

WEBS

An Original Screenplay  
Written by

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FADE IN:

LIMBO

Long, delicate legs appear.

Twisting. Reaching. Pulling.

At the edge of darkness, a crimson spider is weaving a web of light.

On and on it moves...circling through the shadows...spinning strands from within its body.

Finally, the web is complete.

The spider crawls to the center...and hangs motionless, waiting.

Out of the darkness flutters a moth with golden wings. For a moment, it hesitates almost as though choosing a place to die.

Then it lands.

As the spider begins to move the image freezes.

DISSOLVE  
TO:

EXT. TATTOO PARLOR - CU TATTOO ON A MAN'S CHEST - NIGHT

Rock music comes from a cheap radio.

A needle applies the final sheen of gold to the wings of a moth caught in the tattooed web of a crimson spider.

PULL BACK

An ARTIST is working on the chest of a young man who is in pain, but is trying not to show it. Finally, he lays the needle aside and wipes the tattoo with an antiseptic cloth. Then, he holds up a mirror. The young man, BARRY DRUM, stares into it.

BARRY  
(smiling; to someone  
behind him)  
So, what do you think?

A beautiful young woman in her mid twenties bends down to take a closer look. This is TRACY FERRIS, Barry's girlfriend. She's wearing a tank top. Over her heart is a small bandage several inches square.

(CONTINUED)

TRACY

Amazing. It's like it's floating  
above the skin.

Taking out a large bandage, the artist places it over the  
tattoo.

TATTOO ARTIST

(to Tracy)

Sure you don't want a couple a demons  
and angels on yours? It's kinda  
plain the way it is.

TRACY

No, it's fine. It's in memory of my  
mother.

BARRY

Great job, Mac. Spider looks nasty.

TATTOO ARTIST

Remember, ten percent off for  
embellishments. You want some more  
bugs on that thing let me know.

Barry pulls on his shirt.

BARRY

What kind of bugs?

TATTOO ARTIST

Roaches. Praying mantises. Flies.  
You name it. Insects are my  
specialty.

BARRY

I'll think about it.

TRACY

The moth is enough. You don't want  
overkill.

BARRY

She's probably right.

(beat)

Hey, thanks again.

TATTOO ARTIST

Keep it out of the sun for a few  
days.

BARRY

Okay.

Barry waves as he and Tracy head out the front door.

EXT. TATTOO PARLOR - NIGHT

They get on a beat-up Harley. Barry kick starts the engine and they ride away.

EXT. MOTORCYCLE RIDING THROUGH CHICAGO - VARIOUS - NIGHT

They're cruising through Chicago's Loop. The lights of the city are all around them. It's summer and crowds are everywhere.

EXT. STREET OF THE CATHEDRAL - NIGHT

The Harley turns a corner and comes to a stop at the entrance to an alley next to a large jewelry store. Across the street is St. Paul's cathedral. Barry and Tracy get off the bike. She starts to walk toward the church, but Barry grabs her hand and pulls her toward the store.

BARRY

Hey, come on...

TRACY

Barry...

BARRY

We gotta take a look.

He leads her to a display window filled with jewelry. The centerpiece is an exquisite engagement ring. It's a huge diamond surrounded by a swirl of tiny diamonds like stars in a galaxy.

BARRY (CONT'D)

There it is. That's your ring.  
It's got your name on it.

TRACY

What'd you do, put it on lay-away  
for Christmas in the year 2075?

BARRY

They gave me a deal, only thirty  
thousand bucks.

TRACY

So why is it still in the window?

BARRY

I was a little short.

TRACY

Like 29 thousand, nine hundred and  
ninety five dollars short?

(CONTINUED)

BARRY

I'm serious. I'm gettin' that ring  
for you someday.

TRACY

My finger's gonna rot off first.

BARRY

Fine, don't believe me.

TRACY

Okay, I won't. Come on.

She pulls him away. They start to cross the street.  
Suddenly, a limousine rounds the corner and heads toward  
them. Barry stops right in front of it.

BARRY

Well, look at this. Here's my limo.

The driver honks at him. Barry spits on the hood ornament  
and starts polishing it with his shirt-sleeve. The driver  
opens the door and screams at him.

LIMO DRIVER

HEY, SHITHEAD, GET YOUR FUCKING HANDS  
OFF THE CAR.

BARRY

And this is my driver, Harold. Every  
once in awhile, I gotta beat the  
crap out of him.

Barry starts to climb over the hood toward the guy.

TRACY

BARRY, NO...

Tracy pulls him off.

TRACY (CONT'D)

You are NUTS.

The limo driver gets back in and speeds away, giving them  
the finger. Barry gives it right back.

BARRY

I'm just feelin' especially good  
tonight. A new tattoo, jewelry,  
limos and a beautiful woman. What  
more could a guy want?

They walk up the steps leading to the open doors of the church  
and enter the building.

INT. ST. PAUL'S CATHEDRAL - NIGHT

The church is empty. Barry is a little uncomfortable being in the place.

BARRY

We gonna be in here long?

TRACY

Why? You afraid it might do you some good?

Tracy walks over to a table covered with candles. A crucifix hangs above it. She lights a candle.

TRACY (CONT'D)

Today would've been my parents thirtieth wedding anniversary. I dreamed about'em last night. They were standing at the end of my bed holding bowling balls. What do you think that means?

BARRY

Were they bowlers?

TRACY

Nope.

BARRY

Maybe bowling's a big thing in heaven. Tuesday night leagues. Monster prizes.

TRACY

I don't think so. Bowling balls have gotta stand for something.

She makes the sign of the cross and turns away.

BARRY

What'd they do with the balls?

TRACY

Just held'em and smiled.

BARRY

I wouldn't worry about it.

(EXT. ST. PAUL'S  
CATHEDRAL - NIGHT)

They walk down the steps of the church.

BARRY (CONT'D)

You know what I dream about? That garbage truck.

(MORE)

(CONTINUED)

BARRY (CONT'D)

I'm back on it again, slingin' cans  
and goin' on dates smelling like the  
city dump sprayed with Old Spice.

TRACY

That was a pretty weird smell.

BARRY

You were the first girl who could  
smell my vast potential for riches  
and success under all that garbage.

TRACY

I smelled it all right.

They get on the motorcycle and ride away.

DISSOLVE  
TO:

EXT. MOTORCYCLE RIDING THROUGH CHICAGO - NIGHT

Barry and Tracy roar through the loop, onto Lake Shore Drive.  
They're heading toward the South Side.

EXT. BROWNSTONE STREET - NIGHT

Finally, they enter a street lined with run-down brownstones,  
and come to a stop at a curb. Nearby is parked another  
motorcycle and next to it an old panel truck. Painted on  
the truck are the words: "TRACY'S GREEN HEAVEN. PLANTS FOR  
BUSINESS AND PLEASURE."

Instead of getting off, Tracy leans in close and whispers in  
Barry's ear.

TRACY

You gonna come in?

BARRY

Can't. I'm late. The guys are gonna  
kill me.

She kisses his neck. He turns and they kiss deeply.

TRACY

I hate this night work.

(beat)

I know, I know, fewer trains.

BARRY

Remember, I'm doin' it for us. Gotta  
get rich and get that ring before  
your finger rots off.

She gets off the bike.

(CONTINUED)

TRACY

So, when am I gonna see you?

BARRY

Tomorrow after your rounds.

(beat)

I love you, babe.

They kiss again.

TRACY

Watch your ass down there.

He waves and rides off. Tracy walks up the steps of a brownstone.

INT. TRACY'S LIVING ROOM - NIGHT

The front door opens. She enters her living room and turns on the lights. The room is decorated with a wonderful collection of odds and ends. Plants are everywhere. She goes to a large mirror over the fireplace. On the mantle is a picture of a man and woman in their late forties.

Removing the bandage, she looks at her tattoo. It's an exquisite, filigree cross. She shows it to the picture.

TRACY

So, what do you think, ma? You like it? I know you wouldn't like it, daddy.

Tears come to her eyes.

TRACY (CONT'D)

(whispering)

I miss you.

She sets the picture down and turns away.

EXT. UNDER CITY SALVAGE WAREHOUSE - NIGHT

Barry pulls his motorcycle up in front of a ratty, soot-blackened warehouse. The only thing clean about it is a sign above a rusted iron door that reads: UNDER CITY SALVAGE -- DRUM, BOILS AND STOKER, OWNERS. Opening the door, he pushes the motorcycle inside.

INT. UNDER CITY SALVAGE WAREHOUSE - NIGHT

The warehouse is scattered with a meager collection of junk. Parking his bike, Barry heads for the office.

INT. WAREHOUSE OFFICE - NIGHT

A shaded bulb hangs over an ancient pool table that serves as desk, couch, and bed.

(CONTINUED)



An overweight young man in his late twenties is chewing on a cigar as he blasts balls into pockets (avoiding several stacks of mail and a pillow that sit at the opposite end). He's wearing coveralls with the

Under City Salvage logo on the back and his own name stitched on the front. The stitching reads, EDDIE BOILS -- GARBAGE MASTER.

Not far away is a smaller man of the same age who's eating a huge slice of anchovy pizza. Some cheese has spilled down his front. This is A.J. STOKER. Barry hurries in and heads for a metal storage rack.

BARRY

Sorry I'm late.

Taking out a pair of coveralls, he starts pulling them on. Eddie slams another ball into a pocket.

A.J.

Been waitin' an hour and a half.

BARRY

Tattoo took longer than I thought.

Eddie glares at him, then slams down the cue and heads out the door. The others follow.

INT. UNDER CITY SALVAGE WAREHOUSE

Barry continues pulling on his coveralls as he walks.

A.J.

Got another electric bill. Gonna shut us off in a week, and rat-face has started eviction.

BARRY

We'll figure out somethin'.

EDDIE

Figure out shit.

BARRY

You got a problem, Eddie?

EDDIE

Yeah, I got a problem. We're up to our necks and you're off drawin' pictures on yourself.

At the back of the room, they come to an open manhole in the floor. The rungs of a ladder lead down into darkness. Putting on hard hats with lights on the front, they lower themselves into it.

## INT. LONG DARK TUNNEL - NIGHT

The three small lights descend into what seems like a bottomless pit. In the distance is a strange roaring.

BARRY

I said, it took longer than I thought.

EDDIE

Everything takes longer than you thought.

BARRY

You know, I'm gettin' sick of your whinin'. Why don't you just quit and go back to the damn garbage truck?

EDDIE

(getting really hot)  
Cause I got two thousand bucks tied into this sewer, that's why.

BARRY

I'll get your money back.

EDDIE

How? You gonna sell your skin to a tattoo museum?

## INT. SUBWAY ALCOVE - NIGHT

Coming to the bottom of the ladder they step out into a subway alcove. A.J. switches on a bulb that hangs from a ceiling. Beneath it is a work bench with a roll of paper spread out on it. It's a map of the tunnel system under Chicago. The sections are numbered and several have been crossed out in red.

A.J.

Come on, this ain't gettin' us nowhere. We're all in it and we gotta make it work.

(looking at the map)

So where we headin' tonight?

BARRY

I say we stick with four.

EDDIE

No way. Four's a dry run.

BARRY

It's the oldest part of the city.

EDDIE

Would you forget the junk furniture?

(MORE)

(CONTINUED)

EDDIE (CONT'D)

The only way we're gonna make it's  
with scrap.

BARRY

IN CASE YOU HAVEN'T NOTICED, THE  
SCRAP MARKET'S GLUTTED. WE GET  
PENNIES A POUND.

EDDIE

AND WE'RE GONNA DO BETTER WITH RAT-  
SHIT SOFA BEDS THAT GOT THROWN DOWN  
HERE IN 1940?

A.J.

HEY, WOULD YOU GUYS CUT IT OUT?  
YOU'RE GIVIN' ME A HEADACHE. It's a  
crap shoot wherever we go, so let's  
just flip for it and get it over.

BARRY

Why not.

A.J. takes out a coin.

A.J.

Heads it's four. Tails it's five.

The coin lands heads.

EDDIE

Damn.

Barry rolls up the map. Parked behind them is a long, narrow vehicle shaped like a forklift, but without the fork. Three ragged easy chairs are bolted on the top and sticking out the rear is a miniature steam shovel that looks like a rusting tail. Painted across the side are the words: UNDER CITY SALVAGE -- JUNK MASTERS OF THE NIGHT. Behind the truck is an ancient trailer.

The guys climb into their respective chairs. Eddie is in the driver's seat, Barry is in the middle, and A.J. is at the back at the stereo controls. The engine cranks and rock music pounds. With a screech of rubber, they pull away.

INT. TUNNEL MONTAGE - NIGHT

The salvage truck roars through the darkness under Chicago...

1. Down a giant subway tunnel inches from speeding trains...
2. Through a storm drain slopping with brackish water...
3. Between pipes spewing billows of steam...

(CONTINUED)

...deeper and deeper, with rock music echoing around them.

DISSOLVE  
TO:

INT. DEEP TUNNEL - LATER

Pitch, black, darkness. The only sound is dripping water.

With a grind of gears, the truck pulls into view. The music is off. Eddie is chomping on a huge sandwich.

POV EDDIE DRIVING

The headlights shine on strands of dripping ooze that run down the walls. Rats squeal and scurry away.

EDDIE  
Love eatin' lunch down here. Every  
sandwich tastes like slime on whole  
wheat.

At a place where the tunnels branch off in several directions, they come to a stop.

EDDIE (CONT'D)  
So where to now, Columbus?

Barry is trying to read the map by the light on his helmet.

BARRY  
(pointing)  
Head off that way.

EDDIE  
You got us really lost this time.

BARRY  
You always get home, don't you?  
Just keep goin'.

They turn down the right-hand tunnel. Suddenly, a dozen small, ugly things flap past. Eddie yells.

EDDIE  
Damn sewer bats.  
(staring at his  
sandwich)  
AAAHH, THEY CRAPPED ON MY SANDWICH.

He throws it away.

BARRY  
Hundred yards beyond that corner we  
should hit a main line.

(CONTINUED)

EDDIE

I am so sick of this shit.

They continue on. But when they round the corner, they're in a completely different kind of tunnel.

INT. OLD BRICK TUNNEL

Stretching away in front of them is a cobble-stone passage with a vaulted ceiling. Rusting, narrow-gauge tracks run down the center.

BARRY

Look at this. Definitely turn of the century.

EDDIE

Junk furniture here we come.

The guys scan the walls with their helmet lights. Suddenly, Eddie jams on the brakes.

POV EDDIE

Ahead, the tunnel comes to an abrupt end, blocked off by an iron door. Staring out at them from the rusting metal is a faded skull and cross bones.

EDDIE (CONT'D)

Now there's a sign of friendliness and good cheer.

Barry checks the map.

BARRY

It's not on the map. The tunnel should go all the way through.

A.J. climbs down and examines the door.

A.J.

Padlocked and welded shut.

BARRY

How old?

A.J.

Maybe forty...fifty years.

He bangs on the rusting metal with his flashlight. A muffled echo comes from the other side. Barry gets off the truck, opens a storage compartment and begins pulling out gear.

EDDIE

What the hell are you doin'?

(CONTINUED)

BARRY  
Gettin' the blowtorch.

EDDIE  
You nuts? It could be full of sewage.  
One spark and the methane blows us  
all to hell.

BARRY  
Hey, old shit from 1940 or 50. Pretty  
valuable. Think about it.

A.J.  
Dude, I got a bad feelin' about this  
place.

BARRY  
Look, just help me set up, then you  
guys can back off two hundred yards.  
We bought the salvage rights for  
down here and we're gonna use'em.

DISSOLVE  
TO:

INT. OLD BRICK TUNNEL - A SHORT TIME LATER

Two cheap photography lights powered by a tiny generator  
shine on the door. Barry is wearing a ratty-looking  
"protective" suit with a home-made helmet of plexiglas. A K-  
Mart radio antenna sticks up from his back, making him look  
like an astronaut from a third-world country. Eddie, A.J.  
and the salvage truck are gone.

BARRY  
Radio check. You guys read me?

Eddie's voice crackles distantly over the earphones.

EDDIE  
(over radio)  
You're comin' in sloppy, but we got  
you.

BARRY  
I'm gonna start cuttin'.

EDDIE  
(over radio)  
We'll listen for the blast.

Barry ignites the torch and puts it to the metal.

DISSOLVE  
TO:

INT. OLD BRICK TUNNEL - CU IRON DOOR - MINUTES LATER

He cuts the final inch, then steps back.

BARRY

Okay, I'm done. You still with me?

EDDIE

(over radio)

We're here.

BARRY

I'm crackin' it open.

He pushes, but the door doesn't budge. He pushes harder. With a horrible creak, it opens. Beyond is total darkness. Pointing a flashlight, he steps inside.

