

BATTLE: LOS ANGELES

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FADE IN:

FROM SPACE, a view of the EARTH. The vibrant BLUE of its OCEANS is striking against the vast BLACK VOID of space.

MOVE CLOSER TO THE EARTH, where the shimmering PACIFIC OCEAN meets the CALIFORNIA COASTLINE...

A bird's-eye view of LOS ANGELES comes into relief-- a criss-cross of streets, freeways. The buildings not more than dots.

Keep MOVING CLOSER as SOUND FADES IN.

We notice MOVEMENT through the sprawl of city now: MASSES OF PEOPLE and CARS moving AWAY FROM THE OCEAN as we arrive at...

EXT. PICO BLVD. - GROUND-LEVEL - DAY

The SOUND is at a frantic pitch here-- The sound of CHAOS on the streets. People SCREAMING, CAR HORNS BLARING as CARS jockey for position, moving eastward among...

HORDES OF PEOPLE on foot, their PANICKED FACES rushing past.

SUPER: LOS ANGELES-- CONTACT + 1 HOUR as we...

CUT TO:

INT. 1ST SERGEANT'S OFFICE / CAMP PENDLETON - DAY

SUPER: MARINE CORPS BASE, CAMP PENDLETON. OCEANSIDE, CA.

Then SUPER: THE DAY BEFORE...

We are CLOSE ON: SERGEANT MICHAEL NANTZ late 30s, tall, battle-hardened, staring forward, listening impatiently.

1ST SGT. ROY (O.S.)
Must be some kind of mistake...

Company 1st SERGEANT JOHN ROY, also late 30s, sits behind his desk, holding Nantz' file. Smiles.

1ST SGT. ROY
I got paperwork here, with your signature, says you're retiring.

SGT. NANTZ
No mistake, John.

1ST SGT. ROY
My ass. You got a box full a' medals, file full a' commendations.
(MORE)

1ST SGT. ROY (cont'd)
Hell, everything but the Good
Conduct.

SGT. NANTZ
They can take the Good Conduct
Medal and shove it up their...

1ST SGT. ROY
(laughs)
See, that's what I'm talking about,
Mike. You're a marine!

Nantz smiles back now.

SGT. NANTZ
I appreciate it, John. You know
that. But, I been to too many
funerals. Had to visit too many
moms and dads, tell 'em about what
happened to their sons...

BEAT.

1ST SGT. ROY
Look. You're on that training
assignment right now. Why don't
you just ride it out for a month or
two. See how you feel...

SGT. NANTZ
I did my twenty. I'm done.

Roy takes this in, nods. He stands, holds his hand out.

1ST SGT. ROY
You're gonna miss it.

Nantz shakes.

SGT. NANTZ
Wanna bet?

CUT TO:

THE GREEN WASH OF NIGHT VISION GOGGLES

Looking out onto ROLLING HILLS and TREES... We hear (O.S.):

VOICE #1 (O.S.)
I don't see it...

VOICE #2 (O.S.)
I'm telling you, it's in the trees.

FIVE MARINES

From the 1st Platoon, 2nd battalion, 5th Marines (the 2/5)...
Camo uniforms, NIGHT VISION GOGGLES on, stare into the DARK.

CPL. CORREGGIO, 20, linebacker-big, shakes his head,
frustrated.

CPL. CORREGGIO
Screw it. I'm gonna launch another
one...

The other marines back away quickly as...

WIDEN to see we're...

EXT. OFFICER'S GOLF COURSE / CAMP PENDLETON - NIGHT

Correggio, GOLF CLUB in hand, steps to a golf tee. WHACK.
He tees off.

The marines follow the ball as it sails into the darkness.

CPL. CORREGGIO
That's more like it.

PVT. LENIHAN, 18, baby-faced, looks impressed.

PVT. LENIHAN
Sweet.

PVT. IMLAY, 19, a dense but good-natured country boy, moves
to the tee.

PVT. IMLAY
Don't encourage him. Correggio's
freakin' ego's big enough already.

He takes the club from Correggio.

PVT. IMLAY
Let an expert show you how it's
done, bro.

Imlay TEES OFF, his swing plainly choppy, uncoordinated.

POV THROUGH IMLAY'S NIGHT VISION GOGGLES

As he WHACKS THE BALL, visible in the night vision's greenish
glow. It HOOKS into a sand trap.

PVT. IMLAY (O.S.)
Mother fu...

Then he stops as a LIGHT flashes beyond the trees.

PVT. IMLAY
Foot mobiles. 3 O'clock.

CPL. CORREGGIO
Told you they'd come!

THREE GIRLS, 19-21, signal with a FLASHLIGHT. Then race down a small hill onto the golf course.

EXT. GOLF COURSE - LATER

The THREE GIRLS sit around a beat-up TAHOE parked near the tee, CASE OF BEER on its back gate, sipping beers.

Corpsman ADUKWU, 20, a tall, thin Nigerian, TEES OFF.

PVT. IMLAY
That dog'll hunt! Damn, Daktari,
you can play!

ADUKWU
(thick accent)
We have courses in Nigeria, Imlay.

PVT. IMLAY
Well, how would I know? I mean,
it's an American game.

PVT. LENIHAN
Actually, Imlay, it's Scottish.

PVT. KERNS, 19, an antsy fireplug of a guy, shakes his head.

PVT. KERNS
Lenihan, you as good with an M-16
as you are with your mouth?

PVT. IMLAY
Kerns. Lay off him.

PVT. KERNS
What? Just wanna make sure the
rookie won't fold under fire.

Correggio shoves a beer into Kerns' hand.

CPL. CORREGGIO
Relax, dude.

He throws an arm around Kerns' shoulder, smiles at the girls.

CPL. CORREGGIO

My buddy's jumpy 'cause he got an
assfull a' shrapnel our last tour.

PVT. KERNS

I'm jumpy? You're crawling up your
own ass 'cause we train with Sgt.
Nantz tomorrow.

Correggio eyes Kerns. This was the wrong thing to say.

One girl, smiling seductively, steps to Correggio, takes the
golf club from him.

GIRL #1

If this is the officer's course,
what happens if they catch you out
here?

She readies to take a shot. Correggio snuggles up behind
her, ostensibly teaching her how to swing.

CPL. CORREGGIO

We can handle it, baby. We're
experts at night maneuvers.

Nearby, the SECOND GIRL chats up Adukwu.

GIRL #2

So you're from where again?

Imlay pops a beer, interrupting.

PVT. IMLAY

Nigeria. Adukwu's our corpsman.
Like a medic. Saved Kerns' ass.
(to Adukwu)
Daktari, tell her about Nigeria.

Adukwu starts to talk, but Imlay interrupts again:

PVT. IMLAY

Adukwu's a green card marine...
(motions to Lenihan)
And Lenihan here-- He's just green.
Mom signed so he could join at 17.
I'm looking after him since he
don't know his ass from a hot rock.

Lenihan suddenly ducks behind the Tahoe, throwing up.

GIRL #3

You're doing a good job.

PVT. IMLAY

Yeah. We always take the new meat
out here to christen 'em...

Lenihan shuffles back out from behind the Tahoe.

PVT. IMLAY

Hey, barfy. Grab your beer. A
toast.

Everyone holds beers aloft. Lenihan joins in reluctantly.

PVT. IMLAY

To Lenihan. Who gets his first
taste a' those hills tomorrow.

He points off to the HILLY, DESOLATE TERRAIN near the course.

PVT. KERNS

Good luck, rookie.

The marines chuckle knowingly, about to drink...

Then they hear the sound of TIRES skidding to a halt. They
look toward the hillside, see the WHITE HELMETS of MPs.

CPL. CORREGGIO

MPs!

The marines grab the goggles and clubs, pile...

INTO THE TAHOE

With the girls. The Tahoe skids away, the beer CRASHING off
the back. The first girl eyes Correggio.

GIRL #1

Experts, huh?

Correggio grins sheepishly. She smiles sweetly, taking his
hand, writing her PHONE NUMBER on the back of it as...

INT. BEDROOM / OFF-BASE APARTMENT - SAN CLEMENTE - MORNING

A modest working-class two bedroom apartment. A TELEVISION
on in the b.g. A NEWS PROGRAM:

NEWSCASTER (ON TV) .

...what appears to be an
unprecedented meteor shower,
falling off the Falkland Islands.

LT. BENNIE MARTINEZ, 25, whose youthful looks and open smile contrast with his muscular frame, rolls in bed to see...

His wife, ANNA, 24, sitting on the edge of the bed next to him, turning something over in her hands.

LT. MARTINEZ

What are you doing up so early?

She holds up the object in her hands-- It's Martinez' LIEUTENANT BARS.

ANNA

(obviously proud)

Lieutenant. I still have to get used to that.

She kisses him lightly, stands. Martinez smiles, watching her move off.

LT. MARTINEZ

Yeah, lot of things we gotta get used to.

We see her VERY PREGNANT BELLY now as she smiles back, exits.

As she does, Martinez turns back to the TELEVISION: 'METEORS' falling into a distant ocean.

NEWSCASTER (V.O.)

This dazzling display is visible from Argentina to Southern Chile.

EXT. DRIVEWAY / OFF-BASE APARTMENT - LATER

Martinez, in uniform now, exits the ground-floor apartment, heads to HIS CAR as Anna exits, watching him go, smiling.

ANNA

Call me later.

LT. MARTINEZ

(simultaneous)

I'll call you later.

He stops, smiling back at her now. She waves coyly.

Then Martinez is RUNNING BACK TO THE APARTMENT.

Moving with the grace of the college football player he was just a few years ago.

We don't go with him. Just observe from a distance as...

Martinez arrives at Anna, who laughs as he leans down, kissing her stomach now.

EXT. TRAINING COURSE - MORNING

The 1st PLATOON of the 2/5, 39 marines, all 18-23 years old, sweating as they RUN HILLS in FULL GEAR in the blazing sun.

Key on the MARINES FROM THE GOLF COURSE, staring forward at... Nantz, running up ahead.

PVT. KERNS

Heard Nantz put in his papers.
He's out.

CPL. CORREGGIO

Good. Wish he done it years ago.

Lenihan, struggling, breathing hard, looks up at this, STUMBLING as he does.

Nantz, looking back at the chatter, sees...

Imlay grab hold of Lenihan, helping him forward now.

SGT. NANTZ

Goddamn it, Imlay, you gonna wipe his ass for him, too? Every man carries his weight!

Nantz drops back, runs alongside the struggling Lenihan.

SGT. NANTZ

Just quit, Lenihan. Do us all a favor. 'Cause the squad's only as strong as the weakest man...

Lenihan STUMBLES and FALLS IN THE DIRT.

SGT. NANTZ

And right now you're getting us all killed. You hear?

On these words, NANTZ MEETS EYES WITH CORREGGIO, further back in the pack. Nantz looks away, sees...

Imlay, suddenly at Lenihan's side, helping him up. Nantz shoves Imlay away, knocking him onto his ass.

SGT. NANTZ

You think you're helping him,
Imlay!? You think you're making
him stronger?!

Nantz puts a boot into Imlay's chest, shoving him flat.

Correggio stares at this, steaming.

SGT. NANTZ

Stay on the goddamn ground, Imlay!
You've just been gut-shot.
(to Lenihan)
Your buddy's down, bleeding to
death, Lenihan. LZ's at the top of
this hill. You gonna let this man
die in the dirt on some stinking
hill? Or are you marine enough to
save him?!

Lenihan stumbles to his feet, wiping dirt from his mouth.

PVT. LENIHAN

I'm gonna save him, sir!

Lenihan bends, strains, somehow heaves Imlay up.

He begins STUMBLING UP THE HILL, carrying Imlay on his back.

SGT. NANTZ

Come on, goddamnit! It's a hot LZ!
The chopper's gotta move! They're
gonna leave you BOTH to die!!!

Lenihan staggers, knees trembling, weaving back and forth.

Then his foot comes down on a ROCK IN THE TRAIL. His ANKLE
GIVES WAY. Lenihan falls, yells in pain, grabbing his ankle.

SGT. NANTZ

GET UP!!!

PVT. LENIHAN

I can't.

SGT. NANTZ

Don't you ever tell me you can't!

Correggio takes a step towards Nantz now. Kerns stops him.

CPL. CORREGGIO

He's injured, Sergeant.

A moment as they stare at each other. Nantz, voice like ice:

SGT. NANTZ

He's not injured. He twisted his
goddamn ankle.

Nantz' looks over the men, sweaty, covered with grime.

SGT. NANTZ

We are marines. "Can't" is not the
code we live by. "Can't" gets
marines killed. Do things the
right way, the marine way, maybe
you get to come home... Maybe your
buddy gets to come home.

Correggio stares back sullenly on this.

SGT. NANTZ

Dying's easy, ladies. Everything
else takes balls.

Nantz spits on the ground.

SGT. NANTZ

Adukwu. Run a bag of saline into
Lenihan and tape that ankle. We
start back in ten minutes.

INT. FLOWER SHOP - DAY

We recognize two marines from 1st platoon: CPL. DEVREY
HARRIS, 22, African-American, steely, quick-witted, and CPL.
NICK STAVROU, 23, a Greek hulk with an easy smile.

Harris stares at a TELEVISION on a table behind the counter.

NEWSCASTER (V.O.)

...meteors are falling off the
coasts of California, Ireland,
India, in the Bay of Bengal-- all
less than ten miles from land...

CPL. STAVROU

Man, I thought Lenihan was gonna
wash out today.

CPL. HARRIS

Hey, I remember carrying your fat
ass up that hill hung over as shit.
Newbie gets no sympathy from me.

A woman, CHERISE, 22, Harris' fiancée, hurries over.

CHERISE

For three hundred more, she said we could have sprays of lilies. I know it's a lot, but it'd be so beautiful. What d'you think, baby?

Harris looks pained. But before he can speak up:

CPL. STAVROU

Well, I think it's a no-brainer. You're only getting married once! What, are you gonna worry about three hundred bucks?

Cherise looks expectantly to Harris, who smiles back weakly.

CPL. HARRIS

Of course, baby. Whatever you want

She kisses him, heads to the florist as Harris turns on Stavrou:

CPL. HARRIS

Dude, what are you doing?

CPL. STAVROU

Busting your balls.

CHERISE

(calls over)

Tomorrow we shop for cake.

Stavrou throws an arm round Harris' shoulder, smiles.

CPL. STAVROU

I love cake.

INT. CAMP PENDLETON / PSYCHIATRIST'S OFFICE - DAY

A drab, nondescript office. Kerns sits across a desk from the BASE PSYCHIATRIST, who's consulting a FILE.

PSYCHIATRIST

Still not sleeping... And the nightmares?

PVT. KERNS

No. I mean, sometimes. But it's no big deal.

PSYCHIATRIST
You're not drinking, right,
private? That's just a crutch...

PVT. KERNS
Alcohol? No, sir. Definitely not.

The psychiatrist stares at this. Then WRITES in the file.

PVT. KERNS
So... What's my status? Am I
cleared for combat? I feel good.

PSYCHIATRIST
(still writing)
Let's meet again next week.

EXT. PACIFIC OCEAN - RED BEACH, CAMP PENDLETON

Two surfers-- CPL. GRAYSTON, 23, looking grizzled beyond his
years, and PVT. SIMMONS, a spaced-out surfer vibe, sit on
boards in the water, staring at...

TWO MPs, on the beach, waving them in.

PVT. SIMMONS
I don't know why they always have
to give us shit. It's not fair.

CPL. GRAYSTON
Question is, why does everybody
think life's supposed to be fair?
Why do bad guys want to kill us?
Why can't I have a nipple ring?
Why is it the more power we get,
the more we want? Nothing's fair,
Simmons.

PVT. SIMMONS
(smiles)
Whatever, Corporal. I just like to
blow shit up.

Suddenly, a SIREN begins WAILING from the base. Grayston and
Simmons exchange a glance. They start paddling in quickly.

EXT. TRAINING COURSE - DAY

Nantz is running with another platoon of MARINES. Everyone
slows as the SIRENS WAIL from the base.

SGT. NANTZ

Hold.

The squad stops, following Nantz' gaze to...

An approaching dust cloud, being kicked up by...

A HUMVEE and TWO FIVE-TON TRUCKS

Speeding up the dirt road toward the marines.

Everyone is silent as they watch the HUMVEE and TRUCKS pull up... This is not normal.

1st Sergeant Roy hops from the Humvee, shouting:

1ST SGT. ROY

Marines! Into the trucks. Now.
Proceed to the armory and draw
weapons.

The marines exchange glances, heading for the five-tons.

Roy motions to Nantz, who follows him to the Humvee.

SGT. NANTZ

What's going on, John?

1ST SGT. ROY

Look, Mike, I know you're burnt
out, ready to move on... Whatever
you want to call it. But
everybody's being deployed right
now. And the platoon's down a
sergeant. We need you.

SGT. NANTZ

For what? Do I have a choice here?

They arrive at the Humvee. Roy turns to Nantz.

1ST SGT. ROY

No. You don't. It's all hands on
deck, Mike.

Nantz nods, resigned. Starts climbing into the Humvee.

SGT. NANTZ

Just don't lose my paperwork.

INT. HUMVEE - MINUTES LATER

Roy drives back to base, Nantz next to him. SIRENS are wailing, HELICOPTERS TAKING OFF in the distance.

