

THE
WALKING
DEAD

"Episode 104"

Teleplay by Johan Renck

TEASER

FADE IN:

EXT. LAKE - DAY

Azure water, peaceful and serene, idyllic.

Two girls in a canoe: Andrea and Amy. Fishing in deep, contemplative silence.

Andrea's sneaking looks at Amy's fishing pole. Finally:

AMY
(snaps a look)
What?

ANDREA
Nothing.

AMY
It's not nothing. It's always something.

ANDREA
I don't want to criticize.

AMY
Why stop now?
(beat)
You got something to say, spit it out.

Andrea wrestles with staying silent, can't help herself:

ANDREA
Didn't Dad teach you to tie nail knots?

AMY
Nail knots?

ANDREA
Yeah. They pass freely through any line guide and won't slip.

AMY
Duh. I know what nail knots are. Why the hell would he do that? He only ever used a fisherman's knot.
(off Andrea's look)
One knot. One.

ANDREA

No he didn't. He tied at least three.

AMY

Clinch knots? No way.

ANDREA

Fine. I'm making it up.

A long beat of silence, the sisters giving each other suspicious looks.

ANDREA

Did Dad teach you mostly dry lures?

AMY

Yeah. You?

ANDREA

Wet.

AMY

You're kidding.

Another look between them. Both trying to wrap their minds around this unsettling revelation.

AMY

But...he was always so adamant. You know him and the fishing thing.

ANDREA

Gee, you think? I only spent my entire childhood with my ass in a boat.

(beat)

But in my day it was all about getting the hook seated. We were fishing for the dinner table.

AMY

Not us. We always threw them back. Always.

They mull that, both at a loss.

ANDREA

I guess he changed things up.

AMY

Fishing? Dad? That would be like...I dunno, like changing his religion.

ANDREA

People change. It's not his fault we were born twelve years apart.

AMY

(doesn't wash)

No. Soon as you went off to college, it was my ass in that boat. And he taught me dry lures from day one.

(off Andrea's look)

This was not behavior that developed over time.

A stretch of silence, a quiet revelation forming:

ANDREA

(softly)

You think he did it for us?

Amy's realizing it too:

AMY

'Cause we're so different?

Amy's on the verge of crying. Andrea too, but she's fighting it.

ANDREA

Oh, please, don't start...

AMY

He knew, didn't he? He knew you needed to catch the fish. And I needed to throw them back.

Amy bursts into tears. That sends Andrea off too.

ANDREA

Remember his rule. No crying in the boat. It scares the fish.

AMY

You think they're okay? Mom and Dad? Maybe this thing didn't hit Florida so hard. Maybe it's better there.

(beat)

You think?

Andrea's silence says volumes. She gathers herself, wipes her eyes, sees Amy's line twitching.

ANDREA

I think you have a bite. Even
with the wrong knots.

Amy absorbs that sadly, wipes her eyes too, puts her attention back on her reel...

AMY

So much for the no crying rule.

ANDREA

I think that was more for Dad
than the fish.

HIGH, HIGH WIDE ANGLE

...As we go to a GOD'S-EYE OVERHEAD VIEW:

The lake fills the frame below us, the canoe and the two girls a tiny speck in a field of blue.

ANGLE WIDENS, RISING UP, HIGHER AND HIGHER...

...Revealing that the idyllic lake is nothing more than the one formed at the bottom of the huge abandoned quarry...

...And ANGLE CONTINUES TO RISE, CRANING IN OVER THE RV, revealing Dale atop it with his binoculars and rifle.

He turns his watchful eye from the lake far below, gazes off in a new direction. Puzzled and concerned.

PAN OFF HIS LOOK to reveal:

A distant figure off in a field, digging with a shovel.

Dale raises his binoculars, watching...

EXT. FIELD - DAY

TIGHT ANGLE: The figure is Jim, digging like a maniac, pouring sweat, digging and digging, harder and harder, as we

FADE TO TITLE:

"THE WALKING DEAD"

ACT ONE

FADE IN:

EXT. DEPARTMENT STORE ROOF - DAY

A SEVERED HAND lies on the roof tarmac, drawing flies.

TILT UP to Daryl, torn with anguish. Rick and the others come down from the catwalk behind him...

Daryl lets out a cry of inarticulate rage, swings his crossbow around on pure impulse at them...

Rick quick-draws his Python, draws down on him.

RICK
I won't hesitate.

Daryl tries to rein himself in, blinking through tears.

RICK
I don't care if every walker in
the city hears it.

Daryl gets hold of himself, wipes angry tears from his eyes.

The crossbow eases back down. Rick relaxes his aim.

Daryl sets the crossbow aside, his movements precise.

He stalks over to them, stops before T-Dog. Quietly:

DARYL
Got a do-rag? Somethin'?

T-Dog digs into a back pocket, pulls out a bandanna with a color print. Daryl takes it.

DARYL
That'll do.

Daryl goes back, hunkers down, spreads the bandanna.

DARYL
Guess that saw blade was too
dull for the handcuff chain.

He gingerly picks up the hand with two fingers, lays it in the do-rag, wraps it up.

DARYL
Ain't that a bitch.

He rises, takes the wrapped hand back to the group, motions for Glenn to put on his backpack and turn around.

Glenn tosses an uncertain look to Rick. Rick nods.

Glenn puts the backpack on, turns. Daryl opens the flap, puts the wrapped hand inside, snugs the flap back down.

Glenn quietly rolls his eyes to the sky, realizing he's going to be the severed-hand mule.

Daryl returns wordlessly to his crossbow, picks it up, keeps moving in that direction...

Rick and the others follow. (T-Dog darts over to grab Dale's tool bag as promised...)

THEIR POV

Tracking the blood spatters left behind by Merle.

THE GROUP

Following the blood:

DARYL

He did a tourniquet. Maybe his belt. Be a lot more blood on the ground if he didn't.

The trail leads to a door: not the one they originally used, but another leading into a big maintenance shack.

The door's broken open. They head inside, cautious...

INT. MAINTENANCE SHACK/STAIRCASE - DAY

...Eyes adjusting to the gloom, voices kept quiet:

DARYL

Merle? You in here?

A quick sweep of the room, peering behind machinery...

Looks are traded: nothing here.

They move silently down the stairs, Daryl in the lead...

EXT. FIELD (ADJACENT TO CAMP) - DAY

HANDHELD AND JARRING: Jim big in frame, digging furiously, throwing dirt, looking like an impending heart attack.

DALE (O.S.)

Jim.

Jim pauses, breathing heavily, looks over.

DALE

You okay?

Jim doesn't answer. Dale keeps his distance, wary but maintaining his calm. He's brought a canteen.

DALE

You keep this up, you'll keel
over out here.

Jim just stares at him as if he were speaking an alien language.

DALE

Drink some water at least.

