

THE BETWEEN PLACE

By

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**INT. KITCHEN - NIGHT**

A kitchen which screams wealth. Marble counters. Ceramic tile. A giant side by side refrigerator/freezer. Spotless.

SAMUEL JORDAN, (50's) Ted Bundy meets Ward Cleaver, stands at the sink holding a large kitchen knife under running water. The water bubbles and dances on the hot blade until it cools.

He glances over his shoulder. A single nod to...

TREVOR JORDAN, (10) small framed and dressed in pajamas. He stands up and, favoring his right leg, limps away.

**EXT. ESTATE - NIGHT**

A deep backyard. On the other side of a fence, the neighbor's Rottweiler, nothing but muscle and anger, barks at a shed.

**INT. SHED - NIGHT**

Trevor curled up on the dirt floor. Sobbing quietly. Some light bleeds through the door but otherwise DARKNESS.

A rat sniffs the air. A stuffed bird sits on a shelf among other well organized items. Next to it, a medical mannequin stands with its skinless face next to the bird.

Sliming passed Trevor's foot, Slugs move across the dirt.

A large hairy garden spider, red and yellow, starts to crawl up Trevor's leg. It reaches a painful looking triangular burn on his thigh.

The spider reaches a leg out and probes the red welt. Trevor screams, slapping it off his leg.

Above the door is a round analog clock which ominously ticks away.

He squeezes his eyes closed. After several deep breath, the second hand starts to vibrate in place. Trevor slows his breathing.

The tin shed rattles. The SPIDER rears its front legs up and starts to vibrate, losing it solidity.

Trevor lets out a long breath. The MANNEQUIN and BIRD vibrate as well, seemingly becoming one creature, then they are gone.

Trevor closes his eyes. The vibrating second hand disappears as blackness cascades from him --

-- Everything is gone. Trevor is surrounded by a nothing stretching as far as the eye can see.

Opening his eyes, he wipes the tears and lets out a deep breath. His trembling stops. His breathing eases.

Around him, in the nothing, doorways begin to form. They're shimmering spots, like rippling water suspended in the air.

One door forms a few feet in front of him. His eyes go to it.

TREVOR

Will you still help me?

Trevor looks at the doorway and speaks to someone, or something, not visible.

TREVOR (CONT'D)

But... he said he would help.

Trevor looks worried again. His lips begin to tremble. He starts to nod in response to something.

Then it's there, a shadowed FIGURE standing in the nothing!

**EXT. PARK - DAY**

A somber face. Deep eyes and dark hair. This is Trevor, now 16 and going by BUG. He wears a green hoodie, something he can be seen in everyday.

He scratches at his arm, revealing a small burn scar which he quickly covers back up with his sleeve. He's watching...

... a Father and Son off in the park playing catch.

Bug is pushed along by BAXTER REYNOLDS, (16) runt of the punk rock litter, with a round shaved head and equally round glasses.

He carries a skateboard and also sees the Father and Son game but much too busy talking to care.

BAXTER

I mean, clearly the test is written so kids can't pass it.

BUG

Yeah, no sixteen year olds ever get their license.

BAXTER

I don't see you flashing a DL my friend --

Bug reacts. His smile dies. Baxter seems to realize a mistake.

BAXTER (CONT'D)

Sorry. She's just friggin scared once you get your license you'd get the hell outta here.

Bug starts to reply -- he puts his hand on Baxter's chest stopping him in his tracks.

BUG

Careful.

At Baxter's feet, a walking stick who was nearly crushed.

Baxter steps back. Bug kneels down. He gently sets his hand on the concrete right in front of the insect.

As if they were friends, the walking stick crawls up onto his hand. Bug takes it off the path and lowers it to the grass.

BUG (CONT'D)

Stay off the road, dude.

With the insect safe, he returns to Baxter.

Baxter says nothing. Just another day with Bug.

They start walking again when Baxter notices something ahead.

BAXTER

Hey, I think that's Kat.

They both look.

KAT SUMMERS, (16) short red hair, dressed for track and field, is jogging through the park.

Baxter tosses his skateboard down.

BAXTER (CONT'D)

Race ya!

And he kicks off. Bug shakes his head. He watches Baxter ride toward Kat. Bug's eyes move toward her as well.

The sight of her brings a smile to his lips and glow to his face.

She runs.

He watches.

She turns to him. Waves. There's kindness to the wave. A relaxed friendliness rarely seen in high schoolers.

He takes off. Full speed ahead and closes the gap between him and Baxter with ease.

MOMENTS LATER

Baxter rides up to Bug and Kat who are already talking.

KAT

Well you'd definitely be good at it,  
and I think you'd like track.

She looks at Baxter. Her smile toward him is different. Still kind but a bit of nerves mixed in with it.

BUG  
About time.

BAXTER  
I let you win, buttercup.

KAT  
(chuckling)  
What are you two up to?

BAXTER  
Gonna feed some orphans.

KAT  
That so?

BAXTER  
Well I would but Bug hates kids.

Bug shoves him.

BAXTER (CONT'D)  
He's really selfish.

KAT  
I'm gonna have to call BS on that one.

BAXTER  
Whoah. The language.

BUG  
We're just hanging out. What about you?

Baxter can't help it...

BAXTER  
She's watching tv, dude.

Another shove.

BAXTER (CONT'D)  
What?

He motions to Kat. The track shorts, jersey and shoes.

BAXTER (CONT'D)  
You had that one coming.

KAT  
(to Bug)  
Just finishing up my Sunday run.

BUG  
If you're done... I mean we're just -  
-

BAXTER

Yeah yeah. You should hang with us.  
 (to Bug)  
 Think we can trust her with the  
 location of the Mother Ship.

Bug is grinning. But his question has taken him out of his comfort zone, and he's withdrawing.

KAT

I'd love to see what you two  
 delinquents do for fun.  
 (checks her watch)  
 But I gotta keep moving.

BUG

(a struggle)  
 Maybe next time?

Kat gives him a smile that would put anyone at ease.

KAT

For sure.

A huge smile on Bug's face.

KAT (CONT'D)

Til then, stay out of trouble.

And she jogs away.

**EXT. THE MOTHER SHIP - DAY**

Baxter and Bug slide through tall chain link fence surrounding the Mother Ship, an old shipping facility long out of business, boarded up and being swallowed by foliage.

**INT. THE MOTHER SHIP - DAY**

A large open warehouse. Steel support beams running the distance. A few stacks of pallets next to a doorway lead to old office space.

Bug and Baxter sit against a wall under a boarded up window playing card toss.

BUG

I hear Kat broke up with Devon.

BAXTER

Heard that too.

BUG

Caught him kissing Elizabeth Dane at a party. Almost kicked his ass.

BAXTER

Not how it was at all. I have third period Social Studies with Carrie, and I heard her talking to Noelle about it.

BUG

What did she say?

BAXTER

Kat found some letters Elizabeth sent him. Tried to say they were old, but she caught them coming out of the movies together.

BUG

That sucks.

BAXTER

Guy's a total friggin' douchebag. No worse than a douchebag; he's like the backwash from a douche bag.

BUG

Damn that's nasty.

BAXTER

I know right. She deserves better than a toad like that.

BUG

You like her?

Baxter freezes in mid card toss.

BAXTER

She's nice and all, but no...  
(tosses card)  
... not like that. You?

Bug hesitates.

BUG

(almost to himself)  
No.

They toss a few more cards back and forth then Baxter glances at a ticking analog clock hanging on a beam.

Bug follows Baxter's gaze, landing on the clock.

BAXTER

I better get going. Super Justin wants the yard mowed. Guy thinks because he's going to be my stepdad he can boss me around.

Baxter gets to his feet. Bug's eyes locked on the clock.

BAXTER (CONT'D)  
Oh, he's cooking out tomorrow, and  
Mom wants you there.

Baxter sees Bug's attention fixated on the clock.

BAXTER (CONT'D)  
Hey man, you good?

Wide eyed, Bug doesn't flinch. The clock seems to have him.

BAXTER (CONT'D)  
Yo. Bug-boy?

BUG  
Where'd that come from?

Baxter looks casually at the clock and shrugs.

BAXTER  
Found it in Justin's truck. Said I  
could have it. Thought it would keep  
us from always being late.

BUG  
My Dad kept one just like that in  
the shed.

BAXTER  
Christ man, I'm sorry. I'll get the  
friggin' thing out of here.

BUG  
No. It's cool. Like you said, can't  
be late. And I'm gonna be late for  
Doctor Cisco.

They start walking away, the clock ticking away on its post.

**INT. PHYCIATRIST OFFICE - DAY**

Seated in the small office is DR. CISCO, a relaxed down to  
earth demeanor.

Bugs sits across from him, nervously picking at his sleeve.

DR. CISCO  
I feel it's important, Trevor, to  
deal with that night.

BUG  
I just don't know if I can...  
or should.

DR. CISCO  
I understand your hesitation.  
However, in order to move on with  
your therapy, it's important you  
come to terms with the night of your  
father's suicide.

Bug sits in silence.

DR. CISCO (CONT'D)  
Do you want help with that, Trevor --  
Bug?

BUG  
I do... it's just...

He shrugs.

DR. CISCO  
You speak highly of that girl,  
Katie?

BUG  
Kat. She's just a friend. Not even a  
friend really.

DR. CISCO  
To me it seems like something you  
would like to expand on?

Bug shrugs.

DR. CISCO (CONT'D)  
Bringing closure to your past might  
help open things to your present.  
Even your future.

Bug chews on his lip. Picks off some lint. Ponders. Looks up.

BUG  
Okay.

MOMENTS LATER

Bug sits with his eyes closed. Dr. Cisco stares at him. On  
the table a metronome ticks away.

DR. CISCO  
Let yourself go. Respond only to my  
voice. Imagine you're in an  
elevator.

BUG  
Let's stop...

Bug tries to open his eyes. They're too heavy. The ticking  
metronome seems to SLOW. The sound gets DEEPER.

DR. CISCO  
Imagine yourself on the twentieth  
floor, going down to the first.

Now, Dr. Cisco focuses on the ticking metronome. Its deep  
ticking reverberating through the office.

BUG  
(out of it)  
Can we... should stop...

Dr. Cisco stares at the metronome. The ticking. Slowing even  
more. He can't look away.

DR. CISCO  
(monotone)  
Hear my voice as we come...

BUG  
Please... I don't think this... not  
a good idea...

DR. CISCO  
Trevor, we are nearing...

Dr. Cisco's eyelids begin to droop. He is being pulled into  
his own hypnosis.

DR. CISCO (CONT'D)  
...Nearing the... we are...  
Trevor... the first floor...

Bug's eyes close. He opens them. Looks at the clock: 4:25.  
His eyes force themselves shut.

Dr. Cisco's eyes flutter once more then, they shut --

-- A loud, echoing whoomp.

Bug's eyes snap open. He whips his head toward the clock:  
4:31.

He whips his head to Dr. Cisco...

... who stares at him with wide, terror filled eyes,  
perspiration beading his forehead.

BUG  
Did it work?

Dr. Cisco forces a smile.

DR. CISCO  
No, Trevor.

BUG  
Are you sure?

DR. CISCO  
Yes. I'm sure. You simply didn't  
take to the hypnosis.

BUG  
But, I don't remember any of it. Did  
I say anything?

Dr. Cisco doesn't respond. He's up and heading for his desk.

DR. CISCO  
And I think...  
(nervous nodding)  
Yes, I think it's time to transfer  
your case to another doctor.

BUG  
Another doctor?

DR. CISCO  
You're sixteen now and need someone  
suited for a young man your age.

Bug looks around the office as if expecting to find  
something.

BUG  
If something happened? If I said  
anything --

DR. CISCO  
Please Trevor, I have other  
patients.

Bug stares at him a moment. The discussion is clearly over.

BUG  
Yeah, okay. Whatever.

Bug doesn't look at Dr. Cisco. Just heads for the door.

**INT. PHYCIATRIST OFFICE - DAY**

Dr. Cisco sits at his desk, shaken and gulping scotch and  
dictating to a tablet.

DR. CISCO  
... thought it would help. But  
hypnosis caused some sort of --

He finishes his drink and quickly refills it.

DR. CISCO (CONT'D)  
Not sure how to explain it, and I'll  
likely delete it from my notes. For  
my own sanity. But when I brought  
Trevor Jordan under, something  
happened. Something was... with us --

Dr. Cisco stares at tablet. He shakes his head.

DR. CISCO (CONT'D)  
The boy knew. Trevor Jordan knew  
something would go wrong... yet I  
pushed him.

Another gulp.

DR. CISCO (CONT'D)  
And now I've abandoned him  
because... frankly what I saw  
terrified me. Dear God what have I  
done to the boy.

**EXT. BUG'S HOUSE - NIGHT**

The low income side of town. The sun setting. Bug walks through a short chain link gate. His well manicured yard stands out from the rest of the unkempt block.

**INT. BUG'S HOUSE - NIGHT**

With all the curtains pulled shut, the house is trapped in a depressing darkness. But, it's spotless.

At the front door, Bug removes his shoes and lines them up.

A short hall leads to a kitchen doorway.

Hanging over the doorway is a creepy clock - a black cat with big eyes and a tail, both of which move back and forth with each second.

**INT. BUG'S HOUSE, KITCHEN - CONTINUOUS**

A depressing kitchen with a pale hue casting off yellowed wallpaper.

Sitting at a round table is Bug's mom, ALICE, frail with a cold stare and pursed lips. She's working on a puzzle. One hand holds a cigarette and the other holds a large glass half full. A vodka bottle sits next to it.

BUG  
Hey Mom. I'm home.

Alice looks up at her son. Nothing to acknowledge she cares.

BUG (CONT'D)  
Did you uh...fix spaghetti?

Her response: raised eyebrows.

BUG (CONT'D)  
I thought we were going to have  
spaghetti tonight?  
(hopeful)  
Eat together?

ALICE

I ate earlier.

BUG

Guess I'll just make a peanut butter  
and jelly.

He waits for a response.

A puff of her cigarette and swig of her drink. She looks at  
him for a moment then back to her puzzle.

Bug shuffles to the pantry which is virtually empty.

BUG (CONT'D)

No more peanut butter?

He looks over to Alice. Nothing.

BUG (CONT'D)

I'll just go up to my room.

Again he waits and again nothing.

**INT. BUG'S HOUSE, BATHROOM - NIGHT**

The bathroom is still steamy from the shower. He stands in  
front of the mirror drying his hair. His arms and torso are  
covered with dozens of old burn scars about the size of a  
cigarette tip.

**INT. BUG'S HOUSE, BUG'S BEDROOM - NIGHT**

Two words sum up Bug's room: Intel Cleanroom. Bug stands in  
front of a tall book case.

The bookcase is filled with glass homes for an array of  
insects. Bug plucks some cricket legs out of an aquarium  
containing a large tarantula.

BUG

You need to keep this place cleaner  
Mr. Eights.

He drops the legs in a wastebasket then turns to the aquarium  
next to Mr. Eights which is empty except for a small black  
cocoon dangling from a branch.

BUG (CONT'D)

Hope he didn't disturb you.

Bug gives his insects a once over then moves to his bed.

Without pulling the sheets down, he lies on his back, flips  
off his light, and folds his hands over his stomach.  
Darkness. Solitude. Bug in his element.

His eyes close for sleep.

LATER

Bug's eye snap open. He heard something and bolts upright in bed.

Bug looks around. His room is dark. Full of shadows. His eyes land on his closet door.

He stares at it long and hard. Surely it will explode open at any second.

Click. Creek. His head snaps over to the sound of his door...

... slowly swinging open. He stares it. It too is criss-crossed with shadows bleeding in from the outside.

Bug's eyes remain locked on is door which is no longer opening.

One of the shadows moves! It's a hand gripping the edge of his door and pulls out of site.

Bug lurches out of bed. Then freezes. Does he really want to pursue it?

He does. Slowly. Inching his way through his dark room to his door.

At the door he holds his position again. Grabs the knob. A deep breath and he pulls the door open.

A dark empty hallway. A staircase at the end leading down.

Something is coming up the steps!

Bug's eyes go wide. His breath caught in his throat.

Alice emerges at the top of the stairs. She looks at him.

ALICE

What?

BUG

Did you hear anything?

ALICE

What would I hear? It's late. Go to bed.

With that, she walks into her room.

Bug relaxes a bit.

Behind him, in the dark corners of his room, a Shadowy Figure watches. This is the SHADOW MAN, as the name implies he's nothing but darkness, a human form void of light.

SHADOW MAN (V.O.)  
Your mother will never love you,  
Trevor Jordan.

Bug whips around.

His room is empty.

BUG  
Damn it.

Bug's eyes close in defeat.