1ST SGT. ROY
Meteor storm's hittin' up and down
California now... All I know is,
this is a helluva lot more than
just some space rocks fallin' out
to sea...

SGT. NANTZ
What d'you mean?

He turns, stares at Nantz.

1ST SGT. ROY
Whole base is being mobilized.
There's some kinda' bad shit
hittin' the fan.

EXT. CAMP PENDLETON - MINUTES LATER

The Humvee and five-tons swing into the base past a mass of activity: TRUCKS being loaded with supplies, TANKS driving onto flat cars, MARINES racing about.

INT. HUMVEE - SAME

1ST SGT. ROY
You're assigned to 1st platoon,
under Lt. Bennie Martinez. His
platoon sergeant was rushing back
to base, got in a car accident.

SGT. NANTZ
What are the odds?

As the Humvee pulls to the COMMAND BUILDING, Nantz sees...

LT. MARTINEZ hurrying to meet them.

1ST SGT. ROY
There's the lieutenant. Young,
been with us three months, straight
outta basics school. Bright kid,
but this is his first deployment,
so keep an eye on him, Mike.

INT. DORM ROOM - BACHELOR ENLISTED QUARTERS - SAME

Lenihan and Imlay, Correggio and Kerns are getting their gear together, hurriedly packing.

Lenihan checks and double checks a LIST with the contents of his pack, ticking off 'poncho liner,' 'gore-tex jacket,' 'socks,' 'vest,' 'first aid kit,' flashlight'...

PVT. KERNS

It's probably just a drill, right?

PVT. IMLAY

They shifted Nantz into our unit.
Something must be going on.

PVT. LENIHAN

I heard Nantz kicked ass on his last tour. Went into a compound by himself, killed, like, ten insurgents...

CPL. CORREGGIO

That what you heard? You don't know shit, Lenihan.

Correggio, pissed, grabs his pack, heads for the door.

CPL. CORREGGIO

Move your asses. They want us in the armory.

And he's gone. Lenihan, confused, looks at Imlay.

PVT. LENIHAN

What's his problem?

PVT. IMLAY

Nantz lost a lotta guys on that tour. Correggio's brother was one of 'em.

Lenihan nods, somber, getting it.

INT. HALLWAY / BASE COMMAND BUILDING - MOMENTS LATER

Nantz and Martinez walk through quickly. All around them, NUMEROUS OFFICERS hurry, all responding to RINGING BEEPERS.

Nantz peers into VARIOUS OFFICES. Every one is buzzing with activity: Clerks bustling, maps spread out, phones ringing.

And every office has a TELEVISION on. We hear OVERLAPPING REPORTER'S VOICES from the offices they pass:

TV REPORTERS (V.O.)

...cluster of what appears to be meteors is tightly packed... hard for scientists to predict the size or quantity striking the oceans...

SGT. NANTZ

They calling us in because of these meteors, Lieutenant?

LT. MARTINEZ

I assume so... Maybe an evacuation. Whatever it is, it'll be good to get out in the field with the men.

Nantz looks askance at this. Martinez catches it.

LT. MARTINEZ

Look, Sergeant, let's be clear. I know your rep, know what you've done... But this is my unit. We're not gonna have a problem, are we?

SGT. NANTZ

No problem, sir. It's all yours.

INT. ARMORY - DAY

At numerous windows, LINES OF MARINES hand in weapons cards, receiving their weapons in return. Among them...

The marines from 1st Platoon of the 2/5 (Correggio and Kerns, Stavrou and Harris, Imlay and Lenihan, Adukwu), all watching:

MOUNTED TELEVISIONS-- A WOMAN REPORTER, 20s, on a BEACH.

Behind her, POLICE disperse thin CROWDS of PEOPLE, bullhorns blaring. A legend on the TV screen reads 'SANTA MONICA, CA.'

PVT. MOTTOLA, squad radio man, tall and thin, listening to an IPOD, and PVT. GUERRERO, lumbering, eyes on the TV.

PVT. MOTTOLA

We never got a chance to finish the new mix, man. We were gonna add some metal to it...

PVT. GUERRERO

We'll have time later.

The marines stare at the harried reporter on TV.

REPORTER (ON TV)
...National Guard troops have flown
in to evacuate all surrounding
beach areas...

PVT. MOTTOLA
(trepidation)
Yeah... Later.

INT. BRIEFING ROOM / CAMP PENDLETON - LATER

Nantz and Martinez crowd in among other SERGEANTS and
LIEUTENANTS, the COMPANY CAPTAIN briefing them.

CAPTAIN
These objects were completely
undetected until they entered our
atmosphere.

LT. MARTINEZ
So... what are they, Captain?

CAPTAIN
We have no idea. But whatever they
are, they're not hitting the water
at terminal velocity. They're able
to slow down before impact.

Glances exchanged in the room now.

CAPTAIN
This is no meteor shower. Homeland
Security has bumped the threat
level to red. Marines, we are the
first line of defense. All units
gear up, be ready to move.

INT. ARMORY - LATER

The young marines from 1st platoon are still in line for
their weapons along with many OTHER MARINES. Some are
nervously bullshitting, others intently watching...

THE TELEVISION:

The REPORTER on the beach looks harried now as THICK SMOKE
rolls in across the water. POLICE SIRENS wail in the b.g.

REPORTER (ON TV)
...some sort of smoke has appeared
over the ocean now...

CPL. HARRIS
Hey, shut up. Shut up!

Others quiet down now. All focus slowly shifting to...

THE TV:

The reporter on the beach is cupping her earpiece.

REPORTER (ON TV)
I'm being told a Coast Guard cutter
just issued a Mayday...

The TV SHOT PANS to the WATER...

The DISTANT CUTTER lists to one side, SINKING below the waves
as indistinct DARK SHAPES clamber onto it from the water.

THE MARINES

Push forward, scrambling to the TVs.

PVT. KERNS
What the hell are those things?!

ON THE TV:

The CUTTER DISAPPEARS behind the thick rolling SMOKE.

The camera PANS back to the REPORTER, silently staring out.

2/5 PARADE DECK / CAMP PENDLETON - SAME

Crowded with MARINES, including squad leader Grayston, all
getting ready. Or they were...

Right now, ACTIVITY HAS CEASED. Marines silently stare at...

TELEVISIONS

The REPORTER ON THE BEACH staring out, clearly panicked.

REPORTER (ON TV)
It appears... the cutter has...

She stops, seeing the SMOKE reach the WATER'S EDGE. A HUSH
falls over the CROWD as SMOKE rolls across the beach.

INT. HALLWAY / COMMAND BUILDING

Formerly bustling... Now all OFFICERS and MARINES are frozen, crowding around open office doors, staring at...

TELEVISIONS

As the REPORTER reacts to isolated SHOUTS echoing from the crowd on the beach. Some are pointing out to the ocean...

REPORTER (ON TV)
What is that...? In the water...

The news cameraman PANS to the WATER as it begins to CHURN.

INT. BRIEFING ROOM / CAMP PENDLETON - SAME

Nantz and Martinez stand among the other sergeants and lieutenants staring, stunned, at...

A TELEVISION:

SCREAMS and panicked voices ring out from those ON THE BEACH now as INDISTINCT FIGURES appear from under the waves.

PEOPLE RACE AWAY, plodding along the sand in hopeless flight as these FIGURES charge into the crowd....

GUNSHOTS ring out, police shooting at the INDISTINCT FIGURES that appear, then disappear in the EVER-THICKENING SMOKE.

MOVE IN ON NANTZ, staring at the TV as...

The news cameraman RUNS away now, the PICTURE being transmitted growing shaky, indistinct, frenzied as...

A DARK FIGURE appears, overruns the cameraman as...

The NEWS CAMERA suddenly cuts to BLACK. In black, all we hear is SCREAMS echoing from the beach.

EXT. CAMP PENDLETON AIR FIELD - MINUTES LATER

All activity has doubled, a frantic energy now. TRUCKS race along the perimeter of the air field, massive CH-46 HELICOPTERS TAKE OFF loaded with MARINE UNITS...

The 1st platoon stands together, Lt. Martinez addressing them as ANOTHER CH-46 HELICOPTER is landing nearby.

LT. MARTINEZ

As you probably heard, Sgt. Nantz
will be taking over for Sgt. Beck.
We're lucky to have him aboard.

The CH-46 helicopters TOUCHES DOWN now, its massive bay door
opening for them. Martinez barks:

LT. MARTINEZ

Let's move, men!

The platoon grabs gear, runs for the helicopter, climbing
aboard. Nantz hurries them along, grabbing packs, throwing
them on after the marines.

Then he grabs Correggio's pack, about to throw the pack on...
Correggio grabs it back from Nantz.

Nantz turns, faces off with Correggio.

SGT. NANTZ

You got something to get off your
chest, Corporal?

CPL. CORREGGIO

No. It's cool, Sergeant. You got
a Silver Star and my brother came
home in a box. I get it.

Beat.

SGT. NANTZ

Get aboard, Corporal.

Correggio jumps into the chopper.

INT. CH-46 TRANSPORT HELICOPTER - LATER

IN FLIGHT. The marines, helmets on, packs between their
knees, sit facing each other.

The sound of the CH-46's massive rotors is deafening. Some
shout over the din, too nervous to remain quiet.

PVT. GUERRERO

What the hell you think those
things are?

CPL. HARRIS

Gotta be extraterrestrial.

PVT. IMLAY
You mean, like, from space?!

CPL. STAVROU
No, Imlay. From Canada.

Correggio looks down at his hand... Sees the GIRL'S PHONE NUMBER written on it.

ACROSS THE DECK, Martinez huddles with Nantz, MAP in hand.

LT. MARTINEZ
Santa Monica airport's our Forward Operating Base. We get some Cobras and F-18s in the air, we'll have plenty of support.

Nantz nods. They're flying into the unknown and Martinez seems as nervous as the younger men.

Kerns leans in to Nantz, desperately needing reassurance.

PVT. KERNS
How many a' them you think there are, Sergeant?

Nantz just stares out, stone-faced.

SGT. NANTZ
We'll know soon enough, private.

INT. CH-46 TRANSPORT HELICOPTER - LATER

The marines are glued to the windows, shocked by what they're seeing as the chopper BANKS toward Venice/Santa Monica:

FIRES raging from various explosions. In the distance, MASSIVE LINES of TRAFFIC moving away from the ocean.

The STREETS bordering the beach look deserted-- Except for the BODIES dotting the landscape.

Nantz looks at Martinez, who is hunched over, scribbling a LETTER. Martinez folds it, then writes the name ANNA on it. We realize it's a letter in the event of his death.

Martinez stares at the letter. Then carefully tucks it away.

CUT TO:

EXT. SANTA MONICA AIRPORT/FORWARD OPERATING BASE - LATER

The airport is being quickly transformed into a military base: MILITARY VEHICLES line the runway, more being driven from a nearby CARGO PLANE.

The CH-46 LANDS.

The platoon JUMPS OUT, squad leaders forming the men up as...

Nantz and Martinez salute a CAPTAIN heading to them as F-18 JETS take off, screaming overhead.

LT. MARTINEZ

Lt. Martinez, sir. 1st Platoon of the 2/5.

CAPTAIN

Situation is as follows: Most of Santa Monica is cleared of civilians. We've got a defensive line at Lincoln Boulevard a mile from the ocean...

He points out LINCOLN BOULEVARD on a MAP, the OCEAN close by.

CAPTAIN

At 9 p.m., everything from Lincoln to the ocean will be bombed.

Martinez blanches.

LT. MARTINEZ

We're... leveling it, Captain?

CAPTAIN

We've got an infestation of god-knows-what. It's an enemy ground force only, they have no aircraft. So our jets'll tear 'em a new asshole. We will rule the air.

LT. MARTINEZ

But... there must be civilians stuck behind the line, sir.

CAPTAIN

That's affirm. We're getting distress calls, sending squads out.

He points to the MAP, to streets running from Lincoln Blvd.

CAPTAIN

Your mission, Lieutenant, take your 1st squad, proceed west from Lincoln to a community center located here...

(pointing to map)

In a park on 10th and Bay Street. Police were using it as an evacuation point. They got overrun. Get there, any civilians you find, get 'em back here to the FOB for evacuation. You got three hours.

Another CHOPPER is LANDING. Nantz yells over the sound:

SGT. NANTZ

What do we know about these things, Captain?

CAPTAIN

Not much. But police have shot 'em. They bleed.

The captain, hurrying to the next chopper, yells back:

CAPTAIN

It's our job to kill 'em.

EXT. STREET - LATER

Nantz and Martinez are double-timing with the 1st squad (Cpl. Grayston, Correggio and Kerns, Stavrou and Harris, Imlay and Lenihan, Mottola and Guerrero, Simmons and Adukwu).

As they approach Lincoln, they slow, eyes widening.

REVERSE to see what they're staring at:

LINCOLN BOULEVARD. Being fortified into a defensive line.

MARINES are setting up sand-bagged MACHINE GUN NESTS in a parking lot fronting a nail shop and a China Express.

Other MARINES hunker behind barricades in front of a Goodyear Tire Store, firing MORTARS toward the ocean.

RUBBLE. BURNING BUILDINGS. Smashed-in storefronts. Cars CRASHED at intersections, the echoing WAIL of CAR ALARMS.

Pockets of CIVILIANS are being waved forward by MARINES. A LITTLE GIRL with a Smurf backpack is rushed across Lincoln.

Martinez turns, rallies the squad, most of whom look shocked.

LT. MARTINEZ
 Let's go, marines! Clock's
 running. Focus on the mission.
 We're gonna get to that community
 center and get those people safe.

A COBRA ATTACK HELICOPTER screams overhead, firing into the distance. Martinez turns to Nantz, shouting over the din:

LT. MARTINEZ
 Something to add, Sergeant?

SGT. NANTZ
 (to the squad)
 Kill anything that's not human.

EXT. 10TH STREET - LATER

Nantz and Martinez lead the squad FROM LINCOLN onto 10th St.

Various STRUCTURE FIRES are visible in the distance.

The squad passes a FIRE TRUCK crashed against a fence, engine idling. FIREMEN lie near their hose lines, dead.

Suddenly... BOOM! BOOM! BOOM! Deep, deafening sounds exploding in the distance.

The ground SHAKES from massive AFTERSHOCKS. Billowing SMOKE rumbles from the west. Ash rains down, the sky turns black.

The squad hunkers down, panicked looks exchanged.

PVT. KERNS
 What the hell is that?!

LT. MARTINEZ
 Keep it together. Watch your
 angles.

The aftershocks fade. Ominous quiet again.

The squad continues DOWN THE STREET.

CPL. HARRIS
 Helluva way to get citizenship, eh,
 Daktari?

ADUKWU
 Shit, I'd rather be in Afghanistan.

THICK SMOKE hangs in the air. The lack of visibility is clearly adding to the marines' fright.

Numerous SHAPES become visible in the smoke.

As the squad approaches slowly, the shapes become clear...

BODIES splayed in the street.

CPL. HARRIS

Cherise and I were supposed to register at Bed, Bath & Beyond tonight...

CPL. STAVROU

Think you're gonna be busy, bro.

Nantz points his rifle into a CRASHED PICKUP TRUCK. A BODY is slumped beneath the wheel.

Simmons comes up behind Nantz. Peers into the truck: Sections of the BODY appear almost dissolved by a white phosphorous-like substance.

PVT. SIMMONS

What is that shit, Sergeant?

SGT. NANTZ

(caustic, dismissive)

Something bad, private. Now get back with your team.

PVT. KERNS

Whoa, whoa... Contact! Twelve o'clock!

A SHAPE is moving to them through the smoke.

The marines aim, about to fire just as the smoke clears...

A DOG. Standing there, staring mournfully at them.

Nervous chuckles now. Correggio sidles up to Kerns.

CPL. CORREGGIO

Relax, man.

Kerns just shoots him a look. The squad moves on.

As they approach a SIDE STREET that intersects 10th...

The DOG WHINES. Correggio pets it, trying to comfort it...

But the dog suddenly RACES OFF, disappearing into the smoke.
The marines spin, rifles up, growing unnerved...

PVT. IMLAY
What the hell...?

CPL. HARRIS
Something spooked that dog...

Then Kerns sees the SMOKE SWIRLING DOWN THE SIDE STREET....
As if something is racing through it.

Kerns breaks formation, SPRINTS DOWN THE SIDE STREET, FIRING.

PVT. KERNS
Contact! Contact!

Discipline shatters as the squad follows Kerns...
DOWN THE SIDE STREET.

SGT. NANTZ
Marines! Hold your position!

Kerns stops, spinning, looking for targets, breath ragged,
eyes panicked. Correggio races up.

CPL. CORREGGIO
What'd you see?!

Suddenly, the INDISTINCT FORM of an ALIEN CREATURE appears
through the smoke, moving FAST down the side street.

Kerns is ready, FIRING. The others react, FIRING as well.

The ALIEN FORM is blasted, DROPPING into the smoke.

LT. MARTINEZ
Hold your fire! Hold your fire!

Everyone stops firing. Nantz gets in Kerns' face.

SGT. NANTZ
One enemy runs and you break
discipline and chase it?!
(to the others)
Think, marines. Stay alive.

LT. MARTINEZ
The sergeant is right. Stay on
course. We have a mission...

Suddenly, the SHADOWY ALIEN FORM RISES again, darting off, disappearing into the smoke.

The squad stares back, stunned.

CPL. STAVROU
(quietly)
Holy shit.

