

JOHN CARPENTER'S  
**GHOSTS OF MARS**

WRITTEN BY  
**LARRY SULKIS & JOHN CARPENTER**

|                           |                 |
|---------------------------|-----------------|
| <b>Shooting Script</b>    | <b>5-11-00</b>  |
| <b>Blue Revision</b>      | <b>7-17-00</b>  |
| <b>Pink Revision</b>      | <b>8-8-00</b>   |
| <b>Yellow Revision</b>    | <b>8-23-00</b>  |
| <b>Green Revision</b>     | <b>8-29-00</b>  |
| <b>Goldenrod Revision</b> | <b>10-24-00</b> |

GHOSTS OF MARS

1 FADE IN: MARS, AS SEEN FROM SPACE

The night side of Mars is an ominous blood clot as our POV rushes toward the planet. We close on one of a network of giant satellite mirrors that hover in stationary orbit.

NARRATOR

(arch British accent)

For centuries Mars was a supernal force in human affairs. It's color made it an ominous influence, symbolizing anger, blood, war and passion.

The sun rises; it's reflection FLASHES with blinding intensity off the satellite's mirrored wings to illuminate an area on the Martian surface, warming the atmosphere.

SUPERIMPOSE:

MARS 2176 AD

TERRAFORMING 84% COMPLETE - PARTIAL EARTH-LIKE ATMOSPHERE

POPULATION: 640,000 EARTH COLONISTS

LARGEST CITY: CHRYSE, POP. 124,000

SOCIETY: MATRIARCHAL.

EARTH LAW ENFORCED BY MARS POLICE FORCE

NARRATOR

Now, in the year 2176, Earth colonists live and work on Mars, spread across far-flung outposts, settlements and towns. Unaware that beneath them lies death.

DISSOLVE TO:

2 A MYSTERIOUS GLOWING LIGHT

fills our screen. Perhaps a headlamp, vibrating with the motion of high speed and slightly obscured by swirls of blowing red sand. BEGIN MAIN TITLES.

SLOWLY WIDEN TO REVEAL the headlamp is one of the front beams on the train that connects the far-flung outposts of Mars, -- the Trans Marineris Railroad.

(CONTINUED)

2

CONTINUED:

We TRACK alongside the distorted shimmer of the speeding cobalt black train. Shapes begin whipping past us: towers, outbuildings, signs.

Pull back from the train as we reach the outskirts of the largest city on Mars. It's skyline looms in the b.g. as the sleek monster begins to slow.

PAN TO SIGN: WELCOME TO CHRYSE. FIRST EARTH CITY ON MARS. ESTAB. 2150.

3

INT. TRAIN - THE CONTROL BAY - DAY

The train's control room is blood-spattered and empty. We TRACK IN toward a control panel. The words AUTOPILOT ENGAGED flash at us from a readout.

4

INT. CHRYSE EMERGENCY CENTER - DAY

It is a large, austere, chamber. It's low-voltage lighting gives the room the feeling of perpetual twilight. There is a bank of conference tables, chairs, a large flat digital monitor mounted on the wall. A GROUP of TEN INTERROGATORS mill around. They are shadowy figures, dressed variously in uniforms of Martian government agencies, medical lab coats or "suits," -- most are smoking cigarettes. A cross section of Earth's racial diversity, seven of the ten are female.

The INQUISITOR, 40's, female, takes the lectern. She is weary with stress and bundled against the cold.

INQUISITOR

Take your seats, please.

The interrogators sit. Smoke rises in thin shafts of light. Data screens beep softly as the panel members scan the reports in front of them.

INQUISITOR (CONT'D)

I just talked with the Cartel.  
They're concerned that the rumors  
are getting out of control...

PAN THE MEMBERS of the hearing panel as she speaks. We see their worried reactions to what's said.

INQUISITOR (CONT'D)

They'd like to make a statement in  
two hours. Some of you may  
not know that we've had another  
incident. At 1520 hours yesterday  
a freight train...

\*

5 INT. CHRYSE TRAIN STATION - DAY

The train grinds to a halt. STATION WORKERS and a SECURITY DETAIL rush toward it.

INQUISITOR (V.O.) (CONTD)

...Trans Marineris 74 Yankee  
returned from the southern valley  
on autopilot. \*

SEVERAL WORKERS operate welding torches on the control bay door. Finally the door opens. The workers rush aboard.

6 INT. TRAIN - CONTROL BAY - DAY

Workers fill the bay. The engine room is empty. There are splashes of blood on the controls and the floor.

INQUISITOR (V.O.) (CONTD)

Initial reports indicated that it  
was a ghost train.

7 INT. TRAIN - PASSENGER COMPARTMENT - DAY

A Security Detail enters a compartment. One SECURITY OFFICER pulls back a curtain on a berth to reveal...

A YOUNG WOMAN, 20's. She's tousled. One bare shoulder protrudes from the covers piled around her; one hand is cuffed to the bunk with manacles. She is MELANIE BALLARD -- pretty but for the bruises. She stares at the Security Detail as they untie her.

INQUISITOR (V.O.) (CONTD)

It appeared no one was aboard  
until a single survivor was  
discovered in a rear compartment.

8 INT. CHRYSE EMERGENCY CENTER - DAY

INQUISITOR (CONTD)

Lieutenant Melanie Ballard, second officer for a squad of escort police. They were assigned to transfer a prisoner from the jail at Shining Canyon Mine back here to Chryse.

9 INT. HOSPITAL ROOM - DAY \*

MELANIE is wheeled into the private room, a dim, soothing, environment punctuated by shafts of precisely aimed light. \*

DOCTORS hover over her, inspecting and cleaning her wounds,

(CONTINUED)

9 CONTINUED:

CLOSE ON MELANIE - she turns her head to see...

ARMED GUARDS stand watch from the shadows,

MELANIE'S EYES stare hauntedly at the ceiling...

INQUISITOR (V.O.) (CONTD)

Lt. Ballard was taken to hospital under guard. She had superficial wounds but was otherwise in good physical condition. However traces of an illegal substance, tetromonochloride, were found in her system.

10 INT. CHRYSE EMERGENCY CENTER - DAY

The Inquisitor turns to a UNIFORMED GUARD near the door.

INQUISITOR (CONTD)

(to guard)

Bring her in now, please.

Melanie Ballard enters the room. She's dressed in a crisp police uniform. She walks to a chair and faces her interrogators.'

INQUISITOR (CONT'D)

Lt. Ballard, please be seated.

MELANIE

Do I get a lawyer or don't police officers have rights these days?

INQUISITOR

(motherly)

Representation by counsel won't be necessary. Your rights are protected by the Matronage. You can speak freely.

MELANIE

I'm not being charged?

INQUISITOR

(suddenly hard).

Sit down, Lieutenant. This is a discovery hearing and your presence is required as ranking officer.

Melanie sits.

10

CONTINUED:

INQUISITOR (CONT'D)

I want your After Action report. Where is the rest of your team, the prisoner you were sent to pick up? What happened at Shining Canyon?

We TRACK IN CLOSE on Melanie.

MELANIE

What happened? Lots happening on Mars these days. -- Last Friday at 1750 hours we were slamming through a dust storm at the edge of the southern valley. 74 Yankee was an ore hauler servicing the mines in the outer sector. My squad was hitching a ride to Shining Canyon.

\*  
\*  
\*  
\*  
\*  
\*  
\*

CUT TO:

11

EXT. TRAIN - DUSK - (FLASHBACK)

LOW ANGLE as the train ROARS through a bleak landscape, engulfed in the swirling red dust of a Martian storm.

12

INT. TRAIN PASSENGER COMPARTMENT - DUSK

FIVE COPS and a long, long train ride in a cramped compartment. MELANIE sits at one end by herself, silently watching the others...

JERICHO, 30's, tough, solid, is taking advantage of DESCANSO, a rookie, early 20's, in a game of chance. As Jericho deals from a deck of Tarot cards, he sneaks a look at Melanie.

JERICHO

...Ooh, you beat me! Looks like you've played Tarts before.

DESCANSO

No, I've never done this...

JERICHO

Well, let's spin 'em again. One down, one up.

Jericho flips down a card.

JERICHO (CONT'D)

Fuck me, the Five of Bats. You've got the Wheel up! What's your wager?

(CONTINUED)

12

CONTINUED:

DESCANSO

Five bucks.

12 CONTINUED: (2)

She squeezes an invisible latch and a small clear round wafer the size of a dime slips into her palm.

MELANIE puts the wafer on her tongue and it dissolves.

She sighs and gazes at the designs on her locket.

They begin to move, to flow, to twine and untwine in a pulsing rhythm.

Melanie's eyes close and we see...

13 EARTH

Blue skies with high Spring clouds. Water BABBLES over rocks in a forest stream. The Sun shimmers off the water's surface and in the FLASH our POV is transformed to...

14 DAYBREAK OVER EARTH FROM SPACE

Our watery blue sphere turns peacefully in the void.

HELENA (O.S.)

Melanie!

15 MELANIE'S EYES OPEN

MELANIE'S POV OF HELENA LOOMING OVER HER

HELENA

Are you high?!

MELANIE

Oh, fuck, Helena, it's just "Clear." I'll be straighter than this rail long before we hit the Canyon.

HELENA

You better be. This prisoner transfer is no sleepwalk. We're picking up James Williams.

MELANIE

You mean, "Desolation" Williams?

HELENA

He's cooling his heels in the Shining Canyon jail. Deep solitary.

MELANIE

What's the charge this time?

(CONTINUED)

HELENA

Murder.

MELANIE

That guy's been up on murder three times and he always gets off on self-defense.

HELENA

It's different this time. Sounds like the man finally went psycho. Beaucoup corpses, all mutilated.

MELANIE

Man...

HELENA

Williams shows up at Shining Canyon Mine with a bizarre story. Sends three officers to medevac before they locked him down. You starting to see the picture?

MELANIE

Yeah, and all we got is you, me, this new "man," Jericho, and a couple of rookies...

HELENA

What do you think of Sergeant Jericho? I was hoping for a good solid woman we could count on.

MELANIE

I don't know yet.

POV

They look Jericho over as he continues to fleece Descanso. Jericho senses he's being watched and looks over.

MELANIE (CONT'D)

He seems intuitive; not your typical testicular male.

HELENA

I need you straight, Mel.

As Helena says this, her tone softens and her hand caresses Melanie's cheek. Mel instinctively pulls away.

MELANIE

Don't worry about that, Commander. I'm as straight as they come.

(CONTINUED)

HELENA

Such a shame.  
 (her face hardens)  
 Go check about our transfer  
 schedule.

RACK FOCUS to see in the background...

BASHIRA watching their exchange, her eyes narrow  
 competitively at Melanie.

JERICHO taking in the whole thing from the corner of his  
 eye as he takes Descanso for more money.

JERICHO

Looks like I've got golden balls  
 today, eh? It's all luck, isn't  
 it?

16 INT. TRAIN - CONTROL BAY - NIGHT (FLASHBACK)

CLANK! A door opens to reveal the train's control bay.  
 MCSIMMS, the engineer, holds a radio handset.

MCSIMMS (INTO MIKE)

Shining Canyon, this is Trans  
 Marineris 74 Yankee.

The radio's all STATIC. Melanie steps into the SHOT.

MELANIE

They ready for us?

MCSIMMS

(to Melanie)

This storm is really kicking up a  
 mess. I can't get through to the  
 tower.

MELANIE

Perfect.

McSimms' second, RODALE, enters from the galley with a cup  
 of coffee for McSimms.

RODALE

Here's your coffee, Mr. McSimms,  
 three sweet and two white, like  
 you like it.

(to Melanie)

You want coffee?

16

CONTINUED:

MELANIE

No thanks.  
(to McSimms)  
How long?

MCSIMMS

About forty.

17

INT. TRAIN - PASSENGER COMPARTMENT - NIGHT

Melanie enters. The other four cops are suiting up.

MELANIE

Forty minutes e.t.a. \*

HELENA puts a flak vest on over her uniform. \*

HELENA

Check your equipment. I don't  
want any surprises. \*

DESCANSO tests a mean-looking electric cattle prod that  
appears big enough to stun a Brontosaurus. He murmurs to  
Jericho,

DESCANSO

Matronizing Bitch...

JERICHO

Don't you worry about her, just  
mind your job.

JERICHO sidles up to Melanie as she clips heavy-duty  
manacles to her utility belt and whispers.

JERICHO (CONT'D)

Everything all right, lieutenant?  
I couldn't help but notice that  
charming little scene with the  
Queen Bee?

JERICHO loads double-ought magnum shells into his 10 gauge.  
Melanie gives her new sergeant the once over. He tapes two  
mags together in a way only a field-savvy vet would know.

MELANIE

You know how the service is,  
sergeant.

(MORE)

(CONTINUED)

17

CONTINUED:

MELANIE (CONT'D)

-- She figures if I want to make  
Captain I'll have to pay the  
price. Thing is, I could give a  
shit about wearing another bar.

JERICHO

(flirtatious)

Could be that. Or maybe she just  
has good taste in women.

MELANIE

Sergeant, you are seriously out of  
line.

JERICHO

(grins)

I'd hate to spoil my record.

WIDER

HELENA

All right!

(the team gathers)

I know you all think you're pretty  
tough hombres. You've had the  
best training and you've got the  
best gear. You might think this  
sort of prisoner transfer is  
routine. Well, that's what I want  
to bang into your heads. There is  
nothing routine about this  
prisoner. We're here to pick up  
James "Desolation" Williams...

(MURMURS from cops)

I want you all jack-ready and  
double-tough.

18

EXT. OUTSKIRTS OF SHINING CANYON - NIGHT

Through the blowing dust, the train ROARS past the trash  
dump at the outskirts of town. Human junk is everywhere.  
The lights of Shining Canyon glow in the distance.

19

EXT. THE TRAIN STATION IN SHINING CANYON - NIGHT

The train SCREECHES in to a halt. There is no one about.  
Red dust swirls around the tracks.

\*

20

OMITTED

\*

21

INT. TRAIN - CONTROL BAY - NIGHT

RODALE  
(into intercom)  
Officers, disembark here.

Melanie enters the Control Bay.

MELANIE  
What time is departure? We need  
at least a half an hour to secure  
our prisoner.

MCSIMMS  
(checks his watch)  
Our turnaround is about four  
hours. We'll be at this spot by  
2200. You can reboard any time  
after that.  
(to Rodale)  
Keep trying to raise the  
yardmaster, will you?

RODALE  
(into radio)  
Ed, -- Ed, you out there?

Melanie ducks out of the control bay, rejoins the other  
cops at the train's exit door. Helena is at the front of  
the group. \*

HELENA  
(to Bashira and  
Descanso)  
You rookies use your breathers.  
Gonna take another 10 years to  
get the air just like Earth. \*

She punches the door open mechanism. \*

HELENA (CONT'D)  
All right, let's go. \*

The door slides open with a WHOOSH... \*

22

EXT. TRAIN STATION - NIGHT

The five cops leap off the train and move out from the  
station platform...

23

EXT. SHINING CANYON - MAIN STREET - NIGHT

...and up the Main Street. Basically that's all Shining  
Canyon is: one main street with a rail line at one end and  
a strip mine at the other. It feels like a frontier town.

(CONTINUED)

CONTINUED:

We pass greenhouses, windmills, and a few nondescript buildings.

The building construction is industrial age strong rather than high tech, the better to withstand the dust and meteor bombardment. In the distance we see a nuclear power station the size of a garage.

BASHIRA

I hate this thing!

HELENA

You'll get used to it. Two years ago we still wore full-face breathers.

MELANIE

Takes about a month to get over the headaches out here.

BASHIRA

(finally looking around)  
This is Shining Canyon? -- What a dump!

MELANIE

Your first time in the boonies, eh, rookie?

Bashira gives Melanie a hard glare.

JERICHO

Standard layout. Just another little boomtown like all the others. Seen one, you can go home.

MELANIE

You're always cold, you can't get a decent shower; and they don't tell you that a "one year" contract here equals two years Earth time. Read the fine print.

Through the blowing dust the cops see that the Main Street is totally deserted.

JERICHO

Where is everybody?

MELANIE

Yeah, Friday night. Place should be packed.

24

POV - MAIN STREET

SLOW DISSOLVE TO:

The SAME SHOT with the street bustling with PEOPLE, mostly miners, getting their business done between shifts.

MELANIE (V.O.) (CONTD)

A whole twelve hours before sunup and there's money to burn, whores to fuck and drugs to take.

DISSOLVE BACK TO:

25

POV - EMPTY MAIN STREET

MELANIE (V.O.) (CONTD)

Instead we got a graveyard.

NEW ANGLE

HELENA

They're probably all inside  
spending their money. Mel, I'll  
get us squared away at the  
RecFac. You and Sergeant Jericho  
check in at the jail.

\*  
\*

MELANIE

Save some hot water for me.

Melanie and Jericho split off from the others, heads  
lowered against the red gusts of blowing dust. They walk  
towards the jail.

JERICHO

I really admire a Commander who  
lets her noncoms do her shitwork  
for her.

MELANIE

Aw, she's all right. She just  
wants a hot shower and a cold  
drink.

JERICHO

Yeah, who doesn't? I don't mind  
doin' a little extra shitwork  
every now and again, -- as long as  
she's heads-up when I've got my  
arse down.

MELANIE

Where were you before Chryse?

