

OSMOSIS JONES

by

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FADE IN:

1 EXT. PITTSBURGH STREETS - VARIOUS SHOTS (LIVE ACTION)

Filthy and over crowded. This is industrial America at its worst. Bums warm themselves over burning garbage as busses slosh through brown snow. A one legged veteran sells pencils from a cup while a graffiti covered train crosses over the frozen Allegheny river.

2 EXT. RIVER DOCKS -

A colossal nineteenth century factory. Hanging over the gate a sign reads: "WARSAW PIG IRON." We pull in past men unloading a truck and through the open doors of a giant warehouse.

3 INT. WAREHOUSE -

The camera weaves around a maze of crates and stacked I-beams until it finds FRANK DETOMELLO perched atop his forklift. Frank is a fat little ape of a man. His flannel clad paunch hangs a foot over his belt and his cherry cigar stinks even on film.

The WHISTLE BLOWS and Frank pulls out his industrial strength lunchbox. Every inch is packed with delectable goodies. There are pink marshmallow bunnies, fried potato skins and a carton marked, "Box-O-Gravy." Another DOCKWORKER approaches.

DOCKWORKER

Man, Franky, that's some spread.
Don't your old lady got any hobbies?

Frank unwraps a giant MEATBALL SANDWICH.

FRANK

What can I say? She's into
nutrition.

The dockworker shakes his head then raises his thermos in a toast with Frank's sandwich.

DOCKWORKER

To the perfect woman. May you
someday deserve her.

As they knock together, a meatball is jarred out of the hoagie.

IN SLOW MOTION it falls through the air and crashes against the DIRTY FLOOR with a deafening boom.

EXTREME CLOSE UP - The meatball rolls like a boulder, collecting filthy lint and dead bugs with every turn. Finally, it stops in front of a crate marked with Chinese lettering.

Frank picks up the morsel and looks at it for a beat.
The Dockworker goes for his own lunchbox.

DOCKWORKER

Sorry 'bout that. You want some
of mine?

FRANK

No way. God made dirt...

He flips the meatball into the air and catches it in his
mouth.

FRANK

(grinning, mouth
full)

...and dirt don't hurt.

As Frank chews loudly, we begin to PULL IN ON HIS FACE.
Tighter and tighter until the screen fills with TWO GIANT
LIPS.

Gradually, his chomping falls into a BEAT. It's joined
by a hi-hat then, after a measure, a bass drum kicks in.
As we move PAST HIS TEETH into HIS MOUTH, the backbeat
blasts off with wha-wha guitar into a FUNKY 70'S THEME.

As the music builds, the camera keeps pulling in
deeper and deeper. Past his tongue, the roof of his
mouth, then plunging into the darkness of his throat.

Finally, there's a highly amplified SWALLOW and
the screen explodes with ANIMATED COLOR.

4

INT. FRANK'S BODY - (ANIMATION)

It's another world. A microscopic metropolis. Like
Pittsburgh erected in flesh. Pink factories and
purple tenement buildings line a dirty river of
bubbling saliva.

A graffiti-tagged sign reads: "WELCOME TO FRANK.
POPULATION 578 TRILLION"

The instrumental continues as WE FOLLOW the bits of
meatball floating down the saliva river. Then our
SINGER kicks in.

ISAAC HAYES

Who's the cell with walls of
steel?

BACK-UP SINGERS

Osmosis! Osmosis Jones!

OVER CREDITS - The meatball drifts by various monuments
of the city including;

The TWIN TOWERS of the TONSILS.

A fork in the river with signs pointing to "RESPIRATORY" and "DIGESTIVE."

And finally, THE UVULA, a gargantuan monument hanging from the sky at the back of the throat like an upside down Eiffel Tower. There is an observation deck at the bottom from which tiny flashbulbs pop.

As the THEME SONG ENDS, the gob of meat floats down a narrow channel. A sign reads: "CUSTOMS"

FOG HORNS and SHIP'S BELLS sound in the distance.

A subtitle is typed out:

"ORAL PORT - WEDNESDAY FEBRUARY 22ND 1:04 PM"

5

INT. CUSTOMS OFFICE -

A bio-morphic version of the real thing, filled with packages, papers, and rubber stamps. In the background, voices can be heard.

VOICE #1 (V.O.)

Man, if there's one part of this job I hate...

VOICE #2 (V.O.)

C'mon. It's almost Friday.

The camera swings around to reveal two SALIVA ENZYMES. They are gelatinous little creatures in customs officer uniforms. Beneath their transparent cell walls float all kinds of microscopic protozoa.

The elephant sized MEATBALL bit stands in front of them. The officers pull on RUBBER GLOVES.

OFFICER #1

I mean, what does this guy do, roll his food around on the ground before he eats it?

The other officer chuckles as they start to prod around in the massive gob, picking out little germs and tossing them into a yellow BIOHAZARD BIN.

OFFICER #1

Seriously, we need to send a letter to the mayor about washing our hands before we eat.

OFFICER #2

Like he's gonna listen to us.

OFFICER #1

Hey, cells vote, man. Cells vote.

Suddenly, there's a rumble from inside the meatball. It begins to splinter apart. The officers step back.

OFFICER #1

What's going on?

OFFICER #2

Hold tight. It's probably just a little e-coli.

The meatball EXPLODES in a maelstrom of ground chuck.

As the officers wipe the mess from their faces, a BACTERIUM in a white suit sunglasses rises out of the wreckage. This is WE-KHAN. He has the sharp menacing features of a villain from a martial arts movie and the Napoleonic affect of concealing his hand in the breast of his jacket.

OFFICER #1

Papers please.

We-Khan coolly pats his pockets then shrugs, "Sorry." The officers look at each other.

OFFICER #2

(nervous)

Um, anything to declare? Fruit, vegetables...

(swallows)

Livestock?

Khan nods, "Yes" then slowly drags his HAND from his jacket. Stiff, bony knuckles taper into fingers more jagged than a garden claw.

The officer's eyes widen in terror as, one by one, the twisted digits begin to MORPH into LONG TELESCOPING SAMURAI SWORDS.

OFFICER #1

Holy spit!

Khan jumps in the air, somersaults, handsprings, then thrusts his sword fingers into them, PUNCTURING THEIR CELL WALLS with lightening speed.

The officers flail as protoplasm bursts from their wounds. After a moment, all that's left of them are PUDDLES OF GURGLING SLIME.

WE-KHAN

Careful...

(he retracts his
claw)

I'm contagious.

Khan adjusts his tie and slips out of the port building.

6

EXT. STREET -

We-Khan walks quickly across a large public square. He eyes a subway sign: "TRACHEA - SOUTH BOUND." Below it, there's a MAP of the human body. An arrow points to the throat and a caption reads, "YOU ARE HERE."

With a sly grin, he blends into a crowd of cells and disappears into the steamy underground.

Then, a COUGH claps like thunder and the camera begins to PAN UP into the dense grey clouds of blood gasses. As it climbs higher and higher the fog becomes so thick that nothing else can be seen.

Suddenly, a POLICE CRUISER cuts through the mist.

A subtitle is typed out:

"THE BOWELS 11:56 PM"

The car is a biomechanical marvel. A large translucent plasma filled cell with a throbbing red blister light on its roof. It skates through the dark, red TUNNEL like a jellyfish propelled by little CILIA HAIRS.

7

INT. CRUISER - NIGHT

The driver gazes forward. He sits in so much shadow that it's hard to make out his face. He's only illuminated by the dim pulse of passing street lamps.

8

EXT. STREET - NIGHT

The slum rolls by from the POV of the car. Dilapidated building after dilapidated building, all carved from dirty plaque and calcium deposits.

OSMOSIS (V.O.)

All the diseases come out at night.

We pass an OLD DRUNK CELL sitting on a tenement stoop. He's engrossed in a conversation with himself.

OSMOSIS (V.O.)

Anthrax, bacillus, small pox, staff, strep, salmonella...

Next, we pass a GARBAGE CAN. It's been over turned by a dozen grotesque little RAT-LIKE PARASITES. They're devouring the contents.

OSMOSIS (V.O.)

Sickness of every shape and color...

As he speaks, the camera pans the inside of the patrol car. There's a dog-eared POSTER tacked to the dashboard.

"WANTED BY THE CENTRAL IMMUNE SYSTEM." Beneath it, a murky composite sketch of a faceless, bat-like virus.

OSMOSIS (V.O.)

And every one of 'em wants to spread. Everyone of 'em wants to infect.

(beat)

Well, someday, a real angioplasty will come and wash all the scum outta the veins.

A COUGH thunders and his car SLOWS.

TIGHT ON - The cilia hairs. They flit to a stop.

As the trooper waits at a traffic light, two scantily clad STREET WALKER CELLS approach the window.

STREET WALKER

Hey, Osmosis Jones, when do I get MY phone call?

OSMOSIS (STILL IN SHADOW)

Go home, girls.

STREET WALKER #2

C'mon, young blood, we got a special tonight for handsome white cells like you.

Osmosis leans into the light and for the first time we can make out his features. For a microscopic organism he's damn fine.

OSMOSIS

Baby, these cell walls may be white, but inside I'm blacker than James Brown.

The girls whistle. Ozzy flashes them his adolescent smile, then something catches his eye.

STREET WALKER

What's the matter?

He motions for them to be silent.

OZZY'S POV - thirty yards from the car, a cell in an overcoat ducks into an ally.

He looks down at the wanted poster on his dashboard then hits a switch. SIRENS BLARE. The car tears away from the curb and CHASE MUSIC kicks in.

Ozzy's Hemo-trooper shoots down a hilly section of vein. It's like the streets of San Francisco. He gets air on every bump.

OSMOSIS
 (into the radio)
 This is Officer Jones. I'm in hot
 pursuit of a possible 2-11 at
 intersection of Gastric and 145th.

9 INT. ANOTHER TROOPER -

The WHITE BLOOD CELL driver picks up his radio.

WHITE BLOOD CELL #1
 We got your back, Jones.

Ozzy checks his rear-view mirror. Two other cars pull
 into sight.

WE INTERCUT BETWEEN THEM:

OSMOSIS
 (into radio)
 Thanks, but I got this one
 covered.

WHITE BLOOD CELL #2
 C'mon, Ozzy, you know the drill.

OSMOSIS
 Look, why don't you guys go back
 to the lymph nodes and start us
 some coffee?

WHITE BLOOD CELL #2
 And trust you not to screw this
 one up? No way.

Annoyed, Ozzy accelerates. His trooper rockets in front
 of the others.

WHITE BLOOD CELL #2
 Jones?! What the hell are you
 doing?

OSMOSIS
 (smirks)
 Just raisin' the pulse.

Ozzy barrels down the arteries seemingly more
 interested in losing the other cops than in catching
 the suspect. He glances in the mirror again.
 They're still on his tail.

OSMOSIS
 (to himself)
 So you can slide.

Ozzy's POV - there's an impossible turn coming up.

OSMOSIS
 But can you do this?

At the last possible moment, he swerves his trooper and makes it. The other cops are caught off guard.

The first skids to a stop in front of a cell pushing a BABY CARRIAGE. The other hits a curb and LAUNCHES himself through the air. The trooper flies IN SLOW MOTION into the side of the vein and BURSTS like a water balloon. The driver falls to the ground a wet mess.

Ozzy checks his rear-view and grins. Then he looks up and sees the OVERCOATED CELL right in front of his car. Ozzy slams on the breaks.

The cell looks terrified. Ozzy screams --

OSMOSIS

Stop!

THE CELL'S POV - There's only one way out. A narrow alley. He takes it.

Ozzy rams his car into reverse then attempts to drive it into the alley. But it's too tight. The trooper just jams in like a cork.

He yanks off his seat belt and squeezes himself through the roof of his car. It's like passing a grape through jello. There's a gross SLURPING SOUND, then Ozzy pops out on the other side.

POV - DOWN THE ALLEY

The overcoated cell is fifty yards ahead. He sees Ozzy and makes a sharp turn out of sight. Ozzy has to think fast. He notices a NARROW CREVICE between two brick-like cells. There's a sliver of light coming through. Ozzy takes a few steps back.

OSMOSIS

You want Osmosis? You got Osmosis.

He starts to sprint toward the wall. Just before he hits he jumps up and DIVES into the crevice.

OTHER SIDE OF THE WALL -

The overcoated cell watches in amazement as liquid Ozzy squishes through the bricks like a ribbon of toothpaste. It forms a gooey pile that melds together like mercury to reform our supercop.

He draws his MEMBRANE GUN and the chase music slams to a halt.

CLOSE UP - Ozzy's stone cold eyes.

OSMOSIS

Inoculation's a bitch.

As the cell shivers in fear, we CUT TO:

10

INT. INTERROGATION ROOM -

It's a small chamber with white walls and a two way mirror. Osmosis paces back and forth. He has the old wanted poster in his hand.

A subtitle is typed out:

"LYMPH NODES - CENTRAL PRECINCT - IMMUNITY DIVISION
THURSDAY FEBRUARY 23, 8:45 AM"

The OVERCOATED CELL from the chase sits in a chair. An extremely BRIGHT LIGHT shines in his face.

CELL

Can you turn that thing down? I'm
photosensitive, man.

OSMOSIS

The light goes off soon as you tell
me where you were July 24th 1997?

CELL

For the last time, I told you...
I ain't no hepatitis!

Osmosis crosses to a DIMMER SWITCH and shakes his head.

OSMOSIS

If that's the way you want to play
it.

CELL

(stutters nervously)
What are you doing?!

Ozzy begins to twist the dial. The light gets brighter
and brighter. Soon it hits nuclear test levels.

The cell squirms and sweats. The light is too much
for him. His membrane starts to SIZZLE. He screams.

A DIFFERENT ANGLE.

The CHIEF, an older, bloated white blood cell with
hypertension, watches the scene through the two-way
translucent membrane. He winces. Ozzy's methods are
painful just to look at.

A UNIFORMED OFFICER rushes in and hands the Chief a piece
of paper. While he reads it we go

BACK ON OZZY AND THE CELL -

OSMOSIS

So where were we? Oh yeah, the
confession.

Ozzy hands him a pen.

OSMOSIS
Ball point cool with you?

CELL
(sweat dripping)
You're crazy, man. I hope you got
some good lawyers.

Ozzy looks at the hazy sketch on the wanted poster then
back at the cell. There's a definite resemblance.

OSMOSIS
(like ice)
I hope you got some good sunblock.

As Ozzy's hand goes for the dial, we CUT TO:

THE CHIEF -

He throws down the paper and bangs on the glass.

CHIEF
Jones, get in here, now!

Pissed, Ozzy stops what he's doing and crosses out of the
interrogation room. The cell exhales, relieved.

OUTSIDE THE BOOTH -

The Chief, who ordinarily looks like a tire with too much
air in it, is pumped into the danger zone.

OSMOSIS
What's the deal, yo? He's about
to confess.

