

THE FLY II

Screenplay by

Jim & Ken Wheat

First Draft

December 17, 1987

THE FLY II

FADE IN:

A FLY

fills the frame. The insect is so large that it seems strangely alien. Almost monstrous. And in this macro-view, the world around it is completely out of focus.

But then the terrain becomes recognizable. The Fly is walking across an expanse of HUMAN SKIN.

RONNIE QUAIFE

slowly opens her eyes. She's curled up in a fetal position on the double bed at one end of a large STUDIO APARTMENT. The sheets have been twisted off her by a bad night's sleep, and all she's wearing is a loose fitting tee shirt.

Ronnie looks down. THE FLY is moving up her exposed thigh.

As if in a trance, she calmly extends her hand toward the insect. Not to swat it or brush it away, but to touch it. And instead of flying off, the insect moves onto her finger.

As she stares at the Fly, a tear rolls down her cheek.

JUST THEN, the telephone RINGS.

Ronnie glances over at the phone, then back at her finger. The Fly is gone. She looks again at the ringing telephone.

An ANSWERING MACHINE clicks on, and RONNIE'S VOICE resonates around the apartment.

RONNIE'S VOICE

(filtered)

Hi, this is Ronnie... Leave your name and number, and I'll get back to you as soon as I can...

The machine BEEPS, but at first there isn't a response. Then SETH BRUNDLE'S VOICE crackles out of the speaker.

SETH'S VOICE

(filtered)

Why do you want to kill Brundle?

Ronnie sits up sharply and stares at the phone in disbelief.

RONNIE

Seth??

SETH'S VOICE
(filtered)
Please don't kill the baby...
It might be all that's left of the
real me...

She stands and starts to move toward the phone.

RONNIE
(her voice cracking)
I can't... I can't have it!...
I'm afraid!

SETH'S VOICE
(filtered)
Too bad...
(more distant)
Too bad...

Ronnie reaches the phone and picks up the receiver, but all she hears is the click of a hang-up followed by the buzz of a dial tone.

She looks down at her answering machine. The message window displays a red ZERO. She presses the playback button. There is no message.

SUDDENLY, there's a knock at the door. And then another. Ronnie drops the receiver, and rushes across the apartment.

RONNIE
(plaintively)
Oh, God! Seth!!

She throws open the door, but then SCREAMS in terror as THOUSANDS OF FLIES surge into the room.

Like a dark cloud, the insects swarm around her. Their BUZZING becomes a ROAR that drowns out her cries.

Ronnie tries to back away, but the Flies engulf her. They're suffocating her, and she's gasping for breath.

Hundreds of the Flies are SUCKED INTO HER MOUTH, yet they don't seem to choke her. As she continues to breath in the insects, she glances down. What she sees horrifies her.

Ronnie's abdomen is swelling. She suddenly looks pregnant. As she grabs her distended belly with both hands, we...

CUT TO:

RONNIE'S FACE

Her eyes suddenly blink open. Her forehead is covered with sweat, and she is gasping with pain.

She's very pregnant, and she's wearing a hospital gown. Thin wires run from sensors on her abdomen to a cart with video monitors and printout devices.

As she tries to catch her breath, Ronnie glances around. She's in...

A HOSPITAL ROOM

A NURSE comes over to Ronnie's side and takes her hand.

NURSE

Short breaths... Breathe through it...

While the pregnant woman gasps and moans, A SECOND NURSE steps over to the monitor cart and studies the readout.

SECOND NURSE

It's alright, we're peaking...
There we are, that's it...

NURSE

Focus on your breathing...
(squeezing her hand)
You're doing great.

Ronnie breathes hard, but her pain isn't subsiding.

SECOND NURSE

(reading a printout)
She's not getting much rest
between contractions. She was
only out for a couple of minutes
that time...

RONNIE

(panting)
Make it stop...

NURSE

You're almost there, honey...

RONNIE

I shouldn't have this baby...

NURSE

You'll both be fine...
Everything'll be alright.

RONNIE

No...

The second Nurse looks at the monitors. The oscillating patterns on the screens are starting to jump around again.

SECOND NURSE

Here comes another one...

NURSE

(leaning down)

Take a another deep breath...

But before Ronnie can take her next breath, there's another contraction. Stronger. More painful. Something is wrong.

The two Nurse stare at the young woman's stomach. There's a jolt under the skin's surface, then it begins to contort.

As Ronnie screams, the first Nurse turns to her partner.

NURSE

Somebody better call Bartok...

CUT TO:

AN OVERCAST SKY

A strange, low, whirring SOUND is heard. At first barely audible, it quickly gets louder. After a moment, a black, bug-like THING begins to pierce the blanket of gray clouds.

At first we can't see just what it is, but as it flies down toward us, its form becomes clear. It's a HELICOPTER.

THE CAMERA TILTS DOWN as the aircraft descends and lands on the front lawn of...

AN IMPOSING HOSPITAL

A solitary FIGURE emerges from the helicopter the moment it touches down. The well-dressed, middle-aged man is met by two waiting AIDES, who quickly lead him toward the hospital.

Although we can't hear what the men are saying over the ROAR of the still-spinning rotors behind them, it is clear from the behavior of his subordinates that ANTON BARTOK commands a great deal of authority.

As the helicopter takes off again, the three men disappear into the modern medical facility.

CUT TO:

A PRIVATE WING

With his two Associates trailing right behind him, Bartok heads toward a wide doorway at the end of a long hallway.

SECURITY PERSONNEL are positioned on either side of this doorway, and someone is SCREAMING in the room beyond.

While the Associates show passes to the Guards, Bartok heads through a second, smaller door nearby.

CUT TO:

AN OPERATING ROOM GALLERY

Bartok walks up a steep ramp, and enters a dark chamber. The SCREAMING seems to be amplified here, and it has a frightening, echoey quality in this enclosed space.

As soon as he comes in, the MEN already standing at the OBSERVATION WINDOW step back and make room for Bartok.

BARTOK

Am I in time?

AN ASSOCIATE in a labcoat gives him a sharp nod, and Bartok moves up to the large window and looks down into...

THE OPERATING ROOM

It's brightly lit, and it's alive with frantic activity. SEVERAL DOCTORS and a number of NURSES are crowded around the delivery table, where Ronnie Quaife is about to give birth.

Ronnie's belly is undulating violently, and her hands are gripping the sides of the delivery table. Her voice is hoarse, and her screams seem to express more than just physical pain. They are cries of psychological distress.

While a SPECIALIST works between Ronnie's legs, a NURSE holds the expectant mother's shoulders up and ANOTHER DOCTOR does his best to coach her.

DOCTOR

Push, push!!

SPECIALIST

It's coming...

DOCTOR
Big push now! Help us Ronnie!

Ronnie's screams are catching in her throat, and she is sounding increasingly weaker.

IN THE GALLERY

Above the Operating Room, Bartok is watching this furious activity with great interest.

IN THE OPERATING ROOM

The Specialist glances up at Bartok, then looks down between his patient's raised knees.

SPECIALIST
Here it comes!

We can't see what Ronnie is giving birth to, but we can tell from the expressions on the faces of the Doctors and Nurses that they are witnessing something horrific.

As the Specialist pulls the silent OFFSPRING away from Ronnie's body, the Doctor at the other end of the delivery table gets his first look at it and blanches.

DOCTOR
Oh, Jesus...

In almost SUBLIMINAL CUTS, we see flashes of what has just been born. It isn't a baby, it's a squirming LARVAL SAC!

Something is alive inside, and it's struggling to get out!

UP IN THE GALLERY

Bartok moves closer to the window and stares down. Even this previously cool observer is watching with wider eyes.

IN THE OPERATING ROOM

Although it's hard for anyone to look away from the newborn creature, a crisis is developing. Ronnie's screams have trailed off, and the Specialist is concerned.

SPECIALIST
(calling out)
Clamp!

An instrument is slapped into his hand, but it isn't enough.

SPECIALIST

Another one! She's a bleeder!

DOCTOR

We're losing her!

A shrill electronic TONE sounds, and the Doctor begins to apply CPR. The Specialist glances over at the CRASH CART, where a Nurse is quickly preparing cardiac shock paddles, then looks up at the window above him.

IN THE GALLERY

Bartok responds to the man's gaze with just the slightest shake of his head.

IN THE OPERATING ROOM

The Specialist puts his hand on the shoulder of the Doctor performing CPR. They look at each other for a second, then both step away from Ronnie's limp body.

The Nurse by the Crash Cart doesn't have to be told what to do. She sets down the cardiac paddles, and switches off the heart monitor. The warning tone quickly dies out.

JUST THEN, one of the Nurses SCREAMS. Everybody turns and stares down at the Larval sac. IT'S BEGINNING TO TEAR OPEN! The creature is about to reveal itself!

At first we don't see what is emerging, but we do see the reactions of the medical team. Their looks of horror are being replaced by expressions of amazement. And by smiles.

All at once, A BABY CRIES OUT.

The Specialist reaches down and lifts a small form out of the split-open larva. He turns, and displays it to the man in the window above him.

It's a beautiful, perfectly formed, dark-haired BABY BOY.

IN THE GALLERY

A slight smile cracks across Bartok's face. Almost a look of relief.

DISSOLVE TO:

AN EXAMINATION ROOM

Now appearing to be about ten months old, MARTIN BRUNDLE is strapped into a large, rotating SCANNING APPARATUS. Displaying no fear, the child is accepting the procedure with remarkable calm.

As tiny red laser beams rapidly criss-cross Martin's body, a grid-like pattern is created on his skin.

BEHIND A PAIR OF TELEVISION MONITORS

Anton Bartok and ED KOMINICK, his Senior Researcher, are studying the optical representation that is being created by the scanning device.

A COMPUTERIZED IMAGE of Martin is being displayed beside a graphic simulation of a much younger infant. At the bottom of the screen are the words "Day 58".

DR. KOMINICK

What makes it so intriguing is
that if you showed me his charts
and asked me what I thought of his
development, I'd say he was a
perfectly normal 10 month old
boy...

BARTOK

(quietly)
Who just happened to be born eight
weeks ago...

The two men turn and look at the child in the machine.

DR. KOMINICK

Like I said... It's intriguing...

Martin rotates around toward the CAMERA again. His gaze at Bartok and Kominick is remarkably alert.

DISSOLVE TO:

A GRASSY KNOLL

Still a toddler, Martin Brundle is making his way up a sloping, manicured lawn. The grounds around him are tastefully landscaped.

Martin's beaming face expresses more than just the joy of inquisitive exploration. Something is attracting his attention. It's a tall, chainlink fence. And when the little boy reaches it, he studies it carefully.

An ATTENDANT catches up with Martin, and as the man leads him away, the CAMERA CRANES UP to reveal a cluster of INDUSTRIAL BUILDINGS in the background.

A sign atop the tallest building reads: "Bartok Industries."

DISSOLVE TO:

A BALANCE SCALE

Martin Brundle steps INTO FRAME, and is weighed and measured by unseen TECHNICIANS. He has the appearance now of a two-year-old.

DISSOLVE TO:

A CHILD'S ARM

A cotton SWAB wipes the inside crook of the elbow. An adult FINGER probes the area, which is dotted with tiny scabs, and then a hypodermic NEEDLE pierces the skin.

WIDER

Martin sits on a small examination table, and watches with indifference as a compassionless RESEARCHER extracts blood. The man wears an I.D. tag that identifies him as DR. JENKINS.

The little boy is neither bothered by the pain, nor fearful of the procedure. It's all part of a routine.

DISSOLVE TO:

ROBOTIC LAB EQUIPMENT

One by one, drops of BLOOD are being placed on dozens of slides by an automated device.

Another apparatus pushes the slides into a spectrometer, which produces digital readouts of the blood chemistry.

Selected slides move into an electron microscope to be photographed, and we are so close that when it gives off a burst of bright light, we...

CUT TO:

GLOWING WHITE

Several 8x10 TRANSPARENCIES are slapped onto a light box. THE CAMERA PULLS BACK to reveal Kominick and Jenkins studying photographic blow-ups of sub-molecular matter.

The Senior Researcher is using a grease pencil to circle various pairs of chromosomes on the over-sized slides.

KOMINICK

The chain's broken here... Here...
And over here on chromosome 24.

JENKINS

Yeah, but none of that seems to be affecting his dominant genes.

KOMINICK

Well, something's gotta be going on... He's sure as hell not your normal six month old kid...

DISSOLVE TO:

AN OBSERVATION LAB

DOCTORS and TECHNICIANS are working in a dimly lit lab, whose most prominent feature is a large window that looks out on an adjoining room. AS THE CAMERA MOVES toward the window, we begin to see what's happening on the other side.

In the brightly lit room that they are watching, Martin is sitting at a table across from a PSYCHOLOGIST.

INSIDE MARTIN'S ROOM

These seem to be the child's living quarters, but although there are toys scattered around the floor near the bed, it's otherwise an impersonal, clinical setting. Dominating one wall is a large two-way mirror.

A high-tech device is being used to test the little boy for manual dexterity and intelligence. Large, colored BUTTONS blink on and off in front of the child as he is quizzed on a series of letters, numbers, and mathematical symbols.

There's something disarming about the sight of a kid who looks two years old being so adept at repeatedly picking out the correct answers on these flashing buttons.

DISSOLVE TO:

THE OBSERVATION ROOM

It's late at night, and only a single TECHNICIAN is on duty. Seated in front of the two-way mirror, he is drinking coffee and taking occasional notes. He looks tired and bored.

IN MARTIN'S ROOM

The boy is sitting in the middle of the floor, playing with alphabet blocks. Wide awake, he's totally engrossed in a game he appears to be making up.

Thoughtfully picking up a block from the pile beside him, Martin rotates it and studies the letters on each face. After very little hesitation, he puts the block down on the floor in front of him.

For the first time we see what the little boy is doing. Spread out around him are interconnected rows of blocks that spell out combinations of words. It's like an amazing blend of free-form scrabble and a crossword puzzle.

DISSOLVE TO:

A COMPUTER SCREEN

Words appear: Day 327... Weight - 17kg... Height - 105cm.

THE CAMERA MOVES past tiny hands that are darting around a reduced-sized computer keyboard, then TILTS UP to reveal...