JERICHO

Last? Utopia. God, that's the arse  
end of the universe. A penal camp  
full of Work-Amnesty cutthroats.

MELANIE

Sounds pretty nasty. But you  
seem to be holding together all  
right.

\*  
\*  
\*  
\*

JERICHO

What you see is nothing. I have  
numerous hidden talents.

\*  
\*  
\*

(CONTINUED)

CONTINUED:

They enter the jail. \*

26

INT. JAIL AIRLOCK - NIGHT

Melanie and Jericho bang through the front door.

(CONTINUED)

26

CONTINUED:

They wait for the five-second compression: FIVE LIGHTS blink in sequence Red-Orange-Yellow-Blue-Green, as they catch their breath and shake off the dust. Melanie unfastens her body armor to shake meteorites out of her blouse.

JERICHO

Need some help with that?

MELANIE

You're persistent, aren't you?

JERICHO

I've changed a few minds in my time. Not many of us breeders around. I'd hate to miss a chance to give it a go. What do you say?

Melanie gives him a "you're pathetic" smile and hits the inner airlock door button. It opens with a WHOOSH!

27

INT. JAIL - NIGHT

The place seems deserted. No one at the front desk. They poke in further.

MELANIE

Hello! Anybody here?

No one answers.

Above the control panel in the sergeant's office she sees a number of video displays. Most show empty rooms.

CLOSE ON MONITOR 5

There are several PRISONERS in a large holding cell. They look to be mostly DRUNKS and PROSTITUTES. PAN TO...

MONITOR 7

A lone FIGURE sits with his back to the camera.

MELANIE

(to no one)

Hello, Mr. Williams.

JERICHO tries the door to the back area. Locked. He returns to the front desk and presses the intercom button. His amplified voice BOOMS through the deserted jail.

JERICHO

Officer to front desk, please.

(pauses, no response)

Weird.

(CONTINUED)

CONTINUED:

JERICHO joins Mel.

JERICHO (CONT'D)

No one seems to be about. What do you make of it?

MELANIE

I don't know.

JERICHO

You want me to pop the lock and ask the prisoners?

MELANIE

What do you mean, "pop the lock?" That's a level eight security door.

JERICHO

I've got a mystical way with locks and mechanical objects. There isn't a machine on Mars that doesn't love me.

MELANIE

Oh yeah? Let's check in with the Commander first.

Melanie starts toward the airlock.

JERICHO

(wicked smile)

They won't be expecting us back yet. Come on, what do you say? Plenty of empty bunks back there.

MELANIE

Rule number one: don't fuck your sergeant.

JERICHO

'Cause it don't get you nowhere?

MELANIE

'Cause it gets you in trouble, and I've got enough trouble.

28

EXT. MAIN STREET - NIGHT

Melanie and Jericho step out into the deserted street. The wind whips devils of red dust around their legs as they pause to adjust their Breathers. \*

(CONTINUED)

CONTINUED:

MELANIE'S POV

Up ahead, gaudy casino-style lights flash above the RecFac.

MELANIE AND JERICHO walk against the wind.

JERICHO

So what do you do for fun, then?  
You a gambler?

MELANIE

I'm short-time, Sergeant. I  
believe in saving my money.

JERICHO

Don't worry about that. I was  
gonna do it for free.

MELANIE

(suppresses a smile)  
Let me put it this way. Maybe,  
just maybe, I'd sleep with you if  
you were the last man on Earth.  
But we're not on Earth.

MELANIE'S distracted by something off to their right.  
Jericho turns to see...

POV - SUPPLY OFFICE

A light flickers erratically in a supply office window.

MELANIE and JERICHO exchange a look. \*

JERICHO \*

Voltage overload, most likely.  
Want to check it out? \*

MELANIE \*

It's probably nothing.  
(beat) \*  
On second thought... \*

They approach the supply office. \*

INT. SUPPLY OFFICE - NIGHT

The airlock WHOOSHES closed behind them. It's dark in here.  
A long corridor runs straight back then T's, and a series  
of rooms that open off the corridor. Melanie along the one  
wall, Jericho along the other... Melanie looks in the first  
room...

MELANIE'S POV

CONTINUED:

A light dangles from a broken fixture, FLICKERING as it sways. In the flickering light we SEE broken, upended furniture. It looks like a strong wind blew through here.

MELANIE

Check this out.

Jericho looks at the destruction. They react to a SCURRYING at the far end of the hall, like rats -- except there aren't any rats on Mars.

(CONTINUED)

MELANIE (CONT'D)  
Police officer! Anybody there?!

Flashlights reveal only emptiness at the far end of the corridor.

Melanie walks down the dark corridor -- until she feels something press against, or rather, "grab" her leg.

She shines her flashlight and jumps back at the sight...

POV

An arm sticks out of a doorway -- a CLOSED doorway.

MELANIE unholsters her sidearm.

MELANIE (CONT'D)  
Jericho.

He backs her up as she cautiously opens the door. The arm falls to the floor with a THUD. It has been severed at the elbow by the force of the slamming door. They shine their lights through the doorway...

POV

...and see a bloody drag trail exiting out the back.

The flashlight beam sweeps the room, then moves up and dangling from the ceiling is a strange bundle of metal objects -- knives, forks, a screwdriver, nails, etc. -- bound together by wire. The bizarre mobile turns slowly, a ceremonial marker.

JERICHO  
This is not making me happy.

MELANIE  
Time to get some backup.

They quickly back down the corridor toward the Main Street and the airlock through which they'd entered, flashlights in one hand, pistols in the other until they reach the exit. They back into the airlock...

30 INT. AIRLOCK

...and seal it. The five-second lights BEEP. Something RATTLES the outer airlock door (locked for the decompression).

MELANIE  
Come on.

(CONTINUED)

30

CONTINUED:

BEEP! Melanie opens the outer door and steps out into...

31

EXT. MAIN STREET - NIGHT

Nothing. The wind blows across the empty street.

MELANIE AND JERICHO

edge to the corner of the building and WHAM!

DESCANSO!

They YELP and point their guns at each other. Descanso has a wild look in his eyes. Jericho hears the YELP and is outside in a flash, gun leveled at Descanso's head.

JERICHO

Jesus Christ! What were you doing? I almost killed you!

MELANIE

What's going on?

DESCANSO

The whole RecFac is a slaughterhouse.

MELANIE

What?

DESCANSO

Big time.

32

INT. CHRYSE EMERGENCY CENTER - DAY (END OF FLASHBACK)

INQUISITOR

"Slaughterhouse?"

MELANIE

I didn't see it myself.  
According to what Commander  
Braddock told me, right after we  
first arrived in Shining Canyon  
she and the two rookies headed  
for the recreation facility.

\*  
\*  
\*  
\*  
\*  
\*

33

EXT. MAIN STREET - NIGHT (FLASHBACK)

Helena and the other two cops dodge the weather to the airlock entrance of the RecFac.

34

INT. RECFAC ENTRANCE AIRLOCK - NIGHT

The outer door slides shut. Canned MUSIC blares cheerfully through the RecFac sound system. Bashira nudges Helena, indicates something above her. Helena glances up.

TIED TO THE CEILING

is another bundle of steel utensils spinning slowly, weirdly...

THE COPS exchange bewildered looks as...

THE AIRLOCK DOOR opens with a WHOOSH.

THE COPS stand gaping in horror at what they see. Descanso instinctively chambers a round in his shotgun and Helena draws her sidearm. Descanso suddenly doesn't look so macho.

HELENA

Descanso, sweep left. Bashira stay with me. Bashira?

Helena turns to see Bashira puking in the corner.

HELENA (CONT'D)

Bashira, -- now!

BASHIRA looks up with the expression of a little girl who doesn't want to play anymore.

She just wants to go home. She looks at Helena pleadingly, then back to the sight before them.

BASHIRA

Oh God...

POV

Lit by the colored lights, yet shadowy in the darkness of the casino/bar, TWENTY HEADLESS CORPSES dangle by their feet from the ceiling.

THE COPS split into two teams and begin a slow, methodical sweep of the casino area.

35 INT. JAIL - NIGHT (FLASHBACK)

MELANIE'S POV PANS THE ROOM...

As Helena sums up what they found.

Her voice is tight, clenched.

DESCANSO sits by himself, looking devastated...

CLOSE ON - Descanso's foot jiggles nervously.

(CONTINUED)

CONTINUED:

HELENA (O.S.)  
 ...every room the same: bloody  
 destruction; the casino, the  
 barracks, dining hall, rec  
 center... No one alive anywhere.

BASHIRA struggles with the radio, all we hear is STATIC.

BASHIRA  
 (slightly hysterical)  
 Nothing. I can't even reach the  
 train.

Jericho kneels with some tools to try and open the door to  
 the cellblock. Helena inspects the video monitors.

MELANIE  
 (to Jericho)  
 What do you think?

JERICHO  
 I don't know. This thing was  
 built to stay locked.

Melanie glances at the monitors.

HELENA  
 (looks at monitor)  
 And Williams is still locked up.

MELANIE  
 What do you mean?

HELENA  
 Williams was arrested on suspicion  
 of murdering six rail workers and  
 a payroll courier at the Klik 305  
 hub station. The bodies were found  
 hung up and decapitated. -- Just  
 like those bodies in the RecFac.

MELANIE  
 So how'd they connect that to  
 Desolation?

HELENA  
 He showed up here with the  
 courier's payroll. Cashier  
 realized it was the stolen scrip  
 and they made the arrest.  
 (looks around)  
 There must be a day log here  
 somewhere.

(CONTINUED)

CONTINUED: (2)

MELANIE  
Sergeant's desk.

SERGEANT'S DESK

The two women pore over the day log.

MELANIE (CONT'D)  
Here. Last night the mine called  
in a work stoppage. They reported  
severe winds gusting over sixty  
knots.

HELENA  
Sixty?

MELANIE  
That's what it says.

HELENA  
Anything else?

MELANIE  
A drunk and disorderly, another  
drunk and disorderly... An  
assault, an arrest for theft, then  
nothing.

JERICHO  
Got it!

36 INT. HOLDING CELLS - NIGHT

Descanso stands guard while the other four cops enter the holding cells. Jericho pops the inner door leading to the large holding tank.

The PRISONERS rush forward with angry SHOUTS and the four cops draw their weapons and push them back.

AKOOSHAY, an attractive but hardened prostitute, protests loudly. \*

AKOOSHAY  
What's going on around here? We  
haven't had a meal or a piss break  
in six hours!

HELENA  
Everybody quiet down! We'll get  
your needs taken care of, but  
first we're trying to locate the  
Duty Officer.

ZIMMERMAN, a gruff, hungover miner answers.

(CONTINUED)

ZIMMERMAN

He just told you, we haven't seen anybody in six hours.

AKOOSHAY

...And who are you?

(beat)

You're here to pick up Williams aren't you?

(LAUGHS)

Well, good luck! If you want to know where all your buddies are, try the hospital. I think Williams took a chunk out'a each of 'em.

\*  
\*  
\*  
\*  
\*  
\*  
\*  
\*  
\*

HELENA

(reads from day log)

All right, everybody answer when called: Akooshay!

AKOOSHAY

What?

HELENA

Just answer, "Here." Zimmerman!

ZIMMERMAN

I'm right in front of you.

JERICHO

(steps in menacingly)

Do you have difficulty saying the word, "here?"

HELENA

Benchley!

A SMALL MAN in the corner raises his hand.

HELENA (CONT'D)

The day log shows you were the last prisoner brought in last night. What's going on out there?

BENCHLEY

I don't know. They shut the mine down.

HELENA

Why?

BENCHLEY

Big ol' storm came up. Freakish kind'a thing, really. I was kind'a busy right then.

ZIMMERMAN

Yeah, cleanin' out his buddies' dormitory rooms while they was working, you little shit hole!

HELENA

All right, knock it off! Who's that? I don't have anyone else on the log.

A WOMAN, 50's, is curled up in the corner.

AKOOSHAY

She showed up last night and checked herself in. Insisted on being locked up with us.

JERICHO

Well, wake her up, Sunshine. Let's hear what she has to say.

AKOOSHAY rouses THE WOMAN from her slumber.

WOMAN (WHITLOCK)

What? What? What do you want?

HELENA

Who are you?

WOMAN (WHITLOCK)

(squints)

Whitlock.

HELENA

Why are you in this holding tank?

WHITLOCK

Because it's the only safe place for the moment. Can I go back to sleep now?

HELENA

No, you can't. I need answers.  
What do you know about what's  
going on out here?

The woman looks pained. Her eyes scrinch up from the  
overhead lights.

WHITLOCK

Maybe if I had a little  
something... To cut the dust.

HELENA

Bashira, see if you...

But before she can finish, Jericho has a flask out for the  
woman. He shrugs sheepishly at Helena's glare.

THE WOMAN takes a deep swallow.

HELENA (CONT'D)

What's your ID?

WHITLOCK

Dr. Arlene Whitlock. I'm the  
Science Officer for the mining  
operation at Drucker's Ridge, at  
least I was.

Helena and Mel exchange a look. We TRACK IN on Whitlock.

WHITLOCK (CONT'D)

I left Drucker's about a week ago  
in a weather balloon I modified...

37

EXT. NIGHT SKY

A large weather balloon sails through the dark magenta sky.

CLOSER - BALLOON'S BASKET

Whitlock struggles with the controls in the strong wind,  
looks back over her shoulder fearfully...

WHITLOCK (CONT'D)

There'd been a -- a disturbance in  
town. It seemed prudent to get  
out.

38

INT. JAIL - NIGHT

HELENA

We heard there'd been some kind  
of riot there, that the place was  
destroyed.

(CONTINUED)

WHITLOCK

(evasive)

Something like that. I was adrift  
for several days. Ran out of food.

AKOOSHAY

Packed plenty to drink though.

HELENA

Can it!

WHITLOCK

I followed the rail tracks...

39 EXT. MARTIAN SURFACE - NIGHT

We SEE what Whitlock isn't telling us...

POV

FROM ABOVE, bodies strewn along the tracks.

WHITLOCK (V.O.) (CONTD)

Each town I came to was in ruins -  
- until I reached here.

40 EXT. SHINING CANYON - NIGHT

The balloon sails over a mesa, down into Shining Canyon. A  
furious windstorm is lashing it.

CLOSER - BALLOON'S BASKET

Whitlock hangs on for her life.

WHITLOCK (V.O.)

The storm forced me too low.

THE BALLOON veers sideways, catches the blades of a  
windmill, lurches, drops like a rock and CRASHES into the  
street.

WHITLOCK (V.O.) (CONT'D)

I hit a windmill and crashed.

41 INT. JAIL - NIGHT

WHITLOCK (CONTD)

They were kind enough to take me  
in here.

Helena and Mel exchange a skeptical glance.

(CONTINUED)

HELENA

Wasn't that nice of them, but why don't you tell me what you're hiding?

WHITLOCK

I'm not hiding anything. You know what these Martian storms are like. They come up from the south and build strength over the Sinai. By the time they hit the canyons, you're in a hurricane. All you can do is try to find cover.

Helena studies her. Whitlock takes another drink.

HELENA

You're telling me the only weird thing going on around here is a windstorm?

WHITLOCK

I told you what I "know."

Whitlock slumps back against the wall.

HELENA

(beat)

Bashira, find rations for these prisoners. Mel, Jericho, check on Williams. See if he knows anything about this. And be careful. Don't open his door; don't get within arms reach.

42

INT. INNER CORRIDOR - JAIL - NIGHT

Jericho hot-wires the outer door to Solitary.

As the door slides open we can see DESOLATION WILLIAMS farther in, behind another set of bars.

He doesn't turn. The lighting is low and ominous as we TRACK toward him.

Melanie and Jericho stop. Williams still doesn't acknowledge their presence. He's shackled to the far wall and seated on a bare bench.

There is nothing else in his cell.

(CONTINUED)

CONTINUED:

MELANIE

Williams!

(silence)

You're to be transferred to Chryse for arraignment.

(no reaction)

Do you know what's going on outside?

(no answer)

Are you aware of what's going on outside?

(still no answer)

Looks like this asshole doesn't know anything either.

Williams slowly turns, looking Mel and Jericho over with glacial eyes. Melanie, impervious, turns for the door.

MELANIE (CONT'D)

Let's go.

The door SLAMS behind them leaving Desolation alone in the cell.

INT. JAIL HALLWAY - NIGHT

Melanie and Jericho head back down the hall.

JERICHO

You have some balls callin' him an "asshole" to his face.

(Mel shrugs offhandedly)

That's Desolation Williams!

MELANIE

So?

JERICHO

So? We have to escort the man. He's a killer. A fuckin' Martian.

MELANIE

Bullshit! No such thing.

JERICHO

He was born here in 2143, been raising hell ever since. Responsible for a major body count in the outer sector before his last stretch in Chryse. Since then he's been living on the scruff and keepin' himself in rice with the occasional payroll jacking.

(MORE)

(CONTINUED)

CONTINUED:

JERICHO (CONT'D)

And if that's not enough, he's  
been up on Charge One three times  
and bounced it each time. "Self  
defense".

\*  
\*  
\*  
\*  
\*

MELANIE

Then he's definitely an asshole.

CONTINUED:

JERICHO

I wouldn't go out of my way to make him angry. I heard he took out at least six when they cornered him at Deimos Station.

