

**MEN IN BLACK 3**

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**CLOSE ON A PAIR OF MIRROR AVIATOR SUNGLASSES**

Standard issue throughout the south to abusive, racist  
prison guards.

Widen to reveal that, indeed, these glasses are on the  
sneering face of just such a man.  
We follow the guard

**DOWN A DINGY PRISON HALLWAY**

Paint peeling off the rusty bars. Somewhere, someone is  
playing harmonica. Prisoners yell complaints as he passes.  
He meets them all with--

**GUARD**

Shut up, convict! Get yer hands  
off the bars!

The guard passes through several levels of security doors,  
deeper and deeper into the more secure bowels of the prison

--

home of the scum of the scum.  
Meanwhile...

**PRISON VISITING ROOM**

The lazy-ass guards in charge of screening visitors read  
magazines, watch TV. Footsteps -- someone's here. Which  
pisses them off, because that means they actually have to do  
their jobs.

The unseen visitor buzzes for help. They take their time  
getting off their asses. When they finally look up, their  
gaze becomes a leer. Follow it to:

DEVIL GIRL, the visitor. Too tall, too muscled, but hot if  
you're into that kind of thing -- an R. Crumb drawing come

to

life.

She holds a CAKE -- the cutest, perfectly-frosted pink cake right off the cover of the Betty Crocker cookbook.

**GUARD 2**

Lookie here. Yaz's visitor. I guess even a turd gets flies to land on it.

**GUARD 3**

Me, I like a big girl.

**2.**

They smirk, hoping for a reaction. Devil girl emits a low, sinister growl like an angry Doberman... The guards look at each other and GET DOWN TO BUSINESS:

**GUARD 2**

I.D., visitation papers.

**BACK DOWN THE HALLWAY WITH THE GUARD**

He reaches the end of the hallway. The biggest, most absurdly-reinforced double security door. He punches in a code.

The giant door retracts -- its immense weight has it squeaking and groaning the whole way. Whoever's behind this thing must've done something REAL bad.

**WITH DEVIL GIRL**

Going through the metal detectors, waved over with security wands. The guards are being thorough. Maybe more thorough than they need to be. They check everything -- even the cake. The digital readout tells them NO METAL DETECTED.

**GUARD 3**

She's clean. Well, not CLEAN, but you know. They laugh, buzz her through.

**WITH THE GUARD**

The giant door finally opens, he continues to the end of the hallway. Stops in front of a cell. Yells in:

**GUARD**

Hey, Yaz! You got a visitor.

Let's go, pretty boy.

**VISITING ROOM**

Spare. Just a table and chairs in the middle -- poured concrete. Nothing a convict could, say, smash into the face of a guard.

looks

The perimeter of the room is lined with armed guards -- like they're not taking chances.

**3.**

At the lone table -- Devil Girl waits with her cake. She hears the door open -- her face lights up as IN STEPS HER

**BELOVED --**

YAZ, an evil hippie/biker badass right out of Easy Rider. A huge mane of hair, a big handlebar moustache that frames a grubby unshaven face...

the

Everything about him seems strangely independently alive -- every strand of hair, every fringe on his dirty jacket --

way Elvis was in his prime.

He wears a distinctive SKULL PINKIE RING. A smirk plays on his mouth that says -- I'm smarter than you, asshole.

The guards escort Yaz, who can barely walk in his CHAINS and MANACLES. They dump him into one of the chairs. Devil Girl jumps up, they lock in a kiss -- it goes on too long.

A guard pokes them with his billy club --

**GUARD 2**

This ain't a conjugal visit.  
quit yer conjugating.

**YAZ**

When's the last time you conjugated anything?

**DEVIL GIRL**

I brought you a cake.

**YAZ**

Thanks, darling.

**(TO GUARDS)**

Hey could you cut this up for us?  
It's our anniversary. I'm romantic  
like that.

A guard picks up the cake. Smirks and takes a dirty three-  
fingered scoop of frosting.

**GUARD 2**

**(MOUTH FULL)**

Not great. She must be good at  
somethin' else.

They all LAUGH. He goes back for another scoop.

**YAZ**

I wouldn't do that.

**GUARD 2**

Why's that, convict?

**4.**

**GUARD POV:**

Where he scraped away the frosting, REVEAL A HORRIBLE ALIEN

**MOUTH**

**GUARD 2 (CONT'D)**

**WHAT TH--**

But in a flash, the mouth SPRINGS OUT -- IT BELONGS TO A  
VORACIOUS ALIEN -- another springs out behind it -- they  
consume the guard's entire face.

**YAZ**

That's why.

The aliens jump into Yaz's hands like a matching pair of  
grotesque ORGANIC SIDEARMS -- as vicious and bloodthirsty as  
their master, snarling and hungry for blood.

The guards draw their weapons, but YAZ IS FASTER.-- he  
launches his aliens, taking them all out.

Yaz "holsters" the aliens and...

**THE PRISON BREAK IS ON!!**

One guard, badly wounded, crawls to SOUND THE ALARM

In the reflection of a pair of blood-spattered aviator glasses -- Devil Girl puts the guard down with his own weapon.  
She uses one of the cake-aliens like a saw to get Yaz out of his chains.

**YAZ**

There's nothing sexier than a girl killing for me.

She runs a hand over his bicep.

**DEVIL GIRL**

You got so strong in prison.

Yaz notices the almost-dead guard:

**YAZ**

I'm not just a man of brute force, you know. I prefer to be known for my rapier wit--  
His tongue SHOOTS OUT OF HIS MOUTH -- like a rapier -- impaling the guard--

5.

**YAZ (CONT'D)**

--and tongue.  
The tongue retracts -- he and Devil Girl KISS.  
They collect weapons off the guards and use the aliens to  
open the door.

saw

**YAZ AND DEVIL GIRL ESCAPE**

Prisoners go nuts, guards scramble -- smoke, screaming, chaos.

Yaz and Devil Girl, armed with weapons they took off the

dead

guards, BLAST THEIR WAY OUT.

He's a sociopathic badass... and she's no slouch either.

Along the way, Yaz shoots the door off the armory and grabs an armload of weapons -- Shotguns, pistols, and a Rocket-Propelled grenade (RPG).

He uses and discards them as he goes.

They head for the front gate and FREEDOM...

But..

They turn the corner and find 50 GUARDS in FULL RIOT GEAR -- Plexiglass shields, helmets, shotguns -- all aimed at Yaz. All Yaz has left is his RPG.

**GUARD ON MEGAPHONE**

Give it up, Yaz! There's no way out!

A beat of stand-off -- Yaz and Devil girl facing off against the 50 Guards... No one blinking...

Prisoners. watching... what's gonna go down?

**GUARD**

You can't win. You've only got one shot in there!

Yaz lets the tension linger -- he seems to enjoy it. The guards SWELTER in their heavy riot gear.

**YAZ**

You look hot. Mind if I open a window?

**6.**

The guards share a look - huh?? Yaz grins, turns his RPG towards the wall behind the guards. The guards' faces go

**WIDE WITH TERROR.**

**GUARD**

Hey! Whoa! What are you doing? Don't do that!

**SLAM!**

Yaz blasts a hole in the wall -- the guards are IMMEDIATELY SUCKED OUT like from a hole blown in an airplane.

What the...?

Yaz steps through the hole.

**ON YAZ**

As he and Devil girl step through the hole, take a deep, satisfied breath of FREEDOM.

Reveal we are on...

## **THE SURFACE OF THE MOON**

The signage on the prison reads INTERGALACTIC DEPARTMENT OF

### **CORRECTIONS, LUNAR DIVISION**

Yaz looks up at the BLUE MARBLE OF EARTH, smiles.  
As Yaz fixes his gaze on our planet, his hair, his fringes  
INDEPENDENTLY ARTICULATE YAZ'S MALEVOLENT EMOTIONS... they  
also seem drawn here. Like bees, they express a collective  
intelligence.

#### **YAZ**

I'm coming for you...  
Following Yaz's gaze to the Earth, we launch into...

#### **CREDITS**

MiB credits fly us through the Galaxy.  
Ending on a PARTICULARLY INHOSPITABLE LOOKING PLANET  
As it revolves, we observe its strange craters and surface,  
where steaming fissures belch geysers of noxious gases...

## **7**

### **KAY'S VOICE (V.0.)**

When you really think about it, the  
universe is a pretty awful place.  
Full of danger, brutality, and ten  
million kinds of scum. So the  
trick is to find one or two things  
that make life in this cesspool  
worth living.  
And reveal we are actually looking at...

#### **PEKING DUCK**

Rotating on a spit.  
JAY and KAY watch this awful duck rotate.

#### **JAY**

That? That nasty, greasy thing  
makes your life worth living?  
There's people eating here, younger  
than that duck.

#### **KAY**

I was talking about the noodles.

Best noodles in town.  
And we are in

**INT. CHINESE RESTAURANT - CHINATOWN, NYC - NIGHT**

Tanks everywhere filled with strange fish. An eclectic NY crowd eats -- Wall Street guys, hipsters, a Chinese family

or

two, a couple of NYU professor types who love the "authenticity" of this place.

KAY flashes a badge to the OWNER, Chinese.

**KAY**

Good evening, Mr. Wu.

**MR. WU**

(heavily accented, barely

**INTELLIGIBLE)**

Kay, Jay... So happy see you... Mr. Wu get you regular table...

**KAY**

Not so fast, Wu. We'd like to take a look in the tanks.

8

**MR. WU**

Yes, you see, very fresh.

**JAY**

The tanks in the back, Wu.

**MR. WU**

Oh... so sorry... please no English, you come back later...

**JAY**

Hey, save the chop socky bullshit for the locals, Wu. We need to see the kitchen.

**MR. WU**



**(PERFECT ENGLISH)**

Why are you busting my balls, Jay?

**KAY (O.S.)**

Jay, take a look at this.  
Wu protests, Jay blows by him.

**THE KITCHEN**

**KAY**

So this is what you're passing off  
as tuna?  
Reveal a giant tank holding a HUGE ALIEN FISH.

**JAY**

Wow, I didn't think there was  
anything uglier than a catfish.  
Jay taps on the glass -- the fish SNARLS, making Jay JUMP.

**KAY**

Ugly AND a clear violation of  
Health ordinance 32, selling

**UNLICENSED EXTRATERRESTRIAL**

foodstuffs.

**MR. WU**

That's an earth fish. Very  
traditional from China. You arrest  
me, that's hate crime.  
They turn their stares on him.

9.

**KAY**

I guess it would be.  
(grabbing Wu's apron)  
If you were Chinese!  
Reveal -- from the waist down, Wu has the BODY OF A SLUG.

**MR. WU**

C'mon, I got larvae to feed. And  
earth fish is so expensive. This

is the only way I could stay  
afloat.

**JAY**

Look, Wu. You can serve it to  
your... out of town guests, but  
locals get earth fish. REAL earth  
fish. The kind that doesn't jump  
out of their stomach and get  
everyone asking a lot of annoying  
questions. Like, "Why is my lunch  
eating Daddy?" You got it?  
(back to the fish)  
DAMN, that's ugly.

**MR. WU**

Yeah, yeah, thanks guys.

**KAY**

Aren't you forgetting something?

**INT. CHINESE RESTAURANT - CONTINUOUS**

Wu walks them to a table, seats them.

**MR. WU**

(for benefit of customers)  
Allow me most honorable benefit of  
get you noodles.

**(FOR GUYS)**

Be right back, guys.  
Wu walks off. Jay CLOCKS the other diners.

**JAY**

Something about this strike you as  
weird?

**KAY**

Yeah, look -- clean fork.

10.

**JAY**

Look at table two over there. They haven't ordered a thing. When's the last time Wu let someone sit at a table without ordering? And table five over there just drank his third cup of duck sauce. Now Kay's radar is up --

**KAY**

Come to think of it... Why is Wu getting our noodles... outside?

**JAY**

Because it's about to go down. Wu, at the door, closes the blinds. He catches them looking.

**MR. WU**

Sorry, guys.

Wu leaves, quickly pulling the door behind, him. The guys reach for their weapons.

And IT GOES DOWN --

It's a SET-UP, and everyone in the restaurant is in on it -- The hipsters, the families, the wall street guys -- all draw various forms of ALIEN WEAPONS and ATTACK

It's like a close-quarters Mafia hit -- everyone pumping truckloads of ordnance at each other. Close hand-to-hand combat. Someone wants Jay and Kay dead and they're not taking any chances.

Right ahead of the onslaught, JAY GIVES KAY A HAND SIGNAL -- He nods, and they dive in opposite directions, SAVING

**THEMSELVES FROM GETTING HIT.**

But not for long...

An explosive lands between them --

Kay gets BLOWN OUT THE FRONT WINDOW, rolls to a stop in the middle of the

**DESERTED STREET**

Silhouetted at the top of the block -- a biker on a motorcycle. As he pulls into the light -- YAZI

**11.**

Kay's eyes go wide with recognition. Yaz grins a murderous grin...

**YAZ**

Some things are worth waiting for.

**KAY**

Then come get it, you worthless

**PIECE OF--**

Yaz guns the engine and BEARS DOWN ON KAY.

**INSIDE WITH JAY**

Getting the worst of it.

A messy battle THROUGH THE KITCHEN.

The Giant fish's tank gets shot -- the FISH IS FREE! And he goes RIGHT AFTER JAY!

**JAY**

You probably took that whole

catfish thing the wrong way --

The fish SNARLS AFTER HIM -- lunges and BITES!

**JAY (CONT'D)**

I was jealous, you know? Because  
you're so pretty!

Jay BATTLES THE FISH-- throwing pots and pans in its mouth,  
squirting hot sauce -- working like a lion tamer to keep it

**AT BAY--**

**JAY (CONT'D)**

Kay! KAY!!! Little help! Little  
help!

**OUTSIDE WITH KAY**

Yaz getting closer. He pulls out a CANNON of a gun, fires  
into the air.

**YAZ**

This time you don't have your  
friends to tell you what happens  
next.

**KAY**

Oh, I know what happens next.

**12.**

Kay draws his EQUALLY BADASS-LOOKING WEAPON --

**KAY (CONT'D)**

I've been waiting forty years for  
another shot at you, scum.  
Kay takes aim and... CLICK! Empty.

**GUN (V.0.)**

Your weapon is empty! Please  
recharge!

**KAY**

Damn!

**GUN (V.0.)**

Sorry you're having trouble! If  
you survive this encounter, please  
call customer service at--  
Kay throws the gun at Yaz.  
Yaz laughs. Gets Kay in his sights.

**YAZ**

All I wanted was justice, Kay.  
Justice for my brothers. But you  
had to meddle, didn't you?

**KAY**

They deserved what they got.

**YAZ**

Why don't you say that to their  
faces when you see them...  
Puts the barrel in Kay's face and BOOM!!!  
Yaz goes up in a GIANT EXPLOSION!!  
Reveal Jay, just fired the shot.

of Jay looks like total hell, beaten up, covered with 8 kinds  
slime and alien guts.  
He stumbles over to Kay, who in contrast looks perfectly  
pressed.

**JAY**

So I was thinking about making a  
chart for each time I save your  
ass. And when I do it ten times,  
you buy me lunch.

**13.**

Kay lets out a long, weary sigh.

**KAY**

Will you settle for a drink?

**INT. DESTROYED CHINESE RESTAURANT**

Kay reaches behind the counter for a couple of beers. Jay is on his phone.