AN OLDER MARTIN BRUNDLE.

He looks around five years old. He's in his bedroom, which now has a slightly more cluttered, lived-in look.

Martin hears the door behind him open, and he swivels his chair around to face his visitor. It's Jenkins. The curt doctor is carrying two small trays. One is a breakfast tray. The other has the syringe to draw the boy's blood.

Without resistance or hesitation, the child rolls up his sleeve. As he prepares for the needle, Martin looks over at his reflection in the large mirror.

IN THE OBSERVATION ROOM

Anton Bartok is studying Martin through the two-way mirror. Kominick, Jenkins, and a team of DOCTORS are standing close behind him, ready to answer his questions.

Bartok turns away from the window, and grabs a chart that is being offered by Jenkins.

BARTOK
(scanning the pages)
Any change in his sleeping habits?

JENKINS

It's been pretty constant for a couple of months... Some nights it's 45 minutes. Never more than an hour.

KOMINICK

(stepping forward)

And we're still seeing a rate of cell division that you'd normally only associate with embryonic growth or cancer...

The doctor notices a look of concern cross Bartok's face.

KOMINICK

(continuing)

Not that there's any malignancy. Just one hell of a lot of growth.

Bartok nods his head, then turns back and looks out through the two-way mirror.

BARTOK

Any speculation yet on what happens when he reaches maturity?

JENKINS

(with a smirk)

He destroys Tokyo...

Kominick shoots an angry glance at Jenkins, then turns nervously back to his boss. Bartok has ignored the younger doctor's remark, and is continuing to stare out at the boy.

DISSOLVE TO:

AN AFRICAN JUNGLE

ANIMALS are prowling through lush vegetation. But after a moment, their surroundings becomes more clear. Behind the foliage is a painted diorama. This jungle is part of an INDOOR ZOO EXHIBIT.

Martin is standing on the other side of the glass, listening half-heartedly to RECORDED INFORMATION about the animals that is crackling out of a speaker in the viewing area.

Behind Martin, a couple of ATTENDANTS are keeping an eye on him. What they don't see, however, is that the little boy isn't looking at the animals. He is staring instead at something right in front of him.

On the opposite side of the thick glass is a single FLY. Martin places his hand against the glass, and the Fly moves toward it. Then a second FLY lands near his hand, and very soon others follow.

When Martin finally pulls his hand away, a dozen or more FLIES are positioned around the other side of the glass, forming a pattern of a hand.

DISSOLVE TO:

MARTIN'S ROOM

Time has passed, and the room looks a bit different. There are fewer toys around, and the shelves are now cluttered with books and magazines. Two TVs are going. One is playing a robot CARTOON, the other an episode of NOVA.

Martin now looks about eight years old. He's sitting at his desk, patiently assembling a plastic model kit. At first we just see a single open model box, then another, and another.

We soon see that the boy isn't building a pre-designed model from a single kit, but is instead using an assortment of different parts to construct an amazing creation of his own improvised design.

DISSOLVE TO:

THE OBSERVATION ROOM

A single Technician is on duty in the dimly-lit room. It's late, and the man has fallen asleep in his chair.

It's dark on Martin's side of the two-way mirror, but a shadow is passing across the glass. Suddenly a beam of light shines through the window into the lab, and comes to rest on the sleeping Technician.

IN MARTIN'S ROOM

Martin is holding a flashlight flush against the mirror, and he is peering into the observation room.

When he backs away, the beam of light reflects off the mirror, illuminating his face. He's grinning mischievously.

CUT TO:

THE HALLWAY OUTSIDE MARTIN'S ROOM

Martin emerges, checks to see if the coast is clear, then heads down the hallway.

DEEPER IN THE COMPLEX

A JANITOR is maneuvering a buffing machine along the linoleum floor of a wide, empty corridor. The lights are set to a low, energy-efficient night level, which gives the environment a slightly spooky atmosphere.

As soon as the Janitor disappears around a corner, Martin ENTERS FRAME, and makes his way down the corridor. His casual manner would seem to indicate that this is not the first time he has gone out for a nocturnal prowl.

ALL AT ONCE, a door swings open in front of him, and a pair of MEN IN LABCOATS step out into his path. Before they turn and notice him, Martin ducks back behind the door.

As the men walk away, the boy slips around the closing door, and disappears down the hallway beyond. When the door snaps shut, we see a large printed warning: "Restricted Area."

CUT TO:

A SECURITY HALLWAY

Martin is wandering down a quiet passageway. Apparently he has never been in here before, for his face shows both curiosity and apprehension.

A faint SOUND begins to attract his attention. Somewhere not too far away, DOGS are BARKING.

The little boy moves to a nearby door that's slightly ajar. The barking is definitely coming from the other side. Martin slowly pushes open the door and steps into...

A LAB KENNEL

Martin smiles. All around him are cages filled with DOGS and MONKEYS. It's like heaven to him.

He walks down between the rows of cages, stopping at one point to stick his finger into the cage of a cute PUPPY. The little animal comes over and licks it affectionately.

SUDDENLY, a door at the far end of the kennel slides open, and a TECHNICIAN wheels a cart toward the cages.

Martin ducks down and watches the man stop and lift a caged MONKEY onto the cart. When the Technician heads back through the door, the little boy follows him out into...

A DARK HALLWAY

Oblivious to Martin, the technician wheels the cage down to a large door at the end of the corridor. He sticks a credit card-like pass into a slot and the heavy door slides open.

Martin moves closer to try to get a view beyond the doorway. There is a short passageway on the other side, at the end of which is another automatic door. The man pushes the cart into the passageway, and the door slides shut behind him with a soft thud.

Just then, Martin hears VOICES and footsteps coming up behind him. He pushes himself into the shadows just two RESEARCHERS pass inches away from him.

The men don't head for the same door that the technician and the monkey went through. Instead they use their security cards to get in another door nearby.

When this second door starts to swing shut, Martin darts forward and disappears into...

AN ENCLOSED STAIRCASE

Martin hesitates at the bottom of the stairs for a moment. Up above him is a room that seems to be dimly illuminated by flickering green light.

Unintelligible VOICES are drifting down from the room, but so is the amplified chattering of the MONKEY. As soon as Martin hears this, he climbs the stairs up to...

THE POD BAY COMMAND BOOTH

With raked seating, and glass walls on three sides, this chamber affords a dramatic view of the laboratory below it.

The half dozen MEN AND WOMAN in the Command Booth are all so occupied with their work that they take no notice of Martin, who stares in wonder at all the activity beneath him.

DOWN IN THE POD BAY

Numerous TECHNICIANS are working in the glow of computer monitors, and at a central console, the PROJECT SUPERVISOR is nervously directing the final preparations for some kind of experiment.

There are lights hanging down from the high ceiling that illuminate a platform in the middle of the windowless room.

Positioned on the platform are SETH BRUNDLE'S TELEPODS.

UP IN THE BOOTH

Over the hum of the equipment, Martin hears the amplified SQUEAL of the monkey. When the boy scans the lab below, he spots the animal being lifted out of its cage and placed into one of the ominous-looking black telepods.

Mesmerized by the drama that is unfolding beneath him, Martin can't resist moving forward to get a better look. But as he gets over by one of the windows, a VOICE beside him makes him freeze.

BARTOK (O.S.)
Anytime you're ready, Dr.
Shepherd...

Martin turns. A few feet away, Bartok is speaking into a microphone.

BARTOK
(continuing)
Unless you anticipate more delays,
of course...

DOWN IN THE POD BAY

Project Supervisor JACK SHEPHERD turns and looks up at the glass-enclosed booth that juts out above him.

SHEPHERD
Ah, we're all set, sir...
I'm starting the transport
sequence right now.

Shepherd signals to the crew up on the platform. They seal the door on the telepod, and then clear the platform.

UP IN THE BOOTH

Martin and Bartok are both staring down at the monkey, which can be seen through a small window in the door of the Pod. The animal is jumping around frantically inside the chamber.

ALL AT ONCE, there is crackling SOUND, followed by a bright FLASH. The monkey DISAPPEARS.

Martin's eyes widen, and his jaw drops. When he hears another crackling SOUND, he looks over at the other Pod.

The door on the second Pod is solid, so it isn't possible to see the results of the teleportation for a second or two. But as soon as the door swings open, the magnitude of the failure of this experiment is terrifyingly clear.

The interior of the Pod is coated with BRIGHT RED BLOOD, and all that is left of the monkey is a misshapen pile of MUTATED FLESH.

MARTIN
(stepping forward)
No!!

Bartok and the others spin around and glare down at the boy. One of the SCIENTISTS whispers to another.

SCIENTIST
Who the hell is he?

SECOND SCIENTIST
It's the Brundle kid...

An AIDE turns to Bartok.

AIDE
Should I take him back to his room?

BARTOK
No... Let him watch...
(smiling coldly)
This was his father's experiment.
Maybe it's time for him to get acquainted with it...

Martin ignores Bartok and the others, and continues to stare down at the Pod. He's breathing heavily, and there's a look of absolute horror on his face.

Somewhere off screen, a half-dozen VOICES suddenly break into an impromptu rendition of "HAPPY BIRTHDAY".

CUT TO:

MARTIN'S ROOM

Anton Bartok and the members of the Research Team are belting out the familiar tune. In front of them,

A BIRTHDAY CAKE

is topped with five burning candles. When the singing ends. THE CAMERA TILTS UP from the cake to reveal MARTIN BRUNDLE. If we didn't know better, we'd think this handsome young man was in his early twenties.

He's smiling self-consciously, apparently embarrassed by this odd ceremony. Things aren't helped when one of the DOCTORS calls out:

DOCTOR

So blow out the candles, Martin...

Martin glances down at the cake, then back up at the staring faces. These people never looked like a fun group, and the party trappings do little to improve their image.

BARTOK

(prodding him on)

Go ahead! Make a wish!

Martin closes his eyes, and blows out the candles. After a moment, he opens his eyes again and looks around wistfully.

MARTIN

No luck... I'm still here.

Some of the Researchers smile uneasily. Bartok, on the other hand, lets out a laugh and pops open a bottle of champagne.

While Bartok pours the wine and one of the Technicians dissects the cake, Dr. Kominick holds up his glass.

KOMINICK

I just want to let you know that the whole team is very proud to be able to share this fifth birthday celebration with you.

MARTIN

(cheerlessly)

Why don't you just congratulate me for still being alive. That's what this party is really about, isn't it?

Martin points over at the two-way mirror.

MARTIN

(continuing)

I mean, I'm just a specimen to you guys, right?

While a couple of the Researchers throw guilty glances at the mirror, Bartok steps over to Martin.

BARTOK
I understand what you're feeling,
Martin...

He empties the last of the champagne into his glass.

BARTOK
(continuing)
That's why I have a very special
present for you...

MARTIN
What's that?

BARTOK
Your privacy.

Without another word, Bartok swings around and hurls the heavy bottle at the mirror. There is a resounding CRASH as the large sheet of glass SHATTERS into a million pieces.

CUT TO:

OUTSIDE BARTOK INDUSTRIES

Martin and Bartok emerge from the employee entrance, and head down a walkway that runs between a pair of buildings.

MARTIN
Where are we going?

BARTOK
I'm taking you to your birthday
present.

They round a corner, and stop. In front of them is...

A PORTABLE BUILDING

The small structure is planted on a concrete slab back behind one of the complex's outlying buildings.

CUT TO:

INSIDE MARTIN'S NEW RESIDENCE

Bartok watches as the young man investigates his new home. It's amazingly spacious, and is laid out like a large studio apartment. There's no furniture yet, so when Bartok speaks, his voice reverberates around the empty space.

BARTOK

Well, what do you think?

Martin doesn't answer right away. And when he does, there's a touch of suspicion in his voice.

MARTIN

It's nice... What's the catch?

BARTOK

It's your birthday. I wanted to give you something you really needed.

MARTIN

Yeah. This is just great...
(looking around)
A bigger cage...

BARTOK

I'm sorry that's the way you see it, Martin...

MARTIN

Look, what I really need is to get away from here...

BARTOK

You know that's not possible... Yours is a unique affliction, and I'm afraid you wouldn't survive without our constant attention.

MARTIN

(quietly)
I just want to lead some kind of normal life.

Bartok moves steps over and speaks in a more congenial tone.

BARTOK

(continuing)
Look... Maybe I could arrange for you to spend more time outside...

MARTIN

(warily)
If I do what?

Bartok doesn't answer right away, and when he does, his voice has a cold intensity.

BARTOK

You could help us complete your father's work.

MARTIN

(annoyed)

Look, I've told you before...
I've seen what those pods can do,
and I'm not interested.

BARTOK

But you could learn more about
your father... Doesn't that
interest you?

Bartok sees that this gets through a little.

BARTOK

(continuing)

Seth Brundle was an amazing man.
He took his own initiative and
developed a technology that had
only been dreamed of before...

MARTIN

Yeah. Too bad it killed him...

(sullenly)

Not to mention what it did to me.

BARTOK

What it did was make you unique...
Don't turn your back on an
opportunity to use your gifts...

MARTIN

You're wasting your time...
I don't want to have anything to
do with those fucking pods.

BARTOK

(losing his patience)

Now listen to me, Martin... I've
got people trying to re-invent the
God damned wheel, and they're not
much closer now than they were
five years ago...

(almost pleading)

You could finish the work your
father started... And helping us
re-create his experiments could
only bring him closer to you.

Bartok watches Martin closely.

BARTOK

(continuing)

You might even find out the truth
about yourself...

Martin turns away, and stares out the window. Bartok starts to leave, but as he opens the door, he turns back.

BARTOK

Just think about it, Martin...

Bartok steps out, and closes the door. Martin doesn't move from the window.

DISSOLVE TO:

MARTIN'S APARTMENT

Time has passed. The apartment is not only furnished now, it's beginning to take on a lived-in look. It's late at night, and loud rock and roll music is blasting away.

Martin is stretched out in an easy chair that's positioned in front of a glowing computer terminal. With the keyboard resting in his lap, and his feet up on the table, Martin is fiddling with some CAD images of molecular structures.

Without taking his eyes off the screen, Martin reaches down into an open box of cookies on the floor beside him. His hand rummages around for a moment, then he lifts up the box and turns it upside down. It's empty.

