

THE WALKING DEAD

"Refractions"

by
Alex Hilhorst

Alex Hilhorst
347 Clinton Street
Brooklyn, NY 11231
(917) 699-8751
Monco60@earthlink.net

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THE WALKING DEAD- "Refractions"

TEASER

FLASHBACK:

INT. PIZZA PARLOR - NIGHT

GLENN, hunched over a stool in the back room of a crummy pizza place, watches intently as the fluorescent glow of a TV screen dances across his face.

TV ANCHOR (O.S.)

Reports are coming in that the as of yet unidentified contagion currently ravaging the nation has started to appear in isolated areas of the Atlanta metro area...

CAMERA CUTS to the TV screen, a dust-coated model circa the mid-'90s, as shots of rioting and chaos play beside the beleaguered anchor.

TV ANCHOR (CONT'D)

The governor has denied rumors that National Guard will be deployed in the city as they have been in New York and Washington D.C., though eyewitnesses claim the Atlanta P.D. have been unable to quell the increasingly violent riots and looting.

Glenn's boss PAT (50s), a fat, sloppy proprietor wearing a sweat-stained wife beater enters and glances at the TV over his shoulder. Maybe an actual Italian, more likely just some guy who thought a pizza place in Bankhead was a great business model.

PAT
Hey, Glenn.

TV ANCHOR
Citizens are urged to stay in their homes after curfew and to avoid any contact with the infected...

Glenn, totally engrossed by the news, ignores him.

Pat snaps his fingers loudly, startling Glenn.

PAT
Hey!

GLENN
What?

PAT

Time to get your ass in gear, kid.
We got a delivery.

GLENN

You're kidding me.

PAT

Yeah, I'm a natural comedian.
Ashview Heights, Camilla and
Parsons. Clark Atlanta dorms. Must
be some dumbass college kid too
stoned to realize the goddamn world
is ending. Get going.

GLENN

(motions to TV)

Have you been watching this?

PAT

Hey, no one said you had to come in
to work today, alright? You're
here, so just take the damn order.
Okay?

Glenn stares at him, dumbfounded.

PAT (CONT'D)

Okay?

Glenn gets up, puts on his BASEBALL CAP, grabs an ORDER SLIP
from Pat.

GLENN

Yeah, fine.

He exits.

I/E. ATLANTA STREETS - LATER

Glenn cautiously drives the pizza place's crappy 1989 station
wagon (complete with faux wood siding and a hand-drawn roof
sign that reads "PAT'S PIZZA") through one of Atlanta's less
than stellar neighborhoods.

A similar scene to that on the TV news is playing out before
his very eyes. To his right a car is burning. Looters dash
out of a wrecked electronics store, TVs under their arms.

Glenn HITS THE BRAKES as a shrieking woman stumbles in front
of him, her clothes tattered. She looks behind her, then runs
off.

Glenn continues on, but moments later the distinctive CRACK of gunfire is heard, and he floors it, making an immediate right and hightailing it out of there.

EXT. CLARK ATLANTA DORM - MOMENTS LATER

Glenn pulls into the mostly-vacant parking lot of a dismal college dorm. The sounds of anarchy still echo throughout the night, and the faint glow of fires can be seen in the distance.

Glenn nervously exits the vehicle, PIZZA BOX in hand. He glances around, looking for danger, but the lot is eerily quiet.

He proceeds into the building.

INT. CLARK ATLANTA DORM - MOMENTS LATER

DING!

Elevator doors open and Glenn steps out, still on edge, looking up and down the hall for signs of danger. What few working light fixtures are left flicker, and there's signs of violence and struggle all around.

One apartment has its door almost completely shattered, as if something clawed its way in or out. Trash is littered about, and Glenn covers his mouth slightly at the smell.

As he proceeds into the hallway, he steps on a bottle. He looks behind him? Was that a scream he heard? Visibly, shaken, he continues on.

CAMERA follows Glenn's feet as he walks along the hall, passing a pile of spent BULLET CASINGS.

Glenn checks the order slip for the address: 5D.

After a moment he finds the correct dorm room and knocks.

GLENN

Hello-

The door's unlocked, and creaks open.

Glenn is unnerved, but takes a deep breath and enters the apartment.

INT. DORM 5D - CONTINUOUS

DARK. No lights save for those coming in from the street, turned into slivers by Venetian blinds. There's a barely audible CRUNCHING noise emanating from off-screen.

Glenn creeps into the foyer.

GLENN
Hello? 5D? You guys ordered a
pizza?

No response. The CRUNCHING gets louder.

GLENN (CONT'D)
Um... okay... this is kinda
weird...

He turns a corner into the living room, stops dead in his tracks.

Sprawled out on the couch is a young man, college age, his eyes closed and mouth slightly agape.

A girl wearing a Clark Atlanta hoodie appears to be going DOWN ON HIM.

Glenn looks away, flustered.

GLENN (CONT'D)
Aw, Jesus, sorry- I didn't- I'll
just leave the pizza here-

He puts it down on a nearby table.

GLENN (CONT'D)
You have any money, lying around-

He glances at the couple again, notices something is not right.

The crunching stops and the girl slowly turns around to face him.

Glenn GASPS.

Her teeth exposed through a chunk of missing jaw, the girl is clearly a ZOMBIE, her eyes glossed over, a glob of her lover's entrails dripping out of her hand. The boy has been gutted and his zombie girlfriend was busy feasting on him.

GLENN (CONT'D)
Oh shit.

The zombie GROWLS, baring its teeth like a dog and starts to rise, intestines still in hand.

GLENN (CONT'D)
Shit!

He doesn't hesitate, dashing immediately out of the apartment, and slamming the door behind him. It doesn't close all the way, but Glenn doesn't stop to see if it's shut, instead bolting down the hall to the staircase.

CU on the zombie's clawed hand creeping out of the crack in the doorjamb.

INT. STAIRWELL - CONTINUOUS

Glenn books it down the stairs, pausing briefly when he spots another corpse crumpled against the wall, its head bashed in beyond recognition.

He sidesteps around it and keeps going.

EXT. DORM PARKING LOT - MOMENTS LATER

Glenn bursts out of the apartment, running with full speed towards the station wagon. He fumbles with the keys, his hands seizing up as panic takes hold.

GLENN

C'mon, c'mon...

There's a crashing sound, and a second later a shape whizzes past Glenn and lands beside him with a squishy THUMP, BLOOD spraying towards the camera.

Glenn yelps and looks down- it's a body- someone either jumped or was pushed out a window.

That's all the motivation he needs to find the right KEY. He opens the car, jumps in and immediately peels out of the parking lot.

CAMERA PULLS BACK for a CRANE SHOT as he races away, while the opening strings of Bear McCreary's theme begin to play, before we CUT TO THE OPENING TITLES.

END OF TEASER

ACT ONE

EXT. ATLANTA HIGHWAY - DAY

The survivors' convoy drives down a dilapidated highway, out of the Atlanta area, a billowing mushroom cloud in the distance all that remains of the CDC Center.

INT. DALE'S RV - CONTINUOUS

Rick drives in silence, Lori and Carl by his side. All seem to be in a state of shock, more so than usual. Lori turns to Rick, hoping he'll say something, but he stares at the road stoically.

EXT. ATLANTA HIGHWAY - LATER

In a WS we see the convoy starting to slow down, as smoke starts to rise out of the RV's engine. It sputters and coughs, clanking like a wounded metallic animal, before pulling over and coming to a complete stop.

TIME CUT:

Rick, Shane, Dale, Daryl and T-Dog stand around the RV and its smoldering engine, as Lori and Carl look on worriedly from inside.

DALE

It was only a matter of time, I guess.

RICK

What about the hose we got from the gas station-

DALE

That's not the problem. Hell, I don't know what *is* the problem. Jim was the mechanic, I-

He slaps the hood of the RV, frustrated.

