

MOTEL KALIFORNIA

Written by

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FADE IN:

EXT. BUILDING RUINS - SUNDOWN

The dying rays of the setting sun filter through charred ruins of a building. Arid desert surrounds in all directions.

A MAN lies face down in the dirt, amongst piles of fallen bricks and wood. He is unconscious, though his breath is fast and purposeful--every exhale sends dust billowing.

A fresh wound at the side of his scalp weeps blood into unkempt hair and day-old stubble.

This is STAN FREEMAN, mid 30s and in good shape. He exudes a persevering alertness, even through his current state.

Stan's eyes suddenly spring open; his glare is intense as he tries to focus through heavy double vision.

He groans and grits his teeth as he pushes himself to his feet. Pieces of brick, a length of splintered timber and other detritus tumble off his body.

Stan spots something ahead of him, A CAR--1965 GTO.

He drags his feet on jelly-like legs toward the car, as if driven by a deep, subconscious compulsion.

Stan reaches for the door handle, but with his body giving out on him, he totters forward slamming into the side panel and drops to his knees.

He pulls himself up with the handle, opening the door at the same time.

Stan collapses into the seat, almost passing out again.

He turns the single key that rests in the ignition and the engine fires.

Stan takes off with a screech, sending dirt flying.

INT. DESERT ROAD - STAN'S CAR - SUNDOWN

Stan is hyper-focused on the road ahead when, BOOM -- A sledgehammer of searing, throbbing pain strikes inside his skull.

He holds the injured side of his head, his eyes squeezed tight as his jaw clenches.

Stan suddenly releases his jaw and his eyes roll back to the whites. He lists to the side as consciousness fades to blackness.

All sound in the black void is muffled warbling, as though reality itself were submerged in water...

INT. DESERT ROAD - STAN'S CAR - SUNDOWN

Stan's eyes shoot open to reveal his hands on the wheel.

Focusing past his hands he sees the road ahead, now speeding before him. The car veering from one side of the road to the other.

Stan lurches upright in his seat. He yanks the steering wheel and stamps on the brake, bringing the car to a screeching halt.

He stares up into the rearview mirror, breathing hard and takes in the vaguely familiar face that stares back at him. One eye is almost totally bloodshot.

A wave of nausea hits--Stan opens the door and drops down to the dirt, dry heaving on all fours.

He rolls back onto his ass and takes in the surrounding desert landscape.

He runs a hand through his hair wincing at the shooting pain beneath his fingers. Stan lowers his hand to look at the wetness he feels--blood.

Stan's eyes glaze over for a moment before seeing movement on the ground directly before him; an ant nest swarming with fire ants, dragging a hapless lizard to its demise.

Realizing ants have now started to crawl up his arm, Stan violently shakes and slaps them away as he stands abruptly on unsteady feet.

He staggers backward into the car seat, swiping at his arms like a tweaking addict. Stan immediately slams the door, fires up the engine and drives away.

Feeling some amount of clarity, he begins to search the car over, first opening the glove box. It's empty.

His jacket pockets, also empty. He tries his shirt's breast pocket... bingo.

Stan retrieves a CHROME LIGHTER. It is engraved with a rapier-style sword.

He holds it up and rubs his thumb over the engraving -- His eyes narrow, transfixed...

Absolute silence begins to creep into the world around Stan...

The car begins to slowly veer off the road and onto the gravel...

Stan's attention is suddenly pulled beyond the lighter toward lights in the distance and sound begins to filter back.

He pulls the car back onto the road, the lighter slipping from his fingers and dropping down between the seat and center console.

He is now completely distracted by the strangely mesmerizing effect of the lights ahead.

EXT. MOTEL KALIFORNIA - DUSK

Stan's car slows and pulls off the highway. He stops in front of the source of the lights -- A TRIANGULAR MOTEL SIGN, glowing with neon pinks and purples.

Beyond the sign sits the building itself -- a tall, simple box-like structure, several stories high, with plain white walls, small windows, and a double glass door front entrance.

INT. STAN'S CAR - DUSK

Stan pulls into the empty motel parking lot.

He shuts off the engine and absentmindedly slips the keys above the sun visor.

He steps out of the car, eyes transfixed on the building. His gaze then shifts to the weather-worn, neon sign that reads:

"MOTEL KALIFORNIA".

Stan walks toward the front door -- a black security camera mounted above the front entrance gives him a moment of pause.

A SEAGULL squawks high above the roofline of the building.

Stan enters the motel.

INT. MOTEL LOBBY - DUSK

The exterior was deceptively plain. The interior is lavishly furnished in retro 1960's decor and checkerboard floor.

White, untarnished candles are placed throughout, with candelabras lining the walls.

Stan spots a sign on a stand in front of him that reads:

"IT IS YOUR DUTY TO REPORT ALL SUSPICIOUS ACTIVITY."

A set of double doors swing open from the other side of the long room -- A woman emerges, followed by a very large man.

The click-clack of heels echoes throughout the room.

This hard-faced woman is MS. LYONS. Early 50s and matronly. She wears a black turtleneck under a purple velvet pantsuit and white gloves. A helmet of perfectly permed hair frames her face.

Behind her, sporting a rigid crew cut, is the hefty, yet not entirely fit-looking man in a BLACK SECURITY GUARD UNIFORM. This is MISTER BAUER.

Ms. Lyons stops in front of Stan, smiling but staring intently at him. She speaks with a pompous British accent.

MS. LYONS

Well, hello there.

Stan gives this odd couple some careful scrutiny.

STAN

Hello.

There is an awkward silence that Stan feels compelled to break.

STAN (CONT'D)

Can... can you tell me where I am?

Ms. Lyons seems surprised by the question and briefly looks around to Mister Bauer.

She chooses her next words carefully.

MS. LYONS

You are within the community of the Motel Kalifornia. Is it... just you joining us?

Stan nods, glancing up at the expressionless and intimidating Mister Bauer.

STAN

Just me. May I use your phone?

Ms. Lyons is once again caught off guard by the question. She looks over to Mister Bauer and the two lock eyes before she answers.

MS. LYONS

I'm Ms. Lyons, the Motel Manager,  
and this is Mister Bauer.  
You'd be more than welcome to use  
our phone, Mister..?

Stan has to think about it and seems surprised to know the answer--

STAN

...Freeman... Stan Freeman.

Ms. Lyons cocks her head with a curious expression.

MS. LYONS

As I was saying Mister Freeman:  
you're welcome to our telephone,  
however... the lines are down. And  
unfortunately, it may be quite a  
while until they're repaired.

STAN

Oh... Well, how far is the next  
town?

Ms. Lyons studies Stan for a beat.

MS. LYONS

I would strongly advise against  
leaving the premises at this hour.  
I dare say you have heard of Los  
Hermanos?

Stan raises his eyebrows and Ms. Lyons narrows her eyes at his reaction.

MS. LYONS (CONT'D)

The utterly depraved gang who enjoy  
terrorizing the innocent, freedom-  
loving people of this commune?

Stan frowns, shaking his head.

The movement makes his head ache and he holds his hand to his head to steady himself against the oncoming throb.

MS. LYONS (CONT'D)  
Are you feeling alright, Mister  
Freeman? You don't look at all  
well...

Stan seems faint.

STAN  
I'm fine... I should get... get  
going.

MS. LYONS  
Perhaps a lie-down might be in  
order?

The throb hits Stan's skull and he presses his temple with the heel of his palm, as he totters back toward the entrance.

Ms. Lyons' words fade into warbled noises--

MS. LYONS (CONT'D)  
I'll fetch the doctor. I simply  
cannot let you leave in this  
condition...

Stan's vision begins to dissolve into blackness -- His eyes roll back and his legs give way--

Mister Bauer lunges toward Stan to catch him.

INT. STAN'S MOTEL ROOM - NIGHT

Stan awakens on the bed. He sits up slowly, looking around at the rather plain space.

He slides his legs over the side of the bed and cautiously gets to his feet.

A bedroom mirror on the wall across from him grabs his attention.

He stands on wobbly legs and walks over to the mirror.

Stan examines his bloodshot eye, pulling down the bottom lid to see the extent of the redness.

He then fingers the side of his head and winces. He leans in, turning his head to inspect a square of shaved hair surrounding the freshly cleaned wound on his scalp.

In his periphery he spots an old television set and walks over to it, switching it on.

A black-and-white picture featuring a fifties-style big-band plays on the TV.

Stan turns the knob to change the channel -- the same program plays on every channel...

The light from the TV makes him squint, his head throbs and he switches off the set.

Stan takes a moment to gather himself, then checks his pants pockets -- Empty.

He take a beat to think, then heads over to the room door and exits.

INT. MOTEL CORRIDOR - NIGHT

Stan pulls the door closed and takes note of the number etched into a gold plate on the door: 114.

As he walks down the corridor, the sound of televisions grow and dissipate with each room he passes.

*(Every room is watching the same show -- The fifties big-band.)*

Stan spots a black security camera at the end of the hallway. The mechanical gears within buzz and whirl as it focuses on him.

He stares at the camera for a beat, then continues on around the corner.

INT. MOTEL LOBBY - NIGHT

Stan walks through the empty lobby and makes his way straight over to the entrance doors.

The front doors have been chained up and locked with a large padlock.

He picks up the padlock, giving it a futile pull and lets it drop.

MS. LYONS (O.S.)  
For the good of everyone.

Stan's pivots one-eighty degrees.



STAN

What?

An unassuming Ms. Lyons stands there cheerfully.

MS. LYONS

It's past curfew. The motel is now  
locked up until morning, for the  
protection of the residents.

Stan is about to speak when--

MS. LYONS (CONT'D)

This includes you, Mister Freeman.  
How are you feeling?

STAN

I'll live... It's locked every  
night?

Ms. Lyons nods solemnly.

MS. LYONS

The world we live in, I'm afraid.  
Security is freedom after all.  
Now, how *did* you get that nasty  
bump on your head?

Stan reaches up to the painful area in his skull, and his  
grimace morphs into a short smile.

STAN

This is kinda embarrassing... But I  
don't remember.

Ms. Lyons' demeanor becomes sympathetic and she takes Stan's  
hand.

MS. LYONS

Oh, you poor thing.... please, let  
us help. Our doctor here at the  
motel is second-to-none, I assure  
you; he stopped by to check on you  
earlier.

Stan regards her for a moment--

STAN

Alright.

Ms. Lyons leads him over to a small office adjoining the  
lobby.

INT. SMALL OFFICE - NIGHT

Ms. Lyons enters and walks behind a small desk in the center of the room.

Stan is slightly taken aback to see Mister Bauer standing against the back wall; his expressionless gaze never leaves Stan.

Ms. Lyons sits down and picks up a room key from the desk in front of her, holding it out to Stan.

MS. LYONS

Your room, one-fourteen, the one  
you awoke in. Level C, which is  
this floor, and down the corridor.

Stan takes the key and looks it over in his hands.

Etched in white on the burgundy plastic tag is : C RM-114

MS. LYONS (CONT'D)

Because of Los Hermanos, we have  
rather strict rules, but it is for  
everyone's safety. Our freedom lies  
in our security.

We are in an interesting situation  
at the Motel Kalifornia, in that we  
are outside the jurisdiction of any  
kind of law enforcement. We police  
ourselves here.

She gestures to Mister Bauer.

Stan looks up at Mister Bauer, who is still eyeballing him,  
and swallows hard.

Ms. Lyons stands up and looks sternly at Stan.

MS. LYONS (CONT'D)

I cannot express to you enough, the  
dangers that lurk beyond these  
walls. But, I *can* promise you as  
long as you remain *within* these  
walls, you will be safe and you  
will be free.

STAN

Guess I got lucky then; I didn't  
see *anyone* out there.

Ms. Lyons nods sincerely.

MS. LYONS  
Oh, but make no mistake, Mister  
Freeman, you were seen. Of that I  
have no doubt.

She composes herself and sits back down, grinning at Stan.

MS. LYONS (CONT'D)  
Welcome to the Motel Kalifornia.  
Be sure to have a complimentary  
drink at the bar. Enjoy your stay.

Stan attempts a smile and nods as he exits the office.

Ms. Lyons drops the grin as she looks down at an old rotary-  
dial TELEPHONE on her desk.

MS. LYONS (CONT'D)  
Watch him.

Bauer exits the office.

Ms. Lyons swallows hard, picking up the phone and drawing it  
nervously to her ear.

Her anxiety is palpable.

INT. MOTEL CORRIDOR - NIGHT

Stan exits the lobby into the adjoining corridor and stops in  
front of two large doors.

The sign above reads: BARROOM.

Stan carefully runs a hand through his hair and enters.

INT. MOTEL BARROOM - NIGHT

There are a handful of residents sitting at tables.

No one talks or interacts -- they mindlessly watch the TV  
above the bar.

On screen is the black-and-white show of the fifties big-  
band.

People stop watching TV to warily look at Stan.

Stan makes his way over to the bar, feeling eyes on him.

Stan's eyes meet up with a short-haired blonde woman sitting  
at the table nearest to the bar.

This is DIANA KELLY. She has a fierce determination in her eyes as she stares back at Stan.

Her back is to the TV.

With her, is her young son, DONNY, your average eight year-old boy. He is drawing with crayons.

Diana eyeballs Stan, then looks down into her drink.

Stan flashes Diana a smile and sits up at the bar.

A room service man in a red silk shirt awkwardly removes a tray of drinks from the bar, using only one hand and places it on a cart. His other arm hangs limp.

He nods hello to Stan as he limps away with the cart.

The bartender is crouched down, clinking glasses under the bar and does not notice Stan.

This is CAPTAIN JACK -- An elderly man, yet carries himself with an air of hardness that warns: "I can handle my own". He has a neatly trimmed white beard and wears a navy-blue Navy captain's hat and jacket.

Stan is amused by the bartender's get-up.

STAN

Hello.

Captain Jack looks up at Stan.

CAPTAIN JACK

Oh... I'm sorry, sir. One moment.

He stands up gingerly, favoring a tender knee and shuffles over to Stan.

CAPTAIN JACK (CONT'D)

Now then, Captain Jack Baines at your service. And what will it be Mister..

He holds out a hand for Stan to shake.

STAN

Freeman. Stan Freeman.

The two men shake hands.

STAN (CONT'D)

Whiskey? Neat, please.

CAPTAIN JACK  
Excellent choice, Mister Freeman.

Captain Jack grabs a liquor glass and a bottle of whiskey.

He pours the brown liquid into the glass.

CAPTAIN JACK (CONT'D)  
It's my first day on the job and  
trying to learn everyone's names.  
You lived here long, Mister  
Freeman?

STAN  
Nah, just passing through.

Captain Jack nods.

CAPTAIN JACK  
Well, then I wish you a safe  
journey. I'm sure you've been  
warned about this... Los Hermanos?  
Doesn't worry me much. I've dealt  
with my fair share of thugs and  
hoodlums.

Stan smiles.

STAN  
I bet you have, Captain.

The Captain glazes over in deep thought.

Stan looks curiously at Captain Jack, who is now spacing out.

CAPTAIN JACK  
Nothing out here but miles of  
desert. Reminds me of being out on  
the open ocean, you know...  
Sometimes, I swear I can feel the  
old motion of the waves again. Sea  
legs never leave you.

Captain Jack shrugs with a what-are-ya-gonna-do smile.