CUT TO:

A CAFETERIA

Martin comes into the company canteen, which is almost empty at this hour. The food service counter is closed, and just a few NIGHT WORKERS are scattered around the large room.

As he walks along a row the of VENDING MACHINES that line one wall, Martin pays little attention to the attractive YOUNG WOMAN in a lab coat who is struggling with the coin operated COFFEE MACHINE.

Reaching the machine he's looking for, Martin prepares to make his purchase. But before he gets his money out of his pocket, BETH LOCKHART appears behind him and speaks up hopefully.

BETH

Any chance I could borrow a couple of quarters?

MARTIN

(looking at her machine)

It's giving you trouble?

BETH
It's eating my money.

MARTIN
(with a grin)
Yeah. That's a tricky one...
Sometimes it takes a special
touch...

Martin steps over and stands in front of the troublesome vending machine. He pulls a quarter from his pocket, rolls it across his knuckles, then tosses it at the coin slot.

To Beth's amazement, the quarter sails RIGHT INTO THE SLOT. The mechanism sounds an appropriate "clunk", a cup drops in place, and steaming coffee flows into it. Beth looks at Martin and smiles.

CUT TO:

A TABLE

Martin and Beth are now sitting across from each other at one of the cafeteria tables. She's sipping her coffee, and he's wolfing down a snack food cake with great gusto.

Beth chuckles a little as she stares down at the pile of food that's spread out on the table in front of Martin. Potato chips, snack cakes, soda, the works.

BETH
I wish I could eat all that junk
food and stay as thin as you...

MARTIN
It's all in the metabolism...

BETH
The only thing I can put into my
stomach at this hour is caffeine..
(gulping coffee)
God! I hate the night shift...

MARTIN
You'll get used to it.

BETH
I doubt it...

She puts down her cup, then studies her new acquaintance.

BETH

(continuing)

At least when I had the day shift there were other people around... Now I'm up all night by myself, crunching numbers in an empty lab.

MARTIN

Could you use some company?

BETH

Sure... When do you get off?

MARTIN

Ah, I have pretty flexible hours... I mean, I'm not up to that much right now...

There's a long enough pause to make Martin feel a bit uncomfortable. Has he been coming on too strong? Finally, she responds.

BETH

It's a security area... Do you have a Zone 4 clearance?

MARTIN

(relieved)

Hey, I got the run of this place.

CUT TO:

A MAIN HALLWAY

Martin and Beth are continuing their conversation as they head through the empty complex. Beth's tone is congenial, and there is an eager bounce in Martin's step.

BETH

Have you worked here long?

MARTIN

(vaguely)

I've been here about five years...

BETH

Five years and they still have you on the night shift! Jeez, that's something to look forward to.

MARTIN

Oh, I work days too.

BETH

Come on... When do you sleep?

MARTIN

I don't.

BETH

(laughing)

Yeah... Right...

CUT TO:

AN INTERSECTION OF HALLWAYS

Martin and Beth come around a corner. The young man slows to a stop when he realizes where they are. Just down the hall from them is the entrance to the POD BAY.

MARTIN

Wait a minute... Wait a minute...
You work in there?

BETH

Anything wrong with that?

Martin's voice has lost all of its boyish eagerness.

MARTIN

I can't go in there....

BETH

I thought you said you had
clearance.

MARTIN

I do.

BETH

Then what's the problem?

Martin stares across at the imposing door.

MARTIN

I had a bad experience in there
once...

BETH

Come on... It's just a lab.

She steps closer and give him an enticing smile.

BETH

(continuing)

You said you'd keep me company...

MARTIN

Look, I'm sorry... I really
can't...

(backing away)

It's not you. It's just...
It's personal, that's all.

BETH

Well, if you change your mind,
you know where to find me...

Martin turns and starts back down the hall. As he heads
away, Beth inserts her plastic security card into a slot.
The hydrolytic door slides open, and she steps through.

CUT TO:

THE BARTOK INDUSTRIES GROUNDS

Martin is jogging around the inside perimeter of the fence
that circles the large complex. He's working up a healthy
sweat, and his concentration is focused on his running.

As his path takes him past the company parking lot, a VOICE
calls out to him.

BETH (O.S.)

Hey!... Hello again!!

Martin turns and sees Beth walking along the sidewalk on the
other side of the fence. He stops running, and moves over
next to her. They walk side by side, still separated by the
wire barrier.

MARTIN

Ah... Hi...

BETH

I've been looking for you...

She holds up a quarter, and prepares to slip them through
the fence to him. He raises a hand to stop her.

MARTIN

No pockets...

BETH

Oh... right... I guess I'll
have to track you down again
later, won't I...

MARTIN

Fine. I'm always around.

BETH

You never did tell me your name...

He stops and faces her through the fence.

MARTIN

Martin... Martin Brundle.

This information seems to catch Beth off guard. She stops in her tracks, and stares at him for a second.

BETH

Like in Seth Brundle?

MARTIN

He was my father.

This information seems to catch Beth off guard.

BETH

I didn't know he had any kids...

MARTIN

I was a pretty well kept secret.

Beth seems to look at Martin with a different perspective. When she speaks, it's almost to herself.

BETH

No wonder you didn't want to go in there...

(perking up again)

I thought maybe it was me that drove you away the other night...

MARTIN

No... Of course not...

They look at each other through the fence for another moment, and then Beth turns and heads over toward the parking lot.

BETH

Well... I'll see you...

MARTIN

I hope so...

As he watches her walk away, a thoughtful expression crosses his face.

CUT TO:

A HALLWAY WITHIN THE COMPLEX

Martin enters frame, heads down to an elevator, and hits the call button. When the doors slide open, he finds himself facing Beth.

MARTIN
Hey, I'm glad I found you.

BETH
(playfully)
You must really need that
quarter...

Martin smiles nervously as he steps in and the doors slide shut.

INSIDE THE ELEVATOR

Martin turns to Beth.

MARTIN
Are you headed to the Pod Bay?

BETH
Yeah...

MARTIN
Do you mind if I tag along?

BETH
I thought you didn't want to go in
there.

He looks at her for a moment.

MARTIN
I guess I changed my mind...

CUT TO:

A PRESSURIZED PASSAGEWAY

A hydraulic door slides open with a "whoosh", and Beth leads Martin down the short passageway. Although he seems a little nervous, there's also an hint of excited anticipation in Martin's expression.

The inner door opens, and they move into...

THE POD BAY

While Beth sets down her things on a desk by one of the computer banks, Martin walks slowly over to the central platform. In the dim light, Seth Brundle's telepods have a spell-binding beauty.

Martin steps up to one of the pods, and places his hand against its cold, metallic surface.

MARTIN

(almost to himself)
I remember them being a lot
bigger...

Beth comes over to the base of the platform, and watches Martin's reverent examination of the two devices.

After a moment, Martin turns and looks up at the glass-enclosed Control Booth.

MARTIN

They still kill a lot of animals
with these things?

BETH

Ah, I don't think they've tried
live subjects for a while now...
I mean, as far as I can tell,
they've been having trouble just
figuring out how to send inanimate
objects through.

MARTIN

What's their problem?

BETH

I guess when your father died, he
took a lot of his secrets with
him...

Martin nods his head, then marches over to the main Computer Console. Before Beth can stop him, he has the system powered up.

BETH

Oh, no... Don't do that!

MARTIN

Hey, you invited me in here...
Are you telling me now that I
can't play with your toys?

BETH

You touch my toys, and you could
get me in a lot of trouble.

MARTIN

(eagerly)

But I wanta see how it works...
Show me.

BETH

You've gotta be kidding! I'm not
authorized to even touch it!

Martin starts to type commands into the computer keyboard.

MARTIN

Well, if you don't have the nerve
to do it, then I guess I'll have
to give it a try myself.

BETH

But you don't know how to operate
this equipment!

MARTIN

Of course I don't... But the
computer does.

BETH

This is crazy! You shouldn't be
messing with it!

MARTIN

Why not? I'm just gonna run
whatever program sequence they've
been using... The computer'll
take care of things.

BETH

What if there's a problem?

MARTIN

Well, obviously there's a problem!
If there wasn't they'd have the
thing working perfectly by now!

He turns back to the computer, and types in another set of
commands.

MARTIN

(continuing)

If we're gonna figure out how to
do it right, we have to see what
they're doing wrong.

BETH

Great.

Martin grabs a SCIENTIFIC JOURNAL off a nearby table, hands it to her, and points over at the sending pod.

MARTIN

Here... Put this in there...

Beth walks up to the pod, and cautiously places the magazine inside. As soon as she stands clear, the door to the pod swings shut and seals. Martin starts the sequence, and the countdown begins.

The CAMERA MOVES IN on their faces. They are both holding their breath.

There is a FLASH, and the magazine DISAPPEARS. The computer goes into high gear, and numbers dance around on its screen.

Martin steps away from the computer, so that he can get a better look at the receiving pod. As he steps onto the platform, Beth reaches over and touches his arm.

There is another BURST of bright light inside the second pod, and then a moment later its door swings open.

Martin rushes over to the pod, and reaches down into the smoke. He pulls out a normal looking magazine. But as he flips through its pages, Martin's expression changes. First he frowns, but then he laughs.

MARTIN

Well, they're gettin' there...

BETH

It worked, didn't it?

He tosses the journal to Beth. It's perfect, except for one small detail. The process has created a mirror image, and all of the writing is reversed.

While Beth stares at the magazine, Martin sits back down at the computer and starts to type.

MARTIN

Let's see if we can figure out where they screwed up...

CUT TO:

THE POD BAY WORKROOM

Martin is pouring over papers and notebooks in the glass-enclosed workroom connected to the Pod Bay. Hearing the door open, he looks up, and sees Beth glaring down at him.

BETH

What are you doing! You said you'd have all this stuff put away by seven!

MARTIN

Don't worry, I will.

BETH

That'll be a neat trick. It's ten after right now.

Beth starts clearing off the table and putting the material back on the shelves.

MARTIN

Come on, just give me a few more minutes...

BETH

Look... If anybody finds out what you've been up to tonight, I'm the one who's gonna get in trouble.

MARTIN

What's wrong with that? It'd probably do you some good to get a little trouble into your life.

BETH

Not if it means getting fired.

SUDDENLY, a buzzer SOUNDS over by the pod bay entrance. Beth's eyes dart over to the door, where she can see a red light blinking. She glances down at her watch, and gasps.

BETH

Oh no!

MARTIN

What's happening?

BETH

Somebody must be showing up early!

CUT TO:

THE ENTRY PASSAGE

Dr. Shepherd, the Project Supervisor whose experiment traumatized young Martin, is coming in from the outer hallway.

He moves through the passageway, waits for the second door to open, and then enters...

THE POD BAY

Beth is at her work station, awkwardly stacking up some printouts. Although there are no convenient hiding places around the large open space, Martin is nowhere to be seen.

SHEPHERD

Still here, Miss Lockhart?

BETH

Ah, yeah... I got a little behind last night...

He looks over at her stack of work.

SHEPHERD

Looks like more than a little.

BETH

I can catch up on it later...

Shepherd nods absently, and flips a switch. Lights go on around the pods. The shadows disappear, and we can finally see Martin. He's hiding inside one of the open pods. And he's got the reversed magazine in his hands.

When Shepherd walks by the central platform on his way to the workroom, he stops at the main Computer Console.

Beth watches him anxiously. For a moment, it looks like her boss is about to fire up the system. But instead of booting up the computer, he just grabs some papers off of the table beside it, and then starts toward his workroom.

While Shepherd heads over to his glass workroom, Martin slides out of the pod, and steals quickly over to the entrance door.

Beth gets the hydraulic door open and Martin slips through just a fraction of a second before Shepherd turns back and waves goodbye.

CUT TO:

A HALLWAY

Martin and Beth are moving along at a quick pace. Beth isn't over her panic attack, but Martin is totally exhilarated.

MARTIN

So, can I come back tonight?

BETH

That depends on whether it's me or those machines you're interested in seeing again...

MARTIN

You. It's definitely you...

His face lights up with a conspiratorial smile.

MARTIN

(continuing)

What good is a secret if you don't have somebody to share it with?

CUT TO:

THE EMPLOYEE ENTRANCE

Shifts are changing, and WORKERS are using their electronic key cards to pass in and out of the complex.

Beth comes in the door, and start to walk down the hallway. Suddenly, she stops and smiles. Just ahead, Martin is leaning against a wall, waiting for her.

CUT TO:

THE POD BAY

Martin is watching rows of numbers sail by on the main computer terminal. Beth is standing behind him, looking over his shoulder.

MARTIN

This is unbelievable! The answer is right here in front of us!

BETH

You figured it out?

MARTIN

Well, not exactly... But I think I know what the problem is...

(spinning around)

The problem is these jerks have spent five years asking all the wrong questions! They've made it so fucking complicated that they can't see how simple it really is!

BETH

If it's so simple, how come they haven't been able to make it work?

MARTIN

Because they've been too close to it! They've been sitting around studying a bunch of numbers and equations, but they haven't been willing to stand back and admire the elegance of the process!

Martin jumps up and starts pacing around the room.

MARTIN

(continuing)

Their work on this project has always been limited by their own pre-conceptions of what can and can't be done... You can see it in their reports... They haven't even tried a lot of things because they've already made up their minds what will and won't work!

Martin's eyes are alive with the excitement of being able to share his realization with Beth.

MARTIN

(continuing)

It's easy to say "this isn't possible, it can't be done."
But that's where they're blind...

(passionately)

If you look at nature, or examine the universe, there's only one fundamental reality... And that is that anything you can imagine is possible!

BETH

Well, if you're so sure about this, why don't you tell Shepherd?

Beth has said the wrong thing. Martin explodes, letting loose a lot of pent-up frustration.

MARTIN
Fuck Shepherd! Shepherd's an idiot!

BETH
But he's in charge of the project!

MARTIN
(contemptuously)
It's not his project! It's not his technology!... My father invented this process, and I can make it work!

Beth takes one of hands.

BETH
Then make it work, Martin...
Do it.

Martin turns and looks over at the Pods. From this angle and in this light, they look more like a pair of bizarre shrines than like scientific devices.

DISSOLVE TO:

THE EMPLOYEE ENTRANCE

Beth passes through the security check point, then looks around. Martin isn't waiting for her.

