

SNOWPIERCER

All That Remains

Written by

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OPEN ON:

A GLOSSY BLACK SURFACE FILLS THE FRAME

Wet, convex. Like a bubble of oil. Every few seconds A STREAK OF WHITE FLASHES BY, REFLECTED IN THE BLACK SURFACE. FAST AS A BLINK.

WORDS IN WHITE ARE PROJECTED AGAINST THE BLACK:

WORDS

*And then the world grew warm, and
then hot, and boiled, and it was
beyond the time for sane measures.*

ANOTHER WHITE STREAK SERVES AS A PARAGRAPH BREAK...

WORDS (CONT'D)

*And the men of Guns and the men of
Gods knew they were dying. And
crying they came to the men of
Science and begged for a miracle.*

AN IMAGE PROJECTED ON THE BLACK SURFACE: **MULTIPLE SMALL ROCKETS** as they climb their way into the atmosphere. The rockets expel a RED CLOUD OF CHEMICALS, LEAVING BEAUTIFUL CRIMSON STREAKS THROUGH THE SUPERHEATED AIR...

ANOTHER WHITE STREAK CLEARS THE BLACK SURFACE...

WORDS (CONT'D)

*But it was beyond the time for sane
measures. And the Men Failed. And
Froze the World.*

AN IMAGE OF A RAGING SNOWSTORM APPEARS ON THE BLACKNESS.

WORDS (CONT'D)

*And Insanity Stood on its Hind Legs
as a Polar Bear.*

The image of the snowstorm resolves itself, taking over the whole screen. It's NIGHT. A WHITEOUT. IN SLOW-MOTION we can barely see PEOPLE IN DARK UNIFORMS unloading enormous boxes from huge SNOW CAT TYPE VEHICLES.

The UNIFORMS wrestle the boxes up ramps into HUGE STEEL CONTAINERS. Even in slow motion everybody seems frantic, slipping, falling, pushing.

A DISTANT HAUNTING SOUND LIKE A WHALE urges the workers on.

AND FROM OUT OF THE SNOW COMES...**A MOB IN SILHOUETTE.**

Where the fuck they came from and who are they we don't know. It's a nightmarish scene as the mob, armed with knives, axes, pistols, swarms like insects onto the workers.

But from the containers come ARMED SECURITY. Again, we can't see faces, even up close in the snowstorm the security has on BLACK WEATHER MASKS. They descend on the mob with truncheons and blades, machine guns and fists...A brutal force.

THE WHALE SOUND is louder now, urgent. ANOTHER DEEPER RUMBLING NOISE SHAKES THE GROUND.

THE STEEL CONTAINERS BEGIN TO MOVE, SLIDING SLOWLY AWAY. They're not just storage facilities, they're part of AN ENORMOUS AND BEAUTIFUL MACHINE. **THE SNOWPIERCER TRAIN.**

And the train is leaving. Now.

OUT IN THE STORM

THE MOB POURS FORWARD, trying to overwhelm the train. They climb on, get thrown off, beaten back. But still they come...

The train picks up speed, the physics of the battle changing by the second. We see only the black of shadows, the white of deadly snow, and the royalty of blood as it sprays and freezes against the beautiful silver of the train as the amazing beast like the most powerful eel wheels away from us.

The night storm crushes to darkness, until we've returned to our original image: the WET BLACK CONVEXITY.

WHITE FLASHES across the blackness.

WE WIDEN AND DISCOVER WE'RE LOOKING INTO: **THE EYE OF A COW.**

The cow's head is large in the frame. She has **THE NUMBER 18** written in red grease pencil on her forehead. In her eye we see the familiar WHITE FLASH. *It's a reflection.* We reverse and see what she sees out a large window:

A FROZEN CITY AS WE TRAVEL PAST IT.

Dead of life. Covered in ice and snow. Brutal and still.

We return to Number 18's wet, black eye. White text superimposed again on the blackness:

WORDS (CONT'D)
*And after seven years...All that
remains is the cold.*

Number 18 blinks, wiping away the words.

WORDS (CONT'D)

And the train.

WE WIDEN and find Number 18 in a LARGE CATTLE CAR with DOZENS OF OTHER CATTLE. They rock with the train's rhythm.

A BLUR RACES BY US AND SUDDENLY

WE'RE OUTSIDE THE TRAIN. Watching it from above for the first time. It's massive. So long it stretches as far as we can see. Impossible to get a sense of its scale.

It is truly All That Remains.

CUT TO:

INT. THE TAIL SECTION OF THE TRAIN - DAY

Not much different than the cattle car we just left. It is part Warsaw Ghetto, part slums of Rio. People making do with little, just north of starvation and just west of hopelessness. Makeshift bunks, little privacy. No windows.

This is what's left of the mob that rushed the train.

WE FOLLOW A BOY, FERGUS, 11, as he winds his way through the warren of the tail section. The boy's clothes are a hodgepodge of too big and too small. His skin darkened with dirt. He heads to the back of the back...His destination:

ANOTHER TYPE OF CATTLE CAR: A CAGE FILLED WITH RATS

The cage may have once been a kennel for a large dog, but it's now been repurposed and remodeled as a rube-goldbergian series of metal dividers and wooden planks and wire that both contain and control hundreds of rats.

Each rat has a number written on its fur with grease pencil. This should echo the cattle car cows.

NEXT TO THE CAGE SLEEPS A MAN, LAYTON WELL, 30s, wiry, a dark hooded sweatshirt covering his head like a cowl.

Fergus sits across from Layton. He watches Layton with the quiet patience of someone with nowhere to go. Which is true. Layton senses he's being watched. He slowly opens his eyes. We may note that Layton is more than sleepy. Perhaps high.

Fergus holds in his hands an object that is part art project, and part mousetrap. It's actually *all* mousetrap. Layton holds out his hands. Fergus gives it over.

Layton inspects it, flicking a trip wire and watching as the trap clicks shut. He pushes and pulls on it, testing it.

LAYTON

It's good.

Fergus takes it back. With a couple twists he changes the trap's shape so it's flatter and longer. He hands it back.

FERGUS

For under the pipes.

Layton inspects it even closer. Beautiful work. Genius, even.

FERGUS (CONT'D)

If I take apart three of the others
I can make two more of these.

Layton thinks on it, doing some sort of rat-calculus.

FERGUS (CONT'D)

We lose a lot to the pipes. I think
that's where the mamas go. If we
caught more mamas we'd have more
babies.

LAYTON

I know what more mamas means,
Fergus.

Fergus waits for an answer. Layton pulls out A NOTEBOOK and begins flipping through pages. It's filled with numbers and lists and ciphers and probably drug-hazed dream-journaling.

LAYTON (CONT'D)

Use four--

FERGUS

Four, eight and twelve?

His mind is so quick. Layton glances in the book. Of course the kid's right. As Fergus gets to his feet--

LAYTON

Hold on.

Layton leans to the rat cage and opens one of the cells. He pulls out an especially fat rat (**No. 3**). He gestures for Fergus's trap. Puts the rat in it.

LAYTON (CONT'D)

For your mama.

FERGUS
It's not our day.

Layton stares at him: don't be an idiot. Just take it.

FERGUS (CONT'D)
(thank you in Korean)
Kamsahamnida.

A TONE SOUNDS in the Tail Section. Fergus looks up, runs off.

WOMAN'S VOICE
(Train-wide over speaker)
*Good morning Passengers. Wilford
Industries and Transport wishes you
well. Enjoy your day.*

INT. TRANSITIONAL CAR/INDUSTRIAL SPACE - SAME

The empty eyes of FIVE WORKERS as they strip off filthy work clothes by pulling at heavy strings down each side of their gear. The clothes fall away, revealing the workers' nakedness. They put their work clothes into a large barrel.

The men are being supervised by SECURITY GUARDS IN CRISP MIDNIGHT BLUE UNIFORMS. These guards are known as THE BRAKEMEN--the train's security/police force. They have truncheons hanging on their belts.

The workers have a dazed, airy look. We can smell toxic industrial waste on their naked skin. A BRAKEMAN inputs a code into a touchpad and A WALL PARTS, revealing THE TAIL SECTION to the workers. They enter.

INT. TAIL SECTION - SAME

As the workers return home they're greeted by a family member who wraps them in a coat or some other piece of clothing...We narrow in on IAN MCCONNELL, FERGUS'S FATHER. He walks slowly through the crowded section until he's found by Fergus, who gives him an overcoat and a strong hug.

The Brakemen step back through and the door slides shut.

AT THE MCCONNELL BUNK - LATER

Ian sits hunched down in a makeshift sleeping area. Fergus unlaces IAN'S FILTHY WORK BOOTS, while JOSIE, Ian's wife, uses a worn rag wet with a little water to clean his face.

JOSIE
Come, Ian. Blow.

Ian blows his nose into the rag. Josie folds it.

JOSIE (CONT'D)

Again.

He does, although he's so high from inhaling industrial waste he's practically a zombie. As his family ministers to him...

INT. THE WORKERS' CAR - FOURTH CLASS - SAME

Workers' quarters. Clean, spare, like an army barrack. Screens have been put up throughout for privacy. Maybe 12-15 people live here. It's not ideal, but it's not the tail. And they're not prisoners.

THE ANDERSON FAMILY POD

A section of the screened off car is home to THE ANDERSONS, JACK (42), LILAH (40), and daughter LJ (15). They're dressed in simple work clothes. They huddle at a small table eating a modest breakfast of bread, lard and tea.

JACK

(to LJ, her chin)

You've got something--

LJ wipes at her chin. He shakes his head. Cheek.

JACK (CONT'D)

No. Over there.

She brushes at her cheek. He shakes his head.

JACK (CONT'D)

No. The other.

She brushes at that one. He gestures to her forehead.

JACK (CONT'D)

No. There--

LJ

Dad--

THE SAME TONE SOUNDS

WOMAN'S VOICE (V.O.)

Good morning Passengers. Wilford Industries and Transport wishes you well. Enjoy your day.

Time for good-natured teasing ends. With quiet efficiency the Andersons (as well as other workers) put away what's left of their breakfasts into SMALL LOCKERS and secure them with combo locks. It's not that they don't trust...but why *tempt*.

The Andersons follow as one of the workers pulls open A TRAP DOOR and they take their turn climbing down a ladder to:

INT. THE SUB-TRAIN TRANSPOR SYSTEM - CONTINUOUS

They step off the ladder into a RAILED TRANSPORTATION TUNNEL which runs under the train cars. They board something akin to a series of linked industrialized roller coaster cars. Off it goes down the tunnel, a snake within the larger snake...

MOMENTS LATER - AT ANOTHER LADDER STOP

Jack and another worker, SILVA, are the first to get off the transport. Jack kisses his family, stops to *wipe an actual smudge from LJ's cheek* and heads to a ladder.

INT. AGRICULTURAL SUPPLY CAR - MOMENT LATER

A car full of farm equipment. Jack and Silva wear heavy aprons, gloves and work boots. They fill metal buckets with a THICK BLACK GOOP they get from a LARGE SPIGOT. They key open the next car. Jack and Silva enter:

INT. THE CATTLE CAR - CONTINUOUS

We've been here before. The two farm workers start with the closest cows to them--slopping GOOP into feed buckets.

We see COW 18 as it waits for its breakfast...

INT. THE SUB-TRAIN TRANSPOR SYSTEM - LATER

As it pulls into another stop. LJ gets off this time.

LILAH
Good day, baby.

LJ
Love you.

LJ ascends the ladder...

INT. THE GREENHOUSE CAR - LATER

LJ enters, now wearing gear (all Amber-Orange) suited to heavy garden work. This car is the most beautiful space we've seen so far. Light glows in from a large glass ceiling high above. And everywhere you look, plants. Gardens. *Life*.

A number of others already work. LJ approaches an older woman, MRS. WRIGHT (60s). Mrs. Wright is no-nonsense. She adjusts a drip-water hose over a tomato plant.

LJ

Good morning, Mrs. Wright.

MRS. WRIGHT

LJ. Could you start hauling some of the big bags of shit from the stores? The aft planters need help.

LJ

Yes Ma'am.

