

THE DARKEST HOUR

by
Jon Spaihts

Based on the script by
M.T Ahern & Leslie Bohem

THE JACOBSON COMPANY
TIMUR BEKMAMBETOV

NOVEMBER 30, 2008

FADE IN:

EXT. MOSCOW STREET - PRE-DAWN

A blast of fire blows out a row of windows seven stories above the street.

Shattered glass rains down through the fire escape, clinking and chiming from step to step -

- and showering FOUR YOUNG PEOPLE racing down the metal stairs. Running so fast they're almost falling.

REX, 24, pulls NATALIE, 19, along by the hand. Rex carries a fire axe. Natalie is empty handed: covered in gray ash. She's weeping, blind with some terrible grief.

Hard on their heels are VIKA, 16, a waifish girl, and SEAN, 20, a slim youth carrying an old-fashioned transistor radio.

ON THE STREET

They hit the pavement and lurch immediately into a run, wild-eyed and breathing hard.

The street around them is dark. Every streetlight and traffic light dead. Only the building behind them glows: with fire - and an EERIE ELECTRICAL FLICKER from its dark windows.

They run desperately, not looking back. Natalie staggers and falls. Rex rushes to her side. Helps her up. She's coming apart at the seams.

NATALIE

I can't. I can't.

VIKA

(in Russian)

Look at the lights.

The others look at her, not understanding. She points.

They look up. The streetlights above them flicker dimly. Dread fills their faces.

SEAN

They're coming.

The radio in his hands begins to HISS with static.

REX

They're here.

They run again. Away from us, into the dark.

We rise as they disappear into the night. Taking in shattered shop windows. Abandoned cars. Empty streets thick with dust.

We rise above the rooftops - an ink-black landscape of spires and towers. Lightless. Deserted. A dead city.

It's just before dawn.

We fly across Moscow. And as we fly, the city transforms.

The sky fills with daylight. The deathly silence erupts into the hum and roar of a living city. Traffic floods the streets. Crowds pack the sidewalks. It's beautiful.

SUPER: THREE WEEKS EARLIER

This is MOSCOW. The beating heart of a booming superpower. Once the showpiece of Tsars, now the playground of new-money billionaires. The city pulses with wealth and energy.

On billboards: exotic Russian models and slogans in Cyrillic script. Familiar Western brands beside alien Russian logos.

A RENTAL MERCEDES pushes through the crowded streets.

The driver wears a sharp black suit. His hair is perfect. He's the young man we saw in the opening scene - blissfully unaware of what the future has in store for him.

This is REX HALLEY, 24, an American entrepreneur very far from home. He's bright, hungry, and fearless: you can hear the gambler's rush in his voice.

He has a Blackberry clamped to his ear.

REX (CONT'D)

Dad, the deal's closing. I'm on my way to the signing. Your son's a rich man.

(exploding)

Yes I know what I'm doing!

(he laughs)

Forget dinner. I'll buy you a house.

(frowning)

Dad, that doesn't happen anymore.

This is the New Russia. Okay. Bye.

Rex hangs up. Takes a deep breath, steadying himself. His car disappears down the street.

A RUSSIAN MILITIAMAN on horseback rides into the street behind him, a wooden baton on his hip. His name is MATVEI.

Matvei stops traffic as a pack of American tourists crosses the avenue. They're overweight and sloppily dressed, chattering loudly and gawking at the sights.

Matvei watches them pass and shakes his head in disgust.

MATVEI
Amerikantzi.

EXT. FACTORY - PARKING LOT - DAY

Rex's rental car sits outside a rusting factory beside a row of luxury sedans. Uniformed drivers sit smoking and waiting.

INT. FACTORY - CONFERENCE ROOM

An old factory floor converted into a modern meeting space. Charts and graphs stand around on easels.

Rex stands with three RUSSIAN BUSINESSMEN and a RUSSIAN GENERAL. They are stout and gruff, in expensive suits. Beside them, a pretty young TRANSLATOR.

They're looking at a tabletop map of Moscow: the Moskva River meandering through the city's heart.

On the map: industrial facilities outside the city are represented by tiny models. Factories, military bases, power stations and refineries.

The General leans over the map, scowling darkly. He points.

REX
Is there a problem?

The pretty translator relays his words in Russian.

But the General has only noticed a tiny ANT. He crushes the insect with his fingertip, leaving a red smear on the map.

TRANSLATOR
No problem.

AT THE CONFERENCE TABLE

The businessmen and Rex sit around an old steel workbench re-invented as a conference table.

A contract lies in front of each of them. Solemnly they sign. Rex looks around the table. Grins in triumph.

REX

The Consortium is created. We are
now the board of directors.

Businessman #1 rattles off a sentence in Russian. Rex doesn't understand, but he recognizes his name.

The General speaks a single Russian word in answer. And suddenly all the Russians raise their hands solemnly.

Businessman #1 nods and says something that sounds terribly final.

Rex looks at the translator in confusion.

REX (CONT'D)

What's going on?

TRANSLATOR

They just voted you off the board.

REX

(laughing nervously)

That's...that's...you're joking.

She's not joking. The businessmen rise from their chairs.

Rex's smile vanishes. He riffles through the pages of the contract he just signed.

EXT. INDUSTRIAL BUILDING - PARKING LOT

Rex shouts at the businessmen as they climb into their cars. He brandishes the contract in his hand.

REX

I paid for the surveys! I paid for
the lawyers! I put ninety grand on
credit cards! It's MY IDEA!

BUSINESSMAN #1

(in perfect English)

You're a smart boy, Rex. Welcome to
Moscow.

He gets into his limousine. The cars pull away one by one - until only the translator remains. She looks at Rex sadly.

TRANSLATOR

They planned the whole thing right
in front of you.

REX

Why didn't you say something?

TRANSLATOR

Next time, you pay the translator.

She gets into her car and drives off.

Rex stares in disbelief at the rumpled contract in his fist. He pounds on the roof of his rental car in a tantrum of rage.

RED SQUARE

The ancient heart of Moscow. Legendary landmarks: Saint Basil's Cathedral, Lenin's Tomb, the Kremlin, the Kazan Cathedral, the Iberian Gate.

Tourists from around the world flood the vast plaza.

A RUSSIAN FAMILY crosses the Square. The parents deep in conversation. They are followed by daughter VIKA, 16, a dark-eyed goth girl.

Vika is the young Russian girl we saw in the opening scene.

Here she is safe and sound - but being tormented by her three brothers: they tug on her hair and flick her ears.

Finally Vika spins and punches one of her brothers in the shoulder. He howls in pain.

VIKA'S MOTHER

Vika!

Vika rolls her eyes at the injustice of it all.

WE VEER AWAY from the family, far across Red Square: among the thronging tourists, we find...

Two beautiful girls, NATALIE and ANNE, both 21, moving through the crowd. Natalie is the young woman we saw in the opening scene, but here she is fresh and fearless.

These are American babes abroad. Backpacking clothes: sun-kissed cheeks and tanned legs. Stylish little knapsacks.

Anne flips through a copy of *Let's Go! Eastern Europe*.

NATALIE

I can't believe we sat through a three-hour play in a language we don't speak.

ANNE

It was Chekhov!

NATALIE

I know! Old stuff and dead guys.
When do we make time for the
living?

Anne drags Natalie toward an ornate palace of white marble on the edge of the square.

NATALIE (CONT'D)

What's this, another museum?

INT. GUM DEPARTMENT STORE - CONTINUOUS

It's a department store. Posh designer shops from end to end.

ANNE

No. This is shopping.

A three-story arcade of marble archways stretches into the distance. Footbridges leap across empty space. A delicate glass ceiling admits the light of the sunset.

NATALIE

Now we're talking.

The girls move through a crowd of Muscovites and tourists. They gape at a couple of Russian girls with long bottle-blond hair, bold makeup, garish leopard-skin coats.

Natalie stops in front of a fashion boutique: pert little dresses, daring tops. Unfamiliar Russian designs.

NATALIE (CONT'D)

Anne, we're getting off the tourist track. This is our stop.

She pulls Anne into the store.

EXT. SHEREMETYEVO INTERNATIONAL AIRPORT - DAY

An American death-metal band hurries out of the terminal, pushing carts loaded with duffels and drum cases. Guitars slung over their shoulders. They are THE BROKEN.

The singer, SKYLER, 27, is their obvious captain: thoroughly rocked out in a leather jacket and skull-faced rings. But his easy humor cuts against his fierce look.

The other band members - ACE, BAM, and CODY - are variations on the rocker theme. They look around anxiously.

SKYLER

We're supposed to be met.

Behind them, another American emerges from the terminal, towing a big rolling suitcase. This is SEAN, 19, clean-cut and dorky in a Warcraft T-shirt. The mouthy brain from the back of the classroom.

CODY
Heads up, dude, it's your friend
from the plane.

Skyler winces as Sean comes over. But there's no escape.

SEAN
Skyler! Hey. Is this the whole
band?

SKYLER
These are the boys.

SEAN
So you play all over the world.

The band members exchange looks. Skyler laughs.

SKYLER
Just here. Can't get signed in the
States, but we sold twenty thousand
records in Russia.

SEAN
That's like me. None of the game
developers back home would hire me.
But the Russians dig my code.

The Broken don't dig anybody's code. They just want out of this dorky conversation.

Down the sidewalk, a scruffy-looking DRIVER stands beside a battered van. He holds a sign that reads simply "BROKEN."

SKYLER
That's our ride.

SEAN
(baffled)
Your ride is broken.

SKYLER
We're the Broken. Name of the band.

He shoves a band flyer into Sean's hand.

SKYLER (CONT'D)
We're playing the Metropolis tonight.
Come catch the show. Bring people.

SEAN

You know how I get a taxi?

But the band's already walking away.

SKYLER

Signs, man. Follow the signs.

Sean looks around at the cryptic signs, lost and bewildered.

AT THE VAN

The Broken survey the shabby vehicle and driver dubiously.

DRIVER

(in Russian, no subtitle)

*Dmitri was meant to pick you up but
he's in jail. I don't speak English.*

The band stares at him in blank incomprehension. The driver starts loading cases into the van.

ACE

This guy could be anybody. He
coulda found that sign somewhere.

BAM

He probably comes to the airport
every day, kills some chauffeur and
takes his sign.

CODY

Then he takes the passengers home
and eats them.

SKYLER

Only after bondage sex. Get in the
damn van.

EXT. MOSCOW - WIDE SHOT

Clouds race across the sky. The sun sets. The lights of the
city flicker to life.

EXT. METROPOLIS - NIGHT

A high-end bar, its name outlined in blue light. A BOUNCER
stands at the door behind a velvet rope: a line of people
waits to get in.

Rex trudges up, hands in his pockets. He bypasses the line
and goes straight to the door. Nods at the bouncer.

BOUNCER

Mr. Halley.

He waves Rex inside.

INT. METROPOLIS - CONTINUOUS

Dark and glamorous and throbbing with exotic house music.

The most exclusive room in Moscow. Power brokers smoke and argue. Club kids mingle with mobsters. Models preen at the bar while financiers circle like sharks.

Rex watches a stout businessman pass by in with FOUR beautiful women on his arms. He heads for the bar.

At the end of the bar stands TESS, 22, a brunette bombshell in designer clothes. She speaks with a posh London accent. She's talking up a gangster-looking dude with a crewcut.

Rex stops beside her.

REX

You speak English.

Tess gives Rex a slow look.

TESS

Yes. And right now I'm speaking English to *this* gentleman.

Gangster Dude bares his teeth at Rex in lieu of smiling. Rex moves along. Not his night.

EXT. MOSCOW STREET

Natalie and Anne trip down the street in high heels and racy club-ready outfits. Anne reads from *Let's Go! Eastern Europe*.

ANNE

"Metropolis. Haunt of local luminaries and ex-pats in the know."

NATALIE

What's the point of dressing up if you walk around with your nose in a guidebook?

Natalie grabs the guidebook and drops it in a trash can. Anne yelps in dismay and goes after it. Natalie pulls her away.

They walk along huffily for a moment.

ANNE

So which way to Metropolis?

NATALIE

You're the navigator.

Anne shrugs innocently.

ANNE

I don't know. If only we had some sort of...*guidebook*.

BACK AT THE TRASH CAN

Natalie leans over precariously in her heels and short skirt: fishes the guidebook out of the trash. She tears out the map pages and drops the book back into the trash.

NATALIE

We'll keep the maps. But only until we get to Metropolis.

SEAN (O.S.)

Metropolis!

The girls look up. Sean stands beside them. His outfit is aggressively uncool. He brandishes The Broken's gig flyer.

SEAN (CONT'D)

That's where I'm going.

Anne smiles, ignoring Natalie's desperate signals to bail.

ANNE

Come with us!

EXT. METROPOLIS - SIDEWALK

Metropolis is jamming. Music thumps behind the doors. A long line of beautiful people waits to get in.

Natalie and Anne walk up with Sean in tow. Sean chatters away: already Anne regrets her invitation.

SEAN

So the Russian gaming scene is like the bleeding edge. They're into story, not just polygon counts and bump-mapping. I've got a big job interview tomorrow.

Anne looks skeptically at The Broken's flyer.

ANNE

And you're friends with these guys.

SEAN

We flew over together.

The girls roll up to the doorman. Natalie bats her lashes and flashes a megawatt smile.

NATALIE

Hello.

The doorman gives the girls a once-over. Clearly approves.

DOORMAN

This way, ladies.
(frowning at Sean)
He is with you?

NATALIE

He knows the band.

She quickly pulls Anne inside.

The doorman slides in front of Sean like a wall. Sean looks up hopefully, holding up his flyer. The doorman points at the line of waiting people.

DOORMAN

(in Russian)
You'll have to get in line, sir.

SEAN

A second ago you spoke English.

INT. METROPOLIS - AT THE BAR

Candles burn along the bartop. Rex sits on a barstool, nursing a drink and scowling at the rumpled contract he signed earlier. Reading and re-reading.

He sneaks a peek at Tess down at the corner of the bar. She catches him looking, and he pulls his eyes away.

Natalie and Anne arrive behind Rex, taking in the scene. A Russian hipster slides up to them.

HIPSTER

(in Russian, no subtitle)
Hey, lovelies. Are you here alone?

ANNE

(sweetly)
No idea what you're saying.

HIPSTER
(in Russian, no subtitle)
What did you say?

NATALIE
You go away now.

The hipster shrugs and sidles off. The girls turn to the bar.

NATALIE (CONT'D)
How do we order?

ANNE
The guidebook had a drink section.
I wonder where it is?

Rex has been observing this exchange. He slides the contract into his jacket. Shoots the girls a smile.

REX
You look lost.

Natalie sizes Rex up and likes what she sees.

NATALIE
Does the bartender speak English?

REX
Yeah, but Russian's faster. What'll you have?

Natalie and Anne exchange a glance. Evening's looking up.

NATALIE
Orange Cosmo.

ANNE
Apple martini.

Rex leans over the bar and rattles out the order in Russian. He sounds fluent: the girls are impressed.

NATALIE
You can really speak!

REX
Just enough for drinks. I'm supposed to be learning but I can't make time. What are your names?

NATALIE
Natalie. This is Anne.

They shake his hand.

REX

I'm Rex.

NATALIE

What are you doing in Moscow, Rex?

REX

You could say I'm going to business school. You?

NATALIE

Visiting a few days.

REX

So you catch all the postcard sights. You take a few pictures that don't look as good as the postcards. And you never see the real Russia.

NATALIE

We found this place, didn't we?

Rex raises his glass to her, conceding the point.

REX

So you did.

TESS (O.S.)

I'll have vodka if you're still ordering.

Rex pivots. There stands Tess. Devastating in her clingy dress. Suddenly Rex is dealing with a serious girl surplus. He goes into damage control.

REX

Natalie and Anne, this is...ah...

TESS

Tess.

(to Rex, intimately)

Vodka, straight. You know the good ones?

REX

I do.

He leans over the bar and talks to the bartender. Anne looks daggers at Tess, who appears to be dagger-proof.

REX (CONT'D)

When you work in finance, it's the mandatory drink.

TESS

Finance.

(suddenly cozy)

Sorry I was short with you before.

I was having an argument and I
didn't want to drag you into it.

What line are you in?

REX

Energy. Resource extraction. Land.

He looks at Natalie and Anne, keen to change the subject.

REX (CONT'D)

What about you? What do you do?

Natalie's not thrilled to be playing second fiddle.

NATALIE

We go to NYU. School of Design.

(to Tess)

You in school?

TESS

(amused by the idea)

No.

ANNE

You work?

TESS

(even more amused)

No.

At the back of the place, a bandstand waits. The Broken
emerge from the back and start setting up their instruments.

NATALIE

Hey, it's the band.

Rex glances at Tess: Tess is staring across the room at the
band. Her neck a smooth line of ivory. He's losing her.

REX

Tess. How long have you...

He trails off as Skyler steps off the stage and walks over.

SKYLER

Hate to interrupt.

(to Tess)

But I have urgent business with you
in the men's room. You want a bump?

TESS

There's no men's room. It's unisex.

SKYLER

Perfect.

He grabs her hand and drags her away. Across the bar, the other band members whoop and shout.

REX

Wow.

NATALIE

What's a "bump?"

ANNE

Did he just ask her to have sex in the bathroom?

REX

Not exactly.

EXT. METROPOLIS

Sean finally gets to the front of the line. Looks hopefully at the bouncer. The bouncer looks right through him - and waves a group of people behind him into the club.

INT. METROPOLIS - BATHROOM

A tiny bathroom, moody and swank. Skyler pulls Tess inside and locks the door.

TESS

You've got a lot of nerve.

Skyler spreads his hands in the air as if to show off his black-painted fingernails. He's wearing a dozen rings.

TESS (CONT'D)

You've got a lot of rings.

He twists one of the larger rings open, revealing a cache of white powder. Tess grabs his fist, leans in and snorts the lot right out of the ring. Skyler's eyes widen.

SKYLER

All right.

He opens another ring and helps himself. They stare at each other as sex fills the air like a visible fume.

TESS

You didn't tell me you were coming to Moscow.

SKYLER

Tess. I'm coming to Moscow.

She punches him hard in the shoulder.

TESS

Bastard. You don't deserve me.

She grabs him and kisses him hard. He presses her back against the wall, pulling her skirt up. She shoves him off.

TESS (CONT'D)

Pace yourself, rock star. The night is young.

BACK OF THE BAR

Anne stands in the bathroom line: snooping. She leans close to a bathroom door, almost putting her ear to it.

The door opens: she jumps back.

Skyler and Tess come out, straightening their clothes, and vanish into the crowd. Anne watches them go with naked envy.

AT THE BAR

Rex and Natalie sit talking. They've gotten past the flirting and sparring and found a real connection.

REX

Honestly, it was genius. I put together a billion-dollar business out of nothing but rusting military bases and factories.

NATALIE

And they voted you out.

REX

Cut me out of my own deal.

