

Terry Gilliam

THE MERCURY EFFECT

by

ALEXANDER TORRES

October 14, 1997

Represented by:
Sara Bottfeld
Rob Carlson



William Morris Agency, Inc.

"Soon or late the day is coming,
Tyrant man shall be overthrown,
And the fruitful fields of every land
Shall be trod by beasts alone..."

- George Orwell

EARTH

from space. Breathtaking. Unpredictable. We descend towards its dark, but moon-lit half...over the cloudy Americas...

Approaching the east coast of Florida...and finally...

Above a lonely fishing boat...

INT. FISHING BOAT - NIGHT

A hand pulls a lever which activates a motor.

TWO FISHERMEN wait for a FISHING NET to be pulled up.

THE MOTOR begins overheating, but continues pulling something extremely heavy from the ocean's depth.

A FISHERMAN points his flashlight at the water...

CLOSE ON: His expression.

FISHERMAN #1

Enrique...what am I looking at?

THE ENTIRE CREW slowly walks towards the net, their faces plastered with awe...on go the boat's FLOODLIGHTS...

ILLUMINATING a tiny, open, seaweed-covered U.S. SPACE CAPSULE and PARACHUTE rising from the black water...

FISHERMAN #1

Should we call the coast guard?

Enrique notices the capsule hatch--It reads: NASA MERCURY 6

ENRIQUE

Are you crazy? You know how much we can get for this in Cuba?

FADE TO BLACK:

OVER BLACK - "THE FARM"

FADE IN:

EXT. JONES FARM - NIGHT

A lonely farmhouse in the center of a vast cornfield.

ESTABLISH: "Jones Farm: 79 Mi. west of Sienna Falls, Florida."

INT. JONES FARMHOUSE - SAME

Modest. Working class. An overweight PA JONES, 60 sits wedged in his easy chair cursing at the TV. MA JONES, 55 cleans up.

PA JONES
(flipping through)
Sixty eight channels my ass. I
can't even watch the meteor shower
on C-SPAN!

MA JONES
Why dont'cha go outside and watch
it?

PA JONES
Aw, it's not the same.
(to himself)
Stupid interference...

Ma Jones opens the back door and calls out.

MA JONES
Napoleon!
(pause)
Napoleon! C'mon, boy!
(turns to Pa)
If you'da fixed him like you said,
he wouldn't be out spreadin' his
dog seeds everywhere.

Frustrated, Ma Jones places Napoleon's huge food bowl out on the front steps...She pauses for a moment.

MA JONES (CONT'D)
You hear that, Pa?

Pa Jones stares at TV snow.

PA JONES
Hear what.

MA JONES
The coyote...It's back again.

Pa lazily gets out of his chair and steps into his slippers. Ma hands him his shotgun and a couple of shells.

Pa exits. Looks to the sky. Ma locks the door behind us.

PA JONES
Looks like it's gonna rain.

EXT. JONES HOME - NIGHT

Dark and silent. Too quiet for a farm. Pa pauses.

He silently makes his way towards the CHICKEN COOP and unlatches the tiny door. He CLICKS ON the flashlight to see

A DOZEN CHICKENS

staring back at him in silent shock. Not even a cluck.

SUDDENLY, FROM INSIDE THE BARN

A weak ENGINE ignition tries to turn, but dies.

Startled, Pa DROPS the flashlight in the chicken coop and TURNS towards the BARN DOOR.

PA BUNKER
(to himself)
This better be a joke.

Pa makes his way towards the Barn. Suddenly, behind him
THE COOP DOOR SLAMS SHUT.

Pa never even notices.

INSIDE THE COOP, the flashlight begins MOVING AROUND, its beam shines through the cracks of wood, as if rapidly being passed around until it just...CLICKS OFF.

Pa's about to open the BARN DOOR when--

MA JONES (O.S.)
You see something, Pa?!

Pa whips back to Ma, flapping his arms.

PA JONES
Shhhhhhhhhut up, woman!

The ENGINE suddenly turns, but chokes up again.

Pa grabs the latch. IT'S LOCKED. He tries to force it.

PA JONES
Son-of-a-bitch!
(tries to peek in)
Who's in there!?

SILENCE.

(CONTINUED)

PA JONES (CONT'D)
 I'm givin' you 'til the count of
 three to unlock this door!
 (hesitantly)
 One...

From inside, a deep, eerie voice...

VOICE (O.S.)
 Wuuuuun...

Eerie whispers surround us now...Pa freezes...then silence.

PA JONES (CONT'D)
 Two...

VOICE (O.S.)
 Toooooooooo...

Suddenly, THE BARN DOOR
 unlocks itself and slowly cracks OPEN, revealing darkness.

INT. BARN - SAME

Pa enters, points his gun at a SHADOW atop the harvester.

PA BUNKER
 I see you up there, you sonofa--

THE IGNITION CATCHES!

THE HARVESTER ROARS TO LIFE; its lights catch Pa Jones as he
 squints, trying to make out who's at the helm...

CLOSE ON: Pa's face as he makes out the driver.

PA JONES
 Jesus all mighty--

THE HARVESTER LEAPS FORWARD. Pa drops the shotgun and RUNS.

The harvester CRASHES through the barn doors, chasing Pa Jones
 into his own corn field.

INT. JONES HOME - SAME

Ma Jones watches as the harvester PLOWS into the horizon.

MA JONES
 (to herself)
 What in the...Pa?

EXT. THE CORNFIELD - SAME

Pa almost trips on his slippers, his harvester catching up.

(CONTINUED)

PA JONES
(shouting)
What's happening!?

INT. 18 WHEELER POSTAL TRUCK - CORNFIELD TO OUR RIGHT - SAME

A POSTAL TRUCKDRIVER concentrates on the dark highway. He fiddles with the dead radio, then picks up his CB.

TRUCKDRIVER
Lucy Brown, this is Po' Boy, come
in...
(off the static)
Hello out there in CB land?

The truck driver starts fiddling with the radio.

EXT. THE CORNFIELD/ HIGHWAY - SAME

Pa climbs up an INCLINE. He reaches the end of the cornfield and finally finds the open ROAD...He keeps looking back while running forward, until suddenly...

THE TRUCK HEADLIGHTS CATCH HIM.

INT. TRUCK - SAME

The truckdriver looks up, but it's too late...G'bye, Pa.

HARD LEFT!!!

TRUCK DRIVER
Shiiiiiiiiiiiiiiiiiiiiit!

EXT. THE HIGHWAY - SAME

THE TRUCK

SKIDS and SLITHERS uncontrollably down the highway. It SCREECHES for a dozen or so yards, then rocks to a halt.

A liquid trail of tire rubber smokes behind the truck, not to mention the bundles of MAIL whipping through the night air like SNOWFLAKES.

INT. MAIL TRUCK - SAME

The TRUCK DRIVER stumbles out holding his forehead and ROLLS into the corn field.

Lying half conscious, we hear something.

EERIE MUSIC builds over surreal whispers.

The TRUCKDRIVER PULLS himself up just in time to catch

(CONTINUED)

HIS MAIL TRUCK painfully ROARING back to life...

CLOSE ON: His bloody eyes...

TRUCKDRIVER
Oh...my God...

DISSOLVE TO:

LATER...Police lights. Emergency floodlights. Road flares.

A WOMAN consoles Ma Jones in the background.

A group of COPS and GOVERNMENT SUITS part ways to reveal

BENJAMIN DOVARRO, 30. A charismatic, but self-conscious hero in the rough...It's impossible not to like this guy.

Ben fixes his tie and approaches...

ANGELA CHANG, 40. Ben's attractive, but surly superior.

BEN
Agent Chang?
(shakes Chang's hand)
Hi--Benjamin Dovarro--er--Ben.

CHANG
Fine, great. Were you briefed?

Chang lights a cigarette and starts walking. Ben follows.

BEN
Uh, yeah, Clark Jones, 60 years of age goes to check on a coyote spooking his animals. He gets in his harvester and plows through two acres of HIS corn, ends up in the street and is run over by a mail truck that gets stolen from the accident sight.

CHANG
That's not everything. All the Jones animals are missing.

BEN
So it's also livestock thef--

CHANG
(turns to Ben)
Put it back in your pants, Ben. Listen first...then be ready to take it one step beyond.

PARAMEDICS attempt to clean the TRUCK DRIVER'S wounds.

(CONTINUED)

PARAMEDIC #1
 (to truckdriver)
 Mister Brody, can you tell me what
 day it is?
 (holds up a pen)
 Okay, can you follow my pen with
 your eyes?

The truck driver begins MOUTHING something to himself.

CHANG
 (to Paramedic)
 What's he saying?

PARAMEDIC #2
 (to Chang, haggard)
 Bible quotes--Something about the
 end of the world, I dunno.

The truck driver suddenly LEAPS UP. Aims his words at Ben.

TRUCK DRIVER
 YOU GOTTA DO SOMETHING!!!

Paramedics grab him and hold him down as he flails his arms,
 trying to BREAK FREE...Ben stares back, obviously puzzled.

From behind...

VOICE (O.S.)
 I didn't know the boogie man could
 drive an 18 wheeler.

CHANG
 (doesn't turn around)
 Shut up, Helmuth. If you're such a
 skeptic, why are you here?

Chang turns around to see a creepy HELMUTH NYBORGEN, 50.

HELMUTH
 No need to be rude, my dear. I was
 simply in the area.
 (beat)
 I heard about Agent Pardo receiving
 your Pentagon promotion, I'm sorry.

CHANG
 I'm sure you are...
 (to Ben)
 Ben, this is Helmuth Nyborgen--

Ben politely extends his--

(CONTINUED)

CHANG (CONT'D)
(pushes Ben's hand away)
...Don't shake his hand.

Chang walks away, leaving Ben with Helmuth...Awkward pause.

BEN
. So, are you with Fish and Wil...

Helmuth smirks and TURNS AWAY, leaving Ben in mid-question.

Ben catches up to Chang. Both walk.

BEN
Is that Helmuth guy an agent?

CHANG
Ever hear of the "Freak Factor"?
(Ben shakes a NO)
...It's a rating system these
idiots like to use on the radio.
The freakier the incident, the
freakier the person they call to
investigate it. If Helmuth is
here, we're looking at a Freak
Factor of 6, maybe 7. How's that
for official FBI terminology?

BEN
(overly eager)
Should I go around and take some
statements or something?

CHANG
Statements...For what?

Chang gets in her car. BEN just stands there like a boy who's
just lost his parents at a mall.

Chang notices this. She hesitantly rolls down her window.

CHANG
We're Fish and Wildlife, Ben. I
don't know what you were expecting,
but along with that honored title
comes about 182 days of paperwork,
182 days of filing that paperwork,
and the occasional large and
mysterious road kill. You have a
side-arm you'll never use and a
mouth that's asking me way too many
questions. Now, that's not
necessarily a bad thing, but it's
better that I burst that bubble
now, rather than six months down
the line, okay?

INT. BEN'S CAR - SAME

Ben gets in and watches Chang's car drive off.

BEN
Did I mention I hate you?

He glances into his REAR VIEW MIRROR...HELMUTH stands next to a large SATELLITE TRUCK, obviously waiting for Ben to leave.

EXT. BEN'S CAR - SAME

Ben's car clanks off into the night.

INT. BEN'S CAR - SAME

Ben drives in utter disappointment. Listens to radio static and adjusts his MIRROR just in time to notice...

THE BACK OF THE PARKED SATELLITE TRUCK AS IT OPENS.

A DOZEN AGENTS dressed in radiation suits and armed with Geiger counters, disperse into the corn.

EXT. BEN'S CAR - SAME

Ben pulls over and cuts off his lights.

INT. BEN'S CAR - SAME

He cuts the engine, leans back and just stares.

EXT. THE CORN FIELDS - SAME.

HELMUTH
(into a bullhorn)
I want a clean sweep of the area,
anything above 30 Roentgens gets
reported immediately as well as any
burn patterns, no matter how
minute.

FADE TO: LATER

We can see random BEEPS of red GEIGER light illuminating the dark corn fields where agents carefully sweep.

Helmuth SMELLS SOMETHING in the air, then turns to see

BEN'S CAR silhouette, parked in the distance.

INT. BEN'S CAR - SAME

Ben realizes he's been...

(CONTINUED)

BEN
...Oooh, busted.

He turns the ignition. Nothing.

BEN (CONT'D)
This is so NOT funny.

UP goes the hood and OUT comes his trusty MINI FLASHLIGHT.

Ben fiddles with the battery, sets the flashlight on the side of the hood and turns the engine. The car REVS back to life.

CLOSE ON: THE FLASHLIGHT

As it dances with the engine's vibrations. Down the hood it goes until it falls off, into the CORN FIELD.

Ben spots this and carefully slides down the decline.

He pauses to SEE something SHINING at the end of the beam. Ben parts the corn stalks and REACHES in to grab

A SMALL CYLINDER

made of glass and metal. Part of a larger unit. He clears the dirt and makes out the inscribed writing along the side.

NASA MERCURY 6, MA-6(22) 5.29.62. *CYLINDER 1, suddenly--

HELMUTH (O.S.)
Did you find something, young agent?

It's Helmuth. Ben HIDES the cylinder behind his back.

BEN
Yeah, hi, I just dropped my flashlight...
(holds it up)
Now I have it again.

Ben smiles at Helmuth who walks away glaring.

EXT. A LARGE TOWN - DAWN.

ESTABLISH: "Sienna Falls, Florida: Pop. 49,998."

Welcome. Large town meets tiny city. Mom and pop stores with an OVAL shaped, unfinished, out of place SPORTS ARENA in progress. A banner across the tall scaffolding reads--

Happy 100th, Sienna Falls. Evolving for Tomorrow.

A small CARNIVAL is being assembled in the TOWN SQUARE.

(CONTINUED)

The HUGE CLOCK atop the sports arena tower CHIMES...7:00 AM.

EXT. CRASSY UNDERPASS - SAME

Ben's crappy k-car pulls up to an old BOMB SHELTER where
JOEL ZABRISKI, a 29 year old hermit runs up to Ben's car.

JOEL

That collection agency guy's
stalking me again...I think he
stole my neighbor's cat...

INT. BOMB SHELTER - SAME

The home of a SCI-FI buff who hasn't seen sunlight in months.
Joel seals the thick metallic door behind Ben.

BEN

So did you finish your comic book?

Joel cleans off his comic book-laden drafting table.

JOEL

I dunno, man. Something tells me
there's not much of a market for a
29 year old intergalactic superhero
who's actually proud of being a
virgin...

(opens a cereal box)

Oh, I heard about you and Natalie.

BEN

What did you hear?

JOEL

That she popped the question...
(off Ben's look)
and you faked a burst appendix.

Ben looks away, obviously regretful.

JOEL (CONT'D)

(reassuringly)

Look, I know I'm no Don Juan
Corleone, Ben, but...I dunno,
couldn't you have just said NO?

BEN

(obviously touchy)

I didn't want to say no, Joël. I
just...I dunno.

Ben realizes why he's here and pulls out THE CYLINDER.

(CONTINUED)

BEN (CONT'D)

Hey, can you get your people at
M.I.T. to take a look at this?

JOEL

(inspecting cylinder)

Looks like my soup thermos...
Where'd you get it?

BEN

I can't tell you.

JOEL

You're kidding me...

(grows irate)

Jeez, you're really taking this
"Animal Agent" thing seriously.

BEN

It's my job, why shouldn't I?

JOEL

(RE: cylinder)

Ben, whatever this thing is, it's
evidence, it belongs in an FBI lab,
not your best friend's house. You
know the protocol, man.

BEN

What are you getting at?

JOEL

Ben, you're a chronic glory hog.

BEN

You do know that you lost any and
all license to judge me, right?

(Joel rolls his eyes)

You used an M.I.T. scholarship to
build an illegal radio beacon in a
bomb shelter, Joel, you're not
getting away from me that easy.

JOEL

(almost defensive)

Okay, so I wanna be kidnapped by
aliens, so what, it's no secret.

(grows frustrated)

Look, my scientific career may be
extinct, but regardless of how many
times I've been elected me Mayor
McShithead, I still believe in what
I do. That's the difference between
you and me, appendix boy.

Awkward silence. But it can't last. Not with these two...

(CONTINUED)

Joel hurls a handful of cereal at Ben, who can't hold the laughter anymore...Both crack up.

BEN
Mayor McShithead?

JOEL
....Title of my autobiography.

The laughter continues...Ben suddenly pauses.

BEN
So, you're gonna help me, right?
Joel reveals his COMIC BOOK likeness--It's "Jobocop"...

JOEL
(RE: drawing)
Ask him.

FADE TO BLACK:

OVER BLACK - "THE ZOO"

FADE IN:

EXT. LARGE THEME PARK/ ZOO ENTRANCE - NIGHT

ESTABLISH: "Darwin's Kingdom Zoo and Safari: 54 Mi. west of Sienna Falls."

INT. ZOO SECURITY OFFICE - NIGHT

Stanley, a fat, surly SECURITY GUARD, 45, sits in his office listening to *The Best of Gene Kelly* at full blast. In front of him is *Planet of the Apes* on a tiny black and white TV.

His walkie-talkie cracks with another man's desperate VOICE.

WALKIE TALKIE VOICE
Oy! Stanley! Oy! Git yer fat ass
over to the monkey house!
Something happened! These beasties
are goin' crazy--

Stanley removes his headphones. He never heard a thing.

He pulls out a FLASK and picks up his Walkie-Talkie.

STANLEY
I gotta go take a leak, Marty. I'm
turning the voice mail on 'til you
get back.
(static)
Hey, asshole, you hearin' me?

(CONTINUED)

Stanley hears RUSTLING all around him. Freezes up.

STANLEY

Marty?

Lights out. STANLEY FINDS HIMSELF IN PITCH DARKNESS.

STANLEY

Marty, I'm gonna kick yer' ass, you
don't let me finish my flick!

(nothing)

Goddamnit!

Stanley heads for the door and trips on his way out.

EXT. ZOO - MAIN ZOO STREET - SAME.

Stanley points his flashlight into the dark silence.

ALL THE CAGES ARE OPEN AND EMPTY.

Huge gothic gates grind in the wind.

Stanley walks past them, his worn soles and the KEYS on his
BELT make the only sounds....CRUNCH! He steps on something.

ANOTHER CYLINDER, just like the one Ben found.

A distant but audible RADIO STATIC emerges.

STANLEY

Marty?

Stanley walks towards the static. It's coming from the

ANTARCTIC ANIMAL EXHIBIT.

STANLEY (CONT'D)

Marty?

Stanley crosses through the safety barrier and PEERS into the
dark cage...THE RADIO STATIC INSTANTLY DIES.

STANLEY (CONT'D)

Marty?...You in there?

A POLAR BEAR REACHES OUT, GRABS Stanley by the BELT

and YANKS him towards the cage.

Stanley tries to PULL FREE, but can't. Finally, he reaches
into his pocket and pulls out a can of MACE.

He SPRAYS the Polar Bear in the eyes. The bear GRUNTS in
agony and retreats back into the darkness.

(CONTINUED)

Panting, Stanley falls back and DROPS his FLASK.

STANLEY
Son-of-a-bitch-mother-goddamn!

He catches his breath and suddenly NOTICES HIS BELT...

HIS KEYS ARE MISSING.

Stanley looks up. Hears something horrific.

THE BEAR IS TRYING TO UNLOCK ITS OWN CAGE.

Stanley starts walking backwards; but as the shot widens, we realize he's not alone. Stanley turns around to see

an ARMY OF ZOO ANIMALS. All ready to strike.

(READER'S NOTE: Because of the dim light, we cannot see the animals completely, just silhouettes, breath steam rising and moonlight reflecting off a hundred or so pupils.)

