

THE BOOK OF ELI

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1 EXT. FOREST - DAWN

1

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 MANX CAT prowls across the dead earth. 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.

2 EXT. FOREST - ANGLE FROM ACROSS THE CLEARING

2

About thirty yards away, A PILE OF LEAVES AND FOREST DEBRIS is covered by a blanket of snowfall. But as we move closer, we notice something out of the ordinary - the POINT OF AN ARROW and part of its shaft protruding from within. Aimed directly at the cat as we hear the sound of SLOW, METERED BREATHING, as though filtered through a GASMASK RESPIRATOR.

THE CAT slows, but continues pacing toward the corpse. More cautious than ever. It inches forward, sniffing at the body. Curious but still unsure, constantly watching for predators.

ON THE ARROWHEAD as it moves almost imperceptibly. Receding back into the pile of bracken as we hear - just barely - the familiar creaking sound of a BOW STRING BEING DRAWN TAUT.

THE CAT hears it. Looks up, alert. An interminable, tense BEAT - is the prey going to flee? Finally, it turns its attention back to the dead man, nibbling at his fingers.

THE ARROW IS LOOSED. It sails across the clearing and SKEWERS THE CAT clean through. It drops to the ground.

BEAT. And then the pile of debris from where the arrow was fired MOVES. A HUMAN FIGURE rising to its feet, shaking off the camouflage of snow-covered leaves and branches.

The man's face is hidden by a pair of INDUSTRIAL GOGGLES with mirrored lenses and an old GAS MASK. A SWEATER HOOD up over his head. He looks almost alien. He wears a weather-beaten raincoat, torn pants and a pair of beat-up old CONVERSE ALL-STARS. Everything filthy and battered from years of wear.

His name is ELI.

The bow he carries is crafted from a TREE BRANCH, expertly stripped and whittled by hand into a crude but effective weapon. As he paces toward the cat, he methodically unhooks the bow string - a length of piano wire - from the hand-carved notches and spools it up around his finger before pocketing it.

Eli crouches beside the dead cat and pulls out the arrow. Wipes the blood from the shaft on his pant leg, then reaches down to collect the body.

Suddenly the cat SCREECHES AND FLAILS WILDLY! Eli recoils, falling backward, stunned, as the cat - MORTALLY WOUNDED BUT FIGHTING TO THE DEATH - bites and claws desperately at him.

Eli struggles violently with the wild cat, wrestling it to the ground and grabbing up a HUNK OF FALLEN BRANCH. He holds the writhing animal down and CLUBS IT until it lays still.

He sits back, taking a moment to catch his breath. Then bundles up the cat in an old cloth sheet and returns to his hunting spot, where his gear-laden BACKPACK rests behind a tree. Eli hauls it up onto his back. A canteen dangles from the pack, a SHOTGUN strapped to its side. Eli reaches down for his final possession - an old SWORD in a scabbard which he slings across his back.

A SNOWFLAKE drifts down from above and lands on his hand. He brushes it away, leaving a BLACK SMEAR across his skin. Not snow after all, but some kind of ASH.

Eli turns and sets out across the forest, disappearing into the mist between the trees.

3

EXT. FOREST ROAD - DAY

3

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

He unhooks the gasmask from his face, pulls back the hoodie sweater to reveal the grimy, weathered face beneath. A man maybe in his 50s, but a hard life has made him look older still. A SCRAGGLY BEARD shot through with flecks of gray. Head covered with patchy salt-and-pepper stubble.

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 Converse sneakers has worn loose, held in place by frayed DUCT TAPE.

4

EXT. DESERT ROAD - DAY

4

The road has since emerged from the forest, winding now through a deserted wasteland of dead scrub brush.

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

Eli trudges doggedly along the cracked and faded asphalt, scaling a slight incline that crests to reveal a sight that takes our breath away.

As the road stretches out to the horizon, it is littered by DOZENS OF MANGLED, BURNED-OUT VEHICLES. Cars, buses, tractor-trailers. Strewn across the asphalt and all over the surrounding desert. Many with CHARRED SKELETONS inside. A shocking vista reminiscent of the gruesome "Highway of Death" from the first Iraq war - but right here in America.

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

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

Eli walks on, unaffected, passing between the procession of smashed and fire-blackened vehicles. Continues steadily on down the road. A man who has been walking a long time.

5

OMITTED

5

6

EXT. ABANDONED TOWN - DAY

6

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.

- 7 EXT. ABANDONED HOUSE - DAY 7
- 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 might still be habitable. Corroded WIND CHIMES TINKLE under the eaves near the front door.
- 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.
- 8 INT. ABANDONED HOUSE - DAY 8
- 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.
- 9 KITCHEN 9
- 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 sheathed sword, but finds nothing but dust.
- He unscrews his canteen and jams it under the kitchen faucet but when he runs the water there is nothing but the empty rattling of long dried-out plumbing. He frowns.
- 10 BEDROOM 10
- A wooden bed frame 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 ON ELI'S 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. A well-worn pair of COMBAT BOOTS hang limp from the man's skeletal ankles. Eli calmly sets about unlacing them.
- He puts the sole of one of the boots against his own foot; they're a fit. Discards his ruined All-Stars and puts on the boots, 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 a little.

11 INT. ABANDONED HOUSE BEDROOM - LATER

11

Eli sits, roasting the carcass of the dead cat over a small CAMPFIRE made from broken-up furniture. The animal has been skinned, its pelts cleaned and laid out neatly on the floor.

Eli has STRIPPED TO THE WAIST, his goggles on the floor with the rest of his clothes. The firelight dancing in his eyes. And we see now that Eli's body is a TAPESTRY OF SCARS. Old bullet wounds, knife scars... one of his shoulders is BADLY BURNED. His entire body a living testament to a life of brutal violence and hardship we can only begin to imagine.

IN A SERIES OF MONTAGE CUTS we watch as Eli goes about a well-practiced routine:

He tears open a MOIST TOWELETTE from a fire-singed packet bearing the UNITED AIRLINES logo. Uses the meager washcloth to cleanse his body. His face, neck, chest, under his arms.

He sharpens a HUNTING KNIFE on a WHETSTONE. Honing the blade to a razor-sharp edge. Then uses it to DRY-SHAVE his head, cutting away the scraggly salt-and-pepper stubble.

He methodically field strips and cleans the sawed-off SHOTGUN and the .45 with a rag. Reassembles them.

He wipes his knife clean. Uses it to dig into the roasting cat carcass. The blade comes out clean - the meat is done.

He bows his head and clasps his hands together in prayer. He mutters under his breath - his voice too quiet to hear, but he appears to be saying grace.

He saws off a chunk of meat with the knife. Takes a bite, savoring it with relish. To him, it's grade-A filet mignon.

He reaches for his CANTEEN, shakes it. Not much there. He takes a very spare mouthful, lets it trickle down his throat, savoring every drop. Then, with great discipline, he screws the top back on the canteen and sets it aside.

12 INT. ABANDONED HOUSE BEDROOM - SUNDOWN

12

Waning sunlight shafts through the bedroom window. Eli rummages through his backpack, giving us a look its contents. Duct tape. First-aid kit. Box of shotgun shells. Ball of rubber bands. A couple of HAND GRENADES.

Eli finds what he's looking for - pulls out a SQUARE 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 SMALL BRASS KEY, which he keeps on a chain around his neck. Opens it up and begins to read, half-hidden in the shadows of the fading sunlight. Silently mouthing the words as he reads them.

13 INT. ABANDONED HOUSE BEDROOM - NIGHT 13

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 chunk of meat is displayed temptingly. Only as we track beyond his hand and across the room 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.

ELI
You'll like it. It's cat.

Almost as if understanding Eli, the mouse darts for his hand. Neat little paws touch the ball of Eli's thumb. Tiny teeth close over the meat and grab it. The mouse scurries back along the baseboard and disappears into a hole in the wall.

Eli smiles, turns back to his backpack and reaches inside for something. A SMALL INDUSTRIAL BATTERY. Old and streaked with acid stains. Attached to a tangled bunch of ELECTRICAL WIRING and JUMPER CABLES. And from his pocket Eli 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.

He powers up the iPod, thumbs through a playlist. Skipping past various song selections until he finds the piece he wants. 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.

14 INT. ABANDONED HOUSE BEDROOM - MORNING 14

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 iPod battery. It's dead, drained overnight. He frowns. Gets to his feet, moves to the window and checks outside. He listens, smells, senses. Feral alertness, almost extra-sensory.

All seems quiet. He loads up his backpack and weapons, takes one careful sip from his canteen, and moves out.

15 OMITTED 15

16 EXT. SACRAMENTO HIGHWAY/OFF-RAMP - DAY 16

The landscape barren and featureless. Eli walks along the warped and broken asphalt. Stopping when he reaches a RUSTED SIGN suspended over the highway. The battered and faded lettering making it almost illegible:

**SACR M TO
COU TY LIN**

An EXIT RAMP peels off from the main highway, headed toward the horizon, where the skyline of a MAJOR CITY 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.

Eli stands in the road, gazing at the distant city. Its decimated 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.

17 EXT. SACRAMENTO ROAD - DAY 17

Eli continues on, the destroyed city's skyline now just barely visible in the distance behind him.

In the wasteland to the side of the road, a MASSIVE FIELD OF WRECKAGE is strewn across the desert floor. As Eli walks past we take in a smashed JET ENGINE. Sections of a buckled WING. HALF A SHREDDED, FIRE-BLACKENED COCKPIT lying on its side. The remnants of a CRASHED 747 PASSENGER AIRLINER.

Eli walks on without taking note. Nothing of interest to him.

As he continues past the 747 wreckage, he finds himself approaching a HUNCHED FIGURE further along the road. A YOUNG WOMAN. Bone-thin, dressed in ragged clothes. Wearing an old pair of SUNGLASSES.

A SHOPPING CART rests overturned in a roadside ditch, its contents spilled across the road. Blankets, tins of food, old clothes. The woman is 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 WARPED, FIRE-SCORCHED ROADSIDE ADVERTISING BILLBOARD.

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 billboard. Just like the cat he hunted, his senses heightened and on alert. Cocking his head as he senses something. Danger. He steps back toward the center of the road, away from the woman.

ELI

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

As if on cue, THREE ROADSIDE HIJACKERS emerge from hiding behind the billboard, brandishing clubs made of metal crankshafts, spears from the skeletons of beach umbrellas. Each of them wearing old sunglasses or goggles, like Eli.

(GENERAL NOTE: Everyone in this world wears some form of eye protection when outside and exposed to the sun.)

The HIJACKER LEADER steps forward. A disgusting, lethal brute.

HIJACKER LEADER

What you got there in that pack?

ELI

Nothing.

Eli backs away, but TWO MORE ARMED HIJACKERS appear from hiding in an OVERTURNED SEMI TRAILER behind him, cutting off his escape. They close in, five against one. The young woman scoots around behind her cart, watching avidly.

HIJACKER #2

He's got a gun.

HIJACKER LEADER

Shit, it ain't loaded. They never
are. Ain't that right, old man?

(beat)

Open the pack. Tip it out on the
road, nice and slow.

ELI

I can't do that.

The hijacker leader is stymied by the response. Amused. He's not used to hearing anything other than complete compliance from his victims.

HIJACKER LEADER

Oh yeah? Why's that?

