

THE PANOPTICON

by

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FADE IN:

INT. HOUSE -- DAY

WE'RE TIGHT on A MAN sitting at a small table. He STARES at a few clipped newspaper articles in his hands.

His name is DAVID ROHACEK. He's late 40's -- and by the way he's staring intently at those articles, we can tell he's a man on a mission. (We can't see the articles.)

His FINGERS TAP on the table. Hmm. Then -- decision made -- Rohacek lights a match and burns the clippings. He throws them into the sink -- SIZZLE -- the articles BURN to a crisp.

So. Who is this guy? And what are the articles about?

Ah. All will be revealed...

EXT. WAREHOUSE, DOWNTOWN LOS ANGELES -- DAY, LATER

HAND-HELD VIDEO FOOTAGE of downtown life. Workers in a hurry. Buses shriek.

The SHAKY FOOTAGE focuses on a windowless warehouse that sits behind a cyclone fence. HOMELESS SHELTER. FOOD AND BOARD.

A LONE GUARD stands in a security booth at its entrance.

Strange. A guarded homeless shelter? Maybe.

INT. EXPLORER -- CONTINUOUS

The man videotaping everything is Rohacek, parked across from the warehouse. He aims the camera at its entrance.

The shaky footage shows A FEW MEN guiding a dozen HOMELESS PEOPLE through the entrance.

Fuck. Rohacek looks with concern at the homeless men being herded inside -- when suddenly he hears:

OMINOUS SUNGLASSES MAN
Can I help you?

He turns to see OMINOUS MAN WITH DARK SUNGLASSES at his open window.

OMINOUS SUNGLASSES MAN (CONT'D)
That's private property. I'm going
to have to ask you for that tape.

Rohacek considers his options. Another Ominous Man In A Suit begins to approach from the warehouse's security booth -- and worse, the homeless group are almost at the warehouse entrance.

No time. Rohacek SWINGS the video camera and -- CRAACK! -- takes out three of Ominous Sunglasses Man's teeth. He dashes out of the car --

EXT. HOMELESS SHELTER WAREHOUSE -- CONTINUOUS

-- and races towards the warehouse, yelling at the homeless as they're herded inside.

ROHACEK

Stop! Don't go in! Stop!

The homeless group turn to him, confused. Rohacek scrambles up the cyclone fence.

ROHACEK (CONT'D)

It's not what you think! Don't go in!

Another Ominous Man opens the warehouse door and quickly ushers the homeless group towards the entrance.

ROHACEK (CONT'D)

Don't! Stop!

The homeless guys look at him. He looks worse off than them -- a crazy guy screaming at the top of his lungs as he's YANKED off the fence by the guard.

Rohacek struggles desperately -- a VIOLENT ELBOW into the guard's face momentarily frees him, but the other OMINOUS MEN reach up and DRAG him down onto the dirt.

Crunch! A knee sinks into his stomach. He crumbles, gasping -- and looks in despair as the homeless group disappear into the dark warehouse.

ROHACEK (CONT'D)

Noooo!

The metal doors SLAM tight, sealing them inside.

Thump! A gun butt collides with the back of Rohacek's head. He goes down, hard.

EXT. UNKNOWN FACILITY, DOWNTOWN -- DAY

A van pulls up outside the building on the other side of town. The back doors open, and Rohacek is carried inside on a gurney.

INT. LONG CORRIDOR, UNKNOWN FACILITY -- LATER

Rohacek is now in a blue patient's uniform, and he is being half-carried and half-dragged down the corridor by SADISTIC GUARD and OVERCOMPENSATING BODYBUILDER GUARD.

Patients in cells on either side of the corridor silently watch the spectacle. Their doors are reinforced Plexiglas; their rooms snow white and empty; their eyes scared and lonely.

They're not drooling psychos. They look like regular guys who've been thrown in here and shot up with thorazine.

Rohacek's eyes dart anxiously back and forth as he's dragged by. Poor fuckers. Poor me.

They haul him to a double door, a secure guard station at its entrance. A man in a white doctor's coat stands there, tall and silent, waiting with a clipboard. DR. PENZLER.

SADISTIC GUARD

Section 48. Hallucinations, paranoia.
Usual deal.

Rohacek looks up at the impassive Dr. Penzler.

ROHACEK

I know what you're doing.
(no answer)

I know what you are.
(no answer)

You think you're safe. You think
you've got me here, you think you
can keep me here, you think no one
else knows what's happening.

Rohacek glances through the Plexiglas double doors. Inside is A COMMON ROOM with patients milling about.

ROHACEK (CONT'D)

But you're not safe. There's others
like me. And we're going to stop
you.

Dr. Penzler gives a small gesture to Sadistic Guard -- a slight nod of the head, barely anything at all -- but judging by how quickly the guard responds, Dr. Penzler is clearly a man of great power and authority. *Take him inside.*

Overcompensating Guard SLIDES A KEYCARD -- the Plexiglas doors BUZZ OPEN. They HURL Rohacek inside, just another patient now.

He BANGS on the doors, stares at Dr. Penzler through the glass.

ROHACEK (CONT'D)
You hear me! We're going to stop
you!

And this is where you enter the picture...

INT. KITCHEN, BURKE'S APARTMENT -- DAY

BURKE
Owww!

That's you, gingerly pulling the burnt bagel from the toaster,
singeing your fingertips.

BURKE (CONT'D)
Shit! Shit that hurts!

You're PETER BURKE (30s), your hair's wet from the shower,
you're in your Calvins and an unbuttoned shirt, and you've
just created the worst toasted bagel in the history of toasted
bagels. And burnt your finger in the process.

Your apartment is bright and comfortable, but needs a little
work. Kind of like you.

Your girlfriend, LISA KRISTOFFER (30), steps out of the
bedroom. She's wearing executive gear, skirt, shirt, and she
looks fabulous. Especially compared to you, who's kind of a
wreck and ten minutes behind schedule.

BURKE (CONT'D)
I killed the bagel.

She looks at the sad, burnt thing -- takes a knife, quickly
scrapes off the burnt bits, smears jam on it and takes a bite.

LISA
Don't forget we have to go to Weird
Jenny's for dinner Friday night.

BURKE
This Friday? There's a Twilight
Zone marathon on the Sci-Fi network --

LISA
That's this Friday? Dear god, what
was I thinking?

BURKE
What do you think of this shirt?

LISA
I like it. A lot of straight guys
are wearing that lately.

You smile. Chick with an edge. Yin to your yang.

BURKE
You missed a bit.

She's got jam on her lip. You kiss the jam. And her lips.

LISA
How late are you?

BURKE
Very.

You kiss her neck. Smart move.

LISA
No neck. Come on, no neck.

She weakens, kisses you back.

LISA (CONT'D)
We should have done it in bed.

BURKE
No one does it in bed anymore. It's
very seventies.

Her hands wander over your body.

LISA
Don't you have to go?

BURKE
(shakes head no)
All they can do is fire me.

LISA
Good. Then you can get a job you
like.

You stumble against the kitchen table, fumbling with her
clothes.

LISA (CONT'D)
Okay. But no foreplay.

BURKE
Deal.

LISA
No hugging after.

BURKE
Promise.

LISA
And no seconds.

BURKE
My specialty.

You slide down onto the floor...

EXT. STREETS, SANTA MONICA -- DAY

The streets are busy. The sun is shining. You're in love and you just got laid: the world is good.

You fancy a latte. There's Starbucks, across the road...

INT. STARBUCKS -- DAY

You're head of the line. You like that in a line.

CASHIER
Okay. One iced latte. What's the name?

BURKE
Peter.

You fork over the cash and step back, watching the flurry of activity that goes into your latte -- when you hear from behind you:

MALE VOICE
Come with me.

You turn, startled. The voice belongs to STARBUCKS GUY. He's about 25, jeans, t-shirt, tousled hair, handsome, intense. He's too clean to be a crazy street person, but hey, maybe he's starting a trend.

STARBUCKS GUY
Everything's ready. Just like you wanted.

You stare at him. Freak.

BURKE
You must have me confused with someone else.

STARBUCKS GUY
It's started, Nick. There's no more time. You need to come with me.

The cashier calls out to the crowd:

CASHIER

Peter! Iced latte.

You take your cup, point to the handwritten PETER scrawled on it --

BURKE

Peter. Not Nick.

-- and you head for the door. But Starbucks Guy grabs you.

STARBUCKS GUY

You're the only one who can save us.

You wrench your arm free and take off, shaking your head.

At a safe distance, you throw a glance back inside. He's still looking at you. LA, freak city.

INT. MEDICAL SUPPLIES SHOWROOM -- DAY

Whirr. Click. Bang. Whirr. Click. Bang.

That's the sound of the motorized wheelchair as it climbs up the mocked-up mini-staircase in the showroom.

BURKE

It's a radical improvement in the quality of life for wheelchair-bound patients. It climbs up stairs, up and down curbs, moves across rocky terrain --

You're doing the good sell. The customers, MR. and MRS. ATKINSON, are a sweet couple in their 60's. Your boss, STANSFIELD, stands near-by, silently watching your style.

MRS. ATKINSON

And it's thirty thousand?

You nod, turn the wheelchair off.

The customers share a sad look. It's made somehow sadder by the depressing array of medical supplies around them: DAILY LIVING, BATH SAFETY, OSTOMY, RESPIRATORY, WHEELCHAIRS.

MR. ATKINSON

That's way above what we can afford.

BURKE

We offer good terms over five years.

MRS. ATKINSON
(to her husband)
This would be so good for Tom --

MR. ATKINSON
We just can't do it.

Look at them, sweet but exhausted. You've seen the type before. Parents of a terminally ill son.

BURKE
I could do a deal on the floor model for you. Half price.

MRS. ATKINSON
Half price? Really?

BURKE
Keep it to yourself.

Near-by, in Bath Safety, Stansfield has heard the whole thing. He's fuming.

BURKE (CONT'D)
Don't give up hope. They're trying a lot of new things for ALS -- gene therapy, reducing myostatin levels...

MRS. ATKINSON
(surprised you knew it)
Yes. They are. How do you know about that?

BURKE
I read a lot of science. Let me find the box for you --

You head back towards the sales cubicles and store room -- when Stansfield pulls you aside:

STANSFIELD
What do you think you're doing?

BURKE
Come on, Dan. You still make forty percent on the price point --

STANSFIELD
That's not your decision. That's my decision. Any discounts have to be approved by me --

BURKE

Their kid's got ALS, they'll be
selling it back to you in a few years.

STANSFIELD

One more time and you're done.
Understand? You can go back to
whatever shit job you had before you
had this shit job.

You stare at him. Go on. Tell him what you're thinking.
Tell him to shove it up his ass.

STANSFIELD (CONT'D)

Do you understand?

BURKE

Yes. I understand.

STANSFIELD

Good.

You folded. You ate shit. How's it taste?

He heads off to his office. The other two salesman, FAT GUY
PASSING TIME (37) and DIVORCEE TRYING TO MAKE ENDS MEET (42),
throw you simpatico glances.

DIVORCEE TRYING TO MAKE ENDS MEET

Fuck him.

FAT GUY PASSING TIME

Yeah. Fuck him.

You shake your head. The pathetic rantings of the oppressed
sales staff. How long until you join them?

INT. OFFICE CUBICLE, MEDICAL SUPPLIES SHOWROOM -- DAY, LATER

Paperwork in your tiny cubicle. Hell on earth. You've got a
computer, small desk, a chair and that's about it. AN
ASSISTANT sticks her head over the cubicle:

ASSISTANT

Someone here to see you.

BURKE

I'm not expecting anyone.

ASSISTANT

A Mr. Spector.

A moment later, MR. SPECTOR (40) approaches, dressed in a
suit and tie.

MR. SPECTOR
Peter Burke. I have a delivery for
you.

He's holding a package in brown wrapping paper and tied up
with red string.

MR. SPECTOR (CONT'D)
I believe you've been expecting this.

BURKE
I'm not expecting anything.

MR. SPECTOR
I was told you might say that.

He puts the package on your desk. You don't like the look of
this. Not one bit.

MR. SPECTOR (CONT'D)
You were hard to find. But
"delivery's guaranteed. Find anyone,
anywhere." That's my motto.

BURKE
Who's it from?

MR. SPECTOR
Confidential sir.

BURKE
I'm not accepting this. There's no
name, no address. How do you know
it's for me?

MR. SPECTOR
I don't deliver unless I'm absolutely
certain that all details are one
hundred percent accurate.

Mr. Spector bows slightly.

MR. SPECTOR (CONT'D)
It's for you. Delivery date was
today, and delivery is now complete.

He turns and heads for the door.

And you're left with the package sitting in front of you.
The lifers stick their heads over the cubicle walls:

FAT GUY PASSING TIME
A mystery package.

DIVORCEE TRYING TO MAKE ENDS MEET
Could be a secret admirer.

You shove the package to the end of your desk.

BURKE
He's got the wrong guy.

INT. OFFICE CUBICLE, MEDICAL SUPPLIES SHOWROOM -- NIGHT

Everyone's gone. The package still sits on your desk like a ticking bomb. You stare at it. But you don't open it.

EXT. 405 FREEWAY -- NIGHT

You're one of thousands driving home on the 405, twin headlights glittering like crocodile eyes above an asphalt river.

INT. EXPLORER -- CONTINUOUS

As you drive, the package sits on the seat beside you.

EXT. GARBAGE DUMP -- NIGHT

You pull up, take one last look at the package -- then grab it, and hurl the package over the fence and down into the festering piles of garbage. There. Gone.

EXT. CORRIDOR, CENTURY CITY HIGH-RISE -- NIGHT, LATER

You walk along the deserted corridor, cubicles and offices empty on either side. Occasional signs promote the company's brand: NEW HORIZONS INTERACTIVE.

Up ahead, there's a LONE LIGHT on at an ASSISTANT'S CUBICLE. CAROL (early 20's and highly stressed) sits at the desk, frustrated with her computer.

BURKE
Carol, get out of here. It's nearly eight.

CAROL
I'm almost done. She's still in a meeting. Should be out in a sec.

She gestures up ahead to a Conference Room where Lisa is going over some reports with HANDSOME SLEAZY COLLEAGUE.

You watch for a moment. Handsome Sleazy Colleague tries a flirty laugh and touch of the arm, but Lisa gives him the back off vibe. You smile, unconcerned. That's my girl.

Beside you, Carol's computer is making her nuts.

CAROL (CONT'D)

Shit! Every time I try to save, it freezes. I've been trying to fix it for three hours --

You lean down -- and in a flurry of key strokes, FIX the problem in about six seconds flat. No more freezing.

BURKE

There you go. You had to unlock the settings in the operating system --

Lisa comes out of the Conference Room, approaches the desk.

CAROL

Your man's a genius.

LISA

You're just finding out? I've known for years --

She lays a big, warm hello kiss on your lips. And GRABS your ass mid-embrace. Always a winning move.

BURKE

Special treat for working late.

You HOLD up -- a bag from IN-AND-OUT. She GLOWS with joy.

LISA

Genius.

INT. LISA'S OFFICE, CENTURY CITY HIGH-RISE -- LATER

Lisa chomps blissfully into her cheeseburger.

LISA

This is my dream night out.

You sit across her table, fries and burgers spread out in a fast-food feast, a cheap single candle stuck in a spare hamburger bun for ambience. That's how you roll. Romance on the fly.

You spot Sleazy Work Colleague wave good-bye through the glass walls.

LISA (CONT'D)

(as she waves)

Yes, good-bye Sleazy Work Colleague.

(MORE)

LISA (CONT'D)
 (to you)
 Did you see him trying to bad touch
 me?

BURKE
 (nodding)
 He is handsome though.

LISA
 Can't you get jealous like normal
 people?
 (off your look)
Yeah, he's handsome, they're all
handsome, every one of those slimy
 corporate jackals.
 (CHOMPS away)
 But none of them would bring me an
 In and Out cheeseburger animal style.
 That's why I love you.

She reaches in her drawer.

LISA (CONT'D)
 And that's why I've got you this.
 Don't be angry.

She PASSES you a form. "JOB APPLICATION, ASSISTANT --"

BURKE
 An entry-level job here? At your
 firm?

LISA
 It's a stepping stone.

BURKE
 I don't want to step anywhere, I
 don't want to climb ladders --

LISA
 How long have we been together? Two
 years? You can't be content being a
 salesman --

BURKE
Retail technician, thank you --

LISA
 You need a job that's going to use
 that genius brain of yours --

BURKE

My genius brain doesn't want stress.
I've had stress. It didn't suit me.
Bad things happen.

LISA

What about going back to engineering?

You feed her a French fry. Lovingly, with ketchup.

BURKE

I like our simple, ordinary life.

LISA

So do I.

She can sense you're distracted. That laser-beam focus on your French fries isn't fooling anyone.

LISA (CONT'D)

There's something you're not telling me. You're in your head again.

BURKE

I like being in my head. I find myself interesting.

LISA

Did something happen at work today?

Hmm. You mean like some guy turn up and claim he had a mysterious delivery for me?

BURKE

No.

You almost sold that. Almost. You pass her another French fry. Lovingly, with ketchup.

BURKE (CONT'D)

Do you remember the day we first met?

LISA

When I came onto you at the park?

BURKE

(nods)

Do you remember what you said?

LISA

Nice ass.

BURKE

And?

LISA

Something about your eyes.

BURKE

You said I had trustworthy eyes.

LISA

You do.

BURKE

Is there anything you could find out about me that would change that?

LISA

Are you trying to tell me something?

Like something to do with secretly throwing that mysterious package into a dumpster? Nah. No way. No way at all.

You shake your head no.

LISA (CONT'D)

Then you're safe.

(she kisses you)

Unless you're cheating on me, then I kill you.

INT. OFFICE CUBICLE, MEDICAL SUPPLIES SHOWROOM -- DAY

More paperwork. Your life is slipping away, document by document.

A face pops over the cubicle wall.

ASSISTANT

He's here again. Mr. Spector.

You're fucking kidding. You stand, move to the opening of the cubicle. Mr. Spector walks towards you, dressed in that suit, holding the dirt-stained package under his arm.

MR. SPECTOR

I was warned that you might not accept delivery. My instructions were to retrieve and return.

He places the box back on your desk. He brushes it slightly, removes a decayed apple rind.

BURKE

You followed me?

MR. SPECTOR

Don't be concerned, you won't be charged. The fee was all inclusive.

