

ARK II

"The Flies"

TEASER

FADE IN:

1 EXT. LARGE DUMPING AREA - DAY 1

scattered with all sorts of junk and garbage. ESTABLISH. Then from a distance, we see the FLIES, young children looking much akin to adult scavengers. The children move through the area TOWARD CAMERA, searching the mounds of debris for anything of value. CAMERA ANGLES TO an adult, a scavenger, FAGON by name and obviously in charge. A short distance from Fagon stands a horse-drawn auto cart to which the Flies bring whatever loot they find.

FAGON

(shouting)

Hurry! Hurry, less we be discovered.

(quickly examining articles brought to him by the Flies)

Yes, yes, fine. Dump it in the cart. Good -- We can use that -- In the cart...

He glances off toward one of the Flies, a small lad by the name of TICK.

FAGON

(continuing)

You there -- Tick -- Stop dallying -- We haven't got all day.

2 CLOSE SHOT - TICK 2

He looks up from the cannister he is holding and looks off toward Fagon. He nods, then takes one more curious look at the article in hand.

3 INSERT SHOT - CANNISTER 3

clearly marked "GAS - POISONOUS."

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2.

4 ANOTHER ANGLE - TICK

4

He shrugs, bends down and picks up two similar looking cannisters just as we hear the SOUND of approaching horsemen. As Tick looks up...

5 EXT. DUMP - DAY - FULL SHOT

5

TO INCLUDE the mounted War Lords riding hell-bent-for-leather and converging on the dump. Fagon, seeing them, races for his cart, calling and gesturing frantically to the Flies.

FAGON

To the wagon! Run for your lives! Hurry -- Hurry!

6 ANOTHER ANGLE

6

as Fagon leaps into the cart, grabs the reins and whips the horse about picking up the Flies as they dash for the cart with whatever possessions they have in hand. The one known as Tick tosses the three cannisters onto the wagon and leaps aboard.

7 ANOTHER ANGLE - TO INCLUDE THE LORDS

7

coming down on Fagon's wagon.

8 CLOSER SHOT - FAGON

8

reaching into his pocket as he drives and bringing out small, egg-like objects. He tosses them at the approaching Lords. The eggs EXPLODE in huge but harmless balls of colored smoke, providing Fagon and his troop with the necessary surprise and cover to mask their escape as the cart rides furiously out of the dump.

FADE OUT.

END OF TEASER

ACT ONE

FADE IN:

9 EXT. COUNTRYSIDE ROAD - DAY - FAGON'S CART 9

riding hard, taking the bumps, Fagon at the reins glancing back over his shoulder from time to time to see if they're being chased, the Flies hanging onto the cart and the loot for dear life.

FAGON

Hang on, lads -- Hang on...

(laughing aloud)

Thought they had us, did they?

Well, we showed them, didn't we?

(jiggling the reins  
and shouting to  
the horse)

Faster, Ambro, faster...

The cart whips PAST the CAMERA and races off down the road.

10 EXT. COUNTRYSIDE ROAD - DAY - ESTABLISHING SHOT - 10  
ARK II

as it moves along the same road heading in the direction of the fleeing Fagon and his Flies.

11 INT. ARK II LAB - DAY 11

SAMUEL and RUTH are in the midst of a card game with ADAM standing behind Sam, kibitzing. Each time Sam selects a card from the pack and is about to discard another one, Adam pats Sam on the shoulder, shakes his head and indicates another card for Sam to throw. Sam looks questioningly at Adam when he selects a replacement and Adam nods affirmatively with a big smile. Sam throws the card. Ruth picks it up and inserts it in her hand. This is repeated three times. The fourth time, Sam picks a card and mulls over what to discard. He glances up at Adam.

SAMUEL

Okay, smart guy. Which card would you throw this time?

(CONTINUED)

11 CONTINUED:

11

ADAM

(shrugs)

Explain me game -- Tell you  
what card.

Sam stares open-mouthed at Adam as Ruth breaks into a  
fit of hysterical laughter.

SAM

(stammering)

Why you -- you bumble-headed  
baboon! You mean to say you  
don't know the game we're  
playing and you're telling me  
what card to...

Suddenly Jonah's voice comes over the teleradio.

JONAH'S VOICE

(excitedly)

This is the Skipper -- Secure  
positions!

As Sam, Adam and Ruth react to the command...

12 INT. ARK II CAB - DAY - JONAH

12

SHOOTING PAST JONAH who is at the Ark's controls  
THROUGH windshield at Fagon's wildly driven cart that  
is racing along the narrow road and heading directly  
at the Ark II.

JONAH

Prepare for crash...

