

WILLIAM KELL GOES STRAIGHT TO HELL

by

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EXT. WILLIAM'S SUBURBAN NEIGHBORHOOD - DAY (ESTABLISHING)

EXT. KELL HOUSE - DAY (ESTABLISHING)

INT. KELL HOUSE - DAY

A middle-class suburban house. Matching furnishings. Well-organized neatness.

INT. KELL HOUSE - LIVING ROOM - DAY

WILLIAM KELL, early fifties, is stretched out on a recliner, staring at the ceiling. He is medium-height, slightly overweight, mostly gray-haired. He doesn't look happy.

Next to his recliner is a table with a reading lamp, a half-finished glass of water, several bottles of prescription medicines, and a brochure: "Heart Surgery & You."

A notepad also is on the table. Its top sheet is headed: "From the Desk of WILLIAM KELL." A pen is on the notepad. So is a long "TO DO" list.

William carefully draws a line through the first item on the list:

"1. Dr. DeLaney, Tues., 9 a.m."

INT. DOCTOR DELANEY'S OFFICE - DAY (FLASHBACK)

William is sitting on an examining table. DOCTOR DELANEY, early sixties, is standing nearby, checking William's chart.

DOCTOR DELANEY

Both tests show the same result,
Mister Kell. The sooner we do this,
the better.

WILLIAM

(disbelieving)

I feel fine! There's nothing wrong!

William gets up from the table and buttons his shirt.

DOCTOR DELANEY

You're the patient. I can only
advise. But five weeks from now --
OR even five minutes from now --
you could be on the floor.

WILLIAM KELL GOES STRAIGHT TO HELL - 2.

INT. CORRIDOR - DOCTOR DELANEY'S OFFICE - DAY (FLASHBACK)

For a long beat, the door to Doctor Delaney's office stays closed. Suddenly, it is yanked open, and William looks back toward someone unseen.

WILLIAM

There's nothing wrong with me!

William storms out of Doctor Delaney's office.

INT. KELL HOUSE - LIVING ROOM - DAY (PRESENT)

William picks up the "Heart Surgery & You" brochure and looks at it. Tears well in his eyes.

He picks up his cell phone, punches a number, stops and puts the phone down. After a beat, he reaches again for his phone.

EXT. SMARTT HOUSE - DAY (ESTABLISHING)

A phone RINGS over...

...Another neighborhood. Another middle-class suburban house.

INT. SMARTT HOUSE - DAY

The phone RINGS again over...

...Mismatched but functional furnishings.

Phone RINGS again over...

...A hand-written "CHORES" list thumb-tacked to a bulletin board.

INSERT CLOSEUP

All of the chores have been crossed out except:

"15. Fix bathroom grout."

INT. SMARTT HOUSE - BATHROOM - DAY

DREW SMARTT, early fifties, dressed in ragged jeans and a work shirt, is standing in his shower stall, fixing tile grout.

His phone, on the floor near his commode, RINGS again.

Drew wipes his hands. Still too messy to answer the phone.

The phone RINGING stops.

Drew steps out of the shower stall and washes his hands. He checks out his face in the mirror as he washes.

He picks up his phone, looks at the caller ID and starts returning the call.

INT. KELL HOUSE - DAY

William, looking angry, is still in his recliner. He sits up and sweeps the pill bottles onto the floor.

His cell phone RINGS.

INT. SMARTT HOUSE - DAY

Drew is now back in his shower stall, inspecting his work as he shoulders his phone.

DREW
(into phone)
Hey, William, what's up? What did
the doctor say?

INT. KELL HOUSE - DAY

William picks up the "Heart Surgery & You" brochure and quietly wads it up.

INT. DOCTOR DELANEY'S OFFICE - DAY (FLASHBACK)

Doctor Delaney is checking William's chart. And what he says is already being changed in William's memory.

DOCTOR DELANEY
...five weeks or five minutes from
now, you could be on the floor.

INT. KELL HOUSE - DAY

William tosses the wadded brochure into a trash can.

WILLIAM
(into phone)
He said I'm fine.

INT. SMARTT HOUSE - DAY

Drew picks off some excess grout near one tile.

DREW
(into phone)
Good! So what's the plan of the
day?

INT. KELL HOUSE - DAY

William gets up from his recliner, holding one hand
protectively against his chest, over his heart.

INTERCUT

WILLIAM
A ride, Drew. A long ride. Like we
used to take. I gotta get out of
Pleasantville for a while.

DREW
I knew you'd like that movie.

WILLIAM
I hated it. But I sat through it.

DREW
You sound tense, buddy. What's up?

WILLIAM
Yes or no?

DREW
Well, our women are gone for the
week. And I'm out of grout. Let's
go.

Drew begins cleaning up some of his mess.

DREW (CONT'D)
Where are we going?

INT. KELL HOUSE - DAY

William picks up a dart and flings it at a big United States wall map. It hits in Michigan. William walks over and looks.

INT. DREW'S HOUSE - DAY

Drew listens harder, trying to hear some kind of answer.

DREW
(faking astronaut voice)
Earth to William, where are we
going? Over?

INT. KELL HOUSE - DAY

William carefully stands up on a chair. Touches his chest tenderly near his heart. Straightens up to take a better look at the dart's exact spot.

INT. DOCTOR DELANEY'S OFFICE - DAY (FLASHBACK)

WILLIAM'S POV

Doctor Delaney is staring straight at him.

DOCTOR DELANEY
One out of twenty. And I'll be
completely honest. I lost one
yesterday who had a condition like
yours.

INT. DREW'S HOUSE - DAY (PRESENT)

Drew presses his phone tighter to his ear.

DREW
Hel-lo? Did you have a heart attack
and die? Press one for NO, two for
YES or three to speak to a customer
service representative.

INT. KELL HOUSE - DAY

William holds his phone out and frowns at it. He looks closely at the map and moves a finger to the dart. The dart has hit near a small town close to Ann Arbor: Hell.

A dark look crosses William's face.

WILLIAM
(quietly)
Shit.

INTERCUT

DREW
What?

WILLIAM
We're going to Hell.

DREW
That's not news. Where are we
going, really?

WILLIAM
Hell, Michigan. It's up near Ann
Arbor. I'll pick you up in an hour.

INT. SMARTT HOUSE - BATHROOM - DAY

Drew hangs up looking happy.

DREW
(to himself)
Just like the good old days.

HALLWAY

Drew exits the bathroom, opens a nearby closet and pulls out
a small travel bag.

DREW (CONT'D)
(to himself)
Road trip!

INT. KELL HOUSE - DAY

William carefully climbs down from the chair.

WILLIAM
(looking glum; to himself)
One out of twenty.

He opens a closet and also pulls out a small travel bag.

WILLIAM (CONT'D)
(to himself)
Five out of a hundred.

He carries the bag into his

BEDROOM

And starts packing the bag with underwear and socks.

WILLIAM
(to himself)
Fifty out of a thousand.
(convincing himself)
Dammit, I'm okay!
(less sure)
Nothing is wrong.

EXT. SAN ANTONIO - DAY (ESTABLISHING)

EXT. HOTEL - DAY (ESTABLISHING)

The hotel marquee has a sign: "WELCOME TO SAN ANTONIO"

EXT. HOTEL - SWIMMING POOL - DAY

SHANNON KELL and GLENDA SMARTT, both about fifty, are lounging in chairs at a pool-side. They are dressed in bathing wear and soaking up sunshine...with alcohol.

Glenda takes a sip of her drink and admires it in the bright sunlight.

GLENDA
I don't feel guilty at all about
leaving them home with lists of
chores.

Shannon rubs some suntan lotion on one arm.

SHANNON
I did. For about five seconds.

GLENDA
(laughing)
Why so long?

SHANNON

And then I remembered how much William loves lists. He makes lists of lists.

GLEENDA

Drew loves chores. He loves to work with his hands.

SHANNON

I wish William did more work...with his hands.

Glenda catches Shannon's meaning. She grins.

GLEENDA

You, too?

SHANNON

He used to be all hands. Lately, no hands.

GLEENDA

I've thought about putting the remote in my panties.

Shannon gives her a sharp look. Glenda chuckles.

GLEENDA (CONT'D)

So Drew has to find it. He might remember what he's been missing lately.

Shannon looks glum.

SHANNON

What we've all been missing.

A friend, JOYCE, early fifties, approaches, also in her swim gear and carrying a drink.

JOYCE

Yaaay! Glenda AND Shannon! You both made it!

GLEENDA

Hello, Joyce!

Joyce sits down next to them on a poolside recliner.

JOYCE

And how are the boys, Drew and -
?

SHANNON

William.

JOYCE

Yes, William.

Glenda smiles brightly.

GLEENDA

Drew was getting ready to make love to his grout when I left.

Shannon is a lot less sunny.

SHANNON

And William was just...well, he was just being William lately.

Joyce and Glenda look sympathetic.

JOYCE

(to Shannon)

Maybe he's going through male menopause.

Shannon nods at the possibility.

SHANNON

Something has pushed his pause button.

GLEENDA

Drew's, too.

JOYCE

Well, good old JACK has pushed the stop button. He's left me.

GLEENDA

Oh, no.

SHANNON

Let me guess. For a waitress half his age?

JOYCE

No, no. He's decided he's gay.

SHANNON

Gay? After thirty years and three kids?

JOYCE

He's moved in with somebody named
GEORGE. They seem very happy.

Shannon and Glenda look sympathetic.

GLEENDA

(to Joyce)

Shannon actually told William we
were going to a spirituality
conference.

Joyce LAUGHS.

JOYCE

Why?

SHANNON

I didn't want him asking any
questions. And he didn't! He just
looked at the list I gave him and
started muttering.

GLEENDA

I told Drew we were going to San
Antonio to shop for a week. He just
grinned and got out his tools.

SHANNON

But not the one you wanted.

Glenda spits out part of her drink as she SNICKERS.

GLEENDA

Shannon!

Joyce LAUGHS and proposes a toast to the others.

JOYCE

Okay, let's drink to spirituality.
After a few of these, we'll all
have plenty of it.

GLEENDA

And then we can skip the conference
and go shopping!

They all LAUGH and settle back to take in some sun.

EXT. DREW'S HOUSE - SIDEWALK - DAY

SERIES OF SHOTS

1. As they drive through Austin, Drew boogies to the music.
2. William looks unhappy as happy as Drew continues dancing in his seat.
3. Drew has his window down and his head partially out his window. He is holding a small video camera in one hand...
4. ...(Drew's video view) shooting forward and down toward the road and front wheel.

EXT. WILLIAM'S CAR - LATER - DAY

William's car heads north on IH-35, now in rural countryside.

INT. WILLIAM'S CAR - DAY

Drew is sitting back in his seat, looking out his window.

DREW
(happily)
Well, Tonto, we're not in Kansas anymore.

WILLIAM
It's Toto, Drew. And The Wizard of Oz isn't a damned road movie.

DREW
Sure it is.

Drew starts singing...

DREW (CONT'D)
Because...because...because...
because...because...

WILLIAM
(interrupts)
Can it, Drew.

Drew is set up to deliver his big punch line. He sees William's anger and pulls his intensity down in a hurry. But the line still blurts out.

DREW
...The Yellow Brick Road.

William grips his steering wheel and hunches closer to it.

Doctor Delaney's voice ECHOES in his head, and William now has edited the memory.

DOCTOR DELANEY (V.O.)
Five weeks...or five minutes from
now...you could
be...dead...dead...dead.

William's voice also ECHOES in his head as he protests.

WILLIAM (V.O.)
There's nothing
wrong...wrong...wrong with me!