Melanie pauses, holds up her thumb and forefinger in a one-inch gap.

MELANIE

Yeah, and this is eight inches.  
(Jericho chortles)  
All you men love to exaggerate, Jericho. Goes with the territory.

JERICHO

Yeah, well in my case, it's a bit different. Perhaps a connoisseur like yourself would appreciate what I have to offer.

A THUMPING sound comes from an open doorway up ahead.

Hands on weapons, Melanie and Jericho slowly look inside.

INT. STORAGE AREA - NIGHT

Bashira is alone in the storage area. She's frozen, staring at a locked closet.

From inside comes a rhythmic THUMPING. Something's inside.

Mel and Jericho step in the room.

MELANIE

(whispers to Bashira)  
Get Helena. Quick.

Bashira ducks out of the room. Melanie and Jericho draw their weapons. Mel puts a finger to her lips.

They wait until Helena, Descanso and Bashira come running in.

Helena draws her weapon and nods to Jericho to unlock the closet. He quietly fiddles with the lock and...

THE DOOR OPENS

A uniformed woman, a LOCAL COP, 201s, falls out. She seems more like a mental patient than a cop. She's in a stupor, but she raises her right arm and then makes a strange repetitive gesture, moving her arms listlessly together and then apart, the thumbs and index fingers extended upward.

(CONTINUED)

CONTINUED:

HELENA

Officer, are you all right?  
(no response)  
Can you speak?

LOCAL COP (GHOST) POV

looking at Helena and the others.

The POV is strange, distorted.

Helena's VOICE sounds weird, slowed-down. This is the POV of something inside the Local Cop. A ghost.

HELENA

Officer? Talk to me. What's going on?

45

INT. CHRYSE EMERGENCY CENTER - DAY (END OF FLASHBACK)

MELANIE

It was almost like she was...  
possessed, as if there was some  
kind of force inside her.

INQUISITOR

Who was she?

MELANIE

She was a dispatch officer. At first we thought she was a mental patient. Flat affect, trance-like state, repetitive gestures. We tried to make her comfortable. The rookies moved her to a storage room in the rear of the jail. The Commander and I went back outside to look around town.

46

INT. STORAGE AREA - NIGHT (FLASHBACK)

HELENA

(to Bashira and Descanso)  
...and see if you can get any information out of her.  
(gestures to Mel)  
We're gonna go look around again. There's got to be somebody out there. Don't let anybody in unless you know them.

47

EXT. MAIN STREET - NIGHT

Helena and Mel walk up the dust blown Main Street toward the RecFac. They have their weapons drawn and are on opposite sides of the street, checking doors and looking around corners very carefully.

HELENA

Watch your right.

Melanie spins to cover a dark alley as they pass. Up ahead is the supply office Melanie entered earlier. She quickly joins Helena in the middle of the street.

HELENA (CONT'D)

So what do you make of it?

MELANIE

The Science officer is lying. Tell me again about Williams.

HELENA

I didn't read the whole report. He had the dead courier's money but claims he didn't kill anybody.

MELANIE

Of course, they all just died of fright.

HELENA

...and then cut their own heads off.

They react to every odd NOISE, covering each other in a slow linear ballet.

MELANIE

You think the same thing is going on here as Drucker's Ridge?

HELENA

Whatever that was. HQ was pretty tight-lipped about it. Speculation about isolated cult hysteria or something, but it's startin' to sound way too familiar.

By now they are in front of the RecFac and they pause in front of the airlock door. The wind is kicking up.

HELENA (CONT'D)

This is as far as we got. Let's have a look up toward the mine.

(CONTINUED)

47

CONTINUED:

They round the corner and see...

POV

A parked Rover with its hazard lights blinking. \*

MELANIE AND HELENA

Approach cautiously and peer through the window.

THROUGH THE WINDOW

Nothing. An empty interior. Then WHAM!

A MAN bolts up into view like a whale breaching from the depths. He ROARS in agony and struggles against something going on inside him. And he's losing.

MELANIE AND HELENA \*

react, startled. \*

HELENA \*

What the hell...? \*

POV \*

The man stares at them, shakes his head, then raises a gleaming razor sharp blade! \*

MELANIE AND HELENA \*

Helena draws her gun. \*

HELENA (CONT'D) \*

Police officers. Put the weapon down. \*

POV \*

The man stares at them, begins YELLING at them unheard through the sealed-in windows. \*

MELANIE AND HELENA \*

HELENA (CONT'D) \*

Call Jericho. \*

Helena runs toward the rear of the Rover as Mel pulls her radio from her belt. She watches the man through the window... \*

CONTINUED:

ZOOM INTO MELANIE

She watches...

THE MAN repeats something over and over, but Mel can't hear it.

MELANIE (INTO RADIO)

Sgt. Jericho, we need your assistance right away! We are 20 southwest of the RecFac. Double!

JERICO (THROUGH RADIO)

Copy

AT THE REAR OF THE ROVER

Helena desperately tries to open the door but it's locked. She aims her gun at the lock, shields her eyes with her left hand and FIRES! But to no avail.

CAMERA PULLS BACK from Helena struggling with the door. Suddenly a black shape moves across SHOT with a SHRIEK!

HELENA

reacts suddenly, stares...

HELENA'S POV

down an alley. Just wind and darkness.

HELENA

takes a couple steps away from the Rover, her gun at the ready...

HELENA

Who goes there?

AT THE FRONT OF THE ROVER - THE MAN INSIDE

continues yelling unheard, and in desperation raises the sharp blade and slits his own throat. Blood SPRAYS onto the windows, obliterating the ghastly sight.

MELANIE beats against the windows with her fists.

MELANIE

No!

48

INT. ROVER - NIGHT

POV - THE GHOST

inside the dead man, looks out the window at Melanie.

The view is distorted like the Local Cop's POV in the jail.

The ghost POV leaps backward out of the dead man's body, glides back into the rear of the Rover's compartment.

AT THE REAR OF THE ROVER

Melanie runs to the rear of the Rover, searches for Helena.

MELANIE  
Commander Braddock!

She struggles with the lock but the door is sealed shut. Then Jericho is there, chest heaving from a 200-meter sprint in thin air.

MELANIE (CONT'D)  
There's a man inside here. Open it.

Jericho examines the lock as Melanie steps away from the Rover and looks around.

MELANIE'S POV

down the alley. No Helena

JERICHO

turns to Melanie.

JERICHO  
The lock is destroyed. I'm gonna need a cutting torch.

MELANIE  
How long will it take?

JERICHO  
At least a half-hour, maybe more. But what the fuck, Lieutenant, is going on here?

MELANIE  
The man inside committed suicide. Before he cut his throat he yelled something.

49

EXT. MAIN STREET - NIGHT (FLASHBACK)

MELANIE'S POV

ZOOMING IN on the man in the Rover as he SCREAMS silently.

MELANIE (V.O.)

I couldn't tell at first what he  
was saying...

CLOSE ON the man's mouth as he YELLS the words, Melanie's  
voice fills them in.

MELANIE (V.O.) (CONT'D)

Something like, "Get away, stay  
away... Don't open the door."

50

EXT. AT THE REAR OF THE ROVER - NIGHT (END FLASHBACK)

MELANIE (CONTD)

And now Helena is gone.  
(shouts)  
Helena! Commander!

Jericho heads for the front windows of the Rover...

FRONT OF THE ROVER

Jericho stares through the Rover's window. Finally Melanie  
joins him.

JERICHO

Maybe he was contagious -- crazy,  
I don't know. I say we take him  
at his word, leave him locked in.

Melanie searches the Main Street for any sign of Helena.

JERICHO

(soothing)

Look, one of us has to stay with the rookies. Why don't you go back to the jail and I'll find the Commander and then let's get the Hell out of this place. -- There's nothing we can do for this guy.

MELANIE

(beat)

All right, get going.

Melanie moves for the jail, Jericho walks up the street in the other direction.

JERICHO

Commander Braddock!

51 INT. JAIL AIRLOCK - NIGHT

Mel steps into the airlock, seals the outer door, and waits for pressure, then opens the inner door...

52 INT. JAIL OFFICES - NIGHT

She steps in to see Williams holding Bashira hostage with a knife at her throat. Descanso has the shotgun on them. It's a stand off. Bashira is terrified.

WILLIAMS

Drop the fuckin' weapon or I'll cut this dyke bitch head off.

MELANIE

What happened?

DESCANSO

Bashira brought him out for food...

MELANIE

...and the rookie unshackled him!

(beat)

What do you want, Williams?

WILLIAMS

I want to get the Hell out of here.

MELANIE

Okay, we're going to let you walk out of here. But you have to let the girl go.

(CONTINUED)

WILLIAMS

Come on, you think I'mma fall for that?

Mel unbuckles her web gear and drops her weapon to the floor.

MELANIE

Then you can have me as a hostage.

Melanie approaches Desolation, hands raised. Mel motions to Descanso to lay the shotgun on the floor. Descanso hesitates.

MELANIE (CONT'D)

It's OK, put it down.

WILLIAMS

Put that mothafucka down!

Descanso lays it down as Melanie gets within arms reach of Williams.

WILLIAMS laughs and with enough speed to confound a cobra, KICKS Bashira aside and grabs Melanie by the locket cord around her neck. His knife digs at her throat, drawing a bead of blood.

MELANIE

Easy, Desolation. You're gonna get everything you want, just relax.

CLOSE ON DESOLATION'S knife, eases off.

WIDER - Suddenly Mel's head SMASHES his nose. She spins out of his grasp and pounds a quick kick to his solar plexus.

WILLIAMS staggers back but doesn't go down. He just shakes it off and smiles.

CLOSE ON WILLIAM'S HAND

He conceals Mel's locket in his hand.

WILLIAMS

I like you already.

In a flash, Williams snaps a hard right into Mel's jaw.

WHAM!

BLACK SCREEN.

MELANIE'S POV

Slowly an image of Bashira staring down at CAMERA fades in.

BASHIRA

Are you all right?

MELANIE gets unsteadily to her feet with help from Bashira.

MELANIE

Sure, I'm swell. -- Where's Williams?

BASHIRA

He took off, out the airlock.

Melanie grabs her weapon, heads out the airlock.

53

EXT. JAIL - NIGHT

Melanie and Bashira come outside to find Descanso standing in the blowing dust.

DESCANSO

(points)

He went into the clinic.

POV

The clinic is a few buildings south, across the street.

DESCANSO (CONT'D)

I saw him go in there, not two minutes ago.

MELANIE

And let me guess, he's got your shotgun, right?

DESCANSO

I couldn't help it; he's too fast. He's still in there. I can see the back door from here and he hasn't come out.

POV

The clinic is a few buildings south, across the street.

MELANIE

You two cover the back door. I'll go in the front and flush him out. If he comes at you, shoot to kill.

(CONTINUED)

53

CONTINUED:

Melanie strides off toward the clinic as Descanso and Bashira circle around the rear of the clinic.

54

INT. CLINIC - NIGHT

The airlock opens and Mel steps inside, gun at the ready.

POV - Past the reception desk, a dark hallway. Silence.

MELANIE slowly walks the hall. She peers into a room...

POV - INSIDE THE ROOM

a MINER, male 20's, in a stupor like the Local Cop. He moves his hands and arms in a weird ritualistic gestural ballet.

MINER'S (GHOST) POV

The ghost inside the miner looks out at Melanie, the view distorted, strange...

CREAK!

A noise down the hall. Melanie moves a couple of doorways down, peers into another room...

A YOUNG WOMAN sits on the floor inside the room. Near her is a pile of kitchen utensils, tools, knives, razor blades. Blood trickles down her neck and shoulders from the multiple piercings she has silently endured. She's in the middle of ritual self-mutilation. Industrial body piercing.

This is the second stage of ghost possession, a compulsion to decorate arms, legs and face with sharp metal objects piercing the skin.

Her face is half red, smeared with lipstick. And she is filing her teeth to points.

MELANIE

(sotto voce)

Get out!

She pauses to look up at Melanie but says nothing. Just stares.

YOUNG WOMAN'S (GHOST) POV

Another ghost POV of Melanie in the doorway.

MELANIE looks at the Young Woman in horror, as a HUGE SHAPE leaps from around the corner swinging a crudely fashioned battle-ax at Melanie.

(CONTINUED)

CONTINUED:

Melanie raises her gun, but the ax-blade SMASHES it out of her hand. The Shape swings the ax again...

Mel's instinct and reflexes save her. She ducks the blow (which crushes wallboard) and throws a kick into the Shape's knee. We can HEAR BONE BREAK. But the Shape keeps coming, raising the ax...

Mel backpedals, loses her balance and falls to the floor. The Shape steps over her, ax high above his head...

WHAMMO! DESOLATION WILLIAMS comes out of nowhere. Williams smashes a hard blow on the Shape's head with the shotgun. The Shape staggers back. And then with tremendous force, Williams drives the butt of the gun into the Shape's throat. The Shape goes down, GASPING.

MEL jumps up, kicks the ax behind her and looks -- first at Williams, then at...

THE SHAPE is an intern, male 20's, a big man. His face is covered with metal piercings.

He's decorated himself in a primitive style with warpaint and teeth filed to a point. He's still trying to get at Melanie, despite his broken bones.

MELANIE turns back to Williams. He's holding the shotgun, cradled loosely at his hip, pointing right at her.

MELANIE (CONT'D)

OK. Now what?

WILLIAMS cracks the trace of a smile, but before he can speak, the YOUNG WOMAN, now changed into a WARRIOR, leaps on Williams from behind...

WHAM!

...slamming him into the wall. The shotgun skitters across the floor.

MELANIE dives for the shotgun as...

DESOLATION heaves The Young Woman Warrior off him.

MELANIE grabs the shotgun, rolls, FIRES!

KABLAM!

THE YOUNG WOMAN is hit square in the chest and drops, dead.

Silence. Finally Melanie and Williams look at each other. She points the shotgun at Williams.

(CONTINUED)

CONTINUED:

WILLIAMS

Now, how'd that happen?

A GHOST POV

rises from the dead Warrior and watches Melanie and Williams through distorted eyes.

MELANIE

Let's go.

WILLIAMS

Wait a minute.

MELANIE

You're goin' to Chryse to stand trial for murder.

WILLIAMS

You see the shit that's going on around here? You know I didn't kill nobody.

MELANIE

Move.

END GHOST POV

WILLIAMS

I ain't goin' nowhere. I just saved your life. You should let me go.

MELANIE

Yeah, and I saved yours. We're even.

(racks the shotgun)

Now move it.

Williams shrugs, raises his hands and starts down the hall.

THE GHOST POV

follows Melanie as she holds the shotgun on Williams.

It draws CLOSER as Melanie peers into that first doorway again, and RUSHES TOWARD them just as Melanie shoves Williams into the airlock. The door SHUTS in our face.

55

INT. CLINIC AIRLOCK - NIGHT

Mel seals the inner door, glances at Williams.

(CONTINUED)

WILLIAMS

I hate you fuckin' cops.

MELANIE

Yeah, well you should'a shot me when you had the chance.

WILLIAMS

Why? So I can get blamed for another murder?

MELANIE

Oh poor Mr. Innocent. You should've kept running.

WILLIAMS

On Mars there's nowhere to run.

56

INT. JAIL - SOLITARY - NIGHT

Melanie and Bashira guard Williams at gunpoint as Descanso reshackles him to the cell wall. Williams sits on the hard bench as if it were his favorite armchair.

BASHIRA

(to Melanie quietly)

Do we have to tell Helena about this?

Melanie dabs her jaw again.

MELANIE

About what?

When Descanso finishes, he exits the cell and Melanie locks it behind him. Bashira and Descanso exit, leaving Melanie and Williams alone, separated by the bars.

MELANIE (CONT'D)

Tell me something, Desolation.

(he glares at her)

If you're so innocent how come you had all that stolen flash on you?

WILLIAMS

(almost a smile)

I didn't say I was "innocent;" I said I didn't kill nobody.

MELANIE

Yeah? Then what exactly happened at K305?

(CONTINUED)

56 CONTINUED:

WILLIAMS

I don't know. I was just changing  
trains from Camp Sinai...

57 EXT. K305 HUB STATION - NIGHT (BEGIN FLASHBACK)

A fierce wind almost obscures the one flickering light that marks the entrance to the small blockhouse hub facility at K305, an isolated outpost at the junction of five rail lines three hundred five kilometers south of Shining Canyon.

Desolation Williams hunkers against the gale into the dim circle of light outside the door.

CLOSE ON

Williams checks the chamber of a sawed-off shotgun that he conceals under his coat.

WIDER ON WILLIAMS

As he opens the airlock door.

WILLIAMS (V.O.)

I had enough time to get something  
to eat so I went into the  
station...

58 INT. K305 STATION - NIGHT

The inner airlock door closes behind Desolation as he steps into the flickering half-light. He pulls the shotgun from his coat as though in a slow-motion dream and surveys the scene before him with open-mouthed astonishment.

WILLIAMS' POV

K305 Station is a disaster of upended wreckage hung with headless corpses -- like the Recfac at Shining Canyon.

WILLIAMS

Moves through the carnage looking for something. He pushes back and overturned desk...

POV

Nothing but a bloody shoe.

WILLIAMS

Edges warily through a doorway and looks up. He is brought up short by an odd sight...

(CONTINUED)

58 CONTINUED:

POV

Dangling from the ceiling is a curious mobile made of pens and scissors and various metal objects one might find on an office desk.