CPL. HARRIS
How many rounds it take?

CPL. STAVROU
Enough.

Correggio edges to Kerns, who's looking panicky.

CPL. CORREGGIO
You okay?

PVT. KERNS
They're real, bro. I kept prayin'
they wouldn't be...

SGT. NANTZ
Quiet.

Nantz, unnerved himself, stares into the smoke...

LT. MARTINEZ
What is it, sergeant?

SGT. NANTZ
That thing running down the
street... That was to draw us in...

Slowly, fading in, we hear what Nantz hears now...

A RUMBLING SOUND BEHIND THEM. Building. Nantz spins to it.

SGT. NANTZ
They're coming. We took the bait,
now they're cutting us off.

PVT. KERNS
I can't see a goddamn thing!

But the SOUND of their ADVANCE tells us there's many...

SGT. NANTZ
Light it up!

The squad lets loose with a barrage of FIRE as...

TRACER FIRE shoots back at the marines from the smoke.

Glimpses of INDISTINCT FIGURES moving fast.

LT. MARTINEZ

Mottola, get on the radio. See if
we can get some air support.

Mottola starts working the radio, trying to remain calm as...

PROJECTILES EXPLODE in BRIGHT FLASHES around the marines.

PVT. SIMMONS

Contact front! Contact front!

Correggio, frustrated, peers through the smoke.

CPL. CORREGGIO

What are we shooting at?!

PVT. MOTTOLA

Lieutenant. Command says air power
is totally committed. Enemy
contact all over the area...

Martinez stares back at this ominous news as...

The MARINES FIRE back into the THICK SMOKE. But the enemy
attack keeps INCREASING in ferocity.

One PROJECTILE hits a wall above Lenihan. It EXPLODES, some
kind of liquid splashing onto him. Lenihan grimaces.

PVT. LENIHAN

Ahh, shit! It's burning!

His HELMET is being eaten away by the liquid. Imlay is
immediately at Lenihan's side, pulling the helmet off.

Lenihan's skin is blistering, oozing.

PVT. LENIHAN

(panicked)

My face, man...! How's my face?

PVT. IMLAY

Ugly as ever, bro.

The squad hunkers down, trying to find any cover available--
behind cars, trees.

Martinez drops BEHIND A CAR, pulls out his MAP, checking it
for escape routes.

Chaos as ENEMY TRACER FIRE increases, exploding around them.

Martinez looks desperate, forced to FLEE FROM COVER by the alien fire.

LT. MARTINEZ

(shouts)

Fall back! Here!

He leads them further down the side street.

SGT. NANTZ

We can hold this position,
Lieutenant!

LT. MARTINEZ

We're gonna get pinned down!

SGT. NANTZ

Sir, these things seem to be
operating tactically! Don't let
them dictate your decisions...

LT. MARTINEZ

(shouts)

Move to live, marines!

The squad follows Martinez, retreating...

INTO A 'WALK' STREET.

JUST A SIDEWALK separates the houses opposite each other.

A moment. SILENCE. Nantz looks at the heavy FOLIAGE, dense SHRUBS and TREES on both sides. He knows:

SGT. NANTZ

It's an ambush. This is the kill
zone!

Nantz slings his COMBAT SHOTGUN forward.

SGT. NANTZ

FIRE!

On Nantz' order, the SQUAD OPENS FIRE just as...

ALIEN FIRE EXPLODES from the THICK COVER of bushes and trees.

Nantz leads the brutal counterattack, PUMPING and FIRING his
combat SHOTGUN.

Martinez is shouting orders, directing the men as...

Kerns backs against a fence, overwhelmed by the chaos. He aims, shoots. Then he freezes.

Correggio steps in front of Kerns, firing to protect him.

Lenihan takes a hit from the enemy tracer fire exploding around the marines. He's blown back into thick bushes as...

THE REST OF THE SQUAD battles fiercely.

An alien PROJECTILE slams into Cpl. Grayston'S ARM. The SPRAY OF LIQUID bubbles out from the wound.

Then something grabs Grayston through the bushes...

Nantz sticks his SHOTGUN into the bushes, fires. BOOM. And Grayston is suddenly free. Nantz drags him into...

THE FRONT YARD OF A HOUSE.

The squad follows, Correggio pulling Kerns into the yard.

THEY BACK TOWARD THE HOUSE.

Guerrero, Imlay and Simmons lay down an awesome barrage with powerful SAWS (Squad Automatic Weapon), covering the retreat.

Trees and bushes are shredded, houses are splintered.

All this mayhem allows the squad to...

BARGE THROUGH THE FRONT DOOR OF THE HOUSE.

Pandemonium. The marines are sweaty, bleeding, scared.

PVT. SIMMONS

Jesus! Oh my God!

CPL. STAVROU

Keep your shit together!

PVT. SIMMONS

What the hell are those things?!

CPL. HARRIS

They're the goddamn enemy.

PVT. IMLAY

Yeah, and there's a million of 'em!

PVT. SIMMONS

Where'd they come from?! Why'd they come here?!

LT. MARTINEZ

Everyone... just calm down.

PVT. SIMMONS

Calm down?! We keep shooting them... Why don't they die?!

SGT. NANTZ

Stow that shit, Private.

(turns, to the others)

Watch the yard. Secure the back.

We're not dyin' here today.

The marines take up firing positions at windows and doors.

CORREGGIO EYES KERNS.

CPL. CORREGGIO

You okay?

Kerns stares back, deer in the headlights. He nods.

ADUKWU IS WRAPPING GRAYSTON'S ARM as Grayston fumbles for a CIGARETTE. Adukwu lights it for him.

CPL. GRAYSTON

I know. These things'll kill me.

Adukwu smiles. Grayston stares at his arm, ironically:

CPL. GRAYSTON

Hell, now that just ain't fair.

Nantz moves to Martinez, who is staring down at the wounded Grayston and Guerrero.

SGT. NANTZ

Sir, what are your orders?

Martinez turns, stares at Nantz.

LT. MARTINEZ

I led us right into that ambush.

SGT. NANTZ

Sir. Your orders.

Beat. Martinez nods.

LT. MARTINEZ

Let's figure out how we get out of here. We'll medevac the wounded from that park.

Nantz nods, turns to Mottola.

SGT. NANTZ

Radio the FOB. Get us a medevac at
that park by the community center.

As Mottola works the radio, he's startled to see Guerrero,
who has been SLASHED across both eyes.

PVT. GUERRERO

I can't see, Motorola.

Mottola, horrified, steadies his voice.

PVT. MOTTOLA

You'll be okay.

A slight beat. Then...

PVT. GUERRERO

You're one shitty liar, bro.

PVT. IMLAY

Hey, where the hell is Lenihan?!

Everyone stops, stares.

EXT. BACK YARD OF DIFFERENT HOUSE - SAME

Lenihan, pressing a hand into his side, BLOOD oozing between
his fingers, peers INTO THE BACK YARD at....

A SWIMMING POOL, its water gently lapping. A GARAGE nearby.

Lenihan, startled by the SOUND of ALIENS RUNNING in the alley
behind the house, takes cover BY THE GARAGE.

He struggles to remain calm. Then the sound FADES. He
waits. Silence. Lenihan starts to edge out as...

A BANG rings out on the far side of the garage.

Lenihan spins back behind cover, eyes desperately searching.

INT. HOUSE - SAME

Nantz shoulders his M-16. Martinez eyes him.

SGT. NANTZ

I'll go for Lenihan, sir.

LT. MARTINEZ

All right. We'll package the wounded, then rally on 10th street.

(turns)

Mottola, Imlay. Go with the sergeant.

The two quickly step to Nantz.

PVT. IMLAY

We got your six, Sergeant.
Anything you need.

SGT. NANTZ

What I need is for you to keep quiet. And stay close.

PVT. IMLAY

Right. Got it. Quiet.

SGT. NANTZ

Starting now, Private.

As Nantz turns, Mottola slaps Imlay in the helmet.

INT. BACK YARD OF DIFFERENT HOUSE

Lenihan creeps around the garage, spies a SIDE DOOR leading into it. He grabs the handle. Mercifully, the door opens.

INT. DARK GARAGE - CONTINUOUS

Lenihan falls INTO THE DARK GARAGE. Boxes and old furniture. Just one dirt-stained WINDOW on an opposite wall.

Lenihan crouches in the dim light, coughs, spitting up blood. He turns on his radio, says into it:

PVT. LENIHAN

Motorola? You copy?

His RADIO buzzes back with Nantz' voice:

SGT. NANTZ (V.O.)

Lenihan. This is Sgt. Nantz...

PVT. LENIHAN

Sergeant, Jesus, I had to turn the radio off... These things are everywhere!

EXT. ALLEY - SAME

Nantz is MOVING, with Mottola and Imlay covering.

SGT. NANTZ
(into radio)
We're coming for you, Lenihan.
What's your location?

INT. GARAGE - SAME

Lenihan looks across the garage, out of the window...

PVT. LENIHAN
I'm in a garage... I can see two
palm trees right next to it. House
is white with black shutters...

Just as something BANGS against the garage.

SGT. NANTZ (V.O.)
Is the house a two-story?

Lenihan stares, his eyes going wide, panicked.

SGT. NANTZ (V.O.)
Lenihan, is the house a...?

Lenihan CLICKS the radio OFF.

Then waits, very still, listening, M-16 held tightly. His
breathing turns shallow-- from loss of blood and from fear.

Lenihan sees the BRANCHES of a bush SWAYING outside the
window, as if something just brushed past it.

EXT. STREET - SAME

Nantz, Mottola and Imlay moving through the thick smoke...
Nantz still trying to raise Lenihan on the radio.

SGT. NANTZ
Lenihan...? Lenihan...?

Imlay taps Nantz on the shoulder, motions to his ears. He
hears something...

The marines freeze, Nantz clicking the radio off as...

Nearby, they hear SOUNDS of aliens running... Somewhere...

The marines crouch, weapons up, straining to see through the smoke. They remain stock still. Then...

The sound fades into the distance.

Nantz looks at the men. Motions. They creep forward as...

INT. GARAGE - SAME

Lenihan moves TO THE WINDOW, searching the garage floor, desperate not to step on anything that would make noise. He edges forward to peer through the dirty glass. Then...

THUD THUD THUD. More NOISES... On the garage roof now.

Lenihan looks up, panicked as...

CRASH! The WINDOW suddenly CRASHES IN.

Lenihan spins, FIRING wildly, lighting up the garage as...

He stumbles to the door, fumbling for the handle, falling...

EXT. BACK YARD OF HOUSE - CONTINUOUS

...OUT OF THE GARAGE. Lenihan staggers back, eyes darting along the garage roof, gun aimed.

Nothing there.

As Lenihan continues backing away, peering through the drifting smoke at the garage, he's unaware that BEHIND him...

A SHADOWY ALIEN FORM IS RISING FROM THE POOL.

Lenihan doesn't see it, but he senses it. He turns, FIRES...

A SPLASH as the shadowy alien figure is blasted back INTO THE POOL, disappearing under the water.

Quickly, nervously, he loads another mag, edging to the pool.

He peers over the pool edge...

An indiscernible DARK FORM lays on the bottom of the pool.

Lenihan is transfixed a moment. Then he raises his rifle to punch more rounds into the thing as...

WHOOOM! The creature launches OUT OF THE WATER!

BLISTERING GUNFIRE! As Nantz, Mottola and Imlay burst into the yard. They fire, as does Lenihan.

The fusillade of bullets tears the creature up.

The marines STOP FIRING as the alien falls to the ground.

They stare amazed at the 7 ft. tall ALIEN CORPSE... Rigid skeleton bursting out of its skin, some strange layer of machinery intertwined with its flesh.

CPL. MOTTOLA

Oh my God... What the hell are these things?

PVT. IMLAY

They're butt ugly, that's what they are.

Nantz grabs onto Lenihan, noticing his wound.

SGT. NANTZ

We're gonna get you to the medevac, Private.

PVT. LENIHAN

Thank you, Sergeant. Thanks for coming for me.

SGT. NANTZ

But Lenihan...

PVT. LENIHAN

Yes, Sergeant?

SGT. NANTZ

Ever get separated from your unit again, I'll find you and shoot you myself.

PVT. LENIHAN

Yes, Sergeant.

Imlay slings Lenihan's arm around his shoulder and they're instantly moving, RUNNING FROM THE YARD.

EXT. SIDE STREET - MOMENTS LATER

The men meet up with the others. Adukwu and Kerns carrying Grayston on a litter, Simmons holding onto the blinded Guerrero, guiding him.

LT. MARTINEZ
All right, let's get to the
community center...

They head off, Simmons still supporting Guerrero as THWACK!

An alien projectile slams INTO SIMMONS' THROAT. Choking, he
CRUMPLES to the ground. Guerrero stands, blind, helpless.

Panic. The marines spin, searching for targets.

LT. MARTINEZ
Move! Grab Simmons! Go, go!

Stavrou hoists Simmons as the marines run off, FIRING to
cover their retreat, as...

The SILHOUETTES of DARK ALIEN FORMS are visible on distant
rooftops, watching the rifle squad disappear down the street.

EXT. STREET - LATER

Nantz, Martinez and the rest of the squad hustle silently
through the street, supporting their wounded. They take
cover behind cars, peering out to see...

The PARK in the distance. A wide open FIELD with a COMMUNITY
CENTER BUILDING on the far side.

There are distant sounds of warfare, but the area here seems
strangely quiet.

Then, out of the smoke, an IMAGE APPEARS... Something MOVING
AT THEM...

The marines all shift, aim forward, about to blast away as...

FOUR MARINES come into view, moving ghost-like.

Nantz signals with his flashlight. The marines hurry over,
silently falling behind the cars.

LT. MARTINEZ
You guys are 2/5?

MARINE
2nd squad, 3rd platoon...

LT. MARTINEZ
Where's the rest of your unit?

MARINE

This is it, Lieutenant. Everyone else is dead or missing.

The news hits Martinez hard. He eyes Nantz.

MARINE

We were on the street, like, ten minutes and they ambushed us. As soon as we radioed for help, it's like they were everywhere...

PVT. MOTTOLA

(on radio)

Medevac's incoming, lieutenant.

LT. MARTINEZ

All right. Stay with us.

And the squad moves out...

EXT. PARK - MOMENTS LATER

A large FIELD stretches from the street to a squat BUILDING, the COMMUNITY CENTER.

The specter of LIGHTS is thrown onto the field, an other-worldly effect until we realize the lights are coming from...

A MEDEVAC HELICOPTER

Descending steadily, its thundering rotors whipping the air.

LT. MARTINEZ

Load the wounded. Sgt. Nantz, Cpl. Harris-- let's find the civilians.

Martinez, Nantz and Harris run to the community center as...

The WOUNDED are hustled to the CHOPPER as it TOUCHES DOWN.

INT. LOBBY OF COMMUNITY CENTER - CONTINUOUS

The marines burst in, looking around. To the right, a GYM. To the left, a HALLWAY with numerous side rooms off of it.

SGT. NANTZ

U.S. Marines! U.S. Marines!

A clattering. The marines immediately move toward it, peering down the dark hall...

Then the DOOR to a side room OPENS to reveal...

A WOMAN, MICHELE, 28, staring out, looking shell-shocked.

SGT. NANTZ
How many of you?

A MAN, JOE RINCON, 45, jacket and tie, behind her.

MICHELE
There's five of us. Three kids.

Nantz is immediately moving.

SGT. NANTZ
Where? Where are the kids?

He pushes past the adults, sees TWO GIRLS AND A BOY, 8-10.

EXT. ATHLETIC FIELD

The marines run up to the chopper with the wounded. INSIDE THE MEDEVAC they see WOUNDED laid across the helicopter's cabin. A CREWMAN in the medevac yells over the din:

CREWMAN
You called in with two wounded!

PVT. IMLAY
We got four!

CREWMAN
Can't take four! We have no room!

CPL. STAVROU
Make goddamn room!

A beat. The crewman relents in the face of Stavrou's impressive bulk, tries to make room.

Imlay and Stavrou get Simmons and Grayston on.

Mottola helps Guerrero in, squeezing his hand.

PVT. GUERRERO
I'll work on that mix for you.

PVT. MOTTOLA
Thanks, dude. Think I'm gonna need it.

Lenihan crawls onto the chopper's deck with Imlay's help.

PVT. IMLAY

(smiles)

You just had to get outta the shit.

Lenihan smiles back.

CREW CHIEF

Now! We're moving now!

Imlay bumps fists with Lenihan, backs away as...

EXT. COMMUNITY CENTER - CONTINUOUS

Nantz runs out with the BOY. Followed by Martinez and Harris, hustling the two GIRLS out.

SGT. NANTZ

Wait! Stavrou, hold it! KIDS!

Stavrou tries to hold the chopper, screaming at it as...

THE MEDEVAC RISES.

Nantz, Martinez and Harris run to the chopper with the kids.

The marines around the medevac are screaming up at it, trying to hold it, but to no avail.

The CHOPPER GAINS ALTITUDE as suddenly...

BOOM! A SHOCK WAVE OF ENERGY FIRES from the west as...

The MEDEVAC takes a DIRECT HIT.

The devastating energy wave blasts it END-OVER-END...

The massive helicopter CRASHES INTO A HOUSE blocks away, exploding, as...

Nantz turns ominously as an unearthly BUZZING SOUND FADES IN.

