INT. SPRING FALLS WEST HIGH SCHOOL - CLASSROOM - DAY

SNAP! The CAMERA TURNS ON -- revealing two high schoolers at a table. AARON KATZ -- 120 pounds soaking wet, rebellious smart-ass, 18 going on 15. A sweet, sensitive kid buried somewhere under all those layers of adolescent transgression.

Nearby sits RYAN MOSS: 18, athletic, handsome, with the easy swagger those come with. A supreme flirt, effortless charmer, but you get the sense he's always trying to outrun something. Right now, they'd both rather be anywhere else in the world.

MRS. ELLIS (BEHIND THE CAMERA)
Ok. This camera is school property, so what are the three big rules?

RYAN
"Don't damage it, don't lose it..."

AARON
"Don't film parties, drinking, dogfighting, human sacrifice--

MRS. ELLIS (O.S.)
--that's enough, Aaron.

RYAN
So who gets the camera first?

MRS. ELLIS (O.S.)
You both applied. You'll share it.

RYAN
What if I got it the first half of the year and he gets it second?

MRS. ELLIS (O.S.)
Workload's too big, it'll interfere with school.

RYAN
What if I promise to say nice things about you in my autobiography?

MRS. ELLIS (O.S.)
Tempting, Ryan, but no, you'll be working <u>together</u>. You two do know each other, right?

The boys share a glance. Yeah, they know each other.

MRS. ELLIS
Good. I'm sure you two will make a wonderful video yearbook. Who wants the camera first?

EXT. SPRING FALLS WEST HIGH SCHOOL - PARKING LOT - DAY

Aaron's POV: walking out the front doors of this big brick monster of a building. Testing out camera features, ZOOMING IN on the digital sign: "School starts in 3 days!" Cycling through night-vision, b & w... A CRACK of THUNDER.

AARON (O.S.)
Shit.

Almost immediately, TORRENTIAL RAIN begins to pour down.

AARON (O.S.)
Shitshitshitshit.

Aaron uses his jacket to shield us from the rain. A silver BMW SUV pulls up alongside us, Ryan in the driver's seat.

RYAN
Hop in.

AARON (O.S.)
I'm fine.

RYAN
The camera's not. Get in.

INT. RYAN'S SUV (DRIVING) - DAY

Passing through the small mountain town of Spring Falls, CO. During the ski season, this place is jumping; the other 8 months out of the year, its lonely isolation is palpable. Closed-until-winter shops and empty trophy-homes. Dead leaves swirl in the wind; winter's invasion on its way fast.

As the boys idle at a stoplight...

AARON (O.S.)
...hell you doing video yearbook for? Seems like you're way too busy to hang out in the AV room lately.

RYAN
USC's got a good broadcast program, thought I'd give it a shot.

AARON (O.S.)
Didn't know you were applying.

Ryan shrugs -- *why would you?*

JUMP CUT

Cruising along the rain-swept road through the WOODS.

AARON (O.S.)
--let's just divide the week. I'll take it Tuesday, Thursday, Friday--

RYAN
I need Fridays for Hornets games.

AARON (O.S.)
Good to know the football team will finally get some exposure. Those guys are so marginalized, it's sad.

RYAN
You're right, we should focus on stuff that *actually* matters to people... you and Kyle playing Settlers Of Catan in your basement.

AARON (O.S.)
Like you used to.

RYAN
Yeah, and then I stopped being 14. You should try it sometime--

AARON (O.S.)
You should try not being a fuckin'--

RYAN
--whoah--

We see what Ryan's looking at: the traffic ahead has stopped blocked by A FIRE TRUCK -- FIREMEN spray hose-water onto...

A SECTION OF WOODS THAT HAS CAUGHT ABLAZE.

AARON (O.S.)
...shit...

Aaron zooms in on the burning area. Amidst the debris on the roadside, we note a LAVENDER CAR FENDER, ripped in half and scorched from fire. Then--

WHOOSH-**HONK!** It's wiped out of our view as a Chevy Tahoe screeches up alongside us. BRANNER -- 18, a beefy bro who mistakes volume for funny -- at the wheel. One of Ryan's pals. In the side mirror, Aaron pulls his hoodie up.

BRANNER
Whattup, Ry-Ry? You like watching those dudes handle that big hose?

RYAN
They could take a few pointers from your mom.

BRANNER
(peers over, disdainful)
Yo, is that... Aaron Katz in there? What's up, Pussykatz?

RYAN
(suppresses a chuckle)
Just droppin' him off.

BRANNER
Have fun with that. Fuck this noise, I'm outta here. Later, limpdicks.

RYAN
Adios, bitch.

Branner burns an illegal u-turn and takes off.

AARON (O.S.)
Funny.

RYAN
What?

AARON (O.S.)
You even talk like them now.

Ryan ignores that. As a WORKER flags us on, we note something odd within the haze of the burning woods: <u>scorched TREES lay flattened on the ground, roots exposed</u>. Like something unseen has furiously swept them down like chess pieces on a table.

<u>INT. AARON'S HOUSE - AARON'S BEDROOM - NIGHT</u>

Posters on the wall: "Scanners," "The Thing," "Eraserhead." Candy wrappers, half-drunk bottles of Orange Fanta. Editing setup on desk. Aaron tinkers with the CAMERA.

PHILLIP (O.S.)
(from outside his room)
Dinner, Aaron!

AARON
Goin' out in a few minutes, Dad!

In comes PHILLIP -- Aaron's dad, a sweet old dude with a Cro-Magnon brow that makes him look constantly pissed off. He grabs the camera, walks off with it.

AARON (O.S.)
Dad, c'mon, you're not supposed to touch that--

INT. AARON'S HOUSE - KITCHEN - DINNER

Phillip films an open PHOTO ALBUM, taking out a picture of YOUNGER AARON, dressed in ill-fitting plaid pants, hair spiked tall, ripped t-shirt. Weapons-grade dorkiness.

PHILLIP (O.S.)
...aaaand here's Aaron going through his Johnny Rotten phase.

AARON (O.S.)
Dad, I'm begging you...

Pan to the table where Aaron's hiding his face in mock shame as SUZY KATZ -- his mom, silver-haired, adorable -- comes over to inspect the photo. (He secretly loves this; his folks are actually pretty cool.)

SUZY
Shockingly without a date, for reasons passing understanding.

AARON
God, I hate you both.

PHILLIP
(lifts out another photo)
Oh, here we go, Halloween, 2009...

...of Aaron and Ryan at age 14, dressed up as hobbits from LORD OF THE RINGS. Ryan, pre-handsomeness..

SUZY
...must be just before Ryan lost all his baby fat.

AARON
Yeah, it all went to his brain.

SUZY
Be nice. Sometimes friends just... become different people.

From outside, we hear a vehicle roll up HONKING its horn. Stereo blaring IRON MAIDEN so loud we can hear it in here.

AARON
That's Kyle, gotta go--

Aaron wrangles the camera away. Fist-bumps his dad, gives his Mom a BEAR-HUG.

SUZY
Stay safe, Aar-Bear.

EXT. AARON'S HOME - NIGHT

Aaron climbs into a beat-up JEEP, Iron Maiden BLASTING US. At the wheel: KYLE MARKS, rotund, bearded at 17, John Milius mid-puberty. A ball of wild ideas and misdirected energy. For Kyle, it's been him-against-the-world since day one, and as far as he's concerned, the world better put up its dukes.

KYLE
Excellent. Now I gotta worry about you gathering incriminating evidence...

AARON (O.S.)
Live in fear, Kyle.

KYLE
Always do.

Aaron PANS to the back, where DEAN CHAMBERS and MAX KIM slouch. Think of them as a white-and-Asian Rosencrantz and Guildenstern with a taste for punk and pyrotechnics.

AARON (O.S.)
Dean. Max. How we doing?

They simply flip off the camera.

AARON (O.S.)
Eloquent as always.

EXT. SHOPPING CENTER, PARKING LOT - EVENING

In a shopping center parking lot facing the town's main drag, Max framed up for a one-on-one interview:

AARON (O.S.)
Max Kim, Class of 2014 -- what does Spring Falls mean to you?

MAX
Means a place where it's impossible to get reasonably priced weed. We're like 40 miles from the nearest major highway, 100 miles from an airport, so...
(lifts small sack o'weed)
This right here? Cost me like *$80*. And it tastes like a warlock peed on it. Fuckin' bullshit.

AARON (O.S.)
Sure y'wanna flash that on camera?--

MAX
(talks over him)
Can we please get a dispensary up in this piece?

JUMP CUT TO: an interview with Dean.

AARON (O.S.)
Dean Chambers, what does Spring Fa-

DEAN
Fuck. This. Town.

Leans back, pleased with himself.

AARON (O.S.)
...okay then.

DEAN
With a sandpaper dick--

WE CUT HIM OFF and LAND ON: a one-on-one with Kyle.

KYLE
Spring Falls is just another in the *legions* of small towns across America where citizens are unaware of the larger forces at work shaping the New World Order--

AARON (O.S.)
Dude, would it kill you to not talk weird conspiracy shit--

KYLE
You wanna talk “weird?” Look up--

He points off-screen and we follow his hand over to a streetlight with a revamped AIR RAID SIREN atop it.

KYLE
Sheriff Sampson talks the mayor into dropping 100 g’s updating those old sirens into a “terror-warning system.” As if this piss-ant town is at the top of Al Qaeda’s shit-list. Makes no sense, right? Unless those aren’t sirens at all, but *listening devices* that they’re using to spy on us.

AARON (O.S.)
Should speak quieter then, don’t want them hearing you.

KYLE
It's cool, already disabled that one. What you really need to worry about are the spy satellites. See-

Kyle prattles on, but Aaron's distracted -- ZOOMING IN across the lot to a PRETTY GIRL at a bike rack, unlocking her fixie (the bicycle adorned with a sticker reading "Velociraptors ate my Ferrari.") We hold on her, image trembling...

EXT. SHOPPING CENTER - NIGHT

Frame up a new interviewee: AMY MOSS -- 16, lovely. Green streaks in her hair. Read every book in the library twice. Spunky and mature beyond her years, but if you look carefully, there's a tangible undertow of melancholy to her. (She's Ryan Moss' little sister and Aaron's lifelong crush.)

AARON (O.S.)
Amy Moss, Class of 2015. What's the first word that comes to mind about Spring Falls?

She laughs, give him a look -- *really?*

AARON (O.S.)
It's just to get the ball rolling--

AMY
Is this for that video yearbook thing you're doing with my brother?

AARON (O.S.)
We're sort of splitting duties--

AMY
So Ryan'll cover the football games, pep rallies, parties and every social event that doesn't involve Magic The Gathering-

AARON (O.S.)
--I don't-- do that anymore--

AMY
--question is, what are *you* gonna bring to the table? Besides your animalistic sex appeal?

AARON (O.S.)
(audibly blushing)
Uh, well...

She takes the camera, spinning it around; now on AARON.

AMY (O.S.)
Aaron Katz, why are you making this video?

AARON
Because I'm a masochist and I love torturing myself with extra schoolwork.

AMY (O.S.)
("bullshit")
Why are you making this video?

AARON
Because... it'll look good on my college application?

AMY (O.S.)
This is so you, I ask a simple question and you fuck with me--

AARON
(comes clean)
--I'm doing this *because I wanna troll the entire school*.

AMY (O.S.)
There we go. You rebel you...

AARON
Hey, I graduate this year, I'm not going out quietly.

JUMP CUT: Aaron holds the camera again. Amy's eyes faraway.

AMY
Just reminds me of what my dad used to say: "If you're setting out to paint someone else as an asshole, be sure to bring an extra brush."

There's a long, long beat...

AARON (O.S.)
...what does that mean?

EXT. WOODLAND ROAD - NIGHT

Aaron's POV: Kyle, Max and Dean bum-rush the "WELCOME TO SPRING FALLS, POP. 9,870" SIGN, humping it like crazy.

KYLE
You feeling this Spring Falls?!

MAX AND DEAN
Whoooo yeah!/Population: my dick.

EXT. WOODS - NIGHT

Moving through the forest just beyond a neighborhood, following Kyle, Max and Dean through the trees...

KYLE
...here we go... *ta-da--*

Kyle motions us towards... A TREEHOUSE suspended in the branches of the tree ahead of us.

AARON (O.S.)
So... you commandeered some little kids' treehouse and turned it into your smoker's lounge?

KYLE
Manifest destiny, bro.

INT. TREEHOUSE - NIGHT

Dean and Max lounge on ratty beanbags inside the lamp-lit treehouse, smoking a joint. We pan over to Kyle, working on a homemade CONTRAPTION (tubes, bottles, fluids, wires.)

KYLE
(sing-songy)
The chloride's connected to the bleach vat. The bleach vat's connected to the ignition fuse...

AARON (O.S.)
This won't, uh, kill us, right?

KYLE
Shhh. God hates a coward.

EXT. SPRING FALLS - MOUNTAINOUS OUTSKIRTS - NIGHT

In the mountains above town, Kyle puts his homemade bomb in the hollow of a STUMP, grabs his CRACKLING WALKIE TALKIE--

DEAN (FROM WALKIE)
Nobody's comin'. Road's clear.

Leading us over to crouch behind a log, Kyle takes out a flip-phone DETONATOR, sings that John Lee Hooker blues riff:

KYLE
Boom-boom-boom-boom.

KA-BOOM! He detonates it and the stump EXPLODES into a 20-foot geyser of sawdust and dirt. Everyone CHEERS.

JUMP CUT

The guys walking away from the scene of the crime, where the blasted stump still belches smoke, jazzed as all hell:

AARON (O.S.)
--next time let's blow up something even *more* awesome, like a frozen turkey, or Branner's Chevy--

WHOOP-WHOOP! Red and blue lights strobe them as a police cruiser SCREECHES up. Out steps Sheriff TOM SAMPSON -- as close to an authoritative hard-ass as this town has.

SHERIFF SAMPSON
Good evening, dipshits. Why am I getting calls about things blowing up in the woods?

AARON (O.S.)
That stump was on fire when we got here, Sheriff. Think this might be Al Qaeda finally making their move--

SHERIFF SAMPSON
Shut up and turn that camera off before I make you eat it.

AARON (O.S.)
(under his breath)
That'll be some good footage.

SHERIFF SAMPSON
(whirls toward him)
What's that, Mr. Katz?

AARON (O.S.)
Ok, I'm turning it off, I'm turning-

INT. KYLE'S CAR, MOVING - NIGHT

Aaron films as they cruise down the mountain road, the town below a night-light in a sea of darkness.

KYLE
Well, that could've been worse.

AARON (O.S.)
He said next time any of us so much as litter, he'll lock us up with a guy who'll use us as condoms.

KYLE
Also known as "getting off with a warning." Dude has wet dreams about busting terrorists, be thankful he didn't try to get us thrown in Gitmo.

Aaron's phone BUZZES with a text, he grabs it.

AARON (O.S.)
Shit.

KYLE
What?

AARON (O.S.)
Gotta stop by Ryan's. Tomorrow's his day with the camera.

KYLE
Does he even know how to use a camera?
(off Aaron's laugh)
Seriously, if that guy was any dumber, he'd have to be watered.

INT. RYAN'S HOUSE, RYAN'S BEDROOM - NIGHT

Inside Ryan's well-furnished room, Ryan deftly disconnects the wide-angle lens -- actually seems pretty proficient with the camera. Cleans it as Aaron plays with Ryan's dog, HOBBES.

AARON
G'boy -- roll over. Miss me? I bet you did, you fuzzy little bastard.

RYAN
How'd you already manage to smudge this much shit in the lens?

AARON
Settlers of Catan was crazy tonight.

Aaron looks around the room, baseball memorabilia everywhere.

AARON
Did a Foot Locker throw up in here?

RYAN (O.S.)
Oh hey, lookit that, here's the part where you get the fuck out.

Aaron just walks to the door. Then, quietly...

AARON
...it was just a fuckin' window.

Before we get an idea what they're talking about, Aaron storms out, slamming the door behind him as we CUT TO:

INT. RYAN'S HOUSE - RYAN'S BEDROOM - NIGHT

The camera on a tripod -- Ryan framed up: clean shaven, hair styled, dressed in his approximation of "young, hip go-getter" and holding a mic. His approach light years more polished and professional than Aaron's gonzo filmmaking.

RYAN
Hey there, West Spring Falls High, I'm Ryan Moss and this is your 2014 video yearbook.
(beat)
Now hang on and... enjoy the ride.

AMY (O.S.)
(from outside his room)
"*Enjoy the ride?!*"

RYAN
(faux-tyrant)
Amy, when I want your opinion, I'll tell you what it is and You Will Like It.

Ryan's sister Amy comes in -- the girl Aaron interviewed. Their relationship playful, ribbing. She flops into his chair-

RYAN
Ames, seriously, I'm trying to record something--

AMY
--you wanna get into USC? Make it about something deep-sounding, like... change. "How has West Falls High changed you?"

RYAN
I hate when you're smarter than me.

AMY
Can y'sign this? Choir field trip.

She pulls out a folded permission slip from her pocket.

RYAN
Someday you're gonna have to learn how to forge mom's signature.
(signs the form)
You heard from her?

AMY
Nope. Guess she's busy with Daryl.

RYAN
Darin.

AMY
Whatever.

RYAN
...doin' alright with everything?

AMY
Most days.

She grabs the document, kisses him on the head.

AMY
Good luck.

RYAN
I'll be fine, as long as Aaron doesn't take a leak in the camera.

She heads for the door. Then lingers a moment...

AMY
Ever gonna tell me what the hell actually happened with you two?

