

The Shriven
by
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1 FADE IN 1

2 EXT. COUNTRY ROAD - NIGHT 2

ANGLE on a quiet country road. A full moon peeks out from behind a field of rushes and CRICKETS CHIRP in the background. The ROAR OF AN ENGINE breaks the silence and a car, headlights blazing, bursts through the rushes and onto the road. Another car lurches out of the field, in pursuit.

3 INT. BEN'S CAR 3

A tough-looking MAN in a leather jacket is behind the wheel - this is Ben. A burning cigarette hangs from his lips. He glances at the headlights in the rearview mirror.

BEN

Can't shake these fuckers.

He glances over at a FIGURE seated next to him wearing a heavy jacket. A hood obscures its features.

BEN (CONT'D)

Sorry I got you into this.

She smiles, reaches out, touches his arm. GUNSHOTS come up.

4 EXT. COUNTRY ROAD 4

The other driver FIRES a pistol out the window, at Ben's car.

5 INT. BEN'S CAR 5

BEN

Goddamned bastards!

A KNOCKING SOUND COMES UP and he looks at the dash...

BEN'S POV: the gas gauge reads empty.

BEN (CONT'D)

Shit. Didn't have time to fill up at the last town.

FIGURE

Pull into that field over there.

She points at an open clearing, several yards ahead.

6 EXT. COUNTRY ROAD 6
Ben's car coasts over to the side of the road, coming to a stop in an empty field.

7 INT. BEN'S CAR 7
BEN
When they stop, jump out and run...
Ben looks out the rearview mirror.

8 EXT. FIELD 8
The other car pulls into the field.

9 INT. BEN'S CAR 9
BEN
Been a great ride.
The figure smiles. She takes Ben's hand in her's.

10 EXT. FIELD 10
The car stops.

11 INT. BEN'S CAR 11
BEN
Who'd a thought it'd end like...
The other car turns on its high beams, bathing them in light.
FADE UP TO WHITE.
FADE DOWN FROM WHITE.

12 EXT. SUBWAY PLATFORM 12
A subway train ROARS past us. We see a YOUNG MAN and a YOUNG WOMAN, arm-in-arm, LAUGHING as they move toward a staircase.
PETER
Only you can make me laugh like that, you know?

She turns and does one of those "goldfish silly faces," replete with waving flippers. Peter LAUGHS HYSTERICALLY as they move down the steps.

PETER (CONT'D)

I almost died when my boss turned around and saw you doing that.

NISSA

Well geez, she's got a vestigial gill on her neck.

PETER

It's a birthmark.

They reach the bottom of the steps and turn, accidentally colliding with a tall FIGURE in a hooded sweatshirt. The figure is knocked into the wall.

PETER/NISSA

Sorry!

The figure says nothing. The couple walks down the street until Peter stops Nissa and playfully gropes her. She LAUGHS.

NISSA

What are you doing?

PETER

Looking for gills.

REVERSE ANGLE on the couple She playfully pushes him away.

NISSA

There's none down there.

They walk on. The figure turns to follow them.

13

EXT. CITY STREET - SHORTLY LATER

13

ON the couple as they moved down a darkened street. In the distance, we see the figure following.

PETER

Of course you have a foot fetish.
Every woman has a foot fetish!

NISSA

I wanna have sex with feet?

PETER

Yes, you degenerate.

He kisses her.

ON the hooded figure - breath steams out from the blackness of the hood. PAN DOWN to the figure's sleeves, which are too long for it's arms - razor sharp claws slide downward...

PETER (CONT'D)

Look at the typical woman's closet - it's filled with shoes of every make and description - pumps, stilettos, platforms, thigh-high bitch boots - a shrine to THE FOOT.

The figure rushes toward them, claws at the ready.

NISSA

You're a crazy person.

CLOSE on the figure's foot - it strikes a soda can.

Peter turns, sees the figure behind them. Its pace has slowed. He turns to Nissa again.

PETER

I'm really just motivating you to clean out your closet.

A SCUFFLING SOUND COMES UP and he turns to look back again, but the figure is nowhere to be seen. He frowns.

They reach a walled-up construction site.

NISSA

My hero - good thing I like 'em big and stupid.

He stops near a break in the wall and grins at her.

PETER

I'm not that big.

NISSA

Lucky for me you have other important skills.

PETER

You saying all I'm good for is...

He's suddenly yanked backward, through the gap in the wall. While Nissa stares in disbelief, THRASHING SOUNDS arise from the other side and the walls shake. There is a LOUD, WET CRUNCH and the THRASHING STOPS.

She moves toward the wall and suddenly the young man's body falls through the opening - he has a gaping hole in his head!

The woman SCREAMS in horror! She turns to run and collides with something. She looks down at her body...

HER POV: She sees two sets of claws sticking into her body. Blood pours from the wounds. She looks up to see the sweatshirted figure standing directly in front of her. She looks up the length of its body to the dark recess of its hood. All of a sudden, a set of horrible teeth close on her!

She SCREAMS!!!!

FADE OUT

FADE IN

14 INT. BEN'S APARTMENT - NIGHT 14
CLOSE on Ben's face as he recoils from a light that goes off.

BEN

Jeezus!

ELISE, an attractive brunette with short hair, stands before a large roll of photographer's backdrop paper - Ben is in the process of lighting her. He moves the light closer. It flickers dangerously.

ELISE

Careful Ben, we don't wanna fry the model when she gets here.

BEN

I should Elise, for what she's charging me.

ELISE

If we killed her, we'd still have ta pay the agency.

BEN

I suppose that's true.

Ben moves over to his still camera, set up across from Elise. We get a glimpse of his "studio." It also serves as his living space. It's shabby but large. There's a cot in one corner, a kitchen area near it.

Ben looks through the camera.

BEN (CONT'D)
That looks good.

Ben's EYE looks through the open lens of the camera.

Elise faces one way and then another. She plays at being disinterested.

Ben squeezes off a few shots with the camera.

Elise unbuttons the shirt she's wearing. She bends down, exposing some cleavage. She looks right into the camera, betraying the slightest smile at Ben.

Ben's EYE continues to watch her as he squeezes off shots.

She unbuttons more buttons -- she isn't wearing anything underneath the blouse. Ben's hand appears, pulling the shirt off of her shoulders.

Ben takes her in his arms and they kiss. He buries his face in her chest and she arches back in ecstasy.

Suddenly, he convulses with a GROAN and he backs away from her, head down.

ELISE
Ben? You okay?

He grabs his head and SHOUTS IN PAIN. Elise frowns. She reaches out to touch the shaking man and he looks up - his face is wracked with pain and his brow is *pulsing, changing!* Elise SCREAMS! Ben falls backward, knocking over the studio lights and plunging the room into darkness.

ELISE (CONT'D)
Ben!

Elise moves forward to look for him. She hears some CLATTERING SOUNDS and sees something dark flit past her. A GROWL splits the air. She turns in it's direction and GASPS!

ELISE SEES: a shaft of pale moonlight illuminates the eyes of a terrible predator glaring at her.

ANOTHER ANGLE: The dark shape of the beast rises up over her.

The beast leaps at her and we see gleaming white teeth.

Elise SCREAMS!

In the shadows, the monstrous form latches onto her. WET RIPPING SOUNDS accompany this. It drops her...

...her body hits the floor. A shaft of light illuminates her head, which has a huge hole torn into it.

15 INT. BEN'S APARTMENT - MORNING

15

Ben wakes up in the middle of the floor. He's in his clothes and covered in sweat. There is a dab of dried blood in the corner of his mouth. He tastes the blood and grimaces, wipes his mouth. He lifts himself off the floor and moves to the small kitchenette. He grabs a bottle of pills.

CLOSE on the bottle - it is the antipsychotic Haldol.

He pours a handful of pills into his hand and swallows them, then grabs a bottle of gin and chases the pills down with a long swig of it.

Ben collapses into a beat-up old chair, rubs his face and SIGHS. He finds a TV remote and turns on a dumpy-looking TV across from him. He clicks past a few channels, the blue light of the set playing across his features and...

REPORTER

...authorities have confirmed the discovery of a 23 year-old woman's body in the Flat Iron District this evening. A source inside the police department confirms that her death has been ruled a homicide and that the cause of death matches that of two other bodies discovered earlier this month - all three victims died as a result of massive head wounds, prompting speculation that a serial killer may be responsible.

Ben gapes at the television in disbelief.

16 INT. BEN'S APARTMENT - DAY

16

ANGLE on a newspaper headline that reads: "Driller Killer Loose In City!"

Ben reads the paper anxiously. The SOUND OF A KEY IN A LOCK comes up and he nervously tosses the paper...

The paper lands on the beat-up chair. There are several other papers already there, with headlines like: "Manhunt for Driller Killer!" We RACK FOCUS to show the front door opening. Elise steps in.

ELISE

I'm here! The party can start!

Ben is setting up the white backdrop against a wall. He doesn't turn around, but strives to keep his anxious eyes focused on the task at hand.

ELISE (CONT'D)

What's with you? You didn't answer my calls.

He GRUNTS in response.

ELISE (CONT'D)

You had another one, didn't you?

BEN

It was bad one.

She drops her purse by the door.

ELISE

Jesus Ben, you can't function like this.

BEN

Elise, please, just let it alone.

ELISE

I'm tired of hanging with the living-dead. You gotta do it!

BEN

Why? Why do I have to talk to someone? It never does any good.

ELISE

It's getting worse! Fer Christ's sake, you're a goddamned recluse. Don't you wanna feel better? Think what that would be like. You could start takin' real pictures again...

She points to a series of pictures on the wall. Black and white nudes - they're intricate studies of the human body.

ELISE

...not that crappy "S-Mart" catalog stuff!

BEN

I'm not going back so he can tell me what I already know?

(MORE)

BEN (CONT'D)
 (Whisper)
 I'm a freak.

ELISE
 I hate when you get like this. I
 think you like havin' those
 dreams...

She accidentally knocks a lens off the counter, onto the floor. They both bend down for it at the same time.

CLOSE on their hands reaching for the lens - they brush.

ANOTHER ANGLE - they stand up simultaneously, their lips in close proximity. For a moment, they linger, conscious of each other's lips, wanting to kiss.

CLOSE on Ben.

WE FLASH on the image of Elise with the hole in her head.

BEN recoils and pulls away. She looks away, upset.

ELISE (CONT'D)
 I don't understand you.

BEN
 It's too...dangerous.

ELISE
 What the fuck does that mean? What,
 are you carryin' some disease?

He throws her a somber look and turns away.

BEN
 I need to get some air.

ELISE
 But the shoot, the model's gonna...

BEN
 You can handle it.

He exits, leaving an obviously disappointed Elise behind. She looks down and sees the headlines of the papers on the chair and lifts them up to read them.

17 EXT. BEN'S APARTMENT BUILDING - DAY

17

Ben moves down the front steps of his building and walks away. He looks sadly at the building and continues moving.

18 EXT. CITY - DUSK 18

The sun sets behind the city, in TIME-LAPSE FASHION.

19 EXT. CITY STREET - NIGHT 19

Ben walks up a busy city street, as PEDESTRIANS pass him.

TWO WOMEN approach Ben. One WHISPERS QUIETLY to the other.

Ben frowns at them...

ON the women again. This time, the WHISPERING SOUNDS INCREDIBLY LOUD.

Ben scowls at what to him seems deafening!

ANGLE on a car moving down the street. It's HORN BLARES, SOUNDING UNNATURALLY LOUD.

Ben jumps in surprise at the sound!

Other cars pass him, SOUNDING AS LOUD AS FREIGHT TRAINS!

He gapes at them in astonishment.

More cars ROAR at him and Ben covers his ears in alarm.

ANOTHER ANGLE - on the front tire of a bicycle moving down the pavement, ALMOST SILENTLY...

WE MOVE into Ben's ear and a LOUD SPINNING SOUND COMES UP...

CLOSER on the bicycle tire SPINNING swiftly toward him...

SHOCK CUT on a BICYCLIST that comes speeding down the street toward Ben. Ben lurches aside, just in time to avoid him.

Then, scant feet from Ben, a LARGE MAN gesticulates angrily at another MAN.

LARGE MAN

(as loud as a cannon)

No, you listen to me, motherfucker!

Ben eyes the man warily and skulks away from the scene. He nearly walks into a SHAPELY WOMAN walking beside him. His eyes alight on her with the intense gaze of a predator and he matches pace, keeping just behind her. (At this point, we see NINA, a gorgeous woman, following him at a distance, but it is subtle and not obvious.)

It will become apparent who she is later.) They reach a corner and Ben moves up beside the shapely woman. His eyes run over her form...

BEN'S POV on her lovely face.

His eyes narrow...

CLOSE on her forehead.

Ben's BREATHING GROWS LABORED...

The light changes and the woman moves across the street. Ben follows, as though compelled. He follows her to the next block and when they stop at the corner, Ben watches her out of the corner of his eye.

BEN'S POV on the woman. Her eyes flick in his direction, nervously.

He turns to look at her full-on, his eyes moving upward...

BEN'S POV on her smooth forehead.

Shaking uncontrollably, he takes a step toward her. His hand reaches out...

The woman turns to stare at him.

WOMAN

Eat me.

FLASH TO a hallucinatory sequence. In a series of frenzied images, we see Ben in the shadows of an alley, bent over the woman's body; tearing at her forehead with his teeth; rearing back with something in his bloody mouth; and a final image of the woman with a gaping hole in her forehead.

BEN stumbles backward, overwrought by the image!

FADE TO BLACK.

20

EXT. CITY STREET - LATER

20

FADE UP on Ben, whose eyes are closed. He sits on the ground, leaning against a building. He rouses with a GROAN. A MAN rushes past him and Ben looks up...

BEN'S POV on PEOPLE rushing to a small CROWD gathering around the entrance to an alley a block away.

He moves toward the scene, as if he were moving in a dream...

21 EXT. ALLEY 21

Ben approaches the CROWD and pushing his way through, looks down at the object of their attention...

BEN'S POV on a woman's body -- the face of the shapely woman stares up at him!

He reels from the sight, moving backward in stunned disbelief. He stumbles away, disappearing down the street...

22 EXT. LOW-LIFE BAR - NIGHT 22

On a run-down bar. A "Beer On Tap" neon sign BUZZES LOUDLY.

23 INT. LOW-LIFE BAR 23

Ben stumbles into the bar, still in shock. He plants himself on a bar stool. The bar is dark and dreary inside. The BARTENDER and PATRONS are dark and dreary too.

BEN
Double scotch.

The bartender pours him a scotch. Ben sucks it down.

BEN (CONT'D)
Just keep pouring.

The bartender pours another. Ben runs his hand over his face.

