

INVADERS FROM MARS

Screenplay by
Dan O'Bannon & Don Jakoby

SECOND DRAFT

December 1984

FADE IN:

A BOY in a BED ... tossing, turning ...
a STORM outside ...
He's ASLEEP and dreaming ...

DISSOLVE TO:

EXTERIOR - AIR FORCE BASE - NIGHT

A large, forbidding military installation.
Set back off the road with chainlink fences around it.
Sign in front, illuminated by spotlights, reads:

GROVE AIR FORCE BASE
AIR DEFENSE COMMAND
COLORADO

In front is a GUARD STATION with two SENTRIES.
An occasional jet test FIRING in the background.

A car -- a small white FORD -- comes CAREENING up to
the sentry box, doing a good 65 mph.
The M.P.s snap to, made nervous by the car's approach.
They flag it down.

In the car are a CRAZED WOMAN and a FRIGHTENED BOY.

M.P.

(in through open
car window)
What's happening here, Ma'am?

WOMAN
We must see Colonel Wilson.

The M.P. studies her.

THE BOY
(pleading)
Yes. We have to see him. Call him.
He talked at my school. He said we
could come here any time we wanted.
I have to tell him what's happening.

THE WOMAN
It's extremely important. I'm the nurse
for the Tri-School District. It's a
public health problem.

M.P.
(to Sentry in box)
Go ahead.

The Sentry picks up the base telephone.

INTERIOR - COLONEL'S OFFICE - NIGHT

COLONEL WILSON -- a handsome, sturdy looking man of middle
age -- is standing in his office with an AIDE (SERGEANT
RINALDI) -- both of them looking out the window at something
we can't see. The PHONE RINGS.

Sgt. Rinaldi picks it up.

SGT. RINALDI
(into phone)
Base Commander's office. Yes.
Who?
(looks at Colonel
Wilson, and holds
the phone out to him)

COL. WILSON
(taking the phone)
This is Colonel Wilson.
(listens)
Yes, I did speak at the Hillcrest
School a couple of days ago.
(listens -- looks
at Rinaldi)
Really. Hm. Very well. Send
them up. No, not in their own
car. Have them driven up.

He puts down the phone.

COL. WILSON (CONT'D)

Now what?

Rinaldi looks at the wall clock. 10:45.

RINALDI

You better not keep them here too
damn long.

Rinaldi closes the levelor blinds.

INTERIOR - AIR FORCE JEEP - NIGHT

The WOMAN and the BOY with two M.P.s, being driven across
the Air Base. The BOY is 11 years old, and scared-looking.
The WOMAN is attractive, in her late 20's, wearing a white
nurse's uniform.

The lights are on all over the base. Jeeps coming and
going.

Suddenly, the Boy -- looking around as they drive --
SEES something, and tugs at the Woman's arm.

She looks where he is pointing. He points out TWO AIR
FORCE MEN in Air Force blue, loading some equipment into
an Air Force PICKUP.

The Woman and the Boy's faces show grave concern as they
stare at the TWO AIRMEN by the pickup. They say nothing.

INTERIOR - COLONEL'S OFFICE - NIGHT

The Woman and the Boy are escorted in by an AIDE (CAPTAIN
CURTIS). Colonel Wilson shakes their hands.

COL. WILSON

(shaking their hands)

I'm Colonel Wilson. This is Sergeant
Rinaldi.

THE WOMAN

I'm Linda Magnuson. I'm the nurse for
the Tri-School District, which includes
the Hillcrest School.

COL. WILSON

You mentioned something about a public
health problem.

LINDA

I'll get to that. This is Jimmy Gardner,
a pupil at Hillcrest.

COL. WILSON

(taking it in)

Won't you sit down.
(gestures to chairs)

Everyone sits. The Colonel folds his hands on his desk.

COL. WILSON (CONT'D)
Please tell me what's on your minds.

Linda looks at Jimmy.

JIMMY
(looks at Linda; then
at the Colonel)
First I have to look at the back of
your neck.

The Colonel looks baffled. Exchanges glances with Sgt.
Rinaldi.

LINDA
He's serious, Colonel.

Rinaldi watches suspiciously as the Colonel turns and lets
Jimmy look at the back of his neck. The boy studies his
neck closely, pulling down his collar.

JIMMY
All right. I had to be sure.

COL. WILSON
Sure of what?

Jimmy and Linda look at each other again.

LINDA
It's rather difficult to tell this
story. Yesterday Jimmy came to see
me in my office. He was very upset...

DISSOLVE TO:

INTERIOR - WAITING ROOM - SCHOOL NURSE'S OFFICE - DAY

JIMMY is escorted in and set down on a bench by MRS.
McKELTCH. She's 60, heavy, odd-looking. Her hair up
in a bun. A "mother hen" type but a bit malignant.

She interrupts the two women who are in the waiting
room, chatting.

MRS. McKELTCH
(announces to the
secretary at the
switchboard)
He's here to see the school nurse.

That's an order.

The SECRETARY and PHONE OPERATOR, both town women in their 50's, look at Mrs. McKeltch, at Jimmy.

SECRETARY

She'll be out in just a second.

(returning to her
conversation)

... I've had things like that happen.
I had a dream, last night, where my
little sister showed up at my front
door. Skinny little thing, we don't
get along ... anyway I open my front
door this morning ... and there she
is! We haven't spoken in years.
Now, you tell me how that happens.

The other woman starts to -- when the office door opens
and LINDA MAGNUSON comes out.

SECOND WOMAN

Oh, Ms. Magnuson, he's here to see you.

LINDA

I was just leaving -- I'm due over in
Riverton in 20 minutes. What's wrong?

MRS. MCKELTCH

This young man has a behavior problem.
He's very inattentive and can't control
his temper.

Linda's looking at a very upset boy.

INTERIOR - LINDA MAGNUSON'S OFFICE - LATER

Just Jimmy and her.
She looks at him closely.
Waiting for him to speak.
He just looks at her -- then away.
Linda smiles.

LINDA

You look like you're feeling better.
I'm here to help you. Is there
anything you want to talk about?

Jimmy just looks around.

LINDA (CONT'D)

Nothing I can help with?

Jimmy says nothing.
It's 2:10.
Both of them look at the wall clock.

LINDA (CONT'D)

You're going to wait me out, are you?

Jimmy nods.

She smiles -- waiting.

He looks at her -- but he won't say anything.

LINDA'S VOICE (V.O.)

(over)

"I couldn't get a word out of him,
and I did have to get over to Riverton.
But I stopped into the Principal's
office on my way out ... "

INTERIOR - PRINCIPAL'S OFFICE - DAY

The PRINCIPAL is doing some paper work as Linda comes in,
dressed for travel.

LINDA

What's the story on Jimmy Gardner?

PRINCIPAL

Gardner? Oh, um -- he's a new student.
Just moved here. Why?

LINDA

His teacher brought him in to see me.
Said he'd been acting up in class.
Creating a disturbance. I couldn't
get a thing out of him.

PRINCIPAL

(preoccupied with papers)

Oh?

LINDA

What's his family background?

PRINCIPAL

They're from out of state. Father's
an engineer at the nuclear power plant.
I really don't know much about them.

LINDA'S VOICE (V.O.)

(over)

"I had a busy afternoon and evening,
and I didn't think any more about it
until the following morning, when it
was brought back to my attention in
a forcible manner ... "

INTERIOR - LINDA'S OFFICE - MORNING

The door BURSTS OPEN -- Jimmy runs in, out of breath --
looking panicked.

LINDA

(standing up)
Jimmy, what's wrong?

MRS. McKELTCH comes in the door after him.

MRS. McKELTCH
(angry)
I don't know what's gotten into him!

JIMMY
(to Linda)
You have to help me! You have to!

Mrs. McKeltch reaches -- as if to take Jimmy back with her.
Linda puts her arm around him.

LINDA
It's all right, Mrs. McKeltch. Let
me talk to him.

MRS. McKELTCH
(ruffled)
He's been acting very oddly. He
was spying on me in my office.

LINDA
What did he see you doing?

MRS. McKELTCH
(huffy; stares at Linda)
Whatever do you mean? I was preparing
some specimens.

LINDA
How was he spying on you?

MRS. McKELTCH
He sneaked up behind me and scared the
life out of me, the little brat.

LINDA
(firmly; to McKeltch)
All right. Wait outside.

Mrs. McKeltch chafes at that -- but waits in the hall.
Linda takes Jimmy into her office.
Closes the door.

INTERIOR - LINDA MAGNUSON'S OFFICE - DAY

Linda takes a close look at him.
If Jimmy was upset the other day, he's crazed now.

LINDA
(gently)
It's okay. I'm here to help.
(smiles)

I won't betray you. Whatever you
tell me, stays in this room.

Jimmy wants to trust her. Wants to tell her.

JIMMY
(hesitantly)
First ... can I see the back of
your neck?

Surprised, Linda hesitates a second. Odd request.
Then turns in her chair -- and lifts her hair up off
the back of her neck.
Jimmy looks -- sees perfect, unblemished, white skin.

JIMMY (CONT'D)
All right.

Linda puts her hair back down.

LINDA
(mystified)
Now, have I earned the right to know
what that was about?

Jimmy looks at the DOOR. Mrs. McKeltch's SHADOW is on
the glass.

Linda gets up and opens the door.

LINDA (CONT'D)
Mrs. McKeltch, if you're going to
wait, could you please have a seat?
It's very hard to concentrate with
your shadow on the door.

Mrs. McKeltch's back straightens like a ramrod -- she
looks daggers at Linda -- but moves back several paces
from the door.

Linda closes the door and resumes her seat. She's got
Jimmy's attention now. Trusting her more.

LINDA (CONT'D)
(to Jimmy)
This is a new town for you. Do you
like it here?

JIMMY
No.

LINDA
Why not?
(no answer)
Moving is hard for anybody. Was it
hard for you to leave all your friends?

JIMMY

I don't have many friends. Dad's all
the time moving.

LINDA

Can you tell me about that?

Jimmy thinks about it.

LINDA'S VOICE (V.O.)

(over)

"Finally, he broke down and began to
talk."

INTERIOR - COLONEL'S OFFICE - NIGHT

The Colonel is listening gravely. Rinaldi glances at the
clock, nervously.

LINDA (CONT'D)

(to Jimmy)

You'd better take over here. Tell
it to the Colonel the way you told
it to me.

The Colonel looks at Jimmy.

JIMMY

Well, sir, it all started a couple
of weeks ago ...

DISSOLVE TO:

THE VEIL NEBULA

A red and purple wisp of stars and gas hanging deep in
space ...

TILT DOWN: to a small planetarium device, glowing in a
dark room.

JIMMY is looking at the constellations, projected on his
bedroom ceiling.

He turns the planetarium device off.
Gets out of bed in his pajamas and goes to the window.

He can see the city -- from 10 stories up. All the lights
and distant buildings from his apartment.

A small telescope stands by the window, on a tripod.
He uses it to look at the Moon.

In the b.g. we can HEAR CONVERSATION going on in another
room in the apartment.

Jimmy climbs back under the blankets and looks out --

through the crack in the door -- at his MOM and DAD in the next room.

JIMMY'S POINT OF VIEW

The slightly ajar door offers him a sliver of a view and MUFFLED CONVERSATION. He can SEE his parents having dinner with a MAN. Late-night talk, cigar smoke, the CLINK of GLASSES, dishes on the table. Their conversation is strange to an 11-year-old ear -- available only in snatches and bits -- and then not completely understandable at that.

DAD
(muffled voice)
... sounds interesting ...

Jimmy's mother is smiling -- occasionally eats something from her plate.

THE MAN
(gesturing)
... critical ... great opportunity,
George ... up the ladder ... arranged.

MOM
... moving again ...

Jimmy reacts -- upset -- at the word "moving."

Jimmy's Dad and the Man shake hands.

DAD
... all right ... you're right, of
course ...

There's more CONVERSATION, a CLINK of GLASSES and the SOUND of CHAIRS SCRAPING. A man walking to the door. Hugs and good nights.

VOICES
Good night ... night ... George.
Talk to me from there.

The apartment door opens and closes.

Quiet.

The SOUNDS of his parents coming toward his room ... passing in the hall outside.

They stop.

DAD'S VOICE
... up yet, do you suppose?

MOM'S VOICE
... look ... maybe.

The door opens a bit -- sending a streak of light into

Jimmy's darkened room.
His Dad looks at him.
Jimmy's looking back.

DAD
Son ... are you awake?

JIMMY
Yes.

Mom and Dad come in.
His Dad sits on the edge of his bed.
A gentle, loving man.
Jimmy's frightened of what's coming next.

DAD
We're going to be moving, son.

JIMMY
Do we have to?

DAD
(nods; feels bad
about it)
I know, son. But you'll like it
where we're going. I'm getting
a good job. It's a pretty part of
the country.

JIMMY
I'll have to go to a new school --
again.

DAD
You'll meet new friends.
(pause)
I know ... it's rough. But I
have to move, son.

He pats Jimmy on the head -- hoping he'll understand.

Jimmy thinks a long thought -- teary.

EXTERIOR - SKY - MORNING

Clouds GATHERING.

INTERIOR - STATION WAGON - MORNING

Jimmy's face pressed to the back window -- watching the
neighborhood disappear.

EXTERIOR - INTERSTATE HIGHWAY - MONTAGE

Their CAR on the road.
Moving through low foothills.
The countryside changing.

The sun dropping in the west.
Emphasize the SKY.
Stars coming out.
The car traveling at night.
A million STARS above.

JIMMY'S VOICE (V.O.)

(over)

"Like I said, we move around a lot.
Dad's really good at his job, and when
they open a new plant, they always ask
him to go work at it. So I was used
to it. But I was sad ... "

INTERIOR - CAR - DAY

Jimmy's face pressed against the window.
The landscape reflected in the glass.
Moving into large mountains. A new part of the country.

JIMMY

What's that, Dad?

DAD

That's the Air Force Base.

TWO JETS SHRIEK overhead on approach.

JIMMY

Wow ...

Jimmy sees all the trucks and jeeps coming and going.
The electric fences and gates. Power transformers HUMMING.

JIMMY (CONT'D)

Are you going to sell power to
them, Dad?

His Dad laughs.

DAD

No, son. They have their own.

Jimmy looks through the fence -- and sees two mysterious
BLACK DOME-LIKE BUILDINGS on the base.

JIMMY

What are those, Dad?

His father looks.

DAD

That's their radar, Jimmy. It picks
up anything that moves across the sky.

Their car moves on.
Jimmy looks back at the two black building/huts.

They WHIRR and CLICK ... with eerie electro-mechanical SOUNDS.

EXTERIOR - THE NEW HOUSE - COUNTRY - LATE AFTERNOON

A little house in a fairly lonely spot.
White, Colonial, two-story. Surrounded by trees.
At the foot of a large HILL.
In the distance, the dramatic mountains of Colorado.

DAD
Our new home, Jimmy.

They get out of the car and go to the house.
Dad gets out the new keys and opens the door.

INTERIOR - THE NEW HOUSE - LATE AFTERNOON

The place is spic and span, and full of rented furniture.

MOM
(shakes her head)
This furniture will have to go.

Jimmy goes upstairs, to one of the bedrooms.

INTERIOR - SECOND FLOOR BEDROOM - LATE AFTERNOON

Jimmy goes to the window and looks out.