BURKE

I don't want anything to do with this. It's for someone else.

MR. SPECTOR

(smiles)

I'm only the delivery man.

He turns and leaves. You shake your head, put the package in a cabinet door and close it. Out of sight, out of mind.

INT. OFFICE CUBICLE -- DAY, LATER

Good try, but not good enough. The cabinet door didn't close fully.

You fill out sales figures, but your eye KEEPS GLANCING at the open cabinet and the glimpse of the package's red ribbon.

Anyone around? You stick your head over the cubicle. Only one customer in the showroom, some guy on crutches that Fat Guy's taking care of, Divorcee's busy at her cubicle and Stansfield's in his office. Coast's clear.

You go to the cabinet and bring out THE MYSTERY PACKAGE. You stare at the simple brown paper. The red string.

Fuck it. You open the knot, rip the paper, and open the lid...

Inside, stacked neatly among red tissue paper, are three smaller packages, each one wrapped and tied with a red ribbon, labelled OPEN FIRST, OPEN SECOND, and OPEN THIRD.

You take out OPEN FIRST -- undo the ribbon, rip it open, reach inside, and bring out...

A DVD

Hmm. You stare at it for a moment. Then -- click. You slide the DVD into your computer.

After a moment, an image appears on the screen. It's a face -- in close-up, pale, a buzz cut, sitting in some kind of bare room.

It's you.

Paler, thinner, slightly younger, but it's you. Peter Burke. And then, staring straight into the lens, you start to talk:

BURKE

(on computer screen)

It's November 6th, 2004. My name is
Nicolas Matheson. I'm sending this
tape to myself, to arrive on this
day in five years time.

You glance at the calendar. Delivery is right on time. And
by the way, didn't that guy in Starbucks call you Nick also?

BURKE (CONT'D)

(on computer screen)

I don't know where I'll be when I
get this. I don't know what kind of
shape I'll be in or where I am or
what I'll be thinking. All I know
is they're trying to brainwash me.

(looks around anxiously)

They're trying to make me think I'm
paranoid and delusional, and that
they're going to "cure" me. So I'm
sending this to myself in the future
in case they succeed, so I can remind
you -- myself -- of the truth, the
truth they're trying to get me to
deny: we are on the verge of the end
of humanity, and you are the only
one who can save us.

You watch the flickering screen, color drains from your face.

BURKE (CONT'D)

(on screen)

If you received this tape, if you're
watching it, it means they were
successful. They "cured" me. They
cured you. So now you won't want to
face what you have to do -- you
probably even tried to get rid of
the delivery -- but in your heart,
you know the truth. You know what
our true destiny is. You know what
will happen if you fail. Open the
other two boxes. You know what to
do. There's no time to waste.

You glance at the other two boxes, still wrapped and labelled
OPEN SECOND and OPEN THIRD.

BURKE (CONT'D)

(on screen)

And remember, they might've been
watching you over the years.

(MORE)

BURKE (CONT'D)

Trust no one. Especially not people
who've become close to you recently.

Suddenly, there's a noise from the doorway. Sweating, you
turn to see Fat Guy Passing Time and Divorcee Trying To Make
Ends Meet staring at you.

FAT GUY PASSING TIME

What's going on?

You jump for the computer's OFF button, but hit PAUSE by
accident, freezing the image on your desperate, pale face.

DIVORCEE TRYING TO MAKE ENDS MEET

That's you.

You find the OFF button. Thank fuck. The picture turns black.

DIVORCEE TRYING TO MAKE ENDS MEET (CONT'D)

You sent that to yourself?

FAT GUY PASSING TIME

And then you didn't accept your own
delivery?

DIVORCEE TRYING TO MAKE ENDS MEET

That was you, wasn't it?

FAT GUY PASSING TIME

He sure looked like you.

BURKE

It's complicated.

DIVORCEE TRYING TO MAKE ENDS MEET

You said your name was Nick.

FAT GUY PASSING TIME

You said you had to save the world.

DIVORCEE TRYING TO MAKE ENDS MEET

What's up with that?

FAT GUY PASSING TIME

What's in those?

She points to OPEN SECOND and OPEN THIRD. You throw them
back into the box -- when your phone RINGS.

BURKE

Hello?

MR. SPECTOR (O.S.)
It's me. Mr. Spector.

BURKE
Who?

MR. SPECTOR (O.S.)
The delivery man. I need to see you.

BURKE
You must be kidding.

MR. SPECTOR (O.S.)
Your delivery is creating excessive interest from other parties. It's becoming quite disturbing --

BURKE
Look, I don't know what this package is, I don't care what this package is, and I don't want to meet you or anyone else to talk about what the package is --

MR. SPECTOR (O.S.)
I'm at your apartment. I'll see you soon.

BURKE
What?

He HANGS up the phone. You turn in frustration -- to see not only Divorcee and Fat Guy Passing Time staring at you as if you've got three heads, but Stansfield's beside them too.

STANSFIELD
What is this, a support group for the worst sales team in history? There's customers out there.

BURKE
I need an hour off.

STANSFIELD
Very funny. Get out there and sell a wheelchair to a cripple.

You grab the computer with the dvd still in it, rip the cord out, and grab the rest of the mystery package.

STANSFIELD (CONT'D)
What are you doing?

You bustle past him, race past the customers, and bolt out of the showroom.

STANSFIELD (CONT'D)
Don't bother coming back! You're fired!

DIVORCEE TRYING TO MAKE ENDS MEET
I think he's got bigger problems.

EXT. CAR LOT -- CONTINUOUS

You rush out to the car lot and head straight to your car. Suddenly a voice calls out behind you:

STARBUCKS GUY
Hey! Nick!

You turn -- Starbucks Guy races across the street towards you!

STARBUCKS GUY (CONT'D)
Wait!

You pull out your keys -- he's getting close, hurry, hurry --

STARBUCKS GUY (CONT'D)
Wait! Nick!

You yank open the door, throw the stuff in, pile in --

INT. CAR -- CONTINUOUS

-- and stick the key in the ignition. Starbucks Guy tries to open the door, BANGS violently on the window.

STARBUCKS GUY
Nick! Listen to me! You can't keep running!

You hit the ignition and take off, leaving Starbucks Guy in the dust, watching you leave...

STARBUCKS GUY (CONT'D)
(quietly)
You know who you are.

EXT. FREEWAY -- DAY

You swerve through traffic on the freeway, one arm on the wheel, the other holding the cell phone:

BURKE
(into phone)
No, I tried her cell. Do you know
when she gets back?
(listens)
Fine, just ask her to call me. Thanks
Carol --

EXT. APARTMENT BUILDING, SANTA MONICA -- DAY

You pull up on the street outside your building.

Nothing seems out of the ordinary. No one suspicious lurking outside. Just a couple of kids playing with their bikes.

You walk through the gate, the package and laptop in a bag over your shoulder...

EXT. COURTYARD, APARTMENT BUILDING -- CONTINUOUS

Same here. All quiet. The gardener rakes leaves.

Your apartment is in one of those 1940's Hollywood style buildings. You walk past the skanky pool in the courtyard and up the exterior staircase that leads to your apartment on the second floor.

The door's closed. All seems normal.

Slide your key in. Open the door...

INT. APARTMENT -- CONTINUOUS

Disaster zone. The entire place has been ransacked. Tables upturned, cabinets emptied, plates broken.

You stick your head in the kitchen -- it's even worse here. Broken crap everywhere. Appliances, glasses, all smashed.

You turn towards the corridor that leads to the bedroom -- suddenly

A BLOODY BODY

slumps into your arms! It's Spector, barely conscious. You lower him to the ground.

His shirt is open and soaked with blood. You move it slightly to the side and reveal

TWO BIZARRE GAPING HOLES

in his stomach, each the size of a golf ball. His INNER ORGANS HAVE TURNED TO SLUDGE, and his entrails leak and ooze out of the holes like a liquid stew.

BURKE

What happened?

He tries to mouth something, but it's impossible to hear. He looks in shock at the horrific wounds in his stomach, his body trembling -- and then -- *holy shit* -- the delivery guy fucking dies in your arms.

And -- bang! -- there's a muffled noise from outside the front door. *There's someone there.*

You silently lower Spector's dead body to the bloodstained floor -- and look towards the back door, your escape route. Did you imagine the noise? Should you just fucking run?

THE FRONT DOOR

BURSTS off its hinges! THREE MEN pile in, each with a semi-automatic aimed at you, crouching in ready positions.

MEN WITH GUNS

FBI! Hands up! Up, up, up! Now!

You freeze. Spector's dead at your feet. His blood all over you.

BURKE

It's not what it looks like.

MAN WITH GUN

Put your hands in the air! Move away from the body!

The lead MAN WITH GUN gestures to his buddy:

MAN WITH GUN (CONT'D)

Look for the girl. We need her too.

He moves down the corridor, gun held high. *What the fuck's going on?*

BURKE

What? What do you need her for?

MAN WITH GUN

Move away from the body. Now.

Man With Gun takes Spector's pulse. Shakes his head. Dead. Shit. This looks bad. Very fucking bad.

BURKE

I found him like this. I didn't do it --

MAN WITH GUN

Just stay calm. No one wants to hurt you, Nick.

He said Nick.

Maybe they're feds, maybe not. You've got a split-second to make a decision.

And you do. You LEAP below the table towards the back door --
BLAM! BLAM! BLAM!!

A flurry of gunshots kick up tile as you scramble away, splintering wood and shattering glass.

You make it to the door, leap outside --

EXT. APARTMENT BALCONY -- CONTINUOUS

Bullets RIP through the drywall around you, showering you with wood chips.

Only one way to go. A two-story drop straight down into the bushes. BLAM! BLAM! BLAM!

Bullets ricochet off the railings. The men BOLT out the door, raise their guns, aim -- You LEAP!

EXT. APARTMENT BUILDING, SANTA MONICA -- CONTINUOUS

CRASH! Your fall is broken by the bush. You hobble to your feet, stay underneath the balcony so that the men above can't get a good shot at you.

You race around the side of the building, only to see ANOTHER "AGENT" standing casually beside your car. Shit.

Behind you THE OTHER THREE MEN race down the stairs towards you. You're cornered. No where to run.

And that's when the gardener DRIVES his truck out of the driveway and almost mows you down! He SCREECHES to a halt, blocking you from The Agent's view.

GARDENER

Que pasa? Tu estas loco --

BURKE

Sorry, sorry --

You PULL him from the truck, get inside and take off!

The three agents race towards their SUV's as you disappear around the corner.

INT. CONFERENCE ROOM, CENTURY CITY HIGH-RISE -- DAY

A serious group of businessmen sit around a conference table, watching Lisa give a presentation at the head of the room. Statistics and pie-charts flash behind her on a screen:

LISA
...the demographics are solid, the
advertising revenue is increasing
25% per year, and management is very
interested in a merger.

Behind her, through the glass walls, she doesn't see what we see -- you, racing out of the elevator in a bloodstained shirt.

INT. CORRIDOR, CENTURY CITY HIGH-RISE -- CONTINUOUS

You sprint towards her, bustling past stunned assistants.

CAROL
Peter! You can't go in there --

You race on, KNOCKING THE FILES on her desk to the floor...

INT. CONFERENCE ROOM, CENTURY CITY HIGH-RISE -- CONTINUOUS

Lisa continues her presentation, oblivious. Serious Business Guys stare in horror at the crazy man running towards them.

LISA
We could unify these various social
networking websites and create a new
major internet portal...

Crash! You slam your hand against the glass behind her, leaving a bloody print. Lisa turns, shocked.

BURKE
We gotta go! Come with me!

They all stare at you in horror.

BUSINESS GUY
(to Lisa)
Do you know this person?

You yank open the door. TWELVE DUDES IN SUITS stare at you.

LISA
What's wrong?

BURKE
Come with me. Please. There's no
time.

The Suit Dudes move away. This guy's postal. One of them
picks up a phone:

SUIT DUDE
Security to the conference room.
Now.

Lisa glares. What's going on?

BURKE
I need you.

That's enough for her. She drops her notes, takes your hand
and races outside --

INT. CORRIDOR, CENTURY CITY HIGH-RISE -- CONTINUOUS

You lead her back through the stunned office-workers. They
quickly scatter: blood-smearred crazy person coming through...

EXT. STREET -- MOMENTS LATER

You race out and hustle Lisa towards the gardener's truck
parked a few feet from the entrance.

LISA
Peter -- what is it? -- what's going
on?
(looks at the truck)
Isn't this Octavio's?

BURKE
Please. Get in.

LISA
Why can't you just tell me what's
going on?

BURKE
We're both in danger. Someone killed
the delivery guy in our kitchen and
now they're after us --

LISA
(incredulous)
Someone killed the what in our
kitchen?

Before you can even begin to answer, the THREE SUV's pull up on the other side of the road. The men from your apartment PILE out, guns raised.

MAN WITH GUN

Don't move!

Lisa GASPS. You SHOVE her into the truck and race towards the driver's side. BLAM! BLAM! BLAM!

Bullets SHATTER the car panels. Lisa ducks, glass flying. These guys aren't fucking around.

You get in the truck, gun the engine -- but there are two men in the middle of the road in front of you, guns aimed straight at you -- and they're not moving.

BURKE

Duck!!

Lisa lies low as you floor it straight at them. They SHOOT -- but you stay the course -- a split-second before you flatten them, they leap away just in time.

BLAM! BLAM!

They take out your back tires as you pass. The truck SWERVES violently, straight into an oncoming Cadillac! CRAAAASH!

The truck ROLLS onto its back, skids to a stop.

Dazed, you reach for Lisa. She's okay, upside-down, still buckled in.

You drag yourself out of the battered car. Unbuckle Lisa and pull her out the smashed window.

But as you stagger out, you see the men swarming towards the car, guns held high.

BURKE (CONT'D)

Wait! Don't shoot!

But BLAM! -- ONE OF THE GUYS takes a shot at you, dirt ERUPTING near your leg.

It's over. Lisa takes your arm. They're going to take you down.

The men move forward, guns raised, ABOUT TO SHOOT -- when

A VAN

suddenly screeches up beside you. The back doors swing OPEN, and

STARBUCKS GUY

leans out and lobs a small grenade towards the approaching men! KA-BOOM!

The grenade EXPLODES, sending clouds of smoke and debris through the street, the men scattering for cover.

Starbucks Guy LOBS another concussion grenade -- KA-BOOM!
The LEAD SUV RISES into the air in a fiery inferno.

Next to you, the driver's window of the van slides down revealing a familiar face:

ROHACEK

Hi Nick. How've you been?

Again with the "Nick". You stare at Rohacek. (Remember? The guy from the opening scene.)

ROHACEK (CONT'D)

Get in.

LISA

(to you)

Who are these people?

Blam! Blam! No time to talk. The men take shots at you through the thick smoke, ripping holes in the up-turned car.

You grab Lisa and pile into the back of the van -- but Starbucks Guy HOLDS Lisa off.

STARBUCKS GUY

Not her. Just you.

BLAM! BLAM! The shots get closer.

BURKE

I'm not going without her.

Starbucks Guy takes in the oncoming men emerging out of the thick smoke, guns FIRING -- and he yanks her in as well and closes the van doors.

Screech! The van takes off. It speeds around the corner, leaving behind a mass of twisted metal and glass.

INT/EXT. VAN -- CONTINUOUS

The van SWERVES violently as Rohacek steers through the crowded streets. Starbucks Guy LEANS out the back window, FIRES an AK-47 at the SUV's giving chase.

SMAAASH! Bullets SHATTER the back windows as the SUV's TRADE SHOTS. You scream at the guy driving:

BURKE
Rohacek! You're gonna get us killed!

LISA
You know this guy?

Rohacek turns back as he races through the streets.

ROHACEK
You haven't told her?

LISA
Told me what?

ROHACEK
You haven't told her who you are?

BURKE
Don't listen to him --

STARBUCKS GUY
You think he sells wheelchairs? You think that's who he is?

LISA
How do you know these people?

SCREECH! Cars COLLIDE violently, trying IN VAIN to steer out of the van's way as it CAREENS onto a FREEWAY OVERPASS.

You LEAN forward, GRAB Starbucks Guy:

BURKE
You killed him, didn't you? The delivery guy --

STARBUCKS GUY
I didn't kill anyone. They did it. His stomach was human stew, right? You know that's how they roll --

He TAKES another SHOT through the broken window at the SUV's giving chase! BLAM-BLAM!

STARBUCKS GUY (CONT'D)
Get with the program. They were
coming for you. It's all real.
It's all happening. Just like we
thought.

Lisa GRABS you:

LISA
WHO ARE THESE PEOPLE?

BURKE
We met in a...psychiatric facility.

SCREEECH! Rubber burns as the van swerves, the SUV's chasing.

LISA
An asylum? You were in an asylum?

BURKE
We didn't call it that --

LISA
You're telling me I've been living
for two years with a mental patient?

BURKE
Was. Was a mental patient. I'm
rehabilitated.

LISA
Oh my god.

BLAM! BLAM! Bullets TEAR into the van's doors.

LISA (CONT'D)
And these two are also nutcases?

STARBUCKS GUY
Hey lady, back off on the labels,
will you? I don't put you in a box.

Blam! Starbucks Guy UNLOADS the AK-47 out the back window at
the SUV's. Blam! CLICK! Out of ammo!

Screech! The SUV's swerve and HIT the van, trying to knock
it off the overpass.

Rohacek accelerates, SWERVES back -- and KNOCKS the SUV
straight into an oncoming truck! Cruuunch!

One SUV left. It approaches fast -- and out of the window, a
man leans forward with an RPG launcher.

STARBUCKS GUY (CONT'D)

Nick! In there.

He points to a chest beside you. But you can't stop staring at the CARNAGE outside.

BOOM! An RPG EXPLODES just in front of the car, sending asphalt and gravel CASCADING into the windshield. Rohacek swerves around the fiery crater.

STARBUCKS GUY (CONT'D)

Nick!

You spring into action, open the chest -- it's jam-packed full of weapons, ammo and grenades. Holy shit.

STARBUCKS GUY (CONT'D)

Grenade.

You grab the grenade, pass it to Starbucks Guy -- he leans out the broken window, HURLS the grenade at the last SUV just as the guy with the RPG is about to take his second shot --

KA-BOOOM! The SUV BLOWS to pieces, its burnt wreck SOMERSAULTING down the road behind you.

