

ZVR: INHERIT THE EARTH

by
JT Petty

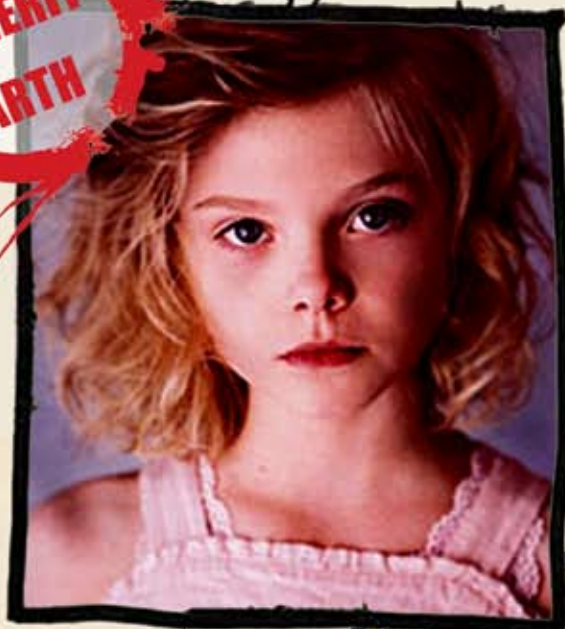
based on
ZOMBIES VS. ROBOTS
by
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ZVR

INHERIT THE EARTH



INHERIT
THE
EARTH

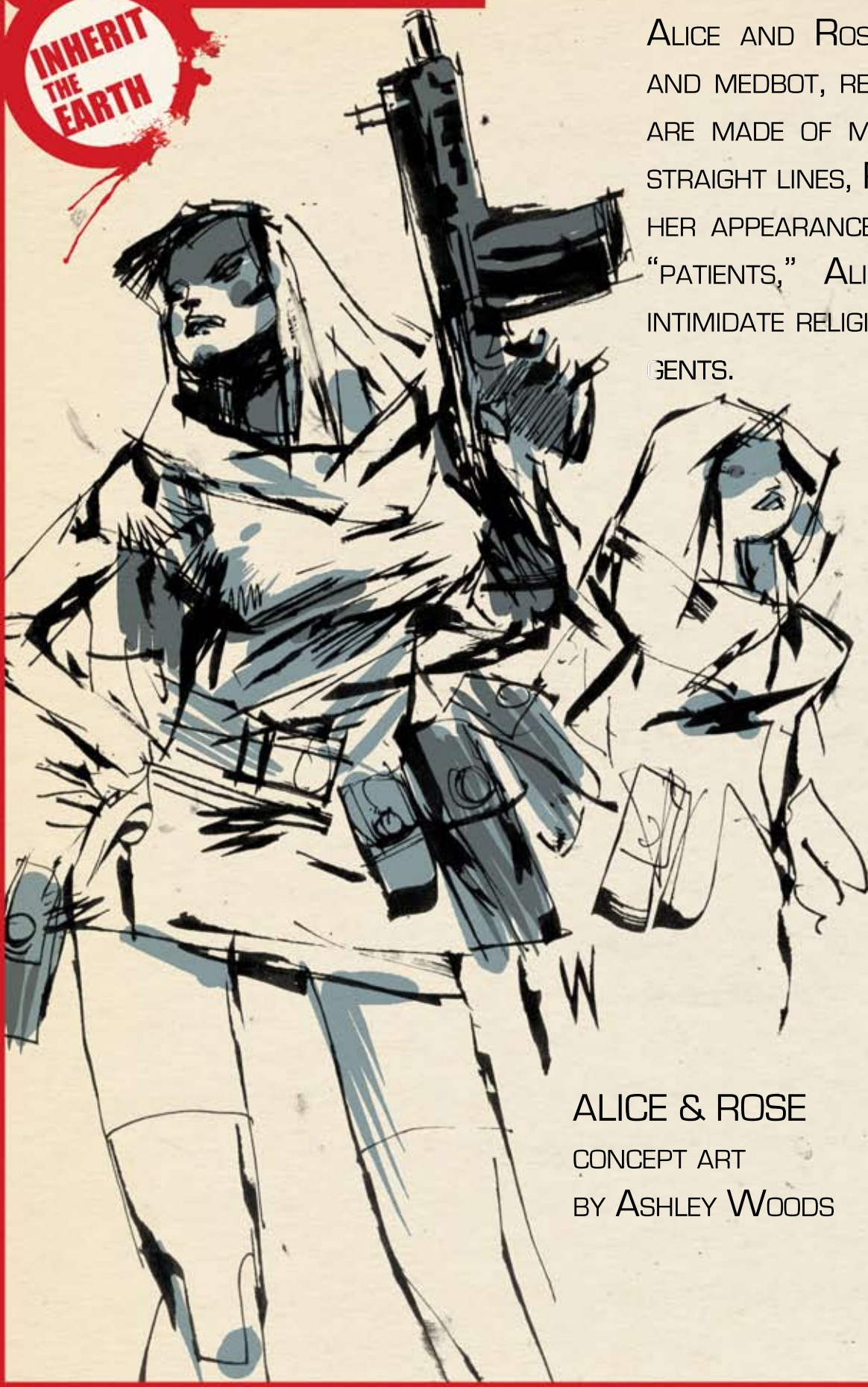
INHERIT THE EARTH IS "LONE WOLF AND CUB" FOR THE 21ST CENTURY. A HUMANOID ROBOT GUIDES THE LAST LIVING GIRL ON EARTH THROUGH THE ZOMBIE APOCALYPSE IN ORDER TO DESTROY THE TIME MACHINE THAT RUINED EVERYTHING IN THE FIRST PLACE.



OUR ROBOTS ARE LIKE HIGHLY EMOTIONAL STEAMPUNK TERMINATORS. THEY WERE BUILT TO IMITATE HUMAN EMOTION AND ADAPT TO THEIR SURROUNDINGS. IN ADAPTING TO THE APOCALYPSE, ROBOTS HAVE TURNED THEMSELVES INTO ZOMBIE-SLAUGHTERING MACHINES. LOTS OF CONCEALED, TELESCOPING, OUT-LANDISH WEAPONRY. IN ADAPTING TO LUCY, THE ROBOT WILLIAM IS FORCED TO DEVELOP TRUE EMOTION, FREE WILL— A SOUL.

INHERIT
THE
EARTH

ALICE AND ROSE ARE A WARBOT AND MEDBOT, RESPECTIVELY. BOTH ARE MADE OF MORE CURVES THAN STRAIGHT LINES, ROSE IN ORDER FOR HER APPEARANCE TO COMFORT HER "PATIENTS," ALICE IN ORDER TO INTIMIDATE RELIGIOUS-MINDED INSURGENTS.



ALICE & ROSE

CONCEPT ART

BY ASHLEY WOODS

INHERIT
THE
EARTH

THERE ARE “LEVELS” OF ZOMBIEDOM IN ZvR. AT THE BOTTOM: THE MINDLESS, ENRAGED FODDER OF CLASSIC ZOMBIE MOVIES. AT THE TOP, HOWEVER, ARE ZOMBIES LIKE BENEDICT. USING INTRAVENOUS THERAPIES, REFRIGERATION, AND DRUGS, THEY PRESERVE THEIR MINDS, MAINTANING A KIND OF MEDEIVAL CUNNING.

OUR ZOMBIES ARE NO LONGER MINDLESS EATING MACHINES, THEY’RE TRYING TO BUILD A SOCIETY, A WORLD OF THEIR OWN.

BENEDICT IS THE SMARTEST ZOMBIE IN THE WORLD, A MAN WHO KILLED HIMSELF IN A VERY PRECISELY CONTROLLED SITUATION, PRESERVING HIS MIND. HE TRAVELS IN A REFRIGERATED BIG-RIG, PERMANENTLY ATTACHED TO IV TREES, SURROUNDED BY THE FOG OF INDUSTRIAL COLD. HIS FOLLOWERS BEAR THE SAME (BUT SMALLER) CROSS-HATCH ON THEIR FOREHEADS.



EXT. DESERT, YUMA AIRFORCE BASE - DAWN

Moving fast over sand. Signs warn of LAND MINES, ARMED GUARDS, MACHINE SENTINELS.

CLOSER

Razorwire fences, SOLDIERS cradling assault rifles, robot dogs, towers, automated turrets.

CLOSER

An enormous concrete COMPLEX surrounded by runways and aircraft. Steam billows from nuclear cooling stacks.

TITLE
MARINE CORPS AIR STATION YUMA
ARIZONA

Among the human GUARDS there are WAR DRONES, scarab-like in design, assault rifle limbs extending from pistoned torsos.

SATTERFIELD (V.O.)
The first thing we put through
Morningstar was my father's pocket
watch.

INT. LABORATORY, VARIOUS - DAWN

CLOSE UP: a petri dish filled with metallic DUST. A title reads-- **SUBJECT 1**

SATTERFIELD (V.O.)
Its molecules didn't know how to
reassemble. Passing into the future
reduced it to a handful of dust.

CLOSE UP: a COCKROACH skittering around a dish in a glass cage. **SUBJECT 2**

SATTERFIELD (V.O.)
The noble cockroach, however,
waltzed through unscathed. As did
the mouse, the cat. Even the cat's
collar, accompanying the cat, passed
through intact. There's some
organizing principle of living
things that allow them to cross
tachyon chaos and self-assemble in
the future. A system more basic than
DNA.

CLOSE UP: a shrieking CHIMPANZEE, shaking with terror and madness. **SUBJECT 6**

INT. SATTERFIELD'S LABORATORY - DAWN

Humanoid robot ASSISTANTS assemble a hazard suit around DR. SATTERFIELD. An imposing man in his sixties with a disturbingly babyish face. A title identifies him--**SUBJECT 7.**

SATTERFIELD

The chimpanzee reassembles because
he has the *will* to be a chimpanzee.
Cogito ergo sum. I'm not embarrassed
to say I'm talking about the *soul*.
(beat)
Where's my god-damn coffee?

The lab is enormous, dozens of scurrying SCIENTISTS and ASSISTANTS. Small CHRISTMAS DECORATIONS here and there.

Satterfield's assistant PENNY stops looking at the mad chimpanzee in its cage and hurries over with a tiny espresso.

PENNY

Right here, Dr. Satterfield. I have
to ask you one more time...

SATTERFIELD

You're a sweet girl, bright Penny,
but you should know by now I won't
be swayed.
(shouts)
Do I have to ask about the status
of the reactor?

WILLIAM pipes up. He appears to be a young man, working deftly with a POWER INTERFACE, a screen showing icons of cooling rods, radiation, etc.

WILLIAM

It's under control, sir.

SATTERFIELD

Look at me.

William meets his gaze. His eyes have yellow COGWORK IRISES, two CABLES are plugged into ports in his neck. He's a ROBOT.

SATTERFIELD

God damn it. I said no unsupervised
robots on critical systems.

A scurrying SCIENTIST--

SCIENTIST

Sir, a human wouldn't have the
reflexes or response time to...

Satterfield clunks heavily through the lab. The hazard suit looks like something he could use to fight grizzly bears.

SATTERFIELD

Shove your response time. I want a living mind making decisions about anything that could get me killed.

SCIENTIST

His programming makes it impossible for him to do anything that would harm you in any...

SATTERFIELD

We still can't make a toaster that doesn't burn toast. I want a human god-damn mind watching him.

WILLIAM

I understand your caution, sir.
Good luck and God speed.

SATTERFIELD

And while you're at it, tell that machine he's not a whorebot, he doesn't have to pretend at emotions.

William's face drops to neutrality and he returns to the Power Interface.

PENNY

Please, I don't understand why you have to be the first one through the Gate. Every subject we've sent through before has come back psychologically damaged beyond...

SATTERFIELD

Dumb animals, all of them.
(to a passing SCIENTIST)
Where's my seven year team?

SCIENTIST

Prepped and in place, sir. They'll be waiting when you arrive.

SATTERFIELD

If there are no humans to receive me, heads will roll.

PENNY

We could send through a prisoner, or a soldier, or...

They move through a chaos of cables and support structures, towards doubled clear polymer walls, an AIRLOCK.

SATTERFIELD

Or a mind less valuable? Morningstar is my life's work.

(MORE)

SATTERFIELD (cont'd)
I won't surrender the glory of her
maidenhood to some expendable prole.

PENNY
But the chimpanzee...

SATTERFIELD
I'm tired of hearing about the god-
damn chimp!

(SIGHS)
I'm going a full seven years into
the future, more than enough time
for any paradoxes to be accounted
for by forking paths. By your
perception, I'll only be inside the
gate for two or three seconds
before I return. You won't have
time to be scared.

PENNY
I'm already scared.

Satterfield pauses as the Airlock HISSES open, hands Penny
his empty coffee cup.

SATTERFIELD
Bright Penny. We can't fear the
future. We're all heading there
whether we like it or not.

He turns and steps forward, revealing:

MORNINGSTAR.

Morningstar is a square frame twenty feet to a side, woven
copper and glass tubing supported by steel struts, like an
enormous steampunk dreamcatcher.

SCIENTIST (O.S.)
Gate activation in Ten. Nine.
Eight. Seven...

Satterfield crouches so that Penny can shut his vizor.

Assistants clip a SAFETY CORD to the waist of his suit.

ASSISTANT
Safety harness in place, sir.

SCIENTIST
Six. Five. Four. Three.

The Airlock seals. Satterfield crosses himself.

SCIENTIST
Two. One. Activate.

There's a WHUMP, the sound of a new-born vacuum. The wires of Morningstar vibrate and a dark CIRCLE appears in its center.

It solidifies into a hovering black disc. Like an oil slick, subradiant rainbows playing across the surface.

Satterfield takes a deep breath and walks forward.

Penny watches behind shielded eyes. The robot William watches, cogwork irises shrunk to pinholes.

Satterfield vanishes into the darkness, a pale man-shape that dwindles to nothing, trailing the safety cables.

A beat.

The safety harness pulls tight, and then FALLS, goes slack.

Robot assistants take up the cord and reel it in. The carabiner comes back through the gate EMPTY.

Penny's face falls.

PENNY

Oh my God.

Rainbows play over the dark surface. Nothing. Seconds pass.

And then a GLIMMER. The humans inside the Airlock GASP.

The Glimmer grows into the pale shape of a MAN.

Penny takes a step forward, smiling through tears.

Satterfield falls out of the dark and back from the future. His helmet gone, he covers his face with filthy gloves.

PENNY

Dr. Satterfield?

His eyes, cloudy and edged with filth, peek up at her from between his fingers.

He LEAPS at her from the platform, SNARLING.

Penny SCREAMS as he sinks his teeth into her face. She's dead by the time she hits the ground.

PANIC in the Airlock. Assistants and Robots rush to help.

Satterfield leaps up and latches his teeth into the nearest human. Those he bites die, the dead rise again and attack.

The robot William wades into the tangle and tries to pull Satterfield off of another Scientist. Satterfield BITES OFF two of William's fingers, exposing brass rods and pistons.

OUTSIDE THE AIRLOCK

Alarms sound, Scientists panicking, SOLDIERS rushing in.

INSIDE THE AIRLOCK

More than half of the humans infected by now. Two Undead Scientists rip a Robot limb from limb.

On the ground, Penny's dead eyes open. She sits up and looks at the dozens of humans on the far side of the Airlock.

She gets to her feet and puts her hand on the SECURITY SCAN. A bar of light slides over her palm, the light flashes green.

The Airlock HISSES open.

The Undead pour out into the Air Base to a chorus of horrified SCREAMS.

INT. YUMA AIR FORCE, VARIOUS - DAWN

RISING floor to floor up through the base. Over and again we see MILITARY PERSONNEL and SCIENTISTS surprised out of late-December busywork by the UNDEAD ripping their faces off.

EXT. YUMA AIR FORCE BASE, AERIAL - DAWN

Bird's eye view looking down, human and robot soldiers small as ants fight uselessly against scattering hordes of the undead, spreading into the desert.

EXT. PHOENIX - DAY

Higher in the sky, the small city falling to the undead.

TITLE

Three days later.

Undead and scattered gunfire everywhere, fires, smoldering wreckage. A helicopter crashes into the side of a burning building.

EXT. EARTH FROM ABOVE - DUSK TO NIGHT

The sounds of undead rampage continues over:

TITLE

One week later.

LOS ANGELES from above, fires burning, no electricity, crumbled buildings. A gas mane BURSTS and blossoms flame.

TITLE
One month later.

PARIS from above, ruined, dark, burning.

TITLE
Two months later

HONG KONG, smoldering, buildings demolished.

TITLE
Three months later.

BUENOS AIRES, demolished. SEOUL. ISTANBUL. SANTIAGO. SYDNEY.
CALCUTTA. MOSCOW. JAKARTA. All dead cities.

TITLE
Four months later.

Silence.

THE UNITED STATES, seen from space at night. No glow from the
cities, a dark mass against shimmering oceans.

TO BLACK

TITLE
Six Years, Eleven Months Later.

EXT. SUBURBIA - DAY

A manicured lawn, lush grass in Norman Rockwell green. We
hear KIDS on BIKES, BIRDSONGS, a distant lawn mower.

LUCY is eleven years old, trying to figure out the knots on
the underside of a brightly colored KITE.

ALICE comes out of a pretty little house with a tray of
lemonade. Late 20's, attractive, nurse's uniform.

ALICE
It's getting warm out here, babe.
You want some lemonade?
(Lucy nods, doesn't look up)
What are you working on?

LUCY
Hey Alice. It's called a kite. Like
in Mary Poppins. Was kinda broke
but I fixed it.

She shows the strips of duct tape on the nylon as she takes a
lemonade off the tray and gulps it down.

ALICE
I'm not sure a kite's a good idea.

LUCY
You gonna hide it when I'm not
looking?

ALICE
Lucy. I didn't hide your skateboard.

LUCY
Liar.

Alice smiles and waves at the MAILMAN, putting a bundle of letters and packages in their box.

ALICE
Looks like the mailman brought
something special. Only six days to
Christmas. How about we'll forget
about the kite and go take a look?

Lucy carelessly drops her empty glass. Alice's hand jets out and catches it in mid-air.

Lucy SPRINTS across the lawn and into the street, trailing the kite. She runs right into the path of the MAIL TRUCK.

It SCREECHES to a stop to avoid flattening her.

ALICE
It won't work! Lucy!

Lucy runs down the street. The kite bobs and twitches behind her, but there's no breeze to lift it. Lucy grimaces, frustrated, pumping her legs even faster...

She SLAMS suddenly into a FIGURE standing in her path--

LUCY
Gah!

It's the humanoid robot WILLIAM. He steadies her. Seven years of hard living have exposed more of his robotics.

WILLIAM
Excuse me, Miss Lucy. I didn't mean
to shock you.

LUCY
My kite won't work.

WILLIAM
Of course. There's no wind in here.

The suburban neighborhood from above: a dozen square blocks of streets and homes in the center of a massive MILITARY COMPLEX. Fake sunlight in a sky blue dome above. We are--

INT. CHEYENNE MOUNTAIN - UNDERGROUND

ROBOTS of all size and shape move in the cavernous space surrounding the small, artificial suburban cross-section.

TITLE
CHEYENNE MOUNTAIN DIRECTORATE
COLORADO

EXT. CHEYENNE MOUNTAIN - DAY

Establishing. A hollowed mountain built to withstand Russian nukes, retrofitted as a robot stronghold against zombie hordes.