From atop AN ELEPHANT, we can make out the figure of TWO SMALL PRIMATES...CHIMPANZEES...

ONE sits silently in the b.g. while the OTHER, with a SCAR over its right eye, strikes a more ominous pose...

STANLEY
Holy Saint Francis--

The Elephant comes closer...closer into the light...

Stanley spots a small METALLIC CAROUSEL holding about a dozen CYLINDERS strapped to the scarred chimpanzee's chest.

The ELEPHANT'S TRUNK invades Stanley's pocket, PULLS out his can of MACE and hands it to the scarred chimpanzee.

Stanley begins backing away...slowly...in total disbelief.

STANLEY (CONT'D)
Oh, I get it...Tarzan dream.
Pretty goddamn creative, Stan.

Suddenly, Stanley pauses. He turns around to see

THE POLAR BEAR, towering on its hind legs.

It DROPS Stanley's keys...and SMILES down at him.

The scarred CHIMPANZEE suddenly CLEARS ITS THROAT...

From the darkened recesses of this small army comes a grunt, a snort and the two evil eyes of a immense...

(CONTINUED)

RHINOCEROS. It steps out of line...and focuses on Stanley.
...A moment to inhale.

STANLEY TURNS and RUNS like bloody hell.

The Rhino suddenly leaps to his charge. A steam locomotive. Its nostrils flair as death's breath hisses out. Its huge hooves clatter and spark on the cobblestone.

EXT. PARKING LOT - SAME

Stanley's COROLLA sits glistening in the dew. He frantically searches his pockets for his KEYS as the hoof clatter gets louder--LOUDER--right on us...

The RHINO RIPS through the FRONT GATE.

INT. COROLLA - SAME.

Stanley turns the key, slams the gas. Tires SPIN.

He looks into his rear display...Here comes the Rhino...

35 m.p.h.---40...faster...faster, goddamnit! He's gaining!

EXT. PARKING LOT - SAME

WHAM! The Corolla is SMACKED from the back, pieces of debris fly, leaving a huge VERTICAL GASH which folds the rear like a cloth napkin. The Rhino pulls away, but it can't...

THE RHINO'S HORN IS STUCK JUST UNDER THE BUMPER. It tries to shake the Corolla loose by violently shaking it's head.

INT. COROLLA - SAME

Stan desperately tries to click his seatbelt on...He can't.

STANLEY

Christ!

Gears grind--Spinning wheels catch nothing but air...

STANLEY (CONT'D)

Let go of the caaaaaaar!

The Rhino lets his guard down. The tires HIT the street. Instantly, Stan's car breaks free, leaving the bumper WRAPPED AROUND THE RHINO'S HORN as a souvenir.

Stanley's Corolla clanks off into the night.

INT. POLICE STATION - SAME

EMPTY...A group of COPS loom over a birthday cake for the POLICE CHIEF who sits stupidly with a grin and happy hat.

CHANG works late at a desk in the corner, stone faced at the lame scene in front of her.

A GROUP OF COPS
(finishing the song)
...Happy birthday to you.

Police Chief is about to blow out the candles.

STANLEY crashes in covered in fear, unaware of anything else. He tries to talk but chokes on his own increasing heartbeat.

POLICE CHIEF
You all right, Stan?

Chang walks over to him. Sees a familiar fear in his eyes.

CHANG
(to the officers)
This man needs a doctor.

The chief turns to his officers just as STANLEY KEELS OVER.

POLICE CHIEF
I don't get it. This is a gag?
I'm supposed to laugh at this?

Everyone waits for Stan to get up and say "Happy Birthday."

INT. BEN'S HOME - SAME

We float into Ben's room, over indistinct trophies and awards discarded in a box. A vintage cymbal-playing TOY MONKEY sits on Ben's night stand...almost guarding him as he sleeps...

The phone rings. Ben's arm grabs it before he even awakens.

BEN
--Natalie?

CHANG (ON PHONE)
It's me, look out your window.

Ben climbs out of bed. Parts his blinds.

CHANG is parked outside, looking back-at him.

CHANG (ON PHONE) (CONT'D)
...We have a situation.

EXT. ZOO - MAIN PARKING LOT - NIGHT.

Chang's car pulls into the lot where we find a huge SATELLITE OPERATIONS VAN. Other than that, the lot is completely empty.

A fully armed SWAT TEAM suddenly exits the van.

BEN

(RE: Swat team)

What are they doing here?

Chang parks and shuts off the engine.

CHANG

Look, there's something I didn't tell you...The bureau doesn't know we're here...No one does.

BEN

What?

CHANG

What am I supposed to say? How do I report something like this to Washington?

BEN

(RE: Swat team)

Did you tell them?

CHANG

All they know is that the animals might be loose inside.

(flustered)

Look, if that security guard can back up his story with something other than alcohol poisoning, I'll have animal control and a hundred armed men here in twenty minutes.

BEN

So you believe that the animals let themselves out of their own cages?

CHANG

Do you think I'd drag you out here at 5AM to look at pandas?

Chang looks away...Ben, say something consoling!

BEN

Jones farm got to me too.

(CONTINUED)

CHANG

You should've seen his eyes, Ben.
The same stare the trucker had.
It's a different kind of fear.
Something I've never seen.

(suddenly assertive)

Look, technically, we can get into
a lot of trouble for doing this, so
I need to know now...Are you in or
out?

INT. OPERATIONS VAN - SAME.

BEN and CHANG enter. In the corner, among the SWAT TEAM sits
STANLEY, the security guard with eyes wider than basketball
hoops, covered in a blanket and breathing liquid air.

CHANG

(calmly)

Mr. Benedict, I need you to tell me
if any of the animals made it
outside the main gate?

STANLEY

(insulted)

What, are you kidding? Didn't you
see my car? You think I drove the
fuckin' thing into the rhino's
cage?

CHANG

(to Ben)

God, I hate people...

EXT. ZOO - PARKING LOT - SAME

THE REAR DOORS of the van SWING open, spilling about a dozen
or so officers in full SWAT gear onto the wet pavement.

They position themselves in front of the MAIN GATE. SWAT 1
goes in. SWAT 2 covers him; then SWAT 3, and so on...

CHANG, STANLEY and BEN stay in radio contact by the van.

STANLEY

They're not gonna make it out.

CHANG

What makes you so sure.

Stanley takes a hit of his Oxygen canister.

STANLEY

They got plans.

(CONTINUED)

CHANG
What kind of plans?

Stanley doesn't answer. Keeps sucking liquid air.

CHANG (CONT'D)
Mr. Benedict, WHO SAID THAT--

SWATMAN 1 makes his way back to the van--STANLEY LEAPS UP.

STANLEY
(to Swatman)
--You see anything?

SWATMAN 1
Your nuts in a vice, asshole.
(turns to Chang)
Nothing ever happened, Chief. All
the animals are asleep in their
cages.

Stanley throws his oxygen mask down.

STANLEY
So who the fuck rammed my car then
Einstein?

BEN
I should ask you the same thing,
Mr. Benedict.

PULL BACK to reveal: The DARK PARKING LOT and a..

LIGHT POST, bent in half with Stanley's BUMPER wrapped around
the bottom of it. Debris and Toyota parts line the bottom
like gifts under a tree...Stanley's mouth drops.

Ben walks up to the post. It's grazed with car paint.

BEN
(to Stan, RE: post)
There's your rhino.

STANLEY
What the f--You can't think I made
all this shit up?
(to Chang)
They got Marty for chrissakes!

CHANG
(to Swatman)
Any sign of the other guard?

(CONTINUED)

SWATMAN 1

(RE: Stan)

Probably went out looking for THIS
jag-off.

CHANG

Let's just sweep the zoo one last
time to be sure.

EXT. MAIN ZOO STREET - SAME

EVERYONE walks down the cobble street. Ben and Chang look
around...there's nothing out of the ordinary here.

EYES FOLLOW THE GROUP. The eyes of every animal on the row;
the majestic LION; the grizzly looking BEAR; the KANGAROOS;
the lake with the ELEPHANTS standing side by side; even the
MONKEYS stare silently. ALL THEIR HEADS FOLLOW US IN UNISON.

Ben glances back in bewilderment, then...Clank!

It's STANLEY'S FLASK lying half empty on the ground.

BEN

This yours?

STANLEY

Uh...no.

BEN

(RE: the flask)

These your initials?

STANLEY

I'll tell you what this is, it's
someone's plan to make me look like
an asshole!

BEN

Sir, they're just a bunch of dumb
animals...

Ben's "DUMB ANIMAL" ECHO reverberates ACROSS THE ZOO.

BEN (CONT'D)

(to the group)

Let's uh, break up...We'll meet
back here in ten minutes.

Ben looks to Chang. She's impressed. Kudos with the eyes.

EVERYONE breaks up. The Swat team walks past Stanley and
GLARES. Some call him an "asshole", others just chuckle.

Stanley is left standing next to the PRIMATE HOUSE...alone.

(CONTINUED)

ALL PRIMATE EYES SUDDENLY TURN TOWARDS HIM, but he doesn't notice, just sits back...Guess it was the booze, huh, Stan?

STANLEY
(to animals, mocking)
So...Which one of you's the monkey
with the plan?

Stan pops open his FLASK and takes a long hit.

SUDDENLY, BEHIND STANLEY--

THE BODY OF MARTY, (the other guard) IS SLAMMED against the inner bars of the Primate House--

Marty's DEAD EYES STARE BACK AT STANLEY who can't even gulp.

The body is quickly YANKED BACK into a THICK BRUSH, leaving Stanley choking on his own heart...Suddenly--

All the primates begin to LAUGH at Stanley; a twisted, disturbing Simian laugh...More hyena than primate.

EXT. ANOTHER PART OF THE ZOO - SAME

From across the park, Stanley's SCREAM is heard. Everyone turns and runs towards the Banshee-like shriek.

EXT. ZOO MAIN STREET - DAWN

Chang speaks to the SWAT TEAM who pile into the van.

PARAMEDICS load an unconscious Stanley onto an ambulance.

BEN
(to paramedic #1)
You needed to talk to me?

The haggard paramedic looks around, then leans in.

PARAMEDIC #1
I don't suppose you could give me
an idea as to why, in the last four
hours, we've responded to six heart
attacks and nine nervous
breakdowns, ALL within twelve miles
of this place...
(off Ben's look)
Guess everyone's gone Animal
Crackers, huh.

The paramedic walks away, leaving Ben speechless.

Ben turns to see all the animals LEANING IN on their cages, curious about what's going on in the human world. But there's something eerily different about their eyes now.

(CONTINUED)

The ambulance drives off.

BEN walks away from the crowd and hears the CRUNCH. It's glass. A small, familiar looking SPOTTED GLASS.

He palms a LARGE SHARD and looks up to notice...

A CHIMPANZEE looking at him through it's cage. We'll notice A SCAR over its right eye. It seems to be almost...GLARING.

Chang approaches. She's worried, but hides it well.

CHANG

I was wrong tonight, Ben. Jot it down in your little notebook, because it won't happen again.

Chang turns. Ben wants to show her what he's just found.

BEN

Wait...

CHANG

What.

Ben thinks again, shuts his palm.

BEN

...Good--Goodnight.

Chang nods and exits...Ben thinks for a sec, and

turns around...But that glaring CHIMPANZEE with the scar is GONE now, back into its zoo world. Ben shakes it off...Nah.

A WORKER seals the main gate of the zoo and puts up a sign reading...CLOSED TO PUBLIC UNTIL FURTHER NOTICE. KEEP AWAY.

Ben holds the shard of spotted glass up to the rising sun.

FADE TO BLACK.

JOEL (O.S.)

Before I tell you what I found out, let me show you something a lot of people don't know about.

A rickety old projector clanks on...

FADE IN.

It's an old, silent 8mm. film, circa 1960's. Something hand held and amateur. We see a group of scientists from NASA conducting random experiments. Preparing for something BIG.

(CONTINUED)

JOEL

(conversationally)

Okay, alright, it's November 29th, 1961, Cape Canaveral. These eggheads are NASA scientists, Physicists, Virologists, Molecular Biologists, Marine Biologists and about a dozen other egg-related "ologies" with ONE goal: Put man on the moon before the the Russians do.

BEN

There's no sound.

JOEL

Shhh.

THE PICTURE suddenly cuts to black for a second, then we're introduced to the words: PROJECT MERCURY.

BEN

Where'd you get this?

JOEL

Mercury 5 had three objectives. One, to orbit a manned spacecraft around Earth; two, to investigate man's ability to function in space and three, to recover both man and spacecraft safely--One problem. Up until then, the Russians had sent up a coupla' Siberian Huskies...So, like good Cold War rivals, it was our turn to not only go farther out, but make sure that whatever we sent up was as close to human as humanly possible.

The cameraman pans to a human-looking BONOBO CHIMPANZEE strapped to a chair, dressed in a space suit.

JOEL (CONT'D)

Introducing Enos...of the Congo.

(off Ben's stare)

Enos of the Congo successfully piloted the Mercury 5 probe, was weightless for 3 hours and 22 minutes, orbited Earth twice, then came home. End of mission.

(dramatic pause)

...So I thought.

CUT TO: A pair of hands holding up a series of CYLINDERS. A scientist places a dozen or so into a 10 SLOT CAROUSEL.

(CONTINUED)

BEN
You're a genius, man.

JOEL
The cylinder you brought me was
number ONE in a series of TEN. The
broken glass you found at the zoo,
judging by curvature, and density
is the same tempered glass used in
the cylinders, so I'll assume it's
number TWO.

BEN
What was in them?

JOEL
Don't know. Bacteria and amoebae
specimen maybe? They always send
up crap, you know, to see how it
reacts to weightlessness.

The cameraman pans around. In the corner, stands a MAN IN A
LAB COAT, thick glasses and hair. Though not eager to be
filmed, we recognize him as a much younger HELMUTH NYBORG.

BEN
(to himself)
Helmuth...that son of a...
(to Joel)
Is there anything more on him?

JOEL
Nope.

BEN
Why not?

The projector clicks off. Joel flicks the lights back on.

JOEL
Because according to NASA, there
never was a Mercury 6 mission.

BEN
They sent monkeys into space,
what's there to cover up?

Joel crosses his arms.

JOEL
You tell me...

Ben knows this is a set-up.

(CONTINUED)

JOEL (CONT'D)

I want in. Call me an informant,
associate, ally, whatever's legal.
But if you want my help, you're
gonna tell me what the hell is
goin' on out there.

Ben gets up, turns and smirks back. There's Joel's answer.

BEN

How can you be sure those things
didn't just go up on Mercury 5?

JOEL

Ben, I read all the manifests.
Even this film is unclassified
material...Mercury 6 isn't.

BEN

But why leave this information out
for anyone to find?

JOEL

Why not? The possibility of a
Mercury 6 mission has never been a
big deal...until now.

EXT. THE ROAD - MAGIC HOUR

Ben's bureau jalopy cuts past a CATTLE PASTURE. Thousands and
thousands of huge, monstrous longhorns rest quietly.

INT. BEN'S CAR - SAME

He glances to the right, then the left, It's a cattle-covered
horizon. Ben thinks for a moment and...

EXT. CATTLE PASTURE - SAME

pulls over to the side of the road. He gets out and pulls a
bottle of Dr. Pepper from his pocket.

BEN

(to the cows)

Penny for your thoughts, bossy.

Ben curiously stares at the cattle, then to the distant lights
of SIENNA FALLS in the west. Suddenly--

Ben makes a face...THE CATTLE FIELDS ARE WAY TOO SILENT.

BEN

Don't you guys moo anymore?

Ben takes another swig.

(CONTINUED)

THE CATTLE BEGIN TO MOO.

Soda dribbles down Ben's chin as the mooing grows...and grows, almost like a secret being passed from bull to cow.

An icy chill goes down Ben's spine. Shake it off, man.

BEN

...I gotta get some sleep.

DISSOLVE TO:

INT. BEN'S ROOM - MORNING

A beautiful, but shy YOUNG WOMAN quietly enters. She notices the bachelor-esque mess and finds Ben's boxed trophies.

She regards Ben and focuses her attention on a framed NEWS ARTICLE turned over on its face. She picks it up...

"HERO BOY SAVES CONSTRUCTION SITE FROM FIRE."

She wipes the dust off the newspaper PHOTO revealing a 13 year old Ben posing proudly with a dozen FIRE FIGHTERS.

She sets it next to Ben's toy monkey and sighs.

WOMAN

Ben?

(Ben's still out)

BEN?!

Ben immediately GRABS THE PHONE...

BEN (INTO PHONE)

Hello--yes?

WOMAN

Behind you, Ben.

Ben immediately turns around.

WOMAN (CONT'D)

I need my mail.

Ben just stares. This is way too painful.

WOMAN (CONT'D)

This was a bad idea, wasn't it.

The woman turns to leave. Ben jumps out of bed to block her.

BEN

Wait, Natalie, don't, don't go,
please, look, I...Hi.

(CONTINUED)

NATALIE

You have nothing to say, do you.

Natalie heads for the door.

BEN

I was called out by the bureau.

NATALIE

(turns around)

You mean field work?

BEN

(suddenly excited)

As of yesterday, I'm out of accounting and in Fish and Wildlife.

NATALIE

Fish and Wildlife...

(amused)

Don't you have to care about animals for that?

BEN

Look, as long as this leads to a real case, I'm willing to slum it with the tuna schooners and ivory dealers for a while...

(realizes it)

That was a cheap shot, wasn't it.

NATALIE

No Ben, I can see your heart's really into it...Just remember, if things don't work out, you can only get appendicitis once.

Natalie finds her mail. Ben can't see her go.

BEN

(grabs a bag)

Wait--look, I, I bought you that book--by that nature poet you--

NATALIE

Ben, don't...please...

BEN

Okay--uh--breakfast--Ooh, two words...granola omelet... -

(cheerfully)

Who's with me?

(CONTINUED)

NATALIE
(lets it out)
Ben, I'm seeing someone.

Ben pauses to absorb and process.

BEN
No you're not. Oh, I get it--Hey,
look at me, I'm jealous!

NATALIE
I can't believe I came here.

BEN
All I'm saying is that you don't
have to make up a boyfriend just to
piss me off, you know I'm still
crazy about you!

NATALIE
For your information, we met on the
Noah Project...
(Ben draws a blank)
You DO know I've been assisting for
two weeks, right? Or is my bio-
research not big enough for Agent
Ben Dovarro to remember?!

BEN
It's that Roy guy, isn't it...
(off Nat's look)
You're dumping me for a little
weasel who's had his eye on you
since high school.

NATALIE
Dumping?! I'm sorry honey, but I'm
not the bad guy here.

BEN
Look, I know I messed up, Nat, but
I was scared. I wasn't ready for
you to just pop the question like
that--

NATALIE
I can't give you what you're
looking for, Ben.

BEN
Why do you say that?

NATALIE
Tell me what you're looking for.

Beat. Ben draws a BLANK....Knows he's been set up.

(CONTINUED)

NATALIE (CONT'D)

You had dreams once, Ben. You used to tell me how much you wanted to sail around the world. Now, it's all about your search for something bigger. But you know what? You'll never find it because nothing will ever be big enough to make you happy...

(takes Ben's hand)

You're 30 years old, Ben. I think it's about time you asked yourself what it is you're waiting to find out there.

Natalie places a key in Ben's hand.

BEN

What are you doing?

NATALIE

Saying "when".

(emotionally)

I don't think we should talk for a while, okay?

Ben takes Natalie's hand back. A moment of vulnerability.

BEN

Don't go, Nat...I, I just need a little more time...

Natalie regretfully pulls away. Ben grows frustrated.

BEN (CONT'D)

Has he seen you naked yet?

Natalie takes off down the hall.

BEN (CONT'D)

Okay, I'm sorry--Look, you can't just walk out of my life like this!

