

Bed Bugs  
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EXT. RED OAKS, LOUISIANA -- LISA'S HOUSE -- TWILIGHT -- 5  
YEARS AGO

The sun is setting. The nicest part of a small town. We are on the front lawn of the house of an eleven year-old blonde girl, LISA. She and two of her FRIENDS have cornered a shy ten year-old boy against her family's oak tree. The boy is named KENNY.

FRIEND #1

Come on, Kenny! Do it! Don't be a fag!

The girls laugh.

LISA

If you don't show us, I'm gonna kiss you.

FRIEND #1

Yeah, Ken! Come on, just a peek.

KENNY

Shut up! Why are you doing this?

The girls pin him against the tree. He's squirming, extremely uncomfortable.

FRIEND #2

I'll show you mine if--

LISA

No! Ken just needs to man up, don't you Ken? Or maybe you want me to kiss you...

KENNY

Stop! Why can't you just leave me alone?

LISA

Get ready, lover boy, here I come...

The girls giggle as Lisa draws closer.

EXTREME CLOSE-UP

Lisa's lips drawing closer to Kenny's. Just before contact, we hear MARGARET, Lisa's mother:

MARGARET (O.C.)

Lisa! Dinner's ready, come inside!

LISA

Shit!

WIDE

Lisa starts to lean in again, intent on kissing the boy.

MARGARET (O.C.)

THAT MEANS NOW, LISA!

The other girls break their hold on Kenny.

FRIEND #1

Yeah, you know, Lisa, we probably should be getting home, too.

FRIEND #2

Yeah, my mom's gonna be pretty pissed--

LISA

God! You guys suck! Okay.

She turns back to Kenneth.

LISA (CONT'D)

This isn't over, *Loverboy*.

She turns to leave, but then spins around, pins him to the tree and kisses him fast on the lips.

She runs off into her house, and the other girls giggle as they leave for their respective homes, leaving Ken standing there, stunned by his first kiss.

CLOSE-UP

Kenny smiles.

INT. LISA'S HOUSE -- EVENING

JACK, a man in his late 30s to early 40s, sits with Lisa at the dinner table, waiting for Margaret, a lady in her mid to late 30s, stay-at-home mom type.

Lisa is pouting, angry she had to cut her planned make-out session short.

Jack stares at his daughter, unable to ask her what's wrong.

JACK

Maggie! Come on, I'm half-ready to eat a whole damn pig!

LISA

Geez, dad, impatient much? She only cooked the whole dang thing.

JACK

What did I say about all that "Geez" and "dang" stuff?

LISA

It's the same thing as--

JACK

It's the same thing as saying the real words. Watch your mouth. Geez, Margaret, what are you doin' in there, hunting the dang pig yourself?

Margaret comes in with a large ham and places it on the table.

MARGARET

Jack.

JACK

Maggie.

Lisa starts to drink her glass of juice.

Margaret pats Jack's stomach.

MARGARET

You could do with a little waiting for your food once in awhile.

Lisa nearly snorts her juice.

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

PUSH-IN ON KENNY'S FACE

Kenneth lays in his bed as his mother, SAMANTHA, says good night. The volume on her dialogue is turned down so that it is a BARELY AUDIBLE MUMBLE.

SAMANTHA (O.C.)

Good night, darling. Remember to  
close your eyes, and I'll leave the  
door cracked for you.

As soon as the light goes off and the door a crack, Kenneth  
tosses the covers off and leaps from his bed.

EXT. LISA'S HOUSE -- NIGHT

Ken shows back up on his bicycle, presumably having snuck out  
of his house.

He creeps around the side of the house, beneath Lisa's  
window.

He finds a tree or bush to hide behind, and slowly peers from  
it at

Lisa, who is singing along to a SONG playing on her stereo in  
her pajamas.

Kenneth looks heartsick. Behind him, we see movement in the  
darkness as a BUG with very dangerous-looking PINCERS crawls.  
Suddenly, one runs down the tree he is looking behind.

It burrows into the dirt.

INT. LISA'S HOUSE -- LISA'S BEDROOM

Margaret comes in and cuts off the stereo.

MARGARET

Into bed, young lady.

Lisa shoots a look at her mom as she gets into bed.

Margaret looks around at Lisa's posters of pops stars and men  
in tight pants. It has begun.

MARGARET (CONT'D)

My time, it was Van Halen. We would  
scream so hard. I waited out by  
their van for hours just for the  
chance to...

Lisa is staring at her mom in horror from her bed.

MARGARET (CONT'D)  
Well, the point is, you have a lot  
of time. You're still very young,  
and you can wait. YEARS.

Lisa smiles, hardly holding in a laugh.

Margaret smiles back, then awkward, turns the light off and  
leaves the room.

INT. PARENTS' BEDROOM

Margaret climbs into bed, Jack reading a book. He puts it  
down and looks to Margaret.

JACK  
I just can't talk to her anymore.  
She's pulling away.

MARGARET  
She's not pulling away, Jack, you  
are. She's not daddy's little girl  
anymore. She's maturing, and it  
makes you uncomfortable so you  
stopped talking to her.

JACK  
She's only 11!

MARGARET  
We mature earlier. She's just  
confused right now, turning from a  
baby into a fully formed person.  
It's hard.

JACK  
I know. I want it to stop.

Margaret smiles and kisses Jack on the cheek.

MARGARET  
Babe, we just have to give her a  
little space, let her make her own  
decisions...

Her own past occurs to her, and her eyes widen slightly.

MARGARET (CONT'D)  
Supervised, of course.

They lay down and Margaret goes for the lamp switch on the  
nightstand.

A LOUD NOISE comes from Lucy's room, and the lamp SHAKES slightly before Margaret can turn it off.

JACK  
What the heck was that?

They sit up, and when strange noises continue, Jack jumps out of bed to investigate, and Margaret follows.

INT. LISA'S HOUSE -- HALLWAY

Margaret and Jack walk briskly down the hall toward Lucy's room.

LUCY (O.C.)  
AAAAAAGGH!

Margaret and Jack start to run.

MARGARET  
Oh my god, Jack!

JACK  
LISA!

INT. LISA'S HOUSE -- LISA'S BEDROOM

The parents run in, but Lisa is not in her bed anymore. Her SCREAMS, however, continue throughout the scene.

There is a gaping hole in the mattress.

Jack throws the bed aside, and

The floorboards are broken into a hole the size of a small body, with Lucy's legs wriggling from beneath the floor. They disappear as something under the house continues pulling her down.

JACK  
What the fuck is that?

MARGARET  
Jack, do something!

Jack looks at her like she's crazy (for telling him to do something instead of doing something herself), then gets a determined look on his face.

He reaches for Lisa's foot, but a tentacle leaps from beneath the house and knocks him into the wall.

MARGARET (CONT'D)  
 Mother of god!

Margaret reaches for her girl, as

Jack gets up.

MARGARET (CONT'D)  
 Jack, get my feet!

He grabs her feet, now in shock at Margaret taking action. He grabs her feet as she reaches down into the whole, almost getting Lisa's legs.

LISA  
 AAAAAAGH!

Lisa is pulled away by whatever creature is beneath the house.

MARGARET  
 NOOOO! LISA! LISA!

Margaret begins crying.

EXT. LISA'S HOUSE -- NIGHT

Kenneth, now standing, staring blatantly in the window, steps back from it in shock. He hears NOISES to his right, and watches

As the creature, cloaked in shadow, shuffles off insanely fast into the night, dragging Lisa's body with him.

MAIN TITLES

INT. BUS -- DAY -- 5 YEARS LATER

The bus is filled with four TEENAGERS, seated at the back, a slimy man in his forties, CHESTER, Chester's mistress/call girl, TABITHA, two religious wing-nuts in all white, JESSE who is secretly gay, and MARIA, a virgin, a stand-up comedian named ROB, and the bus driver, Omar, who looks like he hasn't slept in ten days.

OMAR  
 What the fuck?

Chester looks up from his blushing non-bride.



CHESTER  
What? What's going on?

OMAR  
Fucking engine's cutting out.

CHESTER  
Hey now! I gotta be back in Tulsa  
by tomorrow night!

TABITHA  
It's all right, baby.

CHESTER  
Easy for you to say, *your husband's*  
a fucking idiot. My wife'll cut off  
my dick and feed it to the goddamn  
dog.

(to himself)  
...I hate that fuckin' dog.

The bus comes to a stop. Omar plants his head dramatically on the wheel. BEAT. He stands up, turns around to address the passengers.

OMAR  
Alright everybody, this fucker's  
had it. Everybody off, I'll see if  
I can fix it or we can get some  
help.

EXT. SIDE OF THE ROAD

The bus is nearby them all, smoking. The group has lined up, most of them attempting polite but awkward conversation. Rob, so far, is not participating.

The Christian couple is standing next to Robert. Seeing no one but an adulterer and a group of punks to talk to, they vote to say hello to Robert. This is also ill-advised, perhaps.

JESSE  
Hi, I'm Jesse Stephenson.

MARIA  
And I'm Maria Winchester.

JESSE  
We're from Beaumont, on our way to  
California.

MARIA  
The Sunshine state!

JESSE  
That's right, Maria! We're on a goodwill mission, spreading the gospel and preaching abstinence.

ROBERT  
Awesome.

JESSE  
Do you mind if we ask where you were headed?

Robert puts out his hand and shakes Jesse's.

ROBERT  
Robert Jackson, no relation. The million man march.  
(laughs insincerely)  
I'm just kidding. I'm white.

Jesse looks extremely confused.

Maria walks up.

MARIA  
What is it you do for a living, Mr. Jackson?

ROBERT  
I'm a door-to-door salesman.

MARIA  
Oh! How interesting! What is it that you sell?

ROBERT  
Doors.

Maria makes a "how quaint" sort of face.

MARIA  
What a strange coincidence.

JESSE  
I think the man is joking, Maria.

ROBERT  
Yeah, sorry guys, I'm just yanking your chain.  
(MORE)

ROBERT (CONT'D)  
Stand-up comedian, doing a comedy  
tour. My first one through the  
South.

They both mouth, "Ahh," and nod, still not looking like they  
truly comprehend.

The bus driver comes back over to them.

OMAR  
The bus is shot, but luckily  
there's a town nearby. They're  
sending a tow truck, and once we  
get repairs done, we'll be back on  
the road.

Everyone looks extremely disappointed.

One of the teenagers, called JOHNNY steps forward.

CHESTER  
How long?

OMAR  
Shouldn't take more than a few  
hours.

JOHNNY  
Hey, what the fuck town's way out  
here in the boons?

OMAR  
Little town by the name of Red  
Oaks.

CHESTER  
I am a fucking dead man.

Tabitha rubs his back, comforting him.

ROBERT  
I'm gonna miss my gig. Hey...

Rob looks at Omar's name tag.

ROBERT (CONT'D)  
Omar, you know if there's a comedy  
club in this town?

OMAR  
Not unless you count the police  
department.

EXT. RED OAKS -- BASEBALL FIELD -- DAY

A high school baseball game. At bat, KEN is now 16.

XCU

Hands gripping a bat.

Horn-rimmed glasses being readjusted under a sweaty brow.

Samantha, Kenny's mother, watches from the bleachers.

The other kids are strange, sickly looking, sweaty. They are all giving Ken all the attention, mockingly.

From the dugout, his own team displays little confidence.

DUGOUT KID #1  
Come on, Kenny! Swing like you got  
a pair!

Ken shifts on the plate, and a fastball whizzes by him faster than we can see.

UMPIRE  
Strike one!

DUGOUT KID #2  
You better hit that ball or I'm  
gonna knock your dick in the dirt,  
Kenny!

DUGOUT KID #1  
If you've got one, homo.

His team laughs. When they all laugh together, there's a strange BUZZING effect in their throats.

Strike 2. The balls are coming extremely fast -- inhuman.

CATCHER  
You're such a faggot, Kenny. At  
least your mom's hot.

KENNY  
Shut up!

Ken steps up to plate, and we see

The pitcher wink at 3rd base, then

Throw the ball into Ken's side, and Ken hits the ground in pain.

KENNY (CONT'D)  
You ASSHOLES!

Samantha's eyes go wide as she gets up, runs over and grips the gate.

SAMANTHA  
Kenny!

The Umpire stands over Dusty and kicks dirt on him.

UMPIRE  
(mocking Samantha)  
"Kenny!" ...Take your base, bitch.

Everyone laughs again.

Samantha runs on the field as

Kenny hobbles to first base.

Ill-advised, she runs up to him when he gets there.