NATALIE

So you're not very good at this.

Rex bursts out laughing. Natalie grins back.

REX

Maybe not. But it won't stand. It can't stand. I've got my lawyers on it. I'll get back in the game.

Natalie shakes her head in real admiration.

NATALIE

You go, tiger. Hey, look.

She points across the bar: Skyler and Tess are joining the rest of Skyler's band.

NATALIE (CONT'D)

Props to Tess. I thought she was a gold-digger, but apparently she's all about the adventure.

(to Rex, teasing)

Your loss.

REX

(smiling back at her)

I'm doing just fine.

FLASH!

A VOLTAGE SURGE hammers Metropolis. The speakers cough static. The lights FLARE and burn themselves out.

THE PLACE GOES DARK. THE MUSIC CUTS OFF.

Everyone does the groan people do when the power goes out.

In the candlelight at the bar, Rex and Natalie look at each other wide-eyed. Anne arrives beside them, grinning.

ANNE

Whoops!

An EERIE LIGHT plays across their faces. Green and gold. A dancing glow outside the windows.

The patrons chatter in Russian and push outside.

EXT. METROPOLIS - SIDEWALK

Rex, Natalie, and Anne hit the street.

An incredible AURORA BOREALIS fills the sky with colored light. Radiant serpents seething in the heavens.

The entire city is dark. No lights on anywhere. The buildings are silhouettes against the aurora.

Shocked murmurs from the bar patrons - all in Russian.

REX

Northern lights. I've never seen
them like this.

A POLICE CAR is stalled in the street in front of the bar:
motor silent, lights out. The policeman behind the wheel
twists the key uselessly.

A second policeman gets out of the car, looking around in
amazement. He shakes his radio in frustration. It's dead.

Natalie looks at her watch, a funky digital.

NATALIE

My watch died.

Rex puts his watch to his ear. It's ticking. He pulls out his
cell phone to use it as a flashlight. But the phone is dark.

REX

My phone's dead too.

Around them, the locals peck at phone keypads and car-key
remotes. Everything that should glow is dark.

Tess appears beside Rex. Skyler and the Broken at her heels.

TESS

Can I borrow a phone?

NATALIE

They're all dead.

The line of people waiting to get inside begins to disperse.
Sean steps out of the crowd.

SEAN

Everything's dead. The whole city.

Anne looks at Sean in astonishment.

ANNE

You're still here?

Sean glances at the sky and GASPS. They all look up.

THOUSANDS OF GOLDEN COMETS hang among the stars.

They fall straight down, trailing light. Comets as far as the
eye can see, out to the horizon. It's gorgeous and incredible
- as if the stars are falling to earth.

NATALIE

What is that?

TESS

It's beautiful.

The streets fill with people gawking at the luminous sky. The *aurora borealis*. The impossible falling stars.

ANNE

What the hell's happening?

A comet lands three blocks away in a shower of sparks. One hits closer: a block away. One splashes down on a rooftop across the street.

A comet IMPACTS right beside them. THUMP. A splash of light.

Where the fireball landed, a corona of golden sparks burns on the ground. It's gorgeous.

From the shining ring a SHIMMERING APPARITION rises, cloudy and indistinct. Sparks swirl through it like fireflies.

The gold shimmer fades towards invisibility, leaving only a blur in the air. A ghostly cloud.

Up close, it's mind-bending to look at: as if the fabric of reality itself shattered, and the pieces started to spin.

A SPOOK.

A HUM emanates from the thing. Sibilant, evil.

The two POLICEMEN abandon their car to approach the Spook. The lead policeman walks up slowly, one hand on his pistol. Reaches out with his other hand to touch the Spook.

CRACKLE!

THE POLICEMAN IS SUCKED INTO THE SPOOK as if into a whirling blade. SHREDDED. Torn into his component molecules in a split second of electrical violence.

Dark ash sprays out like sawdust. SCREAMS from the onlookers.

The shimmering shape is darkened by the contact, becoming a shadowy whirlwind. A cloud of menace.

The second policeman draws his Makarov pistol. *BLAM BLAM BLAM!* He empties the clip into the Spook.

A fine grit of lead sprays back as the bullets are shredded. The Spook is unaffected. The policeman backpedals hastily.

The Spook GLIDES toward the crowd. The crowd surges away.

SKYLER
Jesus Christ.

Rex looks up and down the street. Comets are falling all over Moscow. He looks up.

WE ZOOM OUT. STRAIGHT UP.

Rex and his fellow bar patrons recede below us.

Around them, shadowy ghosts close in like angels of death.

We rise farther.

At this altitude the rain of comets over Moscow, which looks haphazard from the ground, reveals a mysterious order. Fireballs fall according to a grand pattern like a spiderweb.

Armies of ghosts move through the streets in perfect unity.

At critical nodes in the pattern, BRIGHT LIGHTS shine in the dark streets. BLINDING SEARCHLIGHTS stab outward from these mysterious sources and sweep across the city.

WE ZOOM BACK IN. PLUMMETING FROM THE SKY.

Rex pivots in the street. Taking in the pandemonium. SCREAMS echo everywhere. No place is safe.

REX
Inside. Get inside.

He pushes Natalie and Anne toward the door. They need no encouragement. They run.

INT. METROPOLIS - CONTINUOUS

Rex, Natalie and Anne dash inside. A flood of bar patrons follows them in - including Skyler and his bandmates, Tess, and Sean. Last in is the Bouncer, frightened as a child.

Rex slams the door. Fumbles for locks.

The Bartender behind the bar picks up their panic.

BARTENDER
(in Russian)
What is it? What's out there?

BLAM! An explosion outside floods the bar with fiery light.

Inside, ELECTRIC LIGHTS begin to flicker erratically, casting spastic shadows.

Rex and the Bouncer throw the bolts and barricade the door.

AT THE BACK OF THE BAR

Skyler pulls Tess out of the crowd. Waves at his bandmates - Ace, Bam, and Cody - to follow him.

SKYLER

Back door.

AT THE FRONT

Rex and the Bouncer wedge a table against the door.

A throbbing HUM of power outside. Rex and the Bouncer exchange a worried look.

KA-BLAM! An explosion destroys the barricade and the door itself. Rex goes sprawling, bleeding from cuts.

A SPOOK slides into the room through the ruined door: a semi-visible column of boiling air.

As the Spook enters, light fixtures around the room begin to FLICKER AND SPARK erratically. Speakers BUZZ AND HISS. The effect intensifies as the Spook gets closer.

[NOTE: The presence of a Spook always induces electric current in nearby circuits, weakly activating devices that are otherwise dead. Lights flicker and glow.]

In the flickering light, the Spook touches the dazed Bouncer. CRACKLE! The Bouncer is SHREDDED into a slurry of gray ash.

CHAOS in the room.

IN THE CROWD

Sean struggles to keep his feet as a press of screaming people pushes toward the back of the bar.

AT THE BACK OF THE BAR

Skyler pushes Tess ahead of him toward the back door. Ace, Bam and Cody right behind him.

SKYLER (CONT'D)

Go go go!

He reaches over Tess's shoulder and hammers the back door open. Tess steps outside - directly into a second SPOOK!

A hideous bug-zapper CRACKLE as TESS IS SHREDDED. Dark grit SPRAYS Skyler, filling his eyes and mouth.

Skyler SHRIEKS. Stagger backward through his band-mates and hits the floor.

Ace tries to pull the door closed before the Spook gets in. Too close. STATIC as Spook #2 shreds Ace.

Scorched TEETH clatter past Skyler's face.

IN THE CROWD

Sean is driven back the other way as people recoil from the new danger at the back of the bar.

Sean feels bodies under his feet, trampled by the crowd. He tries to help the fallen people, but in the heaving press of people he can't even reach them.

AT THE FRONT OF THE BAR

Natalie and Anne drag Rex to his feet. The three back away from Spook #1, pushing against the crowd.

Spook #1 comes at them - a shimmer in the air.

A MOLOTOV COCKTAIL hits the floor between the crowd and the Spook: 150-proof rum. BLUE FLAMES race across the floor.

The Spook stops.

Behind the bar, the Bartender lights up another bottle.

AT THE BACK OF THE BAR

Spook #2 advances.

Bam and Cody haul Skyler off the floor. All three of them are being shoved toward the Spook by the crowd. They push back, but their sneakers skid on the gritty floor.

Frantic, they hurl things at the Spook: ashtrays, bottles, a chair. Everything disintegrates on contact, spraying the room with splinters and glass shards.

Spook #2 is right on top of them. Nowhere to go.

CRACKLE. Bam dies! A second later the Spook SHREDS Cody.

Hysterical with fear, Skyler drops to the floor and burrows between the legs of the crowd.

AT THE FRONT OF THE BAR

The Bartender hurls a second Molotov cocktail. More fire washes across the floor, holding back Spook #1. Rex, Natalie, and Anne get as close to the bartender as possible: he seems to have a weapon that works.

But then the Spook begins to shine: an eerie green glow inside the cyclone of seething air.

The Bartender lights a third Molotov.

A THROBBING SOUND swells.

BRRAKK! An ENERGY BOLT blasts across the room. Blows a hole in the bar - and right through the wall behind it.

The Bartender staggers, his arm SEVERED at the shoulder.

AT THE BACK OF THE BAR

Spook #2 moves into the crowd. CRACKLES OF STATIC as it SHREDS its way through the patrons.

ON THE FLOOR

Skyler crawls, struggling through the feet of the crowd. He is trampled: he screams in pain.

IN THE CROWD

Sean looks around, wild-eyed and manic. He sees MORE SPOOKS enter the back door. He points over the crowd.

SEAN

They're coming! They're coming!

A BLOODY HAND grabs Sean's collar from below. Skyler drags himself off the floor. He's got a bloody nose and bruises.

SKYLER

Where is it?

SEAN

There's many. Many.

AT THE BAR

Rex leaps through the notch blasted in the bar. Looks through the hole in the wall behind it.

He sees: a deserted restaurant kitchen. Light flickering dimly in the ceiling fluorescents.

REX

This way!

He helps Anne and Natalie through the hole.

STATIC CRACKLES behind them as Spook #1 kills and kills. Rex looks back. Sees MORE SPOOKS entering the bar.

REX (CONT'D)

God.

He starts to climb through the hole himself - but a hand grabs his ankle. It's the Bartender, dazed on the floor. The last Molotov cocktail sits beside him, wick still burning.

BARTENDER

(in Russian)

Help me.

Rex helps the Bartender up.

INT. RESTAURANT KITCHEN - CONTINUOUS

Natalie and Anne help the Bartender through the hole. Rex climbs through after him, carrying the burning bottle - a makeshift alcohol lamp.

Rex runs to the door that leads to the front of the restaurant. Opens it a crack. Beyond:

SCREAMS in Russian. ELECTRIC CRACKLES. He shuts the door.

REX

They're here too.

Anne opens a heavy steel door at the back of the kitchen. A walk-in refrigerator.

ANNE

Hide. Hide.

They drag the Bartender to the fridge.

Two Russian BAR PATRONS squirm through the hole in the wall.

REX

This way! Here!

But the patrons understand no English. They dash through the door into the front of the restaurant.

SCREAMS and CRACKLING STATIC! An EXPLOSION takes the door off its hinges.

A SPOOK enters the kitchen.

Rex throws the Molotov cocktail. Alcohol fire sluices across the floor, holding the Spook back.

They clamber into the fridge.

As Rex closes the door, SKYLER dives into the kitchen.

SKYLER

Wait! Wait!

He scrambles into the fridge with them.

INT. WALK-IN REFRIGERATOR - CONTINUOUS

Rex slams the door. A single bulb on the ceiling flickers dimly, creating a psychedelic effect.

Rex, Skyler, Anne, and Natalie back away from the door, gasping for breath. They watch the door in terror.

BAM! BAM! Hammering on the door. Anne stifles a scream.

SEAN (O.S.)

Let me in! Please! Please!

ANNE

Gamer guy!

Natalie rushes for the door. Skyler grabs her.

SKYLER

Don't open that!

Natalie twists free and opens the door. Drags Sean inside. Sean is deep in shock, covered all over with gritty ash.

Behind Sean, out in the kitchen, a patron wiggles through the hole in the wall. A Spook drifts over to him and SHREDS him.

Natalie hastily closes the door.

WALK-IN REFRIGERATOR

In the flickering light, the five Americans hunker down on the floor and listen.

ANNE

Oh, God. Oh, God.

Natalie kneels beside Anne and comforts her.

NATALIE

Shhhhhh. Quiet, baby.

Outside: Screams. Static. Explosions.

Skyler squats on his haunches, jumpy and wild-eyed. Sean sits with his knees drawn up, his lips moving silently.

Rex takes the Bartender's pulse. There is none. He's dead. Rex closes the man's staring eyes.

The five Americans look at one another in stunned horror. Suddenly the flickering ceiling light flares brighter. BURSTS in a shower of sparks.

And then all is darkness and sounds of slaughter.

HOLD ON BLACK.

SUPER: THREE WEEKS LATER

EXT. MOSCOW - RED SQUARE - DAY

Dead quiet. Moscow's famous plaza stands empty in the sun.

THE MOSKVA RIVER - DAY

The riverside walks are deserted. Bridges bare of traffic. The traffic lights are dark.

In the water, a CAPSIZED BOAT floats slowly downstream, wheeling in the current.

CENTRAL MOSCOW - TVERSKAYA STREET - LATE AFTERNOON

Moscow's main street, a wide thoroughfare lined with extravagant shops. Sidewalks sparkle with broken glass.

The door of every building has been blown in by some explosive force.

All the signs are dark. All the lights are out.

Abandoned cars block the street, their doors standing open. Discarded objects litter the sidewalks.

Here and there - on the sidewalks, in the street, on the seats of the abandoned cars - DARK GRAY ASH blows in the wind and collects in drifts.

A stray dog wanders the street, sniffing at the dust. Movement! The dog looks up. Disappears down an alley.

The YOUNG AMERICANS steal into view. They move in single file, hugging the walls and taking pains to be quiet. They are, in order: Rex, Natalie, Anne, Skyler, Sean.

They've been through hell.

Rex still wears his suit jacket, but he's traded his dress shirt and shoes for a black pullover and sneakers. He carries a fire axe and wears a light bulb on a wire around his neck.

Natalie has covered her club clothes with a jacket and jeans. She has a claw-hammer stuck in her belt. She carries the map pages torn from Anne's guidebook.

Anne walks beside Natalie. Similarly dressed. Her left arm has been bandaged inexpertly. Blood stains the bandages.

Sean follows, carrying a pair of binoculars. Skyler, a fire axe and a coil of rubber hose.

Everyone wears a shoulder bag or backpack.

They move as if they expect death to arrive at any moment.

Skyler is the most tightly wound, jumping at the slightest noise. Anne is withdrawn, almost weepy.

Passing a shop, Rex peers inside. Holds up a hand.

REX
(quietly)
Bottles. Might be water.

INT. SHOP - CONTINUOUS

Ransacked. Shelves picked clean of anything edible. At the rear of the shop, two glass-doored refrigerators.

Rex pauses at the door. He cups his light bulb in both hands and peers closely at it.

REX
It's dark. No Spooks.

He moves into the shop. The others follow him in - each performing an assigned task with practiced efficiency:

Sean stands guard at the door, scanning the street and keeping an eye on his own early-warning light bulb.

Natalie goes behind the counter. Rummages through the register and cabinets.

Skyler heads into the shelves, gathering up anything edible. There's not much left.

SKYLER

Where does all the food go? We never see anybody.

NATALIE

Anybody alive is hiding. Like us.

They speak in near-whispers.

Only Anne stands idle - cradling her injured arm.

Rex goes through the refrigerators. He finds bottles of mineral water. Hands them around. They all drink thirstily.

Natalie inspects a rack of batteries. Every battery is burned out inside its package: the clear plastic bubbles scorched from the inside.

Skyler holds up a blue-and-white striped can with Cyrillic lettering on the label but no pictures.

SKYLER

You think this is food?

REX

(shrugging)

It's a can.

Skyler stashes the can in his shoulder bag.

They drain the bottles. Screw the caps on and put the empties in their bags and pockets.

SEAN

All clear outside.

EXT. SHOP - CONTINUOUS

The Americans exit the shop - scanning the street with habitual paranoia. They keep their voices down - moving from cover to cover in half-crouches to avoid being seen.

Skyler crouches beside a Mercedes. Pops the gas cap open with his fire axe.

SEAN

That's diesel. We want gas.

SKYLER

Smart ass.

He moves to a Lada and feeds his coil of hose into the tank. Sucks on the hose to start the siphon. Carefully they fill their bottles and screw the caps on.

Soon their bags are loaded with firebombs.

ANNE

Can we get out of the street? I'm losing it.

Rex pivots in the middle of the street, scanning buildings. He points at an apartment tower.

REX

That one's got a big water tank on the roof. The sightlines look good.

ANNE

Fine. Let's go.

SEAN

(a stage whisper)
Police car!

He grabs Rex's fire axe and runs to an abandoned patrol car. Pries at the trunk. Rex joins him: together they pop it open.

Sean rummages through the trunk. Finds a case of ROAD FLARES and passes them out.

NATALIE

Sean. Nice move.

Skyler leans into the trunk. Pulls out a KALASHNIKOV AK-74M RIFLE: a machine gun. He hefts the weapon in awe.

SKYLER

That's what I'm talking about.

REX

What are you going to do with that?

SKYLER

What do you care?

REX

I don't. Come on.

EXT. NARROW STREET - DAY

A back street bare of vehicles. The pavement covered with a thin layer of ashy dust.

The Americans turn a corner and freeze, listening.

SCRAPE. RASP. SCRAPE. Grating noises.

Inching forward, they discover an OLD WOMAN at a basement window. She works with a trowel, bricking the window shut from the inside. The other windows are already bricked up.

At the Americans' approach she looks up in fear and shock.

REX

Hey. Um, *privyet*. Are you alone in there?

The old woman shrinks back. Waves them away.

OLD WOMAN

(in Russian, no subtitle)

Foreigners! Go away. You'll bring the ghosts.

She trowels a dollop of mortar into place and lays another brick. Her face like a pale mask in the darkness of her hole.

NATALIE

Please, wait. Can you wait?

The old woman forces another brick into line.

SEAN

(panicky)

Guys. Heads up. Light.

His light bulb's filament shows a dull red glow.

SKYLER

God damn it. God damn it!

REX

Shhh!

The Americans dart into hiding places: huddling in doorways and behind stoops.

An electric HUM as a Spook approaches.

It's invisible: its presence betrayed only by a disturbance in the dust on the street. A flicker in the streetlights.

The Americans stop breathing. Their terror is absolute.

The Spook disappears around a corner. After a long moment the Americans emerge from their hiding places. Shaken.

They look at the basement window - but the old woman is gone. The window entirely bricked up and silent as the grave.

SKYLER

Well, that's one plan.