LJ ties her hair up and pulls some work gloves on...

INT. A SMALL CHANGING ROOM - SAME

Lilah stands in front of a mirror, facing herself down. She applies eyeliner, a steady hand on the rocking train. Stares herself down again. And now lipstick. Perfect.

A knock on the changing room door. A harsh whisper:

VOICE

Lilah. What's taking you? She's here.

LILAH

Shit.

Lilah smooths her hair and grabs A SMOCK from the wall.

INT. NAIL SALON CAR - SAME

Lilah enters her train car: a HIGH-END NAIL SALON. We could be in Paris or Beverly Hills. And like in those cities and those salons, there are two types of people here. Those getting their nails done, and those doing the doing.

The clients wear SKY BLUE smocks over their nice clothes while the nail laborers wear BLACK.

The salon's already full, buzzing with manicures and pedicures. There's only one station with an empty chair and it's Lilah's. Her client, MELANIE CAVILL, (mid 40s) waits. Melanie puts the *class* in upper class. Come to think of it, she probably puts the *upper* there, too.

Lilah slides into her chair opposite Melanie.

LILAH

I am so sorry, Ms. Cavill.

MELANIE

It's all right. I was early.

(*Note: Melanie is THE VOICE OF THE TRAIN ANNOUNCEMENTS.*)

Lilah picks up Melanie's hands. Her nails are in bad shape, the polish mostly chipped off.

MELANIE (CONT'D)

Worse than my usual?

LILAH

No, just as bad as your usual.

MELANIE

You know I fight other women for fruit.

LILAH

Last time you said it was for the good Bordeaux.

MELANIE

My father used to say that wine was just grapes looking to get fucked.
(off Lilah's look)
He was usually drunk when he said it. As he was when he'd slap me for chewing my nail polish off.

She wags her messed up nails at Lilah.

MELANIE (CONT'D)

But he's not on the train, is he?

Upon hearing the word "train", a salon employee within earshot of Lilah quietly makes a "W" sign across her chest like a Catholic would cross themselves...Lilah doesn't make the sign. Melanie notes it. After a beat:

MELANIE (CONT'D)

(re signing the "W")
You don't...?

LILAH

(shakes head no; quiet)
It's not that I'm not grateful for
everything Mr. Wilford's done.
(re train)
For making all this. It is a
miracle.

MELANIE

(making the W sign)
Just not a *real* miracle.

Lilah shrugs, uneasy to talk about this among her coworkers.

MELANIE (CONT'D)

I think it helps people to believe.

LILAH

It's a comfort I guess.

MELANIE

No. I'm saying...I think...it *helps*
people. To believe.

Lilah stares at Melanie, trying to get her meaning. Suddenly
Melanie bursts into laughter.

MELANIE (CONT'D)

Don't listen to me, Lilah. I just
read what they give me.
(doing the voice)
Wilford Industries and Transport
wishes you well.
(leans in)
I'm a monkey. I do it for the
fruit.

Lilah doesn't know how to respond. The woman is odd and
overly familiar in the way rich people can sometimes be with
people who work for them. Melanie studies her.

MELANIE (CONT'D)

Is that a new lipstick?

LILAH

I dunno. I put on whatever's there.

MELANIE

Well you're the only one wearing
it.

Lilah looks around. Huh. Tries changing the subject:

LILAH

That dusty red you like came off
the ration list this week.

MELANIE

I don't think so.

LILAH

You want to look at the book?

MELANIE

No thanks.

Melanie just watches Lilah. Lilah squirms, hoping desperately the buzz of the salon covers this weirdness.

Melanie picks up a piece of tissue from the table. She holds it out towards Lilah. Lilah doesn't get it for a second. Melanie gestures towards her mouth. *Oh.*

Lilah takes the tissue paper and puts it between her lips, pressing down. She takes it out. A trace of her lips on the tissue. She offers it Melanie.

MELANIE (CONT'D)

(wiggling her nails)

I want something like that.

Lord. What an odd but magnetic woman.

INT. THE TAIL SECTION OF THE TRAIN - LATER

Layton and his rats. Layton reads a worn but loved copy of Terry Pratchett's *Feet of Clay*. We may now note A PILE OF BOOKS among Layton's nest of stuff.

JOSIE approaches, carrying IAN'S BOOTS. She sits down across from Layton. He lays out a greasy piece of butcher paper. Picks up one of Ian's work boots. With a small knife he begins scraping what looks like GREY PUTTY out of Ian's boot tread onto the paper. Josie does the same with the other.

JOSIE

(re the rats)

Thanks.

Layton nods. Continues scraping the gunk from the boot tread.

JOSIE (CONT'D)

The Harper girl and Dov's boy are
making for the Engineer's Test.

LAYTON
 (re his books)
 I loaned the girl my Andronicus. I
 dunno if the boy has what it takes.
 Whatever it is.

They scrape in silence. Glance over to Fergus explaining his
 new rat trap to his stoned father.

LAYTON (CONT'D)
 I can get along without him.

JOSIE
 I never said you couldn't.

LAYTON
 Don't hold him back for me. If
 you've changed your mind.
 (beat)
 Have you changed your mind?

She considers Fergus. He's her *life*. And *his*, probably.

JOSIE
 I don't know.

He hands her back the cleaned boot. With a practiced hand he
 gathers all the grey putty into one ball, rolls it out like
 dough and wraps it into the paper. He slides the package into
 a pocket. This is the toxic-waste-turned-drug *CHRONOLE*.

Josie makes to go. No judgment from her, just concern. Layton
 returns to the rats. One of them has its nose sticking out of
 the cage. He gently pushes it back.

LAYTON
 The ones that need to leave, leave.
 One way or another.

He looks at Josie. He's speaking deep, not just about Fergus.

INT. THE BRAKEMEN'S CAR - SAME

A TWO-STORY CAR filled with the train's police force, THE
 BRAKEMEN. They're a loose lot who spend more time mediating
 drunks than solving real crime. They're beat cops in a nice
 neighborhood, a part of the train's fairly swiss clockworks.

This group is about to go on shift, but until they are, they
 aren't. So it's card-playing, joking, eating, etc.

*Note: consider a food vending machine dispenser that the
 Brakemen access with an individualized credit card.*

INT. THE BRAKEMEN'S CAR - UPPER DECK - SAME

Lined with bunks, we find a number of Brakemen napping before or after shift.

Here we meet BRAKEMAN BESS TILL, 30ish, sleeping on a bunk. Sitting on a bunk across from her is BRAKEMAN JOHN OSWEILER 30s, her partner. He's leaning over her.

OSWEILER

Till. Till. *Bess*.

She won't open her eyes.

TILL

No bell, Oz.

OSWEILER

Doesn't matter. We gotta get downtrain. We gotta thing.

He playfully taps her on the nose with his truncheon.

TILL

What thing.

OSWEILER

Remember that girl from The Nightcar? Pixi Aariak. They're pulling her out.

(beat)

We're pulling her out.

Till sits up, pushing his truncheon away. Her eyes open now.

TILL

Pixi Aariak. I haven't thought about her for a long time.

OSWEILER

Nobody has. Put your fucking boots on.

THE SAME BELL TONE AS WE'VE HEARD EARLIER (PRE=LAP).

EXT. THE TRAIN - SAME

The front of the train barrels fast past us, slaloming through a twisty cliffside section of the train track. To the one side, steep frozen mountains, to the other side, abyss.

WOMAN'S VOICE (V.O.)
*Good morning Passengers. Wilford
 Industries and Transport wishes you
 well. Enjoy your day.*

INT. THE TRAIN - PASSAGEWAY - SAME

Till and Osweiler stride down a passageway. To their right: A CURTAINED SERIES OF PRIVATE SLEEPING CARS. To their left: windows looking down onto the dizzying abyss.

INT. THE SUB-TRAIN TRANSPON SYSTEM - LATER

The two officers step down off a ladder and into a waiting transpo car. Off it goes...

INT. TRAIN - PRISON CAR - LATER

The movie's a good reference. Industrial metal, lined on both sides with LARGE LOCKED DRAWERS (like a morgue). High above the drawers are SMALL CELLS, accessible by a librarian's ladder. We see TWO DRUNK PARTY KIDS IN TORN AND BLOODY FUR COATS sleeping off a brawl in non-adjoining cells.

The door cycles open and Till and Osweiler enter. Waiting to greet them are THREE MEN: MAGISTRATE MAKI, PRISON WARDEN POPE, and DOCTOR ALFREDSSON.

MAGISTRATE MAKI
 Brakemen.

CUT TO:

A KEY INSERTED INTO A LOCK. TURN. CLICK.

Widen out as Till and Osweiler watch the "parole" process.

The Warden PULLS OPEN THE DRAWER TO REVEAL PIXI AARIAK, LATE TEENS, THIN. She appears asleep. Around one of her forearms is a METAL CUFF. A FLEXIBLE METAL TUBE, like a STEEL IV, snakes from the cuff into the darkness of the Drawers.

DOCTOR ALFREDSSON
 We've been tapering the Twilight
 Suspension for the last two days.
 Hopefully it'll make her transition
 to wakefulness easier.

The Warden uses a smaller key to unlock the cuff from her arm. He removes it. *Her arm is black from elbow to fingertip.*

DOCTOR ALFREDSSON (CONT'D)
That's from the Suspension.

TILL
I've never seen it do that before.

WARDEN POPE
Three years is the longest sentence
we've served in the Drawers.

DOCTOR ALFREDSSON
I suspect we'll learn a lot
regarding the long-term effects--

A HORRIBLE, GUTTURAL CRY FROM THE DRAWER

As Pixi Aariak awakens from three years of...well, who knows what the hell it's been.

The girl screams again and begins thrashing her way out of the drawer. Till and Osweiler rush to the drawer, holding the girl down, preventing her from injuring herself...

INT. RECOVERY ROOM - LATER

A small room with a sink and a cot. Pixi sits on the cot. Till sits next to her. The girl sips some water from a cup. She swishes it around in her mouth and then leans over and spits it in the sink. It's dark, muddy red.

TILL
You have to be careful with your
voice. You haven't used it for
three years. Your throat is raw.

Pixi sips again. Spits again. Still bloody. The girl looks down at her BLACK ARM. What must she be thinking?

TILL (CONT'D)
I'm sorry about this next part.
You're just not ready to do it for
yourself.

INT. A TILED SHOWER ROOM - LATER

Pixi stands in the middle of a tiled room. Till helps her remove her flimsy prison shift. Pixi stands naked. Till has a bucket of warm soapy water and a big sponge. Till begins to wash the girl. Pixi flinches at the sponge's touch.

TILL
Does it hurt?

Pixi nods yes. Till sits back with the sponge. Pixi shakes her head no. Till's confused. Then gets it.

TILL (CONT'D)
It hurts inside.

The girl nods yes. Holding back tears. Till looks away for a moment. Not realizing how brutal all this would be. She dips the sponge, holds it up to the girl. Pixi nods yes. Till starts to wash her...

INT. TRAIN - PRISON ADMINISTRATION CAR - LATER

The men wait in the car. Slowly A FALSE WOOD PANELED WALL OPENS revealing THE RECOVERY ROOM. Till leads Pixi from the recovery room. The girl is cleaned and dressed in RED utilitarian scrubs.

The two women face the four men. There's a bit of an emotional gulf between the two groups now.

MAGISTRATE MAKI
Passenger Aariak. As a Magistrate
appointed by the True Engineer
Wilford, Master of This Train--

Everybody except Pixi crosses themselves with the **W Sign--**

MAGISTRATE MAKI (CONT'D)
I consider your sentence of three
Full Turns for the crime of
Manslaughter with a Mitigation of
Self-Defense to be complete.
(beat)
Safe Journey to you.

We can't read Pixi's expression exactly. But I wouldn't say she's exactly *thankful*.

INT. THE SUB-TRAIN TRANSPORATION SYSTEM - LATER

Pixi and the two Brakemen sit silently in the transpo-car as they zip through the tunnel. The wind pushes at Pixi's face and hair. She closes her eyes. Osweiler looks over Pixi to Till. Till shakes her head. *Bad*.