Dale shows him the canteen, offering.

Jim finally nods. Dale tosses it.

Jim rips the cap off the canteen, chugs it like crazy, dumps the rest over his face, tosses it back empty.

Jim goes back to work. Digging.

Dale just stands there, staring at him...

INT. DEPARTMENT STORE (UPPER OFFICE FLOORS) - DAY

IN CLOSEUP: A WALKER facing us. It hears a noise, turns. We hear: Whiizzzzzz--THUNK!

The walker drops from frame with an arrow in its head as we RACK TO REVEAL:

Daryl lowering his crossbow as he and the others come gliding up the hallways past empty offices...

Daryl stops, yanks his arrow from the walker's head, reloads his crossbow on the move...

They find: Two more walkers.

But these are already sprawled dead, heads bashed in, dark drying blood fanning out across the floor...

Just past them is a discarded wrench.

DARYL

(keeping quiet)

He had enough in him to take
these two sumbitches down...

He tosses them a look of triumph.

DARYL

...one-handed. Toughest asshole
I ever met, my brother. Feed
him a hammer, he'll crap out
nails.

RICK

Any man can pass out from blood
loss, no matter how tough he
is.

A nod to the others: keep moving...

EXT. CAMP - DAY

STEADICAM FOLLOW:

Lines of freshly-caught fish are being brought into camp,
getting reactions from people we pass. (We're behind Andrea
and Amy, doing an exact visual echo of Amy entering camp
with the bucket of mushrooms in Episode 102.)

Morales looks up from laying kindling at a campfire, sees
them coming, his face lighting up.

MORALES

Oh, baby, will you look at that.
(calls out)
Hey! Check it out!

People gather, as:

ANDREA AND AMY

Arrive slinging their lines of fish. Andrea tosses hers to
Morales, who catches them, his gratitude heartfelt:

MORALES

Ladies. Because of you, my
children will eat tonight. Thank
you.

Amy's pleased and proud of herself. (Andrea is too, but
playing it cool, like it's no big deal):

ANDREA

Thank Dale. It's his canoe and
gear.

(She glances around: where is Dale?)

Among the people gathering are Lori and Carl:

CARL
Mom! Look at all the fish! Wow...

Lori's smiling, impressed.

LORI
Yeah, wow.
(to the girls)
Where'd you learn that?

AMY
Our dad.

Lori notices Shane drifting in, ignores him, as:

CARL
Will you teach me too?

AMY
Sure. We'll teach you all about
nail knots and stuff...

Off Andrea's smile, Amy looks to Lori for approval.

AMY
...if that's okay?

LORI
(more than okay)
You won't catch me arguing.

Suddenly: Dale shows up. Andrea looks over, expecting (hoping for) his praise...

ANDREA
Hey. Cargo pants. When was the
last time you oiled those line
reels? They're a disgrace.

Dale's silence and the look on his face gives them pause. He throws a glance to Shane, addresses them all:

DALE
I don't want to alarm anybody.
But we may have a bigger problem.

Dale looks back. They all gaze off, seeing:

In the distance: Jim digging in the field...

INT. DEPARTMENT STORE KITCHEN - DAY

The spattered trail of Merle's blood has led us here:

A big industrial food-court kitchen. Large stoves, stainless steel counters. Dark, eerily quiet.

DARYL
(calls out)
MERLE!

Rick puts a finger to his lips (with Glenn and T-Dog throwing him looks: please don't let this shitkicker get us killed).

RICK
(quietly)
We're not alone here, remember.

DARYL
Screw that. My brother could be
bleedin' out, you said so
yourself.

Glenn taps Rick's arm, motions "look there."

Over in the corner: low blue flames flickering atop a stove.

They approach, finding a trail of discarded bloody kitchen towels along the way...

CLOSER ANGLE: STOVE TOP

A HALF DOZEN STERNO CANS are still burning in a tight cluster on the stove. Next to them:

A heavy STAINLESS-STEEL SPATULA. Rick picks it up by the handle, stares closely: the flat head is scorched, its surface covered with tiny bits of burned, clinging matter.

Glenn leans in past Rick, peering close.

GLENN
What's that burned stuff?

RICK
Skin.

Glenn slowly recoils, sorry he asked.

RICK
He cauterized the stump.

Daryl's fiercely proud of Merle, throws them a look.

DARYL
Told you he's tough. Ain't
nothin' can kill Merle but Merle.

RICK
Don't take that on faith. He's
lost a lot of blood.

DARYL
(gaze shifts)
Yeah? Didn't stop him from
busting out of this death trap.

They follow his gaze. There's a window (with inset wire mesh
in the glass) broken out. They hurry over. It's broken from
inside, the wire mesh kicked through. Rick looks out.

RICK'S POV: VIEW OF EXTERIOR LANDING

The landing is littered with broken glass and there's a bloody
towel on the steel steps going down.

RICK

Pulls back in, nods. Glenn's shocked:

GLENN
He left the building? Why the
hell would he do that?

DARYL
Why the hell wouldn't he? He's
on his own, far as he knows.
Doin' what he has to do.
Surviving.

T-DOG
You call that surviving?
Wandering in the streets? Maybe
passing out? What are his odds
out there?

DARYL
No worse than getting handcuffed
and left to rot by you sorry
pricks.
(to Rick)
You couldn't kill him. I ain't
so worried about some dumb dead
bastard.

RICK
What about a thousand dumb dead
bastards? Different story?

DARYL
(done talking)
You go take a tally, do what
you want, I'm goin' after him.

RICK
(grabs his arm)
Daryl, wait--

DARYL
(yanks away)
--get the hell off'a me! Nothin'
you can do to stop me!

RICK
I don't blame you.

Daryl eases off with a suspicious look, listening.

RICK
He's family. I get that. I went
through hell to find mine.
(off Daryl's look)
I know exactly how you feel.

Daryl takes that in, hiding his surprise at Rick giving a damn about his feelings.

RICK
He can't get far with that
injury. We could help you check
a few blocks around, but only
if we keep a level head.

DARYL
(pause)
I spose I could do that.

Rick looks to T-Dog and Glenn. Well?

T-DOG
Only if we get those guns first.
I'm not strolling the streets
of Atlanta with just my good
intentions.
(looks to Daryl)
Right?

Off Daryl's look...

EXT. FIELD (ADJACENT TO CAMP) - DAY

Jim still digging. Most people would have reached the end of their rope by now, but he shows no sign of letting up...

He's dug a series of holes, all random shapes and sizes (though mostly oblong), all nonsensical...

ANGLE COMES AROUND, revealing:

Shane approaching with Dale and Morales. Others are trailing behind at a greater distance: Lori, Carl, Andrea, Amy, Carol, Sophia, etc. Nearly the whole camp.

SHANE

Jim?

Jim doesn't hear him, lost in his own world...

SHANE

JIM!

