

# JITTERS!

by

Marc Haimes

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Spec draft

OVER LOGOS:

CHIRPING. BUZZING. CLICKING. HISSING.

A creepy cacophony of insect sounds. Some are familiar. But others... not so much. The sounds continue as we --

FADE IN:

EXT. HIGH HILL -- NIGHT

A cheery SIGN reads: "*HONEY-FRESH FAMILY FARMS! FOOD CORP.*" But behind the sign sprawls an ominous INDUSTRIAL FACILITY.

INT. CORRIDOR -- INDUSTRIAL FACILITY -- NIGHT

Those insect sounds are LOUDER now as THREE MEN walk though a corridor. Two are EXECUTIVES in SUITS.

They lead a MILITARY OFFICER with mid-level medals.

BLUE SUITED EXEC  
... Until last year, the regulatory standards were actually quite fair.

TAN SUITED EXEC  
Two percent trace pesticide residue.

BLUE SUIT  
Right. See, as long as you were under that two percent you could still label your food items as one-hundred percent pesticide free.

TAN SUIT  
That's what gives you access to health food stores. Higher price points. It's a profit multiplier.

At the end of the corridor, they approach a glassed-off LAB AREA. The suits begin a rigorous process, UNLOCKING the THICK STEEL DOORS leading into the laboratory.

BLUE SUIT  
But then the Democrats came in, lowered it down to one percent. That's when we starting having problems with that bug.

TAN SUIT  
The red-horned locust.

## BLUE SUIT

Right. The red-horned locust.

## TAN SUIT

With climate change, their population has been surging out of control for the past few years.

## BLUE SUIT

Now these suckers are big. Real big. And they just love grain.

## TAN SUIT

Conventional attempts to control them with chemicals took us well over the new cut-off restrictions.

## BLUE SUIT

So we did something unconventional.

With that, he OPENS the steel laboratory doors. The bizarre INSECT SOUNDS are now almost OVERPOWERING.

## TAN SUIT

(stopping the officer)

Um. You haven't had any unusually high amounts of refined sugar in the past couple hours, have you?

## MILITARY OFFICER

I'm sorry?

## TAN SUIT

Frosted flakes? Gummy bears? No? Good. A few of 'em can smell that stuff in your pores. It makes 'em a bit... well... jittery.

The military officer takes a moment to ponder these words before following the suits into --

INT. LABORATORY -- INDUSTRIAL FACILITY -- CONTINUOUS

The group walks past dozens of CAGES stacked next to thick-glassed TERRARIUMS. We catch the occasional SKITTER of feet and FLUTTER of wings, but don't yet get a good look.

## BLUE SUIT

The real breakthrough came from our bioengineering division. They found the simple, genetic solution to the problem...

As he talks, we see that many of the terrariums are LABELED with increasingly odd-sounding names. Among them: "HUNTER CRICKETS," "LONG-TOOTH SNAILS," "ROID ROACH."

All the occupants seem to be staying HIDDEN and out of sight.

TAN SUIT

They were looking to develop a smaller, less aggressive locust to breed into the red horn population. One that would consume less grain.

The three men approach a large CAGE. We HOLD on this cage for a moment as they walk past it. And then, suddenly --

A TONGUE-LIKE APPENDAGE SHOOTS OUT FROM A SLIT IN THE BARS!

It UNFURLS toward the backs of the men as they walk away. However, it FALLS SHORT of reaching them, RETRACTING back into the cage as they obviously continue talking...

BLUE SUIT

But the technology they developed for the project gave us much more.

TAN SUIT

It was ground-breaking because it was actually so simple.

Tan Suit steps over to a MACHINE. As he switches it on, it BEAMS HOLOGRAPHIC PATTERNS and INSECT SCHEMATICS.

TAN SUIT (CONT'D)

Basically, they figured out a way to holographically isolate genetic designations in real time. Mixing and matching insect traits and behaviors suddenly became as easy as a point and click interface.

BLUE SUIT

Like Legos. But with webs and wings and stingers.

TAN SUIT

Once they isolated the genes, they found they could also massage them. Improve them. Suddenly, we've got roaches breezing through mazes the smartest rats could never do.

BLUE SUIT

We've got dung beetles showing traits like loyalty and affection.

TAN SUIT

We've got ladybugs slicing through  
human...

BLUE SUIT

(cutting him off)

The ladybug was when we called you.

With renewed curiosity, the officer PEERS into the nearby terrarium labeled: "DRAGONTULA."

But it too seems EMPTY. Just a layer of SAND and a plastic WATER TUBE.

MILITARY OFFICER

Sounds promising. For such amazing creatures, they're awfully shy.

SUDDENLY A LARGE, HIDEOUS INSECT POPS UP OUT OF THE SAND!

Best described as half tarantula, half dragon fly, it SHRIEKS WILDLY at the officer, SPREADING its VAST, GLOWING WINGS!

TAN SUIT

That's a newer one. He's a little... grumpy.

The big bug continues to shriek and SPIT WEBBING.

One of the web strands HITS the water tube, MELTING it instantly into a puddle of GOO. The military officer watches this, clearly impressed.

BLUE SUIT

You might want to cover your medals. Their glint seems to be... annoying him slightly.

As if to echo this sentiment, that vicious "Dragontula" now HURLS HIMSELF repeatedly against the glass, trying frantically to get to the officer.

MILITARY OFFICER

They're all like this? Aggressive?

BLUE SUIT

Many of the more recent ones have been rather... strong-willed.

As the suits attempt to quiet the enraged Dragontula, the officer puts his medals away into his pocket. Oddly, when he looks down he spots --

*A small HOLE in his uniform, exposing a patch of his chest!*

Another HOLE provides a nice view of his BELLY BUTTON! And still more HOLES on his pants. *That's really strange.*

When he pats himself down, several *KHAKI MOTHS* go *FLUTTERING off of his clothes, CHANGING COLOR as they rise into the air!*

He looks over to see: the two suits STARING AT HIM IN HORROR!

BLUE SUIT (CONT'D)  
It's the Camo-moths! They've gotten out!

They immediately RACE over to the steel doors, yelling instructions. But for some reason, the doors won't open.

MILITARY OFFICER  
What's wrong? They're just moths.

He watches mesmerized as CAMOUFLAGED moths all around the lab REVEAL themselves, fluttering up, SHIMMERING magnificently.

One lands on his arm (turning khaki again). It seems innocent enough. But as he reaches to touch it --

IT ATTACKS! SNAPPING AT HIM WITH HUGE, SHARP TEETH!!!

Eyes going wide, the officer SPRINTS to join the two men who are PANICKING as they wrestle with the doors.

TAN SUIT  
SOMEBODY TRIGGERED THE KILL SWITCH.  
WE'RE LOCKED IN! TRY THE OVERRIDE!

BLUE SUIT  
TOO LATE! THEY'RE IN FORMATION.

They turn to see the moths assembled into A COLORFUL SWARM!!! THEY SWOOP IN TOWARDS THE MEN, GNASHING THEIR JAWS!

Before we can lose our PG-13, we move outside the lab where:

A small, seemingly ordinary LADYBUG...

Sits on the edge of the lab window. It's almost like she's observing the carnage through the glass. As she watches, she makes a tiny insect SOUND. Not one we've heard yet.

It's almost like a GIGGLE.

SMASH TO:

BLACK.

TITLE CARD UP: JITTERS!

The letters TREMBLE and QUAKE and finally FADE from view.  
With shaky TITLES ROLLING, we abruptly CUT TO --

AN ORDINARY ANT

Tiny. Harmless. Then, a shadow LOOMS. The ant scurries away as a shoe steps into frame. We are --

EXT. LAWN -- SUBURBAN HOUSE -- DAY

The shoe belongs to WALT HATCHER, 39. He stands on the green lawn, looking up at a lovely HOME with a white fence and an elaborate TREE HOUSE in the front yard. We now REVEAL --

Walt is standing next to a large FORECLOSURE SIGN.

After a moment, he is joined by his wife, ELIZABETH HATCHER, 35. Sweet, attractive, and almost always upbeat. Even now.

LIZ

Walt? The car is packed and ready to go. Everyone's waiting.

WALT

I could have fought harder, Liz.

LIZ

Who would you fight? These things happen. We make the best of it.

WALT

I could have spent less time working and more time *showing* them I was working. More time fighting.

LIZ

Sweetheart, that's not who you are. You should feel proud.

WALT

Proud of losing my job? My house?

LIZ

Proud of your wonderful family who believes in you. Who knows that no matter what happens, no matter where we live... we are going to be just fine.

But for some reason, this nice sentiment doesn't even begin to cheer Walt up. We see why as we go to --

INT. HATCHER FAMILY MINIVAN -- HIGHWAY -- DAY

As the car motors down the highway, Walt's three CHILDREN sit in back. They don't make for the most impressive tableau:

KENNY, 3, sits in a car seat, thoughtfully picking his nose. KATE, 13, SNIFFS under her armpits... then stares daggers at JACKSON, 15, who's making faces and smirking back at her.

KATE

Mom! Jackson's making body odor accusations again!

JACKSON

I'm not *accusing*. I'm *suggesting*, maybe her deodorant isn't quite... living up to others' expectations.

KATE

Unlike the chemical crap you use, my deodorant is all-natural. It's better for the environment.

JACKSON

(re: the car)  
... Not *this* environment.

Liz sits in front next to Walt who's driving in silence. She puts down her paperback and turns around.

LIZ

Jackson, please be a gentleman.  
Kate, you smell fine.  
(sees Kenny)  
Kenny, honey, stop picking your nose and giving it to the dog.

KENNY

Shiny!

He happily takes his finger out of his nose and points to the the shiny ID tag hanging from the collar belonging to --

PHELPS, the family dog. A gentle giant. Phelps takes this opportunity to poke his head up from the floor, delicately LICKING Kenny's nose-picking finger.

Meanwhile, a MOSQUITO flies in through the window and BUZZES around Walt's face. He swats at it without success.

WALT

Can somebody do something about that bug? It's distracting me while I drive.

Liz eyes the bug warily. It's clear she's not an insect fan.

LIZ  
He's sorta big. Kids, little help?

KATE  
We don't have to kill the poor thing. Just open all the windows.

JACKSON  
No. We *must* kill him. It's the only way he'll learn.

WALT  
Just get rid of it. Please.

Walt turns back to the road, but the car has now gotten very CHAOTIC. Kate and Liz try to roll down the windows while Jackson takes thunderous SWINGS at the bug with a magazine.

WALT (CONT'D)  
Guys? Guys! It's one bug! This shouldn't be that difficult for us.

LIZ  
Jackson, honey. Right behind you is a box labeled "kitchen cabinet." The fly swatter is right on top.

KATE  
No, it's not. I threw it out when I was taping up the boxes. It's an instrument of death. And that's bad karma.

JACKSON  
She can't do that! You should be punished severely, young lady.

KATE  
Punishment won't bring it back, Jackson. It's still gone. Along with Dad's leather belt and your little notebook filled with nudie website passwords.

JACKSON  
(glowering at Kate)  
You know what? Don't move, sis!  
That bug is *right on your...*

He uses his rolled up magazine to repeatedly SMACK Kate in the head. She YELLS and fights back as that annoying mosquito continues buzzing around poor Walt's neck...

EXT. MINIVAN -- GAS STATION -- DAY

CLOSE ON: A big MOSQUITO BITE on Walt's neck.

Walt is pumping gas as he watches his bickering family walk across the parking lot towards the CONVENIENCE STORE.

He pumps gas with one hand. Scratches that bite on his neck with the other. A portrait of MISERY. But then he notices:

That mosquito has landed on the car within striking range.

WALT

... Payback is a bitch, pal.

Walt raises his hand and SWINGS it down to CRUSH the bug. But the mosquito FLIES AWAY in the nick of time. Walt ends up SMACKING the gas pump right out of the nozzle, hurting his HAND. The nozzle then lands heavily on his FOOT.

Walt hops around in pain, still scratching that mosquito bite with his one good hand as gas SPILLS OUT all over the ground.

INT. CONVENIENCE STORE -- GAS STATION -- DAY

Liz holds Kenny while she browses through the little store. Noticing a display of mediocre FLOWER BOUQUETS wrapped in plastic, Liz puts Kenny down and kneels to inspect them.

LIZ

Kenny, aren't these pretty flowers?  
We should get some for our brand  
new house. Can you say, new house?

Kenny just STARES at her blankly.

LIZ (CONT'D)

Can you say, flower?

KENNY

... Shiny?

Never losing patience, Liz gives Kenny a pat and goes back to inspecting the flowers.

Kenny walks a few feet away from her, spotting a TALL OLDER WOMAN.. or more specifically her *glinting silver earrings*.

KENNY (CONT'D)

Shiny!

Keeping his eyes on the shiny earrings, he stealthily makes his way toward the tall woman...

## ANOTHER PART OF THE STORE

Jackson lingers by the magazine aisle. He looks up and spots a BUSTY YOUNG WOMAN, 20's, in a thin, WHITE tank top.

JACKSON  
(under his breath)  
Please, please be going to the  
freezer section.

He falls into step behind the woman while pulling out his cell phone and readying the VIDEO CAMERA option.

He brightens as she opens a freezer door. Much to his delight, she leans way in to sift through the frozen foods.

Finally, she grabs a microwave pasta and turns from the freezer to find --

Jackson. Standing uncomfortably close.

He's pretending to talk on his cell phone but it's clearly aimed directly at her TANK TOP.

JACKSON (CONT'D)  
(“on his phone”)  
Look here, Anita. I told you it  
was a one night thing. Even if it  
was the greatest night of your  
life. No. I’m not taking your  
money. You’re just going to have  
to learn to... Anita... hello? I’m  
losing my signal... hello?

In a conspicuous effort to “get a signal,” he positions and repositions the phone, smiling casually at the busty woman as he ZOOMS IN on her chest.

JACKSON (CONT'D)  
I really need to switch my carrier.

The woman looks at Jackson suspiciously as she pushes by him.

Jackson adjusts the phone to capture the rear view as she walks away...

JACKSON (CONT'D)  
(quietly into cellphone)  
Say hi to all your YouTube fans!

Jackson watches with a smile until he sees she has gone over to talk to her BIG BOYFRIEND and is POINTING directly at him!

He quickly pockets the phone and tries to slip away...

EXT. BATHROOM -- SIDE OF THE GAS STATION -- DAY

Kate exits the side bathroom, heading back to the car. But then she notices --

A group of tough-looking TEENAGE BOYS. They're standing over something, looking down and laughing. As Kate moves closer, she sees they've caught a little garden TURTLE.

They've got it trapped, shell-side down, and are getting their jollies SPINNING it around on its back like a top.

TEEN BOY  
(laughing)  
I think he's getting dizzy!

Kate takes a deep breath and marches right over to the teens. Snatches up the turtle.

KATE  
You lovely boys found my missing turtle! I really appreciate it. Thank you ever so much. Bye now.

The boys aren't buying it. As Kate turns to leave, one of them moves to block her path.

TOUGH TEEN  
If that's your turtle, what's his name?

KATE  
Her name. Her name is Shelly.

TOUGH TEEN  
(moving closer)  
Well that's a pretty lame name.

KATE  
Maybe so. But the *un-lame*, dare I say "majestic" thing about Shelly and all turtles really is their unique ability to retract their vulnerable appendages. We as human beings lack that particular evolutionary defense mechanism which is a real shame for us and, more specifically, for you.

TOUGH TEEN  
Oh yeah? Why's that?

Kate KICKS him in the balls as hard as she can and immediately takes off running towards the car...

## EXT. MINIVAN -- GAS STATION -- DAY

Walt has just finished pumping gas. He looks up to see Kate, SPRINTING towards the car. She's not the only one. A beat later, Jackson comes flying out of the store.

KATE/ JACKSON  
Dad...! / Dad...!

And now Liz comes hurrying out of the store, looking nervously over her shoulder. She's got flowers in one arm, Kenny in the other. He's giggling and holding a SILVER EARRING! He's very pleased with himself.

LIZ  
Honey...! Start the car!

Walt drops the gas pump and rushes to start the car.

## EXT. INDUSTRIAL FACILITY -- DAY

That same building from the opening scene. It sits on that high hill with the "HONEY-FRESH FAMILY FARMS" sign out front.

## INT. HATCHER MINIVAN -- PASSING HONEY-FRESH FARMS -- DAY

Walt speeds obviously past the facility as Kate & Jackson are in the midst of yet another argument...

JACKSON  
... Why do you want to keep a turtle? We have a dog.

KATE  
I don't prioritize pets based on cuteness and fur. Shelly found me for a reason. As an enlightened person, I recognize that.

JACKSON  
Just be careful Phelps doesn't try to eat her.

KATE  
Phelps won't eat anything that hasn't come directly out of Kenny's nose.

Phelps whimpers a bit as Walt pulls off the main road into a pretty horrid and run-down INDUSTRIAL AREA.

WALT

Okay, everybody. This is it. The lovely district of Stillwater. Our new home for the next little while.

LIZ

It's got a certain character to it. Right kids?