13 EXT. ROAD - DAY - FAGON'S CART AND THE ARK II

13

on a collision course. The Flies cover their eyes at  
the prospect of the impending disaster. At the last  
minute the Ark veers off the road at the same time  
Fagon's cart swings wide in an attempt to go around  
the Ark, hits a bump in the road causing some of the  
loot to bounce off the cart and onto the road. The  
cart continues on its journey and disappears down the  
road as the Ark II finally brakes to a stop in the road-  
side brush.

14 INT. ARK CAB - DAY - JONAH

14

jarred by the rough stop. He quickly releases his  
seatbelt, rises and starts back into the Ark.

15 INT. ARK LAB - DAY

15

as Jonah enters to find Adam, Sam and Ruth tossed around in disarray but all uninjured. As they rise:

RUTH

What happened?

JONAH

Road hog. Everybody okay?

SAM

(rubbing his  
backside)

Yeah, only I think my tail  
bone's where my jaw bone's  
supposed to be. The Ark okay?

JONAH

We'd better check...

16 EXT. DIRT ROAD - DAY - ARK II

16

as the Arkites inspect their vehicle.

SAM

Nothing, not even a scratch.  
Lucky nobody was hurt. What  
about that cart?

JONAH

Just kept going, but I saw  
some of their things fell off.  
Let's take a look.

They start toward the road.

17 ANGLE - ROAD

17

and some of the loot that tumbled off the cart, including one of the cannisters. The Arkites move to inspect the fallen articles, Ruth being the one to discover the cannister. As she examines it, then:

RUTH

(alarmed)

Jonah! Take a peek at this.

Jonah, Sam and Adam move to join her. Jonah looks at the cannister and then at Ruth as Sam takes it and inspects it himself.

SAM

Poison gas? Man, that's heavy  
stuff.

(CONTINUED)

17 CONTINUED:

17

Jonah looks off in the direction taken by Fagon's cart.

JONAH

Deadly is a better word.

RUTH

Wonder where they dug it up.

SAM

Dug is right. Far as I can remember, that stuff hasn't been used since the nineteen seventies. That's over two hundred years ago.

JONAH

Question is, what were they doing with it and do they have any more at home like this? Ruth, you and Sam get it into the lab. See what the formula is for detoxifying it.

RUTH

Right.

JONAH

Adam, mind getting the Jet Jumper for me?

ADAM

(nods)

Gas mask, too?

JONAH

(grins)

Gas mask, too.

SAM

Where're you going?

JONAH

To see if I can answer my own questions!

As Adam heads for Ark and Jonah, Sam and Ruth exchange a troubled glance...

18 EXT. FAGON'S CAMP - DAY - ESTABLISHING SHOT

12

his headquarters, a junkyard of antique cars and vehicles dating back to the 1970's, battered, rusted skeletons of cars piled atop one another.

(CONTINUED)

## FAGON'S VOICE

Not a very good day's pickings,  
boys. Not good at all...

The CAMERA ANGLES TOWARD the center of the camp where the Flies and Fagon stand overlooking the pile of collected loot taken from the dump; a broken chair, a pair of worn boots, a copper pot, a broken clock, etc., and, of course, two more lethal cannisters of poison gas like the one that fell from the cart.

## FAGON

(continuing)

Hardly a thing here of enough  
value to be traded off to the  
cave dwellers or the Lords...

Tick, the young boy who discovered the cannisters respectfully addresses Fagon.

## TICK

There wasn't time to handpick  
what was there, Master Fagon  
-- The Lords were upon us so  
fast. You, yourself saw them...

## FAGON

Yes, yes -- I was there, but  
care should have been taken  
even before to select articles  
of better value. There will  
only be half rations doled out  
tonight.

## TICK

But...

## FAGON

But me no "buts," Tick. Half  
rations!

## TICK

Yes, Master Fagon.

Suddenly one of the other boys, BEN, points with alarm to the sky.

## BEN

Look!

All eyes turn in the direction he is pointing.

19 ANGLE - THE SKY, JONAH IN JET JUMPER

19

circling over the camp and coming down.

BEN'S VOICE

(his voice  
quivering)

A man -- He flies like a bird...

20 ANOTHER ANGLE - THE FLIES AND FAGON

20

The Flies gather behind Fagon, cowering with fear.

TICK

Quick, Master Fagon. Use your  
magic and make him disappear...

Fagon, not wishing to reveal his own fright to his young  
followers, dons a mask of bravado.

FAGON

Now, now, there's nothing to  
fear but fear itself...

Jonah lands but a few feet away from them.

