

1



**2 EXT. CATH'S PORTRATURE AREA / BOARDWALK - AFTERNOON**

**CU / MS** of CATH watching as Ashley, Jay and their young daughter Bella. approach

2



**1. EXT. OCEAN GROVE BEACH (1 MONTAGE) - AFTERNOON (cont'd)**

This is the place where it was all happening a couple of weeks ago- MUSIC and NOISE. Arcades, Vendors. But now as the fall season takes hold, the beach is only peppered with activity for the few remaining late season tourists.

3



**2 EXT. CATH'S PORTRATURE AREA / BOARDWALK - AFTERNOON**

**WS** - CAMERA SKIMMING along the walk, we settle on a young family- Jay, his pregnant wife Ashley and their young daughter Bella as they approach CATH's portrait area.

4



**2 EXT. CATH'S PORTRATURE AREA / BOARDWALK - AFTERNOON**

**CU / MS** of CATH watching as Ashley, Jay and their young daughter Bella. approach

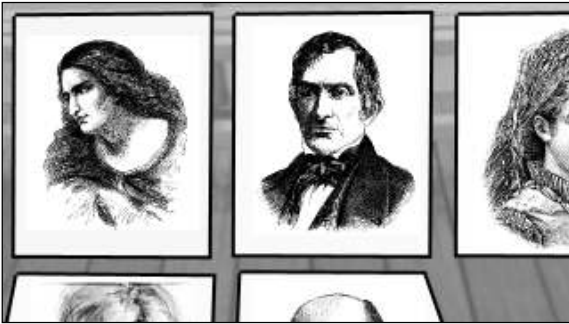
5



**2 EXT. CATH'S PORTRATURE AREA / BOARDWALK - AFTERNOON**

**LOW ANGLE (artwork POV)** as the three look on in astonishment at the drawings CATH has laid along walk.

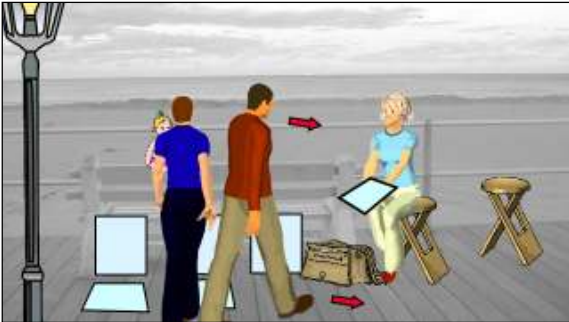
6



**2 EXT. CATH'S PORTRATURE AREA / BOARDWALK - AFTERNOON**

**CU / MS** pan of portraits (POV of ASHLEY, JAY and CHILD)

7



**2 EXT. CATH'S PORTRATURE AREA / BOARDWALK - AFTERNOON**

**Slight high angle MS / WS** as JAY approaches CATH.

8



**2 EXT. CATH'S PORTRATURE AREA / BOARDWALK - AFTERNOON**

**MS / CATH OTS** of JAY:

**JAY:** (to CATH) *"Can you do a group drawing?"*

9

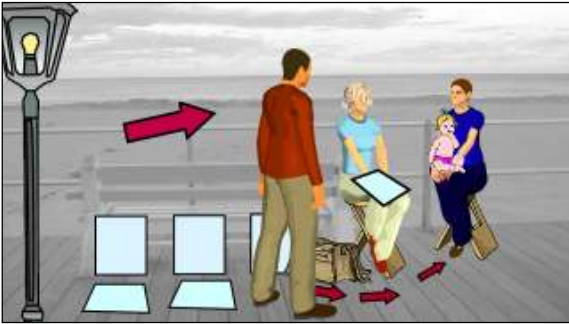


**2 EXT. CATH'S PORTRATURE AREA / BOARDWALK - AFTERNOON**

**MS / JAY OTS** of CATH:

**CATH:** *"Of course, I can do all three of you at once. Well, all three and half."*

10



**2 EXT. CATH'S PORTRATURE AREA / BOARDWALK - AFTERNOON**

**WS / MS PAN** with movement (maybe slight dolly move)

Ashley takes a seat in the chair directly across from CATH, she puts her arm firmly around Bella pulling her in closely to her chest. Jay moves slightly in between the women.

11



**2 EXT. CATH'S PORTRATURE AREA / BOARDWALK - AFTERNOON**

**MCU of ASHLEY (OTS CATH)** Follow JAY'S movement crossing frame .

**ASHLEY:** *"How's That?"*

12



**2 EXT. CATH'S PORTRATURE AREA / BOARDWALK - AFTERNOON**

**CU of CATH (OTS ASHLEY)**

**CATH:** *"Perfect, you both look beautiful."*

13



**2 EXT. CATH'S PORTRATURE AREA / BOARDWALK - AFTERNOON**

**CU / ECU** of CATH removing a pastel pencil from her bag. We see the first glance of the *SACRED* box.

**OTS** of CATH's sketch pad as she begins to draw ASHLEY and CHILD.

14



**3. EXT. PIER - AFTERNOON**

**LOW ANGLE** Distant shot of Pier with JOE seated on bench.

**ESTABLISH** atmosphere - Young lovers walking, Biker/skater, children playing, etc.

15



**3. EXT. PIER - AFTERNOON**

**HIGH SHOT** soaks in the activity on the Pier and surrounding area as **CAMERA MOVES DOWNWARD** finding Joe sitting on a bench drinking a beer as he looks thoughtfully out into the ocean. Camera slowly moves closer towards his face- **FLASH**

16



**3. EXT. PIER - AFTERNOON**

**CU** of JOE

As he looks thoughtfully out into the ocean. Camera slowly moves closer towards his face- **FLASH**



17



**4. EXT. PARKING LOT - MORNING**

**MCU** from trunk interior as CATH pulls out her supplies.

18



**4. EXT. PARKING LOT - MORNING**

**CU** of CATH as she peeks out from behind the trunk hood.

**CATH:** *"Last night...-- tonight"*

19



**4. EXT. PARKING LOT - MORNING**

**CU** of Joe (CATH POV)

Joe gives her a worn uncomfortable look.