As they wait at a traffic light, they see some scary-looking GANG TYPES walking past a telephone pole stapled with dozens of FLIERS. Every flier reports a *LOST* or *MISSING* family pet.

Suddenly, a BANG on the windshield makes the family jump!

It's a HOMELESS MAN who is staring at the Hatcher vehicle with an INTENSE LOOK as he POUNDS on the glass.

JACKSON

... I think that certain character is about to ask us for money.

WALT

Great. Liz, do you have any pocket change we can give him?

KATE

We can't give him pocket change. That's humiliating for him. Give him at least five dollars.

JACKSON

If we had five dollars we wouldn't be moving here in the first place.

LIZ

Maybe he just wants food. I have some Luna Bars in my purse.

But the homeless man isn't asking for money or food. Oddly, he seems to be *INSPECTING* their windshield. He peels off a CRUSHED BUG and stares at it closely. Scrutinizing it.

The Hatchers watch in uneasy silence as the man finally drops the bug, peels off another one and EXAMINES that one too.

Finally satisfied, he steps back from the car and motions that the Hatchers can now continue on their way.

WALT

... Okay. Thanks a lot then.

Walt waves nervously to the man. Then, shrugging to Liz, he puts his foot on the gas and gets the hell out of there.

EXT. NEW HATCHER HOUSE -- LOUSY NEIGHBORHOOD -- DAY

The Hatcher minivan drives through more of this gloomy, run-down neighborhood. Foreclosure signs mark many of the lawns. A lot of the homes simply look abandoned.

The minivan pulls into the driveway of a tiny, crappy house.

INT. NEW HATCHER HOUSE -- DAY

All peeling walls and faded carpet. And, right there on the floor is a --

LEECH-TYPE INSECT! Bone white and gelatinous.

We've never seen anything like this! It slithers across the floor with awful SUCKIE-SLURPIE sounds.

Suddenly, it stops. ANTENNAE spring up from his "head" like ears hearing something. Then, it hurriedly suckie-slurps towards a CRACK in the wall and VANISHES inside just as --

The front door OPENS... The Hatchers pile into the hallway of their new home.

WALT

This is it. Welcome.

Jackson and Kate look at each other. For the first time since we've met them, they're at a bit of a loss.

KATE

This is it? Wow. We are really...  
poor.

JACKSON

Yeah. No offense, Dad, but I've had underpants mistakes nicer than this place.

KATE

And bigger.

JACKSON

No offense.

WALT

Oh, no offense taken. Don't be silly, Jackson. Why on earth would I find my son's comment comparing our new home to a shit stain offensive in any way?

LIZ  
(a warning to Walt)  
Honey...

The kids inspect the place, opening doors and peering into rooms. What little there is to see is not at all impressive.

As Kate steps into a hallway and turns on a LIGHT, something BLACK and HAIRY skitters past her into a crack in the floor!

KATE  
I think I just saw a bug! It might have been a cockroach.

LIZ (O.S.)  
Really? Walt? Kate saw a roach!

KATE  
(rejoining the family)  
I don't know where it went. I didn't get a good look. It was big though. It kind of scared me.

WALT  
Don't be dramatic, Kate.  
(to Liz)  
Honey, if we see any more, I'll go to the store and buy some traps.

KATE  
We don't need to hurt them. Just catch them and let them loose outside. Like a relocation. Like what our family is doing.

Opening a door to investigate another room, Jackson calls back over his shoulder to Kate...

JACKSON  
They might even leave on their own once they get a whiff of you.

WALT  
Jackson! That's not your room.  
You're in here. With Kenny.

KATE  
(re: rooms)  
Dad? If you guys are in there.  
And he's in there. Where am I?

Walt steers her to a tiny, claustrophobic room. Like a converted pantry. He extends his hands with a flourish.

KATE (CONT'D)  
You're kidding, right? This is a closet. This is a *smallish* closet.

Still freaked by the prospect of roaches, Liz inspects the walls. Finally satisfied, she turns to the family...

LIZ  
You know something? This place isn't that bad. There's actually a nice... coziness to it. We'll certainly get to see a lot more of each other.

(beat)  
You heard it from me first, this place is going to do great things for the Hatcher family.

In response to this comment, Kate rolls her eyes while Jackson makes a big show of trying not to throw up.

WALT  
Okay, that's enough. You kids are old enough to know that the money situation is touch and go right now. Yes, this place is not ideal. But it's close enough to the city so I can look for work every day. And the rental fee is a fraction of what our old mortgage was. So at least we can get by on savings for a while without constantly feeling so... anxious and on edge.

JACKSON  
Anxious and on edge. Right.  
(squinting; innocent)  
Mom, what's that behind you? Is that one of the roaches Kate saw?

Horrified, Liz FLINCHES and JUMPS in the air with a little yell, turning to face whatever Jackson is pointing at.

But NOTHING is there. He was clearly messing with her.

JACKSON (CONT'D)  
No? Must have been my crazy imagination. Sorry about that.

WALT  
Good one, Jackson. Now you and your sister can unload the car by yourselves. Honey, I'll bike into town and pick up traps right now.

LIZ

... And some Raid. Lots of Raid.

KATE

And fresh greens. For Shelly.

JACKSON

And also maybe, like, a different house?

WALT

Just unpack the car, Jackson.

The weight of the world on his shoulders, Walt turns and heads out the front door.

EXT. MINIVAN -- HATCHER HOUSE -- DAY

STRANGE LOW ANGLE: On Walt, unchaining his bicycle from the roof of the minivan.

As if something very small is OBSERVING HIM from the ground.

EXT. STREETS OF STILLWATER -- DAY

Passing a store window with more LOST PET fliers, Walt BIKES through downtown Stillwater.

There's that mysterious homeless man again. He's kneeling by another dumpster. His ear is pressed right up against it, as if he's "listening" to the garbage inside. He clutches a big can of BUG SPRAY as if it were a weapon.

Walt switches gears and pedals faster.

INT. "KITCHEN SINK" HARDWARE STORE -- DAY

A shabby, cluttered Mom & Pop store. The name "Kitchen Sink" seems appropriate as they really do seem to have everything.

Walt strolls through aisles, locating a shelf marked: "PEST TRAPS & INSECTICIDES." His eyes narrow in confusion...

This is the one shelf that is COMPLETELY EMPTY. Every last trap, spray, and zapper has already been purchased.

As Walt looks around for some assistance, a strange, creepy MOANING SOUND emanates from the back of the store.

The sound grows LOUDER and more intense as Walt hesitantly walks towards it, pushing through rear doors and into --

INT. LOADING AREA -- HARDWARE STORE -- CONTINUOUS

An OVERWEIGHT MAN struggles to lift a heavy bag of FERTILIZER into a red pick-up truck, groaning horribly as he strains.

Walt rushes over to help him...

WALT

Hey there! Let me give you a hand.

Walt grabs the other side of the bag and the two men wrestle it into the back of the truck next to stacks of other bags.

The overweight man takes a minute to recover, panting and wiping away sweat. Finally, he gives Walt a jovial smile.

OVERWEIGHT MAN

You just saved this fat man's life.  
My heart was about ready to... tear  
me a new asshole.

WALT

Yeah, I hate it when that happens.  
This is your store?

OVERWEIGHT MAN

Yes, sir. Name's Buff. Well,  
actually that's my nickname... on  
account that I like the buffets.  
And also because of an unfortunate  
photograph of me that my ex-wife  
circulated on the internet.

WALT

I'm Walt. I just moved here with  
my family. I was looking to buy  
some bug traps. Maybe some spray.  
You didn't seem to have any left.

BUFF

I'm sold out again? Well, I'll be  
damned, jammed, and body-slammed.  
(pointing)

The only thing I got back here are  
professional-grade fumigation  
tanks... but that's only for a full  
infestation. I'll probably have  
what you need coming in tomorrow.

WALT

Okay. I guess one night without  
bug spray won't kill me.

BUFF

You can always suck it up and use a shoe. Or a slipper. In a pinch, even an open palm does the trick.

(mimes crushing a bug)

*Wham!* Got him! *Wham!* Just to make sure he's really dead. *Wham!* Probably unnecessary but still cathartic none the less.

WALT

I'll see you tomorrow then. Nice meeting you, Buff.

(as he turns to go)

By the way, nice butterflies.

We now see what Walt is pointing at. Not actual butterflies but a large inventory RACK of assorted construction HINGES.

BUFF

Only the finest selection in the state. You a home improvement guy?

WALT

About ten years ago I had my own installation business. Built all sorts of things in my spare time. But then I gave that up for a nice secure office job which... just recently laid me off.

BUFF

That doesn't sound too secure.

WALT

The firings weren't even the worst part. It was the way they handled the whole thing. Not telling us until the last possible second.

BUFF

Me, I'll take delivering fertilizer any day. At least the crap I gotta deal with is in a sealed bag.

WALT

... And it's clearly labeled.

BUFF

Know something, Walt? Sounds to me like squashing a few bugs tonight might do you some good. ...*Wham!*

Walt smiles. Makes the same bug-crushing gesture. Wham.

INT. LIVING ROOM -- HATCHER HOUSE -- NIGHT

A MESS of moving boxes and suitcases scatter the floor of the dark living room.

In other words, perfect cover for anything that creeps, slithers, or crawls.

Fast moving SHAPES skitter along the floor, casting distorted SHADOWS. But we don't yet see anything clearly.

INT. KENNY & JACKSON'S BEDROOM -- NIGHT

Kenny is asleep in bed with a big SMILE. He cuddles with an ELMO-STYLE DOLL that quietly sings a pre-recorded LULLABY.

Jackson, dressed in pajamas, is looking for the best hiding place for a STACK of lingerie catalogs.

Opening his closet, he notices a LOOSE BOARD in the floor.

He grabs the board and SLOWLY YANKS IT UP TO REVEAL...

Nothing much. Just a nice, little hollowed-out HIDING SPACE. It's a perfect cubby to store those magazines.

JACKSON

Maybe this place isn't all bad.

INT. KATE'S CRAMPED BEDROOM -- NIGHT

Kate sits on the floor next to a pile of lettuce leaves. She feeds Shelly The Turtle as Phelps snoozes by her side.

LOW POV: It WATCHES Kate feeding the little turtle. And then it TURNS to check out that pile of lettuce.

KATE

You are one of the hungriest little turtles I have ever met.

Without looking, she reaches to grab another lettuce leaf. Her hand feels around but doesn't find anything.

Finally, she looks over. That pile of greens is all GONE.

KATE (CONT'D)

Phelps? Did you eat Shelly's dinner? Bad boy!

Phelps opens his eyes and WHIMPERS a bit. He seems pretty innocent to us. But he's stuck taking the blame for now.

INT. WALT AND LIZ'S BEDROOM -- NIGHT

Walt sits in bed, typing on an old LAPTOP COMPUTER. He's browsing some JOB SEARCH site like "monster.com."

Liz is in her fluffy white bathrobe, pulling BATH SUPPLIES out of one of the moving boxes.

LIZ

Honey, have you seen my bath salts?

WALT

(not looking up)

No.

LIZ

They're in this yellow bag with blue writing. It says, "Stress-Less Lavender with like a picture of..."

(sees Walt not listening)

... a man who no longer pays attention to his wife. First, because he's busy working. Then, because he's always worrying.

WALT

... Nope. Haven't seen 'em.

Liz stares at Walt. Then decides to try a different tact.

She adjusts her robe to show a little more skin. Then steps over to Walt. Touches his shoulder suggestively.

LIZ

Whatcha doing?

WALT

(still not looking up)

... You know what I'm doing.

LIZ

How's it coming?

WALT

All that time working for one place? I actually think it's a negative. Companies look at me like I'm a dinosaur. Like I won't have any energy or initiative.

LIZ

(not subtle)

I know something you could initiate.

WALT

... They'd rather hire some kid  
fresh out of school.

LIZ

Remember when we were fresh out of  
school?

WALT

... They have no clue what's really  
important.

LIZ

(giving up)

No. They really don't.

She grabs her bath supplies and heads into the bathroom.  
Walt doesn't even realize she's gone.

WALT

... So I'm not twenty-years old. I  
don't do a big song and dance. But  
I'm a good worker. I get the job  
done. Right?

And now he looks up to see he's talking to an empty room.

WALT (CONT'D)

Liz?

But the water is already running in the bath room.

Sighing, Walter powers down the computer. He watches as it  
exits the web, returning to the DESKTOP screen, which is:

AN OLD PHOTO of Walt with Jackson and Kate.

Everybody is much younger. We recognize the white home in  
the background as the one they recently had to leave.

And this is Walt like we've never seen him. He's actually  
got a TOOL BELT on.

Looks like he's building his kids that elaborate TREE HOUSE  
we saw earlier. Everyone is happy and smiling.

And then, the computer finishes powering down. The happy  
picture suddenly snaps off.

The screen goes to BLACK.

Walt stares at the black screen, lost in thought.

EXT. ENTRY DOORS -- HONEY-FRESH FARMS FACILITY -- NIGHT

The CHIRPING of crickets is interrupted by a red pick-up truck pulling up the hill and PARKING by the front entrance.

Our friend Buff (from the hardware store) exits the truck. Buff hits a button on his car keys. The truck LOCKS with a quick FLASH of its lights and CHIRP of its alarm.

Buff walks up to the entrance, only to discover the doors are BOLTED. The place looks completely DESERTED.

BUFF  
(pounding on the doors)  
Hello? Anybody here? Hello?!?

No response. It really doesn't seem like anybody is here.

BUFF (CONT'D)  
(re: work order)  
Your email said that somebody would  
be here to accept a night time  
delivery! HELLO?!?

But now Buff notices a crudely written NOTE taped to the door: "FERTILIZER DELIVERY AROUND BACK."

Buff squints at the horrible handwriting...

BUFF (CONT'D)  
You folks need to work on your  
penmanship.

EXT. BACK ENTRANCE -- HONEY-FRESH FARMS -- NIGHT

Now on the other side of the building, Buff brings the truck to a stop next to a set of REAR DOORS.

But these are also bolted and chained. Buff walks over and POUNDS on the doors, starting to lose his patience.

BUFF  
Is anybody there? I got a whole  
truck full of stinkin' fertilizer!

Buff finally stops knocking and LISTENS for any response.

But there's nothing. Just the gusting of wind, the wailing of far away sirens. And the CHIRPING of crickets.

Hearing a loud CHIRP at his feet, he glances down, spotting:

A TINY CRICKET. Adorable as can be.

The cricket stares up at Buff. Rubs its legs together, chirping loudly as if to get his attention.

Buff can't help but crack a smile. The cricket is *very cute* and he's not a guy who can stay angry for very long.

BUFF (CONT'D)  
Noisy little thing, aren't you?

He whistles back at the cricket, "chirping" a short, tuneless melody of his own invention.

The cricket is quiet for a moment. Then **PERFECTLY DUPLICATES** the melody, note for note!

BUFF (CONT'D)  
Well I'll be damned, jammed, and body-slammed!

Buff stares at the cricket a moment longer. Then he whistles the five-note **CLOSE ENCOUNTERS** theme.

The cricket chirps it right back at him.

Buff looks around. Is this a joke? Making a decision, the fat man kneels down next to his tiny, new friend.

The cricket looks up at Buff sweetly enough. But then, out of nowhere, it --

JUMPS STRAIGHT AT HIM!

And lands on his arm. It crawls up to his shoulder and gazes at him, ready for the next song.

BUFF (CONT'D)  
You've got to be kidding me.

At a loss, Buff now whistles the first few bars of **TOMORROW** from the musical **ANNIE**.

The cricket starts almost before he's done. It chirps with flair now, holding the last note for an extended **VIBRATO**.

Lost in wonder, Buff launches into **MEMORIES** from **CATS**. Apparently, he's a show tune guy.

The cricket seems to know this one and readily **JOINS IN**, chirping with resounding depth and emotion.

Buff closes his eyes, really feeling it as the two unlikely partners perform together in the night.

Their sweet duet SWELLS into a rousing conclusion backed by a 10,000 PIECE CHIRPING ORCHESTRA!

*Uh oh.*

Puzzled, but not yet frightened, Buff TURNS to look behind him.

And there they are...

A VAST ARMY OF CRICKETS AS FAR AS THE EYE CAN SEE!

Hundreds of thousands. Maybe millions. They SWARM over every inch of the concrete, the walls, the overhang!

And before Buff can even react...

THEY SWARM TOWARD US, COVERING EVERY INCH OF THE CAMERA LENS!

SMASH TO:

INT. KATE'S BEDROOM -- HATCHER HOUSE -- NEXT MORNING

Kate sleeps with Phelps and Shelly on either side of her. Suddenly, her eyes snap open.

Some kind of COMMOTION is going on outside. Kate looks out her window to the driveway of the house next door, where --

TWO SKINNY DWEEBS, 20's.

Are unloading steel-plated CAGES from a station wagon.

FIRST DWEEB  
(yelling into cage)  
Hammerclaw! *Disengage! Disengage,*  
you little piece of crap!

No longer able to carry the cage, he rests it on the ground. Whatever that cage holds is JUMPING AROUND inside it.