ELI

Because I'm on a mission from God.

A pregnant BEAT. And then the hijacker leader CRACKS UP LAUGHING. The others take his cue and join in. Only Eli remains stony-faced, serious as a heart attack.

HIJACKER LEADER

Got news for you, friend - God left these parts a long time ago. Now take off the pack and set it on the ground...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, 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.

The 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. The 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 the hijacker leader's legs give out and he slumps to the asphalt. His eyes dart around, confused.

HIJACKER LEADER

What you all standin' around for?
Kiss him!

HIJACKER #3

What's he talkin' about?

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 desperately toward his severed hand. Eli kicks it out of his reach.

ELI

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

The 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 doesn't respond. Just 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.

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 any more.

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.

18 EXT. FREEWAY OVERPASS - LATE AFTERNOON 18

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 REBAR juts 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 below. Too far to make out much detail, but it seems like a MIDDLE-AGED COUPLE.

The man pulls along a battered WHEELBARROW 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 barrow off the road.

The bikes screech to a halt and the FOUR RIDERS dismount. Brandishing a variety of makeshift 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

Stay on the path. 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.

19 EXT. ROAD BENEATH FREEWAY OVERPASS - CONTINUOUS 19

The man and woman both lay dead. The bikers tear the tarp from the barrow, 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.

20 EXT. ROAD BENEATH FREEWAY OVERPASS - LATER 20

Eli crouches on one knee before the murdered couple, head lowered as he quietly prays over the dead.

21 EXT. ROAD FORK NEAR VALLEY TOWN - DAY 21

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 frowns, then turns and heads down the side road, toward the SMALL TOWN just visible on the horizon.

22 EXT. VALLEY TOWN - OUTSKIRTS - DAY 22

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 into town.

23 EXT. VALLEY TOWN - MAIN STREET - CONTINUOUS 23

This was never a big town to begin with. The main street is now all that remains of whatever once stood here. Old storefronts - shoe shop, a pizzeria, the ubiquitous Starbucks - 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 a disturbing sight - classic small-town America filtered through the devastating eye of an apocalypse. An unsettling juxtaposition of the old world and the new.

Though this is technically civilization, the town's inhabitants have a desperate, indigent look about them. Drunks stagger the streets. Filthy, almost feral kids scuffle with one another. A baby cries unattended in the arms of her mother, passed out from too much liquor.

The town's centerpiece 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. Its once-magnificent art deco swirls now crumbling and shattered.

Eli walks down the street and approaches a TRADESMAN busy hammering out an old piece of sheet metal.

ELI

You got an engineer or a fuelman
around here?

The tradesman doesn't look up from his work.

TRADESMAN

Got both, they're the same guy. End
of the street, on your right.

Eli turns and heads away in that direction. And as he makes his way down the main thoroughfare, we become aware that he is being watched by SNIPERS posted along the rooftops. Rifles trained down at the street, they track the new arrival with interest as he ambles deliberately along.

Eli hears SHUFFLING FEET behind him. Turns as a PARADE OF EMACIATED MEN AND WOMEN come shuffling 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 cane to keep them moving and indicate direction. He looks ahead to Eli, barks at him:

CHAIN GANG BOSS

Move your ass! Out of the road!

Eli backs away to let them pass. In doing so, finds himself backed up against what at first seems to be a STONE WALL in the center of the road.

As Eli turns to face it, we PULL OUT to reveal its not a wall but a PEDESTAL. Atop the pedestal, a TALL MAN crudely fashioned in clay. One hand placed paternally on the head of a SMALL CHILD, the other outstretched toward the sun.

As he observes the statue, Eli notices that passing residents take a moment to PAUSE AND GENUFLECT before it. Worshipping.

Eli turns away and heads toward a storefront with a pictogram of a LIGHTNING BOLT suspended above the door.

24 INT. ENGINEER WORKSHOP - CONTINUOUS 24

Eli pulls his protective goggles down around his neck as he steps inside what is best described as 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 chugs noisily away. A wild-eyed, twitchy ENGINEER in tattered overalls pours the remnants of a can of motor oil into the still's funnel.

Attached to the still is a MOTORCYCLE MIRROR. In its dirty 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 fuck 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, puts it 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 battery, places it on the counter. The engineer examines it with a keen interest.

ENGINEER

Where'd you find this?

ELI

Back east, a few years ago.

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 hears something that brings back that dangerous stillness in him.

25 EXT. VALLEY TOWN - MAIN STREET ORPHEUM - DAY 25

FOUR MOTORCYCLES - one with the distinctive misfiring engine - roar into town and pull up outside the Orpheum. The same BIKER HIJACKERS who killed the couple beneath the overpass. As the riders dismount, their leader - Martz - detaches a CLOTH SATCHEL from his bike's cargo rack. He throws open the front door and enters, the other three right behind him.

26 INT. ORPHEUM - AUDITORIUM BALCONY - CARNEGIE'S OFFICE 26

This once grand theater has been largely gutted - seats torn out, fixtures and fittings stripped, curtains torn and tattered. But still, there's a sense of long-forgotten grandeur to this place.

The auditorium's balcony has been converted into a big open office area. A MAHOGANY DESK backs onto the cavernous space over the rows of theater seats below. The dimly-seen movie screen has a scrawl of bullet holes across it.

A MAN is seated in a battered leather armchair with his feet up on the desk, deeply engrossed in an OLD PAPERBACK BOOK. Its cover faded and torn, the title still visible: SEVEN HABITS OF HIGHLY EFFECTIVE PEOPLE.

The man is OLDER than most we've seen. So far the only other person we've seen in this world close to Eli's age. His name is CARNEGIE.

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.

He looks up from his book at the sound of a POLITE COUGH O.S. REDRIDGE stands before him. Tall, powerfully built. A tough, almost military bearing to him - a man not to be messed with.

REDRIDGE

One of the road crews just rolled into town.

CARNEGIE

Of course they did, the bar just opened. Outlanders, always looking for answers at the bottom of a bottle.

REDRIDGE

These guys say they got something.

Carnegie glances up from his book, his interest piqued.

CARNEGIE

Books?

REDRIDGE

Whole mess of 'em.

And that really gets Carnegie's attention. He puts down the book, swings his feet off the desk and stands.

CARNEGIE

Get them up here now.

27 INT. ORPHEUM - MAIN LOBBY - DAY

27

What was once a grand, gilded entrance foyer has, like the rest of the theater, been largely gutted. But it's still impressive - a spacious bar area with a pair of grand staircases leading up to a balcony mezzanine. FADED OLD THEATER POSTERS still hang from the walls.

The lobby has been converted into a kind of SALOON. Ripped-out theater seats arranged around tables. A FIREPLACE sputters dimly. A MANGY CAT walks across the straw-laden floor. A dozen or so rough-looking CUSTOMERS in the place.

Redridge emerges from an upstairs room and nods to a group of his MEN who are holding the bikers at the foot of the stairs.

28 INT. ORPHEUM CARNEGIE'S OFFICE

28

Carnegie checks his reflection in a CRACKED HAND MIRROR, licks his palm and slicks his hair back. He adjusts his tie as Redridge's men usher the bikers into his "office".

CARNEGIE

Gentlemen! It's truly a delight to see you again! I understand your latest excursion into the outland has been a profitable one?

The bikers exchange looks. They understood maybe half the words in that sentence.

MARTZ

We did good.

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

BOOKS. About a dozen different volumes of all shapes and sizes. As Carnegie rifles through the collection with avid intensity, we catch glimpses of various titles. 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?"

CARNEGIE

No. No. No. No. No.

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

CARNEGIE

It's not here.

MARTZ

These ain't worth nothin'?

CARNEGIE

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

(beat)

Go get yourselves some refreshment. I want all of you back out on the road this afternoon.

The bikers exchange more looks. An unspoken conversation.

MARTZ

We been doin' this a long time now. Had to make a whole lotta corpses--

CARNEGIE

You have a problem with that, you can get 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 Carnegie's blood. A scary sight. Carnegie enjoys it.

CARNEGIE

Gentlemen, gentlemen. I urge you once again to take the long view here.

Carnegie moves from behind his desk to where a BALCONY WINDOW has been retro-fitted into the exterior wall, allowing him to look out onto the town.

CARNEGIE

I want you to remember just how far we've come together. When I first brought us here, we knew there would be hardships. But through it all, it was our faith alone that sustained us. Was it not? All I ask is for you to keep that faith just a little longer. When we find this book - and we will find it - we're going to use it to build a new world. A world far greater than this one.

He steps closer to Martz. His voice quieter now, more intimate.

CARNEGIE

Find that book. Bring it to me. And I promise, you will be rewarded beyond anything you can imagine.

It's impossible not to be swayed by this guy.

Martz grudgingly snatches up his empty satchel.

MARTZ

This better not be bullshit.

Martz 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.

Carnegie takes another look through the books. He finds only one that interests him - a BIOGRAPHY OF BENITO MUSSOLINI.

CARNEGIE

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

Redridge gestures toward the books piled on Carnegie's desk.

REDRIDGE

What about these?

CARNEGIE

Burn 'em.

29 INT. ORPHEUM - LOWER LEVEL - DAY

29

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

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

30 INT. ENGINEER WORKSHOP - DAY

30

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

ELI

This place across the street. They
got any water?

ENGINEER

If you can pay for it.

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 ain'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 inside - alive. So help me God.

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

31

INT. ORPHEUM - CARNEGIE'S BEDROOM - DAY

31

This old second-floor DRESSING ROOM has been converted into a bedroom, simply furnished.

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. Late 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 Carnegie enters. Claudia doesn't turn to look at him, keeps facing the mirror.

CLAUDIA

Is that you?

Carnegie glances at Claudia, but says nothing.

CLAUDIA

(beat)

Is something wrong?

CARNEGIE

More books came in today.

CLAUDIA

Oh? It's been a while.

CARNEGIE

And it'll be a while longer.

CLAUDIA

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

Carnegie wheels on her, angrily.

CARNEGIE

Faith?

She goes quiet, averts his gaze.

CARNEGIE

Faith is for the weak. It's for them out there, 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.

Carnegie puts his hand out, lifts up her face.

CARNEGIE

Then show me.

32 INT. ORPHEUM - LOBBY - DAY 32

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 it.

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

That's the good stuff. Gotta eat into my own ration to sell it, so it don't come 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.

Eli reaches into his coat and produces the fur pelts from the cat he killed, lays them out on the bar.

The bartender takes a pelt and examines it. THE MANGY BAR CAT leaps up onto the bar and approaches.

Sniffs at the pelts and HISSES at Eli. Eli shoos it 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 hands Eli's canteen 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. Intrigued. He doesn't look back at her. She turns and exits.

33

EXT. VALLEY TOWN - CONTINUOUS

33

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. Sad, mangy 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. She ignores him, headed toward 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 not to see him, but he stops right in front of her, blocking her path. She tries to go around but he sidesteps to block her again. He smiles, his idea of a fun little game.

SOLARA

(impatient)

Would you please move?

Redridge loses the smile, steps aside. He watches her go, undressing her with his eyes.

REDRIDGE

He ain't gonna protect you forever,
you know.

Solara ignores him, keeps on walking. She 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 the handle - and CRYSTAL CLEAR WATER trickles out slowly; filling the canteen will take a while.