20



**4. EXT. PARKING LOT - MORNING**

**WS** of car moving with CATH

Cath closes the trunk of the car after pulling out the last of her supplies. Resting the two stools against the drivers side passenger door,

21



**4. EXT. PARKING LOT - MORNING**

**CU** (low angle of CATH) follow her movements sitting the stool next to JOE

**CATH:** (cont'd) *"I can feel the change"*

22



**4. EXT. PARKING LOT - MORNING**

**MCU** of JOE looking at CATH.

Joe swallows hard, then stands to grab the stools. (follow Joe as he stands)

**JOE:** *"Where's it headed?"*

23



**4. EXT. PARKING LOT - MORNING**

**CU** of CATH (OTS JOE)

Cath shaking her head and grinning, reaches over and closes the car door behind Joe.

**CATH:** *Dunno. That's part of the fun, isn't it?*

24



**4. EXT. PARKING LOT - MORNING**

**MWS as** CATH pats him on the butt then takes the lead walking the path down to the boardwalk..

**CU** of CATH patting JOE'S butt.

25



**4. EXT. PARKING LOT - MORNING**

SHE pats him on the butt then takes the lead walking the path down to the boardwalk..

**MS** from front of car as CATH walks ahead of JOE

**CATH (CONT'D):** "That's fun, isn't it Joe?"

26



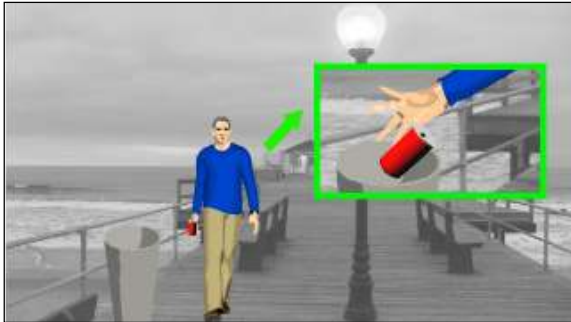
**5. EXT. PIER - AFTERNOON**

**CU** of JOE

Joe snaps back to the present, finishes his beer and looks at his watch.

**INSERT CU WATCH**

27



**5. EXT. PIER - AFTERNOON**

**WS**

JOE tosses his empty beer bottle into the trash and begins to walk off the pier toward the beach.

**INSERT CU** Of beer bottle being thrown away.

28



**5. EXT. PIER - AFTERNOON**

Follow JOE walking off pier.

29



**5. EXT. PIER - AFTERNOON**

MS to CU Walking back...

30



**5. EXT. PIER - AFTERNOON**

**POV** of CATH and GUESTS

JOE can see Cath on her stool in the distance, sketch pad on a knee, ocean breeze blowing her pale hair. He immediately zones in on the young family on the stool facing CATH, the pregnant woman, the young girl and the man beside her.

31



**5. EXT. PIER - AFTERNOON**

**CU** of JOE looking at CATH, ASH and CHILD

Obviously aggravated, JOE weaves his way up the beach toward the boardwalk where CATH is sitting.

**JOE (CONT'D):** *"God damn it Cath!"*

32



**6. EXT. CATH'S PORTRATURE AREA/BOARDWALK - AFTERNOON**

**POV** of JOE towards CATH and couple (dolly)

The family CATH is sketching looks up as Joe comes rushing forward to stand beside Cath.



33



**6. EXT. CATH'S PORTRATURE AREA/BOARDWALK  
- AFTERNOON (cont'd)**

The father frowns and his wife immediately tenses up. The moves over closer to his wife. CATH cast a glance up at JOE through the corner of her eye and then gives a reassuring smile back to the family.

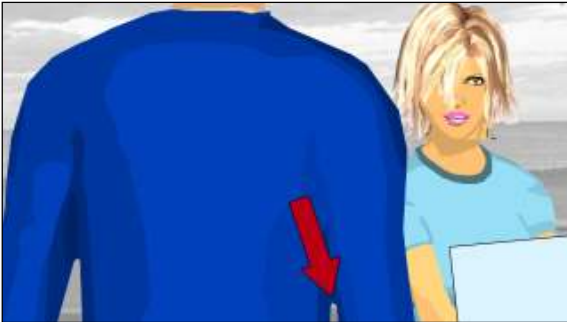
34



**6. EXT. CATH'S PORTRATURE AREA/BOARDWALK  
- AFTERNOON (cont'd)**

The father looks at his nervous wife then back to Joe. Joe smiles, trying to hide the dread digging like cold fingers into his gut. He walks past them and right up to CATH.

35



**6. EXT. CATH'S PORTRATURE AREA/BOARDWALK  
- AFTERNOON (cont'd)**

With his back to them, he squats down to whisper in Cath's ear.

36



**6. EXT. CATH'S PORTRATURE AREA/BOARDWALK  
- AFTERNOON (cont'd)**

**JOE**  
Cath, its a family and a little kid.

37



**6. EXT. CATH'S PORTRATURE AREA/BOARDWALK  
- AFTERNOON (cont'd)**

Cath shakes her head. Her eyes flit from the mother and child to her pad. She speaks to JOE through the corner of her mouth without ever looking at him.