SECOND DWEEB  
(to first dweeb)  
I thought you said he followed  
voice commands.

FIRST DWEEB  
He's supposed to.  
(into cage)  
I said, *disengage!*

KATE (O.S.)  
Um. Excuse me?

The dweebs look up to see Kate is now standing there in her pajamas watching them. They both give her a NASTY LOOK.

KATE (CONT'D)  
Just inquiring. But you wouldn't happen to have a living creature in that cage, would you?

They now give her an even NASTIER look if that's possible.

KATE (CONT'D)  
Because I know you wouldn't have a living creature cooped up in there. Because that would be cruel.

The dweebs share an annoyed glance. Then...

FIRST DWEEB  
Why, yes! There is, in fact, a living creature in this cage. It's a rabid, man-eating wolverine.

SECOND DWEEB  
And he's hungry and vicious and he despises nosey little girls.

KATE  
Really?  
(after a moment)  
How does he feel about skinny little nerds?

Before they can respond, the cage comes to life again, SHAKING and RATTLING. The first dweeb turns back to Kate...

FIRST DWEEB  
Just watch it around here, maggot.  
Or you could get hurt.

With that, they grab the cage again. They carry it up the walk towards their house, still YELLING at whatever's inside.

Kate watches them as they disappear into their house, bringing the cage inside and SLAMMING their front door.

Kate doesn't like this.

Not one bit.

LIZ (O.S.)  
Honey, please try to remember.  
We're brand new to the area. Our neighbors don't know us yet...

INT. KITCHEN -- HATCHER HOUSE -- MORNING

Kenny sits in a high chair, nibbling from a bowl of dry cereal for breakfast. Phelps lies at his feet. Liz unpacks kitchenware from boxes as she talks to Kate.

LIZ

... So it's probably best to avoid any direct conflict or accusations. Give it time. Then you can approach them in a friendly manner.

KATE

But you should have seen them, Mom. They were acting really suspicious.

LIZ

Maybe they just got shy around such a beautiful girl.

KATE

Or they were hiding something. Something that needs to be exposed.

Jackson shuffles into the kitchen in his pajamas...

JACKSON

Mom. I know that tone. She's about to go all "cause-ie" again and embarrass us even more than she does by refusing to use traditional brands of hygiene products.

KATE

Don't start with me right now, Jackson. I will break you!

JACKSON

Bring it on, home girl.

LIZ

Kids! Come on now! Knock it off.

Kenny watches the three of them from his high chair as Liz tries to restore the peace. But then he notices...

SOMETHING ELSE. Something OFF SCREEN. Whatever it is, Kenny GAZES at in complete awe! And that's when --

A FAMILIAR TONGUE-LIKE APPENDAGE SHOOTS INTO FRAME, ADHERING TO HIS BOWL OF CEREAL!

It then RETRACTS, yanking the bowl back OUT OF FRAME.

We now hear some loud and appreciative CHEWING off screen.

... Kenny looks down at Phelps. Phelps looks up at Kenny. Then they both go back to WATCHING in fascination.

Meanwhile, Liz finishes lecturing Jackson and Kate...

LIZ (CONT'D)

... So get dressed and finish unloading that car already. The sooner you do that, the sooner we can make this place feel like home.

She ushers Jackson and Kate out of the kitchen, finally turning to Kenny. She looks surprised as she NOTICES:

That bowl of cereal - now COMPLETELY EMPTY and back on the little high chair tray in front of Kenny. Whatever ate the cereal had the courtesy to return the dish.

As Walt enters the kitchen in his pajamas, Liz informs him...

LIZ (CONT'D)

Honey, Kenny finished all of his cereal! I think he likes it here.

EXT. HATCHER HOUSE -- DAY

We watch the Hatchers from a strange HIGH ANGLE as the family unloads the rest of the car.

In a series of time ELAPSES, the boxes are carried inside the house as the sun sinks LOWER in the sky.

INT. MINIVAN -- OUTSIDE HATCHER HOUSE -- AFTERNOON

Jackson ignores a heavy box (we see a SNOW BLOWER and CROQUET MALLETS sticking out of it) and chooses a much lighter one.

He starts to carry it up the walkway, when suddenly he hears an odd SOUND. Kind of like a FRICATIVE HISSING.

He stops. Listens. There it is again. He follows the sound, walking around to a neighboring lawn (not the dweebs).

JACKSON

Hello? Somebody here?

SOUND (O.S.)

Psssst!

Startled, Jackson JUMPS and gazes around wildly.

VOICE (FROM ABOVE)  
Psst! Up here. In the tree.

Jackson cautiously LOOKS UP... and LOVES what he sees!

It's a hot TEENAGE GIRL in cut-off shorts. She's perched up in a tree, peering down at him.

GIRL  
Hey. What's your name?

JACKSON  
Jackson. Name's Jackson. Hi there.

GIRL  
I'm Amelia. I'm your new neighbor.  
I've been watching you move in.

JACKSON  
Oh yeah? Well, I wasn't  
scratching. I was... adjusting.

AMELIA  
Your hilarious comments. The way  
you... bug your sister. I must  
say, I think you and I are perfect  
for one another, Jackson.

JACKSON  
Really!?! I mean... I like the way  
you think.

AMELIA  
I want you to meet me tonight.

JACKSON  
Tonight? Okay, where?

AMELIA  
A few blocks from here is a park.  
Stillwater Park. Inside the park  
is a playground. Inside the  
playground is a tube slide. Meet  
me in there. At nightfall.

JACKSON  
A tube slide?

AMELIA  
Like a regular slide, but it's a  
plastic tube. Makes it more fun  
for kids. More private for... us.

Off Jackson, the HAPPIEST we have ever seen him --

EXT. "KITCHEN SINK" HARDWARE STORE -- STILLWATER -- AFTERNOON

Walt has propped his bicycle nearby and is KNOCKING on the LOCKED glass doors of the hardware store.

WALT

Hello? Buff? Anybody here? I  
came to pick up the bug traps.

(beat)

Sorry I couldn't get here sooner.  
It took all day to unload the car.

But the store is DARK and QUIET. That's odd. He checks the posted store hours. Then his watch.

*It should be open.*

EXT. STREETS OF STILLWATER -- LATE AFTERNOON

Walt bicycles through the industrial area, checking out more of the stores and fast food restaurants.

He notices a FAMILY that seems to be looking for a lost pet. They are CALLING the pet's name and searching everywhere.

FAMILY MEMBERS

*Hudson?/ Here boy, come on?*

Cycling by a garbage dumpster, Walt suddenly catches a GLIMPSE of MOVEMENT out of the corner of his eye.

Something skittering out of sight under the dumpster bin!

Walt double-takes, staring at the bin. Which is when...

A loud ROARING SOUND behind him takes him by surprise!

It's some tattooed bikers, blasting by him on their hogs! They shoot Walt a look of contempt as they pass.

EXT. INDUSTRIAL FACILITY -- OUTSKIRTS OF STILLWATER

Walt cycles by that "Honey-Fresh" sign in front of the high hill. He glances up at that industrial facility. Then...

*Something he NOTICES up there grabs his attention.*

Puzzled, he turns the bicycle around, pedalling up the hill toward the facility entrance...

EXT. HONEY-FRESH FACILITY -- LATE AFTERNOON

And now we see what made Walt come up to check things out:

Buff's red truck is still parked here. The cargo bin that he was loading is now EMPTY. The bags of fertilizer are GONE.

WALT

Buff? Are you up here? Buff?

He dismounts his bicycle, looking around the premises. Then, he Notices something on the ground. It's actually --

BUFF'S CAR KEYS!

As Walt picks them up, an abrupt CHIRP grabs his attention.

Sure enough, it's that same tiny cricket that recently performed the duet with Buff. It chirps adorably up at Walt.

Walt looks at the cricket sitting there, singing sweetly.  
*Will he be lured into the same fate as Buff?*

WALT (CONT'D)

(to the cricket)

You're kind of annoying.

Still holding Buff's keys, Walt walks away from the cricket.

It's a great call for somebody in this kind of a movie. But unfortunately, as he heads over to check out Buff's truck --

THE ENTIRE ARMY OF CRICKETS NOW SWARMS INTO VIEW!

They CRAWL all over the pick-up truck, blocking Walt's escape. Beady eyes. Sharp teeth. No pretense of cuteness.

Walt stops dead in his tracks. Stares at the crickets. They stare back at him. He stands rooted. Afraid to move.

WALT (CONT'D)

... Um. Okay, this is unusual.

They continue staring at him in eerie, salivating SILENCE.

Keeping very still, Walt glances down at Buff's keys. As we saw, they're attached to one of those auto unlock buttons.

Not moving or breaking eye contact, Walt shifts his thumb, past the button with the "lock" icon... and the button with the "unlock" icon... and PRESSES the red "ALARM" icon!

Alarm triggered, the truck's LIGHTS flash wildly. It starts to WHISTLE and HONK and, of course, CHIRP.

This distracts and confuses the crickets... who immediately TURN to the truck and begin trying to ATTACK IT!

It buys Walt enough time to TAKE OFF RUNNING towards the front entrance.

EXT. HILL -- HONEY-FRESH FARMS -- DAY

Walt sprints down that high hill leading back to the road.

ON WALT'S FEET. Scrambling for traction as he descends down, tromping through the dirt and sticks and rocks.

As he passes a distinct cluster of STICKS, we HOLD on them for a moment as they begin to QUIVER and MOVE!

We now SEE they are WALKINGSTICKS.

*These are actual mantis-like insects that blend into the scenery because they are brown and spindly and look just like walking twigs. Only kind of ALIEN and very creepy.*

Walt now passes a MUCH LARGER pile of sticks and branches. These too slowly start to COME TO LIFE!

Walt gets to the road, attempting to flag down a passing CAR.

WALT  
HEY! HELP! PLEASE HELP ME!

But the car just passes him by.

Walt now HEARS something right behind him. Like a hissing RATTLE. He turns around to look --

But NOTHING is there.

And now he hears a new sound. An angry CHIRPING in the distance... but growing rapidly LOUDER.

The crickets are DESCENDING down the hill toward him!

WALT (CONT'D)  
Crap, crap, crap!

He quickly TURNS back around to flee, almost crashing into --

A TWO FOOT WALKINGSTICK!

It's up on its hind LEGS, standing ERECT like some kind of emaciated, other-worldly NIGHTMARE.

Walt stumbles backwards, FALLING to the ground.

As the bug moves toward Walt, RAISING its dagger-like arm...

A BALL OF FIRE

EXPLODES in the walkingstick's face, setting him ABLAZE!

The bug backs off, SCREAMING HORRIBLY as flame consumes it!

A HUMAN HAND comes into frame, grabbing Walt and yanking him to his feet. It's --

THE HOMELESS MAN

He's holding that bug spray can and a lighter (the source of the fire ball) and is looking up at the hill with concern.

WALT (CONT'D)

You...?

HOMELESS MAN

Oliver. My name is Oliver. Come.  
The crickets are proximity guards.  
They won't follow us much further.

He leads Walt towards a large area of WOODS that borders the road. For a man with a LIMP, he moves pretty quickly.

WALT

Proximity guards? What the hell is  
going on here?

OLIVER

They're genetically enhanced  
insects. They've secretly infested  
the entire town.

WALT

*Genetically enhanced insects?*

OLIVER

And if my calculations are correct,  
it's going to get a lot worse.  
(beat)

Their secret infestation is about  
to turn into an all-out massacre.

Walt REACTS to this as they enter the woods.

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

... Welcome to Stillwater.

Behind them, the walkingstick's BURNING SHRIEKS grow even LOUDER and more HORRIBLE!

INT. LIVING ROOM -- HATCHER FAMILY HOUSE -- NIGHT

In stark contrast, the house is VERY QUIET. Kate tip-toes to the front door, dressed in BLACK with binoculars in hand.

LIZ (O.S.)  
What are you doing, sweetie?

Kate whirls to see that Liz has stepped out of the kitchen.

LIZ (CONT'D)  
You're not about to spy on those neighbors you told me about?

KATE  
(re: binoculars)  
Me? No! I'm going... bird watching. I thought I saw a Blue Heron outside my window.

LIZ  
You're going bird watching now?  
It's dark out.

KATE  
The Heron is a nocturnal bird.

Jackson enters the living room, also headed for the door.

JACKSON  
Bye, Mom. See ya, sis.

LIZ  
Wait a minute, Jackson. I know you're not bird watching.

JACKSON  
Me? No, I'm going out to lose my innocence to a strange girl on some playground equipment.

LIZ  
Don't be flip. If you need a little air just say so.

JACKSON  
Well, I was trying to spare "certain people's..."  
(tilts head towards Kate)  
...feelings. But I definitely could use some fresh air.

KATE  
Now it's just old, Jackson.

LIZ

Your father should be home any minute. I thought we could all order pizza.

JACKSON/KATE

Not hungry./ Yeah, not hungry.

LIZ

Okay. Just don't go too far. And I want you back in an hour. Agreed?

The kids chorus agreement, slamming the door as they EXIT. Alone now, Liz drops her upbeat attitude for a moment. Rubs her temples. And her eyes. But then, notices something...

LIZ (CONT'D)

Okay, that is *really* disgusting.

It's just Kenny. He's picking his nose with a finger in each nostril and offering the booty to BOTH Shelly and Phelps.

LIZ (CONT'D)

It's bath time for you, young man.

INT. BATHROOM -- HATCHER FAMILY HOUSE -- NIGHT

Kenny SQUEAKS a RUBBER DUCKY happily as Liz gives him a bath.

LIZ

We're almost done shampooing your hair. Can you say, *shampoo*?

Kenny looks up at her with a big, happy, silent SMILE.

LIZ (CONT'D)

Okay, then maybe just give mommy some tiny act of reassurance that you are simply just a late bloomer.

Kenny stares at her for a moment. Then SQUEAKS that ducky again. Liz laughs. Tousles his wet hair.

LIZ (CONT'D)

I know you're a genius. You're just a *quiet* genius.

She reassures herself with these words for a minute. Then she looks down... and sees what Kenny is doing.

LIZ (CONT'D)

Kenny, honey, don't stick the ducky in your nose.

INT. BEDROOM -- HATCHER HOUSE -- NIGHT

Liz now tucks Kenny into bed. He's already sleeping happily with his doll. Liz adjusts the covers. Gives him a kiss.

Then she walks past all the moving boxes and back into --

THE BATHROOM

The bath has been RUNNING, filling the tub higher with STEAMING hot water.

Liz shakes in some bath salts and adds bubble bath. The water FROTHS as she sheds her clothes and steps into the tub.

She reaches for an iPod next to the tub and carefully puts it on. Then she takes a wash cloth, drapes it OVER her eyes.

LIZ

Calgon, take me the hell away from here.

Now she settles in for a nice, long sensory-deprived SOAK.

The iPod STARTS. Something ballady and bathtub appropriate. Perhaps Celine Dion's luxurious cover of "Alone."

And, right on cue with the intro, that's when the first --

BEETLE-LIKE BUG!

Pokes his head and hairy pincers out of the bathtub faucet.

This is a SUPER STINKBUG. We'll find out why soon enough.

The thick shell and awkward, shuffling walk give this slimy, aversive bug a sense of being overweight and out-of-shape.

The stinkbug DROPS out of the faucet and into the tub, landing with a PLOP in the bath water right next to Liz!

He hasn't seemed to notice Liz as she relaxes and gets more comfortable, coming within INCES of the disgusting creature.

*And if this weren't bad enough...*

The ugly bug now PROPELS himself through the tub by flapping his hairy arms and RELEASING BURSTS OF AIR FROM HIS PYGIDIUM!

For you non-entomologists, that means his ASS.

The air shoots out of the bug's behind with a high-pitched FLATULENT SOUND, creating BUBBLES in the froth of the bath.

He "swims" like this across the tub past Liz, then climbs up the rim of the tub where he encounters Kenny's rubber ducky.

Threatened, the bug's eyes get big and he HISSES viciously.

When the ducky shows no signs of backing down, the stink bug spins around and POINTS HIS ASS at the ducky.

With a SOUND horribly familiar to anybody who's ever eaten egg salad in Tijuana, a CLEAR LIQUID MIST SPRAYS out of the bug's ass and onto the ducky!

The rubber ducky instantly WITHERS into YELLOW PLASTIC MUSH.

A moment later, Liz's nose starts to twitch. She's smelling something HORRIBLE. She lifts her washcloth. Looks around.

NOTHING. No stink bug in sight.

Confused but not wanting to get up, she pours a few drops of bubble bath on the wash cloth and pulls it down to cover her NOSE as well as her eyes.

And as she sinks back into her senseless reverie, we see the stink bug has crawled all the way across the bathroom floor.

He PEERS under the crack in the door, giving him a PERFECT VIEW of the KITCHEN. Assorted boxes and cans of FOOD sit on the counter. Not yet put away.

Satisfied, he RAISES his pygidium high into the air and toots out a triumphant, summoning WHISTLE of FLATULENCE. And now --

MORE STINKBUGS!

