

THE PASSAGE

"Pilot"

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EXT./INT. CAR - MOVING - DAY

AMY BELLAFONTE, 10, is asleep, her head resting against the car window. We can see trees reflected against the glass...

AMY (V.O.)
I didn't used to believe in
monsters, but I do now. I saw them
change the world.

INSIDE THE CAR we see the driver. This is BRAD WOLGAST, 40s, handsome, fundamentally decent, a hero. He checks the rear view anxiously as he drives.

AMY (V.O.)
It didn't start with me or Agent
Wolgast. It started as a love
story.

EXT. BOLIVIA - EASTERN JUNGLE BASIN - DAY

It's PISSING RAIN. Green everywhere you look.

AMY (V.O.)
There was once a woman who got
sick, and her husband loved her so
much that he couldn't let her go.

DR. JONAS LEAR, 50s, thoughtful, curious, full of hope, shelters under a tree near a river to Facetime with his wife ELIZABETH, 50. Elizabeth is a professor who sparkles with humor and affection, but the dark circles under her eyes and the bed she speaks to her husband from hint at a sad story.

ELIZABETH
It sounds miserable!

LEAR
It's just wet. These caves are all
unmapped so it's been slow.

ELIZABETH
The last two scientists who went
looking for this man never came
back. Please just come home.

LEAR
We're close, Elizabeth. I feel it.

Elizabeth looks at him for a long, loaded moment.

ELIZABETH
Jonas. You can't fix this. I love
you so much, but I need you home.
It's time.

LEAR
I love you. And I won't give up.

DR. TIM FANNING, 48, top-of-the-line hiking gear, appears up the hill from Lear.

FANNING
Jonas! We caught a break!

Lear walks up the hill, past BLACK HUMVEES and A DOZEN ARMED SOLDIERS. Whatever this mission is, it's a big deal.

Lear catches up to Fanning, his best friend and partner. Where Lear is thoughtful and earnest, Fanning is all ego, charisma, and swagger.

FANNING (CONT'D)
We found some kid from a remote tribe, says he can find our guy. We're hiking from here.

LEAR
I thought they were all terrified.

FANNING
We gave him a stack of cash, a couple jars of peanut butter and my Rolex... Punk.

EXT. BOLIVIA - EASTERN JUNGLE BASIN - SIX HOURS LATER

The rain has stopped and the sun is low in the sky as the party moves through the forest, following the NATIVE GUIDE, 20s, facial tattoos, nose jewelry, and FANNING'S ROLEX...

CLARK RICHARDS, 40s, the soldier in charge of this operation, follows the guide, weapon drawn. Richards is smart, efficient, all business, with the occasional flash of humor. FANNING falls into step with him. Richards side eyes him.

RICHARDS
Hey, Fanning, what time is it?
(laughs)
Watch looks good on the kid. Really elevates his status.

FANNING
Where are we? I'm starting to think I got scammed.

RICHARDS
Imagine how the Department of Defense is going to feel.

FANNING
Are you skeptical, Richards?

RICHARDS
Of the magical 250 year old man?
Not at all. What the hell?

THE GUIDE STOPS -- SUDDENLY THE AIR IS CLOUDED WITH FLIES.

Lear feels a DRIP on his shoulder -- IT'S BLOOD. He looks up.

LEAR

My God.

Everybody else looks up to see -- SO MANY DEAD ANIMALS HANGING UPSIDE DOWN IN THE TREES: Pigs, monkeys, jaguars, a gigantic Anaconda -- ALL SLIT NECK TO BELLY, ALL DRAINED OF THEIR BLOOD -- IT'S PRETTY FUCKING SCARY.

RICHARDS

Well I'm not gonna pretend that's not disturbing.

Their guide points straight ahead to a CAVE -- The opening is dark and foreboding. AN INDIGENOUS BOY, 15, carries a bucket into the cave. We see BLOOD SLOSH OUT OF IT as he moves.

RICHARDS (CONT'D)

Your guy's in the cave. Let's go. Stay behind my men.

As they advance toward the cave, we hear CHANTING...

INT. CAVE ENTRANCE - CONTINUOUS

The chanting is LOUDER as Richards leads his men quietly into the cave -- it quickly becomes too dark to see -- THEN, BEAMS OF LIGHT SHOOT THROUGH the cave as one by one the soldiers turn on the lights attached to their guns.

Richards leads his men around a bend where the cave widens. It is dimly lit by a lantern.

-- WE HAVE WALKED IN ON A RITUAL -- THERE'S A LARGE CAGE -- A naked old man is locked inside, curled up on the floor.

The chanting is coming from a FAMILY - A MAN, A WOMAN, A GIRL, and the teenage boy we saw earlier. The only word we make out is "JARARACA". The boy brings the bucket of blood to the cage, head down, in a pose of supplication as he UNLOCKS THE CAGE AND PLACES THE BLOOD INSIDE...

LEAR

My God. That's him.

FANNING

Why is he in a cage? He's obviously sick. We can help. Señor -- Señor --

The family sees them. They stop chanting. The FATHER SHOUTS. Richards looks at his TRANSLATOR, 30s, male, Bolivian.

RICHARDS

What's he saying?

TRANSLATOR

Jararaca... Vampire.

Richards gives him a look: WTF? THEN SHIT HAPPENS FAST:

-- Fanning brazenly moves toward the cage -- THE FAMILY
FREAKS OUT, RUNS OUT OF THE CAVE --

-- The figure's EYES SNAP OPEN, GLOWING YELLOW AND INHUMAN --

RICHARDS
Fanning get away from the cage!

-- OH BUT NOW THE FIGURE BEGINS TO RISE -- AND THE SOUND IT
MAKES -- A HORRIBLE GROWL THAT STARTS LOW AND GETS LOUDER --

-- ON FANNING AS HE REACTS IN UTTER AMAZEMENT AND HORROR AT
THIS MAN, BUT IT'S NOT A MAN -- IT'S A CREATURE -- ROUGH,
VEINY SKIN, ARTICULATED MUSCLE AND FANGS -- IT LEAPS AT
CAMERA -- FANNING SCREAMS -- WE GO BLACK FOR A SECOND --

-- WE'RE BACK -- THE CREATURE IS ON FANNING, FANGS SUNK INTO
HIS NECK -- RICHARDS' MEN PUMP BULLETS INTO IT, TO NO EFFECT--

-- RICHARDS SEES A MACHETE ON THE GROUND -- HE GRABS IT --

RICHARDS (CONT'D)
HOLD YOUR FIRE!