34 INT. ORPHEUM - BAR - CONTINUOUS

34

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, looks straight ahead. 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

That cat's been coming in here for two years. It's got more right to be here than you.

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 become 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 you were taken, for dust you are.

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

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

ELI

And to dust you shall return.

35 INT. ORPHEUM - CARNEGIE'S BEDROOM - DAY 35

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

Carnegie climbs out of bed and pulls on his pants.

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

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

CARNEGIE
The hell was that?

BEAT. Carnegie keeps listening. Then comes another CRASH.

CARNEGIE
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.

36 INT. ORPHEUM - BALCONY FLOOR - CONTINUOUS 36

Carnegie emerges from his bedroom. Looks down over the balcony to the lobby below - and is stunned by what he sees.

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

Only one man is 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, horrified, when she sees the bloody carnage.

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 looks at him, her eyes pleading with him.

SOLARA
Please don't!

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. How blessed you are.

Martz stumbles backward toward the door. Eli moves toward Solara, reaches out and gently pries the canteen from her loose grip.

ELI

Thank you.

Eli takes a sip, startled. 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. To 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.

CARNEGIE stands on the balcony stairs, with a DOZEN OF HIS MEN. All with guns trained on Eli. They've got him cold.

Carnegie looks down at Eli and smiles.

37

INT. ORPHEUM - CARNEGIE'S OFFICE

37

Carnegie sits at his desk, the huge auditorium and stage area visible behind him. Eli stands before him. Around him are the other gunmen, who keep their weapons trained on him.

Standing at Carnegie's side are REDRIDGE and CLAUDIA.

CARNEGIE

So, who are you?

ELI

Nobody.

CARNEGIE

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

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

CARNEGIE GUNMAN

He ain't got the shakes.

CARNEGIE

Good. This is a civilized town.

ELI

I didn't come here looking for trouble.

CARNEGIE

Well, you sure as hell found it.

(beat)

My name's Carnegie. I own this establishment. This is my town. You didn't see the statue of me out there on the street?

(beat)

I admit it's not the most accurate likeness. But a remarkable piece of work when you consider half the men who built it were blind.

ELI

Slaves.

Temperature rising. Carnegie walks toward Eli.

CARNEGIE

I protect those people. In the outland the sightless are preyed upon like sick animals. Here they're safe. They do the essential work others don't want to do. And in return they eat, they drink, they survive. Last year, a couple of them even got married - performed the ceremony myself.

ELI

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

Carnegie tries another approach.

CARNEGIE

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

(beat)

You can still read?

ELI

I read every day.

CARNEGIE

Good. That's good. Me too. 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.

ELI

What do you want with me?

CARNEGIE

Straight to the point - I like that. Fact is, you could be in a lot of trouble. You walk in here, armed, and a half-hour later a dozen of my good citizens are dead. I've executed men for less. I could execute you too.

(beat)

Or, you could come work for me. I never saw anyone handle themselves the way you did out 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.

CARNEGIE

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

ELI

I'm not your friend. And I don't
plan on staying. I got someplace I
need to be.

CARNEGIE

Where?

ELI

Out west.

CARNEGIE

There is nothing west.

ELI

I've been told different.

CARNEGIE

By who?

Eli doesn't reply.

CARNEGIE

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. Carnegie's expression darkens.

CARNEGIE

Word of advice. This isn't a
choice.

ELI

There's always a choice.

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

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

ELI

But I guess I could stay the night.
Getting too late to set out anyway.

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

CARNEGIE

Redridge here will show you to your
room.

Eli turns to go.

CARNEGIE

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

Eli walks out, Redridge right next to him.

38 INT. ORPHEUM - GUEST BEDROOM - DUSK 38

Redridge opens the door to a converted store room, less well-appointed than Carnegie's bedroom. A threadbare rug. Bed with relatively clean sheets. A washbowl. 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. 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

This is for you. Water for washing
and some food. A little of our
special reserve, 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.

CLAUDIA

It'll be dark soon.

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.

She turns to leave. As she opens the door:

ELI

You get blinded in the war? Or by the sun?

Claudia stops at the door. Turns back to Eli.

CLAUDIA

I was born this way. I think probably I'm lucky. I was already used to being like this by the time...by the time it happened...

She trails off. There's a bittersweet quality to Claudia's words. Struggling with unhappy memories. As though there's more to the story than she is telling. Eli senses it.

ELI

Well...thank you for the food.

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

CLAUDIA

You're welcome.

She heads back for the door. As she exits:

ELI

I like your perfume.

It stops Claudia dead in her tracks, disarming her. It's the first nice thing anyone's said to her in a long, long time.

CLAUDIA
 Thank you. It's just rosewater. My
 daughter makes it.
 (beat)
 Good night.

She heads out, closing the door behind her. Eli sits back at the table. Opens the lid of the moonshine jar and sniffs it. He grimaces; it smells foul.

Then something else attracts his attention: A pair of HOSTESS TWINKIES. The colorful plastic wrapping is faded, but they still look as fresh as the day they were made. Eli squeezes one through the wrapper, amazed.

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

39 INT. ORPHEUM - CARNEGIE'S BEDROOM - NIGHT 39

Carnegie 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.

CARNEGIE
 We'll see about that.

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

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

Claudia reacts suddenly to this. Shocked and angry.

CLAUDIA
 You're doing what?

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

Disgusted, Claudia heads toward the door.

CARNEGIE
Where are you going?

CLAUDIA
I'm not going to let you do this.

Carnegie surges forward and pins Claudia to the wall.

CARNEGIE
You're not going to let me? Really?
(beat)
I could use a man like that. Like
you said, he's different.

Carnegie relaxes his grip on Claudia.

CARNEGIE
Let's not see anybody get hurt.
Okay?

40 INT. ORPHEUM - GUEST BEDROOM - NIGHT

40

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 quickly 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
Somebody 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 (CONT'D)
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 (CONT'D)
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 paying,
it's on the house. The whole night.

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
Carnegie?

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

ELI
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 won't be any trouble.

ELI
I doubt that.

41 INT. ORPHEUM - GUEST BEDROOM - LATER

41

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?
(beat)
I don't mean to be rude. I just haven't seen too many people your age. Only Carnegie.

ELI
I don't remember exactly. It's been about thirty winters since the flash, so...
(beat)
I really don't remember.

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.

ELI
Better than this. People lived
longer back then. Longer than me.
Some got to be 70, 80 years old.

Solara looks at him like she's having her leg pulled.

SOLARA
Really?

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
Because I said so.

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

SOLARA
Can I see it?

ELI
No.

SOLARA
I only want to see it for a second.
I'm not going to do anything to it!
I mean, I can't even read. I just
wanted to look at it.

ELI
I said no!

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

ELI
It's not just any book.

Eli is 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, 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 got a question for you.
Since you're here.

Solara scowls, still a little stung by Eli's behavior.

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

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
(indignant)
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
Dear Lord, 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.

42 EXT. VALLEY TOWN - MAIN STREET - DAWN 42

The pale sun rises over the town.

43 INT. ORPHEUM - DINING ROOM - MORNING 43

Carnegie and Claudia sit at a DINING TABLE, eating breakfast in silence. A third place is set, but no-one is seated there.

Solara enters and sits down without a word.

CARNEGIE
Good morning, Solara.

Solara doesn't say anything.

CARNEGIE
How was your night? Did you sleep
well?

Claudia hates Carnegie's clumsy probing, turns away.

SOLARA
I did like you said.

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

SOLARA
I don't know. He said he had to go.

CARNEGIE
(growing impatient)
Well, what else did he say? Come
on, I want to know all of it.

SOLARA
That's all he said. We didn't do
much talking.

An uncomfortable BEAT.

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
Dear Lord, we thank you for this
food.

Carnegie freezes.

SOLARA
Thank you for my mother.

He stares at her, agape.

CARNEGIE
Solara...

SOLARA
Thank you for all the-

CARNEGIE
Solara!

She snaps out of it, looks at him.

CARNEGIE
Where did you learn that?

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

Carnegie lunges across the table, grabs her arm.

CARNEGIE
I asked you a question. Where did
you learn that?

CLAUDIA
Bill, don't-

Carnegie shoots a venomous glance at Claudia.

CARNEGIE
You shut your mouth!

As Carnegie turns his attention back to Solara, she defiantly pulls her arm free of his grip, backing away from the table.

SOLARA
Don't touch me.

BEAT. Carnegie sizing Solara up. She looks back at him with unalloyed defiance.

Surprisingly, Carnegie BACKS OFF. Containing his anger, he steps calmly back toward the table where Claudia sits...

...and just as calmly, he puts his hand in Claudia's hair, grabbing a fistful of it and YANKING CLAUDIA OUT OF HER CHAIR. She cries out in pain and falls to her knees.

Carnegie never takes his eyes off Solara, who looks back at him with pure hatred.

CARNEGIE
You're hurting your mother, Solara.
(beat)
Who taught you to say those words?

SOLARA
You son of a bitch...

Solara quivers, trying to stay strong. Impatient, Carnegie
PULLS ON CLAUDIA'S HAIR, HARD. She cries out again in pain,
powerless to break free of his grip.

CARNEGIE
I don't want to ask again.

SOLARA
Eli taught me.

CARNEGIE
(confused)
Eli? Who the fuck is Eli?

SOLARA
The walker. That's his name.

CARNEGIE
How did he know it?

SOLARA
I... think it's from his book.

CARNEGIE
He had a book? What kind of book?

SOLARA
An old leather one. It had some
kind of a thing on the front of it.

CARNEGIE
Show me.

SOLARA
Let her go first.

Carnegie lets Claudia go, tears running down her cheeks.

CARNEGIE
Show me!

Visibly shaken, Solara makes the SIGN OF A CRUCIFIX with her
index fingers. Carnegie's eyes widen at the sight of it...

...and then he BOLTS SUDDENLY FROM THE ROOM.

44 INT. ORPHEUM - TOP FLOOR - CONTINUOUS 44

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

45 INT. ORPHEUM - GUEST BEDROOM - CONTINUOUS 45

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

Carnegie wheels around, glaring at the guard who stands in the doorway, dumbstruck.

CARNEGIE

Where is he?

DOOR GUARD

I don't know, he was-

Carnegie has no time for excuses. He pulls a REVOLVER from his belt as he marches back toward the door and SHOOTS THE GUARD DEAD as he exits without even breaking stride.

46 INT. ENGINEER WORKSHOP - DAY 46

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.

47 OMITTED 47

47A EXT. ENGINEER WORKSHOP - CONTINUOUS 47A

Eli emerges onto the street, still carrying the shotgun. He stops dead on the sidewalk. A BEAT before we REVERSE ANGLE to reveal what awaits him outside.

CARNEGIE AND REDRIDGE stand in the road. THREE GUNMEN backing them up. A tense BEAT. Townsfolk assemble on the nearby sidewalks, watching with interest. Solara and Claudia among them.

Carnegie steps forward, casually eyeing Eli's shotgun.

CARNEGIE

Is that thing loaded? I don't think it's loaded.

ELI

One way to find out.

Eli stands firm, his grip tightening around the shotgun butt. Carnegie's gunmen bristle, ready for a showdown.

CARNEGIE

Look. I want that book.

BEAT as Eli reacts to this. The mention of the book puts him even more on the defensive.