KENNY  
Mom, get off the field.

SAMANTHA  
Are you okay?

KENNY  
Mom, please, you can't be on the field. I'm shit on enough.

SAMANTHA  
Watch your mouth, Kenny. I'm just making sure you're not bleeding or anything.

KENNY  
I'll be fine. I don't know why you made me join this stupid team, you know I'm no good at sports.

SAMANTHA  
I just wanted to get you out of the house. It's not good for you, staying in your room with all those...bugs all the time.

KENNY

It's research, mom. Besides, I like those bugs. They don't make fun of me.

SAMANTHA

Research for what? Sorry. I like that you have a hobby, but I want you to have a life, make friends. Maybe even a girlfriend?

KENNY

Mom, that's...that's just not possible. Now get off the field, it's the first inning.

SAMANTHA

Right.

She starts to go, he turns away, then she runs back and hugs him.

KENNY

O-Okay, mom.

Behind Kenny, we see the kids all staring at him, creepily in unison.

EXT. MECHANIC SHOP

PUSH IN

The bus is sitting in the driveway, immobile. Rob stands in the foreground. He looks around.

We can see the edges of the town from where he's standing. A gas station that hasn't been modified since the early 60s.

ROBERT

Hello, Mayberry.

Robert's cell phone rings, and he answers it.

ROBERT (CONT'D)

Yeah. No, we just passed through Lafayette. Bus broke down. I know. Now we're in this hillb-- this small town called "Red Oaks"? I'm not sure *they* know where it is.

The bus driver comes out of the mechanic's office.

OMAR

We're stuck here at least a night.

EXT. RED OAKS INN -- AFTERNOON

The travelers are piling into the main office to the inn, while Rob stands outside with a bag, trying to get through to his wife.

The inn looks like someone had it stashed in an attic before pulling it out when they arrived -- covered in dust, boarded up. He shakes an asthma inhaler, and takes a hit. The call finally goes through.

ROBERT

Ami...I feel nuts. I'm stuck in that episode of the *Twilight Zone* where that guy got stuck in a weird town and then weird shit happens. You know...every fucking episode of the *Twilight Zone*.

INT. SMALL APARTMENT IN BROOKLYN

AMI, a twenty-something Asian woman, sits on a chair, reading an art magazine. She is in paint-stained overalls and glasses, having just painted something.

AMI

Not true. There was that one on the airplane with Shatner.

EXT. RED OAKS INN -- AFTERNOON

ROBERT

Not funny, Ami. Besides, he was probably on his way to a weird town. Seriously though, I think I hear banjos dueling somewhere.

INT. SMALL APARTMENT IN BROOKLYN

AMI

Just be careful, Robert. You do have a party--

Click.

EXT. RED OAKS INN -- AFTERNOON

Robert slams his fist in the wall of the inn.

ROBERT

Am I literally in the past? What is  
with the reception in this place?

INT. RED OAKS INN -- AFTERNOON

Robert stands at the desk as the other travelers walk out  
with their bags making him the last person in the office.

ROBERT

Got any rooms left?

He is talking to NED, the innkeeper.

NED

(deadpan)

Three cabins, ten beds, ten of you.  
Sign the book.

ROBERT

Everybody's so friendly in the  
South.

NED

Sorry. It's been a rough few years.  
Economy. Storm. ...Other things. We  
don't get a lot of visitors here.

ROBERT

Really? Isn't this road a straight  
run off the interstate?

NED

Not really. You guys must've taken  
a route off the highway or  
something.

Rob turns and looks out the window, takes out his inhaler and  
uses it.

INT. BARROOM -- NIGHT

A small pub, stale smoke in the air. A sparse collective of  
locals and farmers sit around drinking.



The teenagers are in the bar, trying to scam drinks and playing darts.

In walks DULTON, a man in his mid to late 40s, tall and in good shape. He makes a B-line straight for the bar. The BARTENDER is cleaning a glass.

DULTON  
Coffee and a shot of Jack.

BARTENDER  
Of course, sir.

Dulton sits at a stool, twirls on it, surveying the bar.

The bartender delivers the coffee and shot. Dulton shoots the Jack and then slams back the piping hot coffee without taking a breath. He shakes his head and lets out a massive BURP.

The locals seem to be afraid of Dulton.

Dulton looks around again, sees

Ned sitting in the corner, talking to a GIRL, one of the female teenagers, who looks to be humoring him.

NED  
We've just been fighting a lot lately, and I just need someone to talk to...

DULTON  
Hey, NED!

Ned is completely startled, and suddenly aware of what he is doing.

NED  
Dulton... oh. Hi... I was just. This is my friend...

DULTON  
So...what did the Doc say?

NED  
(confused)  
What? Doc?

DULTON  
Remember last month you told me about that hooker from outta town and how you felt like your piece was gonna fall off?  
(MORE)

DULTON (CONT'D)

You said you finally went to the doctor yesterday and--

The girl gets up and walks away.

Dulton starts laughing.

NED

Dulton, you know for the past five years now, it's been getting harder and harder at home. Sam used to have my back in everything, but every day she seems further away. It's getting cold in my house.

DULTON

Yeah well whose fault is that?

Ned stares at Dulton.

DULTON (CONT'D)

Oh, it's my fault now?

NED

We're alone in this town, man. And me, Sam, Kenny... we're each alone in our own ways, and we're pulling away from each other. Only chance I got at staying sane sometimes is these outsiders, and I only got so long to do anything about it.

DULTON

Just keeping you honest, Ned. You think a little strange is gonna keep you sane? Your little family is the only thing that's gonna keep your noodles in your head and your eye on the fucking ball. And you creeping after jailbait's not gonna endear her more to you or get your kid to respect you. Your marital difficulties are your fault. Things get a little lonely and your eye starts straying to new meat? The problems were there long before I came to town, buddy.

Dulton looks pained, angry, but also sad.

DULTON (CONT'D)

Can't be easy, living the life you've made for her. But it's not all your fault.

(MORE)

DULTON (CONT'D)

You're running a business and keeping this town going the way it needs to. Hard to keep your eye on the ball when there's so many balls. But learn to fucking juggle, bud, cuz it's almost time to light your balls on fire.

NED

You certainly have a way with words, Dulton.

DULTON

The English language is one of the most fascinating things on Earth.

The bartender brings another round of drinks, and Dulton shoots the Jack and downs the coffee again.

Dulton watches it in awe and disgust.

DULTON (CONT'D)

How's the inn going? I'm assuming you've got full rooms? What are you doing here?

NED

You know I don't like to be there when it's all going down.

DULTON

And you know I don't like my babies being alone right after they're born, so why don't you quit drinking and chasing skirt and go do your fucking job.

Ned, pained, gets up from the table.

Dulton looks around, sees the girl, and gets up to go talk to her.

INT. RED OAKS INN -- CABIN THREE -- NIGHT

Rob is alone in his room, seated on the edge of his bed. He spreads his hands over the bed and it seems reasonable enough, but then he pulls back the covers and there are stains on the bed.

ROBERT

Oh happy day.

He looks closer, and we see small holes in the mattress something like cigarette burns.

He pulls out his laptop, but

CLOSE-UP INSERT

There's no signal.

ROBERT (CONT'D)  
Of course not. That would enable  
communication with the outside  
world.

He shuts the laptop.

The television is an old dial knob. He turns it on, but there's nothing but static until it gets to an old black & white movie.

On the floor is a Yellow Pages. The city name is covered with a half torn-off sticker that used to read "Red Oaks," covering a different city name. Rob looks up motels and sees he is already at the only one.

ROBERT (CONT'D)  
Only inn in town. Lucky Ned.

A bug comes out from the bed behind him, pincers extended. It creeps up behind him and bites his arm.

ROBERT (CONT'D)  
Ah!

He throws it off his arm.

It hits the far wall and scuttles back toward him.

ROBERT (CONT'D)  
FUCK!

Robert picks up his shoe and creeps around the room, until the bug comes out to attack him again.

BUG POV

Rob plants the shoe on the bug.

Squishing it.

ROBERT (CONT'D)  
Fucking country bugs.

INT. RED OAKS INN -- CABIN TWO -- NIGHT

SUSAN, a blonde call girl in her mid-thirties, lays in a bed next to CHESTER, an older, balding gentleman. They are asleep together, but far from cuddling. Chester is SNORING like a parked Harley. Body language would suggest they have done this before, but are not close.

Susan's eyes open suddenly.

She sits up as if pulled there, her hand over her stomach and a wretched look on her face.

Chester, feeling the movement, sniffs and rolls over.

CHESTER  
(half-asleep)  
Baby, I know you want more, but  
please lemme sleep. You tuckered me  
out.

Susan makes a slightly disgusted face at Chester that he would not be able to see, which turns into a nauseated frown as her stomach churns again.

SUSAN  
(hungover)  
Oh. Babe...I gotta go puke.

She hurriedly rolls off the bed, tossing the covers away, and stumbles as she rushes into the motel bathroom.

CHESTER  
(to himself, sarcastic)  
That's fucking romantic.

INT. MOTEL BATHROOM

Susan looks in the mirror. The fluorescent light is not kind to her -- she has murky bags under her eyes, and the color in her face is drained to a purple-gray mask. She looks at her tongue, revealing a dark stain. She dry heaves, then turns her attention to the toilet.

INT. RED OAKS INN -- CABIN TWO -- NIGHT

Chester scratches his belly, trying to go back to sleep, but the retching noises are hard to ignore.

SUSAN (O.C.)  
 (between gags)  
 Oh, baby...I'm really fucking sick!

CHESTER  
 Just let it out, you'll feel better.  
 (to himself)  
 I ain't that fucking bad. Shit, Vivian down at the Mall-mart would do it for free. Course, she's got that dead tooth.

INT. MOTEL BATHROOM

Susan is covered with sweat, her nightie clinging to her form from the damp. She starts to sit on the floor, weak, but slips and falls to the tile.

INT. RED OAKS INN -- CABIN TWO -- NIGHT

CHESTER (O.C.)  
 JESUS, GIRL! What in the shit you doin' in there?

Chester gets up and runs for the bathroom, opening the door to find Susan on the floor, bleeding from hitting her head on the sink.

CHESTER (CONT'D)  
 Shit, babe, you're bleedin' like a stuck pig. Let me wipe it.

SUSAN  
 (delirious)  
 ...What?

Chester wets a towel and crouches to her.

CHESTER  
 It's okay, darlin', Big Daddy's here to help ya.

He wipes the blood away, and we see the cut on her forehead.

CHESTER (CONT'D)  
Better now?

SUSAN  
Yeah, but...I'm a little  
wooz...woozy, and I'm itchin like  
crazy. My back feels weird, like I  
walked into a hornet's nest or  
somethin.

Chester helps her stand up. He slowly unties the dripping wet fabric and peels it off of her. When he looks at her back, his face goes pale.

SUSAN (CONT'D)  
Hon...my back is burning up! What's  
going on? Is it bad?

Chester, speechless, backs up unconsciously, until he hits the door frame, which he grips with his other hand.

The strange marks on her back are now large lumps covering her back, moving like grub worms under her skin.

Chester looks terrified, eyes wide, paralyzed with disgust and fear.

Susan has started scratching her arm, staring, terrified, at the look on Chester's face in the mirror.

SUSAN (CONT'D)  
Chester, honey, you're scaring  
me... What is it?

She turns her head over her shoulder to look at him directly.

SUSAN (CONT'D)  
What? CHESTER, WHAT'S GOING ON WITH  
ME!

She scratches a piece of her arm open, where another bug has crawled.

SUSAN (CONT'D)  
AAAAAAGGH!

Chester bolts out of the room.

A bug leaps into Susan's face, but we CUT before we get to comprehend what just happened, TO:

EXT. RED OAKS INN -- CABIN TWO -- NIGHT

Underneath Susan's SCREAMS, We hear Chester's FOOTFALLS, then the door being rattled as he has some trouble opening it. He finally swings it open, starts running.

PROFILE WIDE as something from within the room, and beneath Chester, seems to grab his foot and trip him. We here the alien crawling SOUNDS of a swarm.

Chester's face hits the wood of the porch, cutting open.

CHESTER

Aagh!

He tries to grab onto something, but

Something in the darkness of the room pulls him back into it with the strength of ten men.

He screams, and the door creaks slowly closed.

INT. PANDORA'S CROOK -- MORNING

Rob walks into the restaurant wearing a METS T-SHIRT. There are only two CUSTOMERS in the entire place.

The waitress walks up to him immediately with a warm southern smile.