-- Richards HACKS OFF THE CREATURE'S HEAD -- Then stands
back, adrenaline pumping -- WHAT JUST HAPPENED? -- LEAR RUNS
to Fanning, blood GUSHES from his neck.

INT. HOSPITAL MORALES ASUA - MIZQUE, BOLIVIA - A DAY LATER

Lear, devastated, sits in a hospital waiting room, still
wearing his bloodstained clothes. A NURSE walks in with a
PRIEST. Lear looks up.

LEAR
Last rites? For Tim? Oh no - He's
an atheist -- He doesn't believe in
God. Do you have any English? --

The priest shakes his head, but he sits down, sensing he is
needed. Lear desperately needs to unburden himself.

LEAR (CONT'D)
My wife is dying. Cancer. This
whole disaster is my fault. I'm a
scientist. I heard this legend
about a 250 year old man in
Bolivia. To me, that implied that
he's immune to sickness. There must
be something in his blood, his DNA.
Imagine a world where we were
immune to disease. The applications
seemed endless. I got Tim involved.
I talked the Department of Defense
into funding us as a way to combat
global epidemics. I said whatever I
had to say to get funding. You
should have heard me.
(he almost loses it here)
But really it was all a Hail Mary
to help Elizabeth.

(MORE)

LEAR (CONT'D)
 And now my best friend is dying.
 That thing in the cave. I swear to
 God it was drinking his blood...

The priest pats his arm. He didn't understand a word of Lear's confession. A DOCTOR and nurse walk in, grave.

DOCTOR
 (in Spanish)
 You should come now. It's time.

INT. HOSPITAL ROOM - CONTINUOUS

Lear walks in with the doctor and nurse. They are SHOCKED to see Fanning sitting on the bed, his back to us. There's something eerie about the shot.

LEAR
 Tim?

Fanning turns, eyes wide. The doctor and nurse SPEAK RAPID SPANISH as Lear approaches Fanning, stunned.

LEAR (CONT'D)
 Tim! How...? Your neck...

Fanning puts a hand up to his neck, a look of wonder on his face as he removes the BLOODY BANDAGE: THE SKIN IS HEALED.

LEAR (CONT'D)
 How can that be?

FANNING
 I feel... I feel amazing...

Fanning inhales like he's trying out new lungs, he stands up, cracks his neck and smiles, there's something creepy about his manner. The doctor tries to make him sit. Fanning refuses.

FANNING (CONT'D)
 I'm good as new. Better...
 (bending his knee)
 My God. My torn ACL? It's healed. I
 think we found it, Jonas. I think
 this is what we were looking for.

AMY (V.O.)
 It seemed like a miracle.

LEAR
 You're bleeding.

Indeed, Fanning is bleeding from his mouth. He looks puzzled.

FANNING
 I am? I am. Weird.

Fanning cups his hand to his mouth and SPITS OUT A BLOODY TOOTH. OFF LEAR STARING AT HIS FRIEND, UNSETTLED...

AMY (V.O.)
 But then something terrible
 happened. He changed. The
 scientists believed there had to be
 a way to have the good without the
 bad. So Project Noah was born.

EXT. TEXAS - MAXIMUM SECURITY PRISON - ESTABLISHING SHOT

TITLE ON-SCREEN: Three years later

WOLGAST (O.S.)
 Anthony, I'm agent Brad Wolgast.
 This is Agent Doyle.

INT. PRISON - VISITATION ROOM - DAY

TITLE ON-SCREEN: Texas State Penitentiary, Huntsville Unit.

Here is Agent Brad Wolgast, the man who was driving the car
 while Amy slept. He's 45, smart, precise, in command,
 official in his suit and tie. He's in the middle of an
 impassioned pitch to ANTHONY CARTER, 20s, convicted murderer
 and death row inmate.

Wolgast's partner, AGENT PHIL DOYLE, 30, all-American,
 watches as Anthony Carter struggles to understand. Anthony is
 guarded, but there's an innocence to him.

WOLGAST
 We represent a government medical
 organization called Project Noah.
 We are on the verge of an exciting
 breakthrough that could improve the
 lives of all Americans - a drug
 that makes people immune to
 disease. Not just cancer and heart
 disease. Infectious diseases like
 AIDS, Ebola, and SARS. We can make
 the world a safer place.

CARTER
 What does this have to do with me?

WOLGAST
 We're offering you a second chance.
 Whatever you did, whoever you were,
 you can leave it in the past.

CARTER
 How I'm gonna get a second chance?
 How would that even work?

WOLGAST
 You say yes. In exchange for
 commuting your execution, you take
 part in a drug trial. You'll be
 moved to Telluride Colorado, all
 expenses paid.

CARTER
This is okay with everybody?

Wolgast is compassionate and sympathetic. He gives Carter all his attention and knows what to say and how to say it.

WOLGAST
Yes. You won't be the first, either. Martin Echols, John Baffes, Kathy Turrell. A young lady named Shauna Babcock. All people facing execution, and now they're in Colorado enjoying the scenery.

Wolgast pushes a paper across the table...

EXT. PROJECT NOAH - DAY - ESTABLISHING

Nestled in the mountains of Telluride, Colorado, Project Noah is housed in a beautiful 5 star hotel surrounded by a HEAVY MILITARY PRESENCE - soldiers, Humvees, pop-up barracks.

INT. PROJECT NOAH - LOBBY/ELEVATOR - DAY

The beautiful high ceilings and marble floors of this grand hotel lobby are juxtaposed with ARMED GUARDS and MEDICAL PERSONNEL moving through.

These people have been working in isolation for three years. Project Noah has become it's own specific village. There's a MASH-like swagger going on - uniforms stripped down, everyone's scruffy and familiar with one another.

PICK UP, MAJOR NICHOLE SYKES, 40, lab coat over fatigues, walking quickly through the lobby past guards who salute her. Sykes is in charge here. A natural leader who rarely raises her voice, Sykes is an internal medicine doctor with a specialty in infectious diseases.

She steps onto the elevator and hits a button: 4B. She watches the numbers as the elevator descends.