Poke their heads out of the bathtub faucet, one by one.

As Celine belts the refrain, the bugs begin DROPPING into the bath water all around Liz, landing with little PLOPS.

Liz is really RELAXING now, SINGING ALONG to the music: "And now... it chills me to the bone! How do I get you alone?"

Meanwhile, the DOZENS of bugs pass their gas, PROPELLING themselves through the tub past Liz and creating a roiling --

*BUG FART JACUZZI!!!*

No need to draw this out. If we did this correctly, our kids now have something to talk about in camp tomorrow and we will never, ever set foot in another bathtub as long as we live.

As a final, lingering stinkbug uses oblivious Liz's leg as a RAMP, skittering up to the rim of the tub, we go to --

EXT. DARK WOODS -- STILLWATER -- NIGHT

Leading Walt through the woods, Oliver moves briskly, keeping his eyes and ears peeled for any signs of danger.

WALT

... So you're telling me all these super, killer bugs are loose? And the company that made them isn't even *doing* anything?

OLIVER

They did something. They shut down the facility. Paid off employees. District officials. The local media. Anybody who mattered.

WALT

But what about... everybody else?

OLIVER

Since when does anybody ever give a damn about them?

Hearing something ahead of them, Oliver suddenly CHANGES DIRECTION, yanking Walt along with him.

OLIVER (CONT'D)

The company said things would eventually go back to normal. The life span of the bugs is no more than two, three months. And none of them are able to reproduce.

WALT

The bugs can't reproduce?

Hearing something else, Oliver GRABS Walt and PULLS HIM DOWN behind a large fallen tree. He now whispers...

OLIVER

They said that three months ago. So I guess we'll know soon enough.

And with that, he SPRINGS UP from behind the fallen tree. Using the lighter and bug spray, he sprays a FIREBALL directly at an oncoming walkingstick!

The bug screams and burns as the two take off running again.

WALT

But this is an entire town!  
They've infested an entire town!  
You can't cover that up!

OLIVER

The bugs are clever. They were mostly staying hidden. Avoiding human contact. Preying on smaller animals. I'm sure you've seen the missing pet fliers.

Suddenly, Oliver pauses. Head cocked. Listening.

Then he whirls around to FIREBALL another crazed, rushing walkingstick. The bug goes down screaming and grasping at Walt's neck. The two men resume running.

OLIVER (CONT'D)

But these past few days, they've become increasingly agitated. Taking more risks. Snatching more pets. It's not like they're dying out. It's more like they're... stockpiling food. I don't know why. But I know it can't be good.

WALT

You're saying the bugs are all... working together?

OLIVER

Are you familiar with the concept of "connectivity?" In our deepest brains, there's a hive mentality. Like we're all... one big family. That's how they're behaving.

Walt nods as he POINTS behind Oliver. Oliver whirls around to FIREBALL a third attacking walkingstick. Then...

OLIVER (CONT'D)

The crickets, the walkingsticks... you already met them... they've been guarding the facility. Meanwhile, the Gunner Wasps. The Bleach Leeches. The Dragontulas. The Roid Roach. They've been gathering food and materials.

WALT

The... Roid Roach? What's that?

But Oliver just points toward a small path leading upward...

OLIVER

This path will take us back onto the main road.

EXT. DARK ROAD -- EMERGING FROM THE WOODS -- NIGHT

Oliver & Walt step out into a dark road leading back into the commercial district. Walt has his cellphone out...

WALT

Still no bars. I can't seem to get a signal.

OLIVER

... Of course you can't.

Walt stares at Oliver, realizing the implications of this.

WALT

My house is only a few miles away. I'll have to make a run for it.

OLIVER

After you get your family out of town, I'll need you to meet me by the facility. If we can sneak past the sentries we'll have a decent chance of slipping inside.

Walt stops in his tracks. Turns to Oliver...

WALT

Wait a minute. You want me to rescue my family and... come back?

OLIVER

You have to. Something big is about to go down. We've got to figure out what it is. Before it's too late.

WALT

Okay, you need to stop saying we.

OLIVER

Please. I can't do this alone.

WALT

Look. Oliver. I'm just an unemployed paper pusher. Not some bug-slaying freedom fighter.

OLIVER

If not you... then who?

WALT

I can go to the state police. I can find you help. I promise.

But now, Oliver is looking down on the ground in front of them. His eyes getting HUGE!

OLIVER  
... Oh no! She found us!

Walt glances over to where Oliver is looking.

And there she is. Sitting on the street right behind him. That tiny, perfectly normal-looking LADYBUG.

But if that's the case, why would Oliver be so TERRIFIED?

WALT  
Who found us?

OLIVER  
Her! The queen!  
(to the ladybug)  
You! Stay away!

That's when they both hear it. Something unmistakable. That chilling little GIGGLE.

The little bug hops a few inches closer to Oliver.

Oliver immediately SCREAMS and takes off running... as if from the SCARIEST CREATURE on the planet.

OLIVER (CONT'D)  
WALT!!! GET OUT OF HERE!!!

Walt doesn't need to be told twice. He also takes off RUNNING in a different direction.

And now, HOLDING on the ladybug, we finally see why Oliver was so intimidated as --

TWO LONG, SKINNY INSECT ARMS POP OUT!

From underneath her shell. LIFTING IT OFF! Revealing it was actually a kind of --

LADYBUG COSTUME

It conceals A MUCH LARGER BUG that was folded and squashed and contorted underneath... and is now beginning to UNFURL.

Before we can see ALL of her, we cut back to Oliver... racing away as fast as he possibly can.

Until something DROPS DOWN in front of him with a concrete-cracking THUD!

We catch sight of CLAWS and HAIR and TALONS as we look over her shoulder... way, way down at the terrified Oliver.

Then she lets loose with a SOUND. A much louder and deeper and more nefarious version of that same soul-numbing --

GIGGLE.

EXT. DARK ROAD -- NIGHT

Walt is SPRINTING down the road when SOMETHING HUGE COMES ROCKETING UP NEXT TO HIM!

It's one of those intimidating bikers we saw earlier. He motions for Walt to stop running.

BIKER

Dude? Are you okay?

WALT

(out of breath; pointing)

I know... this is... sounds  
crazy... bugs everywhere... genetic  
super bugs... want to kill us...!

Walt knows he's not sounding too convincing. But then...

BIKER

(after a moment)

Of course! It all makes sense!  
The missing pets! The weird  
movements in the corner of my eye.  
(re: his bike)  
Hop on. I'll help you. I'm Ted.

WALT

Oh. Thank God.

Walt breathes a huge sigh of relief and steps toward the motorcycle, when just then --

A SHRIEKING DRAGONTULA POPS UP BEHIND THE BIKER!!!

It GRABS TED IN ITS TALONS AND THEN YANKS HIM OFF THE MOTORCYCLE, LIFTING HIM INTO THE AIR!

SPREADING its VAST, GLOWING WINGS! It takes off flying, carrying the SCREAMING biker off to God knows where!

As the "Dragontula" disappears into the night, Walt is now left ALONE with Ted's still-throttling motorcycle.

He takes a hesitant step toward it...

EXT. ENTRANCE -- STILLWATER PARK -- NIGHT

The gate is PADLOCKED SHUT and a sign indicates: "PARK CLOSES AT NIGHTFALL." But a labored GRUNTING tells us that --

JACKSON is not to be thwarted. He's climbing up the fence to get into the park. That is until SOMETHING GRABS HIS LEG!

It's a PARK RANGER with a flashlight...

PARK RANGER

Hey kid! What do you think you're doing? The park is closed.

JACKSON

What?!? Oh! The park is *closed*? I thought this jungle gym seemed a tad high. It all makes sense now.

PARK RANGER

Are you kidding me? Get out of here. Go home.

JACKSON

I can do that. I can go home.

He jumps down and starts to walk away. But then...

JACKSON (CONT'D)

But, first, can I level with you?  
(seeing his name plate)  
Ranger Dan? One guy to another.

PARK RANGER

You want to level with me?

JACKSON

Yes. Yes I do. See, my family got hit pretty hard recently. We lost our money. Our home. And, I'll say it, I lost my confidence. However, today, I discovered the silver lining on this cloud of poverty, humiliation, and despair.

PARK RANGER

... Okay?

JACKSON

When your family is forced to move to a bad kind of neighborhood... you can meet a bad kind of girl.

He takes a step towards the ranger, picking up steam...

JACKSON (CONT'D)

The kind of girl who -- even though she is like exceptionally hot and you're basically kind of a dork -- will still be happy to meet you *inside a tube slide* in what you are certain will be the single greatest night of your life. But that's only if strong, handsome Ranger Dan agrees to look the other way, while you climb that god-forsaken fence.

The park ranger STARES at Jackson for a long moment.

PARK RANGER

Wait a minute. You're sneaking into the park to meet a girl?

JACKSON

Yes, sir. That's correct.

PARK RANGER

Well, why didn't you say so in the first place? Here, let me open these gates right up for you!

JACKSON

... Really?

PARK RANGER

No! Get the hell out of here! Go home. Before I take you in.

JACKSON

Please, sir. I'll be back in five, ten minutes tops. She's probably already in there. My *dream girl*.

As Jackson gazes through the fence longingly, A GIANT TONGUE-LIKE APPENDAGE ROCKETS INTO FRAME, ADHERING TO RANGER DAN AND YANKING HIM BACK OUT OF FRAME BEFORE HE CAN EVEN SCREAM!!!

A beat. Then, Jackson turns back from the fence obliviously. Sees that the park ranger has now completely VANISHED.

JACKSON (CONT'D)

Hello? Ranger Dan? Hello?

(no response)

Huh. Guess he had a change of heart. ...Good for him.

Jackson hops back onto the fence, re-starting his climb.

EXT. STILLWATER PARK -- NIGHT

Jackson tromps through the DARK, WOODSY park grounds. He rounds a corner, grinning with joy as he spots:

THE CHILDREN'S PLAYGROUND!

AMELIA (O.S.)  
Pssst. Hey, Jackson.

Jackson turns to the voice, noticing a long TUBE SLIDE. At the top of the tube slide ladder is a GIRL. It is *the girl!*

Amelia. She is *actually here.*

JACKSON  
Hey, Amelia.

AMELIA  
So glad you could make it.

JACKSON  
... I can make a lot of things.

God, that was lame. But it doesn't seem to bother her one bit. In fact, she SMILES like he's the coolest guy around.

AMELIA  
Follow me.

And with that, she crawls inside the tube slide and PUSHES OFF, disappearing inside the plastic tube.

Jackson hurries over there, climbs the ladder, and peers into the slide. But it's PITCH DARK inside the tubing. He lowers himself into the slide.

JACKSON  
Hello? Amelia? It's slippery.

He pushes off and starts to SLIDE DOWN...

JACKSON (CONT'D)  
All right. Here I come.

But he wasn't wrong. It is exceedingly SLIPPERY. Jackson picks up SPEED as he WHIZZES down and around the turns.

JACKSON (CONT'D)  
You might want to get out of my  
waaaaaaaaay!

Jackson rockets towards the bottom. Unable to stop, he GOES FLYING OUT OF THE SLIDE, landing heavily on the ground.

But as he hits the dirt, it GIVES WAY underneath him.  
Jackson now finds himself SLIDING DOWN AGAIN into a big --

PIT OF MUD

Recovering, Jackson tries to get to his feet. But he's STUCK in the mud on his back, making it very difficult to move.

JACKSON (CONT'D)  
Okay, I think we've suffered a minor setback here. Hello?

Silence. Eerie SILENCE. And then... a slower, creepier version of that same fricative HISSSSSING.

VOICE (O.S.)  
PSSSSSSSSSSSSST.

A horrific, shadowy FIGURE appears on the side of the pit.

JACKSON  
Amelia? Is that you?

The figure slowly DESCENDS on what seems to be a strand of WEB, closing in on the helpless Jackson.

"AMELIA'S VOICE" (O.S)  
Oh yes, Jackson. It's me. Are you ready now to... have some fun?

It's very dark, but there's no mistaking the shape. This is a HUGE SPIDER that's descending towards him. Its torso is the size of a beach ball with hairy LEGS and a SHARP BEAK.

As Jackson's brain processes the shape he starts to FREAK!

JACKSON  
Hello? Oh my God! Holy crap!  
You're actually a giant... oh my... crap! I knew this was way too good to be true.

He SCRAMBLES around but he can't get traction in the mud. He falls again on his back as the bug continues its descent.

JACKSON (CONT'D)  
Please! I'll do whatever you say.  
I'll bring you humans to feed on.  
Lots of them. I'LL BE YOUR SLAVE,  
SPIDER QUEEN! SPARE MY LIFE AND I WILL BE YOUR WILLING SLAVE!

But now, the spider has gotten very close. And with this proximity, the ILLUSION rapidly falls away...

The "monster" is, in fact, only a BEACH BALL that's been painted and decorated to resemble an arachnid beast.

Amelia now appears at the top of the pit. She holds a rope attached to the "spider" and, also, a VIDEO CAMERA.

AMELIA

Wow! Bravo! That was amazing! By far the best work I've ever done!

JACKSON

What? What's going on?

AMELIA

YouTube is just the beginning for this video. We could go viral. You'll be bigger than the sneezing pandas. I mean, you were *begging to be my slave*. How great is that? I just wish you'd wet your pants. Okay. Bye!

With that she runs off, leaving Jackson muddy and alone.

JACKSON

(calling after her)

So... can I see you again?

As if in response, a new wave of mud slides down the side of the pit, landing on Jackson's face and mouth.

Jackson lays there another moment. Finally, he struggles to his feet, wiping mud from his eyes, not yet seeing the --

VERY, VERY REAL FOUR-FOOT SPIDER!

That's standing right there behind him, watching him.

REAL GIANT SPIDER

(very real sounding)

Psssssssssssssssssssst!

Hearing the sound, Jackson turns around to face the spider...

But his eyes and face are still very MUDDY. So when he sees this thing, it's not quite the reaction we want from him...

JACKSON

(calling out)

Oh, come on! How stupid do you think I am, Amelia?

The spider stands there, not offering any verbal assessments as to Jackson's intelligence.

JACKSON (CONT'D)  
You think you can get me twice in  
one night?

Jackson now approaches the spider fearlessly. Convinced he's getting punked again, he's determined to put on a show.

JACKSON (CONT'D)  
(to spider)  
Well, hello there! You're awful  
cute! What's your name?

GIANT SPIDER  
Psssssssssssssst!

JACKSON  
Oh whasa matter? Is spidey-widey a  
widdle grumpy-wumpy? Does he need  
a little scratchy-scratchy?

That's when Jackson reaches over and starts to SCRATCH the spider on his thorax as one might do to a Golden Retriever.

JACKSON (CONT'D)  
Oh yes he does! He's a little  
itchy. He's an itchy boy.

Weirdly enough, the spider actually seems to be enjoying this. As Jackson continues scratches him, the beast begins to GRUNT happily and kick his legs like an ecstatic dog.

After a moment, he FLOPS onto his back so that Jackson can really get to work on him, grunting louder with excitement.

That's when Jackson starts to realize that this situation might not be exactly what he thought it was.

Eyes narrowing, he stops scratching. Starts to back up.

JACKSON (CONT'D)  
No way.

Frustrated the scratching has stopped, the spider gives an impatient GROWL. He still wants more.

JACKSON (CONT'D)  
No. Fricking. Way.

Annoyed now, the spider struggles to his feet whilst making some very odd SOUNDS. Jackson isn't sticking around.

With all his might, Jackson THROWS HIMSELF up onto the side of the pit, struggling to pull himself the hell out of there!

EXT. STILLWATER PARK -- NIGHT

Panting and terrified, Jackson runs through the park.

JACKSON  
HELP! SOMEBODY HELP ME! IT WANTS  
TO EAT ME!

Turning a corner, he almost slams into --

A DRAGONTULA!!!

It FANS OUT its glowing WINGS and SHRIEKS MENACINGLY at Jackson... who also SHRIEKS in fear right back it!

He then takes off running in a different direction.

EXT. ENTRANCE -- STILLWATER PARK -- NIGHT

A motorcycle ZOOMS around the corner, speeding past the park.

It's Walt. He's racing to get home. But then he sees:

His son, Jackson!

Screaming and frantic and covered with mud, sprinting out into the middle of the road.

JACKSON  
HELP! GIANT BUGS!! HELP!!!

Walt catches up to Jackson, stopping the bike...

WALT  
... JACKSON?!?

JACKSON  
DAD?!? You're never going to believe what's chasing...

WALT  
... I believe you. I totally believe you. Just get on!

Jackson jumps on to the bike behind his father.

JACKSON  
Wow. Dad. You really know how to drive a motorcycle?

Walt gives Jackson a look. Then expertly THROTTLES the bike and BLASTS OFF down the straightway.

JACKSON (CONT'D)  
Oh my God. You do. Shocking.

WALT  
We moved to a town infested by  
super insects and the fact that I  
know how to ride a motorcycle is  
what's shocking to you?

JACKSON  
... Kind of.

They round a corner into the commercial section of town.