INT. APARTMENT BUILDING - LOFT - DUSK

The top floor. An expensive loft apartment. Modern furniture, views of central Moscow. Outside, night is falling. There's not a light to be seen. The loft is lit by candles.

Damage is minimal here: the front door has been blown in. Ashes scattered on the threshold. But the rest is intact.

Natalie sits at the kitchen table, re-bandaging Anne's arm: a deep cut runs down Anne's forearm onto the back of her hand.

NATALIE

It doesn't look infected.

ANNE

It doesn't look good.

Sean stands by the television, wistfully fondling the controller of an X-Box. Dead as a doornail. He turns to browse a bookshelf: scanning illegible Russian titles.

Skyler paces like a caged animal. Swinging his Kalashnikov around with an alarming lack of caution.

Rex enters from the hallway.

REX

We've got four ways out. Stairwell at this end of the hall and one at the other end. Fire escape down the back of the building. Or we go up to the roof and cross over the rooftops down the block.

SKYLER

And what stops the Spooks from coming in all our dandy exits?

REX

Nothing. But a Spook makes a lot of noise coming up stairs. Early-warning system.

SKYLER

(disgusted)
Answer for everything.

NATALIE

He's trying to keep us alive.

SKYLER

Like that's doing us a favor.

Skyler slams out of the front door. Natalie smiles apologetically at Rex.

NATALIE

The water pressure's good. We can wash up a little.

BEDROOM

Rex emerges from the bathroom in a towel, his hair wet.

Goes through the closets. A man lived in this loft: Rex helps himself to socks, a clean T-shirt. Jeans.

Rex empties the pockets of his old pants. Pocket knife, can opener, cigarette lighters, candle stubs, passport, wallet.

He pulls a new suit jacket on. Takes a piece of creased paper out of his old jacket and unfolds it. It's the contract of Rex's Consortium. He flips through the pages, reading.

Natalie walks in.

NATALIE

What's that?

REX

A contract. The business I thought up.

NATALIE

You're still carrying that around?

Rex knows it's ridiculous. He shrugs helplessly.

REX

I hate it when I can't see the angles. I'm still trying to figure out if they really had me.

Natalie takes the pages from Rex's hand. Crumples them up - to Rex's alarm - and tosses them away across the room.

NATALIE

You need to be thinking about the here and now.

Rex sighs and surrenders the point. Rubs his face wearily.

REX

How many other people have we seen?
Six? Seven?

NATALIE

Old lady in the basement.
 (remembering)
 Girl on the roof. Guy in the bank
 who wouldn't let us in.

REX

Yeah. And the four people we saw
 running. Seven other survivors in
 three weeks. It's that bad.

EXT. METROPOLIS BUILDING - ROOF - NIGHT

Skyler stands at the parapet, shoulders hunched against the
 chill. Looks out at the dark skyline under the moon.

Here and there, a GLOW washes through the city as Spooks move
 among the buildings: a sea of flickering streetlights,
 headlights and window-lights marking their passage.

He turns his back on the dark city. Slides down to sit on the
 rooftop, back against the parapet. Head leaning on his arms.

INT. LOFT - LIVING ROOM

Sean sits at a table, reading a Bible by candlelight. Behind
 him, floor-to-ceiling windows look out on the city.

Anne sits down across the table, cradling her bandaged wrist.

ANNE

The Bible? Are you a God guy?

SEAN

I'm not a God guy. My family's
 really religious. I just can't fall
 asleep without reading, and this
 was the only book in English.

Anne laughs, and for a moment she is once again the joyful
 girl we saw before Moscow fell.

ANNE

Well, I won't tell you how it ends.
 Don't want to ruin it for you.

SEAN

That's what I'm reading about. The
 End. Judgement Day.

Anne is deeply disturbed by that idea. She glances out the
 window at the dark city. Back at Sean.

ANNE

What does it say?

SEAN

Here's the part that freaks me out. This is Revelations: "And when he had opened the sixth seal there was a great earthquake, and the sun became black as sackcloth, and the moon became as blood. And the stars of heaven fell unto the Earth."

ANNE

Dude.

As he speaks, Rex and Natalie emerge from the bedroom behind him, listening. Sean reads on, a natural preacher: his voice trembles with passion and draws them all in.

SEAN

"And the kings of the earth, and the great men, and the rich men, and every slave and every free man, hid themselves in the dens and in the rocks of the mountains. And they said to the mountains and rocks: Fall on us, and hide us from the face of Him that sitteth on the throne, for the great day of His wrath is come; and who shall be able to stand?"

A brooding silence follows his performance.

ANNE

The sun didn't turn black. And the moon didn't turn red.

SEAN

No. But the stars did fall, and if this isn't the wrath of God, it'll do 'til the real thing gets here.

As he speaks, a LIGHT comes on in the city skyline behind him. A BRIGHT, STEADY BEACON. Nothing like the dim flicker caused by Spooks.

Natalie and Rex gasp in unison.

EXT. APARTMENT BUILDING - ROOF

Skyler sits brooding against the roof parapet. Rex, Natalie, Anne and Sean burst on the rooftop and hurry toward him. Skyler leaps to his feet defensively.

SKYLER

What?

Rex takes him by the shoulders and turns him around.

A BEACON OF LIGHT shines in the heart of the city.

SKYLER (CONT'D)

That wasn't there a minute ago.

Natalie looks through a pair of binoculars.

NATALIE

That's not Spooks.

She hands Rex the binoculars. He dials them in.

REX'S POV

The binoculars rake across rows of dark buildings, dead as a moonscape. Then...LIGHT. An entire row of windows lit up. Strong, steady light.

REX

Somebody's got the power on.

As Rex watches, a silhouette crosses the windows. A person.

ON REX

As he jerks his eyes back in astonishment.

REX (CONT'D)

I see somebody! Somebody's there.

Natalie points out across the city in the other direction.

NATALIE

Look, there's Spooks over there,
and there...you can see the glow.

Dim light washes through the dark city wherever Spooks are abroad in force. Flickering in a thousand lights and windows.

NATALIE (CONT'D)

But there's no Spooks near that
building. They're not even headed
that way.

INT. LOFT

The other Americans watch as Natalie leans over the table, surrounded by candles. She sketches with a pencil on her worn map of Moscow. Circles an intersection.

NATALIE

That's where the lights are.

REX

Looks like a mile and a half. It's walkable.

Skyler looks at Rex incredulously.

SKYLER

You want to walk a couple miles?
Outside?

SEAN

How can we not go?

SKYLER

Not being stupid, for example?

REX

I saw a man there!

SKYLER

Say you're right. We find this guy with the magic apartment. Then we can eat from cans and shit in buckets with the lights on. Problem solved!

ANNE

Can we turn the testosterone down a notch?

REX

Skyler. Nothing in Moscow works, but this guy has power. Maybe he knows how to keep the Spooks away. Maybe he's got radio. He could be talking to the rest of the world. Maybe he knows how we can get home!

Skyler stares at Rex incredulously.

SKYLER

You think there's a home? You think the whole world's not like this?

REX

(not wanting to hear this)
Home's on the other side of the planet. Who knows how far this goes?

SKYLER

Invisible demons fall from the sky and kill fucking EVERYBODY. What do you think that is, the weather?

(MORE)

SKYLER (CONT'D)

Maybe in America it's just partially cloudy! Or maybe - did you think of this? Everybody back home is dead.

NATALIE

(pleading)

We don't know that.

SKYLER

The Apocalypse is not a local god-damn problem. That's why they call it the end of the world.

REX

All I know is, if we sit still, we die. The food runs out. The water runs out. The Spooks come around every day and eventually they get us. But if we move - maybe we find a better place. Maybe we find an answer.

SKYLER

Maybe we die on the street.

SEAN

Where would you go? What's your plan?

Skyler turns his back, staring out the window. A long beat.

SKYLER

I'd go to Pike Street in Seattle. And I would drink very dark beer at three in the afternoon, and play pool for ten bucks a game. That's my god-damn plan.

His words plunge a knife of homesickness into every heart in the room. A stunned silence.

SEAN

Great.

NATALIE

Look. I've only heard three ideas. One: walk out of Moscow and see if things are better outside the city. It's like fifty miles. Two: hide out as long as we can and hope the Spooks go away. Three: check out the place with the lights on. So let's see hands.

She looks around, making eye contact with them all.

NATALIE (CONT'D)
Walk out of Moscow.

No hands go up.

NATALIE (CONT'D)
Keep hiding out.

Skyler raises his hand, defiantly. He's alone.

NATALIE (CONT'D)
Check out the lights.

Everybody else's hand goes up.

SKYLER
Democracy sucks my nuts.

EXT. MOSCOW AVENUE - DAY

The Americans huddle in an alleyway, wide-eyed and tense.

They are rigged for travel: Rex and Sean carrying axes, Skyler carrying his rifle. All of them burdened with bags of food, water, and firebombs.

They have to cross one of Moscow's widest avenues: fourteen lanes of blacktop. A long way to go without cover.

NATALIE
Department store's two blocks up.

REX
We'll rest there. Get ready.

They scan the avenue fearfully. Squint at their early-warning lightbulbs in cupped hands. They're dark. All clear.

REX (CONT'D)
Go.

They dart out of the alley and across the avenue. Natalie and Sean help Anne.

Skyler hesitates before leaving the alley. He's got the shakes: his rifle rattling.

SKYLER
Fucking lunacy.

He lunges out of the alley in a hunted crouch.

STREET CORNER

The Americans run into view, panting under their heavy loads. Stagger to a stop in the relative shelter of a narrow street.

Wind sweeps the street, blowing ash around their ankles.

In a doorway across the street, an EDDY forms: paper and dust spun into a tiny whirlwind. Skyler sees the eddy and panics.

SKYLER

Shit! Shit!

He jerks his rifle up and pulls the trigger. *BRRAKK!* Bullets rake across the building's facade. The DEAFENING REPORT reverberates through the deserted streets.

Rex seizes Skyler by the jacket, pushing the rifle down.

REX

(furiously)

It's the wind! The freaking wind!

He holds up his light bulb on its wire: it's dark.

The gunshots still echo. The Americans break into a run, pelting away down the street.

INT. DEPARTMENT STORE - LOBBY - DAY

The Americans hunker down inside the shattered doors of a department store. Catching their breath. Their heavy bags discarded all around them.

Skyler paces and turns, rifle in hand. Wild-eyed.

SKYLER

You can't see 'em. You can't see 'em.
I'm not going back out there 'til
dark. The lights give 'em away.

NATALIE

Fine. We'll wait for dark. Don't
freak out.

SKYLER

Am I freaking out? Am I freaking out?

The rifle rattles in his hand. The others give him a look that says *Yes, dude, you are seriously freaking out.* He strides angrily away into the store.

DISSOLVE TO:

EXT. DEPARTMENT STORE - LATE AFTERNOON

The sun sinks toward the horizon. Shadows grow longer.

INT. DEPARTMENT STORE - MEN'S DEPARTMENT

Skyler prowls through a display of edgy menswear. Tries on hats. Tosses them away. He finds case of rock-and-roll styled jewelry: belt buckles and rings, watches and bracelets.

He SMASHES the glass with his rifle. Paws through the loot.

LOBBY

Sean sits reading his Bible. Nearby, Anne sits against the wall, cradling her injured arm. She looks depressed and checked out. Natalie tries to get through to her.

NATALIE

Annie. Let's go find new clothes. I saw some good things.

ANNE

(sullenly)

You go.

Natalie looks at her friend, torn. Sean looks up.

SEAN

I'll sit with her.

NATALIE

Okay.

WOMEN'S DEPARTMENT

Natalie wanders among designer clothes. Delicate, beautiful things. To Natalie, ragged and worn, they seem like treasures from another world.

She finds a top too beautiful to resist: lets it flow through her fingers. She looks around. Nobody's near.

She takes off her light-bulb necklace and drops it on the counter. Strips off her tattered shirt.

EXT. DEPARTMENT STORE - DUSK

Blue evening light. A dusty whirlwind drifts down the sidewalk. A Spook? The wind?

MEN'S DEPARTMENT - FORMALWEAR

Rex pries open a cabinet of men's finery. He passes over jeweled watches and gold rings in favor of useful objects: a silver lighter, a pearl-handled pocketknife.

He tests the lighter. Checks the blade on the knife. Drops them into his shoulder bag.

WOMEN'S DEPARTMENT

Natalie studies herself in a mirrored pillar. She wears a sumptuous cashmere top, beautiful against her skin. She gathers her hair in her hands.

For a moment, she looks like an angel, clean and pure and gorgeous. A girl from the world before the fall.

Her old shirt lies on top of her light-bulb necklace. She doesn't see the bulb GLOWING through the fabric.

AROUND THE CORNER

Rex wanders the racks, scanning the store for useful things.

He turns the corner and sees Natalie -

- as she *peels off* the cashmere top, leaving only a bra. Lean with hunger, scraped and bruised, she's still stunning. Rex stares, caught off guard.

She turns. Sees him watching. For a moment they look at each other across the room: then Natalie's eyes widen in horror.

Rex looks down. The BULB ON HIS CHEST IS GLOWING.

The ceiling lights FLICKER. Natalie flattens herself against the mirrored pillar. Rex shrinks back into the doorway.

Their eyes flick everywhere, searching for Spooks.

Rex looks at Natalie. Her bare back is turned as she looks around: she begins to RIPPLE AND SHIMMER. There's a SPOOK passing right by her.

REX

(a hissing whisper)

Natalie!

Time slows down.

Natalie's head whips around - her long hair flying - and the last inch of her hair is SHREDDED against the invisible field of the Spook. Its annihilating energy inches from her skin.

Natalie swallows a scream. Slides away around the mirrored pillar. The Spook passes by, seemingly unaware of her.

Rex sees Natalie emerge, shaking, around the other side of the pillar. She prepares to dash toward him.

He halts her with a panicky wave.

There's a SECOND SPOOK coming down the aisle. Natalie's caught between them.

She drops to the floor. Crawls under racks of fine clothing.

CRACKLE! A cloud of threads explodes into the air as a Spook brushes against clothing right beside her. Natalie covers her mouth to keep from screaming.

Rex starts to dash forward. Checks himself. What can he do? He looks around frantically. Ducks behind a display wall. Runs in a crouch, groping in his shoulder bag as he goes.

Natalie worms out from under the racks twenty feet away. She rises to her knees, looking for Spooks, afraid to move.

Emerging from behind the wall, Rex catches her attention. He signals her to wait. Lights the wick of a Molotov cocktail.

Natalie drags a jacket from its hanger. Silently pulls it on.

Rex stands up. Hurls the burning bottle across the store. It SHATTERS between the Spooks, spraying fire. The Spooks HISS and DARKEN, retreating from the flames.

Natalie sprints toward Rex, running low.

INT. DEPARTMENT STORE - ENTRANCE - DUSK

Skyler, Sean, and Anne look up in shock as Natalie dashes into the lobby in an open jacket. Terrified.

NATALIE

Spooks! Coming!

They explode to their feet. Rex appears on Natalie's heels.

REX

Go, go, go!

The lights flicker overhead. They slam out into the dark.

EXT. ALLEYWAY - NIGHT

The Americans pelt into view, exhausted.

They've been running for a while. They stop, leaning heavily on walls and dumpsters, gasping for breath.

REX

Anybody...see...light?

They all look around. Glance at their warning bulbs. Nothing.

SEAN

Thank God.

A VAST MECHANICAL CLAMOR reverberates through the night. BOOMS. CREAKS. Metallic GROANS. Like a giant engine laboring far away - back the way they came. They look warily back.

SKYLER

What's that now?

Natalie shakes her head. She flicks a lighter on. Looks at her worn map by the light of the tiny flame.

NATALIE

I'm glad we're going the other way.

ANNE

Let's go. Please.

EXT. MOSKVA RIVER BRIDGE - NIGHT

The Americans cross the river under a bright full moon. The sky over Moscow is full of stars.

As they crest the bridge, a new light rises into view: the lit windows of the mysterious apartment. Just blocks away.

EXT. BEACON APARTMENT BUILDING - NIGHT

They gather in the street below the lit windows. Natalie counts stories.

NATALIE

Seventh floor.

INT. BEACON APARTMENT BUILDING - STAIRWELL

The Americans climb the stairs by the light of a road flare.

DARK CORRIDOR

A long hallway lined with apartment doors. The Americans enter the hall - just as their torch sputters out.

In the dark, LIGHT shows under a door down the hall: #718.

They approach. TRADITIONAL RUSSIAN MUSIC plays loudly behind the door. Rex knocks. No response. He knocks harder.

After a moment: a rattle of HEAVY LOCKS. The door swings open like it's heavier than it looks.

In the doorway stands SERGEI, 55. A heavysset engineer with spectacles, a gray beard, Einstein hair. He is constantly distracted by his own thoughts, making him remote and scattered when dealing with people.

SERGEI

(in Russian)

Welcome! You found my lights. Come in quickly, I must close the door.

He stands aside and waves them urgently in. The Americans exchange astonished looks and enter.

INT. SERGEI'S APARTMENT - CONTINUOUS

More like a workshop than a living space. Sofas, tables, and shelves all loaded with machinery.

The walls, floor, and ceiling are completely covered with a grid of insulated wires - a kind of electrical cage. These wires extend right over the windows and the door.

The metal mesh is decorated with tiny light bulbs that shine all over the walls. A glowing web.

The Americans enter. Behind them Sergei hastily shuts the door and reconnects the web of wires.

They look around.

A dozen appliances are running: lights, a fan, a fridge, a coffee machine. A stereo pumps out a Russian chorale.

Electrical cords snake everywhere. Behind the music the noise of a GASOLINE GENERATOR is audible.

On the one sofa not covered with hardware sits VIKA, 16. A goth tomboy in jeans and a tank top. We may recognize her as the girl we saw being teased by her brothers in Red Square.

Dark hair falls over Vika's bare shoulders. Her lip is pierced; her eyes haunted.

Most striking of all, a PATTERN OF BROWN LINES like branched lightning covers the pale skin of Vika's arms and shoulders, disappearing under her clothes.

She has a manga comic book in her lap. She gives the Americans an unreadable look and goes back to reading.

SERGEI
(in Russian)
You're all very young.

REX
Sorry, we can't really...
(in Russian)
No...speak good.

Sergei's eyes widen in surprise.

SERGEI
Americans! All of you? I was saying, you are young. Many survivors are young. Like Vika.
(he nods at the girl)
She came yesterday, when I turned on lights. To survive, you must make quick decision. Young people do this. I am Sergei.

Rex extends a hand: Sergei shakes it awkwardly, like a man unused to people. Follows suit with Natalie.

REX
I'm Rex. This is Natalie. It's good to meet you.

He leads them to his WORKBENCH, a tool-cluttered table in the corner of the living room.

Behind them, Skyler and Sean poke around the apartment.