LIGHTS are ADVANCING from a street leading to the field.

As the SOUND and LIGHTS BUILD, Nantz runs to the other marines to get them off that field.

He pulls on them, urging them to the COMMUNITY CENTER doors.

They REACH THE COMMUNITY CENTER, fall into it just as...

Glowing through the heavy cover of smoke... The STROBING LIGHTS of some strange ALIEN AIRCRAFT zooming overhead.

Speeding toward Lincoln. FIRING PULSING WAVES OF ENERGY,
lighting up the distant sky.

INT. COMMUNITY CENTER LOBBY - CONTINUOUS

The marines and civilians fall into the large entryway. The
marines are breathing hard, looking stunned.

PVT. KERNS
Goddamn flying saucers now...?!

ADUKWU
All those guys on the chopper...

PVT. IMLAY
Why'd those bastards have to come
down here and start this shit?!

SGT. NANTZ
That is not relevant, Imlay!
They're here. They're trying to
kill us. Kill them first!

Martinez eyes Nantz on this. Then barks orders:

LT. MARTINEZ
Secure the perimeter! Stavrou,
give me an ammo check. Cpl.
Correggio, take three men, set up
an Observation Post on the roof.

SGT. NANTZ
You heard the lieutenant. Move!

The dazed marines begin COVERING doors and hallways. We see
in their FACES that it's a very different fight now.

Nantz turns, can see the MEDEVAC ABLAZE out a window. His
solemn stare hints at a growing desperation.

Martinez steps up to him, looks out. Quietly:

LT. MARTINEZ
They got air power, too... Knocked
that medevac right out of the sky.
So much for ruling the air.

Nantz just keeps staring out.

LT. MARTINEZ

Listen, Sergeant. These men are scared. A little compassion would go a long way...

Nantz turns on Martinez now.

SGT. NANTZ

How's that gonna help them survive, Lieutenant?

(beat)

I'll lead these marines. But don't ask me to get close to them.

Nantz walks off.

INT. COMMUNITY CENTER LOBBY - MINUTES LATER

Marines on post, watching various windows and doors.

Imlay kneels by the kids, who look devastated by the day's events. Imlay wets a rag with water from his canteen, wiping the dust and dirt from the kids' faces.

The younger girl, KIRSTEN, 8, begins crying. She suddenly hugs Imlay.

Imlay, startled by this, looks uncomfortable at first. Then hugs the little girl back, smiling at the older girl, AMY, 10, Kirsten's sister.

AMY

You're not gonna leave us, are you?

A beat. Then Imlay smiles.

PVT. IMLAY

No way, sweetheart.

The woman, Michele McDermott, is clearly rattled, struggling for composure, eyes constantly moving to the kids.

Mr. Rincon, a calm, watchful air about him, stands with his son, HECTOR, the kid who Nantz had carried to the chopper.

RINCON

My son and I came here... There were only three cops, spread pretty thin... Then those things attacked. Police couldn't stop them.

SGT. NANTZ

What happened to everyone?

RINCON

I don't know. Most people ran. We hid in a side room, found Michele and the girls... Couldn't see what happened. Just heard... Screams.

MICHELE

I have my nieces for the week. My sister and her husband are in Hawaii for their anniversary... Is it safe there? I heard this is happening in other places...

Martinez is at a loss for words.

MICHELE

What do they want from us? Why are they here?

LT. MARTINEZ

I...don't know. Right now, our job is just to get you to safety, okay?

Harris appears from the hallway.

CPL. HARRIS

Lieutenant, something you should see...

EXT. COMMUNITY CENTER / BACK DOOR - MOMENTS LATER

The door opens. Nantz and Martinez edge out with Harris. As they peer into the smoke drifting past the building, an IMAGE becomes clear...

An ALIEN BODY. On the ground nearby. Ripped by bullets.

They step to it cautiously, realizing... IT'S NOT QUITE DEAD!

The alien MOVES, turning as if to stare back at them.

Without a word, Nantz lifts his rifle, shoots it in the head.

INT. COMMUNITY CENTER LOBBY - SAME

Hector sits with Kirsten and Amy, digging candy Nerds out of his backpack. He turns to the other kids, holding the box out. Both kids reflexively accept handfuls of candy.

Then Hector notices Imlay standing nearby.

HECTOR
Want some Nerds?

Imlay holds his hand out. Hector shakes candy into it as...

Nantz enters, calling to Adukwu:

SGT. NANTZ
Adukwu, bring your kit.

Adukwu is immediately up, moving to Nantz.

SGT. NANTZ
We're gonna cut one of these things
open. See if we can figure out
what makes 'em tick.

Michele overhears, offering:

MICHELE
Maybe I can help, sergeant. I'm a
vet...

SGT. NANTZ
You're a veteran?

MICHELE
(can't help but smile)
No, a veterinarian.

SGT. NANTZ
Oh... Okay. Well, thanks, um...

Nantz has forgotten her name. She smiles.

MICHELE
Michele.

SGT. NANTZ
Right. Michele.
(smiles, embarrassed))
Sorry.

Mottola walks up.

PVT. MOTTOLA
Sergeant. Can't raise anybody on
the radio. We're cut off.

Off Nantz' look...

EXT. COMMUNITY CENTER ROOFTOP

Kerns, Correggio and TWO 2nd SQUAD MARINES are on watch, peering down to the street from opposite sides of the roof.

All on edge, exhausted, dirty. No one says a word.

Correggio eyes the other marines. They exchange an 'all-clear' sign. Then Correggio pulls up a radio.

CPL. CORREGGIO

(into radio)

O.P. reporting. We're clear up here.

Correggio and Kerns look over the destroyed streets, smoke and flames rising from buildings in the distance, glimpses of white phosphorous raining down. A beat, then...

CPL. CORREGGIO

...fucking aliens.

Kerns looks at Correggio, starts to chuckle at the absurdity of it all. Then Correggio laughs. It's infectious. It's desperate. Then the laughter slows. Stops.

PVT. KERNS

You think those things get scared?
They're probably just grunts like us. Probably dumped into battle, told to go fight...

Kerns looks out... The constant thud and crack of warfare... A city crumbling.

PVT. KERNS

I thought I could handle it...

CPL. CORREGGIO

You are handling it. Thing I'm worried about is Nantz.

PVT. KERNS

Sergeant saved our ass at that ambush... He knows what he's doing.

CPL. CORREGGIO

Yeah? Tell my brother that.

INT. SIDE ROOM / COMMUNITY CENTER - LATER

Nantz enters with Michele and Adukwu. Stavrou and Harris are in the room with Martinez. They step aside, revealing... The ALIEN BODY on the floor.

Michele stops, stares. She and Adukwu are both taken aback at the sight of one of these things up close.

SGT. NANTZ

You sure you can do this?

MICHELE

I was more sure two minutes ago.

She looks to Adukwu. They step to the body together as...

Nantz approaches Martinez.

SGT. NANTZ

What's the plan, Lieutenant?

LT. MARTINEZ

Mission is still to get the civilians to the Forward Operating Base. We've got a battalion there, all that firepower... I was thinking, I saw a bus couple of blocks back on 11th...

SGT. NANTZ

Maybe we should stay on foot.

Martinez looks at Nantz. Then opens a MAP, pointing to 'Santa Monica Airport' on it.

LT. MARTINEZ

The FOB is here, at the airport... That's miles to cover with those kids... And those bombs are gonna drop in a little more than an hour.
(thinking, deciding)
We've got to move fast.

SGT. NANTZ

We have no radio contact, nothing to let us know the best route to take... And a bus is a big target.

LT. MARTINEZ

I made the call, Sergeant. It's my responsibility.

Beat. Then Nantz nods, turns.

SGT. NANTZ
Harris, Stavrou, lieutenant needs
recon on a bus. It was abandoned
two blocks south off 11th...

LT. MARTINEZ
If it runs, get it back here.

SGT. NANTZ
Can you hotwire a bus?

CPL. HARRIS
(gestures to Stavrou)
He's from Jersey, sergeant.

A nod from Nantz on this.

EXT. COMMUNITY CENTER ROOFTOP - MINUTES LATER

Correggio and Kerns are surveying the street. Correggio
pulls the RADIO up, talks quietly into it:

CPL. CORREGGIO
Stavrou, Harris...

INT. EXT. COMMUNITY CENTER - SAME

Stavrou and Harris peer out an EXTERIOR DOOR as they hear
Correggio (V.O.) from the RADIO:

CPL. CORREGGIO (V.O.)
...you're clear down 11th Street.

They exchange a quick glance.

CPL. STAVROU
Every day a holiday, buddy...

CPL. HARRIS
...every meal a feast.

They slip outside, running off silently.

EXT. COMMUNITY CENTER ROOFTOP - SAME

Correggio and Kerns watch Harris and Stavrou run down the
street, covering them with their M-16s.

INT. SIDE ROOM - LATER

Adukwu and Michele, scalpels in hand, hover over the alien body. Its thick leathery skin has been sliced open.

Martinez and Nantz observe, Imlay on post nearby.

LT. MARTINEZ

How's it going?

ADUKWU

Well, Lieutenant, I'm a medic, Dr. McDermott's a vet... We weren't sure who was most qualified to cut this thing open.

Martinez smiles.

ADUKWU

Look. It's been surgically modified...

He pulls tissue aside, revealing where the alien's 'gun' is attached to its arm.

ADUKWU

Part of its arm has been amputated to fit this weapon.

SGT. NANTZ

Talk about commitment to cause.

Adukwu examines a VENTED CAP just to the right of where the alien's 'heart' would be. Thick, fleshy veins run from it.

LT. MARTINEZ

What is that thing?

PVT. IMLAY

He's from Nigeria, Lieutenant. Not a different solar system.

Nantz looks over at Imlay.

SGT. NANTZ

Thank you, private.

Adukwu twists the cap. It comes free, revealing...

A GELATINOUS ORGAN. Slimy, viscous fluid seeping from it.

Everyone steps back, reacting to the putrid smell.

PVT. IMLAY
Whoa, that stinks!

Everyone steps back except Michele, that is. Unfazed, she takes her scalpel, makes an INCISION across the organ.

PVT. IMLAY
I'm gonna puke. Swear to God, I'm gonna puke!

SGT. NANTZ
Whatever you do, do it quietly, Imlay.

EXT. STREET - SAME

Stavrou forces the door of a METRO BUS open, climbs INTO THE BUS, ducking below the steering wheel as...

Harris covers, staring off to the FAR STREET. Tree branches there cast LONG SHADOWS which sway with the breeze. Then...

The indistinct FORM of an ALIEN scout appears in the shadows.

CPL. HARRIS
Hey, Stavs...

CPL. STAVROU
Relax. First thing I wired was a school bus. Trying to impress this Betty. She had a huge rack...

CPL. HARRIS
Enemy scout. Move your ass.

Stavrou doesn't look up. Just works diligently.

CPL. STAVROU
Don't rush genius.

EXT. ROOF - SAME

Correggio and Kerns remain still, peering into the distance.

PVT. KERNS
Shit. You seeing what I'm seeing?

Correggio pulls BINOCULARS...

POV THROUGH BINOCULARS: A SIDE STREET, TREES overhanging it.

Movement. ALIEN SHAPES massing on the side street.
Appearing and disappearing through the smoke and trees.

Then the POV THROUGH BINOCULARS PANS to pick-up...

The BUS. Nearby. In the path of the alien movement.

Correggio grabs the RADIO. Says:

CPL. CORREGGIO
(into radio)
Harris. Movement, 1500 meters up
11th.

Suddenly, a loud BANG rings out below them.

PVT. KERNS
What the hell was that?!

They exchange glances with the other marines across the roof.

All four move quickly, converging on one side of the
building, look down the side of it...

An EXTERIOR DOOR leading into the center is BROKEN OPEN.

INT. COMMUNITY CENTER SIDE ROOM - SAME

Michele finishes her incision, carefully PEELS A SECTION OF
THE ORGAN BACK.

Something vaguely METALLIC is revealed within it.

As Michele touches her scalpel to it, it SPARKS.

Then starts rhythmically GLOWING.

LT. MARTINEZ
Looks like it's receiving a
signal...

Suddenly, the ORGAN CONVULSES rapidly. Expanding,
contracting.

Nantz sees the ALIEN'S GUN VIBRATING now, the whole arm
TWITCHING, spreading through the alien's body like a seizure.

LT. MARTINEZ
This thing's still alive!

Nantz pulls his KA-BAR FIGHTING KNIFE, thrusting it DEEP INTO
THE ORGAN, twisting viciously.

The organ stops vibrating. The glow fades. The body slumps.

SGT. NANTZ
Not so hard to kill when you know
where to aim.

Mottola appears in the room, a sense of controlled panic.

PVT. MOTTOLA
Lieutenant. There's a breach.

INT. HALLWAY / COMMUNITY CENTER - SECONDS LATER

The marines step from the side room with Michele. They peer up and down the dark hallway, listening...

OTHER DOORS along the hall take on an ominous presence now.

SGT. NANTZ
(low)
They in the building?

PVT. MOTTOLA
No clue, Sergeant. An exterior
door was broken open.

SGT. NANTZ
Lieutenant. Maybe we should gather
the civilians in the gym.

LT. MARTINEZ
Good idea, Sergeant.

INT. / EXT. BUS - SAME

Stavrou, still beneath the wheel. Harris, eyes on the street as the RADIO crackles with Correggio's VOICE:

CPL. CORREGGIO (V.O.)
Harris, hostiles advancing right at
you. Approximately two hundred
meters and closing...

CPL. STAVROU
Done!

Stavrou hops into the driver's seat, tries to start the bus. It doesn't turn over.

Harris and Stavrou exchange a quick glance. Stavrou drops below the wheel again...

INT. COMMUNITY CENTER LOBBY - SAME

Nantz and the others enter from the hall, trying to be calm.

SGT. NANTZ
You got any buckshot grenades,
Lieutenant?

LT. MARTINEZ
Always.

Martinez hands Nantz a BUCKSHOT GRENADE ROUND. Nantz slams
it into the launcher on his M-16...

Just as a BANG rings out from the hallway behind them.

Michele jumps. The kids SCREAM. Martinez turns.

LT. MARTINEZ
(calmly, quietly)
Everyone in the gym.

Nantz stops, peers back DOWN THE LONG HALLWAY as...

A beat, then... Another BANG into one of the doors.

The kids start crying. Martinez turns.

LT. MARTINEZ
Pvt. Mottola. Find out where that
bus is.

INT. GYM - CONTINUOUS

Michele and Rincon herd the petrified kids in.

MICHELE
Do whatever the marines say.
Remember. It's going to be loud.
It's going to be scary. And we're
going to have to move really fast.

HECTOR
Those things still out there, dad?

A slight beat.

RINCON
Yes.

INT. LOBBY - CONTINUOUS

More ominous BANGS ring out from down the long hallway, BUILDING in intensity.

Nantz stands, staring DOWN THE DARK HALL with his M-16, surprised as Martinez steps up next to him.

LT. MARTINEZ
We're in it together, Sergeant.

Martinez slams a grenade into his launcher now.

LT. MARTINEZ
C'mon, Mottola. Get that bus here!

Mottola is on the radio, frantic:

PVT. MOTTOLA
Where the hell is that bus?!

INT. BUS - SAME

Stavrou is still underneath the wheel. Harris looks out to see ALIENS rounding the corner in the distance.

CPL. HARRIS
Get this thing started.

CPL. STAVROU
Hey, why didn't I think a' that?

INT. COMMUNITY CENTER LOBBY - SAME

CRACK! Down the hall, the sound of a door splintering...

SGT. NANTZ
We're out of time!

Martinez looks INTO THE GYM, sees the kids staring back.

LT. MARTINEZ
Go! Get 'em out!

Imlay swings the GYM DOOR OPEN, moving the civilians out.

IN THE LOBBY

Nantz and Martinez stand together, aiming at the hall as...

A final BANG... We hear a door being BURST OPEN.

Then the scuttling SOUND of aliens advancing... Fast.

EXT. COMMUNITY CENTER - CONTINUOUS

The other marines hustle the civilians out, covering on all sides. The marines on the roof begin to rope down now as... The BUS screeches up.

INT. COMMUNITY CENTER - CONTINUOUS

Nantz and Martinez wait, aiming their M-16s, listening to the advancing aliens coming down the hall.

Then the first ALIEN FORM appears from the dark hall.

Nantz and Martinez wait a split second, then...

BOOM! THEY FIRE GRENADE LAUNCHERS.

The buckshot grenades EXPLODE in a massive SPRAY OF SHRAPNEL, DEBRIS RAINING DOWN in a cloud of DUST and SMOKE.

Nantz and Martinez spin, run INTO THE GYM, through the door.

EXT. COMMUNITY CENTER - CONTINUOUS

Nantz is the last one OUT THE DOOR as Correggio and Kerns ROPE DOWN FROM THE ROOF now.

Kerns hits the ground, spins, FIRING on an ALIEN suddenly appearing from the corner of the building-- Heading at Nantz!

Nantz looks as shocked by this action as does Kerns. A moment between them.

Then they're RUNNING to the bus, jumping on with the others.

INT. BUS - CONTINUOUS

AND THE BUS IS MOVING. Stavrou, behind the wheel, speeds away as Nantz gets the civilians onto the floor of the bus.

SGT. NANTZ

Stay down. Everybody keep down.