JIMMY
Wow. Look at the mountains.

DAD
This can be your room if you want it.
What do you say?

THEIR P.O.V. - THE HILL BEHIND THE HOUSE

JIMMY
Is the hill ours too?

DAD
(smiles)
If we want it, it is.

JIMMY
Let's check it out, Dad.

EXTERIOR - HILL - DUSK

Jimmy and his Dad make their way up a twisting path.
Through a dense pine forest, to the crest of the ridge.
An old wooden handrail marks the path and disappears in
the bushes in the valley.

From the crest they can see the town in the distance.
A lonely, lovely spot. Breathtaking.

Jimmy and his Dad take it all in in the dying light.

JIMMY

(pointing)

Wow. There's the town. And
there's the air base. This is a
great hill.

DAD

It's got a name. Copper Ridge.
There used to be a copper mine
near here.

JIMMY

Let's see what's on the other side.
Maybe we'll find some copper.

They hike over the top.

On the far side of the hill is a big SAND PIT.

JIMMY

Wow ...

Dad steps forward and scoops up some of the sand.
Lets it run through his fingers.

DAD

Well, isn't this something. Be
careful if you play here.

A CRY from the house breaks the silence.

MOM'S VOICE

(calling)

George ... ! Jimmy ... !

DAD

(draping his arm
around Jimmy)

Let's go help your mom set up house.

They turn and head back down the path to the house.

A FALLING STAR shoots across the sky.

JIMMY

(pointing)

A meteorite, Dad, look!

DAD

It's that time of year again.
We should get a pretty good show
out here.

JIMMY

Why, Dad?

DAD

Because the sky is so clear out here.

EXTERIOR - SCHOOLHOUSE - MORNING

ESTABLISHING SHOT of the country school.

INTERIOR - SCHOOL OFFICES - DAY

Jimmy's Dad is registering him for his new school. Jimmy waits. Looking around -- and up -- at his new surroundings.

DAD

(leans down)

Okay, Jimmy. You're all set. This man, Mr. Cross, is your Principal. He'll take you to your classroom.

MR. CROSS

Hello, Jimmy. Welcome to Hillcrest School. Will you come with me.

Jimmy looks at his Dad -- who watches him follow reluctantly. Mr. Cross leads him down the long hall to his classroom.

INTERIOR - HALL - DAY

They stop outside room 101. Jimmy looks up at the closed door. Mr. Cross opens it. They walk in.

INTERIOR - CLASSROOM - DAY

Twenty sets of staring eyes. His new classmates are all tanned and healthy. Jimmy's white from the city. The Principal goes over to the TEACHER and talks to her about Jimmy. No friendly looks from the KIDS. Only curiosity.

A MAN IN UNIFORM is standing at the front of the room. He nods to Jimmy. Smiles.

TEACHER

(addresses Jimmy)

Jimmy, I'm Mrs. McKeltch. Your new teacher. This is the fifth grade -- Class, this is a new pupil, Jimmy Gardner. I know you'll make him feel at home.

They all look at him. Jimmy, very uncomfortable, nods.

MRS. McKELTCH (CONT'D)

You can sit over there.

Jimmy ducks for the empty desk.
Scrunches down.

MRS. McKELTCH (CONT'D)

This late in the term, you may have
trouble catching up. But, you'll
just have to muddle through.

A KID

(giggles)

Lookit his clothes.

More GIGGLES.

MRS. McKELTCH

Class!

They quiet.

MRS. McKELTCH (CONT'D)

Colonel Wilson -- from Grove Air
Force Base -- was just about to
address the class. I'm sorry,
Colonel. Go ahead.

The Colonel smiles pleasantly.

COL. WILSON

(nods to Jimmy)

Welcome. I'm new here myself.

Jimmy smiles. He likes the Colonel.

COL. WILSON (CONT'D)

(back to the class)

The United States Government
maintains bases in every state and
even in some other countries, by
mutual agreement between those
countries and us. Grove is part of
the Air Defense Command -- which has
the responsibility of repelling any
aerial attack on the United States.
You've all seen and heard our planes
flying over.

(spontaneous jet
sounds from the kids;
he smiles)

They protect this city and the
surrounding area out to a distance
of approximately 300 miles. In
addition we do research involving
some of the most advanced aircraft

in the world.

Jimmy looks around the room -- at the blackboards and cabinets -- then quickly back to the Colonel. Listening closely to the man.

COL. WILSON (CONT'D)

We have two fighter-interceptor wings at the base ... consisting of four squadrons each of F-15 fighters. Each wing has 10 pilots. Some of them are administrators -- just like your teachers and principals who work in your school. There are maintenance and supply buildings. Parts for planes, trucks, cars, food storage, refrigeration plants ... a power plant for electricity, fuel storage, cooking facilities, mess halls ... In other words, boys and girls, Grove Air Base is just like a self-contained little city and can survive by itself for an extended period of time.

Jimmy is listening to all of this closely.

COL. WILSON (CONT'D)

We are your protection against any hostile forces that threaten the peace and security of this school, city, or the country. Do you have any questions?

LITTLE GIRL

Are there any girl pilots in the Air Force?

COL. WILSON

As a matter of fact there are quite a few now. Most of them are attached to the Military Airlift Command.

LITTLE BOY

How do you prevent planes from sneaking up on you?

COL. WILSON

We have radar that looks at the sky day and night. It's a brand new radar called phased array. So nothing can sneak up on us.

ANOTHER BOY

Can we come and see the planes sometime?

COL. WILSON

I would welcome all of you to visit.
You can call me personally and
arrange a school or group visit
almost any time.

(looks around)

Well -- boys and girls, I hope I've
answered some of your questions. I
hope you have a better idea of what
Grove Air Force Base is doing here.
I've enjoyed talking to you today
and I know you'll look at me and
the other airmen on the base as your
friends.

Mrs. McKeltch nods for the class to show its appreciation.
They do -- applauding, whistling.

EXTERIOR - SCHOOL YARD - LUNCHTIME

Jimmy, all by himself on the playground.
The other kids not coming over to say hi.

Three KIDS come over. Two BOYS and a GIRL.

BOY

(to Jimmy)

Are you stuck up? Or maybe you're
just dumb.

The little GIRL steps forward. Teasing.

LITTLE GIRL

He really looks dumb to me.

They turn and run away, laughing.
Jimmy yells after them.

JIMMY

Yeah, the same to ya!

Mrs. McKeltch comes over, a long ruler in her hand.

MRS. MCKELTCH

Young man, we'll have none of
that on this playground.

The other kids giggle and point at him.

DISSOLVE TO:

EXTERIOR - JIMMY'S HOUSE - EVENING

LONG SHOT of the house, under a full moon.
A shooting star sizzles across the sky.

EXTERIOR - PORCH - EVENING

Jimmy and his Dad sitting out.

The long, low hills. Distant. Odd. Dark.
The scrub pines and owls at night. Frogs and crickets
and whippoorwills.
A big moon hanging over the top of the trees.
A magic night.
The Milky Way a band of stars across the sky.

DAD

(pointing out)

There goes another one. That
was a bright one.

They watch a meteor arc, glowing across the sky.
Jimmy looks -- and nods.

The SOUND of CRICKETS and the silent fall of meteors
in a late summer evening.
Jimmy's eyes see everything.

JIMMY

There Dad -- look!

His father nods at the next one.
They're coming in heavily now -- one every ten or
fifteen seconds.

JIMMY (CONT'D)

There are more this year than last.

DAD

This should be the heaviest shower
of the year.

JIMMY

(nods)

There's Cassius ...

Jimmy points out the bright stars he knows. His Dad's
taught him.

JIMMY (CONT'D)

... and Rigel.

DAD

And that one -- to the right of
Rigel?

Points.

JIMMY

Pessius.

Dad nods.

JIMMY (CONT'D)

Which one's that? The dull, red one.

DAD

That's Mars. The closest planet to us, now. That's why it's more than just a point in the sky.

They look up at it.

The two lean back and watch as meteorites continue to fall.

Mom comes out quietly.

Watches too.

She looks at them.

MOM

Well, come on, you two. Time to go to bed.

JIMMY

Mom -- this is the best show all year.

MOM

I know. But you have a full day of school tomorrow --
(to Dad)

You, too.

Dad nods.

DAD

Five minutes more.

Mom gives up.

She watches a little while longer and goes back inside.

The screen door slams shut.

LONG SHOT - JIMMY AND HIS DAD ON THE PORCH

They watch a few minutes more.

The sky seems immense above the trees.

Dark and clear.

Here and there a cloud coming up.

DAD

Well, son? Should we call it a night? I for one have had a long day.

JIMMY

(reluctantly)

Okay.

INTERIOR - JIMMY'S BEDROOM - NIGHT

His father turns at the door.

DAD

Goodnight -- sleep well. Dream a
nice one for me.

Jimmy nods, lying under the blankets.

JIMMY

You too, Dad.

The door to his room closes.

Dark.

Moonlit.

Jimmy pushes the covers back and goes to the window.

His small TELESCOPE waiting for him.

Sitting on the sill, lit by the moon.

Jimmy tries looking through it at the meteorites.

They're hard to find.

He goes back to watching with his unaided eyes.

Tired, eyes sleepy ... he crawls back to bed.

Gets under the covers.

Settles in.

His eyes close -- and he goes to sleep.

EXTERIOR - SKY - NIGHT

Heavy CLOUDS begin to move across the moon.

A storm coming in.

THUNDER and lightning ... heavy rain.

INTERIOR - BEDROOM - NIGHT

Jimmy's tossing and turning.

Dreaming.

DREAM IMAGES

of leaving the city, whirls of color, the trees along the
ridge -- blowing RAIN -- the hostile faces of the kids at
school -- Mrs. McKelch's face --

The CRASH of THUNDER and HOWLING.

Jimmy WAKES UP with a start. Bolt awake.

A terrible storm is raging outside.

His window open.

Rain blowing in.

He looks at the alarm clock on the night table.

4:40 A.M.

He runs to the window.

The trees are lashed with wind and rain.
Water running down the panes of his window.
Blowing through the open screen.
Jimmy tries to close the window -- pull it down.
It's stuck. He puts his weight into it.

Suddenly, the rain comes to a dead STOP.
Like the eye of a hurricane.
It's eerie. Not a sound outside.
Just the wet lawn and the water dripping from trees.

A moment passes -- a heartbeat -- and then --

A HORRIBLE SOUND comes from the sky.
A throbbing ululation.
Massive. Terrifying.

A HUGE LIGHT drops down through the clouds.
It breaks through the cloud layer and descends toward the Earth.
An OBJECT -- ENORMOUS, METALLIC, GLOWING.
CHANGING SHAPE as it falls.
First a sphere.
Then flattening out into a disc.
Expanding to a bottle-shape.
Elongating to a spear and dropping down behind the HILL.
The hill with the sand pit.
The light dies and the SOUND ceases.

As Jimmy stands in the window, open-mouthed, still clutching
the sill, the RAIN and LIGHTNING start up again.
With a howl of wind and rain blowing in his face.

Shaken, wild-eyed, Jimmy runs for his parents' room.

INTERIOR - HALLWAY - NIGHT

Tearing down the hall.
Jimmy barges into his parents' bedroom.

INTERIOR - BEDROOM - NIGHT

JIMMY

Dad! Mom!

His parents -- still asleep.
They sit up suddenly.

DAD

Jim -- what's wrong?!

JIMMY

(screaming)

You've got to come see -- a big
thing went down over the hill!

INTERIOR - JIMMY'S BEDROOM - NIGHT

They -- all three -- look out the window.
The rain is abating again, but more naturally, gradually.
Water running off the roof of the house.

Nothing is visible beyond the hill.
It looks normal.
Dark, but for the occasional flicker of sheet lightning.

JIMMY

It was big -- and it glowed -- and
it went down over there -- behind
the hill.

DAD

What did it look like?

JIMMY

It was -- it was -- it changed shape.
First it was big and round, then it
was flat, then it was long and thin.

Dad and Mom give him a funny look.

DAD

Are you sure you saw that? In the
rain -- it may have looked like it
changed shape --

JIMMY

(unhappy)

I don't know, Dad. But it was big.

DAD

I'll go take a look when the rain
lets off.

MOM

(to Dad)

What do you think he saw? Could
it have been something from the
air base?

JIMMY

No, Mom. It wasn't a plane.

His father looks concerned -- and interested.

DAD

You go back to sleep. I'll look
when it's light.

They wait for Jimmy to climb back into bed.
They close the door.

Jimmy looks at the top of the ridge from his bed.
Hard to see anything in the dark.

DISSOLVE TO:

INTERIOR - JIMMY' S BEDROOM - MORNING

Jimmy wakes up.
Early morning sunlight on his face.
He jumps up, runs to the window.
The hill looks clean and bright in the morning light.

Jimmy aims his telescope at the top of the hill.

HIS P.O.V. - THROUGH THE TELESCOPE

This enlarged VIEW of the crest of the hill ... suddenly affords us a startling view of DAD ... coming toward the house -- from the far side of the hill.

Jimmy dashes out the door.

EXTERIOR - BACK PORCH - MORNING

Jimmy looks a little worried for his Dad.
Sees him coming out from behind some trees.

JIMMY

Did you see anything, Dad?

Dad says nothing -- keeps coming.
His bathrobe is a little mussed.
He looks all right -- but not all right.
He seems a little cold -- or maybe just tired.

JIMMY (CONT'D)

Are you all right, Dad?

DAD

(brightens a bit)

Sure ... fine.

Dad walks by him.
As he does -- Jimmy sees that he's missing a SLIPPER.

INTERIOR - KITCHEN - MORNING

Mom, making breakfast, greets him ... a hug.

MOM

George, where have you been?

JIMMY

What happened to your other slipper?

Mom looks now too.

DAD

I lost it.
(smiles; a little

sheepishly)
It's kind of muddy out there.

JIMMY
Was there anything over the hill?

Both Jimmy and his Mom are interested now.

Dad looks at his son. Smiles.
Taps him affectionately on the head.

DAD
Nothing I could see, son. It was
a bad dream is all.

He walks over to get some coffee, in his bathrobe.
Jimmy follows him with a look.
His father rubs the back of his neck.
Picks up a cup of coffee -- and sits down at the table.

Jimmy SEES a SCRATCH MARK -- BLOODY -- ON THE BACK OF DAD'S NECK.
But he doesn't get a good look at it. It's a half-glimpse.
Jimmy tries to get another look.

He does, as the Father sits down.

Looking directly at it. A strange, bloody SPOT above his
Dad's collar.

JIMMY
(slightly alarmed)
What happened to your neck, Dad?

Dad reaches back, touches the spot. Immediately.
Passes it off --

DAD
A branch must have nicked me.
(smiling; sips
his coffee)

His bathrobe collar now covers his neck. Mom -- busy
getting breakfast -- misses the exchange.

DAD (CONT'D)
(changing the subject)
How are you today, son?

Before Jimmy can answer, his Dad gets up and goes over
to the refrigerator.
He pops open the door -- looks around inside -- and takes
out some luncheon meat.
Dad comes back to the breakfast table with two thick pieces
of ham.
Sets them down on a saucer next to his coffee.

MOM

(at the sink)
Your father asked you a question.