After checking the clock on the wall and looking around one more time, she heads down the hallway.

CUT TO:

MARTIN'S APARTMENT

He's sound asleep in the chair in front of his computer. The keyboard has slipped off of his lap, and the glowing monitor is the only thing lighting the room.

ALL AT ONCE, Martin's eyes open. He seems disoriented by the darkness. He reaches over and flips on a light, then looks at his watch, and smiles.

CUT TO:

THE EXAMINATION ROOM

Jenkins and Kominick are listening to Martin, who is pacing back and forth, and speaking excitedly.

MARTIN

It's not just last night, I've been sleeping more for a couple of weeks now. Sometimes it's three or five hours at a stretch!

KOMINICK

I'll make a note of it.

MARTIN

A note of it! But this is important! It's gotta mean something!

Jenkins motions for Martin to sit down on the end of the examination table.

JENKINS

And what do you figure it means?

As Jenkins prepares to draw the blood, Martin hops up on the table and rolls up his sleeve. He can barely contain his excitement.

MARTIN

Don't you get it? Normal people sleep. I could be stabilizing!

KOMINICK

(calmly)

We've been testing you twice a week for five years now, Martin... We'd catch it if there was some kind of change.

MARTIN

But I can feel it. It's real. I feel great. I feel stronger...

JUST THEN, Jenkins pokes the inside of Martin's elbow with the syringe, and the young man cries out in pain. He winces and jerks his arm, causing the needle to break off.

Martin jumps off the table, and pulls the remaining portion of needle out of his flesh. It's bent and twisted.

MARTIN

Jesus Christ! What are you doing!?

JENKINS

Just calm down and sit still for a minute, okay? We'll try it again.

MARTIN

No way! That really hurt!
(rubbing his arm)
Let's just skip it, okay?

KOMINICK

You're kidding aren't you?
If we missed a session now, it
could invalidate our entire body
of research.

MARTIN

But I'm starting to stabilize!

JENKINS

(firmly)
Just get back on the table.

Martin glances over at Jenkins, who is preparing a second syringe. Then he looks down at his arm, which is bleeding a bit, and already starting to show a bruise.

CUT TO:

BARTOK'S OFFICE

Bartok is standing over by a window. His back is turned on Kominick and Jenkins.

BARTOK

So the change has begun?

JENKINS

At this point there's no question about it. The early stages of a genetic metamorphosis have started showing up on every test.

BARTOK

But has he ever mentioned anything about it before?

KOMINICK

This was the first time. I don't think he's been aware of it until today.

Bartok turns and faces the other men. The hard light streaming in through the window leaves his face in shadow, and makes it difficult to read his expression.

BARTOK

Good. Keep trying to play it down... I'd prefer that he doesn't know anything about it for the time being...

Jenkins and Kominick look at each other. They have no choice but to agree.

CUT TO:

A COMPUTER MONITOR

We hear the SOUND of fingers tapping keys, and words begin to appear on the black screen.

> SUBJECT: TELEPORTATION OF
LIVING MATTER...

The typing continues.

> GOAL: TRANSMISSION WITHOUT
DESTRUCTION OF LIFE FORM

A couple of BEEPS sound, and then the computer answers.

> TRANSMISSION NOW FEASIBLE

IN THE POD BAY

Martin is positioned in front of the computer consol, and Beth is standing across from him. She can't see the monitor, but can tell from his expression that he's excited.

BETH

So what's it say?

MARTIN

It says we're there!

BETH

We're ready for live subjects?

MARTIN

The computer thinks so.

BETH

But what if it doesn't work?

MARTIN

Hey, it's not like I'm talking
about going through myself...

(eagerly)

But let's trust the machine...
Let's give it a try.

BETH

Tonight?

MARTIN

Absolutely...

BETH

What are you planning on sending
through?

MARTIN

(considering it)

We've gotta take it one step at a
time... We should start out with
life in an elementary form...

BETH

Like what?

Martin stares over at the Pods while he thinks about it.
Then an idea seems to come to him.

CUT TO:

THE CAFETERIA KITCHEN

The door crashes open, and light from the cafeteria spills
into the dark kitchen. Martin comes right in, but Beth
pauses to examine the splintered door jam.

BETH

You're gonna get us in a lot of
trouble!

MARTIN

Don't worry about it! This is
important!

Crossing to the large industrial refrigerator, Martin throws
open its door. By the time Beth joins him, the excited
young man is already rummaging through its contents.

Martin takes a moment to study a head of lettuce, but then
throws it aside and continues his search.

BETH

But what are you looking for?

BETH
Here, taste it!

BETH
(backing off)
No!

He playfully puts an arm around her shoulder and pulls her toward the yolk-covered finger.

MARTIN
Not even in the interests of
science?

BETH
(laughing)
I don't want to!

MARTIN
Why not? Don't you trust the
process?... You think it's
contaminated?

BETH
No, I think it's disgusting!

MARTIN
But it's the symbol of our current
success.

She finally sticks her tongue out and licks the tip of his finger. She looks up into his eyes, and smiles.

BETH
It tastes like an egg...

Their faces are now just inches apart, and they are suddenly paying more attention to each other than they are to the egg.

MARTIN
(softly)
Now what?

Beth slowly moves her lips towards his, and gives him a tentative kiss. Clearly a novice at this, Martin at first has trouble maneuvering his nose out of the way of hers. He quickly gets the hang of it, however, and their lips are soon locked tightly together.

The long and passionate kiss is suddenly broken off by Beth.

BETH
Slow down!

Martin looks a bit embarrassed.

MARTIN
I'm sorry... I didn't mean to do
that... I got a little carried
away...

BETH
It's okay, Martin... You just
have to give me a chance to
breathe now and then...

She grabs him and draws him back into a tight clutch.

As they kiss long and hard, Martin pushes Beth back against one of the computer consoles. He gets his hand up under her blouse, but his inexperience shows again when he begins fumbling awkwardly with her bra strap.

BETH
(pulling away)
Not here...

MARTIN
(breathing hard)
Then where?

BETH
My place?

MARTIN
(with a slight grin)
No... I live closer...

DISSOLVE TO:

MARTIN'S APARTMENT

Morning sunlight is spilling in through the windows of the apartment. At first it looks like the bed is just a tangle of sheets and discarded clothing. But after a moment, the intertwined forms of the sleeping couple can be made out.

Beth rolls over into the light, opens her eyes drowsily, then studies the young man lying next to her. Sleep seems to agree with Martin, for he's never looked more handsome.

This fact isn't lost on Beth. She pulls the sheets down a bit, exposing more of the smooth skin on his athletic torso. She smiles contentedly, then leans over and kisses Martin softly on the neck. He stirs, but doesn't wake up.

Beth seems a little surprised that Martin isn't responding. She plants a couple of additional gentle kisses on his shoulders and chest, then stops and examines his arm.

There is a Band-Aid stuck to the inside crook of his elbow. The skin underneath and around the adhesive strip looks bruised, and the bandage itself is discolored in the center. Beth reaches down and runs a finger over the Band-Aid.

Martin abruptly jerks his arm away and lifts his head.

MARTIN
Oww! That hurts!

BETH
Are you okay?

MARTIN
Yeah... No problem...

Still wincing, Martin rubs his arm. Clearly it hurts more than he is letting on.

BETH
Sorry...

She moves her lips down to the crook of his elbow, and plants a kiss right on the Band-Aid. Martin grimaces a bit, but he is touched by the gesture. He's not used to this kind of intimacy.

BETH
Maybe we should put something on this...

Before he can stop her, Beth pulls the adhesive strip back. Both of them are surprised by what they see. For one thing, when the bandage is lifted away, it pulls a trail of white, thread-like strands away from Martin's skin with it.

And what had been a tiny mark left by a hypodermic needle is now a strange, festering puncture wound that is surrounded by bruised tissue.

BETH
What happened?

MARTIN
Oh... It's from... an allergy shot. I get 'em a couple of times a week. Sometimes I have a bad reaction.

BETH
Looks pretty nasty.

MARTIN
It's no big deal, really....

Martin sticks the Band-Aid back in place, then rolls Beth back onto the bed. He's learned a lot in the last few hours, and it looks like he's ready for another lesson.

CUT TO:

A CONVEX GLASS SURFACE

The distorted mirror image of the lovers is reflected off of the lens of a HIDDEN CAMERA that is tucked up behind a recessed lighting fixtures in the ceiling.

CUT TO:

A TELEVISION MONITOR

A high angle video image of the couple fills the screen, and the sound of their passion is filtering out of a small speaker.

IN THE OBSERVATION ROOM

Bartok and Kominick are watching Martin and Beth's intimate acrobatics on one of several video monitors that display views of Martin's apartment.

Bartok turns to a TECHNICIAN.

BARTOK
Roll it back there...

The image grinds to a halt, and then reverses at high speed.

BARTOK
(continuing)
That's it... Okay, freeze it.

Bartok leans closer to the monitor, and stares at the strange markings on Martin's elbow.

BARTOK
(continuing)
What the hell is that?

JENKINS
It looks like it's infected where
I drew blood the other day...

BARTOK
(turning to Kominick)
Has he ever had anything like that
before?

KOMINICK
Definitely not. You know what his
immune system is like... Hell,
he's never even had the flu, much
less an infection like that.

BARTOK
From now on I want daily
examinations, and I want you to
report any additional changes to
me as soon as they're detected...

Bartok returns his attention to the freeze frame of Martin.

BARTOK
(continuing)
He may not have much time left...

CUT TO:

MARTIN'S APARTMENT

Martin is walking Beth to his door. He has his arm around
her, but she looks uncomfortable.

BETH
You know, this probably isn't a
good idea...

MARTIN
(kissing her)
You're right... Stay.

BETH
I mean us.

MARTIN
You're wrong. We're a very good
idea. Maybe the best idea ever.

Beth lowers her eyes a bit, as if to avoid his burning gaze.

BETH
I didn't mean for it to happen
like this, Martin... I mean, we
don't know anything about each
other, do we?

MARTIN
Does that matter?

Martin releases his grip on the man, who slides down onto the ground, gasping for air.

MARTIN
(continuing)
Say hello to the guys for me...

With that, Martin turns and jogs away.

CUT TO:

BARTOK'S OFFICE

Leaning back against his desk, Bartok is watching Shepherd, who is sitting at the conference table studying a stack of computer printouts.

SHEPHERD
But if these figures are accurate,
it means we're ready to transmit
living organisms.

BARTOK
The figures are accurate.

SHEPHERD
Then there's no reason we can't
try sending an experimental animal
though right away.

Someone sitting in a high backed chair near Bartok's desk leans forward and is seen for the first time. It's Beth.

BETH
Martin doesn't think it's ready to
test with live subjects yet.

SHEPHERD
Why not? There's a reasonable
chance now that the process would
work.

Beth stands up and walks closer to the two men.

BETH
He's getting close. He's really
starting to connect with his
father's work... I think if you
give him a little more time he can
really break through.

BARTOK

Time is one thing that Martin doesn't have a lot of... That's why I'd like to try some test animals as soon as possible.

BETH

I don't think he'll do it...

BARTOK

This isn't a matter that requires your opinion, Miss Lockhart...

BETH

Look, up until now I haven't regretted getting him involved in this thing... It's been as good for him as it has been for you...

A touch of contempt begins to shade Beth's voice.

BETH

(continuing)

But what you're talking about now is wrong. You're using his data, but you're not trusting his instincts...

BARTOK

(unmoved)

You've gotten too involve on a personal level to have a proper perspective on this situation... The issue here is what's good for the project, not what's good for Martin.

This is it for Beth. She grabs her purse and coat from the chair.

BETH

Fine... You guys do whatever you want... But I don't want to have anything more to do with it...

Spinning on her heels, Beth storms out of the office. After watching her go, Bartok turns to Shepherd.

BARTOK

Go prepare the lab... I'd like to start as soon as your team is ready...

CUT TO:

MARTIN'S APARTMENT

It's nearing dusk, but no lights have been turned on yet. Martin is sitting at a table, putting a fresh dressing on the strange wound on his elbow.

There's already a larger bandage in place, but he's peeling that off and preparing to replace it with rolled gauze. When he gets the bandage pulled back, however, Martin freezes and stares down at the spot where blood was taken.

The outer edges of the bruised area are still purple, but the skin closest to the infected puncture wound is grayish, and looks a bit like a spreading fungus.

Martin gingerly runs his fingers over the crook of his elbow. He is no longer feeling any pain, and he is shocked to discover that the spongy skin around the hole left by the needle can be stretched, and the opening itself enlarged.

With growing fascination, Martin probes the resulting cavity with his index finger. He presses his finger down, watching with amazement as it disappears more than an inch beneath the surface of his skin.

And when he finally pulls the finger out, long, sticky, silk-like stringers draw back with it. The white threads are fluid when they leave his body, but when they stretch out and make contact with the air, they immediately harden.

Just then, there's a knock at the door. Martin wraps some gauze back around his arm, then steps quickly across the room. He swings open the door, and is overjoyed to find himself facing Beth.

MARTIN

Where have you been? I looked for you...

BETH

(cheerlessly)

I have to talk to you.

MARTIN

(moving closer)

I don't want to talk.

BETH

This is important.

MARTIN

So's this...

He starts to kiss her, but she pulls away.

BETH
Just listen to me, Martin...
You were right about Bartok.

MARTIN
Forget Bartok!

He pulls her into the room, looking both ways before he shuts the door.

MARTIN
(excitedly)
I have a secret... You've gotta
hear about this... Something
really amazing is happening to me!

Beth breaks away from Martin's grip, and speaks up.

BETH
They've got your notes... They're
planning on testing it on an
animal...

MARTIN
(concerned)
But how could they have found my
notes?

BETH
Martin, I...

MARTIN
(interrupting)
We've gotta go stop them!

BETH
Wait, let me explain first...

It's too late. He's already halfway out the door.

CUT TO:

A MAIN HALLWAY

Martin walking through the complex at a pace that is just one step short of jogging. He's paying almost no attention to Beth, who is having to occasionally break into a run to keep up with him.

CUT TO:

OUTSIDE THE POD BAY

Martin strides up to the heavy automatic door and inserts his security card into the slot. As the door slides open, a red light above it begins to flash.