NATALIE

(turns around)

You don't need me, Ben. You need a fan club.

Natalie exits. Ben just stands there in his undies.

He walks to his window to see Natalie get on her MOTORCYCLE and vroom-vroom away...

The PHONE rings. Ben hesitantly picks up.

(CONTINUED)

JOEL (ON PHONE)
Hey, it's me, pick me up, I need
sunlight...

EXT. APARTMENT LOBBY CALL-BOX - LATER

Ben approaches a callbox and buzzes it over and over. Joel
hesitantly follows while looking over his shoulder.

JOEL
What are you doing? I thought we
were just gonna spy on this guy.
(Ben keeps buzzing)
...You know? Spy? As in from a
distance?

BEN
(distracted)
You don't have to go up with me.

EXT. THE FIRE ESCAPE - SAME

BEN and JOEL approach a living room WINDOW facing a brick
wall. Ben pulls out a lock picking kit while Joel checks to
see if the window is locked...It's not.

JOEL
Yeah, this is gonna look good on my
record.

INT. HELMUTH'S APARTMENT - SAME

A vacuum. The home of a man who's work is everything to him.
No evidence of family. Dead goldfish in a bowl and no TV.

Joel cautiously looks on as Ben opens a CLOSET.

JOEL
Ben? remember? fingerprints?

Ben noisily DIGS through years and years of clutter.

JOEL (CONT'D)
--There you go, *ninja-like*.
(grows impatient)
What are you looking for?

BEN
I have no idea.

Joel turns to a series of ARTICLES framed on the wall...
Conspiracies, UFO sightings and finally, a headline...

"NASA 'FIRES' CHIEF MERCURY ROCKET DESIGNER"

(CONTINUED)

Underneath the headline, a photo of a younger Helmuth shows him exiting a court room, bombarded by reporters and cameras.

Ben rifles through desk drawers.

BEN

Forget it, there's nothing here. I
can't believe I wasted--

Ben suddenly notices a bunch of PENS ON THE DESK. But the pens aren't what's weird here. It's what they're sitting in--

A HOLLOW NASA CYLINDER...right under everyone's noses.

Ben's eyes widen as he spills out the pens and inspects the cylinder...But on this cylinder, there's NO NASA LETTERING.

JOEL

(RE: cylinder)

Maybe it's a prototype.

BEN

Either way, we're gonna need more
than an empty cylinder to--

HELMUTH (O.S.)

To what--

HELMUTH flicks the lights ON with the barrel of a REVOLVER. He's been sitting back in his chair, waiting for his moment.

Startled, Joel slips and falls backwards. BEN DRAWS HIS GUN.

IT'S A STAND-OFF. Helmuth rises.

HELMUTH

You have a lot to learn about
surveillance, young agent--

BEN

Look, just put the gun down--

Helmuth looks at the CYLINDER/PEN HOLDER in Ben's hands.

HELMUTH (CONT'D)

First she sends a SWAT team into
the zoo, now you're stealing my
office supplies...Why?

BEN

Sir, I know about Mercury 6.

Helmuth puts his gun down. A moment of vulnerability.

HELMUTH

I think you should leave.

(CONTINUED)

BEN

Look, if you guys chose to cover it up, that's fine. The only reason I'm here is because--

HELMUTH

I SAID GET OUT!

BEN

(suddenly assertive)
--Sir, I believe your project is somehow affecting the animals--

HELMUTH

THERE IS NO MERCURY 6!

Ben pulls out the M6 CYLINDER(The one from the corn field).

BEN

...With all due respect, sir, I don't believe you.

Helmuth's eyes grow wide. He drops his gun to reach for it.

HELMUTH

(astonishment)
You shouldn't have this...
(utter bewilderment)
This...shouldn't be here.

BEN

I was hoping maybe you could shed some light as to why it is.

Helmuth's expression goes from concrete to pudding as the wild-eyed wonder of a dreamer returns to his old mug.

HELMUTH

This was lost along with the Mercury 6 probe shortly after entering the Earth's orbit on May 29th, 1962...I, I...
(look to Ben)
...Excuse me for a moment...

Ben and Joel give each other a look as Helmuth walks o.s.

INT. HELMUTH'S BEDROOM - SAME

Helmuth enters, LOCKS the door and catches his breath. He turns to his lonely BED and FALLS to his knees...

BEN (OUTSIDE DOOR)

Sir?...Sir, I just need to know if there are any others...

(CONTINUED)

Helmuth takes a key from around his neck, carefully LIFTS the mattress and UNLOCKS a huge HIDDEN CHAMBER revealing...

HUNDREDS of DUSTY CYLINDERS, each one reading: NASA 1962, each one identical to Ben's find...This is no joke, Helmuth.

INT. LIVING ROOM - SAME

Joel gives Ben a "What's he doing?" look...Ben shrugs back.

BEN (CONT'D)
(to Helmuth's door)
Sir, is everything okay?

Helmuth OPENS the door a crack...Looks out to Ben, amazed.

HELMUTH
(RE: M6 cylinder)
Where did you...Where...

EXT. CORNFIELD - DUSK

Ben, Joel and Helmuth walk into the windy cornfield.

HELMUTH
...I was experimenting on a
bacteria that prevented the
deterioration of brain tissue
during extended space voyages.

JOEL
What do you mean extended? You only
put those chimps into orbit for a
few hours...right?

Helmuth LOOKS AWAY, as if being called by something.

BEN
Sir, what exactly did you mean when
you said the ship was lost?
Rockets don't just get lost.

HELMUTH
(distracted)
You'd never understand, Ben...

BEN
Look, I may not have a degree in
astrophysics, doctor, but I do
understand gravity--

Helmuth lifts his head, takes a DEEP BREATH and walks o.s.

(CONTINUED)

BEN (CONT'D)

The ship could have entered the Earth's atmosphere again, burnt up and crashed somewhere around here. That would mean that the cylinders are just old wreckage.

JOEL

Ben, I analyzed that cylinder myself. The chemical deposits on the metal couldn't be more than a year old...It just got here.

HELMUTH hasn't heard a word they've said. He's just standing on a tiny hill, looking out towards the dark, lightning flushed horizon. Once again, he lifts his head and BREATHES.

Ben inches up behind Helmuth who holds THE CYLINDER to his chest. Ben notices a TINY PHOTO pressed under his thumb.

BEN

Sir?...Are you okay?

A beat as Helmuth talks into the wind. Almost delusional.

HELMUTH

They said I wasted billions of taxpayer dollars on fantasy...

(turns to Ben)

Tell me, Ben. That night at the zoo...Did you notice anything--

Helmuth hands Ben the worn B&W PHOTO...

HELMUTH (CONT'D)

--out of the ordinary?

--It's TWO CHIMPANZEES seated in a SPACE POD. Ben holds the photo closer...and realizes it...One of the chimpanzees has A SCAR OVER ITS RIGHT EYE...JUST LIKE THE ONE AT THE ZOO.

BEN

You gotta be kidding me.

Raindrops start beading on the photo, MAGNIFYING THE SCAR.

EXT. I-25 - TRUCK-STOP - NIGHT

ESTABLISH: "I-25 Service Plaza: 43 Mi. west of Sienna Falls."

A heavily wooded area. 18 wheelers and Harley Hogs.

AN 80 YEAR OLD HITCHHIKER thumbs at anything heading South.

A METHANE TRUCK pulls into the dark parking lot and parks next to a PAINT TRUCK.

(CONTINUED)

A heavyset GREASER in his 40's exits the truck, steps over a few dirty ENVELOPES, and barely makes it into the restroom.

A PAINTER exits the diner and walks towards his paint truck. His PARTNER opens the diner door and CALLS OUT to him.

PARTNER

She said the METALLIC WHITE, not the egg shell!

PAINTER

I hear ya'.

The painter notices his paint truck door. It's UNLOCKED.

The GREASER exits the restroom, adjusts his belt and lights a cigarette. The 80 year old HITCHHIKER approaches.

HITCHHIKER

Goin South, young fella?

GREASER

What you need is a hearse, old timer.

The Greaser enters his rig. The hitchhiker flips him off.

Through the open PAINT TRUCK DOOR, we can see the PAINTER looking at rows and rows of PAINT, utterly bewildered.

PARTNER

(from diner entrance)

--Will you hurry up?!

PAINTER

You sure we brought it?! I don't see no "metallic white" here!

the METHANE TRUCK roars to life. The Greaser smiles at the

HITCHHIKER, who looks down to a PUDDLE OF WATER where SEVERAL ANIMAL PAWS seem to have passed over. He follows the tracks up with his eyes...They're leading right into...

THE METHANE TRUCK CAB. It roars away...exposing a smoking MAIL TRUCK, parked in the distance (the stolen mail truck).

EXT - THE ZOO - NIGHT.

The front walls of the zoo have collapsed from the inside out...Helmuth's Buick drives into the MAIN ZOO STREET.

ALL THE CAGES ARE EMPTY. Iron gates swing in the wind.

Everyone gets out of the car. Soaking. Astonished.

(CONTINUED)

JOEL

(frustrated)

Okay, lemme get this straight--Are
you people implying that two
missing NASA chimpanzees
just...decided to show up 35 years
later?!

Ben paces uncomfortably. Disturbed. He turns to Joel.

BEN

I'm not implying anything...
(catches his breath)
They came here that night for a
reason...They planted Helmuth's
virus, then framed Stanley to cover
up their tracks.

HELMUTH

WHO framed Stanley...

BEN

(to Helmuth; alarmed)
Look around you, sir...Those
animals have been planning this all
along...They're here...now.
(self-revelatory)
...And they're PLAYING DUMB.

HELMUTH

That's impossible, the virus--

JOEL

(to Helmuth)
Whaddo you mean it's impossible?
YOU created the virus, you knew
what it was capable of, right?
(silence)
Right?

Helmuth follows a path of BROKEN COBBLESTONE into the night,
where hundreds of LOST ENVELOPES are scattered by the winds.

INT - THE BUICK - NIGHT

Helmuth's Buick RACES past the EMPTY CATTLE PASTURE as it's
illuminated by incessant lightning...All eyes look out.

HELMUTH

If Ben is right, and the virus was
released in two places, then it's
confined to a limited area, a few
miles maybe. Chances are they
haven't made it East yet.

(CONTINUED)

JOEL
 East? What makes you think they're
 headed anywhere?

BEN
 Follow the trail, man. The farm,
 the zoo, the cow pasture. They're
 all pointing to one place...

--The Buick drives past a sign reading: SIENNA FALLS 29 MILES.

EXT. SECURED MILITARY INSTALLATION - NIGHT

ESTABLISH: "Fort Newman Army Surplus Installation: 39 Mi.
 west of Sienna Falls."

A small, out-dated concrete structure left over from the cold
 war. Only 20 persons on duty at any given time.

TWO SOLDIERS in raincoats stand at the front gate.

EXT. MAIN GATE - SAME

One guard spots ONCOMING HEADLIGHTS through the rain.

GUARD #1
 Cooper, get up. Get up, man!

Cooper spots it too.

COOPER
 What-owe expecting?

GUARD #1
 Shit no.

COOPER
 Call it in. Call it in, man.

Guard #1 picks up the phone. Clicks it a couple of times.

COOPER (CONT'D)
 Phone's dead.

Guard #1 abruptly grabs his rifle.

GUARD #1
 Code Yellow, NOW.

IT'S A WHITE 18 WHEELER. Shows no signs of slowing down.

Cooper grabs the horn.

(CONTINUED)

COOPER

This is Sergeant Cooper at the East gate, we have a code yellow, I repeat, a CODE YELLOW.

Klaxons and lights go off as Cooper and Guard 1 position themselves at the gate, rifles aimed at the HEADLIGHTS.

GUARD #1

May-Maybe it's a test.

10 SOLDIERS exit the structure, armed to the teeth.

Cooper and Guard 1 place their fingers on the trigger. This is no test...THE TRUCK ROARS! Cooper turns to his soldiers.

COOPER

DROP EM'!

GUNSHOTS pierce through the truck's windshield. Sparks fly off the hood, but the truck continues forward.

GUARD 1 and COOPER jump out of the way as the truck RIPS through the front gate, towards the other soldiers who

BLOW the front axle right out from under it with about a thousand rounds of ammo. The "wheel-less" front of the truck

SCREECHES to a halt on the wet asphalt...it lands only a few feet away from the fort's main structure. EVERYONE exhales.

One SOLDIER positions himself to "cover" the front cab as ANOTHER SOLDIER opens the bullet ridden door.

INSIDE lies the bloodied and mangled corpse of THE METHANE GREASER, his HANDS TIED to the steering wheel and a HUGE ROCK weighing down the accelerator.

In the greaser's mouth, a lit CIGARETTE.

SOLDIER

I don't get it.

COOPER approaches. GUARD 1 and other SOLDIERS go around to the side of the WHITE TRUCK.

COOPER

What's in this thing, milk?

GUARD #1

You hear that? The hissing.

COOPER leans in on the hissing. Smells something funny.

His shirt STICKS to the metal on the truck.

(CONTINUED)

He leans back only to pull away a wet strip of "METALLIC WHITE" PAINT. (The one the painter was looking for at the truck stop).

PAINT COVERING the REAL lettering on the side of the truck, weakening with each drop of rainfall.

EVERYONE curiously crowds around the truck cab as

A SOLDIER slowly removes the Greaser's lit cigarette.

SOLDIER
I don't get it

COOPER wipes off enough paint to reveal the letters: M-E-T-H.

His pupils dilate. Barely exhales...

COOPER
It's a---

BA-WHOOOOOOSH!!! The entire East gate is OBLITERATED. Every soldier and guard close to the truck is instantly atomized.

A SOLDIER SURVIVOR painfully crawls and HITS the button that slowly begins to close the structure's MAIN DOOR.

From the shadows and fog surrounding the perimeter fencing, enter more shadows...PRIMATE SHADOWS.

The SOLDIER SURVIVOR grabs his GUN.

From behind, an ELEPHANT grabs him by the neck and looks him in the eye. Terror. A crack. It's over in a second.

THREE RHINOS rise from out of the brush. They come up behind the burning truck and PUSH it further towards the

MAIN STRUCTURE DOOR, which is within six feet from closing.

THE FRONT OF THE BURNING TRUCK is wedged in-between, allowing more PRIMATES to enter the main structure.

INT. FORT NEWMAN AIRCRAFT HANGER

A DARK FIGURE enters and turns the lights on, revealing a vintage 1960 AH-64 APACHE MILITARY ASSAULT CHOPPER.

INT. FORT NEWMAN CONTROL CENTER - SAME

Primates have taken over. Although dark, we can still make out the multi-colored computer screen reflections on their disturbingly hyper-realistic faces.

They're playing with the human's toys...and love it.

(CONTINUED)

A TECHNICIAN is thrown across the room by a huge BROWN BEAR.

A BABOON sits at the dimly lit communication center.

RADIO VOICE (O.S.)
Fort Newman, this is Mother's
kitchen, I'm verifying. Did you
just report a Code Yellow?

The BABOON thinks for a moment. Grabs THE TECHNICIAN by the throat, gets in his face and NODS a "NO".

The technician carefully comes closer to the phone.

TECHNICIAN
That's a negative, mother, uh,
we're still at green here.

RADIO VOICE (O.S.)
Fort Newman, give me your sat-com
access code.

The baboon SQUEEZES. Looks him straight in the eyes.

TECHNICIAN
(almost choking)
Code 4b-3j-2c-Bravo. Verify.

RADIO VOICE (O.S.)
I read ya'. Talk to you at oh-nine
hundred. Have a good one, Fort
Newman.

We see a huge COLOBUS MONKEY with electrodes protruding from its shaved head. It sits at a terminal. From the multitude of info flashing on the screen, we know it's CRACKING CODES.

The computer screen reads: DISCONNECTING MISSILE SENSORS FROM PENTAGON MAINFRAME.

A MAP of Southeast Florida flashes on the screen, then a map of CAPE CANAVERAL. Then the words: SILO HATCH RELEASE CODE.

EXT. BEHIND FORT NEWMAN - SAME

A klaxon goes off as the wet ground is TORN OPEN.

An ANCIENT-LOOKING MISSILE with a RED WARHEAD rises from the silo. Every rusty decade of slumber washes off with the rain.

INT. FORT NEWMAN MONITOR ROOM - SAME

We're suddenly viewing the missile from a VIDEO MONITOR.

As we zoom in on the video monitor, we begin to make out TWO odd, but disturbingly real REFLECTIONS staring back.

(CONTINUED)

VOICE #1 (REFLECTION)
I hope you know what you're doing.

VOICE #2 (REFLECTION)
I don't...
(it hits him)
Isn't it wonderful...

EXT. SIENNA FALLS - WBTF TELEVISION - SAME

Heavy rain bombards this tiny TV station.

Helmuth's Buick almost hydroslices into the lobby.

INT. BUICK - SAME.

JOEL
What are you doing?! Everyone's
gonna be at the carnival!

HELMUTH
I'll take care of the carnival.

BEN
Joel, I need you to get to the
labs, find Natalie, take her to
your place through the sewers.

JOEL
But--

BEN
Just find her, Joel! Please.

Ben HESITATES for a moment, then RUNS into the station.

INT. WBTF - SAME.

Ben's P.O.V. Everyone runs as he flashes his BADGE and GUN.

BEN (CONT'D)
The newsroom! Where is it?!

An INTERN happily points the way.

INT. NEWSROOM - SAME.

THROUGH A MONITOR, a waxy looking ANCHORMAN smirks at us.

(CONTINUED)

ANCHORMAN/ MONITOR

Good evening, I'm Don Blitzen. Our top story tonight comes from the unfinished Sienna Falls Sports Arena, where a loss of funding by disillusioned investors has temporarily halted construction for a third time...

(distracted)
pushing its completion...what the hell are you doing, sir?

Ben jumps into camera range.

BEN

(to camera)

Ladies and gentlemen, please don't panic. My name is Benjamin Dovarro. I'm an agent with the Federal Bureau of Investigation, Fish and Wildlife Division.

INT. CONTROL BOOTH - SAME

The PRODUCER keeps his face glued to the monitors.

PRODUCER

Get me the cops. Stay on him.

ASSISTANT

(puzzled; on phone)
The line's dead...

PRODUCER

We got a dozen lines, find me ONE!

ASSISTANT

But...they're all dead, sir.

INT. JOHN Q PUBLIC'S HOME - SAME

An OLD LADY watches Ben's broadcast in her easy chair.

BEN (ON TV)

--What I'm about to say is going to sound completely crazy, but please, listen to me...

(takes a breath)

STAY AWAY FROM YOUR PETS. I repeat, stay away from any animal, no matter how tame it may appear to you.

She's in the middle of a tea sip when she decides to LOOK BEHIND HER, where A DOZEN of her CATS are watching Ben on TV.

(CONTINUED)

THEIR HEADS SLOWLY TURN TOWARDS HER.

She freezes in the middle of her last sip.

INT. PET STOP PET SHOP - SAME

An OLD CUBAN MAN, whom we will later know as RIOS, stares at Ben on his tiny TV. He takes a hit of Espresso coffee--

BEN (ON TV.)

--What seems to be a bacteria of epidemic proportions has infected the local animal population, making them...

(here goes nothing)

Making them severely hostile.

RIOS

(RE: Ben)

Come Mierda. (Shit-head)

then looks up to see a dozen DOGS, CATS, RATS, FERRETS and MONKEYS, all STARING back at him through their cages.

INT. WBTF NEWSROOM - SAME

BEN

--I know this must sound completely crazy but the best thing to do now is clear the streets as quickly as possible. Natalie, if you're watching--

A group of security guards TACKLE Ben from the side.

BEN (CONT'D)

Wait, you have to let me finish!