NINA (O.S.)
You look like shit.

Ben turns to look at who's addressing him...

VARIOUS ANGLES - at a table across from him, we see a woman's hand, clothed in a long evening glove. It holds a long, thin cigarette holder. The hand brings the holder to a pair of full, red lips. The lips exhale a cloud of cigarette smoke.

NINA (CONT'D)
You smell like it too. You don't make it a point to bathe regularly, do you?

BEN
What's your problem?

NINA

You are. Look at you, pathetic, fearful, covered in sweat. You disgust me.

BEN

Look lady, why don't you mind your own business? I'm just trying to have a drink, okay?

He sucks down another drink. The bartender fills it again.

NINA

So you're an *angry* drunk then?

BEN

I'm no drunk.

NINA

Says the man who just sucked down two scotches.

BEN

Who're you to be counting my drinks?

NINA

A *very* concerned party.

He squints at her.

BEN

Do I know you?

NINA

No. Maybe you dreamed of me.

BEN

Not likely!

NINA

You don't dream? I think you do.

BEN

I don't sleep great these days, lady.

NINA

Actually you haven't slept well in a long time.

BEN

How the hell would you know?

Farther down the bar, we SEE a bad-looking MAN in black leather. This is BART. Next to him is an exotic-looking WOMAN in a leather trench coat. This is SHIRA. They are watching Ben's conversation with interest.

NINA

I know a lot of things. I know sounds seem louder to you, people, when they brush by seem WAY too close. You can smell the blood in the air, before it's spilled - and that excites you.

Ben stares at her helplessly.

NINA (CONT'D)

Oh, but wait, there's more. We can't forget the disturbing dreams.

Ben grabs his glass mechanically and downs another drink.

BEN

You don't know what you're talking about. Why don't you keep your mouth shut and leave me the alone?

NINA

In these dreams you hurt people close to you by tearing open their skulls.

Ben's eyes go wide. He gets off the stool, hastily drops a bill on the counter and rushes out the front door. Nina smiles. Bart and Shira watch him leave.

24 EXT. LOW-LIFE BAR -

24

Ben moves away from the bar.

CHARLIE (O.S.)

How many times I told you, bitch...

Ben turns to see CHARLIE, a grimy pimp, shaking LAYLA, a young prostitute on the next side street.

CHARLIE (CONT'D)

...you come back here and give me the money after *each* trick, got it?

LAYLA

I do!

Ben's eyes narrow...

CLOSE ON Charlie's mouth - it is ugly and twisted with rage.

CHARLIE
All of it?

Ben's eyes grow narrower...

CLOSE on Charlie's glaring eyes.

CHARLIE (CONT'D)
'Cause I don't think so!

Charlie raises his hand to slap her. Ben's hand appears, latching onto Charlie's arm *before* he's finished raising it. Charlie tries to hit Ben, who plants a fist in the other man's gut. Charlie crumbles to his knees.

Before Charlie can do anything, Ben reaches into the pimp's jacket and pulls out a gun.

Charlie struggles to stand. He sees Ben and the gun.

CHARLIE (CONT'D)
Fuck this!

He turns and walks away, but points at the young woman.

CHARLIE (CONT'D)
I'll be back for you, bitch!

Ben hands her the gun.

BEN
Take it. You need it more than me.

LAYLA
He almost hit me that time, for real.

BEN
I know.

He scowls and looks back in the direction of the bar, then he hurries away, passing Nina who hides in the nearby shadows. We SEE the tip of her glowing cigarette. She smiles and her teeth shine like a predator's.

Ben moves back onto the main street and walks away. Bart and Shira appear. Bart speaks into a cell phone.

BART

I'm on him.

They move after Ben.

25

INT. BEN'S APARTMENT - LATER

25

The door opens and Ben steps in, BREATHING HEAVILY.

ELISE (V.O.)

Finally.

Elise sits in a chair, a book and cup of coffee at hand.

BEN

Elise? What are you doing here?

ELISE

We went ahead with the shoot. I didn't know what else to do.

She watches as he walks into the center of the room, arms held stiffly at his side.

ELISE (CONT'D)

Are you alright?

BEN

Elise, you have to leave. You have to leave and you can't come back.

ELISE

What's wrong?

He walks over and takes her by the arms.

BEN

Listen to me, you have to get away from here.

ELISE

You're mad at me. I'm sorry Ben, but after you left, it was too late to cancel the model.

Ben looks at her like he could cry over her naivete.

BEN

No Elise, that's not it. You haven't done anything, you're...

(beat)

I just...don't want to hurt you.

ELISE

This is about before, about what almost happened. Oh my God, there's someone else, another woman.

Elise grows tearful and then exits, slamming the door behind her. Ben runs after her. He throws open the door to see her vanish down a stairwell.

BEN

Elise, please, Wait...
(lower)
...there's no one else.

26 INT. BEN'S APARTMENT 26

He closes the door behind himself and moves inside. A moment later, there's a KNOCK at the door. An envelope slides under the door. He frowns and opens the door. No one is there.

27 EXT. BEN'S APARTMENT - HALLWAY 27

Ben sticks his head out the door, but no one is visible at either end of the hall.

28 INT. BEN'S APARTMENT 28

Ben picks up the envelope and takes out the contents - it's a handful of photographs.

BEN'S POV on the pictures - they are all crime scene photos of dead bodies with large, gaping holes in their foreheads!

Ben's jaw drops.

29 EXT. CITY STREET - DAY 29

Ben stands on a street corner, staring somberly ahead as the wind whips his hair...

BEN'S POV across the street, on the alley where the shapely woman was found dead. The crime scene tape that still blocks the alley flutters in the wind.

Ben crosses the street and stands before the alley, staring at the spot, now empty, where the woman lay dead. He frowns.

BEN

I don't remember...

Ben pulls the packet of photos from his jacket and leafs through the pictures of the dead people.

INTERCUTTING from the ghastly pictures to Ben staring at them in frustration. He flips through them faster and faster, until he's seeing the same ones again and again.

BEN (CONT'D)
I don't remember...

The pictures are slipping through his fingers, falling onto the ground, flashing past us with their gruesome details.

BEN (CONT'D)
I don't remember.

He looks around to see other PEDESTRIANS staring at him. He regains control of himself and they walk away. Ben reaches down to pick up the photos, grabs them and looks up...

BEN'S POV on NINA, an incredibly striking woman with long hair. She is walking up the sidewalk, directly toward him, staring at him as she moves.

Ben tries to look away, but he can't. Their eyes are locked on each other...

(NOTE: most of the following scenes are in SLOW MOTION, MOS.)

Nina walks toward Ben. We RACK FOCUS beyond her, to see a car moving up the road in her direction...

30 INT. MATHIAS' CAR 30

Mathias sits in the passenger seat, next to the leather-clad Shira, who is driving.

MATHIAS
Do it now.

Shira takes a pistol from her coat...

31 EXT. CITY STREET 31

Nina moves toward Ben, her eyes focused only on him...

Ben becomes aware of her stare and looks at her. He frowns...

Nina smiles...

Ben's eyes focus on the approaching car...

BEN'S POV on the car as it sidles up to Nina. The driver's window on her side rolls down...

Ben scowls at this and stand. He walks toward Nina...

BEN'S POV on the car as a gun barrel appears in the open window, pointed at Nina...

Ben breaks into a run...

Nina sees the gun out of the corner of her eyes and smirks. She ignores it and continues walking...

SLOW MOTION/MOS ENDS. We MOVE toward the onrushing Ben...

BEN

Look out!

He grabs Nina and yanks her backward, roughly...

The gun fires TWO SHOTS...

Ben and Nina tumble to the ground. The bullets pass overhead, biting into the wall behind them.

32 INT. MATHIAS' CAR 32

Mathias turns to Shira.

MATHIAS

Drive!

33 EXT. CITY STREET 33

With a SQUEAL OF TIRES, the car takes off down the road and disappears. Ben and Nina watch it leave. He gapes at Nina.

BEN

You're the woman from the bar...

NINA

Thank you for saving me.

BEN

I saw it all...the car...the window rolling down...it was like I could sense something was gonna happen.

NINA

I know.

Ben gets to his feet, glares at her.

BEN

What..? Who are you? How can you know all these things about me?

NINA

My name is Nina.

She holds out her hand. Ben takes it and pulls her to her feet. She stands, inches from him and smiles.

34

INT. BEN'S APARTMENT - LATER

34

ANGLE on one of Ben's art photos - it's a nude shot, but the male nude figure is distorted, twisted. The face is a skull and blood drips from its hands.

NINA (O.S.)

I like this one.

Nina is studying the unframed photo in her hands.

BEN

Please don't look at that.

She pulls out a handful of similar photos. From a half-hidden folder. They're images out of hell - twisted semi-human figures eating human flesh.

NINA

They're all so wonderful

BEN

I mean it. Stop looking.

NINA

You should be proud of them.

BEN

It was just a phase - it's not the way I see things.

NINA

Are you sure? Maybe they're like your dreams...

BEN

No.

NINA

Too bad. It looks like fun.

BEN

"Fun?" How could it be fun dreaming about *butchering* people...eating them...

NINA

I thought you said these weren't your dreams.

BEN

Sometimes I wake up on the floor with the taste of blood in my mouth...

NINA

Doesn't that happen to everyone?

BEN

I don't know what I'm doing in my sleep...if I've killed people.

NINA

Like the "Driller Killer?"

He pales and looks at her. She looks into his eyes and CHUCKLES.

NINA (CONT'D)

You haven't killed anybody, Ben. I can tell.

BEN

How can you tell?

NINA

I have a sense for it. Your dreams...they're normal.

BEN

How can it be normal to dream about eating people?

NINA

I meant "normal for us."

BEN

"Us?"

NINA

I experience those things too.

His jaw drops.

BEN

How is that even possible?

She takes his hands in her's.

NINA

It's no coincidence we've met twice
- we're drawn to each other because
we're the same. You don't have to
be alone with your dreams tonight.

Ben doesn't know what to say. He looks down at the photos in his hand for a moment. He looks back at her and sees her removing her dress. It falls to the ground, revealing Nina's nude form. She walks up to him and they kiss...

35 INT. BEN'S APARTMENT - LATER 35

Ben and Nina are on the cot, making love, Ben on top. Nina twists over Ben and rides him. Behind them, the front door opens and Elise steps part-way in. She sees them making love and pales. She exits.

36 EXT. BEN'S APARTMENT - HALLWAY 36

Elise closes the door and leans against the doorjamb.

37 INT. BEN'S APARTMENT - LATER 37

ON Ben sleeping peacefully. We PAN UP to Nina. She is awake and watching over him. Tears of joy well-up in her eyes.

38 INT. LAB - NIGHT 38

On the bright yellow eyes of a black cat, as seen through the bars of a cage...

CLOSE on a man's hand holding a hypodermic needle. He draws from a vial of blue serum, filling the hypodermic with it.

The MAN, GARETH, is a gum-chewing trendster in a lab coat, with blond highlights. He turns to the cat, who sits in a cage on a counter top. He opens the door and injects the animal with the serum. He closes the door when he's done and stares at the cat.

GARETH

Feel anything yet puss?

The cat looks at him indignantly and rolls up into a ball.

GARETH (CONT'D)
Ah, ya fucking cat.

Gareth SIGHS in resignation and shuts off the lights above the cage.

He turns to a log book and makes an entry. We see the previous trial listings are all listed as failures.

ON the Cat's eyes - they grow larger. It MEOWS LOUDLY.

GARETH (CONT'D)
Shut up.

ON the cat's eyes again - and more menacing. It MEOWS LOUDER.

GARETH (CONT'D)
I fed you fifteen minutes ago.

There is a LOUD METAL CRASHING SOUND and Gareth turns around to see that the cage is no longer on the counter top but laying on the floor. The bars on the side have been forced apart, leaving a big gap. A RUSTLING SOUND COMES UP and Gareth looks in its direction, but sees nothing. On the wall behind him, the shadow of a large predator flits past! A DEEP, GUTTURAL GROWLS splits the air and Gareth shudders.

His eyes search the darkness.

CAT'S POV: from out of the darkness, something flies at him with a SCREECHING HOWL.

SHOCK CUT on SHARP TEETH!

CAT'S POV: Gareth raises his arms to protect himself and his coat sleeves are shredded. He SHOUTS IN TERROR. The door opens and Mathias rushes in.

MATHIAS
Gareth, what the hell is going on?

He freezes at what he sees.

Suddenly, with a YOWL, the creature leaps away from Gareth. (NOTE: this could be a split second shot of the actor tossing the cat away from himself.)

GARETH'S POV on the creature's shadow as it appears on the wall - it looks like it's shrinking, collapsing in on itself.

The cat, now normal, walks up to Gareth and nuzzles his leg.

Gareth looks at his watch. He grabs the log book and scrawls in its pages.

GARETH

The new batch...the efficacy...holy crap, it lasted three minutes!

MATHIAS

"New batch?" I told you to discontinue your research!

GARETH

But Mathias, we're almost there.

MATHIAS

If you wish to remain in my employ, you'll cease this line of work - it's an abomination!

He walks out, SLAMMING the door behind him. Gareth picks up the cat, strokes it. He glares menacingly in Mathias' direction.

39 INT. BEN'S APARTMENT - MORNING

39

ON Nina asleep. Suddenly, a smile grows on her face.

NINA

You're watching me.

Indeed, Ben is watching her sleep.

BEN

I have this thing for watching beautiful women I've made love to the night before - call me crazy.

NINA

I would never do such a thing.
(beat)
Did you dream?

BEN

That depends.

NINA

On what?

BEN

On whether or not I'm awake right now, or still dreaming.

NINA
If it's a dream, I hope it never
ends.

They kiss.

40 INT. BEN'S APARTMENT - LATER 40

A fully-dressed Nina moves to the front door. Ben opens it.

BEN
Will I see you later?

NINA
We'll have dinner tonight.

BEN
I'd love that.

She kisses him and departs. After a moment, a thought strikes Ben. He fishes the packet of photos from his coat and tosses them in the trash.

41 EXT. CITY STREET - NIGHT 41

Ben and Nina walk down a shadowy city street, arm-in-arm.

BEN
C'mon, where are you taking me?

NINA
You'll see when we get there.

BEN
Nina, someone left some pictures at
my apartment. Pictures of bodies,
like the dreams I've...

Ben stiffens. He whirls around to look behind him and sees Shira and Bart following them some distance away. Both avert their gazes, act nonchalant.

BEN (CONT'D)
We're being followed.

NINA
They've been trailing us for
several blocks. Those are the
people trying to kill me.

BEN
Why do they want to kill you?

NINA
When I give the word, run.

BEN
Where?

She takes off, jaunting ahead of Ben.

