

DEAD STAR

by

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SECOND DRAFT

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DEAD STAR

EXT. DEEP SPACE

In the dead of space a small DARK SHIP (THE MORDOR) hangs motionless above the awesome churning maelstrom of an enormous BLACK HOLE. Blasts of ULTRAVIOLET LIGHT reach out from the center like the tendrils of some terrible sea creature trying to grasp its hapless prey. The ship sits precariously just out of reach of the horrible fate of COMPRESSING ENDLESS doom.

INT. THE MORDOR

CAMERA PULLS BACK briskly through the dank corridors of the dilapidated ship. As WE TURN a corner, SUDDENLY the face of ANTON BARLOW comes into view.

ECU - BARLOW

Barlow's face has the HAUNTED look of a MAN with an unhinged mind. Barlow seems to be of an INDETERMINATE AGE. Possibly in his thirties but stress has given him the look of someone older.

He FLATTENS himself against the metal BULKHEAD near one of the main corridors leading toward the front of the ship. Every fiber of his body appears strained to the breaking point. Beads of sweat line his face. NERVOUSLY, he TWITCHES then flings himself to the adjacent wall as he STARES down the EMPTY CORRIDOR. His mind RACES as he pulls his TRACER GUN up next to his face.

ANGLE ON THE CORRIDOR

SUDDENLY - A VOICE CALLS OUT.

VOICE (O.S)

Barlow...Barlow!

ON BARLOW

His eyes go WIDE with TERROR. He grips his head as if to block out the sound. Pulling himself together, he glances back down the corridor. There is NOTHING there. AGAIN the VOICE ECHOES through the ship.

VOICE (O.S.)

Barlow...It's Russo...I'm trapped...Come and help me.

SUDDENLY - the LIGHTS in the ship flicker and DIM. Barlow's eyes go wider still as STRANGE SHADOWS appear at the end of the corridor. An UNEARTHLY SOUND assaults our ears like the chanting of a million LOST SOULS. Barlow turns to run but is stopped dead in his tracks.

CONTINUED:

In front of him stands a TORMENTED visage of a man - RUSSO. A SHOCK of white hair sits above the black holes that are his eyes. Russo stares at Barlow then speaks in a LOW RASPY tone that is at once haunting and disturbing.

RUSSO

I can show you a safe place...I found a way out.

BARLOW

You're not real...

Barlow rubs the side of his head as though trying to soothe his brain.

BARLOW (cont.)

Get away from me...

Barlow lowers his gun at Russo.

RUSSO

I can help you.

BARLOW

Stay away from me...

Barlow FIRES his tracer gun at Russo. The RED glowing BULLET passes effortlessly through Russo's body then EXPLODES against the opposite wall. Russo stares at Barlow and begins to MOVE SLOWLY toward him unaffected by the shot.

SUDDENLY - A TERRIBLE FLUTTERING sound is HEARD from behind Barlow. STARTLED, he turns to see the source.

ANGLE ON THE CORRIDOR -

The SHADOWS of what looks like a MILLION FLYING BATS come racing toward us as the other end of the corridor turns as black as night.

ANOTHER ANGLE

Barlow turns back to RUSSO. Russo SMILES a slimy grin and FADES AWAY before our eyes. Barlow GASPS then BOLTS for an adjacent corridor.

CAMERA TRUCKS SWIFTLY with Barlow as he RUNS WILDLY in a desperate attempt to flee the flying shadows. He glances back over his shoulder as he runs INTO a large storage area.

INT. MORDOR - CARGO BAY

POV - BARLOW

A DARK ROOM with a twenty foot ceiling filled with all manner of ALIEN ARTIFACTS sits before us. These are the collected treasures of an archeological expedition to a distant uncharted star.

ANOTHER ANGLE

As Barlow ENTERS he runs between the artifacts seeking asylum from the visions that terrorize him. SUDDENLY he comes upon an object unlike anything else in the room.

ANGLE ON THE MACHINE

Looming above Barlow is a great DARK MACHINE - the THANATRON. Its AWESOME proportions could only be of inhuman construction. Its purpose can only be guessed at, though something about it suggests that it was built in a lost millennia. It appears to be made of a series of LARGE TUBES strapped together in a shape reminding us of a bundle of tree branches set on end. Its surface appears pitted and covered in some strange sort of metallic decay.

CLOSER ON BARLOW

He MOVES up to the base of the machine and pulls on the CENTER SECTION of the device (the SHARD) in an attempt to dislodge it.

SUDDENLY - RUSSO APPEARS from behind Barlow.

RUSSO

Barlow.....

Blood starts to run down Russo's chin from his nose. Barlow spins around and pulls out his GUN.

BARLOW

I don't know what the fuck you are
but you can go back to hell!

Barlow takes aim at Russo.

RUSSO

Don't shoot man, it's me...come on...take it
easy...I'm real...That thing's fuck'n with us,
man. (indicating the Thanatron)

Barlow rubs the side of his head again as though he's trying to erase the reality that confronts him. Barlow glances back over his shoulder at the Thanatron.

CONTINUED:

RUSO

It's been screw'n with us since we first found it back there on Daveros. We should never have picked up any of this shit.

Russo seeing that Barlow is distracted, SUDDENLY LUNGES for him in an attempt at grabbing his gun. Barlow FIRES at Russo, point blank BLOWING a HUGE HOLE in him. Russo just STANDS there STARING at Barlow.

RUSO

....it's screw'n with us.

He SUDDENLY DROPS to the floor in a pool of blood. Barlow stares down at Russo in disbelief that he's killed the real Russo.

BARLOW

Trust is a rare commodity, my friend.

Barlow stares at him for ANOTHER BEAT, letting his gun drop to the floor. He refocuses on the DOORWAY to the corridor as -

JUST THEN - The room begins to darken as the SHADOW BATS begin to FLOOD in from the corridor, their OPPRESSIVE fluttering SOUND filling the air. Barlow looks back in terror.

Now desperate to free the shard from the rest of the machine, Barlow MOVES QUICKLY back to the THANATRON. He manipulates several devices on the machine's pedestal and is finally able to remove the center section - (the SHARD).

ANOTHER ANGLE

As Barlow removes the key piece (the shard), the SHADOW BATS begin to FADE. The room falls into SILENCE.

The SHARD is roughly the size of a man and made of the same dark metal as the rest of the Thanatron. With some difficulty, Barlow picks up the Shard and begins to carry it away. As he does -

ANGLE ON RUSSO

Russo, though mortally wounded RAISES UP on one elbow, GRABS the TRACER GUN that Barlow dropped and takes aim at him.

RUSO

Where ever I'm going, you're going too.

RUSO FIRES the GUN. The blast strikes Barlow in the BACK instantly dropping him to the floor. Russo EYES CLOSE, this time for good.

CONTINUED:

ANGLE ON BARLOW

Barlow struggles to pull himself up. Blood rims his mouth as he gasps for air. He looks down at the Shard. Summoning all his energy, he reaches down and picks up the alien device. Struggling to stay upright, he DRAGS the Shard toward the DOOR.

Finally all his strength gone, he lets the shard FALL to the FLOOR.

CLOSE ON THE SHARD

SUDDENLY - One end of it begins to GLOW. A peculiar LOW PITCHES HUM begins to emanate from the device.

ANOTHER ANGLE

Barlow's eyes begin to close as he FALLS on top of the device.

JUST THEN - a LID containing several THOUSAND NEEDLES closes over Barlow. The needles pushed up by Barlow's body take on his shape. A LOW MOAN can be heard from inside the Shard.

EXT. MORDOR and SPACE

Barlow's MOAN carries across the galaxy. The decaying ship, the Mordor hangs suspended above the raging fury of the BLACK HOLE.

DISSOLVE TO:

EXT. FARM HOUSE - LATE AFTERNOON

Shadows of leaves sway across an old WINDMILL glowing in the afternoon sun.

CAMERA DROPS DOWN revealing an OLD FARM HOUSE nestled comfortably in a large WHEAT FIELD. The golden wheat ripples gently in the wind kicking up a warm-colored dust that seems to hang in the air. A LARGE GRAY CAT sleeps in the warm sunlight

A rugged dark-haired MAN leans against a nearby OAK TREE. He stands with his hands in his pockets looking out over the fields rich with life. A gentle VOICE soon calls out his name.

RACHEL

Tennison...Tennison....

CLOSE ON FARM HOUSE DOOR -

CONTINUED:

Behind the screen door, we see the lithe form of a young woman MOVE toward us.

Out of the shadows, the face of Rachel APPEARS. The rich afternoon sun bathes her face in light-amber hues REVEALING a mane of AUBURN HAIR and deep GREEN pools which are her eyes. The corners of her mouth pull up in a SINCERE SMILE as she SPOTS Tennison. We sense a great understanding in Rachel.

RACHEL (cont.)

Tennison...I love it.

CAMERA FOLLOWS her as she COMES OUT of the house and MOVES across the yard and over to the oak tree. She passes an old TIRE SWING that hangs from the tree and GRABS Tennison around the waist.

TENNISON

You really like it?

RACHEL

How could I not like it? (a few beats) You should buy this.

TENNISON

Yeah, I should...

Tennison reaches into his pocket and pulls out a Deed of Trust and hands it to her.

TENNISON

and I did...

RACHEL

You're kidding?

TENNISON

No, in fact I'm not.

Her eyes widen as she takes it from him and starts to read it. Suddenly the rims of her eyes begin to glaze over, she takes a deep breath and looks up at him.

RACHEL

My name is on this.

TENNISON

Yeah.

As she looks at him, a TEAR begins to run down her cheek. She wipes it away with the back of her hand. He looks at her as if to say "Well?". She SMILES through her tears.

CONTINUED:

RACHEL

Yes..

TENNISON

Yes?

RACHEL

Yes...yes.

She REACHES UP and gives him a DEEP LOVING KISS. Then a MISCHIEVOUS look comes over her face.

RACHEL

There is something I've always wanted to try.

TENNISON

What is that?

RACHEL

Hayloft...

She grabs Tennison by the arm and they start running for the OLD RED BARN that sits near the back of the property.

CAMERA FOLLOWS as they run toward the barn. As they move, they pass a BLACK FUTURISTIC open CAR which sits nearby. It's the only thing in our view that's not from some friendlier distant time.

DISSOLVE TO:

INT. BARN - LATE AFTERNOON

Tennison and Rachel are gently holding each other, their naked bodies half-covered in hay.

DISSOLVE TO:

EXT. FARM HOUSE - DUSK

The WINDMILL turns slowly finally coming to a stop, the BROKEN BLADES reminding us of a cross turned upside down. A FLOCK of DARK BIRDS fly past as a brief gust of cold wind blows a few dead leaves from the nearby tree.

INT. FARM HOUSE - FOYER - DUSK

A PICTURE FRAME sits on an old walnut table next to the stairs. Captured within the frame is a photo of Rachel pushing a piece of WEDDING CAKE into Tennison's mouth. Next to that is another photo of Rachel standing in front of the tree holding GORDON, the CAT.

The front door is OPEN, only the screen door holds back the outside world.

CONTINUED:

Gordon, the CAT sits at the bottom of the screen watching the field outside. All is quiet, maybe too quiet. The GRANDFATHER CLOCK on the other side of the hall STRIKES seven o'clock. SUDDENLY Gordon HISSES and runs off to some other part of the house.

JUST THEN we see Rachel's lithe form descending the stairs. She stops as she reaches the bottom step. She looks over to the clock with a furrowed brow.

RACHEL

(to herself)

An hour late... Tennison, I'm going to get a watch implanted in your brain.

She starts to walk toward the living room as she hears a slight CREAKING SOUND coming from outside. She listens then moves slowly up to the front door. Her eyes narrow as she looks out into the yard. The rare old rubber tire swings slowly, THUMPING against the tree. Rachel's eyes move to the branches above. There is NO WIND.

JUST THEN the face of ANTON BARLOW pops into view from the side of the door. Rachel jumps back, startled. Barlow flashes her a large though somehow creepy grin.

RACHEL

Mr. Barlow.

BARLOW

Hi. I was just in the neighborhood and thought I would stop by.

Rachel looks outside beyond Barlow, hoping that Tennison might be showing up.

RACHEL

You shouldn't be here. You know it's against the rules. I'll be glad to see you any time during our normal secessions at...

BARLOW

I know you have my files and I need to get them back.

Barlow looks past Rachel as though he were casing the place. His eyes slowly return to her. Barlow is undressing her with his mind. She senses this as it settles in that she could be in serious trouble.

RACHEL

I don't have your files here. We can go over this in the morning. I really think you better go.

CONTINUED:

BARLOW

I just want to come in for a moment to find my files.

RACHEL

No... Mr.Barlow you weren't "just in the neighborhood" cause there is no neighborhood.

Barlow is becoming more and more agitated and his behavior more ERRATIC.

BARLOW

Why are you being so FUCKING unfriendly?
(Smashing his fist against the screen door)
Look, I'm sorry, I'm sorry. I'm doing my best to keep my humor about this. I just want my files. I told you things you shouldn't know.

RACHEL

My husband will be home soon then we can...

Barlow begins pacing back and forth on the porch.

BARLOW

Is that suppose to scare me off? (mumbling)
You're always so friendly at the hospital.
It's just a fucking act...

Barlow's pacing is more erratic. Suddenly he spins around and CHARGES at her. The door EXPLODES off its hinges as Barlow delivers a POWER KICK with his foot. STUNNED, Rachel is thrown back and loses her footing. She scrambles to her feet and BOLTS for the stairs.

Barlow is on her in an instant. Grabbing her by the hair, he spins her around and SLAMS her against the wall, pressing her face close to hers. JUST THEN, the glinting BLADE of a KNIFE appears in Barlow's hand. He lays the blade against her cheek, tracing it along the side of her face then down her neck. Her eyes follow the razor-sharp tool's path.

RACHEL

Don't...

CUT TO:

EXT. TENNISON'S CAR - TRAVELING - NIGHT

TENNISON is driving in the same BLACK OPEN CAR that we saw earlier. A bunch of RED ROSES and a CARD sit on the clear plastic seat next to him. He anxiously contemplates the clock on the console. After a moment, he presses a button on the center panel.

TENNISON

Dial my home.

CUT TO:

INT. FARM HOUSE - BEDROOM - NIGHT

Barlow is now sitting on top of Rachel's naked body. She has been tied spread-eagle face-down on the bed. Barlow bends down to her, pressing his face next to her ear.

BARLOW

You feel nice... Did you ever have Biology class in high school? They make you dissect a living frog. It's really criminal. Ever hear of pithing. They make you use this long needle...kind of like this ice pick I found in the kitchen.

He shows her the pick. Her eyes close, unable to confront her thoughts. At that moment the old phone on the nightstand RINGS. Barlow STARES at it.

BARLOW (cont.)

That would be your husband "I going to be a little late, honey." ...Too late.

Rachel looks at the phone knowing that what Barlow is saying is true.

CUT TO:

INT.& EXT. TENNISON'S CAR - TRAVELING - NIGHT

ECU - TENNISON

His eyes narrow as he stares down at the console. The SCREEN counts the number of RINGS. After a long moment, Tennison hits the bottom again.

TENNISON

Security camera, scan please.

The screen suddenly lights up showing various views of the FARM HOUSE. We SEE the living room, kitchen, basement THEN - Tennison's heart races as the next image is a view of the hallway. There is a BLOOD SMEARED handprint on the wall next to the bedroom door. Just then, Anton Barlow walks out of the bedroom door and moves down the hall.

TENNISON

Master bedroom, please.

ECU - CONSOLE

The screen READS: BEDROOM CAMERA - INOPERATIVE
PROBABLE CAUSE - PHYSICAL DAMAGE

CUT TO:

INT. FARM HOUSE - BEDROOM - NIGHT

ECU - Rachel's trembling hand picks up a small object that looks like a credit card only slightly thicker. At the bottom of the card is printed: KODACARD LIVING PICTURE

She presses a control on the side of the card. A legend at the bottom lights up - "RECORD"

CUT TO:

EXT. FARM HOUSE - NIGHT

TENNISON'S CAR pulls up in the driveway. He steps out and MOVES toward the house. As he reaches the front porch he sees the battered screen door.

TENNISON

Rachel!...Rachel!

CAMERA FOLLOWS as he RUSHES INSIDE.

INT. FARM HOUSE - VARIOUS ROOMS - NIGHT

Tennison runs through the house in his desperate search for Rachel. Finally he dashes up the stairs only to come to a dead stop.

The color drains from his face as he stares at the BLOODY HANDPRINT is smeared on the wall. Tennison steps slowly up to the door and pushes it OPEN.

INT. FARM HOUSE - BEDROOM - NIGHT

An eternity of pain falls on Tennison as the vision before him is burned into his mind. The room is a holocaust of horror. The blood-spattered walls are witness to the carnage. Somewhere in the debris lies Rachel's body. Tennison is frozen to the spot as tears fill his eyes.

Tennison's knees buckle under him, as he walks slowly to Rachel's bloody body.

ECU - Rachel's hand still clutches the Kodacard.

TENNISON reaches down taking the card from her hand. He slowly moves down next to her, laying his body across hers.

DISSOLVE TO:

INT. PASSENGER SHIP - STATE ROOM

CLOSE ON TENNISON'S FACE - Suddenly his eyes FLASH OPEN and he GASPS for air as the CAMERA PULLS BACK to REVEAL that it was just a haunted dream, a vision of what was. Tennison rests silently in the heavily padded state room. A warm light from a near MOON filters in through a small rectangular port next to his bed.

He rolls over in his bunk and stares out the port which looks out into space. This is hardly the man we saw before. A fundamental sadness permeates his being. The life has run out of him. After a moment, he stands and MOVES over to a jacket lying on a LONG PADDED BENCH nearby.