**JAY**

**(INTO PHONE)**

We're gonna need a cleanup on the corner of Canal and Mott. And bring a net. Biggest one you've got.

Canal. Follow Jay's gaze -- the giant fish flops its way down

Jay and Kay back in their booth, Jay grabs a couple noodles off another table and starts eating. Through the scene, various MiB clean-up crew people work the crime scene.

**JAY (CONT'D)**

**(MOUTH FULL)**

Why aren't you eating?

**(GETS NOTHING)**

So what the hell was that guy? Kay's quiet. Ominously quiet. Weighing his words:

**KAY**

Yaz. Put him away a long time ago. Biggest mistake I ever made.

**JAY**

Why? Was he the wrong guy?

**KAY**

No. Should've killed him.

**JAY**

Yeah, well, don't worry, I think I took care of him.

**KAY**

That was too easy.

**JAY**

I make it look easy. That's the problem with being my partner.

**(MORE)**

**14.**

**JAY (CONTD)**

You get used to my game. It's what Dr. Phil would call taking for granted.

**KAY**

You don't get it, hoss. This guy is different. Worse than anyone. He tried to blow up the Earth but I stopped him. He developed a dislike for me and for certain behaviors of mine, such as being alive.

**JAY**

C'mon, you know better {than anyone. What does an MiB agent call it when 12 alien species try to kill him? Tuesday.  
Jay laughs at his own joke. Kay just stares.

**KAY**

Maybe.  
(calling off to cleanup

**GUYS)**

Make sure you get all of him, I mean it! He's an assembler!

**CLEANUP GUY**

Yes, sir, Agent Kay.

**JAY**

Seriously, man, those noodles'll  
kill you before he does. I got  
your back.

**KAY**

I know you do.

Stares at his noodles a while, like there's answers in  
there:

**KAY (CONT'D)**

I used to play a game with my  
daddy. What would you want for  
your last meal. Could do worse  
than this.

**JAY**

Oh, yeah? I used to play a game  
with my dad, too. Called catch.  
I'd throw the ball, and then it'd  
hit the house `cause he WASN'T

**THERE.**

15.

**KAY**

Do me a favor, don't badmouth your  
old man.

**JAY**

Hard to badmouth someone you don't  
know.

**(CHECKS HIMSELF)**

Alright, forget it. The past is  
the past. And right now we have  
something much more important to  
talk about. Bowling Night.

**KAY**

I'm tired.

**JAY**



Tired? What -- you afraid I'm gonna take that MVP trophy away from you?

**KAY**

Petrified. See you later.  
Kay takes a few tired steps and turns back --

**KAY (CONT'D)**

And slick? Watch yourself. A guy like Yaz can come after you when you least expect it. Anywhere, anytime.

Jay watches Kay walk away. Looks like he's carrying a heavy load. Turns his attention to the clean up crew:

**KAY (CONT'D)**

What part of clean up everything don't you understand? There's a spleen on that car!

**CLEANUP GUY**

On it, sir.

**DARK ALLEY**

A glow of a cigarette illuminates the face of... Devil Girl! She reaches down. We see -- a finger with the distinctive Skull, inching its way along the road.

**DEVIL GIRL**

You okay, baby? Momma's got you now.

16.

**MIB HQ - LATER THAT NIGHT**

Jay at his desk -- papers and folders everywhere --  
SEARCHING

**FOR SOMETHING.**

We see what he's looking through -- KAY'S OLD CASE FILES.

**JAY**

Yaz... Yaz... Yaz... Where are you,

Yaz...?  
And he FINDS IT!

**JAY (CONT'D)**

Here we go...  
Jay opens the YAZ INCIDENT REPORT

**INSIDE:**

- Pictures of Yaz
- A type-written report telling us YAZ APPREHENDED BY AGENT

**KAY... JULY 16, 1969**

- Farther down on the page, a CASUALTY REPORT: ONE

**CASUALTY... HUMAN DEAD AT THE SCENE...**

**ZED (O.S.)**

Ready to bring the pain?  
Reveal Zed in his ridiculous bowling outfit.

**BOWLING ALLEY - LATER THAT NIGHT**

A sign says: CLOSED FOR LEAGUE NIGHT  
We follow a couple normal-looking BOWLERS into

**INT. BOWLING ALLEY**

become  
Safely inside, the Bowlers remove their heads -- which  
their bowling balls.  
It's the LEAGUE CHAMPIONSHIP GAME -- ALIENS VS. MIB AGENTS  
MiB agents and aliens say hi, exchange trash-talk.  
We see shots of games in progress:  
An alien rolls a ball -- when it gets to the end of the  
lane,  
it sticks out arms, taking down all the pins.

**17.**

The aliens cheer, slap tentacles, clink beers and swallow them whole. A many-armed alien re-sets the pins. A giant alien with perfect dainty form approaches the foul line... and -- gutter ball! He gets mad and shoots the pins with his laser-eyes.  
We end up with JAY AND THE MIB TEAM, NOT BOWLING BECAUSE

**THEY'RE WAITING FOR KAY --**

Zed paces, wearing way too much bowling regalia.

**ZED**

Where's Kay? We either roll or forfeit -- and I didn't put this on to forfeit!

**JAY**

Alright, Bowling Robot, do what we built you for.

Reveal an incredibly high-tech robot wearing one of those white trash T-shirts that reads "10 reasons why Bowling is better than Women."

**ROBOT**

**(ROBOT VOICE)**

This is my time to shine.

Robot fires a ball directly down into the floor. An awkward beat as we hear the ball puncture four floors. Then a car alarm.

**ROBOT (CONT'D)**

There goes my perfect game.

**(ROBOT LAUGH)**

Ha ha ha.

**JAY**

Guess it's on me.

Jay rolls -- perfect spin -- Jay watches, willing it towards the pins -- which SCRAMBLE OUT OF THE WAY! But Jay's roll is too good -- it spins from fleeing pin to fleeing pin -- a

**STRIKE!**

Jay and his teammates triumphant! The frame of a lifetime! Jay looks around --

**JAY (CONT'D)**

Of course -- the one time Kay isn't here...

**MIB HQ - TUNNEL VENT ROOM**

Jay enters -- looks a little worse for wear, like somebody who did some celebrating last night.

We see why -- when he hoists his GIANT, RIDICULOUS MIB

**BOWLING TROPHY.**

**JAY**

Check it out--

The trophy raises a triumphant fist -- we realize it is in fact AN ALIEN.

**TROPHY**

We're number one! In your face!

Suck it!

**JAY**

Look who's league MVP.

**GUARD**

Big surprise, you win every year.

That's weird...

**JAY**

I... huh?

**MIB HQ - HEADQUARTERS**

Jay, in a good mood, flaunts his trophy to everyone in the office. The trophy continues its stream of obnoxious trash talk.

**JAY**

Where are you, Kay? I think you want to see this. It's the bowling MVP trophy with MY name on it.

Jay works his way to his desk.

Kay's already at his own adjacent desk -- bent over his

work,

his back to Jay.

**JAY (CONT'D)**

Maybe you want to think twice next time you ditch me.

Kay, absorbed in work, doesn't answer.

**JAY (CONT'D)**

Kay?

19.

**KAY (O.S.)**

(back still to camera)  
Yeah?

**JAY**

Yeah, I just wanted to show you  
this so I could say--

**(SEEING HIM)**

Who the hell are YOU???  
Reveal -- CLINT EASTWOOD  
I'm agent Kay.

**JAY**

You new around here?

**" KAY"**

**(LAUGHS)**

Good one, partner.

**JAY**

Yeah, okay, but I need the other  
Kay. You know, craggy old white  
guy... well, DIFFERENT craggy old  
white guy.  
I got you something.  
He hands over a "World's Best Partner" mug --

**"KAY" (CONT'D)**

Have I told you today how much I  
appreciate working together?

**JAY**

What the HELL is going on here?  
Why are you pretending to be Kay?

**" KAY FR**

You seem upset. Let's go get some  
coffee and talk about our feelings.

**JAY**

How about instead, you go find me  
THIS guy?  
Jay opens the YAZ file and pulls out a picture of KAY. But

now, splashed across Kay's photo, the words:

**KILLED IN ACTION -- JULY 16, 1969**

20.

Jay stares at the photo --- in it, we notice Kay is NOW

**WEARING A STRANGE MEDALLION**

**JAY (CONT'D)**

Killed? In 1969?

Jay grabs the YAZ FILE -- the one he looked through last night -- but now everything is different.

We see -- the incident report stating ONE CASUALTY - AGENT

**KAY, DEAD AT SCENE...**

Jay can't believe it, he keeps reading...

Snatches of the typewritten incident report

The casualty report

**ONE CASUALTY... AGENT KAY, DEAD AT SCENE...**

A photo of Kay WEARING A STRANGE MEDALLION.

Jay stares, struck by this --

**JAY (CONT'D)**

Kay's dead? How? Why?

The Men in Black Computer/Big Board sounds the alarm!

**COMPUTER (V.0.)**

Attention. Inbound missiles

entering solar system! Inbound

missiles entering solar system!

Zed enters, chuckling at the warning:

**ZED**

Well, must be a Tuesday. Okay,

computer [twins]. Give me a

trajectory and an ETA on those

puppies.

**COMPUTER (V.0.)**

Running impact simulator...

Everyone watches as we see an animated simulation: the missiles smash into EARTH...

**COMPUTER (V.0.) (CONT'D)**

Catastrophic Earth impact imminent.

21.

**ZED**

Damn. Welp, looks like we're all done for. Sorry, kid, it's been a good ride.

**A GENERAL FREAK-OUT ENSUES**

Jay remains calm:

**JAY**

Whoa, what's everyone freaking out about? We had one of these last week.

"Kay" hides under a desk, weeping.

**"KAY"**

We're all gonna die!

**JAY**

Wait - what is everyone's problem? What about that pan-galactic missile shield thing?

**ZED**

Sure, great idea, if we had one.

**COMPUTER (V.0.)**

Now running pan-galactic shield simulation.  
We see the missiles being shot down.

**COMPUTER (V.0.) (CONT'D)**

Conclusion: 6.72 billion lives saved. With shield...  
(shows Earth saved)  
without shield...  
(shows Earth destroyed)  
Sorry to say I told you so.

**ZED**

I wanted to build one years ago,  
but Kay talked me out of it.

**JAY**

Kay talked you out of it? Kay  
wouldn't do that. He's the most  
distrustful person in the galaxy.  
He personally set up that system to  
defend our planet from the scum of  
the universe.

22.

**" KAY**

I thought we didn't have any  
enemies anymore. A stranger's just  
a friend you haven't met.

**JAY**

Yeah, that's working out great.  
Look, I don't know what's frying  
everyone's brains, but I remember  
the missile shield --- Kay -- the  
real Kay -- loved that thing. He  
wouldn't shut up about it. I mean,  
that thing was all Kay.

**(REALIZING)**

But Kay's dead. He's been dead for  
years. But I knew him yesterday.

Jay looks at the YAZ file. Gears turning. He grabs a  
picture of Yaz --

**JAY (CONT'D)**

Where the hell did he get an iPhone  
in 1969?

**EXTREME CLOSE UP ON PICTURE --**

Peeking out of Yaz's jacket -- an iPhone.  
Something clicks --

**JAY (CONT'D)**



**(REMEMBERING)**

Kay said Yaz can get you anywhere,  
anytime. Any TIME. So Yaz killed  
Kay in 1969 and now there's no  
missile shield.  
Jay realizes something and RUNS OFF

**OKAY"**

I love you, Jay!

**JAY**

You're definitely not Kay!

**JAY RUNS THROUGH MIB**

He runs by people dealing with the world coming to an end:

**COMPUTER (V.0.)**

Nine minutes to impact. I always  
loved you, microwave...

**23.**

On the microwave -- it beeps plaintively.  
Jay runs off with purpose...

**STREETS OF NYC**

July in the city. A perfect summer day. Kids eat ice cream.  
Old ladies head to matinees. The streets of New York team  
with humanity, blissfully unaware that they are about to  
die.

In other words, a Tuesday.  
Jay runs through Time Square, where guys sell stuff on  
blankets.  
Desperately looking for someone...  
Among the sellers, a suspicious-looking guy wearing a

strange  
mixture of anachronistic clothing -- tri-cornered hat.  
As soon as he sees Jay, his eyes go wide and HE FLEES.  
Jay grabs something off the blanket and smacks him -- lays  
him out.

**JAY**

Where you going in such a hurry,  
Obadiah? The past?

**OBADIAH**

What are you talking about?  
He throws his arms up, revealing a pocket watch and a telescope.

**JAY**

I know you've been time-travelling.

**OBADIAH**

No way, man. I've just been here,  
totally legit, here in New  
Amsterdam. I mean -- Manahatta ... n  
I'm legit.

**JAY**

Yeah? What's this?  
Reveal the thing he just hit him with -- a ship's bell with  
S.S. TITANIC on it.

**OBADIAH**

I swear, I'm out of that. That's  
my grandmother's.

**24.**

**JAY**

What else you got here?

**OBADIAH**

Nothing, nothing man.

**JAY**

Oh, yeah?  
Off a Dodo in a cage.

**JAY (CONT'D)**

Is that a dodo bird?

**OBADIAH**

Family pet.

**JAY**

I think he'd be happier free.  
Jay frees the bird -- it runs, squawking...

**OBADIAH**

Oh, come on, man!

**JAY**

Interesting.

Jay picks up Spider-Man 8 off the blanket. Featuring chubby, bald 50-year-old Tobey Maguire.

**OBADIAH**

That's pirated, man. That ain't nothing.

Jay rips open his jacket --

**JAY**

And this?

Reveal a copy of the Declaration of Independence..

**OBADIAH**

Okay, okay, maybe I've been time travelling a little -- just for personal use, man, just enough to

**GET BY--**

**JAY**

Listen -- I'll look the other way if you tell me who's selling time travel these days. I just want your supplier.

**25.**

**OBADIAH**

No way, man. You don't mess with that guy. He'll kill you, me, and then he'll go after our families!

**JAY**

Don't worry, he won't have time.

**OBADIAH**

What do you mean?

Jay forces the guy to look up-- we see the missiles.

**JAY**

Those hit the sun in 8 minutes.  
You want to live out those minutes?  
Or you want me to take you out of  
your misery?  
Jay picks up an ancient weapon -- crossbow, blunderbuss --  
off the blanket and puts it to the criminal's head.

**OBADIAH**

Okay, okay, but don't say I didn't  
warn you, man. You just signed  
your own death warrant.

**JAY**

I just want a name.

**OBADIAH**

Fine, but it's the last one you'll  
ever hear.

**CUT TO:**

**CLOSE ON THE MOST NON-THREATENING FACE EVER**

Think Michael Cera at his most geeky.

**CERA**

Hi, I'm Trevor!  
Reveal -- we are in

**APPLE STORE**

And Trevor is an "Apple Genius"

**TREVOR**

Do you have an appointment?

26.

**JAY**

**NO---**

**TREVOR**

**(CHIPPER)**

Well, if you don't have an appointment, you'll have to come back tomorrow.

**JAY**

Yeah, well, the thing about tomorrow is, we'll all be busy being dead.

**TREVOR**

Excuse me?

**JAY**

Help me, or the world is gonna end.

**TREVOR**

Everyone thinks their computer problem is the world coming to an end.

**JAY**

Right. Take a look at this.  
Jay directs Cera's sightline to the sky--

**TREVOR**

Ahhh! What is THAT?