NINA
Run!

He sprints after her.

Bart and Shira break into a run after them...

Nina makes a sharp right down a sidestreet and Ben follows.

Bart and Shira make for the side street...

Nina and Ben run through some PEDESTRIANS and she pulls him into an alley.

42 INT. ALLEY 42

Nina pulls him into a hidden alcove. Outside, the alley, we SEE Bart and Shira run past.

BEN
I don't understand any of this,
Nina! Who the hell are those...

She puts a finger to his lips and kisses him. Ben kisses her back, reluctantly at first, but then with great passion. Bart and Shira show up at the face of the alley and see them. Shira FIRES A SHOT, which RICOCHETS off the wall. Nina and Ben race down the other end of the alley and they give chase.

Nina and Ben cut down an adjoining alley.

43 INT. ADJOINING ALLEY 43

NINA
Come on!

She LAUGHS and they run to the end of the alley, which opens to two other side alleys. She leads him to the second one, ignoring the first one.

44 INT. ADJOINING ALLEY 44

ON Bart and Shira. They reach the end and see the two adjoining alleys. They choose the first one and run down it.

45 INT. SECOND ALLEY 45

BEN

Nina!

A big THUG appears out of nowhere and punches Ben in the face. He goes down with a GRUNT. The thug leers at Nina.

THUG

Whadda we have here? A cute piece
of ass?

He grabs her roughly, yanking her coat off of her.

Meanwhile, Ben sits up, GROANING.

The thug bends Nina over a trash pile. She SCREAMS as he pushes her dress up and latches onto her panties with his grimy hands...

NINA

Please don't rape me! Please don't
rape me!! Ben!!

The thug unzips his pants.

BEN (O.S.)

Get your fucking hands off her!

He grabs the thug's shoulder twists him around and lashes out at him.

THE THUG SHOUTS in pain! He looks down at his chest and it is a shredded mess. Blood pours out of four gashes on his chest.

Ben looks down at his arm - it is a bestial parody of it - rough-hewn, thick, with a strange coloration. The fingers end with rapier-like claws. Ben is making GAGGING NOISES...

THUG

You...you cut me.

He scowls at Nina and pulls out a knife.

THUG (CONT'D)
 What the fuck? This ain't what...

NINA
 Get him, Ben! He's got a knife!

Ben still gapes at his arm, in shock.

THUG
 You fuckin' freak...

The thug walks around Ben, to exit the alley, giving him a wide berth, but he sees something ahead of him and stops...

ANGLE on Nina's dress. It drapes to the floor and her feet step out of it.

Nina, completely nude, moves toward the thug. She passes into a well of darker shadows and when she emerges, Nina is no longer human. She is a pale, demonic creature, all sharp-edges and claws. Her long hair - razor-sharp cornrows, whips about like angry snakes with a life of their own.

Ben's face falls at the sight of her.

THUG (CONT'D)
 What are you?

NINA
 I am a "cute piece of ass." Don't you want me anymore?

He stumbles backward, to the floor of the alley and crawls away, toward the dead end of the alley and into shadows. Nina leaps on him with a WILD SHRIEK. There, in the shadows, she RIPS at him. He SCREAMS IN AGONY!

Ben stumbles toward them. Flecks of blood fly onto his face.

SHOCK CUT - on Nina ripping into the thug. The front of the SHOUTING thug is a mass of bleeding wounds.

Ben walks closer - more blood spatters him...

Nina cuts the thugs throat. His mouth works silently...

Nina rears back with her massive thumb claws and plunges them into the thug's head. She pulls back with her arms and a CRACKING SOUND COMES UP. The thug's skull splits wide-open!

Ben looks at the unfolding scene with sheer horror!

Nina rears back and opens her mouth, revealing awful rows of piranha teeth.

She buries her face in the rent in the thug's head and feasts like a brutal, voracious animal.

ANOTHER ANGLE - Nina's head comes up again, her face coated in gore. Immediately, she's overcome by a flood of ecstasy, as if the pleasure centers of her brain all lit up at once in one massive orgasmic explosion - the ultimate mind-fuck. She collapses to the ground and SCREAMS LOUDLY and her body is contorted by waves of pleasure.

Ben gapes at the sight.

Nina's fit passes and she grows still.

BEN

What did you do?

After a moment, the Nina creature walks out of the shadows, a devilish grin on her face. The front of her is covered in the thug's blood.

BEN (CONT'D)

You're the "Driller Killer."

Ben steps back, fearful of her appearance. VOICES COME UP. Nina regains her composure. She grabs his hand and pulls Ben behind a large dumpster sitting in the alley. Shira and Bart run into the alley, weapons drawn. They find the thug on the ground, his head ripped open. Shira crouches, inspects the head dispassionately.

BART

Holy fuckin' Moses!

SHIRA

Pull yourself together. She can't have gotten far...

They rush out of the alley. Behind the dumpster, Ben gapes in horror at Nina.

BEN

What. The hell. Are you?

NINA

The same thing you are, Ben.

BEN

No. No...

46 INT. BEN'S APARTMENT - BATHROOM - DAY 46

Angle on a bloody steel wool scrubbing pad sitting on a sink top. It is coated in blood. MOVING TO THE FLOOR, we see another steel pad, also bloody. MOVING PAST THIS, we see a wire brush coated in gore and another and another, until we arrive at the figure of Ben, huddled against the wall in the tiny bathroom. His arm is scrubbed raw and bloody. He stares at it in shock.

We FLASH to the image of the Nina creature ravaging the thug with her claws...

Ben SHOUTS WITH REVULSION and rushes out of the bathroom...

47 INT. BEN'S APARTMENT - KITCHEN 47

He moves to the kitchen, grabs a large knife from a knife rack and SHOUTING IN RAGE, he draws the knife across the arm, lacerating it. He does it again and again, SHOUTING each time it cuts into him. He looks at the damage he's done and GROANS IN AGONY, then he drops the knife...

CLOSE on the bloody knife as it clatters to the floor.

Ben slumps to the floor, GROANING...

48 EXT. BEN'S APARTMENT BUILDING - DAY 48

Elise walks up the steps to the building and enters through the front door. A short distance away, Mathias, Bart and Shira watch her from within their car.

49 INT. BEN'S APARTMENT 49

A KNOCK resounds on the door and Ben looks up in alarm.

ELISE (V.O.)
Ben? Are you okay?

BEN
Go away.

50 EXT. BEN'S APARTMENT - HALLWAY 50

She stares at the door in concern.

ELISE
I need my light meter, I'm coming
in, okay?

BEN (O.S.)
No! Stay out!

ELISE
What's wrong? Are you okay?

51 INT. BEN'S APARTMENT 51

BEN
Please, just go away.

52 EXT. BEN'S APARTMENT - HALLWAY 52

ELISE
Listen to me, whatever trouble...

Nina appears beside her. She puts her nose to Elise and
SNIFFS her like an animal would.

NINA
I know you. You're the other one.
Your scent is all over him.

ELISE
Who are you?

NINA
You love him. I can smell it. Why
don't you come and play with us
tonight?

ELISE
"Play...?"
(beat)
I don't think so!

Nina smiles.

NINA
Your face says "no," but the rest
of you...

She runs her hand over Elise's breast, feeling her nipple
through her shirt. Elise GASPS. Nina's lips move to whisper
in Elise's ear.

NINA (CONT'D)
Oh my. Someone is excited.

ELISE
Take your friggin' hand off me!

She pulls away from Nina and hurries down the hall. She looks over her shoulder at Nina and then disappears around the corner.

NINA
Let me know if you change your mind...Elise.

Elise stops and shudders.

Nina turns back to the door.

NINA (CONT'D)
Ben? It's Nina.

Elise listens in to the conversation..

53 INT. BEN'S APARTMENT 53

Ben stands, stares at the door.

BEN
What do you want?

54 EXT. BEN'S APARTMENT - HALLWAY 54

NINA
I want to help.

BEN (O.S.)
Of all people in the world, you are the *least* able to help me. I don't even know if you ARE a goddamned person.

NINA
Ben, I know you're confused and frightened...

55 INT. BEN'S APARTMENT 55

BEN
How is that? Because you're a "thing," like me?

NINA

I know what you saw last night
seems like a confirmation of your
fears - that something horrible
lives beneath your skin, an
ugliness that wants to devour you.

Ben closes his eyes tightly, as if to block out the memories
of the night before.

NINA (CONT'D)

But that's not what's happened.

BEN

Yes it is.

NINA

You've been given a chance that few
people are ever granted - to be
reborn. What you're afraid of is
the unknown. Ben, our gift is
amazing...to smell roses from three
miles distant, to hear a baby's
laughter two city blocks away and
listen to the soft crinkle of it's
mother's smile, to feel the wind
caress your body as you move
through the night - to *be* the wind.
We are the ones who are truly
alive.

56 INT. BEN'S APARTMENT 56

He opens his eyes. Hope glimmers in them.

NINA (O.S.)

I'm here to show you wonder.

57 EXT. BEN'S APARTMENT - HALLWAY 57

The door opens and she enters through it...

58 INT. BEN'S APARTMENT 58

Nina walks in and closes the door behind her. Ben stands
before her, holding the knife defensively.

NINA

Oh Ben.

BEN

Don't come near me. Just stay there.

She looks at his bloodied arm, takes a step toward him.

NINA

What have you done to yourself?

BEN

What did you do to me? Tell me what you did to me last night, goddamn it!

NINA

I didn't do anything to you. Your body is changing. The real you is coming out.

BEN

This is the real me.

He thumps his chest.

NINA

You know that's not true. Your instincts have been telling you otherwise all of your life.

BEN

None of this ever happened until you showed up!

NINA

In your dreams you have always seen yourself as you truly are - a hunter, a child of the night.

Ben sobers at this and drops the knife. Nina grabs a towel. She approaches him slowly and takes his arm. She gently wipes the blood away from it.

NINA (CONT'D)

I also cut myself, when I first learned what I was.

She leads him to a chair, sits him down and kneels beside him. She begins to lick his wounds with her hand, like a cat would.

NINA (CONT'D)

It will heal now.

BEN
It feels better.
(Beat)
What's happening to me?

NINA
Ben, you and I are those who can
let their true selves out. The
'normals' call us "Shriven."

BEN
"Shriven?"

NINA
They used to think we were
creatures made up of the cast-off
sins of good Christian folk.

Ben's face takes on a horrified expression.

NINA (CONT'D)
It's not true. I'm a Lutheran,
myself.

She smiles, takes his hand in hers.

NINA (CONT'D)
The first time I changed was also
because something traumatic
happened to me. I was sixteen. A
boy tried to force himself on me. I
changed like you did and...I hurt
him. I ran away, lived like a
wretch feeding off of stray
dogs...until a man found me. He was
older...but he was like me. He
taught me not to be ashamed of what
I was. We became mates.

BEN
What happened to him?

NINA
He was hunted down ten years ago by
the men who now hunt me. He was the
only one like me that I have ever
found - until now.

BEN
How did you manage to find me?

NINA

Did you know an emperor moth can sense a potential mate from hundreds of miles away? So can we.

BEN

Your proximity to me made the visions and dreams worse.

NINA

You would have changed eventually though.

BEN

I had it under control.

NINA

With these?

She grabs the bottle of pills from the nearby counter.

NINA (CONT'D)

These aren't strong enough to control the change, they can only delay it.

She dumps them on the floor, crushes them.

Ben gazes at the crushed pills...

BEN

That man in the alley, I don't understand what you did to him.

NINA

We need to feed on a part of the brain called the pineal gland, or we die.

The full impact of her words hits him and he recoils in disgust.

BEN

No. No way. There's got to be something we can do to *not* be this way!

NINA

It's what we are, Ben. We hunt other animals and we feed, just like tigers or wolves. *People* are animals.

BEN

Jesus, Nina, a cow doesn't plead
for its goddamned life!

NINA

Do you think I enjoy being this
way? I tried *not* to feed and it
nearly killed me.

BEN

Forget it. There's no way I'm going
to...

He makes a grasping motion with his hands.

NINA

You have no choice. Once you make
the initial change, you can't go
back.

BEN

Then I'll die trying.

NINA

It's not you you should worry
about. Soon it will be
overpowering. You could end up
killing someone close to you - like
Elise.

Ben pales at this...

59 EXT. BEN'S APARTMENT - HALLWAY 59

Elise hears BEN'S ANGRY VOICE from where she stands. Concern
blossoms on her face and she moves forward...

60 INT. BEN'S APARTMENT 60

Ben collapses to the floor, frustrated and tearful. Nina
pulls Ben to her bosom, strokes his hair.

NINA

You're not alone in this.

She lifts his chin up, looks in his eyes.

NINA (CONT'D)

There are good things about this
gift, Ben.

She kisses him on the lips, but he doesn't kiss her back. She kisses him all over, cajolingly.

NINA (CONT'D)

Come with me. Come with me.

Nina opens his shirt and kisses his chest. Her lips move lower and lower. Ben's eyes become the fierce yellow eyes of a predator.

61 EXT. BEN'S APARTMENT - HALLWAY 61

Elise is startled by the GROWL of an INHUMAN VOICE inside Ben's place. She hesitates.

62 INT. BEN'S APARTMENT 62

They pull at each others' clothes - Ben unbuttoning her jeans, Nina unbuttoning his...

63 EXT. BEN'S APARTMENT - HALLWAY 63

Elise gathers her courage and moves down the hallway, toward his door...

64 INT. BEN'S APARTMENT 64

VARIOUS CLOSE ANGLES - we see claws ripping out of their hands...spikes pushing their way up through their shirts...

65 EXT. BEN'S APARTMENT - HALLWAY 65

Elise hears MORE INHUMAN GROWLING.

ELISE

Ben?

66 INT. BEN'S APARTMENT 66

VARIOUS CLOSE ANGLES - strange coloration spreads across Ben and Nina's bodies...

67 EXT. BEN'S APARTMENT - HALLWAY 67

Elise reaches out for the doorknob.

CLOSE on her hand grasping it...

68 INT. BEN'S APARTMENT 68

SHOCK CUT - on an inhuman mouth HOWLING!

A bestial hand flails out, SMASHES the light bulb on the ceiling, plunging the room into darkness...

69 EXT. BEN'S APARTMENT - HALLWAY 69

Elise steels herself and throws open the door...

70 INT. BEN'S APARTMENT 70

Inside the darkened apartment, Elise sees two shadowy forms crawling out the window directly across from her. They glance back at her with blazing eyes and then disappear into the night. Elise SCREAMS!

71 INT. MATHIAS' CAR 71

Mathias, Shira and Bart jump at the sound of Elise's voice. They get out of the car. Shira carries a sheathed samurai sword, which she unsheathes and holds at the ready.