Jim pauses, finally registering the voice. He turns and gives them a look, his breathing harsh and ragged.

SHANE

Can we talk?

JIM

Talk?

SHANE

You know. Talk.

JIM

(turns back to dig)
Got no time for this.

SHANE

Jim, hold up, give me a second here.

Jim pauses again, agitated, waiting.

JIM

What do you want?

SHANE

It's just that we're all a little concerned.

MORALES

Dale says you been out here for hours.

JIM

So?

They can tell they're not getting through to him.

SHANE

So...why are you digging?

The question agitates Jim all the more. Perhaps because deep down, the answer eludes him.

SHANE

I mean, what's it about? Slit trench? Headin' for China?

JIM

What's it matter? I'm not hurting anyone.

DALE

Except maybe yourself. It's a hundred degrees today. You can't keep this up.

JIM

Sure I can. Watch me.

He turns back to dig, but Lori stops him:

LORI

(keeping Carl close)

Jim, they won't say it, so I will. You're scaring people.

(off Jim's look)

You're scaring my son. And Carol's daughter.

Jim looks around. A lot of eyes staring at him, including Sophia with her mom Carol. It confuses and offends him, sets him off all the more:

JIM

Well they got nothing to be scared of! What the hell! I'm just out here by myself! Why don't you all just leave me the hell alone!

Shane eases forward a bit, eyeing the shovel, realizing there could be a real problem here, trying to contain it calmly:

SHANE

We think you should take a break, is all. Get some shade, have some food. Maybe later I'll come out here and help you myself, if you can explain what it's about.

(motioning)

Can I have the shovel? Just for now?

Jim tenses up, gets a firmer grip on it.

JIM

Or what?

SHANE

There is no "or what." I'm asking please. I'd rather not just take it.

JIM

If I don't? What then? You gonna beat my face in like you did to Ed Peletier?

(looks around)

You all seen Ed's face? What's left of it?

(back to Shane)

That what happens when someone crosses you?

Shane is feeling the stares of the others now.

SHANE

(tight)

That was different.

AMY

You weren't there. Ed was losing control. Hurting his wife.

JIM

That's their marriage, not his! He's not judge and jury!

(to Shane)

Who voted you king boss?

SHANE

Jim. I'm not gonna argue. But I will have that shovel.

JIM

No you won't.

SHANE

Yes I will.

Shane steps in to take the shovel. Jim flips out, takes a swing, nearly connects...

Shane tackles him, knocks him down hard. Morales and Dale dive into the scuffle, helping Shane restrain him, Jim screaming all the while:

JIM

YOU GOT NO RIGHT!

It's over fast, as:

TIGHT: SHANE AND JIM

Jim's face in the dirt, Shane lying on top of him, pinning him down hard, their faces close:

SHANE

Just stop now. Stop.

Jim goes limp, his screams of outrage turning to sobs. Shane glances up at the others, faces all shocked. Lori's crouched next to Carl, who's buried in her arms, deeply frightened.

At a loss, Shane reaches for his cuffs:

SHANE

Jim. Nobody's gonna hurt you.

JIM

That's a lie! Worst lie there is! It's what I told my wife and two boys. Said it a hundred times. But they came out of nowhere, dozens of 'em, pulled 'em right out of my hands...

He draws in a long, sobbing breath, looks up at Lori with wild feverish eyes:

JIM

The only reason I got away at all is 'cause the dead were too busy eating my family!

In the shocked silence that follows, Shane applies the cuffs as gently as he can...

INT. TRASHED BUILDING (ATLANTA) - DAY

Rick and the others are hidden on the ground floor inside a trashed building, squatting in a huddle:

RICK

(to Glenn)

You're not doing this alone.

DARYL

Even I think it's a bad idea, and I don't like you much.

GLENN

It's a good idea, if you'll just hear me out.

(to Rick)

If we go out there in a group, we're slow, drawing attention. If I'm alone, I can move fast.

Glenn points to a diagram of surrounding streets that he's laid out with sticks on the floor. He holds up a rock, lays it onto the diagram several blocks away.

GLENN

That's the tank. Five blocks from where we are now.

(adds a bottle cap)

That's the bag of guns.

(points)

Here's the alley I dragged you into when we first met. That's where Daryl and I will go.

DARYL

Why me?

GLENN

Your crossbow's quieter than his gun.

(adds a candy wrapper)

While Daryl waits here in the alley, I run up the street, grab the bag.

RICK

But you've got us elsewhere.

GLENN

You and T-Dog, right...

(adds another wrapper)

...you'll be in this alley here.

RICK

Two blocks away. Why?

GLENN

I may not be able to come back the same way, walkers might cut me off. If that happens, I won't go back to Daryl, I'll go forward instead...

(tracing the route)

...all the way around to that alley where you guys are.

(off their looks)

Whichever direction I go, I got you waiting in both places to cover me. Afterwards, we all meet back here.

The others trade looks. It makes total sense.

DARYL
 Hey kid. What'd you do before
 all this?

GLENN
 Delivered pizzas.
 (off their looks)
 Why?

EXT. ALLEY #1 - DAY

The same alley Glenn pulled Rick into after his escape from the tank.

Glenn and Daryl drop down the same ladder, make their way toward the street. They take cover between dumpsters, seeing a few stray walkers pass the mouth of the alley...

EXT. ALLEY #2 - DAY

Two blocks away: Rick and T-Dog ease cautiously into view, moving toward the street, also finding concealment...

EXT. ALLEY #1 - DAY

Glenn readies himself, murmurs to Daryl:

GLENN
 Be ready. If I come back this
 way, they'll be on my ass.

Daryl raises his crossbow, gives a nod: good luck.

DARYL
 You got balls for a Chinaman.

GLENN
 I'm Korean.

DARYL
 Whatever.

Glenn breaks cover, moves to the mouth of the alley...

EXT. STREET - DAY

Using previously shot footage:

Glenn pokes his head out, scopes the area, makes a break up the street, darting for cover...

EXT. ALLEY #1 - DAY

Daryl waits, tense, huddled between the dumpsters.

ANGLE DRIFTS AROUND, revealing:

A FIGURE creeping up the alley from the other direction...

Daryl senses the movement, goes stiff, presses back for tighter concealment...

The figure comes closer, oblique, out of focus...

Daryl eases his crossbow around, getting it aimed in that direction, sweat dripping down his face...

He bursts out ready to fire, comes face to face with:

MIGUEL, just a kid of 14, scared shitless:

MIGUEL

Don't shoot me!

A standoff, Miguel pinned in Daryl's sights:

MIGUEL

What do you want?

DARYL

I'm looking for my brother.
He's hurt bad. You seen him?

Miguel's panicking, yells loudly:

MIGUEL

Ayudame!

DARYL

Shut up, idiot, you'll bring
the geeks on us!
(closer, threatening)
You seen my brother? Answer me!