INT. PROJECT NOAH - LEVEL 4B - CONFERENCE ROOM

Sykes sits at the head of a large conference table where twelve doctors and other medical staff pull up chairs. Some are military, some are civilians. Everybody's rumpled - rolled sleeves, shaggy hair, lots of coffee cups. Lear is present, as is Richards, who chooses not to sit, instead leaning against the wall.

SYKES
The Military Review Board wants a progress report. I need everyone's updates.

Lear is the first to speak.

LEAR

I have to raise a flag here. I'm very concerned that we are at an impasse --

FEMALE DOCTOR

What are you talking about? We've made incredible progress.

LEAR

Progress, yes, but we have a huge obstacle to overcome --

SYKES

But the potential here is amazing.

LEAR

And the failure is catastrophic. I admit that we've made great strides, yes, but we haven't been able to bring a subject safely through the trial.

MAN (O.S.)

It's the neurons.

That's DR. RAJIV SANDEEP, 30, brilliant, whippet thin, jangly energy, eccentric even by scientist standards, sitting at the end of the table.

SYKES

What do you mean?

SANDEEP

We're so close. The answer's right in front of us. It's the neurons.
(a beat)
We should go down to the cells.

INT. PROJECT NOAH - LEVEL 4B - CELL - MINUTES LATER

We are looking at a HORRIBLE CREATURE very much like the one who attacked Fanning in Bolivia - veined skin, yellow eyes, gigantic fangs - standing in the middle of a "cell" - A clean, white, minimal room with a bed.

SANDEEP (O.S.)

Tim Fanning, Patient Zero. He was 52 when he was infected in Bolivia three years ago.

HOLY SHIT - That's FANNING. If you look closely, you can still see the man he once was, but he's a monster.

Everyone stands in the middle of a LONG HALL LINED WITH GLASS-WALLED CELLS. Sandeep is brilliant, but he has the social skills of a middle-schooler with undiagnosed ADHD.

SANDEEP (CONT'D)

The antibodies threw his immune system into hyperdrive, but after a short period of good health and accelerated healing, he declined into... this. He's immune to all disease, but he's also a lethal blood-sucking monster who we are all very careful to not call a vampire.

LEAR

What is the point of this recap, Dr. Sandeep?

SANDEEP

I'm setting the table. Stay with me.

(moves down the corridor)

Then came the murderers. John Baffes, Victor Chavez, David Winston, Joe Morrison, Kathy Turrell, Rupert Sosa. We attenuated the formula with each subject --

AS HE TALKS WE CUT BETWEEN the other cells. It's FASCINATING - Not-quite-human figures of different body types LESS MONSTROUS than Fanning. Some hang from the ceiling, some crouch in corners, some stand perfectly still.

SANDEEP (CONT'D)

-- and each one had a longer period of good health before their decline, and each presented less side effects after. Still ugly as hell, still lethal, but we're getting closer. One stands out though: Joe Morrison. He was the third subject, but the most successful of the bunch. Why? I'll come back to that...

Sandeep moves down the hall, taking us past more cells - Sometimes all we see is the back of the subject in the cell, but we can tell they're getting progressively more human.

SANDEEP (CONT'D)

...Echols, Martinez, June Reinhardt - Remember her? With all the Nazi tattoos? - and Lambright. With each one we made strides, and then we get to Shauna Babcock...

They stop at the last cell on the right where SHAUNA BABCOCK, 24, startlingly beautiful, perfectly human-looking, sits in her cell. Her hands are folded in her lap and she stares back at the doctors, her expression watchful and unreadable.

SANDEEP (CONT'D)

Subject 11. The best result yet. Took 28 days to decline, and when she did, her vital signs and appearance remained human. We've exposed her to Ebola, HIV, measles. She's immune to all of it.

RICHARDS

She could still rip your head off and drink you like a Jamba Juice.

SANDEEP

Well, yeah. There's that. But why did some do better than others? Age. It's not just tweaks to the formula. My buddy Morrison back there? He was 27. There were two other stand outs in the later trials. Martin Echols and Julio Martinez. Both came through the decline with less severe effects. Echols was 28, Martinez, 26. Babcock, 24. The rest were in their thirties and forties. The antibodies attack the neurons. Younger people have more neurons. Take that idea further --

LEAR

No! Don't even say it --

But Sandeep does say it, the horrifying punchline to this whole set up. He's a little breathless.

SANDEEP

We should try a child.

LEAR

Are you out of your mind? We already threw the Declaration of Helsinki out the window --

SANDEEP

Just listen! Children have billions more neurons than adults. A child would survive intact --

LEAR

-- You don't know that! There is so much we don't understand. What you're suggesting is disgusting --

SANDEEP

-- I've run multiple scenarios adjusted for age. A child would come through the decline with zero side effects and all the benefits. Then we can make the vaccine from his or her antibodies --

SYKES

Dr. Lear is right. We're not going down this path. How old is Anthony Carter?

RICHARDS

Twenty two. Should be here tomorrow.

SYKES

We'll try with him. Let's push the anti-virals as a prophylactic if he begins the decline.

A YOUNG WOMAN in uniform appears at the end of the hall.

YOUNG WOMAN

Major Sykes? The Secretary of Defense is on the phone for you. It's urgent.

INT. PROJECT NOAH - SYKES' OFFICE - MINUTES LATER

Sunlight pours through the big window in Sykes' office as she sits at her desk, the phone pressed to her ear. She looks stunned. Whatever she's hearing is BAD NEWS.

SYKES

How long until it hits the U.S.?
(a beat)
I understand. We'll do our best.

Sykes slowly hangs up. She stays perfectly still for a moment, only her raggedy exhale betraying her level of distress. She picks up the phone.

SYKES (CONT'D)

I need to see Dr. Sandeep.

INT. PROJECT NOAH - SYKES' OFFICE - TEN MINUTES LATER

Sandeep stands in front of Sykes' desk.

SYKES

The Avian Flu outbreak in China has been upgraded to an epidemic. Our intelligence puts the death toll at fifteen thousand, but the Chinese government is lying about the numbers. It's airborne, it mutates fast, and it resists vaccines. We're looking at a global pandemic.

SANDEEP

Jesus. It's happening. The big one.
How long until it hits the U.S.?