RYAN
(sighs)
...promise not to blab to mom?
(she crosses herself)
Couple months after dad's funeral, you and mom went to Denver?
(off her nod)
I threw a party here. Didn't invite Aaron. He shows up drunk, pissed off. Came in my room, threw a baseball through my window.

AMY
Holy shit...

RYAN
(shrugs it off)
It would've ended anyway, we'd been growin' apart.

Amy takes this in, then:

AMY
Sooo how much is it worth to you to *keep* mom from finding out?

RYAN
Get out.

AMY
Bidding starts at $500.

RYAN
<u>Out</u>!

CUT TO: Ryan framed up. Starting over. Using her idea.

RYAN
This is the story of how we were changed by our time at West Spring Falls High.

INT. RYAN'S SUV, MOVING - MORNING

Amy's POV: we drive under a PEDESTRIAN BRIDGE leading to the high school, a banner hung from it: "**WELCOME BACK, HORNETS**!" Ryan yelling out his window at kids in the parking lot.

RYAN
Yeah, senior year!!!

CUT TO: THE PARKING LOT

Ryan gets b-roll of students flooding towards the entrance.

RYAN (O.S.)
First day of school, and in the immortal words of Ice Cube, today is a good day--

AMY
Looks like *they* don't share that sentiment, Mr. Cube...

Points to a lavender Mini Cooper, ERICA and HEIDI inside--queens of the school, made-to-break-your-heart. Oddly, they're staring straight ahead blankly. No facial expressions or movement. Like computers in sleep mode. Look carefully, you'll see the car's missing half its front fender.

RYAN (O.S.)
Heidi, Erica, quit daydreaming about me in there!

The girls look over... and snap out of it, waving hi.

ERICA/HEIDI
Hey rockstar!/You miss us?

RYAN (O.S.)
Only when I'm awake. The hell happened to your car?

ERICA
Y'know... life.

AMY
(advertising voice)
"This drive home has been brought to you by Jagermeister -- author of such thoughts as 'Fuck you, gimme my keys!' and 'I think I'll cut my own hair.'"

No laughs from Erica or Jami, but Ryan can't help chuckling.

EXT. WEST SPRING FALLS HIGH - PARKING LOT - MORNING

Ryan's POV moves with the crowd into the school, when--

GRANT (O.S.)
Moss, my man!

Pan over to find GRANT: hazy-eyed, handsome, James Dean as a jock. Another of Ryan's buddies, the two trade fist-bumps.

GRANT
Telling you, I got big plans for this year. Nothing you're gonna be able to put in the yearbook, but-

AMY
Hey Grant...

We pan to Amy -- who clearly has a thing for Grant.

GRANT
Whoah. Green hair. Nice. How you living, Amy?

AMY
(trying to be cool)
I'm... y'know--

GRANT
Ryan, you gotta get this. Branner's dad donated a F-150 for the homecoming raffle. Shit's baller.

RYAN (O.S.)
Aaaaand how long before someone fucks with it?

INT. WEST SPRING FALLS HIGH - MAIN HALL - MORNING

A CACOPHONY OF YELLING assaults us as we approach an odd sight: a gleaming FORD F-150 parked in the main hall. Nearby, there's a FIGHT going on. Students crowding around, cheering.

RYAN (O.S.)
Aw Christ...

Moving closer to find Kyle on the ground sucking wind and holding his gut, while Branner goes to work on Aaron.

RYAN (O.S.)
Whoa, Branner, hell are you--

BAM! Branner kicks Aaron in the balls. Aaron curls up, gagging. Branner stands, hawks a loogie on him, stalks off. We hold on Aaron... who looks straight up at us. Cold.

INT. WEST SPRING FALLS HIGH - HALLWAY - DAY

Ryan's POV heads for the gymnasium with his buddies.

RYAN (O.S.)
First week of the season and you get in a fight with two dudes half your size?

GRANT
What, were they trying to joyride the truck?

BRANNER
Nobody's joyriding shit, principal's got the keys on lockdown in his office.

RYAN (O.S.)
So what then?

BRANNER
Found 'em trying to put this on the license plate...

Branner holds up a LICENSE PLATE VANITY FRAME: **SUCKIN' DICK BOUGHT THIS TRUCK.** Ryan starts LAUGHING HIS ASS OFF.

BRANNER
Not funny, bro.

RYAN
(practically crying)
You're right, there's absolutely nothing funny about that.

Grant is laughing now too, as we JUMP CUT TO:

INT. WEST SPRING FALLS HIGH - GYMNASIUM - DAY

Ryan's POV: the whole school sitting on the bleachers, watching CHEERLEADERS come out, carrying FLAGS emblazoned with the school mascot, a snarling HORNET.

ERICA
This year's about unity at West Falls, so give me a big Hornets cheer! Gooo... HORNETS!!!

Scattered cheers. School spirit isn't big here.

GRANT
(to Ryan)
Maybe you can add in some actual cheering when you edit it?

INT. WEST SPRING FALLS HIGH - CAFETERIA - DAY

A series of interviews shot around the lunch room -- Ryan jumping from clique to clique. *(We don't know it yet, but this is the last "normal" day Spring Falls will ever see.)*

--A TABLE OF **THUGGY SNOWBOARDER TYPES:**

RYAN (O.S.)
How have you changed over the past four years at West Falls High?

SNOWBOARDER
This place didn't change me, alright? I changed this place.

RYAN (O.S.)
Uh huh.

--A TABLE OF **MODESTLY DRESSED CHURCH-Y GIRLS AND THEIR GUYS:**

CHURCHY GIRL
(motions to her boyfriend)
For starters, I met the man who I'm spending the rest of my life with.

--ON THE PEDESTRIAN BRIDGE: A CREW OF **DISHEVELED STONER KIDS:**

STONER GUY
Change is an illusion.

--WITH THE **SLOW-ASS TRACK TEAM**, MID-PRACTICE:

TRACK TEAM MEMBER
If it's possible, this entire team might have "changed" into being even slower and lazier this year.

TRACK TEAM MEMBER 2
Eat a dick, Steve--

--A WALK-AND-TALK INTERVIEW WITH THE **FOOTBALL PLAYERS:**

GRANT
Erica's party tonight, that'll change lives. You gotta bring the baseball team, we want that place packed to the rafters.

BRANNER
Hell yeah, bring the camera too, immortalize the awesome.

RYAN (O.S.)
Camera's not getting near that.

BRANNER
What, you afraid of something bad winding up on there? Here, lemme help you out-- RYAN MOSS SUCKS MORE BALLS THAN A LOTTO JACKPOT MACHINE--

--A TABLE OF **CHEERLEADERS**, the camera on a tripod. Ryan, now in front of the camera, motioning everyone to get in closer.

RYAN
--ok, everybody in-- ladies, please, I cannot be the sole provider of sexiness in this shot--
(pointing off-screen)
Heidi, front-and-center!

As Heidi comes over, Ryan hears something odd-- turns to see Erica, a few tables away, talking to some SWIM TEAM GUYS.

ERICA
-bring the swim team, we want the place packed to the rafters--

Ryan's heard this from Grant -- exact same words, exact same delivery. His face -- *huh?...*

--A TABLE CONTAINING **MAX, DEAN, AND KYLE:**

KYLE
How have I changed? Well, I thought I'd graduate without having my colon kicked into my throat, then your boy Branner changed that...

RYAN (O.S.)
I know this is hard to believe, but there's actually a good side to that guy. He's not a <u>total</u> asshole--

AARON (O.S.)
You're right.

We pan over to Aaron, approaching with his lunch tray.

AARON
A guy who watches someone get beat up and just stands there filming it? *That's* a total asshole.

RYAN (O.S.)
It wasn't like that--

AARON
Just gimme' the camera, it's my turn to film tonight.

Ryan roughly hands us over to Aaron. As Ryan walks away--

AARON (O.S.)
See ya at the party.
(off his look)
Be real a shame if someone showed up and filmed you guys being a bunch of drunk dipshits, huh?

RYAN
...why would you do that?

AARON (O.S.)
My own amusement.

RYAN
(darkens)
Think they'll let some angry nerd with a camera in? Good fuckin luck.

EXT. ERICA'S HOUSE - NIGHT

DING! Aaron rings a doorbell, CLUB RAP blasts us as the door opens. 3 drunk, party-dress-clad CHEERLEADERS stare at us.

AARON (O.S.)
Hey, I'm with video yearbook. Here to document the bestest party ever?

CHEERLEADERS
Awesome!/Interview me first!

JUMP CUT TO INSIDE THE HOUSE:

Teenage bacchanalia raging. Bass rumbles windows. We spot Ryan in a BEDROOM with a couple friends, skinning up a JOINT.

AARON (O.S.)
Ryan Moss! USC would like to know what you're rolling up in there--

Ryan chucks an empty beer can at us, SLAMS the door.

JUMP CUT TO THE KITCHEN:

A FOOTBALL BRUISER, surrounded by his bros, bong in hand.

BRUISER
No way, really?

AARON (O.S.)
Simple science. The further the bong goes into your mouth, the more directly the smoke hits your lungs and the stronger the high.

The bruiser takes the bong, and... deep-throats it.

AARON (O.S.)
Good. It also helps if you kind of bob your head up and down--

AMY (O.S.)
Nice to see your video is turning out as planned.

Aaron spins, sees Amy approaching. Dressed down, she's out of place here. Aaron gives her a big, tipsy hug.

AARON (O.S.)
Ames! Party just got much cooler.

AMY
You seen Ryan? Lost my keys, idiot-boy forgot to replace the spare.

AARON (O.S.)
I'll help you find him.

JUMP CUT TO: Following Amy through the party...

AARON (O.S.)
So, uh, I just picked up "Monster Squad" on Blu Ray.

AMY
No way! We used to watch that every Halloween, we should see if it holds up...

AARON (O.S.)
That'd be awesome, we could--

And *that's* when Mr. Smooth, Grant, shows up:

GRANT
Isn't this is a nice surprise.

AMY
Grant. Hey.
(beat)
Seen my brother?

GRANT
I'm actually an expert at helping cute girls track down lost family members. Let's take a look upstairs-

With a quick glance back at Aaron, Amy's whisked upstairs by Grant, Aaron noticing Grant's hand on the small of her back.

AARON (O.S.)
(dying inside)
...ok, I'll just be... down here...

EXT. ERICA'S HOUSE - BACKYARD - NIGHT

We sway in a swing set, filming the moon. Alone. Inside the house, the jocks are pumping Bruce Springsteen on the stereo:

AARON (O.S.)
(sings along softly)
Rosalita, jump a little lighter...
seniorita, come sit by my fire...

Two girls stumble by: Heidi and pixieish JAMI, laughing.

AARON (O.S.)
(slurring)
Ladies! Come join me for a tasty beverage and a night swing!

Not even hearing him, they disappear into the GUEST HOUSE.

AARON (O.S.)
Or do... that.

We're left in the dark... until a LIGHT hits us. Turn to see--

IN THE GUEST HOUSE: Heidi and Jami, making out on the couch.

AARON (O.S.)
...gotta be kidding me...

We get up, approach the window. Notice Heidi stroking the back of Jami's neck. And then we see something surreal:

Heidi JAMS her index fingernail (which seems somehow a length or two longer than the others) INTO the base of Jami's neck. Jami jolting, as if struck by electrical current.

AARON (O.S.)
Holyshit--

RYAN (O.S.)
What're you doing?

We WHIRL to find Ryan approaching us.

RYAN
Not enough to be a pain in my ass, y'gotta go creeping in windows too?

AARON (O.S.)
--dude-- there's something <u>really</u> <u>weird</u> going on in there--

Ryan peers in the window; all he sees is a make-out session.

RYAN
...uh, if by weird you mean "hot"--

AARON (O.S.)
No, I'm serious, Heidi just took her finger and, like--

RYAN
(guides us away)
Let's go, you're drunk.

AARON (O.S.)
<u>I'm not</u>--

RYAN
You're leaving, okay? You can call a cab inside, but--

AARON (O.S.)
Whatever, I'll get a ride with Amy-

Ryan pauses -- gives him a dark look.

RYAN
Amy's here?

AARON (O.S.)
She was looking for you an hour ago. She went upstairs with Grant--

JUMP CUT TO: <u>INSIDE THE HOUSE</u>

We follow Ryan as he STORMS through revelers in the hall...

RYAN
Swear to God, Grant touches her, I'm gonna fuckin' murder him--

BAM! Ryan throws a bedroom door open -- finds Erica in bed with a drunken Branner.

RYAN
Erica, Branner, you guys seen Amy?

Erica HURLS a shoe at them. On to THE MASTER BEDROOM we go, Ryan SWINGS the door open--

--revealing Grant atop Amy on the bed, both still (mostly) clothed, making out. Ryan bolts in, GRABBING Grant off the bed and SHOVING HIM into the wall.

RYAN
I'll say this once -- get near her again, I'll make you wish your dad had pulled out. Got it?

Grant holds him with that vacant stare. Similar to how Erica and Heidi looked in the car this morning. Sub-zero:

GRANT
Touching me is not a good idea.

Ryan, slightly unnerved, SHOVES Grant towards the door. Grant gives him a canary-full-cat smirk, walks out. Aaron moves for Amy -- she's limp, out of it. Her eyes barely able to focus.

AARON (O.S.)
Amy, are you okay? Can you hear me?

AMY
...don't feel good...

She slumps forward, collapsing against us.

INT. RYAN'S SUV (MOVING) - NIGHT

From Aaron's POV in the backseat: Ryan drives, Amy strapped in beside him, comatose. She groans a little. Drools.

RYAN
How drunk did that asshole get her?

Amy's head lolls, Aaron props it back up. Notices his finger's now got a spot of blood on it.

AARON (O.S.)
--shit, she's bleeding.

Aaron moves her hair, exposing NAIL MARKS on the back of her neck, one of them smeared red. Ryan looks, pulls to a stop---

RYAN
I'll fucking kill that sonofabitch--

AARON (O.S.)
Wait-- that looks exactly like what Heidi did to Jami...

RYAN
What?

AARON (O.S.)
In the guest house. They were making out, and then Heidi jammed this freaky-looking fingernail into-

RYAN
(cuts him off cold)
Look, Aaron, I appreciate you helping me. But my mom's off with her boyfriend, I'm the one looking after Amy, and I really fucked up tonight. So, just shut up, okay?

Aaron, stung, does as told. Ryan looks back, feeling bad for blowing up, then throws the SUV into drive, heading home.

INT. WEST SPRING FALLS HIGH - GYMNASIUM - DAY

Aaron pans the room, a huge chunk of the bleachers empty.

PRINCIPAL LYNDON
While you may think it's fine to get drunk at a party and skip class, I assure you it will be noticed.

KYLE
(whispers to us)
Why's he yelling at us? We showed up.

INT. WEST SPRING FALLS HIGH - THE LOFT - DAY

Mostly deserted. Aaron talks with a downcast Ryan.

AARON (O.S.)
How's Amy?

RYAN
Dead to the world when I left. I don't know what Grant gave her to drink but it pancaked her.

AARON (O.S.)
Any time you wanna go Tyler Durden on his ass, count me in.

A beat. Aaron passes over the camera, but Ryan waves it off.

RYAN
Keep it. Told the team I'd film the bonfire, but if I run into Grant, shit's gonna get slightly real for him.

AARON
(after a long beat)
I can film it if you want.

Ryan looks up. Surprised at Aaron's offer of help.

EXT. CAMPGROUND - NIGHT

FLAMES ROAR UP. In Aaron's POV, we ZOOM BACK, over the crowd of teenagers around a bonfire in a wooded campground.

WHUMPH! More wood dumped in. Sending sparks sailing skyward.

Huddled football players CHANT, black phantom silhouettes in before the hellish blaze. Then...

AMY (O.S.)
Mr. Katz. Won't you join us?

Aaron turns to see Amy -- sitting on the ground, leaning back against a SKETCHY LOOKING KID, taking a hit off his joint.

AARON (O.S.)
Amy. Hey...
(as we approach)
You look... different.

She does. She's wearing a short skirt and a low top, eyes hooded; a huntress on the prowl.

AMY
(stands, takes our hand)
Wanna see something cool?

SKETCHY KID
Where y'going?

She pats Sketchy on the head -- *there, there* -- walks on.

JUMP CUT TO: FURTHER IN THE TREES

...where it's darker, and more secluded.

AARON (O.S.)
What are we... doing here?

AMY
Shhh.

She leads us around a tree, hidden from the crowd. Whispers:

AMY
Put the camera down.

AARON (O.S.)
Amy, listen--

AMY
(close, seductive)
Please.

Aaron, equally scared and turned on, lowers the camera and our view TURNS UPSIDEDOWN, looking askew off into the woods, auto-focus struggling. We can't see what Aaron and Amy are doing, but we can hear it; wet mouths, connecting.

Then the auto-focus stabilizes... and we notice something. Something that Aaron doesn't see but we do.

A teenage boy and girl, laying 20 feet away, half-visible in the shadows... and the guy has his finger jammed into the back of the girl's neck, wriggling. Her body TWITCHING HARD. All we can hear is Aaron and Amy's breath speeding up. Until... it sounds like Aaron's *struggling to breathe*.

AARON (O.S.)
Wait-- wait, slow down--

AMY (O.S.)
Shhh.

We hear her MAUL HIM with a kiss, until-- WHOOSH! The world flips right side up, Aaron backing away from Amy--

AMY (O.S.)
What's wrong?

AARON (O.S.)
Look, it's not like I don't want to-

AMY (O.S.)
Don't go.

AARON (O.S.)
It just seems like you're not--

AMY (O.S.)
Don't walk away from me, Aaron.

