

The Nth Degree

written by

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INT. APARTMENT COMPLEX HALLWAY - EVENING

KATE, brunette, mid 20's, walks to her apartment door. We hear a wet SQUISH sound with each step.

The slow CREEK from a door opening behind her is heard.

A young woman (mid 20's) with red hair peeks her head out of an apartment. This is SPENCER. They lock eyes.

A heavy man, LANDLORD (50's), enters the hall. Spencer sees him and quickly shuts her door. The Landlord rolls his eyes and stops at Spencer's door. He knocks. *

LANDLORD

C'mon. I know you're in there. I just saw you.

He knocks again.

LANDLORD (CONT'D)

Open up! I want my rent!

He knocks once more.

LANDLORD (CONT'D)

I'm sending the Marshall to escort you off the premises. You got two days!

He pins the notice on the door and walks down the hall. Spencer opens the door and takes the notice. She turns and sees that Kate has watched the whole altercation.

SPENCER

Can I help you?!

Kate quickly turns back around and continues her water-logged march down the hall.

Kate stops at her apartment door. She drops her keys into a wet puddle at her feet. The camera pans up- she is soaked from head to toe.

INT. SPENCER'S APARTMENT - CONTINUOUS

Spencer slams her door and sluggishly crawls back into bed.

Her apartment is bare with just a bed, chair, TV set, and vanity dresser. The vanity dresser has a cracked mirror with dozens of prescription bottles set on top of it. She walks over to her T.V. And turns it on. She approaches her dresser, slides open the drawer, and pulls out an open envelope. She opens the envelope and pulls out a letter.

(CONTINUED)

CONTINUED:

She slowly reads it, puts it back in the envelope, and tucks it under her shirt against her bosom. She catches her reflection in the mirror as she lights a cigarette. She takes a deep drag.

FLASHBACK

INT. HOTEL ROOM - NIGHT

Spencer and ADAM, mid 20's, are sitting in bed. There are annoying pigeons lined up outside the room on the window sill. She pops off the lid of a prescription pill bottle.

Adam gets up and draws the shades blocking out the birds and sunlight.

ADAM
Birds are everywhere.

*

He sits back on the bed.

ADAM (CONT'D)
I just don't belong here.

SPENCER
This will definitely take YOU somewhere else.

She hands him a few pills.

*

Adam lies down.

*

SPENCER (CONT'D)
Give it a minute.

Spencer reaches into her shirt and pulls out the envelope from her breasts, she reads her letter silently.

ADAM
What's that?

She folds her letter and grips it tight in one hand.

SPENCER
...It's nothing.

Adam lies down.

ADAM
Do you think dying hurts?

SPENCER
No more than living.

(CONTINUED)

CONTINUED:

Spencer watches the man's eyes close as his last breath leaves his body.

Spencer lies down. She slowly closes her eyes.

INT. HOTEL HALLWAY - CONTINUOUS

The hallway is dimly lit. We hear footsteps walking toward the hotel door. A shadow cascades the walls as the figure draws near the door. As he approaches, the wall paper lining the hotel hallway begins to crumple and split. A framed picture cracks and tilts as the figures shadow passes.

Moments later.

The hotel door opens; the dark figure walks in. This is MR. MACHINE (MICHAEL), pale skin, and in his 40's.

Spencer and Adam are no longer living. Mr. Machine walks toward the bed and stands over Spencer.

MR. MACHINE

Good girl.

He bends down and pulls the letter from Spencer's tight grasp. He opens it and reads it.

MR. MACHINE (CONT'D)

...Not this time.

He folds her letter back up and slips it back into her grasp. He reaches into his suit, pulls out a small brown sack and begins to untie it.

END FLASHBACK.

BACK TO:

INT. SPENCER'S APARTMENT - CONTINUOUS

She snaps out of her daze, sits up, and hits the mute button on her remote control.

She hears the cry of a female voice from another apartment.

As the cries get louder, Spencer takes a drag and turns up the volume...The cries can still be heard. She exhales.

Hitting the mute button again, she leaps out of bed and rushes out of her apartment.

INT. APARTMENT COMPLEX HALLWAY - MOMENTS LATER

She storms down the hall and stops half way to Kate's door.

(CONTINUED)

CONTINUED:

SPENCER
(shouting)
Shut up! Some people are trying to watch
TV!

The cries immediately stop. She turns back to her door.

Suddenly, We hear a loud THUD from Kate's apartment. Spencer stops. Armed with her remote control and a cigarette, she creeps towards Kate's apartment and stops at her door. She grimaces as she steps into a puddle of water.

SPENCER (CONT'D)
What the hell?

*

Spencer knocks, but no answer. She knocks again, and still no answer. She takes a drag and turns the knob of Kate's door. It cracks open. The room is black. She moves in slowly. We hear her feet squish into the carpet with each step.

SPENCER (CONT'D)
Hello?

She finds the light switch. Flips it on. Wet towels are laid throughout the carpeted floor. Kate is not in the room.

SPENCER (CONT'D)
I'm sorry, but you have a serious water
problem.

She turns the corner and enters the bathroom.

INT. KATE'S BATHROOM -MOMENTS LATER

We see Kate, in tears and crouched naked in the overflowing bath tub.

SPENCER
Did you forget how to take a bath?

Suddenly, Kate tightly grips the edge of the tub. Her eyes widen and face trembles. She keels over and gallons of water pour out of her mouth. Spencer, wide eyed jumps back.

SPENCER (CONT'D)
What's wrong with you?!

KATE
Get out!

EXT. STAIRCASE- - NIGHT

ELLIOT, (blonde, mid 20's), sits on a staircase with a bottle of Southern Comfort and an unopened envelope.

(CONTINUED)

CONTINUED:

He lifts up his LEFT HAND. His pinky finger is missing. Frustrated, he downs his whiskey. He grabs the envelope and opens it. It's a letter with a map. He reads the letter...lowers his face. The letter falls.

INSERT LETTER -

Elliot, Come home. I'll explain everything. Hurry. Love, Dad.

P.S. I'm dying.

INT. HALLWAY - NEXT DAY

Kate shuts her apartment door and trudges down the hall.

INT. APARTMENT STAIRS- - MOMENTS LATER

As Kate walks down the steps; Spencer's coming up. Spencer glances at Kate. Kate stops.

KATE

Hey, I'm sorry-

Spencer ignores her. Kate drops her head and continues down. Spencer notices wet footprints on each step left by Kate.

SPENCER

Freak.

EXT. CITY PARK - DAY

Elliot wakes on a bench. His bag acts as a pillow. He sits up and opens his bag and pulls out a pair of black leather gloves. He slips them on, hiding his deformity.

Across the park, he sees a police officer walking the beat. He becomes anxious and uneasy as the officer turns his route into Elliot's direction. Elliot quickly grabs the map, stuffs it in his pocket, and throws his bag over his shoulder. He gets up and scurries off in the opposite direction.

INT. LOCKER ROOM - DAY

Kate wears a waitress uniform and stands alone at her open locker. She lifts up her pant leg and wraps a dry towel around her leg. She reaches into her locker and pulls out a roll of duct tape. She tapes the towel tight against her thighs and does the same to the other leg. She digs into her locker again and pulls out an empty bucket and sets it on the floor. She hovers over it as she twists all the water out from her hair. The bucket nearly fills. She removes her soaked dress shirt and puts on a dry one.

(CONTINUED)

CONTINUED:

MAN (O.S.)

Kate!

She quickly fastens her apron and slams her locker shut.

INT. SPENCER'S APARTMENT - DAY

Spencer sits in front of her cracked mirror. Her eyes lower to a bottle of pills gripped in her palm.

BACK TO FLASHBACK

INT. HOTEL ROOM - NIGHT

Spencer revives and gasps for air. Mr. Machine tucks his brown sack back into his coat as he stands over her. Spencer quickly tucks her envelope back beneath her shirt and pulls out a cigarette and holds it between her teeth. Adam still lies motionless beside her. Mr. Machine kneels down and lights Spencer's cigarette.

SPENCER

Why did you bring me back? We had a deal.

MR. MACHINE

I need you, just a bit longer.

END FLASHBACK.

EXT. BUS STOP -DAY

Elliot sits at a bus stop. He holds up his left hand. The glove reveals five erect fingers. Slowly, he folds the empty pinky finger down as he makes a fist.

INT. RESTAURANT -MOMENTS LATER

Kate serves food to a table. She notices water begin to drip from her body. She sets the last meal down and hurries away.

INT. CITY BUS - LATER

Elliot sits in the back of a crowded bus. He grips the map in his right hand. The PASSENGERS are a wide array of cultures. He stares at all their different looking hands (black, white, small, old, wrinkled, decorated in jewelry, and painted.) He looks at his four fingered hand and lets out a frustrated sigh. A man, sitting next to him gets up and signals to the driver that they'd reached his stop. The bus stops and as the man begins to exit, Elliot notices the man has forgotten his coat. Elliot says nothing and drags the jacket closer to himself. Elliot turns and sees a little girl observing the whole incident.

(CONTINUED)

CONTINUED:

ELLIOT

Hi.

The little girl's mother quickly puts her arm's around her daughter and whisper's in her ear. The little girl obeys her mother and looks away from Elliot's direction.

INT. RESTAURANT -CONTINUOUS

Kate serves another table of three MEN. One is FAT, one is THIN, and one is ATTRACTIVE. Kate tries to hide her drips. She serves the Fat Man his hot plate. His eyebrows wrinkle in confusion at her wet, dribbling hands.

FAT MAN

The water free?

Embarrassed, she wipes off a few drips, but to no avail.

KATE

Sorry, I'll clean it up right away.

THIN MAN

Don't do that, sugar...We like it wet!

The three men laugh. She serves the Thin Man his plate. Her shirt slowly sticks to her skin as she becomes soaked.

FAT MAN

Well, look at that, It's coming from her.

Kate shakes as she serves the last plate. Water suddenly dribbles from her mouth and streams down her hair and neck.

ATTRACTIVE MAN

I'm sorry, but tell me honey, do we make you wet?

The three men erupt in laughter.

FAT MAN

Hey... Check her panties!

Kate drops the plate... Suddenly, Water bursts from her mouth and drenches the three men and their food.

INT. HOTEL ROOM - DAY

Spencer and MARY, mid 20's, sit in a hotel room. Mary is crying.

SPENCER

Stop crying! You Are getting what you want.

*
*

*
*
*

(CONTINUED)

CONTINUED:

MARY

What I want?... I just don't want to be here anymore.

*

SPENCER

Soon you won't be.

MARY

What's your name?

SPENCER

No names.

Spencer pops the lid off another pill bottle.

*

MARY

...I'm Mary.

Mary lies down. Her eyes flicker to a close as she stops breathing.

*

Spencer gets up, removes the bulb from the lamp and draws the shades, sealing out the light. She stands silently in the dark near the kitchenette and grips a pan off the stove. She stands in a silent and dark anticipation.

SPENCER

Three... Two... One.

*

*

The front door begins to unlock, the knob turns, and the door slowly opens.

Mr. Machine enters, walks toward the bed and sees Mary lying motionless, but no spencer.

MR. MACHINE

Good girl, Spencer. Where are you?

He tries to flip the light on, but...

SPENCER

Lights out!

*

Mr. Machine turns around. Spencer slams the frying pan across his face, sending him to the floor. He lies stunned, then let's out a slight laugh. A thin stream of blood runs down his face from his head.

As he tries to rise, Spencer swings the pan again. She follows it with a couple more slams to the head rendering him unconscious. She flips him over, reaches into his coat, pulls out the brown sack, and tucks it under her jacket. She gets up and darts out the door.

INT. OLD HOUSE - DAY

Two MEN stand on the porch of a ghost town like house.

NOAH, (30's), attractive but scruffy, black hair, black shirt, jeans, and carries a duffle bag.

DR. W, (50's), silver hair. He wears a long bath robe.

DR. W
You got the list-

NOAH
-Of course.

DR. W
You know where to-

NOAH
-I left them there, remember?

DR. W
Just hurry back, Noah.

NOAH
Don't worry, Doc... He won't find them.

DR. W
We both know he will... Let's just hope
you do first.

Dr. W hands him the keys to an old pick up truck. Noah hops off the porch and walks toward the truck. He turns around.

NOAH
I'll be home soon.

Noah enters the truck and drives off.

INT. SPENCER'S APARTMENT - LATER THAT DAY

Spencer slowly lifts her arm, takes a drag from a cigarette, and drops it. She stares at the brown sack from across her room. Her eyes squint as her vision gets blurry.

SPENCER
...Special my ass!

She slowly slides off the chair. She hits the ground and her eyes slowly shut. We see her envelope is tightly gripped in her hand.

*

INT. RESTURANT OFFICE - CONTINUOUS

Kate hands a wet apron to her BOSS... mid 50's. Water drips from her hair down into her face.

BOSS
Don't cry, Kate.

He pats her on the back. He sneers as he feels her wetness.

HER BOSS
Good luck, kid.

EXT. BUS STOP -EARLY EVENING

The sun descends. Elliot exits a bus. As it pulls away, Kate runs towards it. She tries to wave it down, water droplets bounce off her body. Elliot reacts to her desperation and slams his fist against the moving bus. The bus stops.

KATE
(as she passes Elliot)
Thanks.

She gets on. The bus takes off. Elliot realizes he left his bag on the bus. He tries to chase it but he suddenly falls.

ELLIOT
AHH...What now!

Elliot removes his left shoe and sock. We see his "daddy" toe has melted off.

ELLIOT (CONT'D)
Oh, Shit!

*

INT. APARTMENT COMPLEX HALLWAY - EVENING

Kate sloshes down the hallway. She looks up and sees Spencer lying on the floor. She rushes to her, checks for a pulse, and with exhausting effort, drags Spencer back to her apartment.

INT. SPENCER'S APARTMENT - MOMENTS LATER

Kate continues to pull Spencer through the apartment. She notices an empty bottle of pills on the floor as she drags her into the bathroom.

INT. SPENCER'S BATHROOM - MOMENTS LATER

Kate dumps Spencer into the bathtub. She notices the envelope in Spencer's hand. She pries it from her fingers and opens it. It reads: "Spencer, you are very special."

(CONTINUED)

CONTINUED:

One day everything will be explained. I will find you" Kate folds it back up and puts it back in the envelope and places it on the counter. She kneels beside Spencer and brushes her hair out of her face.

She makes a fist above Spencer's forehead, that sends trickles of water down her face. Spencer slowly wakes, gasps for air, and breathes heavily. Spencer sees Kate standing before her holding two towels.

SPENCER

What are you doing in my bathroom? And where's my letter!

KATE

I found you-

SPENCER

-I wasn't lost! Now where is it?

KATE

Right there!

Kate points to it, and Spencer quickly snatches it back.

SPENCER

You better not have opened it!

KATE

...I didn't.

SPENCER

Why am I still here!

KATE

Still here? I found you lying unconscious in the hallway!

SPENCER

You ruined everything! Wait! You were going to try something, weren't you?

KATE

Try something? What-

SPENCER

-You're a lesbo. I knew it!

*

KATE

What! I am not!

(CONTINUED)

CONTINUED: (2)

SPENCER

Then why two towels? You were gonna get me naked and live out some homo necro fantasy, huh?