It's now complete CHAOS on the streets! People are RUNNING  
and SCREAMING. Car alarms HONKING.

A dragontula flies overhead, carrying a SHRIEKING WOMAN in a  
NET of sticky WEBBING.

WALT  
(to himself)  
It's starting. He was right.

JACKSON  
Who was right?

WALT  
(ignoring him)  
Where is the rest of the family?  
Are they back at the house?

JACKSON  
Mom and Kenny should be. Kate went  
out to spy on the neighbors. She  
said something weird was going on.

WALT  
Oh dear lord. Kate!

EXT. BUSHES -- SIDE OF THE HATCHER HOUSE -- NIGHT

Kate has hidden herself in a cluster of BUSHES. She's staking  
out the dweebs' house, looking through her binoculars.

BINOCULARS POV: Both dweebs are here in their living room.  
They're ARGUING about something as one polishes a TROPHY. We  
also notice more of those CAGES piled next to the wall.

KATE  
Come on. What's in the cages?  
Open it already. Open it up!

Kate crawls DEEPER into the bushes to get a better view. Given what we know about bugs and bushes, we might be starting to feel just a bit nervous for her.

KATE (CONT'D)  
*Okay, so what are you guys doing now? Excellent! Yes! Perfect!*

BINOCULARS POV: The dweebs are now LEAVING the house. They are still arguing...

SECOND DWEEB  
But Slaughtertail needs the upgrade way more than Hammerclaw. He barely survived his last battle.

Kate DUCKS DOWN as low as she can in the bushes as the dweebs pass by her, entering their station wagon and SPEEDING AWAY.

Scrambling up from the bushes, Kate then sprints towards their house, PRYING OPEN a small, ground floor window.

INT. LIVING ROOM -- DWEEBS' HOUSE -- NIGHT

Kate feels her way into the living room of the DARKENED HOUSE, spotting the cages lined up against the wall. She approaches the nearest cage and PULLS OPEN the door...

It's EMPTY! She walks over to the next cage.

KATE  
Is somebody in here?

In response, something COMES TO LIFE, moving around inside the cage! Kate bends toward the cage, speaking gently.

KATE (CONT'D)  
*Don't be scared. I'll get you out.*

Kate unlatches the cage and OPENS the metal door...

KATE (CONT'D)  
*Hi there. Don't be shy. Come on out, little guy. Come on...*

That's when --

HANDS FALL ON HER SHOULDERS FROM BEHIND, MAKING HER JUMP!

It's Liz! She's standing there in her slippers and robe!

KATE (CONT'D)  
Mom! What are you doing here?

LIZ

What am I doing here? I walked outside to look for your father and see my daughter *breaking* into the neighbor's house. I told you no spying, young lady.

KATE

I'm not *spying*. I'm *rescuing*.

LIZ

I don't want to hear any more out of you. Not one tiny peep...

But that's when... SOMETHING COMES BURSTING OUT OF THAT CAGE!

It PASSES Kate and Liz, scuttling to the center of the room, waving a SILVER HOOK. Its movements are STILTED and ROBOTIC!

As Liz and Kate move closer to get a better look, we can tell it is not a living creature at all, but rather a...

KATE

Junkbot! It's only a Junkbot.

LIZ

What? What's a Junkbot?

KATE

It's this show on The Discovery Channel. I've seen previews. These teams of engineering students build robots out of junk. Then the robots... fight each other.

(points)

See, look?

Kate is pointing to a trophy case where we now see several framed PICTURES: The Dweebs posing with ROBOTIC "JUNKBOTS," that boast an assortment of claws, hooks, and WINGS.

LIZ

Look at all these trophies they've won. They must be very talented.

VOICE (O.S.)

Indeed we are.

Liz and Kate whirl around to see the two dweebs, DUSTIN & NICHOLAS, illuminated in the doorway.

DUSTIN

Silverhook! Disengage!

Immediately, the silver robot stops waving its claw and scuttles over to stand by the dweebs.

NICHOLAS

You'd think with our level of supreme talent, we could finally move out of this dump town. But do you know what the "grand" prize was for last month's battle-pit?

KATE

Okay, guys? This was all a big...

DUSTIN

... A three-hundred dollar Radio Shack gift certificate, a smoked ham, and some Dr. Who figurines.

NICHOLAS

So when we catch two low-life snoops like yourselves in our house, our first questions is...

DUSTIN

... What's it worth to you for us not to call the police? I'd say a thousand dollars might do it.

LIZ

Now just hold on a moment here, boys. I think you're getting a bit ahead of yourselves.

NICHOLAS

Breaking and entering. Property damage. First degree theft. And we will press charges.

Picking up the phone, Nicholas notices a HOLE in the sleeve of his shirt. Then he shrugs and starts to dial...

LIZ

We don't have a thousand dollars.

KATE

I could bake you boys something. Do you like bundt cake?

Dustin now notices a STRANGE HOLE in his sweater. He inspects it for a moment, then murmurs to Nicholas...

DUSTIN

By the way, degrees are only used for murder charges. Not theft.

NICHOLAS

There's degrees of theft...

DUSTIN

No there's not. Theft is theft.

As the dweebs argue, Kate elbows Liz to get her attention. She subtly motions to something behind the dweebs:

It's those strange, shimmering CAMO-MOTHS we saw in the lab! They're here! Fluttering up from various hiding places.

NICHOLAS

Why do you always correct me?

DUSTIN

Because you're always wrong.

NICHOLAS

Well, you're a *first degree* assh...

Just then, one of the moths FLAPS UP from where it was camouflaged on his sweater. IT UNHINGES HIS JAWS AND CLAMPS ONTO HIS NOSE!

NICHOLAS (CONT'D)

OW!!! Holy God! What was that?

With increasing aggression, the moths are now swooping in and attacking both of the helpless dweebs.

DUSTIN

Whatever they are... I think they're trying to kill us!

NICHOLAS

Silverhook! ATTACK!

That Junkbot comes to life, swinging its metal hook around USELESSLY as the moths swarm. It's pretty PATHETIC really.

A few moths swoop in, easily BITING THROUGH Silverhook's exposed wires.

The robot immediately falls down LIFELESS.

NICHOLAS (CONT'D)

SILVERHOOK! NOOOOOOO!!!

LIZ

Kate! Look!

A second CLOUD of moths is FORMING away from the two dweebs. They've clearly got Liz and Kate in their sights.

KATE  
(re: moths in hallway)  
They're blocking the front door!

LIZ  
The window!

Both of them turn and run towards that window that Kate pried open. But just as they get there --

A GELATINOUS BLEACH LEECH (FROM WHEN WE FIRST SAW THE HOUSE)  
POPS UP ON THE OTHER SIDE IN A SUCKIE-SLURPIE RAGE!

LIZ (CONT'D)  
... Come on!

With the moths closing in, Liz and Kate sprint away from the window, towards a nearby door. Running into --

INT. BATHROOM -- DWEEBS' HOUSE -- CONTINUOUS

SLAMMING the door closed, Kate grabs some hanging towels and uses them to COVER the crack between the door and the floor.

She then looks over at her mother who is CURLED UP against the wall in fetal position. She is completely freaked out.

KATE  
Mom?

LIZ  
*I. Hate. Bugs.*

KATE  
Mom, we're gonna be okay. They can't get in here.

LIZ  
*Are you sure? Are you really... so... sure?*

KATE  
Yes. Everything's going to be fine, Mom. I promise. Everything is going to be... just fine.

Which is precisely the moment we choose to check in on --

INT. KENNY & JACKSON'S BEDROOM -- HATCHER HOUSE -- NIGHT

Kenny AWAKENS in his bed and looks around. All is QUIET.

INT. KITCHEN -- HATCHER HOUSE -- NIGHT

Two little HANDS appear on the kitchen counter. Kenny is climbing up here! Phelps watches, whimpering from the floor.

And now we see what Kenny was after: a piece of ALUMINUM (the seal of a can of Pringles chips) catches the light.

KENNY

Shiny.

He examines his new prize. Transfixed. But then --

Hearing a THUD, Kenny glances up from his reverie.

And there it is again. Another THUD.

It seems to be coming from the KITCHEN WINDOW just a few feet away from Kenny. As he looks over at it --

A DRAGONTULA APPEARS OUT OF NOWHERE!!!

It THROWS ITSELF against the kitchen window with another THUD, trying to get to Kenny.

Undaunted, Kenny HOLDS UP the aluminum, showing it to the Dragontula and explaining...

KENNY (CONT'D)

Shiny.

This drives the Dragontula completely BERSERK! It redoubles its effort to get through that window. THUD. THUD. THUD.

Kenny LAUGHS. Absolutely fearless. Liking this game.

KENNY (CONT'D)

Shiny!

The Dragontula makes the MOST AWFUL sound we have ever heard! It's FURIOUS and FRUSTRATED and THREATENING and COVETOUS!!!

And as the first small CRACK appears in the kitchen window --

EXT. STILLWATER STREETS -- NIGHT

Speeding along with muddy Jackson holding on behind him, Walt expertly maneuvers the motorcycle...

WALT

We'll be back at the house in two minutes. Everything is going to be just fine...

JACKSON

(re: the motorcycle)

Boy. You're pretty good with this thing, Dad.

WALT

We'll get everybody in the car. And then we'll just... drive the hell out of here.

JACKSON

A man your age. It's very impressive.

WALT

How old do you think I am?

Before Jackson can respond, a loud, teeth-jarring BUZZING gets both of their attention. They turn around to see --

A WASP!

STREAKING through the air in the distance like something out of TOP GUN.

This guy is BIG. At least two feet long. With large, barbed STINGERS visibly protruding from his rear.

And yes, he's in pursuit of Walt and Jackson!

JACKSON

Dad!

WALT

I see it!

JACKSON

Go faster!

WALT

I'm trying!

As the bike picks up speed, the pursuing wasp flies by, firing hundreds of STINGERS like from a MACHINE GUN!

The stingers SLAM into the ground all around the bike... as Walt desperately veers out of the way.

WALT (CONT'D)

Gunner wasp. It's a Gunner Wasp!

JACKSON

What are you talking about?

No time to explain. The wasp is already launching his next SALVO! Walt CUTS sharply, causing the shots to GO WIDE.

He steers into the cut, spinning the bike (so the wasp is behind him again) and heading off the road into --

EXT. PARTIALLY CONSTRUCTED BUILDING -- CONTINUOUS

Walt SPEEDS the bike, maneuvering around the concrete and girders as the wasp tries to catch up to them.

JACKSON

It can only shoot behind. We need to stay ahead of it!

Walt fakes one direction, then weaves the bike into a narrow gully. The loud BUZZING momentarily stops.

WALT

(looking behind)

Hey! Where did he go?

JACKSON

Dad! Look out!

A CONCRETE BLOCK has sprung up on the path in front of them!

As the bike COLLIDES with the block, Walt and Jackson go FLYING OFF of it, LANDING in a muddy ditch.

JACKSON (CONT'D)

Come on! We've got to hurry!

Both of them, now covered with mud and panting, pick themselves up and RUSH over to the fallen bike.

But it's too late: they hear a sudden ANGRY BUZZING!

The wasp is DIVING TOWARDS JACKSON!

With the wasp almost upon him, Jackson instinctively covers his face. Just as --

*A STEEL BEAM comes out of nowhere and WHACKS the insect right in the head!*

Jackson uncovers his face to see: Walt, holding that steel beam like a baseball bat and looking pleased with himself.

The wasp has DROPPED to the ground, more stunned than hurt.

But it gives Walt the opportunity to now PICK UP that concrete block and --

SMASH THE INSECT AS HARD AS HE CAN!

As the wasp's BUZZING weakens, Walt lifts the block and SMASHES AGAIN! AND AGAIN! AND AGAIN!

We should stay on Walt's FACE here.

The dying BUZZ of the wasp and the SQUISHY SOUND of block hitting bug should be more than enough to sell it.

WALT  
(after a moment)  
I think he's dead now.

JACKSON  
... You think?

They stand there staring down. Catching their breath.

A long BEAT.

And now, just when we thought we might be spared, we WIDEN to INCLUDE the GROTESQUE REMAINS of the slain Gunner Wasp.

The mutilated insect stays in FOREGROUND as Jackson and Walt finally turn away, stumbling back to the bike.

JACKSON (CONT'D)  
I gotta say, Dad. That was some pretty clutch play.

WALT  
Thanks, Jackson.

JACKSON  
Perhaps I've been misjudging you.

WALT  
Perhaps.

JACKSON  
I mean, I always thought you were just like this aging, pathetic guy whose entire identity was vested in some stupid job that he wasn't smart enough to hold on to...

WALT  
... Thank you, Jackson.

As a dangling CHUNK of dead wasp gives way to gravity and SPLATTERS to the ground, Jackson & Walt ride into the night.

INT. BATHROOM -- DWEEBS' HOUSE -- NIGHT

Kate kneels by the door, SPYING OUT through the keyhole. Liz has a rolled up a Maxim magazine (from a rack by the toilet) and is wielding it in front of herself with a trembling hand.

LIZ

Those things are still out there?

KATE

(looking through keyhole)

Uh huh.

LIZ

And those two young men? Where are they? What's happened to them?

KATE

I don't see them.

LIZ

But the things are still out there?

KATE

Yes.

LIZ

As many as before?

KATE

Um. Give or take?

LIZ

Give or take?

KATE

Uh huh.

LIZ

*What does that mean?*

KATE'S KEYHOLE POV: The ENTIRE LIVING ROOM has now filled up with fluttering, shimmering, snapping MOTHS.

Suddenly, a moth COMES OUT OF NOWHERE, rushing the keyhole, SNAPPING MANIACALLY RIGHT AT US!!!

BACK TO SCENE. Kate pulls her head away from the keyhole.

KATE

We should probably look for another way out of this bathroom.

LIZ

In our house there's a window above  
the tub.

*She grabs the shower curtain and PULLS IT BACK TO REVEAL...*

No bugs back here. Just a small SEALED window.

LIZ (CONT'D)

Too small. Not even Kenny could  
get through there.

Then she turns back to Kate, suddenly REALIZING...

LIZ (CONT'D)

OH MY GOD!!! KENNY!!! WHAT IF  
THEY'VE GOTTEN TO KENNY!??

KATE

MOM! NO!!!!

But it's too late. Liz PULLS AWAY from Kate, opening the door and RUSHING back out into the living room. Into --

THE MAELSTROM OF SHIMMERING MOTHS.

She wasn't at all prepared for how many of them were going to be out there. She stands there PARALYZED as --

The moths all turn to FACE HER, snapping their enormous JAWS. But that's exactly when:

The THUNDEROUS ROAR of a DIESEL MOTOR fills the room.

The attacking moths are immediately BLOWN AWAY FROM LIZ by GREAT GUSTS OF COMPRESSED AIR.

It's Walt!

He's got that SNOWBLOWER we saw earlier in the car. He's flanked by Jackson, who holds a couple of CROQUET MALLETS.

JACKSON

(tossing Kate a mallet)

Kate! Behind you!

Kate CATCHES the mallet and whirls to face --

That slurpie-suckie leech! It apparently got through the window and is SLURPING ITS WAY ACROSS THE FLOOR TOWARDS KATE!

With no time for hesitation, Kate SWINGS the mallet at the attacking bug, trying to knock it away.

But as the mallet makes contact, the leech FULLY EXPLODES in a SHOWER of BLOOD and SLIME and GELATINOUS GUTS!

Kate is SPLATTERED with the stuff. Her hands, arms, and clothes completely COVERED in the bug's horrible remains.

JACKSON (CONT'D)  
Kate? Are you okay?

Kate turns to Jackson, looking very GUILTY and DISTURBED...

KATE  
*I liked that. I liked that a lot.*

And as Walt continues BLOWING moths out of the way, Liz dashes past him, out the door and toward --

EXT. KITCHEN -- HATCHER HOUSE -- NIGHT

The kitchen window is now a MESS of CRACKS. It looks like it could BREAK any moment as the dragontula HAMMERS away at it.

Inside, Kenny still sits calmly on the kitchen counter, waving to his new friend and GIGGLING.

And now, with the next CHARGE, the glass completely SHATTERS! The dragontula SHRIEKS with glee and prepares to ATTACK!

LIZ (O.S.)  
HALT BUG! THAT'S MY SON!!!

It's Liz, racing across the lawn toward the dragontula. But the furious bug ignores her, CHARGING into the kitchen!

*This really doesn't look good for our little nose-picker.*

EXCEPT THAT KENNY BULLFIGHTERS OUT OF THE WAY AND OPENS THE MICROWAVE DOOR AT THE LAST POSSIBLE SECOND!!!

The dragontula goes CRASHING inside the microwave, the door CLOSING before he can recover, SHUTTING him inside.

DRAGONTULA POV: Kenny WAVES at him through the smoked glass and dangles the aluminum seal one last time.

KENNY  
(muffled by the glass)  
... Shiny.

BACK TO SCENE. Kenny hits START and climbs off the counter, patting Phelps on the head as we hear the off screen...

SPLAT!