Her voice stops us. We wheel around and look at her. In the firelight, her eyes look like black holes.

JUMP CUT TO: THE CAMPGROUND PARKING LOT

Ryan's SUV screeches up. We approach as Ryan climbs out, mad.

RYAN
Where is she?

AARON (O.S.)
I didn't know who else to call,
she's acting really fuckin weird--

JUMP CUT: TO THE BONFIRE AREA

Where the music is louder and there's a dance-circle going on. Following Ryan, we fight our way through the crowd...

...and there's Amy, in the middle of the dance circle, grinding with a hoody-clad lug, CODY. Head back, eyes shut.

RYAN
Amy.

She looks over at him. Doesn't move from her little tryst.

RYAN
Time to go home.

AMY
Nope...

RYAN
Excuse me?

CODY
You heard her, man. Fuck off.

Ryan makes for them, fast -- and finds his path blocked by Grant and Branner. His former friends, staring him down.

GRANT
Amy wants to stay, she stays.

RYAN
Fuck outta my way--

WHAM! Branner SHOVES Ryan back. Knocks him flat onto his ass. Ryan stares up, stunned -- blocked from his sister by a gathering crowd; Erica and Heidi joining Grant and Branner, a few others. They look down at him like he's a rug stain.

ERICA
Time to leave, Ryan.

Ryan LUNGES at Branner and it's on. But it's no fair fight; Branner gets him in a headlock, as Grant pummels his gut.

AARON (O.S.)
Cut that shit out!
(gets ignored)
I said fucking stop it!--

WHUMPH! We drop the camera and BUM-RUSH GRANT. **HARD CUT TO:**

INT. RYAN'S SUV, MOVING - NIGHT

Aaron's POV: Ryan at the wheel, beat up, seething, lost. No sign of Amy. Just the two guys, going along in silence.

RYAN
...thanks.

AARON
For?

RYAN
For jumping in back there. Not just standing there and filming it.

We don't know how to respond to that.

JUMP CUT

AARON (O.S.)
...whaddya think's up with her?

RYAN
I dunno... she misses Dad. Maybe she doesn't know how to deal, acting out...
(beat)
That, or, y'know, drugs.

Aaron's silence indicating he intends to find out...

INT. RYAN'S HOUSE - AMY'S ROOM - NIGHT

A LIGHT FLIPS ON, reveals a high-ceilinged girl's bedroom. Magazines and comics all over, pics of Amy and friends tacked to the walls. In AARON'S POV, we move through, snooping...

RYAN (O.S.)
...it's hard to explain, she's not acting like herself...

We peek back out of the doorway, see Ryan pacing at the end of the hall, phone to his ear.

RYAN (O.S.)
...I just need you to come home, mom, ok? Can you do that?...

We pan her desk, rummage around. Finding small WHITE PILLS at the bottom of a drawer. Look closer. Notice they're just...

AARON (O.S.)
...Excedrin.

Aaron turns towards the dresser, to check it out, but as we turn around, something catches our eye.

SNOWFLAKES. Drifting down from above. Like a gentle December flurry in the middle of the bedroom. *Huh?*

We PAN UP... and 15 feet above, stuck to the ceiling, is...

A HUMAN-SHAPED SHELL

An Amy-shaped shell, like a mannequin made of snakeskin. The circulating ceiling fan causing it to shed flakes. Aaron's SCREAM is cut in half as we--

HARD CUT TO: A trembling close-up of the Amy-shell's face.

RYAN (O.S.)
...Jesus Christ...

We zoom back to see the full body; it's as if she's shed her outer layer, rattlesnake style. We reach toward it...

AARON (O.S.)
Don't.

We PAN DOWN to Aaron -- revealing that we're atop a ladder.

AARON
Don't touch it.

RYAN (O.S.)
I just wanna see...

We touch the shell's face... and the whole thing COLLAPSES. Remnants swirling around the room like a dust storm.

RYAN (O.S.)
...*what the hell is going on?*

INT. AARON'S HOUSE - AARON'S BEDROOM - NIGHT

Camera on a tripod, Aaron at the desk, rewinding footage on the monitor. In the BG, Ryan paces -- dialing his phone over and over again, trying not lose his fucking mind.

RYAN
...she's not picking up.

AARON
She's not going to.

Ryan tries again. And again. Gets nothing.

RYAN
FUCK--

JUMP CUT

Ryan hunched sweating by Aaron at the computer, Aaron putting up screen-grabs: the body shell from Amy's room; the mark on Amy's neck; Heidi's nail entering Jami's neck; Erica and Heidi in the Mini Cooper, staring vacantly ahead. As Aaron REPLAYS the earlier footage, searching...

AARON
...why is this so hard for you to understand?

RYAN
Because it's batshit crazy, there's gotta be some kinda explanation...
(beat)
Remember that story about those girls in Rochester? Started stuttering, twitching nonstop one day, supposedly a mass hysteria thing?

AARON
Hysteria doesn't leave physical evidence.

RYAN
Some sort of virus?--

AARON
A virus that changes personality? *That cocoons you to the ceiling and makes you shed your skin?*
(off his look)
Whatever it is... it's not like us.

Ryan, despite himself, is wrapping his brain around what's actually going on here. Finally, voice quiet...

RYAN
This is actually happening.

On the monitor, Erica and Heidi are stepping out of the Mini Cooper, flirting up a storm with Ryan in the footage.

ERICA/HEIDI
Hey rockstar!/You miss us?

AARON
(eyes narrowing)
...wait a second.

WHAM! Aaron pauses it -- on the shot of Erica's lavender Mini Cooper with half its bumper ripped off.

RYAN
What about it?

AARON
Look...

Aaron REWINDS the footage further, up to the beginning of it-- him riding with Ryan in the SUV in the rainy woods. Getting stopped by the firetrucks, seeing...

...a CHUNK OF LAVENDER CAR FENDER amidst the debris. And beyond it, the SMOKE OF THE BURNING WOODS.

AARON
She was there.

On the monitor, the camera gives us a glimpse of the BURNING TREES laying flattened on the ground.

AARON
...what does that look like to you?

EXT. WOODS - DAWN

Aaron's POV: as the sun rises into the mist, we're following Ryan, making our way from the road and into the...

BURN SITE

...where the ground is a blanket of ash and cinders. Blackened trees strewn around like severed fingers.

JUMP CUT

That same patch of burned woods, but from a quarter mile away. We ZOOM BACK to reveal the boys have climbed a WATER TOWER, using its height for a better perspective.

AARON (O.S.)
(camera scanning treetops)
...look... it's like something flew in, sheared the tops off the trees, smashed into the ground...
(pans down)
...and disintegrated on impact.

Indeed -- from this angle, it's as if a low-flying object tore through the forest and left a descending path of destruction in its wake, ending in a crater. Finally...

RYAN (O.S.)
(whispers)
It's a fucking crash-site.

INT. RYAN'S SUV - DAWN

Aaron's POV: sitting in the car, parked by the burn site along the road. Ryan scribbling into his journal, talking like he's white-knuckling his sanity.

RYAN
...so you think it started with Erica. She gave it to Heidi and Grant--

AARON (O.S.)
Heidi gave it to Jami--

RYAN
--Grant gave it to my sister--

AARON (O.S.)
--who tried to pass it on to me at the bonfire--

RYAN
--what?

AARON (O.S.)
...ok, don't freak out, but she kinda pulled me off in the woods and started macking on me--

RYAN
--ok ok, stop.

JUMP CUT: Aaron points to pics the SKIN SHELL on his iphone.

AARON (O.S.)
...you get punctured, shed your skin and then... we don't know. What it is, how long it lasts. Anything.

RYAN
...we gotta go to the cops.

AARON (O.S.)
And tell them what? I don't know what to think and I saw it myself. Besides, I'm kinda on Sheriff Sampson's shitlist right now.

A beat, then...

RYAN
We figure it out ourselves. That's what you're already doing, right? We record so much evidence that the cops <u>have</u> to believe us.

AARON (O.S.)
And if anyone gets suspicious...

RYAN
"We're just doing video yearbook."

Both a bit surprised by fact that they're in agreement.

<u>INT. SF WEST HIGH SCHOOL - HALL - DAY</u>

NOISE OVERTAKES US. Camera in Aaron's hands, we follow Ryan through the crowded hall, heading for the lunch room. Going by Ryan's crew of former friends, gathered at a locker, giving us a dark, doppler-effect stare as he passes.

INT. SF WEST HIGH SCHOOL - CAFETERIA - DAY

As we make our way through the lunch room...

RYAN
(quiet)
...you seeing this?...

Ryan points to the “popular kids” table, which has now doubled in population -- and Amy’s sitting there now. And the grungy snowboarders, and the goths.

AARON (O.S.)
...they’re going viral.
(beat)
How many you think they got so far?

Ryan’s look -- *we gotta fucking find out.*

CUT TO: A SERIES OF INTERVIEW SHOTS

--First up, a couple of GAMER KIDS in the computer lab, League of Legends on their laptop screens.

GAMER KID
“What changes have I noticed this year?” The parties, totally. Know how many I got invited to last year? Zero. How many this year? Three. And that’s just this week.

GAMER KID 2
Told you senior year was going to stomp ass.

--Next: Kyle at his table, talking between bites of burrito.

KYLE
(motions to Aaron & Ryan)
Uhhh... you two hanging out again, I’d file that one under “weird and possibly homoerotic developments.”

AARON (O.S.)
Besides that--

KYLE
(ignores him, to Ryan)
Did you get exiled from the cool kids? Like when Eskimos send their unwanted away on ice-floes?

Next: Max, *sans* Dean for once, in the lunch line.

MAX
Dude, Dean is a total douche. Never picked me up for school today, I had to fucking walk. Called him, texted him. Nothing.

AARON (O.S.)
(apprehensive)
Really...

Next: The Churchy Girl from earlier, her “future husband” conspicuously absent. Clearly she’s been crying.

CHURCHY GIRL
Jason goes to some party and now... he won’t call me back, won’t text me. I went to his house yesterday and... he was like a stranger.
(beat)
I’m sorry, can we start over?

INT. RYAN’S BEDROOM - AFTERNOON

A posterboard in Ryan’s room. A sharpie scrawling out a list of symptoms and a “family tree” of sorts, with Erica at the top, and Grant, Branner, Amy, etc in the next row down.

RYAN
(steps into frame)
...ok, uh, if you’re watching this, then... as of Wednesday, September 5th, we estimate the number of students that have been... um...

AARON (O.S.)
Taken over--

RYAN
--to be around 40. The good news is, as far as we can tell from searching online, there’s no sign of this happening anywhere else.

AARON (O.S.)
Bad news is, these things seem to be...
(adds up names on board)
...quintupling. Every 24 hours.

EXT. AARON’S HOME - EVENING

The sun descends. Ryan drives Aaron home, Aaron filming through the window as the TRACK TEAM runs along the sidewalk.

AARON (O.S.)
Whoah...

The team is running FAST AS HELL. A world away from the lazy workout we saw them engaged in earlier. This is more like army ants on amphetamines, feet moving in lockstep.

INT. AARON'S HOME - KITCHEN - NIGHT

Aaron FIDDLES with the camera as in the BG, his parents cook dinner, SMOKE pouring off a pan of cajun chicken.

PHILLIP
Out of curiosity, are you gonna set the table or are you gonna continue driving me insane with that?

Phillip takes the camera from us, sets it aside. Aaron, on edge, starts setting water glasses on the table...

SUZY
You and Ryan seem really busy. How's the yearbook coming?

AARON
We're getting some, uh... interesting footage.

SUZY
That's great, tell me about--

BEEEEEEEEEEEEEEEEEEEP! The noise makes Aaron JERK BACK in fear... But it's just the SMOKE ALARM going off. Phillip yanks the smoking pan off the stove... and then notices:

PHILLIP
Jesus, kiddo-- you're bleeding--

Aaron's shattered a glass in his grip, fingers dripping red.

PHILLIP
What's going on with you?

Aaron can't answer. We hold, and hold, and...

EXT. SF WEST HIGH SCHOOL - PARKING LOT - MORNING

Bright and early in the school parking lot, the morning crowd arriving. We pan from CAR TO CAR...

RYAN (O.S.)
...three... four... five... six...

AARON
(motions)
Seven--

We see what they're counting: in each of the cars we focus on, there's a student, or a group of them, sitting perfectly still in silence. Just as we saw Erica and Heidi earlier.

INT. SF WEST HIGH SCHOOL - GYM - DAY

Ryan's POV: on the bleachers inside the gymnasium, Aaron adds names to their "ledger" of infected. In the BG, kids on their lunch break screw around on the climbing rope.

AARON
...Ariel Hassman... Mike Prell--

They hear CHEERING. Pan to see a circle of kids rooting for ANDY, a scrawny weakling, SCALING UP THE ROPE...

CHEERING KIDS
AN-DY! AN-DY! AN-DY!

...like he's a monkey going up a tree. Utterly effortless. Thirty feet off the ground in five seconds flat.

RYAN
I had gym with that kid last year.
Could barely lift his backpack...

Andy DROPS ON THE ROPE, uses his hands as brakes before he touches down. Gets MONSTROUS APPLAUSE as we zoom in to see...

RYAN (O.S.)
...god-damn...

...his hands are RAW AND BLOODY. Andy doesn't even feel it. A couple kids give him freaked-out looks as he passes.

RYAN (O.S.)
Ok. So they can do that.

AARON
(adds name to list)
...Andy Hecker...

INT. SF WEST HIGH SCHOOL - HALLWAY - DAY

A walk-and-talk with COACH BELLAMY: 30's, black, avuncular.

COACH BELLAMY
A difference in their abilities
this year? See for yourself...

WHACK! Metal doors open and we follow Bellamy out onto the FOOTBALL FIELD, where the team is practicing, hitting the tackling sled with vicious force. Bellamy beams:

COACH BELLAMY
You can do all the training you want, but if you got a group of guys whose hearts aren't in it, then you're not gonna make State. And these guys, their hearts are--

CRASH! **SCREAM!** Out on the field, the tackling sled TOPPLES onto the ASSISTANT COACH -- the two players having driven it into the ground and flipped it.

COACH BELLAMY
The hell?... That thing's supposed to handle five guys...

As the two players lift it, we see they're Branner and Grant. Ryan glances over to us... *this is bad fucking news*.

INT. SF WEST HIGH SCHOOL - HALLWAY - DAY

Outside a classroom, creeping up to clandestinely film through the window in the door. Tilting, we can now see--

INSIDE THE ROOM

--students taking a test, pencils filling in Scantron sheets. What's weird is: everyone is answering questions at the exact same time. As if they're all connected to a central brain.

AARON (O.S.)
(whispers)
...you gotta be shitting me...

One student scratches his temple; 20 other students scratch theirs at the exact same time. The teacher, oblivious.

INT. RYAN'S HOUSE - BEDROOM - NIGHT

Tripod shot: on Ryan's posterboard, we see their list of names has grown to over 100; next to that, they've got a list of symptoms, to which Aaron is adding with a Sharpie...

RYAN
...speed, strength, agility...

AARON
...increased reflexes...

RYAN
...apparent ability to communicate via hive-mind...

AARON
...which means, the second one *o*f them figures out we're onto them... they're *all* gonna be after us. It'll be a fucking dogpile.

That sinks in on Ryan. After a long beat...

RYAN
...whaddya think they're doing here? What the hell do they want?

AARON
(beat)
...remember that video they made us watch on viruses in sophomore bio?
(off his look)
"The only goal of a virus is to spread."

KNOCK-KNOCK! A fist on the door. Both boys, freaked--

RYAN
Yeah?

AMY (O.S.)
Can I come in?

RYAN
(eyes wide)
Hold on a sec!--

Moving with scared swiftness, Aaron hauls the posterboard down onto his bed, covers it with a blanket, while Ryan scrambles to shut his notebooks just as Amy walks in--

AMY
What're you two lovebirds up to?

RYAN
Just... video yearbook stuff.

AMY
Cool.

She goes to flop down on the bed (and thus onto the posterboard), Ryan LUNGES in front of her.

RYAN
We're-- really busy.

AMY
Too busy to come watch "Monster Squad" with me, Aaron?

Aaron -- scared and hiding it -- just gives a nod.

AMY
Your loss.

She gets up, walks out. The boys heave a sigh of relief.

JUMP CUT

Ryan disconnects the camera from the tripod. Voices quiet:

AARON
What now?

RYAN
Now I take Hobbes for a walk and figure out how the hell we're gonna...

AARON
...bring Amy back.

Ryan nods. Aaron, guts in turmoil, pulls a camera battery out of a charger. Both boys barely in frame; we're eavesdropping.

RYAN
...how come you never did anything about that?

AARON
About that?

RYAN
The whole "you-being-in-love-with-her" thing.

AARON
(beat)
...you knew?

RYAN
I've never met anyone *worse* at hiding how they feel. You want people to think you're Mr. Don't Give A Fuck, but you're like... that puppy from the Humane Society commercial.
(beat)
All those years, you never asked her out.

AARON
You don't ask out your best friend's sister.

A long, loaded beat. Then we CUT TO:

EXT. RYAN'S HOUSE - BACKYARD - EVENING

Aaron's POV, filming from the darkened backyard into the dining room where Amy sits at the table, alone, eating dinner. In the BG, we can hear Ryan calling for his dog...

RYAN (O.S.)
Hobbes! Here, boy!

We focus on Amy as she eats. She's taking no pleasure from the food, just robotically forking it in. Over and over.

AARON (O.S.)
Dude, you seeing this?

Pan over to Ryan, leash and dog-whistle in hand, watching...