**JAY**

That, is We're all dead in... Seven

**MINUTES UNLESS---**

**TREVOR**

Unless WHAT??

**JAY**

You start sharing the illegal time travel tech you've been slinging.

**NERD**

Excuse me, can you tell me which one of these batteries is better?  
The 10-hour or the 12--

**JAY**

You only need seven minutes, get the cheap one.  
He grabs Trevor-

27.

**JAY (CONT'D)**

Where is it??

**TREVOR**

Okay, okay, I'll show you. But this is incredibly powerful technology, so it must remain absolutely secret. Follow me. Trevor LEAVES HIS POST --- Jay follows:

**TREVOR (CONT'D)**

Absolutely secret, do you understand?

**JAY**

Yes, but we're running out of time--

**AFFLUENT WESTSIDE MOM**

Hey! Excuse me!

**TREVOR**

With you in a second, ma'am.

**AFFLUENT WESTSIDE MOM**

It'll only take a minute. You see, my nanny's phone number got erased from my favorites and I have to ask her what my daughter wants for her birthday. Jay takes the phone.

**JAY**

Oh, I see the problem. He CHUCKS THE PHONE across the store, where it SMASHES TO PIECES. She leaves in a huff.

**TREVOR**

I've always wanted to do that. okay, so here's what you do... Trevor pulls Jay in, ready to lay this top secret information on him...

**TREVOR (CONT'D)**

Okay, so go to the clock app. And shake it.

**JAY**

That's it?  
Jay does it.

**28.**

On the phone -- TIME TRAVEL BETA

**TREVOR**

Now you just type in the year you want to travel to...

On the phone -- it's "augmented reality" -- the image  
through the phone is the image of the targeted time period.

**JAY**

Okay, thanks.

**TREVOR**

Now listen. This is highly crucial: Time travel is nothing to mess with. You can't change anything, you can't use new technology or all of space-time can just -- kablooey!

**JAY**

**(OFF MISSILES)**

Yeah, well, is it ok if I change

**THAT?**

**TREVOR**

Yeah. Right. Yeah, that's cool.  
Jay is about to "enter" time travel...

**TREVOR (CONT'D)**

Wait -- hold on a second. If you go -- I'm just gonna stay... and be dead?

**JAY**

Don't worry, I'll fix it. You'll  
only be dead for a little while.  
Jay DISSOLVES INTO A TIME TRAVEL EFFECT...  
Cera is left alone. The missiles get EVER CLOSER...  
Trevor opens a "Voice Recorder" app:

**TREVOR**

**(INTO PHONE)**

Trevor's last words. Dear  
posterity... Should anyone find  
this, let history remember that  
Trevor was a man of noble bearing,  
quiet dignity --

**(IMPACT!)**

**OH FUUUUUU-----**

**29.**

And the world is vapor.

**EVERYTHING GOES WHITE...**

**WHITE**

Pure white.  
Jay comes to, groggy, like he has the worst hangover of all  
time, brain bigger than his skull, trying to make his eyes  
focus.  
Trying to make sense of his strange blinding white  
environment -- Is this the afterlife?  
The reverie disrupted by a TOILET FLUSH  
The white resolves into

**INT. BATHROOM**

Jay realizes he's in a men's room, sitting in a urinal. The  
music transitions: Whatever hip-hop featuring a 60s sample  
was playing in the Apple store -- now continues as the 60s  
song itself, played over a tinny portable radio.  
He hops up just as a young white office worker comes out of  
one of the stalls, washes his hands... and flips Jay a  
quarter.



Jay stares at it a beat, confused. Misreading his confusion, the office worker awkwardly digs out another quarter.

**OFFICE WORKER**

What the heck, you're doing a great job.

The kid leaves.

Jay ventures out of the bathroom and finds himself in...

**INT. HIGH 60'S OFFICE**

can White guys on IBM Selectric typewriters as far as the eye

see -- like the office in the Apartment.

Jay stops in his tracks, taking in the 1969-ness of it all. An officious guy, annoyed, runs up--

30.

**OFFICIOUS GUY**

You're late! Where's Mr. Watkins' lunch?

**JAY**

OH--

**OFFICIOUS GUY**

Did his girl not put in the order?

The officious guy glares at the "girl" -- in her 60s.

**OFFICIOUS GUY (CONT'D)**

(shoves a bill in Jay's

**HAND)**

Run down to Woolworth's -- Two hamburger sandwiches, fries, egg cream, and a pack of luckies. If you're back in half an hour, you can keep the change.

Jay looks at the SINGLE DOLLAR BILL.

**OFFICIOUS GUY (CONT'D)**

On the double, OK?

**JAY**

Yeah.

Jay's moves to the elevator, waits for it. Pockets the profits of the racist misunderstandings.

Elevator opens, the elevator operator opens the door -- Jay climbs in with a car full of older executives.

Jay shakes his head, just taking this all in.

**JAY (CONT'D)**

Wow. 1969. You're all dead now.

Just as the elevator's about to close, a leggy blonde tosses him a set of keys.

**BLONDE**

The Big Man wants his caddy. Chop-chop.

The doors close.

31.

**EXT. PARKING LOT NEXT DOOR**

Jay's got the keys. He looks at the parking tag, walks down a row of beautiful classic cars, looking for the right car -

stops and smiles.

**THE BIG MAN'S CADDY - JAY DRIVING**

Reveal Jay cruising in the most gorgeous 1964 Coupe deVille convertible. Fins, chrome, a thing of beauty.

From the seat next to him -- a fedora. He puts it on, completing the look.

In the background we notice the Leggy Blond getting yelled

at

by the guy who must be "The Big Man" Jay HONKS and waves -- thank you!

Jay finds some classic 60s music and enjoys himself for a minute -- a sweet ride through 60s New York.

A GREAT 1969 HIT -- THE TEMPTATIONS' "Can't Get Next to You" comes on the radio. Jay is swept up in the music and soon is

**SINGING ALONG AT FULL BLAST.**

At a light, he pulls even with an older Brooklyn Italian

couple. They give him a disapproving look. The woman clutches her pearls just a little more protectively. He smiles and leans towards them.

**JAY**

Guess what? Black president!  
He laughs and drives off.  
Pulls up at...

**EXT. MIB HQ ENTRANCE/VENTILATION BUILDING**

The secret entrance to MiB HQ, familiar from the first  
movie.

Jay strides up to the entrance and... can't open the door. Bangs on the door -- nothing. Shaking the knob, calling to the guard... nothing. From behind him:

**VOICE (O.S.)**

Help you? Look a little lost.

**JAY**

Yeah, thanks, listen--

**32.**

Jay turns and is face-to-face with two grinning Staten  
Island cops. He instantly realizes what's about to go down.

**JAY (CONT'D)**

**(SIGHS)**

Yeah, guess I knew this wasn't gonna be just people handing me money and Cadillacs.

**COP 1**

'Scuse me?

**JAY**

Nothing, officer. I'll be on my way.

**COP 2**

That's an awful nice car.

**JAY**

Thanks.

**COP 1**

Kind of work you do, individual of your particular... ethnic persuasion... to buy a car like that?

**COP 2**

Wouldn't be anything illegal, would it?

**COP 1**

You an athlete or something?

**JAY**

Yeah, I'm the North American champion of kiss my ass.  
The cop loses his smile, turns to his partner:

**COP 1**

That sound like resisting arrest to you?

**COP 2**

Sure did.  
They grab him, start to frisk him --

**COP 2 (CONT'D)**

Well, well. Boy, you're gonna have a little problem explaining THIS.

**33.**

The cop holds up Jay's HIGH-TECH GUN -- the NOISY CRICKET and his NEURALIZER.  
A BLACK CROWN VIC SCREECHES UP between the cops and JAY.  
Out steps KAY -- but 40+ years younger.

**KAY**

(flashes a badge)  
I'll take it from here.

**COP**

Who the hell are you?

**KAY**

Agent Kay, Division 2, special...  
(gives Jay a look)

.black ops. Thank you for your  
cooperation, if I could ask you to  
look here for a moment --

Kay pulls out what looks like a NEURALIZER -- and swiftly  
beats each one over the head -- it's just a BLACKJACK --

they

crumple.

**JAY**

Kay? Kay, is that you? Oh, man  
it's good to see you, buddy!

Jay hugs Kay -- who remains stony-faced. Jay gets a little  
choked up to see his friend alive -- Kay is a rock.

**JAY (CONT'D)**

Look at you, all... sort-of-  
young... Kay!

**KAY**

That's got to be the first time an  
unregistered alien caught sneaking  
onto Earth was happy to see me.  
Jay pulls away, realizing--

**JAY**

Oh! You think -- aw, that's funny.  
No, it's not like that. You see,  
I'm your partner.

**KAY**

If I had a partner I'd know it.

**JAY**

There's a simple explanation for  
that.

**KAY**

I'm all ears.

**JAY**

You see I'm your partner...  
(knows he's about to sound

**CRAZY)**

In the future. And I came back to  
save you.  
A longdry stare.

**KAY**

Well, thank you very much.

**JAY -**

Hey, no problem, man. I got you--

**KAY**

Yeah, thought I'd heard them all.  
Usually, they offer a great gift to  
the people of Earth in exchange for  
refuge. Time-travelling partner  
from the future -- that's some  
extra-credit right there, and I do  
appreciate you bringing some much-  
needed variety to what can be a  
very dull job. But I'm still gonna  
have to bring you in.

**JAY**

Yeah, ok, I know it sounds a little-

**KAY**

It sounds a LOT--

**JAY**

That's why I'm going to prove it to  
you... Because if I weren't from  
the future, would I know about --  
your little top-secret headquarters  
right HERE??  
He tries to force the door open. Nothing.

**JAY (CONT'D)**

I said -- HERE?  
(tries - nothing)

**HERE??!?**

Jay finally kicks the door open --  
And inside... we SEE...

35.

An abandoned building, filled with spiders, etc.

**JAY (CONT'D)**

Right. Not here yet. But it will be. Gonna need to get rid of the raccoons and bats and stuff, but... it'll be real nice. Game room over there for your pinball, you love your pinball. Lotta good times there -- I'm going for an extra ball, Jay! you'd say. And I'd be there. With you. Partners. Long stare from Kay.

**KAY**

Let's go. And word of advice -- I don't know what it's like on your planet, but around here, a guy with your... complexion in a car like that is gonna get some attention he doesn't want.

**EXT. NEW JERSEY STATE PARKWAY**

We hear the way-too-loud death-rattle exhaust note of what sounds like ten Harleys at once. Reveal -- Yaz, the nightmare biker, looking like Dennis Hopper meets Satan, riding a badass custom skull-themed rig that might have dropped out of the brain of Stanley Mouse. His skull ring gleams on his pinkie. Devil Girl sits behind him, hands on his shoulders. We ride with them a beat, tearing down the highway... They STOP AT A LIGHT -- even with a brightly-painted

microbus

full of hippies.  
One of the hippies leans out --

**HIPPIE**

Hey, you guys like to party? Care to make a trade for the mama? Yaz pulls out his alien "guns." The stoned hippie smiles serenely and puts a flower in one of the mouths. Makes a peace sign.

**HIPPIE (CONT'D)**

Make love, not war.

**36.**

Yaz "fires" the alien -- it launches into the microbus -- followed by its brother.

The microbus rocks, hippies scream, the bus dents from the inside-out. On a bumper sticker: If This Van's a-rockin', don't come a knockin'.

The guns, finished, return to Yaz.

Yaz surveys the carnage, picks up a medallion off one of the hippies. But looking at it more closely, frowns and throws it away.

The head back on their way... Blood drips over the Ass, Gas or Grass bumper sticker...

We dissolve from the blood to a deep red STRAWBERRY SUNDAE. Widen to reveal we are in...

**INT. HORN AND HARDART'S**

A great NYC automat...

The kind of place you go when you like to be alone.

Loners and weirdos populate the tables, minding their own business. Immigrants read foreign papers.

Jay follows Kay as they walk by the glorious deco machines offering pies... pastries..., beverages...

**JAY**

Is this your favorite place? Makes sense. Zero human interaction. Kay ignores him.

**JAY (CONT'D)**

So how old are you?

**KAY**

Twenty-six.

**JAY**

Really? Wow, you got some city miles on you.

Jay laughs. Kay ignores him, stops in front of a machine offering "SPECIALS".



Jay grabs a paper off a nearby table: We see headlines about Nixon, Vietnam, the Apollo Launch.

**37.**

Jay looks at the date: July 14, 1969.

**JAY (CONT'D)**

The fourteenth. Then we have two days.

Kay really takes his time, picking out the right sandwich.

**JAY (CONT'D)**

Hey, look, I know your lunch is important, but like I said, we only have two days here.

**KAY**

Here we go...

Kay puts some money in the machine -- is about to make his selection. Jay reacts to it -- GROSS!

We see -- the most unappealing ham sandwich ever. The meat is tinged with green and beginning to get a little fuzzy. No one in their right mind would buy this sandwich.

**JAY**

No way, man. I am not letting you eat that. I didn't come all the way here to have you die before I can tell you--

Kay reaches for the button. Jay slaps his hand away.

A BEAT of undignified hand-slap-fighting--

**JAY (CONT'D)**

No way, man. No way the world ends because you had to eat that thing--

Kay SUCCEEDS IN HITTING THE BUTTON and

**FWOOOOOOPI**

A SECRET DOOR instantly spins them around and Jay and Kay

are

**INT. MIB 1969 HQ**

A cloud of smoke... It clears and reveals

MiB

Mid-century futurism with a martini lunch office vibe. It's how Isaac Asimov and Ray Bradbury would have imagined the offices.

**38.**

The cloud of smoke comes from everyone smoking. Aliens run around with ashtrays, cocktail shakers and cigarettes. The alien smokers smoke from surprising orifices. The !liB agents have the feel of ivy league privilege. Very male and very white. Women are there to be secretaries and eye candy. Two many-armed aliens stock the automat. Kay tosses one the sandwich, it goes right back into the automat. Jay recognizes the aliens -- it's the twins!

**JAY**

Hey! [long alien name] and Bob!

Don't worry, you guys get a big promotion in, like, 20 years.

Kay takes Jay down an escalator. Quick atmospheric establishing shots of MiB '69:

- A wall of Black and White TVs monitoring the aliens of the times: Castro... Yoko... Hendrix...
- A cluster of agents use a joystick to manipulate a very high-tech camera. Reveal they're using it to watch a secretary's ass. She gets wise, turns -- they raise their martinis and she giggles at them: You're incorrigible!
- Aliens work switchboards, work in the steno pool.
- Someone barks at an alien to grab a couple Mooners and go clean something up.
- An MiB barbershop quartet practices.

**MIB QUARTET**

**(SINGING)**

The men in blaaaaaaack...  
Jay can't help laughing --

**JAY**

What planet are they from?

**KAY**

The Hamptons. Let's go somewhere

we can talk.

**JAY**

Finally.

**39.**

**INT. HOLDING ROOM**

Typical interrogation room table in the middle.  
Kay pulls out a giant form -- it looks like 10 tax returns stacked together. He fits sheets of carbon between the pages.

**JAY**

Oh, we're gonna do the forms now.  
Listen, Kay, I know you're gonna do what you're gonna do, but we're burning time here. When I got here, you had 48 hours. Now you've got 46.