WAITRESS

Hi, Sugar. Anywhere you like.  
Coffee?

Rob nods, a little confused. Southern hospitality is new to him. He takes a seat at a booth and looks out through a huge window.

The waitress sees his shirt as she pours his coffee.

WAITRESS (CONT'D)

So you have family here or are you  
just passin' through?

ROBERT

No...just on my way through...I  
mean yes. Sorry, not used to  
talking. In New York they just take  
your order and you don't see 'em  
again until the check.



WAITRESS

Well I'm gonna make you feel like a king this morning, then. You need help with the menu?

ROBERT

I'm at your mercy. Just bring me your favorite.

She smiles and walks away.

Robert relaxes, sitting back and staring out the window.

Some small kids across the street are playing.

Rob looks closer.

One of the kids stares directly back at him.

Rob starts to get creeped out.

Behind the kid, what seems like wings flapping so fast they are almost invisible, like a hummingbird or bumblebee.

Rob rubs his eyes, but when he opens them, the kid is gone. He takes a quick hit off his asthma inhaler.

WAITRESS (O.C.)

Ever had grits and eggs before?

ROBERT

Grits?

WAITRESS

Trust me...I'll even throw some cheese in there. Welcome to the South, honey.

She begins walking away.

WAITRESS (CONT'D)

Long cry from New York!

ROBERT

...How did you know I was from New York?

INT. RED OAKS INN -- MORNING

Ned enters the Inn, but behind his desk is Dulton, with a playful face hiding his anger.

DULTON

And where have you been?

NED

Oh. Um...there've been some complications.

DULTON

I know. We've got several tourists still poking about town.

NED

You know. The kids haven't been in their rooms much at night.

DULTON

And the Yankee?

NED

I don't know, he's just still normal.

DULTON

Well, this is a problem. And you know me, I'm a stress eater. I suppose I'll have to join our mutual friend for breakfast.

EXT. MAIN STREET -- MORNING

Kenny is walking to school from his house, backpack on his back.

The strap on it breaks, and it falls off his shoulder. When he looks down to pick it up, he sees

The strap was torn by a claw.

He stands up, shocked, and suddenly there are three teenage GIRLS standing in front of him. They all look ill, anorexic, slightly jaundiced. Their leader is Lisa, the girl from five years ago.

LISA

Hi, Kenny.

Kenneth looks terrified. His breaths become shallow and quick, and he starts to perspire.

KENNY

Lisa... What do you want?

LISA

Want? Kenny, I thought we were friends.

KENNY

We were never friends, even when you were...a little girl, you hated me.

LISA

Come on, Kenny, I thought you were supposed to be smart. Kids always tease other kids when they like them.

The other girls giggle, but there is something forced about it, like everything Lisa says. They have the memories, the words, but none of the emotion. They move strangely and talk as if going through the motions. This is a performance.

KENNY

Why are you doing this? I can figure out why you're here, but I don't get why you still pretend you're normal, why you have to do what they would do. Just leave me alone!

LISA

That's not very nice, Kenneth.

Kenneth is thrown against a tree, and soon Lisa's hand is at his throat, holding him against it.

WIDER SHOT

Kenny's feet dangle against the tree.

LISA (CONT'D)

You listen to me.

XCU

Lisa's mouth gets extremely close to Kenneth's face, and he squirms like it smells of sulfur and burnt rubber.

LISA (CONT'D)

I need a date for the dance, Kenny. I thought, for old times' sake, I could go get a dress.

(MORE)

LISA (CONT'D)

You can wear a tux and get me a corsage, come pick me up from my parents' place. Then after the dance, we could go out to Miller's Hill. I'm still a virgin.

Beat.

LISA (CONT'D)

(smiles)

I could bend you over and lay my eggs in your abdomen.

She drops him, and the girls all laugh, but this time it sounds genuine, and there is a strange BUZZ beneath their human voices.

They begin to back away, looking at him in disgust.

LISA (CONT'D)

In your dreams, nerd.

Lisa's eyes turn insect-like for a brief moment, before they run off.

Kenny breathes in relief, but also looks extremely ashamed.

INT. PANDORA'S CROOK -- MORNING

Dulton walks into the cafe, and Rob notices him immediately, but is too focussed on waiting for another strange thing to happen outside.

Dulton takes the table nearest to Rob, and the waitress approaches him.

WAITRESS

The usual?

DULTON

Yes ma'am.

Dulton turns to Rob.

DULTON (CONT'D)

Excuse me, sir, may I borrow your salt?

Rob is still staring out the window.

DULTON (CONT'D)

(clears his throat loudly)

Rob looks over.

ROBERT  
Huh? Oh, salt, yeah.

He hands Dulton the salt.

DULTON  
Sorry to interrupt your daydream  
session.

Rob looks embarrassed, realizing he's being a fool and that  
Dulton has no idea over what he's being a fool.

DULTON (CONT'D)  
Don't worry. I do it too,  
sometimes. A body gets so focussed  
on business, you find a little  
escape from reality, it gets hard  
to let it go.

ROBERT  
What business you in?

DULTON  
Furniture. It's a slow one, but I'm  
the only supplier in town, so I do  
alright.

ROBERT  
Slept on your handiwork last night.  
Pretty intricate. You have  
machines?

DULTON  
Nope. All by hand.

ROBERT  
Wow. How's that even possible? It  
must take forever.

DULTON  
Pyramids were built without tools,  
my boy. So was Stone Henge. Never  
underestimate the power of math and  
elbow grease. I also harvest a  
cotton-like substance that's  
environmentally safer to produce  
and can be an alternative food  
supply for animals. If you're into  
that sort of thing.

ROBERT  
That sounds amazing.

Robert puts out his hand.

ROBERT (CONT'D)  
Rob.

DULTON  
Dulton. You're from New York?

ROBERT  
How does everybody know that?

DULTON  
Um. You're wearing that shirt.

Rob looks down.

ROBERT  
Shit. I didn't even pay attention  
getting dressed this morning.  
Didn't sleep well.

DULTON  
Noisy?

ROBERT  
Not enough.

Dulton looks confused.

ROBERT (CONT'D)  
I was born and raised in cities.  
Take me to the country, it's too  
quiet. No subway, no police sirens,  
no people yelling, no neighbors...  
(changes what he was going  
to say)  
also yelling. Sounds strange, but  
the quiet makes me nervous. The  
open space makes me feel...

DULTON  
Claustrophobic?

ROBERT  
Yeah. Yeah.

DULTON  
Believe it or not, I'm not from  
around here, either.

ROBERT

Really? You seemed homegrown.

DULTON

I acclimated. Where I'm from, the buildings used to rise into the clouds. The skies at dusk... Well, I've spent more time here than there now, but when I first moved here, I had to get used to it. Now I can't imagine being anywhere else. Enough about me. What's your business?

ROBERT

Show. Stand-up comic. Not much of a business really. Used to be a salesman though, so I'm used to the road.

DULTON

Still, sounds like an interesting life.

ROBERT

I'm never at home. Motels are my bedroom. Drives my girlfriend nuts. She's an artist.

DULTON

(laughs)

Surprising you can support her. You must be popular.

ROBERT

Actually, she's the breadwinner. She paints these pictures of dogs in old movie posters, like Citizen Kane. Rich tourists eat that shit up. She hates it though, wants to do real art. Either way, dogs are paying for our new place.

Dulton downs a cup of coffee in seconds, then stands up and starts writing stuff on a napkin.

DULTON

Rob, I don't have a card since everyone round here knows me, but here's my phone. You can reach me anytime after seven. I work in a barn off the main road.

(MORE)

DULTON (CONT'D)

Come by, maybe I can make a deal for you and your girl before you leave.

Rob smiles.

ROBERT

I'd like that. Maybe I can go back to being a salesman.

DULTON

You still gonna be in town tonight?

INT. KENNY'S HOUSE -- KITCHEN -- AFTERNOON

A modern country house, filled with Dulton's handmade new furniture, some of his finest. Sam is washing dishes, holding the phone with her neck.

NED (O.C.)

Sam, I can't make it home for dinner. Something came up and I have to deal with it. I need you to send Kenny back out here with some food.

SAMANTHA

I don't like him riding that bike around after dark.

NED (O.C.)

He does it all the time with his friends. It's not that bad around here.

SAMANTHA

He doesn't have any friends, Ned. And the other kids are what I'm worried about. Can't you just come home?

NED (O.C.)

Hon, if I stop now I could lose track of what I'm doing.

SAMANTHA

I just don't like it. Can't you buy something...

NED (O.C.)

DAMN IT, SAM! Gimme a break. Send Kenny!



Click.

Sam stands in place in the kitchen for a moment, upset.

The front door opens and shuts quickly, and Kenneth runs to his room.

Sam puts her dishes down and follows.

INT. KENNY'S HOUSE -- KENNY'S ROOM -- AFTERNOON

The door is slightly ajar. She pokes her head in.

SAMANTHA

Kenny! You gotta run dinner to your dad at work.

She can't bring herself to enter the room all the way. There are superhero and discovery channel posters on the wall. At the corner of his bed, small plastic bins filled with insects. On a drawing desk is a bin with a large specimen of our BUG, and Kenny is staring at it, trying to figure it out.

KENNY

Come on, mom. I'm researching.

SAMANTHA

Studying? Sam, you're staring at a bug. You need to get outdoors, be more active. Bring your dad his dinner and spend some quality time with him.

Kenny swallows, seems to be afraid of the idea.

KENNY

...Okay.

She crosses the dreaded threshold, slightly. She looks around, but can't go any further, as the specimens terrify her.

KENNY (CONT'D)

I think it's part beetle.

SAMANTHA

Okay.

KENNY

You think I should name it? I know I should just catalogue it, maybe something Latin with my name in it like Kennitus or something, but that just seems boring.

SAMANTHA

How about 'Disgusting Monster'?

KENNY

I think it's a male, but it's hard to tell. From what I see of the species, what seem to be females tend to be the aggressors--they eat parts of the males during mating and lay eggs in the corpses.

SAMANTHA

Do you really hate baseball?

KENNY

No. ...Well, yes. Those kids don't like me. None of the other kids like me. I'm just...not one of them, and we all know it.

SAMANTHA

You shouldn't let them push you around like that. Maybe if you stood up to them?

KENNY

They'd murder me, mom. Even the girls don't like me.

SAMANTHA

I just want you to be happy, son. You should be enjoying life, not fearing it.

KENNY

You don't get it, Mom. It's fine. Just give me dad's food and I'll bring it to him.

INT. KENNY'S HOUSE -- KITCHEN -- AFTERNOON

Kenny grabs the bag of food as his mom gives it to him. She goes in for a hug and a kiss, but he ducks it and dashes outside for his bike.

KENNY

Ringo. I'm gonna call it Ringo.

EXT. WOODS -- EARLY EVENING

The teenagers lay around a campfire. MARCY, ED, SUNSHINE, TIM, and GENA. Ed is holding a bottle of liquor that they pass around. Except Tim, who is smoking a joint.

ED

(salutes with bottle)

Here's to getting out of that asshole of a city!

SUNSHINE

(sarcastic)

And getting stuck in the taint of the world, Red Oaks!

MARCY

Yeah, Ed, you'll see, once you get out of New Orleans you'll realize how much everywhere else sucks worse.

TIM

(takes on joint)

Except Amsterdam. Oh, and Denver. It sucks but once a year you can get baked as long as its on city property.

Tim high-fives Ed.

Marcy looks at Ed like she's worried he has a vitamin deficiency.

Ed takes a hit off the joint and does a TARZAN YELL.

GENA

That's so hot, Ed, my panties are fucking melting.

SUNSHINE

Back off bitch, that's Marcy's stud.

GENA

I know, she was about ready to give him head on the fuckin bus.

## SUNSHINE

Ew!

Ed tries to stand up, but stumbles. Marcy grabs him and straightens him out.

MARCY

You okay, Eddie? Don't fall into the fuckin' fire, dude.

ED

You wouldn't save me?

TIM

(singing)

Somebody saaaaaave me...

They all join in on the SMALLVILLE THEME. Ed stumbles again, this time right into Marcy's arms.

ED

Hi...I guess. I can't walk too well.

(laughs drunkenly)

Wanna go in the tent?

She guides him to the path.

MARCY

Guys, we're gonna walk it off a little.

SUNSHINE

Sure...

(teasing)

Want us to come along.

GENA

Anything we can hold for you so he doesn't fall? I guess you've got that covered.

MARCY

Seriously, we're just walking this off. ...So we can do other stuff later.