**EXT. HIGH SCHOOL, GYM - DAY**

Blaring sunlight bouncing off the concrete. Students dressed for PE, shorts and t-shirts, mingle on the courts.

Off to the edge of the crowd, Bug stands in his PE uniform, shorts are too large and hang past his knees. He also wears his hooded sweatshirt. He's watching...

... Kat talk with her friends. She sees him and heads over.

KAT  
I hear someone signed up for cross  
country today?

Bug nods. Clears his throat. Tugs on his sleeves.

BUG  
I figured what the heck. Right?

Almost glowing in the sunlight, Kat smiles and nods. Bug looks like he might throw up.

BUG (CONT'D)  
I was thinking... maybe sometime...  
we --

LENNY (O.S.)  
Well well...

LENNY, cruelty wrapped in the guise of a high schooler, approaches with a predator's smile. He's not dressed for PE.

LENNY (CONT'D)  
The fuck-tard's gonna run with the  
queers.

Next to him, these two dressed for PE, are BARRY, large, all star football player, and CARTER, high strung, rat-faced and a rotten tooth smile.

KAT  
What are you doing here, Lenny?

His hateful eyes never leave Bug.

LENNY  
Oh, I see. You're just trying to get  
a piece of ginger ass.

KAT  
Screw you, asshole.

Bug stands still. His eyes on Lenny. Lenny motions to his  
long sleeves.

LENNY  
What's the matter, freak, don't want  
her to see the little gifts your old  
man left you.

BUG  
(statue still)  
Leave me alone.

LENNY  
I hear those ain't even the good  
ones.

His eyes go to Bug's oversized shorts.

KAT  
Leave him alone.

Lenny turns on her, as though he might hit her.

Reacting on instinct, Bug steps up. Shoves Lenny, who  
stumbles back and barely keeps from falling. His face flushes  
with rage.

Though his arms remain at his sides, Bug's fists clench. He's  
waiting for Lenny --

-- Carter yanks Bug's shorts down revealing a large  
triangular burn mark on his thigh. It's old but still looks  
painful.

Bug quickly pulls his shorts up, but everyone has already  
seen. He shoves Carter, sending him on his ass.

Lenny goes after Bug. He grabs him. Bug grabs Lenny.

COACH is storming over from the gym.

COACH  
Hey!

Lenny pulls Bug in close.

LENNY  
One of these days, freak.

Lenny looks back at the Coach and shoves Bug away then takes  
off running.

COACH  
Lenny Jeffries! Get back here.

But he's gone.

Bug looks at Kat. He takes several deep breaths. He looks around.

Everyone is watching. Talking. Whispering.

Bug's hand goes to the spot on his shorts over the burn; he runs off.

COACH (CONT'D)  
Trevor Jordan!

But he's already running into the locker room.

**INT. THE MOTHER SHIP - DAY**

Bug sits on the ground with his back against the wall, knees drawn up, held together with his arms. He stares straight ahead. His eyes wide.

The clock hangs on the support beam. Staring back and ticking away.

Baxter comes into view. He's almost hesitant.

BAXTER  
Bug?

He whispers. Reaches his hand out for his shoulder. Stops. Bug gives no response. Baxter looks around.

The Mother Ship stretches before him. Emptiness. Shadows. Silence. A foreboding darkness beyond the doors which lead to the old offices.

BAXTER (CONT'D)  
Yo. Bug-man.

Still nothing. Baxter leans in closer. Bug's vacant stare.

BAXTER (CONT'D)  
Bug!

After a moment of silence and staring at the clock...

BUG  
Hear what happened?

BAXTER  
Did you have clean underwear on at least.

Baxter waits for a response. Bug almost smiles but his focus remains on the clock. Baxter sits.

BUG

Kat was there.

BAXTER

Again... clean underwear?

This time Bug smiles.

BUG

You know, I've thought about asking her out.

BAXTER

You should.

BUG

Hmm. That would work out great.

BAXTER

People like you, man. You just gotta give 'em a chance. I mean look at Wendy's cousin who stalked you all friggin' summer. And Natalie? She's had her eye on your little junk since sixth grade. Just gotta let people in, dude.

BUG

I'll never belong. I'll always be the outcast. Everyone will just see me as the freak who was tortured by his father.

BAXTER

Not everyone.

Silence. Only the ticking of the clock. Bug's eyes on it.

BUG

You believe in other worlds?

BAXTER

Hell yeah. Had an aunt who's a no shit alien abductee. I think they... well you know what they do with those probes.

BUG

I mean like other dimensions. Worlds all around us that we can't see.

BAXTER

Oh yeah, that too.

BUG

You're my only friend.

BAXTER

Only because --

BUG

No. I mean it. You're the one person I've talked to about my Father. But there's more.

BAXTER

Really? Cause dude, I can't imagine more than what you've told me.

BUG

I never told you how I survived all those years.

(deep breath)

How I kept my sanity until his suicide.

The clock ticks away.

BAXTER

You know I'll listen, dude.

BUG

One night, after a really long session with my Father and his cigarettes, I found it. A place where I could go to make the pain go away.

Bug pauses. This is tough. He looks at Baxter.

BUG (CONT'D)

I've tried to tell you about it. But I realize... I have to show you.

Bug holds out his hand. Baxter hesitates. Bug's eyes plead. Baxter nods.

BUG (CONT'D)

Trust me?

BAXTER

Doesn't mean we're dating though.

He gives Bug his hand. They stand up. Bug gives Baxter one last look then turns his attention to the ticking clock.

The ticking continues. Bug's eyes narrow. The ticking slows. Bug takes heavy breaths. A tick forward. Then two back.

Baxter reacts with a bit of fear.

Bug closes his eyes. The slightest ripple moves through the air. The ticking slows more. There is also a change in its tone. It's deeper. A thwump as the ticks seem to extend.

Baxter's jaw tightens. He shifts in place.

The SECOND HAND moves forward once more, then stops. Vibrates in place.

Bug is silent, his eyes focused on the clock.

The world around them shifts causing a jolt like a TV with bad reception.

The shift is followed by another ripple. This one more identifiable as it spreads across the concrete floor, like a pond with a stone cast in it.

Baxter looks up.

A piece of DEBRIS from one of the many nests in the rafters is falling to the ground, much too slowly. It starts to vibrate.

With it, the rest of their surroundings begin to vibrate and blur. It's like watching a 3D movie without the glasses.

BAXTER (CONT'D)  
(low and echoing)  
Bug?

The falling DEBRIS hangs in the air, vibrating and dissipating. A BIRD fleeing its nest does the same.

DUST particles all over the building are suspended in time. The second hand vibrating on the clock...disappearing.

BAXTER (CONT'D)  
What the --

All the sound is sucked out of the Mother Ship.

One last shift in time and space and a quick whoosh as though the air within the building is sucked out --

**INT. THE BETWEEN PLACE - CONTINUOUS**

-- And they're surrounded by darkness.

BAXTER  
Bug? What...

His voice seems distant in the void. He looks around. Nothingness as far as the eye can see. He looks over at Bug.

Bug's eyes are locked ahead. Baxter stuck between thrilled and freaking out.

BAXTER (CONT'D)  
Dude, where are we?

BUG  
It's where I would go. To get away from him. To escape the pain of cigarette burns.

BAXTER  
But... where?

He looks at Bug. Then past him...

... In the distance those shimmering doorways begin to form.

BUG  
We're between time.

BAXTER  
Between time?

BUG  
Time passes. Seconds move forward  
and the world goes on.

More doorways are forming. Bug takes a step toward one of the doorways.

BUG (CONT'D)  
But there's space between those  
seconds. And if I focus hard  
enough...

He looks over at Baxter.

BUG (CONT'D)  
... I can step into that space. I  
call it the Between Place.

Baxter stares at one of the doors.

BAXTER  
What are these --

-- Whoosh! Something large explodes through the darkness  
fluttering passed him. Baxter quickly ducks down.

BAXTER (CONT'D)  
The hell!

BUG  
It's okay. Nothing will hurt you.

BAXTER  
There's things living in here?

Bug nods. Their attention turns to the closest doorway them.

Baxter takes a single step away. Looks back to Bug... gone.

BAXTER (CONT'D)  
Bug?

Baxter starts to look around. He moves through the nothing.  
He hears a door; it ripples. Bulges. He backs away from it.

Chickchickchickchick....something small clicks its way passed  
Baxter. He turns and looks down. Nothing. Then he sees Bug.

Bug's in the distance, seemingly a lifetime away.

BAXTER (CONT'D)

Bug?

BUG

He stares into the darkness.

BUG

I had to shut it...you brought that  
on yourself...what you did -- no. It  
was you. Not us.

The Shadow Man stands before Bug. When the Shadow Man speaks,  
his voice doesn't come from him, instead, it surrounds Bug.

Bug glances over.

Baxter hesitantly makes his way toward Bug.

SHADOW MAN

You think he is your friend.

BUG

He is.

SHADOW MAN

He only enjoys the company of the  
abused freak. Like his little pet.

BAXTER

He's searching out...

BAXTER

Bug?

... moving tentatively through the darkness. Surrounded by  
unseen creatures chittering and fluttering around him.

Baxter starts toward Bug, but he seems to pull away further.  
It's a dizzying effect, and Baxter stops.

Something moves behind him. It's just a mass of shadow.

The loud thud and click of massive paws heading toward him.

Baxter starts looking for the source. His eyes wide. He turns  
back...now Bug is just a few feet in front of him.

He doesn't acknowledge Baxter.

BUG

I don't need you or want you here.

SHADOW MAN

You will never be anything more than  
a target for hungry predators.

Baxter turns. In the distorted world of darkness, he catches a glimpse of the Shadow Man. Baxter's eyes go wide in fear.

SHADOW MAN (CONT'D)  
I am your only friend. Let me in.

The Shadow Man turns his head toward Baxter. Bug follows. Sees his friend --

-- Whoosh! The world comes flooding back in --

-- The Shadow Man grabs the edge of an invisible doorway --

**INT. THE MOTHER SHIP - CONTINUOUS**

-- He's gone.

Baxter jolts. Rapid fluttering as the bird's flight continues. The dried out twig falls. Dust particles regain their blind motion through the air.

Baxter stands with his eyes like saucers. Frantically, he looks around.

BAXTER  
Jesus -- man what -- what the hell!

Baxter, a bit of fear on his face, looks at Bug. Then he looks around as if trying to make sure he's really back.

BUG  
Sorry.

Bug shifts in place. Looks at the floor. Tugs at his sleeve.

BUG (CONT'D)  
I shouldn't have taken you there.  
(to Baxter)  
I wasn't trying to scare you.

BAXTER  
No. I mean -- yeah it kind of scared  
the crap out me.

A nervous chuckle, then rush hits him and the fear vanishes.

BAXTER (CONT'D)  
But dude it was also friggin'  
amazing. I mean it was like... I  
don't know. Like we were nowhere.  
But...

BUG  
Everywhere.

Baxter lets out a nervous laugh. He's still looking around as if he's not sure where he is at now.

BAXTER  
Was someone with us?

Bug's inverting back into himself. Drawing in the dust with his shoe. He looks up at Baxter.

BUG  
Do you mind if we just go? The  
cookout?

Bug looks at him. Silently pleading not push the subject.

BAXTER  
Yeah, okay let's split, man.

**EXT. BAXTER'S HOUSE, PATIO - DAY**

A small concrete patio and a quaint yard. On the patio, Baxter is showing Bug some skateboarding tricks.

JUSTIN, (40's) thick muscled and tanned, both from working outside, gets the grill ready.

MOLLY, Baxter's mom, (40's) the kind of mom teen boys have a crush on, stands at the glass sliding door.

MOLLY  
Trevor?

Both boys look over at her.

MOLLY (CONT'D)  
Want to help me with the salad?

Bug answers without hesitation.

BUG  
Yes, ma'am.

BAXTER  
What am I supposed to do?

JUSTIN  
You're helping me with the burgers.

Baxter rolls his eyes.

**INT. BAXTER'S HOUSE, KITCHEN - DAY**

The counters are loaded down with food being prepared. Baxter is grabbing a bottle of beer and a soda from the fridge. Looking over at...

... Molly and Bug putting a salad together. A smile plastered on Bug's face.

The smile brings a grin to Baxter's face.

BAXTER

Well, I hope you two ladies stay nice and cool in here while us men brave the heat for your meal.

Molly puts her arm around Bug and winks. Bug looks at her; the emotion is almost palpable.

MOLLY

We'll be just fine.

BUG

Luckily I have my sweatshirt on.

BAXTER

Blah. Blah. Blah.

And he heads for the door.

Molly looks at Bug. His sweatshirt. Perspiration on his forehead. A small scar barely peaks out from his sleeve. He pulls on the sleeve, covering the scar.

MOLLY

You know, the beans are actually my mom's recipe. Baxter ever tell you about her?

Bug shakes his head.

MOLLY (CONT'D)

She's a tough old gal. Survived two bouts of breast cancer.

She starts cutting up bacon. Bug watches.

MOLLY (CONT'D)

Never use bacon bits. Blah, nasty little things. Anyhow, she had surgery that didn't go too well, left her really scarred up.

She has Bug put the bacon on the salad.

MOLLY (CONT'D)

A business woman, working in a man's world she called it. Loved it and was really good at it.

Bug mixes the salad as Molly sprinkles on seasoning.

MOLLY (CONT'D)

But she always told me the best part of her day was coming home.

Salad's done and she sets it aside.

MOLLY (CONT'D)

It was where no one cared about her scars.

She pulls the cans of beans toward them.

MOLLY (CONT'D)

Said at home scars had no power against her.

Bug looks at her for a moment, then down at his sneakers.

MOLLY (CONT'D)

Also used to say home is wherever you make it.

They stand in silence for a moment. Molly gleaming at Bug. Bug smiles back and takes his sweatshirt off. Letting his scars shine through.

Molly ruffles his hair.

MOLLY (CONT'D)

Now, let's get to work. I'm starving.

**INT. BAXTER'S HOUSE, KITCHEN - NIGHT**

Bug and Baxter are leaving the kitchen through the glass sliding doors. The table is loaded down with the meal's remnants. Justin picks up as Molly pours coffee.

JUSTIN

(calling out to  
Baxter)

You're washing the dishes before bed.

Baxter shakes his head as he leaves.

**EXT. BAXTER'S HOUSE, PATIO - CONTINUOUS**

They make their way across the patio.

BAXTER

Man, that guy never quits.

Taking a seat on the edge of the patio, Bug keeps his eyes inside the house. Molly and Justin working together.

BAXTER (CONT'D)

Check it out.

Bug looks back. Baxter hands him a skateboard and sits down.

BAXTER (CONT'D)

Found the deck at a garage sale and used my old independent trucks.

Bug's mouth is wide open in awe.

BUG  
A Powell Peralta? What about your  
Zero?

BAXTER  
Oh I'm keeping the zero. That's your  
board, spaz.

Bug looks back at it. Turning it over, shocked.

BUG  
Serious?

BAXTER  
Do I kid?

BUG  
But this is...

Bug stops. Staring at the board.

BUG (CONT'D)  
Thanks.

The emotion of the gift creates awkward silence. Then...

BUG (CONT'D)  
I kind of owe you a better  
explanation about the Between Place.

Baxter bah's statement with a wave of the hand.

BAXTER  
Don't owe me shit, man. But I won't  
lie, I've got a million questions.

BUG  
Like the shimmering in the air?

Baxter nods his head.

BAXTER  
What were they?

BUG  
They're like doorways.

Bug spins the wheels on his board, struggling for answers.

BUG (CONT'D)  
I think they go to other worlds...  
maybe other times.

BAXTER  
The whole time and space crossroads  
thing?

BUG

When I slow time, I see one of those doorways and step into it. Then I'm in the Between Place.

BAXTER

I thought I saw someone behind one of the doors. The one you were looking at?

Bug nods.

BUG

There was someone.

He looks at Baxter.

**INT. SHED - NIGHT - FLASHBACK**

Young Trevor (8) lies on the dirt floor. Tears fill his eyes and fresh burns dot his arms.

BUG(O.S.)

And one night, I met him.

Young Trevor struggles to his feet. He looks through the darkness.

A doorway shimmers. The Shadow Man stands on the other side.

BUG(O.S.) (CONT'D)

I called him the Shadow Man, cause that's all he was.

The Shadow Man stands before the frightened child.

BUG(O.S.) (CONT'D)

He told me he wanted to help.

The Shadow Man extends his hand out to Young Trevor.

BUG(O.S.) (CONT'D)

But, I slammed the door on him.

The doorway collapses and the Shadow Man vanishes.

**EXT. BAXTER'S HOUSE, PATIO - NIGHT - PRESENT**

Bug is staring off. Lost in memory.