CLOSE ON THE JACKET

Tennison holds up the cuff. A small tag states: HOSPITAL FOR MENTAL HEALTH - SEATTLE

TENNISON rips the tag off and throws it into a disposal chute. He reaches into the pocket of the jacket and retrieves a SMALL GUN made of some super plastic.

CUT TO:

EXT. SHIP & SPACE

The SHIP drifts silently above a BLACK SINISTER MOON rent with VOLCANOS and LAVA FLOWS. The surface takes on an eerie glow from the lava pushing up from below the crusty dark surface. In the distance, an ENORMOUS SPACE STATION drifts toward us against the velvet black sky.

ANOTHER ANGLE

The ship closes on the space station. As it approaches, a large bay OPENS in the CENTER of the station.

DISSOLVE TO:

INT. SPACE STATION - DOCKING GATE

F.S. - CAMERA DOLLIES through the BOARDING AREA of the station. Constructed in a gentle curve, this area contains GATES for about fifteen spaceships to dock. All manner of ships use this station as a stop-over and refueling station.

CAMERA MOVES UP to one of the nearby GATES. Two LARGE TOUGH-LOOKING men - BECK and KOWOLSKY stand waiting near the door. We can see from their dress and demeanor that they are COPS of some sort.

Suddenly, a RED SIGN above the door LIGHTS UP. It STATES:

CONTINUED:

"DOCKING COMPLETE - MEET ARRIVING AT THIS POINT"

The two men watch the door - SOON: The door OPENS -

As the passengers filter out, Beck and Kowolsky scan the travelers for their prey. Tennison moves among them trying his best to blend in with the others. Out of the corner of his eye he SPOTS the two cops.

Beck and Kowolsky see Tennison and start moving, through the crowd, toward him. Tennison pushes his way through the travelers. He turns a corner, hiding behind a large conduit pipe near the wall. Tennison closes his eyes, giving a SIGH of relief.

Opening his eyes he peeks around the corner and comes face to face with Kowolsky. Tennison turns away only to find Beck holding a LARGE GUN standing behind him. Beck slaps a HANDCUFF on one wrist and SMILES at Tennison.

KOWOLSKY

Tennison. You've caused us quite a bit of trouble.

BECK

And the taxpayers a lot of money.

TENNISON

Look at it this way, it gives work to the unemployable.

Beck turns Tennison around and FRISKS him. Reaching into Tennison's jacket, Beck pulls out the GUN we saw before.

BECK

Ah man, why do you do you have to do this shit? We were just going to take you back, now we've got to arrest you.

Beck reaches into Tennison's shirt pocket and finds the KODACARD.

TENNISON

Give that back to me!

Beck puts the card in his pocket.

BECK

Relax, you'll get it back later.

Kowolsky grabs his arm and snaps a handcuff on his other wrist. They stand on either side of Tennison, their wrists handcuffed to his.

CONTINUED:

KOWOLSKY

Come on, let's go.

They MOVE Tennison out toward the main boarding area where they have to pass through a Security Checkpoint. Their eyes SCAN the human turbulence around them.

They ARRIVE at the Security Checkpoint. A MAN dressed in a Commander's uniform has just passed through. The SECURITY GUARD takes Tennison's papers.

SECURITY GUARD

Not staying long I see? I.D. Please.

Tennison offers his arm up to the guard who runs a LIGHT PEN over a BAR CODE TATOO on his forearm. A MONITOR nearby brings up a picture of Tennison and his complete personal history.

ANGLE ON TENNISON

Something is percolating as his captors busily sort through their papers.

SECURITY GUARD

You're cleared...That's gate nine... Next!

TENNISON WATCHES Nolan walk into the a door marked "REST ROOMS"

The cops finish checking Tennison through and the three of them continue WALKING through the CROWD.

TENNISON

(to Kowolsky)

I've got to take a leak.

KOWOLSKY

Forget it... you can wait.

BECK

(to Tennison)

This must be kind of hard on ya...Seeing all these ships... I mean didn't you used to be a starship commander?

Tennison doesn't even look up.

KOWOLSKY

(to Beck)

So what happened to him?

BECK

Some guy killed his girlfriend, and he flipped out.

CONTINUED:

TENNISON

She was my wife...I warning you, don't talk about her... Now give me the picture back.

BECK

You'll get it back when we tell ya, you can have it back, ok? Anyway, I guess they never caught the guy. It was terrible what he did to her. She didn't die right away.

(to Tennison)

I heard you had to pull the plug on her in the hospi...

SUDDENLY - Tennison EXPLODES in anger and plants a KICK to Beck's groin. He doubles over in pain pulling Tennison down with him. The other cop pulls out a PSD (Prisoner Suppression Device) and places it against Tennison's temple. Working like a cross between a Taser and Electro Shock, it sends a heavy electrical current through his brain.

Tennison COLLAPSES - We HEAR the CRACKING SOUND of his head hitting the metal grid which makes up the floor. Pissed, Beck who was doubled over gets up and KICKS Tennison a couple of times.

A STATION SECURITY GUARD sees what's going on and MOVES over to them. The TWO MEN wave him off and pick Tennison UP.

BECK

Everything's fine...no problem.

The SECURITY GUARD disappears back into the crowd. Tennison now unconscious, is BLEEDING from the mouth.

BECK (cont.)

I think we better clean him up...wouldn't look good...You ok?

The other cop WINCES in pain.

KOWOLSKY

Yeah, great.

INT. LAVATORY

The TWO COPS drag their prisoner into the all-white room leaving a trail of Tennison's blood on the floor. They MOVE him over to one of the sinks that line the wall. Tennison is doubled over. Beck removes his handcuff from Tennison so that he can clean up.

LOW ANGLE ON TENNISON

CONTINUED:

Unseen by the others, his eyes OPEN and look back. SUDDENLY, he LUNGES at Kowolsky who he's still cuffed to, smashing the man's head into the metal wall. Kowolsky PLUMMETS to the floor, UNCONSCIOUS.

BECK takes out the PSD out of his pocket moves toward Tennison. Tennison turns and KICKS the man in the groin again. He goes down like a sack of wheat. Tennison turns back to Kowolsky, the cop he's still cuffed to and goes through his pockets. In the background we SEE Beck throwing up.

TENNISON finds the KEY and undoes his cuffs. At the same time Beck, who was throwing up is now CRAWLING over toward Tennison and REACHING for the PSD which fell on the floor. Tennison moves over and picks up the device just before Beck can grab it. Tennison PRESSES the device against Beck's forehead and switches it ON.

LOW ANGLE ON THE FLOOR

The UNCONSCIOUS FORM of BECK falls INTO FRAME, then the PSD lands next to his head. Tennison's foot ENTERS FRAME and CRUSHES the device.

Tennison reaches into Beck's pocket and retrieves the KODACARD. He walks over and PICKS UP the GUN that Kowolsky dropped in the scuffle.

JUST THEN - A MAN dressed in a SHIP COMMANDER'S UNIFORM steps out from one of the toilet stalls - COMMANDER NOLAN. He STOPS dead in his step as he comes face to face with Tennison holding a GUN at his face.

CUT TO:

INT. BELLEROPHON - AIR LOCK, CORRIDOR and BRIDGE

CLOSE - The FEET of a young woman MOVE across the alloy GRATING which comprises the floor of the spacecraft. CAMERA MOVES UP to REVEAL - DARCY RIFE

Darcy is in her early thirties and has a certain demeanor that is friendly yet somehow lets us know she's in charge. Her hair is cropped to a business-like length and she wears a grey-green flight jacket.

The entire ship has the same internal structure looking like some monstrous spider has been working overtime.

All of the corridors and walls are made of the same HEAVILY VENTED material held together by long sweeping sculpted panels. The total effect is beautiful yet oddly disturbing.

CONTINUED:

SEVERAL CREWMEN and TECHNICIANS filter past Darcy as she moves down the corridor toward the BRIDGE at the front of the ship. Just as she is about to enter the bridge, she spots a man parked in the corridor.

Propped up against the SPACESUIT RACK is JAKE (Dog) HURLEY. Dog is CHIEF ENGINEER aboard the Bellerophon. He is a big bear of a man with a friendly grin. There is nothing refined about Hurley, his jokes are bad and his demeanor crude. He has the appalling habit of sniffing at his armpits. One is never sure if this is to check himself for B.O. or just to get a rise out of his fellow crew members. Still and all you can't help but like "Dog" Hurley.

DOG

Darcy...If you keep walking in and out of here, you're gonna wear out the floor.

DARCY

We're not going to make it if we don't lift off soon. I've got seventeen hundred crates to deliver and I've got three people missing... How much time left in our window?

DOG

About fifteen minutes...

DARCY

Oh great! Well let's start locking it down anyway.

DOG

Ok. Well, wait a minute I could be a Commander.

Darcy Looks at him ASKANCE and WALKS OFF. Dog takes a sniff of his shirt.

CUT TO:

INT. BELLEROPHON - ENGINEERING BAY

CLOSE - A SIGN above the door LIGHTS UP: "WARNING - DOOR CLOSING - CLEAR APERTURE"

CAMERA PANS DOWN to a YOUNG WOMAN as she moves through the doorway. The nearly-pretty well-scrubbed brunette is dressed in a familiar grey-green flight jacket - AVERY Functioning as NAVIGATOR and COMMUNICATIONS OFFICER aboard the Bellerophon, she has a wistful quality which is at once disarming. Accompanying her is a YOUNG MAN -

CONTINUED:

DAVID LEVIN is in his early twenties and is working as a technical advisor on the recently installed TWO DIMENSIONAL DRIVE UNIT.

FULL SHOT - Avery and Levin move through the Engineering Bay which includes the MAIN DRIVE ENGINES and the 2D UNIT. The TWO DIMENSIONAL DRIVE UNIT is curious in every aspect. It's odd shape is matched only by its overwhelming size. Its overwrought proportions make us immediately uneasy. Avery and Levin TALK as they MOVE through the shadows of these great beasts.

LEVIN

So have you ever gone Two Dee before?

AVERY

Just once... I'm not crazy about it. I have no desire to be a pancake. We'd better get up front and let Darcy know we're here.

LEVIN

In a second, I just want to check the set up on the initial shell.

CUT TO:

INT. SPACE STATION - CORRIDOR

CLOSE-UP - MONITOR

The DEPARTURE SCHEDULE normally on the monitor is ABRUPTLY replaced by a MUG SHOT of Tennison. A VOICE comes on -

VOICE (O.S.)

Your attention please...your attention please...an escaped mental patient is believed to be at large aboard the Demeter station. He should be considered armed and....

CAMERA PANS DOWN to Tennison standing below the monitor wearing a Commander's uniform carrying Kowolsky's GUN which looks like a high-tech version of an Uzzi. He looks around for a place to hide.

Suddenly he SEES Beck and Kowolski MOVING toward him in the distance among the CROWD. SEVERAL station SECURITY GUARDS are with them. JUST THEN one of GUARDS SPOTS Tennison. They start pushing their way through the human forest.

TENNISON suddenly BOLTS through the crowd, knocking people aside. Looking over his shoulder, he ducks into an OPEN DOORWAY. Just as he passes through, the door slides SHUT.

CONTINUED:

INT. BELLEROPHON - AIR LOCK

Tennison presses his face against the door. Either he's caught or he's safe, in either case it's a relief. He turns slowly away from the door just as Darcy ENTERS from an adjacent corridor.

DARCY
Commander Nolan?

Tennison TURNS toward her raises the gun into VIEW.

TENNISON
Not quite.

DARCY stares at Tennison - WIDE-EYED. Just then Dog appears at the door.

DOG
What's going on?

TENNISON levels the gun at Dog.

DOG (cont.)
Shit!..

TENNISON
(to Darcy)
How many people are on this ship right now?

Dog makes a move toward Tennison. Tennison FIRES a ROUND near Dog's HEAD. He ducks as the GLOWING SHELL ricochets around the room. The BLAST knocks Darcy down as she loses her footing. Tennison looks on seemingly uninvolved.

DOG
Jesus!.. You got some kind of death wish?

TENNISON
How many?

DARCY
I don't... I don't know, maybe fifteen.

TENNISON
You're going to go in there and tell them all to leave.

DOG
What are you going to do?

CUT TO:

INT. SPACE STATION - CORRIDOR

CLOSE ON BECK & KOWOLSKY

They stand peering into the CROWD for some sign of their prey.

KOWOLSKY

You check the lounges, I'll start with the gates.

CUT TO:

INT. BELLEROPHON - AIR LOCK

TENNISON stands near the door holding the GUN on Darcy, Dog, SEVERAL CREW MEMBERS, and STATION TECHNICIANS.

He PRESSES a button on the door. As the DOOR slides OPEN Tennison glances out into the space station. SEEING that it's all clear, he MOTIONS for the GROUP to move OUTSIDE.

EVERYONE other than Darcy and Dog EXIT. TENNISON motions for them to leave too.

TENNISON

You too, out.

Dog LOOKS to Darcy for her reaction. She NODS. Dog walks OUTSIDE.

INT. SPACE STATION - CORRIDOR

CLOSE ON KOWOLSKY

SUDDENLY he spots Tennison and the CROWD of people at the gate. He MOTIONS for the OTHER SECURITY GUARDS to follow. He pulls out a GUN and SHOUTS to the crowd in front of him.

KOWOLSKY

Out of the way! Get out of the way!

The CROWD begins to SCATTER.

INT. BELLEROPHON - AIR LOCK

Tennison SEES BECK and the OTHERS, heading for him. He aims the gun at Darcy.

TENNISON

You...out!

CONTINUED:

DARCY

You are not taking my ship. I've only got three hundred and forty three more payments on it. Where it goes I go!

ANGLE ON KOWOLSKY & BECK

Closing FAST. Beck takes a MILITARY STANCE and lets go with a BURST of FIRE from his gun. The SHELLS EXPLODE against the door frame.

TENNISON aims the gun at Darcy's head.

TENNISON

(yelling at Darcy)

You don't want to go where I'm going. I swear if you don't leave...

Darcy SUDDENLY SLAMS her hand on the DOOR SWITCH. It ROLLS SHUT with a CLANK trapping her and Tennison INSIDE.

INT. SPACE STATION - GATE

Beck and Kowolsky stand LOOKING at the locked GATE. Beck is pissed.

KOWOLSKY

I want that ship stopped.

CUT TO:

EXT. BELLEROPHON - EMERGENCY HATCH

We SEE Dog at work operating a rotary lock on the OUTSIDE EMERGENCY HATCH.

INT. BELLEROPHON - BRIDGE

TENNISON & DARCY enter the bridge. CAMERA PULLS BACK as Tennison MOVES quickly up to the COMMANDER'S STATION near the front of the bridge.

HE PRESSES one of the captive silver balls that make up the controls on her panel. The OPERATING LIGHTS on the darkened bridge SUDDENLY come ON. Tennison is surrounded by an array of computer READOUTS and DISPLAYS.

Reaching into his pocket, Tennison pulls out a COMPUTER PELLET and pushes it into a RECEPTACLE on the console. The MONITOR in front of him READS:

"COURSE LAID IN - AND SECURED"

CONTINUED:

Tennison TURNS his attention to the VIEWPLATE at the front of the bridge. He operates a control in front of him. SUDDENLY the floor to ceiling screen LIGHTS UP with a view of the DOOR and the STARS that lie beyond.

CUT TO:

INT. BELLEROPHON - CORRIDOR

AVERY and LEVIN are TALKING as they walk toward the front of the ship. SUDDENLY - The ship LURCHES nearly knocking Levin and Avery off there feet.

LEVIN

What the hell?...

AVERY

Something's wrong, come on.

Avery and Levin move quickly up the corridor toward the COMPUTER ROOM.

CUT TO:

EXT. BELLEROPHON

We now SEE the Bellerophon complete as it breaks out of its moorings - It's a beautifully sleek spacecraft of just over 750 feet in length.

INT. BELLEROPHON - COMPUTER ROOM

ANGLE ON A MONITOR

ON the SCREEN we see an ANGLE of the BRIDGE showing Tennison holding a GUN on Darcy. CAMERA PULLS BACK to include Avery and Levin standing, watching the monitor. The room they're in is alive with ticking computers and various monitoring equipment.

LEVIN

Holy shit!

AVERY

What are we going to do?

Just then a voice comes from BEHIND them.

DOG

I've got an idea.

Avery and Levin spin around and see Dog SMILING at them.

CUT TO:

EXT. BELLEROPHON & SPACE STATION

It's elegant form GLIDES SMOOTHLY out of its berth inside the space station.

INT. SPACE STATION - TRAFFIC CONTROL

A SMALL ROOM, filled with computer screens and bathed in a subdued GREEN LIGHT, is the central nervous system for the space station.

BECK and KOWOLSKY stand behind a STATION TRAFFIC CONTROLLER who SITS in front of a TRAFFIC MONITOR. They watch a DISPLAY of ships coming in and out of the station.

The CONTROLLER presses a button on his panel and SPEAKS into his HEADSET.

CONTROLLER

Bellerophon. This is Demeter Traffic Control...
Come in please...Bellerophon....

CUT TO:

EXT. BELLEROPHON & SPACE STATION

The SHIP glides toward the open GATEWAY.

CUT TO:

INT. SPACE STATION - TRAFFIC CONTROL

ECU - CONTROLLER

CONTROLLER

Bellerophon, abort departure. This is by
order of the Dock Master... Repeat, abort
departure...Bellerophon, do you copy?

The Controller turns back to Beck.

CONTROLLER

(to Beck)

They've closed channels... Do you want me to
shut the gate?