INT. ROOM OF THE VATS

Barry finds himself in a monstrous room. His light hardly begins to reveal the weirdness of it. It's jammed with rusting scientific equipment. Giant vats tower to a dim ceiling thirty feet over head. Worst of all is the smell. Something ugly has been stored here for a long, long time.

BARRY

All right, I'm inside...

EDDIE

(over radio)

You see Jimmy Hoffa's body yet?

BARRY

Nope. It's a big room full of vats and stuff. Looks scientific and it smells horrible.

He walks farther in, his light shining on the vats.

EDDIE

(over radio)

What do you mean scientific?

BARRY

Old equipment.

On one of the vats are the faded words "MANHATTAN PROJECT".

BARRY (CONT'D)

One of 'em says..."Manhattan Project."

EDDIE

(over radio)

Tell me that's a seventies rock group.

(CONTINUED)

BARRY

I think it had somethin' to do with  
the bomb.

EDDIE

(over radio)

Is that "The Bomb" as in nuclear, or  
some other bomb we might know about?

BARRY

Didn't they started buildin' it in  
Chicago?

EDDIE

(over radio)

What do I look like, a history major?

BARRY

I think they did. When they were  
finished, they must have stored their  
junk down here.

EDDIE

(over radio)

Oh, good, and now we own it.

(beat)

I know, we could get rich sellin'  
tours for people who don't want to  
have normal children.

(beat)

By the way, you might want to think  
about GETTIN' OUT OF THERE.

Suddenly, across the room Barry sees a faint glow.

BARRY

I gotta check somethin' first.

Barry squeezes down the narrow aisles between the vats.  
Twisted metallic shapes loom above him.

EDDIE

(over radio)

What're you doin'?

Standing against the back wall is a vat larger than all the  
rest. On it is a faded nuclear warning symbol. Down its  
side runs a crack that oozes glowing, blue-green goo. It's  
created a sickening pool on the floor. Barry stares at it.

BARRY

One of the vats's been leaking.

EDDIE

(crackling over radio)

You're breakin' up. What did you  
say?

(CONTINUED)



The chemical has eaten away a section of the stone leaving a huge, gaping hole that goes deep into the wall creating a tunnel. A strange, golden glitter comes from inside. Barry bends over to get a closer look.

BARRY

I said, one of the vats has sprung a leak and the stuff has eaten a hole in the floor.

He bends farther over. Suddenly, the edge of the hole gives way and he falls inside.

INT. CHEMICAL TUNNEL

Chemical cobwebs hang in front of him. The glittering light is coming from beyond. It's hard to see, but for a moment it looks almost like gold.

BARRY

I just fell in, but I'm okay.

All he hears over the radio is the faint crackling of Eddie's voice. Nothing intelligible.

BARRY (CONT'D)

I'm losin' you. Hang on. I'll be out in a minute.

A foot at a time, he begins crawling toward the mysterious, golden light. With his gloved hand he pushes aside curtains of ooze. Finally, he's through the last layer. The light has vanished. The tunnel in front of him is empty.

INT. "SUBWAY TUNNEL"

Barry crawls out on the other side. He's no longer in the room of the vats, but in a normal subway tunnel. Strangely, everything is quiet. Thick spider webs are everywhere.

BARRY

(into the radio)

Okay, I'm out. It was a big nothin'. I'm in a subway tunnel on the other side. You guys still with me?

All he hears is static.

BARRY (CONT'D)

Come-in-Eddie. Come-in-Eddie...

(still nothing)

I hope you're pickin' me up, 'cause I can't hear you. I'm not goin' back through there.

He pulls out the map and stares at it.

(CONTINUED)

BARRY (CONT'D)  
I think I know where I am. Don't  
move. I'll be with you in a minute.

He walks away.

INT. "ANOTHER TUNNEL"

Barry is walking through another tunnel, still trying to reach Eddie and A.J. on the radio. Everywhere he looks he sees spider webs.

BARRY  
Where'd these damn webs come from?  
(beat)  
Come-in-Eddie. Come-in-Eddie.  
(static)  
I'm almost to you.

INT. "LARGER TUNNEL"

He enters a larger tunnel, then stops and looks around. It's empty.

BARRY  
Okay, where are you? I told you to  
stay put. COME-IN-EDDIE. COME-IN -  
EDDIE.  
(beat)  
Jerks probably went into the room.

He heads off running.

INT. "OLD TUNNEL"

Barry enters the old tunnel. It looks exactly as it did, until he shines his light toward the iron door. To his amazement, it's gone. The tunnel ends in a blank wall. His lights and generator are gone too. There's no evidence that he was ever there at all.

BARRY  
What is this?

He checks his map.

BARRY (CONT'D)  
What's goin' on here?

Stuffing the map in his pocket, he hurries away.

DISSOLVE  
TO:

INT. ANOTHER "SUBWAY TUNNEL"

He rushes up to a ladder and starts to climb.

EXT. "CHICAGO STREET" - CU MAN HOLE COVER - NIGHT

A man-hole cover pushes up and slides over. Barry climbs out into the open air of the city and stares around.

Instantly, a chill comes over him. Everything is totally wrong.

It's the dead of night. A giant moon hangs over the canyons of "Chicago" -- and it's the only light to be seen anywhere. The city is empty and the only sound is a low wind.

BARRY  
(whispering)  
What in hell...?

Barry shines his flashlight on the buildings. They're broken and crumbling. Everywhere he looks there's shattered glass and debris.

It's Chicago--the same city that he's known all his life--but it's been dead and deserted for years.

He stares down the street. Weeds and trees are growing up through cracks in the cement, and everything is covered with spider webs. The city is choking in them.

As though in a nightmare, Barry begins walking...past a new car dealership. The cars in the showroom are rusting skeletons covered with webs.

BARRY (CONT'D)  
This is impossible.

He turns a corner...

EXT. STREET OF THE CATHEDRAL - NIGHT

...and looks up. Silhouetted by the moon is a gigantic, swirling web that glistens hundreds of feet in the air between the skyscrapers.

BARRY  
(whispering)  
What's happened? Am I dead?  
(beat)  
Oh, God, I can't be dead.  
(beat)  
This can't be Chicago.  
(beat)  
Somehow I got into another place.  
(beat)  
It's gotta be that tunnel. I gotta  
get out of here.

He's about to turn and run back the way he came, when the beam of his flashlight strikes a window.

(CONTINUED)

He's standing in front of the jewelry store that's across from the cathedral. The glass is broken. The display is filled with jewelry, but the centerpiece, the huge diamond engagement ring, is gone.

He looks in, searching for it. Suddenly, he realizes the possibilities here. He pauses and looks around. Who's to know? He scoops up a handful of rings and jams them into his pocket.

Then, moving fearfully to the heavy glass door, he pushes on it.

Instead of swinging open, it crashes to the ground breaking in a thousand pieces. The sound reverberates through the city like an explosion. Almost choking with fear, Barry forces himself to rush inside.

INT. "JEWELRY STORE" - NIGHT

More webs. He fights his way through them to a display case and begins stuffing his pockets with diamonds and gems.

A cash register sits open. He scoops up the money. But with

Every second his terror is increasing.

Suddenly, he sees a strange shape behind a counter. It's a thick web almost in a human form. But when he looks closer, there's nothing inside and a puff of air destroys it.

Unable to stand it any longer, he runs back out into the street.

EXT. "STREET OF THE CATHEDRAL" - NIGHT

The eeriness of the dead city is overpowering. The moon is sinking low behind the skyscrapers. The huge web above him almost glows in its light.

He's about to run, when the beam of his flashlight shines toward the church. Leading up the steps is an odd web tunnel. At the entrance to it, something is glistening. He walks over.

Woven in the center of an exquisite web is a luminous object the size and shape of a large egg. The shell is made from thousands of layers of spider webs, and it's almost transparent. Inside, floating in a thick, golden substance, is the huge, diamond engagement ring from the store.

Barry pulls the "egg" out of the web.

Suddenly, it's as though every broken window in the city is full of eyes. Sticking the egg into his pocket, he starts to run. He races around a corner.

EXT. "ANOTHER STREET" - NIGHT

Webs and shadows are everywhere. Ahead is the open man-hole. Rushing to it, he jumps down inside.

INT. "TUNNELS"

Barry runs through the tunnels. Finally, he comes to the glowing hole, and drops into it.

INT. ROOM OF THE VATS

Gasping for air, he pushes back through the chemical webs and pulls himself up into the room of the vats. Instantly, his radio starts crackling with the voice of Eddie.

EDDIE  
(over radio)  
Come-in-Barry. Come-in-Barry. Where  
the hell are you?

Barry is almost crying for joy.

BARRY  
EDDIE. EDDIE. I'M BACK. I'M HERE.

EDDIE  
(over radio)  
I can hardly hear you.

BARRY  
Stay there. Don't move. I'm on my  
way.

He rushes through the vats and out past the iron door.

INT. LARGE TUNNEL

Eddie and A.J. sit on the salvage truck. Barry runs up to them and jumps into his chair.

BARRY  
GET OUTTA HERE. GET GOING.

EDDIE  
What about the equipment?

BARRY  
FORGET THE EQUIPMENT. JUST GO.

Eddie guns the truck and they screech away.

INT. WAREHOUSE OFFICE - VERY EARLY MORNING

Spread out on the pool table under the light are all the gems and money that Barry took from the jewelry store. It's an incredible haul. But the egg isn't there.

(CONTINUED)

The three guys stare down at the loot as though hypnotized.

A.J.

(almost trembling)

Oh, Sweet Mary, look at this.  
Somebody tell me it's real. Somebody  
tell me I'm not dreamin'.

Suddenly, he sticks his face into the gems and takes a mouthful. With glassy eyes he swazzles them in his cheeks then spits them out.

A.J. (CONT'D)

(whisper)

They...are...real.

EDDIE

Don't do that, man. It's disgusting.

A.J.

(almost in tears)

I'm sorry. Ever since I was a little kid, I've always had to taste stuff.

Barry picks up the egg and stares at it.

BARRY

What I want to know is what the hell this is.

EDDIE

Would you guys shut up? I'm thinkin'.

Eddie's concentrating so hard his eyes are almost bulging out as he stares at the table.

EDDIE (CONT'D)

(close to  
hyperventilating)

You know...what this means? You got any idea?

A.J.

(whispering)

We're fucking rich?

EDDIE

Fucking rich?

(laughing insanely)

Try this on. WE ARE THE RICHEST  
FUCKERS IN THE UNIVERSE. There's a  
whole city down there and it  
BELONGS...TO...US.

(suddenly thinking a  
terrible thought)

It does belong to us?

(MORE)

(CONTINUED)

EDDIE (CONT'D)

Isn't that what the contract says?  
Whatever junks down there is ours?

BARRY

Yeah, but....

EDDIE

NO BUTS. NO BUTS. Contracts are  
contracts.

BARRY

But I don't think they knew we'd  
find a copy of Chicago.

EDDIE

Well, who the hell cares. A deal is  
a deal.

BARRY

Yeah, right, okay. It's just awfully  
weird. I mean how the hell did it  
get there?

Eddie's eyes are burning with a strange intensity.

EDDIE

You want to know? You really want  
to know?

BARRY

Yeah.

EDDIE

Well, I'm gonna tell you. Come on.

(as he walks)

You guys think I'm just a garbage  
slinger. But I'm not. I know a lot  
about science.

He leads them to a huge, personal stash of comic books.  
Rifling through them, he pulls out one and sticks it under  
their noses. It's titled, "Ugly Universe #326--Doorway to  
Pensacola." The picture on the cover is of a toilet in a  
stall.

EDDIE (CONT'D)

It's all right here in Ugly Universe.

(beat)

Follow me carefully 'cause it's heavy  
quantum shit. A guy walks into a  
stall in a public crapper, closes  
the door and BAM, he's in Pensacola,  
but it's not Pensacola, it only looks  
like Pensacola. What he's really in  
is a parallel world.

(MORE)

(CONTINUED)

EDDIE (CONT'D)

A different dimension. Ugly Universe says there could be hundreds of 'em. Black holes could lead us there.

A.J.

You think there's a black hole under Chicago?

EDDIE

Who knows? Maybe that nuclear slime ate a tunnel into it.

A.J.

But why would there be a copy of the Loop on the other side?

EDDIE

WHY NOT? There's gotta be somethin' doesn't there? Pensacola, Spokane, blob planets of the universe, why not the Loop?

A.J.

But Barry said there weren't any people. And there're spider webs all over the place?

BARRY

Yeah, it's full of 'em.

A.J.

I don't like spiders, dude. They are not my favorite things.

EDDIE

(to Barry)

You see any spiders?

BARRY

Nope. But it was dark.

EDDIE

So we take some big cans of Raid.

(beat)

Hey, nobody said it had to be an exact copy. The important thing is it's close enough. Think of it this way, like our city's the catalog and that one's the warehouse. Stuff you want here you get over there.

He leads them back to the pool table.

EDDIE (CONT'D)

I gotta tell you guys somethin'.

(MORE)

(CONTINUED)



EDDIE (CONT'D)

It's very personal. Very spiritual.

(beat)

Ever since I was a little kid I've had this dream. Me walkin' through the Federal Reserve bank with a big cart just like the homeless people have -- fillin' it up with hundreds, thousands, MILLIONS. And God is smiling at me.

(tears come to his eyes)

Is that an incredible dream or what?

BARRY

It's disgusting.

EDDIE

What?

BARRY

I said it's disgusting.

EDDIE

You call my dream disgusting?

BARRY

A shopping cart like the homeless people have?

EDDIE

IT IS NOT DISGUSTING.

BARRY

Forget it.

EDDIE

I WON'T FORGET IT.

A.J.

Come on, will you guys cut it out? You can't even enjoy being rich together.

EDDIE

I WILL NOT HAVE THIS SHIT-HEAD CRAPPING ON MY DREAM.

A.J.

Okay, okay, he's not gonna crap on your dream. You gonna crap on his dream anymore, Barry?

BARRY

Doesn't need anymore crap than it's already got.

(CONTINUED)

A.J.

See there? Now we're all straight.

(beat)

Look, we gotta make an agreement.

We don't tell nobody nothin' about this. The whole thing's our secret, right?

(lifting his hand)

Swear it.

The other two lift their hands and nod, but they're glaring at each other.

A.J. (CONT'D)

Okay, good.

(beat)

Barry, you had the guts to keep goin' when Eddie and me wanted to quit.

He scoops up a huge wad of cash.

A.J. (CONT'D)

So, take this and you and Tracy get it on. Do the town.

Barry takes the money.

EDDIE

Yeah, fine, get it on.

(beat)

Just be back by three.

BARRY

Why?

EDDIE

'Cause that's when I'm goin' down to fill my shopping cart.

(beat)

And I ain't waitin' for nobody.

INT. WAREHOUSE - NIGHT

Barry walks out of the office...then through the warehouse...to the back of the room. After making sure the guys can't see him, he pulls the egg out of his pocket and sets it on the floor. Then, he takes a hammer from a workbench, kneels down and taps on it.

The shell is very strong. He hits it harder. Finally, it cracks open and a thick, golden liquid oozes onto the floor. Barry pulls out the diamond ring. His fingers are covered with the sticky substance. He smells of it...then tastes it.

(CONTINUED)

BARRY  
(whispering)  
Damn. It's honey.

He stares down at the broken shell.

It's the middle of the day and a steady stream of people is coming out of a Michigan Avenue office building.

Tracy is among them. She's wearing jeans and an apron, and pushing a cart of plant supplies. Her truck sits at the curb. She looks up. A long, white limousine is parked next to it.

Suddenly, out of the sun roof emerges Barry, holding a bouquet of roses. Her mouth drops open.

BARRY  
Hey, babe. Ready for lunch?

TRACY  
Barry...?

BARRY  
Come on, get in.

He disappears inside. The driver opens the passenger door.

BARRY (CONT'D)  
(from inside)  
Hurry up, we got reservations.

Half in shock, she puts the cart into her truck, then, gets into the limousine.

INT. LIMOUSINE - DAY

It's filled with roses. Barry grins at her.

TRACY  
You're dealin' drugs.

BARRY  
(laughing)  
Nope. And I didn't rob a bank either.  
All paid for straight cash.

She stares at him.

TRACY  
How?

(CONTINUED)

BARRY  
(holding his finger  
to his lips and  
glancing at the  
driver.)  
Tell you later.

He takes her in his arms as the limousine drives away.

INT. GIORGIO'S RESTAURANT - DAY

An elevator door opens and Barry leads Tracy out into an elegant restaurant at the top of a skyscraper. A long line of waiters stand ready. When the couple appears they applaud. A string quartet begins playing.

TRACY  
(horrified; whispering)  
I still got my apron on and I smell  
like fungicide.

BARRY  
You look beautiful and you smell  
great. Don't worry, there's nobody  
here but us. I bought it out.

TRACY  
(in shock)  
Oh, sure. Of course. Why didn't I  
know?