CARNEGIE

I mean, I want the book and you.
But if you make me choose, I'll
just kill you and take the book.
Understand?

ELI

Why do you want it?

CARNEGIE

I grew up with it. I know its
power. If you read it, then so do
you. That's why they burned them
all after the war.

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

CARNEGIE

All I've ever wanted was to bring
the word of God to these poor
unfortunates here. To shine its
light upon them and give them
something in this wretched world
that they could believe in.
Something to live for! That's why I
built this town. All we've been
missing is the word to show us the
way. And now, praise the Lord,
you've brought it to us!

Carnegie looks at Eli imploringly. He appears entirely sincere - but then he is very good at doing so.

CARNEGIE

It's not right to keep a book like
that hidden away. The word is meant
to be shared with others. It's
meant to be spread! Isn't that what
you want?

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

ELI

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

(beat)

But this ain't it.

Eli turns his back on Carnegie and heads away down the street, toward the edge of town.

An agonizingly long BEAT as Carnegie watches Eli walk away from him in utter disbelief. The tension so thick this moment feels like an eternity.

And then, finally, he SMILES. Astonished at Eli's audacity.

CARNEGIE

I love this guy!

Eli keeps walking. The assembled townsfolk watching with rapt interest as this scene plays out.

Finally, Carnegie turns to Redridge, no longer amused.

CARNEGIE

Kill him.

Redridge smiles - *with pleasure*.

He steps out into the center of the road, drawing his pistol. Eli by now about thirty yards away and receding with every step. Redridge levels his pistol... aims... and FIRES.

The bullet CUTS THROUGH ELI'S COAT, narrowly missing him. Eli doesn't even flinch.

Redridge blinks, shakes it off. Takes steady aim again... another tense BEAT before he FIRES A SECOND SHOT.

The second bullet GRAZES ELI'S SHOULDER, tearing the epaulet from his coat. Still Eli doesn't react. Just keeps walking.

Carnegie glowers at Redridge impatiently. Redridge looks at his gun as though something must be wrong with it.

He aims again. More precise than ever. FIRES A THIRD SHOT.

The bullet misses Eli by barely a millimeter and instead NICKS HIS GOGGLES, skewing their angle across his face.

Eli reaches up and corrects his goggles.

Redridge becomes aware that the townsfolk are all now looking at him with amusement. Some giggling at his expense. The embarrassment makes him furious. He raises his gun to fire again, but Carnegie has lost patience with him. He pushes him aside and shouts up at the SNIPERS perched on the rooftops.

CARNEGIE

Take him out!

Hearing this, Eli begins to pick up the pace. Speeding to a BRISK JOG as a rooftop sniper gets him in his sights, tracking him along the road...

...and FIRES. The bullet NARROWLY MISSING. Without breaking stride, Eli draws a PISTOL and RETURNS FIRE. One shot. The bullet hits the sniper dead-on and sends him tumbling to the ground with a sickening, neck-breaking THUD.

Eli BREAKS INTO A RUN as Sniper #2 FIRES, SHATTERING A PARKING METER inches from Eli and showering quarters all over the sidewalk. Nearby townsfolk SCREAM and scatter in panic.

Eli drops and rolls as Sniper #2 fires again, missing the moving target by inches. As he comes out of the roll Eli FIRES up at the rooftop. Another perfect shot - the sniper is CAPPED IN THE HEAD and slumps behind the rooftop, dead.

As the final sniper fires, Eli PIROUETTES, fast as lightning, an elegant spin that in one motion evades the sniper's bullet and orients Eli toward the sniper, in position to return fire. BLAM! Eli's precision shot drops the final sniper.

But it's not over. Redridge and his men are now advancing on Eli, taking up firing positions. The townsfolk, sensing the imminent gunfight, clear the sidewalks, retreating into doorways. Claudia ushers Solara back inside the Orpheum.

Eli breaks for cover, diving behind a JUNK PILE as Redridge's men OPEN FIRE, bullets kicking up dirt around him. He checks his pistol. The slide is locked back, magazine empty. He discards it and readies his shotgun. Sawed-off short, a double-barreled STREET SWEEPER.

Redridge motions to his men to move up. They break from cover and advance across the deserted street. Firing all the time.

Eli emerges from cover, meeting the gunmen head-on. Raises the shotgun and FIRES. The first wide cannonade of buckshot DROPPING TWO GUNMEN TO THE GROUND.

The third gunman breaks off, running across the front of the Orpheum. Eli aims and FIRES, KILLING HIM. Carnegie, taking cover behind the Orpheum's exterior, is WOUNDED IN THE LEG by part of the shotgun blast. The blast knocks him clean off his feet and on his ass. He cries out in pain, clutching his bleeding thigh.

BEAT. A moment of calm after the deafening gunfire...

...and then Eli turns and walks away, resuming his course out of town. The townsfolk re-emerge from hiding onto the street, watching Eli in amazement. None more so than Solara, who looks at him with nothing less than awe.

Carnegie groans in pain as Redridge rushes to his side. The townsfolk make no attempt to help him. They just look on with a kind of dispassionate curiosity.

48 EXT. ROAD OUTSIDE TOWN - DAY 48

Eli. The town at his back, receding into the horizon. The sun beating down mercilessly as always.

49 EXT. VALLEY TOWN - MAIN STREET - DAY 49

The wounded Carnegie is carried inside the Orpheum by Redridge and the others, roaring with pain from his wounded leg. As he's carried past Claudia, she makes no attempt to follow along.

50 EXT. DESOLATE ROAD - DAY 50

Later in the day. Eli heads west.

As he walks, he calls back behind him:

ELI
I don't like being followed!

BEAT. And then SOLARA EMERGES from behind a BURNED-OUT HIGHWAY PATROL CRUISER.

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

Eli keeps walking. Solara dashes to catch up with him.

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.

51 INT. UNDERGROUND SPRING - DAY

51

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
Carnegie 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

He'd been here. In the world before.

(beat)

I guess everyone else who knew about it died. Or he killed them when he got here.

(getting spooked)

We better hurry.

52 INT. UNDERGROUND SPRING - CONTINUOUS

52

An UNCONSCIOUS GUARD 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 glasses. 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 crouches beside the unconscious guard, puts his fingers to the man's neck. Checks his pulse, turns and walks away without a word.

52A INT. UNDERGROUND SPRING - CONTINUOUS

52A

Irate beyond belief, Solara hammers on the door.

SOLARA

LIAR! SCUMBAG! SONOFABITCH!

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.

52B EXT. UNDERGROUND SPRING - DAY

52B

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. Carnegie's not
 gonna last forever.

SOLARA
 Hey! Eli! Fuck you!

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

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

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

The Guard doesn't stir.

52C INT. UNDERGROUND SPRING - DAY

52C

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.

53 INT. ORPHEUM - CARNEGIE'S BEDROOM - DAY

53

Carnegie lays on the bed, sweating feverishly. Redridge and
 several of his men congregated around as the town's DOCTOR -
 or what passes for one - picks the buckshot out of his leg
 wound with crude implements and shaking, nervous hands.
 Carnegie grits his teeth through the pain.

CARNEGIE

Put a road crew together. We're going after that mother fucker.

Redridge's men exchanges glances. Apprehensive.

REDRIDGE

All this bullshit for a book.

CARNEGIE

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. 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. It has the power to motivate people. It can give them hope. It can terrify them. It can shape them. Control them.

He looks at his men, determination burning in his eyes.

CARNEGIE

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.

CARNEGIE

What?!

REDRIDGE

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

Carnegie is not accustomed to being bargained with.

REDRIDGE
I want the girl.

BEAT as Carnegie considers. Not a hard decision for him.

CARNEGIE
Done.

54 OMITTED 54

55 EXT. ROAD - DAY 55

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.

56 EXT. VALLEY TOWN - MAIN STREET - DAY 56

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

A VEHICLE roars out onto the street. An old GMC VAN, circa 1970s. Rusted, bullet-riddled, patched up with custom armor.

THREE MORE VEHICLES follow, similarly banged-up and battle-scarred. An old FORD BRONCO. A CHEVY PICKUP. And finally, Carnegie's own ride - a 1970s ARMORED BANK TRUCK, heavily customized with plate armor. Redridge at the wheel.

REDRIDGE
Which way we headed?

CARNEGIE
West.

The bank truck takes the lead and the fleet of vehicles moves out as a single column, kicking up a great funnel of dust in their wake as they roar out of town.

57 EXT. ROAD/JUNCTION - DAY

57

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.

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

She comes to a JUNCTION IN THE ROAD. Stops, unsure. She turns and looks back. Tempted to go back to town. But she doesn't. She picks a path and follows it, heads on down the road.

58 OMITTED

58

59 EXT. WASTELAND ROAD - CONTINUOUS

59

Solara makes her way down the road she's chosen.

FEMALE VOICE (O.S.)

Hello?

Distant, calling from somewhere nearby. Solara hears it and freezes.

FEMALE VOICE (O.S.)

Hello? Can anyone help me?

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?

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 the burned out frame of an old school bus.

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 going. 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. FOUR HIJACKERS POUNCE FROM BEHIND THE BUS. 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 other hijackers rifle excitedly through Solara's pack, excited when they discover the filled canteens.

HIJACKER #2
She's got water!

The leader looks Solara up and down.

HIJACKER LEADER
Wonder what else she's got that's
wet.

Hijacker #3 fidgets, agitated.

HIJACKER #3
Come on, man. I'm hungry - we gonna
fuck or we gonna eat?

HIJACKER LEADER
Both.

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 three 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?

The four men chase Solara across the wasteland. She's running for her life. She's athletic and fast, keeping ahead of her pursuers. But there's nowhere to run.

And then she sees something up ahead. Coming up out of the shimmering, sun-baked horizon.

60 EXT. WASTELAND - AMTRAK TRAIN - DAY 60

AN AMTRAK TRAIN. Or at least, the burned-out carcass of one. Partially derailed, cars turned on their side and strewn across the desert floor like a great metallic snake.

It cuts clean across the horizon, blocking Solara's path. No other option, she runs to the train and leaps up into one of the passenger cars still upright and on the tracks.

The hijackers pursue. The leader sending two of his men further along the train to cut her off before jumping into the car behind her.

61 INT. AMTRAK CAR - CONTINUOUS

61

The interior eerie and dark. Seats and tables torn up and scorched by fire. Sunlight shafting through the broken, soot-blackened windows.

Solara runs along the center aisle, breathing hard, heart pounding, adrenaline surging.

The hijacker leader and #2 appear behind her. Solara racing toward the door at the end of the car.

But then HIJACKERS #3 AND #4 appear ahead of her, cutting off her escape. Solara stops, looks back at the other two men coming up from behind. She's trapped.

But she's not going down without a fight. She bites and scratches and kicks furiously as the hijackers close in; it takes all four men to finally subdue her.

HIJACKER LEADER

Hold her still.

The leader grins as he unbuckles his pants, letting them drop to his ankles. Solara looks up at him, helpless. Terrified.

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 other hijackers look at their leader in dismay. Staring down at his crotch.

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

There is an ARROW PROTRUDING FROM HIS CROTCH. Shot clean through him from behind. The razor-sharp arrowhead covered in slick, dark blood.

With a whimper, he drops to his knees, in shock. And slumps to the ground - REVEALING ELI BEHIND HIM, AT THE FAR END OF THE TRAIN CAR.