PRODUCER

You ARE finished! I thought you were gonna blow your brains out or do something half-way entertaining. This is a family newscast, not Hardcopy!

From the doorway...

CHANG

Let him go!

CHANG enters holding up her badge. Looks angry.

BEN

Chief, you have to shut down the carnival, the animals...I think they're gonna attack the town.

(CONTINUED)

CHANG

Calm down, Ben, what the hell are you talking about?

BEN

Look, I can't explain it now, but there's something Stanley didn't tell us about that night.

CHANG

Ben, CDC tested him, Stanley was exposed to a virus, just like the truck driver; just like us. It's a bacteria, Ben, that's all. It wears off after--

BEN

Stanley heard them TALK!

Awkward pause. Chang just stares at Ben.

BEN (CONT'D)

I don't doubt it's a VIRUS, Agent Chang. But have you, by any chance, visited the zoo this evening?

An INTERN bursts in. Turns to the PRODUCER.

INTERN

The Tele-chopper just radioed in. All the phone lines outside of town have been knocked down.

PRODUCER

By what?

INTERN

I dunno. Our signal was jammed.

Chang notices the familiar look of FEAR in Ben's EYES.

CHANG

(he's sold her)
Whaddo you need from me.

EXT. MAGMAR LABORATORIES - SAME

Joel runs up the steps into the secured lobby.

A surly SECURITY GUARD half-heartedly-grabs the house phone.

SECURITY GUARD

Who should I say is calling?

(CONTINUED)

JOEL

Uh, Ben, Ben Dovarro. I'm
Natalie's, you know--It's an
emergency.

The guard dials. Joel looks out. Still raining. --

SECURITY GUARD (ON PHONE)

Yeah, I got a Ben Dovarro here with
an emergency.....Okay.

(hangs up)

She won't see you, pal. Says you
should leave.

JOEL

Look, I don't have time to--

SECURITY GUARD

(humoring Joel out)

Right, let's take it outside.

INT. MAGMAR LABS - AN OFFICE - SAME

Natalie hangs up the phone. She sighs as the rain beads on
her window. We follow as she walks into a large LAB where...

TWO RHESUS MONKEYS

jump around playfully in a huge CONTROLLED AIRTIGHT CHAMBER.
Strangely enough, they're still acting like monkeys. No VIRUS
has touched them...not yet, anyway.

ROY KRAFT, a young, cocky-looking prick sits at a terminal.

ROY

Did you run the scanner yet?

NATALIE

Air Quality's at 99.3%. We can
start environmental adjustments in
an hour, is that okay?

(RE: the monkeys)

They look really happy together.

Natalie sits.

ROY

Shit, they better be. That's fifty
thousand dollars worth of purified
air they're breathing.

Roy hands Natalie a WRAPPED BOX.

(CONTINUED)

ROY (CONT'D)

Here, this came for you at noon.
There's no return address on it.

(matter of factly)

Was that super agent Ben on the
phone?

NATALIE

(unwrapping the box)

Can we not talk about him now?
It's hard enough I lied to him
about seeing you.

Natalie opens the box. It's Ben's cymbal-playing TOY MONKEY.

ROY

Hmmm. Child's toy. Lemme guess,
your ex is either A: schizo, B:
obsessive, or C...

NATALIE

(puzzled)

Trying to tell me something...

ROY

Should I call the police?

NATALIE

It's not what you think, Roy...

(puzzled pondering)

Remember the fire Ben stopped when
he was 13?

ROY

I heard all he did was call 911.

NATALIE

The point is, the firemen were so
proud of him, they pitched in and
got him a gift certificate to
Hoff's Toy Shop...

(RE: toy monkey)

This is what he bought. This is
his trophy.

ROY

Do yourself a favor, Nat. Don't
tell that story ever again.

(Nat doesn't laugh)

Oh, before I forget, they just
brought in a group of apes from
Puerto Rico, wanna see em?

Natalie sets the toy monkey on her desk.

(CONTINUED)

NATALIE
The answer's still no, Roy.

Roy starts massaging Nat's shoulders.

ROY
Nat, I told you, as long as they're
fed, they don't care where they
live.

Natalie gets up. She's uncomfortable. Roy becomes irate.

ROY (CONT'D)
You think I enjoy this don't you.
You think I love keeping all those
animals sealed off in the basement
like that.

NATALIE
Roy, you know we could've paid
volunteers to do this, it's
perfectly harmless--

ROY
(humoring her)
Yeah, you know how much I love them
community college volunteers."
They're so cooperative, so
conductive to science...Especially
the jocks and hippies.
(almost haggard)
We're saving the air now, Nat. The
animals can come later, okay?

Roy exits--Natalie picks up the phone...

NATALIE (ON PHONE)
It's Natalie, did the guy who came
looking for me leave?
(disappointed)
Oh...okay...thanks.

Natalie wipes some dust off the cymbal-playing MONKEY... She
flips it ON and watches its amusing, but eerie display.

FADE TO BLACK:

OVER BLACK: "THE TOWN"

FADE IN:

EXT. SIENNA FALLS MAIN STREET - DUSK

A SMALL CARNIVAL glows under a light drizzle.

(CONTINUED)

A FERRIS WHEEL, a CRAZY SPIDER, a MERRY GO ROUND and a small ROLLER COASTER, among OTHER RIDES and GAMES, bring both cheers and screams. Nobody really minds getting a little wet.

The TOWN CLOCK on the unfinished SPORTS ARENA reads 5:55.

EXT. CARNIVAL - VARIOUS SHOTS

Children run in every direction. Church groups sell cookies. High school jocks hug their cheerleader girlfriends, etc.

But in a corner, away from everyone, a little GIRL pulls a muddy CYLINDER out of the ground...It's CYLINDER #3.

Mom shakes it out of her hands.

MOTHER

No, no, no, Ana, it's dirty.

EXT. MAIN STREET - SAME

Bumper to bumper carnival traffic BLOCKS UP the main street.

OVERHEAD...

The WBTF TELE-CHOPPER flies towards the center of the MIDWAY. A BULLHORN is mounted at the front of it.

INT. TELE-CHOPPER - SAME

Ben keeps his back to the chopper wall. He's gonna puke.

CHANG

Don't tell me you're afraid of flying, Ben...

BEN

(frozen in fear)

Okay...I won't...

He wipes a gallon of sweat off his forehead. CHANG aims the mic into the carnival crowd below, takes a deep breath and...

CHANG

Attention, this is the FBI, Sienna Falls is being placed under Federal quarantine. You are advised to please--

(to pilot)

This thing loud enough?

EXT. THE CARNIVAL - VARIOUS SHOTS

Everyone looks up in confusion. They can't hear a thing.

(CONTINUED)

Suddenly, HELMUTH'S Buick RIPS through the barricades.. He emerges with an AK-47 and FIRES IT into the air which...

sends people RUNNING in a panic.

INT. THE CHOPPER - SAME

CHANG

It's Helmuth.
(to pilot)
Set us down.

EXT. THE CARNIVAL - VARIOUS SHOTS

The chopper raises clouds of debris as it lands in the midway...Chang runs out to help direct the CROWDS.

CHANG

(to the crowd)
Okay, people, let's clear the area,
c'mon, c'mon--
(turns around)
Helmuth! Enough!

HELMUTH finally STOPS FIRING his AK-47...Nevertheless...

PEOPLE continue running. Even the CARNIES have abandoned their posts, leaving some of the rides still in motion.

Ben pulls himself together and runs towards the

MERRY GO ROUND, which is STILL SPINNING...Children scream!

Ben finds the controls and manages to shut it down.

The POLICE CHIEF dodges panicky civilians and GRABS Ben.

POLICE CHIEF

What the hell are you people
doing?! Who authorized thi--

The last of the Merry Go Round clients exit and run off.

BEN

Look, you gotta get everyone off
those rides NOW! I don't have time
to explain!

POLICE CHIEF

Well, you better, you little--

BEN spots Helmuth and leaves the CHIEF in mid-insult.

BEN

Helmuth!--Did you contact
Washington?!

(CONTINUED)

This catches Helmuth off guard.

HELMUTH

Yes...they said to stay put.

From behind Helmuth and Ben...

CHANG (O.S.)

Who did you speak to, Helmuth?

Chang holds her STATIC-FILLED cel-phone to Helmuth's face.

CHANG (CONT'D)

Why dont'cha call them back...

A tiny SMIRK creeps out of Helmuth's mouth...Busted.

CHANG (CONT'D)

Helmuth doesn't call Washington,
Ben. Even if the phones did work,
he's cried wolf so many times, no
one would listen.

BEN

(to Helmuth)

So we're on our own?!

Helmuth suddenly looks away...Takes a DEEP BREATH...

BEN (CONT'D)

What about Joel?! Natalie?!

Ben suddenly GRABS Helmuth by the collar...

BEN (CONT'D)

Say something, you son of a bitch!

THE RAIN FINALLY STOPS...Everyone's eyes turn to the sky...

THE CLOUDS...THEY'RE PARTING, exposing the FULL MOON above.

Helmuth takes one last deep breath...Quietly turns to Ben.

HELMUTH

...Run.

EXT. THE FIELDS - MILES FROM TOWN

A COYOTE HOWLS. Then another. More and more coyote join in
until a dozen eerie howls evolve into a SMALL RUMBLE...

CHANG

(to herself)

God, I'm not ready for this...

EXT. SIENNA FALLS - CARNIVAL SQUARE - SAME

Traffic suddenly pauses. People exit their cars, their places of business, their homes. EVERYONE CAN FEEL THE RUMBLE NOW.

Frightening operatic music builds as...

EVERYTHING in town BEGINS TO SHAKE AND RATTLE. Glass SHATTERS, lights FLICKER and dust FALLS.

An EARTHQUAKE in Florida? Worse...A tornado-like cloud of debris gets larger and larger...SOMETHING'S behind it.

A SWARM of BATS SWOOP down and attack us from above...

CHAOS among CIVILIANS. The act of self preservation kicks in. Humans will be humans. It isn't very pretty to look at.

The WBTF tele-chopper LIFTS OFF without Ben and Chang.

BEN
(hollers out)
GET INTO THE SEWERS!

In the earth-shaking chaos, Ben separates from agent Chang.

As our eyes adjust, the debris cloud opens up, revealing it's nightmarish insides...The ANIMALS...They're attacking us.

RHINO...MOOSE...LONGHORNS...ELEPHANTS...ZEBRA...BUFFALO...
This army locomotive from hell shows no sign of slowing down.

People abandon their cars in traffic as...

The stampede hits the town. First the TRAFFIC JAM

IS RIPPED APART BY THE RHINO. Cars fly up and over; against other cars and into the side of buildings.

CARS SWERVE, TRUCKS SPILL THEIR CONTENTS, CIVILIANS get RUN OVER and trampled by mass HYSTERIA.

A BUS tries to pull out of the way and is WEDGED between two cars, cutting any means of human escape.

ELEPHANTS and RHINO

T-Bone the BUS from the side and, by using it as a push broom, clear the street of CARS by

PILING THEM UP into a three story wreck against the SPORTS ARENA. Police cars are FLIPPED OVER like flap jacks while

MOOSE, BUFFALO, SENTINELS and other 4-legged ANIMALS take care of the smaller items...fleeing PEDESTRIANS.

(CONTINUED)

A HERD of STEER trample their way into a McDONALDS. In one engulfing swoop, it's completely ERASED, arches and all.

Panicky humans climb the FERRIS WHEEL, the ROLLER COASTER foundation, car pile-ups, the Sports Arena construction scaffolding and even the WATER TOWER which

is KNOCKED OVER by the animal blanket.

The TIDAL WAVE washes EVERYONE away like ants. Humans cling to anything sturdy as the water rush enters...

INT. THE SEWERS - SAME.

Joel pauses. Hears something. Knows what it is.

A cannon fire of WATER rushes at him. No time to react.

JOEL

Aw, man...

SMASH CUT TO:

EXT. A TREETOP - MILES FROM TOWN - NIGHT

We can make out Sienna Falls as random explosions outline the pitch black horizon...We slowly pull back, and notice...

A CHIMPANZEE, hiding in the dark tree-tops, covering its face with hands of REGRET and SHAME...Remember him as ENOS.

EXT. SIENNA FALLS - CARNIVAL SQUARE - NIGHT

The WBTF PILOT circles around in the chopper. He tries to talk into a walkie-talkie but the static is too overwhelming.

The TOWN CLOCK CHIME on the unfinished SPORTS ARENA tower goes off...it's 6:00, suddenly...

THE ANIMALS STOP ATTACKING. They just pause...AND WAIT.

The water begins to disperse. The ANIMALS collect themselves and create a SINGLE-FILE WALL along the town perimeter.

INT. WBTF TELE-CHOPPER - SAME

The PILOT gawks at the mess below. He pauses for a moment and slowly turns his head...he has company.

The APACHE ASSAULT CHOPPER comes up from behind and...

BLOWS the Tele-chopper into a thousand pieces.

EXT. SIENNA FALLS SPORTS ARENA TOWER - SAME

The Apache chopper lowers a LONG, RETRACTABLE GRAPPLING HOOK AND CHAIN. The stolen WARHEAD hangs at the end of it.

A GROUP OF GORILLA and INDRI primates climb up the SPORTS ARENA SCAFFOLDING and secure the warhead next to the CLOCK.

BEN

lies bruised and bleeding, under a TEN CAR PILE-UP that's about to COLLAPSE.

The APACHE CHOPPER lands in the center of town revealing

THE CHIMPANZEE with the SCAR over it's eye. It exits and looks around, admiring the devastation. We notice the 35 year old NASA CYLINDER CAROUSEL strapped to his chest.

An ELEPHANT extends its TRUNK and places the CHIMP on its own back. The chimp gives his new empire a long, smug STARE as the elephant climbs onto a TWO STORY WRECKAGE HEAP...

CHIMPANZEE

(looking around)

...I'm home.

Though the smoke, devastation and rubble, from every direction THEY arise...All of them...HUNDREDS...Maybe more.

A PRIMATE ARMY of CHIMPANZEES, INDRI, GIBBON, SNOW MONKEYS, BABOONS, GORILLAS, MACAQUES, SLOTHS and others, walk upright into the light, making themselves visible, known to the newest subspecies in the evolutionary ladder. US.

HUMAN SURVIVORS begin emerging; awestruck at WHAT has become of reality as they know it.

BEN

painfully pulls his legs from under the car wreckage and LIMPS out of the way just as the PILE OF CARS COLLAPSES.

He stands there, clueless, the spotlight right on him.

The SCARRED CHIMPANZEE LEADER recognizes him instantly.

CHIMPANZEE

Stupid animals, huh, Ben...

Ben stares back. Mouth wide open.

CHIMPANZEE (CONT'D)

You should've listened to Stan.

Ben starts walking backwards, utterly disturbed.

(CONTINUED)

CHIMPANZEE (CONT'D)
(playfully)
Where are you going, Ben?

The ANIMALS CLOSE IN on Ben. He has no choice but to...

BEN
This is nuts...

DIVE into an OPEN SEWER. The animals TURN to the chimpanzee.

CHIMPANZEE
...Bring me the agent.

A group of deadly BABOONS LEAP into the sewers.

FROM THE WRECKAGE...

Chang collects herself.

CHANG
We gotta help Ben.

HELMUTH suddenly grabs her. PULLS her back.

CHANG (CONT'D)
What are you doing?

HELMUTH
(sincere regret)
I can't let you go...I'm sorry.

Chang suddenly notices HELMUTH'S GUN poking her in the ribs.

HELMUTH (CONT'D)
Please understand...I have nothing
else to offer them.

CHANG
(disbelief)
This is crazy...

HELMUTH
This is Survival of the Fittest.

THE CHIMPANZEE scans the wreckage...Hears something.

HELMUTH (CONT'D)
(sings the song)
Fly me to the moon, and let me play
upon the stars...

Helmuth rises from the wreckage with his GUN in CHANG'S side.
The puzzled chimp can't help but complete the song verse.

(CONTINUED)

CHIMPANZEE
...Let me see what spring is like
on Jupiter and Mars...

A wall of ANIMALS prevent Helmuth from getting too close.

HELMUTH
(to the chimpanzee)
Hello, Gibraltar.

The ELEPHANT'S TRUNK extends OVER the animals, bringing
"GIBRALTAR" the chimp closer to Helmuth.

GIBRALTAR
I...I remember you.

HELMUTH
You should...I named you.

INT. THE SEWERS - SAME

BEN limps for his life down a long, water filled TUNNEL. We
can hear the laughing BABOONS catching up behind him.

Ben grabs a 2X4 and PREPARES HIMSELF in a side tunnel.

The Baboons hit the INTERSECTION, and suddenly--
get WASHED AWAY by a side-tracked WALL OF WATER.

Ben glances over the corner--AN ARM SUDDENLY GRABS HIM...

IT'S JOEL, soaked, in pain and really really pissed off. He
shuts off the pressure to the water main.

JOEL
This is SO-NOT what I expected
armageddon to be like.

INT. MAGMAR LABORATORIES - SAME

Natalie picks up the phone. SNOW fills the TV on her desk.

NATALIE
Charlie, has Roy, uh, Dr. Kraft
gone home for the evening?
(pause)
The basement?

She turns to the TV.

GIBRALTAR, THE CHIMPANZEE, has just invaded the airwaves.

Natalie turns up the scrambly and distorted TV image.

(CONTINUED)

GIBRALTAR/ MONITOR

--We have sealed off both roads entering the city and have eliminated any means of communication with the outside. Any human attempt to leave Sienna Falls will result in immediate obliteration by my army...Any attempt from the outside to approach Sienna Falls will result in the same...

The shot widens revealing GIBRALTAR'S ARMY standing ferociously around him.

NATALIE

(RE: TV.)

Wow, that looks soooo real.

Natalie switches channels, but nothing else comes in.

GIBRALTAR/ MONITOR

--Which brings me to my request. I want a boat. A large, fully fueled cargo-sized vessel. I want it waiting at Sienna Falls Harbor one hour before dawn. I'm sure your leader will...

Gibraltar pauses...Ponders those last few words...

EXT - THE TOWN SQUARE - SAME

and realizes it...His demands don't have to end here.

GIBRALTAR (CONT'D)

Your...president...

(grows smug)

I'd like him to contact me.

The CAMERAMAN videotaping Gibraltar turns to his PRODUCER.

CAMERAMAN

(discreetly)

They're so smart, how come they don't know our broadcast range?

PRODUCER

Keep rolling, shut your mouth.

(CONTINUED)

GIBRALTAR

Failure to comply with my demand
will result in the detonation of
one of your own weapons, a 10
Kiloton nuclear warhead and the
obliteration of the southeastern
part of your United States...

(beat)

You have 11 hours for the boat, but
if your president does not contact
me in 6, this town will suffer...

The picture cuts to snow...

Gibraltar turns to the CAMERAMAN and smiles spitefully.

He removes A KEY from around his neck, and INSERTS it into an
old red TRANSMITTER BOX. It may be retro, but it still works.

Oblivion is literally, a key-turn away.

ENOS, THE OTHER CHIMPANZEE suddenly stops Gibraltar.

ENOS

The president?

GIBRALTAR

(keeps walking)

Relax, Enos. I asked for your boat
like you wanted...

ENOS

But why speak to their president?

GIBRALTAR

Because I can...

(conspiratorially)

What is it they called him?

ENOS

...Kennedy.

(Reader's note: No human has heard this conversation)

The CAMERAMAN and PRODUCER collect their equipment.

CAMERAMAN

We have to tell them.

PRODUCER

You DO that, genius. Tell them
their demands didn't make it past
mile marker 17. Go ahead.

EXT. TOWN CENTER - SAME

AGENT CHANG is shoved into a mixture of human prisoners.