KATE

What? No! I'm holding two towels because I need one dry! For you! And everything I touch, as you probably noticed, gets wet!

SPENCER

Well, you're not touching me! Now leave!

KATE

You're welcome!

Kate drops both towels on the ground and walks out.

SPENCER

Try not to soak the place on your way out!

Moments later, Kate barges back into the bathroom.

KATE

And you know what, the next time you try to kill yourself, try to stay in your own apartment so no one might accidentally try to... oh, I don't know, SAVE YOUR LIFE!

SPENCER

Or even better, maybe you can stick around and I just might drown to death! How's that sound?

Kate storms out of Spencer's apartment. As Kate reaches her own apartment door, she stops.

Taped to her door is an envelope with "KATE" written on it. She looks down the hallway; no one is there.

She rips it off the door; the sender is addressed "Dr. W" in the town of WILBY, CALIFOREGON.

KATE

Califoregon?

EXT. CITY STREETS - NEXT MORNING

Elliot limps down the street. He sees a liquor store and digs into his pockets. He pulls out his map, but no money.

EXT. APARTMENT COMPLEX - NEXT MORNING

Kate stands on the side of the road holding a box. Spencer is across the street with a coffee and cigarette. A car pulls up to her and she leans in the passenger window. She reaches into her pocket and pulls out a zip lock bag of pills. She hands it to the driver in exchange for cash. He drives off. Spencer crosses the street and passes Kate, but then stops.

SPENCER
You moving out?

KATE
What do you care?

SPENCER
I don't.

SPENCER (CONT'D)
So are you?

KATE
Something like that.

SPENCER
Look, you're going to have some serious insecurity issues in the future if you move out every time someone yells at you.

KATE
Advice from a junkie, thanks.

Kate sets her box down by her feet and checks her watch.

SPENCER
Fair enough. So, why you leaving?

KATE
I'm going up north.

SPENCER
North... That's WHERE, I asked WHY?

KATE
It's none of your business.

SPENCER
What's it gonna hurt? You're leaving, so you'll never see me again. And I'll probably just forget right away being... well, a junkie and all.

KATE
I'm going to see a doctor.

(CONTINUED)

CONTINUED:

SPENCER

Why? What's wrong with you, beside the excessive drooling and crying like an infant all night?

KATE

...I'm dying.

A taxi pulls up. Spencer laughs as Kate opens the taxi door.

KATE (CONT'D)

I'm glad we never actually met.

SPENCER

Look, if you want to die, you don't have to skip town. I can help you right here, right now.

Spencer holds up two prescription pill cases.

SPENCER (CONT'D)

Hell, I'll even join you. I'm dying too, you know?

KATE

You are not dying!

SPENCER

Bullshit I'm not! Would have died last night... but no, someone had to play hero.

*

Taxi honks it's horn. Kate begins to enter.

KATE

You're suicidal... I'm dying. There's a difference.

*

SPENCER

Not really... we'll both be dead.

*

Kate shuts the door. The taxi drives off. Spencer walks back to the door, but sees that Kate has forgotten her box.

EXT. STREETS - CONTINUOUS

Elliot sits on a curb as people walk by. His stomach growls. He removes his glove, revealing his deformed hand and swallows his pride. He extends his arms in a begging fashion. People drop a few nickels and dimes. Elliot drops a few tears.

INT. SPENCER'S APARTMENT - LATER

Spencer sits in bed, smokes a cigarette, and zones out as she stares at the television... there is a knock at her door. Spencer ignores it. Another knock. Spencer takes a drag and reluctantly gets up.

SPENCER

I get the hint, I'm evicted, now get lost!

A louder knock. She swings the door opens. We see it's Kate.

SPENCER (CONT'D)

Well, look who's back.

Spencer turns and heads back to her bed. Kate walks in and sees her box on the chair.

KATE

Oh, thank you so much, you took it!

SPENCER

I didn't steal it. You left it!

*

KATE

Oh, I know. I didn't mean you took it, took it. I meant... I left it, so you... brought it in.

*

SPENCER

Yeah, well there's nothing in it I want... so, it's all yours.

*

Kate notices the top of the box has been opened.

KATE

You went through my stuff?

SPENCER

You're about to die, remember? You won't need books when you're dead.

Kate picks up the box and heads toward the door.

SPENCER (CONT'D)

You know, not one of those books has your name in it.

KATE

Why would a book have my name in it?

(CONTINUED)

CONTINUED:

Kate looks at Spencer's television; "Spencer" is written in black marker. She looks at the chair; "Spencer" is written on the seat. She notices that even the blanket on Spencer's bed has "Spencer" along its side.

KATE (CONT'D)
Spencer, huh?

SPENCER
I don't trust the nut jobs in this town.
No way! *

KATE
Well, anyway... I'm Kate. *

She extends her hand. She exhales smoke and points down.

SPENCER
Kate, you are leaking all over my carpet.

KATE
Sorry... Guess I better get going... My
bus leaves pretty soon.

Kate walks toward the door.

SPENCER
I was just about to leave myself.

KATE
Where you going?

SPENCER
Where we all end up sooner or later.

KATE
Oh, god. There's a hot line for people
like you.

SPENCER
And you're why we have towels.

KATE
Okay. This has been pleasant, take care.

SPENCER
Fine! I guess I could drop you off. *

KATE
What? Where?

SPENCER
North, right? Unlike you, I have a car.

(CONTINUED)

CONTINUED: (2)

KATE

You hate me, why would you want to give me a ride somewhere?

SPENCER

Who said I want to? I'll just never die if I stay here... Long story. I just want to go somewhere new before I die. I've never left this shitty city. Plus, I'm being thrown out any minute now.

*

*

KATE

Jesus! I see why you're suicidal.

Spencer looks out her window and sees The Marshall pull up to the complex. The landlord meets him out front.

SPENCER

Well, looks like it's that time again.

KATE

Why? Who's here?

SPENCER

My personal escorts. Do you need a ride or not, Kate?

KATE

Yes. I would love a ride.

SPENCER

Then let's go. But remember, if I fall asleep, you do not, under no circumstances-

KATE

-Yeah, yeah, yeah. Got it!

SPENCER

Don't forget your precious little box.

*

KATE

Spencer, what about all your stuff?

SPENCER

-I won't need TV where I'm going.

EXT. GAS STATION/CONVENIENT STORE - EVENING

Elliot sits on a curb outside the entrance of the convenient store. Desperate eyes. Random PEOPLE go in empty handed, and come out with snacks. Elliot stands up, limps to the door, and enters.

INT. PARKING GARAGE - EVENING

Mr. Machine carries a human body wrapped in white sheets to his car. On his truck are two pigeons. He shoos them as they fly away. He opens his trunk and dumps the lifeless body inside. He does this with one more body, slams the trunk, and gets in his car.

INT. MR. MACHINE'S CAR - MOMENTS LATER

He checks his head injury in the rear view mirror. There is a huge welt on his head. He takes out a sheet of paper and on it are eight names: Spencer, Kathryn, William, Elliot, Mary, Rex, Adam, Noah, and Donna. He crosses out the two names Mary and Adam.

MR. MACHINE
Where are you going, Spencer?

EXT. SPENCER'S VAN - CONTINUOUS

The van is an old, white, beat up, 1984 Maintenance Van covered in chipped paint, marks, and dents.

INT. SPENCER'S VAN - MOMENTS LATER

Kate sits in the passenger seat. Many white towels cover the seat and floorboard. Spencer gives the ignition a few tries; the engine roars. They drive off.

INT. SPENCER'S VAN - MOMENTS LATER

Spencer drives.

KATE
Wait! We should snack up. Are you hungry?

SPENCER
No. I have Aderol.

Spencer points to the glove compartment. *

SPENCER (CONT'D)
Take one. But only one!

Kate smiles. *

KATE
I'll stick with food.

EXT. GAS STATION/CONVENIENT STORE - MOMENTS LATER

The Van pulls in and stops at a gas pump. They exit the van and walk to the convenient store entrance.

(CONTINUED)

CONTINUED:

As Kate opens the door, Elliot limps out in a hurry. He passes Kate, but slightly bumps into Spencer.

SPENCER

UHH! Learn how to walk, Asshole!

Elliot keeps his head down. Kate and Spencer enter.

INT. CONVENIENT STORE -MOMENTS LATER

They walk in, The CLERK, mid 50's, follows Elliot.

Kate and Spencer watch through the window as the clerk approaches Elliot in the parking lot. The clerk confronts Elliot, who can't make a fast get away. The clerk raises his fist; Elliot pulls out a sandwich from under his shirt. The Clerk grabs it and walks back to the store.

INT. CONVENIENT STORE - MOMENTS LATER

Clerk walks back to Kate and Spencer at the register.

CLERK

You all set?

KATE

Yep. And twenty on seven. What was that all about?

Kate sets a banana, a bottle of water, and a bag of potato chips on the counter.

CLERK

Just another druggy with the munchies.

SPENCER

Goddamn druggies!

*

Spencer winks at Kate. Clerk scans the food.

INT. SPENCER'S VAN - MOMENTS LATER

Spencer and Kate drive off. The van hits a curb pulling out of the lot. We hear a guy's voice wince in pain. Kate looks back and sees a nervous Elliot, who is hidden in the back.

ELLIOT

Hey.

Spencer slams on the brakes and pulls over.

SPENCER

What the hell! Get out of my van!

*

(CONTINUED)

CONTINUED:

ELLIOT

I'm sorry. I just need a ride to the-

SPENCER

-We are not a bum shuttle!

KATE

You're the guy that-

SPENCER

-He's the druggie with the munchies and now he's trying to car jack us!

ELLIOT

What! No, I'm not. I just need to get to the freeway. That's all.

SPENCER

You need to get a job! Get out now!

*

Elliot gets up, he moves toward the door, then stops..

*

ELLIOT

I am really sorry. I didn't mean to scare you.

*

*

SPENCER

You can walk and talk, crack head.

*

*

Elliot reaches for the door.

*

Kate lifts up the potato chip bag. Elliot accepts her offer.

SPENCER (CONT'D)

Don't support his habit!

KATE

Spencer, we are going to the freeway and-

SPENCER

-So what!

ELLIOT

You are? Please, I swear I'll just ride in the back and not say another word.

SPENCER

I'll say two... Starts with an F and ends with a uck No.

*

*

ELLIOT

Okay. I get it.

*

*

(CONTINUED)

CONTINUED: (2)

KATE
Are you hitchhiking somewhere?

ELLIOT
Yeah, up north to meet my dad.

SPENCER
Kate, don't!

KATE
We're driving to Califoregon.

SPENCER
Damn it, Kate!

ELLIOT
Really, So am I!

SPENCER
We are going. Not you.

KATE
Maybe we can split the gas three ways?

SPENCER
His broke ass doesn't have any money!

ELLIOT
She's actually right. But you won't even notice me. I promise.

SPENCER
I can smell you from here, dirt bag.

*
*

KATE
It is safer if a guy's with us.

SPENCER
Sharks attract sharks, Kate!

ELLIOT
Not sure I get that, but please. It's a matter of life and death.

SPENCER
Give me one reason why I should.

Elliot removes his leather glove and reveals his four fingered hand.

ELLIOT
I'm dying.

(CONTINUED)

CONTINUED: (3)

KATE

So am I!

SPENCER

So are WE, Kate! WE!

(to Elliot)

And OH MY GOD you lost a finger. I'd hardly say you are dying!

ELLIOT

Please... You don't understand! I really will be dead soon.

*
*

SPENCER

If I say yes, can you at least drive?

ELLIOT

Actually, no. You see, I have this condition-

*

SPENCER

-Then what good are you?

ELLIOT

I'm... quiet.

*

KATE

Come on, Spencer, he's harmless.

SPENCER

But not one word! And if you die on the way, we're just dumping your ass out.

*

ELLIOT

You don't have to worry about that.

SPENCER

And where the hell is Califoregon?

*

ELLIOT

That's where my dad lives. Must be right in between-

SPENCER

-No shit! I'm just saying I've never heard of it.

KATE

Neither have I, but that's where I'm going. What are the chances?

The van drives on.

(CONTINUED)

CONTINUED: (4)

ELLIOT
I'm Elliot.

SPENCER
I thought you weren't gonna say a word.

KATE
Nice to meet you, Elliot. I'm Kate, and
this is Spencer.

ELLIOT
Nice to meet you, Kate. And thank you so
much, Spencer.

SPENCER
I regret this already!

*

EXT. GAS STATION - NIGHT

A luxury black Mercedes Benz pulls in and stops at a pump.
The driver side door opens. Mr. Machine steps out.

He walks past another man working on a pick up truck but pays
no notice to him. He enters the Gas Station's Mini Mart.

The man lifts his head from the pick up truck's hood. It's
NOAH. Noah approaches Mr. Machine's car and releases the air
from his tires.

INT. SPENCER'S VAN - MOMENTS LATER

They drive down the highway. Elliot notices little streams of
water that flow toward him from Kate's seat.

ELLIOT
So, you both are dying?

SPENCER
She's dying... I'm killing myself.

*

ELLIOT
What's the difference?

SPENCER
Exactly!

ELLIOT
How are you dying?

KATE
I'm filling up with water.

Water drips off her face.

(CONTINUED)

CONTINUED:

ELLIOT

Wow... Can't you just get drained, or something?

*

SPENCER

Don't you think she's tried that!.. Have you tried that?

*

KATE

I've tried. Apparently what I have doesn't exist. So they'll just scratch their heads and feed me pills.

SPENCER

What kind of pills?

KATE

I don't know! But, it's up to my knees now. Soon I'll drown in my own body.

ELLIOT

That's horrible. Does it hurt?

KATE

It's more uncomfortable than anything. That's why I'm going to Califoregon, supposedly, there's a doctor there that thinks he can help me.

*

ELLIOT

Hey, you think he can help me too?

Elliot removes his glove from his hand again. She sees two fingers are missing now... His "pinky" and his middle finger.

*

ELLIOT (CONT'D)

I'm melting.

SPENCER

You're melting! What's with you people?

EXT. GAS STATION - MOMENTS LATER

Mr. Machine walks back to his Mercedes with a coffee. He gets to his car and sees all four tires are flat.

MR. MACHINE

Interesting.

He looks in all directions but sees no one.

INT. SPENCER'S VAN - LATER THAT NIGHT

ELLIOT

So Spence, why you killing yourself?

SPENCER

Don't call me Spence.

KATE

Yeah, why are you killing yourself?

SPENCER

I'm just... really tired.

*

ELLIOT

You try sleeping?

SPENCER

Sleeping's boring.

KATE

Are you kidding! It's where we dream!

SPENCER

I don't dream.

ELLIOT

What do you mean? Everybody dreams!

SPENCER

Not me. Never have. Not one.

KATE

You probably just don't remember.

SPENCER

Don't blame my memory. I remember more than enough. Shit I wish I'd forget.

ELLIOT

There's a way you can do dream exercises to help you remember your dreams.

SPENCER

Yeah, there's finger exercises too. Would that help your little melt down?

ELLIOT

Hey, I'm just trying to help, Spencer.

SPENCER

Well don't. You can't remember something that's not there... Maybe I'll dream when I'm dead.

*

(CONTINUED)

CONTINUED:

KATE
But you do sleep?

SPENCER
I sleep, then I wake up. There's no in between.

KATE
That's sad.

