

THE BOOK OF ELI

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Property of:
Silver Pictures
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EXT. FOREST - DAWN

Bare as hell. The trees stripped of their bark and white like ghosts. Some torn violently from their roots and felled.

STARK GRAY SUNLIGHT shafts between the trees, clouded by a creeping fog that obscures the true color of everything. A LIGHT SNOW flutters. The world monochrome, lifeless and cold.

A CAT prowls across the dead earth. Barely recognizable as the domestic breed it might once have been. Its fur mangy and rank, body rib-thin from starvation. Entirely feral.

It moves slowly, cautiously. Sniffing the air, scanning the forest, alert. Trusting nothing of its surroundings. It paces across a leaf-strewn clearing, closing stealthily on:

A DEAD MAN, splayed face-down in the earth.

As the cat moves closer, approaching the body warily:

ANGLE FROM ACROSS THE CLEARING

About thirty yards away. Someone is hunting the cat. Waiting. SLOW, DEEP BREATHS, heard through a GASMASK RESPIRATOR.

CLOSE ON A PAIR OF INDUSTRIAL GOGGLES

The MIRRORED LENSES reflecting the forest clearing, locked onto the cat. The slow, metered breathing continues.

THE CAT slows, but continues pacing toward the corpse. More cautious than ever. It inches forward, sniffing at the body.

ON THE HUNTER. Crouched behind the stump of a felled tree. Concealed beneath a camouflaging mesh of leaves, twigs and bracken. A "ghillie suit" of the kind used by snipers.

THE CAT moves still closer to the nearby body. Curious but still unsure, constantly watching for predators.

THE HUNTER moves almost imperceptibly. The leaves covering him rustle ever so slightly as we hear - just barely - the familiar creaking sound of a BOW STRING BEING DRAWN TAUT.

THE CAT hears it. Looks up, alert. Staring right at the hunter, but he is too well camouflaged to be seen. An interminable, tense BEAT - is the prey going to flee?

As the cat finally turns its attention back to the dead man, the hunter LOOSES THE ARROW. It sails across the clearing and SKEWERS THE CAT clean through. It drops to the ground.

THE HUNTER STANDS, shaking off the ghillie suit.

He wears a weather-beaten rain coat. Hooded sweater with more layers beneath that. Torn pants and scuffed work boots. Everything filthy and battered from years of wear.

Along with the goggles, his face remains obscured by a DISPOSABLE PAPER DUST MASK and a CRUDELY-FASHIONED FUR HAT with dangling ear flaps that may once itself have been a cat.

Around his neck he wears a silver SAINT CHRISTOPHER PENDANT.

His name is ELI.

He shoulders the bow and walks across the clearing. Crouches beside the dead cat and pulls out the arrow, wipes it clean.

He bundles up the cat in an old cloth sheet and returns to the mangled tree stump. Folds away his ghillie suit into a nearby RUCKSACK which he hauls up onto his back.

A canteen dangles from the backpack, a SHOTGUN strapped to its side. Eli reaches down for his final possession - an old SAMURAI SWORD in a scabbard which he slings across his back.

He turns his face up to the sky. A snowflake drifts down and lands on his cheek. He reaches up and brushes it away, leaving a BLACK SMEAR on his face. Not snow after all, but some kind of ASH.

He pulls the dustmask down around his neck, revealing for the first time the dirty, unshaven face beneath. Impossible to tell his age, but certainly not a young man.

He breathes in the air. Grimaces, then sets out across the forest, disappearing into the mist between the trees.

EXT. FOREST ROAD - DAY

The sun beats down from directly overhead now. The sky has no color to it, paper-white. The stark light leaves everything seeming bleached-out, over-exposed.

Eli emerges from the treeline onto the cracked and ruptured asphalt. Lined by more of those ghostly, stripped-bare trees.

He sniffs the air, breathing it in. Turns in both directions. The road is deserted. A few yards away is the rusted, burned-out chassis of a CAR. He heads toward it.

The car rests half on the road, half in the adjacent ditch. Stripped of its tires and engine. In the driver's seat is a SKELETAL BODY still dressed in faded old clothes.

Eli wrenches the door open by its rusted handle and leans in to check the man's feet. They're bare. No shoes or socks. Eli curses under his breath.

He leaves the car behind and heads on down the road. As he walks away, we see that the sole of one of his boots has worn loose, held in place now only by a rubber band.

EXT. ROAD - DAY

The road has since emerged from the forest, passing now through a deserted wasteland of dead scrub brush and urban junk. The asphalt strewn with burned-out cars and debris.

A warped metal sign by the side of the road reads:

LITTER REMOVAL NEXT TWO MILES BY: "CIRCUIT CITY".

Eli continues steadily down the road. A man who has been walking a long time. But not aimlessly. With purpose.

It seems that this world is empty of people, save for Eli. But it is not.

Up ahead is a HUNCHED FIGURE by the side of the road.

A YOUNG WOMAN. Bone-thin, dressed in ragged clothes.

The SHOPPING CART she was pushing has overturned into a roadside ditch, spilling its contents. Blankets, tins of food, old clothes. She's on her knees trying to gather it up.

She looks up as she sees Eli approaching. Instantly cowers from him, raising her hands to protect herself. Terrified.

YOUNG WOMAN

Oh. Please don't hurt me. Here,
take anything you want. You want
some food? Take it.

She offers him a can of pet food with a trembling hand. Eli stands there, his expression impossible to read behind the mirrored goggles.

ELI

I'm not going to hurt you.

YOUNG WOMAN

That's what the last guys said.

Eli is expressionless. Not his problem. He is about to move on, when:

YOUNG WOMAN

Could you help me? The wheel came off. I can't fix it. Maybe if I could get it out of the ditch. But I can't.

The cart has come to rest in the ditch just inches from a THICK BRACKEN HEDGEROW that lines the road.

Eli turns to the girl. Her faded blouse is unbuttoned, revealing a little cleavage. Her skirt torn along the leg, showing more than a little thigh. Almost deliberate.

He sniffs the air. Turns warily toward the hedgerow. Just like the cat he hunted, his senses heightened and on alert.

Eli sniffs the air again, cocking his head as he senses something. He takes a step back, away from the girl.

ELI

Only good thing about no soap any more. You can smell the hijackers a mile off.

The woman's face falls.

THREE ROADSIDE HIJACKERS burst out of THE HEDGEROW, brandishing clubs made of metal crankshafts, spears from the skeletons of beach umbrellas. A couple of them wear old sunglasses and goggles similar to Eli's.

The HIJACKER LEADER steps toward Eli. A disgusting, lethal brute.

HIJACKER LEADER

What you got there in the pack?

ELI

Nothing.

Eli backs away, but TWO MORE ARMED HIJACKERS drop from hiding in the trees behind, cutting off his escape, surrounding him. Five against one. The young woman scoots around behind her shopping cart, watching avidly.

HIJACKER #2

He's got a gun.

HIJACKER LEADER

Shit, it ain't loaded. They never are.

(beat)

(MORE)

HIJACKER LEADER (cont'd)
Open the pack. Tip it out on the
road.

ELI
I can't do that.

The hijacker leader steps forward aggressively. Now within striking distance of Eli.

HIJACKER LEADER
Take off the pack, or die.

Eli doesn't move, doesn't say a word. But there is a coiled stillness about him that even these brutes can sense. They hesitate.

The hijacker leader shoves Eli in the shoulder.

HIJACKER LEADER
You listening to me?

Eli remains perfectly calm. And though he speaks with a soft, even tone, there is something formidable about his voice.

ELI
I hear you. You lay that hand on me
again and you will not get it back.

The other hijackers exchange nervous looks. This is not how it's supposed to go.

HIJACKER LEADER
Okay asshole, you wanna do it the
hard way...

He lunges forward, grabs the shoulder strap of Eli's pack.

It happened so fast that if you blinked, you missed it. But somehow Eli has now drawn his sword. A RIVULET OF BLOOD snakes down along the blade and drips onto the asphalt.

Hijacker leader's hand is still gripped around Eli's shoulder strap - but it's no longer connected to his arm. For just a brief moment we see the SEVERED HAND hanging from the strap.

Hijacker leader staggers backward, clutching his spurting wrist.

HIJACKER LEADER
What... you just... he just cut my
hand off! He cut my... hand...

Eli pries the hand loose from the strap and drops it onto the road at his feet as hijacker leader's legs give out and he slumps to the asphalt. His eyes dart around, as though confused.

HIJACKER LEADER

What you standin' around for? Kiss him!

HIJACKER #3

What's he talkin' about, kiss him?

ELI

He's in shock. He means "kill him".

A tense BEAT. And then the four remaining hijackers ATTACK ELI ALL AT ONCE, weapons flailing.

Eli flourishes the sword. A BLUR, TOO FAST TO FOLLOW. But it's clear he is possessed of an inhuman level of skill. It's over in moments. The four hijackers LAY SLAIN IN THE ROAD.

The hijacker leader crawls toward his severed hand. Eli kicks it out of his reach.

ELI

I told you you wouldn't be getting that back.

Hijacker leader looks up to see the figure of Eli bearing down on him, silhouetted ominously against the sun. He looks for a moment like an avenging angel, something not of this world.

HIJACKER LEADER

Who are you?

ELI

My name is Eli.

And with that, Eli runs him through with his sword. He turns.

The young woman cowers, panting, behind the shopping cart, certain that she is next. He heads right for her.

ELI

Where's their water?

YOUNG WOMAN

(backing away)

In -- they don't have none. They were gonna take yours.

ELI
I don't want to ask again.

YOUNG WOMAN
(defeated)
In the cart.

Eli sheathes his sword, pulls the shopping cart from the ditch and rights it. He finds a glass gallon jar with a screw top. Maybe half an inch of brackish water. Disgusting. But water.

Eli considers the woman for a long moment, puts the water back in the shopping cart.

YOUNG WOMAN
You're not taking it?

Eli says nothing. Walks back to the slain hijackers, crouches beside them and begins searching their bodies. He takes a scarf from around the neck of one. Finds a Zippo lighter on another, checks that it works and pockets it.

He puts his boot (the one held together with the rubber band) alongside each of theirs. Not one comes close to fitting.

Having looted the bodies, Eli straightens up, steps back, lowers his head slightly.

His mirrored goggles reflect the carnage. Something unfathomable goes on inside him. Sorrow? Maybe. Or something even more complicated and profound.

The young woman stands a few yards away, watching him, transfixed. She has never seen anyone like him.

Eli turns and walks away down the road, passing the woman without so much as looking at her.

YOUNG WOMAN
Thank you. You're... a good man.

ELI
There are no good men on the road.

YOUNG WOMAN
Where are you going?

ELI
West.

YOUNG WOMAN
Can... can I come with you?

He doesn't even turn back to look at her.

ELI

No.

EXT. ABANDONED TOWN - DAY

Little more than a single street lined with storefronts. Eli walks steadily along, side-stepping rubble and debris.

He passes by abandoned stores, most of them BURNED, some little more than charred ruins. The entire area the victim of a MASSIVE INFERNO, long since burned out.

Eli doesn't even bother to explore the ruined stores as he passes by, knowing already that he will find nothing.

EXT. ABANDONED HOUSE - DAY

A once-cute designer cottage on the outskirts of town. Like almost everything else we've seen, the exterior is blackened and scorched - but it appears that it might still be habitable.

Eli stands in the front yard, surrounded by brownish, overgrown weeds. Thinking it over. Turns to face the setting sun. It will be dark soon. He turns back toward the house.

Corroded WIND CHIMES TINKLE under the eaves near the front door.

INT. ABANDONED HOUSE - DAY

The front door is sent CRASHING OPEN with a hard kick, revealing Eli silhouetted in the fading sunlight. The shotgun unhitched from his pack and held ready. He moves inside.

Another dead place. Everything covered in a thick layer of dust but otherwise largely preserved. An eerie snapshot of a world long gone.

The wind chimes tinkle intermittently in the background, throughout.

KITCHEN

This was once a state-of-the-art kitchen. Every cupboard now empty. Eli checks each one, poking around in the dark corners with his sword, but finds nothing but dust.

BEDROOM

A wooden bedframe stripped clean. The dresser drawers have been emptied and lie strewn across the floor. Eli moves toward a large walk-in closet but can only open the jammed door part way. He reaches in through the gap.

CLOSE-UP ON ELI'S GLOVED HAND as it finds a rope, then finds the petrified body of a MAN HANGING BY A NOOSE. Twisting gently back and forth.

Unfazed, Eli rips the closet door off its hinges, crouches down and checks the man's feet. An old pair of Converse All-Stars hang limp from the man's skeletal ankles. Eli calmly sets about unlacing them.

He puts a Converse against his own broken boot; they're a fit. Discards his ruined boots and puts on the sneakers, laces them up.

He walks around, pacing up and down, getting a feel for the new shoes. They feel good. For the first time, he smiles.

OUTSIDE

A gust of wind sets the chimes dancing loudly. Almost like laughter.

LATER

Eli sits, roasting the carcass of the dead cat over a small CAMPFIRE made from wooden chair legs, burning on the floor of the house.

NOTE: Once settled indoors, Eli usually wears TINTED GLASSES, which give his eyes a little monochromatic definition (but not too much detail).

He cleans the animal's pelt as it cooks. Pokes at the meat with a pen-knife. It appears ready to eat.

He wipes his hands, bows his head and mutters under his breath. Too quiet to hear, too private, but it's possible he's saying grace.

When finished, he uses the knife to saw off a chunk of meat. Takes a bite, savoring the taste with great relish. To him, it's grade-A filet mignon.

He reaches for his CANTEEN, shakes it. Not a lot of water in it. He opens it, takes a very spare mouthful, lets it trickle slowly down his throat, relishing every drop. Then, with great discipline, he screws the top back on the canteen and sets it aside.

The wind chimes tinkle outside.

SUNDOWN

The last of the waning sunlight shafts through the bedroom window. Eli rummages through his backpack, searching for something, giving us a look at some of its contents.

A spool of fishing line. First-aid kit. Box of shotgun shells. Ball of rubber bands. A whetstone. And somewhere in there we catch a glimpse of a couple of HAND GRENADES.

Eli finally finds what he's looking for - pulls out a SMALL PACKAGE wrapped in cloth and tied fast with string. He tugs on the string and unwraps it with the utmost care.

It's a BIG OLD LEATHER-BOUND BOOK with a BRASS LOCK on it. The binding cracked and pages dog-eared, thumbed through a thousand times and more. Eli gazes at it. Lets his fingers play across the beat-up old leather cover. A cherished thing.

He unlocks the book with a TINY BRASS KEY, which he keeps on the Saint Christopher chain around his neck.

He begins to read, half-hidden in the shadows of the fading sunlight. Silently mouthing the words as he reads them. The only sound the occasional cheery tinkle of the wind chimes.

MANY PAGES LATER

Eli locks the book and parcels it back up as before. Replaces it in his pack, then reaches in for something else ...

... but instead freezes, head cocked. He heard something.

Moving slowly and smoothly, Eli tears a shred of meat off the cat carcass.

ELI
(gentle, quiet)
You hungry?

Eli rests his hand on the floor so that the shred of meat is displayed temptingly.

ELI
Dinner's on me.

Only now, when we look past his hand, do we see who he is talking to. A SCRAWNY LITTLE MOUSE. Edging closer along the baseboard.

ELI
You gotta come get it.

Eli waits, still and patient as a rock, but very much aware. The little mouse's nose wrinkles. It is virtually drooling.

ELI
I'm not gonna hurt you, I promise.
(beat)
It's cat.

Almost as if understanding Eli, the mouse darts for his hand. For a fleeting moment, neat little paws touch the ball of Eli's thumb. Tiny teeth close over the meat, take it.

The mouse hurtles back along the baseboard and disappears through a hole in the corner, leaving nothing but the smile on Eli's face.

ELI
There now.

Feeling good, Eli reaches into his pack for something.

A SMALL CAR BATTERY. Old and streaked with acid stains. Attached to a tangled bunch of ELECTRICAL WIRING and JUMPER CABLES. Eli reaches into his pocket and produces:

AN IPOD. Badly beat-up, practically held together with duct tape. Eli attaches it to the battery and places the headphones in his ears.

The music plays. Mozart's *Piano Concerto No. 20 in D Minor*. Eli rests back against the wall and thumbs the volume way up.

THE MUSIC SWELLS. Eli's fingers dance and swoop in the air, as though conducting an orchestra, as he is transported by the music to another world, a world far from this one --

-- a world in which the human spirit is still capable of sublime beauty.

MORNING

Sunlight shafts through the window. The wind chimes dance in a morning gust. Eli sits slumped in the exact same position, headphones still in his ears. Asleep.

Slowly, he wakes, realizing he fell asleep with his music still on. Checks the battery. It's dead, drained overnight. He frowns.

He gets to his feet, moves to the window and checks outside. He listens, smells, senses. Feral alertness, almost extra-sensory.

Except for the wind chimes, all seems quiet. He loads up his backpack and weapons, takes one careful sip from his canteen, and moves out.

EXT. ABANDONED HOUSE - MORNING

Just outside the front door, Eli pauses. He is wearing the industrial goggles again. The wind chimes tinkle a cheery farewell.

Eli whirls, sword flashing, and the chimes drop to the ground, silenced forever.

Eli nods to himself -- job well done -- and hits the road.

EXT. FORKED ROAD - DAY

The landscape flat and barren, road lined with dead trees. Eli walks along the warped and broken asphalt.

He reaches a fork in the highway and stops. A rusted sign hanging from an overhead post reads:

"SACRAMENTO - NEXT THREE EXITS"

On the horizon, the Sacramento skyline is visible. Or at least, what's left of it.