RYAN
Used to barely finish her plate,
too busy talking your ear off.
Now.. even the dog's scared of her.

Ryan calls for Hobbes again, puts the dog whistle in his mouth. We pan to the window... and see something strange:

Amy has FROZEN IN HER CHAIR. Fork in her mouth. A statue.

AARON (O.S.)
Uh... Ryan?

RYAN
--the hell?--

--and as if on cue, Amy SNAPS OUT OF IT, takes the fork from her mouth, resumes eating. A beat as Ryan's mind races...

RYAN
Fuck was that?

AARON (O.S.)
I don't know, it was like something
short circuited in her brain.

A beat... then Ryan looks to the dog whistle. Blows it. Again Amy freezes. As the whistle sustains its tone, she SPASMS and JERKS, falls to the floor, like she's having a seizure.

RYAN
Holy shit--

We rush IN THE HOUSE... where, the second Ryan stops blowing the whistle, Amy sits up, as if she's just woken from a nap.

RYAN
Jesus, Amy, you ok?

AMY
I'm fine, Ry-ry...

She gives them a smile. Finds her feet. Walks off...

INT. RYAN'S SUV/SF WEST HIGH SCHOOL - PARKING LOT - MORNING

Aaron's POV: inside Ryan's parked car, windows fogged, before the start of school. Ryan addresses the camera.

RYAN
...the dog whistle seems to produce a frequency that causes them to stop functioning, sorta like how...
(looks at printed notes)
..."certain ultrasound frequencies can cause nausea or anxiety" in humans--

AARON (O.S.)
Like that one note that makes you drop a deuce when you hear it--

RYAN
I'm actually 100% positive that's an urban legend, but ok--

JUMP CUT TO: OUTSIDE THE CAR

As we follow Ryan, we pan to a SCHOOL BUS rolling in. Through the window, we see every second kid sitting in the same pose, totally silent, staring ahead. Sentient crash-test dummies.

AARON (O.S.)
...unreal.

RYAN
Not just them either.

Ryan motions to the rest of the lot - almost every car in the school parking lot is filled with those "sleep mode" people, sitting in silence. And there's Churchy Girl in one of the cars, alongside her boyfriend. Both staring placidly ahead.

RYAN
Nice to see they patched things up.

AARON (O.S.)
They've got so much in common now.

INT. SF WEST HIGH SCHOOL - CAFETERIA - DAY

Moving through the cafeteria, we see it: The "popular kids" table has become so widespread, it's impossible to tell who's been infected and who's hasn't. Kyle sits down next to us.

KYLE
Holy mother of shit. What the fuck is going on with Max and Dean?

We pan over... finding Max and Dean yukking it up with their former mortal enemies, Erica and Branner.

JUMP CUT TO: INTERVIEW FOOTAGE OF DEAN AND MAX

DEAN
Y'know, they're actually a lot of fun to hang out with. You should come with us to the game tonight.

MAX
(throws up school sign)
Go Hornets!

INT. WEST SPRING FALLS HIGH - GYMNASIUM - DAY

Aaron's POV: the place is packed, everyone in school colors. CHEERING, WHISTLING, STOMPING. Erica and the cheerleaders twirl SCHOOL FLAGS, leading the rabid crowd in a cheer.

ERICA
I say GO, you say--

THE ENTIRE CROWD
HORNETS!

ERICA/ENTIRE CROWD
GO! HORNETS! GO! HORNETS!

The entire crowd SCREAMING OUT, as if at a church revival. Waves of unreality washing over our heroes as we CUT TO:

INT. RYAN'S SUV (MOVING) - EVENING

Frigid evening rain PUNISHES the windshield as Ryan drives us away from the school. Stopped by a PONCHO-CLAD CONSTRUCTION WORKER with a stop sign, guiding traffic to a detour.

RYAN
What's going on?

WORKER
Cell tower's down. See for y'self.

As they turn into the detour, they see it: a FALLEN CELL-PHONE TOWER blocking the road, like a chainsawed tree.

INT. AARON'S HOUSE - BEDROOM - NIGHT

Aaron's LAPTOP SCREEN glows in his room -- "UNABLE TO CONNECT TO THE INTERNET." CLICK-CLICK -- Aaron looks to the camera:

AARON
...and now the town's got no cell service and no internet connection.

RYAN
First order of business for an invading army...

AARON
...cut off all communications. They got the cell tower, the internet, landlines are probably next.

RYAN
--and then what? Fuckfuckfuck--

AARON
(quiet)
...why don't we ask your sister?

RYAN
Amy's not going to tell us shit.

AARON
She will if we make her.

Ryan stares at him, unable to believe what he's just heard.

RYAN
What the hell are you thinking, we tie her up and zap her with a car battery until she talks?

AARON
We won't have to.

Aaron holds up his phone - the music player app onscreen.

AARON
Remember that dog whistle? I made an mp3 of the frequency. This'll play as long as we need it to.

RYAN
How do we even know it'll work?

AARON
We try it and hope for the best. You got a better plan?

Ryan gets it. Considers for a long beat. Aaron leans forward.

AARON
Whatever they're planning... we can't stop it if we don't know what it is.

INT. RYAN'S SUV, MOVING - EVENING

Aaron's POV as they pull up to the Moss residence...

RYAN
...ok, so... we go in, I'll knock on her door, she opens, you play the frequency, and then--

They stop -- because Amy has just walked out, heading down the drive. Ryan, straining for cool, rolls down his window:

RYAN
Whattup, Ames? You wanna hang out tonight, order in some pizza?

AMY
Thanks, but I'm headin' out. Just got a text from Erica...

Amy motions to ERICA'S LAVENDER MINI, coming down the street.

RYAN
Amy, hold up--

But Amy's already getting into Erica's Mini. As the Mini drives away, a long beat between the boys...

AARON (O.S.)
...how'd she get a text when there's no cell reception?

INT. RYAN'S SUV (MOVING) - NIGHT

We RUMBLE along an unpaved road, whipping through the forest, Following the tail lights from Erica's Mini, keeping our distance. Ryan driving, Aaron filming as we go...

DEEPER INTO THE FOREST

...where we come upon parked cars. Lots and lots of them.

AARON (O.S.)
Another party?

Ryan kills the lights and pulls off. The woods are silent.

RYAN
Doesn't sound like one.

EXT. FOREST - CONTINUOUS

We EXIT the car, following the road in the brush alongside. Reach the end, but there's no one there. Just more empty cars.

RYAN
Where'd they go?

AARON (O.S.)
Hold on...

We flip to NIGHT VISION and find a THIN PATH winding ahead. We follow it, finding ourselves above...

EXT. QUARRY - CONTINUOUS

...a shale-rock quarry. A single car parked down there, headlights illuminating... a MASSIVE CROWD.

In the crowd, we recognize Amy, Branner, Heidi, Grant, Dean. Churchy Girl and her boyfriend, the two Gamer Kids, Jami, the grungy Snowboarders, the guys from the Track Team. Even Cody the random lug from the bonfire party. Nearly everyone we've met so far. And many, many more. Must be over a hundred here.

RYAN (O.S.)
(whispers)
...goddamn...

Erica stands before the crowd as if delivering a sermon. But she's silent; just staring, seemingly willing her thoughts into their minds. People nod, as if understanding and agreeing. If you listen carefully, it becomes clear that...

AARON (O.S.)
...they're all breathing at the same time.

They are; it sounds like the breath of a slumbering giant. Breath getting faster as people start to link hands... becoming one mass of connected limbs... bodies starting to SHAKE and VIBRATE as if charged with some secret electricity.

RYAN
The hell is going--

DING! The camera lets out a tone as a red flashing LOW BATTERY SYMBOL appears at the top of the frame.

AARON (O.S.)
...shit.

Everyone in the quarry suddenly STOPS AT ONCE. High alert, on the lookout, starting to let out a **CHITTERING NOISE** -- the way coyote packs yelp to cause panic and disorientation in their prey. Heads TURNING TOWARDS THE RIDGE--

RYAN
Run.

The world goes HAYWIRE. Still gripped in Aaron's hand, we HAUL ASS ALONG WITH HIM--

--feet CRUNCHING gravel, everything in our view upside-down and queasy-cam'd, as 100 feet behind us, HUMAN FORMS come boiling up from the quarry, CHITTERING GETTING LOUDER--

AARON'S (O.S.)
--go-gogo-go-go--

--into the woods we rush, hearing Aaron's ragged breath and cracking sticks underfoot. We catch a brief glimpse behind us, trees getting DENUDED OF BRANCHES by the oncoming horde--

JUMP CUT TO: INSIDE RYAN'S SUV

--burning a mean u-turn and TEARING AWAY down the woodland road. We WHIP-PAN to the back windshield--

RYAN
Did they see us?!

AARON
I don't know--

INT. RYAN'S HOUSE - RYAN'S ROOM - NIGHT

SILENCE. We're sitting in the darkened living room of Ryan's house. Ryan around the corner from the front door.

Outside, we hear a vehicle's engine, then the slam of a car door, footsteps approaching... the front door opens, Amy makes her way through for the stairs.

RYAN
Amy.

She pauses on the stairs. Turns for us.

AMY
What, you guys doing ambush interviews for video yearbook now?
(puts her hands up)
"Ok, ok, I'll tell you where the bodies are--

RYAN
What were you doing at the quarry?
(off her "what?" Look)
We saw you there. Saw everyone. Everything. We have it all on tape.

A flicker of concern on Amy's face, but it passes quickly.

AMY
So? We had a party at the quarry--

RYAN
Bullshit, tell us what's going on--

AMY
(walks upstairs)
I don't have time for--

Amy FREEZES ON HER FEET... because AARON'S PHONE is playing that HIGH PITCHED FREQUENCY. She DROPS, twitching, as--

AARON
GO!

INT. RYAN'S ROOM - LATER

Through AARON'S HANDHELD POV: bungee cords now bind Amy to her chair. Ryan sits away from her, head low. Tension thick.

AMY
(dazed)
...what did you do to me?...

AARON (O.S.)
(re: phone in Ryan's hand)
Here's a better question: when did you become so sensitive to that frequency?

AMY
Ryan, please, this is crazy...

AARON (O.S.)
He's not gonna help you.

AMY
Ryan, Jesus Christ, I'm your sister, don't do this--

AARON (O.S.)
(to Ryan)
Play it.

RYAN
Aaron, maybe this isn't such a--

Aaron SNATCHES the phone and triggers the frequency. ***REEEEEEEEEEEEE!*** Amy JERKS and CONVULSES. Ryan looks away, unable to watch. Aaron -- dying inside but determined to beat this thing living inside Amy -- finally cuts off the tone. Gets in her face, trying to stifle his own horror.

AMY
STOP!--

AARON
TELL US WHAT'S HAPPENING!

Aaron turns the volume up and goes again: ***REEEEEEEEEEEEEEEE!*** Amy THRASHES back and forth.

RYAN
You're hurting her!

AARON
That's not her.

We click off the tone, and Amy SLAMS against her chair, tears streaming down her cheeks. Ryan's face a rictus of distress.

AMY
...please... no more...

RYAN
Enough, Aaron, gimme the fuckin'--

FEMALE VOICE (O.S.)
Hello? Ryan, Amy, I'm home!

An OLDER FEMALE VOICE from downstairs: LISANNE, Ryan and Amy's mom. Ryan -- *oh shit*. Amy sees her opening:

AMY
MOM! Help me, I'm up--

Quickly Aaron hits PLAY and Amy goes silent, convulsing.

FEMALE VOICE (O.S.)
Hello? Amy?

RYAN
I'll go downstairs and deal with her. Keep Amy quiet, okay?

Aaron nods and Ryan LEAVES. Amy twitching for a long while. But even Aaron isn't immune to Amy's agony. Hits STOP.

AARON
You don't yell, this stays off. Deal?...

Amy, catching her breath, stares at him through tears.

AMY
...funny....
(off his look)
...I was seven, you were nine, we'd play pirates in the woods. You'd always take me prisoner. Always wanting to tie me up.
(a trembling smile)
Guess you got what you wanted.

AARON
This isn't what I want.

AMY
What do you want then?

AARON
I wanna know what's going on. And I want Amy back. Until then, you're not getting out of this chair.

Amy lowers her head, mascara starting to run. Crying quietly.

AARON
(softens)
Amy...

Then, it hits us: she's not crying, she's <u>laughing</u>.

And slowly, she looks up at us with a Kubrickian glower-smile. Enough to make the hairs on Aaron's arms stand up.

AMY
Amy's... gone... Aaron...

The icy directness of her voice sounds like something much older than her years. Hands trembling, Aaron sets down the camera on the desk, giving us a STATIC SHOT...

...as he takes a seat across from her. Up close and personal. Aaron, trying to keep his voice steady. Barely a whisper:

AARON
...what are you?

AMY
That's not important.

AARON
Not important?

AMY
A microbe of bacteria on the bottom of a shoe doesn't need to know who's wearing the shoe. It wouldn't understand even if you told it.

AARON
What are you doing here?

AMY
Enjoying the accommodations.

AARON
What do you want?

AMY
Water.

AARON
...you want our water?

AMY
No -- a sip of water. Throat's dry.
(off his look)
One sip. Then you'll get answers.

Aaron looks to her. Sizing up if she's for real. Then heads off-screen -- comes back with a GLASS OF WATER. Holds it up to Amy's lips. She sips. It's almost intimate...

Until...

CRACK! Amy BITES DOWN on the GLASS -- SNAPPING OFF A JAGGED CHUNK of it with her teeth.

Aaron STUMBLES BACK, horrified--

Mouth bloody, Amy twists her neck unnaturally low, like an eel, using the SHARD in her teeth to SAW THROUGH THE ROPES. *Like a wild animal desperate to free itself from a trap.*

AARON
--holyshit!--

She shrugs off the ropes. Spits out bloody glass. ADVANCES ON AARON -- who barely has the presence of mind to crawl away.

Amy SLAMS her KNEE down on Aaron -- PINNING him. BASHES his head against the ground ONCE, TWICE, THREE TIMES. Her index fingernail EXTENDING to a sharpened point.

AMY
Not that it will matter an hour from now, but that was extremely unpleasant.

That FINGERNAIL arcing down towards his neck -- Aaron struggles, but he's held down by Amy's strength.

AMY
After this, you'll see how it's all for the best. It really is.

The DOOR opens, Ryan frozen in the frame. Shock.

RYAN
...Amy?...

Amy screeches out a CHITTER and RUSHES TOWARDS him--

--just as Ryan SNATCHES UP THE PHONE off the floor. SCRAMBLING to hit play on the frequency. But before he can--

--Amy HURLS HERSELF BACKWARDS through the window, CRASHING through it in a blizzard of shards.

JUMP CUT:

The camera, now in NIGHT VISION MODE, searches the dark woods beyond the house, zoomed in. We hear the HIGH PITCHED TONE--

--coming from the phone in Ryan's hand, aimed out the window.

RYAN
See anything?

AARON (O.S.)
Nothing. She's gone.
(snaps to REGULAR VISION)
Phone doesn't have any volume. That tone won't do shit unless we're close.

Ryan clicks off the tone, freaked, mind racing...

RYAN (O.S.)
"In an hour, none of this will matter?"

AARON (O.S.)
That's what she said...

BOOM BOOM! Sounds from outside. We look back out the window to see FIREWORKS exploding in the sky. Homecoming Game celebrations. Cars HONKING as they head to the Stadium.

AARON
Oh fuck.

RYAN
The game.

<u>INT. RYAN'S HOUSE - FRONT DOOR - MOMENTS LATER</u>

Rushing for the door, Ryan talking to his Mom, LISANNE. One glance at her and you can see where Ryan got his looks.

LISANNE
--I don't get it, what's happening? Where are you going? Where's Amy?

RYAN
--just promise me, no matter what happens, you'll stay inside. Ok?

LISANNE
Ryan--

RYAN
(puts a hand on her)
I love you, mom. Lock the door.

INT. RYAN'S SUV (MOVING) - NIGHT

HOOOOONNNNNNK goes our horn as traffic WHIPLASHES around us. Aaron filming as Ryan drives kamikaze-style through town. As they blow through red light after red light...

AARON (O.S.)
There's no way we're making it.

RYAN
Hell yes we are.

Ryan WRENCHES the wheel, ramping the SUV onto the SIDEWALK. Scattering the few people not headed to the game.

AARON (O.S.)
The one time I want to get the cops' attention, they're nowhere--

RYAN
Never went to a homecoming game, huh? Lotta fights in the bleachers. Sampson has every cop in town there to keep shit under control--

AARON
Every cop? In one place?
(off Ryan's nod)
...oh shit.

EXT. HIGH SCHOOL STADIUM - NIGHT

WHIIIIRR! Ryan veers off the main road, avoiding traffic around the football stadium, cutting through alleyways--

AARON
-the hell are we going?

RYAN
Learnt this running late for practice.

He SWERVES WILDLY, dodging dumpsters and debris, finally whipping them around to THE REAR PARKING LOT. Drives past a "Wrong Way" sign into the lot, skids to a stop.

RYAN
C'mon--

JUMP CUT

Outside the car: the crowd's ROAR hits us like a wave. We follow Ryan as he heads towards the PLAYERS ENTRANCE.

EXT. WEST FALLS HIGH STADIUM - PLAYERS ENTRANCE - NIGHT

Moving through the stadium's player's tunnel. FOOTBALL PLAYERS rush past us, making for the field. As they pass, each player TURNING towards us in unison. Staring coldly.