CAPTAIN JACK (CONT'D)  
But, nevermind that... let's wet  
that whistle of yours, Mister  
Freeman.

He slides the drink in front of Stan.

The Captain turns to put the bottle of whiskey back with the  
other liquor bottles.

CAPTAIN JACK (CONT'D)  
Shall I charge it to your room,  
Mister Freeman?

Stan fumbles in his pockets for his room key.

STAN  
Ah yeah, it's room one... fifteen I  
think...?

DIANA (O.S.)  
Well, that's fairly presumptuous.

Stan swings around on his barstool to see Diana staring back,  
her eyes burning into him.

DIANA (CONT'D)  
I'm not in the habit of buying  
drinks for *strange* men.

Stan smiles as he finds the KEY in his pocket and takes it  
out to look at it.

STAN  
Oh, I'm sorry. One-fourteen.  
I'd like to think I'm not a strange  
man though.

DIANA  
Well then don't be a stranger.

Stan gives a smiling nod to The Captain who returns the  
gesture.

He walks his drink over to the table and sits down in an  
empty chair.

Stan looks over to DONNY who is concentrating on his drawing.

STAN  
How's it going, buddy? What are ya  
working on there?

Donny holds up his drawing for Stan.

On a piece of lined notepad paper, Donny has drawn a figure  
in black, with an unsettling face.

STAN (CONT'D)  
Interesting.

Donny smiles and gets back to it.

STAN (CONT'D)

So--

Diana suddenly grabs Stan's wrist firmly.

She speaks softly and deliberately--

DIANA

What. The fuck. Are you doing?

Stan looks down at Diana's grip on his wrist.

STAN

I'm sorry?

Diana studies Stan, a little agitated, then notices--

DIANA

Jesus... your eye.

STAN

Oh, I ah--

Diana leans in, glaring, and whispers--

DIANA

What is *wrong* with you?

Stan's head starts to throb.

He swallows hard and slowly reaches up to the bruised side of his head, running his hand through his hair.

Stan hits the sore spot and winces.

Diana notices this movement.

DIANA (CONT'D)

*What* happened, Stan?

A beat, as Stan looks up to meet Diana's eyes.

STAN

Wait, you know me? How do you know me?

Diana sees the look on his face and she slowly sits back in her seat. Tears begin to well in her eyes.

STAN (CONT'D)

What's your name?

Diana is broken.

Stan is lost for words, torn between empathy and wariness, when he notices her body language suddenly shift--

Diana's attention is directed over Stan's shoulder.

She gulps her drink attempting to drown her emotions.

Stan looks around to see Ms. Lyons walking toward them.

MS. LYONS

Good evening, Diana, Mister  
Freeman. I trust everything is  
well?

Diana gives a cursory glance up at Ms. Lyons, gently shaking her drink and clinking the ice in the glass.

DIANA

Just peachy.

Stan continues staring at Diana, trying to read her.

MS. LYONS

Excellent.

Ms. Lyons' grin widens in genuine pleasure, as her eyes fix on Diana.

Diana finishes the drink and clunks it down on the table.

Mister Bauer walks up and whispers something into Ms. Lyons' ear.

She looks around at the entrance door where a handsome, smartly-dressed man is standing. The man is fidgeting and looking around -- This is THE GIGOLO.

MS. LYONS (CONT'D)

Please, do excuse me.

Ms. Lyons strides over to the Gigolo with Mister Bauer plodding along behind.

Diana glowers as she watches Ms. Lyons leave.

Stan continues staring at Diana.

STAN

Please, I'm not sure where I am,  
or... I could really use some help.

She sighs, dejected.



DIANA  
You and me both...

Diana stands abruptly.

STAN  
Wait--

DIANA  
I can't do this. Not now...

Stan reaches out for her hand.

Diana quickly wipes the tears from her eyes as she looks into his.

Stan is baffled.

DONNY  
Mommy?

Donny is looking up at his mother, concerned by her current emotional state.

Diana pulls her hand away from Stan's and helps Donny out of his chair.

DIANA  
Come on, Donny.

STAN  
Please...

Before standing, Donny slides his drawing over to Stan with pride.

Diana takes Donny and hastily exits the bar.

Stan watches them leave with a furrowed brow.

He looks down at Donny's drawing of the white-faced man surrounded in flames, rubbing his thumb over the crudely drawn fire.

Donny's picture has been drawn over a handwritten page. Only a few words can be made out beneath--

FLASHBACK - INT. DARK ROOM. - NIGHT

A television set shows static with flashes of a leather-bound book, its pages turn with a fluttering speed--

INT. MOTEL BARROOM - NIGHT

Stan is jolted out of the flashback.

He gathers himself and drains the glass of whiskey.

He folds up Donny's drawing and stuffs it into his pants pocket.

His eyes then catch a BROWN-HAIRED WOMAN sitting at the table next to his.

She stares at Stan with a mix of fear and accusation. The woman stands suddenly and exits the barroom in a huff.

Stan gets to his feet, feeling groggy and weak. He rubs his eyes and presses the heel of his hand into his temple.

INT. SECURITY ROOM - NIGHT

A cluster of CCTV screens illuminate the otherwise dark room in a blue glow.

The screen in the center is focussed on the barroom -- Stan is on screen, accidentally running into a table as he stumbles out of the barroom.

A mostly-unseen figure sits monitoring the scene.

The figure stands and exits.

INT. STAN'S CAR - DESERT ROAD - NIGHT - DREAM

Stan sits peacefully behind the wheel, a sleepy smile on his face.

It is pitch black outside, with the headlights offering the only visuals.

A light grows in the distance -- he approaches and then passes The Motel Kalifornia.

Stan watches it go by with his sleepy smile.

The pink-purple light of the motel once again emerges in the distance and he, once again, drives past the tall, white building.

When he passes the motel for a third time, Stan is no longer smiling...

Stan passes the motel over and over, in an endless loop.

The speed in which he continues to pass the motel increases and he is now in a drowsy panic.

STAN

Let me go...

Stan presses down on the gas and the car speeds on faster and faster.

The motel is now whizzing by every second.

BANG! The car's tires suddenly blow out and Stan skids to a stop, right in front of and facing the motel. He stares at the motel, wide-eyed.

Stan looks into the rearview mirror and discovers, to his horror, that a white-haired old man in a white lab coat is sitting in the back seat. This is DOCTOR WHITE.

INT. DARK ROOM - DREAM

Doctor White is shining a penlight into Stan's eyes.

The penlight morphs into a white-hot spotlight--

INT. MOTEL LOBBY - NIGHT - DREAM

Stan is looking up into the spotlight that shines over him, sitting in an armchair opposite Ms. Lyons.

Ms. Lyons is finishing the top level on a three tier house of cards on a coffee table.

STAN

What time is check-out?

Ms. Lyons looks up at Stan with a frighteningly large grin.

MS. LYONS

Whenever you like, Mister  
Freeman...  
But, you can't leave.

She sits back in her seat and folds her arms.

STAN

I'm a free man.

Ms. Lyons' expression becomes deadly serious.

MS. LYONS

Really?

She leans in glaring at Stan with one wicked, enlarged eye through the top triangle of the house of cards.

Stan looks down to discover the chrome lighter in his hand.

He rubs his thumb over the sword engraving, flicks open the lid and strikes a flame.

Ms. Lyons shifts back, looking warily from the lighter to Stan.

Stan brings the flame to the bottom of the house of cards.

Ms. Lyons recoils in horror.

Fire engulfs the entire house of cards and it collapses.

Her iris' are now GOLD and the pupils are snake-like, diamond slits.

Water begins to fill the room with terrifying speed and suddenly Stan finds himself in--

INT. STAN'S CAR - UNDERWATER - DREAM

The car is now submerged in water and it is gushing in through the cracks in the door.

He pulls on the door handle but the door won't budge.

He winds up with his upper body and tries ramming the door with his shoulder.

Once... Twice...

On his third attempt it bursts open--

INT. STAN'S MOTEL ROOM 114 - MORNING

The curtains are closed but harsh morning light blazes through the gaps.

Stan wakes with a start, continuing the motion of barging through the dream-car's door, and flies out of bed.

He hits the floor of his motel room with eyes wide open.

Stan shakes his post sleep haze when he spots something smooth and reflective under the bed.

He reaches in to retrieve it -- Stan pulls out an empty whiskey bottle.

He blinks a few times staring at the last dregs of brown liquid in the bottom of the bottle, before sliding it back under the bed.

Stan gets to his feet and examines himself in the bedroom mirror. His bloodshot eye isn't any better.

The crackle of feedback is suddenly heard over a motel-wide speaker system. Stan looks up as he listens.

MS. LYONS (O.S.)  
(Over loud-speaker)  
This is a friendly reminder to one  
and all: keep up your vigilance.

Stan exits the room.

INT. MOTEL CORRIDOR - MORNING

Emerging from his room, Stan spots a man wearing an American-flag shirt, a few doors down the corridor.

AMERICAN-FLAG MAN is staring up at a speaker, his right hand placed on his chest in an oddly patriotic gesture.

MS. LYONS (O.S.)  
(Over loud-speaker)  
Please, report any suspicious  
activity. Our freedom lies in our  
security.

The American-flag man blinks a few times, snapping out of his daze.

He spots Stan then nervously scuttles into the room in front of him.

Stan continues on down the hallway.

INT. MOTEL LOBBY - MORNING

Stan walks past Ms. Lyons' office. The door is open and he glances in, stopping as he sees--

INT. SMALL OFFICE - MORNING

Ms. Lyons sits behind her desk, carefully taking white candles from a box and laying them out in front of her.

She is smiling at Stan as though she had been expecting him.

Mister Bauer stands behind her, his dead-pan eyes watching Stan.

MS. LYONS  
Mister Freeman, how do you feel  
this morning?

STAN  
A little more awake, thank you.

Ms. Lyons' head tilts slightly.

MS. LYONS  
...Glad to hear it. I've taken the  
liberty of arranging an appointment  
for you with our Doctor White, when  
you feel up to it.

Stan smiles and gives Mister Bauer a cursory glance.

STAN  
I appreciate that, but I'm fine.  
Really. Is the ah... curfew still  
in effect? Thought I might get some  
fresh air.

Ms. Lyons calmly gestures toward the front entrance, a  
pleasant smile across her face.

Stan feels an uncomfortable air as he exits the office.

Ms. Lyons retrieves another box full of fresh, white candles  
from the floor.

She begins carefully setting them out on her desk with the  
others.

MS. LYONS  
Have we returned to status quo?

Bauer looks down at Ms. Lyons. His accent is distinctly  
Russian--

BAUER  
Almost. Several cameras are still  
down.

MS. LYONS  
This is a mess we don't have time  
for... Fix it.

Bauer gives one sharp nod.

EXT. PARKING LOT OUTSIDE MOTEL - MORNING

Stan walks through the parking lot towards his car. A hot wind blows dust around his shoes as he walks.

He reaches his car and opens the door... His mouth drops open and he stares, dumbfounded at what he sees--

The STEERING WHEEL is GONE...

STAN

What the... fuck?

He scans the immediate area for any sign of life, but sees no one.

STAN (CONT'D)

Shit...

He squats down, hanging on the open door and drops his head in defeat.

DONNY (O.S.)

Hello.

Stan whips around to see Donny squinting at him in the harsh sun.

Stan's frustration eases as he looks at the boy.

STAN

Hi...

Donny holds out another piece of lined paper with a drawing on it for Stan.

STAN (CONT'D)

What's this?

Stan takes the drawing and looks it over -- Donny's best attempt at a helicopter in crayon.

DONNY

For you.

Again, this piece of art is drawn over the top of an adult's handwriting.

STAN

Thanks, buddy, that's great.

Stan folds up the drawing and slides it into his shirt pocket. He studies Donny for a beat before gesturing back at his car with a thumb.

STAN (CONT'D)  
Hey, buddy, did you see anyone else  
in my car this morning?

DONNY  
(shaking his head)  
Nope.

Stan sighs and shuts the car door. He runs a hand through his hair, pausing on the painful area on the side of his head.

He looks at Donny.

STAN  
What are you doing out here,  
anyway?

DONNY  
You wanna see some ants?

STAN  
Sorry, buddy, I'm kinda busy right  
now.

Donny's head drops in disappointment.

DONNY  
Oh...

Donny turns and starts walking away slowly, dragging his feet.

Stan watches this dramatic performance and a perfunctory half-smile grows on his face.

STAN  
Alright, let's see the ants.

Donny turns around, beaming.

DONNY  
Okay, follow me!

The boy turns and runs off amongst a cluster of desert shrubs.

Stan sighs and follows Donny.

EXT. ROCKY DESERT - MORNING

Donny leads Stan to an area just off to the side of the motel and points excitedly down at the ground.



DONNY

Look, see?

An ant hill crawling with hundreds of busy, red, fire ants.

Stan stares down at the scurrying insects. His eyes glaze over, hypnotized by the movement.

STAN

Wow that's a big nest, huh?

Donny stands up on a big rock.

He pulls out a small piece of bread.

DONNY

Don't make em angry. If they all  
get angry at the same time, they'll  
come and get ya.

Donny breaks off a few pieces and drops them down onto the ants. The ants become noticeably manic.

Stan is still oddly mesmerized by the thousands of crawling ants.

Donny walks around on the large rocks, tossing bits of bread to the ants.

Mid-toss, Donny suddenly slips on the rock, falling backwards to the ground.

Stan snaps out of his daze and rushes over to pick him up.

STAN

Whoa, you okay, bud?

Donny holds his elbow, but doesn't seem to be in too much pain.

STAN (CONT'D)

Let me see.

He lifts Donny's arm to see a small graze.

DONNY

(concerned)  
Is it bleeding?

STAN

A little. It's not bad though.

Donny looks up at him in open-mouthed horror.

Stan can't help but be a little amused.

STAN (CONT'D)  
It's just a scrape. You'll survive.

Donny lets out a big, worried sigh.

STAN (CONT'D)  
C'mon, let's go find your mom. Is  
she inside?

Donny nods and Stan walks him back toward the motel.

INT. MOTEL LOBBY - MORNING

Stan enters, his hand on Donny's shoulder.

STAN  
Okay, you know where your mom is?

The big doors at the end of the lobby suddenly swing open and Ms. Lyons storms over.

She is visibly agitated when she gets to Donny.

She crouches down and lifts away the hand Donny was using to nurse his elbow.

MS. LYONS  
What *have* you done?

STAN  
He's fine, it's just a graze.

Ms. Lyons turns her head with unnatural speed delivering a nasty glare up at Stan.

MS. LYONS  
And are you a doctor, Mister  
Freeman?

Stan is taken aback by her overreaction.

STAN  
Well, no. But I mean, he's a tough  
kid.  
(to Donny)  
Right, buddy?

Donny looks up at Stan, who gives him a wink.

Ms. Lyons ignores Stan as she frantically checks Donny over.

She glares up from the corner of her eye, stands rigidly and looks down her nose at Stan.

MS. LYONS

Thank you, Mister Freeman, I can take it from here.

(to Donny)

Come with me, Donny.

Ms. Lyons puts her hand on Donny's shoulder and leads him through the lobby.

STAN

Hey, Ms. Lyons, I need to talk to you about a theft from my car.

Ms. Lyons continues to walk away with Donny.

MS. LYONS

Speak with Mister Bauer. That's his department.