Columns of BLACK SMOKE rise from within, casting a deathly pall over the city. BURNED AND BROKEN SKYSCRAPERS jut out like tombstones. A city decimated decades ago, but bad things still happening in it.

Eli stands in the road, face turned towards the distant city. Its mutilated silhouette reflected in his mirrored goggles.

Wisps of smoke from the burned city creep across the ground, carried on the wind. Eli cocks his head, his nostrils flaring as he takes in the familiar scent. The stench of death.

Eli turns away from the stench, heads instead down the other, smaller road, WEST across what used to be some of the most fertile farmland in the world -- the SACRAMENTO VALLEY.

EXT. ROAD - DAY

Eli continues on, the ruined Sacramento skyline now just barely visible in the distance behind him.

EXT. FREEWAY OVERPASS - DAY

Straddling the valley like a giant, crumbling monument to a long-dead civilization. Eli steadily climbs his way up.

He comes to an abrupt stop as we realize suddenly that the overpass has COLLAPSED at mid-point. RUSTED IRON RODS jut out from where the roadway has been severed.

Eli just stands there at the edge for a moment, feeling the wind whip around him, his coat fluttering in the breeze.

The overpass's collapsed section is now just a MOUNTAINOUS PILE OF RUBBLE that leads down to the road below.

Eli steps onto the rubble. About to make his way down when he FREEZES. He hears something. The faintest of sounds. He takes cover, absorbs every input with his almost extra-sensory skills.

The sound comes from TWO PEOPLE walking together on the road. Too far to make out much detail, but it seems like a MIDDLE-AGED COUPLE.

The man pulls along a battered FOUR-WHEELED GARDEN STORE CART covered by a tarp as the woman, seemingly his wife, walks alongside. The cart's rusted wheels gives out a plaintive, rhythmic SQUEAK.

Eli goes to another level of alertness as he hears something else. This time much louder. The menacing growl of MOTORCYCLE ENGINES. One of the bikes isn't firing properly, a distinctive, disturbing cadence to the engine.

FOUR BIKES IN TOTAL. Riding out of the horizon, closing in on the couple. They see the bikes coming and panic. Try desperately to steer the cart off the road.

The bikes screech to a halt and the FOUR RIDERS dismount. Brandishing a variety of weapons. The couple make a run for it but they're quickly chased down and tackled to the ground.

Eli turns away. He knows what comes next.

HOLD ON ELI, listening as the woman SCREAMS O.S. He reaches for his shotgun... hesitates... then withdraws his hand.

ELI

It ain't your concern. Stay on the
path. It ain't your concern. Stay
on the path.

Eli repeats it like a mantra. He clearly wants to intervene, but will not permit himself to. Instead, he simply sits and waits grimly... until the woman's cries for help are finally, suddenly, silenced.

EXT. ROAD BENEATH OVERPASS - CONTINUOUS

The man and woman both lay dead. The bikers tear the tarp from the cart, spilling its contents onto the road.

They ferret through the belongings, scavenging a few items - we don't see what - and stuffing them into an old cloth satchel. They leave the rest strewn in the road and ride off in the direction they came, dust pluming in their wake.

LATER

Eli crouches on one knee before the murdered couple, head lowered, hands outstretched. It almost looks like he's praying over them.

Then we see that Eli is removing the man's leather belt. It's a good one. He stands and continues on down the road, rolling up the belt as he walks.

EXT. ROAD FORK - DAY

More desolate FLAT VALLEY LAND as far as the eye can see. The road forks again here.

Eli stands at the junction, within arm's length of a WOODEN SIGN, driven into the dirt.

CRUDE HAND-CARVED PICTOGRAMS on the sign. A BED. A PLATE OF FOOD. A DRIPPING WATER FAUCET. AN ARROW points down a side road.

Eli pauses, thinking it over.

He retrieves the iPod from his pocket. Clicks the button, but no response. He turns and heads down the side road, towards a TOWN just visible on the horizon.

EXT. VALLEY TOWN - OUTSKIRTS - DAY

A primitive, sprawling village of tents and barn-like structures. Built from corrugated iron, rotted wood, molded plastic, tarpaulin - materials scavenged from the old world.

RESIDENTS are dressed in little more than rags, many wearing goggles like Eli's to shield their eyes from the sun. Most of them work in stunted, unappetizing-looking VEGETABLE PATCHES.

Eli stands at the edge. Reluctant to enter, but he braces himself and walks on in to town.

EXT. VALLEY TOWN - MAIN STREET - CONTINUOUS

This was never a big town to begin with. The main street is now all that remains of whatever once stood here. Old storefronts - appliance shop, a pizzeria, a beauty parlor - patched up with salvaged materials. The asphalt street warped and cracked, parking meters bent and smashed.

It's like the abandoned town Eli passed through earlier, except VERY MUCH ALIVE WITH TOWNSFOLK.

It's at once a familiar and also a disturbing sight - classic small-town America, but filtered through the devastating eye of an apocalypse. An unsettling juxtaposition of the old world and the new.

The centerpiece of the town is a retro-ornate MOVIE THEATER at the head of the main street. Called the ORPHEUM. You can pick out the name in what's left of the neon lights. At one time this was the upscale entertainment destination for the area. Once-magnificent art deco swirls are now crumbling and shattered. A light plane crashed into the roof long ago, and now looks like part of the decor.

Eli walks down the street and approaches a MAN whistling tunelessly as he winds fishing line onto a spool full of different kinds of CORDAGE.

ELI

You got an engineer or a fuelman
around here?

CORDAGE MAN

Got both. Which do you want?

ELI

How about you let me decide.

CORDAGE MAN

And how about you kiss my--

Then the cordage man gives Eli a more careful look.

CORDAGE MAN

End of the street, on your right.
It's the same guy.

Eli heads down the street. As he does so, he hears SHUFFLING FEET behind him, and turns as:

A PARADE OF EMACIATED MEN AND WOMEN come trudging toward him. Roped together at the waist, each leading the one behind.

Heads shaved, thin from malnutrition. And each one BLIND. They gaze at the ground with pale, dead eyes. They carry picks, shovels and other tools - a sightless CHAIN GANG.

The pathetic parade is herded like cattle by a brutish CHAIN GANG BOSS who swats at them with a stick to keep them moving and indicate direction. He looks ahead to Eli, barks at him:

CHAIN GANG BOSS
Hey, move your ass! Out of the
road, coming through!

As the chain gang is shepherded past, Eli steps aside to let them pass. His face is expressionless.

When the chain gang has passed, he heads toward a wooden building with a pictogram of a LIGHTNING BOLT suspended above the door.

INT. ENGINEER WORKSHOP - CONTINUOUS

Once a gift shop, this place is now a kind of POST-APOCALYPTIC RADIO SHACK. Shelves display a variety of goods. Engine parts. Old electrical wiring. Small appliances.

An old ELECTRIC GENERATOR rumbles noisily, powering strings of multi-colored CHRISTMAS LIGHTS that hang all around.

Behind the main counter a convoluted Rube Goldberg-esque STILL is running. A wild-eyed, twitchy ENGINEER in patched overalls pours the remnants of a can of motor oil into the still's funnel.

Attached to the still is an old MOTORCYCLE MIRROR. In its reflection the engineer sees Eli checking out the store.

Without turning around, he reaches surreptitiously behind the counter for something.

Eli hears a round being chambered in a big gun, turns toward the counter - to find a PUMP-ACTION SHOTGUN trained at his throat.

ENGINEER
I don't know you!

The engineer is frighteningly jittery. Eli slowly raises his hands.

ELI
I'm not from around here.

ENGINEER
No shit!

The engineer prods Eli in the chest with the gun.

ENGINEER
Who the hell are you?

Striking like a snake, Eli jerks the gun out of the engineer's hand so fast that his trigger finger closes on thin air.

Eli unloads the gun expertly, pockets the shells, puts the gun back down on the counter sideways (not pointing at either of them).

ELI
I'm just a customer.

A beat as the engineer processes that he is still alive.

ENGINEER
I gotta see your hand.
(beat)
Please.

Eli raises his hand and holds it outstretched, palm downward. The engineer watches it closely for any sign of ticks or tremors, but Eli's hand stays steady as a rock.

ELI
I'm not one of them.

The sight of the steady hand seems to reassure the engineer.

ELI
I'm going to get something out of
my pack. Okay?

The engineer nods.

Eli opens up his pack and pulls out the car battery, places it on the counter. The engineer gazes at it, astonished.

ENGINEER
Holy shit. Where'd you find it?

ELI
Years ago, in the outland back east
aways.

ENGINEER
Does it work?

ELI
Yeah, it just needs a charge. Can
you do it? I got the cables.

ENGINEER
Depends if you also got the coin.

Eli pulls the Zippo lighter from his pocket. The engineer
picks it up, sparks the flint, watches the flame flicker.

ENGINEER
It'll take a couple hours. You can
wait across the street at the
Orpheum, the bar just opened up.

ELI
I'll wait here.

ENGINEER
You don't trust me?

ELI
(smiles)
I don't know you.

Then, Eli cocks his head, hears something that brings back
that dangerous stillness in him.

EXT. VALLEY TOWN - MAIN STREET - DAY

FOUR MOTORCYCLES -- one with the distinctive misfiring engine
-- roar into town and pull up outside the Orpheum.

As the riders dismount, one detaches a CLOTH SATCHEL from his
bike's cargo rack. The four riders head towards the main
entrance. They each have long, straggly hair and brutish
expressions.

We recognize them now as the BIKER HIJACKERS who killed the
couple on the road under the freeway overpass.

EXT. ORPHEUM - CONTINUOUS

The lead biker is called MARTZ. He throws open the front door
and enters, the other three right behind him.

INT. ORPHEUM - FOYER - CONTINUOUS

A thin-faced, violent man called REDRIDGE lounges with SOME OF HIS MEN on sofas and chairs at the bottom of a frozen escalator. They stand as the bikers enter. Their body language makes it clear that you have to go through them to get to the escalator.

MARTZ

Relax Redridge. We got somethin' for him.

REDRIDGE

About time.

(beat)

Weapons.

The bikers hand their weapons over to Redridge's men. They all head up a frozen escalator past faded movie posters on the walls. We go up past them to the top floor.

INT. ORPHEUM - TOP FLOOR - DAY

The top floor gives access to the balcony and the movie theater offices. It is the highest point in the town -- the alpha location -- and it all belongs to one man.

INT. ORPHEUM - HAWTHORNE'S OFFICE

The theater balcony has been converted into a big open office. A power desk backs onto the big, empty space over the seats below. The dimly-seen movie screen has a scrawl of bullet holes across it.

A man about Eli's age, or older, pulls a TITANIUM .45 from the desk, checks the load, pockets it and stands at the edge of the balcony, silhouetted against the emptiness beyond. This is HAWTHORNE.

Age has hardened him, not softened him. Brutal intelligence is etched on his face. Cruel, ambitious eyes. A man with power, but never enough to satisfy. Maybe it takes these traits, and more, to build a town out of poisonous rubble and then rule it.

Hawthorne turns as Redridge and his men usher the bikers in.

HAWTHORNE

You better not be up here to whine about your failures.

MARTZ

No. We did good.

Martz tips the satchel's contents out onto Hawthorne's desk.

BOOKS. About a dozen different volumes of all shapes and sizes. Hawthorne rifles through the collection with avid intensity.

We see various titles as he sorts through them. Treasure Island. The Da Vinci Code. A volume of encyclopedia. The Diary of Anne Frank. Tuesdays with Morrie.

In amongst the books are a few MAGAZINES. An old issue of OPRAH magazine. A torn copy of SPORTS ILLUSTRATED...

...And a NEWSWEEK. The cover graphic illustrates OPPOSING NUCLEAR ARSENALS over a world globe. On one side the STARS AND STRIPES, on the other flags indicating a SINO-ISLAMIC ALLIANCE. The headline reads: "IS THERE NO TURNING BACK?"

HAWTHORNE

No. No. No. No. No.

As Hawthorne rejects each book with growing anger, it's clear he's looking for a specific volume.

HAWTHORNE

It's not here.

MARTZ

These ain't worth nothin'?

HAWTHORNE

When you bring me the book I asked you for, it'll be worth something.

To Redridge:

HAWTHORNE

Give them a free round at the bar.
And some women.

(back to the bikers)

And then I want you all back on the road. Right away.

MARTZ

We only just got-

HAWTHORNE

You have a problem with that, you can get your asses out of my town. Good luck finding someplace else that'll let you drink and fuck for free. Good luck finding anyplace else at all.

Martz fumes, wants Hawthorne's blood. A scary sight.
Hawthorne enjoys it.

HAWTHORNE

I know what you're thinking. What
you want to do. But without me,
everything falls apart and you're
just another outlander looking for
his next meal.

Lightning fast, Hawthorne draws and presses his titanium .45
to Martz's eye -- his signature move.

HAWTHORNE

Plus, I'd kill you first.

Over their heads, the deco-theme swirls and curlicues in the
ceiling stucco make the violence seem almost surreal.

Martz thinks about doing something rash, for a moment.

HAWTHORNE

(gently)

Come on, Martz. Refresh yourselves,
then go out and find me what I
want.

Martz grunts, turns and marches to the door, the other bikers
following. The guards escort them out, only Redridge remains.

REDRIDGE

Might help if they knew exactly
what they were looking for.

Hawthorne takes another look through the books. He finds only
one that interests him - 7 HABITS OF HIGHLY EFFECTIVE PEOPLE.

HAWTHORNE

None of them can read. How would
they even know when they found it?

REDRIDGE

Two years now you been sending
crews into the outland. Burning up
gas we can barely spare. For a damn
book.

Hawthorne just smiles.

INT. ORPHEUM - LOWER LEVEL - DAY

Redridge stands by a makeshift fireplace, tossing the books into the fire. The flames flicker and leap around the books as their pages blacken and are consumed by the fire.

ON THE NEWSWEEK as it burns, as the world did.

INT. ENGINEER WORKSHOP - DAY

Eli waits as the engineer charges the battery with the gas generator, which chugs noisily. He licks his lips, dry as sand. Unscrews his canteen, but it's down to its last drips.

ELI

This place, the Orpheum. They got any water?

ENGINEER

If you can pay for it. In the bar.

Eli thinks a while longer. Then stands and stuffs his shotgun inside his pack, shoulders his gear and makes for the door.

ELI

If that battery isn't here when I get back, I will use this gun on your kneecaps and I will put this building to the torch and I will watch it burn to the ground with you alive inside. So help me God.

And with that he turns and leaves. The engineer nods, a believer.

INT. ORPHEUM - HAWTHORNE'S BEDROOM - DAY

HAWTHORNE'S BEDROOM is a converted manager's office, and is almost luxurious. A WOMAN stands in front of a DRESSER MIRROR, the bulbs around the frame burned-out and broken. She washes her face in clear water in a battered STAINLESS STEEL BOWL on the dresser.

Her name is CLAUDIA. Mid 30s, pretty. She gazes into the mirror as she dries her hands, but it's so cracked and warped it's almost impossible to see a reflection.

The door opens and Hawthorne enters. Claudia doesn't turn to look at him, keeps facing the mirror.

CLAUDIA

Is that you?

Hawthorne says nothing.

CLAUDIA
Something wrong?

HAWTHORNE
More books came in today.

CLAUDIA
Oh? It's been a while.

HAWTHORNE
And it'll be a while longer.

Hawthorne's anger can almost be seen, like heat waves.

CLAUDIA
You'll find it. You just have to
have faith.

Hawthorne wheels on her, angrily.

HAWTHORNE
Faith?

She goes quiet, bows her head.

HAWTHORNE
Faith is for the weak. It's for the
sheep. This world is what you make
it. All these years with me, woman,
and you still don't have any grasp
of that?

CLAUDIA
I'm sorry.

Hawthorne puts his hand out, lifts up her face.

HAWTHORNE
Then show me.

INT. ORPHEUM - BAR - DAY

What was once the concession area is now a BAR. Faded movie posters defaced by crude drawings and words on the wall, popcorn counter as a bar top, unmatched chairs and tables scattered around.

A dozen or so rough-looking CUSTOMERS drink alongside the four angry bikers, who sit at their own table drinking a clear and pungent moonshine-type liquor from a shared jar.

Eli enters. All eyes are on him immediately, regarding him with guarded interest as he pulls up a stool at the bar.

The BARTENDER approaches, looks him up and down. Suspicious.

BARTENDER
Outlander? Let me see-

Eli raises his hand as before. Holds it outstretched, steady.

BARTENDER
What'll it be?

Eli places the canteen on the bar.

ELI
Water.

BARTENDER
Gotta eat into my own ration to
sell it - so it ain't cheap.

Eli takes off his scarf and puts it on the bar. The bartender takes it and looks it over. Not particularly impressed.

BARTENDER
That'll get you maybe half-way.

The bartender spies Eli's silver Saint Christopher pendant.

BARTENDER
What about that?

Eli stuffs the pendant inside his shirt. No way that's for sale. Instead, he reaches into his coat and produces a couple of fur pelts, including the one he skinned from the dead cat, lays them out on the bar.

ELI
That's the best I got.

The bartender takes a pelt and examines it. A MANGY BAR CAT leaps up onto the bar and approaches. Sniffs at the cat pelt with suspicion and HISSES at Eli.

Eli shoos the cat off the bar with a wave of his hand. At the biker's table Martz watches, not happy about this.

Satisfied with the pelts, the bartender picks them up along with the scarf, then turns away toward the back room.

BARTENDER
Solara!

A YOUNG WOMAN emerges from the back. No older than 18. Dressed in unflattering work clothes, face grimy, hair tied back in a ponytail. But even through all this, it's clear she is strikingly alive. Her spirit has not been crushed and that makes her the most beautiful creature in this world.