They're led to a table. Roses surround it. Beyond the glass wall Chicago stretches away into the horizon.

TRACY (CONT'D)  
Yesterday you had nine dollars and  
twenty-two cents in the bank. You  
better start talkin' fast.

Barry glances at the waiter who's pouring wine. When he's gone, he leans in close.

BARRY  
(almost a whisper)  
Okay, but I gotta be careful.  
(beat)  
Didn't I tell you I was gonna get  
lucky? Somethin' incredible has  
happened. Last night we were workin'  
the deepest part of the tunnels under  
the Loop. We found an iron door.  
Real old, sealed shut. Behind it  
was kind of...a treasure. Jewels  
and money and stuff. Lots of it.  
Tracy, we're rich.

(CONTINUED)

TRACY

Where'd it come from?

BARRY

We don't know. But it's been there  
a long time.

TRACY

I'll bet it's the mob? It's a mob  
stash.

BARRY

No.

TRACY

How can you be so sure?

BARRY

It's not. It's just...too old.

TRACY

But it's gotta belong to somebody.

BARRY

Yeah, us. We own the salvage rights.  
But we gotta keep it quiet. If the  
wrong people found out we'd get dead  
in a minute.

TRACY

I want to see it.

BARRY

I can't do that.

TRACY

How come?

BARRY

Too dangerous. It's in the oldest  
part of the tunnels.

TRACY

Why is it okay for you, but not for  
me?

BARRY

Tracy, I promised the guys I wouldn't  
bring anybody else down there. You  
gotta trust me. We're goin' back  
this afternoon.

She's looks worried.

BARRY (CONT'D)

Hey, there's nothin' to worry about.  
(MORE)

(CONTINUED)

BARRY (CONT'D)  
 We did it, babe. We struck it rich,  
 and from here on out, life's gonna  
 be wonderful.  
 (beat)  
 Come on...let's dance.

He leads her out onto the dance floor. They begin to dance  
 very close.

BARRY (CONT'D)  
 I got somethin' for you.

From his pocket, Barry takes out a small box and hands it to  
 her. Tracy opens it. Inside is the diamond ring. She stares  
 at it.

BARRY (CONT'D)  
 Didn't I tell you?

TRACY  
 I can't believe it.

BARRY  
 Will you marry me?

TRACY  
 You know the answer to that.

He slips the ring on her finger. They kiss and continue  
 dancing. Tracy stares at the ring over Barry's shoulder.  
 More than anything, she wants to be happy. But something is  
 holding her back.

DISSOLVE  
 TO:

INT. SUBWAY ALCOVE BENEATH THE UNDER CITY WAREHOUSE - DAY

Eddie and A.J. are standing over a collection of gear laid  
 out across the floor beside the salvage truck. A.J. holds a  
 clipboard.

EDDIE  
 Three backpacks.

A.J.  
 Check.

EDDIE  
 Three protective suits.

A.J.  
 Check.

EDDIE  
 Three collapsible shopping bags.

(CONTINUED)

A.J.

Check.

EDDIE

Three maps of Chicago.

A.J.

Check.

EDDIE

Three lists of jewelry stores.

A.J.

Check.

EDDIE

Three shotguns.

A.J.

Check.

EDDIE

Three pistols.

A.J.

Check.

EDDIE

Three miniature flame throwers.

A.J.

Check.

EDDIE

Three giant cans of anti-spider  
insecticide.

A.J.

Check.

Suddenly, Barry comes down the ladder and joins them.

EDDIE

Well, look at this. And he's even  
early.

A.J.

How'd it go?

BARRY

Great.

A.J.

You didn't tell her anything?

(CONTINUED)

BARRY

Just that we found a treasure and  
she's gotta keep it quiet.

(beat)

What's all this junk?

EDDIE

Everything we're gonna need for  
spiderland. Let's get it on the  
truck and get outta here.

They begin throwing gear into the trailer.

INT. TRACY'S PLANT TRUCK PARKED ON CITY STREET - DAY

Tracy is inside her truck working on plants for the next  
delivery. Periodically, she glances at the ring. It's  
beautiful, yet somehow strange and she doesn't know why.

As she works, she doesn't notice a small spider dangling  
down from the ceiling above her head.

CU SPIDER

It lands on her shoulder and crawls up onto her neck. Just  
as she notices it, it bites her.

TRACY

Oww.

She brushes it off and scratches the bite with her left hand.  
Then, she looks once more at the diamond.

INT. ROOM OF THE VATS

Barry, Eddie and A.J. stand in the room of the vats looking  
down at the glowing chemical hole. They're fully outfitted  
with all their gear, including backpacks, shopping bags,  
sprayers and guns. They couldn't look more ridiculous.  
A.J. stares at the ooze.

A.J.

Ugly shit. What do you think it is?

EDDIE

Oh, just a few out-dated nuclear  
chemicals.

A.J.

What's the shelf-life on stuff like  
that?

EDDIE

Probably 'bout 25 million years.

(CONTINUED)



A.J.

Nice to know they still make somethin'  
that lasts in this country.

EDDIE

Look, it didn't kill Barry, so it  
won't hurt you. Get goin'.

A.J.

What do you mean get goin'?

EDDIE

You're the smallest, you should go  
first.

A.J.

Like hell.

BARRY

Get out of the way...

Barry drops down into the hole...

INT. GLOWING TUNNEL

...and begins crawling through the iridescent strands. Eddie  
and A.J. follow him.

EDDIE

This is horrible. It's like crawlin'  
up somebody's nose.

A.J.

Your butts startin' to glow. It's  
like followin' a bus on lower Wacker.

EDDIE

Shut up.

INT. "SUBWAY TUNNEL" ON OTHER SIDE OF GLOWING HOLE

They push through into the empty subway tunnel. When they're  
on the other side, Eddie chambers a round in his shotgun.

BARRY

What're you doin'?

EDDIE

Gettin' ready.

BARRY

Everybody just stay calm.

Barry leads them off into the darkness.

EXT. "CHICAGO STREET" - CU MANHOLE COVER - DAY

Barry's head appears through the open manhole. He climbs into the street. Eddie and A.J. are right behind him. They look around. The city is even more horrible in the daytime than it was in the dark. Dusty, yellow sunlight drifts between the buildings. All around them is devastation and the spider webs are everywhere.

A.J.

What do you say we go home? I'm not greedy. I could be real happy with what we got.

EDDIE

You want to chicken out, go ahead.  
I'm not leavin' till I'm rich.

Gritting his teeth, Eddie takes out his anti-spider spray nozzle and strides away. Reluctantly, Barry and A.J. follow.

INT. "CHICAGO'S LOOP" - DAY

They walk through the broken Loop, past stores and theaters swathed in webs. All three have their spray guns ready.

A.J.

How many...spiders...you think it'd take to do all this?

BARRY

Depends on how big they were.

A.J.

Oh, there's a nice thought.

EDDIE

You see any spiders?

A.J.

Nope.

EDDIE

Then, shut up till you do. Think only about money, it'll give you courage.

He leads them toward a huge jewelry store called the DIAMOND EXCHANGE.

EXT. "DIAMOND EXCHANGE" - DAY

Pushing through the webs, they go inside.

INT. "DIAMOND EXCHANGE" - DAY

Spread out before them are dozens and dozens of web-covered display cases filled with jewels.

EDDIE  
Oh, God, look at this.

Eddie is breathing hard.

EDDIE (CONT'D)  
I gotta calm down. This is no time  
for an orgasm. Let's get to work.

Quickly, the guys begin dumping tray after tray into their packs. Near the back of the room, A.J. sees a mass of webs that looks almost like a human form.

A.J.  
Hey, what's that?

BARRY  
I saw one like it last night.

A.J.  
It's shaped like a body.

Eddie walks up and brushes it with his glove. There's nothing inside and the form vanishes.

EDDIE  
What's the matter with you? It's  
nothin'. Forget it. Come on, let's  
get out of here. We gotta save room  
for cash.

EXT. "LASALLE STREET" - DAY

Barry, Eddie and A.J. walk down LaSalle Street between the web-covered skyscrapers toward the Federal Reserve Bank.

EXT. "FEDERAL RESERVE BANK" - DAY

When they reach the huge columns in front of the doors, A.J. stares around guiltily.

A.J.  
I feel like a million people are  
watchin'.

EDDIE  
So, let'em watch.

Eddie pushes inside. The others follow.

INT. "LOBBY OF FEDERAL RESERVE BANK" - DAY

To their amazement, the gigantic lobby is stacked with money. It's in loose piles ten feet high, covered with webs.

EDDIE

(tears come to his  
eyes)

I can't stand it. It's not even in  
the vaults. Have you ever seen  
anything so beautiful in all your  
life?

(beat)

Come on, let's swim in it.

Eddie takes a flying leap like a pig into a mud hole. Dust and money fly everywhere. The webs billow above him. He does back strokes through the cash. Slowly, A.J. wades in. Soon they're both up to their necks.

EDDIE (CONT'D)

I'm Scrooge McDuck. I always wanted  
to be Scrooge McDuck. Other kids  
wanted to be Batman, but not me.

BARRY

Get out of there. This is disgusting.

EDDIE

Disgusting? Disgusting again? Does  
other people's joy always disgust  
you?

BARRY

SWIMMING IN MONEY LIKE A GREEDY PIG  
DISGUSTS ME.

EDDIE

I'VE BEEN POOR ALL MY LIFE. I'VE  
SLUNG GARBAGE FOR THE LAST EIGHT  
YEARS. NOBODY'S GONNA TAKE THIS  
AWAY FROM ME, MAN. IF YOU DON'T  
LIKE IT, JUST GET THE HELL OUT OF MY  
FEDERAL RESERVE.

He pulls out his pistol, waves it in the air and fires a shot.

A.J.

HEY...!

BARRY

YOU CRAZY SON OF A BITCH. YOU'RE  
TOTALLY SCREWED IN THE HEAD. FINE!  
SWIM LIKE A PIG UNTIL YOU DROWN.  
I'M HEADIN' HOME.

(CONTINUED)

EDDIE  
GOOD RIDDANCE.

A.J.  
EDDIE, PUT THE GUN AWAY. BARRY,  
WAIT...

Barry heads for the door.

EDDIE  
Let him go.

A.J.  
We gotta stay together.

EDDIE  
Why? I'm sick of him. You want to  
come all this way and go back with  
nothin? It's our city now, and WE'RE  
GONNA ENJOY IT.

A.J. is torn, but he stays.

EXT. "FEDERAL RESERVE BANK" - DAY

Barry rushes out of the bank and heads down the street. He  
turns a corner...

EXT. "ANOTHER STREET" - DAY

...and looks around. The spider webs are golden in the  
sunlight. A gentle breeze is blowing. From the tallest  
buildings, webs stream in the air. There is a frightening  
beauty about it all. Barry begins to walk more slowly.

EXT. "FEDERAL RESERVE BANK" - DAY

Eddie and A.J. leave the bank with their packs stuffed with  
cash.

A.J.  
Where you think he is?

EDDIE  
Who the hell cares?

A.J.  
Maybe we better head back too.

EDDIE  
Has one bad thing happened to you  
yet?

A.J. shakes his head.

(CONTINUED)

EDDIE (CONT'D)

Then what's the rush? We got a few more stops to make.

(beat: grinning)

Now that we're millionaires, we can afford a little culture.

EXT. "ART INSTITUTE" - DAY

They walk up the steps of the Art Institute. Like all the other buildings, its walls are broken and covered with webs. The lions in front are almost invisible under them.

EDDIE

Welcome to the Eddie Boils Institute of Expensive Art Junk. It's a humble little collection, but I think you'll enjoy it.

They head inside.

INT. "ART INSTITUTE" - DAY

The deserted museum is an eerie place, but it still houses one of the world's greatest art collections. Eddie and A.J. push through the webs as they wander into a gallery.

EDDIE

Okay, what do you want for your apartment? I mean, the one you're gonna have. You like modern?

A.J.

Naw, I don't like stuff you can't tell what it is. No big balls and shit.

EDDIE

Oh, a traditionalist.

Suddenly, A.J. stops and looks up at a painting. It's Georges Seurat's "A Sunday Afternoon on the Island of La Grande Jatte".

A.J.

Look at this. The guy's name is Sewer-rat.

EDDIE

Sewer-rat. Definitely, one of us. You like it?

A.J.

Naah, too many dots. But the dogs and monkey aren't so bad.

(CONTINUED)

EDDIE

So, take the dogs and monkey.

Eddie pulls out a huge bowie knife and proceeds to cut the dogs and monkey right out of the canvas.

EDDIE (CONT'D)

You're gonna get it reframed anyway.  
If it's a little smaller who's gonna notice?

A.J.

Absolutely. It was too big to start with. This many dots I can handle.

Eddie folds up the painting and stuffs it into A.J.'s backpack.

EDDIE

There you go, connoisseur. Now let's find one for me. I wonder if they got the fat woman who grins.

They head off down the hall.

EXT. "STREET OF THE CATHEDRAL" - DAY

Barry is walking down the street that leads to St. Paul's Cathedral. Once more, he sees the jewelry store. Then, he looks at the church.

Instead of the haphazard wildness of the webs that blanket all the other buildings, the ones on the cathedral are in exquisitely beautiful patterns. They glisten and swirl around the pinnacle, and twist and turn around the stained glass windows in a thousand breathtaking forms. Barry looks up at them in awe.

Leading up the steps to the open doors of the church is the web tunnel where he found the egg. At the end of it, he can see a rainbow of colored light.

Slowly, he walks toward it.

POV BARRY

As Barry enters the tunnel, the sun on the strands make them glow with an intense beauty.

INT. "ST. PAUL'S CATHEDRAL" - DAY

He walks into the church...and stops.

Inside, the cathedral is even more amazing than outside. Carefully woven webs are everywhere, swirling in soft columns, sweeping forward to the great altar at the front.

(CONTINUED)

Behind the altar, part of the roof has fallen in. Sunlight streams through the hole. The rainbow colors come from a giant cross hanging near the ceiling. It's made from broken pieces of stained glass, held together by spider webs.

Slowly, Barry walks toward the front.

Above him, throughout the church, hang strange webs spun in human form almost like the shrouds of saints.

Finally, he reaches the altar. But something on the floor catches his eye.

Lying in a mass of webs so thick it could almost be a cocoon, is the body of a woman.

He pushes through to it.

Sunlight falls on her. She's the most beautiful thing he's ever seen.

With effort, he pulls the thick webs away from her face. Her hair is long and wild and her skin is parchment white. Her eyes are tightly closed as though in death.

Barry kneels and touches her.

He bends close to see if she's breathing. There's not the slightest sign of life.

He looks at her lips.

Suddenly, more than anything he wants to touch them. He's never seen a mouth so beautiful. As he stares at it, he's almost hypnotized.

Half in a dream, he lowers his lips onto hers. And with the first touch, there is breath.

He pulls away, staring at her. Her lips part slightly, but her eyes don't open. Then, he feels her hand move.

It runs up his arm...then, to his face. Her fingers are covered with strands.

She's breathing harder. Gently, she pulls his head toward her. Her eyes remain closed as she wraps her arms around him. Once more they kiss.

Then...he pulls away.

BARRY

No, I can't do this.

Instantly, her eyes spring open. He staggers back.

(CONTINUED)



Each one of them is made of a dozen, tiny human eyes, clustered together.

With amazing speed, she grabs his wrist. He tries to pull away, but she's too strong. Her eyes never blink as she pulls him closer.

With her other hand she touches his face. The ends of her fingers are like razors. Her lips open. In her mouth are rows of needle teeth.

With her fingers, she slices through the front of his shirt. But then, she sees the spider tattoo...and stops. She stares at it.

With one finger she cuts her own breast, drawing blood. Then, she slices into the spider on the tattoo.

Barry screams.

Their blood is joined.

The scream startles her. For an instant, she loosens her grip. He escapes. She lunges for him, but misses. He turns and runs through the webs.

She tries to pursue him, but her lower body doesn't respond. She can't get up.

She crawls after him, but her legs are frozen.

CU HER BODY

For the first time, her whole body becomes visible. Growing from her sides are eight spider legs, each one a foot long.

As Barry rushes from the church, an unearthly shriek of rage comes from behind him.

EXT. "CATHEDRAL" - DAY

He runs down the steps into the street. Suddenly, at the end of the block, he sees Eddie and A.J. loaded with junk of every description.

BARRY

RUN. GET OUT OF HERE.

When he reaches them, they see his torn clothes and the cut on his chest.

EDDIE

What happened? What was that sound?

BARRY

JUST RUN.

(CONTINUED)

From the cathedral comes another shriek that echoes through the buildings. All three begin to run, dropping a steady stream of jewels and cash behind them.

EXT. "STREET WITH MANHOLE" - DAY

When they reach the open manhole, they jump inside.