GENERATOR ROOM

Sean finds a massive GENERATOR running noisily in a back room. Fuel cans stacked against the wall. The exhaust pipe is ducted out of an open window. The grid of insulated wires covers the window opening like a net.

There's a FIRE ESCAPE outside the window.

STORAGE ROOM

Skyler opens a door at the other end of the living room. He finds a windowless room lined with steel shelves. Packed with supplies of every kind.

LIVING ROOM - SERGEI'S WORKBENCH

Sergei is tinkering with a PLASMA BALL. It's a novelty item, one of those glass globes that generate lightning. He closes up the base of the plasma ball. Plugs it in and turns it on.

Purple plasma glows inside the glass ball. Sergei strokes the glass: lightning dances under his fingertips. He smiles.

SERGEI

I love these things.

NATALIE

Sergei. How do you have power?

SERGEI

I fix a generator. Easy. Like all these things.

(waves at his appliances)

I fix wires. Simple. The ghost, they make...they use...Vika!

Vika looks up from the sofa, unflappable.

In his native tongue, Sergei is a fast talker. A flurry of syllables and complex gestures:

SERGEI (CONT'D)

(to Vika, in Russian)

I'm trying to say that the ghosts employed a powerful electromagnetic pulse in the microwave band. The induced current burned out all electronics.

Vika speaks in a flat voice, avoiding eye contact. Her accent much better than Sergei's.

VIKA

He says the ghosts microwaved Moscow. Burned everything out.

They stare at Vika, surprised by her fluency.

SERGEI

Yes! So. These simple things. I fix their wires, they work. Computer, cell phone, they have...

(pantomimes a tiny object)

Microchip. Chip I cannot fix. Old things are easier. Simple circuit. Big wire. I fix them.

He leads them across the room to a bulky 1960s radio. Turns it on, twists dials.

All the Americans gather around him eagerly.

STATIC on every channel. Then...something. Sergei carefully tunes a frequency in.

A SOUND blares from the speakers. Not music, not speech. Eerie trills and growls in every frequency. Strange information, somehow full of menace.

REX

What is that?

Sergei smiles: a scientist taking pleasure in the extraordinary.

SERGEI

Ghost talk.

Stunned, the Americans stand listening to the alien sounds.

SKYLER

Spooks use radios?

SERGEI

Not use. They ARE radio. They...

(in Russian, to Vika)

The ghosts are disembodied beings, matrices of structured energy. A completely novel form of life.

She translates obediently, her voice still numb.

VIKA

He says the ghosts are made of energy. They don't have bodies.

NATALIE

Sergei. What else do you hear on the radio? Do you hear people? Is anybody talking?

The exuberance drains out of Sergei's face.

SERGEI

No people. Only this.

BEDROOM

Skyler stands gripping Sean's arm fiercely enough to make Sean cringe. The Kalashnikov hangs in Skyler's other hand.

SKYLER

(a fierce whisper)

I can't take it.

(MORE)

SKYLER (CONT'D)

This place is a neon sign. We should be keeping our heads down, not sticking them up.

SEAN

This guy seems to know what he's doing. Better than we do, anyway.

Skyler's lip curls in disgust. He releases Sean roughly.

SKYLER

You too, huh?

AT SERGEI'S WORKBENCH

Rex sits on a crate across the worktable from Sergei.

REX

You turned your lights on last night, and Vika came. We came today. What makes you think the Spooks won't come tomorrow?

Sergei touches the cage of wires he's woven inside his walls.

SERGEI

This, you see? This is a Faraday cage. Like a microwave oven. Keeps radiation inside. The ghosts, I think, do not have eyes like you and me. They see electricity. I contain electromagnetic radiation. I shield this place.

He smiles his scientist's smile.

Rex looks down at his feet. There's a CRUDE DEVICE there: a microwave oven with the door removed. Two handles bolted to its sides. An extension cord trails away to a power strip on the floor. Rex hoists the thing up.

REX

What's this?

SERGEI

Microwave projector. A weapon against ghosts.

Rex's eyes light up.

REX

A weapon! Does it work?

Sergei shrugs elaborately. He has no idea.

STORAGE ROOM

Skyler prowls the room with an open duffel bag, plundering the shelves. He quietly steals cans of food; bottles of water; a bolt-cutter, binoculars.

He finds a flashlight with a hand lever. He squeezes it: a generator growls, and the bulb glows. It's crank-powered.

He stuffs the flashlight in his jacket pocket.

LIVING ROOM - ON THE SOFA

Natalie brushes Anne's hair. Anne seems stressed and fragile.

ANNE

Nat. I'm gonna lose it pretty soon.

NATALIE

Hang in there. The darkest hour is just before dawn.

Anne thinks about that for a moment.

ANNE

No it's not. It gets light before dawn. The darkest hour's in the middle of the night. When it's going to stay dark for a long time.

NATALIE

It's a saying. The point is there's hope. Always.

ANNE

(quietly)
Look at this.

Vika stands across the room, furtively watching the girls through her hair.

NATALIE

Vika. Come here. Come on.

She and Anne beckon Vika to come over. Vika shakes her head, awkwardly, but finally they cajole her across the room.

NATALIE (CONT'D)

Can I brush your hair? It always calms Anne down.

Vika's eyes go wide. She shakes her head, no. But Anne grabs her hand and hauls her onto the sofa.

FRONT DOOR

Skyler sneaks to the front door, loaded with plunder.

Hidden by the entryway wall, he quietly opens the bolts and disconnects the wires of the Faraday cage.

CORRIDOR

Skyler lets himself out. Swings the door closed.

The door doesn't latch: it swings slowly open behind him as he sneaks away down the hall.

LIVING ROOM - ON THE SOFA

Natalie brushes Vika's hair. And as the strokes of the brush take effect, the girl relaxes. Her breathing slows.

Anne looks at the lightning patterns on Vika's arms and legs.

ANNE

Are those tattoos?

Vika shakes her head. After a long moment she speaks, unexpectedly, in a small voice.

VIKA

I was in the bath when the ghosts came. With bath salts my mother gave me. The ghosts came into my house. I ran, and lightning hit me.

She looks down at her marked limbs.

NATALIE

My God.

VIKA

Sergei says my bath salts saved me. The electricity ran on my skin, not through my body. Next day I wake up with these burns.

NATALIE

Do they hurt?

VIKA

Not any more.

(a faraway look)

My family was all ashes, all over the house. I had three brothers. That still hurts.

She stands. Hunches her shoulders and walks into the bedroom. The girls watch her go.

WORKSHOP

Rex and Sergei stand at the window, looking out at the city.

SERGEI

It will happen soon. There.

He points. On the distant horizon, there's an astonishing eruption of blue lightning. The flash illuminates a column of smoke towering into the sky. A strange phenomenon far away.

Seconds later, nightmare sounds echo outside the windows. The booms, groans and wails of some gargantuan mechanism.

REX

I've heard that before. What is it?

SERGEI

(shaking his head)

Something big.

STAIRWELL

Skyler descends by the shaky light of his crank-operated flashlight. Kalashnikov in his other hand. He's burdened with so much loot he's having trouble moving.

A heavy duffel bag slips from his shoulder, spilling canned goods down the stairs in a clattering avalanche.

SKYLER

Son of a bitch.

He starts to pick up the cans one-handed, working his crank-operated flashlight wearily.

CORRIDOR

The doorway to Sergei's apartment stands wide open, disconnected wires trailing.

EXT. BEACON APARTMENT BUILDING - NIGHT

A wave of flickering light drifts through the city toward Sergei's building: Spooks moving in perfect coordination.

INT. SERGEI'S APARTMENT - LIVING ROOM

Sean sits in an armchair, twisting the dials on the Sergei's shortwave radio. Searching through the static. At several places on the dial, he hears the weird chatter of Spooks.

A HUMAN VOICE speaks suddenly, quiet as a whisper, then vanishes again into the static. Sean sits bolt upright.

Adjusts the tuner with trembling fingers.

VOICE (ON RADIO)

(filtered)

...Anyone. Please. Mayday. This is the U.S. Embassy, Moscow. We are two hundred fourteen personnel in the bomb shelter under the Embassy. Request all American and allied assets to rally to this location. Anyone. Please. Mayday...

The repeating message pulls Rex and Sergei across the room. Rex and Sean exchange looks of amazement.

REX

We tried the Embassy. Nobody there.

SEAN

(grinning)

We didn't try the basement.

EXT. BEACON APARTMENT BUILDING - NIGHT

Skyler emerges from the building, loaded like a pack mule. As he squeezes out through the door he fumbles his flashlight.

He picks it up - and sees the bulb FLICKERING dimly even though he's not working the crank.

He looks up. Sees a DIM RED GLOW in the street lights.

SKYLER

(a horrified whisper)

Shit.

He drops his heavy bags and slings his Kalashnikov over his shoulder. Pulls a PLASTIC BAG OF RICE out of his plundered food. Tears a hole in the end of the bag.

He WHIPS the bag around in a circle, emptying it in a wide arc that sprays the whole street with rice grains.

The rice is SHREDDED TO DUST in mid-air by SIX SPOOKS that surround Skyler completely.

Skyler spins desperately. Lunges toward a gap in the Spooks' line - but they close ranks too fast. He backs up against the wall, Spooks converging on him.

In the face of certain death, Skyler's fear falls away. He swings the Kalashnikov into his hands.

SKYLER (CONT'D)

Come on then.

BRRAKK! BLAM! He blasts the Spooks at point-blank range.

INT. SERGEI'S APARTMENT - LIVING ROOM - NIGHT

MACHINE GUN FIRE echoes outside. Rex and Sean leap up.

REX

Skyler!

EXT. BEACON APARTMENT BUILDING

The Spooks converge on Skyler, unaffected by the gunshots. *BRRAKK! BRRAKK! BLAM!* And the Kalashnikov clicks empty.

Skyler hurls the rifle at a Spook. It SHREDS on impact. A storm of iron filings comes back at Skyler, drawing blood.

And then they're on him. He shrinks away against the wall. HOWLS with animal rage.

They shred him. *RRRRIP!*

A flurry of ash boils in the air and drifts away.

INT. SERGEI'S APARTMENT - LIVING ROOM

Skyler's scream echoes outside.

SEAN

Spooks.

Sergei runs to the front door - and finds it standing open.

SERGEI

(in Russian)

Idiots!

He hastily swings the door closed.

KA-BLAM!

A LIGHTNING BOLT shatters the front door even as Sergei pushes on it. Sergei tumbles to the floor, bleeding.

A SPOOK surges into the room, a smoky whirlwind. Sergei scrambles away from it.

At the far end of the room, Anne shrieks hysterically.

The Americans are frozen all over the room. They're not ready. Their bags of firebombs and torches are scattered. They've let their guard down.

The Spook moves into the center of the living room. A second Spook, harder to see, follows it inside. And a third.

Sergei's electrical devices go mad, flashing and buzzing.

The people in the apartment are divided by the Spooks. At one end of the place, beside the bedroom and generator room, Natalie, Anne, and Vika.

At the other end are Rex and Sean, beside the storage room.

Sergei is isolated behind his workbench, in the corner of the living room. His eyes blind with terror.

REX

Natalie! Fire escape! Go!

He heaves Natalie's bag over the Spooks toward Natalie. Not high enough. The bag touches a Spook and disintegrates.

Natalie's hammer and a single flare land at her feet. She scoops them up. Pushes Anne and Vika into the generator room.

SEAN

Sergei, this way! Quick!

There's just room enough for Sergei to dash past the Spooks and join Rex and Sean. But Sergei is frozen in fear.

Spook #1 advances on Sergei. Spook #2 comes at Rex and Sean. Spook #3 heads for the generator room.

AT HIS WORKBENCH

Sergei trips over his chair and falls. His plasma ball tumbles on top of him, buzzing with purple lightning.

SERGEI

(in Russian)

I shielded this place!

As Spook #1 approaches, the plasma ball FLARES with more and more violent lightning. The Spook stops abruptly.

Sergei frowns thoughtfully. He thrusts the crackling plasma ball toward the Spook - and the Spook drifts farther away. Sergei grins in discovery.

He sees his microwave projector lying under the workbench. He can just barely reach it - but he grabs it. Drags it to him.

Seizing it by the handles, he swings it toward the Spook - and yanks the extension cord out of the power strip. Unplugged. Sergei's triumphant grin dies on his face.

Spook #1 glows with green light. A LIGHTNING BOLT lashes out, shattering Sergei's crude weapon and killing him instantly.

ACROSS THE ROOM

Rex and Sean watch Sergei die. Stricken, they fall back toward the storage room. Sean grabs the shortwave radio and Anne's bag of Molotovs. Rex grabs his fire axe.

Sean throws a burning road flare at Spook #2. The Spook hisses and retreats, buying them time.

STORAGE ROOM

Sean and Rex rush inside and slam the door. Sean lights another road flare. Wild with panic.

SEAN

There's no way out!

REX

There will be.

He attacks the wall with his axe.

GENERATOR ROOM

Vika rushes to the window, which is blocked by Sergei's grid of wires. She tears desperately at the tough mesh. Just outside, the fire escape promises freedom.

The generator rumbles, churning electricity to no purpose.

In the doorway, Natalie hurls her solitary road flare, briefly turning Spook #3 into a whirlwind of red fire.

NATALIE

Anne, go to the window!

But Anne is overcome with terror, her hands frozen claws tucked to her chest. Tears stream down her cheeks. She cringes against the generator.

Natalie's eye falls on the fuel cans. She seizes a can. Pours a pool of gas in the doorway. Ignites it with a lighter.

A smoky fire leaps up in the doorway between Natalie and the Spook. Natalie steps back, coughing.

AT THE WINDOW

Vika opens a hole barely large enough for a person. She begins squirming out through the hole.

DARK CORRIDOR (SEVENTH FLOOR)

The door to #718 stands open: the hallway is lit by light spilling from the doorway.

An AXE BLADE breaks out of the plaster wall. The hole widens, and Rex squirms out into the hallway, covered with dust.

Sean follows him out. Rex is already sprinting away down the hall. Sean races after him.

STAIRWELL

Rex climbs stairs two at a time, a burning flare in one hand, axe in the other. Sean tries to keep up.

SEAN

Where are we going?!

But Rex is a man on a mission. He leaves Sean behind.

GENERATOR ROOM

Natalie tries to pull Anne to her feet: but Anne is in a panic approaching a fugue state, her eyes unfocused, her whole body shaking. Blind with terror, she resists.

NATALIE

(pleading)

Annie, baby, come on!

KA-TOW! A LIGHTNING BOLT lashes through the doorway and strikes the generator. Cuts one of the generator's leads.

The broken lead spits ARCS OF ELECTRICITY. Anne is burned by one of these. She jerks away with a scream.

SPOOK #3 STEPS THROUGH THE FIRE behind Anne, a TORNADO OF FLAME. Natalie screams. Anne backs right into it.

Anne dies. SHREDDED with a RIPPING SOUND into a slurry of ash that dusts Natalie's legs.

Natalie staggers backward, eyes wide with shock. Mouth open wide as if to scream - but no sound emerges. She can't breathe. She looks in disbelief at the place where Anne stood moments before. Her lips silently shape Anne's name.

The Spook is right on top of her: she's pinned down, no room to move. She squirms backward against the rumbling generator.

Arcs of electricity flicker all around her.

Vika screams from the window.

VIKA

(in Russian)

Get away from her you son of a bitch! Get away from her!

CORRIDOR (EIGHTH FLOOR)

Rex explodes out of the stairwell and races down the hall, looking at room numbers in the light of his flare.

He finds #818, the suite above Sergei's. Kicks the door in.

ROOM 818

Rex runs to the fire-escape window. Painted shut. He smashes the glass with the axe. Dives onto the fire escape.

He can hear Vika screaming below him.

REX

Natalie!

GENERATOR ROOM

Natalie huddles at the foot of the generator. Feet drawn up.

And then something astonishing happens. The Spook seems to hesitate, reluctant to get close to the generator. ARCS OF ELECTRICITY flicker close to the Spook's ghostly form -

And in flashes, Natalie sees A DARK SHAPE inside the Spook.

The vision is blurry, as if seen through a water: but she can make out a monstrous body. A rough carapace. Hideous filaments like tentacles. Utterly alien. Thoroughly evil.

For a moment, she's frozen by the sight.

Then she lifts her HAMMER. Swings the claw end against the generator's FUEL TANK: the metal dents. She swings again with all her might - and a leak opens.

Gasoline pours across the floor.

A BURNING FLARE spins through the window. Hits the Spook.

The Spook retreats, blazing with magnesium. Hissing. The gasoline ignites. Flames run across the floor.

REX

Natalie!

Rex reaches inside. Natalie dives for his hand: he drags her out through the wires. She's covered in gray ash.

Sean and Vika huddle behind Rex on the fire escape.

SEAN

Where's Anne? Where's Anne?

Natalie can't say it. She begins to weep. Sean blanches as he understands. Anne is dead.

EXT. BEACON APARTMENT BUILDING - STREET LEVEL

Rex, Natalie, Sean and Vika drop from the fire escape. They hit the pavement and lurch immediately into a run, wild-eyed and breathing hard.

We've come full circle to the first moment in the film.

Natalie weeps and staggers. Rex pulls her along.

Sean and Vika follow them. Away from the flickering streetlights. Into the safety of the darkness.

Behind them, Sergei's windows are once again a beacon - blazing not with electricity but with consuming fire.

FADE TO BLACK.

EXT. CENTRAL MOSCOW - PLAZA - MORNING

A handsome little city square. A golden daybreak.

Rex, Natalie, Sean and Vika walk wearily onto the plaza. Exhausted and shell-shocked. They have not slept all night.

Natalie stops walking. Her eyes are glassy, remote. The others look at her in concern. She shuffles over to the front steps of an ancient building and sits down.

After a moment the others sit down too. Rex sighs miserably.

REX

I can't believe we lost Sergei as soon as we found him. Christ, we got him killed.

(he hangs his head)

He knew how to hide. He was working on a weapon. He was onto something. Did you see the Spook shy away from that lightning ball?

Rex's words stir Natalie out of her fugue. She looks up.

NATALIE

Sergei was wrong. The Spooks aren't made of energy. I saw the one that ...killed Anne. When it got close to the generator. I saw inside it, and there was something in there. Something not human.

Rex stares at her. Sean shakes his head in amazement.

SEAN

It's not survival horror. It's real-time strategy.

Rex and Natalie look at him blankly.

REX

What are you talking about?

SEAN

What kind of game we're in. It's a war game. I thought it was all supernatural. But this isn't the end of the world. It's just a war. Survival of the fittest.

REX

We're not doing too hot so far.

They laugh hopelessly, helplessly.

SEAN

No.

Vika scoots closer to Natalie and leans on her shoulder. Natalie absently throws her arm around the girl.

REX

I miss electricity.

A sudden HISS snaps all their heads around. Sean's shortwave radio is buzzing with static. Rex glances at his wrist: the light bulbs there are glowing dimly.

REX (CONT'D)

Shit.