Every eye in the place zeroes in on her. Except for Eli. His lack of interest sets him apart.

The bartender takes Eli's canteen and hands it to Solara along with a RATION CARD he keeps around his neck.

BARTENDER

Take this out back and get it filled.

Solara takes the canteen, pausing for a moment to study Eli. He radiates a kind of coiled stillness. She is intrigued.

He doesn't look back at her. She turns and exits.

EXT. VALLEY TOWN - CONTINUOUS

Solara exits via the ORPHEUM'S BACK DOOR and walks past a small, penned-in area containing an eclectic bunch of farmyard animals. Goats, sheep, geese, pigs. Mostly mangy, sad-looking specimens. A GUARD patrols it. His eyes feast on Solara.

Behind it, ALSO GUARDED, an old GASOLINE TANKER TRUCK is half-buried in a mound of dirt. This guard devours Solara with his eyes, too.

Solara heads for a GUARDED ENCLOSURE OF CHAIN-LINK FENCE TOPPED WITH RAZOR WIRE. TOWNSFOLK wait in line with bowls and buckets.

As Solara approaches the enclosure, she encounters Redridge emerging from it, taking a pull from a canteen of water. She pretends she doesn't see him.

Redridge stops right in front of her, blocking her path. She tries to go around him but he sidesteps to block her again. He smiles, his idea of a fun little game.

SOLARA

Asshole.

Redridge loses the smile, steps aside. As Solara walks past him:

REDRIDGE

He ain't gonna protect you for
ever, you know. You'll piss him off
once too many, then ... you'll see.

Solara ignores him, keeps on walking. Redridge watches Solara with angry lust as she walks away from him, then turns back toward the Orpheum.

Solara reaches the chain-link enclosure, where the guard recognizes her and lets her cut to the front of the line. He punches a hole in her ration card and lets her inside.

Inside is a RUSTED SPIGOT attached to a pipe emerging from the earth. Solara cranks on the handle - and clear water comes slowly; it will take a while to fill the canteen.

INT. ORPHEUM - BAR - CONTINUOUS

As Eli sits at the bar, a SHADOW comes into view and looms large over him. Martz is standing behind him, glaring.

MARTZ

That was my cat.

Eli doesn't turn. Just looks straight ahead. Impossible to read him behind those mirrored goggles. Utterly inscrutable.

ELI

Fine specimen.

MARTZ

I saw you push him off the bar.

ELI

I didn't push him.

MARTZ

You raised your hand at him.

ELI

Sorry. It won't happen again.

The bartender looks at Martz nervously.

BARTENDER

Hey, how about another drink,
Martz?

MARTZ

That cat's been coming in here for
two years.

(MORE)

MARTZ (cont'd)
It's got more right to be here than
you. Just who in the hell do you
think you are?

ELI
I don't want any trouble.

Martz grabs him by the arm.

MARTZ
Well, that's too bad, 'cause-

Blink. Suddenly Martz's head is pinned to the bar by nothing
more than Eli's thumb. Pressed deep into a nerve cluster in
his neck. Eli leans in close as Martz whimpers, paralyzed.

ELI
I know you. Murderer of innocent
travelers on the road. You're going
to be held to account for the
things you've done. You know that?

The other bikers stand and approach, the OTHER CUSTOMERS
following suit. Eli senses the trouble gathering behind him.

ELI
You go on back to your table and
I'll be on my way. All right?

It's all Martz can do to just barely nod his head. Eli
releases his thumb. Martz staggers backward, gasping for
breath.

Eli stands and makes toward the door, but the bikers and
other patrons have moved to block his exit.

Eli is destined to be part of the day's entertainment.

Eli sighs, looks down at the floor. He's been pushed one time
too many today. For the first time, we see anger in his face.

ELI
Cursed be the ground because of
you. Thorns and thistles shall it
sprout for you. From the ground
were you taken. For dust you are.

The men look at Eli strangely. Who is this guy?

Eli reaches back and draws the samurai sword. Carves a line
in the dirt at his feet with the tip of the blade.

ELI
And to dust you shall return.

INT. ORPHEUM - HAWTHORNE'S BEDROOM - DAY

Hawthorne and Claudia lay half-naked beside each other in the unmade bed. Hawthorne pants, red-faced, satisfied. Claudia just stares blankly up at the ceiling.

Hawthorne climbs out of bed and pulls on his pants.

HAWTHORNE
Best thing that's happened to me
all day.

Suddenly, we hear a CRASH O.S. Hawthorne stops and listens.

HAWTHORNE
The hell was that?

BEAT. Hawthorne keeps listening. Then comes another CRASH.

HAWTHORNE
I swear, if those bikers are
tearing up my bar...

He zips up his pants and rushes out. Claudia lies there in bed for a moment, then reaches down and fumbles around on the floor for her dress, puts it on.

She gets out of bed and makes her way across the room, feeling her way with her hands, gazing off into nothingness. Only now do we finally realize that she is BLIND.

INT. ORPHEUM - TOP FLOOR - CONTINUOUS

Hawthorne emerges from his bedroom. Looks down the escalator - and is stunned by what he sees.

A BODY TUMBLES from the bar. Another body already lies tangled in upended furniture. Both clearly dead.

INT. ORPHEUM - BAR - CONTINUOUS

Eli has cut a one-man swath of mayhem through the dozen brawlers. Most already lie dead. TWO MORE MEN ATTACK Eli and are effortlessly felled by his sword.

Only one man is now left standing. Martz. He backs away as Eli circles him like a predator. Sword held ready, the blade glistening with dark red blood.

SOLARA emerges from the back with Eli's refilled canteen. She stops when she sees the bloody carnage laid out in the bar before her.

Eli moves toward the helpless, terrified Martz, going in for the kill. Raising his sword...

SOLARA

Stop!

Eli FREEZES. Sword hanging in the air, poised to strike.

SOLARA

You survive out there and then come
in here and kill each other? How
dumb is that?

BEAT as Eli considers. He looks back at Martz, still completely at his mercy... and then LOWERS THE SWORD.

ELI

Remember this day. How lucky it was
for you.

Martz stumbles backward towards the door. Eli moves toward Solara, who stands still behind the bar. Reaches out and gently pries the canteen from her loose grip.

ELI

Thank you.

Eli opens his canteen, takes a sip, startles. He hasn't tasted water this good in a long time. He takes a long, luxurious swallow.

At the door, Martz turns back inside, grabbing up a BROKEN BOTTLE from the bloody floor as he goes. Eli cocks his head, picking up on the almost imperceptible sound of the glass scraping against the wooden floorboards.

Martz rushes Eli from behind, brandishing the bottle. Solara goes to YELL - but before any sound can come, Eli flips his sword backward and Martz runs right onto it, SKEWERING HIMSELF.

BEAT. Martz just stands there for a moment, eyes wide, frozen in shock. His fingers go limp, dropping the bottle.

He slides off the sword and collapses to the floor, dead.

Eli wipes the sword clean and sheathes it. Turns towards the carnage he has wrought. Then back at Solara.

ELI

I'm sorry for all the mess. I want
you to know I didn't start it.

As he turns to leave, he hears the sounds of MULTIPLE GUNS COCKING behind him.

REDRIDGE stands underneath the escalator, along with FIVE OF HIS MEN. All of them with guns trained on Eli.

REDRIDGE
One more move, asshole, and we'll
smear you all over the wall.

Eli considers ... shrugs. Okay. For now.

Past Redridge, Hawthorne stands near the top of the frozen escalator, leans over the side, looking down at Eli. Intrigued. He turns away, heads back up the escalator.

INT. ORPHEUM - HAWTHORNE'S OFFICE

HAWTHORNE
So, who are you?

Redridge stands at Hawthorne's side.

Around Eli are the other gunmen, who keep their weapons trained on him. Eli's pack and weapons are on the floor at the door.

ELI
Nobody. A walker in the outland.

HAWTHORNE
I've met walkers before. Not a
civilized bunch. Some have even
taken to eating their own kind. You
wouldn't be one of those, would
you?

Hawthorne's gunmen look him over, inspecting him warily.

HAWTHORNE GUNMAN
He ain't got the shakes.

HAWTHORNE
Good. This is a civilized town.

ELI
Civilized? I had a battery needed
charging and a canteen needed
filling. That's all. I didn't come
here looking for trouble.

HAWTHORNE

Well, you sure found it, walker.

(beat)

My name's Hawthorne. This is my town. I made it.

ELI

With a little help from your slaves.

Temperature rising, Hawthorne walks toward Eli.

HAWTHORNE

I protect those people. In the outland they're preyed upon like sick animals. Here they're safe. They do my work. And in return they eat, they drink, they survive.

(beat)

Any one of them is free to leave whenever they wish. But here they stay. And they thank me every single day for their lives. So don't you ever call them slaves.

Eli shrugs.

ELI

It's none of my business what you do here. I just want to be on my way.

Hawthorne tries another approach.

HAWTHORNE

Hold on. I don't see too many folks like me anymore. From before.

(beat)

You can still read?

ELI

I read every day.

HAWTHORNE

Me too. Go figure. Before everything went to shit, all I read was bottle labels and warrants for my arrest.

(beat)

We educated folk, we need to stick together, if we're ever going to rebuild this world. People like you and me, we're the future.

Buddying up to Eli works about as well as threatening him.

ELI

What do you want with me?

HAWTHORNE

You walk in here, armed, and the next thing a dozen of my people are dead. I've executed men for less. I should execute you.

(beat)

Or, you could come work for me.

ELI

What?

HAWTHORNE

I never saw anyone handle themselves the way you did down there. I don't know where you learned it, but I sure as hell could use it. I'm going to expand. I need expert help.

ELI

I'm not interested.

HAWTHORNE

People who work for me live better than any walker ever dreamed. Real beds, clean water, hot food. Women, even. You could do a lot worse, my friend.

ELI

I'm not your friend. And I'm not staying. I got someplace I need to be. Out west.

HAWTHORNE

West? There is nothing west. It's all gone, a long time ago.

ELI

I've been told different.

HAWTHORNE

By who?

Eli doesn't reply.

HAWTHORNE

Tell you what. Stay the night, try a little local hospitality, see how you like it. We'll talk again in the morning.

Eli thinks about it. Hawthorne's eyes go empty. A precursor to having to make an example of Eli.

HAWTHORNE

It's not a choice, friend.

ELI

Oh, there's always a choice.

The tension ratchets up. Redridge glances at Hawthorne -- waiting for the word.

Eli smiles, a little. Almost as if he's enjoying seeing how far he can push things.

ELI

But I could stay the night. I don't like to set out this late anyway.

Hawthorne nods. The tension ratchets down ... a little.

HAWTHORNE

Redridge'll show you to your room.

Eli turns to go.

HAWTHORNE

You want a life worth living, walker? This is it.

Eli walks out, Redridge right next to him.

INT. ORPHEUM - GUEST BEDROOM - DUSK

Redridge opens the door to a converted junior office, less well-appointed than Hawthorne's bedroom, but still on the top floor. A threadbare rug. Bed with relatively clean sheets. A plugged sink for washing. Eli enters.

REDRIDGE

There'll be someone outside your room all night. If you need anything.

ELI

I don't need anything.

REDRIDGE
You never know.

Redridge closes the door, leaving Eli alone. Eli paces across the room, sits down on the creaky old bed. He doesn't seem concerned that he's more-or-less a prisoner.

He unshoulders his pack, sets it down. He swaps his goggles for the tinted sunglasses. Lies down on the bed. It's been a while since he felt a real bed on his back.

It feels good.

A KNOCK at the door. Eli gets quickly to his feet as the door opens and CLAUDIA enters. Carrying a metal tub of water in both hands and, atop that, a dinner tray.

Seen briefly behind her, opposite the door, is one of Redridge's men, armed.

CLAUDIA
I have this for you. Water for washing and some food. A little of our special reserve 'shine, too. Compliments of the house.

Eli just stands there. Unfamiliar with this kind of civilized situation. Claudia looks blindly ahead, not quite at Eli.

CLAUDIA
I'm gonna need you to take this. Or say something so I can find you.

ELI
Oh. Sorry.

He takes the tray from her, sets it on the table.

ELI
Thank you.

CLAUDIA
You're very welcome.

We get the impression that Claudia is as unfamiliar with this kind of polite interaction as Eli. But she likes it. She strikes a match and lights the oil lamp on the table. The room is lit by its flickering glow.

CLAUDIA
Can I get you anything else?

ELI
No, thank you.

CLAUDIA
Well. Have a good night.

Claudia leaves, turns, has the door halfway closed behind her, when:

ELI
When did you go blind? In the war?
You get caught in a flash?

CLAUDIA
(turning back)
No, I was born this way. I think
probably I'm lucky. I was already
used to being like this by the
time...

She trails off, struggling with unhappy memories.

ELI
Thank you for the food.

Claudia is a little thrown off by the conversation's abrupt end.

CLAUDIA
You're welcome.

She closes the door.

Eli sits back at the table. He takes the sheet from the dinner tray. Opens the lid of the moonshine jar and sniffs it. He grimaces; it smells foul.

Then something else attracts his attention: TWINKIES. Still in their original package, looking as fresh as the day they were made. Eli squeezes one through the wrapper, shakes his head, amazed.

He turns to the wash bowl. He picks up a piece of cloth set next to the bowl, swirls it in the water slowly, luxuriating in the feel, the sound. Then he raises the dripping cloth to his face.

INT. ORPHEUM - HAWTHORNE'S BEDROOM - NIGHT

Hawthorne is looking at himself in the old dressing-room mirror. He sees Claudia enter the room in its dim reflection.

CLAUDIA

I don't think he's going to change his mind by morning. I don't think he's going to stay.

HAWTHORNE

We'll just see about that.

CLAUDIA

He's not like the others. You won't be able to make him do what you want.

HAWTHORNE

Who said anything about me? I'm sending Solara.

Claudia reacts suddenly to this. Shocked and angry.

CLAUDIA

You're doing what?

HAWTHORNE

She has to earn her keep around here, same as the rest of us.

Disgusted, Claudia heads toward the door.

HAWTHORNE

Where are you going?

CLAUDIA

I'm not going to let you do this.

Hawthorne surges forward and pins Claudia to the wall.

HAWTHORNE

You're not going to let me? Really?
(beat)

I could use that man. Like you said, he's different. So don't you go messing with my plans.

Hawthorne relaxes his grip on Claudia.

HAWTHORNE

Let's not see anybody get hurt.
Okay?

INT. ORPHEUM - GUEST BEDROOM - NIGHT

Dark outside, but the room is brightly lit by the glow of the oil lamp. Eli sits up on his bed, quietly reading the old leather-bound book from his backpack.

Another KNOCK at the door. Eli hides the book under the sheets of the bed.

The door opens to reveal Solara. Looking very different than she did before. Cleaned up and wearing a flowery summer dress, blonde hair let down over her shoulders. Stunning.

SOLARA

Hi. Can I come in?

ELI

Someone was already here with food and water. I got everything I need.

SOLARA

You sure about that?

She steps into the room, closing the door. Now that she is cleaned up, her resemblance to Claudia is more evident.

SOLARA

It's bright in here. Mind if I turn it down a little?

She doesn't wait for an answer. Moves to the table and turns down the oil lamp. A darker, more seductive lighting scheme.

SOLARA

That's better. I'm Solara.

ELI

I know. You filled my canteen.

SOLARA

You're Walker, right?

She sits on the bed. Her light cotton dress revealing in all the right places. The silhouette of her body bathed in the seductive glow of the oil lamp. No red-blooded man on earth could resist her. She shifts invitingly, though the invitation never shows in her eyes.

ELI

Look, I'm really not interested.

SOLARA

You sure about that?

She slides off the bed, approaches him. Reaches up to work the buttons of his shirt.

SOLARA
If you're worried about money, it's
taken care of.

Eli stops her hand gently, but so absolutely, that all the sexy vamping goes out of her. She's just a young woman now, out of her depth.

Eli goes to the door and opens it for her.

ELI
Good night, Solara.

Solara closes it again.

SOLARA
I have to stay. If I don't, he'll
hurt my mom.

ELI
Hawthorne?

SOLARA
If I go against him, he hurts her.
If she goes against him, he hurts
me. That's the way it works.

ELI
And he's your father?

SOLARA
No. He found us in the outland. My
mother was sixteen. I was just a
baby. He brought us here. My mother
says we wouldn't be alive
otherwise.
(bitterly)
But that doesn't mean he owns us.

Eli sighs. No way he can kick her out now.

SOLARA
I'll sleep on the floor. Tomorrow
you can tell him we had a good
time. I'll be no trouble.

ELI
I doubt that.

EXT. VALLEY TOWN - NIGHT

Hawthorne prowls around his town, in the dark. Lamps flicker here and there, but not many. His sense of absolute ownership is clear from the way he looks in windows and behind doors without a thought for anyone's privacy.

He turns, looks up at a window on the top floor of the Orpheum. Lamp light from inside. Eli's room. Hawthorne smiles. Everything under control.

INT. ORPHEUM - GUEST BEDROOM - NIGHT

Eli sits at the table, Solara on the bed across from him. Neither with anything to say. An awkward BEAT as Solara tries to think of something to kick-start the conversation.

SOLARA

So... how old are you?

ELI

It isn't polite to ask that.

SOLARA

I just mean, I haven't seen too many people your age. Only Hawthorne.

ELI

I don't remember how old I am. Been a long time since it mattered.

SOLARA

But you remember what it was like? In the world before?

Eli nods.

SOLARA

What was it like?

Eli thinks about this. Dredging through old, old memories. And deep pain.