**KAY**

Name, planet of origin and Galactic

**ID NUMBER--**

**JAY**

My name is Agent Jay, you gave it to me.

**KAY**

**(WRITING)**

"Subject uncooperative." Purpose of visit?

**JAY**

To save the Earth.  
Kay looks at the form, there's a number of options to check: "Create a new race... Steal Earth women... Offer life of eternal youth... vacation... Save the Earth." He checks the box.

**KAY**

Save the Earth... Congratulations,  
you're the third one today... Maybe  
you'll get a balloon.

**JAY**

Fine, don't believe me. But just  
listen to what I have to say,  
because it's going to save your  
life and the life of everyone in  
this galaxy.  
It hangs in the air...

**KAY**

Are you currently pregnant or  
preparing to spawn?

40.

**JAY**

There's a killer out there. Goes  
by "Yaz." He's coming for you.  
You told me your one regret was not  
killing him when you had the  
chance.

**KAY**

Never heard of any Yaz.

**JAY**

You will. Here's what to look for.  
Long hair, leather, looks kind of  
like a biker. You'll know him from  
the skull ring on his pinky. He's  
trying to blow up the Earth and you  
get in his way somehow so he kills  
you. This Friday. In Florida.  
So, if you want to live -- do not  
go to Florida.

**KAY**

Florida? I hate Florida. I hate  
everything South of Virginia. If  
that's what you came to tell me,

you're wasting your time.

**JAY**

Man, you're as stubborn as you always were. I mean -- always will be. Look, It's not just about you. Because he kills you, you don't live long enough to build the defense shield. And without a defense shield, the Earth gets destroyed. You get it? He kills you, the Earth gets destroyed. I have to save you from him so we can save the planet.  
Kay stops writing.

**KAY**

Huh. Well. This is finally starting to make sense.  
Jay looks hopeful.

**KAY (CONT'D)**

Because you're crazy. Paranoia. Delusions of self-importance--

**A BOOMING VOICE INTERRUPTS --**

**41.**

**BOOMING VOICE**

Agent Kay!  
Door BANGS OPEN -- in walks THE BOSS MAN... and it sure isn't ZED.  
AGENT EX, flanked by junior agent underlings. EX is a well-tanned WASPy jackass with a room-temperature IQ who probably got this job from his daddy's country club connections. He's good at tennis and not thrilled about this whole "civil rights" fad.  
Kay stands.

**KAY**

Hey, chief.

**EX**

Heard you got a mooner in here.  
Don't take all day. We're not here  
to babysit them, just figure out  
where he's from and send him back.

**KAY**

Actually, still trying to sort it  
out. He says he's human.

**EX**

Fortunately, we have the technology  
here to test for that.  
Ex steps up close to Jay. Looks him over. Then SWIFTLY

**PUNCHES HIM IN THE STOMACH.**

**EX (CONT'D)**

Gag reflex. Coughing. Eyes  
watering. Human. Code 43 him.

**KAY**

Got it, chief.

**THROUGH MIB**

Kay walks Jay.

**JAY**

So what's code 43?  
They pass through a set of double doors. Tilt up to reveal:

**ROOM 43**

**42.**

**ON JAY AND KAY**

Jay reacts to whatever he's looking at.

**JAY**

**WHAT THE--**

**KAY**

This little baby here is called a  
Neuralizer.

REVEAL -- The 1969 Neuralizer fills an entire room. And we

**ARE**

**INT. ROOM 43 -- NEURALIZER ROOM**

It's manned by 60s labcoat technicians with sliderules and punchcards.

The Neuralizer itself is a piece of 60s-tech-glory -- magnets, tubes, things that look like they belong in Dr. Frankenstein's lab.

**JAY**

Whoa, whoa, what? You're gonna neuralize ME? You can't neuralize me. Haven't you been listening? Two ALIEN ORDERLIES grab Jay.

**KAY**

Have a lay down, stretch.

The orderlies force Jay on a sort of gurney -- in the '69 Neuralizer, the "patient" is fed through the machine, like for an MRI.

**JAY**

You erase what's in here, you erase the whole world.

**KAY**

Don't worry. When it's over, you'll forget all about this Yaz and Florida and the end of the world. I think it'll be good for you. Calm you down.

**JAY**

I don't need to calm down.

**43.**

**KAY**

Don't worry, it's safe. We even tested it on one of our own men. Kay indicates Q, who wanders around like he's been

lobotomized.

**KAY (CONT'D)**

Hey, Agent Q!  
Q waves back:

**Q**

Hey, agent Q!

**KAY**

No, YOU'RE -- forget it.  
(back to Jay)  
We're still.., fine-tuning it.  
okay, strap him down.  
TWO BIG-ASS ALIEN ORDERLIES force Jay down.  
A TECH flips the machine ON -- TUBES POWER UP WITH HUGE

NOISE

**AND FANFARE.**

Jay struggles as he gets closer and closer to the machine.  
Jay manages to slide his key fob out of his pocket -- uses  
the edge to flip open the clamp on the straps -- and HE'S

**FREE**

**TECH**

How the hell--  
Kay smiles -- Not bad, kid.  
The orderlies rush him -- Jay knocks them out. The  
scientists are fraidy-cats -- they hide.  
It's down to Jay and Kay.

**KAY**

Nice moves. You'd make a good  
agent.

**JAY**

I AM a good agent!  
Kay takes a SWING at Jay -- Jay dodges it easily.

**JAY (CONT'D)**

That's right, you always lead with  
your left.



**44.**

Kay pulls his weapon -- Jay ducks behind the Neuralizer -- now Kay can't shoot.

**KAY**

You're just making it worse for yourself.

The following plays over a game of CAT AND MOUSE around the giant structure of the Neuralizer -- like through the stacks in a library.

**KAY (CONT'D)**

There's nowhere to run, slim. It's just if we're gonna do it easy or do it hard.

Jay runs into a dead end.

Kay and the orderlies are on him. The pissed-off orderlies grab him roughly, force him onto the gurney. Jay keeps flailing.

**JAY**

I know you, Kay, I can prove it...

**(SEARCHES)**

You love to bowl!

**KAY**

Bowling is enjoyed by more than 95 million people in more than 90 countries. You gotta do better than that.

**JAY**

You've got a scar on the back of your right hand!

Jay grabs Kay's hand. They LOCK EYES for a moment. Kay lets Jay flip his hand over, big build-up, REVEALING...  
.no scar.

**JAY (CONT'D)**

Damn. You will! I swear!

Kay signals -- the Neuralizer powers up.

And Jay is on the conveyor belt into the machine. This is all about to be over. Jay thinks desperately for a way out, THEN-- Eureka!!

**JAY (CONT'D)**

Kay! KAY!!! What about your girl on Martha's Vineyard?

**45.**

Kay looks up. Jay sees an opening:

**JAY (CONT'D)**

You chose the job over her -- but  
you never stopped thinking about  
her. You can't forget her.  
Kay grabs him.

**KAY**

How the hell do you know that?  
I've never told anyone that.  
A long look at this guy, who somehow knows things he  
shouldn't.  
And he hits the POWER OFF BUTTON...  
But this being TUBE TECHNOLOGY -- we stay with JAY'S  
TERRIFYING POV -- as he slides through the claustrophobic  
Neuralizer chamber -- the tubes powering down just in time,  
inches away from him.  
Jay crawls out of the Neuralizer, shaken.

**JAY**

You see, Kay? It's me--  
But Kay grabs him and puts a gun on him--

**KAY**

If you're gonna drag her into this,  
you'd better be able to back up  
your story. Because if you're  
jerking me around, I'll make a  
window out of your head.

**JAY**

Yeah, okay, um -- according to the  
file, he should have entered Earth-  
space in the last couple days. Did  
you spot any unauthorized landings  
in the last 48 hours?  
Kay looks to a tech, who looks at a clipboard --

**TECH**

We did have something -- a landing  
in New Jersey.  
Kay and Jay look at each other.

46.

**KAY**

**(TO JAY)**

Alright, you're coming with me.  
Jay grabs his key chain.

**JAY**

Can I ask how you're planning on  
getting me out of here?

**INT. MIB 1969 HQ**

Kay leads a "LOBOTOMIZED" Jay through HQ.

**KAY**

'Scuse me, boys. Just did a code  
43 on this one.

**JAY**

How's it going, fellas? Look, I  
put on my pants.  
He feels one of the agent's faces.  
Kay leads him to the exit. He talks to Jay as if Jay is a  
dim 3rd-grader who speaks little English:

**KAY**

You are a tourist from Kansas. A  
city slicker took your wallet at  
the bus station...  
Kay leads Jay to a SET OF DOORS MARKED "EXIT to STREET" --

**MANNED BY MIB AGENTS.**

**KAY (CONT'D)**

Two out.  
The agents nod to Kay and WAVE HIM THROUGH-THE EXIT...  
Which deposits them in...

**INT. SHOWWORLD CENTER**

The peepshow megaplex from the bad old days of time square.  
A creepy pervert sits in a booth. Puts money into the  
machine.

The wall SLIDES UP -- and to his surprise, instead of a peepshow...

**47.**

Jay and Kay climb out. Off the creep's reaction:

**JAY**

Aww. Did I spoil the mood?

**INT. CROWN VIC - KAY DRIVING**

On the New Jersey State Parkway --

**KAY**

You'd better not be wasting my time-

**JAY**

Yeah, yeah. Window out of my head.  
But hey -- if I don't save you, I'm  
dead anyway. So do what you want  
to me -- just make sure you watch  
out for yourself.  
They pull up to...

**EXT. VINCENZI BROTHERS WASTE MANAGEMENT - OFFICES**

A squat shack on the edge of a dump, home office to a  
"legitimate local business."  
The windows are bloodied and broken from the inside.  
Corpses of wiseguys litter the front of the building, all  
showing disturbing spore growth. [please see  
<http://www.youtube.com/watch?v=XuKjBIBBALS> for reference]  
The corpses DEMATERIALIZE and disappear.

**JAY**

This doesn't look like a mob hit.

**KAY**

That's a hell of an observation.  
What gave it away?

**JAY**

Spores. Dematerializing corpses.  
And THAT.

Jay points beyond the building... a SHEER DROP  
Which is the edge of a HUGE SMOKING CRATER --  
And how did this crater get here?

**48.**

In the center, a GIANT ROCKET, all chrome and Flash Gordon.  
It formed the crater on landing.

**KAY**

We're going in.  
Kay draws his weapon.

**JAY**

Aren't you gonna give me a.gun?

**KAY**

Right.  
He pulls out a Smith and Wesson, dumps the bullets, and  
hands  
it over.

**KAY (CONT'D)**

Try not to get in my way.

**JAY**

You try not to get in MY way.  
Jay and Kay move towards the building... BAM! BAM! BAM!!  
Someone's firing at them -- they dive for cover.  
More GUNSHOTS --  
Jay gives Kay THE SIGNAL, WE SAW IN THE CHINESE RESTAURANT

**KAY**

What the hell is that?

**JAY**

Stay behind me. You need to stay  
alive.

**KAY**

The hell I will.  
Jay tries to go in -- Kay pushes him out of the way and goes  
in first.

**VINCENZI BROTHERS**

Jay and Kay bust in -- almost fall into the room because they're squabbling over who's first --  
Then - BAM!

**49.**

Someone's hiding under a desk, holding a gun over his head, firing randomly.

Kay gets GRAZED --

They dive for cover. Kay's right hand is bleeding.

**JAY**

Huh. So that's how you got the scar.

Jay tosses his EMPTY GUN into the corner -- the guy under

the

desk fires FIVE TIMES - EMPTYING HIS GUN!

Jay sprints at him, flips the table -- it's a terrified, quivering WISEGUY. Jay grabs him and DISARMS HIM.

The guy is FREAKED OUT.

**WISEGUY**

**[TERRIFIED BLUBBERING]**

**JAY**

What'd he look like?

**WISEGUY**

**[BLUBBERING]**

**JAY**

Pull it together!

Jay SLAPS THE GUY.

**JAY (CONT'D)**

The guy who did this --- what'd he look like?

**WISEGUY**

Looked like a biker... And he had a... He had a skull ring...

Jay and Kay share a look.

**JAY**

That's him.

**BACK WITH JAY AND KAY**

Walking up to Kay's car.

In the background, MiB puts up a facade around the rocket -- "Rocket Waste Disposal", techs take samples.

50.

**JAY**

What about the witness? We don't have time to take him back to HQ to

**NEURALIZE HIM--**

**KAY**

We've got something new. Portable Neuralizer.

With a rumbling and BLASTS OF AIRHORNS, 18-wheelers drive up, housing the "portable" Neuralizer.

**KAY (CONT'D)**

Can you believe how small these things are getting?

**JAY**

Yeah.

**KAY**

Okay, slick. I'm making a decision to believe you. Not because I do, but because I have to, you get me? He walks to the trunk, pops it open. He flips a switch, revealing a HIDDEN ARSENAL. He grabs a COOL GUN and gives it to Jay. Jay admires the

**DEADLY FIREARM.**

**JAY**

Aw, this means you like me, doesn't it?

**KAY**

Let's go get this sunovabitch.  
They climb in but -- SCREECH!!!  
A Crown Vic swerves to a stop in front of them. Out pops an

**APOPLECTIC EX --**

**EX**

Kay! Don't move a goddamn muscle!  
I have you on 12 protocol  
violations!  
Kay looks to Jay.

**KAY**

Make it thirteen.  
He GUNS IT -- THEY TEAR OFF...

51.

**YAZ'S BIKE**

Widen - he's on his bike, pulling into

**NEW YORK CITY - TOLLBOOTH ON THE BRIDGE**

no- Yaz approaches the tollbooth, manned by a gruff NY no-BS,  
time for anyone TOLLBOOTH COLLECTOR.

**TOLLBOOTH COLLECTER**

Exact change only.

**YAZ**

Can you help a stranger, please?

**TOLLBOOTH COLLECTER**

Oh, sure. That's what I'm here  
for. You see that thing behind  
you? That's New Jersey. Go home  
and get some change.

**YAZ**

There's been a great injustice in  
the Universe. I must make it  
right.



**TOLLBOOTH COLLECTER**

You know what's also a great injustice? Sitting in this box all day listening to people try to get out of paying the toll.

**YAZ**

Let me ease your pain.  
On Yaz's evil grin...

**KAY AND JAY DRIVE INTO THE CITY**

**KAY**

Now tell me everything you know about this Yaz scumbag.

**JAY**

In two days he's gonna kill you in Florida.

**KAY**

Two days. Doesn't give me a lot of time. You couldn't have come back a week ago?

52.

**JAY**

Sorry, I was distracted by the Earth blowing up.

**KAY**

So we have two days to kill him before he kills me. Alright, there's one cesspool everyone washes up in sooner or later. Someone'll know something there. Come on. Let's take a drive to Alien Town.

**JAY**

Alien Town?  
They drive under a sign indicating: EAST VILLAGE

**WITH YAZ**

Cruising through NY. Devil Girl on the seat behind him. He pulls even with a patrol car.

**YAZ**

Excuse me, officers of the law.  
Like you, I care a great deal. about  
justice and I'm looking for some  
people. Maybe you can help me.

**OFFICER**

Okay -- get a shave and a haircut..  
They laugh.  
Yaz smiles sadly.

**YAZ**

Have you ever lost someone close to  
you? I have. I've lost everyone.  
Everyone except them. Can you help  
me find them?  
He gives the cops a picture, they take it grudgingly -- we  
see it: a half dozen hippies wearing medallions.  
The cops look at each other and raise eyebrows.