DISSOLVE  
TO:

INT. ROOM OF THE VATS

Out of breath, they crawl through the chemical tunnel into the room of the vats. As they rush out through the old equipment, they still have an incredible amount of loot with them.

INT. OLD TUNNEL

Barry slams the iron door shut. Firing up the blowtorch, he begins re-sealing the metal.

INT. "CATHEDRAL" - DAY

Back in the cathedral, the strange woman is struggling to pull herself down the center aisle. She's half way to the great doors. Every inch is an agony. Her legs are still not working. She groans and forces them to bend. The pain is unbearable.

But, slowly, her strength is beginning to return.

INT. WAREHOUSE OFFICE - NIGHT

Once more, the guys are standing around the pool table. But this time, in front of them is a huge stack of diamonds, cash and loot of every description. Barry is pale. Eddie is smoking a cigar.

EDDIE

I think she was a nun.

Barry stares at him in disgust.

EDDIE (CONT'D)

No, I'm serious. Think about it.  
The last living nun in Chicago goes  
to sleep for a thousand years and  
you get to wake her up.

Barry can't believe he's really hearing this.

A.J.

You know, he might be right. The  
scream did sound like Sister Agnes  
in the fourth grade.

(CONTINUED)

BARRY

You guys are nuts.

Eddie puffs a ring of smoke and stares thoughtfully at the loot.

EDDIE

Okay, okay, let's be logical about this. You found one live person and she's got a little eye problem.

BARRY

Yeah, I'd say having the eyes of a spider's kind of a problem.

EDDIE

Did you try any Raid?

BARRY

You think this is a joke.

EDDIE

I just don't want to jump to any conclusions.

BARRY

Yeah, well, try this. Whatever she is, she's the thing that killed that city.

EDDIE

Hey, we don't know that. That's a pure guess. And very judgmental.

BARRY

Judgmental? She almost ripped me to pieces. We're not goin' back there. Not ever again.

A.J.

I'm with you, dude. Spider women are not my thing.

EDDIE

All right, all right. I 'spose we're rich enough to last awhile.

Barry rubs his eyes. He's dizzy. A.J. stares at the cut.

A.J.

She really got your tattoo. Doesn't look so good. You better see a doctor.

EDDIE

Don't worry, gangrene adds a nice color.

(CONTINUED)

Barry doesn't even try to respond.

EDDIE (CONT'D)

While you're gone, A.J. and me'll  
take care of the loot.

(beat)

'Cause I'm a such generous guy I'm  
gonna do you a favor. Even though  
you didn't do your share of the  
collectin', we'll split it three  
ways. Is that big-hearted or what?

He puffs a ring at him.

BARRY

That's really big-hearted, Eddie.  
I've always said your heart's as big  
as your ass.

Barry walks out the door.

EXT. TRACY'S BROWNSTONE - NIGHT

The Harley comes to a stop in front of Tracy's brownstone.  
Barry gets off. He looks ill. Walking up the steps, he  
knocks on the door. Tracy opens it. She sees his face and  
clothes.

TRACY

What happened?

BARRY

Had a little accident.

They go in the house.

INT. TRACY'S BROWNSTONE - NIGHT

Pulling back his torn shirt, she stares at the deep wound on  
his chest.

TRACY

Oh, God, Barry...

BARRY

I'll be okay. I...fell down in the  
tunnels.

Somehow, he can't quite look at her.

TRACY

We've gotta get you to a doctor.

She leads him back outside.

DISSOLVE  
TO:

INT. HOSPITAL EMERGENCY ROOM - CU NEEDLE STITCHING SKIN - NIGHT

Barry grimaces as a DOCTOR finishes stitching his wound. A NURSE enters carrying a clipboard with test results. The doctor looks at it, while the nurse bandages the cut.

DOCTOR

(staring at the report)

Well, since your tetanus shots are up to date, I don't think there's going to be a major problem. The cut's deep and you're running a low-grade fever. Probably picked up an infection. I'm going to prescribe an antibiotic.

(beat)

You also seem to be having a mild allergic reaction. Have you been bitten by anything lately?

BARRY

No.

DOCTOR

How'd you say this happened?

BARRY

I fell in a hole at work.

DOCTOR

(writing the prescription)

All right, go home and rest and see me in three days.

The nurse has finished the bandaging. Barry pulls on his shirt.

EXT. HOSPITAL - NIGHT

Barry and Tracy leave the hospital.

BARRY

I'm really beat. Maybe you could drop me off at my apartment.

TRACY

No way. You're comin' home with me.

They walk down the steps toward her truck.

INT. TRACY'S TRUCK - DRIVING ON CITY STREETS - NIGHT

Tracy is driving. Barry is in the passenger seat.

(CONTINUED)

TRACY

So, you gonna tell me how this really happened?

BARRY

I already did. I fell down.

TRACY

Hey, I'm not stupid. I know a knife cut when I see one.

BARRY

Nobody cut me with a knife.

TRACY

Then, what did happen? Somebody found out about the treasure and came after you.

BARRY

Nobody came after us.

TRACY

Barry, I can take it. You don't have to lie.

BARRY

I'M NOT LYING. WOULD YOU GET OFF MY CASE?

She stares at him. Somehow there's something very different about him...and it's frightening. He turns away.

TRACY

Sure. Fine. No problem.

BARRY

Look, I'm...sorry. I'm just feelin' really sick. I think it's the fever.

Tracy continues driving in silence.

INT. BEDROOM IN TRACY'S HOUSE - NIGHT

Barry lies asleep on a bed in the guest room. He's breathing hard and sweating. The door opens and Tracy looks in at him. She's very troubled, but doesn't know why.

INT. "CATHEDRAL IN THE DEAD CITY" - NIGHT

Moonlight shines down through the broken roof of the cathedral. Hanging high in the air, suspended in a halo of webs is the woman.

For a moment, she remains motionless.

Then, slowly, she begins to move.

(CONTINUED)

The movement grows faster and faster. She's twisting and turning...almost as though in a dance.

Around and around, she weaves through the air, and as she swirls, from out of her back flow thousands of luminous strands that billow and blur around her.

Finally, she's at the front of the cathedral. She looks down.

POV THE WOMAN

Below her on the floor is an amazing bed woven completely of luminous strands. On it lies a chilling form. It's a human skeleton with a hole in its head and a gun in its fingers.

Slowly, the woman descends until she's standing in front of it. As she turns away, tears are in her eyes.

CU HER BACK

Reaching behind her, her fingers touch a narrow slit near the base of her spine. Cutting the webs that flow out from it, she walks down the center aisle toward the doors.

EXT. "STREET IN FRONT OF CATHEDRAL" - NIGHT

The woman moves down the steps of the cathedral through the web tunnel. When she comes to the end, she sees the broken web where the egg was hanging.

Her eyes grows even more strange. She turns and stares off into the darkness.

POV WOMAN

A block away, something is glistening on the ground. She walks toward it.

Coming to the corner...she sees a trail of diamonds and money leading away.

POV WOMAN

Through her eyes, the diamonds glow with an unearthly light. She begins walking in the direction that they lead.

EXT. "STREET WITH MANHOLE" - NIGHT

The trail takes her to the open man-hole. The woman stands above it.

DISSOLVE  
TO:

## INT. ROOM OF THE VATS

The chemical tunnel glows in the darkness. In the glistening light a head begins to emerge. Inch by inch appears the strange, beautiful face with the multi-faceted eyes. As the woman rises from the hole, she stares out into the room.

DISSOLVE  
TO:

## INT. TRACY'S DINING ROOM - MORNING

Tracy sits at her dining room table in her bathrobe drinking coffee and reading the newspaper. Into the room walks Barry. He's just gotten up and is groggy.

TRACY  
How you feeling?

BARRY  
Better. Don't remember much about last night though. Was I a jerk?

TRACY  
(smiling)  
You could say that.

BARRY  
I'm sorry. The medicine wiped me out.

TRACY  
You didn't sleep so well. You looked like you were having nightmares?

BARRY  
If I did, I don't remember'em.  
(beat)  
Hey, how come you're home? Thought you'd be at work.

TRACY  
It's Saturday.

Slowly, he smiles.

BARRY  
Saturday.  
(beat)  
Excellent. EXCELLENT. I'm gonna show you a day like you never had in your whole life.

TRACY  
You're supposed to rest. And I think maybe we should talk...

(CONTINUED)



He grabs her and begins spinning around the room.

TRACY (CONT'D)

Hey, stop.

He stops and pulls her close.

BARRY

They say money's the most powerful aphrodisiac. Is that true?

TRACY

Not for me.

BARRY

Yeah, well, we're gonna find out. Get dressed.

He leaves the room.

TRACY

Hey, wait...

BARRY (O.S.)

NO WAITING. I SAID, GET DRESSED. I WANT TO SPEND MONEY ON YOU.

TRANSFORMATION MONTAGE BEGINS

EXT. TRACY'S BROWNSTONE - DAY

A limousine pulls up. Barry runs down the steps pulling Tracy after him. He's laughing.

DISSOLVE  
TO:

INT. FASHION SALON - DAY

Tracy is in a salon trying on ten thousand dollar dresses. Each one is more expensive and revealing than the last. Barry watches her with a strange intensity.

THEN COME SHOES AND JEWELRY. IT'S LIKE CINDERELLA BEING FITTED WITH HER GLASS SLIPPERS...AND NECKLACES...AND BRACELETS...AND EARRINGS. TRACY IS DAZED. BARRY IS LAUGHING.

THEN, IT'S HIS TURN.

DISSOLVE  
TO:

## INT. MEN'S STORE - DAY

He's trying on Armani suits, jackets, shoes and sports wear. He looks great and Tracy is getting caught up in it.

DISSOLVE  
TO:

## INT. BODY WORKS - DAY

Both Barry and Tracy lie on reclining chairs getting the works. Massages, facials, nails. For Tracy, a complete make-over. She's finally into it. A dozen people are busy around them.

When it's finished, they look like they just stepped out of a fashion magazine.

DISSOLVE  
TO:

## EXT. PORSCHE DEALERSHIP - DAY

Through a dealership window, a completely remade Barry and Tracy can be seen looking at a red Porsche convertible. A salesman walks up. Barry points at it, and takes out his wallet.

DISSOLVE  
TO:

## EXT. PORSCHE DEALERSHIP SERVICE AREA - DAY

A door slides open and the red Porsche pulls out into the sunlight. The top is down.

Barry and Tracy wave to the salesman, as they race off into the sparkling Chicago day.

## MONTAGE ENDS

## INT. OAKHURST MALL - DAY

A giant mall is packed with people. Summer sale signs are plastered on every store. Eddie and A.J., now dressed in the latest french casual wear and sporting dark glasses, make their way through the crowds. Following behind them are six "native bearers", loaded down with their purchases: cameras, stereos, TV sets, sports equipment, clothes, fine wine, and on and on and on.

EDDIE

Talk about timing. We get rich right  
when there's a summer sale.

EDDIE BUYS AN ICE CREAM CONE FROM A GIRL AT A CART, GIVING HER A FIFTY.

(CONTINUED)

EDDIE (CONT'D)  
Keep the change. Yeah, we've saved  
thousands shopping now instead of  
waiting till later.

He glances over and sees a beautiful sales girl in an  
expensive dress store. (This is MARLEE.)

EDDIE (CONT'D)  
Hey, we haven't been in there yet.

A.J.  
You want to buy a dress?

BARRY  
I want to buy what's gonna be in the  
dress. Come on.

He walks toward the entrance.

INT. EXPENSIVE DRESS SHOP - A SHORT TIME LATER

The beautiful sales girl is modelling a very sexy dress. A  
stack of dresses lies on a chair nearby. Eddie and A.J. sit  
drinking sodas admiring the view.

MARLEE  
You're sure she's my size?

EDDIE  
Oh, exactly, absolutely. What'd you  
say your name was?

MARLEE  
Marlee. You really want all ten?

EDDIE  
Yep, and throw in that one.

Eddie pulls out a roll of money that makes her eyes pop and  
begins peeling off thousand dollar bills. He hands a wad to  
her.

EDDIE (CONT'D)  
This ought to cover it. Gimme a  
credit for the overage.

MARLEE  
(breathless)  
It'll take a few minutes to wrap  
this up.

EDDIE  
Take all day. By the way, are you  
married?

(CONTINUED)

MARLEE

I beg your pardon.

EDDIE

I said, are you married?

MARLEE

No.

EDDIE

Good, 'cause I'm gonna take you out to dinner tomorrow night and I'd hate to have to kill you husband first. By the way, the dresses are for you.

MARLEE

What?

EDDIE

Wear that one when my limousine picks you up. When you get off work?

MARLEE

Uhh...about five thirty.

EDDIE

And wear this with it.

Out of his pocket he pulls a diamond necklace and holds it out in front of her. Her mouth drops open.

MARLEE

Wait...wait a minute, I...can't take this.

EDDIE

Sure you can. I'm hirin' you as my fashion consultant. You gotta look good if you're gonna be on my staff.

MARLEE

But I don't even know you.

BARRY

(whipping out a card)

Name's Boils, Eddie Boils, President of Boils International Money Spending Conglomerate, Ltd. See you tomorrow night, Ciao.

With a huge grin, Eddie leads A.J. out of the store, leaving an amazed Marlee.

INT. MALL - DAY

A.J.

I gotta hand it to you, Eddie. For a guy who's pitched garbage all his life, you got a lot of class.

EDDIE

Thank you very much.

He checks his date book.

EDDIE (CONT'D)

We're booked for two weeks with different fashion consultants every night.

(beat)

You know, I was thinkin' about opening an account at a sperm bank. That way when I'm busy, my women could make their own withdrawals.

A.J.

Don't do it. You know the trouble with the banking system.

EDDIE

You're right. My sperm's too valuable to risk.

INT. PENTHOUSE APARTMENT - DAY

A front door opens. Eddie, A.J. and a BUILDING MANAGER enter an incredible penthouse apartment. The view in every direction is fabulous and every room is luxuriously furnished. Beyond one wall is a trellis-covered swimming pool. Eddie stares around as though he's in heaven.

EDDIE

Look at this. I love it. I LOVE IT...

BUILDING MANAGER

As you can see, it comes completely furnished.

EDDIE

...What an incredible view. I deserve this kind of view. You know how long I've been lookin' up the ass end of a garbage truck?

BUILDING MANAGER

I have no idea, sir.

(CONTINUED)

EDDIE

Years. Years of cans full of tampons,  
chicken parts, medical waste. You  
ever smell a dumpster at a hospital?

BUILDING MANAGER

No, I can't say that I have.

The building manager's face is slowly turning green.

EDDIE

You ought to see the kind of stuff  
they throw away. Totally illegal.  
Bags of bloody tissue. One time I  
found a leg. A LEG. Who knows where  
it came from? Where's the bathroom?  
I want to see the bathroom.

BUILDING MANAGER

So do I.

INT. PENTHOUSE BEDROOM - DAY

The manager leads Eddie and A.J. into the master bedroom.  
It's like a love-nest for a monster, complete with gigantic  
bed and mirrors on the ceiling. When Eddie sees it, he almost  
starts to cry.

EDDIE

I'm speechless. Whoever built this  
place knows me, man. This is me on  
the deepest existential level.

(to A.J.)

Doesn't it look like me?

A.J.

It looks exactly like you, Eddie.

BUILDING MANAGER

And over here is the master bath.

The manager walks to a wall and pushes a button. The wall  
retracts revealing a gigantic bathroom complete with a  
colossal tub raised two feet off the floor. He hits another  
button. Classical music begins to play, a softly lit, cascade  
of warm, drizzling water showers down from the ceiling,  
creating an aura of shimmering gold. Eddie is having a  
religious experience.

EDDIE

(whispering)

It's a bathtub of the gods. We'll  
take it, We'll take it. How much?

BUILDING MANAGER

Twenty-five thousand a month.

(CONTINUED)

EDDIE

What a deal. What an incredible deal.

Eddie reaches into his coat pocket and pulls out several packs of bills.

EDDIE (CONT'D)

Here's three months in advance. I want to move in now. In fact...I want to take a bath.

As the manager and A.J. watch in disbelief, he begins stripping off his clothes.

DISSOLVE  
TO:

INT. SUBWAY TUNNEL

Darkness.

In the distance is the dull roar of the subway system. Suddenly, the beam of a flashlight appears.

A middle-aged SUBWAY WORKER is trudging through a tunnel carrying his lunch box. Coming to a small, electric, repair

Car, he opens the door and climbs inside. Switching on the headlight, he pushes a throttle and begins rolling down the tracks.

INT. REPAIR VEHICLE

As the man drives through the tunnel, country music comes from a cassette player beside him. He yawns. He's made this run a thousand times before. The car moves faster and faster.

It rounds a bend.

CU WORKER'S FACE

Suddenly, a puzzled look comes to his face.