ELI

It doesn't matter now.

SOLARA

I know it was a lot better than this. I'm not afraid to hear that. Maybe I can learn something. You can tell me, Walker. I want to know.

Curiosity. Life. Hope. It touches something in Eli. He almost smiles.

ELI
My name's not Walker.

SOLARA
What is it?

Then, Solara shifts her weight on the bed, feeling something lumpy beneath her. Pulls back the sheets - revealing Eli's book.

For the first time we see that it's a BIBLE. An embossed GOLD CROSS on its old leather cover.

SOLARA
Oh, wow. You have a book?

ELI
Don't touch that.

Eli suddenly BOLTS FROM THE CHAIR and snatches the book away. Solara flinches, stunned by how fast he reacted.

SOLARA
Why not?

Eli looks at her, clutching the book. He suddenly seems a lot more stand-offish, wary. Incredibly protective of the book.

SOLARA
Can I see it?

ELI
No.

She puts her hand out for it, but Eli doesn't budge.

SOLARA
I only want to see for a second!
I'm not going to do anything to it.

ELI
I said no. Don't ask me again.

SOLARA
What's with you? It's just a book.

ELI
It's the last one.

Eli let that slip without thinking, and now instantly regrets having said it. Suddenly feeling very self-conscious, he puts the bible away inside his pack. Seals it up tight.

SOLARA
What do you mean it's-

ELI
No more questions about the book!
Okay? We're done talking about it.

She just looks at him, stubborn.

Eli is aware that he over-reacted. He tries to move past it.

ELI
Now, I have a question for you.
Since you're here.

SOLARA
Maybe I'll answer it and maybe I
won't.

He smiles. Fair enough.

ELI
Where do you get your water?

SOLARA
I can't tell you that.

ELI
Because you don't know, or because
it's a secret?

SOLARA
You're not talking about your book,
I'm not talking about our water.

ELI
That's the way it is, huh?

SOLARA
That's exactly the way it is.

Her resilience delights him.

ELI
You're a piece of work, you know
that?

SOLARA
You sound like my mother.

Eli laughs. It's been a while. It lends light to the room.
Solara's eyes dance. She is pleased by her achievement.

ELI
I have another question for you.

SOLARA
Right.

Now her response is more playful than antagonistic.

ELI
Are you hungry?

SOLARA
Maybe.

ELI
There's too much food for me. Let's
share it.
(slyly)
Like people used to.

SOLARA
Okay.

Solara walks over to where the dinner tray is covered by a
small cloth. She takes it away, reaches for a piece of
cheese.

ELI
Wait.

SOLARA
Why?

ELI
Sit.

SOLARA
Why?

Eli doesn't explain, just waits until Solara sits in the
chair.

ELI
Give me your hands.

Eli holds his hands across the table. Puzzled, hesitant,
Solara gives him her hands.

SOLARA
What are we doing?

Eli pauses, then:

ELI
We thank you for this meal.

Solara is confused. We thank who?

ELI
We thank you for a warm bed and a
roof over our heads on a cold night
such as this. It's been a while.

SOLARA
Is this from your book?

ELI
Don't interrupt.
(beat)
And we thank you for the gift of
companionship in these hard times.

Eli releases her hands, puts his own on the table. Solara is affected by this ritual in ways she couldn't begin to explain.

SOLARA
And now we eat?

ELI
And now we eat.

They sit and eat together, sharing the simple meal.

Solara shoots quick glances at Eli, fascinated by him.

PULL OUT from the window as they eat, away from the Orpheum. Away from the town and its flickering points of torchlight. Moving farther and farther away until the entire town is consumed by the darkness of the world.

FADE TO BLACK.

EXT. VALLEY TOWN - MAIN STREET - DAWN

The pale sun rises over the town.

INT. ORPHEUM - DINING ROOM - MORNING

Hawthorne and Claudia sit at a DINING TABLE in what was once a shoe shop, eating breakfast in silence. A third place is set, but no-one is seated there.

Solara enters and sits down without a word.

HAWTHORNE
Good morning, Solara.

Solara doesn't say anything.

HAWTHORNE
How was your night? Did you sleep well?

Claudia hates Hawthorne's clumsy probing, turns away.

SOLARA
I did like you said. Isn't that what you want to know?

HAWTHORNE
Of course you did what I said. But did it work? Is he staying?

SOLARA
He said he was going to be leaving this morning.

HAWTHORNE
We'll see about that.

Silence. Not a happy table.

CLAUDIA
Solara, honey, eat something.

Solara looks at the food on the plate before her. Then reaches across for Claudia's hands, takes them.

CLAUDIA
What are you doing?

SOLARA
Thank you for this food.

Hawthorne freezes.

SOLARA
Thank you for my mother.

Stares at her, agape.

HAWTHORNE
Solara...

SOLARA
Thank you for all the-

HAWTHORNE
Solara!

She snaps out of it, looks at him.

HAWTHORNE
Where did you learn that?

Solara hesitates, shrugs, doesn't want to give up Eli.

Hawthorne lunges across the table, grabs her arm.

HAWTHORNE
I asked you a question. Who taught
you that? The walker?

Solara glares at Hawthorne with pure hatred.

SOLARA
Let me go.

Hawthorne lets go Solara's arm -- grabs Claudia by the hair,
yanks her face down onto the table. Claudia gasps, says
nothing, but is clearly in pain.

SOLARA
You sonofabitch.

HAWTHORNE
You're hurting your mother, Solara.

If Solara could kill Hawthorne at that moment, she would. But
she knows she can't.

SOLARA
The walker taught me. I think it's
from his book.

HAWTHORNE
What kind of book? What kind?

His frenzy to know is overwhelming.

SOLARA

It was an old leather one. It had kind of a ... thing on the front of it.

HAWTHORNE

Show me.

SOLARA

Let her go first.

Hawthorne lets Claudia go. Tears run down her cheeks.

HAWTHORNE

Show me.

Eyes dull with hatred, Solara makes the SIGN OF A CRUCIFIX with her index finger. Hawthorne's eyes widen at the sight of it...

SOLARA

He says its the last one.

...and then he BOLTS FROM THE TABLE, overturning his chair and sending his plate of food crashing to the floor.

INT. ORPHEUM - TOP FLOOR - CONTINUOUS

Hawthorne races across the upper floor toward the ARMED GUARD posted outside Eli's bedroom. The guard steps aside as Hawthorne flings the door open and barges inside.

INT. ORPHEUM - GUEST BEDROOM - CONTINUOUS

Empty. No sign of Eli or his gear anywhere. The window is WIDE OPEN, the curtains fluttering gently in the breeze.

INT. ENGINEER WORKSHOP - CONTINUOUS

His hands shaking, the engineer disconnects Eli's battery from the generator and places it on the counter.

Eli stands on the other side of the counter with his SHOTGUN TRAINED RIGHT AT THE MAN'S HEAD. He takes the battery from him and stuffs it into his backpack.

EXT. ORPHEUM - CONTINUOUS

Hawthorne races out, looks up at the open window to Eli's room. He could have easily jumped.

Redridge bursts out of the Orpheum behind him.

REDRIDGE
What's wrong?

HAWTHORNE
The walker's gone!

REDRIDGE
That can't be. I had a man outside
his room the whole time.

HAWTHORNE
You didn't think to put a man
outside the window?

REDRIDGE
'course I did!

Redridge walks around Hawthorne... to see one JORDACHE, the guard he stationed there, PASSED OUT on the sidewalk beneath the window. Furious, Redridge hauls him to his feet.

JORDACHE
Mmmm... what the...

Redridge slams him against the wall. AN EMPTY MOONSHINE JAR - the same one from Eli's dinner tray - slips from his hand and smashes on the sidewalk. The guy stinks like a distillery.

REDRIDGE
How long have you been out?

Jordache starts to come around. Looks up at the open window.

JORDACHE
Oh, shit...

HAWTHORNE
You're done.

Hawthorne puts his gun against Jordache's eye and BAM! shoots him dead.

HAWTHORNE
Find him. Now!

REDRIDGE
He could be anywhere. He--

HAWTHORNE
His battery.

EXT. VALLEY TOWN - MAIN STREET - DAY

They get to the engineer's storefront just as ELI EMERGES ONTO THE STREET, shotgun still in his hand.

EVERYBODY FREEZES.

BEAT as time hangs perfectly still for a second...

HAWTHORNE
Walker, let's talk.

ELI
Only thing I got to say to you is
goodbye.

Eli turns away, take a step down the street --

-- and then Redridge FIRES, SHATTERING A PARKING METER just inches from Eli and showering quarters all over the sidewalk.

Eli RETURNS FIRE. The shot wings Redridge in the side. He knocks into Hawthorne, goes down, wounded.

FOUR MORE GUNMEN rush from the Orpheum. Hawthorne points at Eli.

HAWTHORNE
Get him!

They spot Eli hustling away and rush off in pursuit.

Hawthorne looks around, thinks things through. Goes in another direction.

EXT. VALLEY TOWN - MAIN STREET - CONTINUOUS

RESIDENTS bail for cover as Eli darts along the street.

Hawthorne's FOUR GUNMEN pursue, lusting for blood. The lead one gets a clear look at Eli, COCKS HIS GUN.

But the gun that fires first is Eli's shotgun. HE PIROUETTES, BOOM! FIRES without stopping his turn.

The shot HITS THE GUNMAN SQUARE IN THE CHEST, cartwheeling him to the dirt.

That slows the other three. Eli dives for cover behind a JUNK PILE. He takes a moment to collect himself, reloads the shotgun.

The three remaining gunmen close in on the junk pile warily. CLICK CLICK CLICK, they cock their guns.

Eli whips out from behind the junk pile. All of them OPEN FIRE SIMULTANEOUSLY, six shots almost at once, a rolling cascade of sound. Bullets howl like swarming hornets.

And then there is silence. Smoke wisps from Eli's gun barrel.

The three gunmen LIE DEAD IN THE STREET. Each one of them felled by a perfect shot.

Eli is untouched.

A silent BEAT. There's no further resistance - just various townsfolk who watch Eli from cover with a mixture of awe and fear.

Eli turns his back on the town, strides down the street, makes a sharp turn around the last structure at the end of the street --

-- and runs straight into Hawthorne's .45. The titanium barrel clicks against the right lens of Eli's goggles as Hawthorne moves away from the structure he was waiting behind.

HAWTHORNE

Did you reload? I don't think you reloaded.

ELI

We can find out.

HAWTHORNE

Look. I want the book and you. But if I have to choose, I'll kill you and keep the book. Understand?

Townspeople gather at a safe distance to watch the inevitable.

ELI

Why do you want it?

HAWTHORNE

Because people need more than just survival. Which is where the book comes in. I grew up with it. I know its power. If you read it, then so do you. It's why we burned them all after the war.

Persuasive, convincing. Hawthorne senses that he's making headway.

HAWTHORNE

It's not right to keep the last one hidden away. Give it to me. I'll spread it up and down. There's plenty of people out there - more than you think - but they're living like animals. They need guidance. Let's give it to them. Let's give them a better world.

BEAT. Eli seems to be considering what he's heard carefully.

ELI

I've always known that one day I would find the place where this book was needed. Where it belonged.

Hawthorne smiles, the titanium .45 drops a little from Eli's goggles ...

... and then with a sudden blur of movement ELI CLOCKS HAWTHORNE across the jaw with the butt of his shotgun. Hawthorne hits the deck, out cold.

ELI

But this ain't it.

Hawthorne looks like he'll be out for a while. The assembled townspeople are stunned. Eli turns to them.

ELI

You can do better than him. All you gotta do is decide to.

And with that, he turns and walks out of town, back into the valley.

EXT. ROAD OUTSIDE VALLEY TOWN - DAY

Eli walks as he always has, with steady purpose. A rustle in the weeds spins him around, shotgun ready.

SOLARA

It's me.

She's dressed for the road. Tough work clothes, boots, backpack, goggles, knife at her belt, canteen across her shoulders.

SOLARA
I want to come with you.

ELI
No.

SOLARA
I hate it here.

ELI
Then change it.

SOLARA
I want to see what the rest of the
world looks like.

ELI
No, you don't.

Eli turns and walks away.

SOLARA
I'll take you to our water.

Eli keeps walking.

SOLARA
You can have all you can carry.

Eli slows.

SOLARA
I mean, all we can carry.

INT. UNDERGROUND SPRING - DAY

The glorious sound of running water at the back of a small cave. One narrow shaft of light from a vent high up in the cinder-block wall that closes off the cave entrance. A heavy door in the wall.

Enough light to see a small spring of pure, cold water welling up out of a crack in the rock like a gift -- then burbling into a spring box, which leads down to the one inch pipe that serves the town.

Some basic plumbing tools, among them a big PIPE WRENCH, lean against the spring box.

Eli stands before the spring with the reverence of a worshipper in a cathedral.

SOLARA
Hawthorne knows about two more
springs, up north. He's going to
start more towns.

Eli drops his pack, gathers two canteens and a bottle, kneels
to fill them.

But before he does, he plunges his hands into the water,
fills them.

Eli tastes the water.

Tastes possibility, for the first time in a long time.

ELI
How did he know about this one?

SOLARA
It wasn't knowing, it was
remembering. He'd been here.
(beat)
I guess everyone else who knew
about it died. Or he killed them
when he got here.
(getting spooked)
We better hurry.

EXT. UNDERGROUND SPRING - DAY

An UNCONSCIOUS GUARD (DONNY) lies near the door in the cinder-
block wall. The door opens. Eli comes out first. As Solara
emerges, he stops, turns to her.

ELI
I think I left my bottle. Can you
take a look?

Solara goes back inside to look. Eli closes and locks the
door, trapping her there.

SOLARA
(through door)
Hey. HEY! What are you doing?

Eli turns and walks away, without a word.

INT. UNDERGROUND SPRING - DAY

Irate beyond belief, Solara hammers on the door.

SOLARA
LIAR! SCUMBAG SONOFABITCH! ASSHOLE!

The sound of footsteps returning.

ELI
(through door)
I'm not a liar.

SOLARA
You said I could come with you if
you got your water.

EXT. UNDERGROUND SPRING - DAY

ELI
No, you said that.

An inarticulate growl of rage from Solara.

ELI
I'm doing you a favor. The road's
no place for you. It's much worse
than you think.
(beat)
Anyway, I got a job to do.
(beat)
And so do you. Make this place into
something good. Hawthorne's not
gonna last forever. You can do it.
Won't be easy, but you can.

SOLARA
Hey! Whatever your name is. Fuck
you!

ELI
Goodbye Solara. Nice knowing you. I
mean that.

He turns and walks away without hesitation, steps over Donny,
the unconscious guard.

SOLARA
(through door)
You think this is gonna stop me?
(beat)
HEY, DONNY! HELP! GET ME OUT OF
HERE! DONNY!

Donny doesn't stir.

INT. UNDERGROUND SPRING - DAY

Solara turns away from the door, picks up the big pipe wrench and begins laying into the lock with all her strength. One way or another, she's getting out of there.

EXT. ROAD - DAY

Eli walks on. Slow and steady. His face, as ever, fixed firmly on the horizon. But he appears troubled. Something in his head he can't quite shake off, try as he might. Greatly conflicted. Under his breath; he mutters:

ELI

Stay on the path. It ain't your
concern. Stay on the path. It ain't
your concern...

Suddenly, he STOPS and stands stock still in the center of the road. This is the first time he's ever just stopped on the road of his own volition.

He stands there for a long time.

EXT. VALLEY TOWN - DAY

Hawthorne lies right where Eli dropped him. It is QUITE A BIT LATER, judging by the light. He stirs, opens his eyes, winces.

Then he sees something that gets him sitting upright, fast.

Townsfolk surround him, watching him from a safe distance out. They have done nothing to hurt him. Nor have they helped. They have just waited to see whether he would live or die.

There is a subtle change in their body language, their expressions ... they are not quite so scared of their tyrant as they were when the day began, because they have seen weakness in him.

It is this realization that gets Hawthorne to his feet -- titanium .45 in hand -- no matter the cost in pain. He turns, slowly, looks at them all, red-eyed, jaw swollen.

HAWTHORNE

Don't think about him. He's never
coming back. And that's a
guarantee.

Staying upright by willpower alone, Hawthorne barges through his people, back to the Orpheum.

EXT. VALLEY - DAY

Desolate valley wasteland, a mix of natural and man-made debris. A still life. Then, movement catches our eye.

Far in the distance a figure walks west.

EXT. DESOLATE ROAD - DAY

It is Solara. Angry, determined. Tired. The afternoon sun beats down mercilessly.

She comes to a FORK IN THE ROAD. Stops at the junction, unsure. Which way should she go? Should she go back? It's not too late.

She turns and looks back. She's more than a little tempted to turn tail.

SOLARA
Shit. Shit.

But she doesn't. She picks a path and follows it, heads down the road.

EXT. WASTELAND GAS STATION - DAY

Solara comes upon an abandoned CHEVRON STATION. Like all relics of the "world before", its structure dilapidated and blackened from massive fire damage.

SOLARA
Where the hell am I?

INT. WASTELAND GAS STATION - FOOD COURT - DAY

Solara enters. Gloomy inside. Comprehensively looted. Empty shelves coated in thick sheets of dust.

She moves further in, searching for something, anything. But the place has been gutted. There's nothing. She checks the wall of dead refrigerators. Shattered glass, all empty.

She's never known desolation and emptiness like this. It's beginning to scare her. She wheels around, spooked.

FEMALE VOICE (O.S.)
Hello?

Distant, calling from outside. Solara hears it and freezes.

FEMALE VOICE (O.S.)
Hello? Can anyone help me?

