIVAN is engulfed in flames.

Creatures tear away from the car like fiery comets through the night.

The windows EXPLODE, showering Audrey with tiny shards of glass.

Michael drops the gas pump.

He reaches through a fire rimmed broken car window and unlocks the door.

Audrey looks up to see Michael's expressionless face CIRCLED BY A RING OF FIRE.

MICHAEL
 Come with me.

Meanwhile, fire is spreading quickly under the car...

Michael pulls Audrey from the flaming vehicle.

MICHAEL
 Run.

And together they run toward the open diner door.

BEHIND THEM THE MINIVAN EXPLODES. A BALL OF FIRE ROARS AT THEM!

INT. PARADISE FALLS GAS 'N' GRUB - CONTINUOUS

Everyone's eyes go wide at the insanity they're witnessing.

Audrey is the first one in.

Michael is almost there. But the fire is faster, ENGULFING HIM IN FLAME!

CHARLIE
Michael!

BOB
(pulling Charlie away from
the door)
Get back!

BURSTING OUT OF THE FLAMES, Michael marches confidently into the diner. Jeep slams the door CLOSED just as the WALL OF FIRE REACHES THEM.

Everyone hits the deck as the FIRE SHOOTS THROUGH THE SLATS covering the windows like spindly fingers reaching for prey.

Michael's clothes are a smoky, smoldering mess. Jeep and Bob rush to pat him down.

Audrey's coughing from the smoke.

CHARLIE
I'll get some water!

Charlie dashes behind the counter to the sink. She fills up a pitcher of water.

She turns away from the sink with the filled pitcher...

And SCREAMS!

The YOUNG BOY with the lifeless white eyes stands before her wielding an ENORMOUS BUTCHER'S KNIFE.

The pitcher shatters LOUDLY on the floor.

The boy swings the knife at her, slicing open the waitress outfit covering her pregnant belly.

Charlie tumbles back to the ground behind the counter. She frantically pushes herself away from the approaching boy.

But she doesn't have far to go before she'll run out of room to maneuver.

YOUNG BOY
C'mon, don't be scared. I just
wanna play with your baby.

That's it. She's backed against the end of the counter!

The boy raises the knife to strike.

Charlie grabs a baking pan off a shelf. Swings it out in front of her body like a shield, as the KNIFE IS DRIVEN DOWN.

CLANG! The knife hits the pan hard and stops. But the boy's hands don't. They slip off the handle and run right down the blade.

The knife CLATTERS to the ground.

The boy instinctively raises his hands to strike again, but there's no knife.

Charlie watches in horror as the boy calmly realizes that his THUMBS ARE MISSING. Blood sprays from the stumps.

Charlie pulls her legs in close then rockets them out at the boy's chest. He's catapulted away from her.

Michael leaps over the counter, landing in front of Charlie, guns ready for action. But the boy is gone.

MICHAEL
Are you hurt?

Charlie shakes her head no.

CHARLIE
Where is he?!

That's when the electricity goes out once again, PLUNGING THE DINER BACK INTO DARKNESS.

JEEP'S VOICE
He's still in here!

FLASHLIGHT BEAMS fan out across the diner.

LIGHTING under chairs. Under tables.

BOB'S VOICE
Where the fuck is he?!

A SCAMPERING SOUND... MOVING FAST. Everybody spins to track the location of the sound.

As soon as they move in one direction, the SCAMPING is heard in another.

Jeep's LIGHT CATCHES SOMETHING ON THE GROUND. A TRAIL OF BLOOD.

JEEP
He's bleeding!

THE BEAMS OF LIGHT JOIN TOGETHER, MOVING FAST TO TRACK THE BLOOD ACROSS THE DINER WHERE IT ENDS AT...

A WALL...

Jeep raises his LIGHT UP THE WALL WHERE THE TRAIL OF BLOOD REACHES THE CEILING AND...STOPS.

BOB
What the fuck?

SCREECH! THE BLOODY BOY SPRINGS OFF A TABLE BEHIND THEM AND LANDS ON BOB'S BACK.

Bob flails around trying to pull the boy's small, but deadly strong arms away from his neck.

JEEP
Dad!

Jeep can't get a clear shot. Bob's gasping for air.

Michael grabs the boy and fiercely rips him off of Bob's back. He swings the boy around like a living shot put.

MICHAEL
Get ready!

Jeep and Bob whip up their guns as Michael throws the wicked creature into the air.

Sandra's vacant face flickers in the light as the SOUND OF GUNFIRE AND INHUMAN SCREAMING fill the diner.

And then in moments... All is QUIET.

BEHIND THE COUNTER, Audrey helps Charlie to her feet. She WINCES. Doubles over, clutching her stomach.

CHARLIE
Oh, no!

Michael lowers his flashlight. CLEAR FLUID runs down Charlie's legs.