CUT TO:

INT. SPACE STATION - DOCKING BAY

We see the Bellerophon half-way out of the immense doorway which leads to OPEN SPACE, a HUGE VISTA of STARS lie beyond.

INT. BELLEROPHON - BRIDGE

Tennison TURNS his attention to the VIEWPLATE. On the SCREEN we can see the DOOR is SLOWLY CLOSING on the Bellerophon. Tennison hits another switch, then speaks into the console.

TENNISON

Computer..half ahead...twenty degrees Port.

DARCY WATCHES - WIDE-EYED

DARCY

Please don't dent it.

CUT TO:

EXT. BELLEROPHON

We SEE the ship TWIST and pick up speed as it just barely clears the DOORS.

ANOTHER ANGLE

The ship PULLS AWAY from the SPACE STATION.

INT. SPACE STATION - TRAFFIC CONTROL

We SEE the GROUP REACT - Beck is PISSED, Kowolsky seems more accepting of the situation.

BECK

Son of a bitch!

KOWOLSKY

Forget it, man. It not worth it. I don't want die in space. That guys nuts.

CUT TO:

EXT. BELLEROPHON & SPACE

SUDDENLY the ship picks up TREMENDOUS SPEED and MOVES OUT into the VOID.

CUT TO:

INT. BELLEROPHON - BRIDGE

DARCY breathes a SIGH of relief.

CONTINUED:

TENNISON

Computer, ahead full....

(looking back at Darcy)

Darcy, isn't it? We're going to be at the window soon. If you like this ship, then scan field conditions at the window.

She watches him then decides that she better do what he asks. She moves over to the navigation console then hits several controls. She looks up at Tennison.

DARCY

I'm not very good at this but it says conditions are clear. Would you mind telling me where we're going?

Tennison looks tired as he TURNS to her.

TENNISON

To put something right.

CUT TO:

EXT. BELLEROPHON

The SHIP MOVES silent and lonely in deep space against a backdrop of a million stars.

INT. BELLEROPHON - COMPUTER ROOM

HANDS REACH into a locker and pull out a Laser Rifle. CAMERA PULLS BACK to REVEAL - DOG, AVERY and LEVIN. Dog checks the gun over when -

SUDDENLY a WARNING LIGHT flashes ON and a RECORDED MESSAGE echoes through the ship.

VOICE (o.s)

All personnel must report to PDC Units at this time. Two minutes to Compression.

LEVIN

Shit, he's going to make a jump. What do we do now?

DOG

There's four auxiliary units in the Medical Bay.

AVERY

This may work for us. Dog can you rig our tubes to open just ahead of theirs?

DOG SMILES

CUT TO:

INT. BELLEROPHON - PCD STATION

The PDC (Personnel Dimensional Compression) Station is an area adjacent to the bridge and has a SERIES of CLEAR PLASTIC TUBES mounted at an angle against one wall. Opposite that is a bank of control units that operate the tubes.

CAMERA MOVES ALONG the EMPTY TUBES. CAMERA STOPS at the LAST TWO TUBES where we SEE Tennison WATCH Darcy as she settles in. Soon Tennison APPEARS in the tube next to her. The angle at which they are in the tubes makes you think that they would fall forward but they are somehow suspended by an unseen force.

INT. MEDICAL BAY

We see AVERY, DOG, and LEVIN hanging above us in their tubes.

VARIOUS ANGLES

The crew members, the equipment, and the EMPTY SHIP.

ANGLE ON COMPUTER MONITOR

It READS: "INITIATE DRIVE SEQUENCE FOR SECOND DIMENSIONAL SPACE"

A terrible electronic GROWLING SOUND rips through every fiber of the ship. The craft SHUDDERS violently.

ANGLE ON THE TUBES

The BODIES of the crew members turn a peculiar VIOLET and a their features begin to SMEAR. The effect is almost hallucinogenic as though they weren't exactly still there.

ANOTHER ANGLE -

The INTERIOR of the ship suddenly begins to SHIFT COLOR, DEFORM and TWIST.

CLOSE ON THE CREW

Their forms suddenly FLATTEN like sheets of paper. Even in this fattened state, we can SEE slight MOVEMENT in their bodies letting us know they are STILL ALIVE.

EXT. BELLEROPHON & SPACE

The ship begins to SQUEEZE into a TWO DIMENSIONAL PLANE.

CONTINUED:

INT. BELLEROPHON - BRIDGE

The whole scene FLATTENS until it's just a line.

EXT. BELLEROPHON & SPACE

The Bellerophon is now completely compressed, just the flat shape of a ship. It SUDDENLY TWISTS and DISAPPEARS.

ANOTHER ANGLE

The SHEET, which is the ship, twists before us as the SPACE/TIME CONTINUUM rips past us at BLINDING SPEED. Our senses are ASSAULTED with sound and light.

CLOSE ON - VARIOUS CREW MEMBERS

ECU - TENNISON

He "FALLS" through time and space. Hallucinogenic IMAGES assault us.

VERY QUICK CUTS - A MONTAGE of Tennison's PAST.

ULTRA-WIDE ANGLE -

CAMERA DOLLIES QUICKLY into a shot of Tennison lying unconscious in a BATHTUB filled with BLOOD.

Tennison discovers Rachel's mutilated body - Tennison lies next to Rachel.

Tennison is being STRAPPED DOWN to an operating table. A doctor stands in the background holding a LONG GLINTING NEEDLE. A NURSE'S FACE looms over his, saying -

NURSE

This is for your own good.

ECU - RACHEL

RACHEL

I think one of my patients is dangerous.

We SEE Barlow walking down the hall in the FARM HOUSE.

ECU - The NURSE lifts Tennison's eyelid. The NEEDLE moves toward the corner of his eye.

VOICE (O.S.)

If you'd come home sooner you might have saved her.

CONTINUED:

CLOSE UP ON RACHEL

Terror fills her eyes as she sees the phone RING next to her bed.

ECU - TENNISON slits his WRISTS with a RAZOR.

CLOSE ON TENNISON

TENNISON

Rachel! Noooooooo!

A HAND grabs Rachel from behind - She SCREAMS.

Tennison BEING STRAPPED DOWN.

RACHEL

Where ever you are I'll come for you...I promise.

THE IMAGES soon mix into a BLAST of SOUND and LIGHT. Tennison twists in the middle of it like a sheet of paper in the wind.

CUT TO:

EXT. SPACE

An beautiful VISTA of STARS is spread out before us. SUDDENLY in our VIEW, a small LINE APPEARS. It twists sideways and becomes a flat image of the Bellerophon. It then begins to expand into its normal shape.

CUT TO:

INT. BELLEROPHON - BRIDGE

CLOSE ON TENNISON

His face is lined with sweat as though awakening from a terrible fever. He SLOWLY opens his eyes and comes face to face with DOG who is holding a gun on him.

ANOTHER ANGLE

Avery takes her post at the navigation console and plugs herself in. She hits a couple of buttons and her screen BLINKS ON. Darcy MOVES next to her and looks down at Avery's screen watching over her shoulder.

Dog has seated Tennison near the front of the bridge and is holding his gun on him.

DOG

I feel like shit, and I don't usually feel like I look. Where the hell are we?

DARCY
(to Avery)

Avery?

Avery looks up at her then hits a couple of controls on the console.

AVERY
Working.

Levin has moved over to his station and is running programs on his monitors.

LEVIN
I've got massive gravitational field
registering here...I'm checking instrument
continuity.

He hits some controls at his station.

CLOSE ON HIS MONITOR

We SEE a computer WIRE-FRAME graphic of a BLACK HOLE. CAMERA
PANS OVER to Levin's startled REACTION.

LEVIN
HOLY SHIT! Where the hell are we?

CLOSE ON DARCY

She looks back at Levin then down at the panel. Avery PRESSES
another control then looks up at the VIEWPLATE. Her EYES
WIDEN at the oppressive sight before her.

AVERY
A black star!

ANGLE ON THE VIEWPLATE

WE SEE an AWESOME CHURNING storm - A BLACK HOLE. It's dark
core pulling in lifeless remnants of dead planets.

CAMERA MOVES in on AVERY now confronted with the terrible
reality of her situation. CAMERA TILTS UP to DARCY staring
into the face of the MAELSTROM - She is STUNNED.

ANGLE ON TENNISON in the SHADOWS.

CUT TO:

EXT. BELLEROPHON

The SHIP sits silent and lonely in space.

CUT TO:

INT. BELLEROPHON - BRIDGE

THE BLACK STAR looms before us. CAMERA PULLS BACK from the giant VIEWPLATE to include a CLOSE UP of TENNISON - He SITS in a chair at the edge of the room. CAMERA DOLLIES AROUND to include Darcy, Dog and Levin who are TALKING in the background. Darcy is in a highly agitated state. Avery sits quietly at her post watching Tennison. She seems unusually fascinated by him.

CLOSE ON LEVIN, DOG & DARCY

DARCY

How soon I can re-initiate the dimensional drive?...I want to get out of here.

LEVIN

No unit has ever made a single jump of this magnitude before...Assuming the drive is undamaged...at least twelve hours to cool... We should do a complete structural analysis of the ship.

DOG

Just how far from Earth are we?

LEVIN

Avery figures about forty three thousand light years.

Darcy is taken aback. She take a deep breath.

DARCY

Oh God.... What about the Black Hole?

LEVIN

Before the jump we'll need to move out as far as possible from the gravitational field.

DARCY

All right, let's get started.

DOG

What are we going to do with him?

LEVIN

We could lock him up.

DARCY

I'd rather he was where we can keep an eye on him. Avery can take care of herself. She can watch him.

CUT TO:

INT. BELLEROPHON - ENGINEERING

Dog, and Levin WALK through the engineering bay toward the "steaming" 2D UNIT. Levin holds a small device that takes magnetic field readings.

INT. BELLEROPHON - COMPUTER ROOM

Darcy is in the computer room doing an analysis of the structural condition of the ship.

INT. BELLEROPHON - BRIDGE

AVERY sits in the darkness holding a laser rifle and watching Tennison who sits a few feet away. CAMERA MOVES SLOWLY around her as she suddenly feels the need to SPEAK.

AVERY

Tell me something, what did you expect to find out here?

TENNISON finally looks up at her, for the first time really noticing her.

TENNISON

How do you know, I'm not just running away?

Avery MOVES CLOSER

AVERY

First, there are easier places to get to...

TENNISON

And?

AVERY

I've seen the news reports... I know who you are... Commander Tennison.

He looks at her with a SAD SMILE.

AVERY (cont.)

All this has something to do with your wife's murder. What's out here?

TENNISON

If you're lucky you won't find out. Look, just let me take the ship's shuttle and leave. It's all I want.

CONTINUED:

AVERY

There is no shuttle...But beyond that I'm not going to be a party to more of this...

AVERY GRABS his ARM and turns his wrist over. We SEE the SCARS of his razor. Tennison pulls his wrist away.

AVERY (cont.)

See, I don't believe you had any intention of hurting anyone.

Tennison just looks at her.

TENNISON

I guess you don't know me.

AVERY

Better than you think...

JUST THEN - an ALARM SOUNDS

ANGLE ON AVERY

A LIGHT on her PANEL lights - An object is being scanned on her MONITOR. Avery MOVES to her console hits a few controls then speaks into the monitor.

AVERY

(into the console)

Darcy...Darcy?

DARCY (o.s.)

What is it?

AVERY

I've picked up two objects on my screen. One is a larger C class ship.

ANGLE ON TENNISON

DARCY

A ship out here... It's not possible.

AVERY

The other vessel appears to be an escape shuttle. It's running a distress signal.

DARCY

On my way.

CUT TO:

EXT. BLACK HOLE

We SEE a SMALL SHUTTLE CRAFT pulling AWAY from a DARK SHIP outlined against the BLACK STAR.

INT. BELLEROPHON - BRIDGE

Darcy MOVES UP toward the FRONT of the bridge near the VIEWPLATE.

DARCY

Avery, get me a LRV on the screen of that lifeboat.

Avery hits a couple of buttons causing the floor to ceiling viewplate to light up with an IMAGE of the SHUTTLE gliding toward them. Tennison STANDS and MOVES CLOSER to the screen. Dog MOVES up also, keeping one eye on Tennison.

AVERY

I'm scanning the mother ship now...

LEVIN

What's its condition?

AVERY

Slipping...The gravitational field from the black star should pull it in soon.

DARCY

And our position?

AVERY

Stable...We can hold this for another fourteen hours.

DARCY

What's the registry on that ship?

TENNISON

It's the Mordor.

VIEWPLATE - ON THE MORDOR - It sits DARK and SINISTER against the Black Hole.

Levin MOVES up near the rest of the group.

DARCY

I've heard that name before.

CONTINUED:

LEVIN

First ship to go into dimensional space. It was reported lost. The theory is that during the return voyage they popped into...a black hole. No ship has been allowed to go out so far since.

FAVORING THE VIEWPLATE

AVERY

Some kind of archeological expedition...

DOG

I don't want to sound like Mr.Doom here but don't we have enough problems? (looking over at Tennison) I don't think we should let that shuttle dock.

TENNISON

He's right.

DOG

Don't agree with me, it looks bad. Can we lock this guy up?

ON THE VIEWPLATE

The SHUTTLE is growing LARGER on the screen.

DARCY

While I share your feelings, the laws regarding lifeboats are quite specific...we don't really have a choice...Prepare to bring it alongside...Dog, I want you and Levin armed, and I want a thorough scan of that craft before we open it up...could be a plague ship.... and find a place for him. (indicating Tennison)

ANGLE ON TENNISON

CUT TO:

EXT. BELLEROPHON & SHUTTLE

LOW ANGLE - looking up at the Bellerophon, we SEE a SMALL BULLET-SHAPED ship dock alongside.

INT. BELLEROPHON - AIR LOCK & DOCKING BAY

CLOSE ON AIR LOCK DOOR

CONTINUED:

CAMERA PULLS BACK to include ALL the CREW of the BELLEROPHON. Tennison is NOT among them. STANDING on EITHER SIDE of the door, they wait for the AIR LOCK to cycle.

VARIOUS SHOTS -

CLOSE ON - DARCY - Watching

DOG and LEVIN - Ready their guns.

AVERY - Waiting

SUDDENLY the DOOR in front of them OPENS revealing an EMPTY Air Lock - AFTER a FEW BEATS - The DOOR at the other end LEADING INTO the SHUTTLE OPENS.

A FOUL SMOKE escapes from the shuttle door. There is only BLACKNESS inside the waiting doorway.

ANGLE ON DARCY

DARCY

Levin you stay here...Dog, you
....check it out.

ANOTHER ANGLE

Dog turns ON the portable LIGHT he carries in one hand. CAMERA MOVES SLOWLY with Dog as he steps into the DARKNESS of the doomed craft.

INT. SHUTTLE

LIGHT STREAMS IN from behind Dog as he ENTERS the ill-fated ship.

DOG'S POV

Dog focuses the light on VARIOUS OBJECTS in his path. The craft is filled with DEBRIS seemingly the record of some TERRIBLE STRUGGLE. Portions of the walls are CHARRED and BLACKENED.

Several CROSSES and strange RELIGIOUS SYMBOLS have been painted on the walls in BLOOD. JUST THEN, a large METAL BOX looms up in our view. Its presents fills Dog with an overwhelming sense of dread.

SUDDENLY, out of the shadows -

A MAN wearing a sooty green SPACE SUIT charges toward him and OUT the DOOR.

CONTINUED:

INT. BELLEROPHON - AIR LOCK

The MAN BOLTS out past Levin and the others. STARTLED, Levin FIRES WILDLY - The BLAST ricochets off the wall.

The MAN runs down the corridor, PAST THEM into the DAY ROOM where he collapses on the floor.

ANGLE ON THE CREW - STUNNED

CUT TO:

INT. BELLEROPHON - STORAGE ROOM

Tennison paces back and forth in a small storage room filled with SPACESUITS and EQUIPMENT. After a moment, He sits among the debris and reaches into his pocket, withdrawing the KODACARD. Pressing a tab on the side, the card LIGHTS UP.

CLOSE ON THE CARD

AN IMAGE of RACHEL appears on the card.

RACHEL

If only I could see your face again... I love you... Nothing can keep you from me... Nothing.

TENNISON'S EYES glaze over as the card starts to repeat its message.

CUT TO:

INT. BELLEROPHON - MEDICAL BAY

The Medical Bay is divided into two different rooms. The outer area is a general examining room which contains the auxiliary PDC UNITS. The inner room, which is divided by glass, is the O.R. area. The MAN'S BODY has been placed on an EXAMINING TABLE. Readouts at the bottom of the table are showing the man's condition.

Avery, and Levin STAND next to the table wearing protective suits. Dog and Darcy watch from the outer room.

CLOSE ON THE MAN'S HELMET

The helmet's clear plastic face plate is completely fogged over. We can see only the outline of a face inside. Avery looks down at one of the READOUTS.

AVERY

He's clean.

CONTINUED:

LEVIN

I'm going to remove the helmet.

LEVIN PULLS the release at the side of the helmet. We HEAR the RUSH of AIR as the seal is broken. Levin pulls the helmet from the man's head REVEALING the GAUNT VISAGE OF -

ANTON BARLOW

AVERY

Is he dead?

LEVIN

Coma.

AVERY

What are those marks?

A CLOSER VIEW of Barlow's face REVEALS a series of SMALL CIRCULAR MARKS which have the appearance of BURNS. Levin WINCES.

LEVIN

The plague?

AVERY

The marks are too symmetrical.

ANGLE ON DARCY & DOG - They talk behind the glass - We can't hear what they're saying.

A NEW ANGLE - AVERY reaches into the pocket of Barlow's spacesuit. She pulls out a wallet and looks at his I.D.