EXT. WASTELAND GAS STATION - CONTINUOUS

Solara runs out across the forecourt, onto the road. A FEMALE FIGURE is hunched by the side of the road about fifty yards up ahead. Hard to see what she's doing from here.

SLUMPED FEMALE
Hello? Is anybody there?

EXT. ROAD - CONTINUOUS

Solara starts walking toward her.

The woman has her back to Solara. She's on her knees, muttering to herself. Gathering objects up from the road.

As Solara moves closer, we see that the woman is struggling with an UPTURNED SHOPPING CART. Stuck in a roadside ditch, its contents spilled out next to a few BRACKEN BUSHES.

We see her face now. It's the SAME YOUNG WOMAN from before. The same shopping cart. The same trap.

SOLARA
Are you all right?

The woman looks around, sees Solara standing nearby. She's shocked to see that it's a girl.

YOUNG WOMAN
Oh. Yes, I'm fine. Thank you. You go along, I'll be okay.

SOLARA
Let me help.

YOUNG WOMAN
No, really! I'm fine. Really... I need a man to help. Not you. You just keep along. Please.

The woman seems anxious to get rid of her. Tries to indicate the threat silently with her eyes, but Solara doesn't get it.

SOLARA
It'll just take a minute.

She steps into the ditch and starts to haul the cart out.

YOUNG WOMAN
Really, it's fine! Please!

Too late. THREE HIJACKERS POUNCE FROM THE BUSHES. Every bit as brutish and horrifying as the group that Eli killed on the road in our opening. They grab Solara and drag her from the road, screaming and kicking all the way.

YOUNG WOMAN

Let her go! She ain't got nothing!

HIJACKER LEADER

I ain't too sure about that.

He's filthy, his stench overpowering. One eye missing, just a dark, empty socket. He licks his lips, revealing a mouth almost devoid of teeth.

YOUNG WOMAN

This wasn't the deal!

The hijacker leader lashes out and grabs her by the throat.

HIJACKER LEADER

Shut your mouth, bitch.

He releases her. She slumps to the dirt. The leader looks back to the struggling Solara.

HIJACKER LEADER

This one looks fresh. You a virgin?
Maybe we oughta find out.

He leans in close, grinning - close enough for Solara to strike. She LASHES OUT, kneeling him in the balls. He winces in agony and drops to his knees, holding his crotch.

The two hijackers holding her laugh, amused. Solara ELBOWS one in the guts and STOMPS on the other's foot. They yell in pain, release her.

Solara grabs her pack, makes a run for it.

The hijackers go after her, snarling.

The woman with the shopping cart turns her back and begins picking up her stuff, face expressionless.

YOUNG WOMAN

(to herself)

Hello. Can anyone help me?

EXT. VALLEY - DAY

Solara looks back. The hijackers are gaining. If she sticks to open ground they will haul her down.

Solara sees cover, changes direction abruptly. Wreckage of a house cut in half by something big.

She makes it to the house, look back. Hijackers closer.

Solara runs right through the destroyed MIDDLE OF THE HOUSE, vaulting, side-stepping debris --

-- and then sees what cut the house in half.

A 747 at the end of the field behind the house. The big jet almost made a good landing. The fuselage and wings are nearly intact.

Solara heads for it.

EXT. WRECKED 747 - DAY

Solara runs down the side of the fuselage, looking for somewhere to hide.

One of the hijackers barrels around the shattered nose of the jet, right into her path. She turns, sees another hijacker closing in from behind.

Solara scrambles desperately into the huge fuselage.

INT. WRECKED 747 - DAY

Time has not hidden the violence of the 747's end. Dried, broken bones litter the floor. They crackle and click as Solara jolts them in passing, heading across the fuselage to a hole in the other side.

Solara leaps out through the hole --

EXT. WRECKED 747 - DAY

-- lands awkwardly, rolls, staggers to her feet --

-- and into the hands of the hijacker leader, who SLAPS HER HARD.

HIJACKER LEADER
(panting)
You think you're tough, bitch?

Solara answers the question. She swings with all her might, cracks the hijacker leader square in the nose, jerks free.

HIJACKER LEADER
Hold her!

The other two hijackers arrive, grab for Solara --
-- but she spins away, vaults back into the 747.

INT. WRECKED 747 - CONTINUOUS

The aisles are full of debris, human and otherwise. Slow going.

Solara climbs onto a seat, works her way towards the back of the plane, using the seat backs as stepping stones and the forest of downed oxygen masks as hand holds. A ray of sunlight indicates a hole high in the fuselage. She heads for that.

The hijacker leader pursues her, churning through the debris like a bulldozer, blood pouring from his nose.

Solara reaches the ray of sunlight, looks up at the hole. It is small and jagged and high. Bad idea. She looks around wildly -- sees something.

Solara leaps for the EMERGENCY EXIT DOOR at the back of the 747, takes a quick, intelligent look at the diagram.

Breaks the glass. Rips the handle down. Pushes.

Nothing happens. The hijacker leader closes in.

Desperate, Solara kicks the emergency door. Then slams her entire body against it. Once. Twice.

The hijacker leader's hands are actually on her when she charges the door a third time.

The EMERGENCY DOOR GIVES WAY suddenly, bright light shafts into this aluminum mausoleum --

-- and Solara plummets out.

EXT. WRECKED 747 - CONTINUOUS

Solara lands hard next to the emergency door, drags herself to her hands and knees, winded, looks left and right.

Sees one of the other hijackers (with a rifle) coming at her over the wing of the 747.

Still winded, she levers herself to her feet, takes one step away --

-- when the HIJACKER LEADER LANDS ON HER BACK, having jumped from the emergency exit.

Solara goes down hard, stays down.

HIJACKER LEADER

Hold her.

The RIFLE HIJACKER KNEELS on Solara's shoulders, as the hijacker leader stands, UNZIPS his pants.

HIJACKER LEADER

I'll show you what tough is.

We hear a sound. It's hard to place. Something like a THHUP.

The hijacker leader is frozen in shock. His face goes pale, the blood draining from it. The rifle hijacker looks at his leader in dismay. Staring down at his crotch.

A quiet whimper escapes from his lips as he looks down.

There is an ARROW IMBEDDED IN HIS CROTCH.

He staggers backward, shrieking. Hands shaking. Staring down at the bloody wound from which the long arrow shaft extends.

The rifle hijacker releases Solara and whips around, scanning the horizon. Sees nothing. He steps away from Solara, unslings his rifle and aims it frantically around.

Then he sees it. Coming right at him. The most terrifying thing he has ever seen.

ELI, WALKING TOWARD THEM, OUT OF THE SUN. His silhouette distorted in the rippling heat. An avenging angel.

He pulls another arrow and draws it back as the rifle hijacker trains his weapon on him, chambers a round with a METALLIC CLICK.

Eli SHOOTS. The arrow sails through the air and RIGHT INTO THE RIFLE BARREL. The feathers at the end of the shaft plugging the muzzle tight.

Rifle hijacker pulls the trigger. The jammed gun EXPLODES IN HIS FACE. He falls to the ground, crying out in pain.

Eli only had two arrows. He shoulders the bow. Strides towards Solara, stands over her.

She looks up at him with disbelief and gratitude -- then her eyes shift past him, alarmed.

The THIRD HIJACKER is about to spring out of the emergency exit above Eli, a huge knife in his hand.

SOLARA
Behind you.

The THIRD HIJACKER springs. At the very last moment, Eli whirls.

BAM! Gunshot.

Eli steps aside like a matador, lets the already-dead hijacker hit the ground like a sack of potatoes.

Eli returns his Luger to his belt, moves to the other two hijackers who lay wounded on the ground, but still breathing. He stands over their fallen bodies. They stare back up at him, helpless, dying.

Eli stands over them for a long moment, implacable. Then, reaches down --

-- and rips his arrow from the hijacker leader's groin. The hijacker leader bleeds out with a sigh.

Eli turns to Solara.

Solara sits on the ground, in shock. Eli offers her his hand. She takes it, pulls herself up, looks at him. She fights not to cry.

The mirrored goggles that usually reflect nothing but violence and destruction now reflect the wide eyes of a young woman who knows she's lucky to be alive.

SOLARA
 You ...

It has been so long since Eli cared about the well-being of another, he's forgotten how. He takes a step back.

Solara lunges forward, clings on to him tightly. Buries her face in his shoulder.

SOLARA
 ... you came back for me.

Eli is expressionless, his goggles are mirrors to the outside only -- but somehow we sense that stuff he's forced away for so long he's forgotten it's there, begins to move around inside him.

This is the first hug he's had in over twenty years.

He has no idea how to deal with it.

SOLARA
Thank you. Thank you so much.
(beat)
I owe you my life.

Eli disentangles himself, steps back. Steps back again.

ELI
This is the deal. You keep up. You
pull your weight. You fall behind,
I can't help you. Okay?

His voice is much more harsh than he meant it to be.

Eli turns and heads west.

Solara watches him go for a moment, then:

SOLARA
Hey!

Eli doesn't stop walking.

SOLARA
What's your name?

ELI
Eli.

SOLARA
Eli. Okay.

Solara takes the knife hijacker's big knife as her booty,
catches up to Eli.

They head west together.

EXT. VALLEY TOWN - MAIN STREET - LATE IN THE DAY

METAL GARAGE DOORS roll back to reveal darkness within. A
PAIR OF HEADLIGHTS fires up. Full beam right at us.

A VEHICLE roars out of the darkness onto the street. Heavily
modified with plate armor and turret-mounted weapons. It's a
HONDA ODYSSEY minivan - once the #1 choice of soccer moms,
transformed now into an armored personnel carrier.

THREE MORE CARS follow. As eclectic an assortment as you
could imagine. A MINI COOPER. FORD EXPLORER. A PRIUS. Each
adorned with plate armor and weapons.

In the lead vehicle are Hawthorne and Redridge heavily armed.
Hawthorne nods to the DRIVER, who guns the engine.

The fleet of vehicles moves out, kicking up a great funnel of dust in their wake as they roar out of town.

INT. HAWTHORNE'S VEHICLE - DAY

Hawthorne turns to Redridge. Redridge's side is heavily bandaged, and he is in pain, sour and cranky.

REDRIDGE

All this bullshit for a book.

HAWTHORNE

It's not a book. Get that through your head. My idiot mother, she'd read it along with this smooth-talking preacher on the TV. She sent every spare penny she had to that guy. My old man'd get liquored-up and kick my ass, tell me all about the power and the glory and how I was going to burn forever for the sins I was born with. They did whatever it told them. It's not a book, it's a weapon.

(beat)

A weapon aimed right at the hearts and minds of the weak and the desperate, which is pretty much everyone these days.

Redridge shakes his head, doesn't want to hear it.

HAWTHORNE

If we want to rule more than one small town, we have to have it. People will come from all over. They'll do what I tell them. It's happened before, it'll happen again. All I need is the book.

REDRIDGE

Then I want Solara.

HAWTHORNE

What?!

REDRIDGE

You can't take her back. Not after she's thrown in with him. What's that gonna look like?

Hawthorne turns back, faces forward. Shaky times, for him. Maybe even desperate. And desperation makes a person very dangerous.

HAWTHORNE

(to driver)

West. That's where he said he was going.

EXT. VALLEY - END OF THE DAY

The sun hangs low on the horizon. We're far from the road. Nothing but scrub brush and a few GROUND SQUIRREL BURROWS dotted around.

A GROUND SQUIRREL pops its head up, scans the horizon. Sniffing the air, whiskers twitching... and is SKEWERED BY AN ARROW.

Thirty yards away, one of the pieces of scrub brush appears to COME ALIVE. And then we realize it is Eli's GHILLIE SUIT, camouflaging both he and Solara beneath it.

Eli casts off the camouflage net and they walk toward the dead ground squirrel.

SOLARA

I'll clean it.

Eli picks up the dead animal by the scruff, yanks out the bloody arrow. Tosses the little corpse to Solara.

ELI

Let's find shelter first.

EXT. WASTELAND GAS STATION - END OF THE DAY

Hawthorne's convoy roars past the gas station.

In the distance, vultures circle down out of the air. Hawthorne sees them.

EXT. WRECKED 747 - END OF THE DAY

Hawthorne, Redridge and the others look down at the dead hijackers. Vultures perch on the carcass of the 747, waiting for them to leave.

Redridge checks the body of the hijacker leader.

REDRIDGE

No more than a few hours dead. He can't be far.

Redridge looks at the footprints in the dirt headed from the bodies and back onto the road. Two sets of tracks.

REDRIDGE
(at Hawthorne, pointedly)
Solara's with him.

HOYT - Redridge's bull-necked second-in-command - speaks up.

HOYT
Gonna be dark soon. Maybe we should
come back tomorrow, pick it up
then.

A popular idea. Except with Hawthorne. He turns back towards the convoy.

HAWTHORNE
Let's go.

Redridge pauses for just a moment, then:

REDRIDGE
Okay, move out.

The other men hold, still looking at the half-eaten bodies in the dirt.

REDRIDGE
I said move out!

HOYT
It's like he's protected somehow.
Like there's nothing that can touch
him.

REDRIDGE
He's just a fucking man. You put a
bullet in him, he'll go down like
any other. Enough of this
superstitious horseshit!

Hesitantly, they make their way back to the vehicles.

CUT TO:

The cars gun their engines and move on down the road, taking the fork that leads into the sunset. Dust pluming in their wake.

INT. UNDERGROUND PARKING GARAGE - DUSK

Eli and Solara sit at the bottom of the ramp down into a small underground parking garage, around a flickering campfire. Lots of debris in the shadows behind them - not just cars. The ground squirrel roasts on a spit.

Eli leans forward, digs his knife into the carcass, tests it. His Saint Christopher swings and twinkles in the firelight.

SOLARA

What is that?

Eli reaches up and touches his hand to it.

ELI

It's a Saint Christopher medal.

SOLARA

Who's Saint Christopher?

ELI

The saint who looks out for travellers.

SOLARA

What is a saint, anyway?

Eli has to think about that one.

ELI

I guess someone who spends their life doing good things for others. And then gets recognized for it.

SOLARA

Someone like you.

Eli looks away, down at the ground.

ELI

No. Not like me. Saints ain't killers. And I done too much of that. Spilled too much blood.

There are no words, just the flickering firelight. And Eli's sorrow.

Eli sticks his knife into the ground squirrel again.

ELI

It's ready.

EXT. WASTELAND - NEAR DARK

The convoy moves slowly, stops. Headlights play across the landscape.

INT. HONDA ODYSSEY - NEAR DARK

REDRIDGE

We're more likely to miss them than find them now.

HAWTHORNE

Post guards. We're gonna start early.

Hawthorne releases his seat backwards, stares at the ceiling of the vehicle with venomous, obsessive eyes. Disturbing. Then he closes them.

INT. UNDERGROUND PARKING GARAGE - NIGHT

The carcass of the prairie dog picked clean. The fire still burning, but on its way out. Eli sits by the dying firelight, reading his bible. Solara watches him, transfixed.

SOLARA

You really read that same book every day?

ELI

Without fail.

SOLARA

Can you read me something?

Eli glances toward the mouth of the cave. Dark outside.

ELI

It's late.

He pulls his backpack toward him to put the bible away.

SOLARA

What did you mean before? When you said it was the last one?

Eli wraps the bible carefully.

ELI

After the war, people made it their business to find and burn any that the fires didn't already get.

(MORE)

ELI (cont'd)
Guess they figured it was the
reason for the war, partly. That's
why this is the only one left.

SOLARA
How can you know that?

ELI
I just know.
(beat)
They say the war tore a hole in the
sky. I don't know how, some big
explosion high up. It made a hole
and the sun came through and burned
everything. For more than a year,
it burned everything. If you were
lucky you found a place to hole up
underground. Like this garage. Most
folks didn't. Most of them burned.
(beat)
After that first year, I wandered
on the road like the others who'd
survived. Just moving from place to
place, trying to stay alive. And
then one day I heard this voice. I
don't know how to explain it, it's
like it was coming from inside me.
But I could hear it, clear as day.
Clear as I can hear you talking to
me now.

SOLARA
What did it say?

ELI
It led me to this place, I don't
know where. I found this book
buried deep in the rubble. And the
voice told me to carry it west. It
told me that a path would be laid
out before me, that I'd be led to a
place where the book would be safe.
It told me I'd be protected against
anyone or anything that tried to
stand in my way.
(beat)
That was more than twenty years
ago. And I've been walking ever
since.

SOLARA
Because a voice you heard in your
head told you to.

ELI

I'm not crazy. I didn't imagine it.
I know what I heard.

(beat)

And there's no way I make it this
far without help.

Eli packs the bible away safely. Pulls out his iPod and the freshly charged car battery, sets up his evening concert.

SOLARA

What's that?

ELI

It's one question too many, is what
it is.

Eli settles in, tantalizing sounds leaking from his earphones. Solara edges closer, to try and listen.

LATER

The fire still flickering dimly. Eli sleeps next to his pack, half-hidden in the looming shadows of the cave. His hat and goggles hung up for the night on the hilt of his sword. iPod off.

Solara sleeps nearby... then opens her eyes. Not asleep after all. She looks over at Eli - his face hidden in shadow and so impossible to tell if he's asleep or awake.

SOLARA

Eli?

No response. Quietly, she moves forward, kneeling by his side. She opens his coat and checks the pockets. Empty.

She goes deeper, peeling back the layers of clothing, stealthily frisking him. She finds something on his lapel, hidden under several layers, that causes her to stop.

It's a RECTANGULAR PLASTIC BADGE. The red, white and blue colors faded and worn. It reads:

WELCOME TO WAL-MART
MY NAME IS "ELI"
HOW MAY I HELP YOU?