They look frantically around the plaza for signs of a Spook.

NATALIE

(despairing)

God. No more!

O.S. A RHYTHMIC JINGLE OF METAL.

They look at each other. Listening to the sound get closer. Natalie shoots Rex a questioning glance.

REX

No idea.

A fantastic figure enters the square: a man on horseback.

This is SERGEANT MATVEI VOLKOV, 35. A man of war and a born survivor. A career soldier, he maintains military discipline even now, at the end of the world.

He is the militiaman we saw directing traffic from horseback before Moscow fell.

He still wears the uniform of a Russian militia: but over this he now sports a crudely hammered iron breastplate. His arms and legs are wrapped in raw copper cable. From his armor, lengths of steel chain hang to the ground.

His mount, a BEAUTIFUL BLACK DRAFT HORSE, is similarly protected by metal plates and dragging chains.

Behind Matvei come four men on foot in militia uniforms:

YURI, 28. Tall and lean, with wire-rimmed spectacles. A solemn man of few words. He carries a rocket-propelled GRENADE LAUNCHER.

BORIS, 25. Stocky and broad-shouldered. Friendly and muscle-bound as a Labrador Retriever. He wears multiple belts hung with incendiary GRENADES.

SASHA, 23. Athletic and sarcastic. A clown and joker. He wears a FLAMETHROWER: a metal backpack of napalm and propellant.

ALEXI, 27. Jovial and portly, with a heavy beard. A quiet and good-natured bear of a man. He carries a pair of AK-47s and many ammunition clips.

There are lightbulbs wired to the brims of their caps, and military radios on their belts: early warning systems.

Yuri and Sasha walk on the flanks, weapons ready. Boris and Alexi walk in the center, pulling a small CART with shoulder ropes. The cart is loaded with ammo and supplies.

Matvei rides into the square and reins in his horse. Like a general sizing up his battlefield. He notices the Americans in the corner of the square. Speaks to them as if their presence there is not astonishing.

MATVEI

(in Russian)

Stay behind us. There's a ghost coming.

He turns away and gives curt orders to his men.

VIKA

He says a Spook is coming.

REX

We know. What's he going to do about it?

Matvei's head swivels around at the sound of English. He stares at Rex in something like outrage.

MATVEI

(in Russian)

Americans! What are they doing here?

VIKA

(in Russian, defensively)

They're my friends. They saved my life.

Matvei surveys the Americans coldly. When he speaks, his accent is thick, but he speaks English.

MATVEI

I am Sergeant Matvei Volkov. Stay. We fight. If we lose...run.

Matvei spurs his horse out into the square. Raises his AK-47 and rakes the street with gunfire.

Two bullets strike a SPOOK: it becomes a shadow in the sunlight. Matvei pours more gunfire into it, darkening its shape. The Spook heads for him.

Sasha steps out of a doorway with his flamethrower ready. He lays a WALL OF FIRE behind the Spook, barring its retreat.

Boris leaps up from hiding and hurls an INCENDIARY GRENADE. White fire engulfs the Spook. It HISSES and stops.

Sasha lays a second WALL OF FIRE in front of the Spook, trapping it.

MATVEI (CONT'D)
(in Russian)
Clear! Yuri, ready!

Sasha and Boris drop back into hiding. Yuri pops up and takes careful aim with his rocket-propelled grenade launcher.

Matvei spurs his steed in front of the trapped Spook. Peppers the Spook with gunfire. Goading it.

The Spook begins to GLOW with green light. A HUM of power is audible. Matvei wheels his mount. Dodges desperately.

MATVEI (CONT'D)
(in Russian)
Now!

Yuri fires his grenade. It strikes the Spook just as it fires its energy weapon at Matvei.

BOOM! The grenade EXPLODES, penetrating the Spook's defenses.

The Spook's LIGHTNING BOLT tears into the pavement beside Matvei and his horse.

ELECTRICITY plays across their armor, DIVERTED TO THE GROUND by the dragging chains. The bizarre armor is a working defense against lightning. Matvei and his steed are unhurt.

The Spook is not so lucky. Its shape darkens. Electrical arcs leap from it to the ground. It lunges through the wall of fire and retreats hissing down the street.

It leaves a TRAIL of viscous black fluid.

The Americans are elated. They've seen a Spook defeated! Driven away! They leave the shelter of their stoop and approach the soldiers.

REX
How did you do that?!

MATVEI
When ghost make lightning. A moment of weakness.

Natalie looks after the retreating Spook.

NATALIE
You're letting it go?

Matvei and his men gather around their cart. Reloading.

MATVEI
Many will come now. We run.

Rex and Sean run to the place where the Spook was hit. They stare at the trail of black droplets.

SEAN
What is that?

REX
Blood? Oil?

He picks up a SHARD OF ALIEN MECHANISM - a curving fragment of glassy material with complex internal structures.

Rex turns it over in his hands, galvanized.

REX (CONT'D)
They walk around like us, they use machines like us. These are things we could kill.

SEAN
We haven't killed one yet. And they've killed millions.

EXT. MOSKVA RIVER BRIDGE - DAY

Matvei spurs his horse over the bridge. His men dogtrot behind him - Boris and Sasha pulling the ammo cart together.

The Americans and Vika, less fit than the soldiers, breathe hard as they jog to keep up.

NATALIE
Sergeant Volkov...

MATVEI
Matvei.

NATALIE
Matvei. Are there other people like you in the city? Soldiers fighting?

MATVEI
We see no one else.

REX

If there's no Army left...why are you fighting?

Matvei reacts like he's been asked why he's breathing.

MATVEI

When the enemy is too strong to fight, you strike and run. Strike and run. Watch for weakness. To find weakness, make the enemy react. Strike. Run. Watch them.

REX

We heard a message on the radio. There's survivors under the U.S. Embassy. Two hundred people.

Matvei frowns dubiously at that assertion.

MATVEI

Two hundred Americans. In a hole..

REX

Come with us to the Embassy.

Matvei reins his horse to a stop at the bridge's highest point. He glares at Rex.

MATVEI

Moscow is dead. Who is left? A few thousand people hiding like dogs. My people. And you want me to help...Amerikantzam.

REX

They could help you. If they're transmitting, they have power. They'll have guns. Supplies. They could help you fight.

(earnestly)

Come with us.

Matvei scowls at that idea. He glances back at his men, at their ammo cart. Considering. Finally he nods.

MATVEI

Da.

EXT. RIVERSIDE ROAD - AFTERNOON

Matvei and his men escort the Americans and Vika, dogtrotting along the river.

EXT. U.S. EMBASSY - OLD BUILDING - EVENING

The Embassy comprises two buildings, the old and the new. The old building is a classical structure in gold and white. Beside it stands the new building: a modern office block behind a compound wall.

The Embassy shows signs of violent struggle. Bullet holes and scorch marks. A fierce battle was fought here.

Blasted doors and shattered windows leave no doubt about who won. The Spooks have gutted the Embassy with their signature door-to-door ruthlessness.

Matvei leads the Americans up to the Embassy.

EXT. U.S. EMBASSY - COMPOUND GATE

The wall is cracked. The compound gate hangs askew. Matvei puts on his field cap and slings an AK-47.

MATVEI

(in Russian, to Yuri)

Wait here and keep watch. Sound the air horn if the phantoms show.

(in English, to Rex)

Come with me.

EXT. U.S. EMBASSY - NEW BUILDING

A squarish office block with a modern facade. The ground floor doors and windows all shattered.

Matvei approaches the building with his rifle slung on his back, his hands spread wide, palms showing.

MATVEI

Hello....hello...

He leads the Americans into the building across a carpet of shattered glass. Vika goes too, sticking close to Natalie.

EXT. U.S. EMBASSY - COMPOUND GATE

Yuri stands lookout at the gate. Boris, Alexi, and Sasha watch the Americans vanish into the building.

BORIS

(in Russian, subtitled)

Why do they get beautiful girls, and I get you assholes?

YURI
 (in Russian, subtitled)
*You forgot to check the "hot
 chicks" box on your application.*

BORIS
 (in Russian, subtitled)
Oh, that's funny.

INT. U.S. EMBASSY - NEW BUILDING - LOBBY

Matvei, the Americans and Vika cross the lobby.

All is dark and quiet...but on a security camera overlooking the lobby, a red LED shines in the shadows.

STAIRWELL

Matvei leads the Americans downward by the light of a torch.

SUB-BASEMENT

A damp subterranean space of raw concrete. Supplies stacked on pallets and steel shelves.

An ARMORED DOOR gleams in the light of the flare, across the basement. The entrance to the bunker.

MATVEI
 There it is.

He takes a step. A SHOUT stops him:

BASTION
 Freeze! You are on American soil!

From behind a stack of crates a Marine emerges, M16 rifle trained on Matvei.

This is LT. DAVID BASTION, U.S. Marine Corps. Senior surviving officer of the U.S. Embassy's security detail. A good man to whom leadership does not come naturally. He is tense and high-strung under the weight of unwanted responsibility: shaky with stress and sleep deprivation.

The last man you want pointing a machine gun at you. Matvei stands his ground, arms wide: one hand holding a torch, the other empty.

MATVEI
 I bring Americans.

Rex steps forward, hands raised.

REX
We're U.S. citizens.

NATALIE
I'm from Connecticut!

BASTION
Do you have I.D.?

Rex, Natalie and Sean exchange looks of amazement.

REX
Dude, it's the end of the fucking world and you want I.D.? Listen to our voices!

The rifle rattles in Bastion's hands as he shouts back.

BASTION
Do you have I.D.?!

Natalie lays a calming hand on Rex's shoulder. Slowly reaches into the side pocket of her pants.

NATALIE
Passport.

She holds it out, inching forward. Bastion squints at it. Rex produces his own passport from his jacket pocket.

SEAN
I don't have my passport. I have a driver's license. Credit cards.

He shuffles forward, driver's license held out. Bastion gives it a cursory glance. Nods at Vika.

BASTION
What about her?

Vika looks worried - fearful of being abandoned.

NATALIE
Vika's Russian. But she's with us. We're taking care of her.

Vika shoots Natalie a look of intense gratitude.

BASTION
No foreign nationals in the bunker. Policy. Nothing I can do.

SEAN

She's sixteen years old! You know what's out there.

BASTION

(tightly)

I am current on the situation. No foreign nationals in the bunker. You three can come in.

Vika looks near tears. Natalie turns to Matvei.

NATALIE

Matvei. We'll talk to them. I'm sure they'll take you in. Will you wait while we go inside?

Matvei stares at Bastion with unreadable eyes. Nods.

INT. BUNKER HATCHWAY

Darkness. A clang of metal. Rattle of keys. Bastion swings the armored doors open and waves the Americans inside.

BASTION

Let's move, please.

They descend a concrete stairwell lit by dim electric bulbs. Rex looks over the railing: the stairwell seems to go to the center of the Earth.

The Americans exchange glances, their eyes shining with hope. They look like castaways unexpectedly rescued.

REX

Are there really two hundred Americans down there?

BASTION

Neighborhood of that number.

Natalie's choked up. She reaches out and takes Rex's hand.

NATALIE

I can't believe it. I can't believe we found you. It was like we were the only ones left in the world.

Bastion doesn't answer. Trudges down the stairs, jaw rigid.

SEAN

Thanks for not shooting us.

INT. BUNKER - BARRACKS

A long, low room with concrete walls. Dim light bulbs strung along the ceiling. Rows of cots jammed together so tightly it's hard to walk between them.

Men, women and children of all ages crowd the bunker. Embassy personnel and their family members.

The air is full of noise: voices crying, wailing, arguing. Beneath it all, the hum of ventilation fans. The concrete walls multiply the echoes.

It smells like a hot basement smells when two hundred people have lived in it for weeks. To newcomers it's overwhelming.

The Americans emerge from the stairwell. Natalie comes first - and stiffens as the smell hits her.

NATALIE
(covering her nose)
God!

The Americans stand blinking inside the door. Eyes adjusting to the dark, noses to the stink. They stare at the cramped quarters, the squalor, the stricken faces of the underground refugees. Brutally disillusioned.

Whatever the bunker holds, it's not salvation.

Two uniformed MARINES flank the entryway. They wear pistols on their hips and M16 rifles slung over their shoulders. As the newcomers enter, they draw pistols and cover them.

BASTION
Stand down! They're citizens.

The Marines lower their pistols but don't holster them. They look wired and twitchy, and Rex watches them unhappily.

BASTION (CONT'D)
I'll take you to the Chief. He'll know what to do with you.
(to one of the Marines)
Wagner, take surface duty. There's a Russian soldier up there waiting. You leave him be.

The Marine salutes grimly and heads up the stairwell.

SEAN
Have other people come in from outside?

BASTION

You are the first.

He walks down the crowded barracks aisle. Rex, Natalie and Sean follow, shocked by the suffering at every turn.

The bunker's tiny universe unfolds in front of them:

A DOOR MARKED "FOOD STORAGE"

Guarded by a nervous Marine. He stands with his back to the door, pistol in his hand. A dozen bunker-dwellers sit watching the door intently.

A DOOR MARKED "WASHROOMS"

A permanent queue of bunker-dwellers waits for a turn at the chemical latrines. The smell is piercing even by the bunker's standards. The waiting people hold their noses.

AN INFIRMARY

A lone doctor and a single nurse toil over a crowded ward - the sick packed two to a bed. Wails of pain and distress.

A pregnant woman watches the newcomers pass, her face a mask of misery. Natalie tears her eyes away with difficulty. She grabs Rex's hand as they walk on.

Throughout this walk, the bunker-dwellers react variously to the newcomers. They stare and scowl. Hysterical shouts: *Who are they? Why are they in here?*

A DOOR MARKED "COMMAND CENTER"

Stands at the far end of the barracks, guarded by two more Marines. Lieutenant Bastion nods, and the Marines step aside.

INT. COMMAND CENTER

The Embassy's emergency headquarters underground. A dozen steel desks with telephones, desk lamps, flat-panel monitors.

On the wall, maps of Moscow, Russia, and the world.

The personnel in the Command Center all wear suits: jackets sweated through at the armpits, neckties twisted and wrinkled. A travesty of official decorum.

In the middle of the Command Center sits Acting Chief of Mission ALAN SHORT, 50, a massive, sweaty man with a meaty face and a folksy accent. Thrust into leadership by the invasion, he is a creature of panic and nervous impulse.

Bastion brings the newcomers in. Short looks up irritably.

SHORT

Command personnel only in here. Who are these people?

BASTION

Civilians, sir. Americans. I found them on the surface.

A murmur runs through the Command Center staff at that information. But Short is unimpressed.

SHORT

Lieutenant, this facility is for Embassy personnel and families. We're nuts to butts down here. Sleeping like sardines. Rationing food and water. You think we got room for outsiders?

NATALIE

Outsiders? We're Americans!

BASTION

Sir, these people survived three weeks up top. They have intel on conditions above ground. I thought you'd want to talk to them.

Short looks around, taking a survey of his staffers' expressions. He hesitates, sensing he's on the wrong foot.

SHORT

Course I'm gonna talk to 'em!
(to the newcomers)
Now. I'm Alan Short. Acting Chief of Mission since the invasion.

REX

"Invasion." Who's invading? Do you know?

SHORT

'Course we do.
(uncertainly)
I mean, as much as anybody.

The man at Short's right hand leads forward. This is MARK CARLIN, 45, a CIA agent stationed at the Moscow Embassy under diplomatic cover. A career spy, he sees more clearly than anyone in the bunker just how screwed they are.

CARLIN

We don't know much. August twenty-fourth, our missile-detection radar lit up. We didn't know what we were looking at, but the sky was full of them. Huge signals. We never saw them coming. They just...appeared.

The woman on Short's left hand listens to all of this tensely. She is SHEILA BARKER, 35, senior surviving officer of the Embassy's Military & Political Section. A career bureaucrat. A petty tyrant in a wrinkled pantsuit.

BARKER

Carlin, this is classified material.

CARLIN

Who are they going to tell, Barker?
(to the newcomers)
The invasion began with an electromagnetic bombardment that shorted out all our hardware.

REX

Was this just Moscow, or...

CARLIN

Worldwide. This bunker had fiber-optic lines to hardened facilities in Europe and North America.

BARKER

Classified!

CARLIN

Do you mind!
(to Rex and the others)
The connections stayed up for twenty or thirty minutes. We heard from New York, D.C., London, Paris, Berlin. All the same. Invisible invaders. Systematic extermination.

Rex, Sean, and Natalie are gut-shot by this news. Sean sinks to his knees on the floor. Natalie sits blindly in a chair.

SEAN

Jesus Christ.

NATALIE

You mean there's nobody left.
(it continues to sink in)
Our families. Our friends.
Everybody's gone.

BARKER
Carlin. No more.

CARLIN
Do you want to find out what they
know, or not?

BARKER
I should be asking the questions.
I'm Military Section. You're
Economic Affairs.

CARLIN
I'm also CIA, as you well know.

BARKER
That's a government secret! It's
treason to reveal it!

She looks to Short for backup. Carlin is out of patience.

CARLIN
Treason against what? There is no
U.S. Government anymore!

SHORT
By God, Carlin, things may be bad
on the surface, but there's sure as
hell a U.S. Government down here.
Lieutenant. Secure that man.

Startled, Lieutenant Bastion moves warily toward the CIA man,
his hand on his sidearm.

Carlin sweeps his jacket back to reveal a pistol in an armpit
holster. He lays a hand on his own weapon.

CARLIN
(his voice shaking)
Nobody's securing anybody.

The Command Center freezes, tension stretched to the breaking
point. Bastion and Carlin stare at each other.

Natalie leaps to her feet.

NATALIE
I saw one of the Spooks. The
Invaders. I know what they look
like. Isn't that worth something?

The Command Center staff stares at her in astonishment.

REX

The soldiers we met have been fighting them. Spooks bleed, if you hit 'em hard enough. And they use machines. Look.

Rex pulls the ALIEN SHARD out of his shoulder bag. Carlin lets go of his gun and takes the shard gently from Rex's hands, staring at the intricate mechanism.

CARLIN

I'll be damned.

EXT. U.S. EMBASSY - COMPOUND GATE - AFTERNOON

Yuri paces restlessly at the gate, his military radio pressed to his ear. All's quiet.

Inside the courtyard, Boris, Alexi, and Sasha sit around a hubcap in which a small fire is burning. They are playing poker. They study their hands.

ALEXI

(in Russian, subtitled)

A thousand.

Boris folds his cards. He's out. Sasha eyes Alexi shrewdly across the fire.

SASHA

(in Russian, subtitled)

Show me your money.

Alexi brandishes a thousand ruble note. Sasha matches him. Both men throw their bills down - into the fire. The ashes in the hubcap are all incinerated cash.

INT. U.S. EMBASSY - BASEMENT

Vika sits on a crate. Watching the bunker door.

Wagner, the Marine Bastion sent to the surface, stands by the bunker door. His eyes linger hungrily on Vika.