She and Donny disappear through the large lobby doors.

Stan frowns, running his hands through his hair as an ache builds...

A strange feeling comes over him suddenly and he turns back to face the entrance doors.

A bespectacled man wearing a shirt and tie stands by the motel entrance doors.

Tall, clean-cut with strawberry-blond hair. This is DAVID KELLY.

David is staring intently at Stan... He begins to speak, only there is no sound... His volume has been muted somehow...

With slow-motion movement, David lifts a hand up to his chest and taps his heart repeatedly.

Stan is transfixed on the strange man.

David's eyes suddenly roll back to the whites as a large crater materializes in his head -- as though some invisible force has suddenly caved in his skull.

Blood gushes down David's front.

Stan steps back, horrified... Searing pain hits Stan's head with a wallop and he drops to his knees, eyes scrunched tight.

He holds his bruised skull and the pain dissipates rapidly.

Stan exhales in relief and looks up -- David Kelly has disappeared.

Stan hurries toward the entrance, shoving the door open and exiting into the blazing sun.

EXT. PARKING LOT - OUTSIDE MOTEL -DAY

Stan searches the parking lot -- David Kelly is nowhere to be seen.

Completely distracted, Stan doesn't notice the doors opening behind him.

BAUER (O.S.)  
A problem with the car, Mister  
Freeman?

Stan flinches and spins his head toward Bauer, who stands by the entrance.

STAN  
(distant)  
Huh? Yes, the steering wheel...  
It's... um... Hey, did you see a  
guy just come through here?

Bauer maintains a dead gaze for a beat, then finally shakes his head.

BAUER  
What *about* the steering wheel,  
Mister Freeman?

STAN  
It's gone. Stolen.

Bauer just stands there, looking blankly at Stan.

BAUER  
The car will be taken care of.  
Eventually.

STAN  
How long are we talking here?

Bauer stares blankly for another beat.

BAUER  
In a hurry, Freeman? May I ask  
where you're thinking of going?

Stan frowns at the question, then notices a security camera mounted on the exterior of the building behind the bulky security guard.

Stan gestures toward the camera with a nod of his head.

STAN

Can we see who did it?

Bauer looks around to follow Stan's gaze.

He looks back at Stan.

BAUER

I'll check the footage. However, I  
can already tell you this was the  
work of Los Hermanos.

Stan turns around to look at his car, confused.

STAN

What? Why would anyone take a  
steering wheel?

When Stan turns back to Bauer he has already begun to walk back to the motel.

Stan watches him leave, offended.

STAN (CONT'D)

Is there somewhere safer to park?  
Where's everyone else's car?

Bauer enters the motel, ignoring Stan.

Stan sighs and looks down in frustration when he notices two thin wheel tracks in the dirt leading to the motel entrance.

He follows the thin tracks to where they originate, only to find the tracks ending abruptly by the roadside.

Stan surveys the desert scenery before him and swallows hard.

A door is heard opening and closing behind him, as Captain Jack walks up next to Stan. He fills his lungs with the dry, desert air. He greets Stan with a short nod.

Stan nods in return, then turns back to face the motel. He looks up at the strange structure.

STAN (CONT'D)

Strange place, huh?

Captain Jack says nothing...

Stan turns back to the Captain who stares out into the desert, mouth agape, in a trance-like state.

STAN (CONT'D)

Captain?

Again the Captain doesn't answer, totally oblivious.

Stan begins to edge back, uneasy, toward the motel.

STAN (CONT'D)

Well, I'll leave you to it...

Captain Jack again does not acknowledge Stan, continuing his blank stare.

Stan enters the motel.

INT. STAN'S MOTEL ROOM 114 - DAY

Stan enters abruptly, sitting heavily onto the bed.

He switches on the bedside table lamp and the telephone immediately catches his eye...

He picks up the receiver--

PHONE OPERATOR

Can I help you, Mister Freeman?

Stan is momentarily stunned by the voice...

STAN

Are... the phones are working now?

PHONE OPERATOR

All outgoing lines are down, Mister Freeman. This is the internal line. Is there something else I can help you with? Something to drink?

Stan's eyes narrow, perplexed.

STAN

Sure... I'll take a drink.

PHONE OPERATOR

Certainly, Mister Freeman. Your usual?

Stan pauses, his eyes dart around in confusion.

STAN

My usual...

PHONE OPERATOR

Whiskey, neat. I'll have it brought  
to your room.

The phone operator hangs up.

Stan lets the receiver drop back into place. His mind races as he runs a hand through his hair, brushing his fingers over his wound and wincing.

Holding his fingers on that wounded spot, he gets to his feet and marches over to the bathroom.

INT. STAN'S HOTEL ROOM 114 - BATHROOM - DAY

In front of the mirror, Stan parts his hair to see his scarred and bruised scalp.

He splashes water there, cleaning away the crusted blood.

Stan leans closer to inspect -- A long pink scar in the middle of the ugly bruise; the scar looks to have healed some time ago.

A knock at the door snaps Stan out of the moment. He dries his hair with a hand towel, and exits the bathroom.

INT. STAN'S HOTEL ROOM 114 - DAY

Stan peers through the peephole of his room door. The knocking starts again and Stan opens the door mid-knock--

The physically-challenged waiter from the previous night's drink at the bar stands behind a wheeled cart. A silver tray covered by a silver lid sits on the cart.

The name tag attached to his red silk shirt reads: GUY. An effeminate man, late 30s, long hair tied back in tight pony-tail, Guy has a theatrical demeanor. One arm hangs lifelessly by his side and he walks with a limp; the result of a stroke.

GUY

Good afternoon, sir. Room service.

Guy whips off the silver domed lid from the tray dramatically.

GUY (CONT'D)

Voila! Whiskey, neat.

A full bottle of whiskey lies under the lid...

Stan looks down at the bottle, then draws his eyes back up to Guy.

GUY (CONT'D)  
I'll put it down on the bedside  
table shall I, sir?

Stan steps aside as Guy walks into the room holding the tray with his one good arm.

Guy pauses and looks around the room.

GUY (CONT'D)  
I'm... not interrupting, am I, sir?  
Just you tonight?

Stan gives Guy a curious look.

STAN  
Seems that way.

Guy nods and awkwardly places the tray on the bed, the bottle rolling off.

Stan steps in to help, but is instantly shooed away by Guy.

GUY  
No, no. Thank you, sir, I can  
manage.

Guy places the bottle on the bedside table.

STAN  
So, Guy...

Guy turns to him with raised eyebrows.

STAN (CONT'D)  
How long have you been here?

Guy smiles cheerfully.

GUY  
Always, sir.

Stan gives a contemplative nod.

STAN  
But you've ventured out beyond the  
motel, right?

Stan gestures out his bedroom window.



Guy seems suddenly perplexed by the question.

GUY

No, sir. Never...I wouldn't dare,  
what with Los Hermanos about. No  
one can see us out there and  
freedom is security.

STAN

Right... You ever seen Los  
Hermanos?

Guy stares into the middle distance, thinking deeply for a  
beat.

GUY

Of course not, sir. They're  
infiltrators -- They could be  
anywhere... or anyone.

Guy gazes around the room with over-the-top theatrics, then a  
sudden double-take and his expression turns dead-serious.

He slows his movements as though listening.

Guy's eyes suddenly roll back for a brief second, exposing  
the whites.

He stares blankly ahead.

GUY (CONT'D)

Oh... I see...

Stan raises his eyebrows.

STAN

Everything okay?

Guy looks straight through Stan.

GUY

Pulse...

Stan stares at the strange man intently.

Guy gasps suddenly, shakes his head and covers his open mouth  
with his hand. He immediately limps toward the open door.

GUY (CONT'D)

I'm sorry, sir, I must go.  
Be seeing you.

Stan takes a few steps to follow Guy.

STAN

Wait--

His concern is interrupted by Diana and Donny walking past the room. Ms. Lyons follows close behind and looks back at Guy curiously as he hobbles away briskly, pushing the cart.

Stan and Diana make eye contact.

INT. BEDROOM - NIGHT - FLASHBACK

Fast cut flashes of Stan having vigorous, passionate sex with an unseen woman on a bed, in a dark room.

Flashes of fingers clawing a back, a deep kiss, two bodies intertwined.

Moans and heavy breathing are heard--

END FLASHBACK.

Stan stands in moment of shock. He closes his door.

He sits on the edge of the bed and picks up the bottle of brown booze. With his other hand he fingers the wounded area on his scalp.

A sharp bolt pain hits and Stan's red eye twitches. He pulls the cork from the bottle with his teeth and gulps down a mouthful to dull the pain.

It helps a little. He re-corks the bottle and places it on the bedside table.

The faint sounds of Ms. Lyons, Diana and Donny entering the room next door begin to filter in and Stan turns his head to the direction of the noise.

Stan's eyes lock onto a small, framed print above the bed -- An image of a renaissance-era man wearing a white, Venetian-style mask.

Stan shuffles his way over the bed to the painting. The voices next door grow louder, sharper.

He takes the painting down from the wall to reveal a HOLE in the wall, about the size of a quarter.

Stan peers through into Diana's room--

## INT. DIANA'S ROOM

The hole through which Stan peers is slightly obscured behind a tall potted plant. He sees--

Ms. Lyons stands at one end of the dining table, Diana at the other. Diana stands defensively in front of Donny, his arm wrapped in bandages.

MS. LYONS

Donny, run along and watch the television while your mother and I have a chat. Like a good boy.

Donny runs into the next room and sits on the floor by a box of crayons and different sized sheets of paper.

MS. LYONS (CONT'D)

Sit down, Mrs. Kelly. I'd like a brief word.

Diana cautiously pulls out a chair and sits down at the kitchen table. Her eyes glaring defiantly at Ms. Lyons.

Ms. Lyons regards her keenly.

MS. LYONS (CONT'D)

Now, Diana...

Ms. Lyons begins to walk around the table toward Diana as she talks.

MS. LYONS (CONT'D)

Firstly, you must know that I think of you and your child as sort of... well, family.

Diana balks a little to herself at the thought.

As Ms. Lyons moves to her side, Diana looks up and gives her a timid smile.

MS. LYONS (CONT'D)

I want what is best for you and Donny. In that, I want to make sure that you are both as safe as possible. We have discussed the importance of Donny's well-being before and perhaps I wasn't clear enough then.

Ms. Lyons adjusts her gloves as she composes her next thoughts.

MS. LYONS (CONT'D)

I was mortified, as you must have been, to discover your child wandering beyond the walls of the motel. Obviously you will take the necessary precautions to ensure this does not happen again?

Diana sits back in her chair, annoyed.

DIANA

Ms. Lyons, I--

Ms. Lyons interrupts Diana, holding out an open hand toward her.

MS. LYONS

You understand this is for his safety? Los Hermanos is out there, waiting for any opportunity... It just isn't safe!

Diana folds her arms and sighs.

DIANA

Ms. Lyons, Donny is a kid. He can't live his life in-doors, he needs to run around and play in the dirt... and yes, sometimes even fall down and skin an elbow once in a while.

INT. STAN'S MOTEL ROOM 114 - DAY

Light from the room next door spills onto Stan's eye as he listens intently.

INT. DIANA'S ROOM - DAY

Ms. Lyons stands up straight, outraged.

MS. LYONS

Mrs. Kelly, I am quite baffled by your defiance in the face of reason. This is your child's safety we're talking about. I would have thought with your husband missing--

Diana stands suddenly, her chair pushing out behind her. She stares daggers at Ms. Lyons.

DIANA  
David hasn't been my husband for a  
long time...

Ms. Lyons narrows her eyes.

MS. LYONS  
Listen to me, Diana. Your child--

DIANA  
Yes! He's *my* child. *I* decide what  
he can and can't do.

Ms. Lyons lifts her head and looks down her nose at Diana.

MS. LYONS  
Well... I see you've developed  
quite the resolve, Mrs. Kelly.  
See to it that you are indeed fit  
to raise your son. I would hate to  
see him removed from your custody.  
I shall be back tomorrow with  
Doctor White for a more thorough  
examination of the child.

Diana's lips purse in a mixture of anger and fear.

Ms. Lyons walks to the door and opens it.

MS. LYONS (CONT'D)  
Good day.

She closes the door behind her.

INT. STAN'S MOTEL ROOM 114 - DAY

Stan pulls his attention away from the hole to hear Ms.  
Lyons' footsteps, grow and dissipate past his door.

He turns back to the hole.

INT. DIANA'S ROOM - DAY

Diana sits at the table breathing hard with anger. She looks  
over to Donny, who is coloring happily.

Diana watches him with a loving smile and her demeanor calms.

DIANA  
You have enough light to draw, my  
love?

Donny looks up and smiles.

Diana suddenly feels eyes on her and turns towards the potted plant that hides Stan's peephole -- She looks directly at it.

INT. STAN'S MOTEL ROOM - AFTERNOON

Stan shifts his head back, quickly replacing the painting over the hole.

He takes a beat of contemplation before retrieving Donny's crayon drawings from his pants pocket. He rubs his thumb over the crude scribbles resembling fire.

Stan slides off the bed and exits the room.

EXT. PARKING LOT OUTSIDE MOTEL - SUNSET

Stan steps out into the parking lot over to his car. He opens the car door, drops down into the drivers seat and stares into the empty space where there was once a steering wheel.

Stan pulls down the sun visor and the key immediately spills out and drops down between the seat and center console.

Stan reaches under the seat and fumbles around with his hand until his fingers close around something...

Stan pulls up the chrome lighter and stares at its engraved sword.

The 'MOTEL KALIFORNIA' SIGN LIGHT above Stan flickers for a moment.

He strikes a flame on the lighter. A warbling noise begins to drown out all other sound.

The orange flame flickers in the mild breeze as Stan's eyes focus, then widen...

The world around Stan becomes deafeningly silent and everything around him melts away into blackness -- leaving only Stan, sitting in the car, staring into a flame.

Stan's eyes are transfixed on the flame and a man's voice gradually becomes audible -- The voice of David Kelly.

DAVID

*Freeman...*

The flame blows out and dies -- Like a large wave crashing into the sand, the world around Stan suddenly slams back into reality.

BAUER

Freeman?

Stan looks around to Bauer marching toward him and he closes the lid of the lighter, covertly dropping it back in his top pocket.

STAN

Yeah.

Stan turns his body to face Bauer.

BAUER

What are you doing out here?

Bauer roughly swings open the car door. Stan casually sits back in the car seat, attempting to appear nonchalant.

STAN

Just keeping an eye on my girl.

Stan pats the dashboard. A deep crevasse forms between Bauer's eyebrows.

STAN (CONT'D)

You get a chance to check the security camera footage?

Bauer puffs his chest.

BAUER

You have your answer -- Los Hermanos.

Stan gets up from the car seat and leans on the open car door.

STAN

Surely there must be a town nearby with a sheriff... or someone who could help?

Bauer takes a step closer and Stan firms up his stance.

BAUER

There's nothing out there but death... I am the sheriff here.

Stan scoffs at the large man.

STAN

One man against a whole gang of thugs? Maybe they aren't so scary after all...

Bauer straightens up slightly and clears his throat. He delivers his next words like a rehearsed speech--

BAUER

Los Hermanos are extremely dangerous. They envy our way of life and so they want to destroy it.

Stan looks sideways at Bauer.