POV WORKER

Ahead, the tunnel is filled with spider webs. They twist away like a giant tube leading off into the darkness. The man throws on the brakes, but before he can stop, he's inside.

The webs are so thick it's impossible to see anything. He switches on the wipers.

Suddenly, something moves in his right. He turns...and yells.

(CONTINUED)

Hanging upside down on the other side of the window is a horrible face with multi-faceted eyes and rows of needle teeth.

The woman crashes through the glass and grabs him.

As he struggles, she locks her mouth onto his throat. The man chokes and goes limp.

DISSOLVE  
TO:

INT. OLD TUNNEL

As though he weighed nothing, the woman drags the unconscious subway worker through the tunnel leading into the room of the vats. The iron door has been torn from its hinges.

INT. ROOM OF THE VATS

The room is changed. Glistening webs shroud the equipment and hang from the ceiling. Making her way to the back, she places the man on a bed of strands like the one in the

Cathedral. Then, bending down, she places her mouth over a wound on his neck. Slowly, he awakens. But he's in a dream.

POV SUBWAY WORKER

Around him are starry webs like a spider galaxy in the universe. Above him is the most beautiful woman he has ever seen. Slowly, she lowers herself down.

MONTAGE BEGINS

They kiss, and begin making love.

As the man climaxes, her mouth covers the wound. His breathing stops. A strange, black liquid drips from the corner of his mouth...as he dies.

DISSOLVE  
TO:

INT. ROOM OF THE VATS - A SHORT TIME LATER

The woman lies alone in the webs. Suspended near the ceiling in a shroud is the body of the subway worker.

CU WOMAN'S FACE

She stares at it, but sees nothing.

She's in pain and gasps for breath. Her belly has grown to five times the size of a woman in the ninth month of pregnancy and inside there is strange movement.

(CONTINUED)



She groans...as the birthing process begins.

ANGLE ON HER LEGS

From between her legs crawl thousands of spiders, each one an inch in size. On them all is the miniature face of the subway worker who fathered them. Slowly, they drop from the bed and spread out across the floor.

DISSOLVE  
TO:

EXT. PORSCHE - DRIVING ON CITY STREET - NIGHT

The Porsche drives down a city street. The top is down. The back seat is filled with packages and rock music is blaring. As Barry and Tracy turn a corner, ahead they see a carnival.

INT. PORSCHE - DRIVING - NIGHT

Barry's eyes light up.

BARRY  
Hey, let's stop. I haven't been to  
one of these in years.

EXT. STREET NEAR CARNIVAL - NIGHT

He pulls over to the curb and they get out.

EXT. CARNIVAL MIDWAY - NIGHT

As Barry and Tracy walk down the crowded midway, swirling lights are all around them.

BARRY  
(laughing)  
I love it. Isn't this great?

There's something almost manic about him. Tracy is watching him.

Suddenly, they see a tent with huge posters that read: "SEE THE AMAZING SPIDER WOMAN. HALF HUMAN. HALF ARACHNID. HIDEOUS. HORRIFYING. CHILDREN UNDER FIVE NOT ALLOWED." At the entrance is a barker.

CARNIVAL BARKER  
...She walks, she crawls, she spins  
her webs in the air. From the dark  
island of Sakhalin comes Thorashia.  
Half woman. Half spider. Terrifying.  
Disgusting. Enthralling. An  
aberration of aboriginal magic.  
Sixteen legs and a human head.  
(MORE)

(CONTINUED)

## CARNIVAL BARKER (CONT'D)

Her father a Tsitsu shaman, her mother  
a Black Widow of the class monstro  
arachnophobis. Come one, come all...

Barry stares at the posters. Suddenly, all the joy drains  
out of him. A strange look comes over his face. Slowly, he  
walks to the ticket booth.

## TRACY

Are you actually going in there?

He doesn't answer. After buying the tickets, he leads her  
inside.

## INT. FREAK SHOW TENT - NIGHT

In the tent, they stare down at a painfully fake display of  
a woman in a spider suit crawling around on a rope web.  
Above and below her are mirrors that make the web look as

Though it goes on into infinity.

## TRACY

Oh, very cool.

(beat)

You know, what this needs? A few  
plants. Couple of big vines. A  
giant succulent. Sort of stuff a  
spider woman'd like. Maybe I can  
make a sale.

Barry doesn't respond.

## POV BARRY

As he stares at the display, suddenly deep in the mirror he  
sees the shadow of multi-faceted eyes. When he blinks,  
they're gone.

He steps back. Tracy notices the change.

## TRACY (CONT'D)

What's the matter?

## BARRY

This is stupid. Come on.

He heads for the exit.

## EXT. FREAK SHOW - NIGHT

As they emerge from the tent, he takes a deep breath.

## TRACY

You all right?

(CONTINUED)

BARRY

Sure. Lets go on some rides.

Moving to a booth, he buys tickets for the ferris wheel.

EXT. FERRIS WHEEL - NIGHT

They climb into a chair.

As they sit down, Barry notices a tiny spider on the seat beside them. He brushes it off.

The wheel begins to move. As their chair rises to the top, he sees something far below.

POV BARRY

The spider he brushed off is growing in size. It's crawling through the inside of the ferris wheel toward them, getting larger as it goes. Tracy is watching him.

TRACY

Hey, what's happening?

BARRY

You...see anything down there?

TRACY

Sure. A bunch of people. What do you see?

BARRY

Nothin'.

His face is covered with sweat. He looks down.

POV BARRY

The spider has grown even larger and has moved to the outside of the wheel. When it reaches the hub, it stops, but continues to grow, one leg on each giant spoke.

Finally, it's as huge as the ferris wheel itself. On its body are gigantic, multifaceted eyes. Two of its legs reach toward Barry.

He yells and almost climbs out of the chair.

TRACY

HEY...!

Tracy grabs him. In another moment, their ride ends. The instant the chair stops, the spider vanishes.

When, Barry steps back onto the midway, he's as pale as death.

(CONTINUED)

TRACY (CONT'D)  
Barry, what's wrong?

BARRY  
Nothin'. Nothin'.

She touches his face.

TRACY  
Yeah, right. You're burning up.  
Come on, let's go.

She leads him away.

EXT. HOSPITAL - NIGHT

The Porsche pulls up in front of the hospital and stops.

INT. PORSCHE - NIGHT

Tracy is at the wheel. Barry's in the passenger seat. His eyes are closed.

BARRY  
(quietly)  
I'm not goin' in there.

TRACY  
Yes, you are.

BARRY  
No way.

TRACY  
Would you stop bein' a jerk?

He grabs her hand and puts it on his forehead.

BARRY  
Look. No fever. I'm fine.

TRACY  
So, what happened back there?

BARRY  
I got a touch of the flu.

TRACY  
That's a lie. Something's wrong.  
Ever since the accident, you've been  
like a different person and I hate  
it.

He stares at her.

BARRY  
Hey, just take me home, okay?

(CONTINUED)

TRACY

You're not gonna tell me, are you?

BARRY

TELL YOU WHAT?

TRACY

What really happened in the tunnels.

BARRY

I ALREADY TOLD YOU. THERE'S NOTHIN'  
MORE TO TELL.

TRACY

I DO NOT NEED THIS CRAP.

Shoving the car into gear, she speeds away.

INT. TRACY'S BROWNSTONE - NIGHT

The Porsche screeches to a stop in front of Tracy's brownstone. They get out. Tracy is furious. She throws the keys at him.

TRACY

You want to go home, drive yourself.

She heads for the house. He follows her.

INT. TRACY'S BROWNSTONE - NIGHT

The front door opens. She rushes in. Barry is right behind.

TRACY

Hey, did I say you could come in  
here?

BARRY

Well, can I?

TRACY

NO. GET OUT.

BARRY

I want to talk.

TRACY

Well, I don't want to talk to you.

BARRY

You were right. I lied about what  
happened yesterday.

TRACY

What a surprise.

(CONTINUED)

BARRY

We had a little problem in the tunnels.

(beat)

A woman jumped me with a razor.  
That's how I got cut.

TRACY

A woman jumped you? Where was this?

BARRY

Near the treasure.

TRACY

But you said that was on the deepest level.

BARRY

There are homeless people all over the place. That's why I keep sayin' the tunnels are dangerous.

TRACY

So, she just jumped out of the dark and slashed you.

BARRY

Yeah.

TRACY

Why?

BARRY

What do you mean "why"?

TRACY

Why'd she do it?

BARRY

She was a psycho case. You think I know why psycho cases do stuff?

TRACY

So, what happened then?

BARRY

I knocked her out and we got the treasure away.

TRACY

How come you didn't tell me this yesterday?

BARRY

'Cause I felt stupid. And I didn't want to scare you.

(MORE)

(CONTINUED)

BARRY (CONT'D)

(beat)

Anyway, I think she had somethin' on the razor, some kind of acid. Ever since, things have been a little weird.

TRACY

Why didn't you tell the doctor?

BARRY

'Cause I didn't want a big interrogation like I'm gettin' now. If I told the doctor I'd have to make a police report and we can't risk that.

TRACY

So, you're gonna risk your life instead.

BARRY

I'm feelin' better. It's goin' away.

TRACY

Except when you ride ferris wheels?

BARRY

Come on, Tracy give me a break.

Tracy stares at him.

TRACY

Barry, how come I feel like you're still lying?

BARRY

I'm not. I'm tellin' the truth.

She turns away from him. He walks up behind her and touches her hair.

TRACY

(almost in tears)

Something horrible's happened and I can't figure out what it is.

As he bends down and kisses her neck there's a strange look in his eyes.

BARRY

(whispering)

Nothin' horrible has happened. There's nothin' to be scared of. I love you.

(CONTINUED)

Slowly, she turns to face him. More than anything she wants to believe him.

DISSOLVE  
TO:

INT. TUNNEL FILLED WITH PIPES

In an eerie tunnel filled with steaming pipes, three ELECTRICAL WORKERS are welding. The blue/white light of their torches diffuses around them. One of the men takes off his mask and turns toward a work cart.

Suddenly, off in the darkness he sees a vague, ghostly form.

ELECTRICAL WORKER #1  
Hey, what the hell is that?

The other men take off their masks and look. The form comes closer. It's a woman walking through the steam. When she gets near, they see her eyes.

ELECTRICAL WORKER #1 (CONT'D)  
My God...

She passes without saying a word.

Then, out of the steam crawl thousands of spiders. Like a black wave, they cover the men. They scream and try to brush them off. Then, they fall.

Soon, the men are no longer moving. The woman watches as the spiders feed.

DISSOLVE  
TO:

INT. TRACY'S LIVING ROOM - NIGHT

Barry and Tracy are beginning to make love. Their passion is growing.

DISSOLVE  
TO:

INT. TUNNEL FILLED WITH PIPES

The bones of the electrical workers are almost stripped of flesh. As the woman stares down, slowly, a look of rage and anguish comes into her eyes.

POV WOMAN - HALLUCINATION

On the bones, is the ghostly image of Barry and Tracy making love. Tracy's face is superimposed on a skull.

(CONTINUED)



With her finger, the woman makes a deep cut in her own chest, in the place where Barry has his tattoo. Blood runs down.

CU HER SIDES

The spider legs are growing.

DISSOLVE  
TO:

INT. TRACY'S LIVING ROOM - NIGHT

Barry is kissing Tracy's neck. Suddenly, he bites so hard she screams.

TRACY  
You hurt me.

A spot of blood appears.

BARRY  
I'm sorry.

TRACY  
(touching it)  
I'm bleeding.

BARRY  
I...got carried away.

TRACY  
You've never done that before.

BARRY  
It won't happen again.

He tries to touch her, but she pulls back.

TRACY  
Look...I'm tired...

BARRY  
Come on, Tracy...

TRACY  
No, it's been a long day. We both  
need rest.

She walks into her bedroom and closes the door, leaving Barry staring after her.

INT. TRACY'S BEDROOM - NIGHT

Tracy walks up to a mirror and looks at her neck. She wipes away the blood. The wound is like the puncture of needles.

(CONTINUED)

TRACY  
(whispering)  
Oh, God, what's happening?

INT. BEDROOM - NIGHT

Barry lies in bed, staring up at the ceiling. He's wearing jeans, but no shirt. Gradually, a tiny scratching sound is heard.

It grows louder.

Then, the wound on his chest begins itching. He rubs it. Finally, he gets up and goes into the bathroom.

INT. BATHROOM - NIGHT

He pulls the bandage off and stares in the mirror. The scratching sound is coming from his own body. The crimson spider is alive. He can see it moving beneath his skin, scratching and weaving as it crawls. The tattooed web is spreading.

Barry claws at it. But it doesn't stop. It weaves its way up his shoulder and onto his neck.

From his neck it crawls into his face, pulling the web behind it. Barry rakes at it until he draws blood. But nothing stops it.

From his cheek...it enters his eye.

POV BARRY

For a moment, his vision blurs. Then it fragments. When, it clears, he stares in the mirror. His right eye is now a cluster of four small human eyes. Staggering back, he rushes into the bedroom.

He stops and looks at his right arm. The web covers it. The spider is crawling toward his hand.

When it reaches his fingers, the flesh turns black and the nails become sharp as knives.

He rushes from the room.

EXT. TRACY'S BROWNSTONE - NIGHT

Hardly knowing what he's doing, he runs down the front steps, clawing at his own arm. He jumps into the Porsche and drives away.

EXT. PORSCHE - DRIVING ON CITY STREETS - NIGHT

The car races through the empty streets, careening around corners.

INT. PORSCHE - DRIVING THROUGH CITY - NIGHT

Barry stares at his right hand. His fingers look like spider's legs. He looks at himself in the rear-view mirror. His right eye is now a cluster of eight human eyes.

His left arm is itching.

Ripping back the sleeve, he stares at it. Now, the spider is crawling there. With the razor fingers of his right hand he slices out the flesh around it, and throws the bloody chunk on the floor.

For a moment, nothing happens. Then, out of the blood crawls the spider...up the seat toward him. He screams and the car goes out of control.

EXT. PORSCHE - DRIVING ONTO BRIDGE - NIGHT

The Porsche races toward a bridge on the Chicago river. Crashing through a guard rail, it lands in the water, and sinks to the bottom.

EXT. CHICAGO RIVER - NIGHT

Barry rises to the surface gasping for air...and begins swimming. Half a block away, he crawls out onto an embankment and lies exhausted.

Suddenly, there's movement in the water. Out of the river crawls the spider. But now it's almost a foot across...and on it is his own face with dead eyes and teeth like needles.

It grabs his arm. He sees it and screams, then, jumps up and starts running.

EXT. CITY STREET - NIGHT

The spider follows him. No matter how fast he goes, it's always only a few feet behind. And with every step it grows larger.

INT. ALLEY - NIGHT

Barry runs into an alley. Too late, he realizes that he's trapped. A garbage truck is grinding toward him and there's no room on either side. Behind him appears the spider. He runs toward the truck. The driver blasts his horn.

Barry leaps up on the hood, then climbs over the cab onto the roof. The bin is open and he falls inside.

INT. GARBAGE TRUCK - NIGHT

The truck is half full of garbage. Barry looks up. In the moonlight, he sees a silhouette with long legs.

(CONTINUED)

For a moment it hangs in the air, then it drops through the hole and starts crawling toward him.

POV BARRY

Yelling, he tries to push it away. Then, it's on him. Staring down at him is the dead face. Slowly, its mouth opens and the needle teeth bury themselves in his chest.

He screams and blacks out.

FADE TO BLACK

FADE IN:

INT. GARBAGE TRUCK - NIGHT

Barry awakens. A man's voice is yelling at him.

GARBAGE COLLECTOR  
HEY, GET THE HELL OUT OF MY TRUCK.  
WHAT'RE YOU DOIN' DOWN THERE, YOU  
STUPID WEIRDO.

He sits up and looks around. He's in the bin of the garbage truck. The spider is gone. He looks down at his chest. The tattooed web is just as the artist painted it, complete with crimson spider and moth. Nearby, is a piece of shattered mirror. He stares into it. His eye is normal. So is his hand.

GARBAGE COLLECTOR (CONT'D)  
YOU HEAR WHAT I SAID? GET THE HELL  
OUT OR I'M CALLIN' THE COPS.

Barry begins crawling toward the side.

EXT. UNDER CITY WAREHOUSE - ESTABLISHING - NIGHT

A single light is on in the office of Under City Salvage Warehouse.

INT. WAREHOUSE OFFICE - NIGHT

Barry lies on his back on the pool table, staring up at the light bulb. He's filthy and exhausted.

BARRY  
I'm...goin'...crazy. I'm...so tired.  
I've just...gotta sleep.

He's beginning to relax, when he hears something.

Instantly, he's alert. Reaching up, he switches off the light, then drops to the floor and crouches in the darkness. Quietly, he moves to the office door and looks out into the warehouse.