That's the last of them. For the moment. The van disappears off AN EXIT and accelerates away.

INSIDE THE VAN, an EERIE MOMENT OF SILENCE as the chaos settles. Lisa wipes glass and dust off her face, GLARING DAGGERS at you. Starbucks Guy checks his chest of weapons. Rohacek turns back to you from the driver's seat:

ROHACEK

Good to see you again, Nick.

INT. APARTMENT, SANTA MONICA -- DAY

WE'RE TIGHT ON MR. SPECTOR'S CORPSE as it's carefully lowered and placed in a body bag.

A FIGURE looms over the bag before they zip it. It's the other man from the opening: Dr. Penzler, the man who greeted Rohacek in the facility. He stares at Spector's corpse.

Beside him there's a MAN IN A SUIT. A long scar RUNS along his cheek. He lowers his blackberry from his ear:

SCARRED MAN

He escaped.

Dr. Penzler nods. Zzzzip. Scarred Man CLOSES the body bag over Mr. Spector's pale face.

EXT. APARTMENT BUILDING, SANTA MONICA -- CONTINUOUS

Two Agents flank a couple of familiar faces standing by an SUV outside -- Fat Guy Passing Time and Divorcee Trying To Make Ends Meet. They stand nervously as Penzler approaches.

AGENT

These are Mr. Burke's co-workers.

DR. PENZLER

I understand you saw the package that was delivered to him.

FAT GUY PASSING TIME

We saw the DVD.

DIVORCEE TRYING TO MAKE ENDS MEET

He made it himself.

FAT GUY PASSING TIME

He said he was going to save the world.

DIVORCEE TRYING TO MAKE ENDS MEET

What's going on?

DR. PENZLER

Did you see the other contents of the package?

FAT GUY PASSING TIME

(shaking head no)

He took it with him.

DIVORCEE TRYING TO MAKE ENDS MEET

Is he going to be okay?

DR. PENZLER

Mr. Burke is a very disturbed person. We're trying to save him from himself before something terrible happens.

He gestures to the agent with them.

DR. PENZLER (CONT'D)

Thank you for your help. I insist my men give you a lift home.

The agent opens his car door for them. For a moment, Fat Guy Passing Time hesitates -- he looks anxiously at the body bag that contains Mr. Spector as it's placed in a van near-by.

FAT GUY PASSING TIME

Where's the ambulance?

SCARRED MAN
We're taking care of everything.

AGENT
(gestures to car)
Let's get you home.

They hesitantly get inside the car and disappear behind the tinted windows.

Dr. Penzler walks away. Behind him, the car doesn't move. They could be dead inside there. Just like that.

Or maybe not.

EXT. DESERT -- DAY

Somewhere well outside Los Angeles, the van swelters across a lonely dirt road in the desert.

INT. VAN -- DAY

The van shakes. Starbucks Guy sits opposite you, the gun resting in his lap.

Lisa leans across to you. A slow burn waiting to explode.

LISA
Are you going to tell me what's going on here? --

STARBUCKS GUY
(interrupting)
Hey. You better pay the man respect.
(to you)
Tell her who you are. Go on.

You'd rather not, thanks very much. Not right now.

ROHACEK
He's not a wheelchair salesman.
That's not who he is. That's what he does to conceal who he is. He's a genius.

STARBUCKS GUY
A scientist.

ROHACEK
A geneticist.

STARBUCKS GUY
The world's greatest geneticist.

ROHACEK

He was a prodigy. Harvard, Ph.D. at 23. Invented the transvector at 24.

LISA

The what?

ROHACEK

The transvector. A bioengineering device that instantaneously --

LISA

You can't even toast a bagel.

BURKE

(under your breath)

Can we talk about this later?

LISA

Yeah, I'll come visit you in the nuthouse and we'll all workshop this, how's that?

STARBUCKS GUY

Hey. What did I say about the labels, you fucking bitch --

BURKE

(lunging at him)

Back off --

ROHACEK

Everyone just calm down!

STARBUCKS GUY

(to Rohacek)

I told you we shouldn't have brought the chick!

She YANKS OPEN the door -- gutsy, at 45 mph -- and tries to leap out. You PULL her back in. She struggles, lipstick, keys and wallet flying out of her jacket --

LISA

Get off me!

She KICKS Starbucks Guy into Rohacek! Screech! The van swerves to the side of the road. Lisa hauls ass out of the back door...

EXT. DESERT -- CONTINUOUS

She does a Marion Jones, arms and legs pumping -- Blam! A gunshot KICKS up sand by her feet. She stops dead. Turns.

STARBUCKS GUY
Get back in the van.

He's by the door, gun aimed at her heart.

LISA
I won't say anything. Just let me
go --

STARBUCKS GUY
Can't risk it. Get back in, pumpkin.

She moves to the van. You reach to help her in -- BUT SHE
PUSHES your hands away:

LISA
Don't touch me!

-- and steps back into the van.

INT. VAN -- DAY

Starbucks Guy drives now, Rohacek riding shotgun.

Your feet and hands are tied to the chair. So are Lisa's.
You try to lean close to her:

BURKE
Can I explain? Please.
(she ignores you)
Could you just --

LISA
(interrupting)
How could you not tell me all this?

BURKE
I told you I had a complicated past.
I told you I didn't deal with stress --

LISA
You said you popped a few Klonopin.
Who doesn't pop a few Klonopin? I
chew on 'em like M and M's before a
presentation --

BURKE
My problems were a little deeper.
(off her look)
I had hallucinations. Paranoia.
Delusions.

LISA

Delusions? Exactly what are we talking here? Did you think you were Napoleon? Did you hear voices? Were the black helicopters following you? How crazy were you?

BURKE

Crazy enough to think I wasn't crazy.

She SHAKES her head in frustration, trying to process this.

LISA

So I take it you were never an engineer.

BURKE

(shaking head no)

I was a research scientist.

(pause)

There's something else too. I told you I was engaged.

LISA

Yeah. Vicki. You said it didn't work out.

BURKE

There's more to it. She was a scientist too...

INT. LABORATORY -- DAY (FLASHBACK)

Dressed in a white lab coat, you walk through the sleek, high-tech lab, passing centrifuges, bioreactors and incubators: the essential tools of the genetic engineer.

BURKE (V.O.)

We worked together at USAMRID, the major biodefense laboratory in the US.

You move through a secure glass partition and into the BIOCONTAINMENT AREA -- where VICKI WADE works at a long row of Plexiglas cages full of rats on one side and rabbits on the other.

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

My job was to imagine the worst bioplague a terrorist could manufacture so that I could create the vaccine to protect us against it. To help me, I invented the transvector...

You prepare a small metallic device the size of a paperback: it has two INPUT areas, one OUTPUT, and a digital read-out.

BURKE (V.O.) (CONT'D)
...the first device that could
immediately target a plague to destroy
whichever species you desired. It
required two elements...

Using a vacuum test-tube, you add a plague sample into one of the inputs. The read-out analyzes it: YERSINIA PESTIS. AMPLIFIED BACTERIAL PLAGUE.

BURKE (V.O.) (CONT'D)
The first was the bioweapon. I used
an amplified strain of Yersinia
Pestis, the black plague that wiped
out two-thirds of Europe in the Middle
Ages -- its effectiveness multiplied
thousands of times.

Vicki extracts blood from an unconscious rat with a syringe.

BURKE (V.O.) (CONT'D)
The second element was a DNA sample
for the target species. For my
trial, I inputted a sample of rat
DNA.

She places a sample of the rat blood on a small tray in the second INPUT. The read-out analyzes the DNA, thousands of genome sequences scrolling by.

BURKE (V.O.) (CONT'D)
The transvector genetically combined
the two elements so that the plague
was now only targeted to kill rats.

After a moment it reads: GENE SEQUENCE FINALIZED. PLAGUE TARGET SPECIFIED.

BURKE (V.O.) (CONT'D)
It would be harmless to any other
species.

You place the transvector in a sealed vacuum door inside the rat cages, and press the trigger to ACTIVATE. There's a WHOOSH as a single drop of the plague is released into the cages.

The horrible effects take place within seconds. The rats jerk slightly; BLOOD LEAKS from their mouths, eyes and ears; they ROCK SIDE-TO-SIDE, their bodies SHAKE as if a series of small detonations erupt inside their bodies; scattered BURSTS of blood and fur and skin SHOOT onto the glass walls. SPLAT!

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

The transvector was a massive success.

Within seconds, the entire rat population lies dead. The rabbits, utterly unaffected, stare curiously at the dead rats around them.

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

If I had engineered human DNA into the plague, one drop would take out the entire west coast. One test-tube would wipe out all humanity.

LISA (V.O.)

How is that a success?

BURKE (V.O.)

If I could create it, it was only a matter of time until a terrorist did. This way I had a headstart. I kept its design secret, and I started work on a vaccine to protect us.

Your eyes FOCUS INTENTLY on the dead rat corpses. Perhaps a little too intently. And are your hands starting to SHAKE?

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

But the responsibility -- the stress -- it was too much. I started deteriorating. Mentally. And that's when I found it. The anomaly...

CUT TO:

MICROSCOPIC BLOOD CELLS swim in a petri dish. We're now

INT. LABORATORY -- DAY

and you're not happy with what you're seeing in the microscope.

BURKE

Where did this come from?

VICKI

It's regular donated plasma.

BURKE

This isn't human plasma. See? There's some kind of genetic anomaly. Look at the nucleus structure.

VICKI

Are you sure? I can't see it.

You STARE AGAIN into the microscope -- then type at your computer.

BURKE (V.O.)

But I knew what I'd seen. What I'd thought I'd seen. This was my area of expertise. I emailed the CDC to issue a national alert. The public blood supply had been compromised.

INT. BIOCONTAINMENT AREA -- NEXT DAY

BURKE (V.O.)

But next day there was no response.

You scan your emails on a computer. Beside you, Vicki works A SERIES OF BUNSEN BURNERS, heating various liquids.

You take a glass from a near-by specimen fridge and chug it.

VICKI

I don't know how you can start every day with iced chocolate.

You SWALLOW the last drop, still unhappily scrolling emails:

BURKE

I'm going to send the CDC another email. They should've responded by now --

But before you can, you see -- through the Plexiglas partition -- TWO MEN enter the lab. They approach solemnly, flash an ID through the Plexiglas.

FED AGENT

Dr. Matheson. We're federal agents. Your security clearance is being revoked. We need to collect your research, seed samples, plague lines and the transvector prototype.

BURKE

You're not collecting anything. You can't just revoke my clearance --

The other Fed Agent punches in a code on a glass door that separates the lab from the biocontainment area -- where you, Vicki, the plague samples and the transvector are.

BURKE (CONT'D)

You have no right to come in here --

The code is DENIED. You've re-programmed it.

FED AGENT
Open the door sir.

BURKE
You're not federal agents, are you?
(they don't answer)
This is about the anomaly, isn't it?

The Fed Agent takes out his gun.

FED AGENT
Open the door. Now.

There's a LARGE VAT beside your console marked ETHANOL. As you PUNCH in the code to open the door, you quietly lean down and OPEN THE VALVE and REMOVE the SAFETY DRIP TRAY.

Thick liquid SLUDGES towards the array of lit Bunsen Burners.

FED AGENT (CONT'D)
Open it.

You FINISH PUNCHING in the code on the console -- and MAKE SURE Vicki's seen the HIGHLY FLAMMABLE ETHANOL streaming towards the bunsen flames --

She gives you a slight NOD -- she's seen it -- BZZT! -- the doors OPEN and you step through.

But just as Vicki steps out first, the Feds ROUGHLY GRAB her --

BURKE
Hey!

You turn on them, grapple to release her -- but VICKI gets SHOVED BACK through the doors and INTO the biocontainment area! She glances at the FLAMMABLE LIQUID, INCHES FROM the Bunsen flame -- and desperately grabs the door. Locked.

BURKE (CONT'D)
Let me up! --

You try to get to the security panel, but the Feds hold you down. WHOOOSH!

BURKE (CONT'D)
Nooo! --

The ethanol reaches the bunsen and catches alight! FLAMES SNAKE BACK to the vat and EXPLODE, setting the entire biocontainment aflame. Plasma supplies, seed samples, the transvector -- all of it becomes a fiery inferno.

VICKI

looks at you in horror. Within seconds, her hair and skin are alight. Her FLESH MELTS as the flames consume her.

You open your mouth in a silent scream, struggling madly as The Feds hold you down, Vicki burning alive in front of you.

EXT. ASYLUM -- DAY

The facility is an old military installation downtown. Barred windows. Grim and foreboding.

INT. CELL, ASYLUM -- DAY

You WAKE UP curled on the bottom of a bunkbed. Look around groggily -- white walls, white everything. *Where am I?* You turn to your left and --

VICKI

reaches for you, her face burnt beyond recognition, eyelashes, lips, skin, hair all burnt off --

INT. CELL, ASYLUM -- DAY

Startled, you WAKE and rise out of bed, SCREAMING. Your cellmate REACHES down to you from the top of the bunkbed:

CARD-TWIRLING CELLMATE

Wake up! Wake up!

(you calm down)

No point screaming. The cell's soundproof and airtight.

CARD-TWIRLING CELLMATE slides a playing card, the Ace of spades, between his fingers, up and down, like a magician.

BURKE

Where am I?

INT. TREATMENT ROOM, ASYLUM -- DAY

DR. PENZLER

You're in a psychiatric facility downtown. You've had a breakdown. I'm Dr. Penzler.

Sadistic Guard stands sentry at the door. You're on the bed in restraints. Face pale, eyes lifeless.

Dr. Penzler sits opposite, clipboard in hand.

BURKE

You're one of them, aren't you?

DR. PENZLER

One of who?

BURKE

You sent them to my lab. You had them kill Vicki --

DR. PENZLER

I didn't do anything. "They" were federal agents responding to a false national alert that you issued, claiming the blood supply was being polluted by "dangerous anomalies of unknown, non-human origin."

BURKE

There was an anomaly. I saw it.

DR. PENZLER

(shakes head no)

You went off your medication. You were having a severe paranoid episode.

(consults chart)

Apparently, not the first time. This has been an issue for you, on and off, since childhood, hasn't it?

You stare at him through heavy-lidded eyes.

DR. PENZLER (CONT'D)

The government can't have you working in sensitive classified areas when you're hallucinating about genetic anomalies. They had to close you down.

BURKE

I want to speak to a lawyer. I want to get out of here.

DR. PENZLER

You're Section 48. You'll stay until I decide you're no longer a danger to yourself or others.

(puts his hand on your shoulder)

Don't worry. I won't abandon you.

He inserts a needle into your vein, pushes down on the syringe.

DR. PENZLER (CONT'D)

I'll show you the world's not as complicated as you think.

You sink into unconsciousness.

INT. COMMON ROOM, ASYLUM -- DAY

A few other patients mill about. You sit by a barred window, staring at a television nature documentary: it shows a spider attacking a fly trapped in its web.

NATURE DOC NARRATOR
 ...spiders use their chelicerae --
 sharp appendages just above their
 mouths -- to paralyze their victim,
 then spray a digestive enzyme to
 liquify its organs before sucking
 the stew into its mouth.

There's a racket at the entrance. You turn to see A MAN being thrown into the common room.

He scrambles to his feet, yells at Dr. Penzler on the other side of the door:

ROHACEK
 You hear me! We're going to stop
 you!

Remember this? It's the opening scene of the movie. ROHACEK turns away from the doors, surveys the common room.

BURKE (V.O.)
 That was the first time I saw him.
 Rohacek.

His eyes lock with yours. You look away nervously, focus on the picture of a cocoon on that tv documentary.

NATURE DOC NARRATOR
 An amazing transformation occurs as
 a butterfly emerges from the cocoon...

Rohacek moves in front of the tv, obscuring your view.

ROHACEK
 I know you. You're Dr. Nicolas
 Matheson. The geneticist.

He pulls up a chair beside you.

ROHACEK (CONT'D)
 I'm David Rohacek. I'm a scientist
 too. I read your piece on RNA
 replication in The Journal of Genetic
 Engineering.

BURKE
You've read me?

ROHACEK
(nods)
Activated ribonucleotides to speed
up non-enzymatic replication -- that
was groundbreaking work.
(leans closer)
I'm a virologist. I work with the
CDC, tracking emerging retroviruses.
(leans in even closer)
I saw something too. They're trying
to silence me, just like you...

You look up through bleary eyes. A friend. Thank god.

BURKE (V.O.)
I told him about the anomaly...

A SERIES OF DISSOLVES as you tell Rohacek your story. He
listens intently, nodding.

BURKE (V.O.) (CONT'D)
...I told him about Vicki. The
transvector. Everything. And for
the first time, someone made sense
of it all for me.

THE DISSOLVES END -- and you lean back, exhausted after telling
the story. But Rohacek's not exhausted. He's energized:

ROHACEK
You're not crazy. That was an
anomaly. I found the exact same
thing.

BURKE
What?

ROHACEK
Non-human DNA samples in the public
blood supply evidenced by structural
anomalies in the nucleus. I found
thousands from all over the country,
so that means there's thousands of
them all over the country.

BURKE
Thousands of what?

ROHACEK

(leans closer)

Aliens. They're systematically infiltrating every aspect of society, waiting until they have enough numbers to take over. You think this is a psychiatric facility? This is an alien observation facility -- a Panopticon.

He gestures towards the mirrors on the wall.

QUICK CUT TO: in an observation room next door, Dr. Penzler watches them through the two-way mirror, their voices echoing through a speaker on the wall:

ROHACEK (O.S.) (CONT'D)

They're studying us. Watching. Learning. All the time.

CUT BACK TO THE COMMON ROOM:

where Burke sits with Rohacek.

ROHACEK (CONT'D)

I reported the anomalies just like you. They shut me down, took my research -- but not before I found out what they were doing...

EXT. DOWNTOWN -- NIGHT

ROHACEK (V.O.)

I followed one of the "men" who had donated blood with the anomaly...

Rohacek follows a man who looks totally normal -- JOE NORMAL -- across town.

EXT. DOWNTOWN -- NIGHT

Joe Normal turns a corner, walks towards a warehouse up ahead -- HOMELESS SHELTER -- we recognize it as the warehouse from the opening.

Rohacek follows, takes the corner -- when JOE NORMAL steps out from behind a dumpster and GRABS him! He opens his mouth wide: sharp appendages SLITHER out of his mouth, and plunge into Rohacek's neck. SLIIIT! Just like a spider's chelicerae.