The word "wrong" keeps on echoing and fading after he says "me!"

INT. WOMEN'S CONFERENCE - HOTEL HALLWAY - DAY

A sign outside a conference room: "Interpreting Dreams about the Environment." Shannon and Glenda slip out the door and walk to a nearby area with chairs. They sit down and pull out their cell phones.

SHANNON
Well, that sucked.

GLEENDA
Every time I dream about something wrong in the environment, Drew shows up. He caulks and grouts everything in sight.

SHANNON
You should have said so. It would have been way more interesting than that weepy woman's dreams about screaming trees...
(imitating the weepy woman)
"...and pine cones that moan!"

Glenda LAUGHS. Checks her cell phone. No message.

GLEENDA
Speaking of pine cones, I wonder what our dear husbands are doing?

Shannon checks her phone, too. No message.

SHANNON

Maybe they're both making love to
some grout.

GLEENDA

With those two, it's possible.

Glenda dials her phone.

INT. SMARTT HOUSE - BATHROOM - DAY

Drew's cell phone RINGS, on the bathroom floor.

INT. HOTEL HALLWAY - DAY

Glenda listens to the RING. Hangs up looking concerned.

GLEENDA

Drew always answers his phone.

Shannon tries her phone.

INT. KELL HOUSE - DAY

William's cell phone RINGS unanswered on his desk.

INT. HOTEL HALLWAY - DAY

Shannon hangs up and closes her phone.

SHANNON

Maybe the grout got hard and now
they can't move.

GLEENDA

Well, at least something got hard.

Glenda and Shannon smirk and LAUGH.

EXT. HIGHWAY - DAY

William's car moves along in Texas Interstate traffic.

INT. WILLIAM'S CAR - DAY

Drew sips beer and looks inside William's glove compartment.

DREW

Where are the maps?

WILLIAM

We'll get one if we need it.

DREW

We used to drive without maps. We kept going until we got somewhere.

WILLIAM

So why are you asking about maps?

DREW

I want to see where we're going.

WILLIAM

We'll get there when we get there.

DREW

Straight up I-35 to Michigan.

WILLIAM

No. North Dakota is straight up 35.

DREW

Cool. From North Dakota we can cut across Minnesota to Michigan.

WILLIAM

My car, my routes.

DREW

That's right. That's how we used to do it. In your car, you picked the routes. In my car, you told me where to turn. You never liked anywhere I wanted to go.

WILLIAM

Not true.

DREW

Totally true. But who cares? Hey. We're...

(Willie Nelson imitation)

"...on the road again."

EXT. SMALL-TOWN TIRE SHOP - PARKING LOT - DAY

CLOSE-UP: A flat tire.

REVEAL: William's car is stopped in front of a small-town tire shop near the Interstate.

William and Drew stand nearby and watch as...

...a TIRE SHOP WORKER jacks up William's car and uses an air wrench to remove the flat tire's lug nuts.

The Tire Shop Worker removes the wheel, examines it and uses a piece of chalk to mark a big "X" on the puncture spot.

The Tire Shop Worker looks up at William.

TIRE SHOP WORKER
Can't patch or plug the sidewall.
Sorry.

INT. SMALL-TOWN TIRE SHOP - DAY

As William looks at the new tire display...

...Drew walks over from the customers' coffee pot, carrying a paper cup of coffee in each hand and a donut in his mouth.

Drew hands William his coffee and pulls the donut from his mouth.

DREW
(gesturing with donut)
You want one? They're free.

William scowls at him.

WILLIAM
No, Drew, they're ninety-nine
ninety five plus tax, balancing and
mounting -- each.

Drew shrugs and takes his donut and coffee over to the customer waiting area. He sits down in a chair and looks at a magazine while he munches his donut and sips his coffee.

William keeps looking at tires and comparing prices.

A smiling TIRE SHOP SALESMAN walks over to him and nods his approval at one particular tire.

TIRE SHOP SALESMAN
That's one of our very best
sellers. Good for sixty thousand
miles. Some of our customers are
getting eighty thousand.

WILLIAM

My car won't last that long.

William glances over at Drew, who is looking at a car magazine. He's out of earshot.

Doctor Delaney's VOICE suddenly ECHOES in William's head, with an added word.

DOCTOR DELANEY (V.O.)

...weeks...minutes...seconds...

William shakes his head no at the Tire Shop Salesman.

WILLIAM

Nothing in my life will last that long.

The Tire Shop Salesman misses the irony.

TIRE SHOP SALESMAN

Well, a set of these beauties would help you hold your trade-in value.

WILLIAM

I have zero trade-in value.

The Tire Shop Salesman persists.

TIRE SHOP SALESMAN

Then four of these - you might as well get five for a spare - will give you incredible peace of mind, plus a one-year guarantee against all road hazards.

William shakes his head "no" and walks away from the display.

WILLIAM

Just check my spare and put on a used tire. I'll take my chances with the road hazards.

The Tire Shop Salesman's expression hardens.

TIRE SHOP SALESMAN

You'll be sorry.

He sees Drew reaching for another donut. He steps over and snatches it from Drew's hand.

TIRE SHOP SALESMAN (CONT'D)

One to a customer.

The Tire Shop Salesman crushes the donut in his hand and throws it into a trash can as he walks away.

Drew shrugs, checks to see if the Tire Shop Salesman is watching, quietly grabs two donuts. He hands one to William...

DREW
One to a customer.

...as he goes outside to eat his.

William stares at the donut and then looks around. The Tire Shop Salesman is looking up something on his desktop computer.

William starts to take a bite of the donut but stops. Something internally is telling him "no."

He steps over to a displayed tire, makes sure he is not seen, and drops the donut inside.

EXT. INTERSTATE 35 - DAY

William's car moves along in traffic, passing Texas scenery.

INT. WILLIAM'S CAR - DAY

Drew is leaning back in the passenger seat, looking happy.

DREW
Yep, on the road again. Crossing America on three may-pops and a will-pop. Just like the good old days!

William again scowls at him.

WILLIAM
The good old days sucked, Drew. You forget just how bad they were.

DREW
(defensively)
They weren't bad for me.

Drew sits silent for a moment. Suddenly, he pushes his seat backward as far as it will go.

He leans back and raises his arms up to hold imaginary "chopper" motorcycle handle bars. His arms quiver with imaginary vibration.

DREW (CONT'D)
(grinning at William)
Guess what?

William looks at him and shakes his head "no" slightly. He doesn't respond.

DREW (CONT'D)
Easy Rider. Captain America. Billy.
We saw it in Austin, remember?

WILLIAM
Maybe.

DREW
It was cool. And right after it was over, we went out to my car, kicked the seats back just like this, just like Captain America and Billy. Then we headed out for Houston in the middle of the night.

WILLIAM
I remember that stupid car.

DREW
It was a good car. A '67 Volkswagen Squareback station wagon.

WILLIAM
You turned it around at La Grange and headed back for Austin.

DREW
You were tired of me saying I was Billy and you were Captain America.

WILLIAM
No, your oil light came on.

DREW
(defensively)
It was a good road trip. The movie made us want to drive and drive.

WILLIAM
Your oil light came on, but you kept driving. Then the engine blew up.

DREW

Nobody got hurt. The motor was in the back. Shit happens.

WILLIAM

We had to hitchhike to Austin in the rain. Took us five hours.

DREW

But we had fun.

WILLIAM

We got soaked, and then we had to get my car and rent a tow bar and pull that Squareback piece of shit of yours back to your apartment.

DREW

But we did it. We got it done.

WILLIAM

And then I had to keep giving you rides everywhere for two months...

DREW

Six weeks, not two months.

WILLIAM

...while you saved up enough money to rebuild the engine.

DREW

I didn't get it rebuilt.

WILLIAM

I know that, asshole. One day you just let somebody tow it away for a hundred bucks.

DREW

We ate good for while.

WILLIAM

But I had to keep giving you rides everywhere for another month until you finally bought another piece-of-shit car.

DREW

I've given you rides. Lots of rides. We're friends. We've been friends for thirty years.

William says nothing. Drew stares at him.

DREW (CONT'D)
Haven't we?

William finally gives a slight nod.

WILLIAM
God knows why.

Drew looks hurt.

DREW
What do you mean?

William says nothing. He stares ahead at the highway.

WILLIAM
I don't know. Sorry.

Drew watches him for a moment and finally looks away.

DREW
You're this big-shot electrical
engineer, and I've got a theater
degree, so I have to fix people's
grout to eat.

William does not react.

DREW (CONT'D)
On the cosmic scale of things,
grout's not a big fucking deal. Not
like power grids or solar panels.
But dammit, I've had a good life.
And I'm not ashamed of what I do.

William still does not react. Drew stares at him.

Suddenly, William glances at him, with a look that says he
hasn't been listening for a while.

WILLIAM
What?

DREW
I'm not ashamed of what I do.

WILLIAM
What did you say before that?

Drew looks frustrated, but the tension quickly drains.

DREW

I said the moon is made of grout.
And green cheese.

William does not react. He does not appear to be listening.

DREW (CONT'D)

It was a joke. Ha-ha-ha-ha, Drew.
That's really funny, Drew. You
should have been a stand-up comic,
Drew, not a squat-down grout guy.
When you speak, Drew, everyone
listens.

William says nothing and just keeps staring straight ahead.

DREW (CONT'D)

So, how are you enjoying this road
trip, Drew?
(changes voice)
It's great, Drew.
(changes voice again)
I love listening to your stories,
Drew, and remembering the old days.
(changes voice)
Well, you're my best friend, Drew.
(changing voice again)
You, too, Drew. My very best
friend.

Drew looks away from William and stares out his window.

William is facing traffic, but his eyes seem somewhere else.
Now his own voice echoes in his head.

WILLIAM (V.O.)

In five minutes I could
be...dead...dead...dead.
Nothing is wrong...wrong...wrong!
Five minutes...dead. Nothing
wrong...wrong...wrong.

William pushes the accelerator down almost to the floor. The
car speeds up.

Drew gives William a sharp, questioning "What the hell?"
look. He checks his seat belt, braces one hand against the
dash and starts calling out the speedometer reading.

DREW

Seventy five...eighty...eighty
five! Just like the good old days!

He says it more as a nervous warning than a celebration of the past.

DREW (CONT'D)
Ninety! SLOW DOWN!

EXT. ROADSIDE PICNIC AREA - DAY

William's car is parked near a roadside picnic table.

Drew is at the table, snacking on beer and peanut butter crackers. William stands, holding a beer, staring at the label. He's not drinking it.

Drew offers him a cracker. William shakes his head no.

DREW
Maybe I've asked you this before.
I don't remember.

WILLIAM
So don't ask.

DREW
How come nobody calls you Bill? Or
Billy? William is a nerd's name.

WILLIAM
Some people used to.

DREW
What happened?

WILLIAM
I made them quit.

DREW
How?

WILLIAM
I killed them.

DREW
How? Did you bore them to death?

Drew smiles at his own cleverness.

William ignores him. He steps over to a "Don't Mess with Texas" trash can, throws his full beer into it and strides toward his car.

Drew holds his beer bottle up to his mouth like a microphone.

DREW (CONT'D)
(to himself)
And now, ladies and gentlemen, the
king of comedy...and grout...Drew
Smartt!

He fakes a CHEERING CROWD and quickly gestures his thanks to them. He gets up from the table and hurriedly throws away his beer bottle and cracker wrapper as...

William starts the car.

EXT. HIGHWAY - DAY

William's car is on the road again.

INT. WILLIAM'S CAR - DAY

William drives. Drew watches the passing countryside.