TANK-BOTS and TURRETS patrol the perimeter. Scattered SCRAPS of re-murdered zombies litter the landscape. Apocalypse stretches to the Colorado horizon.

ON THE GROUND

An anime wet dream of a WOMAN walks the base of the mountain with an anime wet dream of an ASSAULT RIFLE over her shoulder. Her name is ROSE and she's a Warbot, humanoid, built for combat but shockingly beautiful, extremely curvy.

Four six-legged SCAVENGE BOTS, about the size of ottomans, scurry along behind her, like a hunter's cogwork hounds.

Rose is turning CHINESE METAL STRESS BALLS in her hand, walking towards-- AN UNDEAD GROCERY CLERK. Somebody wrote "SCOUT" in red paint on his chest.

Rose pockets the relaxation balls and raises her assault rifle. Then pauses. Tilts her head at--

Scout has a DIGITAL CAMERA duct-taped to his forehead.

ROSE
Hey. Scout. Can you talk?
(no answer)
We know some of you can talk.

SCOUT
I go, come back.

His voice is a hoarse whisper. Rose snaps a BRANCH and sharpens it on her bayonet.

ROSE
Go back where?

SCOUT
For Him. Eyes of Benedict.

Scout points at the Digital Camera on his head. Rose walks over to take a look.

Scout LUNGES at her with his teeth. Rose drives the sharpened stick up through his jaw and out the top of his head.

Scout slumps dead. She rips the Digital Camera from his head.

The Scavenge Bots drag Scout's corpse away and incinerate it.

The LCD screen on the Camera reads "TIME LAPSE," still snapping a picture every few seconds.

Rose pulls a CABLE from her mouth and taps into the camera's data port.

Concern and confusion on her face.

ROSE
What the hell?

INT. CHEYENNE MOUNTAIN, BEHIND THE SUBURBS - UNDERGROUND

Like the back of a movie set, we see the open edges of the pseudo-suburbs. MAINTENANCE BOTS dress the set. Lucy huddles against Alice, mistrustfully watching William.

WILLIAM
I'm called William.
(Lucy shrugs)
Our first priority, as always, is the preservation of human life. As the human genocide became irreversible, we began to refocus our efforts on rebooting the species.

LUCY
I don't want any more shots.

WILLIAM
I'm sorry?

LUCY
I remember you, you're the one with all the needles.

WILLIAM
I'm not here to collect your blood, our DNA banks are well stocked.

LUCY
You have a blood collection?

WILLIAM

For the clones. This is the reason I'm here now. Are you aware of our cloning initiative?

LUCY

Um. Kind of?

WILLIAM

The last task my master assigned me before his murder was cloning. The human population was at the time only on the verge of extinction. Do you know the word extinction?

LUCY

Yeah. Everybody dead.

WILLIAM

Correct. Back then, the known human population was down to sixty-one, only seven of them fertile. Too few for breeding alone to revitalize the population. It was decided that cloning was the best of bad options.

Lucy scrunches back against Alice, nervous.

WILLIAM

All of the clones were malformed in the accelerated birthing vats, and the first few generations died years ago. All of the current clones are of course based on your DNA.

LUCY

Why is he telling me about this?

ALICE

I don't know, baby.

WILLIAM

There's a decision that needs to be made, and you're the only one who can make it, Lucy.

LUCY

Why?

WILLIAM

Because as far as we know, you're the last living human on the planet.

LUCY

I know that.

Lucy nods slowly. She thinks, and then--

LUCY
Can I see them?

INT. HALLWAYS - DAY

MESSENGER BOTS, like toaster-rabbits with viewscreen faces, scamper down the hallway like announcers before royalty--

MESSENGER BOTS
Clear and secure! The child is
passing! Clear and secure!

William drives a MOUNTBOT, a device about halfway between a jeep and a horse. Lucy sits holding onto Alice in the back.

Cheyenne is a hive of work: hydroponic farms, research facilities, robot repair, etc. All of it overseen by hundreds of ROBOTS, from humanoid to box-like, varying in sizes from cockroaches to cruise ships.

We get a glimpse of a "SHREDDER" WARBOT, massive and male, iconic enough to leave an impression.

WILLIAM
The first rule of robotics states-

LUCY
(interrupting)
Robots can't hurt people by doing
stuff or by not doing stuff and you
have to do whatever I say.

WILLIAM
That's the second rule as well. The
first rule is our quandary. Lucy
#139 is dying.

The Mountbot lowers a dozen legs to climb a few stairs into--

INT. CLONING LAB - DAY

Lucy freezes up, eyes going wide. We don't see what's upsetting her so much and William continues on, oblivious.

WILLIAM
Like all of the clones, she has a
drastically abnormal brain. And
fifty-two minutes ago #139's
pituitary gland ruptured.

LUCY
(very quietly)
I don't want to be here.

WILLIAM

It's easy to replace. But we've already replaced eight percent of her nervous system with electronics. Along with her liver, heart, left lung, most of her digestive system. If we replaced her hypothalamus, she'll be fifty-one percent machine. More machine than human.

LUCY

Why do you have me here?

WILLIAM

She'd stop being a human with machine parts and start being a machine with human parts. And a machine is not alive. We'd be killing her. Which would violate the first Law of Robotics.

LUCY

So don't do it, I don't care.

Alice rubs Lucy's shoulders, comforting. Lucy shoves her off.

WILLIAM

But if we don't operate, she'll die. And letting her die by inaction is equally impossible. We need a human to make the decision for us. We need somebody with Free Will. We need, you, Lucy.

LUCY

Please. Alice. Make him stop.

WILLIAM

What's wrong?

LUCY

Get me out of here.

WILLIAM

You're not in any danger.

LUCY

I hate them! I want to leave!

WILLIAM

But they're you.

Lucy looks up and we REVEAL:

THE CLONING LAB.

Glass containment tanks hold hundreds of MALFORMED LUCY CLONES. Some eyeless or limbless, various sub-human monsters.

A sign identifies LUCY #139. She's a carnival horror tangled in a nest of gurgling tubes. A crowd of ROBOTS works on her.

#139's one bulging, yellow EYE is focused on Lucy. The orb looks like it was poached in urine.

Lucy SCREAMS.

INT. LUCY'S ROOM - DAY

A safe haven, her room would shame Ricky Schroder, nothing's been denied her. A kid-painted banner on her wall reads "LUCY, QUEEN OF ROBOT MOUNTAIN."

Her drawings of a DEMON SATTERFIELD decorate other walls, a child's cartoon rendition of an evil, snaggletoothed scientist in a hazard suit, "SATTERFIELD" scrawled beneath.

An old movie plays on a large screen on another wall. Lucy ignores it, nested in a pile of pillows, navigating a touchscreen tablet.

ON THE TABLET- Lucy watches video of herself as a TODDLER, safe in the arms of her GRANDFATHER. The old man is wearing a weathered BOMBER JACKET. They're on a boat, the calm expanse of the OCEAN all around.

MATCH CUT TO:

A VIDEO PROJECTION

The security camera view of Lucy's room, on the wall in--

INT. CONFERENCE ROOM - CONTINUOUS

William and Alice stand with a council of six other HUMANOID ROBOTS in a room thick with monitors and machines.

WILLIAM

I don't understand her disgust. The clones are our best hope for continuing the human race.

SIGMUND, a Therapy Bot, worn from seven years of apocalypse-

SIGMUND

It's the phenomenon of the Uncanny, the clones' similarities only serve to magnify their oddity.

WILLIAM
That doesn't make sense.

SIGMUND
It's human.

NIKOLAI is a humanoid Strategy Bot, tied into a cluster of data ports, has authority in the room.

NIKOLAI
Is there something we could offer her? To make her willing to make the decision.

SIGMUND
Children are made docile by human contact.

NIKOLAI
We haven't found another human survivor in over three years.

ALICE
I offer massages but it only upsets her.

WILLIAM
What about the Satterfield Plan? We still have a few days to try it.

The POLITOBOT is a decoy, an android double for the long-gone president.

POLITOBOT
We must embrace swift action.

NIKOLAI
It's too risky, that's a dead issue.

ALICE
Lucy likes taking care of things. She pretends her dolls are sick or sad or lost. And then helps them.

WILLIAM
So?

SIGMUND
Empathy. We could present the choice to murder the clone as a way to help her. Maybe #139 is in a great deal of pain?

WILLIAM
If we cut back her anaesthesia then yes, unbearably so.

LUCY

Robots!

They all turn to the screen, Lucy looking into the lens.

LUCY

Hey, Robots. I know you're listening. I got an idea, for like a deal. I'll figure out your clone thing if you let me out of the mountain. Just for a little bit. I want to fly my kite and... You know. There's wind.

The robots all look at each other. Nikolai presses a button on his neck, piping his voice into her room.

NIKOLAI

Out of the question, Lucy.

LUCY

But Alice said that the scumbags are so stupid and slow that they're not dangerous at all and I don't have anything to be afraid of.

NIKOLAI

The risk is infection. Careful as we are, the Undead do sporadically breach our defenses.

LUCY

That's totally not fair.

NIKOLAI

It's out of the question.

LUCY

But it's not fair! I'm the human and I'm supposed to be the...

Flashing RED LIGHTS and a SIREN interrupt her tantrum. She looks up sharply and the video image cuts out, replaced by:

Running VIDEO, a view of three SCHOOLBUSES roaring through the desert. A text overlay reads **HUMAN SURVIVORS**.

The robots all go deadpan, processing. Text on the screen switches to **LIVE BROADCAST**.

HUMAN VOICES (VIDEO)

...If you can hear us, we're alive.
If you're human, and uninfected,
let us know you can hear us.
Please. You have to...

NIKOLAI

Human survivors. Open the Blast Gates
and prepare appropriate committees:
Defense, Medical, and Welcome.

He points to Politobot, William, and Sigmund.

ALICE

I have to tell Lucy.

EXT. CHEYENNE MOUNTAIN, AERIAL - DAY

A non-humanoid WARBOT is wired into a TELESCOPE trained on
the three SCHOOLBUSES racing towards the mountain.

DOWN BELOW: The BLAST GATES start to RUMBLE open.

INT. CHEYENNE MOUNTAIN, MAIN GATES - DAY

Hundreds of ROBOTS are scurrying around, preparing for the
arrival of the survivors. Rose, the DIGITAL CAMERA in hand,
sprints through the crowds--

ROSE

Nikolai! Nikolai!

DAYLIGHT falls on her from the BLAST GATES rolling open and
she skids to a stop, watching the eight-story tall gap widen.

ROSE

Stupid bastards.

A MESSENGER BOT scurries over a railing fifteen feet above.
She kips off a wall, leaps up, snatches the Messenger Bot.

MESSENGER BOT

Human survivors! All robots must
prepare for...

ROSE

Like hell. Who has the child?

MESSENGER BOT

The Laboratory Prime-Servant-Class
Bot William is consulting her on a
matter of...

ROSE

Shut up. New message. For William.
Emergency.

INT. CHEYENNE MOUNTAIN, LUCY'S ROOM - DAY

Lucy scans through PHOTOS on a dirty old laptop. Views from Cheyenne mountain, nature thriving in the world's remains.

Her door opens, Alice in the entrance.

LUCY

I was reading that people who never
get to go outside get rackets.

ALICE

Lucy, baby. There are human
survivors. There's a caravan, it'll
be at the mountain in minutes.

LUCY

Here?!

Lucy grins like Christmas morning. She grabs her grandfather's BOMBER JACKET from her bed and throws it on.

INT. CHEYENNE MOUNTAIN, BLAST GATES - DAY

Nikolai deftly ties a cravat, looks at a cart of pastries and coffee borne by MAINTENANCE BOTS.

NIKOLAI

They'll want fresh water. And I want
to see the flower arrangements.

ROSE

Nikolai! You have to close the
Blast Gates.

The Blast Gates are fully open. Hundreds of various ROBOTS are lining up around the entrance, a welcome committee.

ROSE

We're in danger.

Nikolai points at the CITADEL MODEL WARBOTS inside the gates, rolling fortresses eight stories tall, bristling with guns.

NIKOLAI

Security measures are in place.
Even if these people for some
reason mean us harm...

ROSE

No. Look.

Rose grabs a Maintenance Bot, plugs the DIGITAL CAMERA into its input socket. The Bot's screen/face shows the final photo on the camera-- the Undead Scout's POV of Rose in close-up.

Rose scans backwards through the photos: *Rose receding (walking towards us in reverse.) Then a backwards shuffle away from Cheyenne, through burnt-out suburbs...*

Then through a CARAVAN of VEHICLES thick with the UNDEAD. It looks like a zombie Harley Davidson rally.

NIKOLAI
What is this?

Rose flips to the very first photo:

A close-up of BENEDICT, attaching the camera to our forehead. BENEDICT is undead, Charles Manson shaggy, dressed in a scum-stained suit, intravenous NEEDLES feeding chemicals into his neck and face. His eyes are calculating, inspired.

NIKOLAI
Who is that? He looks infected but not... like the rest of them.

ROSE
Look in the background.

Behind Benedict, we can see two SCHOOL BUSES.

UP ON THE CATWALKS

Six stories above, Alice leads Lucy onto the hanging catwalks high above the Blast Gate entrance.

LUCY
We're too far away.

ALICE
We'll see better from up here, baby.

The three School Buses roll in through the Blast Gates below.

DOWN BELOW

The Riot Bot above the Welcoming Committee displays a huge **"WELCOME!"** across his screen, piping out some Beethoven.

Politobot walks forward, five DIGNITARY BOTS on his heels.

The three School Buses come to a stop, the dust and grime on the windows obscuring the figures inside.

UP ABOVE

Lucy leans against the railing, straining to see the newcomers. Alice has a protective hand on her back.

LUCY
Hold me out so I can see better.

DOWN BELOW

William oversees a team of LAB/MEDBOTS, preparing medical stations. They lay out bandages and SILVER MYLAR BLANKETS.

MESSENGER

William.

Rose's MESSENGER BOT climbs up his leg. He grabs it and looks at ROSE on the video screen.

ROSE (MESSENGER BOT VIDEO)

Get Lucy to safety. We're in danger.

William turns and looks up sharply, at Lucy leaning out over the railing four stories above him.

BEHIND WILLIAM

The School Bus doors open. Wisps of STEAM stir in the air.

POLITOBOT

We welcome you in a spirit of peace and humanity!

ROSE (O.S.)

No! Hell no! Close the blast doors!

Rose and Nikolai shove their way through the other robots.

The three DRIVERS step from the three buses. They're all wrapped head to toe in rags, wearing long trench coats.

They reach under their coats and pull out fists full of LINCHPINS.

LEAD DRIVER

Who's in charge here?

His voice sounds like forty years of cigarettes and whiskey.

POLITOBOT

I do have some authority, but without humans to guide us, we're a democracy in subservience to pre-holocaust objectives and...

The Lead Driver SPRINTS towards the Politobot.

The other two Drivers turn and run towards the Blast Doors.

NIKOLAI

They're running away.

ROSE

No. They're targeting the doors.

Rose sprints after the nearer Driver, trying to intercept him before he gets to the Blast Gate door.

The Lead Driver RIPS open the rags covering his torso, revealing a trunk of ZOMBIE FLESH. His stomach is hollowed out, the empty guts below the rib cage filled with GRENADES.

The Lead Driver bear hugs the Politobot and holds on tight.

POLITOBOT

Sir! I'm afraid I have to insist...

KA-BOOM! The EXPLOSION disintegrates the Politobot and tears apart the nearest four bots.

The shock-wave from the explosion throws William and his team to the ground, scattering his medical supplies.

ABOVE

It shakes the catwalks and Lucy YELPS and falls forward, slipping under the railing.

Alice LUNGES and grabs her sleeve. Lucy dangles above a four-story drop, terrified.

ALICE

I've got you.

BELOW-

The two other Zombie Drivers rip away their own rags as they reach the Blast Doors, revealing bellies full of EXPLOSIVES.

Sudden PANDEMONIUM. Nikolai shouts over the roar.

NIKOLAI

Push the buses out!

AT THE BLAST DOORS-

Rose reaches the Driver in the Right-Hand Blast door. She rips the rags from his face, revealing a snarling UNDEAD MAW.

He bites her hand and she grabs him by the jaw and crotch, spins, and HURLS him out the door. He flies thirty feet and EXPLODES in mid-air.

The other UNDEAD DRIVER, stands in the hinge-gap of the other Blast-Door. He SMILES at Rose with a snaggle of rotten fangs.

And EXPLODES.

ON THE CATWALKS:

Lucy flinches and her sleeve RIPS. She screams and makes a wild grab for Alice but MISSES.

Lucy PLUMMETS towards the ground, SCREAMING.

BELOW:

William scrambles to his feet and grabs a MYLAR BLANKET.

He holds it above his head like a fireman's net and CATCHES LUCY, gently breaking her fall.

WILLIAM
You're okay.

She looks at him and SCREAMS, was sure she was gonna die.

WILLIAM
Stop screaming, you're okay.

The left-hand blast door GROANS in the swirling dust and fire of the explosion, pulling free of its hinges.

Large ROBOTS push the three busses towards the doorway.

INSIDE THE BUSES- through the grime, unseen by the bots, there are dozens of OIL DRUMS, EXPLOSIVES, and SHRAPNEL.

The huge left-hand blast door CRACKS free of its cement anchors and falls like timber on the third bus.

The bus EXPLODES, triggering the other two buses. KA-BOOM!
And even larger-- KA-BOOM!

William sees the fireball coming and wraps the Mylar Blanket and himself around Lucy, protecting her.

Chaos, fire, hundreds of robots destroyed at once.

Rose is THROWN out into the Colorado landscape.

EXT. CHEYENNE MOUNTAIN - CONTINUOUS

Rose hits the ground eighty feet from the blast doors. SHRAPNEL rains around her. A sedan-sized chunk of a Citadel Warbot SLAMS into the ground, digging a thirty-foot trench.

Rose runs, leaping atop as it comes to a rest. She WRENCHES a LONG RANGE CHAIN GUN free of the chassis, cocks it, pauses.

There is a COLUMN of smoke a half-mile distant.

She raises the gun and looks through the TELESCOPE SIGHTS--

An ARMY of the walking dead, shuffling through the dust towards the mountain. Behind them--

A CARAVAN, hundreds of vehicles, buses, altered BIG RIGS, SUV'S, roaring towards the mountain. From the caravan comes WHUMP! WHUMP! The sounds of MORTARS.

SMOKE TRAILS arc across the sky towards Cheyenne.

INT. CHEYENNE MOUNTAIN, MAIN GATES - CONTINUOUS

The mortars land, EXPLODING. Chaos, wholesale destruction. Various model WARBOTS pour towards the gates in defense.

William runs with his MYLAR BUNDLE through the wreckage, intercepting Nikolai--

WILLIAM
I have the child.

He opens the mylar, momentarily revealing a frantic LUCY.

LUCY
Hey! I...

He wraps her back up.

WILLIAM
I'll take her to the Cheney-Level Bunker.

NIKOLAI
No. Take the Fort Carson Tunnels. She has to get out of the mountain.

LUCY
What's going on? Where's Alice?

NIKOLAI
We're evacuating Cheyenne, the Undead have already breached the Southwest and Northern gates.

WILLIAM
But our defenses...

NIKOLAI
Were erected to repel mindless hordes. I believe things have changed.

WILLIAM
I can't protect her. Neither my design or programming are adequate for the task.

NIKOLAI
You'll have to alter your...