CHIEF
The deal is his story checks out.
(he passes Ozzy
the paper)
His name's Terry Dorsa. He's a
liver cell who had an accident with
some acidic bile a few years back.
Messed up his face pretty good.

OSMOSIS
If he's organic then why was he
running?

CHIEF
Because he has a hundred dollar a
day adrenaline habit. A small fact
you would know if you had bothered
to read his cytoplasm test results.

OSMOSIS
Sonofabacillis!

Ozzy punches the wall for punctuation. His fist flattens like silly putty.

CHIEF

You know, kid, with your methods, sometimes I think you would have made a better cancer cell.

11

INT. POLICE STATION BULL PEN - CONTINUOUS

It's swarming with immunity cops. Most are wearing their blues. A few grungy bacteria litter the place. Some drunk micro-organisms stagger by.

As Ozzy pushes out the liver cell, all the officers stop what they're doing and APPLAUD. Ozzy bows.

CHIEF

I'm glad you're so proud of yourself.

OSMOSIS

Hey, it was a mistake. What do you want from me?

CHIEF

I want you to move on. Give this case a rest.

OSMOSIS

Or what? You gonna suspend me?

CHIEF

Don't tempt me.

A UNIFORM OFFICER hands the chief a FILE.

OFFICER

Sir, the latest on those dead border guards.

CHIEF

ETA on the cold pill?

OFFICER

Any minute. He was swallowed with some milk an hour ago.

OSMOSIS

You're bringing in a cold pill for what went down in the mouth? Man, that's an open and shut common cold. Any meter maid could handle it.

CHIEF

Mayor's special orders. He's planning some big vacation and he doesn't want us getting sick.

OSMOSIS
Nice. Well, good luck.

CHIEF
You, too.

OSMOSIS
(double takes)
Come again?

CHIEF
I'm assigning you to help him out.

Ozzy steps back.

OSMOSIS
Nuh-uh. No way. I don't do
sniffle patrol and I certainly
don't do partners.

CHIEF
You won't be partners. You'll be
more like an escort.

OSMOSIS
Hey, for escorts check the
personals 'cause Osmosis Jones is
an independently operated
bacteria baggin' corporation.

CHIEF
And how many bacterias has that
corporation bagged since you've been
on this "Special investigation" of
yours?

(Ozzy is silent)
My point exactly.

(beat)
Look, Jones, City Hall is talking
cutbacks again. So unless you wanna
end up in our next nose bleed, I
suggest you get your nucleus down to
the stomach, pronto.

OSMOSIS
This is an insult, man.

CHIEF
No, Ozzy, this is one more chance
than you deserve.

Depleted, Ozzy throws down his papers and exits. The
Chief shakes his head then goes back to work.

12

EXT. BUS TERMINAL PARKING LOT -

Ozzy's "Hemo Squad" patrol car screeches to a stop. He's
playing RAP MUSIC so loud that his whole car jiggles with
the base line.

The place is filled with various traveling cells. Some have suitcases, some have backpacks, some are kissing their families goodbye.

Subtitle: "THE STOMACH 11:49 AM"

In the background gobs of food the size of eighteen wheelers are being directed into a dark tunnel marked: "SOLIDS." Ozzy cuts the radio and heads inside.

13

INT. TERMINAL -

He looks up at the "ARRIVALS" board. There are three columns; BREAKFAST, LUNCH and DINNER. Beneath each heading there's a long list of foods. Eggoes, Ding-Dongs, Lil' Smokies, Turkey Jerky, etc. Ozzy checks his watch impatiently. There's no sign of this pill.

He crosses over to an INFORMATION BOOTH manned by a scrawny BRAIN CELL.

BRAIN CELL

May I help you?

OSMOSIS

Yeah, any more arrivals?

The brain cell checks his computer then shakes his head.

BRAIN CELL

All we got scheduled before dinner is the 4:32 Snickers.

OSMOSIS

(annoyed)

Perfect.

Osmosis crosses to a PAY PHONE.

14

INT. BANQUET ROOM -

It's a stately hall with walls of billowing gray matter and a floor marbleized with nerve endings.

Subtitle: "THE BRAIN - 4:45 PM"

The ceiling is a huge pentagonal dome with statues in the corners representing each of the FIVE SENSES. Including a giant nose, a mammoth eyeball, an obelisk like finger.

LEAH, a beautiful Ivory-girl cell is on the floor helping set up a formal political luncheon. Her cell phone rings.

OSMOSIS (O.S.)

Yo, it's Ozzy.

LEAH

Don't, yo, it's Ozzy, me. Why haven't you called for two days?

OSMOSIS (O.S)
I'm calling you now.

LEAH
Yeah, ten minutes before the
mayor's reelection speech ...
when you knew I'd be busy.

BACK TO OZZY -

OSMOSIS
C'mon, it ain't like that.

LEAH (O.S.)
I have a life, Ozzy. I can't be
waiting by the phone for you to--

Suddenly, there's a commotion coming from one of the
stomach gates. Ozzy looks up to see a TECHNICIAN
flagging in a gob of BROWN MUSH.

LEAH (O.S.)
Are you even listening to me?

OSMOSIS
Sure, baby...sorry...it'll never
happen again...call you later.

He hangs up and crosses to the action.

LEAH - slams down her phone, pissed.

BACK IN THE STATION -

The mush rumbles to a stop. A technician connects a hose
to a pipe marked "STOMACH ACID" and starts to SPRAY IT
DOWN.

The mush begins to fall away revealing a big gleaming
PINK PILL. It's quite a sight. Like a high-tech pearl
buried in sludge. Emblazoned on the pill's side are the
words "UP JOHN."

Cells begin to gather.

As the acid rinsing continues, the capsule's shell
starts to FIZZ. There's a crackling sound while the
hull literally drips away allowing thousands of little
crystalline pellets to spill out. A dusty smoke rises.

A dark boot cuts through the mist. Followed by another.
They step out of the capsule. The crowd hushes.

Slowly, we pan up the figure's legs, past his utility
belt and broad shoulders and up to a face that could
cut glass. This is CIPRO. He's not so much a cell as
a biomechanical creation rendered in hard red gelatin
and millions of tiny multi-colored spheres. Cipro's
bigger than the others and moves with robotic motions.

He looks from side to side trying to get his bearings.

POV - Everything comes in and out of mechanical focus.

Suddenly, a CELL IN A NAVY BLAZER holding a clip-board appears in extreme fish-eyed close-up.

CELL

Sir, welcome to Frank. Will you be needing a rent-a-car?

CIPRO'S POV - His eyes leave the cell and focus on a little JANITOR with a mop and bucket. A red light flashes in the corner of his vision field and he ZOOMS IN tight.

Offended, the navy blazered cell turns around to leave.

CELL

Jeez, just doing my job--

Cipro KNOCKS him to the ground, spins around and draws his gun on the Janitor.

CIPRO

Stop scum!

Everyone screams as flashing police lights rise out of his head. He's a one man SWAT team.

GUNSIGHT POV - The little janitor cell is frozen in the cross hairs.

CIPRO

Release your weapon and put your hands on your head.

The janitor drops his mop and sticks his hands up. Cipro slaps a pair of tight, red HANDCUFFS on him. The janitor's hands start to SWELL UP.

Osmosis rushes over.

OSMOSIS

Yo, robo-biotic, what's going on here?

CIPRO

I'm apprehending infectious perpetrators ... Who are you?

Ozzy waves his badge.

OSMOSIS

Osmosis Jones. Immunity. And this little guy here, he's a Pepsin.

Cipro looks confused.

OSMOSIS

As in a peptic acid? -- As in
he's necessary for digestion?!

CIPRO

Ohhhh.

Cipro removes the cuffs then barks to the shivering cell
like it's an order.

CIPRO

You! Keep up the good work.

As the onlookers chortle, Ozzy directs Cipro toward
the trooper. Cipro goes to put the handcuffs back in
his UTILITY BELT.

CLOSE UP - The belt holds a dozen little PRESCRIPTION
BOTTLES with twist off caps all lined up like ammo.

OSMOSIS

I'd better take those cuffs before
someone loses a limb. Trust me,
the paperwork takes all the fun
out of it.

Reluctantly, Cipro hands them over.

OSMOSIS

Now you mind telling me what that
was all about?

CIPRO

That pepsin had the same
mitochondrial lining as a
Portuguese Ramblapeptococcis.

Ozzy shakes his head. This is just what he needs.

OSMOSIS

Great, a college boy.

CIPRO

As a matter of fact, I did
originate at the University
of Chicago.

(proudly)

I was developed to combat cystic
viral deficiencies of the rain
forest.

OSMOSIS

Hate to break it to you, Biff.
But we ain't in no rain forest,
we're in Frank.

CIPRO

Of course, I realize this is a
simplistic organism.

(MORE)

CIPRO (cont'd)
But my elementary pathogenic
theory should still be applicable.

OSMOSIS

(laughs)
Einstein, life in these veins is
anything but simple.
(points)
Now get in the car.

15

INT. BANQUET ROOM -

Cells file in. The luncheon is getting under way.
Supporters wave banners that read: "FOUR MORE YEARS."
And "RIGHT HEMISPHERE IS RIGHT FOR BUSINESS."

THE MAYOR, a fat cat brain cell, stands at a podium in
front of a dozen tables, each one representing a
different organ.

The DIGESTIVE SYSTEM table seats filthy SEWAGE WORKER
CELLS.

The REPRODUCTIVE SYSTEM table seats buff, tank-topped
SPERM CELLS.

The NERVOUS SYSTEM table seats FRIGHTENED LOOKING CELLS
who are gnawing on their fingernails.

The IMMUNE SYSTEM table seats a number of WHITE BLOOD
CELLS including the CHIEF.

MAYOR

Thank you everyone for coming to
my little re-election fund-raiser.
Next week when you go to the polls
I want you to remember the
promises I made from this very
podium four years ago today.

(beat)

Remember I said I would create
more jobs for trained hair
producing cells by expanding our
hirsute territories to include the
upper back and the ears.

(applause, he

picks up steam)

Remember I said I would stop the
senseless slaughter of brain cells
by limiting our consumption of
alcohol to six days a week.

(more applause)

And finally, remember that I
promised to give something back to
this city. Something every
organism in it could enjoy. Well,
next week, in honor of the 35th
anniversary of our union to the
great city of Gladys, I intend to
make good on that promise, too.

(MORE)

MAYOR (cont'd)
(calls off screen)
Lights, please.

The room dims and a MOVIE SCREEN unrolls behind him.

A SLIDE of a real LIVE ACTION VACATION BROCHURE comes up. It's held in Frank's own hands and shot from his POV. The brochure's title: "HAWAII-4-LESS."

MAYOR
I give you... Hawaii!

There's a cheesy picture of two smiling snorkel-clad tourists toasting piña coladas as they stand waist deep in blue water. A mega-hotel looms in the background so huge that it almost blocks out the sun.

MAYOR
The tropical paradise that will
pamper our spirit and sooth our
every woe.

The crowd "Ooh's and Aah's."

The next SLIDE is another page from the brochure. A picture of bikinied butts as far as the eye can see.

MAYOR
From vitamin D for our skin.

A table of flat little SKIN CELLS each with a fine hair poking out of its head nod enthusiastically.

MAYOR
To nutrition fit for a king.

The next SLIDE is of a fat golden PIG being raised out of a pit filled with banana leaves.

The beleaguered DIGESTIVE SYSTEM table grumbles its approval.

Then, there's a close up SLIDE of Frank's beefy wife, GLADYS. She's looking at us with bedroom eyes.

MAYOR
And of course, innumerable other
benefits.

All the SPERM CELLS WHISTLE like frat boys.

MAYOR
I'm glad to see you're all behind
me because final plans have been
made.

The last SLIDE is of FRANK'S HAND signing a check made out to "GETAWAY TRAVEL."

MAYOR

And nothing is going to stand in
our way!

LEAH rises, leading the way for a standing ovation.
Red, white and blue balloons fall from the ceiling
and Fleetwood Mac's "Don't Stop Thinking About
Tomorrow," kicks in.

16

INT. HEMO-SQUAD CAR -

Ozzy and Cipro are cruising. Cipro is inquisitively
running his hand over the dashboard. He hits the tape
deck by accident. DR. DRE blares. Ozzy swats his hand
away and turns it off.

OSMOSIS

So what's your name tough stuff?

CIPRO

Ciprobenzomethaphedramine.

Shakes his head and whistles.

OSMOSIS

Man, how come you don't ever meet
no drug named Bill?

Cipro opens the glove compartment. He pulls out a dozen
rough, hand drawn sketches of the BAT-LIKE VIRUS.

CIPRO

What's this? Don't tell me you
have some bizarre psycho-sexual
hepatitis fetish?

OSMOSIS

Gimme those.
(swipes them back)
Wait you saying that looks like
hepatitis to you, too?

CIPRO

It is a crude depiction but I'd say
there are certain similarities.
(beat)
Perhaps if it were in the hand of
a better artist?

Ozzy's fingers dig into the steering wheel.

They pull up to a pay phone.

OSMOSIS

Stay put. I gotta make a call.

Ozzy exits the vehicle by osmosis. Cipro grimaces at the
disgusting slurping sound then goes for the tape deck.

OSMOSIS

And don't touch anything!

17

INT. BANQUET ROOM -

Fleetwood Mac is still booming.

ANGLE ON - THE CHIEF. His cell phone rings.

INTER CUT with Ozzy in a phone booth. Cipro waits in the car a few yards behind him.

OSMOSIS

It's Ozzy.

CHIEF

Jones, what a surprise. You two having fun yet?

The CAR SIREN blares.

OSMOSIS

(yells to Cipro)
Don't make me come back there!

Cipro turns it off and looks down sheepishly.

OSMOSIS

Let me put it this way, if you fill out the waste papers, I'll take him down to the kidneys myself.

CHIEF

Oh, c'mon, he couldn't be that bad. He's a trained multi-symptom killer.

OSMOSIS

Try a germicidal maniac! Our boy don't know a pepsin from his own nucleic acid. Please, you got to talk to the mayor about reassigning him.

CHIEF

Ozzy--

OSMOSIS

--I'll do community service. Anything. I swear I'll scrape artery plaque with my toothbrush if I have to.

CHIEF

It's not that simple. Do you remember that liver cell you thought was your phantom hepatitis?

OSMOSIS

Yeah?

CHIEF

Well, he's filing harassment charges.
Now, wouldn't exactly be a good time
to have the mayor make a choice
between you and that cold pill.

Ozzy slams down the receiver and crosses back to the
squad car muttering obscenities.

BACK IN THE CAR -

Ozzy finds Cipro blowing on his SMOKING finger.

OSMOSIS

(amused)

I see you found the cilia lighter.

18

EXT. GRASSY PLAIN -

Something like a cornfield with a little, dilapidated
SHACK standing in the center.

In the distance there is a low rumble like a storm. With
every sound the grass sways and vibrates.