BAUER (CONT'D)

We have implemented a number of security measures to keep the residents safe and free. Security is freedom.

Stan folds his arms and leans back against the car, smirking at Bauer.

STAN

Yeah, the cameras have been *really* helpful...

Bauer suddenly steps in and closes the door against Stan, pinning his arms.

Bauer's expression does not change.

BAUER

This is no joke, Freeman. Just accept it and shut your fucking mouth.

Stan pushes back against the door, glaring from under his brow. A hint of uncertainty sparks in Bauer's eyes, before he resumes his stone-like expression.

BAUER (CONT'D)

I'm initiating an early curfew. Secure the vehicle and get inside before I lock down the premises.

Bauer gives the door another good shove before letting go and walking away. Stan watches Bauer walk back inside the motel.

Stan slams the car door in frustration. He takes a deep breath, looks out into the blazing red sunset for a beat. He then walks back toward the motel.



Stan pauses as he reaches for the door handle -- a faint whirring sounds floats in from the distance... A motor? The rhythmic beat of helicopter blades?

The sound fades into the distance.

Stan retrieves Donny's helicopter drawing from his shirt pocket and studies the image.

He is just about to fold it up again when he does a double take -- two words in the mostly drawn-over and smudged handwriting jump out at him: FREEMAN.

INT. MOTEL ELEVATOR - NIGHT

Ms. Lyons stands in front of the Gigolo, who looks around nervously fidgeting.

GIGOLO

I... tended to your guest, Ms. Lyons. I worked hard. Did I do well? Was he pleased? What did he say?

Ms. Lyons continues looking ahead.

MS. LYONS

Your performance was reported as most satisfactory from our guest -- The Owners are pleased. Doctor White will give you an evaluation when he is ready.

The elevator makes a 'BING' as it hits the top floor and the doors open. Ms. Lyons walks out and pauses.

MS. LYONS (CONT'D)

Follow me.

INT. MOTEL UPSTAIRS CORRIDOR - NIGHT

The Gigolo follows Ms. Lyons down the corridor. The walls are lined on both sides by waist high CANDELABRAS.

They come to a large set of doors with two chairs outside, against the wall.

MS. LYONS

The doctor will be ready for you shortly.

Ms. Lyons opens one of the large doors and walks through.

The Gigolo tries to get a peak inside before the door shuts. He is too anxious to sit still and he paces the corridor.

He tries to open a door -- locked. He walks down a little further and tries another -- it is unlocked and he gently turns the handle.

The Gigolo looks left and right before pushing the door open slightly and peeking inside.

The Gigolo freezes as he sees--

INT. DOCTOR'S ROOM - NIGHT

Guy is strapped into a chair, staring blankly into a TV that is placed in front of him. The sound of white noise hisses from it.

A white-haired man in a white lab coat stands in front of Guy, his back to the Gigolo. This is DOCTOR WHITE, late 60s, thinking grey hair, with a spindly frame. He tinkers with a black handheld scanner.

Doctor White waves the black box around the back and sides of Guy's head. He speaks with a thick German accent--

DOCTOR WHITE

Implant has migrated, but nothing  
to be overly concerned about.  
Still not gaining any use in that  
arm I see. Unfortunate.

(smiling wickedly into  
Guy's face)

Still, at least we know your limits  
now, don't we?

Doctor White turns around to place the scanner on a small metallic table of surgical items, when he suddenly spots the Gigolo's face peering through the gap in the door...

DOCTOR WHITE (CONT'D)

You shouldn't be here.

Doctor White begins to walk slowly toward the Gigolo, who gasps and takes a step back.

DOCTOR WHITE (CONT'D)

Don't be afraid. I can help you.

The Gigolo's eyes grow with a frightened realization.

GIGOLO  
(quiet terror)  
I know you...

The terrified Gigolo starts backing up.

DOCTOR WHITE  
Really? Well, let's talk about  
that.

GIGOLO  
No. You stay away from me...

The Gigolo shuffles away from the door and slams it shut.

MS. LYONS (O.C.)  
Did I instruct you to wander  
around?

The Gigolo screams and spins around to see Ms. Lyons standing  
directly behind him.

MS. LYONS (CONT'D)  
Did I?

GIGOLO  
What are you doing to him?

MS. LYONS  
Listen to me and calm down. You're  
not thinking clearly.

The Gigolo tensely backs away down the hall.

GIGOLO  
I thought it was all a dream...

He makes a frantic sprint down the corridor to the elevator  
and smacks the button repeatedly, as he turns back to look  
down the corridor.

Ms. Lyons stands calmly watching, as Doctor White emerges  
from the room.

The 'BING' of the elevator arriving makes the Gigolo jump and  
the doors open...

INT. MOTEL ELEVATOR - NIGHT

The Gigolo charges inside, again tapping a button rapidly in  
desperate hope to speed it up.

Distressed and on the verge of tears, he backs up into the corner of the elevator as the doors close.

INT. MOTEL BARROOM - NIGHT

Stan stands at the bar talking with Captain Jack. He points behind him to the table where he Diana and Donny had been sitting.

STAN  
The blond woman I was talking to  
last night, what do you know about  
her? And her boy?

Captain Jack stares off, racking his brains for the memory.

CAPTAIN JACK  
I'm terribly sorry, sir, I--

The Gigolo bursts into the barroom, scattering alarmed residents.

Stan also backs up in surprise.

Captain Jack quickly shuffles up to the Gigolo looking concerned.

CAPTAIN JACK (CONT'D)  
Can I--

GIGOLO  
Give me a phone, now! I need help.

STAN  
You okay, man?

The Gigolo just stares wildly at Stan.

CAPTAIN JACK  
I've been told the phone lines are--

GIGOLO  
Just give me the fucking phone!

The Captain is taken aback by the Gigolo's hysteria, but picks up the telephone from under the bar and places it in front of him.

Stan watches the Gigolo with caution. The Gigolo picks up the receiver, when--

Out of nowhere, Bauer steps in and strikes the Gigolo on the back of the legs with his NIGHTSTICK.

The Gigolo's legs fold, as he reels back in pain and drops the phone.

CAPTAIN JACK

Good god!

The Gigolo knocks over several glasses from the bar and they shatter on the floor.

The crowd of residents gasp in unison.

Bauer takes another swing and clocks the Gigolo over the back of the head and he crumples to the floor.

Bauer starts to take another swing and Stan steps in, firmly gripping the nightstick before he can hit the Gigolo again.

STAN

He wanted help.

Captain Jack steps around the bar heading straight for Bauer.

Bauer sees the Captain coming and simply points a threatening finger at the old man.

Captain Jack pulls up, yet his stare meets Bauer's with matching intensity.

Ms. Lyons suddenly steps in to calm things, raising her hands to the gathering and horrified crowd.

MS. LYONS

Residents of the Motel Kalifornia,  
please forgive the commotion.  
You have just witnessed Mister  
Bauer subduing a member of Los  
Hermanos who had been attempting to  
infiltrate our establishment.  
God knows what horrific deeds he  
had planned.

The crowd gasp and murmur.

Stan looks gravely down at the Gigolo then up to Bauer.

MS. LYONS (CONT'D)

How about a round of applause for  
our courageous Mister Bauer?  
Protecting us from these monsters.

The crowd agree and briefly applaud Bauer as he picks up the Gigolo and drags him away.

Ms. Lyons smiles proudly and joins in the applause.

Stan steps in front of Ms. Lyons.

STAN  
He wanted help.

Stan looks around at the crowd.

STAN (CONT'D)  
You all heard him.

The crowd stare at Stan in silence.

The brown-haired woman barges through a number of people, pointing an accusatory finger at Stan.

BROWN HAIREd WOMAN  
He's trying to defend them! Los  
Hermanos! He's one of them, I knew  
it!

The crowd back away from Stan.

STAN  
What? No! You all saw what  
happened!

The crowd of residents are silent and uneasy as they stare at Stan.

Ms. Lyons leans in toward Stan's ear.

MS. LYONS  
Seems you have a rather unpopular  
opinion, Mister Freeman...

Stan turns and looks sternly at Ms. Lyons.

Her gaze lingers on him momentarily before she turns to exit with Bauer.

INT. MOTEL UPSTAIRS CORRIDOR - NIGHT

Guy is standing in the corridor staring at the wall across from him. His eyes roll back too the whites briefly, then stare blankly.

GUY  
Yes... Pulse...

Ms. Lyons appears from around the corner, pauses upon seeing Guy, then walks up to him.

MS. LYONS

Guy? I trust you are on your way to  
the barroom right now?

Guy blinks a few times and looks up and down the corridor.

GUY

I'm sorry, Ms. Lyons, the barroom?

MS. LYONS

Yes, the barroom. The broken glass.  
Please clean it up.

Guy looks at Ms. Lyons blankly for a moment, then follows it  
up with an accepting smile.

GUY

Ah! Yes, Ms. Lyons. Terribly sorry.  
I'd best pick up the pace.

Ms. Lyons gives Guy a big grin as he quickly walks off down  
the corridor.

She drops the grin as soon as Guy's back is turned and  
continues down the corridor to a black door.

She pulls a gold key from her pocket and inserts it into the  
keyhole. She turns the key, pausing to look down the corridor  
and make sure she is alone.

She enters the room, closing and re-locking the door.

INT. MS. LYONS ROOM - NIGHT

The room is like a shrine -- Filled with WHITE CANDLES of all  
different shapes and sizes. Candelabras, holders, stands and  
every flat space is occupied. None of the candles have ever  
been lit, they are pristine.

Ms. Lyons sits in front a vanity table at the back of the  
room and stares into the attached mirror.

She carefully removes her white gloves to reveal horrible  
burn-scarred skin covering her hands.

She then carefully pulls the WIG from her head... The scalp  
beneath also covered with disfiguring scars and patches of  
her real hair. Her ears, previously hidden, are but nubs of  
scar-tissue.

She looks at herself briefly in the mirror and turns her head  
away in disgust. Tears well in her eyes and her bottom lip  
quivers.

She picks up one of the candles from the table top in front of her and begins to caress it in both hands, almost sexually...

She brings it to her face and inhales its fragrance deeply.

The red phone on the table in front of her rings and snaps her out of the moment.

Ms. Lyons hesitates briefly before picking up the phone receiver--

MS. LYONS

Yes? I know, my sincere apologies.  
I can assure you, the problem will  
been rectified... but we could not  
have foreseen such... please...  
I...

She cringes in pain with the phone still pressed to her ear.

She pushes the palm of her other hand on her forehead and bites her lip in order to stifle a painful cry.

The pain ceases and she takes in a calming breath, removing her hand from her head.

Ms. Lyons composes herself.

MS. LYONS (CONT'D)

Thank you... yes, but I need more  
time... hello?

Ms. Lyons swallows hard and hangs up the phone.

Looking in the mirror, she inserts her little finger into a nostril and removes it -- the tip of her finger is now coated in blood.

She catches her own eyes in the mirror and quickly looks away again in disgust.

INT. STAN'S MOTEL ROOM - NIGHT

Stan marches into his room and slams the door.

He retrieves Donny's two drawings from his pocket and frantically looks them over under the light of the bedside table.

He begins to scratch away at the crayon with a thumbnail, attempting to reveal the handwritten words beneath.



GUY (O.S.)

Pulse...

Stan shoots up to his feet to see--

Guy stands in the bathroom doorway and behind him, an  
ETHERIAL David Kelly.

David's semi-transparent hand is inside Guy's head, moving  
him like a puppet.

STAN

Fucking hell...

Guy's voice is distant and not entirely his own.

GUY

P-pulse...

His bad arm begins to tremble slightly.

GUY (CONT'D)

Pulse...

Stan shakes his head in disbelief.

STAN

I... I don't...

GUY

P-pulse...

Stan's head is beset with searing pain and he drops to his  
knees...

Guy, himself once more, is right in front of Stan helping him  
to his feet.

GUY (CONT'D)

My god, sir. Are you alright? Did  
you hit your head?

With the pain now subsiding, Stan looks intently at Guy. Then  
scans the room.

STAN

What the hell was that?

GUY

Actually, this is rather  
embarrassing, but... I can't recall  
exactly what I was doing in your  
room. Did you... need something?

Stan stares at him for a beat.

STAN  
Are you okay?

Guy's cheerfulness drains from his face and he becomes dead serious.

GUY  
I feel I should ask that of *you*.  
Shall I fetch the doctor? He's  
quite good.

Stan shakes his head.

GUY (CONT'D)  
Well, if there's nothing else, I  
should carry on. Be seeing you.

Guy awkwardly exits the room.

Stan raises Donny's drawing again, now with the bedside light behind it...

An idea strikes, and he then feels the pocket of his shirt, then dips his fingers inside to retrieve the lighter.

He ignites the lighter behind the page of Donny's drawing in an attempt to highlight the written words...

He then lets his hand holding the paper drop...

Stan's eyes fixate on the flame...

A vacuous silence fills the air.

Like a sheet of pure blackness were thrown over him, the world around Stan fades away -- Stan is now just a man on a bed, in the dark void.

David Kelly's voice rises out of the silence, as a scene emerges from the flame--

DAVID (V.O.)  
This is the diary of Doctor David  
Kelly...

INT. BLACK SPACE - UNKNOWN

A leather-bound journal appears in the darkness and opens. The first couple of pages turn...

INT. MOTEL LOBBY - DAY - FLASHBACK

A slightly younger David and Diana walk through the entrance doors, carrying their luggage.

A black helicopter is seen taking off outside, behind them.

DAVID (V.O.)

My first day having arrived at the Motel Kalifornia, with my wife, Diana. A new job and a new life for us both.

Ms. Lyons strides over to greet them, kissing David on both cheeks and taking Diana's hand in hers.

Ms. Lyons turns to lead them away, Diana raises her eyebrows at David.

DAVID (V.O.)

Ms. Lyons is the face of this, otherwise faceless, organization who hired me to further my research into the human mind. Whoever the owners are, they have certainly spared no expense.

INT. BLACK SPACE - UNKNOWN

Pages flick by through the leather-bound journal...

EXT. PARKING LOT OUTSIDE MOTEL - DAY - FLASHBACK

David stands by the front entrance to greet a new resident.

ONLY THE PRISONER'S HAND-CUFFED WRISTS AND TORSO ARE VISIBLE -  
- HIS IDENTITY IS NOT REVEALED.

Bauer steps in front of the prisoner and holds open a yellow envelope.

The prisoner empties his pockets into the envelope -- coins, a pack of cigarettes and one final item...

The resident is hesitant to drop this last item into the envelope -- The sword-engraved chrome lighter.

He rubs his thumb over the engraving before dropping it into the envelope.

DAVID (V.O.)  
Our first batch of test subjects  
have arrived. They were originally  
selected through a program I  
devised in order to discover a  
certain type of candidate -- One  
that can engage multiple parts of  
the brain simultaneously.

David Kelly walks in front of a line of residents followed  
closely by Mister Bauer.

He is writing notes on a clipboard as he stops by each  
resident.

DAVID (V.O.)  
Unbeknownst to them, these recruits  
are now subjects in a momentous  
program, exploring the mental  
capacity for biological data-  
storage. We are yet to find a limit  
to the amount of information that  
can be stored and accessed within  
the human brain. We can  
revolutionize the human experience  
of learning and education.

INT. BLACK SPACE - UNKNOWN

More journal pages flutter by...