SYKES

Four months. CDC estimates it's
going to take out 15 percent of the
population. For now only the
medical staff can know about this.

SANDEEP

Sure.

SYKES

The CDC believes we are the best
hope for a vaccine. How sure are
you that if we use a child, he or
she will not be harmed?

SANDEEP

I'm sure.

SYKES

I want to see all your research.

EXT. PROJECT NOAH - GROUNDS - LATER

It's late afternoon now. Sykes, wearing running gear and a pair of aviators, walks past the guards. It's lively out here, momentarily cheering - Some off-duty soldiers play football on the grass, music blaring from one of the Humvees.

SERGEANT PAULSON, 20s, on duty, nice smile, mid-western charm, notices her.

PAULSON

Major you going running? It'll be
dark soon. You want an escort? I
can send some guys with you.

SYKES

I'm good Sergeant. Thank you.

EXT. WOODS - TRAIL - LATER

The trees provide a canopy of green as Sykes runs along this pretty trail, pushing herself harder and harder, the horrible decision she has been confronted with weighing on her. She stops, hands on her knees, she looks out at the beautiful vista. It's getting dark. She turns to see Project Noah in the distance, calling her back...

EXT. WOODS - TRAILHEAD - LATER

Sykes finishes her run. Richards appears at the trailhead.

RICHARDS
How far'd you go?

SYKES
Six miles maybe?

RICHARDS
Should've kept going.

SYKES
Thought about it. How'd you know
where I was?

RICHARDS
(a smile)
I know where everybody is. It's my
job. This is what you do when you
have a problem.

SYKES
You get briefed on the pandemic?

RICHARDS
Yeah. You okay?

She shrugs. These two barely exchanged eye contact in the
conference room. Here they are different, more intimate.

SYKES
I spent all day going over
Sandeep's research. It holds up.
I think he's right. I think this is
the breakthrough we're looking for.
(a beat)
I can't believe I'm saying this but
how feasible is it to find a child?

RICHARDS
We've been using death row inmates.
I don't know of any ten year olds
on death row, do you?

She takes his meaning - he doesn't like it.

SYKES
If I told the DOD about it, they
wouldn't hesitate.

RICHARDS
Of course they wouldn't. The
question is can you live with this?

SYKES
No. It's hideous. But it's either I
live with it, or millions of people
die. Can you find a child?

RICHARDS
(after a beat)
Yeah. It's tough though.
(MORE)

RICHARDS (CONT'D)
 You need a kid with no family. No
 paper trail with social services.
 Someone no one will miss. Everybody
 has somebody.

INT. ZESTO'S - MEMPHIS, TENNESSEE - EARLY EVENING

CLOSE ON: Amy's face, contorted with effort and
 concentration. The tension is broken by a lone giggle,
 followed by more laughter.

BOY #1 (O.S.)
 You gonna let a girl beat your ass?

Amy starts to smile. REVEAL she's arm wrestling a ten year
 old boy while two of his friends watch, hanging over the
 booth they sit in at Zesto's. They all have gigantic sodas.
 Her opponent, BOY #2, squirms, using his body for leverage.

AMY
 That's cheating. Knock that off.
 (pushing his arm down)
 I don't want to make you sad, but
 it's time for you to lose.

OTHER BOYS
 Aww damn/ He's going down/ Chuuump.

Amy grins as she enjoys her win. The boys hand her money.

BOY #1
 Here. Have it. You won. I had plans
 for that money, but whatever.
 (to his friends)
 We gotta go.

The boys grab their backpacks. They all think she's cute.

BOY #1 (CONT'D)
 Where'd you move here from?

AMY
 Georgia. Before that, Baton Rouge.

BOY #1
 What grade you in? You coming to
 Bartlett this year?

AMY
 Yep. Fifth grade.

BOY #2
 You wanna come to our house for
 dinner? My mom won't care.

AMY
 (guard goes up a little)
 No, I got to get home, too. My mom
 gets mad if I miss dinner. See you
 at school Monday.

The boys peel off. Amy finds herself alone, her bluster fading. She looks at the money in her hand...

INT. ZESTO'S - LATER THAT NIGHT

It's dark now. The after-dinner crowd at Zesto's is rough. Amy reads a well-thumbed copy of *A Wrinkle In Time*, the remnants of dinner nearby. A ZESTO'S LADY approaches.

ZESTO'S LADY
We're closing. You got someplace to go? Your momma doesn't mind you running around so late?

Amy is wary. This kind of concern can lead to anonymous calls to CPS. She smiles, all cocky and sure.

AMY
No ma'am. She works nights. I'm all good. Thanks.

EXT. SHITTY MOTEL - MEMPHIS, TENNESSEE - LATER

As Amy walks up to this shitty motel, she is bathed in red light coming from four POLICE CARS and an AMBULANCE. Amy approaches, all the bravado dropping from her face. She looks scared and alone and small as she whispers a single word:

AMY
Mama.

Amy starts to run, frantic and emotional, trying to get past the police, but A FEMALE POLICE OFFICER holds her back...

AMY (V.O.)
My name is Amy Bellafonte. I was ten when Mama died. That was before Agent Wolgast found me.

INT. POLICE STATION - MEMPHIS, TENNESSEE - DAY

Amy sits at the desk across from a FEMALE and MALE POLICE OFFICER. WE HOLD on AMY'S FACE while they talk.

MALE OFFICER
She doesn't have any people?

FEMALE OFFICER
She says no, poor thing. Just her mama. You go on. It's too late for social services. Let's put her in temp foster for the weekend. Paperwork can wait until Monday.
(to Amy)
Hon, I need to take your picture.

The female officer takes Amy's hand. As she gets up...

AMY (V.O.)
 I'm the girl from nowhere. The one
 no one will miss. That's why they
 chose me. This is how the world
 ends.

Amy turns her forlorn face to the camera... FLASH.

THE PASSAGE

ACT ONE

EXT. PROJECT NOAH - DAY

Wolgast and Doyle pull up to the front. Wolgast gets out and opens the door for Carter, who steps out and looks around.

CARTER
 You did not lie. It is pretty.

Wolgast and Doyle walk Carter up to the hotel's entrance.

WOLGAST
 It is, isn't it? Used to be a
 hotel.