Martin looks back, and sees that Beth is almost there.

MARTIN

Come on! They must be starting!
They're sealing the doors!

Just as the door begins to shut, Beth slips through and joins Martin in...

THE PRESSURIZED PASSAGEWAY

The young couple race down the short corridor, and at the last possible second, they make it through the door at the other end that leads into...

THE POD BAY

The place is buzzing with activity. Shepherd is standing at the main computer console, and his team is working busily around him.

Up in the glass enclosed Control Booth, Bartok is watching the proceedings with great interest.

Martin looks over at the Sending Telepod. There's an empty cage beside it. He runs up to the pod, and peeks through the window in the center of the door, but he can't see anything inside.

WITHOUT WARNING, a vicious, snarling DOG leaps up against the inside of the window. Martin jumps back, then rushes over to Shepherd.

MARTIN

What the fuck are you trying to
do! Shut it down!!

SHEPHERD

(uneasily)

I... I can't... The cycle's
already locked in...

Martin looks down at the monitor. The digital display is ticking off the seconds. There's less than a minute left until transmission.

Martin spins around and glares up at Bartok in Control Booth. The young man's voice is cracking with anger.

MARTIN
You son of a bitch! It's not
ready for a live subject!

On the other side of the glass, Bartok lifts a microphone and responds to Martin.

BARTOK
(filtered)
According to your notes it is...

MARTIN
How the hell do you know what's in
my notes!?

BARTOK
What do you think?

Martin freezes. He looks down from the Control Booth to the Pods. The automatic sequencing is running as smoothly. There are only a few seconds to go.

Martin turns sharply and looks over at Beth. Their eyes lock, but she doesn't speak.

He spins back around and stares over at the "send" telepod. The dog inside is barking and clawing at the glass. As the CAMERA MOVES IN, there is a FLASH, and the dog is gone.

Martin doesn't move, but Shepherd can't wait to see what happened. The Scientist leaps up onto the platform, and reaches the "receiving" Pod just as its door swings open.

Shepherd peers down through the mist for a moment, totally blocking everybody else's view of the interior of the Pod. When he turns back, he seems very pleased.

SHEPHERD
It works!... It's alive!

When Shepherd finally steps aside, Martin's face drops. The CREATURE in the pod may still be alive, but it can scarcely be considered a dog any more. Its body is misshapened and bent, and its face has been twisted nearly inside out.

Up in the Booth, Bartok barks out an amplified command.

BARTOK
Go ahead and get it out of here...
We can do the autopsy in the
morning.

Shepherd nods obediently, then signals to a LAB ASSISTANT. The slightly squeamish Assistant hesitates, but then reaches down into the telepod to pull out the quivering creature.

WITHOUT WARNING, the mutated beast raises its head and chomps its still formidable teeth onto the arm of the unfortunate Assistant.

As the man screams, Martin and several others near the Pod fight to dislodge the pitiful monster. Finally Shepherd directs one of his ASSOCIATES to make use of an electric prod to stun the animal and pry it off its victim.

Once the bleeding Assistant and his attacker are being attended to, Martin turns and looks back at Beth. She's on already her way out of the Pod Bay.

He calls after her in a tone that falls somewhere between anger and heartbreak.

MARTIN

Beth!

When she doesn't turn back, Martin starts down the steps of the Pod platform. But then Bartok's voice rings out over the speakers around the room.

BARTOK

(filtered)

Let her go... She's not worth
bothering about.

Martin stops and stares up at the Control Booth. Bartok is standing there with the microphone in his hand.

BARTOK

(filtered)

I wanted your help, Martin, but
you wouldn't give it to me...
I had no choice but to offer you
a more appealing invitation...

(stepping closer to
the glass)

Of course, I hadn't expected her
to initiate you into the world of
the flesh, but I suppose that was
a little bonus for both of you.

MARTIN

(flabbergasted)

She told you about that?!

BARTOK

(filtered)

Why would she need to? I know everything there is to know about you. I know where you go, what you do, and who you do it with.

It's more than Martin can take. He races to the Pod Bay door, pushes past a couple of Technicians, and disappears.

CUT TO:

THE HALLWAY OUTSIDE THE POD BAY

Martin emerges from the Pod Bay, and rushes to the nearby intersection of hallways. He looks in both directions, but Beth is nowhere to be seen.

Seething with anger, Martin spins around and punches the wall as hard as he can. His fist smashes right through, leaving a mean-looking hole when he pulls it out again.

He turns and looks for something else to destroy. But in this barren hallway, there is little for him to go after. There is one thing. A SECURITY CAMERA. As he stares at it, Martin's eyes widen with understanding.

CUT TO:

MARTIN'S APARTMENT

Martin is tearing the place to pieces. He's ripping down cupboards, yanking panelling off the walls, and pulling fixtures off of the ceiling.

CUT TO:

THE OBSERVATION ROOM

A pair of OBSERVERS are watching the angry young man on the video monitors in front of them. As Martin storms around his apartment, the two men shift their attention from one screen to another.

But then Martin stops moving around and concentrates his search on one area. Obviously close to a hidden camera, Martin's image is very large on one of the monitors.

FIRST OBSERVER

Uh oh... I think we got a problem here...

Just then, Martin turns and looks directly at the camera. It's as if he's staring right out of the monitor. Martin's expression is pretty threatening, but the the two spying Observers are watching him with detachment.

SECOND OBSERVER

Okay, that's it...

FIRST OBSERVER

Yeah, he's found it.

On the screen, Martin is seen grabbing a chair and swinging it up toward the camera. It's clear the chair makes contact, because the screen instantly goes black.

SECOND OBSERVER

We better call Bartok...

FIRST OBSERVER

What do I tell him?

SECOND OBSERVER

Tell him the kid is pissed...

CUT TO:

A HALLWAY

Martin is moving at a fast march through the complex. His eyes are burning with anger.

When he gets to the door he's looking for, he wastes no time opening it. He doesn't use the doorknob, however. He uses his foot.

INSIDE THE OBSERVATION ROOM

The two men jump about a foot when the door suddenly comes flying in off its hinges.

Martin steps into the room, and stares across at the row of monitors. All but one of them still show views of every corner of his living quarters.

When Martin heads toward the monitors, one of the Observers steps into his path.

FIRST OBSERVER

I'm sorry, Mr. Brundle, but this material is strictly...

This was not a wise move. Martin throws him off to one side, battering both the man and the expensive computer console he lands on.

As soon as the other Observer realizes that Martin is willing to ignore him, he grabs his injured colleague and drags him out of the room.

Martin is infinitely more interested in the shelves behind the monitors that are stacked with hundreds of video disks. He steps up closer, and studies the labels on the boxes.

All say "BRUNDLE", and most follow that name with "MARTIN". But a few are clearly marked: "BRUNDLE, SETH". Martin carefully takes down one of these disks, inserts it into a playback machine, and sits down in front of a video monitor.

For the first time, Martin sees his father. SETH BRUNDLE is staring out at him, speaking in a low, faltering voice. He looks bad. His facial features are barely human, and his skin appears to be decaying.

SETH BRUNDLE

(on the video screen)

A fly... got into the transmitter pod with me the first time when I was alone... The computer got confused... And now I'm not Seth Brundle any more... I'm the offspring of Brundle and housefly.

Martin is dumbfounded. He speeds forward, and watches another entry in his father's video diary. The transformation further along, Seth looks truly hideous.

SETH BRUNDLE

(on the video screen)

I'm becoming something that never existed before. I'm becoming Brundle-Fly... Don't you think that's worth a Nobel Prize or two?

Martin winds forward again. On the screen, Seth Brundle is sitting at a table with an assortment of donuts and other food spread out in front of him.

SETH BRUNDLE

(on the video screen)

How does Brundle-Fly eat?... Well, he found out the hard and painful way that he eats very much the way a fly eats... Like a fly, Brundle-Fly breaks down solids with a corrosive enzyme...

CLOSE ON MARTIN

He's watching the screen in horror. We can tell that he recognizes that this is not just the past history of his father, but also the future for himself.

SETH BRUNDLE
(continuing O.S.)

...He regurgitates on his food, it liquefies, and he then he sucks it back up... Ready for a demonstration, kids? Here goes...

Martin winces as we hear the SOUND of violent retching.

CUT TO:

THE HALLWAY

Bartok is striding toward the Observation Room. He has a couple of SECURITY GUARDS with him. Halfway down the hallway, then turns to the Guards and shakes his head. They wait.

We can hear SETH'S VOICE as Bartok steps into...

THE OBSERVATION ROOM

Martin is sitting in front of the monitor, still staring at video images of his father. He doesn't turn when Bartok comes into the room. His eyes are rivetted to the screen.

But when Bartok steps up behind Martin, HIS REFLECTION on the monitor finally catches the young man's attention. Martin spins around in his chair, and glares up at Bartok.

MARTIN

You fucking bastard! You knew!
I'm changing into something like
that, and you weren't gonna tell
me!

BARTOK

(amazingly calm)
There's been a purpose... We've
been involved in important
research... I couldn't tell you
before, but now that you know,
it's a good thing. Now we can
really break through.

MARTIN

You wanted to keep me around all this time just to see if I was gonna turn into another bug!!

BARTOK

Don't you understand? You're a pioneer! What we're learning from you is of inestimable value!

MARTIN

Financial or scientific?

BARTOK

Both, Martin... Both... Science today isn't just about knowledge. It's also about money.

MARTIN

That's fine. So cut me up when I'm dead and sell the pieces as souvenirs... But in the meantime, I'm getting out. I don't have any more time for this bullshit...

Martin jumps to his feet. Although it looks for a moment as if he's going to deck Bartok, the older man never flinches.

MARTIN

(continuing)

Jesus, people talk about their biological clocks! I'm a fucking biological time bomb!!!

BARTOK

Don't worry, Martin. We'll take care of you... We'll help you with what's coming.

MARTIN

(incredulous)

Are you listening to what I'm saying?! I'm outta here!! I'm leaving!

BARTOK

(getting impatient)

Don't be stupid. Anywhere else you'd be considered a freak, but here we can deal with you for what you are.

MARTIN

Yeah. A product. A package that you're waiting to unwrap... Shit, the way things are going, you won't even have to wait that long...

BARTOK

You are a product, Martin. The most important one I've ever had a part in developing... I've sunk a lotta money into you, and I'm not about to let you leave...

MARTIN

Well, then now's the time to stop me.

When Martin start toward the door, Bartok tries to block his exit. With unrestrained rage, Martin grabs Bartok's arm, and starts to lift the man off the ground.

Bartok screams out in pain, but before his arm breaks, Martin drops him down onto the floor in a heap.

As Martin turns to leave, he stops for a moment and stares down at the video image of his father. He looks back at Bartok, then smashes his fist into the glowing screen.

As Seth Brundle's image disappears in a cloud of smoke, sparks and broken glass, Martin pulls his fist back out, and rushes out of the observation room.

CUT TO:

A MAIN HALLWAY

NIGHT WORKERS step out of his way as Martin storms through the heart of the Bartok Industries Complex.

CUT TO:

THE EMPLOYEE ENTRANCE

Martin rounds a corner and heads toward the wide doorway that will lead him out of the building. But just before he gets there, a pair of SECURITY GUARDS step into his path.

He stops short, then takes a few steps back. When the two men start toward him, Martin doesn't hesitate for a second. He spins around, and tears back into the complex.

CUT TO:

A MAZE OF HALLWAYS

It doesn't take Martin long to put some distance between himself and the Security Guards.

CUT TO:

ANOTHER EXIT

At the end of an untrafficked hallway, Martin tries to use his security card to unlock an automatic door. Instead of opening the door, however, the magnetic card sets off an ominously low and unobtrusive alarm.

Looking around, Martin sees that his pursuers are moving up fast. He throws aside his useless pass, then runs off down a narrow side hallway.

CUT TO:

DEEPER IN THE COMPLEX

Martin runs through dark, empty corridors, moving at top speed until he rounds a corner and finds himself facing...

A DEAD END

Screeching to a halt, Martin glances back. He can't see anybody, but he can hear footsteps echoing off the bare concrete walls behind him. They aren't that far away.

He quickly starts back the way he came, trying nearby doors as he goes. When he finds one that's unlocked, Martin slips through it into...

A LARGE DARK ROOM

There are no windows, and very little ambient light, so it's impossible for Martin to tell where he is.

Although he can't see anything, he can hear strange SOUNDS in the darkness around him. Rustling noises. Movement. Weird whimpering. And then a series of low, growing GROWLS.

Martin flips on some lights, and he is surprised to find himself in the Kennel that he visited some years before. The room is jammed with cages full of MONKEYS and DOGS, and as the animals catch Martin's scent, they go crazy.

CUT TO:

OUT IN THE HALLWAY

The Guards can hear the barking and howling of the animals, and they are already heading toward the source of the sound.

CUT TO:

INSIDE THE KENNEL

Martin turns off most of the lights, then quickly moves between the cages of snapping dogs and howling monkeys, heading for a door at the back of the room.

Just as his pursuers enter on the opposite side of the Kennel, Martin slips into...

A SMALL BACK ROOM

It's even darker in here, but Martin leaves the lights off. Filling this narrow room are several large cages, but they appear to be empty. He backs up against one of the cages, and stares over at the door.

SUDDENLY, out of the shadows at the back of the cage behind him, a hideous MUTANT CREATURE leaps at Martin. It's the one that resulted from Shepherd's failed experiment.

Martin dodges to one side just in time, and the beast's powerful jaws clamp down on one of the bars of the cage. As it takes repeated swipes at him with a clawed forearm, the creature lets out a roaring howl of pain and anger.

OUT IN THE KENNEL

The Security Guards hear the noise and quickly head over to the back door. They swing it open, and step into...

THE BACK ROOM

As soon as the two men appear in the doorway, they shine their lights at Martin and the Creature. But something is different now. The cage door is open, and Martin is tucked safely between the side of the cage and the wall.

The animal turns and looks over at these new intruders. And before they can react, the mutant beast springs out of the cage and attacks them.

While the Guards fight off this deadly assault, Martin races out of the back room.

MOVING THROUGH THE KENNEL

Martin quickly unlatches the door of each cage he passes. By the time he leaves the kennel, an army of imprisoned lab animals has been released.