72 EXT. BEN'S APARTMENT BUILDING 72

SHIRA

Over there!

She points at a pair of shadowy figures that are flitting across the rooftop of the building. Mathias and the others run over to the front door, just as a TENANT is opening it.

73 INT. BEN'S APARTMENT 73

Mathias' crew run through the open door...

MATHIAS' POV on Elise, standing in the middle of the room in shock.

ELISE

Their eyes were glowing.

74 EXT. ROOFTOP - NIGHT

74

The two Shriven run across another rooftop, like wolves on the hunt. They reach the edge and leap from the roof, across a twenty foot gap...

CLOSE on Ben's face as the wind blows through his hair - his face is more alive than we've ever seen it!

They land on the adjoining roof and run together, in tandem, mates on the hunt...

75 INT. MATHIAS' WAREHOUSE - NIGHT

75

ON a metal gate - it raises with a LOUD METAL GRATING SOUND. Mathias, Elise, Shira and Bart step inside. Elise, still looking shaky, looks around the space...

ELISE'S POV on a large, open, warehouse area filled with racks of equipment. She sees a nearby rack that contains automatic weapons. One next to it has grenades.

ELISE

What the heck is this place?
"Terrorists R Us?"

Shira gives her a dirty look.

SHIRA

Fuck you.

BART

Oooh, cat fight!

MATHIAS

It's a place we use when we're in town, as a base of operations.

Shira takes out her sword and starts polishing it. An attractive blonde woman walks into view - this is DEIRDRE. She turns and we see a nasty scar on one side of her face. Elise recoils at the scar.

DEIRDRE

What happened?

MATHIAS

It seems he wasn't a target after all - he is also a shriven.

Shira pauses from polishing her samurai sword.

SHIRA
Just another target.

ELISE
Who's a "shriven?"

BART
Wake up lady! *Ben* - your little
fuck buddy.

ELISE
He's not...we're not like that!

DEIRDRE
I'll get on the police band and
listen for any reports.

She moves off to a bench with police radio equipment and dons
some headphones. Elise looks around the racks. She sees some
weapons that look like they're something out of Star Wars.

ELISE
Who are you people? Secret agents?

BART
Hey, can I be James Bond? I got a
real way with the ladies.

He makes smoochie faces at Elise. She scowls in disgust.

MATHIAS
My name is Mathias. That wretched
hulk is Bart. He's our muscle.

BART
At'cha service, babe.

MATHIAS
This is Shira.

Shira nods solemnly.

ELISE
What's your job, Ninja runway
model?

SHIRA
I kill "things."

ELISE
(to Bart)
You better watch out then.

He CHORTLES.

MATHIAS

Deirdre's our communication expert.

The blonde nods at her.

MATHIAS (CONT'D)

All of us have one thing in common - we've lost a loved one to Nina. My wife was killed by her ten years ago. Deirdre lost her fiance.

DEIRDRE

He wasn't lost. He was "murdered" by that creature.

MATHIAS

Shira lost her father when she was nine.

Shira sheathes her sword again, with a scowl.

BART

An' I lost my son and when I catch the bitch I'm gonna shoot her goddamned eyes out!

He pulls out one of the automatic rifles and slams a clip into it, roughly. Off in the distance, several other PEOPLE are busy checking equipment and various other tasks.

MATHIAS

A common sense of loss has bound us and a few others to the same goal - to find Nina and exterminate her! I've devoted my personal fortune to...

ELISE

Nina is one of these creatures? What does Ben have to do with this?

BART

You explain, I'm gonna get some target practice in...

He walks away, rifle in hand. Mathias walks away, through some racks. Elise follows.

ELISE

Hey, you didn't answer me! Hey!

He walks over to a door and opens it...

76

INT. MATHIAS' WAREHOUSE - LAB

76

Inside, Gareth is working on a lab experiment. Mathias grabs a box of anesthetic darts from a work table...

MATHIAS

Gareth, have you synthesized more oestradiol?

GARETH

Ask and ye shall receive, m'man.

He waves to a lab table set-up that is pumping out chemicals. Gareth hands him the darts.

MATHIAS

Start filling. There's *another* one.

ELISE

What's "Oestradiol?"

MATHIAS

This is Elise.

GARETH

Oh, the fuck buddy.

ELISE

I am *not* the...

MATHIAS

Gareth is a molecular biochemist in my employ.

(beat)

She may be helpful. You might as well let her in on our secrets.

GARETH

Oestradiol is a hormone that counteracts a shriven's ability to change.

ELISE

Will somebody tell me what a "shriven" is?

GARETH

With *two* of them on the loose, we need something that's gonna give us a bigger bang than oestradiol - we need the serum.

MATHIAS

I told you to forget it!

Gareth latches onto a vial filled with bright blue liquid.

GARETH

Mathias, another trial batch and we might have what we need. We give this to Bart and Shira and blammo! We get the job done, sure as shit!

MATHIAS

It's too dangerous! I thought you were out of the extract. Where are you getting it?

GARETH

There's...still some left from the last shriven.

ELISE

WHAT THE HELL IS A SHRIVEN?

Mathias picks up a file from Gareth's desk and gives it to Elise. On top is a picture of the Nina Thing. She rifles through the file and we SEE more pictures of Nina in action. Some have detailed notes on them and one has the structure on her forehead circled in red ink with the words "Overdeveloped pineal gland gives them their powers?" next to it. She turns to see one of the crime scene photos of a dead victim.

She recoils from it.

ELISE (CONT'D)

Does...does she have some kind of mind control over Ben?

MATHIAS

You poor thing. You haven't grasped it.

ELISE

Can we use the blue stuff to make him normal?

GARETH

This stuff? "Monster in a vial."
Makes more of 'em - or it will.

MATHIAS

Gareth!

(to Elise)

Ben is not normal, he never was.
These creatures have an overactive
portion of the brain...a holdover
from prehistoric times, when
mammals needed an extra edge to
survive the predators that roamed
the night. Gareth believes this
"third eye" was a key to quickly
switch on survival traits.

GARETH

Instant strength, speed and
heightened instinct. Who needs
steroids when ya got that?

MATHIAS

Shriven only manifest at night.
Daylight makes them weak - it
inhibits the third eye's production
of melatonin, which gives them
their abilities.

Gareth hands her one of the darts.

GARETH

This is "Daylight in a dart."

ELISE

Nina's a vampire?

GARETH

Vampires are pussies compared to
these things.

ELISE

Monsters aren't real. Neither are
Shriven. You're all fucking crazy!

MATHIAS

Monsters are real. Ben is one of
them.

ELISE

What does she want with him?

MATHIAS

My dear, she wants a mate.

77 INT. ABANDONED FACTORY - NIGHT

77

On the darkened interior of a ruined factory. The hulks of broken machinery dominate the space and shafts of moonlight lance downward through broken panes of glass, casting pools of light within the ruined landscape. A figure darts through one of the wells of light...

ANOTHER ANGLE - the figure is Shrivven Nina. She looks back as she runs through the warehouse.

NINA'S POV - a dark figure keeps pace with her across the warehouse, shadowing her.

Nina, BREATHING HEAVILY, ducks behind a pillar to hide. She hears a noise, looks in it's direction...

The shadowy figure flits past her.

She GASPS. A GROWL ARISES and she looks in it's direction..

The figure flits past in the other direction.

Nina panics and runs out from behind the pillar, back across the warehouse, looking behind her to see if she's being followed. When she looks back, she GASPS.

HER POV: Shrivven Ben looms up from out of the darkness.

ANOTHER ANGLE - they tussle with each other, turning each other round and round and GROWLING and then suddenly they are in each others' arms, kissing. After a few moments, CALLIOPE MUSIC COMES UP.

NINA

Do you hear it?

BEN

What is it?

She leads him over to one of the big windows, where the sound is emanating from.

NINA

It's the city.

She cocks her head, as though hearing something else, and she leads him over to another window. The SOUNDS OF HORSE DRAWN CARRIAGES COMES UP, WITH THE CLOPPING OF HORSES' HOOVES.

BEN

The park - it's as if I was
standing in it.

She hears something else, pulls him over to another window and SYMPHONIC MUSIC COMES UP, CLEAR AS A BELL. He smiles at her.

BEN (CONT'D)

I understand what you were trying
to tell me.

They put their arms around each other and listen peacefully to the SYMPHONY.

78

INT. GOTHIC SEX CLUB - LATER

78

ON a GOTHIC BELLYDANCER performing on a small stage in a dimly-lit nightclub. She is moving seductively to a HEADY, GRINDING BEAT. Every movement is an ode to the act of lovemaking. MOVING PAST her, we SEE Ben and Nina sitting in a booth, drinking wine.

INTERCUTTING between the bellydancer swiveling and other patrons - we SEE a WOMAN caressing another WOMAN'S LIPS, a MAN kissing another MAN and a COUPLE in a shadowy corner of the club having sex.

The energy of the room arouses Ben and Nina and they begin to kiss hungrily. He works his way down her body. Nina glances across the room...

HER POV: on a VINYL CLAD SWINGER MAN and SWINGER WOMAN watching her from the bar with interest.

Nina arches her body backward over the booth wall, in pleasure, as Ben moves to her exposed stomach, teasing it with his tongue. She GASPS. From across the room the vinyl duo grows more interested. Ben disappears under the booth table...

INTERCUTTING between the dancer/the couple having sex/Nina growing aroused/the vinyl duo watching her. This becomes a erotic choreography, with the dancer gyrating faster and faster while simultaneously lowering her body to the floor; the couple driving each other to ecstasy; Nina growing closer and closer to climax and the vinyl duo watching her with growing lust. After a minute of this intricate dance, it culminates in an explosion of imagery, as the couple climax, Nina orgasms and finally, the dancer lies prone on the floor.

Nina opens her eyes and smiles at the swinger couple watching her. They smile back...

79

INT. SWINGER'S APARTMENT - NIGHT

79

Ben and Nina step out from a pair of french doors and into a spacious living room. Nina swigs straight from a champagne bottle. Both are drunk and LAUGHING. She passes him the bottle and he drinks from it. Nina steps back in the other room and leads the swinger couple out by their hands. The woman kisses Nina full on the lips. While this is going on, the man latches on to Nina's arm and bends it behind her, sadistically. Nina smiles through the pain. The woman kisses her again and bites down on Nina's lip. A thin bead of blood flows between their lips.

BEN

Hey...!

Ben latches onto the swinger man, pulls his arm off Nina. Nina takes Ben by the hand and leads him to a big chair. He collapses into it.

Nina returns to the woman and they make out passionately. Then Nina unzips the woman's dress and lets it fall off of her. She is wearing a sexy black corset underneath.

Ben watches drunkenly from where he sits.

The swinger man wipes sweat from his lips as he watches.

Nina unlatches the woman's corset and it falls away, leaving her standing there, naked and vulnerable. Nina kisses the woman's body all over and, moving down, performs oral sex on her (off camera).

SWINGER WOMAN

Oh yes.

The men continue to watch, excitement blazing in their eyes.

REVERSE ANGLE - on Nina's hands gripping the woman's ass.

SWINGER WOMAN (CONT'D)

Yes!

She becomes more excited and is on the verge of exploding. She takes a DEEP, penultimate BREATH...

Unexpectedly, NINA draws a clawed finger down the front of the woman's torso, slicing her open.

Ben's face falls.

The woman gapes at the thin line of blood on her body, in shock.

The man also stares at her, in shock.

Nina looks up at her with the hot yellow eyes of a Shreven. Droplets of blood fall onto her face and she revels in it.

The woman looks at a line of blood forming down the length of her torso and she HYPERVENTILATES. This morphs into a SCREAM...

Nina rises off of her haunches, transforming into a Shreven as she moves. She becomes a flash of motion, pushing the woman toward Ben...

She falls into his arms.

Nina wheels around, puncturing the other man's forehead with a claw, killing him instantly. She holds him in place like a skewered fish on a pole.

Ben gapes at the HYPERVENTILATING WOMAN pressed up against him, his eyes becoming Shreven eyes.

Nina pulls her claw from the man's head and he collapses. She falls on him and moves to puncture his forehead with her large thumb claws.

Ben and the woman watch, horrified, as we HEAR the HARSH WET SOUNDS of Nina ripping the man's head open.

Nina rears back and opens her mouth, exposing her piranha teeth. She drops her head...

The woman SCREAMS at the sight of her partner being devoured. Ben nearly gags as he watches her swallow it.

Nina sits back, covered in gore and she is immediately overcome by the orgasmic response to the gland, falling to the floor in ecstasy.

The dead man's head flops over, so that his sightless eyes gape at Ben. Ben recoils.

SWINGER WOMAN (O.S.) (CONT'D)
Please...

The vinyl woman gapes up at Ben.

SWINGER WOMAN (CONT'D)
 ...don't hurt me. I won't say
 anything, I promise...I promise!

Nina turns to see Ben hesitating over the woman. She moves over and caresses his face with her gory fingers.

NINA
 It's okay. It's your first time.
 You'll get used to it.

Nina latches onto Ben's arm.

NINA (CONT'D)
 Come on!

Ben frowns...

IN HIS MIND'S EYE, he sees Nina encouraging him down the alley.

NINA (CONT'D)
 Come on!

BACK ON BEN. His frown grows deeper...

IN HIS MIND'S EYE, he sees the big thug from the alley.

THUG
 You...you cut me!

He scowls at Nina and pulls out a knife.

THUG (CONT'D)
 What the fuck is going on here?
 This ain't what I...

NINA
 (cutting him off)
 Get him, Ben! He's got a knife!

Back in real-time, Ben gapes at Nina.

BEN
 You...arranged for that man in the
 alley to attack us, didn't you? To
 create a traumatic event that would
 change me, to make me like...

NINA
 Ben, you don't understand - you
 need to feed! There's no other way!

A DEATH RATTLE shakes the swinger woman's chest and she dies in Ben's arms. He SHOUTS in anguish. When he looks at Nina again, his eyes are hot yellow points of anger.

BEN

I will never be what you are.

He gently lays the woman's body aside, stands up and rushes through the adjoining doors.

NINA

Ben, don't go back to your apartment, it's not safe! Ben!

Nina looks down, sadly.

NINA (CONT'D)

It won't be that easy, Ben.

80

INT. BEN'S APARTMENT - LATER

80

Ben is laying down on his cot, asleep in his clothes. Suddenly, he wakes with a start. He turns to see Nina sitting nearby, watching him.

NINA

HI Ben.

Nina watches him from across the room. Ben GASPS at the sight of her.

BEN

This is all some terrible dream, right?

Nina walks closer to him. She wears a colorful apron and looks strangely like a Donna Reed "happy homemaker" from the 50's.