INT. LIVING ROOM -- HATCHER HOUSE -- NIGHT

Liz clutches Kenny in her arms. Walt is still wielding that snow blower. We hear the sounds of police and fire SIRENS off in the distance. Walt is addressing everybody...

WALT

... Okay, I want everybody gathered right behind me. We will move to the car at a brisk pace. We will not bicker. We will not quip. We will simply... leave.

(hand on door knob)

Okay, on three. One... two...

KATE

(suddenly)

Oh my God! Shelly! We almost forgot Shelly! She's in my room.

LIZ

Kate, wait...

But Kate is already dashing back into --

INT. KATE'S BEDROOM -- NIGHT

Kate SEARCHES all around the room. And then she notices: she had left her window OPEN. Shelly could have gotten outside.

KATE

Oh no! Shelly! Where are you?

EXT. HATCHER YARD -- NIGHT

For a moment, we're not sure why we are here. We just seem to be looking at a couple of ROCKS on the muddy grass.

Then, one of the rocks pokes out a HEAD. Then little ARMS and FEET. And we realize, we've found *Shelly The Turtle!*

She has gotten through that open window and onto the lawn.

Shelly twists her head around, perhaps searching for any threatening activity. But the coast seems CLEAR. Just rocks and mud and a FEW GARDEN SNAILS a few feet away.

Shelly takes a few steps forward. Then turns her head again. Those snails have gotten just a little CLOSER. And, to make matters worse, one of them LOOKS at Shelly and --

BARES LARGE JAGGED FANGS!!!

And now it's clear! These very frightening KILLER SNAILS are *inch*ing their way towards Shelly!

With an INTENSE MUSIC cue.... *the chase begins!*

ON SHELLY...

Crawling as fast as she can (which isn't very fast) away from the snails.

ON THE SNAILS...

Going as fast as they can (which isn't very fast) in PURSUIT.

BACK ON SHELLY...

Still crawling along the lawn, sneaking a GLANCE back at -- THOSE SNAILS...

Maybe they're gaining on her. It's actually hard to tell.

Thankfully, that's when PHELPS RUNS ONTO THE SCENE!

He grabs Shelly in his jaws and TROTS AWAY! Just like that.

The snails stare after them a while.

*That sucked. It's tough being a killer snail.*

They slowly turn, inching dejectedly back from where they came.

EXT. FRONT WALKWAY -- HATCHER HOUSE -- NIGHT

Walt, hefting his snowblower, leads everybody out to the car. Liz cradles a now-sleeping Kenny. Kate is happily holding Shelly. Phelps trots along behind Jackson.

WALT  
(whispers)  
Anybody see anything?

The rest of the family shakes their head... no.

Liz gets a little closer to Walt. She's recovered from her ordeal and is clearly now liking this side of her husband.

LIZ  
Honey, I forgot how commanding you can be. And you're very imposing with that blower.

WALT  
(playing the role a bit)  
Keep walking, Liz. There's no time  
for shenanigans.

*Nobody notices, a SHADY FIGURE sneaking up behind them...*

VOICE (O.S.)  
BOO!!!!

The family collectively JUMPS. Walt swings his snow blower around, aiming it towards the voice.

AMELIA  
(stepping out of the dark)  
Whoah! Easy there, commander.

JACKSON  
Amelia?

AMELIA  
What are you guys doing? Like...  
capture the flag or something? Can  
I play?

WALT  
Young lady. You need to run back  
to your house and wake your family.  
This community is under attack.

AMELIA  
It's just me and my dad. And he's  
out of town on business. What's  
going on? Who's attacking us?

KATE  
Those! Those are what's attacking  
us!

They all look where Kate is pointing.

In front of them, on the path, are two of those strange ROACHES (we saw when Kate turned on the light earlier).

WALT  
Everybody! Stay absolutely still.  
I don't think they see us yet.

It's true. The roaches seem more interested in each other.  
In fact, one hops ON TOP OF the other and LOCKS INTO PLACE.

JACKSON  
Huh. It kinda seems like the two  
of them are...

WALT  
Don't say it, Jackson.

AMELIA  
... Special friends?

Jackson smiles at Amelia. Finally, somebody with his sense of humor. Annoyed, Walt turns to Amelia...

WALT  
What did you say your name was?

AMELIA  
Amelia Enriquez. I live next door.  
Your son and I go way back.

As Walt weighs his response to this, MORE roaches appear, joining the party. All of them piling ON TOP OF one another.

LIZ  
Um. Does anybody see this?

WALT  
What are they doing now?  
(to Jackson & Amelia)  
Don't say it, either of you.

As we watch the roaches, we now see they are all LOCKING INTO PLACE like tiny pieces in a giant, three-dimensional PUZZLE.

KATE  
They're forming something.  
Something... bigger.

JACKSON  
I think it's a...

AMELIA  
... leg.

Sure enough, the roaches are all MESHING TOGETHER to form a --  
LARGE, HORRIBLE COCKROACH LEG!

Realizing the implications of this, the family (and Amelia) now TAKES OFF RUNNING TOWARD THE MINIVAN.

As they enter the car, more roaches swarm out, CONSTRUCTING what is shaping up to be...

THE MOTHER OF ALL ROACHES!

INT. HATCHER FAMILY MINIVAN -- NEIGHBORHOOD STREETS -- NIGHT

Walt SPEEDS through the neighborhood, putting as much space as he can between them and the still-assembling giant roach.

AMELIA

You think they're going to... I mean *it's* going to come after us?

WALT

(speeding up more)

Doubtful.

JACKSON

If it did, it would be just like that story.

KATE

What story?

JACKSON

You know. That scary story. The Russian guy. He gets chased by a giant cockroach.

KATE

There's no such story.

JACKSON

Sure there is.

WALT

Kids, please. We really have bigger concerns right now.

EXT. WALKWAY -- HATCHER HOUSE -- NIGHT

And is Walt ever right about that!

We only get a GLIMPSE of this huge, coprophagous BEAST, now FULLY FORMED, as it BARRELS OFF in pursuit of the minivan!

INT. HATCHER FAMILY MINIVAN -- NEIGHBORHOOD STREETS -- NIGHT

As Walt RACES the car through the neighborhood...

KATE

You're thinking of "The Metamorphosis" by Franz Kafka. The Russian guy wakes up to discover he's turned into a giant cockroach.

JACKSON

No. That doesn't even make sense.  
Why would *that* be scary?

KATE

Because it's dark and existential.

JACKSON

It's scary if you're being *chased* by a giant bug. Not if you are the giant bug. Then *you're* the thing that *everybody else* is afraid of.

KATE

Right! That's exactly right!  
That's what *makes* it existential.

JACKSON

Oh, okay Miss "I-make-up-words-to-sound-smart."

AMELIA

Do you two always argue like this?

WALT

Yes.

LIZ

Always.

Jackson and Kate now turn to face the front seat.

JACKSON

Come on now. That's not true.

KATE

Yeah. There's lots of times we don't argue.

WALT

Oh, please! You guys can't go more than ten seconds without...

WHAM!!! Just at the moment we weren't expecting it!

A HUGE PINCER THE SIZE OF A LAMP POST, SLAMS INTO THE CAR, KNOCKING IT ACROSS THE ROAD!

Walt wrestles with the wheel, managing to REGAIN CONTROL and STOP the car.

He looks through the SMASHED OPEN driver side window to see:

*A ROACH THE SIZE OF A GREYHOUND BUS!!!*

Is CHARGING at the minivan for a second attack!!!

JACKSON

Dad...

KATE

Dad...?

LIZ

Walt...!?!?

AMELIA

DRIVE!!!

Walt finally STOMPS on the accelerator. The minivan SURGES FORWARD at the last possible second, DODGING the attack.

The roach OVERSHOOTS, CRASHING into a cluster of dumpsters and FLATTENING the metal bins.

Walt SHOOTS AWAY down the road as the gargantuan "Roid Roach" rights itself and skitters after them.

HIGH VIEW

The minivan blasts through the streets of Stillwater with the roach gradually catching up to it and SNAPPING at its heels.

INSIDE THE CAR

The kids peer through the back window as the huge, hideous thing gets CLOSER and CLOSER, BELLOWING HORRIBLY as it runs.

JACKSON

So, Kate. And, given our prior discussion, I really am curious about this. Who would you rather be right now? Us? Or...

KATE

Shut up! Just shut up!

LIZ

(pointing at the roach)  
Walt. Something's happening!

She's right. Still pursuing them, the roach LIFTS its head in the air and makes a sound like a WET, HEAVING COUGH!

That's when a GEYSER of SMALL ROACHES come SPEWING OUT OF ITS MOUTH and into the air, landing on the roof of the minivan!

The smaller roaches immediately start LOCKING TOGETHER, forming a MEDIUM-SIZED ROACH (about the size of a possum).

JACKSON  
DAD!

The medium-sized roach is pushing his head through the smashed open driver's side window, snapping his jaws!

Driving with one hand, Walt tries to SHOVE the medium-sized roach back through the window with his other arm.

But the bug soon realizes that it is just too big to fit into the car this way.

So he scrambles back up onto the roof, SCRAPING at the metal, trying to TEAR A HOLE to get into the car.

As Walt desperately tries to outmaneuver the giant roach, the others listen to the awful sound of CLAWS scraping on METAL.

They watch as a SMALL HOLE opens up in the roof, giving them a look at the roach up there. It SNEERS down at them.

LIZ  
Walt! You have to shake it off!

WALT  
(pointing at the big one)  
I'm still worried about him!

But he obliges, TWISTING the steering wheel back and fourth while still trying to evade the giant roach.

As the car SWERVES, the possum-sized roach hangs onto the roof for dear life. But then it gets an idea...

Its features begin to SQUIRM and WIGGLE as it now UNLOCKS, turning BACK into HUNDREDS of the smaller roaches!

The small roaches pour through the hole and INTO THE CAR!

AMELIA  
They're in! They're coming in!

KATE  
(taking off a shoe)  
Squash them! Before they form back together!

She takes aim at two roaches that are trying to lock together and... WHAM, WHAM, WHAM... clobbers them with her sneaker.

From the looks of this, her incident with the leech must have severely softened her stance against bug violence.

And it seems to work. Both roaches CRUMBLE and drop lifelessly to the floor of the car.

Jackson and Amelia stare at Kate. Very impressed...

JACKSON

Jeez.

AMELIA

Nice.

Then, they pull off their own shoes and get to work, SMASHING AT the ever-growing number of roaches.

Walt continues his heroic driving as his family climbs over and around him, smashing at the frenzied roaches.

Even Liz, holding Kenny protectively, makes a few squeamish attempts with her slipper as Phelps BARKS helpfully.

Catching a glimpse of a sexy TOE RING on Amelia's BARE FOOT, Jackson is momentarily DISTRACTED. But then he gets back to business, slamming away at the bugs for all he's worth.

Yet for every one roach they kill, five more are flooding inside the car and LOCKING TOGETHER. It looks hopeless.

But then...

WALT

He stopped. He stopped chasing us.

Sure enough, the giant cockroach has simply STOPPED, receding in the distance as Walt continues speeding down the road.

And now, the remaining small roaches also seem to have picked up the signal. All as one, they ABOUT-FACE and stream BACK OUT of the car, skittering off into the night.

The family watches in AMAZEMENT and RELIEF as the roaches all simply abandon the attack.

JACKSON

They gave up. They just gave up.

(after a moment)

We beat them.

The family registers these words...

And then, everybody begins CHEERING and HIGH-FIVING!

LIZ

But why? Why did they just stop?

KATE

We must have gotten them too far away from the nest.

WALT

The nest? What do you mean?

KATE

Most animals, even bugs, like to stay close to home. So they can protect their young.

WALT

Their... young?

JACKSON

Who cares! We're safe! We did it!

(to Amelia)

You were awesome!

AMELIA

You were awesome!

Carried away, Jackson & Amelia share a BIG KISS! Then Amelia pulls away... surprised she enjoyed that as much as she did.

LIZ

(to Walt)

I think you were pretty awesome!

It's the first TRULY JOYOUS moment for our family. And quite well-deserved. Just one problem...

Everybody is so busy CELEBRATING that no one sees:

THE LARGE DRAGONTULA!

SWOOPING IN next to the driver's side window!

It SPITS its WEBBING right into the car, directly at --

KATE

PHELPS!!!!

Before anybody can get it together, Phelps has been SNAGGED by the webbing!!!

THE DOG IS THEN LIFTED UP AND AWAY, HIGH INTO THE AIR BY THE DRAGONTULA'S WEBBED NET!

Phelps looks down at his family, rather sheepishly, as the flying insect carries the poor dog away into the night.

And off of Phelps' despairing HOWLS --

EXT. HIGHWAY -- NIGHT

The family (and Amelia) drives in awful SILENCE. No bickering. No name-calling. Kenny sleeps in Liz's lap. Even Shelly The Turtle seems depressed as she pokes her head out of her shell, looks around, then retreats back inside.

WALT

... We're safe. That's the most important thing.

Nobody bothers to respond to this.

WALT (CONT'D)

Next exit we'll stop. We'll get help. He might still be okay.

He obviously doesn't believe that. But nobody even bothers to call him out on it. More dreadful SILENCE.

WALT (CONT'D)

I mean, Phelps is no pushover. Remember what he did to those sofa cushions? That took strong teeth.

JACKSON

You don't need to act like you're upset, Dad. We know you never liked him.

WALT

Why would you even say that, Jackson? Of course I like Phelps.

JACKSON

Really? Could have fooled me.

WALT

What are you talking about? I loved that dog. He was a perfectly lovely, lovable dog.

KATE

I'll bet he didn't know you felt that way. And now he never will.

WALT

He's a dog. What should I have done? Written him a sonnet?

KATE

You didn't pet him. You didn't walk him. You didn't talk to him.

JACKSON  
Except to yell at him for humping.

LIZ  
I think what they're saying, honey,  
is that unless he was doing  
something wrong, you pretty much  
acted like he wasn't there.

Walt shoots Liz a look. He can't believe that she's taking  
their side.

WALT  
... I've been working.

KATE  
No you haven't. Not for a while.

WALT  
Trying to find work is work.

JACKSON  
What about trying to find excuses?  
Is that work?

LIZ  
Or rolling your eyes and feeling  
sorry for yourself? Is that work?

KATE  
Or being distant and sarcastic and  
short-tempered all the time? That  
takes a lot of work, right? No  
wonder you didn't have time to talk  
to him.

JACKSON  
...Or play ball with him.

LIZ  
...Or scratch his belly when he  
wanted a little affection.

Walt sputters a bit, not sure how to respond to this assault.

AMELIA  
Okay, I'm just catching up here.  
But you guys aren't talking about  
the dog anymore, are you?

Walt stews for another moment. And then, suddenly, he pulls  
the car over and STOPS it on the shoulder of the road.

Without further comment, he EXITS the car and SLAMS the door.

EXT. SHOULDER OF THE ROAD -- NIGHT

The Honey-Fresh facility is just barely visible on that high hill off in the distance.

Walt stares up at it. Lost in thought.

After a few moments he is joined by Liz. This should feel reminiscent of the very first time we met these two.

LIZ

Honey? I'm sorry about that. It was unfair of us.

Walt doesn't respond right away. He just keeps looking off in the distance. But then...

WALT

No it wasn't. You were right. All of you. You were absolutely right. I haven't been there. Not for Phelps. Not for any of you.

LIZ

Not until tonight. Tonight you were there. In a big way.

WALT

I guess I didn't realize it until I was being chased through those woods, thinking I might never see any of you again.

(beat)

That fear. That sense of real loss. Not just money. Or jobs. Or houses. But things that actually matter. That woke me right up.

LIZ

Sometimes, they say that's what needs to happen.

WALT

It took the smartest insects in the world to show me how stupid I really am.

LIZ

You're not stupid. You were just anxious about the wrong things.

Walt looks at her. Takes her hand. A nice moment. They stand there like this, hand in hand, staring together at the Honey-Fresh facility. And then...

WALT

Liz?

LIZ

Yes, sweetheart.

WALT

(points to the facility)  
That's their nest. It's where they  
took Phelps. I'm sure of it.

LIZ

... What are you saying?

WALT

I think you know what I'm saying.  
(beat)  
Phelps is part of my family. And  
nobody messes with my family.

Liz regards Walt for a LONG MOMENT. But then...

LIZ

Walt, I can't let you do this...  
(after a moment)  
Alone. Because those things were  
really starting to piss me off too.

JACKSON (O.S.)

Hey, I wasn't so crazy about them  
either.

Liz and Walt turn to see that Jackson, Amelia, and Kate (holding Kenny) are walking over to join them. Kate has a new gleam in her eyes...

KATE

We'll need more croquet mallets.  
Ones with a little more heft.

AMELIA

You can count me in. Long as  
you've got some kind of a plan.

WALT

I do. I have a plan. There's some  
stuff we need to... build.

Which is when Kenny opens his eyes and SHOUTS...

KENNY

NO MORE TALK! GET PHELPS NOW!