CUT TO:

A MAIN HALLWAY

The pandemonium brought on by the stampeding dogs and monkeys gives Martin the opportunity to charge past a SECURITY CHECKPOINT, and make his way through an exit door.

CUT TO:

OUTSIDE

Martin dashes away from the building. The only thing now holding back his escape is the tall fence that surrounds the complex.

While considering this obstacle, Martin hears an approaching NOISE. He looks back, and sees that two of the fiercest of the runaway DOGS are tearing directly toward him.

Without even thinking about what he's doing, Martin flips himself up and over the high fence. It's an impressive move. Not something humanly impossible, but certainly something that few humans could manage.

It definitely blows away the two dogs, who freeze in their tracks and watch Martin disappears into the night.

CUT TO:

A HILLTOP ABOVE THE COMPLEX

Martin runs INTO FRAME, and stops for a moment. He takes a glance back at buildings that make up Bartok Industries, then turns and looks out in the other direction.

The glittering skyline of a large city is visible beyond the next set of hills.

Martin raises his fist and lets out a triumphant holler. Then he jogs off in the direction of the city.

DISSOLVE TO:

A CITY STREET

Martin is walking down a lonely downtown sidewalk, his arms folded against the cold night air.

Under the harsh glow of the street lights, his face looks blotchy, and his skin has taken on an eerie, translucent pallor.

When Martin passes a graffiti covered phone booth, stops and steps inside. He leafs through the tattered phonebook, studies a page, then looks up at the phone.

He fishes through his pocket for change, but his worldly fortune is limited to pennies and one nickel. Undaunted, he reaches down and rips the page out of phone book.

CUT TO:

A ROW OF WATERFRONT APARTMENTS

Martin walks down a deserted street, studying the page from the phone book, and checking out each of the refurbished dockside dwellings.

He finds the building that he's looking for, and climbs the steps to the doorway.

AT THE TOP OF THE STOOP

Martin approaches the glass door and peers into the dark lobby. There's nobody in sight. He tries the door, but it's locked.

Stepping back over to a row of mailboxes, Martin finds one labeled BETH LOCKHART. Before pressing the buzzer, he looks back over at the door.

A BURLEY DOORMAN is standing just inches away from him on the other side of the glass. The guy clearly isn't impressed by Martin's appearance.

DOORMAN

Can I help you?

His heart racing, Martin backs away from the doorway and down the steps to the street.

Eying him suspiciously, the Doorman comes out onto the stoop and watches Martin slip around the corner into...

AN ALLEY

Martin looks back over his shoulder as he makes his way through the dark alley. He stumbles over a pile of trash, and the noise echoes off the brick walls of the buildings.

AT THE MOUTH OF THE ALLEY

The Doorman appears and peers down into the darkness.

DOORMAN

What's goin' on down there?

Although he's unable to see any movement down in the shadows, he moves cautiously into the alley.

DOWN THE ALLEY

Martin comes around the corner at the back of Beth's apartment, and finds himself trapped by a dead end.

A look of panic sweeps across the young man's face. He looks up, and sees a FIRE ESCAPE directly above him.

ALL AT ONCE, Martin leaps up and grabs the bottom of the metal structure. Then, with an effortless swing, he flips himself up onto the first platform of the fire escape.

UP ON THE FIRE ESCAPE

Peering down through the slats in the platform, Martin watches as the doorman pokes around the alley's more obvious hiding places. Finding no one, the other man heads back out to the street.

Martin remains frozen for a moment, then looks up the rusty iron stairway. He lifts himself up off the platform and begins climbing the stairs.

HIGHER UP ON THE FIRE ESCAPE

Martin stops and looks in a window, then continues up to the next landing. He looks in another window.

IN A DARK DINING ROOM

Beth's easily recognizable tweed coat is draped over a chair.

OUT ON THE FIRE ESCAPE

Martin tries the window, but it's locked.

CUT TO:

A BEDROOM

Beth is asleep in her bed. The SOUND of a rattling window makes her stir. And when GLASS BREAKS, her eyes flash open.

CUT TO:

A HALLWAY

Martin is moving through the dark apartment. He glances in through an open doorway, then continues on toward the closed door at the end of the hallway.

CUT TO:

THE BEDROOM

The door slowly swings open, and Martin stands for a moment in the doorway, back-lit by the light in the hall. Then he steps into the room.

WITHOUT WARNING Beth steps out of the shadows, and swings a baseball bat right at Martin's face. Although he doesn't see the bat until the last second, Martin's hand shoots up in a lightning fast move and stops the makeshift weapon.

As soon as she realizes who the intruder is, Beth drops the bat.

BETH

Martin! What the hell are you
doing here?

MARTIN

(staying in the
shadows)

Beth... I need your help...

BETH

God, I thought I thought I'd never
see you again!

Before he can stop her, Beth throws her arms around Martin and starts to kiss him. He twists his face away from hers, and steps back.

MARTIN

Don't...

He reaches over and turns on the light, and Beth gets a good look at his face for the first time. The transformation has begun, and he's starting to look really bad.

BETH
Martin, what's wrong with you?

MARTIN
Something's happening to me...
And it's not just on the outside.
Things are changing inside of
me...

BETH
(softly)
What can I do to help?

MARTIN
You can come with me.

BETH
Where?

MARTIN
To find my past.

CUT TO:

A DOWNTOWN DINER

Martin and Beth are sitting on a pair of stools at the the counter of a half empty diner. The first light of dawn is spilling in through the windows behind them.

While Beth sips coffee, Martin steals a leftover piece of toast from an abandoned plate on the counter beside him.

MARTIN
The thing that's great...
the thing I've never had before...
I have a choice!

(excited)
You don't have anything if you
don't have the ability to choose
your actions. Action is freedom.
I can do anything now. I can go
anywhere... I'm being given a
second chance!

When the WAITRESS arrives with his breakfast, she gives
Martin a tired sneer, and clears away the other plate.

MARTIN

(continuing)

My entire life has just been a
blind race toward death...
But I'm in control now. My eyes
are open, and I can look at
something other than my mortality!
Now I can try to understand my
life!

As he talks, Martin absently reaches for a honey dispenser
and begins pouring the stuff all over his eggs.

MARTIN

(continuing)

It's incredibly exciting for me.
I can finally do things for
myself! I feel great!

CUT TO:

THE DINER'S PARKING LOT

Martin is leaning between two cars, retching violently.

Beth is standing over by her car, and she has a limited view
of this scene. Even so, she can't help hearing the sounds
of his discomfort.

CUT TO:

INSIDE BETH'S CAR

Beth turns to Martin as soon as he climbs into the car. She
looks genuinely concerned.

BETH

Let me take you to a doctor.

MARTIN

No doctor can help me...

(wiping his mouth)

I have to help myself now...

BETH

What can we do?

MARTIN

There must be somebody who knows
who I am... Or what I am.

BETH

But where do we start looking?

MARTIN

We start at the beginning...

CUT TO:

A GRANITE LOBBY

Martin is seated on a wooden bench next to a door marked: "HALL OF RECORDS." Although the room is crowded, and a number of people are standing, nobody is sitting next to strange-looking young man.

As soon as Beth comes out through the door, Martin stands expectantly.

BETH

There's no birth certificate...

MARTIN

You looked under Brundle?

BETH

Of course.

MARTIN

And you checked under my mother's name?

BETH

(nodding)

Yeah. That's how I found this...

She holds up a computer generated certificate.

MARTIN

Her death certificate isn't gonna do us any good.

BETH

It has her last known address...

Martin grabs the piece of paper and stares at it.

CUT TO:

A HIGHWAY

Beth's car travels down the four lane interstate, leaving the city behind.

INSIDE THE CAR

While Beth drives, Martin repeatedly folds and unfolds the now crumpled piece of paper.

CUT TO:

BARTOK'S OFFICE

A grim-faced Bartok is sitting at his desk. A pair of SECURITY SPECIALISTS are standing nervously in front of him.

BARTOK

Have you tried the girl's place?

FIRST MAN

He was there, but he's gone now...

BARTOK

Did you talk to her?

FIRST MAN

Seems like she went with him.

BARTOK

Damn! I want him back!

SECOND MAN

It's not a problem, Mr. Bartok...
We'll get him. It's just a matter
of time.

BARTOK

Time is the one thing we don't
have!

Bartok stands up, and starts moving around the room.

BARTOK

(continuing)

I've waited five years for him to
reach this stage, and now I'm
going to miss the whole show!

FIRST MAN

If it's that important, why not
bring in the police?

BARTOK

No. If they get their hands on
him he might talk... He has
information that could be...
embarrassing.

SECOND MAN

(brightening)

Wait a minute, there might be a way to go public without having to worry about anybody getting too close to him...

CUT TO:

A NICE MOTEL

Not far away, the headlights of cars cut through the darkness out on the Highway. As the CAMERA CRANES DOWN past the glowing neon "vacancy" sign of a pleasant looking motel. Beth's car is seen parked under the portico near the office.

Martin is asleep in the passenger seat of the car, and Beth is standing inside...

THE MOTEL OFFICE

The MOTEL MANAGER watches Beth lay cash out on the counter. The woman peers out at the car and its sleeping passenger, then eyes Beth with a tired, "seen-it-all" expression.

While the Manager goes over the registration form, Beth looks into the room behind the counter. A middle-aged MAN is stretched out in an easy-chair, watching the T.V. news.

Beth's eyes widen when she sees Martin's picture flash onto the screen as part of a news story. She can't make out what the ANCHOR MAN is saying, but she knows they're in trouble.

She shoots a glance over at the newspaper machine near the counter. Martin's PHOTOGRAPH adorns the front page under a banner headline: "Deadly Virus Spill... Contaminated Employee Sought."

CUT TO:

A MOTEL ROOM

As the couple comes into the modest room, Martin is studying the newspaper story.

MARTIN

He's sure not wasting any time...

BETH

But why's he going to all this trouble to get you back?

MARTIN

I'm his prize freak... I guess he
doesn't wanta lose me.

Just then, Beth turns on the light, and we again see Martin clearly. He's entering the next stage of transformation. No longer just blotchy, his face has gotten puffier, and it's starting to be creased by bulging ridges.

BETH

Maybe we shouldn't stay here...
Maybe we should just keep going.

MARTIN

We've gotta sleep some time...

BETH

But what if somebody saw you?

MARTIN

What's it matter? Who's gonna
recognize me?

Martin sits down on the end of the bed and unbuttons his shirt. As he pulls it off, Beth looks down at him with barely controlled horror. The infection around his elbow has spread all the way up his arm and onto his chest.

His face has been bad enough for her, but this is really weird stuff. She sits down on the bed next to him, and gently strokes the strange rough skin on his torso.

Martin lies back, and in a matter of seconds, he's asleep.

DISSOLVE TO:

LATER THAT NIGHT

An odd CRACKLING NOISE suddenly awakens Martin. He sits up in his bed and looks around. Although the little motel room is otherwise very dark, it is being intermittently lit up by FLASHES of blue light coming from somewhere outside.

Martin gets up, and crosses slowly to the window. He pulls back the curtain, and looks out.

THOUSANDS OF FLIES are swarming around the window. And they are being incinerated by the hundreds in a hanging electric BUG ZAPPER.

Unnerved by this sight, Martin starts to back away from the window. As he goes, a rustling noise at his feet catches his attention, and he looks down.

The floor all around him is crawling with INSECTS.

His breath catching in his throat, he rushes over to Beth's bed. When he shakes her and she doesn't wake up, he pulls the covers off of her.

Her body is completely enveloped under a solid carpet of WRIGGLING BUGS.

Martin backs up against the wall, and stares across the room at the mirror above the bureau. He is petrified with fear when he sees that his body is going through an almost instantaneous transformation.

His head swells, and then the skin on his face starts to crack. As he lets out a blood-curdling scream, Martin Brundle's head RUPTURES, and a swarm of FLIES BURST OUT.

CUT TO:

MARTIN IN BED

He wakes up from his nightmare with a start. He's breathing hard, and he's covered with a milky sweat.

Beth jumps out of her bed and and rushes over to him. She starts to put her arm around him to comfort him, but he pushes her away. As they separate, tiny strands of silk-like fiber pull away from his body.

MARTIN

Don't touch me...

BETH

I want to help you.

MARTIN

(trembling slightly)

Just stay with me...

BETH

I won't leave you, Martin...

They stare into each other's eyes. They both look scared.

CUT TO:

INSIDE BETH'S CAR

Beth is cruising down a rural highway that cuts through gentle rolling hills. The distant horizon is turning purple with the first light of morning.

She stares out at the road. She has a map and the death certificate laid out on the dashboard in front of her.

Martin is asleep in the passenger seat, with his face leaning up against the window.

DISSOLVE TO:

A WOODED ROAD

Cutting through the morning mist, Beth's car drives down the lonely, narrow road.

INSIDE THE CAR

Beth studies the address on the certificate, then looks out the windshield at...

AN ISOLATED HOUSE

The large stone structure is caught in fleeting glimpses through the thick trees as the car moves down the driveway.

INSIDE THE CAR

Beth pulls up in front of the imposing house and stops the car. She turns to Martin, and shakes his shoulder to wake him up.

When he finally turns toward her, his face pulls away from the window, leaving part of his flesh stuck to the glass. Tiny strands of mucus bridge his face to the cold window.

The transformation has gone into the next stage. His skin seems thicker, and it's almost as if he is starting to take on a cocoon-like appearance.

Martin glances up at the mirror, then turns and looks at Beth with sad eyes. Neither says a word. Martin opens his door and climbs out of the car. Beth takes a deep breath, then follows him.

OUTSIDE THE HOUSE

Beth has to help Martin climb the steps up onto the front porch. His movements are stiff, and he's a little unsteady on his feet.

ON THE PORCH

The couple approaches the door, and rings the bell. They wait, but nobody responds. While Martin stands by the door, Beth wanders down the porch, and looks around the corner of the house.

She can see a car in the nearby garage.

BETH
(walking back)
It looks like somebody's home...

Martin turns to the door, and pounds on it with his fist. After another moment, a VOICE from inside finally responds.

VOICE (O.S.)
Go away...

MARTIN
I have to talk to you!
I have to know if you knew my
mother!