EXT. STREET - DAY

Using previously shot footage:

Glenn dives over a barricade, races for the tank. Walkers are taking notice, coming this way...

He grabs the bag of guns, runs out of frame. Beat. He darts back in, grabs Rick's hat off the ground...

EXT. ALLEY #1 - DAY

Coming to a fast boil:

DARYL

Answer me, damn you!

MIGUEL

Ayudame!

Daryl slams the butt hard into Miguel's face. The boy goes down, mouth bloodied, yelling to wake the dead (literally)...

EXT. ALLEY #2 - DAY

Rick and T-Dog hear the shouting, take off running...

EXT. ALLEY #1 - DAY

Daryl beats on Miguel, trying to clamp his mouth shut...

Suddenly, two older guys, FELIPE AND JORGE, slam into Daryl out of nowhere, pull him off, start beating the crap out of him, Jorge landing blows with a baseball bat...

Glenn comes running back into the alley, skidding to a horrified stop...

The two older vatos see him and charge, leaving Daryl writhing on the ground near Miguel...

They slam into Glenn, overwhelming him, ripping the bag away, driving him to the ground with fists...

JORGE

That's the bag, vato! Take it,
take it!

Felipe hauls the heavy bag off the ground, starts up the alley after Jorge...

Whiizzzzz--THUNK! Felipe gets an arrow in the ass, goes down screaming...

WHIP-PAN TO:

Daryl, sitting up, loading the next arrow...

WHIP-PAN BACK:

Felipe dragging Glenn off the ground, using him as a shield, helping Jorge up, all them screaming, dragging Glenn down the alley to the street (the walkers are coming, we gotta go!), the bag getting left behind...

A CAR SCREECHES UP, a '63 Chevy Impala lowrider, back door flying open. Felipe and Jorge make a beeline, Jorge bashing the first few arriving walkers from their path with the bat, pulling Glenn into the car, the car screeching away with more walkers clawing after it...

LAST WHIP-PAN:

Brings Daryl screaming to his feet, crossbow raised, as Rick and T-Dog come racing up the alley behind him.

DARYL
COME BACK HERE, YA SONS A
BITCHES!

GO TO BLACK

END OF ACT ONE

ACT TWO

EXT. ALLEY #1 - DAY

In a direct continuation of Act One:

Daryl raging, turning...

Rick and T-Dog racing from the opposite direction...

Miguel staggering to his feet, caught in between, turning and running, trying to get past Daryl...

Daryl body-slams him hard, bounces him off the dumpster, onto the ground, renews his attack, pummeling him...

DARYL
I'm gonna kick your nuts up
into your throat!

Rick and T-Dog arrive, separating them:

RICK
Whoa, whoa, stop...

Rick backs Daryl off. T-Dog grabs Miguel and pulls him off the ground, the kid struggling wildly in his grasp...

MIGUEL
Let go of me!

DARYL
They took Glenn! This little
bastard here and his bastard
homie friends...

Daryl unable to contain himself, trying to get past Rick at Miguel, Rick keeping Daryl at bay...

DARYL
I'm gonna stomp his ass!

T-DOG
Guys!

At the mouth of the alley: walkers turning this way now, seeing them, drawn this way by the commotion...

RICK
Get to the ladder. Go.

T-Dog falls back, pulling Miguel with him.

Daryl snatches up his crossbow, covering Rick, as:

Rick runs forward to the bag of guns, hefts it off the ground, slings it across his back...

He stops, sees:

His hat. Also lying there. Knowing Glenn put his ass on the line to bring it to him. Rick scoops it up, no time to put it on...

DARYL

C'mon, damn, let's go!

They retreat down the alley after T-Dog...

EXT. CAMP - DAY

ON JIM: On the ground, back against a tree, tied to it, hands restrained. But at least he's in the shade now.

WIDEN TO: Shane crouched, drawing a dipper of water from a bucket, offering it.

SHANE

Take a little water?

Jim nods okay. Shane holds the dipper to Jim's mouth, watches him drink it down thirstily...

REVEAL: Others watching at a distance. Dale, Lori and Carl, Morales, a few others...

Jim finishes drinking, nods thanks, finds his voice:

JIM

Pour some on my head?

Shane draws another dipper, pours it on Jim's head.

SHANE

Cooling down?

Jim doesn't answer him, looks around.

JIM

How long you gonna keep me like this?

SHANE

Till I know you're not a danger to yourself or others.

Shane rises, moves off. Jim looks around, scans their faces, finding Lori. The sight of her gives him pause. He's still angry, but also a bit contrite:

JIM
Sorry if I scared your boy.
(looks to Carol)
And your little girl.

LORI
You got sunstroke out there.
Nobody's blaming you.

JIM
(to Sophia)
You're not scared now, are you?

SOPHIA
(still a little)
No sir.

JIM
You shouldn't be. Not on my
account.
(looks to Carl)
Your mama's right, the sun cooked
my head a little. That's all.

DALE
(gently)
Jim. Do you know why you were
digging? Can you say?

JIM
I had a reason. Can't remember
it now.
(pause)
Something I dreamt last night.
(to Carl)
Your daddy was in it. You were
worried about him. Don't remember
the rest.

Jim sees Carl staring at him, needing more. It softens him:

JIM
Are you? Worried about him?

CARL
They're not back.

LORI
(protective)
We don't need to talk about
that...

JIM

Your dad's a police officer,
son. He helps people. He probably
came across some folks needed
helping. That's all.

On Lori: listening. Surprised by this different Jim. And hearing what he's saying.

JIM

That man is tough as nails. I
don't know him well, but I can
see it in him...
(looks to Shane)
...am I right?

Shane nods, meaning it. Jim looks at Carl again, eerie with clarity:

JIM

Nothing's gonna keep him from
getting back here to you and
your mom. I promise you that.

Carl gives him a grateful smile.

SHANE

Come on, who's gonna help me
clean some fish?

As Carl and the others disperse:

Lori lingers a moment, wanting to thank Jim for his words of encouragement to Carl. He meets her gaze.

JIM

You keep your boy close. Never
let him out of your sight.

She doesn't know how to respond to that. Jim just tunes her out and stares off, eyes blank and haunted...

INT. TRASHED BUILDING (ATLANTA) - DAY

Miguel's in a chair, surrounded, Rick facing him:

RICK

Those men you were with. We
need to know where they went.

The kid's badly scared, but full of defiance:

MIGUEL

I ain't telling you nothing!

Nearby: Daryl pacing, furious...

T-DOG

Jesus, man. What the hell
happened back there?

DARYL

I told you, this little turd
and his douchebag friends come
outta nowhere and jumped me.

MIGUEL

You're the one who jumped me,
puto!

(to Rick)

Screaming about trying to find
his brother, like it's my fault.