The three hijackers release Solara and draw their weapons - a wrench, a hunting knife, a bludgeon - and close in to attack.

The interior of the train car, with its busted-up furnishings, is a problematic, enclosed space. Not enough room for Eli to flourish his sword as he would in the open. Eli ditches the bow, poised to meet his attackers.

THE FOLLOWING SEQUENCE IS FAST, CLOSE-IN, BRUTAL AND UGLY.

The hijackers ATTACK. As the first one lunges with the wrench, Eli whips a KNIFE from his belt. He dodges the crude lunge, and SLASHES THE HIJACKER ACROSS THE THROAT. A streak of arterial blood paints the car's blackened interior as the hijacker hits the deck.

Hijacker #3 is only a split-second behind. Attacking with the cudgel. Eli grabs his arm, turning into the attack, using the assailant's own strength against him. He SHATTERS the man's forearm with a downward elbow, then grabs him by the head and SNAPS HIS NECK. #3 hits the ground in a lifeless heap.

Hijacker #4 attacks as Eli is turning back to face him. SLASHING HIM ACROSS THE LEG with the knife. Eli buckles, hurt. #4 follows up with a downward strike - a killing blow - but Eli grabs him by the wrist and KICKS OUT HIS LEGS, sending them both to the ground in a life-or-death grapple.

#4 is strong. He has Eli pinned as they struggle desperately for control of the knife. The blade pointed down, inching closer and closer to Eli's face. But in a final strenuous effort, Eli SNAPS THE MAN'S WRIST, TURNING IT AROUND 180 DEGREES AND POINTING HIS OWN KNIFE RIGHT BACK AT HIM.

#4 SCREAMS IN AGONY, his wrist horribly torn up. But his pain won't last long. With a final push Eli DRIVES THE KNIFE CLEAN THROUGH HIS THROAT. As the man's life drains from his body, Eli pushes him off and hauls himself back to his feet.

Eli checks the fallen bodies. Two men dead, the other two 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 crotch. The hijacker leader bleeds out with a sigh.

Eli turns to Solara.

At the end of the car, Solara sits in a fetal position, still 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 came back for me.

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 to him tightly. Buries her face in his shoulder.

Eli is expressionless, but somehow we sense that stuff--the 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 thirty years.

He has no idea how to deal with it.

62 OMITTED 62

63 OMITTED 63

63A EXT. WASTELAND - LATER 63A

Carnegie's convoy roars down the road.

BANK TRUCK

Carnegie spots something in the distance, away from the road. Grabs up a pair of binoculars for a closer look.

CARNEGIE

Over there!

We see what he sees. The Amtrak train on the horizon. VULTURES CIRCLING ABOVE IT.

Redridge turns the truck off the road, headed toward the train. The other vehicles following behind, kicking up great clouds of dust as they race across the desert.

64 EXT. WASTELAND - LATE AFTERNOON 64

Eli and Solara head toward the setting sun. Dark clouds gathering in the skies overhead.

Suddenly Eli STOPS. His senses on alert.

SOLARA

What's wrong?

ELI

Sssshhh... you hear that?

Solara looks around warily.

SOLARA
Hear what?

Eli draws the arrow from his backpack, loads the bow.

ELI
Don't move...

Draws it back, holding for a beat... then he points it up into the clouds and FIRES. We hear a SQUAWK...

...and a LARGE, SCRAGGLY-FEATHERED BIRD plummets from the clouds and hits the ground with a SPLAT. Expertly skewered by Eli's arrow.

Eli hands the bow to a dumbfounded Solara.

ELI
Take the wire off that, spool it up like this.

Solara is still staring at the big dead bird.

SOLARA
What is it?

As Eli heads toward it:

ELI
Dinner.

65 OMITTED 65

66 EXT. WASTELAND - AMTRAK TRAIN - DUSK 66

Carnegie's convoy vehicles parked nearby. Rats congregate near a broken window. Waiting their turn.

67 INT. AMTRAK CAR - DUSK 67

Carnegie moves through the car. His men following behind, gazing in horror at the carnage Eli has left in his wake.

Carnegie watches as Redridge crouches by the half-eaten bodies of the dead hijackers.

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

68 EXT. WASTELAND - AMTRAK TRAIN - DUSK

68

Redridge looks at the two sets of footprints in the dirt leading away from the train.

REDRIDGE
She's with him.

CARNEGIE
Let's go.

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

HOYT
Gonna be dark soon. We can't track 'em out here at night - if they're off the highway we could drive right past and never see 'em.

Carnegie doesn't look pleased about having to stop.

CARNEGIE
They're on foot. And they gotta sleep. We'll make up the ground tomorrow, have 'em before the morning's out.
(making his way back to the vehicles)
Set up a perimeter. We move out at dawn.

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

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

69 EXT. DESERT CAVE - NIGHT

69

Set into a MOUNTAIN RANGE some distance from the road.

70 INT. DESERT CAVE - NIGHT

70

Eli and Solara sit deep within the cave. Lit by the flickering light of a CAMPFIRE, over which is suspended the roasted carcass, picked clean.

Solara hungrily devours the last of the bird as Eli sits nearby. His leg freshly bandaged, he reads quietly from his bible by the light of the fire. Solara watches him.

SOLARA

Do you really read that same book
every day?

ELI

Without fail.

SOLARA

Will you read some to me?

BEAT. Eli unsure about this.

SOLARA

Please?

He closes the Bible. And begins to speak.

ELI

The Lord is my shepherd. I shall
not want. He makes me lie down in
green pastures. He leads me beside
still waters. He restores my soul.

ON SOLARA as she listens to Eli. Transfixed. Never in her
life has she heard words like these.

ELI

He leads me in the paths of
righteousness, for his name's sake.
Even though I walk through the
valley of the shadow of death, I
will fear no evil. For thou art
with me.

BEAT. Solara clearly affected by what she has heard.

SOLARA

That's beautiful. Did you write
that?

ELI

(smiles)

No. It was written a long time
before you or me were here.

SOLARA

What did you mean before? When you
said it's not just any book?

BEAT. Now we're really getting to it.

ELI

It's the only one.

SOLARA

Really?

ELI

After the war, people made it their business to find and burn any that the fires didn't already get. Guess they figured it was the reason for the war, partly. Anyway, this is the only one that survived.

SOLARA

How do 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 cave. Most folks didn't. Most of them burned.

(beat)

After that first year, I wandered on the road like everybody else that 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.

(MORE)

ELI (cont'd)

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 almost thirty 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 made 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. Early
start tomorrow. Get some sleep.

He walks toward the mouth of cave, checking that everything
is okay before settling in for the night. We STAY WITH
SOLARA, whose attention remains focused on the book. She
gazes at it, transfixed.

71 INT. DESERT CAVE - LATER - NIGHT

71

The fire down to its last embers. Eli sleeps next to his
pack, half-hidden in the looming shadows of the cave.

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, inching toward the
backpack propped against the wall next to Eli.

As she reaches out for it, she notices something about Eli
that attracts her attention. Deep within Eli's many layers of
clothing, a piece of WHITE PLASTIC protruding from his lapel.

Gingerly, she reaches out and peels back the piece of clothing covering the rest of it. It's a RECTANGULAR PLASTIC BADGE. The red, white and blue colors faded and worn.

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 turns her attention back to Eli's pack. Slowly, carefully, she works the buckles, 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- I'm sorry, I thought you were-

ELI
I asked what you were doing.

SOLARA
I just wanted to see the book.

ELI
Nobody touches it but me. Ever. 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.

72 INT. DESERT CAVE - LATER - PRE-DAWN 72

Eli and Solara sleep next to each other. The first gray light before dawn just visible from outside the cave mouth.

Suddenly Eli sits BOLT UPRIGHT. Awake. Sensing something.

73 OMITTED 73

73A EXT. DESERT - PRE-DAWN 73A

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

IN THE LEAD VEHICLE Carnegie spots something on the roadside.

CARNEGIE

Hold up. Stop!

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

Carnegie 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...

SMASH CUT TO:

74 EXT. DESERT CAVE - DAWN 74

Carnegie's vehicles pull up outside the cave mouth. Everybody disembarks, armed for bear. Redridge follows the foot tracks leading toward the cave mouth. He chambers his shotgun and heads inside, Carnegie and the others following behind.

75 INT. DESERT CAVE - CONTINUOUS 75

Redridge heads cautiously inside, shotgun levelled and ready. His men follow behind in pairs, covering one another.

It's dark inside. Shadows everywhere. A dozen places to hide. Redridge's men look nervous as they check every dark corner.

Hoyt shoulders his rifle.

HOYT
They ain't here.

Carnegie crouches by the campfire. Runs his hand through the blackened embers. Some of them are still glowing.

CARNEGIE
This fire's been out less than an hour. We're getting closer.

One of Carnegie's men spots something nearby.

CARNEGIE GUNMAN #1
Hey, I got something here!

Carnegie turns to see ELI'S BATTERY on the ground nearby.

HOYT
Guess they left in a hurry.

CARNEGIE GUNMAN #1
Well shit, I'm claimin' it.

The gunman reaches for the battery - as Carnegie realizes:

CARNEGIE
No!

Too late. The gunman picks up the battery - to which a length of FISHING LINE is attached. The other end tied to the pin of a HAND GRENADE wedged between two rocks underneath it.

Carnegie, Redridge and several others are knocked clean off their feet by the blast as the grenade EXPLODES.

Carnegie staggers 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 MEN DEAD ON THE GROUND where the grenade went off.

REDRIDGE
This son of a bitch is good.

CARNEGIE
He can't be far. Move out.

Carnegie turns back toward the cave exit, but nobody else moves. By this point they're seriously spooked.

CARNEGIE GUNMAN #2
 Fuck this. It ain't worth it,
 Carnegie. I ain't dying for a
 goddamn book.

BEAT. And then Carnegie draws his pistol and FIRES, painting the cave wall with the gunman's brains.

CARNEGIE
 You just did.

Everyone looks at Carnegie in shock. He wheels around to face them, his patience at an end. Looking them in the eye.

CARNEGIE
 Anyone else got an opinion?

Nobody dares say a word. Carnegie marches back to the cars. Redridge and the others follow, their appetite for this venture fast diminishing.

HOYT
 This must be a really good book.

76 EXT. DESERT MOUNTAINS - DAY 76

Eli leads Solara across a SHALLOW MOUNTAIN RANGE. The terrain is uneven and at times steep. Heavy going.

SOLARA
 My feet hurt.

ELI
 So do mine. Keep walking.

Solara looks at the featureless desert all around.

SOLARA
 You say you've been walking for
 thirty years - have you ever
 thought maybe you're lost?

ELI
 No.

SOLARA
 How do you know you're going in the
 right direction?

ELI
 I walk by faith, not by sight.

SOLARA
What the hell does that mean?

ELI
It means you know something even
though you don't know it.

Solara thinks about this, shakes her head.

SOLARA
That doesn't make any sense at all.

ELI
It doesn't have to. Faith, it's a
flower of light in a field of
darkness. And it's giving me the
strength to carry on.

Solara takes this in, impressed by these words.

SOLARA
Is that from the Bible?

ELI
No, that's Johnny Cash. Live at
Folsom Prison.

SOLARA
Who's Johnny Cash?