JIMMY
(startled; still
watching Dad)
What? -- I...
(trails off)

Jimmy watches as his Dad pours several teaspoons of sugar into his coffee -- then continues pouring SUGAR ONTO THE HAM SLICES until they're covered white. Jimmy stares -- he's never seen -- Dad smiles at him -- and POPS the sugar-covered ham into his mouth. Mom turns around from the counter and sets their breakfast on the table.

MOM
Both of you eat this before it gets cold.

Dad digs right in to the cereal and eggs Mom's fixed. Jimmy doesn't seem interested in eating.

MOM (CONT'D)
I have to go over to the town this morning and do a lot of shopping. This house needs just everything. I'll probably be gone all day. Jimmy, hurry up and eat or you'll be late.

DAD
I'll take you to school.

MOM
You don't have to. The school bus stops right outside here, at 7:30. I've got to run.

Mom leaves them and goes upstairs to get her keys. Dad finishes his coffee. It's 7:00.

Mom comes down, kisses Jimmy and goes out to the car. Jimmy looks at the clock. 7:03.

Jimmy goes to the window and watches his Mom go to the used STATION WAGON they've just bought as a second car. She gets in and turns the ignition key. The car GRINDS -- and doesn't start. She tries again -- nothing.

MOM
(calls in to Dad)
George ... the car won't start.

Dad takes another sip of his sugared coffee and gets up.

EXTERIOR - THE DRIVEWAY - MORNING

Dad and Jimmy come out.

MOM

(to Dad)

That's strange. I had a dream
last night, where the car wouldn't
start. Isn't that funny ...

Dad pops open the hood. Fiddles.

DAD

Try it again.

Mom, in the car, turns the key.
It starts. Mom looks relieved.

Jimmy looks on. Dad wipes off his hands.

DAD (CONT'D)

It's probably the solenoid. Take it
back to Gleason's, they said they'd
fix it if we found anything wrong.

MOM

I will. But isn't that odd -- about
my dream ... ?

He slams the hood and starts back inside.

DAD

See you later.

She waves to both of them and drives down the driveway.
They watch her drive away.

INTERIOR - KITCHEN - STILL MORNING

Jimmy and his Dad alone.
They sit across the table from each other.
Looking at each other.
Dad says nothing. Expressionless.
Unblinking.
A CLOCK TICKS loudly.
Jimmy's starting to get scared.

DAD

Let me walk you to the bus stop.

EXTERIOR - THE ROAD - MORNING

The two walk down the driveway to the road.
Jimmy's upset.

Something's wrong with his Dad and he doesn't know what.

Dad looks down at him. An odd smile.

DAD

You know something, son? You were right. There is something over the hill.

Jimmy looks shocked.

JIMMY

What?

His Dad looks back -- at the hill behind the house.

DAD

Come on. I'll show you.

Jimmy suddenly doesn't want to see it. Dad reaches out -- still smiling -- to take him by the hand. Jimmy's suddenly frightened.

JIMMY

(shrinking back)

No, Dad.

Dad grabs Jimmy's hand and starts dragging him toward the hill.

JIMMY (CONT'D)

(struggling)

No!

Jimmy's crying. He tears free from his old man's grasp. Dad steps toward him. Jimmy takes a step back.

At that moment, they HEAR a loud HONKING. Jimmy looks, and sees the SCHOOL BUS rounding the bend. Books in hand, he runs for the bus.

INTERIOR - BUS - MORNING

Jimmy sits alone. At the back. Near tears. He looks out the rear window as the bus pulls away. The last image -- his Dad standing at the side of the road -- waving goodbye.

INTERIOR - SCHOOL - HALL - MORNING

Jimmy walking down the hall toward room 101.

A KID -- JUMPS out at him -- "BOO" -- from around the corner.

Jimmy nearly goes through the ceiling. The two KID jokesters run off laughing.

CUT TO:

EXTERIOR - NUCLEAR POWER PLANT/GRID CONTROL STATION - MORNING

Dad (George Gardner) is being shown around his new job location. Dad is a striking figure in his dark suit.

The SUPERVISOR points to two large, domed buildings as they walk.

SUPERVISOR

Those are twin reactors. Sodium cooled cores. Best damn design in the whole country. Never worry a minute about them.

He smiles and continues on showing the facility to George. They go into a low building adjacent to the reactors.

INTERIOR - POWER SWITCHING AND CONTROL GRID - MORNING

The Supervisor takes George into a large room with an immense GRAPHICS BOARD showing the electrical GRID networks for the Western United States.

In front of the displays are control consoles with men at them -- much like Houston Control.

SUPERVISOR

(to George)

There it is. We know exactly how much extra juice we can throw into the network just by checking the reactors.

George scopes it out carefully.

They walk over to desk #1. The man at the desk, LARRY, stands up and shakes hands with George.

SUPERVISOR (CONT'D)

Larry -- George Gardner. I was just showing George around. He's our new whiz kid -- trouble shooter. He's gonna be your new supervisor.

(NOTE ** This scene is shot from a series of ANGLES which convey the impression of it being seen through the eyes of a child. Adults are tall -- and seen at tilted angles -- conversations are somewhat cryptic -- equipment looks foreign and unfamiliar **)

SUPERVISOR (CONT'D)

(to Larry)

George tells me he's programmed a crisis into our simulation tape.

He wants to see how we do.

LARRY

(to George)

Flick that switch.

Jimmy's Dad does. Looks at the board.

LARRY (CONT'D)

(to George)

You've just taken control of all the electric power in the western sector of the United States. You've run one of these before. Go ahead.

Jimmy's Dad (George) welcomes the opportunity. His eyes race up and down the control panels.

On the Graphic Board we can SEE a power CRISIS unfold. The flow of current (colored representation) starts to surge in Colorado.

George punches some buttons and diverts some power.

Larry and the other Man stand by and watch.

A bigger crisis rolls over the board. ALARMS SOUNDING.

Power draining from the system.

A BLACKOUT beginning.

George starts taking counter-measures.

GEORGE

There's the transient I programmed.

(punching buttons;
the crisis worsens)

... Okay? -- we're losing Colorado ...

Nevada ... Utah ... It's going to
crash ... the whole system ...

There it goes --

The other two men stand by smiling.

Suddenly the situation starts to reverse itself -- without George's efforts.

The collapse -- and rolling blackout -- starts to limit itself -- small pockets browning out -- the main system intact.

LARRY

See? The system's self-limiting the problem. It's cutting off power in cells to preserve the entire network.

George's eyes race across the board -- studying just how it's doing that. Eagerly taking it all in.

GEORGE

... And how does it do that?

LARRY

It's designed to. We just put it in. As long as the ADP's are functioning they'll always save the total network. Faster than any human response.

GEORGE

What if the ADP's fail?

The Supervisor smiles. So does Larry.

SUPERVISOR

That's highly unlikely.

LARRY

Unit #2 over there --

(he means the nuclear
power plant next door)

-- isn't counted on the grid. If it's needed it kicks in and gives us a 12% safety margin.

George is impressed. He didn't know that. But he's a pessimist.

GEORGE

And if that doesn't do it?

SUPERVISOR

(shrugs)

Oh -- well -- in that case you'd have a catastrophic failure. We'd lose the whole thing -- "vapor lock" it so to speak, and not be able to start it up again for hours.

CUT TO:

INTERIOR - CLASSROOM - DAY

Jimmy's sitting in the back, next to a window. Scrunched down in his seat.

Mrs. McKeltch is at the blackboard. She looks at Jimmy frequently, it seems. She's busy pointing out The Parts of a frog. A fold-down anatomical chart and a chalk sketch.

Jimmy looks at the wall clock. 1:45. Time seems to be going so slowly.

He looks out the window at the countryside. An Air Force fighter JET is making low passes in the distance. Back and forth over the hills.

MRS. MCKELTCH

This, class, is a bullfrog.

She pulls out a large, green, mottled frog.
It's DISSECTED.
Spread out on a board as if crucified.
Its chest cavity splayed open.
Little red lungs like strawberries.
Class SQUEALS, goes ugghhh.

MRS. MCKELTCH (CONT'D)
This specimen came from the marsh
area adjacent to Copper Ridge.

Mrs. McKeltch smiles her iguana smile.

MRS. MCKELTCH (CONT'D)
(takes a pencil and
points to the
"strawberries" in
the chest cavity)
Who can tell me what these two
red sacs are?

She narrows her eyes. Jimmy is not paying attention at all.
He's distracted, staring out the window, fidgeting.

MRS. MCKELTCH (CONT'D)
Jimmy Gardner.

Jimmy snaps to. Stares at her.
He's caught -- has no idea what she's talking about.

MRS. MCKELTCH (CONT'D)
(grimly)
What are these?

Jimmy stares at her pencil, pointing at the frog.

JIMMY
Frogs?

The class starts to LAUGH.

MRS. MCKELTCH
(chilly)
You were not paying attention.

Everybody's laughing crazily now.
Jimmy's humiliated.
He starts to cry.

JIMMY
(screams)
Shut up! Shut up!

The teacher looks shocked.
Jimmy throws his pencil across the room -- at the class.

MRS. McKELTCH
(angrily)
Young man! That may be the way you
behave where you come from but it
is not the way we behave here!

Tears running down Jimmy's face.

MRS. McKELTCH (CONT'D)
Class -- be quiet. Melissa, you
supervise them while I take this
uncontrolled young man to the
school nurse.

Mrs. McKeltch takes Jimmy out of the classroom.

INTERIOR - WAITING ROOM - SCHOOL NURSE'S OFFICE - DAY

Mrs. McKeltch sits Jimmy down on the bench outside the
Nurse's office. Two women in the waiting room, chatting.

MRS. McKELTCH
(announces to the
secretary at the
switchboard)
He's here to see the school nurse.

That's an order.

The SECRETARY and PHONE OPERATOR, both town women in their
50's, look at Mrs. McKeltch, at Jimmy.

SECRETARY
She'll be out in just a second.
(returning to her
conversation)
... I've had things like that happen.
I had a dream, last night, where my
little sister showed up at my front
door. Skinny little thing, we don't
get along ... anyway I open my front
door this morning ... and there she
is! We haven't spoken in years.
Now, you tell me how that happens.

The other woman starts to -- when the office door opens
and LINDA MAGNUSON comes out, wearing a white nurse's uniform.

She lays eyes on Jimmy for the first time.

INTERIOR - LINDA MAGNUSON'S OFFICE - LATER

Just Jimmy and her. The same scene, but viewed through
his eyes.
She looks at him closely.
Waiting for him to speak.
He just looks at her -- then away. She seems friendly.

Linda smiles.

LINDA

You look like you're feeling better.
I'm here to help you. Is there
anything you want to talk about?

Jimmy just looks around.
Not sure what to say.

LINDA (CONT'D)

Nothing I can help with?

Jimmy says nothing.
It's 2:10.
Both of them look at the wall clock.

LINDA (CONT'D)

You're going to wait me out, are you?

Jimmy nods.

JIMMY'S VOICE (V.O.)

(over)

"That was the first time I saw Linda.
I was too scared to say anything.
And I didn't want to get my Dad in
trouble. But when I got home that
night ... "

EXTERIOR - ROAD IN FRONT OF JIMMY'S HOUSE - AFTERNOON

Jimmy gets off the schoolbus and heads for his house.

No cars in the driveway. No key.
Apparently no one home.

He walks around to the back of the house.
Looks in the window.

Jimmy tries the back door.
It's open.
He's about to go in when he sees his Mom driving up.
He waits for her.

MOM

Hi. Sorry I'm late.

JIMMY

The back door was open.

Mom looks at him, surprised.

INTERIOR - HOUSE - AFTERNOON

Mom looks a little unsettled.
No one seems to be in the house.

The TV is ON -- HISSING static.

MOM

(calls)

George? George?

No answer.

She looks puzzled. A little bothered.

INTERIOR - HOUSE - LATER

After 6 P.M.

Still no sign of Dad.

Mom looks out into the driveway.

Calls Dad's work number.

MOM

(into phone)

Hello ... is George Gardner there,
please. This is his wife.

(pause)

How long ago was that?

(pause)

Thank you.

(hangs up)

Now she is worried.

MOM (CONT'D)

(to Jimmy)

He left just after three.

Jimmy looks out the back door.

Mom picks up the phone again.

MOM (CONT'D)

(into phone)

Hello, can you tell me the phone
number of the police?

EXTERIOR - HOUSE - DUSK

Two local COPS show up.

Park their car in the driveway.

They approach Jimmy's Mom.

COP #1 (CHIEF)

Evening Ma'am. I'm Chief Ward,
and this is Officer Keneny.

MOM

Thank you for coming, Chief. My
husband left work hours ago and
hasn't come home. It's not like

him.

CHIEF

Is there anywhere you can think of that he might be? We'll be glad to check.

MOM

(at a loss)

We only just moved here. Where would he go?

JIMMY

Maybe he went back over the hill.

The Cops look at Jimmy.

CHIEF

What hill?

MOM

My husband was looking behind that hill this morning. We thought we might have seen an aircraft crash there.

The Cops look at each other.

CHIEF

Oh? When was that?

MOM

Oh, it was early -- just before dawn. But it was nothing, he already looked.

CHIEF

We'll have a look.

The two Cops go back along the path through the woods. Clicking on flashlights. It's starting to get dark.

OFFICER KENENY

(to Chief, as they climb the path)

I didn't hear anything about any air crash ...

Jimmy and his Mom stand watching as they climb the hill and disappear over the top of the ridge, flashlights bobbing.

Suddenly, behind them, DAD steps out of the shadows under the trees.

Mom and Jimmy hear the CRUNCH of his footstep, and turn. Mom SHRIEKS.

MOM

Oh, my God, George, you scared
the life out of me.

George has ANOTHER MAN with him. A man we haven't seen before.

DAD

This is Ed. Ed, this is my wife.
This is my son.

A pause. They stand in the gathering gloam, while
WHIPPOORWILLS call.

MOM

How do you do.

MAN

Couldn't hardly do much better.
And yourself?

MOM

Yes ... I'm ... fine. George, where
were you? You scared us to death.

MAN

Well, guess I better be going.

DAD

See you later, Ed.

Ed walks away into the darkness. His neck cannot be seen.

MOM

What happened to you? Who was that?

DAD

(seems evasive)

That's Ed. Ed works with the Bell
Telephone switching division.

MOM

Where's your car?

DAD

I left it at work.

MOM

You did? Why? Where were you?
They said you left hours ago.
We were worried.

Dad notices the parked POLICE CAR now.

DAD

(an edge)

Yes, I see.

There's something off-key about it.
Mom senses it too -- for just a moment.

DAD (CONT'D)
(irritated)
I'm home now.

MOM
Yes -- but ...

Just then Jimmy sees a flashlight coming toward them.
The two COPS have come back.

They seem -- to Jimmy -- slightly subdued.

CHIEF
(looks at Dad)
I see that you're back.

Dad nods at him. Almost as if he knows these two!
The two Cops nod to Mom.

Jimmy looks quickly in the dark.
Just a flash as one goes by -- but it looks like
a scratch mark -- a bloody SPOT on the back of the Chief's
neck. He can't see the other.

As they get into their car, Officer Keneny touches the
back of his neck, gingerly.
They drive away.

Dad goes into the house with Jimmy and Mom.