DARYL

Who's to say it ain't? They
took Glenn, they could'a taken
Merle too.

MIGUEL

Merle? What kinda hick name is
that? I wouldn't name my dog
Merle.

Daryl lunges, but is held back by T-Dog and Rick.

RICK

Damn it, Daryl, back off...

Daryl wrestles free, throws a fuming look at Miguel, stands
there a beat. Sudden inspiration:

He turns, grabs Glenn's backpack off the floor, slams it
down on a table, digs into it:

DARYL

Wanna see what happened to the
last guy that pissed me off?

He yanks out Merle's severed hand, unwraps it, tosses it in
Miguel's lap. The kid SCREAMS in shock, throws himself out
of the chair, the severed hand hitting the floor...

Miguel squeezes into a corner, looks up in horror, as:

DARYL

(advancing)

I'm gonna start with the feet
this time...

Rick waves Daryl off, looks to T-Dog, both men appalled, shaking their heads. Daryl backs off eyeballing Miguel.

Rick goes to Miguel, crouches before him. The boy's squeezed into the corner, petrified.

RICK

(quietly)

The men you were with took our friend. All we want to do is talk to them, see if we can work something out.

(pause)

I give you my word nobody's gonna cut off your feet.

Off Miguel's look...

EXT. ABANDONED FACTORY ZONE - DAY

Old brick buildings, desolation, trash strewn: old refrigerators, mattress springs, junked cars...

ANGLE FINDS Rick and his group crouched at the corner of a building, peering out across a large courtyard at an ominous low BRICK BUILDING across the way.

RICK

(to T-Dog)

Sure you're up for this?

T-Dog has one of Rick's rifles, one with a scope. He nods gravely, rises, the bag of guns slung on his back, fades quietly into the building...

Rick and Daryl trade a look, getting ready, Rick feeding shells into a shotgun.

DARYL

(to Miguel)

One wrong move and you get an arrow in the ass. Just so you know.

MIGUEL

G's gonna take that arrow out of my ass and shove it up yours. Just so you know.

RICK

G?

MIGUEL

Guillermo. He the man here.

RICK

Okay then.
 (glances to Daryl)
 Let's go see Guillermo.

They rise, moving out into the open. STEADICAM FOLLOW as:

They cross the courtyard toward the building across the way.

It's fronted by a pair of closed swinging iron gates. Darkness beyond. It might have been a small factory once, or maybe a car repair shop when DeSoto and Studebaker ruled the road.

FIGURES appear on the roof, heads poking up like Indians in an old western, several rifles in evidence.

STEADICAM RICK'S GROUP

Approaching, Rick glancing up at the figures on the roof, Daryl seeing them too. He's got Miguel by the collar, pushing him ahead, crossbow at his back.

VOICE

(calls down)
 Far enough!

Rick's group stops a few dozen yards from the gate.

Moments pass...

Something stirs behind the gate. We hear the sound of heavy latches being unlocked. The gates swing open...

Emerging from the darkness within:

GUILLERMO. Mixed-race, slender, assured.

He walks up to Rick's group as OTHER VATOS ease from the darkness of the building behind him, hanging back.

Guillermo stops, he and Rick eyeing each other.

GUILLERMO

(looks to Miguel)
 You okay, little man?

MIGUEL

They wanna cut off my feet,
 carnal!

Guillermo shifts his gaze back to Rick.

GUILLERMO

Cops do that? Didn't know that
 was in the job description.

MIGUEL

Not him! This redneck puto here!
He cut off some dude's hand,
man, he showed it to me!

DARYL

Shut up!

Out come Felipe and Jorge, both brandishing cheap .38 PISTOLS,
Felipe limping and holding a bloody rag to his ass.

FELIPE

That's the one! That vato there!
He shot an arrow in my ass,
man!

Guillermo motions for them hang back, looks to Rick.

GUILLERMO

It's true? He wants Miguelito's
feet? That's pretty sick, man.

RICK

We were hoping more for a calm
discussion.

GUILLERMO

That hillbilly jumps Felipe's
little cousin, beats on him,
threatens to cut off his feet,
shoots an arrow in Felipe's
ass, and you want a calm
discussion?

(beat)

You fascinate me.

RICK

Heat of the moment. Mistakes
were made. On both sides.

GUILLERMO

Maybe. Maybe not.

(re: Daryl)

Who's this dude to you anyway?
You don't look related. Not
even by species.

RICK

He's one of our group. More or
less. I'm sure you have a few
like him.

Rick nods at Felipe and Jorge. Guillermo accepts that rebuke
with a trace of amusement.

DARYL

You got my brother in there,
you son of a bitch?

GUILLERMO

(slaps his pockets)
Sorry. Fresh out of white boys.
(looks to Rick)
But I got Asian. Interested?

RICK

I have one of yours. You have
one of mine. Sounds like an
even trade.

GUILLERMO

Doesn't sound even to me.

MIGUEL

G, c'mon, man...

Guillermo motions him silent, continues:

GUILLERMO

My people got attacked. Where's
compensation for their pain and
suffering? More to the point...
(looks at Rick evenly)
...where's my bag of guns?

RICK

Guns.

GUILLERMO

The bag Miguel saw lying in the
street yesterday. The bag Felipe
and Jorge were going back to
get. That bag of guns.

RICK

You're mistaken.

GUILLERMO

I don't think so.

RICK

About it being yours. It's my
bag of guns.

GUILLERMO

It was in the street. Anybody
could come along and say it's
theirs. I'm supposed to take
your word?

(MORE)

GUILLERMO (CONT'D)

(off Rick's look)
 What's to stop my people
 unloading on you right here and
 now? And I take what's mine?

RICK

You could do that.

Rick turns, throws a look back at the building they left behind, the one that provided them cover.

RICK

Or not.

Guillermo follows his look, seeing:

A FIGURE in a third-floor window, aiming a rifle...

INT. THIRD FLOOR ROOM - DAY

TIGHT ON T-DOG: The scope to his eye, pinning Guillermo in the crosshairs, blinking sweat, whispering:

T-DOG

C'mon, man, make the trade.
 Please. Just do it.

EXT. COURTYARD - DAY

Guillermo gives Rick an appraising look, turns and looks back at his building. At his signal:

Up on the roof, a FIGURE is brought to the edge with his hands bound and a burlap sack over his head...

The sack is yanked off. It's Glenn, his mouth gagged and duct-taped. The vatos have a gun to his head.

He's shaking his head no, over and over again...

GUILLERMO

I see two options.
 (beat)
 You come back with Miguel and
 my guns, everybody walks.
 (beat)
 Or come back locked and loaded.
 We'll see which side spills
 more blood.

Guillermo throws a last look at T-Dog's window, turns and walks off.

