SOMEWHERE BETWEEN HEAVEN AND HELL

treatment for the screenplay by

Richard Alfieri

registered WGA

Charles Hensley Productions, Inc.

"Just think of us as people on a specialized diet." – Sky Wheelright

FADE IN:

Downtown Los Angeles. The POUNDING RHYTHM of a rock tune pulses though the night like a heartbeat as CAMERA PUSHES IN to the entrance of a posh club, Extremities. Inside, the club band, Crush, is playing onstage, and the crowd is gyrating to the tune:

And maybe we got lost, somewhere in between
Heaven and Hellfire it seems
And maybe we're not and maybe we got
A little bit of sunshine

CAMERA TRACKS through the crowd to find Grace, an elegant blonde in her late twenties. She moves to the music, but seems distracted, on edge. She glances across the room to see a distinguished man in his forties, OROZCO, watching her. Then CAMERA PANS from Orozco to a handsome young man, late twenties, SKY, who is watching Orozco watching Grace. Grace suddenly notices Sky and grows alarmed. As their eyes meet, she turns and rushes from the dance floor and into the arms of MIKE, handsome, thirties, an ex-cop working security for the club. Mike is aware of Grace's distress and asks if she needs help. She says someone's stalking her. He escorts her outside.

Grace tells Mike she's running from someone, a Dr. Vinson – a man she says murdered his wife. Mike remembers the news story from a few days earlier. Dr. Vinson's wife was found tied to a tree, burned to ashes in a secluded L.A. park. Mike asks Grace why Dr. Vinson would want to hurt her. She says, "I know too much." Mike asks Grace if she'd like to go home with him – for protection. She accepts his invitation.

Later that night, in Mike's bedroom, they make love.

The following morning Mike reads a newspaper story stating that Dr. Vinson's receptionist is being sought in the murder of his wife. There's a picture of the receptionist. It is … Grace. Mike shows Grace the story and the photo and calculates her reaction. She seems genuinely shocked – and asserts her innocence. She asks if Mike believes her. He says he does. He agrees to get her out of Los Angeles.

Mike takes Grace on the night train to Santa Barbara. On the train Mike runs into a handsome, affable young man – the same young man who was watching Grace at the club -- who introduces himself as Schuyler Wheelright III, but asks Mike to call him "Sky." Sky tells Mike he's going to Santa Barbara "on business."

Grace sees Sky, their eyes lock in hatred. Alone with Mike, Grace warns him that Sky is a former boyfriend who abused her. He wants her back – to punish her for leaving him to have an affair with Dr. Vinson. She's afraid that, in retaliation, he'll tell the police of her whereabouts.

Back in Los Angeles, police are investigating the murder of Dr. Vinson's wife, Cara. Under interrogation, Vinson claims to know nothing about it. But the cops are aware that he was having an affair with Grace. Police suggest he murdered his wife to get her out of the way. Vinson tells police he didn't have to kill his wife simply because he was having an affair – and if he *had* killed her, *he'd* be missing – not Grace. Besides, he has an airtight alibi for the night Cara disappeared. Alone, the cops grumble that forensics can't nail down the time of the crime due to lack of evidence because of the complete disintegration of the body.

Strange thing about the crime: Cara Vinson's body was chained to a tree, burned to ashes, but the tree was not burned, not even singed – nor was the grass under her body. The coroner is baffled.

Police don't have enough evidence to arrest Vinson, and he's released.

In Santa Barbara, Mike begins to fall deeply in love with Grace. When they go out, she never eats. Prefers going out at night.

One evening when Mike is walking alone, Sky pretends to run into him again. Mike threatens him – tells him he knows that he's stalking Grace, that he had abused her. Sky laughs, removes his shirt, and shows Mike an ugly scar running from his left armpit to his abdomen. Sky says, *"I* was the victim in that relationship. See what your delicate flower did to me."

What really happened is revealed incrementally in FLASHBACK throughout: Dr. Vinson, an "authentic", was married to a "vamp," Cara, who encouraged him to develop a very sophisticated medicine – kind of a super sunblock – that would allow her to walk in sunlight. Word of this potion spread through the vamp community, but Cara did not want to share it because it contained a natural ingredient in short supply. This made her the obvious target of other vamps, and she lived in fear. Dr. Vinson meets and hires a beautiful young receptionist, Grace, who seduces him. He falls madly in love with her, she reveals that she is also a vamp. He agrees to share some of the potion with her. Grace convinces Vinson to give his wife a false potion so that Grace can have her share. Vinson worries that it will Cara, but Grace assures him that if his wife goes out in daylight without protection, she will recognize the dangerous effects before they can harm her. So Vinson gives the potion to Grace and a placebo to his wife. As Grace predicted, Cara begins to feel ill as she begins to exit the house. She complains to her husband that the potion isn't working. He tells her that perhaps she's developing an immunity to it – and that he will work to develop a stronger

formula. Three days later she's found burned to ashes at the base of a tree – the victim of assassination by sunlight.

Dr. Vinson arrives in Santa Barbara looking for Grace. He sees her talking to the distinguished man from the club -- Orozco. As Vinson approaches, she looks up, incredulous. Orozco assesses Vinson curiously and exits. Vinson takes Grace by the wrist and accuses her of theft – and murder. He demands that she return what she stole from him. She tells him that she took only what was hers – and warns him that if he doesn't leave her alone, she'll talk to the police. He laughs, tells her she wouldn't dare. She warns him to leave her alone: "You know the consequences," she says menacingly. He tells her she has much more to lose than he does. "Really?" she asks. "What's more valuable than your life?" He answers, "If I die, where does that leave you?" She replies, "Above ground," and exits.

CAMERA PANS to Sky watching from a distance, then FOLLOWS as he turns and walks away. He passes another young man on the street and asks him for a light. As the man reaches into his pocket, Sky quickly grabs him by the throat, lifts him easily with one hand and punctures his neck. As blood gushes from his carotid artery, Sky reaches forward yearningly with an open mouth, and CUT TO:

Grace and Mike are making love in their hotel room, when she suddenly rises – as if called – and begins dressing. Mike looks on, confused, as she does. Grace tells him she has to go -- and rushes out of the room.