Carter looks around, disturbed by all the SOLDIERS and MILITARY VEHICLES. They are met at the door by DOCTOR KAPLIN, 40s, female, a couple of MED TECHS, and FOUR ARMED GUARDS.

KAPLIN
 We'll take it from here, Agent.
 Hello Mr. Carter. Welcome.

WOLGAST
 Good luck with everything, Anthony.

Carter throws a glance at Wolgast over his shoulder.

KAPLIN
 I'm Dr. Kaplin. We're going to show
 you to your quarters.

Doyle and Wolgast watch as Carter is led into an elevator. Wolgast locks eyes with Carter as the doors close --

DOYLE
 You ever wonder what happens to
 these homicidal maniacs once they
 go in that building?

WOLGAST
 Probably better that we don't know.

RICHARDS
 Brad!

Richards approaches. Wolgast smiles. Richards is happy to see him. There's a solid friendship here. They hug hello.

WOLGAST
Hey brother. Good to see you.

RICHARDS
How you doing? You good?

WOLGAST
I'm good.

RICHARDS
Thanks for the quick turnaround on Anthony Carter.

DOYLE
(re: Wolgast)
Thank him. Guy could sell a glass of water to a drowning man.

RICHARDS
He's a good talker. Got us out of a lot of jams back in the day.

DOYLE
You guys served together?

WOLGAST
Three tours.

RICHARDS
Special Ops. This guy taught me everything I know. Do not piss him off. He's a one man army.

DOYLE
People keep saying that, but all I've seen him do is eat at high-end chain restaurants. You should see him murder the Kung Pao Chicken at PF Changs.

RICHARDS
Guess he's slowing down. Hey, I got another job for you. This one's a little different. Take a look.

Richards hands Wolgast a file. Wolgast reads. Richards watches him closely. If Wolgast is disturbed, we can't tell.

WOLGAST
No problem.

EXT. FOSTER HOME - BACKYARD - DAY

FIGHT! Amy and a BIGGER, OLDER GIRL are in a knockdown brawl. Bigger girl has Amy's copy of *A Wrinkle In Time*.

AMY
It's not yours!

BIGGER OLDER GIRL
It's mine now, bitch.

Greetings from Hideous Foster Home: dirt backyard, old plastic toys lying around. Bigger girl has Amy on the ground now. Amy is trying to jam her fingers in the girl's eye.

AMY
You know it's mine, hooker!

AWFUL FOSTER MOM (O.C.)
Amy! Some men here to see you.
Come on! Get up off that ground!

INT. FOSTER HOME - MOMENTS LATER

Wolgast and Doyle, neat as a pin in their suits, look out of place in this dirty house. Foster mom walks in with Amy.

AWFUL FOSTER MOM
Here she is. Amy Bellafort.

AMY
Bellafonte. My name is Bellafonte.

Foster mom shrugs. Amy looks at the agents warily, picks out Wolgast for the alpha, and holds his look. Wolgast takes in this ferocious, charismatic kid, speechless. Doyle jumps in.

DOYLE
I'm agent Doyle. This is Agent--

WOLGAST
Brad Wolgast. Hello Amy. We understand your mother died. We're very sorry for your loss.

Amy holds her silence, making Wolgast squirm as he plows on.

WOLGAST (CONT'D)
We have reason to believe she may have been exposed to a disease--

AMY
My mom died of an overdose.

WOLGAST
We think she was exposed to a toxin. The CDC wants you to see a specialist in Colorado.

AMY
How come there's no social worker?
How come they didn't send a lady?
They always send a lady.

WOLGAST
I don't know. They just sent us.
(tries a smile)
We'll have to do.

AWFUL FOSTER MOM
 Amy, pack up and go with these men.
 Don't need you germinating up my house.

Amy walks up stairs, looking over her shoulder, wary...

INT. FOSTER HOME - LIVING ROOM - MINUTES LATER

Wolgast checks his watch as foster mom yammers away.

AWFUL FOSTER MOM
 Can we get reimbursed for her
 meals? I don't get food for free
 just because I'm a good person...

Through the window, Wolgast sees Amy DROP from the second story and tear out of the yard, SNATCHING her book out of the bigger girl's hand. Wolgast DOES NOTHING. Maybe he's rooting for her. We sure are. But then Doyle sees.

DOYLE
 She's making a break for it!

Doyle runs out. Wolgast follows...

EXT. PARK - MOMENTS LATER

A lively park, children and parents play, enjoying the day. Amy hauls ass, zig-zagging around people.

SCREECH... Wolgast skids to a stop around the corner, blocking Amy's path. Doyle gets out and runs at Amy.

AMY
 Help! Help!

Wolgast stands, hand on the car door, taking in the spectacle: People are staring, some filming with their phones. One lady calls the police. This is a shit show. Wolgast starts to call Doyle back, but Doyle GRABS Amy and drags her over to the car as she kicks and beats him.

MAN #1
 Get your hands off that girl.

Doyle, pissed off, SMACKS AMY HARD. She cries out. Wolgast clocks this, but Doyle shoves her in the car: They gotta go.

DOYLE
 Drive. Drive. Go.

Wolgast hits the gas just as we hear the SOUND OF SIRENS. Too late for Amy, who turns to look out the back window...

EXT. CAR - MOVING - LATER

Wolgast drives, angry. Amy cries in the backseat.

DOYLE
Hey, why are we stop--

Wolgast has pulled over. The car barely stops before Wolgast SLAMS DOYLE'S HEAD DOWN ON THE DASHBOARD.

DOYLE (CONT'D)
What the hell?

WOLGAST
You hit the kid again, I will shoot
you in the head.

Wolgast gets out of the car and opens the rear door. He leans in to Amy, who is of course terrified, and backs away.

WOLGAST (CONT'D)
C'mere.

He holds her chin, looks at her bruise. He speaks to her like someone used to talking to kids - direct and unsentimental.

WOLGAST (CONT'D)
Are you dizzy?

AMY
Nuh-uh.

WOLGAST
You didn't pass out, did you?

AMY
No.

WOLGAST
Does it hurt? You want some ice?

AMY
I think I'm okay.

Wolgast's phone RINGS. He gives Amy a last look before he leans out of the car to answer.

WOLGAST
Yeah.