DALE (CONT'D)

Shame to see her go.

DARYL

It's a Winnebago, old man. Don't matter if you lost your virginity in there, we're still down a vehicle, and I don't know if y'all noticed, but it's almost nighttime.

THUNDER echoes overhead.

SHANE

And with these thunderheads it'll
come a lot faster.

T-DOG

We got the van, can't we just load
everyone up in it?

DALE

And all our supplies? The RV's full
of essentials, we won't be able to
fit them and all our people into
the cars we have left.

DARYL

Well then I guess we're screwed,
huh?

T-DOG

You could always ditch that stupid
chopper, man-

DARYL

Don't you even think about it, that
was my brother's-

Glenn hurries over, lays a MAP down on the hood of Shane's
jeep.

GLENN

Hold on. Look, this is I-75, the
same road I took in the Dodge when
Rick got us out. We're here-
(points on map)
Now just a few miles up north there
should be a string of car
dealerships, gas stations, the
works.

DARYL

Should be?

GLENN

I was going really fast, okay? But
I'm pretty sure I spotted a lot
with some RVs in it.

DARYL

Pretty sure ain't gonna cut it,
little man-

RICK

You got a better idea?

GLENN

Look, best case scenario they've got a brand new Winnebago. Worst case, they have a pass van, anything we can use. We have to keep moving.

DALE

At night? Doesn't that seem risky?

T-DOG

Riskier than staying here and waiting for the Geeks to show? Tough call, man.

RICK

We'll figure that out once we replace the RV. Shane, let's take your jeep. Glenn, you lead the way. Daryl, I need your bow.

Daryl slings his CROSSBOW over his shoulder.

DARYL

(sarcastic)

Sure thing, boss.

RICK

T-Dog, you hold down the fort. We'll be back in half an hour.

INT. WINNEBAGO - MOMENTS LATER

Rick steps into the RV. Lori and Carl are huddled together by the kitchenette, still looking frazzled.

RICK

How you holding up, buddy?

He ruffles Carl's hair.

CARL

Okay, I guess.

RICK

Good. Listen, Carl- I'm gonna be gone for a little while and I need you to look after your mom for me while I'm gone. Can you do that for me?

CARL

But you promised-

RICK
 Hey, hey, hey, no need to worry-
 I'm just going down the road. I'll
 be back before you even realize I'm
 gone. But I need you to stay strong
 for me, okay?

Carl looks at his feet.

CARL
 Okay.

Lori squeezes his shoulder, looks at Rick. They gaze at each other briefly, their eyes saying all that's left unsaid. Lori's afraid, but she understands.

LORI
 Be careful.

Rick nods, kisses her. Kisses Carl's forehead. Looks at his family one last time before heading off into the unknown.

CUT TO:

SHANE'S JEEP ROARS ACROSS THE TARMAC.

I/E. SHANE'S JEEP - DUSK

Shane drives, Rick in shotgun, Daryl and Glenn in the back.

SHANE
 (to Rick)
 You got a plan?

RICK
 I'm taking it one step at a time,
 Shane.

SHANE
 Bet Fort Benning sounds pretty good
 right around now, don't it?

RICK
 I don't want to go down this road
 with you, Shane.

SHANE
 Why? Because I was right and you
 were wrong?

RICK
 There's no right and wrong about
 it. I made a call, I did what I
 thought was right.

(MORE)

RICK (CONT'D)

I didn't know it would be like that, I didn't know Jenner would be insane.

SHANE

Well, what's done is done.

(beat)

Already heading north. Might as well just keep going.

GLENN

Yeah, for a hundred miles. You honestly think we'll make it?

DARYL

Won't make it ten goddamn miles. Hey, Rick. What'd that loony scientist whisper to you back there, anyways?

Rick ignores him.

RICK

We're here.

EXT. ABANDONED CAR LOT - CONTINUOUS

A dilapidated used car lot, littered in trash and in a noticeable state of disuse. Half of a tattered sign reading "BLOW OUT SALE" flutters in the wind. There's only a few cars left, and most look practically unusable.

The survivors disembark from the Jeep, take a gander at their surroundings.

Glenn spots a grime-encrusted WINNEBAGO in the corner of the lot, motions to it.

Rick nods, motions to Daryl to scout ahead.

RICK

(whisper)

Keep your eyes peeled for Walkers.

SMASH CUT:

AN ARROW PIERCES THE FOREHEAD OF A ZOMBIE, it's brains splattering against the side of a Winnebago as it crumples to the ground.

Daryl runs over to retrieve his arrow, followed shortly by Rick, Shane and Glenn.

Shane and Daryl look around nervously for more zombies.

RICK (CONT'D)
(to Glenn)
Check for keys.

Glenn opens the door to the Winnebago.

INT. DILAPIDATED WINNEBAGO - CONTINUOUS

Glenn scrounges around the RV for a spare set of keys- under the seat, in the glove compartment, behind the sun visors, everywhere.

EXT. ABANDONED CAR LOT - CONTINUOUS

Shane lifts the hood to the RV, peers inside.

SHANE
Nevermind that. This sonuvabitch
doesn't even have an engine.

RICK
What?

He walks over to see for himself.

SHANE
Vultures already picked it clean.

Glenn exits the RV.

RICK
We'll have to find something else.
Let's check the showroom for keys.

The group heads for the decimated showroom/office in the corner of the lot.

GLENN
You know, this might not have been
a problem if you had let me keep
the Dodge-

RICK
Not now, Glenn.

Glenn sighs heavily.

INT. CAR SHOWROOM - MOMENTS LATER

The survivors cautiously enter the car lot's showroom, whose glass walls have been shattered open, likely by someone driving one of the show cars right through it.

Rick motions to Shane, pointing out the lone zombie in the room- a grotesquely decayed man already missing an arm. The creature's back is turned, and doesn't notice as Shane creeps up behind it, FIRE AXE at the ready.

With one fell SWIPE, Shane brings the axe down onto the zombie's skull, cleaving it in two. The zombie collapses to its knees. As Shane hacks at its head, Glenn runs past and into the:

INT. CAR SHOWROOM- MANAGER'S OFFICE - CONTINUOUS

Where he immediately checks the tackboard of key rings, only to find that it's already been picked clean- NO KEYS AT ALL.

Rick and Daryl enter as Shane wipes off his axe outside.

GLENN
There's nothing, man-

RICK
Check the desk.

Glenn tries to open the desk drawer but it's stuck.

GLENN
Dammit, it's jammed-

RICK
Shane, your axe.

Shane enters, nods.

SHANE
Stand back.

He raises the AXE, lets it fall with all his strength on the lock- it dents, but doesn't break. One, two more hacks and the lock BREAKS.

Rick rips it off and the drawer slides open.

He rummages through it, tossing aside papers, office supplies, etc.- Finally pulling out a SET OF CAR KEYS.

RICK
Looks like the manager's keys.

GLENN
Probably in the lot out back.

The foursome waste no time, hurrying out of the office.

EXT. STAFF PARKING LOT - MOMENTS LATER

Behind the showroom, the four heroes stand in a mostly vacant staff lot, staring at something off-screen. Glenn has a huge grin on his face. Rick notices, smiles, and tosses him the KEYS.

RICK

Told you we'd find another one.

Finally the audience gets a peek at:

A beautiful, bright orange four-door Ferrari sports car, only mildly blemished by the elements.

Glenn opens the car, takes a seat behind the wheel, starts checking out all the bells and whistles.

DARYL

Don't tell me you're going to let him drive.

GLENN

Hey man, I'm a great driver.

DARYL

Yeah, for a *pizza boy*.

SHANE

Reckon we'll be able to load everything from the RV in the back there?

RICK

No, but it'll have to do. We'll have to ditch all the non-essentials, load everyone in the van. This should come in handy, I bet.

Daryl is already taking a seat in the Ferrari.