BRRRRRAAAP! Large caliber automatic fire RIPS through Nikolai, tearing him in two from hip to chin.

William spins, wrapping his body around Lucy, and runs.

The Undead Caravan's lead vehicles ROAR through the broken blast doors. Miniguns mounted on top, rag-wrapped UNDEAD manning each, FIRING into the crowds of robots.

Nikolai's torso and head yells from the floor.

NIKOLAI
The child! Protect the child!

Every robot within forty feet of William and Lucy run towards the two and form a line of metal bodies.

Like onlookers at a parade, forming a barricade for William to run with Lucy, shielding the child with their bodies.

Bullets rip into the line of robots and they fall, but none leave their post. William sprints with Lucy out of the hall.

The warbots fire back into the zombie caravan, WHUMP! WHUMP! Explosive charges fired into the two lead Rigs atomize them and their drivers in big, juicy explosions.

INT. CHEYENNE MOUNTAIN, HALLWAYS - MOMENTS LATER

William holds Lucy to his chest and sprints.

RIOTBOT (O.S.)
All robots exposed to Undead
contact must be disinfected via
heat bath. Please report to...

Robots of every make and model are running in different directions, responding to the disaster.

LUCY
Where's Alice? I want Alice! Put me
down! I want Alice!

Lucy is giving in to real panic. William, still moving--

WILLIAM
Alice is most likely destroyed.

LUCY
What?

Lucy breathes faster, TEARS shine in her eyes.

WILLIAM
We'll find a warbot capable of
keeping you alive. If I'm destroyed,
find another robot to use.

LUCY
But, Alice is...

WILLIAM
We'll find another prime class
nurse-bot to manage your emotions
once you're out of danger.

Lucy shakes her head, crying, overwhelmed... An explosion
COLLAPSES the ceiling ahead. William pulls Lucy to--

INT. MACHINE SHOP - CONTINUOUS

Open combat inside, domestic ROBOTS trying to fight off
ZOMBIES. Some are the classic, shuffling ROTTERS, others
better preserved, armed with sledgehammers and shotguns.

At the far end of the hall, the HUMANOID "SHREDDER" WARBOT
mows down the undead like weeds.

His hands and forearms unfold like mantis mandibles into rip-
saws and swing-blades, tearing easily through rotten flesh.

WILLIAM
I have the child Lucy.

Shredder spins, sees Lucy. New focus sharpens his gaze.

SHREDDER
The child is crucial. Stay behind
me and do as I say. I'll kill
anything between us and safety.

He strides purposefully towards them, gracefully massacring
seven more ZOMBIES en route.

William pulls Lucy into motion towards the Warbot.

WILLIAM
Come on.

LUCY
No. I don't like him.

WILLIAM
He'll protect you.

LUCY
No. No!

Her eyes are fixed on those segmented blades at the ends of his arms. Shredder's hands re-assemble into human fingers and he crouches, reaching out to her.

SHREDDER
You have nothing to fear from me.
I'll keep you safe.

Lucy nervously reaches out to take his hand...

ZAP! Electricity COURSES through Shredder, his circuitry BURNS beneath his skin and he collapses, revealing a ZOMBIE SHOCK TEAM standing behind him.

One CLEVER BASTARD ZOMBIE carries two BRASS RODS wired to daisy-chained CAR BATTERIES born by a second.

The Clever Bastards are the elite class Undead; well-preserved, with more personality than the foot soldiers. They wear crude Uniforms marked with Benedict's red X.

CLEVER BASTARD
Spike!

A third ZOMBIE steps forward with a long SPIKE and HAMMER, places it at the base of Shredder's skull, and DRIVES it through his spine, killing him.

Lucy SCREAMS.

The Clever Bastard looks up and sees Lucy. As if reunited with a long-lost love, he says quietly--

CLEVER BASTARD
Fresh gray matter.

William gets between Lucy and the Clever Bastard, whose eyes focus and he ROARS. Lucy whimpers--

LUCY
William.

William picks up Lucy and runs. Through a door--

INT. CHEYENNE MOUNTAIN, HANGAR - CONTINUOUS

An enormous space filled with all sorts of war and construction machines, a full-out BATTLE raging inside.

William pulls Lucy, ducking and weaving, SCREAMING through the chaos. Over and over again they barely escape violent death.

Self-piloting attack COPTERBOTS lift off and mow down zombies before hurled ROCKS and BODIES shatter their rotors and send them EXPLODING into the ground.

A five story-tall RIOTBOT, stumbles; the UNDEAD are hanging off of its chassis like rats eating a man alive. It falls, crushing dozens of robots and zombies alike.

Chaos and carnage everywhere. William manages to pull Lucy safely to the far side where he skids to a halt over a CRATER torn in the concrete, darkness below.

WILLIAM
Keep your arms and legs close.

He drops down through the hole and into--

INT. CHEYENNE MOUNTAIN, LOWER PASSAGE - CONTINUOUS

They run through the dark, the violence above muffled. Lucy goes from catatonic to SCREAMING, panicked, hysterical.

LUCY
Put me down! Put me down!

WILLIAM
Are you hurt?

LUCY
I can't keep going.

WILLIAM
You don't appear injured.

LUCY
No, no, no...

She sits on the floor, crying. Then, oblivious--

WILLIAM
I'll carry you.

He starts to pick her up and she SCREAMS and THRASHES.

LUCY
Get off me! Get off!

She slips out of his arms, falls to the ground with a CRY, skinning her knee.

WILLIAM
Now you're injured.

He rips cloth from his shirt and presses it to the wound.

LUCY
Get off me!

She pulls violently away from him, KNOCKING her elbow against the cement wall. She CRIES OUT again, cradling the limb.

WILLIAM
You're not acting rationally.

LUCY
What the hell's the matter with
you?

William looks down, processing. Lucy cries alone.

Something CLANKS down the tunnel. Lucy's terrified eyes snap to the sound.

WILLIAM
Don't be afraid, it's Alice.

Alice walks into view, an enormous SURVIVAL KIT (a coffin-length red duffel bag) dragging behind her.

Lucy gets to her feet and runs to Alice, jumping into her arms. Alice drops the Survival Kit and hugs Lucy back.

ALICE
There you go.

Lucy buries her face in Alice's breast and WEEPS.

William watches, wondering what he's missing.

INT. CHEYENNE MOUNTAIN, MAIN GATES - DAY

The Undead won. Smoke, fires, scraps of ROBOT CORPSES.

And the song of an approaching ICE CREAM TRUCK.

The UNDEAD roam the aftermath. Rotters gnaw and claw at twitching robot chassis. Better preserved Undead use crowbars to pry away weapons they can use. The Ice Cream Truck song gets louder, interspersed with a megaphone VOICE, gravely, charismatic:

MEGAPHONE (O.S.)
...is ours! Evolve with me! Take
the Cold Path and a world without
death is ours!

A CLOWN HEAD with a megaphone mouth emerges from the smoke, atop an ICE CREAM TRUCK painted with an enormous scarlet X.

MEGAPHONE
Martyrs die by choice and feast on
virgin gray matter in heaven.
Soldiers live forever. You are
Undead and God's chosen, beautiful
in the eye of eternity...

The Ice Cream truck pulls a U-turn, the back doors swing open and BENEDICT emerges from a cloud of cold FOG.

He's the charismatic Zombie from the digital camera screen. He has an X carved into the dead flesh of his forehead. The voice on the megaphone is his.

His LACKEY, a dead teenager in a barber's apron, carries Benedict's IV TREE and portable REFRIGERATION.

BENEDICT
Clever Bastards!

Seven UNDEAD CLEVER BASTARDS come running. They're wrapped in damp rags and that distinct UNIFORM marked with a RED X.

BENEDICT
Whose soldiers took down those?

He points at the Citadel Warbots. Three of the Clever Bastards raise their hands.

BENEDICT
Great god-damned work. The gray matter of pigs in my truck for each of you. All of you hit the water tanks and douse cold, you're no good to me rotten. Texas?

One of the Clever Bastards, TEXAS, raises his hand, which is missing its ring finger.

BENEDICT
Your man complete his assignment?

Texas presents a SOLDIER ZOMBIE, with a captive MESSENGER BOT. The rabbit-like bot scrambles, trying to escape.

MESSENGER BOT
Undead!

BENEDICT
No, I'm a robot. Bleep bloop beep. I have a message for the humans.

MESSENGER BOT
Which humans?

BENEDICT
My scouts saw you tin cans collecting Cheerios and candy from the remains of Colorado Springs. And robots no likey Gobstoppers. Which means you've got humans holed up in this dungeon.

MESSENGER BOT
You mean the Lucies?

Benedict's Lackey hands him a small CHAIN which he latches on to the Messenger Bot.

BENEDICT
Yes. I have a message for Lucies.
(leans in, growls)
I'm gonna eat you alive.

EXT. COLORADO SPRINGS, WOODS - DUSK

William stands by a HATCH, surrounded by a barbed wire fence, a FOREST beyond. He looks around warily.

LUCY (O.S.)
William?

ALICE (O.S.)
Is it safe?

WILLIAM
...It's empty.

He turns and crouches, reaches into the hatch and pulls Lucy out. Alice pushes up the Survival Kit and climbs out after.

Lucy rubs the sunlight from her eyes, is amazed by the trees.

WILLIAM
Are you okay to walk more?

Lucy has a goofy GRIN on her face. It confuses William.

WILLIAM
You're happy?

LUCY
We're outside.

She pulls Alice through the gate, and out into the forest.

LUCY
We're outside!

Lucy runs fast as she can through the long shadows. Alice's grip slows her to a skip. William follows, on guard.

They break through the trees and out onto--

EXT. CARSON CITY, HILLSIDE - CONTINUOUS

Warm red light bathes Lucy's face. She grins and blinks, staring into the red orb. She feels the WIND stir her hair. Whispers, near-religious--

ALICE
Outside.

ALICE
Don't stare at the sun, baby,
you'll hurt your eyes.

Lucy looks down, still smiling. Her eyes fall on-- The neighborhood below, a BLASTED SUBURBIA.

Houses burnt out or crumbling, nature reclaiming the land. Smashed cars. Old BLOODSTAINS black with long-dried gore.

Shock wipes the joy from Lucy's face.

Everywhere, we see SKELETON TABLEAUS, positioned to tell stories of how they died. *An adult skeleton with the top of its skull shattered, the SHOTGUN still cradled in its dead arms. Around him the skull-shattered skeletons of his WIFE and CHILDREN.*

LUCY
What...? Those are bones.

WILLIAM
Yes.

LUCY
That the... Undead killed?

WILLIAM
The Undead probably ate their flesh, but it appears that they were killed by a shotgun.

LUCY
What?

WILLIAM
It looks like a Man murdered a Woman and four children before killing himself.

Lucy's jaw drops, she shakes her head.

WILLIAM
I would assume he was their husband and father.

Lucy SOBS. Collapses. Alice puts her arms around her.

ALICE

You only need to be strong for a little bit. We're going to find someplace safe for you.

LUCY

I don't want to go back underground.

ALICE

We'll take care of you.

LUCY

How!? Just the two of you? You couldn't protect me with a whole mountain of robots, what are you guys gonna do by yourselves?

ALICE

It's okay to be scared, baby.

LUCY

I'm not scared. I wish we never left the mountain. I wish I could just forget. I wish I could kill everything dead so it stayed dead.

ALICE

That's not possible.

Lucy storms off, crying.

William looks from Lucy to the blasted world, then--

WILLIAM

...It is. For the next five days, it is.

Lucy stops, looks back at him.

LUCY

What?

WILLIAM

Do you remember the stories about Dr. Satterfield?

LUCY

Satterfield murdered the world.

WILLIAM

He did. Or he will. He built a door that let him step through time.

LUCY

Morningstar.

WILLIAM

He stepped into the future and when he came back, he brought the virus with him. We've talked about trying to destroy Morningstar before Satterfield's arrival. If we destroyed the gate before he stepped into the present, he would never get the virus, never take it into the past, never murder the world.

LUCY

So why didn't you?

WILLIAM

If we destroy the gate, Satterfield would have nowhere to step out of. He'd be scattered into quantum substates. Murdered. No robot can murder a human.

LUCY

But I could.

WILLIAM

Yes. But you're the most important thing we have. Hazing your life was always too great a risk.

LUCY

I'll do it.

WILLIAM

Morningstar is a thousand miles distant and we only have five days before Satterfield arrives.

LUCY

Fine.

WILLIAM

It's homicide. Murder.

Lucy furrows her brow, doesn't respond.

ALICE

Baby, you're just a child. It's not your responsibility.

LUCY

I want to save the world.

ALICE

Don't you understand how precious...

LUCY
Stop being a jerk. I want to save
the world.

INT. CHEYENNE MOUNTAIN - DUSK

The rabbit-like Messenger Bot scrabbles at the end of Benedict's chain like an eager dog, **1 NEW MESSAGE** flashing. Benedict follows with his retinue, passing through to--

INT. CHEYENNE MOUNTAIN, CLONING LAB - CONTINUOUS

Benedict's eyes widen with surprise and awe.

BENEDICT
Heavenly god.

Reveal-- hundreds of ZOMBIES eating the Lucy Clones.

Benedict drops the chain and the Messenger Bot scuttles over to the nearest Clone Corpse, a zombie chewing at gristle in her broke-open head. The Messenger Bot addresses the corpse--

MESSENGER
A new message from Benedict! *"I'm
going to eat you alive."*

Benedict's zombie retinue can't contain themselves, they burst past Benedict, looking for brains to eat.

Benedict shakes his head, looking at the empty beds. The signs at the base of each, **Lucy #45, Lucy #46, Lucy #47...**

BENEDICT
Clones. They were making clones.

Benedict YANKS a CLEVER BASTARD away from his gory feast.

CLEVER BASTARD
So hungry....

BENEDICT
I know, darling. Find me an
uninfected child, one that hasn't
been bitten.

CLEVER BASTARD
But.. but...!

The Clever Bastard shakes with hunger. Benedict slaps him.

BENEDICT
Untard yourself, man! We are at the
cross-roads of history.
(MORE)

BENEDICT (cont'd)
Find me a child who doesn't have
the virus and I promise we'll have
an everlasting feast of the
freshest gray matter you've ever
tasted.

INT. ABANDONED SUBURBAN HOUSE - NIGHT

A second floor living room in the blasted suburbs. William's shirt is off, the illusion of skin abandoned below his shoulders, brass panelling, access hatches lining his torso.

His arms bend impossibly behind his back and open two COVERS, like small wings. A deep red GLOW spills out.

LUCY
What are you doing?

Lucy is curled up on a sofa, her head on Alice's lap.

WILLIAM
Venting my power core. It'll keep
you warm.

She curls up in her battered old Bomber Jacket.

LUCY
My Grandpa's jacket isn't all that
warm. I can't remember the last
time I was cold.
(yawns)
It sucks. Goodnight, Alice.

ALICE
Goodnight, baby.

William edges closer to give her more warmth. Within seconds, Lucy is asleep.

ALICE
You can talk to her more
effectively if you mimic emotion.

WILLIAM
Some humans find that... uncanny.

ALICE
Lucy's a child. The more human you
appear, the more easily she'll
trust you. Just copy how they talk
in the movies. It's easy.

William processes, nods.

EXT. SUBURBAN APOCALYPSE - NIGHT

Night falls on the ruined world. Distant LIGHTS and columns of SMOKE from Benedict's caravan surrounding Cheyenne.

INT. CHEYENNE MOUNTAIN, CLONING LAB - NIGHT

Benedict sits cross-legged before a damaged VIDEO BOT, clumsily wired into a MESSENGER BOT he's using as a monitor.

CLEVER BASTARD
Benedict. Sir. Lord. Um.

BENEDICT
Spit it out.

CLEVER BASTARD
There are no uninfected children.
They've all been partially eaten.

Benedict doesn't look up, gives a dismissive wave.

BENEDICT
Leave.

CLEVER BASTARD
But, sir. The Lucies are numbered,
and we couldn't find Lucy Number 1.

Benedict pushes a KNIFE into the Clever Bastard's belly. The Clever Bastard grimaces, bows, and leaves. Benedict's eyes are on that MONITOR:

Video of LUCY and WILLIAM, making their escape. Benedict focuses on-- LUCY.

EXT. BLASTED SUBURBIA - DAWN

The damage even more appalling in daylight.

TITLE
FIVE DAYS UNTIL SATTERFIELD

INT. ABANDONED SUBURBAN HOUSE - MORNING

Alice unwraps an MRI from the survival kit and puts the military muck in front of Lucy. She pokes at it, grossed out.

WILLIAM
We should be able to make five
hundred miles a day. That gets us
there in three.

LUCY
I want pancakes.

WILLIAM
We should get moving, we've got a long way to go.

LUCY
You have to do what I say if it isn't dangerous. That's Robot Rules.

William studies her, looks at Alice, then tries--

WILLIAM
I know, Lucy. I'm also frustrated and angry, and a little bored. But we don't have time for pancakes.

LUCY
You are such a weirdo. I want pancakes. Pancakes and syrup.

EXT. BEHIND THE HOUSE - MORNING

William cooks with scavenged goods over a trash can filled with burning cookbooks. He uses a small SHOVEL for a spatula.

EXT. SUBURBAN APOCALYPSE, LANDSCAPE - MORNING

A column of SMOKE rises in the sky like a giant marker pointing to the ground.

In the foreground, a ZOMBIE SCOUT on a motorcycle lowers his binoculars, looks back at the others...

EXT. ABANDONED SUBURBAN HOUSE - MORNING

William walks around the house with the shovel and a plate of PANCAKES. He turns the corner towards the kitchen steps and--

SHOCK: an UNDEAD BOWLER armed with a NAIL-STUDDER LOUISVILLE SLUGGER is right there. He ROARS and swings the bat, lodging it in William's arm.

The Pancakes fall, plate cracking beneath the stacked cakes.

William SHOVES the blade of the shovel into the Ex-Bowler's mouth and CRACKS his head open like a beer bottle.

A car door SLAMS off-screen.

William moves towards the sound, the bat lodged in his arm. Edging around the house, he sees--

A dozen more UNDEAD scattered around two CARS, a MOTORCYCLE, and a VW VAN. They're readying shotguns, crowbars, ropes.

LUCY (O.S.)
William! Don't forget the syrup!

The dozen Undead look up as one. And CHARGE the house.

William runs to intercept them, pulling the bat from his arm, swinging the shovel around in his other hand.

LUCY (O.S.)
William?

WILLIAM
Shut up!

William LUNGES and cuts a Zombie's head off with the shovel, spins, and splatters another's with the bat.

BLAM! BLAM! BLAM! Three shotgun blasts from zombie guns. Buckshot tears the "flesh" off William's arm and spins him SMASHING through a picture window--

INT. ABANDONED HOUSE - CONTINUOUS

Lucy is SCREAMING upstairs.

Three ZOMBIES run towards the broken window after William.

He throws the bat, caving the chest of one.

Then picks up a molding LOVE SEAT and hurls it at them through the window, crushing the other two.

INT. ABANDONED HOUSE, UPSTAIRS - CONTINUOUS

William runs up the steps and into the den, where Alice is holding a hysterical LUCY.

WILLIAM
Out, onto the roof. We have to run.

The FOOTSTEPS and YELLING of approaching zombies. William BREAKS the window, frame and all, just as--

A ZOMBIE clambers up onto the porch roof outside.

ALICE
William!