## INT. WAREHOUSE - NIGHT

Moonlight shines in through the high windows, casting strange shadows in the scattered junk. Suddenly, there is movement at the back of the room.

Up from the open manhole climbs the spider woman. There is a rustling sound behind her. Out of the hole crawl thousands of spiders. Each one is a foot across and carries the dead face of the subway worker.

For a moment, the woman stares around as though searching for something. Not far away is a closed storage container.

## POV WOMAN

Through her eyes, a glowing light can be seen inside.

## POV BARRY

Barry can see it too.

Walking over to it, the woman rips off the door. It's filled with loot from the dead city. Picking up handfuls of it, she throws it into the darkness as though searching for something.

As each piece lands, spiders rush toward it. Then she tips over the cabinet. The loot spills out on the floor. More spiders crawl over it.

Suddenly, she sees what she's looking for. In the corner is the broken shell of the egg. She picks up the pieces and an awful wail fills the room.

She reaches behind her.

## ANGLE ON HER BACK

From a second narrow slit at the base of her spine flows a narrow drip of honey. Capturing it, she touches it to the broken pieces...then throws them on the floor.

The spiders cluster around them.

The woman wails again. It turns to a scream. Then, she rushes back to the open man-hole and climbs down inside. The spiders follow, carrying the treasure with them.

When they're gone, Barry heads for the door.

## INT. TUNNEL CROSSROADS

The woman stands at a crossroads where six tunnels branch off into the darkness. The spiders carrying the gems and money surround her. The glowing pieces look like tiny stars.

(CONTINUED)

They drop the treasure in a heap and crawl off in every direction.

EXT. THE NIPPLE RING CLUB - ESTABLISHING - NIGHT

Gaudy lights blaze around the marquee of a sleazy, nude, dance club called The Nipple Ring. The big draw of the week is "ERNA - 28 YEAR OLD MOTHER OF SEVEN LEADING AN ALL-NUDE REVUE." A banner under the marquee reads: UNDER NEW MANAGEMENT. Two beefy guards stand at the door. The place is closed for a private party. At the curb sits a long, black limousine.

INT. THE NIPPLE RING CLUB - NIGHT

The party is celebrating the new ownership of Eddie Boils and A.J. Stoker. The guys sit at the end of a dance runway in huge over-stuffed chairs ringed with blinking lights. And they're the only males in the room.

Around them are forty beautiful women dressed in strip costumes, g-strings and pasties. One by one the women are doing their dance routines down the runway, ending in front of Eddie and A.J., who are drunk out of their minds. Between them is a trash can filled with diamond necklaces and other jewelry. As the women complete their numbers, Eddie and A.J. reward them with little baubles from the can.

A.J.

(drunk)

I jus' can't b'lieve this. I always wanted to be in show business. You are a true genius, Eddie.

Eddie leans over and pulls him close.

EDDIE

(loud whisper)

Iss only the beginning. I got big plans. Big-big-big ones. We're gonna franchise out like McDonalds. S'gonna be McDonald's...Taco Bell...Burger King...an' Nipple Ring, all over the world.

A.J.

Tha's incredible.

A dancer wraps a bra around Eddie's head and leaves it there.

EDDIE

Tha's nothin'. I got an idea tha's gonna make us billion-billion-billionaires.

(CONTINUED)

A.J.  
But we're already billionaires. We  
own a whole dead city.

Eddie claps his hand over A.J.'s mouth.

EDDIE  
SHHHHHHH.  
(beat)  
Okay, so we don't need the money.  
We give it to homeless, diabetic,  
cripple kids with cancer. Just shut  
up.

A.J.  
(with tears in his  
eyes)  
Oh, tha's so cool. Diabetic cripple  
kids with cancer.

EDDIE  
You want to know what my idea is?

A.J. nods vehemently.

EDDIE (CONT'D)  
Iss gonna blow you away.

A.J.  
I'm ready.

EDDIE  
Smoking...rubbers.

A.J.  
Huh?

EDDIE  
Condoms. But not the usual kind.  
Mine're gonna have special stuff on  
'em. Slide the sucker on your stick  
and when you get goin' out comes  
billows and billows and billows of  
smoke all aroun' you.

A.J.  
Dude, tha's amazing.

EDDIE  
Maybe even colored sparks when you  
come.

A.J.  
I never heard of anything like that  
before.

(CONTINUED)

EDDIE

'Course not, 'cause I'm a genius.

(beat)

Think of it, A.J. Iss the answer to  
the whole problem of how you get  
dumb peckerwoods to wear rubbers.  
And is that not the NUMBER ONE PROBLEM  
in the whole world?

Tears are streaming down A.J.'s face.

A.J.

It IS the number one problem. Yer  
gonna save millions of lives, an'  
make a billion dollars doin' it.  
Everybody kid's gonna wanta smoke  
while he screws.

EDDIE

Yeah, high schools'll have  
competitions. Maybe it'll even go  
to the Olympics.

A.J.

Iss the answer to AIDS and abortion  
and sexually transmitted diseases.  
DUDE, IT JUS' BLOWS MY FUCKIN' MIND.

EDDIE

I know, I know. They're gonna make  
me president o' the UN.

(beat)

Think o' this label, "Boil's Blasters --  
Put the fun back in fuckin." I  
gotta go take a crap.

Eddie gets up and weaves through the horde of ravenous  
strippers to the rest room. He's so drunk that he goes in  
the women's instead of the men's.

INT. WOMEN'S ROOM

Staggering into a stall, he closes the door and sits down.

INT. STALL

Under the wall in the stall next to him he sees a beautiful  
leg and a foot wearing a spike heel.

EDDIE

(bending closer)

Tha's the mos' beautiful foot I've  
ever seen. H'lo, h'lo, on the other  
side.

He knocks on the wall. No answer.

(CONTINUED)



EDDIE (CONT'D)

Okay, a woman's gotta have her  
privacy. But come an see me when  
you get out.

From his pocket he takes a diamond bracelet and slides it  
into the next stall.

INT. NEXT STALL

In the stall, four huge spiders are devouring the body of a  
stripper. There's nothing left above her legs but bones.  
On her rib cage hangs a diamond necklace. When the bracelet  
appears on the floor the spiders stop and look at it.

POV SPIDER

It gleams with the strange light. Two of them drop down  
behind the toilet and crawl into Eddie's stall.

INT. EDDIE'S STALL - POV SPIDER FROM FLOOR

The spiders watch as Eddie stands and buckles his pants.

He walks out of the stall just as one of them leaps toward  
his back. It hits the steel door that swings shut behind  
him. He doesn't notice.

INT. WOMEN'S RESTROOM

EDDIE

(to himself)

Boil's Blasters. Maybe Boils Smoking  
Blasters...maybe Boil's Blasting  
Smokers...

As Eddie weaves through the empty restroom the spider follows.  
Never seeing it, he walks out. The spider scratches at the  
closed door.

INT. NIPPLE RING CLUB

Once more, Eddie weaves through the crowd of women. All are  
wearing jewelry from the trash can.

ANGLE TOWARD CEILING

Above them is a false ceiling that's been painted black.

INT. SPACE ABOVE FALSE CEILING

The space above the ceiling is crammed with spiders.

POV SPIDERS

Through the cracks they can see the room below. The jewelry  
on the women is glowing.

INT. NIPPLE RING CLUB

Eddie walks up to A.J., who's looking very sick.

A.J.  
I gotta go home. I feel awful.

EDDIE  
Okay, I could use a little sleep  
myself.

He points to five dancers nearby.

EDDIE (CONT'D)  
You ladies want to earn some nice  
diamonds?

They all nod. He picks up the trash can. A.J. gets up and almost falls down.

EDDIE (CONT'D)  
Then, give us a little hand here.

The strippers help Eddie and A.J. to the door.

EXT. THE NIPPLE RING CLUB - NIGHT

Eddie, A.J. and the women climb into the waiting limousine, and drive away.

INT. NIPPLE RING CLUB

Inside the club, the music stops and all the women cluster around admiring their jewelry. Suddenly, there is a creaking sound. Then, with a horrible crash the ceiling caves in. Spiders are everywhere. The women scream and try to get away, but it's no use. In a moment, they're covered.

INT. LIMOUSINE - DRIVING THROUGH CITY - NIGHT

Eddie, A.J. and the strippers are asleep in the limousine. None of them notice a scratching sound coming from behind the seats.

INT. TRUNK OF LIMOUSINE

The trunk of the car is jammed with spiders. They're eating their way through the back wall into the passenger compartment.

EXT. HIGH RISE APARTMENT BUILDING - NIGHT

The limo pulls up in front of Eddie and A.J.'s building. The driver gets out and opens the passenger door. Slowly, Eddie, A.J. and the strippers emerge.

(CONTINUED)

EDDIE  
(to the driver)  
I'll call you in the morning. And  
it won't be early.

The man nods. As the entourage enters the building, he gets in the limousine and drives away.

INT. LIMOUSINE PASSENGER COMPARTMENT - DRIVING ON CITY  
STREETS - NIGHT

As the limo pulls into the traffic, the man doesn't see what's happening behind him. The leather seat in the passenger compartment rips open and through the hole pours a dozen spiders.

INT. LIMOUSINE DRIVER COMPARTMENT - NIGHT

Suddenly, the driver looks up. Through the rear-view mirror he can see the open window behind him. Framed in it is a tiny horrible face on a black body.

The man's eyes grows wide. The spider drops on the seat beside him. He screams. More spiders crawl through. They're all over him.

EXT. CITY STREET - NIGHT

The limousine crashes through the plate glass window of a closed store.

INT. GROCERY STORE - NIGHT

Through the windshield, the man can be seen screaming, trying to fight them off. One is attacking his face.

INT. EDDIE AND A.J.'S PENTHOUSE - NIGHT

An elevator door opens and into the penthouse stagger Eddie, A.J. and the women.

EDDIE  
Okay, lessee. Who's gonna go with  
who?

Suddenly, in the doorway of the master bedroom appears Barry and he looks like a filthy ghost. One of the women screams.

EDDIE (CONT'D)  
What the hell...how'd you get in  
here?

Without answering, Barry grabs Eddie and A.J. and drags them into the bedroom.

INT. MASTER BEDROOM - NIGHT

They fall to the floor.

EDDIE  
HEY...

BARRY  
She's in the city.

EDDIE  
Who?

BARRY  
The woman from the other side.

A.J.  
How d'you know?

BARRY  
I saw her in the warehouse. And  
she's got ten thousand spiders with  
her. She's gonna kill everything,  
just like she did over there.

EDDIE  
You smell like a garbage truck. I  
hate that smell.

Barry grabs him by the throat.

BARRY  
Listen to me, you stupid shithead.  
We've got to find a way to stop her.

EDDIE  
Who you callin' a shithead?

BARRY  
We gotta go back to the other side.

EDDIE  
You're NUTS.

A.J.  
What good's that gonna do?

BARRY  
We gotta find out what she is.  
There's gotta be somethin' over there.

A.J.  
I think I'm gonna hurl.

BARRY  
COME ON.

(CONTINUED)

He grabs Eddie, but it's like trying to drag an elephant.

EDDIE  
GET YOUR HANDS OFF ME. I'M NOT GOIN'  
NOWHERE.

BARRY  
All the loot in the warehouse is  
gone.

EDDIE  
WHAT?

BARRY  
You heard me. IT'S ALL GONE.

EDDIE  
WHAT THE HELL DID YOU DO WITH IT?

BARRY  
I DIDN'T DO ANYTHING WITH IT. HER  
SPIDERS TOOK IT.

EDDIE  
YOU STOLE IT.

Eddie grabs him. They fall straight into the huge bath tub filled with water. Barry pulls Eddie out, then, punches him. He's collapses in a heap.

A.J.  
Now I know I'm gonna hurl.

A.J. stumbles to the toilet and hurls. Barry stares at them both with disgust, then rushes from the room.

INT. TRACY'S BEDROOM - NIGHT

Moonlight floods the bedroom where Tracy lies sleeping. Suddenly, there is a quiet, rustling sound.

ANOTHER ANGLE

The walls and floor and ceiling around her are black with spiders. Her bed is like an island.

Silently, into the room moves the woman. She stops at the foot of the bed.

POV WOMAN

The ring on Tracy's finger is glowing.

Nearby on a dresser is a photograph of Barry and Tracy. She stares at it. Rage is in her eyes. The spider legs on her body are longer. They claw the air.

(CONTINUED)

She moves up the side of the bed. The spiders crawl forward.

Tracy turns in her sleep and the cross tattoo becomes visible. The woman stares at it.

She bends close to the sleeping face. She has never looked more like a spider ready to strike.

Tracy's lips are parted. Slowly, the spider woman opens her mouth. Her tongue is just above Tracy's lips. With her razor finger she cuts it. A drop of blood and saliva runs down.

For a moment, it hangs in the air...then, it enters Tracy's mouth. The women are connected by the glistening, bloody strand.

CU TRACY'S FACE

Tracy's breathing grows hard.

DISSOLVE  
TO:

A NIGHTMARE BEGINS

Slowly, she awakens. Silvery mist fills her bedroom.

She sits up.

At the foot of her bed in the moonlight stands a strange and beautiful little girl. Though her eyes are in shadows, they seem to glisten. It's the spider woman as a child.

TRACY

Who are you? What are you doing in  
my house?

The child doesn't answer. Instead, she turns and walks from the room. Tracy gets up and follows.

INT. HALLWAY AND STAIRS - NIGHT

The child seems to drift through the mist down the hallway...to the stairs leading upward.

TRACY

Little girl...wait.

But she doesn't stop.

She walks up the stairs...to the door leading into the attic. She enters and it closes behind her.

Tracy stands at the bottom of the staircase looking up. A dim light comes from the room above. Suddenly, she hears Barry's voice...whispering.

(CONTINUED)

BARRY (O.S.)  
 (echoing whisper)  
 Tracy...Tracy...

TRACY  
 Barry, where are you?

BARRY (O.S.)  
 Up here. Come up.

She walks up the stairs to the door...and opens it.

INT. ATTIC - NIGHT

The attic is filled with webs. Hanging in them are dolls and children's toys. The little girl sits on an old couch. She's holding a large, broken egg. Once more, Tracy hears Barry's voice.

BARRY (O.S.)  
 (echoing whisper)  
 The ring. Look at the ring.

Tracy looks down at her hand. The engagement ring is glowing.

TRACY  
 Where are you? Come out and talk to me.

Suddenly, over the back of the couch crawls a huge spider. On it is Barry's face. His voice comes from its mouth. Tracy freezes. The spider crawls onto the little girl's lap. She continues reading.

BARRY (SPIDER'S VOICE)  
 It belongs to her.  
 (beat)  
 Give her the ring.

The little girl looks up. For the first time Tracy sees her eyes.

As she stares at them, the figure on the couch changes into a full grown woman.

TRACY  
 This is a dream. That's all it is.  
 Just a dream.

BARRY (SPIDER'S VOICE)  
Give her...the ring.

For a moment, Tracy hesitates...then she hardens.

TRACY  
No. It's mine.

(CONTINUED)

Instantly, the woman stands. The spider leaps across the room, knocking Tracy down. It crawls on her chest. She screams.

POV TRACY

The spider's face is inches away.

BARRY (SPIDER'S VOICE)  
GIVE HER THE RING.

TRACY  
(screaming)  
YOU WANT IT, TAKE IT.

Its mouth opens. Tracy shoves her fist straight into it. Instantly...

THE NIGHTMARE ENDS.

INT. TRACY'S BEDROOM - NIGHT

Tracy lurches up in bed. She's covered with sweat. She stares around. The room is empty. There's a terrible taste in her mouth. Turning on the light, she goes in the bathroom.

INT. TRACY'S BATHROOM - NIGHT

She looks in the mirror. Strange sores are on her tongue. After rinsing out her mouth, she goes into the hall.

INT. HALLWAY - NIGHT

TRACY  
Barry?

INT. TRACY'S LIVING ROOM - NIGHT

She looks in the other bedroom. He's not there. Going to a window, she checks the street. The Porsche is gone. Picking up the telephone, she dials his number. All she gets is an answering machine.

BARRY (ON ANSWER MACHINE)  
Hey, you missed me. If you want to leave a message, do it at the beep, or call me at Under City Salvage 998-7650. See ya.

The beep sounds.

TRACY  
(almost in tears)  
Barry, where are you?

Slowly, Tracy hangs up. She feels awful. For a moment, she's dizzy, but it passes. She goes back into the hall...



## INT. HALLWAY AND STAIRS - NIGHT

...and stops. A glistening strand of spider web leads up the staircase. Almost unable to breathe, Tracy follows it...step by step...to the attic door.

Just as in the nightmare, she sees a light in the room beyond. But this time, no voice calls to her. Slowly, she pulls the door open.

## INT. ATTIC - NIGHT

An old lamp is burning beside a moth-eaten couch. On the couch lies a book of fairy tales swathed in spider webs. Terrified, Tracy rushes back down the stairs...