INT. THE TRAIN - PASSAGEWAY - LATER

Pixi stands in front of the window, watching as the train rockets along the narrow cliff face. She leans her forehead on the cool glass, gazing into the snowy abyss.

INT. THE NIGHTCAR - WAITING ROOM - LATER

A sleeping car furnished in very neutral Mid-Century Office. A MAN (20s) sits at a desk, typing up a report on a RED IBM SELECTRIC. He hears a buzzing and presses a button. CLICK.

The door opens. Pixi and her Brakemen escorts enter.

MAN

Welcome to the Nightcar.

(re Pixi)

Or...welcome back.

(re the couch)

Miss Audrey will be right out.

Our threesome sits down, Pixi flanked. Still treating her like a prisoner or a patient. Osweiler picks up a LARGE BOUND BOOK from a side table. Begins skimming through it, curious.

Inside the book we get glances of words like "**Scenarios**" and "**Dramatic Personae**". Some pages are beautiful hand-painted plates of rooms dressed from various time periods...

TILL

(re book)

Have you?

He looks up to see both women watching him.

OSWEILER

No.

TILL

Not even curious?

OSWEILER

Not really.

TILL

Because you look curious.

He slowly closes the book.

TILL (CONT'D)

Five times.

OSWEILER

You?

TILL

Five. All different. I loved it.

Before he can drill down on this, A DOOR opens and MISS AUDREY glides in. She's ageless but probably sixty.

MISS AUDREY

Pix.

She approaches them as they stand. Holds out her arms.

MISS AUDREY (CONT'D)

With your permission.

Pixi reaches for her and the woman envelops her.

MISS AUDREY (CONT'D)

We missed you.

She takes Pixi by the wrists. Holds up the black hand, caresses it with her thumb.

OSWEILER

It's from the Suspension.

MISS AUDREY

I know what it's from.

(to Pixi)

We have all your clothes. And your old bed. If you choose to stay.

(taking her in)

Oh baby. I am so sorry.

Oswailer catches eyes with Till. Time for them to go. They turn to Pixi. A little awkward.

TILL

Good luck.

Till holds out her hand. Formal. Pixi reaches out her black hand. Shakes, maybe holds it a beat longer. Oswailer gives a curt nod, turns to go. Pixi looks to him:

PIXI

(in the hoarsest whisper)

Mr. Oswailer.

He stops. She's speaking? And to him?

PIXI (CONT'D)

Everybody loves it.

Off his shock--

INT. THE TRAIN - A CORRIDOR PASSAGEWAY - SECONDS LATER

The two Brakemen walk away from the Nightcar, Till barely able to restrain a shit eating grin.

TILL
All I'm saying is--

OSWEILER
Shut up.

TILL
All I'm saying...

OSWEILER
Till.

TILL
All I'm saying is...there must be something about you Oz that would inspire a girl, who hasn't talked in three years, to make her first words fuck you.

He shakes his head. Good natured enough to take her shit. But then Till gets a serious look on her face.

TILL (CONT'D)
What a shit show.

SUDDENLY A KLAXON RINGS OUT. A VOICE COMES OVER A SPEAKER:

WOMAN'S VOICE (V.O.)
**BRACE FOR IMPACT NO DRILL BRACE FOR
IMPACT NO DRILL.**

Till and Osweiler look at each other: fuck.

EXT. THE TRAIN - A WIDE SHOT OVERHEAD - SAME

The front of the train has just snaked around a BLIND TURN and right in front of it is A LARGE FROZEN ICESLIDE BLOCKING THE TRACK. There's nothing for the train to do but **SMASH** its way through the obstruction. As it **COLLIDES...**

INT. THE TRAIN - A CORRIDOR PASSAGEWAY - SAME

Till and Osweiler are thrown up against the window as the train **ROCKS VIOLENTLY TOWARDS THE ABYSS-SIDE AND THEN ROCKS BACK THE OTHER DIRECTION**, sending them smashing against the door of a sleeper car and then down to the ground.

EXT. THE TRAIN - A WIDE SHOT OVERHEAD

Snow shoots out in every direction as the train plows through the iceslide, righting itself. It takes a lot to derail this massive machine, and that little iceslide isn't gonna do it.

INT. THE TRAIN - A CORRIDOR PASSAGEWAY

Till and Osweiler on the ground. Till shakes out her wrist.

OSWEILER

You all right?

TILL

Yeah. Shit show.

They climb to their feet...

INT. THE TAIL SECTION OF THE TRAIN - LATER

ON LAYTON'S RATS as they all push their faces to through the cages, desperate. WE WIDEN OUT: Layton uses an eye dropper to feed a BLACK LIQUID to each of the rats. It's not desperation, it's just feeding time.

The tips of Layton's fingers are stained a little black from this feeding ritual. It echoes Pixi's dyed arm.

Fergus approaches, sits cross-legged at the cage.

FERGUS

Do you need help?

LAYTON

I got it.

FERGUS

I'm going to pull the traps to make the new ones. 4, 8, 12.

LAYTON

4, 8, 12. I remember.

FERGUS

Sometimes you don't.

LAYTON

But sometimes I do.

He smiles at the boy. Then he looks past Fergus: in a dark corner A COUPLE ARE QUIETLY HAVING SEX. Not in an exhibitionist way, more in a *it is what is* way.

Where else are they going to go? *Still*. Fergus glances over, as well. Not the first time he's seen this, either. It probably doesn't faze him. *Still*.

LAYTON (CONT'D)
(re the rats, to distract)
I can't find forty-four.

Fergus refocuses on the rats, begins looking through the cage. Very quickly finds and identifies Number 44.

FERGUS
There.

Layton hands him the eye-dropper. Fergus feeds 44.

FERGUS (CONT'D)
And there's forty-five.

LAYTON
Do 'em then.

Fergus feeds Number 45, quickly becoming engrossed in the task at hand. Layton's eyes drift back to the couple just as they arch in climax. He looks away.

INT. AQUARIUM CAR - SAME

(Reference Aquarium car from film)

JINJU, Korean, early 30s, lays on her back on a woven mat. She stares up at the Aquarium. The tank arches over her head and surrounds her vision.

The fish are hypnotic; the aquarium beautiful. Jinju's eyes move from fish to fish.

Should we draw a comparison between the rat cage and the aquarium? That's up to you. I mean, I do. But that's me.

THE SOUND OF A DOOR OPENING.

Jinju sits up. It's Melanie Cavill.

JINJU
(rising)
Ms. Cavill. Sorry.

MELANIE
Oh no, my apologies, Jinju. I'm early.
(re the mat)
Meditation?

JINJU

Inspection. Whenever we rock the train.

MELANIE

(touching the glass)
I'd hope the tank could handle that little bump.

JINJU

And much more, yes. I was watching the fish.

OFF MELANIE'S LOOK WE CUT TO:

Melanie and Jinju *both* laying on the mat.

MELANIE

The skinny one.

JINJU

Saltwater skipjack.

MELANIE

And the pink one behind him.

JINJU

Opakapaka. Hawaiian snapper.
(beat)
Don't look at the fish. Look at all the fish.

Jinju holds up her hand, tracing various circles as the fish move through the tank.

JINJU (CONT'D)

Each school has a path. A speed. A direction. They choose the size of their shape, how long the trip.

MELANIE

Orbits.

JINJU

Or trains on tracks.
(beat)
When we rock the cars, the fish become nervous. I can't talk to each fish. But I can watch the...orbits. Too fast, too slow. Sometimes they change everything.

She makes a clockwise circle with her finger and then reverses it to counter-clockwise.

MELANIE

Whattya do if you get a super-stressed out group of fish?

JINJU

I don't kill them.

INT. AQUARIUM CAR - SUSHI BAR - MINUTES LATER

As in the movie, WE REVEAL THE AQUARIUM CAR ALSO INCLUDES A SMALL SUSHI BAR. Jinju is both fish whisperer and sushi chef. Melanie sits alone at the bar while Jinju prepares fish.

She plates the first course for Melanie. It's one perfect piece of toro nigiri. Melanie eats it. Exhales. So good.

MELANIE

Nobody else today?

JINJU

Two others, both rescheduled.

(beat)

It always happens when we hit things.

She circles her finger clockwise and then reverse.

JINJU (CONT'D)

People aren't much different than fish.

As she slices another piece of deep red tuna.

EXT. THE TRAIN - LATE ATERNOON

The train winds its way through the mountain range. The sun begins to dip. Beautiful if everything wasn't dead.

INT. NIGHTCAR SLEEPING QUARTERS - SAME

Pixi sits on one of two modest beds in a clean and simply appointed sleeping car. She sifts through a small box of clothes. At the bottom she finds a T-SHIRT w/ an ANIME DRAGON on the front. She inspects it, it has meaning. She pulls off her train-issued shirt and puts on the Dragon shirt.

The shirt feels like a different Pixi, younger, happier. But as she thumbs the seam she finds A SMALL FADED BLOOD STAIN.

The door opens and VAL enters. She's around Pixi's age, small, dressed like an 80s Goth girl.

VAL

Hey.

PIXI

(always quiet)

Hey.

VAL

You don't have to talk. Miss Audrey told me everything. I'm Val.

(Note: During the scene Val uses makeup remover to strip the Goth from her face. She also changes into a tank top and sweats. Her lack of modesty means nothing to Pixi, but maybe a little to us.)

PIXI

I don't remember you. Sorry.

VAL

Nothing to remember. I was in Third Class. I came here after you left.

Pixi measures her, understands. *Val replaced Pixi.*

PIXI

Oh.

VAL

Yeah.
(re her black arm)
Can I?

Pixi shrugs, sure. Val moves to Pixi's bed. (She's in tank top and underwear at this point). Val inspects her hand.

VAL (CONT'D)

It looks like it's the skin but it's really under. That's fucked up. Does it feel like anything?

PIXI

(considers)

Like ice.

VAL

That *is* fucked up.

Val bounces back to her bed. Pulls on her sweats.

VAL (CONT'D)

You mind if I close my eyes a little? I have to work tonight.

Val lays down on the bed, facing Pixi. After a beat:

VAL (CONT'D)

Everyone says being in the Drawer's same as sleeping. Or fuzzy like on dope. Like sniffing Chronole. Is that what it is? Like sleep?

PIXI

Yeah. Like that.

Val watches Pixi, Pixi doesn't look away. The understanding between the girls should be: No. It's NOTHING like that.

VAL

I hope you stay.

She rolls away from Pixi, facing the wall. And maybe it occurs to Pixi (and us) for the first time that Val is younger than we first thought.

INT. TRAIN - CATTLE CAR - END OF DAY

Jack Anderson and Silva wash black goop off their hands.

A TONE SOUNDS

INT. TRAIN - SALON CHANGING ROOM - END OF DAY

Lilah Anderson washes her face of makeup. She considers her lipstick for a moment and then rubs it off.

WOMAN'S VOICE (V.O.)

Good Evening, Passengers. We are happy to report that this afternoon's impact resulted in no serious injuries...

INT. THE SUB-TRAIN TRANSPORATION SYSTEM - END OF DAY

The Anderson family (LJ included) ride back to their car. They're exhausted from a day of hard work.

LJ

(to her dad)
You smell like shit.

JACK

So do you.
(to Lilah)
How was your day?

WOMAN'S VOICE (V.O.)
**All systems green and our Train's
 Engine Eternal continues at 100
 percent...**

Everyone but Lilah makes the "W" cross on their chest.

LILAH
 All systems green.

Are they, Lilah?

INT. THE TAIL SECTION OF THE TRAIN - SAME

The tail doors open and A QUINTET OF BRAKEMEN enter. They're escorting TWO WORKERS pushing A LARGE WHEELED PALLET. Stacked on the pallet are hundreds of GELATINOUS BLACK PROTEIN BARS (reference movie).

The Tailies all line up to take their protein bars, getting their rations under the watch of the Brakemen.

WOMAN'S VOICE (V.O.)
**In the First Class cinema we will
 be showing The Searchers, starring
 John Wayne. Directed by John Ford,
 screenplay by Frank Nugent. Based
 on the novel by Alan Le May...**

After each Tailie gets his bar, they make their way to the back of the back where Layton waits. Each of them pinches off a small corner of the bar and puts it in a big glass jar--the same one Layton uses to feed the rats.