**CATH**  
Bad night. I'm hungry.

38



**6. EXT. CATH'S PORTRATURE AREA/BOARDWALK  
- AFTERNOON (cont'd)**

Pan down from family and rack focus on:

Where the mouth should have been, empty paper gaped. Joe glances over his shoulder at the family and gives them an awkward smile, but their faces melt and deform into horrible corpses-

39



**8 EXT. CATH'S PORTRATURE AREA/BOARDWALK  
- AFTERNOON**

**ECU of JOE** looking at the portrait then to couple and back.

40

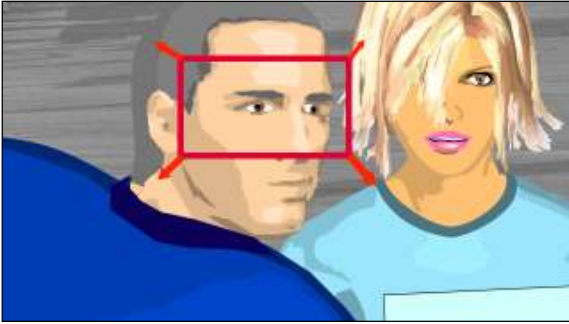


**7 I/E. VISUAL EFFECT OF DRAWINGS 7 -  
CONTINUOUS 7**

FLASHS of sketches, children, families, men and woman. All morphing from lovely portraits to images of the dead.

**FLASH CUT BACK TO:**

41



**8 EXT. CATH'S PORTRATURE AREA/BOARDWALK  
- AFTERNOON**

PULL out from Joes Eyes as:

Joe shakes off the vision and turns his attention up to couple then back to CATH.

42



**8 EXT. CATH'S PORTRATURE AREA/BOARDWALK  
- AFTERNOON**

Joe Turns his Head back to Cath:

The young family wear strained smiles as they recognize something is going on between CATH and JOE.

43



**8 EXT. CATH'S PORTRATURE AREA/BOARDWALK  
- AFTERNOON**

MS / CU of:

The young family wear strained smiles as they recognize something is going on between CATH and JOE.

44



**8 EXT. CATH'S PORTRATURE AREA/BOARDWALK  
- AFTERNOON**

CU / MS of JOE and CATH cut to reversal of JOE:

**JOE**  
(whispering in her ear)  
Cath? You promised.

45



**8 EXT. CATH'S PORTRATURE AREA/BOARDWALK  
- AFTERNOON**

**CU of CATH and JOE**

She Continues to ignore him.

**CUT TO:**

46



**8 EXT. CATH'S PORTRATURE AREA/BOARDWALK  
- AFTERNOON**

CATH snaps her head around to glare up at him. .

47



**8 EXT. CATH'S PORTRATURE AREA/BOARDWALK  
- AFTERNOON**

Joe catches his breath as anger meets the hunger in her grey eyes, becoming something alive, something that leapt for him.

48



**8 EXT. CATH'S PORTRATURE AREA/BOARDWALK  
- AFTERNOON**

Joe catches his breath as anger meets the hunger in her grey eyes, becoming something alive, something that leapt for him.



49



**8 EXT. CATH'S PORTRATURE AREA/BOARDWALK - AFTERNOON**

During this intense stare, the mother pulls her daughter closer and looks up to her husband nervously- he clears his throat to break the showdown.

50



**8 EXT. CATH'S PORTRATURE AREA/BOARDWALK - AFTERNOON**

CATH retreats from her stare into JOE and turns her attention back to the family.

**CATH**

Sorry, can't get it right. You can have this..

51



**8 EXT. CATH'S PORTRATURE AREA/BOARDWALK - AFTERNOON**

CU of SKETCH being ripped from pad INSERT

Tearing the sketch from her pad, she shoves it at the mother.

52

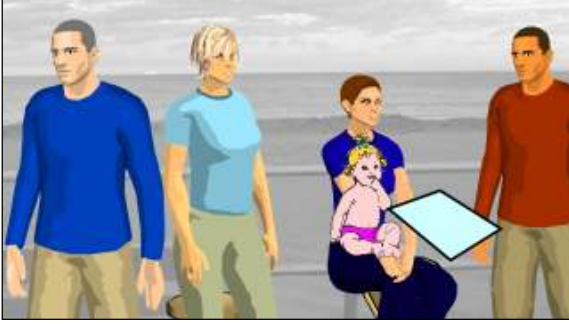


**8 EXT. CATH'S PORTRATURE AREA/BOARDWALK - AFTERNOON**

MS of CATH handing the SKETCH to ASHLEY. JOE stands

Tearing the sketch from her pad, she shoves it at the mother.

53



**8 EXT. CATH'S PORTRATURE AREA/BOARDWALK  
- AFTERNOON**

**CATH stands....**

**CATH (CONT'D)**  
We gotta go

54



**8 EXT. CATH'S PORTRATURE AREA/BOARDWALK  
- AFTERNOON**

Looking at the empty space where the mouths should be,  
the father begins to protest.

55



**8 EXT. CATH'S PORTRATURE AREA/BOARDWALK  
- AFTERNOON**

JAY looks up from the sketch... Then back up to CATH and  
JOE as they walk away

56



**8 EXT. CATH'S PORTRATURE AREA/BOARDWALK  
- AFTERNOON**

JAY begins to protest.

**JAY**  
But you're almost done. You just need to draw in the mouth.

Cath stops in her tracks and pulls away from JOE.