INTERCUT WITH:

INT. PROJECT NOAH - RICHARDS' OFFICE - SAME TIME

Richards sits in a high tech office, rows of monitors on one wall showing all the access points of Project Noah as well as views into all the cells on Level 4B.

RICHARDS
You get the girl?

Wolgast leans on the roof of the car, closes his eyes.

WOLGAST
Yeah, but it was a mess. I counted ten witnesses. Someone called the cops. We're a little screwed here.

RICHARDS
Hang on. I'll make some calls, try to make this go away. In the meantime, just get out of Memphis.

WOLGAST
We should drop the girl somewhere. Abort. It's no good.

RICHARDS
Whoa. You're not dropping the girl anywhere but here.

WOLGAST
What do you need the kid for?

RICHARDS
Excuse me?

WOLGAST
You heard me. She's ten years old.

RICHARDS
(hardening)
I want the kid because I said I want the kid. You know the people we work for Brad. You can't cross them. Don't test me. I have a long reach.

Richards slams down the phone. Wolgast runs a hand through his hair. Fuck fuck fuck.

END OF ACT ONE

ACT TWO

INT. PROJECT NOAH - LEVEL 4B - BABCOCK'S CELL - DAY

Shauna Babcock sits in her cell, luminous, beautiful, and mysterious as she looks intently AT CAMERA.

SANDEEP (O.S.)
She always looks at you.

RICHARDS (O.S.)
No she doesn't.

REVEAL: Richards and Sandeep standing in the hallway outside the cell observing Babcock. Sandeep makes notes on an iPad. Medical staff work in the background behind them.

SANDEEP
Yes she does. She's looking at you right now. It's like, crystal eye contact.
(waving his arms around)
Hello! I'm right here! Will you marry me? I'm on fire! See?
Nothing. She likes you.

It's true. Babcock only looks at Richards. Richards, uncomfortable, changes the subject.

RICHARDS
Why can't she talk?

SANDEEP
We don't know. The area of her brain that controls speech is active. There's no reason she can't.

RICHARDS
Are you concerned about how much you don't know about these things?

SANDEEP
Are you kidding? Yeah. They scare the crap out of me. Let's give her dinner.

He PRESSES A BUTTON on a console: A LOUD BEEP. Babcock's HEAD SNAPS BACK TO LOOK AT THE WHITE WALL: There's a METAL SPOUT mounted on the wall, a LARGE METAL CUP placed underneath it. BLOOD BEGINS TO FLOW OUT OF THE SPOUT AND INTO THE CUP. Richards and Sandeep watch as Babcock walks to the cup.

SANDEEP (CONT'D)
Why was she on death row, anyway?
What'd she do?

RICHARDS
 Double homicide. Killed her
 parents. She didn't seem like the
 type.

SANDEEP
 When did you even talk to her?

RICHARDS
 Day she got here. She had some
 trouble with some of my men.

SANDEEP
 Well. You made an impression.

Richards watches as BABCOCK BEGINS TO DRINK. Slowly at first,
 then faster, blood flows down her cheeks, dripping onto the
 pristine white floor next to her bare feet...

FLASHBACK TO:

EXT. PROJECT NOAH - WOODS - NIGHT

TITLES ON-SCREEN: THREE MONTHS EARLIER

It's winter. Snow on the ground. We're in the woods near the
 main building. FOUR SOLDIERS make a ring around Shauna
 Babcock, shoving her to the ground. Her wrists are bound. A
 SOLDIER STRADDLES HER, pinning her down. It's scary.

SOLDIER
 When was the last time you were
 with a man, Babcock?

SHAUNA BABCOCK
 Get off me. No! No! GET OFF!

Babcock is scared. She's rough around the edges, ballsy and
 sexy - Courtney Love circa 1990. She fights back, RAKING HER
 NAILS across his face and SPITTING on him. He BELLOWS, then
 PINS HER WRISTS TO THE GROUND.

SOLDIER
 Bitch!

A GUNSHOT: Richards, serious as cancer, gun in hand,
 dangerously angry. He stares his men down.

RICHARDS
 What is going on here?

The men are quiet except:

SOLDIER
 We were just having a little fun.

That was a mistake. Richards SNAPS.

RICHARDS
Oh you were having fun?

Richards closes the space FAST, WHACKING the soldier with his gun. The guy drops. Richards puts his gun to the guy's head.

RICHARDS (CONT'D)
You having fun, now? Is this fun?

He looks over at Shauna, who is sitting in the snow, all raggedy breath and angry, terrified tears. Her eyes are wide with surprise and relief at Richards entrance.

RICHARDS (CONT'D)
You must be Shauna Babcock. Clark Richards. I'm pleased to meet you.

Shauna is speechless, manages a handcuffed wave.

RICHARDS (CONT'D)
Help me out here, Shauna. What should I do with this hair bag? Should I kill him?

The soldier is so terrified he pees his pants.

SHAUNA BABCOCK
He peed his pants.

RICHARDS
He did. You think he's had enough? Or should we finish him?

Shauna looks terrified and is still reeling from the attack.

SHAUNA BABCOCK
No... I'm good with the pee.

RICHARDS
Yeah? You good with the pee? Okay, you heard her. Get out of here.

The men skulk off. Richards turns to Shauna and sees that she needs putting back together. He helps her up.

RICHARDS (CONT'D)
That was scary. You okay?

SHAUNA BABCOCK
Yeah.

But she's not. He takes out a knife, cutting the zip tie, freeing her hands. He warms them in his. Shauna's eyes drift over to the building, it terrifies her.

SHAUNA BABCOCK (CONT'D)
Can we just take a little minute here?

RICHARDS
Sure.

Richards lets go of her hands. There's silence. Babcock fills it with nervous chatter.

SHAUNA BABCOCK
When's your birthday?

RICHARDS
What?

SHAUNA BABCOCK
When were you born? Is it April?
Because you seem like an Arles.

RICHARDS
Uh. No. May 6th.

SHAUNA BABCOCK
Taurus: That makes total sense.
Dependable, generous, organized.
You're also deeply spiritual and a
sensual lover.

Richards is beginning to see that Shauna is a little loopy. She careens between homicidal maniac, been-there-done-that waitress, and flirtatious, ditsy teenager at dizzying speed. Richards sparks to her, decides to go with it.

RICHARDS
Well, that's me to a tee, Shauna.