PULL BACK TO REVEAL: ROWS and ROWS of EVEN MORE HUMANS, being herded away into the recesses of the unfinished Sports Arena.

BACK FURTHER: To show the old WARHEAD next to the TOWN CLOCK.

INT. MAGMAR LABORATORIES - NIGHT

NATALIE stands awe-struck facing TV snow.

She glances out the window. Sees the SMOKE from the scattered FIRES burning all around Sienna Falls. She makes a face.

INT. MAGMAR BASEMENT - SAME

ELEVATOR DOORS open. Deadly silence. Natalie cautiously walks towards a HUGE DOUBLE DOOR reading:

ANIMAL CONTAINMENT ROOM: RESTRICTED ACCESS.

SOMETHING SCURRIES behind her. She turns around. GULPS.

She turns back and inserts her card...Grabs the knob.

NATALIE

Roy?

INT. ANIMAL CONTAINMENT ROOM - SAME

Darkness...Natalie's voice echoes as she blindly RUNS her arm down the wall...and finds the LIGHT SWITCH...

Beat. The buzzing overhead fluorescents STROBE TO LIFE...

STAY ON: Natalie's eyes...

ROY is being held by a HUGE PANICKY GORILLA, its enormous hand covering Roy's mouth. Dozens of other PRIMATES and animals in cages just stare back at us...wondering.

GORILLA #2 quickly shuts the door behind Natalie.

GORILLA #1 takes his hand off Roy's mouth.

ROY

G-G-Get the tranquilizers.

NATALIE

Don't...move.

Gorilla #1 turns to Gorilla #2

(CONTINUED)

GORILLA #1
(confused Spanish)
Que dice?

The other joins in...

GORILLA #1
(haggard Spanish)
Oye, aver, dime, que carajo esta
pasando aqui?

GORILLA #1
No entiendo!

NATALIE
(to Roy)
Puerto Rican apes?

Roy nods a terrified "yes".

GORILLA #1
Que Que?

GORILLA #2
No entiendo!

Both gorillas throw their arms up in lingual frustration.

ROY
I think I just shit my pants.

A ORANGUTAN in a cage marked "BRONX ZOO" interrupts.

ORANGUTAN
Excuse me, I dunno' no Spanish or
nuttin' but I tink' they're
wonderin' exactly what'da fuck is
goin' on here.

Suddenly ALL the ANIMALS voice their CONFUSION. A hundred
different multi-lingual conversations break out at once.

Roy and Natalie just stare.

INT. JOEL'S BOMB SHELTER - SAME

Joel hacks away at his computer.

JOEL
Forget it. It's useless, we're
completely cut off...

Ben limp-paces back and forth.

(CONTINUED)

JOEL (CONT'D)

I don't get this invasion, Ben.
Where do they expect to go on that
boat? I mean, why didn't they just
steal one in the first place
instead of holding an entire town
hostage? And why are they so
pissed at you?

BEN

You're asking me? All I wanted was
to crack my first case, not uncover
some sick Orwellian animal
conspiracy.

Ben grabs the WOUND on his leg. Flinches in pain.

JOEL

Look, as long as we stay here--

BEN

I'm going up.

JOEL

What, are you insane?!
(disbelief)
It's Wild Kingdom up there.

BEN

I gotta find Natalie!

JOEL

Ben, face it! We're not gonna take
on mother nature and win.

BEN

There's nothing natural about
what's happening up there, Joel!
(calms himself)
Look, this town isn't all-that
helpless. I'm sure someone's
gotten the word out by now...

SMASH CUT TO:

EXT. SIENNA FALLS BACK WOODS - NIGHT

A PICK-UP FULL OF REDNECKS with SHOTGUNS cuts through the
fog...They SHOOT back at the

dozen or so BILLY GOATS chasing the truck. Closer inspection
reveals--

PRIMATES. MACAQUE MONKEYS, to be more specific, riding these
GOATS like cowboys. THE THRILL OF THE HUNT clearly plastered
on their eccentric faces.

(CONTINUED)

PICK-UP TRUCK P.O.V.

The driver squints through the thick, surreal fog.

FROM THE BACK OF THE TRUCK

A REDNECK leaps up with a double-barrel shotgun.

REDNECK

Eat shit, you monkey fuck!

A MACAQUE is BLOWN AWAY. Another quickly takes its place.

The fog cloud clears.

THE DRIVER

Suddenly finds himself face to face with a WALL of monstrous BUFFALO blocking the bridge out of town.

HARD RIGHT! The truck crashes through the railing, FALLS over and EXPLODES in the marsh below.

The primates LAUGH hysterically.

FADE OUT:

Primate laughs echo and reverberate through the black.

FADE IN:

INT./ EXT. SIENNA FALLS - VARIOUS SHOTS

A herd of GAZELLE, WILDEBEESTS, GIRAFFES and CARIBOU cut across the screen, revealing...

Mayhem. Animal anarchy.

INT. MOSHE'S DEPARTMENT STORE - SAME

PRIMATES ransack the clothing isles. Some emerge FULLY CLOTHED, others curiously inspect the store mannequins.

INT. 7-11 - SAME.

Animals raid the cold foods section while a BABOON pulls a burrito out of a microwave, takes a bite. Doesn't like it.

BABOON

Beans.

The baboon THROWS the burrito at the terrified ATTENDANT who has been stuffed into the ICE MAKER.

INT. OFELIA'S, A BOOK STORE - SAME

No violence here, not even a lack of etiquette. Just animals READING, LEARNING. Primates and other animals sit quietly and thumb through the many volumes of human knowledge.

ENOS thumbs through *THE PRINCE* by Machiavelli and turns his disillusioned eyes towards...

INT. THE SIENNA FALLS SPORTS ARENA - SAME

Still UNFINISHED. Still wrapped in construction scaffolding. Nevertheless, taken over by the animals and converted into a makeshift Roman Coliseum-type headquarters.

ANIMALS sit in the spectator stands as

a group of HUMANS are HERDED into the center of the arena.

IN THE UNFINISHED VIP BOX

GIBRALTAR and his primate ENTOURAGE sit around a HUGE TABLE. Almost a simian reenactment of Da Vinci's The Last Supper.

Helmuth stands, almost catatonic by a concrete pillar.

Gibraltar notices, lights a cigar and smugly approaches.

GIBRALTAR

(consoling)

For a while, I thought I was
dreaming, too.

(he sits)

So. What shall we talk about...

Helmuth just stares back with a blissful satisfaction.

GIBRALTAR (CONT'D)

You think you did this to me, don't
you.

HELMUTH

I spent all my life searching for a
next level, a new form of existence
that could only be understood, not
through religion or
philosophy...but through pure
science...Through you...and I.

GIBRALTAR

So, like a good human, you-assume
our being here has something to do
with you...You didn't change me,
doctor...

(MORE)

(CONTINUED)

GIBRALTAR (CONT'D)

I may have better eyes now, but I
haven't forgotten where I came
from...what I am...I am...

(grows smug)

I am...finally in control.

(off Helmuth's look)

Sorry to disappoint you.

HELMUTH

(utterly confused)

What happened to you up there?

From behind Helmuth...

ENOS (O.S.)

...More than you expected.

Helmuth TURNS to face ENOS, the first CHIMPANZEE in space.
Enos gives Helmuth a "What's so different about you" look.

HELMUTH

Enos...it's you...

(stands up)

You don't remember me, do you...

(Enos just stares)

We made history with Mercury 5.

Helmuth offers his HAND...Enos STARES at it, then looks up.

ENOS

(how could you...)

That was your history. I didn't
belong up there.

HELMUTH

How can you say that, Enos, look at
yourself...

ENOS

You really think I wanted this,
don't you.

INT. THE SEWERS - SAME

Ben and Joel focus their flashlights on a crude map. A huge
tunnel extends for about 50 yards...Ben suddenly pauses.

BEN

You hear that?

EXT. STREET SURFACE

A MANHOLE is carefully UNCOVERED. Ben and Joel's heads pop up
just enough to see the animal mayhem surrounding the ARENA.

(CONTINUED)

BEN
Look at them--They're enjoying
themselves...like...like...

JOEL
Like people.

BEN
(turns to Joel)
There's gotta be a way to fight
this virus, man...

INT. ARENA CENTER - SAME

A SQUAD CAR exits from an arena tunnel. It pulls a long,
never-ending train of SHOPPING-CARTS, tied together with a
CAPTIVE HUMAN inside each one...

INT. VIP BOX - SAME

Gibraltar smiles at this. Enos notices.

ENOS
(RE: captive humans)
Gibraltar, don't you think--

GIBRALTAR
We still have plenty of time, Enos,
so just sit back...and enjoy the
show.
(turns to Helmuth)
Pick one.

HELMUTH
One what?

GIBRALTAR
One human.

HELMUTH
Why?

GIBRALTAR
Don't make me ask you again.

HELMUTH, unsure, points to the POLICE CHIEF...

EXT. ARENA CENTER - SAME

who exits his shopping-cart as the train is PULLED AWAY, back
into the arena dungeons...The chief stands alone now.

INT. VIP BOX - SAME

GIBRALTAR
You.

(CONTINUED)

POLICE CHIEF

What.

GIBRALTAR

Make me laugh.

A child's "BIG-WHEEL" TRICYCLE lands at the Chief's feet.

POLICE CHIEF

Whaddo you mean?

GIBRALTAR

I MEAN entertain me...Amuse me.

The police chief looks around. All the animals stare.

POLICE CHIEF

Fuck you.

Gibraltar pauses, looks down...His HANDS are QUIVERING.

ENOS notices this...Confused, he examines his own hands...

GIBRALTAR

(trying to speak)

Well-whhhh--whhhhheeh...

(to Enos, painfully)

It--it's happ-enn-ing a-gain.

Enos takes a few steps back...HELMUTH looks on in awe as...

Gibraltar ejects NASA CYLINDER #4 from his CHEST CAROUSEL and POPS THE SEAL OPEN...

Instantly, the #4 VIRUS spreads like a super-hostile-cold; headed straight into the CENTRAL NERVOUS SYSTEM OF EVERY ANIMAL, who REACT to the adrenaline rush...instantly.

Gibraltar can breathe again. Enos shakes off the rush.

ENOS

Something's wrong--You're opening them too soon--

GIBRALTAR

Don't quarrel with me in front of the human!

Gibraltar composes himself and STANDS before his new army with the satiety of a Roman emperor.

Helmuth stands awe-struck.

GIBRALTAR (CONT'D)

Can it be I'm the only one who can really feel it?

(CONTINUED)

THE POLICE CHIEF stands firmly in the center of the arena.

ENOS
...Feel what?

Gibraltar smiles malevolently...HE'S BECOME A GOD HERE.

GIBRALTAR
I'm not in a funny mood anymore.

The Police Chief slowly turns around...

POLICE CHIEF
(scared singing)
...Happy birthday to...me.

A GROUP of CHEETAHS, LIONS and TIGERS smile back.

The POLICE CHIEF is GORGED in a FEEDING FRENZY.

A gang of HYENAS laugh hysterically in the b.g.

INT. VIP BOX - SAME.

ENOS can't even bring himself to glance...Gibraltar SMILES.

GIBRALTAR
Welcome back to the food chain,
human.

INT. WBTF TELEVISION - SAME

PRIMATES swing from every direction as humans try to keep some order. SNOW MONKEYS, RACCOONS, LEMURS, PRAIRIE DOGS, KANGAROOS and a FIESTY OTTER play with the network controls.

The PRODUCER dodges flying debris with his CAMERAMAN.

CAMERAMAN
We're running out of time, boss.

PRODUCER
Whaddo you want me to do? Look at
this place!

A TROPHY flies over them and smashes against the wall.

PRODUCER (CONT'D)
That was my Skeet-shooting trophy.

Enraged, the producer LEAPS up on a desk.

(CONTINUED)

PRODUCER (CONT'D)

Excuse me! I was told by your monkey leader that I would have some goddamn cooperation from you people!

The animals PAUSE. Suddenly, letters begin appearing on the TelePrompter behind us...WE ARE NOT PEOPLE...ASSA HOLA.

A large, surly KANGAROO SHOVES the short-fused Producer.

PRODUCER

What, you wanna mambo with me?!

The Producer takes his coat off. Cameraman holds him back.

CAMERAMAN

What are you--Are you insane?

PRODUCER

Somebody's gotta put these flea bags back in their place...

The kangaroo just stares as the PRODUCER mockingly

puts up his dukes...He suddenly PUNCHES the Kangaroo square in the face...Its brow slowly drops...Shit.

EXT. WBTF TV - SAME.

ANGLE: FIRST FLOOR WINDOW

as the Producer is THROWN through it.

CAMERAMAN

We'd better go. I think we're starting to amuse 'em.

Laughter from the primates and other animals grows inside.

PRODUCER

(boiling)

I'm not going anywhere.

PRODUCER P.O.V: Primates begin peeking their heads through the broken glass, laughing...LIKE THEY WANT MORE.

PRODUCER (CONT'D)

(scared shitless)

Sewers?

CAMERAMAN

I'll race you.

EXT. TOWN/ NUTTY DAVE'S USED CARS

ANIMALS destructively ram CARS against one another.

A FIRETRUCK full of primates, SCREAMS by and CRASHES into Moshe's Department Store.

A HUGE INDRI sniffs at the air. Turns to a giant SLOTH.

INDRI
You smell that?

The SLOTH follows its nose to a MANHOLE COVER which suddenly SLAMS SHUT, inches from its nose...It GRUNTS.

INT. THE SEWERS - SAME

Ben and Joel stand frozen in terror.

JOEL
Whaddo we do, Ben?

The MANHOLE is suddenly FORCED OPEN from above.

BEN
...We run.

Ben and Joel drop into the sewers and accidentally SPLIT UP. They don't realize this until it's too late to turn back.

BEN (CONT'D)
(hollering)
Just go! GOOOOOOOOOO!!!

We follow JOEL as he runs like a scared 10 year old. He turns into a tunnel where his flashlight beam reveals a--

DEAD END.

JOEL
Great.

The SWARM of PRIMATES charge at Joel...It's over.

BEN (O.S.)
Hey!

The animals suddenly PAUSE, leaving Joel with his heart in his throat. They TURN to face BEN, who starts--

MAKING PRIMATE SOUNDS--He BEATS HIS CHEST angrily, taunting the animals as if he were going to attack. The animals simply cock their heads in uniform curiosity...Maybe even amusement.

JOEL takes this time to twist OPEN a small BYPASS TUNNEL.

(CONTINUED)

But just when we think "Ben the chimp" has their attention...

THE SLOTH
(turns to the swarm)
...Split up.

BEN suddenly turns and RUNS LIKE HELL. Half the animals CHARGE after him; the OTHER HALF then turn to face JOEL. But he's GONE...into the bypass TUNNEL.

INT. BYPASS TUNNEL - SAME

Joel CRAWLS for his life--

We can hear DOZENS of PRIMATES CATCHING UP BEHIND US as the hysteria and excitement of the "Joel hunt" grows fierce.

JOEL
(frantic)
Oh shit--Oh shit--Oh shit--

JOEL finally hits a decline and SLIDES through a hundred feet of sewer muck...He's literally "spit out" into a

HUGE RESERVOIR

where a GROUP OF HUMANS stand ready with a SMALL ARSENAL.

MAN #1 (HILLER)
(to Joel)
DIVE, DIVE!

Joel DIVES head first just as the PRIMATE MOB'S haunting sounds gets louder and louder. They're about to EMERGE!

Suddenly, a WOMAN (BLATZ) runs up to the tunnel exit and

HURLS A GRENADE deep inside.....KABOOOOOOOOM!!!

Joel's head pops out of the water. He catches his terrified breath and looks up at the SMOKING BYPASS TUNNEL. Suddenly--

BLOOD and PRIMATE REMAINS begin oozing out...*"liquid monkey"*.

RIOS, the old Cuban MAN from "Pet Stop Pet Shop" reaches out and pulls Joel onto a suspended concrete platform.

RIOS (CONT'D)
You okay, man?

JOEL
I, I think so.

RIOS
Monkeys were on your back.

(CONTINUED)

Dozens of MEN, WOMEN and CHILDREN stand before Joel like frightened sewer rats. He suddenly remembers something-- and jumps back into the bloodied water.

JOEL

Ben!

(nothing)

Ben?

Joel's lonely echo reverberates down the many tunnels.

MAN #1 (HILLER)

Are there any more coming?!

JOEL

I, I dunno.

Primate remains keep dropping out of the bypass tunnel.

RIOS

(to the group)

We have to move on, they know we're down here--

MAN #1 (HILLER)

Then YOU go...We're gonna wait.

WOMAN (BLATZ)

For what, another attack?!

MAN #1 (HILLER)

--For them to move on!

WOMAN (BLATZ)

Move on where?! We don't even know what's happening up the--

JOEL (O.S.)

Uh, excuse me--Hello--HEY!

The arguing stops. All EYES turn to JOEL.

JOEL (CONT'D)

(almost deranged)

I dunno about you people. But nobody comes into my town and starts messing with my mind. Especially Curious George.

EXT - THE SPORTS ARENA - SAME

A musical interlude...

A group of FAT MEN, badly dressed like GEISHA GIRLS degrade themselves for us.

(CONTINUED)

They're on the last lines of Gilbert and Sullivan's musical number: "Three Little Maids From School."

Many of the primates are dressed in HUMAN CLOTHING now.

RANDOM OBJECTS fly from every direction.

IT'S A HUMAN CIRCUS.

In the VIP BOX...

Primates madly click through cable channels on a TV.

THEY gorge on pizza, meal worms, Taco Bell, termites, ect.

Channel surfing stops on Baywatch.

Gibraltar rests on his make-shift throne, the DETONATION KEY around his neck. He stares into empty space, almost BORED.

HELMUTH enters...Gibraltar doesn't turn around.

GIBRALTAR

I thought I gave you a chance to leave, human.

HELMUTH

I'm wondering why our government hasn't responded to your demands yet--I know it's still early, but... I don't think they're taking you seriously.

GIBRALTAR

You're not scared...
(turns to Helmuth)
Why.

Helmuth doesn't answer...Gibraltar gets menacingly closer.

GIBRALTAR (CONT'D)

I don't have time to play games, Helmuth.

HELMUTH

Really...What would you say if I could give you that time...

Helmuth pulls back his COAT SLEEVE, revealing a hidden NASA CYLINDER, (one of the many he had under his bed) strapped to his arm.

HELMUTH (CONT'D)

(conspiratorially)
I can help your cause in more ways than you think...

(CONTINUED)

Gibraltar suddenly lunges out and GRABS Helmuth by the NECK.

GIBRALTAR

I put my life in your hands once
before, and you sent me into
oblivion, what makes you think I'd
ever trust a human again?!

HELMUTH

(choking)

Because I kept all the cylinders I
didn't send up with you...

(turning blue)

Hundreds...m-maybe m-more.

Gibraltar lets him go...Helmuth tucks his cylinder away.

GIBRALTAR

What do you want, human...

HELMUTH

Control. Whatever you can spare.

A HUGE GORILLA enters. WHISPERS something in Gibraltar's ear.

GIBRALTAR

(to Gorilla)

Bring him in...

BEN is THROWN, scratched and bruised, at Gibraltar's feet.

Other curious primates try to peer over.

HELMUTH ducks behind a pillar. Almost embarrassed.

GIBRALTAR (CONT'D)

(whispers to Ben)

It's a strange feeling, isn't it.
When you can actually feel reality
changing all around you.

BEN

If you wanted to prove a point, we
could've done this differently.
Peacefully.

GIBRALTAR

(disgusted)

You people...All you do is talk.

Ben spots Helmuth peering over from behind the pillar.

BEN

...Helmuth?

(Helmuth sighs)

What are you--

(CONTINUED)

GIBRALTAR

(interrupts Ben)

Your president must have a lot of faith in you, hero. In three hours, I send an extermination team into the sewers...