She stares at it for a moment, not knowing what to make of it. Then moves on, continuing to pat him down.

Whatever she's looking for is not here. She turns her attention to the backpack. Slowly, carefully, opens it up.

There it is. THE BIBLE, wrapped carefully in its neat little package of cloth and twine. She reaches in for it...

Suddenly ELI GRABS HER BY THE WRIST. She cries out, startled. Eli sits up, his face just a dark shape in the shadows. For the first time he appears a little scary to Solara.

ELI
What are you doing?

SOLARA
I thought you were asleep.

ELI
I asked what you were doing.

SOLARA
I just wanted to see the book.

ELI
Nobody touches it but me. Ever.
Until it gets where it's going. Do
you understand?

He's very forceful. She nods, a little afraid of him.

ELI
Tell me you understand!

He grips her wrist tighter.

SOLARA
Okay! I understand! Ow!

Eli releases her wrist. Takes the pack from her and closes it up. Pulls it closer to him and lies back down.

ELI
It's no use to you anyway. You
don't know how to read it.

SOLARA
So teach me.

Eli doesn't say anything, just turns away from her. She lies back down, but doesn't close her eyes. She just looks at him.

LATER - PRE-DAWN

Eli and Solara sleep next to each other. The first gray light before dawn just visible up the parking garage ramp.

Suddenly Eli sits BOLT UPRIGHT. Awake. Sensing something.

EXT. ROAD - DAWN

Hawthorne's convoy thunders on down the road, out of the rising sun.

IN THE LEAD VEHICLE Hawthorne spots something on the roadside.

HAWTHORNE

Hold up. Stop!

The driver hits the brakes. The other vehicles come to a stop on the road behind it.

Hawthorne gets out and walks back a few yards... to where he finds TWO SETS OF FOOTPRINTS in the dirt leading from the road. He follows them until he sees them turn onto the remains of a smaller feeder road.

Redridge joins him. They both follow the direction of the feeder road with their eyes -- and see the ruins of a building a thousand or so yards away. Almost nothing left above ground.

REDRIDGE

(low)

Gotta be a basement or something over there.

Hawthorne nods.

SMASH CUT TO:

EXT. UNDERGROUND PARKING GARAGE - DAWN

Car engines roaring over.

POV THROUGH WINDSHIELD, moving in on the parking entrance, fast, jerky, violent.

INT. UNDERGROUND PARKING GARAGE - CONTINUOUS

Looking up from the bottom of the ramp, we see headlights flooding into the structure, diving down towards us as Hawthorne's convoy pours underground in battle formation --

-- blows right through the embers of Eli and Solara's fire.

As the vehicles hit the bottom of the ramp and screech to a stop, their HEADLIGHTS reach far back underground and pick out TWO FIGURES SPRINTING away through a debris field of cars and old shanty-like structures.

HAWTHORNE
(diving out of Honda)
There!

THEY ALL OPEN FIRE, a cascade of shots echoing around the concrete. The mounted MACHINE GUN HAMMERS, every third round a TRACER --

CUT TO:

Tracers illuminate Eli and Solara, hugging the ground behind a few slabs of concrete at the back of the garage, caught in a swarm of insanely fast, deadly fireflies --

CUT TO:

-- which are RICOCHETING around the structure. Haphazard, deadly slugs.

CUT TO:

A car seat deep in the gloom catches fire when a super-heated slug rips through it. The seat flares up like a torch, the rest of the car follows suit. Toxic smoke billows around the structure. Tracers leave streaks through it.

CUT TO:

ON HAWTHORNE'S CONVOY, headlights, windshields shatter. One of the men drops, screaming.

A tracer howls past Hawthorne's ear, missing him by millimeters.

HAWTHORNE
HOLD YOUR FIRE! HOLD YOUR FIRE!

Everyone stops firing except for the machine gunner, who keeps the trigger squeezed down tight in an orgasm of lead.

Tracers rip around the garage, many returning with interest.

Redridge turns, punches the machine gunner, stops him.

Concussion echoes roil around the structure, settle to an ear-buzzing silence. BITS OF CONCRETE FALL from the roof, jarred loose by the vibrations.

REDRIDGE
They gotta be dead.

HAWTHORNE
I want to make sure.

REDRIDGE

Form up.

Charged up by the hail of lead they've just unleashed, Hawthorne's men form a loose picket line.

Lit from behind by the headlights, from the front by the flickering flames of the burning car, ready to kill, the men head deeper into the parking garage.

CUT TO:

IN THE DIM LIGHT BEYOND THE BURNING CAR, we see Eli and Solara, flat on the ground behind their chunks of concrete. They look dead.

CUT TO:

Hawthorne and his men get more dry-mouthed the deeper they get into the structure. They pass an old encampment that they just shot to pieces.

CUT TO:

Eli and Solara stir. Not dead. But not exactly moving fast, either.

CUT TO:

Black smoke billows from the burning car. Hawthorne and his men cough, crouch lower, get past the car as quickly as they can.

Then Redridge sees something, holds up a fist, stopping them. He looks at Hawthorne, points.

Two sets of tracks in the dirt, leading behind the slabs of concrete. From this angle, we can't see whether or not Eli and Solara are still there.

All the guns are cocked, readied.

On Redridge's silent count, they rush around the chunks of concrete.

Eli and Solara are gone.

Their tracks lead even deeper into the structure, into the dark.

Redridge looks to Hawthorne: what now?

HAWTHORNE GUNMAN
Hey, I got something here!

Hawthorne turns to see Eli's CAR BATTERY on the ground near the chunks of concrete.

HAWTHORNE GUNMAN
I'm claiming it.

The gunman picks up the battery --

REDRIDGE
No!

-- which is when they see a length of FISHING LINE is attached to it. The other end tied to the pin of a HAND GRENADE wedged between two small chunks of concrete.

Hawthorne and Redridge are thrown backward by the blast as the grenade EXPLODES.

Shrapnel screams. The entire structure rings like a church bell. MORE CONCRETE DROPS off the ceiling, some chunks pretty big.

EXT. UNDERGROUND PARKING GARAGE - DAY

The ground near the outside back corner of the ruin moves once, twice, then caves in to reveal the remains of the service stairway out of the parking garage.

Eli and Solara squeeze out, dusty and blood-flecked from minor cuts and scrapes. They only just escaped.

SOLARA
How did you know there was a stairway here?

ELI
I lived in one of these for a while.
(beat)
Where's your stuff?

ON SOLARA: oh shit. She left her pack down there.

INT. UNDERGROUND PARKING GARAGE - DAY

Hawthorne gets back to his feet, dazed, head bleeding. His men coughing and spluttering in the smoke from the explosion. Redridge pushes his way through the smoke, to see:

TWO OF HIS MEN DEAD ON THE GROUND where the grenade went off.

HOYT

Fuck this. It ain't worth it.
Hawthorne, I ain't dying for a
goddamn book.

Hawthorne raises his titanium .45 and BAM! shoots Hoyt in the eye.

HAWTHORNE

You just did.

Then the roof caves in.

The old concrete above the entrance ramp peels away from the re-bar and drops with a roar, partially blocking the ramp and covering them with grey dust.

They hurdle back towards the entrance ramp, crouch next to the cars, eye the roof out nervously.

REDRIDGE

Son of a bitch.

It's going to take a while to clear enough concrete for them to drive out.

EXT. ROAD - DAY

Eli and Solara march together, passing by a few burned-out buildings. It appears we might be headed toward a town.

Solara never went back to fetch her back pack.

SOLARA

My feet hurt.

ELI

So do mine. Keep walking.

Solara looks up at the sweltering sun. Then around at her surroundings. Nothing but devastation and decay.

SOLARA

You say you've been walking for
over twenty years. Have you ever
thought you might be lost?

ELI

No.

SOLARA

But how can you know? How can you
know this is the right way?

ELI

I just do.

Eli reaches around for his canteen -- and stops walking. Great concern on his face.

His canteen is empty, shot through and through by a bullet. His backup canteen has a mouthful for each of them -- and two small bullet holes.

SOLARA

We can find more, right?

Eli doesn't want to tell her how hard that's going to be. So he just nods.

EXT. HOUSE - DAY

On the outskirts of a small town that lies in ruins. Almost every building burned or reduced to rubble.

Except for one SMALL TWO-STORY HOUSE. Like most everything else we've seen, it shows signs of exterior blast and fire damage, but much of it has been patched up. Aside from that it's in mostly decent condition. It stands out among its surroundings for being the only structure still intact.

The windows are BARRED. The outer structure fortified with SHEET METAL and other custom patch-ups. The whole plot surrounded by a CHAIN-LINK FENCE TOPPED WITH RAZOR WIRE.

Eli and Solara crouch behind a pile of rubble nearby.

SOLARA

I don't get it. It looks almost like nothing ever happened. How can it still be out here?

ELI

I don't know.

SOLARA

Maybe there's water inside.

BEAT as Eli considers. Then stands and unhooks his shotgun.

ELI

Stay behind me.

They approach the house cautiously. Arrive at the perimeter fence. There's a gate held in place by a PADLOCK.

Eli pulls a pair of BOLT-CUTTERS from his belt and snips the padlock free. Swings open the gate with a metallic SQUEAK.

They move inside, up the garden path. Though the soil in the yard is dead, it's been carefully raked and tended. WEEDS arranged in thoughtful patterns, like real flowers.

SOLARA

This is weird.

ELI

Yeah.

Eli steps forward, his foot planting on a CRACKED PAVING STONE that shifts almost imperceptibly under his feet. Accompanied by a barely audible SOUND.

ELI

Shit.

SOLARA

What?

A ROPE NOOSE suddenly whips around their feet, tightening at their ankles and YANKING THEM UPSIDE-DOWN INTO THE AIR. Eli drops his shotgun to the ground.

They hang there for a moment, twisting in the breeze.

The front door to the house SWINGS OPEN to reveal...

AN ELDERLY COUPLE. RAY and LAUREN. The woman's gray hair tied into a neat bun. The man bald, squinting through wire-frame glasses. They look like the couple from Grant Wood's "American Gothic."

Instead of a pitchfork the man holds a 12-GAUGE RIOT SHOTGUN which he keeps trained from the hip on Eli and Solara.

They step outside, regarding their new visitors carefully. The man drags Eli's shotgun toward him with his foot, hands it to his wife.

RAY

Who are you?

ELI

My name is Eli. This is Solara.
We're travelers, that's all. We
don't mean you any harm.

RAY
You cut my padlock. I saw you.
Trying to break into our house.

ELI
I'm sorry. We didn't think anybody
lived here. We thought it was
abandoned, like all the rest.

This seems to annoy the man.

RAY
Take a look around you. Look at
this yard. Does it look abandoned
to you?

ELI
No, sir. I... like what you've done
with the place.

RAY
What's your business here?

SOLARA
We need some--

ELI
No business. We're sorry to have
troubled you. If you'll let us down
we'll be on our way.

Lauren steps forward, she's much warmer, less guarded.

LAUREN
Ray, look at them. One of them's
just a girl.

RAY
Seen that before. Oldest trick in
the book.

Lauren gives Ray a look.

RAY
I'll let the girl down.

SOLARA
We're together.

Lauren glares at Ray again. He reluctantly accedes and moves
to the concealed trap apparatus. Releases the rope, dropping
Eli and Solara to the ground in a heap.

Lauren helps them to their feet. They shake off the noose from their ankles.

LAUREN

We get so few visitors these days,
Ray's suspicious of everybody. I'm
Lauren. Would you care for some
tea?

Eli and Solara exchange a look. What the hell is this?

INT. HOUSE - LIVING ROOM - DAY

It's like something out of the world before. The interior is almost perfectly preserved. Chintzy couches. A mahogany table. A TV set in the corner. Lace curtains. An old wind-up gramophone. Unreal.

Eli and Solara sit on the couch, feeling self-conscious and looking entirely out of place in this cozy environment.

Ray sits across from them on the couch, watching their every move. The shotgun resting across his lap.

Lauren emerges from the kitchen, carrying a tray laden with a tea pot and old china cups. Cracked and faded, but intact. She places the tray on the coffee table.

LAUREN

How about some music? It's so
soothing. Ray.

Ray gets up, cranks the gramophone, blows the dust off the needle and puts it down on a thick vinyl record.

OLD MONO SWING MUSIC warbles and crackles out across the room.

Solara's eyes widen in delight.

LAUREN

Isn't it nice?

Absolutely surreal.

Lauren lifts the tea pot and pours into the cups. But it's not tea, only water. Somewhat murky water. Eli and Solara stare at the cups, unsure. Lauren gestures toward them.

LAUREN

Please.

They raise their cups and take a sip. Lauren watches eagerly. It's clearly a thrill for her to be doing something as civilized and elegant as serving "tea" to guests.

LAUREN
How do you like it?

SOLARA
It's... uh...

ELI
It's very good.

Lauren smiles, delighted. She lifts her own cup to her lips. HER HANDS TREMBLE, the cup rattling against the saucer.

SOLARA
It's amazing you've made it out
here all by yourselves.

LAUREN
Well, Ray is something of a
handyman. He did a lot of work on
the place, making it safe. And we
may be old, but we're resilient.
We've had more than a few who've
tried to take this place from us.
Haven't we, Ray?

Ray perks up suddenly.

RAY
Yes. Yes we have.

He stands and moves toward the back door. Opens it up and beckons Eli and Solara to come look.

EXT. HOUSE - BACK YARD - CONTINUOUS

Eli and Solara stand in the doorway, facing the yard. Solara is horrified by what she sees.

The entire back yard is a GRAVEYARD. Maybe twenty human graves dug shallow into the earth. Some were dug long ago, others look like they're very recent.

SOLARA
Are these... graves?

LAUREN
Of course. It would be uncivilized
not to bury them.

RAY
Plus, it's good for the soil.

LAUREN
Come on back inside. I think I
might be able to rustle up some
sandwiches for you.

Ray and Lauren go back inside, leaving Eli and Solara gazing
at the little graveyard.

ELI
(low, urgent)
We have to get out of here. They
didn't just kill these people.
(beat)
They ate them.

BEAT. Then the horrific realization hits Solara:

SOLARA
Her hands. Her hands were
shaking...

ELI
Too much human meat. She's got the
affliction. They've both got it.

Solara looks like she's going to be sick.

INT. HOUSE - LIVING ROOM - CONTINUOUS

Eli and Solara re-enter. Solara, white as a ghost, looks at
Ray nervously. He's still carrying that shotgun. The music
plays in the background.

Lauren's voice drifts in from the nearby KITCHEN.

LAUREN (O.S.)
I found some meat for those
sandwiches. Are you hungry?

SOLARA
No! Thank you!

ELI
We really do have to be going.

RAY
So soon?

An unnerving glint in his eye.

Eli turns and lets Ray see his full, hard-core, unstoppable wasteland survivor self.

ELI
Right now.

Eli moves toward the door.

As he gets to the door, Ray moves to intercept. Hard to tell if he's blocking his path or moving to open the door for him. A tense BEAT.

Lauren emerges from the kitchen, feels the vibe.

LAUREN
Are you sure you won't stay?

ELI
We're sure.

Eli stares Ray down. Reluctantly, Ray steps aside. Eli opens the door and escorts Solara outside.

SOLARA
Thank you for the tea.

EXT. HOUSE - CONTINUOUS

Relieved, Eli and Solara emerge into the sunlight. Walk down the garden path. And FREEZE IN THEIR TRACKS.

THE ARMED VEHICLES ARE COMING. Driving toward them out of the horizon in a hazy cloud of dust.

ELI
Back inside.

Eli follows Solara back into the house. Ray stands in the doorway, squinting at the approaching convoy.

INT. HOUSE - LIVING ROOM - CONTINUOUS

Ray follows them back in, furious.

RAY
What did you bring upon us?

LAUREN
Ray? What's wrong?

RAY
A whole convoy of armed
degenerates, that's what's wrong.
(MORE)

RAY (cont'd)
Coming for them. And they led them
right to us.

Lauren goes to the window, pulls aside the lace curtain.
Outside she sees the armored vehicles SCREECHING TO A HALT.

The men spill out from the vehicles and take cover behind
them, locking and loading weapons.

ELI
Do you have any more weapons?

Ray grins, goes to the couch and yanks off the seat cushions.
Underneath is a WOODEN LID which he throws open to reveal:

A HUGE CACHE OF WEAPONS. Automatic rifles. Shotguns. Pistols.
Grenades. And enough ammunition for everything.

SOLARA
Where did you get all this stuff?

Ray pulls out an AK-47, slots in a magazine.

RAY
Off them who came looking to take
the place from us.

He offers a .44 MAGNUM to Solara.

RAY
You know how to fire a gun?

SOLARA
Of course.

Ray turns to Eli.

RAY
How about you, you know how to-

Eli is already reloading his shotgun, checking the barrel.
Readying the weapon with the practiced hands of an expert.

RAY
Never mind.

As they armor up, Lauren begins to gather the tea set, with
meticulous care.

EXT. HOUSE - CONTINUOUS

Hawthorne steps forward.

HAWTHORNE
(yelling)
WE KNOW YOU'RE IN THERE! COME ON
OUT AND NOBODY NEEDS TO GET HURT.

SILENCE. No sign of activity inside the house.

Redridge looks over his men. They're battered. They've learned to fear Eli.

HAWTHORNE
I'M GONNA MAKE IT EASY. SEND OUT
SOLARA WITH THE BOOK.

INT. HOUSE - LIVING ROOM - CONTINUOUS

Eli is crouched beneath the window. Ray and Solara have taken up positions at other windows, peering out.

The swing music plays.

HAWTHORNE (O.S.)
THAT'S ALL I WANT. THE BOOK AND THE
GIRL.