BUG

Then, Father used the knife.

His eyes widen.

BUG (CONT'D)

It hurt so bad. I screamed so loud. Mother always said she never knew what he was doing.

(MORE)

BUG (CONT'D)  
 (looking down)  
 I know she heard, though.

He looks at Baxter. Tears stream down Bug's face.

BUG (CONT'D)  
 So I went back.

**INT. SHED - NIGHT - FLASHBACK**

It's the scene from the opening. Young Trevor lying on the floor of the shed. Fresh welt on his thigh.

BUG(O.S.)  
 And accepted his help.

The Shadow Man appears. Young Trevor closes his eyes and nods. Tears stream down his face.

**EXT. BAXTER'S HOUSE, PATIO - NIGHT - PRESENT**

Bug is breathing heavy. He's on the edge of a breakdown.

BUG  
 They found me when my Father...  
 committed suicide.  
 (looks at Baxter)  
 But it wasn't suicide. I killed him.

BAXTER  
 No. You didn't --

BUG  
 Yes I did. He took that gun and put  
 it to his head because of me.  
 (deep breath)  
 Because I asked for the Shadow Man's  
 help.

BAXTER  
 Shit man, you were just a kid trying  
 to friggin' survive.

Bug, still wiping the tears and trying to compose himself.

BUG  
 I didn't want to -- but I had to...  
 I had to Baxter -- I mean why -- why  
 would a father do that to his own  
 son?

BAXTER  
 I have no friggin' idea.

BUG  
 I'm not a monster. Please believe me  
 when I tell you that.

BAXTER

I know.

Bug takes a breath. Rolls the skateboard wheels methodically. He looks back at Baxter.

BAXTER (CONT'D)

Can I say something?

Bug nods.

BAXTER (CONT'D)

That place was super cool, man. I mean top of the friggin' world awesome. But...

BUG

I know.

BAXTER

There was a badness to it. Something not good. And that guy? I don't think you should go back.

BUG

I know. I didn't even want to go back today.

BAXTER

Why did you?

BUG

The other day at Dr. Cisco's, I let him hypnotize me.

BAXTER

Hypnotize you?

BUG

He wanted me to face the day my Father committed suicide. Thought it would help.

BAXTER

What happened?

BUG

I think when he did it... I went to the Between Place. Opened the door. So today, I needed to make sure it was closed.

BAXTER

Is it?

Bug hesitates.

BUG

Yeah.

BAXTER  
 You sure? I hate for that shadow guy  
 to pop up.

BUG  
 I closed it on him.

BAXTER  
 And you won't go back? I hate to say  
 promise but --

Bug quickly looks at Baxter.

BUG  
 I said I won't go back.

With the shadows casting on Bug's face, there's almost a  
 harshness to him. Baxter leans back a hair.

BUG (CONT'D)  
 And I won't.

BAXTER  
 Okay.

BUG  
 You're my friend. So you believe me?

Bug stares at Baxter another second.

BAXTER  
 Course I do, man.

Bug turns enough the shadows move, and he's back to himself.

**INT. BUG'S HOUSE, KITCHEN - NIGHT**

Bug stands in the doorway looking shocked. Above his head,  
 the odd cat clock ticks away.

BUG  
 I told you I was going to Baxter's  
 for dinner.

Smoking and drinking, Alice sits at the kitchen table - set  
 for that spaghetti dinner.

ALICE  
 No. I asked you what you wanted for  
 dinner and you said spaghetti.

Alice gets up and grab the large bowl of spaghetti.

ALICE (CONT'D)  
 Which is ruined now. If you didn't  
 want it I wish you wouldn't ask.

BUG  
 But...

She tosses it all in the garbage.

ALICE

Without your father around things  
are tight, and I can't afford to be  
wasting food.

She glares at him. Bug shakes his head.

BUG

Are you ever going to try and be my  
mother?

ALICE

I am doing the best with what little  
I have left.

BUG

Money has nothing to do with love.

Alice scoffs as she tosses the salad in the garbage and  
storms past him.

Bug turns to watch her go. Over his head the odd cat clock  
ticks away, watching her as well.

**INT. BAXTER'S HOUSE, BAXTER'S ROOM - NIGHT**

Baxter sits at his desk with his cell phone ringing. Homework  
is out, but he is doodling instead. He answers the phone.

BAXTER

Baxter Reynolds, how can I direct  
your call?

**INT. KAT'S BEDROOM - NIGHT**

Kat sits at her desk, phone up to her ear.

KAT

(a bit hesitant)  
Baxter? It's Kat.

**INTERCUT: BAXTER / KAT**

Baxter's eyes widen. As though they are face to face, he  
looks himself over and even brushes some crumbs from his  
shirt. Clears his throat. Speaks slow with a forced calm.

BAXTER

Hey Kat. What's up?

KAT

I didn't write down Mrs. Clark's  
homework for English. Did you?

BAXTER

Of course.

He begins a desperate search through his papers. Finally: English read chapters 3-6 The Catcher in the Rye, is found scribbled on a sheet of weathered paper.

BAXTER (CONT'D)

Here it is... chapters 3 through 6 of Catcher in the Rye.

Kat is writing it down in a more organized manner.

KAT

I thought it was something like that. Thanks.

BAXTER

(nervously)

You should pay more attention in class. Be a little more like me?

KAT

Yeah, right. You're the reason I didn't get it written down.

BAXTER

How on earth did I interfere with your education.

KAT

I spend more time talking to you than listening to the teacher.

BAXTER

Well, I'll try to be less of a bad influence on you then.

KAT

(smiling)

I guess you can start by letting me get my homework done.

BAXTER

I'll do that. See you in class tomorrow?

KAT

Of course. Bye, Baxter.

BAXTER

Yeah... bye, Kat.

END INTERCUT

Baxter sits at his desk for a moment. Smiling. Staring at his phone. Then...

BUG (V.O.)

So, you like her then?

BAXTER (V.O.)  
No, not like that.

Baxter's smile dies.

**INT. BUG'S HOUSE, KITCHEN - NIGHT**

Bug is finishing cleaning. The house is still. Silent. Darkness beyond the entry to the kitchen.

Bug looks the kitchen over. Spotless. He hangs his towel on the oven door.

**INT. BUG'S HOUSE, BUG'S BEDROOM - NIGHT**

Bug sits at his desk, the computer fired up. He stares at the screen: Facebook.

He types: Kat Summers.

Her page comes up, a track team picture of her.

Bug smiles. He moves the cursor: Send Friend Request. He pauses. Focuses. Deep breaths. His finger ready to click.

SHADOW MAN (O.S.)  
Do you really think a girl like her  
would want to be your friend, Trevor  
Jordan?

Bug tenses up. His face tightens.

BUG  
She is my friend.

SHADOW MAN  
In private maybe... but where her  
real friends might see? Like all the  
others, she will see you as a freak.

BUG  
Why are you even here?

SHADOW MAN  
I am here because you want me here.

BUG  
You did something didn't you? Kept  
the door from closing.

SHADOW MAN  
You kept it open. You knew you would  
need me.

BUG  
I don't.

SHADOW MAN

You control the door. If I did indeed keep it open, you were aware of it. You allowed it.

BUG

No I didn't.

Bug turns his attention to the computer. Kat's photo, that angelic smile.

Looking back up, Bug sees the Shadow Man inches from him.

SHADOW MAN

The world will turn its back on you once again.

The Shadow Man's head turns to the computer. Bug follows. His eyes move across the screen: One mutual friend, Baxter Reynolds. Bug's eyes close.

SHADOW MAN (CONT'D)

And only I will be there for you.

BUG

You need to go back.

Bug opens his eyes. This close to the Shadow Man, something's noticeable... the Shadow Man isn't the dark, light void he usually is. He's paler. Almost transparent.

BUG (CONT'D)

But you're already back aren't you?

Bug moves his hand through the Shadow Man.

BUG (CONT'D)

You can't open the door. You're only a ghost in this world.

Bug's face tightens in anger.

BUG (CONT'D)

I do control you... so leave now.

A whoosh through the room, and Bug is alone.

Going back to the computer, he stares at Kat's picture for a moment. The arrow is still under send friend request.

He looks at Baxter's picture under her friends then X's out of Facebook. Bug stares at the blank screen.

**EXT. PARK - DAY**

Baxter stands in the grass with a slushy in hand and looking toward the track.

Kat is running her laps. As she comes around the curve, she sees Baxter. With a smile and a wave, she runs his way, slowing to a trot as she nears him.

KAT  
What's up?

Baxter smiles, a bit nervously.

BAXTER  
Just trying to stay out of trouble.

KAT  
No Bug?

BAXTER  
Had to take off. He's a man who likes to do his homework.

KAT  
Walk me to the bleachers? I need to grab my bag.

Baxter nods, and they start walking.

KAT (CONT'D)  
So where do you and Bug go? I see you guys cutting through here just about every day.

BAXTER  
The Mother Ship.

KAT  
That's right. The Mother Ship you spoke of the other day.

BAXTER  
Um... You wanna... you wanna come see?

Kat nods.

**INT. THE MOTHER SHIP - DAY**

Baxter holds a lit candle, its light flickers off the walls giving the Mother Ship and eerie ambiance.

Kat stands next to him, hugging herself as she looks around the dark, abandoned shipping facility.

BAXTER  
Guess it's just cool to a couple of dorky boys. Huh?

KAT  
I can see you guys hanging out here.

Baxter brushes off a spot on the concrete floor for her to sit down. He takes a seat next to her.

BAXTER  
Bug likes it here. Gives him a place to relax. Not worry about friggin' crap in his life. Not be at home.

KAT  
Mom's no good, is she?

Baxter scoffs.

BAXTER  
Mom's a bitch. Sorry.

She shakes her head, no big deal.

BAXTER (CONT'D)  
I mean, the guy's a class act, you know. Good grades. Never in trouble. But in her eyes, he can never do anything right.

Baxter looks at their hands, they're almost touching.

KAT  
I'm glad he's got you for a friend.

Baxter looks up from her hand.

BAXTER  
I know a lot of people think I'm just his friend out of pity, but that's not it at all. They don't see the side of Bug I see.

They are facing each other. Their faces closer.

He turns his head, stares straight ahead. Fiddles with his hands. Looks down.

KAT  
You and Bug need to hang out with me Saturday morning.

BAXTER  
Hang out?

KAT  
Yeah. Do you know where the Bell Canyon stables are?

Baxter nods. Scoots around so he can face her.

KAT (CONT'D)  
I have a horse there.

BAXTER

A horse?

KAT

Yeah, and Saturday you should bring Bug. You guys can help me with her.

BAXTER

That would be awesome. Bug would definitely love it.

That done, the awkward silence returns. But this time, they are facing each other. They lean closer. Their lips about to touch --

BAXTER (CONT'D)

-- Sorry.

Baxter leans back. Kat snaps back. Eyes to the floor.

BAXTER (CONT'D)

But I can't.

KAT

Oh... I'm sorry. Did I --

BAXTER

No. It's not you.

Kat raises her eyebrows, really?

KAT

Isn't that a cliché way of saying you're not interested?

Baxter takes a deep breath. Looks around. Back to kat.

BAXTER

Bug thinks the world of you, and I think he might...

KAT

... He might like me?

BAXTER

I know he likes you. He just won't admit it. And I know he wants to ask you out. But he never will.

KAT

Where does that leave us?

Kat waits for an answer. Baxter seems to be searching for one when Kat's eyes go wide, looking past him.

KAT (CONT'D)

What in the world?

Baxter looks back.

On one the support beam holding the clock, a brightly colored spider climbs up.

The spider's fat round abdomen is bright orange. The body is a mixture of yellow and green and the eight legs are bright red.

Baxter looks closer.

The body seems to be layered with tiny green and yellow feathers. The feathers bristle out.

Reacting to the feathers, Baxter pulls back. Kat leans in closer to Baxter.

BAXTER

What the...

The spider's front legs rear up as it begins to lose its grip on the steel beam. It tries to hold on but falls to the ground.

The spider lands in withering mass of similar spiders.

Kat gasps. Baxter grabs her, and they back away.

KAT

Oh my God.

Trying to get up the beam, the spiders clamber over one another, dying. Many are already dead, lying on their back with their red legs curled into their bodies.

One spider seems to see Baxter and Kat. Breaks away from the hoard to face them.

Baxter looks up. Stares across the Mother Ship.

In the corner, a figure starts to bleed from the darkness. Baxter tenses. Kat looks at him, then the corner. Nothing.

KAT (CONT'D)

What?

Baxter refuses to take his eyes off the darkness.

BAXTER

We need to go.

He watches the corner --

-- Behind him the Shadow Man looms over his shoulder.

Kat takes a look around. No shadow.

KAT

I can go with that.

They start backing away. Kat watching the spiders. Baxter watching the darkness. Baxter looks away, back at the spiders. He turns his attention up the beam...

.. the clock.

**EXT. BUG'S HOUSE - NIGHT**

Bug and Baxter stand by the front door.

BAXTER  
You wouldn't worry? Dude, I think  
one of them attacked me.

BUG  
What were you doing there?

BAXTER  
Huh?

BUG  
How come you went to the Mother  
Ship?

BAXTER  
(thinks fast)  
Oh... Mario needed his Rancid CD  
back.

Bug seems to weigh the validity of his story? Then he nods.

BUG  
Oh. Okay.

BAXTER  
And who cares why I went back? What  
about the friggin' spiders?

BUG  
There might be a chance that  
maybe... maybe the Shadow Man kept  
the door open --

BAXTER  
Open!?

BUG  
Not all the way. Just... I don't  
know like a crack.

BAXTER  
What does that mean, dude?

BUG  
Like he put his hand in there when I  
was shutting it. Kept it from  
closing all the way.

BAXTER

Like when you're trying to keep someone out of your house and they stick their foot in the door?

BUG

Kind of like that --

BAXTER

Dude, that's what someone you don't want in does.

Baxter looks around as if the Shadow Man might be lurking.

BAXTER (CONT'D)

Is he here?

BUG

No. He can't come over. He only kept it cracked. It's not open enough.

BAXTER

I saw him!

BUG

That was just like a projection that he gets over here. He is still in the Between Place.

BAXTER

But what about the spiders? They were definitely here, dude.

BUG

Don't worry about them.

BAXTER

Yeah, you said the once man, and I don't know about that.

BUG

They're probably dead by now.

BAXTER

Dead?

BUG

Our world isn't theirs. It would be like you flying to Mars in a spaceship. Get out without air from the ship and you'd die.

Baxter seems to take this in.

BUG (CONT'D)

They can't survive over here long without the door all the way open. Without the Between Place.

BAXTER  
And you're sure about that?

BUG  
Saw it once, in the shed. Some rat  
looking thing came out. But it died  
after I closed the door.

BAXTER  
Okay... but --

BUG  
Baxter.

Baxter looks Bug in the eyes. Very serious and cold eyes.

BUG (CONT'D)  
I promise I will get this taken care  
of. You have to trust me.

BAXTER  
Of course, dude.

BUG  
I gotta get back in now. Mom and I  
are watching a movie.

BAXTER  
Yeah sure. But if you need my help,  
you know closing it?

BUG  
I'll do it.

Bug relaxes. Eases up.

BUG (CONT'D)  
But thanks, man. I know you'd help.

Baxter nods. Bug goes inside closing the door on him.

**INT. BUG'S HOUSE, UPPER HALLWAY - NIGHT**

Bug stands at his mother's door. He's opened it just enough  
to peak inside.

Alice is passed out in bed. Two empty vodka bottles litter  
her nightstand.

**INT. BUG'S HOUSE, BUG'S BEDROOM - NIGHT**

Bug stands in front of his window looking over at the  
bookshelf. Mr. Eights seems to be staring at him.

BUG  
I know. I'll close it tomorrow.

**INT. CLASSROOM - DAY**

The class is filling up with students. The teacher, MR. ROME, stands up front, a keen eye on everyone.

Baxter is leaning across the aisle talking to Bug.

BAXTER  
Yeah, dude. She thought you would like to see her horse.

BUG  
(happy)  
That would be --

Lenny passes by Bug's desk, casually knocking his books onto the floor. He chuckles and takes his seat.

BAXTER  
Watch it douchebag.

LENNY  
Fuck you four eyes.

MR. ROME (O.S.)  
Alright class...

Mr. Rome stands up front.

MR. ROME (CONT'D)  
... yesterday we left off with the South squaring off with the North.

Bug picks up his books. When he comes back up, the room is empty. He looks around.

The ticking clock drums through the empty room... tick ... tick... tick...

Behind him, something moves. Bug turns.

Lenny is heading for Bug's desk. A Colt .45 in his hand.

Bug looks back to the front of the classroom.

The clock... its ticking has slowed.

BUG  
No.