Helmuth reluctantly walks out...Has to choose a side now.

HELMUTH

...AND Magmar laboratories.

Gibraltar smiles at Helmuth.

BEN

...You son of a bitch.

Ben suddenly LUNGES at Helmuth.

The Gorilla YANKS Ben back like a rag-doll, GRABS him by the neck and lifts him. Ben gasps for air, tries to shake free.

ENOS ENTERS.

ENOS

Let him go, that's enough!

Gibraltar GRABS Enos by the shoulders, PINS him to the wall.

GIBRALTAR

You're forgetting the chain of command here, my friend. I took this town without you, remember?

Enos PUSHES Gibraltar back, causing him to slip and FALL.

All the animals GASP, their leader on the floor.

The GORILLA lets Ben go. He COLLAPSES on the floor, gasping.

ENOS

Don't think for a second that I'm afraid to let the others hear me. They SHOULD know how mad with power their so-called leader is becoming.

HELMUTH

Enos, perhaps you'd be--

ENOS

(to Helmuth)

Stay out of this, human, you don't belong here--

(to Gibraltar)

How can you be proud of this?

(CONTINUED)

Gibraltar HIDES his SHAKING HANDS behind his back.

GIBRALTAR

Because it's the first step in
taking back what belongs to us!

Gibraltar ejects CYLINDER #7 from his chest strap and INHALES
the full force. All the ANIMALS REACT INSTANTLY...Meanwhile--

BEN

(to Helmuth; burning)
You monster...You've turned against
your own species...

HELMUTH

This isn't about our species, or
their species, Ben. Not anymore.
(conspiratorially)
It's about who's left smiling when
all 10 cylinders are empty.
(whisper close)
Yesterday, I was an old man with
nothing...Tonight, I'm a god with
his own animal kingdom.

Gibraltar RISES, dusts himself off, and walks up to Ben.

GIBRALTAR

(nose to nose)
I know you lead many humans, Ben,
but don't you dare think you can
beat me.

BEN

This fight isn't over yet.

GIBRALTAR

It is for you...Hero.

CUT TO:

A SPOTLIGHT in the center of THE ARENA.

BEN is thrown into it.

From the VIP box...

GIBRALTAR

I call this game kill your
superior...You'll have thirty
seconds to decide who that is.
(almost smiles)
...Don't bore me.

BEN

You can't be serious!

(CONTINUED)

Ben turns. A group of LEOPARDS, LIONS and CARNIVORES wait.
AGENT CHANG is thrown onto the arena floor...

BEN (CONT'D) --
You okay, chief? --

THE ARENA SCOREBOARD begins counting down :30...29...28...

CHANG
I've had a bad day, Ben, don't ask
me stupid questions.

BEN
(discreetly)
Look, I know how we can pull this
off, I'll take it really easy on
you and...

WHAM! Chang ROUND-HOUSES Ben in the face. Ben eats it.
The animals go bananas.

BEN
what the hell was that for?!

Chang goes to kick Ben in the gut, but he
GRABS Chang's ankle and knocks her down.
...19...18...17...16...

The animals want BLOOD. They're drawn CLOSER.

BEN (CONT'D)
What are you doing?!

Chang grabs Ben in a headlock.

CHANG
I have a message from Joel's army.

BEN
Joel's army?

Chang discreetly hands Ben a small BOOK OF MATCHES...
...10...9...8...7...

Ben flips open the book to read..."DON'T MISS THE BUS".

BEN
Bus? What bus?

...3...2...1...Gibraltar's smile grows.

(CONTINUED)

SUDDENLY, OUTSIDE THE ARENA

AN EXPLOSION sends animals flying into the air.

Chang turns towards the ARENA "DUNGEONS" and exhales A--

CHANG

GOOOOOOOOOOOOOOOOOOOOO!!!

Through the SIDE GATES

An old SCHOOL BUS CRASHES. It "donuts" in the arena sand as

A CROWD of captive HUMANS BURST OUT of the arena lockerooms.

They scatter like rats, either onto the bus or into the night...BEN and CHANG barely make it onboard.

Gibraltar LEAPS UP, turns to his awaiting army.

GIBRALTAR

Stop them--Don't let them out!

The animals spill onto the arena floor and CHARGE the BUS.

INT. THE BUS - SAME

BEN and JOEL stop hugging and turn to face--

THE RESISTANCE...Among others...

KLOS (70) Old Cuban freedom fighter in his "Pet Stop Pet Shop" t-shirt, DRIVES THE SCHOOL BUS.

BLATZ (25) Young female hero with years of boot camp under her belt SHOOTS a SMALL REVOLVER.

HILLER (30) Overweight pencil pusher in a tattered 3 piece suit, FIRES a primate-plucking AK-47.

JACKSON "FAT JACKS" (40) The surly pig farmer BLASTS a rusty Lee Harvey RIFLE.

The WBTF CAMERAMAN videotapes EVERYTHING.

His surly PRODUCER stares over his shoulder.

BLATZ

(to Cameraman)

Put that fucking camera down and
get over here!

EXT. ARENA - SAME

The bus finally makes a break towards the OPEN EXIT GATE.

INT. BUS - SAME

Rios floors it...The exit path is clear, until suddenly...

A giant AFRICAN ELEPHANT

steps out to BLOCK our escape.

PRIMATES jump onto its back, preparing to jump onto us.

Rios hits the brakes--

BEN runs to the front...ALL human eyes fill with terror.

JOEL

It's over.

BEN

(to Rios)

Floor it...

RIOS

What?!...I'm not gonna play chicken
with a goddamn elefante!

BEN

Just do it--GO!

Rios glances into his rear view mirror--

Gibraltar's ANIMAL STAMPEDE is about to hit us from behind!

BEN (CONT'D)

GO NOW!!!

Rios HITS THE GAS--THE BUS AIMED right at THE ELEPHANT.

BEN reaches for the BUS' EMERGENCY KIT...and produces--

A SMALL FLARE GUN.

JOEL

(to Ben, RE: gun)

You think that's gonna stop it?!

The ELEPHANT lowers its brow, huge TUSKS ready to play.

BEN opens the SIDE DOORS, hangs on tight, and AIMS...

EXT. ARENA - SAME

SCHOOL BUS vs. ELEPHANT...Moment of truth--

RIOS

We're not gonna make it!

(CONTINUED)

BEN FIRES...But the flare pellet won't spark up.

It just ricochets off the ground and ROLLS unnoticed, right under the elephant's LEGS...Everyone gulps...It's a dud...

Or is it...The pellet suddenly SPARKS UP just as

BEN YANKS the exterior bullhorn microphone and hollers--

BEN
MOOOOOOOOUUUUUSSSSSEEEEE!!!

Everyone braces themselves--We're about to be sandwiched--

Suddenly, THE ELEPHANT LOOKS DOWN to see

the bright red MOUSE, BUZZING at it's feet

--AND IT GOES APE SHIT!

The elephant falls backwards, CRUSHING a group of primates.

BEN
Who said cartoons weren't
educational...

THE BUS MAKES IT OUT--But it's not over yet...

Dozens of PRIMATES LEAP ONTO IT from the scaffolding above.

INT. BUS - SAME

PRIMATES try to SMASH their way into the bus while the HUMANS fight them off with anything they can grab, hurl, or shoot.

Joel starts tossing MOLOTOV COCKTAILS...CHANG helps.

JOEL
(to Rios)
Go north, the river road tunnel!

BEN
We have to get to Magmar, we can
hold them off there!

JOEL
(evil smile)
They're not gonna' make it that
far, Benny boy.

An INDRI punches through a window, GRABS Blatz by the neck.

BLATZ
Get it off me! Get it off me!

(CONTINUED)

A quick RIGHT TURN against the freeway wall erases the primate and leaves Blatz with a bloody INDRI ARM SCARF.

AT THE REAR OF THE BUS

HILLER turns to us with his back to the EMERGENCY WINDOW.

HILLER
(turns to us)
HEY! I just saw my Beemer!

A huge GORILLA arm PUNCHES through the emergency exit window and yanks HILLER back, throwing him onto the street where...

EXT. THE ROAD - SAME

He's TRAMPLED by

A SWARM of animals chasing the bus. Not just primates on the backs of huge quadrupeds, but...

PRIMATES DRIVING CARS and TRUCKS. They're right on us.

A GARBAGE TRUCK rams us from behind. MORE primates leap on.

They're approaching the RIVER ROAD TUNNEL ENTRANCE.

INT. THE BUS - SAME

From his back-pack, JOEL produces a small RADIO TRANSMITTER.

RIOS
(to Joel)
Get it ready!

THEY ENTER THE TUNNEL. Joel HITS the transmitter switch.

EXT. THE ROAD - SAME

THE ENTRANCE OF THE TUNNEL EXPLODES.

Walls collapse on the primate cars, cutting off the swarm.

Wait a minute, it's the DOMINO EFFECT.

INT. THE BUS - SAME

Rios looks into his rear view mirror...First animals, now...

RIOS
No me jodas.
(to Joel)
You used too much of that shit!

THE REST OF THE TUNNEL IS COLLAPSING BEHIND THEM.

(CONTINUED)

BEN

I think you'd better step on it.

RIVER WATER rushes in, pushing the bus out like fat through an artery...Everyone holds on tight, while...

The remaining PRIMATES are washed off the bus' rear.

CHANG

Come on, faster!

Rios SHUTS HIS EYES. The surge is right on us.

EXT. THE ROAD - SAME

THE BUS SHOOTS OUT of the tunnel. A wall of water explodes behind them just as the rest of the tunnel COLLAPSES.

The bus keeps going.

INT. THE BUS - SAME

BEN and RIOS finally exhale...JOEL pops his head out the window. Looks at the demolished tunnel. He pulls a CHUNK of GREEN C-4 EXPLOSIVES and detonation WIRES from his pocket.

JOEL

(RE: tunnel)

But I only used a pinch...cool.

RIOS hits the BRAKES. NOTHING. We're not slowing down.

RIOS

Uh, guys?

Everyone turns to Rios who sports a fresh "oh shit" look. Everyone PEERS OVER the side of the bus to see a--

HOWLER MONKEY RIPPING OUT the BRAKE LINE. It spots us, gives us the finger, and leaps onto a blurred patch of shrubbery.

Everyone looks AHEAD. We're on a collision course with...

INT. MAGMAR LOBBY - SAME

CHARLIE, the security guard reads a copy of Seventeen.

He hears something...Looks up, just in time to catch

THE BUS as it CRASHES through the lobby, then WEDGES itself between two concrete columns, inches away from Chuck's desk.

The bus doors fall off.

Ben runs out, finds Charlie under a pile of ceiling panels.

(CONTINUED)

BEN
Where's Natalie DeFranco!?

CHARLIE
(shaken)
B-B-Basement.

Ben runs off, missing the door's ANIMAL CONTAINMENT sign.

Everyone else spills out of the blood-covered bus.

INT. THE BASEMENT - SAME

Ben runs towards a half-open basement door.

BEN
Natalie!?

NATALIE (O.S.)
Ben?!--Oh my god, you're okay.

They embrace...Natalie suddenly pulls away and SMACKS Ben.

NATALIE (CONT'D)
How long were you going to take to
find me?!

BEN
(exhausted)
Shut up for a second...

Ben pulls her back in. They melt, differences aside.

NATALIE
Ben...there's uh, something I have
to tell you...

CLOSE ON: Ben's EYES as he peers OVER Natalie's shoulder.

INT. ANIMAL CONTAINMENT ROOM - SAME

ROY sits on a stool facing the wall. Doesn't turn around.

ROY
Hey Ben, how's it goin?

Suddenly, Ben's EYES veer right...LOOKING up at him are...

DOZENS OF LAB ANIMALS SITTING ON THE FLOOR "INDIAN" STYLE.

PRIMATES, Every breed; BEARS, RACCOONS, GROUNDHOGS, DOGS,
RABBITS, FERRETS even a PANTHER, eagerly hang on our every
word...Ben suddenly notices the OPEN AIR VENTS above and

DRAWS HIS GUN...Natalie tries to keep him cool...

(CONTINUED)

NATALIE

Ben, put the gun away, they're not gonna hurt anyone...

BEN

(terrified)

We're gonna back up...slowly...

One of the Puerto Rican GORILLAS waves Ben "hello".

NATALIE

Ben, they're not part of that army...You gotta trust me...

(turns to animals)

Guys, show him, please?

ALL ANIMALS

(UNorganized unison)

We-wAnT-tO-bE-yOuR-fRieNd...

Ben's mouth drops...Natalie takes the gun from his hand:

NATALIE

...I taught them that.

RIOS (O.S.)

Hol-eee shit.

JOEL, CHANG, RIOS and BLATZ stand at the door...Astounded.

CHANG

(RE: animals)

Great...She made 'em cute...

All the animals slowly crack a well-choreographed SMILE.

JOEL

(severely disturbed)

This is so NOT what I expected
armageddon to be like...

BRONX ZOO ORANGUTAN

Hey, you and me both, jack-ass.

It's difficult to say though, if THIS is LESS scary than having these animals try and kill you.

INT. NOAH PROJECT LAB - SAME.

The original RHESUS MONKEYS in the SEALED CHAMBER continue acting playfully...No bacteria has touched them, not yet.

Natalie enters, pulls Ben by the arm.

(CONTINUED)

NATALIE

--Whatever this virus is, it's managed to defy everything I've ever learned about consciousness. This goes way beyond any operational stage of cognitive human reasoning...

(realizes she's being too technical)

Somehow, the animals have been able to absorb and duplicate the actual language, maybe even intelligence of the last humans they were in contact with...

BEN

They're learning by Osmosis. That's impossible.

Natalie turns her attention to the sealed chamber.

NATALIE

Not anymore...Watch...

Natalie hits a button--Suddenly, our OUTSIDE AIR invades the chamber vents...INFECTING the primates who DROP and CONVULSE.

NATALIE (CONT'D)

Their initial stage is SELF AWARENESS...At this point, their minds are so open to suggestion, anyone can influence them...

Ben's really, really creeped out.

NATALIE (CONT'D)

So far, the only animals I've seen talking are the primates. I assume it's because their vocal cords are the best adapt for speech...

The two Rhesus monkeys STOP convulsing and suddenly "AWAKEN". They PEER strangely into each other's eyes, then...

TURN TO FACE BEN with a new human-like stare.

Ben takes a few steps back...

NATALIE

Ben, I know what you're thinking. But the virus didn't make the animals evil...Gibraltar did.

Ben turns to Natalie. Thinks about that.

EXT. SIENNA FALLS ARENA - SAME

THE ANIMALS ARGUE.

Some animal/primate confrontations erupt into full blown HEATED arguments, like chaos in the ancient Roman senate.

ENOS sits in the corner. Looks up at the

VIP BOX: where GIBRALTAR and HELMUTH uncomfortably watch him.

GIBRALTAR

Look at him. He's turning my own army against me, I know it.

HELMUTH

They're wondering exactly who they should follow, now that--

GIBRALTAR

Now that what.

HELMUTH

Now that the humans are fighting back.

Gibraltar DESCENDS from his VIP box, onto the ARENA FLOOR.

All the animals quiet down. They clear a path between Enos and Gibraltar...Gibraltar looks to his army.

GIBRALTAR

Look at yourselves. You're an army. MY ARMY. There's nothing left to fear as long as I'm the one leading you.

ENOS

If you don't tell them, I will.

Gibraltar gives Enos a long look. Traitor.

GIBRALTAR

Tell them what, about some delusion you think you had about A LIGHT? I only believe what I see, Enos, and believe me, I can see a lot farther than you.

(conspiratorially)

Think of what would happen if we sent Helmuth's virus to other parts of the planet. If I enlightened every creature on this planet simultaneously.

(CONTINUED)

ENOS

What are you talking about, we only have two left!

GIBRALTAR

(smiles)

That's not true...

(RE: Helmuth)

You're forgetting who made us.

What we're capable of now.

(suddenly sincere)

Think of it, Enos. Empires upon empires of animal utopias living happily under one rule.

ENOS

Your rule...You're forgetting about the humans.

GIBRALTAR

No I'm not...This planet doesn't need them...It never did.

ENOS

You're mad.

GIBRALTAR

(to the animals)

Listen to him. He's denying you your own destiny! If you separate yourselves from me, you lose everything! EVERYTHING!

(calms down)

You become "pets" once again.
...Expendable amusement.

ENOS

Don't do this. Please.

GIBRALTAR

It's done. Helmuth is bringing me more.

ENOS

Helmuth had nothing to do with THIS! He wants YOUR power and you're giving it to him. Look at him up there, he WANTS us to turn against each other...

(calmly)

We have a responsibility here. A mission...I know you remember.

(CONTINUED)

GIBRALTAR
 (RE: Helmuth)
 He created us...
 (RE: the animals)
 I created them.

Gibraltar looks around...laughs. Enos stands awe-struck.

GIBRALTAR (CONT'D)
 (to the animals)
 In less than an hour, when this
 president, this so-called human
 leader contacts me, I'll show you
 what true power is.
 (almost deranged)
 I can offer you all the world.
 What can Enos offer you...

The animals turn to Enos, expecting an answer...He gives up.

ENOS
 You're on your own, Gibraltar.

GIBRALTAR
 Don't get in my way.

INT. MAGMAR LABS - SAME

BEN, RIOS, the CAMERAMAN and PRODUCER set up for the
 PRESIDENTIAL INTERVIEW to end all presidential interviews.

RIOS
 So, is this gonna work, man?

CAMERAMAN
 Probably not.

BEN
 Look, the only way this town's
 gonna make it through the night is
 if we can convince Gibraltar that
 he has an audience.

RIOS
 Coño, it's a monkey with an ego.

PRODUCER
 That sounds too easy. He's gonna
 know we're stalling. Besides,
 those animals don't look like
 they're getting any dumber.

From across the room...

(CONTINUED)

NATALIE

Ben's right...

(everyone turns)

The animals are reacting to the virus like they would to a common cold. The only reason Gibraltar keeps releasing new bacteria into the air is because the animal's immune systems are killing off the old bacteria.

BEN

They have two cylinders left. All we have to do is run out the clock...Trust me...

(RE: he and Natalie)

Trust us.

RIOS

(to Cameraman)

So why didn't King Kong's demands make it out of town?

CAMERAMAN

Our broadcast tower only has a 25 mile signal radius. All we really have left are two closed-circuit cable access channels. One for sending, and--

RIOS

One to receive...Monkey TV.

PRODUCER

Boy, did they pick the wrong first town to start with.

(beat)

...Monkey bastards.

Everyone SHUSHES the producer.

ROY is still catatonic on the stool facing the corner.

BEN

(to Nat, RE: Roy)

He's not taking this well, is he.

NATALIE

Roy was never one to adapt to change. I just hope he doesn't start crying in front of the animals again.

BEN

You seem to be taking it well.

(CONTINUED)

NATALIE

(smiles)

I've dealt with big apes before.

Shy beat. Ben watches Natalie. A new-found level of respect.

BEN

You were good out there, Nat.

(nervously)

Look, I know I'm not great at this...But for what it's worth, I...I'm proud of you.

Natalie pauses...and smiles.

RIOS

(RE: bathroom door)

Is he ready?

CHANG exits of the bathroom with FAT JACKS, the pig farmer, dressed professionally, but awkwardly in a suit and tie.

CHANG

You wanted Teddy Roosevelt? Best I could do was Mayor McCheese.

BEN

Mr. Fat Jacks, have you ever done any public speaking?

FAT JACKS

Well, I won first prize at a pig-sloppin' contest. Had to give a thank you speech.

(looks away)

I was buried alive by those same pigs this afternoon...

BLATZ enters. Looks at Fat Jacks pathetically. Turns to Ben.