WILLIAMS

Stares at it a moment, trying to guess its significance. Then he looks further into the room and sees what he's looking for. He strides across the room and bends to get...

CLOSE ON

A heavy nylon bag with a corporate LOGO emblazoned on it.

As he picks it up, the chain of a handcuff still swings from the handle, and the other end of the handcuff is still tightly clamped around a wrist and hand that has been ripped from its owner's arm with unbelievable force.

WILLIAMS pulls the hand out of the cuff and discards it, then he forces open the latch and looks inside to see...

THE BAG is stuffed with Corporate Scrip, pink vouchers the workers are paid as per diem, to pay for their personal needs, like drugs, prostitutes and gambling. They call it "Pink" or "Flash" but it is CASH.

59 INT. JAIL - NIGHT (END OF FLASHBACK)

MELANIE

(skeptical)

It was just lying there so you took it?

WILLIAMS

You would've done the same thing.

MELANIE

See, that's where you're wrong. I'm a cop not a crook. \*

WILLIAMS

Yeah, well it's a thin line between a cop and a crook these days. You think it's a big difference between you and me? You just got The Woman behind your bullshit. Look at you. You look high right now.

Melanie straightens up a little.

(CONTINUED)

WILLIAMS (CONT'D)

Ain't nobody on this planet worth  
a shit or they'd be back on Earth  
suckin' it up.

MELANIE

What do you know about earth?

WILLIAMS

Everything. I've been studying  
the earth all my life. I might  
know more about the planet than  
you.

MELANIE

You've probably just watched too  
many gangster movies.

WILLIAMS

I've seen a few. I love the  
outlaws, don't you?

Mel just smiles.

WILLIAMS (CONT'D)

(serious)

You know I saved your life out  
there. Why won't you save mine  
and let me out of here? I didn't  
kill nobody.

MELANIE

Look, my job is to take you back  
to Chryse to stand trial.

Williams turns his back on Melanie.

MELANIE (CONT'D)

I don't think you did it. But  
that's not my call. Don't make  
this any harder than it has to be.

Desolation stares at her a beat.

WILLIAMS

Taking me back is gonna be the  
hardest thing you ever tried. You  
can believe that shit. It won't be  
easy.

She turns her back and walks away.

60 INT. CHRYSE EMERGENCY CENTER - DAY (END OF FLASHBACK)

INQUISITOR

So you secured your prisoner.  
Where was the Commanding Officer  
during this time?

MELANIE

I can only report what Sgt.  
Jericho, told me later. After  
the man in the rover committed  
suicide, Jericho went looking for  
the Commander.

\*  
\*  
\*  
\*

61 EXT. MAIN STREET - ROVER - NIGHT - (FLASHBACK)

We overlap the action that took place earlier: Mel and  
Jericho stand at the overturned Rover.

61 CONTINUED:

JERICHO

(soothing)

Look, one of us has to stay with the rookies. Why don't you go back to the jail and I'll find the Commander and then let's get the Hell out of this place. -- There's nothing we can do for this guy.

MELANIE

(beat)

All right, get going.

Melanie moves for the jail, Jericho walks up the street in the other direction.

JERICHO

Commander Braddock!

JERICHO'S POV

Someone ducks behind a corner at the far end of an alley.

JERICHO follows, gun drawn, pauses at the end of the alley and peers around the corner.

JERICHO'S POV

A figure carrying something runs behind the buildings, it crosses the tracks toward the mesa.

JERICHO follows.

62 EXT. MESA - NIGHT

Crouching behind boulders and in the cracks between the rocks, Jericho stealthily follows The Figure to the top of the mesa. He peers over a rock...

JERICHO'S POV

The Figure is A WOMAN, 20's. She is fully possessed by a ghost, face pierced and painted, carrying an ax. She approaches a long line of stakes topped by round objects.

In the dim light it is impossible to see what they are, but the Woman (a WARRIOR) mounts the round object she's carrying onto the tip of a stake. Then she kneels down and chops a hole in the dirt in front of the stake with the ax.

CLOSER - WARRIOR WOMAN

She looks up at the round object (o.s.), a GARBLED HISS coming out around those sharpened teeth, an alien supplication to her God.

## CLOSE ON - HOLE IN THE DIRT

The Warrior woman places a metal spike into the hole and covers it with dust.

THE WARRIOR WOMAN rises, gesticulates toward the sky and then moves off toward the rim of the mesa.

JERICHO waits a beat, then creeps closer to the round objects.

He crawls on his belly through the darkness until he is at the base of the stake. Slowly he raises his head to get a look and finds himself nose to nose with...

## HELENA'S SEVERED HEAD

JERICHO recoils in fear and shock. He sees that...

## JERICHO'S POV

...each of the long line of stakes supports a severed head.

## JERICHO

Fucking Hell!

Jericho scrambles after the Warrior Woman with revenge in his eye. He draws his weapon and moves in a running crouch.

THE WARRIOR WOMAN pauses at the edge of the mesa, arms raised in victory.

JERICHO aims. It's a long shot with a pistol so he steadies himself on a rock. But before he can pull the trigger...

THE WARRIOR WOMAN leaps over the rim out of sight.

JERICHO races to the mesa's edge and looks down into...

63

## POV - THE MINE

It is an enormous gaping wound in the skin of Mars. Striations of color shift from red to orange to ochre as the strip mine opening descends below the surface.

Lights glimmer atop rock crushers and soil movers. There are mine buildings, storage sheds and machine shops.

But in the center of the strip mine, AN ARMY OF WARRIORS arrayed in weird, self-made battle dress, mass below.

## CLOSER - THE WARRIORS

Once human miners, now -- something else -- fully possessed, faces pierced. Some wear strange metal half-masks. They all carry homemade weapons: weird concoctions that look like ancient weapons on Earth. Swords, spears, shields, and axes, -- ragged pieces torn from machines and buildings, picks and shovels re-forged into implements of death.

Some of the Warriors beat their shields with their weapons raising a fearsome DIN!

THE LEADER stands before them on top of a rock crusher. Once he was the biggest, toughest miner in Shining Canyon. Now he is BIG DADDY MARS, bizarrely pierced and decorated, a massive man as he raises his arms to the sky...

OUT OF A MINE BUILDING several Warriors drag an UNCONSCIOUS MINER, still human, to the center of the army.

BIG DADDY MARS jumps down from the rock crusher and moves to the Unconscious Miner.

He grabs the miner's hair, pulls his head up, and raises a massive machete over his head.

Then Big Daddy Mars swings the machete toward the miner's neck with a WHOOSH...!

64

JERICHO

turns his head in revulsion.

Jericho backs from the edge of the mesa, and crouches behind a boulder. He pulls his radio from his utility belt.

JERICHO

(into radio, hoarse  
whisper)

Lieutenant! Lieutenant, we've got  
a situation here.

MELANIE (V.O. RADIO)

Sergeant, you're breaking up. I  
can hardly hear you.

JERICHO

The Commander's dead! And everyone  
in the mine's gone insane!

65

INT. JAIL - NIGHT

Melanie is on a radio.

(CONTINUED)

65 CONTINUED:

Bashira and Descanso stand nearby. They're all shocked by what they're hearing.

MELANIE

Sergeant! Can you read? Jericho!

The radio goes to STATIC; Melanie puts the handset down.

MELANIE (CONT'D)

Dammit!

(to Descanso)

Go get -- what's her name? The science officer?

Bashira sinks into a chair, suddenly pale.

MELANIE (CONT'D)

Never mind. Stay with the radio.

You hear from the Sergeant, I want to know. Bashira, come on.

Bashira is visibly shaken, wiping away tears.

MELANIE (CONT'D)

The Commander's dead. There's nothing we can do about it. Let's go.

66 INT. HOLDING CELLS - NIGHT

The prisoners protest as Melanie pulls Whitlock roughly from the Holding Cell.

WHITLOCK

What do you want?

ZIMMERMAN

Come on, let us out of here!

Bashira addresses the YELLING prisoners as Melanie and Whitlock move to the hallway.

BASHIRA

Keep it down!

AKOOSHAY

When are we getting out?

67 INT. HALLWAY - NIGHT

Melanie and Whitlock step into the hallway.

MELANIE

Start at the beginning.

(CONTINUED)

WHITLOCK

I told you, I arrived here last...

Melanie slams her against the wall.

MELANIE

Don't bullshit me!

Bashira steps into the hall, shocked by Melanie's anger.

BASHIRA

Lieutenant!

MELANIE

What's going on out there?

Whitlock just stares. The rage passes and Mel releases her.

MELANIE (CONT'D)

Please.

Whitlock moves away from Mel.

WHITLOCK

In semi-arid regions on Earth, there are organisms that live in small pools formed by the annual rains. When those pools dry up those organisms can't live.

(beat)

But they don't die either. They go dormant, below the dry surface, out of the sun until the next rain cycle begins. Then they reemerge. I think something like that is happening here.

MELANIE

You lost me.

As Whitlock speaks, the CAMERA PULLS BACK and DROPS DOWN to REVEAL a closed doorway to a storage room. Melanie and Bashira listen to the Science Officer's theory, unaware WE CAN SEE the doorknob slowly turn back and forth.

WHITLOCK

Whatever used to live here... We woke it up. And it takes us...

(beat)

I'm talking about a kind of possession.

Melanie and Bashira exchange glances as Descanso runs up the hall to them.

(CONTINUED)

DESCANSO

Lieutenant! Sgt. Jericho's on the radio!

A SOFT RUSTLING NOISE draws Whitlock's attention. She turns to that storage room which is now slightly open. Beyond, the storage room is dark.

Again the SOFT RUSTLING NOISE. Whitlock pushes the door gently and it swings open... WHAM!

THE LOCAL COP springs out of the storage room, grabs Whitlock with a vicious SCREAM and throws her across the hallway. The Local Cop's eyes blaze in fury!

BASHIRA'S the closest. She grabs her cattle prod and leaps in to stun the Local Cop. The shock just enrages her. The Local Cop backhands Bashira to the floor.

MELANIE pulls her gun -- BLAM, BLAM, BLAM! -- killing the Local Cop.

CLOSE ON THE LOCAL COP'S FACE

Her eyes are glazed, dead.

GHOST POV - INSIDE THE LOCAL COP

Suddenly the distorted ghost POV leaps up out of the Local Cop's body! Spins! Looks at the humans in the hallway.

The ghost POV spins from them, down the hallway and into the...

68

HOLDING CELLS

The ghost POV glides toward the cells, between the bars, snakes directly toward BENCHLEY, the thief -- into him!

CLOSE ON

BENCHLEY reacts -- like he swallowed a bug. No one notices.

69

INT. MAIN AREA - NIGHT

Mel and the others stare at the dead Local Cop. Descanso helps Whitlock to her feet. Whitlock rubs her sore ribs.

DESCANSO

You okay?

WHITLOCK

No...

(CONTINUED)

MELANIE  
Something broken?

WHITLOCK  
No, I'm all right.

DESCANSO  
Lieutenant, the Sergeant's on the  
radio...

Mel takes off for the Main Area as Whitlock looks around  
the hallway.

WHITLOCK  
But I think it's out of the body  
now. It's loose in here.

Bashira and Descanso stare at her as if she's insane.

70

INT. JAIL MAIN AREA - NIGHT

THE RADIO CRACKLES as Mel rushes to it.

JERICHO (V.O. RADIO)  
Lieutenant, we're coming in. Can  
you read me?

MELANIE  
(into radio)  
Sergeant! Where are you?

JERICHO  
We're right down the street.

MELANIE  
"We?" Who's "we?"

JERICHO  
I found three people alive out  
here. Open the door for us!

Mel heads to the airlock door.

71

EXT. JAIL - MAIN STREET - NIGHT

Jericho and THREE MEN, two of them carrying boxes, run  
toward the jail. Mel steps outside to cover them as they  
dash into the airlock.

72

INT. JAIL - MAIN AREA - NIGHT

Mel seals the airlock door. Whitlock, Bashira and Descanso  
have returned to the Main Area.

(CONTINUED)

JERICHO

Lock it up! There must be two hundred of them and any minute they're gonna be comin' down the street lookin' to kick our ass!

The THREE MEN move to the monitors that surveil the cells. Their eyes scan the jail like they're casing the joint.

MELANIE

(to Jericho)

Okay. Steady now.

(off the THREE MEN)

Who are your new friends?

JERICHO

I found them hiding up in the mining sheds.

CUT TO:

73 EXT. NEAR SHINING CANYON MINE - NIGHT (JERICHO'S FLASHBACK)

JERICHO

(into radio, hoarse whisper)

Lieutenant! Lieutenant, we've got a situation here.

MELANIE (V.O. RADIO)

Sergeant, you're breaking up. I can hardly hear you.

JERICHO

The Commander's dead! And everyone in the mine's gone insane!

Jericho looks up to see...

JERICHO'S POV - THE LIP OF THE MINE

The shadows of SIX MINERS/WARRIORS rise up over the lip of the mine, darkly silhouetted against the sky.

JERICHO runs like Hell.

He runs so fast he practically tumbles down the face of the mesa, rocks and sand flying from his heels. Even when he falls he propels himself forward and back onto his feet at a dead run.

JERICHO'S POV

The mine's outbuildings loom ahead.

(CONTINUED)

CONTINUED:

JERICHO sprints for the nearest building, SLAMS his shoulder into the door -- WHAM! But it doesn't open.

JERICHO (CONT'D)

Damn it!

He turns and looks...

JERICHO'S POV - THE LIP OF THE MINE

The six shadow WARRIORS are CLOSER now, heading straight toward him.

THE DOOR behind Jericho suddenly opens and he is pulled inside.

74

INT. MINE OUTBUILDING - NIGHT

Jericho whips around to face THE THREE MEN.

They all hold mining tools like weapons ready to dispatch Jericho if he proves unfriendly. They eye his gun.

THE FIRST MAN darts to an open slat in the wall and peers out.

FIRST MAN'S POV

The Miners/Warriors continue down the mesa, moving past the mine outbuilding, and off into darkness.

FIRST MAN

FIRST MAN

They didn't see him. They're gone.

JERICHO

Who are you?

FIRST MAN

Who are we? Who are you?

The SECOND MAN lays a big pipe wrench on Jericho's gun.

SECOND MAN

Man asked you a question.

JERICHO

My name's Jericho.

THIRD MAN

He's a cop.

(CONTINUED)

CONTINUED:

FIRST MAN

Well at least he's not one of  
"them."

JERICHO

What's happening out there? Who  
the fuck are those clowns and what  
are they all sparked up about?

FIRST MAN

Used to be miners. Then everybody  
in the place completely lost their  
minds, runnin' around choppin'  
people's heads off.

(to the Second Man)

Ease off, man.

The Second Man lowers the pipe wrench.

FIRST MAN (CONT'D)

We were up on the rim when they  
called a work stoppage.

TRACK IN on the First Man.

75 EXT. MINE FROM HIGH ABOVE - NIGHT (FIRST MAN'S FLASHBACK)

On the rim of the mine a fierce wind is gusting. We hear  
WHISTLES from below. The Three Men are on their bellies  
watching through binoculars.

FIRST MAN

What are they doing?

SECOND MAN

I don't know.

76

POV THRU BINOCULARS - THE MINE

WHISTLES and the alarming WHONK, WHONK, WHONK of a Klaxon.  
MINERS jump down from their machines.

THIRD MAN (V.O.)

Look at that! They're knocking  
off for the night!

THE THREE MEN

THIRD MAN

How're we gonna sneak in on the  
shift change if they knock off?

FIRST MAN

Shut up! -- What the hell's that?

POV THRU BINOCULARS - THE MINE

A strange red wind blows into the mine with a SHRIEK!  
Miners stagger through the gale, some of them falling to  
the ground, SCREAMING.

77 THE THREE MEN

recoil at the sights -- the SCREAMS -- coming from below.

FIRST MAN

Let's get the Hell out'a here!

They race away from the rim.

78 INT. MINE OUTBUILDING - NIGHT (END FIRST MAN'S FLASHBACK)

FIRST MAN

We hid till the storm was over.  
Later I went out to look around.

79 EXT. THE RIM ABOVE THE MINE - NIGHT (FIRST MAN'S FLASHBACK)

The First Man peers into the mine through his binoculars.

80 POV THRU BINOCULARS - THE MINE

BODIES lay on the ground. Some of them stagger to their  
feet, wander disorientedly, others convulse. A couple  
unpossessed miners try to help the others.

FIRST MAN (V.O.)

I thought they were all dead, but  
then some of them started to come  
to. They walked around like they  
were confused or lost. A few  
seemed okay. They was tryin' to  
help the others.

81 INT. MINE OUTBUILDING - NIGHT (END FIRST MAN'S FLASHBACK)

FIRST MAN (CONTD)

But then they started changing.

JERICHO

Changing? What do you mean?

FIRST MAN

They act different. Stand  
different.

THIRD MAN

They start cutting on themselves  
for decoration.

(CONTINUED)

81 CONTINUED:

SECOND MAN  
Filing their teeth.

FIRST MAN  
Making weapons and killing off the  
ones that hadn't changed.

82 EXT. MINE - MONTAGE - NIGHT (FIRST MAN'S FLASHBACK)

We go quickly through the stages of possession:

MINERS sit catatonically. Stupor. Ritualistic gestures. \*

Then the body-piercing. Then the weapon making.