SPENCER
It is what it is... Til it isn't.

*

INT. SPENCER'S VAN - EVEN LATER

Spencer drives as Elliot and Kate both sleep. Spencer snaps out of her trance, pulls over, and turns to Elliot.

SPENCER
Hey, free loader!

No response. Spencer turns back around to see Kate. Tears roll down from her sealed eyes as she dreams. Spencer reaches over and touches a tear. Examines it. Kate's body shifts positions. Spencer wipes her finger on the seat. Turns off the ignition. Leans back. Sleeps.

EXT. 5N FREEWAY - NEXT MORNING

The van is parked on the shoulder. A pick up truck (Noah's?) races by and sends a loud "roar" into the air.

INT. SPENCER'S VAN - MOMENTS LATER

Kate wakes up startled. Spencer sits in the driver seat with her legs dangling out the window as she smokes. Kate looks behind her and doesn't see Elliot.

KATE
Where's Elliot?

SPENCER
Who? Oh, him... He died last night. I dumped his body out a few miles back.

*

KATE
What! And you didn't wake me?

SPENCER
And interrupt your precious little dreams?

KATE
Spencer!

(CONTINUED)

CONTINUED:

SPENCER

Relax! Jesus! He's out taking a piss.

Elliot, outside, limps to the passenger door window.

ELLIOT

Taking a piss is going to get very
difficult soon... if you know what I
mean.

*

SPENCER

Not if "you know what" melts off first.

He slides open the side door and gets in. Kate turns and
faces him. Spencer drives. Elliot extends his hand toward
her.

ELLIOT

(to Spencer)

You can't tell, but I'm flipping you off
right now.

Kate laughs, Spencer almost cracks a smile.

*

KATE

Are you guys hungry?

SPENCER

No.

ELLIOT

Starving.

EXT. 5N FREEWAY - MOMENTS LATER

Their van exits the freeway. Heads towards a nearby diner.

INT. SPENCER'S VAN - MOMENTS LATER

Spencer parks the van.

KATE

Elliot, can you walk?

ELLIOT

No, my foot's killing me. You two go in
without me.

*

SPENCER

Here's my breakfast.

Spencer takes a deep drag of her cigarette and blows a smoke
ring out the window.

*

*

(CONTINUED)

CONTINUED:

SPENCER (CONT'D)
Get me a coffee... Black.

*
*

KATE
I'll be right back.

Suddenly, a flood of water rushes out and hits the ground as she opens the door. Spencer and Elliot are both shocked.

KATE (CONT'D)
...Sorry.

Kate leaves. Spencer and Elliot sit in silence... Finally...

*

ELLIOT
So... How was your sleep?

*

SPENCER
(sarcastically)
It was amazing. How is becoming less of a man by the minute?

*
*

Elliot smirks.

*

ELLIOT
Do you have another cigarette?

She tosses a cigarette behind her. Then a lighter.

SPENCER
Don't steal my lighter.

Elliot opens the side door. His legs dangle outside. Lights his cigarette. Exhales into the air. Chokes a little.

ELLIOT
Ahh, fresh air. Are you going to see if the doctor can help you too?

SPENCER
There's nothing wrong with me.

ELLIOT
Must be something wrong, I mean, you want to die.

SPENCER
A lot of people want to die. That's actually pretty normal.

ELLIOT
But, why do you want to-

*
*

(CONTINUED)

CONTINUED: (2)

SPENCER

-Just smoke.

*
*

Elliot nods. Kate returns with a bag of food. She sits and pulls out two sandwiches.

KATE

She's not a morning person, is she?

*
*

ELLIOT

Guess not... So Kate, how long have you been, you know?..

*

KATE

I dripped as a girl, off and on, you know, easy to hide. But recently, it's gotten worse.

ELLIOT

Is it genetic?

KATE

I don't know, I'm adopted, so I guess it could be. What about you, you excited to go home?

ELLIOT

My dad and I have never met. I don't know anything about my mom either. Been in and out of foster homes all my life.

Kate leans over and squeezes the built up water from her hair out the window.

KATE

You think he's melting away too?

ELLIOT

My dad? I don't know. The letter just said he's dying... I guess I'll find out. Spencer, what about you? Your whole family suicidal?

*

SPENCER

Jesus! You're a fun bunch to be around... If I didn't want to die, I definitely do now.

*

EXT. SPENCER'S VAN - DAY

The van drives down the 5N freeway. The sun descends.

INT. SPENCER'S VAN - NIGHT

Spencer drives. Kate sits with a clean white towel wrapped around her hair, as she wipes herself dry with another towel. Elliot stares at his pathetic excuse for a hand.

ELLIOT
Spencer, how you gonna do it?

SPENCER
Do what?

ELLIOT
You know, your ticket outta here?

SPENCER
Not sure yet... But I'll let you know if you're still tangible.

ELLIOT
Okay...If you did dream-

SPENCER
-Oh god....Here we go.

ELLIOT
-No but if you did. One dream. Just one...Would you still want to die?

SPENCER
What does it matter? I don't dream.

ELLIOT
Why can't you answer the question?

SPENCER
There is no answer because it ain't gonna happen, okay! Just like you ain't gonna stop leaking all over the place, and just like he ain't gonna stop melting!...Not until we're all dead! Then it stops.

ELLIOT
Or, till the doctor cures us.

SPENCER
What's he going to do, grow you new hands?

The van suddenly begins to PUTT.

SPENCER (CONT'D)
Shit! Shit! Shit!

(CONTINUED)

CONTINUED:

Spencer pulls off to the highway shoulder as they roll to a stop.

SPENCER (CONT'D)
We're out of gas!

ELLIOT
Do you have a gas can?

Spencer turns around to him in disbelief.

ELLIOT (CONT'D)
What! That's a perfectly valid question.

SPENCER
What are you sitting on, idiot?

Elliot looks down and realizes he is sitting on the gas can.

ELLIOT
Stay here, ladies... I'll be right back.

SPENCER
What are you going to do, hold it in your teeth as you limp and moan the whole way there?

EXT. ALONGSIDE FREEWAY - MOMENTS LATER

Spencer walks ahead as she smokes. Kate follows with the gas can. Elliot limps close behind.

KATE
It's so pretty out tonight.

SPENCER
It's pitch black out, Kate.

They walk to an off-ramp. The crickets sing loud to the moon.

ELLIOT
Listen to the crickets, it's like music.

SPENCER
It's a bunch of bugs! What's with you two!

KATE
Wow, it does sound like music!

Spencer rolls her eyes.

ELLIOT
What? Don't tell me you don't like music?

(CONTINUED)

CONTINUED:

SPENCER

What does music do for anyone? Nothing!

ELLIOT

Wow... I love music. I need music!

SPENCER

Will music bring your fingers back?...
Then you don't NEED music.

ELLIOT

What about movies, do you like-

SPENCER

No, another complete waste of time.

KATE

Wait a second! You watch TV!

SPENCER

Doesn't mean I like it. At least everyone
in TV tries to be fake, and that's real.

ELLIOT

Not everybody is fake.

SPENCER

You want to know what's real? You
melting, her leaking, and me killing
myself... but that's not what we see on
TV is it! We watch TV to escape life
because life is real. We want the fake.
Plus, TV helps me sleep.

EXT. GAS STATION - MOMENTS LATER

Spencer, Kate, and Elliot walk up to the gas station.

We see Noah, as he waits at a nearby pump with a full gas can
at his feet. They approach him.

KATE

Hello, we-

Noah picks up the full gas can and hands it to Kate.

NOAH

-Here you go. Keep the can.

KATE

(puzzled)

How did you know-

(CONTINUED)

CONTINUED:

NOAH
-I know things.

SPENCER
Why else would we be walking to a gas station! You know things? Yeah, obvious things.

NOAH
You're right, Spence...Have fun in Califoregon.

ELLIOT
Hey, he does know things!

SPENCER
This is clown shit. Let's go.

KATE
(to Noah)
You really know things?

Noah nods.

SPENCER
Okay. Prove it!

Spencer puts her hand behind her back.

SPENCER (CONT'D)
How many fingers do I have behind my back?

NOAH
Well, Spencer...You have five fingers behind your back...THAT was obvious.

Elliot and Kate laugh.

SPENCER
I meant how many was I holding up smart ass?

ELLIOT
My turn. How many am I?

Elliot throws both arms behind his back.

NOAH
Interesting...all you got left, kid.

Kate and Elliot are amazed. Spencer is not so convinced.

(CONTINUED)

CONTINUED: (2)

NOAH (CONT'D)

I'm Noah...Nice to meet you, Kate.

KATE

That's a little creepy!

ELLIOT

Hey, shouldn't you-

NOAH

-Why should I be rich?

ELLIOT

Because you know things. Like the-

NOAH

-It doesn't work like that. I know the winning numbers, but I also know who's supposed to win.

SPENCER

I'd be filthy rich. You're an idiot.

NOAH

And you're hungry!

SPENCER

You're wrong and I'm bored. Can we go now?

*

Spencer takes a few steps, but sees no one has followed her.

KATE

Have you always known things?

NOAH

Yeah, it's kinda my thing.

ELLIOT

That's amazing.

NOAH

Not really.

KATE

Why not?

NOAH

I knew my parents were going to die before they actually died... And I knew I couldn't prevent it...

*

(CONTINUED)

CONTINUED: (3)

SPENCER

How you all attract each other is beyond me!

ELLIOT

So, you know about us then?

Noah nods. Spencer comes back to the conversation.

SPENCER

So, do I die soon or what?

NOAH

No. But you die happy.

SPENCER

Well, I am happy to die... soon!

*

ELLIOT

What about me? Should I know anything?

NOAH

Yeah, Spencer's going to strip you naked when you two are alone.

*

SPENCER

You're high!... That's never gonna happen!

*

Noah looks at Kate. She nervously looks down.

KATE

I don't want to know anything.

NOAH

You should know something. In about ten minutes, it's going to rain. You should go now, but I'll see you all again soon.

SPENCER

Right, when we come fill the tank. Again, obvious! Can we go now?

Kate, Elliot, and Spencer walk off. Noah shouts.

NOAH

Kate! Take him with you.

KATE

Take who with me?

NOAH

The Sandman!

(CONTINUED)

CONTINUED: (4)

SPENCER
And you call me a junkie?

*
*

Noah leaves. Spencer, Kate, and Elliot head back to the van.

INT. SPENCER'S VAN - MOMENTS LATER

They reach the van.

SPENCER
Goddamn it! A pig shit on my car!

*

Spencer points to her windshield and there is a ticket left from the highway patrol. Suddenly, it begins to rain. Spencer looks up at the sky and then at Kate.

SPENCER (CONT'D)
Wow, he watches the weather channel!

INT. NOAH'S PICK UP TRUCK - MOMENTS LATER

Noah pulls out the list of names. There are eight names on it: Katherine, William, Elliot, Spencer, Rex, Donna, Mary and Adam.

He grabs a pen and circles Katherine, Elliot, and Spencer.

He jots down a question mark behind William, Rex, and Donna.

He crosses out the names Adam and Mary.

FLASHBACK

INT. BEDROOM -EVENING

A young Noah bursts out of bed. He is in tears.

YOUNG NOAH
No!

He runs through his house, out the door, and down the road to what appears to be a town meeting. But instead, there are many adults slumped over, dead in their seats, and several more on the ground. Empty cups are scattered about. He sees his father lying motionless on the ground.

YOUNG NOAH (CONT'D)
Dad!

He runs toward his father.

Suddenly, a man steps in front of him, blocking his path. He is a younger Mr. Machine (early 30's), known then as Michael.

(CONTINUED)

CONTINUED:

YOUNG MR. MACHINE

Noah!

YOUNG NOAH

What did you do?

YOUNG MR. MACHINE

Why ask if you already know?

He hands Noah a cup full of the liquid. Noah slaps the cup away and runs off.

END FLASHBACK.

INT. SPENCER'S VAN - NEXT MORNING

Spencer drives. Elliot sleeps in the back. Kate slowly stirs awake. We see water drip from her hair as she sits up.

KATE

Have you been driving all night?

SPENCER

Do you think Noah was full of shit?

Elliot wakes and lets out a moan of pain. Kate turns around.

KATE

Elliot, what's wrong?

ELLIOT

I don't know! My fingers feel like they're burning!

SPENCER

What fingers? Oh, you mean like phantom pains? Just take this. You won't feel shit now!

She tosses him a pill. It bounces off his chest.

KATE

He doesn't need pills, Spencer!

SPENCER

Oh, relax, it's just a pain killer.

INT. MR. MACHINE'S CAR - CONTINUOUS

Mr. Machine drives on the empty highway. A flock of pigeons follow close behind.

*
*
*
*

EXT. ROAD - LATER

We see Spencer's van drive by an isolated house surrounded by sand.

INT. SPENCER'S VAN - CONTINUOUS

Kate sees the house of sand. Her eyes widen.

KATE
That house!

ELLIOT
What about it?

KATE
Spencer... Stop!

*

SPENCER
What now?

Spencer stops in the middle of the road.

KATE
Remember what Noah said?

SPENCER
I remember Noah was full of shit, Kate!

KATE
We are supposed to bring the Sandman!

SPENCER
Just listen to that sentence! We're not supposed to bring a sand man! I'm not supposed to do anything, but die! Can we just stick to the plan?

*

*

KATE
Spencer, I believe Noah. We need to stop.

ELLIOT
I do too.

SPENCER
Oh, you do too, huh? Well, I don't trust Noah and I don't trust you!

KATE
Well, you can trust me.

SPENCER
I know when someone's being played.

(CONTINUED)

CONTINUED:

KATE

You're insane! We're not playing you, you invited me, remember?

SPENCER

Yeah, after your little sob story. Then we somehow meet this punk, with again, a similar "I'm dying" story. Oh, and you both need to go to the same exact place, no one has ever heard of, to see a magical doctor before you die. Give me a break!

*

KATE

Spencer, I'm not lying to you!

SPENCER

Everybody lies, Kate.

KATE

I don't.

SPENCER

Really? Did you read my letter?

KATE

What?

SPENCER

It had wet marks on it, Kate.

KATE

I thought it was a suicide note.

SPENCER

Who would I write it to? You lied. Now get out.

*

KATE

I'm sorry, Spencer.

SPENCER

You're sorry you got caught, Kate. And I'm sorry I ever let you two in here.

ELLIOT

You know, I might be melting and Kate might be filling up with water... But you... You've got it the worst.

*

*

(CONTINUED)

CONTINUED: (2)

SPENCER

That line would have been better if you were actually exiting the van while you said it. Now, you're just sitting there looking stupid.

*
*

KATE

Spencer, I thought we were friends.

SPENCER

What made you think that? Are you crying? I can't tell because of... You know? But don't feel bad, friends don't exist, Kate. Watch I'll prove it now... That means you two get out and I drive away.

*
*
*
*
*

Kate and Elliot exit the van. Spencer races off.

Kate sits down next to Elliot.

ELLIOT

Now how are you going to get to the doctor?

KATE

Same way you're gonna see your dad. We think of something!

She lies back. Water races down her body. Her eyes shut.

EXT. ROAD - LATER

Kate wakes up and quickly stands. Elliot is gone. She looks down and sees one of his shoes. She grabs it.

KATE

(shouts)

Elliot! Oh, No! Elliot!