Subtitle: "INNER EAR 11:56 PM"

19

INT. SHACK -

It's a depressed little saloon filled with the type
of SLIMY CREATURES you see when you flip over a rock.
A few crawl the walls like caterpillars, one gruesome
fellow spits sludge into the air then catches it back
in his mouth. There's a little, thorny SEASHELL-TYPE
BACTERIUM sleeping coiled up in a chair like a cat.

In the corner, an ugly bulldog faced BARTENDER mixes
drinks. He must be busy because everyone there seems
drunk.

The doors swing open. All the scum stop cackling and
stare. A large figure in white looms in the doorway.
It's WE-KHAN.

BARTENDER

Sorry, buddy, this is an exclusive
club.

Khan looks around at the clientele.

WE-KHAN

Really? In that case I think you
need a better doorman.

He sits down at the bar.

WE-KHAN

Now, give me a cytoplasm-citron.

A fat, DOUGHY BACTERIA stands up.

DOUGHY

I don't think you got your ears on.
(pointed)
It's time for you to take a walk.

WE-KHAN

(nonchalant)

Within forty-eight hours Frank
will be a wasteland. If any of
you hope to survive, I suggest
you begin to obey my orders, now.

DOUGHY

Your orders?
(cracks up)
You guys hearing this?
(in Khan's face)
Now, listen, slick. Either you
get outta here by the time I count
to three or I'll bury you so deep
in a black head it'll take six
steaming washcloths and a Swedish
facialist to get you out.

The doughy bacterium raises his hand and starts to count
down his fingers. Khan doesn't move.

DOUGHY

One... two...

Discretely, Khan reaches into the chair next to him and
picks up the thorny, SEASHELL BACTERIUM.

DOUGHY

Three.

Khan HURLS the little guy like a CHINESE THROWING STAR.
Before doughy knows what's happening, the thorny
bacterium slices off his fingers then sticks in the wall.

BACTERIUM

(to bartender, coolly)
Now, how about that drink?

DOUGHY

(keeled over in pain)
You stinking little chicken pock!
No one does that to me.
(to others)
Get him!

Khan's stomach swells eight times its normal size. He
BELLY-BUTTS an advancing bacterium across the room like a
SUMO WRESTLER.

Then as two toughies come at him from either side, he
whips his hand from his jacket and his fingers mutate
into LONG SPEARS.

He impales them effortlessly. Then, as more charge, Khan skewers them as fast as they come. It's like Bruce Lee vs. the Three Stooges.

The slaughter continues until four of his five digits look like seafood brochettes.

WE-KHAN

Oh, come on? No one else? My pinky's getting cold.

CLOSE UP on A SOUND LEVEL GAUGE. The needle is bouncing in the red zone.

We pull out to reveal a high-tech CONTROL ROOM.

Subtitle: "BRAIN - CENTER OF HEARING 12:06 AM"

20

INT. AUDIO CONTROL ROOM -

The place is filled with scientific equipment for monitoring exterior sounds. In the distance there are rows of enormous SATELLITE DISHES. Two technician cells with headsets sit behind computer consuls like radio astronomers. One pulls off his headphones.

TECHNICIAN

Listen to this.

He flips a switch and we hear an announcer calling a football game. Only it is muffled the way your hearing gets when you have a cold.

TECHNICIAN #2

It's Monday night football.

TECHNICIAN

No. Listen in the background.
It's like a filter.

He flips a switch. Now we hear the game in the background and an overpowering static grind up front.

TECHNICIAN

Sounds like something's up there.
Better call immunity.

21

BACK AT THE SALOON -

The few bacteria who are left, cower as the stranger wipes the slime from his claw.

WE-KHAN

Now, for those of you who aren't dead, I have just one question...

He removes his sunglasses to reveal a single narrow EYE in the middle of his forehead.

WE-KHAN

Who wants a job?

Khan laughs his evil laugh, then in a display of power, SWIPES his claw across the ceiling. It slashes open and fluid showers down. As he lets out a LION'S ROAR, we CUT TO:

22

EXT. STREET - NIGHT

Ozzy and Cipro are cruising down the vein.

Subtitle: "GREAT SAPHENOUS BLVD. 12:09 AM"

They pass a GRIM SMOKY NIGHT CLUB. It's the lungs.

Cipro watches curiously as two scantily clad she-cells enter the dive. When the doorman opens the door, a large GUST of wind escapes.

CIPRO

What's in there?

OSMOSIS

Just a lot of sad cells drowning their sorrows.

(sing song)

Two shots of oxygen with a splash of carbon makes all your problems go away.

CIPRO

Uch, the weakness of you biological organisms never ceases to amaze me.

Ozzy is visibly annoyed.

OSMOSIS

(up beat)

So how long did you say something like you lives for? Twelve hours? Sixteen hours? I tell you what, if you need a ride to the urine stream, you just ask, okay?

CIPRO

Actually, I might be here for quite some time.

OSMOSIS

I thought you synthetic types did your little job then got absorbed into the system?

CIPRO

Medicines without long term applications do.

(MORE)

CIPRO (cont'd)
But someone like me can be very
valuable to the body.

(beat)
After I solve this case, I'll
probably take a professorship at one
of the more prestigious glands.
Somewhere I can lecture on resistance
and train other antibodies.

OSMOSIS
Wait, you're gonna lecture to us?
(he cracks up)
Man, you got novocaine on the brain.

CIPRO
For your information, I am a fully
tested, FDA approved, prescription
strength, cold and flu season
specialist.
(beat)
In other words, when it comes to
the extermination of bacteria, I'm
perfect. You understand that?

OSMOSIS
Okay, fine. You're perfect.
(under his breath)
But you sure as hell ain't human.

Before Cipro can snap back, there's a call on the radio.

RADIO (V.O.)
Available units, we have a
possible infection in the inner
ear. Report immediately.

OSMOSIS
Let's slide.

Cipro goes to hit the siren. Ozzy gives him a look that
says, "Don't even think about it," then hits the switch
himself.

23

EXT. SHACK - MOMENTS LATER

Ozzy and Cipro jump out of the trooper and cross to the
door. Ozzy goes to open it...

CIPRO
Wait.

He pulls a SYRINGE NEEDLE out of his utility belt and
screws it into his hand like a pirate's hook. He COCKS
it, squirting a drop of liquid out of the tip.

CIPRO
Okay, ready.

Ozzy rolls his eyes then pushes open the door. Cipro
leaps in, syringe drawn.

CIPRO
Reach for the skin!

24

INT. SALOON -

POV - The ransacked saloon is empty. Someone has cleared all the bodies.

OSMOSIS
(laughs)
Reach for the skin?! Dude, you need some fresh material.

Cipro eyes the place suspiciously.

CIPRO
Something big went down here. I can feel it.

Cipro pulls out a notebook and jots down observations.

OSMOSIS
(moans)
Not the notebook.

CIPRO
Very interesting.

OSMOSIS
What? A few broken bottles?

Cipro picks up something from the ground and sniffs it.

CIPRO
No this. It smells like ground beef. Tell me, what would meat be doing in the ear?

OSMOSIS
Have you seen the way Frank eats?

Cipro goes over to the scratches in the ceiling. Liquid is still dripping out. He speaks as he writes.

CIPRO
Bilateral puncture wounds. A trademark of some of your most lethal bacterial families.

OSMOSIS
Or a trademark of a bunch of earmites getting together to blow off some steam.

CIPRO
Hardly.

He peels the dead little THORNY BACTERIA off of the wall.

CIPRO

There was an inter-bacterial
altercation here. And I bet
whoever's behind it is responsible
for the killings at the oral port,
too.

OSMOSIS

Listen Sherlock, obviously you
haven't been to an earmite kegger
before 'cause then you'd know they
can get pretty rowdy.

(beat)

Let's go. There's nothing to see
here.

Ozzy pulls out his radio.

OSMOSIS

This is responding Officer Jones in
the inner ear. We have a negative
on infectious activity. Over.

Cipro looks pissed.

25

INT. DONUT SHOP - MINUTES LATER

A teenage cell with acne stands behind the counter
watching a little TV. Ozzy walks in followed by Cipro.

CIPRO

Why didn't you include my
assessment in your report?

OSMOSIS

Because your assessment was wrong.
(to teenager)

Excuse me. Can I get some service?

CIPRO

You're entitled to your own
uneducated view, but you violated
procedure by not including my
opinions in the report.

(beat)

Now, as soon as you're done I want
to check out the sinuses. I'm
sure he'll strike there next.

OSMOSIS

Buddy, the only place I'm checking
out is my bed.

(to teenager)

Gimme two old fashioned glazed and
one with the jelly filled nucleus.

CIPRO

(under his breath)

With officers like you, I'm amazed
they didn't call for me sooner.

OSMOSIS

Listen, you arrogant little Cherry Aspirin. This case is just busy work to me. Now, I know you think you're something special because you relieve aches and pains and stop us from sneezing, but you need to remember that all's just multi-symptom relief. When it comes to the big stuff, it's guys like me who get the job done.

CIPRO

Is that so? Well, tell me, what exactly is it that guys like you do?

OSMOSIS

A lot of things.

CIPRO

Like...?

OSMOSIS

(squirms)

Like carry oxygen.

CIPRO

You don't carry oxygen.

OSMOSIS

Well maybe not but I have friends who do.

CIPRO

(laughs)

You're ridiculous.

OSMOSIS

All I'm trying to say is that it's different for us in here. We have to stay after you leave and deal with the next one. And you know what? They're usually stronger than the last.

There's a long pause.

CIPRO

So, then can we go to the sinuses tomorrow?

OSMOSIS

(cracks a smile)

Okay, college boy, you hold tight and first thing in the morning I'll take you to see some snot.

Ozzy stuffs a donut into his mouth, and exits. Cipro shakes his head and grins.

26

INT. OZZY'S APARTMENT - LATER

It's a dank lonely bachelor pad. Clothes and pizza boxes litter the floor.

Ozzy pulls off his shirt then flicks on a LAMP. Light shoots through his chest illuminating his FLOATING NUCLEUS and innards like a lava lamp.

He crosses to the fireplace mantle. It's covered with photos Of Ozzy and his old partner Reggie. These are pictures from a happier time, filled with fishing trips, barbecues and basketball games.

In the center there's a dusty plaque congratulating Officer Jones and Officer Reginald on being named Rookie team of the year. It has a news clipping taped to it: "OFFICER DIES IN LINE OF DUTY. INVESTIGATION PENDING." For a moment Ozzy loses himself in thought.

He shakes out his head, then presses PLAY on his ANSWERING MACHINE.

LEAH

Listen, Oz, I don't want to fight but I can't take this anymore. I'm tired of being forgotten and I'm tired of feeling like I don't matter.

(her voice cracks)

Just save your empty promises this time because I don't see things ever going back the way they were.

Click, dial tone. Ozzy glances back at the NEWS CLIPPING.

OSMOSIS

(somber)

Neither do I.

He turns off the lamp.

BLACK OUT.

A card slams across the screen.

"FRIDAY"

27

INT. FRANK'S BED - DAWN (LIVE ACTION)

Frank is asleep snoring. His FAT WIFE is cuddled up next to him. It's a peaceful tableau. The DIGITAL ALARM CLOCK on the night stand reads "6:48."

28

EXT. MUCUS MEMBRANE -

Establishing shots - It's like the Hoover dam. A monumental, highly guarded reservoir of fluid.

Subtitle: "THE SINUSES 6:49 AM"

29

INT. HALLWAY -

It's the cold corridor of a military installation. A big, striated MUSCLE CELL in an ARMY UNIFORM stands guard in front of a door marked "NASAL COMMAND CENTER." He has a gun.

A cute DOG-LIKE parasite wanders up to him, tail wagging. The guard bends over.

GUARD

Aren't you a sweetie? Where's your owner, boy? Where's daddy?

As the guard is just about to pet the dog, it whips out a SCORPION'S TAIL and stings him. He falls to the ground, paralyzed.

The dog shimmies out of its fur skin revealing a disgusting, little, one-eyed BACTERIUM.

It lets out a loud YELP and it's master, We-Khan emerges from of the shadows.

He pulls out his claw and hovers over the unconscious guard. His middle finger morphs into a giant HOLLOW SPIKE.

Khan jams his digit into the guard's head. There's a vile gurgling sound as the guard's innards are literally vacuumed out from under his skin.

When Khan is through, all that's left of the guard is a deflated cell wall. He grabs the guard's ID CARD.

CU - The card has an electronic DNA chain code strip.

Khan passes it through a reader on the door and in they go.

30

INT. MUCUS STORAGE ROOM -

It's part armory, part brewery. A huge space filled with pipes and pumps and giant vats of slime.

Khan and the bacterium get to work.

31

EXT. STREET CORNER -

Cipro is waiting anxiously as Ozzy pulls up in the trooper.

CIPRO

You need to get a new alarm clock.

OSMOSIS

(in a bad mood)

Just get in.

32

INT. AIR TRAFFIC CONTROL ROOM -

Subtitle: "NASAL COMMAND"

A RADAR OPERATOR CELL is watching a standard radar screen. Suddenly, a blip starts to move in. He leans back in his chair and makes eye contact with his COMMANDER, a cell in a fancy uniform.

RADAR OPERATOR

Looks like we got something.

The commander looks at the consul.

RADAR OPERATOR

Probably just a speck of dirt.

COMMANDER

We can't be too careful.

The commander picks up a radio transmitter.

33

INT. NASAL CAVITY -

It's a gargantuan cavern with brown crusted walls.

As the speck floats through the air the commander's amplified voice comes over the P.A.

COMMANDER

Attention. You are entering private airspace. Identify yourself or we will be forced to shoot.

The speck just drifts deeper.

RADAR OPERATOR

He's not listening.

COMMANDER

(eyes narrow)

Juice it.

An AIR RAID ALARM is sounded. It echoes through the giant cavity.

RADAR OPERATOR

(over PA)

Gunmen. We have incoming.
Bacterial contents unknown.
Commence coating procedure in T
minus five seconds.

SIX MACHO GUNMEN CELLS rush to glass enclosed MACHINE GUN TURRETS like the ones on a B-52. The last gunman in line lags behind. He wears dark sunglasses.

RADAR OPERATOR (O.S.)

Four, three, two...

They lock the little speck of dirt in their sights. The cells in the control room look out into the cavity through a large window-like transparent membrane.

RADAR OPERATOR (O.S.)

One and... Fire!

Simultaneously, from six different angles, the speck gets slimed with viscous green fluid. Like a feather covered in tar, it drops to the floor of the cavity and onto a carpet of little hairs.

MACHO GUNMAN #1

Target's down and ready for ejection.

RADAR OPERATOR

Good work -- begin ejection sequence.

The little hairs start to rumble and grind. Soon they are moving like a CONVEYOR BELT carrying along the little gob.

34 INT. AIR TRAFFIC CONTROL ROOM -

The radar operator cell kicks back and opens a beer.