INTERIOR - KITCHEN - AFTER DINNER

Dad seems to be in better spirits.
Drapes his arm around Mom.
Jimmy's watching.

DAD
(to Mom)
You know, it really is beautiful
up there. Let me show you. We'll
take a walk after dinner.

MOM
George, you're acting very strangely.

Jimmy walks out of the kitchen.

INTERIOR - DOWNSTAIRS HALL - NIGHT

Mom comes out of the kitchen.
Jimmy's waiting for her.

JIMMY
Mom. I gotta talk to you.

MOM

What?

JIMMY

Don't go over the hill, Mom.
Please.

She looks at him.

MOM

Why not, Jimmy? What's wrong?

Mom waiting. Looks at Jimmy, concerned.

A terrible sense of doom descending on Jimmy.

JIMMY

(blurts it out)

Mom, something happened up there
to Dad -- He got a scratch on his
neck -- Promise, Mom. Don't go.

Jimmy's near tears.

Terrified that something is going to happen to his mother.
She stares at him, not knowing what to make of the outburst.
Just then -- Dad -- comes out of the kitchen.

Looks at them both.

DAD

What's wrong, Ellen?

MOM

(looks at Dad)

It's his nightmare. He still hasn't
gotten over it ... about the other
side of the hill.

They stare down at Jimmy.

Two, tall adults.

DAD

I'm afraid you're still upset by
our moving, son.

(a beat)

You'll get over it.

(to Mom)

Let's finish the dishes.

Mom starts to go back into the kitchen with Dad.

He puts his arm around her, smiles.

Mom looks back at Jimmy.

DAD (CONT'D)

How about tomorrow, we'll take a
walk up there when it's light.

Okay? Go to bed now, son.

Mom goes into the kitchen.
Dad gives Jimmy a withering LOOK.
As if he's got a perfect line on Jimmy.

Jimmy turns away from Dad -- and goes upstairs.

INTERIOR - JIMMY'S ROOM - NIGHT

Jimmy lies in bed. The blankets pulled up to his chin.
LISTENING intently to the SOUNDS of dishes CLATTERING,
pots and pans in the kitchen -- downstairs.
His parents finishing up ...

Every fiber of his being -- straining.
As long as he HEARS them, they're safe -- inside.

Suddenly the sounds -- grow less.
Then -- stop.
Silence from the kitchen.
Jimmy's heart skips.

He gets up -- goes to the bedroom door.
Opens it -- looks downstairs. Listens.
No one downstairs.

He runs to the window.
SEES his Mom and Dad walking up the path to the ridge.
His heart sinks.
Dad escorting Mom.
Jimmy aches to cry out -- do something.
There's nothing he can do -- but watch. They're getting
smaller. He goes to his TELESCOPE on the window sill.

JIMMY'S POINT OF VIEW - THROUGH THE TELESCOPE

His Mom and Dad talking at the top of the ridge.
They disappear over it.
Gone.

Jimmy looks back out at the hill with his naked eye.
Jimmy waits -- watching.
Eyes never leaving the crest of the hill.
His heart pounding. Waiting.
He rests his head on his arms on the sill. Crying.
The bedside alarm clock says 10:10.

DISSOLVE TO:

LATER

A DOOR SLAMS.
Jimmy awakes with a jerk.
He's fallen asleep at the window sill.
He looks at the clock. 12:20.
His eyes fly to the ridge.

JIMMY'S POINT OF VIEW

the top of the ridge -- nobody there.

He runs to his door.

Cracks it open.

HEARS Mom and Dad's muffled VOICES in the living room --
moving around.

MOM'S VOICE

(muffled)

... it's late ... he's probably
asleep.

DAD'S VOICE

... tomorrow ... midnight ...

MOM'S VOICE

... yes.

They start upstairs.

Jimmy ducks back into his room.

Lies there under his blankets, terrified.

He can HEAR Mom and Dad stop in the hall outside his room.

Jimmy waits -- shivering.

The door to his room -- cracks -- open.

A band of hall light across the dark floor.

He can hear BREATHING out in the hall.

The door closes -- CLICK.

They don't come in.

INTERIOR - KITCHEN - MORNING

Jimmy watches his mother closely.

She seems cheerful, normal. Smiling.

Making breakfast for him.

Her back to him. Jimmy tries to see her neck.

He can't. She has HIGH-NECKED COLLAR on her blouse.

Jimmy sits at the breakfast table looking like the end of
the world.

He picks at his food.

Dad comes in. Sits down.

Mom is watching Jimmy eat.

He doesn't. Plays with the food. Picking at it.

MOM

Not hungry? Jimmy, are you all
right?

Jimmy forgets to say anything.

Just stares at his food -- afraid to look at Dad.

Mom goes to the refrigerator ... rummages through and
finds some RAW HAMBURGER.

As Jimmy WATCHES:

She scoops out a small mound with her hand -- grabs a SALT shaker and pours enough SALT on the raw meat to cake it WHITE.

Mom, without hesitating, puts it in her mouth -- chewing it casually -- absentmindedly.

Jimmy STARES.

Mom finishes swallowing and closes the refrigerator door.

She washes her fingers off at the sink and comes over to them.

MOM

I have a wonderful idea. Why don't we all go on a picnic up in the hills.

Jimmy looks at Mom -- at Dad.

JIMMY

When?

MOM

This afternoon. It's wonderful up there -- you still haven't seen the best part.

JIMMY

(breathing fast)

I have school.

MOM

(ignoring that)

I'll pack us a lunch. Hamburgers. You always like that, don't you.

Jimmy doesn't know what to say.

The world closing in.

He just stares at his uneaten food -- then at his Mom and Dad.

Outside a horn HONNNKS.

Mom looks out the window -- then at Jimmy.

MOM

Your bus is here.

CUT TO:

EXTERIOR - SCHOOL - MORNING

Jimmy's getting off the bus with the rest of the kids. He's going through the gate, when he sees a COP CAR pulled up at the side of the road -- engine running.

Two COPS in it -- one of them the CHIEF.
MRS. McKELTCH is at the open window on the passenger's
side -- talking to him.
Jimmy leans forward -- trying to HEAR.

CHIEF
(to Mrs. McKeltch)
... Midnight.

Mrs. McKeltch nods and goes back through the gate.
Heading for her classroom.

The cop car pulls away.

INTERIOR - SCHOOL HOUSE HALLWAY - MORNING

Jimmy, suspicious, FOLLOWS Mrs. McKeltch.
Sees her vanish into her office.

Jimmy sneaks up and peeks in.

HIS P.O.V. - INSIDE MRS. McKELTCH'S OFFICE

She is standing with her back to him, doing something
with the SPECIMENS on her desk.

Jimmy LOOKS, hard.

CLOSE: MRS. McKELTCH'S NECK -- There's a small BAND-AID
just below the hairline.

CLOSE: JIMMY -- Time seems to SLOW DOWN for Jimmy.

Mrs. McKeltch HEARS him standing there, and turns.
A FROG is protruding from her mouth.
SLURP -- the frog disappears -- sucked into her mouth.

Jimmy -- SPEECHLESS with horror -- turns and RUNS.

Mrs. McKeltch pursues him.

INTERIOR - HALL - MORNING

Jimmy runs toward Linda Magnuson's office.
Mrs. McKeltch coming after him, at a run.

MRS. McKELTCH
Stop!

Jimmy yells as he reaches the door. Linda coming out.
Linda opens it -- looks at him.

LINDA
Jimmy, what's wrong?

She sees Mrs. McKeltch coming down the hall after him.

MRS. McKELTCH

(angry)

I don't know what's gotten into him!

JIMMY

(to Linda)

You have to help me. You have to!

Mrs. McKeltch reaches -- as if to take Jimmy back with her.
Linda puts her arm around him.

LINDA

It's all right, Mrs. McKeltch. Let
me talk to him.

INTERIOR - LINDA MAGNUSON'S OFFICE - DAY

Linda takes a close look at him.
If Jimmy was upset the other day, he's crazed now.

LINDA

(gently)

It's okay. I'm here to help.

(smiles)

I won't betray you. Whatever you
tell me, stays in this room.

Jimmy wants to trust her. Wants to tell her.

JIMMY

(hesitantly)

First ... can I see the back of
your neck?

DISSOLVE TO:

LINDA'S OFFICE - LATER

LINDA'S VOICE (V.O.)

(over)

"You can imagine my skepticism,
Colonel, when I heard Jimmy's story."

LINDA

(laughs)

Eating a frog?

Jimmy says nothing. Drops his eyes.
Linda shifts in her chair.

LINDA (CONT'D)

That's quite a story. You know
that, don't you?

JIMMY

Yes.

LINDA

A UFO lands in back of your house
and puts something in your Dad and
Mom's necks. Then it gets the
police, and your teacher too.

Jimmy nods.

LINDA (CONT'D)

How did it get Mrs. McKeltch?

JIMMY

She said the frog came from around
the Copper Ridge. She must've been
behind the hill.

LINDA

What would you think if somebody
told you a story like this?

JIMMY

I'd believe him.

LINDA

Why?

JIMMY

'Cause he wouldn't lie.

Linda looks at him. Jimmy's told the story with such
conviction.

LINDA

Stay here a minute.

She gets up and goes out into the hall.
Closes the door behind her.

INTERIOR - SCHOOL HALL OUTSIDE - DAY

Mrs. McKeltch -- agitated and waiting.

LINDA

Mrs. McKeltch ... Jimmy seems
troubled by an injury to your neck.

MRS. MCKELTCH

Injury?

LINDA

He says you have a bandage on it.

MRS. MCKELTCH

Why, yes ... I have a boil on my
neck.

Linda smiles ingratiatingly.

LINDA

Why don't you let me have a look
at it? I might be able to help
you clear it up.

Mrs. McKeltch stiffens.

MRS. MCKELTCH

Of all the nerve! Why, I never
heard of such a thing.

Mrs. McKeltch storms off with her nose in the air.
Linda looks at her -- startled.
Thoughtful now -- she returns to her office.

INTERIOR - LINDA'S OFFICE - DAY

She closes the door again.
She looks at a waiting Jimmy for a long moment.

There is a KNOCK at the door.
She opens it. There stands the PRINCIPAL.

PRINCIPAL

(trying to look
over her shoulder)

Ms. Magnuson, is Jimmy Gardner
with you?

LINDA

(guardedly)

Why, yes.

PRINCIPAL

Jimmy's father is on the phone. I
wonder if you'd take the call.

LINDA

(mystified)

All right.

(to Jimmy)

I'll be right back.

She goes out, closing the door.

INTERIOR - PRINCIPAL'S OFFICE - DAY

The Principal hands her the phone and goes back to his
paperwork.

LINDA

(into phone)

Hello, this is Ms. Magnuson speaking.

DAD'S VOICE

(on phone)

I understand, Miss, that you have my son in your office.

LINDA
Yes, I do, Mr. Gardner.

DAD'S VOICE
May I ask why?

LINDA
We were having a little talk.

DAD'S VOICE
About what?

LINDA
Children often have trouble adjusting to a new school.

DAD'S VOICE
(after a beat)
I don't know what he's told you --
(turning ugly)
What has he told you? Would you like to tell me -- ?

LINDA
Mr. Gardner, I --

DAD'S VOICE
You people have a lot of nerve, taking it on yourselves to encourage young children to speak out of turn. I'm of a mind to pull him out of school if this is your idea of how to handle ... What sort of training do you have anyway?

LINDA
(alarmed at the tone)
Mr. Gardner, I don't think this is the place to discuss this matter.

DAD'S VOICE
I'm not particularly interested, Ms. Magnuson, in what you think is correct. My wife and I are going away on a business trip this afternoon and we want Jimmy with us. Keep him in your office until we arrive.

LINDA
Of course.

Very odd vibes she's picking up on the other end of the phone.

DAD

We'll be by to pick him up in ten minutes.

LINDA

Yes, Mr. Gardner.

CLICK. George hangs up.
Linda sets down the phone and looks at it a long moment.

INTERIOR - LINDA'S OFFICE - DAY

Linda comes back in and looks at Jimmy.
Jimmy looks fearful.

LINDA

That was your father. They're coming to pick you up in ten minutes.

Linda continues to study him.
Jimmy takes several deep breaths. Looks at her pleadingly.

Linda looks at her first floor window -- then at Jimmy -- and decides something.

LINDA (CONT'D)

You can go out that window -- it leaves you off at the back of the school building.

Jimmy's heart leaps.
She believes him. He loves Ms. Magnuson.
Linda begins to draw a quick map.

LINDA (CONT'D)

Do you know how to follow a map?

JIMMY

Yes. I can even read star maps.

LINDA

(drawing)

This shows how to get to my home. I'm giving you back roads and footpaths, so there's less chance of you being seen.

She takes a key out of her purse.

LINDA (CONT'D)

This is the key to my back door. I'll meet you there when school lets out.

Jimmy takes the map and key and goes to the window.

LINDA (CONT'D)

I'll go out and occupy the Principal.

(smiles)

I never saw you leave. Okay?

Jimmy opens the window -- and lowers himself out.

EXTERIOR - SCHOOL BUILDING - DAY

Jimmy drops down from the window -- behind some low bushes and a tree outside the window.
Free -- he takes in some breaths of clean, fresh air.
Looks both ways to see no one's around ... and starts across the school grounds ... toward the gate.

Sneaking out to the gate now, Jimmy hugs the building.
The grounds deserted -- all the other kids back in class.

Suddenly, Jimmy SEES his PARENTS' CAR coming down the road.

Jimmy presses close to the wall -- and watches as his parents' car parks in the visitor's parking lot.

Then he starts to run -- through the teacher's parking lot.

Jimmy's almost around a van -- when he sees Mr. Cross, the Principal, coming toward him headed for his car.
Nowhere to go -- Mr. Cross is going to see him any second.

The door on the van he's hiding behind stands open.
Jimmy hops in -- just before Mr. Cross turns the corner.

INTERIOR - VAN - DAY

Jimmy can HEAR Mr. Cross go by.

MR. CROSS'S VOICE

Good afternoon, Mrs. McKeltch.
Enjoy your weekend.

Jimmy freezes --
Just as he leans forward to climb out of the van -- someone outside touches the sliding van door and SLAMS it shut.
Jimmy's trapped.
He scrunches down behind the jump seats. The front door opens and someone gets in.

MRS. MCKELTCH! His heart stops.
She doesn't see Jimmy. She starts the van and pulls out of the lot.

They start driving -- Jimmy stowed away, unseen.

INTERIOR - VAN - DRIVING

Mrs. McKeltch drives along the highway -- then a country road.

Jimmy sneaking peeks at her from in back -- can SEE the

Band-Aid hanging loose -- revealing the MARK at the back of her neck as she drives.

Mrs. McKeltch drives on further.
Then slows the van -- and pulls off the country road.
Driving into the woods.

CUT TO:

INTERIOR - HALL OUTSIDE LINDA'S OFFICE - DAY

Jimmy's Mom and Dad --
Dad's furious with Ms. Magnuson.

DAD

What do you mean -- gone? What
the hell kind of a nurse are you,
anyway?

LINDA

I'm sorry, Mr. Gardner. I was out
of my office for a minute and when
I got back -- he was gone.

Linda is studying him -- and his wife carefully.
He still has the Band-Aid on the back of his neck.
Linda SEES it.