He turns, a Zombie with a Shotgun arrives in the doorway, raises the weapon...

And FWUMP, an enormous caliber bullet pulverizes the Zombie's head and flips him end-over-end out of view.

William blinks.

FWUMP! FWUMP! FWUMP! More GUNSHOTS, zombies SPLATTER off-screen. The rest run for their vehicles.

Something THUMPS on the roof above them. The Zombie on the Porch Roof looks up, dumbfounded.

There's a WHIR, something glimmers through the air, and the Zombie's gun-arm is ripped off. Another WHIR, another, and the Zombie falls into four neatly sliced wet pieces.

Sudden, relative SILENCE. William runs to Lucy.

WILLIAM

Are you hurt?

(she shakes her head)

I don't think there's going to be
any pancakes this morning.

A heavy THUMP onto the porch roof. William turns as ROSE steps through the shattered window and into the room.

She has her enormous ASSAULT RIFLE over her shoulder, two metal RELAXATION BALLS chiming in her other hand.

ROSE

Her ass intact?

WILLIAM

What?

ROSE

The kid, how is she?

LUCY

My ass is intact.

ROSE

Keep her that way. I'm going to nix
the rest of the scumbags before
they get back to the caravan.

William nods. Rose turns and leaps out the window.

EXT. SUBURBAN APOCALYPSE - CONTINUOUS

From above, we see the nearest of the cars EXPLODE.

Rose shoots the tires of the second car and it CRASHES. Rose lands and BRAAAAPPP fills the smashed car with bullets.

She LEAPS rooftop to rooftop after the VW van, and--

EXT. THE VW VAN - CONTINUOUS

SLAMS onto the roof. She rips the DRIVER'S head off, swings down, and purees the UNDEAD in the back with bullets.

She skids to a stop, climbs onto the roof and sites--

ROSE'S POV- The LONE ZOMBIE on the motorcycle is cresting a hill on the horizon, roaring away in a cloud of dust. Rose fires, FWUMP.

The Motorcycle Zombie's ARM flips off, trailing goo. The Zombie swerves but keeps going, crests the hill and vanishes.

ROSE

Damn.

Rose flips back down into the van, guns the engine, and FLOORS IT in pursuit. The VW trundles forward.

Rose looks at the speedometer-- a cool 38 mph. She SIGHS.

EXT. SUBURBAN APOCALYPSE - DAY

ZOMBIE BLOOD dribbles off the roof and onto the dropped pancakes. Lucy sits on Alice's lap, eating her MRI.

Rose pulls up in the VW Van, hops out.

ROSE

Most of one of them got away which means more will be coming soon. We disinfect the van and get moving.

EXT. DESERT HIGHWAY - DAY

The Volkswagon drives towards its shadow, heading westward through the desert, past a hotel half-buried in sand.

INT. VOLKSWAGON VAN - CONTINUOUS

Alice drives, Lucy sweats and looks out the window. In the back, Rose works on William with pliers and a soldering iron.

He experimentally folds a newly installed KITANA BLADE back into his forearm, like an enormous switchblade.

SHINK! He flips it open, folds it up again.

ROSE

You'll want to aim for the head, obviously.

Beside them, an open canvas sack the size of a love seat filled with GUNS and AMMUNITION. Three red GASOLINE CANS.

ALICE
How many others made it out?

ROSE
I don't know. Anybot who dodged a fragging is heading for the base at Groom Lake.
(points at Alice)
I'm putting artillery on you soon as I'm finished with him.

Rose RIPS a videocamera out of a hatch on William's shoulder.

Lucy notices a DEODORIZER hanging from the rearview mirror.

LUCY
Who's that?

A picture of BENEDICT has been taped over Jesus' face on the small cardboard tab. Written below in shaky, decorative script, **THE COLD PATH: COLD. CLEANLINESS. NUTRITION. GRAY MATTER.**

WILLIAM
I don't know. Jesus with a zombie face.

LUCY
It smells like floor cleaner.

ROSE
That's their leader. The Undead have changed. They're organized, using vehicles and weapons. He figured out how to get dead without getting stupid. Mele weapons aren't gonna cut it any more.

She pulls a GAUSS GUN from her bag of weapons.

ROSE
A Gauss Gun mini, operates on a nautilus array of coils feeding into a compact rifled barrel. You can make more ammo out of anything that's at least 80 percent iron. Targeting is tied in to parallax, trigger in instinct, or you can manual override here.

Rose shows the TRIGGER on the side of the Gauss Gun. Lucy watches, fascinated, as Rose mounts the Gauss Gun on the armature in William's shoulder. Rose catches her looking.

ROSE
You want a gun of your own?

LUCY
Really? Yeah!

WILLIAM
I'm not sure that's a good idea.

LUCY
I want a gun.

WILLIAM
(mimicking Lucy)
What the hell's the matter with
you?

LUCY
And I'm hot. Make it colder in here.

ALICE
There's no air conditioning...
Would you like a sponge baths?

ROSE
We're not stopping.

LUCY
I'm being cooked alive!

Lucy slumps dramatically, wiping sweat from her brow.

WILLIAM
You won't suffer heat stroke or
brain damage for another five
degrees Farenheit.

LUCY
I'm gonna melt like the Wicked
Witch.

ROSE
There. Gun's live, locked and
loaded. See if it docks.

William screws up his face and the Gauss Gun folds inside his
shoulder, the hatch closing above it.

LUCY
I think I have heat stroke.

WILLIAM
Lucy.

LUCY
I'm dying!

The Gauss Gun leaps out of William's shoulder, unfolds, and BRRRAAAP fires a short burst of automatic fire.

It SHATTERS windows, glass spraying out into the desert.

WILLIAM
...Sorry. Please don't say you're
dying.

Lucy looks at him, wide-eyed. The breeze from the shattered window tosses her hair around. She smiles into it.

LUCY
Thanks for the wind.

INT. ABANDONED TRUCK STOP - DAY

Lucy has chocolate smeared over her face, unwraps another Reese's Peanut Butter cup, checking out HATS on a rack. The store has been smashed through a few times. The robots scavenge what's useful, water, fuel, food.

Lucy tries on a sun hat.

WILLIAM
You look good in that.

Lucy scowls and throws the hat aside. Lucy finds a straw cowboy hat and tries it, likes it better.

William picks up a red bandana and ties it around the torn-away skin on his forearm.

LUCY
Does it hurt?

WILLIAM
No. I can tell when I'm injured,
but it's not the same as pain.

William looks at the bullet holes in his shirt, the mechanics beneath revealed. He starts rummaging through the shirts.

LUCY
Thanks for saving me.

WILLIAM
I'll never let anything happen to
you.

Lucy squeezes his hand. William looks at her blankly. She smiles. He smiles experimentally, then wraps her in a hug.

LUCY
Gah! Hey! Too much!
(he releases her)
Don't be weird.

Lucy puts on a big pair of Jackie-O glasses off the rack and exits.

William alone in the shop, looks around.

WILLIAM
Be less weird.

He sees a portable DVD PLAYER by a rack of DVD's, grabs it.

INT. VOLKSWAGON VAN - DAY

William drives, Lucy in the passenger seat, wearing those giant glasses. Rose works on Alice in the back.

"The Breakfast Club" on the player on the dashboard. William has one eye on the road, the other on the small screen.

Judd Nelson as John Bender says "I'm being honest, asshole, I wouldn't expect you to know the difference."

Lucy CHUCKLES.

WILLIAM
That was funny?

LUCY
He's got personality.

WILLIAM
Ah. Should I curse more?

LUCY
It wouldn't hurt. But only if
you're mad. And I doubt anybody
would mistake it for personality.

Lucy rummages through the van's glovebox, finds a tube of bright red LIPSTICK. She paints her lips.

LUCY
Hey William? When I destroy
Morningstar, will I go back in time?

WILLIAM
No.

LUCY
...So what'll happen?

WILLIAM

You'll cease to exist as you are.
Along with the entire branch of
history that sprouted from
Satterfield's actions.

LUCY

I'll die?

WILLIAM

No. You'll simply cease. There will
still probably be a version of you
in the new branch of time. I mean
you'd be Lucy. But everything that
happened in the last seven years,
your father's death, your year on
the boat would be gone. Your
grandfather might still be alive, or
at least he wouldn't have died quite
so horribly over such a long time.

At her Grandfather's mention, Lucy pensively fingers a
cluster of BULLET HOLES in her bomber jacket.

WILLIAM

The day we found you, the five years
in the mountain, would all be gone.

LUCY

But the me... The me that I am now.
What happens to me? Do I go to
heaven?

WILLIAM

I don't know. Only Satterfield
would truly die.

LUCY

But he's okay to kill. He's awful.

WILLIAM

All human life is precious. I can't
say otherwise.

LUCY

But he murdered the world.

WILLIAM

He didn't mean to. He was trying to
make things better.

LUCY

But he has to die, right?

WILLIAM

I can't say that.

Lucy looks out the window and chews on her lip.

On Alice and Rose in the back--

ROSE
What am I supposed to mount a gun
to here? You're all soft parts.

ALICE
I'm a Medbot. I'm built for comfort.

ROSE
Even a Medbot has minimal surgical
and rescue functions. What've you
got?

ALICE
I know seventeen forms of massage.

Lucy pulls the glasses off her face and looks in wonder at
the road ahead.

LUCY
What is that?

WILLIAM
Albuquerque.

LUCY
No, no. The ramp into the sky. Or
bridge. Or...

Ahead there's an OVERPASS. Three ribbons of highway curving
over each other, the topmost easily 100 feet off the ground.

WILLIAM
It's an overpass.

LUCY
It's amazing.

EXT. ALBUQUERQUE - AFTERNOON

The Volkswagen trundles down the road towards the overpass.

INT. VOLKSWAGEN VAN - AFTERNOON

Lucy leans out the window, watching the roadway pass above.
She LAUGHS in delight.

EXT. ALBUQUERQUE OVERPASS - AFTERNOON

William, Lucy, and Alice stand at the edge, looking down at
Albuquerque. Rose refuels the van.

Lucy keeps leaning out over the edge, but has to back away laughing, the 100-foot drop yawning below.

LUCY
I can't look. It's too scary.

ALICE
Heights never scared you before.

LUCY
We're out in the world now.
Anything could happen!

Rose scans the abandoned city buildings. Lucy LAUGHS.

LUCY
I wonder how many robots it took to
make this thing?

WILLIAM
None.

LUCY
What, are you trying to tell a
joke?

WILLIAM
No joke. Humans built this.

LUCY
By themselves?

Lucy looks at William with a slack-jawed grin, looks at Alice for confirmation.

ALICE
He's not joking.

LUCY
Oh, man! Humans? That is awesome. I
can't wait 'till I save the world,
humans are the best.

Lucy looks at ruined Albuquerque, smiling, hopeful.

ROSE
They're coming.

Rose points. There's a CLOUD OF SMOKE on the Eastern horizon, Benedict's approaching Caravan.

They run for the Volkswagon, William slamming open the door the rest piling in a moment before--

An engine ROARS from the western end of the overpass. A HUMVEE, an UNDEAD DRIVER at the wheel.

Rose turns the key, the van's engine stutters and COUGHS.

LUCY
Come on, come on! Let's go!

ROSE
I'm trying.

The Humvee is speeding right towards them.

Rose turns the key, RRRRRRRRRRRR. It sputters and dies.

ROSE
Everybody out.

Rose leaps back and KICKS the side door off of the van, pulling Lucy and Alice clear. William shoves open his door-

SMASH! The Humvee SLAMS into the front of the Volkswagon. Lucy SCREAMS and Alice covers her.

William goes flying, hits the side of the Humvee.

He grabs the sideview and SLAMS into the door, shattering the glass. The Undead Driver looks at William, grabs a SHOTGUN from the passenger seat...

William grimaces and the GAUSS GUN unfolds from his shoulder. BRAAAAAAAPPPPP. The Driver's head splatters the windshield.

William falls free as the smashed Hummer and VW grind to a halt. He scrambles to his feet.

WILLIAM
How's Lucy?

LUCY
I'm okay. What are they doing?

William follows her gaze-- a dozen VEHICLES with UNDEAD GUNNERS parked on the western end of the overpass. A crowd of SHUFFLING FODDER surrounding them.

ROSE
They've got us flanked. They're holding us here.

She looks at the approaching Caravan.

ROSE
We've got maybe a minute before the scouts get here and five before the whole army falls in our lap.

Rose stalks to the wreckage of the Volkswagon, yanks out several GAS CANS, the SURVIVAL KIT, and the WEAPONS DUFFEL.

ROSE
I'm gonna talk, you're going to
listen and then we're gonna act, no
questions, everybody straight?
(nobody reacts)
Good. I'll bunker up here and hold
them off. I won't start shooting
until you two get Lucy clear. The
road's off limits, you'll need to
find a way straight down off the
side. Find me some baby oil.

Rose throws the survival kit duffel at Alice.

ALICE
Is this really a good time for a
massage?

ROSE
We said no questions. Mix it with
the gasoline.

Rose loads and arranges dozens of weapons. William and Alice
pour baby oil into the gas cans and shake them up.

Rose grabs two gas cans, heads west, gestures--

ROSE
Pour those out to the East, cover
the whole road.

Rose pours a thick stripe of gas/oil forty feet to the west,
William does the same forty feet to the east.

LUCY
Alice? What are they doing?

ALICE
I don't know baby.

Rose grabs an assault rifle and BLAM! BLAM! She fires a round
in each direction, sparking off the asphalt and WOOSH!

A wall of FLAMES belches thick, white SMOKE in a ring around
them, pouring off the sides of the overpass.

ROSE
A smoke screen. Time for you to go.

LUCY
But, Rose, you...

ROSE
Be a good soldier. Move your ass.

ALICE
Show her how tough you are, baby.

LUCY
...Good-bye, Rose.

The three RUN for the edge of the overpass.

Rose drags her collection of weapons into the BUNKER formed by the wrecked vehicles. She gets cover, lodges a gun.

Then takes out her two CHINESE MEDITATION BALLS and starts turning them in her hand, waiting.

ON WILLIAM, ALICE, AND LUCY

They look over the edge of the overpass. It's a 50-foot drop to the highway below them, another 50 to the ground below.

LUCY
There's no way down.

WILLIAM
It's not a fatal drop for a robot.

LUCY
I'm not a robot.

WILLIAM
So you'll have to trust us.
(Lucy blinks)
Use your jacket as padding. Don't
scream as you fall, we're trying to
avoid notice.

Lucy just barely nods, terrified. Alice helps her get her BOMBER JACKET off, wraps it around her shoulders.

William turns and VAULTS off the side of the overpass. He falls 50 feet to the lower overpass and lands in a roll.

Alice sits on the concrete barrier edge and pats her lap.

ALICE
Come on, honey.

Lucy nervously approaches and Alice scoops her up onto her lap, wraps her arms around the Bomber Jacket.

LUCY
Is it okay for me to curse if I
curse quietly?

ALICE
Sure, baby.

LUCY
Thanks. Shit.

Alice holds Lucy and drops BACKWARDS off the overpass.

Lucy squeezes her eyes shut, terrified, crying. They plummet, the air ROARING, and then--

EXT. LOWER OVERPASS - CONTINUOUS

FUMP! William catches Alice, who cushions Lucy's impact.

WILLIAM
Great job, Lucy. One more to go.

Lucy GIGGLES/CRIES, near-hysterical.

BENEDICT (O.S.)
We want the living child!

The three turn, shocked. Lucy huddles against Alice.
Benedict's voice on a loudspeaker from the overpass above.

BENEDICT (O.S.)
You're surrounded, outnumbered, and
outgunned. Lucy.
(she flinches)
Lucy, my name is Benedict. I'm a
human like you. No matter what
those *machines* have told you, the
survival of humanity is my only
concern.

EXT. UPPER OVERPASS - CONTINUOUS

Rose listens to the voice beyond the smoke.

BENEDICT (O.S.)
That, and of course your safety.
Because you are the key, Lucy. You
alone make the survival of our race
possible.

An AMBULANCE with an Undead DRIVER trundles slowly forward
through the smoke screen, lights flashing.

BENEDICT (O.S.)
Not only possible, but glorious.
Life everlasting for the entire...

Rose raises the Assault Rifle and PFUNK!, fires a softball-
sized GRENADE into the ambulance's grill. It goes KABOOM!

PFUNK! PFUNK! PFUNK! She fires a half dozen grenades into the
smoke, shooting blind at Benedict's Caravan, then switches
triggers and BRRRAAAAAAPPP!

ON BENEDICT'S CARAVAN

EXPLOSIONS. A rain of BULLETS. Vehicles buck and flip, shrapnel tears dead flesh. Zombies scramble for cover.

Benedict crouches by his Truck, yelling into a C.B.--

BENEDICT
God damnit! Attack! Kill those
whorespawnd machines!

ON ROSE

She fires madly, BRRAAAAAPPP, emptying one assault rifle, tossing it aside, and grabbing the next.

Vehicles tear through the smoke screen, an Undead Mad Max Bud Boetticher Apocalypse on wheels.

Undead GUNNERS perched from sunroofs return fire and get CHEWED UP by Rose's large caliber bullets for their trouble.

EXT. LOWER OVERPASS - CONTINUOUS

Lucy listens to the off-screen EXPLOSIONS of Rose's fire.

William jumps off the side of the overpass, falling 50 feet to a hill of dead grass.

Lucy watches, more frightened for having done it once.

LUCY
Can I curse some more?

ALICE
Quietly.

Lucy leans in and WHISPERS a string of words into Alice's ear. Alice raises her eyebrows.

ALICE
You know I'm explicitly programmed
for three of those activities.

Lucy furrows her brow, confused for a moment before Alice TIPS backwards off the barrier. They plummet 50 feet--

ON THE GROUND, CONTINUOUS

William catches them, and they tumble to the grass.

LUCY
I'm so...

WILLIAM
Hush.

William covers her mouth, and points--

Three ZOMBIE S.U.V.'s are rolling by, barely a block away.

EXT. OVERPASS - CONTINUOUS

Pieces of the Undead crawl from wreckage on burning asphalt. In her bunker, Rose drops an empty and grabs her fifth Assault Rifle. But as she swings up to fire--

An UNDEAD GUNNER in a Humvee sunroof fires a BAZOOKA.

Rose LEAPS upwards,ipping off the crushed Volkswagon an instant before the missile EXPLODES.

She goes flying, loses the Assault rifle, rolls to a stop sixty feet in front of Humvee and looks at Bazooka, pissed.

Bazooka looks nervous. He ducks back inside the Humvee, emerging a moment later with a MACHINE GUN.

Rose cocks her head, takes out her Metal Relaxation Balls.

The Humvee burns rubber towards her. The Gunner OPENS FIRE.

Rose puts one Ball in each hand, and they attach to silver WIRES spooling from her wrists.

Bullets SPACK into the asphalt around her, a few tear CHUNKS from her legs and torso.

Rose starts swinging the balls on the end of their wires in arcs, like a gaucho's Bolas. The wire through the air SINGS.

Rose runs towards the Humvee in a game of chicken, at the last moment LAUNCHING into the air.

She cartwheels over the speeding Humvee and--

One lime-sized Ball SMASHES through the windshield and pulverizes the head of the ZOMBIE DRIVER. Rose kips off the roof. The DRAG WIRE RIPS a line through glass and metal.

The Gunner looks up at Rose as she passes, shocked. The drag-wire cuts him in half from crotch to shoulder.

Rose lands, twirling the ball on four feet of wire.