Rohacek COLLAPSES to the ground, paralyzed. Joe Normal throws him over his shoulder and carries him inside.

INT. WAREHOUSE -- NIGHT

Rohacek wakes up.

He's in a huge open area shrouded in shadows. But all around him, he can see

ROWS AND ROWS OF BODIES

-- not dead bodies, but hundreds of homeless adults, all unable to move, their shirts RIPPED OPEN to reveal their bare stomachs.

A BURST OF LIGHT invades the room as a door opens and

TEN ADULTS

enter in formation. Each goes to the head of a row.

Rohacek recognizes one of the adults as Joe Normal. *That means the others with him must all be aliens too.*

JOE NORMAL

KNEELS beside a homeless man in the first row, and OPENS his mouth wide -- wider -- impossibly, inhumanly WIDE, like a snake with a dislocatable jaw.

His stomach CONVULSES, as if he's trying to bring something up -- and then, as his jaw widens a last time, out slides

A SLIME-SMEARED EGG SAC

that -- PLOP! -- lands right on the homeless man's stomach.

Joe Normal SPEWS another few sacs out of his distended mouth onto the homeless man's stomach, then moves onto the other humans in the row.

THE OTHER ALIENS

do the same, stretching their dislocatable jaws, DROPPING multiple egg sacs on the paralyzed humans.

JOE NORMAL

comes to Rohacek. The sac slides out of his mouth and onto his stomach. Plop! Paralyzed, he can only watch in horror.

The men -- or whatever they are -- leave in unison, LOCKING the heavy double doors behind them. THUD!

ROHACEK manages to move a finger. But that's it. He glances beside him. The other immobile adults are all as paralyzed -- and terrified -- as him.

THE SAC

starts to TREMBLE on the homeless man beside him. The membrane fissures with a squelch, and

A SMALL INSECTOID CREATURE

emerges, shiny with juices, round head twitching. Chelicerae EMERGE out of its mouth and PIERCE the homeless man's stomach.

The creature dribbles a white juice into the wound: the digestive enzymes break down the homeless man's inner organs, LIQUIFYING his tissues. He's just become human stew.

The newborn insectoid buries its mouth in the wound and SUCKS UP the human stew. Other insectoid creatures hatch out of the sacs and join in the meal. SHHLLLP!

ROHACEK

manages to move his arm. But only just. The sac on his stomach begins to tremble -- and

A SMALL CREATURE

CRAWLS out, antennae TREMBLING. It SCUTTLES on its multiple legs towards his exposed stomach.

The insectoid settles on his bare belly. Its chelicerae EMERGE, razor-sharp, twitching towards his skin.

SLAP! He manages to BRUSH the creature away. The insectoid lands upside-down on the ground, SCREECHING: it immediately up-ends itself and scuttles back up to his stomach.

Even worse, the other eggs on his body hatch as well! New-born insectoid nightmares CRAWL EN MASSE towards his stomach.

The one he swatted away reaches his exposed skin first. It LIFTS its chelicerae, READY to pierce his skin -- when SPLAT! -- he manages to swat another of the creatures towards it, IMPALING it on the first insectoid's uplifted chelicerae.

The impaled creature SQUIRMS and SCREECHES! Suddenly, it's FLOODED by the thick, white digestive juices flowing from the insectoid's mouth above it (who has impaled it).

Smelling food, the other insectoids SWARM towards the impaled creature in a cannibalistic feeding frenzy.

ROHACEK manages to SCRAMBLE away while the insectoids DEVOUR their own, distracted by their meal.

He retreats deep into the warehouse, hides behind piles of discarded shopping carts, clothes and blankets, the remnants of the homeless abductees.

Once the creatures have eaten, they SCUTTLE away from the rows of unmoving carcasses and settle in a quiet spot. Each BEGINS TO SPIN a large, wet WEB around themselves.

The webs harden into large COCOONS. Soon, the warehouse is littered with rows of fresh cocoons and half-eaten bodies.

A QUICK SERIES OF DISSOLVES as Rohacek tries to escape from the warehouse. He tries the locked doors, a high window, the corrugated iron walls. But nothing works.

He negotiates through the scattered cocoons when -- SPLAAAT! -- the cocoon in front of him RIPS OPEN and A HAND pushes out!

Rohacek **THROWS** himself under a hollowed-out carcass to hide.

Hairless, eyes blinking, **DOZENS OF "HUMANS"** tear out of the membranes, emerging FULLY-GROWN from the cocoons.

The heavy metal doors OPEN, and the men -- or whatever they are -- enter, again moving in unison. They hurl the dead abductees into the corner, **PILING** them on top of Rohacek.

They reach for the trembling creatures that have emerged from the cocoons, gently wrap them in blankets and guide them through the doors and to another part of the facility.

Just as the last ones leave, Rohacek overhears them:

"MAN" 1

The Reproduction Program continues next week in Tokyo. Then Sydney, London, New Delhi and Capetown at monthly intervals --

"MAN" 2

At this rate, the date for critical mass will be achieved five years from now. November 6th, 2009.

This time, their work finished, they leave the metal doors open behind them. Rohacek bides his time, then crawls out from the pile of corpses, and heads out through the doors.

INT. CORRIDOR, WAREHOUSE -- CONTINUOUS

Staying hidden, Rohacek sees the men guiding the newborns away to his right. He disappears to the left...

ROHACEK (V.O.)
I went to the police. The FBI.
CIA. NSA. Everybody. Nobody was
interested.

INT. COMMON ROOM, ASYLUM -- DAY

Back in the white-walled room:

BURKE
Why didn't you take them to the
warehouse?

ROHACEK
They wouldn't come. They couldn't
"waste time" following up every alien
conspiracy theory they heard...

EXT. WAREHOUSE -- DAY

ROHACEK (V.O.)
So I went to get proof myself.

Rohacek parks across the street from the warehouse. HOMELESS
SHELTER, FOOD AND BOARD. People rush by.

He brings out his video camera, shoots the HOMELESS MEN being
guided into the warehouse. (It's the opening sequence).
Ominous Sunglasses Man appears at his window.

ROHACEK (V.O.) (CONT'D)
And that's when they caught me and
threw me in here.

A SUPER-QUICK SERIES OF CUTS shows what we saw earlier: Rohacek
races out to warn the homeless men; gets captured at the
entrance; and is thrown into the asylum...

INT. COMMON ROOM, ASYLUM -- DAY

Rohacek finishes, leans back in his chair. You look around
at your fellow patients. A few nurses administer drugs.
Guards stand back, watching. *Are they all aliens?*

BURKE
You heard them talk about a food
supply?

Rohacek nods. Then points to himself.

ROHACEK
Us. We're the food supply. That's
why they're here.
(MORE)

ROHACEK (CONT'D)

They abduct us, liquefy us, turn us
into human stew. Anywhere people
won't be missed -- homeless
shelters...

QUICK FLASH:

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

Retirement homes...

In an old people's home, SERVICE STAFF stand over a series of
beds at night. In front of them, old men and women lie on
beds, their bodies liquifying -- as the "Staff" bends towards
them, opening their mouths, chelicerae emerging...

QUICK FLASH:

ROHACEK (CONT'D)

...even morgues.

A variety of Morgue Workers bend hungrily over corpses that
have been pulled out of the drawers in a morgue. They spray
the liquefying enzyme over the dead bodies, lean forward and
suck up the stew...

INT. COMMON ROOM, ASYLUM -- DAY

You lean forward, horrified:

BURKE

They eat us when we're dead?

(Rohacek nods)

Is that what they're going to do to
us?

ROHACEK

We're too prominent, they can't kill
us. This way they find out what we
know, mess with our heads, then throw
us back out totally neutralized.
Who's going to listen to a mental
patient?

Suddenly a voice appears from behind them:

STARBUCKS GUY

We'll make them listen.

Yep, it's our old friend STARBUCKS GUY, still wiry and intense,
but now in a blue patient's outfit.

STARBUCKS GUY (CONT'D)
I'm with you. They abducted my
girlfriend six months ago. She hasn't
been seen since.

You and Rohacek share a skeptical glance.

ROHACEK
We can't just take anyone. He might
be a plant.

STARBUCKS GUY
Listen to me. I tracked them for
months, I found their base of
operations, the reproductive
incubators, the Zeta Reticulan war
plans, the human abattoirs. But I
got too close and they threw me in
here. I'm one of you --

ROHACEK
Open your mouth.

Rohacek stretches his jaws, examines his gums closely.

ROHACEK (CONT'D)
They still have the chelicerae -- to
liquify their victim -- you can see
the holes if you know where to look...

STARBUCKS GUY
Mmf puth thum kin of homy --

ROHACEK
What?

He removes his fingers from his mouth.

STARBUCKS GUY
They put some kind of homing device
in one of my fillings. Just ignore
it.

ROHACEK
(to you)
He's clean.

You pull up a chair for him. The three musketeers.

STARBUCKS GUY
I heard them talk about November 6th
also.

ROHACEK

They're spreading all over the planet.
In five years time, 2009, their
population will be in the tens of
millions. They'll have "critical
mass" -- enough numbers to come out
into the open and take over.

BURKE

How can we fight them?

ROHACEK

We can't. But you can.

(off his look)

The transvector. You can engineer a
plague that only targets the aliens.

BURKE

But it's destroyed.

ROHACEK

(points to your forehead)

But it's all still up here, isn't
it?

He's got a point. And haven't you always felt you were meant
for a higher purpose?

Behind you, a SMALL GROUP OF OTHER PATIENTS have been
eavesdropping -- they lean forward:

GORGEOUS NUTCASE

I'm with you. I was abducted too.
They took my eggs.

ACCOUNTANT-TYPE WHACKJOB

They took my semen.

MIND-SCAN DUDE

They conducted a fourth density mind-
scan on my temporal lobes.

CATTLE-MUTILATION THEORY GUY

I caught them mutilating cattle.

ANAL PROBE MAN

They probed me. Anally.

STARBUCKS GUY

That's not an abduction. That's a
date.

(off his look)

You're all in, anal dude's out.

You and Rohacek share a glance. There is strength in numbers.

BURKE

Welcome.

Starbucks Guy pulls up another four seats.

GORGEOUS NUTCASE

Shouldn't you check us first?

She opens her jaw wide. Rohacek nods, examines their mouths one by one.

BURKE (V.O.)

That was the start. And from there,
we grew...

QUICK DISSOLVES: a dozen patients now sit around Rohacek and Burke, hanging on their every conspiratorial word; then twenty; then thirty; then the entire patient population, all listening, enraptured.

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

The word spread like wildfire. It was a dream come true for the paranoids, the schizos, the bipolars -- finally someone made sense of their delusions. They weren't crazy after all. Their life had a purpose.

IN THE PANOPTICON OBSERVATION ROOM -- Dr. Penzler watches the growing assembly of abductees with great concern.

INT. TREATMENT ROOM, ASYLUM -- DAY

Whack! Sadistic Guard straps you into a restraint bed, pulls the leather straps HARD. Next to you, Starbucks Guy and Rohacek have already been tied to their beds.

Bzzt! The door opens. Dr. Penzler enters.

DR. PENZLER

Ah. The leaders of the resistance.

(moves towards the beds)

It seems you three are at the forefront of a movement to quell an alien invasion. And I believe I'm one of the Alien Commanders.

BURKE

One of them.

DR. PENZLER

Good, because when I invade a planet, I like to be a Commander. Sometimes I even demand to be Emperor. I like to come in, I like to destroy a few national landmarks, I like to harvest some female eggs, and I like to eat some of the local indigenous people. But that's just me. Every Alien Commander has their own style.

BURKE

If we're so insane, how come we all believe the same thing?

DR. PENZLER

You're all suffering from a collective delusion. A mutually-reinforced fantasy inspired by our friend, Mr. Rohacek.

ROHACEK

Dr. Rohacek. I've a Ph.D. --

DR. PENZLER

That's what you told them? You're a scientist?

(to all)

He was brought in after a psychotic episode where he physically assaulted four people outside a homeless shelter. That's your "scientist".

ROHACEK

That was a breeding facility. You were incubating alien eggs --

DR. PENZLER

I really can't have you infecting the entire patient population with your fantasies.

(to all)

Haven't you considered how strangely similar your "alien life-cycle" is to the insect life-cycle you've been watching on The Discovery Channel 24/7? "The paralysis, the cocoon, the transformation". Your suggestible minds have all been subject to media contamination --

BURKE

(interrupting)

You're not going to be able to stop --

DR. PENZLER
(interrupting him)
Do not interrupt me while I'm giving
a monologue. I was enjoying hearing
myself speak.

He sits on your bed.

DR. PENZLER (CONT'D)
And I don't want to stop you. I
want to help you.
(smiles)
I told you I wouldn't abandon you.

CUT TO:

A LEATHER RESTRAINT is shoved in your mouth. Electrodes stuck
on your temples. We're now

INT. ECT ROOM -- DAY

Dr. Penzler hits the switch on the ECT machine. Bzzzt! Your
body convulses violently.

Bzzzt! Your body seizes again and again. Dr. Penzler ups
the voltage. Bzzzt!

INT. COMMON ROOM, ASYLUM -- DAY

Sadistic Guard throws you on the floor, a broken doll.

You try to lift your eyes. You're slumped next to Card-
Twirling Cellmate, who's twirling an access keycard through
his fingers, muttering over and over to himself:

CARD-TWIRLING CELLMATE
I can lock myself in, but I can't
get out. I can lock myself in, but
I can't get out...
(re: the access card)
I can change the doors inside, but I
can't get us outside.

Sadistic Guard grabs the keycard out of his hand and passes
it back to the embarrassed guard he stole it from.

SADISTIC GUARD
This yours? You gotta watch him.
He was a tech guy, he can mess with
these.

A small male nurse with a kind face -- STRANGELY KIND MALE
NURSE -- waits for Sadistic Guard to leave, then gently lifts
you into a chair, puts a glass of water to your lips.

You can barely move.

STRANGELY KIND MALE NURSE
Here. Drink slowly.

Near-by, Rohacek spots you. He moves with Starbucks Guy, Gorgeous Nutcase and Cattle-Mutilation Guy to help you out.

ROHACEK
Are you okay?

You can't answer. He turns to the nurse:

ROHACEK (CONT'D)
Thank you. We'll look after him.

Strangely Kind Male Nurse leaves. Rohacek turns to the other revolutionaries:

ROHACEK (CONT'D)
They're going to break him. Brainwash
him. It's just a matter of time.

They look at your crumpled figure, your eyes glazed, exhausted. Rohacek starts laying out an idea to them...

BURKE (V.O.)
That's when we came up with the plan.
In case they "cured me", we had to
send me a wake-up call in five years
time before the alien invasion...

INT. THERAPY ROOM -- DAY

A few patients play chess. Starbucks Guy, Rohacek and you enter and go straight for the locked cupboard.

BURKE (V.O.)
...something that would remind me of
the truth.

Starbucks Guy picks the lock easy enough, and you bring out a video camera used for taping the patient's sessions. Rohacek sets it up on a tripod in front of you.

ROHACEK
Ready?

He presses RECORD, and you look straight into the lens:

BURKE
It's November 6th, 2004. My name is
Nicolas Matheson. I'm sending this
tape to myself...

WE PUSH IN ON YOU -- as we dissolve to:

INT. VAN/ DESERT -- DAY (PRESENT)

-- THE SAME SHOT of you, except now it's on the computer screen as Lisa watches the end of the tape:

BURKE

(on screen)

"...And remember, they might've been watching you over the years. Trust no one. Especially not people who've become close to you recently."

The screen goes black. Lisa looks at you like you're the single greatest lunatic of all time. Which you might be.

LISA

And you believed all this?

BURKE

My girlfriend was dead. I'd had a breakdown, I was in a mental asylum, I was juiced up on thorazine. He was the only friend I had.

You gesture to Rohacek, who's riding shot-gun looking out the window at the dust clouds outside.

BURKE (CONT'D)

But Dr. Penzler came through, like he said he would. He did cure me...

INT. CORRIDOR, ASYLUM -- DAY (FLASHBACK)

You're wearing civilian clothes. You shake hands with Dr. Penzler.

DR. PENZLER

I'm very proud of you. You've come a long way.

BURKE

Thanks to you.

He accompanies you on your way out. Rohacek and Starbucks Guy are still in their cells. You move towards them.

BURKE (CONT'D)

He was right. It was all a delusion. He can cure you too.

STARBUCKS GUY

See you in five years, pal.

ROHACEK

We're going to have a lot of work to do.

You turn away sadly, nod a good-bye to CARD-TWIRLING CELLMATE, still twirling that Ace in his fingers. He WHISPERS:

CARD-TWIRLING CELLMATE

You'll be back. You'll see.

(whispers)

You ever need me, I'll be right here.

These poor, lost souls. You return to Dr. Penzler.

BURKE

Don't take it easy on them.

DR. PENZLER

I won't.

You disappear through the exit and into the blinding light of day.

INT. VAN/DESERT -- DAY (PRESENT)

The van SPEEDS on. Lisa's quiet, taking all this in.

BURKE

After I got out, I just wanted to have a normal life. I changed my name and made a new start.

LISA

And you think this is normal?

BURKE

I'm sorry I never told you. I wanted to -- so many times -- but I was embarrassed. And afraid. I thought you'd leave me...

LISA

(shakes her head)

Two years. It's all been a joke. I never even knew your real name.

BURKE

This is the real me. That wasn't. I look at that video and I think what a sad, lost soul I was. Trying so hard to convince myself I was important.

Rohacek has overheard this last exchange. He moves into the back of the van, still holding his .45.

ROHACEK

I know this is all very...
destabilizing...but everything's
under control. The important thing
is we're perfectly set up to kill
every single one of the aliens.

LISA

Really? And how are you going to
kill the "aliens" when that prototype
was destroyed?

Rohacek reaches into your backpack, brings out OPEN SECOND,
rips it open, and brings out... the TRANSVECTOR. An exact
replica of the LETHAL DEVICE we saw decimate the rats earlier.

ROHACEK

Totally rebuilt. Exactly to Nick's
specifications.

QUICK FLASH: In the asylum's therapy room, just after you've
made the tape, you write page after page of detailed
INSTRUCTIONS and DIAGRAMS on how to rebuild the transvector.
Rohacek takes the pages from you. **END FLASH.**

Rohacek proudly pats you on the shoulder. You don't share
his enthusiasm. And now Lisa's getting really freaked.