DARYL

Well what the hell y'all waiting for? Let's get the hell out of here, this place gives me the creeps.

(to Glenn)

Let's see what you got, Earnhardt.

SMASH CUT:

THE FERRARI PEELS OUT OF THE CAR LOT, ITS ENGINE ROARING AS IT RACES DOWN THE STREET.

INT. SURVIVOR VAN - DUSK

Carol and her daughter Sophia huddle together in the back of the van, both looking increasingly anxious as the sun starts to set. Outside, T-Dog stands watch with a SHOTGUN, and as well as he tries to hide it, he looks just as afraid.

SOPHIA
Mommy... is Jacqui gone?

A beat. Carol kisses her forehead.

CAROL
Yes, honey.

Beat.

SOPHIA
Why did she stay?

Carol does her best to hold back tears.

CAROL
Jacqui made a choice, Sophia. It was her own decision.

INT. WINNEBAGO - CONTINUOUS

Andrea sits by the RV's kitchenette, looking more numb than ever.

Dale approaches, tentatively holding a CUP OF TEA.

DALE
Still had some tea left. Made you a cup. Looked like you could use some.

ANDREA
No thank you.

DALE
You haven't eaten since breakfast, Andrea, none of us have. Just take a sip. It's Earl Grey.

ANDREA
Doesn't it seem pointless?

DALE
What does?

ANDREA

Me. Listening to you. Leaving the CDC. We're all going to die anyway. Probably tonight, by the looks of it.

Dale takes a seat beside her.

DALE

(comforting)

Andrea...

ANDREA

What? Am I being too morbid for you? What can you possibly say that will change the fact that we're screwed?

Dale shrugs.

DALE

Nothing, I suppose. Sue me if I'm an optimist.

Andrea grins slightly.

ANDREA

But do you honestly think it's going to matter that I came with you? That I didn't just stay behind like Jacqui?

DALE

It matters to me. It matters that you're here, with me, right now. Maybe we'll die tonight, maybe we'll die tomorrow- I don't know. But we have to keep trying, we have to keep hope alive. Don't you believe there's still a value to hope?

Andrea looks out the window. THUNDER booms overhead.

ANDREA

I don't know anymore.

FLASHBACK:

INT. CLARK ATLANTA DORM - NIGHT

Amy pounds on the door of a dorm room. She looks nervous, as do a pair of students who run past her, carrying bags of belongings. Outside, the sounds of escalating conflict can be heard.

AMY

Nicole? Nicole, it's Amy, open up.
C'mon, you're scaring me.

(beat)

My sister's coming over. She says
we need to leave, and I want you to
come with us. I don't think it's
safe here anymore.

(beat)

Nicole?

There's a DING as an elevator opens and Andrea steps out, looking totally haggard. She spots Amy, rushes over.

ANDREA

Amy!

AMY

Andrea!

They hug.

AMY (CONT'D)

I'm so glad you're here- I was
getting scared.

ANDREA

What are you doing out here? Why
aren't you in your room?

AMY

I-

ANDREA

It's not safe, we need to leave,
now.

AMY

I wanted to get my friend Nicole.
She doesn't have any family here
and-

Andrea tries to pull her away.

ANDREA

We don't have time-

AMY

Wait! She's just inside and- and the university told us to wait here until the National Guard could evacuate us and-

ANDREA

They're not coming, Amy. We have to go-

Amy wrenches free of her sister's grasp.

AMY

No!

She starts pounding on Nicole's door once more.

AMY (CONT'D)

Nicole! Open up! Andrea's here, we have to go! Nicole! *Nicole!!*

Andrea, frustrated, scans the floor, grabs a SLAB OF CONCRETE, seemingly blown out of the wall by a small explosion.

ANDREA

Step back.

Amy yelps slightly in surprise as Andrea starts SMASHING AWAY at the doorknob until it breaks off and-

INT. NICOLE'S DORM - CONTINUOUS

-the door swings open.

Andrea takes Amy's hand, leads her inside.

ANDREA

Come on.

It's DARK. Andrea flicks the light switch- nothing.

There's a *crunch* as she steps on the broken remains of a lightbulb- it was dashed in what appears to be some kind of struggle. As the girls' eyes adjust to the light, it becomes clear that some sort of fight did occur, with furniture and glass strewn about everywhere.

They push on cautiously.

ANDREA (CONT'D)

(whispering)

Are you sure this is her room?

Amy rolls her eyes.

AMY
(annoyed)
Yes. Why are you whispering?

ANDREA
I-

She's interrupted as Amy trips over something and goes sprawling onto the floor.

ANDREA (CONT'D)
Are you all right?

Amy sits up and her eyes WIDEN:

She's sitting next to a CORPSE.

AMY
Oh my god!

She scrambles back. It's a boy, around her age, his skin pallid, his skull caved in by what appears to be a massive blow to the head.

Amy gets up quickly, clings to Andrea.

AMY (CONT'D)
That's her boyfriend...

She looks away.

ANDREA
Let's get out of here.

Amy notices something over her sister's shoulder, a puzzled look emerging on her face.

AMY
N-Nicole?

Andrea turns just as the now UNDEAD NICOLE, a bloody wound in her shoulder exposing her collarbone, LUNGES at her.

Amy SHRIEKS, takes a step back.

Zombie Nicole GRABS Andrea by the shoulders and tries to burrow her teeth into her neck, but Andrea grabs her throat and jaw, holding the bloodthirsty monster at bay.

AMY (CONT'D)
Nicole! Nicole, what are you doing?!!

ANDREA

Amy, RUN!!

Amy is too shocked to do so, and merely backs away, her mouth agape with horror.

Andrea grapples with the zombie, who's teeth keep getting closer and closer to her jugular...

Finally, Andrea twirls, throwing Nicole back as she does.

Inertia sends Nicole FLYING, and she CRASHES through the window, hurtling into oblivion along with a shower of glass.

Amy screams.

CUT TO:

NICOLE'S BODY LANDS ON THE PAVEMENT BELOW WITH A SPLAT!!

EXT. DORM PARKING LOT - CONTINUOUS

Glenn yelps, startled by Nicole's fall, before rushing to his station wagon, connecting this flashback to the one from the teaser.

INT. NICOLE'S DORM - CONTINUOUS

Staring at the hole where the window used to be, Amy is in hysterics.

AMY

Why'd you do that? Why the hell did you do that?

Andrea grabs her, more forcibly this time, and drags her towards the door.

ANDREA

Amy, we have to go!!

They flee into the dorm hallway.

EXT. DORM PARKING LOT - MOMENTS LATER

Andrea bursts out of the entrance to the door, dragging a still hysterical Amy after her.

Amy spots Nicole's bloody corpse, starts to cry.

AMY

Oh my god, Nicole...

She tries to stoop beside her dead friend, but Andrea wrenches her to her feet.

ANDREA
Goddammit, Amy we don't have time
for this-

AMY
You killed her!

ANDREA
She was already dead!

AMY
What are you talking about-

She drags Amy towards her car, a simple sedan, which she unlocks using the car remote.

It's then that we hear a DISTINCTIVE MOAN.

Andrea freezes, pales.

A ZOMBIE lumbers into frame, blocking the girls' path to Andrea's car.

AMY (CONT'D)
Oh god...

Andrea looks behind her: another zombie has emerged, blocking their way back into the dorm. A third zombie, the female one Glenn encountered in the teaser, paws at the glass door in the entrance, smearing bloody handprints onto it.

ANDREA
Come on.

She pulls Amy along, dashing around the zombie blocking her car, and out of the parking lot.

EXT. STREET OUTSIDE DORM - CONTINUOUS

Spotting more zombies on the sidewalk, Andrea pulls Amy with her as she runs into the street.

HEADLIGHTS suddenly rear on the sisters' faces as a CAR HONKS. Andrea and Amy freeze, and are almost run down by an oncoming RV, which screeches to a halt mere feet away from them.