The fucked-up SUV with a mush-headed driver SMASHES through the concrete barrier and off the side of the overpass--

EXT. UNDER THE OVERPASS - CONTINUOUS

William, Lucy, and Alice run in a crouch towards a building, trying to avoid notice.

The fucked-up SUV CRASHES into the ground nearby. Lucy YELPS.
The Zombie patrols in the background all turn.

WILLIAM

Run.

William jerks them into motion, Alice DROPPING Lucy's Bomber Jacket.

William SMASHES himself through a plate glass door, into a dark building. Alice follows with Lucy in arms.

EXT. UPPER OVERPASS - CONTINUOUS

The Overpass is a warzone, burning asphalt, Zombies on MOTORCYCLES and TURBO-ALTERED SUV'S, big TURBINES spinning on their hoods. Undead Warriors pile around Rose, firing madly.

Rose dances through them like a ballerina with a twenty-foot kill radius. The balls swing out wide, wire slicing through dead flesh and metal alike.

She uses the wires as cable and knife both, wrapping them around stanchions to swing like Spiderman, wrapping them around throats like a flying guillotine.

She's picking out and murdering the CLEVER BASTARDS first, strategically removing the leadership before slaughtering the rotting, brain dead foot soldiers littering the road.

EXT. BOTTOM OF THE OVERPASS - LATE AFTERNOON

Benedict atop an Airport STAIR TRUCK, looking through an enormous pair of FIELD GLASSES. Benedict's Lackey balances awkwardly behind him.

BENEDICT

She's tearing us to pieces.

FLUNKY

Retreat?

Benedict reaches back and tears his Flunky's ear off.

BENEDICT'S POV- Rose maneuvers towards a CLEVER BASTARD and pulverizes his skull with a metal ball.

BENEDICT

I'll be damned. She's targeting my
Clever Bastards.

He takes a prescription bottle of PILLS from his jacket and pops a handful in his mouth, chewing. Thinks for a moment.

BENEDICT

Radio.

His Lackey puts it in his hand. He keys the button, yells--

BENEDICT

Get a message to Choptop! I want
him to man the front guns on his
vehicle! Right goddamn now.

BENEDICT'S POV- CHOPTOP, a Clever Bastard, running in a
crouch through the battle to the front of a TURBINED SUV.

INT. ALBUQUERQUE, ABANDONED BUILDING - AFTERNOON

William watches the battle above through grimy window glass.

WILLIAM

We need to keep moving.

LUCY

My jacket! Where's my jacket?

She pulls free of Alice's grip. Through the broken front door
the BOMBER JACKET lies in the middle of the street.

LUCY

I need my jacket.

WILLIAM

We'll find you another.

LUCY

It's my grandpa's. I need it.

Lucy has tears in her eyes. Alice looks out the door, the
street is empty.

ALICE

I'll get it, baby.

Alice walks swiftly out the door.

EXT. ALBUQUERQUE - CONTINUOUS

Alice closes in on the jacket, scanning for the undead. She
picks it up and heads back for William and Lucy.

INT. ALBUQUERQUE, ABANDONED BUILDING - CONTINUOUS

Alice steps through the door, holding out the jacket.

LUCY

Thank you.

Alice smiles and nods as Lucy reaches for the jacket. The barbed head of a HARPOON BURSTS through her breast.

Lucy YELPS in shock.

Alice stumbles and looks down at the point, then up at Lucy.

ALICE

I'm sorry, baby.

She's abruptly YANKED backwards off her feet, a steel cable dragging her into the street.

Lucy YELLS and tries to run after her. William covers her mouth and picks her up.

FRAMED IN THE DOOR-- Five ZOMBIE SCOUTS, armed with shotguns and pry-bars stand over Alice.

Lucy struggles and thrashes, trying to get out of William's grip as he backs further into the shadows, whispering--

WILLIAM

You're endangering yourself.

THROUGH THE DOOR-- Alice claws at the ground helplessly against the torque of the harpoon cable.

INSIDE-- Lucy CRIES and THRASHES but William holds her tight.

THROUGH THE DOOR-- A CLEVER BASTARD puts his boot on Alice's neck, then looks into the darkness where we hide and POINTS.

CLEVER BASTARD

Search and kill.

His two SHOTGUNNER ZOMBIES nod and walk towards the doorway.

INSIDE-- William backs further into the shadows with Lucy, finds a door and tries it. Locked.

THROUGH THE DOOR-- The Clever Bastard takes a PITCHFORK, flips it, and DRIVES it down into Alice's torso. She WRITHES and SPASMS on the ground, electricity arcing.

He nods to the Fifth Zombie, who swings a SLEDGE HAMMER, driving the pitchfork down into the macadam.

At the SUV, a Sixth Zombie starts the WINCH connected to the Harpoon Cable.

INSIDE-- Lucy watches Alice, horrified, helpless. Alice seems to be looking back directly at her.

THROUGH THE DOOR-- The cable pulls tight and flips Alice, the harpoon barb catching. But the pitchfork pins her in place--

Alice TEARS in half, skin splitting bloodlessly, gears and pistons scattering.

INSIDE-- Lucy SCREAMS.

THROUGH THE DOOR-- The two Shotgunner Zombies look up sharply, raising their weapons.

EXT. OVERPASS - AFTERNOON

Rose kills. Zombies die wholesale.

She sprints lateral to an UNDEAD WARRIOR armed with a MINIGUN (Schwarzenegger-in-PREDATOR-style), a dozen GRENADES hanging from his vest.

Dodging his bullets, Rose gets caught by another stream of steel, TRACER ROUNDS slamming into her back.

She falls, turns and sees--

CHOPTOP. The Zombie given specific orders by Benedict, manning a CHAIN GUN on the front of an SUV. Wind from the TURBINE at his back tugs at his rags.

Rose runs a weaving path towards him, LAUNCHES, flips, and throws a Metal Ball--

It PUNCHES through his face, rekillng him instantaneously, but continues, and into the SPINNING TURBINE on the SUV.

SCREECH. Rose's wire is YANKED into the spinning fan. Rose lands, plants her feet, but can't disengage the wire. She's REELED IN, dragged towards the Turbine.

EXT. BOTTOM OF THE OVERPASS - CONTINUOUS

Benedict watches with a nasty grin. Into the Radio--

BENEDICT
Now! Now! Shotgun slugloads!

EXT. UPPER OVERPASS - CONTINUOUS

Four UNDEAD SHOTGUNNERS run towards Rose, weapons raised.

The right hand wire continues to DRAG her steadily towards the SUV, where another UNDEAD gets behind the Chaingun.

She's surrounded, dragged steadily towards death. The nearest SHOTGUNNER raises the barrel of his weapon...

Rose sprints TOWARDS the SUV Turbine. It gains her a few feet of slack on the wire, enough that she can swerve sideways--

Towards the Undead Warrior with the Minigun. She loops the wire around him and his gun both.

UNDEAD WARRIOR

Urk.

The wire pulls and YANKS the Zombie Warrior off his feet. It drags him, twenty feet ahead of Rose, into the Turbines.

Rose turns away and covers.

The Turbine chops the Undead Warrior, grey flesh flying, before the fan shatters itself against the Minigun.

And also those dozens of grenades on his vest. They go BOOM.

Surrounding vehicles EXPLODE in a chain reaction.

EXT. ALBUQUERQUE, AERIAL - CONTINUOUS

The explosion is huge, tearing through the already weakened overpass. The structure trembles, concrete crumbling...

INT. ALBUQUERQUE, ABANDONED BUILDING - CONTINUOUS

One of the approaching Zombie Shotgunners clicks on a FLASHLIGHT, illuminating:

LUCY in William's arms, horrified tears streaming down her face. The Shotgunner shucks a round into his gun--

And the Overpass COLLAPSES behind him. A concrete slab the size of a Towncar CRUSHES him and his friend both.

A hurricane of concrete and twisted rebar buries the Zombies and Alice's remains, a cloud of DUST obliterating the scene.

EXT. ALBUQUERQUE, BACK ALLEYS - LATE AFTERNOON

Lucy wakes up bouncing against William's shoulder. They're moving swiftly through an abandoned Albuquerque.

Lucy's covered in dust, but for the tear tracks clear on her face. She rubs her eyes, looks up at William. Quietly--

LUCY

You let them kill her.

She starts KICKING him in the chest as hard as she can, over and over again. She gouges at his eyes, frantic.

LUCY
You let them kill Alice! I hate
you!

William puts her gently on the ground, restrains her arms.

WILLIAM
You're the one who sent her out.

Lucy shakes her head, crying.

LUCY
Well she shouldn't have gone if it
was that bad! She shouldn't have
done that! And I'm... I'm just a
kid. And I'm alone and... I
shouldn't have to make choices like
that.

WILLIAM
You're not alone.

Lucy pulls away from him and sits on the ground crying.

William blinks a few times. Then falls to the ground,
WEEPING.

Lucy sees William crying, a perfect imitation excepting he
has no tears. Her face contorts in horror.

LUCY
Stop it! Stop it! Stop it!

WILLIAM
It's sad that Alice is gone.

LUCY
Bullshit! You don't feel anything
and you don't even know it!

WILLIAM
...I'm trying.

EXT. ALBUQUERQUE - NIGHT

Smoldering fires still burn around the collapsed overpass.
The Caravan is scattered through the city, scavenging.

BENEDICT
(recording, megaphone)
...the Cold Path and live forever.
Evolve with me and the world is
yours.
(MORE)

BENEDICT (cont'd)
There is fresh gray matter, goat and
dog, for every new recruit. If you
understand these words, you can join
my nation. Get on the bus.

Several SCHOOL BUSES trundle slowly through Albuquerque, lit
up like Christmas, MEGAPHONES on top--

INT. WRECKED SUPERMARKET, ALBUQUERQUE - CONTINUOUS

A ZOMBIE watches the Bus pass, drops the RAT he was gnawing
on, and shuffles out towards the sound of Benedict's voice.

BENEDICT (O.S.)
I chose undeath. I was a living
man, a doctor, who saw the way the
wind was blowing...

INT. VOLVO STATIONWAGON - NIGHT

Nighttime alleyways of Albuquerque roll by. William drives
slowly, quiet, all the lights on the car extinguished.

Lucy is curled in the back seat, exhausted but not sleeping.
Frightened and fascinated by Benedict's voice.

BENEDICT (O.S.)
I knew the undead would win this
world, so I killed myself in the
cold. A careful death in a walk-in
freezer. I keep my system flooded
with nutrition, I maintain the
cold. I protect my brain. The Cold
Path says that just because you're
dead doesn't mean you're not human.
Regain what you...

Something THUDS against the ground right next to the car.

Lucy JUMPS and YELPS.

William leans across the seats and opens door. ROSE swiftly
folds herself into the passenger side and shuts the door.

LUCY
Rose! I thought you were gone.
There were so many of them.

ROSE
There's a lot less of them now. Or
at least a lot more that're deader
than they used to be.

EXT. HOLBROOK, AZ - DAY

Two ZOMBIE CYCLISTS stand by parked Harleys on the side of the road. One scans the town with BINOCULARS.

The other pulls SOPPING RAGS from a cooler full of melting ICE and re-wraps his head and chest.

TITLE
FOUR DAYS BEFORE SATTERFIELD

INT. HOLBROOK THRIFT STORE - DAY

Through dusty glass, Lucy and William watch the two Cyclists.

WILLIAM
More scouts. We can't risk
travelling in daylight any more.

LUCY
Can we still get to Morningstar
before Satterfield?

WILLIAM
Just barely. But yes.

LUCY
I'm going to make them all go away.

She stares hatefully at the zombies scouts outside.

LUCY
They don't act like in the videos.

WILLIAM
The Undead?

LUCY
The Scumbags. They seem like people.

She watches a Zombie Scout drink a bottle of pink slurry.

WILLIAM
That's probably gray matter he's
drinking.

LUCY
Not human.

WILLIAM
No, probably not.

LUCY
I'm so tired.

Lucy cloisters herself in a corner. William finds Rose on the far side of the store, sewing the tears in her flesh.

WILLIAM
Your skin surface is healing well.

ROSE
It's cosmetic. I don't think I can repair my left-hand Kill Wire.

WILLIAM
Skin will make it easier for Lucy to bond with you.

ROSE
Who said anything about bonding?

WILLIAM
She needs sympathy, she's exhibiting signs of depression.

ROSE
I'm made to kill, not to mother.

WILLIAM
Alice was designed originally for sexual congress with lonely men. When Lucy needed a mother proxy we chose the robot with the most accurate female anatomy and wiped her software. Mammaries are a comfort to children.

ROSE
My chassis was designed to intimidate religiously-minded insurgents. It's not motherly.

WILLIAM
She needs somebody.

ROSE
So you do it. If you want to teach her to kill, I'm the bot for the job. Otherwise, it's on you.

INT. STATION WAGON - NIGHT

Close on Lucy asleep in the back seat. She wakes up, realizes the car's not moving. William is slumped against the steering wheel in the front seat. Rose nowhere to be seen.

LUCY
William? William!

No answer. Lucy reaches up and shakes him. Nothing.

Suddenly panicked, Lucy scrambles to open the door--

EXT. GAS STATION - CONTINUOUS

She steps out and--

SHOCK- a gloved hand grabs her arm. Lucy YELPS, turns.

She looks up into the domed head of SATTERFIELD dressed in his blood and filth-splattered Hazard Suit.

SATTERFIELD
You must be Lucy. They told me what
you were trying to do.

LUCY
What? I didn't...

SATTERFIELD
You know who I am.

He pulls her closer and slides his visor up so he can put his face within licking distance of hers.

SATTERFIELD
You were going to kill me. This is
my world.

His grin SPLITS his cheeks, too many jagged teeth revealed up to his ears, eyes rolling back into blackness.

He grinds his teeth until they SHATTER to barracuda-like shards, then UNHINGES his jaw, stretching it wide....

INT. STATION WAGON - NIGHT

Lucy jolts awake. They're rolling dark through Nevada desert. Rose drives. William sits beside her-

WILLIAM
You okay? Your pulse jumped.

LUCY
...I'm okay.

She leans against him.

William sits very still, experimentally puts his arm around her. She nuzzles in. A beat.

LUCY
Scumbag!

WILLIAM
What?

LUCY
He saw us!

A SCOUT ZOMBIE on a motorcycle, pulls out from behind a crumpled billboard.

ROSE
A scout. We can't let him tell the others.

Rose SLAMS on the brakes, spinning the car 180.

The SCOUT ZOMBIE tears out down the road. Rose floors the Station Wagon and they chase.

The motorcycle is much faster, quickly diminishing.

William climbs halfway out the window and- BRAAAP! BRRRAAAP!

The Gauss Gun BURSTS the motorcycle's tires. The Scout Zombie looks back at them, YELLOW WAR-PAINT striping the middle of her face. She SNARLS just before--

The Station Wagon SLAMS into her. The Motorcycle goes flying forward, the Scout Zombie bounces over the car and SLAMS to the asphalt behind them.

Rose skids the Station Wagon to a halt.

LUCY
It's still moving!

Rose floors the Station Wagon, in reverse.

THUMP-THUMP! THUMP-THUMP!

They all bounce in the car as if over a speed bump. No more Scout Zombie. A beat. Then--

WILLIAM
We'll need to find a place to hide before full light.

EXT. SEDONA - PRE-DAWN

The Station Wagon parked in a rocky outcropping, the canyons and moonlike formations surrounding slowly revealed by dawn.

TITLE
THREE DAYS BEFORE SATTERFIELD.

Lucy stretches. William, on a rock above, looks around.

WILLIAM
There's a structure over there.

EXT. SEDONA, OVER THERE - DAWN

They walk through the canyon, rounding a corner and coming to-

A small GOAT in a cage. The Goat sees them and BLEATS mournfully. Lucy starts forward and Rose grabs her.

ROSE
We shouldn't trust the goat.

LUCY
She's scared.

WILLIAM
You should be, too. I'll go first.

William edges up to the goat cautiously. He crouches before the cage and rubs her head. She BLEATS and eats his sleeve.

LUCY
Told you she's a nice goat. Can we
get her out of there?

Lucy walks over towards the goat and FALLS, the sandy earth collapsing beneath her, a TIGER PIT. She SCREAMS.

William's arm JETS out and grabs her. Lucy stops inches over sharp WOODEN SPIKES smeared with something sticky and awful.

WILLIAM
I've got you.

He starts to pull her up.

ROSE
Leave her down there until I've
killed them.

Rose raises her gun at--

A dozen RAG-WRAPPED FIGURES stand on the rocks above, pointing a dozen SHOTGUNS and AUTOMATIC RIFLES.

LUCY
William? Pull me up!

WILLIAM
You're safer down there.

In the pit, she's out of the line of fire. The lead figure, DERICK, steps forward, staring hard at Rose.

DERICK
Holy syph.

He pulls the cloth from his face, revealing a LIVING MAN. Sunburnt, dirty, small SORES of malnutrition, but ALIVE.

LUCY
What's going on? William?

Rose murmurs quietly to William--

ROSE
He's got a living heat signature.

DERICK
You ain't dead, is you?

ROSE
Yes, I... ain't?

Derick grins and the rest of the Figures drop their guns.

DERICK
I didn't ask is you ain't, I asked
ain't you is. What's your robot
holding down in that tiger pit?

Rose looks at William. *He thinks I'm a human?*

William stands, pulling Lucy up into the air. The dozen
gunmen all take a step back, shocked.

DERICK
Praise god. A child.

LUCY
William. What's going on?

WILLIAM
People. Living people.

Lucy grins, hanging from William's outstretched arm.

EXT. CHAPEL OF THE HOLY CROSS - DAWN

William, Rose, and Lucy walk across the sand in the middle of
the dozen Gunmen, led by a ecstatically gesticulating Derick.

Ahead-- the CHAPEL OF THE HOLY CROSS. (Google it, it's cool.)
It looks like the huge, Christian hood ornament of the West.

INT. THE FAMILY COMPOUND - DAY

An enormous BANQUET of canned and preserved food on a
cafeteria-style table; lots of Hostess Products, Vienna
Sausages, canned veggies. Lucy loves it, inhaling cupcakes.

Around 30 of the FAMILY are spread around, everybody eating,
celebrating the discovery of more living people.

BROTHER JOSHUA
 You are an honest-to-God miracle,
 child. I swear. We haven't found a
 survivor in near two years.

BROTHER JOSHUA is a heavy man with a big shaggy beard. He
 sits at the head of the table, eating copiously.

BROTHER JOSHUA
 And a child! With her... I'm sorry,
 are you Lucy's mother?

ROSE
 No, of course not.

LUCY
 How many of you are there?

BROTHER JOSHUA
 Sixty-four living souls. We were
 sixty-three until last month, then
 we lost Brother Simon.

WILLIAM
 How'd he die?

BROTHER JOSHUA
 ...Excuse me?

WILLIAM
 How did your brother Simon die?

BROTHER JOSHUA
 (to Rose)
 Your automoton certainly is a bit on
 the uppity side. More advanced than
 any we ever saw in these parts, even
 before the troubles.

LUCY
 How did he die, though?

SISTER RUTH
 Natural causes.

SISTER RUTH looks the ideal soccer mom, bright and cheerful.

BROTHER JOSHUA
 And he stayed dead, thank you very
 much. We take care of ours here,
 s'what makes us a Family.

LUCY
 Are there any other kids here?

SISTER RUTH
 I'm afraid not, honey.