Dad looks at Mom --

DAD (CONT'D)

What did he talk to you about?

LINDA

He was upset with moving, I believe.

DAD

Is that all he said?

LINDA

Why, yes. Why?

Dad exchanges another look with Mom -- and they leave,
brusquely.
Linda left standing in the hall.

CUT TO:

INTERIOR - VAN - DAY

From where he's hiding Jimmy can see only UP ANGLES of
trees and sky.
Mrs. McKeltch stops the van and gets out.

Jimmy waits -- then crawls up to look out the driver's side
window.
He sees Mrs. McKeltch walking away through the woods toward

a HILLSIDE.

Jimmy continues to watch as Mrs. McKeltch stops before some sort of TUNNEL.

She goes in.

EXTERIOR - FOREST - DAY

Jimmy lets himself out of the van and follows along the path Mrs. McKeltch took.

He comes to the mouth of the TUNNEL.

Eight feet high.

Jimmy can HEAR Mrs. McKeltch WALKING down the tunnel's length.

He follows her.

INTERIOR - TUNNEL - DAY

The SOUND of Mrs. McKeltch's FOOTSTEPS in the tunnel. Jimmy looks at the tunnel walls. They're frozen BUBBLES of some kind -- as if the tunnel was formed by melting. Following, Jimmy notices that it's not getting any darker. There's a light -- red colored -- up ahead. Hugging the wall ... hiding behind rocks ... Jimmy follows. Ahead, he hears Mrs. McKeltch's footsteps come to a HALT.

He PEEKS around the corner ... and SEES ...

Mrs. McKeltch standing in the half-red light -- met by TWO 7 FOOT HIGH CREATURES.

Part MACHINE, part FLESH --

Their arm and leg appendages -- metal.

Their mid-section -- electro-mechanical.

Their HEADS -- large box-like things -- with something inside -- floating in liquid and visible through a window.

The thing inside is BRAIN-LIKE. A small STRUCTURE, constantly changing -- forming and re-forming itself. Delicate TENDRILS grow out from the edges, and an EYE, of sorts, floats over the surface of the brain-flesh.

They escort Mrs. McKeltch through a rectangular door in the tunnel. Jimmy waits till they clear -- then sneaks up.

INTERIOR - TUNNEL DOOR - DAY

Jimmy sneaks up to the door he saw Mrs. McKeltch disappear through. It's machined, reddish metal and plastic -- set flush with the tunnel. The door itself is a door set in the side of some larger object -- a ship?

Jimmy listens at the door. From inside he hears a heavy RUMBLING. Jimmy hesitates a moment -- steeling himself -- then goes in.

INTERIOR - SHIP - DAY

A bronze/green light on the machined walls.
Cold, austere, and no one around.
The ship appears to be built -- inside -- in the
form of a SPIRAL -- like a sea shell --
long, curving ramps and translucent bronze walls.

The only corridor leads -- down -- to a small ROOM.
Through the semi-transparent WALL, Jimmy can SEE
into the ROOM.

INTERIOR - ROOM - DAY

Mrs. McKeltch is standing before a CONSOLE -- or
ALTAR.

The 7' Cyborgs stand on either side of her, like
two escorts.

LOW, LOOMING ANGLES of Mrs. McKeltch -- waiting in front
of the altar. As Jimmy watches, two heavy metal
SHUTTERS slide open to reveal --

The SUPREME INTELLIGENCE

The same sort of brain tissue as in the Cyborgs --
but LARGER and more active. Swimming in a perfect,
glass sphere -- the brain has the IMPRESSION of a
FACE on it. Slitted eyes with heavy lids, no mouth --
the brain-face is capable of registering RAGE, cool
ALARM, irritation, and lightning THOUGHT, that is
transmitted to its agents.

Mrs. McKeltch appears drugged -- mechanically responsive
to this controlling thing. As Jimmy watches --
it TESTS her.

Like checking out a circuit board -- Mrs. McKeltch
responds to slight movements of the eye in the box.
She raises one arm -- then another.
Looks left -- looks right.
Opens her mouth.

MRS. MCKELTCH

(speaks vowels)

Aa. Oh. Ee. Oo.

A pause -- a SILENCE settles over the ship.
Jimmy feels it -- and interruption in the exchange between
Mrs. McKeltch and the INTELLIGENCE. The eye in the thing
on the altar starts to move about -- RAPIDLY -- as if
searching the area for something. Jimmy ducks down.

Jimmy freezes. Looks back at the open door in the ship.
Two CYBORGS begin moving toward the open door.

Mrs. McKeltch starts RUNNING in Jimmy's direction.

Jimmy runs -- underneath the grasp of a Cyborg --
out of the ship -- and down the tunnel.
Running faster than he's ever run in his life.

INTERIOR - TUNNEL - DAY

Jimmy running -- can SEE the light ahead at the end
of the tunnel --

EXTERIOR - FOREST - HILLSIDE - DAY

Jimmy comes bursting out of the tunnel opening.
He marks its location in his mind with reference points.
Two nearby trees -- a large rock outcropping --
and then continues RUNNING. Down the hillside --
through the forest -- Trying to orient himself as he runs.
He stops and sees his house a quarter of a mile to the left.
The tunnel opening is in the same ridge that runs in back
of his house! To the right should be the road leading to
Linda Magnuson's house. He stops and hides behind a bush,
taking a breather, and checks the map Linda drew for him.

Linda's house is just a half mile down the road from his.
He reaches the road and starts running for Linda's.

EXTERIOR - ROAD - AFTERNOON

Jimmy can see Linda's house up ahead. Her car in the
driveway. Jimmy runs around to the side of her house.
Looks in the window. Sees Linda -- alone -- in the house.
He runs to the back door and pounds on it. Linda opens it.

JIMMY

Ms. Magnuson! Ms. Magnuson! I
found them -- they're down in the
tunnels!

Linda tries to calm him down.

LINDA

Jimmy, calm down! What happened?
Tell me what happened!

JIMMY

(nearly incoherent)

I got trapped in Mrs. McKeltch's
van -- and she went to the tunnel
and went down there with them --
behind my house. I saw them.

LINDA

Where, Jimmy?

JIMMY

Behind my house, up on the ridge.

LINDA

If we go and look and there's
nothing there, you'll have to admit
to me that this is all in your mind.

Jimmy catches his breath, then nods.

JIMMY

Yes.

EXTERIOR - ROAD - AFTERNOON

Linda parks her car out of sight -- off the road at a
spot Jimmy shows her. They get out and start toward
the top of the ridge. Jimmy leading the way, cautiously.
Jimmy sees the two large trees, the rock outcropping.

JIMMY

This is the spot.

Linda looks around for something -- anything. There's
nothing. No tunnel opening. No sign of anything wrong.
Jimmy looks too. Disturbed.

JIMMY (CONT'D)

This is where it was -- the tunnel
opening.

LINDA

(gently but firmly)
I don't see anything.

JIMMY

No, but it was here.

He goes over, as she watches, and feels the side of the hill.
Solid and undisturbed. Grass growing out of where the
tunnel opening has to be.

JIMMY (CONT'D)

It isn't here. It's gone.

Linda looks at him skeptically.

JIMMY (CONT'D)

I swear it was here.

LINDA

But it's not, Jimmy.

JIMMY

No.

LINDA

Let's go look at the sand pit
behind your house.

The mention of the place produces a feeling of dread in Jimmy.

JIMMY

They'll get us.

LINDA

We'll be very careful. But we have to see.

(she studies Jimmy)

If something landed there, there would be a big scar in the ground. Wouldn't there?

Jimmy nods.

LINDA (CONT'D)

Let's go.

EXTERIOR - HILL - LATE AFTERNOON

Jimmy and Nurse Magnuson are climbing toward the crest -- along a different path than the one leading from Jimmy's back yard.

JIMMY

(whispers)

Be careful. Please be careful.

Linda nods. Her face serious and alert, glancing around.

EXTERIOR - CREST OF HILL - NEAR SUNSET

Jimmy's heart is in his mouth.
Down below, they can see his house.
Looking the other way -- THE PIT.

It lies before them -- undisturbed.
The sand smooth and white.

LINDA

(holds his hand)

Does it look to you like anything landed here?

JIMMY

(looking around)

Maybe -- it landed in the bushes.

Two figures against the orange sky. A wind blowing.
Big fleecy clouds in the sky.

LINDA

(kindly)

Jimmy -- we're already in trouble,
both of us, because of me helping

you run away. Now, I can make up
a story that will smooth things over.
Your house is right down there. Why
don't you let me take you home, and
tell your parents something that will
make them not be mad at us?

He looks up at her. Holding her hand.
She's still in her white nurse's uniform -- beautiful.
Every young boy's vision of a protector.

Jimmy looks down at his house.
At that moment, a blue AIR FORCE PICKUP pulls up in front
of Jimmy's house.
He gasps and jerks his head down.
He and Linda peek through the bushes.

As they watch, TWO AIR FORCE MEN go and knock at the
front door of the house.
The door is opened by Dad.
He talks with them awhile -- then POINTS up the hill --
seemingly directed at Jimmy and Linda, which makes them
duck back down.

The AIR FORCE MEN start up the hill.
They have some sort of detector with them that Jimmy can see.
They sweep the ground as they walk.
Closer now to the crest of the hill.

As Jimmy and Linda watch, the two Air Force MEN reach the
crest of the hill -- and go down to the sand PIT.
50 yards across.

Their instrument-counters perhaps registering something.
They fan out -- walking out onto the sand.
Their backs to each other.

Jimmy -- watching -- is almost afraid to breathe.

Suddenly -- as Jimmy and Linda look on --
the GROUND OPENS UP beneath one of the men.
A VORTEX OF SAND under his feet --
PULLING him -- swiftly and wordlessly -- DOWN.
GONE under the sand.

The OTHER MAN -- hears the gasp.
Turns swiftly --
gets the same surprised look on his face.
He is SUCKED DOWN.
Both gone now.
The sand SMOOTHS OVER as though it had never been
disturbed.

Linda and Jimmy look at each other.

Jimmy and Linda -- RUN for the car.

INTERIOR - LINDA'S CAR - SUNSET

Linda tries to start the engine.
It has trouble catching.
She grinds the engine -- it falters.
Panicked now -- she pumps the gas pedal.
Cranks the car -- it won't go.
Nearly hysterical -- she pounds the steering wheel.
Jimmy watches.
Still the car won't go.

Suddenly they see the Air Force PICKUP coming down the road.
Jimmy and Linda freeze.

EXTERIOR - ROAD - DUSK

The AIR FORCE PICKUP -- with the TWO MEN in the front seat --
looking as if nothing's happened -- drives by.

No sign from the men that anything's wrong.

The pickup goes around the curve in the road.

Jimmy and Linda look at each other.

CUT TO:

INTERIOR - COLONEL'S OFFICE - NIGHT

LINDA

... Afterwards the two Air Force men
came back in their truck. They
drove by us like nothing had happened.
Now they're on the base. I saw them.

Jimmy nods.
It's all true.
Wilson looks at Sgt. Rinaldi.

SGT. RINALDI

(to Col. Wilson)

That would be Hollis and Johnson.
They were assigned to ground
search in this area.

CUT BACK TO:

EXTERIOR - ROAD - DUSK

Linda tries the car again.
Now it roars to life.
Linda gets it back on the road and drives away quickly.

JIMMY

What are we going to do now?

Linda's silent -- thinking. She turns down several roads --

arriving at some streets in a residential neighborhood outside town.

JIMMY (CONT'D)

Where are we going?

Linda gets to the corner -- about to turn onto the street.

They see a POLICE CAR parked in front of her house. Waiting.

JIMMY (CONT'D)

No, no! The cops are with them!

Linda drives through the intersection -- and keeps going.

EXTERIOR - MARKET PARKING LOT - TOWN - EVENING

Linda pulls into a full parking lot -- finds a place.

LINDA

Stay here. I'm going to make a phone call.

JIMMY

Who are you calling?

LINDA

The State Police.

Linda gets out and walks toward a Public Telephone behind the market.

Jimmy slinks down onto the front seat, out of sight.

INTERIOR - PUBLIC TELEPHONE - NIGHT

Linda drops in 20c and dials 411.

LINDA

(into phone)

Yes, I'd like the number of the State Police in Denver, please.

(waits)

Yes, thank you.

(jots the number
on the back of
the phone book)

INTERIOR - LINDA'S CAR - NIGHT

Jimmy's looking up -- through the open window at MRS. MCKELTCH.

MRS. MCKELTCH

(staring at him --
hard)

There you are! Everyone's looking
for you!

Panicked, Jimmy slides across the front seat -- and jumps
out of the car from the driver's side.

Runs away.

Mrs. McKeltch trying to follow him.

MRS. MCKELTCH (CONT'D)

Wait!

Jimmy runs into an alley -- off Main Street.
Jimmy's a fugitive in the small town.
He darts out of the alley -- onto Main Street.

EXTERIOR - MAIN STREET - JUST DARK

Jimmy slinks along the sidewalk like a criminal.
Looking for a place to duck into.
Nothing's open in this part of the block.

Suddenly, up ahead, he sees a COP.
Walking in his direction.
Jimmy freezes -- looks back.
MRS. MCKELTCH coming up on him from behind.

Suddenly, a car pulls up next to him -- a white Ford.
The passenger door pops open.

LINDA

Get in the car.

Jimmy gets in and she pulls away.

INTERIOR - CAR - NIGHT

Linda, thinking as she drives.

JIMMY

Did you call the State Police?

LINDA

All their lines were busy.

Linda looks bothered by that.
She's driving out of town, while trying to think where to go.

Up ahead, parked under the lights of a filling station,
is a POLICE ROADBLOCK.
A cop talking to a motorist.

Linda turns off onto a side road.

LINDA

There's one place we can hide,
while we call the FBI.

EXTERIOR - THE SCHOOL - NIGHT

Deserted at this hour.
Linda pulls up.

LINDA
No one comes here after dark.

JIMMY
Hide the car.

Linda pulls off the road, rolling across the grass and dirt.

EXTERIOR - ROADSIDE - NIGHT

Linda parks the car behind some trees and hedges.
Not visible from the road.

She and Jimmy get out -- and cross the road.
Headed for the school.

EXTERIOR - SCHOOL BUILDING - NIGHT

Linda unlocks the door and they go in.

INTERIOR - SCHOOL BUILDING - NIGHT

Linda unlocks the office. Deliberately avoids turning on lights. Jimmy follows her in. Hard to see in the dark office.
She goes for the phone.
The phones have LOCKS on them.
Linda tries to undo the lock. No good.

LINDA
(frustrated)
Damn.

JIMMY
I know a way.

He takes the phone from her hand.

JIMMY (CONT'D)
What's the number?

Linda takes the slip of paper from her purse and gives it to him.

The phone is a dial-type rather than pushbutton.
Jimmy positions his index finger carefully over the cradle button -- and begins TAPPING out the number.
TAP TAP TAP - pause - TAP TAP TAP TAP TAP TAP TAP
TAP TAP TAP - pause - TAP TAP TAP - tapping out each number in the exact rhythm the dial would make.

Linda watches, amazed.

The phone starts RINGING in Jimmy's ear.
He hands it to Linda.
She puts it to her ear.
The line on the other end is picked up.