57



**8 EXT. CATH'S PORTRATURE AREA/BOARDWALK  
- AFTERNOON**

CATH walks back to the man as he exchanges glances with his wife. Looking at the father, CATH bends down to the little girl and touches her finger to the childs lips.

58



**8 EXT. CATH'S PORTRATURE AREA/BOARDWALK  
- AFTERNOON**

Looking at the father, CATH bends down to the little girl and touches her finger to the childs lips. CU on Childs lips as CATH runs her fingers across

**CATH**

Mouths are the hardest part. The most important part.

59



**8 EXT. CATH'S PORTRATURE AREA/BOARDWALK  
- AFTERNOON**

**CATH**

They say "Oh, you got the eyes just right." They don't know.

60



**8 EXT. CATH'S PORTRATURE AREA/BOARDWALK  
- AFTERNOON**

**CATH**

They don't know it's the mouth you gotta get just right.

61



**8 EXT. CATH'S PORTRATURE AREA/BOARDWALK - AFTERNOON**

**CATH**

That's what makes a picture come alive. Like it's gonna just start...breathing.

62



**8 EXT. CATH'S PORTRATURE AREA/BOARDWALK - AFTERNOON**

The father sweeps his daughter up into his arms as his wife tugs his sleeve to leave. Joe grabs Cath and both parties exit in opposite directions.

63



**8 EXT. CATH'S PORTRATURE AREA/BOARDWALK - AFTERNOON**

The father sweeps his daughter up into his arms as his wife tugs his sleeve to leave. Joe grabs Cath and both parties exit in opposite directions.

64



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

Halfway between the boardwalk and where the car is parked CATH twists away from JOE.



65



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

She puts her stool down under the nearest light and begins setting out her sketches against the bench. Joe drops the other stool and sits down. He looks fatigued and broken. The silence between them is like every married couple during a stand-off.

66



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

Joe drops the other stool and sits down. He looks fatigued and broken. The silence between them is like every married couple during a stand-off.

**JOE**  
We had a deal.

67



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

**JOE**  
No kids, remember? And nobody with a family depending on them!

Joe tries to sound firm, without threatening- but his trembling hands give away his fear. CATH takes a seat on her stool and opens the sketch pad.

68



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

**CATH**  
Kind of cuts down the field, Joe.

**JOE**  
Use one of the sketches you've got put away.

*Cath laughs. A bitter, empty sound. She shakes her head*

69



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

Joe leans forward, head between his hands, fingers pressing hard on his temples, trying to make his fear go away.

**JOE**

Jeez, Cath. All of them?

70



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

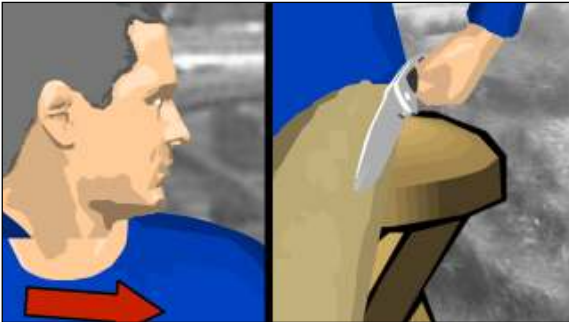
**CATH**

(shrugging her shoulders)

Girl's gotta eat!

The sound of gravel under foot behind JOE catches CATH's attention. Joe turns, his hand slipping by reflex to touch the knife on his belt strap.

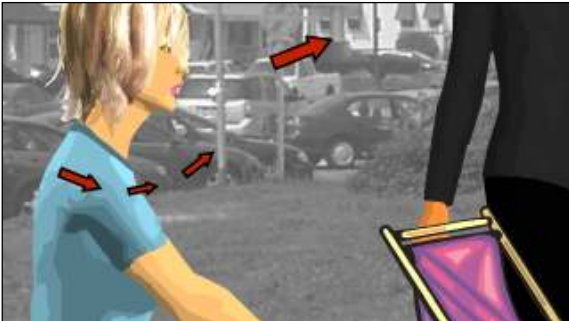
71



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

**INSERT:** Joe turns, his hand slipping by reflex to touch the knife on his belt strap.

72



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

HARRY walks over to the bench and puts down the chairs to rest.

73



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

Nodding at Joe and Cath, HARRY glances over her sketches.

74



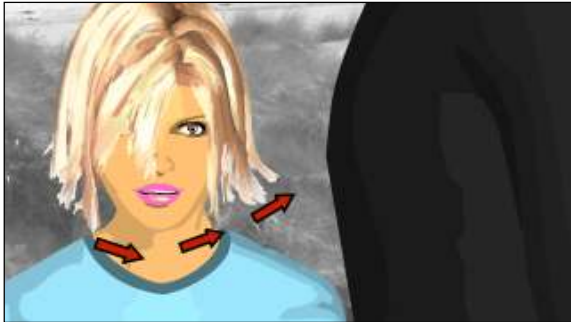
**9 EXT. PATH TO PARKING LOT - AFTERNOON**

He begins to turn away but then looks back.

**HARRY**

How much to get my my picture drawn?

75



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

CATH glances over to Joe.

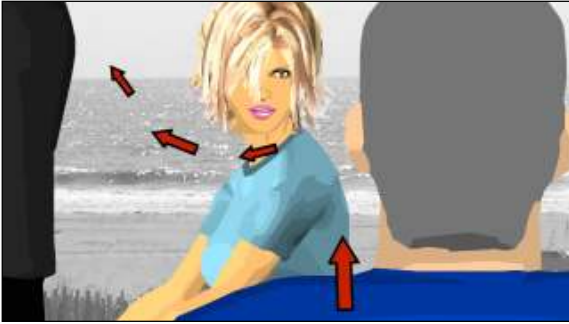
76



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

Joe sizes up the man then gives her a nod and shrug.