CUT TO:

EXT. PARADISE GAS 'N' GRUB - LATE NIGHT

Inky darkness. A flickering light emanates from within the diner.

TITLE: "December 25th - 3:33am"

The sound of CHARLIE'S SCREAM, carries us to:

INT. PARADISE FALLS GAS 'N' GRUB - LATE NIGHT

Charlie, drenched in sweat is writhing on the ground with Michael holding down her arms and Audrey kneeling between her legs. Pots of steaming water surround them.

AUDREY

What am I supposed to do? Just 'cause I'm a girl doesn't mean I automatically know how to do this!

MICHAEL

Just do as I say.

AUDREY

Yeah, but, how do you know how to do this?!

EXT. PARADISE FALLS GAS 'N' GRUB - ROOF - SAME

Bob and Jeep keep watch.

The SPECTRAL LIGHTS in the distance seem to be growing larger -- closer.

Charlie's SCREAMING rises up from below.

BOB

What a way to bring a child into the world.

(looks over at Jeep)

She ever tell you his name?

JEEP

She's never said. I just assumed it was Joe Danvers. You know how she's always had a thing for bad boys.

Bob hears the spite in Jeep's voice.

BOB

Jeep, sooner or later she'll realize you're the best thing that's ever happened to her.

JEEP

I thought you said I should move on?

BOB

Can't a father be wrong sometimes?

Jeep considers Bob with a smile, then comes the sound...

A DEEP, LONG, BODY RUMBLING TONE rising up off the plain, as if emanating from the largest HORN ever constructed.

JEEP

What was that...?

The SPECTRAL LIGHTS dot the landscape now with untold numbers.

INT. PARADISE FALLS GAS 'N' GRUB - CONTINUOUS

Michael reacts to the sound. An urgency comes over him. Audrey arrives with more steaming water.

AUDREY

What is that?!

MICHAEL

He's coming. We have to hurry.

AUDREY

Who's coming? Whaddya mean hurry? This isn't something you can exactly hurry, is it?

MICHAEL

Charlie, I need you to push. I need you to push as hard as you can.

AUDREY

Michael, who's coming?!

Charlie pushes, tears streaming down her face, delirious with pain. It's a gruesome, bloody affair. It's getting close.

MICHAEL

We're almost there...

EXT. PARADISE FALLS GAS 'N' GRUB - ROOF - SAME

Jeep and Bob watch helplessly as the ARMY OF CREATURES has closed within a hundred yards of the diner. Their ranks stretch back seemingly without end into the darkness.

JEEP

We're not gonna make it outta here,
are we?

Bob looks at his son. The agony stretched across his face.

BOB

I'm sorry Jeep. This shouldn't be
happening to you...

Jeep rests a comforting hand on his father's shoulder. Bob pulls his son close and hugs him with all his might, tears filling his eyes.

INT. PARADISE GAS 'N' GRUB - SAME

Amidst the dirt and darkness, Charlie lets out a final agonizing SCREAM...

...and then comes a BABY'S CRIES. Audrey, eyes wide, holds up the CHILD. Stunned. Elated.

AUDREY

Oh my god...we did it! Charlie,
you did it!

Audrey places the child in Charlie's arms. She stares at the baby, holding it at a distance, unsure of whether to embrace it or be terrified by it. A commitment she's not yet ready to make, even at this late hour.

AUDREY

(confused)

It's okay. The baby's okay.

Charlie looks to Audrey, tears streaming down her face.

CHARLIE

I don't...I...

Audrey looks to Michael, unsure.

MICHAEL

Take him... Give her a minute.

Audrey nods, takes the baby back from Charlie, tries to soothe him by pacing around the diner.

AUDREY

It's okay...It's okay...Shhh...

Another DRONE OF THE HORN RATTLES THE WALLS. Menacing.
Closer.

Audrey reacts, crosses to the counter, turns on the radio, trying to drown out the sound of the approaching menace. Out of the STATIC, the haunting sounds of BING CROSBY singing SILENT NIGHT fills the room. The quiet before the storm.

Michael helps Charlie quickly clean herself up. She stares at him, a burning spite in her eyes.

CHARLIE

So are we safe now? Is it over?

MICHAEL

No. Killing the child would have ended the war before it had begun. Now, at least, he will have a chance to grow up, a chance to lead the world out of darkness.

Those words provide her little comfort.

CHARLIE

And what happens until then...?

MICHAEL

You'll need to teach him how.

Charlie shakes her head, this is all too much.

CHARLIE

What makes you think I can do that? What makes you think I want to do that? If he's so important, why don't you take him?

MICHAEL

Each of us has a burden. This one is yours and yours alone. Maybe someday you'll understand what that means.

Off Charlie's look, we move across the diner where Audrey approaches her mother, kneels down in front of her. Despite how much her mother pisses her off, it breaks her heart to see her in such a demoralized state.

AUDREY

Mama? Can you hear me?
(holds up the baby)
We did it...The baby's alive.