VOICE ON PHONE (V.O.)
"All circuits are busy at this time.
Please try again later."

LINDA
(looks at Jimmy)
Still busy.

JIMMY
(remembering)
There was this guy with Dad ... who
said he worked at the telephone
switching division.

Car HEADLIGHTS sweep the parking lot.
The CRUNCH of gravel outside.
Linda looks out the window.
A cop car has parked in the school lot.
Two OFFICERS coming toward the building.

LINDA
(grabs Jimmy's hand)
This way.

INTERIOR - HALLS - NIGHT

Linda and Jimmy running down the darkened halls.
Jimmy sees a door leading to the basement.

Linda pulls open the heavy fire door.

They make their way down the metal stairs -- into the
bowels of the school.

INTERIOR - SCHOOL FURNACE ROOM - NIGHT

Huddled in the furnace room.
A ruddy glow coming from behind the large furnace doors.
A slight RUMBLING from the boilers.

Moving through the floor above they can hear FOOTSTEPS.
Doors OPENING and CLOSING. A quick search going on.
Then the feet leave. The outside door SLAMS SHUT.
The COPS are gone.
Linda and Jimmy breathe easier.

Linda looks upset.

JIMMY
What is it?

LINDA

I don't know. I don't know what
I'm doing here --

Linda's doubts emerging -- unsure what she's doing.

JIMMY

But you saw -- the men go under
the sand ...

LINDA

Yes ... yes, but I'm not sure what
I saw anymore.

Just then -- they hear a new, strange RUMBLE.
DEEPER than the boiler and all around them.

JIMMY

(listening)

What's that?

Linda looks at the FLOOR of the furnace room. Concrete.

It begins to CRACK ... then HEAVE.

They both fall back against the stairs.

The floor ERUPTS. -- CRACK.

A GLEAMING bronze-red METAL POD rears its head. Alien
technology no human has ever seen -- rising up on a shiny,
metal telescoped neck -- flexible, capable of rotating a
full circle -- it confronts them.

A ruby red eye in the tip. It all but HISSSES, cobra-like.
Thrashing around. Grabbing for light and air.

Jimmy SCREAMS.

The thing takes note -- and like a finger withdrawn
reflexively from a hot stove, it RETRACTS.

Slithering back down into the floor -- like a giant roach.
As suddenly as it appeared -- it's gone.

Shaking like a leaf -- Jimmy goes over to the torn up
section of the floor.

A gaping hole -- going down 10 feet -- the entrance
to an underground tunnel.

LINDA

Don't go in.

JIMMY

I'm not.

(backs off)

They must be tunneling under the
whole town.

LINDA

We can't do this alone. We've got

to get help.

JIMMY

(remembering)

There was a man named Colonel Wilson,
from the Air Force Base. He was
talking in our class. He said we could
visit him any time we wanted. I'll bet
he could do something.

LINDA

Let's try.

She takes his hand and they run up the stairs, leaving
the gaping hole in the basement behind them.

INTERIOR - CAR - NIGHT

Linda Magnuson driving like a madwoman.
She looks at her watch.

DISSOLVE TO:

INTERIOR - COL. WILSON'S OFFICE - NIGHT

Col. Wilson is sitting back in his chair.
Staring at his desk.
Slowly tapping the eraser end of his pencil on the desk.

Jimmy and Linda watch him intently.
Waiting for a response.

JIMMY

(fearful)

Colonel Wilson -- whatever is
supposed to happen -- it's supposed
to happen at midnight.

They all look at the wall clock. 11:20.

LINDA

I assure you -- it's true, Colonel.

Their conviction is enormous. But the story is mind-boggling.
Wilson looks at them -- then at Sgt. Rinaldi.

COL. WILSON

(shakes his head)

I can see that you're sincere, but
I'm sure you can understand how hard
it is to believe this story.

The BUZZER in the Colonel's office buzzes.
He flicks the switch.

AIDE'S VOICE

Colonel, Lts. Hollis and Johnson are

here to see you, sir.

Wilson, suspicion growing; looks at Rinaldi.

INTERIOR - THE COLONEL'S RECEPTION AREA - OUTSIDE

Lts. Hollis and Johnson, the men we saw at the pit, are waiting to go in. Sidearms in the holsters.

COL. WILSON'S VOICE

(after a beat)

-- Send them in.

The Colonel's AIDE (CURTIS) nods for them to go in.

Lts. Hollis and Johnson -- very grim -- go in.

INTERIOR - COL. WILSON'S OFFICE - NIGHT

The door swings open.

The Colonel at his desk -- seemingly alone in the room. Hollis and Johnson step inside and draw their service weapons.

Rinaldi immediately jumps them from behind the door -- knocking the guns away. Rinaldi gets the drop on them. Two M.P.s rush into the office -- guns drawn on Hollis and Johnson.

RINALDI

You two are under arrest.

Hollis and Johnson are dragged to their feet by M.P.s.

COL. WILSON

Now you two are going to tell me
what this is all about.

Before he can go further Johnson and Hollis get a peculiar look on their faces. They GRAB the back of their heads -- and CRASH to the ground -- SPASMING.

Wilson looks shocked.

Sgt. Rinaldi kneels over them. Feels for the pulse in their necks.

RINALDI

(looking up; astounded)

They're dead.

Jimmy and Linda come out of the Colonel's lavatory where they were hiding. They look at the two bodies.

Wilson looks at them -- then at the two bodies. The backs of their necks! He and Rinaldi are looking at TWO RED SPOTS on the necks of Hollis and Johnson. Rinaldi meets the Colonel's eyes. Shaken. Linda and Jimmy turn away from the sight.

CURTIS, the Colonel's aide, comes in. With him -- more of the Colonel's men.

Wilson looks at the wall clock. 11:26. It takes him only a second to leap into action.

COL. WILSON
Close the base. Seal the perimeter.
Alert base security.

Curtis jumps to.

COL. WILSON (CONT'D)
(to Rinaldi)
I want these two men taken to sick
bay and autopsied.

Colonel Wilson looks at Jimmy. My God, is it true?

The Colonel walks to his windows and opens the levelor blinds. He looks out at something. In the distance -- bathed in SPOTLIGHTS -- is a ROCKET of some kind.

The Colonel stares at it -- joined by Rinaldi. Both of them thinking now. Jimmy goes over -- looks also.

Now Jimmy sees it -- a gleaming ROCKET being prepared for launch. Awash with lights.

JIMMY
What's that?

The Colonel doesn't answer -- looks at Rinaldi. They're joined by several CIVILIAN and Air Force TECHNICIANS.

TECHNICIAN
What's going on?

COL. WILSON
We've sealed the base. I'm
increasing security around the
launch.

TECHNICIAN #1
(alarmed)
Is something wrong?

COL. WILSON
I'm not sure ...

The Colonel looks at Jimmy -- who's waiting for an explanation.

COL. WILSON (CONT'D)
(to Jimmy)

We have a launch scheduled for tonight. We thought, by launching it from here, we could minimize publicity.

Jimmy looks at him -- still doesn't understand.

COL. WILSON (CONT'D)
We're disguising it as a military satellite launch. Only it's not a satellite.

Jimmy and Linda look at each other.

COL. WILSON (CONT'D)
(nods to the Tech)
Go ahead. Tell them.

TECHNICIAN #1
It's a soft landing mission.

JIMMY
Where's it going?

TECHNICIAN #2
To Mars.

JIMMY
(eyes wide)
Mars!

The Colonel shoots Jimmy a glance.

LINDA
What will the rocket do?

The Colonel nods for the Technician to explain.

ENGINEER
It will explore a 50-mile square of Mars -- looking for life. It's designed to retrieve samples from beneath the Martian surface, down to 200 feet.

COL. WILSON
Earth and Mars are in this relative position only once every 20 years.

TECH #2
(getting concerned)
We have to launch tonight.

Linda looks puzzled.

LINDA
You're looking for life?

JIMMY

They didn't find any signs of life
on the Viking missions.

SCIENTIST

That's why we're looking beneath
the surface this time. Something
might be able to live down below.

Silence. A thought forming.

COL. WILSON

And if it does -- it might not want
to be found.

LINDA

(realizes)

The tunnels.

Colonel Wilson and Rinaldi look at each other.

COL. WILSON

(faces Jimmy and Linda)

There's something you two should know.
Two nights ago there was a very large
meteor fall on our radar -- but no
reports of a strike. We were on full
alert for an hour, and we've had
search teams out, looking for a sign
of some kind of impact or landing.
Hollis and Johnson were the ground
team assigned to your area.

The Colonel goes back to the window -- looking out at
the rocket being readied.

COL. WILSON (CONT'D)

I want every man on the base checked.
I want updates every five minutes
from launch control.

The clock on the wall reads 11:56.

CUT TO:

INTERIOR - NUCLEAR POWER PLANT/GRID STATION - NIGHT

Jimmy's MOM and DAD walking down the hall toward the
main room.

Past the "Danger - Radiation" signs.

Past the "Restricted Access" signs.

George walks by a fellow worker in the hall.

FELLOW WORKER

(surprised to see him)

George -- you're here late.

George smiles and keeps walking. Mom pacing him.

They get to the GUARD DESK before the main control room.
HENRY, a private security guard, looks up.

HENRY

Mr. Gardner -- I didn't expect you
tonight.

GEORGE

(smiles coldly)

I have some work to do. This is
my wife.

Henry looks at them. George starts to take out his I.D.
badge.

HENRY

That's not necessary, Mr. Gardner.
Go right in.

George nods and goes into the main control area with his
wife.

MOM PICKS UP A WRENCH.

INTERIOR - CONTROL ROOM - NIGHT

11:59 on the wall clock.

Dad goes directly to the computer tape drives and puts
on a reel all his own.

The TECHNICIAN in charge watches him.

TECHNICIAN

What's this, George?

GEORGE

It's a simulation tape I have to
run.

The Technician watches as George finishes inserting it --
and hits the RUN button.

Dad leaves the computer -- Mom following him --
Walks -- grimly -- to the MAIN control desk.

KARL, the night operator, looks up to see George -- just
as the ALARM BELLS start to SOUND.

George towers over him.

KARL

(looks at the board;
then at George)

What ... ?!

A ROLLING BLACKOUT showing on the board.
The whole system -- CRASHING.

JIMMY'S MOM KNOCKS THE MAN OUT! --
while Dad grabs control of the board.
Jimmy's Dad starts flicking switches -- defeating the system.
SIRENS WHOOPING -- people running around in the room.

TECHNICIAN

(shouts)

Henry ... Guards! ... in here!

Security personnel start running toward Dad at the main board.
Mom tries to hold them back.
The LIGHTS FLICKER -- and go off --
Come back on as auxiliary power kicks in.
The Guards -- and other personnel -- wrestle Jimmy's Dad
away from the board.

Dad watches as INFORMATION CONSOLES light up.
"ADP'S HAVE FAILED."

Then -- a momentary pause --

TECHNICIAN

(shocked)

Dammit! Plant #2! The damping rods
just went in! Both reactors are out!!

They drag Jimmy's parents away -- under arrest.
Mom and Dad exchange a look -- impassively.

The GIANT ELECTRONIC DISPLAY above them shows a complete
CRASH of the Power Grid.

TECHNICIAN

(staring at board)

It's a shut-down -- a complete
shut-down -- Christ Almighty!

Jimmy's Mom and Dad are dragged out of the room -- hardly
resisting.

CUT TO:

INTERIOR - BELL TELEPHONE SWITCHING CENTER - NIGHT

ED, the man we saw with Jimmy's Dad, is busy at work --
Short-circuiting massive ARRAYS of switching equipment.

He goes about it slowly -- methodically -- mechanically.
The LIGHTS in the phone center -- flickering on -- and off.

Ed -- finished with his work -- stands back.
PEOPLE rush in -- look aghast at what he's done.

Ed's seized -- not resisting -- and dragged out.

CUT TO:

INTERIOR - POLICE STATION - NIGHT

The lights out in the main room.

COP

What's wrong with our goddamn
generators?! Get them turned on.

EMERGENCY -- battery powered -- lights come on.
The Chief looks away from the bright beams of light
coming from the heavy duty flashlights.
The wall clock reads 12:01.

Another COP slams down the phone.

COP #2

Chief -- the phones just went out.

CHIEF

(addresses his men)
Calm down! And SHUT UP!

They're all listening now.

CHIEF (CONT'D)

I want this town sealed tight. No
one in or out -- they'll be no
looting during this crisis.

OFFICER

Chief -- we're not going to have
any looting -- and the power will
be back in a few minutes, probably.

CHIEF

(snaps)
That's a direct order, Smith. I
want everyone armed with riot
weapons. Set up roadblocks on all
the main arteries.

The OTHER COP we saw out at Jimmy's place exchanges a look
with the Chief.

OFFICER KENENY

You heard the Chief, boys. Let's
get to it.

They all file out -- carrying shotguns.

We SEE a THIRD COP going out -- as he does he RUBS his neck.

EXTERIOR - POLICE STATION - NIGHT

The police PEEL OUT.

EXTERIOR - COLONEL WILSON'S OFFICE - NIGHT

The lights flicker -- and go out.

COL. WILSON
Go to base auxiliary power.

CUT TO:

EXTERIOR - LAUNCH SITE - NIGHT

Two Air Force MEN run toward the rocket in the darkness.
YELLING all around in the b.g. about the lights.
They're intercepted by security.

SECURITY MEN
Halt!

They continue. One of them THROWS something at the base of
the rocket. It EXPLODES.

Security forces dive at them -- knocking them off their
feet.

Lights start coming back on.

The two MEN are dragged to their feet. They stand only
a second -- until they each grab the back of their heads
and crumple to the ground before the amazed security troops.

INTERIOR - COL. WILSON'S OFFICE - NIGHT

The lights coming back on. As they do: a SERIES of
EXPLOSIONS rock the base.

Rinaldi runs to the windows.

RINALDI
Looks like the runways, Colonel.

Curtis is getting walkie-talkie reports.

The entire room full of people now.

CURTIS
Launch security reports two men
stopped trying to damage the rocket.

TECH #1
(alarmed)
Do they have any damage?

CURTIS
They're running checks now.

TECH #2
(getting reports
on headgear)
Telemetry and tracking reports
radar temporarily out.

Reports streaming in now -- the place turning into bedlam.

COL. WILSON
Do we know what caused the power
blackout?

CURTIS
(shouting back)
It looks widespread, sir. A rolling
blackout that started with the power
company.

COL. WILSON
(barks)
Get me a status report on our
aircraft. Do we have anything up
top right now?

FLIGHT OFFICER
An F-4 on approach. He's out of
fuel, sir. Coming down.

COL. WILSON
Are we in radio contact with him?

FLIGHT OFFICER
(nods affirmative)
He says it looks like the whole
state is out.

A grim OFFICER (Communications) approaches Colonel Wilson.

COMMUNICATIONS OFFICER
Sir, base communications are out.
It'll take us an hour to get up.
Cheyenne knows we're not hit. Their
sensors will tell them that but we're
out of touch.

COL. WILSON
(to Flight Officer)
Scramble what we can. We'll use our
planes as a radio link.

RINALDI
Flight operations reports heavy damage
to runways 2 and 4, sir. For the time
being we're down across the board.

COL. WILSON
Christ --

More reports come in through walkie-talkies.