DREW
Were you named for William the
Conquer...William the Great...or
William Jefferson Clinton?

William pointedly ignores the question.

DREW (CONT'D)
Okay. William Kell...what rhymes
with Kell?

Drew thinks for a beat and smiles.

DREW (CONT'D)
"William Kell Goes Straight to
Hell." That would make a great
movie title.

WILLIAM
It sucks.

DREW
It's better than "Drew Smartt, Old
Fart, Goes to K-Mart." Someday I AM
gonna make a movie -

WILLIAM
(interrupting)
Grow up, will you?

DREW
I did. Thirty years ago.

WILLIAM
We're too old to do that.

DREW
To do what?

WILLIAM
Movies, fuckhead.

DREW
I'M not too old.

WILLIAM
Yes, you are. We both are.

DREW
Clint Eastwood made movies in his
seventies. Good ones.

WILLIAM
You're not Clint Eastwood. You're a
guy who fixes grout.

DREW
I could shoot a movie!

WILLIAM
And call it what? "The Grout
Escape"? "Grout Expectations"?

Drew tries to laugh but appears hurt.

DREW
I could shoot one. You could, too.

WILLIAM
You couldn't shoot shit. Neither
could I.

DREW
Yes, we can!

Drew reaches into his travel bag. Pulls out his video camera.
Aims at William and starts shooting.

DREW (CONT'D)
I'm shooting one now. "William Kell
Goes Straight to Hell."

William visibly seethes as...

...Drew moves closer with his camera.

William swats the camera aside.

WILLIAM
Get it out of my face! Put it away!

William's voice ECHOES inside his head.

WILLIAM (V.O.) (CONT'D)
...dead in five minutes...five
seconds...

Drew puts the camera away.

DREW
(to himself)
Cut! That's lunch!

INT. WILLIAM'S CAR - LATER - DAY

They ride along in silence for a while, William intently focused on the road ahead and Drew watching the passing countryside. Drew breaks the silence.

DREW
Well, anyway, they don't make 'em
like they used to.

WILLIAM
What?

DREW
Movies.

William nods, reluctantly.

Seeing William's reaction, Drew's mood becomes sunny again.

DREW (CONT'D)
Speaking of hell, did you ever see
TO HELL AND BACK?

William seems to not want to answer. Finally, he does.

WILLIAM
We were...what? Twelve? Thirteen?
Audie Murphy.

Drew looks pleased.

DREW

It came out in 1955. We weren't born yet.

WILLIAM

Whatever. If you focused your memory on stuff that matters, you'd be a millionaire now.

DREW

Well, what about you? Are you a millionaire? Have you been holding out on me? Have you...

Drew makes quote marks in the air with his fingers.

DREW (CONT'D)

..."focused your memory on stuff that matters"?

William wipes dust off the dashboard and just looks ahead.

Drew watches him for a beat, looks away and finally looks at William again.

DREW (CONT'D)

What's with you, man?

WILLIAM

What do you mean?

DREW

We used to drive for days and days, talking about movies the whole way. Movies and women.

WILLIAM

That was thirty years ago.

DREW

We're still the same people. Just a bit grayer around the butt.

WILLIAM

Movie trivia is a waste of time, Drew. A waste of life. It's too...trivial.

DREW

Really?

Drew pulls out his video camera. Aims it out the window for a moment. Swings it around and aims at William.

DREW (CONT'D)

So what's this? You threw a dart,
and now we're driving to Hell,
Michigan. How is this a momentous
occasion in the history of the
world?

William watches the road. Drew looks up from his camera but
keeps it aimed.

DREW (CONT'D)

Well, Mister Kell? Why isn't this
like the good old days?

WILLIAM

I just need to get away for a
while.

Drew turns off his camera and puts it down.

DREW

Something's going on with you. I
can sense it. I can smell it.

He takes a swig of beer. William glances at him and looks
away, visibly disgusted.

WILLIAM

How can you smell anything but
beer?

DREW

I just can. You want to talk about
it?

William hears his own voice again ECHO inside his head.

WILLIAM (V.O.)

...weeks...minutes...
seconds...dead. Nothing's
wrong...nothing's wrong...

He answers Drew, sternly at first.

WILLIAM (CONT'D)

No.
(softening)
Not yet.

Drew picks up on the slight change in William's voice.

DREW

So there IS something. I knew it.
Are you and Shannon getting
divorced?

William suddenly veers onto an exit ramp. Drew is startled.

WILLIAM

We need some gas.

DREW

Okay.

WILLIAM

And I need for you to shut up.

INT. HOTEL - CONFERENCE ROOM - DAY

Shannon and Glenda are sitting in a small room with a few
other CONFERENCE ATTENDEES, all women.

The PRESENTER, in her fifties, is using a laptop computer to
project slides onto a screen.

PRESENTER

Now, as this next graph shows,
spirituality became a much stronger
component of the feminist
ecological movement in 1979.

Shannon stifles a yawn. Glances at her watch. Catches
Glenda's attention and makes expressions and movements
suggesting they should slip out.

Just as Shannon begins to get up, Glenda suddenly stands up
and interrupts the Presenter.

GLEND A

I have a question.

All attention is focused their way. Shannon stays seated.

PRESENTER

Yes?

GLEND A

The two spirituality trend lines
almost came together in 1973 but
immediately diverged. What are your
theories on why this happened?

PRESENTER

What a marvelous question. I am so very happy you asked.

Glenda looks pleased. Shannon looks as if she is now questioning Glenda's sanity.

The Presenter reaches into a briefcase. Pulls out a book.

PRESENTER (CONT'D)

The 1973 near-convergence is the subject of my latest book, NEAR YET FAR, coming out next month. It can be pre-ordered today at a special price, with free shipping.

The Presenter moves over in front of Shannon and Glenda and opens her book.

PRESENTER (CONT'D)

I'll read you a few pages.

Glenda sits up and pays attention. Shannon slumps in her chair, looking glum and betrayed.

PRESENTER (CONT'D)

(dramatically)

I dedicate these words to Yemaya, the West African creation goddess, who protects and guides me.

Shannon fakes a COUGHING FIT and flees the room.

INT. HOTEL - HALLWAY - LATER - DAY

Shannon is waiting as the conference lets out. She and Glenda stare at each other and speak the same thought.

GLEND A

Why did you do that?

SHANNON

Why did you do that?

GLEND A

I asked first.

SHANNON

No, I did.

GLEND A

You answer first.

SHANNON

No, YOU answer first.

GLEENDA

Not until you tell me why you left.

SHANNON

Okay, I left because it's all...

Shannon stops as the Presenter exits the room, glares at her and walks past. Now Shannon makes a gesture encompassing the entire conference.

SHANNON (CONT'D)

...This is all complete bullshit.

GLEENDA

We paid nine hundred dollars each to come to this conference. I want to get something from it.

Shannon gestures to a piece of paper Glenda tries to hide.

SHANNON

You did get something. You bought her book...

(accusingly)

...didn't you?

GLEENDA

I wasn't the only one. She gave us a twenty percent discount.

SHANNON

Good. I need a drink, and since you saved so much money, you're buying.

As they start walking, Joyce is outside the bar, giving them a "hurry up" wave.

JOYCE

Happy hour started 15 seconds ago!

EXT. GAS STATION - PUMP ISLAND - DAY

William's car is stopped at an Interstate gas station. Drew whistles, tunelessly, as he cleans the windshield.

William stands at the far end of the car, pumping gas, staring off into the distance, keeping thoughts to himself.

Drew opens a back door and gets a beer from the ice chest. He looks over at William, who is now pulling his credit-card receipt from the gas pump printer.

DREW
You want one?

William shakes his head, no, and walks around to get in.

INT. CAR - DAY

As William settles in and clicks his seat belt, Drew belts in, picks up his beer bottle and eyes it.

DREW
How come I'm doing all the
drinking, old buddy? You used to
match me beer for beer.

William says nothing. He starts the engine. Drew takes a big swig of beer - and BELCHES.

DREW (CONT'D)
Just like the good old days!

William scowls at him as...

EXT. WILLIAM'S CAR - DAY

...he steers his car away from the gas station and onto the Interstate service road.

INT. WILLIAM'S CAR - DAY

Drew pulls a small GPS device from his travel bag. He sticks its suction cup onto William's dash.

As William glares at the GPS device...

...Drew turns it on.

DREW
We'll know exactly where we are at
all times. And where we're going.

Drew works the screen, entering "100 Main, Hell, MI."

DREW (CONT'D)
Every town has a main street.

THE GPS SCREEN

displays a message: "ADDRESS NOT FOUND."

GPS ROBOT VOICE
(filtered)
Address not found.

Drew enters another address.

DREW
Maybe they start at one. Or one
thousand.

GPS ROBOT VOICE
(filtered)
Address not found.

William snatches the GPS and tosses it into the back seat.

Drew looks back at it and stares at William.

DREW
I hope you didn't bust it. I paid
sixty-nine ninety-five at Target.
Why did you do that?

WILLIAM
You keep wanting the old days. So
I'm giving you the old days. We
didn't have fucking GPS in 1980.
Just sit still and shut up and let
me think and drive for a while.

DREW
Okay. Yes, sir. Aye, aye, captain,
sir.

Drew snaps a salute and folds his hands. He looks rigidly
straight ahead as he sits prim and proper in his seat.

INT. HOTEL - ROOM - DAY

Shannon and Glenda, basically drunk, enter their hotel room
and flop down on their separate beds.

GLEENDA
Is the ceiling spinning or the bed?

SHANNON
This is one of those rotating
hotels.

They lie in their separate stupors for a beat.

GLEENDA

I can't believe Joyce let herself get picked up by that old guy. He must be seventy-five.

SHANNON

If he can still do it, who cares?

Again, they lie in their separate stupors for a beat. Glenda rolls over and looks at Shannon.

GLEENDA

Maybe we should go back and get picked up.

SHANNON

We're not that desperate, are we?

GLEENDA

Not yet. Anyway, I'm not sure I can get up again.

Once again, they lie in their separate stupors for a beat.

SHANNON

I wonder what our darling husbands are doing right now?

GLEENDA

I bet Drew has finished his chores. Now he's drinking a beer and watching TV. Bowling or Law & Order re-runs.

SHANNON

William, I'm sure, is still typing his list of chores into a spreadsheet and setting up a pie chart. He won't actually try to do the chores until the last minute.

GLEENDA

Wasn't he going to the doctor?

SHANNON

Yes. DOCTOR MARKHAM heard a little heart murmur last week and sent him to a specialist. William said it's just a routine precaution and don't worry. He promised to call if it's anything serious. I haven't gotten a call.

GLEENDA

I haven't heard from Drew, either.

Once again, they lie in their separate stupors for a beat.

SHANNON

We wanted to get away from them for a while. We're doing that.

GLEENDA

Yes, and I guess we should call and see how they're doing.

They each pull their cell phones from their purses.

INT. SMARTT HOUSE - BATHROOM - DAY

Drew's cell phone RINGS, still on the bathroom floor.

INT. HOTEL ROOM - DAY

Glenda listens to the RING.

GLEENDA

(leaving voice message)
Give me a call when you get a chance. Love you.

She hangs up looking concerned. Shannon tries her phone.

INT. KELL HOUSE - DAY

William's cell phone RINGS unanswered on his desk.

INT. HOTEL ROOM - DAY

Shannon leaves a voice message.

SHANNON

William, call me. Love you.

She hangs up.

SHANNON (CONT'D)

(to Glenda)
I'm getting a little worried.

EXT. HIGHWAY - DAY

William's car is dwarfed by trucks as it moves along.