Andrea heaves a sigh of relief, just before another ZOMBIE MOAN is heard.

ZOMBIES ARE ENCIRCLING THEM, APPROACHING ON ALL SIDES.

The door to RV opens-

And Dale pokes his head out.

DALE

Get in!!

Andrea doesn't hesitate, grabbing Amy and pulling her into the RV.

INT. WINNEBAGO - CONTINUOUS

Dale slams the door shut.

DALE

Are you alright?

Andrea looks out the windshield, sees several zombies silhouetted in the headlights.

ANDREA

Just drive!!

Dale jumps into the driver's seat, puts the RV in gear.

DALE

You got it.

And FLOORS IT.

CUT TO:

A ZOMBIE IS CRUSHED UNDER THE RV AS DALE PLOWS INTO IT, ITS HEAD BURSTING UNDER ONE OF THE TIRES!!

DALE (CONT'D)

What the hell are you two still doing in the city? Haven't you been watching the news?

AMY

They said the National Guard, were coming, to just stay inside and-

DALE

The National Guard?

(laughs)

The National Guard are getting their asses handed to them. The whole city's falling apart, we've got to get out.

AMY

But-

ANDREA
(to Dale)
What are you thinking?

DALE
Me? I just want to get out. I was
passing through on a road trip...
had no idea the apocalypse was
gonna rain down while I was
sleeping in a motor park-

ANDREA
Take this exit. The highway's going
to be a death trap. Use the back
roads. Only a couple more miles and
we'll be out of Atlanta.

DALE
Yes, ma'am. You're quite the
survivalist, uh-

ANDREA
Andrea.

DALE
Andrea? I'm Dale.

AMY
Amy.

DALE
Amy. Andrea. Nice to meet you
girls.

He glances at them, smiles weakly, then locks his gaze back
on the road.

EXT. ATLANTA STREETS - CONTINUOUS

The RV passes a burning van, clips an abandoned coup and
sends it twirling out of the way. Camera TRACKS it as it
races out of the city, then turns back for a WS of Atlanta,
where dozens of fires send smoke clouds billowing into the
sky, and the air is filled with screams.

END OF ACT ONE

ACT TWO

EXT. ATLANTA HIGHWAY - DUSK

T-Dog paces back and forth with his shotgun, getting restless.

Carol steps out of the van, clutching Sophia close to her, who in turn clutches her teddy bear.

CAROL

T? It's almost dark-

T-DOG

You should stay inside, it ain't safe out here-

CAROL

They've been gone over an hour.

T-DOG

Don't worry. They'll be back soon.

CAROL

And what if they aren't? What then?

T-DOG

We can't leave without them-

The sound of a DISTANT ROAR starts to become audible. T-Dog and Carol notice it. As it gets louder, Dale, Lori, Carl and Andrea get out of the RV.

DALE

You hear that?

T-Dog scans the road, trying to place the sound. He squints, spots something.

T-DOG

It's them.

Sure enough, the Ferrari starts to come into focus as it races down the tarmac.

The sports car does a daring 180 degree turn, screeching to a hard stop mere feet away from T-Dog and the back of the parked convoy.

Rick, Shane, Glenn and Daryl quickly disembark.

SHANE

Did you really need to do that, Glenn?

GLENN

No... but it felt good.

The rest of the survivors converge on the parked Ferrari.

ANDREA

This is it? This is all you could find? What about the RV?

RICK

We don't need it. We can fit most of our supplies in the back, divvy up the rest amongst our other cars. Leave anything we don't absolutely need. Pass van's got more than enough room for the lot of us.

GLENN

Plus, it's a Ferrari.

LORI

So what now? We still don't have anywhere to go.

RICK

I think Glenn's right. We keep moving. Drive through the night.

DALE

I don't mean to be a negative Nancy, but isn't that suicide?

RICK

Suicide is waiting around here for the Walkers to show up. We're sitting ducks on this highway. If we drive carefully, we'll make it.

T-DOG

That's all great, but where exactly we headed?

Rick glances at Shane. Thinks for a second... then:

RICK

North.

DARYL

Seem to recall you bein' against trekkin' a hundred miles.

LORI

And after what happened at the CDC... it's gotta be even worse at Fort Benning.

RICK

Maybe. Maybe not. We don't really have a choice. And if we're lucky, there'll be a whole battalion there to protect us. I saw a helicopter heading north my first day in Atlanta, maybe-

DARYL

Man, there ain't no damn helicopters-

RICK

I know what I saw. And it's the best chance we've got.

THUNDER BOOMS OVERHEAD.

Seconds later, rain starts to POUR DOWN in sheets.

Everyone has the same expression: *how could things get any worse?*

After a beat:

DALE

(yelling over rain)
Guess we better get going then, huh?

The group begins to head for their respective vehicles.

T-DOG

I don't think this is a good idea.

GLENN

When have you ever liked my ideas?

T-DOG

Driving at night, in the rain?
Nowhere to go, no idea what's out there?

(to Rick)

Does that sound like a good idea to you, man?

RICK

No. But it's the only one we've got.

T-DOG
Man, this trip ain't gonna go well
in this shit.

RICK
Then you can head up the rear. Need
a good driver watching our asses.

He pats T-Dog on the back.

RICK (CONT'D)
It'll be fine. Just tonight. And
hey, you can use all that alone
time to think of a *better* idea.

T-Dog watches him go, shakes his head.

T-DOG
Oh, I will!

Then heads for his station wagon, still shaking his head.

FLASHBACK:

EXT. ROUGH ATLANTA NEIGHBORHOOD - DAY

With Atlanta in the midst of the zombie outbreak, T-Dog races
down the street on a BIKE.

The neighborhood, a collection of dilapidated townhouses, is
in chaos, with people loading up their cars or simply fleeing
on foot. One house is ON FIRE.

As T-Dog rides by, he notices a CORPSE sprawled out on the
sidewalk, BLOOD pooling around its head.

He rides his bike onto the lawn of his house, better-looking
than the others with a nicely varnished porch. In one
movement, he leaps off his bike and runs up the steps,
bursting through the front door.

INT. T-DOG'S HOUSE - CONTINUOUS

T-Dog dashes down the hall, past a collection of FAMILY
PHOTOS.

T-DOG
Mama! Mama!

He turns a corner, enters:

INT. T-DOG'S HOUSE- DARLENE'S ROOM - CONTINUOUS

Where his mother, DARLENE (60s), frail, thin and strapped to a DIALYSIS MACHINE, lies in bed.

T-DOG
Mama! You okay?

DARLENE
T? Where you been? What's going on
outside? Sounds like the damned
Rapture.

T-Dog is already packing a DUFFEL BAG, throwing anything he spots into it.

T-DOG
Just about. Where's Jeremiah?

DARLENE
Haven't seen him since this
morning.

T-DOG
He take the truck?

DARLENE
Think so...

T-DOG
Dammit.

DARLENE
What's going on?

T-DOG
Mama, I don't have time to explain,
it's crazy out there and we gotta
go-

DARLENE
I heard gunshots next door.

T-DOG
Where's your medicine? Why isn't it
in here?

He fumbles through a cabinet.

DARLENE
There's blood on the window. I can
see it from here.

INSERT: Through Darlene's window there is a view of the adjacent house, where sure enough, the window, its curtains torn, is stained with a SPLATTER of blood.

DARLENE (CONT'D)

I think Mr. Johnson shot himself and his wife.

T-DOG

It's like that all over, mama, now I really don't have time to get into details, but we have to get outta the city-

DARLENE

Must be pretty bad if Michael would do that to Sandra. They... they were such a beautiful couple...

T-Dog tries to make a call on his CELL PHONE.

T-DOG

Dammit... lines are all jammed- you sure you haven't heard from J?

DARLENE

He's probably long gone by now.