ROHACEK (CONT'D)

We also have a sample of the alien
DNA, which they kindly donated --

He tears the paper off OPEN THIRD and brings out... A SEVERED
FINGER, perfectly preserved in a small, locked container.

QUICK FLASH: In the asylum's food hall, Starbucks Guy swipes
a knife from the canteen line and attacks Sadistic Guard. He
holds his hand to the ground and hacks off his finger in a
split-second.

As he screams in agony, the finger is quickly kicked under
table to table by various patients, ending up in the hands of
Rohacek who secretly ferries it out in an ice-pack. **END FLASH**

STARBUCKS GUY

Cost me a year of solitary. But it
was worth it.

ROHACEK

Getting it out wasn't hard.
(MORE)

ROHACEK (CONT'D)

They still had to use humans to
deliver supplies...

QUICK FLASH: HUMAN DELIVERY GUY drops boxes off in the asylum's storage basement. Gorgeous Nutcase is waiting for him. And he for her. She kisses him deeply, then hands him a box -- containing the scrawled instructions, the severed finger, and the DVD.

He takes off with it. Gorgeous Nutcase smacks his ass in gratitude. **END FLASH**

ROHACEK (CONT'D)

We paid Mr. Spector to deliver the package to you. "Find anyone, anywhere." Which he did, as guaranteed.

LISA

But -- you don't have the plague.
You can't do anything without it.

ROHACEK

Work in progress.

LISA

What's that mean?

ROHACEK

In my capable hands.

That doesn't sound promising. Especially since you have a fairly good idea where they're taking you, don't you?

EXT. DESERT -- DAY

The van speeds across the highway under the blazing sun.

INT. VAN -- DAY

Gas is on empty. Starbucks Guy spots an isolated gas station up ahead, makes a turn-off.

EXT. ISOLATED GAS STATION -- DAY

The van pulls in. Starbucks Guy gets out, heads for the pump.

INT. VAN -- CONTINUOUS

You spot the ATTENDANT sitting inside.

BURKE

I need to use the bathroom.

ROHACEK
You can wait.

BURKE
I do it in here, its gonna be a long trip.

Rohacek sizes you up. Doesn't really have a choice.

EXT. ISOLATED GAS STATION -- CONTINUOUS

He guides you out, closes the van's door behind him.

ROHACEK
(to Starbucks Guy)
Keep an eye on her.

You march off with him towards the bathroom. Lisa LOOKS out the open window as Starbucks Guy works the pump.

LISA
You don't have to do this.
(he ignores her)
You're free now. Free of that place.
You can let us go, have a normal life.

STARBUCKS GUY
A normal life? They stole my life.
They stole my girlfriend, they tortured me, then they threw me onto the street like a piece of garbage.

He sticks the pump in the car. Click. Gas flows.

STARBUCKS GUY (CONT'D)
This is the only way I'm going to do anything good with my shitty life.
(smiles)
You watch. One day they're going to write books about me.

EXT. ISOLATED GAS STATION -- CONTINUOUS

Rohacek marches you towards the bathroom:

ROHACEK
You can tell me. She can't hear us.
You're with us, right?
(you don't respond)
Nick, I know you're faking. I knew it the day you left the asylum.
"I'm cured, I'm cured."
(MORE)

ROHACEK (CONT'D)

You sold it beautifully.

(no response)

Remember when we were inside, how excited we were for this day? All our work is going to finally pay off.

(puts his arm around you)

It's good to see you.

BURKE

David. I'm not faking.

ROHACEK

I told you to say that, remember?

"If you ever get out, never admit the truth. No matter who you're talking to. Even to me." Remember? I told you that. That was my plan.

You look at this gentle man, so sincere and yet so misguided.

BURKE

I couldn't have survived in there without you. But the alien takeover -- don't you see? -- we were trying to convince ourselves we weren't crazy. That's all it was. But we were. We were crazy. We have to live in the real world now.

ROHACEK

You think this is real?

(pinches his skin)

You think this is? Your skin, your clothes, this building? Any of it?

(points to the sky)

You see that star? By the time its light travels to earth, the star could be dead. But to us it still looks real, glittering away up there.

(he smiles)

So who knows what's real, Nick? We are the dreams and fantasies of a dying cockroach who thinks he's a god.

You reach the bathroom. It's locked.

ATTENDANT

Hey!

You turn. THE ATTENDANT is fiftyish and unshaven and overweight. He throws a key at you.

BURKE

Thanks.

Rohacek passes him two twenties.

ROHACEK

For the gas.

The Attendant nods, returns to his booth. You put the key in, enter...

INT. BATHROOM, GAS STATION -- CONTINUOUS

You head to the stalls:

ROHACEK

You've lost a little weight, haven't you?

BURKE

Yeah, I've lost a little weight.
I'm the slightly underweight messiah.

You enter a stall and close the door behind you.

Rohacek looks under the door. He sees your feet get planted, your jeans drop. Okay. This is legit. He relaxes.

INSIDE THE STALL, you rip off a sheet of toilet paper, pull out Lisa's lipstick from your sock (that you hid there when her bag was upturned) and start scribbling...

OUTSIDE THE STALL, Rohacek stares at the door:

ROHACEK

In a few hours you're going to thank me.

BURKE

What for?

ROHACEK

For not giving up on you.

He looks under the door.

ROHACEK (CONT'D)

That's a very quiet crap you're taking in there --

He reaches for the door...but then hears a big FLUSH! You open the stall door.

BURKE
One of my charms.

EXT. BATHROOM, GAS STATION -- CONTINUOUS

He follows you outside, watching you like a fucking hawk.
You lean inside the booth and hand The Attendant the key.

BURKE
Thanks.

Then back towards the van.

The Attendant keeps looking at his biker magazine. He puts the key aside -- and doesn't notice the sheet of toilet paper beside it with a message scrawled in lipstick: TWO PEOPLE KIDNAPPED IN VAN PLEASE HELP --

INT. VAN -- CONTINUOUS

Rohacek opens up the back. Lisa looks up at him, deer caught in the headlights: must be the ropes she's managed to untie and that lie at her feet.

ROHACEK
Very resourceful.

He shoves you in, picks up the ropes and moves to Lisa's feet. You stare out the window. Attendant must still be at the counter. Fuck.

Starbucks Guy caps the tank, gets back in behind the wheel. He puts the key in -- but a voice rings out:

ATTENDANT
Hey.

Everyone stops. Holy shit. The Attendant is standing at the window, staring at them. There's a awkward PAUSE, then:

ATTENDANT (CONT'D)
Forgot your change.

Starbucks Guy pockets it. The Attendant looks in the back, checks out Lisa. Rohacek has managed to kick the ropes under the seat.

Has he seen the note? Is he trying to figure out if she's a passenger -- or a prisoner?

Lisa tries to sell it with her eyes. Please. Help me.

Starbucks Guy turns the key. The engine KICKS in.

ATTENDANT (CONT'D)

Wait!

And that's when The Attendant whips up the sawed-off shot-gun that he's had concealed under the door.

Starbucks Guy just manages to push the barrel away -- BLAM! The shot goes through the roof, inches away from splattering his brains.

Starbucks Guy WHIPS out his .45 --

The Attendant RE-AIMS straight at him -- but too late -- BAM! Starbucks Guy SHOTS from point blank range!

The Attendant FALLS TO THE GROUND DEAD, a bullet hole between the eyes, still clutching your note in his blood-stained hand.

You LUNGE forward, shove Starbucks Guy's hand through the window, SMASHING the glass. He DROPS the gun.

Lisa KICKS free of Rohacek, KNOCKING his head against the van's metal walls. She rips open her shoulder against the metal wall -- you GRAB her and RUSH out the door...

EXT. ISOLATED GAS STATION -- CONTINUOUS

-- only to see Starbucks Guy STAGGER out of the van and reach towards his .45 on the ground. You PUSH Lisa away:

BURKE

Go! Run!

LISA

No --

BURKE

Go!

You SHOVE her TO START RUNNING -- and LEAP on Starbucks Guy just as he GRABS the .45. Blam! A SHOT hits the dirt.

You STRUGGLE desperately with Starbucks Guy, trying in vain to pry the gun out of his hands -- but slowly, slowly, he turns the nozzle towards your face -- presses on the trigger -- but

CRAASH!

A LEAD PIPE HAMMERS into Starbucks Guy's arm! He DROPS the gun IN AGONY -- turns to see... LISA, holding the pipe.

She RAISES the pipe again, enjoying this -- but Rohacek LEAPS AT her from the side, takes her to ground.

You scramble for the DEAD ATTENDANT'S SHOT-GUN -- just as Starbucks Guy scrambles for the dropped .45 -- you GRAB the SHOT-GUN, twirl -- but CLICK! Too late. Starbucks Guy holds the .45 at your head!

STARBUCKS GUY

Drop it.

But you don't. You keep your hand firmly on that shot-gun.

BURKE

What are you going to do? Shoot me?
I'm the messiah, aren't I? Who's
going to save everyone if I die?

STARBUCKS GUY

True.

He calmly aims the gun at Lisa's temple.

STARBUCKS GUY (CONT'D)

But she's not saving anyone.

He wouldn't. Would he?

INT. VAN -- MOMENTS LATER

Groundhog Day. Tied up again. You and Lisa both.

Rohacek sits up front with Starbucks Guy. No more words.
The shooting has taken this to a new level.

Lisa secretly locks her fingers with yours: *thanks for trying to save me.* It isn't forgiveness, but it's a start.
Starbucks Guy turns the ignition --

EXT. ISOLATED GAS STATION -- CONTINUOUS

-- the van takes off. The Attendant's body lies to the side, covered in a bloody blanket.

INT. VAN -- DAY

Blood seeps through a tourniquet in Lisa's shoulder. She leans in to you, talks quietly:

LISA

They're out of their minds. We've
got to do something.

She looks in the bag at the severed finger and transvector.

LISA (CONT'D)

This DNA -- from the "alien finger" -- they think it's going to make the plague only kill aliens, right?

(you nod)

But if there's no aliens, if that's just a human finger -- which I think is pretty likely -- then the plague will actually target humans, right?

(you nod again)

So it'll wipe out humanity?

BURKE

(you nod again)

There might be a few saved. People in air-proof facilities, basements... but not many.

LISA

You gave instructions on how to engineer the deadliest plague ever known to a couple of guys you met in an asylum?

BURKE

I told you, I was in a bad place.

(off her look)

And I didn't give them everything. I'm the only one who knows how to engineer the last stage of the plague. That's why they need me.

LISA

And you're not going to, right?

BURKE

Of course not. There are no aliens. I know that. I'm cured.

The van turns off onto a small, dusty road.

BURKE (CONT'D)

I'm not ever going back to that place again.

EXT. DUSTY ROAD -- DAY

The van trundles down the dirt road, eventually approaching an ADOBE-STYLE RANCH COMPOUND, totally remote, hidden by scrub and surrounded by a razor-wire fence.

At the gated entrance, A GUARD SHACK uses VIDEO CAMERAS to monitor the van's arrival. The GUARD looks familiar to us -- was he one of the guys at the asylum? Maybe.

He takes one look at Rohacek, and buzzes you through.

INT. VAN -- CONTINUOUS

The van negotiates the long, twisted driveway. To the right, there's a small HANGAR. To the left, there's a SHOOTING RANGE. A DOZEN SNIPERS FIRE semi-automatic weapons at the targets.

It's a small-scale survivalist compound with an alien twist.
Nice.

ROHACEK

Everyone been's waiting for you.
They're very excited.

The van stops, and Rohacek pushes you and Lisa out. The front doors of the ranch open...

EXT. RANCH -- CONTINUOUS

...and out walks a host of familiar faces. Mind-Scan Dude, Gorgeous Nutcase, Cattle-Mutilation Theory Guy -- in fact, nearly all of the patients from the asylum are here.

ROHACEK

After you.

The former patients line up in an honor guard as you step forward. They give you a reverential half-bow:

MIND-SCAN DUDE

Welcome.

GORGEOUS NUTCASE

Welcome.

CATTLE-MUTILATION THEORY GUY

Welcome.

Great. A lunatic honor guard. You walk inside the ranch...

INT. RANCH -- CONTINUOUS

The interior has been totally gutted and rebuilt into a state-of-the-art GENETIC-ENGINEERING LAB. We recognize the same equipment we saw in your lab: bioreactors, seed chains, etc.

You look around, stunned. A few patients tend to the bioreactors; others move spliced materials to the freezers.

STARBUCKS GUY

It took us years to put together.
Ricky bankrolled us --

Ricky, aka Mind-Scan Guy.

STARBUCKS GUY (CONT'D)

He signed over his entire inheritance to the movement. Ten million.

ROHACEK

We've got everything you asked for. Amplification units, bioreactors, electron microscopes. We've engineered the plague up to the last stage, as we agreed. All you need to do is complete it.

BURKE

I'm not completing anything. I'm not doing anything. I'm not having any part of this.

The patients stare at you, confused.

BURKE (CONT'D)

We were in an asylum. We were all fucking nuts. Do you understand?

Starbucks Guy gets antsy, reaches nervously for his gun, looks menacingly at Lisa.

BURKE (CONT'D)

Go ahead, shoot her. I don't give a fuck. Shoot her, shoot me, shoot everyone I've ever known, I don't care, I'm not going to be the person who destroys humanity --

MIND-SCAN DUDE

You mean destroys the fourth-density alien invaders --

BURKE

There are no aliens! We were sick, do you understand! All of us! You're all still sick!

You turn to them, one by one, anger dissipating.

BURKE (CONT'D)

Please. You have to go back. He'll help you, like he helped me.

The patients take this in. It looks like you're getting through to them.

BURKE (CONT'D)
Do you understand what I'm saying?
You can all get better.

They all nod. *Thank god. It's all going to be okay.* Then:

GORGEOUS NUTCASE
Would our savior like to begin his
work now?

You shake your head, utterly defeated.

BURKE
I'm not anyone's savior. I'm no
one. I'm a failure.

MIND-SCAN DUDE
We believe in you.

Everyone smiles at you in awe. As if in the presence of an
angel.

ROHACEK
Follow me. I think I can change
your mind.

INT. ALIEN RESISTANCE STRATEGY ROOM, RANCH -- MOMENTS LATER

He leads you and Lisa inside a huge chamber. A map of the
world adorns the wall, with ALIEN REPRODUCTIVE CENTERS marked
on the world's capitals, along with cities marked ALIEN
UPRISING BEGINS HERE? and countries where HUMAN RESISTANCE
CELLS! have been established.

Huge graphs on the walls detail ALIEN POPULATION GROWTH over
the last decade; ANATOMICAL ILLUSTRATIONS of the ALIEN LIFE-
FORM and ALIEN FEEDING PATTERNS; ALIEN ABDUCTION METHODS and
COUNTER-STRATEGIES; and possible ALIEN HOME PLANETS.

Patients stop their work to give you the reverential bow:

VARIOUS PATIENTS
Welcome. We're all behind you sir.
Welcome. We won't let you down.

INT. CORRIDOR, RANCH -- CONTINUOUS

Rohacek guides you towards a door, opens it...

INT. CELL, RANCH -- CONTINUOUS

And there, sitting on a bare cement floor, feet and legs bound,
his face bruised and bloodied -- is Strangely Kind Male Nurse.

BURKE

What are you doing? You can't do this --

You take out the gag from his mouth.

STRANGELY KIND MALE NURSE

Please, help me -- I don't know what they want --

THUMP! Starbucks Guy WHACKS him across the back of the head, sends him reeling into the wall with a THUD.

ROHACEK

They've abducted so many of us over the years, its only fair we take one of them.

BURKE

How did you get him here?

ROHACEK

Okay, full disclosure. The others have been released over the years, but with me it was really more of an escape than a release.

BURKE

You had to escape?

ROHACEK

And I brought him with me --

STRANGELY KIND MALE NURSE

They're torturing me -- please help me --

Thump! Starbucks Guy shoves him deeper into the corner, forces the gag back into his mouth.

STARBUCKS GUY

How do you like it now we're in charge, alien fuckface.

"*Alien fuckface?*" These guys are nuts. Strangely Kind Male Nurse silently pleads -- "Get me out of here. Please."

Blood seeps from the open wound on Lisa's shoulder. Rohacek gestures to some of his followers.

ROHACEK

Clean her up. Then we'll begin.

BURKE

Begin what?

ROHACEK

The interrogation.

INT. BEDROOM, RANCH -- DAY

Gorgeous Nutcase softly wipes a sponge over Lisa's shoulder, cleaning the wound as she sits on the edge of a bath.

Two other former FEMALE PATIENTS -- looking much more attractive after their post-asylum makeover -- also sponge her down, cleaning her legs and face.

GORGEOUS NUTCASE

You're with our savior?

(she doesn't answer)

You must be very honored he chose you.

LISA

Yeah. I'm honored. I'm very honored he chose me.

Gorgeous Nutcase applies anti-septic to the wound. Lisa flinches.

GORGEOUS NUTCASE

I saw him at the beginning, when he first became aware of who he really was. He was so beautiful.

LISA

Didn't you hear him? He's not your savior.

GORGEOUS NUTCASE

Didn't Jesus doubt himself on the cross? Didn't he ask "Father, why hast thou forsaken me?"

(holds Lisa's hands)

Our savior is only human. He will have his moments of doubts. You must be strong for him. He needs you.

INT. CELL, RANCH -- DAY

Thump! The "interrogation" begins -- a polite way of saying Starbucks Guy is PUNCHING the living shit out of STRANGELY KIND MALE NURSE. He's tied to a chair, bruised and bloodied.

STARBUCKS GUY
How many of you are there?

STRANGELY KIND MALE NURSE
I don't know what you're asking --

STARBUCKS GUY
Where is the uprising gonna begin?
What city? Do you have ionic weapons?

STRANGELY KIND MALE NURSE
What? What uprising?

Thump! Thump! You're watching this whole episode with horror.
Standing beside Lisa with Rohacek holding a gun on you, there's
nothing you can do but watch -- Thump! Thump!

MIND-SCAN DUDE
Wait!

Mind-Scan Dude staggers forward, his hands holding his head.

MIND-SCAN DUDE (CONT'D)
He's scanning my neocortex for an
escape route. I have to get out of
range --

ROHACEK
Fine. Go. Get out of range.