INT. WILLIAM'S CAR - DAY

William drives. Drew, napping, suddenly pops awake.

DREW

Hey, speaking of hell, name one of the soldiers in To Hell and Back - other than Audie Murphy - who later became a big star.

WILLIAM

All I remember is Murphy...

DREW

(interrupting)
...up on that tank, mowing down hundreds of Krauts. Great scene. Open the sunroof, will ya?

William opens the sunroof, distracted by thoughts.

Drew suddenly pops his seat belt...

EXT. WILLIAM'S CAR - DAY

...and pulls himself up. His head and shoulders emerge through the sunroof.

INT. WILLIAM'S CAR - DAY

William is startled.

WILLIAM

What are you doing?!

EXT. WILLIAM'S CAR - DAY

Drew, wind in his face, brings his fists up close together. He pretends to fire a tank machine gun at oncoming traffic.

DREW

Aaah-aaah-aaah-aaah-aaah! Watch the right flank!

(MORE)

DREW (CONT'D)
Buh-buh-buh-buh-buuuhhhh! Look out,
Kowalski! More ammo! On the double!

EXT. WILLIAM'S CAR - DAY

Drew keeps "firing" and making MACHINE GUN SOUNDS.

DREW
Buh-buh-buh-buh! Buh-buh-buh-buh!

INT. WILLIAM'S CAR - DAY

William SCREAMS at him.

WILLIAM
Get back in the car!

William reaches over, grabs Drew's pants, and yanks him down.

Drew settles into his seat, grabs his seat belt and reconnects it as if nothing has happened.

EXT. HIGHWAY SHOULDER - DAY

Too late.

William's car now is stopped. A Texas Highway Patrol car is parked right behind it, lights flashing.

EXT. WILLIAM'S CAR - PASSENGER SIDE - DAY

A TEXAS STATE TROOPER hands Drew a copy of his citation.

TROOPER
If you're smart, Mister Smartt,
you'll keep your seat belt fastened
at all times. Have a nice day.

INT. WILLIAM'S CAR - DAY

As William drives away, he watches the highway patrol car in his rear view mirror. Drew reads part of his citation aloud.

DREW
Seat belt not fastened. Twenty-five
to two-hundred-dollar fine, plus
court costs.

He stuffs the citation into his shirt pocket. For a couple of beats, he's silent. He watches some scenery go by.

DREW (CONT'D)
Denver Pyle.

WILLIAM
What?

DREW
Denver Pyle. In To Hell and Back.
He became a big star about thirty
years later.

WILLIAM
That goofy Marine?

DREW
No, not Gomer Pyle. Denver Pyle.
What was his big role?

William looks blank. Drew starts making DARTH VADER breathing noises.

DREW (CONT'D)
(bad Obi-Wan Kenobe voice)
Think, William Kell. Trust the
Force.

WILLIAM
You're getting goddamn weird in
your old age.

Drew, momentarily, is offended.

DREW
And you're getting to be more of a
stiff-ass by the minute. AND the
mile. Denver Pyle was Uncle Jesse
on The Dukes of Hazzard.

WILLIAM
(unenthusiastic)
Yee-haah.

Drew looks out his window - and locks his eyes onto an approaching truck stop.

DREW
Turn right here!

WILLIAM
What?

DREW
Now, now, now!

Drew grabs at the steering wheel and pulls at it.

DREW (CONT'D)
Turn...right...here.

WILLIAM
Dammit, why?

DREW
Just do it!

EXT. TRUCK STOP - PARKING LOT - DAY

William whips the car into a truck stop parking lot and stops near the convenience store.

INT. WILLIAM'S CAR - DAY

William gives Drew a less-than-pleased look.

DREW
Gotta pee. Thank you.

Drew gets out.

DREW (CONT'D)
I'll be right back. Don't do a Bobby Dupea on me.

WILLIAM
What?

DREW
Jack Nicholson. Five Easy Pieces.
When he leaves Rayette.

EXT. TRUCK STOP - STORE - DAY

Drew jogs into the truck stop's convenience store.

INT. WILLIAM'S CAR - DAY

William sits, still wearing his seat belt, impatiently drumming his fingers on the steering wheel.

EXT. STORE - DAY

Suddenly, Drew bursts from the store, looking back over his shoulder. He lopes toward the car with a small bag in his hand.

Drew keeps looking back, as if fleeing an armed robbery.

INT. WILLIAM'S CAR - DAY

William gets wide-eyed.

WILLIAM
Hell, Drew - !?

William starts the car. He's ready to go.

Drew piles in, and the instant his butt hits the seat...

EXT. STRIP MALL PARKING LOT - DAY

...William burns rubber across the parking lot, steering frantically toward an exit.

INT. WILLIAM'S CAR - DAY

Drew is shocked and amazed.

DREW
WHOA! STOP! STOP!

William slams on the brakes.

EXT. STRIP MALL PARKING LOT - DAY

The car slides to a tire-burning halt.

INT. WILLIAM'S CAR - DAY

Drew is thrown against the dash but manages to keep his head from hitting the windshield.

William looks at Drew, wild-eyed...

...as Drew clicks his seat belt into place.

DREW
Hey, man! We're not THELMA AND
LOUISE!

WILLIAM
Who?

DREW
You know who.

But William is still checking his rear-view mirror, looking back at the store.

WILLIAM
What did you do back there?

Drew realizes what William is thinking. He LAUGHS.

DREW
I ran from a wasp. A wasp was
chasing me, man. I'm allergic to
stings.

Drew gives William a look of concern. He starts trying to calm William down.

DREW (CONT'D)
We're NOT Thelma and Louise.

WILLIAM
Who?

DREW
The two chicks who took a road
trip. I rented the movie. You and I
watched it the Saturday after your
Dad died.

Now William steers the car out of the parking lot and back into traffic. He starts trying to relax.

WILLIAM
They took a fishing trip...

DREW
That turned into a road trip...

WILLIAM
That took them to the Grand Canyon.

DREW
INTO the Grand Canyon. They saw it
from the air...

WILLIAM
(absently)
With the wind in their hair.

DREW
See? You pay more attention to
movies than you think.

Drew again gets a satisfied look on his face. He rolls his
window down...

EXT. WILLIAM'S CAR - DAY

...and sticks his face out into the wind.

DREW
Yee-HA-A-AH! Just like the good old
days!

INT. WILLIAM'S CAR - DAY

William does not respond. He is lost in thoughts again,
absently touching his fingertips to his chest, in the
vicinity of his heart.

INT. DOCTOR DELANEY'S OFFICE - DAY (FLASHBACK)

WILLIAM'S POV

Doctor Delaney is staring him straight in the eyes.

DOCTOR DELANEY
(voice echoing)
...lost one...lost one...lost
one...

INT. WOMEN'S CONFERENCE - HOTEL HALLWAY - DAY

Shannon and Glenda emerge from a conference session titled
"TROJAN WOMEN: SEX & THE ENVIRONMENT."

SHANNON
Well, that was interesting, I
think. Actually, it was stupid.

GLENDIA
I'm not sure withholding sex is a
good way to force climate change.

SHANNON

Well, it wouldn't ADD anything to global warming.

Shannon pulls out her cell phone.

SHANNON (CONT'D)

Speaking of which, I wonder how the boys are doing.

She dials.

GLEENDA

Without, we hope.

Shannon smirks at her as...

EXT./INT. KELL HOUSE - DAY

...William's phone RINGS, unanswered, on William's desk.

INT. WOMEN'S CONFERENCE - HOTEL HALLWAY - DAY

Glenda looks at Shannon's concerned expression. She pulls out her cell phone and calls.

EXT./INT. SMART HOUSE-BATHROOM - DAY

Drew's phone RINGS, still behind the commode.

INT. WOMEN'S CONFERENCE - HOTEL HALLWAY - DAY

Shannon and Glenda look at their cell phones, hang up their calls and look at each other, visibly concerned.

INT. WILLIAM'S CAR - DAY

William drives. Drew listens to his iPod, silently bopping to the beat.

William gives him an irritated look.

Drew watches a highway mileage sign sweep past. He unplugs his ear buds and grins at William.

DREW

Hey, BELTON is just ahead. Let's stop and see DOCTOR DONCASTER.

William gives Drew a sour look for a moment but slowly changes his expression.

WILLIAM

Maybe.

DREW

We both liked the hell out of his Philosophy 201 class.

WILLIAM

I haven't talked with him in years.

DREW

I did. Couple of weeks ago. He says he's been enjoying the hell out of retirement. Writing that book on determinism he always wanted to write while he was teaching.

WILLIAM

For a few minutes. I don't want to get into any debates about eternity with him.

DREW

We'll just say howdy, get a quick cup of coffee, and get back on the road.

EXT. HIGHWAY - EXIT SIGN FOR BELTON - DAY

William's car exits the Interstate.

EXT. CEMETERY - LATER - DAY

William and Drew, holding drive-through-restaurant cups of coffee, stand looking at a fresh grave and headstone.

DREW

Well, this explains why he didn't answer my last two emails. Look at that. He was eighty-one.

WILLIAM

What do you expect? He was almost twice our age when we had his class thirty-two years ago.

Drew steps over to the next gravestone...

DREW

Wow, look. She was a hundred and two.

And the next gravestone.

DREW (CONT'D)

And he was thirty-six...no, forty-six. Died in nineteen seventy four.

William stays put and just takes another sip of his coffee.

WILLIAM

Is this your new hobby, graveyard mathematics?

DREW

There's a lot of history here.

WILLIAM

Not really. It's just a bunch of bones in dirty boxes.

DREW

But all of them had a life. I wish I could hear their stories.

WILLIAM

So put your ear to the mud and listen. I'll pick you up on the way back.

William turns away and walks toward his car.

Drew takes a quick look at one more headstone and hurries to catch up.

EXT. HIGHWAY - DAY

William's car moves through rural scenery on the Interstate.

INT. WILLIAM'S CAR - DAY

William and Drew are quiet, seemingly lost in their separate thoughts. Drew suddenly breaks the silence.

DREW

If you could change one thing about your life, what would it be?

WILLIAM

I don't want this discussion right now.

Drew ignores William's reply.

DREW

Haven't you ever longed for some kind of new beginning? I mean, one where you don't have to give up all of the comforts and predictability of what you already have?

WILLIAM

Why are you asking this?

DREW

We used to ask each other questions like that. When we weren't talking about movies or women. Now we just talk about stupid stuff. Grout. Football games. Dumb things our grown kids are doing.

WILLIAM

What's your point?

DREW

Well, you still love your wife, right?

WILLIAM

Yes.

WILLIAM (CONT'D)

And we're not after illicit romances on this trip.

DREW

No, we're not.

DREW (CONT'D)

So what would it hurt if we stopped for a while and looked -- just looked -- at a few dancin' girls?

William gives Drew a look of consternation.

WILLIAM

What does that have to do with new beginnings and any of the other crap you were asking?

Drew grins.

DREW

Nothing. It's just fun watching you
get pissed off.

EXT. HIGHWAY STRIP CLUB - DAY (ESTABLISHING)

William's car is parked in front of a seedy-looking strip club just off the highway.

POLE-DANCER MUSIC can be heard coming from inside.

INT. HIGHWAY STRIP CLUB - DAY

The club's interior is seedy, as well. William and Drew sit at a table. Drew sips a beer. William has bottled water. They are almost the only customers in the place.

A scantily clad, scarcely talented STRIPPER writhes around the dance pole as lights flash and an aging, bored-looking DRUMMER pounds out a STRIPPER'S BEAT on his drums.