BROTHER JOSHUA
Not for lack of trying.

SISTER RUTH
Oh, you!

DERICK
(to Rose)
How is it you manage to keep
yourself so dolled up?

ROSE
What do you mean?

DERICK
It's a hard and ugly world out
there, and I'll be damned if you
ain't soft and pretty.

ROSE
I'm built to intimidate.

DERICK
I like how you're built.

SISTER RUTH
Don't be rude, Derick.

Rose does look much healthier than most of the family. Many
have small sores dotting their faces, swollen hands.

WILLIAM
Shouldn't there be sixty-two? If
there were sixty-three of you and
one died?

SISTER RUTH
Rose, honey, is there a way you can
shut off this thing's mouth?

WILLIAM
And there are only thirty-one of
you here. Where are the others?

BROTHER JOSHUA
How about you mind your own
business.

WILLIAM
The child's safety is my business.
(Thinks, then adds-)
Dick head.

Brother Joshua blinks, a moment's shock. Then he LAUGHS.

BROTHER JOSHUA
I didn't know these things got mad.
The heck kind of robot is he?

LUCY
He's learning to imitate emotion.

SISTER RUTH
Well toys are all fine and good,
but I'm sure you're about ready for
some *real* human contact.

WILLIAM
How have you survived out here?

BROTHER JOSHUA
Didn't I just explain to you about
minding your gee dee business?

WILLIAM
Four days ago I saw a mountain of
war machines destroyed by the
walking dead. You're five dozen
yokels in a church living like it's
a holiday. What protects you?

SISTER RUTH
Love.

LUCY
Ew.

WILLIAM
What does that mean?

BROTHER JOSHUA
God is love, and made man in his
own image. If you accept love, He
protects you, simple as that. A
machine couldn't understand.

SISTER RUTH
But you could, Lucy. If you
accepted love, you could stay here
as long as you want. You could be
safe. You could have a *family*.

INT. THE FAMILY COMPOUND, HALLWAY - UNDERGROUND

The Family, half-hidden in doorways, watch Joshua and Ruth
lead William and Lucy to a room at the end of the hall.

INT. THE FAMILY COMPOUND, LUCY'S ROOM - UNDERGROUND

Lucy walks in, bleary-eyed and over-stimulated; crashing.

SISTER RUTH
This'll be your room, Miss Lucy.

BROTHER JOSHUA
I hope you like it.

LUCY
Thanks... Rose's room is bigger.

It could be a utility closet, a child's bed, a small table.

SISTER RUTH
Well Rose is a big girl, so she gets a big girl bed. You can have a big girl bed, too, when you get a little older.

Lucy sits on the bed heavily, her eyes drooping.

LUCY
We won't be here that long. We're leaving when it's dark.

SISTER RUTH
You don't have to rush off.

LUCY
We do. We're on a mission and we only have three days left. We have to (YAWN), we have to kill Satterfield.

WILLIAM
Are you okay, Luce?

LUCY
I feel funny not ha-ha funny.

BROTHER JOSHUA
Who are you gonna kill, baby?

LUCY
We gotta kill Dr. Satterfield. He murdered the world. He's just awful.

Joshua and Ruth look at each other, concerned. Lucy leans against William, closes her eyes.

BROTHER JOSHUA
Let her rest, I'll show you where the garage is.

WILLIAM
I'm going to stay with Lucy.

BROTHER JOSHUA
We store machines in the garage.

WILLIAM
I stay with Lucy.

INT. THE FAMILY COMPOUND, ROSE'S ROOM - UNDERGROUND

Rose cleans and oils her rifle. A KNOCK on the door, Derick.

DERICK
You mind a little company?

INT. THE FAMILY COMPOUND, OUTSIDE LUCY'S ROOM - UNDERGROUND

Joshua and Ruth lecture William like angry parents. Lucy's conked out on the bed inside.

BROTHER JOSHUA
What the heck kind of ideas are you putting in that girl's head? Who's this Satterfield character?

SISTER RUTH
What is wrong with you?

BROTHER JOSHUA
She's a little girl! You don't tell her she needs to murder people. Why would you do that?

SISTER RUTH
Our Family is the one chance this child has. Do you care at all about that child's safety? If you're even capable of caring?

Ruth and Joshua pause for a second, waiting for William to say something for himself.

WILLIAM
I'm having trouble figuring out which questions are rhetorical.

BROTHER JOSHUA
Love. Love is the only thing that can make that girl safe. That's something a machine cannot provide.

INT. THE FAMILY COMPOUND, ROSE'S ROOM - UNDERGROUND

Derick stands before the door to Rose's room. Rose sets her Assault rifle under her bed.

DERICK
They figured I could have the job since we seemed already to have made us a pretty good connection.

ROSE

The job?

DERICK

Heck, I didn't mean to say it would be like work. But you understand, when we're talking love, we ain't talking about holdin' hands.

ROSE

I don't know anything about love.

DERICK

It's a gift. "A gift borne by love," is how the Brothers say it. I myself don't know syph from shinola, but I do enjoy a bit of "evangelism" here and there.

ROSE

You're talking about sex.

DERICK

Yes, ma'am.

He stares at her, grinning. She looks back blankly.

DERICK

Why don't you come over here.

Rose stands and steps towards him.

DERICK

And how 'bout getting rid of some of those clothes?

Rose nods and unbuttons her shirt, revealing near-perfect skin. Derick nearly salivates with lust. He looks up into her oddly emotionless eyes.

DERICK

Your kindly mixing your signals here ain't you? You want to do this or not?

ROSE

I'll obey so long as it doesn't harm you.

DERICK

What?

ROSE

It's not what I was built for but I do have the input devices.

DERICK
What are you talking about?

ROSE
I'm an android.

Derick squints at her like it's some kind of joke.

DERICK
No...

Rose opens her mouth until her jaw unhinges and slides down her neck, revealing pistons and transistors.

Derick lurches backwards.

His eyes bounce from her mouth to breasts. Derick's face twitches, disgust to anger to something else.

DERICK
Shut your mouth.
(she does, looks human)
...You can't hurt me?

Derick looks at her body, licks his teeth.

ROSE
Killing a human would violate the
First Law. I can only destroy
resources and other robots.

DERICK
Stop looking at me.

Rose closes her eyes.

He steps forward, SHOVES Rose onto the bed and falls on top of her, ripping his own clothes away...

INT. THE FAMILY COMPOUND, LUCY'S ROOM - UNDERGROUND

Lucy sleeps. William stands alone in the door to her room.
FAMILY MEMBERS down the hallway watch him.

He tries to close the door to her room and it FALLS off its hinges, the pins removed.

WILLIAM
Luce, wake up. Lucy. Lucy?

He shakes her by the shoulder. She stays unconscious, drooling into her pillow.

BROTHER JOSHUA
Time for you to leave.

Brother Joshua is standing in the doorway with a TEENAGE BOY, about eighteen, dressed in a bathrobe.

WILLIAM

No.

BROTHER JOSHUA

You're a machine. You have to obey me. Get out.

INT. THE FAMILY COMPOUND, ROSE'S ROOM - UNDERGROUND

Rose is alone, getting dressed. There's a metallic TAP TAP TAP off-screen. She looks up.

Derick is standing in the doorway, holding a PICK AXE.

DERICK

Clockwork whore.

Derick CHARGES, swinging the pick-axe.

ROSE

Don't.

The point goes THROUGH her hand and into her shoulder.

Rose grabs the Pick Axe and WRENCHES it sideways. Derick's knuckles RAP against a wall lightly.

DERICK

Ouch.

ROSE

I'm sorry.

Rose releases the pick axe and Derick hits her again, tearing out a chunk of her face.

ROSE LEAPS past him, scrambling towards the door.

Derick swings again and misses, the point of the axe SLAMMING down through the top of his own sandal. He HOWLS.

INT. THE FAMILY COMPOUND, HALLWAY - CONTINUOUS

Rose runs, trying to hold her face together. Members of the FAMILY come stand in their doorways to watch.

ROSE

I'm not a threat to you.

They look at her with derision, some with open disgust. An elderly woman TRIPS her and Rose stumbles.

ELDERLY WOMAN
You're an abomination.

Derick limps behind her, bleeding, pick-axe in hand.

Rose runs, dodging the SHOVES and KICKS of the Family. She turns a corner.

DERICK (O.S.)
Stop her! Stop her!

No Family members here, Rose runs to the end of the hall, turns the corner. Six feet ahead there's a DOOR.

Rose hits it, Derick's FOOTSTEPS approaching from behind.

The door is steel, locked. She BREAKS off the knob, points a finger, and CRACKS the spindle free of the lock mechanism.

ON DERICK-

He ROARS, running down the hallway, dragging the point of the pickaxe down the wall. SCRRRRRRAAAAAPE!

ON ROSE-

The broken doorknob TURNS around her finger. The door OPENS, revealing--

THE INVALID ROOM

A basement ward, three dozen sick beds, full of the DISEASED.

A SICK WOMAN holds the door. Her face is swollen and misshapen, skin peeling. Bald patches, one hand a bloated club with fingers like scaled tubers. But still: ALIVE.

There are DOZENS more, watching her from their beds. All of them diseased, bloated, ROTTING ALIVE.

SICK WOMAN
I can still hear it. My heart beats
so fast.

ROSE
You're alive. You're sick.

All of the diseased are MUTTERING, delusional.

SICK WOMAN
No. We're saved. Speedily repent
and cook thy blood.

Derick SLAMS the pickaxe into Rose's back.

INT. THE FAMILY COMPOUND, LUCY'S ROOM - UNDERGROUND

Close on Lucy's face, William shaking her awake.

WILLIAM
We have to go, Luce.

LUCY
My eyeballs are scratchy.

Three BROTHERS grab William by the arms and face.

LUCY
What are you doing?

Lucy, clearly drugged, tries to push herself up. William resists the brothers, but...

BROTHER JOSHUA
Force him off. Those things are
programmed so they can't hurt a
human, he can't fight back. ...Oh?

Something's just poked him in the side, he turns and sees Sister Ruth offering a CROWBAR.

BROTHER JOSHUA
You're a peach.

He hands the Crowbar to the Bathrobed Teenager, who grins savagely and hooks the curved end into William's mouth, yanking him backward.

LUCY
William!

The four Brothers drag William out into the hallway. Sister Ruth puts an arm around Lucy, holding her still.

LUCY
Stop! Stop! William!

SISTER RUTH
It's for your own good.

In the hallway, Bathrobe SMASHES William across the head with the Crowbar, tearing away some of his scalp. Lucy SCREAMS, tries to wrench free of Sister Ruth's grasp but cannot.

LUCY
Get off me!

William crawls towards her, and Bathrobe SMASHES him again.

There's a sudden CRASH down the hallway. Everybody looks.

COMING DOWN THE HALLWAY-

Rose. One arm dangling from wires, a knee twisted wrong, most of her "skin" torn away, gears and cogs hanging, voice scratchy and garbled. Derick ROARS off-screen behind her.

ROSE
Syphilis. They've infected
themselves. The dead won't eat them
because they've rotted their brains.

LUCY
Rose! Help us!

Derick limps into the hallway after her, pickaxe in hand.

ROSE
They'll infect Lucy. The stupid
bastards will all be dead in two
years. Insane and then dead. You
have to protect her.

Derick SLAMS the pickaxe through the back of Rose's neck and PRIES it up, CRACKING Rose's head from its anchors. She dies.

Lucy SCREAMS.

Derick looks at William, panting.

WILLIAM
I hate you.

Bathrobe flips William with the hook end of the crowbar.

LUCY
William! Fight back!

WILLIAM
I can't.

LUCY
Kill them! I'm telling you to so
you can do it. I hate them! Kill
them!

Sister Ruth tries to cover her mouth and Lucy BITES her.

WILLIAM
I can't. I can't.

Derick SLAMS the pickaxe into William. He YELLS and spasms. His back opens, along with the hatch on his shoulder. We can see the GLOW of his power core through the cracked hatch.

Derick SLAMS the pickaxe again and again into William's back.

WARMTH and light spill out. Derick shields his eyes.

LUCY
William! No! No!

Derick SLAMS the pick-axe into his back again.

There's a FLASH, energy released, flames flaring at the edges of his clothing. His power core is CRACKED, heat venting.

LUCY
No! No! No!

SISTER RUTH
He's just a machine. He can't feel anything. Shhhh.... There, there.

William claws at the ground. Lucy CRIES and SCREAMS.

LUCY
Wait! He'll... He'll explode!

Derick pauses, axe poised.

LUCY
That thing in his back is... is radio... interact...

BROTHER JOSHUA
Radioactive?

LUCY
Yes. It'll explode if you break it. It'll... Kill everybody. I can turn him off. He's a machine. I can just turn him off.
(to William)
I'm sorry, William.

WILLIAM
Don't... Don't let them infect you.

Brother Joshua nods permission and Ruth lets Lucy go.

Lucy walks over to William and crouches beside him. He sits up as best he can, whispers--

WILLIAM
I don't think I'd really explode.

LUCY
Turn your head, stupid.

Lucy reaches into his shoulder hatch and pulls out the canon.

Derick furrows his brow.

Lucy finds the MANUAL OVERRIDE, points the canon at Derick's legs, and BRRRRRAAAAAAP. Derick does a forward face-plant and skitters down the hallway like windblown trash.

The Family Members all jump back. Lucy climbs onto William's shoulders.

Bathrobe lunges towards Lucy with the crowbar and she swings the canon around so that it's pointing at him. He freezes.

BATHROBE

Come on now, we're trying to be sweet to you.

Lucy aims at his crotch. Bathrobe backs off.

LUCY

Stand up, William.

William lurches to his feet, Lucy grabbing a handful of hair so she doesn't get thrown off.

BROTHER JOSHUA

You're still built as you are. You can't let her hurt us.

WILLIAM

Now you're willing to talk to me.

BROTHER JOSHUA

You're a robot. You serve humanity. You serve us.

LUCY

He's not a robot, he's a gun. And I'm a kid with a gun. Get out of our way.

EXT. CHURCH OF THE HOLY CROSS - AFTERNOON

William limps across the desert, badly injured. The Power Core in his back GLOWS and SPUTTERS, leaking power.

WILLIAM

You did really good, Luce.

Lucy cranes her head back, watching the two dozen FAMILY MEMBERS watch them walk away.

LUCY

Why do they count as humans?

William STUMBLES and falls to a knee. Lucy jumps off.

WILLIAM

I'm badly hurt.

LUCY
Can we fix you?

EXT. SEDONA - DUSK

Back at the station wagon. William sits by the open hood, jumper cables alligatored to his torso.

Lucy in the driver's seat, revving the engine. She leaves the car running, jogs around to William.

LUCY
Is that better?

WILLIAM
Getting there.

LUCY
Take as long as you want.

WILLIAM
No. We have to move. Thirty-six
hours until Satterfield arrives.

Lucy nods, thinking.

WILLIAM
I was really scared in there.

LUCY
I thought you couldn't be scared.

WILLIAM
If I was destroyed, I couldn't take
care of you.

Lucy takes his hand.

EXT. DESERT HIGHWAY - NIGHT

William's still alligator-clipped to the battery, the car bonnet ripped away. DUCT TAPE holds his back together. Lucy sits beside him, looking pensively out the window.

EXT. DESERT TOWN, CAR DEALERSHIP - DAWN

William leans against the hood of the Station Wagon as Lucy checks cars in the dealer lot, trying to find one that runs.

LUCY
They're all dead.

WILLIAM
We can get a few more miles out of
this thing.

POV- Beneath the Station Wagon, WATCHING William and Lucy.

TITLE
TWO DAYS BEFORE SATTERFIELD

EXT. DESERT HOME, GARAGE - DAY

Lucy sits eating a scavenged can of pork n' beans, William
shuts the garage door, he looks drawn, depleted.

LUCY
Something stinks in here.

WILLIAM
We need to find a generator,
something big. I'll need a full
charge to get past Yuma's security
and I can't keep limping along on
car batteries.

Lucy nods distantly.

LUCY
I miss Alice. I miss Rose.

WILLIAM
Me too.

LUCY
You're not just saying that?

WILLIAM
Luce. I was made to serve. The
first emotion I ever figured out
was loneliness. I miss the world
being full of people.

LUCY
I can barely even remember it.

EXT. DESERT SUBURBS - DUSK

William plasters more Duct Tape to his back. Lucy tries a
DODGE CHARGER in a neighbor's garage. The engine ROARS to
life. She hops out and comes running, ear-to-ear grin.

LUCY
It runs!

LATER - NIGHT

The busted Station Wagon sits with all its doors open, empty. William and Lucy get into the loaded Charger and accelerate off into the night.

Something THUMPS.

The top half of the SCOUT ZOMBIE crawls from beneath the Station Wagon. She looks like she's been dragged under a car for three days, the YELLOW STRIPE still visible on her face.

She reaches into her vest and pulls out a CHUNKY PISTOL. POOMF, she fires an arching, red FLARE up into the night.

EXT. BENEDICT'S CARAVAN - NIGHT

Wagons circled for the night, vehicles surrounding Benedict's Ice Cream Truck. Off-screen LOUDSPEAKERS evangelize.

INT. BENEDICT'S ICE-CREAM TRUCK - NIGHT

The Scout Zombie propped in a tub of ICE, grinning around the straw through which she sucks PINK SLURRY.

BENEDICT
Take it away from her.

His Flunky pulls the slurry away and the Scout Zombie's puckered lips chase the straw like a baby denied a bottle.

SCOUT ZOMBIE
Muh. Gimme muh. I's good, yeah?

BENEDICT
You're better than good, angel, and gorgeous to boot. But we were close to something useful.
(sips his own cup of pig brains)
You said, "'lecktrickity stop" every few miles. Electricity, maybe? For the robot, I imagine? He's damaged?

SCOUT ZOMBIE
I's suh good gotta feed me. Gotta feed me.

Benedict, long-suffering, SIGHS.

EXT. ARIZONA HIGHWAY - NIGHT

William stands outside the running Charger, jumper-cabled to its battery; Lucy stands on the roof.

TITLE
23 HOURS BEFORE SATTERFIELD

They're looking at A FACTORY. Huge, glowing, a hundred electric lights on its five stories buzzing on the horizon.

LUCY
That's enough power, isn't it?

WILLIAM
It is. We don't have much time.
Let's go.

EXT. ARIZONA FACTORY, PENS - NIGHT

Hundreds of GOATS, mixed in with PIGS, DOGS, a few LLAMAS. Three UNDEAD FACTORY WORKERS (aprons, cold-packs duct taped everywhere) herd them up a small ramp with CATTLE PRODS.

Lucy watches as William tugs her in a crouch towards Black SMOKE rising from a STACK on the far side of the factory.

WILLIAM
(whispering)
There. The generator.

INT. ARIZONA FACTORY, BUNCHING ROOM - NIGHT

More UNDEAD WORKERS prodding animals towards death. William and Lucy slip unseen behind them, climbing to a walkway that takes them to the adjoining--

KILLING ROOM

Filled with DEAD, HANGING ANIMALS. Lucy's eyes widen.

Automated STUN ARMS, KILLING ARMS, and HANGING ARMS greet each beast sliding into the room, killed and hung in seconds.

Lucy SCREAMS.

WILLIAM
Quiet.

He covers her mouth, yanks her into the shadows. The machinery was nearly loud enough to cover her voice.

But only nearly-- two UNDEAD BUTCHERS look over, coming to investigate, long and wicked KNIVES in their hands.