77



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

CATH smiles and turns her attention back to HARRY. JOE stands up to offer his seat to HARRY.

**CATH**

Thirty dollars for one sitting.

78



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

JOE moves to give his stool to HARRY.

79



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

**HARRY**

I'll give you twenty dollars.

JOE watches nervously as they haggle over pricing.

80



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

**CATH**

Okay, for you- twenty dollars. What's your name?

HARRY takes a seat on the stool.



81



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

**HARRY**

HARRY! H-A-R-R-Y, not H-A-I-R-Y.

CATH gives a false smile as HARRY settles into his seat on the stool across from her. Joe sits down on the BENCH near CATH.

82



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

**HARRY (CONT'D)**

How long is this gonna take?

83



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

**CATH**

Not long. I can draw you down pretty quickly.

84



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

**HARRY**

I bet you can, hahaha.

Harry gives a quick glance over to Joe to make sure his flirtations aren't misconstrued.

85

**9 EXT. PATH TO PARKING LOT - AFTERNOON**

Joe doesn't seem to be paying attention to the conversation. Joe looks closely over Harry, no wedding ring... Dirty clothes, sweating heavily- Harry doesn't look healthy.

86

**9 EXT. PATH TO PARKING LOT - AFTERNOON**

Cath works quickly, her hand slashing at the page, pausing only to switch her pencil (Montage of drawings progression). When only the mouth remains unfinished, she puts the pad down on her lap.

87

**9 EXT. PATH TO PARKING LOT - AFTERNOON**

When only the mouth remains unfinished, she puts the pad down on her lap. CU of sketch.

88

**9 EXT. PATH TO PARKING LOT - AFTERNOON****HARRY (CONT'D)**

(looking down at the sketch)

There's no mouth?

**CATH**

Mouths are special, Har!

89



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

CATH puckers her lips at him teasingly. Harry laughs, a nervous squeaky sound.

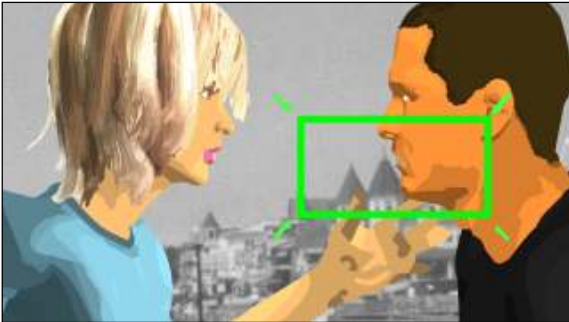
90



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

JOE looks on awkwardly.

91



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

Cath leans forward and touches a finger of her drawing hand to Harry's lips. He gives that little laugh again but doesn't pull away.

92



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

JOE tries to divert his eyes, but keeps glancing over at the uncomfortable scene

93

**9 EXT. PATH TO PARKING LOT - AFTERNOON**

Cath runs her fingertips slowly over HARRY's lips, tracing each curve and contour. Joe becomes increasingly tense, clutching the seat of the bench to restrain himself.

94

**9 EXT. PATH TO PARKING LOT - AFTERNOON**

She lowers her hand to the paper, her eyes still on Harry's mouth. Picking up the pencil and dropping her gaze, her hand begins to stab at the paper in short urgent strokes. The mouth grows under her fingers as Joe and Harry watch.

95

**9 EXT. PATH TO PARKING LOT - AFTERNOON**

The mouth grows under her fingers as Joe and Harry watch. Finished, CATH removes the sketch sheet and hands it to Harry.

96

**9 EXT. PATH TO PARKING LOT - AFTERNOON**

He regards it for a moment, grunts his approval and pays her.

**CATH (CONT'D)**

Thank you Harry.

**HARRY**



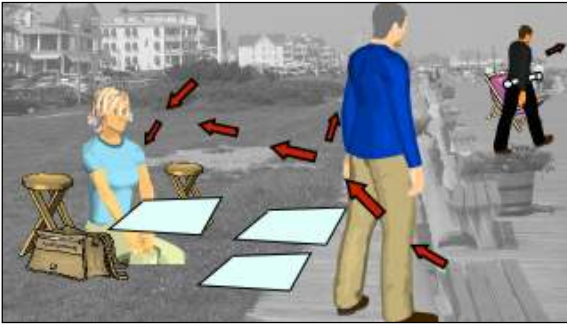
97



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

As CATH kneels on the ground, JOE turns his attention to HARRY walking away.

98



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

After watching Harry labor down toward the boardwalk below, Joe walks to where Cath is sitting cross-legged on the ground, her sketch pad on her lap.

99



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

PAN Follow JOE as he walks over behind CATH. TILT down to..

100



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

CATH perched over her sketch pad. She carefully takes off the top page to reveal...

101



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

She carefully lifts a sheet of carbon paper from the top of the pad. An exact copy of the sketch of Harry she had just rendered stares up at Joe in black and white.

102



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

From her canvas bag, Cath removes a small rosewood box, its hinged cover carved with symbols that look Egyptian.

103



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

Cath opens the lid and withdraws what looks like a child's crayon but without any paper covering it.

104



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

JOE looks around to make sure they are alone.