## INT. TRACY'S BEDROOM - NIGHT

In her bedroom, she pulls on jeans and a leather jacket. Then, she rushes out.

## INT. TRACY'S LIVING ROOM - NIGHT

Running through the living room, she opens the front door...and almost screams. The porch is thick with webs.

She rushes through the house to the back door...and pulls it open. Webs are here too.

Returning to the front, she grits her teeth and pushes straight through them.

## INT. TRACY'S BROWNSTONE - NIGHT

When she reaches the street, she brushes herself off and looks behind her. The entire house is covered with webs, but there's not spider in sight.

Going to the Harley she jumps on, kick starts it and rides away.

FADE TO  
BLACK

FADE IN:

## INT. OLD TUNNEL

Darkness.

The only sound is the steady drip of water.

Then, in the distance, the grinding of the salvage truck is heard. Finally, it rolls into view and stops at the entrance into the tunnel leading to the room of the vats. Barry is at the wheel. He sees the broken door. Grabbing a flashlight and a gun, he jumps down and heads toward it.

## INT. ROOM OF THE VATS

As he enters the huge room, he shines his light around. Webs are everywhere. But there are no spiders. He makes his way past the rusting equipment. At the back of the room, he sees the glistening bed of webs and the shrouded body of the subway worker.

Quickly, he drops down into the chemical tunnel and disappears.

## EXT. "CHICAGO STREET" - NIGHT

Barry climbs out of the open manhole into the dead city. Once more, it's night. The moon turns the broken skyscrapers into a shadowy canyon. Shivering, he heads off down the street.

## EXT. "ST. PAUL'S CATHEDRAL" - NIGHT

Finally, he reaches the steps of the great cathedral. For a moment, he hesitates. Then he walks up through the spiral web that leads to the doors.

## INT. "ST. PAUL'S CATHEDRAL" - NIGHT

Brilliant moonlight shines down through the broken roof, making the webs look like ethereal sculptures. Slowly, Barry walks to the front of the church.

He shines his light around, not knowing what he's searching for.

Then, behind the altar he sees something. It's another bed of webs and on it is a human skeleton with a rusting gun. He stares at it.

Then, he notices something else. Behind the bed is the entrance to another web tunnel that leads to a break in the wall. In the strands hang more human bones. Beyond the break he can see moonlight. Stooping down, he pushes through.

## EXT. "ALLEY BEHIND CATHEDRAL" - NIGHT

The web tunnel leads into an alley and then on through a second hole into a strange building on the other side.

## INT. ROOM OF THE CAGES - NIGHT

Barry finds himself in a huge room. All around him are giant cages with thick bars. In front of each one is a video screen and between them is scientific equipment. It's some kind of a laboratory.

(CONTINUED)

As Barry steps farther into the room the screens light up dimly with the words "DANGER--DANGER--SECURITY BREACH--EMERGENCY SOLAR CHARGE FIVE PERCENT."

He walks between the cages. They're all numbered and in each there's something horrible.

The first cage is filled with twisted rock formations. Lying on the floor is a decomposed body. It looks like a young girl, but she has the wings and partial face of a bat.

BARRY

My God...

A computer menu appears on the video screen next to her door, displaying the options: "Bio-tracking, Feeding schedule, Projected Insemination Data and Terminus Instructions."

Barry stares at it, then walks to the next cage.

In this one is a miniature dead forest. On a bed of leaves lies a body shrouded with the wings of a giant butterfly, and the face of a four year old girl. The colors on the wings are still exquisite.

Barry can't comprehend any of it.

The third cage is lined with glass. Once it was filled with water. In it lies the decomposed body of a shark. Projecting from its side is a human skull and arm.

Barry shines his light around the room. There are dozens of cages and all are filled with the remains of human/animal aberrations. He can't stand anymore.

He's just about to leave when he sees a cage filled with spider webs...and the door has been ripped off its hinges.

He shines his light inside. The webs are woven into thick beautiful creations. But there are no remains. He turns to the video screen nearby and touches the option "Bio-tracking".

ANGLE ON VIDEO SCREEN

On the screen appears the face of a man who looks strikingly like Barry, but older. He's haggard, his voice is broken and there is a wound on his neck.

SCIENTIST (ON SCREEN)

Final record. Embryo project 6226.

(beat)

I've created this record and inserted it into the central data bank, though I don't believe anyone will ever see it.

VIDEO MONTAGE BEGINS

## INT. IMAGE THROUGH MICROSCOPE

A strange image appears. It's a long DNA chain as seen through a powerful microscope. The same male voice is heard, but this time it's calm and business-like.

SCIENTIST (V.O.)

Visual record gene splicing, human embryo 6226.

There is a flash of laser light. Portions of the DNA chain are removed and new links are inserted.

SCIENTIST (V.O.) (CONT'D)

New material is 83 percent arachnid,  
17 percent queen bee apis mellifera.  
Designated host womb is number 403.

The image shifts.

## INT. WOMB - TIME LAPSE FOOTAGE - EMBRYO DEVELOPMENT

The engineered embryo is implanted in a womb. With incredible speed, it begins to develop into what appears to be a normal, human, female fetus. Only the tiny fingers are unusual. It grows larger and larger until the gestation is completed.

The image shifts.

## INT. DELIVERY ROOM

The baby is delivered. Its eyes are closed and its tiny

Fingers are like razors. It begins to cry. When its mouth opens, needle teeth appear. The DOCTOR turns the baby over. At the base of its spine are two strange openings.

The image shifts.

## INT. STEEL INCUBATOR

The baby lies asleep in a steel incubator. Its eyes open. Each is a cluster of tiny human eyes.

SCIENTIST (V.O.)

Gestation period of experimental form 6226 has been one week. Shift to habitat will take place immediately. Puberty projected to begin in six weeks. Preparations are ready.

## INT. ROOM OF THE CAGES - SPIDER CAGE

In a huge cage, the strange child continues to develop. She is surrounded with books and dolls. They hang in tiny webs in the air.

(CONTINUED)

## TIME LAPSE

The child grows from three to five years of age. Except for her eyes and fingers, she appears normal. No spider legs are on her body.

## TIME LAPSE ENDS

The cage door opens. The scientist enters. Pushing away the webs, he sits down on the bed. The child crawls on his lap. He picks up a book of fairy tales and begins reading.

A female attendant enters. She begins combing the little girl's hair. The woman is wearing a beautiful, diamond engagement ring.

The little girl stares at the ring. She's fascinated with it. She tries to take it off the woman's hand. The scientist smiles and pulls the child's hands away.

## SCIENTIST (V.O.)

Observation: though 6226 cannot speak, she is highly intelligent and shows remarkable creative abilities. When communication is desired, she utilizes saliva which facilitates limited telepathic transference. Lately she has come to focus on rings. She seems to understand that when a woman wears a ring, it is a symbol for love.

With her finger, the child places a drop of her saliva on the scientist's lips. The man pauses, then nods and smiles at her.

## SCIENTIST (V.O.) (CONT'D)

(continuing)

Her telepathic abilities seem consistent with the hive mentality of the queen bee genetic material which she bears. Her physical strength goes beyond projected arachnid parameters, but her temperament does not indicate a need for increased security. She is a gentle and loving creature.

As the voice continues, the image shifts. The child has become a full-grown, exquisitely beautiful woman. From her back she pulls thick webs. She is shaping them into an egg.

## SCIENTIST (ON SCREEN)

(continuing)

Of all our experimental forms, 6226 holds the greatest potential to answer  
(MORE)

(CONTINUED)

SCIENTIST (ON SCREEN) (CONT'D)  
our current health crisis. She is  
immune to all known human viruses  
and no arachnid or apis mellifera  
diseases affect her. Artificial  
insemination to begin in three weeks.  
Harvesting of new embryonic tissue  
to take place during a projected  
gestation period of two hours.

Suddenly, the screen goes blank. Superimposed on it are the  
words: SECURITY FOOTAGE -- PRIORITY CLEARANCE REQUIRED.

INT. SPIDER CAGE - POV SECURITY CAMERA ON WALL

Once more, the scientist enters the cage. He's carrying a  
blood test kit and a syringe. Pulling up a chair in front  
of the woman he sits down and takes her arm.

He's so busy with his work, that he doesn't notice the way  
she's looking at him. He inserts the needle into her vein  
and draws blood.

When he's finished, he starts to get up, but she takes hold  
of his wrist. He looks at her questioningly. Suddenly,  
with her finger she slices into his forearm, then grabs the  
tube of her own blood, breaks it, and pours it into the wound.  
Then she lets him go.

From behind her on the bed, she takes the fully formed egg  
filled with honey and offers it to him.

Totally shocked, the man stares at her, then rushes out.

SCIENTIST (V.O.)  
(very disturbed)  
Report: Experimental form 6226.  
(beat)  
Tests indicate my blood is normal.  
But something is wrong. I've been  
having powerful hallucinations.  
I've removed myself from research  
activity until further tests are  
completed.

INT. HOSPITAL ROOM

The scientist lies on the bed staring up at the ceiling.

SCIENTIST (V.O.)  
My blood pattern is now 48 percent  
arachnid/apis mellifera. The genetic  
link that creates the hive mentality  
is joining our minds. She controls  
by giving powerful hallucinations.  
I see her face everywhere. She is  
calling to me.

INT. ROOM OF THE CAGES - SECURITY STATION - POV CAMERA ON WALL - NIGHT

Two SECURITY GUARDS sit at a station surrounded by dozens of video monitors tracking the strange semi-human creatures in the cages.

Suddenly, the scientist walks past them. They call to him, but he doesn't answer. The men follow.

When he starts to open the door of the spider cage, they try to stop him. Instantly, he takes them by their throats and, with terrific strength, throws them against the bars. He holds them there until they strangle.

ANGLE INTO SPIDER CAGE

As the woman watches him kill the guards, the beginning of spider legs appear on her body.

INT. SPIDER CAGE

The man enters the cage. Instantly, she comes to him. A bed of webs is ready. They begin to make love.

The image on the video screen changes.

The woman is lying on the bed staring up at the man who stands above her. Her belly is huge. Then, the birthing begins. As the spiders appear, on each is the face of the scientist.

INT. ROOM OF THE CAGES - ANGLE ON SPIDER CAGE - POV SECURITY CAMERA

Suddenly, the cage door is thrown open. The woman stares out into the room as thousands of spiders pour from behind her.

The image vanishes.

The scientist's face reappears on the screen as it was at the beginning, haggard and worn.

SCIENTIST (ON SCREEN)

Final data on experimental form 6226.

(beat)

She mates for life with one male.

All others she destroys after coitus.

The food of her offspring is flesh.

They grow and reproduce independently.

The city is almost dead. What we have created will spread out across

the world. I'm the only one she

keeps alive. The form of her body

is not stable. She's still in metamorphosis.

(MORE)

(CONTINUED)

SCIENTIST (ON SCREEN) (CONT'D)

The changes are triggered by rage.  
Human traces are vanishing. I know  
this because our minds are joined.  
She must be killed. But I couldn't  
do it...even if I knew how.

Abruptly, the video screen goes back to the menu. Barry  
stares at it...then into the cage. For a moment, deep within  
the webs, he sees the ghostly image of the woman's eyes.

Then, he looks down at the gun in his own hand.

EXT. UNDER CITY SALVAGE - NIGHT

Tracy pulls up in front of Under City Salvage and parks the  
motorcycle. The building is dark. Walking up to the door,  
she unlocks it and enters.

INT. UNDER CITY SALVAGE WAREHOUSE - NIGHT

Tracy stares into the moonlit room.

TRACY

Barry...?

There's no answer. She's about to go into the office when  
she sees something. At the back of the room, a ghostly image  
begins to form. It's the woman. But she's like smoke in  
the air.

TRACY (CONT'D)

Who are you? What do you want with  
me?

Suddenly, she looks down at her hand. The diamond ring is  
glowing.

TRACY (CONT'D)

WELL, YOU CAN'T HAVE IT.

(beat)

AND YOU CAN'T HAVE HIM, EITHER.

The form vanishes. Tracy rubs her eyes.

TRACY (CONT'D)

What's happening? I'm goin' crazy.

She walks unsteadily back outside.

EXT. UNDER CITY SALVAGE - NIGHT

Getting on the motorcycle, she rides away.

EXT. TRACY'S MOTORCYCLE RIDING ON CITY STREETS - NIGHT

Fog is everywhere as Tracy begins riding through the city.

(CONTINUED)



Down one street...then another. Each street is more deserted than the last.

POV TRACY - HALLUCINATION BEGINS

Finally, she turns a corner and the whole city is dark.

For a moment, the city grows dark.

In the moonlight, the buildings around her are crumbled and broken and covered with webs. She brakes to a stop and looks up.

Standing on a building high above is the glistening form of the spider woman. The wind begins to blow. Billows of webs flow out from her.

As Tracy stares, the wind begins to blow.

EXT. TOP OF BUILDING - NIGHT

The spider woman gives a strange call and drops into the darkness as though sailing away on the wind.

EXT. STREET BELOW - NIGHT

Tracy begins following. As she rides, the city becomes normal. The buildings aren't crumbled anymore and the lights flash on. Blocks head, the ghostly form flies on her silvery webs.

EXT. CHICAGO STREETS - VARIOUS - NIGHT

As Tracy follows the woman, she sees what's happening on the streets around her. As though answering a call, up from the sewers and pipes flow waves of spiders.

1. They drop from the el tracks.
2. They crawl in the display windows of fashionable stores.
3. They climb up the sides of buildings.

And the wind is blowing harder.

DISSOLVE  
TO:

INT. EDDIE'S PENTHOUSE - LIVING ROOM - NIGHT

A.J. lies sprawled on the floor of the penthouse. Two of the strippers lie asleep on sofas nearby.

ANGLE TOWARD GLASS WALL

Suddenly, outside the glass wall of the living room appears a silvery form surrounded with webs.

EXT. OUTSIDE PENTHOUSE - POV WOMAN - NIGHT

As the woman stares in the room she sees the glowing loot from the dead city.

INT. PENTHOUSE LIVING ROOM - ANGLE ON ELEVATOR DOOR - NIGHT

As she watches, black legs appear in the crack between the elevator doors. Slowly, the doors are pried open. Out of the shaft crawl dozens of spiders. As the doors close, they spread out across the room.

DISSOLVE  
TO:

INT. EDDIE'S BEDROOM - NIGHT

Eddie is lying asleep on the floor of the bedroom. Suddenly, he begins to awaken. There's a bloody wound on his neck, but he doesn't notice.

Three strippers lie on the huge bed. Spiders cover them, feeding. But he doesn't notice them either. A strange look is in his eyes.

He gets up and walks into the living room.

INT. PENTHOUSE LIVING ROOM - NIGHT

A.J. is dead.

He's hanging from the ceiling by web strands around his neck. Spiders cover him. More spiders cover the women on the sofas. But Eddie doesn't see any of it.

POV EDDIE

All he sees is a giant hole broken in the glass wall of the penthouse. Framed in it is a woman who is so beautiful it takes his breath away.

Behind her is a web tunnel leading out into nothing. Woven in it is all the loot that was in the apartment, making it look almost like a tunnel filled with stars.

The woman steps out into the web and turns toward him, beckoning.

As though sleep-walking, Eddie moves through the living room.

He's at the break in the wall and is just about to step out into the web, when the elevator doors slide open.

Into the room rushes Tracy. Instantly, she sees what's happening and yells at him.

(CONTINUED)

TRACY  
EDDIE. NO...!

It's as though he awakens.

EDDIE  
Huh...oh, my God...

He teeters on the edge.

Tracy grabs him and pulls him back. Then she stares out at the woman. But before she can say a word, the woman cuts the web and drops away into the wind.

Suddenly, Eddie starts yelling. He's seen the bodies and the spiders. Tracy turns back into the room. The spiders are moving toward them.

TRACY  
COME ON.

She picks up a chair and fights them off, as she leads him to the elevator.

INT. ELEVATOR

They get inside. The spiders are so close they have to beat them back to get the doors closed. Eddie is SCREAMING.

EDDIE  
OH, GOD, OH, GOD, OH, GOD...

TRACY  
SHUT UP AND PUSH THE BUTTON.

Finally, the doors slide shut and the car begins to drop. They hear scratching. They look up. Black legs appear through a ventilation grid.

EDDIE  
THEY'RE IN THE SHAFT.

TRACY  
NO KIDDING.

They watch the legs moving.

TRACY (CONT'D)  
WHAT HAVE YOU DONE?

EDDIE  
WHAT'RE YOU TALKIN' ABOUT?

She grabs him by the throat.

(CONTINUED)

TRACY  
I SAID, WHAT HAVE YOU DONE? ALL OF  
THIS IS BECAUSE OF YOU AND A.J. AND  
BARRY. YOU SON OF A BITCH, YOU'RE  
GONNA TELL ME EVERYTHING.