Matvei steps pointedly between Wagner and Vika. He stares Wagner down.

INT. BUNKER - COMM ROOM

A communications center. Consoles. Monitors. Radio terminals.

Two men occupy the room. One, WETHERLY, sits at a radio terminal: he wears headphones and scribbles in a notebook. The other, DOBBS, sits in the corner, rocking back and forth.

On one wall, a bank of MONITORS. Most are dark. A few filled with static. A few show images from Embassy cameras. On one screen: Matvei's soldiers at the compound gate. On another: Matvei and Vika in the basement.

One screen shows a wide shot of Moscow, from high up on the Embassy building. The sun is setting outside.

Carlin, carrying the ALIEN SHARD, leads Rex into the room. Neither occupant (Wetherly in his headphones, Dobbs in his fugue state) is aware of their presence.

CARLIN

Wetherly here's a genius.
Cryptologist, among other things.

REX

What's he doing?

CARLIN

Listening to the Invaders talk.
Trying to make sense of it.

He taps Wetherly on the shoulder. Wetherly pulls off his headphones and blinks as if waking from a dream. His notebook is dense with linguistic marks and symbolic logic.

CARLIN (CONT'D)

How's it going?

WETHERLY

I'm out of my depth.

CARLIN

Try a new puzzle.
(hands Wetherly the SHARD)
That's Invader tech.

Wetherly receives the shard like a religious artifact.

WETHERLY

Do we know what this is part of?

REX

Not a clue.

WETHERLY

I'm an information scientist.
Hardware's not my scene.

CARLIN

What else do you have to do?

COMMAND CENTER

Natalie sits at a desk. Short, Barker, and other staffers stand over her, watching.

Behind them, Sean quietly lets himself out through the barracks door.

Natalie sketches with a pencil.

NATALIE

I only got glimpses...it was like
looking through water...

On the paper, the outline of an Invader emerges. A domed carapace like the brow of a hump-backed whale. A fountain of tentacles. Strange symmetries. Inhuman shapes.

The others watch Natalie work, spellbound by the monstrosity taking shape on the page.

SHORT

You can draw, girl.

NATALIE

I was studying design, back before
the end of the world.

BARRACKS

Sean moves through the dim barracks, listening to the wailing and murmuring. Looking at the faces of the refugees.

He finds a BOY, eight years old, sitting on a crate. The boy holds a HANDHELD GAMING DEVICE: slowly touching the buttons and gamepad in a slow rhythm. Eyes fixed on the screen.

Sean sits down beside the boy. Peers over his shoulder. The handheld is dark: the screen visibly burned out.

SEAN

What are you playing? I'm all about
Ganglion. That's my game.

The boy glances up for a moment, then goes back to his imaginary game.

An OLD WOMAN turns over painfully on a nearby cot.

OLD WOMAN

He doesn't talk.

SEAN

Who does he belong to?

OLD WOMAN

They didn't make it inside. He's on his own. I look after him some.

Sean frowns, disturbed. He lays a hand on the boy's shoulder.

COMMUNICATIONS CENTER

Wetherly pokes experimentally at the shard with instruments, his concentration total. Rex and Carlin sit watching.

CARLIN

Sorry about the pyrotechnics out there. Mister Short may be "Acting Chief of Mission," but before the Invasion he was just a deputy. It's amateur hour down here.

Rex is staring at Carlin. Troubled by something.

REX

What's your plan?

CARLIN

What do you mean?

REX

You've got a room full of food, a big tank of water. But it will run out. Then what?

Carlin mulls that over. He sighs.

CARLIN

For a while I think we were waiting for the choppers to come get us. But we all know there won't be any choppers. We're just...waiting.

REX

We should be pushing back. Experimenting. Try out ways of hiding from the Spooks. Ways of hurting them.

CARLIN

Rex, we sent half our Marines out on recon two weeks ago.

(MORE)

CARLIN (CONT'D)

They never came back. Most of these people are bureaucrats. Civilians. They wouldn't last long up there.

REX

How long can they last down here?

COMMAND CENTER

Acting Chief of Mission Short sits arrogantly at his desk. Natalie stands in front of him.

SHORT

There's no way I can allow a foreigner inside the bunker.

NATALIE

She's not very big. She's quiet.

SHORT

She's a mouth to feed. A Russian mouth. No can do. Hang on.

(shouting)

Bastion! I gotta hit the head.

Lieutenant Bastion grimaces. He escorts Short out of the Command Center into the Barracks.

BARRACKS

Twice as noisy as it was before. Short moves through the crowded hall with a finger not-too-subtly blocking his nose.

His appearance creates a moving sensation. The bunker-dwellers shout in growing hysteria. *Who are those people in there? There's not enough food! What's going on?*

A few bunker-dwellers accost Short face to face: Bastion shoves them aside. Short ignores them.

In the middle of the Barracks, Sean sits telling a story of the surface world. A circle of people surrounds him, listening. The silent boy leans against him.

Short stares at the sight in surprise, but does not stop.

At the restrooms he cuts the long line, drawing cries of protest, and disappears inside.

COMMAND CENTER

Rex emerges from the Comm Room. Natalie rushes to him. They have a hushed conference in the corner.

NATALIE

They won't let any Russians in. And I'm not leaving Vika out there. I won't stay without her.

REX

I'm not sure we should stay anyway. This isn't surviving. It's dying in slow motion.

BEDLAM as the Barracks door opens. Short and Bastion re-enter the Command Center. Bastion bolts the door behind them.

Short strides over to the newcomers, adjusting his trousers unpleasantly as he comes.

CARLIN (O.S.)

Short! Get in here!

The shout comes from the Comm Room.

COMM ROOM

Wetherly sits at his workstation, the alien shard in front of him. Carlin stands over him, his face rigid with tension.

Short stomps into the room, followed by Rex, Natalie, Sean, Barker, and various staffers.

SHORT

Jesus. Where's the fire?

CARLIN

Wetherly.

WETHERLY

Sir. The fragment. It's incredible. Room-temperature superconductors. It's got enough energy stored in it to power a town.

SHORT

I don't care.

WETHERLY

It's transmitting.

All the blood runs out of Rex's face.

REX

What?

SHORT

What do you mean? What's it transmitting?

WETHERLY

It's a repeating data pulse. It could be nothing. Broken hardware calling tech support. But it could be a tracer.

REX

No.

Short turns on Rex.

SHORT

You got half a dozen Russian shooters camped on my doorstep. And now you bring that thing down here?

REX

I didn't know!

Short seizes the alien shard. Thrusts it into Rex's hands.

SHORT

(snarling)

Bastion! This one goes topside now.

REX

Wait. If this thing's broadcasting, the Spooks know where we are.

Lieutenant Bastion takes Rex's arm.

REX (CONT'D)

Look!

He points at the Comm Room's security monitors. On one screen, Yuri brandishes an air horn, blasting away - though no sound is audible here. On the basement monitor, Matvei waves his arms urgently for attention.

And on the monitor with a view of Moscow, a terrifying sight:

LIGHT flows through the city toward the Embassy in geometric waves. An army of Spooks on the move.

In several places along the flickering wavefront, mysterious BEACONS OF LIGHT shine brightly. Something new.

REX (CONT'D)

They're coming. The bunker's not safe. You need to move your people out of here. Carlin, talk to him.

Carlin looks fearfully at the approaching wave of light. He's been underground too long: he doesn't have the stomach for the surface. He doesn't say anything.

SHORT

Get him out!

Bastion drags Rex toward the Barracks door. Natalie keeps pace with him.

NATALIE

I'm with you, Rex. I'm here.

REX

You don't have to come.

NATALIE

I'm with you.

BARRACKS

Bastion muscles Rex through the Barracks, Natalie in tow.

They pass Sean, deep in conversation with a dozen refugees. He leaps to his feet in astonishment.

SEAN

What's happening?

NATALIE

They're throwing Rex out!

REX

Spooks on the way. Looks bad.

Sean follows them, jostling through the crowded space.

SEAN

What about these people?

REX

The boss won't move them. He thinks it's safe down here.

SEAN

Maybe it is.

NATALIE

Sean! Come with us.

Sean stops in his tracks. Torn. Then the BOY appears beside him, clutching his game. Throws an arm around Sean's leg.

Sean looks down at the boy. Scans the faces all around him. Two hundred Americans. The last remnants of home.

He turns to Rex and Natalie and shakes his head in answer. He's not leaving.

Bastion pulls Rex toward the door. Natalie gives Sean a sad little wave goodbye and hurries after them.

STAIRWELL

Rex and Natalie run up the stairwell. Now, instead of rushing them along, Bastion is hurrying to catch up.

INT. EMBASSY - BASEMENT

Bastion opens the bunker door. Rex and Natalie stumble out.

Wagner, the Marine on surface duty, stands waiting. Matvei and Vika are nowhere to be seen.

NATALIE

Vika. Where's Vika?

Wagner just points. Up.

INT. EMBASSY - LOBBY

The Americans burst into the lobby, crunching across the gravel of shattered glass.

Matvei stands vibrating with impatience, Vika at his side.

MATVEI

(furiously)

Too slow! We run!

EXT. EMBASSY - COMPOUND GATE - DUSK

Matvei's platoon is rigged for travel and desperate to move. The bulbs on their caps flicker: their radios hiss with static. Matvei's horse bucks and tosses its head.

Matvei, Vika and the Americans run out of the Embassy.

MATVEI

(in Russian)

Move out! Quick march! Now!

He swings into the saddle. The Battalion moves into the street and wheels away from the advancing Spooks.

MATVEI (CONT'D)

(in Russian)

Keep the civilians in our center.

(to the Americans)

Keep up. Stay in the middle.

A soldier rakes the street ahead of them with gunfire to reveal any hidden Spooks.

His bullets pluck a Spook out of the air just a few paces away. It advances, a smoky cyclone.

Rex stares bitterly at the alien shard in his hand. He steps forward. HURLS the shard at the Spook with a ROAR of rage.

The shard is SHREDDED on contact - and a COLOSSAL ELECTRICAL DISCHARGE hammers the Spook!

The Spook's protective field pops like a soap bubble. A MONSTROUS ALIEN BODY slumps to the pavement, consumed from within by a fierce electrical fire.

Rex ROARS in astonished triumph. A wild shout of exultation rises from the soldiers - and dies on their lips.

The advancing Spooks halt in their tracks. A HORRIBLE PULSE OF SOUND erupts from all the Spooks at once.

The Spooks resume advancing - their hazy forms darkening. SIZZLING with electrical anger.

The Americans and Russians flee. All jubilation forgotten.

INT. EMBASSY - BASEMENT

In the deserted basement, the lights flicker and glow - brighter and brighter.

SPOOKS move through the shadows. Arrange themselves in a perfect arc in front of the bunker door.

Simultaneously they GLOW with eerie light.

INT. BUNKER HATCH

Bastion stands behind the armored door. He frowns, listening. A distant HUM of power. He lays his ear against the door.

KA-BLAM! A thunderbolt of electrical energy burns through the metal. Bastion dies in a blast of molten steel.

BARRACKS

The light bulbs strung on the ceiling brighten and flicker.

BA-ROOM! An explosion blows the Barracks door in. **SPOOKS** drift into the Barracks, cutting through the captive crowd.

Sean stands up in the crowd, holding the silent boy in his arms. His eyes are grim. He knows better than anyone in the bunker what's coming.

ELECTRICAL CRACKLES and **SCREAMS** as the Barracks becomes a killing floor.

COMMAND CENTER

Short, Barker, and Carlin rise from their desks as the sounds of massacre penetrate the door. There's no way out.

Carlin walks to the Armory. Waves aside the Marine who stands guard there. The Marine, fighting tears, lets him pass.

ARMORY

A massive arsenal. Racks of rifles. Shotguns and tear gas. Grenades and ammunition. Carlin surveys the weapons grimly.

COMMAND CENTER

The Barracks door **BURSTS OPEN**. Desperate refugees stampede inside. Seeking refuge where there's none to be found.

Sean is among them, battered and covered with ash. He still holds the boy, who clings to him desperately.

Short battles his way to the door, trying to shove it closed.

SHORT

Not in here! Official personnel
only...

CRACKLE! A Spook glides through the door, and Short is **SHREDDED** into ash on the threshold. More Spooks follow.

ARMORY

Carlin cocks a pump-action **SHOTGUN**. Presses the muzzle against a crate of C4 explosive on the floor at his feet.

SEAN (O.S.)

Wait.

He steps into the room, holding the boy. The boy's face is buried in his shoulder.

SEAN (CONT'D)

Let them get close. Take as many
with us as we can.

Carlin swallows hard. Sweat standing on his face. He nods.

SEAN (CONT'D)

(quietly)
Go forth, spirit, from this world.

They watch through the open door as the massacre spreads into the Command Center.

SEAN (CONT'D)

In the name of the Father who
created you. In the name of the Son
who suffered for you. In the name
of the Spirit who was poured out
upon you.

They see Barker fall back, firing her pistol into a Spook -
and die, SHREDDED into ash.

SEAN (CONT'D)

May you dwell with God in Heaven.

A Spook glides through the Armory door, a dark whirlwind.

CARLIN

Or in Hell.

Carlin pulls the trigger. And the world dissolves in fire.

STAIRWELL

The deep stairwell erupts with flame like the bore of a
colossal cannon.

EXT. MOSCOW AVENUE - DUSK

Matvei's platoon flees down the avenue with their civilian
charges. The EMBASSY BUILDING looms behind them, its windows
flickering with sporadic light.

Suddenly a CATAclysmic BLAST shakes the ground.

A COLUMN OF FLAME shoots up through the Embassy building,
billowing into the sky. Concrete shrapnel whines overhead.

And slowly, grindingly, THE EMBASSY BUILDING COLLAPSES INTO RUBBLE. Falls into its own foundation in a cloud of dust.

They look back only for a moment. Their warning bulbs are glowing, their radios hissing.

They run.

EXT. PLAZA - NIGHT

The Last Battalion enters a city square. The streetlights flicker brightly in every direction. Their rifle fire picks out Spooks blocking every road. No exit.

A subway station opens into the plaza. Matvei leads them to the stairs, looks down.

MATVEI

Dark. We go down.

(in Russian, to his men)

Take all you can carry! Hurry!

The soldiers and the Americans crowd around the supply carts, taking only ammunition: grenades, rifle magazines, flares.

They turn and enter the Metro. Matvei tries to lead his horse after them. The horse balks. Eyes rolling in terror.

Matvei croons to the horse. Tries to soothe it - but the dark hole in the earth terrifies the beast, and it only grows more agitated. Panic grows in Matvei's face as his efforts fail.

With a snarl of anguish Matvei unbuckles the cinch, unhooks chains. Drags the saddle and chains to the ground. Slips the bridle, and the horse is free.

But still the faithful animal stands its ground. Matvei presses his forehead its nose, tears welling up.

MATVEI (CONT'D)

(in Russian)

My friend. I'm sorry. Now run!

He pushes the horse's head aside. WHACKS the animal on the rump. Startled, the horse leaps away. Gallops across the plaza, weaving blindly between the Spooks, and disappears.

Matvei turns. Drops a GRENADE into the ammo cart. Sends it rolling with a kick. He runs down the stairs. Behind him the ammo cart EXPLODES, scattering burning ammunition.

INT. SUBWAY STATION - ESCALATOR - NIGHT

FLARES blaze, revealing a white-tiled underground passageway. The Americans and Russians hurry down a long ESCALATOR.

Behind them, lights flicker as Spooks follow, their destructive touch tearing at the escalator stairs: a deafening CRACKLE of electricity.

SUBWAY STATION - PLATFORM

A stunning example of Moscow's famed metro architecture. Vaulted ceilings, ornate arches, crystal chandeliers. Grand as a Czar's ballroom.

They hurry down the dark colonnade. Shadows wheel and turn in the torchlight. Behind them, the chandeliers begin to twinkle and shine as Spooks pass beneath them.

Rex finds himself beside Matvei, trotting down the platform. He glances at Matvei's face: grim and tear-streaked.

REX

I'm sorry about your horse.

Matvei nods curtly, not stopping.

MATVEI

He will live. He is fast.

(he rubs at his eyes)

You killed a Spook. You're the first.

REX

It was a one-shot deal. Unless you've got more Spook machinery.

Matvei shakes his head, snarling wolfishly.

MATVEI

We will take more.

SUBWAY STATION - EXCHANGE

A wide subterranean space with many pillars where several concourses meet. Thousands died here on the day the Spooks came. The floor is thick with dust.

The Russians and Americans run into the exchange and halt, faced with a crossroads. Which way? As Matvei considers their options, their last flare sputters out. Darkness descends.

In the blackness, lights buzz and flicker at several points in the exchange: Spooks converging on their position.

MATVEI
(in Russian)
Head for the stairs.
(in English)
We must go above ground.

He points them toward a corridor that leads to the surface. They dash toward the exit corridor and escape.

A wicked ELECTRICAL HUM stops them in their tracks.

PALE LIGHT shines out of the exit corridor. The light grows brighter. The HUM gets louder: a throbbing like a high-voltage transformer.

A SPOOK emerges from the exit tunnel. But this Spook SHINES with an otherworldly light. It hums and buzzes with power.

It's a SEEKER.

The Seeker drifts out among the pillars. Shadows wheel as its radiance pushes back the darkness. Caught off guard, the Russians and Americans scatter among the pillars, hiding.

Around the Seeker, ceiling lights flare and EXPLODE in showers of sparks. Its electrical aura is vastly stronger than an ordinary Spook's.

On the floor, electric field lines are traced in the dust: intricate radial patterns centering on the Seeker. They shift and rustle as the Seeker moves.

BOOM. A blinding shaft of light, like the beam of a lighthouse, erupts from the Seeker's center. The beam sweeps the exchange, searching.

The Russians and Americans cower in the shadows, shielding their eyes from the light.

Spooks continue closing in. Wherever the Seeker's searchlight passes over a Spook, the Spook is fleetingly rendered semi-visible: a ghostly alien form.

Matvei and his men hug the shadows behind separate columns. Weapons in hand, sweat beading on their faces. They exchange hand signals as Matvei tries to figure out what to do.

Rex and Natalie huddle together behind a pillar. Fifteen feet away, Vika hides behind another. They look at each other, too frightened to move.

The Seeker's electric hum grows terrifyingly loud. The dust at their feet begins to sift itself into geometric patterns. Vika's fine hair rises with static charge.

Light bulbs above them burst, showering them with sparks.

BLINDING LIGHT as the Seeker's beam rakes across the columns they hide behind. The thing is only feet away.

And then the Seeker's questing beam falls on Alexi, imperfectly hidden behind his column. The field lines in the dust strengthen and multiply.

All around the Seeker, Spooks glow simultaneously with an eerie green light. A THROB of accumulating power.

KA-TOW! A massed lightning strike shatters the column Alexi hides behind.

Alexi tumbles into the open, stunned.