NINA

You mean the part where I gutted a woman and tore her boyfriend's brain out? That was real.

BEN

Get away from me.

She clutches him, strokes his hair.

NINA

My darling, it's better not to be alone through all of this.

(MORE)

NINA (CONT'D)

I was wrong to pressure you. You'll go at your own pace. It will happen when it happens and I'll be right there with you. Everything will be fine.

BEN

How could anything possibly be fine?

NINA

You have to trust me, my darling. I thought it might be easier for you if you work your way up to the actual act, take "baby steps." So I...I brought you something. I want to take care of you. We're all each other has now.

She pops into the kitchen, picks up a serving tray and walks back to him. Ben looks down at the tray and sees a plate that sits atop it, upon which sits a section of brain matter, with some garnish on the side!

BEN

Jezzus! Is that...?

NINA

What you need.

He backs away from her.

BEN

Get it away from me!

NINA

Ben, listen to me, if you don't feed, you'll die!

BEN

I don't want anything to do with this! It's fucking sick!

He knocks the tray from her hands.

NINA

You have no choice. You have to eat this and then we have to leave, before they come looking for us.

BEN

Why do these people want to hurt you so bad Nina? What did you do to them?

NINA

I'm different and therefore they want to kill me...and now you as well.

BEN

Goddamn it, thank you for dragging me into your shitty life, Nina!

NINA

I've been trying to help you.

BEN

Oh, thanks for the help! Now get out of here. I never want to see you again.

Her face hardens.

NINA

The time will come Ben, you'll see. It will come, even if you're with someone you think you love. You know I'm right.

She opens the door and exits. Ben finds a bottle of gin and takes a long pull on it...

81 INT. BEN'S APARTMENT - LATER

81

A KNOCK RESOUNDS on the front door, rousing Ben from the chair.

BEN

I told you to go away!

He opens the door to find Elise standing before him.

BEN (CONT'D)

Elise?

Suddenly, Deirdre appears in the doorway and shoots a dart into Ben's chest. He GROANS. Bart, Shira and Deirdre pour into the room. Bart and Shira each grab one of Ben's arms.

BEN (CONT'D)

You'd better get out of here. You don't know what I am.

BART

Oh we know, ya freak a nature!

He plants a fist in Ben's gut. He GROANS. Mathias grabs his head and lifts it.

BEN
What do you want?

MATHIAS
Nina.

BEN
I have nothing to do with her!

MATHIAS
Don't lie, I know you're one of them! I can't believe I tried to warn you!

BEN
You left the photos for me?

MATHIAS
A mistake.

Ben tries to throw off the men, but they hold him fast.

BEN
You think I don't know why you're here? You're going to kill me!

ELISE
Ben, they promised me they wouldn't hurt you! They're just after her!

BEN
They're lying!

He looks up at her with the eyes of a Shreven and Elise recoils in fear. The change starts to come over him, the coloring sweeping across his skin, his hair changing, becoming more like defensive coils of wire.

BART
The juice is no good! He's changing anyway!

ELISE
What has she done to you?

He shrugs his captors off with ease. Then Deirdre appears with a tranq gun and shoots Ben in the chest for the second time. He stumbles and his coloring begins to revert back to normal.

DEIRDRE

I hit him!

BEN

You bitch! What did you do to me?

He pulls the dart out and his coloring begins to change again.

MATHIAS

Impossible! Shoot him again!

Deirdre struggles to load another dart into the gun. Bart pulls his pistol out, but Ben grabs it out of his hand and punches him in the head. He goes down.

BEN

Elise, get out of here!

He heads for the open doorway. He gets within reach of it and at that moment, Deirdre puts another dart in him. He buckles to his knees.

ELISE

Please don't hurt him!

Mathias and Shira latch onto him, but with a last burst of strength, he shrugs them off and runs for the doorway...

MATHIAS

Don't let him get away!

Shira draws a pistol and FIRES at Ben, but misses.

ELISE

No!!

Ben gets to the open door, grabs his leather jacket and jumps out the doorway.

ELISE (CONT'D)

BEN!!!

He rushes outside and into the growing daylight. He takes off down the street, still holding the gun...

83 INT. MATHIAS' WAREHOUSE - LAB

83

Gareth is examining some slides under an electron microscope. His cell phone RINGS. He checks the display and answers it.

GARETH

I told you not to call me here.

FEMALE VOICE (O.S.)

C'mon lover, it's been too long.
Meet me!

He smiles.

GARETH

Okay. Okay. The usual place?

FEMALE VOICE (O.S.)

One hour.

GARETH

Groovy!

He hangs up...

84 EXT. CITY STREET - DAY

84

Ben moves along a street as PEDESTRIANS pass him. He looks gaunt. As he walks, he passes a MAN selling newspapers on the side of the street. The top copy on the stack catches his attention. He pulls some change from a pocket, gives it to the man and grabs the paper. His jaw drops...

CLOSE on the paper. The headline reads: "Driller Killer strikes again: Midtown Couple Found Butchered." Underneath this are headshots of the vinyl couple.

As he stares at the paper, something like hunger pangs wash over Ben. He MOANS, grabs at his stomach and sways slightly. Ben. He looks around and sees a hot dog vending cart on a corner.

Ben walks over to the VENDOR.

BEN

One with everything.

The vendor prepares the dog. Ben fishes out some money and pays him.

He walks away from the cart and begins to wolf the dog down. Several bites into the hot dog, Ben GROANS and grabs his stomach. He sways and leans against a nearby building to steady himself. Then he bends over and VOMITS VIOLENTLY. After a moment, he grabs at his head, as pain lances into his brain. He GROANS IN PAIN.

Ben stands and looks at the PEDESTRIANS moving around him...

BEN'S POV on their faces - their foreheads seem to be looming larger than life, calling out to him.

He recoils from the vision...

More PEOPLE walk by him, their foreheads growing closer, beginning to pulse as though their "third eyes" were struggling to push out of their heads!

Ben averts his eyes and rushes away. He rounds a corner and leans against the building, PANTING ANXIOUSLY. He puts his hand in a pocket and pulls something out...

BEN'S POV on Bart's gun.

Ben stares morbidly at the weapon...

85 EXT. MOTEL - DAY 85

ANGLE on a cheesy motel sign.

86 INT. MOTEL ROOM 86

A door opens and Gareth steps into a darkened motel room.

GARETH

You there?

The light in the bathroom clicks on and we see the silhouetted image of a beautiful woman standing in the doorway, in a negligee.

WOMAN

Always, baby.

The woman walks out and we see that it's Nina. Gareth moves into the room, frowns at the negligee.

NINA

You don't like it? I picked it out for you.

GARETH

You know what I like. Gimme some
Shriven.

Nina changes into a shriven. He watches, excited as her color changes and she sprouts claws and spines. They move into an embrace and kiss...

87

EXT. CITY STREET - LATER

87

Ben, shaking like a drug addict in withdrawal, stares at the gun in his hand for a moment. He makes a silent decision and raises the gun to his head.

CLOSE on his finger resting on the trigger.

Ben SHOUTS WITH RAGE AND FRUSTRATION and...

CLOSE on his finger as it begins to pull back the trigger...

CLOSE on Ben's eyes. Something off to the left seems to catch his attention...

BEN'S POV on a YOUNG WOMAN across the street, who is taking a picture of another WOMAN. For a moment, the woman with the camera looks like Elise. She smiles just like her!

BEN

Elise...?

His finger eases up on the trigger.

Ben smiles at her image.

BEN (CONT'D)

Elise...

He lowers the gun.

His POV: the woman snaps the picture and lowers the camera - it's not Elise, just someone who looks like her.

Ben grows sober at the revelation of the woman's identity. He looks at the gun in disgust and sticks it back in his pocket. He stands up straight, straightens out his jacket and moves on, with renewed strength and resolve. OVER THIS, we HEAR GARETH GROANING IN PLEASURE.

88

INT. MOTEL ROOM

88

Gareth and Nina have just finished making love. He rolls over onto his back. Nina chews on his ear.

NINA
Happy, lover?

GARETH
Of course, even though I know
you're just using me to keep tabs
on Mathias.

NINA
Everyone uses each other. Aren't
you using me?

GARETH
For multitudinous things, monster
babe.

He kisses her on the cheek and gets out of bed. He pulls on some clothes. Nina moves to the edge of the bed, pulls her hair back to expose her forehead.

NINA
That's called an "equitable
relationship."

Gareth approaches her with an empty syringe in hand. The needle is a large one. He takes Nina's head in one hand, places the needle against her forehead.

GARETH
This is going to hurt.

With some difficulty, he jabs the needle into her head and she GRUNTS IN PAIN. Black fluid flows into the syringe.

NINA
How is it progressing?

GARETH
So far, the serum is able to
sustain a reaction for three
minutes.

NINA
He still won't use it?

GARETH

Naw, he's convinced it will turn any subject into...what you are.

NINA

Good.

GARETH

Soon, maybe the next batch, I'll have something that lasts longer.

NINA

Permanently?

GARETH

Hey, this is me we're talking about. Of course.

NINA

What will you do with it?

GARETH

I have some potential buyers.

NINA

Military, I suppose?

GARETH

And a few nasty totalitarian governments.

He removes the needle and stares at the vial of black liquid.

89

INT. MATHIAS' WAREHOUSE

89

ELISE

You tried to kill him!

Elise pushes Mathias. She and all of the others stand in the ready room area of the warehouse. Weapons from the last mission sit on a steel table nearby. People's coats lay on the other end of the table. Bart tries to latch onto Elise but she slaps him across the face.

ELISE (CONT'D)

Don't touch me, gorilla!

BART

I like your spirit, baby!

ELISE

You people didn't say anything
about killing him!

DEIRDRE

Look, this may be hard to accept,
but there's nothing you can do for
him anymore, Elise - he's lost to
you!

SHIRA

It's true. If you'd seen what
they're capable of...my father...

ELISE

Ben's not like that! He pushed me
away because he didn't want to hurt
me!

Mathias turns from her, address the group.

MATHIAS

We still have a chance to find him
and through him, Nina. The evidence
indicates he's still tied to his
own life, we might be able to find
him hiding somewhere familiar.

Elise scowls at him. The main door opens and Gareth walks in.

BART

There ya are, perfessor. Out
gettin' some?

Gareth CHUCKLES.

GARETH

"Some?" Ye of little faith!

MATHIAS

Where have you been? I've been
trying to reach you all day!

GARETH

Hey, I can't slave over a hot
bunsen burner all day long, Mon
Capitán.

MATHIAS

I need you to stay in
communication, what if an emergency
arises?

As they ARGUE, Elise quietly moves up to the table and grabs a pistol. She points it at them.

ELISE
Stay where you are!

Bart steps toward her.

BART
C'mon, a little thing like you
doesn't know how to handle a gun!

ELISE
I'm from Brooklyn, don't push me.

He takes a step forward and she deftly releases the safety.

He backs down.

MATHIAS
What do you think you're doing?

Elise grabs a tranq gun, puts it in her waistband.

Deirdre, behind Elise, grabs a tiny GPS tracking device from a shelf. She shows it Mathias, who nods.

Elise reaches for a bandolier filled with darts. Mathias moves toward Elise, distracting her from Deirdre.

ELISE
Stay where you are!

MATHIAS
If you go looking for Ben, he'll
kill you. He's not himself Elise.

As they talk, Deirdre, tracking device in hand, slowly makes her way to Elise's coat and purse...

ELISE
Give it a rest, "Van Helsing!"

Elise turns to see Deirdre moving away from her stuff.

ELISE (CONT'D)
Back off, Deirdre, unless you want
a fist full of knuckles!

MATHIAS
You represent his former life,
Elise. Because of this, Nina will
hunt you down!

ELISE

Good! It'll make it that much
easier for me to find the bitch!

She opens the door and exits.

BART

I'm in love.

He looks at Shira as she glares at the retreating Elise.

BART (CONT'D)

You too?

Shira gives him a dirty look. Mathias turns to Deirdre.

MATHIAS

Start tracking her.

DEIRDRE

The unit also contains a
microphone. We'll be able to listen-
in as well, if we get close.

She grabs a GPS handset from her bench, turns it on. We see
movement on its screen...

90 EXT. CITY STREET - ELISE'S APARTMENT - DUSK 90

Elise appears in front of an apartment building. She walks up
the steps, opens the front door with a key and disappears
inside.

91 INT. BUM'S ALLEY 91

Ben stands in the mouth of an alley, across the street,
staring at her building. He BREATHEs with DIFFICULTY. A hand
reaches out, from within the alley, grabs Ben's shoulder.

A BUM stands behind him.

BUM

Hey, buddy, you got any...

Ben whips around in surprise, scowling at the bum with
fearsome shriven eyes!

BEN

Get away from me!

The bum SHOUTS IN FEAR and falls onto his ass. He crawls deeper into the alley, until his back is to a brick wall.

Ben averts his gaze from the bum.

NINA (O.S.)
You should've eaten him.

Nina, in her shriven aspect, steps out of the shadows in the alley, walks up to him.

BEN
Leave me alone...

NINA
You'd be doing him a favor.

BEN
Shut the fuck up!

NINA
Do you know what will happen to you if you don't feed soon? Your vision will get blurry, you won't be able to hear anything, you won't be able to breathe because your autonomic nervous system has shut down. It's happening already.

BEN
I'm okay with that at this point, Nina. Call it a quality of life issue.

He rises, though it is difficult for him and walks out of the alley.

NINA
I'm not okay with it.

BEN
I don't remember asking you!

Elise is in the living room, changing from dress shoes to sneakers. She looks up at the sound of his shouting and rushes out of the apartment.

93 EXT. CITY STREET 93

Elise exits her building and, following her instinct, moves across the street, looking for Ben. She walks past the alley as her eyes scan the street...

A bottle of booze rolls out of the alley and hits her foot.

Elise looks into the gloom of the alley and then moves inside it.

94 INT. BUM'S ALLEY 94

ELISE

Hello? Ben? Is that you?

A huge shadow arises next to Elise and it HISSES at her. She turns to look and the shadow falls onto her, pushing her to the ground. She looks up to see that it is the bum, the life draining out of his eyes, due to a gaping hole in his head. Elise SCREAMS! She pushes the bum off of her and runs out of the alley. Behind her, Nina smiles and skulks back into the darkness.

95 EXT. BUM'S ALLEY 95

Elise rushes from the mouth of the alley, flushed with fear.

96 EXT. CITY STREET 96

Elise turns a corner and runs smack dab into Ben. She grabs him. He averts his shriven eyes from her.

BEN

Elise? What are...

ELISE

My God are you alright?

She releases him and backs away.

ELISE (CONT'D)

The man back in the alley...was that...you?

BEN

What are you talking about?