We hustle ahead, following Ryan, the NOISE LEVEL increasing as they reach the tunnel's end --

EXT. WEST FALLS HIGH STADIUM - FIELD - CONTINUOUS

Arriving on the field -- the noise OVERPOWERING. Music on the SOUND SYSTEM, chants ongoing from each FANBASE, a packed and excited stadium -- almost approaching hysteria.

Nearby Erica and the cheerleading squad are in mid-routine: Girls THROWN high into the air and then caught -- to the crowd's vocal delight. As we RUSH THROUGH...

RYAN
(barely audible)
There--

Ryan POINTS to LUXURY BOXES that line the top of the Stands. Where, indeed, Sheriff Sampson stands with a DEPUTY, watching over everything.

JUMP CUT: as we race to the STAIRWAY, the CHEERLEADING SQUAD aims their polished-stone gaze at us from the field.

INT. WEST FALLS HIGH STADIUM - LUXURY BOX - NIGHT

Filming from Aaron's hip as Ryan makes their case to Sheriff Sampson (who earlier busted Aaron and Kyle) and 2 deputies. From this POV, we have a view of the field; the teams positioning for kick-off, the crowd nearing fever pitch.

SHERIFF SAMPSON
Slow down, slow down, you're trying to warn me about what exactly?--

RYAN
We don't have much time, but if you watch this, it'll all make sense.

SHERIFF SAMPSON
You tell me what's on there and if I believe you, then I'll watch it.

RYAN
Look, it sounds incredible, but we have footage that shows--

AARON (O.S.)
(winging it)
There are terrorists planning to blow up this stadium.

A pause. Sampson actually looks like he might believe that... until he notices the nervous *WTF* look Ryan gives Aaron.

SHERIFF SAMPSON
Mr. Katz, you've pulled some stupid shit before, but this takes the goddamn gold medal--

RYAN
Sir, my friend is an idiot, but I swear to you, some *really bad stuff is about to go down*--

SHERIFF SAMPSON
You are aware that providing false information to the police is a crime, right? Richie, do me a favor, get these morons outta here--

AARON (O.S.)
You tried to make a call on your cell tonight, Sheriff?

That makes the room go silent -- save for the rising cacophony outside. Aaron blurts on:

AARON
What about the internet? Or the landlines? Do you find it *strange* that our town suddenly has no way of reaching the outside world? *What kind of scenario does that sound like to you, Sheriff?*

Wheels turning in Sheriff Sampson's head. From outside, the PRE-KICKOFF CHEERING ramps up. And finally...

SHERIFF SAMPSON
You better be telling the truth.
(to his deputies)
You two, start an immediate evac, I'm gonna get whoever I can on the--

The crowd's noise FILLS OUR EARS as the ball is KICKED OFF. The noise is FEROCIOUS enough to make the cops glance outward-

--just as the entire West Spring Falls Hornets football squad suddenly RUSHES THE OPPOSING team. FLATTENING THEM without breaking their stride. SPINE-BREAKING FORCE.

RUSHING the opposing end zone, where they TACKLE THE LINE OF COPS. The officers too surprised to even raise a weapon.

SHERIFF SAMPSON
...the hell?...

CHEERLEADERS are launched HIGH INTO THE AIR, LANDING in the stands atop the shock-and-awed crowd -- holding their captives down and PLUNGING their nails into the back of their necks.

WAR HAS BEEN DECLARED ON SPRING FALLS.

(*Note: Going forward, anyone taken over we'll call "TURNED"*)

The rest of the cheerleaders leap into the stands to attack. TURNED STUDENTS pinning down their family members. People either frozen in shock or sprinting for the jammed exits.

The Sheriff rushes out the door, barking orders:

SHERIFF SAMPSON
Nate, Richie get down to either end and make sure--

BOOM! THE STADIUM POWER GOES OFF. Dark but for moonlight. A WAIL of terror emerges from the crowd, almost as one.

SHERIFF SAMPSON
...fuck...

We're jostled in the darkness, Ryan grabbing us.

RYAN
Aaron, turn on the light!
(pointing)
The camera light, hurry!

Aaron turns the CAMERA LIGHT ON and Ryan heads out the door--

EXT. WEST FALLS HIGH STADIUM - STANDS - CONTINUOUS

Utter panic around us. Dark shapes leaping to and fro, the Turned taking advantage of the dark to attack at will. Ryan grabs our arm, guiding us towards a corridor.

RYAN
This way!

Ryan shoulders his way through the crowd, PULLS us through a "Maintenance Only" DOOR and into a STAIRWAY--

INT. WEST FALLS HIGH STADIUM - STAIRWAY - CONTINUOUS

--when WHAM! We're tackled from the side by BRANNER-- still in his football uniform, hands dripping blood, eyes cold. And just before he can SAVAGE US--

--he FREEZES; Ryan's playing the FREQUENCY from the cell phone in his ear. Ryan helps us SHOVE the heavy twitching bastard away, and as Aaron snatches the camera back up--

AARON
Later, fucko.

BAM! We KICK BRANNER IN THE BALLS -- tit-for-tat. Ryan hauls us onward, as we scramble further down--

INTO THE STAIRCASE

--toward ground level, SCREAMS and GUNSHOTS coming from the other side of the door.

RYAN
When I open that door, start running for the car and don't stop.

Ryan pulls open the DOOR, pushing Aaron through, into --

EXT. WEST FALLS HIGH STADIUM - PARKING LOT - CONTINUOUS

Total pandemonium. SCREAMS from every direction, as a stadium's worth of people flee in a blind panic. Car alarms BLARING as people clamber over vehicles, desperate to escape.

HEADLIGHTS flick on -- someone made it to their car. A cluster of Turned CRASH down onto its roof. RIPPING through the window and DRAGGING out the driver.

GUNSHOTS nearby. We WHIP to see Sheriff Sampson, having fired warning shots, aiming at the Turned as they close in, a crowd of people cowering behind him.

SHERIFF SAMPSON
STOP! STOP RIGHT THERE!

They keep coming at him. Front and center are Churchy Girl and her boyfriend -- bee-lining towards Sampson, who holds his gun out in front of him like a crucifix before a vampire.

SHERIFF SAMPSON
LAST WARNI--

They LUNGE AT HIM and **BANG-BANG-BANG-BANG-BANG!** He EMPTIES THE GUN into them. They go down, but it takes a full clip to kill these fuckers. He's now DRY-FIRING--

WHAM! Sampson is TORN OFF HIS FEET by our pals Dean and Max. The teens hold him down, fingernails NECK-PUNCTURING HIM.

RYAN
(pulls us away)
C'mon--

Weaving through the lot, people in other lanes being picked off by Turned who jump in, pluck them up and leap away.

AARON (O.S.)
Oh God--

RYAN
--keep moving!

The SUV coming into sight, Ryan remote-unlocks it--

JUMP CUT TO INSIDE RYAN'S SUV:

Ryan jams into REVERSE. FLATTENS a LOCKED GATE. Going down a small, unlit MAINTENANCE TUNNEL that runs alongside the Stadium, leaving the thrashing mayhem behind...

RYAN (O.S.)
The hell--

At the end of the tunnel, a lone Turned DROPS FROM ABOVE. Lands gracefully. Turning to stare us down.

AARON (O.S.)
Is that...?

Amy. She holds her ground, blocking the tunnel exit. Ryan aims the phone, but she's too far away. Then--

AARON (O.S.)
--ohfuck--

She hefts something -- a CINDERBLOCK. Which she HURLS at us. Ryan SWERVES. It SMASHES through the windshield, lands in the backseat, leaving a BASKETBALL-SIZED HOLE in the glass.

Ryan DARTS around Amy, Aaron unable to turn the camera away from his former love. Amy staring at us, head low like a wraith. We barrel onward toward the town--

INT. RYAN'S SUV (DRIVING) - NIGHT

Ryan flies through Spring Falls, chaos erupting all around us, sounds of SHATTERING SHOP WINDOWS and SCREAMS slipstreaming past our ears as--

RYAN
--shit--

Ryan YANKS the wheel as we narrowly miss smashing into a speeding FIRE TRUCK as it blows through an intersection -- its driver struggling in the front with a marauding Turned--

BOOM BOOM BOOM!! The fire truck KNOCKS PARKED CARS aside as it CRASHES THROUGH THE WINDOWS OF A SUPERMARKET, barrelling through the store, taking out aisle upon aisle--

JUMP CUT

Ryan blows past a street sign--

AARON (O.S.)
Where are you going?! That was the turn off to my house--

RYAN
--your parents can look out for each other, my mom's alone. I promised her--

AARON (O.S.)
My house was on the way! We agreed--

RYAN
We didn't agree. That was *your* plan.

AARON
You *selfish fuck*--

RYAN
This isn't some house party, asshole, people are dying, this is--
(pauses, squints)
Hell is that?

Aaron follows Ryan's gaze, ZOOMING into the rooftops...

UP CLOSE: we can see it's Turned -- but instead of running upright, they're loping on all fours, leaping smoothly from roof to roof. Moving like primates, not human beings.

AARON (O.S.)
Are those... people?

Aaron tracks a Turned as it LEAPS DOWN -- onto the hood of an approaching HONDA CIVIC -- BASHES THROUGH THE WINDSHIELD, grabbing the DRIVER. The out of control Civic JERKS LEFT...

AARON (O.S.)
Watch out!!!--

--the Civic SMASHES INTO US. Sends us SLAMMING into an electrical pole. The pole CRASHES DOWN, SPLITTING THE WINDSHIELD, narrowly missing us as--

<u>EXT. STREET - MOMENTS LATER</u>

WHAM! We wrench open our door and stumble out to a cacophony of horns, screams, shouts, gunfire. The HOUSE nearby engulfed in flames, hot enough to make Ryan shield his face--

Aaron looks DOWN the street -- seeing multiple Turned loping towards them, leaping across roofs. On the hunt.

AARON (O.S.)
They're coming--

Ryan drags us toward the backyard of--

THE FLAMING HOUSE

--hustling past the garage, where we see the heat from within is WARPING THE WINDOWS. SMASH! The window BLOWS OUT as we run past, raining hot glass all over us--

RYAN
Hurry--

KA-BOOM! An explosion within the garage showers flaming cans of paint and lacquer through the remains of the side wall, flaming liquid thrown like party streamers as THE SHOCKWAVE THROWS US BACKWARDS, end over end--

DISTORTION CUT

--and next thing we know, we're hoisted off the flaming-debris-strewn ground, back in Aaron's hand as he stumble-runs, CHOKING FOR BREATH--

WHUMPH! We HURL ourselves off the fence and into--

THE NEXT YARD

Where Ryan HAULS US toward a SHED in the yard's corner...

<u>INT. SHED - CONTINUOUS</u>

Ryan shoves the shed doors shut and the two flatten against the walls. Through the crack in the doors, we see...

A PACK OF THE TURNED

...VAULTING OVER FENCES like panthers on the hunt, sniffing for prey. One of them pauses. Eyeing the shed...

AARON (O.S.)
(whispers)
Use the phone.

RYAN
We use it, every one of these fucking things is gonna know where we are.

The WHOLE PACK OF TURNED is now looking at our hiding spot...

The guys hold their breath...

Then -- SIRENS far off, followed by the thunderous CRASH of a massive car accident. The Turned cocks an ear towards it, then LEAPS onto the roof, leading the pack into the night.

Aaron and Ryan finally EXHALE. For once, lucky.

INT. SHED - NIGHT

BOOM! The loud, metallic sound makes us jump. The camera tossed errantly aside, both boys in frame. There's another screeching RRRRIP sound. Another BOOM... RIP. Then another.

Neither one of our heroes moves. Heads between their knees, shivering. Too traumatized to go investigate the sound...

INT. SHED - DAWN

Sunrise. Things have quieted. Slowly, we move up... past Ryan, who's slumped with his eyes shut... and finally up to the door, which we reach out and open a crack. When--

RYAN (O.S.)
Hell are you doing?

We turn towards Ryan -- who's on his feet, adrenaline pumping. Both boys trading harsh whispers in the chilly dawn.

AARON (O.S.)
Goin' home.

RYAN
You trying to get us caught? Shut the door--

AARON (O.S.)
--*fuck you*.

The ferocity of Aaron's tone gives Ryan pause.

AARON (O.S.)
I should be with my family right now, you selfish asshole, but you had to put yourself first and now we're stuck in here--

RYAN
--yeah, and we're alive--

AARON (O.S.)
Should've ditched you last night. Just like you did to me last year.

RYAN
Oh Jesus, *this*?--

And it's now, under the worst of circumstances, that Aaron finally says what he's been meaning to say:

AARON (O.S.)
You were my best friend, and you threw that away over a broken window.

RYAN
Now? You wanna do this now?
(a beat)
Fine. I ditched you because you never evolved past seventh grade. And I didn't care about the window. I cared about the baseball you chucked through it.

AARON (O.S.)
...what?

RYAN
It was the last thing my father gave me before he died.
(beat)
I never found it after that night.

That shuts Aaron up. He understands. Finally. But it doesn't make him any less pissed off. His voice low, deliberate...

AARON (O.S.)
You got the chance to say goodbye to your dad. No fucking way I'm gonna let you take that from me.

RYAN
You wanna leave, Aaron, go.

We find our feet, brush past him. Aaron screwing up the courage to open the door. Taking three hard breaths and--

EXT. SHED - CONTINUOUS

Sunlight momentarily blinds us... then the iris adjusts and we take in our surroundings in the backyard.

AARON (O.S.)
...ok... ok... ok...

All is empty. Silent but for insects and distant birds. A stick CRACKS behind us -- we WHIRL to see it's just Ryan, making his way out of the shed. Walking away from us. Fast.

AARON (O.S.)
...Ryan--

Ryan vanishes over the fence. On the empty yard, we hold.

EXT. STREET - MORNING

SMOKE FILLS OUR EYES. Then we pass through it, to reveal...

...we're moving through the haze of burning homes. Signs of struggle -- doors thrown open, windows shattered, shoe-tracked blood. But no bodies. No sign of any survivors.

EXT. OVERLOOK - MOMENTS LATER

Spring Falls, from above: yesterday's lovely mountain hamlet is today's apocalypse. Orange pallor reigns. Homes smolder. Streets strewn with WRECKED CARS and downed POWER LINES.

AARON (O.S.)
...my god...

EXT. AARON'S HOME - DAY

The ground RUSHES BENEATH US. It's Aaron, hauling ass up to his house. The windows are blocked off from the inside by bookshelves, but the front door sways open, hanging from its hinges. A fist-sized hole where the lock used to be.

AARON (O.S.)
...no...

INT. AARON'S HOME - FRONT ROOM - CONTINUOUS

The house has been torn apart. Something CRACKS under Aaron's feet. Pan down to see family photos on the ground, shattered.

AARON (O.S.)
Mom?! Dad?!

JUMP CUT

Aaron rushes through the house, breath heaving, checking in different rooms. No sign of his folks.

JUMP CUT

In the hall, a thick trail of drying blood leads upstairs. Our POV rushes UP THE STEPS, following it.

AARON (O.S.)
No, no, no, no, no...

Heading for their bedroom, throwing the door OPEN ---

INT. AARON'S HOME - PARENTS BEDROOM - CONTINUOUS

--to find the room is a disaster. Remains from a struggle everywhere -- shelves overturned, windows shattered, debris strewn across the carpet -- but no sign of his parents.

Then... something MOVES in the cracked bedroom mirror.

We WHIRL...

...and find ourselves face to face with Ryan. Armed with a BASEBALL BAT, face slick with sweat, energized.

AARON (O.S.)
What're you doing here?--

RYAN
--how much battery you got left?

AARON (O.S.)
Not a lot, why?--

RYAN
Grab as many as you can, we gotta get out of here. Where your parents at?
(no response)
C'mon. You need to see this.

EXT. AARON'S NEIGHBORHOOD, STREET - DAY

Moving stealthily past cars on the street, Ryan guides us...

RYAN
See what they did to the cars?

We pan up the row of cars -- some of their hoods have fist-sized holes punched in them, others have been torn off.

RYAN
They took the starters out. Looks like they did it with all of them.

AARON (O.S.)
Those noises we heard last night...

RYAN
Exactly.

AARON (O.S.)
So they're... making all the vehicles in town un-drivable?

RYAN
Not all of 'em.

As Ryan motions to a shortcut between two yards, we CUT TO:

EXT. HILLTOP - DAY

From up here, the entire town spreads out below. Ryan points to the main highway, running past the high school...

RYAN
Saw this on my way back home. They're loading 'em up and shipping 'em out as fast as they can.

...and a mile down the road, we see it: a convoy of SCHOOL BUSES barreling into town. No one onboard but the DRIVERS.

AARON (O.S.)
The hell do they need all those buses for?

RYAN
To get out of here. To spread.

AARON (O.S.)
Jesus...

RYAN
They look like us, sound like us, act like us -- that footage is the only evidence we have of what's actually going on. And the only way we're gonna prove that is if we get it out to the world.

AARON (O.S.)
...how?

RYAN
On foot, if we have to.

We remain silent. Ryan, sensing Aaron's resistance...

RYAN
This is bigger than you and me. You know that right?

A long beat. Words weighing on Aaron. Quietly...

AARON (O.S.)
And what if we're too late? What if this wasn't the only place they hit? What if all that's waiting for us out there is more of them?

RYAN
(beat)
...what other choice do we have?

JUMP CUT

We're walking away from the overlook--

AARON (O.S.)
--we go to your place, look for your mom, but if she's not there...

RYAN
We leave. I get it.
(as they walk on)
One other thing... don't stop filming. Get everything you can. More you record, more the rest of the world will have to believe us.

EXT. WOODS - DIRT PATH - DAY

We go jostling along through the woods, following Ryan, passing a sign for a CAMPGROUND...