RADAR OPERATOR

Caked, baked and blown!

35 INT. TURRET -

The GUNMAN with the sunglasses is lingering.

Discretely, he sticks his fingers in his eye-sockets and begins to rip the skin from his face revealing, WE-KHAN. He's been wearing the guard's body.

He signals to his little accomplice who has rigged the big vat to a hose that leads directly into Khan's gun.

The little bacterium gives him the thumbs up.

Khan aims his gun at another TURRET and squeezes the trigger.

Like machine gun fire, a billion gallons of pressurized mucus shatters the turret to pieces. Then Khan turns on the others. When they try to retaliate it's futile. Their guns just cough out a few weak drops. Khan has hijacked all their juice.

36 INT. AIR TRAFFIC CONTROL ROOM -

The radar operator picks up the radio.

RADAR OPERATOR

Mayday! Mayday!

But it's too late. Khan blows through the window of the control center and juices the entire place.

37 INT. SQUAD CAR -

Ozzy and Cipro hear the "Mayday" call on the radio.

CIPRO

See, I told you this was going to happen.

Ozzy glares at him, then hits the SIREN.

38 INT. NASAL CAVITY -

Khan looks at a gauge marked "MUCUS PRESSURE" The needle is bouncing in the red.

He opens the valve on his gun all the way and points it at the cavity floor.

As the whole place begins to fill with yellow, green sludge, the conveyor belt goes into hyper drive. It can't move the stuff out fast enough. Circuits spark as the liquid starts to back up.

39 EXT. MUCUS MEMBRANE -

The great dam is beginning to bulge from the pressure.

40 INT. NASAL CAVITY -

Khan and his friend duck out. A loud electronic warning sounds over the P.A.

ELECTRONIC VOICE

Danger. Danger. Evacuate at once.

CLOSE UP - THE SINUS PRESSURE GAUGE. It's peaking, it's just about to pop.

41 EXT. MUCUS MEMBRANE -

Ozzy and Cipro pull up in the shadow of the dam. As soon as they're out of the car they see the cracks forming.

CIPRO

We're too late. She's gonna blow.

OSMOSIS

Now would be a good time to start running.

As they dive off screen, we CUT TO:

42 FRANK'S BED (LIVE ACTION) -

The alarm clock hits "7:00" and explodes with noise. Frank pops up.

FRANK
Ah... ah... ah-chooo!

His sneeze reverberates like a DYNAMITE BLAST.

43

INT. MUCUS MEMBRANE -

The dam blows! Ozzy and Cipro run down the massive tunnel of the nostril as a torrential wave of gelatinous, green liquid rolls behind them.

THEIR POV - a BRIGHT LIGHT looms in the distance.

OSMOSIS
Is that heaven?

CIPRO
I think it's the other side.

OSMOSIS
Even worse!

As the mucus gains from behind, the light gets brighter and brighter. Finally, they are at the edge of the nostril teetering over the LIVE ACTION outer world.

OSMOSIS
We're not gonna make it. Grab on to a tree!

Cipro leaps on a sturdy NOSE HAIR and scrambles his way up. Ozzy takes hold of a smaller one and does the same.

UNDER WATER SHOT -

As they cling on for dear life, the goo races over them like a river. Then, Ozzy's NOSE HAIR begins to shake. It can't take the force.

Suddenly, it RIPS OUT of the skin, follicle and all.

Osmosis is whisked OUT OF THE BODY.

CIPRO
(screams)
Jones!

44

EXT. FRANK'S UPPER LIP (LIVE ACTION) -

The camera shoots from a close-up of his dripping left nostril into a MICROSCOPIC CLOSE-UP of Ozzy suspended in the Jello-like sludge.

45

INT. MUCUS -

The light refracted through the goo is unbearably bright. Ozzy goes to move but it's difficult. He's disoriented. In the background we hear Cipro calling his name.

Then a low voice bellows like slow thunder. It's FRANK'S WIFE, GLADYS.

GLADYS
HONEY, USE A HANDKERCHIEF.

Ozzy looks up to see a FINGER the size of a planet coming straight at him. (THE FINGER IS LIVE ACTION)

He starts to claw through the gunk as fast as he can but it's too thick. Cipro calls to him from his hair perch.

CIPRO
Take my arm!

As Frank's finger closes in, Ozzy tries to reach for Cipro. Their finger tips are just millimeters apart when...

Another wave of mucus pours on top of Ozzy. He drops down many feet below Cipro's reach. He's not going to make it.

Then, suddenly, there's a deafening SNORT and Ozzy is jerked straight up by a powerful suction. He flies over Frank's lip and back into the nostril.

As he shoots by the nose hair, Cipro leaps out and catches him.

They cling together while a deluge of green goop whips over them like a tornado.

Finally, it disappears back up into the dark nostril. There's a beat of silence, then, Ozzy realizes he's in Cipro's arms.

OSMOSIS
What the...? Get off of me!

CIPRO
You're welcome.

Ozzy pushes him away.

OSMOSIS
THAT never happened.

Irritated, Cipro watches after Ozzy as he climbs down the hair and starts the long walk back up the nostril.

46 INT. NASAL COMMAND - LATER

The place is totaled. Like a town wiped out by a flash flood. The walls are covered in slime. In the background there's a hollow dripping sound.

Now, it's a whole crime scene. Police cells are everywhere, trying to make sense of what happened.

Ozzy and Cipro sit wrapped in towels. The Chief approaches.

CHIEF

You two feeling okay?

OSMOSIS

A little phlegmy, but we'll live.

CHIEF

Look at this place. It's like a God-damned war zone. Any idea what happened?

CIPRO

Maybe an earmite kegger.

Ozzy shoots Cipro a look as an OFFICER rushes up to the Chief.

OFFICER

Sir, the mayor is here.

The Chief rolls his eyes.

CHIEF

What is this a campaign stop?

(to Ozzy and

Cipro)

Gimme a second, boys.

He turns and walks towards the MAYOR who's standing with a small group of important looking cells.

CHIEF (O.S.)

(phony)

Mayor, you didn't have to come all the way down here--

ANGLE ON THE CHIEF AND THE MAYOR -

MAYOR

I couldn't stay in the brain after I heard.

(he looks around)

What a dreadful shame.

The Mayor clears his throat, then motions for an aide to write this down.

MAYOR

I will never cease to be appalled by the ravages of the common cold.

(beat)

Send that one to the Times.

Ozzy approaches the Mayor and Chief. Cipro follows.

OSMOSIS

'Scuse me, sir. Officer Jones.
I'm working this case.

(they shake)

With all due respect, I've taken
care of a lot of colds and what I
saw out there today wasn't so
common.

Ozzy makes eye contact with Cipro who nods his approval.

CHIEF

Jones, I don't think the mayor has
time--

MAYOR

No, no. I'm always interested in
hearing from Frank's finest.

(to Ozzy)

Tell me officer what's on your mind?

OSMOSIS

Well, the way the membrane popped.
The pressure was too great. I
can't help but think something was
driving it... or someone.

MAYOR

I see.

OSMOSIS

My recommendation is that we call
for flu symptoms. Put the city on
alert, just in case.

MAYOR

(to chief)

I thought your men understood that
this is a wellness operation. We
are not getting sick over it.

OSMOSIS

At least we should conduct a
thorough investigation.

MAYOR

For what?

(he smirks)

Phantom hepatitis?

The Chief looks down uncomfortably.

MAYOR

Now good day, Officers.

The Mayor crosses out with his entourage. The Chief
turns to Ozzy.

CHIEF

Are you crazy? You're in no position to disagree with the Mayor.

OSMOSIS

Well, he's wrong.

CHIEF

I gave you this case because I thought it would be an easy collar. It's not worth risking your job over.

(he turns to

Cipro)

And as for you, Frankencell, you keep filling this officer's head with nonsense and I'll have you secreted faster than Gatorade. You hear me?!

Cipro lowers his head, hurt.

CIPRO

Yessir.

The Chief storms off. Cipro is a little shaken.

OSMOSIS

Don't worry about him. You'd be edgy too if you hadn't gotten divided in six years.

Cipro looks up. Ozzy winks.

OSMOSIS

C'mon. We got a cold to catch.

47

INT. HEMO-SQUAD CAR -

Ozzy and Cipro are stuck in a traffic jam. Ozzy leans on the horn, then shouts to the motorists in front of them:

OSMOSIS

Yo blood! Let's move it!

(then to Cipro)

Man, these arteries get narrower every year.

CIPRO

Jones, what did the Chief mean when he said this case wasn't worth risking your job over? Are you in some kind of trouble?

OSMOSIS

Lemme put it to you this way, the District Attorney has a bigger file on me than he has on the prostate.

CIPRO
It's not my intention to make
matters worse for you.

OSMOSIS
Hey, nobody makes Osmosis Jones do
anything he don't want.

CIPRO
Not even the Chief?

OSMOSIS
Especially not that sucker.

Amused, Cipro shakes his head.

OSMOSIS
What's so funny?

CIPRO
568 trillion cells in this organism
and I get partnered with the only
one who works outside the system.

OSMOSIS
Ever hear of an officer named
Chuck Reginald?

CIPRO
No.

OSMOSIS
Well, let me tell you a little story
about what the system got him.

The camera pulls into Ozzy's eyes.

OSMOSIS
Reggie was my partner. We
trained together at the academy.
He was one of the best cops ever
to work Frank.

(beat)
Anyway, one day we were tailing
this bacteria who entered through
a paper cut.

FLASHBACK DISSOLVE TO:

48

INT. VEINS -

A slick, winged germ races through the streets. We
never get a clear view of him. He half runs, half
flies, leaping over objects in his path like an acrobat.

OSMOSIS (V.O.)
There was something about this
guy. The way he moved. It was
like nothing I've ever seen.

Ozzy and Reggie are on foot in hot pursuit of the agile bacteria. Ozzy trails a few yards behind Reggie.

OSMOSIS (V.O.)

We must have chased him to the elbow and back before we realized he was returning to his point of entry.

ALLEY -

THE GERM'S POV - He's confronted with a taped off police barrier. A sign reads; "CAUTION INFECTED AREA." Beyond the yellow tape, some city workers put the finishing touches on a PURPLE ASPHALT WALL.

He leaps into the air and does a spectacular somersault dive into the thick plaster.

Reggie and Ozzy get to the scene. They're out of breath.

OSMOSIS (V.O.)

Now, most officers would've been happy to see this character leave outta the same cut he came in through, but not Reggie. He always wanted to get his man.

Reggie kicks off his shoes.

REGGIE

I'm going in.

OSMOSIS

You high? That stuff is crusting as we speak.

REGGIE

Call public works. Have 'em slow down the coagulation. There'll be plenty of time.

Ozzy gets on the radio as Reggie jumps into the crimson mud. He feels around for the bacteria.

REGGIE

I think I hear him.

As Reggie goes deeper, the goop starts to close in on him.

OSMOSIS

C'mon, get out of there. It's starting to set.

REGGIE

Wait, I'm almost -- Sonofa! He's got my leg!

Reggie struggles like a bird caught in tar. Ozzy goes to help but he HESITATES. He's reluctant to get too close to the dangerous scab so he offers Reggie the end of his baton.

OSMOSIS

Grab hold.

Reggie clenches it and pulls. But he doesn't budge. The tissue is drying around him like concrete. He calls desperately to Ozzy.

OSMOSIS

(into radio, panicked)

Officer down! Call off the scab!

Repeat, call off the scab!

(to Reggie)

Hang on, buddy.

There's fear in Reggie's eyes. Something is happening.

REGGIE

I feel dry. It's SO dry.

A strange metamorphosis begins. Reggie's face starts to crack like the desert floor. Then he melds into the wall around him. Soon he's parched and shriveled beyond recognition.

In the background, the germ lets out an evil cackle.

OSMOSIS

C'mon, hang in there. It'll stop any second.

(into radio, desperate)

ABORT COAGULATION!

With all the strength he has left, Reggie reaches out to Osmosis, but it's too late. He's nothing but a rigid brown corpse frozen in the baked rock.

OSMOSIS (V.O.)

I musta called a dozen times but that skin just closed right on over him.

(spiteful)

Apparently, having one less scar is more important to Frank than saving a cell's life.

49

INT. HEMO-SQUAD CAR -

Still tight on Ozzy's eyes. We begin to PULL OUT slowly.

OSMOSIS

I don't know what was worse, being taunted by that scumbag or being ignored by the rest of the body.

(beat)

(MORE)

OSMOSIS (cont'd)
 But I guess that's what happens
 when you put your trust in the
 system. It's the shaft every time.

Gradually, we pull all the way into a TWO SHOT. Cipro
 is visibly affected. The traffic starts to move
 again. Ozzy shifts gears as if nothing just happened.

OSMOSIS

Finally.

On Cipro's confused look, we CUT TO:

50

EXT. STREET - DAY

It's a seedy neighborhood filled with brown, rusted old
 factories and condemned buildings.

Subtitle: "THE LIVER 11:32 AM"

Ozzy and Cipro are walking down the vein. Cipro is
 lagging behind.

OSMOSIS

Mind stepping it up?

CIPRO

I think something fell in my shoe
 back there in the sinuses.

Impatiently, Osmosis waits as Cipro fishes a YELLOW
 CRYSTAL out of his boot.

CIPRO

Damn broken molecules.

He goes to chuck it. Ozzy stops him.

OSMOSIS

Careful. That's a pollen pod.
 (off Cipro's confused
 look)

We're EXTREMELY allergic to the
 stuff inside.

Cipro eyes the POD curiously then stuffs it in his
 utility belt.

They walk past a REAL ESTATE OFFICE. There's a poster in
 the window of an idyllic FATHER and SON CELL playing
 frisbee with a platelet. The caption reads: "THE FEMUR
 IS MODERN FAMILY LIVING." The poster stands in bold
 contrast to their surroundings.

CIPRO

What're we doing in this slum anyway?

OSMOSIS

Try not to knock the liver. The
 rent's cheap.

CIPRO

(grimaces)

Cheap rent is one thing, but this
smell is quite another.

OSMOSIS

Hey, when you live south of the
stomach you get used to the stench.

As they continue down the vein a CELL yells down at them
from an apartment window.

CELL

Yo, pig, your mama is a fat cell.

OSMOSIS

(yells back)

Hey, kiss my nucleus.

Cipro looks like he's had enough of the local color.

In front of them there are a few cells gathered around a
THREE-CARD MONTY table.

CIPRO

Is there a point to all this?

OSMOSIS

See that dude over there?

ANGLE ON - CHILL, the card dealer. He's a scrawny little
cyclops wearing a patchwork denim jacket.

OSMOSIS

He's a flu shot. He knows how all
these other scumbags think because
he grew up in the same piss pool
with 'em.

ANGLE ON - CHILL.

CHILL

(super fast)

Seven and a seven and a jack and a
three. And who knows where the
seven goes!? Put your money on
your mind.