77 EXT. DESERT MOUNTAINS/2-STORY HOUSE - LATER

77

Eli and Solara now approaching the edge of the mountain range, where it flattens out into the desert once again. As they crest a final ridge they look out across the valley below. And there before them is something almost surreal.

A HOUSE

Situated in the desert basin, not far from the highway, all alone. A two-story family home in almost perfect condition.

It stands out like a sore thumb amidst the miles of barren, featureless desert surrounding it. Something that should no longer belong in this world. Almost like a mirage.

SOLARA
What is that?

ELI
I don't know.

78 EXT. HOUSE - DAY

78

CLOSER as Solara and Eli approach. We see now that the house shows some signs of some exterior blast and fire damage, but much of it has been patched up and re-painted. The windows are BARRED. The outer structure fortified with SHEET METAL and other custom fortifications.

Eli and Solara stand outside the front yard, still trying to figure this out.

SOLARA
I don't get it. It looks almost
like nothing ever happened.

BEAT as Eli considers, unhooks his shotgun.

ELI
Stay behind me.

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
Aw, shit.

SOLARA
What?

A ROPE NOOSE suddenly whips around their feet, tightening at their ankles and YANKING THEM UPSIDE-DOWN INTO THE AIR.

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

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

AN ELDERLY COUPLE. GEORGE and MARTHA. The woman's gray hair tied into a neat bun. 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.

GEORGE
Who are you?

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

GEORGE
Tryin' to break into my house...

SOLARA
We weren't, I swear! We didn't know
if anybody lived here. We thought
maybe it was abandoned.

This seems to annoy the man.

GEORGE
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.

GEORGE
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.

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

MARTHA
George, look at them. One of them's
just a girl.

GEORGE
Seen that before. Oldest trick in
the book.

Martha gives George a look.

GEORGE
I'll let the girl down.

SOLARA

We're together.

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

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

MARTHA

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

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

79 INT. HOUSE - LIVING ROOM - DAY 79

It's like something out of the world before. The interior is almost perfectly preserved. Chintzy couches. A mahogany table. A Flat-Screen 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.

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

Martha 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.

MARTHA

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

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

OLD 70'S ERA DISCO MUSIC warbles and crackles out across the room.

Solara's eyes widen in delight.

MARTHA

Isn't it nice?

Absolutely surreal.

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

MARTHA

Please.

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

MARTHA

How do you like it?

SOLARA

It's.. uh...

ELI

It's very good.

Martha 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.

MARTHA

Well, George 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, George?

George perks up suddenly.

GEORGE

Yes. Yes we have.

He stands and moves toward the back door, opens it up.

GEORGE

Come and see.

80

EXT. HOUSE - BACK YARD - CONTINUOUS

80

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?

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

GEORGE
Plus, it's good for the soil.

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

George and Martha go back inside, leaving Eli and Solara gazing at the little graveyard.

ELI
(low, urgent)
We have to go. Now.

SOLARA
(still shocked)
I can't believe they killed all those people...

ELI
They didn't just kill them.
(beat)
They ate them.

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.

81 INT. HOUSE - LIVING ROOM - CONTINUOUS

81

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

Martha's voice drifts in from the nearby KITCHEN.

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

SOLARA
No! Thank you!

ELI
We really do have to be going.

GEORGE
So soon?

An unnerving glint in his eye. Eli moves toward the door.

ELI
Yes, I'm afraid so.

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

Martha emerges from the kitchen, feels the vibe.

MARTHA
Are you sure you won't stay?

ELI
We're sure.

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

SOLARA
Thank you for the tea.

82 EXT. HOUSE - CONTINUOUS

82

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

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

ELI
Back inside.

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

83 INT. HOUSE - LIVING ROOM - CONTINUOUS 83

George follows them back in, glaring angrily at them.

MARTHA

George? What's wrong?

GEORGE

A whole convoy of armed
degenerates, that's what's wrong.
And they led them right to us.

Martha 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.

MARTHA

Oh dear. And I just set out the
good china.

She goes to the coffee table, begins gathering up the
delicate china tea service onto its tray. Solara watches,
dumbfounded, as she carries it to the kitchen and carefully
puts everything away in the cupboards. Cool as a cucumber.

ELI

Do you have any more weapons?

George 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.

George pulls out a SHOTGUN, checks the pump action.

SOLARA

Where did you get all this?

GEORGE

Off them who came looking to take
this place from us.

Martha returns from the kitchen and peruses the weapons
cache. Selects for herself an AK-47. The sight of this
elderly housewife with an automatic assault rifle is surreal.

George offers a .44 MAGNUM to Solara.

GEORGE
Do you know how to fire a gun?

SOLARA
Of course.

George turns to Eli.

GEORGE
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.

GEORGE
Never mind.

84 EXT. HOUSE - CONTINUOUS

84

Carnegie steps forward.

CARNEGIE
(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.

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

85 INT. HOUSE - LIVING ROOM - CONTINUOUS

85

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

The disco music plays.

CARNEGIE (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.

86 EXT. HOUSE - DAY 86

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

REDRIDGE
They ain't comin' out.

Carnegie 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 a few yards from Redridge.

Carnegie 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!

Carnegie drops to the dirt, Redridge dives across the trunk of the pick-up truck into cover as THE CLAYMORE EXPLODES, SHATTERING EVERY WINDOW OF EVERY VEHICLE. The GMC van 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.

CARNEGIE
Return fire!

Carnegie 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.

87 INT. HOUSE - LIVING ROOM - CONTINUOUS 87

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

Martha lets rip with a burst from her AK-47, peppering Carnegie's vehicles. Carnegie's men RETURN FIRE, blowing out windows and showering Solara with glass.

Solara shoots cautiously. Brave but not practiced.

SOLARA

Eli?

MORE GUNFIRE splinters the window frame above his head.

ELI

What?

SOLARA

That voice you heard, 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, George has been listening to this exchange.

GEORGE

What about us?

BEAT.

ELI

He didn't mention you.

BEAT. George chambers a round and RESUMES FIRING.

88 EXT. HOUSE - CONTINUOUS 88

Redridge races between the vehicles, ducking from gunfire until he makes it to the back of the pickup truck. Pulls a ROCKET-PROPELLED GRENADE LAUNCHER out from the flatbed.

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

89 INT. HOUSE - CONTINUOUS

89

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

GEORGE
Martha? Martha!

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.

George 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. George 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.

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

90 EXT. HOUSE - CONTINUOUS

90

Redridge moves between the cars again, staying behind cover.

CARNEGIE
We got any more of those?

REDRIDGE
That was it.

CARNEGIE
All right, screw this. Break out the shredder!

Redridge jumps into the bank truck and fires up the engine. Throws it into gear and pulls a 180, orienting the rear of the truck toward the house.

Carnegie's gunmen CEASE FIRE as Redridge throws the truck into reverse and BACKS UP toward the house. For a moment there is only the surreal sound of the truck's reverse signal BEEP BEEP BEEPING as Redridge steers it into position.

91 INT. HOUSE - CONTINUOUS 91

Solara peers out from behind a broken window, watches in puzzlement as the bank truck backs up to the house.

SOLARA
What're they doing?

ELI
Nothing good.

92 EXT. HOUSE - CONTINUOUS 92

Redridge kills the engine. Nothing but EERIE SILENCE for a moment. Nobody moves. And then the truck's rear doors are THROWN OPEN from within. Revealing two men crewing an OLD HAND-CRANKED GATLING GUN mounted in the cargo bay.

93 INT. HOUSE - CONTINUOUS 93

Solara's heart almost stops when she sees it.

SOLARA
Oh, no...

94 EXT. HOUSE - CONTINUOUS 94

The gun crew goes to work. The LOADER slotting a brass magazine into the top-loading chamber. The GUNNER turning the firing crank. The ominous MECHANICAL SOUND of the gun cranking up to firing speed.

95 INT. HOUSE - CONTINUOUS 95

ELI
Get down!

Eli LEAPS ONTO SOLARA, throwing her to the ground as the gatling gun LETS LOOSE. The large-caliber rounds TEARING THE FRONT OF THE HOUSE TO PIECES.

It's all Eli can do to keep Solara pinned to the ground and shielded with his body as the relentless barrage of gunfire shred and splinters everything around them.

96 EXT. HOUSE - CONTINUOUS 96

Carnegie watches as the gatling gun turns the front of the house into swiss cheese.

After what seems like an eternity, the magazine runs empty. The gun winds down, smoke wisping from multiple barrels.

The front of the house has been almost entirely SHEARED OFF. The kitchen and living room exposed like a doll's house with its front facade removed.

No sign of movement inside the house. Carnegie nods to Redridge, who cocks his rifle and leads his men forward.

97 INT. HOUSE - CONTINUOUS

97

Eli rolls off Solara, coughing and spluttering from the brick dust and debris. Solara starts to get up, looking around. Horrified when she sees:

GEORGE slumped against the wall, riddled with bullets. Blood pooling out onto the floor. In the background, the gramophone record begins to SLOW as the crank winds down, the music droning slower... and slower... finally to a dead stop.

Eli hauls Solara to her feet.

ELI

Come on. We're going out the back.

As he helps her towards the rear, we hear the sound of MULTIPLE GUNS COCKING. They turn to see CARNEGIE'S GUNMEN ENTERING THE HOUSE, stepping through its shredded facade.

Eli's hand inches toward his sword. Redridge steps out from among the gunmen, rifle trained right at him.

REDRIDGE

Go ahead and try it, old man. You ain't that fast.

98 EXT. HOUSE - DAY

98

Eli is shoved out of the house at gunpoint and marched along the garden path.

Redridge has Solara by the arm, and likes it.

Eli has been stripped of his weapons and backpack. Carnegie faces him and puts the barrel of his pistol against Eli's goggle lens.

CARNEGIE

Where's the book?

BEAT. Eli doesn't answer. Carnegie cocks the pistol.

CARNEGIE

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.

CARNEGIE GUNMAN #3

It ain't here.

CARNEGIE

This is your last chance. Give it up or I swear I'll bury you out here.

Still no response from Eli. He's not going to budge.

CARNEGIE

Have it your way.

Carnegie's finger tightens on the trigger. Eli doesn't flinch, but Solara wrestles herself free from Redridge's grip, crosses to Carnegie. Begging him:

SOLARA

Please don't do this.

Carnegie backhands her, hard. Stunned, Solara drops to her knees.

ELI

Leave her alone.

Carnegie realizes how to play this now. HE HAULS SOLARA TO HER FEET by her hair. She yelps in pain, struggling.

Redridge steps forward, not happy about this.

CARNEGIE

Now let's try this again. Tell me where the book is, or she dies.

Carnegie knows he finally has him over a barrel. Eli closes his eyes, turning inward, muttering his mantra to himself. Trying to remain strong.

ELI

(sotto)

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

Eli's voice too low for Carnegie to hear what he's saying. He just hears him muttering to himself.

CARNEGIE

I know what you're thinking. She's practically my daughter. I'll never do it.

Carnegie COCKS THE PISTOL at Solara's head.

CARNEGIE

Like you said...one way to find out.

A tense BEAT... and finally Eli relents.

ELI

It's in the back of the TV.

Solara looks at Eli, shocked - she can't believe it.

Carnegie motions to one of his men.

CARNEGIE

Go check the TV.

The gunman just stares at him blankly. Carnegie sighs.