(MORE)

AUDREY (cont'd)

(beat)

Mama?

If Sandra hears her daughter, it doesn't show in her face. Tears well up in Audrey's eyes as she moves away from her mother. But we HOLD here and...

DRIFT DOWN BEHIND THE CHAIR TO REVEAL Sandra's hands are loosening the bonds. BLOOD TRICKLES from where the rope's cut through her skin.

EXT. PARADISE FALLS GAS 'N' GRUB - SAME

DRIFTING THROUGH the dark shapes as the BABY'S CRIES reverberate up and down the ranks. They begin to look about frantically, agitated by the sound. Some even begin to back away from the diner.

DISSOLVE TO:

EXT. DESERT - CONTINUOUS

Off in the distance, the diner is but a dim flickering light above the plain. It could almost be mistaken for a stable in a desert town a long time ago.

THREE STARS burn bright and low in the black sky.

All around us the DARK CREATURES are cowering from sound of the CRYING INFANT whose wails seem to grow even LOUDER the further away from the diner we get.

HIGH ABOVE THE TRUCK STOP

In the darkness below we see the lights of the legions of creatures dot the landscape and at the center of it all, the truck stop.

The sound of WINGS BEATING AGAINST THE WIND.

AND WE'RE DRIFTING DOWN TOWARD THE DINER ENTRANCE. LIKE A BIRD CIRCLING ITS PREY.

INT. PARADISE FALLS GAS 'N' GRUB - SAME

Jeep and Bob enter the diner to see Michael helping Charlie to her feet, while Audrey continues to pace, the bundle of bloody blankets cradled in her arms.

JEEP

Something's happening. They're moving away.

MICHAEL

The Possessed can't come near the child, so He sent someone that can. Someone like me.

BOB

Who?

MICHAEL

Gabriel. My lieutenant. He's come to do what I wouldn't.

ON JEEP as the realization hits him.

JEEP

Your orders...

Michael looks at Jeep.

JEEP

You were the one who was supposed to kill the baby? That was the order you didn't obey.

Michael nods grimly. Charlie looks urgently at Michael.

CHARLIE

What's he talking about?

The baby CRIES LOUDER.

CHARLIE

Michael, what the hell's he talking about?!

MICHAEL

There was never meant to be a Second Coming. But we've just changed that. The child lives. The future is unwritten. There's still hope.

Charlie, shaken by this revelation, reaches out to Audrey.

CHARLIE

Audrey...?

Audrey moves to hand over the baby to Charlie...

...AND THAT'S WHEN SANDRA SPRINGS OUT OF HER CHAIR AND SNATCHES THE BABY FROM AUDREY'S ARMS!

Sandra backs away from them, moving toward the front door. Hers is the face of madness.

SANDRA
Stay away from me! Don't come any
closer!

AUDREY
Mom!

BOB
Don't do it, lady!

SANDRA
You heard what he said. They just
want the baby. Maybe if we just
give it to them, then they'll let
us go!

Michael cocks his gun. Points it at Sandra.

THE HORN BLARES ONCE MORE, DEAFENING, SHAKING EVERYTHING IN
THE DINER. IT'S RIGHT OUTSIDE THE DOOR.

Charlie squares off with Sandra, panic in her eyes.

CHARLIE
Give him to me!

SANDRA
Why?! You never wanted him in the
first place!

Charlie stares at her in horror, the truth of those words
rattling her to the very core.

CHARLIE
No... I...

Sandra is almost to the front door.

SANDRA
It's just one baby. Just one.

CRASH! THE DOOR IS TORN OFF ITS HINGES.

A brilliant SPECTRAL LIGHT pours into the diner.

Sandra is blinded. She raises a hand to block the light.

And that's when Michael fires. BLAM!

Sandra staggers back, blood dripping from the hole in her
forehead, and...

...THE BABY GOES FLYING OUT OF HER HANDS!

Charlie screams and the WORLD MOVES INTO SLOW MOTION... And
everything suddenly goes very QUIET.

Michael fires again. Blowing Sandra's body back through the doorway.

Jeep watches the baby sail SLOWLY through the air.

The time for Jeep to act is now!

Jeep DIVES for the baby...catching the bundle of rags mere inches from the ground! And then he looks up to see...

The dark SILHOUETTE OF A MAN approaching from out of the spectral light. A MAN WITH WINGS.

Jeep's eyes grow wide as the FIERCE ANGEL steps into the diner. But this looks like no angel we've seen before.

This is a creature built for war. Rough hewn, battle scarred. His body armor making him appear disturbingly insect like. His wings are not feathery or gentle. Rather they are hard, mechanical, an organic machine.

The angel's wings retract with clockwork-like precision.

And now that we see the his face clearly, we notice his striking resemblance to Michael. We might even mistake them for brothers.

His name is GABRIEL.