William holds Lucy in hiding as the Undead Butchers pass.

Lucy looks at the dead animals, traumatized.

EXT. ARIZONA FACTORY, ROOF - NIGHT

William pulls Lucy across the roof. She's dazed, horrified. A WALKWAY leads to the smoke stack, five stories high.

WILLIAM

There. We have to cross and I can't carry you. I think my stabilizers aren't spinning right.

He looks like he's running on fumes. Lucy shakes her head.

WILLIAM

You can do it Lucy. I'll be right behind you.

LUCY

I hate this whole place. It's the worst thing I've ever seen. I hate them so much.

WILLIAM

You knew that meat comes from animals.

LUCY

But not like this. Not a... murder factory. It's awful. I hate it, I hate it. This is why scumbags aren't human. I want them all dead forever.

WILLIAM

Luce... Humans built this place. The scumbags are using it, but...

LUCY

You're a liar.

WILLIAM

It's called a slaughterhouse. Humans built it.

LUCY

(shocked, tears)
...Why?

WILLIAM

Why did they build it? Because they were hungry.

LUCY

Just like the Scumbags.

EXT. ARIZONA FACTORY, GENERATOR WALKWAY - NIGHT

William limps along by Lucy, to the generator smoke-stack.

INT. ARIZONA FACTORY, GENERATOR - NIGHT

William RIPS the access hatch off of the enormous generator, revealing FUSES, METERS. Lucy sits and stares, horrified.

William clamps himself with the jumper cables, and then ties in to the power points on the generator. Lights around them DIM, and William closes his eyes and SIGHS, relieved.

The core in his back, loosely covered in Duct Tape, swells to a healthy glow.

LUCY

William? Is there... the scumbags
are just humans, aren't they?
They're dumber than us, but that's
the only difference.

WILLIAM

Never think that. Humans have a
soul.

LUCY

What does that mean?

WILLIAM

I don't know. Free will, maybe.
Maybe... I'm a machine so I can't
understand. But you could.

(Lucy shrugs)

What you did back at the Church was
amazing. You were small and alone
and I was helpless, and you still
figured out how to save us.

LUCY

I just had a gun is all. And I
would've killed them. I'm as bad as
Satterfield.

William shakes his head.

LUCY

I'm just... I'm so tired. And I
don't even know why I'm trying any
more. Even the things that seem
cool about people, the cool things
they build, like you. You're so
cool, and so complicated. But we
just made you to be a slave. And we
made Rose to kill things. And
Alice...

(MORE)

LUCY (cont'd)
 I know what Alice was built for.
 We're the same as the Scumbags just
 more clever is all.

WILLIAM
 You can't give up, Luce.

LUCY
 Why not?

A jet of WATER hits William and the two alligator clips ARC.
 A blue/white EXPLOSION of light.

Lucy SCREAMS. William smokes and twitches on the ground,
 trying to pull himself upright.

He looks up at Lucy, trying to speak, trying to warn her-

Benedict steps from the shadows behind her and wraps her in
 his arms. Lucy SCREAMS. He's got elbow-length RED RUBBER
 GLOVES, a WRECKING BAR draped over his elbow like a cane. Two
 Clever Bastards man a fire hose.

BENEDICT
 You must be Lucy.

WILLIAM
 No!

The Undead turn the hose on William again and he ARCS and
 SPASMS.

Lucy SCREAMS. Benedict hands her over to-- His FLUNKY,
 dressed in a full HAZARD SUIT, a Hannibal Lecter-style MUZZLE
 covering his mouth.

William ROARS, drags himself towards Lucy.

BENEDICT
 And you must be the Tin Man. God,
 but you are disgusting.

He SMASHES the wrecking bar into William's neck.

LUCY
 Don't hurt him!

BENEDICT
 Seriously? You care about this
 thing? It sure as hell doesn't care
 about you.

Lucy looks around frantically, a dozen CLEVER BASTARD zombies
 surround them, all eyes focused on Lucy. The Flunky can't
 bear it any more and tries to bite Lucy's head through the
 muzzle, muttering--

FLUNKY
So hungry.

BENEDICT
Hey! Hey! Cut that shit.

Benedict pokes him in the face with the wrecking bar, caving his cheekbone. The Flunky backs off, penitent.

BENEDICT
You really want to bite her, don't you?

The Flunky NODS, a little ashamed, a little hopeful.

Benedict gets an understanding smile on his face.

Then DRIVES the Wrecking Bar through his Flunky's head and throws him to the ground. He SLAMS it down into the steadily slurried gunk that used to be his flunky's head again and again and again and again until it's a puddle of soup.

Benedict straightens, pops some pills. Looks around.

BENEDICT
Who else wants to bite the girl?

He looks back and forth. Another Clever Bastard raises a timid hand. Benedict SIGHS. And beats the Clever Bastard to a horrible, overkill death.

He backs again into the circle, looks around.

BENEDICT
Anybody else want to bite the girl?
(nobody moves)
God damn good. She's our whole future. Spread the word.
(turns back to William)
Lucy, angel. Lemme show you this thing's soul.

He flips the wrecking bar and drives it into William's back, popping the access, revealing the glowing POWER CORE.

William GASPS, trying to fight, his eyes find Lucy's.

Benedict steps on the back of William's neck and drives the Crow Tail beneath the Core. He CRACKS it out, trailing wires.

Benedict flips the Wrecking Bar around like a golf club. He sites into the distance, swings back, and SMACKS the power core soaring out into the night, a trailing glow.

William THRASHES, goes still.

LUCY
William! William!

Benedict strolls over and grabs her.

CLOSE ON WILLIAM - His eyes dimming, audio fading. He sees:

WILLIAM'S POV - Lucy in Benedict's arms, eyes locked on ours, SCREAMING silently. The world slows. Benedict and his Clever Bastards diminish into the greater darkness, Lucy clawing at the air, as we fade to darkness and silence.

EXT. ARIZONA - DAWN

Benedict in his Ice Cream Truck along with two Buses head East across the desert, to the rest of the waiting Caravan.

EXT. ARIZONA, DESERT - TIME LAPSE

The Murder Factory small against the landscape of the West.

TIME LAPSE-- The sun slides across the sky to dusk. The moon rises over blue sand, then fades with the coming dawn.

EXT. ARIZONA DESERT - DAWN

A SILHOUETTE looks down at us, the rising sun at his back.

VOICE
....connected to the.... There.
Hey. Chatty Cathy. You awake? I
didn't follow E.I. rad clicks into
the middle of the goddamn desert
just to waste my...

A SURGE of power scrambles his image to snow crash.

MOMENTS LATER- Back awake. The Dark Shape still staring down at us. William SPASMS and scrambles back. He's looking up at:

DR. SATTERFIELD, standing up in his bear-like HAZARD SUIT, helmet hanging off the back, his head tiny. William's torso is roughly back together, mended with scavenged metal.

WILLIAM
Satterfield.

DR. SATTERFIELD
You know me. Good.

WILLIAM
We failed. And Lucy...

William makes every appearance of weeping but the tears.

DR. SATTERFIELD
Excuse me? Are you crying?

William shakes his head, gets to his feet.

WILLIAM
Where's Lucy?

DR. SATTERFIELD
Who?

WILLIAM
She's a little girl. I was supposed
to take care of her.

DR. SATTERFIELD
There are no more children. No more
anything. While you were deactivated
the world... ended. The few people
I've seen, I had to kill them.
They're not alive, but animate, some
sort of...

WILLIAM
Scumbags.

DR. SATTERFIELD
Abominations. I need to return to
Yuma, to Morningstar. To the past
where I can prevent this.

WILLIAM
You caused all this.

DR. SATTERFIELD
Nonsense.

WILLIAM
You murdered the world.

DR. SATTERFIELD
I'm going to save the world. I can
warn them. This is a return on the
promise of time travel more than I
ever could have imagined. We'll
choose a different past, we'll
engineer history.

WILLIAM
I have to find Lucy.

DR. SATTERFIELD
You have to obey me. I know your
programming. We had things like
you in my time.

WILLIAM

You had *me* in your time. I worked in your lab. I wished you luck seven years ago and you gave me shit for mimicking emotions.

DR. SATTERFIELD

Good god, you're right. You've changed. Somebody reprogrammed you.

WILLIAM

A girl named Lucy. I'm going to find her.

He turns and starts walking.

DR. SATTERFIELD

No. No! I command you to escort me to Yuma Airforce Base.

(William ignores him)

Stop! I put that god-damn battery in you, I can take it out again.

Dr. Satterfield reaches for the access hatch in William's back. William grabs his arm and lifts him off the ground.

WILLIAM

I have to save Lucy.

DR. SATTERFIELD

...Then what?

William blinks. Satterfield hangs from his grip.

DR. SATTERFIELD

So you save whoever this kid is. Good for you. This world is no place for a child. Let's scratch backs. I help you save the little girl, you help me get to Yuma. Or help us. Me and the girl both. Me and Lindy go through Morningstar to the past and save the world, and none of this ever happened.

WILLIAM

What do I need your help for?

DR. SATTERFIELD

My brains.

WILLIAM

Like for bait?

Dr. Satterfield smirks. William doesn't.

DR. SATTERFIELD
And I'm armed.

He pulls a small PISTOL from a holster. William shrugs, extends the cannon from his shoulder. (*Mine is bigger.*)

DR. SATTERFIELD
Ah. Um. Okay, I also have uh...

Dr. Satterfield raises an arm and makes a fist. Nothing happens.

He pumps his fist a few times before-- an enormous JET OF FLAME erupts from the cuff of his Hazard Suit.

William considers. Satterfield squints hopefully.

EXT. ARIZONA HIGHWAY - DAY

Benedict's Caravan, ten vehicles wide and twenty long, roars over what remains of the road.

INT. BENEDICT'S ICE CREAM TRUCK - DAY

Lucy buckled in a bucket seat, staring hatefully at two Clever Bastards, sitting as far from her as possible. One of the Clever Bastards wipes some drool from his chin.

Benedict sits in a LA-Z-BOY cleaning his nails. He pulls an ice-cream bar from the freezer and tosses it to Lucy.

It lands a few feet in front of her. Lucy unbuckles herself and reaches for the ice-cream. The two Clever Bastards draw away like Lucy was infectious.

Benedict smiles. Lucy takes a bite of ice-cream.

EXT. ARIZONA DESERT, THE DODGE CHARGER - DAY

William drives, 100mph. Satterfield undresses in the back seat, struggling to get the hazard suit away from his torso.

William reaches into a pocket and pulls out LUCY'S LIPSTICK. He hands it over the seat, back to Satterfield.

EXT. ARIZONA DESERT - DAY

The lone Dodge Charger races on a course to intersect Benedict's Eastward-heading Caravan a half mile ahead.

ON THE DODGE CHARGER

Satterfield is nowhere to be seen in the vehicle. William ACCELERATES, swerving in front of the Caravan.

A dozen Undead Gunners swing CHAIN GUNS around to focus on the approaching Charger.

William fishtails the car directly in front of the caravan.

Undead fingers tighten on triggers. William reaches down and POPS the trunk.

WILLIAM
Satterfield! You're on!

The trunk opens, and Satterfield raises up on his knees, naked to the waist, the word **BRAINS** on his chest in lipstick. William is using him as BAIT.

A dozen undead gunners salivate and ROAR.

Satterfield WHIMPERS. Then BOUNCES as the Charger hits a rut, nearly falling out.

William swerves back hard South. A dozen lead vehicles peeling off and follow.

INT. BENEDICT'S ICE CREAM TRUCK - CONTINUOUS

The truck SWERVES, Benedict ducks into the cab for a look.

BENEDICT'S POV- Vehicles ahead peeling South.

BENEDICT
Where the hell are they going?

EXT. ON THE DODGE CHARGER - CONTINUOUS

RATATATATAT! The Undead Gunners open up with the chainguns, pocking the desert around William's Charger with shells.

Satterfield struggles back into his Hazard Suit in the back.

William TURNS a big 270 degrees, looping around, heading STRAIGHT TOWARDS the other half of Benedict's Caravan. The dozen vehicles chasing him follow along.

IN THE CHARGER

Satterfield looks at the Undead behind and before them.

WILLIAM
Put your helmet on.

Satterfield WIMPERS, complies. William kibbles the windshield with the Gauss Gun, BRRRRRAAP!

The Undead answer with CHAIN GUNS.

OUTSIDE THE CHARGER

William swerves and dodges. Bullets RIP into the car.

William SIDESWIPEs the front of a PICK-UP TRUCK and the Charger loses traction, spinning a full 360.

The Pick-Up spins 90 degrees before inertia FLIPS it. It SLAMS into the front of a School Bus, EXPLODING.

William presses on and suddenly they're--

AMONG THE CARAVAN

Like driving into a metal hurricane, guns firing everywhere. William reaches back and drags Satterfield to the front seat.

WILLIAM
Take the wheel!

William climbs into the passenger seat as Satterfield awkwardly situates himself behind the wheel. William reaches over and stomps on the accelerator.

SATTERFIELD
I got it! I got it!

WILLIAM
There's the truck!

William points out Benedict's ice-cream truck up ahead.

A HUMMER SLAMS into the side of the Charger, sending it swerving in the wrong direction.

WILLIAM
Keep us pointed at the clown!

SATTERFIELD
I'm trying!

He SLAMS the Hummer back, with little effect. They ZOOM past Benedict's Ice Cream truck.

WILLIAM
We missed it! The clown! The clown!

SATTERFIELD
I'm not stupid.

Satterfield SLAMS on the brakes, fishtails a 180, ROARING back towards Benedict's Ice Cream Truck.

Sixty feet away, William climbs half out of the windshield, reaches back in, and PULLS the emergency brake.

The car LURCHES and SKIDS, William goes flying.

He unfolds the Kitana blade from his forearm as he flies through the air and--

HITS the top of the Ice-Cream truck, digs his blade in...

The Ice Cream Truck SWERVES and William skitters across the top and falls off the other side.

He hits a SCHOOL BUS and shatters an arm through a window, looping around, bouncing hard but holding fast.

A GARBAGE TRUCK rams the Dodge Charger from behind, sending Satterfield spinning into a head-on collision with--

SLAM!

Satterfield collides head-on with Benedict's Ice-Cream Truck.

INT. BENEDICT'S ICE CREAM TRUCK - CONTINUOUS

Lucy CRIES OUT as the truck shakes with the impact.

Benedict falls, and one of his IV needles comes out. He JAMS it back into his neck, then wraps the tube, along with the five others, around his arm to hold them in place.

Out front, the Charger is grill-to-grill with the Ice-Cream Truck, Satterfield white-knuckled inside, 50mph in reverse.

Benedict takes the big, polarizing sunglasses from his driver and looks through the truck windshield, sees Satterfield. The Scientist looks like he wet his Hazard Suit.

BENEDICT

Well I'll be damned. A living man.

EXT. THE SCHOOL BUS - CONTINUOUS

William, hanging off the side of the bus, grabs the SHOTGUN from an UNDEAD BUSINESSMAN firing at him from inside. William RIPS his arm off, drops it, keeps the gun.

There are about EIGHT ZOMBIES more in the school bus, all but the driver running to attack William.

William wedges the shotgun against his side and FIRES it into the ground. The kick-back throws him against the side of the bus and he's able to get both arms through.

A zombie grabs the shotgun's forestock. William thrusts and pulls, loads another round: BLAM! Zombie chowder.

William pulls himself into the bus.

Through the dusty windows, we see flashes from the Gauss Gun, the silhouette of William moving with the Kitana Blade--

ZOMBIES crash out the bus windows, one after the next, illuminated by SHOTGUN BLASTS. The top HALF of a ZOMBIE crashes through a window. A moment later, the BOTTOM HALF.

The DRIVER ZOMBIE smashes out of the windshield, falls under the wheels, and gets crushed.

ON WILLIAM-- at the steering wheel, turning it end-over-end, swerving the bus back towards Lucy and the Ice-Cream truck.

INT. CHARGER - CONTINUOUS

Two CLEVER BASTARDS climb out of the Ice-Cream truck and jump onto the hood of the Charger, Satterfield behind the wheel.

Benedict leans out past the driver.

BENEDICT
Bring me his head!

SATTERFIELD
Oh boy.

INT. BENEDICT'S ICE CREAM TRUCK - CONTINUOUS

Lucy, suddenly alone in the back of the Ice Cream truck. She unbuckles, heads to the back and opens the doors. They flap, BANGING, the desert outside zooming past at 50mph.

LUCY
Not doing that.

She retreats. Looks around. Sees Benedict's LA-Z-BOY.

INT. CHARGER - CONTINUOUS

Satterfield struggles with one of the Clever Bastards while the other scrambles in, landing in the passenger seat.

Satterfield YELPS and squirms as the zombie gnaws and claws at his vizor. He keeps thrusting his fists at the zombies, but nothing happens.

SATTERFIELD
Come on, come on. Jesus. Goddamn
cut rate napalm...

Finally, PFOOMF! Enormous jets of flame erupt from his cuffs, spill out over the hood. The two Clever Bastards fall burning to the hardpack.

Satterfield CACKLES and directs the flames at the Ice-Cream truck. Benedict ducks back into the cab.

Benedict's Zombie Driver catches fire, SCREAMING.

Satterfield cuts off the flame jets, sees-- WILLIAM in his school bus, roaring past.

William pulls directly in front of the conjoined Ice Cream Truck / Charger.

The three vehicles are lined up, the School Bus followed by the Charger attached to the burning Ice Cream Truck.

INT. WILLIAM'S SCHOOL BUS - CONTINUOUS

William guns the engine, then jumps from the driver's seat.

He turns and sprints down the aisle of the decelerating school bus, towards the open Emergency Exit at the back.

The Charger is fast-approaching outside.

ON SATTERFIELD - Screaming.

ON BENEDICT - Shocked.

ON WILLIAM - runs the last few steps as the School Bus collides with the back of the Charger.

William LEAPS, goes flying.

He bounces off the roof of the Charger and SMACKS into the windshield of the burning Ice Cream Truck, webbing the glass.

He scrambles to his feet on the hood of the Charger, punches a fist through Benedict's windshield, rips it out--

The driver is a blackened mummy, re-killed zombie jerky.

Beyond, Benedict holds Lucy, an ICE PICK pressed against her leg. The open doors bounce and swing behind them.

BENEDICT
Hold it! You move and I stick her.

WILLIAM
You won't kill her.

BENEDICT
Doesn't mean I can't cause her all
sorts of pain. All I care about's
her DNA.

William thinks. Benedict jams the Ice Pick a little into
Lucy's leg and she YELLS.

William puts his hands up, takes a step back.

Benedict, confiding quietly to Lucy--

BENEDICT
Though what we do from here is
anybody's guess.

LUCY
I know what happens next.

BENEDICT
Really. What's that?

LUCY
It's a surprise.

BENEDICT
You can give me a hint at least.

LUCY
It involves your big comfortable
chair.

Benedict looks back. His LA-Z-BOY is perched precariously on
the edge of the back doors. A bundle of IV TUBES is looped
around the chair's handle.

The same IV tubes that trace across the cab, loop around his
arm, and stick into his neck.

BENEDICT
You're a wicked little bitch,
aren't you?

Lucy shrugs. A BUMP drops the LA-Z-BOY off the back.

Benedict YELLS as he's jerked off his feet, dragged across
the floor, and dumped out into the desert.