Grace approaches the spot where Sky killed the man, inhales deeply, then locates the body. She finds it cast aside in the bushes, quickly kneels beside it, and finds the neck wound. But there is no bleeding – the body is white, shriveled, drained. She hears laughter and turns to see Sky standing behind her: "Sorry, I ate the whole thing. I knew the scent would draw you out," he says. She rises and verbally attacks Sky for his greed. He tells her to find her own prey. Or is she getting too squeamish for a kill? Has she spent so much time with authentics that she now thinks she *is* one? She asks him what he wants from her. He says, "You know -- the formula." She replies that that's hers, and she'll never share it. He tells her he saw her talking with Orozco. Is she sharing it with him? Why? "I like Orozco," she tells him. "You like what he can do for you," he responds. He smiles and touches her cheek with, "But remember, there are certain things I can do that he can't." He reaches forward and kisses her. She doesn't resist, but responds, "That was over ages ago. It's all about survival now." As she turns to go, Sky speaks, Grace stops and listens: "I want more than survival. I want to feel the sun on my skin without fear. I want to swim through the ocean on a cloudless day, run across hot sand, touch a warm skin, inhale the light." She seems momentarily affected, then hardens her face, tells him he's a child – and exits.

As Grace approaches the hotel, she sees a well-dressed man exiting a car in a secluded spot. She considers, takes a deep breath, approaches him, and asks for directions. He turns to her, obviously delighted by her beauty, then points and beings speaking. As he does, Grace deftly drives a sharp finger nail into the man's carotid artery. The man turns in shock and touches his neck to feel blood spurting from it. Then, with one dismayed look at Grace, he slumps at her feet. She falls to her knees beside him and begins feeding.

Grace enters the hotel room as Mike is exiting. "I was so worried about you," he tells her, then takes her in his arms and kisses her before she can resist. He pulls back, tastes the blood on his lips and spots it on the corner of her lips. "You're bleeding!" he says. "Did he hurt you?" "Yes," she says. "The little bastard! Where is he?" Mike demands. "No, not Sky – Vinson. He followed me here." Mike asks where he's staying. "I don't know," she says, "he was waiting downstairs for me." "But you ran out of here," he responds. Grace says, "I had a premonition. If I hadn't left, he might have come up and hurt you. He killed his wife. He's capable of anything."

The following morning, Santa Barbara is abuzz with the news of two mysterious, grisly, and similar murders – two men killed by puncture wounds to their necks, drained of most of their blood, but almost no blood evident at the crime scene. Mike and Grace read the paper at a sidewalk café. Grace is elegant, basking in sunlight, more beautiful than ever. Mike eats, she doesn't. He's astonished that one of the murders occurred just outside the hotel – with the estimated time of death close to the time Grace was returning. "Oh my God," she says with feigned concern, "to think I was that close to danger." As Mike continues to talk about the murders, Grace grows impatient. "Let's not go on about it – people die every day. It's simply the final biological function." Mike looks up, surprised at her callousness. She realizes and makes a sensitive adjustment with, "I mean, I just hate seeing you so upset."

Mike and Grace return to the hotel room to find it has been turned upside down. Grace rushes to her luggage, finds something missing. She then searches further, in a hidden compartment, and is relieved to find a small leather cask. "Anything missing?" he asks her. Nothing valuable, she says with satisfaction. Her mind conjures an image, and she smiles. As Mike phones the desk, she tells him she's afraid Vinson will harm her -- could they travel farther up the coast? He agrees.

In his hotel room, Sky, looking buff and hunky in a Speedo, is eagerly reading the label on a vial from a leather cast – a cask almost identical to the one Grace recovered in her hotel room. "One dab to the forehead," he reads aloud, then touches his finger to the liquid and applies it above his brow. As he does, a glow spreads over the skin of his entire body. A MALE VOICE is audible beside him, and FRAME WIDENS to include LITTLE AUGIE, short, skinny, geeky, wearing baggy swim trunks. "Wow!" he says, then follows Sky's lead and dabs a drop of

the lotion to his forehead as he speaks nonstop, “Man, look at that! It’s so great to see you! – God, I love this town – Boy, was I surprised to hear from you -- I thought you never wanted to see me again.” Sky responds with feigned surprise, “What made you think that?” Augie responds, “You *told* me -- you never wanted to see me again. In Budapest. Remember?” Sky: “Oh yeah, that was just a figure of speech. And I had just drained that drunk gypsy. I wasn’t myself.” Augie says aw, that’s OK – and now what? Sky reads the label on the bottle – “Wait one minute before entering sunlight, effective for 12 hours.” CUT TO:

Mike finds Dr. Vinson in his hotel room and punches him out. He tells Vinson to leave Grace alone – the police may not charge him but Mike will kill him if he touches her again. Vinson asks what he’s talking about. Mike tells him her lip was bloodied when she came in last night. Dr. Vinson laughs, tells Mike he didn’t realize how stupid he was. “What are you talking about?” Mike asks belligerently. Vinson replies, “How long have you known her?” Mike replies none of his goddamn business. Vinson: “Couldn’t be more than two days. Have you ever seen her eat anything in those two days?” Mike considers, then, “No, but so what?” Vinson replies with a smirk, “A person has to eat… that is, if she *is* a person.” Off Mike’s puzzled expression, CUT TO:

Sky and Augie are ready to exit their beach-front hotel room, when Sky’s cell phone rings. He tells Augie to go on ahead, he’ll catch up with him. Augie hesitates with, “I’ll wait.” Sky tells him to go on, this is a private call. “You sure it’s OK?” Augie asks nervously. Sky replies, “You think I’d risk our lives?!” As Augie considers, Sky urges him out the door with, “I’m right behind you,” and Augie turns and exits. HOLD ON Sky watching after him with a cunning expression and CUT TO:

Augie exits the shadows of the hotel corridor and enters broad sunlight, then watches with wonder as sunlight falls on his skin – with no adverse effect! It makes him giddy. He raises his arms and spins, bathing in the sun’s rays, then runs exuberantly across the sandy beach to the shoreline. He kicks the breakers like a child, then falls back on the sand, letting the sun and waves wash over his body. Fun! For a few moments. Then, suddenly, Augie’s skin beings to swell, then blister. He feels the pain and looks at his body in shock as it grows hideously deformed with sores and blisters. He cries out, “Sky!!!”, then rises and runs back toward the hotel room as beachgoers SHOUT and stare in shock.