Drew watches her and toasts her with his beer glass before he takes another sip.

William watches her, too, but quickly looks bored and just stares into his water bottle.

EXT. HIGHWAY STRIP CLUB - DAY

William and Drew emerge from the club and don't look back as they get into William's car.

INT. CAR - DAY

They settle into their seats and click their seat belts.

WILLIAM

(sarcastic)

Well, that was classic.

DREW

Strippers always looks better in
the movies.

WILLIAM

Movies are fiction, Drew.

DREW

People need more fiction in their lives.

WILLIAM

Our lives have lies in abundance.

DREW

No, I mean people need to live their lives more inspired, more driven to action, by good fiction. Look at what we're doing.

WILLIAM

What are we doing?

DREW

We're going to Hell and back, just like Audie Murphy.

WILLIAM

War is Hell. It's NOT Hell, Michigan. Can you just shut up...for a while?

DREW

Sure, if you'll let me drive...for a while.

EXT. WILLIAM'S CAR - DAY

William's car pulls back onto the Interstate from the service road.

INT. WILLIAM'S CAR - DAY

Drew is driving and looking happy.

William is slumped over against the passenger window. He's settling down, trying to take a nap.

Drew reaches out to turn on the car radio. Some hard-driving rock MUSIC plays. Drew keeps time to the drums by beating his hands against the steering wheel.

William reaches out and punches the radio OFF.

Drew gives him a sharp look.

William curls back into his nap pose.

INT. HOTEL - BAR - DAY

Glenda and Shannon are sitting in the hotel bar. Shannon is again listening to her phone ring.

Glenda pulls out her cell phone and dials.

EXT./INT. SMART HOUSE - BATHROOM - DAY

Drew's phone RINGS, still behind the commode.

INT. WOMEN'S CONFERENCE - HOTEL HALLWAY - DAY

Glenda listens to it RING a few times then impatiently ends the call.

GLEENDA

Okay, I'm officially worried.

Glenda finds another number on her phone.

GLEENDA (CONT'D)

My sister knows where I hide the key.

She punches the number.

SHANNON

Can CLAUDETTE go by my house, too?

EXT. SMARTT HOUSE - DAY

Drew's car is in the driveway.

Claudette, forties, peers into it and then walks up to the front door and rings the doorbell.

After a beat, she stoops and retrieves the key from the dirt in a flower pot.

She's a plainclothes cop. She makes her badge and gun visible just before she slips the key into the lock.

INT. SMARTT HOUSE - DAY

Claudette uses her police training as she moves cautiously through Drew's and Glenda's house.

CLAUDETTE

Drew? It's Claudette. Is everything okay?

She keeps moving, searching, one hand near her gun.

INT. SMARTT HOUSE - BATHROOM - DAY

Claudette finds Drew's cellphone on the bathroom floor.

She calls Glenda.

CLAUDETTE

His car's here, but he's not. I found his phone in the bathroom.

In response to something she hears on the phone, she looks into the shower stall.

CLAUDETTE (CONT'D)

Yes, fresh grout. Looks like he finished.

INT. WOMEN'S CONFERENCE - HOTEL HALLWAY - DAY

Glenda looks relieved.

GLEND A

(into phone)

Then he's probably over at William's. Here, talk to Shannon.

Glenda hands Shannon her cell phone.

EXT. KELL HOUSE - LATER - DAY

Claudette strides across the empty driveway of William's and Shannon's house, giving Shannon a report as she heads for the front door.

CLAUDETTE

(into phone)

His car's gone. Do you still want me to check inside?

INT. KELL HOUSE - DAY

Claudette moves cautiously through the Kells' house, one hand pressing the cell phone to her ear and the other hand held ready near her gun.

CLAUDETTE
William? It's Claudette! I have
Shannon on the phone!

She stops, listens and looks around.

CLAUDETTE (CONT'D)
(into phone)
He's not here. Have Glenda ring his
phone.

After a beat, a cell phone starts RINGING in the silent house. Claudette moves toward the SOUND.

As she goes, she walks past - but does not look into - the den where the pill bottles are on the floor.

INT. KELL HOUSE - DAY

Claudette enters William's office and finds the phone on his desk. She rejects the call and puts the phone down.

CLAUDETTE
(into her phone)
It's on his desk. Maybe they both
went somewhere and forgot their
phones.

Claudette listens to something Shannon is saying.

CLAUDETTE (CONT'D)
(into phone)
A map. Yes, I see it. Right,
there's a dart stuck in it.

INT. WOMEN'S CONFERENCE - HOTEL HALLWAY - DAY

Shannon gives Glenda a look of exasperation.

SHANNON
(into phone)
Claudette, when they were in
college, sometimes they would throw
a dart at a map. Right.
(MORE)

SHANNON (CONT'D)

And then they would drive to that spot. They still talk about those trips.

Glenda looks exasperated, too.

INT. KELL HOUSE - DAY

Claudette moves a chair into place and stands on it so she can get a closer look at where the dart has hit.

She moves her finger near the dart.

CLAUDETTE

(into phone)

It's sticking in Michigan. Near Ann Arbor.

She squints.

CLAUDETTE (CONT'D)

Hell.

INT. WOMEN'S CONFERENCE - HOTEL HALLWAY - DAY

Shannon reacts with a look of alarm.

SHANNON

(into phone)

What?

Glenda reacts with alarm to Shannon's look of alarm...until Shannon breaks out LAUGHING.

SHANNON (CONT'D)

(into phone)

Hell, Michigan?

(to Glenda)

She thinks they're going to Hell!

GLEND A

That's not news.

SHANNON

(into phone)

Thanks, Claudette! Here's Glenda.

Shannon hands the phone to Glenda and moves away a few steps as Glenda finishes the call in the background.

Shannon quickly wipes a couple of tears from her eyes and smiles.

Glenda, putting away her phone, joins her.

GLEENDA

They can go to Hell. We're having
our own fun!

SHANNON

Damn right!

They start walking slowly through the hotel conference room
corridor, glancing at their conference programs but not
really paying attention to the pages.

GLEENDA

I was worried Drew might have had a
heart attack...

SHANNON

...Or got his head stuck in his
bucket of grout?

GLEENDA

(laughing)
That would be more his style.

SHANNON

I was scared, too. I could see
William choking on his Hot
Pocket...

GLEENDA

...Or falling out of his computer
chair and hitting his head on his
backup batteries?

SHANNON

(laughing)
Yes, that would be our William and
the way he might like to go. Okay,
what's next?

As they stop and flip open their conference programs...

...Joyce emerges nearby, along with a few other ATTENDEES,
from another workshop session.

Joyce spots Shannon and Glenda. She wedges between them from
behind and links her arms with theirs.

JOYCE

Shall we?

GLEENDA

Lets!

Arms still linked, they march toward the bar like characters in The Wizard of Oz but sing a little ditty to the tune of the William Tell Overture.

SHANNON, GLEENDA AND JOYCE

To the bar! To the bar! To the bar,
bar, bar! Yeeee-haaah!

EXT. CONVENIENCE STORE - PARKING LOT - DAY (ESTABLISHING)

William's car is parked in a convenience store parking lot.

EXT. CONVENIENCE STORE - DAY

Drew exits the convenience store. A small bag is in his hand.

EXT. CONVENIENCE STORE - PARKING LOT - DAY

This time, Drew makes slow, marching-band moves as he works his way through the cars in the parking lot.

INT. WILLIAM'S CAR - DAY

William watches Drew for a beat and now puts his head down on his steering wheel in exasperation.

As Drew climbs in and settles into his seat...

...William again wheels out of the parking lot fast while Drew is still trying to get his seat belt fastened.

DREW

Whoa, cowboy!

William does not slow down.

EXT. HIGHWAY - DAY

William's car enters the Interstate and merges with traffic.

INT. WILLIAM'S CAR - DAY

Drew holds the bag in his lap and carefully opens it, peers inside, carefully closes it, and smiles.

He keeps opening the bag, looking into it, closing it and looking at William, waiting for William to get curious.

William ignores him and just stares ahead as he drives.

Drew finally grins at William.

DREW

Don't you want to know what I
bought us back there?

WILLIAM

(still distracted)
What?

Drew opens the bag with ceremony.

DREW

Tah-DAH!

He produces two sticks of...

DREW (CONT'D)

Beef jerky!

He tries to hand one to William. William pushes it back as if he has just been offered a frozen snake.

WILLIAM

It's full of salt and fat! I can't
have it!

They ride along in silence for a while. William is straight-ahead focused. Drew looks around, but not at his pal.

DREW

Is that what this trip is about?
High blood pressure?

William shakes his head, no.

DREW (CONT'D)

Cancer? Diabetes? Heart trouble?

WILLIAM

I don't want to talk about it.

DREW

I think you do. There's something
serious going on.

WILLIAM

I DON'T want to talk about it.

DREW

I've known you more than half my life, man. I know you better than you do.

WILLIAM

Bullshit!

Drew gets animated, tries to draw him out.

DREW

And. And. And...?

WILLIAM

And what?

DREW

After you say 'Bullshit!' you're supposed to tell me something I DON'T know about you.

WILLIAM

No, that's bullshit.

DREW

And then I'll tell you, oh yes, I did know that, and then we'll argue back and forth and we'll be driving again just like we used to drive thirty years ago, drinking brews and making the miles go by in a hurry.

WILLIAM

Bullshit. Bullshit. Bullshit. End of story.

DREW

You're not telling me something.

Drew waits for William to say something more, but William just glares straight ahead.

EXT. HIGHWAY REST STOP - DAY

As William returns from a highway rest stop's rest room...

...Drew is sitting atop a picnic table in a vaguely Oriental-looking meditative pose.

William is not impressed.

WILLIAM
What are you doing?

Drew comes out of his trance.

DREW
Meditating.

He tries to get back into his pose but sees William scowl.

DREW (CONT'D)
I'm emptying my mind of all
conscious thought.

WILLIAM
That won't take very long.

Drew plugs his fingers into his ears and chants.

DREW
Zenennn. Zennnnn...

WILLIAM
It's "Ommmmmm," dipshit. "Ommmm!"

Drew pulls his fingers from his ears.

DREW
What did you say? I can't hear you.
Zenennnnn!

William continues walking toward the car. Drew hops down from the table and follows him, clearly ready to argue.

DREW (CONT'D)
What's with you, man? You've been
MISTER NEGATIVITY this whole trip.

INT. WILLIAM'S CAR - DAY

They get into the car. Drew continues his outburst as William starts the car and eases out of the rest area.

DREW
I thought this drive was gonna be
fun. The old guys reliving the old
days. One more great road trip
before we settle down to a future
of prunes and prostate exams.

WILLIAM
You thought wrong.

William guns the car. They quickly get up to highway speed and merge into the flow of Interstate traffic.

DREW

Something IS up with you, man. I can sense it. I can smell it. Hell, I could grout it.

William says nothing.

DREW (CONT'D)

You and Shannon are getting divorced. Is that it?

William gives his head a barely perceptible shake. No.

DREW (CONT'D)

I bet that's it. You had some action on the side, and you got caught, like Tiger Wood.

William gives his head a barely perceptible shake. No.

WILLIAM

I don't want to talk about it right now, okay?

Drew looks unhappy.

DREW

Well, this is one fine fucking road trip. We used to tell each other everything.

Drew pulls an iPod out of his shirt pocket. He plugs the earbuds into his ears. He takes one more look at William and looks out his passenger window.

EXT. HAMBURGER DRIVE-IN - NIGHT

William's car is parked at a hamburger drive-in.