ELISE
He's dead!

Ben shakes his head.

BEN
It was Nina.

ELISE
Thank God!

She tries to hug him, but he steps back.

BEN
Don't touch me, Elise.

Elise shows him one of the darts.

ELISE
I might be able to help! This drug,
it helps prevent the change -
remember, they shot you with it!

BEN
It doesn't last. Look at me.

He looks up at her with his monstrous eyes.

BEN (CONT'D)
No drug can change what I really
am! I'm afraid Elise...

ELISE
Oh Ben...

Her eyes fill with tears. She moves to put her arms around him.

BEN
I'm afraid for you.

She stops.

ELISE
You could hurt me?

Ben reaches out a hand out to her, imploringly, as if reaching out for salvation.

CLOSE on his hand - it begins to shake. His imploring hand changes tenor, becoming grasping, ugly.

BACK on Ben. His whole body is shaking as the hunger creeps up on him again.

ELISE (CONT'D)
What's wrong?

BEN
The hunger...is getting worse. I
have to feed.

ELISE
You mean to kill.

BEN
Go home. It's dangerous out here.

He walks away and she begins to follow.

ELISE
Ben, please, wait!

He breaks into a run and turns a corner. Elise also runs. She turns the corner, but Ben is nowhere in sight. Elise walks away, sadly.

Ben watches her from behind a nearby parked car. He too looks devastated.

97 EXT. LOW-LIFE BAR - NIGHT

97

Ben moves down a skanky street. His BREATHING is MORE LABORED. Something catches his eye and he looks across the street...

HIS POV on the run-down bar from act one.

Nina glides out of the shadows behind him.

NINA
Let me show you something...

BEN
(heavily)
What, Nina?

NINA
Something that may make the
inevitable easier.

She ushers him across the street...

98

EXT. LOW-LIFE BAR - REAR

98

Nina leads him around toward the back of the bar. ANGRY VOICES become audible as they move. The SOUND of a SLAP comes up. When they round the corner, they see Charlie and Layla. He SLAPS her across the face again and she CRIES.

NINA

You could help her, you know. Just get rid of him.

BEN

No.

NINA

You don't have to kill anyone who doesn't deserve it, Ben. What about the scum that rape adolescent girls, that set their own children on fire? There's a whole depraved smorgasbord out there. Take him now and save her from a lifetime of abuse.

BEN

I don't need to kill him to do that.

He walks over to Charlie.

BEN (CONT'D)

Hey asshole, leave her alone.

CHARLIE

You again? Motherfucker!

The pimp pulls out a pair of brass knuckles, slips them on and punches Ben in the face. Ben's head jerks back. When he looks at the pimp again, his eyes have gone all shriven.

He grabs the pimp's hand and crushes the brass knuckles into it. We hear the CRUNCHING OF BONE. Charlie SHOUTS IN AGONY. Ben releases the hand, which is a bloody, mangled mess. Charlie stares at his crushed hand and MOANS like a baby. Then he runs away, leaving Ben LAUGHING at him. Ben is SLAPPED across the face.

LAYLA

Why did you hurt him?

BEN
 Why do you care? He was hitting
 you!

LAYLA
 Because he's mine!

BEN
 What?

Ben turns to look at her and she sees his demonic eyes. She backs away in horror! Just then, Nina shoves them aside and goes after Charlie.

LAYLA
 What the fuck are you people?

She backs away, down the street, leaving a confused Ben behind.

99 EXT. CITY STREET

99

Farther down the street, Charlie stops to gape at his demolished hand. The SOUND OF RUNNING FEET COMES UP and he looks up.

HIS POV on the fearsome sight of Nina rushing at him from out of the darkness. She SHRIEKS at him!

Charlie turns tail and runs, SHOUTING WITH FEAR...

ANOTHER ANGLE - Charlie looks back in the direction he's running just as Nina plummets to the ground in front of him. She HISSES and swipes her claws at him, slicing his coat front to shreds. Charlie SCREAMS and takes off across the street, disappearing from view. Behind him, Nina LAUGHS.

Meanwhile, Ben moves up the street, eyes scanning...

BEN
 Nina!

100 EXT. LOADING DOCK

100

Charlie runs down an alley and into the back of a warehouse. He runs up a loading dock and hides behind a huge pile of garbage. He sits there, BREATHING HEAVILY. A RUSTLING comes up and he peeks out from the garbage pile...

HIS POV on a silhouetted figure standing in the loading area half a dozen yards away. It moves through the darkness toward him, revealing itself as Nina.

NINA
Come out, come out wherever you
are...

Behind the trash, he grows more afraid, BREATHES HEAVIER.

NINA (CONT'D)
Where are you my darling?

Charlie BREATHES EVEN HEAVIER. He pushes back his coat, struggles to reach a revolver in his waistband with his one good hand, but it's stuck!

Nina moves closer.

NINA (CONT'D)
Come out and let me kiss you.

The pimp continues to struggle with the gun...

Nina nears the garbage pile and begins to round the corner.

Charlie gets the gun free and jumps out with a SHOUT! He FIRES at Nina, but misses.

NINA (CONT'D)
Oops. You missed.

She moves closer. He hand is shaking badly as he FIRES again. This time he hits her and she jumps backward. Wincing in pain.

Close on the wound as blood bubbles from it.

NINA (CONT'D)
You...you shot me!

She straightens and smiles at him. Then Nina reaches for the wound...

Her claws pull out the bullet. The wound has already stopped bleeding.

Nina licks the bullet sensuously, puts it on her tongue and swallows it.

Charlie panics. He aims the gun again, but Nina is on him in a flash and disarms him.

Nina jams her claws into his stomach, makes a slicing motion. We hear a SCHLUPPING SOUND, as if something wet hit the ground, and the pimp looks down at the ground in horror. He falls to his knees and as Nina watches, tries to scoop something up from the ground in front of him and jam whatever it is inside himself (it's dark, we can't see what it is).

Nina sneers and moves forward...

CLOSE on her foot as it steps on something that looks faintly intestine like.

Charlie continues to pull on the object on the ground, but it comes up tight due to Nina stepping on it. He tries to yank it free several times, but it won't budge. He notices her foot and look up at her...

HIS POV: Nina lunges at him with her claws.

101 EXT. CITY STREET 101

BEN, rushing down the street, is startled by the SOUND of a MAN SCREAMING! He takes off in the direction of the noise...

102 EXT. LOADING DOCK 102

Ben appears at the entrance.

NINA (O.S.)
Someday you'll do this for
yourself, Ben, but this time I'll
help.

She walks out of the darkness as her shriven self. She holds something in her outstretched hand. Blood drips down from it.

BEN
What have you done?

NINA
It's the only way for you. The only
way there's ever been.

She points to his hand, still covered in the pimp's blood. He looks at the blood, grimly. Nina moves up to him with the bloody object in her hand. She waves the meat under his nose and his eyes glow at the sight of it.

NINA (CONT'D)
Do you want it?

BEN

Yes.

NINA

Do you want me?

He pulls her close, sniffs her like an animal.

BEN

Yes.

He kisses her.

NINA

Eat it and we can be together.

She pulls off a small piece and holds it up to his mouth. Ben tries to resist for a second, but the pull is too strong and he eats the piece. Almost immediately, Ben goes into orgasmic convulsions as the reaction takes effect. SHOUTING with ecstasy, he pulls at his clothes, ripping the shirt open - his chest is bulkier, more muscular and color has spread across it. The change moves up his body, over his face. Nina eats the remaining larger portion and reels as the orgasm shakes her body. Both of them falls to the ground.

They both stop shaking.

Ben stands and he is no longer himself. He's a feral creature. He rears back and HOWLS at the sky. Nina watches him approvingly.

103 INT. ELISE'S APARTMENT - KITCHEN

103

Elise moves to the sink with a tea kettle. She runs the water from the tap, filling the kettle...

ANGLE on Elise's jacket and purse, hanging on a nearby hook...

104 EXT. ELISE'S APARTMENT

104

ON Elise as seen through a window in her place. The sound of RUNNING WATER is PROMINENT.

BART (O.S.)

Sounds like a flood going on in there!

105 INT. MATHIAS' CAR 105

Mathias and Bart and Shira are in the car, which is in front of Elise's apartment. They are listening to a GPS handset, from which we can hear the SOUND OF RUNNING WATER.

SHIRA

Nothing much going on in there.

BART

Except maybe the pipes are
breakin'...

106 EXT. ROOFTOP - 106

Nina and Ben race across a darkened rooftop, two predators on the hunt. Nina suddenly stops and scents the air. She moves to the edge of the roof, looks over it...

HER POV on the window looking in on Elise's apartment. Elise is still at the kitchen sink.

Nina runs her hand through Ben's wild hair and points at Elise.

NINA

Feed!

Ben, lost in his animal nature, GROWLS and walks toward the edge of the roof. Nina smiles in triumph.

107 INT. ELISE'S APARTMENT - KITCHEN 107

Glass explodes inward and Ben leaps into the room. He lands on his haunches. Nina leaps in, landing just behind him. Elise turns, sees them in the corner of her eye...

108 INT. MATHIAS' CAR 108

They recoils at the sound of the ANIMAL GROWLS over the handset.

109 INT. ELISE'S APARTMENT - KITCHEN 109

The two shriven GROWL at Elise and creep toward her.

Elise whirls around, the tranquilizer gun in hand. She fires a dart into Nina, who SCREAMS in agony as the drug forces her back into human form. Ben sees his mate in pain and he looks back at Elise with blood in his eyes.

ELISE
You...you want me?

She puts the tranquilizer gun down.

ELISE (CONT'D)
Come and get me then, Ben.

Ben moves up to her and HOWLS ANGRILY, right in her face. Spittle flies from his mouth at her, but Elise stands her ground, staring into his eyes unflinchingly.

ELISE (CONT'D)
Is that what you really want to do?

He grabs her arms and his claws dig into her arms. She SCREAMS IN PAIN. He HOWLS in her face, his teeth inches from her face. She begins to WEEP.

ELISE (CONT'D)
I love you Ben.

He utters a low, guttural growl...this becomes caught in his throat and his expression softens. His eyes clear.

BEN
Elise?

Ben falls to his knees and changes back into human form. He hugs her legs.

BEN (CONT'D)
I'm sorry! I'm sorry!

She falls to her knees and hugs him. They're both overwhelmed with emotion.

Nina looks up from her place on the floor. Her eyes fill with painful tears.

Elise holds his face in her hands.

ELISE
It's gonna be alright. It's gonna be alright now.

110 EXT. ELISE'S APARTMENT 110

Mathias and the others yank at the locked door, but it won't budge.

MATHIAS
DO something!

111 INT. ELISE'S APARTMENT - KITCHEN 111

Nina pushes past Ben and Elise. She grabs Elise's coat and rushes to the front door. A torrent of tears pour down her face.

MUFFLED SHOUTS ARISE from outside and Elise moves to the window, looks out...

HER POV: outside, Mathias and the men pulls a crowbar from their trunk.

MATHIAS
Hurry, smash the door, Bart!

ELISE
We can't stay here!

BEN
Your friends?

She nods.

112 EXT. ELISE'S APARTMENT - HALLWAY 112

Nina moves down a back stairway, now wearing Elise's coat. She is CRYING...

113 INT. ELISE'S APARTMENT 113

Elise and Ben rush out of the apartment, accompanied by the sound of BREAKING GLASS.

114 INT. MATHIAS' WAREHOUSE - LAB 114

SHOCK CUT on the shriven cat from Act One as it lunges at us and SCREECHES!

Gareth lurches away, terrified, as the beast slams into a newly-installed heavy chain link fence. The chain bulges outward, but holds.

GARETH

Jeeezus!

The creature moves back into the shadows of the enclosure and Gareth moves closer to the fence to study it...

HIS POV: we catch a glimpse of the creature as it skulks through the shadows -- it's like the size of a large wolf!

Gareth turns to look at a stopwatch that he holds in his hand - it reads "4:00."

GARETH (CONT'D)

Four minutes! We beat the record!
We're on our way to mondo big
payoff!!!

The creature sticks its head out of the shadows to glare at him, when suddenly it HOWLS PAINFULLY and begins to shrink in on itself.

GARETH (CONT'D)

Oh great.

HIS POV: The cat, returned to normal, licks its hindquarter.

GARETH (CONT'D)

That's all you could give me,
fleabag?

Gareth moves opens the gate and moves in. He grabs the cat and glares at him. He puts the cat down, roughly and moves to fill in his log book. We hear the CAT HISS.

Just then, the cat, gone shriven again, rears up behind him, bigger and nastier than ever. Gareth turns to see it and SCREAMS!

Before it can reach him though, Nina flies into the room and pulls the thing down to the floor.

As Gareth watches, her claws tear at the thing.

She stands, covered in the shriven cat's blood, and faces him.

NINA

You owe me one.

GARETH

Holy shit! It changed of its own volition that time. I didn't inject it!

NINA

Meaning?

GARETH

Meaning the injections have had a cumulative effect.

NINA

So if you give someone enough injections they become like me?

GARETH

Oh yeah.

NINA

Give it to me.

GARETH

What?

NINA

Give it to me.

Her eyes dart around the room, scanning the tables and shelves for the serum.

GARETH

Why?

NINA

You wouldn't have it if it weren't for me. Don't argue!

GARETH

You're gonna use it on *him*, to make sure he changes!

Nina pats his cheek.

NINA

You're a bright boy. Why not? We'll consider it payment for my participation.

He nods.

GARETH

Sure. Okay, why not. You've earned it. Who am I to stand in the way of true love?

He walks over to a cabinet filled with a number of vials of blue liquid. He selects one and hands it to her.

GARETH (CONT'D)

Three injections, considering the difference in body weight...40 ccs each time, should do it.

Nina takes it from him, studies the vial.

NINA

Now I'll take the rest...and your notes.

GARETH

Uh-uh. No way.

His eyes flit over to a nearby table, where a tranquilizer gun sits.

NINA

You think I'm just going to let you give *my* secret over to the army so they can hunt *me* down?

Gareth's flit back to the tranquilizer gun. Nina follows them, sees the gun as well.

CLOSE on a bead of sweat running down his forehead.

Gareth makes a break for the table and reaches out for the gun, but Nina is already leaping onto him. He SCREAMS and she knocks him down, turns him over and brings her thumb claws toward him!

CUT TO BLACK

FADE UP

115 EXT. MOTEL - NIGHT

115

ANGLE on the exterior of a run-down motel somewhere in the outer boroughs.

116 INT. BEN & ELISE'S MOTEL ROOM - BATHROOM 116

Ben is in the shower, washing sweat and blood of himself.
Elise, fully clothed, walks in and looks at him.