Everyone tithes to the rat keeper.

INT. A SMALL RECORDING ROOM - SAME

Melanie Cavill sits in a sound proof booth and speaks into a microphone. Her voice bounces on a waveform monitor. She reads off a prompter monitor, green text on black.

MELANIE
**Wilford Industries and Transport
 wishes you well. Have a good night.**

She keys off the mic. Taps her fingernail on her front teeth. A nervous habit. She catches herself, admires the color.

INT. PIXI AND VAL'S ROOM - SAME

Pixi lays on her bed, wide awake. She looks over to Val's empty bed--the girl's gone "to work"--whatever that means.

Pixi gets out of bed and climbs underneath her bed. She's drawn to the tight dark space, like a dog in a thunderstorm. Or a girl in a drawer.

EXT. TRAIN TRACKS - LOW ANGLE - MORNING

We are low on the tracks as the dull sun touches the blue ice built up on the rails. The ice begins to shiver as the tracks begin to vibrate, their pulse quickening to a shudder and then *AN EXPLOSION OF SOUND AS THE TRAIN BLASTS BY US.*

INT. MEAT FREEZER CAR - MORNING

The camera drifts across a row of frozen beef sides, hanging on hooks. They glisten with smears of fresh blood.

The camera crosses the car to the other row of hooks, revealing *TWO NAKED DEAD BODIES*, hanging by their feet, throats cut, slowly twisting on chains.

THE DOOR TO THE FREEZER CAR OPENS revealing Jack Anderson, dressed for work. We see the car as he sees it: *BLOOD SPRAYED EVERYWHERE*. The walls covered, the meat covered. Only the frozen blue marbled bodies of the two victims are bloodless.

Jack steps into the car, in shock, drawn to the bodies. He approaches and we see their faces for the first time. The first body is a *MAN*, 40s, not known to us. The second body, unfortunately, we know. It's Pixi's roommate: VAL.

INT. THE SUB-TRAIN TRANSPORATION SYSTEM - MORNING

Till and Osweiler speed along in a car. Grim.

INT. THE BUTCHER'S CAR - MORNING

In between the cattle car and the meat freezer car is the *BUTCHER'S CAR*. It is exactly what you imagine, filled with knives, axes, electric saws, bolt guns, butchering tables with blood drains, etc.

Currently it is filled with Magistrate Maki, Doctor Alfredsson, various Brakemen, and poor Jack Anderson.

Till and Osweiler enter. Their boss, LEAD BRAKEMAN SAM ROCHE (50s), beckons them to the mouth of the MEAT FREEZER CAR. He keys the door and it opens, revealing the grisly scene.

ROCHE
Walk on the plastic.

PLASTIC WRAP USED FOR MEAT has been laid down as a path to the bodies.

ROCHE (CONT'D)
It's the best we could do.

Till and Osweiler walk carefully out to the bodies. They aren't seasoned homicide police and their faces betray their limited experience. *Also, fuck it's bad.* At the bodies:

TILL
That's Eduardo Raggio. Car 37.

Till carefully spins Val's body so she faces them. Horrible.

ROCHE
Valerie Childress.

OSWEILER
Where is she from?

ROCHE
The Nightcar.

Till and Osweiler exchange a look.

TILL
Was she in 12-N? With Pixi Aariak?
(Roche nods)
Has anyone told Miss Audrey?

ROCHE
(nods, re victims)
She says he was at the Nightcar
last night to see her.

TILL
What about Pixi?

ROCHE
They're waiting to talk to her.

TILL
Until when?

ROCHE
Until you talk to her.

Things are starting to land for Till right about now...

TILL

I've never worked on a murder.

ROCHE

Bess. No *one's* worked on a murder.
Most of us were military, or
Wilford security, or...
(to Osweiler)
Goalie?

OSWEILER

Midfield.

Roche shrugs. See?

ROCHE

In seven years only *one* passenger
has ever killed another passenger.
The girl you pulled out of a Drawer
yesterday. Also with a knife.

TILL

So Pixi's a *suspect*?

ROCHE

Suspect. Witness. Unluckiest girl
on the train. I don't know.
(re Magistrate Maki)
But according to the Magistrate,
you're the only friend the girl's
made in the last three years.

Till rolls her eyes. Osweiler shrugs.

TILL

What about Raggio? Has anyone been
to Car Thirty-Seven yet?
(off Roche's look)
We're doing that, too.

ROCHE

Notify them. And keep them in their
car until we can figure out how to
question them all. Quietly.

OSWEILER

How many are they?

ROCHE

Four, five, six. I don't know. Who
can keep up.

TILL
 They're *six*. They've been a stable
 six for *at least a year*.
 (beat)
 Five, now. *Shit*.

Till notices Melanie Cavill enter the Butcher's Car. Melanie walks to the doorway of the Meat Locker Car. She stands in the threshold, looking into the carnage. Her face a mask of control. Only a deep exhale betrays anything.

Till tracks Melanie as she moves to the Magistrate and the Doctor. The men greet her, begin filling her in.

TILL (CONT'D)
 Why is she here?

ROCHE
 What we tell the passengers needs
 careful consideration.

On Till: her attention returns to the murder scene...

OSWEILER
 I thought she just read what they
 wrote for her.

ROCHE
 After all this time, let's just say
 she has *input*.

Till returns focus to Roche and Osweiler.

TILL
It's the meat. They don't know what
 to say about *the meat*.
 (beat)
 How much is it? A thousand pounds?

Roche flicks his eyes to Maki and then back to Till.

ROCHE
 Closer to twelve hundred.

TILL
 Covered in their blood. Ruined.
 (off his hesitation)
Ruined, right?

ROCHE
 I don't think a final determination
 has been made.

OSWEILER

God. Damn.

ROCHE

You can't say a word. What people need to know, that's what you tell them. That's all.

Oswailer and Till look at each other. *Safe. Right.*

INT. THE TAIL SECTION OF THE TRAIN - MORNING - SAME

At the entrance to the tail, door open. BRAKEMEN stand just inside the door. Facing them, dozens of Tailies, including Layton. In the front of the Tailie crowd, THREE CHILDREN stand: ASHER, (12) (Dov's boy), ELLIE (12) (the Harper girl), and FERGUS. Each accompanied by a parent a la Willy Wonka. It's unclear if Fergus is part of this or just watching.

A well-dressed woman, SAYORI, speaks somewhat formally.

SAYORI

Mr. Wilford tells a story. His father, and Mr. Wilford's grandfather, worked in automobile factories. But they lost their jobs when the factories closed. Mr. Wilford's father went in search of a job. He never returned. Mr. Wilford's mother lost her home. They lived in shelters. And in the streets. And they lived in a railyard. In empty train cars. All the while Mr. Wilford's mother insisted that he go to school, and she made whatever sacrifices needed for that to continue. He was a natural, a whiz, Mr. Wilford. And despite his hardships, he had *opportunity*. He was a bright light, and given the chance, *he shined*.

Sayori looks from left to right and back again. This is all very much a rote ceremony.

SAYORI (CONT'D)

Mr. Wilford understands your hardships. Although he cannot accommodate all, he hopes to shine a light on *your* bright lights.

(MORE)

SAYORI (CONT'D)

As is tradition, those children who pass this year's Engineer's Apprenticeship Test will be upgraded to the Engineering Quarters. Eventually to become full passengers with all commensurate privileges.

She always pauses at this point to let that sink again.

SAYORI (CONT'D)

Parents or guardians will be allowed to view their children only once annually at the Departure Celebration and Memorial.

(beat, grasping her hands)

Opportunity and sacrifice hold hands like a child and parent.

Man this speech is a fucking roller coaster.

SAYORI (CONT'D)

Who tests?

She looks at a nervous Asher.

SAYORI (CONT'D)

You?

He and his father nod. Sayori motions for Asher. The boy and his father embrace. Asher moves to the Brakemen's side. Sayori moves to Ellie and her parents.

SAYORI (CONT'D)

You?

Same ritual. They nod, embrace, Sayori beckons Ellie over. Sayori moves over to Fergus, Josie and Ian.

SAYORI (CONT'D)

You?

The family stands there, not moving. Layton watches, not knowing what's going to happen. *He cares for this boy.*

SAYORI (CONT'D)

You?

Josie looks to Ian, who's high on Chronole, staring ahead. She has her hand in Fergus's hand. Squeezes tight.

JOSIE

No. Not him.

Sayori nods, couldn't care less. On Layton: *conflicted*.

SAYORI

You will be notified of the results.

With that the Brakemen escort the two kids from the tail. The door slams closed. ANGLE ON: FERGUS'S FAMILY, standing near the door. Suddenly Ian pulls them into a big bear hug...

ANGLE ON: Layton, watching the family embrace. He catches Josie's eye over Ian's shoulder. They share a look: *don't judge me and I won't judge you...*

As if to confirm their silent contract, Layton takes THE WRAPPED BIT OF CHRONOLE from his pocket. He peels it back a little, inhales it deeply up his nose. Exhales...As the drug hits him he moves slowly back to his rats...

INT. CAR 37 - MORNING - SAME

Car 37 is what happens when you take three adjacent sleeping cabins and knock the walls out. It's not as big as an industrial car, but it's probably the size of a luxury RV.

Six people (now five) live here. Part of the car is a large, multi-tiered bed. Not a bunk bed. But a large bed with different levels. Because Car 37 is home to A HAND, a "family" of adults in a polyamorous relationship.

Lounging on the bed in various states of undress are two men, TURNER (40ish) and AVI (late 20s), and a woman KADIMA (50ish). They're sharing a breakfast of bread, cheese and an apple currently being quartered by Kadima and a sharp knife. They chat and tease in an easy, loving way.

Across the car sits BO, in her 20s. She's peeling an orange while playfully pressing her toes onto another woman, CLEO, 30s. Cleo's playing A SMALL VINTAGE HAMMOND ORGAN. And playing it joyfully and masterfully. A happy family. *This is a pastoral scene, like Monet's Le Déjeuner sur l'herbe.*

It's all about to change.

A KNOCK at the door. Everyone reaches for enough clothes to be decent. Bo pads barefoot to the door. She opens it, revealing Till and Osweiler.

BO

Hello?

OSWEILER

May we come in?

BO

Of course.

(beat, as they enter)

I'm Bo.

(makes intros)

Cleo, Turner, Avi, Kadima.

Kadima moves to the front.

KADIMA

Is something wrong?

Oswailer's eyes flicker from one to another. He's never done this before. And he doesn't know who to address.

OSWEILER

Something...terrible has happened.

CLEO

Is it Eddie?

OSWEILER

Uhm. Eduardo. Raggio.

CLEO

Eddie.

The group tightens, each finding a contact point on another. Grounding themselves.

TURNER

He was out all night. Where is he?

Oswailer fumbles.

OSWEILER

We can't say exactly.

CLEO

Is he dead?

(beat)

IS. HE. DEAD?

A pause. Oswailer sort of nods. Till steps in.

TILL

He is dead. I am so sorry.

A beat of silence. What they are hearing is *inconceivable*. Suddenly Avi screams out, pained. Now the group collapses into each other, leaning, grabbing, kneeling. *Keening*.

Although devastated, Cleo maintains focus on Till.

CLEO
What happened?

TILL
We can't say for sure right now.

AVI
Whattya mean you *can't say? He died! What the fuck happened? You fucking...ticket taker! What happened? Where is he?*

CLEO
Avi--

AVI
Goddammit! Tell us!

CLEO
They can't.
(to Till)
Can you.
(beat)
Somebody killed him.

This stops everybody in their tracks.

TURNER
What? *Nobody kills anybody.*

CLEO
Somebody killed Eddie.
(to Till and Osweiler)
And they don't know who.

BO
Oh my God.

She sits down on the ground, sobbing. The group is *in pieces*. Cleo looks to Till: *say or do something*.

TILL
Mr. Osweiler will stay with you for now and help you with whatever he can. I am so sorry.