CARNEGIE

The box with the glass front in the living room! Go!

Redridge heads back inside the ruined house.

99 INT. HOUSE - LIVING ROOM - DAY

99

The back panel of the TV is BROKEN OFF with a blow from a rifle butt. Eli's bible falls from inside, onto the floor.

REDRIDGE

About fucking time.

100 EXT. HOUSE - DAY

100

Redridge re-emerges, holding the book aloft.

Solara looks aghast as Redridge brings the book over so Carnegie can see it. He runs his hands over it, the prize finally his.

Carnegie's triumph is unbearable to watch.

CARNEGIE

Ask and you shall receive... God is good, is he not?

ELI
All the time.

The lack of any reaction from Eli or the sense that he has been "broken" irritates Carnegie. He gets in Eli's face, determined to get some kind rise out of him.

CARNEGIE
But where is He now? Hmm? Where's
your Almighty God now?

BEAT. Eli lowers his head and...

ELI
He who dwells in the secret place
of the most high shall abide under
the shadow of the Almighty.

Carnegie watches him, perplexed. And a little amused.

ELI
Surely he shall deliver you from
every snare, and from every plague.

Carnegie is beginning to tire of this.

CARNEGIE
You done yet?

ELI
His truth shall be your shield and
rampart. You shall not fear the
terror of night, nor the arrow that
flies by day.

CARNEGIE
Are you done?

ELI
A thousand may fall by your side,
and ten thousand at your right
hand, but it shall not come near
you.

Carnegie finally loses patience. Raises the pistol at Eli.

CARNEGIE
Are you done?

He FIRES. A single shot into Eli's stomach. Solara SCREAMS as Eli slumps to his knees in agony.

CARNEGIE
Yeah. You're done.

SOLARA
YOU BASTARD!

Solara LUNGES at Carnegie, clawing at him like a wildcat and SCRATCHING HIM ACROSS THE FACE. Carnegie whirls, pistol whips her. She sags. Carnegie points at Redridge, nods. Solara is his.

CARNEGIE
Put her in the car before I do something!

Redridge drags Solara toward the car.

Carnegie KICKS ELI IN THE CHEST, knocking him flat on his back. With the bible tucked under his arm, Carnegie sneers down at Eli, who is crumpled up around his gut wound.

CARNEGIE
The Lord giveth, and the Lord
taketh away...

As Carnegie's gunmen gather up Eli's things, Carnegie gets down low on the ground by Eli's side, face-to-face with him. Close enough for Eli to feel his breath on his face.

He looks Eli square in the eye.

CARNEGIE
Pray for me...okay? I mean it.

Impossible to tell if he is sincere. He holds his gaze on Eli for another moment, then stands and walks away as Redridge bundles Solara into the back of the four-door pickup truck.

The convoy -- what's left of it -- heads back to town.

101 EXT. HOUSE/INT. PICKUP TRUCK - DAY 101

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.

102 INT. PICKUP TRUCK - LATER - DAY 102

Solara sits in the back seat behind the driver. Numb. Redridge casually examines the blade of Eli's sword - another trophy. He turns to Solara.

REDRIDGE

I've seen a lot of gunshot wounds.
The ones in the gut are the worst.
They hurt real bad and you die
slow.

Solara glares at him with disgust. Redridge goes back to admiring the sword.

Solara reaches surreptitiously into her pocket... and retrieves the SPOOL OF WIRE from Eli's bow. She unspools it, pulling her sleeves down over her hands to protect them and gripping the wire tight at both ends.

And then she LUNGES FORWARD. Whipping the wire 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.

103 INT. BANK TRUCK - DAY

103

In Carnegie's vehicle, Hoyt sees the Pickup veering erratically in the rear-view mirror.

HOYT

What the hell...?

The Pickup careens across the road and ROLLS, ROLLS AGAIN, before it finally comes to a smoking and buckled heap in the center of the road.

103A EXT. ROAD - DAY

103A

Carnegie's bank truck and the Bronco pull hard U-turns and head back down the road toward the pickup.

104 EXT. PICKUP TRUCK - DAY

104

Solara kicks open the truck's rear door and staggers out onto the asphalt, banged-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 vehicles. 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. Hoyt sees it coming and grabs the wheel, THROWING IT HARD OVER. The bank truck swerves off the road in a great cloud of dust.

The grenade rolls directly beneath the oncoming Bronco and EXPLODES, blowing it to kingdom come. It crashes back down onto the road, a burning wreck.

Solara climbs into the pickup's driver's seat as Carnegie's vehicle spins its wheels, caught in a ditch fifty yards away.

104A INT. PICKUP TRUCK - DAY 104A

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 starts up the battered Pickup, pulls a U-turn and drives unsteadily away down the road, back the way they came.

104B INT. BANK TRUCK - DAY 104B

Hoyt throws the car into reverse and it finally lurches out of the ditch back onto the road.

HOYT

We barely got enough gas to make it back.

(beat)

You wanna go after her?

Carnegie fiddles with the lock on the bible. He can't open it without breaking it. He leaves it for later.

CARNEGIE

No.

Hoyt turns the car around and heads back toward town.

105 EXT. ROAD - DAY 105

The Pickup 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 pickup accelerates forward.

105A INT. PICKUP TRUCK - DAY 105A

Solara drives with total concentration. She's never done this before. She's never done any of this before.

106 EXT. HOUSE - DAY 106

George and Martha's house. The Pickup approaches in the distance.

106A INT. PICKUP - DAY 106A

Solara slows, frowns, looks, looks again.

Eli's body is gone.

106B EXT. HOUSE - DAY 106B

Solara leaps out of the Pickup, grabbing the sword, a canteen and Eli's medical kit, and sprints into the ruined house.

106C INT. HOUSE - DAY 106C

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.

106D EXT. ROAD - DAY 106D

The Pickup heads west.

106E INT. PICKUP - DAY 106E

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.

106F EXT. ROAD - DAY 106F

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 Pickup approaches behind him, silently.

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.

SOLARA

I guess now we're even.

Eli smiles. Solara laughs a little, the tears running down her cheeks.

Eli keeps his hand clamped over the bloody gunshot wound in his abdomen. It's clear that each faltering step causes him pain, but it doesn't stop him. Slowly, he limps back to the road, toward the setting sun.

SOLARA

Where are you going?

ELI

Same as always. West.

She watches as he walks back toward the road.

SOLARA

Eli!

He stops, turns back.

SOLARA

We don't have to walk.

She gestures to the pickup truck idling behind her.

107 EXT. HIGHWAY/INT. PICKUP - DAY

107

Solara drives, Eli cleans and dresses his wound. Solara looks troubled, upset by something.

SOLARA

I'm sorry.

ELI

For what?

SOLARA

This is all my fault. If I hadn't come with you...

ELI

It's not your fault. I did what I had to.

SOLARA

I didn't think anything could make you give up your Bible. I thought it was too important.

BEAT as Eli thinks about this.

ELI

All those years I carried it, read it every day. And I got so caught up in keeping it safe, I never 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.

Eli reaches into his coat, pulls out his precious iPod. Fumbles it into the dusty dock on the dash.

ELI

You want to hear some music--

SOLARA
 (immediately)
 --Yes.

The iPod screen lights up. Eli works the click-wheel, finding the piece he wants. Thumbs up the volume.

MUSIC FILLS THE CAR. Glorious, towering, emotional. Solara's eyes widen. She's never heard anything so beautiful.

Eli just leans back against the headrest and listens.

108 EXT. CALIFORNIA ROAD - DAY 108

THE MUSIC CONTINUES as the pickup arrives at a T-junction and comes to a stop. The rusted sign indicating SAN FRANCISCO to the left, PETALUMA to the right.

SOLARA
 Which way do we go?

ELI
 Remember what I told you?

BEAT. And then Solara remembers:

SOLARA
 We walk by faith, not by sight.

Solara considers her choices, left or right. And picks one. She turns left, headed toward San Francisco.

109 EXT. HIGHWAY 101 - DAY 109

The pickup drives along the highway.

110 EXT. HIGHWAY 101/INT. PICKUP - CONTINUOUS 110

Eli smells something. Winds down the window and takes a deep breath. Something encouraging about the smell. He smiles.

ELI
 You smell that?

SOLARA
 What?

ELI
 Salt in the air. We're close to the ocean. We're almost there.

111 EXT. SAN FRANCISCO GOLDEN GATE BRIDGE - DAY 111

The once-great structure has partially collapsed from decades of neglect and disrepair. The span sags and hangs low over the ocean, the asphalt cracked and ruptured.

The pickup drives slowly across the bridge, weaving carefully between the burned-out vehicles that litter the road.

CRANE UP TO REVEAL SAN FRANCISCO BEYOND - or the little that remains of it. The city has been almost TOTALLY DESTROYED - the iconic TRANSAMERICA PYRAMID reduced to a buckled and fire-blackened iron skeleton.

112 INT. PICKUP TRUCK - CONTINUOUS 112

As Solara drives, she can't help but peer up at the massive bridge. Like nothing she's ever seen. But as she looks back to the road, she GASPS - and quickly SLAMS ON THE BRAKES.

The pickup has stopped just inches short of where the bridge's roadway has COLLAPSED INTO THE OCEAN. An entire mid-section of span just GONE.

Eli and Solara get out of the car.

Eli stops, suddenly, mid-span. Feels something deep inside himself.

SOLARA

What?

He turns toward 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.

Eli and Solara make their way across the bridge's PEDESTRIAN FOOTPATH - separate from the vehicle roadway and still mostly intact, but still dangerously unstable.

113 EXT. SAN FRANCISCO CRISSY FIELD - DAY 113

A verdant grass plain bordering the bay. A DENSE FOG rolling in from the ocean, blanketing the Golden Gate Bridge.

Solara is amazed as they trek across the grassy field.

SOLARA

What is this?

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.

They arrive at the coastline. Looking out across the fog-shrouded bay. Eli stops at the edge, gazing out.

ELI

Come on.

Eli points out across the bay. Solara squints, trying to see what Eli is talking about.

And there it is. The blanket of fog passing over the water dissipates just enough to reveal it to us.

114 EXT. ALCATRAZ ISLAND 114

It appears almost mythic. A modern-day Avalon, shrouded in ethereal fog. Breathtaking. The "promised land" Eli has sought for so many years. A tattered STARS AND STRIPES still flutters in the breeze atop the prison lighthouse.

Eli can barely hide his anticipation. All these years, all that hardship, and now he's finally so close he can taste it.

SOLARA

That's it? That little island?

ELI

That's it.

115 EXT. SAN FRANCISCO MARINA COASTLINE - DAY 115

The water level in the bay is MUCH LOWER than we're used to. The lowest of low tides leaving great CARGO SHIPS and OIL TANKERS marooned on the beach. As Eli and Solara walk among them, the huge ships loom over them like monoliths. It creeps her out.

As they reach the water's edge, they find a SMALL ROWBOAT beached there. Together, they push it out onto the water and leap inside.

116 EXT. SAN FRANCISCO BAY - SUNSET 116

Solara rows them across the bay. Alcatraz visible through the creeping fog behind her. Eli takes a moment to rest, the shattered San Francisco skyline receding behind him.

117 EXT. ALCATRAZ ISLAND - SUNSET 117

The boat approaches the island's heavily fortified WHARF.