The marines, spreading through the bus, BREAK OUT WINDOWS, glass flying. They aim M-16s out defensively.

Nantz, in the front, exchanges a glance with Martinez at the ominous sight of...

A PLUME OF BLACK SMOKE rising in the distance.

THEY SPIN ONTO LINCOLN BOULEVARD.

Screech to a halt at the obstacle course of BATTLE WRECKAGE strewn across the street.

Noxious BLACK SMOKE is rising from BURNING HUMVEES and TRUCKS. Smoking CRATERS pothole the street.

LT. MARTINEZ

(shocked)

Jesus Christ. Those alien ships took the whole line out.

SGT. NANTZ

We've got forty minutes 'til they level this area.

LT. MARTINEZ

(to Stavrou)

Get us to the Forward Operating Base. Fast.

Stavrou lays on the gas, speeding away as, in the back, the other marines stare out. Mottola peers into the sky...

PVT. MOTTOLA

Where the hell are all our jets?

EXT. BUS (MOVING) - SIDE STREETS, SANTA MONICA

The bus snakes through jammed streets, abandoned cars, bombed out buildings.

INT. BUS -SAME

Martinez is in the front with Stavrou, Nantz in the middle of the bus, hovering near the civilians sitting on the floor. Rincon holds Hector, Michele with her arms around both girls. Marines on the seats above, weapons ready.

Nantz hears Imlay whispering to Harris:

PVT. IMLAY

Why the hell'd the lieutenant wanna take a bus? We're sittin' ducks.

SGT. NANTZ

(low, hard)

The call's been made, private. You
so eager to decide the fate of all
these people?

Imlay is stone silent.

SGT. NANTZ

Didn't think so.

Then Nantz looks up, meeting eyes with Martinez as...

A NOISE in the distance now. A low VIBRATION, building.

Nantz moves to Martinez. They peer out of the front.

LIGHTS fill the sky, heading east. As they approach...

The VIBRATION gets louder and louder, shaking the bus now.

SGT. NANTZ

Everybody get down, weapons inside
the bus. Make no noise.

The men pull their guns in from the windows, crouching as low
as possible, straining to see, hear...

The vibrations grow louder, LOUDER! Suddenly... WHOOSH!

An ALIEN AIRCRAFT rips overhead.

Then another, and another, and another... All heading east.

The image of their speed, their power, their other-
worldliness is overwhelming, devastating.

Nantz stares, relief flooding his face, as the armada flies
on. Leaving them behind. Until...

Suddenly, Mottola's RADIO BLARES!

COMMAND

(From radio)

All stations this net, urgent
traffic. Multiple enemy aircraft
moving east...

As the transmission rings out, Nantz looks up to see...

One ALIEN SHIP split from the armada, TURN BACK TO THE BUS.

LT. MARTINEZ
It's coming back...!

The children scream, marines agitated... all hear a low vibration, echoing off buildings, heading their way.

SGT. NANTZ
(staring at the radio,
realizing)
Kill that radio!

Mottola turns off the radio.

The alien aircraft STOPS. Hovers a moment.

SGT. NANTZ
They're tracking our signals! All
radios, cell phones-- keep
everything off!

Everyone stares silently, tensely. Then...

A single BEAM OF LIGHT suddenly shines from the alien craft.

Then the alien aircraft MOVES FORWARD again. Slowly. But still heading their way.

LT. MARTINEZ
It's still coming... It's
searching...

Nantz grabs a PORTABLE RADIO.

He looks around the bus, sees the little girl, Kirsten, ponytail in her hair. He leans down to her.

SGT. NANTZ
Hi. Could I have your, uh, hair
thing?

She stares, wide-eyed, at this fearsome, sweating marine.

KIRSTEN
My... pony holder?

Nantz nods. She pulls the PONY TAIL HOLDER from her hair, hands it to Nantz. He smiles. Briefly. Heads to the front.

SGT. NANTZ
Anything happens, Lieutenant, get
the SAWS up front and take off with
these kids.

LT. MARTINEZ
Sergeant...

BUT NANTZ IS OUT OF THE BUS.

EXT. STREET - CONTINUOUS

Nantz runs down the street with the radio under his arm.

Heading toward a GAS STATION.

Nantz glances back, sees... The ALIEN AIRCRAFT SEARCHING the street below, getting closer and closer to the bus as...

INT. BUS (STOPPED) - CONTINUOUS

Amy and Kirsten pressed under seats, Michele covering them up... Hector closing his eyes in his dad's arms...

The marines duck low, gripping their weapons.

They hear the aircraft coming closer, almost above them.

LIGHT starts shining through the windows as...

EXT. STREET - CONTINUOUS

Nantz, almost to the gas station, wraps the pony tail holder around the radio, looks back to see.

The ALIEN AIRCRAFT STOP, HOVERING OVER THE BUS!

Shining lights into it, scanning, scanning...

INT. BUS - CONTINUOUS

Hector's eyes widen, staring up at the light. Michele pulls the girls in closer, trying to calm them, herself.

MICHELE
(whispering)
It's gonna be okay, it's gonna be
okay, it's all gonna be okay.

Everyone freezes as the BEAM reflects off the walls, filling the space with a horrible bright light, exposing them as...

EXT. STREET BY GAS STATION - CONTINUOUS

Nantz presses the "Push to Talk" button on the radio as...

The alien craft suddenly TURNS in NANTZ' DIRECTION.

Nantz wraps the pony tail holder around the radio, keeping the button on it depressed so it's SENDING A CONSTANT SIGNAL.

He slides the radio toward one of the GAS PUMPS...

Keeps moving, diving BEHIND A VAN across the street.

Nantz peers around it, sees...

The alien aircraft HEADING FOR THE GAS STATION, descending.

Nantz slams a grenade into the launcher on his M-16.

The alien aircraft zooms at the gas pumps, its unearthly hum growing louder and louder as...

NANTZ FIRES THE GRENADE.

The GAS PUMP EXPLODES! A MASSIVE FIREBALL HITS THE ALIEN CRAFT!

Nantz flattens himself to the street as...

The ALIEN AIRCRAFT, trailing smoke and flames, thunders out of control RIGHT OVER HIM...

Then CRASHES into a building... BLOWING APART!

INT. BUS (STOPPED) - CONTINUOUS

Marines ducking, civilians screaming as...

DEBRIS from the alien ship BLOWS OVER THE BUS, burning pieces falling to the ground...

EXT. STREET - CONTINUOUS

Nantz runs out from behind the van, checks the remains of the burning alien aircraft, rifle raised.

NO ALIEN inside. The ship is a DRONE.

Nantz takes this in, then starts back for the bus.

INT. BUS (STOPPED) - SAME

Nantz runs back onto the bus as Stavrou pulls swiftly away.

SGT. NANTZ

(to Martinez)

That ship was an unmanned drone, lieutenant. And that alien we cut open had something in it receiving signals... They must have one helluva command and control center.

Martinez pulls his map out, eyes Nantz.

LT. MARTINEZ

That was some real John Wayne shit, Sergeant.

Nantz tries to shrug it away. But Martinez nails him.

LT. MARTINEZ

Don't do it again. We work as a team, Sergeant. We clear?

Beat. Nantz nods.

SGT. NANTZ

We're clear, Lieutenant.

Nearby, Imlay whispers to Mottola:

PVT. IMLAY

Who's John Wayne?

Martinez looks up from the map, turns to Stavrou.

LT. MARTINEZ

Take the freeway, Corporal. Cuts half the distance off our drive.

SGT. NANTZ

Sir. We get on that freeway, we'll be exposed...

LT. MARTINEZ

It doesn't seem like we're much safer out here. We've got two shitty options-- I'm choosing the one that gets us there fastest.

(then, quietly)

We don't want to be in this area when the bombs start to fall.

EXT. STREET BY FREEWAY - MINUTES LATER

The bus bangs past a few stalled cars, cruising up a ramp, onto the freeway.

INT. BUS (MOVING) - 10 FREEWAY - SAME

Martinez and Nantz crouch near the front, keeping watch.

From this elevated vantage point on the freeway, the big picture emerges IN THE DISTANCE:

The BATTLE FRONT is moving east... A DEFENSIVE LINE of TANKS is visible, blasting away at aliens.

SWARMS of DRONE AIRCRAFT engage F-18 JETS flying at them.

LT. MARTINEZ

Jesus...

(to Stavrou)

Double time, Corporal.

The bus barrels forward, careening BETWEEN CARS, knocking some out of the way.

LT. MARTINEZ

Take the next exit. Head south.

We're two clicks from the FOB.

The bus drives onto the shoulder, past the sea of abandoned cars, heading to the off-ramp.

Nantz appears uneasy. They are exposed on this freeway and he doesn't like it.

He MOVES TO THE BACK, peering out windows, checking angles.

Michele looks up as he passes, sees a GASH on Nantz' head.

MICHELE

Your head, Sergeant. You're bleeding.

Nantz touches his head, looks at the blood. He wipes it on his pants. Michele smiles at him softly.

MICHELE

Bet when you woke up this morning, you didn't think your day would end up like this.

SGT. NANTZ

That's a pretty safe bet.

A moment between them. Then Nantz sees Kerns sitting alone, eyes wide, HAND SHAKING a bit. He steps to Kerns. Quietly:

SGT. NANTZ
You okay, Private?

PVT. KERNS
Hanging in, Sergeant.

Nantz eyes Kerns. Then leans in to him.

SGT. NANTZ
Nice shot back there, Kerns.

Kerns looks up, seems almost stunned by this. He nods.

Then Stavrou suddenly SLAMS THE BRAKES. Nantz looks up, heads quickly back to...

THE FRONT OF THE BUS

Martinez and Stavrou stare out worriedly.

LT. MARTINEZ
It's gone, Lieutenant.

Nantz looks out to see...

The COLLAPSED REMAINS of the OFF-RAMP exit.

Civilians look up at this... Marines turn to the front of the bus... Everyone eyes Martinez, waiting for his next call.

Martinez stares down at the map, sweat starting to drip.

LT. MARTINEZ
Drive. Next off ramp is one mile.

Stavrou edges forward, squeezing the bus between cars.

Martinez looks at Nantz, doubt in his eyes, all over his face... Maybe this was the wrong call.

Nantz raises binoculars to his eyes.

POV THROUGH BINOCULARS:

A large force of ALIENS swarming along the freeway, about 500 meters straight ahead...

The aliens turn in the direction of the bus... One of the aliens stares straight at it. Then more turn, staring.

SGT. NANTZ

Hostiles. Back up. Now, go!

Stavrou guns the BUS BACKWARDS, knocking abandoned cars out of the way...

LT. MARTINEZ

Guess you were right, Sergeant.

CPL. STAVROU

Incoming! Down! Down! Down!

A projectile EXPLODES next to the bus! Sending CARS FLYING!

SHRAPNEL TEARS A GIANT HOLE through the side of the bus.

TWO 2nd SQUAD MARINES are instantly killed, blown clear out of the hole. Civilians screaming...

Stavrou hits the gas, BACKING THE BUS UP the best he can.

An ILLUMINATION heading toward them... BOOM!

Another projectile DESTROYS AN OVERPASS behind the bus!

Trapped. And ALIENS are STREAMING AT THEM in the distance.

Stavrou works the shift, grinding gears, gunning the bus...

BEHIND A CONCRETE DIVIDER close by the COLLAPSED OFF-RAMP.

The off-ramp now dangles precariously: a 15-foot cliff-face of missile-scarred concrete and re-bar.

Martinez looks over to Nantz, not sure what to do...

SGT. NANTZ

(to Martinez, low)

Let's dismount, set up a perimeter,
get the civilians down to the
street.

LT. MARTINEZ

Stavrou, get down that ramp, secure
the street! Kerns, Adukwu, help
get the civilians off the freeway.

Stavrou starts off the bus for the broken off-ramp.

LT. MARTINEZ

Harris, Imlay, give us overwatch up
on the roof. The rest of you push
out 20 meters, set up a perimeter.

SGT. NANTZ

And don't forget, aim chest, right!

Imlay joins Harris, SMASHING THE SKYLIGHT out of the bus roof, CLIMBING OUT, taking position on the bus' roof.

The rest of the marines EXIT THE BUS. Nantz grabs Adukwu.

SGT. NANTZ

Stay here with the civilians. As soon as Stavrou gives the sign, get them down to the street!

Adukwu nods. Nantz starts off the bus.

HECTOR

(looks up at Nantz)

Are we gonna die?

Nantz turns back to Hector. Manages a smile.

SGT. NANTZ

Course not, kid, we're the good guys.

And Nantz is off the bus.

EXT. BUS ROOF

Imlay and Harris, prone, propped on their elbows, Imlay scanning through binoculars, sees...

30-40 ALIEN FIGHTERS coming their way.

PVT. IMLAY

I got about three dozen hostiles, twelve o'clock. 300 meters now. Coming fast.

EXT. 10 FREEWAY - SAME

Nantz stands with Martinez at the concrete barrier. Nantz scans the marines' positions.

SGT. NANTZ

Prepare to repel. Fix bayonets! This might get up-close and personal!

Just a low CLATTERING now, the battle-rattle of Nantz and his men fixing BAYONETS to their rifles. Nantz yells out:

SGT. NANTZ
Cpl. Harris!

CPL. HARRIS
Sir!

SGT. NANTZ
Being vastly outnumbered provides a
marine rifleman with what?

CPL. HARRIS
A target rich environment, sir!

SGT. NANTZ
Marines. We stand here. Let these
bastards know who they're fucking
with.

PVT. IMLAY
2/5!

Sporadic FIRE now, as the marines fire on the advancing
aliens, still at a distance.

EXT. OFF-RAMP - 10 FREEWAY

Stavrou descends down the collapsed off-ramp, negotiating the
fractured, angled slab of roadway.

Kerns covers him above, from the freeway.

Stavrou hits the ground, securing the area. He looks up at
Kerns and gives him the "All Clear" sign. Kerns takes off...

INT. / EXT. BUS - 10 FREEWAY

Adukwu stands in the bus, looking out to see Kerns running
back to them, signalling. Adukwu turns to the civilians
crowded behind him.

ADUKWU
Okay, it's clear. We're gonna go.

Amy and Kirsten, terrified, look up at Michele. She hurries
the girls to the door of the bus as Kern runs up.

MICHELE
It's okay. I'll be right behind
you.

Adukwu picks up Amy. Kerns picks up Kirsten.

PVT. KERNS
 (takes a breath, telling
 them, himself)
 It's gonna be scary but we can do
 it, okay?

An alien round flies through the bus, shattering the back window! The girls scream.

Kerns and Adukwu race away, running with the girls... Rincon grabs Hector. He and Michele follow...

RUNNING ACROSS THE FREEWAY...

To the off-ramp. It seems like a long way off. They run past Correggio, rocking a SAW full auto. The FIRE is deafening.

CPL. CORREGGIO
 Come on!! Come on!! Get some!

Rincon and Michele, breathing ragged, feet pounding, look up... They're getting closer and closer to the off-ramp as...

Alien rounds blow chunks of concrete off the roadway...

UP AHEAD, Kerns and Adukwu rush the girls to the EDGE OF THE RAMP, hurrying to get them down as...

Rincon and Michele REACH THE OFF-RAMP now.

Kerns grabs Hector, HELPING HIM ANGLE DOWN THE OFF-RAMP, getting the boy safely handed down to a waiting Stavrou as...

ON THE FREEWAY

BANG! MOTTOLA TAKES A ROUND TO THE SIDE.

Rincon spins, sees the marine drop, SCREAMING.

Rincon looks back at Adukwu, who is busy getting Michele down the off-ramp now.

Then Rincon looks back to the freeway, sees Mottola writhing in agony.

Rincon runs to Mottola, kneeling next to him.

Mottola looks up at Rincon, fear in his eyes.

RINCON
 It's okay, son. I got you.

Rincon starts to PULL Mottola TOWARD THE OFF-RAMP...

Struggling to get him to safety.

Mottola's body starts to convulse. Rincon stops, tries to control him. Sees Mottola's eyes rolling back in his head.

Then Rincon is horrified when he looks up to see...

ALIENS RACING FORWARD... Heading his way!

Moving in and out of the sea of abandoned cars.

Rincon redoubles his efforts, pulling on the injured Mottola.

As he does, he looks back up to see...

The ALIENS ARE ALMOST ON TOP OF HIM now as...

BANG! The first alien is shot by...

Nantz, suddenly there, M-16 poised.

Rincon looks from Nantz to... MORE ALIENS coming at them!

No choice-- Rincon PICKS UP the injured Mottola's RIFLE. Scared, but resolute. He looks at Nantz.

RINCON

What do I need to know?

The slightest beat, then...

SGT. NANTZ

It's set to fire in three round bursts. We're low, so don't waste your shots.

Rincon holds the M-16 against his shoulder, aiming.

RINCON

Just sight down the barrel...?

SGT. NANTZ

And give 'em hell.

Rincon sights down the barrel of his rifle at ONE ALIEN in the distance. He squeezes the trigger...

BY THE FREEWAY OFF-RAMP

Adukwu sees Rincon and the wounded Mottola now. He runs to them, incoming rounds WHIZZ by as...

Adukwu bends over Mottola, seeing that he's dead. Adukwu closes Mottola's eyes as...

An ALIEN APPEARS from behind a car, AIMING STRAIGHT AT ADUKWU. It is about to FIRE as...

BAM! BAM! BAM! Rincon FIRES, blowing the alien away.