Ozzy and Cipro cross over to the game.

OSMOSIS

Yo, Chill, gotta second?

All the players split at the sight of Ozzy and Cipro.

CHILL

Man, you just cost me twenty bucks!

OSMOSIS

Money ain't gonna be your biggest problem if you don't tell us what you know 'bout the sinuses.

CHILL

The sinuses? Let's see...

(grins)

Well, I do hear they can be pretty wet this time of year.

OSMOSIS

Save the comedy, Sinbad, and just give us the information.

Chill folds up his table.

CHILL

I'm getting pretty tired of this. First you take me away from my people now you expect me to narc on 'em? No way. I'm closed for business.

OSMOSIS

Okay, if that's the way you want it.
(politely)

Officer Cipro, would you please escort our friend back to the trooper?

Cipro cracks his knuckles then advances towards Chill.

CHILL

What? Where we going?

OSMOSIS

(nonchalant)

To the lymph nodes. Since you want to be with your people so bad I thought I'd lock you in the bacterial holding pen with a few of them.

(beat)

Oh, and don't worry, I'll be sure to tell 'em all about all your wonderful flu shot work.

CHILL

Come to think of it, I do remember hearing something about a new dude in town.

OSMOSIS

(nods knowingly)

Is that right?

CHILL

Yeah. I don't know much about him except he goes by the name of We-Khan.

CIPRO
Khan? What is he an Asiatic
peptococcus? ... Trichomonas? Or
I know, a Pepto-streptacoccus?

CHILL
Who do I look like, Jonas Salk?
All I know is the guy's big time.
He's not staying in the throat if
you know what I mean.

OSMOSIS
Where can we find him?

CHILL
Word is he hangs out at that new
cyst in the armpit, but you didn't
hear it from me.

Ozzy and Chill exchange an intricate handshake.

OSMOSIS
Always a pleasure C.

51 INT. SQUAD CAR -

Ozzy and Cipro are back on the road. Cipro's disturbed.

CIPRO
We-Khan, We-Khan... how could I've
not heard of him? He must be a
substring from another bacterial
family.

OSMOSIS
Or maybe they just forgot to teach
you something in that Ivy-league
petri dish of yours.

CIPRO
I'll have you know, back in the
lab I was introduced to every bug,
germ and cootie known to man.

OSMOSIS
Jack, what you learned back in that
lab was nothing but a bunch of talk.
(sing-song)
And baby, no one ever talked a germ
to death.

Before Cipro can respond there's a sudden EARTHQUAKE like
rumble.

OSMOSIS
Not again.

The whole car starts to shake. It's a little scary.

CIPRO

What was that?

OSMOSIS

Hell if I know. On the news the mayor was saying it's just some kind of natural settling.

CIPRO

Are they investigating it?

OSMOSIS

You kidding? These days it would take a video tape of ten leukemia cells beating up an old lady to get the attention of city hall.

Ozzy and Cipro pull up in front of a NIGHT CLUB. The entrance looks like a huge throbbing red radish. A neon sign flickers over the door. With the words "THE CYST" in blue light.

OSMOSIS

Well, we're here.

They watch from the car as various low lives file in. Most have tentacles and scaly skin. Like the kind of mutant fish you only encounter in deep dark water.

Cipro gets out of the trooper and yanks a PILL BOTTLE off his UTILITY BELT.

OSMOSIS

What do you think you're gonna do with that.

CIPRO

100 milligrams of cortisone should take care of these miscreants.

OSMOSIS

Put that stuff away.

As Cipro stuffs the bottle back in his belt, Osmosis pulls off his jacket and takes his hands to his head. He begins to push his eyes towards each other until they pop together forming ONE HUGE EYE in the center of his face.

Then he goes to work on his fingers and toes, stretching them into a gnarl of gruesome tentacles. Soon he looks like a deranged cyclops tree trunk. He turns around for Cipro to see.

OSMOSIS

What do you think?

Cipro JUMPS back and draws his gun.

CIPRO
Freeze, scum! What did you do
with my partner?

OSMOSIS
It's me!

Cipro takes a closer look.

OSMOSIS
I can't exactly go in there looking
like a white blood cell, now can I?

CIPRO
(examining Ozzy)
Hmm, pliable cellular dynamics.
What an ingenious defense mechanism.
(beat)
Let me try.

Cipro starts to squeeze his features together. Suddenly,
there's a loud CRACK. He removes his hands from his face
to reveal a BROKEN NOSE.

CIPRO
What do you think?

OSMOSIS
I think you should stay here and
guard the car.

52 INT. CYST BAR ENTRANCE -

Muffled techno-music pumps in the background. Ozzy gets
his hand stamped by a dinosauric bouncer then wanders
down a dark corridor.

A cavernous DISCO opens up in front of him. The place is
on fire. Lasers pierce the steamy air as cross-dressing
bacteria in bondage gear get down to tribal-trip-hop.

This is the place where the scum come to let it all hang
out and mutant Ozzy fits right in. As he snakes his way
across the colossal dance floor, he can't avoid getting
in the way of the dancer's creative steps. The D.J.
starts spinning Rick James' "SUPERFREAK."

53 INT. VIP ROOM -

Various bacteriums are crashed out on sofas. There's a
mellow, Lou Reed inspired alternative band performing.
The bass drum is emblazoned with their name, "Pseudo-Fed."

Ozzy walks over to the bar and takes a seat. He's
greeted by a bartender who looks like a cross between a
Daddy-longlegs and a hippo.

OSMOSIS
Got any sebum secretions on tap?

BARTENDER
Imported or domestic?

OSMOSIS
Domestic's fine. Oh, and put a
head on it.

The bartender lays down the most disgusting concoction imaginable. Then he pulls out a sack of pretzel sized OXYGEN MOLECULES. He drops a few in the drink, causing a FOAMING HEAD to form. Ozzy sips it and cringes.

OSMOSIS
Yo, Stretch, you wouldn't happen
to know where I could find a
Mister We-Khan?

BARTENDER
Sorry, I'm better with numbers
than with names.

Ozzy slides a bill across the bar. The bartender pockets it and nods Ozzy behind a curtain.

54

INT. CLUB - BACK ROOM -

Khan's henchmen are sitting around dividing up a huge pile of mucus. Khan paces.

FAT BACTERIUM (BROOKLYN ACCENT)
This is beautiful, man. A
perfect score. Hell, we got
enough snot here to last us 'till
we're old and grey.

WE-KHAN
Any common thug can make a nose
run. Today was just the beginning.

FAT BACTERIUM
Not for me. I'm out.
(with a smile)
If you need me I'll be in my boat
cruising the bone marrow.

As he talks, Khan comes up behind him.

WE-KHAN
I'm afraid we have a small
misunderstanding.

We-Khan karate chops the Fat Bacterium in the back. He BURSTS OPEN and sprays the room with sticky protoplasm.

WE-KHAN
You see, if you aren't with me
then you're against me.

OSMOSIS (O.S.)

In that case, consider me with you.

They all spin around. Ozzy, in full bacterium disguise, looms in the doorway.

WE-KHAN

Who are you?

OSMOSIS

Just a young scum looking for a chance to heat things up.

Khan eyes him suspiciously. Ozzy swallows hard. Khan is bigger than he thought.

WE-KHAN

You're interested in fevers, are you?

OSMOSIS

Fevers, boils, abscessed molars, carbuncles, pimples, pustules. Call me a renaissance germ.

Khan's LITTLE BACTERIUM HELPER from the sinuses whispers in Khan's ear.

LITTLE BACTERIUM

Boss, with Timbo dead, we could use a good pus man.

Khan swats him away then turns to Ozzy.

WE-KHAN

Where did you train?

OSMOSIS

I used to live on a dead bird. That is until Frank came around, touched the bird, didn't wash his hands and it was "Welcome to the city!"

A drunk bacterium raises his glass in a toast.

DRUNK BACTERIUM

To Frank. If he just cleaned his fingernails half of us wouldn't be here.

They all drink. Ozzy takes a swig. Then another... It's not so bad once you get used to it. He slurs...

OSMOSIS

Hell, his fingernails are nothing. You should see what's growing in his bowling shoes.

All the bacteriums laugh. The drunk one SLAPS Ozzy on the back.

DRUNK BACTERIUM

(to Khan)

Kid's a riot. C'mon boss, let's hire him.

Unfortunately, the slap causes Ozzy's eyes to POP APART. Everyone stops laughing except him.

OSMOSIS

I didn't get the job, did I?

We-Khan takes his FINGER and jams it under Ozzy's chin like a dagger.

WE-KHAN

Somebody go lay down a towel 'cause this is gonna be messy.

CIPRO (O.S.)

Not so fast!

Every head in the place spins toward the door. Cipro rips the BOTTLE OF CORTISONE off his utility belt and holds it in front of him like a GRENADE.

CIPRO

Drop him or I'll blow the entire place.

Ozzy exhales in relief. Khan straightens Ozzy's collar.

WE-KHAN

Officer, I think you have the wrong impression. We were just having a little chat. There's no law against that is there?

As Khan talks, a WORM-LIKE BACTERIA coils himself around Cipro's ankles. Ozzy sees what's happening. But before he can warn him, We-Khan gives a SIGNAL and the worm YANKS Cipro's feet forward causing him to FALL flat on his ass. The bacteriums make a run for it.

As Cipro hits the ground, he struggles to open the bottle of cortisone.

CIPRO

Damn child proof caps!

Finally, he yanks off the lid and hurls the bottle at the ceiling. It EXPLODES covering everything with highly corrosive white powder. The place begins to decompose immediately. Chunks of ceiling crash to the floor.

By the time the dust has settled, there isn't a bacterium in sight. Khan has disappeared with the others. Cipro helps Ozzy to his feet.

OSMOSIS

You had to come in right when I was about to bust my move.

CIPRO

If I didn't come in when I did, you'd be plasma.

They cross out of the club and into the parking lot.

OSMOSIS

Look we could spend all day arguing over who saved who. But how 'bout we just catch him instead?

Cipro rolls his eyes.

55

INT. HEMO-SQUAD CAR -

Ozzy and Cipro cruise passed a freeway on-ramp.

CIPRO

Turn there. I bet he's on the Carotid Artery Expressway.

OSMOSIS

No way, that's a cranial route. More likely he's headed for the...

Before Ozzy can finish, a BLISTER SHAPED CAR speeds by.

OSMOSIS

...colon.
(beat)
Motherfemur, it's him.

Ozzy hits the siren and turns up the on ramp.

MUSIC CUE -

The bass drum starts thumping... then, after a beat, our THEME SONG erupts as our boys take off after Khan.

INTER CUT WITH:

56

INT. BLISTER MOBILE -

We-Khan is at the wheel. Ozzy pulls up along side of him and waves. Khan's eyes narrow.

He violently swerves and RAMS his car right into Ozzy and Cipro.

The force of impact thrusts the squad car up the vein wall - onto the ceiling - and back around the other side where they smash into Khan's car yet again. Cipro shakes out his head.

OSMOSIS

What's the matter, car sick?

CIPRO

Don't worry about me. I'm one eighth Dramamine.

OSMOSIS

Good, 'cause the fun's just about to begin.

Ozzy pulls in front of Khan then leans on the breaks.

OSMOSIS

That's it. Nice and easy.

As the two cars slow down, Khan presses a button on his dashboard and two RAZOR SHARP CILIA SPIKES rise out of his grill.

CIPRO

Watch out!

Ozzy goes to swerve but it's too late. The cilia spikes dig into the rear of the squad car BURSTING IT LIKE A BLADDER.

Ozzy and Cipro are sprayed up into the air and over Khan's car.

As Khan speeds away, the cops tumble to a stop right in front of SIX FAT CHOLESTEROL CELLS loitering at the entrance to a MALT SHOP.

Like unruly teenagers the cholesterol cells are playing a game where they block the doorway of the shop, then laugh as patrons try to squeeze by.

CHOLESTEROL CELL

Look out, it's the fuzz.

They attempt to waddle away.

OSMOSIS

Stop! Stay cool and no one gets arrested. We just need a little help.

As the cholesterol cells all look at each other, we FLIP TO:

THE SAME CORNER - MINUTES LATER

Now, Ozzy has the fat teenagers gripping together like a group hug.

OSMOSIS
Everyone got a buddy?

A female cholesterol cell slaps the tubby next to her.

FEMALE CHOLESTEROL CELL
Watch your hands!

The others laugh.

CHOLESTEROL CELL
You owe us big for this, pig.

OSMOSIS
Listen, shut up and move, or I'll personally see to it we switch from butter to margarine.

That quiets them down. Ozzy pushes the cells into the blood stream then hops on top as if they were a giant raft. Cipro hesitates.

OSMOSIS
C'mon.

CIPRO
I'm not familiar with this procedure.

Ozzy yanks him aboard.

OSMOSIS
It's real basic. We just try not to fall off until we catch the bad guy.

With this, he kicks the cholesterol craft off into the blood stream.

They start to shoot down the vein. They're picking up speed. Cipro grips on tight.

CIPRO
He's too far ahead. We're not gonna catch him.

OSMOSIS
I know a short cut.

CIPRO
Anatomy is anatomy. There are no short cuts.

OSMOSIS
Wrong. A few years ago we had surgery. There's some abandoned scar tissue we can cut through.

(MORE)

OSMOSIS (cont'd)
 (yells to the
 cholesterol cells)
 Turn left.

Suddenly, the raft DROPS into a dark crevice. It's like Injun Joe's Cave in Tom Sawyer. A spooky place filled with strange formations. But they only have a moment to marvel at the view before the raft SPLASHES DOWN into fierce RAPIDS.

The cholesterol cells shriek as they whip around corners and duck stalagmites.

CHOLESTEROL CELL
 I can't hold on much longer!

OSMOSIS
 We're almost there.

The raft zigzags it's way toward a VALVE. It's like a monstrous FISH MOUTH rhythmically opening and closing.

CHOLESTEROL CELL
 Please tell me that's not the
 "there" you're talking about.

OSMOSIS
 Sharp right. Now!

The raft cuts toward the pulsing valve.

OSMOSIS
 Everyone, heads down!

With a symphony of screams, they are swallowed into the orifice.

57

EXT. STREET -

It's a placid boulevard. Two young RED BLOOD CELLS play hop-scotch as their mother watches.

A MAN HOLE COVER -

starts to rumble. Suddenly, like steam from a geyser, Ozzy, Cipro and crew fire through the man hole, still screaming, and scatter across the street.

Ozzy gets up first and rushes the others to their feet.

OSMOSIS
 C'mon, he'll be here any second.
 Everybody join hands.

CHOLESTEROL CELL
 What are you doing?

OSMOSIS
 Forming a barrier.

CHOLESTEROL CELL
 You crazy?! That can cause a
 stroke.
 (turns to the others)
 C'mon, let's get outta here.