INT. WHITE ROOM - DAY - FLASHBACK

David is monitoring the brown-haired woman who sits strapped  
into a chair staring blankly ahead.

Ms. Lyons walks into the room with Doctor White.

DAVID (V.O.)  
Another doctor has been assigned to  
the project. An interesting man, he  
apparently has quite a lot of  
expertise in the field. He calls  
himself Doctor White, though I'm  
certain that's not his real name.

Ms. Lyons introduces the two doctors and they shake hands  
amiably.

Doctor White roughly examines a woman, as though he were  
looking over a car engine.

DAVID (V.O.)  
Doctor White is a German national.  
He apparently conducted extensive  
research during the war. His  
research notes are...unsettling to  
say the least.  
I fear my research is being taken  
in some rather *unethical*  
directions.

David looks up curiously at Doctor White as he talks  
boisterously on the phone.

DAVID (V.O.)  
I was correct in my assumptions --  
We have received orders, from the  
owners, that the program be  
furthered into more military-based  
applications. Considering Doctor  
White's work with trauma-based  
experimentation, this does not sit  
well with me...

INT. BLACK SPACE - UNKNOWN

Pages turning in the darkness...

INT. MOTEL ROOM - NIGHT - FLASHBACK

Captain Jack sits strapped into a chair with David standing  
behind him.

Doctor White is waving the black scanner around the Captain's  
head.

A TV showing static sits in front of Captain Jack.

DAVID (V.O.)  
An implant, a small electronic  
device, directly wired into the  
temporal lobe of the brain, greatly  
increases the speed at which data  
can be uploaded, though I'm sorry  
to say unforeseen behavior  
modification, due to the delicate  
intricacies of the human brain, has  
been observed. Apparently my  
initial work has opened unexpected  
doors...

Guy sits on a chair in his room, with David standing in front  
of him.

David raises his arm and Guy stands. David lowers his arm and Guy sits.

DAVID (V.O.)

What have I become an accomplice to? The highjacking of human free will... with the subject himself, blissfully unaware. We appear to have achieved near-complete control over the human mind. While fascinating, the work gives me pause... has my sense of wonder blinded me to the morality involved?

Captain Jack sits on his bed as David talks to him.

Captain Jack is afraid and confused, looking around the room and shaking his head.

DAVID (V.O.)

Some subjects have not taken well to rapid progression of the program. Seeing an increase in side effects, some permanent, our control on these subjects appears to be weakening, along with their capacity for retention. Still, Doctor White insists that the ends justify the means...

INT. BLACK SPACE - UNKNOWN

Pages turning in the darkness...

INT. BASEMENT CELLS - MORNING - FLASHBACK

The residents are emerging sheepishly out of their cells as Bauer and the two doctors oversee.

DAVID (V.O.)

I have implemented a brand new approach to studying our patients, which is garnering very promising results.

INT. MOTEL ROOM - MORNING - FLASHBACK

David welcomes the brown-haired woman into her new MOTEL room.

She is unsure, but manages a quaint smile.

DAVID (V.O.)  
Taking the subjects out of their  
holding cells in the basement and  
moving them into a room of their  
own.

INT. MOTEL CORRIDOR - DAY - FLASHBACK

Doctor White walks down the corridor as several residents  
enter their rooms.

DAVID (V.O.)  
To live among them and study them  
in a real-world environment has  
been most interesting. A natural  
experiment of sorts.  
The more humane conditions and  
illusion of choice have also helped  
to eliminate any further negative  
reactions to the program --  
Somewhat relieving these ethical  
concerns that continue to bother  
me.

David passes by Mister Bauer who hammers some nails into a  
sign.

The sign reads: "IT IS YOUR DUTY AS A RESIDENT TO ALERT THE  
NIGHTMAN OF ALL SUSPICIOUS ACTIVITY".

DAVID (V.O.)  
It is far easier to *corral* the  
subjects on the premises than I had  
first expected. Fear and a virtual  
reality of free will are much more  
effective than fences and bars.

INT. BLACK SPACE - UNKNOWN

Pages turning in the darkness...

INT. DIANA'S ROOM - DAY - FLASHBACK

David sits in an arm chair, looking nonchalantly at Diana who  
is pouring her soul out to him.

DAVID (V.O.)  
Oh, Diana, I have failed you as a  
husband.

(MORE)

DAVID (V.O.) (CONT'D)  
She has come to me pleading for  
permission to leave the motel, but  
I fear that would put her life in  
danger.

The conversation between the two is now a heated argument.

DAVID (V.O.)  
She resents me deeply, accusing me  
of keeping her here locked up like  
a prisoner.  
My colleagues have come to me with  
concerns that my rift with Diana is  
causing a decline in my work...  
But, she knows too much now to just  
send her away...

Diana storms out of the room and David hangs his head.

INT. DIANA'S ROOM - FLASHBACK

David stands over Diana as she sleeps in bed.

He gives a nod to someone off-screen.

Doctor White enters pouring a brown bottle of chloroform into  
a handkerchief. He quietly steps towards Diana.

DAVID (V.O.)  
I have given consent to have Diana  
enter the program as a resident.  
Her mind will be manipulated to  
believe that she *wants* to stay here  
as a resident. It's deplorable, I  
know that, but given the secrecy  
surrounding this facility, it is  
better than the alternative...

INT. BLACK SPACE - UNKNOWN

Pages turning in the darkness...

INT. WHITE ROOM - FLASHBACK

David is in discussion with a very stern looking Ms. Lyons.  
He is not pleased with what he is hearing.

DAVID (V.O.)  
I am most disturbed to learn of the  
new intended purpose of my  
research.

(MORE)



DAVID (V.O.) (CONT'D)  
It has gone beyond the military  
industrial complex to something far  
more reprehensible. I started this  
program with humanity's prosperity  
in mind, only to see my research  
usurped.

INT. MOTEL BARROOM - FLASHBACK

David watches on forlorn, as Diana sits at the bar chatting  
with a man -- the man is Stan.

DAVID (V.O.)  
I can no longer, in good  
conscience, be a part of this  
program. We are all prisoners  
here...

END FLASHBACKS.

INT. STAN'S MOTEL ROOM - NIGHT

Stan sits in the middle of the bed, transfixed by the flame.

David's voice begins to slowly fade away.

DAVID (V.O.)  
Part of me had hoped that,  
ultimately, the human mind is too  
resilient to control  
indefinitely... there is but one  
recourse left -- *the pulse* -- a  
light in the dark...

Stan closes the top on the lighter. He takes a moment to  
gather his thoughts, then storms from his room.

INT. STAIRWELL - NIGHT

Stan bursts through the dimly-lit stairwell door and races  
down to the basement level.

INT. BASEMENT CELLS - NIGHT

Stan enters from the stairwell, a foreboding feeling evident  
on his face.

He finds himself in front of two doors. One of them black, the other marked: "GENERATOR ROOM". The generator room door has a keypad lock to one side.

Stan makes the obvious choice for the black door and enters.

Too dark to see, he feels around the inside wall for a light switch -- CLICK -- a row of numbered prison cells lining both sides of the basement area are illuminated, one after the next.

As Stan walks slowly into the room, he is hit with a sudden feeling of despair. He takes deliberate steps across the room as recognition hits.

He stops at one of the cells and gazes past the open door into the darkness within. It is cell number '114' -- STAN'S CELL.

Stan drops to one knee, lightheaded and trembling. The sharp pain returns to the side of his head, this time the severity is swift.

All at once the pain drains away, along with his consciousness, and Stan's eyes roll back as he collapses to the floor...

EXT. DESERT ROAD - STAN'S CAR - DAY - FLASHBACK

Stan pulls aside the dark blanket that covers his face. He is hiding in the footwell, behind the driver's seat, as David Kelly drives.

David adjusts the rearview mirror.

DAVID

We're clear of the cameras now.

Stan pushes himself up out of the footwell and sits on the back seat.

He glares at David in the mirror for a beat...

STAN

What is it that we're doing?

David looks ahead at the road as he composes his response.

DAVID

Redemption... the world must know what happened here. I had a journal that documented everything. From the beginning.

(MORE)

DAVID (CONT'D)

It's gone now, maybe they found it... but I made a... copy of that journal.

STAN

Why's it so important?

DAVID

After the pulse, it'll be the only evidence left that this place ever existed. *Those who do not learn history are doomed to repeat it.*

Stan continues his glare at David in the rearview mirror.

EXT. DESERT BUILDING RUINS - AFTERNOON - FLASHBACK

Stan and David step out of the car. The charred remains of a large building fire lies strewn out before them.

DAVID

They can't see us out here now.

David pulls something out of his pocket and holds it up to Stan -- the chrome lighter.

DAVID (CONT'D)

This is the key to the journal and the *light* that will expose the truth.

The lighter sparks something inside of Stan.

STAN

I don't understand... where's the journal?

David points up to Stan's forehead--

INT. BASEMENT CELLS - MORNING

Stan awakens to Donny standing over him, tapping his forehead.

DONNY

Hi.

Stan gingerly sits up, stiff and sore from the hard ground.

STAN

Hey, buddy. What are you doing down here?

Donny has a crayon in his hand.

DONNY

Drawing.

Stan looks around the dank room and sees no evidence of this.

STAN

Where?

DONNY

I'll show ya.

Donny walks over to one of the cells and enters; Stan follows.

INT. CELL ROOM - MORNING

Daylight pours in from the small, barred window and lights up the dank cement room -- Donny's drawings cover the floor, all in crayon and scrawled on pages of David Kelly's journal.

The journal itself lies open on the floor.

Stan stares at Donny in amused realization.

STAN

You have the journal?

Donny points at his many pieces of art.

DONNY

I made a story. See?

Stan scans the images: some mundane and others concerning -- one catches Stan's eye in particular...

Stan's eyes fixate on Donny's crude drawing of a TV -- the TV is on fire.

INT. DARK ROOM - FLASHBACK.

A television set shows static and quick split-second flashes of a white mask.

INT. CELL ROOM - MORNING

Stan blinks hard, as the image in his mind's eye sinks in.

He places a hand on Donny's shoulder, a knowing smile on his face.

STAN  
Let's go see mom.

Donny smiles and scampers out of the cell room.

INT. DIANA'S ROOM - DAY

Diana sits at the kitchen table with a mug of coffee in front of her.

She stares into the middle distance, dark thoughts consuming her mind.

A knock at the door rouses her.

She opens the door to see Donny as he pushes past her, and runs inside. Stan stares deeply into Diana's eyes.

STAN  
That belong to you?

Diana looks at Stan with a mixture of longing and sadness.

DIANA  
There was a time here where my life  
was empty, and I wanted it to end.  
Then I met you... now they've taken  
that away from me too.

Stan reaches up and wipes a tear from her cheek with his thumb.

STAN  
They've taken nothing, Diana...

Diana tilts her head at him.

Stan enters the room and shuts the door behind him.

INT. SECURITY ROOM - DAY

Bauer sits in front of many small CCTV monitors showing live video feeds -- the one in front of him is the corridor.

Ms. Lyons leans in over Bauer's shoulder for a closer look.

MS. LYONS  
We don't have time for whatever is  
transpiring there. Our guest will  
arrive shortly, so we must  
extinguish this little flame,  
Mister Bauer.

Bauer stares expressionless at the monitor.

BAUER  
Yes, Ms. Lyons.

INT. DIANA'S ROOM - DAY

Stan and Diana sit at the kitchen table.

STAN  
I remember...

Diana stares at him intently -- Stan holds his wounded skull.

STAN (CONT'D)  
Some of it. It was all just...  
blackness, but it's coming back  
in... drips.

He leans in and whispers--

STAN (CONT'D)  
I know what this place is... and  
David -- he's planning something.

DIANA  
Do you know where he is?

Stan shakes his head. He reaches across the table and takes her hand.

STAN  
Have you heard of something called  
"the pulse"?

Diana's eyes narrow.

DIANA  
...Pulse?

A sudden knock at the door interrupts the moment -- They both jump.

MS. LYONS (O.S.)  
Mrs. Kelly? Are you in?

Diana looks frantically at the door, as the two of them stand.

Diana moves in close to embrace Stan -- their lips now by each other's ears.

STAN  
(whispered)  
I need to find David...

DIANA  
(whispered)  
I have a terrible feeling...

Stan kisses her deeply.

MS. LYONS (O.S.)  
Mrs. Kelly, I have Doctor White  
with me here to evaluate the child.

Diana turns her head anxiously toward the door.

DIANA  
(under her breath)  
Shit.  
(shouting)  
Just a minute.  
(whispered to Stan)  
Go. I can deal with this.

Stan begins to speak when--

Ms. Lyons knocks on the door as she turns the knob and opens it a crack.

MS. LYONS (O.S.)  
Mrs. Kelly?

Diana walks over to the door, opening it the rest of the way.

Ms. Lyons is grinning as Doctor White stands behind her holding a leather bag to his chest.

Stan heads for the door, briefly spotting an open door to Diana's bedroom.

FLASHBACK - DIANA'S BEDROOM - MORNING

Stan is lying under the sheets of a bed looking down at a pregnant Diana on the edge of the bed.

She is buttoning her shirt and seems reserved for a brief moment, before turning to look at Stan and smiling.

Stan smiles back, and playfully wraps his legs around her.

INT. DIANA'S ROOM - DAY

Ms. Lyons enters the room and looks at Stan and back to Diana.

MS. LYONS  
Oh...I do hope we aren't  
interrupting?

DIANA  
No, Mister Freeman was just  
leaving.

Stan snaps out of it and begins to head for the door.

MS. LYONS  
And how are you feeling this  
morning, Mister Freeman?

Stan pauses to look at Ms. Lyons.

STAN  
Just fine.

MS. LYONS  
Wonderful. However, I would  
recommend a visit with the good  
doctor here -- one can't be too  
careful with head injuries.  
Isn't that right, Doctor White?

Doctor White gives an affirmative, slow nod.

STAN  
Like I said -- I'm fine.

Ms. Lyons' cheery disposition falters just slightly.

MS. LYONS  
Well, can't convince a man with his  
mind made up. Can we, Doctor?

Doctor White flashes an unnerving smile.

Stan delivers a look to Diana that reads be-strong, then  
turns to Donny for a beat before exiting.

Ms. Lyons and Doctor White enter further into the room.

DOCTOR WHITE  
Now then, young Donny...



INT. MOTEL CORRIDOR - DAY

Stan passes Mister Bauer as he walks down the hallway. His eyes stay glued to Stan until he is out of view.

INT. MOTEL BARROOM - DAY

The man wearing an American-flag shirt stands mindlessly staring at the TV above the bar.

Stan bursts into the barroom, cogs are spinning in his mind. He walks up to the bar and slaps the counter with his hand.

STAN

Captain, you got a minute?

Captain Jack is crouched down, clanking glasses under the bar.

CAPTAIN JACK

Oh... I'm sorry sir. Just one moment.

Captain Jack stands and shuffles over to Stan.

CAPTAIN JACK (CONT'D)

Now then, Captain Jack Baines at your service and what'll it be Mister..?

Captain Jack raises his eyebrows at Stan.

STAN

Freeman... Stan Freeman? We met last night?

Captain Jack looks confused.

CAPTAIN JACK

Begging your pardon, Sir, but you must be mistaken. It's my first day on the job -- started this morning.

Stan stares blankly at the cheerful Captain, the wind taken out of his sails.