When the Voice doesn't answer, Martin calls out:

MARTIN
I'm Martin Brundle!

The silence is broken by the SOUND of a latch being turned. The door opens a bit, but is still held back by a chain.

Inside, A SHADOWY FIGURE studies them.

FIGURE
How's it possible?

MARTIN
You tell me...

Martin steps up closer to the door so that his afflicted face can be seen.

The man inside stares at him silently.

MARTIN
Why was this address on my
mother's death certificate?

FIGURE
I was her friend... She stayed
here after your father died...

MARTIN

And?

FIGURE

That's all... Now just go away
and leave me alone...

Martin reaches in, and rips the chain from the doorjam. He pushes open the door, and he and Beth step into...

AN ENTRANCE HALL

For the first time we see the man. STATHIS BORANS, a bearded man in his forties, backs away from Martin. He has a pronounced limp.

STATHIS

What are you going to do...

Kill me?

(defiantly)

Go ahead, give it your best shot!

Your father tried, but I got
away...

He holds up one of his arms. Instead of a hand, he has a prosthetic device.

STATHIS

(continuing)

At least most of me did...

Martin and Beth just stand and stare at the man. His behavior is pretty bizarre.

STATHIS

(continuing)

Of course, the truth of the matter
is, you have every reason to want
to kill me...

(intensely)

I'm the one who let your mother
die...

CUT TO:

A DARK DEN

Stathis is belting back a stiff drink while Beth and Martin listen.

STATHIS

I was the one person who could
have helped your mother... and I
didn't. You have to understand,
Bartok made sure I was well
rewarded for convincing her to go
ahead and have the baby...

(thinking back)

I guess I thought I could exorcise
the ghost of Seth Brundle by
letting her have a piece of him in
the flesh.

Stathis pours back a solid gulp of his drink. Martin steps
up closer to him.

MARTIN

What was my father trying to do
the night he died?

STATHIS

(firmly)

Let me give you a little piece of
advice... Don't ask me to tell
you what I know about your
father...

MARTIN

I already found out a lot...
I've seen the tapes...

STATHIS

Then what do you need to hear from
me? How horrible his death was?
How much pain he put your mother
through?

Martin looks down at the man. There is a tone of urgency in
his voice.

MARTIN

I need to understand.

STATHIS

It looks to me as though you need
considerably more than that...
Unless, of course, you've decided
to go ahead and accept a future
life as a insect...

MARTIN

What choice do I have? My father changed because of an accident... I'm transforming because of what I am.

STATHIS

But you can't just run away from what you're becoming... You have to either accept it, or change it.

Martin grabs Stathis by the arm.

MARTIN

What do you mean, change it?

BETH

(astonished)

Are you trying to say there's some way that Martin could slow down his transformation?

STATHIS

Oh, no... I don't believe it can be slowed... But I think there's a very real chance that it can be reversed.

Stathis suddenly gives an ironic little laugh.

STATHIS

You ran away, and you had the answer right there!

MARTIN

The Pods?

STATHIS

Of course! They made you what you are, you should use them to make you what you want to be...

Stathis stands up and starts to pace back and forth across the room.

STATHIS

Your father's technology isn't about moving things from here to there... This isn't Bekins we're talking about! And it's not some kind of hot shit new Fax machine!...

He waves his drink around for emphasis.

STATHIS
(continuing)
This thing can dismantle, analyze,
transmit, and reconstruct
anything... But the point that
everybody seems to be missing is
that it can make things better.
It can purify. It can modify...

He steps right up to Martin and looks him in the eye.

STATHIS
(continuing)
Use the technology... Purify
yourself.

Martin pulls away from the man, and turns his back in
frustration.

MARTIN
Hey, this would all be great if I
had months to figure out the right
program for the computer...

STATHIS
Unless, of course, you had your
father's program...

MARTIN
(spinning around)
I thought it was destroyed in the
accident that killed him.

STATHIS
(with a wink)
I have the backup.

CUT TO:

IN A DUSTY GARAGE

Stathis pulls a box down off of a high shelf, then turns to
the young couple.

Martin and Beth watch him as he sets it down, and pulls out
a smaller box from inside. He hands the box to Martin.

Martin opens the small container. Inside are several
computer devices. They are streamer-tape back-ups.

STATHIS

I promised your mother I would
destroy them.

BETH

Why didn't you?

STATHIS

Bartok's a dangerous man... I
guess I was saving these as an
insurance policy...

He looks at Martin, and speaks with quiet sincerity.

STATHIS

(continuing)

I should have helped your mother,
but I didn't... Now I can help
you.

(firmly)

Go back. Use the Pods. Purify
yourself while you still can...

CUT TO:

INSIDE BETH'S CAR

As Beth drives in silence, she glances at her rear view
mirror. Martin is curled up in the back seat, examining the
ever-growing layers of new skin that are growing on his
body.

Suddenly a pain shoots through Martin's body, and he lets
out a moan.

BETH

(concerned)

Do you want me to stop?

MARTIN

(through clenched
teeth)

No... Keep going...

BETH

I have to do something! I can't
just let you die.

The pain eases, and Martin relaxes back into the seat again.

MARTIN

I'm not dying...

BETH
Then what's happening to you?

MARTIN
I'm crossing over... I'm
becoming...

BETH
Becoming what?

MARTIN
(thinking about it)
A messenger to another world...

Beth's eyes are welling up with tears.

BETH
No!

MARTIN
It doesn't matter... I don't mind
changing...
(with a weak smile)
Who's to say it won't make me
better? It might not be so bad
being an insect.

BETH
Not bad?!

MARTIN
I'll be the latest edition of a
species that's been around for
hundreds of millions of years...
And the way things are going,
insects probably have a great
future...

BETH
(desperately)
Stop talking like that! You have
to fight it!

MARTIN
Why?... What's the point?

Martin grins, but there's a growing bitterness in his voice.

MARTIN
(continuing)
I mean, look at the bright side...
All insects do is eat, fuck, and
die... That's all... It's an
easy life.

He coughs, then winces a bit.

MARTIN

Maybe I'm wrong to go back now...
They'll probably just want to cut
me open and see what's growing
inside...

(his thoughts
drifting)

What do you think they'd find?...
You think there'd be any Martin
left?

He stares off past Beth. His gaze is barely focused.

MARTIN

(continuing)

You know, it really isn't fair.
I haven't had time yet... Time
for you. For the real world...
For a real life.

CUT TO:

OUTSIDE A RUNDOWN MOTEL

Headlights sweep across the front of a dilapidated bungalow
as Beth's car pulls up and parks. Beth gets out, and goes
around to the back door of the car.

IN THE BACK SEAT

When she opens the door, Beth looks down at Martin numbly.
His clothes are soaked in a foamy substance, and his skin is
looking less and less human.

BETH

We shouldn't be stopping...

MARTIN

I need to lie down... I have to
sleep...

BETH

Then let me call them... They
could come and get us. We'd get
back faster.

MARTIN

We'll be there soon enough...

Beth nods bravely, then reaches in to help Martin out of the car. She slides her arm around his damp, sticky body, and pulls him forward onto her shoulder.

CUT TO:

INSIDE THE BUNGALOW

The door swings open and Beth practically carries Martin into the dingy little room. He has an arm over her shoulder and is leaning heavily on her.

As they approach the bed, Martin stumbles, and Beth is barely able to keep him from falling to the floor. She finally gets him across the room, and he collapses onto the bed.

Beth slips her arm out from under him and stands up. Dozens of tiny stringer pull away with her, and her cloths are now stained with a slimy wetness where Martin was touching her.

She looks down at Martin, who is already asleep. It's almost too much for Beth. She slumps into a chair next to the bed and stares down at him with tired red eyes.

DISSOLVE TO:

THE NEXT MORNING

Beth opens her eyes, rolls over, and looks at the other bed. The covers are wrapped around Martin, so she can't really see him.

Beth gets up and crosses to him. She pulls the covers back, and gasps. He's much worse. His fingers are fused together into single fists, and his arms are attached by a soft membrane to the rest of his body.

BETH
(shaking him)
Martin!

He doesn't wake up. In fact, he doesn't even move. A look of deep concern crosses her face. Beth bends down close to his face and listen for a breath. He's still alive, for a soft wheezing can still be heard.

DISSOLVE TO:

LATER

Beth is sitting at a table, staring across at Martin. He's still asleep. There are several empty Styrofoam coffee cups laid out in front of her. It looks like she's been crying.

DISSOLVE TO:

THE MOTEL PARKING LOT

The sun is setting behind the distant hills. Beth is standing in a phone booth over by the motel office.

IN THE PHONE BOOTH

Beth is talking to someone on the phone. Her voice is halting, and the other side of the conversation isn't heard.

BETH

I think with these new programs,
we could use the pods to save him.

(she listens)

No. He's not dying... It's
something much worse.

She listens again, then asks softly.

BETH

(continuing)

But how do I know I can trust you?

CUT TO:

BARTOK'S OFFICE

Anton Bartok is on the other end of the phone.

BARTOK

(coldly)

Look, you called me... If you
want to just stay there with him,
that's your choice...

He sits back and waits for her response. Finally he nods.

BARTOK
(continuing)
Okay, then just tell me where you
are...

While he listens, Bartok jots something on a piece of paper.

CUT TO:

INSIDE THE BUNGALOW

It's night again. Beth is sitting on the bed opposite Martin, patiently watching him sleep. He still looks and sounds pretty pitiful.

Just then, Martin's breath catches in his throat, and his eyes open. He gazes around the room, and it takes him a moment to figure out where he is. When he sees Beth, he gives her a feeble smile.

Martin adjusts his position in the bed so he can see her better. But when he raises his head, he leaves behind hundreds of tiny stringers. He glances down at the disgusting bed, then looks over at Beth.

MARTIN
I hope they change the sheets
before they give this room to
somebody else...

BETH
Oh, Martin...

Martin examines the strands of fiber that trail from his arms.

MARTIN
Look... It's really pretty
amazing stuff...
(he lifts a cocoon-
like arm)
You should write an article about
me for the National Enquirer...
They'd love it.

BETH
Don't say that.

MARTIN
You're right. I wouldn't believe
it if I read about it either...
Maybe you should take my picture
too.

Beth nods her head and tries to smile, but she's too drained to be convincing.

BETH

How are you feeling?

MARTIN

Not great... Maybe if I just get a little more sleep I'll feel better.

BETH

No! Don't go back to sleep!

MARTIN

I really should... I'm still tired... I'm not sleeping very well tonight.

BETH

Martin... You've been asleep for almost two days.

MARTIN

What?

(confused)

Why didn't you wake me?

BETH

I tried... I couldn't.

Martin lets it sink in.

MARTIN

It's funny. Everybody used to think it was weird that I hardly ever slept... I wonder what they'd say if they saw me now.

All at once, Martin's body is wracked by a spasm of pain. As he cries out in agony, Beth rushes over to him.

MARTIN

Aarggh!...

BETH

Oh God! Martin!

Martin waves her back, then takes a deep breath.

MARTIN

It's okay... It's okay...
I don't mind the pain. It's good.
It means I can still feel...

He stares up at her.

MARTIN
(continuing)
It helps me remember how much
I love you.

Beth is really freaking out. She feels totally helpless.

Just then, BRIGHT LIGHTS shine in through the windows and vehicles are heard SCREECHING to a halt outside. Then the ROAR SOUND of a helicopter begins to fill the room.

Martin stares over at Beth plaintively. She can't find any words to say to him, and finally has to turn away.

CUT TO:

THE MOTEL PARKING LOT

The area around the motel is a flurry of activity. WHITE VANS with "Bartok Industries" markings are positioned near the bungalow, and a hovering HELICOPTER is lighting the scene.

While SECURITY PERSONNEL hold back a few curious on-lookers, MEN IN PROTECTIVE CLOTHING carry Martin out of the motel room on a gurney, and take him toward one of the vans.

When Beth tries to follow, she is grabbed by a couple of the ominous men and thrown into a separate van.

CUT TO:

A QUARANTINE AREA

In a small, sealed room with tile-covered walls, Beth is being scrubbed down by bubble-suited ATTENDANTS.

Feelings of modesty and fear are taking a back seat to anger, and she is doing her best to struggle against this assault on her dignity.

BETH
There's nothing wrong with me,
dammit! There's no virus! This
whole quarantine thing is a setup!

Although she's yelling at the top of her lungs, Beth's words don't seem to be getting through to these efficient and impersonal workers.

Finally, she falls to her knees, and pounds her fists on the wet tile floor. No longer trying to make herself heard, she just cries out:

BETH

Martin!

CUT TO:

THE EXAMINATION ROOM

Bartok and Kominick watch without comment as Jenkins walks over to a table covered with medical equipment, and picks up HUGE SYRINGE. Bigger than the kind used for spinal taps, it has a needle at least eight inches long.

Jenkins crosses the room, and for the first time, Martin is revealed. Strapped down to an examination table, hardly any of his mutating body can be seen through the almost all-encompassing cocoon.

A face is just barely visible below the surface of this outer shell, and although it bears a slight resemblance to Martin, even the eyes now look different. They're larger and darker, and seem to be expressing both awareness and sorrow.

Jenkins turns to Bartok for approval, and after receiving a nod, he plunges the needle into the surface of the cocoon. A muffled, barely human cry is heard as the doctor struggles to get the long needle through several resistant layers within the cocoon.

When the needle has gone in as far as it can go, Jenkins pulls back on the plunger, and black fluid is drawn up into the hollow barrel of the syringe.

When Bartok and Kominick finally speak, it is without a sign of emotion.

BARTOK

How long before it emerges?

KOMINICK

I have no idea. It could be just a matter of days... The metamorphosis is progressing at an incredible rate...

As soon as Jenkins has finished, Bartok steps over to the cocoon. He looks down, and makes eye contact with the being inside.

BARTOK
Can you still hear me, Martin?
I hope you can, because I just
wanted to tell you how thrilled
I am to have you back...

Bartok is speaking very loud, and there is actually a tone of sincerity in his words.

BARTOK
You do realize your importance to
this organization, don't you?
If you survive what you're going
through right now, we'll be
rewriting the book, Martin...
And you'll be the first chapter.

He bends down closer, and sees the look of comprehension in the barely visible eyes.