COL. WILSON (CONT'D)

What about our phones?

CURTIS

They're out. Separate problem with
the long distance lines.

COL. WILSON

(more frustrated)

Christ!

The Launch engineers are getting damage reports.

TECH #1

(to Wilson)

I'm going down to the launch site
and check firsthand.

Wilson nods. He starts out.

TECH #3

Launch center reports their computer
updates are suspect because of the
power failure.

ENGINEER

(looks up from
base phone)

Telemetry and tracking are tied to
external power. We can't launch.
It looks like a scrub.

COMMUNICATIONS OFFICER

Sir, operations reports base radar
back in service.

COL. WILSON

Anything coming in?

OFFICER

Negative, sir.

RINALDI

They're already here.

Wilson looks at Rinaldi.

COMM OFFICER

Also, sir, base security just arrested
two technicians trying to steal
equipment in the middle of the blackout.

COL. WILSON

Steal? What?

COMM OFFICER
Copper wire, sir. A lot of it was
loaded onto a base truck.

COL. WILSON
(baffled; bothered;
shakes his head)
Copper wire?

CUT TO:

INTERIOR - AUTOPSY ROOM - SICK BAY - NIGHT

Two teams of AIR FORCE SURGEONS are operating on the
corpses of Hollis and Johnson, each of whom lies face
down on a stainless steel table.

Slowly -- painstakingly -- a surgeon removes a long needle
from the back of Hollis' NECK.
Everyone stares hard as he holds it up.

The surgeon wipes blood from it. The NEEDLE is extremely
narrow -- the color of gleaming BRONZE -- with a tiny,
radiant CRYSTAL glowing on the tip of it.

The surgeon carries it over to a work bench. As he
passes an electric pump, the needle gives a slight
RINGING SOUND and the crystal GLOWS.

Startled, the surgeon passes the needle around the
electrical pump. The needle fluoresces brighter and
softer as he moves it. EVERYONE gathers round.

The surgeon WAVES the needle around. It reacts when it's
near a TELEPHONE ... a LIGHT SOCKET ... near people's
HEADS ...

He puts it next to an FM RADIO.
Turns on the radio and tunes the dial.
The NEEDLE REACTS to every setting on the dial ...
until, at one setting, the needle gives a tiny BANG!
and a FLASH -- and the surgeon drops it, grimacing.

The surgeon flaps his hand. His teeth clenched with pain.
His GLOVE is burned through, and his FINGERTIPS
are blackened, with wisps of smoke rising from them.

The needle, on the floor, is still intact.

CUT TO:

INTERIOR - COLONEL'S OFFICE - NIGHT

The Communications Officer holds a phone for Wilson.

COMM OFFICER

They just finished the autopsy on Hollis and Johnson.

(relaying from other end of call)

They say they've removed an "electronic pin" from the base of both Hollis and Johnson's brains. The thing was capable of receiving radio signals. It triggered a cerebral hemorrhage in both of them -- on command.

A crushing statement for Jimmy.

JIMMY

(to Colonel Wilson)

Then my Mom and Dad ...

Jimmy looks around at Linda, Colonel Wilson. Everyone. No one says anything.

Linda puts her arm around Jimmy.

COL. WILSON

Jim -- can you take us to that place -- the sand pit?

Jimmy nods yes.

COL. WILSON (CONT'D)

(to another Officer)

Are the jeeps and half-tracks okay?

TRANSPORT OFFICER

Ready to go when you are, sir.

COL. WILSON

(to Jimmy)

A base like this has troops stationed on it to ensure its security. We're not out of options yet.

Colonel Wilson turns to Rinaldi.

COL. WILSON (CONT'D)

Let's roll, Rinaldi. Curtis. Everyone we can muster, goes.

RINALDI

(saluting)

Yes, sir.

LINDA

Colonel -- the tunnel under the school.

COL. WILSON

Curtis, you take a platoon of men and head for the school. Enter

the tunnel and move forward to the extent possible.

CURTIS

Yes, sir.

EXTERIOR - BASE - NIGHT

Jeeps, TRUCKS, Air-Force MEN and TROOPS piling in. The trucks start to roll. Weapons being cleared ... armed.

Out the gates and onto the highway at night.

EXTERIOR - JEEP ON ROAD - NIGHT

The Colonel, Jimmy, Linda -- and Rinaldi driving. Two SOLDIERS in back. Out in front -- two armored JEEPS with heavy, mounted MACHINE GUNS and troops crammed in. Behind them -- truck upon truck ... rolling.

At a fork in the road -- the convoy slows.

CURTIS -- in an armored jeep with his men pulls up alongside Jimmy's jeep.

COL. WILSON

(to Curtis)

Let's get those masks on.

The troops start putting on GAS MASKS.

COL. WILSON (CONT'D)

(hands a gas mask

to Jimmy)

Better put this on.

(to Linda)

You too.

Curtis gives Wilson a snappy salute -- Wilson returns it -- and Curtis heads off for the school with his gas-masked men in trucks behind.

Jimmy, Linda, and the Colonel proceed on -- most of the troops and equipment with them. Everyone gas-masked.

LATER - ON ROAD

Colonel Wilson and Jimmy see a ROADBLOCK ahead. They come screeching to a halt. The two COPS and the CHIEF halt them. Wilson's half-track pulls forward -- all the engines running.

JIMMY

(to Col. Wilson)

He's one of them.

THE CHIEF

No one allowed through.

COL. WILSON

This is official government business.

The Chief suddenly FIRES HIS SHOTGUN at them.
It SCATTERS on the armor plating of the half-track.

Col. Wilson's men OPEN FIRE -- with GAS CANISTERS --
which EXPLODE, filling the road with billowing
white SMOKE. The Chief and his men stagger around,
and collapse.

COL. WILSON

(to his men)

Get those men to sick bay.

Troops pile out, pick up the unconscious cops, and put
them into a truck -- which turns around and heads back
toward base.

The barricades are pushed aside and the rest of the trucks
roll through.

EXTERIOR - ROAD - NIGHT

Coming up on Jimmy's house -- and the ridge behind it.

JIMMY

It's up there -- just ahead.

The Colonel's jeep pulls up onto the property in front of
Jimmy's house.

The two armed jeeps take up position on either side of
the house.

Trucks pull up. Some still rolling as troops hop out --
fanning across the property.
Rinaldi heading them. Jimmy pointing out the exact spot.

Men and equipment tumbling out --
being set up at breakneck speed.

CUT TO:

EXTERIOR - ROAD TO SCHOOL - NIGHT

Curtis and his jeep -- and following truck -- stopped
by another cop barricade. SCREECH.

A weird LOOK in the cop's eye -- the cop we saw
rubbing the back of his neck.

CURTIS

(shouts to cops)

You have two seconds to move that
barricade.

The cop pulls a gun --
ANOTHER cop -- one who is NOT a Martian slave --
grabs the "slave-cop's" gun-arm.

COP #2
(struggling with
"slave-cop")
You crazy idiot!

Curtis' SOLDIERS fire the KNOCK-OUT gas.
Within seconds, the road is full of white gas and
sleeping cops.

CURTIS
Pick 'em up and move 'em out!

His troops yank aside the barricades and load the cops
onto a truck.

Curtis and his men -- race ahead.

EXTERIOR - SCHOOL PARKING LOT - NIGHT

Curtis' jeep and two truckloads of troops roar to a stop
in the lot.
Gravel and dust flying in the moonlight.

They charge up the steps to the locked school doors.
The lead man tries the doors -- steps back and blasts the
lock with his automatic weapon.

The troops thunder up the steps and into the building.
Curtis in the lead. Pistol drawn.

INTERIOR - SCHOOL - HALL - NIGHT

The TROOPS go running -- thundering -- through the halls.

CURTIS
Downstairs -- in the furnace room.

Curtis steps back as two of his MEN tear open the furnace
room door.

Nothing waiting at the top of the stairs for them.
They press ahead.
Automatic weapons set to "FIRE" position.

INTERIOR - STAIRS DOWN TO FURNACE ROOM - NIGHT

COMBAT BOOTS on METAL STAIRS. MOVE WITH the troops.
One naked bulb burning and the BRIGHT BEAMS of their
flashlights arc down the dark stairs.

INTERIOR - BASEMENT - NIGHT

The old boiler rumbling, still raising steam and the open incline leading to the tunnel MOUTH. EERIE red glow.

The TROOPS surround the opening -- weapons trained on the tunnel entrance.

The floor is broken in an incline -- leading down to the slit where the tunnel starts.

Curtis goes down the incline.

Two MEN follow.

The three stare into the tunnel opening.

6 - 8' in diameter. -- Their beams reveal that the walls are glass-like BUBBLES, as if some powerful ray had melted the earth itself.

The tunnel goes on as far as their beams can reach.

CURTIS

(shouts up)

All right men. Let's go.

Curtis leads them into the tunnel.

EXTERIOR - SCHOOL - NIGHT

A LIEUTENANT shouting at the men to hurry up with the equipment. A small ARTILLERY piece they're dragging toward the door.

LIEUTENANT

Let's go! Let's go!

The way is blocked by other equipment.

CORPORAL

(to Lieutenant)

It's not going to go -- it's too big.

Stymied.

LIEUTENANT

(looking around quickly)

This way! -- Through the windows!

He's looking at a ground floor classroom.

INTERIOR - CLASSROOM - NIGHT

The high, paned windows -- CRASH IN. TINKLE.

The artillery piece is swung in on a winch and lowered into the classroom.

Desks splinter.

Men shoving tables and chairs out of the way -- trashing the school room as they drag the piece through.

The men dragging it through knock over the teacher's desk and knock off part of the blackboard -- The Parts Of A Frog, written across the board -- Jimmy's classroom -- Part of the door frame is torn off as the piece rolls through.

INTERIOR - HALL OUTSIDE CLASSROOM - NIGHT

A light artillery piece -- ROLLING down a hall -- pulled by four men -- headed for the furnace room.

CUT TO:

EXTERIOR - JIMMY'S HOUSE - NIGHT

SEARCHLIGHTS mounted on the roof of Jimmy's house and high ground.
Their powerful beams playing across the sand PIT area.
No sign of activity from the PIT.

Wilson, positioned on the roof, scans the pit area with powerful binoculars. Jimmy is next to him pointing out the spot while Linda watches.

BINOCULAR POINT OF VIEW

No sign of activity. Just undisturbed sand -- the path leading up to it through the woods.

RETURN TO SCENE

Jimmy can see all around him -- troops. The windows of his house broken out -- GUN POSITIONS set up. Troops moving through the forest. A nightmare out of control.

EXTERIOR - PIT AREA - NIGHT

The sand turned a surreal white by the brilliant arc lights on it.
RINALDI arrives at the edge of the sand pit.
Waves to Wilson.
Starts out onto the sand.
Automatic weapon cradled in one hand -- and a metal probe in the other.

EXTERIOR - ROOF OF JIMMY'S HOUSE - NIGHT

Jimmy and Colonel Wilson watch Rinaldi.

Hundreds of men looking on.

Jimmy and Colonel Wilson looking through binoculars.

THEIR POINT OF VIEW

BINOCULAR MATTE on Rinaldi -- moving across the sand.
Ten feet ... another ten feet ...

Suddenly -- a surprised, horrible look on Rinaldi's face ...
as the ground -- sand -- swirls in a vortex beneath him.
Rinaldi drops -- instantly from sight -- never firing a
shot or making a SOUND.

Astounded, the Colonel stares.
Rinaldi is -- gone.
He puts down his binoculars -- jams them to his eyes again.
The sand is smoothed over.

More troops rush up to the edge of the pit.
Start exploring.
Colonel Wilson starts down off the roof ... to join them.

CUT TO:

INTERIOR - TUNNEL - NIGHT

Curtis and his men -- forging ahead.
Their flashlight beams dance on the bubbled surface of the
walls.
Moving as fast as they can.

CUT TO:

EXTERIOR - SAND PIT - NIGHT

Troops moving all across the pit area.
Colonel Wilson with them.
They're probing the exact spot where Rinaldi went under.

COL. WILSON

Nothing?

CAPTAIN

Nothing.

MAN WITH METAL DETECTOR

We're getting nothing below.

A TECHNICIAN wearing earphones linked to a receiver.

TECHNICIAN

We're getting a signal from the
transmitter on Rinaldi. If we get
a second receiver we can pinpoint
his location.

COL. WILSON

Get going.

They hustle off.

Gun positions have been set up -- ringing the sand pit.

Colonel Wilson walks back -- behind the gun positions to

talk with Jimmy and Linda.

An AIDE comes up to Colonel Wilson.

COL. WILSON
(to Aide)
Any word from Curtis?

AIDE
A message 5 minutes ago. They've
entered the tunnel and are coming
in this direction as fast as they
can.

The Colonel is handed another message.
He reads it -- looks over at Jimmy.
Goes over to him and Linda.

COL. WILSON
We have your parents, Jimmy.

JIMMY
(afraid to ask)
Are they --

COL. WILSON
They're still alive. They're in
a hospital, being operated on right
now. A neurosurgeon is on his way
from Denver. He should be there in
an hour.

JIMMY
But in an hour --

Linda puts her arm around his shoulder.
Takes him off to talk to him.

The Colonel watches them go -- then goes back to the pit.

CUT TO:

INTERIOR - TUNNEL - NIGHT

Curtis and his men -- moving ahead.

They round a curve in the tunnel.
The TWO lead SOLDIERS are suddenly hit by a blindingly bright
XENON laser FLASH.
They VAPORIZE.
The next MAN -- hangs back.
Curtis directly behind him.
The man darts out -- around the bend -- and opens up with
his automatic weapon.

TWO 7' high CYBORGS are standing around the bend.
They're hit by the bullets.

Their arm appendages shatter.
Their mid-sections are hit.
Their HEADS -- the large box-like things -- are HIT by BULLETS --
and shattered.
The two Martian things -- fall -- rigidly forward --
FLUIDS spurting out on the tunnel ground.
The fleshy, brain-like thing in the box continues
forming and re-forming. The eye on the brain, running
over its surface -- frantically -- as if trying to
communicate with the SUPERIOR INTELLIGENCE. Then it stops.

Curtis and his men -- staring down at the things.

CUT TO:

EXTERIOR - SAND PIT AREA - NIGHT

Linda's comforting Jimmy.
They stand off to the side -- away from the main action
around the pit.

LINDA

They'll be all right, Jimmy. They
have excellent doctors in Denver.

Jimmy looks up at her.

JIMMY

Better than the Martians?

He looks around at the house -- and the sand pit -- all
lit up.
He's about to cry when --
They both begin to feel something funny under their feet.
HORRIFIED -- Linda and Jimmy look down.
The ground VORTEXES under their feet -- and sucks them down.
One of the Colonel's AIDES SEES.

COLONEL'S AIDE

(screams)

Colonel! Over here!

The Colonel and several men rush over.
The ground where they went down -- is solid.

COLONEL'S AIDE (CONT'D)

The boy and the woman -- were sucked
down! Like Rinaldi!

TECHNICIANS

(shout)

Colonel -- we have a fix on Rinaldi's
transmitter.

They're standing at a spot -- ten feet away.

COLONEL

All right -- let's go in. Set
the charges.

DEMOLITION TEAMS start digging into the ground -- placing
explosives. Brick after brick of plastic high explosives.