Lenny stands next to Bug's desk, looking down at him. Bug's head trembles as he tries to hold back the Between Place.

SHADOW MAN (V.O.)  
You want it open.

BUG  
No... I don't. It's you.

Bug looks at his hands, darkness is swirling over his flesh. He shakes his head.

SHADOW MAN (V.O.)  
But I am just a projection...

Lenny raises his hand, the gun's muzzle resting against his own temple.

Bug watches Lenny.

SHADOW MAN (V.O.)  
It's you trying to open it.

Beyond the bully, the Shadow Man lurks by the door.

Bug looks at him.

The Shadow Man stares back.

Darkness swirls in Bug's eyes. He squeezes them shut.

Lenny looks down on him. The gun resting against his head.

Bug opens his eyes. The darkness swirls. Darkness is bleeding into his hands as well.

SHADOW MAN (V.O.)  
And with it open, we can fix it.

Lenny's finger tightens on the trigger then squeezes. Boom! Lenny's head explodes.

Bug jumps in his seat.

The class is back. All eyes are on Bug who sits with his forehead and hair damp with sweat. A bewildered look in his eyes which show no sign of the darkness.

Bug looks over at Baxter. Forward to Mr. Rome, who stares with disapproval. He looks back. Lenny alive and gloating.

MR. ROME  
Trevor?

The class stares at him and start whispering to one another.

BAXTER  
You okay, man?

Bug turns back to Baxter. Still unsure, he nods slowly.

MR. ROME  
Trevor, I don't appreciate your interruptions.

Bug starts to speak but looks to his lap...

... a bright spider sitting on his thigh. Bug clamps a hand over it quickly and looks back to Mr. Rome.

MR. ROME (CONT'D)  
Is there a problem?

A giggle from the front row.

LENNY  
Moron.

Bug looks at Lenny. Then back at his hand. The spider seems to be looking at him. Its bright feathers ruffled up.

The clock still ticks slowly.

MR. ROME  
Trevor.

Bug snaps his head up to face Mr Rome. The Shadow Man next to the teacher. Bug's face is no longer bewildered. It is stone cold. Something about it startles Mr. Rome. He drops the marker in his hand.

Mr. Rome and Bug stare at one another. Bug's eyes narrow.

MR. ROME (CONT'D)  
(clears his throat)  
Time to start class.

Bug is locked on target.

BUG  
(sharp)  
Then start it.

Mr. Rome starts to rebut, but he falls silent. Nervously he reaches down and picks up his marker.

The clock ticks. The Shadow Man watches. Mr. Rome swallows.

MR. ROME  
(shaky)  
Let's get your books out.

Bug keeps his eyes locked on the teacher and his hand over the spider. Baxter tugs on his arm.

BAXTER  
Dude.

Bug doesn't acknowledge him.

MR. ROME  
Trevor. Get your book out and --

The Shadow Man steps closer to the teacher, its head turning to face him. Mr. Rome falls silent.

Bug. Trembling. Concentrating on the teacher.

The clock, its ticking now a deep thwump through Bug's head.

The windows vibrate.

Mr. Rome. The Shadow Man. The smirking class. Lenny leaning back in his desk. The ticking clock.

Bug concentrates, his head trembles. The Clock slows even more.

SHADOW MAN (V.O.)

Yes. Open it.

Baxter's hand lands on Bug's arm. Snaps him out of it.

BAXTER

Dude...

The clock surges ahead. The Shadow Man is gone. Bug keeps his eyes forward.

**INT. HIGH SCHOOL HALLWAY - DAY**

Bug is heading through the crowd of students. Baxter is catching up to him.

BAXTER

Yo, Bug.

Bug stops and waits for Baxter.

BAXTER (CONT'D)

Hey, man. You cool?

BUG

I'm okay.

BAXTER

In class... you looked liked a drowned turd for a minute.

Bug cracks a smile.

BUG

It was just my stomach. Felt sick for a second. But I'm better.

BAXTER

Yeah. Okay. If you're sure.

BUG

Sure thing. So tomorrow right? Kat's horse?

BAXTER  
 Definitely man. It'll be cool. I think Justin will give us a ride too. We can pick you up?

BUG  
 That's okay. I can ride my bike to your house.

Baxter seems to know why and nods. They start walking.

BAXTER  
 So you uh, get that door closed?

BUG  
 Yeah. Yeah it's taken care of.

BAXTER  
 Cool, man. I'll quit bugging you.

**INT. BUG'S HOUSE, BUG'S BEDROOM - DAY**

Bug is getting ready, giving his shirt one last look over.

A light knock on his door.

ALICE (O.S.)  
 (behind the door)  
 Trevor?

The door opens to show Alice, half asleep half drunk.

ALICE (CONT'D)  
 I've been calling you for over an hour.

BUG  
 Why?

ALICE  
 Don't be that way.

BUG  
 Why don't you just go back to bed.

Alice notices Bug's outfit.

ALICE  
 Where are you going?

BUG  
 Out with Baxter. You know that.

ALICE  
 Don't talk to me like that, I'm your  
 --

BUG

Don't. Don't ever call yourself my mother.

ALICE

How dare you. For that you can spend the day at home.

BUG

I don't think so.

ALICE

Excuse me?

BUG

Just get out.

ALICE

You can't talk --

BUG

I said get out.

She resists for a moment. Bug keeps his eyes locked on her. She turns and leaves, shutting the door behind her.

**EXT. RESIDENTIAL STREET - DAY**

Bug is swiftly riding along the sidewalk. He glances down at his watch and --

-- nearly hits a basketball which bounces in front of him.

Bug swerves to miss the ball, which he does but he also crashes his bike onto the sidewalk.

Bug gets to his feet and checks his arm. A small scrape is all he suffered. Then he looks up.

Across the street, Lenny stands in his driveway grinning. Also in the driveway is an old clunker car up on jacks and JOE, Lenny's dad, fighter and drinker sums him up.

LENNY

Nice one, freak.

Like a jackal, Lenny moves for Bug.

LENNY (CONT'D)

You and your little bitch got me a detention the other day.

Lenny reaches Bug. Joe stands at the edge of the driveway watching. Smiling.

JOE

You let that faggot get you in trouble.

Lenny looks back at Joe. Joe sneers at him. His cold eyes on Lenny. Lenny turns back to Bug.

LENNY

Never did get to see what your daddy  
left you.

Lenny grabs Bug's arms. Bug pulls out of his grasp and pushes Lenny's arm away. Lenny almost loses his footing.

JOE

Looks like we got two faggots here.

Joe glares at Lenny. Cold and harsh. It says you better not take that shit. Lenny balls his fists for a fight.

**INT. JUSTIN'S TRUCK - DAY**

Baxter fiddling with a Tweety Bird bobblehead on the dash in the middle of talking...

BAXTER

... No friggin' idea. The guy's  
never late.

Justin turns the corner.

The showdown, just a few houses away, grabs their attention.

JUSTIN

The fuck?

BAXTER

Son of bitch.

Seeing Lenny advancing on Bug, Justin guns the motor.

**EXT. RESIDENTIAL STREET - DAY**

The heavy duty truck roars down on the scene, stopping Lenny from swinging his punch. The brakes lock up, and the truck comes to a rocking stop.

Justin throws open his door and leaps out. He moves right for Joe and squares up to him. Much larger than him, Justin looms over Joe.

JUSTIN

What the hell is going on?

Joe narrows his eyes and puffs his chest. He lifts the can to his lips --

-- Justin slaps it out of his hand.

JUSTIN (CONT'D)

Am I really looking at a grown man  
bullying a kid?

Justin clenches his fists, his large forearms ready to deliver heavy punches. Joe has nothing. Justin looks at Bug.

JUSTIN (CONT'D)  
 Put your bike in the truck.  
 (back to Joe)  
 How about me? You gonna be just as tough with me.

Joe is trying to keep his tough guy face, but he has no chance against Justin.

Bug is still watching.

JUSTIN (CONT'D)  
 Trevor. Bike in the truck please.

Bug takes his bike to the truck. Baxter is waiting, and they load it in.

Justin looks back at Joe.

JUSTIN (CONT'D)  
 Come near him again and I'll put you in the Goddamned hospital.

They stare at one another. Justin tight and ready to swing. Joe with a dumb look and bobbing Adam's apple.

Then, as if it were all his fault, Joe yanks Lenny by the arm and drags him across the street.

**INT. JUSTIN'S TRUCK - DAY**

Bug and Baxter sit in silence. Justin turns to Bug.

JUSTIN  
 You okay, Trevor?

BUG  
 Yes sir. Thank you.

Justin winks. Tips his coffee mug at him and drives on a bit.

JUSTIN  
 Hey, as you may know, I'm marrying Baxter's mom in a couple of weeks?

BUG  
 He's mentioned it.

JUSTIN  
 Yeah. I'm sure he's been annoying you with all his joy over it.

Bug cracks a grin. Baxter rolls his eyes.

JUSTIN (CONT'D)

Well maybe you can do him a favor for me? He's gotta stand up at the wedding with me, and I think he'd like some company.

BAXTER

He can be in the wedding?

Justin nods. Bug's eyes go wide with wonder.

BUG

Really?

JUSTIN

Of course. It would be a honor for me to have you up there.

BUG

Yes. Yes I would.

Speechless and gleaming, Bug faces the front.

**INT. HORSE STABLE - DAY**

A dusty horse stable lined with pens. Bug and Baxter stare in awe as Kat leads a massive brown horse from its pen.

BAXTER

Wow.

BUG

She's beautiful.

KAT

She's a chestnut.

BUG

She's yours?

KAT

Sure is. Guys, meet Josie Joe.

Slowly, Bug reaches out for the horse. But he hesitates, and Kat takes his hand. He nearly bursts at her touch.

KAT (CONT'D)

She likes it when you run your hand down her snout. Like this.

She places his hand on the horse's snout, and he rubs gently up and down.

BUG

Cool.

BAXTER

Can I try?

Kat nods. Baxter does what Bug did, but Josie Joe sneezes, and he's covered in horse snot. Kat stifles her laugh with her hand. Bug lets it all out.

BUG  
(laughing)  
She really likes you, Baxter.

BAXTER  
Ha. Ha. Keep it up funny guy.

Kat hands him a horse snack.

KAT  
Here. Give her one of these.

BAXTER  
What does this make her do, puke on me.

KAT  
No. Really. She likes them.

Baxter feeds Josie Joe the snack, and the horse is pleased.

BAXTER  
Well alright.

KAT  
You guys wanna help me? I have to groom her and take her out for some exercise.

BUG  
Definitely.

**EXT. HORSE STABLE - DAY**

Kat has Josie Joe tethered on a lead and the horse trots in circles. Bug and Baxter sit on the fence watching.

LATER

Bug smiles as he feeds Josie Joe some more snacks.

Behind him, Baxter sneaks up and chucks a horse turd at him. Bug is hit in the back but doesn't take it lightly.

BUG  
Ugh, you jerk!

He chases after Baxter. Kat laughs.

LATER

With Kat leading, Bug sits on the horse as they head back to the stable. Baxter walks alongside Kat.

KAT  
She's content with you, Bug.

BAXTER  
That's cause they smell alike.

Bug kicks out at Baxter and strokes the horse.

BUG  
She's great.

KAT  
If you want, I can give you lessons  
some time.

BUG  
Really? You would?

KAT  
You seem to have a way with her.

BUG  
That would be great.

BAXTER  
You're a natural cowboy, Bug.

Kat and Baxter share a smile. She reaches out, almost touching his arm. But they stop, as if they've been caught doing something. Both avert their eyes to the ground.

Bug. Watching. He caught the look they shared.

**INT. HORSE STABLE - DAY**

Inside the stahl, Bug and Baxter are helping Kat groom Josie Joe. Kat reaches down to grab a brush from her tac-box.

KAT  
Oh gross.

All eyes go to the corner of the stahl where a fat black widow hangs in her web showing her red stomach.

KAT (CONT'D)  
Sorry, not in here...

Kat goes to stomp the spider to death. Bug steps between her.

BUG  
Hang on.

He kneels down by the spider and her web. Looks her over for a moment then grabs a stick lying nearby.

BUG (CONT'D)  
You are a big one.

He gently uses the stick to gather the spider and the web.

BUG (CONT'D)

In here and out in the open is no place for a Latrodectus Genus.

Baxter is mouthing the technical name along with Bug... he's heard it before. Bug stands with the spindled web. His eyes are on the spider.

BUG (CONT'D)

You can tell she was scared. The way she was hanging upside down so we could see the red. Her warning.

He looks up. Kat and Baxter watching makes him blush.

BUG (CONT'D)

Sorry... probably sound pretty stupid.

Kat smiles at him.

KAT

I think it's great.

BAXTER

No worries, Bug-boy, the stupid has nothing to do with the spider.

Bug sneers and holds the stick out to him.

BUG

How about put her on you?

He looks back at kat.

BUG (CONT'D)

I saw a fallen tree outside. She'll like that better. Likes to build her web in recessed areas.

KAT

Then lets get her there.

They head out.

**INT. THE MOTHER SHIP - DAY**

Baxter and Bug are in the middle of a card game, seated in their usual spots by the boarded up window.

BUG

Kat looked really good today, huh?

BAXTER

Yeah she looked good... hey, uh I wanna tell ya...

Bug waits. Baxter stares back. A forced chuckle.

BAXTER (CONT'D)

Can you believe Winston's managing the theater now. They'll be showing nothing but friggin' zombie flicks in no time.

Bug narrows his eyes questioningly then goes back to cards.

BUG

You know I was thinking I would take her up on those lessons.

BAXTER

Huh?

He tosses his hand, and Bug does the same, full house.

BUG

Riding lessons. Kat offered to give me riding lessons with Josie Joe.

Baxter nods as he scoops the cards.

BUG (CONT'D)

I'm sure...

(withdrawing)

... sure she meant both of us, not just me but I think I'll try it.

BAXTER

You should. You'd be good at it.

Baxter deals.

BUG

Think I could spend the night at your place? I kind of got into with my Mom this morning.

BAXTER

Course dude. You're always welcome in the Reynolds house.

(a sideways grin)

We can practice for mom's wedding. See how we can make fools of ourselves.

They laugh as the cards are dealt.

BAXTER (CONT'D)

How about Justin today?

Bug smiles. Nods his head and takes his cards.

BUG

That was so cool.

BAXTER  
 I wish he kicked that turd's  
 friggin' ass.  
 (shakes his head)  
 Lenny's such a prick.

Picks up his cards.

BAXTER (CONT'D)  
 I can't believe we were friends  
 once.

Bug raises his eyebrows. Baxter off Bug's response...

BAXTER (CONT'D)  
 Like forever ago. First and second  
 grade. I don't know, man. He changed  
 you know.

Bug pauses.

BUG  
 I think people hate things that make  
 them face their own problems.

He looks up at the ticking clock.

**INT. LENNY'S ROOM - NIGHT**

Lenny sits on his bed, a fresh bruise under his right eye.  
 Speed metal blasts from a stereo on his nightstand.

Joe's standing in the door.

JOE  
 Turn that shit down!

Lenny reaches over. Flips off the music.

Beer in hand, Joe shakes his head.

JOE (CONT'D)  
 Christ your mom was right about you.

He slams the door shut. Lenny with that thousand yard stare.

LENNY'S MOTHER (V.O.)  
 You're going to be stupid all your  
 life.

**INT. GARAGE - DAY - FLASHBACK**

The voice is LENNY'S MOTHER. Drunk in the front seat of her  
 car.

From the doorway to the house, YOUNG LENNY (9) stares at her.  
 Fear in his eyes.

LENNY'S MOTHER

Now, get your ass over here and help  
momma.

She's struggling with her seat belt.

Young Lenny doesn't move.

LENNY'S MOTHER (CONT'D)

Come on stupid.

She's half passed out. Can't undo the seat belt.

Young Lenny shuffles over.

LENNY'S MOTHER (CONT'D)

Jesus Christ, hurry up stupid.

He gets to her. Reaches for the seat belt. She runs her hand  
along his arm.

LENNY'S MOTHER (CONT'D)

Get momma out and she'll thank  
you...

A sickening smile on Lenny's Mother's face. Her hand on his.

Young Lenny snatches his hand back.

Lenny's Mother stares at him.

LENNY'S MOTHER (CONT'D)

Come on... stupid...

And she passes out.

Young Lenny stares at her. The keys in the ignition. The open  
garage door. Young Lenny reaches in and turns the car on.  
Lenny's Mother drools but doesn't wake up.

Young Lenny goes to the door. He looks back. Mom's still out.  
He pauses. Hits the button. The garage door closes.

The car billows exhaust.