Rohacek half-shoves Mind-Scan Dude out the door. Slam!

ROHACEK (CONT'D)
(to you)
I know some of them are a little out
there, but they all serve a purpose.

Starbucks Guy reaches for a small tray of instruments. He
picks up a small blow-torch, ignites the flame.

STARBUCKS GUY
I know you feel pain. Like us.
That's the downside for copying our
biochemistry --

STRANGELY KIND MALE NURSE
What do you want me to say? Just
tell me and I'll say it --

STARBUCKS GUY
I want you to admit what you are.

Strangely Kind Male Nurse doesn't know what to respond. The
flame moves closer -- his flesh SIZZLES -- he SCREAMS in agony.

STARBUCKS GUY (CONT'D)
How many of you are there?

STRANGELY KIND MALE NURSE
I don't know. Just me? Maybe ten?
I don't know. A hundred?

The flame SEARS his flesh. He SCREAMS in agony.

STARBUCKS GUY
HOW MANY?

STRANGELY KIND MALE NURSE
MILLIONS! THERE'S MILLIONS OF US!
PLEASE! --

STARBUCKS GUY
What planet are you from?

STRANGELY KIND MALE NURSE
What?

STARBUCKS GUY
Are you a Zeta Reticulan? A Gray
Reptilian? An Alpha Draconian?
What's your density? Are there any
hybrids? Are you a Pleiadian
sympathizer?

STRANGELY KIND MALE NURSE
I -- I --

Starbucks Guy moves the flame into his throat! His flesh
MELTS. Smoke wafts around his face.

BURKE
Stop! This isn't proving anything!

Rohacek pulls Starbucks Guy back. He reaches for a strange
METAL CONTRAPTION: a faceplate with clamps and steel rods.

Starbucks Guy opens the prisoner's mouth and FORCES the
contraption in place around his face.

BURKE (CONT'D)
What are you doing?

The clamps open the prisoner's jaw. Metal rods push his mouth
WIDE OPEN.

BURKE (CONT'D)
Please. Don't do this.

Rohacek peers inside his mouth.

ROHACEK

Just remember...

He reaches for a pair of small pliers.

ROHACEK (CONT'D)

...you're the one who needed proof.

He **SHOVES** the pliers in the prisoner's mouth, **JABS DEEP** into his gums. He squirms in agony.

ROHACEK (CONT'D)

The chelicerae are hidden --

(rip!)

just behind --

(rrrip!)

the teeth --

There's a horrible SQUELCHING as he **YANKS** out a tooth, strands of blood-stained gum hanging from it. He throws it on the tray -- CLINK! -- and shines a light in his mouth.

He STICKS the pliers in again. JABS away. The tooth won't give. He yanks, twists, yanks again -- with a last effort and a huge scream, he RIPS out another gore-stained tooth.

Clink! He drops the tooth on the tray. Shines the light in his mouth.

ROHACEK (CONT'D)

Nothing there.

STARBUCKS GUY

He might've had some kind of biosurgery to conceal them.

BURKE

He's not one of them. There is no them. Can't you see? This is madness.

Rohacek moves towards the prisoner with the bloody pliers.

ROHACEK

Let's try the other side.

INT. CELL, RANCH -- LATER

Clink! Another TOOTH joins the THREE OTHERS on the tray.

Strangely Kind Male Nurse is barely conscious. Rohacek shines the light between his bruised lips. Starbucks Guy peers in his mouth:

ROHACEK

You see that? There, up the back.

STARBUCKS GUY

Is that them?

ROHACEK

I don't know -- maybe --

STARBUCKS GUY

Kind of looks --

ROHACEK

It's a maybe --

They motion for you to look. You lean in close --

BURKE

There's nothing there.

ROHACEK

Look up the back.

BURKE

He's in shock.

STARBUCKS GUY

Bullshit.

He jabs him in the arm. He doesn't respond.

BURKE

He needs medical help. Now.

ROHACEK

It's just hunger. You remember --
they need to feed constantly. We
starved it for a few hours to weaken
it.

STARBUCKS GUY

(to the prisoner)

You feeling a little shaky? You
need your human stew fix?

In the split-second he's distracted, you GRAB the instrument
tray and SWING it across the back of Rohacek's head. CRAASH!
He goes down, hard. You grab his gun --

Starbucks Guy LEAPS, KNEES you in the stomach. Crunch! And
again! You buckle, slide to the ground.

He TURNS you over, reaches for the gun -- and that's when he
sees THE BLOW-TORCH inches from his face.

LISA
You move and I'll burn your face
off. And I know you like your face.

He freezes. You scramble free, grab a scalpel and cut
Strangely Kind Male Nurse's restraints.

BURKE
Go. Get outta here. Don't stop!

He STAGGERS out the door. You tie up Starbucks Guy with the
restraints.

LISA
What about him? --

Rohacek's still on the ground, groggy, blood seeping from his
head. He gets to his knees -- BAM! -- you SMASH the METAL
CONTRAPTION on his head. He goes down.

You grab her hand and race out the door...

EXT. CORRIDOR, RANCH -- CONTINUOUS

No one around. You move quietly towards the far exit that
opens to a sheltered porch outside.

But before you reach it, you notice a blood trail leading
inside a doorway to your left.

BURKE
Wait for me outside. Stay hidden.
If I'm not out in five minutes, go
without me.

LISA
I'm not --

BURKE
I'll meet you. Just go.

You give her Rohacek's gun. She moves towards the far exit
and steps outside.

You slowly open the door and follow the blood trail inside...

INT. INFIRMARY, RANCH -- CONTINUOUS

...to stare at Strangely Kind Male Nurse kneeling over Mind-
Scan Dude in the far corner.

But that's not what you're really staring at. You're really
staring at

THE BLOOD-SMEARED CHELICERAE

that stick out of Strangely Kind Male Nurse's mouth and are IMPALING Mind-Scan Dude's stomach.

Holy fuck.

Strangely Kind Male Nurse is a fucking alien.

A thick white enzyme LEAKS out of his chelicerae, turning Mind-Scan Dude's internal organs into a thick soup. He DIGS his hands into the gaping wounds, brings the human stew to his lips and greedily SWALLOWS every drop.

Let's repeat. Strangely Kind Male Nurse is a fucking alien.

You're FROZEN TO THE SPOT. Strangely Kind Male Nurse spots you, wipes his mouth, smiles, shoves his latest meal aside and MOVES towards you with unholy speed.

Crunch! You SLAM to the ground. The twitching chelicerae DART out of his lips and SNAKE towards your stomach. You're next on the menu.

The sharp tips of the chelicerae pierce your skin, the paralyzing enzyme flows towards you -- when

A SCALPEL

slices through one of the chelicerae! SLLLLIIT! White digestive fluid SPRAYS everywhere.

You turn to see... Rohacek, wielding the scalpel.

Strangely Kind Male Nurse looks up, stunned -- his remaining chelicerae SLITHERS back into his mouth, his lips still smeared with remnants of human stew.

He opens his mouth and ROARS -- an alien, inhuman taunt -- and HURLS himself through the window behind him -- SMAAAASH!

Rohacek races to the window. Just catches a glimpse of him as he disappears into the inky desert. He hits an intercom:

ROHACEK

Secure the perimeter. This is Dr. Rohacek. The prisoner has escaped. Repeat, secure the perimeter, the prisoner has escaped.

He glares at you. This is your fault. He was an alien. And you just set him free.

EXT. RANCH -- CONTINUOUS

SIRENS ring out. Searchlights FLOOD the perimeter.

INT. ARMORY, RANCH -- CONTINUOUS

The cabinets slam open. Patients grab machine guns, grenades, rifles -- every weapon imaginable...

EXT. SHELTERED BALCONY, RANCH -- CONTINUOUS

Lisa kneels in the shadows, WONDERING what's caused the pandemonium. Flashlights, people running, jeeps flashing by.

She stays hidden in the chaos. She's not leaving without you.

INT. INFIRMARY, RANCH -- CONTINUOUS

You hold a cloth to Mind-Scan Dude's stomach -- but blood and liquified organs SEEP through it.

MIND-SCAN DUDE

Did -- he -- escape?

BURKE

Shhh. Shhh.

MIND-SCAN DUDE

You'll save us -- won't you? --

You don't have time to answer. His body shudders, his eyes stay open with his last breath. He's dead.

You bury your head in your hands in anguish, the pressure in your head ready to explode. The guilt, the responsibility, another dead body --

BURKE

It's all my fault --

IMAGES RAPIDLY FLASH through your tortured brain: Spector's dead body in your lap, his insides turned to sludge; Gas Attendant falls to the ground, his brains blown out; the insectoid SUCKS up Paralyzed Guy's organs; you're thrown into the asylum, ECT convulsing your body; and, most haunting of all, Vicki BURNS to death in front of you. **END FLASH.**

It's too much. You look at the corpse in your arms and TEARS BURN your eyes. DESPAIR overwhelms you.

Better to end it than live like this. You GRAB one of the shards of glass. -- and put it to your throat, digging into your skin -- blood TRICKLES as you dig deeper...

And that's when ROHACEK comes back in the room. He sees you crumpled, holding the glass to your throat, totally lost.

BURKE (CONT'D)
I can't go on. I don't want to be
crazy --

He kneels beside you.

ROHACEK
You're not crazy. It is happening.

BURKE
I can't save anyone --

You look up at him in despair:

BURKE (CONT'D)
Help me. Please.

He gently TAKES the glass out of your hands. He puts his arms around you as you tremble.

ROHACEK
We can stop them.

And his voice -- his conviction -- is so reassuring that your TREMBLING stops. You nod slowly, GAINING STRENGTH from his confidence.

You both look up to see Starbucks Guy in the door-way, sullen-faced:

STARBUCKS GUY
It got away.

EXT. SHELTERED BALCONY, RANCH -- CONTINUOUS

Still hidden, the sounds of tracking dogs and sirens all around her, Lisa stares into the shadows, searching for you.

Finally a dark figure emerges. She breathes a sigh of relief when she sees it's you.

LISA
What's going on? What's happening?

She can SENSE it immediately... there's something different about you.

BURKE
I have to tell you something. And I
need you to trust me.

LISA
What? What is it?

BURKE
I saw him.
(she doesn't respond)
He's what they said.

LISA
Who? The prisoner?
(you nod)
He's...an alien?

You manage to nod again.

LISA (CONT'D)
This isn't funny.

BURKE
No. It's not.

She searches your eyes, takes your hand.

LISA
Listen, you're hallucinating, you're
under extreme pressure -- just like
last time -- let's get out of here
and you'll be fine --

She tries to make you run with her. But you won't budge.

BURKE
I'm not fighting it anymore. This
is why I was put here, on this earth --

LISA
Please. Don't give in to this. You
don't want to go back to that place.
You told me. You're cured.

She looks around anxiously. Figures dart along the perimeter.

LISA (CONT'D)
We gotta go --

She turns -- bam! -- only to run straight into the forceful
hands of Starbucks Guy. And behind him, Rohacek, Gorgeous
Nutcase and a group of other ARMED PATIENTS.

You take the gun from her hand.

BURKE
We're not going anywhere.

INT. LAB, RANCH -- NIGHT

The multiple bioreactors hum in front of you.

ROHACEK

The invasion begins at midnight.

BURKE

We have time. We'll do the DNA sample first.

You use a scalpel to cut a tissue sample from the alien finger; put the sample between two slides filled with plastic resin.

WE INTERCUT with Lisa in her room at the ranch, watching the video footage of you from five years earlier:

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

"...we are on the verge of the end of humanity, and you are the only one who can stop it."

IN THE LAB: Using your loyal followers as helpers, you slice the hardened resin with a microtome; confirm the DNA sample in the electron microscope; then place it in the transvector's input and turn to Rohacek.

BURKE (CONT'D)

I'm ready to complete the final stage.
The plague purification.
(off their looks)

Alone.

Rohacek nods. He LEADS EVERYONE out of the room.

Finally alone, you take the equipment in. Do you destroy it all? Do you tear it apart and run? Here's your chance.

But you don't destroy anything. You get to work. You connect tubing to the bioreactor, draining plague-soaked cells from the hourglass core to a sealed glass collection jar.

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

"...you won't want to face what you have to do, but in your heart, you know the truth. You know what our true destiny is. You know what will happen if you fail."

You filter the dregs. A sickly-pink plague sludge fills the collection jar. A timer by the drying trays counts down the time: TEN MINUTES and the plague will be infective.

Ten minutes. And then you're going to have to release it. Are you sure you can do it? Are you sure you should?

INT. BEDROOM, RANCH -- MOMENTS LATER

Lisa sits in despair, staring at your face on the screen.

BURKE (V.O.)

"...And remember, they might've been watching you over the years. Trust no one. Especially not people who've become close to you recently."

The door OPENS, and she looks up -- to see you standing there.

BURKE (CONT'D)

Can I show you something?

INT. INFIRMARY, RANCH -- MOMENTS LATER

WHIIP! You lift up the blanket, uncovering Mind-Scan Dude's corpse and the gaping sludge that used to be his stomach.

BURKE

Do you think something human could have done that?

LISA

I don't -- know --

BURKE

I know what I saw. My mind was very clear. I would give anything to be wrong, to be paranoid, crazy. But I'm not. I can't run from this.

LISA

Look at these people. We're in a madhouse. You can't make this decision now, not in here --

BURKE

I don't have a choice -- I'm telling you what I saw. Isn't that enough? Isn't that what love is, a leap of faith?

LISA

Maybe that's love. Or maybe it's madness.

BURKE

I know I'm doing the right thing, that's all that matters.

LISA

That's what every mass murderer
throughout history has said.

You take her hand.

BURKE

When I met you, I didn't believe in
anything. But you gave me hope.
Now I'm going to do the same for
you.

Before she can answer, an ALARM RINGS out. What now? You
race out to...

INT. LAB, RANCH -- CONTINUOUS

The place is in chaos. Patients RACE in, carrying sniper
rifles and semi-automatic machine guns.

ROHACEK

They took out the guards! We had no
warning --

Through the windows, you see half a dozen camouflaged jeeps
and DOZENS OF HEAVILY-ARMED FEDERAL AGENTS (if that's what
they are) who have secured the outside of the ranch.

INT. GUARD SHACK, RANCH -- CONTINUOUS

The Guard is unconscious, slumped on the floor. Escorted by
armed agents, Dr. Penzler enters, steps over the body and
moves to the video camera. He presses a button to communicate:

DR. PENZLER

This is Dr. Leonard Penzler. The
facility is surrounded.

INT. LAB, RANCH -- CONTINUOUS

All eyes are glued on Dr. Penzler on the security monitor.

DR. PENZLER (O.S.)

We have no wish for a confrontation.
All I want is to speak to Nicolas
Matheson. Or Peter Burke. Or
whatever he's calling himself today.

Starbucks Guy hits the INTERCOM:

STARBUCKS GUY

He's not coming out.

INT. GUARD SHACK, RANCH -- CONTINUOUS

Dr. Penzler nods to an agent near-by. They bring in a PRETTY YOUNG WOMAN with blond hair. She's very distressed. She looks into the camera, speaks to Starbucks Guy:

PRETTY YOUNG WOMAN
Mike, honey, it's me.

INT. LAB, RANCH -- CONTINUOUS

Starbucks Guy looks at the woman on the monitor.

PRETTY YOUNG WOMAN
They brought me here to talk to you.
Please listen. You know the truth.
You know I wasn't abducted. I left
you -- and you couldn't cope. You
tried to kill yourself. That's why
you were admitted to the asylum.

Starbucks Guy takes in his alleged girlfriend. Is that recognition on his face? Or anger at a cruel trick?

PRETTY YOUNG WOMAN (CONT'D)
Please. You need to listen to them.
Send the scientist outside. I'm
begging you. I don't want to see
you hurt.
(pause)
I've never stopped loving you.

Starbucks Guy turns to you:

STARBUCKS GUY
I've never seen this chick before in
my life.

ON THE MONITOR, Dr. Penzler SHAKES his head and moves Pretty Young Woman aside.

DR. PENZLER
There are others here who don't share
my patience. I need to speak with
Nicolas immediately or I won't be
responsible for what happens.

You look at the timer: the plague will be infective in THREE
MINUTES.

BURKE
We need to stall.

You hit the TALK button on the intercom.

BURKE (CONT'D)
Come in. Alone. Then we'll talk.

EXT. RANCH -- CONTINUOUS

Dr. Penzler walks the long, dusty driveway to the ranch.

EXT. RANCH -- CONTINUOUS

Dr. Penzler approaches the door. Starbucks Guy steps out, frisks him.

DR. PENZLER
Don't you want to check inside my mouth?

He smiles. Nice. An alien who busts your balls. Starbucks Guy shoves him inside.

INT. FOYER, RANCH -- CONTINUOUS

Starbucks Guy rejoins the patients behind the Plexiglas that separates the foyer from the biocontainment lab.

You step out and approach Dr. Penzler in the foyer.

DR. PENZLER
Hello Nick.

BURKE
Dr. Penzler.

DR. PENZLER
I'd ask how you are, but it seems fair to say that your rehabilitation has suffered somewhat of a large setback.

Dr. Penzler takes in the extensive lab and equipment, his former patients monitoring the bioreactors, standing guard with assault rifles.

DR. PENZLER (CONT'D)
Very impressive. Who knew my patients could be so focused?

BURKE
Take them off the thorazine and ECT, you'd be surprised at how productive they --

DR. PENZLER
(interrupting)
That saved your life --

BURKE

(interrupting him)

-- do not interrupt me while I'm giving a monologue. I was enjoying hearing myself speak.

Dr. Penzler smiles.

DR. PENZLER

I'm here to appeal to you. The others were always beyond help -- they were only released because the facility was overcrowded. But you were different. You can still make something of your life. With new treatment, we can truly rehabilitate you in a few months --

BURKE

The world doesn't have a few months.

DR. PENZLER

Ah. The alien takeover.

BURKE

I saw your nurse turn someone's stomach into human stew. Just like you did to the delivery man.

DR. PENZLER

You're having another episode --

BURKE

Is that so? And how were the "FBI" at my apartment so quickly?

DR. PENZLER

You think they haven't been following you -- watching you -- for the last five years? You think changing your name would keep them away? You're too dangerous. They had to make sure you weren't going to relapse -- like you are right now.