Gabriel raises a massive, ferocious, strangely mechanical looking MACE in his powerful hands.

And the world returns to NORMAL SPEED as Gabriel brings the mace arcing down at Jeep.

Jeep rolls! CLANG! The weapon just misses him, hitting the floor in a spray of sparks, literally CRACKING THE GROUND.

Gabriel brings the mace up again. Jeep won't be so lucky twice.

BOB (O.S.)
Sonuvabitch!

Bob charges at the creature, sub-machine gun blazing.

Gabriel reacts by instantly UNFOLDING HIS WINGS and launching himself into the air. The bullets clawing up the wall behind him.

But Bob's heroic move has given Jeep time to get up and run with the baby for the back of the diner. He thrusts the child into Charlie's hands. And without even thinking, she pulls the child protectively to her chest.

Gabriel drops down in front of Bob, whipping his wings around like a deadly, RAZOR SHARP FAN!

Bob stops firing, a look of surprise stretches over his face. His gun falling from his hands.

Blood begins to pour out of the slice across his belly.

JEEP

No!

With a sweep of his hand, Gabriel sends Bob flying across the diner where he crashes down behind the counter near the stove.

Michael GRABS JEEP'S HAND before the boy can rush back into the fray.

MICHAEL

No, Jeep! You must protect the child now!

JEEP

Me?! What about you?

MICHAEL

My path ends here. You are the true protector. You always have been.

Jeep shakes his head, panic setting in.

JEEP

But I don't know what to do!

MICHAEL

Find the Prophets. Learn to read the instructions.

Michael lets go of Jeep's hand and turns away to face Gabriel, leaving Jeep to contemplate those final words.

JEEP

Prophets? What Prophets? What instructions?!

And that's when Jeep opens his hand to find the KEYS to Michael's Police Cruiser.

Jeep looks up from the keys to see Charlie, Audrey and the baby. The responsibility crashing in on him. Then he closes his hand around the keys, determination building.

JEEP

C'mon!

Charlie looks past Jeep to see Michael returning to the fray.

CHARLIE

Wait! We can't leave him!

JEEP

We have no choice! We have to get
to Red Rock!

He pulls Charlie past the counter toward the back office. Jeep stops when he sees his father's broken body lying on the ground by the stove in a pool of his own blood.

Bob's half open eyes focus on his son. In his outstretched hand is that goddamn ZIPPO LIGHTER... and next to that, a BROKEN GAS PIPE leading to the stove.

Jeep is terrified.

JEEP

Dad!

Jeep tries to help him up.

BOB

Leave me, Jeep. My place is here,
remember?

JEEP

But Dad...!

Bob smiles weakly at his son and says simply:

BOB

Run.

And so Jeep, fighting back tears, does what his father says.

INT. PARADISE FALLS GAS 'N' GRUB - BACK OFFICE - CONTINUOUS

Audrey and Jeep push the desk away from the door.

Charlie opens it. Sand swirls in around her.

And Jeep leads the trio out the door.

INT. PARADISE GAS 'N' GRUB - SAME

Michael and Gabriel square off in the diner, not like enemies, but like brothers on opposite sides of a terrible family conflict.

MICHAEL

I knew he'd send you, Gabriel. You were always so eager to please Him.

GABRIEL

Unlike you...the rebellious son.
(noticing Michael's scars)
Pity about your wings. They would have helped you now.

MICHAEL

To not feel their burden...is a dream.

GABRIEL

You think you can defy Him and not pay the price?

MICHAEL

The child lives. What happens to me doesn't matter now.

GABRIEL

Yours is a fool's sacrifice. You can help them sneak out the back door, but they won't escape.

(beat)

And neither will you, brother.

Michael slowly approaches Gabriel.

MICHAEL

(soft)

I'm not running anymore.

Gabriel hesitates, doubt clouding his face. This was not what he was expecting.

MICHAEL

(sensing)

Join with me. You don't need do this. There's another way.

A beat, then Gabriel's expression hardens.

GABRIEL

There is no other way...

He pulls back from Michael, raising the mace -- SCHING! -- LONG DEADLY SHARP SPIKES BURSTS FROM ALL ITS SIDES...as if it wasn't bad-ass enough.

And the fight begins.

It's mace against machine gun and strangely enough, it seems under Gabriel's deft control, the mace is the vastly superior weapon.

With the aid of his wings, Gabriel moves with staggering speed, defying gravity to avoid the rain of bullets. The place is getting absolutely shot to hell.

Michael leaps from table top to table top as Gabriel brings the mace brutally down -- splintering everything it touches.

Michael leaps onto the last unbroken table top -- spins to fire. Gabriel pushes into the air, jabbing a spike straight into the barrel of Michael's MP5. The gun explodes in Michael's hands, sending him rocketing backwards where he lands on the counter.

Gabriel swoops in fast. Michael kicks him in the chest, sending him fluttering back.