T-DOG

Don't say that. He wouldn't-

DARLENE

You know that deadbeat brother of yours never changed my bedpan? Not once. I bring him into the world, raise him for twenty-three goddamn years and he's too good to clean up his own mother's shit?

T-DOG

Whatever, we'll take the Johnson's car.

DARLENE

T-

T-DOG

Mama, I'll be right back-

He goes to leave.

DARLENE

Stop.

T-DOG

Mama-

DARLENE

Thelonius, listen to me. Sit down.

T-Dog hesitates, then shakes his head and takes a seat beside her.

DARLENE (CONT'D)

You've always been a good boy. After your daddy left... hell, you basically became the man of the house. And I know you love me, but you gotta be real now.

T-DOG

What do you mean?

Darlene smiles, strokes his cheek.

DARLENE

You know I can't go with you.

T-DOG

What are you talking about?

DARLENE

You've been out there. If it really is Armageddon... I'm just gonna slow you down.

T-DOG

Mama, I'm not leaving you.

DARLENE

If you take me off the dialysis... even with my pills... You know I won't last. You *know*.

T-DOG

We'll... we'll find more pills, we'll go to the hospital-

DARLENE

Can't imagine the hospital's any safer than here. No, you're gonna have to go without me.

T-DOG

(deadly serious)

Mama... they're *killing* each other out there. The dead...

(MORE)

T-DOG (CONT'D)

I don't know how to explain it but they're alive, and... Jesus, they're eating people, mama. I can't leave you here for those, those *things*.

DARLENE

You won't have to.

She motions to a bedside cabinet. T-Dog opens the drawer pulls out A BOTTLE OF AMBIEN.

T-DOG

No, no you can't-

DARLENE

There's no time to argue- you said it yourself- now be a good boy and get your mother a glass of water.

Tears start to well in T-Dog's eyes.

T-DOG

Mama, I-

DARLENE

Hush now.

She kisses his forehead.

DARLENE (CONT'D)

I love you.

T-DOG

(crying slightly)

I love you too.

Darlene takes his face in her hands, looks in his eyes, smiles. It's a powerful moment.

DARLENE

Go along now.

T-Dog wipes his eyes, nods. Rises to his feet.

INT. T-DOG'S HOUSE- KITCHEN - MOMENTS LATER

T-Dog leans against the sink, pouring a GLASS OF WATER. Staring blankly out the tiny window above the sink, T-Dog is in some kind of trance, and doesn't notice when the water starts to overflow and run over his hand.

And then, all of a sudden, he breaks down. The reality of what's happening, seeing his family fall apart, it's too much. T-Dog sobs softly for a moment, then grimaces, angry, and CHUCKS THE GLASS AGAINST THE WALL, shattering it.

He leans against the sink again, catching his breath, his chest heaving. After a moment, he wipes his eyes, gets another GLASS from the kitchen cabinet.

INT. T-DOG'S HOUSE- DARLENE'S ROOM - MOMENTS LATER

T-Dog reenters the room, the hand holding the GLASS OF WATER trembling slightly.

He places it on the bedside table, then stands by the bed awkwardly, not knowing what to say.

DARLENE

That'll do, Thelonious. Now you run along now. I'll be just fine by my lonesome.

T-DOG

Mama... mama, I- I'm so sorry.

DARLENE

That's alright, baby. You got nothin' to be sorry for. Now you just promise me one thing, ya hear? No matter how bad things get out there- don't give up hope. Will you do that for me, baby?

T-DOG

(crying)
Yes, momma.

DARLENE

That's a good boy. Now run along now.

T-Dog hesitates, wipes his eyes. Starts to leave, turns to look at his mother one last time.

They smile at each other.

Then T-Dog leaves.

A silent tear rolls down Darlene's cheek as she reaches for the AMBIEN.

INT. JOHNSON RESIDENCE - DAY

T-Dog pushes the already open door to his neighbors' house aside, and creeps cautiously into the eerily quiet abode.

He checks a table in the foyer, where a small BOWL is filled with KEYS. He rummages through them, but doesn't come up with the keys to the station wagon parked out front.

He moves on further into the house.

INT. JOHNSON RESIDENCE- LIVING ROOM - MOMENTS LATER

T-Dog stares sadly at something offscreen. CAMERA TILTS down and focuses on a BLOODY, LIMP HAND in the foreground.

Sprawled out on the carpet are the bodies of the middle-aged Johnsons, a REVOLVER clutched in Mr. Johnson's hand.

T-Dog looks over his shoulder, briefly considering leaving, then bites his lip, swears under his breath, and stoops beside Mr. Johnson's corpse.

He pats him down, checks his pockets, and sure enough finds the CAR KEYS. He moves to get up, hesitates, then with a look of disgust, delicately peels the dead man's stiff fingers from the REVOLVER, which he takes and stuffs in the back of his pants.

EXT. JOHNSON RESIDENCE - MOMENTS LATER

T-Dog sits in the Johnson's station wagon, the same vehicle we see him driving in present day. He stares blankly ahead, gazing one last time at his childhood home, knowing his mother may have already committed suicide inside.

But this time, no tears come. T-Dog is solemn, but looks full of resolve. He glances to his right and notices the BURNING BUILDING from earlier COLLAPSING on itself, charred beams and shingles crashing to the earth.

Breaking out of his trance, he starts the car, and pulls out of the Johnsons' driveway.

CAMERA TRACKS him as he drives off, his neighborhood burning in the background.

CUT TO:

PRESENT DAY.

INT. STATION WAGON - NIGHT

Even with the windshield wipers at full blast and the high beams on, T-Dog can barely see the taillights of the RV in front of him.

He squints, trying to get a better look but it's no use- it's a torrential downpour of almost biblical proportions.

And then, to make matters worse, the windows start to FOG UP.

T-DOG
(dumbfounded)
Son of a *bitch*.

He starts to fumble around the dashboard, looking for a de-misting button, while simultaneously keeping his eyes on the wet road.

But the station wagon is old, at least ten years if not more, and its dash looks like it came from the analog era. Nothing's lit up, and the window is getting foggier and foggier...

T-Dog leans in to get a better look at the dash, but it doesn't look like it even *has* a de-mister.

As he leans back up and looks out the windshield he sees:

A DEER CAUGHT IN THE HEADLIGHTS.

T-Dog grips the steering wheel and attempts to veer out of the way.

CUT TO:

THE STATION WAGON PLOWS INTO THE DEER!!

BLOOD SPRAYS across the windshield as the animal smashes through it.

EXT. BACK ROAD - CONTINUOUS

With the deer still wedged into its frame, the station wagon CAREENS OFF THE ROAD, coming to a stop only when it crashes into a TREE, its hood CRUMPLING like tissue paper.

CUT TO BLACK.

END OF ACT TWO

ACT THREE

EXT. BACK ROAD - NIGHT

T-Dog's station wagon lies crumpled against the tree, smoke rising from its engine.

Shane's jeep backs up quickly and comes to a halt- Shane, and Rick leap out and dash towards the wreck.

Glenn jumps out of the Ferrari, parked a bit up ahead, and runs over- the rest of the convoy has stopped further up ahead, but several other figures can be seen running back in the rain.

Rick and Shane stop when they reach the wreck- the deer is still alive, kicking and thrashing wildly in horrific death throes.

SHANE

Jesus...

He pulls out his SIDEARM, prepares to put the beast out of its misery. Rick stops him:

RICK

No! You'll draw every Walker for miles!

He turns to Daryl, who just sprinted over.

RICK (CONT'D)

Daryl!

Daryl nods, takes out a huge BOWIE KNIFE, and in one movement, grabs the deer by its broken horn and SLITS ITS THROAT.

Blood spills onto the hood, and after a few more twitches the animal passes.

Andrea, Dale and Lori run over.

LORI

Oh my god, is he alright?