HOLD ON Rick watching him disappear back into the darkness
of the building, as we

GO TO BLACK

END OF ACT TWO

ACT THREE

INT. FOREMAN'S OFFICE - DAY

(The same building that held T-Dog's sniper position.) We find Rick, Daryl, and T-Dog in the rubble and shadows:

DARYL

Those guns. Worth more than gold these days. Gold don't protect your family or put food on the table.

(beat)

You'd give it up for that kid?

Rick's look: no question.

T-DOG

If I knew we'd get Glenn back, I might agree. You think that vato across the way is gonna just hand him over?

Miguel's crouched in a corner, listening:

MIGUEL

You calling G a liar?

DARYL

You part of this? You wanna hold onto your teeth?

The kid shrinks back. T-Dog looks to Rick.

T-DOG

The question is: do you trust that man's word?

DARYL

No, the question is: what are you willing to bet on it? Not just the guns, could be your life. Is Glenn worth that?

RICK

What life I have, I owe to him.
(off their looks)

I was nobody to Glenn. Just some idiot stuck in a tank. He could have walked away, but he didn't. Neither will I.

Rick turns, hefts the bag off the floor.

DARYL

So you're gonna hand the guns
over.

RICK

I didn't say that.

Beat. T-Dog and Daryl trade a look as his meaning sinks in.
Rick goes to a table, sets the bag on it, glances back.

RICK

There's nothing keeping you two
here. You should get out, both
of you, head back to camp.

T-DOG

And tell your family what?

The question hangs there. Rick meets T-Dog's gaze. He has no
intention of going. Rick looks to Daryl. Neither does he.

Rick unzips the bag as T-Dog and Daryl gather. The weapons
start coming out, getting passed around, followed by boxes
and boxes of ammo...

MIGUEL

C'mon, this is nuts, man. Just
do like G says...

They ignore him, start methodically loading the weapons:
feeding shells into shotguns, loading mags into the pistols,
tucking multiple handguns into their belts...

EXT. COURTYARD - DAY

Rick and his group cross open ground. Miguel walks before
them, gagged, hands bound, Daryl's shotgun at his back...

They stop at the gates. We hear latches thrown...

The gates are swung open by a PAIR OF VATOS. Darkness within.
Rick's group comes forward, enters the lion's den...

INT. CHOP SHOP - DAY

Several trash fires burning in rusty old oil drums reveal:

Dante's chop-shop: old vehicles up on blocks and lifts, many
being parted-out, others being salvaged, tools and shelves
and rusty crap everywhere...

VATOS loom in the shadows, TWO DOZEN nasty-looking hardasses,
a few rifles and pistols in evidence. The rest have baseball
bats, tire irons, handmade weapons...

Rick and his group stop. Look around. Tense. Ready.

Guillermo steps out, moves into view:

GUILLERMO

I see my guns. But they're not
all in the bag.

RICK

That's because they're not yours.
I thought I mentioned that.

The vatos are throwing glances, wound up, nervous as hell:

FELIPE

Let's shoot these fools right
now, G! Unload on their ass!

Guillermo, motioning to hold back, riveted to Rick:

GUILLERMO

I don't think you fully
appreciate the gravity of the
situation.

RICK

No, I'm pretty clear.

Rick pulls a Spyderco knife, moves Daryl aside, slits the rope binding Miguel's hands. Shoves the boy forward. Miguel runs to safety, pulling the gag from his mouth.

RICK

You have your man. I want mine.

GUILLERMO

I'm gonna chop up your boy and
feed him to my dogs! Three of
the vilest, nastiest man-eating
bitches you ever saw! I picked
'em up from Satan at a yard
sale! He begged me to take 'em
off his hands!

(off Rick's look)

I told you how it has to be!
Are you willfully deaf?

RICK

My hearing's fine. You said
come locked and loaded.

He racks his shotgun, chambering the first round, raising the weapon, Daryl and T-Dog doing the same...

PUSH IN ON Rick as:

RICK

Okay then, we're here.

An eternity passes in an instant, everybody poised for violence, the moment ready to explode...

ABUELA (O.S.)

Felipe?

All eyes turn. Rick's finger easing off the trigger, staring in shock as:

An ANCIENT WOMAN appears from the shadows...

FELIPE

Abuela. Go back with the others.

Daryl, shotgun sweeping targets, mutters to Guillermo:

DARYL

You better get that old lady out of the line of fire.

Guillermo's motioning "don't shoot," as:

GUILLERMO

Abuela, listen to your mijo. This is not the place for you right now.

ABUELA

Mr. Gilbert...he's having trouble breathing. He needs his asthma stuff, Carlito can't find it.

Rick and his guys are trading looks, easing their weapons off, wondering what the hell's going on.

Guillermo avoiding Rick's eyes, trying to maintain:

GUILLERMO

Felipe, go take care of it! Take your grandmother with you!

FELIPE

(in Spanish)
Abuela, come with me right now.

ABUELA

Who are those men?

The old woman moves further out, trying to see. Her eyes take in Rick's uniform. She moves toward him, oblivious to the tense standoff she's interrupted.

ABUELA
Don't you take him.

RICK
Ma'am?

ABUELA
Felipe's a good boy. He's had trouble, but he pulled himself together. We need him here.

RICK
Ma'am. I'm not here to arrest your grandson.

ABUELA
Then what do you want with him?

RICK
He's...helping us find a missing person. Fella named Glenn.

ABUELA
The Asian boy? He's with Mr. Gilbert...

She turns, throws an impatient look at Guillermo.

ABUELA
...he needs his medicine!

Off she goes. Rick moves to follow her, throws a look at Guillermo, who's just shaking his head...

EXT. OLD FOLKS HOME - DAY

A fenced-in area leading to another building. Abuela leads them across...

INT. OLD FOLKS HOME - FOYER - DAY

Rick and his guys enter, following Abuela, trailed by vatos. Felipe takes his grandmother's arm, leads her ahead.

FELIPE
C'mon, Abuela, take me to him.

Rick's group hovers for a moment at the entrance. They move forward up the long main hallway...

STEADICAM POV

Moving past open doors of private rooms, past little communal areas...

There are OLD PEOPLE everywhere...

Some sitting in solitude, others gathered at small tables eating, others off in little groups playing cards...

RICK'S GROUP

Taking it all in. They enter:

INT. OLD FOLKS HOME - COMMON ROOM - DAY

People are gathered around MR. GILBERT, an old black man in a wheelchair, Felipe holding an inhaler to his mouth.

FELIPE

Just breathe in. Nice and easy.
That's it...

The old man nods, trying to get his breath back. Among the people gathered is:

Glenn. He looks up, sees Rick, gives a wave. Rick and the others come up to him.

RICK

What the hell is this?

GLENN

Asthma attack. He couldn't get his breath all of a sudden...

He pauses, seeing their grim, pissed-off faces.

T-DOG

We thought you were being eaten by dogs, man.