In the room, Sky hears Augie SCREAM his name and freezes at the realization -- his experiment has failed, his guinea pig has been sacrificed, Grace has outwitted him.

That night, Mike asks Grace if she would like to leave for Carmel. She says she would, but she has one thing to do first. Mike tells her not to see Vinson. She says she would never do that. “Have something to eat with me first?” he asks.

She demurs. He tells her he realized he's never seen her eat. She tells him she rarely eats when she's in love -- then kisses him, and exits.

Grace meets with Orozco, who tells her he has bad news – their chemist cannot replicate the formula. It seems Dr. Vinson has incorporated a new technology into the recipe – an anti-replication chemical that disguises the identities of the molecules. Grace is stunned. "I have only enough formula for five more days," she says. "Four," he reminds her. "You gave me one." "I'd like it back, please," she asks sweetly. He scoffs, "Save it for the authentic. Your charms are lost on me." He rises to exit. Grace: "You're not going to help me?" "Why should I," he replies coldly. "You slept with an authentic for profit, killed his wife – one of your own kind! -- " Grace interjects, "I didn't!" but Orozco continues, "And then abandoned him and stole his property with no guarantee of long-term success. You're an impulsive, selfish girl. I don't consider you to be a worthy associate." Grace hisses, "You bastard! Everything I know I learned from you." Orozco replies calmly, "Oh, there are a few things I didn't teach you." As he turns she calls after him, "I'm not even sure I believe you about the formula." He replies, "Distrust is always a wise policy," – and exits.

Mike hears a knock at the hotel door and rushes to answer it, saying, "Grace, I was getting worried…," as he opens the door. But it's not Grace – it's Sky standing in the doorway with a smile on his face. "Oh, sorry to disappoint you," he says, "it's not your little honey." Mike asks him what he wants. Sky tells him he has something to show him – more of his darling's handiwork. With that he pulls a small man covered in clothes and a hat into the doorway, then rips the hat from his head. It's Augie, his face hideously deformed by burns and sores, his hair almost completely gone. He looks shocked and confused. Mike recoils in horror, and CUT TO:

Grace returns to the hotel to find Mike troubled, angry. He confronts her about Sky and Augie – tells her Sky claims she threw acid at Sky and it hit Augie instead, burning his face, torso, and hands. Grace is distracted, impatient -- tells Mike she overestimated his intelligence if he believed a sociopath like Sky and an idiot like Augie: "They were probably planning some rude surprise for me, and it blew up in their faces. What a fool you are." Mike is hurt; Grace relents. She kisses Mike, fondles him, and his anger subsides. He reminds her that they have tickets for the night train to Carmel that evening – does she still want to go? She says she does, but she has one thing to do first. She'll meet him at the train station at 8 PM. Before Mike can object, she's gone.

Dr. Vinson sits alone in the dark in his hotel room in the hills overlooking Santa Barbara harbour. A knock at the door. He smiles – expectations confirmed – and goes to the door. It's Grace. She asks if she can enter, he nods, lets her in – then closes the door and assesses her carefully. Grace is in sweet, seductive mode. She tells him she's missed him, wanted to come back to him, but was

afraid he'd be angry at her for taking the formula. He responds, "Why would I be angry at you for stealing from me – and killing my wife."

Grace: *You* did that –
Vinson: Why would I? To be with *you*, precious? Don't overestimate yourself. I've had affairs before without killing my wife.

He tells her not to taint reality with her warped perspective. Grace then tries the physical approach – kisses and caresses him, tells him she missed more that she ever thought she could. He reciprocates by kissing her and roughly squeezing her breasts, hiking up her skirt – but part of him remains wary, detached. After a moment of passion he stops and pushes her away. "So what do you want?" he asks. "I want to come back to you," she replies. "To me – or to the formula?" Grace responds that, really, his intelligence is part of his attraction to her, and it's his intelligence that makes him a great scientist, so why should he be insulted if she's drawn to the products of his intelligence? – after all, they're part of him. Vinson laughs at her rationalization, tells her she's a greedy child with no conscience, no ethics, no morals. Graces smiles seductively. "*Your* child," she says, and, as she removes her dress she whispers, "do me, Daddy." As he begins undressing himself and walking toward her, CUT TO:

Mike, with his carry-on and Grace's shoulder bag beside him, stands on the platform of the Santa Barbara train station as the night train to Carmel pulls in. He turns in vain to look for Grace and feels suddenly foolish. How could he have trusted her? Then, just when he is about to abandon all hope, he hears the CLICK of heels on pavement and sees Grace rushing toward him. She smiles and embraces him as she arrives. Mike takes the bags, and they dash aboard the train and seat themselves. As they do, Grace eyes her shoulder bag, then tells Mike she needs to freshen up. She takes the bag and heads to the end of car. Mike draws a deep breath of relief, and, a moment later, the train begins to lurch out of the station. Mike looks out of the window to see a familiar figure – Grace, carrying her shoulder bag, walking away from the train toward the parking lot.