UNPOSSESSED MINERS watch in horror as the Warrior-possessed  
are born.

Then the WARRIORS attack the unchanged humans.

It is savage, brutal.

HEADS cut off, put on stakes like war trophies.

BODIES hung upside down. Blood drained. A nightmare.

83 INT. MINE OUTBUILDING - NIGHT (END FIRST MAN'S FLASHBACK)

Long silence.

JERICHO  
You lads got any weapons?

They hold up their wrenches and crowbars and such.

JERICHO (CONT'D)  
I mean REAL weapons.

SECOND MAN  
Only cops can have guns.

THIRD MAN  
There's some detonators in a crate  
over there.

Jericho moves to a crate.

CLOSE ON LID OF CRATE - "DETONATORS- CAUTION"

Prying off to reveal a case of detonators, small charges  
used to detonate dynamite in the mine.

(CONTINUED)

CONTINUED:

JERICHO

You know how these things work?

THE THREE MEN shake their heads.

FIRST MAN

I know you need dynamite to use them.

JERICHO

(reads)

Right, get this, there's a timer built in. You can set the duration or if you twist the lock and push the button, it blows in three seconds.

Jericho examines one.

CLOSE ON DETONATOR

It looks like a ballpoint pen with the trigger button on the top.

JERICHO puts a couple in his pocket, picks up the crate.

JERICHO

You two grab a couple of these boxes. I've got my squad waiting at the jail. If we run into any drama along the way, stay close to me.

84

INT. JAIL - MAIN AREA - NIGHT (END OF JERICHO'S FLASHBACK)

They all react to the story for a beat or two.

MELANIE

OK, then. We take our prisoner and get everybody on the train.

FIRST MAN

And what prisoner would that be?

MELANIE

That won't concern you.

The THREE MEN simultaneously draw guns,

FIRST MAN

If it's Desolation Williams, it concerns me very much. Lay that shotgun down slowly. All of you, weapons on the floor.

(CONTINUED)

They follow his orders.

JERICHO

So only the cops have guns, eh?  
You little fuck...

Jericho starts to move on him, but FIRST MAN waves him back with the gun.

FIRST MAN

(shrugs)  
I lied. Now go get Williams.

MELANIE

Nope.

FIRST MAN

What was that?

MELANIE

You'll have to kill me.

The First Man raises his gun.

FIRST MAN

No problem.

JERICHO

Stop fucking about! Don't you realize what's going on out there? It's time to rise above our petty squabbles, my friend and recognize that our collective arse is in a shit state.

FIRST MAN

(still aiming at Mel)  
What difference will one cop make?

Mel smiles.

JERICHO

Lieutenant, let Williams out.

MELANIE

Give me one good reason.

JERICHO

I just gave you about two hundred good reasons. It doesn't matter if Williams is wanted for murder. It doesn't matter if this lot are scumbags.

(MORE)

84 CONTINUED: (2)

JERICHO (CONT'D)

What matters right now is that we stay together to get out of here. All of us, including Williams, including them.

The First Man looks at Jericho darkly.

FIRST MAN

Who're you calling a scumbag, muthafucka? Now stop with all this fuckin' stalling and take us to Williams.

Jericho looks at Melanie.

85 INT. SOLITARY - NIGHT

Williams is shackled and seated on the bench as Mel and Jericho enter. The THREE MEN are close behind them. Williams' eyes light up with a smile.

WILLIAMS

Hey, Compadres. What took you so long?

FIRST MAN

This town is done and went crazy! We had to implemize. You like it?

WILLIAMS

I love it! Now let me out of here.

The FIRST MAN barks at Mel.

FIRST MAN

I want you to let him out.

Mel looks at Jericho before she opens the cell. He nods. As soon as the cell opens the SECOND and THIRD MAN rush in to greet Williams. But he can't greet them.

WILLIAMS

I'm still tied up.

SECOND MAN

Unshackle him.

Mel unshackles Williams.

WILLIAMS

I knew you'd let me go.

Hands free, Williams hugs his two partners in crime.

(CONTINUED)

WILLIAMS (CONT'D)  
(to three men)  
I didn't think you could do it.

THIRD MAN  
Oh yeah, piece of cake.

THE FIRST MAN feels left out. He rushes into the cell.

FIRST MAN  
It was my plan, Desolation.

He joins in the group hug.

MELANIE looks at Jericho as she slowly backs out of the cell...

JERICHO steps to the control panel and...

PUNCHES THE BUTTON.

THE CELL DOOR SLAMS shut!

ALL FOUR MEN look up and say, in unison...

FOUR MEN  
Aw, Fuck!

WILLIAMS looks at the First Man.

WILLIAMS  
I thought you was watching the door.

FIRST MAN  
I was... I mean...  
(points the gun at Mel)  
Bitch, you better open this door!

MEL looks the First Man dead in the eye.

MELANIE  
No.

FIRST MAN  
If you don't open this door I'mma blow your head off!

MELANIE  
And then you'll never get out of here.

(MORE)

(CONTINUED)

CONTINUED:

MELANIE (CONT'D)

But somebody will find you guys  
one day, probably upside down in  
this cell with your heads cut off.

(to Williams)

Tell your dog to quit barking so  
we can talk.

Williams smacks the First Man on the back of his head.

WILLIAMS

Put the gun down.

He complies reluctantly.

MELANIE

Listen close, Desolation, 'cause  
we don't have much time. We need  
your help and you need ours. We've  
all seen what's going on out  
there. The only way any of us are  
gonna survive is if we stick  
together. I need you to give me  
your word that if I open this  
door, you and your boys will honor  
my command at all times.

WILLIAMS

I never give my word.

MELANIE

That's OK, I never make deals  
with criminals either.

Williams looks at Mel; she looks back at him.  
Understanding.

WILLIAMS

You got it.

FIRST MAN

What? You making deals with cops?!

WILLIAMS

Yep. You are too. Give her your  
guns, everybody.

All THREE MEN are a little confused but they hand over  
their weapons. Jericho takes them. He opens the cell door  
and they all walk out.

MELANIE

Introduce us to your friends.

(CONTINUED)

CONTINUED: (2)

FIRST MAN  
(imitates Mel)  
That doesn't concern you.

WILLIAMS  
They're my compadres: Uno, Dos,  
and Tres.

MELANIE  
Uno must be the nice one.

FIRST MAN/UNO walks up to her.

FIRST MAN/UNO  
You got that right, Butchy. I'm  
not as nice as Desolation. I'll  
cut your fuckin' titties off,  
tryin' to order me around.

MEL smiles at UNO, then SMACKS her palm against his ear and  
takes him down in a wristlock before he can cry out.

MELANIE  
Who's in charge here?

The First Man writhes in pain.

MELANIE (CONT'D)  
Who!?

Melanie clamps down harder. The First Man SCREAMS.

FIRST MAN  
You, you are! You!!

Melanie releases him.

FIRST MAN (CONT'D)  
Come on guys, we're out. Do  
something!

SECOND MAN  
Hey, when you're done moppin' the  
floor maybe you could get me a  
beer, Killer.

UNO looks defeated. He falls in line.

WILLIAMS  
What's next?

MELANIE  
We get more deputies.

CUT TO:

86

INT. HOLDING CELLS - NIGHT

Melanie opens the cell door. The prisoners look up.

MELANIE

You're deputized. Consider this a martial law situation. You are bound by my civil authority to obey my commands. Now move.

Whitlock is looking into the holding cell at...

BENCHLEY - he's in the early stages of possession.

He scratches designs into his own face with his fingernails.

MELANIE moves beside Whitlock.

MELANIE (CONT'D)

When did this start?

WHITLOCK

A few minutes ago.

MELANIE

What should we do with him?

WHITLOCK

Can't take him with us.

MELANIE

Then here he stays.

87

INT. JAIL STORE ROOM - NIGHT

CLOSE ON EVIDENCE LOCKER DOOR

Jericho pries the door open to reveal...

-- Handguns

-- Laffers (Breathers)

-- Various knives

-- Ammo

WIDER

Jericho passes out weapons and ammo. Dos goes straight for a Laffer and puts it on.

DOS

All right!

(CONTINUED)

CONTINUED:

BASHIRA

What is that?

MELANIE

That's a Laffer. A black-market  
Breather.

JERICHO

Has a 15% Nitrous mix.

BASHIRA

Gets you high?

JERICHO

Turns your brain into Swiss  
Cheese.

DOS grins idiotically.

MELANIE, with Williams, opens the Security Force Arms  
cabinet.

FOUR SHOTGUNS, ammo, batons...

A TABLE TOP

piled with the weaponry. PULL OUT to include Jericho as he  
gently lays the crate of detonators on the table.

JERICHO

And one gross of detonators.

MELANIE

What are those good for?

WILLIAMS

It'd help to have some dynamite,  
but they make a pretty good bang.

DESCANSO

We could put them inside food cans  
or something and make hand  
grenades.

MELANIE

You got ten minutes.

88

INT. JAIL - MAIN AREA - NIGHT

Everybody sits at a table with stacks of metal food  
containers. Descanso instructs the group.

DESCANSO

So you open one end and stick the  
detonator into the can...

(CONTINUED)

CONTINUED:

Akooshay operates the can opener, removes the lid and starts to eat the contents of the can ravenously.

DESCANSO (CONT'D)

No, leave the food in there to hold the detonator securely.

Most everybody ignores him. They're starving. Even...

MELANIE spoons grub out of a can into her mouth.

BASHIRA

Got any more can openers?

DESCANSO

Here, this'll work.

He takes a big knife and BAM, severs the lid.

DOS

(still tokes the Laffer)

Yo, Descanso!

They all lop off can lids and jam detonators into the cans.

AKOOSHAY struggles with a can. DOS comes over to help.

DOS (CONT'D)

Here, Baby, let me.

He hacks the can with his BIG knife, but he only gets halfway through. He adjusts his grip...

CLOSE ON DOS' HAND as he rolls his thumb under the can.

DOS gives the can a mighty WHACK!

The lid flies away. Dos holds the can up triumphantly, but the can seems to spurt blood. That's when everyone notices...

DOS' THUMB is still on the table.

THE GROUP

There's a moment of stunned silence.

Then Williams laughs heartily and all the others join in. A wan, embarrassed smile crosses Dos' face and he laughs too. Everyone laughs. Then Dos faints to the floor.

DISSOLVE TO:

MELANIE LEANS OVER DOS

MELANIE

You all right to do this?

Dos holds up his bandaged thumb stump.

DOS

No problema.

WIDER

Melanie addresses the assembled group. PAN the crew as Melanie speaks and see everybody has grenades and weapons, including Williams.

MELANIE

All right everybody, it's almost 2200 hours. Here's the plan. It's short and simple. Descanso and Jericho are in front, everybody else follows. It's fifty meters from here to the station. Bashira and I will bring up the rear. You see anything weird, start shooting. Questions?

\*

Uno Raises his hand.

\*

WILLIAMS

Put your hand down.

\*

\*

WHITLOCK looks at the monitors.

\*

89

WHITLOCK'S POV - MAIN STREET - NIGHT

Main Street looking up toward the mine. Empty.

WHITLOCK looks in the other direction.

HER POV

Main Street looking toward the train station. Empty.

WHITLOCK

WHITLOCK

All clear.

90

INT. JAIL AIRLOCK - NIGHT

Descanso and Jericho are by the door with shotguns; the others right behind them.

(CONTINUED)

CONTINUED:

Mel nods and Bashira punches the airlock open button. The doors snap open with a WHOOSH!

91

EXT. MAIN STREET - NIGHT

The group moves into the street toward the train station.  
It looks just the way it did when they arrived -- deserted.

CLOSE - TRACK WITH THE GROUP

CLOSER - TRACK WITH MELANIE

She looks over her shoulder.

MEL'S POV - MAIN STREET LOOKING TOWARD THE MINE - TRACKING

Deserted. Suddenly WHOOSH! Flames erupt from a building at  
the far end of the street.

THE GROUP REACTS

ZIMMERMAN

That's the mine office!

KABLOOM!

The mine office EXPLODES in flames.

MELANIE

MELANIE

Let's go, let's go!

The group starts moving again. BLAMMO! Behind them another  
building at the end of the street bursts into flames.

TRES

What the hell are they doing?

WILLIAMS

Looks like they're taking the town  
apart, building by building.

WHITLOCK

Just like Drucker's Ridge.

UNO

What's Drucker's Ridge?

WILLIAMS

Later.

UNO

I got a right to know what's goin'  
down, man.

WILLIAMS

Shut the fuck up!

(CONTINUED)

CONTINUED:

MELANIE'S POV - BEHIND THEM

Lit by the fiery glow, a huge silhouetted figure moves up the street toward them. It's BIG DADDY MARS, armed to kill. Behind him, moving silently out of the shadows, backlit by the fires, a hundred Warrior/Miners, some carry torches.

MELANIE

MELANIE

Pick it up!

The group starts moving faster.

JERICHO

Lieutenant!

Melanie looks where Jericho points.

POV - TO THEIR LEFT

between buildings, out at the edge of town, another line of fifty Warriors stand watching. Some beat spears against shields, the DIN rising.

THE GROUP

MELANIE

Hold your fire. Just keep moving.

TO THEIR LEFT

Warriors move forward throwing razordiscs and spears.

WHISTLING SOUNDS whiz around our group.

They duck a barrage of spears and razordiscs.

DOS

Jesus!

WHAP! A razordisc strikes Zimmerman in the head, instantly killing him.

THE TRAIN STATION LOOMS AHEAD

MELANIE

GO!

They run, leap up the stairs to the platform, only to find,

POV - NO TRAIN!

The tracks stretch off into darkness in both directions.

(CONTINUED)

CONTINUED:

BASHIRA  
Where's the train?

MELANIE  
I don't know.

UNO  
You don't know? What the fuck is  
that supposed to mean?

Descanso and Jericho kneel at the platform's edge and stare  
down the street at...

POV

BIG DADDY MARS and his hundred Warriors are 200 meters away  
and moving closer. Another building EXPLODES behind them.

And now, from between the buildings near the train station,  
the FIFTY MORE WARRIORS move into Main Street and head  
deliberately toward the station.

AT THE STATION

DESCANSO  
They're comin'...

MELANIE (INTO RADIO)  
Lt. Ballard to the train. Can  
you read?  
(STATIC)

WILLIAMS  
This is fucked up. You got a  
plan B?

MELANIE  
(looking around)  
Yeah, but it's the same as plan  
A. You got any fresh ideas?

Desolation glares off toward the approaching Warriors.

WILLIAMS  
Check this.

Williams explodes off the edge of the platform and runs  
straight at the approaching Warriors firing his shotgun:  
BLAM! BLAM! BLAM!

WILLIAMS (CONT'D)  
(screaming)  
Get out of my way, you mindless  
Motherfuckers!

(CONTINUED)

CONTINUED:

Uno and Tres leap after Williams, SCREAMING, SHOOTING, and then Jericho turns to the others.

JERICHO  
Form up on the lead!

Jericho and the others race after Williams, firing their weapons...

THE GROUP reforms around Williams as...

THE WARRIORS rush them, throwing spears and razordiscs, swinging broad-faced battle-axes and swords.

THE GROUP moves like a Greek Phalanx, setting up a wall of FIRE in front of and behind themselves as they move. They fight their way back toward the jail, through the first wave of Warriors.

WARRIORS swarm out of every alley like roaches out of a New York tenement.

PANDEMONIUM!

Everybody is blasting and hacking and running.

JERICHO CLICKS a detonator/grenade and tosses it at a Warrior who instinctively catches it -- BOOM!

WILLIAMS has a shotgun in one hand and a pistol in the other and he's causing merry mayhem in the Warrior ranks.

DOS pulls two grenades as he runs. He punches the button on the first and pitches it -- BOOM!

But without his thumb he bobbles the second grenade and drops it.

As he scrambles to pick it up off the ground he falls out of the group. Warriors close in. Dos reaches for the grenade, boots it and suddenly looks up to face...

A WARRIOR raising his ax -- BOOM!

The grenade kills them both.

MELANIE smacks a Warrior with her shotgun butt and then ducks a sword swing. BLAM! Another Warrior runs up from behind but is blown away by...

WILLIAMS flashes Melanie a grin and then SHOOTs two more Warriors.

(CONTINUED)

CONTINUED:

WILLIAMS  
(over his shoulder)  
Second time I saved your life.

MELANIE, dispatching a Warrior herself, BLAM! replies...

MELANIE  
Why don't you just run a tab?

BASHIRA reloads on the run. She trips and falls and Melanie comes back, grabs her collar and hauls her back to her feet, BLASTING a looming Warrior as she does it.

JERICHO drops the empty mag out of his weapon and is snapping in a fresh one when he's attacked by a Warrior.

He skillfully ducks and dodges three blows then plants a kick to the Warrior's solar plexus, racks in a fresh round and BLOWS the Warrior away.

A GHOST POV

suddenly leaps out of the dead Warrior's body. Glides toward our group. Right into Uno!

UNO

WHAM! He's possessed, drops to the ground.

WILLIAMS sees Uno fall, starts back for him, then sees...

UNO twitches in a possession trance.

WILLIAMS reacts, then runs on.

92 EXT. THE JAIL DOOR - NIGHT

The squad battles to hold off the Warriors while they open the airlock and get inside. Descanso, Tres, and Williams are the last three left outside.