EXT./INT. WILLIAM'S CAR - NIGHT

A teenage CARHOP WAITRESS puts a tray loaded with food onto William's lowered window.

CARHOP WAITRESS

One cheeseburger, one order of
onion rings, one order of fries,
one chocolate shake...and one small
salad. Nine forty-five, please.

Her smile reveals her braces as William and Drew dig into
their wallets and combine some cash.

INT./EXT. WILLIAM'S CAR - NIGHT

As the Carhop Waitress counts out their change...

...Drew pulls out his video camera out again. He zooms in on
the Carhop Waitress.

The Carhop Waitress notices and widens her smile.

CARHOP WAITRESS

(to Drew)

Are you making a movie?

Drew lowers his camera and returns her smile.

DREW

Yes. We're the COEN BROTHERS. I'm
JOEL. He's ETHAN.

The Carhop Waitress completely buys his line.

CARHOP WAITRESS

A movie! Cool! Will I be in it?
What's the name of it?

WILLIAM

(to Drew)

Drew, stop it!

DREW

(ignoring him)

It's William Kell Goes Straight to
Hell, and yes, you'll be in it.
Watch for it in theaters by the
middle of next year.

The Carhop Waitress gives them a huge grin and hurries away
to pick up her next order.

As William hands Drew his milk shake and bags of food...

...He and Drew can see her talking excitedly to another Carhop Waitress and pointing at them. The other Carhop Waitress stares at them, open-mouthed.

William gets his salad, pulls the plastic wrapping off his plastic fork and starts eating it without dressing.

Drew, mid-bite into his burger, looks at what William is eating.

DREW (CONT'D)

That's just WRONG, man. We both ate cheeseburgers on the road. Sometimes, you ate two, with chili fries.

WILLIAM

That was then. Not now.

DREW

So explain. Why does now have to be any different than then?

WILLIAM

Because it does. And because I don't want to talk about it.

Drew takes an angry bite of burger and stares at William as he chews.

DREW

Well, you really are going to hell, William Kell.

WILLIAM

There's no hell, and there's no heaven.

DREW

You're going straight to hell with a wimpy little dinner salad in your hand. And I can't bear to watch.

Drew takes a big burger bite, looks out his passenger-side window and begins humming an unrecognizable tune with his mouth full.

EXT. HIGHWAY - TRUCK REST STOP - DAWN

William's car is parked in the midst of parked big rigs.

EXT. WILLIAM'S CAR - DAWN

Drew climbs out of the car's back seat, yawning and trying to stretch out the kinks.

William is asleep in the front seat, face against the driver's side window.

Drew steps over and KNOCKS on the window. William wakes up, STARTLED.

EXT. HIGHWAY - LATER - DAY

William's car is on the highway, moving along in traffic.

EXT. WILLIAM'S CAR - PASSENGER SIDE - DAY

Drew stares out his passenger window at the passing countryside.

INT. WILLIAM'S CAR - DAY

William drives, staring straight ahead and saying nothing.

Drew stares straight ahead, saying nothing.

Drew suddenly looks at William.

DREW

Nihilism.

William looks around at him, visibly irritated.

WILLIAM

What?

DREW

Nihilism. The pointless of existence. Is that what this trip is all about?

William stays focused on the road ahead.

WILLIAM

What the fuck does a grout guy know
- or care - about nihilism?

DREW

Grout guys can know and care about anything. Grout is just something I do for a living. It's no different than astronomy or heart surgery.

WILLIAM

Sure it is.

DREW

No, it isn't. Astronomers and heart surgeons both have to call me. They can't do grout themselves.

WILLIAM

So you have a doctorate in grout.

DREW

No, I have a degree in theater arts. But I'm interested in everything.

WILLIAM

And a master of nothing, except trivia and grout.

DREW

Well, touche, Doctor Kell. So far, on this trip, you seem to be all about ambiguity and angst. What's with you, man?

William doesn't answer. But inside his head...

INT. DOCTOR DELANEY'S OFFICE - DAY (FLASHBACK)

William's mind is still altering his encounter with Doctor Delaney. This time, the doctor SNAPS William's chart shut and has an evil grin as he stares straight into William's eyes.

DOCTOR DELANEY

...dead.

There is an evil, ECHOING, FADING LAUGH as...

EXT. HIGHWAY - DAY (PRESENT)

...William's car, headlights on, moves along in sparse, early-morning traffic.

INT. WILLIAM'S CAR - LATER - DAY

William and Drew are drinking coffee.

DREW
You know what?

WILLIAM
What?

DREW
You're getting old in your old age.

WILLIAM
So? What do you mean?

DREW
I mean, we're the same age. But in spirit, I'm twenty years younger. You're just a mean old coot. I'm still the way we used to be.

WILLIAM
I grew up. You didn't.

DREW
Ah, at last. A bit of the old William Kell. Better than the new William Kell, the no-fun William Kell.

William frowns and just keeps driving.

DREW (CONT'D)
I mean, look at you! You're tense. You're driving too fast. And you're hunched over that steering wheel like it's gonna to get us to Hell a second sooner.

WILLIAM
I've got a lot of stuff on my mind.

DREW
I figured that out about two hundred miles ago. So when are you gonna tell me? Maybe I can help.

WILLIAM
There's not a damned thing you can do to help me.

DREW

Music. That'll help.

Drew turns on the car radio and quickly finds a country-music station. The song has a good, fast, driving beat.

DREW (CONT'D)

Every road trip needs a sound track.

He turns up the music and starts keeping time on the dash with his hands. William reaches over and angrily punches the radio off.

WILLIAM

Can you just shut up and stay quiet for a while? I can't hear myself think.

Drew looks hurt for a moment but soon starts rummaging through the small bag near his feet. He pulls out a pair of binoculars. He peers through them at the passing countryside and at the cars and trucks up ahead on the Interstate. Suddenly he tenses and seems to focus on one area straight ahead.

DREW

Damn! I don't believe it!

William looks supremely irritated but finally can't resist asking.

WILLIAM

What?

Drew first looks at his binoculars in amazement and then points out through the windshield.

DREW

I think I can see Russia! Or the River Styx. Not sure which.
(offers binoculars)
Take a look.

William pushes the binoculars aside but can't stop a slight grin from forming. He drives along silent for a beat.

WILLIAM

I'm sorry, Drew. I seem to be stuck in asshole mode.

Drew looks happy as he briefly puts the binoculars back to his face and aims them at William.

DREW

Apology accepted. I've always liked having a sorry asshole for a best friend.

Drew puts away his binoculars and pulls out his video camera. He aims it out his window but pans around to William.

DREW (CONT'D)

(fake documentary voice)

And now we say goodbye to the old William Kell. Meet the new William Kell as he boldly goes where no asshole has gone before!

William looks at Drew and at Drew's camera. This time he does not push the camera aside. Instead, he looks forward and thrusts out his chin slightly, faking a heroic pose.

EXT. INTERSTATE - DAY

William's car moves along the Interstate through North Texas passing ranches and road signs.

EXT. TEXAS-OKLAHOMA BORDER - TEXAS SIDE - DAY

William and Drew stand beside William's car, looking out over the Red River that separates Texas and Oklahoma. William just stares at the river. Drew gets impatient.

DREW

I'm hungry. Let's get some dinner in Ardmore.

William just keeps staring at the river.

WILLIAM

What the hell was I thinking?

DREW

What do you mean?

WILLIAM

This.

William's gesture more or less takes in the whole world.

WILLIAM (CONT'D)

This trip is a stupid idea. We haven't lost a thing in Oklahoma.

DREW

We're not going TO Oklahoma. We're going THROUGH Oklahoma. TO Michigan. Aren't we?

William points at a car parked across the river.

WILLIAM

See that car over there? Some guy's sitting in it thinking he had a stupid idea. He hasn't lost a thing in Texas.

DREW

Okay. So we go east to Arkansas. We can head north from there.

WILLIAM

No, we're going south.

DREW

We just came from there!

WILLIAM

There's a Hell in Texas. I just remembered it. It's somewhere west of Austin.

DREW

But the map and the dart said we have to go to Michigan.

WILLIAM

Fuck the map and the dart. And fuck Michigan, too.

DREW

Michigan's already fucked. It needs our money. I don't understand you, man. We've always followed the map and the dart.

WILLIAM

Fuck "always," too. Things change. We're going to Hell, Texas.

DREW

Well, it's your car.

EXT. HIGHWAY - EARLY EVENING

Now heading south, William's car passes a "Denton City Limits" sign as it heads toward city lights.

EXT. MOTEL - DENTON, TEXAS - NIGHT

William's car is parked in front of a motel.

INT. MOTEL HALLWAY - NIGHT

Drew comes out of his room carrying his empty ice bucket. He stops and knocks on one of the doors.

Several locks are audibly unlocked. William opens his door only as far as the security chain will allow.

DREW
I'm getting ice. Want some?

WILLIAM
No.

DREW
Do you think we ought to call the girls and let 'em know we forgot our cell phones?

WILLIAM
No.

DREW
Why not?

WILLIAM
Do you know how much it costs to make a call from our rooms?

DREW
No.

WILLIAM
They wanted to get away from us for a week. Let 'em.

William's TV is barely audible. Drew tries to see in.

DREW
What are you watching?

WILLIAM
Nothing. Good night.

William closes and LOCKS his door.

Drew shrugs and goes down the hall toward the ice machine, tunelessly whistling.

EXT. MOTEL - PAY PHONE - NIGHT

Drew stands outside the motel at a pay phone. He drops in some coins and dials.

INT. HOTEL - SHANNON'S & GLENDA'S ROOM - NIGHT

Glenda's cell phone flashes but does not audibly ring.

EXT. MOTEL - PAY PHONE - NIGHT

Drew listens to the phone RING.

INT. HOTEL - SHANNON'S & GLENDA'S ROOM - NIGHT

The TV is on, but the sound is down and no one is watching it. Glenda comes out of the shower wearing sexy silk pajamas.

Shannon is sprawled on her bed wearing well-worn running shorts and a faded T-shirt. She looks up from a magazine and notices Glenda's pajamas.

SHANNON
Those are cute. Does Drew like them?

Glenda climbs onto her bed and towels her hair.

GLENDA
Oh, who knows what Drew likes these days?

SHANNON
Our William is not exactly Mister Scintillation, either.

GLENDA
I guess it comes with age. And being married so long.

SHANNON

He's never been all that great in bed. But I wanted somebody safe. Dependable. Big Willie has been that.

GLEENDA

BIG Willie?

Glenda gives a LAUGH of surprise. Shannon looks embarrassed.

SHANNON

Don't tell Drew. Promise me. William will kill me.

GLEENDA

I've thought about dressing up like Betty Page and bringing a bucket of grout to bed.

SHANNON

I've had the same fantasy, except it's a bucket of Viagra. Are we having fun here?

GLEENDA

What do you mean?

SHANNON

This conference. Do we really give a damn about spirituality and the environment? Or did we just grab an excuse to run away for a week?

GLEENDA

Well, I for one think this is a very importance conference...

SHANNON

Seriously?

GLEENDA

...for women who need a break from the men in their lives.

SHANNON

So why are we spending so much time worrying about how they are and what they're doing?

GLEENDA

Because we're taking a break from them, and they haven't called us. Maybe they don't even miss us.

Glenda picks up her cell phone and looks at it.

GLEENDA (CONT'D)

I had a call. Did you hear it ring?

SHANNON

No, is it Drew?

GLEENDA

I don't recognize the number. Where's the nine-four-oh area code?

SHANNON

Up in the north part of Texas, I think.

GLEENDA

I don't know anybody up there.