The girls look at each other and smile mischievously.

Tim looks up from a cloud of weed.

TIM

Huh. Where they goin'?

Sunshine and Gena look at Tim and then at each other, trying to decide if either of them wants to have sex with him.

SUNSHINE  
(simultaneously)  
Nah.

GENA  
(simultaneously)  
Nah.

EXT. DEEP WOODS BY A LAKE -- EVENING

As they attempt to walk steadily through the woods, they come across an opening that takes them to a small, peaceful lake.

ED  
Hey, babe, let's go skinny-dipping.

MARCY  
As much as I would love to be killed by a man in a mask as you drown like a drunk monkey, I think we should stay on the shore.

ED  
Hey, I would totally...

He falls. She stands there for a moment, staring at his body.

She takes a seat and puts his head on her lap. She strokes his hair as he begins to fall asleep.

MARCY  
Star light, star bright...

It's a beautiful scene, moonlight reflecting off the water, no city lights... in the distance, Jesse and Maria having violent sex.

MARCY (CONT'D)  
The fuck. Ed. Eddie... Ed, wake up.

She nudges him, and he wakes up.

ED  
I don't want to school.

MARCY  
Ed, seriously, those Christians are fucking by the lake.

Ed shoots up.

ED

What?

He scrambles to his feet and runs toward them.

MARCY

(whispering)

Ed, NO!

Ed goes behind some bushes, and Marcy shows up right behind him.

MARCY (CONT'D)

We should not be here, we should not be watching this.

ED

Oh come on, these tight-assed Christians judge everybody then totally do it in the woods.

Ed stares and squints, trying to figure out what's going on.

ED (CONT'D)

They are really going at it, aren't they?

MARCY

Ed, let's just go.

Ed's eyes go wide.

ED

Marcy.

MARCY

I'm serious, it's a private -- oh my God, what the fuck *is* that?

Maria is doing Jesse from behind with some sort of insectoid appendage.

ED

(sarcastic)

Are you turned on right now?

(Afraid)

...Can we go.

MARCY

Is the girl one fucking the boy one?

Maria rips Jesse apart and starts eating him.

Ed vomits.

Maria squats over the body and lays eggs in him.

The other two run.

Maria hears them and turns to look in their direction. Her eyes reflect like a cat's in headlights.

Running through the forest, the couple stops suddenly.

ED  
Holy shit!

MARCY  
Fucking hell.

Ned is standing there, blocking their way.

ED  
(laughs)  
It's the fucking hotel guy!

MARCY  
Dude, you scared the shit out of us!

Ned just stares, solemnly.

ED  
Dude, you would not believe what's going on back there. We saw that Christian couple--

NED  
I'm sorry.

MARCY  
What?

ED  
Yeah, dude, for what?

NED  
You wouldn't stay in your rooms.

They turn around and find Maria waiting behind them with empty, soulless eyes. She is dragging Jesse's husk as an egg sack.

She shivers as she approaches them.

They recoil from her. Marcy backs up and trips over a rock.

Maria turns toward her.

Ed musters up some courage and leaps at Maria.

Maria tosses Ed to the ground and hits him repeatedly.

Marcy leaps onto Maria's back, and Maria tosses her about like a rag doll.

MARCY

Ed, run!

Ed looks at her like she's dumb as a box of hair. He tackles Maria, and Marcy is flung off of Maria's back.

Jesse, just a sack hanging at Maria's feet, begins biting Ed's ankles.

ED

Aaaagh!

Maria grabs Ed by the throat and presses him into a tree.

Marcy tries to run at Maria and Maria grabs her by the throat and tosses her to the ground, hitting her head on the ground, knocking her out.

Ed struggles to get out of the choke hold. He then slams Ed's head into the tree and knocks him out as well. He drops him to the ground.

Chester and Tabitha emerge from the woods.

They stare at each other, sending telepathic signals. They all look at

Ned, who looks sad.

CHESTER

(simultaneously)  
Clean this up.

MARIA

(simultaneously)  
Clean this up.

TABITHA

(simultaneously)  
Clean this up.



EXT. WOODS -- NIGHT

Marcy awakens to being held in Chester's arms. She screams loud enough to wake

Ed being dragged by Tabitha back toward the campfire.

Other sickly people from around town have joined them walking back to the camp.

They dump Ed and Marcy there. Ed is next to Tim, Marcy on the ground being held by her neck by Chester.

MARCY

What are you doing to us? Why can't I move?

ED

Who are you? Why do you want to hurt us?

Something in Chester's mouth is moving.

Ed and Marcy see the rest of the friends unconscious around the fire.

ED (CONT'D)

Tim, you...you okay?

Tim's head turns toward Ed, and bugs spill out.

MARCY

What did you do to our friends?

ED

You FUCKING FREAKS!

Chester holds down Ed and forces bugs into his mouth.

Marcy SCREAMS in terror as the other man does the same to her.

Their bodies start to convulse in severe pain.

The group of deformed derelicts surround the teenagers and begin making the bizarre HOWLING noise.

INT. NEW YORK -- ART STORE -- NIGHT

Inside an exclusive art gallery. Ami, Rob's girlfriend, is having a showing. Her clothes are slightly better than the last time we saw her. There are pictures of dogs all over.

A consultant for the gallery talks with her about an upcoming show. Ami is begrudgingly happy about how things are going.

AMI

...I know, I just mean. I wish I could sell some of my real stuff.

Her phone rings. It's Rob.

AMI (CONT'D)

Are you still in that little podunk town?

ROBERT (O.C.)

Yeah. No news about the bus yet, but I haven't even seen the driver since yesterday morning.

AMI

What's the name again?

ROBERT

Red Oaks. I wouldn't Google it. I got nothing. I met this guy who makes this amazing furniture, and apparently farms a substance like cotton that can be fed to animals.

AMI

That sounds like a crazy hobo story.

ROBERT

He's not a crazy hobo, he's a...guy, he's fine.

AMI

Oh so he's a guy, is he? Just get out of there as soon as possible. Come back home, I think the tour is over.

ROBERT

I just got down here!

AMI

Look, it's not like you're  
cancelling auditorium shows across  
the country. Crazy hobos or new  
apartment sex. Your choice.

ROBERT

You've twisted my arm.

AMI

That is not what I was aiming for,  
but I'll take it.

ROBERT

(laughs)

Okay, dirty girl, I'll see you  
ASAP.

AMI

Love you.

ROBERT

Me too...bye.

She excuses herself from the administrator and walks over to  
her friend CHRISTINA.

AMI

Christina, I need a big favor.

CHRISTINA

I'm working.

AMI

What?

CHRISTINA

Whenever it is that you need help  
moving, I'm working.

AMI

No. ...But I do need help with  
that, and you are going to do it. I  
need you to look up a Red Oaks,  
Louisiana. I just wanna know what  
area Rob's in. I'm getting weird  
vibes.

CHRISTINA

Fine, you owe me two.

AMI

I'll let you carry the heavy stuff.

CHRISTINA  
You better. Wait. No.

Ami walks away.

EXT. DULTON'S BARN -- NIGHT

Rob is in Dulton's truck. They pass several rural homes and finally come to a dead end with a gate. The sign on the gate says NO TRESPASSERS.

Dulton jumps out of the truck to open the gate.

Rob waits outside in the truck while Dulton gets the keys to the barn from his house. He puts his head back against the headrest.

He is shocked by a CHICKEN CROWING on the hood of the truck.

DULTON  
Oh, don't mind him. He's just  
letting you know you're in his  
territory.

ROBERT  
Great.

Dulton jumps back into the truck and heads off into the open field beyond the house.

In the middle of the field is an old barn that has been renovated. They park outside it.

DULTON  
You ever been inside a barn before?  
I know it's rare in your settings.

ROBERT  
Of course, I've been to the country  
before. New Jersey's full of cow  
farms. They just give me the  
willies.  
(to himself)  
Much like this one is now.

INT. DULTON'S BARN -- NIGHT

They enter the barn, and a smell hits Robert in the face. He gags slightly.

DULTON  
If you need to blow a gasket...

ROBERT  
No, I'll be alright.

Dulton leads him inside. We see all the bins covered. Dulton guides him along them in the center of the barn.

DULTON  
These are the area I keep the substance I'm calling Natural Green, or NG for short. I harvest it every morning by opening the skylight and letting the sun in.

Rob picks up a batch, amazed how soft it is.

ROBERT  
Okay, now I have to ask. What is this stuff exactly?

DULTON  
If I told you that you'd just run back to a New York buddy and they'd use one of those New Jersey cow farms to make themselves. Then you all are rich and my work's for nothing.

ROBERT  
I'm offended.

DULTON  
(laughs)  
Trust no one.

ROBERT  
You feed livestock with this as well?

DULTON  
Yep. Betcha can't do that with cotton, huh?

Robert walks around to see more of the barn. He sees the larger metallic door with the locks and it fascinates him.

ROBERT  
What's this door?

Dulton hesitates.

DULTON

Well...it's a room I keep my secret formula for keeping the NG fresh. Gotta be fresh or it won't taste good.

ROBERT

You don't...eat it...yourself, do you?

Dulton just smiles.

INT. RED OAKS INN -- NIGHT

In the motel room, Rob sits on the bed talking with his wife on the phone.

ROBERT

Ami, this shit is amazing. He calls it Natural Green.

AMI

Sounds like weed. Are you smoking it?

ROBERT

No, Ami, I'm not smoking it. I'm trying to see if I can start selling it. I can do it with all the downtime between shows.

AMI

You're going to be a drug dealer.

ROBERT

No I'm going to be a salesman.

AMI

A salesman for drugs. There's a term for that, Robert, it's called a drug dealer.

ROBERT

It's not a drug, baby. It's a synthetic herb that Dulton designed and even feeds to his animals.

AMI

Dulton? What is he a fucking trailer park mad scientist?

ROBERT

The fibers are just like cotton to the touch...I'm not sure what this shit is, but opportunities don't come along like this all the time.

AMI

Just be careful Robert. I want you home, and soon.

ROBERT

I'm leaving in the morning, I promise.

With this he hangs up. Robert lays back on the bed. He turns back and forth. He finally finds a spot on his back that is somewhat comfortable.

He jolts up from being bitten on the back.

He throws the cover off to see a set of pincers burying itself back into the mattress.

ROBERT (CONT'D)

Son of a bitch! Fucking god damn bugs!

He runs into the bathroom and throws off his shirt to see two deep cuts on his back. The weird thing is that a suction cup forms around the cut.

EXT. RED OAKS INN -- NIGHT

Rob is outside the boarded up window that is Ned's office. Rob bangs on the wood yelling.

ROBERT

Damn it, Ned! Come out, now!

Ned wanders from around the corner, covered in mud and looking quite morose.

NED

Jesus, Robert. It's 2 in the morning. What.

Rob lifts his shirt up and shows the cut.

ROBERT

This! This is the second night I've  
been attacked by your giant  
southern super bugs! What kind of  
motel is this?

Robert takes a hit off of his inhaler.

Other patrons appear out of nowhere, Jesse and Maria, Chester  
and Tabitha, all looking horribly sick and obviously  
infected.

CHESTER

(emotionless)

Yeah...I got bit too, what's the  
deal?

JESSE

(emotionless)

Me and Tabitha can't get a good  
night's sleep thinking about those  
bugs.

The rest join in, making a sort of apathetic cacophony.

NED

(under his breath)

Really? You're gonna...do this.  
Now.

(normal)

Alright, alright!

ROBERT

You better give me another room  
that isn't also inhabited by the  
fucking Scorpion King or I'm going  
to ask for my money back and I am a  
New Yorker and you will rue the  
hissy fit that will come down upon  
you!

Ned stares with murder in his eyes at Robert.

NED

(through gritted teeth)

Okay. You can have the main room.

JESSE

What about me?

NED

You all will switch rooms.



ROBERT  
How will that--

JESSE  
Fine!

TABITHA  
Sounds great.

EXT. SMALL TOWN HOSPITAL -- MORNING

A small cottage house with a sign, "Dr. Bell, Frederick -- Physician."

INT. SMALL TOWN HOSPITAL -- MORNING

Robert enters, sees a SMALL GIRL and MOTHER in the waiting room.

ROBERT  
I'm not from here. Is he a good doctor.

MOTHER  
He's the doctor.

ROBERT  
I...know that, is he good?

MOTHER  
He's the doctor for the town.

ROBERT  
Alrighty.

The Mother looks at Rob and then at her child.

Rob sits and reads a MAGAZINE that looks about 20 years old.

