

EXT. ABANDONED STORE FRONT - CONTINUOUS

A muted "yoohoo" draws Sam's face closer to the window. The courtesan's arm breaks through the glass and claws at Sam with bony fingers. Sam falls back and laughs in surprise.

SAM

Oh, this is gonna be good.

He goes to the door and rips off the wood planks. The activity inside the building becomes louder. With the barricade gone, Sam turns the doorknob and cracks the door open. Then he runs for it. The door flies open.

Undead and infected spill out. Most infected run off in random directions. The undead shuffle out. Some stop at the unconscious soldier and begin biting him. He wakes and screams in pain and fear, struggling to get away.

A Spitter infected falls on the soldier and spits green bile on his face. The soldier is helpless as the acid melts through his features. Drawn by the chaos, outpost soldiers arrive and draw their weapons, unsure if they should attack.

A Yoohoo infected courtesan appears in the shadows, her body sparkling in meteorite dust. She "yoohoos" at a soldier who turns to face her. He's distracted by her beauty, and she's able to rip his throat out with her claws. The soldiers fire.

Headbanging infected burst from the abandoned storefront and charge. The soldiers aim for their heads, but the exposed bone from where they've been smashing their faces against walls armor their brains. The Headbangers kill the soldiers.

EXT. GRAND HOTEL - CONTINUOUS

Everett is walking Maggie to the entrance when the report of gunfire and screams in the distance draw his attention. He looks for Stan who is also looking in the direction of the commotion. The two lawmen run to the source.

EXT. EPITAPH OUTPOST - CONTINUOUS

A bugle command to retreat sounds in the air as outpost soldiers run to man the walls of this small wooden outpost. Jimmy and Sarah from the train run to join the soldiers.

EXT. ABANDONED STORE FRONT - CONTINUOUS

The position has been overrun by the time Stan and Everett arrive.

Outpost soldiers retreat, and bodies of townsfolk litter the ground while undead feast on them. Small fires burn where lanterns fell, revealing grisly scenes.

Horses have been felled and eaten. Others break free from their hitching posts and run off into the night. While Stan and Everett make sense of what they're seeing, the bodies on the ground rise around them. The men fight their way out.

EVERETT

We've got to protect the others!

I/E. GRAND HOTEL - EVERETT'S ROOM - CONTINUOUS

Maggie, Ray, and Tommy cower by the windows of their second-story room. They cautiously look outside to see townsfolk die at the hands of infected and undead. A Yoohoo notices them, snaps her head in their direction, sees no one, and runs off.

INT. JAIL - CONTINUOUS

Long has clambered up to the cell window to look outside. He's aghast at the carnage. A Headbanger lifts his head up from a fresh kill and notices Long. He charges out of view as more Headbangers follow his lead. A sound startles Long.

Carl has risen, and he smashes his head against the brick.

CARL

Molly! Molly! Molly!

Between each cry, he smashes his face with more intensity, breaking bone and rearranging his face. Long steps down off the bench, drawing Carl's attention.

CARL (CONT'D)

You took her!

He charges Long who sidesteps and lets Carl smash into the wall. His hard head caves in the brick. Carl attacks again, but this time Long drives Carl's head in between the cell bars. Carl struggles to free himself, but can't.

Pounding on the jail door draws Long's attention.

INT. GRAND HOTEL - EVERETT'S ROOM - CONTINUOUS

A woman knocks frantically on the door.

FRIGHTENED WOMAN

Please, let me in! Please!

She pauses when she hear's a crash from downstairs.

FRIGHTENED WOMAN (CONT'D)

(quieter)

Oh God, they're inside!

(whispering)

Please, let me in. Please!

Ray moves toward the door, but Maggie grabs his hand and shakes her head. He nods reassuringly. When he gets to the door, Ray braces it with his shoulder. Unholy screams and growls approach from below.

FRIGHTENED WOMAN (CONT'D)

Please, they're coming. Please!

She tries to force her way in but can't. She screams as the growls are at the door. There's a struggle, then the woman is quiet. Only the sounds of chewing. Then, heavy blows nearly take the door off its hinges. Maggie rushes to Ray to help.

Tommy cries as Maggie and Ray scream with each heavy blow. The door splinters in the middle. Then, gun shots are heard below, drawing the attackers away. More gun shots, and bodies fall. After a moment, someone knocks on the door.

MUFFLED VOICE (O.S.)

Maggie, are you in there?

Maggie throws the door open to reveal Stan.

MAGGIE

Stan! Thank God! Where's Everett?

INT. JAIL - CONTINUOUS

The door to the jail gives way to three Headbangers. The charge in roaring at Long and hurl themselves at the cell. They reach for him through the bars but can't get him. Long steps back stunned at their horrible faces. They charge.

The old bars groan under the assault, bending cartoonishly and impossibly where the Headbangers make contact with their faces. Suddenly, the bars come off their anchor points. Long instinctively steps back as the cell bars angle toward him.

Sensing that they're close to their prey, the Headbangers grasp at Long who bats their arms away but can't stop the shrinking distance between himself and the bars. Finally, one Headbanger gets a firm grip on Long's collar and pulls.

Long braces as jagged teeth in a broken maw greet him. But four gun blasts fill the room and the three Headbangers' heads explode painting the cell walls with viscera. They fall, revealing Everett. Long is surprised to see him.