Daryl peers inside the wrecked car.

DARYL

Don't look good.

Rick runs over to Lori.

RICK
Lori, where's Carl?

LORI
He's fine, I left him with Carol- T-Dog- is he-

RICK
We're gonna get him out, but I need you and Dale to go back and turn off all the lights on the vehicles. We don't want to attract any attention. And get yourselves some guns, okay?

Lori nods, before heading back with Dale.

RICK (CONT'D)
Andrea, bring me the first aid kit.

Andrea's frozen in place, staring at the carnage, all the blood...

RICK (CONT'D)
Andrea!

ANDREA
Yeah. Yeah, I'll be right back.

She sprints off.

Shane leans inside the remains of the station wagon.

SHANE
Hey, T? T-Dog? You hear me, man?

We get our first look at T-Dog, and as Daryl so eloquently put it, he doesn't look good.

His right eye is swollen shut and his face badly bruised. One of his arms appears to be severely broken, and a piece of the deer's ANTLER is imbedded in his left shoulder.

T-Dog moans. He looks at Glenn, smiles.

T-DOG
Told you driving in the rain was a stupid idea.

GLENN
I'm sorry, man.

T-DOG
Not your fault, not your fault.
(coughs up some blood)
Ain't that some shit? Goddamn deer
in the middle of the road...

RICK
We need to get him out of there. T-
can you move?

T-Dog tries to shift, grimaces.

T-DOG
Dunno, man.

Shane tries the driver's door-

SHANE
Door's jammed.

RICK
Get this deer out of here, we'll
take him through the window.

All three men help Daryl untangle the disemboweled DEER CORPSE from the wreck, which they drop on the ground. Daryl smashes out the remains of the windshield, creating an opening.

T-DOG
Think my arm's broken...

RICK
That's okay. Grab onto me with your
good arm. Can you do that?

T-Dog nods, takes Rick's hand.

RICK (CONT'D)
Alright. On three- one- two-*three-*

With the help of Shane, Rick pulls T-Dog out through the shattered windshield. T-Dog cries out in pain.

Daryl and Glenn grab his legs.

RICK (CONT'D)
Get him to the van!

The four hurriedly bring T-Dog back to the pass van.

I/E. PASS VAN - MOMENTS LATER

Carol and the kids get out of the van as Glenn opens the door, and Rick, Shane and Daryl lay T-Dog gently onto one of the seats.

Carl and Sophia look horrified.

SOPHIA

Is he going to be okay, mommy?

CAROL

Of course, baby, he'll be fine.
Hush now.

Lori comes over, carrying a HANDGUN in a shaking hand.

LORI

Come on, kids, let's get out of this rain. You've always wanted to sit in a sports car, right, Carl?

CARL

Yeah, but-

LORI

Come on. Let's go.

She and Carol usher the kids away from a moaning and groaning T-Dog, and into the Ferrari.

Rick leans over T-Dog, examines his wounds. His expression is grim, but his bedside manner is in top form:

RICK

You're gonna be fine, man. I've seen a lot worse.

T-DOG

(chuckles)

You're a terrible liar, Rick.

Rick leans out of the van.

RICK

Andrea!! Where the hell is that first aid kit?!!

Andrea and Dale come running over.

ANDREA

Here, here.

She tosses a FIRST AID KIT to Shane, who takes a seat beside T-Dog and opens it.

ANDREA (CONT'D)

Rick-

RICK

Not now-

ANDREA

Rick, there's something else.

RICK

What?

Dale hands him a RADIO.

DALE

Someone's calling for you on that walkie.

Rick's eyes widen. He turns to Shane.

RICK

You got this?

SHANE

I got it. Take the damn call. Glenn, get over here, I need your help.

GLENN

I dunno, man-

SHANE

Glenn, get in here!!

GLENN

Alright, alright!

He enters the van, glances at T-Dog, then looks queasy.

Rick runs off with the WALKIE.

INT. DARYL'S TRUCK - MOMENTS LATER

Rick takes a seat in the truck, speaks into the WALKIE.

RICK

Morgan? Morgan, come in, it's Rick.

Nothing. STATIC. For a moment it seems like Dale was wrong, then- crackling, a voice breaks through:

MORGAN (V.O.)

Rick?
 (static)
 Rick, that you?

RICK

Yeah, Morgan it's me! Thank god you're alive, I've been trying to reach you for days-

MORGAN (V.O.)

(static)
 -can't talk for long- Walkers - all over the place - trapped-
 (static)

RICK

What's that? Morgan? Go again, Morgan.

MORGAN (V.O.)

-quarry- not safe- Duane and I are okay for now, but- pinned-

RICK

The quarry? Didn't you get my message? We've moved on-

MORGAN (V.O.)

-need help- won't last long- come-help...

His voice dissolves into static.

RICK

Morgan? Morgan, you're breaking up! Morgan!!

But it's too late. He's lost the signal, and a moment later:
THE BATTERIES RUN OUT.

RICK (CONT'D)

DAMMIT!!

In a fit of rage, he throws the WALKIE against the dashboard, then POUNDS the steering wheel over and over angrily.

After a beat he stops, and rests his head against the wheel, panting heavily, trying to think what to do next.

CUT TO:

THE RAIN PITTER-PATTERS TO A STOP AS THE CLOUDS CLEAR AND THE

SUN BEGINS TO RISE.

EXT. BACK ROAD - DAWN

Rick walks back to the van, looking grim.

SHANE

He don't look good, man. We can set his arm, but that antler- he's going to need serious medical attention.

He lays a MAP out on the hood of the pass van.

SHANE (CONT'D)

Now Glenn's scouted this map and says there's a hospital in this town here, West Oaks. Not more than ten miles away, so we take T there, or at least scavenge for medicine, supplies, anything that'll save his life.

RICK

Sounds like a solid plan, Shane. But I'm not coming.

He heads to the back of the pass van, leaving Shane with the map, dumbfounded.

Lori chases after him.

LORI

What do you mean you're "not coming?"

Rick opens the back of the van, starts to load up a BACKPACK with supplies.

RICK

That was Morgan on the walkie, the man who saved my life. He followed us to the quarry and now he and his son are trapped. I'm going after them.

LORI

Like hell you are!

RICK

Lori, I don't have time to argue-

LORI

You *promised!* You promised me, you promised your son you would never leave us again! Ever!

RICK

I know what I said!! But what do you expect me to do? Leave them there to die?

SHANE

Don't matter, man. That's fifty miles back south. With the wagon totaled, we can't spare the vehicle. So just calm down, and think-

RICK

Then I'll take the chopper. Don't know why we've been hanging onto it anyway.

He slings the BAG over his back, starts off-

Lori slaps his chest-

LORI

STOP!!

(beat, tears)

You can't do this.

RICK

I have to.

LORI

Is someone else's family more important than your own? Is it?

RICK

I wouldn't *be* here if it wasn't for Morgan. I have to try.

He heads over to Daryl's pickup.

RICK (CONT'D)

Glenn, help me with this.

Glenn hurries over.

Shane grabs Rick's shoulder.

SHANE

I can't let you do this, man. Not this time.

RICK
You can't stop me.

SHANE
Fine. Then I'll go.

RICK
Morgan doesn't know you. Reckon
he'll shoot you in his current
state, mistake you for a Walker.
Besides, you and I both know you
can't drive a motorcycle for shit.

Glenn helps Rick unhook and lower the chopper off the
flatbed.

SHANE
Think about your family, man...

RICK
I am. And I know they'll be safe
with you. You looked after them
before, you can do it again.

SHANE
But, I-

RICK
I need you to take care of T-Dog. I
don't want to lose anyone else.
That's... that's why I'm doing
this. I'll keep in touch with the
C.B.

He boards the chopper.

Lori touches his cheek.

LORI
Please... don't go...