CIPRO'S POV - Khan's blister mobile is getting closer.
 There's no time to talk about it.

As the cells begin to leave he blocks their way.

CIPRO
 Take one more step and Frank's
 cholesterol level gets lowered by
 six.

Ozzy shoots Cipro a look that says, "Thanks." Then he
 claps his hands and shouts:

OSMOSIS
 Okay, let's block the mother!

With no other choice, the cells join hands to form a
 CHOLESTEROL WALL across the artery.

BLISTER MOBILE -

Khan sees what's going on. But instead of swerving he
 grins his evil grin and FLOORS IT.

OSMOSIS
 No one let go!

TIGHT ON WE-KHAN - He looks crazed. Like a deranged Evel
 Knievel.

THE CHOLESTEROL CELLS grit their teeth.

IN SLOW MOTION the Blister mobile slams into Ozzy and
 the cells. They stretch back like a rubber net, so far
 it looks like they are going to snap. But they don't.

The blister mobile is SLINGSHOTTED backwards. It lands
 on it's roof spinning.

As Khan pulls himself out of the wreckage, Ozzy draws his
 gun.

OSMOSIS
 Hold it right there!

KHAN'S FEET become spinning DRILL BITS. He starts to
 tunnel into the floor like a screw.

BANG! Ozzy fires a GELATINOUS MEMBRANE at him.

IT'S A MISS. The goo surrounds the over turned blister
 mobile like a sticky sack. By the time Ozzy reloads,
 Khan has disappeared into the ground.

Ozzy and Cipro rush over to the tunnel and look down.

THEIR POV - An underground rushing river of blood. Khan is gone.

Ozzy kicks the wall.

OSMOSIS

Damn it!

FADE TO BLACK.

Title card: "THE LYMPH NODES 4:20 PM"

58

INT. POLICE STATION -

Ozzy and Cipro stand at attention in front of the angry chief. He reads from a paper.

CHIEF

Disregarding orders, destruction of public property, illegal deputizing of cholesterol cells, creating an unauthorized blood clot...

He throws down the list.

CHIEF

What the hell were you two thinking out there?

OSMOSIS

Chief, there's something about this guy. I'm sure he's got more than a little flu in mind. We need to put out an A.P.B.

CHIEF

On what charge? 'Cause all I see here is speeding on a public thoroughfare.

Cipro steps forward.

CIPRO

Sir, I've examined the wreckage of his vehicle and there are slashes in the interior which are identical in diameter to the slashes we found in the ceiling of the inner ear. It's all connected.

CHIEF

The average bacterium has fingers that are one ten-thousandth of an inch long.

(MORE)

CHIEF (cont'd)
How could they possibly have
gouged through the ceiling?

OSMOSIS
(like it's obvious)
Because he morphs! I told you about
how he changed into the drill.

CHIEF
Look, I appreciate how badly you
wanna get this collar, but these
stories aren't helping.
(beat)
If this guy's so bad-ass then how come
we don't have one serious symptom?

Ozzy looks to Cipro. They can't answer this one. The
Chief shakes his head.

CHIEF
You know, Jones, ever since we
lost Reggie I've tried to cut you
some slack, but today you
jeopardized the safety of every
organism in Frank.
(solemnly)
I'm sorry, but you're out of
chances... Turn in your--

CIPRO
(interrupts)
It wasn't his fault. I ordered
the blood clot.

CHIEF
(to Ozzy)
Is that true?

Before Ozzy can say anything, Cipro continues.

CIPRO
Officer Jones had nothing to do
with it. He was just providing me
with an escort.

The Chief looks at Ozzy then turns to Cipro.

CHIEF
Son, I expect you out of the body
by morning.

OSMOSIS
Isn't that a little severe?!

CHIEF
As for you, go report to the
brain. From now on you're behind
a desk filing memories.
(beat)
I'm sorry it had to come to this,
Ozzy.

OSMOSIS

You don't have to be sorry, Chief.
You just have to be right.

Ozzy and Cipro exit. The chief looks troubled.

59

INT. LUNGS - THAT NIGHT

The boys sit at the smoky bar. There's a lot of wind for being indoors.

OSMOSIS

(muses drunk)

Did you know my great-great grandpa fought the measles? Yup, there's been a Jones on the force ever since Frank seceded from his mother fourteen generations ago ... Well, up 'till now at least.

CIPRO

Don't worry. I'm sure that once I'm gone he'll cool off. You'll get your job back.

OSMOSIS

Man, it doesn't feel right letting you take all the heat like this.

CIPRO

What's the difference? Look, if Frank doesn't have any symptoms you don't really need me.

(he pauses)

Remember, I'm just here for aches and pains. You're the one who takes care of the big stuff.

OSMOSIS

Thanks.

Ozzy thinks for a moment then turns.

OSMOSIS

I just have to know one thing. How come when we were chasing Khan you knew he was gonna be on his way up to the head?

CIPRO

Ever hear of the Hong Kong flu?

Osmosis shakes his head.

CIPRO

He's this rare virus whose speciality is attacking the Hypothalamus gland.

OSMOSIS

What, that government place way up
in the boonies?

CIPRO

(nods)

They have a computer up there that
regulates the temperature for the
entire body.

(beat)

And the Hong Kong flu can re-
program it with his eyes closed.

OSMOSIS

So maybe this is him?

CIPRO

Highly improbable.

OSMOSIS

Why?

CIPRO

The major symptom is absent. The
Hong Kong flu always starts with
chills. Lots and lots of chills.

Cipro stands.

CIPRO

I should go. I want to leave
before Frank builds up an immunity
to me.

(beat)

Who knows maybe next time he takes
Ciprobenzomethaphedramine it'll be
able to do him some good.

OSMOSIS

Good luck, Cipro.

CIPRO

Thanks, Jones.

Ozzy's eyes follow Cipro as he crosses out of the bar.
Then, he takes the rest of his drink in one swallow and
slams the glass down in front of the bartender.

OSMOSIS

Gimme another seven and seven.

As the bartender puts the OXYGEN MOLECULES in his glass,
Ozzy counts them off.

OSMOSIS

I said, seven and seven not seven
and five. You owe me two.

The bartender shakes his head then reluctantly drops in two more molecules.

60

INT. CYST - NIGHT -

The back room is set up like a GYM/MARTIAL ARTS STUDIO. Khan works the bag as the LITTLE BACTERIUM pleads with him.

LITTLE BACTERIUM

Maybe you should cool off a while.
Take an incubation period. At
least until that cop stops with
all the heat.

WE-KHAN

Don't you see? This whole body is
playing right into our hands. The
immune system has never been weaker.

The bacterium looks worried, Khan grins.

WE-KHAN

Besides, if you think there's a
lot of heat now--

He KICKS right through the bag.

WE-KHAN

You have no idea what's coming.

61

EXT. MALL - NIGHT

ESTABLISHING SHOT - A monumental red building.

Subtitle: "THE HEART 10:22 PM."

With it's reflective panels and exposed structural elements, the heart is a testament to modern architecture. Like the George Pompidou center in Paris, form and function work together perfectly to create a statement of its city's potential.

62

INT. HEART MALL -

It's a 15 story atrium flanked with glass elevators. Hundreds of cells flow in and out of the shops through revolving doors. The spinning of the doors power pistons which in turn push the elevators up and down transporting cells to the different ventricles.

In the center of all this there's a FOOD COURT where well dressed urbanites linger over mall fare.

LEAH waits at a table fidgeting anxiously. Ozzy staggers in.

OSMOSIS

Thanks for meeting me.

LEAH
Actually, I was just about to
leave. You're late ... as usual.

He burps. She grimaces.

LEAH
Have you been drinking air?!

OSMOSIS
No, no. My blood gasses are just
a little high. God, you look
beautiful.

LEAH
(trying to stay firm)
Ozzy, the Mayor is expecting me
back soon.

Ozzy takes Leah's hand and looks in her eyes.

OSMOSIS
Lee, I think we should stay
together.

LEAH
(smiles)
You have been drinking air.

OSMOSIS
I'm serious. I'll try to be a
better boyfriend.

LEAH
What's the point? As long you are
on this one man mission, you don't
have room for anyone else.

OSMOSIS
(defensive)
Jesus, how many times to we have to
go through this? He was my partner.
I can't just file it away.

LEAH
Even if it means losing everything?

She looks for a reaction, but he averts his eyes.

OSMOSIS
I'm sorry.

LEAH
(tears form)
You know, Ozzy, love is like a good
vaccine. You only get one shot.

She wipes her face and runs out. Ozzy watches sadly
after her.

63

MUSIC MONTAGE (FILMED LIKE A MUSIC VIDEO)

A Whitney Houston pop diva cell belts out the soul ballad, "IMPERMEABLE TO LOVE."

EXT. STREETS -

Osmosis drives down the lonely arteries of Frank while the city lights are reflected in his melancholy eyes.

INT. MOUTH -

He climbs a molar and looks out at the canyon-like expanse of the mouth. The UVULA glistens in the distance.

INTERCUT WITH the WHITNEY CELL singing.

INT. INNER EAR -

Ozzy wanders through the tall swaying grasses.

INT. EYE -

He stares pensively through the tremendous glass window of the CORNEA. The window separates the inner (ANIMATED) world from the outer (LIVE ACTION) world. Through it he sees, from Frank's POV, a CANDLE LIT DINNER.

Frank's wife, GLADYS sits across the table from Frank. He passes her an envelope. She opens it to reveal TWO TICKETS TO HAWAII. Her eyes light up and she throws her arms around him.

As the song builds to a crescendo, a tear forms in Ozzy's own eye.

END MONTAGE.

64

EXT. MILITARY OUTPOST -

It's a power station in the middle of the desert.

Subtitle: "THE HYPOTHALAMUS GLAND 2:58 AM"

Khan and his little bacterium henchman pull up in a blister-mobile and cross to the entrance. There isn't a guard in sight. The bacterium pushes on the door. It seems to be locked.

BACTERIUM

I'll take care of this one.

The bacterium sprints toward the door and does a spinning-jump-kick. He slams against it and falls flat on his ass. As he lays on the floor moaning, We-Khan twists the knob and gently PULLS.

WE-KHAN

It opens this way.

They enter.

The gland is a stark room, completely empty except for a strange COMPUTER in the center. The machine is made up of grey and pink flesh and throbs rhythmically. Khan's henchman cuts toward it.

BACTERIUM

They gotta be kidding. I seen tougher security on a--

WE-KHAN

Don't go near there!

The bacterium gets within a foot of the computer then... BZZZZZP! It's too late. He's ELECTROCUTED and completely disintegrates.

WE-KHAN

Idiot.

Khan reaches into his pocket and pulls out his sun glasses case. It's labeled: "RAY-BAN INFRAREDS" He slips them on.

INFRARED POV - Now we see that the computer has an INVISIBLE ELECTRIC BARRIER around it like a diamond in a museum. Only rather than a laser this barrier is made up of strings of tiny sparks shooting back and forth from nerve receptors.

Khan steps back and takes off his jacket. He sits down in a lotus position and closes his eyes.

As he concentrates, a transformation begins. His body starts to lose all structure. It's as if his bones are melting away. He falls to the ground twisting and turning until he reforms in the shape of a disgusting, two-armed EEL.

Using his arms, We-Khan drags his long body across the room to the force field. He inhales deeply, then, with one powerful push-up, springs himself up into the electrical stream.

The current hits, sparks fly and Khan straightens to a broomstick, his innards lighting up like a blue neon tube. But he doesn't disintegrate. Rather, he CONDUCTS the electrical charge from one end of his body to the other.

He stretches out his arm until it reaches the computer. Seductively, he drags his hand over the disk drive then clenches tight, focusing all of his energy into his claw. It responds by morphing into a COMPUTER DISKETTE.

Khan thrusts the disk into the drive. The computer starts to wildly process information and beep.

COMPUTER VOICE
REPROGRAM SEQUENCE IN PROGRESS.
TEMPERATURE RISING.

The box shakes and hums. It looks like it might blow.
Then, suddenly, all the noise stops.

COMPUTER VOICE
INTERFACE COMPLETE. THANK YOU FOR
CHOOSING THE HYPOTHALAMUS.

Khan pulls his flaccid claw out from the machine and collapses.

65

INT. FRANK'S EYE - THE NEXT MORNING

The room is flooded with BRIGHT BLUE LIGHT filtered through the IRIS. Ozzy hasn't left since last night. He lies passed out on a bench as class of young SCHOOL CHILDREN cells marvel at the view through the window of the CORNEA.

Now, in the daylight, the window appears like the AQUARIUM AT MARINE LAND. Only instead of fish, the children peer out at the LIVE ACTION world.

Through the glass looms a tremendous MEDICINE CHEST. Frank is packing his toilet case for his trip.

The angle is constantly shifting as Frank's eye resets on different objects; a toothbrush, a comb, Dr. Scholl's corn pads, etc.

Suddenly, Frank's colossal FACE appears in the window.

He's looking at himself in the MIRROR.

The school children squeal with delight and wave wildly, hoping to see their own reflections.

The noise jars Osmosis awake. As he rubs his head, a prissy CELL in a "SEE WORLD" uniform scurries toward him.

SEE WORLD CELL
Officer, thank goodness you're
here. There's something
obstructing the observation window.

He points to the CORNEA. A giant LOG-LIKE OBJECT is jammed into it.

OSMOSIS
(wipes the sleep
from his eyes)
Yeah, it's a downed eye lash.

SEE WORLD CELL
I know, can you do something?

Ozzy pulls out his wallet and flashes his ID

OSMOSIS
See that? C.I.S. Central Immune
System. I ain't no crossing guard.

SEE WORLD CELL
Please. The children are on a
field trip.

Resigned, Ozzy follows him.

LATER -

There's a rope tied around the eyelash and a group of
cells pulling. Ozzy leads them.

OSMOSIS
One, two, three, HEAVE!

The lash doesn't budge. It's too heavy.

OSMOSIS
Alright boys. Take five.

Ozzy wipes his brow then looks out at the amazing view.
The way the world looks to cell standing in the eye is
like being atop the World Trade Center x 1000.

Form his POV he sees Frank packing his bags. All appears
fine then suddenly there's that EARTHQUAKE RUMBLE again.
Everything sways.

GLADYS
Muffin, you okay?

FRANK
(shivers)
It's those chills again.

Ozzy stops in his tracks. He turns around.

GLADYS
You poor baby. How 'bout some
cocoa.

The camera zooms in tight on Ozzy. He's stunned. He
turns to the SEE WORLD CELL.

OSMOSIS
The temperature?! Give me the
temperature!

The cell looks at his watch.

SEE WORLD CELL
Ninety-eight point seven...
whoops, I mean ninety-eight point
eight.

OSMOSIS

My God... it's the Hong Kong Flu.

Ozzy takes off for the exit. The See World Cell calls after him:

SEE WORLD CELL

What about the eyelash?