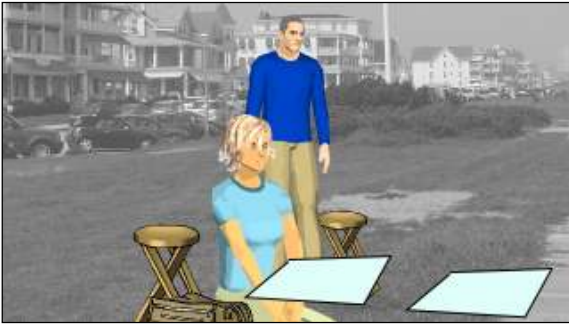
105



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

The crayon is as long as Joe's middle finger but thicker, and a red so dark it was almost black. It glints in the overhead light as if it would be sticky to the touch.

106



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

JOE grows increasing impatient, pacing around CATH as she executes her ritual.

107



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

Hunched over the portrait copy, Cath begins to retract the lines of the mouth with the red crayon, adding color and shading. She works with almost painful slowness.

108



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

**JOE**  
Hurry up, Cath.

109



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

Cath cast him a furious glance...

**CATH**

Don't push me Joe. You know it has to be perfect.

110



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

At last, Cath straightened. She gives the mouth one last appraising look, then returns the crayon to the rosewood box.

111



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

Joe paces a few steps away from her as if he doesn't want to see what will happen next. Looking out towards the beach he sees Harry has reached the boardwalk.

112



**9 EXT. PATH TO PARKING LOT - AFTERNOON**

CU of JOE looking out at HARRY on Beach...



113



**10 EXT. BOARDWALK - AFTERNOON**

Out of Breath, Harry puts down one chair to wave to someone further down the beach.

114



**10 EXT. BOARDWALK - AFTERNOON**

HARRY holds the sketch up next to his face jokingly comparing the likeness to his own, the camera pulls back to reveal his approaching family.

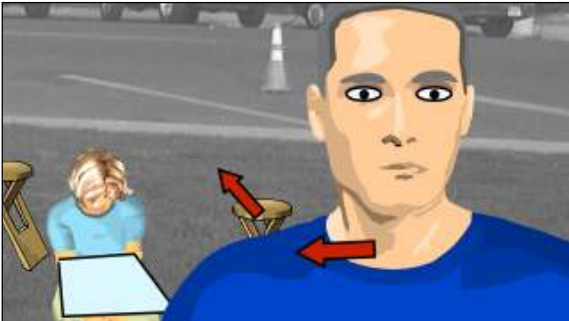
115



**10 EXT. BOARDWALK - AFTERNOON**

REVERSAL to reveal his approaching family.

116

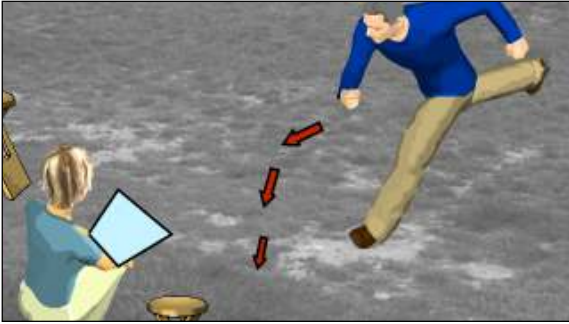


**11 EXT. PATH TO PARKING LOT - AFTERNOON**

Joe's face falls even further into a grimace as he sees a woman waving back at Harry, and a small boy running to hug him.

**JOE**  
Jesus, no!

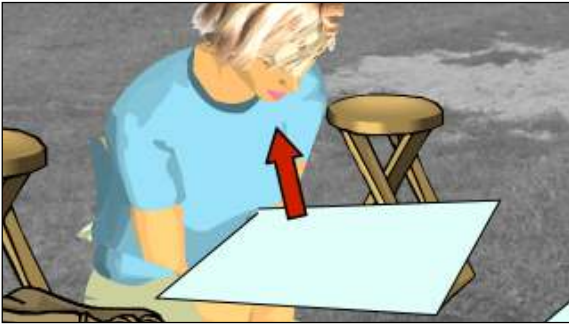
117



**11 EXT. PATH TO PARKING LOT - AFTERNOON**

Joe rushes toward her in an attempt to stop what she is doing.

118



**11 EXT. PATH TO PARKING LOT - AFTERNOON**

**DOLLY in as:**

Joe rushes toward her in an attempt to stop what she is doing. As he approaches he can see the portrait's mouth is moving, fat lips squirming like slick red worms on the paper.

119



**11 EXT. PATH TO PARKING LOT - AFTERNOON**

It is too late. A pale vapor rises thin and wispy from those lips.

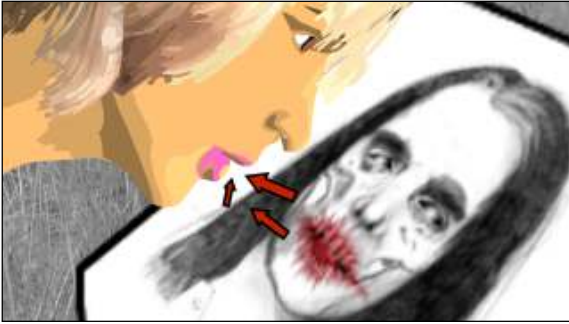
120



**11 EXT. PATH TO PARKING LOT - AFTERNOON**

Joe watches in horror...

121



**11 EXT. PATH TO PARKING LOT - AFTERNOON**

CATH continues her consumption.

122



**11 EXT. PATH TO PARKING LOT - AFTERNOON**

JOE twist at the waist and look back toward the beach when he hears:

A scream rises from the beach. A woman's cry, a thing of pain and fear. Between her sobs, a child can be heard crying.

123



**12 EXT. BOARDWALK - AFTERNOON**

The camera focuses on Harry as the life seems to drain from his face. Dropping everything in his hands he clutches at his throat and falls to his knees.