She looks toward the sand house. Sees Elliot. He's now missing one foot. She rushes to him.

KATE (CONT'D)

Elliot, your foot!

ELLIOT

I know... It's getting worse, Kate.

*

EXT. THE SAND HOUSE - MOMENTS LATER

Elliot limps through the sand covered yard.

KATE

Elliot, what are you doing?

(CONTINUED)

CONTINUED:

ELLIOT

That's why we're here Kate. To get this
guy... So, let's get him. *

He leans against the front door. Kate trudges through the
yard and leaves a trail of wet sand behind her.

KATE

Here's your shoe. Oh, and what do we say?

Elliot grabs his shoe and knocks.

ELLIOT

You'll think of something.

MAN'S VOICE (O.S.)

What do you want?

ELLIOT

Are you the Sandman?

MAN'S VOICE (O.S.)

Sand's free... take as much as you like. *

KATE

Umm... Noah told us to see you! *

MAN'S VOICE (O.S.)

"No one told you to see me?" Okay. Well,
thanks for stopping by. *

KATE

Noah! From the gas station!

MAN'S VOICE (O.S.)

Don't know him... Maybe he meant the
other house that's covered in sand! *

KATE

There's another one?

MAN'S VOICE (O.S.)

No. I was being spefee-fespeesh-

KATE

Facetious?

MAN'S VOICE (O.S.)

Yeah.

Moments pass. Elliot nudges her to talk.

(CONTINUED)

CONTINUED: (2)

KATE

Are you going to open the door or not?

The door unlocks and opens. BILL, mid 20's, black framed glasses stands. We see sand trickle down from his sleeves.

KATE (CONT'D)

The Sandman!

BILL

My name's not Sandman, it's Bill.

KATE

Hi Bill... My name's Kate.

*

He wipes sand from his glasses and gets a proper look at Kate. He stares into Kate's eyes and shyly smiles. He is speechless from her beauty.

Kate and Elliot feel awkward. They finally break the silence.

KATE (CONT'D)

Are you okay?

He snaps out of his daze and looks away from her eyes. He notices water drip from her body.

BILL

Did you swim here or something?

ELLIOT

I'm Elliot.

Bill notices Elliot's missing foot. Then looks away.

ELLIOT (CONT'D)

I'm melting.

BILL

Clearly.

KATE

Can we come in?

Bill steps aside. They enter.

BILL

It's kind of messy.

INT. HOUSE OF SAND - MOMENTS LATER

The carpet is layered with sand. Bill picks up a shovel and plows them a walk-way toward a sandy couch. Kate sits down.

(CONTINUED)

CONTINUED:

Elliot plops into a fresh mound of sand. He takes an impaled cigarette from a sand mound and lights it.

KATE

Nice house. It's very... beachy?

*

BILL

Or a desert. What exactly do you guys want?

ELLIOT

We came to get you.

BILL

Get me? What does that mean? Get me?

KATE

Take you with us.

BILL

I'm not going anywhere, sweetheart.

KATE

Why not?

BILL

Take a wild guess.

ELLIOT

That's why you need to come with us. You stay here, you die.

BILL

I die either way.

KATE

What if I told you there's a way to save you.

Bill rolls his eyes.

BILL

You want to...Save me?

KATE

Not SAVE you, save you. Noah said to...

BILL

Well... You tell this Noah guy, I'm doing just fine on my own.

*

ELLIOT

Doesn't look like it.

(CONTINUED)

CONTINUED: (2)

BILL
You're one to talk.

KATE
I know this is crazy, but you have to
come with us to Califoregon.

Bill laughs.

BILL
Califoregon?... Where did you two escape
from?

*

KATE
Bill, you have to come with us.

BILL
That's not going to happen. First off,
that place doesn't exist. Second, you two
are complete lunatics. Oh, and third, if
you haven't noticed, I kind of have a...
problem.

*

ELLIOT
In case you haven't noticed, we all do.

KATE
So, you want to just die here?

BILL
Doesn't matter what I want. It's what's
going to happen.

KATE
Not if the doctor can help you too.

BILL
What doctor?

KATE
That's where we're going. To a doctor who
can help us.

BILL
I don't think medical school covered
extracting sand from a human's body.

KATE
Maybe not... But it's worth a shot,
right? You don't want to just wither away
all alone, do you?

*

(CONTINUED)

CONTINUED: (3)

BILL
I've been alone all my life, I am
certainly not afraid of dying alone.

KATE
But you don't want to die, do you?
What have you got to lose?

BILL
Nothing.

*

Bill puts his cigarette out into another sand mound.

BILL (CONT'D)
And if he can't help me?

KATE
Then he probably can't help us, but at
least we die trying.

BILL
...A kiss.

KATE
Excuse me?

BILL
I'll come with you to this non-existent
place, but you have to kiss me first.

KATE
What? No! Are you serious?

BILL
It's the only way I'll go.

KATE
If I don't kiss you, you're going to stay
here and die?

BILL
That's the deal.

KATE
This is ridiculous. Just kiss a girl on
the way. I'm sure we can stop at a bar or-

BILL
-Kate. I want a kiss from you. I've never
met a girl as pretty as you before and
chances are I won't ever again. I want
one before we leave... And one when we
get there. If we ever get there.

*

(CONTINUED)

CONTINUED: (4)

KATE
Now you want two?

BILL
Or you both can leave now, without me.

KATE
Well, I'm flattered, but I do need to think about it.

BILL
Okay, but we are in a life or death kind of hurry, remember?

KATE
I'll sleep on it.

BILL
There are blankets in the closet.

Bill retreats to his bedroom.

ELLIOT
Well, that was awkward. What are you going to do?

KATE
I'm going to sleep on it.

Kate pulls out two large blankets from the closet and sinks into the couch. Elliot nestles on a mound near her.

INT. NOAH'S PICK UP TRUCK - NIGHT

Noah is parked near the shore of the beach. He holds a bottle wrapped in a brown bag. As he takes a swig...

FLASHBACK CONTINUES.

INT. HOUSE -EVENING

Young Noah bursts through the front door of the Doctor's house. He runs to the bedroom, it's empty.

YOUNG NOAH
Doctor!

As he exits the house, an arm grabs young Noah. He shrieks in fear, but it's the doctor (Young Dr. W, 30's). He looks ill.

YOUNG NOAH (CONT'D)
Doctor! Michael killed them. He killed everyone.

(CONTINUED)

CONTINUED:

YOUNG DR. W
I know, son. I know.

YOUNG NOAH
You got to stop him!

YOUNG DR. W
I will, Noah... First, you must do
something for me, right away! Take my
keys. Quickly go to every house with an
infant, there's eight. Use your gift to
find them. You must hide them.

*

YOUNG NOAH
Hide them where?

YOUNG DR. W
Just drive them far away from here.

YOUNG NOAH
Which houses? How do I find them?

YOUNG DR. W
You'll know. And leave this letter with
the newborn. Now go!

DR. W hands young Noah the keys to his pick up truck and an
unopened envelope.

END FLASHBACK.

INT. BILL'S BEDROOM - LATER THAT NIGHT

Bill sleeps in bed. A dark figure slowly enters the dark room
and crawls onto his bed.

KATE
(whispers)
Bill?

Bill shifts awake.

BILL
Kate?

Kate leans in and kisses him. A moment becomes more as their
lips interlock. She pulls away. They are face to face.

KATE
We leave in the morning.

EXT. THE SAND HOUSE YARD - DAY

They stand on a sandy, but empty driveway. Elliot sits.

(CONTINUED)

CONTINUED:

KATE
I just thought you...I don't know... Had
a car.

*

BILL
Nope... Figured you did.

*

KATE
Nope.

BILL
Well, it was a lovely thought.

ELLIOT
I did see a bike in your yard.

*

Kate and Bill look at Elliot.

EXT. ALONGSIDE FREEWAY - MOMENTS LATER

Bill rides a bike with Kate cradled on the handle bars.

Behind them is a long rope fastened to their seat. The rope
leads to a wheel barrel with Elliot nestled inside.

Elliot wears goggles. Bits of sand and water shower him from
Kate and Bills windy trail. Elliot spits out grains of sand
from his mouth while he laughs.

EXT. BEACH FRONT PARKING LOT - DAY

Spencer exits the van and walks through the sand to the
shore. She sits and gazes out toward the vast open ocean.

SPENCER
Overrated.

Spencer pops the lid off a pill bottle. She reopens her
envelope and holds her letter against her chest. She begins
to drift asleep, snapping in and out. A few moments later,
she pulls the brown sack from her coat and slowly unties
it... She looks inside the brown sack.

*

*

SPENCER (CONT'D)
(slurring half awake)
...Pretty.

*

*

*

Her face is lit from the contents in the brown sack. Her eyes
close. She drops the brown sack and lies down. She stops
breathing.

The shadow of a man walks up behind her, picks up the sack
and pours some of it's contents into her mouth.

(CONTINUED)

CONTINUED:

Spencer's eyes burst open. We see it's Mr. Machine. He tucks the brown sack under his coat.

SPENCER (CONT'D)
How did you find me!

MR. MACHINE
We're not finished.

SPENCER
Forget the Goddamn list! I'm not helping
you anymore. I'm done. *

MR. MACHINE
I need you... And you need these. *

He tosses half a dozen full pill cases into the sand. They land before her feet.

SPENCER
No... You used me to get to those people. *

MR. MACHINE
I didn't use you... I taught you. *

SPENCER
What do you mean, you taught me!

MR. MACHINE
I'll explain after we finish the list. We
don't have much time.

SPENCER
I'll just kill myself again and again.

MR. MACHINE
And I will bring you back again and
again.

SPENCER
I don't belong here!

MR. MACHINE
I know you don't. When we finish, you can
die whenever you want. I won't bring you
back. I promise.

INT. NOAH'S PICK UP TRUCK - CONTINUOUS

Noah wakes up parked along the shore. He sees Spencer and Mr. Machine in the beach parking lot across the street from him.

NOAH
And so it begins...

EXT. BEACH FRONT PARKING LOT

Mr. Machine holds Spencer's arm as they walk to their cars.

MR. MACHINE

Follow me back home. And don't try anything stupid. Where were you going to hide, Alaska?

SPENCER

Maybe. I was dropping a bunch of whack jobs off in some town. Then, I just planned on driving off some cliff or something.

Mr. Machine stops and whips her around to face him.

MR. MACHINE

You weren't alone?

SPENCER

I am now.

MR. MACHINE

What town were they heading for?

SPENCER

Some town that doesn't exist. Why?

MR. MACHINE

Say it!

SPENCER

Califoregon. So it does exist?

Mr. Machine quickly pulls out his list.

MR. MACHINE

That's your gift, Spencer... Attraction. They are drawn to you and you to them. How do you think we found the other two! How do you think I always find you?

*

SPENCER

Gift? Are you high? These people hate me.

MR. MACHINE

Take me to them.

SPENCER

Believe me, you have no interest in these two. They belong in a circus, plus they're dying anyway.

(CONTINUED)

CONTINUED:

MR. MACHINE

So he found them first, did he. Spencer,
do you recognize these names, William?

Spencer shakes her head.

MR. MACHINE (CONT'D)

Kathryn?

SPENCER

No. What is this?

MR. MACHINE

Elliot?

Spencer's eyes widen. Mr. Machine smiles.

MR. MACHINE (CONT'D)

Elliot. Good girl!

SPENCER

Kathryn... Oh no, Kate.

*

MR. MACHINE

It is imperative they do not reach that
doctor.

SPENCER

But they're dying.

MR. MACHINE

They certainly are.

Mr. Machine opens the passenger door. A pigeon sits on the
hood. Mr. Machine bats it away. It flies off and joins the
flock circling overhead.

They drive off. Noah follows.

EXT. SEEDY DIVE BAR - NIGHT

Bill, Kate, and Elliot ride up and stop at a seedy dive bar.
The neon sign above the bar even reads: Seedy Dive Bar. With
no brakes, the wheel barrel continues and plunges into a
bush. It tips over and Elliot falls out. Bill puts the bike
against a wall. Elliot struggles to stand, then limps towards
Bill and Kate. They reach the door.

INT. SEEDY DIVE BAR - MOMENTS LATER

Drunken PATRONS stumble about as they sit at a table.

KATE

Where are we?

(CONTINUED)

CONTINUED:

HANK, a large, burly man, walks by and slams down a large foaming mug onto their table.

HANK
Watch my beer, ladies!

He walks off and vanishes into the crowd. Kate, Bill and Elliot are puzzled.

MARGIE, late 30's, waitress, bright make up caked on her face, approaches their table.

MARGIE
Whatcha three little corn dogs want? *

BILL
Corn dogs? *

MARGIE
We don't serve food here, we serve beer. *

BILL
...Just three beers then. *

Margie walks off to the bar.

KATE
What is this place?

BILL
What, didn't find her charming?

Margie returns to the table with three beers.

MARGIE
Three beers for three queers!

She sets the beers down.

BILL
Thank you, I think.

She sees the large mug of beer at the table, grabs it and walks off. They begin to drink their beers.

KATE
Cheers to the doctor fixing us!

ELLIOT
Or going out with a bang!

BILL
And that kiss you owe me!

(CONTINUED)

CONTINUED: (2)

They click their beer bottles together and drink. Hank returns to their table.

HANK
Where's my beer?!

ELLIOT
The waitress took-

HANK
-You drank it, asshole!

Hank shoves an empty chair aside, knocks their table, and spills Kate's beer. He picks up Bill's beer and downs it. After a loud and drawn out burp...

HANK (CONT'D)
Buy me another!

BILL
I'm not going to buy you another beer.

HANK
I say you are!

ELLIOT
Listen, I'm sure the waitress will bring you another beer if you weren't finished-

HANK
-Shut up, you ugly little pretty boy!

ELLIOT
Ugly, pretty boy? Does that make me average looking?

BILL
I would think so.

HANK
(points to Bill)
What do you say we settle this outside?

BILL
I don't want to fight you.

HANK
(points to Kate)
What do you say YOU and I go outside and settle something else?

BILL
Leave her out of this!

(CONTINUED)

CONTINUED: (3)

KATE
Bill, let's go.

Bill and Kate stand. Hank sees Elliot's missing fingers.

HANK
Damn Boy! You stick your hand in a
shredder?

Bill and Kate help Elliot up off his seat.

They walk towards the exit.

MARGIE
I am so sorry about that.

KATE
That's okay. It wasn't your fault.

MARGIE
Still, you gotta pay for your drinks!

BILL
That guy has our drinks lady!

MARGIE
I completely understand. But, you still
gotta pay!

BILL
We're not paying for drinks we didn't
drink!

MARGIE
(Shouts)
HANK!

ELLIOT
Who's HANK?

MARGIE
The bouncer.

Hank walks up to Margie.

BILL
HE'S the Bouncer? You've got to be
kidding!

HANK
What's the problem, Margie?

MARGIE
Little corn dogs don't want to pay up!

*

(CONTINUED)

CONTINUED: (4)

BILL
Why do you keep calling us corn dogs!?

*
*

MARGIE
I've never called you! Hank, and he's
trying to get my number. I already told
him No.

*
*
*
*

HANK
Is that so!

KATE
Absolutely not. This is crazy!

*

HANK
I knew you all were trouble.

Hank grabs Bill by his neck.

HANK (CONT'D)
Outside!