Michael thrusts himself to his feet. Gabriel recovers, jabs again.

Michael grabs a hold of Bob's ceiling mounted TV for support and lifts his body just above the deadly spike.

Michael kicks Gabriel in the head, momentarily stunning him.

Michael dives at Gabriel, landing an awesome flurry of punches.

Gabriel is rattled back by the assault. He clumsily lifts his mace and thrusts with it.

Michael narrowly evades the razor point, which drives into a wall.

Michael smashes down on Gabriel's wrist, CRACKING the bones. A swift kick to the chest and Gabriel is thrust crashing back, losing his grip on the weapon.

Michael takes a running leap onto Gabriel's back.

Gabriel launches wildly into the air, trying to throw Michael off. They hit the ceiling, but Michael hangs on. Choking the life out of Gabriel.

EXT. PARADISE FALLS GAS 'N' GRUB - CONTINUOUS

Audrey and Jeep help Charlie quickly move around the side of the diner where the cruiser is parked. They are buffeted by winds and sand.

Jeep puts Charlie and the baby into the front passenger seat while Audrey hustles in back.

Jeep rounds to the driver's side. Hops in.

INT. POLICE CRUISER - CONTINUOUS

Jeep frantically tries to get the right key into the ignition.

It's in.

Jeep turns the key but the ENGINE STRUGGLES TO FIRE UP.

Panic.

CHARLIE
Come on, Jeep!

JEEP
I'm trying!

Jeep gives it some gas, but the ENGINE'S NOT CATCHING.

A DARK SHAPE POUNCES ONTO THE HOOD OF THE CAR. The light catches it, revealing the disfigured face and beard of a SHOPPING MALL SANTA CLAUS, his oversized belly gruesomely distended.

Charlie screams.

JEEP
Fuck!

Jeep pumps the gas and the ENGINE BURSTS TO LIFE!

The creature's about to punch a fist through the glass

JEEP
(throwing the car in
reverse)
Hang on!

Jeep floors it, causing the cruiser to rocket backwards toward the highway.

BUT THE CREATURE HANGS ON!

Jeep pulls the wheel hard and the cruiser whips around a full 180 onto the road.

THE CREATURE SHOOTS OFF THE CAR AND HITS THE ASPHALT.

Jeep throws it in drive just as the POSSESSED SANTA rises from the pavement.

Pedal to the metal.

The creature doesn't have a chance as the cruiser PLOWS into him.

BONES CRUNCH as a flash of red and white is sent sailing over the car and tumbling down onto the road behind them in a cloud of dust.

Jeep clenches the wheel, pedal to the floor.

JEEP

Okay, we need to figure out our weapon situation. Hopefully Michael didn't take everything out of the car.

Jeep places his Glock on the dash. He sees that he's got a police issue shotgun in the front seat rack. Charlie searches under her seat. Pulls out a...GRENADE.

CHARLIE

Is this what I think it is?

JEEP

Yes. Now just put it down... Slowly.

Charlie places it onto the seat.

Audrey fishes around in the backseat.

AUDREY

(holding up each item)
Okay, all I got is a flare gun thing. Looks like we got a box of flares to go with it.

JEEP

Okay. Okay. Handgun. Shotgun. A flare gun... And a grenade. Alright.

(hands Charlie the Glock)

Load this.

(beat)

Audrey, can you figure out how to load that flare gun without killing us all?

AUDREY

I can try.

JEEP

Try real hard, okay?

Audrey anxiously sets about loading the flare gun.

INT. PARADISE FALLS GAS 'N' GRUB - SAME

Gabriel flies into a wall in an attempt to crush Michael. He fails that but succeeds in leaving a massive dent.

Gabriel runs/flies for the opposite wall. This one doesn't hold and the two enemies crash through it into the bathroom.

Unbelievably Michael is still holding on.

Gabriel is up. He thrusts himself back into the bathroom mirror. It shatters painfully behind Michael.

Gabriel rages out of the bathroom and into the diner. Michael continues to ride him like a wild bull.

Gabriel slams Michael into a wall once more. It's a brutal struggle.

Gabriel spots his mace sticking out of the wall within arms reach.

He grabs it, holding it futilely in front of him. From this angle he'd never be able to hit Michael with it. Gabriel's strength is giving way. Michael is winning.

Gabriel lets out a tremendous ROAR and plunges one of the mace's long spikes into his own stomach. Michael's eyes go wide with surprise, his grip loosens. Gabriel has run them both through.

Gabriel rips the mace from his body and stumbles forward.

Blood pours from a huge hole in Michael's chest. Right through his heart.

Gabriel looks down at the hole in his own belly. Not nearly as bad as Michael's. Apparently there's not a lot of blood left in this guy.

Michael falls to his knees. Weakening.

Gabriel looms over Michael. Michael looks up at him, blood leaking from his mouth.