TENNISON

His name's Anton...Barlow.

CLOSE TWO SHOT - DARCY & DOG

CUT TO:

EXT. BELLEROPHON

The NEUTRON STAR spews deep purple tendrils which reach out from the black core. The Bellerophon hovers silently on the brink of annihilation.

INT. BELLEROPHON

In a heated discussion, Dog and Darcy MOVE BRISKLY through the corridors of the ship toward the computer room. AS THEY WALK-

CONTINUED:

DOG

I think you should lock them both up....For all we know this Barlow and this Tennison guy are in this together.

DARCY

I just want get out of here and get those crates delivered...Ok...Look, bring aboard anything from that shuttle that might be important then jettison the shuttle. Tell Avery to try to contact the Mordor to raise any survivors...when you're done... Check on our new visitor and lock him in the Medical Bay.

CUT TO:

INT. BELLEROPHON - MEDICAL BAY

CAMERA MOVES in slowly on Barlow resting on the medical table. JUST AS - his face fills the SCREEN, his EYES pop OPEN. He gets up from the table and MOVES to the DOOR. He tries the door switch and finds it LOCKED. Irritated, he begins pacing around the room like a caged animal.

CUT TO:

INT. BELLEROPHON - CORRIDOR

CAMERA MOVES with Dog as he WALKS toward the MEDICAL BAY.

INT. BELLEROPHON - MEDICAL BAY

ECU - BARLOW'S FACE fills half the frame - on the other side WE SEE the doorway. Barlow is sitting up with his eyes closed like he's meditating. AFTER A BEAT - Dog ENTERS.

Barlow looks over at Dog. Dog just stares at him.

DOG

Hey man, you all right?

BARLOW

Quite all right...Anton Barlow.

Barlow sticks out his hand to Dog. Dog just looks at him, not knowing what to think. Barlow SMILES.

BARLOW (cont.)

You don't want to shake my hand? Is something wrong with me?

CONTINUED:

Barlow reaches over and picks up a mirror sitting on a table nearby. He looks at his face. Running his fingers over the "burn" marks, he looks back at Dog.

BARLOW

Shit, look at that...I wouldn't shake my hand either...What the hell happened to me?

We sense that Barlow is trying to remember something.

DOG

What did happen out there? Where's the rest of the crew?

Barlow's mood suddenly becomes more solemn.

BARLOW

...They're dead.

DOG

All of them?

BARLOW

(shouts)

Yes, all of them!

DOG

Well, what happened to them?

Barlow starts getting sort of "TWITCHY".

BARLOW

Hey, I didn't kill 'em...I told 'em, I said "Don't fuck with it"...Don't fuck with it man...They didn't listen...They bought their ticket..and took the big elevator... down...

Suddenly, a thought strikes Barlow.

BARLOW (cont.)

The BOX...where's my box...The big metal box, where is it?

Dog STARES at Barlow with look that shows he's thinking the same thing we are... "This guy off the deep end."

DOG

I don't know. I guess on your shuttle.

BARLOW

Good...That's good...And the boat, the shuttle?

CONTINUED:

DOG

It's going to be jettisoned in a couple of minutes...

BARLOW

I have to have that box!

DOG

Well, I'll see what I can do...Look, I gotta check in with the bridge and let them know you're awake now.

BARLOW

I don't think we should get into that right now...It's not a good idea.

Dog starts to move for the door.

DOG

Yeah, well...why don't you just relax here...yeah...I'll...

BARLOW

I don't want to do this with you right now...

JUST THEN a small TRICKLE of BLOOD starts to come from Barlow's nose. He gets a peculiar sick look on his face and starts to double over.

BARLOW

Hey, wait...I don't feel so well.

Dog TURNS and WALKS back toward Barlow.

DOG

You're bleeding.

ANGLE ON BARLOW

He SUDDENLY rises up with a huge SYRINGE in his hand. He plunges the ten inch needle into Dog's chest. Dog STRUGGLES to get his gun but Barlow grabs his hand. Barlow PUSHES on the PLUNGER of the hypo forcing a huge amount of AIR through the needle. Dog looks at Barlow in shock.

LOW ANGLE ON THE FLOOR

Dog's body falls into frame next to his gun. Barlow's hand reaches in and retrieves the weapon.

CUT TO:

INT. BELLEROPHON - STORAGE ROOM

Tennison is SEARCHING through the equipment in the room trying to find something to use to unfasten the electric switch operating the DOOR LOCK. SUDDENLY, he spots the utility belt attached to one of the SPACESUITS. A SET of high-tech power wrenches hangs from the belt.

CUT TO:

INT. SHUTTLE

CLOSE UP on the wall of the SHUTTLE

We see an array of crosses and religious symbols that have been painted on the wall. CAMERA PULLS BACK to REVEAL Levin holding a light up on it. He rummages through the debris and pulls up a bible and some metal crosses. A SHADOW PASSES over Levin. He continues to examine his find.

LEVIN

Hey Dog, I wonder if this was some kind of religious sect?

"SHADOW"

Hardly...

He holds up a drawing that looks like a child's scribble of the devil. Levin looks at the drawing then bends down and picks up a stack of papers from the floor.

LEVIN

But somebody was afraid of something. There's a stack of these here.

As Levin STANDS, we SEE Barlow looming up behind him. Suddenly aware of Barlow's presence, Levin SPINS AROUND.

LEVIN

What...

Barlow AIMS his gun at Levin's face and FIRES. The BLAST blows Levin back into the rubble.

ANGLE ON BARLOW

Barlow steps up to the LARGE METAL BOX we saw before and begins DRAGGING it out of the shuttle and onto the Bellerophon.

INT. BELLEROPHON - DOCKING BAY

Just as Barlow gets the box situated -

CONTINUED:

THE MUZZLE of GUN come to rest on his ear. CAMERA PULLS BACK to REVEAL - TENNISON

TENNISON

Barlow.

Barlow TURNS SLOWLY facing Tennison's gun. Barlow SMILES. Barlow extends his hand. Then SHAKES his head.

BARLOW

What's the problem? Hey, do I know you?

TENNISON

You remember Rachel?

BARLOW

She made extra copies of my files. That's how you found me. That fucking cunt...

Tennison starts to PULL the TRIGGER.

BARLOW (cont.)

Doesn't seem like quite enough, does it? Sorry babe, I'm out of suggestions.

JUST THEN - The BLOODIED BODY of LEVIN appears in the doorway to the shuttle. He GROANS and slumps down in the door. Tennison is momentarily DISTRACTED.

Barlow TWISTS AROUND and with a venomous BLOW from the back of his hand sends Tennison FLYING toward the door to the shuttle.

Barlow POUNCES on Tennison before he can get to his feet. He PICKS him up and THROWS him into the shuttle. Barlow kicks Levin's body inside and REACHES around to the door control.

PRESSING the SWITCH, Barlow STEPS BACK into the OPEN DOORWAY as the door begins to drop down. Tennison rushes to the door. TOO LATE - The door CLOSES plunging Tennison into Darkness.

INT. BELLEROPHON - DOCKING BAY

CU - BARLOW'S HAND hits a lever marked "EMERGENCY DISENGAGE"

CUT TO:

INT. SHUTTLE

The craft LURCHES sending Tennison flying across the room. We HEAR a heavy clanking SOUND AS -

CONTINUED:

CU - The DOCKING SEAL clasps OPEN releasing the shuttle from its perch.

EXT. SHUTTLE

We SEE the small craft break away from the Bellerophon and DRIFT back toward the TWISTING MAELSTROM of the neutron star. The shuttle begins to spin out of control.

INT. BELLEROPHON - BRIDGE

CAMERA MOVES IN on Avery who reacts to the sound. Darcy ENTERS from the corridor and quickly approaches Avery.

DARCY

What was that?

AVERY

Shuttle...broke loose.

INT. SHUTTLE

Tennison is thrown against the wall as debris flies through the air. Summoning all his strength, he struggles desperately to get to the shuttle's control console. He is tossed back again, this time striking his head on a piece of metal debris. Tennison slumps back, unconscious.

EXT. SHUTTLE

The craft continues to "fall" out of control toward the black hole.

INT. BELLEROPHON - BRIDGE

CLOSE ON MONITOR -

We SEE a BLIP against a star field on the screen. The object keeps getting smaller and smaller. CAMERA PULLS BACK to include Avery and Darcy.

AVERY

I've got it.

Darcy moves over to one of the other consoles. She presses a button and speaks into the unit.

CLOSE ON DARCY

CONTINUED:

DARCY

Dog...Levin....answer me...come on Dog.

VARIOUS ANGLES of the Bellerophon - EMPTY. THEN an ANGLE on Dog - dead on the floor.

ON Darcy - She TURNS to talk to Avery but SUDDENLY is confronted with Barlow's FACE. He SMILES.

BARLOW

Hi....Anton Barlow.

He sticks out his hand to Darcy. She just looks at him with a shocked stare. AVERY LOOKS UP at Barlow.

BARLOW

Not a good day for handshakes I guess...and I want to thank you for picking me up...I never thought anyone would ever find me...yeah well, I just came up to tell you that there is some kind of problem with the docking release.

Avery and Darcy are well aware that there is something very wrong here.

AVERY

What...what sort of problem?

Barlow turns his attention to Avery. We see a slimy glow from Barlow's face that tells us that he is immediately struck by Avery.

BARLOW

It was a sort of funny noise.

DARCY

Where are the others...Levin and Dog?

BARLOW

You know I think they might be on the shuttle.

AVERY

I'll lay in a course...

BARLOW

No, I don't think that's a good idea...in fact, move away from the controls.

Barlow PULLS the gun out of his pocket and levels it at Avery's head. Her face goes white as a sheet. He grabs her by the arm and backs her away from the console.

BARLOW (cont.)

You see, I just can't have you going back for it.

CONTINUED:

He MOTIONS for Darcy to move away from the controls as well. He gives Avery a PUSH throwing her against Darcy and away from the console.

He looks down at the controls and uses a "MOUSE" like device to lay in a NEW COURSE.

CUT TO:

EXT. BELLEROPHON & SPACE

It SUDDENLY begins to ACCELERATE out across the vista of the neutron star.

ANOTHER ANGLE

We SEE the SHUTTLE in the FOREGROUND still spinning out of control. In the distance, the Bellerophon shrinks from view as it leaves the fragile lifeboat far behind.

INT. SHUTTLE

CLOSE ON TENNISON

He COMES TO and looks out the small port next to his head. The stars spin around outside. He pulls himself along the wall until he reaches the control console. He pulls himself up into the seat and hits several buttons. SUDDENLY the lights on the panels BLINK ON. He plunks away at several other switches.

EXT. SHUTTLE

The craft slowly stops spinning and rights itself.

INT. SHUTTLE

ECU - MONITOR

We SEE a field of STARS being scanned. A RED BLIP appears on the screen accompanied by "ELECTRONIC PINGING".

CLOSE ON TENNISON

He bangs away at the ship's controls.

ANGLE ON THE MONITOR

Words APPEAR: "Plot course to intercept Bellerophon"

AFTER A BEAT

CONTINUED:

"Unable to compute, fuel reserves 92% exhausted"

ANGLE ON TENNISON

He looks down at the screen, his eyes narrow as his fate closes in on him. Then he begins typing in another burst of computer commanders.

ON THE MONITOR

ON SCREEN: "Compute and execute intercept course w/ Mordor"

IT REPLIES: "Course laid in - Executing now"

We HEAR the SOUND of the ENGINES as the ship pulls out of its drift toward the black hole.

EXT. SHUTTLE

The shuttle is dwarfed in our view by the swirling storm of the black star. The ship moves across the scene toward the Mordor which appears as a speck in the distance.

INT. BELLEROPHON

CLOSE ON BARLOW

He sits at the control console looking at the monitor. Darcy and Avery are standing in the corner watching him. JUST THEN, Avery unable to take any more of this, moves up to Barlow.

AVERY

Look Mr.Barlow we've got to go back.

Barlow pulls up a menu on the computer and begins scrolling through it.

BARLOW

I wonder if this thing's got any games on it.

AVERY

It doesn't have any games...Turn the ship around and go back.

Barlow stands and moves up to Avery.

CONTINUED:

BARLOW

You know I really don't like your attitude
...What's your name?

AVERY

Avery.

BARLOW

Avery...You're kinda cute but you know, when
you're in space you gotta be a team player.

AVERY

If we don't go back they'll die out there.

BARLOW

You really are getting on my nerves...They..
are...already...dead. Get it.

Avery is suddenly overwhelmed by what Barlow has said.

DARCY

You killed them?

BARLOW

I couldn't help it...Why is it people just
make you do things you don't want to do?...

Barlow looks at Avery and Darcy.

BARLOW (cont.)

Hey, being dead is not so bad...you gotta try
it, it's a real high.

He TWISTS his head in a peculiar way as his face takes on a
solemn aspect. He suddenly TURNS and heads toward the
corridor. Avery and Darcy exchange glances.

CLOSE ON AVERY

She looks down at the ships navigation console. SUDDENLY
Barlow's FACE appears next to hers.

BARLOW

Don't even think about it...cause I'm gonna
know.

Barlow WALKS away.

ANGLE ON AVERY & DARCY staring at each other.

CUT TO:

EXT. MORDOR & SPACE

The Mordor is slowly slipping downward toward the BLACK CORE of the dark star. Purple bursts of raw energy BLAST across the sky surrounding the shadowy ship in a massive hurricane of cosmic power.

CLOSER ANGLE

MOVING UP near the belly of the Mordor WE SEE - the SHUTTLE.

INT. SHUTTLE

CLOSE ON TENNISON'S HAND

His hand presses the door release switch. We HEAR the SOUND of escaping air. CAMERA MOVES UP to his FACE and PULLS BACK as the DOOR SLIDES OPEN. Tennison STEPS OUT into the AIR LOCK of the Mordor.

INT. MORDOR

The ship is DARK. An OPPRESSIVE stench fills the air. As Tennison moves out into the corridor, we SEE the remains of some terrible struggle. The walls are burned and poc-marked from gun fire. Debris and broken pieces of equipment are strewn throughout the ship. Smoke lingers in the stagnant air.

Tennison walks cautiously down the corridor. The LIGHTS above him FLICKER and BUZZ. SUDDENLY something at his feet catches his eye.

ANGLE ON THE FLOOR

We SEE a trail of BLOOD which leads off down the hall.

CLOSER ON TENNISON

He bends, dips his finger in the blood and examines it.

SUDDENLY a SHADOW passes over him. His eyes go wide, he SPINS AROUND scanning the corridor - NOTHING is there. He CONTINUES down the corridor following the trail of blood.

CUT TO:

INT. BELLEROPHON - DOCKING BAY

LOW ANGLE - We SEE the seven foot tall METAL BOX looming up before us. A LOW TWISTING tone emanates from within.

CONTINUED:

Barlow APPEARS and moves up to it. He gazes at the box as though it holds some curious power over him. Moving CLOSER he runs his hand over its surface in a way that at first appears like a caress. Soon his hand settles on a SLIDING PANEL. He moves the lid back and exposes a lever sunken into the aperture.

Pressing the lever, the we HEAR the SOUND of rushing air as the seal is broken. The LID of the box POPS OPEN. Barlow pulls it aside and stares at the contents lovingly. From our ANGLE we are UNABLE to see what's in it.

CUT TO:

INT. BELLEROPHON - BRIDGE

Avery sits down at her navigation station and begins to hit various controls. The SCREEN LIGHTS UP. Darcy watches her anxiously.

DARCY

Don't do this...he's going to come back.

Avery pays no attention and continues punching in commands.

DARCY (cont.)

Avery!...Come on...

Avery looks down at her screen, her brow narrows.

AVERY

There's just no sign of the shuttle anywhere.

ANGLE ON THE MONITOR

Avery types in:

"Request access to NAV. COMM."

a REPLY:

"Access DENIED - YOU HAVE 10 SECONDS TO ENTER CODE"

DARCY

Avery!

ANOTHER ANGLE

Avery types in some numbers.

ON THE MONITOR -

"INCORRECT NUMBER - ALARM WILL SOUND IN 5 SECONDS"

Darcy looks at Avery. Avery keeps TRYING.

CUT TO:

INT. BELLEROPHON - DOCKING BAY

CLOSE on BARLOW

He is closing the lid on the box as SUDDENLY - an ALARM SOUNDS throughout the ship. Barlow looks back over his shoulder and SMILES a slimy GRIN.

CUT TO:

INT. MORDOR - CORRIDOR & CARGO BAY

HANDHELD - Tennison MOVES through the debris and comes to a large door leading to the cargo bay. As he walks, he comes to an OPEN AREA where the ALIEN ARTIFACTS we saw earlier are stored. Some of the items have been neatly crated and marked while others, due to their strange proportions have simply been set down in the middle of the floor. None of these items seem to have any identifiable use and their sheer numbers have turned this area into a bizarre maze.

As Tennison proceeds forward toward the front of the ship, he comes across a small clearing. Dominating the middle of the room is the enormous device we saw earlier - the THANATRON.

LOW ANGLE

The device, vaguely resembling a set of pipes for some other-worldly pipe organ seems somehow even more oppressive.

HIGH ANGLE - looking down on Tennison.

He STARES up at it AWE. Tennison feels a peculiar dizziness as the device EMANATES an ODD LOW TONE.

CUT TO:

INT. BELLEROPHON - CORRIDOR & BRIDGE

CAMERA MOVES with Barlow as he walks down the corridor to the bridge.

BARLOW
(to himself)

You level with people and this what they do to ya.

He ENTERS the bridge.