Hank shoves Bill against the door. It bursts open.

EXT. HOUSE OF SAND (BILL'S HOME) - EVENING

Mr. Machine's car pulls up into the driveway. He exits the
car. Spencer gets out of the passenger side.

MR. MACHINE
You left them here?

SPENCER
Unless there's another guy that collects
shit loads of sand around here.

MR. MACHINE
Stay here, I'll be back in a minute.

Mr. Machine pulls out a large knife.

SPENCER
A knife?

MR. MACHINE
We don't really have time for you to talk
them into suicide, do we?

Mr. Machine walks into the house.

Suddenly Noah pulls up in his pick up truck.

NOAH
Spencer, get in!

(CONTINUED)

CONTINUED:

SPENCER

Noah! What are you doing here?

NOAH

Saving your life. Now get in!

SPENCER

Why does he want to hurt Kate?

NOAH

He wants to hurt all of us.

SPENCER

Us? I'm not like you guys.

NOAH

Get in!

She rushes into Noah's truck. Noah hops out and sticks a small dagger into all four tires of Mr. Machine's car. *

Mr. Machine steps out of the house.

MR. MACHINE

Where are they? ... Spencer! *

Noah hops into the truck. As they drive away, Spencer holds up the brown sack. Mr. Machine quickly checks his coat. It's gone. She stole it again. He gets to his car and sees his slashed tires. He ferociously pounds on his hood.

EXT. SEEDY DIVE BAR - MOMENTS LATER

Hank drags Bill out and throws him to the ground. Bill stumbles and falls. Kate rushes to him.

KATE

Are you okay?

Bill gets up. We see Elliot limp out, unable to help.

HANK

Pay for the drinks or I'm going to give you the ass whipping of your life!

Hank rolls up his sleeves. Water begins to trickle down Kate's face at a quickening pace.

KATE

Stop this!

BILL

We just want to leave, okay! But we're not paying for drinks we didn't drink.

(CONTINUED)

CONTINUED:

HANK
Then, I'll make you pay.

BILL
I'm not going to fight you.

HANK
Then don't.

KATE
Somebody help us.

A CROWD gathers around them. No one wants to miss the fight.

KATE (CONT'D)
Somebody help him!

*

BILL
Don't do this, man.

Hank rushes toward Bill and grabs him. He unloads a fury of punches, sending Bill to the ground. The Crowd cheers. Kate bursts through towards Bill. His lip is busted leaving a sandy blood line down his chin.

KATE
Bill, let's run. Get up.

BILL
How many people hit me?

*

KATE
Just him... But several times.

*

Bill gets up.

HANK
There, you just paid for one drink. Two more installments coming up!

INT. NOAH'S PICK UP TRUCK - MOMENTS LATER

Noah and Spencer speed down the open highway.

SPENCER
Where are we going?

NOAH
Your van. You must get them to the doctor, Spencer!

SPENCER
Why? What the hell is going on? Why don't you just take them.

*

(CONTINUED)

CONTINUED:

NOAH

I have to stay and keep him away for as long as I can.

SPENCER

Why is he killing the people on his list?

NOAH

The doctor will explain everything.

EXT. SEEDY DIVE BAR - CONTINUOUS

Hank walks toward Bill, who is on his knees.

KATE

That's enough. Leave him alone!

HANK

Shut up! No one's talking to you.

BILL

Don't talk to her like that.

Bill suddenly begins to vomit out sand.

HANK

Damn Man, what did you eat, the beach?

Hank approaches Bill. Bill flings his arms... Spraying Hank with pellets of sand. Hank grabs his eyes and stumbles back. Bill stands and rushes Hank. They exchange punches. They both fall to the floor. Hank's on top, punching Bill relentlessly.

*

Kate drips rapidly. Elliot drops to the ground and holds his arm. He watches in pain as his ring finger begins to melt away.

HANK (CONT'D)

Here's payment number two!

KATE

Get off him! You're killing him!

The crowd cheers. Water violently pours from Kate's body. Elliot cringes in pain as he tries to stand.

KATE (CONT'D)

...STOP! I am warning you!

Suddenly, an enormous amount of water falls from the sky directly onto Hank and Bill, drenching the Crowd. Bystanders fall from the impact. Some run, and others stand shocked, wet from head to toe.

(CONTINUED)

CONTINUED:

Everyone silently stares up at the sky. Elliot's eyes lock onto Kate's. Hank has been flung a few yards away against a parked car.

ELLIOT
What was that!

Hank slowly gets up. Bill, also a few yards away, also drenched, gets up. Kate stands motionless.

KATE
I didn't do that, did I? How did that just happen?

BILL
I have no idea.

Elliot and Kate rush to a bruised and battered Bill.

Suddenly, Spencer's van pulls up in front of the wet Crowd. She exits the van and approaches Kate.

KATE
...Spencer?

SPENCER
What did I miss?

She sees everyone is soaked.

SPENCER (CONT'D)
What did you do, Kate... Throw up on everyone?

*

BILL
Who's this?

SPENCER
Who am I, who are you?

KATE
Spencer, this is Bill. Bill meet Spencer.

KATE (CONT'D)
He's the sandman.

SPENCER
Whatever. He looks like "the guy that get's his ass kicked."

ELLIOT
What do you want, Spencer?

(CONTINUED)

CONTINUED: (2)

SPENCER

Oh, Sir Melts-a-lot, you're still around?
How many digits you got left?

Elliot lifts his arm. Only his index finger and thumb remain.

SPENCER (CONT'D)

At least now you got a hand gun.

Elliot smirks and points his "hand gun" at Spencer and shoots.

Hank approaches them.

HANK

I'm not done with you!

Spencer looks at Bill's bloody face.

SPENCER

Really? Because it looks like you're
pretty much done with him.

HANK

Shut up!

As Hank takes another step closer towards Bill, Spencer walks up and slams her fist directly into Hank's face. His nose explodes, sending blood in all directions as he falls to the floor. She stands over him.

SPENCER

No one talks to me like that... NO ONE!
(to Kate, Elliot, and Bill)
You circus freaks still need a ride?

*

Everyone is speechless.

SPENCER (CONT'D)

You guys coming or not?

INT. NOAH'S PICK UP TRUCK - MOMENTS LATER

He sits parked in his pick up truck. Another pick up truck full of immigrants drives by.

FLASHBACK

INT. PICK UP TRUCK -EVENING

Young Noah has the pick up truck full of eight babies packed in the bed of the truck like sardines. He is in a panic. He starts the ignition.

(CONTINUED)

CONTINUED:

In his rearview he sees Michael approach. Suddenly, a young Dr. W tackles him from behind. They both collapse to the ground. Dr. W rises.

YOUNG DR. W
Noah, drive!

Noah peels out and disappears into a cloud of dust.

Young Mr. Machine gets up.

YOUNG DR. W (CONT'D)
You'll never find them.

END FLASHBACK.

INT. SPENCER'S VAN - LATER

Bill lies in the back battered and bruised. Elliot sits next to him dressing his wounds. Kate sits shotgun. Spencer drives.

KATE
Oh, Bill... I have your glasses.

*

SPENCER
Bill! You're William!

BILL
Technically, I guess.

KATE
How did you find us?

SPENCER
Easy, drove around 'til I found a group of people looking like they'd just seen the circus.

*

BILL
Whoa, what's her deal?

ELLIOT
Oh, she's a nut case, man.

SPENCER
I heard that! You want to get your ass kicked too?

BILL
Hey, I got a few punches in.

(CONTINUED)

CONTINUED:

ELLIOT

At least one... You see his nose? No,
wait that was her.

*

They laugh.

SPENCER

Hey phantom pain, how close are we?

Elliot pulls out the map.

ELLIOT

It says take the I-5 highway 'til you
leave California. Then before you enter
Oregon, take the 5-I low way to
Califoregon, and exit the town of Wilby.

SPENCER

Elliot, did you draw this map in crayon?
Oh wait, how would you hold a crayon?

INT. SPENCER'S VAN - LATER

They all are tired and hungry. Bill leaks sand from his
bloody mouth as he drools. Elliot lies in pain from his
missing fingers.

KATE

We're ten miles away from the state line.

They pass a diner.

ELLIOT

One last meal before the healing?

KATE

Yeah. We haven't eaten at all today.

SPENCER

But, I'm not feeding you, Elliot!

EXT. DINER PARKING LOT - LATER

The van pulls into an empty diner parking lot.

INT. DINER - CONTINUOUS

Sally, mid 40's, server, points at the "seat yourself" sign.
They walk through the diner, choose a large table, and sit.
Sally brings four Menus.

SALLY

Would you like to hear the specials
today?

(CONTINUED)

CONTINUED:

SPENCER

No.

Kate looks at Spencer, acknowledging her rudeness. *

SPENCER (CONT'D) *

Sorry, No thanks. *

SALLY

...It's meat loaf.

Sally walks off. *

INT. DINER KITCHEN - MOMENTS LATER

A cook prepares a dinner. Sally enters.

SALLY

One special, a tuna melt, and nachos.

COOK

What's the special?

SALLY

Pot roast, right?

FLASHBACK

EXT. BED OF PICK UP TRUCK - CONTINUOUS

Noah races down the highway.

Young Mr. Machine has Young Dr. W tied to a chair. His face is bruised and lumped.

YOUNG MR. MACHINE

Where is it, Doc?

YOUNG DR. W

I need it. What you did is-

YOUNG MR. MACHINE

-What I did? You did this! Where is it!

YOUNG DR. W

I must use it to bring them back. They can't die like this.

YOUNG MR. MACHINE

You see the dilemma, Doc. You weren't so eager to bring Tess back?

(CONTINUED)

CONTINUED:

YOUNG DR. W

When flesh and bone give out. We can only accept our fate. But, what you did is murder.

YOUNG MR. MACHINE

You watched her die! My wife!

YOUNG DR. W

I did everything I could to save her! Who are we to bring her back?

YOUNG MR. MACHINE

Who are you to bring them back?

Mr. Machine kneels down and wipes blood away from his face.

YOUNG MR. MACHINE (CONT'D)

This blood is on your hands.

END FLASHBACK.

INT. DINER KITCHEN - LATER

The cook has all four plates ready for departure. Suddenly, Mr. Machine enters from the back door and touches his shoulder. The cook drops dead.

Mr. Machine reaches into his pocket and pulls out a black flask. He unscrews the lid and a black powder releases and absorbs into the food. He taps the server bell.

MR. MACHINE

Pick up!

INT. DINER - MOMENTS LATER

Kate, Bill, Elliot and Spencer all await their meals. Spencer freezes as she recognizes the voice calling for "pick up". Sally walks toward the kitchen. Spencer begins to fidget.

She looks at Kate, who drips onto the table as Bill wipes it off with his napkin.

KATE

I'll be right back.

Kate gets up and rushes to the ladies room. Water drips profusely as she runs.

INT. LADIES ROOM - MOMENTS LATER

Kate bursts through the door and rushes straight to the sink. She vomits a large amount of water... The sink begins to overflow.

Kate catches her reflection in the mirror as she examines her soaking body. She sobs, mixing her tears freely with the rapid current running down her face.

INT. DINER KITCHEN - MOMENTS LATER

Sally enters and sees Mr. Machine.

SALLY

Where's-

MR. MACHINE

-He's out back. I'm covering for him.

SALLY

Who are you?

MR. MACHINE

Serve the fucking food!

Sally begins to tremble as she picks up the four dishes and balances them on one big serving tray.

INT. DINER - MOMENTS LATER

Spencer is filled with anxiety. Sally approaches with a tray of food. Spencer takes a big gulp of water.

ELLIOT

Here she comes. Finally! I'm starved!

Spencer INTENTIONALLY catapults out of her seat and collides into Sally, sending the four plates crashing down to the floor.

SPENCER

Watch where you're going you clumsy bitch!

Kate returns from the ladies room and rushes over to the mess.

KATE

Are you guys okay, what happened?

SALLY

I'm so sorry! I don't know what happened.

(CONTINUED)

CONTINUED:

SPENCER

Come on Kate, let's go somewhere where they are proficient in walking!

ELLIOT

I'm sure they can just make us new ones.

BILL

Yeah, it was an accident. No harm done.

Spencer looks toward the kitchen and sees Mr. Machine through the kitchen door's round window. He looks angry. The door bursts open. Spencer turns back to the table.

SPENCER

No, we're leaving now. Kate... Trust me!

*

Spencer starts to run toward the front door. Kate, Bill and Elliot see Mr. Machine march toward them. As he walks, tables and chairs dramatically part like the red sea and crash into nearby walls.

BILL

Is that the manager?

SALLY

No! That is definitely not the manager.

*

KATE

Bill... Run!

*

Kate and Bill help Elliot and run toward Spencer.

As they reach the front entrance, the door slams shut and locks on its own. They turn and see Mr. Machine get closer. The lights go out as he gets closer.

MR. MACHINE

Spencer! Bad girl!

Sally is scared stiff, unable to run.

SALLY

...Sir, I'm going to have to ask you to-

Mr. Machine touches her head.

MR. MACHINE

-Leave.

Her body goes limp and drops to the floor.

KATE

Oh my God! Open the door!

(CONTINUED)

CONTINUED: (2)

Bill starts to kick it!

BILL
It won't open!

The lights are completely out in the diner. Suddenly, a pair of head beams bursts through the windows sending a flood of light on Mr. Machine. Mr. Machine turns to see where the head lights are coming from. As he turns, Noah's pick up truck crashes through the windows and collides into tables and chairs. Mr. Machine tries to dart out of the way, but it is dark and we are unable to see if he was hit. Noah jumps out of the truck and leads the frightened foursome out through the path of debris.

NOAH
Let's go!

They all dart through the shattered window and escape to the parking lot.

EXT. DINER PARKING LOT - MOMENTS LATER

They all pile into the van. Noah stops. They start the van.

KATE
Noah, Come on!

NOAH
I have to stay.

KATE
Are you crazy! Get in!

NOAH
Tell the doctor what I gave you! He'll know what to do.

KATE
What do you mean? What did you give us?

NOAH
...Time.

Mr. Machine walks through the broken window and approaches.

NOAH (CONT'D)
Get out of here!

The van races off.

EXT. DINER PARKING LOT - MOMENTS LATER

Noah and Mr. Machine face off, like a western duel, in the empty parking lot.

MR. MACHINE
So, the old man's still in business?

NOAH
Cut the shit, Michael!

MR. MACHINE
Michael's gone. I'm a machine with only one function. And it's what I do best.

NOAH
What's that, chase kids?

Mr. Machine smiles.

MR. MACHINE
...Little Noah?

NOAH
I'm not so little anymore.

Instantly, they charge each other and collide. Sparks fly off of them in all directions. Mr. Machine picks Noah up and throws him a few parking spaces away. Noah hits the ground and rolls. Blood spurts out of Noah's mouth. He gets up.

Mr. Machine charges forward. Noah slams his hands together, sending a shock wave toward Mr. Machine. It slams into his chest. Mr. Machine flies back and hits the floor. He springs up and dusts off his suit.

MR. MACHINE
Is that all you got... Kid!?

*

NOAH
They deserve a chance to live.

MR. MACHINE
Depends who you ask.

Mr. Machine extends his arm and reels it back in, forcing Noah to be reeled in face to face. Noah can't move.