RICK
If I can save this man, him and his
boy- If I do that- I promise you,
Lori- I *promise* you with all my
heart- I will *never* leave you
again. Not ever.

LORI
Promises don't seem to mean much to
you.

RICK
I swear to *god*.

Lori nods weakly.

They kiss, a deep, passionate and tearful kiss.

RICK (CONT'D)
Don't tell Carl where I've gone.

He GUNS the chopper, which kicks up a cloud of exhaust SMOKE, before roaring off down the tarmac.

Shane, Lori and Glenn watch as Rick recedes into the horizon.

Shane glances at Lori, shares a meaningful look. Lori looks away, noticing the scratch marks she gave him not more than forty-eight hours earlier.

CUT TO:

FLASHBACK:

INT. GRIMES HOUSEHOLD - DAY

LORI peers through a crack in her window curtains, her eyes tense, chewing a nail nervously. The sounds of chaos emanate from off-screen: screams, explosions, car alarms, gunfire—the works.

CARL appears in the doorway to the living room, looking up at his mother with a worried expression.

CARL
Mom?

Lori, so engrossed by the end of the world, doesn't notice him at first.

CARL (CONT'D)
(a beat)
Mom?

Lori turns, startled.

LORI
Carl, I thought I told you to go
pack your things—

CARL
I thought we were waiting for dad—

LORI
Shane's getting him now, baby, just—

There's a TIRE SCREECH off-screen. Lori rushes back to the window and looks out.

LORI (CONT'D)

That's him now. Go on now, get your stuff.

Carl hesitates, then exits.

EXT. SUBURB - CONTINUOUS

SHANE, driving his jeep, makes a hard, screeching turn around the corner, veers and narrowly misses an oncoming station wagon, a family's belongings hastily tied to its roof. A rocking chair topples off and is crushed under the tires of the jeep.

Shane passes a smoldering car wreck before pulling up onto the Grimes' lawn and leaping out. A pair of screaming teenagers run past him as he dashes to the front door.

INT. GRIMES HOUSEHOLD - CONTINUOUS

Lori opens the door as a frantic Shane brushes past her.

SHANE

Where's your stuff?

LORI

In the bedroom. Shane-

SHANE

Alright, get the bags, get Carl, we gotta go- did you pack food?

LORI

No, just some clothes and-

He rushes over to the KITCHEN, starts throwing open cabinets and drawers, grabbing CANS and BOXES of non-perishable food.

LORI (CONT'D)

Shane-

SHANE

Get me a duffel or something, it might be a while till we can find more-

He opens the fridge, grabs some WATER BOTTLES.

Hearing the bustling, Carl reenters the room. Lori gets close to Shane, desperately trying to get his attention.

LORI

Shane-

SHANE

Dammit, Lori, I don't have time to argue-

LORI

(raises voice)

Shane!!

She grabs him. Shane tries to move away, can't look her in the eyes.

LORI (CONT'D)

Shane, where's Rick?

Shane still can't look at her. He bites his lip, starts to tear up slightly.

LORI (CONT'D)

Where is he, Shane? *Shane?*

SHANE

Lori, I-

Lori already knows the answer; her eyes fill with tears.

SHANE (CONT'D)

I- by the time I got there... the power had been shut off, all the machines... I-I'm so sorry, Lori... he's gone.

Carl breaks down, starts to weep.

Lori slaps Shane's chest, backs away, overwrought. She bites her hand, trying to hold back tears and look strong. She spots Carl, hurries over and holds him tight.

LORI

It's okay, baby, it's okay...

Shane runs his hand through his hair, sighs heavily, trying to regain his composure.

SHANE

Look, I'm sorry, Lori- but we have to leave. It's all falling apart out there, we have to get somewhere safe-

LORI

Just give us a minute, for god's sake. The bags are on the bed.

SHANE

Alright. We leave in five.

He heads for the bedroom- pauses- puts a hand on Carl's head.

SHANE (CONT'D)

I'm sorry, buddy.

Then exits.

After a moment, Lori raises Carl's head out of her bosom and wipes his eyes.

LORI

Everything's gonna be fine, okay? I promise. Go help Shane with the bags.

CARL

Is dad- is he- is he really gone?

Lori kisses his forehead.

LORI

I'm sorry, honey. Now run along.

Carl nods slightly, exits.

EXT. GRIMES HOUSEHOLD - MOMENTS LATER

Shane throws a bag into the back of his jeep, then grabs another from Carl and tosses it in as well.

There's a brief flash of light, followed a second later by an echoing BOOM.

Less than a mile away, a fiery MUSHROOM CLOUD rises out of the trees and townhouses, billowing into the sky.

Carl yelps in fear and Shane pulls him close.

SHANE

It's okay, buddy, it's okay.

He looks back at the house- *where the hell is Lori?*

INT. GRIMES HOUSEHOLD- BEDROOM - CONTINUOUS

Lori shoves a bundle of clothes into her bag before something catches her eye- a PHOTO of her and Rick's wedding framed on the bedside table.

She picks it up tenderly, slumping onto the bed to stare at it.

And the tears come. Unable to hold them back anymore, Lori lets out strangled sobs.

After a moment she manages to stifle her cries and gazes at the collection of family photos decorating the bedroom. Wiping her eyes, she gets up and hurriedly starts shoveling all the photos into her bag, mementos to remind her of the way things used to be.

END OF ACT THREE

ACT FOUR

EXT. HIGHWAY - DAY

CAMERA TILTS up from CU of TARMAC as Rick rounds the corner, the chopper's engine ROARING as it blazes by.

EXT. BACK ROAD - CONTINUOUS

Establishing shot of the parked survivor convoy.

I/E. FERRARI - CONTINUOUS

Carl and Sophia sit in the sports car, Carl pretending to drive it and Sophia fiddling with the buttons on the dash. Just trying to be kids again, trying to forget that they've mentally aged years in the past few months.

Lori walks over, leans inside.

LORI
You kids doing alright?

CARL
Yeah, we're okay.

LORI
Need anything?

SOPHIA
I'm hungry.

LORI
Think we got some granola bars and juice boxes in the back. That okay?

Sophia nods, smiles.

Lori heads for the trunk. Carl exits the car and walks after her.

CARL
Mom?

LORI
Yeah, honey?

CARL
Where'd dad go?

LORI
He just went down the road a bit...
to get some medicine for T-Dog.
Okay?

She ruffles Carl's hair, opens the trunk.

CARL
He left us again, didn't he?

Lori freezes. Turns, gets down to Carl's eye level.

LORI
He didn't leave us.

CARL
He did before. And then Amy died.

LORI
Your father helps a lot of people,
Carl. Lot of people need him.
Sometimes he has to go away for a
while to take care of them.

CARL
He cares more about them than he
does about us.

Lori hugs Carl, tears up- at a loss for words.

LORI
Hush, baby.

INT. PASS VAN - CONTINUOUS

Shane tends to T-Dog's wounds, dabbing antiseptic while preparing a splint.

Shane presents T-Dog with two PILLS.

SHANE
Take these. I know it's just
aspirin, but it's the best we could
do and it should help. Okay?

T-Dog nods.

Shane places the pills on his tongue, helps T-Dog swallow them with some WATER. T-Dog coughs slightly as he downs the pills.

Daryl watches.

T-Dog turns to him, snickers.

T-DOG
(delirious)
Bet you enjoyin' this, huh, man?
First Jacqui, then me.
(MORE)

T-DOG (CONT'D)
 Once I'm gone won't be no more
 niggers for you to worry your
 little head about, huh?

SHANE
 Try to rest, man.

T-DOG
 (to Daryl)
 Hey, I don't blame you, man. I
 probably would feel the same if it
 was you who chained my brother to a
 roof.

DARYL
 You dropped the key. Bygones be
 bygones or whatever the hell people
 say.

T-DOG
 Still my fault.

Beat.

DARYL
 What the hell kind of a name is T-
 Dog anyways?