FAGON

(continuing;  
to Jonah)

Who -- who are you? And how  
dare you frighten these young  
lads like that, dropping in  
out of the sky? -- And where  
did you learn a trick like  
that anyway?

JONAH

(slipping out of  
the flyer)

One question at a time -- My  
name is Jonah. I'm captain  
of the Ark Two...

FAGON

(puzzled)

The Ark Two?

JONAH

You almost ran us off the road  
back there a little while ago.

FAGON

Oh? Didn't even see you. We  
were in a bit of a hurry.

(MORE)

(CONTINUED)

FAGON (cont'd)  
 (eyeing the flyer)  
 How did you do that trick --  
 flying around up there?

JONAH  
 I've a question for you first.  
 Where did you get the cannister  
 you dropped and do you have any  
 others?

FAGON  
 Cannister? You mean like those?

He indicates the other two cannisters mixed in with  
 the loot taken from the dump. Jonah walks to them and  
 picks one up to examine it.

FAGON  
 (continuing;  
 moving to  
 join him)  
 I really didn't have a chance  
 to examine it.  
 (hopefully)  
 Is it valuable?

JONAH  
 It's filled with poison gas.  
 (indicating  
 the label)  
 Look for yourself.

As Fagon sees for himself.

JONAH  
 (continuing)  
 If any of it were released, it  
 could injure if not kill  
 everyone exposed to it.

The Flies all back away, more fearful than even before.  
 Fagon stares at the cannister with awe.

21 INT. ARK II LAB - DAY

21

as Sam and Ruth run the information gathered from their  
 lab tests into the computer.

SAMUEL  
 Sulfur dioxide -- hydrochloric  
 acid -- tetraethyl pyrophosphate  
 -- sulfur chloride and sodium  
 cyanide...

(MORE)

(CONTINUED)

21 CONTINUED:

21

SAMUEL (cont'd)

(to Ruth)

Most of the compounds appear  
to be organic phosphate esters...

RUTH

(nods)

Well, let's run it through and  
see what we come up with.

Sam nods, depresses the start button. The computer  
begins doing its thing. A few beats and the read-out  
begins to appear on the viewer.

RUTH

(continuing;  
reading print-out  
aloud)

Ingredients highly toxic --  
Compound used as war gas known  
as QPN -- Exposure will cause  
high fever -- motor paralysis  
-- coma and is usually fatal...

(glancing worriedly  
at Sam)

Sam...?

SAM

(nods, indicating  
further print-out)

Yeah -- No detoxification known  
at this time...

They exchange a troubled look.

22 EXT. FAGON'S CAMP - DAY

22

Fagon, Jonah and the Flies sitting in a semi-circle  
as Fagon examines Jonah's gas mask with fascination.

FAGON

Ingenious! And you say if one  
were to wear a mask such as this  
he would be completely safe against  
the effects of the gas?

JONAH

That's right, and as there is  
only this one mask available,  
I suggest we remove the cannisters  
from your camp as soon as possible.

(CONTINUED)

FAGON

I heartily concur...

(looking at  
the Flies)

I wouldn't want any harm  
befalling these poor lads --  
They've seen enough trouble  
-- orphaned, unwanted, uncared  
for...

TICK

Until Master Fagon found us and  
taught us how to...

FAGON

(interrupting quickly  
with a little cough)

Humph! Survive would be correct,  
Tick. I've just done my bit...

(to Jonah)

Trying to put a little food in  
their mouths -- love in their  
hearts and laughter on their  
lips.

TICK

Master Fagon's a wonderful man  
with great powers...

FAGON

(with false  
modesty)

Oh, just a few magic tricks  
I've picked up along the way  
-- Here...

Fagon does a few slight of hand tricks that please the  
boys and even bring a smile to Jonah's lips.

JONAH

Very good.

FAGON

Let me show you my best trick...

(takes a small  
piece of rope  
from his pocket)

Tie my hands together good and  
tight behind my back...

He offers Jonah the piece of rope. Jonah takes it and  
complies.

JONAH

All right -- There.

(CONTINUED)

22 CONTINUED - (2):

22

Fagon shows his bound hands to all.

FAGON  
Everyone satisfied? All right  
-- Hocus -- pocus...

A few quick moves and he is free. Everyone applauds.

JONAH  
Excellent...

FAGON  
Oh, nothing, really -- Here,  
let me tie your hands and I'll  
show you the trick.

Jonah agrees to go along with it and Fagon ties his hands together.

FAGON  
(continuing;  
pleased)  
Well -- the trick works even  
better this way. Captain --  
you are now my prisoner!

As Jonah stares at Fagon with surprise:

FAGON  
(continuing;  
to Flies)  
We'll tie him to the tree!