**INT. LENNY'S ROOM - NIGHT - PRESENT DAY**

Lenny stands by his dresser. He's looking down. A snubbed  
nosed .38 in his hand.

**INT. BAXTER'S HOUSE, BAXTER'S ROOM - NIGHT**

Baxter is fast asleep in his bed. The blue light from the  
television flickering against the dark room.

Bug stands in silence, staring into the dark hallway.

An obnoxiously loud phone rings from somewhere in the home.

**INT. BAXTER'S HOUSE, KITCHEN - NIGHT**

The phone reverberates through the silent, empty kitchen.

Bug stares at the phone. The ringing is caustic. Finally, he picks it up and listens. His eyes close.

BUG

Yes Father.

Bug hangs up.

**EXT. BUG'S HOUSE - NIGHT**

Bug stands on his walkway looking up at his house which looms over him like the devil.

The door opens.

**INT. BUG'S HOUSE, ENTRYWAY - CONTINUOUS**

Bug walks down the hallway. Hissing can be heard from the kitchen. Bug reaches the doorway. Above him the cat clock ticks away. He steps in.

**INT. BUG'S HOUSE, KITCHEN - CONTINUOUS**

But it's not the same kitchen. It is the kitchen of his childhood. Bug stops dead in his tracks.

Across the kitchen, Samuel sits at the table staring at him.

On the stove, a large kitchen knife lies on top of a lit burner. The hungry flames are the source of the hissing.

Without a sound, and with the fluid motion of a ghost, his father rises.

SAMUEL

Come here, son.

YOUNG TREVOR

No daddy... please don't.

Bug watches from across the kitchen --

-- Without moving he finds himself standing face to face with his father.

Samuel's cold blue eyes stare down at him. He reaches out and lifts the knife from the stove... its blade red hot.

Darkness swirls over Samuel's eyes.

BUG

Why are you still here?

SHADOW MAN (V.V.O.)

I do only what you wish, Trevor.

Samuel smiles.

SHADOW MAN (V.O.)  
Just like when you were a boy.

BUG  
I didn't --

Bug's jolted into...

**INT. SHED - NIGHT - FLASHBACK**

Young Trevor stands before the shimmering doorway to the Between Place.

The Shadow Man appears. Young Trevor closes his eyes and nods. The Shadow Man takes a step over. Young Trevor's eyes snap open --

His vision is flying through the wall of the shed

Rocketing across the

YARD

To the

MANSION

Smashing through the french doors and into the

LIVING ROOM

Up the

STAIRCASE

Through the

HALLWAY

And exploding through the door leading to his parents' bedroom. A slamming halt at the foot of the bed.

Samuel bolts up to a seated position. Young Trevor is not there. Samuel's eyes are locked on his dresser.

He gets up and moves to the dresser. Opens the top drawer. Pulls out a small lockbox. Opens it. Inside is a Colt .45.

Samuel lifts the gun from the box and walks back to the bed. He sits, gun in hand.

Next to him Alice stirs and sits up as well. She looks confused, not seeing the gun.

Samuel's face begins to tremble. He lifts the gun to his temple. Alice sees this and opens her mouth to speak.

The gunshot rocks the room.

Alice, covered in brain and hair, spits out a chunk of scalp and starts to scream.

**INT. SHED - CONTINUOUS**

Young Trevor stands alone... he's smiling.

Alice's screams can be heard from the house.

**INT. BUG'S KITCHEN - NIGHT - PRESENT DAY**

Bug emphatically shakes his head.

BUG  
I didn't enjoy it.

Samuel grins. Bug is silent. Above the door, the cat clock ticks away.

SHADOW MAN (V.O.)  
I helped you escape a world of misery and torture.

Samuel flashes into the Shadow Man.

SHADOW MAN (V.O.)  
Then you slammed the door in my face. Locked me away. Only to return when you needed me again.

BUG  
I don't need you.

SHADOW MAN  
Then why did you return? Why did you open the doorway after all these years?

BUG  
I was just showing my friend.

They stare at one another as the line of bullshit lingers.

BUG (CONT'D)  
That's all.

SHADOW MAN  
Since you've opened the door, Trevor, I have seen your life...

A quick flash: Lenny sneering as Barry yanks his shorts down.

SHADOW MAN (CONT'D)  
You think he will ever let you live without torment?

A quick flash: Lenny and Joe, preying on him from their driveway.

SHADOW MAN (CONT'D)  
Monsters like your father.

The Cat creaks over the doorway slows. Bug shakes his head.

BUG  
He's just a bully.

SHADOW MAN  
Then close the door, Trevor. Lock me  
away until I am of use to you again.

Another quick flash, this one shows Alice at the kitchen table. Hatred in her eyes for her own son.

Bug shivers. The cat tail slows even more and vibrates. Bug shakes his head. The second hand tries to move forward.

SHADOW MAN (CONT'D)  
Or open it now! And let me unleash  
what you so want on them all.

Bug on the verge of giving in.

Bug looks at him one last time. The ticking even slower, a low thwumping through the kitchen, which is blurring.

SHADOW MAN (CONT'D)  
We can end this, Trevor Jordan! Let  
me out and we can end it now.

Darkness flows from under Bug. A doorway begins to shimmer.

Bug slams his eyes shut.

BUG  
I said...  
(screams)  
... leave!

Boom. The invisible door to the Between Place slams shut. Bug stands in his kitchen, alone.

**INT. BAXTER'S HOUSE, KITCHEN - DAY**

Baxter is in the middle of a bowl of cereal. On the table is a note: Sorry had to go home, Bug.

The doorbell rings.

**INT. BAXTER'S HOUSE, ENTRY - CONTINUOUS**

Baxter opens the front door. Kat stands outside. Radiant in the sunlight and dressed for a run. Baxter is taken back.

BAXTER

Kat. Hey, uh, what's up?

Kat smiles nervously.

KAT

Want to walk with me?

Baxter smiles with anticipation.

**EXT. PARK - DAY**

Baxter and Kat sit under a tree.

KAT

I was just kind of wondering...  
where do we stand? I mean, I know  
how I feel about you, and I think I  
know how you feel about me, but...

Baxter chews his lip.

BAXTER

Sorry. You don't deserve to be left  
hanging.

KAT

I know you're taking Bug into  
account.

BAXTER

He's definitely part of this.

KAT

I don't want to hurt his feelings.  
He's great. And I definitely want to  
be his friend. I mean, who else  
rescues a black widow.

BAXTER

Guy knows all there is to know about  
bugs.

KAT

(a chuckle)  
He made me feel bad for all those  
who have suffered under my heel.

BAXTER

Learned all that stuff so he  
wouldn't be scared of the things  
living with him in the shed.

This brings on a moment of silence.

BAXTER (CONT'D)

I can't change the way he feels  
about you. But I also know I feel.

Baxter stares at her. Her eyes. Her hair. Her hands. Tentatively he reaches out and takes her hand in his. She lets him. He leans in. She goes along with him.

Finally, they kiss. It's a first kiss and a long time in the making, so they make the best of it. After a long moment, they pull back.

BAXTER (CONT'D)  
I'll call Bug today. Talk to him.  
It's not like he's stupid and won't  
figure it out. It's better he hear  
it from me.

She smiles and nods. They move in for another kiss.

**INT. BUG'S HOUSE, BUG'S ROOM - DAY**

Bug is shaken awake by a ringing phone. Groggy. Out of it. He falls back to sleep.

**EXT. BAXTER'S HOUSE, PATIO - DAY**

Baxter on his cell phone. The sun is setting behind him.

BAXTER  
Well... can you tell him I called? I  
already called twice and --

He looks at the phone then puts it back to his ear.

BAXTER (CONT'D)  
Hello?

He's been hung up on. Baxter shakes his head.

BAXTER (CONT'D)  
You haggard old bitch.

He hangs up.

**INT. LENNY'S GARAGE - NIGHT**

Lenny, Carter, and Barry are hanging out listening to hard metal and drinking beer. Lenny is lighting up his one hitter. He inhales deeply and offers the pipe to Barry.

Focused on Lenny's black eye, Barry shakes his head.

BARRY  
I told you man, I ain't gonna risk  
my spot on the team.

LENNY  
Pussy.

He hands it to Carter.

LENNY (CONT'D)  
I swear to fucking Christ man, I'm  
gonna kick that faggot's ass.

BARRY  
You're pretty upset, Lenny. He give  
you that shiner or something?

Lenny stares at Barry with murder in his eyes. Barry scoffs  
at him and gets up.

BARRY (CONT'D)  
I'll be there tomorrow. But then I'm  
done, man.

Barry walks out. Carter holds the one hitter out to Lenny.

CARTER  
I bet the guy cares more about  
football than getting laid.

Lenny is distracted. He's looking down in the corner...  
... several fat Pinacate Beetles, stink beetles, crawl  
around.

LENNY  
Shut the fuck up and hand me that  
empty box of smokes.

Lenny grins at the beetles.

**EXT. HIGH SCHOOL - DAY**

Baxter waits by Bug's locker. Students file by. Baxter,  
impatiently checks his watch as the bell rings.

**INT. BUG'S HOUSE, BUG'S ROOM - DAY**

Bug is sound asleep. The sun shines into his room. Slowly he  
opens his eyes. He throws himself into a seated position.

He looks at his clock: 3:15.

BUG  
What...

His face scrunches at the thought of missing school.

**EXT. HIGH SCHOOL - DAY**

School letting out. Baxter walks shoulder to shoulder with  
Kat...

... not far behind, Carter follows on his phone.

BAXTER  
Can't believe he never showed up.

KAT  
Think he's sick?

BAXTER  
Guy's never missed a day and he's never been sick.

His phone rings and he pulls it out: Bug Calling.

BAXTER (CONT'D)  
As I live and breathe, the boy who missed school for the first time... sure. Let's meet up at the park first... cool.

Baxter hangs up. They stop at face each other.

KAT  
He okay?

BAXTER  
Says he just felt rough this morning. But were gonna meet up at the park and --

He's shoved aside as Carter shoulders past him.

CARTER  
Watch it shit-face.

Baxter watches him walk away. Kat turns him back to her.

KAT  
You sure this okay? Maybe we can just... I don't want to hurt him.

BAXTER  
Me either. But we also can't just act like this isn't happening.

Kat nods her head. Squeezes his hand.

**EXT. PARK - DAY**

Baxter and Bug are walking through the park heading for one of the tables. Except for a small basketball game in the distance, the park is empty.

BAXTER  
Dude, you were asleep yesterday when I called. You got mono or something?

BUG  
Man, I don't know. It's like yesterday never happened. All one big blur, you know.

BAXTER

Last time I saw you, you were snoring on the floor, then I wake up to a note that you left.

Bug stops. Cocks his head. The epiphany.

BUG

Oh yeah, Mom you know.

They reach the table and sit.

BAXTER

Look, man, there's something I need to talk to you about...

BUG

If it's the doorway... I swear, it's closed.

BAXTER

No. It's not that. You gave me your word and that's all I need.

Bug's eyes shoot down. Back up.

BUG

Cool. Then what --

LENNY (O.S.)

Hello girls.

Baxter and Bug snap their heads over.

Lenny, Carter and Barry stand by the table. Lenny has the look of a predator in his eyes.

LENNY (CONT'D)

Come here to fuck?

Baxter starts to get up.

BAXTER

Why don't you just --

Lenny shoves him to the ground. Turns his glare back to Bug.

LENNY

Get up.

Lenny grabs Bug around the neck with both hands and yanks him out of his seat like a bad tooth. He tosses Bug back.

Baxter gets to his feet, only to be pulled into a bear-hug by Barry. Baxter struggles, but it's useless.

BAXTER

Let me go, asshole.

Barry tightens his grip.

Bug charges Lenny. Lenny throws a fast, heavy blow, striking Bug in the face and sending him stumbling back.

Lenny stays on him, connecting another punch, this one to the side Bug's head. Bug swings his own punches but Lenny simply swipes them away.

Bug drops to his knees. Lenny knees him in the face. Bug falls on his back.

Carter cackles. Keeping his hold on Baxter, Barry watches. Baxter struggles.

BAXTER (CONT'D)

Asshole! Let him be.

The fight has caught the attention of the basketball game and some of the players are wandering closer.

Bug tries to get up. Lenny kicks him hard in the ribs. A crack, and Bug falls down again.

Lenny kicks several more times, brutalizing Bug with his heavy boots.

Carter is cheering. Barry is watching, almost looking sorry. He looks over at the gathering crowd of watchers. A couple are on their phones. Barry looks at Lenny.

BARRY

Dude!

BAXTER

(screaming)

Lenny damn it! Stop!

Bug tries to defend himself and get up, but when he gets to his hands and knees, Lenny gets behind him and delivers a vicious kick to his groin.

With a cry, Bug is thrown face first into the concrete, scraping his forehead. Lenny stands over him.

Barry is still looking at the crowd. More phones are out.

BARRY

I think they're calling the cops,  
Lenny. Let's go.

Lenny looks at the crowd then rolls Bug onto his back. Grabs him by the throat. Bug looks up. Tears and blood streaking his face.

Lenny punches, breaking the skin and orbital bone of the eye.

BAXTER  
(desperate)  
Leave him alone.

Bug's head rolls to the side. His eyes on Baxter. His stare is distant.

Lenny straightens Bug's head and punches again. And again. And again.

Bug has no defense. His face takes a terrible beating. Finally, Lenny stops.

Lenny glares at Bug, madness in his eyes as he pulls the cigarette box from his shirt pocket.

Baxter tries for one last escape. But he's worn down and slumps in Barry's hold.

BAXTER (CONT'D)  
Come on Lenny...

Still holding Bug by the throat, Lenny opens the box with his thumb. He takes the hand on Bug's throat and grabs his jaw.

LENNY  
You like bugs so much freak...

He pries Bug's mouth open, turns the box.

LENNY (CONT'D)  
Try these.

And pours at least half a dozen fat black stink beetles into Bug's mouth. They fall in and try to escape, their legs squirming to get out.

Lenny tosses the box and clamps Bug's mouth closed before any of the stink bugs can escape.

Popping and crunching as Lenny forces Bug to chew the mouthful of insects. Puss squirts from between his lips. It's an awful sight, which Lenny revels in.

Baxter starts fighting again. Barry's had enough and releases him. Baxter rushes right to Lenny --

-- Lenny punches Baxter in the face. Baxter hits the ground.

Bug starts spitting the chewed up insects out.

Barry looks at Bug. This went way too far. He looks back at the crowd. Down the street, a cop car is speeding their way.

BARRY  
Jesus, Lenny.

Seeing the cops, Barry sprints. The cop car pulls up. Lenny and Carter run as well.

Bug rolls over. His eye is nearly swollen shut, the orbital bone knocked out of place. His lip is huge and purple, like most of his face. He spits out the last of the bugs, some of the small legs still moving and clinging to his lip.

Bug stands, and Baxter takes him by the shoulder.

BAXTER

Dude, come --

Bug shrugs off Baxter's hand and stares at him for a moment. Bug is gone. Behind his eyes there is nothing. He runs off.

**INT. THE MOTHER SHIP - DAY**

Bug stands in the Mother Ship. The Shadow Man in front him. They stare at one another. Bug with his broken stare.

BUG

I want it to stop.

SHADOW MAN

And then what? You shut me away again?

BUG

You said you would help.

SHADOW MAN

I did. But I will not be tossed aside afterwards. Locked in this darkness until you once again need me.

BUG

I'll open the door. Let you --

SHADOW MAN

Only to slam it shut again, Trevor. I am no fool.

Bug stares at him.

SHADOW MAN (CONT'D)

You want my help... then let me join your world. Let me join you.

Bug hesitates.

SHADOW MAN (CONT'D)

You know it's what you want. What you need.

BUG

I don't --

SHADOW MAN

It's why you've never sealed the door I kept open.

(MORE)

SHADOW MAN (CONT'D)

You chastise my interference with  
keeping the door cracked... but  
you've never closed it.

Bug looks from the Shadow Man to the clock. He breathes  
deeply. An intense stare with locked jaw. Bug's eyes close.

SHADOW MAN (CONT'D)

You need me, Trevor.

BUG

You'll do what I say. You'll --

SHADOW MAN

I will remove the monsters from your  
life. But you must open your mind to  
me. Tear this door down and let me  
in.

Bug is torn. His beaten face shivers as he stares at the  
Shadow Man. A tear streaks through the blood.

BUG

Okay --

Boom! A blast shoots through the building as the invisible  
doorway is ripped open. The walls buckle outward. The roof  
shifts. A few support beams bend under the pressure.

The door hangs in the Mother Ship. Behind it blackness.  
Shadows moving within shadows.

The Shadow Man stands in the open door for a moment, then he  
steps into this world.

Face to face with Bug, the Shadow Man reaches out.

Bug shakes his head.