CLEO
Are we allowed outside?

TILL
Until we have a better idea of what's going on...No. You're not.

Till EXITS the car. And now it hits them--*they're possible suspects. Or in danger.* Cleo sits down. Buries her face in her hands. This is a fucking disaster. For EVERYBODY.

EXT./INT. CAR 37 - CONTINUOUS

OUTSIDE THE CAR, Till leans against the wall in her first private moment, trying to get her shit together. She's about to leave but a thought pops to her--she heads back INSIDE...

It's a frozen tableau of grief. Only their eyes move to her..

TILL

Okay. If you're up for it..Everyone write down everything you remember from yesterday and last night, up to when we knocked on the door this morning. Don't talk to each other until you're all done.

The quintet look to each other. A silent discussion taking place. Turner and Kadima stand, retrieve notebooks and pens...Begin passing them out...Till turns and leaves.

INT. MEAT FREEZER CAR - DAY

TWO MASKED MEN DRESSED IN SURGICAL GEAR stand in front of the FROZEN MEAT. Behind them, THE TWO BODIES rotate slowly on their chains, drifting sleepily to the rhythm of the train.

THE TWO MEN inspect the meat. One man has A BEAUTIFUL MAGNIFYING GLASS that he uses to pore over every detail of the sides of blood-spattered beef. The other meticulously scrapes at the frozen blood with a scalpel, pulling small flakes of blood and beef off the side and into a small tin.

IN THE DEEP BACKGROUND AT THE DOOR:

Magistrate Maki, Doctor Alfredsson, Roche and Melanie watch.

INT. THE BUTCHER'S CAR - MINUTES LATER

The two men remove their surgical gear, revealing one to be a woman. The man is BOLGER, THE BUTCHER. The woman is BAPTISTE, THE HEAD CHEF. They're surrounded by our VIPs.

BOLGER THE BUTCHER

Because it was warm when it hit the meat, the blood worked its way deep inside the marbling and also in the meat, itself.

MAGISTRATE MAKI

Chef?

CHEF BAPTISTE

I can cook the hell out of it. But
I won't lie to passengers.

MAGISTRATE MAKI

Are you suggesting we *tell them*?

CHEF BAPTISTE

I'm *saying* we throw the shit away.

We can tell from their faces that wasting the meat is an *awful* thought. Melanie drifts from them, heading downtrain.

INT. THE CATTLE CAR - DAY

Melanie opens the cattle car door, leans against the threshold. She watches as a drained Jack Anderson feeds the cows. She idly taps a manicured nail on her teeth.

INT. PIXI AND VAL'S ROOM - DAY

Miss Audrey, Till, and Pixi sit in the sleeping car. Pixi still wears her Dragon t-shirt. Somber. *Freaked*. Miss Audrey holds Pixi's hand. We can tell Miss Audrey's been crying.

TILL

Did you and Val talk much
yesterday?

Pixi considers, shakes her head no.

TILL (CONT'D)

A little?

PIXI

A little.

TILL

About what?

Pixi holds up her black arm.

TILL (CONT'D)

Did she tell you about work? Did
she say the name Eduardo Raggio?

Pixi shakes her head no.

MISS AUDREY

(to Till)

You've been here. You know there's
a Minstrel's Oath.

Till nods. Audrey rubs Pixi's arm, reassuring her.

TILL

Did you hear her leave? Or come
back?

Pixi shakes her head no again.

TILL (CONT'D)

Is there *anything* you can tell us?

Pixi's head drops, shaking no. She considers the little bit
of old bloodstain on the hem of her shirt. A whisper:

PIXI

Am I going back inside?

MISS AUDREY

No one's saying that, baby.

(beat, caring)

What you did, and what happened
this time, they're very different
things. They know that.

Pixi looks at Till.

PIXI

I can't go back.

TILL

We know.

PIXI

(barely able to speak)

It's not like sleep.

INT. TRAIN PASSAGEWAY - DAY

A ROBED MAN stands blocking the walkway. His face obscured by
a slate blue hood. WE REVERSE and find the TWO ENGINEER
CANDIDATES, ASHER and ELLIE, standing with Sayori.

The robed man opens up a door. Sayori urges the two scared
children through. They disappear inside. The Robed Man
follows them, shutting the door behind. Sayori walks back
down the passageway.

INT. TRAIN PASSAGEWAY OUTSIDE THE NIGHTCAR - SAME

Till and Miss Audrey stand outside of Pixi's room. The two women reflect quietly, unsure of the girl inside.

MISS AUDREY

Did you ever meet Pixi? Before?

TILL

When she worked here? No.

MISS AUDREY

She was as good as a girl could get. She could do anything. Many people found her...the most beautiful and moving time. For some, like the man who attacked her, she was like a piece of music. She pulled deep at them.

TILL

Do you think she had something to do with this?

MISS AUDREY

No. I'm just reminding you that what we do here, *for some*, it's not entertainment. It pulls *deep*.

Till nods, this is not news to her. *She knows.*

INT. PIXI AND VAL'S ROOM - SAME

Pixi sits on her bed. She gets up and crosses to Val's bed. Lays down on it.

INT. AQUARIUM CAR - DAY

Jinju stands in front of the aquarium, watching the fish. We get the feeling she does this...oh, a lot. Magistrate Maki and the Butcher Bolger enter.

JINJU

Magistrate. Mr. Bolger. I'm sorry. I don't have you down for today.

MAGISTRATE MAKI

We're not here to eat. But could we get some tea?

CUT TO:

JINJU POURS MAKI AND BOLGER TEA AT THE SUSHI BAR.

The presentation should be perfect. A perfect cup of tea. The two men drink, savoring the moment of high civilization. Jinju waits, watches. She's smart. She knows something's up.

MAGISTRATE MAKI

Jinju.

JINJU

Magistrate.

MAGISTRATE MAKI

I fear we've lost twelve-hundred pounds of beef.

She looks at him, then the butcher. Didn't expect *this*.

BOLGER THE BUTCHER

All of what we'd dressed.

(beat)

There was a problem in the freezer.

She looks at Maki.

MAGISTRATE MAKI

It's not something I can explain right now. But we will trust you with the details soon enough.

JINJU

Mr. Wilford owes me no answers.

MAGISTRATE MAKI

And he appreciates as always your lack of curiosity for things that don't concern you.

JINJU

But you are here.

Maki looks to Bolger.

BOLGER THE BUTCHER

Unless we accelerate the butchering, which would probably include a milk cow, we'll have real shortages. Up and down the train.

MAGISTRATE MAKI

Passengers will be unnerved. Especially *up*. They've never experienced shortages before.

(MORE)

MAGISTRATE MAKI (CONT'D)
 Not on the train. Mr. Wilford's
 worked hard at that.

A pregnant pause. Jinju appears to consider. Actually:

JINJU
 No.
 (off their look)
 It's not possible. The tank won't
 allow it.

MAGISTRATE MAKI
 We're not suggesting you make up
 the shortage. Nothing like that.
 But maybe if you *increase* your
 customer load, *slightly, for maybe*
a month. We could balance the *yin*
 (Jinju) with the *yang* (Bolger)
 during what I assure you will soon
 be a very *uneasy* period.
 (beat)
 It's really about *l'esprit de*
corps.

They wait on her. Hope she's thinking on it. Jinju pulls out
 a BOTTLE OF SAKE. She pours the sake for the three of them.

JINJU
 To the Wisdom and Judgment of Mr.
 Wilford Who Built the Engine
 Eternal.

BOLGER/MAKI
 To his Wisdom and Judgment.

The men drink, pleased. But then she continues:

JINJU
 For trusting me with the care of
 this car and its passengers.

She looks at them hard. Uh oh.

JINJU (CONT'D)
 So I'm sure he'll understand.
 (beat)
The tank will not allow it.

Maki considers another appeal but the look on her face
 suggests it will not be as well received. Certainly there
 won't be more sake. He stands, Bolger following.

MAGISTRATE MAKI
 Thank you for hearing us.

She nods, as do they. Then the two men leave the car. Jinju holds up the sake bottle, checking the amount left. She makes a mark on the bottle with pencil. Makes a corresponding entry into A LEDGER she keeps behind the bar.

A woman who'll risk her life to keep her world in balance.

INT. CAR 37 - LATER

The quintet sit in various states of mourning and repose. Turner and Cleo are in an animated whispered conversation.

Oswailer sits at Cleo's organ, reading the various written statements and taking his own notes. Till enters.

OSWEILER

How did that go?

TILL

Not great. I dunno. I've never done this before. Maybe I'll go back and see her tomorrow.

He hands her the statements. Speaking quietly with her.

OSWEILER

Everyone lines up. They went to the movie. Raggio took his violin and said he was going to practice. The rest came back here. Did...whatever they do. An orgy basically...

BO

(overhearing)

Don't call it that. It's not an orgy. Don't write that.

Till gives him a look. Oswailer takes a deep breath. He crosses out "orgy" in his notes. Till's attention is drawn to Turner and Cleo, whose conversation has become more animated and less whispered.

TILL

Is there something?

Turner shakes his head no. Cleo's eyes suggest *yes*.

TILL (CONT'D)

Cleo?

CLEO

Yes.

TURNER
Leave it be, Cleo.

CLEO
I can't. How can I?

TILL
 What is it?

TURNER
Fuck.

Turner looks to Kadima, makes a face that Kadima must understand. Because *she* turns to Cleo--

KADIMA
No.
 (off Cleo)
Fuck.

INT. A PASSAGEWAY - MINUTES LATER

Till and Osweiler stride down the passage. They come to a "W" insignia engraved in the wall.

TILL
 This just gets more fucked up by
 the mile.

He pulls out a key and puts it into a slot, turns it. Then pushes on the W and the panel flips open revealing A PHONE.

INT. CAR 37 - SAME

Cleo sits on the bed, upset. Bo curls up next to her.

BO
 It's okay.

TURNER
 It's not, Bo.

And everyone but Bo and Cleo have drifted to separate parts of the car. The strain on this relationship showing...

INT. A SMALL RECORDING ROOM - DAY

Melanie Cavill sits at her console. Into microphone:

MELANIE

There has been a change to this week's menu. Third Class will have Chicken or Vegetarian options. Second Class, Chicken or Rabbit. In First Class all options remain the same. Thank you.

She clicks off the microphone. Exits the room.

INT. THE PASSAGEWAY OUTSIDE THE RECORDING ROOM - SAME

Maki and Bolger the Butcher are there.

MELANIE

Moo.

Bolger swears under his breath and moves off down the train.

INT. THE TAIL SECTION OF THE TRAIN - LATER

A blur of shadows and darkness and then BRIGHT LIGHT as TWO SILHOUETTES come into focus behind HEAVY FLASHLIGHTS. It's TWO BRAKEMEN standing over our hazy POV.

BRAKEMAN

You Layton? Layton Well?

We reverse and see Layton, stoned, curled up next to his nest of belongings and his rat cage. Tailies have slowly gathered near him. There's other Brakemen, as well.

LAYTON

I think so.

CUT TO:

LAYTON BEING ESCORTED THROUGH THE TAIL.

He's trying to find his bearing. Shake off the Chronole buzz. As he passes Fergus, Layton pulls HIS RAT JOURNAL from his jacket and hands it to the boy.

Layton makes it to the threshold of the tail. He's never crossed it before. Still dopey:

LAYTON

This can't be *that* hard.

He steps over the threshold into the next car. He turns to look back just as THE DOORS SLIDE SHUT. This startles him and he stumbles. Turns and faces:

INT. TRANSITIONAL CAR/INDUSTRIAL SPACE

The lights are brighter in here. Layton squints.

BRAKEMAN
Take everything off please.

Layton hesitates, then proceeds to strip. The Brakemen pull on rubber gloves and gather up his clothes for disposal.

CUT TO:

A MAN IN A HAZMAT SUIT POWER-HOSING A NAKED LAYTON.

The water has a pink disinfectant hue to it. And it must be hot as shit because Layton is curled up against a wall HOWLING as the man in the hazmat suit blasts him.

CUT TO:

A BRAKEMAN BUZZES LAYTON'S HAIR.