CONTINUED:

INT. BELLEROPHON - BRIDGE

F.S. - The bridge is EMPTY and STILL. Only the occasional CHATTER of one of the monitors disturbs the SILENCE.

Barlow ENTERS and looks around. He shakes his head. He moves over to the navigational console, presses a button and SPEAKS.

BARLOW

Hello?...Avery?...You know we're going to be reaching the window soon... and I've disabled the auxiliary units in the medical bay. You'll have to come out,...otherwise, I don't know...I don't think you'll look very good as a two dimensional smear.

VARIOUS ANGLES on the ship - All is quiet.

ECU - DARCY

She has wedged herself into an alcove near a service port in the corridor. She peeks out and SEES Barlow standing on the bridge.

ANGLE ON BARLOW

JUST THEN - Something MOVES at the side of his vision. We SEE the figure of Darcy darting past at the end of the corridor.

BARLOW TURNS and RUNS into the hallway.

INT. BELLEROPHON - CORRIDOR

As Barlow reaches the intersection of two corridors, he looks down the adjoining corridor and SEES that the Air lock door is partially OPEN. Barlow MOVES toward the door slowly. He takes his gun out from his pocket.

He peers into the AIR LOCK.

BARLOW'S POV

Inside appears to be someone standing next to the door in a SPACESUIT.

INT. BELLEROPHON - AIR LOCK

Barlow's eyes narrow as he SLIDES in the door and GRABS at the suited figure. The SPACESUIT spins around and we SEE that it is just a EMPTY SUIT hanging from a rack on the wall. JUST THEN -

CONTINUED:

ECU - AVERY'S HAND mashes the AIR LOCK DOOR switch.

BARLOW turns as the Air Lock door CLOSES SHUT. His face glazes over in terror as he realizes his impending fate. He pounds on the door.

BARLOW

Open the door...come on...heh..open the door!

INT. CORRIDOR

DARCY AND AVERY appear outside the door and watch. An indicator panel reads: "DANGER - AIR LOCK IN OPERATION".

POV - We SEE the door at the other end of the room OPEN to a STAR FIELD. The air RUSHES OUT of the room with tremendous force. Its sudden evacuation causes various items of paper and clothing in the room to BLASTED out of the ship.

WIDE-EYED Barlow pounds on the inner door. Desperately, he holds on to the grating on the wall near the door. His feet are lifted from the ground as his pleas and screams are silenced by the vacuum of space.

Darcy and Avery turn away from the horrible agony they have inflicted Barlow. They exchange glances and then finally summon the courage to look in. Darcy looks like she is about to come unglued. Avery peers in.

POV - The air lock is EMPTY.

Darcy fiddles with the switch trying to decide if she should open it. Avery pulls her hand away.

AVERY

Let's be sure.

AFTER A FEW MOMENTS

Avery hits the "RECYCLE" switch and we SEE the door at the other end CLOSE. The room refills with air. Then a GREEN "SAFE" light pops ON. The door slides OPEN. Avery cautiously MOVES up to the door and looks in.

SUDDENLY - Barlow APPEARS from behind the door, his ears and eyes bleeding. He stares at the two women and then breaks into a slimy grin.

CUT TO:

EXT. MORDOR

Held tightly in the grip of the swirling storm, the Mordor continues to drift back toward the black star.

CUT TO:

INT. MORDOR - BRIDGE

Tennison's entrance breaks the blackness of this foreboding room of lifeless switches and gauges. For an engine of high-tech devise, the bridge has an oddly gothic feel. One might expect it to be the domain of some tragic vampire.

Tennison quickly MOVES over to the command console and sets about to trying to breath life into various units.

CLOSER ON TENNISON

As he manages to get a bank of lights to blink on. He sits down, presses a button over his head and SPEAKS.

TENNISON

Bellerophon...come in.

There is only the CRACKLE of STATIC.

TENNISON (cont.)

Avery...come in...Avery..

MORE STATIC

With renewed determination, he begins typing in something into the console.

SUDDENLY - SMOKE and SPARKS issue from the control panel causing everything to go out again. Tennison bends down and pulls out an EMERGENCY LIGHT (similar to a drop light). He pulls an access panel away from the console and is about to look inside when - He feels something dripping on his head.

ANOTHER ANGLE

He starts to look up when a FACE drops down from above. The body of man has been stuffed into the storage locker above Tennison's head. The hair on the back of Tennison's neck begins to bristle.

Tennison is suddenly struck with the notion that he is surrounded by death. He holds the light out and PEERS into then darkness.

POV -

The bridge is littered with DEAD BODIES, all with some terrible horror still frozen on their faces.

CUT TO:

INT. BELLEROPHON - BRIDGE

Avery and Darcy now sitting in the middle of the room, share the same trapped look. Barlow MOVES up to them. He steps behind Darcy and runs his hand down the side of her face. Something in Darcy eyes tell us she's starting to come undone.

BARLOW

I'm so glad that we got through that...trying to communicate with you two...well, I was beginning to feel like I was living in a...ah vacuum. (laughs)...Don't worry, I'm not going to hold this against you...I've got a sense of humor.

He MOVES over to Avery and runs the gun through her hair and down her neck.

BARLOW (cont.)

That's the problem with a lot of people no sense of humor...and no imagination... like that dumb twit at the farm house... She thought she knew everything... She called herself a therapist. She didn't know shit. How can you know life if you don't know death?

Avery suddenly NOTICES one of the MONITORS on her console. It SHOWS that a radio signal is coming in from the Mordor.

AVERY

Tell me about your ship.

BARLOW

My ship... My ship is going into that big hole out there where it belongs. Do you know what's on that ship? Every secret man has ever wanted to know...every secret death has so viciously kept from us. And you know what else?

AVERY

Tell me.

He BENDS DOWN and whispers in her ear.

BARLOW

Lucifer...Mephistopheles...all the evil that ever was from the whole of the universe...it's there... In a way, I'm the savior... I stopped it. You wouldn't know it to look at me but I'm not a religious man. It made a believer out of me... It did, really.

ANGLE ON DARCY

CUT TO:

INT. MORDOR - CARGO BAY

CAMERA PROWLs through the alien devices finally coming to rest on the a LOW ANGLE of the THANATRON.

INT. MORDOR - BRIDGE

CLOSE ON TENNISON'S HAND as he slides a panel back into the console. CAMERA PULLS BACK as he sits back down and punches in coordinates into the computer.

The ship makes an AWKWARD GROANING SOUND as the craft creaks forward.

CUT TO:

EXT. MORDOR

ECU - The Mordor's engines FIRE UP and belch out an UNHEALTHY-LOOKING mixture of smoke and FLAME.

WIDE ANGLE

The ship GLIDES FORWARD slowly pulling out of its downward fall.

INT. MORDOR - BRIDGE

ECU - MONITOR - A pair of BLIPS can be seen on the grid-like screen. The blip in front (Bellerophon) is still moving nearly twice as fast as the second one (Mordor).

INT. MORDOR - ENGINEERING

CLOSE - We SEE a PUMP and a section of pipes, that supply the engine with fuel, VIBRATING ERRATICALLY.

EXT. MORDOR

Picking up speed.

INT. BELLEROPHON - BRIDGE

A blip MOVES across a MONITOR screen. A SMALL SMILE pulls at the corners of Avery's mouth as she watches the screen.

ANGLE ON BARLOW

CONTINUED:

He begins RUBBING the side of his head.

BARLOW

These damn headaches...why won't they stop.

Barlow TURNS and WALKS off, down the corridor. Avery WATCHES Barlow with baited breath as he disappears down the hall. As soon as he's gone from sight, she MOVES over to her console.

OVER AVERY'S SHOULDER

Striking a couple of button's, she brings up a grid display of space showing the Mordor. We can SEE the smaller craft moving across the screen.

Darcy MOVES up next her, terrified that Barlow might come back. Avery hits ANOTHER SWITCH and talks into the console.

AVERY

(whispering into console)

Tennison is that you?

ON THE AVERY'S MONITOR

The IMAGE twists as we hear a STATIC HISS, then partially CLEARS. At least clear enough to make out an image of Tennison on the bridge of the Mordor.

AVERY

Tennison are you all right?

TENNISON

Yes.

Darcy MOVES CLOSER.

DARCY

What about Levin and Dog?

TENNISON

Levin is dead, Barlow killed him...and I don't know about Dog.

AVERY

How's the ship?

The IMAGE twists and becomes less distinct.

TENNISON

Main powerplant is down...Can you slow the Bellerophon?

AVERY

Barlow has control of the computer...I'll try to think of something.

CONTINUED:

INT. MORDOR - BRIDGE

CLOSE ON TENNISON as he sits talking to Avery.

TENNISON

Avery, something you said... It's been on my mind. You said you knew me better than I know. Do you know me?

AVERY

No... Not really.

TENNISON

Then what did you mean?

AVERY

Maybe...It's just that I saw something in you... Something I wish I had. A longing that won't go away. No one has ever loved me the way you love her. I guess I know that no one with that in their heart could be evil.

Tennison SMILES at her. Avery SMILES back - Then the IMAGE on Tennison screen fades into SNOW only Avery's voice continues.

AVERY

Tennison...Tennison.

Then it's gone, leaving Tennison sitting alone in the darkness of the crypt-like control room. He stares at the screen. It goes black then displays the STAR FIELD MAP showing the Bellerophon and the Mordor.

SUDDENLY a SHADOW passes over Tennison.

Was it really there or just a product of his hyper-stressed mind. He scans the room for a possible source then his eyes fall on one of the DEAD CREW MEMBERS seated nearby.

The DEAD MAN'S HAND holds a small plastic case of VIDEO PELLETS. Several other pellets are strewn on the floor among the debris and BLOOD.

Tennison MOVES over to the man and bends his fingers away from the crystal case. The dead man's eyes seem to watch him as he lifts the case from his hand. Tennison then walks toward the front of the bridge and sits in the commander's chair.

CLOSE ON THE VIDEO PLAYBACK UNIT.

Tennison extracts one of the inch long pellets from the case and inserts it end first into the playing slot. It lights up emitting a low tone which soon fades.

CONTINUED:

A LARGE VIEWSCREEN, measuring at least ten feet across, comes to life. Images of Barlow's expedition to the doomed planet Daveros appear on the screen. Tennison watches intently.

ON THE VIEWSCREEN:

INT. MORDOR - ENGINEERING

CAMERA FOLLOWS ERRATICALLY as We SEE Barlow and his friend RUSSO clowning around together. Other crew members can be seen in the BACKGROUND at work.

INT. ALIEN CITY

We see a great ALIEN CITY (matte painting) lying in decay and ruin. Small figures move below. (Barlow, Russo, and perhaps TEN OTHERS) The image TWISTS out of shape and CHANGES to -

CLOSE ON HANDS OPENING a GREAT DOOR

CAMERA PULLS back to REVEAL the hand belongs to BARLOW. Barlow and the others ENTER a great TEMPLE.

INT. ALIEN TEMPLE

Great stone arches bend toward the center of the room. On a large pedestal at the core of the temple sits the THANATRON. Barlow approaches the huge device with a great sense of reverence.

A NEW ANGLE

Barlow and Russo are examining the area around the Thanatron. Barlow MOVES over to something on the floor and bends down to get a better look. It's a smaller device (the Shard) that appears to have the same construction as the Thanatron.

ANGLE ON TENNISON

He suddenly senses something is watching him. Again a SHADOW passes over him. His eyes go wide as he peers into the shadows of the room. Dead faces stare back at him.

ON THE SCREEN:

INT. MORDOR

Barlow and Russo are showing off there find now safely tucked away in the hold of the Mordor. Barlow HOLDS the Shard up proudly for inspection

CONTINUED:.

Then looking back at the Great Machine, he notices a strange peculiarity about the two objects.

He picks up the Shard and carries it over to the Thanatron. He sets the smaller pipe-shaped device into a receptacle on the Thanatron to see if it will fit - IT DOES. Everyone's expression suddenly changes to one of bewilderment - THEN TERROR. The IMAGE suddenly FLIPS OVER and TWISTS out of shape.

The IMAGE CUTS OFF.

JUST THEN - Tennison sees something MOVING in the shadows. He pulls himself to his feet as - SUDDENLY something comes FLYING out of the darkness at him.

A large furry gray CAT lands on the console, looks up at Tennison and gives a plaintive "MEOW". Tennison breathes a SIGH of relief.

TENNISON

Gordon.

The CAT "MEOWS" again.

TENNISON (cont.)

Gordon...what are you...you're dead.

STARK TERROR grips Tennison as he watches the cat disappear into the dark.

Like some LSD hallucination, as the CAT scurries off into the shadows, it changes into some frightful apparition of a parasitic lizard.

Tennison's legs buckle out from under him as he drops to the floor. His overburdened mind unable to deal with anymore strain.

INT. MORDOR - CARGO HOLD

CAMERA MOVES in on the THANATRON - It EMITS a loud low TONE.

INT. MORDOR - BRIDGE

Tennison is now sitting on the floor propped against the control console. He breathes heavily, his eyes closed. AFTER A MOMENT - He puts his hand in his pocket and retrieves a very tattered photo. He stares down at it.

CONTINUED:

IN HIS HANDS, we see a picture of Rachel. She is standing near a tree holding Gordon, the cat.

TENNISON stares longingly at the photo. His eyes begin to glaze over.

INT. MORDOR - ENGINEERING

The PUMP we saw earlier is VIBRATING even more erratically. One of the fuel lines is beginning to LEAK, spewing fuel out in a fine vapor.

CUT TO:

INT. MORDOR - BRIDGE

SUDDENLY a RED rotating LIGHT flashes ON accompanied a loud BEEPING ALARM. CAMERA MOVES DOWN and finds Tennison still sitting on the floor. Tennison appears not to even notice the sound - then AFTER A MOMENT - finally he looks up at the FLASHING RED LIGHT.

He STANDS and MOVES over to the console. He presses a couple of buttons then TURNS and RUNS off down the corridor.

INT. MORDOR - ENGINEERING

The LEAKING PIPE fills the screen, we SEE the doorway in the BACKGROUND. Tennison APPEARS at the door and sees the fuel as it rains down. Tennison COUGHS as the toxic fumes assault his lungs.

Holding his shirt over his mouth, Tennison MOVES QUICKLY over to the pump and tries to stop the flow by shutting off at valve on the pipe. When that doesn't work, he looks around for a wrench. In a panic, he scours the area and finally comes up with a large oddly shaped PIPE WRENCH.

He moves back to the leak and with tremendous force, tightens a fitting on the pipe. Finally the flow is stopped as -

A TERRIFYING SHADOW passes over him and the WORK LIGHTS in the room DIM.

His blood runs COLD as the SOUND of a female voice rips through every fiber of his body.

VOICE

Tennison...

ECU - TENNISON

CONTINUED:

He TURNS SLOWLY as his mind races. His face falls to a ghostly white as he engages the vision before him.

Standing in the DARKNESS at the other end of the room is RACHEL. A cool light twinkles around her giving her an unearthly appearance. She looks at Tennison with wistful eyes, a small smile tugging at her mouth. Gordon the CAT rests in her arms exactly as in the picture.

Tennison is frozen in time.

TENNISON

Oh God....Rachel?

Rachel MOVES toward Tennison.

RACHEL

Why didn't you come? That man hurt me.

As Tennison stares at her, his eyes well-up with tears.

TENNISON

You're dead.

RACHEL

You promise nothing would ever hurt me.
You've stopped loving me.

TENNISON

It's not true...You know it's not true.

RACHEL

I am not dead...I have been waiting for you...
here, come and hold me...see for yourself...

Frozen to the spot, Tennison is unable to move. Rachel extends her arms to him, advancing ever CLOSER. She reaches out and touches his face with her fingers.

Feeling her warm hands against his skin, he falls into a swoon. She wraps her arms around him, her face draws closer to his. He EMBRACES her, and all the empty days of longing fall away in this one caress. He is overcome by his need for her. The gentle scent of her skin floods his mind with warm memories.

They KISS, her tongue enters his mouth.

CLOSE ON THEIR FACES

His eyes close as the depth of his passion fills his soul. Then something CHANGES, the room turns cold and foreboding.

CONTINUED:

The FINGERS that caress his face suddenly seem long and spindly. The tongue still in his mouth is BLACK, SNAKE-LIKE and CORRUPTED.

Tennison's EYES OPEN and go WIDE with chilling terror. Rachel's face has taken on the appearance of something long dead. Her gray lips pull back exposing a set of pointed teeth. Her drugged eye-lids set in the dark cavities of her skull OPEN halfway exposing CHROMED soulless EYES.

Tennison tries desperately to pull away from Rachel. The smell of decay is overwhelming.

Her hair has taken on the look of a leathery hood which rises up like a cobra ready to strike. He pushes at her. SUDDENLY she is GONE.

He TURNS away and starts to back out of the room. Catching a glimpse of something half-seen out of the corner of his eye, he LOOKS BACK.

In the shadows, stands the RACHEL-CREATURE watching Tennison with malevolent eyes. Its appearance has taken on an even more bizarre aspect.

RACHEL

I will come for you...I will come for you soon.

It TWISTS its head in an odd way and SPEAKS again in a chattering BABBLE. Tennison, at the breaking point holds his head in his hands. He looks back at the apparition -

It's GONE.

Tennison's face pales and his knees go out from under him.

CUT TO:

EXT. MORDOR

The Mordor moves silently toward us and away from the Black Hole which is still huge in the FRAME. The scene imbues us with a sense of melancholy.

INT. BELLEROPHON - COMPUTER ROOM

Darcy watches as Avery calls up blueprints of the Bellerophon's computer on the monitor. We can see Darcy is stressed to the breaking point, it's something in her eyes.