**OFFICER**

Only one part of town where people  
like that hang out...

53.

**EXT. THE DECKER BUILDING**

The historic Village landmark.  
Jay and Kay approach... 60s freaks eyeball the squares...

**IN THE ELEVATOR**

Jay and Kay ride to the sixth floor.

**JAY**

There's gotta be something that  
connects you to Yaz. What cases  
are you working on?

**KAY**

Well, I've got this whole dry ice thing.

**JAY**

Dry ice? What's that? Someone get killed over some dry ice? Smuggling something in some dry ice?

**KAY**

No. We just can't figure out what it is.

**JAY**

Wow, you're pretty low on the totem pole, aren't you? The great Kay, looking for dry ice.

**KAY**

Don't push your luck. The doors open, and we're in...

**A WAY-OUT 60'S PARTY**

Kay's on the hunt for someone. They weave their way through the far-out types, hear snippets of high-60s party conversations. Someone notices Jay's suit --

**PARTY SNOB**

What are you, a time traveller?

**JAY REACTS--**

**54.**

**PARTY SNOB (CONT'D)**

That suit is SO five years ago. Kay sees who he's looking for, grabs him:

**KAY**

We need to talk. Reveal ANDY WARHOL -- and this is the Factory, and this is one of Warhols' famous parties. Draped on Warhol -- a bunch of strange hangers-on, his

"stars."

**ULTRAVIOLET**

Yum, pigs are getting cute.  
Jay smiles -- she looks skeeved out.

**ULTRAVIOLET (CONT'D)**

I meant the young one.  
Warhol speaks with his strange -- yes, almost alien --  
affect.

**WARHOL**

It's not really a good time to  
talk. I'm creating a party.  
(sighs, totally put out)  
But... Maybe if he asks me.

**JAY**

What - me?

**WARHOL**

I would never say no to anything  
that came out of that beautiful  
mouth...  
Jay is visibly uncomfortable. Kay nudges Jay - do it.

**JAY**

[Grumbles about what he has to do  
for his partner].  
(then, to Warhol)  
We need to talk. Please.  
Warhol and his Stars ooh and ahh over Jay. Someone snaps a  
picture.

**WARHOL**

Amazing, just amazing. Alright,  
you talked me into it. Follow me.

**(MORE)**

**(TO ENTOURAGE)**

Be back soon, stars.

**PRIVATE STUDIO LOFT**

From here, a window looks out over the whole scene.  
Warhol leads the guys in, shuts the door and LOCKS IT.  
Immediately, his ENTIRE AFFECT CHANGES -- he rips off his  
WIG, lights a cigarette, and talks like a hard-nosed cop.

**WARHOL**

Damnit, Kay, are you TRYING to blow  
my cover?

**KAY**

Take it easy agent W, your cover is  
perfectly safe.

**WARHOL**

Perfectly safe? Are you out of  
your goddamned mind? It's only a  
matter of time before they figure  
out I'm a total fraud.

**KAY**

Cool your jets--

**WARHOL**

I'm so out of ideas I'm painting  
bananas and soup cans for  
chrissakes. How long do you really  
think they're gonna keep buying  
this shit?  
Warhol slumps on a chair.

**WARHOL (CONT'D)**

I can't take it anymore. Talking  
to these nutjobs and all these  
goddamn hippies. God, I hate  
hippies. They're just filthy, Kay.

**KAY**

Yeah, I know they are, buddy. But  
you're doing good work here. We  
need you.  
A knock at the door -- Warhol gets back into character --

56.

**WARHOL**

I'll be right there... I'm just...  
filming these men eating a  
hamburger... It's... transcendent.  
Okay, now the pickle...

(back to cop form)

You see what I mean? And who the  
hell's this guy? New partner?

**JAY**

Actually, I'm his old partner. I  
came from the future to warn him

**ABOUT--**

**WARHOL**

Jesus, fine, don't tell me.  
Alright, what do you need?

**JAY**

We're looking for a recent arrival.  
Long hair, wears a lot of  
leather...

Warhol indicates the party below -- half the guests match  
that description.

**WARHOL**

You'll have to do better than that.  
Look, if that's all you have, I  
can't help you.

**KAY**

Maybe you know someone who's seen  
something.

**STAR (O.S.)**

Andy, the horse is here...

**WARHOL**

I gotta get back in there--

**JAY**

Hold up -- the guy we're looking  
for -- he's out to destroy the  
world.

**WARHOL**

C'mon, what's new? What does an

MiE call it when someone tries to  
destroy the world? Tuesday.

**JAY**

I thought you made that up.

57.

**KAY**

C'mon, W, I got a feeling on this  
one. Like we should take it  
serious. And we don't have much  
time.  
Jay checks his watch.

**JAY**

33 hours.

**WARHOL**

Yeah, yeah, alright.

**(THINKS)**

Okay, talk to Prell and Vidal.  
C'mon.

**IN THE PARTY**

ON TWO BEAUTIFUL WOMEN - in very 60s fashion with incredibly  
giant hair - one with a big afro, one with big chignon  
hairdo.

**WARHOL (O.S.)**

(back in "character")

Vidal, Prell, can you please talk  
to these nice men?

The women's LIPS DON'T MOVE -- they respond in incongruously

**GRUFF VOICES:**

**PRELL**

Whadaya want?

**VIDAL**

They look like cops to me.  
ain't talking.

**PRELL**

We're not rats.

We swing around them to REVEAL that Warhol/Kay/Jay are not talking to the women's faces -- They're STANDING BEHIND THE WOMEN -- TALKING TO THEIR HAIR-DO'S which we realize are two COMPLETE HAIR ALIENS, VIDAL

and

PRELL, perched atop these women.

**KAY**

Start talking, you two, before you end up on a barber's floor.

58.

**PRELL**

Ah, you don't scare me.

**KAY**

Yeah?

Kay reaches into a passing woman's purse, pulls out HAIRSPRAY. Grab some of Prell and holds up the spray.

**PRELL**

You wouldn't!

He sprays the hair, it starts to SCREAM IN PAIN.

**VIDAL**

Stop, you bastard!

**PRELL**

I'm telling you, we don't know anything!

**KAY**

You wanna play tough? How about we take a ride to the barber college, see how tough you are?

Kay keeps shaking them down, but Jay is distracted...

On Jay... something is making him think...

A sound... it. grows louder... we start to be able to make

out

the distinct bip... bip... bip... of PONG



Jay FOLLOWS THE SOUND...

To a group of people -- that incredible Factory mix from slumming socialites to Black Panthers to the freakiest freaks...

They surround a SKANKY GUY -- and whatever they're watching on TV is so mesmerizing it's like they're seeing the face of God...

**BROOKE ASTOR**

It's too beautiful.

Someone takes a picture of the screen.

Jay walks around the TV -- REVEAL:

They're watching CLASSIC EARLY 70S PONG.

**59.**

The SKANKY GUY controls it via a BIG MEDALLION hooked up to the TV antennae terminals. He's playing against a young clean-cut square.

Jay grabs the wires and rips them out, cutting off the game. Everyone JEERS him.

ON KAY, hearing the noise, turns to see what's going on.

**SKANKY GUY**

What the hell, man?

**JAY**

Just wondering where you got that.

**SKANKY GUY**

Your mother.

The crowd laughs.

**JAY**

Really. So my mother gave you a technology that hasn't been

**INVENTED FOR SEVEN YEARS?**

Jay grabs him by the throat.

Partygoers react. Someone takes pictures. Someone claps in delight.

**JAY (CONT'D)**

Now how about you tell me where you really got it?

The skanky guy knows he's in trouble.

**SKANKY GUY**

Oh... uh... okay, no hassles,  
man... I got it from that dude over  
there... With the beard.

Jay turns, lets go just long enough for the guy to LEAP OUT

**THE WINDOW**

Jay takes off after him -- Kay joins  
And the CHASE IS ON

**CHASE THROUGH THE VILLAGE**

Jay and Kay chase the guy through various 60s locations - a  
commune, an ashram, a folk club, a protest.

**60.**

Everywhere they are mistaken for "pigs" - people get in  
their

way.

To Jay's surprise, young Kay is a hell of a runner, in  
incredible shape. It gets competitive between them...

Until Jay can't keep up -- Kay takes off...

Kay runs the Skanky Guy down -

Jay huffs and puffs his way over, grabs the medallion.

**JAY**

Alright, one more time. Where'd  
you get this?

**SKANKY GUY**

It was a gift--

**JAY**

Bullshit.

Kay puts a gun on him.

**JAY (CONT'D)**

Oh, hey. This is my partner. He's  
about to get fired for excessive  
violence and he doesn't have much  
left to lose.

**SKANKY GUY**

I borrowed it!  
CLICK! Kay cocks the gun.

**SKANKY GUY (CONT'D)**

I stole it, okay?

**JAY**

That's what I like. A nice, honest thief. Stole it from who?

**SKANKY GUY**

They don't even care, man. They leave their money everywhere.

**JAY**

Who?

**SKANKY GUY**

I don't know who they are--

**61.**

**KAY**

Then you're not worth much to us, are you?  
The gun comes back out.

**SKANKY GUY**

I heard they were Archanans.

**JAY**

Archanans? They're pretty far out of their neighborhood. I didn't think we'd ever had one on Earth before.

**SKANKY GUY**

I can tell you where they live!  
Southwest corner of 3rd and Avenue C. Top floor. Apartment 12.  
Jay rips the medallion off his neck.

**SKANKY GUY (CONT'D)**

Ow!

**JAY**

I'll do a lot worse. Get the hell  
out of here.  
The guy runs off.

**KAY**

What's the deal with the necklace?

**JAY**

You were wearing one just like it  
when you died. Come on.

**SOUTHWEST CORNER OF 3RD AND AVENUE C**

Jay and Kay pull up in front of the building.

**KAY**

That address. It's familiar.  
He pulls out a notebook.

**KAY (CONT'D)**

I was going to come by here  
tomorrow to check out a lead on the  
dry ice case.

62.

**JAY**

So you come here tomorrow, get  
tangled up with these Archanans...  
And...

**KAY**

And Yaz kills me?

**JAY**

Something like that. So do me and  
the people of Earth a favor and be  
careful.

**KAY**

Aw, put on your big girl panties  
and let's go.

**JAY**

Hey, I've always got my big girl  
panties on.  
Huh. That didn't sound right.

**INT. FREIGHT ELEVATOR**

Jay and Kay ride up...

**KAY**

That thing back at the party, what  
was it? Some kind of game?

**JAY**

Not just any game, PONG. Game of  
kings. But it wasn't invented  
until 1974.

**KAY**

How do you know that?

**JAY**

Because I was the only kid on my  
block who didn't have one.

**KAY**

Aw, what's the matter? Daddy  
didn't buy you the toy you wanted?

**JAY**

Didn't have a daddy to not buy me  
toys. Here's the only thing I ever  
got from him--  
He holds up his key chain.

**63.**

**KAY**

That's rough.

**JAY**

It gets worse. You're the closest  
thing I have to a dad.

**DOORS OPEN...**

**DOWN THE RATTY HALLWAY**

Jay and Kay move carefully, ready for trouble.  
They get to the door -- Apartment 12.  
Jay points to the door -- THIS IS IT!  
They see -- THE DOOR IS SMASHED IN, PUNCHED OFF ITS HINGES  
And punched into the door -- THE IMPRESSION OF A SKULL RING

**JAY**

That's from Yaz's ring. He was  
here. Or is here.  
Jay SIGNALS KAY

**KAY**

Why do you keep doing that?

**INT. STUDIO APARTMENT**

They move into the room on high alert...  
But it's empty.  
They realize the strangeness of the room - alien technology  
(including a TV hooked up to something strange with tons of  
wires hanging out) and lots of money.. LOTS of money...  
Not just piles -- the actual furniture is MADE OF STACKS OF  
MONEY. They've been using it for scrap paper, for napkins.

**JAY**

So Yaz was never after you... he  
was after the Archanans. You just  
got in the way.

**KAY**

Which must make them damn  
important. But what does he want  
with them?

**64.**

**JAY**

'No sign of struggle. They must've  
cleared out before he got here.  
Like they knew he was coming.

**KAY**

And he's probably on their trail  
now. But where the hell did they  
go?

They look around, puzzling over this place. Jay picks up a  
\$100 bill off a table made out of stacks of money.

**JAY**

Think this might tell us something?  
On the \$100 bill:

A strange series of words and numbers: 3 2... 5 1... 7 5..

**KAY**

Looks like some kind of code.  
We'll take it to HQ, run it through  
the computer. Figure out where  
they went.

**BACK THROUGH THE HALLWAY**

Jay and Kay walk down the dark hallway --  
Yaz steps out of the shadows --

**BACK IN THE CAR**

Jay and Kay head back to HQ. Kay drives, Jay stares at the  
\$100 bill, squinting at it, turning it over --

**JAY**

How about bible verses?  
Coordinates? Airplane flights?  
Shoe sizes?

**KAY**

So this is how you do it in the  
future, huh? You just keep  
guessing until you figure it out?

**JAY**

**(EUREKA)**

Phone numbers!  
They stop at a light.

**65.**

Suddenly -- WHAM! WHAM! Someone FRANTICALLY POUNDS on the

trunk -- a frightened 12-year-old prostitute wearing what is basically Jodi Foster's Taxi Driver hooker costume -- hotpants, mary janes, halter top. There's something familiar about her face...

**HOT PANTS GIRL**

For God's sake! Help me, would you? There's some maniac after me -

**JAY**

Slow down -- who's after you?

**HOT PANTS GIRL**

He was like nothing I ever saw -- crazy eyes, and this freaky skull ring.

Jay and Kay look at each other:

**JAY**

Get in.

**HOT PANTS GIRL**

Thank you so much. This is a dangerous city for a girl.

The light turns green -- we're on the girl's face. Jay and Kay looking straight ahead.

**JAY**

So where can we take you?

**HOT PANTS GIRL**

Just make a left up here.

Kay does it... There's a rushing noise...

In the back seat, Hot Pants Girl IS "INFLATING" AND BECOMING

**DEVIL GIRL!**

The car turns down a dark, deserted alley.

**JAY**

Are you sure? Seems dangerous.

**DEVIL GIRL**

Not for me.

Reveal -- the girl has fully "inflated" into her natural

form

-- DEVIL GIRL! The outfit is grotesque on her.

**DEVIL GIRL ATTACKS**



**66.**

SET PIECE FIGHT in the car. Employing cool MiB tech built into the car.

Devil Girl subdued, locked into the trunk in a "CONTAINMENT SACK" -- like what you'd use to stuff a raccoon into.

The fight's over, the guys slump against the car.

**JAY**

What the hell was that?

**KAY**

I don't know, but I'd bet you two to one Yaz sent her.

Beat. Light bulb moment for Jay --

**JAY**

Say that again!

**KAY**

I think Yaz sent her.

**JAY**

No, the whole thing!

**KAY**

I'd bet you two to one Yaz sent her.

On Jay, realizing--

He grabs the \$100 bill --

**JAY**

I know where they are!

**ON JAY AND KAY**

Walking -- we hear sounds of crowds, of cheering, REVEAL we

**ARE AT--**

**EXT. AQUEDUCT RACETRACK**

**JAY**

How are we going to find them? Any idea what an Archanan looks like?