We see he's now wearing light blue scrubs.

INT. A PASSAGEWAY - LATER

Layton is escorted through a passageway and sees THROUGH A WINDOW FOR THE FIRST TIME IN SEVEN YEARS.

It literally staggers him. He stops, much like Pixi did earlier. But for him the view is traumatic, dizzying. This is his first daylight in almost a decade. His first *Earth*.

There are tears in his eyes.

LAYTON
I almost forgot we killed it.

The Brakemen give him a second and then indicate it's time to move...As they walk, Layton keeps veering to the window.

BRAKEMAN
Keep your eyes straight ahead.
(beat)
It's easier.

INT. FIRST CLASS DINING CAR - SAME

A luxury dining car fit for a Michelin star. Currently present are: Magistrate Maki, Roche, Till. Roche sits at a table, a COVERED SILVER TRAY in front of him.

The door opens and the Brakemen bring in Layton. He may still be a bit stoned but he's sobering up quick. His eyes are everywhere, trying to get what's going on. He looks to the suit, Maki, who gestures for him to sit across from Roche.

ROCHE

Mr. Well. My name is Sam Roche. I'm the Lead Brakeman. That is the Magistrate Maki, Brakeman Till.

LAYTON

Okay.

ROCHE

First off, you're not in any trouble.

LAYTON

How could I be.

MAGISTRATE MAKI

You *do* abuse Chronole.

LAYTON

Is there a law?

MAGISTRATE MAKI

The industrial waste used to make it comes from uptrain. Perhaps it's stealing.

LAYTON

Is it?

An awkward moment. Roche recalibrates:

ROCHE

Let's start again. This is for you.

Slides the tray to Layton. Indicates for him to uncover it. Layton is suspicious but does so, anyway. On the tray is A PERFECT GRILLED CHEESE SANDWICH AND A BOWL OF TOMATO SOUP.

We don't know why but this hits him hard. He blinks tears.

LAYTON

What the fuck is going on.
 (beat, almost pleading)
What the fuck is going on?

Maki gestures to Till. Till opens the door behind her and Osweiler enters with Cleo. Cleo crosses slowly, sits down across from Layton. He shakes from the palm-sweating gut-twist of an ex-lovers' knife wound rent new in his belly.

CLEO

Hey.

Layton stares at her. Painful silence. A hard silence.

CLEO (CONT'D)

Layton--

He cuts her off by slowly sliding the sandwich towards her...

CLEO (CONT'D)

(re sandwich)
 They said you might be sick. And
 who knew what you've been eating--

LAYTON

You *know* what I've been eating. You
 used to eat it.

CLEO

(after a pause, a breath)
 I can't go back in time with you.
 Not today.

LAYTON

(re soup and sandwich)
 But you did this.

He's really upset by it. She's not sure why.

CLEO

I wasn't trying to fuck with you
 Layton. I'm *not* trying to fuck with
 you. They asked me what you liked
 and that you might be sick and I
 remembered this was your favorite
 so I told them--
 (a memory stops her)
Oh. Goddamn.

Suddenly Layton picks up the bowl and violently guzzles it; half of the hot soup pours down his shirt. He gags and vomits out most of it back onto the table and the other occupants. Roche looks to Maki--*fuck this*. But Cleo puts up a hand--

CLEO (CONT'D)

I'm sorry. Fuck. I am.

No one know what they're talking about. Layton fingers the fork on the table. The Brakemen tense. He studies her. She's the one near tears now...He flicks the fork away, into the mess. He gestures at her, *continue*. She gathers herself...

CLEO (CONT'D)

Somebody I cared for very much died today. *Two* people, actually. But one of them, I was...very close to him. And someone killed him.

He takes this in. His mind grinds, even as his heart aches.

LAYTON

He play music?

CLEO

Yes.

LAYTON

What did he play?

CLEO

The violin.

LAYTON

You loved him.

CLEO

Yes. I did.

He nods, processing. She starts crying. Maki steps in.

MAGISTRATE MAKI

Mr. Well. This train has almost anything you could imagine. A movie theater. A swimming pool. Two swimming pools, actually. Doctors. A Dentist. A Judge. We even have a small military now. We trained them after your mob killed eleven of our security team when you stormed the train.

LAYTON

Wasn't my mob. And I didn't kill anyone.

MAGISTRATE MAKI

Which is the only reason we're even talking to someone like you.

(MORE)

MAGISTRATE MAKI (CONT'D)

(awkward beat)

Mr. Wilford imagined almost everything. But not everything.

Tired of Maki, Layton looks to Cleo.

CLEO

They don't have any cops here, Layton. Not real ones. Not homicide.

Layton takes it all in, realizing why he's here. He searches the different faces. Lands on Till.

LAYTON

You look like a real cop.

TILL

I was. Three years. Virginia Beach.

"Virginia Beach" means something to Layton.

LAYTON

Virginia Beach. Sorry.

TILL

Thank you.

CLEO

Layton--

She reaches out and touches his arm--not a thing, just an old habit. He recoils, springs to his feet. He moves to the window. Watches the dead land roll by.

ROCHE

Mr. Well. *Detective* Well. This is new to us. And it's old to you.

MAGISTRATE MAKI

As Mr. Wilford says, utility is the first step towards opportunity.

LAYTON

Yeah. I remember hearing that back when she started going uptrain to play piano.

Layton puts his finger up on the window. Idly makes marks in the cool glass. Walks back to the table. Sits again. To Cleo:

LAYTON (CONT'D)

I am sorry for your loss.
(Cleo nods)

LAYTON (CONT'D)

We've had seventeen since you left.
 Mrs. Wu. Mr. Davidson. Hannah.
 Simon. Eli and Marta lost two
 babies. And then Eli, too. Rosa.
 Max. John the Welder and John Who
 Smiles. Christiana, Paolo, Gemma.
 Both the Tanakas killed themselves.
 (a long beat)
 That's sixteen. Plus you.

They stare each other down. This isn't a snarky sparring match. This is two wounded people. And for Cleo, it's a brutal inventory. She *knew* these people. And she *left* them.

CLEO

Get *fucked*.

Roche and Maki make eye contact: *this is over*.

INT. PASSAGEWAY - SECONDS LATER

Till and Osweiler escort Layton away.

INT. THE DINING CAR - SAME

Cleo cries silent, angry tears at the table. Maki stands at the window where Layton stood.

MAGISTRATE MAKI

Who is Damon?

CLEO

Damon?

(Maki nods)

His brother.

He points to the window: Layton's written Damon on the glass.

CLEO (CONT'D)

(re the sandwich)

This was *Damon's* favorite meal.

MAGISTRATE MAKI

Ah.

Cleo grabs the plate and smashes it on the floor.

EXT. THE TRAIN - AFTERNOON

WHOOOMMMM as it rips its way through the frozen mountains.

INT. THE WORKERS' CAR - FOURTH CLASS

An exhausted Jack Anderson sleeps curled in his bunk. Lilah and LJ sit on the floor, playing gin. Silva, Jack's workmate, pokes his head into their pod.

SILVA

Hey, Lilah. LJ. I need Jack.

LILAH

Silva. Look at him.

SILVA

I know.

LILAH

What happened up there?

SILVA

I just gotta bring him.

LJ puts her hand on her dad's shoulder to wake him...

INT. GREENHOUSE CAR - SAME

Till and Osweiler lead Layton through the humid luxury of the greenhouse car. It's an unimaginable bounty to Layton.

Osweiler stops at a small orange tree. He catches Mrs. Wright's eye as he points to an orange. She nods. Osweiler pulls it off. He hands it to Layton with a perverse casualness that is *painful* to Layton. He just...holds it.

INT. THE CATTLE CAR - SAME

WE OPEN ON: OUR FAMILIAR **COW NUMBER 18**. WIDEN OUT to reveal BOLGER, SILVA and JACK walking down the line of cows. Bolger leads, trailing his hand across the haunches of each cow.

He stops at **NUMBER 18**.

INT. THE SUB-TRAIN TRANSPON SYSTEM - SAME

The trio ride along. Layton contemplates the orange. Till leans forward and keys a couple buttons. The transpo slides to a stop. Osweiler looks at her: what are you doing?

INT. THE BUTCHER'S CAR - SAME

Bolger and Jack SHARPEN KNIVES for butchering. Silva preps a CAPTIVE BOLT GUN in order to kill the cow. It is a nasty and lethal piece of equipment (*Remember No Country for Old Men?*).

They glance back as Till, Osweiler and Layton enter the car. Layton sees the knives and the bolt gun--glances at Till nervously. Till makes a gesture to the butcher--can I have the car please?

Bolger directs Silva and Jack into the cattle car. Silva takes the bolt gun with him, still loading it.

Till walks to the opposite end, to the entrance to the Meat Locker car. She opens up the door, revealing THE CRIME SCENE.

Layton looks at her: he's no idiot, knows what she's doing. But she's no idiot, either, she doesn't force him. She waits for him. He follows her.

INT. THE MEAT LOCKER CAR - SAME

The murder scene is literally frozen in place. Layton clocks the plastic wrap on the floor. He approaches the bodies. Kneels down so he's face to face with the victims.

TILL

Eduardo Raggio. Valerie Childress.

He touches Raggio's face gently. Touches his lip. He reaches for Val, pushes her dangling hair away from her face and revealing the horrible gash on her neck.

LAYTON

What's their connection?

TILL

She worked at The Nightcar. He visited her there last night.

LAYTON

She's *young*.

TILL

It's not...it's not that.

(off his look)

The Nightcar is like a theater.
Role playing. She's a performer.

He looks at her skeptically.

INT. THE CATTLE CAR - SAME

Jack and Bolger approach **Number 18**. She's snug in her railed stall, head towards the window and ass to them. Jack slides past her body to her head. He starts pushing at her.

JACK

C'mon girl. Back it up.

The cow looks at him. Are you fucking kidding?

INT. THE MEAT LOCKER CAR - SAME

Layton stands next to the victims, fingering the chains, thinking to himself. He surveys the rest of the car, the blood sprayed all over the meat. He looks to Till and Osweiler, gathering the larger picture re the meat.

He wanders over to a WHITE BUCKET with smears of blood in the bottom of it. He smells it.

LAYTON

Can you test this?

OSWEILER

No lab.

Till takes the bucket from Layton. Smells it.

TILL

Is it human?

Layton shrugs.

LAYTON

That's why we had labs.

He wanders to the meat, turning it, inspecting it.

TILL

(re bucket)

You think whoever did this ruined the meat on purpose?

LAYTON

Dunno. This place is Mars to me.

TILL

People are still people.

LAYTON

Are they?

INT. THE CATTLE CAR - SAME

Jack and Bolger struggle with **Number 18**. Silva's striding down to help them. *Note: he's got the bolt gun with him.*

OUTSIDE THE WINDOW

The train rockets through a curvy mountain pass...

EXT. THE MOUNTAIN PASS - SAME

AROUND A CORNER: A LARGE ICE SLIDE. MUCH BIGGER THAN EARLIER.

INT. MEAT LOCKER - SAME

Oswailer wraps up the white bucket in plastic wrap. Layton's returned to the bodies. Till with him.

LAYTON

Did you want Homicide? Were you gonna go for that?

TILL

By the time I got my badge...things were pretty bad. Especially in V.B.
(beat)
I didn't think that far ahead.

Layton returns to Val's lips. Touches them. He is not callous to any of this. In fact, he's affected deeply.

LAYTON

It's the worst job in the world.
(beat)
I was glad to see it go.
(beat)
Something I like about the Tail:
when people die no one has to figure out why. We all know.

He stands. She looks him in the eye.

TILL

You're not gonna help.

LAYTON

No. I'm not.

WOMAN'S VOICE

BRACE FOR IMPACT NO DRILL BRACE FOR IMPACT NO DRILL.

And BOOM! It hits. A MASSIVE IMPACT ROCKS THEM TO THE GROUND

INT. THE CATTLE CAR - SAME

The cattle car JOLTS FIERCELY sending the men slamming against the window, ESPECIALLY SILVA. As he hits the window, Silva's BOLT GUN DISCHARGES against the glass, BLASTING A HOLE in the massive window.