Fagon leads Jonah to a tree and ties him up with more rope.

23 ANOTHER ANGLE - A SMILING FAGON

23

Then CAMERA WIDENS to reveal Jonah being tied to the tree, the Flies aligned alongside Fagon.

FAGON  
(continuing)  
... I can't possibly express  
my appreciation, Captain, for  
all you've done -- Not only did  
you make me aware how valuable  
the cannisters are, but you  
even were thoughtful enough to  
provide me with...  
(holding up  
the gas mask)  
... the proper safety precautions.

(CONTINUED)

23 CONTINUED:

23

JONAH

Look, you're fooling around with something you know nothing about.

FAGON

On the contrary -- I know exactly what to do with the gas...

(to the Flies)

We now have the ultimate weapon, lads, with which to get whatever we want and we can bring the Lords to their knees -- Tick?

TICK

(stepping forward)

Yes, Master Fagon?

FAGON

I've reconsidered. Not only will there be full rations for supper tonight -- There'll be double portions!

As the boys all cheer...

24 INT. ARK II LAB - DAY

24

Ruth and Samuel at the teleraadio.

SAMUEL

Ark Two calling the Skipper -- Come in, Jonah...

No response. Sam looks at Ruth.

SAMUEL

(continuing)

Wonder why he doesn't answer.

RUTH

Keep trying. He might have run into some temporary interference...

SAM

Suppose he ran into more than something temporary?

RUTH

Stop being such a pessimist...

(CONTINUED)

24 CONTINUED:

24

SAM  
 (shrugs)  
 Okay.  
 (begins calling  
 again)  
 This is Ark Two calling the  
 Captain. Do you read? Over?  
 (no response)  
 Jonah, do you hear me...?

25 EXT. FAGON'S CAMP - DAY

25

We see Jonah is still tied to the tree, guarded by two of the larger Flies. We also HEAR his teleradio and Sam's voice trying to make contact.

SAMUEL'S VOICE  
 (filtered)  
 Come in, Skipper -- Home base  
 calling. Do you read?

The GUARDS hear Samuel's voice and look around trying to figure out where it is coming from. They move cautiously and suspiciously toward Jonah who is trying to switch on his speaker but can't make it.

26 INT. ARK II LAB - DAY

26

SAMUEL  
 (to Ruth)  
 Satisfied...?

RUTH  
 We'll try again in fifteen  
 minutes. If we don't get an  
 answer -- we'll start looking.

27 EXT. FAGON'S CAMP - DAY

27

Fagon carries one of the cannisters of poison gas with him as he boards his cart. Tick and a few of the Flies follow him, awaiting any last orders he might have.

FAGON  
 Keep a sharp eye on our prisoner,  
 lads. He'll be worth a great  
 deal when the time comes to  
 deal with his people.

Then with a wave of his hand, he drives off carrying one of the cannisters of gas and Jonah's gas mask.

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

28 EXT. DIRT ROAD - DAY - ARK TWO

28

as Samuel and Ruth roll out the Ark Roamer from its berth.

RUTH

Sam, we haven't any idea where Jonah might be. Besides, we don't know any more about the gas now than we did when we discovered it.

SAM

So?

RUTH

So, I think we should stay put for a while.

SAM

And do what? Twiddle our thumbs. Look, maybe the skipper's okay. Maybe he isn't. I want to find out.

RUTH

Well -- okay. We go.

SAM

(calls out)

Hey, Adam. What's holding you up?

29 ANGLE - ARK TWO DOORWAY

29

as Adam appears, loaded with an armful of airtight helmets and oxygen packs.

RUTH'S VOICE

(with a chuckle)

It's what's holding him down.

Adam hurries to the Roamer and climbs in.

30 ANOTHER ANGLE

30

Sam activates his teleradio.

SAM

Stand by to activate force  
field -- activate force field.

31 ANOTHER ANGLE - INCLUDING ARK TWO

31

It is immediately surrounded by the force field protect-  
ing it from uninvited visitors and attack.

SAM

Let's roll.

The Roamer moves out and disappears down the road going  
at a pretty good clip.

32 EXT. WAR LORD'S VILLAGE - DAY

32

as Fagon, devoid of any fear, rides boldly into the  
village carrying Jonah's gas mask and guiding the reigns  
with one hand and holding the cannister with the other.  
The workers of the lords stand in awe while the Lords  
themselves angrily come forth.

WAR LORD BRACK

It is the Scavanger... The one  
who hides behind children...

The other Lords laugh.

WAR LORD GUY

By who's permission do you dare  
enter the village of the Lords?