Mike sees his face reflected back in the train window, then another appears beside it. It's Sky, who utters, "That conniving bitch!" As Mike turns to him he continues, "I warned you about her." Mike asks him what he's doing there, Sky responds, "Following her, of course. She has something of mine. Something valuable." Mike asks a passing conductor what the next stop is; "San Luis Obispo," he replies, "Forty-five minutes." As the conductor leaves, Sky reassures Mike, "Don't worry – I'll find her. I always find her." Mike asks Sky what Grace stole from him. "Oh, so many things, but, most importantly, my future." Sky sees Mike's quizzical expression and elaborates: He and Grace were having an affair while Sky was collaborating with Dr. Vinson on the development of a formula to prolong youth – a super-strength anti-oxidant. It will be worth a fortune on the open market. Grace wasn't content to have a share of Sky's share, so she

seduced Vinson, who fell in love with her and reneged on his agreement with Sky. Mike adds that he also murdered his wife. "No," Sky replies, "Grace murdered his wife." Mike asks Sky how he knows. Before he can respond, Augie – with most of body covered in coat and hat, but still hideous – appears in the aisle beside them. He complains to Sky, "Gee, Sky, I'm hungry." Sky reprimands Augie, "I told you to wear the scarf around your face! You're going to scare the crap out of everyone and get yourself thrown off this train." Augie sulks, adjusts his scarf, and walks back to the adjoining car." Sky turns to Mike. "See what I mean? If she'd do that to a guy, what's a little murder?" As Sky exits, Mike turns back to the passing lights and his reflection in the pane. He catches his eyes in the glass and mutters, "Stupid ass."

CAMERA FOLLOWS a Maserati as it whizzes through the night heading south on the 101 toward Los Angeles. CAMERA PUSHES IN to the window of the car to find: Vinson driving, Grace curled up beside him with her head on his shoulder, her arms wrapped around his right arm. He takes his eyes off the road for a moment to glance down at her with satisfaction.

Back on the train, Sky approaches an attractive young woman standing on the open platform outside the observation car. He tells her it's a beautiful night; she agrees. He tells her she's lovely; she tells him her boyfriend's in the next car. He tells her that love conquers proximity; she's intrigued. He points to a star, and she cranes her head to find it. Sky swiftly punctures her neck. Before she can scream, she's dead. And before she can bleed, Sky is feeding from her wound. Augie appears beside him, trying to get a piece of the action. Sky holds him off and looks up, incensed, blood dripping from his mouth, "After me, you worm!" Augie backs off in fear, and, as Sky continues feeding, CUT TO:

The Maserati pulls into the driveway of a mansion in Beverly Hills. Vinson and Grace exit the car.

As Grace and Vinson walk toward the bedroom, they begin to kiss and grope. They strip their clothing from one another until, finally, by the time they reach the bed, they fall into it stark naked. They fuck passionately, and, CUT TO:

Sky and Augie exit the train in San Luis Obispo. Sky looks better than ever after feeding – and even Augie looks a little… well, less disgusting. Sky glances down the platform to see Mike stepping from the next car. He calls to Mike, asks him if he wants to rent a car back to LA. Mike looks at Augie and hesitates. Sky sees this and says, "Don't worry, Augie will sit in back. Besides, you'll need my help if you want to get to Grace – I know where she is." Mike replies that he doesn't care – he's through with her -- and turns away. But:

Later, CAMERA FOLLOWS a Bentley speeding toward Los Angeles. CAMERA PUSHES in to the window to find Sky driving, Mike in the passenger seat, and

Augie in the back. Mike tells Sky he didn't know car-rental companies rented Bentleys. Sky smiles.

Later that night, Grace lies naked in bed – but no one lies beside her. Suddenly the lights are turned on, and she awakens in shock to see Vinson and two cops standing over the bed. She pulls the sheet up over her breasts as one of the cops states, "Grace Landry, you are under arrest for the murder of Cara Vinson. You have the right…" As he continues, Grace looks at Vinson with an expression of shock and betrayal – and he stares back in anger and contempt.

As Grace is led from the house in handcuffs, Sky, Mike, and Augie watch unseen from their car parked some distance away. Sky says, "I could have predicted that." Augie: "Bitch deserves everything she gets." As Mike bristles, Sky responds, "Augie, you're being insensitive. Mike still has feelings for her." Mike replies with an unconvincing, "Who could have feelings for a whoring, two-timing slut." Sky sighs with understanding, "I know. But it's possible to entertain conflicting emotions. It's almost a requirement with Grace. Even when you hate her you want to fuck her. Where can I drop you?"

Sky and Augie drop Mike at his apartment building in Silver Lake.

Grace is booked and placed in the L.A. County Jail.

Orozco meets with his vamp CHEMIST to discuss the formula. The chemist tells him he can't replicate the formula until he first has the unlocking information for the anti-replication chemical that camouflages the sunblock formula. Orozco assures him that he'll get the information from Vinson. Unseen by them, Sky overhears the conversation.

That night, at Extremities, Sky shares his information with Mike, who tells Sky he's not interested in any of this anymore. Appealing to human emotion, Sky tells Mike that Orozco will make a deal with Vinson – and Grace will die in jail. Vinson knows it and welcomes it – it will clear him and avoid the inconvenient disclosures of a public trial. Mike asks how Sky knows Grace will die. "She's… different," Sky says, "more, shall we say, sensitive, than you. She has trouble with things that people accept and adapt to." "Like what?" Mike asks. Sky tells him: "Sunlight, regular food, even loud noises. Grace is a creature of the night. She'll die within two days. Go visit her. You'll see." Mike tells him he doesn't give a damn – but his line reading is unconvincing. As Sky exits, Mike calls after him, "Why do you care so much? I thought you hated her." Sky replies enigmatically, "Hate – that's just love on a bad day. Besides, Grace and I have mutual interests."

Grace lies in her jail cell looking drained, wasted, when she's informed that she has a visitor. She is walked to a visiting booth to see Mike sitting through the pane of glass. They speak by telephone. He tells her she looks terrible – are

they mistreating her? She says this is how she looks without perks – he should remember her this way so he won't miss her. "I'll miss you no matter how you look," he confesses. She seems moved. He asks her how she could have abandoned him to be with Vinson. She tells him it was a purely pragmatic decision. "I have no feelings for him. But he has something I need." "Money?" Mike asks bitterly. Grace laughs ruefully, then: "If only it were that simple."