The RECEPTIONIST comes back to her desk.

RECEPTIONIST  
Yes, can I help you sir?

ROBERT  
Yes... I have this bit on my back, and I was wondering if the doctor could look at it?

RECEPTIONIST

You're Robert, the guy from New York, right?

ROBERT

...Yeah.

Robert looks down at his shirt.

ROBERT (CONT'D)

Am I wearing some sort of New York paraphernalia?

RECEPTIONIST

Oh, no sir. This is a very small town. There's only so much news and that spreads fast.

Robert smiles.

The receptionist gives him a queer look.

RECEPTIONIST (CONT'D)

Fill this out first and the doctor will be with you in a moment.

Rob takes the form and sits back. He starts to fill it out. Through one of the windows, 2 teenage boys in baseball uniforms stare at him.

DR. BELL comes out.

DR. BELL

You must be Robert. Why don't you come on back.

Robert looks up. The teenagers are gone. He looks over at the Mother and her child.

ROBERT

...I think they were here first. I haven't even finished filling this out.

DR. BELL

Yours is priority, and the forms are just a formality. Let me take a look at that back.

INT. DULTON'S BARN -- MORNING

Dulton is cutting up the NG and preparing to feed the critters. In the background near the door, the 2 baseball kids are standing as if in a trance staring at Dulton. He glances over to see the boys.

He puts down the shears and approaches them.

DUGOUT KID #1  
He's in the town.

Dulton hesitates for a moment.

DULTON  
...Take care of it.

The boys take off back to town. We hear the eerie SHRIEK.

INT. DR. BELL'S OFFICE

Rob sits back on the exam table as Dr. Bell looks at the bite on his back.

DR. BELL  
Pretty nasty bite. What did it?

ROBERT  
I have no earthly clue. It was big and I think it was trying to take me in a manly fashion.

DR. BELL  
Well it's perfectly normal.

ROBERT  
Really?

DR. BELL  
Yes, people down here get bitten all the time. Your reaction seems different, though. Are you on any special medications?

ROBERT  
Nah. Just my asthma inhaler.

Robert takes out his inhaler and pushes it jokingly. The mist goes into the air near the Doctor, and he seems to get vertigo for a second.

DR. BELL  
...You have to leave.

ROBERT  
What?

DR. BELL  
You must go. They know you're here.

ROBERT  
Who knows what?

DR. BELL  
I'm not even a real doctor. I'm a bus driver. I haven't been able to speak for three years. You have to help us.

ROBERT  
I don't know what...

Dr. Bell's eyes roll back in his head, and he starts to look like he did before.

DR. BELL  
...So, anyway, I think you should stay in town for a few more days until we can figure out what's causing your reaction.

ROBERT  
Yeah. Sure. I'll do that. Look, I've got to go.

DR. BELL  
Okay. I'll have my assistant set up an appointment.

Rob walks out, shaken.

EXT. MECHANIC SHOP

Rob walks over to the shop, and out steps Omar in a mechanic outfit.

ROBERT  
Oh, good! Omar! Jesus. How's the bus coming along?

Robert takes a long look at him.

ROBERT (CONT'D)  
Looks like you...joined in fixing  
it?

OMAR  
(country accent)  
Bus? I'm sorry, son, have we met  
before?

ROBERT  
I...I must be mistaken.

Robert swallows hard and wanders off.

He takes out his inhaler, but takes out his phone as well and  
tries to call Ami.

ROBERT (CONT'D)  
Ami! I gotta get...hello?

As he's shaking the inhaler, two baseball kids come out of  
nowhere, knocking the phone from his hand.

INT. NEW YORK -- AMI'S NEW APARTMENT -- LIVING ROOM --  
AFTERNOON

Ami is unpacking in a much nicer place. Her clothing has also  
gotten higher class.

AMI  
Rob? Robert? Hello?

She looks at her phone. The call was lost.

AMI (CONT'D)  
Shittlesticks.

EXT. MAIN STREET

The two kids are chasing Robert down the street.

He looks behind him, and shadows overlap him, so that he  
falls to the ground.

He starts to SCREAM, and we hear a BIKE approaching. The  
baseball kids look to their left as Kenny leaps from his bike  
and tackles one of them.

The first one slams Kenny into the ground, and the other  
holds Robert down as he opens his mouth to release bugs.

Robert SCREAMS, then starts to WHEEZE.

DUGOUT KID #1  
 You crossed the line, this time,  
 Kenny. I'm gonna fuck you up, and  
 then Marcy's gonna fuck ya proper.

Robert has his inhaler in his hand. He can't breathe.

He grips the inhaler tightly, and sprays it in the baseball kid's face.

The kid's face immediately starts to boil, and he seems to get dizzy and fall over.

DUGOUT KID #1 (CONT'D)  
 What...what's happening? Where am  
 I?

The teenage kid now seems like a lost child.

Robert takes a hit and starts to breathe.

The other kid is distracted by this and Kenny takes advantage, punching him in the throat.

The other kid falls off.

Kenny gets up and grabs Robert by the arm.

KENNY  
 Come on! We don't have much time!

They run away.

INT. NEW YORK -- AMI'S NEW APARTMENT -- STUDY -- AFTERNOON

Ami sits at her computer looking through the internet for Red Oaks, Louisiana. Everything she pulls up shows Red Oaks in different states but none in LA.

INT. NEW YORK -- LIBRARY -- AFTERNOON

Ami goes to the front desk to talk to the LIBRARIAN.

AMI  
 Hi, I was wondering if you could  
 help me find a town in Louisiana?

LIBRARIAN

Did you look through the White Pages? We've got them for different states.

AMI

I've exhausted every means possible. It's as if the town doesn't exist.

LIBRARIAN

Did you try the internet.

AMI

Did I stutter?

LIBRARIAN

(sighs)

Let's look through the registry to see if you're spelling it correctly.

AMI

Kind of hard to spell "Red Oaks" wrong.

LIBRARIAN

We'll see.

They walk back to the back.

INT. NEW YORK -- LIBRARY -- REGISTRY ROOM -- AFTERNOON

MONTAGE of looking through box after box, file after file.

LIBRARIAN

Are you sure it's "Red Oaks"? I just don't see any city in Louisiana by that name.

AMI

Well my boyfriend is somewhere in an imaginary city in Louisiana and I can't get him on the phone anymore!

LIBRARIAN

You don't have to yell.

AMI

I'm sorry but this is really starting to scare the shit out of me. I'll just try calling him again.

LIBRARIAN

You'll have to go outside. There's no reception in here.

AMI

He could have been calling me!

Ami runs outside.

EXT. NEW YORK -- LIBRARY -- AFTERNOON

Ami tries to call Rob but it doesn't go through.

AMI

Shit!

She almost throws her phone and rethinks it mid-swing and just puts it in her pocket.

INT. MECHANIC SHOP -- NOON

Dulton walks up to side of the garage and speaks to Omar and the other ATTENDANT in private.

DULTON

We need to take care of this. Why can't he be infected? ...We'll just have to kill him. Such a waste.

ATTENDANT

(simultaneously)  
Consider it done.

OMAR

(simultaneously)  
Consider it done.

Dulton leaves, patting Omar on the shoulder.

EXT. KENNY'S HOUSE

Kenny and Robert run into the house through the side.



INT. KENNY'S HOUSE -- KITCHEN -- EARLY EVENING

Kenny starts nonchalantly looking through the refrigerator.

ROBERT

So...what's your story, um...

KENNY

Ken, Rob.

ROBERT

Goddamn it, everybody in this shitty town knows who I am already!

KENNY

My dad runs the inn, actually. There's a different reason the rest of the town knows you.

ROBERT

What *is* going on in this hellhole?

KENNY

You'll think I'm crazy.

ROBERT

You'd be surprised what I--

KENNY

Listen, my family doesn't believe me, and they fucking live here. The year I spent in an asylum in Texas can attest to it, so you'll pardon me if I'm a little sensitive about telling you a damn thing.

ROBERT

Okay, kid, Jesus.

KENNY

Sorry.

ROBERT

So...this kinda stuff happen all the time here?

KENNY

For about the last few years. People get brought in. Omar "breaks down", then brings a busload of tourists in, then they become townsfolk.

ROBERT  
No. No, I am not actually in a  
fucking *Twilight Zone* episode.

KENNY  
What's *Twilight Zone*?

Robert stares at him.

ROBERT  
What's with the fucking bugs, Ken?

KENNY  
...They're in the beds, mostly.  
They get inside you, change you.  
Then Dulton can control you.

ROBERT  
Dulton. That Natural Green stuff.

KENNY  
Yeah. That's their food.

ROBERT  
How do you know so much but aren't  
one of them?

KENNY  
I don't really know. I know that  
it's against the rules for them to  
touch me. My mom, me, and my dad  
are all normal. Well. My dad is  
human, but he's not really normal.  
I guess neither of them are. I know  
they've seen as much as I have by  
now. More, probably. I've seen my  
dad with Dulton a thousand times.  
He doesn't talk about it. But mom,  
she pretends absolutely nothing's  
going on. It makes me kind of hate  
her.

SAMANTHA (O.C.)  
Kenny! Is that you?

KENNY  
Shit! It's my mom. Be cool.

Robert makes a face and mouths "Be cool?"

Samantha enters the room, putting groceries on the counter.

SAMANTHA

I was out making groceries and...

She sees Robert.

SAMANTHA (CONT'D)

Oh! Sam, why didn't you tell me you were inviting someone over for dinner?

Robert starts to shake his head, but Ken grabs his arm.

KENNY

Met him on the way home, Ma. He's from outta town so I thought we'd treat him to a real home-cooked dinner.

ROBERT

(panicked)

I don't wanna impose, I'll just leave--

SAMANTHA

Nonsense, we're gonna have more than enough. Kenny, break out the company plates.

Samantha smiles.

Robert smiles, absolutely terrified.

ROBERT

I really have to go--

SAMANTHA

I insist.

INT. ART GALLERY -- NEW YORK -- NIGHT

Ami and Lucy talk amongst themselves while a few dealers walk about the gallery.

LUCY

Okay...so the town isn't Red Oaks. What the hell is it, then? Who makes up a town?

AMI

I don't know, Luce. I need to get down there and find Rob.

(MORE)

AMI (CONT'D)

He barely makes it when we visit my parents in New Jersey. I'm just gonna go down and retrace his steps.

LUCY

Great, and then I'll be looking for Rob *and* you. That is, if I gave a shit about either of you.

AMI

Of course.

LUCY

We have to keep searching under the name he gave us...what was it?

AMI

Ponch.

LUCY

Like the guy from CHiPs?

AMI

What's CHiPs?

LUCY

Shut up, bitch, you're older than I am. Ponch. Maybe it's Mexican?

AMI

(nodding)  
Or Mesoamerican.

A client is looking at a non-dog painting.

LUCY

Ami. Ami, you got a bite.

Ami looks over at the dog paintings, sees no one.

LUCY (CONT'D)

No, Ami. The real painting.

Ami, surprised, looks behind her.

AMI

No?

Ami walks over to the ART BUYER.

AMI (CONT'D)

Are you...interested in the piece?

ART BUYER  
You sound surprised.

AMI  
I don't get much interest in  
the...non-dog...stuff.

ART BUYER  
That must be awful. Someone as  
obviously talented as you being  
relegated to...

AMI  
Ahem.

ART BUYER  
*Beautiful*, but empty work like  
that.

AMI  
(whispers)  
Don't tell them.

She points at two yokels staring in amusement at a dog  
painting.

ART BUYER  
(laughs)  
I think this would look lovely in  
my shop. I have one on Royal Street  
in New Orleans.

Ami's eyes light up.

AMI  
Sir, I'm pleased you like my work.  
Please, can you tell me about  
Louisiana? My boyfriend is there  
right now.

ART BUYER  
Oh, Louisiana is just West  
Mississippi, dear, but New Orleans  
is to die for. Where's your man?

AMI  
Oh, somewhere in the outskirts. I  
can't remember...Ponch--, Poncha--

ART BUYER

Pontchatoula, dear. It's a quiet town between New Orleans and Baton Rouge. My grandmother used to live there.

Ami opens the office door.

INT. ART GALLERY -- OFFICE

PUSH IN ON DOOR

As Ami rushes in.

Lucy looks up.

AMI

I'm going to Pontchatoula.

INT. KENNY'S HOUSE -- DINING ROOM

Rob is sitting at the dinner table across from Ned, next to Ken. There is a huge spread of turkey, greens, corn, and biscuits. Everyone is extremely awkward, except for Samantha. Rob is terrified for his life, Ken refuses to talk, and Ned is wondering how Robert is still alive.