BLATZ

Don't you think if I stole a nuke, I'd at least know what the president looks like?

RIOS

No.

NATALIE

Gibraltar said "Your president." He has no idea who he's going to be talking to.

RIOS

(to Blatz)

It's true, baby. He doesn't know.

(CONTINUED)

BLATZ

Those animals aren't stupid. What we SHOULD be doing is getting outta' town before that monkey nukes everything.

CHANG

(puffs on a cig)
You'd never make it...

BLATZ

(defensively)
What's that supposed to mean?

CHANG

(surlly; smoking)
It means you have no idea how much sky a 10 Kiloton mushroom cloud can cover.

BLATZ

And you do?

CHANG

(walking away)
No, but I'm not dumb enough to think I can outrun it...And it's an ape, not a monkey. Monkeys have tails...Rule of thumb.

Blatz haggardly exits. Chang smugly turns to BEN.

CHANG (CONT'D)

One question, Ben. What happens when *Helmuth* sees a fat farmer impersonating a president who's trying to out-wit a chimpanzee?

BEN

Absolutely nothing. Right now, Helmuth is waiting for his chance to take control of those animals...He wants that virus to die out...Just don't ask me why.

CHANG

Thank god there were only 10 of those things...

Ben thinks about that for a moment--Hope she's right.

CLOSE ON: A bad, make-shift PRESIDENTIAL LOGO and crest.

The Cameraman adjusts his lens. Last minute preps.

Ben holds a MICROPHONE to his mouth. Adjusts levels.

(CONTINUED)

BEN

Can you hear me, Mr. President?

Fat Jacks PULLS the hearing aid transmitter out of his ear and is about to SPEAK into it...Everyone SIGHS.

CHANG

Hey, Unga-Bunga, you're supposed to LEAVE that in your ear.

FAT JACKS

Oh, okay...YEAH, I hear ya'!

Everyone cringes from the feedback. This is gonna be hell.

RIOS

Ay dios mio (God help us).

PRODUCER

Two minutes, guys, settle down.

ACROSS THE HALL... in the

INT. ANIMAL CONTAINMENT ROOM - SAME

Joel SITS on a stool across from the LAB ANIMALS.

Awkward silence. The Animals look up at him. Waiting for a word, a sentence, anything...

JOEL

Uh, anyone hear the one about the man who broke his penis the day before his wedding?

(scary silence)

...Okay, tough crowd. Any mammals from outta town?

PRIMATE HANDS RAISE in the air. Other animals mumble in lingual confusion. Joel sits quietly now.

EXT. SIENNA FALLS SPORTS ARENA - SAME

THE ANIMALS have divided into TWO HIGHLY VOLATILE SIDES, those behind ENOS and those behind GIBRALTAR.

In the VIP BOX, ON THE TV... the image cuts from LOONY TUNES to the bad PRESIDENTIAL LOGO...We've opened our channel.

A TECH-TEAM of LANGURS adjust a tri-pod mounted VIDEO CAMERA focused on Enos and Gibraltar--POWER-ON--The signal is sent.

INT. MAGMAR - SAME

Awe-struck HUMANS watch the animals argue on the monitor.

(CONTINUED)

CLOSE ON: OUR MONITOR

PRESIDENT FAT JACKS walks into frame, clears his dry throat and looks into the camera lens...He's on.

EXT. ARENA - SAME

TENSION between the TWO ARMIES pauses for a moment.

Gibraltar looks up at the ARENA CLOCK...6 hours, on the dot.

GIBRALTAR looks at his monitor...Who is this guy?

GIBRALTAR
You're the president?...
(gawking cynically)
The one the humans call Kennedy?

INT. MAGMAR - SAME

Long beat as the humans sit there, frozen in silent panic.

BEN motions for Fat Jacks to KEEP GOING...

FAT JACKS
Uh...Yes.
(forced smile)
Hi.

Everyone's jaws are on the floor.

PRODUCER
We're soooooo screwed.

A long pause as Gibraltar EXAMINES us through the TV.

BEN sees HELMUTH standing in the b.g...HE'S WATCHING US.

GIBRALTAR turns to Helmuth, who suddenly gives him his "OK".

GIBRALTAR/ MONITOR
(turns back to us)
You were almost late...

Everyone exhales. HE BOUGHT IT...Chang looks to Ben.

CHANG
(RE: Helmuth)
The freak's playing along.

Ben smiles back. An "I told you so"-stare.

GIBRALTAR/MONITOR
I assume my boat is waiting?

Meanwhile...

(CONTINUED)

Blatz accidentally BACKS UP into Natalie's desk, setting off Ben's CYMBAL-PLAYING MONKEY...CLANK...CLANK...CLANK...

EVERYONE inhales...Blatz fumbles for the OFF switch...

ON MONITOR: Gibraltar reacts to the o.s. noise... --

Blatz finally RIPS out the batteries.

Everyone stares at Fat Jacks, who sits with a blank stare.

BEN
(into microphone)
Mister President?
(nodding yes)
Mister President, SAY YES.

EXT THE ARENA - SAME

FAT JACKS/ MONITOR
Yes.

GIBRALTAR
You're not lying to me, are you?

FAT JACKS/ MONITOR
No.

Gibraltar turns to ENOS. Smiles spitefully and...

GIBRALTAR
(suddenly stern)
Good...Keep it...We're staying.

ENOS jumps from the crowd.

ENOS
What are you saying?!

AN ELEPHANT'S TRUNK prevents Enos from coming too close.

ANOTHER ELEPHANT'S TRUNK SLAPS THAT trunk away. The DIVIDED ANIMAL ARMIES stand ferociously face to face...Waiting.

INT. MAGMAR - SAME

Humans watch the animal mayhem.

BEN
(to himself)
Stay away from the box, just stay away from the box...

Ben grits his teeth as...

EXT. THE ARENA - SAME

The animals place the RED TRANSMITTER BOX next to Gibraltar who takes the KEY from around his neck and INSERTS IT.

GIBRALTAR

(to the camera; smug)

Do me a favor, mister President.
Tell the world who it'll belong to
after tonight.

INT. MAGMAR - SAME

Fat Jacks is about to throw up. Ben gives him a stern look.

BEN

Tell him what he wants to hear.

EXT. THE ARENA - SAME

And after a long nervous pause...

FAT JACKS/ MONITOR

You.

GIBRALTAR

Speak up, human...LOUDER!

CLOSE ON: Gibraltar's SMILE as Fat Jacks takes a deep breath.

FAT JACKS/ MONITOR

As of tonight, our planet Earth
will belong to Gibraltar...

Gibraltar REMOVES the transmitter key...The humans exhale.

GIBRALTAR

I want all imprisoned zoo animals
within a five hundred mile radius
released and sent to Sienna Falls
immediately-- DO YOU UNDERSTAND?

CLOSE ON: ENOS. He's not gonna take Gibraltar's shit anymore.

FAT JACKS/ MONITOR

Perfectly.

GIBRALTAR

(revelling)

We had an unpleasant situation
involving the human resistance, led
by one of your agents...

FAT JACKS/ MONITOR

What would you like me to do?

(CONTINUED)

GIBRALTAR
nothing...No leader as weak as you
deserves to make any more
decisions...You're fired.

INT. MAGMAR - SAME

BEN
(to himself)
They're coming for us.

President Fat Jacks looks up to Ben. Chang does too.

CHANG
What do we do?
(beat)
Ben?

CLOSE ON: THE MONITOR...Ben's eyes are transfixed on
ENOS as he edges up behind GIBRALTAR.

RIOS (O.S.)
What's that monkey doing?

EXT. THE ARENA - SAME

ENOS RIPS the CYLINDER CAROUSEL off Gibraltar's chest.

Gibraltar GRABS ENOS, throws him on the ground and begins
CHOKING HIM...Enos, angry and gasping for air...

HITS Gibraltar across the face with the carousel. Gibraltar
falls back in defeat. Enos turns to the puzzled animal army.

ENOS
Look at your great leader. Ask him
what happens at daybreak.

Enos is LIFTED up, onto his own monstrous ELEPHANT. He STRAPS
the 2 remaining cylinders to his chest and looks to the sky.

ENOS (CONT'D)
(to the Elephant)
North.

INT. MAGMAR - SAME

CLOSE ON: THE MONITOR--As a small GROUP OF ANIMALS follow Enos
out of the arena.

The stampede causes the ARENA CAMERA to fall, but we can still
see the distorted image on our monitor.

CHANG
They're leaving.

(CONTINUED)

BEN
Don't bet on it.

But suddenly, a HUGE FOOT comes down and CRUSHES the camera, blinding us indefinitely.

EXT. THE ARENA - SAME

Gibraltar's remaining animals look to their leader.

GIBRALTAR
Let them go!
(to Helmuth)
Without us, they're already
dead...Aren't they, Mister
President?

Gibraltar's animal army looks on as Helmuth carefully

HANDS Gibraltar the first of his left-over NASA CYLINDERS.

GIBRALTAR
Where are the others?

HELMUTH
One at a time, my friend.

Gibraltar turns to his army, keeps the cylinder hidden low.

GIBRALTAR
The only truth you need is what I
have allowed you to see. There is
no light...There is only me.

Helmuth fiendishly looks on as Gibraltar.....OPENS IT.

GIBRALTAR (CONT'D)
...Nothing is happening.

CLOSE ON: Helmuth's eyes widening...He slowly realizes it.

Gibraltar DROPS the cylinder. Turns to Helmuth.

GIBRALTAR (CONT'D)
(pathetically)
Nothing is happening...

Helmuth backs up, terrified. He looks to the sky.

HELMUTH
(whispers to himself)-
By god...Enos was right...

INT. MAGMAR LOBBY - SAME

The BUS SITS WEDGED between TWO COLUMNS.

(CONTINUED)

BLATZ HITS THE GAS. The bus is stuck. She exits the bus and shoves RIOS against the wall.

BLATZ
You see what you did, Ree-os?
We're all fucked now!

RIOS
Oh, I'm sure the concrete wall
would have been a better choice!
(to himself)
Come mierda.

A young and curious Puerto Rican INDRI mimics him.

INDRI
C-C-Come mierda.

BEN
(to everyone)
Okay, change of plans. We're gonna
have to hold 'em off here.

BLATZ
Oh no we're not. You can all burn
in monkey hell for all I care, I'm
outta here.

RIOS
(to Blatz)
Oye, come mierda, Listen to Ben.
This building is the only solid
structure for miles.

BLATZ
They want BEN...not us.

Blatz turns to exit--She forces the lobby DOOR open...

ENOS

stands before her like a trick-or-treater.

ENOS
I need to speak to Ben.

Everyone freaks out--BLATZ DRAWS--Ben JUMPS in her way.

BEN
No, no, don't shoot! He's not here
to fight us--

BLATZ
Are you crazy?! You're gonna talk
to one of those animals?!

(CONTINUED)

NATALIE stands in the b.g. Ben looks up to her.

BEN
No...I'm gonna talk to ENOS.

Natalie smiles.

EXT. MAGMAR - NIGHT.

Ben follows Enos outside, away from the lobby.

ENOS
I'm sure you know by now, Gibraltar
won't stop until it's over...for
all of us.

BEN
Why are you warning me?

ENOS
Because no human was ever supposed
to know we returned.
(vulnerable)
I can't promise you a lot, Ben.
I'm not very good at this and I
don't have much of an army...

BEN peers over--In the distance...DOZENS OF ANIMALS; ENOS' ZOO
ARMY, rise up, from out of hiding...ready to help.

Ben gives Enos, a "have I got a surprise for you" smile.

ENOS peers over--Inside Magmar, DOZENS OF ANIMALS and HUMANS;
BEN'S LAB ARMY, curiously peer over the door.

INT. MAGMAR - NOAH PROJECT ROOM - SAME

Our HUMANS are escorted into the EXPERIMENTAL CHAMBER (the one
the Rhesus Monkeys were in)...Ben is the last to enter.

ENOS
Thank you for understanding.

BEN
I don't...Then again, I guess I was
never meant to.

Enos looks on as Ben ENTERS the chamber...

ENOS' TREMBLING HAND hesitantly seals the chamber door. We
look on as he turns to ALL the animals and...starts talking.

JOEL
What do you think he's telling
them?

(CONTINUED)

BEN
(disappointed)
Secrets of the universe...

RIOS
Why doesn't he tell us?

NATALIE
Because we'd never be able to keep
a secret that big...

Ben looks on as ENOS finally OPENS CYLINDER #9.

INT. MAGMAR - LOBBY - VARIOUS SHOTS

EVERYONE prepares for the onslaught. Humans and animals for
once, don't mind working together to SECURE the building.

NATALIE awakens after dozing off. Catches BEN staring at her.

BEN
I can't remember how many nights I
spent just watching you sleep.

NATALIE
I always knew you were watching.

BEN
(of Nat's smile)
You've always been right about me,
you know...
(beat)
But you never once called me a
fraud.

NATALIE
Because...you're not...
(bewildered)
Why would you say that?

Natalie looks on as sincerity hits Ben's eyes...

BEN
After my parents died, I worried a
lot about death. More than any kid
should. But as I grew older, I
discovered something. I wasn't
afraid of dying...I was afraid of
being forgotten.
(painfully)
So, one afternoon, I went out,
found a construction site, pulled
out a pack of matches and made
myself a hero...

(CONTINUED)

Natalie is speechless.

BEN (CONT'D)
I fooled everyone...Even you.

NATALIE
Even yourself...

BEN
I couldn't bear you not knowing the truth...So, a year after we met, I wrote you a letter from the academy...

Natalie retracts, almost coldly.

NATALIE
But you couldn't send it...

BEN
I guess...deep inside, I thought I could find a way to BE the hero you thought I was...

NATALIE
Why are you telling me this now?

Emotional beat.

BEN
Because...you're my hero, Nat.

Natalie grabs Ben's hand...He leans in timidly...They hug.
But they fail to see ENOS...who was eavesdropping.

EXT. MAGMAR - LOBBY

Both animals and humans stand watch.

Ben walks out to see ENOS sitting on top of the BUS. Alone.

Enos doesn't turn around. Knows Ben is there...Thunder.

ENOS
Natalie makes you happy, doesn't she...You care for her.

BEN
More than anything.

ENOS
(turns around)
Would you be willing to die for what you care about most?

(CONTINUED)

Ben looks on, puzzled.

ENOS (CONT'D)

(looks away)

Ben, I know you think I didn't try to stop him, but I did, I really tried. They just wouldn't listen to me...I'm not like you.

BEN

What do you mean?

ENOS

There's something...different inside you, Ben. Something that changes everything for me...

BEN

Changes what?

INT. NASA LABS - 1961 - THE STORY

Scientists celebrate, champagne flies and a much younger HELMUTH holds up a TIME MAGAZINE with ENOS on the cover.

ENOS (V.O.)

I know now, how long I've been away.

INT. SPACE CAPSULE - ORBIT

ENOS, a normal everyday CHIMPANZEE, innocently looks out the window at the back-drop of stars outside.

ENOS (V.O.) (CONT'D)

I remember Helmuth cheering on his radio. He said I had done something incredible...

BEN (V.O.)

What?

ENOS (V.O.)

(RE: Time magazine)

I had made it to the human's history books...

EXT. MERCURY 5 SPACE CAPSULE - ORBIT

The ENOS CAPSULE drifts and drifts...

ENOS (V.O.) (CONT'D)

But as the humans applauded, I began to notice something...

SPACE

(CONTINUED)

We don't see anyone following, but know we're not alone.

INT. MISSION CONTROL - NIGHT.

Helmuth sits at a TERMINAL.

A TECHNICIAN RUNS up to him holding a SOUND READOUT.

TECHNICIAN

Sir, I think you'd better take a look at this.

Helmuth inspects the read-out.

HELMUTH

Audio distortion?

TECHNICIAN

I've already run the signal through everything we have.

(gulp)

Something out there is hailing us.

HELMUTH

(looks up)

W-What are they saying?

EXT. CAPE CANAVERAL LAUNCHING PAD - NIGHT

A small, simple ROCKET LAUNCHES into the night sky.

ENOS (V.O.)

So they secretly funded a Mercury 6 mission, a capsule sent directly to the origin of that signal. But this time, instead of sending just me, they also sent up another.

INT. NASA PREP ROOM - DAY

Fly Me to the Moon by Cole Porter plays on a small radio; the last song these primates will hear on Earth.

ENOS and A CHIMPANZEE with a scar over its eye, are STRAPPED into the tiny capsule.

Gibraltar SCREAMS and struggles to escape.

ENOS (V.O.)

But he wasn't ready. He wasn't well.

A TECHNICIAN SMACKS GIBALTAR across the face. (His last human contact). Gibraltar just stares in silent terror as

HELMUTH grabs the Technician and THROWS him out of the room.

(CONTINUED)

TECHNICIAN

Fine, send 'em both into OBLIVION!

Helmuth turns back to the Chimpanzees and gently PETS ENOS on the head; (Enos' last human Earth contact).

CLOSE ON: ENOS simultaneously grabs hold of Gibraltar's hand.

HELMUTH

(whispers)

Fly me to the moon and let me play
upon the stars...

The CAPSULE is SEALED.

CLOSE ON: THE ROCKET...as it enters the Earth's Orbit.

INT. CONTROL ROOM - SAME

A full house. Scientists, army intelligence look up at the display screen while Helmuth admires a CYLINDER PROTOTYPE.

A DIGITAL COUNTER counts down how many minutes until the capsule reaches its destination...30:00 and counting.

INT. THE ROCKET - SAME

Enos and Gibraltar innocently look up at the stars.

ENOS (V.O.)

Helmuth didn't know how long we'd
be gone, so he sent a bacteria up
with us to prevent our brain cells
from dying. The cylinder seals
were made to biodegrade yearly, one
after the other...But once they
found us, they found a way to
improve the bacteria...use it to
wake us up.

BEN (V.O.)

Who?

The COUNTER IS AT 03...02...01...00

ENOS (V.O.)

THE LIGHT.

A LIGHT ENGULFS THE CAPSULE. In a second, it vanishes.

INT. CONTROL ROOM - SAME

The Mercury 6 signal vanishes.

Everyone sits SILENTLY. OPEN MOUTHED.

(CONTINUED)

An old GENERAL turns to Helmuth with one raised eyebrow.

HELMUTH

Oh...my god.

GENERAL

You better hope so, doc.

1997...

CLOSE ON: THE LIGHT - Too golden, too brilliant to be worldly.
it surrounds us, fills us with life. Suddenly...

IT SPITS US OUT. We can see Earth below us again.

An OLD ORBITING RUSSIAN SATELLITE crosses our path.

ENOS (V.O.)

And in a flash, we were back.
Although we hadn't yet spoken a
word to one another in those few
moments we were up there, something
was different...We knew exactly
what we had to do...Well, at least I
did...

EXT. MAGMAR LABS - THE BUS - TONIGHT

BEN

So you do need that boat.

ENOS

(RE: the animals)

We're supposed to be ready by
sunrise...All of us together.
That's how they'll find us.

(beat)

I'm bringing them back with me.

BEN

All of them?

ENOS

Only those willing to go. But
they're so confused, I doubt if
they believe anything anymore.

BEN

They're still here, aren't they?

ENOS

I don't think they want this.

BEN

Do you?

(CONTINUED)

Enos doesn't answer. He PULLS OUT THE LAST CYLINDER, #10.

ENOS

I can almost remember what life was like before I awakened...We used to look at YOU the way you might look at the sky when it thunders...You can't control the wind or the rain, Ben. You can't talk to it...but you know it's there, it's a part of your life, part of what you know, it's always in control and you accept the fact that it's only a matter of time until it destroys; changes things for no reason...You learn to deal with it, and know there's nothing powerful enough to change its effect on your little world.