Later that night, Grace -- weak, dissipated – is lying alone in her cell, when she hears her name. She looks up to see Sky's face smiling down on her through the bars of her narrow cell window. "Did you come here to gloat?" she asks. "Well, yes, it's irresistible," he responds, "but I also came to help you, too." Grace: "If you want to help me, get me a decent lawyer." "Lawyer?!" Sky replies, "you'll be dead before a lawyer can do anything for you. I've got something much better than a lawyer." Grace looks up hopefully – "What?" "A guard," Sky says, and proudly holds a fresh kill up to the cell window – a dead security guard, his head listing to one side. With new-found strength, Grace leaps to the window as Sky punctures the guard's neck so she can feed. He watches with some satisfaction and cautions her, "Slow down, you greedy bitch, you don't want to puke it all up." DISSOLVE TO:

Grace, now rejuvenated, takes Sky's hands through the bars of the cell, takes a deep breath, and transmigrates through the window and, CUT TO:

Sky drives Grace away from downtown LA in his latest stolen car. Augie sits in the back seat looking sullen – and staring daggers at Grace -- but, physically, a little better. He starts bitching at Grace for trying to kill him with the fake formula, but she immediately and viciously slaps him back into the corner of the back seat and reminds him that the fake formula was intended for Sky -- and would have been just punishment for Sky's attempt to steal the formula from her. Sky says, "And *your* just punishment for being a selfish, mercenary, homicidal bitch is a murder charge." Grace asks Sky where he's taking her. "My place," he replies. She tells him she knows the only reason he helped her was to get his hands on the formula. "Of course," he replies. "Think I have any lingering interest in your 200-year-old ass?"

The car pulls up to a house in the Hollywood Hills. As Grace and Sky exit the house, the front door opens to reveal – Mike. Grace sees him and runs into his arms. As they embrace, CUT TO Sky and Augie watching with barely-concealed nausea.

Later, the four sit and discuss their options. Grace and Sky are obsessed with getting the formula from Dr. Vinson – before he can make a deal with Orozco. Mike is astounded by their distorted priorities – Grace should get the hell out of town to avoid being rearrested. Sky looks at Mike impatiently, then at Grace with, "You've got to tell him." "Not now," Grace replies. "Tell me what?" Mike asks. Sky says to Grace: "Come on, he's too ignorant to be of any use to us."

Grace replies angrily, “I don’t want to lose him!” “So *turn* him!” Sky shouts. Grace responds adamantly, “No! You think I want another *you* in my life?” Mike demands to know what the hell they’re talking about. Sky replies, “Nothing. Stardust and unicorns. Go live in fairy land as long as you can.” Grace tells Mike she’s tired and would like to go to bed. As Mike embraces her, DISSOLVE TO:

Mike and Grace make love. She falls asleep in his arms. He tenderly places her head against a pillow, watches her for a moment, then exits the room.

Mike enters the garden behind the house and sees Sky, who stands alone, looking out at the lights of Los Angeles. Mike approaches Sky and asks him what’s different about Grace – about all of them. Without initially using the word, Sky discusses being a vamp – and turning an authentic into a vamp. Still incredulous, Mike asks Sky how he has not become a vamp after making love to Grace. Sky tells him that’s Grace’s choice. She can feed by killing – or she can feed and make a vampire:

Sky: It’s a feed that doesn’t kill – and blood from the host must enter the bloodstream of the prey. Sounds a little messy, but so does eating or having sex when you talk about it.
Mike: You make it sound like fun.
Sky: It is – if you consider living forever and never having to shop or cook food fun.
Mike: ‘Course, there’s the whole murdering people part.
Sky: Instead of just cows and chickens – yeah, I see your point… sissy boy.
Mike: So why hasn’t she changed *me*?

Sky tells Mike that Grace’s decision not to turn him is a sign of true love, something rare among their breed. Mike scoffs, tells him the whole thing’s fantastic, and begins to exit, but Sky calls after him. He tells Mike to hold up a mirror to Grace’s face while she sleeps -- and consider the image.

Mike holds a mirror to Grace’s face while she sleeps and looks into the glass – there is no image. He drops the mirror in shock. It shatters on the floor, and Grace awakens. She can tell from the look on Mike’s face that he now knows.

Vinson is preparing for bed with cable news droning in the background. He hears Grace’s name and turns up the volume to hear a story about Grace’s escape from the county jail – and the death of a guard. He is instantly alarmed, then hears the doorbell ring. He approaches the front door with trepidation and looks through the peep hole – it is Orozco, who smiles and reassures Vinson that he means him no harm; he simply has a business proposition to discuss with him.

As Vinson ushers him in, Orozco asks him if he knows who he is. Vinson answers, “You turned Grace.” “And your wife,” Orozco adds. Vinson replies, “A dubious achievement.” Orozco: “An act performed in a moment of weakness. But she was very sweet then – a few hundred years ago. Time isn’t kind to some of us.” Vinson reminds him, “She was also very beautiful until she died.” Orozco: “No longer sweet, but, yes, the shell was still beautiful – with a little help from those she was able to manipulate – including you.”

Speaking of which, Orozco says, he would like the formula. “In exchange for…?” Vinson asks. “Your life,” Orozco replies. Vinson tells Orozco that the only way he can maintain his life is to hang on to the formula. Orozco tells him that’s a misconception based on human logic – which often fails humans and always fails vamps. “You have something I need, you’ve manipulated the formula so it can’t be duplicated, so you assume I’ll keep you alive to get it. But perhaps it would give me more satisfaction – even though against my best interests – to kill you for denying me it. That’s not logical to a human, but it is to an animal.” OFF Vinson , CUT TO:

Mike rushes to his car in the driveway of the Hollywood Hills house. As he enters the car and starts the ignition, Grace, in fast-mo, appears in the doorway. Unseen by Mike, she watches sadly as his car disappears down the hillside, and CUT TO:

Vinson tells Orozco he doesn’t believe him – he knows Orozco would rather have the formula than kill him. Orozco says, “Try me.” Vinson sees the deadly look in Orozco’s eyes and grows pale with fear. “Besides, if you don’t give the formula to me, someone else will be after you for it – another Grace. So many pretty faces with hidden agendas – young, ruthless girls and boys. Many of them recently turned. One of them would do something stupid – kill you… or turn you. They’re completely selfish, stupid, and drunk with power. The only thing they’re smart enough to fear is… *me*. I would protect you from them.” As Vinson considers, CUT TO:

Mike stands at his post at Extremities. As a group performs onstage, he watches the crowd, but his mind is elsewhere. Suddenly, like a daydream come to life, Grace appears, looking more beautiful and seductive than ever. Mike is at once afraid and relieved. He tells Grace to go away – he doesn’t want to see her -- and someone else *will.* She asks him to talk to her. He tells her he’s working. She says, “You get to pee, don’t you?” then sidles into the mens room. As Mike watches in shock:

Grace enters the mens room. A stoned YOUNG STUD looks up from pissing at a urinal – surprised for a moment. Then teasing, he says, “Hey, you’re in the wrong room, baby – but while you’re here…,” and turns to her with his exposed cock. Grace shoots him a deadly look and snarls, “Zip up and ship out, Junior, before I tear it off at the base.” The frightened young stud zips up hurriedly and

dashes for the door as Mike enters. He locks the door behind him and turns to Grace.

Mike stares at Grace for a moment. She approaches, draws her face close to his. He succumbs and kisses her fiercely, then murmurs helplessly into her shoulder, “It’s like a bad dream.” “I know,” she says, ‘that’s why it’s so appealing.” “What do you want from me,” he asks, “I’ve got no money, no power -- you know I can’t do anything for you.” She nods, “That’s what’s so strange about this – you can’t do anything for me.” Grace tells him that this is her first relationship since she was “turned” that was not just for lust or profit. “After Orozco turned me, I was bitter, felt no obligation to observe the rules of human ethics – of basic decency. But with you…” Mike tells her to stop talking, he’s going nuts trying to process it all. Grace tells him, “Just know this, I never have – and never would -- do anything to harm you. If I’d wanted to, I could have turned you. You’d be just like Sky – a lost soul struggling to regain his humanity. I’ve loved you, Mike.” She unlocks the door and exits, leaving him stunned, confused. CUT TO:

Vinson SNAPS on the lights in his home laboratory and shows Orozco his lab and documents. Eerily, photos of Vinson’s dead wife are visible on one wall. As Orozco stares at them, Vinson mumbles, “Research photos – gotta’ take those down.” Orozco asks him how the anti-duplication mechanism in the formula works. Vinson explains it to him, but Orozco seems unconvinced. Orozco asks him for a month’s supply of the formula and the research notes. Vinson gives both to him, but asks for some financial compensation. “Such as?” Orozco asks. “A percentage of profits,” Vinson says. “No,” Orozco replies, “a flat fee of $1,000,000. Take it or leave it – really.” Vinson says he’ll take it. Orozco says he’ll receive payment once the notes are vetted by his chemist. As Orozco takes the formula and notes and beings to exit, Vinson asks, “By the way, do you know who killed my wife?” Orozco replies, “Yes” -- and exits.

Later that night, Mike confides in Sky regarding his conflicting feelings toward Grace. Sky tells Mike he understands – he has the same feelings. He tells Mike that Grace “turned” him in 1970, when he was twenty years old. He’d be over sixty today, but Grace turned him into “a blood-sucking Peter Pan.” Mike asks Sky why Grace didn’t turn *him*. Sky says he’d have to ask Grace, but maybe because she realized how badly it had turned out with Sky – she didn’t want Mike to go through the same torment. “We all take the change differently, but I guess I hate it more than most. I miss being human.” Sky explains why the formula is so important to him – it will allow him to walk in broad daylight again. Mike asks Sky what’s preventing him from getting the formula. Sky replies, “First Vinson’s wife, but death took care of that. Then Grace, but Vinson took care of that. Now Vinson, still a problem. But the biggest problem of all is… Orozco.” Mike asks, “Who is he?” Sky replies, “The man who turned Grace – an evil control freak – the self-appointed king of the vamps. He’s working to get the formula. If he

does, he'll have power over all of us." Mike asks how they can fight him. "Destroy him," Sky says.

Mike: How do you do that? Stake through the heart?
Sky: (laughing) More Bram Stoker bullshit. 'Course, that would hurt a little. But, ultimately all wounds heal." He pulls his shirt up to show Mike the place where Grace scarred him. The skin is smooth now. "See?"
Mike: So… what, then?
Sky responds matter-of-factly: "Sunlight, as you know. But most effective -- a head severed with a silver blade. And keep body and head from reuniting until all life is gone."

OFF Mike's disgusted reaction, Sky responds with a shrug, "Hey, you asked," and CUT TO:

Dawn is breaking over Orozco's palatial abode on Mulholland Drive. Inside, Orozco opens the potion vial and touches the formula to his forehead. His skin glows for a moment, and, like Sky and Augie, he's convinced that a transformation has taken place. He begins poring over the notes for the formula. Then:

As the morning sun touches the floor under the drapes, Orozco crosses to the window and tentatively places one hand through the crack in the drapes. He stands for a moment, then feels intense pain and pulls his hand back to see that it has been burned. He hears laughter and turns to see Grace standing across the room. "You deserved that for believing him. You finally met someone more deceitful than you are." Orozco tells Grace she's forgetting herself – others have died for speaking to him that way. Grace laughs. "Seeing you standing there with a barbequed hand, you're suddenly not so intimidating anymore. Besides, you betrayed me." Orozco tells her *she's* the one who betrayed her own kind by killing Vinson's wife. Grace tells him it was Vinson who killed her. Cara was his guinea pig for creating the formula. Once he had succeeded, he didn't need her anymore. Grace continues, "Who would keep that annoying bitch alive if he didn't have to?" Orozco tells her he knows that if Vinson killed his wife, it was for Grace – at Grace's bidding. Grace says, "No, he's like you – he doesn't do anything for anyone except himself. He didn't create the formula for his wife or for me – he created it for himself." Grace tells Orozco that Vinson wanted immortality without the inconvenience of nocturnal life. He intends to turn as soon as the trial for the formula is complete. Orozco asks her whom he's planning to use to turn him. Grace assures him that he'll find someone – he has a way with vamps, especially with the promise of the formula as an enticement.