The men react in horror as **-140 degree air** rushes into the car, beginning to freeze anything in its path.

And then BOOM! Another ice impact throws the train again, causing the broken window to COLLAPSE, letting the deadly cold atmosphere attack the car's occupants like a wildfire.

A cow kicks over a bucket of water; it freezes instantly. Cows closest to the window begin freezing to the metal rails.

NUMBER 18 lurches to the side, crushing Bolger in between the rail and two thousand pounds of animal. Bolger tries to scream but his diaphragm has been collapsed.

AN ALARM SOUNDS as the doors to the cattle car seal shut.

WOMAN'S VOICE

*Breach C-56. Attention Breach Team.
Breach C-56.*

INT. THE MEAT LOCKER CAR - SAME

Layton, Till and Osweiler struggle to their feet amidst the swinging bodies and beef.

OSWEILER

That's the cows.

The three rush out into the butcher's car, the floor covered with butcher's knives that have scattered during the impact.

INT. THE CATTLE CAR - SAME

Things go south fast. Like, Antarctica South. Jack and Silva struggle to stand but the floor is slick with ice. Bolger is dead or unconscious, frozen to a rail, crushed by **Number 18**.

The cows nearest the window are dying fast, freezing in their places. Silva screams, tries to rip his hand from a metal railing. The flesh tears off.

INT. THE BUTCHER'S CAR - SAME

Till and Osweiler run to the doors, looking through the quickly frosting windows and seeing the chaos.

SUDDENLY THE BREACH TEAM ENTERS THE BUTCHER'S CAR--TEN NINJA-LIKE SOLDIERS IN ARCTIC WEATHER SUITS. AN ALIEN FORCE.

One of them races to where Till and Osweiler are--

BREACH SOLDIER
(an amplified breather)
Get out of the way.

He shoves them out of the way--looks through the window.

BREACH SOLDIER (CONT'D)
Downtrain car.

The soldiers race out of the Butcher's car and head around to the other side of car. Layton moves to the window.

LAYTON
What are they doing?

TILL
What do you think? Saving the cows.

INT. THE WORKERS' CAR - FOURTH CLASS - SAME

The Breach team bursts in. Through amplified breathers:

BREACH TEAM
Everybody down the stairs! Now!

Lilah and LJ are there. They evacuate like they're told. The team rushes through the workers' car to the next car, an unoccupied car filled with various machines, piping, etc.

INT. THE BUTCHER'S CAR - SAME

Our trio watch through the window as from THE BACK OF THE CATTLE CAR the doors open and the Breach Team enters.

INT. THE CATTLE CAR - SAME

A swarm of black bugs with cattle prods, the Breach team knows nothing about cattle, but they know the dangers of the cold. They brutally zap the animals, trying to get them out of the ice storm that is the cattle car.

Meanwhile, Jack and Silva are being crushed, trampled and frozen. Silva goes down first as the cows respond to the prods and make for the open door.

INT. THE INDUSTRIAL CAR - SAME

The cows push back through the industrial car as the Breach Team unseals the door to the Workers' Car.

INT. THE WORKERS' CAR - FOURTH CLASS - SAME

The cows stampede into the residential car, smashing the workers' pods, destroying living quarters.

INT. THE SUB-TRAIN TRANSPOR SYSTEM - SAME

The workers are gathered, refugees from their car. *Chaos.*

INT. THE BUTCHER'S CAR - SAME

Our trio's tortured, pacing, watching. There's nothing to do without a suit. Layton looks to Till. *We gotta get in.*

TILL

It's minus one-forty.

INT. THE CATTLE CAR - SAME

As the Breach team struggles to get the cows out, Jack and Silva, tangled amongst the frozen and dying cows, are close to death themselves. They try to scream for help, but the sound of the train and their frozen lungs make it impossible. Besides, the Breach team has its orders...

INT. BUTCHER'S CAR - SAME

Oswailer stares through the window, right into the eyes of a dying Jack, stuck on the ground. Jack stares right back.

OSWEILER

Get back.

TILL

What? No. Oz--

He grabs a rag from the butcher's supplies and wraps it around his face. Wraps his hands.

OSWEILER

Get the fuck back.

He begins keying in the door code for the cattle car. Till grabs Layton, pulling him back to the other side of the car, stumbling over knives and falling. She cuts her arm on one--

TILL

Shit--

She scrambles up and they sprint into the MEAT LOCKER CAR as Osweiler OPENS THE CATTLE CAR DOOR. Till shuts the door, sealing them in the Meat Locker. She screams in frustration.

BACK IN THE BUTCHER'S CAR, the cold air blasts through the car, immediately frosting the steel equipment.

Osweiler moves quickly into the CATTLE CAR, shutting the door behind him. He's at the messy end of the car: a tangle of frozen, dying and dead cattle intertwined with the three men. Bolger and Silva are clearly dead, Jack close.

Osweiler tries to free Jack, who's trapped partially underneath a cow and partially frozen to the car floor. The Brakeman gets to the rancher, but after just ten seconds Osweiler's coordination is leaving him. He struggles to get traction, to do *anything*. He looks around--the Breach Team is pushing the last of the living cows out--

OSWEILER

Hey! Hey!

But they can't hear him. It's hopeless. He looks at Jack--there's no way and they both know it. Or, Osweiler does. Jack grabs at Osweiler's foot, desperately clawing at him. Osweiler slips on the ice-slick floor. Now without purchase, he feels Jack's grip pulling him closer. He can't get away.

JACK

Please.

But Jack is dooming them both. And Osweiler knows it. Still, Jack's got the strength of a ranch hand and the desperation of a dying man. He won't let go. He's killing them.

INT. THE MEAT LOCKER CAR - SAME

Till is up, determined to do *something*. *Anything*. She hits the door--it opens up to a cold but not deadly environment. She sprints to the other door--looking in to see Osweiler in a deadly struggle with a man drowning in ice.

She runs out a door into THE SIDE PASSAGEWAY, sprinting until she finds a BREACH SOLDIER as the man pulls off his gear, breathing heavy, red-faced from the fucking cold.

TILL

You gotta get back in there!
There's passengers in there!

BREACH SOLDIER

Fuck that.

She runs past him to the next one, and the next.

TILL

Come on! Come on!

No takers--

INT. THE CATTLE CAR - SAME

Oswailer looks for any way to loose himself from Jack's grip. His eyes find SILVA'S BOLT GUN. He claws for it, unable to grab it with his wrapped hands. He sheds the wrap--his hand probably already dead of frostbite. But he gets ahold of it.

Jack sees what he's doing--his eyes go wide. Oswailer primes the gun, points it over at Jack. Is he going to shoot him in the head? No. He doesn't have that in him.

Instead, Oswailer puts the muzzle against Jack's hand and pulls the trigger. The bolt gun's force SHATTERS Jack's frozen hand. But it also shatters Oswailer's foot.

The two men scream, never to be heard over the roars of the murdering wind whipping through the train.

Oswailer looks back towards the door. Till and Layton stare through the glass at him, stunned by what he did. He pulls his shattered leg after him, dragging himself to the door.

Till opens the door and they yank him through. As they do, both she and Layton take one look at the horrible scene, including the gutted face of Jack, knowing he's finished.

They can see there's nothing to do. They shut the doors.

INT. BUTCHER'S CAR - SAME

Oswailer rolls on the ground, blackened by frostbite, what's left of his pulverized foot dangling ugly behind him. He sobs on frozen lungs.

INT. THE SUB-TRAIN TRANSPON SYSTEM - LATER

The workers' car refugees sit, waiting for instruction. A brakeman climbs down the ladder. He makes his way to Lilah and LJ. He delivers the bad news. They collapse in grief.

EXT. THE TRAIN - MOUNTAINS - TRANSITION SHOT - NIGHT

The Snowpiercer roars through. We stay on it for a bit...

INT. TRANSITIONAL CAR/INDUSTRIAL SPACE - LATER

Layton and Till. Standing in front of a door.

LAYTON

Can I ask you a question?

(she shrugs)

What do you think of us? In the back?

She pauses a second. Then:

TILL

I think you're criminals. I think you broke the rules. I think ten billion people were dying, and you all decided you didn't want to be part of that. I get it. But you put *this world* in jeopardy. You killed people. Mr. Wilford is more forgiving than I am. He's trying to make the best out of a bad situation. But you don't belong here. It may not be fair. Or nice. But the train is all that's left.

He gives her a little nod.

LAYTON

I bet you were a good cop.

THE DOORS OPEN, revealing THE TAIL SECTION in all its Warsaw Ghetto Glory. He turns and walks inside. The doors close. She turns and strides off, not looking back.

INT. THE TAIL SECTION OF THE TRAIN - LATER

Layton sits back in his familiar spot. He's peeling his orange. Fergus arrives, sitting down across from him.

FERGUS
Where'd you go?

LAYTON
I don't even know.

FERGUS
They give you that?

He nods. Gives it to Fergus. Go ahead. The boy takes a bite. The look on his face is *ecstasy*.

FERGUS (CONT'D)
What is it?

Oh, Fergus. Layton's heart breaks for him.

INT. WORKERS' CAR - FOURTH CLASS - LATER

Lilah, LJ and the others enter to find it full of cattle.

BRAKEMAN
Three minutes. And do not disturb
the livestock.

A devastated Lilah leads her daughter back to their demolished pod, gathering up their few belongings...

INT. THE TAIL SECTION OF THE TRAIN - LATER

Layton is over near the heating pipes, sitting on the floor. He has one of Fergus's new ingenious collapsible rat traps in his hand. He looks up to see Fergus's mom, Josie. She hands him back AN ORANGE SLICE. He eats it. Holy shit that is good.

JOSIE
Was it about Cleo?

LAYTON
Sort of, yeah.

JOSIE
So she's alive.

LAYTON
She is.

JOSIE
I guess that's good.
(beat)
Did you see a lot of it?

LAYTON

Enough.

Layton sees Asher, the boy from the Engineers' test.

LAYTON (CONT'D)

He didn't pass the test?

JOSIE

The girl made it.

LAYTON

Good for her.

JOSIE

I suppose.

Layton idly collapses and uncollapses Fergus's trap.

WOMAN'S VOICE

Attention passengers and people in the tail.

The Tailies look up. She never addresses them.

WOMAN'S VOICE (CONT'D)

Due to an incident resulting from this evening's impact, there will be a temporary reclassification of a small number of fourth class passengers...

THE TAIL DOORS OPEN. IN WALK THE WORKERS' CAR REFUGEES.

WOMAN'S VOICE (CONT'D)

...until other arrangements can be made for their living quarters. Fourth class passengers will be expected to maintain their current work assignments.

Brakemen begin pulling Tailies from their bunks and directing refugees to those beds. *This is not good.*

The Brakemen roughly pull Fergus's stoned father out of his bunk and direct Lilah and LJ to it. They sit down on it, lost in a sea of strangers. Lilah pulls LJ close as Fergus and Josie rush to help Ian...

WOMAN'S VOICE (CONT'D)

Please help make this transition as smooth as possible for all involved.

(MORE)

WOMAN'S VOICE (CONT'D)
**Wilford Industries and Transport
 apologizes for any inconvenience.**

Layton watches as the refugees displace the Tailies, crowding them out of their meager "homes." HE CRINGES INSIDE AS HE SEES: Fergus get jostled and drop his last section of orange. The boy scrabbles like a mouse to recover it but the fruit is smashed underfoot...Fergus sighs, his resigned stoicism breaking Layton's heart.

WOMAN'S VOICE (CONT'D)
**All systems green and our Train's
 Engine Eternal continues at 100
 percent...**

Layton looks down at the rat trap again...Back at Fergus...

INT. AQUARIUM CAR - NIGHT

Jinju sits in front of the aquarium. She wears a robe. She's deep breathing, filling her lungs and blowing out. She's doing what free-divers call a "breathe-up."

She drops the robe to the ground and stands naked.

INSIDE THE AQUARIUM - MOMENTS LATER

The fish scatter as Jinju dives her way from the aquarium's surface to the floor. She has no oxygen, no mask, nothing but a small net bag and a nasty knife strapped to her leg. This is her in her natural state.