Fagon raises the cannister high above his head.

FAGON

By this -- a weapon mightier than  
one any of you Lords have mastered.

WAR LORD GUY

Come magican. Is this one of  
your tricks... ? Does it turn  
into one of your little flies?

The Lords all laugh.

FAGON

The Flies served my purpose once.  
Now the time has come for you -- and  
you and you to serve mine.

(CONTINUED)

WAR LORD BRACK

Surely you jest... Although I  
admire your spirit if not your  
stupidity.

FAGON

Better you should admire and  
respect this cannister of poison  
gas, the slightest whiff of which  
would hasten your journey to meet  
your ancestors.

The mention of poison gas brings a brief and not dis-  
trusting exchange of glances between the Lords.

WAR LORD GUY

And how do we know the cannister  
contains a poison gas such as  
you describe?

FAGON

(shrugs)

Merely offer one of your lives  
to test it.

WAR LORD BRACK

I say he jests. Take him!

As the other Lords approach the cart, Fagon whips out  
Jonah's mask and dons it, holding the cannister aloft  
and threatening. The sight of the gas mask is enough  
to stop the Lords in their tracks.

WAR LORD GUY

What -- what is that?

FAGON

A mask to protect me from the  
effects of the gas. Fortunately  
for me there is only one...

(removing the mask)

Now, do we talk?

WAR LORD BRACK

What is it you want?

FAGON

To be Lord of Lords...

WAR LORD GUY

And your flies as well?

FAGON

I have no need of flies anymore.  
Not when I have buzzards around  
me.

(CONTINUED)

32 CONTINUED - (2):

32

As the Lords exchange a glance and ponder their decision; to agree or possibly be gassed.

33 EXT. COUNTRYSIDE DIRT ROAD - DAY - ARK ROAMER

33

driving along with Adam scouting and acting as point. Suddenly Adam stops and examines the road then gestures for Ruth to stop the Roamer. Ruth and Sam get out and join Adam.

RUTH

What is it, Adam?

ADAM

(pointing to tracks  
in road)

Tracks -- Horse -- Wheels...

SAM

The cart Jonah went after.

ADAM

(points up hill)

Went up...

RUTH

It could lead to their camp.

SAM

Well, what're we waiting for?

RUTH

We can't get the Roamer up there. Adam, you take the lead. Samuel, you take the right flank. I'll take the left. Keep an eye peeled. They might have camp guards out.

Sam and Adam nod. Adam starts up the hill first. Sam moves off and up the right side, Ruth takes the left.

34 EXT. LORD'S VILLAGE - DAY

34

as Brack and Guy confer.

LORD BRACK

Surely you're not going to permit this rascal Fagon to take over.

(CONTINUED)

LORD GUY

There seems little I can do  
about it. The man has the  
upper hand.

LORD BRACK

For the time being, anyway...

Lord Guy shrugs. Brack, it is obvious by the expression  
on his face, has other plans.

35 EXT. FAGON'S CAMP - DAY

35

The two older boys still stand guard over Jonah who  
remains tied to the tree as Tick and Ben discuss Fagon's  
whereabouts.

BEN

He should have been back by now.

TICK

He'll be here.

BEN

Suppose something happened to  
him? Suppose he was poisoned  
by the gas?

TICK

He knows how to handle it.  
Besides, he has that gas mask.  
Don't worry. Master Fagon's  
too smart.

JONAH

Maybe he's smarter than you  
think. Maybe he's decided with  
the gas to use and deal with, he  
doesn't need you boys anymore.

TICK

(to Ben)

Don't listen to him. Master  
Fagon wouldn't desert us...

JONAH

Then where is he?

BEN

I think we ought to see for  
ourselves.

JONAH

I think that's a very good idea.

(CONTINUED)

35 CONTINUED:

35

TICK

I don't.

BEN

We'll put it to a vote.

He strides off towards the other Flies. Tick follows.

36 EXT. WOODS - DAY - CAMP PERIMETER 36

and Adam looking into the camp through a pair of field glasses.

37 ADAM'S P.O.V. - BINOCULAR SHOT - JONAH AND CAMP 37

38 CLOSE SHOT - ADAM 38

Lowering glasses, then into his teleradio:

ADAM

Skipper in camp -- Tied up --  
Guards...

39 EXT. WOODED AREA - DAY - RUTH AND SAMUEL 39

into her teleradio:

RUTH

Is he all right, Adam?

ADAM'S VOICE

He's okay. Just tied to tree.

SAMUEL'S VOICE

Maybe we oughta rush them -- what  
do you think?

RUTH'S VOICE

Could be risky, Samuel. Remember,  
they have the gas and we don't  
know for sure if our airtight  
helmets will work against it.