ELISE'S POV on Ben's arm. She sees several fresh scratches on it.

She looks at other parts - his leg, his back, his cheek - all have scrapes on them.

She begins to unbutton her shirt.

ANGLE on her shirt hitting the floor. This is followed by her jeans. She steps out of them.

117 INT. BEN & ELISE'S MOTEL ROOM - BATHROOM - SHOWER 117

The door opens and Elise enters, naked, her eyes on Ben. He turns to see her and she reaches out.

CLOSE on her hand touching his arm, gently fingering the scratch on it.

With her other hand, she caresses his scratched cheek.

ELISE
You're hurt.

She moves closer and kisses it.

BEN
Not anymore.

He brushes her hair back from her face and kisses her deeply on the lips. As they kiss, they embrace each other, ignoring the water as it falls onto the both of them...

118 INT. BEN & ELISE'S MOTEL ROOM 118

On Ben and Elise as they make love in bed, their eyes locked in a loving gaze. They move slowly, gingerly, as if savoring every moment of the spell they are under. We MOVE away from them, toward the wall. From there we CROSS-DISSOLVE, through the wall and into...

119 INT. ADJOINING MOTEL ROOM 119

We PASS through the wall and MOVE DOWNWARD, to see Nina, in human form, sitting against the wall, listening to the SOUNDS of their LOVEMAKING. Bitter tears stream down her tortured face.

CLOSE on her hands, as she digs her nails into the palms. Blood drips from them...

120 EXT. MOTEL - 120

Mathias' car pulls up into the parking lot.

121 INT. MATHIAS' CAR 121

Mathias, seated in back, turns to Deirdre, beside him, who studies the GPS tracking device.

MATHIAS

Well?

DEIRDRE

One of those rooms...

She nods at the doors that run along the front of the motel's face. Bart leans back over the seat. (Shira is driving.)

BART

Alright, let's go kill something...

MATHIAS

Yes. Let's.

122 EXT. MOTEL ROOMS 122

With Deirdre following the GPS tracker, the four of them make their way to one door in particular.

DEIRDRE

Says they're in there.

MATHIAS

Shira?

She nods and takes out a lock picking kit. She sets out to pick the lock.

123 INT. MOTEL ROOM

123

The door opens silently into a darkened motel room. Pistols, with silencers attached, at the ready. The four of them skulk in and make their way up to the bed. We See the outlines of two people sleeping in it. The three men FIRE, racking the bed with bullets.

Deirdre turns the light on and Bart pulls the blankets back to discover that the bodies are actually pillows arranged to resemble them. On top of one of the pillow sits the GPS tracking device.

MATHIAS

It's a trap!

Nina leaps out of the bathroom with a SHRIEK. She slashes Shira across the face.

SHIRA

You bitch!

Nina's leg lances out, catching Shira in the head and she collides with the wall, crumbling into a heap.

Mathias tries to take aim at her, but she swats the gun from his hand, sending it across the room.

124 INT. BEN & ELISE'S MOTEL ROOM

124

Ben sits up in bed, concerned.

BEN

Something's wrong.

125 INT. ADJOINING MOTEL ROOM

125

Bart takes aim at Nina and FIRES. She dodges to one side. He FIRES again, but this time, Nina latches onto Mathias and uses him as a shield. His body jumps under the impact of the bullet and he SHOUTS IN PAIN. She throws Mathias at Bart. They collide into each other. Bart recovers to face her, but she's already coming at him, slicing out at him with her hand.

CLOSE on his gun hand as her claws cuts into his fingers at the knuckles.

Bart SCREAMS!

Close on his fingers hanging off his hand by the skin.

126 INT. BEN & ELISE'S MOTEL ROOM 126

BEN
It's Nina.

ELISE
How do you know?

He turns to look at Elise and his eyes have gone all shriven.

BEN
I know.

127 INT. ADJOINING MOTEL ROOM 127

Nina lifts Bart's other hand and moves to slice off his remaining fingers...

A shaking Deirdre points her gun at Nina.

DEIRDRE
S...s...stop it!

Nina hisses at her. Deirdre runs from the room and into the bathroom...

128 INT. ADJOINING MOTEL ROOM - BATHROOM 128

Deirdre locks the door behind her and holds a tranq gun at the ready. We hear BART SCREAMING IN AGONY outside.

129 INT. BEN & ELISE'S MOTEL ROOM 129

Ben is on his feet, throwing on clothes. Elise opens her mouth to speak.

BEN
Stay here and don't argue with me!

130 INT. ADJOINING MOTEL ROOM - BATHROOM 130

Deirdre starts at a KNOCK on the door. A RUSTLING SOUND comes up and she stares and jumps back.

A severed finger slides under the door. This is followed by nine others in quick succession! Deirdre SCREAMS!

The door rocks as Nina jumps against it again and again. Deirdre SCREAMS with each blow. Then the door slams open and Nina vaults into the room. She rips the gun from Deirdre's hands and tosses it away. Deirdre moves backward, terrified, crying.

DEIRDRE

Please!

Nina walks up to her, takes her head in her hands and kisses Deirdre gently on the lips.

131 INT. BEN & ELISE'S MOTEL ROOM 131

Ben hands the pistol to Elise.

BEN

Lock the door.

He turns to the door and sprouts claws.

ELISE

Be careful!

BEN

That's the plan, anyway...

He smiles at her and opens the door.

SHOCK CUT - Nina is waiting on the other side.

Nina punches him in the head and we...

FADE OUT

FADE IN

132 INT. BEN & ELISE'S MOTEL ROOM - LATER 132

Ben opens his eyes and sits up. Immediately, he GROANS in pain and grabs at his head. After a moment, a realization hits him and jumps to his feet...

BEN

Elise?

He looks around the room, but no one else is in the room. He rushes into the bathroom...

133 INT. BEN & ELISE'S MOTEL ROOM - BATHROOM 133

Ben looks about the room, sees no one, but stops in his tracks when he sees a message written on the mirror in blood. It reads: "You've broken my heart."

Ben looks into the sink and recoils in terror...

SHOCK CUT on the sink - inside it lays a human heart!

134 INT. BEN & ELISE'S MOTEL ROOM 134

He stumbles out of the bathroom, GAGGING VIOLENTLY.

135 INT. ADJOINING MOTEL ROOM - LATER 135

Ben opens the door to Nina's motel room and turns grim when he sees the carnage...

BEN'S POV on Mathias laying on the floor, bleeding from a gunshot in the chest. After that, we SEE Deirdre's body. Her head is cracked open. The prone form of Shira lays nearby.

Ben turn's from her and nearly stumbles over Bart's body - it has a hole in its chest where the heart should be. Ben's jaw falls. He GASPS and a huge sense of relief grips him, overwhelming him. Somewhere in the room, a CELL PHONE RINGS. Ben looks around and finds an errant cell phone sitting on the bed, RINGING. He answers it.

BEN

Yes?

NINA (O.S.)

Hello Ben. Did you get my message?

He looks at the screen on the phone, sees an image of her grinning features.

BEN

Where's Elise?

NINA

So touching, the concerned lover!

Take a look...

He looks at the screen and watches as Nina turns the camera phone on Elise, who is hanging from the ceiling by a chain wrapped around her wrists.

The scene is taking place in the abandoned warehouse that Ben and Nina played in. Nina smiles into the phone.

NINA (CONT'D)
She's very sweet, like
strawberries.

BEN
You touch her and I'll kill you!

As he watches, Nina cuts the buttons to Elise's shirt off with a claw, exposing her upper body. Nina runs her tongue up Elise.

NINA
I think...maybe...she wants me.

ELISE
Get away from me, you slimy bitch!

She moves up to a breast and lingers over the nipple, however, instead of licking it, she suddenly rears back, baring her teeth, to bite it, and brings her head down...

Ben gapes at the screen in horror! We HEAR ELISE SCREAM!

BEN
Noooooooo!!!

The camera phone turns back on Nina as she licks blood from her lips.

NINA
Come and save her Ben, or I'll eat
the rest of her.

She hangs up, leaving him staring at the phone in disbelief.

MATHIAS (O.S.)
Why...?

Ben turns to see that Mathias' eyes are open.

MATHIAS (CONT'D)
Why is she trying to lure you
there?

BEN
She wants to get back at me for
leaving her.

MATHIAS
Why...would you...leave her?

BEN
I can't do what she wants me to.

BE
You haven't...fed from a human yet?

BEN
(lying)
No...
(beat)
I won't. I'll live off animals if I
have to.

Mathias' face registers surprise.

MATHIAS
You can't go after Elise. Nina is
playing out...her endgame.

BEN
What are you talking about?

MATHIAS
If she can get you in such a crazed
state that you kill and feed...even
on her, you could be turned
forever. It's like the purest drug
to one of you - you can become an
addict.

BEN
I've...seen the effect it has.

MATHIAS
It would be her final revenge.

Mathias COUGHS PAINFULLY.

BEN
I'm saving Elise, no matter what.

MATHIAS
I can't allow it.

He points a pistol at Ben, however, the effort causes him
pain and he flinches. Ben snatches the gun from his hand.

He picks up the tranq gun. Then he gives Mathias the cell
phone.

BEN

Call the police - have them meet me
at 637 Hudson Street, in Tribeca -
there's an abandoned factory there.
And get yourself an ambulance.

He moves toward the door...

MATHIAS

If you go out that door, your soul
is damned!

BEN

Do me a favor, please. Go fuck
yourself.

He exits.

136 INT. ABANDONED FACTORY - NIGHT

136

As Elise hangs from the length of chain, her wild eyes strain
to see into the shadows that surround her. NINA'S LAUGHTER
ECHOES around her and she turns her head...

ELISE'S POV: the shadowy figure of Nina flits past her.

She's afraid, but tries not to show it. The figure flits past
in the opposite direction and Elise scowls.

ELISE

Go ahead freak! Try an' touch me
again!

She turns to see Nina standing right next to her. Nina draws
her claws over Elise's face, teasingly.

ELISE (CONT'D)

You think Ben doesn't hate you for
this?

Nina hauls her claws back, to strike Elise. She recoils as
Nina brings her hand down, but she stops right before
striking.

137 EXT. ABANDONED FACTORY - NIGHT

137

ANGLE on the darkened hulk of the rundown warehouse. Ben
approaches the building and stops, studying it
apprehensively.

138 INT. ABANDONED FACTORY

138

ON the shadowy interior of the dilapidated warehouse. The front door opens with a RUSTY SQUEAK and Ben steps inside. He makes his way down a shadowy corridor, eyes scanning the shadows. As he moves a SOUND COMES UP, like that of an ANIMAL WHINING IN PAIN. Ben's eyes grow wider at the sound and he moves down the corridor more cautiously, the SOUND GROWING LOUDER AND LOUDER...

139 INT. ABANDONED FACTORY - ASSEMBLY AREA

139

Ben steps into the main assembly area and looks at the disused hulks of machinery that fill the room like rusting monoliths. Suddenly the SOUND BECOMES LOUDER and he whips around...

BEN'S POV on a crane arm that swings back and forth, the METAL OF ITS JOINTS WHINING.

He stops the arm's swinging motion with his hand. Another SOUND COMES UP, a SCARED MEWLING. He looks around for the source of it, stepping away from the arm, and as he does so, we SEE the gagged figure of Elise behind him, still hanging from a chain attached to the ceiling. He doesn't see her. She catches sight of Ben and SHOUTS MUFFLED SHOUTS at him.

Ben runs up to Elise, silently, and quietly takes the tape covering her mouth off. He looks at the front of her shirt, which is coated in blood on one side.

BEN

My God, are you okay?

ELISE

She's out of her fucking mind, Ben!
We have to get out of here!

BEN

I know.

He looks up at her hands, sees that the chain is wrapped around her wrists and secured by a twisted length of steel bar. He tries to untwist it by hand, but the bar doesn't want to unbend.

ELISE

Hurry up!

As he continues to struggle with it, Nina appears behind the two of them, stalking up silently.

Nina moves up behind him and, scowling, raises her hand to rip him with her claws. Suddenly, Ben stops struggling with the rod and his eyes widen - he *senses* her approach! Ben drops downward just as Nina swings her claw down at him. She misses.

Ben rolls to his haunches. He pulls out the tranq gun and fires a dart at her. Nina slaps her hands together, catching the dart in her clasped hands. She lets the dart fall harmlessly to the ground.

Ben loads the gun again and fires the dart at her. She bats it away with the back of her hand.

NINA
Enough. Fight me!

BEN
Maybe you haven't notice, but I stopped playing by your rules, Nina.

He loads another dart and fires. She knocks this one away.

NINA
Fight me! Or I'll kill her!

BEN
No.

She turns to Elise, raises her claws and HISSES.

NINA
You know I will!

ELISE
Ben get out of here!

Nina saunters back over to Elise and cuts her on the arm with a claw. She grimaces from the pain.

NINA
Stop me, Ben! Change!

BEN
You've never once tried to control yourself, have you Nina? You're so weak. I pit you.

NINA
"Weak?" No. This is weak.

She cuts Elise on her other arm. Elise GROANS! She turns toward him, but Ben is already throwing himself at her. She sidesteps with ease and he misses, landing on the floor.

He rouses himself, opening his eyes to see that Nina leans over him.

NINA (CONT'D)

Hello.

She scrapes her claws down his cheek. Ben SHOUTS IN PAIN and rolls away from her, ending up on his feet. She rushes at him, swiping with her claws.

She tags him again and again, drawing his blood.

NINA (CONT'D)

I'm going to kill her Ben! Unless
you fight me!

She kicks him in the mid-section and he goes down.

NINA (CONT'D)

You're going to have to do better
than that!

Ben SHOUTS and rushes Nina. He punches her in the face a several times. Nina smiles.

NINA (CONT'D)

Your kisses are so sweet.

She punches him back. He GROANS IN PAIN.

NINA (CONT'D)

Silly boy, I don't want to fight
you! I want to fight the *real* you!
The one that makes me wet!

She slices Elise on the side.

BEN

Leave her alone!

Ben throws himself at Nina. She tosses him aside like he was a rag doll and Ben hits the floor again.

NINA

You can't fight me the way you are.
Change and use your strength!

BEN

I won't!

NINA

I guess you don't really love her!

She raises her claws again.

BEN

(trying to distract her)
You don't even know what love is.

She stops, glares at him.

NINA

I've worked hard to help you find
your true self - that's real love.
Can this pathetic girl give you
that?

Nina scrapes her claws down Elise's back and she SHOUTS IN
AGONY!

BEN

NO!

Nina turns to stare at him. He's slumped over in mental
turmoil.

BEN (CONT'D)

You...you want me to change Nina,
is that it? You want me to become
like you?

He GROANS and buries his face in his hands.