The Seeker's searching beam illuminates him a second time as he sprawls in the dust. But this time the beam changes color, turning a pale red: and Alexi, as if caught by an invisible snare, begins to slide across the floor toward the Seeker.

Alexi screams clutches at the floor. No use. The beam drags him in. He touches the Seeker and dies. Shredded into ash.

Matvei snarls in rage. Spooks block the exits. The Seeker roves among them. Hopeless. He shouts into the darkness.

MATVEI (CONT'D)

On my signal! Hit them and run for the tracks!

Hurriedly the survivors ready their weapons. Grenades. Road flares. Molotov cocktails.

MATVEI (CONT'D)

Now!

A bombardment of incendiaries from the survivors. Explosions and flame. Dust kicked up by the blasts makes the air opaque.

Lightning bolts blast through the smoke in answer, fired blind. A column shatters under the ravaging energies.

ON THE TRACKS

The survivors drop onto the tracks, landing heavily. The soldiers help the civilians up. They run.

METRO TUBE

A narrow concrete-walled tunnel. Two steel rails on a concrete floor.

Matvei stumbles into the darkness, leading Yuri, Sasha and Boris. Rex, Natalie and Vika bring up the rear.

Behind them, a light glows in the tunnel. A beam of white light sweeps down the tunnel after them, searching.

EXT. METRO TRACKS - NIGHT

The metro tracks break the surface and emerge above ground.

The fugitives emerge from the tunnel gasping and exhausted. Behind them, light in the tunnel: the pursuit still coming.

Ahead, the metro tracks run onto a bridge over the Moskva River. Matvei leads them forward, breathing hard.

MATVEI

We cross the river.

EXT. METRO BRIDGE - NIGHT

At the midpoint of a bridge, they halt. Lights glow in front of them as well as behind. Spooks at both ends of the bridge.

REX

I guess we got their attention.

Matvei spins in place, studying the bridge. He steps to the railing and looks down.

NATALIE

No way.

There's another bridge not far downstream. Boats are pinned against the bridge's piers by the current.

MATVEI

We jump.

VIKA

(in Russian)

We're too high!

BLINDING LIGHT. The Seeker's searchlight beam sweeps over them and back again. They're spotted. At both ends of the bridge, Spooks glow as they charge their lightning weapons.

MATVEI

(in Russian)

Jump!

Matvei picks Vika up bodily and throws her over the railing. Her scream trails away. A splash.

Matvei's men leap over the rail without hesitation.

Matvei throws his arms around Rex and Natalie. Takes them over the railing with them. A BOMBARDMENT OF LIGHTNING blasts the bridge right behind them.

We fall with them: sixty thrilling feet to a hard splashdown. They flounder to the surface, gasping with the cold.

They all swim with the current, fighting to stay afloat in their waterlogged clothing - the soldiers with weapons slung.

AT THE DOWNSTREAM BRIDGE

They huddle under the jammed boats. Clinging to ropes.

A BEAM OF LIGHT sweeps across them and away. The Seeker shines like a beacon on the bridge they jumped from.

EXT. RIVERBOAT (JAMMED AGAINST BRIDGE)

Rex and Matvei haul themselves over the gunwale into the boat. They turn and drag the others out of the water.

They shove the boat free. It floats into the current, leaving the Seeker and its army of Spooks behind.

EXT. RIVERBOAT (ADRIFT, CENTRAL MOSCOW) - NIGHT

The boat spins downstream between the Moskva's walled banks. Central Moscow drifts past.

The survivors crouch and peer fearfully over the gunwales. They shiver in the chill.

The night echoes with vast mechanical noises from far away.

RIVERBOAT (ADRIFT, OUTER MOSCOW) - MORNING

The riverboat floats through Moscow's industrial outskirts, cartwheeling in the current. The sky is blue, the morning sun shines kindly. It's quiet. Last night's hell left far behind.

Every soul aboard sleeps the sleep of the dead. Rex leans on a bulkhead: Natalie asleep on his shoulder. Vika lies with her head in Natalie's lap.

EXT. RIVERBOAT (ADRIFT, OUTSIDE MOSCOW) - DAY

Rex stirs in the sunlight, Natalie still asleep on his shoulder. His eyes open.

He GASPS.

Ahead, A TITANIC TOWER rises on the riverbank, half a mile tall. A raw structure rammed out of the bowels of the earth.

It trails a hundred pipes or cables that plunge into the ground - each the size of a railroad tunnel. It humbles the tallest skyscraper. This is no human work.

Rex gives a shout of horror. In seconds everyone on the boat is awake and on their feet, staring.

The boat drifts into the tower's shadow. Under the vast spreading roots.

We leave the boat and rise up the tower. It goes on and on, a rough column that incorporates fragments of human construction dragged from the ground: steel girders, water mains, massive slabs of reinforced concrete.

The tower crackles with electricity. Smoke blows from its core. Deep within, we hear the BOOMS, GROANS, and CREAKS that haunt Moscow's nights. This is their source.

On and on we rise.

Finally we reach the tower's peak: a thorny crown of metal spikes, spearing the heavens. Half a mile up.

We rise above the tower top - revealing a wide vista of the Russian countryside. Factories. Highways. Green fields.

DOZENS OF TOWERS march across the landscape. Huge structures breathing smoke, crackling with lightning.

It would be beautiful if it were not the rape of the Earth.

ON THE BOAT

The stunned passengers stare at the colossal towers. Vika squeezes Natalie's hand.

VIKA

They will never go away.

Rex stares out at the deep-rooted towers. The vast tubes that stitch them to the ground.

REX

This is a mining operation. All this land is mineral-rich: I was building a company on it.

(he shakes his head)

They're not here to kill us at all. We're just in the way. They want Metals. Energy. I know how that goes. They won't leave until the planet's mined out.

He exchanges a grim look with Matvei.

REX (CONT'D)

Vika's right. The Spooks are here to stay.

Sasha begins to weep, furiously. He turns his back on the despoiled landscape. Boris and Yuri slap his shoulders, attempting to buck him up.

Matvei pounds on the gunwale with his fists, seized by a sudden rage. He screams across the river.

MATVEI

(in Russian)

*This is my country! You hear me?
This is my country!*

But his voice is swallowed by the wind, by the rumblings of the towers. Powerless.

INT. RIVERBOAT - PILOTHOUSE

Matvei rummages through the pilothouse, scavenging. He collects a FLARE PISTOL, a first aid kit, laminated maps.

Then he stumbles across the best prize of all: an unopened BOTTLE OF VODKA.

RIVERBOAT (ADRIFT, OUTSIDE MOSCOW) - LATER

At the bow, Matvei and his men sit in a circle, solemnly passing the vodka bottle. It's already half gone.

At the stern, Rex finds Natalie sitting asleep against the bulkhead. Vika lies sleeping with her head in Natalie's lap.

He brushes the hair from Natalie's cheek. She opens her eyes. Seeing Rex, she smiles.

NATALIE

What are you looking at?

REX

You.

NATALIE

Why?

REX

It's funny. The closer I come to dying, the more beautiful you get. You're like...you're something worth living for.

NATALIE

Seriously?

REX

You have no idea.

Natalie blushes and looks away. Eyes downcast.

NATALIE

I wish you could see me like I was before. I was happier than this, and prettier than this, and I wasn't afraid of anything.

Rex nudges her chin around so their eyes meet again.

REX

I still see that girl.

IN THE BOW

Matvei looks up blearily. Frowns. Stumbles to his feet.

The boat is drifting past a vast field of radio antennae - each antenna shaped like a 50-foot weather vane. A web of cables connects the antennae at their tops.

It's a strange metal forest, all straight lines. At the center of the field is a BLOCKHOUSE, presumably where the facility's control room lies.

Rex appears beside Matvei. Staring at the antenna field.

REX

I know where we are. This is military-industrial country. I did surveys here.

He points out at the huge antenna field.

REX (CONT'D)

That's a microwave transmitter.
Part of a weather research station.

MATVEI

People say it is more. Secret
program. Weather control.

REX

(nodding)

There's rumors. Secret bases,
experimental programs. Matvei. The
bunker at the Embassy was shielded -
and it worked. They had generators,
electronics. That's what we need.
There must be hardened bases out
here. Bunkers. Fallout shelters.
Places that still have power.

MATVEI

There is a submarine. Nuclear
submarine. On the river.

He points downstream. Rex's eyes widen in surprise.

REX

The perfect Faraday cage.

MATVEI

What?

REX

A sub would still have power.

MATVEI

And nuclear weapons. We will see
about these towers.

Matvei plucks the vodka bottle from Sasha's hands and throws
it into the Moskva. Howls of protest from his men.

MATVEI (CONT'D)

Get sober. We have work to do.

EXT. RIVERBOAT (ADRIFT, OUTSIDE MOSCOW) - LATER

Rex stands in the bow of the boat with Matvei. Industrial
properties roll by on the riverbank.

MATVEI

My brother was a guard here. Years ago.

He points ahead to the bend in the river.

MATVEI (CONT'D)

There.

EXT. INDUSTRIAL DOCK - DUSK

Using an anchor as a grappling hook, Rex and the soldiers haul the boat in to what appears to be an industrial dock.

EXT. DRYDOCK

A concrete drydock is built into the riverbank. Resting on braces in the drydock is a 1960s-vintage NUCLEAR SUBMARINE. Military markings on the sail read "671 RTM SHCHUKA K-109."

Spools of heavy copper cable and other shipbuilding materials sit on the topdeck. But the sub appears intact.

Rex, Natalie, and Vika stand on the drydock wall with Matvei and his men. They take in the immense ship in its dry trench.

NATALIE

I kind of expected it to be in the water.

REX

Yeah. Me too.

MATVEI

We must get inside.

They muscle a gangplank into place and cross onto the submarine's topdeck. Climb a ladder to the sail.

With a RASP, the sub's periscope turns to look at them. Matvei stares in astonishment. He hammers on the hatchcover.

MATVEI (CONT'D)

(shouting in Russian)

Hello! Is there anyone aboard?!

The hatch opens. A BEARDED YOUNG MAN looks out: NIKOLAI IVANOV, 30, ship's engineer and custodian of the K-109.

NIKOLAI

(in Russian)

Only me. Only me.

INT. K-109 SUBMARINE - CORRIDOR - NIGHT

Everyone follows Nikolai through the sub's cramped passages: Matvei, Yuri, Sasha, Boris; Rex, Natalie, and Vika.

The submarine's lights are on. Buttons and dials glow. Ventilation fans run quietly in the background. Electronica plays over the boat's P.A. system.

Nikolai is a cheerful, round-faced man, overjoyed to have company after long solitude.

MATVEI

(in Russian)

The submarine is armed? You have nuclear missiles?

NIKOLAI

(in Russian)

No, no. Eighteen torpedoes, but no nukes. And no missiles.

MATVEI

(in Russian, violently)

Son of a bitch!

REX

What's wrong?

MATVEI

No nuclear weapons.

NIKOLAI

K-109 is old submarine. Use for training sailors. Only nuclear submarine in Black Sea Fleet. I am Nikolai Ivanov, engineer. I am alone on ship when the ghosts come.

NATALIE

(sadly)

So you're alone. No other survivors.

NIKOLAI

Only on the radio. I talk to them.

All of the newcomers stare in astonishment.

REX

You talk to who?

BRIDGE

The submarine's control room. Radar screens and control consoles. Nikolai leads his guests inside.

At the communications console, he shows them his neatly pencilled journal: radio frequencies, times and names.

NIKOLAI

There is another submarine in the Black Sea. Diesel boat. Two destroyers and a battleship. Also survivors in St. Petersburg. No exact location. They talk on military frequencies. Different time every day.

The newcomers exchange glances, eyes shining with excitement.

REX

You've got power. The reactor's live.

NIKOLAI

Yes, yes. One hundred percent.

REX

Is it seaworthy? Can we sail?

NIKOLAI

She can sail. But to make her float, dry dock must fill with water. There is no power for the pumps. Submarine is...what is the word...stuck!

MATVEI

Use the power of the ship.

NIKOLAI

Outside, electricity brings...Spooks. And I cannot sail submarine alone.

NATALIE

You're not alone now. Can you teach us to crew the ship?

Nikolai ponders that notion. He likes it.

NIKOLAI

Maybe. I think. Yes.

Rex turns excitedly to Matvei.

REX

This is what we need. To fight back.

MATVEI

(skeptically)
A submarine.

REX

Power. Electricity's the key.
(turns to Nikolai)

(MORE)

REX (CONT'D)

The Spooks have bodies. Visible bodies. They're just hidden.

NIKOLAI

I have seen them.

REX

(blinking in surprise)

Seen them. How?

Nikolai pulls the periscope down - a smoothly oiled piston. The eyepiece and controls look surprisingly sophisticated.

NIKOLAI

Sub is old, but periscope is new.
For training.

He toggles a trigger on the periscope: mechanisms shift audibly inside the eyepiece.

NIKOLAI (CONT'D)

Low-light. Infra-red. Ultraviolet.
Magnetometer. I watch the Spooks.
Look. I record this, three days.

He turns on a monitor. Recorded video begins to play back.

ONSCREEN:

A grainy view of the riverbank. Nothing moves. A time counter marks the passing seconds.

A ghostly shape enters the frame, drifting over the ground. A SPOOK. The image zooms in. Re-centers on the Spook.

A series of ELECTRONIC FILTERS flickers over the image. Each filter transforms the image, revealing different parts of the landscape - and different aspects of the Spook.

A certain combination of filters EXPOSES THE SPOOK like an X-ray: a strange silhouette in a bubble of light. A thunderhead shape, a massive carapace on a column of tentacular legs.

NIKOLAI (CONT'D)

You see what they are. This field of energy around them. Destructive to touch. It bends light. This is unknown technology.

Natalie watches the enhanced footage in fascination.

NATALIE

I saw one of these. I saw through that field.

Nikolai looks at her with intense interest.

NIKOLAI

How?

NATALIE

I was beside a generator. It was sparking, like lightning. I saw the Spook. And the Spook backed off.

NIKOLAI

(thoughtfully)

Electric arc.

REX

I saw the same thing when Sergei died. The Spook wouldn't get too close to his lightning toy. Electricity's the key. It disrupts that field. Weakens their protection. That's why they took out our power grid before they landed. They were disarming us. Without electric power we can't touch them.

(he grins)

But with power...we can fight.

At the map table, Matvei traces a path to the Black Sea.

MATVEI

St. Petersburg. We will go there.

INT. SUBMARINE BERTH - NIGHT

Rex sleeps in the coffin-like space of a submarine bunk.

BOOM. His eyes snap open. The night reverberates with the metallic GROANS, CREAKS, and CRASHES that have haunted Moscow's nights since the invasion.

Rex swings onto the deck. Around him in other bunks, the girls and Matvei's soldiers sleep through the din.

AFT CORRIDOR

Rex prowls through the echoing ship. He finds Nikolai in his machine shop, tinkering with a STRANGE DEVICE.

Nikolai looks up, his eyes distorted by magnifying lenses.

REX

Nikolai. What are these sounds?

BRIDGE

Rex stands at the periscope, looking into the eyepiece.
Nikolai adjusts the instrument.

NIKOLAI

At night, the towers build themselves.

REX'S POV (NIGHT VISION FILTER):

On the horizon, a dozen alien towers stand, trailing vast cables to the earth.

As Rex watches, two of the towers GROW: ramming themselves out of the earth. Their roots rip farther out of the ground.

In the foreground, A NEW TOWER breaks ground, a jagged metal spear erupting from the soil. The noise is apocalyptic.

ON THE BRIDGE

Rex jerks his eyes away from the periscope, stunned.

REX

My God.

NIKOLAI

We are insects to them. We are ants.

EXT. K-109 SUBMARINE - DAWN

The sun rises over the calm river. The submarine sits high and dry in its concrete tub.

A hatch opens on the topdeck. Matvei and his men emerge.

INT. K-109 SUBMARINE - BRIDGE - MORNING

Natalie and Vika sit at two different stations. Nikolai looks over Natalie's shoulder.

NIKOLAI

Show me forward. Reverse.

Natalie expertly manipulates controls.

NIKOLAI (CONT'D)

Good. Now, full throttle. Half throttle. Zero throttle. Yes.

He moves to Vika's station.

NIKOLAI (CONT'D)

(in Russian)

Show me left rudder. Right rudder.

Bow planes up. Bow planes down.

Good, yes.

He ruffles her hair. Vika grins at him. Flashes a victory sign at Natalie.

EXT. K-109 SUBMARINE - TOPDECK

Rex looks on as Matvei, Sasha and Boris unpack a couple of conical objects from metal cases. Clearly military hardware.

MATVEI

Torpedo warheads. High explosive.

He stands. Points at the concrete sea doors that keep the waters of the Moskva out of the dry dock.

MATVEI (CONT'D)

We blast the doors. Water comes in.

The submarine floats.

Yuri kneels beside Matvei with a high-powered rifle.

REX

What's the rifle for?

MATVEI

We have no detonators. Yuri is the trigger.

INT. K-109 SUBMARINE - BRIDGE

Natalie and Vika sit restlessly at their stations. Nikolai sits at reactor control, monitoring the flow of power. He is jittery with tension, his knees jumping.

Rex swings into the bridge.

REX

They're moving the warheads now.

He goes to the periscope. Pivots, scanning the countryside.

REX'S POV (PERISCOPE):

An electromagnetic filter: The sunlit landscape outside appears in shades of grey.

Sources of electromagnetic radiation show up as bright colors: the alien towers on the horizon burn like torches.

Rex zooms in on the sea doors. In the grainy digital view, Matvei and his men wrestle with the bulky warheads, fastening them to the sea doors with difficulty.

Then Rex stiffens. A GHOSTLY LIGHT moves into frame. Drifting toward the soldiers working at the sea doors.

REX (CONT'D)
(horrified)
There's a Spook out there!

Nikolai spins and runs back into the depths of the sub.

REX (CONT'D)
Nikolai...Dammit, where's he going?

Rex runs to the ladder and scrambles up toward the topdeck.

ON THE TOPDECK

Rex leaps from a hatch and races to Yuri's side.

REX (CONT'D)
There's a Spook! Can you shoot it?
Make it visible?

Yuri squints through his rifle scope, scanning the ground around the sea doors. There's nothing to see.

YURI
Shoot what?

REX
(screaming)
Matvei! Spook! Spook!

AT THE SEA DOORS

Matvei, Sasha and Boris look up in alarm: but they cannot see the approaching menace.

Matvei turns to face the unseen threat.

MATVEI
(in Russian)
Keep working!

He scoops up a handful of gravel. Hurls it. Nothing. He hurls another handful. ZZZAP! The spray of gravel picks out a Spook: twenty feet away and closing.

SASHA
(in Russian)
Almost done!

Matvei is barely armed. He brandishes a blowtorch, turning the flame up to its maximum: a pitiful flamethrower.