Mike goes back to the Hollywood Hills house looking for Grace. He walks in to find, instead, Sky and Augie watching the Today Show with the blinds drawn tight. Mike tells them he thought they'd be asleep in their earth-filled coffins by now. Sky and Augie laugh. Sky tells Mike he prefers his sleepomatic mattress

with the adjustable setting. “I’m a ten, Augie’s a six. You’ve been watching too many movies.” Mike tells them he’s looking for Grace. Augie says she’s probably out killing or fucking someone to get the formula. Sky slugs his arm, “Shut up, man, the dude loves her.” They laugh again, then Sky turns to see the pained expression on Mike’s face. “Oh, sorry, so insensitive. But she’s probably *is* with Orozco – trying to cut a deal before he kills Doctor Sunblock and steals the formula.”

Early morning. Vinson enters the garage from his house and steps into his car to go to work. He turns in shock to find Grace sitting in the passenger seat. She tells him not to run or call the police – or she’ll “kill him and drain him.” She tells him to share the formula with her, and she’ll turn him. He tells her he doesn’t need her to turn him -- when the time is right, he has someone. She replies, “If Orozco doesn’t find you first. And it won’t be to turn you.” He tells her Orozco is just a garden-variety vamp, a ghoul from another era. “He’ll be answering to me soon – all of you will -- to get a few days in the sun.” Grace warns him not to underestimate Orozco – he invented cunning and subterfuge. “You’re just an amateur next to him. Remember I said that -- when he’s drinking you.” Vinson responds snidely by asking Grace if she shouldn’t be getting home – it’s getting light out. Grace tells him she has a few more days of sunlight left. Vinson replies, “Then it’s time for me to turn. You were the final trial for the drug. And you’re still looking good, Grace. Thanks for letting me know it’s OK to use it.” Grace shoots him a hateful look. “It’s your fresh, young receptionist, isn’t it? Is that who’s going to turn you?” Vinson smiles. Grace continues, “Dina -- I knew that whore in Paris a century ago. She’s VD in a skin package. Pretty on the outside, but you’ll be starting with bad blood.” Grace is pleased to see a worried look pass over Vinson’s face. She exits the car – and the garage -- and disappears into sunlight.

Grace again speaks to Orozco, who tells her he wants to kill Dr. Vinson. “He’ll never give us the formula.” Grace looks at him with surprise – and a new understanding. “You don’t care about the formula – you’re more worried about the power he’ll take from you if he’s turned -- and *controls* the formula.” Orozco responds patronizingly, “You’re younger than I am, Grace – you don’t understand the priorities.” She tells him, “I understand yours. You think your dominance over us is more important than the chance we all have to walk in the sun.” “He won’t give us that,” Orozco responds. Grace replies, “He might sell it – if he’s alive,” Grace says. Orozco replies, “He did – and I got nothing for it. Now there’s no time to lose. She could turn him tonight.” Grace says, “Give me one day. I’ll convince him.” Orozco remains adamant: “No.” Grace exits, angry but determined.

Dr. Vinson’s office. DINA, a beautiful young receptionist, looks up as a patient enters. She is shocked to see Grace, now in her eighties, old and wrinkled. Old Grace asks Dina to take her to Dr. Vinson immediately, it’s urgent. “Tell him it’s Grace -- with bad news about the drug trial.”

Old Grace enters Vinson's office. He is fascinated by the changes in her, but, surprisingly, does not express shock. She asks him if he still wants to be turned. He replies calmly, "More than ever…."

Mike returns to the Hollywood Hills house to find Sky and Augie asleep in the darkened living room. He turns to another couch and sees the aged Grace. He reacts in shock and calls her name. As he does, she stirs and opens her eyes. Then Sky's voice: "It's not Grace. It's her twin sister." Mike: "What?!" Grace's sister speaks with a hint of a French accent, "I know, I look more like her mother – grandmother! I was turned after Grace – long after." Sky tells Mike she came to help with Vinson. "But to no avail," Grace's sister adds. Mike asks where Grace is. Sky gestures to the terrace.

Mike walks out to the terrace to find Grace standing at the railing, looking wistfully over the city in sunlight. She turns, surprised, to see Mike standing behind her. He asks her what she's doing. She says, "Enjoying my last day in the sun." She explains that Vinson will turn tonight, will control the formula. Mike asks why she won't still be able to get it from him. "You'd have to understand his personality – as with Orozco, it's all about power." Mike asks Grace if the woman inside is really her twin sister. "Yes," she replies, "she came to help me trick Vinson into thinking the formula was flawed, but he knew it wasn't me. His new receptionist – his new lover – told him." Grace explains that both she and her sister were courted by Orozco in Paris 200 years earlier, but Orozco fell in love with Grace and turned her without her knowledge. Her sister considered turning to share Grace's fate, but did not want to be a vamp -- until just before her death, when she became terrified of dying and asked Grace to turn her. "She used one dose of the potion today to visit his office in daylight. That makes this my last dose – and my last day."

Mike asks Grace why she didn't turn him. "It's dirty trick to play on someone, what Orosco did to me, what I did to Sky. I couldn't do it to you. I had no choice, but you do." "Do I?" he asks, then kisses her.

That night at Vinson's house, he and Dina clink wine glasses and toast their "long futures," then kiss passionately. The kiss dissolves into lovemaking. Suddenly Dina fiercely bites her tongue, opens her bloodied mouth for a passionate kiss, but leans toward Vinson's neck instead of his mouth. Vinson watches a bit nervously as Dina's mouth nears his neck. But before teeth can touch skin:

Orozco appears, his face a mask of rage. He roars and pulls Dina from the bed. She screams in pain and anger, and the two begin a vicious battle. Vinson steps off the bed and backs away in shock as Orozco pulls a knife with a large silver blade from his jacket and, in one swift stroke, slices off Dina's head. She shrieks at him as her body falls to the floor. Then, as her body struggles to reunite with its head, Orozco stabs it through the heart and kicks it fiercely across the room.