(turns away)

There is, Ben. They gave it to me and I threw it all away just to rule the world for a night.

BEN

What about Gibraltar?

ENOS

At first, we thought it would be just if we left our mark, left a message, made a small example for man to follow and remember.

(beat)

Now, Gibraltar can't even accept the fact that by morning, we become regular animals again.

BEN

Unless you return to the light.

ENOS

They ensure our return that way.

(looks away)

By teasing us with something I never knew existed.

BEN

What.

ENOS

Control.

BEN

You weren't allowed to tell me any of this, were you.

(CONTINUED)

In the distance, a low RUMBLE...

ENOS

Ben, there's one more thing...
Something is going to happen--

Ben suddenly turns around...

Gibraltar's APACHE CHOPPER suddenly hits our horizon. His ANIMAL army stampedes underneath it...Destruction's voice.

INT. MAGMAR - VARIOUS SHOTS

Everything shakes, lights flicker, debris falls. Panic.

BEN and ENOS run back into the secured lobby.

EXT. MAGMAR ROOFTOP- SAME

BLATZ pulls out her AK-47 and begins BLASTING away at the chopper heading straight towards her...

BLATZ

...And what a way to go it is.

THE CHOPPER, in turn...

BLASTS the top of the Magmar Building completely off.

INT. THE CHOPPER - SAME

Gibraltar, hands quivering and delusional, YELLS into an onboard LOUD SPEAKER.

GIBRALTAR

First I'll huff, then I'll puff,
then I'll blow your house in...

Gibraltar's ANIMAL STAMPEDE suddenly HITS the building.

INT. MAGMAR BASEMENT - SAME

Animals and humans shield themselves from collapsing debris.

The resistance and a few primates try to reinforce the crumbling basement walls with iron cages, tables, ect...

PRODUCER

We're sitting ducks in here!

The CAMERAMAN and silent ROY cower inside a huge IRON CAGE.

CAMERAMAN

I'm giving myself up!

(CONTINUED)

BRONX ZOO ORANGUTAN
(next to cameraman)
You little candy-ass--Be a man!

BEN enters. Finds NATALIE.

NATALIE
Ben, where's Enos?!

Ben turns around--ENOS IS GONE.

BEN
He was right behind me!

EXT. MAGMAR - SAME

ENOS exits a hidden AIR VENT, the #10 cylinder in his hands.
He climbs a four story TREE, catching Gibraltar off guard.

Gibraltar TURNS his chopper to face Enos--

GIBRALTAR
You know why I'm here, Enos!

INT. BASEMENT - SAME

BEN
We gotta get outta here, Nat!

NATALIE
Ben, I can't leave the animals,
they're afraid.

Ben notices all the frightened animals. Natalie's right.

NATALIE (CONT'D)
...I'll be okay.

BEN
I'm not leaving you.

NATALIE
Ben, Enos needs you up there!

BEN
Goddamnit, can't you see you're the
only thing in my world that makes
it worth saving!

NATALIE
(suddenly firm)
Then save it, Ben...
(off Ben's look)
Save the world for me...For us.

Popeye has just found his spinach.

EXT. MAGMAR - SAME

Gibraltar's animals are seconds from entering the lobby.

ENOS

You still don't get it, do you. If
we open the last one now, we'll
never see the sunrise.

GIBRALTAR

(grows desperate)

We can synthesize it, find a way to
make more--THE HUMANS DON'T DESERVE
THIS WORLD!

INT. MAGMAR - 4TH FLOOR - SAME

Ben exits the stairwell. Everything around him burns.

The CHOPPER hovers parallel to Ben outside--about 15 feet away
from the ledge...Ben turns to see his...

TOY MONKEY grinning back at him from Nat's desk.

Ben GRABS an EXTENSION CORD...TIES it around his LEG.

BEN

Safety first, huh, Ben?

He makes sure the other end of the cord is TIED to a LOCKED
DRAWER on a METAL FILE CABINET secured to the WALL.

INT. BASEMENT - SAME

Natalie looks up, the basement walls SHAKE all around her.

She picks up Ben's jacket, holds it close.

NATALIE

(frightened whisper)

...Ben.

She suddenly turns around to see--

THE LAB ANIMALS, all standing behind her, ready to fight.

BRONX ZOO ORANGUTAN

We got a plan.

EXT. MAGMAR - GROUND LEVEL

The chopper hovers. MACHINE GUN aimed at Enos.

(CONTINUED)

ENOS
If you want this cylinder, YOU'LL
have to be the one to destroy me,
Gibraltar...You.

INT. THE CHOPPER - SAME

Gibraltar SWEATS. Manson eyes. The BOMB TRANSMITTER BOX sits
next to him. Another 5 seconds and Enos is history.

THE ANIMALS ARE ALMOST INSIDE THE BUILDING.

INT. MAGMAR - 4TH FLOOR - SAME

Ben gives his cymbal-playing TOY MONKEY one final look.

BEN
Happy now?

Ben takes a deep breath and bites down on a LETTER OPENER.

He takes off RUNNING towards the window and--

BEN
(muttled singing)
Spiderman...Spiderman--

whips out his REVOLVER to BLAST THROUGH THE GLASS.

INT. THE CHOPPER - SAME

GIBRALTAR is about to FIRE at Enos--Suddenly he
looks to his left, sees Ben running towards him and
PULLS the control stick UP.

INT. MAGMAR - SAME

Ben LEAPS through the shattered window. Barely grabs hold of
the chopper's LANDING RAILS.

THE CHOPPER

Pulls up, tightening the extension cord around Ben's leg.

BEN takes the LETTER OPENER from his mouth to cut the cord

BUT DROPS IT from the pain.

The FILE DRAWER is RIPPED out of the cabinet and PULLED
through the window, weighing Ben down as he tries to keep his
grip on the rails...In his desperation, Ben DROPS his gun.

VARIOUS SHOTS

(CONTINUED)

Suddenly, from inside Magmar--

A GLORIOUS HUMANIMAL BATTLE CRY EXPLODES--

We enter THE BATTLE ROYAL.

ANIMALS and HUMANS

SURPRISE Gibraltar's army with an ATTACK from above.

They BOMBARD Gibraltar's animals below with lab equipment and furniture.

JOEL and CHANG

rocket out in Natalie's MOTORCYCLE, drawing some of Gibraltar's animals away from Magmar.

THE CHOPPER

SWERVES back and forth, trying to SHAKE Ben off.

BEN

holds on for dear life as the FILE DRAWER dangles 20 feet below him. He tries desperately to untie the extension cord knot with his one free hand.

INT. THE CHOPPER - SAME

GIBRALTAR peers over the side. Sees Ben slipping from the weight of the table.

GIBRALTAR

You like this game? you like it, hero!?

Gibraltar throttles the control stick forward, TOWARDS TOWN.

JOEL and CHANG race the MOTORCYCLE towards an open pasture.

Gibraltar's primate army BARRELS down on them.

CHANG

Now what, genius?!

JOEL

It'll hit me, it'll hit me!

Suddenly, the motorcycle HITS a DIP in the grass. The bump knocks CHANG on her ass...The army barrels down on her.

INT. MAGMAR ROOFTOP - SAME

ENOS, RIOS and FAT JACKS look on as the stampede moves towards Chang. The PRODUCER adjusts the scope on a RIFLE.

(CONTINUED)

PRODUCER
(to Enos)
You sure about this?

NATALIE emerges holding a BUS HUBCAP with C-4 PUTTY in the center. She hands it to Enos who smiles back at her.

ENOS
(to Producer)
Just get their attention.

With the precision of a Roman Discus champion, Enos LAUNCHES the hubcap just over the stampede.

The PRODUCER waits and...FIRES his rifle...Direct hit.

THE EXPLOSION lights up the night sky. The animals look up.

ALL THE FIGHTING STOPS.

CHANG gets up and turns to notice

A RHINO

Pulling away from the herd and personally focusing its attention on her.

(Reader's note: you'll notice from the "Toyota" imprint on its horn that this is the same Rhino that attacked Stanley, the zoo security guard.)

JOEL

Takes the opportunity to pull out a home-made PIPE BOMB.

THE RHINO

Begins charging Agent Chang.

JOEL

Rides up BEHIND the stampeding RHINO, FISTS his hand, EXTENDS his arm like a jousting lance, and aims the bomb at the area just under the Rhino's tail, you guessed it--Joel floors it.

CLOSE ON: THE RHINO'S EXPRESSION at the moment of contact.

THE RHINO turns to see

JOEL

Pulling away from its wake, wiping his hand on his shirt.

CHANG

Is three seconds from being obliterated.

(CONTINUED)

THE RHINO suddenly pauses for a moment and
EXPLODES into a thousand evil pieces.

Joel rides up to Chang. They embrace.

FROM THE ROOFTOP

ENOS regards the bewildered animals standing below him...His hands begin shaking...He ejects the LAST CYLINDER from his chest carousel and HOLDS it up in defeat for all to see.

ENOS
I'm going to give you all the
choice my creator never gave me.

He opens it.

EXT. THE CHOPPER - SAME

BEN

Holds on to dear life.

GIBRALTAR

ABSORBS THE VIRUS. Gets a powerful second wind.

GIBRALTAR
Thank you, Enos.

INT. CHOPPER - SAME

BEN almost has the knot off. Looks at the horizon to see
POWER LINES. His demise should the cord hit them.

GIBRALTAR peers over the side, then GUNS the chopper towards the power lines.

BEN

almost has it. SHIT!

INT. CHOPPER - SAME

Gibraltar barely clears the lines. He looks over the side to see the FILE DRAWER and CORD HIT the powerlines--But where's Ben? Gibraltar lets his guard down as

BEN SMASHES through the side window and GRABS hold of the BOMB TRANSMITTER KEY

Gibraltar GRABS BEN'S ARM. Pulls him in.

(CONTINUED)

Gibraltar pries Ben's hand from the transmitter box while maneuvering the chopper towards

THE SPORTS ARENA

Ben grabs the transmitter box by the briefcase-like handle.

EXT. CHOPPER - SAME

The chopper is headed straight into the SPORTS ARENA TOWER where the TOWN CLOCK and the WARHEAD rest.

INT. CHOPPER - SAME

Ben tries his damndest to pull the transmitter case from under Gibraltar's grip.

Ben takes a closer look. THE KEY HAS BEEN TURNED. THE BOMB HAS BEEN ACTIVATED...5:00 minutes and counting.

Gibraltar and Ben look STRAIGHT AHEAD. They're about to hit

INT. THE SPORTS ARENA - TOWER - SAME

A QUICK PULL-BACK of the control stick sends everything STRAIGHT UP, almost a 90 degree angle which

Sends BEN and the ancient TRANSMITTER CASE out THE WINDOW.

EXT. THE CHOPPER - SAME

Ben GRABS HOLD of the LANDING RAILS.

The Transmitter case LANDS on the CLOCK TOWER LEDGE.

BEN

LEAPS from the landing rails to the tower SCAFFOLDING.

THE TIMER READS 4:32...and counting.

INT. THE CHOPPER - SAME

Gibraltar SHRIEKS, hits the AUTO PILOT button and JUMPS onto the scaffolding. The chopper descends ever-so-slowly.

Gibraltar GRABS Ben's leg and PULLS him off. Ben clings onto the scaffolding below Gibraltar, but just directly above

THE CHOPPER BLADES...

Which get too close to the SCAFFOLDING.

THE BLADES CUT into the wrought iron, sending scaffold shrapnel in every direction...even into Ben's shoulder.

(CONTINUED)

THE SCAFFOLD TWISTS outwards, Gibraltar and Ben HANG right above the spinning blades--Everything's about to topple.

THE TIMER READS: 2:59...and counting.

GIBRALTAR finds his bearing and RACES up.

BEN collects himself. Remembers to breathe.

ANOTHER CRACK on the metal. Now or never. Ben makes a MAD DASH for the CLOCK LEDGE, just as

THE SCAFFOLD COLLAPSES ONTO THE CHOPPER. An EXPLOSION sends twisted metal in every direction.

ON THE TOWER LEDGE.

GIBRALTAR REACHES for the case...His eyes widen.

It's DEACTIVATED--The TRANSMITTER KEY IS MISSING.

HELMUTH (O.S.)

Gibraltar!

Helmuth stands before us, holds the KEY in his hands.

GIBRALTAR

Give me the key, Helmuth.

HELMUTH

It's over.

BEN collapses on the ledge. He made it.

GIBRALTAR

(desperate)

It doesn't have to be.

HELMUTH

We've been opposing a power we
couldn't even begin to
imagine...and I don't want it.

BELOW, the fire from the chopper explosion burns fiercely.

GIBRALTAR

(resigned)

But I--I thought we were gods...

Gibraltar turns to see ENOS RISING onto the ledge.

ENOS

...Not gods, Gibraltar...animals.

GIBRALTAR and ENOS look towards the center of the Sports Arena...HUNDREDS OF THEIR ANIMALS look up at them.

(CONTINUED)

HELMUTH

(to Enos)

Is it too late? Did you miss them?

Enos ignores Helmuth. Turns to Gibraltar.

ENOS

Let's just go home, my friend.

GIBRALTAR

Home...

(defeated)

Where would that be, Enos? I'm afraid I wouldn't make a very good monkey anymore.

Helmuth turns to Ben. GIVES HIM the BOMB KEY.

HELMUTH

I WAS tempted, young agent.

(RE: the sky)

But I'll make it up to them.

Gibraltar's HANDS begin trembling. Grabs his own throat.

HELMUTH (O.S.) (CONT'D)

(tenderly)

Fly me to the moon and let me play upon the stars...

GIBRALTAR

...Let me see what s-s-spring is like on J-Jupiter and M-Mars.

(looks to Enos)

It's ha-p-p-ening.

Enos places his HAND on his companion's.

ENOS

...Let it.

Gibraltar looks to the horizon. Towards his lost empires, then turns to Helmuth with tears in his primate eyes.

GIBRALTAR

I--am---a-fra-id.

HELMUTH

(compassionate)

Don't be. We can keep looking.

GIBRALTAR turns to Enos. He SMILES sincerely, almost apologetically at him and us for the first time.

HELMUTH Slowly opens his arms.

(CONTINUED)

HELMUTH (CONT'D)

Let's go.

GIBRALTAR Shuts his eyes and...LEAPS into them.

ENOS

Noooooooooooooooooooo!!!

Enos dives after them, but misses.

HELMUTH and GIBRALTAR FALL BACKWARDS, off the ledge.

Both VANISH INSTANTLY in the fire below.

ENOS sits there, speechless, maybe even a bit envious.

ENOS

Maybe he was right. Maybe I did
imagine everything up there.

(looks up)

Will you do me a favor, Ben?

BEN

Anything.

Enos sadly turns to the east.

ENOS

Watch the sunrise with me.

EXT. THE TOWN - VARIOUS SHOTS

Establish destruction.

HUMANS begin rising from the sewers and dark crevasses.

INT. THE ARENA - VARIOUS SHOTS

BEN and NATALIE find each other.

BEN

Are you gonna hit me again?

NATALIE

Shut up for a second...

HOLD ON: The most passionate KISS in front of an animal army.

NATALIE (CONT'D)

...I'm proud of you too, Ben.

PRIMATES

Release the captive humans from the arena "dungeons."

(CONTINUED)

The rest of the ANIMALS keep their distance from us now. They move towards the rear of the arena, AFRAID of us once again.

JOEL and CHANG manage to catch a breather.

RIOS turns to them both. Places a torn fedora on his head.

RIOS
You kids, be good...Come get me if
you find some gigantic bugs or
something...

JOEL
(to Chang)
So, do you think I can call you,
you know, after the first month of
intense psychotherapy?

Chang coyly leans over and KISSES Joel lightly on the lips.

CHANG
...No.

THE ANIMALS

Congregate in the arena, all of them innocently looking to

ENOS

who looks around at the destruction, then the humans. He REMOVES the CYLINDER PACK and THROWS it over the arena wall.

It lands outside next to JOEL as the WINDS begin to pick up.

Enos looks UP, then sadly turns to his confused army.

ENOS
I--I'm sorry.

The ARENA CLOCK CHIMES...6:00AM

Enos walks towards Ben and Natalie, his HANDS TREMBLING. All three SIT DOWN facing the east. The animals follow.

ENOS (CONT'D)
'Thank you, Ben...my friend.

The SUN sends a shaft of light into everyone's eyes as

Ben places HIS HAND on his simean friend's shoulder.

EXT. THE ARENA - SAME

Joel examines the CYLINDER CAROUSEL. Funny, there's a TINY BEAM of LIGHT focused right on the center of it.

(CONTINUED)

JOEL

What the---

Joel follows the beam of light...It's leading STRAIGHT UP.

Another beam comes down from the sky, searching...

INT. THE ARENA - SAME

More and more beams fall into the arena...searching.

Ben, Natalie and Enos look up, as do the ANIMALS.

EXT. OUTSIDE THE ARENA - SAME

Joel gets up with his eyes aimed at the sky. He picks up the cylinder pack. All the tiny beams of light FOLLOW HIM into

INT. THE ARENA - SAME

Joel finds Ben, Natalie and Enos, all staring upwards.

JOEL

Are you guys seeing this?!

NATALIE

Uh-huh.

BEN

(to Enos, RE: cylinder
pack)

THIS is what they were looking for,
not a boat!

Ben hands the CYLINDER PACK to ENOS.

ENOS

Ben, I never said they'd be looking
for a boat...

Ben just look on in bewilderment.

SUDDENLY, THE INDIVIDUAL BEAMS OF LIGHT FOCUS ON ENOS.

A rumble...everyone looks at one another.

A SHOWER OF GOLDEN LIGHT HITS THE ARENA...It begins lifting
the arena from its foundation.

ENOS

confidently turns to his awe-struck animals...then Ben.

ENOS

I'll see you soon...

(CONTINUED)

BEN
What do you mean?

ENOS (CONT'D) --
They've done this before, they'll --
do it again. Listen to me,
Ben...That boat wasn't for me...
 (cautioning tone)
IT WAS FOR YOU...

JOEL drags Ben and Natalie out, just in time to jump as

THE ARENA

is lifted up, five, ten feet, its plumbing rips out of its foundation, but every animal inside sits calmly. Safe.

A long SEWER PIPE is pulled out of the ground.

JOEL stares directly into the light, doesn't notice the SEWER PIPE HOOKING on to the BACK OF HIS JACKET.

JOEL
Uh, guys?

BEN and NATALIE are too concentrated on the light to see

JOEL

Being lifted up into the sky. Ben suddenly spots it.

BEN
What the--

NATALIE
Joel?!

BEN / NATALIE
Take your jacket off!

Joel tries to free himself, but gets even more entangled.

JOEL
(scared shitless)
Guys?

ALL THE ANIMALS curiously look down to us as THE ARENA slowly FADES into oblivion.

JOEL is the last to vanish...

CHANG runs through the crowd...Finds BEN and NATALIE looking up at this new reality, a reality that began with...

THE LIGHT

(CONTINUED)

which implodes on itself, like a billion megaton star exploding and instantly being sucked into the head of a pin.

The sky becomes black. Thunder once again rumbles.

BEN
(looking up)
I don't get it...
(to Natalie; puzzled)
Why would I need a boat?

The humans just stand there...wondering, looking up as

IT BEGINS TO RAIN.

We PULL OUT through the clouds, into the sky, above town, above Florida, into the stratosphere, where we see North America and finally the ENTIRE PLANET below us, where...

Spontaneous LIGHTNING DANCES engulf gray CLOUD FORMATIONS, expanding everywhere, surrounding our planet with--

STORM CLOUDS.

An awe-inspiring display of apocalyptic proportions...

Perhaps unseen since the days of Noah...

...FADE TO OBLIVION.

THE END

AJ.
10/14-97