ROBERT

Your house is nice.

Ned shoots him an angry look.

NED

What did you think I lived in? A barn?

ROBERT

No.  
(under his breath)  
Maybe a hive.

NED

What?

ROBERT

The gravy is nice.

NED

So, Robert. What brings you to our home?

ROBERT

Um, well...

KENNY

I'm going to show Mr. Robert my bug collection.

Ned stares at them both.

SAMANTHA

Oh, Kenny, not at the dinner table.

NED

You know what you need, Ken. You need a life. Need to get outta the house and away from those...bugs.

KENNY

Those bugs don't hurt me.

NED

Maybe if you tried fitting in more--

KENNY

That's not possible, *Dad*, and you know that.

SAMANTHA

Please, guys. Let's just have a peaceful dinner, shall we?

ROBERT

The food is lovely, Samantha.

SAMANTHA

Thank you, Robert. So you're from New York? That must be exciting!

ROBERT

It's okay.

NED

What kinda house do you live in, Robert?

ROBERT

Um, we actually just got a new apartment, overlooking 6th Avenue in Manhattan.

SAMANTHA

I don't understand, I thought you lived in New York.

ROBERT

(laughs)

Oh, no. Sorry, Manhattan is a borough of New York.

SAMANTHA

Is that like a parish?

ROBERT

No, we still have those, but we call it a county. Um, a burough is sort of a neighborhood.

KENNY

It's big enough to be cut up into smaller pieces like that.

ROBERT

Yeah. Well, have you ever been to New Orleans?

SAMANTHA

Once, when I was in college. It was ama... It was alright.

ROBERT

(laughs)

Well you know, a city's usually divided up. New Orleans has Uptown, Mid-City, Touro, Garden District, yadda yadda. But New York is so big that the names mean a little more by necessity. Especially since a bunch of them are islands like Staten Island, Manhattan, and Long Island.

SAMANTHA

Have you been to the Statue of Liberty?

ROBERT

You know I've lived in some part of New York my whole life, and I've never set foot in it?

SAMANTHA

How is that even possible?

NED

Don't you have any connection to your home?



This irritates Robert somewhat.

ROBERT

Have you been to New Orleans, Ned?  
Ever been to Mardi Gras?

NED

I have no interest in that place.  
Besides, I have a business to run  
and no one to help me with it.

SAMANTHA

I offered but he says I need to be  
here.

NED

You don't feel its important to  
stay rooted in your hometown? How  
can you have a family life if  
you're on the road constantly?

ROBERT

Well, both me and my girlfriend met  
on the road. It allowed two people  
from two completely different parts  
of the country to meet who wouldn't  
have if they'd remained "rooted."  
And it gave her the freedom to move  
to be with me. I also happen to  
think that getting away from one  
another can be good for a couple.  
But if we have a kid I suppose we'd  
have to change our lives. That's a  
few years off, though.

SAMANTHA

Don't put it off too much.

ROBERT

What's that?

SAMANTHA

Well, life is what happens while  
you're making other plans, Robert.  
There's always a bunch of reasons  
not to do something.

ROBERT

(nods)

It's better to regret something you  
did than something you didn't do.

SAMANTHA

Hm. That's an interesting way to think about it.

ROBERT

It's from a song.

SAMANTHA

Oh, who sings it, Clint Black?

ROBERT

(mumbling)

Butthole Surfers.

INT. KENNY'S HOUSE -- LIVING ROOM -- NIGHT

Ned is in his reading chair in the front room, away from everyone else, on the phone.

NED

He's in my house, Dulton. He's upstairs with my kid, looking at fucking bugs.

DULTON (O.C.)

How did he get there?

NED

Kenny ran into him, brought him here.

DULTON (O.C.)

You mean Kenny saved him.

NED

(nervous)

We don't know that.

DULTON (O.C.)

You don't know that. We do. You know the rules, Ned. You cross the line, and your family is forfeit. You stop helping me, and your family is forfeit. But you did good keeping me informed, Neddy, and I like you, so I'm gonna let you off with a warning. You keep your son in line, and keep that son of a bitch out of his room and away from your son's fucking "collection," and I'll handle the rest.

NED  
 (defeated)  
 Alright, Dulton. Whatever you say.

Click.

Ned hangs up.

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

Rob looks around Kenny's room. There's a library of books on different species of insect.

ROBERT  
 Wow, Ken. Maybe your dad's right.  
 Do you, like, go outside?

Ken opens his closet, revealing a city of crates housing his family of bugs.

KENNY  
 There are more bugs outside.

Ken points at one of the crates.

KENNY (CONT'D)  
 These are Chelicerae Arthropods.

ROBERT  
 ...Spiders?

KENNY  
 Correct. This is Lactrodectus species.

ROBERT  
 This is all nice, but--

KENNY  
 Brown widow. Way more dangerous than its more famous cousin. Very shy, though.

Kenny taps on glass.

KENNY (CONT'D)  
 It's afraid of us.

Rob is getting severely creeped out.

ROBERT  
What happens...if it gets out, and  
bites you?

KENNY  
(matter of factly)  
You die.

Rob starts to step back, Kenny grabs his arm.

KENNY (CONT'D)  
It's okay, I lock them up tight.

ROBERT  
Why are we looking at these? Why  
did I just sit through a family  
fucking dinner at with Leatherface  
and Stepford Mom?

KENNY  
I've got beetles, caterpillars, all  
sorts of shit. But this one...this  
is my prize.

Kenny reaches in and pulls out an extremely intricate case.

In it is the bug that bit Robert.

Robert leaps backward.

KENNY (CONT'D)  
This is Ringo. This is what bit  
you, yeah?

Robert nods, terrified.

Ken gestures to behind him, to the closet.

KENNY (CONT'D)  
All of these are just research.  
This is why I stay inside, and why  
I read. These little bastards are  
all over town, but I haven't found  
any mention of them in any text in  
the five years I've been looking  
for them.

ROBERT  
No mention?

KENNY

Nothing. But I've found characteristics of 20 different species of arthropod.

The strange looking creature surfaces. Its odd, with a long spike looking horn on its head, pincers, a hard shell similar to a beetle.

CLOSE-UP

Rob's face through the glass.

KENNY (CONT'D)

Five years ago, I watched a girl I liked get dragged by these things into the woods. Since then, the town's gone psycho hive, and Dulton is the Queen Fuckhead.

Rob finally realizes what Kenny's getting at.

ROBERT

So...those kids, the doctor, Dulton... You're saying they...

PUSH-IN

Kenny's face is very intense.

KENNY

Everyone, Robert. Everyone in town is a bug.

EXT. THE WOODS NEAR KENNY'S HOUSE

Every townspeople we've met, all in sub, half, or full bug form, heading towards Ned's house.

INT. KENNY'S HOUSE -- KITCHEN -- NIGHT

Ned and Samantha are clearing dishes. Behind them, the townsfolk approach, one by one silently pressing their faces to the glass of the dining room and kitchen windows.

Ned turns to get another plate, and sees them. Wide-eyed, he picks up another plate and calmly turns back around.

NED

You know what, honey? I'll do this,  
why don't you go check on our  
visitor and our boy?

SAMANTHA

Oh! Okay. You're so sweet.

She kisses him on the cheek, and without looking back, walks  
out of the room.

Ned waits for her to be gone, then turns back around.

PUSH-IN

Omar in the window, another TOWNSPERSON's head dreadfully  
close to his face.

OMAR

(simultaneously)

We've come for the tourist, Ned.  
Give him to us and we'll leave  
quietly.

TOWNSPERSON

(simultaneously)

We've come for the tourist, Ned.  
Give him to us and we'll leave  
quietly.

Ned's face looks sad and afraid.

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

The door to Ken's room opens and Samantha, smiling, walks in  
on

Ken looking very serious and

Robert in a cold sweat, all hope drained from his face.

They both look over to her.

SAMANTHA

Everything okay, boys? I thought  
I'd offer you some chocolate chip  
cookies.

BEAT.

KENNY

I think we're okay, mom.

SAMANTHA

You sure? It'll only take a minute.

ROBERT

...Actually, Mrs. LeBlanc, that sounds delightful.

Kenny looks at him strangely.

Robert shrugs.

ROBERT (CONT'D)

I figure, as long as I'm gonna be here a while...

Samantha smiles and turns to walk back out.

She can't leave because Lisa is in the doorway, more sickly looking than usual.

SAMANTHA

Lisa? What are you doing--

The window to Kenny's room shatters as two more bug people leap in, one of them the Waitress from Pandora's Crook.

Lisa pushes Samantha to the ground.

DUGOUT KID #1

We're taking your guest, Mrs. LeBlanc.

Lisa grabs Kenny.

LISA

(like the Wicked Witch)  
And your little dog, too!  
(cackles)

The Waitress goes for Rob,

Rob punches her in the face.

She hits the ground.

Rob reaches in his pocket for his inhaler, and presses it but it's out.

SAMANTHA

Kenny! Run!

Kenny kicks the kid holding him in the nuts, squirms free and runs for the window. He leaps out.

Rob is digging in his pocket for another cartridge.

The waitress leaps on top of Robert, and they struggle as she slowly sprouts extra appendages.

Samantha runs out.

SAMANTHA (CONT'D)

Ned! Ned!

Robert grips the cartridge and shoves it into the waitress's eye.

He turns her over, pushing on it until the cartridge finally bursts and releases into her.

The fluid poisons the bugs in her and she seizes and foams from her pours until she dies.

Rob can barely breathe. He backs off of her, and falls into the opposite corner wheezing.

He looks at the shattered window.

He pulls himself to his feet and jumps out of it.

EXT. THE WOODS NEAR NED'S HOUSE

Ken runs through the woods.

Walking with purpose but calmly, Dulton is not happy.

DULTON

Don't let that little fucker get  
away!

Ken runs past a few trees and slides into a ditch.

The boys chasing him pass over the ditch, not seeing him.

He climbs out and heads in the other direction. After a few moments, he slows down, looking behind him.

There is no sign of anyone.

Robert approaches, running as fast as he can while not breathing well, but Ken does not see him and he cannot yell.



The largest Bully suddenly descends from the sky, landing behind Ken and wrapping wings around the boy, encasing him like a cocoon. They constrict tighter as he struggles.

Dulton walks out with the other boys and Lisa.

Robert collapses to one knee, barely able to move.

DULTON (CONT'D)  
Good boys.

LISA  
Can we eat him?

DULTON  
No.

DUGOUT KID #1  
But I'm so hungry.

His wings hug tighter, almost forming an impression of Kenny.

DULTON  
Loosen up the grip! NOW!

The bully loosens his grip and Ken drops to the ground, unconscious. They all surround him.

DULTON (CONT'D)  
Bring him back to the barn...UNHARMED. Do I make myself crystal fucking clear? I have something special for this one.

They make alien sounds of concent. Dulton turns to leave.

DULTON (CONT'D)  
Clean him up.

Dulton leaves.

The bullies pick Kenny up and take off with him.

Robert watches from the ground, impotently.

INT. KENNY'S HOUSE -- LIVING ROOM -- NIGHT

Ned is loading a shotgun, Samantha tied up with duct tape over her mouth behind him.

NED

This is best all around, Sam. I  
can't lose you both tonight.

(to himself)

Son of a bitch is going back on his  
word. Crossed the fucking line.  
Deal's off, then the deal's off,  
you bug piece o' shit.

SAMANTHA

(Mumbles incoherent  
screams through tape)

Ned clacks the shotgun closed, tosses a bag over his  
shoulder, and stomps out of the room.

EXT. KENNY'S HOUSE

Robert runs out of the forest towards the house.

He starts banging on the door, but there is no answer.

He goes around to the window to Kenny's room.

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

He looks around, goes through the room.

INT. KENNY'S HOUSE -- DINING ROOM -- NIGHT

Robert looks all around the room.

ROBERT

Ned! Samantha! Anyone?

INT. KENNY'S HOUSE -- LIVING ROOM -- NIGHT

Robert sees Samantha tied to a chair.

She looks up and sees him, and begins wobbling back and  
forth.

ROBERT

Oh my god.

He runs over and rips the tape off.

SAMANTHA  
 (pained)  
 Cheese and rice!

ROBERT  
 Sorry, sorry.

Robert starts on the ropes as Samantha, terrified and sad, tries to keep from crying.

SAMANTHA  
 Did Kenny get away?

Robert looks back, making eye contact.