CAPTAIN JACK (CONT'D)

Anything I can get for you?

Stan's mind is everywhere. He glances over to the man in the American-flag shirt who is now staring intensely at Stan, then suddenly turns and leaves the bar in a hurry.

Stan leans onto the bar.

STAN

Ever feel like you're fighting a losing battle, Captain?

CAPTAIN JACK

Every day...

Stan looks up at the Captain curiously.

CAPTAIN JACK (CONT'D)

But the key is to choose your battles. I was a P.O.W., long time ago... there were times sitting in that hell-on-earth, beaten and starving, when I wanted to just give up. Roll over and die.

Captain Jack leans an elbow on the bar.

CAPTAIN JACK (CONT'D)

But there's this spark, you see. It's always there. Always burning. You just have to keep fueling it. Make it grow, hot and bright.

Captain Jack taps his heart.

CAPTAIN JACK (CONT'D)

There will always be some bastard looking to stomp out that spark under his boot -- you just keep it burning hot, so he burns his fucking toes.

The Captain gives a full-toothed grin as he walks over to serve another customer.

CAPTAIN JACK (O.C.) (CONT'D)

Anything I can get you, Miss?

BROWN-HAIRED WOMAN (O.C.)

Wine. Red.

Stan stares off, lost in his thoughts...

Stan looks up to see who Captain Jack is speaking to when a full glass of wine splashes onto Stan's chest.

It is the brown-haired woman, staring daggers at Stan.

BROWN-HAIRED WOMAN (CONT'D)  
I know what you are... Los Hermanos  
bastard. I've reported you to  
Mister Bauer.

CAPTAIN JACK  
Steady-on there, Miss. That was  
uncalled for.

Stan steps toward her, infuriated.

STAN  
*Listen* to me -- there is no Los  
Hermanos. They made it up to keep  
you alone and afraid... and look  
what a great job they've done.

The brown-haired woman takes a few cagey steps back, then suddenly turns and dashes out of the barroom.

Stan stares down at the red wine on his hands and shirt...

INT. WHITE ROOM - DAY - FLASHBACK

Stan is looking down at his hands and shirt -- they are bloody.

DOCTOR WHITE (O.C.)  
Very nice work, Mister Freeman. You  
do have quite the ferocious temper,  
don't you?

INT. MOTEL BAR ROOM - DAY

Stan grabs the side of his head in terrible pain.

CAPTAIN JACK  
Terribly sorry about all that,  
Mister Freeman. Let me get you a...  
you alright, son?

Stan looks up at the Captain intensely and says nothing. He stumbles away, unsteady with pain.

Captain Jack watches Stan leave, concerned.

The sound of feedback is suddenly heard over the speaker system as Stan leaves the barroom.

MS. LYONS (O.S. RECORDED)  
The owners would like to thank the  
residents of the Motel Kalifornia  
for their continued vigilance.  
Please be sure to report any  
suspicious behavior. Thank you.

INT. STAN'S MOTEL ROOM - DAY

Stan walks in and shuts the door, his head pounding.

He spots the whiskey bottle on the bedside table. He  
frantically uncorks the lid and takes a swig.

It takes away the pain a little and he screws the lid back  
on, throwing the bottle on the bed.

Stan staggers to the bathroom, holding the side of his head.  
He gets to the sink, turns on the cold water and splashes his  
face.

He gazes into his eyes in the mirror, searching. His left eye  
still horribly bloodshot.

Stan walks out of the bathroom and sits down on his bed,  
picking up the bottle of booze again.

He takes another swig and re-corks the bottle, setting it  
down on the bedside table.

An anxious panic begins to sink its teeth into him...

Stan charges over to the curtain and whips it open, letting  
the bright sunlight hit his face and wash over him.

He takes a deep breath and leans on the window sill as he  
stares out into the desert. He shuts his eyes tight, his  
brain feels like it will explode.

He grabs the bottle of whiskey again and pulls another  
mouthful, choking and spluttering as another blast of  
shooting pain digs in.

Stan collapses to the floor...

EXT. DESERT BUILDING RUINS - AFTERNOON - FLASHBACK

Stan and David stand by a crumbling brick wall as the  
afternoon light pours through the blackened, skeletal remains  
of the building.

STAN  
Why should I trust you?

David stares at the ground, shame swelling within him.

DAVID  
I promise you, we will escape and  
the world will know about this  
place.

STAN  
Escape? What are you--

Crumbling dust falls from above as the sound of whomping  
helicopter blades grows in volume.

Stan steps back, pulling David with him as he attempts to  
hide under the broken roof above them.

DAVID  
No, we're leaving on that.

Stan looks sharply at David.

STAN  
No, I can't just leave...

David frowns and holds his hands up to Stan--

DAVID  
Stan, this is the only way. If we  
don't do this now...

Stan glares at David from under his brow.

STAN  
I'm not leaving without my family.

David shakes his head slowly.

DAVID  
You don't know what you're talking  
about... That's not *your* family,  
you fool. She was mine...

Stan is taken aback.

STAN  
What the fuck are you talking  
about?

David shakes his head and rubs his brow. He steps toward  
Stan, grabbing his shoulders suddenly--

DAVID  
Look, that's not important right  
now. We're running out of--

Stan slaps David's hands away.

STAN  
Don't fucking touch me!

David glares gravely at Stan.

DAVID  
I don't want to make you obey me,  
but I will if I have to---

Stan launches forward, kicking David in the chest.

He then grabs two handfuls of David's shirt and slings him  
hurtling back into the crumbling brick wall.

Dust and a few bricks fall around them...

INT. STAN'S MOTEL ROOM - DAY - PRESENT

Stan lies sprawled-out on the floor.

He takes a few shallow breaths as the memory sinks in, and  
with it -- hot, sharp pain.

INT. WAR RAVAGED HOUSE - DAY - FLASHBACK

Stan picks up a brick lying amongst the debris.

David gasps for air, clutching his chest. His other shaking  
hand frantically digs into his pants pocket.

Stan winds up and smashes the brick into David's head. It  
leaves a deep, bleeding pit in David's skull.

Stan drops the brick and slowly wraps his hands around David  
neck.

STAN  
Never again. Not me. Not my family.

His hands tighten as his teeth clench.

David's face is red, veins pop and his eyes bulge.

Stan gives David's throat one more good press, sending a wad  
of bloody saliva from David's mouth.

David lets out his final death rattle as he falls limp, tongue wagging loose from his mouth.

Stan spots a small object glinting in the sun by David's body. He crouches down and picks up the engraved lighter, wiping dust from its chrome surface with a finger.

END FLASHBACK.

Stan's sits up in wide-eyed horror and realization.

INT. DIANA'S ROOM - DAY

Donny sits on the kitchen table as Doctor White examines him.

Ms. Lyons stands behind the Doctor watching his every move intently.

DOCTOR WHITE  
Well, the child is in excellent condition.

MS. LYONS  
Wonderful.

Diana fakes a smile.

MS. LYONS (CONT'D)  
Now then, Doctor, perhaps you would be so kind as to have that little chat with Donny, while Mrs. Kelly and I go into the other room?

Doctor White smiles and nods in agreement.

Diana steps forward.

DIANA  
No, wait. What chat?

Ms. Lyons turns around to face Diana, attempting a friendly smile.

DIANA (CONT'D)  
You said my son is healthy and I thank you for your concern, Ms. Lyons, but I would like it if you'd please leave.

Ms. Lyons' grin fades away and she takes a step toward Diana.

MS. LYONS

We will leave when we are good and ready, Diana Kelly.

Diana glares at Ms. Lyons in defiance. She pushes past Ms. Lyons and grabs Donny by the hand.

She leads Donny over to the FRONT DOOR and opens it, then whips around to face Ms. Lyons and Doctor White.

DIANA

I asked you both to leave.

Ms. Lyons maintains a calm smile on her face.

MS. LYONS

Mister Bauer, will you please join us?

Bauer steps out from the corridor, into the doorway. He walks into the room and closes the door.

Diana takes a defensive step away from Bauer and pushes Donny behind her.

MS. LYONS (CONT'D)

Now then, Diana. Please be calm, we are only trying to do what's best.

Ms. Lyons nods to Doctor White who walks over to the television set and WHEELS it into the kitchen.

Ms. Lyons stands next to Doctor White, behind the TV.

Diana is resolute in her defiance, staring daggers at Ms. Lyons.

Doctor White turns on the TV. The BLUE LIGHT mixed with flashes of WHITE LIGHT hits Diana and Donny.

Diana and Donny both stare blankly at the television.

Ms. Lyons pulls two small ear buds from her pocket and pushes one into each ear.

An ear-piercing white noise from the TV fill the room, then is suddenly interrupted by a blast from a low-frequency horn.

Diana and Donny's eyes widen, mesmerized.

MS. LYONS (CONT'D)

I did try to do this the easy way, but you forced my hand.



She clasps her hands together and stares down at Donny.

MS. LYONS (CONT'D)  
Now, Donny. Your mother... is no  
longer fit to be a mother.

Diana keeps still but her mouth begins to quiver.

MS. LYONS (CONT'D)  
You would feel safer and happier if  
you were no longer with her.

Diana's eyes well with tears but she continues to stand  
still, staring at the television.

MS. LYONS (CONT'D)  
You don't ever want to see her  
again. We will find you a new home.

Ms. Lyons smiles.

MS. LYONS (CONT'D)  
I think that will be sufficient,  
Doctor White. They look to have  
responded quite well.

DOCTOR WHITE  
Mrs. Kelly, I would very much like  
you to stay where you are for right  
now.

Doctor white turns off the television.

MS. LYONS  
Now come to me, Donny. Take my  
hand.

Ms. Lyons takes a step towards Donny with her gloved hand  
out. Donny slowly raises his hand to meet Ms. Lyons' hand.

Diana begins to shake slightly, as a tear rolls down her  
cheek.

Ms. Lyons looks at Donny's hand in hers and smiles wickedly  
at Diana.

MS. LYONS (CONT'D)  
He's not your property anyway, he  
belongs to The Owners. All of you  
do.

Diana suddenly snaps -- lashing out and slapping Ms. Lyons  
across the face, sending her back with a shriek.

Ms. Lyons catches herself on the kitchen table with one hand as she holds her stinging cheek with the other.

DIANA  
Don't you touch him, you fucking  
bitch!

Bauer runs in and bear-hugs Diana from behind, pinning her arms at her sides.

He picks her up kicking and screaming and backs up into the corner of the room.

DIANA (CONT'D)  
No! Let me go!

Ms. Lyons glares at Diana as she covers the RED WELT on her face.

MS. LYONS  
Bring her to the table.

Bauer carries Diana as she kicks her legs violently.

BAUER  
Keep kicking and I'll break some  
ribs.

Diana ignores the threat.

BAUER (CONT'D)  
Then, I'll start breaking some of  
the boy's fingers.

Diana stops kicking her legs and drops her head, letting out a helpless whimper.

Bauer pushes her thighs against the edge of the kitchen table. Diana struggles uncomfortably, both arms and legs pinned.

Ms. Lyons casually walks over to Diana and looks deeply into her eyes. Diana's face showing only a hint of the boiling fury within.

Ms. Lyons swings a fierce backhand, striking Diana's cheek.

Diana takes the pain and turns her head back to defiantly sneer at Ms. Lyons.

Ms. Lyons buries her annoyance and takes Donny by the hand again.

MS. LYONS  
Not the best time for surprises,  
Doctor...

Doctor White glares at Diana, almost fascinated.

DOCTOR WHITE  
Could be a strong, overwhelming  
motherly instinct broke through.  
Interesting... I'll need to explore  
this more.

Ms. Lyons leans toward Diana with eyes blazing.

MS. LYONS  
Perhaps we'll just wipe you clean.  
Start again with a blank slate.

Diana's hatred burns, white-hot...

Ms. Lyons is now leaning in to Diana, smiling wickedly. Diana is on the verge of sobbing.

MS. LYONS (CONT'D)  
You really only have yourself to  
blame for all this...

Diana finally breaks her glare from Ms. Lyons, looking down at the ground in defeat.

Ms. Lyons enjoys her small victory.

MS. LYONS (CONT'D)  
Sedate her, Doctor White.  
Mister Bauer, secure this room when  
he's finished.

Doctor White nods and walks over to the kitchen table. He opens his black bag.

DIANA  
No! Donny! Run!

INT. STAN'S MOTEL ROOM - DAY

Stan is sitting on the bed hunched over, head in hands. His glazed-over eyes stare out between his fingers.

Diana's sudden scream from next door makes him shoot to his feet.

INT. DIANA'S ROOM - DAY

Doctor White takes out a capped syringe and a small vial of clear liquid.

He turns to Diana, who thrashes and struggles desperately in Bauer's vice-like grip.

With one explosive thrust of her hips, Diana shoves the table forward and get her legs free.

She pushes back on the table edge with her legs and Bauer takes a few steps backward, almost losing his balance.

INT. STAN'S MOTEL ROOM - DAY

Stan bounds up onto the bed, rips the painting off the wall and peers through the peephole into Diana's room--

INT. DIANA'S ROOM - DAY

Diana throws her weight violently in Bauer's immovable grip.

DIANA

You fucking monster! Don't touch  
me!

Doctor White considers Diana briefly before turning back around to place the syringe on the table.

DIANA (CONT'D)

Donny!

He then pulls out a brown bottle of chloroform from the bag and turns back around to Diana.

DOCTOR WHITE

You seem... rather upset right now.  
Too upset for needles.

Doctor White walks toward Diana, removing the cap from the bottle and pulling out a white handkerchief from his pocket.

He turns the bottle upside down into the handkerchief.

DOCTOR WHITE (CONT'D)

Sometimes, the old ways work best.

Diana screams out.

MS. LYONS

Best shut her up, hmm?

Ms. Lyons leads Donny out of the room. She pauses and turns to Diana and Doctor White.

MS. LYONS (CONT'D)  
Doctor White, make sure Mister  
Freeman is prepared for this  
evening. He has well and truly  
overstayed his welcome.

She exits.

DIANA  
Donny!

INT. STAN'S MOTEL ROOM - DAY

Stan moves rapidly over to his front door and looks out through the peephole. He sees Ms. Lyons walk past with Donny.

Ms. Lyons glances at Stan's door on the way past. Stan moves his head back in disbelief.

Diana screams from next door and Stan sees red.

INT. DIANA'S ROOM - DAY

Doctor White gestures to Bauer to turn around with a twirling of his finger. Bauer turns 180 degrees.

Doctor White walks in from behind, with the medicated handkerchief held up.

Diana cries out.

Doctor White places the white handkerchief firmly over Diana's mouth and nose.

Diana tries desperately to struggle and thrash her face away from the handkerchief. Her muffled screams begin to dissipate.

Stan suddenly throws open the door, holding the whiskey bottle in his hand like a mallet...

His eyes lock onto Diana -- her terrified expression sparks the rage within him.

Stan charges--

Doctor White turns his head just in time to see a flash of brown glass, as the bottle of whiskey caves in his temple.

The bottle does not break.

Doctor White's dead weight hits the floor, blood trickling from his skull.

Stan, breathing rapidly and pulsing with adrenalin, stares down at the Doctor's body in a disgusted awe.

His attention shifts to Bauer.

Bauer lets Diana drop to the floor as he swings a fist into Stan's jaw.