Suddenly Nikolai appears beside Matvei, panting with haste.

He wears BULKY ELECTRONIC GOGGLES and carries a STRANGE DEVICE: the device Rex saw him working on the previous night. It's a weapon, roughly rifle-shaped, terminating in a steel sphere the size of a melon.

Nikolai presses the trigger - and LIGHTNING erupts from the sphere. It emits a HUM that's almost a musical note.

He lunges at the Spook. His weapon's sound abruptly changes pitch. Electricity flares. There's a deafening CRACK! And the Spook's protective field vanishes.

For a split second an alien creature is revealed: a monster with the burlled carapace of an ancient sea creature, atop a column of scaly tentacles. It hums with electric power.

The hideous thing recoils in something like shock. Exposed.

The Russians fall back in horror.

Then Yuri's sniper rifle BOOMS from the topdeck. A large-caliber bullet shatters the invader's body. It collapses, consumed from within by a fierce electrical fire.

Nikolai pushes his goggles back, grinning ecstatically.

NIKOLAI

It worked!

Matvei stands staring at the alien's burning corpse.

AN OTHERWORLDLY PULSE OF SOUND reverberates in the distance. Matvei looks up. Far away, a line of SPOOKS darken visibly. Advancing in a united front. An angry sizzle of electricity.

MATVEI

(wearily)

Many will come.

K-109 SUBMARINE - TOPDECK

Nikolai and Matvei's band sprint up the submarine's gangway.

MATVEI

Yuri! Yuri! FIRE!

At the bow, Rex watches Yuri bend over his rifle.

BLAM! The report seems to go on forever: a MASSIVE EXPLOSION at the sea doors lifts a geyser of water into the sky. Slabs of concrete wheel through the air.

THE WATERS OF THE MOSKVA rush into the dock in foam and fury.

The K-109 lists heavily to port, tearing the gangway loose. Crates of construction material slide into the water.

And then the submarine is afloat.

INT. K-109 SUBMARINE - BRIDGE

Nikolai rushes into the bridge, laughing with sheer delight. He hurries to the periscope.

NIKOLAI
Ahead one half! Left rudder ten
degrees!

Natalie and Vika respond like pros. The ship slides into motion. The girls scream in triumph.

EXT. DRY DOCK

The submarine motors into the Moskva, turning toward Moscow.

On the top deck, Matvei follows his men down the hatch into the submarine's interior.

INT. K-109 SUBMARINE - BRIDGE

Rex, Matvei, and his men crowd into the bridge, flushed with triumph. Matvei touches Nikolai's weapon in wonder. It's bulky with batteries and heavy circuitry.

MATVEI
What is this thing?

NIKOLAI
Tesla coil.

He holds the sphere close to the deck and pulls the trigger. A bright ELECTRIC ARC leaps from the sphere to the deck.

Nikolai twists a knob on the side of the weapon: the crackle of the arc CHANGES PITCH, like tuning an electric guitar.

He releases the trigger and the arc cuts off.

NIKOLAI (CONT'D)
Resonating transformer. A tuning
circuit. It searches frequencies,
looking for a feedback cycle.

He hands the weapon to Rex, who holds it admiringly.

REX
How did you know it would work?

NIKOLAI
I did not.

Nikolai looks through the periscope. He pivots, scanning the
landscape, and his face falls.

NIKOLAI (CONT'D)
You were right. Many will come.

The others watch the periscope image on the monitors.

On the enhanced image, an ARMY OF SPOOKS is visible
converging on their location. They're everywhere.

Among the luminous shapes, a couple are far brighter than the
others. They flash and gleam. SEEKERS.

NATALIE
Let's go to St. Petersburg. Find
the other survivors.

REX
Wait.

He lifts Nikolai's Tesla coil.

REX (CONT'D)
Nikolai. If you had a big microwave
transmitter, could you use your
tuning circuit on that?

Nikolai nods, mystified.

NIKOLAI
Same principle. Yes.

Rex reaches out and turns the periscope. On the video
display, they watch the landscape slide past.

And there, coming into view on the riverbank, is the WEATHER
STATION: its rows of lofty antennae standing sentinel.

REX
I say we don't run. I say we fight.

The others look at him in astonishment.

NATALIE

Rex. We can get away.

REX

I know. I know. But look.

He points at the approaching weather station.

REX (CONT'D)

We've been running from the start. And we were right to run. We had no choice. But hiding in holes is not the answer. They'll take us out one by one just like they've been doing.

He looks at each of them in turn.

REX (CONT'D)

That weather station is a weapon waiting to be fired. We might not get the chance again.

MATVEI

What chance?

REX

We power up the weather station. The Spooks come. But Nikolai installs his tuning circuit - and when the Spooks come in, the radiation peels the fields right off their backs. And we shoot the holy hell out of them.

MATVEI

If it doesn't work?

REX

We jump in the sub and go. Strike and run.

MATVEI

(grinning)

Da. Da. I will fight.

The others nod, one by one. Even Natalie. Even Vika.

EXT. WEATHER STATION - RIVERBANK - DAY

The submarine pulls up against a concrete abutment. Right beside the vast antenna field of the weather station.

A hatch opens on the topdeck. Matvei jumps out. Puts on Nikolai's infrared goggles and peers downriver.

MATVEI
(shouting down hatch)
We'd better hurry!

WEATHER STATION - ANTENNA FIELD

Rex, Sasha, Boris, and Yuri cross the field at a run, unrolling a huge spool of copper cable in front of them.

The others trot along behind them, heavily burdened with tools, electronic components, and an arsenal of weapons.

WEATHER STATION - BLOCKHOUSE

We fly through the blockhouse.

On the ground floor, Boris and Sasha connect two heavy cables to the weather station's power supply.

Nearby, Nikolai works furiously, building a massive RESONATOR CIRCUIT. He keeps his Tesla coil beside him, its inner workings exposed, and consults it like a manual as he works.

On the blockhouse's second floor, Yuri, Natalie, and Vika set grenades and Molotov cocktails out at fighting positions at the four corners of the blockhouse.

Matvei and Rex stand on the roof, surrounded by the huge cruciform antennae-tops. Matvei peers through his goggles, then hands them to Rex.

MATVEI
Downriver.

Rex presses the goggles to his eyes. Scans the distance.

REX
They're still coming.

MATVEI
They smell power.

INT. WEATHER STATION - BLOCKHOUSE - DAY

Matvei and his men stand watching tensely as Nikolai completes his resonator circuit.

MATVEI
They come. Two, three minutes.

NIKOLAI

Yes, yes.

EXT. WEATHER STATION - BLOCKHOUSE

Natalie and Rex stand looking across the antenna field: knowing an invisible army is advancing out there.

NATALIE

I keep looking for Anne. And she's not here. You know?

Her voice breaks. Rex puts his arm around her shoulders.

REX

I'm sorry.

Natalie turns to him, suddenly fierce.

NATALIE

Don't die, Rex. Okay? Live through this with me.

He chuckles mirthlessly.

NATALIE (CONT'D)

I'm serious.

She is. Her eyes shining. Rex sobers and meets her gaze.

REX

I promise I won't die.

INT. WEATHER STATION - BLOCKHOUSE

Nikolai drops his tools. Hands the Tesla coil to Matvei.

NIKOLAI

It's done. Boris. Power.

Boris runs to the power supply and throws a massive switch. A BOOM of leaping electricity. Needles jump on gauges.

Nikolai nods in satisfaction.

NIKOLAI (CONT'D)

It's working.

AN ALIEN TOWER

Looms above desolate fields, not far from the weather station. Steam rises from the structure.

As we watch, the tower SHIMMERS. The ghostly shapes of SPOOKS emerge from a hundred openings and flow toward the ground.

EXT. WEATHER STATION - BLOCKHOUSE ROOF

Yuri stands on the rooftop wearing the infrared goggles. He carries his high-powered rifle and a belt full of grenades.

YURI'S POV:

In the infrared display, the front line of advancing Spooks is visible at the edge of the vast antenna field.

YURI
They are here!

EXT. WEATHER STATION - BLOCKHOUSE

Everyone else pours out of the blockhouse. Weapons in hand. They look up at the antennae. Not knowing what will come.

Inside, dynamos rev higher as the facility accumulates power. The pitch rises and rises.

At first it seems nothing is happening. Rex and Natalie exchange nervous looks.

Creaks and pings of expanding metal from the antennae. A singing in the guy wires. A breeze ruffles their hair. It almost seems that clouds are gathering over their heads.

YURI
(from the rooftop)
Spooks! One hundred meters!

Matvei shoots Nikolai an accusing look. Nikolai spreads his hands earnestly.

NIKOLAI
It should work!

REX
(to Natalie)
This seemed like such a good idea
in the moment.

Natalie nods nervously. She holds a Molotov cocktail in one hand, a lighter in the other. She lights the wick.

NATALIE
Yeah, great speech. When do we run
for the sub?

REX

Soon.

But the weather station continues to gather power. The wind picks up. A mist begins to blow past their feet.

NIKOLAI

See! See!

He points. High up, between the antennae, tiny ARCS OF ELECTRICITY begin to play between the wires. The air sizzles with power. The clouds darken above them.

Matvei grins broadly, beginning to believe.

VIKA

Look!

She points out into the antenna field. A wave of electricity plays through the antenna-tops: and as it does - AN ARMY OF SPOOKS is revealed moving through the field.

Cloudy ghosts. Teased into visibility by the crackling electricity and the wind-blown mist.

MATVEI

They come.

NIKOLAI

The resonator circuit searches now,
for the right frequency.

The nearest Spooks are too close for comfort. Natalie hurls a Molotov cocktail, and driving back the nearest Spook. Vika throws a cocktail of her own, spreading fire.

In the distance, a gleam of light. A searching BEAM sweeps across the field as a SEEKER approaches the field.

The wind rises, plucking at their clothing. The gathering mist around the station begins to ROTATE visibly, a huge vortex. A column of cloud rises above them.

Rex hurls a road flare into an approaching Spook, turning it into a pillar of red fire. It HISSES and falls back.

REX

When does this start to WORK?

A sudden HARMONIC reverberates through the weather station, as if the crackling electricity had played a chord.

The advancing Spooks darken still further. Almost it seems you can see shadowy shapes moving inside them. The Spooks' fields are weakening.

NIKOLAI

NOW!

BLAM! The report of Yuri's sniper rifle splits the air.

And twenty yards in front of them, a Spook ERUPTS INTO ELECTRICAL FIRE and drops to the ground, burning fiercely.

The sight acts on the defenders like a catalyst. Their weapons come up: a storm of bullets lashes into the field.

Another Spook dies, immolated by its own energies. And another. But hundreds more keep coming. There are two Seekers on the field now, shining brightly in the fading daylight.

The defenders scream in defiance, blasting away.

THE POWER DIES.

Out of nowhere. The dynamos spin down, their throaty throb falling in pitch. The electrical arcs flicker out. The mist begins to dissipate.

And the advancing Spooks fade back toward invisibility.

Rex looks around wildly. Halfway toward the river, a Spook stands right on top of the power cable. Smoke rises from a molten breach in the copper.

REX

They cut the power!

Matvei picks up the Tesla coil and seizes a couple of cable clamps from among Nikolai's tools. Sasha and Rex move to follow him. He turns on them savagely.

MATVEI

Stay!

Then he's gone, sprinting down the cables toward the breach.

Rex and Sasha look at each other in frustration. But then they must defend their position as Spooks come in - no longer vulnerable to gunfire.

A Spook fires a BOLT OF ENERGY that lashes over their heads, gouging the concrete of the blockhouse.

Sasha lobs a grenade. Natalie and Vika hurl Molotovs. Rex finds the flare pistol Matvei found on the boat. He loads the pistol. Fills his pockets with flares.

Nikolai races into the blockhouse and opens the power switch.

AT THE BREACH

Matvei arrives at a dead run. Activates the TESLA COIL on the fly and dives at the Spook with a fistful of lightning.

The Spook's protective field shatters, and Matvei slams into the Invader itself. Both of them go sprawling.

Matvei leaps to his feet, pulls his pistol, and puts three rounds into the fallen alien. Electrical fire rips through its body. It SCREAMS hideously and dies.

Matvei holsters his pistol. Picks up the cable clamps and goes to work on the cable breach.

AT THE BLOCKHOUSE

Rex sees what Matvei does not: behind him, another Spook, barely visible, begins to glow with eerie green light.

REX
(screaming)
Matvei!

He dashes out of the blockhouse, flare pistol in his hand. Sasha hard on his heels.

AT THE CABLE BREACH

A THUNDERCLAP as the barely visible Spook throws lightning.

The bolt takes Matvei square in the back, throwing him ten feet. He hits the ground hard, smoke boiling from his body.

IN THE ANTENNA FIELD

Rex and Sasha find their way blocked by more Spooks. They throw the Molotov cocktails they carry, creating a barrier of fire. Sasha unslings his rifle.

Rex raises the flare pistol and blasts the nearest Spook. He breaks the pistol's breech and loads another flare.

AT THE BLOCKHOUSE

The defenders fall back inside the blockhouse and barricade themselves, overwhelmed by numbers.

Lightning bolts begin to lash the walls from outside.

AT THE CABLE BREACH

Matvei rolls over. Covered with a horrific version of Vika's lightning scars. Mortal wounds.

But he drags himself to the severed cable. With shaking hands he joins the severed cable and closes the clamps.

He rolls onto his back. Gathers his wind - and shouts with all his remaining strength.

MATVEI

Nikolai!

IN THE BLOCKHOUSE

Nikolai hears him. His eyes go wide. He dives to the power supply and closes the circuit.

EXT. WEATHER STATION - BLOCKHOUSE

The dynamos spin up again, quickly recovering lost momentum.

Electricity sings in the guy wires. Arcs of lightning play between the antennae. The column of cloud overhead darkens and rotates faster, a gathering storm.

IN THE ANTENNA FIELD

Rex and Sasha see the Spooks surrounding them darken - shadowy shapes once again faintly visible.

They open fire: the nearest Spooks burn and fall.

AT THE CABLE BREACH

Matvei lies dying. The Spook that electrocuted him drifts closer and closer, its deadly field inches away.

And then the storm reaches a terrific climax.

CHAIN LIGHTNING FLASHES between the antennae, all over the field. A VAST PYROTECHNIC DISPLAY as electricity leaps from wire to wire, from antennae to ground.

In the distance, HUGE LIGHTNING BOLTS tear through the widening clouds and LASH the alien towers.

AT THE BLOCKHOUSE

The defenders hunker down to escape the lightning. They watch in awe and amazement as....

The Spooks begin COMBUSTING SPONTANEOUSLY under the lightning storm. Bursting like fireworks under the electrical feedback.

A SEEKER explodes in a discharge that blackens the ground and sends electrical arcs chattering through the antennae.

It's a massacre. An act of God.

IN THE ANTENNA FIELD

Rex and Sasha, surrounded and blasting away, see their enemies flare and die all at once.

AT THE CABLE BREACH

The Spook menacing Matvei explodes in a shower of sparks and topples, burning, to the ground.

Rex arrives at a run, Sasha right behind him. Rex kneels over Matvei. Horrified by his wounds.

REX

Matvei. Matvei. Can you hear me?

Matvei's eyes barely move. But he recognizes Rex.

MATVEI

Rex. What...what...

REX

We killed them all. We won.

The ghost of a smile curves Matvei's lips. The breath rattles out of him. He dies. Rex's head falls onto Matvei's chest.

Beside him, Sasha falls to his knees weeping in the wind.

EXT. WEATHER STATION - BLOCKHOUSE

The blockhouse is now at the center of an artificial gale.

Lightning strikes again and again from the clouds into the antenna field. Wherever it strikes, nearby Spooks combust.

The surviving Spooks retreat from the field.

INT. BLOCKHOUSE

Natalie and Vika stand at the windows staring outside. Boris stands at the door with his rifle. He turns, elated.

BORIS

They leave. They run!

A COLOSSAL LIGHTNING BOLT blasts through the door behind him. A BLINDING BEAM OF LIGHT shines in. The beam turns red - and Boris is dragged outside and shredded into ash.

A SEEKER drifts through the broken doorway. Shining. Filling the blockhouse with menacing light. It hums and crackles in sympathy with the electrical storm outside.

Vika raises her pistol and fires. Two rounds, three - the gun clicks empty. But the Seeker's field is intact, and the bullets are dashed into a fine grit of lead.

Natalie raises her rifle but doesn't fire. There's no hope.

Again the Seeker's beam of light leaps forth, shining on Vika. The beam turns red, and Vika begins to slide across the floor toward the Seeker, screaming in terror.

Natalie dives for Vika. Grabs her wrist with one hand. But now Natalie too is dragged toward the Seeker.

With a frantic motion she throws her rifle's shoulder strap over a cleat in the wall and jerks to a stop.

The Seeker's hum grows louder. The beam strengthens. Natalie's grip begins to slip. She strains to hold on...

...and the metal cleat pulls out of the wall.

Vika and Natalie slide toward the Seeker and certain death.

CRRACK! The beam cuts off as if a switch has been thrown. The Seeker's light goes out - and in the doorway there is only an Invader, stripped of its power.

Natalie swings her rifle around. Empties the magazine into the alien. It bursts into flames and drops, dead.

Rex is revealed in the doorway behind the beast, Tesla coil blazing with lightning in his hand.

Rex rushes to the girls. Sweeps Natalie into his arms. Natalie reaches out and pulls Vika into their embrace.

EXT. WEATHER STATION - BLOCKHOUSE - DAY

The artificial storm still rages, the dynamos howling.

The surviving defenders emerge from the blockhouse: Rex, Natalie and Vika; Nikolai, Yuri and Sasha.

They survey the field. Over a hundred invaders lie charred beyond recognition on the battleground.

Under the crackling antennae no Spook remains.

EXT. WEATHER STATION - BLOCKHOUSE - DUSK

Hours later. The storm has receded, but the wind still blows. The survivors stand around a grave. A pyramid of rifles at its head.

They are all in tears, or fighting them back. They look at each other. Who will speak? Finally Rex steps forward.

REX

Sergeant Matvei Volkov. My friend.
When the Invaders came, you fought.
When the rest of us were still
running. You drew first blood.

We rise away from the grave, away from Rex and his companions. Up through the crackling antennae and the clouds.

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

We promise to remember you. You and
all the people we lost along the
way. Too many to count. Too many.

We rise above the rotating vortex of cloud - and the setting sun paints the sky with red and gold.

REX (CONT'D)

Today we learned how to fight. It's
a beginning. We'll find survivors.
We'll teach them what we know. Our
numbers will grow.

The landscape is hidden below the clouds - save only the spiky tops of the alien towers. Hundreds of them.

REX (CONT'D)

This is the last day of our
extermination. This is the first
day of the war.

As we watch, the jagged crown of a NEW ALIEN TOWER pushes up through the clouds with a demonic clamor.

And another tower rises.

And another.

FADE TO BLACK.

THE END.