124



**12 EXT. BOARDWALK - AFTERNOON**

The woman and child are now with him and screaming for help. He falls to the ground lifeless and gray.

125



**13 EXT. PATH TO PARKING LOT - AFTERNOON**

Joe looks somberly down at the crowd gathered where Harry. has fallen. Joe stands there, stare locked on Harry's still form, feeling the void opening below him again.

**JOE**

Cath we have to get out of here!

126



**13 EXT. PATH TO PARKING LOT - AFTERNOON**

**CATH**

Oaky....It wants to move on.

127



**14 EXT. CAR - DISTANCING SHOT - DUSK**

They get onto the interstate going south. TRAVELING SHOT FROM BEHIND -- VARIOUS DRIVING SHOTS

128



**14 EXT. CAR - DISTANCING SHOT - DUSK**

They get onto the interstate going south. TRAVELING SHOT FROM BEHIND -- VARIOUS DRIVING SHOTS



129



130



**15 INT. CAR - DUSK**

Joe drives, staring at the white lane markers slicing the dark two-lane one after another- Hypnotizing him.

131



**15 INT. CAR - DUSK**

CATH is watching herself in the side mirror.

132



**15 INT. CAR - DUSK**

An uncomfortable silence continues between them,

133



**15 INT. CAR - DUSK**

CATH turns to look at JOE. He does not acknowledge her stare.

**CATH**  
I'm still hungry!

134



**15 INT. CAR - DUSK**

**JOE**  
We'll hit the next town in a few hours. But it will be the middle night. No one around. No one to draw....You'll have to wait 'til morning.

135



**15 INT. CAR - DUSK**

CATH looks away for a moment- out the window, then back to JOE. He continues to look straight ahead at the road.

**CATH**  
I don't want to hurt people, Joe.

136



**15 INT. CAR - DUSK**

Joe swallows hard as the anger/tension eases slightly from his face. He glances to her momentarily- he hasn't heard this from her before.

**JOE**  
I know, babe.

137



15 INT. CAR - DUSK

**CATH**

It just get so hungry. I get so hungry.

**JOE**

I know.

**CATH**

138



15 INT. CAR - DUSK

JOE cautiously reaches over for her hand. He is obviously nervous and conflicted.

139



15 INT. CAR - DUSK

**CATH (CONT'D)**

I'm tired, So tired I wish I could just go to sleep and never wake up. Ever been that tired, Joe?

140



15 INT. CAR - DUSK

**JOES POV**

141



**15 INT. CAR - DUSK**

No knowing how to respond, Joe makes only short glances towards CATH then back to the road. He nods slowly and broad.

142



**16 EXT. MOTEL - EVENING**

Joe and Cath's car pulls into an almost vacant parking lot of a "motor lodge" type motel.

143



**17 INT. MOTEL BEDROOM - EVENING**

CATH drops down onto the bed with her back to the bathroom. Past her, we see Joe enter the bathroom and stand at the sink.

**CATH**  
I'm So hungry.

144



**17 INT. MOTEL BEDROOM - EVENING**

Without saying a word, Joe walks slowly over to the edge of the bed and sits.



145



**17 INT. MOTEL BEDROOM - EVENING**

He puts his jeans on the chair and carefully sits his knife on the night stand right next to the bed.

146



**17 INT. MOTEL BEDROOM - EVENING**

He stares at the knife nervously.

147



**17 INT. MOTEL BEDROOM - EVENING**

**CATH (CONT'D)**

Know your face like I know my own. (closing her eyes) Don't even need light. Could draw you with my eyes closed. Fearful, Joe twist at the waist to look back at her. Her breathing slow and deep, she seems to be asleep.

148



**17 INT. MOTEL BEDROOM - EVENING**

Joe carefully lays back onto the bed

149



**17 INT. MOTEL BEDROOM - EVENING**

and turns the light out taking another glance at the knife on the nightstand.

150



**18 I/E. DREAM SEQUENCE - MAGIC HOUR**

Joe walks along a barren stretch of beach. Everything around him is surreal and almost painterly.

151



**18 I/E. DREAM SEQUENCE - MAGIC HOUR**

He sees CATH moving around under the pier. But he can't seem to catch her in full sight. He follows the shape..

152



**18 I/E. DREAM SEQUENCE - MAGIC HOUR**

The sky and clouds seem alive, pieces of sketch paper blow aimlessly around his feet.

153



**18 I/E. DREAM SEQUENCE - MAGIC HOUR**

Joe reaches down and picks up one of the sketches. It is of a child, a corpse like child posed in a macabre portrait. Joe drops the sketch and sees CATH kneeling on the ground in the distance. He can only see her back, but the sketches are coming from the ground in front of her. She seems to be drawing and then ripping the sketches from the pad as quickly as they are finished.

154



**18 I/E. DREAM SEQUENCE - MAGIC HOUR**

155



**18 I/E. DREAM SEQUENCE - MAGIC HOUR**

PULLING back we see a mountain of skulls in front of where CATH kneels...

156



**18 I/E. DREAM SEQUENCE - MAGIC HOUR**

JOE follows the trail of drawings up to where she sits. He puts his hand on her shoulder.

157



**18 I/E. DREAM SEQUENCE - MAGIC HOUR**

JOE approaches CATH and calls her name.

158



**18 I/E. DREAM SEQUENCE - MAGIC HOUR**

As CATH turns to see him, her face turns into a horrible demon.

159



**19 INT. MOTEL BEDROOM - EVENING**

Joe awakes in a cold sweat. He turns his head and sees that CATH is not in the bed next him. The sound of scratching on paper can be heard in the darkness.