Stan is sent to the ground, out cold. Bauer follows up with a vicious boot into Stan's gut.

Bauer looks down at Stan's limp body for a beat, then he calmly exits the room, locking the door behind him.

EXT. DESERT BUILDING RUINS - MORNING - DREAM

The sky is an otherworldly sepia and dark, angry clouds form in a turbulent frenzy as though time were sped up.

Stan sits staring at the purple-gray corpse of David Kelly -- his eyes bulge from his skull and his tongue hangs loose from the side of his mouth.

A gurgling sound begins to boil up in the corpse's throat and its jaw begins to move--

DAVID KELLY  
Wake up. Free-man.

INT. DIANA'S ROOM - DAY

Stan's eyes open slowly. His vision is blurred, a figure stands above him. Stan's vision begins to clear.

Guy and Diana are kneeling above him. Guy has two fingers against Stan's neck, checking his pulse.

DIANA  
Stan? Stan!

GUY  
Are you alright, sir?

Stan blinks hard a couple of times as Guy and Diana help him up.

DIANA  
Please, get up.

Diana is distressed and crying.

Stan puts a hand to his jaw and winces.

He looks around the room and spots Doctor White, slumped on the ground. Stan swallows hard.

DIANA (CONT'D)  
Are you okay?

STAN  
I think I might throw up.

Guy leans back in disgust.

Diana holds Stan's head.

DIANA  
Please, I need you.

STAN  
Just give me a minute.

Stan steadies himself on the floor.

GUY  
Someone please tell me what is going on?

DIANA  
Guy, not now.

Guy holds his hands up in an I'm-sorry gesture.

DIANA (CONT'D)  
Stan, they've taken Donny!

Stan groggily runs a hand over his aching head and down to his equally painful jaw again.

He looks over to the television set in the room.

DIANA (CONT'D)  
Can you stand up?

Guy looks around to the body of Doctor White.

GUY  
My god. Was this Los Hermanos? Did you get a good look at your attackers, sir?

DIANA

No, damnit! It was--

The sound of feedback is suddenly heard over the speaker system.

MS. LYONS (O.S.)

Residents of the Motel Kalifornia, the following is an emergency broadcast. We have received warning of a severe storm in our vicinity. For the safety of the community, it is imperative that you immediately stop what you are doing and report to the nearest television for further instructions.

Stan looks up as he listens. The television in the room suddenly turns on.

Guy stares intensely at the screen -- the hiss of TV white noise is almost deafening.

There are quick flashes of imagery in the static.

Diana grabs Stan's face and stares into his eyes.

DIANA

Don't look at it! Look at me...

Stan's eyes focus on Diana and she kisses him deeply as--

Feedback noise again blares from the speaker system.

MS. LYONS (O.S.)

If I call your number, make your way to the top floor. Go to the ballroom. Wait there and watch the television. Seventy-four, thirty-eight, twenty-nine, fifty-six and sixteen. If your number was not called, continue watching the television and await further instructions.

The TV ceases its flashing and hissing and Stan and Diana stop their kiss.

They both look up to see guy staring blankly -- He holds the power cord to the TV in his BAD HAND...

He drops the cord, and suddenly limps out of the room with purpose.



DIANA

Guy?

Stan looks at Diana with intent and swallows hard.

STAN

We have to save our son.

INT. MOTEL LOBBY - DAY

Stan races through the lobby toward the elevator doors where a group of four motel residents stand.

They stare blankly ahead as they wait.

Stan looks at their faces -- the brown-haired woman and the man in the American flag shirt are among them.

STAN

Going up?

AMERICAN FLAG MAN

(dazed)

I'm going to the ballroom to watch  
TV.

The elevator doors open with a 'BING.'

The group of residents file in, turning to face the open doors and Stan with their blank expressions.

Stan pauses apprehensively as the doors begin to close, before quickly jutting his hand out to stop them.

He steps into the elevator, then the doors close.

INT. MOTEL CORRIDOR - DAY

Diana makes her way down the hallway, banging on room doors and screaming to the occupants for help.

INT. RESIDENT ROOMS - SERIES - DAY

Behind each door Diana bangs on, motionless residents stare lifelessly at their televisions.

INT. BASEMENT - DAY

Guy stands in front of the generator room door, staring at the number pad by the door.

## INT. UPSTAIRS CORRIDOR - DAY

A 'BING' sound is heard and the elevator doors open. Stan leans forward to poke his head out.

The group of residents shove past Stan and out into the corridor.

Stan watches the four pass him, then falls into line behind them.

The group stops in front of two large, open doors, located halfway down the corridor.

Stan holds back and hides himself to the side of the doors. He edges one eye past the door and peers into--

## INT. BALLROOM - DAY

RED CARPET covers the entire floor and the walls are lined with more candelabras. The room is dimly lit but for spotlights illuminating the twenty-or-so motel residents, grouped in the center of the room.

The residents are inside a circle of televisions mounted onto head-high stands. The TVs all hiss with white noise.

Stan continues his stealthy observation as the latest handful of residents stroll haplessly into this TELEVISION CORRAL.

The residents all look up dreamily, mesmerized by the television screens.

Donny is among them...

Ms. Lyons stands by a waist-high wooden pyramid to the side of the corral. The top section of the pyramid is made of glass and is illuminated.

Bauer stands next to her.

A daintily ringing bell is heard, and Ms. Lyons looks up to the balcony level of the room anxiously.

Stan follows her gaze up, where three men enter from a side door -- they wear black tuxedos with white gloves and PLAIN WHITE PORCELAIN MASKS cover their faces.

They make their way to the edge of the balcony and look down onto the scene below.

Ms. Lyons swallows hard and turns around to face the residents.

MS. LYONS

Motel Kalifornia residents, watch and relax. Concentrate only on the screens. You will know nothing else but what you are watching. No thoughts, no feelings... just peace.

Ms. Lyons looks back up to the masked men.

MS. LYONS (CONT'D)

If it pleases you, we will begin.

Stan looks up at the masked men.

The three masked men turn and nod to each one of the other two masked men. When they have finished, the masked man in the middle gestures with his hand out to Ms. Lyons.

She bows her head in return.

MS. LYONS (CONT'D)

Mister Bauer, show our guest in.

Bauer walks over to a door at the back of the room and opens it...

INT. SMALL OFFICE ADJOINING THE LOBBY - DAY

Diana bursts into Ms. Lyons' office. She picks up the phone receiver and holds it to her ear.

Her ear is blasted by a buzzing noise, like that of a dial-up modem.

She slams the phone down, then furiously pulls open the desk drawers one by one.

The top two have nothing of use, the bottom one gives her pause -- she retrieves a STEERING WHEEL.

INT. BALLROOM - DAY

An odd, bent-over figure riding in a motorized wheelchair emerges from the darkness... he follows Bauer into the ballroom.

This OLD MAN -- a grotesque, gray relic looks like he could be two hundred years old. His eye sockets are shriveled to dark slits and an unsettling grin is frozen into his face.

The motor buzzes as he rolls up the ramp onto the small wooden stage.

Ms. Lyons bows to the new guest.

MS. LYONS

Welcome, sir. We thank you for your patience and for making the journey to be here with us today.

She gestures to residents.

MS. LYONS (CONT'D)

I give you a small glimpse of the future -- no longer useless feeders, now a worthwhile commodity and integral element in the *novus ordo seclorum*. Where the few control the many -- the brainchild of our most gracious Owners.

She gestures up to the three masked men.

MS. LYONS (CONT'D)

Visionaries of the new world.

The old man raises his hand in a Nazi-like salute to the masked men -- the masked men nod back in unison.

MS. LYONS (CONT'D)

Let's begin... Mister Bauer, we'll start with number seventy-four.

Bauer grabs a dazed and compliant woman's arm, dragging her in front of Ms. Lyons.

MS. LYONS (CONT'D)

This subject has responded very well to the program -- she may not look like much now, but her alter is that of a rather ardent whore. She is eager to fulfill her handler's every desire. Oh and I might add, we have both male or female in this series.

The old man raises his hand as he pushes the control stick on his chair forward and rolls up to the woman for a closer inspection.

INT. BASEMENT - DAY

Guy stares intensely at the electronic number pad as sweat begins to bead on his brow.

The hand that hangs lifeless by his side suddenly spasms, jolting Guy from his daze.

He slowly turns his attention down to the bad arm.

INT. MOTEL BAR ROOM - DAY

Diana races up to the bar, holding the steering wheel as she runs.

Captain Jack stares up at the TV, holding a glass and rag in his hands -- the act of cleaning frozen in time.

DIANA

Captain!

She rips the TV's power cord from the wall and stands in front of Captain Jack, shaking him by the shoulders.

DIANA (CONT'D)

Captain, please! I need your help.

Diana winds up and flails an open, slapping palm toward Captain Jack's face when--

Captain Jack catches her wrist before she connects, his eyes wide in shock.

CAPTAIN JACK

Steady on, darling. What's all this?

DIANA

(sotto voce)

Help me... please, they have Donny.

INT. BALLROOM - DAY

The old man has seen enough and nods at Ms. Lyons.

MS. LYONS

Excellent, sir. May I take your brand?

The old man retrieves a metallic, cylindrical object from his pocket -- this is his BRAND.

Ms. Lyons takes it from him and flips open the top, glass section of the pyramid.

She pushes the brand into the opened part of the pyramid. After a few seconds, the brand pops up and Ms. Lyons removes it.

The end of the brand glows RED-HOT as she walks over to the woman.

Ms. Lyons lifts the back of the woman's shirt. The skin on the woman's lower back audibly sizzles as the brand is pressed against it.

The brown-haired woman does not flinch. She is left with a symbol of a geometric, three-dimensional cube burned into her flesh.

Mister Bauer whispers into the woman's ear and she casually strolls back into the TV corral.

MS. LYONS (CONT'D)

Next. Mister Bauer, bring forward number thirty-eight. The preacher, the profiteer, the puppet.

(to the old man)

You may also note, sir, how very few handlers are needed to control the herd.

INT. BASEMENT - DAY

Guy's arm spasms again, then shakes as though hit by electricity.

The once-dead arm begins to lift slowly, as Guy looks on in open-mouthed disbelief -- his arm has a mind of its own.

INT. BALLROOM - DAY

Bauer drags the American-flag man back into the corral, post-branding.

Ms. Lyons surveys the residents briefly and spots her next victim.

MS. LYONS

Ah-ha, shall we move on to one of our resident patsies? Number sixteen.

Bauer begins walking towards the TV corral.

Stan watches on through the doorway, disturbed by what he sees.

MS. LYONS (CONT'D)

We have tested him thoroughly. Your classic lone gunman. Silencer of those who would speak out. The buck stops at him and him alone. No questions asked.

Bauer gets to the edge of the residents.

Stan continues to watch on from the entrance.

The old man clears his throat, audibly hacking up phloem. He speaks in a croaky, unrecognizable accent --

OLD MAN IN WHEELCHAIR

Yes, yes. Your achievements thus far have been most remarkable. Yet, I have a hunger and a deep thirst... bring me the child, and I will return to more suitable accommodations.

Ms. Lyons gives him a curt smile.

MS. LYONS

Ah yes, an exciting development, a successful in-house breeding. The first of many, I dare say.

The old man wriggles in anticipation.

MS. LYONS (CONT'D)

Mister Bauer, the child, if you please.

Bauer grabs Donny and drags him in front of Ms. Lyons.

MS. LYONS (CONT'D)

The child has been groomed for conquest. If he continues to respond to the programming as successfully as what we're seeing now, then we may have another presidential initiate -- only this time his influence is yours to control.

The old man moves his wheelchair closer to Ms. Lyons.

Ms. Lyons once again pushes the brand into the black box.

The ghoul in the wheelchair shoos her away.

OLD MAN IN WHEELCHAIR  
I'll do this one myself.

Ms. Lyons forces a smile, trying to cover a hint of disgust.

Dread hits Stan's face as he looks on.

MS. LYONS  
Of course, sir.

The old man in the wheelchair motors himself toward Donny. He passes under one of the spotlights, revealing the true horror of his appearance.

INT. BASEMENT - GENERATOR ROOM - DAY

Guy's index finger extends as the arm slowly and awkwardly reaches forward to the number pad.

A tear rolls down Guy's face as the finger punches in a number.

INT. BALLROOM - DAY

The brand pops up and Ms. Lyons carefully places it into the old man's hand.

The old man salivates with delight and drool drips from the corner of his mouth.

Stan has seen enough -- as stealthily as possible, he slips into the ballroom and heads toward the TV corral.

The wheelchair-bound old man's tongue wriggles in his ancient skull and more drool spills as he grabs Donny's arm firmly.

Stan steps up his speed reaching the edge of the TV corral and maneuvers in amongst the other residents.

Bauer sees the movement in his peripheral and slowly turns his head.

Ms. Lyons lifts the back of the boy's shirt and the monstrous old man slowly begins to press the brand onto Donny's skin -- Donny does not flinch.

The old man inhales through his nose deeply and lets out a groan and an orgasmic, full body shudder at the smell of the burning flesh.



The smell seems to drive him mad, I like a starving animal in heat.

OLD MAN IN WHEELCHAIR  
I must have it...

He seizes Donny's arm and with a shaky hand, attempts to pulls Donny closer.

Stan suddenly bursts through the TV corral.

He shoves past one of the TV stands, sending it crashing to the ground sparking and smoking.

He continues running at Donny and the wheelchair-bound old man -- the old man freezes as Stan comes at him. Donny's arm falls from his trembling old hands and he drives his wheelchair backwards.

MS. LYONS  
Mister B--

Bauer swings his heft around, blocking Stan's trajectory.

Stan's momentum comes to a sudden halt against Bauer's solid frame and Bauer's arms wrap him up.

INT. BASEMENT - DAY

Guy's awkward, autonomous arm punches in the final number and A 'BEEP' is heard, followed by a heavy lock disengaging.

Guy opens the door, his jaw drops in continued bewilderment upon seeing --

INT. GENERATOR ROOM - DAY

A five-foot tall, obsidian-black pyramid takes up most of space in the room. The top of the pyramid is glass and lit up by an internal light.

Guy's ghostly-controlled arm raises slowly in front of his face and he gasps as the fingers curl in to make a fist.

The arm suddenly swings to the wall, smashing through glass panel of a small, red in-case-of-emergency box -- above the red box is printed three letters: EMP.

Guy's knuckles bleed, though he does not feel the pain.

The fingers of his controlled arm then begin to sift through the broken glass inside the red box, until they finally close around -- a GOLD KEY.

INT. BALLROOM - DAY

Stan struggles in Bauer's bear-hug. Bauer loosens his grip, only to unload a couple of thundering abdominal punches.

Stan doubles over, falling straight into Bauer's open arm and subsequent choke hold.

MS. LYONS

Finish him quickly, Mister Bauer.

She looks up to the three owners, who simply look down upon the scene playing out.

Bauer squeezes Stan's throat in his large bicep.

Stan's elbows and kicks of protest begin to slow and weaken; his face is now purple, oxygen starved.

Captain Jack suddenly steps in behind Bauer and punches him twice in the ribs -- the second punch producing an audible 'CRACK'.

Bauer drops a coughing and spluttering Stan, then spins around clutching his side.

Bauer glares in fury at the Captain.

Captain Jack goads Bauer with a come-hither wave of his hand.