(then to Adam)

Adam. Discard your equipment  
and try wandering into the camp.  
You might just get away with it  
and be able to help Jonah.

40 EXT. WOODS - DAY - CLOSE SHOT - ADAM

40

ADAM  
Okay -- on the way.

He discards his equipment and starts for the camp.

41 EXT. FAGON'S CAMP - DAY - THE FLIES

41

BEN  
You heard the vote. Let's go.  
(to guards)  
You guys stay here and watch  
him.

Ben, Tick and the others file out of the camp.

42 ANOTHER ANGLE

42

as the Flies leave the camp, Adam wanders in from the  
other side. One of the guards spots him.

1ST GUARD  
(to his companion)  
Look -- do you see what I see?

As the second guard looks in the direction of the approach-  
ing, childlike Adam hobbling towards them like a lost  
little child. As they move to intercept Adam:

43 CLOSE SHOT - JONAH

43

seeing Adam, he smiles to himself.

44 INT. BRUSH OUTSIDE THE FLIES CAMP - DAY

44

Ruth and Sam watching the action.

SAMUEL  
They've fallen for it -- one  
of them's going off to get some-  
thing...

RUTH  
Maybe one of us ought to go in  
now and help Adam...

SAMUEL  
No. The other one's going off  
now, too -- I think they're  
going to get Adam food and water...

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45 INT. FLIES' CAMP - DAY - JONAH AND ADAM 45

as Adam moves cautiously towards Jonah and the tree and pretends to be examining the stranger tied to the trunk. In b.g., we see the guards glance in Adam's direction every so often as they get the food and water.

46 CLOSER SHOT - JONAH AND ADAM 46

JONAH

Am I glad to see you...

ADAM

Ruth -- Sam -- waiting...

JONAH

Good. Those are the only two left in camp -- I'll keep my eye on them. You untie me.

Adam nods and slowly moves around behind Jonah. He unties him just as the Guards start back towards them.

47 ANOTHER ANGLE 47

as the guards see Jonah has been untied by Adam.

1ST GUARD

We've been tricked. They're trying to escape. After them...

Both guards start to run towards Jonah and Adam but are suddenly stopped in their tracks temporarily blinded by two Ark bright lights coming from:

48 ANOTHER ANGLE INCLUDING RUTH AND SAM 48

at the edge of the brush directing their Bright Lights at the guards.

49 ANGLE - CAMP - JONAH AND ADAM 49

Jonah scoops up his Jet Jumper and he and Adam dash for the brush.

50 INT. BRUSH - DAY 50

as Jonah and Adam are joined by the retreating Sam and Ruth.

RUTH

What happened?

(CONTINUED)

50 CONTINUED:

50

JONAH

Later. Come on. We don't have much time.

They start running towards the Roamer, the two guards having once again taken up the pursuit.

51 INT. LORD'S VILLAGE - DAY - ANGLE FAVORING FAGON

51

now dressed in the finery of a Lord and feasting himself like Henry the Eighth, waited upon by two women cave dwellers. He is interrupted by the sound of:

LORD BRACK'S VOICE

Lord of Lords Fagon!

Fagon looks up as we take...

52 ANOTHER ANGLE INCLUDING THE LORDS AND THE FLIES

52

The flies are all bound together and are being used as a shield by Brack and the other Lords behind and protected by the front rank of children.

LORD BRACK

We have the guinea pigs now to test your weapon. Should you be right as to its destructive force, we shall soon see -- Unless of course, you suffer a change of heart and hand over the cannister and the mask.

Fagon rises slowly, not having predicted this situation.

LORD BRACK

(continuing)

Come, come Fagon. I'm sure you are having mixed emotions but you must make a choice -- Which shall it be?

Fagon studies the situation. He looks at the flies.

53 PANNING SHOT - THE FLIES

53

resting finally on Tick and Ben.

54

54 ANOTHER ANGLE

54

FAGON

(angrily)

You disobeyed my orders. Why did you come?

TICK

We were worried that something may have happened to you...

BEN

We thought you might need help...

LORD BRACK

Touching, isn't it? Well, Fagon what will you do? On the count of three we will attack -- at least these lads will with us right behind them.

Fagon mulls over the problem, touching his finery, looking at the food and his slaves and then at the Flies, ragged and scrubby. Slowly he dons the gas mask and raises his cannister of gas as if to throw it. He holds his position.

55 ANOTHER ANGLE INCLUDING FLIES, BRACK AND OTHER LORDS

55

LORD BRACK

(as he gently at first shoves flies forward)

One... Two...