MR. MACHINE (CONT'D)
Do you remember that night?

FLASHBACK.

INT. TOWN OF WILBY, DOCTOR'S ROOM - DAY

Young Dr. W is in the midst of delivering a baby to a beautiful woman, Tessa, late 20's. Young Mr. Machine (Michael), her husband, is by her side.

YOUNG DR. W
Push, Tessa. You're doing great.

She is in agonizing pain and sweating heavily. Young Mr. Machine is in a worried panic.

YOUNG MR. MACHINE
Doctor! Help her! She's in pain!

YOUNG DR. W
Michael, stand back. I need you to control yourself.

YOUNG MR. MACHINE
Tessa, I'm right here. Everything's fine.

YOUNG DR. W
The baby's almost out, but it's not breathing. Tessa, I need you to push.

YOUNG MR. MACHINE
Why's there so much blood, Doc? What are you doing to her?

YOUNG DR. W
Michael, leave the room, now!

YOUNG MR. MACHINE
I'm not going anywhere, doc!

Tessa screams in pain and passes out in shock.

YOUNG DR. W
Leave the room so I can do my job!

Young Mr. Machine kicks a chair across the room as he storms out.

Young Dr. W shuts the door and leans in close to Tessa. He puts both his hands on her face and closes his eyes.

Tessa's memory begins.

EXT. PARKING LOT - DAY

Tessa is younger and lively. She walks hand in hand with a handsome MAN. They stop at a parked car.

(CONTINUED)

CONTINUED:

We see Michael, at a distance watching Tessa. In his eyes, his intensity becomes obsessive. As Tessa and the Man start to kiss, he gives a deviant smile.

As Tessa gets in her car and drives off, Michael follows the handsome Man through the parking lot and into an alley.

BACK TO:

INT. TOWN OF WILBY, DOCTOR'S ROOM - MOMENTS LATER

Moments later, Tessa wakes. Her pain floods back.

TESSA
Doc, what happened to me?

YOUNG DR. W
Close your eyes, Tess. I need to see this.

She closes her eyes. He places both hands on her face again.

BACK TO:

TESSA'S MEMORY

EXT. CEMETARY - DAYS LATER

Tessa stands alone at a grave. She is dressed in all black. As she mourns, Michael, in a black suit walks up behind her.

YOUNG MR. MACHINE
He was a great man.

Startled, Tessa turns around. She wipes a few tears away.

TESSA
Yes, he was... You here for the funeral? *

YOUNG MR. MACHINE
I am.

TESSA
I'm sorry, but it was over two hours ago.

YOUNG MR. MACHINE
That's a shame... May I ask what you are still doing here? *

TESSA
...I can't seem to leave. We were to be married next month. I feel like walking away... I don't know... finalizes everything. *

(CONTINUED)

CONTINUED:

YOUNG MR. MACHINE
I'm sorry for your loss.

TESSA
Thank you... How did you know him? *

YOUNG MR. MACHINE
Oh, I just met him... It was brief. *

TESSA
Through work?

YOUNG MR. MACHINE
Yes.

TESSA
...You don't strike me as a hair stylist.

YOUNG MR. MACHINE
...All my life.

TESSA
Well, any how, thank you for coming and showing support, I'm sure he'd really appreciate it.

YOUNG MR. MACHINE
Of course... Would you be interested in getting a cup of coffee? *

TESSA
...No, I'm sorry, I just don't think-

YOUNG MR. MACHINE
-I mean, I have so many questions about him and now I'll never get the chance to know him, and you knew him more than anyone.

She looks at the grave.

BACK TO:

INT. TOWN OF WILBY, DOCTOR'S ROOM - CONTINUOUS

Her eyes open. She is horrified.

TESSA
He killed him!

YOUNG DR. W
Yes, and he brought you here.

(CONTINUED)

CONTINUED:

TESSA

Why can't I remember anything? My whole life.

YOUNG DR. W

He has drugged you, and you've been sedated ever since. I should have seen it. I am so sorry, Tess.

TESSA

But I can remember now. I feel alive again.

YOUNG DR. W

The drug is in your blood... And your blood is leaving your body.

*

She screams in pain. Her labor climaxes.

YOUNG DR. W (CONT'D)

One more push, Tessa.

She pushes and successfully delivers the baby.

TESSA

Doctor, is my baby okay?

YOUNG DR. W

Tess, your baby's a hazard. I'll do all I can, but it's up to her now.

TESSA

Doc, keep my baby away from him!

YOUNG DR. W

I need to get your baby breathing. I will be right back.

Dr. W rushes the baby out of the room to revive it.

Moments later, Michael enters the room.

YOUNG MR. MACHINE

You did it, Tessa. We have a baby.

Tessa whispers as she fades into a deep sleep.

TESSA

I'm free.

Her eyes close. Young Mr. Machine frantically tries to wake her.

(CONTINUED)

CONTINUED: (2)

YOUNG MR. MACHINE
Doctor! Something's wrong! Hurry!

Young Dr. W rushes in.

YOUNG MR. MACHINE (CONT'D)
She's not breathing. Help her!

Young Dr. W checks her pulse; she's no longer breathing. He desperately tries to revive her... to no avail. *

YOUNG DR. W
I'm sorry. She's left this world.

YOUNG MR. MACHINE
Then bring her back!

YOUNG DR. W
I can't. You know I can't. I'm sorry.

YOUNG MR. MACHINE
Bullshit! Bring her back! Find a way!

YOUNG DR. W
Michael, for her, there is no way.

YOUNG MR. MACHINE
-If you don't bring her back I will end this town and everyone in it!

YOUNG DR. W
Michael! Go home and mourn your wife!

YOUNG MR. MACHINE
I swear to you... If she's not alive tomorrow... It's in your hands! *

YOUNG DR. W
She's in God's hands now, Michael.

Young Mr. Machine opens the door to leave. A young Noah eavesdrops by the door. Young Mr. Machine storms out.

END FLASHBACK.

BACK TO:

EXT. DINER PARKING LOT- MOMENTS LATER

Mr. Machine has Noah by the neck. Noah is on his knees, gasping for air.

MR. MACHINE
Did you see this coming, Noah?

(CONTINUED)

CONTINUED:

NOAH
I'll tell you later.

Mr. Machine squeezes the life out of Noah. He drops dead.

EXT. SPENCER'S VAN - CONTINUOUS

The van races erratically down the dimly lit highway.

EXT. DINER - MOMENTS LATER

Mr. Machine walks towards his car. He carries Noah's body over his shoulder.

He dumps Noah in the trunk along with the two wrapped up bodies.

INT. SPENCER'S VAN - LATER THAT NIGHT

Everyone is frantic. Bug eyed and speechless, Until...

KATE
We gotta go back! We just left him there!

SPENCER
We go back and you all die!

BILL
Why? Who was that guy? What's going on?

KATE
I don't know!

ELLIOT
Spencer knows. He said her name!

*

KATE
Spencer, seriously, who is he?!

SPENCER
(shouts)
I just saved your lives! Just calm down!
I don't know what's happening. All I know
is he wants you all dead!

*

She pops a few pills in her mouth.

KATE
Why would anyone want us dead?

SPENCER
I don't know!

(CONTINUED)

CONTINUED:

BILL
Does he know where we're going?

SPENCER
Yeah, he knows. *

BILL
That's just great, so glad I came along.

KATE
Spencer, can the doctor help us?

SPENCER
How should I know! All I know is your names are on a list and he's killing everyone on it. *

ELLIOT
List? What list? Why am I on his list?

She pulls out a cigarette and lights it. Takes a drag.

SPENCER
For the millionth time, I don't know!

INT. DR. W'S OLD HOUSE - NIGHT

Dr. W is ill and harshly coughs in bed as he slowly rises.

INT. SPENCER'S VAN - NEXT MORNING

They reach the state line. They pass the sign "Leaving California."

KATE
Stop the van.

It screeches to a sudden stop. They all look at Kate.

SPENCER
We just left California... Now what? *

Kate pulls out the map.

KATE
Take the 5-I low way.

SPENCER
Oh, the 5-I low way...I don't speak "Carni" so help me out, Kate.

KATE
I don't see an off ramp.

(CONTINUED)

CONTINUED:

ELLIOT
Me neither.

BILL
I do see the "Welcome to Oregon" sign.

SPENCER
How is there supposed to be another
freeway within twenty feet?

*

KATE
It has to be here somewhere.

They all sit silent.

SPENCER
Well, fuck it. Let me know when it
magically appears.

She shifts the gear into park. Leans back and lights a
cigarette.

KATE
Let's look around outside.

Kate and Bill exit and search through the branches for a
freeway sign.

KATE (CONT'D)
Spencer, you want to help us look?

SPENCER
You're doing good. Maybe "hoppy-go-lucky"
wants to help?

ELLIOT
I'm looking!

They scan the area. Spencer turns to Elliot.

SPENCER
Elliot, Gross! Part of you face just
melted off!

ELLIOT
What! Where?

Horrificed, Elliot quickly shifts the rear view mirror to his
face. His face is fine.

ELLIOT (CONT'D)
No it hasn't!

(CONTINUED)

CONTINUED: (2)

SPENCER

Oh, right. My bad... You're always this ugly?

*

As Elliot looks away he catches a glimpse of the I-5 Freeway sign in the mirror. Through the reflection, the sign reads backwards, causing it to appear as the 5-I.

ELLIOT

Holy Shit!

SPENCER

I know, pretty ugly, huh?

ELLIOT

Holy shit! Come here... Look.

*

Spencer maneuvers her body to his position and stares into the rear view mirror.

SPENCER

What am I looking at again?

ELLIOT

The sign! You don't see it?

SPENCER

Oh my god, Elliot! You found the freeway we have been driving on for the last two days. very cool. You're the winner!

*

ELLIOT

No, you chemically induced lab rat! Look again. Read it how you see it.

She stares again...It clicks.

SPENCER

No way...

Elliot opens his door and flags Kate and Bill over to the van.

ELLIOT

Kate! Bill! We found it! Found the 5-I.

They rush back.

ELLIOT (CONT'D)

Look through the mirror.

BILL

Why? We can just turn around... We were just right there, Elliot.

*

(CONTINUED)

CONTINUED: (3)

ELLIOT
Just do it!

Kate does it.

KATE
...I don't see any... Wait! Oh my god,
Elliot. You're a genius. Bill, look!

*

Bill takes his turn. He's a bit slower... Then...

*

BILL
I'll be damned! Elliot, you are a genius.

KATE
Let's see if it works.

They shuffle into the van.

KATE (CONT'D)
Just reverse slowly til-

SPENCER
-I got it!

The van slowly reverses into the brush just below the sign. They enter rough terrain engulfed by trees. They come to a fork in the road. Two subtle paths. One leads to an open field. The other option is to go down a rough beaten path that leads deep into the foliage. They stop, the van idles.

SPENCER (CONT'D)
...What now?

*

Elliot reads the map.

*

ELLIOT
Take the high road by taking the low way.

*

*

They continue in reverse down the low way. They come to an old paint chipped sign. It reads "Welcome to Califoregon."

BILL
Holy Shit. We're actually here.

They drive along a dirt trail hidden by trees. Another sign reads "Town of Wilby = soon."

*

SPENCER
This shit's making me dizzy!

(CONTINUED)

CONTINUED: (4)

They drive down a road with many twists and turns. Finally, they come to a sign "Town of Wilby." They sit silently as they see the town. It's empty and desolate. Run-down houses lined up, all with dead front yards. No grass, no life.

BILL
This is it?

KATE
What happened here?

ELLIOT
Maybe everyone's asleep?

SPENCER
Maybe everyone's dead.

The van slowly drives through the dismal ghost town. Kate sees an old run-down house with a hanging sign above a porch that reads "Doctor W."

KATE
We're here.

SPENCER
What an adorable little meth lab.

The van stops. They all exit and stand in silence.

SPENCER (CONT'D)
Well, go see if he can fit you in.

Kate slowly walks to the porch. She looks back for support.

EXT. DR. W'S PORCH - MOMENTS LATER

Elliot, Spencer and Bill walk toward the porch. They stop. The front door bursts open.

DR. W, stands in the doorway wearing an bathrobe. He coughs and clears his throat.

SPENCER
This is your doctor? You guys are
screwed!

*

DR. W
Welcome home, kids... Please come inside.

*

SPENCER
Home? This is going to be fun.

*

They slowly walk toward the front door.

(CONTINUED)

CONTINUED:

DR. W
Wow! You all are so beautiful.

SPENCER
A hippie! I knew it!

DR. W
Where's Noah?

SPENCER
I'm afraid we got some bad news, old man.

KATE
He told us to tell you he bought us some time.

Dr. W clenches his fist.

DR. W
We haven't much time then.

They all walk to the doorway. Spencer stops Kate.

SPENCER
Kate, this is where we part ways.

KATE
Maybe he can help you too?

SPENCER
That old fart? Come on, Kate. I saw it in Noah's eyes. He was scared. *

KATE
We're all scared!

SPENCER
I'm not... I want death, remember? *

DR. W
Stubborn little Spencer.

SPENCER
How do you know my name?

DR. W
It's on the list.

SPENCER
How do you know about the list?

DR. W
Because... I wrote it. *

(CONTINUED)

CONTINUED: (2)

Bill steps forward.

BILL
Are you the doctor or not? Because, to be
honest... You don't look like a doctor. *

DR. W
I'm retired.

ELLIOT
Not today old timer.

DR. W
No, I guess not. I think we should all go
inside.

INT. DR. W'S LIVINGROOM - MOMENTS LATER

The living room walls are covered with notes. Total pack rat.

BILL
So, where's your... Office, Doctor? *

DR. W
Everything I need is right here.

He taps his index finger against his head.

SPENCER
I think I actually heard an echo. *

Dr. W laughs as he exits the room.

ELLIOT
Think this guy can help us, Kate?

We hear him cough from the other room.

BILL
Sounds like the doctor needs a doctor.

KATE
Well, we need to know what the hell is
going on, right?

BILL
Yeah, but I expected an office with a
medical staff.

Dr. W pops his head in.

DR. W
I do have a staff... In my closet. *

(CONTINUED)

CONTINUED:

He disappears back into the kitchen. Spencer laughs.

SPENCER
This is ridiculous, even for you guys!

Dr. W enters the room and carries a tray with three glasses of water and one bottle of beer.

He tosses Spencer the beer. She catches it.

DR. W
Have a seat... All of you.

*

They all sit on an old orange couch.

KATE
Can you cure us or not?

DR. W
What's to cure? You're all perfect.

*

KATE
Our problems! Look at ME!

Water flows off the couch on to his carpet.

Dr. W smiles. He motions his hand toward the front door, and the water begins to flow from Kate's feet toward the crack under the front door, escaping outside.

She stands in disbelief.

KATE (CONT'D)
How did you do that!

DR. W
Technically... Hydro-kinesis.

*

SPENCER
Hydro Kih-What?

DR. W
...Control.

BILL
Exactly, what kind of doctor are you?

DR. W
The old kind.

BILL
That was unreal!

(CONTINUED)

CONTINUED: (2)

SPENCER

He moved water! Wow! Guess what! Water moves! He's just a con-man with slanted floors. Can you help them or not, old man?

*

He stares deep into Spencer's eyes.

DR. W

Hazards always resist the most.

SPENCER

Who you calling a hazard!