GABRIEL

You always wanted to live like one
of them...Now you'll know how it
feels to die like one of them.

Gabriel raises the mighty mace above his head.

Michael closes his eyes. Submitting.

The mace comes swinging down...

INT. POLICE CRUISER - DRIVING - SAME

The cruiser hits the FLY STORM. Black. Nothing is visible beyond the windows. BUZZING surrounds them. DEAFENING.

Jeep turns on the windshield wipers. Hits the brights.

PING! PING! PING! Driving blind!

ON THE SPEEDOMETER as their speed slows to a crawl.

AUDREY

Go faster!

JEEP

I can't fuckin' see!

Charlie's desperately trying to soothe her SCREAMING baby.

ON THE AIR VENTS as FLIES start crawling in.

JEEP

Oh, no.

INT. PARADISE FALLS GAS 'N' GRUB - SAME

Gabriel is looking down upon Michael's broken body. Something is happening to his skin. The DARK WRITING THAT COVERS HIS BODY is beginning UN-WRITE itself and DISAPPEAR...

INT. POLICE CRUISER - DRIVING - SAME

Charlie is struggling to close the air vents to stop the inflow of BUZZING insects. It's not working!

She looks to Jeep in desperation, but something more frightening catches her attention.

The INTRICATE WRITING is beginning to appear on Jeep's arm, snaking its way up from his wrists like VINES.

CHARLIE

Jeep, your arm!

Jeep sees it, eyes go wide.

CHARLIE

What is it?

A beat, as Jeep remembers Michael's parting words...

JEEP
The instructions...

INT. PARADISE GAS 'N' GRUB - SAME

Gabriel watches as the last of the writing FADES from Michael's body when he hears a faint CLICKING sound from somewhere in the diner.

Gabriel moves gracefully through the destroyed diner, toward the source of the CLICKING.

He steps behind the counter and finds Bob lying in a massive pool of blood.

It takes the creature a moment to realize that the CLICKING sound is coming from Bob's SILVER ZIPPO.

Bob is focusing every last ounce of life in his body to lighting that lighter. CLICK... CLICK... CLICK...

Bob looks at Gabriel.

BOB
Sorry... We're closed.

And with one last brush of his thumb, Bob's trusty ZIPPO IGNITES.

Gabriel's eyes go wide as the TINY FLAME DANCES in front of the stove's broken gas line.

Gabriel spins and runs like hell as the gas explodes.

A STREAM OF FIRE ENGULFS HIM AS HIS WINGS UNFOLD AND HE LEAPS INTO AWESOME FIERY FLIGHT.

INT. POLICE CRUISER - DRIVING - CONTINUOUS

The MASSIVE EXPLOSION rocks the slow moving vehicle.

In the rearview mirror, Jeep sees the CLOUD OF FIRE MUSHROOMING UP in the sky behind them. It's eerily magnificent.

CHARLIE
The swarm, it's fading!

Jeep looks back to the road as, sure enough, the FLY SWARM suddenly dissipates all around them, revealing a CLEAR VIEW of the highway ahead. Jeep knows at what price this good fortune has come.

JEEP
Thank you...

AND THAT'S WHEN THE WORD "PARADISE" CRASHES DOWN LIKE A BALL OF FIRE ONTO THE ROAD DIRECTLY IN FRONT OF THEM!

JEEP
Oh, shit!

EXT. HIGHWAY - CONTINUOUS

The cruiser PUNCHES through the burning "Paradise" sign, smashing it into fiery pieces!

The cruiser charges on down the endless highway, burning bits of sign swirling in its wake.

INT. POLICE CRUISER - DRIVING - CONTINUOUS

From the back seat, Audrey watches the fire recede into the distance.

AUDREY
I can't believe it. Is it really over...?

Up front Jeep stares out at the dark road ahead.

JEEP
No...It's just starting...

EXT. PARADISE FALLS GAS 'N' GRUB - SAME

Burning wreckage everywhere.

DRIFTING THROUGH IT until we settle on the SPIKE-SCEPTER stuck firmly in the ground. Flames ring the handle.

EXT. HIGHWAY - SAME

The cruiser blazes down the highway.

INT. POLICE CRUISER - DRIVING - SAME

Charlie cradles the baby, apprehensive. The baby looks up at her, smiles. She can't help but smile back at him. Jeep eyes her.

JEEP
 Better not hold him too long.
 Might get attached.

Charlie looks over, feels his lingering anger.

CHARLIE
 Look, I'm sorry for what I said to
 you earlier, 'bout you following me
 around. I didn't mean it.

JEEP
 Nothin' to be sorry about. It's
 true. I did follow you around. At
 least now I know there was a good
 reason.

Charlie's reacts, a bit stung.

Jeep tries to hide his pleasure that the tables have turned
 at least a little. Charlie is about to respond when Audrey
 leans in from the back seat.

AUDREY
 We're here.