As Williams falls back, Tres takes a spear to the chest. Descanso pauses to grab him and try to drag him in, but a razordisc takes off his arm. Descanso can't believe it, but he stands firm and keeps SHOOTING, -- holding the Warriors at bay.

93 INT. JAIL AIRLOCK - NIGHT

Williams hears Tres SCREAM and runs back to help him.

94 EXT. THE JAIL DOOR - NIGHT

Descanso is still FIRING, protecting the wounded Tres.

(CONTINUED)

94 CONTINUED:

As Williams drags Tres inside, another razordisc takes off the top of Descanso's head.

He's still firing as his body slumps to the ground.

95 INT. CHRYSE EMERGENCY CENTER - DAY (END OF FLASHBACK)

All eyes are on Melanie as she quietly speaks.

MELANIE

We sealed the airlock doors and  
Sgt. Jericho dismantled the lock.  
They couldn't open the doors from  
the outside so we were safe -- for  
awhile.

96 EXT. JAIL - NIGHT (FLASHBACK)

The first wave of Warriors storms the front of the jail. BOOM UP to reveal more buildings ablaze in the distance down the street. And Big Daddy Mars, now only 100 meters away, leading the massive hundred-Warrior strong army up the street...

97 INT. JAIL - NIGHT

Inside is pure chaos. Jericho finishes dismantling the airlock doors. Mel YELLS at Bashira,

MELANIE

Get on the radio. Try to reach the  
train.

WILLIAMS kneels over Tres. It's clear he's dying.

TRES tries to speak, his words come out in bloody bubbles.

TRES

Where's your brother?

WILLIAMS

He's gone.

TRES

Oh, God.

Tres dies.

MELANIE

Uno was your brother?

WILLIAMS

Yeah, what of it?

(CONTINUED)

MELANIE

Nothing. I'm sorry, that's all.

She reaches out to comfort him but Williams turns away to hide the emotion welling up in him over his brother's loss.

JERICHO

Is there a back door to this place?

MELANIE

(gets his drift)

Yeah. Good idea.

(to Williams)

Go with Jericho. Barricade the rear door.

Williams and Jericho take off.

98

INT. HOLDING CELLS - NIGHT

Melanie finds Whitlock staring at...

BENCHLEY pacing his cell like a ferocious caged lion.

WHITLOCK

And then there's that. Look at him.

Benchley glares out at them. He no longer looks human.

WHITLOCK (CONT'D)

Whatever's inside of him has waited a long time for this. I didn't understand their design, how they move. But it's got to be the wind. The wind carries them along. What a perfect creation. Vengeance on anyone or anything that lays claim to their planet.

MELANIE

What'd you see at Drucker's Ridge?

TRACK IN to Whitlock.

WHITLOCK

I was at the mine when they called a work stoppage. It was a section 740, -- a "Scientifically significant find."

99

EXT. DRUCKER'S RIDGE MINE - DAY (WHITLOCK'S FLASHBACK)

THREE THUNDERING EXPLOSIONS blow clouds of rock and dust into the sky. And almost before the shower of rock has finished, the MINERS scramble back to their machinery.

WHITLOCK

A 740 would apply to any of a number of things discovered on Mars: a biological organism, an indication of water...

TRACK WITH WHITLOCK

as she walks briskly across the strip mine.

She joins YARED, the sturdy mine boss, and a group of MINERS staring into the hole just opened by the blast. Yared's eyes reflect the confusion of a man who is seeing the unexplainable.

WHITLOCK'S POV

Red sand is still pouring away from an orifice in the wall of the open mine.

It is a narrow geometric orifice, a hole leading deep into blackness that could never be a coincidence of nature. "Someone" had made it.

WHITLOCK

WHITLOCK (CONT'D)

This is a prank. Your men planted this, didn't they?

YARED

I don't have time for pranks, Doc. I've gotta move 70 metric tons of ore a week out of this hole. I don't play pranks.

Whitlock cautiously approaches the opening. She examines its finely carved edges closely. She shines her light into the deep hole and the faint beam evaporates in the gloom.

YARED and the other miners hesitate, then pull their flashlights off their utility belts and stoop to follow Whitlock, descending into...

100

INT. UNDERGROUND MARTIAN TUNNEL

The flashlight beams play into the long narrow passageway. There is barely room to move, barely room to stand, barely room to breathe.

(CONTINUED)

CONTINUED:

It seems to narrow ever more constrictively as they descend, but the passage is perfect and straight as a gun barrel.

Whitlock, Yared and the other miners move slowly, unable to see more than a few ominous feet ahead. They are hunkered down almost to a crouch when the tunnel abruptly ends. The back wall is finished as precisely as the rest.

YARED

That's it? All the way down here for a dead end? There's nuthin' but a wall.

WHITLOCK holds her flashlight beam on the faint remains of a carved design,

CLOSE ON a swirling relief of confounding complexity.

WHITLOCK

...or a door.

WHITLOCK feels the hard back wall. -- Solid. Then her finger reaches out to caress the Braille surface of the design.

THE DOOR disintegrates into dust. Whitlock, Yared and the other miners, cough and wipe dirt from their eyes are again amazed by the sight...

THEIR POV

A perfect STONE SPHERE blocks the passage. Beyond it, the beams of their lights fall off to darkness as the tunnel continues on, seemingly to infinity.

THE MINERS' lights play over the surface of the Sphere.

THE SPHERE is covered with very finely incised relief-carved designs that spiral in an organic maze, much like the surface of a hedge apple, or a brain. It is difficult to tell in the anemic wavering light, but it is possible the design shifts in a subtle movement.

THEY creep closer to the sphere when WHUMP! Then a RUMBLE from far up the tunnel. Red dust boils over them and then it begins...

THE WIND

Drawn deep from the Martian tunnel works, building in power as it is forced through the narrowing aperture, a HOWLING WIND that forces the miners into full retreat.

WHITLOCK scurries up the tunnel as fast as she can.

(CONTINUED)

100 CONTINUED: (2)

CLOSE ON the surface of the carved ball, the wind erodes the material away.

The ball dissolves, its red dust carried up the tunnel by the SHRIEKING WIND, and out onto the Martian surface.

YARED and the others react with terror.

101 INT. HOLDING CELLS - THE JAIL - NIGHT (END OF FLASHBACK)

WHITLOCK

I didn't look back, I just ran. I hid in a supply shed. When I came out, the town had been destroyed.

(looks at Mel)

It was me. I opened Pandora's Box. I let them out.

Whitlock and Melanie stare at Benchley in his cell.

BENCHLEY seems to be performing some ritual, babbling to his God. He bites his own palm with his sharpened teeth, and smears blood across his face.

WHITLOCK (CONT'D)

There's nothing left of this man.

Bashira enters.

BASHIRA

I made contact with the train. They're about three kliks north of town on a de-coupling spur. They said the tracks are blocked.

MELANIE

Can they make it back here?

BASHIRA

They're working on it.

As Bashira talks, she backs too close to the bars of the holding cell.

Suddenly Benchley ATTACKS Bashira through the bars, ripping at her uniform with his "claws."

BASHIRA SCREAMS and twists away from his grasp.

Melanie and Whitlock pull her clear.

MELANIE

Are you all right?

Bashira inspects her ripped sleeve and scratched arm.

(CONTINUED)

101 CONTINUED:

BASHIRA

Yeah, I guess so.

JERICHO (O.S.)

Mel! Where are you?

Melanie and Whitlock exit the holding cells, leaving Bashira behind staring hatefully at Benchley.

102 INT. JAIL - MAIN AREA - NIGHT

Melanie enters the main area as Jericho and Williams return from the back.

JERICHO

We've barricaded the rear door.

MELANIE

Good.

JERICHO

There's a maintenance courtyard out the back enclosed by about a five-meter wall. There's even a Rover parked out there. Maybe we could make a run for it.

MELANIE

No, -- we wait. Bashira reached the train. They're coming back.

Williams climbs to the window looking out to the street.

103 WILLIAMS' POV - MAIN STREET TOWARD THE MINE

Buildings burn. The RecFac suddenly bursts into flames.

Silhouettes of Warriors moving through the streets from building to building.

104 INT. JAIL - MAIN AREA - NIGHT

Williams climbs down, looks at Mel and the others.

WILLIAMS

Well, they better hurry up.

Melanie slumps in a corner, exhausted -- dejected. Williams comes over and sits next to her.

WILLIAMS (CONT'D)

What's the matter? You did good out there.

(CONTINUED)

MELANIE

Yeah right.

WILLIAMS

No, it was a fucked up situation. You handled it all right. -- I never put too much faith in cops before...

Melanie is surprised by his sincerity.

MELANIE

You trust me?

WILLIAMS

Hell no!

MELANIE

I really don't understand you at all, Desolation.

WILLIAMS

I've just seen it too many times. It's always the same. Bad timing, bad luck, bad temper, whatever. Only one lookin' out for me is me.

MELANIE

Doesn't that bother you?

WILLIAMS

Nothin' bothers me. I stopped worrying years ago.

(looks at her)

You're the one who worries about everything. Like how we're gonna get out of here.

MELANIE

And that doesn't worry you at all?

WILLIAMS

Not if I can't change things. If this is the way it's gonna be... Bring it on!

MELANIE

Don't you believe in anything?

WILLIAMS

I believe in staying alive.

MELANIE

Yeah, but for what?

(CONTINUED)

104

CONTINUED: (2)

WILLIAMS

Maybe I'll tell you someday.

MELANIE

When?

WILLIAMS

When the tide is rising and the water's high.

(DIRECTOR'S OPTION:)

When the red wind is blowing through the city.

\*  
\*  
\*

Melanie can only shake her head at his enigmatic riddles. Jericho calls Melanie away.

105

INT. JAIL CORRIDOR/STOREROOM - NIGHT

Jericho beckons Melanie down the hall into the storeroom.

JERICHO

Check this out.

Melanie enters the storeroom and looks around.

MELANIE'S POV

Shelves of supplies, stacks of compressed gas canisters, rope, and other utility items.

MELANIE

Yeah, what about it?

JERICHO

(grins)

Well, it's pretty solid. One way in, back door out leading to the rear entrance. And a good sturdy door.

He locks it and leans toward her.

MELANIE

Yeah, ...and?

JERICHO

Rather cozy. Don't you think?

MELANIE

I don't believe it. You lured me back here to seduce me?

(CONTINUED)

JERICHO

Well, the way things are going, it  
seemed like it might be our last  
chance -- to dance.

Melanie considers it.

105 CONTINUED:

MELANIE

Yeah.

She pushes Jericho against the wall and kisses him, then...

BANG! BANG!

Melanie and Jericho jump at the gunshots!

JERICHO

Holding cells!

106 INT. HOLDING CELLS - NIGHT

Jericho, Melanie, and Whitlock run in to find Bashira in front of Benchley's cell with a gun in her hand.

POV

Benchley is dead in his cell.

MELANIE

MELANIE

No, you didn't...!

BASHIRA

Fuck him, whatever the fuck he is!

GHOST POV

moves out of Benchley, watches Melanie YELLING distortedly at the others.

MELANIE

It's out of him! Get out of here, all of you!

Suddenly the POV rushes toward Melanie and right into her open mouth!

MELANIE

GASPS! Slumps to the floor.

107 MELANIES POV

Melanie views the following events through distorted eyes.

Williams, Bashira, Whitlock and Jericho loom over "us."

JERICHO

She's still breathing.

(CONTINUED)

BASHIRA  
Jesus, I'm sorry.

WHITLOCK  
Get her out of here.

WILLIAMS  
(beat)  
Let's take her out back.

JERICHO  
What the fuck do you mean?! We're  
not moving her anywhere!

WHITLOCK  
It's taken her over! There's  
nothing we can do.

WILLIAMS  
(to Jericho)  
Easy, man. She's gone.

JERICHO  
Mel! Wake up!

MELANIE CAN ONLY STARE

WILLIAMS  
(gently to Jericho)  
Come on.

JERICHO  
Yeah, right. Okay.

Jericho and Williams lift Mel's POV, carrying it...

MELANIE'S DISTORTED POV

down the back hall out the door, through the courtyard,  
Jericho and Williams' faces distorted, silhouetted against  
the Martian night sky. Their VOICES are garbled as they  
whisper.

WILLIAMS  
Shhh, they'll hear us. Put her  
over there.

Williams and Jericho tower over "us," their faces flicker  
from distant firelight. Williams reaches into his pocket  
and pulls out Melanie's silver locket.

JERICHO  
Where'd you get that?

(CONTINUED)

CONTINUED:

WILLIAMS

I stole it.

JERICHO

You know what it is?

(Williams shrugs)

It's her stash.

Jericho takes the locket and releases a disk of Clear into his hand. As Jericho places the drug on Melanie's tongue...

JERICHO (CONT'D)

That'll mess with anything in there. -- Bon voyage, Mel.

WHAM!

CUT TO BLACK.

108

FADE IN:

MELANIE IN DREAM LIMBO

Melanie comes to and begins to shake. Possession is upon her.

She confusedly looks at the silver locket in her hands...

109

THE CAMERA FLIES RIGHT INTO HER HEAD

The possession is a battle inside Melanie's mind.

We SEE FLASHES, slashing, attacking.

They're Martian memories.

A swirling cloud of red dust obscures the SCREEN.

There is the deafening SOUND OF WRENCHING METAL, cut by the scything SHI-I-I-I-NG! of sharp steel.

The SUN glares a blinding red orange in a dusty purple sky.

Red Banners billow with the wind.

AN ENORMOUS MONUMENT, backlit in the sun looms at odd angles, menacingly.

The SOUND of ten thousand POUNDING SHIELDS and ten thousand Warriors in unison CHANTING bass, guttural, war chants.

The rhythmic CLANG, CLANG, CLANG! Of sword on sword.

DUTCH ANGLE of Warriors' armored feet marching in lock step through the drifting red Martian sand.

(CONTINUED)

109 CONTINUED:

STAKES on a mesa.

HEADS on stakes.

A PRIMAL IMAGE keeps SLASHING: the Martian Father Warrior. Inhuman. Powerful. Mythical. Weird mask. Weird weapon: sword/claw.

110 CLOSE ON MELANIE IN DREAM LIMBO

Her eyes are shut in agony. Sweat beads on her brow. Her eyes FLASH OPEN!

THE LOCKET in her hand swirls like water.

MELANIE'S EYES squeeze shut again as her head falls back.

111 A CRASHING BLUE OCEAN WAVE WIPES THE SCREEN, EARTH MEMORIES

Trees and water, a softer sun in a blue sky. An INFANT reaches out his arms to us...

The FLASHES intensify, between the Martian Father Warrior and...

EARTH as seen from space.

MELANIE IN DREAM LIMBO writhes, clenches her fists and SCREAMS,

MELANIE

No, I will not!

112 EXT. OUT BACK OF THE JAIL - NIGHT

WIDE

Buildings burn in the background.

Backlit, Melanie struggles to her knees and retches, but not vomit.

A strange vapor boils out of her mouth, visible against the background flames as a mirage-like disturbance in the air. It almost has shape, almost has substance. It is the...

GHOST POV

That leaps out of Melanie's mouth, pulls back from her almost fearfully.

MELANIE continues to HACK and GASP as though she's just retched out the vilest serpent Hell could conjure.

(CONTINUED)

112 CONTINUED:

## MELANIE'S POV

She looks up at the hovering, fearful vapor, sees it shimmer as it curls around itself and then, kicking up a demon of red dust in the wind, blows off into the night.

113 INT. CHRYSE EMERGENCY CENTER - DAY (END OF FLASHBACK)

## MELANIE

I was aware of having...  
 (tries to grasp it)  
 ...thoughts or memories. Like I'd been invaded by something... It was trying to take me over. -- And then these other images flowed in: water, oceans, Earth. Something inside me wouldn't let that other thing take over and I fought it.

The Inquisitor and interrogators ponder in silence for a moment.

114 EXT. OUT BACK OF THE JAIL - NIGHT (FLASHBACK)

Melanie staggers to her feet. Buildings burn in the background.

## MELANIE (V.O.) (CONTD)

I didn't know where I was at first. But then it hit me. I was outside, alone and unarmed.

Melanie shakes it off and then sees something glint on the ground.

## CLOSE ON HER SILVER LOCKET

MELANIE picks it up and holds it tightly. She closes her eyes,

A TOWERING blue ocean wave crashes powerfully on the shore.

MELANIE draws strength from the image. She sprints toward the back of the jail.

## AT THE BACK WALL

Melanie searches in vain for a way to get into the maintenance courtyard but the wall is too high.

She tries the corrugated metal sliding door -- locked.

She backs away, assessing her options.

(CONTINUED)

CONTINUED:

There are explosions BOOMING up Main Street, the DIN of shield pounding in the distance. Suddenly there is another EXPLOSION behind her. She turns...

MELANIE'S POV

Far to the north, a column of smoke rises, lit by a distant fire. Her pondering is interrupted by a GROWL.

MELANIE turns to see...

A WARRIOR, a big one, steps around the corner of the jail and raises his sword.

MELANIE strikes an open-handed fighting pose as the Warrior attacks. The Warrior swings his sword.

Melanie ducks it and grabs his arm, breaking it with a swift shoulder to the Warrior's elbow. Still holding the sword arm, she kicks down on his knee, breaking that as well. The Warrior ROARS.