Slowly Fagon lowers the cannister and removes the mask.

56 EXT. HILLTOP - DAY - ANGLE - OVERLOOKING LORD'S VILLAGE 56

and Jonah, Sam, Ruth and Adam as Ruth and Jonah study the activity below through field glasses.

RUTH

(lowering her glasses)

I think he's just come to realize how much those children mean to him.

Jonah nods and trains his glasses back onto the Lords' village.

57 EXT. LORDS VILLAGE - DAY

57

Brack now has the cannister and the mask as Fagon and the flies are led away to their incarceration. Guy moves to Brack.

LORD GUY

Excellent -- excellent strategy, Brack. Now things are back to their old self.

BRACK

(sinisterly)

Not quite -- I now proclaim myself the Lord of Lords!

Guy is stunned for the moment then eyeing the mask and cannister decides not to argue.

LORD GUY

Well -- I suppose so...

BRACK

But you and the others shall enjoy the wealth that will be ours with this...

(indicates cannister)

We shall bring every village and every lord to pay us homage and high taxes...

LORD GUY

What of Fagon and the flies?

BRACK

The flies will be put to work in chains. As for Fagon -- he must be made an example. We will send him to the Desert of the Hot Sun.

On Guy's nod of agreement:

58 EXT. HILLTOP - DAY

58

and the Arkites.

SAM

Well, it's a cinch we can't go against that gas...

RUTH

Especially without any way to detoxify it.

(CONTINUED)

JONAH

No, we can't...  
(mulling over the  
problem. Then as an  
idea strikes)  
So we'll have to try something  
else. Sam -- how'd you like to  
become a fly for a little while?

On Sam's puzzled expression:

59 EXT. LORDS' CAMP - DAY - PRISON YARD

59

Fagon, now dressed again in his scavengers' rags and surrounded by the flies.

TICK

We're sorry, Master Fagon...

BEN

If we had followed orders, you  
wouldn't be in this trouble...

FAGON

(putting his arms  
around both boys)  
It's all right, lads... You were  
very brave to do what you did  
for old Fagon -- well, cheer up.  
Whatever is ahead, we will face  
it together.

60 INT. ARK LAB - DAY

60

as Jonah examines the cannister they had found earlier.  
Ruth and Adam are present. Sam enters dressed in tattered  
rags, his hair messed, his face smudged with dirt.

SAM

How do I look?

RUTH

(laughs)  
As good as you always do.

SAM

Very funny.  
(to Jonah)  
You think it'll work?

JONAH

It had better work. The nitrous  
oxide is the only shot we have.

61 EXT. LORDS' CAMP PRISON YARD - DAY

61

Fagon and the flies.

TICK

What do you think they'll do  
with us, Master Fagon?

FAGON

Oh -- probably put us to work  
somewhere, lad. Won't be too  
bad I expect...

But we see by the expression on Fagon's face that he  
doesn't believe his own words and he is deeply concerned  
for his and the children's welfare.

62 ANOTHER ANGLE INCLUDING THE GATE TO PRISON

62

as it is opened to reveal Brack and Sam as Brack shoves  
Sam into the yard.

BRACK

Here's another of your flies,  
Fagon. We found him trying to  
break in thinking he could help  
you. Well -- nothing will...

FAGON

What do you intend to do with us?

BRACK

Your boys will make excellent  
slaves. As for you -- you'll  
make an excellent meal for the  
buzzards in the Desert of the  
Hot Sun.

On that note, Brack withdraws, closing and locking the  
gate. He exits. Fagon and the flies study Sam  
suspiciously knowing full well he is not one of them.  
Sam approaches them, looking roly-polly with the can-  
nister concealed under his garment.

SAM

My name's Sam -- Captain Jonah  
sent me to help...

Fagon and the flies exchange a glance of suspicion and  
puzzlement.

63 EXT. HILLTOP OVERLOOKING LORDS' CAMP - DAY

63

Jonah, Ruth and Adam studying the activity below through  
their field glasses.

(CONTINUED)

63 CONTINUED:

63

JONAH

They're taking Fagon and the  
flies out of the prison yard  
now...

64 JONAH'S P.O.V. - BINOCULAR SHOT - ANGLE - FAGON, FLIES AND SAM 64

as we see Fagon, the flies and Sam escorted by the Lords  
out of the yard and into the camp's square.

JONAH'S VOICE

All right -- Ruth -- Adam...

65 EXT. HILLTOP - DAY - JONAH, RUTH AND ADAM 65

as Jonah lowers his glasses and addresses them.

JONAH

You know what to do -- let's go.

They start down the hill, donning airtight helmets.  
Jonah wearing his Jet Jumper.