OSMOSIS

Call the fire department. Have them open a tear duct ... Sorry, I gotta go.

As Ozzy sprints away, the See World Cell shakes his head, annoyed.

66

EXT. CITY HALL -

There's a sign: "CEREBRAL CORTEX. AUTHORIZED CELLS ONLY." Ozzy is stopped by Leah.

LEAH

What are you doing here?

OSMOSIS

(frustrated)

Please, Leah, I need to see the Mayor. It's important.

LEAH

Why are you making this so difficult?

OSMOSIS

Damnit, this isn't about you and me! This is life and death.

LEAH

Calm down. Whatever it is it's not the end of the world.

OSMOSIS

It might be.

Leah can tell he's not kidding. She steps aside.

67

INT. MAYOR'S OFFICE -

It's large and stately. Against one wall stands a flag emblazoned with the symbol of the City of Frank, a giant black FINGER PRINT against a white background.

Above the door hangs a big ELECTROCARDIOGRAM (or EKG) display. It's like one of those scrolling Dow Jones screens only instead of stock quotes it graphs heartbeats on one line and news on the other. It reads: "TODAY'S WEATHER, HUMID WITH HIGHS IN THE 98's."

The MAYOR is sitting behind his desk talking on the phone. He has his feet up.

MAYOR

That's right, I already spoke with the Superintendent of Guilt about it. Well, it took some finagling but he finally agreed that this vacation would be off limits.

Ozzy busts in. He grabs the receiver from the Mayor's hand and slams it down.

MAYOR

Officer Jones, what a lovely surprise.

OSMOSIS

How long were you gonna wait to tell us?

MAYOR

Excuse me.

OSMOSIS

You know what I'm talking about. The big fever. It's coming!

MAYOR

Please, not another doomsday prophecy.

OSMOSIS

Don't be smug with me. I know all about the chills. We've been shaking for days now and you haven't done a thing.

MAYOR

I assure you there's no fever. In fact, Frank's health has never been better.

OSMOSIS

It's this stupid trip to Hawaii, isn't it?

The Mayor tightens.

OSMOSIS

You're so worried about breaking some jive election promise that you're actually willing to endanger the entire body.

MAYOR

Last I checked, endangering the body was your department.

A herculean MUSCLE CELL enters. He grabs Ozzy by the collar.

MAYOR

Mister Glute, I think our friend
needs some help finding the door.

(to Ozzy)

Now, if you'll excuse me, officer.

As Mr. Glute pushes him out, Ozzy shouts:

OSMOSIS

I'm not gonna let you get away
with this.

(beat)

The only thing you'll be mayor of
is a corpse!

The door slams shut and the Mayor looks up at the temperature display. As the number 99 flashes by, a bead of sweat rolls down his nervous face.

68

EXT. DOCKS -

Murky, brown water laps up against a beach strewn with refuse. Across the water lies an ISLAND that looks like the CITY DUMP.

Subtitle: "THE KIDNEYS 9:22 AM"

There's a line of scummy little creatures all waiting to board a filthy old BARGE, the "S.S. KIDNEY STONE." Amidst them stands a very downtrodden CIPRO.

An old, shrunken faced STEWARD CELL walks down the queue.

STEWARD

Now boarding the nine-thirtyseven
with nonstop service to the rectum.

As Cipro looks down to check his ticket, Ozzy appears in front of him.

CIPRO

What are you doing here?

OSMOSIS

Getting your time-release butt off
this boat. We've got work to do.

Cipro looks confused.

OSMOSIS

It was the Hong Kong flu all
along. The mayor was suppressing
the chills.

(beat)

C'mon, let's get moving.

Cipro hesitates.

CIPRO

I'm sorry, Osmosis. I can't help you. You were right about me. I'm reckless and irresponsible. Every time I step into those veins I jeopardize the safety of innocent organisms.

OSMOSIS

That's called being a cop.

CIPRO

No. When you're a brand name multi-symptom killer, it's called being a failure.

OSMOSIS

What are you saying? You're just gonna quit?

CIPRO

Ozzy, I was developed by the Up-John Pharmaceutical Corporation to be perfect. I have a duty.

(exasperated)

I was personally approved by the Surgeon General of the United States, for God's sake!

OSMOSIS

This is unbelievable.

CIPRO

I didn't expect you to understand. It's different for you biological organisms. You can let people down and still live with yourself. You call it "Being human."

OSMOSIS

Buddy, my ex-partner is mummified in some scar because of me. You think it's easy living with myself?

(long beat)

Being human?!

(he laughs)

Man, you have no idea what those words even mean.

CIPRO

I thought Officer Reginald died because they didn't send back-up?

OSMOSIS

He was my partner. I was his back-up. I should have climbed in there and rescued him myself.

(MORE)

OSMOSIS (cont'd)

But I was too worried about saving
my own sweet cytoplasm.

(his voice cracks)

Cipro, Reggie trusted me to
protect him and instead I killed
him. So don't talk to me about
letting people down. I'm the
Goddamned world champion.

CIPRO

I had no idea... I'm sorry.

OSMOSIS

Don't be. Learning you're not
perfect is easy. It's learning
not to quit that's hard.

Cipro looks pensive for a moment, then steps out of the
line.

CIPRO

C'mon. Let's go give Frank his
medicine.

69 EXT. PITTSBURGH STREETS (LIVE ACTION) -

An old STATION WAGON rattles past a sign: "AIRPORT 2
MILES."

70 INT. STATION WAGON (LIVE ACTION) -

Frank is driving. He sports a Hawaiian print shirt
and GLADYS is in a loud muumuu.

GLADYS

So when they said, two bags per
person, I said, ha! I can't go on
my second honeymoon without my
sewing machine.

Frank SHIVERS.

GLADYS

Franky, you want the heat on?

They pass an AM/PM MINI MART. Frank's eyes light up.

FRANK

Nah, it's nothing a hot burrito
won't fix.

As he spins the car around, we CUT BACK TO:

71 INT. HEMO-SQUAD CAR -

Ozzy and Cipro get into the cruiser.

OSMOSIS

Let's head up to the hypothalamus.

(MORE)

OSMOSIS (cont'd)
If I can reprogram that computer
it might buy us some time.

CIPRO
Impossible.

OSMOSIS
What do you mean impossible?

CIPRO
We-Khan scrambles the hypothalamus
using a code he carries in his own
DNA. He's the only one who can
reverse the fever.

(beat)
We have to find him before he
escapes.

OSMOSIS
Wait. He just got here. Now, you
think he's leaving?

CIPRO
Think about it. Khan's not going
to kill the body while he's still
inside. He wouldn't be able to
infect others.

(beat)
This guy is on his way out. And
since he transmits airborne, there
are only two places he could be
leaving from.

OSMOSIS
The mouth or the nose.

CIPRO
Exactly.

Ozzy spins the car around.

OSMOSIS
Next stop the head.

As Ozzy's hand goes to the siren switch, Cipro gives
him a look.

OSMOSIS
Knock yourself out.

Cipro hits the switch and the trooper screams down
the vein.

72

INT. GIANT CRATER -

Subtitle: "CANKER SORE 1:49 PM"

It's a STEAMY PIT. Dozens of repugnant little bacteriums
are gathered in some kind of pagan celebration. We-Khan
calls stands in front of the assembly.

WE-KHAN

My brothers, for too many years we have been persecuted! Yes, persecuted by cells who thought they were better than us simply because they were born in this walking sewer. Well, I say enough! So what if our ancestors immigrated from rotting chicken or from potato salad that was left in the sun. Don't we still deserve our glory?!

The crowd testifies.

WE-KHAN

Haven't we earned our piece of the pie?!

They roar louder.

WE-KHAN

Now at last the day of reckoning is upon us. In a matter of hours, Frank's temperature will top one hundred and five degrees, killing him and all of his pathetic indigenous inhabitants. Then, once in the grave, you and your descendents shall be able to turn his corpse into the bacterial Xanadu you deserve!

The scum cheer maniacally. As Khan postures like Il Duce, we:

FLAME CUT TO:

EXTREME CLOSE UP - AN ELECTRONIC THERMOMETER -

It's hitting 99.5 and rising. Pull out to reveal:

73

THE MAYOR'S OFFICE -

An air raid siren whoops. The Mayor has his eyes glued to the display. Phones are ringing off the hook. Leah rushes in.

LEAH

Excuse me, sir, we are getting reports of extreme temperatures from every part of the body. Elderly brain cells are passing out.

MAYOR

We'll be fine. It's just a little heat wave.

LEAH
Are you sure you don't want to
call for flu symptoms?

MAYOR
We're probably just drinking some
hot coffee.

Leah gives him a look that says, "I hope you know what
you're doing," then exits. The Mayor falls back into his
chair. He's beginning to sweat.

74

INT. VEINS -

Ozzy and Cipro weave through the backed up traffic.

CIPRO
We should warn the others.

OSMOSIS
Good luck getting 'em to listen.

CIPRO
It's worth a try.

He picks up the radio.

INTER CUT WITH THE CHIEF IN HIS OFFICE -

He's stripped down to his undershirt and fans himself.

CIPRO (OVER RADIO)
This is special agent
Ciprobenzomethaphedrine.

CHIEF
What the hell?

CIPRO (OVER RADIO)
We have a Hong Kong flu threatening
full melt down. I repeat. Full
melt down. All ports of exit must
be secured, over.

Annoyed, the Chief spins around in his chair and types
the words "Hong Kong Flu" into his computer.

A PRINT OUT rolls -

Mugshots of We-Khan front and profile. Then two pictures
of his claw; NORMAL and EXTENDED. Beneath the photos are
a list of "PRIORS:"

Sarahtown - July '83 - DECEASED.
Tomville - September '89 - DECEASED.
Myradelphia - March '92 - DECEASED.

CHIEF

(reads)

Known to impersonate other
viruses... a master of
disguises... aliases include...

More pictures begin to roll. There's Khan as a hundred-tentacled squid, beneath it the word: "ANTHRAX" then him as a razor-toothed worm, "COW POCKS" and finally, a photo of a gaunt BAT-LIKE CREATURE.

CHIEF

Hepatitis.

75

OZZY AND CIPRO -

Are driving past the stomach. They hit a wall of stopped cells. We pull back to reveal a giant twisted knot of traffic like a backed up freeway cloverleaf.

OSMOSIS

Damn varicose veins.

CIPRO

It's clogged. We'll never make it
to the head in time.

Ozzy jumps out of the car..

OSMOSIS

C'mon, I know a short cut.

CIPRO

No. Please, not another short
cut.

He drags Cipro out of the car.

76

CHIEF'S OFFICE -

The chief jumps on the radio.

CHIEF

Osmosis? Cipro? Come in.

But no one's in the car to hear him.

The Chief grabs his coat and flies through the door. On his way, he hands the print out of We-Khan to an officer.

CHIEF

Get this to the mayor, now!

77

INT. STOMACH -

Ozzy leads Cipro down an alley behind a building. He peels a little flesh away revealing a huge elevator shaft-like cavern.

CIPRO
What's this?

OSMOSIS
Some call it the esophagus, but I
prefer, "Uptown express." -- C'mon.

Ozzy's about to jump in when a sizzling bubble of HOT GAS
laps by. Cipro looks down and winces.

POV - It's a bottomless pit of gurgling ACID.

CIPRO
Are you crazy. We can't go in
there. That's heart burn. We'll
be killed.

OSMOSIS
You got a better way?

Suddenly, there is a RUMBLE from deep in the pit.

78 INT. FRANK'S CAR (LIVE ACTION) -

Frank pushes the last of his BURRITO into his mouth. He
doesn't look so good.

WIFE
Here, honey, have some more
lemonade to wash it down.

As she hands him a can of Country Time, we CUT BACK TO:

79 THE BASEMENT -

Ozzy stands on the brink of the shaft. THE RUMBLE SWELLS
VIOLENTLY.

OSMOSIS
Surf's up!

With this, he leaps in.

Cipro rushes over to the edge to see where Ozzy's gone
only to be blown back by a huge FIREBALL geyser of REFLUX.

80 INT. ESOPHAGUS -

OZZY SURFS THE CREST OF FLAMES STRAIGHT UP THE PIPE.

81 BASEMENT -

Cipro has no choice. He DIVES into the fiery stomach
gasses after him.

82 INT. FRANK'S CAR (LIVE ACTION) -

Frank lets out a tremendous BELCH.

GLADYS

Please, dear, cover your mouth.

She fans the air.

83 INT. MOUTH - BACK OF THE TONGUE -

Giant pink taste buds the size of houses are everywhere.

Ozzy and Cipro fly through the air then tumble to the ground. Their clothes are singed by the hot burp. They wipe themselves off and look around.

OSMOSIS

Okay, I'll check here. You go up to the nose.

As Cipro sprints off, Ozzy starts to look around.

84 INT. ROOF OF THE MOUTH -

Khan waits anxiously for an ELEVATOR at the base of the UVULA. His bacterium escort, kneels and kisses his hand.

BACTERIUM

But, Master, if you leave what will I tell the others?

Khan is distracted. He pushes away the bacterium and gets in the lift. He presses the BOTTOM BUTTON, marked: "OBSERVATION DECK."

85 EXT. SURFACE OF THE TONGUE -

Ozzy breathlessly searches around the mountainous tastebuds. Khan is nowhere to be found.

86 INT. OBSERVATION DECK -

It's like the top of the Empire State Building with two areas, indoors and outdoors. Through the windows there's an incredible 360 degree view of the mouth. It spreads out like the Grand Canyon. From the distant mountain peaks of the teeth to the river of saliva below.

THE ELEVATOR DOORS OPEN. Khan looks around nervously, then rips out the control panel wires.

He crosses to the main observation deck where a pretty female TOUR GUIDE is talking to group of tourist cells. They look ragged from the heat.

GUIDE

Formed in ancient times, the uvula is one of our city's greatest natural treasures.

TOURIST

I thought they said there was a
place for iced-lattes up here?

As the tourists snap pictures, a deranged WE-KHAN BURSTS
IN ON THEM. Everyone screams.

87 EXT. SURFACE OF THE TONGUE -

Ozzy is frustrated. Khan could be anywhere. Then he
hears the commotion and looks up.

POV - THE UVULA.

It looms before him like Devil's Peak.

OSMOSIS

Of course.

(he picks up the
radio)

He's on the uvula... I'm going in.

88 INT. NOSTRIL -

Cipro is searching the tall forest of NOSE HAIRS when he
hears the call. He drops what he's doing and takes off.

89 ROOF OF THE MOUTH -

Ozzy races to the elevator and jabs at the buttons. The
"Out of Service" sign lights up. He looks down at his
digital watch. It flashes "101.4" then clicks "101.5"

Ozzy sees some TELEPHONE REPAIRMEN having lunch. They're
using a large spool of CABLE as a table.

90 EXT. OBSERVATION DECK - TERRACE -

Khan rushes onto the empty deck. He looks down over the
edge. The drop to the tongue must be five thousand feet.