As the Hatchers stare at Kenny in total AMAZEMENT, we go to --

## A SET OF KEYS.

We recognize them as Buff's keys that Walt found earlier. They TURN a lock, opening doors to --

INT. "KITCHEN SINK" HARDWARE STORE -- NIGHT

Walt, Amelia, and the rest of the family rush into the store with purpose. They begin GRABBING items off the shelves.

WALT

... Tarps, tents, rain gear...  
anything labeled as water proof  
should do the trick.

JACKSON

(going through a shelf)  
What about these pool toys?

WALT

Yes. Perfect.

Kate has grabbed an ALUMINUM BAT and is taking practice swings with it. Between the leech and the roaches, Kate has definitely forgotten all her concerns about karma...

KATE

In terms of melee items, this bat  
has some good precision. But a  
nice, thick socket wrench might  
pack more of a wallop.

WALT

Kate, the whole point of this plan  
is to stay out of danger and avoid  
direct combat.

KATE

(clearly disappointed)  
Oh. Right.  
(beat; pointing)  
So I shouldn't take that chain saw?

WALT

(after a moment)  
... Take the chain saw.

Kate brightens as she piles about six different chain saws into her cart.

Amelia has located a display of PELLET GUNS. She grabs one, expertly LOADING it and taking aim...

AMELIA

What about longer-range weapons?

LIZ

(re: guns)

Are those things real?

AMELIA

They're just pellet guns. But this Tac Elite still has some decent range... and stopping power for anything under twenty-five pounds. I could probably jury-rig it with the night scope from this 77K.

Jackson watches Amelia with utter ADORATION as she deftly handles the different fire-arms. His cup runneth over.

JACKSON

So... you're into guns?

AMELIA

Yup. On weekends, I like to put on my bikini and head on down to the shooting range for target practice.

JACKSON

You're messing with me now, right?

AMELIA

... Maybe you'll come with me some time. Find out for yourself.

Meanwhile, Walt throws COILS of GARDEN HOSING into his cart. It lands next to those professional FUMIGATION TANKS (labeled with skull and crossbones) that Buff pointed out earlier.

As he works, Walt catches Liz looking at him with a strange, happy SMILE.

WALT

What?

LIZ

Nothing. It's nothing, really.

WALT

Then why are you smiling?

LIZ

It's just... been a while since we all went shopping together.

As the two of them share this weirdly nice moment --

INT. LIVING ROOM -- DWEEBS' HOUSE -- NIGHT

The Dweebs' house is dark and quiet now. As far as we can tell, all the moths have left the premises. Then --

Walt and the rest of the family BURST in through the door.

WALT

... Look for something with wings.  
At least one of them needs to fly.

As Walt sorts through a box of JOYSTICK REMOTES, the rest of the family UNLOCKS and OPENS the Junkbot cages.

As Kate inspects the junkbots, she is surprised by a sudden muffled VOICE coming from inside one of the cages.

DUSTIN (INSIDE CAGE)

*Help! We're stuck!*

The dweebs, Dustin & Nicholas, have CRAMMED themselves inside a cage to hide from the moths. As Kate helps them out...

NICHOLAS

... Are they gone?

DUSTIN

Just get off me, Nicholas. I never want to be this close to you again.

Walt approaches them. He's not mincing words...

WALT

Okay, here's the deal. Those bugs that came after you? They took our dog. We're getting him back. And we'll need to borrow some of your junkbots to do it. Preferably one that can go airborne. Are we cool?

Jackson turns to Kate with a look of disbelief. Neither of them are used to seeing their dad like this...

JACKSON

*"Are we cool?"*

The dweebs glance at each other. A look of agreement. Then -

DUSTIN

Demonhawk. Demonhawk is a flyer.

NICHOLAS

Also, you should probably check down in our basement.

AMELIA

What's in your basement?

DUSTIN

Before we got into junkbots, we used to play a lot of paintball.

NICHOLAS

We've still got our old equipment. Boots, fatigues, lightweight body armor... stuff like that.

A moment. Then, off of Walt's RAISED EYEBROW --

EXT. FRONT WALKWAY -- DWEEBS' HOUSE -- NIGHT

*DECKED OUT in ultra-slick CAMO GEAR and BOOTS and GLOVES, the ENTIRE FAMILY struts back to the minivan in FORMATION!*

ON WALT. In the center of things. DETERMINATION in his eyes that we haven't seen there before.

ON LIZ. Looking surprisingly imposing, next to her husband.

ON KATE. Walking heavily, holding a socket wrench in one hand and Shelly in the other.

ON JACKSON. Turning his head every few seconds to OGLE --

AMELIA. Who is rocking some tight, black NIGHT CAMO with her hair pulled back, hefting that pellet gun.

ON KENNY. Toddling along like a miniature bad-ass.

And now we WIDEN to REVEAL, the family is FLANKED by --

DUSTIN & NICHOLAS!

Using joysticks to control the two junkbots crawling along next to them, including a newly-repaired Silverhook.

Hovering in the air above them like a miniature helicopter is the awesome-looking robot bird of prey: DEMONHAWK.

If you've been counting, that makes for a clean DIRTY DOZEN, ready for battle.

We almost feel a little sorry for those poor bugs.

Almost.

DISSOLVE TO:

EXT. FRONT ENTRANCE -- HONEY-FRESH FARMS -- NIGHT

BINOCULARS POV: Scanning across the grounds of the facility. But all is quiet and still. The only source of movement is --

SILVERHOOK

The junkbot is rolling up the high hill towards the facility. Something is hanging from his silver hook. Strangely enough, it is that Elmo-style, singing DOLL we saw in Kenny's bed.

EXT. BUSHES -- HONEY-FRESH FARMS -- NIGHT

Kate, hidden in some BUSHES a safe distance from the high hill, lowers the binoculars and adjusts her HEADSET MIKE...

KATE

(into headset)

This is perimeter one. Silverhook is nearing position. I repeat. Silverhook is nearing position.

WALT (ON KATE'S HEADSET)

*Any sign of the crickets?*

KATE

Negative. Nothing whatsoever.

WALT (ON KATE'S HEADSET)

*Okay. Perimeter two? Anything?*

EXT. TREE -- HONEY-FRESH FARMS -- NIGHT

Jackson & Amelia have climbed a TALL TREE by the Honey-fresh sign, overlooking the facility from a different angle.

Amelia squints through the scope of her pellet gun. Jackson lowers his binoculars and turns to her...

JACKSON

I got nothing. What about you?

AMELIA

Deader than dirt.

JACKSON

(into headset)

That's a negative, Dad. It's... deader than dirt.

Jackson sneaks another joyous glance at Amelia, loving the fact that he's with a hot girl who says things like that.

INT. MINIVAN -- HONEY-FRESH FARMS -- NIGHT

Lights off, the minivan is hidden on the shoulder of the road, about two hundred feet away from the facility.

Liz sits at the wheel as Walt talks into his headset...

WALT

Okay. Cue phase two.

DUSTIN (ON HEADSET)

*Cueing phase two...*

INT. STATION WAGON -- OTHER SIDE OF THE HILL -- NIGHT

Nicholas controls Silverhook with a remote joystick as Dustin gives him a signal.

DUSTIN

Do it.

EXT. SUNNFRESH FARMS -- NIGHT

Silverhook carefully lowers the doll so that it is "sitting" on the grass.

That's when we hear something. It's coming from the ground right near Silverhook's treads.

A tiny, inquisitive...

CHIRP.

It's a lone cricket! He's here, looking up at Silverhook and acting especially adorable.

But the cricket's chirping turns ANNOYED when the junkbot pays him no attention.

The cricket hops after the junkbot, chirping quite belligerently now.

He will not be ignored.

His chirps turn SHRILL and RHYTHMIC! Like an ALARM.

EXT. TREE -- HONEY-FRESH FARMS -- NIGHT

AMELIA'S SCOPE POV: In response to the chirping alarm, the ENTIRE HORDE of crickets has now EMERGED out of the darkness.

They're all HOPPING directly towards Silverhook!

AMELIA  
(urgently)  
They're coming. They're coming.  
Now get him moving.

EXT. HONEY-FRESH FARMS -- NIGHT

Silverhook rolls slowly toward the hill.

As now...

THE ENTIRE CRICKET ARMY!!! Hops madly after him!

They gain on the junkbot, approaching --

KENNY'S DOLL!

Just as the crickets hop past, THE DOLL SNAPS TO LIFE with a SONG ACCOMPANIED BY JERKY ANIMATRONIC MOVEMENTS.

DOLL  
... *We gotta grow and show that we  
all know you gotta care and share!  
You gotta care and share!*

Intrigued by the music, the crickets STOP HOPPING after Silverhook and begin migrating back towards the doll.

AMASSING around the doll like fans at a STADIUM CONCERT, the crickets immediately pick up the MELODY of the catchy song.

Fighting for the best seat, the entire cricket army is soon happily CHIRPING ALONG to the kiddie music.

INT. MINIVAN -- HONEY-FRESH FARMS -- NIGHT

Liz and Walt listen to Kate's report.

KATE'S VOICE (ON HEADSET)  
*That did it. They're completely  
distracted. At least for now.*

WALT  
(into headset)  
Okay, now everybody keep your eyes  
open for the walkingsticks. They're  
the next line of defense.

JACKSON'S VOICE (ON HEADSET)  
*I think I see 'em!*

EXT. HONEY-FRESH FARMS -- NIGHT

Seemingly innocent "sticks" and "branches" are now revealing themselves as those gaunt, alien-like GIANT WALKINGSTICKS.

They stride across the grounds and towards the crickets, aiming to check out the commotion.

But then, one of the walkingsticks SPOTS something back in the other direction. It lets loose a HISSING, RATTLING "SCREAM" and POINTS with his branch-like "arm."

The rest of the walking sticks TURN to see --

Six more Junkbots. Standing there. "Backs" turned.

They stand there unmoving as the squad of walking sticks RUSH towards them, hissing and bellowing.

It would appear that the walkingsticks have size, numbers, and the element of surprise in their favor. That is until --

The Junkbots WHIRL AROUND to face their attackers...

EXTENDING THEIR NEWLY-MODIFIED CHAINSAW ARMS!

Walkingstick limbs go FLYING as our new and improved robots just cut a swathe through their attackers.

And, in a heightened moment that is simply one of the coolest things we've ever seen:

The junkbot known as Hammerclaw LAUNCHES his metallic CLAW at a walkingstick, SNAGGING him. REELING HIM IN close. And then DECAPITATING him with one SWING of his chainsaw.

EXT. TREE -- HONEY-FRESH FARMS -- NIGHT

Jackson works his REMOTE JOYSTICK, operating the claw.

JACKSON  
Yes! Fatality.

AMELIA  
Okay, that was awesome!

JACKSON  
Well, we're kind of playing to my strengths right now.

INT. STATION WAGON -- NIGHT

Nicholas and Dustin are also operating joystick remotes, controlling two of the junkbots.

DUSTIN  
(into headset)  
Excellent! But stay in formation.

EXT. BUSHES -- SUNNYFRESH FARMS -- NIGHT

Kate is operating a joystick of her own.

And we now REVEAL that Kenny is hidden in the bushes next to her. He's also got a joystick he's using.

KATE  
It's working! We're totally  
ripping them to shreds!

JACKSON'S VOICE (ON HEADSET)  
*Nice one, sis!*

KATE  
Thanks, Jackson!

INT. MINIVAN -- HONEY-FRESH FARMS -- NIGHT

As they listen to the sounds of their delighted children, operating the Junkbots, Liz turns to Walt...

LIZ  
You realize we will never again be able to give the "video-games-are-a-total-waste-of-time" lecture with a straight face?

WALT  
I'd say that's one of several lectures we'll have to cross out of our playbook after tonight.

KATE'S VOICE (ON HEADSET)  
*Okay, guys! Crickets and walkingsticks are both out of commission. It's now or never!*

WALT  
We're on our way!

He nods to Liz who STARTS UP the minivan...

EXT. HIGH HILL -- HONEY-FRESH FARMS -- NIGHT

Lights still off, the minivan creeps down the road, turning and heading up the hill towards the facility.

It passes the distracted crickets and the dead walkingsticks, approaching the ENTRANCE DOORS and BACKING UP next to them.

INSIDE THE MINIVAN

Here in the back of the minivan, Walt has connected all those garden hoses to form ONE HOSE on a giant spool. The hose has been screwed into those FUMIGATION TANKS we saw earlier.

Walt grabs the hose and drags it around towards the entry doors, where Liz is using a BOLT CUTTER to remove the chains. She swings the door open for Walt as he approaches, dragging the hose into the ENTRY HALL.

WALT  
(whispers into headset)  
We're in. You know what to do.

KATE (ON HEADSET)  
On it, Dad. Good luck!

EXT. HIGH ABOVE THE FACILITY -- NIGHT

A flying junkbot, DEMONHAWK, circles the facility, carrying a very large PACKAGE in his metal talons.

As Demonhawk flies over the VERY CENTER of the Honey-fresh building he RELEASES the package.

It simply DROPS for a moment. And then it...

BALLOONS OUT.

Like a HUGELY, ENORMOUS PARACHUTE!!!

If we're looking closely we can tell its constructed from a patchwork of different tents and raincoats and plastic materials and is WEIGHTED DOWN on each of its corners.

It catches the wind underneath, continuing to EXPAND as it drops. It's actually an amazing SIGHT.

And as the parachute falls into place, DRAPING over the Honey-fresh building we realize what they've done...

THEY'VE SUCCESSFULLY "TENTED" THE ENTIRE FACILITY!

Just like one might do before major FUMIGATION.

EXT. TREE -- HONEY-FRESH FARMS -- NIGHT

Jackson & Amelia gaze together at the eerily beautiful image.

JACKSON  
Now it's up to them.

AMELIA  
So what do we do?

JACKSON  
We wait. And we pray.

After a moment...

JACKSON (CONT'D)  
And we make out?

AMELIA  
Sure, why not?

And as they lean in towards one other we head into --

INT. ENTRANCE HALLWAY -- FACILITY -- NIGHT

Walt and Liz creep through the deserted corridor. Walt drags that hose along with him, finger on the trigger.

The place is VERY DARK with some sort of ORGANIC SLIME coating the walls. If we listen closely we can hear a rhythmic PULSING. Like a MILLION incubating HEARTBEATS.

LIZ  
You think they'll be okay out there? The kids?

WALT  
If there's one thing I've learned in the last twenty-four hours, it's that our children are a whole hell of a lot tougher than I thought.

LIZ  
Good point.

WALT  
Their mother too.

LIZ  
She has to keep up with their father.

WALT

Well then *he* must be a real bad-ass.

And that's just when something LANDS on WALT'S NECK with EXTENDED CLAWS and an angry YOWL!

Walt FREAKS as he tries to SHAKE whatever-it-is off of him. Finally, it jumps from his neck to the ground. It was a -- CAT.

It HISSES at both Walt & Liz. Then it runs off to join a larger pack of cats.

LIZ

The animals? They're still alive!  
Do you think this means?

WALT

We can hope. Just keep an eye out for him.

LIZ

I wish we had thought to bring some of Kenny's boogers.

(off Walt's look)  
What? Phelps loves them. He's a quirky dog.

INT. STAIRWELL -- FACILITY -- NIGHT

More cats and dogs run by Walt and Liz's feet as they trudge down flight after flight of STAIRS.

The rhythmic pulsing has gotten LOUDER. There is a lot more of that SLIME coating the walls.

WALT

(into headset)

Perimeters. Do you read?

KATE'S VOICE (ON HEADSET)

*Right here, Dad.*

WALT

(into headset)

Okay... Jackson? Jackson!?!?

JACKSON'S VOICE (ON HEADSET)

(after a moment; fumbling)

*We weren't doing anything... I mean, we're right here.*

EXT. BUSHES -- HONEY-FRESH FARMS -- NIGHT

Kate is still scanning the grounds with her binoculars as she listens to Walt on her headset.

BINOCULARS POV: The crickets are still chirping away to that doll as the Junkbots stand over the fallen walkingsticks.

WALT (ON KATE'S HEADSET)  
*... Okay. We're going down pretty deep. We could lose you for a...*

We remain in BINOCULAR POV as Walt's voice starts to cut out.

KATE (O.S.)  
 (into headset)  
 Dad? Dad are you there... Dad?

And that's just when...

BINOCULARS POV: EXTREME CLOSE-UP OF ONE OF THOSE BLEACH LEECHES AS IT JUMPS IN FRONT OF KATE'S BINOCULAR LENSES!!!

BACK TO SCENE.

The leech has POPPED UP right next to Kate and is trying to ADHERE to her with desperate SUCKING sounds!

This looks like a fight Kate is LOSING until --

BANG! The leech EXPLODES all over Kate. Drenching her for a second time in disgusting GUTS and INNARDS.

EXT. TREE -- HONEY-FRESH FARMS -- NIGHT

Having just made the kill shot that saved Kate, Amelia looks up from her pellet gun.

AMELIA  
 Direct hit.

JACKSON  
 Yeah. Bullseye.

AMELIA  
 (turns to him; stoic)  
 Unless you're shooting at  
 concentric circles on a paper  
 target you say, "direct hit."