SHAUNA BABCOCK
I'm a Sagittarius. Fire sign. I
thought maybe you were a fire sign,
too. Sagittarius are loving and
optimistic, interested in lots of
things. We're real good at
conversation.

RICHARDS
I can see that. You're a real
extrovert.

There's silence. Babcock has run out of chitchat. TENSE SCORE
SWELLS: It's time to go in. She grabs his hands.

SHAUNA BABCOCK
Tell me one thing, Clark Richards,
and don't lie to me because I'll
know. Whatever they're going to do
to me in there... is it gonna hurt?

Richards is taken aback for a second. Then he finds his voice and tells a lie he will think about for the rest of his life:

RICHARDS
Not a bit. Let's go inside where
it's warm.

The two of them walk toward the building.

BACK TO PRESENT:

INT. PROJECT NOAH - LEVEL 4B - BABCOCK'S CELL

THE SCORE CONTINUES as present-tense Babcock finishes her meal. She turns, dropping the cup, her lips parted and stained with blood in a way that is undeniably sexy.

She walks brazenly up to Richards at the glass, meeting his eyes with a look that is challenging and seductive. Richards blinks first, unsettled. After a beat, he walks away...

INT. CAR - MOVING - DAY

Wolgast ditched the sedan for a Chevy Tahoe. He and Doyle have changed clothes. Wolgast wears a plaid shirt and khakis. He looks at Amy trying to read in the rear view.

WOLGAST
You okay back there?

Amy doesn't answer. She looks sick.

WOLGAST (CONT'D)
(watching Amy)
Crap.

He CUTS across a lane of traffic to stop on the shoulder...

EXT. ROADSIDE - MOMENTS LATER

Amy throws up. Wolgast squats down next to her. In his civilian clothes, he looks softer, kinder.

WOLGAST
All done? Okay. You're okay.

Wolgast looks up to see Doyle staring at him. Wolgast looks across the way at a gas station.

WOLGAST (CONT'D)
Go get some ginger ale and saltines. Big cup of ice, too.

DOYLE
What if they don't have ginger ale?

WOLGAST
A clear carbonated drink with sugar, Doyle. Are you stupid?

Doyle leaves. Wolgast turns back to Amy, then hollers after Doyle without quite turning his head.

WOLGAST (CONT'D)
Hey! Animal crackers. Get animal crackers if they have them.

Doyle rolls his eyes. Wolgast sits next to Amy.

WOLGAST (CONT'D)
 You get carsick a lot?
 (no answer)
 I'll tell you what it is. You can't
 read in the car. That's what it is.

AMY
 Or it's that I'm being kidnapped.

Hard to argue with. He picks up her book.

WOLGAST
A Wrinkle In Time. Great book.
 You've read it a few times, huh?

He reads the inscription: "To my sweet Amy. Happy Birthday.
 Love, Mama." Amy doesn't like him touching it.

AMY
 Can I have that back please?

WOLGAST
 Sure. When did your Mama pass away?

AMY
 Three days ago. Stupid crackhead.

WOLGAST
 (notes the anger)
 Was there a service or anything?

AMY
 Pft. No. Nobody would have come
 anyway. Where are we going?

WOLGAST
 To the doctor in Colorado to make
 sure you're okay.

AMY
 You're lying.

She stares right at him, defiant and unwavering. He looks
 away first. He's met his match.

INT. CAR - MINUTES LATER

Amy's in the front. Wolgast adjusts her seat.

WOLGAST
 Here. Let's make you higher. You'll
 be able to see and the airbag won't
 take your head off, which, I think
 we can both agree will be better.

Doyle arrives, gives Wolgast a look: *That's my seat.*

DOYLE
 Hey. I got the stuff.

WOLGAST
Give it here. Amy has to sit in the
front because she gets carsick.

Doyle sighs, gets in. Amy warily takes in Wolgast as he puts
her soda in the cup holder and opens the crackers for her.

INT. PROJECT NOAH - LEVEL 4B - OBSERVATION ROOM - DAY

Lear sits in an observation room behind Fanning's cell,
looking at a picture of Elizabeth, sickened by the path his
research has taken. He looks at Fanning, who sits very still.

LEAR
I'm sorry Tim.

-- He gets up to leave, turning his back. Then:

FANNING (O.S.)
You have no idea what you created,
Jonas. You only think you have
control of us.

-- LEAR TURNS -- WHERE DID THAT COME FROM? FANNING IS GONE --
LEAR STEPS CLOSER TO THE GLASS, TRYING TO FIND HIM --

-- SLAM! Fanning HURLS HIMSELF AGAINST THE GLASS -- LEAR,
TERRIFIED, TRIES THE DOOR -- LOCKED -- HE BEATS ON IT --

LEAR
Help! Help! Let me out!

-- SLAM! FANNING HITS THE GLASS AGAIN -- LEAR IS SCREAMING --
FANNING BEATS THE GLASS AGAIN -- THIS TIME IT SHATTERS!

INT. PROJECT NOAH - LEVEL 4B - OBSERVATION ROOM - SAME TIME

With a GASP, Lear wakes, heart racing, eyes filled with
terror. Fanning sits quietly in the back of the cell.

END OF ACT TWO

ACT THREE

INT. CAR - MOVING - DAY

Wolgast drives. Doyle's in the back seat. Amy watches Youtube on Wolgast's iPad. A text pops up on the iPad from Lila:
"Brad, I've left several messages. I really need to talk."

AMY
You just got a text from Lila.

WOLGAST
What are you reading my texts for?

AMY
It just popped up. Who's Lila?

WOLGAST
My ex-wife.

DOYLE
You have an ex-wife?

AMY
What other kind of wife would he have?

WOLGAST
You're hilarious, you know that?
What's the text say?

AMY
She says she left several messages and she needs to speak to you. Are you gonna call her?

WOLGAST
No.

AMY
Maybe she wants to get back together.

WOLGAST
I seriously doubt that.

AMY
You're probably right. I'm sure whatever happened was your fault.

For some reason her blunt teasing on the painful subject of his failed marriage doesn't bother him. He swallows a smile.

WOLGAST
That's a very astute observation. Can you shut up please?

AMY
Sure. Ferris wheel!

Amy points ahead. Wolgast looks. Indeed: Ferris wheel.