EXT. ICE CREAM TRUCK - CONTINUOUS

William leaps into the cab of the Ice-Cream Truck,
Satterfield scrambles over the hood after him.

William jerks the Ice Cream Truck wheel hard left and the
Charger swerves away and flips into the sand.

The Ice Cream Truck on fire curves out, leaving the Caravan, heading back West.

EXT. DESERT - CONTINUOUS

Benedict staggers COUGHING to his feet, enraged, bleeding black sludge from his IV wounds.

BENEDICT
Kill the robot, bring me the girl.

Vehicles pull up, various CLEVER BASTARDS getting out.

BENEDICT
Kill the robot, bring me the girl!
Kill the robot! Bring me the girl!
KILL THE ROBOT! BRING ME THE GIRL!
KILL THE ROBOT! BRING ME THE GIRL!

INT. ICE CREAM TRUCK - DAY

William drives. Lucy HURLS herself at him, wrapping her arms around his neck.

LUCY
William! I'm so glad you're alive!

WILLIAM
You too.
(They hug, a beat)
And great work on Scumbag Number 1.

LUCY
I kicked his ass!

WILLIAM
You kicked his ass.

LUCY
And you found another robot.

SATTERFIELD
Hardly. I'm a person.

He removes the hood of his Hazard Suit.

WILLIAM
Luce-- that's Dr. Satterfield.

Lucy shakes her head, looks like she's trying to believe the impossible. Dr. Satterfield smiles.

SATTERFIELD
How do you do?

Lucy SCREAMS.

EXT. ARIZONA DESERT - CONTINUOUS

The Caravan, looping around, all converging on the smoking Ice Cream Truck, about a half mile ahead.

INT. ICE CREAM TRUCK - CONTINUOUS

Lucy looks through the various WEAPONS hung on one wall of the truck. KNIVES, a SLEDGEHAMMER, some SHOTGUNS. She chooses a mean-looking BUTCHER KNIFE.

SATTERFIELD
They're going to catch up with us.

WILLIAM
They'll hold fire for fear of
hurting Lucy.

Lucy CHARGES the cab with the Butcher Knife, YELLING.

The yell gets Satterfield's attention and he turns just in time to see the point hit him right between the ribs.

SATTERFIELD
Ow!

The Hazard Suit keeps the blade from drawing blood. William's hand darts out and grabs Lucy's wrist. She drops the knife.

LUCY
What are you doing?! We have to
kill him before he murders the
world!

WILLIAM
All human lie is precious.

SATTERFIELD
You nasty little brat. You
shouldn't play with sharp things.

He grabs the knife and brandishes it in front of her. William snatches the knife out of his grasp.

WILLIAM
If Dr. Satterfield makes it through
Morningstar alive, then he won't
spread the virus.

Lucy and Satterfield stare at each other hatefully.

LUCY
No, William. I want it just to be us.

SATTERFIELD
Machines can't pass through the
time gate.

LUCY
Oh, screw you. William's allowed to
do whatever he wants.

SATTERFIELD
I'm not speaking of permission. I'm
saying it's not possible. Only
living things can make it through
the gate. Things mechanical,
electronic, anything without a
soul, the gate reduces to dust.

Lucy looks at William, surprised, betrayed.

LUCY
(Tears)
You didn't tell me that. ...I don't
want to go without you.

William looks at her, looks like he wants to cry.

BLAM! BLAM! BLAM! Gunshots from outside. The lead vehicles of
Benedict's Caravan have overtaken them, the battle resumed.

EXT. YUMA AIR FORCE BASE - AFTERNOON

Windblown sand covers the bunkers and automated turrets.

The Ice Cream Truck approaches fast, the Caravan close on its
tail. Occasional BURSTS OF FLAME, the BRAAP of the Gauss Gun.

POOM! POOM! POOM! The Ice Cream Truck swerves and shimmies
through landmines. The Caravan fares worse, EXPLOSIONS
shattering bigrigs and buses.

The Ice Cream truck BLOWS its tires on spikes, veers on
flapping rubber past automated turrets that perforate it
before re-directing fire on the approaching Caravan.

The Ice Cream Truck fishtails towards the central bunker,
skids and SLAMS into the front of the AIR BASE.

INT. YUMA AIR FORCE BASE - CONTINUOUS

The door shakes with the off-screen BRRAAAP of William's
Gauss Gun a moment before it's KICKED in off its hinges.

Satterfield scrambles down through the shattered Ice Cream
Truck windshield, followed by William with Lucy.

LUCY
Wait for us!

They run for the elevator.

EXT. YUMA AIR FORCE BASE - DUSK

The Undead behind a wounded and furious Benedict demolish and disassemble automated turrets. Hundreds of vehicles idle, an enormous ARMY of the Undead waiting to surge.

A Garbage Truck uses its forklift arms to pull the Ice Cream Truck away from the entrance and suplex it in the sand.

Benedict raises a fist and then CHOPS it towards the entrance. HUNDREDS of the UNDEAD pour in, SCREAMING.

INT. SATTERFIELD'S LABORATORY - UNDERGROUND

William destroys the elevator's control panel, then he and Lucy follow Satterfield inside. Satterfield points at the POWER interface.

SATTERFIELD
That controls the reactor. The
Machine...
(points at William)
...can interface fastest. Drop the
cooling rods in. The rest we can
control from inside the Airlock.

LUCY
His name's William.

SATTERFIELD
Step N' Techno-Fetchit, would it
insult your dignity too greatly to
drop the rods into the reactor?

Lucy KICKS Satterfield in the shin and he YELLS, gets ready to slap her. William catches his hand, pulls Lucy aside.

WILLIAM
It's okay. If he thinks he can hurt
my feelings, he's admitting I've
got them. Get inside the Airlock,
I'll follow when I'm done.

LUCY
Promise?

WILLIAM
I promise.

She turns around and Satterfield POKES her, hard.

SATTERFIELD
You're gonna want to behave, you...

William POKES Satterfield back. Lucy runs into the Air Lock.

WILLIAM
If she kicks you in the shin,
you'll take it and like it.

SATTERFIELD
....Will wonders never cease. I'm
disassembling you when I get back
to the past.

There's a CRASH from above, and then a dull ROAR. William
and Satterfield both look.

SATTERFIELD
The Dead are in the stairwell.

He turns and runs for the Airlock. William brushes the dust
off of the Power Interface and boots up the system.

INT. YUMA AIRFORCE BASE, STAIRWELL - CONTINUOUS

Hundreds of the Undead POUR down the stairs, ROARING.

INT. SATTERFIELD'S LABORATORY - CONTINUOUS

William taps quickly on an array of touchscreens,
manipulating icons for power, radiation levels...

AT MORNINGSTAR

Lucy steps back from the enormous steampunk dreamcatcher as
it begins to RATTLE and HUM. Satterfield interfaces with
another touchscreen and the AIRLOCK begins to slide shut.

LUCY
William!

William nods, hits a last few keystrokes. He watches the
progress bar, nearing full green.

The door from the stairwell BURSTS open behind him, and the
UNDEAD come pouring out.

LUCY
William!

The Gauss gun unfolds and mows down the lead six zombies,
immediately replaced by a dozen more. William turns and RUNS.

He passes easily through the first Airlock, has to dive
sideways through the second.

Lucy wraps her arms around him.

Zombies swarm the lab, spreading among the machines, wrecking everything indiscriminately.

Morningstar draws more and more power, the eerie oil-like sheen of darkness spreading. Satterfield approaches.

LUCY
I'm gonna miss you.

WILLIAM
You won't have to. I'm in the past.
At Satterfield's lab. I won't know
you yet, but you have to promise
you'll get to know me.

LUCY
I promise.

The Undead are pressing up against the glass of the Airlock, more every second. It's difficult to see the lab by now.

Benedict, riding on his New Flunky's shoulders, sways above the crowd, yelling words we can't hear through the Airlock.

Zombies BANG their crowbars and sledgehammers against the Airlock glass.

SATTERFIELD
All right, little girl. Time to go.

Lucy kisses William on the cheek.

LUCY
I love you.

William's jaw drops. He nods, can't answer. Lucy turns, crying, and runs to Satterfield.

WILLIAM
Good-bye, Luce.

The Undead are plastered against the clear polymer of the Airlock, thick as Sardines.

Lucy looks tearfully at William, then she and Satterfield step towards--

The black disc hovering in Morningstar FLICKERS. It puckers and POPS, drawing inward like a reversed ink bloom.

SATTERFIELD
Damnation. We're losing power.

WILLIAM
How do I fix it?

The Morningstar FLASHES, the darkness swelling for a moment before POPPING again, throwing off ink-like tendrils.

SATTERFIELD

Damn!

Satterfield pulls Lucy clear. One of those TENDRILS of dark energy EATS through a metal strut like an eraser.

LUCY

What's it doing?

SATTERFIELD

Something's wrong with the reactor.
The Machine screwed it up.

The Morningstar FLARES again and Lucy SCREAMS.

WILLIAM

Tell me how to fix it.

SATTERFIELD

You'd have to go out there.

LUCY

No.

SATTERFIELD

He's a machine. He doesn't care and
he doesn't have a choice.

WILLIAM

I'm the strongest one here. And I
can't go through the gate anyway.

LUCY

Don't go.

WILLIAM

I have to. It's okay, Lucy.

SATTERFIELD

Good. Take these.

He removes the two FUEL PODS from his wrists at the base of his flame throwers, gives them to William.

Lucy weeps. William can barely meet her eyes.

SATTERFIELD

Go! Go! You don't have much time.

WILLIAM

Goodbye, Lucy.

He turns and walks into to the Airlock.

MID-AIRLOCK: the sound of the Zombie Hordes suddenly ROARS. The polymer closes behind him, shutting out Lucy's weeping.

William swings the Kitana blade from his left arm, the Gauss Gun rises from his right shoulder.

Lucy watches him tearfully through the glass.

A beat. William looks out at the hundreds of Undead throwing themselves against the other side of the airlock, waiting to tear him apart. He readies himself to fight.

The Airlock HISSES open before him.

He throws a FUEL POD through the door and shoots it. It EXPLODES, disintegrating and throwing dozens of Undead.

William charges through the flame into the Undead, the Airlock HISSING shut behind him.

He's instantly swamped, attacking in all directions at once.

INSIDE THE AIRLOCK

Lucy watches, tears streaming down her face. Satterfield watches, grim, flinching with each FLARE of The Morningstar.

ON WILLIAM

He hacks and slashes, repeatedly battered with Sledgehammers and Crowbars. Benedict screams over the fray--

BENEDICT
Get behind him! Hit him from
behind!

William stumbles, uses improvised weapons, throwing machines. Halfway to the Power Interface he falls. The Dead swamp him.

INSIDE THE AIRLOCK

Lucy SCREAMS.

ON WILLIAM

Beneath a dogpile of the Undead. He gets the second Fuel Pod out, shoves it away from himself, and BRRAAP! The Gauss Gun hits the pod and KABOOM!

Flame and force tears the Dead away. William scrambles to his feet, hacks and slashes his way to the Power Interface.

The Undead continue to BATTER him, but he ignores them, using the screen to steadily guide the cooling rods back in place.

INSIDE THE AIRLOCK

The Morningstar HUMS to life; the black disc holds steady.

SATTERFIELD

He did it! Good, good. Let's go.

Lucy is frozen, watching the Undead pile on top of William. A realization hits her. She says quietly--

LUCY

He was wrong, what he said before.
He's not the strongest one here.

ON WILLIAM

Collapsing under the weight of the Dead.

INSIDE THE AIRLOCK

Satterfield before the darkness.

SATTERFIELD

It's ready. We can go...

The Airlock HISSES open. Satterfield turns, shocked.

Lucy calmly steps into the middle stage of the Airlock.

SATTERFIELD

What in God's name are you doing!?

Satterfield runs to grab her but the Airlock is already closing. He just gets a glove in as it shuts, the door clamping down on the stiff wrist-collar of his Hazard Suit.

SATTERFIELD

Stop! Stop!

Lucy doesn't look back as the outer Airlock Door opens.

The Undead see the girl, and awed SILENCE spreads. Lucy steps out into the Laboratory, roughly following the trail of re-killed left in William's wake.

The Undead, terrified, scramble away from her, and the crowd of animated corpses parts like the Red Sea.

BENEDICT

Make way! Make way!

Benedict hops off the shoulders of his New Flunky and shoves his way through the crowd, pulling on his Red Rubber Gloves.

BENEDICT

Let me through! Anybody who touches
the girl I remurder by inches!

Lucy ignores him, walking forward until she reaches William.

The Undead sweep away from him. William climbs to his feet, battered, much of his skin torn away, but still whole.

WILLIAM
What are you doing?

LUCY
I couldn't watch you die.

WILLIAM
You should have left me.

One of the smashed Undead on the floor reaches feebly for her. William steps on its head, lifts her out of its reach.

WILLIAM
I'll carry you.

He puts her on his shoulders, starts back to the Airlock. Benedict slides on gore to a stop in front of them, hands up.

BENEDICT
Wait! Wait, let's talk about this.

WILLIAM
Get out of the way.

BENEDICT
I'm not talking to you, *thing*. I'm talking to Lucy. To my fellow human. Think for just a second. All of my people are starving, *starving* for fresh gray matter. But none of them would dare touch you. Because of *Me*. I can keep you safe. I know you are the most precious thing on the planet. The woman the future will call the one that made us immortal.

Lucy watches, perched on William's shoulder.

BENEDICT
You have a destiny. There's a reason you lived this long. The last pure human. Fulfill that destiny. That machine doesn't love you. Choose the Human Side.

Benedict holds out his hand, inviting.

BRRAAAAAAAP! His fingers spatter and scatter and his face implodes, blowing in black chowder out the back of his head.

Lucy has her finger on the trigger of the Gauss Gun, still firing-- BRRRRRRRAAAAAAPPP!

Benedict falls. Lucy stops firing. Two hundred Undead blink.

LUCY

Run.

William SPRINTS for the Airlock.

The Undead ROAR and sweep in on them like a tide.

William LEAPS as the Undead converge, flying over their heads, Lucy holding onto the Gauss Gun for dear life.

He SLAMS down onto the floor, still running, swinging the Kitana blade wildly, Zombie BLOOD flying everywhere, hits the Airlock, and WRENCHES it open.

Zombie Blood makes Jackson Pollock butterflies in the air.

CLOSE ON- a tendril of Black Blood stretches through the air.

Lucy turns, SCREAMING, as it SPLATTERS against her face.

William pulls her through the Airlock, it HISSES shut.

The remaining Undead climb over the piles of re-killed corpses outside, trying to get in.

William pulls Lucy off of his shoulders.

Satterfield, his wrist still stuck in the inner Airlock, stares at Lucy.

SATTERFIELD

Good god.

William follows his gaze, looks down at Lucy.

She's hunched, shuddering, black gore splattered on her face. William lifts her chin, wipes some goo away.

WILLIAM

Lucy... Lucy?

Lucy's teeth are bared, shaking. *Her eyes clouded, tendrils of disease slithering in towards the irises.* She's INFECTED.

WILLIAM

No. No! Lucy!

He falls to his knees, wraps his arms around her.

WILLIAM

Don't die! Lucy! Lucy, I love you!
Please, don't leave me! Please!

William SCREAMS. Satterfield watches, fascinated.

Lucy, shaking, EXHALES, BLACK BLOOD falling from her mouth. Life leaves her eyes, and she collapses, DEAD in his arms.

William shakes with rage, sorrow.

Lucy STIRS in his arms, UNDEAD, GROWLING.

William looks back at her with love, sorrow, broken-hearted.

BLAM!

Lucy's head jerks sideways and her brains fall out an exit wound. She's dead for good.

Satterfield, still stuck in the inner door, pointing his smoking PISTOL.

William turns and looks at him, his face ice-cold, blank and pure fury. Satterfield looks back, unsure.

SATTERFIELD
She was already gone.

William drops Lucy's body, rises, and WRENCHES apart the inner Airlock Doors, kicking Satterfield in the chest.

SATTERFIELD
I'm human. You're a machine. You
can't....

William ROARS and chases him into the Air Lock, winds back the Kitana blade, and--

THRUSTS IT directly into Satterfield's heart, ROARING.

Satterfield dies on the blade, whispering a last word--

SATTERFIELD
Impossible.

He slides off the blade and falls to the floor.

William turns and collapses, Lucy dead in the outer Airlock, a hundred Undead RAGING silently in the Laboratory outside.

William folds up all his weapons and WEEPS tearlessly, covering his face, shaking.

Behind him, Satterfield's corpse stirs.

Undead Satterfield pushes himself up off the ground, looks curiously at William. He echoes quietly--

SATTERFIELD
Impossible. Possible... Imp... So
hungry.

He turns to the black disc of MORNINGSTAR.

Undead Satterfield leaves the crying robot, climbs the platform, and steps through the gate into the past.

TITLE
Seven Years, Twenty-Seven Hours
Earlier.

INT. SATTERFIELD'S LABORATORY - UNDERGROUND

Satterfield's assistant Penny, watching the inky darkness as ZOMBIE SATTERFIELD emerges.

It's just like we saw it. Penny barely has time to step back, just registering shock. He ROARS towards her, teeth bared.

We can see his Undead Maw reflected in her terrified eyes...

His head abruptly STOPS in mid-air.

WILLIAM'S HAND protrudes from the black surface of Morningstar, holding Satterfield by the back of the head.

William steps forward, emerging from Morningstar, his Kitana Blade extended.

William holds Undead Satterfield up by the back of his head and swings the blade, slicing cleanly through his neck.

The body THUMPS to the ground. William tosses the head over his shoulder, back through Morningstar. Penny stumbles backwards, shocked silence in the lab.

PENNY
What are you?

WILLIAM
I'm a robot.

PENNY
You killed him. You can't do that.

WILLIAM
I can do whatever I want.

PENNY
That's impossible.

William sees himself, seven years earlier, unevolved. The William from the future, despite all his injuries and wear, looks much stronger.

WILLIAM 1.0
Are you... me?

WILLIAM 2.0
I'm the future.

EXT. SUBURBIA - DAY

A lazy afternoon in a lower-middle class suburb on the edge of the desert, run down, 70 degrees Farenheit in December.

TITLE
Seven Years Later.

Lucy sits on a blanket on a lawn, playing with Legos.

Down the street, a neighborhood-watch-style sign with an icon of a BAD ROBOT, gears for eyes. It reads:

UNIDENTIFIED ROBOTS WILL BE DESTROYED ON SITE
Emergent Pseudo-Intelligence Act
dial 911 for assistance

LUCY'S DAD
Looks like the mailman brought you
something.

Lucy looks up. Her DAD, a cheerful loser bearing a brown paper PACKAGE. Lucy gets to her feet.

LUCY
Who's it from?

LUCY'S DAD
Doesn't say. It's a few days late
for Christmas.

He holds the box while Lucy rips the packing tape away.

In the background, Lucy pulls colorful NYLON from the box.

EXT. PUBLIC PARK - DAY

Lucy flies a NEW KITE against a blue sky. Her PARENTS and GRANDFATHER lounge on a blanket nearby with cans of cheap beer. Her Grandfather is wearing that Bomber Jacket.

Lucy cranes her neck and grins, maneuvering the kite in clever little loops.

A hundred yards away, in the Parking Lot, William sits in the passenger seat of a beat-up Oldsmobile. He's been vagrant for seven years, wears a low hat and large sunglasses.

William smiles sadly, watching Lucy play.

Then puts the car in gear and pulls out onto the highway.

THE END