CLOSE ON his lower face as a fang grows downward, protruding
over his lower lip...

ON the veins on his forehead, broadening, thickening...

ON the veins on his hands, pulsing with animal vigor...

CLOSE on his eyes - they flash yellow fury.

BEN (CONT'D)

You'd better be sure...

He looks up at Nina - it is no longer Ben that stands before
her, but a Shrivens.

Nina greets his new appearance with a look of adoration.

NINA

My love...

He stomps up to her and rakes her with his claws. Her SCREAMS IS ONE OF PURE JOY. She touches her chest and her hand comes away bloody. She licks the blood on her hand and happy tears form in her eyes.

NINA (CONT'D)

Thankyouthankyouthankyou...

(beat)

Now there's only one thing to do...

She walks back to Elise and raises her claws.

BEN

Don't turn your back on me!

He leaps onto Nina and they fight savagely, cutting into each other several times and SHRIEKING with each hit.

Elise watches this with horror...

Nina beats him backward and then moves toward Elise. However, Ben grabs her and slashes her again. Nina SHRIEKS and rakes his chest with her both sets of claws. He SHOUTS IN PAIN and claws her stomach. He lashes out again, clawing her across the cheek.

Nina drops to her knees, in pain, defeated. She turns to see...

NINA'S POV on a metal pipe laying several feet away.

Satisfied that she's down, Ben turns away. At that moment, Nina lunges for the pipe. She heft it. Ben turns to see what's up and she swings it, striking him in the head. She swings it again and this time, the impact lifts him into the air. He flies backward and crashes onto the ground.

ELISE

Noooo!!!

Nina motions with her hands for him to come at her again.

NINA

Get up! You goddamned poor excuse
for a man! Get up!

Ben lays on the ground, stunned, unable to stand...

ELISE

Ben!!!

Nina HISSSES in disgust She drops the pipe, which CLATTERS ON THE GROUND and turns toward Elise, murder in her eyes. She stomps toward her...

Ben drags his battered self to his feet. He SHOUTS ANGRILY and rushes at her.

Nina turns to see him.

NINA
Come to me...

His headlong rush carries him into her, knocking Nina to the ground. He lands on top of her, wrapping his hands around her throat and squeezing. Her eyes seem to blaze with joy.

NINA (CONT'D)
Yes...

He scowls at her and bears down harder...

Her eyes roll back in her head, in an almost sexual ecstasy...and she smiles.

Ben SHOUTS ANGRILY and releases her. He jumps to his feet.

BEN
This is not some courtship ritual!
We're not having sex! You are
trying to kill someone I love and I
am trying to stop you - got it?

He turns toward Elise. She watches him fearfully as he approaches. He reaches up, grabs onto the steel bar holding the chains around her arms and begins to bend it back.

CLOSE on Nina's upraised hand...

Elise looks up to see it above her...

The hand flies down, raking Ben's back. He GRUNTS IN PAIN, but still pulls on the steel bar. Nina's claws rake his back again and he grits his teeth, taking the pain as he pulls on the bar. She rakes him again and again, drawing blood as she opens his back. He ignores it and pulls on the bar with all his might, HOWLING as he does so.

The bar snaps in two, freeing the chain. Elise slumps into Ben's arms. He wraps himself around her.

Nina claws his back again and again and he MOANS in agony. Elise weeps in his arms. Ben slumps to his knees, taking Elise with him. Nina turns away from them...

BEN (CONT'D)
Get out of here Elise.

ELISE
Not without you!

BEN
Go!!!

He pushes her away and she tumbles forward. She scrambles to her feet and turns to see Nina walking over to a table. On the table is an open satchel, inside of which are the vials of blue liquid and a hypodermic needle.

ELISE
What are you doing?

She watches Nina fill the hypo with fluid from one of the vials.

NINA
Helping him claim his birthright.
He'll feed on one of us tonight,
Elise. Either way, that makes him
mine, forever.

Ben looks up from where he is on the floor.

BEN
Elise, get out of here!

Elise squints at the vial of blue liquid...

We FLASH TO the image of Gareth holding a similar vial, from Act Two.

140 INT. MATHIAS' WAREHOUSE - LAB

140

GARETH
"We give this to Bart, maybe Shira,
we don't need anything else to get
the job done."

MATHIAS (O.S.)
"It's too dangerous!"

Nina fills the hypo squirts the remaining air out of it.

ELISE
The serum? You can't inject him
with that! He's already like you,
it could...

NINA

Make it permanent? If one shot
doesn't, three will!

She waves at the satchel full of blue vials. Elise rushes at her, trying to grasp onto the hypo. Nina strikes Elise in the head and she falls to the floor, stunned. She walks over to Ben, smooths back his hair.

BEN

What are you doing?

Ben tries to stand and GROANS in agony. Nina pushes him back down to his knees. She raises the hypo to inject him.

Just then, a bolt of electricity lances out, catching Nina in the back. She HOWLS in pain and is thrown to the ground. Ben looks up...

A MAN in black SWAT gear stands nearby, holding a strange-looking gun. Smoke rises from it.

MATHIAS (O.S.)

Hello, Nina.

Mathias, his wound dressed, stands nearby, supported by Shira, who has three bloody cuts on her face.

Nina looks up and sees a squad of four other MEN and WOMEN in SWAT gear. Their weapons are all pointed at her.

MATHIAS (CONT'D)

Say "hello" to the relatives of
some of your victims. They're here
to say "hello" to you.

NINA

I knew I should've cut your head
off. You're like a cockroach that
won't die.

MATHIAS

Not until *your* head is in my hands
and I watch the light go out of
your eyes. The same way I saw the
light go out of my wife's
(to the SWAT team)
You know what to do. Kill them
both.

NINA

Come and get it, fuckers!

She HISSES at them, brandishes her claws.

Ben stands, readies himself. Behind him, Elise sits up and gapes at the approaching SWAT team.

A SWAT guy raises a weapon and FIRES. A lance of electricity rushes out and strikes Ben. He SHOUTS IN PAIN. Elise rushes to his side.

ELISE

What are you doing? She's the one who needs to be stopped!

Another SWAT person FIRES at Nina, but she dodges the blast. Nina drops the hypo, which rolls away.

Three of the SWAT team surge forward, firing at the dodging Nina again and again, corralling her into a corner, where there is no place else to run. She swipes her claws at them.

A SWAT guy blasts her with the gun and she WAILS in pain.

Two SWAT men and Shira advance on the wounded Ben and Elise, who clutches him against her. She tries to push them away, but Shira pulls her off Ben.

ELISE (CONT'D)

No!! You can't!

The SWAT men blast Ben with electricity, sending him into convulsions. After a moment, they stop firing.

MATHIAS

Why are you stopping?

SWAT MAN #1

You know how hot these things get?

ELISE

Please! Leave him alone!

On Nina, convulsing as electricity lances into her from the another weapon. She rises to her feet, despite the agony being inflicted on her.

NINA

I'll kill you!!!

The SWAT team blasts her simultaneously and she goes down again in convulsions. One by one, their weapons stop firing.

SWAT MAN #2

Mine's overheated.

SWAT MAN #3

Mine too!

They drop the guns to the ground and pull out batons, advancing on the smoking, Nina, who pulls herself away from them. They fall on her, beat on Nina with their batons. They pound on her back, again and again. Finally, she turns, glares at them with burning eyes.

NINA

Get the fuck off of me!

She lashes out, catching one of her assailants in the throat. He falls over, dead.

She recoils as a steel baton slams against the side of her head, sending her reeling.

Elise, held by Shira, watches helplessly as the SWAT men begin to fry Ben again.

ELISE

You're killing him!

Ben reaches out a shaking hand in her direction...

His convulsions grow weaker and hope dims in her eyes...

Nina's arms fly about, cutting into her attackers and clearing a path through them. She jumps out of their clutches and runs from them, toward an exit door. They run after her, in hot pursuit.

MATHIAS

Don't let her get away!

Elise looks over to see Nina running away.

ELISE

You coward!

Nina stops, looks back at men shocking Ben to death. She watches for a long moment, sadly. The expression on Nina's face hardens, growing colder. She turns and runs to the exit door, bashing it open and running out.

Elise turns to see...

HER POV on the hypodermic needle laying a scant yard away from her.

Her face becomes determined...

141 EXT. ABANDONED FACTORY 141
 Nina runs down a darkened city street. Behind her, we HEAR BEN SCREAMING. Her face is cold and determined, as mechanical as her running motion. After a moment, her grim visage melts and she stops running.

142 INT. ABANDONED FACTORY 142
 Elise jams her elbow in Shira's gut. Shira doubles over and Elise runs over to the hypo...
 Elise picks up the hypo, presses it to her arm and injects herself with the entire contents...

143 EXT. ABANDONED FACTORY 143
 One of the SWAT men screams...
 Nina drives her claws into him.
 ON the other SWAT man, laying on the ground, already dead...

144 INT. ABANDONED FACTORY 144
 Mathias watches with satisfaction as the other SWAT Men fry Ben.

MATHIAS
 Wipe them out, all of them. Off the
 face of the Earth...

Nina opens the exit door and looks inside. She sees Ben's body, convulsing less and less. She looks over and sees Elise on the ground, shaking silently and she sees the empty hypo laying next to Elise.

Nina's face softens at the sight of this. She looks back at Ben and then runs at the SWAT Men, SHOUTS AT THE TOP OF HER LUNGS.

MATHIAS (CONT'D)
 There she is!

The two SWAT Men turn on Nina and blast her. Nina refuses to relent though, struggling to reach her opponents as they pour electricity into her...

MATHIAS (CONT'D)

Kill her!

NINA

You can try!!!

She keeps advancing despite her agony.

The men crank the power up a notch, blasting her harder, but still she keeps advancing toward them. Her skin blackens and cracks. She falls to her knees and crawls toward the two men as they continue to pour it on.

A SCREAM cuts through the air and the men stop blasting Nina, who is now a burned body. They turn to see Elise laying on the ground, her body convulsing in pain.

MATHIAS

What's this?

Ben opens his eyes, turns to look at her.

BEN

Elise?

She stops wailing and grows still. The men walk over to her and look down at her silent form.

SWAT MAN #3

What's wrong with her?

Suddenly, Elise sits up. Her eyes open and we SEE that they are the eyes of a shriven.

SWAT MAN #4

Shit!

She GROANS in pain, covers her face with her hands.

Mathias turns to see the empty hypo on the ground...

MATHIAS

What have you done?

She looks up again and her skin is changing color, becoming like that of a shriven.

ANOTHER ANGLE - her hair is lengthening, becoming the same angry, long spikes as Ben's and Nina's.

ANOTHER ANGLE on her fingers as they sprout claws...

Elise stands up and is completely transformed! SWAT man #3 brings his gun to bear, pulls the trigger, but only gets a FRIZZLE of energy. SWAT Man #4 panics and raises his gun, but Elise is already on his, slashing his gun arm to bleeding ribbons. He SHOUTS IN PAIN and drops the gun.

MATHIAS (CONT'D)

There's three of them?

She jumps forward, racking SWAT Man #3, who falls into a ball of agony.

SHIRA (O.S.)

You wanna dance with me?

Shira stands before her, samurai sword at the ready.

BEN (O.S.)

She's a terrible dancer...

She turns to see a smoking Ben standing before her, claws pointing at her.

Shira SHOUTS and runs at him, sword over her head. She brings the sword down and he blocks it with his claws. She lunges again and again and again. Each time he blocks the blade with his claws and sparks fly.

Frustrated, Shira hauls back and brings the blade down...

She gapes in surprise...

Ben grasps the blade in his unprotected hand.

Shira struggles to free the blade, to no avail.

BEN (CONT'D)

This stops now.

Blood streams from his hand, down his arm.

SHIRA

Never!

Ben yanks the sword away from her, tosses it across the warehouse. Shira pulls her pistol. Before she can use it, he bats it out of her hand and he's yanked her head back by the hair. His claws point at her face.

BEN

I said: "it stops now."

Elise moves to his side and glares at Shira, who nods at him. Ben turns on Mathias.

MATHIAS
Don't touch me!

BEN
You gonna try to kill me too?

MATHIAS
I do what I have to get rid the
world of you monsters!

BEN (O.S.)
Funny, take a look around...

He motions at the two wounded SWAT Men huddled on the ground.

ANOTHER ANGLE - on the dead SWAT guy across from them. He stares upward, sightlessly.

BEN (CONT'D)
You did this. You led that man to
his death, not us. Who's the
monster?

MATHIAS
I'm not a monster!

BEN
You're doing a pretty goddamned
good impression of one.

He turns away and sees Nina's body. Elise latches onto Ben and helps him walk over to Nina.

ELISE
She saved us.

Ben crouches next to Nina, takes her hand.

BEN
Nina?

Nina opens her eyes.

NINA
I'm glad the last thing I get to
see is your face.

BEN
Thank you for what you did.

She looks at the two of them together and smiles sadly.

NINA
We could've been together.

BEN
Yeah. We could've.

Nina closes her eyes and dies. Ben caresses her cheek and then:

BEN (CONT'D)
Let's get out of here.

Elise release Ben and walks over to the table upon which sits the other vials of shriven serum in the satchel. She grabs the satchel, shoulders it and then re-joins Ben. He stares at her wonder as they walk out together.

Mathias looks at the carnage around him.

MATHIAS
I'm not the monster! Do you hear?
I'm not the monster!

145 EXT. ABANDONED FACTORY 145

The door opens and Ben and Elise step out - they are human. Smiling at each other, they move out into the night. A car passes them, it's headlights blazing...

FADE UP TO WHITE.

FADE DOWN FROM WHITE.

146 INT. BEN'S CAR - NIGHT 146

ON Ben and the woman seated next to him They stare over the seats at the car IDLING behind them...

BEN'S POV through the rear-view window. The other car's engine SHUTS DOWN.

BEN
Let's do it.

147 EXT. FIELD - NIGHT 147

Ben and the woman open their doors and exit, facing the car behind them...

The passenger door on the other car opens and Mathias, Shira and the two SWAT Men exit the car. They tug pistols from their waistbands and look across the field at Ben and Elise.

CLOSE on Mathias as he scowls hatefully...

Fists clenched, Ben shakes himself and SHOUTS ANGRILY, working into a fit, as he does, the transformation comes over him.

The woman watches him from under her hood...

He looks up again, a fully transformed shriven.

The woman throws back her hood and we see that it's Elise, already transformed into a fierce creature.

BEN
No regrets baby?

ELISE
No way.

They move toward the men, side-by-side. Their pace picks up and they leap toward us, claws ready for a fight...

FADE TO BLACK

We HEAR THE SOUNDS OF GUNFIRE and MEN SCREAMING.

THE END