AARON (O.S.)
Used to camp out here with my dad when I was kid.

RYAN
Never got mine into the outdoors. He always said "You wanna live a long life, stay the hell inside"...

The irony leaves Aaron not knowing whether to smirk or cry. A breeze blows in, carrying WHITE DUST. Some lands on the CAMERA LENS -- dirties it up. Aaron wipes the lens clean...

...and notices his sleeve is smeared with WHITE FLAKES -- the same kind we saw at Ryan's house after Amy turned.

RYAN (O.S.)
(behind us)
Aaron?...

PAN BACK to Ryan, who's looking upward. Tilt up to see...

SNAKESKIN COCOONS. HUNDREDS OF THEM.

Suspended in the trees above like wasp nests.

Each one containing a citizen of Spring Falls. In slumbering metamorphosis -- becoming the Turned.

The forest is A HIVE.

We hear a CRACKING SOUND from behind. WHIP-PAN over to...

THE COCOONS IN THE TREES BEHIND US

...where one of them is starting to “hatch.” ZOOM IN to reveal the inhabitant of the cocoon is SHERIFF SAMPSON, coated in a sticky afterbirth, starting to slough his shell. Translucent plasma drools down to the forest floor.

AARON (O.S.)
Fuck everything about that.

In the trees around them, more bodies start to WRIGGLE in their husks -- like maggots hatching.

RYAN
Dude, GO!--

In an instant, we’re RUNNING. Like hell is after us. TREES AND FOLIAGE WHIPPING PAST. Shoes pounding. Breath sawing. Making a bee-line for the road ahead. When suddenly--

--we’re YANKED BACK behind a tree. Ryan SHOVES US DOWN--

VROOOOOOOM! A school bus ROARS past. Full of The Turned. Some teenagers, some adults, some children. Staring straight ahead. Army ants in human-suits. The bus cruises past the “THANKS FOR VISITING SPRING FALLS” sign. Soon as it’s gone...

RYAN (O.S.)
...we gotta hurry.

We’re off and running again as we CUT TO:

EXT. WOODS/SUBURBS BORDER - DAY

Both guys out of breath, stumbling out of the woods into a familiar section of town -- Ryan’s neighborhood.

EXT. RYAN’S HOUSE - BACKYARD - DAY

From here, the house looks untouched. Ryan unlocks the back door and we follow him inside...

INT. RYAN’S HOUSE - LIVING ROOM - DAY

...all is in its right place. No sign of a struggle.

JUMP CUT

We follow Ryan up the stairs. There’s a sharp CREAK as we hit the top landing. A voice from behind a bedroom door--

LISANNE (O.S.)
Whoever’s there, get out--

RYAN
--mom, it’s me!

Ryan moves near the door. Lisanne hysterical--

LISANNE (O.S.)
What the hell is going on? How did you know about... this?

RYAN
I'll explain, but we gotta leave--

LISANNE (O.S.)
--I saw our neighbors attacked by their own children--

RYAN
--I know, mom, but trust me, I'll keep you safe, I promise. Please.

A beat. CLICK. The door opens to reveal Lisanne, red-eyed and disheveled. She bursts into tears and goes into Ryan's arms.

INT. RYAN'S HOUSE - KITCHEN - DAY

In Aaron's POV, we move through the house, pulling down blinds over windows, shielding us from the outside. In the kitchen we can hear Ryan going over the plan...

RYAN (O.S.)
...36 miles to the next town, we gotta stay off the road, so it'll be at least two days before we hit civilization. We're gonna need warm clothes, food, water, cell phone...

We MOVE INTO THE KITCHEN, where Ryan hands us a couple of Camelbacks, motions us to the sink--

RYAN
Fill these, I'll get us packed.

JUMP CUT

The camera set errantly aside on the counter. Aaron filling the Camelbacks, Lisanne loading food into a duffel bag.

LISANNE
So you... saw Amy? Last night?
(off his nod)
She's...

AARON
...like them.

Lisanne processes this. Ages 10 years in that moment.

AARON
I'm so sorry, Mrs. Moss...

LISANNE
(fighting tears)
I know... I know you cared for her too.

Lisanne on the verge of a breakdown...

LISANNE
...show me what happened to her?

AARON
(gingerly)
Once we're out of town, I will. It's all on the tape.

LISANNE
Is... is that the only tape?

Aaron pauses. Doesn't like the way she just asked that question. Hairs on the back of his neck tingling. Then...

AARON
Do you have a First Aid kit, Mrs. Moss? Last thing on Ryan's list.

LISANNE
(after a beat)
Of course...

She heads for the nearby bathroom, Aaron following her. He pick up Ryan's baseball bat. As soon as she's inside the bathroom, Aaron PULLS THE DOORS SHUT and WEDGES the baseball bat between the handles -- LOCKING Lisanne inside.

LISANNE (O.S.)
Aaron! AARON!!!

She BANGS on the door as Ryan runs downstairs.

RYAN
Fuck's going on?--

AARON
That's not your mom.

RYAN
The hell are you--

WHA-BAM! The door frame CRACKS as Lisanne SLAMS into it. Inhuman strength. That hideous CHITTERING arises from within.

RYAN
(horrified)
...mom?...

WHA-BAM! Another blow to the door. Wood splinters. ***WHA-BAM!*** The hinges WARPING. Aaron pulls a horrified Ryan away--

AARON (O.S.)
Listen to me, if she knows we're here, then--

CRASH! The LIVING ROOM WINDOWS SHATTER -- Turned leaping through them.

AARON
GO--

Aaron rushes to grab the camera off the counter--

HANDHELD POV

--whiplashing through the house, SKIDDING around a corner--

TOWARD THE BACK DOORS

--only to discover EVEN MORE OF THE TURNED vaulting the fence into the backyard and rushing toward the doors to invade the house. Only seconds to spare, Ryan yanks open the door to a--

CLOSET

--which we lunge after him into. SLAM goes the door, damn near taking off fingers from Turned hands reaching for us. WHAM! Ryan hauls open a TRAPDOOR -- a crawlspace beneath it.

AARON (O.S.)
Hurry-hurry-hurry--

BAM BAM! The Turned THROW THEMSELVES at the door, it BUCKLES against us. Aaron HANDS OFF THE CAMERA TO RYAN, grabbing a broomstick to jam the door. In Ryan's POV, we go into-

INT. RYAN'S HOUSE, CRAWLSPACE - CONTINUOUS

The lens STRUGGLES TO FOCUS IN THE GLOOM. With a BAM, Aaron closes the crawlspace door and follows us...

JUMP CUT

The camera DRAGGED across the dirt crawlspace floor. Ryan's POV. Above us, we can hear what sound like an ARMY OF FOOTFALLS tearing through the house as we make our way to...

UNDER THE PORCH

...dusty light falls in thin shafts through the floorboards. WHAM WHAM WHAM -- a Turned moves over us, footsteps fading as it enters the house. A long beat, then a whisper:

RYAN (O.S.)
Ready to run really fucking fast?

No response from Aaron. We SWIVEL to him... seeing he's, for some reason, crawled under a different section of the porch.

RYAN (O.S.)
Dude, *over he--*

CRACK! The porch floorboards just ahead of us EXPLODE INWARD as a fist punches through them, RIPS THE BOARDS AWAY--

RYAN (O.S.)
--FUCK GET OUT GO--

We go scrambling...

OUT FROM UNDER THE PORCH

...daylight BLINDS THE LENS as we rush through the yard, along the house..

EXT. RYAN'S STREET - DAY

...to the front of the house, we discover: TWENTY MORE OF THE TURNED running at us from down the block.

We turn-and-burn to the right, only to find another pack of them running at us. Everywhere we turn, they close in--

RYAN (O.S.)
--oh-shit-oh-shit-oh-shit--

Aaron tries to dig the PHONE from his pocket -- WHAM! Aaron's ripped off his feet, sending our view SPINNING--

DISTORTION CUT

--we're upsidedown. Aaron and Ryan held down by the turned, utterly surrounded, when we suddenly hear...

AMY
Of course you came back for her.

The crowd parts.... and Amy comes through, Erica at her side. Amy's clearly proud of the trap she set.

AMY
Put one in danger, others come to help. It's your design flaw.

WHOOSH! Amy LIFTS RYAN OFF THE GROUND BY HIS THROAT.

AMY
Hold still.

Amy's fingernail GROWING INTO A SPIKE, ready for injection, as Aaron SCREAMS and STRUGGLES on the ground...

...and then something odd happens.

CRASH! Two Turned near our heroes are suddenly ON FIRE, whirling away, SCREECHING. Amy turning -- *what the fuck?*

CRASH! CRASH! Make that ten of them on fire now. Including Erica, who SPINS and TWISTS like an extra in “Carrie” -- colliding into Amy, knocking her down. On the ground, Aaron ROLLS TOWARD US to put out his burning pant-legs--

SNATCHING UP THE CAMERA

--and MAKES A BREAK WITH RYAN, bolting down the block as--

EXPLOSIONS BLOSSOM all around us as. Like a war-correspondent camera, we JITTER-RUN through the battle-zone, mobile human-bonfires SCREECHING as they die--

--we suddenly hear a WHISTLE.

MALE VOICE (O.S.)
Up here!

We look up to see... KYLE. Our pyromaniac conspiracy-theorist pal, standing atop the SECOND LEVEL OF A HALF-BUILT HOME. Giant duffel bag filled with molotov cocktails at his side. Which he is CHUCKING at their pursuers.

KYLE
THIS WAY, HURRY!

Leaving the flaming battle ground behind, we beat a path into-

THE CONSTRUCTION SITE

--where WHAM! Kyle jumps down from the skeletal staircase, guiding us through the plastic-sheet-walled rooms.

KYLE
(hands Ryan the bag)
Hold this--

RYAN
Ho-ly shit that’s a lotta gasoline--

WHOOSH! Kyle sets ablaze the rag-fuse of a CARLO ROSSI GALLON-O-WINE BOTTLE FILLED WITH GASOLINE and throws it underhand into the construction site as MORE TURNED run through. BOOM! The fire ERUPTS OUT and incinerates everything in its path as-

INTO THE YARD WE GO

--down a CORRIDOR BETWEEN FENCES, winding through this narrow labyrinth, looking over our shoulder, left, right, left. Kyle HAULS OUT A BOARD FROM A FENCE, guiding us through--

KYLE
C'mon, c'mon, go-go-go--

We DODGE THROUGH the opening, through a yard and out to...

THE WOODS BEYOND THE HOUSES

--where we rush trough the greenery, trading whispers--

RYAN
Where we going?

KYLE
Base of operations.

Kyle's stops at a TREE... housing a familiar TREEHOUSE.

RYAN
...uh...

INT. TREEHOUSE - MOMENTS LATER

SLAM! Kyle shuts the wooden treehouse door. Ryan slumps to the corner -- drained, traumatized. Outside we can hear the Turned rampaging around, searching for them. The guys exchange looks: *fuck that was close*.

INT. TREEHOUSE - AFTERNOON

Kyle's POV: filming from the treehouse, checking for trouble.

KYLE (O.S.)
(whispers)
For anyone watching this, I just wanna say maybe this was not the *exact* kind of doomsday scenario I've been preparing for, but still: "*I fucking told you so.*"

INT. TREEHOUSE - LATER

Things have quieted outside. Kyle's got the camera on our guys, mid-conversation:

KYLE (O.S.)
So... you've got this tape. That an entire town of superhuman hive-mind motherfuckers are desperate to get. And your plan is to saunter through 36 miles of wilderness, hoping they won't catch up with you?

AARON
We walked into a stadium full of these things, every one of them knew what we were up to, and we still made it out alive.

KYLE
They *let you* walk in because that place was a trap. You only made it out because you were lucky. What kind of fucking idiot makes a plan based on getting lucky twice?
(points to Ryan)
I mean, y'know, besides him.

AARON
He's the reason I've managed to survive this whole thing.

KYLE (O.S.)
(taken aback)
...really?

RYAN
As true for me as it is for him.

It's the first time a genuine respect has appeared between these two. Even Kyle can sense it. Singing, a la Elton John:

KYLE (O.S.)
"*Can you feel the looove tonight*"--

AARON
You got a better plan, dickbag?

KYLE (O.S.)
I always have a better plan.

EXT. HILLSIDE - DAY

From Kyle's POV: stealthily moving through the wooded hillside with Ryan and Aaron. As they crest a ridge...

KYLE (O.S.)
Here we go...

Revealing, below: a BUS DEPOT WAREHOUSE. School buses and transit shuttles visible through the open-wide garage doors.

RYAN
Jesus...

The place is bustling with HORDES OF THE TURNED. Being loaded onto buses and driven out. More and more approaching from all directions. Moving in lockstep mobs. An army on the move.

JUMP CUT

The boys hidden on the hillside, talk flying quietly:

RYAN
So your “better plan” is *walking into Grand Central Station to steal a bus out from under them*?

AARON
I mean, we could also pour honey on our dicks and walk into a hornets nest while we’re at it--

KYLE (O.S.)
Oh shit, wait-- one of you must’ve woken up this morning knowing more than me about how to handle the apocalypse.
(off their silence)
So how’s that shut-the-fuck-up working out for everybody?

RYAN
We go in there, they get us. Simple as that.

AARON
Plus, we’re escaping *in a fucking schoolbus*. This isn’t “The Dark Knight,” we’re gonna get noticed--

KYLE (O.S.)
Look: even if we left on foot now, it’s days til we hit civilization. By then, they’ll have spread so far, there’ll be no stopping them. No knowing who’s turned, who isn’t.

Ryan and Aaron share a look.

KYLE (O.S.)
We gotta get this footage out tonight. Or else it won’t matter.

EXT. STORE - BACK ENTRANCE - DAY

BAM! As Kyle films, Aaron and Ryan CROWBAR OPEN a door and go flooding into A HARDWARE STORE: dimly lit from the sunlight through the front windows, the shelves still stocked.

KYLE (O.S.)
Aaron -- get as much paint thinner as those skinny-ass arms can carry.
(MORE)

KYLE (O.S.) (CONT'D)
Ryan -- daddy needs six feet of PVC pipe and three bottles of hydrogen peroxide, whole shitload of it.

RYAN
Hydro-what?

KYLE (O.S.)
Household cleaner. Find the biggest bottle you can. And sparklers.

RYAN
...sparklers?

KYLE (O.S.)
All the sparklers.

INT. ELLIS HARDWARE STORE - LATER

WHAP! Boxes of holiday sparklers get tossed into a basket full of the aforementioned supplies. Then some ROAD FLARES, a PIPE WRENCH, an ICE-BREAKER POLE, a SLEDGEHAMMER, etc.

EXT. STREET - DAY

Siphoning gas from an Acura -- tubing down the gas tank, Ryan sucking on the other end. As the gas flows through, Ryan drops the hose, lunges out of frame, PUKING.

KYLE (O.S.)
Uh, yeah, sorry, should've warned you about the fumes--

RYAN
Get the fucking gas!

Aaron grabs the flowing tube, directs it into a gas can.

INT. TREEHOUSE - DAY

Ryan films as Kyle and Aaron build DYNAMITE STICKS, pouring their liquid explosive mixture into sealed PVC pipe.

RYAN (O.S.)
If I'd known you guys were into this stuff, I would've hung out with you way earlier.

INT. YARD - DAY

Ryan films as Aaron and Kyle do a test-run -- lighting a pair of SPARKLERS that have been wired together to form one long sparkler -- counting the seconds it takes for it to burn up.

INT. TREEHOUSE - LATER

The guys huddle around a SPRING FALLS MAP; final run-through.

RYAN
...soon as we light it up, we have a five-minute window to sneak into the depot, get onto a bus...

AARON
...bomb goes off, those assholes are all like "*Holy shit why's everything on fire??*" They go running to see the damage--

KYLE
--and right then, we hit the accelerator and un-ass this shitpot at 100 miles per hour.

RYAN
It's a schoolbus, Kyle.

KYLE
(without missing a beat)
We un-ass this shitpot at 50 miles per hour, bam, boom, simple.

A look between them. Preparing for what they're about to do.

RYAN
...I think we might have different definitions of "simple."

EXT. WOODS - SUNSET

Twilight falls. Kyle's POV follows Aaron and Ryan through the woods -- both holding a handle of a HEAVY DUFFEL BAG, sharing the weight. They crest the hill over...

THE BUS DEPOT VEHICLE YARD

...where we see the fenced-off area is now mostly devoid of buses, but FILLED TO BRIM WITH THE TURNED. At least four hundred of them, all waiting as one.

A bus rolls out of the depot warehouse and opens its doors for passengers -- Turned boarding it in an orderly line.

EXT. BUS DEPOT, PUMP AREA - NIGHT

Kyle's POV: the BUS rolls past Aaron and Ryan -- crouched behind the depot GAS PUMPS. Placing the duffel-bag there.

JUMP CUT

The “fuse” leading into the bag -- 20 sparklers wired together into a 6-foot stick -- is lit by Kyle. SPARKS JUMP.

KYLE (O.S.)
(whispers)
Go, go, go...

JUMP CUT

We sneak toward the DEPOT WAREHOUSE, through the parking lot. Aaron and Ryan crouch-walking behind rows of disabled cars and trucks -- which we see is necessary because...

WE’RE TEN FEET FROM THE VEHICLE YARD FULL OF THE TURNED

Close enough to hear them all breathing as one. A chain-link fence all that’s separating us from them.

AARON
...look...

Aaron nods toward a FLOODLIGHT OVER THE DEPOT. We ZOOM IN to find a Turned perched there, 30 feet up -- a hawk scanning for prey. And then... he STARTS TO TURN TOWARDS US.