The Colonel and the rest of the troops back away from
the spot.

DEMOLITION MAN
(looks up)
Set, Colonel. Whenever you say.

He strings back some wires to a detonator box.

COL. WILSON
Lieutenant, tell our people at the
far end of the pit to fire their
mortars and rockets at ground targets
so they won't be able to tell where
we're coming in.

The Lieutenant salutes and word is passed.

CUT TO:

VARIOUS ANGLES

The troops set with mortars and mobile MISSILE launchers.

The Colonel gives the signal.
They OPEN FIRE -- shells and rockets landing -- kicking
up clouds of dirt and debris.

The Colonel gives the signal to detonate the charges.
KA-BOOM -- a column of dirt and sand goes up.

They rush to the opening.
Look down -- and see, ten feet down, a HOLLOWED OUT
SYSTEM OF CAVERNS AND TUNNELS. The same bubbled, boiled
cave walls.

The rest of the FIRING continuing.

COL. WILSON
All right, men. Let's go.

Fully armed, they clamber down ladders into the tunnels.

CUT TO:

INTERIOR - MARTIAN SHIP - NIGHT

Jimmy comes to.
Looks around.
He's lying on a table in a room.

MRS. McKELTCH standing over him.

MRS. McKELTCH
Tsk tsk tsk. Bad boy.

Jimmy gasps and sits up, scooting back from her.

JIMMY
Where's Linda?

Mrs. McKeltch turns her head and looks -- through a translucent WALL.
Jimmy jumps up and runs to the wall.
Sees Linda -- on the other side -- lying face down on a transparent glass OPERATING TABLE.

Two CYBORGS moving around next to her.

Linda is face down -- still wearing her nurse's uniform -- unconscious.
Her hair is pushed up off her bare neck.

A GIANT MACHINE above her begins to push a CRYSTAL NEEDLE down toward the BACK OF HER NECK.
CLOSING on her neck -- a small spot of light illuminating the SPOT where it will be implanted -- at the base of her brain.

Jimmy spins around and faces Mrs. McKeltch.

JIMMY
(pleading)
Please don't. Please don't hurt her.
I'll do anything you say.

MRS. McKELTCH
(repeating herself mechanically)
Tsk tsk tsk. Bad boy.

Jimmy picks up a large object and SMASHES it down on Mrs. McKeltch's head. She collapses to the gleaming floor, squawking.

Jimmy turns and runs out of the room -- into the curving corridors.

JIMMY
(screaming)
Linda! Linda ... !

The Cyborg in with Linda sees Jimmy -- starts toward him. Joined by another Cyborg.

CUT TO:

INTERIOR - TUNNELS - NEAR ABOVE GROUND ENTRANCE - NIGHT

Troops still coming down the ladder as Colonel Wilson moves ahead -- down the tunnel.

TECHNICIAN
(examining the wall)
This has been melted out, then
instantly re-sealed -- amazing ...

COL. WILSON
(pushing on)
There's no time. Let's move.

They turn the corner.

RINALDI'S waiting for them -- but not Rinaldi as we've known him. He's changed.

From an ANGLE behind Rinaldi -- we can SEE the spot on the back of his neck.

RINALDI
(slowly; haltingly)
Stop. Go back.

Colonel Wilson hesitates -- ready to welcome Rinaldi -- then realizing Rinaldi is -- gone. One of them. Grotesque.

Rinaldi tries to bring the weapon up and fire at them. Struggling against the orders of his brain implant. The men at Colonel Wilson's side -- SHOOT him down.

Colonel Wilson looks away a moment. Then presses on.

CUT TO:

INTERIOR - MARS SHIP - NIGHT

Jimmy -- running through the spiral ramps -- is caught by two Cyborgs. They carry him, struggling, into a ROOM at the heart of the ship.

INTERIOR - MARS SHIP COMMAND ROOM - NIGHT

Mrs. McKeltch stands there -- in front of the SUPREME INTELLIGENCE -- its eyes flicker -- it sends a transmission. It sees everything.

MRS. MCKELTCH
What is your name?

JIMMY
You know my name.

MRS. McKELTCH

State your name.

JIMMY

I ain't tellin' you nothin'.
What's that?

(means the huge
mass of tissue
in the sphere)

MRS. McKELTCH

Young thing, you are addressing the
Supreme Martian Intelligence.

The massive "brain-like" tissue swarms -- seethes --
its "eyes" turned toward Jimmy.

MRS. McKELTCH (CONT'D)

What are they doing up above?

JIMMY

They're trying to stop you. Why
are you invading us? What do you
want with my Mom and Dad? Why are
you stealing copper?

MRS. McKELTCH

He who controls copper, controls
the universe.

Jimmy runs up to the Supreme Intelligence and pounds
his fists on the glass case.

JIMMY

Let them go! Let my Mom and Dad go!
I'll fix you!

Mrs. McKeltch runs forward and grabs Jimmy.
He gives her a punch in the stomach --
turns and runs out of the room.

The two Cyborgs lumber after him.

CUT TO:

INTERIOR - TUNNEL SYSTEM - NIGHT

Curtis and his men -- fighting their way through.
A laser blast from up ahead vaporizes part of a wall.

Air Force rockets answer back.
They EXPLODE two more Martian creatures.

Curtis keeps moving.

CUT TO:

INTERIOR - OPERATING CHAMBER ABOARD SHIP - NIGHT

The crystal needle moves closer to the back of Linda's exposed neck. Only inches away now -- and homing in.

CUT TO:

THE SUPREME INTELLIGENCE

-- seemingly omnipresent --
Orchestrating it all.
Sending thought commands to its troops.

The eyes on the "face" move a bit to the left and right.
Issuing commands.
Slight alarm registering on it.
Two creatures move it -- immobile by itself -- to a command center.

CUT TO:

INTERIOR - TUNNEL SYSTEM - NIGHT

Jimmy running.

JIMMY
(screams)
Captain Curtis!

CUT TO:

INTERIOR - TUNNEL SECTION AHEAD - NIGHT

Curtis hears something.

He halts his men.
Silence.

JIMMY'S VOICE
(distant shouts)
Captain Curtis ... this way!

They press on.

INTERIOR - BEND IN TUNNEL - NIGHT

Jimmy comes skidding to a halt as he SEES -- THREE Martians around the corner. At an INTERSECTION in the system. One of them has a BLASTER -- They don't see Jimmy.

They point the long, silver weapon down the tunnel. It has a wide, flared barrel.

Jimmy SEES the operation of the weapon:
They FIRE IT --
A continuous, SOFT RED BEAM of light -- directed down the

tunnel at someone.

Curtis and his men jump back as the WALL in front of them starts to MELT ... then BUBBLE ...

ANGLE ON

The Martians FIRING their weapon. Suddenly they are attacked by a furious BURST of AUTOMATIC WEAPONS FIRE from another direction.
Curtis and his men!

The Martians turn their weapons in Curtis' direction.

Colonel Wilson and his men rush forward FIRING.

The Martians are caught in a murderous cross-fire -- and are CUT DOWN -- fluids spurting all over.

The box heads of the Martian soldiers are shattered.

The Martian RAY WEAPON falls to the ground.

Colonel Wilson and Curtis join up.

Jimmy runs up.

JIMMY

This way ... hurry!

They follow Jimmy down the tunnel -- toward the open ship.

INTERIOR - MARS SHIP - NIGHT

Colonel Wilson and his men thunder aboard the ship.

CUT TO:

THE SUPREME INTELLIGENCE

The thing in the bottle -- REACTS -- with alarm.
Its eyes move swiftly now.
Increasing its thought commands.

CUT TO:

JIMMY AND THE COLONEL

They HEAR strange SOUNDS coming from the ship.
The beginning of a RUMBLE.

They press on.

COL. WILSON

(shouts to the
demolition team)

Set charges.

The DEMOLITION TEAM starts wiring plastic explosives to what look to be key elements in the ship.

Jimmy runs on ahead.
The Colonel and the rest of his men at his side.

CUT TO:

INTERIOR - OPERATING CHAMBER - NIGHT

The needle -- HUMMING with a high-pitched, cold WHINE, is just about to go into the back of Linda's neck. A peaceful look on her face. Unconscious. Unaware.

CLOSE SHOT -- The needle almost touching her skin.

A BURST of gunfire stops the progress.

Another BURST and the GIANT MACHINE in the operating chamber sparks -- and SHATTERS apart.

They run over to the table.
Two of the Colonel's men gently lift Linda off the table.
As soon as they do she starts to come to.

LINDA

What happened?

She's able to stand and look around the ship.
Jimmy gives her a giant hug around the legs and waist -- so happy she's all right.

The SOUNDS of the ship starting up -- grow LOUDER.
HUMMMS ... and electrical WHIRRS ...

ANGLE ON

The Supreme Intelligence -- tendrils in full motion -- the brain-face forming and re-forming. Eyes darting ... as it brings activity to a peak.

COL. WILSON

Everybody out ... !

They beat a retreat.
Linda and Jimmy running along with the troops -- up the spiral ramps -- heading toward the open door out of the ship.

INTERIOR - SHIP - NEAR DOOR - NIGHT

The demolition team has finished placing their EXPLOSIVES.

DEMOLITION MAN

(to Col. Wilson as

he arrives)
We've placed the charges. Give me
a time.

COL. WILSON
Give us five minutes to get out of
here.

The demolition men SET their TIMERS for 5 MINUTES.

The automatic timers start COUNTING DOWN and the men run.

Jimmy's watching it all.
RUNNING with Linda and the Colonel -- RUNNING for
the door that leads out of the ship.

INTERIOR - TUNNEL - SYSTEM - NIGHT

Everyone running back toward the spot where they blasted
down into the tunnel from above.

They've marked the way out with cord laid down.
Colonel Wilson and the lead men following the trail out.

The TIMERS counting down. 4 MINUTES.

They reach the point where the cord started.
They look up.
The way out is sealed.

CURTIS
(to Col. Wilson)
They've sealed off the entrance.

Colonel Wilson surveys the scene -- desperately.

COL. WILSON
(shouts orders)
Start digging.

The men start grabbing rocks, boulders, dirt -- shoveling,
clawing at the collapsed part of the tunnel and ceiling.

DEMOLITION MAN
(shouts to Col. Wilson)
Three minutes thirty left ...

They dig harder.
It's impossible -- the dirt slides back in.

Jimmy SEES an abandoned Martian WEAPON. One of the blasters.

CURTIS
(sees it too)
They use these to tunnel. Maybe
we can --

He picks it up. Totally unfamiliar with its operation.

JIMMY

I know how to use it.

Colonel Wilson looks at him.

JIMMY (CONT'D)

I saw them do it.

Colonel Wilson nods for Curtis to give Jimmy the weapon.

They all stand back as Jimmy takes the blaster -- and points it at the ceiling.

Fiddles with the controls.

It FIRES -- a continuous soft-red beam that turns the ceiling red --

The walls and ceiling start to BUBBLE.

Then it EXPLODES --

There's a HOLE punched through to above.

Colonel Wilson and Jimmy look UP.

They can SEE stars and a night sky. Breathe fresh air.

The ladders go up -- and they start scrambling up as fast as they can.

50 SECONDS left on the sweeping clocks.

The DOOR to the ship -- closes.

The WHINE and SCREAM of its power plant becomes DEAFENING in the tunnel.

THE SUPREME INTELLIGENCE

giving its final orders -- telepathically.

JIMMY AND LINDA

and the Colonel and Curtis and the other men scrambling up out of the tunnel.

EXTERIOR - AREA NEAR SAND PIT - NIGHT

The Colonel -- up top now --

COL. WILSON

Everyone get back -- get back!

Equipment and positions abandoned --

20 SECONDS left on the timer.

EVERYONE RUNNING ...

The WHINE of the ship below ground -- increasing in pitch and LOUDNESS.

Behind the running people we can SEE the ground starting to BREAK -- THRUST UP -- as it's giving birth to something.

The top of the ship begins to EMERGE from the ground.

Rising ... MORE of the ship ...
Bursting the earth as it lifts straight UP.

The people RUNNING.

Go to a MOVING CAMERA: Move with everyone running.

Their faces -- terrified -- running for their lives.

Jimmy and Linda ... and the Colonel ... and Curtis.

MOVE WITH JIMMY -- his face -- as he runs -- running ---

The timers read ... ZERO ...

There is a terrible EXPLOSION -- much TOO CLOSE, in the air.

A wave of RED starts to overtake all the running people --
a FIREBALL -- rushing to ENGULF them --

Jimmy looking more terrified than he's ever looked.

About to DIE ...

Just as he SCREAMS ...

CUT TO:

INTERIOR - JIMMY'S BEDROOM - NIGHT

THUNDER AND LIGHTNING.

Jimmy sits bolt upright in bed -- and SCREAMS.
His face covered with perspiration.
His breath coming in ragged gasps.

His PARENTS rush into his room.

JIMMY
(ecstatic to see
them)
Mom ... Dad!

They rush to his bed and comfort him.

MOM/DAD
It's all right ... It's all right ...

Jimmy can't believe his eyes. They're all right.

He hugs them.

JIMMY

I had an awful dream.

DAD

What, Jim, what?

JIMMY

First lemme look at your necks.

Dad and Mom look at each other as Jimmy examines the backs of their necks. It's okay. No marks.

DAD

That must have been some dream.

Jimmy cries, hugging them. Mom strokes his head.

JIMMY

I dreamed a UFO landed behind the hill and put a thing in your neck. First you went out to look at it by yourself, and then the cops came ...

DISSOLVE TO:

INTERIOR - JIMMY'S BEDROOM - ½ HOUR LATER

Jimmy's tucked into bed with his parents sitting on either side of him, finishing a cup of hot cocoa. Outside, it's raining. But everything is okay. He's starting to feel better.

JIMMY

(finishing his story)

... And then everything blew up. And then I woke up.

DAD

That's a doozy of a dream, son.

JIMMY

It was so real, Dad.

DAD

It was all made of stuff that's happened to you in the last few days. The sand pit in back of the house, and the meteor shower, and meeting your teacher and the colonel at school, and being afraid of the new kids because you don't know them ...

MOM

It's all this moving from place to place. We're never settled. I'm having nightmares myself.

JIMMY

What kind, Mom?

MOM

Oh, I can't remember. But people do have bad dreams when their routine is disturbed.

DAD

I know, Ellen. We'll settle down soon.

JIMMY

(hugs her again)

I was so scared.

DAD

Better now, son?

Jimmy nods yes.
His Dad pats him on the head.
Mom takes the empty cup from him.

Mom and Dad start out of his room.

DAD (CONT'D)

Better get some sleep, son, or you'll be pretty tired at school tomorrow.

MOM

(looking back)

Good night.

JIMMY

(sleepy)

'Night.

They turn off the light and close the door.

Jimmy closes his eyes, and snuggles down to sleep.
His eyes open one last time, and he looks at the clock on his bedside table -- 4:40.

The rain hits the panes of his window outside.
Jimmy looks out the window.

Then he SEES it -- a HORRIBLE GLOWING SHAPE coming down, through the rain.
The SOUND exactly the same as in the dream.
Coming down behind the hill in back of his house.

MOVE IN ON JIMMY'S FACE, WATCHING

And now he knows exactly what's going to happen ...

THE END.