BARTOK
Don't feel regret about what's
happening to you, Martin...
Accept it. Accept who you are,
and what you're going to be...

Without another word, Bartok stands up straight again, turns, and leaves the room.

DISSOLVE TO:

THE QUARANTINE AREA

An gruff-looking GUARD is sitting at a CHECKPOINT outside the ISOLATION WARDS. He's studying a row of security monitors positioned in front of him. Their screens show hallways, the shower area, and a couple of isolation wards.

Inside one of the wards we see Beth. A tiny figure on a small black and white screen, she is pacing back and forth like a caged animal.

When the Guard hears a squeaky NOISE approaching him, he looks down at his monitors. Moving from one screen to another, a FOOD SERVICE ATTENDANT can be seen pushing a cart down one hall, through an intersection, and around a corner.

The Guard looks up just as the Attendant arrives at the Checkpoint. The Guard glances down at the food tray, then presses a button on his desk.

INSIDE THE ISOLATION WARD

A large panel slides away to reveal a plexiglass partition. Beth turns, and watches the Attendant load the food tray into a hermetically sealed slot on the other side of the partition.

Her voice now sounding hoarse, Beth calls out desperately to the Attendant.

BETH

Get me Mr. Bartok! I wanta talk
to Bartok!

When the Attendant ignores her, Beth grabs the tray of food, and hurls it at the partition. Without even giving her a second look, the employee turns and leaves. A moment later, the panel slides shut.

Beth looks like she'd like to weep, but her red eyes seem to be all cried out.

DISSOLVE TO:

THE POD BAY

Shepherd is typing commands into the main console. He reads the computer's response, then spins around in his chair and looks up at Bartok, who is standing behind him.

SHEPHERD

This is great! With these
programs we can do anything we
want with these babies!

BARTOK

Are you sure?

SHEPHERD

Absolutely! We've been stumbling
around in the dark for five years,
and now somebody's finally turned
on the lights!

BARTOK

Excellent... Keep working on it.

Shepherd stands up and moves closer to Bartok.

SHEPHERD

What about the Brundle kid...

BARTOK
What about him?

SHEPHERD
Well, with this new information,
there's nothing to prevent us from
trying to correct his genetic
imbalance.

Bartok looks at the other man in astonishment.

BARTOK
Don't be ridiculous.

SHEPHERD
But I thought you told the girl...

BARTOK
I told her what she wanted to
hear... Sure we could try sending
him through, but look what
happened to his father...

Bartok turns and looks up at the Telepods.

BARTOK
(continuing)
Martin's a valuable property...
But only if we keep the way he
is...

DISSOLVE TO:

THE EXAMINATION ROOM

The cocoon around Martin Brundle is now completely formed.
It's night now, and the lights are down lower, which makes
the misshapen object look particularly strange.

Jenkins and Kominick are over on the far side of the room,
and neither is paying that much attention to the cocoon.
That's why they don't notice right away when something
STARTS TO MOVE beneath its rough surface.

But when the two men hear a slight RIPPING NOISE, they rush
over and look down at the cocoon.

JENKINS
(pointing)
Take a look at this...

There's a little tear on the top of the cocoon. And a few drops of grayish fluid are dripping out of it. The tear isn't more than a few inches long, but it seems to excite Kominick a lot.

KOMINICK

Stay here and keep an eye on it!
I've gotta call Bartok! I think
it's starting!

While the older scientist runs across the lab and makes a hurried phone call, Jenkins reaches down and gingerly touches the surface of the cocoon near the tear.

To his surprise, there is a sudden MOVEMENT inside, right below the spot where he touched it. He tries it again, this time pushing harder. There's another response beneath the surface. And this time it's sharper, and more pronounced.

Jenkins is about to probe the surface again when something makes him stop. The top of the cocoon starts to SPLIT OPEN.

JENKINS

(calling to Kominick)
Ed! You better get over here!

KOMINICK

(rushing back)
Bartok's on his way.

JENKINS

Well, he better hurry, because I
think the show's already started..

Kominick comes up behind Jenkins, and looks down at the cocoon with wide eyes.

There's a gash a couple of feet long down the top of the protective covering, and gray fluid is oosing out.

Jenkins bends down to look closer, getting his face just inches above the surface of the cocoon. A strange dark texture is visible through the half-inch wide tear. And there's even the hint of an eye.

JENKINS

This is incredible!

ALL AT ONCE, an INSECT ARM whips out and strikes at Jenkins. His body torn, he flies across the room, and crashes into the standing, operating room-type lamp that is the primary source of illumination on this side of the room.

It's too dark now to see just what it is, but SOMETHING raises itself up out of the Cocoon and attacks Kominick.

CUT TO:

OUTSIDE THE ROOM

Bartok is at the far end of the hallway, approaching the examination room. When he hears a crashing noise coming from the room, Bartok runs down the hall and rushes into...

THE EXAMINATION ROOM

It's dark. Anything could be hiding in here. Bartok tries the light switch, but nothing happens. A fallen lamp across the room is still burning, so he quickly moves toward it.

Near the lamp, Bartok trips on something, and falls to his hands and knees. He grabs the lamp, and shines it back to see what brought him down. He is shocked to discover that it was the lifeless body of Dr. Kominick.

Bartok stands and shines the lamp around the room. He spots Jenkin's twisted corpse, then looks over at the examination table. Still holding the lamp, and fighting to stay calm, he moves over to the open cocoon. It's empty.

As he studies the cocoon, something drips down on him from above. It's a gray, viscous fluid. Bartok aims the lamp up to see where it's dripping from.

There is a shiny trail across the ceiling, and it leads to a torn-open ventilation opening high on one wall. Whatever Martin has become is no longer in the room.

BARTOK

Damn!

CUT TO:

A SIDE HALLWAY

A SECURITY GUARD walking down an empty hallway is suddenly startled by a crashing SOUND around a nearby corner. He slowly steps over to investigate.

AROUND THE CORNER

There's nobody there. But there is a tattered vent cover on the floor. The Guard looks up at the now-open vent near the ceiling. A little bit of the gray goo is dripping down from the opening.

Just then, ALARMS begin to sound around the complex. The Guard runs off to check it out. In the darkness down the hallway, SOMETHING IS MOVING.

CUT TO:

THE ISOLATION WARD

Beth is sitting up on the edge of her bed, listening to the ALARMS ringing out around the complex.

BETH
(anxiously)
Martin...

CUT TO:

A BACK HALLWAY

As a couple of SECURITY PEOPLE run by, a large, DARK FORM lurks in the shadows. It can't be seen in any detail, but it sure seems big and ominous.

After the people have passed, this Shadowy Figure turns and disappears down the hallway.

CUT TO:

THE QUARANTINE CHECKPOINT

The Gruff Guard notices something moving on one of his video screens. He stares at the monitor and tries to make out what it is.

On these little black and white screens, the moving figure can't be seen in any detail. But it is big, black, and bug-like. IT'S THE FLY.

The man can barely believe his eyes. As he watches the intruder move from one screen to another, both he and we realize that the Fly is following the same path taken by the Food Service Attendant. Which means it's headed this way.

The Guard stands and backs up toward the sealed isolation ward door.

CUT TO:

INSIDE THE ISOLATION WARD

Beth hears a GUNSHOT, and then a moment later, the body of the Guard tears through the door and lands in a heap on the floor.

Beth rushes over to the body, and grabs the gun that's lying beside it. Then she turns and looks over at the hole that's been torn in the door. And she lets out a gasp.

For the first time, WE SEE THE FLY IN THE FLESH.

Half-human, half-insect, it's a fearful-looking creature. It isn't any taller than a normal man, but its insect-like arms and thin, angular body keep it from looking anything like a guy in a bug suit.

As the Fly steps slowly through the hole in the door and moves right at her, Beth extends the gun and stares up at the monster's face.

Its face is at once the most frightening part of his body, and also the thing that keeps her from firing her weapon at it. For although the thing has a huge, double set of jaws, it also has the saddest eyes she's ever seen. They aren't Martin's eyes, yet they somehow communicate Martin's spirit.

As the Fly extends one of its insect arms toward her, tears fill Beth's eyes, and she lowers the gun.

CUT TO:

THE POD BAY

Shepherd is working on the new program when he hears the sound of the hydraulic door sliding open. He turns and sees Bartok coming in.

BARTOK

Seal this door!

SHEPHERD

What's wrong?

BARTOK

Just do it!

As Bartok rushes across the Pod Bay to the central area, Shepherd hits a control on his console, and the heavy door slides shut. The red light blinks above it. Not even the Fly could get through now.

SHEPHERD

What's going on out there?

BARTOK

It's broken out of its cocoon!
I don't want to risk the chance
that it'll try to use the Pods!

Bartok runs over to the Main Computer Console, and looks down the glowing monitors.

BARTOK

Shut this system down!

When Shepherd hesitates, Bartok reaches toward the controls himself.

SHEPHERD

(stopping him)

Wait! Don't touch any of that!
We have to go out with the correct
command sequence, or we'll destroy
some of our data!

BARTOK

God dammit, we don't have time to
fool around with this thing! Just
do it!

But Bartok is already too late. For at that moment, there is a tremendous CRASH above them as THE FLY SMASHES THROUGH the window of the Control Booth and leaps down into the Pod Bay.

Landing in a shower of shattered glass, the Fly quickly rises to its feet, then starts to move slowly toward Shepherd and Bartok.

Without taking their eyes off the approaching creature, the two men back up toward the door.

Surprisingly, the bug lets the two men go. It climbs up onto the platform, and stares across at the two telepods.

OVER BY THE DOOR

Shepherd hits the emergency escape switch next to the hydraulic door, and it immediately starts to slide open. Before the door has even finished opening, Bartok and Shepherd scramble into...

THE PRESSURIZED PASSAGEWAY

They race to the second door, and hit the control that opens it. But when this door opens, they're in for a bit of a shock.

Beth is standing just outside, with the Guard's gun aimed squarely at their faces.

BETH
It's time to get to work,
gentlemen...

CUT TO:

A COMPUTER SCREEN

Words rapidly appear on the blank screen.

- > ISOLATE HUMAN GENETIC INFORMATION.
- > SEPARATE AND RECOMPOSE.
- > DELETE FLY GENES.

BY THE POD PLATFORM

As soon as Shepherd finishes typing these commands, he looks over at Bartok, then glances at Beth. She's still got the cocked revolver pointed at them.

BETH
Go ahead! Do it!

Shepherd looks up at the sending Pod. The door is open, and the Fly is sitting inside.

The reluctant scientist turns back to his computer, and initiates the teleportation sequence. The machine beeps, and a digital readout begins to show the final countdown.

As the door on the Pod starts to swing shut, Beth takes her eyes off the two men for just a second. It's the moment Bartok has been waiting for.

WITHOUT WARNING, the man lunges at her. Beth is knocked to the ground, and the gun flies out of her hand and slides under the main computer console.

When Beth tries to struggle, Bartok hauls off and slugs her, knocking her senseless.

BARTOK
(turning to Shepherd)
Shut it off! Stop the sequence!

SHEPHERD
I can't! It's too late!

Shepherd looks over at the Pod. The Fly has used an insect arm to stop the door from closing, and is climbing out.

When Shepherd starts to back away from the platform, the huge insect leaps at him.

Bartok watches from the floor next to the main console as the creature lifts Shepherd up off the ground, and throws the struggling man into one of the main-frame computers.

SPARKS shoot out in every direction as Shepherd's body smashes through the equipment.

The Fly slowly turns and looks over at Bartok, who is already stretching his arm under the computer console, trying to grab for the gun.

As Bartok struggles to reach the gun, the digital countdown continues on the monitor above him.

The Fly looks over at Beth. She's starting to come to, but still looks a bit dazed.

With deliberate movements, the insect begins to advance on the man who has caused him so much pain.

Bartok glances over and sees the Fly coming. At the last possible second, he gets his fingers on the gun, pulls it out, and fires three quick shots at the approaching bug.

BETH
(watching in horror)
No!!

The Fly is hit, and falls back onto the floor near the bottom of the platform. It struggles to stand again, but is unable to get back up.

Bartok slowly approaches, and stands over the wounded creature. It looks up at him with angry eyes.

BARTOK
(raising his gun)
I'm afraid this project will have
to be terminated...

He bends down, and puts the gun up to the side of the bug's head. The Fly moves its mouth, looking like it's trying to speak.

BARTOK
(contemptuously)
Goodbye Martin...

ALL AT ONCE, the Fly's jaws open wide, and a forceful spray of corrosive digestive fluid shoots out of the insect's mouth and splatters all over Bartok's face.

Bartok jumps to his feet screaming, as the acid-like enzymes burn away his flesh. He reels around, and takes a couple of wild shots with the gun.

The bullets rip through pipes and smash into electronic equipment, causing jets of steam, and cascades of sparks to fill the Pod Bay.

Bartok, his features eaten away, gives a final scream, then falls forward. When his head hits the hard laboratory floor, the softened skull shatters, and his head flattens.

Beth struggles to her feet, and looks over at the ticking clock. There's less than a minute to go before the Pods will fire for the last time.

Rushing to the Fly's side, Beth struggles to help the wounded insect up the steps of the platform.

BETH
(desperately)
Come on! Move!

At one point the Fly drops to his knees, but with a final burst of strength, the insect pulls himself forward, and throws himself through the doorway of the Pod.

As the final few seconds tick off, Beth hits the switch beside the door, and seals the Fly into the Pod.

For a brief moment, it stares out at her through the Pod window. Then, with a FLASH, the Fly DISAPPEARS.

Beth rushes over to the sparking computer. Its readout indicates that a transmission is in progress.

There is another FLASH, and the opaque door of the Receiving Pod swings open. The Pod is full of smoke, and at first it is impossible to tell if anything is inside.

But then, A LIMP BODY falls out onto the platform. Although the naked body is covered with a coating of gel-like plasma, it seems to be a perfect recreation of MARTIN BRUNDLE.

We can't tell if he is alive or dead. Neither can Beth. She runs up to him, and kneels down beside him.

As she cradles his head in her arms, Martin opens his eyes and looks up at her tear-streaked face.

MARTIN
(almost whispering)
Beth...

AS THE CAMERA PULLS BACK, Martin and Beth embrace:

THE END