SOLARA
What are we going to do?

BEAT as Eli thinks.

ELI
Hand me my pack.

EXT. HOUSE - DAY

Hawthorne waits. Still no sign of a response. His nervous gunmen exchange worried looks.

REDRIDGE
They ain't comin' out.

Hawthorne raises his hand to silence him. Looks up as an UPSTAIRS WINDOW slides open.

A CLOTH PACKAGE is tossed from the window. It lands in the dirt outside the perimeter fence a few yards from Redridge.

Hawthorne nods, go get it.

Cautiously, Redridge approaches. The package is wrapped in cloth and tied up with twine. It looks like Eli's bible.

He picks it up and tugs at the twine, untying it. Folds away the cloth wrapping. Looks for a moment in puzzlement at the object, at the words written on the front of it.

THIS SIDE TO FACE ENEMY

It's a CLAYMORE MINE. The small red light on top of the unit ILLUMINATES WITH A BEEP. Armed.

REDRIDGE

Holy shi...

He drops the package in the dirt and races for his life back toward the vehicles.

REDRIDGE

Get down! Everybody get down!

Hawthorne drops to the dirt, Redridge dives across the trunk of the Explorer into cover as THE CLAYMORE EXPLODES, SHATTERING EVERY WINDOW OF EVERY VEHICLE. The lightweight Mini Cooper takes the main brunt and EXPLODES, cartwheeling through the air, a burning wreck.

Redridge looks around. Three men lie dead. Flaming wreckage all around him. Suddenly, it's a war zone.

MACHINE-GUN FIRE ERUPTS FROM THE HOUSE, peppering the vehicles' armor. The gunmen cower behind cover.

HAWTHORNE

Return fire!

Hawthorne aims at the house and OPENS FIRE. Inspired by his example, the others follow. A HAIL OF BULLETS CRISS-CROSS BACK AND FORTH. The house's faded paint facade is shredded.

INT. HOUSE - LIVING ROOM - CONTINUOUS

Lauren heads for the kitchen with the tea tray, seemingly oblivious to the bullets howling around her.

Ray and Eli open fire from their windows, periodically ducking to take cover from incoming fire.

Solara shoots cautiously. Brave but not practised.

SOLARA

Eli?

MORE GUNFIRE splinters the window frame above his head.

ELI

What?

SOLARA

The voice in your head, did it tell
you anything about this?

Eli peeks out and FIRES OUT THE WINDOW, dropping one of the enemy gunmen with a crack shot. Ducks back down as the return fire impacts around him.

ELI

We'll get out of this alive. Both
of us. I know.

Amidst all the chaos and gunfire, Ray has been listening to this exchange.

RAY

What about us?

BEAT.

ELI

It didn't mention you.

BEAT. Ray chambers a round and RESUMES FIRING. This is his big stand.

EXT. HOUSE - CONTINUOUS

Hawthorne's men continue the hail of gunfire, those that are not already down. No lessening of fire from inside the house. They're losing.

Redridge races between the vehicles, ducking from gunfire until he makes it to the back of the Honda. Pops the trunk and pulls out a ROCKET-PROPELLED GRENADE LAUNCHER.

He sets it on his shoulder, rests on the trunk to steady his aim. And FIRES. The rocket screams toward its target, tearing through the chain fence and TEARING AN ENTIRE CORNER FROM THE HOUSE in a fiery explosion.

INT. HOUSE - CONTINUOUS

Filled with smoke. The sounds of COUGHING. Dazed, Ray pushes through the smoke, waving his arms to clear it.

RAY

Lauren? Lauren!

He finds her LYING ON THE TILE FLOOR in what remains of the kitchen, eyes wide open. Dead from the blast. Shattered tea cups and pot all around her.

Ray slumps to his knees with tear-filled eyes. Takes his wife tenderly by the hand for a moment.

The music skips and repeats, skips and repeats.

Then the anger returns. Ray gets up and turns, consumed now by a wild fury. Firing with rage over the torn brick wall. He CLIPS ANOTHER GUNMAN IN THE HEAD, killing him.

Ray moves back toward the LIVING ROOM, firing as he goes.

EXT. HOUSE - CONTINUOUS

Redridge moves between the cars again, staying behind cover.

HAWTHORNE

We got any more of those?

REDRIDGE

That was it.

HAWTHORNE

All right, screw this.

Hawthorne jumps into the driver's seat of the minivan, turns the key in the ignition. Jams the accelerator down, then shifts the transmission into DRIVE.

REDRIDGE

Clear!

The gunmen leap clear as the minivan HURTLES TOWARD THE HOUSE, engine roaring. CRASHES THROUGH THE CHAIN FENCE.

INT. HOUSE - LIVING ROOM - CONTINUOUS

Eli raises up from cover. The van howls RIGHT AT HIM. He dives as the van CRASHES THROUGH THE WALL INTO THE LIVING ROOM. It SMASHES INTO THE FAR WALL, finally coming to a stop.

More dust and debris, more coughing. Solara pushes through the smoke, fanning it away with her hands.

SOLARA

Eli!

ELI

(hurt)

... here.

She finds him in the smoke, trying to get to his feet.

SOLARA
You're not hurt, right?

ELI
Not much.

As the smoke clears, Solara sees Ray PINNED AGAINST THE WALL BY THE MINIVAN. Dead.

No more music. The gramophone is pulverized.

Hawthorne doesn't stir behind the air bag.

ELI
Come on. We're going out the back.

Solara slips her arm under his shoulder and he doesn't argue. As she helps him towards the back, we hear the sound of MOVEMENT THROUGH THE RUBBLE.

They turn around. The gunmen are ENTERING THE HOUSE, passing through the smoking hole left by the minivan.

Eli staggers clear of Solara, reaches for his sword. Met by the sound of MULTIPLE GUNS COCKING. Redridge steps out from among the gunmen.

REDRIDGE
Go ahead and try it. You ain't that fast.

Then the Honda door creaks open with a metal-on-metal shriek and Hawthorne levers himself out from behind the airbag.

Pain, rage and fury burn behind his eyes.

EXT. HOUSE - DAY

Eli is shoved out of the house at gunpoint and marched past the torn perimeter fence to the vehicles.

Redridge has Solara by the arm, and likes it.

Eli has been stripped of his weapons and backpack. Hawthorne faces him and puts the barrel of the titanium .45 against his goggle lens, as he did before.

HAWTHORNE
Where's the book?

BEAT. Eli doesn't answer. Hawthorne cocks the pistol.

HAWTHORNE
Check the pack.

The gunman carrying Eli's pack opens it up and tips its contents out onto the ground carefully. No sign of the book.

One grenade remains. Redridge steps forward, scoops it up. He's seen how useful they are.

HAWTHORNE GUNMAN #4
It ain't here.

HAWTHORNE
This is your last chance. Give it up or I swear I'll bury you out here.

ELI
You do what you gotta. I'd sooner be dead than see the book in your hands.

It's clear from the look of steely resolve on Eli's face that he's not bluffing.

HAWTHORNE
Have it your way.

He COCKS the .45. Eli doesn't flinch, but Solara wrenches free of Redridge, crosses to Hawthorne, and begs:

SOLARA
Please don't do this.

Hawthorne backhands her, hard. Stunned, Solara drops to her knees.

ELI
Leave her alone.

Hawthorne realizes how to play this, now.

HE HAULS SOLARA TO HER FEET by her hair. She yelps in pain, struggling against him.

HAWTHORNE
All right. Tell me where the book is, or Solara dies.

ON ELI: expressionless.

HAWTHORNE
I know what you're thinking. She's
practically my daughter. I'll never
do it.

Hawthorne cocks the gun.

HAWTHORNE
Gonna be a lot easier to find
another daughter.

He puts the gun against Solara's temple. Solara is frightened
and angry.

ELI
(muttering)
It ain't your concern.

HAWTHORNE
What?

ELI
(same)
Stay on the path. It ain't-

HAWTHORNE
Okay, we're done.

Hawthorne really is about to kill Solara.

ELI
It's in the back of the TV.

A long beat. Everyone not quite believing that Eli caved.

HAWTHORNE
(to Redridge)
Inside. The box with the glass
front in the living room.

Redridge heads back inside the ruined house.

INT. HOUSE - LIVING ROOM - DAY

The back panel of the TV is BROKEN OFF with a blow from a gun
butt. Eli's bible falls from inside, onto the floor.

REDRIDGE
About fucking time.

EXT. HOUSE - DAY

Redridge emerges, holding the book aloft.

Solara looks aghast as Redridge brings the book over so Hawthorne can see it.

Hawthorne's triumph is awful to see.

HAWTHORNE

Oh yes, that's it alright. Worth the price and more.

Solara looks at Eli, heart-broken. He doesn't look back at her.

Hawthorne shifts his aim to Eli. No mistaking his intent.

HAWTHORNE

Any last words?

SOLARA

You said all you wanted was the book and me!

HAWTHORNE

I say whatever needs saying. I find things work out better that way.

(to Eli)

You got anything to say?

BEAT. ELI glares at him from behind his mirrored goggles.

ELI

I've had a lot taken from me over the years. Most everything that can be taken from a man. But you went and crossed a line here today.

Suddenly Eli's hand SHOOTS OUT AND GRABS HAWTHORNE BY THE THROAT. His other hand closes over the gun so that Hawthorne can't shoot him.

Hawthorne chokes and grasps desperately as Eli's fingers close around his larynx like a vice.

ELI

The book ain't for you.

Redridge lunges forward, SWINGS THE BIG BIBLE VICIOUSLY, NAILS ELI in the back of the head with it, as hard as he can.

Eli drops to the ground, pulls Hawthorne partway with him by the throat, then lets go and crumples, stunned.

Hawthorne staggers back, breath whistling through his crushed throat. There is a permanent furrow where Eli's thumb was.

He swoops forward, eyes red, puts his .45 against Eli's goggle lens. Eli is helpless, barely conscious.

HAWTHORNE
(rasping whisper)
You --

Hawthorne's voice is now no more than a rasping whisper. Eli crushed his voice box. The realization powers Hawthorne's rage.

Solara screams at the top of her lungs:

SOLARA
LEAVE HIM ALONE!

Hawthorne glances at Solara, sees the anguish on her face.

He nods and withdraws the gun barrel from Eli's goggle lens --
-- but only so he can SHOOT ELI IN THE STOMACH.

SOLARA
YOU BASTARD!

Hawthorne whirls, pistol-whips her. She sags. Hawthorne points at Redridge, nods. Solara is his.

Redridge catches her, pulls her eagerly towards the nearest car (the Prius).

Hawthorne sneers down at Eli, who is crumpled up around his gut wound.

HAWTHORNE
(rasping whisper)
Amen.

Then Hawthorne turns, heads for a different car than Redridge and Solara's.

CUT TO:

The convoy -- what's left of it -- heads back to town.

INT. PRIUS - DAY

Redridge makes conversation with his new acquisition.

REDRIDGE
I've seen a lot of gunshot wounds.
The ones in the gut are the worst.
(MORE)

REDRIDGE (cont'd)
They hurt real bad and you die
slow.

Solara looks helplessly out of the rear window, tears running down her cheeks as she looks back at Eli's body lying in the dirt, watching it recede ever further into the distance.

EXT. HOUSE - DAY

Eli rolls over onto his back with a sigh. His goggles reflect nothing but the bright sky.

INT. PRIUS - DAY

Solara in the back seat, calmer now. The tears dried on her cheeks. She sits staring blankly at the DRIVER in front. Redridge dozes, hand on the wound in his side.

She's thinking. Planning. Looking for something, anything, that she can do. There's a bunch of junk on the back seat. Old jumper cables, a plastic gas can. A set of snow chains.

In the back, more junk, including Eli's pack and sword. Too far away to reach without drawing attention.

Keeping her eye on Redridge, she creeps her hand across the back seat toward the snow chain... gathering it up...

And then she LUNGES VIOLENTLY FORWARD. Whipping the snow chain up and over the driver's head, PULLING IT TAUT AROUND HIS NECK. She puts her feet into the back of his seat for leverage and PULLS AS HARD AS SHE CAN. STRANGLING HIM.

The driver instinctively takes his hands off the wheel, clawing desperately at his neck. Redridge tries to get Solara off him, but is thrown around violently as the car goes out of control, FISHTAILING WILDLY across the road.

INT. HAWTHORNE'S VEHICLE - DAY

In Hawthorne's vehicle, the DRIVER sees the Prius veering erratically in the rear-view mirror.

DRIVER
What the hell...?

The Prius careens across the road and ROLLS, ROLLS AGAIN, before it finally comes to a smoking and buckled heap in the center of the road.

EXT. ROAD - DAY

Hawthorne's vehicle and the SUV pull hard U-turns and head back down the road toward the Prius.

INT. PRIUS - DAY

Solara and Redridge are both conscious. Redridge pulls his gun, reaches it around the headrest to spray the back seat --

-- but Solara thrusts Eli's sword through the seat from behind, impales Redridge. He gasps, drops his gun.

EXT. ROAD - DAY

Solara kicks open the Prius's rear door and staggers out onto the asphalt, beat-up and dazed. She walks groggily forward - to see the TWO OTHER VEHICLES headed back toward her.

Solara opens the driver's door - recoils as the driver FALLS OUT ONTO THE ASPHALT, dead. On the floor between the seats, the HAND GRENADE Redridge took from Eli has come to rest. Solara hesitates, then grabs it up.

She stands in the center of the road and stares down the approaching cars. Something about her is different now, a toughness, a purpose that wasn't there before. Almost as though she's channelling a little of Eli.

She pulls the pin from the grenade and ROLLS IT hard down the center of the road.

Hawthorne's driver sees it coming and grabs the wheel, THROWING IT HARD OVER. The car swerves off the road in a great cloud of dust.

The grenade rolls directly beneath the other oncoming vehicle and EXPLODES, blowing it to kingdom come. It crashes back down onto the road, a burning wreck.

Solara climbs into the Prius driver's seat as Hawthorne's vehicle spins its wheels, caught in a ditch fifty yards away.

INT. PRIUS - DAY

As Solara looks over the controls, REDRIDGE'S HAND GRABS HER BY THE ARM. Solara SCREAMS, looks up to see Redridge SKEWERED TO THE SEAT BY ELI'S SWORD THROUGH HIS CHEST. His eyes and mouth wide open in a grim death mask.

Solara shakes Redridge's hand from her arm, ignores him.

She presses the POWER BUTTON on the battered Prius, pulls a U-turn and drives unsteadily away down the road, back the way they came.

INT. HAWTHORNE'S VEHICLE - DAY

Hawthorne's driver throws the car into reverse and it finally lurches out of the ditch back onto the road.

DRIVER

We barely got enough gas to make it back.

(beat)

You wanna go after her?

Hawthorne fiddles with the lock on the bible. He can't open it without breaking it. He leaves it for later.

HAWTHORNE

(rasping whisper)

No.

The driver turns the car around and heads back toward town.

EXT. ROAD - DAY

The Prius slows, stops. The passenger door opens. Redridge's body is kicked out.

It crumples to the asphalt and rolls into the ditch.

The door closes, the Prius accelerates forward.

INT. PRIUS - DAY

Solara drives with total concentration. She's never done this before. She's never done any of this before.

EXT. HOUSE - DAY

Ray and Lauren's house. The Prius approaches in the distance.

INT. PRIUS - DAY

Solara slows, frowns, looks, looks again.

Eli's body is gone.

EXT. HOUSE - DAY

Solara leaps out of the Prius, grabbing the sword, a canteen and Eli's medical kit, and sprints into the ruined house.

INT. HOUSE - DAY

Eli isn't in the house, either.

Increasingly upset, Solara goes to a window, looks out -- and sees the sun, dipping towards the west.

Slowly, she realizes something that causes her to shake her head in disbelief.

EXT. ROAD - DAY

The Prius heads west.

INT. PRIUS - DAY

Solara drives slowly, scanning left and right -- then sees something that makes her hit the accelerator.

POV THROUGH WINDSHIELD: Far ahead, a familiar figure staggers west down the middle of the road. Even from a distance, we can see that every step is a painful one.

EXT. ROAD - DAY

Eli walks, panting for breath, face muddy with pain. His hand is pressed over the gut wound. He is going on pure will and determination.

The Prius approaches behind him, silently, running on battery alone.

Not silently enough to creep up on Eli, though. Nothing is. He pauses -- then resumes walking.

Solara leans out of the window, keeping pace with him.

SOLARA

Eli. It's me.

Eli smiles a little, stops. Can barely hold himself upright.

Solara leaps out, gets to him as he sways. Eli puts his arms around her. Whether it's to keep from falling, or something more, is impossible to know.

And, ultimately, it doesn't matter.

This is just two people clinging to each other in the middle of nowhere.

The loneliness of their hard life easing a little.

ELI

You came back for me.

SOLARA

I had to.

CUT TO:

They use the Prius hood as a medical table. Eli lies on his back, goggles reflecting the sky, as Solara cleans and dresses Eli's wound with the iodine, bandages and swabs from the first-aid kit.

SOLARA

One thing about living in
Hawthorne's town -- you do learn
how to dress a wound.

He winces with pain as she tapes down the final bandage.

SOLARA

Sorry.

ELI

For what?

Eli tries to sit up. She has to help him. While he rests against the car, she fetches his sword.

SOLARA

I thought you might still need
this.

Eli is appreciative, but keeps his hand firmly clamped on his wound.

ELI

Why don't you hold onto it?

Then, he levers himself to his feet, turns his face to the sun.

ELI

I got a job to do.

He starts walking west again. Every step still painful.

Solara watches him, amazed.

SOLARA

Eli. Eli.