JUST THEN - Barlow APPEARS at the door. Avery switches the monitor OFF, exchanging GLANCES with Darcy. Barlow steps into the room and SMILES at the two women.

CONTINUED:

BARLOW

So what are you two doing?

AVERY

We were just talking about you...in fact.

Avery exchanges another glance with Darcy. Darcy musters all her courage just to speak.

DARCY

Yes.

BARLOW

Really?

Barlow looks them over then MOVES to a table nearby and plants himself on the edge.

AVERY

We thought that maybe we've been too...well uncharitable. I mean you have been through a lot.

Barlow's brow narrows as he watches his prey.

BARLOW

Yeah.

AVERY

We thought about it and realized that we're out here all alone now... and so are you.

Barlow looks at Darcy and reaches his hand to her face, smiling warmly. Tears well up in her eyes. The thought of Barlow touching her disgusts her.

BARLOW

It's going to be all right...Hey don't cry, I'm here.

Barlow puts his arm around her shoulder. He moves his hand down further and fingers her breast. Darcy shudder's at his touch. Avery realizing what is about to happen intervenes by sliding up to Barlow.

AVERY

Look, if we're going to be friends..ah maybe we should have a drink or something...I think there is some champagne in the galley.

Barlow just stares at them.

CONTINUED:

AVERY (cont.)

(to Barlow)

Maybe you could go get it. I would go but you'd probably think I poisoned it or something.

Barlow SMILES and NODS.

BARLOW

Yeah.

He TURNS and WALKS OUT. Avery moves over to Darcy, KNEELING DOWN in front of her. She reaches out for her arm and looks her in the eyes.

AVERY

You can't fall apart on me. You've always been the strong one. I need you to be strong for me now. Are you sure you can go through with this?

Darcy looks up.

DARCY

I'll be ok...really.

JUST THEN - BARLOW POPS UP at the door holding a brushed - aluminum CHAMPAGNE BOTTLE and some GLASSES.

BARLOW

Hey, that didn't take long.

Barlow pops the chrome stopper and POURS some of the yellow bubbling liquid into the glasses. He hands them out then holds up his glass in a toast.

BARLOW (cont.)

To ah...to eternal life.

He swallows the drink whole, swishing the last bit around in his mouth.

BARLOW (cont.)

Come, drink up.

Darcy and Avery start swallowing down their drinks. Barlow pours himself another and MOVES CLOSER to Avery. She looks up at him and SMILES. He takes another sip and runs his hand through her hair then down over her chest. He sets the glass down and slowly UNBUTTONS her shirt. She stares into his eyes as he pulls open her blouse. Avery reaches up and unhooks her bra. Barlow looks down approvingly at her breasts and breathes a SIGH.

CONTINUED:

AVERY

I'm afraid this stuff is going right through me.

She pulls away and starts to head for the door. Barlow grabs her by the arm. She gently removes his hand.

AVERY (cont.)

I'll be right back.

She gives him a WARM SMILE, then WALKS out into the corridor. Barlow watches her leave then looks over at DARCY with a slimy grin.

ANGLE ON DARCY

CUT TO:

INT. BELLEROPHON - CORRIDOR

CAMERA FOLLOWS Avery as she MOVES quickly down the corridor toward Engineering.

INT. BELLEROPHON - ENGINEERING

DEEP THUNDEROUS POUNDING of engines at work fills the air and SHAKES the ship from one end to the other.

Avery runs up to the CONTROL BOX for the MAIN DRIVE ENGINES. This is a large cylindrical unit located near the 2 Dimensional Drive. It controls the Particle Drive Engines which supply the propulsion in "normal space".

Avery pulls a panel away and reaches inside. She twists a large control which causes an area around TWO LARGE HANDLES to LIGHT UP RED. A low thumping BEEP emanates from the unit. She REACHES IN and TUGS hard at the handles.

SUDDENLY the pounding STOPS, all is SILENT.

CUT TO:

INT. BELLEROPHON - COMPUTER ROOM

ECU - DARCY & BARLOW

Barlow has Darcy on the floor. He is slowly unzipping her jumpsuit. She just STARES off, her eyes glazed over as she tries her best at not being there. Noticing that something is different, Barlow SPRINGS UP off Darcy.

CUT TO:

INT. BELLEROPHON - UTILITY ROOM

CU - LASER RIFLE

AVERY'S HAND reaches into the gun case and plucks the vicious-looking weapon from the gun rack.

Avery GRABS a clip of AMMO, and jams it into the side of the gun. A small RED LED lights up. She quickly checks the gun over then RUNS for the door and back out into engineering.

INT. BELLEROPHON - ENGINEERING

Avery slides over to an alcove next to the main door to engineering. She readies the laser rifle as WE HEAR the sound of Barlow approaching. As Barlow nears the door, he stops, sensing that this is a trap. He stands in the doorway, his eyes turn toward the alcove, a small smile twists up the corner of his mouth. Avery holds her breath, every nerve raw.

Barlow slowly backs up and disappears around the other side of the bulkhead. Avery waits. AFTER A FEW BEATS - She readies her gun and SPRINGS OUT into the doorway.

SUDDENLY - Barlow bolts from around the corner and GRABS for Avery's gun. A terrible struggle ensues. A BLAST from the gun ricochets off the wall. Avery is tenacious about holding on to the rifle. Barlow literally flings her around by the gun, SMASHING her into the bulkhead. The IMPACT nearly knocks her unconscious. Barlow wrenches the gun from her hand.

JUST THEN - Behind Barlow, Darcy appears holding the metal champagne BOTTLE. He suddenly becomes aware of her. Just as he starts to spin around, Darcy SMACKS him as hard as she can on the side of the head with the bottle.

Barlow DROPS, falling on top of the gun. Darcy just stands there looking at him as Avery pulls herself to her feet.

Avery MOVES over to Barlow. She REACHES DOWN to get the gun away from him when SUDDENLY his eyes POP OPEN. Darcy SCREAMS. Avery grabs Darcy by the arm pulling her down the corridor as Barlow gets to his feet.

INT. BELLEROPHON - CORRIDOR

Avery and Darcy RUN down the corridor. After a COUPLE of TURNS they disappear into the MEDICAL BAY.

CONTINUED:

INT. BELLEROPHON - MEDICAL BAY

Darcy and Avery ENTER the outer area. Avery looks around for a place to hide. She sees the door to the Operating Room is open. She MOVES Darcy inside.

Avery spots a tall locker next to the door. She OPENS IT and guides Darcy into the locker. Looking Darcy in the eye, she motions with her finger not to make a sound. Avery closes the door then turns back to the room looking for a place for her to hide.

Just then she HEARS the sound of Barlow coming. She SEES a LOW STEEL CART draped with a green cloth cover. Avery quickly slides under the cart, flattening herself to its contour.

POV - We SEE Barlow's feet ENTER the room.

ANGLE ON BARLOW

Barlow, still carrying the laser rifle, MOVES toward the center of the room. He SCANS the room for Darcy and Avery.

BARLOW

You may as well come out...this ship's not that big. You've got nowhere to go... Besides I've decided to let one of you live... that's a fifty, fifty chance. I can be a merciful god...

He looks at the locker Darcy is hiding in and SMILES.

BARLOW (cont.)

What do I smell? Is it fish...or foul. I'll bet it's both. I've got a great idea... let's play a game... I'm going to give you lovely ladies a fighting chance.

Barlow takes the laser RIFLE and sets it DOWN on the FLOOR. Barlow's eyes narrow as he looks around the room.

BARLOW (cont.)

I could swear that something is missing from this room.

AVERY'S POV - Barlow's FEET start to walk to the other side of the room.

Avery looks out and sees that the gun is only slightly out of her reach. summoning all her nerve, she suddenly BOLTS for the gun. Too late, Barlow is on her in an instant. He grabs the gun from her hands and throws her FLYING against the wall. She CRASHES into a large equipment case and falls to the floor, STUNNED.

CONTINUED:

INSIDE the locker, Darcy cringes, her eyes closed. She musters her courage and takes a peep out of the vents in the door. SUDDENLY something bumps up against her.

She looks over her shoulder and SEES - DOG propped up in the corner, the hypo still sticking out of his chest. His EYES suddenly pop OPEN. Darcy lets out a SCREAM and runs out of the locker into Barlow's waiting arms. He grabs her and spins her around.

BARLOW

Hey...slow down... this isn't really fair, two against one. Ok, look I'm going to give you one last chance... Here.

Barlow picks up the rifle and hands it to Darcy. He places her hands on the trigger and points the gun at himself. She has the clouded look of a mouse in cat's paw.

BARLOW (cont.)

Ok, give it your best shot.

Barlow turns his head away. DARCY stares at him, then looks down at the gun. She begins to shake, unable to pull the trigger. Barlow KNEELS DOWN in front of her.

BARLOW (cont.)

I've done some bad things, I need to be punished.

Barlow grabs hold of the barrel and centers it directly in the middle of his forehead. He CLOSES his eyes like he's expecting the blast at any second.

A FEW BEATS -

BARLOW (cont.)

Too late.

Barlow's eyes FLASH OPEN - He grabs the gun away from Darcy and aims it at her.

JUST THEN from the locker, Dog, still alive, reaches out and GRABS Barlow from behind causing him to drop the gun. Dog now has the BLOODY HYPO in his hand and PLUNGES it into Barlow's neck. Barlow grabs hold of Dog's head and begins TWISTING IT.

ON AVERY - She comes to and MOVES toward the Laser Rifle on the floor.

Dog collapses as we HEAR the terrible SNAPPING SOUND of breaking bones. Barlow, seeing that Avery is moving for the gun, reaches down to pick it up before she can get to it.

CONTINUED:

Just as he is about to grab it, Darcy appears behind him with a piece of surgical rubber hose. She wraps the hose around his throat and begins turning it like a tourniquet.

As Barlow GASPS for air, Avery plucks the gun off the floor and takes aim. A POWERFUL BLAST issues from the gun hitting Barlow squarely in the chest.

Barlow STANDS there with peculiar expression on his face. He looks down. There's a huge hole in his stomach. Suddenly, from BEHIND HIM, Darcy appears, blood pouring from the hole in her chest. She takes a few STEPS forward and looks at Avery then down at her wound. She drops like a bowling pin as her legs give way. Barlow looks over at Darcy then falls next to her.

AVERY slowly STANDS and MOVES over to the bodies. She checks Dog's lifeless form then kneels down next to Darcy. She rests her hand on Darcy's neck. There is no pulse. She looks sadly down at her, her eyes fill with tears.

JUST THEN - Barlow's EYES OPEN and he SITS UP. Shocked, Avery scurries across the floor propping herself up against the medical table.

Barlow looks at Avery.

BARLOW

You just don't get it do you? You can't kill me... You can't rape the willing and you can't kill that which is already dead.

CUT TO:

EXT. MORDOR

Its ENGINES glow brightly from the tail of the craft. It moves SWIFTLY toward us. The black hole appears only slightly smaller than before. It still twists ominously beneath the Mordor.

INT. MORDOR - BRIDGE

ON A MONITOR - TWO BLIPS make a PINGING SOUND as they move among the stars. The Mordor is now gaining on the Bellerophon. CAMERA MOVES DOWN and finds Tennison passed out on the floor. Behind him on the Viewplate, IMAGES of Barlow's expedition continue to play.

ON THE VIEWPLATE - We see Barlow arguing with another crew member in the cargo bay.

CONTINUED:

BARLOW

We are not going to jettison the find... With this thing, the sky is the limit. Don't you see? We go back to earth not as men but as gods. We decide who lives...and who dies.

CREWMEN

You are one crazy fuck...nobody can control that thing... It destroyed a whole civilization.

BARLOW

I found out how to remove the key, the shard, without that, it's harmless...

CREWMEN

Screw that, I'm dumping this shit.

The crewmen pushes past Barlow. Barlow pulls a gun out of his jacket and FIRES.

INT. MORDOR - ENGINEERING

The PUMP we saw before is vibrating and groaning. It SUDDENLY EXPLODES filling the SCREEN with a BLINDING FLASH and a THUNDEROUS ROAR.

EXT. MORDOR

FLAME RIPS OUT the side of the craft causing it TWIST DOWNWARD.

CUT TO:

INT. BELLEROPHON - BRIDGE

Barlow has Avery by the arm as he leads her to the navigation station. He throws her down into the chair then reaches over her and hits couple of buttons on the console.

BARLOW

Let's find out why you're so anxious to stay here.

The MONITOR on the console LIGHTS UP and we SEE the display showing blips of the two spaceships.

BARLOW (cont.)

Mordor...the Goddamn Mordor! Why don't you die? I killed you...and I'll kill you again...My head...My head!...Stop it.

CONTINUED:

Barlow rubs his head in that strange way. He twists around and grabs Avery by the collar.

BARLOW (cont.)

Operate the Two D Drive!

Avery turns her head away.

BARLOW (cont.)

I said operate the dimensional drive!

AVERY

It takes two people...and I won't do it. If you want to kill me...then go ahead.

BARLOW

I told you what was on the Mordor. If the thing in that hold comes anywhere near this ship ...it's the end of everything!

Avery looks at him, unconvinced. Barlow is about to throttle her when a thought strikes him.

BARLOW (cont.)

Never mind...I know someone who will help.

CUT TO:

INT. BELLEROPHON - AIR LOCK

Barlow MOVES Avery INTO the Air Lock. He steps back OUT of the door, still holding the gun on her. Barlow presses the door control and the HEAVY STAINLESS door SLIDES across and LOCKS with a clunk. Avery scans the room.

Barlow watches her through the door as he SPEAKS into the intercom.

BARLOW

Sorry precious, no spacesuits.

He SMILES at her then his face sheds its glib expression to reflect some darker thought.

INT. BELLEROPHON - DOCKING BAY

Barlow MOVES up to the large container we saw before. He places his hand on the panel and OPENS the box. A foul GAS escapes and the lights in the room DIM. He reaches into the dark container and removes an unearthly device, the SHARD. Darcy's body rests nearby propped up against the wall.

CONTINUED:

Barlow gently sets the alien device down on the floor. Pulling on the crust-covered control at the side of the machine, TWO SHELL-LIKE PANELS slide OPEN.

ANGLE ON DARCY

Barlow grabs Darcy's dead body and sets it FACE UP in the machine. Mechanical tentacles reach up and grab her body pulling it down against the base. The terrible apparatus CLOSES over her like some horrible giant Venus Fly-Trap.

After a moment - the Shard EMITS a low fundamental HUM as a MILLION PINS come up through the cover (and presumably through her body) A haunting MOAN is heard from within.

ANGLE ON BARLOW - He watches.

CUT TO:

EXT. MORDOR

Debris drifts away from the injured ship as it plummets toward the BLACK HOLE.

INT. MORDOR - CORRIDOR

WARNING LIGHTS flash wildly accompanied by the HOWLING SCREECH of MULTIPLE ALARMS. CAMERA FOLLOWS as Tennison RUNS down the corridor toward Engineering. He quickly reaches the bulkhead door. He hits the door control. It doesn't OPEN. A READOUT next to the door states.

"EMERGENCY LOCK ACTIVATED - VACUUM CONDITION BEYOND"

He stares at the door when - JUST THEN -

ECU - TENNISON

A WARM BREATH blows across the nape of his neck riveting him to the spot. A soothing VOICE whispers in his ear as Rachel's sumptuous lips caress the side of his face. Tennison's legs weaken. Rachel's hands move across his chest and down his body.

RACHEL

I'm waiting for you. My meat is sweet and warm.

Tennison suddenly snaps out of his swoon and turns to confront "Rachel". Just then he is SLAMMED up against the wall by TWO MEN in white hospital robes.

CONTINUED:

His arms are strapped to the wall as the figures of RUSSO and RACHEL move toward him carrying medical instruments. Russo has two METAL PADDLES in his hands with long wires attached.

RUSSO

Time for a little therapy pal.

Rachel starts talking in some BIZARRE BABBLE as Russo advances on Tennison. Terror rips through every nerve in Tennison.

TENNISON

(shouts)

STOP IT!

DEMONIC EYES peer out from the darkness - WATCHING. Dark inhuman THINGS scurry around in the shadows making nerve-shattering scratching NOISES.

Tennison tugs at his restraints, then suddenly notices that the hands holding him down have become spindly knotted perversions of hands.

TENNISON

This isn't real.

Russo moves within inches of his Tennison's face and places the paddles against his temples.

RUSSO

Oh it's real all right...maybe not here...but you can come and join us for the real thing...Barlow can show you how...ask him.

ECU - RACHEL'S LIPS

As she speaks, her lips pull back in a terrifying smile.

RACHEL

I want you in my mouth.

Russo presses the paddles tight on Tennison's head. A spindly hand throws a SWITCH on an old fashion looking medical machine. Tennison's MIND EXPLODES in a BLINDING series of horrible flashes - VISIONS of a hellish world.

JUST AS SUDDENLY - everything returns to as it was. The ALARMS continue FLASH and SCREECH. Tennison falls to the floor. He holds his head and takes several GULPS of air. He looks at the wall across from him and sees a SPACESUIT hanging there.

CUT TO:

EXT. MORDOR

The doomed craft is plunging downward toward the black hole.

CUT TO:

INT. BELLEROPHON - DOCKING BAY

CAMERA MOVES IN on the SHARD. a TERRIBLE SCREAM is HEARD from inside. Barlow watches, unmoved.

CUT TO:

INT. BELLEROPHON - AIR LOCK

Avery SMASHES her hand against the door control. Nothing happens. She begins PACING around the room trying to think of something. She rummages through the lockers and finds nothing that will help her. She goes back over to the air lock controls and hits a button marked "STATUS". a panel marked "INNER DOOR" shows "LOCKED". The panel marked "OUTER DOOR" shows "UNLOCKED".