66 EXT. LORDS' CAMP - DAY 66

Fagon falls to his knees in front of the Lords and  
whimpering, begins to plead and beg for mercy.

FAGON

Please your lordships -- don't  
send me to my doom -- I beg of  
you -- I'd make an excellent  
worker -- and more.

(rising)

I am a great magician. I can  
entertain you...

LORD GUY

And old man -- old tricks...

FAGON

I have many new ones -- one's  
you have never seen -- like  
this...

He whips out the cannister Sam had smuggled in. The  
lords all jump back, frightened, confused.

(CONTINUED)

LORD GUY

How -- where did you get that...  
(to Brack)

I thought you...

BRACK

It's a fake -- Mine is well hidden. He couldn't have gotten out to get it...

FAGON

Ah! But I did. I am a magician and escape artist supreme. But fear not my Lords -- I have changed the gas to bring you laughter instead of destruction -- see...

And on that note, he hurls the cannister into the air. It comes down and explodes. Brack quickly dons his mask but it is too late for the others who, as they inhale the fumes begin to giggle at first and then break out into fits of hysterical laughter.

67 ANGLE - BRACK

67

as he rushes to his quarters and the real cannister of gas.

68 ANOTHER ANGLE INCLUDING RUTH AND ADAM

68

charging into the camp and going after Brack.

69 EXT. BRACK'S QUARTERS - DAY

69

as he enters grabs the cannister from its hiding place and dashes out.

70 ANOTHER ANGLE - QUARTERS

70

as he sees Ruth and Adam charging towards him. He holds up the cannister threateningly. They stop. He turns and dashes for the hill and starts up, Adam and Ruth continuing their pursuit.

71 EXT. HILL - DAY

71

INTERCUTTING the action as Brack begins his climb while clutching the cannister. Ruth and Adam behind him with Adam gaining on him.

72 ANGLE - BRACK

72

climbing. Hearing Jonah's voice.

JONAH'S VOICE

Put down the cannister and  
surrender.

Brack, surprised by the voice above him pauses to look up.

73 EXT. SKY - DAY - JONAH

73

in Jet Jumper hovering above Brack.

74 EXT. HILLSIDE - DAY - BRACK

74

confused for the moment, giving enough time for Adam to leap upon him. As Brack goes down with Adam, he lets go of the cannister. PAN IT as it's beginning to roll down the hill towards the oncoming Ruth and the village below where the flies and Fagon are rounding up the lords.

75 ANOTHER ANGLE

75

JONAH'S VOICE

Ruth! Look out! The cannister!

Ruth sees it coming. Tries to get it but misses it and the cannister continues down the hill towards the village below.

76 ANOTHER ANGLE FAVORING JONAH

76

as he flies down steps and grabs the cannister just before it is ready to bounce into the village.

77 SHOT - RUTH

77

as she stands and breathes a sigh of relief.

78 EXT. LORDS' VILLAGE - DAY

78

The Ark Two is parked, the Roamer already loaded into it. Fagon and the flies now well scrubbed and wearing much more suitable attire than they had before.

(CONTINUED)

FAGON

Brack and the other Lords have been stripped of their power thanks to all of you -- and the laughing gas.

SAM

And to your flies...

FAGON

They will no longer be called flies, Samuel -- young gentlemen, who will receive the proper schooling from here on, I guarantee.

JONAH

I understand the former workers of the lords have asked you to take charge of their village...

FAGON

Well -- I've consented to oversee things for a while -- the gas cannisters?

RUTH

They've been disposed of where they cannot cause any harm...

FAGON

Good -- destruction belongs to the past. The time has come to build...

JONAH

Well, time to go. Good luck, boys. Fagon...

As they shake hands, Fagon smiles.

FAGON

Just call me Joe.

The Arkites board the Ark and it pulls out with the flies and Fagon watching and waving goodbye.

79 INT. ARK TWO CAB - DAY

79

Ruth is at the wheel, driving. Jonah, in the jump seat dictates his log entry into his recorder.

(CONTINUED)

79 CONTINUED:

79

## JONAH

Ark Two... log entry One hundred  
twenty six... Time... eighteen  
hundred hours... All cannisters  
of lethal gas discovered have  
been destroyed... And as man learned  
once too late that the weapons  
he creates to use against others  
can easily be turned against  
himself... we can only hope  
it is not too late in this  
second chance we have today...  
Jonah, captain of the Ark Two.

80 EXT. COUNTRYSIDE - DAY - THE ARK

80

We see Samuel and Adam in the observation dome as it  
drives down the road and disappears over the horizon.

THE END