Adukwu looks up, realizing Rincon just saved him.

He meets eyes with Rincon, who stares back, stunned a moment by his own actions. Adukwu immediately shouts a warning:

PVT. ADUKWU
Keep fighting!

Rincon snaps back, turns to fire... A moment too late as...

THUMP! Rincon is HIT. He falls.

Adukwu grabs Rincon, sees the pain and fear in the civilian's eyes. Adukwu rips open packages of QuickClot, begins spreading the fast-clotting powder on Rincon's wounds as...

EXT. BUS ROOF

Harris and Imlay firing... From this height, they can see the full expanse of freeway:

More WAVES OF ALIENS coming, using abandoned cars as cover...

CPL. HARRIS
Shit, Lieutenant, we're gonna be
overrun!

BY THE BUS / ON FREEWAY

Nantz and Martinez exchange a desperate glance on this. Then Nantz looks around, assessing the situation.

SGT. NANTZ
Gimme two of your smoke cannisters!

Martinez pops two canisters off, hands them to Nantz.

LT. MARTINEZ
Take someone to cover you!

Nantz turns, sees Correggio. Then he turns the other way, sees Kerns.

SGT. NANTZ
Kerns! Come on!

PVT. KERNS
Me, Sergeant?

SGT. NANTZ
I'm not worried about fightin' next
to you, Kerns. Now let's go.

A slight smile from Kerns on this as he follows Nantz...

Who sprints low, scurrying between cars... 10... 20... 30
yards closer to the enemy.

Nantz and Kerns arrive at a large SUV.

Kerns ducks low, covering Nantz. Nantz crouches, opens the
gas tank...

Unscrews the fuse from the smoke grenade body, tossing the
canister aside... pulls the pin... flips the 'spoon' off...

SGT. NANTZ
Get ready to move on my word.

Nantz holds the fuse over the open gas cap.

SGT. NANTZ
Now!

Nantz drops the fuse into the gas tank.

They go RUNNING BACK TOWARD THE BUS as...

BOOOOM! The SUV EXPLODES in a ball of flames!

Nantz and Kerns dive BEHIND ANOTHER VEHICLE, Kerns crouching,
laying cover fire. Nantz pulls a fuse.

SGT. NANTZ
Again! Ready?!

PVT. KERNS
(pops up, fires)
Ready!

Nantz drops the fuse, they run... The CAR EXPLODES in flames!

Nantz runs to ANOTHER CAR, making sure Kerns is with him.

EXT. BUS ROOF

Harris and Imlay see what Nantz is doing...

He's creating a WALL OF FLAME... Funneling the enemy into one NARROW CORRIDOR!

Forcing them through the OPENING between the CARS ON FIRE...

PVT. IMLAY

Damn, Sergeant sure as shit's
ninja. He just gave us a kill
zone, didn't he, Corporal?

CPL. HARRIS

Soon as they come through, blow 'em
back to hell!

The first alien appears THROUGH THE BURNING CORRIDOR. Imlay blows it away! Harris blows away the next... It's working!

EXT. FREEWAY BY BUS

Nantz and Kerns fall back BEHIND THE BUS, next to Martinez, Correggio and a 2nd squad marine.

Along with Harris and Imlay on the bus roof, they are the only ones left holding the aliens off. All FIRE forward as...

More and more aliens begin pouring through, braving the flames... Into the line of fire...

Many aliens go down. But because of their sheer numbers, a few start to make it through, FIRING BACK at the marines.

Martinez sees the 2nd SQUAD MARINE go down in front of him. Martinez rushes to his side... HE'S DEAD.

Martinez rises to shoot and...THWUMMP. Martinez is hit.

He looks down, blood running over his belt. Shock on his face. He's been shot in the stomach.

Martinez looks around...

The remaining aliens now only cars apart from them.

Two forces taking cover behind spraying glass and punctured metal, firing directly into the faces of their enemy.

Martinez pulls himself together, struggling over to Nantz.

LT. MARTINEZ

Pull the men back... Pull 'em all
back now, Sergeant. I'm gonna stay
and cover.

Nantz looks at Martinez about to say something. Sees the blood draining from his stomach, down his legs.

Nantz grabs Martinez, pulling him up.

SGT. NANTZ

Lieutenant. We gotta get you outta here. No way we're leavin' you...

LT. MARTINEZ

I said I got it...

SGT. NANTZ

I'm not leaving you here to die.

LT. MARTINEZ

That's not your call, Sergeant.
Now get your men outta here...

He pushes Nantz away, looks around, the chaos slowing down for him. He reaches into his vest...

Martinez hands the LETTER we saw earlier to Nantz. A moment between them.

Nantz nods, then spins, moving, yelling to the men.

SGT. NANTZ

We're pulling back. Head to the lower street, now! NOW!

Nantz runs toward the edge of the destroyed off-ramp, laying cover as the men head down.

Harris and Imlay slide down off the roof of the bus, joining the others running to the off-ramp. Correggio sees...

MARTINEZ STAYING BEHIND, shooting at the aliens, drawing their fire.

CPL. CORREGGIO

(to Nantz)

What about the lieutenant?

SGT. NANTZ

Keep movin', corporal! Go!

All the men climb DOWN THE OFF-RAMP. Nantz turns to go back to get the Lieutenant himself, sees...

Martinez hauling himself toward the rear of the bus.

EXT. BUS

Martinez, behind the back of the bus, struggles to breath, still drawing fire. Grabs his radio.

LT. MARTINEZ
(transmitting)
This is Lieutenant Bennie Martinez,
U.S. Marine Corps!

Aliens converge toward the back of the bus.

Ten... Fifteen... Twenty ALIENS heading for the signal...

Heading for Martinez.

LT. MARTINEZ
(transmitting)
1st Platoon, 2nd Battalion, 5th
Marines!

He turns, sees Nantz coming back for him...

Martinez pulls a smoke canister from his vest... Holds it up for Nantz to see...

Then unscrews the fuse, pops open the gas cap of the bus...

ALIENS CLOSE IN ON MARTINEZ...

Nantz turns, dives for cover as...

Martinez drops the fuse into the gas tank...

A flash of fear across his face as... Aliens are on him as...

KABOOOOOOOOOOOOM! THE BUS EXPLODES IN FLAMES!

Massive fire ball shooting 300 feet into the sky!

Nantz raises his head, debris raining down, sees...

ALL THE ALIENS DEAD.

His eyes wide at Martinez's sacrifice, the burden now on him, he's in charge of the men, the civilians...

Nantz gets to his feet. Runs for the off-ramp.

EXT. OFF-RAMP. LOWER STREET - CONTINUOUS

Nantz drops down the destroyed off-ramp... Runs to the marines and civilians BEHIND THE ABANDONED VAN. He sees Adukwu working on Rincon, Hector crying in Michele's arms.

SGT. NANTZ

Package Mr. Rincon for transport.
We've got to move...

CPL. CORREGGIO

Sergeant. Did you just leave Lt. Martinez back there?

SGT. NANTZ

Lt. Martinez stayed behind. He knew he was dying...

CPL. CORREGGIO

So you left him? Is that how it is with you?

SGT. NANTZ

He sacrificed himself to save our asses.

(steps to Correggio)

Now you get your head straight, Corporal. This is my unit now.

Nantz looks at the men, who stare back, shaken.

SGT. NANTZ

Let's move. We need shelter...
Those bombs are gonna drop!

EXT. STREET - MOMENTS LATER

A frantic dash through the street, rubble and fires all over.

Marines carry the kids. HECTOR, in Harris' arms, head swiveling, eyes searching for his dad, sees... Imlay and Adukwu CARRYING RINCON, who appears lifeless.

INT. BIG 5 SPORTING GOODS STORE - CONTINUOUS

A dark, empty store. The marines burst in, aiming rifles.

SGT. NANTZ

Tighten this place down. See if we can establish communications. Hard line only! Nothing wireless.

The marines move into position, covering windows and doors.

Nantz turns to Michele, huddling with the kids.

SGT. NANTZ

Listen, we're out of the bomb zone... But when they fall, we will definitely be rocked. Make sure the kids are prepared for that.

Hector suddenly breaks free, rushing forward as Imlay and Adukwu enter with Rincon, setting him down.

Nantz pulls blankets from a nearby rack, covering Rincon. As he does, we see a glimpse of Rincon's BLOOD-SOAKED CLOTHING. He is very pale. Blood flecks his lips.

Hector stares into his father's face, eyes filling. Rincon touches Hector's face lightly.

SGT. NANTZ

It'll be okay. We'll get your dad fixed up.

But when Hector looks to Nantz on this, he can't meet the boy's gaze. Hector can see this isn't the truth.

RINCON

Listen to me, son. I'm not going to make it.

(a slight beat)

But you will.

HECTOR

I don't want to go without you.

RINCON

I know. But you have to. Now wait with Michele a minute. Let me talk to the sergeant.

Reluctantly, Hector allows Michele to lead him away.

SGT. NANTZ

Mr. Rincon, we can take you and...

Rincon turns to Nantz, steel-eyed.

MR. RINCON

Don't waste time, sergeant. You and I both know what's going on here.

SGT. NANTZ
I can't leave you...

RINCON
No. You can't take me.

Nantz is silent, at a loss.

ACROSS THE STORE

Imlay stares at a CLOCK on the wall, calls out:

PVT. IMLAY
Four minutes and those bombs drop,
Sergeant.

NANTZ looks over at this. But his expression is blank.

He turns back to Rincon, who's staring straight into him.

RINCON
I keep playing it over in my
head... If I'd done things
differently... Maybe I could have
gotten Hector out earlier.

SGT. NANTZ
You can't look back. You make the
best decision you can...

A beat.

RINCON
Just promise you'll get my son out
of here, Sergeant.

Nantz looks like he has the weight of the world on him.

SGT. NANTZ
I promise.

Rincon holds out his hand. Nantz takes it, meeting his gaze.

RINCON
I'm trusting you with the only
thing I have in this world.

Nantz stares, nods.

CPL. HARRIS
Sergeant! Hard wire connection!

Nantz turns to see Harris behind a COUNTER, at a COMPUTER--
an INTERNET CONNECTION on its screen.

The marines crowd around, reading the ominous HEADLINE...

"GLOBAL INVASION -- Alien 'Creatures' Attack From Oceans"

PICTURES of ALIENS racing through urban streets, swarming
over cars stuck in massive lines of traffic...

Underneath these pictures we see CAPTIONS, a litany of doom:

Battle: Tokyo... Battle: Cape Town... Battle: Los Angeles...

Then a BUDDY LIST pops up on the screen, an INSTANT MESSAGE:

'baby, is that you?'

CPL. HARRIS

Damn, that's Cherise...

Harris quickly types back a response: *'you ok?'*

The message comes back: *'no, real scared.'*

Harris responds: *'where are you?'*

He hits SEND. But the message doesn't go through. He clicks
the mouse. But the computer has frozen.

Then *'Internet Connection Lost'* pops up on screen.

Everyone stares. Harris stands, walks from the computer.
Stavrou watches him go as...

ACROSS THE BIG 5 FLOOR

HECTOR steps back to his dad's side. Rincon's eyes open
slowly. He looks at Hector. Manages a small smile. Reaches
out, wipes a tear from his son's face.

RINCON

I'm very proud of you, son. You're
being so brave...

Hector throws his arms around his father, hugging him
tightly.

RINCON

I love you, Hector.

Mr. Rincon smiles. His face peaceful. Hector is silent,
tears rolling down his face.

PVT. IMLAY
Thirty seconds!

CPL. STAVROU
Get away from the windows! Get
those kids behind cover!

The marines back away from the windows into the center of the store, hunkering down with the civilians. Everyone stares at the CLOCK on the wall as it ticks...

PVT. KERNS
C'mon. Fry those bastards...

PVT. IMLAY
Those bombs drop, then everything's gonna change. Get to the FOB, get some goddamn ammo...

PVT. KERNS
Some goddamn food...

CPL. CORREGGIO
Some goddamn tanks.

Beat. Everyone stares as... The CLOCK ticks to NINE...

AND NOTHING HAPPENS.

They wait. Fear grows on everyone's faces.

PVT. KERNS
They shoulda' dropped, right? We'd feel it from here, wouldn't we?

CPL. CORREGGIO
That much ordinance? They'd feel it in Nevada. Something's wrong...

PVT. IMLAY
Maybe it's good... Maybe we turned the tide...

CPL. STAVROU
Yeah, right, Imlay... 'Cause we were kickin' ass out there.

MICHELE
What's happening, Sergeant? What's that mean?

SGT. NANTZ
I don't know.

Adukwu quietly approaches Nantz now, voice low.

PVT. ADUKWU
Sergeant... Mr. Rincon is dead.

Nantz turns, staring off at Hector, sitting by his father.
It's all too much...

SGT. NANTZ
Jesus...

Nantz takes a deep breath, his mind racing, the world closing in on him. He turns to Michele.

SGT. NANTZ
Listen, our Forward Operating Base
is about a mile away. We have to
go on foot. I'll need your help
with Hector now.

Michele nods. Watches as Nantz slowly walks to Hector.

Nantz kneels by the boy.

SGT. NANTZ
I'm sorry Hector. Your dad...
didn't make it. You understand?

Hector, sobbing, overwhelmed by grief and fear, looks up at Nantz.

HECTOR
I don't wanna be here. I want my
dad back. I want it all to go back
to the way it was before...

AT THE FRONT OF THE STORE

Stavrou, eyes on the still street, sees...

TWO ALIEN SCOUTS appear. They crouch by a car.

CPL. STAVROU
Sergeant, we got hostiles in front.

All the marines stiffen, the clatter of rifles being raised.

But Nantz, tearing up himself, just stays focused on Hector.

SGT. NANTZ
Me too, Hector. I wish it could go
back, too...

STAVROU LOOKS OUT TO THE STREET

MORE ALIENS appear now, moving TOWARD THE STORE.

CPL. STAVROU
Out of time, sergeant.

NANTZ

Tries to lead Hector away. Hector struggles.

SGT. NANTZ
(urgently now)
We have to go, Hector.

HECTOR
(crying)
No! No! I want my dad!!!

Nantz lifts Hector. We see Hector's face, stricken, staring back at his father as he's carried off.

The other marines gather up Michele and the girls...

And everyone is moving silently THROUGH THE STORE as...

AT THE FRONT OF THE STORE

CRASH! The plate glass window is SHATTERED as...

An ALIEN smashes through it.

The alien is very still, peering around. Then it begins to creep forward as...

A SECOND ALIEN, then a third, a FOURTH follows, leaping into the store with sinewy power.

AT THE REAR OF THE STORE

Nantz peers out a BACK DOOR. It's clear. They MOVE OUT just as...

MORE ALIENS leap in. They move in formation THROUGH THE STORE as...

THE BACK DOOR silently shuts.

QUICK CUT TO:

EXT. ALLEY - CONTINUOUS

As Nantz and the others slip out of the back...

SGT. NANTZ
Stavrou, Harris.

CPL. HARRIS
Yes, Sergeant.

SGT. NANTZ
Blow something up.

CPL. STAVROU
Yes, Sergeant.

As the others RACE AWAY down the alley...

Stavrou takes his rifle butt, SMASHES the WINDOW of a nearby CAR. Reaches in... Jams the car's gear into neutral.

As the massive Stavrou pushes the car AGAINST THE STORE'S BACK DOOR...

Harris pulls his KA-BAR FIGHTING KNIFE.

Harris slides UNDER THE CAR... Punctures the GAS TANK.

As Harris rolls away from the FLOW OF GASOLINE...

Stavrou LIGHTS it. Both men RUN DOWN THE ALLEY.

CPL. STAVROU
Don't think they'll be comin' out
that way...

As... BOOM! The car, blocking the door, goes up in FLAMES.

DOWN THE ALLEY

Stavrou and Harris FALL BEHIND A BUILDING with the others.

NANTZ, still holding Hector, looks off to a SIDE STREET. He signals to Kerns and Correggio.

SGT. NANTZ
Check it out.

The two marines run down the alley to the SIDE STREET.

Nantz sets Hector down. Looks the boy in the face.

SGT. NANTZ
This is the hardest thing you'll
ever have to do...

Michele, arms around Kirsten and Amy, watches Nantz.

SGT. NANTZ

But we'll get through it together.
I promise, Hector.

Hector nods, still crying. Nantz exchanges a glance with Michele, who moves to Hector, comforting him.

Nantz steps away as Kerns and Correggio run up, reporting:

CPL. CORREGGIO

Looks good, both directions.

Out of earshot of the civilians, Nantz spins to his men with fiery intensity.

SGT. NANTZ

We are not losing one more of these
civilians. Period. Am I making
myself clear?

(beat)

Let's move.

The group jogs silently DOWN THE ALLEY.

EXT. STREET - LATER

Nantz leads the group down the residential street, tidy bungalows on either side.

CPL. STAVROU

You okay, bro?

CPL. HARRIS

I hadn't a pushed Cherise to get
married, she'd still be in Chicago.

Suddenly, Nantz stops, fist raised. The squad halts as...

A SOUND fades in, a deep RUMBLING.

The marines FALL BEHIND CARS now, pulling the civilians down with them as the RUMBLING continues to BUILD.

SGT. NANTZ

Under the cars! Now!

The marines frantically shed their packs, squirming UNDER THE CARS with the civilians, pulling the kids under as...