KYLE
--move!--

We LUNGE out from behind the cars, SKIDDING UP behind a dumpster alongside the building.

On one side, Mr. Hawk up there on the floodlight... and just a few feet down on our other side, the yard full of Turned.

No one breathes.

A beat. We peek out again, to see Mr. Hawk has turned away.

JUMP CUT

We’re ON TOP OF THE DUMPSTER, Ryan snaking his way into the bus warehouse through a WINDOW. Aaron goes next... and just as he’s about to lunge over the windowsill, he <u>stops</u>. Peers down into the crowd of Turned inside the vehicle yard.

KYLE (O.S.)
...Aaron?...

No answer. Frozen. We follow his eye-line... and amidst the Turned we see <u>Phillip and Suzy -- Aaron’s parents</u>.

KYLE
...Aaron, c'mon, gotta move...
(beat)
Aaron?

INT. BUS DEPOT, WAREHOUSE - NIGHT

The ground FLIES UP AT US -- WHUMPH! Kyle's just jumped into the darkened warehouse. Finds his feet, hiding amidst the buses with Aaron and Ryan, trading whispers:

RYAN
You saw 'em?--

AARON
In the back of the crowd.

RYAN
They see you?

AARON
No.

RYAN
You sure?

KYLE (O.S.)
Guys! Two minutes, let's do this!

A VROOOM! A sound makes the boys jump. They crouch for cover, we ZOOM IN ACROSS THE WAREHOUSE to see it's a Turned firing up another bus, driving it out. After it's gone...

JUMP CUT

The camera light hits a RACK OF HANGING VEHICLE KEYS, each set labeled with a number. Ryan SNATCHES A SET.

INT. BUS, PARKED - NIGHT

We follow Aaron and Ryan through a bus door, up the steps, into the vehicle. Ryan jumps into driver's seat, jams the keys in, Aaron right beside him. Kyle checks his watch.

KYLE (O.S.)
90 seconds...

AARON
Sure you can drive this thing?

RYAN
Handled an RV, I can handle this.
(touches a handle)
This is the, uh, air-brake, right?

KYLE (O.S.)
No, that's for the fucking door,
the air-brake's down by your--

AARON
--shit!--

The REAR GARAGE DOOR of the warehouse has just been pushed up and walking in are none other than... Aaron's parents.

AARON
--down!--

WHAM! Aaron YANKS US TO THE FLOOR with him, Ryan DIVING AFTER US, their eyes suddenly terrified.

RYAN
(whispering)
I thought they didn't see you!

AARON
They didn't!
(off his look)
They're not sure what they saw. If they were, every one of those things would be in here by now.

Floating out of the dark come the familiar, comforting voices of Aaron's parents. Like they're calling him home for dinner.

SUZY (O.S.)
Aaron?... Aar-Bear, honey?...

PHILLIP (O.S.)
You in here, kiddo?

It's enough to make our blood run cold. Aaron tries not to breathe. Ryan reaches up for the door handle...

KYLE (O.S.)
...what're you doing?!...

RYAN
The door's open--

KYLE (O.S.)
Don't touch, they'll hear it!

Jaw tight, Aaron motions for us to get back. We follow Aaron and Ryan as they commando crawl down the aisle of the bus, straining to be silent. Outside, the voices draw closer...

SUZY (O.S.)
Aaaaaa-ronnnn...

Then we hear it: FOOTSTEPS APPROACHING. Closer, closer...

AARON
Under the seats, go--

Everyone scrambles under the seats, our view going slanted. Camera close enough to Kyle to hear his terrified breathing.

RYAN
How much time until the bomb-

KYLE (O.S.)
It should've gone off already!

RYAN
Oh fuck--

THUMP... THUMP... THUMP...

The sound of footsteps approaching the bus.

AARON
Ryan?... They come in here, play the fucking signal--

RYAN
I can't!

Aaron looks over and sees why; we ZOOM IN to reveal THE CELL PHONE, fallen out of Ryan's pocket, lying on the floor of the bus six feet away from him. He'll have to crawl for it.

AARON
...wait...

Ryan starts pushing himself across the floor, reaching ahead, trying to grab the phone, when--

THUMP... THUMP... THUMP...

The sound of someone ascending the bus steps.

Ryan freezes. Ditto everyone else.

And then, at the end of the aisle... Aaron's father appears.

PHILLIP
Aaron, buddy, you here?
(walks forward)
You can come out, I'm not mad...

Across the aisle from us, Aaron clenches his hand over his mouth to stifle his breath.

Ryan, only a foot away from the phone, STRAINS to grab it...

...as Phillip's loafers thud down the aisle toward us. More and more of his upper body disappearing from the frame...

Almost on top of us...

...just as Ryan's fingertips reach the phone...

...its case making the faintest scratching sound against the linoleum floor...

WHAM! With all the violence in the world, Phillip GRABS RYAN AND DRAGS HIM OUT FROM UNDER THE SEAT--

We SCRAMBLE OUT from under our seat to help Ryan -- BAM! One swing from Phil sends us BOUNCING off the side of the bus -- Kyle struggling to regain his breath as--

Phillip hoists Ryan up by his hair, like a piece of meat.

RYAN
No-- NO--

Phillip's fingers VISE-GRIPPING RYAN'S SKULL -- Rivulets of blood starting to trickle down -- Ryan twisting in pain -- Phillip seconds from crushing Ryan's skull like an egg--

CRACK!

Phillip suddenly goes RIGID. Eyes roll back... blood starting to flow down his head. Topples to the ground to reveal...

<u>Aaron behind him.</u>

Holding the three-foot PIPE WRENCH. A look of unadulterated horror on his face, shocked at his own actions...

RYAN
(climbing to his feet)
Aaron... Aaron, Jesus--

Phillip -- still alive, but maimed and bleeding onto the floor -- lets out a hideous CHITTER.

KYLE (O.S.)
GUYS!

They see it: Suzy Katz makes a RUN FOR THE OPEN BUS DOOR. Kyle races for the door -- we get there a millisecond before Suzy does, SLAM it in her face. Then...

KYLE (O.S.)
...oh no...

BOOM! The warehouse doors fly open -- HORDES OF TURNED RUSHING IN -- attacking the bus like banshees after a buffalo. BASHING in the front windows, SPIDERWEBBING them, seconds until this vehicle's gonna be flooded with Turned--

RYAN (O.S.)
GET THE PHONE!

We snatch the phone off the floor and PLAY THE SIGNAL, momentarily freezing the closest of the horde outside. But MORE AND MORE of them are pouring in, totally unfazed...

KYLE (O.S.)
Ahshitshitshit...

We WHIP back to see Ryan popping the ROOF EMERGENCY EXIT OPEN. Grabs Aaron, SHAKES HIM HARD, forcing him to stop looking at his bleeding father on the floor...

RYAN
C'mon!

Aaron plants his foot in Ryan's hands and gets BOOSTED UP through the roof exit. All around us, the Turned SMASH OUT the bus windows -- painfully contorting as they force their bodies through the tight spaces--

RYAN
Kyle!

We rush over, pass the camera up to Aaron--

AARON'S POV

--watching as Kyle LUMBERS UP through the exit, our hand reaching into frame to help pull him, just in time to see--

IN THE BUS

--the windshield GIVES WAY, Turned come rampaging in. Kyle and Aaron GRAB RYAN and pull him through the roof, just as--

WA-BOOM! A wave of incoming Turned HITS THE BUS FROM THE SIDE, sending it (and our view) TILTING 40 DEGREES SIDEWAYS.

RYAN
RUN!

Everyone hauls ass across the slanted roof of this tipping-over bus, and LEAPING OFF IT--

ONTO THE ROOF OF THE NEXT BUS

--camera whipping back see the other bus SMASH SIDEWAYS INTO THE GROUND. The cacophonous chittering echoing all around us.

CLANG! A BLOODY-FISTED TURNED jumps up on the bus with our gang. We leap sideways to avoid him and the chase goes--

OVER THE ROOF OF EVERY BUS LEFT IN THE WAREHOUSE

--camera QUAKING every time we vault onto the next vehicle. Making a run for the...

SIDE EXIT

...the one place that isn't already a flood of Turned. Leaping down to the ground--

DISTORTION CUT

EXT. BUS DEPOT, WAREHOUSE - MOMENTS LATER

--we're rushing out of the warehouse, a GIANT HORDE OF TURNED ON OUR TAIL. Kyle slowing, turning to stall them momentarily them with the signal...

...and then we see why: we're right by THE FUEL PUMPS. Where our bomb-bag lays unexploded. Kyle FIRES UP A ROAD FLARE and CHUCKS IT into the bag, its sparkler fuse starting to CRACKLE-

KYLE
Go-go-go-g--

We barely get twenty feet around the corner from this thing--

KA-BLAAAAAAAAAAAAAAAM!

The explosion SENDS US FLYING like a tin can in a tornado.

The world around us an eye-frying maelstrom of flaming light.

Fragmentary images of the THE TURNED BEHIND US -- ATOMIZED.

DISTORTION CUT TO BLACK

And on that blackness, we hold...

INT. TREEHOUSE - NIGHT

A dirty, bloody, smoke-scorched hand -- Aaron's hand.

It moves limply away from camera, having just turned it on. From Aaron's POV, we turn to reveal we're in the treehouse with Ryan and Kyle -- both looking like death run over.

AARON (O.S.)
(dazed)
...we're still here?...

RYAN
...yeah.

AARON (O.S.)
...all of that... and we're back where we started...

WHUMPH! Aaron drops the camera on the floor, steps over it, head in his hands in the corner, choking back sobs.

KYLE
Aaron--

AARON
My mom, my dad-- that was all for nothing?

RYAN
(comes toward him)
Aaron, wait--

AARON
Don't--

Ryan backs away...

AARON
...gimme a minute... please.

INT. TREEHOUSE - NIGHT

The camera adjusts itself on the table. The treehouse is empty now. Aaron pulls up an old rickety chair and sits in it. Facing the camera. Up close and personal. His face a light-year away from the immature kid he was yesterday.

AARON
(after a beat)
...my name is Aaron Katz. I'm 18 years old and I live in... what used to be... Spring Falls, Colorado.

JUMP CUT

AARON
These were my parents.

He holds up his Iphone, with a picture of his folks, smiling with him on a mountain camping trip.

JUMP CUT

He shows us a picture of Amy, on a swing, legs out, hair flying, grinning at the camera.

AARON
This was the girl I was in love with.

JUMP CUT

AARON
And this is my best friend.

He shows us a picture on the phone of younger Ryan, playing Settlers Of Catan in the basement with Aaron.

JUMP CUT

AARON
I thought I could get this tape out to the world, but... I was wrong.
(MORE)

AARON (CONT'D)
I'm gonna die here. Or become one of them.
(beat)
But... if you find this... and you're not one of them... just know that we were here. We meant something. Our lives were real.

He doesn't tear up. He makes damn sure of that.

JUMP CUT

Aaron now facing away from the camera... taking a last look through the pictures in his phone.

He pauses on one of Ryan playing in the park with his dog. In the background is a sign: "FALL SALE AT BRANNER AUTOMOTIVE."

And suddenly...

AARON
...sonofabitch.

And as he REACHES FOR THE CAMERA, we CUT TO:

INT. TREEHOUSE - MOMENTS LATER

Aaron's POV. Ryan and Kyle huddled around the table with him, energy suddenly amped, Aaron talking a mile a minute, camera whipping towards the SPRING FALLS MAP on the table:

AARON (O.S.)
They went street by street, hitting every car in sight, making 'em all un-driveable... but I'll make a million dollar bet there was one vehicle they forgot about.

WHAP! He plants a finger on a spot on the map marked WEST SPRING FALLS HIGH. A beat... and then:

KYLE
The fucking raffle truck? How do we know they didn't mess that one up too? They got everything else--

AARON
They're an *organism*, Kyle, they're not a fucking computer, they could've missed something--

KYLE
--even if they missed it, getting to the school means walking miles across town with every one of those things on the lookout for us--

RYAN
Guys?

AARON (O.S.)
So we create a distraction--

KYLE
Like we did last time? That worked like a fucking charm--

AARON (O.S.)
It was *your plan*, Kyle, whaddawe' do now? Just stay here in the Treehouse Of Solitude?

KYLE
I'm just saying we can't--

RYAN (O.S.)
GUYS.

We stop. Pan over to Ryan... who's staring out the window at something. An idea igniting in his brain. We move to him, zooming through the window, toward what he's pointing at...

AN AIR RAID SIREN

RYAN (O.S.)
...they can't chase us if they can't move.

INT. TREEHOUSE - NIGHT

BAM! The treehouse trapdoor opens. Aaron holds the camera as our heroes climb down, backpacks and walkie-talkies strapped on. Ryan's got a STEEL ICE-BREAKER POLE (pilfered from the hardware store) over his shoulder. Ready as he'll ever be.

KYLE
Listen, uh... if this plans turns out not to work? And you don't feel like spending the rest of your life as a psychotic alien automaton? You might wanna hold onto this...

Kyle holds up the last two LIQUID DYNAMITE sticks. Then...

AARON
I was supposed to graduate this year. Promised I wasn't going out quietly.

He takes a stick of dynamite from Kyle as we CUT TO:

EXT. SPRING FALLS STREET - NIGHT

Aaron's POV: the boys steal through the shadows, fast...

RYAN
It'll take me and Aaron twenty minutes to get to the school, probably the same time it'll take you to get to city hall. You hook the phone into the air-raid system and call us on the walkie--

AARON (O.S.)
(hands Kyle his phone)
--hit play, everyone starts seizuring, we grab the truck-

KYLE
--pick me up and get us the fuck out of Suck City. Got it.
(salutes us)
God hates a coward.

Hefts his sledgehammer, walks off. Makes it six feet. Then burns a u-turn, comes back and gives Aaron a GIANT BEAR-HUG. Clearly scared out of his fucking mind, for all of them.

AARON (O.S.)
Be safe, you sonofabitch. You got the whole world in your hands.

Then sizes up Ryan, extends his hand.

KYLE
You're pretty cool for a philistine jock douche-monger.

RYAN
You're pretty cool too, for a psycho pyromaniac virgin.

KYLE
Who the fuck told you that?
(looks to Aaron)
I'm kicking your ass later.

AARON
Better make sure there's a "later."

Kyle and Ryan shake hands. A last look between the three.

KYLE
Go save the world, assholes.

EXT. SPRING FALLS STREETS - NIGHT

We keep pace with Ryan, making a bee-line through the wrecked parking lot of a supermarket. Going stealth-commando style, always on the lookout. As they move down an ALLEY...

KYLE (VIA WALKIE)
What has two thumbs and just threw a brick through the mayor's window?

AARON (O.S.)
"This guy" jokes only work when you can see the person, Kyle--

KYLE (VIA WALKIE)
This guy. I'm in City Hall, where you at?

AARON (O.S.)
We're almost to the--

Ryan cuts himself off cold, DUCKS BACK into the alley, shoves us down behind a dumper.

AARON (O.S.)
What? What is it?

Ryan motions for us to stay low. His eyes bugging with fear. We peek out and round the corner from the alley...

SPRING FALLS MAIN STREET IS WALL-TO-WALL TURNED.

Almost the entire population of Spring Falls - over 9,000 strong. All moving in lockstep. An army in motion.

AARON (O.S.)
(whispers)
...holy christ...

The parade is heading for the BUS DEPOT -- smoking from the exploded gas tanks, but still the hive's nucleus of activity. Returning buses roll in to load up more of the Turned. The surrounding area teeming with this somnambulant army.

RYAN
...the hell are we supposed to get there?...

Across the road stands the HIGH SCHOOL. Our access to it now blocked by the river of Turned, more of them joining the march from side-streets. Ryan backs away down the alley...

RYAN (INTO WALKIE)
Kyle, we're gonna need that frequency, like, now.

KYLE (FROM WALKIE)
Still looking for the operating board. Hang tight.

RYAN
Hang tight? We're sitting ducks out here, how long is this gonna--

Ryan pauses -- hearing FOOTSTEPS. A whole bunch of them, approaching the alley's back entrance. *Oh shit--*

We DART DOWN A SIDE ALLEY with him, Ryan flattening himself against the wall, seconds before another crowd of Turned march past, joining their brethren on Main Street.

AARON (O.S.)
We gotta get off the street, we're too exposed.

Ryan nods, looking out at... the PEDESTRIAN BRIDGE, going over the teeming road into the high school's parking lot.

EXT. PEDESTRIAN BRIDGE - NIGHT

Our POV hovers inches above the floor of the bridge, as Aaron and Ryan crawl forward, 20 feet above a moving carpet of Turned, visible through the chain-link fences on either side.

KYLE (THROUGH WALKIE)
Almost got it, gimme a minute more.

We SNAP the volume down on our walkie talkie down, then:

AARON (INTO WALKIE)
Hurry up Kyle, we--

We pause, seeing a FIGURE moving with the crowd, LEAPING FROM LIGHT POST TO LIGHT POST. Our guys haven't been spotted, but from the figure's vantage point, they got nowhere to hide.

Ryan flattens himself to the bridge. So do we. Praying. We hear the figure LAND on a nearby streetlamp with a WHUMPH!

An unbearable beat...

...that leads to only more silence.

RYAN
...where did--

CLANG! Something SLAMS INTO THE BRIDGE'S FENCE behind us, making it clatter and vibrate. We WHIP BACK--

--to see it's Amy -- skittering gracefully over the chainlink wall and DROP DOWN ONTO THE BRIDGE. Thirty feet behind us.