CAPTAIN JACK

Take a swing and see what happens...

The two combatants take up their stances.

Panicked, Ms. Lyons moves quickly toward Donny. She is halted in tracks by--

DIANA (O.S.)

If you've hurt my son, I will kill you.

Diana is glaring at Ms Lyons, holding up the steering wheel as though it were a weapon.

Ms. Lyons smiles wickedly at her, grabbing a handful of Donny's hair. With her other hand she presses her fingernails into the boy's cheek.

MS. LYONS

You come near me, and I'll gouge  
out his eyes.

Diana ceases her forward movements...

Stan now begins to breathe a little easier, as he gets up on his haunches.

He looks up to see Captain Jack ducking and weaving around Bauer's wild haymakers.

Captain Jack delivers a textbook three punch combination that stuns Bauer, buckling his knees and dropping him onto his ass.

Behind them, Diana and Ms. Lyons too are at a standoff.

Stan gets to his feet, takes a step forward, then feels eyes on him--

He glares up at the masked men -- they are motionless, watching things unfold without a hint of concern.

With more pressing matters at hand, Stan dashes over to Donny and the wheelchair-bound old man.

Captain Jack steps toward Bauer, looking to pin him down.

Bauer lets fly with his heavy boot to the side of Captain Jack's knee.

Captain Jack cries out in agony as Bauer gets to his feet.

Bauer pushes back the Captain's face with one hand, while delivering a devastating punch to his throat.

Captain Jack grabs his throat, gasping through a collapsed wind-pipe.

Bauer turns, still woozy and lunges at Stan's legs and tackles him to the ground.

Ms. Lyons takes a step back with Donny and her eyes dart up to the three masked men above her. They continue to silently observe the scene below.

Stan kicks his legs but Bauer's weight is like a ton of bricks.

Captain Jack, still choking and starting to turn blue from oxygen deprivation, straddles Bauer, slogging him in the head.

Bauer manages to deflect some of the blows with one arm, while maintaining the grip on Stan's leg with the other.

Stan tries to crawl, but is just out of reach of Donny.

The wheelchair-bound old man cannot resist and returns his attention to Donny, rolling forward.

He seizes Donny's arm and starts rolling backward in the wheelchair, attempting an escape with the boy.

Stan again kicks his legs trying to get free, but to no avail.

The wheelchair-bound old man reverses across Stan's path...

Captain Jack's punches continue to sink into the bloody mess that is Bauer's face and his grip begins to loosen.

The Captain's punches get slower and softer as the lack of oxygen takes its toll...

Captain Jack lets out a final gurgling wheeze as his eyes roll back and he collapses.

Stan reaches out to try and grab the old monster in the wheelchair, but is just shy of his leg.

Stan thrashes wildly, setting loose the lighter from his shirt-pocket -- it drops to the floor in front of his face, beckoning him.

Stan grabs the lighter, flips the lid and strikes a flame. He reaches out with the flame and lights the pant leg of the old man... the fire spreads quickly.

Bauer finally goes limp enough for Stan to kick his legs free.

The old man screams in excruciating pain and writhes in agony.

Stan pushes himself up and yanks Donny away from the flames.

In one final desperate action, the wheelchair-bound old man lunges forward with one arm out toward Donny.

The old man pukes black sludge before crumpling in a burning heap on the floor.

Ms. Lyons stares in open-mouthed horror at the old man's burning carcass -- she is frozen in fear.

Diana seizes the opportune moment and swings the steering wheel -- it collides with Ms. Lyons' nose and she falls back, screaming.

Stan picks up Donny and shields his young eyes from the unfolding horror.

Diana races over and Stan passes Donny into her arms. She hugs him tightly, holding back tears.

STAN

We're leaving. All of us.

He nods toward the residents in the TV corral, still in their zombie-like daze.

DIANA

Okay, but look at them! They have  
no idea what's happen--

INT. GENERATOR ROOM - DAY

Guy stands atop a set of steps that run up the side of the black pyramid. The glass top has been flipped back and with his controlled arm, he grasps the gold key.

His bad arm inserts the key into a lock within the top of the pyramid...

Guy swallows hard in anticipation and turns the key.

BOOM -- a shockwave emanates from the pyramid and with it, the sound of all air being sucked out of the room in an instant.

Guy is sent flying backwards.

INT. BALLROOM - DAY

Blackness consumes the world as the air and sound begin to filter back into reality.

CLICK -- Everything is suddenly bathed in a red glow as emergency lights blink on.

The residents in the now-powerless TV corral look around the room, as if awakening from a bad, lucid dream.

The color drains from Ms. Lyons' broken face as she looks up to the masked men, who calmly continue to watch.

When they speak, their voices are warped and androgynous.

MASKED MAN #1

Ms. Lyons. This will not go  
unpunished.

Ms. Lyons moves closer to Stan, as a helplessness washes over her.

MS. LYONS

(whisper)

Take me with you.

Stan is silent.

Ms. Lyons starts to get emotional, taking another step towards Stan.

MS. LYONS (CONT'D)

You won't make it far without me...  
Please!

She continues to move closer.

MASKED MAN #3

Ms. Lyons, your disloyalty is most  
abhorrent.

Ms. Lyons looks around the room and panics upon seeing fire spreading rapidly.

Ms. Lyons drops to her knees -- the dam holding back years of fear and emotion bursts and she sobs. She tears the wig from her scalp and looks up at Stan.

MS. LYONS

Please...

MASKED MAN #1

You are no longer of use. Join the  
rest of these feeders.

Masked man #1 turns his head slightly to nod at masked man #2 and #3.

Each of the masked men reach a gloved hand into their inner jacket pocket.

Ms. Lyons suddenly spasms, her eyes almost instantaneously turn bloodshot and she slumps to the floor, motionless.

Stan is staring up at the masked men -- head tilted down, eyes glaring up from under his brow.

An odd grin grows on his face.

Masked man #1 looks at masked man #2 and #3.

MASKED MAN #1 (CONT'D)  
For another time, then.

The masked men look and nod at each of the other two masked men.

They turn in one synchronized movement and walk single-file through a door on the mezzanine level.

Stan's eyes follow the masked men from beneath his brow, as he slips the lighter back into his pocket.

Behind him, Diana is ushering befuddled residents toward the doors. She looks back to Stan.

DIANA  
Stan! We have to leave!

As if guided by an unseen force, the old man's ex-wheelchair rolls forward, turns and crashes into the wall beneath the masked owners.

Stan abruptly dashes over to the empty, smoldering wheelchair against the wall and stands on the seat, now able to pull himself up on the balcony railing.

DIANA (CONT'D)  
Stan! What are you doing?!

He launches himself up over the railing and exits through the balcony door behind the masked men.

Smoke and flame now fill the room.

INT. BALCONY LEVEL CORRIDOR - DAY

Stan squints to see in the dim glare of red emergency lighting.

A 'BING' noise is heard and a rectangle of yellow light grows as elevator doors slide open at the other end of the corridor.

Light spills out from the elevator illuminating Stan's path.

Stan sees the three masked men stepping into the elevator. He makes a sprint for them.

INT. BALCONY LEVEL ELEVATOR - DAY

Calm and collected, the three masked men stand still and silent in the elevator as the doors gradually close.

Their hands clasped in front of them.

Just as the elevator doors are about to shut, Stan suddenly thrusts his arm through the gap and pushes the doors open.

INT. BALLROOM - DAY

Diana stands before the entrance, guiding the residents out.

The man in the American-flag shirt becomes overwhelmed and falls to his knees, crying.

Diana sets Donny on his feet, grabbing the man's arm and reefing him up to his feet.

DIANA

Come on!

The roof creaks and begins to fracture...

The group makes a hasty exit from the ballroom.

INT. BALCONY LEVEL ELEVATOR - DAY

Stan is once more staring daggers from under his brow at the masked men.

MASKED MAN #1

Do you wish to kill us? That would be a useless exercise. Others will simply take our place.

Stan says nothing.

MASKED MAN #2

But, if we were to leave from here unscathed, we would make it well worth your while.

Stan breathing begins to ease.

MASKED MAN #3

What is it that you want?

The masked man in the center attempts to reach inside his jacket when--



Stan suddenly launches at them, the doors close behind him.

INT. MOTEL CORRIDOR - DAY

Dim, red emergency light barely keeps the darkness at bay.

Diana squints down the hallway, then suddenly realizes she has lost Donny.

DIANA

Donny?!

Donny walks out from behind the group with a lit candle. He takes his mother's hand. Diana looks from the candle to Donny and smiles.

Diana plucks a candle from one of the candelabras along the wall and lights it using Donny's flame.

Other residents begin to follow suit -- taking candles and lighting passing the flame from one to another.

INT. BALCONY LEVEL ELEVATOR - DAY

Stan lands a barrage of punches and kicks.

He fights like a rabid animal -- the insipid and weak masked men barely put up a fight. Their bodies snap and rupture under Stan's savagery.

INT. MOTEL CORRIDOR - AFTERNOON

The group of residents from the upstairs TV corral now all hold lit candles in the darkened motel.

Diana bangs her fist on room doors as they walk and residents emerge and join the ever-growing group.

Candles are handed out to the joining crowd -- a flame is passed from one candle to the next.

INT. BALCONY LEVEL ELEVATOR - AFTERNOON

Stan has a masked man by the throat, throttling him viciously.

He slams the masked man's head into the floor over and over again.

INT. MOTEL LOBBY - AFTERNOON

The residents emerge from the double doors into the darkened lobby, all of them hold lit candles.

Donny holds a lit candle in front of him, very impressed by the flame.

INT. BALCONY LEVEL ELEVATOR - AFTERNOON

Stan kicks one masked man in the stomach, launching him into the elevator wall.

He rips the throat from another and dark blood flows.

INT. MOTEL LOBBY - AFTERNOON

The residents make their way to the front entrance where the light from the setting sun pours in.

Guy enters from the stairwell looking very worse-for-wear; his once-again-dead arm and clothing are black and singed, but he shows no sign of discomfort.

The residents stop before the entrance doors, hesitant to go outside.

INT. BALCONY LEVEL ELEVATOR - AFTERNOON

Stan squeezes his thumbs into the eye sockets of a masked man.

He punches into the white mask -- the porcelain breaks, sending dark blood and dust into the air.

INT. MOTEL LOBBY - AFTERNOON

Guy makes his way over to Diana, he tries to speak but can't quite find the words. She regards his burnt skin with concern, reaching a hand up toward his face.

DIANA

Oh, Guy...

Guy takes her hand.

GUY

No, I'm okay... I think.

Donny weaves through the crowd and pushes through the front entrance doors.

The residents watch him exit in awe.

EXT. PARKING LOT OUTSIDE MOTEL - AFTERNOON

Donny is standing outside at the front entrance, alone.

He turns, waiting for someone to join him when--

The residents suddenly pour out of the entrance into the parking lot. They drop their candles into the dirt as the sunlight hits them.

The crowd of bewildered people pause, they each gaze into the sunset as if seeing it for the first time.

Stan's car still sits in the parking lot -- Guy, Diana and Donny head over to it.

Diana picks up Donny -- his burn mark is visible as his shirt lifts a little.

GUY

Oh my god...

Guy is looking up at the motel and Diana follows his gaze.

Smoke is billowing from the upstairs windows.

DIANA

Stan...

INT. BALCONY LEVEL ELEVATOR - AFTERNOON

Stan is on his knees breathing hard.

He has a moment of clarity.

Stan looks around, disgusted and distressed at the bloody carnage surrounding him.

He slowly raises his hand to look at the broken and bloodied porcelain mask in his hand.

The elevator stops with a jolt, but the doors only open a few inches.

Stan gets up slowly and begins to pry them open.

INT. MOTEL LOBBY - AFTERNOON

Stan stumbles out of the elevator and looks around the lobby, disoriented.

Every candle is now lit.

Something heavy crashes upstairs and the ceiling above him creaks.

Stan stumbles toward the entrance.

EXT. PARKING LOT OUTSIDE MOTEL - AFTERNOON

Stan pushes through the entrance doors, pale and in shock.

The residents stare apprehensively at Stan and his blood-spattered clothes.

Stan looks down at the broken white mask he is subconsciously holding. He cries out as he throws it into the surrounding desert.

A few residents gasp.

Stan moves through the crowd and the residents give him a wide berth. He pauses, seeing Diana, Donny, and Guy standing by the car.

DIANA

Stan.

Stan stares at her for a troubled moment, then opens his arms to show her his current situation.

STAN

I... I couldn't stop.

Diana rushes in and hugs Stan.

DIANA

Let's go.

He reaches out to put his hands on Donny's shoulders then sees the blood on his hands and pulls back.

Diana places the steering wheel into Stan's open hands.

Stan looks up and around to the residents, who still seem groggy and out of it.

STAN

We're going to get help...

The residents appear more confused than comforted by this.

Stan opens the car door.

Donny suddenly jumps in through the opened door, climbing over to the back seat.

Stan watches Diana walk around to sit in the front passenger seat.

He remains silent and also gets in. Stan slots the steering wheel into place -- There are no bolts to secure it, but it turns just fine.

He digs his hand under his seat and retrieves the car key.

Stan fires up the engine and rolls down his window, looking around at the crowd of residents.

Guy leans down into the window, searching for the words, but there are none.

STAN (CONT'D)  
Just hang tight.

GUY  
But... Los Hermanos--

STAN  
Don't exist. So take it easy.

Guy gives a not-so-enthusiastic thumbs up.

Stan's car pulls away from the motel parking lot. He turns onto the desert highway and drives into the distance.

The broken and bloodied white porcelain mask, sits atop a nest of fire-ants -- hundreds of fire ants crawl over it.

INT. STAN'S CAR - DESERT HIGHWAY - DUSK

Stan's mind is a swirling maelstrom. He takes in a deep breath and runs a hand through his hair.

He looks over to Diana in the passenger seat -- she is staring into the desert.

Donny is asleep in the back.

Stan retrieves his chrome lighter from his shirt pocket and rubs his thumb over the engraved sword.

DIANA

Where do you think this road goes?

Stan shakes his head and shrugs.

STAN

Does it matter?

She smiles, shaking her head.

INT. STAN'S CAR - DESERT HIGHWAY - DUSK

Stan narrows his eyes, noticing a light in the distance and he swerves a little.

Diana and Donny awaken as Stan begins to abruptly slow down.

DIANA

What's wrong?

She follows Stan gaze and as they race closer to the ever-brightening light and it becomes apparent what it is--

A tower of spotlights and an abrupt end to the road...

Stan brings the car to a screaming stop.

He slowly exits the car -- what he sees is unfathomable...

He walks to the edge of what seems to be a cliff and takes a step back in shock.

Below him, a few hundred feet down is the deep, blue ocean. The water underneath is being turbulently churned by the four massive propellers that are within sight. A trail of wake streams out into the distance.

Stan leans over the edge, in utter disbelief, as he sees the gray hull of a massive vessel beneath the earth they stand on.

He looks left and right; both ways the edge of the vessel seems to go on for miles.

A desert landscape sitting atop a large sea vessel -- a floating island.

Diana and Donny warily join him. Diana pulls Donny back suddenly after seeing over the edge.

She falls to her knees in shock.

Stan looks at Diana, both of them wear desperate expressions.

In the distance, the faint sound of helicopters grows increasingly louder...

FADE TO BLACK.