ROBERT  
 They got him, but they didn't kill him.

Samantha's head falls, and Robert goes back to untying her.

ROBERT (CONT'D)  
 I hate to be the one to tell you this, Samantha, but something is seriously fucked up in Red Oaks.

SAMANTHA  
 Pontchatoula. The name of this city is Pontchatoula.

INT. KENNY'S HOUSE -- DINING ROOM

Samantha wipes the duct tape scum from her mouth with a hot rag as they Rob sits at the dinner table, even more awkwardly than before.

SAMANTHA  
 I'm not stupid, you know.

BEAT.

Robert looks at her, his sympathy for this woman growing by the second.

She has started looking through a wooden cabinet, underneath the company glassware.

SAMANTHA (CONT'D)  
 I've seen what's happened to this town. More than Ned or my son realize.

(MORE)

SAMANTHA (CONT'D)

I know Ned made a deal for our protection, and I know he thinks I don't know about it. I know my son saw something that changed him forever, and doesn't think I've noticed. They think they're protecting me from the truth. I protect them by letting them think they can protect me. Any good southern woman knows it's a part of her job to let a man think what he needs to think to be a man. That counts for my son as well.

She pops up with a deer rifle and a handgun.

SAMANTHA (CONT'D)

But I'll be damned if that bastard thinks he can take my son from me and live.

Samantha tosses the handgun to Rob.

Rob catches it, surprised.

She lifts the rifle onto her shoulder.

SAMANTHA (CONT'D)

See Rob, I was raised on a farm, and I can squash my own damn bugs.

INT. DULTON'S BARN -- NIGHT

The barn door opens, and Dulton leads the bullies inside. The big one drops Kenny to the ground in front of the metallic door. Lisa has joined them.

KENNY

(groggy)  
Where am I?

LISA

Your deathbed, lover.

DULTON

Lisa here is misleading. Think of this place more as your womb. You will be reborn, here. You will be given a purpose.

Dulton opens the metal door.

KENNY

Why? Why are you doing this now?

DULTON

You broke the rules, Kenny. I can't let your daddy think he, you, or your momma can do whatever you want here. We made a deal, and all of you have to honor that. I need this secret safe till we're ready to tell the world.

They put Kenny in the room, and Dulton tosses a bug in after that.

DULTON (CONT'D)

For companionship.

They close the door.

Dulton turns to the second bully.

DULTON (CONT'D)

Watch the door.

He turns to the rest of them.

DULTON (CONT'D)

Soon, boys, you'll be real soldiers. You'll know the true meaning of power. Anything you want, you will take. And the world will kneel or burn.

LISA

What about our parents?

The kid looks strangely vulnerable suddenly, despite his insectoid features.

DULTON

I'm your parent now.

Dulton looks disturbed by the question.

DUGOUT KID #1

I don't think they'll let us--

DULTON

I AM YOUR PARENT NOW! TAKE CONTROL OF YOUR HOST, SOLDIER! I will not allow weak minds in my army!

The boy goes back to alien behavior.

They all begin to make the HIVE NOISE again.

EXT. MAIN STREET

Samantha and Robert are stomping down the street, on their way to destiny.

ROBERT  
So...no car, then?

SAMANTHA  
Small southern town. Can't drive,  
you?

ROBERT  
I got here by bus.

SAMANTHA  
Yeah, but do you drive? We could  
always steal a car.

ROBERT  
...No. New Yorker. Take the subway  
everywhere.

SAMANTHA  
Then I guess we're hoofing it.

They're passing the doctor's office.

ROBERT  
Wait.

SAMANTHA  
What?

ROBERT  
My inhaler... it does something to  
them. It hurts the bugs.

SAMANTHA  
Really? Do you have any more?

ROBERT  
I used my last canister on that  
waitress. The first time, I  
accidentally sprayed the doctor and  
he went back to human.

SAMANTHA

And you haven't been infected. But without more, it's a bit moot, Robert.

ROBERT

Rob.

SAMANTHA

What?

ROBERT

My mother and my girlfriend call me Robert. It makes me uncomfortable. I don't have any more, but maybe the doctor does.

Samantha stops and looks at the office. She thinks for a moment, then makes a decision.

SAMANTHA

That may be, Rob. But they've got my son and I don't have the time. I think bullets will do me just fine for now.

ROBERT

Aren't you Charles Bronson all of a sudden.

SAMANTHA

Was he one of the Highwaymen?

Robert stares at her for a BEAT.

ROBERT

I'm gonna go in that office and try to find some more asthma meds, maybe find out about how this all started. You go get your son, and hopefully I'll be meeting you there shortly.

SAMANTHA

You better.

She hugs him and leaves him there.

EXT. DR. BELL'S OFFICE

Rob tries to rush the door and fails, falling and hitting the ground.

He grips his shoulder.

Rob goes to the back of the building. He finds an old door that's slightly ajar.

INT. DR. BELL'S OFFICE

He carefully opens the door and is greeted by darkness. He flips the back light switch. No power.

Rob fumbles his way through what looks to be file cabinets and computers all over.

He goes into the next room. This light switch works. It's the doctor's private study.

Rob begins looking all over for asthma meds. All he finds are papers on different insects, all collecting dust.

On one desk is a tape recorder. Rob presses the play button.

DR. BELL (RECORDING)

...has characteristics of a cross breed of solifugau and geotrupidae families. Hard shell is the structure of the Arilus cristatus.

Rob hears the DOOR OPENING. He looks up but there is nothing.

DR. BELL (CONT'D)

This would make it a combination beetle, assassin, and arachnid, an impossibility without some form of genetic manipulation at a very high level. Inexplicable are the suction cup tentacles on its feet reminiscent of an octopus. I've tried several different drugs and poisons on it, to no effect, all except cortisone, a common steroid found in asthma medications. Since the infection began I have been looking for a weakness, and this is it, and only it. I've made orders for as much cortisone as I could afford given my limited resources, and have been stockpiling, but I fear the entire town has been taken and that I am all that remains. Soon, I will be gone too. It is unavoidable. But perhaps my notes--



During this, Dulton barges in.

DULTON

What the fuck are you doing here?

Rob turns to run but runs into Ned in half-bug form. Rob punches him in the stomach and pushes him over, dashing into the exam room where he blocks the door shut with a metal desk.

The windows have iron bars on it.

Dulton smashes through the door, sending the desk across the room and against the opposite wall.

Dulton stands, blue ooze dripping from his tongue.

EXT. PONTCHATOULA MAIN ROAD -- NIGHT

Ami speeds down the road in a FERRARI. She drives like a maniac looking for signs.

She passes up a sign barely catching it. She slams on the brakes and backs up to the old sign.

Ami jumps out of the car and runs to the sign.

It reads

WELCOME TO RED OAKS... A PLACE WHERE FAMILY MATTERS.

She starts kicking the sign, screaming.

AMI

I've been all over this stupid  
fucking state in the stupid fucking  
south! I've talked to hillbillies  
and motorcycle gangs for fucking  
directions! I will burn down the  
next fucking Dairy Queen I see! I  
AM THE FUCKING GOD OF HELLFIRE!

She starts crying, and falls to the ground, face in her hands.

The sign for Red Oaks falls, revealing the real sign:

WELCOME TO PONTCHATOULA, A LITTLE PEACE OF HEAVEN.

Ami looks up and nearly laughs.

AMI (CONT'D)  
 ...and in comes hell.

INT. DR. BELL'S OFFICE

Rob is trapped in the exam room by Dulton and Ned. Ned closes in on Rob.

ROBERT  
 Come on, Ned. You're a good man. I  
 mean, think about your son.

Ned stops. It is taking all he has in him not to step forward and kill Robert. He begins to shake violently, then hits the floor and bugs stream out of his mouth and burst from his stomach.

Ned exhales.

NED  
 (weak)  
 I'm sorry.

Ned dies.

One of the big bugs rushes Rob.

ROBERT  
 Hey, Dult! This one of your babies?

Dulton gets mad, but before he can do anything

Rob's foot accelerates onto the bug and crushes it.

Dulton goes into a fury. He CHANGES INTO FULL FORM, hands in the air.

DULTON  
 AAAAAAAGHHH!

Rob, in shock, takes advantage and runs past Dulton as it goes beserk.

EXT. DR. BELL'S OFFICE -- NIGHT

Rob runs into the street.

The creatures are coming his way, so he turns in the other direction.

A Ferrari nearly runs him down. He pushes off the hood and slams his fists into it.

ROBERT  
Are you fucking crazy? Is  
everything trying to kill me today?

The car door opens and Ami gets out.

AMI  
Ah! Oh, shit!

Rob's eyes light up, and he grabs her in a hug, almost tearing up.

ROBERT  
(choked up)  
Ami! I should have known it was an  
Asian woman behind the wheel.

Ami pushes off and punches him really hard in the arm.

AMI  
Asshole! You're going native now,  
racism and all?

ROBERT  
Now, Ami, not all Southerners are  
weirdo racists, that's bigoted of  
you.

BEAT.

AMI  
I hate you.

ROBERT  
We gotta go, honey, there are bugs  
chasing me.

BEAT.

AMI  
What.

ROBERT  
I'll explain on the way, we have to  
go, NOW!

INT. AMI'S CAR

Ami looks in her rearview mirror over and over, seeing a crowd of a lot of the town beginning to follow them, many of them insectoid.

ROBERT  
We have a Ferrari now?

AMI  
It's a rental.

ROBERT  
Yeah, but the renter's insurance  
must be insane!

AMI  
(smiles)  
Yeah, I could buy a couple of  
these, now, actually, and still be  
fine. ...More importantly, though,  
Robert, what the fuck is going on?  
There is no Red Oaks, Louisiana,  
and I get here and the sign falls  
off and I see it's fucking  
Pontchatoula, who hides a whole  
town, and then I get here and  
there's no one I MEAN NO ONE  
anywhere, I mean I know stuff  
closes early out in the country but  
there's no one ANYWHERE.

ROBERT  
...Well, remember when I said it  
was like being in a *Twilight Zone*  
episode?

AMI  
Yeah.

ROBERT  
Well it's more like *Body Snatchers*,  
only way more disgusting and not at  
all evil cabbage.

AMI  
What?

ROBERT  
You've never seen the black & white  
version, have you.  
(MORE)

ROBERT (CONT'D)

Whatever, evil bug things are taking over the town and I'm trying to stop them. Make a left up here.

Ami does so.

AMI

Really? I always thought you'd be the guy making jokes and trying to leave the whole time who dies before the third act.

ROBERT

Me too! But my asthma meds seem to do something to them, I just don't know how to make that work on a big enough scale to stop these things.

AMI

Your asthma inhaler?

ROBERT

Yeah.

AMI

I might know a way.

INT. DULTON'S BARN -- NIGHT

One of the bullies guards the cell. A GUNSHOT blows through his leg, and Samantha stomps over and cracks him over the head with the back of her rifle. She opens the door to Ken's cell.

INT. DULTON'S BARN -- KENNY'S CELL

Kenny is curled up in the corner, rocking back and forth. Samantha runs in and crouches next to her child.

SAMANTHA

Kenny! Oh, god, Kenny! It's alright, baby, I'm gonna get you outta here. Momma's here, Kenny.

Kenny looks up. He has been crying. He grabs Sam and hugs her.

KENNY

Mom!

SAMANTHA

I know you're scared, baby, I am too, but we gotta move. NOW.

She gets him on his feet and they go to leave.

She turns around, looking around her in shock.

PAN BACK

The room is just part of some sort of craft.

SAMANTHA (CONT'D)

What the heck is this?

KENNY

It's some sort of ship, mom. I don't think Dulton's from around here.

They exit the cell.

INT. DULTON'S BARN -- NIGHT

They pass the unconscious Lisa on the ground, and Ken stops to drag him out.

SAMANTHA

Kenny, what are you doing?

KENNY

It's not her fault she's like this, mom. Just help me.

Samantha shrugs and helps drag Lisa out.

On the way out, Samantha sees cans of gasoline on the side of the barn. She grabs a can and saturates the inside of the barn, and throws gas into the bins with all the bugs.

Kenny wets everything in sight, especially where the ship appears to be.

EXT. DULTON'S BARN -- NIGHT

They come out and throw the cans back inside. Samantha reaches into her pocket but doesn't have a lighter.

SAMANTHA

Shoot! I don't have a lighter.

Kenny reaches into Lisa's pocket, finds a pack of cigarettes and a lighter. He tosses it to Sam.

Sam lights some hay and watches as it flames up.