GLENN

(confused)
Those dogs?

Glenn glances over. They follow his look to:

THREE LITTLE BUG-EYED CHIHUAHUAS curled up in a frilly pink dog bed. They see Rick and the others staring, leap to their feet in a flurry of barking.

Rick turns, throws a hard look at Guillermo.

GUILLERMO

Told they were evil and nasty.

RICK

Can I have a word with you?

They pull aside to a quiet corner of the common room, trailed by T-Dog and Daryl. Rick faces Guillermo, furious, voices kept low so they don't scare the old folks:

RICK

You're the dumbest son of a bitch I ever met. We walked in there ready to kill every last one of you.

GUILLERMO

Glad it didn't go down that way.

RICK

If it had? That blood would be on my hands!

GUILLERMO

Mine too. We'd have fought back. Wouldn't be the first time we've had to. Protect the food, the medicine. What's left of it.

(cocks his head)

These people? The old ones? Staff took off, just left them here to die. Me and Felipe are the only ones who stayed.

RICK

What are you? Doctors?

GUILLERMO

Felipe's a nurse. Special care provider.

(looks to Rick)

Me? I'm the custodian.

Off their looks...

INT. OLD FOLKS HOME - CUSTODIAL SUPPLY OFFICE - DAY

Cleaning supplies, rolling carts, mops and buckets. Guillermo leads Rick in while the others hover at the door...

Guillermo goes to his desk, shoves some clutter aside, sits on the edge. Rick sets his bag in a frayed old easy chair, sits on the arm, the scene becoming more intimate between them (though the others are privy):

RICK

The rest of your crew?

GUILLERMO

Vatos trickle in to check on their parents, grandparents. They see how things are, most decide to stay. Good thing too. We need the muscle.

(beat)

The people we've encountered since things fell apart...the worst kind. Plunderers. The kind who take by force.

RICK

That's not who we are.

GUILLERMO

How was I to know? My people got attacked. You show up here with Miguel hostage...

(off Rick's look)

Appearances.

Rick trades a look with the guys at the door.

T-DOG

Guess the world changed.

GUILLERMO

No. Same as it ever was. The weak get taken.

(to Rick)

We do what we can here. The vatos work on those cars, talk about taking the old people out of the city. But most can't get to the bathroom by themselves, so that's a dream. Still, it keeps the crew busy, and that's worth something.

ANGLE CLOSE SLOWLY IN on Guillermo, as:

GUILLERMO

So we've barred all the windows. Welded all the doors shut, except for one entrance. The vatos go out, scavenge what they can to keep us going. We watch the perimeter night and day...

(pause)

...and we wait.

He goes silent, looks to Rick. Softly:

GUILLERMO

The people here. They all look
to me now. I don't even know
why.

A long beat.

RICK

Because they can.

Rick hands over his shotgun. Guillermo takes it, gives him a
look. Rick digs into his bag, as we

GO TO BLACK

END OF ACT THREE

ACT FOUR

EXT. ATLANTA OUTSKIRTS / TRAIN TRACKS - LATE DAY

LONG LENS: Rick, Glenn, T-Dog, and Daryl are walking along the tracks, heading back to the cube van.

The sun is low, magic hour. They're exhausted, bedraggled. T-Dog's lugging Dale's toolbag. Rick's got his bag of guns slung across his back and his Stetson on his head.

Rick notices Glenn tossing him looks.

GLENN

Admit it. You only came back to Atlanta for the hat.

RICK

Don't tell anybody.

Rick notices Daryl tossing him looks.

DARYL

You. Givin' away half the guns and ammo.

RICK

Wasn't nearly half.

DARYL

And for what? Bunch'a old farts gonna kick off momentarily anyhow. Seriously. How long you think they have?

RICK

How long do any of us?

They're coming around a bend, slowing down, realizing:

GLENN

Oh my God...

REVERSE ANGLE

reveals nothing but empty tracks stretching ahead. The cube van they left there is just...gone. They're frozen:

DARYL

Where the hell's our truck?

GLENN

We left it right there! Who would take it?

Beat. Trading glances, hearts sinking:

RICK

Merle.

DARYL

He's gonna be takin' some
vengeance back to camp.

Even Daryl is horrified at that thought. They start up the tracks at a run...

INT. DALE'S RV - DUSK

Andrea's ransacking the cabinets and drawers, searching for something. Dale enters, stops in his tracks.

ANDREA

Wrapping paper? Colored tissue?
Anything?

DALE

Seriously?

ANDREA

How can you not have any?

DALE

Had I been notified of the
impending apocalypse, I'd have
stocked up.

Andrea draws close, checking the windows to make sure they're unobserved, pulls something from her pocket to show him:

The MERMAID NECKLACE she picked up for Amy in Episode Two.

ANDREA

It's Amy's birthday tomorrow.
I've been marking days on the
calendar to make sure.
(off his look)
You don't give a gift unwrapped.

DALE

Okay, deep breath. I'm sure
I'll find something in here
somewhere...

He squeezes past her to start looking...a momentary awkward brushing of bodies, uncomfortable for both...

EXT. CAMP - DUSK

People around the main campfire, smoke drifting, everybody in a happy mood knowing there will be plenty to eat, Morales showing off his enhanced fire pit to Lori (because she's the only one polite enough to listen):

MORALES

I built up the rocks all around,
see, so we can have the flames
a little higher and still have
it be hidden...

ANGLE HANDS OFF: Shane comes over to Jim tied to the tree, crouches down. Carl is drifting over, as:

SHANE

Hey, partner. How you feeling?

Jim looks up with a placid smile.

JIM

Better. More myself now.

SHANE

You understand the need for the
time out. Got others to think
about here. No hard feelings?

JIM

None. I do understand.

SHANE

Well then, how about you come
join in with the rest of us for
the big fish fry?

JIM

I'd like that very much.

Shane moves to cut his bonds. Jim looks over and sees Carl. The boy gives him a beautiful smile. Jim returns it...

INT. PELETIER'S TENT - DUSK

TIGHT ON ED: On his cot, face angled toward us, his features a pulped welter of bruises. Sophia is laying a bowl of water and a fresh towel at his bedside. Carol is b.g.:

CAROL

Why don't you come outside with
everybody?

ED

Hell with those people. I
wouldn't piss on 'em if their
heads were on fire.

Sophia rises to go, but Ed grabs her wrist.

ED

Why don't you stay? Keep your
daddy company?

Carol reacts, nervous about leaving her daughter alone with
him. There's some hidden, growing inclination here.

CAROL

Ed. She wants to join in.

Ed pauses, lets the girl go, turns away from them (toward
us).

ED

Well then the hell with you
both. Don't need to bother me
again tonight.

Carol takes Sophia out...

EXT. COUNTRY FIELD (SURROUNDING WOODS) - NIGHT

Rick and his group are at a fast jog, pushing themselves to
exhaustion, trying to get back to camp...