*

Dr. W laughs.

DR. W

Child, a hazard is a half wizard.

SPENCER

Wizard! Whoa. I've heard enough. And I thought they were a few screws loose.

*

ELLIOT

Is this a joke? What is going on?

SPENCER

Obviously he's been hoarding the nuts from the squirrels. I say we leave.

*

*

BILL

Tell us, can you fix us or not?

DR. W

No... But I can train you.

*

BILL

Train me! To do what?

DR. W

What you were meant to do.

KATE

We just want to be normal again.

DR. W

My dear, you were never normal... It's time you all find out how special you really are.

*

SPENCER

You don't know shit about us.

*

(CONTINUED)

CONTINUED: (3)

DR. W

I know how you all feel like there's something wrong with you, like you don't belong anywhere, like you're on your own... But not anymore, now you're home.

ELLIOT

Why do you keep calling this our home?

*

DR. W

This is your home. Where you all came from. Elliot, you look so much like your mother.

ELLIOT

You knew my mother?

DR. W

Of course I did. I married her.

ELLIOT

What? That's not fun-

DR. W

-You're my son, Elliot.

Elliot is speechless... Then...

*

ELLIOT

...But why?

DR. W

This town was once full of life. And one night, it was destroyed with everyone in it... But you all were hidden to be kept safe, until the day you all found each other again.

*

ELLIOT

Kept safe from what?

DR. W

The man who is trying to kill all of you.

*

ELLIOT

I don't understand. Why would anyone want us dead?

DR. W

Because of what we are. Because of what he is.

KATE

What is he?

(CONTINUED)

CONTINUED: (4)

DR. W

One of us, once. But one day his wife died and he swore he would kill every last one of us if I didn't bring his wife back to life.

*
*

BILL

But that's impossible... Isn't it?

*

DR. W

We are able to return to our host bodies after we die if given a certain-

SPENCER

-Given what!

They all look at Spencer.

ELLIOT

It's not a drug, Spencer. Sorry, doc, she's what you would call an addict.

SPENCER

Shut up, given what, old man?

DR. W

It doesn't matter, the only amount that's left... HE has.

*

Spencer pulls out the brown sack she stole from Mr. Machine.

SPENCER

You mean this?

Dr. W's eyes light up.

DR. W

How do you have it?

SPENCER

Snagged it from that prick. That's why he's after us, isn't it? That's why I never died, 'cause lord knows I've tried.

DR. W

Hand it to me.

SPENCER

No way! This is my ticket out of here. Just give it back to him and I'm... I mean, we're free to go.

DR. W

I'm afraid it's a bit more complicated.

(CONTINUED)

CONTINUED: (5)

SPENCER

Hey, he's got beef with you, not us.

DR. W

He wants us all dead, even you.

SPENCER

If he wanted me dead, he wouldn't have brought me back every time I killed myself.

DR. W

He needed you to get to them. You can't give it to him. It belongs here.

SPENCER

News flash, this town is "ghost"! Nothing belongs here but weeds!

ELLIOT

...I belong here. I don't know why, but I do.

KATE

So do I.

SPENCER

What? Why? This guy is insane! Did you not just hear the ridiculous mumbo jumbo he just-

KATE

-He's right, my whole life I felt like I didn't belong, no matter where I went. And I know this town isn't much... But for the first time I feel like I actually belong somewhere.

SPENCER

That's a bit dramatic, Kate. Bill, you can't be buying this?

BILL

I belong with Kate... She still owes me a kiss.

SPENCER

You guys are unbelievable. He thinks he's a goddamn wizard! You do realize this?

*

DR. W

Follow me... I'll show you.

*

EXT. DR. W'S BACK YARD - MOMENTS LATER

Dr. W has everyone lined up. Bill and Kate act as crutches for Elliot.

DR. W
We've got a lot of ground to cover, so
pay attention. Spencer, get out of the
stands and get on the court!

*
*

Spencer stands off to the side in pure amusement. She sips her beer and smokes her cigarette.

SPENCER
Oh, no thanks coach... I think I'll sit
this one out.

DR. W
Elliot run towards me.

ELLIOT
I can't... I'll fall.

*

DR. W
That's up to you... now run!

*

Elliot gives a hesitant nod and tries to run. After two steps, he falls to the ground. Spencer roars with laughter.

ELLIOT
What was the point of that again?

DR. W
Just seeing what I'm working with. Kate
step forward.

*

She hesitates, but does. Dr. W scans her water-filled body.

DR. W (CONT'D)
Our bodies are sixty percent water, fifty
five for females, sixty for men. But
nonetheless, it's our water... You must
learn to control it... And remember, all
water is connected. Stream to river,
river to lake, lake to ocean.

*
*

SPENCER
Isn't it lake to river and river to
ocean? I mean how can a lake be connected
to an ocean?

DR. W
Good, Spencer. Question everything!

(CONTINUED)

CONTINUED:

KATE

Okay... So what do I do?

DR. W

What do you want to do?

KATE

I don't know, get rid of it.

DR. W

Okay... Get rid of it. Send the water toward me.

*

KATE

How do I do that?

DR. W

Feel how it flows, how it shifts currents, and connect to it.

SPENCER

Oh, that wasn't vague.

Kate closes her eyes and concentrates. Moments pass...

KATE

...Okay, I feel it moving.

DR. W

Now follow the rhythm... move with it.

She sways back and forth.

KATE

I'm doing it. I feel where it's going!

DR. W

Anticipate it's next move... Now let it follow your lead. Guide it.

Kate slowly moves her body like a shifting current.

DR. W (CONT'D)

Good. Now release it. Send it here!

She quickly lifts her arms and opens her eyes. Suddenly, her body folds. She falls to her knees and vomits out a gallon of water. She is drenched from head to toe.

KATE

I can't do it!

DR. W

Yes you can. It takes time.

*

(CONTINUED)

CONTINUED: (2)

KATE

But we don't have time! I feel like I'm drowning!

DR. W

I'll coach you through it. Now, stand up. *

Bill kneels down to help Kate up.

KATE

I felt it, Bill... I was really moving it!

DR. W

Okay, William.

Bill rises and steps forward.

BILL

Can't tell me my body is full of water! *

DR. W

No, I can't, but same principle.

BILL

So, just close my eyes and slow dance?

DR. W

Manipulate the shape. It wants to transform. *

Bill shuts his eyes and concentrates.

DR. W (CONT'D)

Send the sand to your arms. Feel it's weight. Begin to distribute the sand to other areas in your body.

BILL

I can't. It won't form.

DR. W

Yes it will. Your body is liquid too. Let the fluid shape it. Your body is like a beach. You make the shore line. Now leave the sand and run toward the water. *

BILL

How do you know all this?

DR. W

I stood here and taught your father this same thing.

(CONTINUED)

CONTINUED: (3)

Bill begins to sway.

BILL
I think I feel it moving!

DR. W
Control it! It's your choice where it goes.

*
*

BILL
I'm trying... But it keeps breaking.

DR. W
Let it break, more sand to use. With every breakdown, there's a break through right behind it.

*
*
*

BILL
It's too heavy.

DR. W
No, it's not. You control it's weight.

BILL
...It's getting lighter... It's working.

Bill lifts his arms in an exhausting effort.

DR. W
Send it here. Let it fly!

Bill's eyes open. A single wet sand ball the size of a baseball falls from his palm and crumbles onto the ground.

DR. W (CONT'D)
Keep practicing! Both of you.

Dr. W approaches Elliot and kneels beside him.

DR. W (CONT'D)
Elliot, my son... What do you want?

ELLIOT
I want my hand back... and my foot!

*

DR. W
What if I told you they never left?

ELLIOT
I'd say you're high.

DR. W
Hold out your hand.

(CONTINUED)

CONTINUED: (4)

ELLIOT
I don't have one.

DR. W
Okay... Hold out your arm.

He does. Dr. W holds Elliot's arm with one hand.

DR. W (CONT'D)
Spencer, toss me your lighter!

SPENCER
Give it back though, your son's a thief.

Spencer throws Dr. W the lighter. He catches it without looking.

ELLIOT
What are you doing?

DR. W
If your fingers still existed, it would
be about here, correct?

Elliot nods. Dr. W ignites the lighter and slowly moves it through the air. He sets the flame where Elliot's missing fingers would be.

ELLIOT
You can't burn what's not there.

DR. W
Then why does it hurt?

ELLIOT
...It doesn't.

Suddenly, Elliot flings his arm back and yelps in pain. Dr. W laughs.

ELLIOT (CONT'D)
How did I feel that? What's happening to
me?

Dr. W leans in close and whispers into Elliot's ear...
Elliot's eyes widen.

SPENCER
Hey, no secrets, coach! That's
favoritism!

ELLIOT
(to himself)
That's impossible!

(CONTINUED)

CONTINUED: (5)

SERIES OF SHOTS

1. Kate guides a small stream of water through the grass, while she crawls through the yard.
2. Bill holds two large sand balls... They crumble and slip through his fingers.
3. Spencer laughs, smokes, and gulps down her beer.
4. Elliot grips a bottle of beer. He releases his two remaining fingers, and for a moment, the bottle continues to be held by his UNSEEN fingers. As his excitement peaks, his concentration breaks, and he drops it.

END SERIES OF SHOTS

EXT. DR. W'S BACK YARD - LATER

They are worn out and tired. Dr. W approaches Spencer.

DR. W
You ready to give it a shot?

She takes a deep drag of her cigarette and blows the smoke toward him. He motions the smoke back at her. She chokes.

INT. DR. W'S HOUSE - LATER

Kate and Bill sit on the couch and eat TV dinners and watch a talk show on his small out-dated TV set. Spencer joins them.

SPENCER
Oh, I've seen this one.

Dr. W and Elliot sit at the table.

ELLIOT
What was my mom like?

DR. W
A lot like you. Perfect.

ELLIOT
Your letter... It said you were...

DR. W
I'm very sick and old.

ELLIOT
Can't you use that stuff Spencer stole?

*

(CONTINUED)

CONTINUED:

DR. W
No, we'll need the rest of it for
tomorrow. I held on long enough to see
that our kind will survive.

ELLIOT
Are there more of us?

DR. W
There was. Now, there is just us.

ELLIOT
I always thought you didn't want me-

DR. W
-I know. I'm sorry. It was the only way
to keep you alive.

They embrace each other. Suddenly, a window shatters. A brick
flies into the living room. Bill picks it up.

SPENCER
He's here! He found us!

Bill shows Dr. W the brick. On it reads "Tomorrow -M."

INT. DR. W'S LIVINGROOM - LATER THAT NIGHT

The room is dimly lit as they lie awake, unable to sleep.

DR. W
You should all try to get some sleep.
He coughs harshly. Blood spurts out.

SPENCER
You don't look so good, Doc.

ELLIOT
Dad... Can you beat him?

DR. W
Stranger things have happened.
He retreats into his bedroom.

SPENCER
That's reassuring.

INT. DR. W'S BEDROOM - LATER THAT NIGHT

Dr. W lies wide awake in bed.

FLASHBACK.

INT. WILBY TOWN HALL MEETING - DAY

It's Tessa's wake. The whole town is gathered and drinking. Michael, expressionless, sits in silence.

YOUNG MR. MACHINE
(to himself)
Where are you, doc?

Michael checks his watch. He smiles. Hears a loud thud. Looks up and EVERYONE starts dropping like flies.

END FLASHBACK.

INT. DR. W'S LIVINGROOM - LATER THAT NIGHT

They are all asleep. The TV is still on. Elliot is on the floor. Kate and Bill are cuddled on the couch.

EXT. DR. W'S HOUSE ROOFTOP - CONTINUOUS

Spencer sits on the roof and smokes. She lies down and stares up at the stars. As she blows smoke into the air, she motions her arm to see if she can guide the smoke... nothing happens. The smoke just drifts freely through her fingers into the night sky.

DR. W (O.S.)
Give it time... You'll get it.

She turns around. Dr. W stands on the roof with her.

SPENCER
I wasn't trying to... Never mind, I'm going to crash out.

She gets up, flicks her cigarette, and walks past him.

DR. W
Here's a blanket for you.

He drops it at her feet and smiles. She walks to the end of the roof and turns around. She looks very confused.

SPENCER
How the hell did I get up here?

*

She traces the roof's edges and throws up her hands.

SPENCER (CONT'D)
Seriously, how did I get up here?

DR. W
How DID you get up here, Spencer?

(CONTINUED)

CONTINUED:

SPENCER

Enough with the mind games, old man! How
did I get on this god damn roof?

*

DR. W

Technically, it's called a back drift.

SPENCER

The hell is a back drift?

*

DR. W

You did it, not me.

SPENCER

Bullshit! I was sleepwalking or
something.

DR. W

You've got to sleep to sleepwalk.
Spencer, you have no idea how special you
are.

SPENCER

What did you just say to me?

DR. W

Same thing I wrote in that letter you
keep tucked away... That you're special.

*

*

SPENCER

You don't know me.

She begins to walk toward the edge again.

DR. W

I know you. And I knew one day I would
find you.

She stops and slowly turns around. He is gone. She is
speechless.

*

INT. DR. W'S LIVINGROOM - NEXT MORNING

Dr. W walks through his livingroom as everyone sleeps.

EXT. DR. W'S PORCH - MOMENTS LATER

He walks off his porch and looks up. He sees Spencer asleep
on the roof, nestled in her blanket. He smiles.

INT. DR. W'S LIVINGROOM - LATER

Kate wakes up. She looks around and sees only Bill, who is cuddled up against her legs on the couch.

KATE
Bill! Wake up! Wake up, Bill.

BILL
I'm up, I'm up. What is it?

KATE
Everyone's gone!

Suddenly, Elliot rises from beneath the blankets on the floor.

KATE (CONT'D)
Where did you come from?

ELLIOT
What? I just woke up.

KATE
You weren't there a second ago!

ELLIOT
Where else would I be, Kate?

We faintly hear Spencer's voice shouting from outside.

SPENCER (O.S.)
Kate!... Bill!

*

EXT. DR. W'S PORCH - MOMENTS LATER

Kate and Bill exit the house and walk off the porch. They look up and see Spencer, who stands alone on the roof.

SPENCER
Oh, I'm sorry, did I wake you guys!

BILL
What are you doing on the roof?

SPENCER
Basking! I'm stuck up here dip shit!

KATE
Stuck?... How did you get up there?

*

SPENCER
I don't know! Just help me down!

(CONTINUED)

CONTINUED:

Bill grabs a bed sheet from the house. He takes one end and Kate takes the other.

SPENCER (CONT'D)
What! There's no fire! Go find a Goddamn ladder!

*

BILL
You weigh like eighty two pounds. Just jump. You'll probably float down.

She jumps and lands in the sheet. She quickly gets up.

SPENCER
Thanks... Is this from his bed? Gross!

*

KATE
How exactly did you get stuck on a roof?

SPENCER
Doesn't matter.

KATE
Where's the doctor?

ELLIOT (O.S.)
Good morning!

They turn around and see Elliot standing on the porch.

KATE
Elliot! You can stand!

He looks down, his eyes widen, and he suddenly loses his balance and stumbles. His eyebrows wrinkle in confusion.

Dr. W walks up the dirt road towards them. He holds two large bags.

SPENCER
We thought you high tailed it, chief.
What's in the bags?