She reaches the bottom. Jinju approaches A BED OF SPIKY SEA URCHIN ATTACHED TO A ROCK. She uses her knife to pull two or three off the rock. Puts them in her bag. She moves to a small GROUPING OF CLAMS.

This should be as long and as beautiful as we can allow. It contrasts with this:

INT. THE CATTLE CAR - NIGHT

A frozen moonscape of death. Pompeii with ice. Bodies, cattle and human, frozen in their last moments.

The door opens, a silhouette appears. A Breach Soldier. The soldier approaches Jack's body. Kneels down and shines a light on the floor, illuminating Jack's destroyed hand, frozen to the ground. On the hand, HIS WEDDING RING.

The soldier digs at the finger with his gloved hands, scraping and pulling at Jack's fingers. They won't move.

The soldier pulls out a hammer and chisel. With a violent stroke, the soldier shatters the ring finger. He retrieves the ring, now loosed from the frozen hand. Another kind of dive, another excavation of a prize.

The Breach Soldier stands, surveys the horror. His shoulders slump a bit. It's horrible. He leaves. The door shuts.

INT. THE SUSHI BAR - NIGHT

Jinju packs a beautiful enameled box full of her bounty, now prepped in the most exquisite style. She's the last sushi chef alive. But she may have always been the best.

INT. THE TAIL SECTION OF THE TRAIN

Layton is alone in the back with his cage of rats. He's writing in his rat journal. Finishes it, RIPS the page out.

He reaches inside the mass of rodents and moves aside a wooden slat on the bottom of the cage. Pulls out A METAL BOX, not nearly as beautiful as Jinju's.

He opens the box revealing HIS BADGE AND HIS GUN. He wraps the gun and badge in a rag along with his Chronole and hides them back under the rats. He places the piece of journal paper in the box along with something else we can't see. He shoves the box into his pocket.

INT. A SMALL INFIRMARY - NIGHT

Osweller lies in a bed, unconscious, black with frostbite. His foot gone. Till stands over him. She turns and leaves.

INT. TILL'S QUARTERS - NIGHT

She's halfway out of her uniform, in a train-issue tank top and her Brakeman pants. She's got a bandage on her arm. She's exhausted, drained. Her door slides open. She brightens--

It's Jinju, bearing her enameled box. She crosses to the bed where Till rests. Jinju puts the box to the side and sits next to her.

JINJU
How bad is it?

Till just shakes her head. Fucking *bad*.

Jinju doesn't press Till on details. She knows her too well. Instead, she pulls Till's hair out of its ponytail. They kiss, deep. Breathe each other in. A cleansing breath.

TILL
(re box)
Let's see.

Jinju opens the box. It is a perfect collection: uni in its spines, the most immaculate clams, a perfect broth. Till almost cries when she sees it. Jinju loves when she can make her feel like that. Especially after this day.

TILL (CONT'D)
Thank you.

JINJU
Thank the sea. And the train for saving it.

TILL
You save the sea. And me.

Jinju hands her the bowl of soup. They sip, share it.

INT. TILL AND JINJU'S QUARTERS - LATER

The two women make love, pushing away the day. The box, now simply the empty spines of the urchin, at the floor.

INT. CAR 37 - NIGHT

The five surviving lovers sit together in a circle, each holding each other's hands. Cleo, Bo, Avi, Turner, Kadima. A ring of mourning, a band to encircle their grief.

INT. THE TRAIN - A CORRIDOR PASSAGEWAY - NIGHT

A Brakeman strides uptrain. He's carrying A PACKAGE. He stops at a door and knocks. After a moment TILL opens it, wearing what is probably Jinju's robe. He gives her the package.

INT. JINJU AND TILL'S QUARTERS - SAME

Till returns, slides the door shut. She sits on the bed and opens the package. It's Layton's METAL BOX. She opens it, removes the written journal page. Reads. *Fascinating*. Till unwraps the other object inside...

EXT. THE TRAIN - A WIDE SHOT OVERHEAD

Flying past us through the night. Into the morning...

THE FAMILIAR TONE SOUNDS

WOMAN'S VOICE (V.O.)

Good morning Passengers. Wilford Industries and Transport wishes you well. Enjoy your day.

The TAIL DOORS OPEN like the beginning of the show. Naked zombied workers from the Toxic Waste Detail return to the tail, greeting by their families.

Same ritual as Fergus and Josie lead Ian back into the car, wrapping him in an overcoat. He heads toward their old bunk, but they lead him away, giving a side eye to Lilah and LJ as the Andersons ready for their work days.

The Andersons have no safe place to leave their personal effects. They shove them under the bunk, knowing they're at these stranger's mercy. They're escorted out by Brakemen. As they exit they pass SAYORI, the woman who gave the Engineer's Test Speech.

IN THE BACK OF THE TAIL

Layton feeds the rats, keeping to himself. He glances up as Sayori enters. People take notice of her. She doesn't come but once a year, and that day is not today.

ON JOSIE: whose gut tells her something's up. She looks for Fergus, who's on the ground helping Ian get his boots off.

SAYORI

It has come to our attention that there may be a *natural* among you, a *whiz*, if you will. Perhaps even a shining light. Mr. Wilford has promised to uplift those of you gifted with excellence. Even if you do not see it in yourselves.

She looks at Fergus.

SAYORI (CONT'D)

Fergus McConnell. Come with me.

Fergus doesn't know what to do. Josie runs to him.

JOSIE

No.

SAYORI

Now, please.

The Brakemen make for him, taking him by the arm.

JOSIE

NO! Ian! *Ian!*

But Fergus's father is too stoned from the toxic waste. He barely registers what's going on as Fergus is escorted away.

Josie rushes for the boy, grabbing him...She's quickly separated from him by a Brakeman. She screams for the boy, who's cowed in silence. As the Tailies start to rally to her, a STRANGE SIGHT is seen rolling towards them from the uptrain car: WAITERS PUSHING STEAMING VATS OF BEEF STEW.

As Fergus is pulled out of the tail and away...

SAYORI

Mr. Wilford thanks you for your patience during this trying stretch of our journey. We will be serving beef stew this week in the tail section. Accept with our gratitude.

The Tailies freak out, smelling the beef. Holy shit. They don't know the beef was soaked in human blood. And they probably wouldn't care.

We find Layton. He's up near the door, watching as Fergus disappears uptrain. Josie catches up with him--

JOSIE

Layton! Fergus.

She grabs him, sobbing. We see his face, it's screwed up in pain. *But not surprise.* A Brakeman taps him on the shoulder as if to say: *time to go.* Layton pulls away from Josie.

LAYTON

I have to go, Josie.

JOSIE

Go? You gonna get him?

LAYTON

No. I...I can't do that.

(beat)

I have to help with something.

JOSIE

(furious, sobbing)

Them? Help them?

LAYTON
 I'll come back.
 (off her look)
 Tonight. *I promise.*

He steps away, moves through the door. It scallops closed. She bangs on the huge door, screaming for her child...

INT. THE TRANSITIONAL CAR - SAME

Till stands in the next car, waiting for Layton. She holds FERGUS'S RAT TRAP. She hands it back to him. Layton studies it for a moment, conflicted about what he's done to Fergus and his family. Layton and Till head uptrain together, and we are left to wonder what rats and what traps await them...

INT. THE NAIL SALON - MORNING

Lilah enters, dressed for work. Heart broken. She is surprised to find the salon empty except for MELANIE CAVILLE.

MELANIE
 Hi. Sit.

Lilah sit across from her. Melanie's hands are in front of her. The nails are broken. Her hands red and chapped.

MELANIE (CONT'D)
 I cannot tell you how sorry I am.
 (Lilah nods, silent)
 I lost my husband. At the end.
 (beat)
 I still talk to him.

Lilah doesn't know what to say. Re Melanie's hands:

LILAH
 What happened?

MELANIE
 Doesn't matter.

LILAH
 You want the same color--?

She stands but Melanie gestures for her to sit back down. No. Melanie turns her hand over. In the palm is JACK'S WEDDING RING. She hands it over to Lilah.

LILAH (CONT'D)
 How did you--

MELANIE

Doesn't matter.

(beat)

Keep it safe. Where you're staying right now...I don't even like it when my voice goes back there.

(beat)

I want to help you. I want to get you out. But it's a matter of space. And they can't move the cattle because of...the accident.

LILAH

I'm only worried about LJ.

Melanie nods, understands.

MELANIE

LJ I may be able to help.

(beat)

But I need you to believe.

LILAH

I told you before...I don't--

MELANIE

In me. Believe in me.

INT. PIXI'S ROOM - MORNING

CLOSE ON Pixi Ariaak's eyes. Dark purple in color; they contain worlds. She lays on her stomach, staring at a small object, the size of a matchbook. She rolls it on her fingers, in and out. She's got magician's fingers. Or a thief's.

A KNOCK at her door and it slides open. She palms the object and it disappears somewhere. Miss Audrey fills the doorway.

MISS AUDREY

You doing all right, Pixi?

Pixi shrugs. Fair. Miss Audrey ushers LJ in to the room. The girl carries a small box of belongings.

MISS AUDREY (CONT'D)

This is LJ. LJ this is Pixi. LJ is going to be staying with us.

LJ moves in. It's clear she's expected to take Val's bed. As she moves towards it--

PIXI

Wait.

Pixi goes under her bed and pulls out all of her belongings. She moves them over to Val's side of the bed and pushes her box under the bed. She sits on Val's (now her) bed.

PIXI (CONT'D)

You be me.

LJ looks to Miss Audrey, who nods. LJ's freaked regardless.

MISS AUDREY

We can talk later.

Miss Audrey pulls the door shut, leaving them to themselves. Two young women reeling from the loss of family and friends.

INT. THE HALLWAY OUTSIDE PIXI'S ROOM - SAME

Miss Audrey nods to Melanie, who's been waiting outside.

INT. PIXI'S (AND LJ'S) ROOM - SAME

Pixi's got the little object out again, rolling it through her hands, smelling it, rubbing her fingers together.

PIXI

What does LJ stand for?

LJ

Lilah, Junior. My mom's name.

(beat)

What about Pixi?

Pixi just holds up her hands, who the hell knows.

LJ (CONT'D)

(re the object)

What's that?

PIXI

It's for violins.

(beat)

It makes them sing.

She makes it disappear, appear again, disappear...

INT. TRAIN CORRIDOR - SAME

Melanie walks through fancier sections of the train, heading to the front. She stops at a door. Keys it open and enters.

INT. MELANIE'S ROOM - CONTINUOUS

A deluxe quarters appropriate for a woman of her station. She changes out of her clothes, hanging things back in her closet neatly. She pulls on a faded t-shirt and jeans. Scrubs her face of the high end makeup...Yanks her hair into a pony.

She walks to the uptrain wall of her cabin. She presses A HIDDEN BUTTON tucked in the woodwork. A camouflaged door clicks open. She slides it enough to let herself through and closes it behind her. We are now at

THE PROW OF THE TRAIN.

Somewhere between The Enterprise, a yacht, and well, the most advanced train in the world.

The prow is littered with beautiful computer screens, quietly measuring and controlling every possible circuit, fluid, and force. Present are several HOODED AND ROBED MEN AND WOMEN.

THESE ARE THE ENGINEERS. We saw one earlier when he took the children in for testing. They are monk-like in mien. When Melanie enters, the Engineers melt into the background. It's like a monastery and she's the Head Abbot.

She makes her way to the front, where one Engineer still stands, looking out the ENORMOUS VIEW WINDOW to the tracks ahead. We assume he's the highest ranking of the hooded ones.

She stands next to him, looking much less like The Voice of the Train (which she still is) and more like a prodigy in the Mechanical Engineering Department of M.I.T. Which she was.

MELANIE

Engineer.

ENGINEER

Mr. Wilford.

MELANIE

I have the train.

ENGINEER

You have the train.

He makes the **W sign**, walks away, leaving her there.

She watches ahead as her creation rockets down the frozen rails, eating up track, eating up miles, eating time.

AND WE BURN TO WHITE.