A GIANT HOST OF ALIENS

Rounds the corner in the distance, THOUSANDS OF THEM, filling the street from sidewalk to sidewalk. An army on the move.

NANTZ DRAGS HECTOR UNDER ONE CAR with him, pulls the boy in close, gets his legs under the car, under cover, just as...

The mass of aliens SWARM PAST, the ground shaking, RUMBLING.

The humans HUDDLE UNDER THE CARS, peering out to see the legs and arms of the aliens flying by. Some bound OVER THE CARS, which bounce up and down, BANGING with the aliens' weight.

The RUMBLING EBBS as the aliens disappear into the distance.

EXT. STREET - LATER

The squad moves in formation, surrounding the civilians.

Little Kirsten comes up behind Correggio. He's surprised as she slips her hand into his. Correggio looks down, seeing how scared she is. He smiles, grips her hand tightly.

Up ahead, Nantz leads, MAP in hand.

PVT. IMLAY

How far, sergeant?

SGT. NANTZ

One block over.

Imlay smiles at Kerns.

PVT. IMLAY

We're gonna make it! Dude, we're gonna make it...

But as they approach a CORNER... Nantz stops, exchanges a glance with his corporals.

MICHELE

What's the matter?

SGT. NANTZ

The smell.

An ominous beat. The squad moves down the dark street as...

ASH FLOATS DOWN here from the sky... Like a beautiful early winter snow...

THEN THEY TURN THE CORNER

We slowly MOVE IN TIGHTER and TIGHTER on Nantz.

Until we are CLOSE ON NANTZ' FACE.

A REDDISH GLOW is reflected there. Nantz stops, looking horrified. We REVERSE to see...

A DEEP BLACK COLUMN OF SMOKE rising into the night sky from NUMEROUS FIRES that rage within the fence line of...

SANTA MONICA AIRPORT.

As they approach the Forward Operating Base, the devastation is slowly revealed:

CRASHED F-18 JETS and COBRA HELICOPTERS line the runways. BODIES and SMOLDERING MARINE VEHICLES litter the airfield.

PVT. IMLAY

Jesus... They wiped our Forward Operating Base right off the map.

PVT. KERNS

Now we know why those bombs never dropped. They took our jets out.

CPL. CORREGGIO

This was a dug-in Marine Corps position that had armor, air and ground. Maybe we got nothing left to fight with...

Michele MEETS EYES WITH NANTZ. His look tells us everything-- THEY'RE LOSING THIS WAR.

Nantz turns, spies an AIRPORT FIRE STATION by the runways.

SGT. NANTZ

Let's get under cover. Now.

INT. DESERTED FIRE STATION - MOMENTS LATER

The marines enter cautiously, rifles up. Then they hustle the civilians inside when it appears safe.

SGT. NANTZ

Lock this place down.

The marines fan out, securing doors, checking windows as...

Nantz kneels by Hector, tries to comfort him.

SGT. NANTZ

You're a brave kid. When this is over, you're going to be a hero.

HECTOR

People always say that. "He's a hero."

(beat)

No one even knows what a hero is.

SGT. NANTZ

Your dad was a hero.

Hector just stares back.

SGT. NANTZ

He saved Pvt. Adukwu up on that freeway.

Hector exchanges a glance with Adukwu. Something passes between them... One man died so another could live...

SGT. NANTZ

You save a marine under fire, you get a medal, y'know.

Nantz pulls out a MEDALLION, the CREST of the 2/5 on it.

SGT. NANTZ

This is our medallion. It's yours.
For your dad.

(smiles)

You're 2/5 now, Hector.

Hector takes the heavy medallion, looks it over, pointing to the 2/5 MOTTO on it:

HECTOR

What's that mean, "retreat hell?"

SGT. NANTZ

During World War I, an officer from our regiment was ordered to retreat. He said, "Retreat? Hell, we just got here!"

Nantz is happy to see a slow smile from Hector now.

Harris calls out:

CPL. HARRIS

We're secure, sergeant.

Nantz stands on this, addresses the marines:

SGT. NANTZ
Listen up. We need ammo. Kerns,
Adukwu stay with the civilians.
The rest of us, let's move.

Nantz puts a hand on Hector's shoulder.

SGT. NANTZ
I'll be right back.

EXT. SANTA MONICA AIRPORT RUNWAY - MINUTES LATER

Black plumes of SMOKE fill the night sky as Nantz and his men head silently toward the bodies of dead marines and aliens.

The tarmac is a smoldering WASTELAND: Empty, bombed-out buildings on its outskirts, burning aircraft and vehicles litter the runways. Fires crackle.

As they go, the marines rifle the pockets and pouches of their fallen comrades, pulling out any available ammo.

IMLAY whispers a low, heartfelt refrain to the dead marines he searches.

PVT. IMLAY
Sorry, bro.

He moves on to another fallen marine, searching.

PVT. IMLAY
Sorry, bro.

Across the runway, Nantz pulls ammo from the pouch of a dead marine. Then looking up, he sees...

A LAV-25 ARMORED PERSONNEL CARRIER. INTACT.

Nantz moves to it. Then turns. A LOW WHISTLE from him and the marines look up. They hustle to Nantz. Everyone gives the LAV an excited once-over.

CPL. STAVROU
Looks like it just rolled off the
goddamn assembly line!

PVT. IMLAY
Good job, Sergeant!

SGT. NANTZ
(to Stavrou)
Can you drive this thing?

CPL. STAVROU
Hell, if it's got an engine,
sergeant, I can drive it.

SGT. NANTZ
Good. Get it running.

CPL. CORREGGIO
Seems like vehicles are targets...

SGT. NANTZ
A minivan's a target, Correggio. A
LAV with a Bushmaster chaingun...
That's an asset.

Imlay grins. Nantz motions to him, starting off.

SGT. NANTZ
Come on.

PVT. IMLAY
(following)
Me? Where, sergeant?

Nantz points to the CONTROL TOWER, its windows blown out.

SGT. NANTZ
High ground. We need to see the
big picture.

INT. FIRE STATION - SAME

Kerns has a tub of ice cream, scooping bowls for the kids.

PVT. KERNS
My dad's a fireman. They love
their ice cream. Used to visit the
firehouse with my little brother,
they always had tons of it...
(re. the kids)
My brother's not much older than
these guys.

MICHELE
You don't look much older, either.

She gazes at the kids, pain and anger washing over her.

MICHELE

Is this day ever going to end?

PVT. KERNS

Maybe the Sergeant'll find a way
outta here.

MICHELE

(smiles)

What's with you guys anyway?
Doesn't anybody have a first name?

ADUKWU

Emmanuel. Manny.

PVT. KERNS

Pete. You married? Family?

MICHELE

I'm single. Lots of family back in
Nebraska, though... Hopefully
they're safe...

She shakes the thought away.

MICHELE

What about you guys?

PVT. KERNS

Little Rock.

ADUKWU

Nigeria. I came here to be a
doctor.

MICHELE

You should be a surgeon, the way
you cut into that thing...

Adukwu smiles. Then his smile fades as he looks around.

ADUKWU

Yeah. Maybe...

INT. CONTROL TOWER - MOMENTS LATER

Nantz enters with Imlay. They look around...

The WINDOWS have been BLOWN OPEN. The wind rustles papers
through the ghostly space, blowing them out into the night.

On one desk, a COMPUTER is flashing a SLIDESHOW: Happy PICTURES of someone's family vacation.

From this high vantage point, they can see for miles...

Nantz looks out one end of the control tower, sees all the way to the ocean...

Then he turns, looks the other way, dead east...

A vista of EXPLOSIONS, spreading into the distance. ALIEN DRONE AIRCRAFT engage F-18s. One jet is blown up, spiralling to the ground.

SGT. NANTZ

Look how far east they've gotten.
That's almost the whole city...

Nantz looks out through BINOCULARS:

Sees the HOLLYWOOD SIGN ablaze in the hills...

Then pans to a mid-city area. Stops when he sees one quadrant of the city, blocks wide, SHIMMERING an INKY BLACK.

Some kind of DARK ENERGY WAVE emanating from the ground.

SGT. NANTZ

What the hell's that?

Imlay peers out.

SGT. NANTZ

There's zero activity there.

And the area does seem completely devoid of activity-- No alien or human aircraft above it. Like a DEAD ZONE.

PVT. IMLAY

What are we gonna do, Sergeant?

Nantz, panning with the binoculars, sees a CHOPPER TAKING OFF in the distance now.

Nantz grabs a MAP on the desk, eyes roaming over it. Then looks back to where he saw the chopper.

SGT. NANTZ

That must be the alternate
extraction site. Maybe we can
evacuate the civilians there...

He turns to Imlay.

SGT. NANTZ

Get them in the LAV. I'll radio for an evac helicopter... When I do, they'll be coming, so we have to move fast.

PVT. IMLAY

Think we can make it, Sergeant?

SGT. NANTZ

We're gonna give it one helluva try, Imlay.

He reassures the young marine with each word:

SGT. NANTZ

We're not dying here.

INT. FIREHOUSE - LATER

The marines, absent Nantz, surround the civilians protectively as they hustle them into the LAV.

CONTROL TOWER - SANTA MONICA AIRPORT - MINUTES LATER

Nantz standing alone with a RADIO PACK looking out into the black night, wind blowing through the tower.

The LAV WAITS ON THE TARMAC below, engine running.

Nantz takes a deep breath. Presses the button on the RADIO.

NANTZ

(transmitting)

Any station, this is Foxtrot 2 November. I have four civilians and seven marines, we're heading to Alternate Extraction Point Charlie. Requesting evacuation. I say again, this is Foxtrot 2 November heading to Alternate Extraction Point Charlie. Out.

Nantz turns immediately, hurrying out.

EXT. CONTROL TOWER - SECONDS LATER

Nantz runs from the tower and climbs into the LAV.

INT. LAV - CONTINUOUS

Nantz sees the civilians and marines crammed together in the back amid gear and guns.

He turns to Stavrou behind the wheel.

SGT. NANTZ

Use the thermal sight. No lights.

Stavrou drives, spins away as Nantz climbs...

INTO THE TURRET

He mans the M-240 MACHINE GUN. Imlay beside him on the 25MM BUSHMASTER CHAIN GUN.

Headlights off, running dark, Stavrou drives, peering through the THERMAL SIGHT.

STAVROU'S POV THROUGH THERMAL

Washed green, the city a war zone, massive destruction.

An ALIEN DRONE winging toward the airport as...

EXT. STREET, NEAR SANTA MONICA AIRPORT - LATE NIGHT

The LAV moves fast in total darkness down a car-strewn street. Santa Monica Airport fading behind them, suddenly...

BOOOOOOM! Bright burst of light!

And the Control Tower explodes in a ball of fire.

INT. LAV - CONTINUOUS

Nantz watches the alien drone fly off into the night.

EXT. STREET - LATER - NIGHT

Miles away, the LAV drives through a CITY STREET, surrounded by TALL BUILDINGS, the area a desolate wasteland now.

INT. LAV - SAME

Stavrou drives, hands gripping the wheel as he maneuvers carefully through wrecked abandoned cars.

IN THE TURRET

Nantz eyes a nervous Imlay.

SGT. NANTZ
Extract site's only a couple more
miles, Imlay.

Imlay nods back. Nantz peers down to...

STAVROU, BEHIND THE WHEEL...

Eyes focusing tensely through the thermal sight scope.

THERMAL SIGHT POV

Green wash of the city passing by. Tall, empty buildings all around... Suddenly, a big DARK OBJECT in the street!

Stavrou SLAMS THE BRAKES. Civilians and marines in the tight passenger compartment are thrown around.

Right in front of the LAV...

A massive CRATER. The street's impassable.

SGT. NANTZ
We gotta go around.

The LAV backs up, Nantz scanning the sky, gripping the M-240 machine gun, trying to see out into the darkness...

Then they TURN A CORNER... And a VIEW BETWEEN TWO TALL BUILDINGS is harrowing...

FOUR ALIEN DRONE AIRCRAFT hovering... Then turning. Flying toward them.

SGT. NANTZ
Get ready, Imlay. Here they come.

Stavrou looks out to see... A HELICOPTER in the distance.

CPL. STAVROU
Think I see our ride, sergeant!

SGT. NANTZ
Get us there. Cause we're about to
get lit up.

The alien drone ships are winging at them. They are only 200 meters out when...

SGT. NANTZ
See what that Bushmaster can do,
Imlay!

Imlay OPENS UP on the 25MM BUSHMASTER CHAIN GUN.

PVT. IMLAY
Come on, you martian bastards!

The Bushmaster is a rapid-firing CANNON spewing 200 rounds a minute, each capable of destroying a light tank.

For once, the aliens are overmatched. The ALIEN SHIPS take HEAVY FIRE from the Bushmaster...

One goes down IN FLAMES, the others PEEL OFF, flying behind buildings.

PVT. IMLAY
Where'd they go? Where'd they go?

Nantz is scanning the sky, then...

SGT. NANTZ
Imlay, on your six!

Imlay spins in the turret, picking up...

The three remaining ALIEN AIRCRAFT coming back around.

The lead alien ship FIRES!

A CAR EXPLODES next to the LAV. Imlay rocks in the turret.

PVT. IMLAY
Son of a...

Imlay targets, fires the Bushmaster...

The lead alien ship is HIT, winging out of control INTO A SECOND SHIP. The TWO SHIPS EXPLODE into a building as...

The FINAL ALIEN AIRCRAFT dodges the FIREBALL, flying straight at the LAV...

SGT. NANTZ
Getting close, Imlay...

PVT. IMLAY
I got it.

Imlay FIRES a burst. The last aircraft is hit...

It PINWHEELS TO THE GROUND, exploding into FLAMING WRECKAGE which hurtles RIGHT AT THE LAV.

SGT. NANTZ
Stand on it, Stavrou!

Stavrou pushes it, TRYING TO OUTFRAN the burning wreckage...

Which is almost on top of the LAV as...

Stavrou spins AROUND A CORNER, escaping.

The wreckage explodes into a building behind them as...

THUMP - THUMP - THUMP! The sound of a UH-1 Medevac ECHOES.

PVT. IMLAY
The chopper!

Nantz looks out, sees the CHOPPER LANDING in the street.

The LAV screeches up amid the RUBBLE and SMOKE.

CPL. STAVROU
Last stop!

SGT. NANTZ
Everybody out!

The marines rush the civilians OUT OF THE LAV... Nantz and Imlay scrambling out last.

SGT. NANTZ
Pretty decent shooting, Imlay.

PVT. IMLAY
(grinning)
Goddamn, you did it, sergeant!
We're gonna get these people out!

EVERYONE RUNS TO THE CHOPPER.

The marines begin loading the civilians in, the old-school CREW CHIEF hopping off to help the kids in.

CREW CHIEF
You are in the middle of the shit,
Sergeant! Everything's been pulled
back.

SGT. NANTZ
What are you talking about?!

CREW CHIEF

We've lost most of our air assets.
We're abandoning Los Angeles. This
city's done...!
(to the pilot)
Let's go!

The chopper powers up, Nantz SCRAMBLES ON with the others.

INT. EVAC HELICOPTER - CONTINUOUS

The CHOPPER BEGINS TO LIFT OFF. As it rises, Nantz gazes out at the CITYSCAPE. He sees fires, wreckage everywhere. Then he looks off to see...

THE BLACK DEAD ZONE SHIMMERING NEARBY

Nantz watches the HELICOPTER BANK TOWARD THE BLACK ZONE. But as it gets closer...

The HELICOPTER DIPS precipitously, suddenly losing altitude.

The kids SCREAM. The marines hang on.

Nantz sees the PILOT STRUGGLING with the controls. The HELICOPTER'S GAUGES are going crazy.

The pilot BANKS HARD AWAY from the area, reversing course.

And the helicopter STABILIZES.

SGT. NANTZ

What the hell happened?!

CREW CHIEF

Something there was playing hell
with our power!

Nantz stares at this. Then notices Hector watching him.

He sees the 2/5 MEDALLION clutched tightly in Hector's hand. Sees the words "Retreat Hell."

Nantz looks back at the MYSTERIOUS BLACK PATCH of cityscape. Then he turns to the crew chief.

SGT. NANTZ

Set us back down!

CREW CHIEF

What?!

The other marines in Nantz' unit look over, alarmed now.

SGT. NANTZ
We need to recon that area!

CREW CHIEF
We can't land! May not have power
to take off again...

Nantz looks out. Spies a BUILDING with a FLAT OPEN ROOF. He points to it.

SGT. NANTZ
Then we'll rope down!

CPL. CORREGGIO
What the hell, sergeant? What's
going on?

SGT. NANTZ
There's something over there... We
could be the only ones left here to
figure out what it is.
(to the others)
Let's go, marines.

The marines look frightened, confused. They start to pull themselves up. ROPES are dropped from the chopper as it hovers over the building...

SGT. NANTZ
NOW! Go! Go!

The marines start to RAPPEL DOWN, one after another as...

Nantz exchanges a glance with Michele.

SGT. NANTZ
They'll get you safe.

He smiles at the girls. Then turns, nods at Hector. Puts a hand on his shoulder. A BEAT.

SGT. NANTZ
See you soon, buddy.

HECTOR
What are you gonna do?

SGT. NANTZ
We're gonna fight.

Nantz turns, grabs a ROPE, drops out of the chopper.