BUG (CONT'D)

No... I don't want --

Bug jolts. The dark essence of the Shadow Man rushes like a  
black cloud into Bug's body. Bug screams. Drops to his knees.  
Grabbing his head in pain.

Everything stops. Bug looks up. A dark tide crests over the  
whites of his eyes for a moment. Then they return to normal.

**INT. BAXTER'S HOUSE, ENTRY - DAY**

Baxter is walking in with Molly right behind him, dressed in  
her hospital scrubs and on her cell phone.

MOLLY

... how could they release them?

(pauses)

Juveniles!? They're criminals!

(pauses)

(MORE)

MOLLY (CONT'D)

I can't believe that. Alright. Yes  
as soon as you find something.

She ends the call and looks at Baxter.

MOLLY (CONT'D)

Justin went to Trevor's house but he  
wasn't there. Do you know anywhere  
else he would be?

Baxter pauses.

BAXTER

No. I have to look for him.

MOLLY

(shaking her head)  
Those boys who beat him up have been  
released to their parents. I won't  
chance you running into them.

BAXTER

Mom, I have to find him.

MOLLY

Give me a second to change and we'll  
go out and drive around.

Molly heads up the stairs. As soon as she is out of sight he  
rushes out the door.

**INT. THE MOTHER SHIP - DAY**

Bug stares at the blackness behind the doorway of the Between  
Place, where a hulking shadow moves toward him then --

-- Leaps out. Landing on all fours just in front of Bug. He  
steps back with a gasp.

The HELLHOUND paces. It is the size of a lion with massive  
shoulder muscles bunched up around its neck. Its deep gurgled  
breathing, more of a growl than a breath, causes the quill-  
like black fur to quiver. Its eyes are deep and red, tiny  
compared to beast's massive head and bone crunching teeth.

The giant paws thud against the floor with a clacking from  
the long claws.

The Hellhound stops pacing. Locking its red eyes on Bug.

He's terrified.

SHADOW MAN (V.O.)

Show no fear.

The Hellhound growls. Crouches. The quilled hair standing on  
end. It's ready to attack.

BUG  
I -- I don't --

The Hellhound stalks closer.

BUG (CONT'D)  
(meek)  
Stop.

The Hellhound ignores him. Getting even closer. It growls and hunkers down for an attack.

Bug's face tightens. His eyes bearing down on the beast.

BUG (CONT'D)  
(strong)  
I said stop.

Bug stands his ground. Not budging before the creature.

The Hellhound snaps its jaws, like the crack of a rifle through the Mother Ship.

Bug still does not move. The growling continues, but not as loud. Bug takes a step closer to the Hellhound.

The Hellhound keeps its narrow red eyes on Bug. It keeps growling. The growl lowers. Silence. Then it moves forward, lowering its head in submission.

Bug reaches out. The Hellhound growls low but does not attack. Smiling, Bug strokes its coarse fur.

The Hellhound lays at Bug's feet.

**INT. BUG'S HOUSE, KITCHEN - DAY**

Bug stands in the doorway to the kitchen wearing the scars from his beating, but they're healing fast.

ALICE  
Do you want to tell me why the  
police came here looking for you?

Bug silently watches her with a frosty stare.

ALICE (CONT'D)  
And then some man named Justin.

She waits. Bug says nothing.

ALICE (CONT'D)  
I don't like company parading  
through here like it's some show  
house.

She shakes her head in disgust and takes her seat.

ALICE (CONT'D)

I don't expect much out of you,  
Trevor. God knows I would be  
disappointed if I did. But, I do  
expect you to allow me some quiet  
time.

Bug's eyes narrow - darkness encroaches the whites.

BUG

You mean like Father kept it for  
you?

Alice puts her hand up, shhh.

ALICE

I don't need to --

BUG

(sharp scream)  
Shut up!

Alice snaps her head up.

BUG (CONT'D)

He told me all about you. How you  
never wanted a kid. How you hated  
that a child would take his  
attention away from you.

Alice stands. Looks around as though she can feel someone.

ALICE

I don't know what you're talking  
about.

Bug sneers. The darkness swirls into his eyes.

BUG

But Father promised to shower you  
with gifts. Just let him have his  
son. His project.

ALICE

He did no such thing.

BUG

But he did. He bought you those  
gifts and they made up for the  
attention I took.

ALICE

You don't know anything.

BUG

He bought you things and you ignored  
my cries for help.

The darkness in Bug's eyes absorbs most of the whites.

BUG (CONT'D)  
I screamed for you!

Alice shakes her head in denial.

Bug steps closer.

BUG (CONT'D)  
But I took his attention. Didn't I?  
(smiles)  
And I took it all when I killed him,  
and you hated me even more.

Alice's face is flat. She sees Bug standing her in her kitchen. For just a moment, the Shadow Man is there as well.

ALICE  
It was you.

Bug's smile widens. The Shadow Man is gone. Bug's face flushes with darkness for a moment.

**EXT. THE MOTHER SHIP - DAY**

Baxter, stands in the door to the Mother Ship. He's just a silhouette. Behind him, bright sunshine. In front of him, darkness.

BAXTER  
Bug! You in there?

In the darkness, something moves. Apprehensive, Baxter forges on, stepping inside.

BAXTER (CONT'D)  
Hey man, it's me.

A few mores steps deeper into the building. Looking, he sees a black fungus covering the floor.

In the darkness, something slides across the ground. Something shifts up in the rafters causing them to groan.

Baxter looks up. A shadow, almost birdlike.

Another step. He stops. His eyes wide.

Ahead of him, he can see the open door to the Between Place. At it's base, a hoard of the strange bright colored spiders swarming the clock which now lies on the ground.

A spider, the size of a pit bull, clicks it way out of the shadow. Staring at him. Bobbing back and forth. It attacks!

Its exoskeleton clicking against the concrete as it quickly moves for him.

Baxter runs for the door he came in. The spider's pursuit is audible in the darkness behind him... so close.

Something flashes in front of him. Tripping him and sending him crashing to the floor. He's close enough to the door that he's bathed in sunlight.

There's something rushing through the darkness to his right. Behind him, the spider nears the edge of sunlight!

He's trapped.

A growl. The spider so close. A rush of black fur. The spider is almost in the sunlight --

-- The Hellhound slams into it. They disappear in the shadows.

Baxter can't see them, but he can hear it. The spider screeching like a train wreck. The Hellhound growling, chomping, and devouring.

Baxter flees.

**EXT. PARK - DAY**

Baxter running from the monsters in the Mother Ship. Across the park, Kat is heading toward him.

KAT  
(yelling)  
Baxter!

Baxter sees her. He's almost on top of her and comes to a halt. Out of breath, and terrified he looks back the way he came. Kat glances around as well.

KAT (CONT'D)  
What's going on?

Baxter catches his breath.

BAXTER  
I need to tell you everything. I don't want to drag you into this but I have to tell someone.

**EXT. PARK - LATER**

Seated at a picnic table, Baxter is finishing up his story. Kat listens in shock.

KAT  
Do you think he'll go back?

BAXTER  
He already did.

KAT  
Is there anyone we can go to?

BAXTER

Strange spiders? Doors to other worlds? Who's gonna believe me? I told you because I trust your confidence.

They hold hands.

BAXTER (CONT'D)

I don't want everyone knowing what Bug did to his dad, or what he might do to Lenny and them.

Kat squeezes his hand and nods with sincerity.

BAXTER (CONT'D)

I don't want people to see him as a monster.

Kat gazes into his eyes. She leans in and gives him a gentle kiss on the lips.

**INT. BUG'S HOUSE, KITCHEN - NIGHT**

Bug sits at the table, staring blankly ahead at the front door. The doorbell rings.

**EXT. BUG'S HOUSE - CONTINUOUS**

Justin stands at the front door looking around. He hits the doorbell again. He tries to look through the window but curtains are in the way. He shakes his head and walks away.

**INT. BUG'S HOUSE, KITCHEN - CONTINUOUS**

Though only Bug can be seen sitting in at the table staring at the front door, quiet sobs fill the kitchen.

The kitchen phone starts to ring.

**EXT. CITY STREET - NIGHT**

Baxter listens to the droning of his outgoing call.

BAXTER

Come on, Bug. Where are you?

**INT. WEIGHT ROOM - NIGHT**

Barry in the middle of a set of heavy dumbbell curls. He knocks out the last one and tosses the dumbbells.

His phone chirps.

Dad: You need to come home now.

Barry texts back: I said after my workout.

He tosses the phone back down. Gets ready for more weights. His phone starts to ring: Lenny Calling. He shakes his head at the call and heads for the weight rack.

Tapping on the window.

Barry spins around. No one at the window. Just the eerie darkness outside.

Tapping on the window behind him.

Jumping to his feet, Barry spins again. And again, nothing.

BARRY  
Who's there?

Barry moves toward the window.

BARRY (CONT'D)  
Lenny?

Something heavy settles on the roof. Barry looks up.

BARRY (CONT'D)  
God damn it.

He's putting on a brave front, but his voice reveals fear.

BARRY (CONT'D)  
I ain't screwing around.

Whatever is on the roof, moves and Barry follows it, looking up as he walks across the weight room toward the door.

The groaning in the ceiling stops.

BARRY (CONT'D)  
Whoever you are... I'm gonna fuck  
you up!

Barry throws the door open and rushes out.

**EXT. WEIGHT ROOM - CONTINUOUS**

Barry keeps running until he's far from the building.

He turns to look. Nothing. He looks around. Nothing. Just a dark school.

Something growls behind him. Barry whips around. Nothing. He backs away from the weight room.

Something brushes against him.

Barry cries out and grabs his leg. Several bloody gashes line his thigh.

He starts running, then he sees it. Pacing him on the left like a predator... the Hellhound. Its head low. Red eyes locked on him. Fangs bared.

Barry halts. He stares at the Hellhound in disbelief.

It faces off with him. A snarl then it leaps at Barry.

Barry resumes his run for the cafeteria.

The Hellhound rushes past him, causing him to stumble. He catches his footing and keeps running.

The Hellhound goes back to pacing him. Toying with its prey.

Keeping his eyes on the monster, Barry picks up speed. Moving toward the safety of the lights outside the

CAFETERIA

He outraces his own feet, falls hard at...

... Bug's feet.

Barry looks up. Bug stares down at him.

Bug's changed. He looks dangerous with deep sunken eyes and vacant stare. Barry scrambles to his feet, clutching onto Bug for support. He looks around. No Hellhound.

BARRY

Bug! Let's --

Barry's words are panicked. Bug's are cold.

BUG

What's wrong Barry?

BARRY

Something -- something's out there.

Hidden in the shadows, the Hellhound stalks. Its grunts and growls emanating from the darkness.

BARRY (CONT'D)

We need to go.

BUG

He will only attack if I say so.

A tide of darkness runs across Bug's eyes. Barry steps back.

The Hellhound comes from the shadows. Moving for Barry. Ready to kill.

BUG (CONT'D)

Stop.

It does. Just feet from Barry.

BARRY

Bug I'm so sorry. I didn't -- it was Lenny. I swear it was all his idea.

The Hellhound steps closer with a growl. Bug moves around, facing Barry and standing side by side with the Hellhound.

BUG

Don't cry innocence. You were there. You've always been there.

BARRY

But I never --

BUG

Your days of pushing me around are over. If you so much as look at me, it will come for you.

The Hellhound starts forward. Barry whimpers.

Bug places his hand on the Hellhound's head, stopping it.

BUG (CONT'D)

Do you understand?

BARRY

Yes. Yes. Yes. I'm sorry Bug. I'm --

The Hellhound starts forward. Moving away from Bug, prowling toward Barry.

BUG

That's far enough.

The monster ignores him! It backs Barry into the brick alcove surrounding the double doors to the cafeteria. Barry looks to Bug, pleading.

BARRY

Bug, I swear I won't --

BUG

(to the Hellhound)  
Stop.

The Hellhound snarls. An attack is coming.

BUG (CONT'D)

Listen to your master...

SHADOW MAN (V.O.)

Oh but he is.

The Hellhound attacks. Biting into Barry's knee. The crunch of bone is mixed with Barry's wail of agony as the Hellhound pulls him to the ground.

Bug stands still. Watching. Fear in his eyes.

The Hellhound releases his hold on Barry's knee. Barry cries. Begging for it to end. The Hellhound bites into Barry's pelvis. More screams from Barry.

The Hellhound lifts Barry off the ground. A vicious and violent shake of its prey. Barry's head hits the brick wall with a sickening dull thump. His cries end.

The Hellhound lowers him to the ground. Tearing like Velcro as it pulls flesh from bone.

Bug watches. He can hear the Hellhound devouring Barry. A wave of darkness crests over Bug's eyes. Bug shakes his head.

BUG

I didn't want him to die.

The Hellhound returns to Bug. Licking his hand like a good pet would its master.

SHADOW MAN (V.O.)

Yes you did.

Bug looks down at what remains of Barry. The Hellhound by his side. Blood on his hands from the Hellhound's licking.

**EXT. CITY STREET - NIGHT**

Baxter stands on the sidewalk. Sirens in the distance.

A convoy of emergency vehicles heads his way.

It's a long line of flashing red lights and screaming sirens. Several police cars speed past him. Baxter takes chase.

**EXT. RESIDENTIAL NEIGHBORHOOD - NIGHT**

Bug stands under a tree.

BUG

No more killing.

SHADOW MAN (V.O.)

As I've said Trevor Jordan, you are in charge. I am only here to do your bidding.

He focuses on the house across the street.

**INT. LENNY'S ROOM - NIGHT**

Lenny sits on his bed smoking a cigarette. In his lap, the .38 revolver. Outside, a car rumbles to life. Lenny goes to his window to investigate.

In the driveway outside, he sees his father's car back out and speed down the street.

**EXT. RESIDENTIAL NEIGHBORHOOD - NIGHT**

Bug's gaze still fixed on the house across the street. Darkness swirls in the whites of his eyes.

That distinct rumbling engine as Joe's car pulls up.

BUG  
(closing his eyes)  
I don't want to do this.

He looks at the house. His eyes wide with question. The darkness starts to recede.

A light comes on upstairs.

A quick shot of Carter cackling as Lenny delivers the schoolyard beating.

Bug's eyes narrow. The darkness swirls back in.

SHADOW MAN (V.O.)  
Yesssss.

The car door opens, and Joe steps out brandishing a bat.

The garage door opens. Carter stands inside.

Joe stops in the middle of the driveway.

Carter sees him.

CARTER  
Mr. Jeffries?

He approaches Joe.

CARTER (CONT'D)  
Mr. Jeffries what are --

Thump. Joe hits Carter right on top of his head. It's a dull sound which echoes through the neighborhood. Carter bolts erect for a moment. The dent clear in his skull.

BUG

Watches from under the tree as Joe takes another swing, cracking Carter right below the eye. Carter drops to the concrete like a puppet with its strings cut.

JOE

He looks down at Carter. Starts swinging again. The sound is disturbing. The sharp cracks of bone quickly turn into the sound of mush, like a rotten Jack-O-Lantern.

Finally, Joe stops, drops the bat with clang and wipes the blood from his eyes.

BUG

Bug tightens up. Shakes his head. He's fighting himself.

BUG

No more.

He takes one more look at the body crumpled on the driveway.

**EXT. HILLSIDE NEAR HIGH SCHOOL - NIGHT**

Baxter makes his way along the hillside. He stops. Crouches and looks down...

.. Police Officers scouring the school. A body covered by a yellow tarp. With a flashlight, one of the Officer's illuminates the splatter of blood and brains on the brick.

Baxter deflates when he sees this.

BUG (O.S.)

Help me.

Baxter spins around. Bug stands right behind him.

BUG (CONT'D)

Please Baxter. Help me.

Wide eyed, maybe a little scared of his best friend, Baxter stares at Bug.

**INT. KAT'S HOUSE - NIGHT**

Kat stands just outside her Father's office. She listens through the ajar door.

KAT'S FATHER (O.S.)

Yeah, I heard the sirens.

(pause)

The school?

Kat turns and silently dashes away.

**INT. KAT'S BEDROOM - NIGHT**

Cautiously, she lifts the receiver near her parents' bed.

OVER THE PHONE

KAT'S FATHER

Was there anything left?

MALE VOICE

Just a torso, and half a leg.

KAT'S FATHER

Oh Lord.

MALE VOICE

You didn't get this from me, but they made an ID, Barry Dawson.

Kat's eyes turn to saucers.

KAT'S FATHER

I'm going to send a reporter to the school. Can you...

Cautiously, she hangs up.

**INT. LENNY'S ROOM - NIGHT**

Lenny is also in the middle of a phone call.

LENNY

And your brother said it was for sure Barry?

(he listens intently)

Fuck.