She dials the number.

EXT. MOTEL - PAY PHONE - NIGHT

The pay phone RINGS unanswered. No one is nearby.

INT. HOTEL - SHANNON'S & GLEENDA'S ROOM - NIGHT

Glenda hangs up. She looks at Shannon, shakes her head "no."

GLEENDA

I don't know if it was Drew or not. He hates leaving messages.

EXT. HIGHWAY - DALLAS - EARLY MORNING

William's car is on the road again - crawling forward in Dallas rush hour traffic.

INT. WILLIAM'S CAR - DAY

Drew is eating a breakfast burrito from a paper bag and looking at a Texas road map.

DREW

I still can't find it. And it's not on the list of towns.

WILLIAM

Keep looking. I know Hell is somewhere west or southwest of Austin.

DREW

Well, we could have saved at least ten miles and a hell of a lot of time if you had gone through Fort Worth instead of Dallas.

WILLIAM

Well, we didn't. So here we are.

DREW

"No matter where you go...there you are."

WILLIAM

What?

DREW

Buckaroo Banzai. Peter Weller. The Adventures of Buckaroo Banzai Across the 8th Dimension.

WILLIAM

I never saw it.

DREW

We both saw it in 1984. At the Campus Theater in Denton. Where we were last night. He went to college there.

WILLIAM

Who?

DREW

Peter Weller. You bought the tickets. I bought the popcorn and the drinks. Larry McMurtry went to college in Denton. And Mean Joe Green. And Phyllis George.

WILLIAM

How - and why - do you remember shit like that?

DREW

It's part of the entertainment fun.

WILLIAM

It turns your brain to mush. To
grout. Put some real stuff in it,
Drew.

DREW

Like what? The price of sausage in
Egypt? Buckaroo Banzai. He's real
enough for me. We sat on the back
row in case you got bored with it
and wanted to leave.

WILLIAM

I'm sure I did.

DREW

You thought it was stupid, but we
didn't leave. I thought it was
great, and he played Robocop three
years later. Robocop kicked ass.

WILLIAM

If I'm lucky, maybe he'll kick
yours.

SERIES OF SHOTS - DAY

1. William's car moves along the highway.
2. Steam suddenly billows from under the hood.
3. William's car, still steaming, pulls into a small-town gas station near the Interstate.
4. William's car is up on the service rack. The MECHANIC shows William and Drew a bad radiator hose.
5. The Mechanic pulls a radiator hose off the wall. He takes it under the car as William and Drew watch. The Mechanic checks its fit and shakes his head "no."
6. William and Drew sit outside the front of the service station, looking bored, checking their watches.
7. A pickup truck arrives. The DRIVER gets out and delivers the new radiator hose to the Mechanic.
8. The Mechanic holds it up under the car and nods "yes." He gets to work installing it.

INT. WILLIAM' CAR - LATER - DAY

William and Drew ride along in silence, watching the traffic around them. Drew suddenly glances at William.

DREW

You know what? You're getting old in your old age.

WILLIAM

What do you mean?

DREW

We're the same age. But in spirit, I'm twenty years younger. You're now just a mean old coot, and I'm still the way we used to be.

WILLIAM

I grew up. You didn't.

DREW

Ah, at last. A bit of the old William Kell. Better than the new William Kell, the no-fun William Kell. I mean, look at you! You're tense. You're driving too fast. And you're hunched over that steering wheel like it's gonna to get us to Hell a second sooner.

WILLIAM

I've got a lot of stuff on my mind.

DREW

When are you gonna tell me? I can help.

WILLIAM

There's not a damned thing you can do to help me.

DREW

Music. That'll help.

Drew turns on the car radio and quickly finds a country-music station. The instrumental song has a fast, driving beat.

DREW (CONT'D)

Every good road trip needs a sound track.

He turns up the music and starts keeping time on the dash with his hands.

William reaches over and punches the radio off.

Drew glares at him.

DREW (CONT'D)

Or not.

He looks away, out toward a city limit sign: WACO, TEXAS.

EXT. WACO - IH-35 STARBUCKS - DAY

William's car is parked in front of a Starbucks.

INT. IH-35 STARBUCKS - DAY

William sits at a table drinking coffee, looking bleary-eyed.

Drew sits alone at another table, surfing the web on a Netbook computer. He looks over at William.

DREW

Here it is. Back in the eighteen-nineties, a guy named Charles Esser tried to call his town Hell, Texas, but the postal service said no.

WILLIAM

(interrupting)

That means there's still a Hell somewhere in Texas.

DREW

He had to call his town Wesson. It was about fifty miles southwest of Austin.

WILLIAM

Then Hell's close by.

DREW

No, Wesson turned into a ghost town in World War II. Now it's gone. We can't go there.

WILLIAM

Hell is still there. I'm sure of it. I think I saw it in Texas Monthly.

William finishes his coffee and throws his cup into a nearby trash can. He stands near Drew's table and gestures toward the front door.

WILLIAM (CONT'D)

Let's go.

Drew works at his computer, scrolling.

DREW

Wait! There's several more Google pages.

William goes to the front door and looks back.

WILLIAM

We didn't have Google in the old days. We just drove until we found it. I know where it is.

EXT. STARBUCKS - DAY

William exits and heads for his car, leaving Drew inside gathering up his computer, drink and sandwich.

INT. WILLIAM'S CAR - DAY

As William steers his car back out onto Interstate 35...

...Drew snaps his seat belt into place and picks up his travel bag. He slides his computer into it and pulls out his GPS device. He sticks its suction cup to William's dash.

As William glares at it, Drew turns it on.

DREW

I need to see where we're going, even if you don't.

Drew works the screen and enters "100 Main St., Hell, TX."

THE GPS

displays a message: "LOCATION NOT FOUND."

GPS ROBOT VOICE

Location not found.

William snatches the GPS from the dash again and tosses it into the back seat.

Drew looks back at it and now stares at William.

DREW
Give it a chance!

WILLIAM
I know where it is. If I keep
thinking about it, I can drive us
there.

DREW
How about I drive -- while you
think about it?

William gives Drew an "I could kill you" look.

EXT. WILLIAM'S CAR - LATER - DAY

William's car pulls onto the Interstate from a service road.

INT. WILLIAM'S CAR - DAY

Drew now is driving and looking happy. William is slumped
over against the passenger window, trying to take a nap.

Drew reaches out to turn on the car radio. Some hard-driving
rock MUSIC plays. He keeps time to the drums by beating his
hands against the steering wheel.

William reaches out and punches the radio OFF.

Drew gives him a sharp look.

William just gets back into his nap pose.

INT. WILLIAM'S CAR - LATER - DAY

William suddenly wakes up and looks around.

WILLIAM
Where are we?

DREW
Some Farm-to-Market road, three
twenty eight, I think. Or twenty
eight oh three.

WILLIAM
Why did you leave the Interstate?

DREW

Something shut down both southbound lanes, so I took a side road.

WILLIAM

Which side road?

DREW

What's the difference? It'll get us to another highway soon and we can turn south.

William starts to look anxious.

WILLIAM

Have you seen any town signs?

DREW

I haven't paid much attention.

WILLIAM

Well, what have you seen?

DREW

A few little places with no gas stations.

WILLIAM

(increasingly anxious)

Do you have any idea where the hell we are?

DREW

No. I'm just driving, okay? You've been sleeping. I've been driving. Driving the fuck out of driving.

EXT. WILLIAM'S CAR - RURAL ROAD - LATER - NEAR SUNSET

William's car moves slowly along a narrow, rural road.

INT. WILLIAM'S CAR - NEAR SUNSET

William is at the steering wheel again, looking anxious.

WILLIAM

It should be here. Keep looking.

DREW

I don't see anything but fences and cows.

WILLIAM

I'm sure it's right around here.

EXT. ROAD - DUSK

The road dead-ends. William's car rolls to a stop.

EXT. WILLIAM'S CAR - DUSK

William and Drew get out. They walk toward...

EXT. OLD RAILROAD TUNNEL - DUSK

...what looks like a cave. It's an old railroad tunnel (near Bankersmith, Texas, ghost town).

DREW

Is this it?

Almost on cue, a million bats WHOOSH out of the tunnel and stream into the sky.

William looks startled. Drew looks amazed...until he takes another step forward and reacts to the unmistakable warning BUZZ of a rattlesnake.

The snake is coiled just a few feet from them.

William and Drew both move back toward the car, looking around for more rattlers.

DREW (CONT'D)

Is this Hell?

WILLIAM

No. We made a wrong turn.

EXT. WILLIAM'S CAR - ANOTHER RURAL ROAD - NIGHT

William's car moves along another back road.

It reaches another dead end and stops. The headlights shine on...

EXT. RANCH GATE - NIGHT

...a weathered cow skull mounted above a chain-locked gate with a "Keep Out" sign.

INT. WILLIAM'S CAR - NIGHT

William backs up his car and goes the other way.

DREW

(weary)

Let's just say we've had a hell of
a trip and go home.

WILLIAM

It's here somewhere. Look for a
sign. Or a cemetery.

Drew looks for a moment and then watches William anxiously
trying to spot something.

DREW

Why do we have to find it? There's
nothing out here but darkness and
the void.

WILLIAM

Keep looking.

DREW

We could have been in Hell,
Michigan, by now. It's really
there.

William pushes the accelerator down. The car speeds up.

WILLIAM

It's here. I know it.

Drew tightens his seat belt. He braces a hand against the
dashboard.

EXT. ROAD - NIGHT

William's car tops a dark hill...

EXT. TEXAS TOWN - NIGHT

...and heads into the lights of a town.

INT. WILLIAM'S CAR - NIGHT

William looks around anxiously at the passing lights and buildings.

WILLIAM
Find some signs.

William is still driving past. Franchise signs flash by.

DREW
We're at the corner of Taco Bueno
and Taco Bell.

WILLIAM
There's a sign.

DREW
Bill's Radiator Shop?

WILLIAM
No, the street sign.

DREW
Slow down a little!

Drew turns his head as the car goes through an intersection.

DREW (CONT'D)
Morris Avenue, I think. Slow down!

William does not slow down. Drew keeps looking at passing store and street signs. They go by in a blur.

DREW (CONT'D)
Main Street. We could be anywhere.

William starts breathing harder and moving in a jerky fashion. His own voice ECHOES in his head.

WILLIAM (V.O.)
...in seconds, dead...in seconds
dead...in seconds, dead.

Suddenly, he releases his seat belt, GASPING.

Drew reacts with alarm.

DREW
What's wrong?

INT. WILLIAM'S CAR - NIGHT

William puts his right hand to his chest, near his heart, and jerks his left hand spasmodically as it comes loose from the steering wheel and then grabs the wheel again and pulls down.

Before Drew can reach the steering wheel...

EXT. WILLIAM'S CAR - NIGHT

...William's car veers into a parking lot and BUMPS to a stop against a heavy post. The collision isn't hard.

INT. WILLIAM'S CAR - NIGHT

But William's head falls against the steering wheel and activates the HORN.

INT. WILLIAM'S CAR - NIGHT

Drew pops his seat belt. Pulls William off the horn.

DREW

William! What's wrong?

William does not appear to be hurt, but his eyes are tightly shut, he's still GASPING for breath, and now his right hand is clawing at his chest in the vicinity of his heart.

EXT. PARKING LOT - NIGHT

Drew scrambles out of William's car and looks around. They're in an empty church parking lot.

EXT. STREET - NIGHT

Drew hurries out into the street...

DREW'S POV

...and looks both ways. No vehicles are moving nearby. But a bicycle headlight oscillates in the distance.