JACKSON  
 (lost in love)  
 Got it. Direct hit.

INT. CORRIDOR -- FACILITY -- NIGHT

The PULSING sound is now much LOUDER as Walt and Liz hurry down a corridor leading to --

INT. LAB -- FACILITY -- CONTINUOUS

The entire ROOM is a loathsome HIVE of FERTILIZER and DIRT COLUMNS and some kind of insulating SLIME.

*Just Google images of insect EGG CHAMBERS and think way, way BIGGER!*

Thousands of THROBBING, DISGUSTING EGG SACKS can be seen JUTTING OUT from the columns.

The CREATURES inside the sack are nearing maturation as they MOVE AROUND, trying to escape from their translucent wombs.

WALT

I guess this answers the question.

LIZ

What question?

WALT

Whether or not they can reproduce.

But, that's when --

SOMETHING POKES WALT FROM BEHIND!

It's Oliver! The homeless man who saved Walt earlier!

He's STUCK between the insulating slime and the wall... only able to move his arms slightly. But he is STILL ALIVE!

WALT (CONT'D)

Oliver!

Oliver tries to say something... but he's clearly very weak, and the sheets of slime are MUFFLING his voice.

WALT (CONT'D)

Oliver! We'll get you out of there.

As Walt turns to examine the slime, he now sees that it also imprisons Buff from the hardware store and several other PEOPLE... including Ted, that biker we saw get snagged.

WALT (CONT'D)

Buff! Ted! You're still alive!

LIZ

Wow. We live in Stillwater for one day, you make more friends than you've ever had in your entire adult life.

The other prisoners call soundlessly for help as Walt attempts to TEAR the sheet of slime off of the wall.

WALT

Liz. I'll take care of these guys. Use the gas on the eggs.

LIZ

Gotcha.

As Walt gets to work freeing the prisoners, Liz approaches an egg sack and points the hose at it. She releases the VALVE and DOUSES it with GAS.

Seeing her do this, Oliver's eyes go WIDE. He seems to be SHOUTING something... but Walt still can't understand him.

WALT

Oliver. Just hang on.

Meanwhile, Liz watches as the thing inside that sack begins -- SCREAMING and TWISTING and THRASHING around in the throngs of an agonizing death.

Finally, the sack goes STILL and SILENT.

Liz approaches it tentatively, just to make sure it really is dead. That's when the sack suddenly --

DEFLATES IMPLOSIVELY (like a balloon)!

Liz JUMPS BACK in surprise. Her FOOT gets CAUGHT in the gas hose and she --

FALLS BACKWARDS!

Twisting her foot. Landing awkwardly in some EGG SACKS.

Before she can catch her breath, the creatures inside those egg sacks go into a FRENZY OF MOTION! CLAWING and GRABBING at her hair through the embryonic skin of the sacks!!!

LIZ

Walt! Help!

Walt rushes over to Liz just as Oliver gets loose from under the slime and frantically shouts...

OLIVER  
DON'T KILL THEM YET! SHE'LL KNOW!  
SHE'S GOING TO KNOW!!!

But it's too late.

As Walt wrestles Liz out of the egg sacks, the creatures inside the sacks are already starting to WRITHE and DIE.

Egg sacks all around them are DEFLATING implosively.

EXT. BUSHES -- HONEY-FRESH FARMS -- NIGHT

An ENRAGED, BLOOD-CURDLING SCREAM pierces the night, causing Kate to lower her binoculars.

The scream could be coming from several miles away. Could be closer. But it's pretty obvious what it means...

JACKSON (ON HEADSET)  
*That did not sound happy.*

KATE  
Something is coming! We've got to  
warn them!  
(into headset)  
Dad! Come in! You need to hurry!  
Dad!?!?

EXT. TREE -- HONEY-FRESH FARMS -- NIGHT

Jackson listens to his headset as Amelia uses her rifle scope to scan the grounds.

Meanwhile, the ladybug's screams are getting louder and closer by the second.

KATE (ON JACKSON'S HEADSET)  
*I still can't get through.*

AMELIA  
Jackson! Look!

Jackson turns to look where she's pointing --

The ENTIRE HILL leading up to the facility is now SWARMING with the slurpie-suckie BLEACH LEECHES.

JACKSON  
They figured it out! They're  
coming for us!

INT. STATION WAGON -- NIGHT

Dustin and Nicholas have a bird's eye view as the hundreds of bleach leaches emerge from out of the ground.

DUSTIN  
Bring the junkbots into position!

BUT THAT'S WHEN, SEVERAL DRAGONTULAS APPEAR OUTSIDE THE CAR.  
THE BUGS ALL BEGIN THROWING THEMSELVES AGAINST THE WINDOWS.

NICHOLAS  
Dustin, we've got bigger problems!

DUSTIN  
(starting the car)  
Screw this! We're outie.

NICHOLAS  
But they're a family. We can't just leave them here.

DUSTIN  
Sure we can. They're not our family. And they're kind of annoying.

NICHOLAS  
... I meant the junkbots.

The station wagon TAKES OFF, the dragontulas in pursuit...

EXT. BUSHES -- HONEY-FRESH FARMS BUILDING -- NIGHT

Kate grabs her wrench and prepares to defend herself as the Bleach Leeches slurp in for the kill.

JACKSON (O.S.)  
Kate! Kate!

Kate turns to see Jackson running towards her as attacking leeches EXPLODE all around him, SHOT from above.

JACKSON (CONT'D)  
Amelia's giving us cover. I'll get you to the car! Come on!

He grabs Kenny from Kate. They start BOOKING towards the minivan.

As the leeches POP-UP in their path, they just as quickly BURST INTO PIECES. Victims of Amelia's crack shooting.

EXT. VAN -- ENTRANCE -- HONEY-FRESH FARMS -- CONTINUOUS

The kids arrive at the van just as the tent SPLITS OPEN right where those front doors are and --

HUNDREDS of DOGS AND CATS come racing out of the facility. And right behind the animals come --

THE FREED HUMAN PRISONERS!

Oliver leads them. We catch sight of Ted the biker and Buff helping some of the weaker prisoners.

JACKSON

Where's Mom and Dad?

KATE

(into headset)

Dad? Come in. Are you there.

She shakes her head to Jackson. Nothing. She's hearing nothing.

Another moment.

And then --

Walt BURSTS THROUGH those front doors!

*And this is Walt as we've been waiting to see him. A true bug-slaying commando! He's sweaty. Dirty. Triumphant. Liz limps along next to him, arm around his shoulder for support.*

And in his arms, Walt carries an absolutely delighted...

KATE (CONT'D)

PHELPS!

As Phelps jumps out of Walt's arms and runs to the kids, tail wagging, Oliver steps over to Walt.

OLIVER

The ladybug will be here any second.

(re: prisoners)

I think I can get us to safety through the woods. I know them better than her.

JACKSON

But, Dad? What about Amelia?

Jackson points over at that tree where Amelia is still diligently taking out the last of the leaches.

Walt, in full on commander mode, doesn't take long to make a decision...

WALT  
(to Oliver)  
Do it. Take them through the  
woods.  
(to his family)  
Hatchers! Into the car!

The kids don't need to be asked twice. They jump inside as Walt helps Liz into the passenger seat. He then runs around to get into the driver's seat when he hears...

WEAK VOICE (O.S.)  
Walt?

He turns to see the owner of the voice is Buff. He's calling to Walt as Oliver leads the prisoners towards the woods.

When the two make eye contact, Buff smiles and makes that same gesture of smashing an insect...

BUFF  
Wham!

WALT  
(smiling back)  
Wham!

He then gets into the minivan, slamming the door and JAMMING down the hill toward --

EXT. TREE -- HONEY-FRESH FARMS -- NIGHT

Amelia starts to climb down the tree as the minivan SCREECHES to a halt next to her. Jackson sticks his head out...

JACKSON  
Amelia! Come on!

But then, as Amelia balances tenuously on a branch --

A BLEACH LEECH

Climbing its way up the tree jumps right at her, ADHERING to her leg! It causes Amelia to loose her footing.

She tries to catch herself. But she's way off balance. She drops a good TWELVE FEET to the ground below.

INT. MINIVAN -- TREE -- HONEY-FRESH FARMS -- NIGHT

Jackson sees Amelia's fall and is immediately out the door, rushing to help her.

JACKSON

Amelia!

WALT

Okay, I'll go give him a hand.  
Everybody stay in the car.

But Kate is already opening the door, screaming to Jackson.

KATE

You help Amelia. I'll guard you  
both.

Phelps BARKS with alarm and jumps out after Kate. Which causes Kenny to take off after Phelps.

KENNY

Phelps! I help too! I help too!

LIZ

Kenny!

And now she's out the door, limping towards her baby. Walt is LEFT ALONE in the minivan with Shelly.

WALT

Which part of "everybody stay in  
the car" don't they understand?

He then gets out of the minivan and runs over to help.

EXT. TREE -- HONEY-FRESH FARMS -- NIGHT

That white bleach leech ADHERING to Amelia's leg is starting to TURN INCREASINGLY RED as it FILLS itself with her blood.

AMELIA (O.S.)

Jackson! Just do it!

Huddled over Amelia, Jackson uses all his strength to RIIIIIP the big leech off her leg!!!

AMELIA (CONT'D)

Owwwww! Mother....

We assume she was going to say, "Mother of God." But it doesn't really matter because she is cut off by the EXPLOSION of INNARDS as Kate CLOBBERS the leech with her wrench.

WALT

Okay! Let's go! Let's go!

They all turn back to the minivan, ready to make a dash back to the car.

But then they STOP DEAD in their tracks...

*Their car is now SURROUNDED by Gunner Wasps and Dragontulas!*  
They CIRCLE but don't attack yet. Because that's when --

The FURIOUS LADYBUG DROPS ONTO the roof of the minivan!

And this is our first GOOD LOOK at her...

By far, the freakiest, deadliest, most hideous thing we've ever seen.

And now she is NOT giggling.

She immediately LEAPS off the roof and STOMPS toward them as those lethal TALONS and BARBS extend out from her arms.

The family stands FROZEN as she RUSHES them in a blind rage. But just before she gets to them --

A HAIRY, MULTI-LEGGED FIGURE BOUNDS TOWARD HER AND...

JUMPS UP AT HER THROAT, PULLING HER DOWN AND ATTACKING!

It's that big spider! The one from Stillwater Park.

The wasps now SWOOP IN, firing their stingers at the spider, trying to help their queen.

The distraction of the wasps allows The Ladybug the opportunity to GET TO HER FEET behind the spider...

JACKSON/REST OF THE FAMILY

Hey! Spider, watch out!

The spider WHIRLS to face the attacking Ladybug...

But it is too late.

The Ladybug HAMMERS him with her TALONED arm, sending him FLYING through the air and SMACKING into a tree.

As the spider lies there, unmoving, The Ladybug stands over him with a victorious SMIRK.

She turns back to face The Hatchers. Her eyes narrow with menace as she opens her mouth and actually CROAKS OUT THE WORDS...

LADYBUG  
*Take my family. I take yours.*

Then, she's back striding towards them like DEATH INCARNATE.

But just as The Ladybug arrives in front of our huddled family, UNFURLING that lethal ARM...

DEMONHAWK

Comes SWOOPING DOWN out of the shadows of the night, diving towards The Ladybug like a great, steel KAMIKAZE.

The Ladybug pauses, looking up, just as Demonhawk --

TORPEDOES INTO FRAME...

IMPALING THE GIANT BUG RIGHT THROUGH HER CHEST!

She STUMBLES around for a moment.

Looks down in shock at the GAPING WOUND right in the middle of her horrible body.

Then she FALLS to her "knees" with a final, dying SOUND.

Almost like a sad, self-pitying...

GIGGLE.

With the death of their queen, the gunner wasps and dragontulas flutter around... CONFUSED.

Then, they simply fly off into the night.

Phelps BARKS after the dragontulas as he watches them go.

A BEAT as the family processes what has just happened.

Then...

Dustin and Nicholas step from the shadows. Dustin holds a joystick control.

NICHOLAS  
After a lengthy discussion, we decided we should probably come back.

DUSTIN  
You may not be our family. But you are our neighbors. And, given the state of the world, that needs to count for something too.

NICHOLAS  
(rolling his eyes)  
Oh please. You are so preachy.

Meanwhile, the spider hesitantly gets to his feet and SHAKES himself off like a wet dog.

He then trots right over to Jackson and FLOPS on his back, wanting some affection ASAP.

The rest of the family turns to Jackson, a bit puzzled.

JACKSON  
(explaining)  
It's a long story.

He kneels to pet the delighted spider who immediately begins kicking his legs and GRUNTING happily.

After a moment, the rest of the gang JOINS IN. Even Phelps approaches the spider with some cautious KISSES of his own.

Shelly too gets in on the action, licking the spider with her little turtle tongue.

Meanwhile, Dustin stands over the dead ladybug. He launches a victorious kick at her squishy head...

DUSTIN  
You super insects were no match for us. And our lethal junkbots.

WALT  
(looking over at Dustin)  
... Huh. Now that's interesting.

KATE  
What's interesting?

WALT  
The whole robot versus killer bug thing. It's kind of a good idea.

LIZ  
A good idea for what?

WALT  
I'm not really sure. Maybe like a... toy or something?

LIZ  
A toy?

WALT

Yeah. If we could design smaller, safer junkbots. And build some radio control bugs.

DUSTIN

... Kids could stage their own mini-battles. Like junkbot wars but you could do them at home.

JACKSON

That is a cool idea. I would totally play with that toy.

(off Amelia's look)

If I were younger.

NICHOLAS

(re: the ladybug)

She *would* make a pretty sweet action figure.

LIZ

You don't think it would be too scary for kids? Or too gross?

KATE

Kids like scary and gross.

JACKSON

*Everybody* likes scary and gross.

AMELIA

... As long as it ends happily.

Amelia and Jackson share a sweet look. Then they go back to scratching the delighted spider.

CRANE UP favoring that "Honey-Fresh Family Farms" SIGN in front of the facility. It's SPLATTERED with leech remains, covering some of the letters.

Now it simply reads: *ONE... FRESH... FAMILY!*

And as we continue CRANING UP over the facility...

DISSOLVE TO:

BLACK.

ROLLING END CREDITS as we FADE UP to:

## A GIANT INSECT CLAW

SMASHES DOWN on a CAR full of PEOPLE!!! We hear SCREAMS as THRUMMING GUITAR sets the mood.

AMPED BOY (O.S.)  
Gigantula is loose! And he cannot  
be stopped! Graaaaarh!!!

A NEW ANGLE on scene, REVEALS it to be --

## INT. KID'S TOY ROOM -- DAY

An AMPED BOY plays with an ACTION FIGURE that has a passing resemblance to our friend, Dragontula. A VERY AMPED BOY holds a toy that looks a lot like our Junkbot, Silverhook.

VERY AMPED BOY  
He can be stopped! Just ask  
Hookshot! Hookshot will stop him!

TOY COMMERCIAL NARRATOR (O.S.)  
*Their war has raged for centuries!*  
*Now it's all in your hands!*

TOY COMMERCIAL SINGERS (O.S.)  
*Robonauts versus Megabugs!*

The "Robonauts vs Megabugs" LOGO pops up on screen, while the amped boys continue going at it...

VERY AMPED BOY  
I'll use grappling hook action to  
pull you into my lethal chain saw!

TOY COMMERCIAL NARRATOR  
*Robonauts versus Megabugs! Who*  
*will the victor be? It's the*  
*battle that rages through eternity!*

The COMMERCIAL plays on a television in --

## INT. NICE LIVING ROOM -- LOVELY HOUSE -- DAY

It's the same house we watched the Hatchers move into. But now they've transformed it, making it homey and comfortable.

The Hatchers. Amelia. The dweebs. Buff. Oliver. Even Ted the biker. Everybody is here, sitting around the television and watching the commercial.

A big bowl of POPCORN and other party foods sit on the coffee table in front of them.

COMMERCIAL NARRATOR (ON TV)  
... Made by Stillwater toys. The  
new evolution in fun.

Everybody cheers and high-fives! The celebration is so enthusiastic that nobody notices --

A TONGUE-LIKE APPENDAGE!

IT RATCHETS INTO VIEW, ADHERING TO THE BOWL OF POPCORN AND SNATCHING IT BACK OUT OF FRAME!

After a moment, Jackson absently reaches down for some popcorn. And now notices:

The bowl is no longer there.

Confused, he looks around the room.

And now he SEES IT!

His eyes get VERY, VERY BIG as we...

SMASH for the final time to --

BLACK!

MUSIC UP:

A 2010 arrangement of the George Michael/Wham classic:

JITTERBUG (WAKE ME UP BEFORE YOU GO GO)!

Singing along and perhaps removing our 3-D glasses, we take this opportunity to check under our seat for any creepy crawly critters.

And as our singer of choice gets to the part of the song where he "wants to hit that... high," we can't help thinking that the extended falsetto note sounds an awful lot like a terrified...

SCREAM!

CONCLUDE END CREDITS.