She struggles but can't wrest the sword from his hands, so she smashes his nose with a backhand fist and leaps back.

The Warrior tries to attack, but the broken arm and leg won't function. He switches the sword to his left hand, but he's slow now and clumsy.

Melanie dodges the next swing and sweeps the Warrior onto his back, grabs his sword arm and breaks it with her knee.

Melanie takes the sword and considers killing the Warrior, then stops.

THE WARRIOR tries to rise, but can't. He ROARS at her.

MELANIE looks at the sword, admires its balance and heft. She looks around her.

MELANIE'S POV

The radio tower rises from the far side of the wall.

A pile of trash: empty plastic containers, rolls of polywrap, a reel of steel braid cable.

MELANIE moves to the reel of cable. She wraps the end of the cable around the hilt of the sword, winding it into a secure knot.

She kicks the reel and sends it rolling away until the last of the cable uncoils from the spool.

(CONTINUED)

CONTINUED: (2)

Then she backs up and whirling the sword like a bullroarer over her head, she let's it fly toward the radio tower.

THE SWORD CLANGS against the tower and clatters to the ground.

MELANIE pulls the sword back over the wall by the cable and tries again, whirling the contraption like a grappling hook.

THE SWORD flies over the wall to the tower and this time gets caught in the tower's lattice-like structure.

MELANIE gives the cable a hard tug to be sure it's secure and then scales the wall, hand over hand, walking up the vertical surface. She is just over the top when...

THREE WARRIORS round the corner. They ROAR and hurl their spears.

MELANIE jumps safely to the courtyard interior, yanking the cable over with her.

115 EXT. MAINTENANCE COURTYARD - NIGHT

Melanie runs to the back door of the jail and pounds on it with all her might. Inside an ALARM SOUNDS.

116 INT. JAIL - NIGHT

The ALARM sends everyone scurrying to the bank of monitors.

JERICHO

The back wall's been breached!

Williams, Whitlock, Bashira and Jericho stare at the video monitor.

CLOSE ON MONITOR

Melanie pounds on the back airlock door YELLING and SCREAMING Holy Hell!

MELANIE (FILTERED)

Let me in! It's me, Goddamn it!

JERICHO.

It sure sounds like her. I haven't heard any of these things speaking English.

MELANIE (FILTERED)

It's Melanie! C'mon, -- open the door! There are three of them trying to get over the wall!

(CONTINUED)

CONTINUED:

WHITLOCK  
Don't open it!

JERICHO  
I don't know.

MELANIE (FILTERED)  
Come on, Williams! -- The tide  
is getting' high out here!

WILLIAMS  
(to Jericho)  
Give me those keys.

Jericho and Williams race to the back door.

117 INT. JAIL - BACK DOOR - NIGHT

The door BANGS open and Melanie crashes inside. As Williams locks it up tight, Jericho looks at Melanie hard.

JERICHO  
Is it you?

MELANIE  
Yeah, -- it's me.

Williams and Jericho help her up. The three hug. Desolation is not completely comfortable being hugged by a cop but there is a sense of camaraderie. Mel's back from the dead.

118 EXT. MAIN STREET - NIGHT

Big Daddy Mars stands silhouetted against the flames. Raises his arms to the skies. Behind him, what's left of Shining Canyon is a deafening ROAR of fire.

Buildings are gone. Black smoke drifts.

MELANIE (V.O.)  
I had a glimpse of the Martians,  
of their minds, of what they  
want. They will not rest short  
of the destruction of any  
invading species, and as far as  
they're concerned, we are  
invaders.

CLOSE ON BIG DADDY MARS

Black eyes in deep, dark sockets. Face a death mask.

119

INT. JAIL - MAIN AREA - NIGHT

MELANIE

...There is no negotiating, no  
peace treaties. It's them or us.

Bashira is at the window looking out.

BASHIRA

Something's kicking out there.

AKOOSHAY

What is it?

BASHIRA

I can only see one of them now.  
That big guy who looks like the  
leader. No, wait...

120

EXT. MAIN STREET - POV THROUGH THE JAIL WINDOW - NIGHT

Big Daddy Mars' army appears through the smoke.

They are dragging a Rover down the street, pulling it along  
with ropes. Stuck in the front of the Rover, through the  
windows, is a huge battering ram made of steel beams.

CLOSER

Several Warriors swing grappling hooks.

THE ROVER/battering ram rolls toward the jail.

121

INT. JAIL - MAIN AREA - NIGHT

BASHIRA

BASHIRA (CONTD)

They've made a battering ram!

Melanie takes over Bashira's spot at the window.

MELANIE'S POV

Outside the jail, a hundred Warriors stand waiting as the  
Rover/battering ram is positioned.

MELANIE JUMPS DOWN

MELANIE

Everybody to the rear of the jail.

The group springs into action. Akooshay and Whitlock head  
down the hallway. \*

(CONTINUED)

CONTINUED:

MELANIE (CONT'D)

Bashira, you and Jericho get back to the storeroom. Load up with detonators. You're the second line of defense.

Bashira and Jericho take off down the hall.

WILLIAMS

So we stay here?

MELANIE

We'll hold them off as long as we can, then fall back to the storeroom.

WILLIAMS

As soon as we kill one, whatever's inside will come after us.

MELANIE

I know.

WILLIAMS

So we lock the doors behind us as we go.

MELANIE

And if one of us gets possessed...

WILLIAMS

Leave 'em.

Their eyes meet with a nod, -- a solemn contract.

122 EXT. JAIL - HIGH ANGLE - NIGHT

LOOKING DOWN on the front of the jail. The Rover/battering ram rolls toward the airlock door.

KABLAM!

The battering ram SMASHES into the door, caving it in.

123 INT. JAIL - NIGHT

Melanie and Williams, waiting...

124 EXT. JAIL - NIGHT

THE BATTERING RAM hits the door again.

WARRIORS throw grappling hooks onto the roof, begin climbing up on top.

WHAM!

The battering ram SLAMS into the door, breaking it open.

ON TOP OF THE JAIL

Warriors pull themselves up, SMASH a roof access panel until it breaks open, climb down into the jail.

125

INT. JAIL - NIGHT

The airlock door collapses. Warriors rush through the opening.

MELANIE AND WILLIAMS hurl detonator/grenades.

KABLOOM!

Warriors fly.

GHOST POVS suddenly rise up from the dead Warriors, glide for Melanie and Williams.

MELANIE AND WILLIAMS retreat, SLAM the hallway door, lock it. They run down the hall. Melanie passes a doorway...

WHAMMO!

A WARRIOR attacks from a side office, raising his sword to SLASH Melanie from behind... BAM!

Williams clubs him with the shotgun and the Warrior goes down, but...

...ANOTHER WARRIOR emerges from the office right behind him. Melanie turns a FIRES point blank into the second Warrior.

THE HALLWAY DOOR breaks open. Warriors pour through. The jail interior is a collapsing house of cards.

MELANIE AND WILLIAMS BLAST with their shotguns into the onrushing horde, but Warriors keep pouring through the door, stepping over the fallen, jabbing savagely with spears and swords in quarters too close to swing an ax.

Melanie and Williams' shotguns run dry and they are fighting hand to hand with shotgun butts, kicks and punches. It is like an ancient Stone-Age cave battle.

BASHIRA AND JERICHO burst from the nearby storeroom, BLASTING the Warriors with their shotguns.

WARRIORS go down.

(CONTINUED)

CONTINUED:

GHOST POVS

rise up, searching for humans, for Melanie and Williams.

MELANIE, WILLIAMS, BASHIRA AND JERICHO race back to the...

126

INT. STORE ROOM - NIGHT

...move inside, SLAM the door.

The others stand near the storeroom's back door.

It opens to the hallway that leads to the jail's rear exit.  
Melanie and Williams reload.

MELANIE

Jericho, take everybody out the  
back! Now!

All dash down the hallway except Williams and Melanie.

WILLIAMS braces the door as Warriors POUND on the other  
side.

MELANIE looks around the storeroom.

MEL'S POV

Canisters of compressed gas.

Hazard symbols emblazoned across them.

MELANIE tugs on one of the canisters, but it's too heavy.

WILLIAMS

Get out of here!

MELANIE

In a minute.

Williams sees Mel struggle and helps her.

Together they jolt one loose and roll the heavy canister  
against the storeroom door. CLANG!

MELANIE (CONT'D)

Get back.

Melanie aims her weapon.

KAWHAM!

The ceiling collapses on top of Melanie in a showering  
cloud of dust and debris. Something else drops down on  
Melanie with it.

WHAM!

Melanie is on the floor. The dust settles to reveal...

BIG DADDY MARS rears up from the dust, sword held high over Mel for a death strike. Big Daddy swings the sword down hard. Except it stops suddenly in mid-air.

Big Daddy's arm is locked in a vice grip.

He turns and stares straight into the eyes of...

DESOLATION WILLIAMS

Williams SMASHES Big Daddy with a flurry of fists and elbows, knocking him back to the storeroom door.

WILLIAMS grabs Melanie from the floor and they scramble to the rear door. As they exit, Melanie aims at the canister, FIRES!

KABLOOM!

The canister EXPLODES. Big Daddy Mars is engulfed in flames!

127

INT. THE LAST HALLWAY - NIGHT

The humans huddle in the hallway, as the storeroom door CRACKS and SPLINTERS. Then they hear it.

A DISTANT, MOURNFUL HORN.

BASHIRA

Can you hear that?

MELANIE

Yeah. Train whistle.

JERICHO

But where are they?

KA-CRACK! The door to the storeroom breaks open.

There, in a billowing cloud of dust and smoke, stands a burned, blackened, but very much alive Big Daddy Mars. And behind him a room full of Warriors.

HALLWAY BATTLE - Stylized. Abstract figures battle in heavy smoke. Ghost POVS rise.

THE WARRIORS charge around Big Daddy as Melanie, Williams, Jericho and Bashira FIRE. Smoke obscures the rushing Warriors. They are on top of our heroes in an instant.

(CONTINUED)

CONTINUED:

MELANIE SLAMS a Warrior's face with her elbow,

JERICHO head butts another Warrior, \*

BASHIRA is BLASTING with two pistols,

AKOOSHAY FIRES a shotgun but is overwhelmed by three \*  
Warriors SLASHING with swords and axes. AKOOSHAY is cut to \*  
bits.

WHITLOCK struggles with the back door latch.

WILLIAMS PUNCHES a Warriors' lights out.

MELANIE push-kicks a Warrior then shoots him,

WHITLOCK opens the door and...

128

EXT. REAR OF THE JAIL - WALLED-IN COURTYARD - NIGHT

They all tumble out the rear door FIRING behind them.

Williams and Melanie bar the door.

MELANIE

Look for the train!

BASHIRA scampers up the radio tower to peer over the  
concrete wall that encloses the rear courtyard.

BASHIRA

The train's sitting just north of  
the station.

MELANIE

See if you can get their  
attention. -- Jericho, get that  
Rover started.

JERICHO leaps to hot-wire the Rover.

BASHIRA waves and YELLS and finally pulls a detonator from  
her pocket. She CLICKS the trigger and throws it over the  
wall.

BAM!

The detonator explodes. Bashira throws another, -- BAM!

The train SOUNDS its horn in response.

JERICHO has his head in the Rover's guts.

(CONTINUED)

VA-VROOM! He starts it up.

BASHIRA

BASHIRA

Oh, shit!

BASHIRA'S POV

The detonators have alerted the Warriors, who now stream around to the back of the jail.

MELANIE

Bashira! Come on!

Bashira leaps from the tower and sprints to the Rover.

THE GROUP

Melanie, Williams, Whitlock and Bashira join Jericho inside the rover...

AS THE JAIL'S REAR DOOR

BLASTS OPEN and Warriors pour into the courtyard.

129 INT. ROVER - NIGHT

Jericho slams the Rover into gear.

130 EXT. BEHIND THE BUILDINGS - NIGHT

The Rover lurches forward, SMASHES through a metal door mowing down several Warriors as others try to cling to the lumbering vehicle...

BIG DADDY MARS HOWLS with rage!

The Rover ROARS away from the massed Warriors and ZOOMS toward the train station.

WARRIORS pour around the buildings in pursuit.

THE ROVER gains distance from the Warriors...

131 EXT. TRAIN - NIGHT

The Rover careens right up next to the train. Rodale has the door open for them and helps each up as they clamor in.

132 INT. TRAIN - CONTROL BAY - NIGHT

McSimms is at the stick.

MELANIE

What the Hell happened to you?

RODALE

We got trapped a couple of klicks north of here tryin' to offload.

BASHIRA

Here they come!

THEIR POV FROM THE TRAIN

Up Main Street comes Big Daddy Mars and his army right toward them.

MCSIMMS

I'm getting us out of here!

McSimms engages the controls and the train lurches forward.

133 EXT. TRAIN - NIGHT

The train begins picking up speed, moving through the station and out of Shining Canyon into the darkness.

134 INT. TRAIN - CONTROL BAY - NIGHT (FLASHBACK)

The group huddles together in the cramped control bay.

They are exhausted, battered, dirty, clothes torn, faces bruised from the battle they've just survived.

They all watch silently as...

THEIR POV

...the flames of Shining Canyon, the station, and the Warriors recede into the distance.

MELANIE

MELANIE

We've got to go back. Slow down just outside of town, then come to a complete stop.

MCSIMMS

No fuckin' way!

MELANIE

I'm giving you an order.

MCSIMMS

I don't care, the answer's "no."

(CONTINUED)

MELANIE

The answer's "yes."

(all turn to listen)

This is our world now.

(she looks at each one)

Even if we get back to Chryse those things will just keep on comin', blowin' down the tracks like a red plague infecting every human on the planet. We have a chance here, a chance to stop this before it goes any further.

(beat)

This is about one thing. Dominion. It's not their planet anymore. It's ours. This is where we live. This is us.

Silence.

BASHIRA

(nods at Williams)

What about him? Isn't our job to take him back?

JERICHO

Is he still a prisoner, or is he one of us?

Melanie ponders the question, torn between duty and emotion. Williams gives her an inquisitive look.

WILLIAMS

I could give a shit about saving this world. Seems like it just wants me dead either way. But if I'm gonna die, I'll die fighting not running.

Melanie looks around the group.

MELANIE

Everybody on?

They all nod.

McSimms slows the train.

135 EXT. OUTSKIRTS OF SHINING CANYON - NIGHT

The train slows, then comes to a stop by the garbage dump.

136 INT. TRAIN - CONTROL BAY - NIGHT

Melanie moves to Whitlock.

(CONTINUED)

MELANIE

If we blew up the nuclear power station, wouldn't there be a huge explosion?

WHITLOCK

No. -- Not unless you retract the control rods and exposed the core.

MELANIE

Then what?

WHITLOCK

Then, you've got a small atomic bomb going boom.

MELANIE

How small?

WHITLOCK

It may destroy a radius of a mile, maybe two.

MELANIE

Will it kill them?

WHITLOCK

Certainly it'll destroy their human hosts. As for what's inside of them... I don't know.

MELANIE

Jericho, can you get us in?

JERICHO

I can try.

137 EXT. THE TRAIN - NIGHT

The train slowly moves backwards down the track toward Shining Canyon.

WILLIAMS, BASHIRA, AND RODALE hang from open doorways, near them are boxes piled with bundles of dynamite sticks, Kiloton-taped to detonators.

MELANIE watches from the control bay doorway.

POV

The power station slides into view.

Behind it, several yards away, is the burning Main Street and hordes of Warriors still wrecking havoc.

(CONTINUED)

137 CONTINUED:

MELANIE leans into the control bay.

MELANIE  
(to McSimms)  
Okay, here we go.

137A INT. CHRYSE EMERGENCY CENTER

MELANIE  
The plan was a simple one. Sgt. Jericho, the science officer and I jumped off the train and headed for the power plant. The others stayed aboard as the train backed into the station. The idea was they were to provide cover for us and distract the Martians while we set the charges in the power plant. Then they'd pick us up and we'd get as far away from Shining Canyon as we could before the plant blew up. Like I said, it was a simple plan. The only problem was it didn't work like it was supposed to.

\*  
\*  
\*  
\*  
\*  
\*  
\*  
\*  
\*  
\*  
\*  
\*  
\*  
\*  
\*

138 EXT. TRAIN - NIGHT

Melanie, Jericho, and Whitlock jump off the train and head for the power station, seventy-five meters away. The train continues backing up, right for the train station.

139 EXT. POWER PLANT - NIGHT

Mel, Jericho and Whitlock, slide into the back wall of the power plant. Like the rest of the buildings here, it is poured concrete with a heavy metal airlock door. But this building is extra-fortified to keep the wrong hands off the radioactive material inside. There are heavy bars and locks on the door. It's gonna be a tough nut to crack.

Mel takes up a guard position while Jericho gets to work on the locks. In the distance, Mel can hear the HOWLING of the Warriors...

Melanie pulls small binoculars from her web belt and watches as...

MEL'S POV - THROUGH BINOCULARS

The train backs into the station. WARRIORS charge up Main Street toward the train. There is an explosion from a stick of dynamite. KABLOOM!

(CONTINUED)

CONTINUED:

Then more EXPLOSIONS and shotgun BLASTS, building until it sounds like the finale of a fireworks display. Warriors scatter.