160



**19 INT. MOTEL BEDROOM - EVENING**

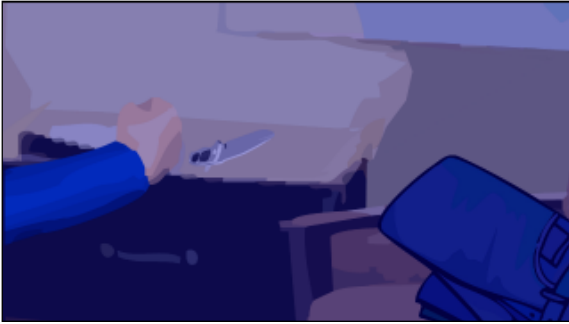
JOE looks over to see her framed against the moonlight, Cath sitting hunched over sketch pad, her hand moving in short, sure strokes.

**JOE**

Kind of late for drawing, isn't it, Cath?



161



**19 INT. MOTEL BEDROOM - EVENING**

He fumbles for the knife on the night stand.

162



**19 INT. MOTEL BEDROOM - EVENING**

**CATH**

Hungry.

Joe carefully gets up from the bed, he moves as if he is trying to keep a bomb from exploding.

**JOE**

163



**19 INT. MOTEL BEDROOM - EVENING**

Joe moves cautiously toward her, fumbling to open the knife.

**JOE**

Don't Cath.

**CATH**

164



**19 INT. MOTEL BEDROOM - EVENING**

The knife pops open.

165



**19 INT. MOTEL BEDROOM - EVENING**

**JOE**

Please, don't do it, Cath!

166



**19 INT. MOTEL BEDROOM - EVENING**

Tears are streaming down Joes face as he squats down directly in front of her. She lifts the paper to her face. She is crying too.

**JOE (CONT'D)**

Don't!

167



**19 INT. MOTEL BEDROOM - EVENING**

**CATH**

Bye, Joe. Sorry.

168



**19 INT. MOTEL BEDROOM - EVENING**

Joe sees a pale wisp rise from the paper and move toward her mouth.

169



**19 INT. MOTEL BEDROOM - EVENING**

In a flash he stands plunging the knife, the blade slices her white T-shirt and slides between her ribs.

170



**19 INT. MOTEL BEDROOM - EVENING**

In a flash he stands plunging the knife, the blade slices her white T-shirt and slides between her ribs.

171



**19 INT. MOTEL BEDROOM - EVENING**

Joe stumbles backward...

172



**19 INT. MOTEL BEDROOM - EVENING**

...knocking a lamp over- it turns on as it hits the floor.

173



**19 INT. MOTEL BEDROOM - EVENING**

Red, blood red, flowing over the white of her shirt and down her bare arm toward the sketch pad..Cath spasms and slides sideways between the wall and JOE. Surprise mixed with peace on her face.

**CATH (CONT'D)**

Thanks Joe.

174



**19 INT. MOTEL BEDROOM - EVENING**

Blood soaked into his shirt where Cath slumped against him, the picture still clenched in her hand. Joe stares at the sketch.

(JOE grips his stomach in hunger)

175



**19 INT. MOTEL BEDROOM - EVENING**

**JOE**

No, oh no Cath- I thought it was me...

176



**19 INT. MOTEL BEDROOM - EVENING**

A familiar face stares back at him from the page, a face that Cath knew from memory. The face she knew best of all. Not Joe's face. It is Cath. She hadn't been drawing him. She'd been feeding herself to the thing that had lived in her. Cath had been killing herself.



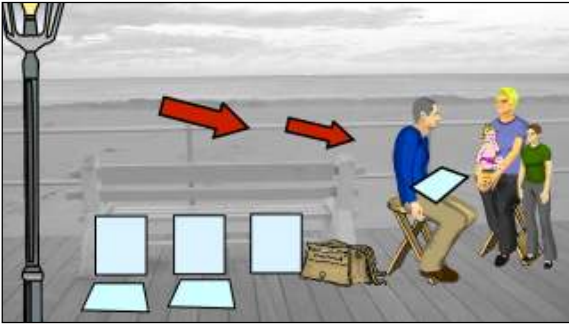
177

**19 INT. MOTEL BEDROOM - EVENING**

Looking at the emptiness that was the mouth in Cath's picture, Joe rubs his lips, realizing that he breathed it in. He is drawn down toward the sketch to finish it off. He leans over the picture and continues to breath in the life force.

(POSSIBLE STOMACH SHOET OF SOMETHING MOVING UNDERNEATH)

178

**20 EXT. ASBURY PARK BEACH - DAY**

Joe sits on his stool, his back to the beauty of a ocean sunset. His portraits lay strewn on the sand around him like the dead on a battle field. As the camera pulls back we see that JOE is sketching two children and their mother on the bench across from him.

179

**20 EXT. ASBURY PARK BEACH - DAY**

One of the children leans forward to catch a glimpse of the drawing, then tugs on his moms sleeve.

**CHILD**

We look so sad, Mommy.

The mother hushes the child and pulls him upright.

180

**20 EXT. ASBURY PARK BEACH - DAY**

CLOSE in on Joe sketching. His hand leaps over the paper, and the images of the mother and children grows around the emptiness where their mouths should have be.

181



**20 EXT. ASBURY PARK BEACH - DAY**

A tear runs down his cheek, but he keeps drawing.

**JOE**

Just a few more minutes, I have to finish your mouths- they need to be perfect.

182



**20 EXT. ASBURY PARK BEACH - DAY**

Camera pulls back to a high crane shot of the beach and

**FADE TO BLACK.**