Lenny hangs up. He marches to his bed. The pistol. He grabs it.

**EXT. HILLSIDE NEAR HIGH SCHOOL - NIGHT**

Bug and Baxter face one another. Bug looks over Baxter's shoulder to the crime scene. Then back at Baxter.

BUG

It wasn't supposed to be like this.

BAXTER

What's happening?

In the darkness surrounding them, the Hellhound stalks.

Baxter turns his head quickly. Searching. Scared.

BUG

Don't worry... he won't hurt you.

Baxter backs away from Bug.

BUG (CONT'D)

Please Baxter, don't be afraid. I never meant for anyone to get hurt. If I knew they would be killed I would have never --

BAXTER

They?

The Hellhound can be heard getting closer. Even a slight hint of its form bleeds through the darkness.

Bug stares in the darkness. Speaking to Baxter, but more to himself.

BUG

It attacked. I couldn't stop it.

BAXTER

What attacked? What's out here with us?

BUG

He keeps saying I'm in charge. But I'm not. It's him.

BAXTER

Jesus Bug, what the hell's going on?

BUG

He's killing everyone and when it happens it's like we're one being, but he's making the decisions and I'm just an observer.

More movement in the shadows, closer.

BUG (CONT'D)

I can feel him bleeding into my mind. He wants to become one, but I know in the end it will just be him.

BAXTER

Is he here now? Listening? Bug!

Finally Bug looks at Baxter.

BUG

No. I've pushed him aside for now. But he's fighting back. I can feel it.

BAXTER

What can we do?

BUG

I have to close the door. Lock him out here with me. Then he'll die like the other creatures of the Between Place.

(a beat)

Will you help me?

No hesitation.

BAXTER

Yes.

**EXT. BUG'S HOUSE - NIGHT**

With a trembling hand, Kat lightly knocks on the door. Inside the house, someone shrieks in pain.

Kat's eyes widen as she takes one step back from the door. She waits for a moment... another shriek.

Kat reaches out and tries the doorknob. The door opens. She peers in.

Down the dark hallway. The pale light of the kitchen. The cat clock, its eyes and tail moving along with time.

KAT

Hello?

Sobbing from the kitchen.

**INT. BUG'S HOUSE, KITCHEN - CONTINUOUS**

Kat stands in the kitchen staring at a horrific mess.

Empty cigarette boxes lie scattered on the floor. The stove's burners are all on high.

In the corner, Alice is crouched on the floor with her back to Kat. Shirtless, fresh cigarette burns dot her skin.

Alice has a sheet of paper on the floor and she's writing like a mad person.

Kat gasps.

Alice snaps around. Burns cover her face. The flesh under her eye droops exposing the red tissue, with a black burn mark. Her lips are swollen with burns, gargling her voice.

ALICE

I knew... I knew...

(a breakdown)

IknewIknewIknewIknewIknew!

Kat stumbles away, as Alice begins crawling toward her, reaching out with the paper. She's completely covered with burns. Her legs have triangular marks, resembling the kitchen knife on the floor.

ALICE (CONT'D)

I told them I didn't... I was a victim.

(smiles)

They felt so sad for me.

Her smile dies.

ALICE (CONT'D)

But I knew. He was torturing our son and I did nothing.

She holds up the filthy sheet of paper, *I knew* scrawled all over it.

KAT

Let me...

Kat is pulling out her phone.

ALICE

I Knew what he was doing to our  
(long shriek)

Son!!!

She lunges for Kat. Kat bolts out of the kitchen through the  
HALLWAY

Dialing 911 on her phone and sprinting out the front door  
into the

STREET

and frantically gets into her

CAR

Where she can barely hold her hand still enough to get the  
key in the ignition.

Kat gets on her phone --

KAT

-- You need to send an ambulance --

And peels away from the curb.

**EXT. PARK - NIGHT**

Bug leads Baxter through the park. Suddenly, Bug drops to his  
knees. Grabs his head with a cry.

BAXTER

Bug? What's wrong?

Bug's eyes clamped shut. He shakes. Opens his eyes. Darkness  
tries to bleed in. Bug struggles... pushing back.

BUG

He's digging. I can feel him.

BAXTER

What do you friggin' mean, digging?

Bug struggles to his feet. A few deep breaths.

BUG

I'm keeping him back, but he's  
digging deeper. Burrowing in my  
mind.

BAXTER

What?

BUG

He wants to control the doors in the  
Between Place.

BAXTER

Can he?

BUG

He searching for that part of my  
mind... the keys to the doors. He  
wants to open them.

Another pain racks Bug. He hunches over. Darkness crests his  
eyes then recedes.

BUG (CONT'D)

He's nothing but rage and  
destruction now. Since I locked him  
away it's grown. Become his own.

Baxter helps Bug to his feet.

BUG (CONT'D)

With the key and the doors open, he  
wants to destroy everything. Even  
me.

With his arm around him, Baxter leads him on.

BAXTER

Then let's get this done.

**EXT. THE MOTHER SHIP, FRONT SIDE - NIGHT**

Thick spider webs, clearly not of this world, cover the front  
door. Lenny stares at it...

LENNY

The fuck?

He reaches out to clear some of the spider-webs --

-- Something rushes behind him. Lenny spins. Gun pointed, but  
shaky with fear.

Nothing. He's alone.

Clicking from the shadows.

Lenny stops. Waits. His tough guy persona melting away with  
every deep breath.

The clicking continues. Increasing in speed.

Lenny leans in for a closer look.

Something lurks behind him. It's shadowed and short, moving  
slowly. Lenny freezes. His eyes grow.

The fluttering of wings. A shadow shoots up behind him. Lenny spins. Aims the gun. Nothing.

A loud disturbing screech from above!

Lenny looks up --

-- It swoops down on him. A massive bird like creature. Its hefty wings battering down on Lenny. Its face, that of a human without any skin.

Lenny screams as the creature falls on him. Takes him down. Attacking like a bird would, but with teeth instead of a beak.

The attack is fast and chaotic, and Lenny's getting the shit beat out of him.

The birdlike creature bites down on Lenny's face. The flesh of the upper cheek and his lower eyelid get pinched in the disturbing human-like teeth. It pulls. Lenny screams. Flesh tearing away from his face.

Lenny fires the gun! Hitting the birdlike creature and sending it flying away, with half of Lenny's face in its mouth.

Lenny tries to hold what remains of his face on. He screams in agony.

At his feet, a massive, slug-like creature seems to be staring at him.

Lenny sees it. Tries to contain himself, but this is fucking weird and he screams!

The slug rears itself up, a round mouth of teeth opens and sprays him right in the face.

The screaming turns into a shriek.

#### **EXT. THE MOTHER SHIP - NIGHT**

In the distance, the screech dies off. Bug and Baxter stand at the back fence staring at the large building under the light of the moon.

BUG

You can go back if you want. I won't blame you.

BAXTER

No man, I'm with you.

They move forward, pushing through the tear in the fence.

**EXT. THE MOTHER SHIP - NIGHT**

The black fungus has grown from the building moving along the concrete ground and up the walls outside the Mother Ship.

The multi-colored spiders hoard around the building. Larger ones cling to the side.

A creature resembling a rabid rat on steroids attacks one of the large spiders. It wins, crunching through the spider's exoskeleton and sucking out the thick white innards.

Seconds later, the rat thing is thrown into violent convulsions and quickly dies.

On the roof, sits three of the Bird-like Creatures with skinless human faces.

A pack of the giant rat creatures start to advance. Baring their fangs and keeping their yellow eyes locked on Baxter.

From behind them, a much deeper and threatening growl emerges as the Hellhound storms between Bug and the creatures, sending them into hiding.

Wide eyed and trembling, Baxter watches hell on Earth unfold.

Bug is staring wide eyed as well, but he's almost smiling at the chaos. The darkness swirling in and out of his eyes.

BAXTER

Ready to shut it?

BUG

Maybe I can just control it.

Baxter's head snaps over to look Bug.

BAXTER

Dude, you can't be serious.

BUG

It's mine.

(to Baxter)

Why should I end it?

BAXTER

You're nuts if you think --

BUG

(sharp)

Don't!

His voice is now cold. Threatening. The darkness swirling in his eyes.

BUG (CONT'D)

Don't you dare judge me, Baxter.

BAXTER

I'm not judging you, man. But --

BUG

No. It's so easy for you to stand there and scrutinize the things I've done. The decisions I've made. But the world isn't perfect.

The Hellhound gets up. With its head low and eyes on Baxter it heads their way.

BAXTER

Oh my God...

BUG

You ever listen to yourself, Baxter?

BAXTER

I've never --

BUG

Not everyone wakes up to a perfect little home and a perfect little life. Some of us have tough choices to make.

Baxter watches Bug slam his hand against his head as one eye turns dark and a trickle of blood flows from his ear.

BAXTER

Bug he's getting to you... he's making you him.

SHADOW MAN (V.O.)

I am showing you the truth, Trevor.

Baxter hears the Shadow Man for the first time. He stumbles away as if he may run. Looks around frantically.

SHADOW MAN(V.O.)

They will never let you belong...

Bug's eye twitches. Darkness comes and goes.

QUICK SHOTS

-- Samuel Jordan holding the branding knife.

-- Gym class Carter yanking his shorts down.

-- Lenny knocking his books off the desk.

-- Mr. Rome and that stern look.

-- The class laughing at him.

-- Lenny and Joe stalking across the street.

BACK TO SCENE

Bug is shaking his head.

SHADOW MAN (V.O.)  
They will not stop. They will not  
cease...

Another

QUICK SHOT

-- Lenny beating the crap out of Bug.

SHADOW MAN (V.O.)  
Until you are dead.

BACK TO SCENE

BUG  
No. No. No. No.

SHADOW MAN (V.O.)  
And what about your family...

ALICE (V.O.)  
I never even wanted a son...

The darkness completely fills his eyes then recedes.

SHADOW MAN (V.O.)  
And what of your friends, Trevor  
Jordan?

And the breaking point hits... jolting Bug to his knees.

QUICK SHOTS

All from earlier, but pieced together by the Shadow Man to  
look like Bug is the joke.

-- Baxter and Kat in the Mother Ship

BAXTER  
... I'm just his friend out of  
pity...

-- Baxter and Kat in the Mother Ship

BAXTER (CONT'D)  
... he can never do anything  
right...

-- Baxter and Kat in the park

BAXTER (CONT'D)  
... he's stupid and won't figure it  
out...

-- Baxter and Kat kissing.

BACK TO SCENE

Bug looks at Baxter. His eyes full of sadness. Anger. Betrayal.

BUG  
(sadly)  
You lied to me.

Bug begins to tremble. The darkness is taking over his eyes.

BUG (CONT'D)  
I thought you were different.

Baxter stumbles back as Bug rises to his feet. Bold. Strong. Ready to kill.

BUG (CONT'D)  
But you're not. You're just like all  
the others.

BAXTER  
What are you talking about?

BUG  
You and Kat?

Baxter reacts quickly.

BAXTER  
Oh no, man.  
(shakes his head)  
I friggin' swear I was going to tell  
you.

BUG  
How long have the two of you been  
laughing at me?

Bug takes a step closer. Baxter a terrified step back.

BAXTER  
We never laughed man, we never --

BUG  
(screaming)  
How long?

BAXTER  
Please believe me, Bug. I tried to  
stop.

BUG  
You lie!

BAXTER

I swear I didn't want it to end up like this. I wanted to tell you. I just didn't know how.

BUG

All those times I asked you if you liked her, and you told me no. You knew why I was asking. You knew and you just kept on playing your game.

BAXTER

Please listen --

BUG

No!

His voice erupts with a sonic boom which shoots through the area, knocking Baxter on his ass. It also shakes up the Mother Ship, sending many of the creatures fleeing for cover.

BUG (CONT'D)

He's right.

He releases a long breath.

BUG (CONT'D)

I'll never belong.

BAXTER

Bug, believe me --

BUG

Go.

Baxter looks at him, head tilted.

BUG (CONT'D)

The walls are down, Baxter.

The darkness crests over his eyes and stays.

BUG (CONT'D)

He's in. He'll kill you.

Baxter shakes his head.

BUG (CONT'D)

Get out of here!

Baxter turns and runs.

Bug falls to his knees, gripping his head and screaming.

The Hellhound starts after Baxter, but stops. It turns and watches its master.

Bug looks up, still screaming. Darkness begins to move over his skin. Going in and out of his eyes, mouth, ears, even the pores on his skin. It all converges, flowing into Bug's eyes.

It stops.

Bug looks up. His face is different. The features that made him Bug are gone, smoothed over like a sculptor starting over. No longer fighting the Shadow Man, his eyes are black.

He smiles as Baxter rushes into the Mother Ship.

**INT. MOTHER SHIP - CONTINUOUS**

Baxter sprints into the Mother Ship. Steering clear of the open door to the Between Place.

In the darkness, the creatures of the Between Place can almost be made out as hulking shadows.

To his left, one of the large bird-like creatures watches him. It screeches and attacks. Charging him with its wide wings flapping and its human teeth clacking.

Baxter spins and bolts for the office space.

**INT. THE MOTHER SHIP, OFFICE SPACE - CONTINUOUS**

Baxter runs into the dark office and goes for the double glass doors leading to the outside.

He grabs the handles. Something dark and large is slithering up the glass on the other side.

Baxter backs away. Turns. Outside the office, movement as creatures make their way for the door.

He scurries under a desk.

The bird-like creature screeches, it's close.

Baxter curls up under the desk.

Large talons move across the floor. More screeching. More clacking.

Baxter holds his breath.

The wall next to him starts to crumble. He fails to notice until some larger pieces fall on his shoulder.

The talon feet near the desk.

The crumbling wall.

Wide eyed as he watches the plaster break away.

A hoard of multicolored spiders pours from the wall. They land on his shoulder. Fall into his lap. Crawl on his hands.

He screams. Scrambles out.

The bird-like creature is waiting. Baxter, too terrified to think twice, storms past it and out the door.

**INT. MOTHER SHIP - CONTINUOUS**

Baxter runs through the Mother Ship.

Wham! The Hellhound slams into him. Baxter goes down. The Hellhound crashes on him then pushes off, tearing deep into the flesh of Baxter's shoulder.

Baxter cries out.

The Hellhound hunkers down a few feet away, growling deep.

Baxter moves to get up. But he's yanked back down by an unseen force.

Then he sees it. Bug's silhouette at the door into the Mother Ship. He spreads his fingers apart.

Baxter screams as he's pulled by his limbs. Then he wails as his wrist pops!

The multicolored spiders swarm him. They crawl over him, one moving across his face.

It's going to bite --

-- Baxter is yanked across the floor toward the door.

**EXT. MOTHER SHIP - CONTINUOUS**

Baxter lies on the ground. Holding his twisted wrist. Blood oozes from his shoulder.

He looks over. The Hellhound slinks out of the building, red eyes on him. Baxter looks back up.

BAXTER  
I know you're still in there  
somewhere, Bug.

Bug stands over him. A low growl spawns deep in his chest.

BAXTER (CONT'D)  
Please...

Bug lifts his arm.

Baxter is lifted off the ground.

BAXTER (CONT'D)  
Come on, Bug. You can fight this  
friggin' guy.

Bug stares at Baxter. A malicious smile.

He pushes his arm out --

-- Baxter is thrown. Slammed against the building.

Bug keeps his arm out, holding Baxter in place.

BAXTER (CONT'D)

Leave him alone!

Bug seems to enjoy it. The smile grows. He closes his fist.

Baxter screams as though he's being crushed.

The wind picks up to a storm's fury.

The creatures of the Between Place scatter.

A hoard of spiders tear at one another as they try to get through a small gap in the mother ship.

Baxter's heartbeat drums through the air, slowing. Dulling. His vision is going in and out. The sound of the world is sucked away like a vacuum.

He is drowning in silence.

The silence is broke by a deep, slow boom.

Baxter is dropped to the ground. Sound comes rushing back into his world.

Bang. The sound of a gunshot.

A bullet rips through Bug's leg. There is already one in his shoulder. Taking his attention off Baxter, he turns to the oncoming threat.

Lenny comes stumbling into the scene. The walking dead. Ashen skin. Milky eyes. He is literally falling apart. His left arm hangs low to the ground, the rotting flesh tearing away. His face droops, much of the remaining skin is sloughing off.

He raises the gun for another unsteady shot.

KAT (O.S.)

Bug!

Kat is running toward them.

Bang! The shot hits Kat in the stomach, and she folds over, crumbling to the ground.

BAXTER

Kat!

BUG

Noooooo!

Bug screams. From within him, a sonic boom erupts tearing through the area, knocking down most of the Mother Ship. Throwing Baxter.

Obliterating Lenny who turns into a spray of crimson mist.