And then -- they see --

**AMID THE SEA OF GUYS IN SUITS, HATS, AND SKINNY TIES...**

67.

A circle of what looks like Tibetan monks -- colorful, playful, dressed in robes. They could only be -- the Archanans. The group comprises one older Archanan -- the LAMA -- and three younger ATTENDANTS.

**KAY**

I think I found them.  
They step into

**THE ARCHANANS' AURA**

of

Within the space around the Archanans, the chaos and noise the crowd melts away. Deflected. There are three Archanans and one distinctive older one --

**THE LAMA.**

In the middle -- a giant pile of winnings. All is peaceful within this space. Faint chimes. They greet Jay and Kay happily, chant a strange mantra:

**ARCHANANS**

**(CHANTING)**

King Lady Big Trouble Classy...  
The faint sound of an announcer:

**ANNOUNCER (V.O.)**

Results for the sixth race: King, Sweet Sophie, Big Trouble and Red Gent!

**ARCHANANS**

**(CHANTING)**

Superba pays 3200 to one...

**JAY**

You're in danger--

**ARCHANANS**

You're in danger... you're in

danger...

Jay thinks they're playing the "echo game" like little kids:

**JAY**

Very cute, but--

**68.**

**LAMA**

In eight seconds, please do us the kindness of ducking.

**JAY**

Huh?

**KAY**

Yaz!

They turn to see YAZ -- he levels a WEAPON AT THEM -- FIRES!  
Jay and Kay DUCK -- the weapon just misses.

**JAY**

Thanks.

**KAY**

Let's get into trouble.  
Jay and Kay engage him --  
As they run off, the Lama calls --

**LAMA**

Remember, please, to take the bridge.  
And we begin

**BIG FIGHT SET PIECE.**

Try to include motorcycle and horse elements. Could also involve the actual aqueduct, which is close by.  
At one point, Jay and Kay seem stuck, they remember...

**JAY**

Take the bridge...  
They take the bridge, which gives them an advantage on Yaz.  
At one point, Jay corners Yaz -- Yaz BLASTS HIM -- Jay is knocked down. Looks DEAD! But he shakes it off reveal the PONG medallion blocked the shot.

of

Culminating at a toxic waste dump in Staten Island, with Yaz compressed into .a six inch cube - hauled away in the back

a garbage truck.

The guys give chase -- they want him captured, but no luck. The truck drives off...

**69.**

**KAY**

He's gone.

**JAY**

Only a matter of time before he comes back. And this time he might be really mad.

**AQUEDUCT RACE TRACK**

Jay and Kay return to an EMPTY RACE TRACK...  
It's like a ghost town.  
No Archanans to be found...

**JAY**

Damn, we lost them. They come all the way across the universe and just when we're about to figure out what all of this is about--  
Then, faintly... a CHEER

**KAY**

Hold that thought.  
They follow it out to

**THE TRACK**

Which is empty. No spectators, no horses. Just the Archanans...  
Who stand near the track watching... nothing.  
And yet --  
They cheer and clap as if watching the most exciting race ever.  
Jay and Kay exchange a "what the hell?" Look and approach them.

**JAY**

Everybody OK?

**ARCHANANS**

Everybody is everybody.

70.

**JAY**

Yeah... guess I can't argue with that. So listen up -- Yaz is down but he won't be for long, so we need to start coming up with some answers. First of all--  
The Archanans CHEER. Jay shakes it off.

**JAY (CONT'D)**

**FIRST**

The Archanans CHEER AGAIN.

**JAY (CONT'D)**

What are you cheering about?!

**ARCHANANS**

The races.  
Jay and Kay keep approaching... Puzzled -- the track is empty...

**JAY**

What races?  
Jay and Kay cross the threshold into their aura... and now--  
The empty stands are FILLED WITH CHEERING SPECTATORS

WATCHING

**AN INCREDIBLY EXCITING RACE.**

**JAY (CONT'D)**

Where are we?

**LAMA.**

We are tomorrow.  
Jay steps backwards, out of the aura -- back to empty ghost town.  
Steps back in -- tomorrow's rabid fans, cheering the race.

From the Archanans' POV -- we see ALL VERSIONS/ALL AGES OF

**JAY AND KAY..**

The effect is -- THEY SEE ALL TIME AT ONCE.

**JAY**

You... can see the future.

**LAMA**

It is what you call the future.

71.

**ATTENDANT**

Ah, the future. An illusion of the time-bound, borne of the fallacy that one moment follows another.

**LAMA**

Yaz suffers from this greatly. And so he must have revenge on your planet.

**JAY**

Revenge?, For what?

**LAMA**

He mourns the past because he can not see the dead are still as alive as they ever were. Just not now.

**JAY**

Okay, someday you're gonna explain that to me, but right now you need to stop the riddles because there's about two minutes until Yaz crawls out of his hole and gets back to trying to kill you. So help me out. I need to know IN ENGLISH why Yaz is trying to kill you and what that has to do with saving the Earth.

**ATTENDANT**

We know what he will know.

**JAY**

You know what... he will know...  
(figuring it out)  
You know his plans.

**(REALIZING)**

And you're going to stop him. He  
wants to kill you because you stop  
him.

**LAMA**

**(CHEERFUL)**

Yes, if he does not kill us first.

**KAY**

Don't you know if he's going to?

**LAMA**

Sometimes he kills us, sometimes he  
does not. There are many futures.

72.

**JAY**

Okay, which future is the one where  
you live and the Earth doesn't blow  
up?

**LAMA**

The one where you take us home.  
Jay and Kay exchange a look --

**KAY**

Alright, let's get these freaks  
home, and pronto.

**LAMA**

You must let go of your attachment  
to time, beginning with your  
concept of "pronto."  
And on that -- THUP THUP THUP --

12 Blacked-out helicopters...

**EX (V.0.)**

**(MEGAPHONE)**

Illegal aliens -- you are surrounded... Do not attempt to flee...

Jay and Kay YELL INTO THE BACKWASH OF THE ROTORS:

**JAY**

No! We need to get them home!  
But it's all drowned out in the wind and dust...  
MiB "squad cars" -- pull up and surround them.  
Jay and Kay look for an escape route -- but MiB cars and trucks seem to be pouring in from everywhere.  
MiB agents descend on ropes, round up the Archanans--

**EX (V.0.)**

**(MEGAPHONE)**

Agent Kay! Return to your vehicle!  
Rendezvous at headquarters in 20 minutes! We will escort you by air!  
And from the noise and chaos of the choppers...  
To silence...

73.

**INT. MIB HQ - BENCH OUTSIDE THE CONFERENCE ROOM**

Jay and Kay watch through a glass wall.  
Inside the conference room -- the Archanans sit around a table.  
Ex paces, clearly talking ABOUT the Archanans to the other agents.  
Body language tells us the MiB reach some kind of consensus.  
Ex comes out -- Jay and Kay hop up.  
Ex notices Jay for the first time --

**EX**

What's he doing here? Didn't we just bust you?



**KAY**

That was someone else. All these mooners look alike, right?  
A beat -- and Ex buys it completely.

**EX**

Yeah... So look. We've talked about it. And you are to be commended, Agent Kay. You did a fine job bringing these illegals in. Now it's our job to get them out of the city for containment. Somewhere where if someone decides to blow them off the map, the collateral damage will be insignificant. Toronto.

**KAY**

But they're in danger. One of the most dangerous beings in the universe is out to kill them--  
(looks to Jay)  
And if that happens, we're all going with them, because they're our only hope of survival.

**EX**

Christ, if we listened to every Mooner who showed up telling us how they were gonna save the world, that's all we'd do. Do you know why Earth is still standing?

**(MORE)**

74.

**EX (CONT'D)**

Why we're not a smoldering chunk of nothing? Because we don't stick our nose into other people's business. Especially people in danger, because they have enemies,

and those enemies destroy Earth.  
Now. Are you going to execute my  
order or not?

**KAY**

**(COLD)**

I thought we were supposed to be  
the good guys.

**EX**

Careful, Agent Kay. That sounds  
like insubordination.  
Kay walks up to Ex, looks him DEAD IN THE EYE

**KAY**

It sounds like you need to cut some  
eyeholes in your stomach, because  
your head is so far up your ass,  
that's the only way you could  
possibly see.

**EX**

That's it. You're off this case.  
Stick to dry ice. If I catch you  
near them -- or him -- again, I'll  
have your badge.  
(to a bunch of other

**AGENTS)**

You four -- take the Archanans to  
transpo.  
One of the agents looks up--

**YOUNG AGENT**

Me? I'm just an accountant---

**EX**

Go!!!

**(TO JAY)**

And you... You just get out of  
here!  
The MiB agents GRAB the Archanans and hustle them out.  
Kay leans in to them--

**KAY**

Don't worry, we'll--

75.

**LAMA**

Yes, we know.

Kay looks up -- sees Jay smiling at him.

**KAY**

What?

**JAY**

I knew Agent Kay wasn't just gonna lie down. So what's the plan?

**KAY**

You heard the man. We've got dry ice to investigate.

**GARBAGE COMPACTOR TRUCK**

It's the truck that "compacted" Yaz. We follow it to the

**MIDDLE OF**

**GIANT STATEN ISLAND DUMP**

Where the truck dumps its load... Including YAZ...

Who gets PROCESSED AND PRESSED INTO A CUBE.

On the cube -- it begins to swell and force itself back into its natural shape.

Around the piles of garbage, other Yaz parts SEEK EACH OTHER

**OUT...**

**DUMP EXIT**

Workers stop what they're doing -- get out of the way of something, disturbed.

We see Yaz and understand the reaction -- Yaz might be back together, but NOT AT ALL RIGHT -- a leg stuck in the wrong place, the head at a weird angle.

He catches his reflection in a hubcap and adjusts himself...

Pops out an eye, swaps an arm...

He unfurls his tongue, smells the air --

**YAZ**

Where did you go...

76.

**SHOWWORLD CENTER**

four

A SLEAZY GUY is suprised to see not just an agent... but agents and four Hare-Krishna-looking guys come out of his peep show window. One of the Archanan attendants smiles at him:

**ATTENDANT**

**(CHEERFUL)**

You will die alone.

**SLEAZY GUY**

Yeah, I know.

The agents lead the Archanans through the world's greatest emporium of sleaze.

**EXT. GRAND CENTRAL STATION**

The hustle and bustle -- cabs picking up and dropping off

**PASSENGERS --**

We find a LONG LINE OF UNHAPPY KIDS, MAKING UNHAPPY PARENTS

--

Kids crying, pulling on Mom's dress...

We see -- it's the line to an ICE CREAM TRUCK.

And the line isn't moving because KAY IS QUESTIONING THE

**PAPER-HATTED VENDOR.**

DRY ICE SMOKE rises from the freezer:

**KAY**

Just a few more questions about dry ice and I'll be out of your hair...

A BIRD CALL makes Kay turn --.he sees Jay waving him over, pointing at something -- The MiB agents lead the Archanans into the Station!

**VENDOR**

I told you ten times -- I got no idea what dry ice is!

**KAY**

(not listening).

Thanks, you've been very helpful.

Jay and Kay peel off, follow the MiB agents, leaving the Vendor scratching his head. He turns back to the kids. Jay and Kay follow the MiBers and Archanans inside...

77.

**INT. GRAND CENTRAL STATION**

The Men in Black blend in easily with the guys going home to Greenwich, but the Archanans are easy to spot. Jay and Kay tail them -- and lose them for an instant! They spot a glimpse of robe, run after them, turn a corner -

And it's just some Hare Krishnas.

**KAY**

Damn. Wrong freaks.  
But Jay spots the Archanans...

**JAY**

Over there, Kay!  
As they run off --

**HARE KRISHNA**

Perhaps you'd like to join us for a vegetarian meal?  
Jay and Kay chase after the MiB agents and Archanans --  
The MiB agents approach a cordoned-off area with signs warning WET PAINT!  
The agents look around, then slip pass the ropes and through a NARROW DOOR marked "WET PAINT" or "MEN WORKING"  
Jay and Kay follow...  
Through the skinny half-painted door...

**THROUGH THE SKINNY DOOR**

An EQUALLY SKINNY ESCALATOR descends 100s of feet. A problem: it's going the WRONG WAY -- bringing incognito aliens and MiB agents UP INTO GRAND CENTRAL. Jay and Kay muscle their way down -- lots of 'scuse me -- pardon me -- hey, don't grab that!  
But once they power past the crowds, Jay's jaw drops as we reveal...

78.

**SECRET TRAIN STATION**

A MUCH-BIGGER station under Grand Central, a secret hub for sending aliens back and forth all over the country. It's basically a series of GIANT PNEUMATIC TUBES --people-sized versions of the vacuum tubes that used to be everywhere in banks, offices, etc.

board  
A mix of ALIENS and MIB AGENTS put on helmets and pads, the tubes and FWOOP off... Quick shots -- a shoeshine stand set up for many-limbed aliens... a newsstand with strange papers... The Beatles in line for Liverpool with a blue meanie... Kareem Abdul-Jabbar...

**KAY**

On your 2 o'clock.  
They spot the MiBers and the Archanans next to the TUBE TO

**CANADA.**

**TUBE TO CANADA**

The MiB agents put helmets and pads on the Archanans. They're about to load them into the tubes -- Jay and Kay approach:

**KAY**

Hold up.

**MIB**

You're off this case, Kay.

**MIB 2**

Yeah, but I heard there's some dry ice in Queens. Magic show at a kid's birthday party. Better hustle, you can get there before the cake. They all LAUGH at Kay.

**KAY**

Change in plans.

**MIB**

What? We didn't hear about any  
change in plans.

79.

**KAY**

Yeah, Ex just gave us the new  
orders -- check this out --  
Kay gestures them closer -- he reaches for something in his  
jacket pocket...  
The MiBers lean in...  
And Kay GRABS THEM AND SHOVES THEM BACKWARDS TOWARDS THE

**TUBE!**

The MiB agents stumble, surprised --  
The Archanans, not surprised, step deftly out of the way,

the

MiBers FWOOP FWOOP FWOOP into the tube...  
Jay and Kay exchange a smile and realize... One last VERY  
YOUNG agent is still standing there, wide-eyed:

**YOUNG AGENT**

Don't hurt me! I'm just the  
accountant!  
He reaches for his radio... Jay talks him down:

**JAY**

I know you're a little freaked out  
and you want to call for backup,  
but listen: When you've done this  
job for a while, you realize  
there's one rule -- things aren't  
what they seem. These are innocent  
beings that need our protection.  
Are you gonna do the right thing or  
are you gonna be a company man and  
send them off to die in Toronto?  
The young agent thinks -- puts down the radio.

**JAY (CONT'D)**

Good, good. What's your name?

**YOUNG AGENT**

Agent Zed, sir.

**KAY**

You're gonna be okay, kid.  
Jay can't help laughing --

**80.**

**JAY**

He's gonna be better than OK. I'm  
not gonna give you so much shit  
anymore.  
The radio CRACKLES --

**EX (V.0.)**

**(ON RADIO)**

Zed, what's your status?

**ZED**

Detainees are on the tube to  
Toronto. No sign of Kay. Over.

**EX (V.0.)**

Copy that, good work, Zed.  
Zed crosses off...

**JAY**

Be nice to him. Trust me.  
Jay, Kay and the Archanans regroup.

**JAY (CONT'D)**

Okay, you all wanted to go home.  
Well here we are. So how do you  
want to get off this rock? You  
guys have the spaceport on Long  
Island yet?  
Kay just looks at him.