EXT. BICYCLE - NIGHT

An EARNEST BIKER in full racing gear zips along.

EXT. STREET - NIGHT

Drew steps into the Earnest Biker's path, waving his arms.

DREW
Hey! Call nine-one-one!

The Earnest Biker deftly maneuvers around Drew and keeps pedalling fast into the night. Drew SHOUTS after him.

DREW (CONT'D)
Emergency!

The Earnest Biker keeps pedalling away. But suddenly, he slows and circles back, pulling out his cell phone.

INT. SHANNON'S & GLENDA'S HOTEL ROOM - NIGHT

Shannon turns on her bedside lamp, pulls out her phone and checks it.

SHANNON
Damn! Low battery.

She rummages through her purse. She gets out of bed and opens up her travel bag.

SHANNON (CONT'D)
I forgot my phone charger.

Glenda turns on her light, reaches into her purse and offers her charger.

GLENDA
See if mine will work.

Shannon tries to plug it into her phone. It won't go. She gives it back.

SHANNON
They should standardize this shit.

GLENDA
Husbands should be standardized,
too. With tight little butts...

SHANNON
...And seven-inch dicks...

GLENDA
...that rise on demand.

SHANNON

On command!

GLENDA

If Drew calls, I'll tell him to have William to call my phone. You want to try him again?

Shannon takes Glenda's phone and dials.

INT. KELL HOUSE - NIGHT

William's cell phone RINGS unanswered on his desk.

INT. HOTEL - SHANNON'S & GLENDA'S ROOM - NIGHT

Shannon ends the call and gives back Glenda's phone.

SHANNON

Wherever they went, they haven't come back. I'm officially worried.

GLENDA

I can call Claudette.

SHANNON

If we haven't heard from them by tomorrow morning.

Shannon gets in bed. Checks her cell phone one more time. She puts down her phone and pulls up her covers to go to sleep.

EXT. SMALL-TOWN HOSPITAL - NIGHT (ESTABLISHING)

A sign shows the name of the hospital.

INT. HOSPITAL - EMERGENCY ROOM - NIGHT

William is seated on an examining room table, looking glum.

A NURSE finishes taking his blood pressure and smiles.

NURSE

Still a bit high. DOCTOR NOXLEY will be back shortly.

She leaves. Drew enters through the privacy curtain.

DREW

I called Glenda. Talked to Shannon, too. They're glad you're okay, but royally pissed that we forgot our phones. Hell, they had Claudette and some other cops out looking for our bodies.

William looks away. Tears well in his eyes.

Doctor Noxley, efficient and friendly, a good country doctor, comes through the curtain, carrying William's chart.

DOCTOR NOXLEY

Well, Mister Kell, I have some good news. And I have news that won't be much of a surprise.

Drew watches the doctor. William looks distant.

Doctor Noxley quickly flips through William's chart.

DOCTOR NOXLEY (CONT'D)

(to William)

You've had what we call a panic attack. Its symptoms can seem exactly like a heart attack. That's the good news.

William nods slightly but still looks distant.

DREW

(to Doctor Noxley)

What's the bad - the other news?

DOCTOR NOXLEY

(to Drew)

He hasn't told you, has he?

DREW

Told me what?

Doctor Noxley smiles. He pulls an insurance card from his clipboard and puts it in William's hand.

DOCTOR NOXLEY

(to William)

I called your primary care physician. He referred me to your heart surgeon.

Drew looks at William sharply.

DREW
(to William)
Heart surgeon?

William glances at Drew and nods.

DOCTOR NOXLEY
DAVE Delaney and I go way back.
High school and pre-med. I'd trust
him with my life.

WILLIAM
I'm scared to.

DOCTOR NOXLEY
If Dave Delaney says your mitral
valve is failing, it's failing. And
not a pill in the world is gonna
fix it.

WILLIAM
(to Drew)
One out of twenty don't survive the
operation.

Drew looks at Doctor Noxley for confirmation.

DOCTOR NOXLEY
(to Drew)
That's the number.
(to William)
But nineteen do. Dave's being
honest. Have some faith, Mister
Kell. The odds are ninety-five
percent in your favor.

WILLIAM
I keep thinking about the five
percent. What if I say no?

Doctor Noxley starts to answer but stops and looks at Drew.

DOCTOR NOXLEY
Give us a couple of minutes.

DREW
I'll go find the Coke machine.

Drew exits the examining area.

Doctor Noxley closes the privacy curtain.

INT. EMERGENCY ROOM - OUTSIDE EXAMINING AREA - NIGHT

Drew starts to walk away but stops and quietly backtracks. He stands just outside the curtain, listening.

INT. EXAMINING AREA - NIGHT

Doctor Noxley takes another quick look at William's chart.

DOCTOR NOXLEY

You've already tried saying no.
That's why you're here. You've had
an anxiety overload.

WILLIAM

I don't know what to do.

DOCTOR NOXLEY

I can't make you have the surgery.
That's up to you.

WILLIAM

What would you do?

DOCTOR NOXLEY

Honestly, I might be scared. But
you're patient. You have to make
the choice.

WILLIAM

I've never had any surgery.

DOCTOR NOXLEY

And now it's the big one. Well, I'm
sure Dave gave you the bottom line.
If you don't have it, you'll have a
few more of these thousand-dollar
panic attacks. They can happen
completely without warning.

INT. EMERGENCY ROOM - OUTSIDE EXAMINING AREA - NIGHT

Drew listens as Doctor Noxley's voice comes through the
"privacy" curtain.

DOCTOR NOXLEY (O.S.)

And then, sometime in the next few
weeks, you'll just keel over.

WILLIAM (O.S.)
He said I'd "be on the floor."

DOCTOR NOXLEY
Either way, to use one of the fine
terms we learned in medical school,
you'll wake up dead.

WILLIAM (O.S.)
(plaintively)
I'm not ready to die.

INT. EXAMINING AREA - NIGHT

Drew pushes through the curtain just as Doctor Noxley is
responding.

DOCTOR NOXLEY
Most of us aren't.

DREW
He'll have the surgery. I'll make
sure he does.

William looks up in surprise.

WILLIAM
How?

Momentarily, Drew isn't sure. But inspiration visibly
strikes.

DREW
(to William)
I'll give you the greatest gift I
can offer: new grout in both
bathrooms.

William looks at Drew as if he is crazy. Now he LAUGHS and
quickly starts to CRY. Drew grabs him and hugs him.

DREW (CONT'D)
You could have told me.

WILLIAM
I couldn't even tell myself.

William leans into Drew and CRIES briefly on his shoulder.

WILLIAM (CONT'D)
I'm sorry, Drew. I'm scared
shitless. I've been a total jerk.

Drew grins at him.

DREW
Yes, you have. But look at the
bright side. We made it to hell.
This is it.

His gesture indicates the hospital.

DREW (CONT'D)
And I'm still your best friend.

Doctor Noxley looks pleased. He SNAPS William's chart shut.

DOCTOR NOXLEY
(to William)
Tell Dave Delaney I said hello.

He exits the examining room.

EXT. HOSPITAL - AUSTIN - DAY (ESTABLISHING)

INT. HOSPITAL - HALLWAY - DAY

William, prepped for surgery and looking groggy, is on a gurney. A SURGICAL NURSE pushes him toward the operating room.

Shannon walks beside William holding his hand.

WILLIAM
There's a copy of my DNR in my
pants pocket, if you need it. I
left my will on my desk.

Shannon kisses him.

SHANNON
I love you, too.

Drew and Glenda are with them. Drew leans in and touches William's shoulder.

DREW
(cheerily)
See you on the other side!

William, groggy, barely reacts. Glenda and Shannon, however, both give Drew sharp, disapproving looks.

Drew suddenly realizes what he has said.

DREW (CONT'D)

I meant on the other side of the hospital. We'll all be waiting.

William grimaces but manages a small grin and weak wave.

They are left outside the swinging doors as William's gurney is pushed through.

INT. HOSPITAL - SURGERY WAITING ROOM - DAY

Shannon, Glenda and Drew sit, pace and check their watches.

A clock quickly records the passage of several hours.

Shannon, Glenda and Drew look weary as they sit quietly in the waiting room.

Doctor Dave Delaney, looking tired but smiling, comes into the surgery waiting room and says something to Shannon.

Shannon, looking happy and relieved, starts to cry. As Glenda comforts her and smiles, too, Drew gives a big fist pump and shakes the doctor's hand.

INT. HOSPITAL - WILLIAM'S ROOM - ANOTHER DAY

William is recuperating in his room with Shannon at his bedside. She feeds him pudding.

Flowers, potted plants and get-well cards are on a nearby table.

Doctor Delaney and a NURSE enter. They pull William's hospital gown down from his chest, revealing a foot-long, stitched incision. Doctor Delaney puts his stethoscope on William's chest and listens. Doctor Delaney nods and looks pleased.

Shannon kisses William, smiles and wipes tears from her eyes.

EXT. WILLIAM'S HOUSE - ANOTHER DAY

BEGIN UPTEMPO MUSIC AND SPEEDED-UP ACTION

Drew and Shannon help William from his car and toward the front door of his house. William walks very cautiously, holding one hand protectively to his chest.

INSERT: Clock face. The clock hands move at a rapid pace.

Pages of a calendar flip rapidly, one day after another. More than a month zips by in seconds.

EXT. WILLIAM'S HOUSE - PATIO - DAY

William, dressed in casual clothes, soaks up some sun on his patio. Shannon, Glenda and Drew are out there with him. They have drinks, talk unheard and visibly LAUGH.

EXT. HOSPITAL - DAY (ESTABLISHING)

INT. HOSPITAL - CARDIAC REHABILITATION LAB - DAY

William rides a stationary bike and walks on a treadmill while a CARDIAC REHAB NURSE watches him carefully.

INSERT: Clock face.

Clock hands move at a rapid pace.

William's feet start moving faster and finally running in place on the treadmill.

Pages of a calendar fly by, one day after another. Six weeks go by.

As William "graduates" from cardiac rehab in a little ceremony, he and three other MEN are given heart T-shirts by the Cardiac Rehab Nurse.

Shannon, Glenda and Drew are among those applauding.

INT. KELL HOUSE - BEDROOM - NIGHT

William and Shannon start to make love. William is tentative and careful with his chest. Shannon helps him relax.

INT. KELL HOUSE - BEDROOM - LATER - NIGHT

William has tears in his eyes...and a big smile on his face as Shannon snuggles close to him, looking happy, too.

EXT. CHURCH - ANOTHER DAY

Shannon pulls William toward a church door. William visibly resists but finally relents.

A CLERGYMAN opens the door and steps out. He welcomes them both. William shakes the Clergyman's hand and lets Shannon pull him inside the door.

EXT. AUSTIN - TOWN LAKE - ANOTHER DAY

William carefully rows a small boat on Austin's Town Lake while Shannon lounges in the stern beneath a big hat. Briefly, he stops and touches the area where he had his incision but resumes rowing.

EXT. AUSTIN - ROAD - DAY

AS THE FINAL CREDITS ROLL

Shannon and Glenda are in the front seats of a convertible, dressed a bit like Thelma and Louise.

The convertible is moving along a highway with downtown Austin visible in the background.

William and Drew are in the back seats drinking soft drinks. Drew says something to William.

William spits out some of his drink and LAUGHS uproariously. He looks happy to be alive.

The others LAUGH, too, as...

...Drew pulls out his video camera and starts recording William and the others...

...and the convertible moves up the highway to...

THE END OF THE CLOSING CREDITS AND...

FADE OUT.

THE END