ANGLE ON - THE CHIEF. He's crouched behind a barrel
watching as

We-Khan starts to wriggle and writhe bizarrely. Again,
his body changes. He grows to two times his size and
gruesome BAT WINGS sprout from his shoulders.

Suddenly, the chief charges. Khan looks up and sneers,
then, with a whip of his hand, smashes the Chief against
the wall. He falls down unconscious.

As Khan goes back to work on his wings, the Chief starts
to STIR. His hand creeps into his jacket and pulls out a
MEMBRANE SHOOTER.

CHIEF'S POV - Khan is in the CROSSHAIRS.

CHIEF

(stone cold)

Things are about to get sticky.

HE FIRES. The gummy net surrounds Khan. But it's only an instant before the monster rips it away like a spider web.

WE-KHAN

I hate to be interrupted twice.

Khan crushes the gun and pins down the Chief. As his middle finger morphs into the giant HOLLOW SPIKE, the Chief goes white. The spike is getting closer... closer...

Just as the Chief's about to be vacuumed out of his skin, OZZY SWINGS BY on a cable and SWIPES him from Khan's grip like a buccaneer.

Khan lunges at them but Ozzy kicks him away. Unfortunately, in the struggle Khan backs through a WALL destroying it.

DEBRIS from the wall cascades from the uvula down into the THROAT.

There is a muffled explosion like an earthquake. The whole body shakes.

91

INT. FRANK'S CAR (LIVE ACTION) -

Frank is CLEARING HIS THROAT. It sounds like phlegm over gravel.

GLADYS

Baby, you alright?

Frank doesn't look well but he tries to hold it back.

92

INT. MOUTH -

Ozzy and the comatose Chief swing to safety. They land on the steep, white tip of an INCISOR. Ozzy sets him down and slaps his cheeks.

OSMOSIS

Sir? Sir...?

The Chief's eyes open. He jumps back, frightened.

CHIEF

It's him!

OSMOSIS

Calm down. It's just me. Now, relax. I'll send someone for you.

He climbs back onto the cable..

CHIEF

No, Ozzy, you don't understand--

Before the chief can explain, Ozzy swings back into the mouth.

93

INT. MAYOR'S OFFICE -

The EKG display is going wild and the temperature is about to hit 103. Leah enters.

LEAH

Your honor, we have a crisis. The glands report swelling, the neck is stiffening, the stomach--

MAYOR

Tell them I'll petition city hall for some aspirin.

A white blood cell OFFICER rushes in.

OFFICER

Sorry, Sir, but that isn't gonna do it.

He passes them the print out on We-Khan. Leah drops it, stunned.

LEAH

My God.

OFFICER

Our only hope is to let Frank know what's going on in here. Maybe he can get some help from the outside.

He picks up the RED PHONE on the Mayor's desk.

OFFICER

You have to give the authorization code for flu symptoms.

MAYOR

This is madness. We can't get sick. We have a vacation planned.

The officer steps toward him.

MAYOR

Get away from me. I'm not doing anything wrong. This is about the city's best interest...

(starts to lose it)

I swear. I'm thinking about you here!

OFFICER

Sir, the launch codes?!

The Mayor is paralyzed. He doesn't know what to do. Finally, he points to the SAFE. Leah rushes to it and finds a CLASSIFIED FOLIO. She grabs the red-phone.

LEAH

Authorization code seven-two-niner-five. That's right.

(beat)

Every symptom in the book.

94 INT. FRANK'S CAR (LIVE ACTION) -

Suddenly, Frank breaks into a sweat. He's dazed. The car veers off the road. Gladys screams.

FRANK

(coughs hoarsely)

Hospital!

95 EXT. OBSERVATION DECK -

Ozzy drops down behind Khan with his gun drawn.

OSMOSIS

That was fun! Now, what do you say you take a look at a little computer problem I'm having?

WE-KHAN

(coolly)

I don't think you understand the situation, Officer Jones. Right now we are standing directly beneath the frontal lobe.

He points his spike finger toward the roof of the mouth.

WE-KHAN

All I have to do is pierce this tissue and Frank will die a very painful death.

OSMOSIS

You're not going to do that.

WE-KHAN

Oh no?

OSMOSIS

No. You wouldn't be happy living in a worm farm. You need to spread.

WE-KHAN

I guess you have to ask yourself...

(He wiggles his finger)

How sure are you?

Ozzy starts to sweat. After a tense moment he DROPS HIS GUN. Khan laughs.

WE-KHAN

I knew there was sentimental mush
beneath that hard-boiled cell wall
of yours.

Ozzy clenches his FIST behind his back. It starts to grow slowly. He needs to buy some time.

OSMOSIS

Just answer me one question. Why
are you doing this?

WE-KHAN

(isn't it obvious)
Because I'm a virus.

OSMOSIS

That doesn't mean you have to
kill.

WE-KHAN

Officer, not everyone has a safe
cozy human being to live in. Some
of us have to spend our days going
from organism to organism, looking
for a place to call home.

Slowly, Ozzy's fist grows to the size of a SLEDGE HAMMER.

OSMOSIS

Sorry to break it to you, but it's
time to start packing.

Ozzy SMASHES Khan across the face. Khan lunges at him. They fight hand to hand. It's intense kung fu action. Khan parries, Ozzy thrusts, Khan blocks, Ozzy kicks, Khan throws, Ozzy trips.

96

EXT. PITTSBURGH GENERAL HOSPITAL (LIVE ACTION) -

Frank is rolled into an EMERGENCY ROOM. His wife runs along side the stretcher. She's hysterical.

They hook him up to a digital temperature display. It reads "104.7."

DOCTOR

(barks to a nurse)
Get me an IV push and 400
milligrams mefoxin, stat!

97

OBSERVATION DECK -

The fighting continues. Finally, Khan catches one of Ozzy's swinging fists like a baseball.

WE-KHAN

Enough!

He pins Ozzy against a wall. There's a whirling sound. Ozzy looks down in terror. Khan's hand has morphed into a spinning DRILL BIT.

He stabs at Ozzy's nucleus but Ozzy dodges the blows. Unfortunately, he can only escape them for so long. There's nowhere to go.

WE-KHAN

You certainly put up more of a fight than your partner did.

(beat)

Oh, don't look so surprised. Of course it was me. You don't think I'd come into Frank without casing the joint first.

Tears of anger form in Ozzy's eyes.

WE-KHAN

By the way, thank you for all your assistance that day. Were it not for your cowardice, it might actually be me all dried and withered in that scab.

As Khan plunges his hand into Ozzy's center, Ozzy opens his abdomen like a donut hole.

OSMOSIS

Dry and wither in hell!

Khan's hand drills straight through Ozzy and sticks into the wall behind him. As he struggles to extricate himself, Ozzy ducks away and nabs a small STATUE OF THE UVULA from the SOUVENIR STAND.

Brandishing the statue like a dagger, Ozzy rushes Khan. But just as he's about to impale him, Khan frees his hand. He grabs Ozzy by the neck and squeezes. His nails dig into Ozzy's cell wall causing little leaks to spring.

OZZY'S POV - a COIN OPERATED TELESCOPE.

Ozzy stretches his leg until it reaches the telescope. Then, with his last bit of strength, Ozzy kicks. The telescope spins around on its base and SMACKS Khan upside the head. He falls to the ground, out cold.

As Ozzy turns his back and hobbles away, a dark shadow creeps over him. He stiffens.

Behind Ozzy, we see We-Khan has risen like the phoenix and now towers over him, spreading his gigantic pterodactyl WINGS.

As Ozzy turns around he's met with a brutal slap. He's sent flying across the deck. Khan leaps over and pins him down.

WE-KHAN

Good-bye Jones.

Khan LANCES his claw into Ozzy's side. IT'S A HIT. Ozzy screams as his fluids are sucked from under his skin. He starts to prune. Soon he's limp and impotent like an airless blow-up doll. It doesn't look good. When...

A HELICOPTER rises into frame. It's made of a saliva bubble and propelled by a spinning cilia hair. Suspended inside the bubble are CIPRO and a PILOT. Khan sees them but doesn't care, he just keeps on sucking.

98

INT. SPIT-COPTER -

CIPRO

Fly closer!

PILOT

I can't. The blades'll hit!

OZZY AND WE-KHAN -

Khan looks at the chopper then muses:

WE-KHAN

Uch, it always disgusted me the way everyone in this body worked together.

(he pauses)

Except you of course. Come to think of it, you were just like me. Deep down you only cared about yourself.

Cipro watches Ozzy struggle. He pounds his head with his hand. He has to think of something.

Then it hits him. He reaches into his utility belt and pulls out the POLLEN CRYSTAL he found in the sinuses.

OZZY -

is on his last leg. Just as he's about to expire, he makes eye contact with Cipro. Cipro holds up the crystal. Ozzy gets it.

OSMOSIS

Khan, you are wrong.

(he signals to
Cipro)

We're nothing alike.

Cipro takes his cue from Ozzy and throws the crystal up into the CHOPPERBLADES.

99

INT. EMERGENCY ROOM (LIVE ACTION) -

The temperature display hits "104.9"

DOCTOR

We need ice, people! He's pushing
the limit.

The doctor hesitates when he notices Frank's nose is
all RED.

NURSE

What's happening?

DOCTOR

(baffled)

It looks like he's about to sneeze.

100

MOUTH -

The chopper GRINDS the pollen crystal to a powder,
SCATTERING IT over the entire mouth and throat.

101

OBSERVATION DECK -

There's a violent rumble. A sneeze begins to swell.
Khan leaves Ozzy for dead and climbs onto the RAILING
As he expands his wings, he licks his finger and puts
it to the wind.

WE-KHAN

Ah, there's nothing like a good
tail wind to help one spread.

CLOSE UP - OZZY'S LIFELESS FOOT.. It moves.

Unseen by Khan, Ozzy reaches into his jacket and slyly
pulls out the HANDCUFFS he confiscated from Cipro. Just
as Khan is about to leap:

OSMOSIS

You're not spreadin' nothing
without this.

CLICK!

Khan looks down in horror. Ozzy has CUFFED HIS CLAW TO
THE RAILING.

The SNEEZE EXPLODES. Khan's out-stretched wings catch
the WIND and he's lifted off like a kite.

Ozzy covers his eyes. This isn't gonna be pretty.

The monster shrieks with pain as his CLAW is RIPPED
straight from his wrist.

Khan shoots out of the mouth in SLOW MOTION. Screaming, he spins into the bright void beyond Frank until he becomes nothing but a SPECK.

OZZY - hobbles over to Khan's DEAD CLAW. As he picks it up it morphs into a COMPUTER DISKETTE.

Clutching the disk, Ozzy collapses to the ground with exhaustion. An officer rushes over.

OFFICER

Jones? Jones?
(calls off screen)
Officer down!

Weakly, Ozzy passes him the disk.

OSMOSIS

(last breath)
Get this to the hypothalamus.

102 INT. EMERGENCY ROOM (LIVE ACTION) -

Frank convulse and coughs. The temperature display ticks down, "104.8, 104.7, 104.6." The doctor looks amazed.

DOCTOR

He's back.

Gladys throws herself onto her husband.

WIFE

Oh, Franky!

103 INT. MOUTH - BASE OF THE UVULA - LATER

A PARAMEDIC reinflates Ozzy with cytoplasm via an IV in his arm. Cipro approaches.

CIPRO

You okay?

Ozzy nods.

OSMOSIS

Where'd you learn that trick with the pollen?

CIPRO

(grins)
I picked it up on the streets.

A HEMO-TROOPER pulls up to the scene. Leah jumps out of the back seat. Their eyes meet.

Ozzy rips himself away from the paramedic and runs toward her. As they EMBRACE she whispers:

LEAH

I thought I was going to lose you.

OSMOSIS

Don't worry, darling. I'm back now. I'm back.

Even Cipro can't hold back a tear.

FADE TO BLACK.

Slowly, we fade up on a card:

"TWO WEEKS LATER"

104 EXT. THE BEST WESTERN MAUI PRINCESS - DAY (LIVE ACTION)

The hotel is circa 1964. I.e. lots of lava rocks and tiki statues. Tropical birds sing in the background.

105 INT. HOTEL BUFFET (LIVE ACTION) -

Frank and Gladys gorge themselves on a ravaged pig carcass. As they lean back satisfied, a group of waiters bring out a cake with candles.

WAITERS

Happy anniversary to you...
Happy anniversary to you...

106 INT. FRANK - TIME'S SQUARE -

Another luau is in progress. Cells are dancing in the streets. A BOYS 2 MEN-style a'capella group is crooning their own soul version of Happy Anniversary.

A mammoth video display monitor like the one in Time's Square is mounted on one of the buildings. The monitor shows Frank's EKG thumping to the beat. It's one huge party.

107 INT. MAYOR'S OFFICE WAITING ROOM -

Ozzy and Cipro wait somberly. There's an awkward moment between them. Neither knows what to say. Then, Ozzy breaks the silence.

OSMOSIS

So, I heard you got that professorship up in the thyroid gland. Congratulations.

CIPRO

Yeah, well they do have an excellent resistance department.

OSMOSIS

I'm really, really proud of you. That's great, buddy

Cipro nods, unenthusiastically.

CIPRO

Thanks.

MR. GLUTE, the Mayors bodyguard crosses in.

MR. GLUTE

The Mayor will see you now.

108

INT. MAYOR'S OFFICE -

The mayor is on his balcony with his back to us. He's overlooking the festivities in Time's Square. Beneath him the crowd chants, "Four more years, four more years..." Ozzy and Cipro enter. He keeps his back to them.

MAYOR

You know, you two are damn lucky things turned out this way.

Ozzy rolls his eyes.

OSMOSIS

Man, don't you ever lighten up?

MAYOR

I'll lighten up as soon as you answer one question.

The Mayor turns around to reveal he's THE CHIEF.

MAYOR/CHIEF

Can I count on you to keep us in shape for that big insurance exam next month?

OSMOSIS

I don't know.

(Ozzy looks at Cipro, then back at the Chief)

You'll have to talk to my new partner.

Cipro lights up.

OSMOSIS

That is if you have time in your busy lecture schedule?

Cipro throws up his arms.

CIPRO

Hey, no one ever talked a germ to death now did they?

On Ozzy's broad grin, we:

CUE THEME MUSIC (SPECIAL HAWAIIAN MIX)

109

EXT. BEACH (LIVE ACTION) -

Frank and Gladys watch the sun go down.

Orange, purple, scarlet and pink, framed by swaying palms and white sand.

Frank couldn't look happier. He has a straw hat on his head and a big tropical drink in his hand. As he peers at the sea, we:

PULL INTO his LEFT EYE, past the IRIS, through the PUPIL and all the way to

OZZY.

He's watching the very same sunset with Leah in his arms.

As both our happy couples gaze toward their futures, Isaac Hayes starts singing and we let the credits roll.

THE END