(beat)

You don't have to walk any more.

Eli stops, thinks that concept through for a long moment.

ELI

Okay.

INT. PRIUS - DAY

Solara drives, Eli keeps one hand over his bandaged wound.

For a long moment, both of them just take in the sensation of movement in the car.

SOLARA

I can't believe you did that.

ELI

Did what?

SOLARA

Gave him the book. I didn't think anything could make you do that.

ELI

Me neither.

He turns in her direction.

ELI

All those years I carried it, read it every day. And I thought so much about keeping it safe, I never once thought to live by what I'd learned from it.

SOLARA

What's that?

ELI

Do for others more than you do for yourself. That's what I took from it, anyhow. I guess everybody takes something different.

She frowns, tries to process this.

They move through the landscape for a long moment.

Then, Eli reaches into his coat, pulls out his precious iPod. Fumbles it into the dusty DOCK on the dash.

The iPod screen lights up.

MUSIC FILLS THE PRIUS. Glorious, towering, emotional music.

Solara's eyes widen. She's never heard anything so beautiful.

SOLARA

Oh.

ELI

Yeah.

BEGIN ROAD MONTAGE

MUSIC OVER, the Prius picks it way over ruined roads and through destroyed towns, heading west ...

... until the road hits a T-junction. A left turn takes them towards SAN FRANCISCO. It says so on a fried road sign.

The Prius doesn't move either way. Decision time.

THROUGH THE WINDSHIELD, we see Solara looking to Eli. Finally, he points left, towards San Francisco.

The Prius turns left, drives on.

In the Prius, Eli doesn't move. He could be asleep, or in a music-induced trance, or unconscious. Solara looks over at him, increasingly concerned --

-- but, when she finally reaches over to touch his hand, he takes hers, squeezes it. Still here.

END MONTAGE late in the day, as the Prius climbs a long hill towards a tunnel -- and then begins to falter.

EXT. 101 - MARIN COUNTY - LATE IN THE DAY

The Prius coasts into the tunnel, then stops altogether. The music softens and dies. A FADED RAINBOW is painted on the concrete arching over the tunnel entrance.

INT. RAINBOW TUNNEL

Solara climbs out, comes around to help Eli -- but he forces himself up with a grunt, starts walking downhill through the tunnel, footsteps echoing.

ELI

Not far now.

Solara joins him, carrying his back pack, water, and his sword. They could easily be the last two people left on earth, as they disappear into the dark.

Then Eli reappears, works his way to the Prius. He leans in with a gasp of pain, and retrieves his iPod.

CUT TO:

Darkness never becomes complete, as late light floods into the south side of the tunnel.

Eli stops and sniffs the air.

SOLARA

What?

ELI

Salt in the air. We're close to the ocean.

They walk a few more steps, and stop.

The jagged, partially ruined arch of the tunnel frames one of THE GREAT VIEWS IN THE WORLD -- San Francisco seen through the suspension towers and cables of Golden Gate Bridge.

Or what's left of them. Even after the apocalypse, this is still one of the great views in the world.

SOLARA

That's ... it's ...

Eli just nods.

EXT. RAINBOW TUNNEL - LATE IN THE DAY

Eli and Solara emerge, head for the bridge. The light couldn't be more spectacular. Sun lowering in the west gives everything a golden glow.

But something closer attracts Solara's attention. Tufts of green grass here and there.

SOLARA

What's that?

Eli reaches down and runs his hand through the grass.

ELI

It's grass. It used to grow all over the place.

SOLARA

How come it's here?

ELI
I don't know. Soil's less
contaminated this close to the
ocean, maybe.

They keep walking. Eli groans, clutches his wound. Does his best to hide his pain from Solara. She notices anyway.

EXT. GOLDEN GATE BRIDGE - LATE IN THE DAY

The bridge is a blistered, buckled shadow of what it was -- but it can still be crossed on foot. The span sags and hangs low over the ocean, the asphalt cracked and ruptured.

With the red sun shimmering on the horizon behind them, Eli and Solara cross the bridge.

CUT TO:

Eli stops, suddenly, in mid-span. Feels something deep inside himself.

SOLARA
What?

He turns towards the bay. Nods slowly.

SOLARA
Eli?

Eli points.

ELI
That's it.

SOLARA
What is?

Solara is confused. He could be pointing at the ruined city, at Oakland, at the bay itself.

Eli moves on, still clutching his wound.

ELI
Come on.

As he moves off, Eli leaves dark blood on the pavement.

EXT. CRISSY FIELD - DAY

Eli and Solara walk down the debris-covered beach at Crissy Field, towards Fisherman's Wharf.

Eli uses his sheathed sword as a walking stick.

EXT. SAN FRANCISCO - FISHERMAN'S WHARF - DAY

Once a bustling bayside tourist spot, now a ghost town.

Eli and Solara walk along the litter-strewn street, passing the old RIPLEY'S BELIEVE-IT-OR-NOT and WAX MUSEUMS. The celebrity mannequins are still in fair condition, but slumped at their feet are CHARRED HUMAN SKELETONS.

The point of the TRANSAMERICA PYRAMID has come to rest at the wharf, blown across town by an unthinkable force.

Eli is struggling now. He looks pale from the blood loss. His breathing labored. Solara takes him by the arm to help him.

EXT. SAN FRANCISCO - PIER 39 - DAY

A dead, ruined place, like everywhere else. We hear the sound of SEAGULLS nearby - the only sign of life at all.

Eli and Solara walk along the pier, until they reach its end.

Here, they find signs of rebuilding. The end of the pier has been strengthened with scavenged lumber.

A tower of four telephone poles bundled together holds the end of a heavy rope, which arcs out over the water --

-- all the way to ALCATRAZ ISLAND.

Looking much the same as it always has, old and dilapidated. Wispy, sunlit fog gives it an ethereal look. It feels almost like a mythic place - the "promised land" Eli has sought for so many years. A tattered STARS AND STRIPES still flutters in the breeze atop the prison lighthouse.

SOLARA

That's it? That little island?

A small boat is tied to the rope. It can be pulled hand-over-hand between the island and Pier 39. This set-up is repeated, so that there is always one boat at either side.

ELI

That's it.

EXT. SAN FRANCISCO BAY - SUNSET

Solara pulls them across the water towards Alcatraz. The view past them through the Gate is hauntingly spectacular. One of the primal monuments to a once-great civilization.

EXT. ALCATRAZ ISLAND - DAY

The rope leads them straight to a heavily fortified wharf.

A GUARD in paramilitary fatigues trains a rifle on them from the wharf.

ALCATRAZ GUARD
That's far enough!

Eli shows that his hands are empty.

ELI
My name is Elijah Stone. I have a
King James Bible in my possession.

BEAT. Solara looks at Eli, puzzled.

ALCATRAZ GUARD
Remain where you are! Do not
attempt to move or you will be
fired upon!

Keeping the gun trained on them, the tower guard uses his free hand to talk into a WALKIE-TALKIE RADIO. We don't hear the conversation. All Eli and Solara can do is wait.

The guard puts away his radio and shouts back down:

ALCATRAZ GUARD
Come on in. Slowly. Be prepared to
surrender any weapons at the wharf.

Eli nods and Solara pulls them into the wharf, slowly.

INT. ALCATRAZ - MAIN GATES - CONTINUOUS

As soon as they step inside the main gates, Eli and Solara are SURROUNDED BY DOZENS OF HEAVILY-ARMED SOLDIERS. Not U.S. military, more like a semi-official militia. But every bit as deadly.

Eli and Solara raise their hands. A pair of SOLDIERS take Eli's pack and sword, pat them both down for other weapons. When he gets to Eli's wound:

ELI
Easy.

The soldier backs off.

SOLDIER
They're clean.

The soldiers before them part to reveal a woman in her 60's or 70's. Wise, intense, tough-minded. LUCY BOOKER.

She approaches, looks them up and down. She refuses to get her hopes up over them.

BOOKER
I'm Lucy Booker. I'm the librarian here.

ELI
Elijah Stone.

SOLARA
Solara.

BOOKER
Just Solara?

SOLARA
Yes.

Booker turns back to Eli.

BOOKER
Is it true? You have a King James Version?

ELI
Been carrying it with me for over twenty years.

Solara looks at Eli, puzzled. Booker tries to contain her excitement.

BOOKER
What sort of shape --? Never mind. Let's go inside and take a look at it.

She leads them across the courtyard into the prison buildings.

EXT. VALLEY TOWN - MAIN STREET - TWILIGHT

Hawthorne's vehicle drives back into town and come to a halt outside the Orpheum.

Hawthorne emerges, carrying the bible. Walks up to the Orpheum, goes inside.

INT. ALCATRAZ - CELL BLOCK - TWILIGHT

What was once a cell block is now an IMMENSE LIBRARY. Stacked floor to ceiling with books. Booker shows Eli and Solara around. Eli's working really hard to hide that his wound is killing him. Behind them, a pair of ARMED GUARDS follow closely.

BOOKER

We've been doing this for some time now. Over thirty thousand volumes from all across the nation. We even have a printing press that we hope to have operational soon.

ELI

You turned the whole prison into a library?

BOOKER

More like a storage facility. We're holding these books here in trust, sort of. When society gets back on its feet and can actually use them, they'll be here waiting.

Solara surveys the endless stacks and shelves of books with a sense of wonder and awe. She's never seen anything like it.

BOOKER

Complete works of Shakespeare, a Britannica that's missing only a few volumes, some Mozart and Wagner recordings in very fine condition... but never a bible, until now. We thought they'd all been burned.

(beat)

May I ask what condition it's in?

ELI

It's a little beat-up. But it'll do the job.

BOOKER

Let's take a look at it.

Booker looks at Eli with anticipation. So does Solara, interested to know where this is going to go next.

Eli winces in pain, puts his hand to his bandaged wound.

ELI
Is there someplace we could sit?

BOOKER
Of course. Right this way.

INT. ORPHEUM - HAWTHORNE'S OFFICE - NIGHT

Hawthorne sits at his desk, looking on avidly as the engineer picks the lock on the bible.

ENGINEER
It's really old.

Click.

ENGINEER
Got it.

The engineer reaches to open the cover but Hawthorne takes it away from him, wants to open it himself. He sits back in his chair, runs his hand lovingly over the battered leather cover, enjoying the anticipation.

He opens the book and looks inside.

BEAT. And then he looks up, confused.

HAWTHORNE
(rasping whisper)
What the fuck?

INT. ALCATRAZ - CAFETERIA - NIGHT

Eli, Solara and Booker sit at one of the long lunch-room tables. The two armed guards keep watch nearby.

ELI
Do you have something you can write with?

BOOKER
Of course.

She pulls a pencil from her pocket, motions to one of the guards.

BOOKER
Please bring us some writing paper.

The guard nods and moves toward the door. As he does so:

ELI
Bring a lot of it.

INT. ORPHEUM - HAWTHORNE'S OFFICE - NIGHT

Hawthorne looks at the open bible, jaw hanging loose, his complexion ashen. Like he's just been slapped in the face.

ENGINEER
What? What is it?

INT. ALCATRAZ - CAFETERIA - DAY

The guard brings a THICK SHEAF OF WRITING PAPER to the cafeteria table, sets it down by Booker.

ELI
Are you ready?

BOOKER
What exactly am I writing?

ELI
Pay close attention and write down every word exactly as I say it.

Eli removes his goggles. Solara can't believe what she sees.

His eyes are whole, but his pupils are pale, milky-white, dead. TOTALLY BLIND.

ELI
The First Book of Moses called Genesis. Chapter one, verse one. In the beginning God created the heavens and the earth. Verse two. The earth was without form, and void, and darkness was on the face of the deep. And the spirit of God was hovering over the face of the waters. Verse three. And God said, "Let there be light," and there was light.

Booker hurriedly writes down every word.

INT. ORPHEUM - HAWTHORNE'S OFFICE - NIGHT

Hawthorne sits at his desk, still in shock. Eli's bible sits open on the desk before him.

A BRAILLE BIBLE.

Claudia is ushered in by a guard.

CLAUDIA
What's wrong?

Hawthorne pushes the bible across the desk towards her.

HAWTHORNE
(rasping whisper)
Read it to me.

As Hawthorne hunts in his desk for a paper and pen, Claudia opens the book and trails her fingertips across the page.

A long moment as her fingertips explore the raised bumps and dots.

Hawthorne gets ready to write. Claudia shakes her head, no.

CLAUDIA
I'm sorry. It's been so long. I
don't remember.

Hawthorne is aghast. BEAT as the anger swells within him, threatening to explode...

An inarticulate, voiceless scream rises from his crushed throat.

He swipes violently at the bible, knocking it out of Claudia's hands. He grabs it up and tries to rip it in two, but it's too thick to tear.

Red-faced with rage, he tosses it out over the balcony. It lands somewhere in the dark seats below.

Then he slumps in his chair, exhausted and furious. Defeated. Claudia turns and leaves.

INT. ALCATRAZ - CAFETERIA - NIGHT

Some considerable time later. Great stacks of paper have been filled with Booker's handwriting.

Booker's pen races across the paper, struggling to keep up with Eli's recitation.

Solara is curled up on a nearby bench, asleep. Eli's coat covering her to keep her warm.

Eli clutches his wound painfully as he continues to recite. He looks paler now than ever. Close to death.

ELI (V.O.)
Thank you for giving me the
strength to complete this task.

EXT. ALCATRAZ - EXERCISE YARD - PRE-DAWN

The prison yard shrouded in the dim light just before dawn.
Solara crosses the yard. She looks more mature somehow.
Determined and strong. She carries with her ELI'S SWORD, and
something else - a BOOK - tucked under her arm.

ELI (V.O.)
Thank you for your protection and
for your many signs along the way.

She stops in a nondescript corner of the yard. At her feet is
a SHALLOW MOUND OF DIRT capped by a SIMPLE TOMBSTONE. She
kneels and places a SINGLE FLOWER on the grave.

INT. ORPHEUM - HAWTHORNE'S BEDROOM - NIGHT

Lit only by the pale moonlight, barely enough to see by.

Hawthorne sleeps soundly in bed. Next to him lies Claudia,
wide awake. She checks that Hawthorne is sound asleep,
careful not to wake him before she creeps out of bed and
exits.

INT. ORPHEUM - LOWER LEVEL - NIGHT

Claudia make her way off the frozen escalator and through the
lower level to a sway-backed old sofa.

She reaches beneath it and produces ELI'S BRAILLE BIBLE from
its hiding place. Opens it where she has a page bookmarked.

ELI (V.O.)
Thank you for any good that I have
done. I'm sorry about the bad.

Sitting in the darkness, Claudia runs her fingers across the
braille, reading. And though we can barely see in the dim
light, we see the smile on her face as her lips form the
words. The joy.

EXT. ALCATRAZ - EXERCISE YARD - DAWN

As Solara kneels by the grave, we see now that she wears
Eli's SAINT CHRISTOPHER PENDANT around her neck.

The tombstone reads:

HERE LIES ELIJAH STONE
DIED AUGUST 21, 2034

She unsheathes Eli's sword, plants it in the ground before his grave. Takes the book from under her arm and opens it up.

She begins to read from the book over Eli's grave. We don't see what the book is, nor hear what she says. As Solara finishes her reading, Booker appears behind her. She stands, hands the book over to her.

SOLARA

Thanks for letting me borrow this.

BOOKER

You're welcome.

(beat)

You know, you don't have to leave.
You can stay here with us. You'll
be safe.

SOLARA

Thanks.

She pulls Eli's sword from the earth.

SOLARA

But this is something I gotta do.

BOOKER

Is there anything more we can get
for you?

BEAT. Solara looks at the sword, her fingers playing across its hilt. The blade glimmers in the light of the rising sun.

SOLARA

No. I've got everything I need.

She heads across the yard, toward the main gate.

BOOKER

Where will you go?

She looks out over the island, toward the mainland. There is a determined, purposeful look in her eye.

SOLARA

Home.

(beat)

I've got a job to do.

EXT. ALCATRAZ ISLAND - DAWN

The iron gates grind open. Solara emerges from inside, steps out onto the island rock. She is dressed in a flak jacket, combat pants and boots. Eli's old pack across her back.

ELI (V.O.)
 Thank you for the friend I made.
 Please watch over her as you
 watched over me.

She shoulders Eli's sword and heads for the boat.

INT. ALCATRAZ - CELL BLOCK - DAY

Booker makes her way down the cell block, past the endless bookshelves. Carrying the book Solara returned to him.

We catch glimpses of some of the other books preserved here as Booker passes by. A complete 20-volume OXFORD ENGLISH DICTIONARY. Assorted works by DICKENS. An entire section of CHILDREN'S BOOKS, from Dr Seuss to James and the Giant Peach.

She stops by one of the shelves and slides the book back into place in the gap between copies of the KORAN and the TORAH.

The spine reads: "HOLY BIBLE - NEW KING JAMES VERSION - ALCATRAZ PRESS"

EXT. GOLDEN GATE BRIDGE - DAY

Solara walks alone back across the Golden Gate bridge...

ELI (V.O.)
 Thank you for finally allowing me
 to rest. I'm very tired.

EXT. ROAD - DAY

...and back onto a desolate road leading off into the valley wasteland. She looks up and down the road -- then takes out Eli's iPod, puts on the headphones, turns it on and heads toward the sun on the horizon. Headed east, with the sound of music in her ears.

ELI (V.O.)
 I've done what I can.

As she walks away into the sun, her lonely silhouette on the road reminds us of Eli as we saw him so many times before.

ELI (V.O.)
The rest is up to those who come
after me.

She grows smaller and smaller as she walks into the distance,
until she is consumed by the rising sun and we

FADE OUT.

THE END