Glenn trips, goes down hard in the dark. Everybody else slows,
turning back. T-Dog goes to help him up...

EXT. CAMP - NIGHT

Faces by firelight: People laughing, eating fish by the
plateful, passing the food around, even a few bottles of
beer they've saved up...

A rare happy night for these people, a welcome joyous moment
amidst the hardship. The Morales clan. Andrea and Amy. Carol
and Sophia. Lori and Carl. Shane. Even Jim seems to be coming
out of himself, more a part of the group than ever...

MORALES

(to Dale)

I gotta ask you, man. It's
driving me crazy.

DALE

What?

MORALES

That watch.

DALE

(glances at it)

What's wrong with my watch?

MORALES

I see you every day. Same time.
Winding that thing. Like a
village priest saying mass.

A BURST OF LAUGHTER from the others, especially Jacqui:

JACQUI

I've wondered this myself.

LORI

Busted.

DALE

(blinks at them)

I'm missing the point.

JACQUI

Unless I've misread the signs,
the world seems to have ended.
At least hit a speed bump for a
good long while.

MORALES

But there's you every day,
winding that stupid watch.

DALE

Time. Important to keep track,
isn't it? The days, at least.
Don't you think, Andrea? Back
me up.

She fires him a cannon-shot look: You blow the birthday
surprise, I'm gonna kill you! He grins, continues:

DALE

I like what Father said to Son
as he gave him the watch that
had been handed down through
generations: "I give you the
mausoleum of all hope and desire;
you will use it to gain the
reducto absurdum of all human
experience which can fit your
individual needs no better than

(MORE)

DALE (CONT'D)

it did mine, or my father's
before me.

(scans their faces)

I give it to you not that you
may remember time, but that you
may forget it now and then for
a moment and not spend all your
breath trying to conquer it."

They're all silent, absorbing that.

AMY

You are so weird.

Another burst of laughter, Dale grinning:

DALE

Not me. William Faulkner. And
maybe my bad paraphrasing.

EXT. WOODS - NIGHT

HANDHELD, JARRING: Rick and his group running, making their
way up the mountain, gasping for breath...

EXT. CAMP - NIGHT

Amy gets up, squeezes past Andrea...

ANDREA

Where you going?

AMY

I have to pee. Jeez, try to be
discreet around here...

Amy heads off toward the RV...

INT. PELETIER'S TENT - NIGHT

Ed on his cot, face toward us, stewing.

A moonlit shadow falls across the vinyl fabric. We hear the
sound of the fabric being pawed...

ED

Told you to leave me the hell
alone, didn't I?

The shadow doesn't leave. In fact, the pawing grows...

He's up off the cot, stalking to the tent flap, temper
boiling. He grabs the flap, wrenches it open...

ED

Hey! What'd I say--

A DEAD WOMAN is staring in at him, head at a crazy angle, teeth bared, her hair in a wild frizz...

His breath catches. They stare for a second that seems like an eternity (which, for Ed, it will be...)

EXT. RV - NIGHT

Amy pops back out, holding the RV door open (arm outstretched), calls toward the campfire...

AMY

Hey! We out of toilet paper?

INT. PELETIER'S TENT - NIGHT

The dead woman lunges in, teeth at his throat, HALF A DOZEN WALKERS flooding in behind her, taking Ed down...

EXT. RV - NIGHT

A WALKER appears from the other side of the open RV door, Amy turning in frozen shock, eyes widening, Andrea letting out a SCREAM from the campfire...

A huge bite from Amy's outstretched arm, ripped away in a big shred of bloody flesh, Amy SCREAMING...

THE CAMP

People horrified, trying to react, grabbing for weapons, WALKERS suddenly pouring out of the woods...

WE GO HANDHELD into an insane melee:

People screaming. Walkers lunging from the darkness, from all directions...

Lori grabbing Carl, shielding him...

Carol grabbing Sophia...

Morales with a baseball bat, protecting his family...

Dale trying to grab Andrea, but she shakes him off...

Shane shielding Lori and Carl, the other women and kids, his shotgun coming up: BOOM! BOOM! BOOM!

Walkers going down, heads blown to fragments...

EXT. WOODS - NIGHT

Rick and his group running, stumbling in darkness, pausing as they hear Shane's shotgun blasts echo over the hills...

RICK

Oh, God...

EXT. CAMP - NIGHT

Andrea, total panic, running through the melee, fumbling to get her fanny-pack open and her gun pulled, finding:

Amy on the ground, screaming as a bent-over WALKER rips a chunk from the side of her neck...

ANDREA

NO!

The walker looks up, pins Andrea with its gaze, lunges up with a hungry snarl...

SMACK! Baseball bat to the face, the walker clipped from frame in a halo of blood, Jim suddenly there, the bat in his hands, raging and going berserk, wading off into battle...

Andrea drops to Amy's side, both screaming and sobbing, Andrea applying pressure to the neck wound with both hands...

AMY

Help me...help me...

ANDREA

I don't know what to do!

SHANE

falling back, shielding Lori and Carl, jamming fresh shells into his shotgun. A walker comes at them...

Shane bashes it in the face with the shotgun butt, turns the weapon around: BOOM! The walker goes flying, but more are coming...

Suddenly:

Rick and others are there, appearing from the darkness behind them in a phalanx, armed to the teeth...

IN JUMP CUTS:

A STAGGERING FLURRY OF GUNFIRE, muzzle flashes booming like unleashed thunder, stabbing the night...

Walkers going down until the last one drops...

Finally silence. Except for the crying of the survivors.

Carl throws himself sobbing at Rick. Rick holds him, takes his wife in his arms, holds onto them desperately...

ANDREA AND AMY

Andrea's still bent over Amy, still trying to stem the blood flow, but it's no good, she's losing her...

ANDREA

Amy! Amy!

Amy's eyes dimming, can't even speak now, looking sad and confused, no longer entirely sure what's happened...

She reaches up, touches her sister's face. The fingertips linger there a moment...then slide slowly down Andrea's cheek, leaving faint, bloody streaks...

Amy's gone. Andrea sobbing over her.

RICK AND LORI

Rick picks up his crying son, cradles him against his shoulder, moves through the devastated camp in a kind of slow-motion daze of horror, Lori at his side...

Tents collapsed. Bodies sprawled. Walkers spread across the dirt like bloody roadkill...

Andrea sees Rick. It's a haunted look he'll never forget...

And finally, returning from the surrounding darkness:

Jim. Covered with blood as if he'd bathed in it. The bat clutched in his hand is broken halfway, jagged and red.

Shane and Dale, others, gather to Rick and Lori's side.

JIM

I remember my dream now. Why I dug the holes.

Off their looks of horror, we:

FADE OUT

END OF ACT FOUR