She points ahead to a beaten up road sign that says:

"Now Entering Red Rock National Park, Next Rest Stop 30
 Miles"

JEEP
 Okay, all we gotta do is --

CRASH!

The roof buckles above them. The windows BLOW OUT.

EXT. RED ROCK NATIONAL PARK ROOD - CONTINUOUS

GABRIEL SMASHES DOWN ON THE CRUISER'S ROOF WITH MASSIVE
 FORCE!

USING HIS MIGHTY WINGS FOR BALANCE HE BEGINS TO STOMP ON THE
 ROOF, CRUSHING IT DOWN AS IF IT WERE A SODA CAN!

INT. POLICE CRUISER - DRIVING - CONTINUOUS

Jeep, Charlie and Audrey slip frantically down in their seats
 as the roof presses down at them. The windows BURST.

Jeep grabs the Glock and fires wildly up at the roof.

EXT. POLICE CRUISER - DRIVING - CONTINUOUS

Gabriel takes a direct hit in the thigh, causing him to slide off the roof and onto the trunk where he grabs a hold of the rear window frame for support.

INT. POLICE CRUISER - DRIVING - CONTINUOUS

With tremendous strength, Gabriel pulls his upper body through the broken back window toward Audrey.

AUDREY

Jeep!

Jeep swings the gun around.

JEEP

Duck!

BLAM! Gabriel takes one in the shoulder, but it doesn't slow him down.

JEEP

Audrey, the flare gun!

Audrey desperately tries to load a flare while avoiding Gabriel's grasp. Jeep can't get off another shot without the risk of hitting Audrey.

Gabriel is almost entirely in the car now.

Audrey swings the flare gun toward Gabriel, but he knocks her hand aside just as she pulls the trigger and the flare goes off INSIDE THE CAR!

Jeep ducks. The CAR SWERVES MADLY. The flare RICOCHETS through the cabin, lighting it up like the Fourth of July!

Gabriel lunges for Charlie just as the flare bounces off the windshield - PING! - and nails him right in the face, SETTING HIS HAIR ABLAZE.

And that gives Jeep the chance to swing around and FIRE.

BOOM! Gabriel is blown back partially through the rear window. He holds onto the car with an iron grip. Starts to pull himself back in. Nothing slows this guy down.

Jeep pulls the trigger again and...CLICK. No bullets!

Audrey frantically reloads the flare gun. Brings it up to fire, but he's too fast! WHACK! Gabriel knocks her into the side of the car with a sweep of his hand. She's out cold.

Now he's clawing his way unobstructed toward Charlie again. Jeep knows there's only one thing to do.

JEEP
Get down on the floor!

Charlie pushes herself and the baby down on the floor in front of the passenger seat.

Jeep PUNCHES IT. The speedometer leaps ahead.

70...80...90...

Gabriel's now completely in the car. They're helpless.

Gabriel lunges over the passenger seat, grasping for Charlie, his ferocious hand only inches from her and the baby, when...

AUDREY (O.S.)
Get off her, you fucking asshole!

Audrey leaps onto Gabriel, pulling him away from Charlie just in time. He flails wildly about but this young girl rides him like one helluva a cowboy.

100...110...120...

AUDREY
Do it, Jeep! Do it now!

JEEP SLAMS ON THE BREAKS, SENDING GABRIEL AND AUDREY SHOOTING FORWARD THROUGH THE WINDSHIELD LIKE A BULLET.

The intertwined bodies of Gabriel and Audrey hit the road with a sickening crunch and ROLL INTO A BALL OF FIRE.

EXT. RED ROCK PARK - CONTINUOUS

The Cruiser spins out of control, swerving off the road and careening into a large rock formation.

This ride is over.

INT. POLICE CRUISER - CONTINUOUS

Jeep's side of the car is crushed. Blood is running down his forehead.

Charlie crawls up from the floor.

CHARLIE
C'mon, Jeep!

He tries to focus on her.

CHARLIE

Jeep!

She kicks open her door and begins pulling him out.

JEEP

The baby?

CHARLIE

Alive.

JEEP

And what about...

CHARLIE

Nothing could have survived that.

JEEP

(anguished)

Audrey...

CHARLIE

She saved us, Jeep. Audrey saved us. Now c'mon, we gotta go!

Charlie, the baby bundled in her hands, leads Jeep away from the demolished Cruiser.

EXT. RED ROCK RIDGE - PRE-DAWN

Jeep and Charlie, battered and bruised, struggle to make the long climb up the ridge.

Charlie looks up.

STARS completely fill the pre-dawn sky. Breathtaking.

CHARLIE

How can this happen?

JEEP

What?

CHARLIE

How can this happen in a world so beautiful?

Jeep follows her gaze to the sky.

Endless stars. Confounding.

Jeep shifts his eyes to the TOP OF THE RIDGE just ahead.

JEEP

C'mon, we're almost there.