WHOOSH! We're on our feet and RUNNING LIKE HELL, Ryan dashing for the BRIDGE STAIRWELL DOOR, Amy's CHITTERING getting louder behind us as she closes in--

--and WHAM! Ryan SHOVES US OUT OF THE WAY, just as Amy takes a leap at us -- taking the full force of the hit himself, both Ryan and Amy sent ROLLING INTO--

THE BRIDGE'S ENCLOSED STAIRWELL

--where Ryan's able to use Amy's momentum to send her SOMERSAULTING OVER HIM -- tumbling ass-over-teakettle down two flights of stairs, she SLAMS INTO THE WALL AT THE BOTTOM.

We rush over, helping Ryan up. Below us, CHITTERING echoes upwards -- they're coming for us, a lot of them.

RYAN (INTO WALKIE)
KYLE, YOU GOTTA TURN THAT SIGNAL ON *NOW*! THEY'VE FOUND US!

KYLE (FROM WALKIE)
I'm <u>trying!!!</u> Just... do something to slow them down!

RYAN
LIKE <u>WHAT?</u>

AARON (O.S.)
Ryan--

Aaron reaches into his bag, YANKS THE DYNAMITE out of it. Ryan, eyes radiating inspiration, snaps a lighter to the wick, before we TOSS IT INTO THE STAIRWELL...

...as a HORDE OF TURNED vault their way up the stairs--

RYAN
MOVE--

We BOLT AWAY FROM THE STAIRWELL... as the <u>DYNAMITE EXPLODES</u>!

KA-BOOOOOM! CHUNKS OF SMOKING DEBRIS HURL OVERHEAD -- Aaron SCREAMING -- our POV toppling to the ground--

--giving us a quick glimpse of <u>the SHARD OF SCORCHED CONCRETE that's embedded itself in Aaron's leg</u>.

AARON (O.S.)
--ohgod, ohmygod--

Ryan grabs Aaron, dragging us, limp-running for the far side of the bridge, a TINY HEADSTART on the wave of Turned hurdling the bodies of their fallen comrades to chase us--

--BAM! The stairwell door ahead of us BLASTS OPEN and MORE TURNED come boiling up out of it, rushing towards us--

RYAN
SHIT--

We WHIRL A 180 and see Turned swarming us from all sides -- LEAPING FROM THE STREET up over the bridge fence -- seconds until we get deluged by these fucking things...

AARON (O.S.)
(into walkie)
KYLEUSETHEFUCKINGSIGNAL!!!

HERE THEY COME. Ryan SWINGS his ice-breaker at them - it gets RIPPED OUT OF HIS HANDS -- the heavy weapon hurled a 100 feet away like a javelin. Our heroes BACKED UP INTO EACH OTHER...

WEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEE!

A familiar high-pitched tone. Echoing across the town, ringing out of the AIR RAID SIRENS.

And then...

EVERY SINGLE TURNED FREEZES.

The waves about to run our heroes down are now a STILL-LIFE FOREST. Limbs outstretched like branches.

RYAN
...holyshit...

KYLE (FROM WALKIE)
Guys, did it work? Guys?
(beat)
...you still there?

Too stunned to speak, we follow Ryan through the crowd of statues. Something MATRIX-ish about it, as we pass through this “paused” world. Into the stairwell, down the steps-

OUT TO THE FRONT OF THE HIGH SCHOOL

--as THOUSANDS OF TURNED begin to shake, spasm and, CRUMPLE TO THE GROUND. A forest where every tree is falling, one after another -- “Timber!”

The WAVE OF COLLAPSING TURNED spreads all the way down main street like dominos. The bus depot a quarter mile down the road now littered with thousands of cut-string puppets.

RYAN (INTO WALKIE)
Uh, Kyle?... You just made the entire town your bitch.

KYLE (FROM WALKIE)
(a beat, then)
YEEAH! YA FEEL THAT, SPRING FALLS?!

Aaron can't help it -- letting out tears and laughter.

KYLE (THROUGH WALKIE)
HEY NEW WORLD ORDER! THANKS FOR THE FUCKIN' SIRENS!

EXT. SF WEST HIGH SCHOOL - PARKING LOT - NIGHT

BAM! Ryan YANKS open the school doors for Aaron, who flips on the CAMERA LIGHT as they head into the shadowy school.

JUMP CUT

Aaron whistle-screams as Ryan pulls the shard from his leg, then tourniquets it with a ripped-off sleeve from his hoodie.

RYAN
Gonna be alright?

AARON (O.S.)
I better be. If I die at school, I'm gonna be so pissed.

INT. SF WEST HIGH SCHOOL - HALLWAY - NIGHT

In contrast to the rest of the town, the darkened school seems untouched, forgotten amidst the turmoil. Ryan tries a light-switch -- gets nothing.

JUMP CUT

Our heroes limp through halls, classrooms still and silent. The air raid sirens outside reduced to a distant, eerie moan.

INT. SF WEST HIGH SCHOOL - HALLWAY - LATER

Moving around a corner, the camera light finding what they've been searching for: the F-150. Intact, roped off and shiny.

AARON (O.S.)
Never thought I'd say this but, thank you Branner Automotive.

Aaron leans against the car. Stretches his wounded leg.

AARON (O.S.)
--shit this hurts--

RYAN
Still gotta get the keys. C'mon...

AARON
Ok... ok...

Aaron takes a step, his leg gives out, stumbles for balance. Hands the CAMERA over to Ryan--

AARON
Take it, you'll need the light.

RYAN (O.S.)
You sure?

Aaron nods, keying the WALKIE TALKIE:

AARON (INTO WALKIE)
At the truck, Kyle. How we doing?

KYLE (VIA WALKIE)
Awesome. Love seeing those bitches squirm. Now hurry your asses up, phone's getting low on juice.

AARON (INTO WALKIE)
We'll be there soon.
(to Ryan)
Go break some shit for me.

RYAN (O.S.)
Will do.

Ryan hustling down the hall--

INT. SF WEST HIGH SCHOOL - MAIN OFFICE - NIGHT

Ryan's POV: rushing, hopping over the counter, towards the CORNER OFFICE: 'Principal.' Ryan tries the door -- locked.

CRASH! SHATTERS the office window with a three-hole-punch.

JUMP CUT

Sets the camera down atop the principal's desk. Goes through all the drawers -- nothing in any of them -- but the last one's LOCKED. Ryan yanks, but it won't give.

RYAN (O.S.)
Goddammit!!

Ryan grabs a BRASS TROPHY; 'Administrator of the Year.' Wedging it into the drawer, SLAMS it. POP! Drawer bursts open. Finds a set of KEYS; Branner Auto on the key-chain.

RYAN
Thank you God...

INT. SF WEST HIGH SCHOOL - CORRIDOR - NIGHT

CAMERA LIGHT illuminating our way, we rush back to the F-150.

RYAN (O.S.)
Alright, Aaron, let's do this--

...but Aaron's nowhere to be found. From the ground, Kyle's voice crackles out from Aaron's dropped WALKIE TALKIE:

KYLE (VIA WALKIE)
Aaron? Talk to me, man...

RYAN
(grabs the walkie)
Hell's going on? Where's Aaron??

KYLE (VIA WALKIE)
How should I know? He was saying something, then he just cut out. Thought it was the walkie but...

Then, from a distance away, a METALLIC **BOOM**! Followed by a SCREAM that's abruptly cut off.

KYLE (VIA WALKIE)
You guys gotta move, phone's only got a few minutes left. Hear me?

Ryan moves down the hallway, the sounds coming from the GYMNASIUM. As he approaches, a familiar hissing voice ECHOES:

AMY (O.S.)
Where. Is. The. Camera?

Each beat punctuated by the THUD of a head slamming hardwood. Aaron's agonized moans audible even from here.

Ryan, confounded by the fact that Amy is here while the rest of her kind are twitching on the ground outside...

KYLE (THROUGH WALKIE)
Ryan, you copy? <u>We have to hurry</u>--

Ryan ducks away from the door and whispers:

RYAN (O.S.)
Amy's got Aaron.

KYLE (THROUGH WALKIE)
Holyshit-- How? <u>How can she move</u>?

Ryan flips the camera light off, turning on NIGHT VISION. Trying to stay small, stay silent. He zooms in on Amy as she drags Aaron up to his feet. And then realizes...

RYAN (O.S.)
...we blew out her eardrums with the dynamite.

We see it: Amy's got BLOOD-TRAILS coming from both her ears. And her face is GHOULISHLY SCORCHED from the explosion.

KYLE (O.S.)
(through walkie)
...what are you gonna--

WHAM! Aaron's THROWN INTO FRAME -- hits the BLEACHERS with a sickening SMACK.

We go SCRAMBLING away from the door.

Barely conscious, Aaron gazes up. Sees us.

In a moment of lucidity, mouths one word: "GO"

A second later, Aaron is grabbed by his leg, YANKED out of frame with incredible ferocity.

We SLIDE BACK into hiding, breathing hard. At this askew angle, we can see the TRUCK KEYS dangling in Ryan's hand.

Wrestling with his decision. Knowing he should go. But...

And finally:

RYAN (O.S.)
(whispers)
...no.

INT. WEST SPRING FALLS HIGH - HALLWAY - NIGHT

A DOOR marked "Equipment Room" gets yanked open. It's packed with sporting equipment -- we grab a FIELD HOCKEY STICK.

JUMP CUT

Ryan moves for the GYM -- hockey stick in his right, camera in left, night vision allowing him to see in the black...

INT. WEST SPRING FALLS HIGH - GYM - CONTINUOUS

Inside, Amy has pinned Aaron up against the concrete wall with her elbow. Slowly choking the life out of him. We can see she's got trails of BLOOD STREAKED DOWN FROM HER EARS.

Ryan approaching ever so slowly from behind her...

AMY
...where is the camera?

He HAWKS RED SPIT in her face. WHAM! She backhands him with jaw-cracking force, as blood rooster-tails from his mouth. We inch a few steps closer...

AMY
Communicate. Now.

She JAMS an elongated fingernail INTO HIS STOMACH. Twisting, turning, exploring. Aaron SCREAMS as we rush forward and--

WHACK! Ryan smashes the stick ACROSS HER HEAD. Shattering it into bits. Sending her STUMBLING, reeling... facing us.

AMY
...you again?

BAM! She hits us and we FLY BACK 30 FEET INTO THE WALL -- camera clattering down. DISTORTION. Ryan chokes for air as--

WHAM! Amy's on him, foot on his throat. She bends down, picks up the CAMERA. Regarding it curiously.

AMY
All that fuss. Over this.

Pointing the camera down at Ryan. Lowers her extended nail toward his left eye. Ryan STRAINS under her foot, trying to jerk his head away from the lengthy spike...

AMY (O.S.)
Anything you'd like to say to the camera, big brother?

RYAN
...Amy... if you can hear me in there... I love you...
(a whisper)
...*go*... *hornets*...

Then THWACK! Amy GASPS. SHUDDERS. The camera DROPS FROM HER HANDS and we get a SIDEWAYS VIEW OF...

Amy -- NOW with a MAKESHIFT SPEAR POKING THROUGH HER BODY.

The sharp end of the HORNETS FLAG -- last seen being twirled at the pep rally by the cheerleaders.

Aaron -- holding the other end of the flag. Face spritzed in blood, punctured stomach oozing. Lets the flag go as Amy crumples, before he falls against the bleachers himself.

AARON
...oh god... oh my god...

RYAN
(barely able to talk)
...come on...

Ryan helps him to his feet, then SNATCHES UP THE CAMERA... and as they turn for the door--

--there's a HORRIBLE CHITTER-SCREAM behind them.

WHIRL to reveal Amy -- rising up from the ground, spasming as she WRENCHES the flag out of her body. Holding it aloft -- a crimson bloody spear. *Don't these fuckers ever die?*

WHOOSH! She hucks the flag at us. It WHISTLES through the air and THUNK! The flagpoint lands embedded in the hardwood - inches from us. Then... Amy drops to the ground. Her whole body twitching -- as if unwilling to process death.

Then... finally... stillness.

INT. WEST SPRING FALLS HIGH - HALLWAY - NIGHT

BAM! Doors burst open as we muscle through them, Ryan holding the camera and helping Aaron limp along.

RYAN
Stay with me...

The camera droops down -- we find ourselves staring at the thick trail of blood Aaron's leaving behind on the floor.

INT. F-150 - NIGHT

Ryan helps Aaron into the PASSENGER SEAT -- it's an effort for both. Puts the camera on the dash, pointing back at them. We can see Aaron's gone pale from blood loss. Eyes glassy.

Ryan gets in, TURNS the IGNITION. The TRUCK ROARING to life. He leans back -- eyes closed. Tears coming out.

RYAN
...what?

AARON
...you came back...

RYAN
I'm not leaving you behind twice.

Aaron looks at his old friend. A smile breaking through.

KYLE (FROM WALKIE)
Ryan? You there?

RYAN (INTO WALKIE)
Coming to get you, just hang on a--

The air raid sirens STOP abruptly, leaving them in SILENCE.

KYLE (VIA WALKIE)
(fighting fear)
Phone's dead, guys. I'm sorry...

Aaron looks at Ryan -- they're in deep shit now.

RYAN (INTO WALKIE)
Just hole up, we'll be there in a--

But through the WALKIE, we hear a SUDDEN POUNDING rise on Kyle's side. Nearly overpowering Kyle's voice.

KYLE (VIA WALKIE)
They're at the door. Won't hold long. Gonna take as many of them with me as I can. You guys get that tape out. Show the world what those fuckers did to-

A CRASH on Kyle's side... the door being broken down.

AARON
Kyle? KYLE!?

No response. A distant EXPLOSION beyond the building telling us of Kyle's sacrifice. Aaron looks to Ryan. Gut-punched.

But before they can speak, we hear it:

THOUSANDS OF FOOTSTEPS, rushing toward the school. The Turned CHITTERING like locusts, louder and louder. The building VIBRATING with the force of the oncoming horde.

AARON
Drive.

Ryan throws the car into DRIVE. Passes the CAMERA to Aaron.

RYAN
Hold onto this. Don't let go. Everybody's waiting for it.

Aaron holds us as WE STARE OUT the windshield -- ready to flee for our lives. Ryan POPS ON THE HEADLIGHTS...

And through the front windows of the school, we see it:

A MOVING WALL OF TURNED SURGING TOWARD US!

A homo sapien RUNNING OF THE BULLS.

CRASH! They BURST through the windows.

WHAM! Ryan hits the gas. We INCINERATE RUBBER--

SPEEDING FORWARDS, PICKING UP MOMENTUM--

SMASHING INTO THEM like a surfer into a wave--

SLAMMING THROUGH-- Turned thrown aside like rags in the wind by the power of twin V8 engines as we go BARRELING...

THROUGH THE FRONT WINDOWS OF THE SCHOOL -- INTO THE STREET

Turned falling away, unable to hold on, sprinting alongside us, leaping from ROOF TO ROOF in a vain attempt to catch up.

In the side-view mirror, we can see THOUSANDS OF BODIES, CHURNING DOWN THE STREET, RUSHING AFTER US.

That CHITTERING enough to make you go insane...

But we outpace them. The sea of Turned thinning. Ending...

JUMP CUT

Finally clear of the town, the dark and empty road all that's ahead of us. Ryan only now able to exhale, WHOOPING for joy.

RYAN
We did it! We fucking did it!

But our POV has begun to DIP DOWN. Away from the road. Aaron losing his grip on the camera. Ryan, seeing him slipping away, VEERS TO THE SIDE OF THE ROAD and skids to a stop. Puts the camera up on the dash, so he can shake Aaron awake.

RYAN
Aaron, talk to me--

AARON
...sorry, Ry... gonna have to finish this without me...

RYAN
No. No that's bullshit--

Aaron HACKS UP BLOOD. Eyes drifting, breath shallow.

RYAN
Listen to me... I'm sorry, ok? I'm sorry for everything--

Aaron holds up a hand to silence him. Voice weak...

AARON
...got something for you...

Aaron pulls it from his jacket pocket, holds it out for Ryan.

A baseball. The one Aaron hurled through Ryan's window in some other life. Scuffed and dirty but still intact.

AARON
...found it... under your porch... thought you'd want it back.

Eyes shining with tears. Their hands connect over the ball.

AARON
...give ‘em hell, brother...

And Aaron goes still. As if he knows that he can go now. Leave the rest to his friend. Ryan grabs him...

RYAN
Aaron... Aaron, don’t...
(shakes him)
...please...
(shakes him harder)
...please...

The realization that his friend is gone finally hitting Ryan.

INT. UNKNOWN LOCATION

Bare white walls. A computer on in the background. CAMERA on a tripod. Ryan seated, talking straight to us. (We might notice a familiar baseball amidst the stuff on the table.)

RYAN
If you’ve watched this, then you know they’re here. Among us. Spreading like a sickness.

Ryan’s eyes bore into us, speaking truth.

RYAN
All those who’ve reached out to me... everyone looking for answers in Utah, Arizona, California, New Mexico... this footage is your weapon. Copy it, upload it, show it to whoever you can. They’ll deny it, block it, destroy it. But together we can keep it alive.

He pauses, gathering himself.

RYAN
I’ve lost everyone I know, everyone I love. My family, my friends... Aaron, who gave his life to get this footage out. To show the world what happened to Spring Falls.

Ryan looks down. Fighting emotion. But when he looks back up, his gaze is fixed -- a warrior. Echoing his friend’s words:

RYAN
We’re not going out quietly.

With that, he stands up from the table. Puts the baseball in his pocket. Taking Aaron with him on his journey. Then makes for the camera and switches it off. CLICK! **BLACKNESS**.