Just as the spiders break through the grid, the elevator doors open and they run out into the lobby.

INT. HI-RISE LOBBY - NIGHT

It's filled with spiders. The body of the doorman is covered them. Eddie freezes.

EDDIE  
I CAN'T STAND IT.

TRACY  
TRY A LITTLE HARDER.

Tracy drags him out into the street.

EXT. STREET IN FRONT OF APARTMENT BUILDING - NIGHT

Spiders are everywhere. She shoves him over to her motorcycle. They get on. She kick starts it.

EDDIE  
Where're we goin'?

TRACY  
To find Barry. NOW, START TALKING.

The motorcycle pulls away, crushing a spider under its wheels.

INT. UNDER CITY WAREHOUSE - NIGHT

Barry is in the Under City warehouse.

He's wearing a protective suit and filling a thin plastic water bag with gasoline. When it's full, he seals it and hides it inside the suit over his chest. Then, he tapes something in his left hand. When he's finished, he heads for the open manhole.

INT. LONG, DARK TUNNEL

Carrying a flashlight, Barry climbs down through the long pipe that leads into the tunnels. Suddenly, there's scratching all around him. He shines the light on the walls. Spiders are everywhere. But they don't attack.

Then, floating in the darkness, he sees the woman's eyes.

## INT. SUBWAY ALCOVE

At the bottom of the ladder sits the salvage truck. Spiders cover it. But they move away as he approaches. Getting on, he starts it and drives off into the darkness.

## INT. TUNNEL MONTAGE - NIGHT

Barry roars through the tunnels under Chicago...

1. Down a subway track where a train sits motionless. The inside is filled with spiders.

2. Through a storm drain slopping with water. Spiders crawl along the top.

3. Between pipes spewing billows of steam. On the floor lie the bones of the electrical workers.

## POV BARRY

Ahead, in the distance, Barry sees the eyes.

DISSOLVE  
TO:

## INT. OLD BRICK TUNNEL

Finally, the salvage truck grinds to a stop in the old brick tunnel. Grabbing a flashlight, Barry heads toward the room of the vats.

## INT. ROOM OF THE VATS

Slowly, he makes his way between the stacks of web-covered equipment.

Then, he sees her.

She's standing near the chemical hole. The spider legs that grow out from her sides are hidden in the darkness.

## POV BARRY

Suddenly, Barry's vision fragments. As the images congeal, the woman walks toward him.

She's never looked more beautiful or more horrifying. Her hair seems woven from the webs that stream around her.

They kiss.

Her spider legs...now three feet long...appear and wrap around his body.

The woman's mouth moves to his throat. She bites. A thin trickle of blood runs down. He fights for air.

(CONTINUED)

Then...she pulls away, with blood on her lips. Once more they kiss. She's about to lead him into the tunnel, when he stops her.

BARRY  
(dizzy)  
Call...the spiders.

She looks at him.

BARRY (CONT'D)  
Tell them...to bring everything we stole.

Turning away, she gives the high, eerie call.

EXT. CITY STREETS - MONTAGE - NIGHT

The sound seems to echo through the streets of Chicago. Everywhere, the spiders stop...as though frozen. Then, they turn and crawl back into the sewers and pipes.

DISSOLVE  
TO:

INT. TUNNEL

Carrying flashlights, Tracy and Eddie run through a dark tunnel. Eddie is gasping for breath.

EDDIE  
I gotta stop. I just can't keep  
goin'...like this.

Reluctantly, Tracy slows to a walk. Eddie stumbles along beside her.

TRACY  
Bet you didn't have any trouble  
runnin' when you wanted to get rich.  
Bet you ran your ass off for that.

EDDIE  
(mentally  
disintegrating)  
Hey...tunnel runs...What a monstrous  
idea...Thousands of people down  
here...A buck a lap...And no dangerous  
IV rays to fry the skin.

TRACY  
UV rays.

EDDIE  
Both kinds.

(CONTINUED)

TRACY

And a few spiders to keep everybody movin'.

EDDIE

HEY...SPIDER EXERCISE VIDEOS... Scare the fat right out of you...Couple o' big boogers danglin' down...high speed aerobics ...Fifty-fifty split from dollar one.

TRACY

Do the words "babbling asshole" mean anything to you?

EDDIE

(almost in tears)

Hey, just tryin' to keep...the positive energy flowin'...Tryin' to keep from askin' negative little questions, like...WHAT THE SHIT ARE WE DOIN' DOWN HERE?

TRACY

(mocking)

We're gonna get rich, Eddie. Isn't that what you guys wanted?

BARRY

Not anymore. I just wanta have a nice quiet little garbage business. Friendly cans. A comfortable truck. PLEASE...I'M TELLIN' YOU HE WOULDN'T GO BACK THERE...NOT BY HIMSELF.

TRACY

You're such a lying bastard.

EDDIE

But you saw her. She's not over there.

TRACY

That's where she'll take him.

EDDIE

How do you know?

TRACY

I can feel it. It's in the blood.

Suddenly, they hear a rustling sound behind them. Eddie turns and shines his light toward it.

EDDIE

What the hell's that?

(CONTINUED)

Then, he sees.

POV EDDIE

The entire tunnel is clogged with a moving mass of spiders.

POV TRACY

They're carrying the loot from the dead city. It's like a river of stars.

Eddie shrieks.

EDDIE (CONT'D)  
AAAAAAAGH....

He starts running at incredible speed.

But in a moment, the spiders are on them. Eddie and Tracy are completely covered. They fall to the ground. The dark mass crawls over them as though they weren't there.

Eddie is still SCREAMING.

TRACY  
SHUT UP AND LIE STILL.

When the spiders are gone. They stand up. Eddie is gagging.

EDDIE  
THEY TOUCHED ME. THEIR LEGS WERE  
ALL OVER ME. THAT'S IT. IT'S OVER.  
I'M OUTTA HERE.

Tracy grabs him.

TRACY  
YOU'RE COMIN' OR I'LL KILL YOU MYSELF.

She drags him forward.

INT. OLD TUNNEL

Eddie and Tracy enter the old tunnel. Eddie is half a basket case. They find the salvage truck. She starts to walk past it.

EDDIE  
Wait. Wait. Wait. Wait. Wait.

TRACY  
What now?

EDDIE  
(feverishly)  
We gotta get ready.

(CONTINUED)



From the truck he pulls down two flame throwers.

TRACY

What're those?

He demonstrates. Flame spews out.

EDDIE

Put it on. Put it on.

They strap them on. He pulls out a pistol and sticks it in his pants.

TRACY

How many shots you think it'll take to kill ten million spiders?

EDDIE

You're right, you're right. But havin' it in my pants makes me feel better.

(beat)

Wait, I forgot the protective suits.

TRACY

Keep forgetting'em. Let's go.

EDDIE

But Tracy...

TRACY

I SAID, LET'S GO.

With flame throwers ready, they head toward the door.

INT. ROOM OF THE VATS

As they enter the huge room of the vats, Tracy and Eddie stare at the webs that cover everything.

EDDIE

Oh, God...

They head for the back of the room. They pass the bed of webs with the disintegrating body hanging over it. An arm suddenly falls to the floor.

EDDIE (CONT'D)

I suddenly have to use the bathroom very, very bad. I always get this way around body parts. It started when I found a leg in a dumpster...

TRACY

Shut up and don't look at it.

When they reach the chemical hole Tracy stares down into it.

(CONTINUED)

EDDIE

Tracy wait. You see that stuff?  
It's pure radio active shit. You  
know what it does to the female  
reproductive system? Your babies  
are gonna look like sea monkeys.

TRACY

You first.

With a groan, Eddie eases himself into the hole. She drops  
in behind him.

INT. CHEMICAL TUNNEL

They crawl through the chemical ooze.

DISSOLVE  
TO:

EXT. "CHICAGO STREET" - DARK BEFORE TWILIGHT

Darkness.

A flash of lightning streaks through the sky.

Thunder roars as Eddie and Tracy climb out of the manhole  
into the dead city. An electrical storm has begun, but there  
is no rain.

Tracy shines her flashlight at the broken buildings. She  
sees the giant masses of webs and the trees growing out of  
the cement. For an instant, all the courage drains out of  
her.

TRACY

This...is not a cool place.

EDDIE

No kidding. You wanta go back?

TRACY

Where's the cathedral?

EDDIE

Same as in our city.

They begin walking. Suddenly, they hear a rustling sound  
and from out of the buildings crawl thousands of spiders.

EDDIE (CONT'D)

They're coming. THEY'RE COMING.

The spiders crawl closer.

Tracy blasts the ground with her flame thrower. They pull  
back.

(CONTINUED)

EDDIE (CONT'D)

Please God, get me out of this and  
I'll never laugh at the Orkin man  
again. Never, never, never, never,  
never.

But then, the spiders creep forward. Others dangle from the webs that hang over the street. Eddie points his flame thrower up, but Tracy stops him.

TRACY

Be careful. You want to torch the whole place?

EDDIE

YES. YES.

TRACY

NOT WHILE WE'RE IN IT.

Slowly, they make their way down the street, burning a path as they go.

EXT. "ANOTHER STREET" - DARK BEFORE TWILIGHT

They turn a corner.

Ahead, they see the cathedral. Spiders are thick around it. But when they reach the steps, there's an open path straight into the web tunnel leading up to the doors.

TRACY

She's waiting for us.

EDDIE

Oh, good.

Tracy leads him inside.

INT. "CATHEDRAL" - DARK BEFORE TWILIGHT

Lightning flashes.

Tracy and Eddie shine their flashlights on the pews and the walls and ceiling. Every inch of the cathedral is covered with spiders...except for the center aisle. Eddie is a quivering heap.

EDDIE

(whispering)

Don't...move. Maybe...they  
won't...notice us.

Tracy looks toward the front.

Near the altar, a strange canopy of webs hangs down. Under it, on a bed of webs, lies Barry.

(CONTINUED)

His eyes are closed as though in death. A bloody wound is on his neck.

She rushes up the aisle. The spiders all shift toward them at once.

EDDIE (CONT'D)

Oh...no.

Eddie hurries to follow her.

When Tracy reaches Barry, she grabs him.

TRACY

Barry...

EDDIE

Okay, he's dead. Let's get outta here.

A rasping breath comes from his throat.

TRACY

BARRY...

But there's no other response.

Unstrapping the flame thrower, she sets it on the floor so she can work on him better. On his belt, is a sheath knife. Pulling it out, she starts cutting the webs.

They're very strong.

Suddenly, there's a creaking sound.

EDDIE

LOOK OUT.

Tracy looks up.

With a terrific crash, down through the broken ceiling plunges a gigantic spider. It's legs are ten feet long, but it has the body, arms and head of a woman. The change is complete. Hundreds of smaller spiders drop with her.

Tracy staggers back. She trips and falls.

Spiders cover Eddie.

EDDIE (CONT'D)

AAAAAAGH...

His flame thrower is useless. He shrieks as they cover him with webs.

The spider woman is almost on Tracy.

(CONTINUED)

Tracy crawls away under the pews. More spiders are there, but she barely notices.

#### ANGLE UNDER PEWS

While Tracy struggles and slides from under one pew to the next, the spider woman crawls across the top. Her face, with its needle teeth, peers down. Her legs grope.

With terrific strength, the woman begins ripping the pews from the floor.

Tracy barely escapes. There's only one way to go -- up.

She begins climbing the webs.

Higher and higher.

And the spider woman is right behind.

She grabs Tracy's leg. Her teeth slash into it. Tracy kicks her away.

Finally, they're fifty feet above the floor--near the crucifix of broken glass. As Tracy fights the woman off, she crashes into it.

A jagged shard breaks free. Tracy grabs it. Though it cuts her hands, she wields it like a sword.

She stabs at the spider woman's face...and misses. Then she climbs higher.

A huge leg reaches for her.

She swings the glass. The leg is slashed off. Blood spurts out. The woman shrieks. But the glass has cut through the webs that are holding Tracy. She falls a dozen feet.

More webs catch her.

Spiders are crawling up. The woman is coming down from above.

Tracy jabs and slashes. Another of the huge legs is cut off. Tracy is covered with blood. But the spider woman doesn't stop.

She's almost on her.

Tracy swings the glass. Once more the web is cut. This time Tracy falls all the way to the floor. She lands--and is knocked unconscious.

Spiders crawl over her.

The woman drops down. She lowers herself onto Tracy's body.

(CONTINUED)

Picking up Tracy's hand, she removes the ring, and puts it on her own finger.

Crawling over to where Barry lies, she lowers herself onto him.

She places her mouth over the wound on his neck. Slowly, he awakens. They kiss. But then, he sees the ring. He looks down and sees Tracy on the floor.

Barry starts screaming. He grabs the woman's throat, trying to strangle her.

With her razor claws, she shreds the protective suit on his chest. The plastic bag breaks and the gasoline gushes out on both of them.

The spider woman pulls away and stares at herself.

Then, his other hand comes up. A lighter is taped in it.

He's ready to hit the spark that will burn them both. She sees and rips it away. It falls to the floor.

Suddenly, the spider woman lurches and a horrible look comes to her face. From out of her chest protrudes a jagged point of glass.

With a scream she turns.

Tracy has impaled her. As she stands looking down, her face has changed.

CU TRACY'S FACE

Her eyes are multi-faceted, just like the woman's.

TRACY

You gave me your blood.

With terrific strength, she pulls out the shard of glass and strikes again.

Finally, the woman crawls away...behind the altar to the webs that hold the human skeleton.

Here, she lies dying. From everywhere, the smaller spiders crawl toward her.

Quickly, Tracy cuts Barry free. They're about to rush out of the church when they hear an eerie call.

Tracy walks through the spiders to where the woman is lying. Their eyes meet. The longer Tracy stares, the more she's filled with strange emotions.

(CONTINUED)

TRACY (CONT'D)  
(whisper)  
Why did you call me here?

No answer.

TRACY (CONT'D)  
You wanted me to kill you.

No answer.

TRACY (CONT'D)  
Why...did you need the ring?

The woman continues staring at her.

Nearby on the floor is the lighter. In great pain, the woman crawls to it...picks it up...and strikes the spark. Her body bursts into flame. The spiders and the webs around her begin to burn.

As the flames leap up, Tracy's eyes grow wide.

POV TRACY

Suddenly, from out of the burning body of the spider woman rises a spirit of incredible beauty. It's a young woman. Her eyes are not multi-faceted and her fingers are not claws.

She turns and looks at Tracy.

Then, from the darkness appears another form. It's a man who looks like Barry, but is older. The apparition reaches out his hand. The young woman takes it. In his other hand, he holds an egg filled with honey. She touches his face. On her finger, is the ring. Together they turn...and vanish away.

Tears are in Tracy's eyes.

Strangely, her eyes are no longer multi-faceted. Suddenly, she's in pain. She turns back to Barry. He's in pain too.

TRACY (CONT'D)  
The blood is dying.

The church is on fire.

Together, they run back down the center aisle. As they pass where Eddie's lying, they hear a mumble. He isn't dead. Tracy cuts him free.

The fire is spreading.

They run out of the church.

EXT. "CATHEDRAL" - DARK BEFORE TWILIGHT

Fire leaps out onto the webs that fill the street. The city begins to burn.

EXT. "STREET AT MANHOLE"

As Barry, Tracy and Eddie rush toward the open manhole, burning webs break free from the skyscrapers and sail through the air.

They climb down into the tunnels.

INT. "TUNNELS" - VARIOUS

They run down a web-filled subway track. The glow of fire is behind them.

Finally, they reach the hole that leads into the room of the vats.

INT. ROOM OF THE VATS

They crawl through...and run out between the equipment...to the broken door.

INT. OLD TUNNEL

In the old tunnel, they jump on the salvage truck and drive away.

INT. ROOM OF THE VATS

The fire reaches the chemical hole. It erupts.

Then it races onto the webs that cover the vats. With a tremendous roar, the whole room explodes. The passage between the dimensions is closed.

INT. ANOTHER TUNNEL

As Barry drives, they feel the blast behind them. When it's over, he stops and grips the wheel...then leans his face on his hands.

FADE TO  
BLACK:

FADE IN:

INT. ST. PAUL'S CATHEDRAL - DAY

A small group has gathered at the front of St. Paul's Cathedral to celebrate a simple wedding. Tracy and Barry are the bride and groom. Eddie is the best man.

The vows have concluded.

(CONTINUED)



Barry lifts Tracy's veil and they kiss. On her hand, she wears a new, much smaller diamond ring.

As Tracy holds Barry, her eyes open and she looks up.

CU HER EYES

For an instant, they become multi-faceted.

POV TRACY

High above, she sees a ghostly form dancing in webs.

Then, it fades in the sunlight...and is gone.

FADE OUT.

THE END