BUG (CONT'D)

No --

BLACKNESS

**INT. THE BETWEEN PLACE - CONTINUOUS**

An abrupt peace from the chaos.

Bug, looking like himself, stands in the nothingness of the Between Place. The Shadow Man behind him.

Doorways shimmer in the air.

BUG

You killed her.

SHADOW MAN

I have told you before, Trevor Jordan, we are one.

BUG

No. We're not.

A doorway appears before him. Behind it, he sees Young Trevor on the floor of the shed. His arms dotted with painful burns.

SHADOW MAN

You think when you found the Between Place, you found me. But I am you.

Young Trevor sobs. His shadow on the ground starts to spread out...

SHADOW MAN (CONT'D)

The pain, torment and rage of such a young, powerful, child needed someplace to go.

... and flows up from the floor... The Shadow Man!

SHADOW MAN (CONT'D)

And I was born when you so desperately needed me.

BUG

Then I'll make sure...

Bug raises his hand; the door collapses.

BUG (CONT'D)

... that I don't need you.

The Shadow Man remains still as Bug moves through the Between Place. He's walking for another door.

He gets to the rippling doorway. The Shadow Man is there.

BUG (CONT'D)  
I'll make sure I never invite you  
over.

No reaction from the Shadow Man as Bug looks through the doorway.

It's the opening sequence. Young Trevor curled up on the floor. His scrap of blanket covering him, except for the sweltering triangular burn on his thigh.

Bug looks around.

The shed and all its components seem familiar now. The large stuffed bird with the creepy, skinless medical head next to it. The rat roaming the darkness. The slugs. The garden spider, not nearly as big or menacing, but the resemblance to the multicolored spiders is there.

BUG (CONT'D)  
I created all of it.

The Shadow Man remains silent.

Behind the door, Young Trevor looks up...

... Sees the Shadow Man with Bug standing behind him. Bug is hard to see.

YOUNG TREVOR  
Will you still help me?

Bug steps up. Faces his young self.

BUG  
I know what you want to do. But you  
can't.

YOUNG TREVOR  
But... he said he would help.

Young Trevor looks around Bug. The Shadow Man.

YOUNG TREVOR (CONT'D)  
He would stop it.

BUG  
He will stop it. But what he does...  
you can't live with it.

Young Trevor nods. Pulls the blanket even tighter.

YOUNG TREVOR  
It hurts so bad, though.

And the tears are back.

BUG

I know it does, and I understand why you want his help. But let me. I will go to Father. I will make sure he never hurts us again.

YOUNG TREVOR

You will?

BUG

Yes. And I'll do it without killing him. But promise me. If he lives tonight and stops hurting you, you'll close the door. And keep it closed.

Young Trevor looks up toward the shimmering door.

YOUNG TREVOR

I promise.

Bug steps away. The Shadow Man remains watching Young Trevor.

**INT. KITCHEN - NIGHT**

Bug stands at the kitchen stove. Eyes on the quiet burners.

SHADOW MAN

He gets to live?

Bug reaches out, his fingertips hover over the dark burners. He seems to feel the pain it brought so long ago.

BUG

I can't be the result of so much death.

SHADOW MAN

We are not the cause of it all...

They turn. The kitchen is lit up. Young Trevor stands at the table. Samuel stands next to him. Stoking a cigarette.

SAMUEL

When you dress like a slob, Trevor, you make others see you as one.  
(those empty eyes)  
You make them see us as one.

TREVOR

Sorry, Father. I thought it was ironed...

Samuel lowers the cigarette.

TREVOR (CONT'D)  
 We'll finish our session then you  
 can have your milk and go to bed.

Bug and the Shadow Man watch. The sound of the Trevor  
 screaming filling the kitchen.

SHADOW MAN  
 He is the cause of it all.

BUG  
 And I will make him stop.

SHADOW MAN  
 Yes... you will.

BUG  
 Without killing him.

SHADOW MAN  
 But what of you?

Bug and the Shadow Man turn.

Another image at the counter. Samuel is pouring Young  
 Trevor's milk. He reaches into the cabinet. A small ceramic  
 dish is removed. A powder inside.

A look back at Young Trevor. Then he pours a few spoonfuls  
 into the milk. Mixes it. He's poisoning his son.

Bug watches.

SAMUEL  
 Finish your milk, Trevor.

Bug's eyes grow in shock.

BUG  
 He was poisoning me.

Shadow Man puts his hand on Bug's shoulder --

**INT. BEDROOM - CONTINUOUS**

-- They stand in the master bedroom. Samuel and Alice sound  
 asleep. Not the frail Alice who sits in Bug's kitchen. This  
 is trophy wife Alice.

Bug watches them. His jaw tightens.

Wrapped in a luxurious white comforter, Alice rolls over.

Bug's breathing deepens.

Samuel remains on his back. His breathing steady. Not a  
 movement --

-- Samuel holding up the red hot kitchen knife.

Bug is losing it. Trembling as he holds in his rage. The Shadow Man right behind him... his shadow.

Samuel twitches. Clears his throat --

-- Samuel mixing the milk.

Alice snuggles even deeper into her comforter --

-- Alice in Bug's bedroom.

ALICE

I never even wanted a son...

Bug grimaces. Closes his eyes as the tears break.

BUG

He deserves it, but I won't be responsible --

The Shadow Man steps forward into Bug, whose eyes go black.

Samuel bolts up to a seated position, eyes on the dresser.

He gets up and moves to the dresser. Opens the top drawer. Pulls out a small lockbox. Opens it. Inside is the .45.

Samuel lifts the gun from the box and walks back to the bed. He sits. Gun in hand.

Next to him Alice stirs and sits up as well. She looks confused, not seeing the gun.

Samuel's face begins to tremble. He lifts the gun to his temple. Alice sees this and opens her mouth to speak.

The gunshot rocks the room.

Alice, covered in brain and hair, spits out a chunk of scalp and starts to scream. She turns. Sees...

... Bug standing in the room, darkness swirling over his flesh. Much like the image Alice saw in her kitchen earlier prompting her to state "it was you."

**INT. THE BETWEEN PLACE - CONTINUOUS**

Bug is back in the darkness. Back in the emptiness.

BUG

You'll never stop. Will you?

SHADOW MAN

I told you... we are the same --

BUG

No! Not anymore. You don't want to help me.

SHADOW MAN

You need me.

BUG

No I don't. You need me. That rage you speak of? That's yours now. Yours because I turned my back on you. Because I didn't want to kill, so I shut you away.

SHADOW MAN

I was there for you. We were one --

BUG

You don't want to help me anymore. You just want what I have.

All around them, the doorways begin to ripple. They are surrounded. Movement as unseen creatures scurry.

BUG (CONT'D)

You want to open the doors. And once you can... you'll kill me too.

SHADOW MAN

Then cast me aside. But where will you go then? When you need to escape the cruelty... the pain.

BUG

I don't need to escape the pain.

SHADOW MAN

You can't survive without me!

The Shadow Man has an edge to his voice now... fear.

SHADOW MAN (CONT'D)

You need my help. My power!

BUG

I spent my whole life, thinking I had to escape the pain.

The shimmering doorway with Young Trevor still curled up on the ground.

BUG (CONT'D)

Thinking that was the only way to a better life.

He looks at the Shadow Man.

BUG (CONT'D)

But it's not.

All around him, the shimmering doorways start to open. One doorway shows Bug, Baxter and Kat in the Quick Stop.

BUG (CONT'D)  
It's making things worse.

Another door opens. Bug in class with a frightened Mr Rome and a spider on Bug's leg.

BUG (CONT'D)  
Making me the monster.

SHADOW MAN  
The world is the monster! And we can  
destroy it!

Bug looks into another doorway: Kat taking his hand to pet Josie Joe.

Another doorway: Molly and Bug cooking dinner together.

BUG  
With the pain... and without you I  
found my life.

More doorways open:

- Kat taking Bug's hand and petting Josie Joe.
- Baxter handing him the skateboard.
- Justin standing up to Joe.
- Kat laughing as he and Baxter throw horse turds.
- Justin in his truck leaning over and winking at Bug.
- Kat, smiling at him.

BUG (CONT'D)  
My happiness.

SHADOW MAN  
Then do it! Cast me aside again and  
shut the door!

Bug turns and looks through the nearest shimmering doorway.

It's the moment he stepped out of time. Baxter is rushing to Kat who lies motionless on the ground.

BUG  
I will shut it.

He looks at the Shadow Man.

BUG (CONT'D)  
But I won't lock you away --

Bug grabs the Shadow Man.

**EXT. MOTHER SHIP - NIGHT**

Out of the Between Place and into the chaos. The creatures are scurrying, trying to escape.

The Hellhound is charging at Baxter. Snarling and ready to kill.

Baxter has no idea as he drops down next to Kat.

The Hellhound leaps.

BUG

No!

His voice is an explosion and strikes the Hellhound, causing it to explode in mid air.

Bug and Baxter look at one another.

BUG (CONT'D)

Get her out of here.

BAXTER

I can't just leave you.

BUG

Do it.

Bug squints. Grimaces in pain.

BAXTER

Bug!

Bug straightens back up. Darkness starts to bleed from his skin. Bug tightens. He's holding something in.

BUG

He's trying to get out. To escape.

BAXTER

Don't you want him out?!

BUG

Not yet.

The wind returns. Bug is racked with pain. He twists quickly, directing another sonic boom away from Baxter and Kat.

It sweeps across the lot, tearing down what remains of the Mother Ship.

Still struggling to contain the Shadow Man, Bug turns back to Baxter, darkness trying to move into his eyes.

BUG (CONT'D)

Now go.

Bug turns and starts for the Mother Ship.

Baxter looks down at Kat. Her eyes are open.

BAXTER  
We have to go.

She shakes her head. No. He squeezes her hand.

KAT  
We can't leave him.

Baxter bundles her up and embraces her as they watch...

... Bug, closer to the Mother Ship, after a few steps, he is hit with incredible pain and drops to the ground with a cry.

The Shadow Man tries to expel himself from Bug. It pulls out of him, pushing away with arms and shrieking with its black mouth.

Frantic, the Shadow Man tears at Bug with its black hands.

Bug screams, a blood vessel in his eye explodes.

The Shadow Man screeches, sounding vicious and scared at the same time.

Bug struggles, crawling for what remains of the Mother Ship. In the center of the rubble, we see what he is heading for.

A large doorway shimmers in the night.

Growling like a cornered animal, the Shadow Man thrusts his clawed hand into Bug's face.

Bug screams, blood pouring from his nose and eyes, and almost loses his hold. Darkness crests over his eyes. He turns his head.

Lenny's pistol lies several feet away. Bug reaches out, resisting his own movements.

BUG  
No...

The gun slides across the concrete and lands in Bug's hand. Bug points the gun at his own head. His face trembles as he fights the Shadow Man's power. He presses the barrel against his temple.

Bam! The gun goes off, but Bug moves it just in time.

BAXTER  
Bug!!

The darkness recedes from his eyes, and Bug tosses the gun away. He turns and sees Baxter and Kat still there.

BUG  
I said --

BAXTER

We're not leaving you!

Bug gives a thankful nod and resumes crawling across the ground toward the Mother Ship.

The Shadow Man, desperate to get out of Bug, is a black form pushing from Bug's back. With his torso protruding from Bug, he wraps his hands around Bug's throat to choke him.

SHADOW MAN

Release me!

Bug concentrates. Trembles. The Shadow Man is pulled back in.

Bug pulls himself the final few feet until he reaches what remains of the Mother Ship.

The doorway to the Between Place stands among the rubble.

Bug's eyes swirl with frantic darkness.

The Shadow Man is now trying to push himself from Bug's stomach and chest. He is getting out, reaching for the doorway when...

... time and space screams like imploding metal and the shimmering doorway begins to pull inward as everything which had escaped the Between Place is pulled back in.

All the creatures fight to free themselves from the inward motion but can't. The spiders are pulled apart by the force.

The massive bird creatures try to take flight but fail. They are pulled in.

The rats scurry. One is drug by half of the Hellhound. The others dig in with their claws.

It's all useless. It's like a plug has been pulled and the bizarre world is draining.

Everything, including the building, is pulled in. The lot is empty. Silent. The doorway gone.

Bug opens his eyes.

BUG

Now... get out!

The Shadow Man is expelled. Thrown out of Bug. On his hands and knees, the Shadow Man shrieks. Starts to crawl where the doorway was.

As he crawls, the Shadow Man starts to break down. His arm hits the ground and explodes into a dark cloud which blows with the wind.

A few more feet, his other arm dissipates. The Shadow Man shrieks! Lies on the ground. Turns to Bug.

Bug watches... the Shadow Man is like a burning husk. It's pieces breaking off and billowing away until he's nothing.

Bug watches him scatter across the lot. Then he turns to Baxter and Kat.

They're all a mess. Bug stumbles to his feet. Hobbles over to Baxter and Kat and drops to his knees. Kat smiles up at him.

BUG (CONT'D)  
The monster's gone.

She squeezes his hand. Off in the distance, sirens wail heading their way.

**INT. HOSPITAL - NIGHT**

Bug lies in bed. Bandages cover his gunshot wounds. By the window, Molly sits.

Across from Bug, a bewildered DETECTIVE sits taking notes.

DETECTIVE  
And after he shot Katie Summers...  
you have no idea where Lenny  
Jeffries went?

Bug shakes his head. The Detective slumps back with a sigh looking at his notepad. He shrugs.

MOLLY  
Do you know how much longer you'll  
be detective?

The Detective looks at Molly.

DETECTIVE  
I've got a very bizarre night to  
answer for which includes a building  
that completely vanished.

He looks at Bug. Throws his arms up. What do you do about a missing building.

DETECTIVE (CONT'D)  
So yeah. I guess that's it.

He stands and looks down at Bug.

DETECTIVE (CONT'D)  
And your mom confessed. Said she  
knew everything your dad was doing  
to you. So once she's out of the  
hospital... she'll be taken into  
custody.

Bug looks up at him. Molly comes over and sits next to Bug.

DETECTIVE (CONT'D)

Do you have any family you can stay with?

Bug shakes his head. His eyes go down.

MOLLY

Yes he does.

Bug looks up at Molly.

MOLLY (CONT'D)

Always has.

She kisses his forehead.

**EXT. BAXTER'S HOUSE, BACKYARD - DAY - 3 WEEKS LATER**

Bug, Baxter and Kat sit at a picnic table in the far corner of the yard. All are dressed for the wedding, Bug and Baxter matching as groomsmen.

Baxter's arm in a cast. Bug's in a sling and crutches lean against the table. They are in the middle of talking.

BUG

I know what you guys are trying to say, but... they're dead because of me.

BAXTER

They're dead because of the Shadow Man.

KAT

And if you want to get nit picky, they're dead because of your dad. What he did to you.

On the table is the aquarium which holds a now open cocoon and a large butterfly. Bug's eyes remain on the butterfly.

KAT (CONT'D)

You can't hold yourself responsible for any of it.

BAXTER

Well you did break my wrist.

He holds his arm up. Kat smacks him. Bug grins. He opens the lid and lifts the butterfly out.

KAT

He was using you. But in the end... that was you.

BAXTER

And as far as your mom goes? That's good thing, dude. She doesn't deserve you. And you got a place here.

They watch as the butterfly flies away.

Justin stands on the patio.

JUSTIN

You all about ready? We've put this wedding off long enough for you bums.

He sees Kat.

JUSTIN (CONT'D)

Except for you Katie. We'd wait longer for you.

He points his finger to Baxter then Bug.

JUSTIN (CONT'D)

You two no.

Justin smiles as the trio gets up. Bug works his crutch under his good arm and Kat favors her side.

BAXTER

I think Natalie is going to be there.

BUG

Dude...

They start making their way slowly across the yard.

BAXTER

Just try and remember this is a family affair.

KAT

Something I need to know?

BAXTER

Yeah. But it's not something I'd say in front of a lady.

KAT

I took a bullet in the gut. I think I can handle it.

BAXTER

Please. In and out. Doc said it was barely a scratch.

KAT

A scratch!?

BAXTER  
You got a band aid. I got a cast!

BUG  
I got shot twice! And I'm on  
crutches.

They reach the patio. Baxter pff's it.

BAXTER  
Please.

KAT  
Well then you and your cast have  
fun. I'll be dancing with Bug  
tonight.

BAXTER  
Just watch out for Natalie.

Kat helps Bug into the house. Baxter hangs back with Justin.

JUSTIN  
Ready?

Baxter looks at him a beat. Then he smiles and nods.

BAXTER  
Yard's getting a little shaggy. Bug  
and I will get it mowed tonight.

Justin puts his arm around him and leads him inside.

FADE OUT:

**THE END**