DR. W
I've got a surprise... Follow me.

*

INT. DR. W'S LIVINGROOM - MOMENTS LATER

They all sit on the couch. Dr. W stands with his bags.

DR. W
Spencer got me thinking... we need attire.

*

(CONTINUED)

CONTINUED:

ELLIOT
Why do we need a tire?

DR. W
Not a tire... Attire... Uniforms. *

SPENCER
You mean costumes! No way! I prefer to
die not looking like a circus act... But
maybe that's just me. *

DR. W
These belonged to your parents. Wear them
proudly today.

Suddenly, the electricity in the house flickers violently.

MR. MACHINE (O.S.)
(shouting)
Doctor!

They all freeze up in fear. All eyes are on Dr. W

DR. W
Everything will be okay. You guys change,
no, transform and meet me out front. *

EXT. DR. W'S FRONT YARD - LATER

Kate stands in a yellow rain coat, yellow rain boots, and
holds a black umbrella.

Bill stands in a large striped poncho, a pair of goggles
rests on his forehead.

Elliot STANDS in a long brown trench coat and wears a fedora
hat; his body is fully concealed.

Spencer stands in her black tank top and jeans. She smokes
and holds a beer.

SPENCER
You guys look ridiculous.

Dr. W stands in front of them in his white terry-cloth bath
robe. He holds a cane/(staff).

Mr. Machine stands before them in his tight black suit.
Behind him is Noah's pick up truck.

MR. MACHINE
Doc, I see you've kept in shape.

(CONTINUED)

CONTINUED:

DR. W
You are too late, Michael.

Mr. Machine laughs.

MR. MACHINE
You think you can stop me? A bunch of
misfit kids behind an old fat man?

DR. W
An old fat wizard, Michael.

MR. MACHINE
A wizard IS...You're a WASZard.

DR. W
We shall see... Where's Noah?

MR. MACHINE
In the trunk with the other two. Their
all yours if you can get past me.

Spencer steps forward.

SPENCER
If I give you your gay-ass fairy dust
back, will you leave them alone?

Mr. Machine smiles.

MR. MACHINE
What are you doing with them, Spencer?

SPENCER
Kicking your ass in a second, that's
what!

MR. MACHINE
You haven't told her?

SPENCER
Told me what? That you are some big-time
scary wizard from back in the hay day?
Yeah, he told me. Personally, I think you
both need to get out more!

MR. MACHINE
Doc, do you want to tell her or shall I?

SPENCER
What's he talking about, coach?

*

(CONTINUED)

CONTINUED: (2)

DR. W
Spencer, it was YOUR mother that died
during child birth.

SPENCER
Wait! No!

DR. W
He is your father.

She freezes in shock. Her cigarette drops from her lips.

MR. MACHINE
Spencer, you killed your mother, he
killed my wife. You see our kind has no
place in this world. We must be erased.

*
*

SPENCER
You tricked me into killing those people!
Why don't you just kill yourself if you
want to be erased so badly?

MR. MACHINE
The list must be finished. We can,
together, end it now. Then you are free
to die whenever you want. Let's finish
what we started.

SPENCER
Sorry, Doc, two others overdosed on his
shit a few days back.

MR. MACHINE
Mary and Adam. Two more deaths under your
belt, doc.

DR. W
Where's Rex and Donna?

MR. MACHINE
Haven't found them yet... But I will. You
can't hide forever, doc.

DR. W
Well, you found me, now what?

Mr. Machine takes a step forward.

Suddenly, a baseball sized sand ball flies through the air
and hits Mr. Machine's chest. Everyone looks at Bill.

BILL
...I thought we were...

(CONTINUED)

CONTINUED: (3)

Mr. Machine brushes the sand off his suit. He charges Dr. W... They collide. Sparks fly out in all directions. He throws Dr. W to the ground and kicks him, sending him yards away. Elliot picks up Dr. W's staff/(cane). Mr Machine turns to Bill and marches forward. Bill tries to throw sand, but it only spurts out. Bill stumbles backwards and falls.

*

BILL (CONT'D)

Oh, Shit!

As he is within a few feet from Bill, Mr. Machine extends his arm to touch him... Suddenly... a huge burst of water explodes onto Mr. Machine's face and sends him a few feet back. Kate jumps in between him and Bill and water blasts him again, sending him back another few feet. Mr. Machine is soaked.

*

MR. MACHINE

That's a cute little trick!

He extends his arm in a sweeping motion and knocks Kate's water back into her face. She falls to the ground.

Elliot throws Dr. W his cane. He catches it as he rises and fiercely waves his staff toward Mr. Machine. The force flies from the staff through the air and connects with Mr. Machine. It sends him hard to the ground.

MR. MACHINE (CONT'D)

You've gotten soft old man!

Mr. Machine leaps back on his feet and slams his charges Dr. W. They both hover a few feet above the ground as they fight. Mr. Machine knocks the staff away and continues his barrage, and sends Dr. W across the yard hit after hit. Dr. W falls to the ground.

Elliot catches the staff and charges Mr. Machine, but Mr. Machine motions his hands and sends Elliot through the air, crashing into a tree.

MR. MACHINE (CONT'D)

These are no wizards! They are pathetic kids!

Mr. Machine marches toward Dr. W, who struggles to get up.

Suddenly, a large swarm of sand flies from Bill's sleeves. The sand tornado takes over the air and completely engulfs the yard. Mr. Machine is blinded by sand and slows his march.

Kate gets hit by sand and cries out to Bill, but he cannot hear. Spencer dives into the house, dodging the sand bullets. Dr. W covers his face as sand flies by and stings his head.

(CONTINUED)

CONTINUED: (4)

BILL
I can't control it!

Mr. Machine gets knocked to the ground by the sand storm, but regains himself and immediately "be stills" all the sand. Then in one sweeping motion, he sends it all flying toward Bill.

Bill braces for impact, but Dr. W redirects all the sand away. Mr. Machine slams Bill into the side of the house with another wave of his hand.

MR. MACHINE
Give me the dust and I'll kill them quickly.

Dr. W rises and rushes toward him as they collide like an explosion. Sparks burst like fireworks surrounding them.

MR. MACHINE (CONT'D)
There's no wizard left in you, is there?

He knocks Dr. W down again. Spencer steps out of the house. She flicks her cigarette and throws a full beer bottle. It crashes and explodes onto Mr. Machine's head. He stumbles back in pain.

SPENCER
Bulls eye! I'm two for two aiming for your head... Daddy!

*
*

He marches toward her, she runs into the house. Dr. W grabs him by his feet and brings him to the ground. They struggle. Mr. Machine pulls out his knife; they wrestle, rolling through the yard.

DR. W
Everyone into the house! Now!

Bill rises, runs over to Kate, and picks her up. They rush into the house. Spencer runs out and drags Elliot into the house. Elliot bleeds from his head.

INT. DR. W'S HOUSE - MOMENTS LATER

SPENCER
Elliot, are you okay?

ELLIOT
...I think so.

SPENCER
Good. I got a plan... Get naked!

*

(CONTINUED)

CONTINUED:

ELLIOT

What!

SPENCER

Trust me.

Elliot removes his coat.

SPENCER (CONT'D)

Noah will know what to do, right?

ELLIOT

But Noah's dead.

She hands him the brown sack. He clutches it with his remaining two fingers.

ELLIOT (CONT'D)

..Oh.

EXT. DR. W'S FRONT YARD - MOMENTS LATER

Dr. W knocks the knife away. Mr. Machine gets on top of him. Sparks fly in all directions as they exchange blow after blow.

DR. W

They are just kids. They deserve a chance to live. We are all that's left!

MR. MACHINE

That's still too many! We all die today!

He rises and steps on Dr. W's chest. He motions for the knife, it flies back into his grasp.

Spencer steps in. She wipes blood from her hands.

SPENCER

(to Mr. Machine)

Let him suffer alone. He has no one left to teach.

DR. W

Spencer, what have you done!

MR. MACHINE

What DID you do, Spencer?

SPENCER

What YOU taught me to do. We had a deal, remember?

(CONTINUED)

CONTINUED:

Spencer tosses Mr. Machine the brown sack. He catches it and tucks it away into his suit.

SPENCER (CONT'D)
They're dead, let's go. Let the old man rot.

Mr. Machine laughs.

MR. MACHINE
Show me!

Spencer drags out Bill's and Kate's body. They lie face down in the dirt.

Dr. W crawls to Kate, who now lies dead with eyes open and motionless on the ground. Mr. Machine checks for Bill's pulse.

MR. MACHINE (CONT'D)
He's definitely dead.

DR. W
Kate's dead. Spencer, how could you?

SPENCER
...It was actually a lot easier than I thought... Let's go, Dad.

*

She walks toward the van.

MR. MACHINE
Wait!

She stops.

MR. MACHINE (CONT'D)
What about Elliot?

SPENCER
He's dead... Inside. Found him hiding under the bed, that little chicken shit!

Mr. Machine hesitates.

SPENCER (CONT'D)
Don't trust me? Go check for yourself!
But I'm warning you. It's a bloody mess.

Mr. Machine smiles.

MR. MACHINE
I trust you.

(CONTINUED)

CONTINUED: (2)

SPENCER

Let's take my van, I'll drive.

He smiles. They get in the van and drive off.

Dr. W desperately crawls toward the porch.

DR. W

Elliot!

As he reaches the steps, he sees Elliot's trench coat.

INT. SPENCER'S VAN - MOMENTS LATER

Spencer drives, Mr. Machine rides shotgun.

SPENCER

Can I die now, the list is finished?

MR. MACHINE

We still have two more to find.

They leave Califoregon and enter the I-5 highway. They approach a bridge. Suddenly, she steps on the gas.

MR. MACHINE (CONT'D)

Slow down! What are you doing?

SPENCER

Gaining speed. I want to see how far this bird flies.

MR. MACHINE

What are you talking about?

SPENCER

Noah's plan... Genius, actually. You really think I would kill my friends? And I thought THEY were gullible!

MR. MACHINE

NO!

Mr. Machine quickly unties his brown sack. To his shock, it's filled with sand. He dumps it out. The sand slips through his fingers. His eyes widen in utter disbelief.

FLASHBACK.

INT. DR. W'S HOUSE - MOMENTS AGO

Spencer hands Elliot the sack.

Elliot removes his clothes. He is now naked.

(CONTINUED)

CONTINUED:

Slowly, his whole body dissolves. He is now invisible.

We can only see the floating brown sack as he runs pass Mr. Machine and Dr. W wrestling on the ground.

He reaches Noah's body in the trunk of Mr. Machines car. The brown sack unties by the unseen Elliot. He pours the dust into Noah's mouth.

Noah is revived and whispers Elliot the plan.

Elliot runs back, unseen, to explain the plan to Spencer.

Spencer empties the dust into Elliot's trench coat pocket.

Bill fills the sack with sand.

Spencer dumps two whole pill bottles into Kate and Bills mouth. Spencer and Elliot cover Bill and Kate's mouths as they convulse and shake. They soon suffocate and stop moving.

Spencer tosses the sack to Mr. Machine; he tucks it away.

She drags out Bill and Kate's bodies. Mr. Machine checks Bill's pulse. He's dead.

Spencer and Mr. Machine get in the van and drive off.

Dr. W desperately crawls toward the porch. Suddenly... The trench coat rises and is put on by an unseen figure.

ELLIOT
Need a hand, Dad?

Elliot reappears wearing the trench coat. His body is whole.

END FLASHBACK.

INT. SPENCER'S VAN - CONTINUOUS

MR. MACHINE
No!

SPENCER
Never trust a junkie.

EXT. HIGHWAY BRIDGE - CONTINUOUS

The van crashes through the guard rail and flies through the air plummeting down toward the jagged rocks below. The van slams into the ground and explodes.

EXT. HIGHWAY BRIDGE - LATER

Noah, Kate, Bill, Elliot and Dr. W stand silently where the van broke through the rail.

KATE

Noah, tell me what happened to her.

Suddenly.

SPENCER (O.S.)

Technically, it's called a back stroke.

They all turn around and see Spencer standing there.

SPENCER (CONT'D)

But I like to call it sleepwalking.

DR. W

You did it!

SPENCER

Damn right I did it!

*

Kate runs up and hugs her.

SPENCER (CONT'D)

Whoa, I'm still straight, Kate!

They all laugh. Bill takes Kate.

BILL

I'm not!

He starts to passionately kiss her. Then stops.

BILL (CONT'D)

I mean, I am...But...

Kate pulls him in, they kiss.

EXT. WILBY PARK - SOME TIME LATER

Dr. W lies in bed with a breathing apparatus. Elliot is at his side. He smiles as his eyes slowly close. His breathing stops. Elliot sheds a few tears.

Kate walks through the lifeless, yellow grass sprinkling water all throughout. It slowly turns into a lush green.

Bill fills up the empty sand boxes in the kid's playing area.

Spencer lies in bed. Her eyes race from side to side. She dreams for the first time as her body is now drug free.

(CONTINUED)

CONTINUED:

Noah sits beside her and watches her dream. He touches her face and can now see her dream.

SPENCER'S DREAM SEQUENCE:

QUICK FLASH of DONNA, (20's) sits alone in a cafeteria. She has a hospital gown on.

QUICK FLASH of REX, (20's) sitting on a corner. He is playing card tricks to a standing crowd. He has a bucket full of money.

END SPENCER'S DREAM SEQUENCE

BACK TO:

INT. ROOM - MOMENTS LATER

Spencer wakes. Noah stands over her, he removes his hand from her forehead.

NOAH
What was your dream?

SPENCER
...I saw the last two of us.

NOAH
Good. You need to bring them home.

She sees her bags have already been packed.

SPENCER
Noah... How will I find them?

NOAH
...They'll find you. That's your gift.

CUT TO:

INT. WILBY TOWN HALL MEETING - DAY

Bill holds Kate's hand, Elliot and Noah stand in the center of the room. It is the very room where all their parent's were murdered. The two bodies first killed by Mr. Machine, (Adam and Mary) lie in front of them still wrapped in white sheets. A few birds are on the body of Adam.

BILL
What's with the birds?

NOAH
That's his gift. He just doesn't know it yet.

(CONTINUED)

CONTINUED:

BILL
What, he likes birds?

NOAH
You'll see.

Noah approaches Adam and uncovers the sheet. He opens Adam's mouth and pours the lit dust inside. After a few moments, Adam's eyes open. The birds all take flight and circle Adam. He stands.

ADAM
Where am I?

NOAH
You're home.

All the birds land on Adam as he extends both arms. Noah approaches Mary and pours the lit dust into her mouth. She stirs alive. Her eyes burst open.

MARY
Am I dead? Is this heaven?

NOAH
No, you're alive... And you're home.

KATE
What do we do now?

NOAH
Now... We start over. We bring our family back together and we... live.

CUT TO:

EXT. NOAH'S PICK UP TRUCK - LATER

Spencer drives down the empty highway to begin her search.

FLASHBACK

INT. SPENCER'S VAN - HOURS AGO

As Spencer and Mr. Machine plummet to their deaths.

Mr. Machine grabs Spencer by the wrist and their eyes lock onto each other.

MR. MACHINE
...Good girl.

BACK TO:

EXT NOAH'S PICK UP TRUCK - CONTINUOUS

*

Spencer continues her drive down the empty highway.

*

THE END

*