Avery stares at the box, her mind racing. She SPINS AROUND to the OUTER DOOR and looks at it with great determination. Suddenly her chest begins to rise and fall rapidly. She retrieves a couple of MAG-GRIPS (MAGNETIC GRIPPERS) used to hang on to things during E.V.A.s. She moves over to the door's controls and LOCKS her ARMS around a curved metal bar attached to the wall.

She continues to HYPER-VENTILATE, readying her hand on the controls. With a great thrust she EXPELS all the air from her lungs and hits the EMERGENCY OVERRIDE switch.

The OUTER DOOR flies OPEN causing all the air in the room to suddenly escape with almost EXPLOSIVE FORCE. Avery is literally LIFTED off her feet. She hangs on for dear life as debris in the vortex circles the room. She forces her MOUTH wide OPEN to prevent her eardrums from exploding.

AFTER A MOMENT - the room has become a VACUUM and the WIND subsides. Avery MOVES over to the open door and OUT, using the MAG-GRIPS to hold on to the ship.

EXT. BELLEROPHON

It's clear Avery is in PAIN as she APPEARS out of the Air Lock Door. She begins using the Mag-Grips to pull herself along the slick surface of the ship. She moves toward the front of the ship.

CONTINUED:

"Below" her is a dizzying sight. The Black Hole seems overwhelming and the VIOLET FLASHES of ENERGY all too close.

CLOSER ON AVERY

A drop of BLOOD issues from the corner of her mouth. We can see that she is on the brink of passing out. She struggles desperately to reach the EMERGENCY DOOR situated next to the ESCAPE CAPSULE at the FRONT of the ship.

A droplet of her blood drifts past her eyes as she tries to clear her vision. She reaches down and TWISTS a circular HANDLE.

A STREAM of AIR vents outs from an aperture nearby. She presses ANOTHER LEVER and a SMALL round hatch OPENS inward. She throws herself down into the HOLE.

INT. BELLEROPHON - EMERGENCY HATCH

Avery comes FALLING though the small hatchway into a tiny enclosure hardly any larger than she is. She presses a lever next to the door. The hatch CLOSES. She OPENS her mouth as wide as she can and SLAMS her hand against a nearby SWITCH. A BLAST of rushing AIR assaults our ears. She CRIES OUT in PAIN.

CUT TO:

INT. BELLEROPHON - BRIDGE

Avery APPEARS in the doorway and moves cautiously over to her console.

She hits a couple of buttons, grimacing at the attention-getting BEEPS it makes. She stares intently at the screen in front of her. Unable to find the Mordor on her screen, her eyes glaze over at the prospect that Tennison might have gone into the black hole.

AVERY

Oh God....Tennison.

She hits a button and WHISPERS into the console.

AVERY

Tennison....Tennison...Come on, damn it, answer me!....Tennison.

JUST THEN through miles of static, we hear his voice.

CONTINUED:

TENNISON (o.s.)

I'm here...Avery?

AVERY SMILES through her tears.

AVERY

Yes...Thank God....What's your condition?

INT. MORDOR - ENGINEERING

CLOSE ON TENNISON

He is now wearing the SPACESUIT we saw hanging up. He is working hard rerouting conduit as he speaks. Particles of burned debris hang in the air. From the look on Tennison's face the repairs are NOT going well. STEAM suddenly blasts out from a vent nearby.

TENNISON

Ship's going down..and I just don't think I can do this anymore.

INT. BELLEROPHON - BRIDGE

INTERCUT AS NECESSARY

AVERY

Just get to me...I need you here.... Tennison... Damn it, Tennison. Listen to me. The Bellerophon can't hold this position much longer... and Barlow's going to discover how run the two D unit alone... You've got to get to me.

The only reply is STATIC. CAMERA HOLDS on AVERY'S SAD EYES.

CUT TO:

INT. BELLEROPHON - DOCKING BAY

CLOSE ON THE SHARD

The translucent lids SLIDE BACK exposing the SHOCKED to LIFE DARCY. Her face shows the same odd marks that Barlow had. She has a FIXED STARE as she rises almost like a vampire from its coffin. Barlow WATCHES.

CUT TO:

INT. MORDOR - BRIDGE

Tennison moves up to the control console, seats himself and punches a couple of buttons. The panel SUDDENLY LIGHTS UP. The ALARMS shut down. He stares at one control for a moment then presses it down. We HEAR a terrible SOUND like twisting metal overlaid with a TURBINE WINDING UP. Just then -

EXT. MORDOR

From the rear of the ship, the engines belch fire then EXPLODE in a fiery blast PUSHING the craft out into space.

ANOTHER ANGLE

The BELLEROPHON sits in the FOREGROUND. In the distance below, we SEE the Mordor pulling up away from the black star and toward the Bellerophon.

CUT TO:

INT. BELLEROPHON - CORRIDOR

CLOSE ON AVERY'S HANDS

She holds a SMALL EXPLOSIVE DEVICE called a Thermal De-icing Charge in her hands. This is usually used for melting large amounts of ice in a hurry.

CAMERA PULLS BACK as she PEEKS around a corner, ducking into one of the ventilator shafts that run alongside the corridors. She MOVES through the shaft toward Engineering.

INT. BELLEROPHON - ENGINEERING

We SEE Avery opening an ACCESS PANEL in the 2D Unit. She places the device inside next to a JUNCTION BOX feeding several bundles of OPTICAL CABLES. Avery presses a button on the charge. A RED WARNING LIGHT beeps on. Securing the panel, she TURNS and RUNS OUT the door and into the corridor.

INT. BELLEROPHON - CORRIDOR

Avery MOVES QUICKLY through the corridor. She turns a corner and suddenly comes FACE to FACE with Darcy. Avery lets out a GASP. Darcy STARES at her with cold dead eyes. Avery backs away in terror but quickly comes to halt as she bumps into Barlow standing behind her. He looks down at her with an aspect we've not seen in him before, DESPERATE FEAR.

CONTINUED:

BARLOW

You...

He looks back in the direction of the Air Lock. It strikes him what she must have done to escape. He scrutinizes her more closely. He SEES the TOOLS in her hands.

BARLOW (cont.)

What have you been doing... What have you done?

He starts ADVANCING toward her, his eyes ABLAZE. JUST THEN - we HEAR the SOUND of an EXPLOSION in Engineering. Barlow looks back.

BARLOW (cont.)

The Two D Unit!

He SUDDENLY LUNGES for Avery. Grabbing her by the THROAT, he slams her into the wall where she crumples to the floor. He springs on her again and lifts her off her feet. He would certainly kill her but just then -

A SERIES of HEAVY CLANKS echo through the ship. Then we HEAR the SOUND of heavy electric MOTORS in operation.

ANGLE ON DARCY

She MOVES forward and STARES off in the distance. BARLOW LOOKS UP.

EXT. BELLEROPHON

The Giant CARGO SHUTTERS are OPEN at the top of the ship. We SEE what's left of the Mordor settling into the CARGO BAY. The SHUTTER begin closing around it.

INT. BELLEROPHON - CORRIDOR

ON DARCY - She has the dazed look of someone who's seen too much.

DARCY

He's here.

BARLOW EYES go wide in HORROR as he looks at Darcy. She speaks again but this time with a bizarre tone like a THOUSAND lost souls all talking at once. Her eyes shift to Barlow.

DARCY

Actually, Mr. Barlow, we're all here.

CONTINUED:

BARLOW
(screams out)

Nooooooooo!

CAMERA FOLLOWS as Barlow RUNS MADLY through the ship to the CARGO BAY.

INT. BELLEROPHON - CARGO BAY

FULL SHOT - The MORDOR sits SMOLDERING in the Cargo Bay of the Bellerophon. The sinister-looking black craft rests precariously among the crates and containers. It lists to one side having set down on top of some of the cargo already in the hold.

Barlow APPEARS in the doorway. He is STUNNED at seeing the his old ship is there. He rubs his head trying to erase this vision from his mind.

Avery approaches from behind him and limps into the ship's hold.

CLOSE ON AVERY

Her face LIGHTS up with JOY seeing that the Mordor is there. She moves among the crates toward the Mordor looking for Tennison. In the distance, near the ship, she sees a familiar form.

TENNISON strides toward her. She moves up to him and gives him a hug. He looks at her, his eyes hardly register any recognition.

TENNISON

Where is he?

AVERY

It's no use, forget it!

Tennison SEES the figure of Barlow in between the crates. Suddenly aware of Tennison, Barlow disappears in the maze of boxes. Tennison rushes after him. Avery follows trying to stop Tennison.

AVERY

Wait..Tennison.

Tennison chases Barlow in a cat and mouse game through the crates. Tennison finally corners him in a dead end of boxes.

BARLOW

Hey, what's the problem here?

CONTINUED:

Tennison LUNGES for him. Picking Barlow up, he throws him against wall of crates. Barlow crashes to the floor. Tennison picks him up and delivers a powerful BLOW to Barlow's FACE. Barlow is sent flying into a stack of boxes.

Tennison advances on him again when Avery GRABS HOLD of Tennison's arm trying to get him to stop.

BARLOW

That was good, give me another one.

AVERY

Stop it....Tennison.

Barlow looks up at Tennison through his battered facade.

BARLOW

You're not upset about Rachel are you? She was a tasty...

Tennison REACHES DOWN and picks Barlow up. JUST THEN the LIGHTS in the room FLICKER and DIM. Barlow looks up. Avery TUGS on Tennison's arm.

AVERY

Tennison...stop, it's useless. You can't kill him. That machine is keeping him alive.

BARLOW

The machine... Yes, the machine, I can't let it be complete.

Tennison just stares at Barlow. Realizing that this is futile, he lets go of him. Barlow wanders off, quickly disappearing in the maze of boxes. Tennison looks at Avery and puts his arm on her shoulder. They MOVE OFF together.

CUT TO:

INT. BELLEROPHON - CORRIDOR

Barlow is moving erratically through the hall. Just then, the CHANTING sound echoes through the corridor - the lights FLICKER. He spins around, scanning every inch of the corridor then suddenly BOLTS down the hall toward the Docking Bay.

INT. BELLEROPHON - DOCKING BAY

Barlow runs into the room only find the SHARD is GONE. He GASPS, then TURNS and runs back toward the CARGO BAY.

CUT TO:

INT. BELLEROPHON - CARGO BAY

Tennison and Avery walk toward the Engineering Bay. He looks extremely weary but seeing her eases his pain. Battered, bruised, she still has never looked so pretty.

AVERY

You ok?

He NODS. JUST THEN - A DISTANT THUNDER echoes through the ship. Tennison's eyes look up to the SOUND.

TENNISON

What about you?

AVERY

Now that you're here...I'm fine.

ANOTHER CRACK of THUNDER rings against the hull of the ship. This time Avery NOTICES it too.

TENNISON

I was fighting it when I was docking...We're too close to the star. The Bellerophon is losing its perch. What's the status here?

AVERY

The Dimensional Unit is non-functioning...but repairable.

Tennison gives her a knowing look.

AVERY

And I shut down the Particle Drive.

TENNISON

Damaged?

AVERY

No, I just shut them down at the main terminal.

TENNISON

If you go up to the bridge, I'll restart the primaries.

CUT TO:

INT. BELLEROPHON - ENGINEERING

CLOSE ON TENNISON'S HANDS - As he pulls the HANDLES, resetting the MAIN Drive unit, a light blinks ON stating - "MAIN DRIVE ENGINES - OPERATIONAL"

CUT TO:

INT. BELLEROPHON - CARGO BAY

Barlow RUNS down the corridor and is about to enter the Cargo Bay when he comes across Darcy standing in the doorway. She has a very peculiar look on her face. Barlow moves up to her.

BARLOW

Where is it? The Shard, what have you done with it?

She opens her CHROME EYES and looks at him.

DARCY

It's back where it belongs.

Barlow looks past her at the Mordor. The lights in the Cargo Bay FLICKER. CAMERA HOLDS on Barlow's STUNNED FACE.

CUT TO:

EXT. BELLEROPHON

A TENDRIL of DEEP VIOLET energy arcs over the surface of the Bellerophon. The ship is losing ground. The BLACK HOLE is larger than we've ever seen it before.

INT. BELLEROPHON - BRIDGE

Avery moves across the bridge to various stations checking the instrumentation. Tennison APPEARS in the doorway and moves over to her.

TENNISON

The main drive engines are up. What's our status?

Tennison steps up to the Command Station.

AVERY

We're down too close. We've hit the event boundry.

Avery looks at him in a way that conveys the severity of their situation. He looks back at her then down at monitor in front of him.

TENNISON

It looks like we're losing the computer.

AVERY

Interference from the star.

TENNISON

Put me on manual. Let's do it.

CONTINUED:

They both sit at there stations. Tennison OPERATES the switches controlling the engines.

EXT. BELLEROPHON

CLOSE ON THE ENGINE

A BRILLIANT BLUE-WHITE LIGHT suddenly FLARES out from the rear of the craft.

INT. BELLEROPHON - BRIDGE

Tennison punches another button. The viewplate in front of them LIGHTS, showing a view of the DARK STAR. A CHURNING STORM of raw energy.

EXT. BELLEROPHON

The ship continues to DROP BACK toward the STORM.

INT. BELLEROPHON - BRIDGE

ANGLE ON TENNISON

TENNISON

Throttling up to a hundred and four.

The HUM in the BACKGROUND gets LOUDER.

AVERY

Still slipping!

Suddenly the lights and instrumentation in the cabin FLICKER. Avery looks across the room.

EXT. BELLEROPHON

The STORM surrounds the ship now.

CUT TO:

INT. BELLEROPHON - BRIDGE

Tennison stands and MOVES toward the door.

TENNISON

We'd better fix that two D Unit.

CONTINUED:

Avery places her headset down and follows Tennison out the door.

CUT TO:

INT. MORDOR - CARGO HOLD

The THANATRON stands COMPLETE and POWERFUL. The air surrounding it is thick and DARK. The LOW RUMBLE it emits shakes every fiber of the ship.

INT. BELLEROPHON - CORRIDOR

Tennison and Avery RUN down the hall heading toward the Cargo Bay and Engineering. As they round a bend, they run headlong into Barlow. He stands there with the GUN he had before. He approaches Tennison and Avery in a very threatening manner.

BARLOW

Where are you going?

TENNISON

Get out of the way!

Avery looks at Barlow figuring that a different approach might be better.

AVERY

We're going to repair the Two D....

Barlow RUBS his head.

BARLOW

Yes...That might be good... I'll go with you...I can see what you need. There is a unit in the Mordor... It's broken but there are parts...

Tennison and Avery exchange glances and MOVE to the door to the cargo bay on the way to Engineering. Barlow tags along behind. As they step through the doorway they SEE -

INT. BELLEROPHON - CARGO BAY

The Mordor is surrounded by a DARK CLOUD. The cloud is alive with a BLACK ELECTRIC ARCING.

Tennison STEPS into the room, looking up at the doomed ship. The BIZARRE CHANTING we heard before begins to emanate from the Mordor as the BLACK CLOUD surrounding the ship grows like a CANCER. Barlow is riveted to the spot by the sight, his eyes as big as saucers.

CONTINUED:

BARLOW

It's started!

AVERY

What is it?

BARLOW

The machine is complete...the door is open.

The CHANTING GROWS in intensity. JUST THEN - Dark CRACKS form on the surface of the Mordor. Its hull creaks and GROANS as though some TERRIBLE PRESSURE were being applied from within.

SUDDENLY - The side of the ship EXPLODES OPEN in a symphony of DARK WINDS and CHANTING. This is NO ALIEN or ET. Debris swirls through the air. Then when it seems that it's reached a crescendo - It CRANKS UP to an even higher pitch as the terrible SHADOW BATS come flying out of the darkness.

(The SHADOW BATS have no substance but are, as the name implies, only the shadows of bat-like creatures. They differ somewhat from the shape of real bats as they have the heads of dead creatures from all over the galaxy including human heads.)

As the creatures FLY over the contours of the Cargo Hold, Tennison, Avery, and Barlow TURN and RUN back through the doorway.

INT. BELLEROPHON - CORRIDOR

Avery SLAMS her fist against the door switch as the SHADOW BATS are nearly ON THEM. The door CLOSES just in time. Avery HITS the LOCKING SWITCH as the three back away from the DOOR.

There is SILENCE.

THEN - TERRIBLE CREAKING. The METAL of the four inch thick ADAMANTINE ALLOY door begins to BOW INWARD as AWESOME PRESSURE is applied from the other side. Avery and Tennison watch - AWE-STRUCK.

A FINE CRACK begins to form in the door. Avery YELLS OUT over the terrible cacophony.

AVERY
(yells)

What is it!

Just as suddenly the sound SUBSIDES. Barlow looks at Avery, takes a breath then looks at the door.

CONTINUED:

BARLOW

I thought you understood... evil...in a solid form. The devil if you like.

TENNISON

It's an alien life form...

Barlow speaks in a strange detached way.

BARLOW

Life has nothing to do with this Mr.Tennison ...I've been there, I've seen it. Hell is not some abstract concept. It's a real place... now you can get there by dying or you can use that machine. The problem is with that machine, the Dark One is free to come for the living. And for them, it's much worse.

Barlow TWISTS his head in an odd way, then moves for the door to OPEN IT. Tennison grabs him, pulling him away.

TENNISON

What the hell are you doing?

BARLOW

Now is our only chance...The field is unstable... it ebbs and flows like the tide. In between the tides... If I can remove the Shard, the key....

Tennison STARES at Barlow trying to decide how much of his story to believe. He releases his grip on Barlow and glances back at Avery. Barlow MOVES to the door and hits the switch that unlocks it.