Everett approaches Carl who has taken a bullet to the head but not dead. His thick forehead protected him. Everett takes note of the dead Headbangers shot in the back of the head then shoves his pistol into Carl's mouth and fires.

Carl dies. Everett opens the cell door and produces manacles.

EVERETT

Let's go.

Long stares at the manacles and sighs.

EXT. WELLS GREENE BANK - CONTINUOUS

Profitt's Hired Guards stand out front in this quieter area of town. Gun shots and screams in the distance stifle their conversation. Something moves in the shadows. A hired guard looks over his shoulder inside the bank.

INT. WELLS GREENE BANK - CONTINUOUS

George finishes the combination on the vault, turns the spindle on the door, and pulls it open. Profitt's eyes light up as the silver ore inside catch the light from his lantern.

GEORGE

See, Mr. Profitt? It's all there.

PROFITTT

I'll be the judge of that.

He enters the vault.

EXT. WELLS GREENE BANK - CONTINUOUS

The guards are alert as the chaos in the rest of the town becomes clearer. A guard at the corner is about to speak when a "yoohoo" distracts him. He turns to see a courtesan standing just outside an alley dotted in green specks.

She beckons him, and the guard grins as he slips away after her. After a moment, a guard notices the first is missing. He sees a Yoohoo beckon him, and he follows her. One by one, the guards disappear until there's just one left with a lantern.

HIRED GUARD #1
What the hell?

He looks around to find himself alone. He goes to find the others. As he approaches an alley he can hear groaning, moaning, and the sticky sounds of flesh on flesh. In the dark, the green specks on the Yoohoos' skin writhe.

When the Yoohoos sense the guard, they stop moving and look in his direction, eyes shining like an animal's. The guard lifts the lantern, revealing the Yoohoos devouring the other men. They pounce on the last man before he can scream.

INT. WELLS GREENE BANK - CONTINUOUS

George rubs his forehead impatiently.

GEORGE
Are you satisfied, Mr. Profitt? I'd like to finish my supper...

A "yoohoo" cuts him short. A shapely Yoohoo leans against the doorway. She gives George an alluring look. His mouth falls open, and he makes a move toward her, but then another Yoohoo appears, wrapping her leg around the side of the doorjamb.

George is mesmerized until another Yoohoo appears in the window, her dress in tatters. Another Yoohoo arrives, with her face smeared in blood. In the dim light, George can barely make out their bared teeth. They "yoohoo" in unison.

Profitt comes out of the vault.

PROFITTT
What's all this commotion?

The Yoohoos snap their heads to face Profitt. In the light of his lantern, they look evil. George backs into Profitt who shoves George into the Yoohoos before running back into the vault. He pulls on the heavy door behind him to shut it.

The Yoohoos claw and slash at George who puts up a valiant fight to escape. He breaks free and runs to the vault.

INT. WELLS GREENE BANK - VAULT - CONTINUOUS

Profitt desperately pulls on the door and shuts it just in time to see the hope drain from George's face and be replaced by terror. Profitt steps back from the door and listens to George's muted pleas for mercy as he's eaten alive.

EXT. JAIL - CONTINUOUS

Long and Everett exit into the street where it's pandemonium. Fires punctuate the scene. Men on horses ride past only to be felled by Spitters. Men with guns fight undead and infected but are driven back. A girl is cornered by undead.

She makes eye contact with Everett. He moves to help as the undead fall on her. Long holds him back as the girl screams.

LONG

She's a goner. You can't help her!

Everett grimaces and grabs Long's arm, leading him. They sneak into the general goods store.

INT. PORTER'S GENERAL GOODS

They stay low, out of sight. A Spitter runs up to the window and sniffs. It thumps on the glass with its hand. Everett draws his pistol. Long shoots him a look and shakes his head. After a moment, the Spitter runs off. Long and Everett relax.

LONG

There were more out there. They would have heard the gun shot.

After surveying the room, Everett holsters his weapon.

LONG (CONT'D)

Now what, Marshal?

EVERETT

Now, we wait. When they move on, so do we.

LONG

And after that?

EVERETT

Then we find as many survivors as we can and hole up somewhere safe.

LONG

And after *that*?

(Everett doesn't answer)

We have to get out of this town.

(Everett remains quiet)

Marshal!

EVERETT

Understand something; you are *my* prisoner. You will do as *I* say.

(MORE)

EVERETT (CONT'D)

(beat)

I don't know if you've noticed, but horses are in short supply ever since these things got loose. I'm not about to go wandering off into the desert with no horse, no water, and these crazies on my tail. So, we're going to wait.

LONG

Until when?

Everett pulls out his pocket watch but looks distracted when he opens the clasp.

LONG (CONT'D)

Marshal.

EVERETT

The next train arrives at sunrise. That gives us about six hours.

He puts his watch away. Frustrated, Long sighs. Moments pass in silence as the men listen to the chaos outside. And then--

LONG

Why did you save me?

(Everett doesn't answer)

There are more deserving people. People who count on you to protect them. So, why save me?

EVERETT

I didn't save you.

LONG

It sure feels like it.

EVERETT

If I wanted you dead in any ol' fashion, I would of shot you in the street when I had the chance. But that wouldn't have been lawful. You violated the law, so the law's going to punish you. In the right way. In a just way. There ain't no justice in being eaten alive.

LONG

The world is burning to the ground. You think the law still matters?

Before Everett can answer, they hear a sound from the back.