They are only a few steps from the EDGE OF THE RIDGE when --

GABRIEL ROCKETTS UP IN FRONT OF THEM!

Charlie screams! Jeep pushes her and the baby out of the way just as Gabriel comes down hard in front of them, kicking up a cloud of dust.

Gabriel's mechanical wings haltingly retract. The crash has done some serious damage. Much of his skin has burned away. Chunks of his armor and flesh are missing as well, including a large part of his head, revealing that under his human visage is a NIGHTMARISH CREATURE.

Gabriel charges at Jeep fast. Jeep whips up his Glock, BLAM! Gabriel takes the bullet, then slaps the gun out of Jeep's hand.

Jeep throws a wild punch, connects with Gabriel's chin, rocking him back. More annoyed than surprised, Gabriel knocks Jeep savagely to the ground.

Jeep struggles quickly to his feet, comes right back at Gabriel swinging. But Gabriel simply knocks him to the dirt again.

Jeep slowly gets up once more, bleeding, hurt. Raises his fists. This kid will simply not give up.

Jeep moves in again, swinging hard, but Gabriel blocks it, shoots out a hand and grabs Jeep by throat, lifting him clear off the ground.

GABRIEL

So brave. So pointless. You should have worried more about saving yourself.

Jeep's feet dangle. His eyes bulge out. He claws at Gabriel's iron-fast grip, but there's no hope.

Charlie watches in horror.

CHARLIE

Stop! Please! Don't kill him!

But Gabriel is doing just that. Jeep is rapidly losing consciousness. The battle is lost.

GABRIEL

Go to sleep...

Jeep's eyes flutter. He's almost gone.

CHARLIE
Stop it! I'LL GIVE YOU THE BABY!

This gets Gabriel's attention.

Charlie climbs to her feet, holding the bloody bundle out to him.

CHARLIE
I don't want this responsibility!

Tears run down her face. She's dead fucking serious.

Gabriel lets go of Jeep. He falls to the ground, gasping desperately for air.

JEEP
Charlie, no!

Gabriel takes the bundle from Charlie, turning away from her.

GABRIEL
"And as the child's cries are
extinguished, an eternal darkness
at last descended upon the world."

He peels the cloth back, revealing...

THE GRENADE.

He spins around to face Charlie.

She's holding the pin.

KABOOM!

GABRIEL IS BLOWN TO BLOODY BITS.

The creature is gone at last.

The sound of a BABY COOING.

Charlie picks the child up out of the brush.

She helps Jeep to his feet and together they slowly make their way to the top of the ridge.

EXT. RED ROCK RIDGE - DAWN

Jeep and Charlie stand overlooking the desert valley below.

ON THEIR FACES, reacting to what they see.

Charlie takes Jeep's hand in hers.

JEEP
We made it.

CHARLIE
Yep, we sure did.

And now we see it too:

THE MOJAVE DESERT - DAWN

Vast. Barren. No signs of life.

No resistance force. No nothing.

ON JEEP AND CHARLIE

Taking it in. Breathing hard.

JEEP
I'm sure they're just over the next
ridge.

He glances at Charlie. Worry in her eyes.

CHARLIE
What if we're on our own now?

JEEP
Don't be afraid. We'll be okay.
(beat)
Believe me.

At those words, Charlie looks deep into Jeep's eyes. Sees a confidence in them she's never seen before.

And she leans in and kisses him. Tender.

When they part, Jeep stares back at her with surprise. Then the surprise melts into a smile.

And they descend the ridge...out of sight, leaving us with a view once again of --

THE MOJAVE DESERT - DAWN

A BLOOD RED SUN rises behind the distant mountains. The unbearable cold will soon become an unbearable heat.

And we're back where we started.

A YOUNG WOMAN'S VOICE. Solemn. Weary. Determined.

IT'S CHARLIE'S VOICE.

CHARLIE'S VOICE
 Someday when my son is older, I
 will tell him about the time of his
 birth when all the world was
 covered in a great darkness...

DISSOLVE TO:

INT. CAR - DRIVING - MORNING - WEEKS LATER

Jeep is at the wheel. He looks aged, scarred from the experience. His exposed arms are completely covered with the INTRICATE WRITING...The Instructions. The boy he once was is gone at last and the warrior protector has replaced him.

CHARLIE'S VOICE
 ... And how just at the moment when
 everything seemed lost...

Charlie sits across from him, the baby cradled in her arms. It's strange, but you might actually mistake them for a happy family. Of course you'll have to ignore the ARSENAL OF WEAPONRY in the back seat.

CHARLIE'S VOICE (CONT'D)
 ...a mighty warrior fell in order
 to save me.

Jeep glances over at Charlie and the baby. He smiles at the image of maternal bliss.

CHARLIE'S VOICE (CONT'D)
 And a boy faced his fear and rose
 up to save us all.

The sun shines through the car windows, filling our eyes with its fiery light.

The End