The DOOR slides OPEN. All is QUIET inside. Avery notices something out of the corner of her eye. She turns her head. At the END of the corridor, behind them, Darcy STANDS just staring in a very creepy way. Tennison looks back at her, then motions for Avery, and Barlow to follow him inside.

At the door Tennison notices how dark it is inside. He stops the others long enough to grab a flashlight off the wall. He turns it on and starts to ENTER the room when he notices that the closer he gets to the Cargo Bay, the DIMMER the light gets. He backs away from the door and the light becomes brighter. He shines the light down to the end of the hall at Darcy. She WATCHES with a twisted smile.

Tennison proceeds into the Cargo Bay followed by Avery and Barlow.

CONTINUED:

INT. BELLEROPHON - CARGO BAY

Tennison and Avery proceed cautiously past the Mordor toward Engineering. Barlow walks slowly up to his old ship. He stares up at the Mordor then proceeds INSIDE.

INT. MORDOR - BRIDGE

The bridge is deathly quiet as Barlow ENTERS. Only a few DIM emergency lights illuminate his path. DEAD EYES seem to follow him as he passes by the victims of the slaughter.

Barlow's momentary confidence seems to be shaken. Fear begins to eat away at him as he passes the bodies. Suddenly it seems as though one of the bodies MOVED. A small movement, almost imperceptible. Barlow twists his head around to try to catch them moving. They continue to stare at him with cold lifeless eyes.

SUDDENLY - ripping stark terror grips him and he BOLTS for the CORRIDOR toward the back of the ship and the Cargo Hold.

CAMERA FOLLOWS as he runs madly through the ship. His footsteps seem to take on another SOUND - the sound of VOICES calling his name - the voices of his dead comrades.

VOICES (o.s.)

Barlow....Barlow...Barlow.

The WALLS appear to bend and TWIST as pieces of equipment seem to have a life of their own, moving in the shadows. Barlow CRIES OUT as he runs headlong INTO the CARGO HOLD. He STUMBLES and falls flat on his face. He looks up to see -

THE THANATRON - It RUMBLES with POWER.

CUT TO:

INT. BELLEROPHON - ENGINEERING

CLOSE ON TENNISON & AVERY

Tennison is examining the mass of melted cables that are the result of Avery's thermite bomb. He looks up at her with a serious countenance.

TENNISON

We can't repair these.

AVERY

I'm sorry.

CONTINUED:

Her EYES meet his. She stares up at him with a wistful look. He extends his hand to her face. A thought strikes him.

TENNISON

Barlow said that there is a Two D Unit on the Mordor.

AVERY

He said it didn't work.

TENNISON

Parts...

Avery and Tennison MOVE OFF toward the cargo bay.

CUT TO:

INT. MORDOR - CARGO HOLD

In the creeping shadows of the cargo hold, Barlow is dwarfed by the terrible machines of alien construction. Fear seeps into every pore of Barlow's body as he moves up to the THANATRON.

He runs his hands over the crusty surface of the machine trying to find the mechanism for releasing the Shard. Perhaps the metallic rot is hiding it or the machine has changed in some way but his hands are unable to find the access to the controls. Barlow is really panicked now.

JUST THEN - Something MOVES in the SHADOWS. Barlow SPINS AROUND. He see NOTHING. A low THROBBING begins to emanate from the Thanatron. Barlow looks up at the machine. BLACKNESS seems to surround it as the DEMENTED CHANTING begins softly at first then louder as the black CLOUD GROWS. Barlow SCREAMS OUT -

BARLOW

NOOOOOOoooo!

He TURNS and RUNS for the corridor.

INT. MORDOR - CORRIDOR

CAMERA flies with Barlow as he dashes madly toward the bridge and the front air lock door. He looks back over his shoulder. The SHADOW BATS come ripping over the walls of the hall toward him. SUDDENLY he is STOPPED dead in his tracks. In front of him, on the bridge.

CONTINUED:

The BODIES of his dead comrades RISE UP one by one. He starts to turn back but as he twists around, he comes face to face with - RUSSO. Russo has the terrible drawn look of something long-dead. His cracked decaying lips pull back to SPEAK -

RUSSO

Barlow...it's time you joined us.

BARLOW

NOOOooo...You're dead. I killed you...you stay dead!

Barlow backs away. Unseen by Barlow, an army of his dead friends has moved up behind him. They suddenly reach out for him. He CRIES out as their decaying limbs wrap around him and hold him to the spot. Russo SMILES at him then TURNS as if to welcome something shadowy approaching from the other end of the corridor. Barlow WATCHES in HORROR.

The SHADOW BATS have all merged into one black shape covering the walls. The slightest OUTLINE of some hideous thing is taking form in front of Barlow. JUST THEN - Small BLACK BITS of matter (like pixels) come flying down the corridor and start to fill in the shape. The roughly bat-shaped thing is taking on INHUMAN proportions.

Its body is long, BLACK and SLEEK. It has a strange grotesque beauty as it spreads its leathery wings out to greet Barlow. Suddenly, out of holes in its wings, black shapes like ghostly lost souls fly out SCREAMING. The SKULL-LIKE face looks down at Barlow, GLOATING.

CLOSER ON THE DEMON'S FACE

From its perverse mask, BONES move out like rails from just below its cheeks. The rail-like bones drop down to its skeletal chest - THEN, its face CRACKS OFF all around the perimeter and begins to move down the rail EXPOSING - ANOTHER even more terrifying FACE. This then SPLITS AGAIN doing the same - AND AGAIN until perhaps a half dozen faces have been exposed.

Its spindly hands reach out with talon-like nails to Barlow's face.

CUT TO:

INT. BELLEROPHON - CARGO BAY

Avery and Tennison MOVE up to the Mordor. They STEP UP into the craft.

CONTINUED:

INT. MORDOR - AIR LOCK & CORRIDOR

Avery and Tennison ENTER the air lock and MOVE to the door to the corridor. They LOOK inside and SEE -

POV - A terrible BLACK SHAPE moves up to Barlow. He lets out a blood-chilling CRY as a DARK STORM swirls around him.

CLOSER ON BARLOW & THE DEMON

We can SEE the veins in its TRANSLUCENT leathery wings turn from clear to BLOOD RED. The DEMON pulls Barlow close, draining the blood from his body.

SUDDENLY - Barlow's smoldering desiccated carcass DROPS to the floor. The Demon's head suddenly TWISTS UPWARD, locking its DEAD EYES on Avery and Tennison.

Avery GASPS as the demon starts BARRELING DOWN the corridor toward them. Avery seems hypnotized by the sight. Tennison GRABS hold of her arm and jerks her away back outside.

INT. BELLEROPHON - CARGO BAY

Just as the two exit the craft, the MORDOR begins collapsing in on itself. It folds and twists then suddenly DISAPPEARS. CAMERA MOVES IN on the rubble. The THANATRON REMAINS pulsing with power and consuming the matter around it in an unearthly VACUUM.

Avery and Tennison race through the cargo bay to the corridor, Avery LOOKS back over her shoulder and SEES the SHADOW BATS gaining on them. They just make it through the door and CLOSE IT as the SHADOW BATS turn the scene BLACK.

INT. BELLEROPHON - CORRIDOR

Avery backs away as Tennison throws the switch locking the door. SUDDENLY we hear the METAL begin to creak as the alloy door bends inward. The CRACK we saw before crawls across the surface of the door. THEN - DARK SHADOWY shapes start to squeeze out through the crack forcing it to OPEN UP larger. Wide-eyed, Tennison and Avery move away from the door.

SUDDENLY it EXPLODES in a blast of SHADOW BATS and DARK twisting WIND. Oppressive UNEARTHLY SOUNDS fill the air.

Tennison and Avery run full tilt toward the next bulkhead DOOR at the end of the corridor.

CONTINUED:

Upon reaching the next door, Tennison pulls Avery through then slams his hand down on the DOOR LOCK. The door CLOSES with a satisfying clunk. Avery and Tennison give a sigh of relief. This is short-lived as soon the PRESSURE builds on this door too. The metal CREAKS and MOANS from the stress.

TENNISON

Come on!

Tennison MOTIONS to Avery and the TWO RUN toward the front of the ship and the BRIDGE. CAMERA HOLDS on the door as it BOWS INWARD.

CUT TO:

EXT. BELLEROPHON

A TENDRIL of VIOLET ENERGY from the BLACK STAR eats at the tail of the Bellerophon. Plates of metal RIP AWAY and fall back toward the dark core. The ship picks up speed as it PLUMMETS DOWN. BLASTS of power assault our senses.

CUT TO:

INT. BELLEROPHON - BRIDGE

Avery and Tennison ENTER. Tennison operates a SWITCH closing all the bulkhead doors.

VARIOUS SHOTS throughout the ship - The doors CLOSING.

CUT TO:

INT. BELLEROPHON - CORRIDOR

Darcy APPEARS out of the shadows, and runs up to one of the bulkhead doors just as it's closing. She is a moment too late as the door shuts in front of her. She POUNDS and CLAWS at it's vented surface leaving bloody finger marks.

DARCY

Nooooo! You can't leave me here! Wait!
Please open the door... please!

CUT TO:

INT. BELLEROPHON - BRIDGE

Avery moves over to the console to check the status of the Bellerophon. She looks back at Tennison with a GRIM countenance.

AVERY

The Bellerophon's breaking up.

CONTINUED:

TENNISON

How long?

AVERY

Minutes...If we can hold out that long.
(indicating the corridor and the demon)

A FEW BEATS go by then Tennison MOVES over to her. Resignation passes over them like a cool hand on a fevered brow.

TENNISON

I'm sorry...

She puts her finger on his lips.

AVERY

Don't, this was my ride too. I wouldn't have missed you for the world.

He looks at her with sad eyes. She stares up at him knowing the struggle going on inside. His eyes narrow as he feels something in his jacket pocket. He pulls his hand out. In his hand are some bits of yellow-colored HAY and SEED.

AVERY (cont.)

She's gone, let her go.

TENNISON

I can't, she's waiting for me?

AVERY

She's dead...And we're alive...yes and we're going to stay that way... The service pod!

CUT TO:

INT. BELLEROPHON - COMPUTER ROOM

Darcy runs into the room. She has the look of a fawn in a lion's sight. She spins around, every sense heightened to the snapping point. Death in it's most terrible form is near and she knows it. She moves back into the corridor and peers into the darkness.

Nothing is there.

Just then - the CHANTING rips through her mind. She spins around again - STILL NOTHING.

CONTINUED:

SUDDENLY - The room itself seems to shift position. The shadows of the objects that make up the room come together and take on the form of the DEMON. The room turns BLACK. Darcy TWISTS AROUND and LOOKS into the face of endless death. She SCREAMS in HORROR as the dark angel APPEARS before her and wraps her in its terrible leathery wings.

CUT TO:

INT. BELLEROPHON - BRIDGE

Avery and Tennison MOVE QUICKLY around the room gathering things that they need and checking the systems on the POD.

TENNISON

Everything's set... but the pod only holds one person.

AVERY

We'll make it work.

JUST THEN - we HEAR an awesome CRACKING and TWISTING.

INT. BELLEROPHON - CORRIDORS

One by one, the bulkhead door crack and explode OPEN issuing the DARK WIND. The Demon BARRELS down the corridors toward the bridge.

INT. BELLEROPHON - BRIDGE

Tennison and Avery look back at the door. Time is short now.

AVERY

It's coming!

They MOVE QUICKLY to the EMERGENCY AIR LOCK to one side of the room.

INT. BELLEROPHON - EMERGENCY AIRLOCK

Avery and Tennison ENTER the small room. Tennison pulls on a LEVER and OPENS a small HATCH leading into the SERVICE POD. Avery hops up and slides in feet first. The whole craft is not more than ten feet in diameter and is normally used to do repairs outside the ship.

EXT. BELLEROPHON

CLOSE ON THE POD

We see Avery's FACE through a large round PORT in the front. The POD is mounted just below the nose of the ship.

WIDE ANGLE

The REAR of the Bellerophon is disintegrating. Now LARGE PORTIONS of the ship are BREAKING AWAY and falling back toward the black star.

INT. BELLEROPHON - POD

Tennison is about to climb in when suddenly ALL the POWER in the ship GOES OUT. Avery looks back at him.

AVERY

What's the matter? Get in!

TENNISON

Power's gone.

AVERY

The pod has it's own power supply!

TENNISON

Yes but the eject won't work...I'll do it manually.

He starts to go. She turns back to him.

AVERY

Wait!

He sticks his head in and gives her a kiss. He then ducks out and closes the POD HATCH, locking it.

AVERY

Tennison!.....Tennison!

INT. BELLEROPHON - EMERGENCY AIRLOCK

Tennison begins putting on a SPACESUIT that is stored nearby.

INT. BELLEROPHON - BRIDGE

The BULKHEAD DOOR to the bridge begins to BOW INWARD. A crack soon cuts across its vented face. Terrible SOUNDS come from behind the door.

SHADOWS begin CRAWLING OUT of the crack forcing it OPEN.

CUT TO:

EXT. BELLEROPHON

A good portion of the tail of the ship RIPS AWAY and falls back toward the BLACK STAR. As we watch the chunk fall, it soon hits a intense field of energy causing it to DISINTEGRATE.

CLOSER ON THE ESCAPE HATCH

Tennison APPEARS out of the hatch wearing a SPACESUIT. He crawls along the outside of the ship moving toward the alcove housing the SERVICE POD. A STAR STORM of awesome proportions is reflected in the ships metallic skin.

ANOTHER ANGLE

Bolts of VIOLET ENERGY ARC over the surface just behind Tennison. ANOTHER large portion of the ship tears away and DISSOLVES.

INTERCUT AS NECESSARY -

INT. BELLEROPHON - POD

AVERY watches and waits anxiously. She PEERS up through the port.

INT. BELLEROPHON - BRIDGE

POV DEMON - A DISTORTED VIEW of the bridge - MOVING forward - It CHANGES directions then - MOVES toward the EMERGENCY AIR LOCK. In ONE CONTINUOUS MOVE, it goes down into the AIR LOCK ripping the door away as it goes.

EXT. BELLEROPHON

Tennison has a PRY BAR and is prying at the LARGE METAL CLASPS that secure the pod to the ship. Suddenly one of the clasps POPS UP. He begins working at the second of three.

INT. POD

Avery looks up to see if she can see Tennison. SUDDENLY from behind her, the DEMON appears in the port and stares in. Avery is unaware of her peril.

CUT TO:

EXT. BELLEROPHON

Tennison POPS the SECOND CLASPS, banging the bar against the side of the ship.

INT. POD

We SEE the demon REACT to the SOUND and look away. Avery looks back and sees nothing.

EXT. BELLEROPHON

Tennison is having no luck on the third clasp. He seems unable to get leverage on it. JUST THEN from behind him, a section of the ship SPLITS OPEN as the demon rips its way out. It crawls along the skin of the ship like some terrible BAT as it sets its sights on Tennison.

Tennison SENSES the creatures approach and LOOKS BACK. He STRUGGLES with the last CLASP. FINALLY it POPS up.

The demon is ADVANCING faster.

INT. POD

Avery UNABLE to see what's going on, lifts herself up as far as possible. In the port above her, Tennison's FACE APPEARS. He mouths the word "OK", giving her a thumbs up. She SMILES at him as he places his gloved hand on the GLASS and GAZES warmly down at her. She looks up at him, placing her hand on the glass against his.

She SUDDENLY realizes the look he is giving her is a "good-bye". She REACHES UP to the glass but can't get closer because of her seatbelts.

AVERY

No you don't....You get in here...Tennison!
Tennison...Tennison! ...let her go...

Tennison looks back then down at Avery. His EYES GLAZE over and mouth's the words - "I can't."

JUST THEN a TERRIBLE CLOAK of leathery WINGS fall over him. AVERY SCREAMS.

EXT. BELLEROPHON

CLOSE - Tennison's hand SMASHES DOWN on a large level marked "EMERGENCY EJECT".

CONTINUED:

ANOTHER ANGLE -

The POD BLASTS away from the Bellerophon, shooting out into FREE SPACE and taking Avery to safety.

A HUGE PIECE of the Bellerophon breaks off and FALLS BACK. We SEE the THANATRON falling with the other debris. It SUDDENLY hits the wall of energy and EXPLODES into a million pieces.

ON TENNISON

The Demon has hold of him when it begins to DISINTEGRATE. Suddenly the pieces that make up the thing are sucked backward toward the black star. Tennison is left clinging onto the surface of the nose of the ship.

Tennison is swept backward as he rides the piece down toward the energy field and compressing doom. VIOLET LIGHTNING flashes around him at dizzying speeds. An AWESOME LIGHT SHOW as he plummets to certain death.

CLOSE ON TENNISON

His SPACESUIT begins to DISINTEGRATE, his gloves, the legs, his air tanks and finally his helmet. JUST THEN everything seems to come to a STOP.

Tennison is bathed in a WARM LIGHT. He looks up at its source - a SMILE comes to his face - He watches a familiar face approach him through his glazed eyes.

RACHEL'S HAND reaches down out of the rich warm light and take his hand. RACHEL speaks unseen to Tennison.

RACHEL (v.o.)

Nothing can keep you from me... Nothing.

RACHEL'S VOICE CARRIES over to a shot of -

The SERVICE POD drifting in the silent endlessness of DEEP SPACE.

INT. POD.

Avery sits ALONE among the readouts and beeping lights. Her hand activates a control marked "HYPER_SLEEP". She settles back and looks out the window as the GLASS begins to FOG OVER with a FROSTY DEW.

There's a long winter ahead....

END CREDITS ROLL