She tosses the fiery hay into the entrance, grabs Ken's arm, and they run.

The flames envelop the inside of the bar, but no explosion.

BEAT.

BOOM! A fireball EXPLODES in the air as the barn is completely taken by the fire. We hear the bugs SCREECH in pain.

Ken and Sam watch for a moment as the fire grows.

SAMANTHA (CONT'D)

This would have been a better idea  
if we still had a fire department.

EXT. MAIN STREET -- NIGHT

Rob drives down the main road to Dulton's barn. They get out of the car just as Sam and Kenny come out of the gates carrying Lisa.

SAMANTHA

We lit the barn on fire! We need to  
get out of here before Dulton and  
his boys come home.

ROBERT

We need to go back to the doctor's  
office on the way. I've got  
something to pick up.

AMI

Everybody in the car!

Samantha and Kenny head for the car.

AMI (CONT'D)

I'm Ami, by the way.

SAMANTHA

Hi, Ami, I'm Samantha.

INT. AMI'S CAR

The Ferrari was not built for five passengers. A SONG plays on the radio as everyone sits very cramped and awkwardly next to one another, including Lisa's unconscious body sprawled on top of them.

EXT. DR. BELL'S OFFICE -- NIGHT

Rob kicks the glass door and reaches inside to open it. An alarm goes off. Everyone goes inside while Sam guards the door.

She looks in the distance, and sees creatures in flight coming to intercept them.

SAMANTHA  
Hurry, guys!

INT. AMI'S CAR

Lisa is starting to twitch back to life.

INT. DR. BELL'S OFFICE -- NIGHT

Robert and Kenny go through Bell's study and into the back room without lights. Kenny lights his new lighter, but there is very little visibility.

Kenny looks closely at a circuit board.

KENNY  
I think it's just a tripped switch.

He flips it back and forth, the lights in the room come on, and they see a large amount of crates filled with cortisone.

ROBERT  
Dr. Bell don't fuck around.

KENNY  
Rob...

ROBERT  
Yeah?

KENNY  
Where's my dad? Is he with Dulton still?

(MORE)



KENNY (CONT'D)

He needs to know Dulton's after us.  
He may have been working with him  
but he wouldn't still if he knew--

ROBERT

Ken, man, your dad's...

They look at each other, and Ken realizes what Rob can't say.

Robert looks at Ken with extreme sympathy.

KENNY

Did he turn into one of them?

ROBERT

He didn't let them take him, and it  
killed him.

Kenny nods.

KENNY

That's my pa. Stubborn as all hell.

Ken looks around at the crates filled with cortisone. He  
grabs one.

KENNY (CONT'D)

Let's fuck Dulton's shit up.

EXT. DR. BELL'S OFFICE -- NIGHT

One creature which Sam doesn't see descends from overhead  
onto Samantha. It raises its head to bite down.

SAMANTHA

AAAAAAGH!

A gun BLAST, the creature falls off screen.

Sam looks over, sees Ami with the handgun she gave Rob  
earlier. Ami is shaking with fear.

AMI

What the fuck.

Ami turns around and yells inside.

AMI (CONT'D)

ROB! You are NOT going on the road  
EVER AGAIN!

Robert and Kenny each exit with two crates.

The crates hit the ground, all of them are filled with cortisone canisters.

During the conversation, Samantha and Ami continue pointing the gun and shooting at approaching insect people.

KENNY

And there's like a zillion more where this came from.

SAMANTHA

So what does that stuff do, anyway?

ROBERT

In small doses, it's allowed the person to regain control of their body for a short period, or hurt them. In a larger dose, it's killed them.

SAMANTHA

How do we get em close enough to kill them with it?

AMI

Rob, what about that ganja they eat? The Soilent Green or whatever?

ROBERT

The NG, that's perfect! It's like bug-nip. We'll lure them in with it, then shoot this shit at them...or...something.

KENNY

The contents are under pressure. We can probably heat them up and they'll blow. But we burned down Dulton's barn. Where do we get whatever it is?

Robert thinks for a moment.

ROBERT

Ami, put the crates in the car. We're going to the inn.

EXT. RED OAKS INN -- NIGHT

They each come out of the rooms, piling up the linings of the mattresses on top of one another. There is already a substantial amount of NG in the middle of the ground.

A SHOTGUN BLAST. Everyone turns, to watch Ami exit with blood all over her clothes.

AMI

(deadpan, disturbed)

I just shot what appeared to be a Mormon carrying a man as an egg sack. Can we leave soon?

SAMANTHA

Robert, I love your wife.

AMI

(deadpan)

Actually, we're just dating. For seven years.

ROBERT

Ami, I promise if we're alive after this, I'm getting you a massive rock.

AMI

A diamond this time, Robert.

ROBERT

Okay.

AMI

On a fucking ring.

ROBERT

...Okay.

AMI

A ring that means we're engaged.

ROBERT

Okay!

KENNY

How are they gonna know to come here?

ROBERT

We'll light it on fire, they'll smell it from miles away. I doubt it'll even matter what Dulton tells them, they'll come. Once they get near it, we throw the canisters in, they heat up and detonate.

Samantha sets the NG on fire and they watch the flames grow.

ROBERT (CONT'D)  
Now... we wait.

SAMANTHA  
Let's get inside before they come.

They go into Rob's room to wait.

EXT. MAIN STREET -- NIGHT

The entire town is running and flying about, shrieking and sniffing at the fumes in the air. Some take off.

Dulton stands behind them, watching impotently as his flock goes astray.

EXT. RED OAKS INN -- NIGHT

Kenny is staring out the window as everyone behind him discusses the plan.

He nearly screams when one of the creatures lands drops directly in front of the window, facing away from him, but Sam grabs his mouth and pulls him from the window.

Sam turns away, toward the others.

SAMANTHA  
(whispering)  
Close the blinds. They're here.

She unhands Ken.

KENNY  
The trap's working, Rob.

Through the window, everyone sees them arriving, little by little.

A THUMP on the ceiling.

FOOTFALLS above.

The footfalls stop.

AMI  
It must've flown away.

They go back to watching the creatures.

The ceiling breaks away as a creature falls into the room.

They all run outside.

EXT. RED OAKS INN -- NIGHT

They hover around the crowd of distracted creatures (all trying to figure out how to eat the cooking NG), with Sam waving her gun all over.

SAMANTHA  
(screaming)  
Come on, you sons of bitches!  
Momma's got a pocket full of lead  
and she's happy to see ya!

Ami turns to Robert, wide-eyed.

AMI  
She's pretty fuckin' intense, Rob.

Robert nods, then sees something near Sam.

ROBERT  
Sam! BEHIND YOU!

She swings around just in time to bash one of them in the chest with the butt of her gun.

KENNY (O.C.)  
FUCK!

Sam pivots and aims the gun at

Dulton with Ken in a vicegrip on the roof.

DULTON  
You burnt my farm, Samantha. You  
killed my children. You owe me  
offspring. I just don't know if  
I'll keep him as payment or take it  
in blood.

SAMANTHA  
Dulton, you backwoods piece of  
trash! My daddy always said they  
had Rednecks everywhere. Bet he  
wasn't thinking about whatever  
outer space trailer park you  
crawled out of!

The creatures have stopped caring about being burned and started eating.

ROBERT  
Why are you doing this, Dulton?  
Just go back home.

DULTON  
Oh, I intend to. Right after my  
army is ready. What space redneck  
would do that?

They all stop for a moment, nodding.

KENNY  
All of 'em.

AMI  
Any redneck, really.

ROBERT  
Do you guys do anything else?

SAMANTHA  
Space Age technology and this a-  
hole is still just forming a  
militia.

DULTON  
SHUT YOUR MOUTHS!

Dulton jumps to their level, Ken in his clutches.

DULTON (CONT'D)  
You've never been to other planets!  
You ain't from where I'm from! You  
don't know what it's fucking like!  
It's empty where it ain't crowded,  
and the inhabitants are violent  
creatures with no tolerance for  
each other that will kill over the  
slightest indiscretion. Emotionless  
war-mongers who would do anything  
for a chance at power, but it's  
just postering, because the rock  
they are on is worthless and always  
will be!

AMI  
That sounds pretty familiar.

SAMANTHA  
I know exactly what that's like.

KENNY

Pretty accurately describes my  
life.

ROBERT

Sounds like New Jersey.

DULTON

ENOUGH! I'm afraid your options are  
limited here. I will raise Kenny as  
one of us, and the rest of you will  
replace the NG for now.

ROBERT

Oh, yeah. Speaking of that.

Lisa appears on the roof, tossing a crate of cortisone off,  
into the fire.

LISA

LICK IT UP YOU MOTHERFUCKERS!

The humans run as it hits, and dive to the ground.

The crate explodes, vaporizing a few of the monsters, and  
sending others writhing to the ground.

DULTON

NOOO!

Dulton drops Ken to the ground.

Dulton's tentacle slams Samantha into the ground as she tries  
to get back up with her gun.

Rob stands up, grabbing a stray tree limb and smacks Dulton  
in the head.

Dulton spins around and grabs Rob in a chokehold.

Kenny runs for the shotgun, taking a cortisone capsule from  
his pocket and pushing it into the barrel.

Everyone tries to fight off Dulton, but he is too strong. He  
raises Rob to his face.

DULTON (CONT'D)

You'll be my personal dinner.

Dulton opens his mouth and the oozing blue tongue emerges.

Ken runs up behind Rob and shoves the shotgun into Dulton's  
mouth.

KENNY  
THE BEATLES ARE OVERRATED!!

Ken pulls the trigger and it GOES OFF, blowing Dulton's head wide open. Bugs flow out of the gaping wound and slowly die as the cortisone touches them.

All the other creatures are dying as well, although some are just severely wounded people now, spitting up weird liquid.

Rob crawls over to Kenny.

ROBERT  
You know which one was my favorite?

KENNY  
What are you talking about?

ROBERT  
My favorite Beatle. My favorite  
Beatle was Pete Best.

Ami comes over to help him, and he gets up to his knees.

SAMANTHA  
Ain't he the one that left before  
they did anything? Why?

ROBERT  
...He chose love over his career.  
Ami, will you marry me?

Ami puts her hand on his head and tossles his hair.

AMI  
Sure, pumpkin. But you're gonna  
have to be a stay-at-home mom.

She pats her stomach.

ROBERT  
What?

She smiles. She shrugs. She thinks about all the shit she just went through, then nods hopefully.

ROBERT (CONT'D)  
Hey, everybody, I'm gonna be Mr.  
Mom to beautiful mixed breed  
babies!

Robert passes out.



EXT. MAIN STREET -- SUNRISE

The team -- Robert, Samantha, Kenny, Ami, and now Lisa -- are walking down Main Street, covered in various muck, exhausted, as the sun comes up.

AMI

What happens to a town after something like this?

SAMANTHA

I don't know. We've got a few people got cured back there that weren't right next to the explosion. I suppose we'll have to come up with a story, like what happened with New Orleans.

ROBERT

Sam, I don't think anyone's gonna believe this was a hurricane. It's not even --

SAMANTHA

I don't mean use the same story, Robert. I just mean make up something, like they did.

ROBERT

Rob. For the last time, call me -- Wait, what? Are you implying --

SAMANTHA

Nothing. Probably just say it was an outbreak of some sort of flu. What's an animal that hasn't been used yet, Kenny?

KENNY

Let's see...there was Mad Cow, Bird Flu, Swine Flu... That kinda covers everything we eat except fish.

ROBERT

This is serious! Are you saying Katrina was some sort of cover for some crazy ass shit?

SAMANTHA

Hm. Fish Flu? Doesn't sound right.

LISA  
 Maybe you could use a Latinate,  
 like call it Icthian Influenza.

SAMANTHA  
 Ooh, I like the sound of that one.

Kenny is staring at Lisa.

KENNY  
 I love you.

Robert turns to Ami, who is staring up at the sky.

ROBERT  
 Are you hearing this? She's fucking  
 with me, right? She has to be--

AMI  
 Robert, a shooting star!

He follows her gaze.

In the sky, a bright light leaves a trail as it burns through  
 our atmosphere.

ROBERT  
 Make a wish.

She smiles and turns back to him.

AMI  
 Somebody else can use it. I've  
 already got everything.

LISA  
 Gross.

KENNY  
 Yeah. Wait, them or me?

The shooting star: another appears behind it, then another...  
 as we PUSH-IN on it, more and more appear, and details begin  
 to show them not as shooting stars at all, but something much  
 more sinister. Just as we can make out their windows, we

CUT TO BLACK

THE END