A GUARD in paramilitary fatigues, posted at the dock, sees them coming out of the fog, trains a rifle on them.

ALCATRAZ GUARD

That's far enough!

Eli shows that his hands are empty.

ELI

My name is Eli. 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 closer 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:

ALCATRAZ GUARD
Come on in. Slowly. Be prepared to
surrender any weapons at the dock.

Eli nods and Solara rows them into the wharf.

118 INT. ALCATRAZ - MAIN GATES - CONTINUOUS 118

The heavy iron gates creak open. As Solara and Eli pass through into the main courtyard, they 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.

SOLDIER
They're clean.

The soldiers before them part - to reveal an ELDERLY MAN wearing spectacles. He wears Kevlar body armor over his tweed jacket and tie. Professorial, academic.

He approaches, shakes Eli's hand vigorously - very excited.

LOMBARDI
I'm Professor Lombardi. I'm the
curator here.

ELI
Eli.

SOLARA
Solara.

LOMBARDI
Is it true what they tell me? You
have a King James Version?

ELI
Been carrying it with me for thirty
years.

Solara looks at Eli, still puzzled. Lombardi tries to contain his excitement.

LOMBARDI
Let's go inside and take a look at
it, shall we?

He leads them across the courtyard toward the main cellblock.

119 EXT. VALLEY TOWN - MAIN STREET - TWILIGHT 119

Carnegie's bank truck drives back into town and comes to a halt outside the Orpheum.

Carnegie emerges, carrying the Bible. Very pleased with himself. Walks up to the Orpheum, goes inside.

120 INT. ALCATRAZ - CELL BLOCK - TWILIGHT 120

What was once a cell block has been converted into some kind of IMMENSE MUSEUM. Stacked floor to ceiling with books, paintings, sculpture and other cultural artifacts.

Lombardi shows Eli and Solara around. Eli's working hard to hide the pain his wound is causing him. Behind them, a pair of ARMED GUARDS follow closely.

LOMBARDI

We've been doing this for some time now. Collected over thirty thousand volumes of literature and reference works along with all kinds of artistic works and other cultural artifacts. We even have a printing press that we hope to have operational soon.

ELI

You turned this whole place into a museum?

LOMBARDI

Oh, it's much more than that. This is where we're going to start again. One day soon, when we're ready, we're going to teach the people out there about the world we lost, and show them how to start rebuilding it. We've spent the past decade collecting everything you see here, to ensure we have the proper foundation.

Solara surveys the endless stacks and shelves of books with a sense of wonder and awe. She's never seen anything like it.

LOMBARDI

Complete works of Shakespeare, a Britannica that's missing only a few volumes, some Mozart and Wagner recordings in very fine condition...

(MORE)

LOMBARDI (cont'd)
 but never a Bible, until now. We
 thought they'd all been burned
 along with most of the other
 religious texts.
 (beat)
 May I ask what condition it's in?

ELI
 It's a little beat-up. But it'll do
 the job.

LOMBARDI
 Well, let's take a look.

Lombardi 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 wound.

ELI
 Is there someplace we could sit?

LOMBARDI
 Of course.

121 INT. ORPHEUM - CARNEGIE'S OFFICE - NIGHT 121

Carnegie sits at his desk as the town's ENGINEER works on
 picking the Bible's brass lock with a set of tools. Carnegie
 watches anxiously.

CARNEGIE
 Be careful with it!

ENGINEER
 Almost got it...

CLICK! The lock snaps open. The engineer goes to open the
 cover but Carnegie snatches 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.

CARNEGIE
 What the fuck...?

122 INT. ALCATRAZ - COMMON ROOM - NIGHT 122

Eli, Solara and Lombardi sit at a table. The two armed guards
 keep watch nearby.

ELI

Do you have something to write
with?

LOMBARDI

Of course.

He pulls a pencil from his pocket, motions to a guard.

LOMBARDI

Could you bring us some writing
paper, please?

The guard nods and moves toward the door. As he does so:

ELI

Bring a lot of it.

123 INT. ORPHEUM - CARNEGIE'S OFFICE - NIGHT

123

Carnegie looks at the open Bible, jaw hanging loose, his
complexion ashen. Like he's just been slapped in the face.

ENGINEER

What is it? What's wrong?

Carnegie looks up from the book, in utter disbelief.

CARNEGIE

He can't be... it's impossible!

124 OMITTED

124

125 OMITTED

125

126 INT. ALCATRAZ - COMMON ROOM - NIGHT

126

The guard returns, bringing a THICK SHEAF OF WRITING PAPER to
the table, sets it down by Lombardi. Eli turns his attention
back to him.

ELI

Are you ready?

LOMBARDI

What exactly am I writing?

ELI

Pay close attention and write down
every word exactly as I say it.

126A INT. ORPHEUM - CARNEGIE'S OFFICE - NIGHT 126A

Carnegie sits at his desk, still in shock. Eli's Bible sits open on the desk before him.

A BRAILLE BIBLE.

126B INT. ALCATRAZ - COMMON ROOM - NIGHT 126B

BEAT as Eli takes a deep breath. Ready to begin.

ELI (CONT'D)

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.

Lombardi hurriedly writes down every word.

127 INT. ORPHEUM - CARNEGIE'S OFFICE - NIGHT 127

Carnegie is still sitting behind his desk in total shock when Claudia is ushered in by a guard. The guard leaves.

CLAUDIA

Where's Solara?

CARNEGIE

Forget about her.

Carnegie pushes the Bible across the desk towards her.

CARNEGIE

Read it to me.

As Carnegie 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 fingers explore the raised bumps and dots.

Carnegie gets ready to write. Claudia Shakes her head, no.

CARNEGIE

I'm sorry. It's been so long. I
don't remember.

Carnegie SNAPS. He grabs Claudia by the hair and YANKS HER TO HER KNEES. She cries out in pain as he drags her to the desk and opens the Bible before her, pushing her face down toward the pages.

CARNEGIE

Read it!

Claudia struggles with all her might, eventually wresting free of his clutches and pulling away. She backs away across the room, pulling a SNUB-NOSED REVOLVER from her waist. Her hand trembling as she cocks the pistol and trains it across the room toward Carnegie.

BEAT. Carnegie freezes in Claudia's gunsights. It appears that she now has the upper hand... or does she?

Carnegie begins to make his way around the room toward her. Careful not to make any sound that might alert her to his position.

Claudia jerks the gun blindly around the room. Sensing something, she FIRES, but misses Carnegie by a wide margin.

She FIRES AGAIN, shattering a lamp. All the while Carnegie creeping ever closer.

Carnegie is now just a few feet away. Moving quietly enough that even at this close range, Claudia can't detect him.

He reaches out for the gun. Just one more step...

...Claudia FIRES.

The bullet HITS CARNEGIE IN THE SHOULDER. Knocking him back. He reacts less in pain and more in surprise and anger. This is no longer a game, no longer amusing.

Suddenly enraged, Carnegie RUSHES CLAUDIA, knocking her to the ground. As the gun skitters across the floor, the two are engaged in a HAND-TO-HAND STRUGGLE.

She bites and claws and scratches viciously at him, her blindness no longer a disadvantage in this close-quarters grapple.

Her hands feel the wet blood around Carnegie's shoulder and she JAMS HER FINGERS into the wound. He cries out in pain and recoils. But Claudia won't let him go, on top of him now like a rabid animal, Carnegie trying hopelessly to fight her off.

She PUSHES HER THUMBS INTO CARNEGIE'S EYES, plunging them deep as he thrashes and wails helplessly.

Only when he has no strength left, lying blinded and murmuring incoherently does she climb off him. She scrambles back across the floor away from him, breathing hard. Rage finally subsiding.

WE PULL UP AND OUT from this scene as we hear:

ELI (V.O.)

Dear Lord. Thank you for giving me the strength and the conviction to complete the task you entrusted to me.

128 INT. ALCATRAZ - COMMON ROOM - NIGHT

128

Some considerable time later. Great stacks of paper have been filled with Lombardi's handwriting.

Lombardi'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 weaker now than ever. Close to death.

ELI (V.O.)

Thank you for guiding me straight and true, through the many obstacles in my path.

129 OMITTED

129

130 EXT. ALCATRAZ - EXERCISE YARD

130

The prison yard shrouded in the dim light just before dawn.

ELI (V.O.)

And for keeping me resolute when all around seemed lost.

Solara crosses the yard. She looks different now. More mature. Her hair cut short.

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 WOODEN GRAVE MARKER. She kneels and places a SINGLE FLOWER on the grave.

The grave marker reads simply: "ELIJAH".

131 INT. ORPHEUM - CARNEGIE'S BEDROOM - PRE-DAWN 131

Lit only by the pale moonlight, barely enough to see by.
Claudia sits alone in bed, reading Eli's Bible.

ELI (V.O.)

Thank you for any good that I have
done. And I'm sorry about the bad.

She runs her fingers across the pages. And though we can
barely see in the dim light, we see the smile on her face as
her lips mouth the words as she reads them. The joy.

132 EXT. ALCATRAZ - EXERCISE YARD - DAWN 132

Solara prays over the grave. We see now that she wears Eli's
brass BIBLE KEY around her neck.

Lombardi appears behind her. She stands.

LOMBARDI

You know, you don't have to leave.
You're welcome to stay here with
us. You'll be safe.

SOLARA

Thanks. But this is something I
gotta do.

LOMBARDI

Is there anything more we can get
for you?

She unhitches Eli's SAWED-OFF SHOTGUN, opens it up to check
both barrels are loaded. Closes up the chambers with a
confident flick of the wrist.

SOLARA

No. I've got everything I need.

LOMBARDI

Where will you go?

She looks out over the island, toward the mainland. There is
a determined, purposeful look in her eye.

SOLARA

Home.

133 EXT. ALCATRAZ ISLAND - DAWN

133

The iron gates grind open. Solara emerges from inside, steps out onto the island rock. Dressed now in a flak jacket, combat pants and boots. Eli's old pack and sword slung across her back. His goggles hang loose around her neck.

She reminds us a little of him. Determined and strong.

ELI (V.O.)

Thank you for the friend I made.
Please watch over her as you
watched over me.

She puts on Eli's goggles and heads toward the dock.

134 INT. ALCATRAZ - CELL BLOCK - DAWN

134

Lombardi makes his way down the cell block, past the endless bookshelves. Carrying a book identical to Solara's.

We catch glimpses of some of the other books preserved here as Lombardi 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.

He stops by one of the shelves and slides the book back into place in the gap between copies of the TORAH and the KORAN.

The spine reads:

"HOLY BIBLE - NEW KING JAMES VERSION - ALCATRAZ PRESS"

135 EXT. GOLDEN GATE BRIDGE - DAWN

135

Solara walks alone back across the Golden Gate bridge...

ELI (V.O.)

Thank you for finally allowing me
to rest. I'm so very tired. But I
go now to my rest, at peace.
Knowing that I have done right with
my time on this earth.

136 EXT. DESOLATE DESERT WASTELAND ROAD - DAY

136

...and back onto a desolate road leading off into the desert 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 rising on the horizon. Headed east, with the sound of music in her ears.

ELI (V.O.)
I fought the good fight. I finished
the race.

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.)
I kept the faith.

She grows smaller and smaller as she walks into the distance,
until she is consumed by the rising sun and we

FADE OUT.