EXT. BUILDING ROOFTOP - CONTINUOUS

As the chopper hovers, Nantz drops to the roof, hunkers down with the other marines. Nantz watches the evac helicopter fly off to safety.

Then he turns to the marines, who stare back hopelessly, clearly at their lowest point.

PVT. KERNS

Why'd we get off the chopper,
Sergeant?

SGT. NANTZ

'Cause we have a job to do.

PVT. IMLAY

But we were getting out....!

CPL. CORREGGIO

You have some hunch and now we're
stuck out here in the shit?!

SGT. NANTZ

That's right. This fight's not
over.

CPL. CORREGGIO

Sergeant's gonna get us killed!
Just like my brother.

A beat. Nantz eyes Correggio. It's laid open now.

SGT. NANTZ

Believe me, Correggio, I grieved
for every marine I ever lost...

Nantz looks around now, from marine to marine.

SGT. NANTZ

But we are in the fight of our
lives right now. And our duty is
to keep moving forward. Keep
fighting. That's how we honor men
like your brother, Correggio. And
Lt. Martinez. And Hector's father,
who saved Adukwu's life. He wasn't
trained for that. He just picked
up a rifle and did what needed to
be done. If a civilian can do
that...

(MORE)

SGT. NANTZ (cont'd)

Well then I better square my shit away and do whatever I have to do to defeat this enemy. But I can't do it alone.

Nantz stares. The tension is palpable.

SGT. NANTZ

I need you men. And maybe we'll die fighting today. Not because we're heroes. But because we're goddamn United States Marines, and always will be.

(beat)

I'm willing to give my full measure for you. I'm hoping you'll do the same for me.

A BEAT, glances exchanged. THEN ALL THE MARINES RISE AS ONE.

CPL. STAVROU

Sergeant. We'll follow you to hell and back.

Nantz smiles, nods.

SGT. NANTZ

Good. 'Cause that's where we're going.

EXT. STREET - MOMENTS LATER

The squad is moving in unison, covering all around, approaching the LAV. They jump in.

INT. LAV - CONTINUOUS

Stavrou fires it up, drives off as... Nantz eyes the jumble of gear. He grabs his COMBAT SHOTGUN, a portable RADIO, which he makes sure is OFF...

Then an olive case marked: GLTD. He stuffs it in his pack.

PVT. IMLAY

Laser target, sir?

SGT. NANTZ

Might have to get some cruise missiles in here.

PVT. IMLAY

Shit, yes, Sergeant.

CPL. STAVROU
(calling out)
Hostiles. Twelve o'clock.

Nantz looks up to see...

ALIEN SOLDIERS appearing on the street now.

Nantz goes back to stuffing his pack.

SGT. NANTZ
Just hit the gas, Corporal. We got
plenty of armor.

Everyone looks up at this. Then looks out to see...

The aliens attacking, FIRING on the LAV as...

Stavrou floors it, ALIEN FIRE pinging off the LAV's armor
as... SPLAT!!!

STAVROU MOWS THROUGH THE ENEMY LINE.

Nantz looks out the back to see some ALIENS STAGGERING AWAY.

SGT. NANTZ
Reverse, Corporal.

CPL. STAVROU
Aye, aye, Sergeant.

As he BACKS UP, mowing back over the remaining aliens... The
marines cheer.

EXT. STREET - LATER

The LAV cruises slowly. Nantz stares forward.

The BLACK DEAD ZONE looms ahead... As they get closer, it
seems like the whole area is absent of light. A black hole.

Nantz stares out, about to answer when the LAV LURCHES, then
lurches again. Stavrou REVS the engine.

SGT. NANTZ
What's going on?

CPL. STAVROU
Losing power, Sergeant. Gauges are
dropping... losing voltage...

The LAV slows. The engine skips. Then the LAV DIES.

SGT. NANTZ
Stavrou?

CPL. STAVROU
She's dead, Sergeant.

Nantz looks around, warily. The streets are quiet, deserted.

SGT. NANTZ
All right, dismount. Grab anything
you think we can use.

The men nod, and move OUT OF THE LAV to...

EXT. STREET - CONTINUOUS

Correggio and Kerns on one side of the street, Stavrou and Harris on the other. Imlay with Adukwu. Nantz watches his men move forward, covering each other's advance. Scanning the buildings, searching for targets...

Then Nantz halts them. They crouch together, peering at...

The middle of the DEAD ZONE just ahead of them. It is very dark. No lights are visible from any source. The men SWEAT.

PVT. IMLAY
Hot as hell here.

CPL. CORREGGIO
No lights.

PVT. ADUKWU
My watch stopped.

SGT. NANTZ
Something's generating heat.
Messing with our electronics.
Sucking up all the power...

Nantz scans the street. The sweat dripping into his eyes.

SGT. NANTZ
Where would you put a critical
asset if you wanted to protect it?
Or hide it?

CPL. HARRIS
Underground.

Nantz points to A SUBWAY ENTRANCE AHEAD.

INT. SUBWAY ENTRANCE - MOMENTS LATER

The squad runs to the subway entrance, stopping just inside.

SGT. NANTZ
Harris, Adukwu, stay here, watch
the street.

Harris and Adukwu nod. Taking position at the entrance.
Nantz motions to the others.

SGT. NANTZ
Let's go.

Nantz leads Stavrou, Correggio, Kerns and Imlay down the
stopped escalator to the SUBWAY PLATFORM.

Nantz stands, gazing around at the empty subway platform.
Silent. Spooky. A train is stopped. Doors open. It is
dark, the only light bleeding in from the street above.

He motions Stavrou to guard against anything coming from
above. Then he moves forward with the others.

A huge number of BIRDS line the dark cavity above the train
tracks, taking cover themselves, roosting quietly.

Nantz sees a DOOR in the tunnel wall, heads to it.

He pulls his KA-BAR KNIFE out, sticks the blade into the door
jam, pops the DOOR OPEN. Nantz turns to Correggio and Kerns.

SGT. NANTZ
(quietly)
You two stay here, watch our backs.
(to Imlay)
Imlay, come with me.

Nantz and Imlay slip through the doorway.

INT. UNDERGROUND SERVICE HALLWAY - CONTINUOUS

Nantz and Imlay stand very still, peering down the long, dark
hall, looking for movement. Nantz motions and they move
forward silently, guns ready.

They turn a corner and stop. It is PITCH BLACK here.

Nantz clicks on his flashlight. They move forward. After
only a few feet, the FLASHLIGHT DIMS AND DIES.

Imlay clicks on his flashlight.

SGT. NANTZ
(whispering)
No. Save it. Something is killing
anything electronic we use.

Imlay clicks his flashlight OFF. But now we see...

A dim light ahead. Nantz and Imlay creep forward, very slowly. Turn a corner, see...

A STRANGE LIGHT at the end of the hallway. THE LIGHT GLOWS fiercely, as if it's shining through the floor.

Nantz, silhouetted by the light, signals Imlay to stay put.

Nantz steps forward, toward the strange glow of light. As he approaches, he realizes it's coming through...

An IRON GRATE in the floor.

Nantz moves to the grate, kneels, PEERING DOWN INTO...

A MASSIVE SUBWAY TUNNEL

Fifty feet wide, the dim tunnel has been further EXCAVATED. It is a huge CAVERN now, extending off into the distance further than Nantz can see.

The huge space is illuminated by MASSES OF ALIEN MACHINERY. An ELECTRIC HUM FILLS THE AIR.

Tending the machinery: DOZENS OF ALIENS, bigger than the others.

One of the ALIENS TURNS, focusing up, right at Nantz.

Nantz spins, runs back into the darkness. Calling to Imlay:

SGT. NANTZ
Run, Imlay! Run!

BANG. The iron GRATE FLIES into the air.

INT. DIFFERENT PART OF UNDERGROUND SERVICE TUNNEL

Nantz and Imlay, race along in the dark. They hear POUNDING FOOTSTEPS of the alien pursuing him.

A glimmer of LIGHT ahead. Along the floor. It is a DOOR.

They burst through a DOOR, into...

A DIM STAIRWELL.

Nantz follows Imlay UP THE STAIRS as...

The STAIRWELL DOOR below is SMASHED OPEN.

Nantz spins, swinging his shotgun. HE FIRES.

BOOM! The blast ILLUMINATES the huge ALIEN, filling the stairwell with its horrible bulk.

Nantz backs up the stairs, pumping the shotgun, firing...

Each blast ILLUMINATES THE ALIEN in a STROBE EFFECT. The alien moves up the stairs. Nantz KEEPS FIRING.

The NOISE IS DEAFENING in the enclosed space.

Then the SHOTGUN RUNS DRY. And we're left IN DARKNESS.

Imlay clicks on his FLASHLIGHT, revealing...

The ALIEN at Nantz' feet, its strange "hand" on his boot.

Nantz, terrified, aims at the alien, waiting to see if it will move. It doesn't.

INT. SUBWAY PLATFORM - MOMENTS LATER

Nantz and Imlay re-enter, running up to join the others.

Up the stairs, by street-level, Harris and Adukwu keep watch. Harris motions: "ENEMY TROOPS".

Nantz nods. Signals for all the marines to head down the stairs. The marines gather around Nantz. To Harris:

SGT. NANTZ

How many?

CPL. HARRIS

Hard to tell. A lot.

SGT. NANTZ

I think I got their attention.

Nantz kneels. He opens his pack, pulls out the radio and the case marked GLTD.

SGT. NANTZ

Look. There's something big down in the tunnels. It's sucking up a lot of power, could be a major Command & Control asset.

Nantz stares at his men.

SGT. NANTZ
We need to destroy it.

PVT. KERNS
But we got no jets left, right,
Sergeant?

SGT. NANTZ
Hopefully, they can still fire
cruise missiles from Pendleton or
Vandenburg... I'll radio in a
strike, paint the target from the
street. You know what that means.

The man nod solemnly.

PVT. IMLAY
We gotta hold 'em off long enough
to paint the target.

CPL. STAVROU
If we can get a transmission out
before the radio dies...

CPL. HARRIS
And the targeting laser lasts long
enough for command to get a lock on
the target.

CPL. CORREGGIO
Hell, dying's easy, ladies.
Everything else takes balls, right?

They all laugh softly.

SGT. NANTZ
Let's do it.

He takes a deep breath, raises the radio, and TRANSMITS:

SGT. NANTZ
(transmitting)
Any station, this is Foxtrot 2
November. Priority Fire Mission. I
have identified a major enemy
command and control asset-- located
grid 459083. I WILL BE LASING.

COMMAND (V.O.)
Foxtrot 2. You have visual
confirmation of this C&C asset? We
can't waste resources.

SGT. NANTZ
Affirmative. They're building a
huge complex underground... I think
it's the head of the snake.
Repeat. I will be...

THE RADIO GOES DEAD.

Alien fire EXPLODES now, rocking the station.

BOOM! BOOM! BOOM! Nantz and the marines cover their heads
as the station starts to come apart, chunks of concrete fall.
The walls crack. Dust fills the air.

Nantz SCREAMS as a chunk of concrete FALLS ACROSS HIS ANKLE.

Then, it's over. All is silent. Nantz, GRIMACING in PAIN,
strains to lift the concrete chunk off his ankle. He GROANS.

The marines rise. Pale, sweating, Nantz hobbles to his feet.

He slings his rifle, and carrying the GLTD, hurries on his
bad ankle to the stairs.

Nantz looks up. Rubble nearly fills the stairway. There is
only a small opening of daylight near the ceiling.

The men all unclip their web gear, begin climbing.

EXT. DOWNTOWN LOS ANGELES STREET - MOMENTS LATER

A chunk of rubble falls from the pile at the subway entrance,
and Nantz emerges, rolling down the pile to the street.

The other marines follow, set up a perimeter as...

Nantz takes cover behind a berm of rubble, DROPPING down,
flattening himself to the ground.

He sets the GLTD (LASER DESIGNATOR) up on top of the pile.

Nantz removes his flack jacket and places it over the laser
designator.

SGT. NANTZ
(to himself)
Here we go...

Nantz switches on the TARGETING LASER.

A RED BEAM OF LIGHT shoots from the designator to a fixed point in the center of the street.

Nantz looks up to see...

The street fill with ALIEN SOLDIERS rushing out now.

PVT. IMLAY
Here they come!

The marines FORM A PERIMETER AROUND THE LASER, OPENING UP on the aliens as...

The mass of aliens surges forward like a wave.

SGT. NANTZ
Hold them back! We have to keep
the laser on target!

Nantz FIRES. An alien goes down. He picks another target and FIRES. The alien staggers, keeps coming. Three more rounds and the alien goes down.

But the rest KEEP COMING...closing in...

FOLLOWING THE BEAM OF THE LASER BACK TO NANTZ.

Nantz is picking his targets. AIMING, FIRING... Turning, finding targets, reloading, the aliens getting closer...

Then his rifle runs dry.

NANTZ pulls his sidearm. He aim, FIRES, shooting a closing alien in its 'heart.' It drops.

Rounds impact around Nantz as he shoots another alien...

Then the next. The next. Then his sidearm is out of bullets as... An EXPLOSION rips near Nantz.

Knocking the laser away.

Nantz struggles...TO THE LASER. RE-AIMING it as...

MORE ALIENS POUR INTO THE STREET.

The marines are pushed into a SMALL CIRCLE around the laser.

Fighting nearly back to back.

Kerns is HIT. He is thrown to the ground, but is back up, arm bleeding, firing.

An alien RUSHES AT CORREGGIO who spins just in time, FIRING repeatedly until the alien goes down.

Stavrou swings his rifle butt, SMASHING another alien. It staggers back. Stavrou puts numerous rounds into it.

An alien reaches ADUKWU, knocking him to the ground, about to blast him...

Harris runs the alien through with his bayonet, twisting and firing his rifle at the same time. The alien falls.

The marines are FIGHTING AS ONE.

All focused on SURROUNDING NANTZ. THEN THE LASER DIES. Imlay notices the laser beam is gone.

PVT. IMLAY
Did we get a lock!?

SGT. NANTZ
I don't know!

Then... An ear-splitting NOISE. The marines look up, see...

A CRUISE MISSILE COMING STRAIGHT DOWN THE STREET!

Nantz looks up at his men, yelling:

SGT. NANTZ
INCOMING! Fall back! This way!

Nantz and his men begin BACKING AWAY. Firing as they do, trying to hold off the aliens.

Nantz, limping on his injured ankle, GOES DOWN. Correggio is there to help him up.

CPL. CORREGGIO
Think you just twisted your ankle, sir.

And through it all, Nantz still smiles at this.

SGT. NANTZ
Don't stop!! We're too close to
the impact point!!

The marines start running as...

MORE CRUISE MISSILES APPEAR, RIPPING TOWARD THE GROUND...

BOOOOOM! The first missile strikes!

Then another...and another...BOOOOOM! BOOOOOM!

A piercing WHISTLE sounds. Nantz looks into the sky as...

Suddenly KABOOOM!!! A 2000 pound laser-guided ARTILLERY SHELL explodes INTO THE GROUND...

THE GROUND HEAVES UP. A MASSIVE EXPLOSION of fire and smoke erupting from beneath the surface.

A SHOCK WAVE BURSTS OUT FROM THE IMPACT POINT.

THE MARINES ARE ENVELOPED... DISAPPEARING as...

Buildings shatter, cars are tossed, flames erupt.

Then SILENCE descends a moment. Only the crackle of flames, falling glass. The dust and ash settles in a grey haze.

Nothing could have survived this. BEAT. Then...

A FIGURE RISES UP out of the grey destruction.

SGT. NANTZ

MARINES!

AS ONE, the men rise out of the ash, standing tall.

SGT. NANTZ

ON ME!

The marines fall in. A PHALANX with Nantz at its center.

SGT. NANTZ

FIRE!

They move forward. Precise. Deadly. FIGHTING AS ONE.

The seven remaining marines POUR FIRE on the mass of aliens.

The Drone Ships fall from the sky, EXPLODING on the ground.

The aliens, in disarray, are mowed down. The rest FLEE.

And as the smoke drifts away, there is silence again.

Nantz looks up to see...

HIS MEN. His warriors. Standing with smoking weapons, ready for more. Correggio staggers up, covered in dust, bloody.

CPL. CORREGGIO

You know what, Sergeant? My brother said you were a bad ass.

(smiles)

I had no idea...

SGT. NANTZ

Your brother was one helluva marine, Correggio.

(smiles back)

So are you.

CUT TO:

INT. MEDEVAC HELICOPTER

Nantz sits in the rumbling chopper. Surrounded by his marines. Imlay stares out at the city below.

PVT. IMLAY

Man, it's quiet.

CHOPPER PILOT (V.O.)

They're in full retreat throughout Los Angeles, heading back into the ocean. Units are mopping up.

On this, Nantz turns to his SQUAD. Beat.

SGT. NANTZ

This has been a hell of a battle. Plenty of other battles to go. Everybody good with that?

The marines don't hesitate.

MARINES

Yes, Sergeant!

CPL. CORREGGIO

Well, uh, actually, Sergeant... there's this girl I was supposed to meet up with tonight...

SGT. NANTZ

(smiles)

I'm sure she'll understand.

Nantz looks at his marines.

NANTZ

I think you men earned the right to
call yourselves marines today. I'm
damn proud of every one of you.
Retreat!?

MARINES

HELL!

ALL

2/5!!!

CUT TO:

TITLE CARD:

B A T T L E: L O S A N G E L E S

THE END