T-DOG
 What the hell kind of name is
Merle?

DARYL
 (shakes head)
 What, it some kind of nickname or
 somethin'?

T-Dog looks off... remembers.

T-DOG
 Thelonious.

DARYL
 What?

T-DOG
 My real name's Thelonious.

Beat.

Shane cracks a smile. Then starts to chuckle.

T-DOG (CONT'D)
 My momma liked jazz, alright?

Now Shane's laughing. Daryl, unable to control himself, joins in. As their laughter builds, T-Dog joins, and soon the entire van echoes with their raucous laughter.

EXT. OLD QUARRY CAMPSITE - DAY

Rick pulls up beside the old Dodge sports car and turns off Merle's chopper. He gets off, picks up the NOTE he left for Morgan, discarded on the ground and stained with a BLOODY THUMBPRINT.

Rick scans the area and sees the obvious signs of a struggle:

Two zombies lay sprawled out on the dirt, their skulls blown open.

A BLOOD TRAIL leads off into the brush, and after unslinging his SHOTGUN from his shoulder, Rick follows.

EXT. FOREST - CONTINUOUS

Rick heads cautiously into the woods, scanning for more clues or, god forbid, more zombies.

He snaps a LEAF off a broken, low-hanging branch and notes that it too, is STAINED WITH BLOOD.

Off in the distance, a GUNSHOT echoes.

Rick perks up, tries to locate the source- two more CRACKS fire in rapid succession- and he sprints after them.

EXT. CLEARING - CONTINUOUS

Morgan, his leg bleeding badly and dressed with what looks like a hastily-prepared splint, leans against a rock and FIRES wildly at three oncoming zombies with a REVOLVER.

He clips one in the shoulder, but they keep coming, and a distinct CLICK heralds the last of his rounds.

All seems lost, but at that moment Rick bursts through the bushes.

He methodically aims and fires, detonating the heads of the three Walkers with three well-placed shots, and one miss that blows a hole in a zombie's gut.

With the zombies down, Rick rushes over to Morgan, who's wounded, panting, and visibly frantic.

MORGAN
 (hysterical)
 Duane? Where's Duane? Where's my
 boy?

Rick checks his wound.

RICK
 Morgan? Morgan, calm down. It's me,
 it's Rick.

MORGAN
 My boy...

RICK
 This wound? Morgan- *Morgan!* Were
 you bit? *Were-you-bit?*

MORGAN
 No... no, no, no- I fell- hurt my
 leg- told Duane to keep going, go
 on without me- he went running-

RICK
 Where'd he go? Which way?

MORGAN
 I don't know- god, there were a
 dozen of those things, I tried, I-

RICK
 It's alright, Morgan. We'll find
 Duane. I promise. Can you walk?

MORGAN
 Think- think I broke my leg.

Rick bites his tongue, thinks-

RICK
 Take this.

He unholsters his PYTHON, hands it to Morgan..

RICK (CONT'D)
 Stay here. I'll find Duane.

He gets up to leave, but Morgan grabs his arm.

MORGAN
 Rick- I- I saw a chopper-

RICK
 What?

MORGAN
Helicopter- army helo, had to be.

RICK
Are you sure?

MORGAN
We were trying to follow it when
the Walkers cornered us- and Rick-
it was heading north.

CLOSE ON Rick's eyes- Shane was right all along.

INT. PASS VAN - CONTINUOUS

Shane dampens T-Dog's moist forehead with a cloth.

SHANE
Hey, T. How you doin', man?

T-DOG
(coughs)
Could use some more water.

SHANE
Sure thing. I'll be right back.
Daryl- you keep an eye on him,
okay?

Daryl nods solemnly.

Shane exits the van.

EXT. BACK ROAD - CONTINUOUS

Lori, Dale and Andrea are waiting for him outside.

DALE
Well?

SHANE
I'm no doctor, but... it don't look
good. He's running a fever, and I'm
worried that antler hit an artery
or somethin'. He could bleed out if
I try to remove it.

DALE
Well... hospital it is then, I
guess.

Shane hesitates.

SHANE
I'm not so sure.

Lori looks at him, shocked.

LORI
You can't be serious-

SHANE
None of us have medical training!
Some penicillin and sutures ain't
gonna save his life!

DALE
So what? You're saying we just
leave him?

SHANE
The longer we stay out here, the
more dangerous it gets. I- I just
don't want to lose anyone else.

LORI
No- no, I just can't-

SHANE
Lori, think about it- think about
Carl-

LORI
I am. I'm thinking about how I'll
explaining *leaving* one of our own
to die.

SHANE
We did it before. Jim-

LORI
That was different. Rick *told* you
to take care of T-

SHANE
He also left you. Again.

ANDREA
Quiet!

She motions for everyone to hush.

ANDREA (CONT'D)
You hear that?

Sure enough, a distant sound starts to fade into hearing. It's a low hum, a THWUP THWUP sound that's increasing in volume, like it's getting closer-

DALE

Is that?

SHANE

That's a damned helicopter! Dale,
the road flares-

DALE

Yeah, yeah they're in the Ferrari.

Shane runs off excitedly. The sound continues to get louder, and definitely sounds like the unmistakable hum of helicopter rotors.

Shane rummages through the overly-packed Ferrari, tossing items aside until he comes up with a pair of ROAD FLARES.

Daryl, having heard the commotion, exits the pass van. Carol, Sophia and Carl also emerge from their vehicles.

Everyone cranes their necks and shields their eyes, gazing up at the sky for a glimpse of the helicopter.

Sophia points up excitedly.

SOPHIA

There! There, I see it!!

Indeed, a helicopter, very similar in size and shape to the one Rick spotted in the pilot, appears over the tree tops, flying at a low altitude.

Shane lights both FLARES, and waves them wildly in both hands.

It's unclear if the helo noticed, it's continuing on a straight path.

SHANE

Here! Down here! Hey!

Other survivors chime in, YELLING at the chopper.

CARL

Did it see us?

For a moment it seems as if it did not, but after a tense beat, the chopper turns, heads in their direction and starts to DESCEND.

The survivors erupt into cheers, dancing, hugging, screaming with pure, absolute joy. Close now, the helicopter is clearly a military model, and thus, their salvation.

Shane tosses the flares on the ground and hugs Daryl- rivalries and tensions all but forgotten during this miraculous occasion. Lori embraces Carl, Dale hugs Andrea, etc.

The survivors line up and with broad smiles, watch as the helicopter, a Blackhawk, settles down in the middle of the road.

Five SOLDIERS disembark.

SHANE

(yelling over rotors)

Man, are we glad to see you guys-

The soldiers raise their RIFLE, take AIM at the survivors.

And it's immediately clear all is not well.

The soldiers are not the saviors our heroes were expecting; on the contrary they seem incredibly sinister in their GAS MASKS and CAMO HOODS.

SOLDIER #1

Weapons down, on the ground NOW!!!

Daryl immediately gets a bead on one of the soldiers with his crossbow, while Shane unbuckles his holster nonchalantly.

SOLDIER #1 (CONT'D)

On the ground, on the ground!!

SOLDIER #2

Sir, throw down your weapon or we
will open fire!

Shane gauges the situation, then catches Daryl's eye- nods slightly- and slowly takes his PISTOL out its holster with the tips of his fingers.

Reluctantly, Daryl lowers his crossbow, then tosses it defiantly on the ground. Spits in the soldiers' general direction.

Shane carefully places his pistol on the pavement.

SOLDIER #1

ON THE GROUND!!!

Shane puts his hands behind his back and gets on his knees. One by one the other survivors follow suit.

Once they're all down the soldiers run over and start to bind them with plastic RESTRAINTS.

Shane looks over at Lori, who's lying next to him. He looks determined. She looks terrified. We close on her wide eyes before CUTTING TO:

BLACK.

END OF ACT FOUR