**JAY (CONT'D)**

That place is a dump anyway. Best  
Margaritas in the Universe, my ass.  
What about the one in Ohio?  
The Archanans smile.



**ATTENDANT**

Here is the way home.  
The Lama removes a postcard-sized card from his robe and hands it to one of his attendants.  
The attendant bows, and RITUALLY PASSES IT... it passes through all the attendants and then to JAY.  
Jay gives it a look.

**JAY**

Here, huh? You're sure?

81.

**LAMA**

The only future that ends with life begins there.

**JAY**

I'll take that as a strong "yes."  
Okay, then. Follow me.  
Jay pockets the card and starts herding them across the terminal. Kay catches up --

**KAY**

Where are we going?  
Jay looks at him a beat.

**JAY**

Omaha. And I'm gonna buy you the biggest T-bone you ever saw when we get there. So -- you head over to the Omaha tube and I'm gonna help these guys over here for a second. But I'll meet you in a minute. By the Omaha tube.  
They stare at each other --

**KAY**

Sounds good. See you there.  
Kay turns to head off -- then, lightening fast, spins and reaches into Jay's pocket, snatches out the card --

**KAY (CONT'D)**

Omaha, my ass.

Kay looks at the card: GREETINGS FROM SUNNY FLORIDA -- a tourist post card with palm trees, oranges and beaches.

**KAY (CONT'D)**

Let's go.

**JAY**

No, no, no. No way. Florida, Kay.

**KAY**

That's what it says.

**JAY**

Don't you get it?

**KAY**

Yeah, it's hot and muggy. The old people drive slow.

**(MORE)**

**82.**

**KAY (CONT'D)**

We'll stay somewhere air-conditioned and only drive after three when they're at dinner.

**JAY**

This is why you were there. In Florida. Because of them. You were helping them and that's why... that's why you get killed. Today, July 16. I saw the report myself. Agent Kay, dead at the scene. Killed by Yaz.

**KAY**

You know what an MiB agent calls it when he faces death? Besides I got you to watch my back, right? They walk to the FLORIDA TUBE

**JAY**

I just want you to know, I'm doing  
this out of love, man.

**KAY**

Doing what?  
He gets his answer -- Jay DECKS HIM.

**JAY**

You stay home and stay alive.  
But Kay isn't down.

**KAY**

I told them I'd help them -- I'm  
honor-bound to do it.  
Kay throws a DIRTY SUCKER-PUNCH to Jay's kidney.  
Jay recovers and throws an UPPERCUT to Kay's solar plexus.  
Jay winces -- like he just hit something hard.

**JAY**

Damn, you used to have some abs.  
They continue to pound each other. As they trade punches:

**JAY (CONT'D)**

I can't let you go to Florida.

**KAY**

I make my own future! Besides --  
I'm younger and stronger than you!

**83.**

They both attempt an identical spin kick at the same time --  
feet collide.

**JAY**

Bet you're sorry you taught me  
that.  
The fight continues... They're wearing down, circling each  
other...  
And then Kay fakes a left ---

**JAY (CONT'D)**

You always lead with your--  
But this time Kay connects with his right, knocking Jay down  
hard.

**KAY**

Had enough yet?  
On Jay -- gasping, spent -- using every last reserve of strength to lift himself off that floor.

**JAY**

I can't let you go -- I love you!  
Jay KICKS KAY SAVAGELY IN THE GROIN. Kay LUNGES AT JAY.  
They CLINCH... it's a stalemate...

**KAY**

Aw, hell, look at that-- behind you-

**JAY**

I'm not falling for that.

**KAY**

I'm not kidding --  
Kay rotates their clinch towards the tube so Jay can see...  
The ARCHANANS -- very cheerfully, benignly hopping into the

**FLORIDA TUBE.**

Jay and Kay share a look -- and both run INTO THE TUBE!

**THROUGH THE TUBES**

Jay, Kay and the Archanans hurtle through the MiB system of pneumatic tubes.

**84.**

The Archanans fly through the tubes, relaxed and happy, moving gracefully, like fish through water...  
Kay is in perfect controlled tube position -- everything clenched, hands by his sides, looking like he's in an "air luge"...  
Jay is SCREAMING and ricocheting off the sides of the tube like a pinball...  
They shoot SOUTH, passing landmarks of the Eastern seaboard...  
Intercut with Jay's face -- blown back like Right Stuff astronauts in a G-Force simulator.  
Jay FLAILS towards the Archanans, grabs onto the Lama's

robe:

**JAY**

(yelling over the wind

**NOISE)**

I have to know -- can I really  
prevent Kay's murder?

**LAMA**

Yes.

**JAY**

Oh. Okay, then. Thanks, good to  
hear.

**LAMA**

But where there was death, there  
will be death.

**JAY**

What does that mean?

The Lama smiles and zips ahead through the current. Jay gets  
CLOBBERED by a bend in the tube.

**EXT. FIELD**

Sugar cane workers pick crops next to a GIANT IRRIGATION

**PIPE.**

They look up as SCREAMS DOPPLER THROUGH THE PIPE -- what the  
hell was that?

We follow the SCREAM...

**85.**

**BACK IN THE TUBE**

Jay CONTINUES TO SCREAM --

**TUBE P.A. (V.O.)**

All passengers, prepare to de-tube.

**JAY**

De-tube?

**TUBE P.A. (V.O.)**

Please make sure all helmet and  
crash suit straps are securely  
fastened.  
On Jay -- no helmet, no crash suit.

**JAY**

Helmet? No one said anything about

**A--**

**POOP!**

**EXT. FLORIDA SWAMP/MANATEE PRESERVE - END OF THE TUBE**

Jay, Kay and the Archanans are launched from the tube like  
human cannonballs...

The Archanans land gracefully, floating down air currents  
like kung fu masters...

Kay hits with both feet and rolls...

Jay face plants into the water.

Jay looks up -- FIVE MANATEES STARE HIM DOWN. The ALPHA  
MANATEE emits along, lowing manatee song which RESOLVES INTO

**COUGHING --**

**ALPHA MANATEE**

Sorry, I have something in my  
throat. They went that way...

**JAY**

Thanks.

Surrounded by thick brush, trees. Jay staggers out of the  
water, looking beat to hell.

**JAY (CONT'D)**

Kay? Archanans? Everyone OK?

**86.**

Reveal -- Everyone else looks clean and pressed. Jay looks  
around -- nothing but brush and swamp.

**JAY (CONT'D)**

Listen, your, uh...

Arachanness...ness? I don't think

this here is the way back to your planet.

The Archanans smile and WALK OFF... Jay and Kay follow --

**JAY (CONT'D)**

Hey wait -- we can't help you get home, if you don't tell us how...

He trails off as they EMERGE FROM THE BRUSH  
And stop dead...

**JAY (CONT'D)**

Whoa. So that's how you're getting home.

Reveal -- A GLORIOUS SHOT OF THE APOLLO ROCKET  
And they head towards destiny...

**CAPE CANAVERAL - LAUNCH SITE**

Jay and Kay take in the MASSIVE SCENE...

The huge crowd, the security, the press. HISTORY IN THE

**MAKING.**

T-Minus 30 minutes.

**JAY**

Okay. So we've got... 30 minutes to get past security. Get into Mission Control. Reprogram the flight path, pull the Astronauts off the launch and get them in that rocket.

**KAY**

Well, then. Better get started.

**JAY**

Weird. I feel like I've been here.

**(BEAT)**

Okay, I've got a plan to get through security. We just need to be invisible.

**YAZ ON HIS BIKE**

Hurtling down the highway on his superfast bike, kicking up

a

**HUGE DUSTSTORM...**

He gets STUCK BEHIND AN 18-WHEELER. Yaz REVS -- and SPEEDS

**RIGHT THROUGH THE TRUCK, SPLITTING IT IN HALF.**

Down the CAUSEWAY -- the rocket in the distance...

**EXT. MISSION CONTROL STRUCTURE ENTRANCE**

Heavily guarded by AIR FORCE SECURITY -- people with a lot

of

guns and very little sense of humor.

And up steps Jay, leading Kay and the Archanans.

**JAY (O.S.)**

'Scuse me... I need to get  
inside... I've got the big man's  
Cadillac... all washed and ready to-  
Before the words are out of Jay's mouth, he's down on the  
ground with a submachine gun stuck in his neck.

**GUARD**

Move and it's the last thing you  
do!

The security is on Kay and the Archanans, forcing them down.  
Kay gives Jay a look --

**KAY**

Good work. It's like we're not  
even here.

**GUARD**

**(INTO RADIO)**

Sir, this is unit 3 bravo -- we  
have an attempted perimeter breach  
into mission control subhallway  
Charlie. One caucasian, one  
negroid, four... other. Yes, sir.  
We'll hold them here, sir.

**JAY**

You've got it wrong, let me explain-



88.

**GUARD**

Shut up! Anything you have to say,  
you can say to my superior officer!  
And boy does he hate your kind...  
A click... click... click... Someone is approaching. Someone  
who walks like they mean business.

**GUARD (CONT'D)**

Lt. Colonel! Here are the  
intruders, sir!  
Jay cranes to see the Colonel -- he's African American. Jay  
grins, relieved --

**JAY**

Finally, someone I can talk to--  
But the Colonel is on him before you can blink, an equal-  
opportunity hardass to the extreme:

**COLONEL**

The only thing we're gonna talk  
about is what specific breed of  
dumbass you have to be to try to  
penetrate my launch site!  
He begins patting Jay down. Eyes widen --

**COLONEL**

Weapon! You are going away for a  
long time...  
(to his men)  
Get them into holding. We'll  
interrogate them after the launch.  
A beat... and Jay goes for it:

**JAY**

Sir, before you do that --- my name  
is Agent Jay. I appreciate your  
position, but I'm from a top-secret  
government agency in charge of  
protecting the world from the scum  
of the universe and right now, on  
behalf of the people of Earth, I.:  
need to commandeer your rocket so

**THEY--**

(points to Archanans)  
--can board it. Can we count on  
your help?

The Colonel stares at him for a beat..

89.

**COLONEL**

So you want us to stop the most massive endeavor in American history, an event being watched by the entire world, the moment that will be the culmination of a challenge put to us by President John F. Kennedy himself... so a bunch of Hare Krishnas can take a joy ride?

**JAY**

Would it help if I told you I'm from the future?

**COLONEL**

Get them out of here!  
He motions to the other MPs, who move to roust the group...  
But the Lama takes the Colonel by the arm--

**COLONEL (CONT'D)**

Hey!  
--and PULLS HIM INTO HIS AURA.  
On THE COLONEL'S face... He sees something POWERFUL  
The Lama releases him...  
The officer is stunned for a moment. Blinks back into focus  
and turns to the other guards --

**COLONEL (CONT'D)**

You men are no longer needed here.  
Report to delta gate.

**GUARD**

Sir?

**COLONEL**

Go!

**GUARD**

Yes, sir...

The Colonel turns to Jay, Kay and the Archanans:

**COLONEL**

The rest of you, come with me.  
The Colonel heads into the building. They follow.

90.

**JAY**

Things change when you can see the  
future, right?

**COLONEL**

They sure do. This is definitely  
about some next-level shit.  
The PA crackles:

**P.A. (V.O.)**

T-minus seven minutes to launch...

**MISSION CONTROL STRUCTURE - UNDERGROUND HALLWAY**

Mission control is an underground hub with hallway "spokes".  
Jay, Kay and the Archanans follow the Colonel down the  
hallway towards the main Mission Control center.

**MISSION CONTROL**

A hive of activity leading up to the launch.. Miles and  
miles of white guys in buzzcuts and shortsleeve button-down  
shirts. Thick glasses, slide rules, pocket protectors -- a  
sea of IBM men.  
Everyone smoking, RUSHING AROUND, LAST-MINUTE CHAOS...  
Hunkered over computer monitors... reel-to-reel data tapes  
spinning. Less computing power than an iPhone, but we put a  
man on the moon.

**P.A. (V.O.)**

T-minus six minutes...

**JAY**

Attention, everyone! We've got a  
change in plans!  
Everyone's consumed with the launch and wearing headsets --  
they ignore him -- he keeps trying --

**JAY (CONT'D)**

Hey! Attention over here! I need  
to talk to the man who can re-  
program this rocket!  
Still nothing --

**JAY (CONT'D)**

Can anyone hear me? Hey! You in  
the glasses!

**91.**

25 people in identical giant black plastic glasses turn.

**COLONEL (O.S.)**

Agent Jay! Over here!  
They see the Colonel with an Engineer at a workstation.

**COLONEL (CONT'D)**

This is your man.  
The guys approach the Engineer --

**ENGINEER**

You see this card? The rocket's  
flight path is all on cards just  
like this one. Right here --  
He indicates a long metal rack, like a mail-sorting machine,  
that holds many 1000s of cards and feeds them into a  
processor.  
An Archanan approaches and BLOWS ON THE CARDS -- it hits the  
cards like a mini-whirlwind. The cards spiral everywhere  
like bats pouring out of a cave -- chads fly off -- they're  
magically re-programmed! And fly back into the rack.  
The engineers are STUNNED. And then PANIC:

**ENGINEER (CONT'D)**

The trajectory has been altered!  
A BIG LOW-TECH GRAPHIC APPEARS on the BIG LOW-RES MONITOR:

**TRAJECTORY CHANGE.**

**ENGINEER (CONT'D)**

Abort launch! Abort launch!

**JAY**

Slow down there! Everyone be cool!

**ENGINEER**

Coolness is an inappropriate  
response!

"ABORT"

The Engineer flips the SAFETY off a red button marked

**ENGINEER (CONT'D)**

Aborting in 5...

**JAY**

No! Stop! Do not abort!

**ENGINEER**

4...

**92.**

The Engineer raises his ABORTING HAND -- About to slam it  
down in the button!

**- KAY**

This might help.

Kay reaches into his jacket, takes out WHAT APPEARS TO BE A

**NEURALIZER**

**JAY**

What's that? You been holding out  
on me?

**KAY**

Little something I've been working  
on. Glasses if you've got 'em.  
Jay and Kay put on their glasses...

**ENGINEER**

**2.**

Jay and Kay in sunglasses -- for a moment, it's the iconic  
look of the posters...

**JAY**

Ha ha, just like old times...

**KAY**

Oh, and you might want to get under  
a desk.

**JAY**

Get under a--?

**ENGINEER**

One!

The engineers hand comes down... but before he can hit the

**BUTTON --**

Kay hits the trigger --

But instead of a FLASH --

A MILLION PELLETS EXPLODE OUT OF THE NEURALIZER -- bouncing  
everywhere, knocking out the engineers.

The pellets KEEP WHIZZING EVERYWHERE THROUGH THE FOLLOWING:  
Jay and Kay have to talk over the sounds of people getting  
KO'd.

**93.**

**JAY**

What the hell was that??

**KAY**

It's a high-velocity non-lethal  
pellet-gun. The boys in the lab  
call it the "hiv-nol-pog."

**JAY**

Catchy.

The Archanans deftly step out of the way -- or the pellets  
swerve around them.

EX RUNS IN, flanked by security and/or MiB agents.

**EX**

It's Kay! There he is! Take him  
down! Shoot him if you have to!  
EX catches a PELLET TO THE GROIN, crumples.  
The pellets settle... quiet...

**P.A. (V.O.)**

T-minus... Five minutes.