Then, as Dina's head gasps out its final breaths, Orozco tosses it far from its body -- and turns to Vinson. Desperate, Vinson tells him he'll share the formula – the *real* formula -- with him. Orozco smiles as he approaches, blade in hand. Vinson struggles with Orozco to gain control of the blade, but, as he does, Orozco punctures Vinson's neck. Vinson SCREAMS as Orozco clamps his mouth over his neck and begins to drain him.

Grace stirs from sleep in the Hollywood Hills house. Mike sleeps beside her. She rises in bed as Sky, his face ashen, appears in the doorway. "Orozco killed him," Sky says. Grace nods, "I know. I saw it as I slept." Sky appears uncharacteristically lost, devoid of energy. "Now there's no hope – no hope," he states, then exits.

That night at Extremities, Sky sits sullenly at the bar nursing a drink. He watches with disgust as Orozco nuzzles a nubile blonde teen. Orozco looks up to see Sky staring at him. He excuses himself and crosses to Sky, who says, "Is that your daughter, your next wife, or just a quick meal?" Orozco tells Sky he doesn't like his attitude. Sky asks if that's a threat. Orozco tells him he doesn't mind indulging children, but Sky shouldn't push too hard or he'll get a painful answer:

Orozco: Just as Cara Vinson did.
Sky: So *you* killed her – one of your own kind!
Orozco: Two – including Dina. But it was for the greater good.
Sky: *Yours!*

Sky tells him he has deprived all of them by killing, first, Vinson's wife, then Vinson, without getting the formula. Orozco responds that walking in sunlight is overrated. "For relics like you, maybe," Sky replies, "not for new blood like me. You love to rot in darkness – I don't." Sky tells Orozco that all of his breed need to die to make way for the new breed. "And I'll do my best to make that happen," Sky says, then turns and walks away. Orozco rises, incensed at the threat, as Sky exits the club. He then follows quickly. As he does, Mike appears from the shadows and watches intently.

Outside, Orozco sees Sky turn from the sidewalk and enter an alley. He follows to find, not Sky, but Grace – looking her sexiest and most alluring. Orozco seems wary for a moment, but then approaches Grace. "Where's your ward," he asks. "Who?" she asks innocently. "You know," he replies, "that delinquent you turned before he was ready." "As you did me?" she asks. The exchange becomes an argument – interrupted by a rustling sound from the shadows. With lightning speed Orozco's hand reaches into the shadows and pulls out by the neck… Augie! Augie cries out "No!" and has just a moment to struggle before Orozco brandishes his silver blade and slices off his head. Orozco tosses Augie's body aside and hurls his head onto the roof of the building, then turns to a stunned Grace with a look of satisfaction – that quickly changes to shock and dismay as another silver blade cuts through the darkness, severing Orozco's

head from his body. As body and head struggle to reunite, Grace grabs the head, which spews curses at her, as Sky emerges from the shadows, drops the blade, and grabs the body. Grace and Sky share a silent look as blood drains from neck and torso and Orozco's curses slowly cease. Then Sky takes the head from Grace and throws it in a nearby garbage pail. Grace seems momentarily shaken, but Sky consoles her with, "Fuck him – he's cat food." He then regards Augie's lifeless, decapitated body and laments, "Poor Augie – all he wanted was a friend." Grace watches as Sky saunters sadly away:

Mike appears at the entrance to the alley as Sky passes him without a word. Grace, standing over Orozco's decapitated body, stares silently at Mike for a moment, then says, "Welcome to my world. Is this what you want?" As Mike looks in quite disgust at Augie's and Orozco's beheaded bodies, then back at Grace, she sees the answer in his eyes – then disappears into darkness as MUSIC FROM THE CLUB RISES, and as SPLASHING SOUNDS RISE OVER, CUT TO:

Sky, in his Speedo, runs exuberantly along the surf in Zuma Beach under a full moon. MUSIC CONTINUES AS:

Grace bids her sister a warm goodbye. As Grace's sister turns and hobbles away, then disappears into darkness, tears flood Grace's eyes, and CUT TO:

Grace, carrying one bag, walks onto a platform in Union Station as the night train to Santa Barbara pulls in. She looks sadly at the train and begins to board when, suddenly, her bag is lifted from her hand. As she turns, FRAME WIDENS TO REVEAL Mike standing beside her, her bag in one hand, his in the other. She looks at him with relief and says, "Are you sure?" He nods, she sighs, and, as they board together, MUSIC RAMPS UP, and CUT TO:

As dawn is about to break, an exhausted Sky stops running and lies in the sand above the surf line.

Mike and Grace enter their hotel room in Santa Barbara as:

Sky lies on the beach and stares at the night sky as if memorizing it, then deliberately closes his eyes and breathes deeply. CAMERA PANS OFF HIM to the sky as morning light begins to ignite the clouds.

Grace and Mike strip and begin to make love. As they do, Grace cuts her tongue, then, with blood on her lips, looks at Mike with a question. He nods. MUSIC RISES as she kisses him passionately on the neck. The passion on his face turns to agony, and, as he squelches a cry of pain, CUT TO:

Early-morning beachgoers arrive on the beach at Zuma and begin to gather around a spot on the shoreline. CAMERA PUSHES IN as they marvel at

something in the sand. One of the beachgoers says, “It’s so beautiful – so lifelike,” as CAMERA PANS DOWN to what appears to be a sand sculpture of a beautiful young man -- in a Speedo. It is Sky, his flesh turned to stone by the sun’s rays, lying in repose – a faint smile on his dead lips. Then, suddenly, before the eyes of the beachgoers, Sky’s body dissolves into a pile of ashes. As beachgoers GASP in shock, MUSIC RAMPS UP as:

In their curtained hotel room, Mike makes love savagely to Grace. As CAMERA PUSHES IN, two incisor marks are visible on his neck, and, with MUSIC BLARING WILDLY:

FADE OUT