BURKE

You're running out of time. And you know it.

He gestures to the multiple armed figures outside: that proves how desperate Penzler is.

DR. PENZLER

This is a legitimate national security operation to neutralize an unstable scientist determined to unleash a unique and deadly weapon.

BURKE

So why are you here?

DR. PENZLER

Because I know you best. And I want to help you -- before they kill you.

BURKE

You want to stop me.

DR. PENZLER

Exactly how far are you willing to take this? Are you willing to destroy the whole world just for your messiah complex? Just to prove you're someone special?

BURKE

I am someone special.

DR. PENZLER

Yes. Well. We all like to think so, don't we?

He gestures to the patients inside the lab.

DR. PENZLER (CONT'D)

I don't know how far along you are with your plan, but you have to know they can't let you finish it. If you don't surrender, these people will all be dead within two minutes.

BURKE

You know I can't do that.

Dr. Penzler looks at the faces of the patients. He moves to the intercom so he can talk to them:

DR. PENZLER

(to patients)

Listen to me. I know what you think is happening here, but if there's one shred of doubt inside any of you about what you're doing, please listen to it. You need to step outside immediately. Your lives are at risk.

IN THE LAB -- Rohacek glances at the drying trays. TWENTY-SEVEN SECONDS until the plague is infective.

DR. PENZLER (CONT'D)
This is your last chance. This
decision is out of my hands.

Nobody moves. Dr. Penzler moves back from the intercom. He looks at you, shakes his head sadly.

DR. PENZLER (CONT'D)
It must be a terrible thing to live
inside your mind.

He talks into a small microphone stuck to his top pocket.

DR. PENZLER (CONT'D)
(into microphone)
He's not coming out. Proceed as you
wish.
(to you, apologetically)
I tried.

A HORRIBLE HIGH-PITCHED WHINING fills the air, growing louder, closer, deafening --

Ka-BOOOM! Twin rocket-propelled grenades RIP the lab apart. The bioreactors explode; corpses litter the smoke and debris; stunned surviving patients stagger to their feet.

Ears ringing, you move through the shattered equipment and kneel at the drying trays. The plague is INFECTIVE. It fills a small test-tube.

DR. PENZLER is ushered outside as FEDERAL AGENTS swarm inside, guns blazing.

You grab the transvector and reach for the alien DNA sample but -- BLAM! BLAM! -- the samples SHATTER in front of you, destroyed by gun-fire.

And then -- fuck -- THE AGENT who just shot the samples turns his gun towards you. It's over. You're a dead man.

He FIRES -- but you're SHOVED out of the way in the nick of time as a FIGURE takes the bullet for you.

You turn the body over to see who's saved you -- its Gorgeous Nutcase. With a bullet hole -- the bullet meant for you -- right between the eyes. Dead.

The Agent AIMS at you again -- but just before he shoots, a shot RINGS OUT and he FACEPLANTS on the burning floor, D.O.A.

And behind him, we REVEAL STARBUCKS GUY -- lowering his .45.

STARBUCKS GUY

Come on!

He and Rohacek push you through the chaos towards an exit.

BURKE

Wait!

Through the smoke, you see Lisa on the other side of the lab.

STARBUCKS GUY

We've gotta go!

But you don't move. Your eyes lock with Lisa -- on the other side from you, A FEDERAL AGENT approaches her through the smoke. He offers his hand.

AGENT

Come with me.

She looks back towards you. Which way should she go? To the boyfriend who might be insane, or to the federal agent who might be an alien?

AGENT (CONT'D)

Come with me. You'll be safe.

But just as his hand almost reaches her, Lisa YANKS down on a fermenter tank -- it CRASHES down on the Agent -- and she SPRINTS through the inferno towards you. No going back now.

You take her hand and race through the exit, bullets WHIZZING by.

INT. CORRIDOR, RANCH -- CONTINUOUS

ROHACEK

There's an escape route! This way!

He leads you, Lisa and Starbucks guy forward into

INT. STORAGE ROOM, RANCH -- CONTINUOUS

Rohacek charges in, PULLS UP a hatch in the floor. Starbucks Guy grabs a small fire-ax, follows the others into...

INT. TUNNEL -- CONTINUOUS

The tunnel's tiny, claustrophobic. Explosions SHAKE the walls, dirt falls from above.

Finally you come to a ladder that leads up to a padlocked hatch.

ROHACEK
You got the key?

STARBUCKS GUY
Yeah.

He swings the ax -- SMASH! The padlock shatters. They pull the hatch open...

INT. OPEN-AIR HANGER, RANCH -- CONTINUOUS

Rohacek sticks his head out -- BLAM! BLAM! -- and nearly loses it.

The Federal Agents are already here, SWARMING through the entrance. Starbucks Guy PULLS a grenade out of his jacket, LOBS it towards them. Ka-Boooooom!

The EXPLOSION impedes the first wave. Gives them time to look around the hanger: a rusty, ancient helicopter sits on the heliport.

BURKE
That's our ride?

ROHACEK
The money wasn't totally unlimited.

STARBUCKS GUY
Go, go, go, go!!

The four of you race towards the chopper -- but

THE LEAD AGENT

blows a hole in the hanger wall with an RPG -- CRAAASH!

DEBRIS

rains down on Lisa, trapping her

YOU AND ROHACEK

don't see her fall, keep racing to the chopper -- but

STARBUCKS GUY

turns, sees she can't move -- he stops, goes back for her.

LISA
I can't move --

He QUICKLY YANKS the debris off Lisa.

STARBUCKS GUY

Go! I'll cover you --

She hesitates. The next wave of Agents advance at the entrance, guns blazing. BLAM! BLAM!

STARBUCKS GUY (CONT'D)

He needs you. Go!

He pushes Lisa towards the chopper. She staggers away as -- Blam! Blam! Blam -- he takes out three of the Agents before he's out of ammo. Click. Click. Click.

He pulls out a grenade -- his last one -- but before he can throw it another explosion RIPS through the roof

A ROW OF HUGE WOODBEAMS

plummet towards him! CRRAAAASH! They fall across his arm, trapping him. He can't budge. He's dropped the grenade a few inches from his hand with the pin still attached.

THE AGENTS

move towards him to get a clear shot of the others as they race towards the chopper

STARBUCKS GUY

stretches for the grenade. No luck. It's mere inches away, but he can't reach it. He tries to pull his arm out from under the woodbeam -- tries again -- but it won't budge.

The Agents don't even glance at him. Now he's out of action, they've got bigger priorities. They step in front of him and TAKE AIM at the three figures scrambling into the chopper.

STARBUCKS GUY

watches helplessly as

LEAD AGENT

raises a RPG, aims straight at you climbing into the chopper

STARBUCKS GUY

takes out the fire ax from his belt with his free hand, and with one ferocious blow -- THUNK! -- hacks off his trapped arm at the shoulder!

Thick blood GUSHES from the wound. He fights off shock, CRAWLS the three inches he needed to PICK up the grenade.

STARBUCKS GUY (CONT'D)

Hey.

Just as they're about to fire the RPG, The Agents turn to see the horrific sight: Starbucks Guy, his amputated arm a few feet away, blood puddling around him -- but clutching a grenade in his free hand.

He PULLS the pin with his teeth -- KA-BLOOM!! The EXPLOSION tears him -- and the Agents -- apart.

AT THE HELICOPTER

you've seen the whole thing. Rohacek pulls you in the cabin with Lisa. He gets in the cockpit.

THE HELICOPTER

wobbles up into the sky, ascending through the roofless hangar.

INT. HELICOPTER -- CONTINUOUS

The chopper flies off to safety. Smoke rises up from the wreckage of the ranch below.

INT. LAB, RANCH -- CONTINUOUS

Dr. Penzler and Scarred Man walk through the smoking rubble. The remnants of the lab -- destroyed bioreactors, burnt fermenters -- litter the room.

SCARRED MAN

Did he get the transvector?

DR. PENZLER

(nods)

But it's useless. We destroyed the plague and the DNA samples.

(smiles)

He's got a big gun but no bullets.

Scarred Man takes in the war zone with satisfaction.

ROHACEK (V.O.)

(from next scene)

Then it's over...

INT. HELICOPTER -- CONTINUOUS

As the chopper flies off, Rohacek turns back to you:

ROHACEK
...without them, there's nothing
more we can do.

BURKE
I have a back-up sample.

LISA
What? How?

BURKE
The night I discovered the anomaly,
I put a DNA sample and a plague sample
in a storage facility -- just in
case.

(off their looks)
Paranoia comes in a little handy
sometimes.

INT. CHOPPER, REMOTE AIRPORT -- NIGHT

WE'RE TIGHT on a A BLACK THREAD STITCHING a piece of skin.

PULL BACK to reveal you're stitching a wound in your shoulder.
The chopper's on the tarmac, and through the glass, you see
Lisa at a pay-phone near a garage entrance.

A JEEP rolls out of the garage, Rohacek at the wheel. He
waves for you to join him.

You move gingerly -- the shoulder hurts -- and meet up with
Lisa as she gets in the other side.

BURKE
What'd they say?

LISA
The storage is closed, but they've
got security we can talk to...

The jeep ACCELERATES away...

EXT. FREEWAY -- NIGHT

The jeep drives back towards the city, the downtown high-rises
looming ominously ahead.

EXT. STORAGE FACILITY -- NIGHT

Downtown is quiet. A few homeless trundle by with shopping
carts. Random drug deals on street corners.

The JEEP parks across the road from TRUST US STORAGE.

INT. OFFICE, TRUST US STORAGE FACILITY -- MOMENTS LATER

An Attendant sits in the small security office. Greasy hair, heroin-chic thin, tattoos, he blares his own metal band's latest demo and reads an ARCHIE comic.

That is, until he sees Lisa walking towards him. She offers a flirtatious smile across the glass partition.

LISA

Hi. I know it's after hours but I really need to get access to my storage. If you could help me out --

HEROIN-CHIC ATTENDANT

We're closed.

LISA

I'm sure you can make an exception.

He looks down, stares at Archie as he talks:

HEROIN-CHIC ATTENDANT

Look, lady, I don't care how hot you are. I wouldn't let you in if you were offering a three-way with Jenna Jamieson --

Now he looks up. To see Lisa holding a .45 straight at him.

LISA

Open up.

INT. OFFICE, STORAGE FACILITY -- MOMENTS LATER

Heroin Chic Attendant is slumped in the corner, unconscious.

You RIFLE through the keys with Rohacek and Lisa, SCROLLING through the customer names -- there it is, Matheson, Nicolas.

BURKE

Here it is. Lot 4960.

INT. STORAGE FACILITY -- MOMENTS LATER

A labyrinth of storage lots. You walk through the maze, check out the numbers. Lot 4954. 4958. Then -- Lot 4960. You slide the key in the padlock. Click. The door SWINGS open.

Inside the mesh fencing, DOZENS OF BOXES are stacked to the ceiling.

ROHACEK

This is all yours?

BURKE
(nodding)
Go to town.

Everyone grabs a box, TEARS open the top. You PULL out a variety of your old professional mementos -- framed Ph. D. and med degrees, dozens of articles in Lancet, Medical Journal, Virology. Remnants of a lost life.

Rohacek opens a box -- old clothes.

Lisa opens a box -- full of old photos. You as a child; you and Vicki graduating together; and the two of you both sitting on a beach, tanned and happy and holding hands.

LISA
She was pretty.

You turn, look at the photograph -- but her image is overwhelmed by A QUICK, VIOLENT FLASH of her burnt corpse.

Look away. Don't think about her. Not now. Grab another box. Rip open the top. That's it. Focus.

Behind you, Lisa OPENS another box. And she's a little spooked -- it's full of sci-fi toys: Mr. Spock action figures, Klaatu, Robby the Robot, SPACE: 1999 games, DOZENS of toy rocket ships.

ROHACEK
We're running out of time. What's the plague's toxicity?

BURKE
We're going to be fine. Once its airborne, they'll all be dead within forty-eight hours.

All this talk of *toxicity* and *exposure* creeps Lisa out. She OPENS another box -- this one is full of old sci-fi books. Asimov, Heinlein, Clarke, Bradbury, Van Vogt, Weird Tales, Amazing Fantasy -- each cover showing a bug-eyed alien reigning supreme over the helpless human slaves at its feet.

She watches you obsessively open the boxes, sweating with manic determination, surrounded by your old sci-fi memorabilia. *This is getting weird.*

She pulls out -- a stack of old sci-fi movie posters. CLOSE ENCOUNTERS; 2001: A SPACE ODYSSEY; INVADERS FROM MARS; ALIEN; WAR OF THE WORLDS.

And under them are HUNDREDS of tabloids and magazines, all screaming ALIENS ARE AMONG US! and RIVAL ALIEN TRIBES CARRY OUT WAR ON EARTH! and ALIENS VISITED US AT THE DAWN OF TIME!

Now she's REALLY FREAKED. But before she can say anything:

ROHACEK

I got it!

He PULLS out of a box a small stainless steel CYLINDRICAL FREEZER, powered by a long-life internal battery.

You punch an access code into the display -- the alarm disarms with a BUZZ, the light turns green, and the lid retracts.

With a WHOOSH, a cloud of white nitrogen vapor billows out across the floor. Inside, a number of identical vials and jars sit in a plastic tray.

You take the glove and tongs from the box and reach inside.

BURKE

This is it. The plague bacterium.
And the DNA sample.

You carefully take two small jars out of the freezer. *Now let's get out of here* -- but before you can move, you hear:

DR. PENZLER

I'll take that.

You turn -- to see TWO FEDERAL AGENTS flanking Dr. Penzler, both holding semi-automatics at you.

DR. PENZLER (CONT'D)

You really have a very complicated relationship with reality, don't you?

An AGENT grabs Rohacek. Dr. Penzler TAKES the two jars from your hand -- and then carefully picks up the transvector.

But Lisa? They're leaving her alone.

DR. PENZLER (CONT'D)

(to Lisa)

You have two minutes.

She nods. Penzler and the others move back into the corridor, carefully holding the jars, leaving the two of you alone.

Ah. Now it's all perfectly fucking clear.

BURKE

You called them from the payphone.

She nods calmly. Totally convinced she's doing the right thing.

BURKE (CONT'D)
How long have you been with them?

LISA
I'm not with them. I'm not with
anyone.

BURKE
Did they threaten you? Your family?
I know you're not one of them --

LISA
They didn't do anything. You did.
Look at this --

She up-ends the boxes -- SCI-FI books, posters and toys all
tumble onto the ground at your feet.

LISA (CONT'D)
Don't you see? Penzler was right.
(throws posters to the
ground)
Media contamination --
(throws action figures)
Suggestibility --
(throws sci-fi books)
Paranoia, fantasy --
(throws more books)
A mutually-reinforced collective
delusion. That's all this is!

BURKE
You saw the body --

LISA
I'll tell you what I've seen, you
and Rohacek feeding off each other's
insane delusions --

She stops. Sadness overwhelms her anger.

LISA (CONT'D)
I wanted to believe there were aliens
too. Because if there weren't, I
knew I'd lost you. And I didn't
want to lose you.

BURKE
You're my only hope.

LISA
That's why I'm doing this.

She takes your hand.

LISA (CONT'D)
 They've promised no jail time. You'll
 get what you need. Treatment.
 (pause)
 I'll wait for you.

Dr. Penzler emerges out of the shadows.

DR. PENZLER
 Let's go.

EXT. DOWNTOWN -- NIGHT

A fleet of SECURITY VANS wind their way through the downtown streets, arriving outside... the asylum.

EXT. ASYLUM -- CONTINUOUS

You and Rohacek are led out of a van, handcuffed, and escorted inside. Penzler, Scarred Man and Lisa follow.

INT. ASYLUM -- CONTINUOUS

A familiar face waits for you at the entrance:

SADISTIC GUARD
 Welcome home.

He shoves you forward. Rows of cells on either side, you're led back into the bowels of the asylum. Patients watch you pass by -- maybe even a few we recognize.

Back to where it all began: The Panopticon.

INT. COMMON ROOM, ASYLUM -- CONTINUOUS

The patients part as you're escorted through the center of the room. The savior returning in handcuffs.

In the corner, Card-Twirling Cellmate sits silently, twirling a card through his fingers.

Your eyes meet silently as you pass by. A glance between old friends? Or something more?

INT. CORRIDOR, ASYLUM -- CONTINUOUS

Sadistic Guard shoves you and Rohacek into...

INT. PROCESSING ROOM -- MOMENTS LATER

-- and starts to pat down Rohacek. He eyeballs the guard's missing finger.

ROHACEK
How's the piano lessons?

The guard BRISTLES. *Don't push it.* He finishes the pat-down:

ROHACEK (CONT'D)
Thanks. Liberace.

Ok. That's pushing it. Sadistic Guard SLAMS his head into the table. CRUNCH! Rohacek stays down, face bloodied.

You're next. The Guard pulls your shirt aside, looks at the crude stitches in your shoulder -- then finishes the pat-down.

INT. DR. PENZLER'S OFFICE, ASYLUM -- CONTINUOUS

Standing at a cabinet, Lisa flicks through your OLD PATIENT FILE. It has a photo of you: with the buzz cut, pale skin, and anxious, lonely eyes we remember from the tape.

It also has details of your MEDICAL HISTORY ("institutionalized as a child for long periods..."), PRESCRIBED MEDICATIONS (thorazine, halcion, dopamine), DIAGNOSIS and TREATMENT plans.

Dr. Penzler places the transvector on his table.

SCARRED MAN
We'll need this for the weapons
division.

He runs his hands lovingly over its metallic contours.

DR. PENZLER
You have to admire his persistence.

INT. COMMON ROOM, ASYLUM -- CONTINUOUS

A GUARD stands sentry at the door. Card-Twirling Cellmate looks at him, then gives a nod to TWO PATIENTS near-by -- one SHOVES THE OTHER into a crowd, sending patients FLYING.

GUARD
Stand back!

But Within seconds, it's a chaotic ALL-OUT BRAWL with a dozen patients PUSHING and ATTACKING each other in retaliation.

The Guard tries to break it up -- and before he realizes he's been set-up, the patients team up and take him down, hard.

INT. GUARD POST, ASYLUM -- CONTINUOUS

The guard at the security monitors sees the struggle in the common room. He hits a button. Another boring patient brawl.

GUARD
Security to the Common Room
immediately.