140

EXT. POWER PLANT - NIGHT

MELANIE

(over her shoulder)

How ya doing, Jericho?

JERICHO

Workin' on it.

MELANIE

Well, hurry up.

MEL'S POV - THROUGH BINOCULARS

More EXPLOSIONS. The Warriors pull back from the station.

141 EXT. POWER PLANT - NIGHT

Jericho struggles with the lock.

JERICHO

I can't get it. We're going to  
have to blow the door.

CLOSE ON

Jericho rigs the door to blow. He presses the detonator...

JERICHO runs to crouch alongside Mel and Whitlock behind  
the building.

THE DOOR BLOWS -- KA-BOOM!

142 EXT. MAIN STREET - NIGHT

CLOSE ON - BIG DADDY MARS as he and other Warriors behind  
him, turn their attention to the BLAST coming from the  
power plant.

POV - A distant column of smoke rises by the power plant.

143 EXT. POWER PLANT - NIGHT

Dust settles. Mel refocuses her binoculars toward Main  
Street.

MEL'S POV - THROUGH BINOCULARS

Warriors, emerge from the burning remains of Main Street --  
headed right for them.

MELANIE

Uh-oh. We got trouble.

MELANIE gives Jericho a shove.

Jericho snaps out of the trance-stare at the advancing  
Warriors. He runs inside and Whitlock follows.

MEL'S POV - THROUGH BINOCULARS

The train begins to move again, back up the track toward  
the power plant.

MELANIE (CONT'D)

Come on, come on...

The train rolls to a stop at the closest point to the power  
plant, -- still a long seventy-five meters away.

(CONTINUED)

143 CONTINUED:

In the doorway Melanie can see Bashira, Williams and McSimms, ready to leap down.

144 INT. POWER PLANT - NIGHT

Whitlock goes to work, punching buttons to extract the control rods from the reactor. Jericho watches. Mel stays at the doorway, watching the Warriors.

JERICHO

Where do I put the dynamite?

WHITLOCK

(points)

Uh, there would be a good place.  
That should remove the water  
jacket and destroy...

(Jericho's already  
working)

...the containment shell.

145 MEL'S POV

Warriors are closing on the power plant as the train pulls even.

MELANIE moves to the doorway of the power plant for cover, racks a shell into the chamber and levels it at the approaching Warriors.

MEL'S POV

Williams leaps from the train, followed by the others...  
They come, Peckinpah style.

THE WARRIORS turn and face their approach.

BIG DADDY MARS carries a razordisc. He hurls it...

THE RAZORDISC slices the air on its way through Bashira's graceful neck. Her head drops into the red sand.

MELANIE reacts with a gasp!

WILLIAMS throws dynamite.

BLAMMO! Several Warriors are blown into the air!

146 INT. POWER PLANT - NIGHT

Jericho has rigged the explosive. They're ready to go.

147 EXT. POWER PLANT - NIGHT

Jericho and Whitlock emerge next to Mel and are brought up short by the sight of...

THEIR POV

EXPLOSIONS! Warriors flying, but there are still dozens and dozens of Warriors between them and the train.

MELANIE AND WILLIAMS make eye contact, and Williams signals them.

A GHOST POV

rises up and watches WHITLOCK, MELANIE AND JERICHO take off, running a straight line toward the train tracks.

WILLIAMS AND MCSIMMS hurl dynamite, trying to fight their way to Mel, Whitlock & Jericho.

WARRIORS are quickly closing the gap between themselves and Melanie's team.

WHITLOCK, MELANIE AND JERICHO run as fast as they can but...

WHITLOCK is falling behind.

GHOST POV

Glides toward the stragglng Whitlock, enters her...

WHITLOCK stumbles, falls, gasping.

148 EXT. BETWEEN TRAIN AND POWER PLANT - NIGHT

Williams, and McSimms turn and run back for the train.

MCSIMMS

Zzzk, zzzzk, zzzzk! Three razordiscs bring him down.

149 INT. TRAIN CONTROL BAY - NIGHT

Rodale throttles up and the train moves forward, rolling toward the point where Melanie and Jericho will hit the tracks.

150 EXT. ALONG THE TRACKS - NIGHT

Melanie and Jericho run full out for the train, but FOUR WARRIORS are closing on them like a pack of wolves. Razordiscs ZIP by like angry hornets.

(CONTINUED)

150

CONTINUED:

A RAZORDISC slices Melanie's thigh and she tumbles.

JERICHO tries to help her up but the pack is closing fast. They both fire their guns until they CLICK empty. \*

MELANIE  
(to Jericho)

Go!

JERICHO

Fuck that!

Jericho steps up swinging his shotgun like a bat. He parries the first few blows, gets in a few licks and kicks and then the WARRIORS take him down, their swords slashing at him.

Melanie still struggles to regain her feet when suddenly AN ARM grabs her around the waist. She twists to see...

WILLIAMS

He throws Melanie's arm over his shoulder, SHOOTING down the closing Warriors with the shotgun, one-handed.

MELANIE  
It's going to blow in ten minutes.

Williams and Melanie run for the train.

151

EXT. TRAIN - NIGHT

UNO now a Warrior, stands between Williams and the train.

WILLIAMS is momentarily stopped in his tracks. He faces his brother, shotgun leveled at Warrior/Uno's chest, but he hesitates...

Warrior/Uno ROARS incoherently, his eyes now blank with alien rage. He raises his ax... KABLAM!

UNO is blown back into the red dust.

A GHOST POV

rises up, TRACKING after Williams.

AT THE TRAIN

Rodale FIRES from the doorway. A razordisc slices his neck at the jugular. He staggers, trying to stanch the flow of blood with his hand. Then he GASPS and falls out of the train.

\*  
\*  
\*  
\*

152 OMITTED

\*

153 OMITTED

\*

154 EXT. THE TRACKS - NIGHT

\*

Williams and Melanie run for the train.

\*

Warriors and Ghost POVs are closing fast.

\*

155 OMITTED

\*

156 EXT. THE TRAIN - NIGHT

\*

Williams and Melanie -- inches from the doorway, trying to keep pace with the accelerating train.

\*  
\*

A GHOST POV

\*

closes on Williams just as...

\*

WILLIAMS grabs the passing train by the car on the Control Bay door and hauls Mel and himself inside.

\*  
\*

The door shuts as razordiscs and spears bounce off.

\*

GHOST POV

The train pulls away.

157 INT. TRAIN - CONTROL BAY - NIGHT

Williams grabs the stick and throttles forward.

158 EXT. TRAIN - NIGHT

The train picks up speed, heading out into the darkness, as Warriors jump aboard the rear cars...

159 INT. TRAIN - CONTROL BAY - NIGHT

MELANIE

We've got to get out of here fast.  
The Doc said the blast radius  
could be as much as two miles.

WILLIAMS

What's that mean in kilometers?

MELANIE

It means, step on it.

160 EXT. TRAIN - NIGHT

The train ROARS down the tracks back toward Chryse, as Warriors cling to the train and slowly make their way toward the Control Bay.

161 INT. TRAIN - CONTROL BAY - NIGHT

Williams glances out the back and sees the Warriors.

WILLIAMS

Stay here.  
(indicates controls)  
Keep this at full throttle.

MELANIE

Where are you going?

WILLIAMS

To lighten our load.

162 INT. TRAIN - PASSENGER COMPARTMENT - NIGHT

Williams races down the train car to its back entrance.

He opens the door...

163 EXT. TRAIN - BETWEEN THE PASSENGER AND FREIGHT CAR - NIGHT

Right in front of Williams is a Warrior. WHAP, WHAP, WHAP!  
Williams reacts first and drives the Warrior back.

THE WARRIOR swings with an ax.

WILLIAMS grabs it as it passes and drives the handle into the Warrior's face. The Warrior is knocked from the train.

Williams climbs the ladder to the top of the freight car.

164 INT. TRAIN - CONTROL BAY - NIGHT

Melanie is holding steady at the stick when she hears a SCRAPING THUMP on the roof of the car. She cranes her head to try and see out the porthole.

MELANIE'S POV

Nothing but red clouds blowing across cobalt skies.

MELANIE crosses to the doorway and, with great effort, slides it back. Again she cranes her head to find the source of the noise.

MELANIE'S POV

Nothing.

MELANIE ducks back inside and strains to re-close the door when a BRAWNY HAND reaches down from the roof and grabs her hair.

She SCREAMS and pulls back as a mean-looking bastard of a WARRIOR swings down into the control bay and slams a forearm across her jaw. Melanie sprawls against the opposite wall.

The grotesquely masked WARRIOR seethes, his pointed teeth punctuating the evil leer of his maddened eyes.

THE WARRIOR raises his right hand and it is encased in a bizarre Martian CLAW, its razor sharp talons gleam.

165 EXT. TRAIN - FREIGHT CAR - NIGHT

WILLIAMS' POV

Back beyond the rooftop of the freight car, he can see more Warriors, crawling toward him.

WILLIAMS opens the hatch of the freight car...

WILLIAMS' POV

Down through the open hatch, the freight car is full of boxes of dynamite.

WILLIAMS pulls a detonator from his pocket and snaps off the safety.

CLOSE ON DETONATOR

He sets it for thirty seconds.

(CONTINUED)

165 CONTINUED:

WILLIAMS drops the detonator into the crates of dynamite and locks the hatch. He climbs back down the ladder and begins to unfasten the car couplings. He doesn't notice that...

BIG DADDY MARS looms above him.

166 INT. TRAIN - CONTROL BAY - NIGHT

Melanie struggles to her feet, her wounded thigh wobbling under the strain.

THE WARRIOR attacks. Melanie ducks his claw swing, but the blow glances off her shoulder, shredding her uniform and sending her reeling into the control stick.

The train LURCHES.

167 EXT. BETWEEN THE TRAIN CARS - NIGHT

BIG DADDY cocks back his arm and throws a spear just as...

THE TRAIN LURCHES

THE SPEAR misses by inches.

WILLIAMS looks up to see...

BIG DADDY MARS leap down on him. They fall to the freight car platform, locked together.

168 INT. TRAIN - CONTROL BAY - NIGHT

Melanie tries to back away from the Warrior, but there's nowhere to go.

She looks around the control bay frantically, but there are no weapons at hand.

THE WARRIOR closes on her and swings his claw.

MELANIE steps right and drives a fierce punch into the Warrior's neck, then kicks down into his leg, spins and delivers another crunching kick to his nuts.

THE WARRIOR is unfazed. His eyes only GLEAM with more intensity.

169 EXT. BETWEEN THE TRAIN CARS - NIGHT

WILLIAMS pounds on Big Daddy Mars, thrashing and struggling, as...

(CONTINUED)

169 CONTINUED:

## CLOSE ON THE COUPLINGS

Williams pulls the chain on the coupling and the boxcar and all the other cars behind it break free.

WILLIAMS SMASHES Big Daddy Mars, then jumps up and leaps...

CLOSE - WILLIAMS grabs the passenger car door as it pulls away.

WILLIAMS stands up, waves to Big Daddy Mars as he recedes in the distance.

KA-BLOOM!

All the dynamite in the freight car blows in a tremendous EXPLOSION, and Big Daddy Mars is no more.

170 INT. TRAIN CONTROL BAY - NIGHT

THE WARRIOR turns at the sound of the BLAST. It is the split second Melanie needs to leap up and SLAM a devastating kick with both feet into the Warrior's mid-section, sending him backward out the doorway.

MELANIE crawls to the door, pulls herself up and wrenches it shut. Then she returns to the stick and throttles up.

Williams enters. Mel is at the controls, bruised and bleeding from slashes on her shoulder and thigh. She looks back at Williams.

WILLIAMS

Are you all right?  
(she nods)  
How're we doing?

MELANIE

Say your prayers.

171 EXT. MARS - THE TRAIN - NIGHT

The train ROARS down the track through swirling red dust, as behind it, the sky goes white!

172 INT. TRAIN CONTROL BAY - NIGHT

Melanie and Williams flinch at the SHOCK WAVE of the blast.

173 EXT. MARS - NIGHT

From a great height, we see the MUSHROOM CLOUD expand within concentric rings of red smoke and blue shock waves.

DISSOLVE TO:

174 INT. TRAIN CONTROL BAY - NIGHT

CONTROL PANEL

A sign is illuminated: AUTOPILOT ENGAGED.

DISSOLVE TO:

175 INT. TRAIN PASSENGER CAR - NIGHT

CLOSE ON MELANIE

Her eyes close. She sucks in breath sharply, but is it pain or ecstasy?

WIDEN TO TWO SHOT - MELANIE AND WILLIAMS

Melanie reclines on a bunk, one bare shoulder exposed as Williams hunches over her. He leans back and we see he's stitching up her thigh. Her shoulder is already bandaged. The train's medical kit is open next to him.

Melanie's bloodied trouser leg has been flayed back to reveal her wound.

WILLIAMS

I didn't know you were cut so deep. We should'a stitched this up hours ago.

MELANIE

You do that like a pro.

She grimaces as he pulls another stitch. Williams chuckles.

WILLIAMS

Yeah, me and my brother been in a lot of battles ever since we was kids. I never thought I'd go to war with somebody like you.

(pulls another stitch)

I know when you get to Chryse you'll tell those people that I helped you and I wasn't the cause of all this mess. Cause I know they'll be lookin' for someone to blame.

MELANIE

I swear to you, Williams...

(MORE)

(CONTINUED)

CONTINUED:

MELANIE (CONT'D)

The minute we touch down I'm going straight to my superiors and tell them everything I know about this fucked up planet. They've got to drop the charges when they hear my report.

Williams finishes the stitch and ties it off.

WILLIAMS

OK, that'll hold it, but you gonna have to have someone look at it so as you get there. I can't get this perfect. It might leave a scar.

MELANIE

That's OK. I'm getting a collection.

WILLIAMS

You comfortable?

MELANIE

Yeah, thanks.

Williams reaches around her as though he's adjusting her pillow. Melanie smiles at this consideration and doesn't realize Williams has unclipped her manacles from her belt.

WILLIAMS

You all right, then?

MELANIE

Yeah.

She looks puzzled as Williams takes her left hand and handcuffs it to the rail over the bunk.

MELANIE (CONT'D)

What are you doing?

WILLIAMS

This is where I get off.

MELANIE

What are you talkin' about?

WILLIAMS

We'll be at Chryse soon. I can't let you turn me in.

Williams pulls the covers up around her. The rhythm of the train's wheels indicates the train is slowing down.

(CONTINUED)

CONTINUED: (2)

Williams pulls up the shade on the sleeping berth porthole. Light floods in causing him to squint at its brightness.

MELANIE

Pulls her pistol and levels it at Williams.

MELANIE

I can't let you walk.

WILLIAMS

What you gonna do, fuckin' shoot me?

Melanie considers it, but can't shoot. Their eyes lock.

MELANIE

There's nowhere to run,  
Desolation.

The train's brakes SQUEAL.

WILLIAMS

Anything's better'n Hell.

MELANIE

Yeah, right. I'll catch you later.

Desolation smiles at the double meaning, then he's gone. Melanie stares out the window.

176

INT. CHRYSSE EMERGENCY CENTER - DAY (END OF FLASHBACK)

INQUISITOR

And what happened to Williams?

MELANIE

I don't know. When I woke up he was gone.

INQUISITOR

And you were handcuffed...

MELANIE

He must have done it while I slept. By that time, I trusted him.

INQUISITOR

And that's all you can tell us?

MELANIE

That's all I know for certain.

(CONTINUED)

INQUISITOR

(beat)

All right, Lieutenant Ballard. I suggest you get some rest. You're dismissed.

Melanie rises from her seat and walks out of the room. The Inquisitor looks around the table at the Interrogators. One of the clears her throat to speak.

INQUISITOR (CONT'D)

Is our statement to the Cartel going to be that Mars is being overrun by -- ghosts?

177 INT. HOSPITAL ROOM - DAY

Light filters across Melanie's face. She's lying in bed, staring at the ceiling.

178 EXT. CHRYSSE - NIGHT

WIDE SHOT of Chryse. A fierce windstorm blows red dust across the city.

179 INT. HOSPITAL ROOM - NIGHT

She awakens from a fright. She listens.

In the distance she hears SHOTS, SCREAMS, BREAKING GLASS. She sits up in a panic. It's happening again.

She pulls on her clothes.

DOWN THE HALL she hears doors SPLINTERING, HEAVY FOOTSTEPS approaching. She turns to face the door.

BANG, BANG! BOOM!

THE DOOR splinters open and there in the gaping doorway stands Desolation Williams. He throws her a shotgun.

SHE catches it.

WILLIAMS

Come on, the tide is up, Baby!  
Time to stay alive.

(DIRECTOR'S OPTION:)

Come on -- the red wind is  
blowin' through the city. Time  
to stay alive.

\*  
\*  
\*  
\*

CONTINUED:

Melanie follows Williams through the door.

180

INT. HOSPITAL HALLWAY - NIGHT

TRACKING TWO SHOT

Williams and Melanie, shotguns at the ready, move doorway to doorway, bantering as equals.

WILLIAMS

If you ever wanna come to the other side, you'd make a hell of a crook.

MELANIE

Same to you. You'd make a hell of a cop.

They both look at each other.

MELANIE & WILLIAMS

Naw...

WILLIAMS

Let's just kick some ass.

Melanie RACKS a shell into the chamber.

MELANIE

That's what we do best!

They're off.

THE END