HELL  
The engineers start COMING TO, dazed, wondering WHAT THE  
JUST HAPPENED -- Kay and Jay give them a "neuralizer" cover

**STORY:**

**JAY**

**(TO CROWD)**

What the hell is wrong with you  
people? Raquel Welch comes by for  
a personal tour of Mission Control  
and you faint like a bunch of  
schoolgirls!

**KAY**

What a waste.

**ENGINEER**

Raquel Welch was here?

**JAY**

Five minutes to get to the rocket.  
And keep your eyes open for Yaz.  
They head out.

**CUT TO:**

**94.**

**ON THE TARMAC**

With only a few minutes to go, service trucks CLEAR THE  
TARMAC -- dozens of fuel trucks, etc., Driving to get a safe  
distance away from the blast.

The all SWERVE OUT OF THE WAY

As one car cuts through them GOING THE OPPOSITE WAY, parting  
the waters -- it's a military jeep -- THE COLONEL at the  
wheel, Jay, Kay and the rest, barely hanging on.

**CUT TO:**

**ASTRONAUT TRANSPORT -- DRIVING**

The apollo astronauts ride across the tarmac towards the rocket. The only car. Looking up at that rocket.  
On NEIL ARMSTRONG, practicing:

**NEIL ARMSTRONG**

**(GRANDIOSE)**

That's one little step that I did,  
one big step for the rest of you...  
Wait, that's not it. Did that  
sound weird to you guys?  
The driver SLAMS ON THE BRAKES

**BUZZ ALDRIN**

What in Sam Hill is going on?  
Reveal the Jeep, pulled in front of the Astronauts, cutting  
them off.

**KAY**

No disrespect meant, [major]. I'm  
a big fan. (Especially of the  
haircut.)

**JAY**

But we've got some bigger fish to  
fry. Hand over the flight suits.  
They start pulling the astronauts off the truck.  
The astronauts protest.

**JAY (CONT'D)**

Let's go, people. Why don't you  
take one giant leap out of there.

**95.**

They look at Jay and Kay... at the Colonel...

**COLONEL**

That's right, gentlemen. You need  
to listen to them. We're going to  
protocol twelve.  
The astronauts acquiesce.

**BUZZ ALDRIN**

I didn't want to get in that death



trap anyways.

**NEIL ARMSTRONG**

I'm still getting my parade, right?

**CUT TO:**

**EXT. MISSION CONTROL STRUCTURE ENTRANCE**

The same guards who stopped Jay and Kay are back on duty. They hear something -- they draw weapons -- And it's Yaz. Still looking like evil incarnate. The guards take in this unholy picture...

**GUARD**

**WHAT THE--**

**YAZ**

I want in.  
The guards look at each other --

**GUARD**

Should we radio the Colonel?

**GUARD (CONT'D)**

You wanna get yelled at again?  
They wave him by.

**GUARD (CONT'D)**

Go ahead.

**LAUNCH PLATFORM**

Kay loads the Archanans into the capsule., Technicians in clean suits assist.

**96.**

Jay works like a secret service agent -- scanning for all possible threats.

Jay checks his stop watch -- Four minutes to go...

Kay works'with the Archanans--

**JAY**

We good yet, Kay? I don't like

being out here in the open -- too many ways for Yaz to get to you...

**KAY**

I'm almost there.

Kay's got them inside, but having problems with the hatch.

**KAY (CONT'D)**

Hey, tech guys -- get back here and help me with the door.

**TECH**

It's called-a hatch.

**KAY**

Whatever, just get over here.

**JAY**

Oh, come on -- what's going on?

**KAY**

This door is complicated.

**JAY**

Oh, for...

**KAY**

What? It's an Apollo rocket, not a Plymouth Valiant, OK? It's complicated.

Jay goes over to help Kay with the door. They both fuss and fight over the door.

**JAY**

Lift it. You have to lift it.

**KAY**

No, I am lifting it. You have to hold the lever.

97.

**JAY**

No, if I hold the lever, the rubber

thingie won't... go in the thing  
where the thingie goes...  
Kay notices something in the reflection of the hatch glass.

**KAY**

Jay... Why do you think a highly  
trained NASA technician would leave  
the back of his suit unzipped?  
They exchange a look that parallels the opening scene in the  
Chinese restaurant...

**JAY**

Because it's about to go down.  
They turn around, draw weapons on the tech -- it's YAZ!

**NOTE TO READER:**

Welcome to the good stuff  
From here, we launch into a GIANT SET PIECE that will take  
us  
up and around the Apollo Rocket...  
As Jay and Kay battle Yaz and Devil Girl in a super-high-  
stakes confrontation to protect the Archanans...  
We will pay off that YAZ ISAVIRUS, bentonDESTROYINGTHE  
EARTH to avenge the deaths ofhis brothers --smallpoxand  
bubonic plague.  
The launch clock ticks down -- the action moves around pipes  
breathing fire, the gigantic scaffolding, liquid oxygen  
spewing from the rocket... All on top of a rocket taller  
than  
a 30-story skyscraper.  
With T-minus 25 seconds to go, Jay and Kay corner Yaz  
against  
the lunar capsule.

**BACK TO SCENE:**

Yaz laughs at Jay and Kay.

**YAZ**

You can't stop me! Nothing on  
Earth can stop me!

**JAY**

Nothing now.  
Yaz raises an eyebrow...

98.

Jay draws his NOISY CRICKET -- the gun he brought from the future.

**KAY**

What's that?

**JAY**

Little something I brought with me.  
Jay points the gun at Yaz -- but Yaz just LAUGHS --  
As the clock ticks down to T-minus 5... 4...

**YAZ**

Try it! You wouldn't dare! One  
false shot and you'll rip space and  
time!

**JAY**

That's a chance I'll have to take.  
Jay BLASTS YAZ  
Yaz stumbles BACK INTO THE CAPSULE... The hatch SLAMS him

in!

Just as the ROCKET BEGINS LIFTOFF--

**HUGE FLAMES - HUGE CLOUDS OF SMOKE THREATEN TO ENGULF JAY**

**AND**

**KAY -**

**KAY**

Uh oh --  
But the Archanans surround them with their aura -- where the  
flames and smoke flow harmlessly around them...  
And then it's over...

**BIG VICTORY MOMENT**

As they watch the rocket carry Yaz off...

**JAY**

We did it, partner. I hope you  
remember this when you recruit me --  
you won't give me such a hard time.

**KAY**

You know I will.

**JAY**

Yeah.

99.

**KAY**

I guess we'll have to build a prison on the moon or something. Jay realizes -- grabs Kay --

**JAY**

Do a better job this time, OK? That needs to be one hell of a prison. You don't want that guy coming back, or I'm coming back. Look, once was enough, OK? Jay turns to The Colonel --

**JAY (CONT'D)**

Thank you for your help, sir. Hope we don't get you fired.

**COLONEL**

Not too worried about that.

**JAY**

Can I ask you -- what did the Lama show you in there that made you help us? Was it the Earth being destroyed?

**COLONEL**

No -- it was my son. All grown up. As a matter of fact, I'm late to see him -- I promised I'd watch the launch with him.

**JAY**

Oh. Thanks. He's a lucky kid.

**COLONEL**

I'm a lucky dad. Take care. Jay offers him a handshake. The officer takes it -- and pulls Jay into a hug.

**JAY**

Okay... The Colonel leaves. Jay and Kay congratulate each other, smile over a job well done...

But then they see the Archanans... And realize...

100.

**KAY**

We're sorry we didn't get you home, guys. It was the only way to get rid of Yaz.

**JAY**

But we'll make sure you're safe here. And the next rocket out...

**LAMA**

All is well. You have done well.

**JAY**

No we didn't. You wanted to go home...

**LAMA**

There is what we desire and what must be... And now our gift to you...

**JAY**

Gift? But we didn't get you home.

**ARCHANANS**

There is the action and there is the intention. It is the intention we reward.

**LAMA**

You did the right thing. And if humans are capable of such sacrifice, such friendship... perhaps we ARE already home.

**JAY**

So then what's the gift?

**LAMA**

You already have it.

Jay looks at pong.

**JAY**

This? Pong?

**LAMA**

Yes. PONG. The Pan-Galactic  
Ordnance Negation Grid. Agent Kay  
will use this technology...

**JAY**

To make the missile defense system.  
You use this to save the world.

**101.**

**ARCHANANS**

Yes. Don't drop it.  
They take the PONG and drape it around Kay's neck  
The Archanans leave, chanting...

**ARCHANANS (CONT'D)**

**(CHANTING)**

Bip... Bip... Bip...  
And it's just Jay and Kay.  
Jay looks at Kay wearing the PONG... just like in the case  
file picture...

**JAY**

Hey. My watch stopped.  
We see -- a minute to go. Jay looks at the watch. Something  
about it bothers him...

**KAY**

C'mon. Let's go watch that bastard  
leave the atmosphere.

**JAY**

Yeah, I'll catch up with you in a  
second.

**KAY GETS INTO THE ELEVATOR**

the Jay hangs back, approaches the Archanans, walks them down scaffolding.

**JAY**

So you guys understand all this time stuff, right? So is everything going to be okay now? I mean, if I saved everything, and Yaz is really gone, why am I even here? Shouldn't I not have come in the first place? And why do I still have time left on my watch?

**UNDERGROUND**

The scaffolding leads Jay and the Archanans into the maze of underground hallways.  
Jay walks, looking at his watch, thinking...

**102.**

,He sees a WALL CLOCK -- 3:59.

**JAY**

3:59. But Kay didn't get killed until...  
And then the AWFUL REALIZATION --

**JAY (CONT'D)**

He didn't come yet! Kay, he didn't come yet!!!  
Jay races to find Kay.

**WITH KAY**

Unaware that his appointment with death is near...

**WITH YAZ AND DEVIL GIRL**

Racing down a hallway... hunting Kay...

**WITH JAY**

Running... running... searching... where is Kay?

**INTERCUT BETWEEN KAY... YAZ... JAY...**

All converging on destiny...



**WITH JAY**

Running... more frantic now...  
And then he sees him!  
Kay -- at the end of the hallway!. Backlit by the door to  
the outside...

**JAY**

Kay!  
And then Jay sees -- Yaz! Already there!  
Jay goes for his weapon, but he doesn't have the shot!  
Yaz pulls his guns...

**103.**

Kay turns to see Yaz -- there's no time to react, only to  
know HE'S ABOUT TO DIE!  
Yaz FIRES!!  
But -- THE COLONEL is somehow there instead! He catches the  
bullet for Kay -- his body dematerializes.  
And it gives Jay the split-second he needs to FIRE ON YAZ

AND

KILL HIM, blowing him OUTSIDE -- where he is INCINERATED BY  
LIQUID OXYGEN leftover from the launch.  
They look at each other -- it's over.

**KAY**

See? I knew you had my back.  
Jay hears footsteps. Looks up and sees the SHADOW OF A TALL

**MAN -- REMARKABLY SIMILAR TO JAY'S OWN SILHOUETTE.**

As the footsteps approach, the shadow grows smaller,  
shrinking to KID SIZE. It's a boy.

**KID'S VOICE**

Dad? What's going on?  
The kid steps into the light -- backlit -- but from the  
shape  
of his head and Jay's reaction, this kid could only be YOUNG

**JAY.**

**JAY**

Where there is death, there will  
always be death. He saved your  
life. He swapped his for yours.

He saved the world.  
Kay puts a firm hand on Jay --

**KAY**

I'll take it from here.  
Kay steps away... but turns back.  
In a replay of the moment from the first movie, Jay tosses  
Kay a modern Neuralizer.

**JAY**

Leave me some memories this time,

**OK?**

**KAY**

Sure, partner. I'll see you  
around.

**104.**

**JAY**

Yes you will.  
Kay turns back to the boy, takes his hand.  
Jay watches them from a distance:  
Kay takes something off the ground where The Colonel's body  
was -- hands it to the son.

**KAY**

Hey, look -- your Dad wanted you to  
have this.  
Kay gives the kid a shiny new commemorative Apollo key  
chain.

Jay looks in his pocket -- the same key chain, scratched and  
worn.

**YOUNG JAY**

Where is he?

**KAY**

Your daddy had to go -- he's part  
of the space program, now. He's  
okay, he just had to take a trip up  
to the stars, but you'll be just  
fine. I'll keep an eye on you...

They are silhouetted by the bright light of the Apollo launch...

Jay takes out his iPhone and ALL GOES WHITE...

**PURE WHITE LIGHT...**

And it resolves into...

**NEW YORK - BACK TO PRESENT DAY...**

Jay comes to in the Apple Store, looks to the sky and

**THE MISSILES ARE STILL COMING!!!**

**JAY**

Noo!!!!

And then...

A giant PONG PADDLE rises over the horizon and

**PONGS THE MISSILES BACK INTO SPACE**

**105.**

**EXT. MIB HQ ENTRANCE/VENTILATION BUILDING**

Jay is walking on air -- thrilled to see the deadpan security guard.

**JAY**

It's good to see you, man.

He gives him a hug-- gets a "what the hell?" face.

**INT. MIB HQ**

Jay is thrilled to be back -- hugging everyone he can. No one else knows what he's talking about -- from their POV he never left... It all seems the same except for quick shots of Ex the bitter janitor, aged Devil Girl pushing the coffee cart... Jay bounces through the MiB HQ -- it's just a regular day to everyone else, but it's HOME SWEET HOME to Jay. He even gives the worm guys a big, gushy hug. A crowd of people gathers around Kay, congratulating him on winning the Bowling trophy... AGAIN.

Kay looks up -- SMILES BIG when he sees Jay.

**KAY**

Alright, everyone, give me and my partner here a minute.

They leave the guys alone. A beat -- and Jay just wraps him in THE BIGGEST HUG EVER.

**JAY**

It's good to see you, man. So good. I just... do you remember... I mean, do you know what I've been through?

Kay just stares at him.

**KAY**

You mean, do I remember that you travelled back in time to save my life and the world? Not bad, slick. Not bad.

**JAY**

No problem. You'd do the same for me. I just have one question...

**(MORE)**

**106.**

**JAY (CONT'D)**

When you disappeared... Why didn't I forget you when everyone else did?

**KAY**

Well, I don't know exactly. Because I was dead. But in a quantum reality, objects can exist in contradictory states... So multiple timelines with varying probabilities can exist, and the one you're closest to

**MATHEMATICALLY--**

**JAY**

Oh, you're talking about our closeness... you're talking about our love... Across timelines! You're saying our love will go on! Kay swats him away -- but the love couldn't be more clear. Jay feels something in his pocket -- the keychain. Takes it out.

**JAY (CONT'D)**

He was a good man.

**KAY**

Yes he was.

**JAY**

I'm glad I know that.

**KAY**

So you travelled back in time, huh?

**JAY**

Yep.

**KAY**

Wow. And you didn't change anything?

**JAY**

No.

**KAY**

You're sure? Because the littlest thing can have huge repercussions.

**JAY**

I was very careful.

107.

**KAY**

Good man, good man. Well, let's get you a uniform.

**JAY**

Excuse me?

We PULL BACK --

Revealing PRESENT DAY MIB IN ALL ITS KICKASS GRANDEUR.

Eternally vigilant in the struggle to protect the Earth and  
all its inhabitants...

And every one of those agents wearing BLUE SUITS WITH

SHORTS.

**JAY (CONT'D)**

Even I can't make that look good.

**FADE TO BLACK.**