INT. COMMON ROOM, ASYLUM -- CONTINUOUS

The Guard manages to take a few patients down with his taser, but he's OVERWHELMED by a flurry of PUNCHES.

Card-Twirling Cellmate GRABS his baton and access card and darts off towards the exit.

That nod you gave him earlier? That wasn't old friends saying hello. That was a plan being activated. He swipes the card at the door, and bolts out --

INT. CORRIDOR, ASYLUM -- CONTINUOUS

-- and does a Carl Lewis down the corridor. He turns a corner -- slides the access card and darts into a door, just missing THE TWO GUARDS that run past him...

INT. CONTROL ROOM, ASYLUM -- CONTINUOUS

Inside, A GUARD sits at a control panel. He turns to see who opened the door -- and WHACK! -- Card-Twirling Cellmate takes him down with the baton.

He pulls out his access card, twirls it through his fingers for good measure, and slides it into the control panel. He types in a prompt: RECONFIGURE INTERIOR LOCK COMBINATIONS...

INT. PROCESSING ROOM, ASYLUM -- CONTINUOUS

Sadistic Guard throws two patient uniforms on the table.

SADISTIC GUARD
Get used to them. You're going to
be wearing them for a long time.

He turns to the door, slides his access card -- bzzt! The light turns red. ACCESS DENIED. What's going on?

He tries it again. ACCESS DENIED. He turns, confused --

SMACK! You swing the up-turned chair into his face with a SICKENING THUD, sending his taser skittling across the floor.

He staggers against the wall, then CHARGES like a wounded bull, SHOVING both you and Rohacek across the table.

He wraps his hands around Rohacek's throat, CRUSHES his windpipe. You try to pry his fingers free, but he backhands you to the floor -- SMAACK!

You GRAB the taser, press it against Sadistic Guard's neck. BZZZT! He weakens, but he keeps STRANGLING Rohacek.

You PRESS the taser OVER and OVER. BZZZT! Sadistic Guard's body SEIZES and finally slumps forward on top of Rohacek.

Rohacek crawls out, SUCKS in air. When from behind you hear -- CLICK -- WHOOSH -- the door OPENS -- you both turn in fear...

Thank fucking god. Card-Twirling Cellmate enters.

CARD-TWIRLING CELLMATE

We're all set.

INT. DR. PENZLER'S OFFICE, ASYLUM -- CONTINUOUS

BZZT! Dr. Penzler's INTERCOM rings.

DR. PENZLER

Yes?

MONITOR GUARD

(on intercom)

Control room, sir. There's a small disturbance in the common room. It'll be under control shortly.

DR. PENZLER

Fine, thank you --

He's about to hang up when there's a BUZZING from Scarred Man's pocket. He brings out his blackberry:

SCARRED MAN

Wait. I had Matheson's two samples analyzed...

(reads from blackberry)

"Our analysis concludes that neither samples were positive for plague bacteria or DNA material of any kind."

DR. PENZLER

What?

SCARRED MAN

"Both samples consisted of theobromine, anandamine, tryptophan, sugar and cocoa."

(looks up)

Iced chocolate.

They turn to each other. Oh, shit.

DR. PENZLER

He set us up.

(turns to Lisa)

He knew you'd betray him. He wanted
to get back in here.

LISA

Why? What would he want here?

Dr. Penzler hits his INTERCOM button for the GUARD CONTROL.

DR. PENZLER

This is Dr. Penzler. Go to lockdown
immediately. Now!

INT/EXT. ASYLUM -- CONTINUOUS

A SERIES OF QUICK CUTS: exterior locks and metal bars
automatically secure the windows. Click! Click! Click!
Metal plates descend in front of all exit doors. THUD! THUD!

INT. DR. PENZLER'S OFFICE, ASYLUM -- CONTINUOUS

THUD! But this is the office door slamming open as you, Card-
twirling Cellmate and Rohacek STORM inside --

Scarred Man goes for his gun, but Rohacek SHOVES him against
the wall, HOLDS the taser to his throat and TAKES his gun.

Lisa and Dr. Penzler back up against the far wall.

DR. PENZLER

We're in lockdown. The asylum is
sealed. You can't escape.

BURKE

Who said I want to escape?

You bring out of your pocket a small hypodermic syringe --

BURKE (CONT'D)

Everything I need is right here...

-- then shove him to the ground, plunge the syringe into Dr.
Penzler's arm and pull it out with a tube full of his blood.

BURKE (CONT'D)

(re: tube of blood)

The alien DNA sample.

Holy shit. That's why you came back here. Penzler himself
is the sample.

PENZLER

But -- you don't have the plague --

Don't you? You move your shirt aside, revealing the crude stitches in your shoulder.

Then -- as everyone watches, stunned -- you RIP the top stitches out, PULL the skin apart, DIG your fingers into the wound itself -- deeper -- deeper --

-- to finally yank out what you hid in there.

BURKE

... yersinia pestis. Amplified plague.

It's the small test-tube. Full of shiny, pink plague sludge. Lisa stares at it in horror.

LISA

Don't do this. Please.

You ignore her -- don't even look at her -- and empty the plague sludge into the TRANSVECTOR'S BIOPLAGUE input.

You program the DISPLAY. The read-out comes alive:

PLAGUE AGENT RECOGNIZED: WEAPONIZED YERSINIA PESTIS.
PLAGUE PARAMETERS?: INPUT DNA SAMPLE OF TARGET SPECIES...

LISA (CONT'D)

Think about what you're doing.

You empty the syringe full of Dr. Penzler's blood into the DNA INPUT. Genome sequences FLASH by:

DNA RECOGNIZED
PLAGUE TARGETED SOLELY FOR THIS SPECIES
PLAGUE INFECTIVE IN TWO MINUTES

Lisa watches you, horrified.

LISA (CONT'D)

Peter --

Who? Aren't you Nick? You ignore her, keep staring at the countdown.

LISA (CONT'D)

Peter -- He's human. That's human
blood you put in there. You're going
to wipe out every human being on the
planet.

ROHACEK

It's over. The alien infestation of planet earth is about to end.

She takes a file from Dr. Penzler's desk, throws it at you.

LISA

This is the person you're listening to? "The virologist for the CDC"??

You open it. It's Rohacek patient file. It has his photo ID and lists his AGE, MEDICAL HISTORY, and OCCUPATION -- but it doesn't say virologist. It says: SALES MANAGER, HOME INSURANCE DEPT, MERCURY INSURANCE GROUP.

LISA (CONT'D)

He's not a virologist. He's not a scientist. He's not anything he said. He sold home insurance. He's just a pathetic, deluded patient in a mental asylum.

Rohacek takes the folder, leafs through their documentation -- previous jobs with AMERICAN HOME INSURANCE and PACIFIC HOME INSURANCE, each one showing Rohacek on the employer ID photos.

ROHACEK

Nice job. Good forgery.

LISA

He's crazy, Peter! They all are!

ROHACEK

They're about to launch an invasion of an entire planet and you think they can't use photoshop?

BURKE

He's exactly who he says he is.

(to Rohacek)

Tell them how to genetically engineer a virus.

Rohacek HESITATES a moment. Then --

ROHACEK

Fine. Culture the bacteria, add detergent, spin it in a centrifuge, filter out the DNA plasmid rings, add a flanking sequence --

LISA

(grabs file)

-- "his apartment contained hundreds of books and articles on DNA and genetic engineering, all obsessively underlined and analyzed --"

(looks up)

He's read books. He's got the jargon. But he's not who he says he is.

(quietly, desperately)

Please. Stop what you're doing.

Card-Twirling Cellmate looks out the open door. A group of GUARDS approach the checkpoint at the end of the corridor.

They try the access card -- bzzt -- FAIL -- then charge the fortified doors with their guns. CRAACK!

CARD-TWIRLING CELLMATE

They're gonna break through.

You look at the transvector. PLAGUE INFECTIVE IN 1:30.

No time to fuck around. You turn to Lisa.

BURKE

Come with us or they'll kill you.

ROHACEK

Are you insane? She's one of them --

But before she can answer, Scarred Guy lunges towards Rohacek's gun. Not quite fast enough -- BLAM! Rohacek SHOOTs.

Scarred Guy SLUMPS to the ground, his chest ripped open. Lisa and Dr. Penzler kneel beside his dead body:

DR. PENZLER

(whispers to Lisa)

Go. You're the only who can stop him.

Card-Twirling Cellmate sees THE GUARDS have splintered the checkpoint door. They'll be racing towards them any second.

ROHACEK

You go! I'll hold them off.

BURKE

Come with us --

But the door CAVES IN and the guards RUSH towards them!

There's no time. You clasp hands with Rohacek --

ROHACEK

Told you you'd thank me one day.

-- and then he pushes you away down the corridor. You grab Lisa, and Card-Twirling Cellmate leads the way...

INT. CORRIDOR, ASYLUM -- CONTINUOUS

Bullets SPLINTER the walls as you bolt towards the cell at the end of the corridor. BLAM! BLAM!

Card-Twirling Cellmate buzzes it open -- and you pile into

INT. CELL, ASYLUM -- CONTINUOUS

Your old cell. The home of your pain.

VIOLENT IMAGES FLASH INSIDE YOUR MIND: Sadistic Guard torturing you in here with the taser, OVER and OVER. END FLASH.

Lisa senses your inner struggle. And gains hope from it. But the RICOCHETING bullets bring you BOTH back to reality --

Through the crack in the open door, you see Rohacek barricaded in the doorway of Penzler's office, taking down a few of the guards. It's only a matter of time until they overpower him.

A SPRAY OF GUNFIRE

plasters the door. BLAM! BLAM! The guards down the corridor are focusing on you more than Rohacek.

The transvector reads: INFECTIVE IN 30 SECONDS.

LISA

Please. Peter. Listen to me.

She moves close to you, the sounds of SCREAMS and BULLETS raging outside the half-open door.

LISA (CONT'D)

I know how you feel. I know you think this is your chance to do something special. Something important. But this isn't real. Nothing is going to happen at midnight. You can save the world -- you can be a hero -- by doing nothing.

She moves closer. Is she getting to you?

LISA (CONT'D)
We can go back to our simple, ordinary
life that you loved.

Your finger trembles on the trigger.

LISA (CONT'D)
I wouldn't leave you.

BURKE
Yes. You would.

BLAM! BLAM! Bullets rip into the door as the guards MOVE
CLOSER outside.

TRANSVECTOR read-out: INFECTIVE IN .10 SECONDS.

LISA

hurls herself at you, tries to wrench the transvector from
you with all her might. She GRABS at it like she's possessed --

But you keep the machine away from her. Card-twirling Cellmate
drags her off you.

TRANSVECTOR read-out: INFECTIVE IN 04 SECONDS.

Outside the door, the GUARDS reach for the door --

TRANSVECTOR read-out: INFECTIVE IN 2 SECONDS.

You hit the release trigger, and shove

THE TRANSVECTOR

out the door and into the corridor -- as the lid RELEASES and
the bioengineered plague is EXPULSED with a sickly WHOOSH!

THE GUARDS

look at it with horror, RAISE THEIR GUNS -- shit, they're
gonna take you down with them -- but

YOU

slam the metal door SHUT. Just in time. BLAM! Their bullets
HIT the outside of the door -- CRACK! CRACK!

And then, the SHOTS end.

Silence. Total and complete SILENCE.

Lisa's mouth is open, but she can't scream. Her body trembles.
You embrace her.

BURKE (CONT'D)

Shh. Shhh. It's okay. It's okay.
We've saved everyone.

But all she can do is stare emptily into space, as if her sanity -- or yours -- has gone forever.

EXT. OUTER SPACE

The earth spins on its axis, a beautiful blue orb floating peacefully in the darkness of space.

INT. CELL, ASYLUM -- TWO DAYS LATER

TAP. TAP. You sit on the floor with a two-day growth, TAPPING your finger against the stone floor. TAP. TAP.

Card-Twirling Cellmate sits on the bunker, TWIRLING that Ace over and over in his fingers. TAP. TAP.

Lisa sits on the floor, her head in her hands. She looks like shit. TAP. TAP.

There are no sounds outside the door. You stop TAPPING and look at your watch.

BURKE

It's safe. They'll all be dead now.

Lisa doesn't move. Card-Twirling Cellmate uses his keycard on the metal door.

Bzzt. The door OPENS. Slowly. Slowly...

INT. CORRIDOR, ASYLUM -- CONTINUOUS

You push the door. Thunk. It only moves a few inches. It's HITTING something.

You push HARDER, and when you SQUEEZE OUT, you see the problem:

THE BLOODY CORPSES OF A DOZEN GUARDS

lie splattered against the door, their insides exploded from within. BLOODSTAINS graffiti the walls.

You smile. Good news.

BURKE

See? The plague worked.

LISA

But who did it work on?

You ignore her, walk down the corridor, side-stepping the corpses.

You pass Dr. Penzler's office. His door is closed, but there are more plague-ridden bodies strewn around the barricade that Rohacek put up.

INT. FOYER, ASYLUM -- CONTINUOUS

More guard corpses line the corridor, the tell-tale BLOOD SPLATTERS on the walls and floors around them.

LISA

If these are all aliens, where are all the people?

BURKE

They'll be outside. Celebrating.

Card-Twirling Cellmate moves to the control area. He moves a plague-infected guard slumped over the console, slides his keycard into the access slot.

Bzzt! The metal doors at the entrance GROAN OPEN...

EXT. ASYLUM, DOWNTOWN LA -- DAY

You step out into the harsh sunlight. Your eyes adjust, you look around -- to see that

The world is one big open mass grave.

Plague-ridden HUMAN CORPSES are EVERYWHERE -- on the sidewalks, the streets, door-ways; half-falling out of over-turned cars; pressed against the blood-smeared windows of abandoned buses; lying in the gutter outside restaurants.

There's no ambulances. No movement at all. Just corpses in a dead world, as far as the eye can see.

LISA

What have you done?

We FLASH around the entire city: THOUSANDS OF BODIES lie slumped in rows at Staples Center; NURSES AND PATIENTS AND DOCTOR'S BODIES all lie together in hospital wards; SECRETARIES AND LAWYERS AND ACCOUNTANTS all lie dead in their suits, turning offices into makeshift tombs.

You look around at the horror in disbelief.

BURKE

I don't understand...

ROHACEK (CONT'D)

We've learnt it's easier this way.
Let the civilization destroy itself.
You just have to target the right
man to do it...

FLASH -- To the opening of the film. We see now the articles that Rohacek was looking at in his house: PRIZE-WINNING SCIENTIST ADMITTED TO PSYCHIATRIC FACILITY. There's a photo of you: NICOLAS MATHESON, INVENTOR OF THE TRANSVECTOR, HAS A HISTORY OF MENTAL DISORDERS THAT HAVE CULMINATED IN...

Rohacek sets the articles alight, grabs the video camera and takes off. As the articles burn, we see he's circled a photo of the asylum where you were just admitted...

FLASH -- Rohacek is thrown into the same asylum himself...

ROHACEK (CONT'D)

You hear me? We're going to stop
you!

He spots you in the common room -- a slight smile crosses his lips. He's found you. THAT'S why he got himself thrown in here. He moves towards you and introduces himself:

ROHACEK (CONT'D)

I know you. Dr. Nicolas Matheson.
The geneticist. I'm David Rohacek.
I'm a scientist too...

FLASH: He sits beside you in the common room, spinning his web about "the alien invasion..."

BURKE

How can we stop them?

ROHACEK

We can't, but you can. The
transvector. You can engineer a
plague that only targets the aliens.

BURKE

But it's destroyed.

ROHACEK

(points to your forehead)
But it's all still up here, isn't
it?

You smile. He's right. It is all still up there...

FLASH -- Thunk! Rohacek's chelicerae TEAR OPEN Mr. Spector's stomach in your apartment. Rohacek killed him.

You did think you were cured, so Rohacek had to re-inspire you to action against the "alien invaders" -- and turning Mr. Spector's stomach to human stew was the first step...

FLASH -- Rohacek waits in the van outside your apartment. It's the scene just after you discover Spector's dead body. He sees you RACE OUT, FBI agents chasing you -- then follows...

FLASH -- ...so that he can SAVE you here, outside Lisa's office building. Just when the FBI is going to grab you, he pulls up in the van and HUSTLES you and Lisa inside, taking you away to safety...and the lab in the desert. Where he'll convince you to finish the plague that will destroy humanity...

FLASH -- by making sure you "discover" Strangely Kind Male Nurse eating Mind-Scan Dude's stomach here at the ranch -- proving to you that the aliens exist. From the shadows, Rohacek watches your shocked reaction with deep satisfaction.

END FLASHES

You stand in the empty dead city that you have created.

Rohacek moves slowly towards you.

ROHACEK (CONT'D)

I'd had my eye on a few candidates over the years, but once I found you... the world's greatest geneticist -- with a history of mental instability -- able to create a plague that could wipe out his species...all I had to do was nudge you in the right direction. After all, it doesn't take an army to destroy the world. It only takes one man who's convinced he's right.

We PUSH in on you as the horror -- and truth -- of that lands.

In the distance, the arriving ships fill the horizon.

ROHACEK (CONT'D)

The food supply should last us a few years here.

Food supply. That is, the human carcasses strewn around them.

ROHACEK (CONT'D)

Then we'll move on, like we always do.

You stare at him with unspeakable hatred.

ROHACEK (CONT'D)

Oh, don't hate me, Nick. My species
were dying. To them, I'm a hero.
You would've done the same for your
people.

(smiles)

In fact, you thought you were.

In the sky, smaller landing crafts begin to emerge from the
transport ships. They float gently down towards earth.

Rohacek tears off some flesh from Dr. Penzler's body, stuffs
it in his belt for later, and walks away with Strangely Kind
Male Nurse towards the smaller craft's landing in the distance.

You call after him:

BURKE

You won't win.

Rohacek keeps walking.

BURKE (CONT'D)

There'll be other survivors.

Rohacek stops, turns.

ROHACEK

There will be. But not many. We'll
round them up, cage them, farm them,
and when we've consumed these, we'll
take them next.

He gives a wave.

ROHACEK (CONT'D)

Bye Nick. Thanks for everything.

They walk away, stepping over the bodies in their path.

Lisa steps beside you.

LISA

It's the end of the world.

You watch the two aliens disappear down the road, hundreds of
crafts floating down to earth in front of them.

BURKE

No. It's just the beginning.

FADE OUT:

THE END