WOLGAST
Looks like a carnival.
(an impulse)
Wanna check it out? Let's do it.

DOYLE
Are you kidding? Police are still
looking for us.

WOLGAST
We switched cars. We left the
state. It'll be okay.

EXT. CARNIVAL - PARKING LOT - MINUTES LATER - DAY

DOYLE
Can I talk to you for a minute?

Wolgast shrugs and gets out. Doyle slams the door, PISSED.

DOYLE (CONT'D)
Do we have a problem?

WOLGAST
What are you talking about?

DOYLE
I'm talking about the animal
crackers and the front seat and the
letting her watch Youtube and the
friendly banter and now stopping at
a damn carnival! She's cargo.

Wolgast looks at Amy, who has turned around in the front seat
and is watching them. He's furious, but stays in control.

WOLGAST
We're gonna go in. We'll meet back
here in an hour and half. Clear?

DOYLE
Sure boss. Whatever you say.

INT. PROJECT NOAH - RICHARDS' QUARTERS - NIGHT

Richards and Sykes have sex, the two of them taking an hour
to remind themselves they are human. This started out as an
arrangement, but has become something more. Now they hold eye
contact and cling to each other.

AFTER, Richards' hand roams along her body. He stops at a
TATTOO on her rib cage - a date: 11.19.94. He kisses it.

RICHARDS
Are you ever going to tell me what
happened on November 19, 1994?

Sykes smiles, but moves away from him.

SYKES
I thought the less we knew about
each other the better.

Richards grabs her ankle and pulls her back. She laughs.

RICHARDS
Yeah, but who knew we'd be on this
mountain for so long? I had to
make up a whole story about you.

SYKES
Oh yeah? Let's hear it.

RICHARDS
You are the oldest child. I'm gonna
say three brothers. Mom stayed
home. Dad was a doctor in the
military and you idolized him. Oh,
and one of your parents was an
alcoholic because I don't know how
else to explain what a control
freak you are. How'd I do?

Sykes eyes widen, then she laughs. She flips him over and
straddles him. In here with Richards she is warm and relaxed.

SYKES
I only have two brothers, smart
guy. I'm the first doctor in my
family. But my mom did have vodka
stashed all over the house. Came in
very handy in high school.

RICHARDS
See? Getting to know each other.
(sobering)
Hey, the girl should be here in the
next day or so.

Sykes expression changes as she takes in the reality. The
child is not an abstract thought anymore.

SYKES
A girl?

RICHARDS
Yeah.

SYKES
What's her name?

RICHARDS
Amy.

Sykes takes that in, then turns over, retreating into
herself. Richards understands her struggle, reaches for her.

RICHARDS (CONT'D)

Hey. Come here.

He turns her to face him and kisses her. She kisses back, hard, trying to get lost. She straddles him, sits up out of frame and then they're at it again. Then:

SHAUNA BABCOCK (O.S.)

Hey baby. I missed you.

-- Richards opens his eyes -- SHAUNA BABCOCK NOW STRADDLES RICHARDS, beautiful and inviting-- she kisses him deeply, tenderly even. She pulls back and smiles, speaking softly.

SHAUNA BABCOCK (CONT'D)

Have you thought about me Clark Richards?

Richards looks up at her, confused, enchanted, and laid bare.

RICHARDS

Yes.

SHAUNA BABCOCK

Good. 'Cause I think about you. I remember everything. We all do.

She kisses him again. He kisses back. It's sexy and passionate and consuming. She whispers in his ear.

SHAUNA BABCOCK (CONT'D)

You and me are made for each other, Clark Richards. We'll be together. Very very soon...

-- SUDDENLY, SHE CHANGES, eyes glowing yellow, her face suddenly frightening and aggressive as she SINKS HER FANGS INTO HIS NECK...

INT. PROJECT NOAH - RICHARDS' QUARTERS - SAME TIME

RICHARDS WAKES WITH A START. No Babcock. Sykes is in the BG, getting dressed. Richards lets out a breath, disturbed.

EXT. CARNIVAL - NIGHT

A big, lovely slice of Americana: A warm night, lights from the booths and rides make everything glow and twinkle. Families stroll, toddlers stumble like adorable drunks. Couples hold hands. There's a tent for dancing. A BAND plays classic rock. Amy eats a churro and walks with Wolgast.

WOLGAST

You have like, a goatee made entirely from sugar right now.

He hands her a napkin. Amy rubs her face, then sees something. Wolgast follows her gaze to a big, pretty unicorn at a shooting gallery. He rolls his eyes.

WOLGAST (CONT'D)
What is it with girls and unicorns?

AMY
Forget it. You probably couldn't win it anyway.

WOLGAST
Well, hang on a second. I happen to have a medal in marksmanship from the academy.

AMY
The academy? How long ago was that?

WOLGAST
Yeah, why don't you not worry about how long ago it was.

He walks over. A SKINNY KID mans the booth.

WOLGAST (CONT'D)
Lemme have four rounds. Amy Bellafonte, prepare to apologize for subtly calling me old.

Wolgast takes aim at the FLOATING RABBITS, HITS the target.

AMY
Daaaang.

SKINNY KID
You need three to get the unicorn.

WOLGAST
Your turn.

AMY
What? I can't do it.

Wolgast gives her an impatient look. She returns it. The skinny kid watches as they argue, talking over one another.

AMY (CONT'D)
I can't... There's no way... Why in the hell would I be able to shoot a gun? That's so friggin stupid. Oh. My. God. You swear all the time, I don't know if you know that.

WOLGAST
Yes you can! You're ten years old. How do you know what you can and can't do? Can you watch your language by the way? And how about you try before you crap all over the idea?

They stop. It seems like Wolgast won.

WOLGAST
You can do it.

He bends to show her, using a calm voice - the voice you use to teach your kid to tie a shoe, to take a penalty kick, to drive...

WOLGAST (CONT'D)

Look through the scope. I counted a half second after the first one passed. So, one floats by, you go "one and two" but shoot on the "and." Take your time. Watch a few, find your rhythm...

SKINNY KID

Dude, there's people waiting.

WOLGAST

(same calm voice)

The people waiting can suck it. Deep breath. Be still like a statue. When you're ready, go for it.

Amy is intense in her concentration. Wolgast smiles watching her; the kid is fierce. BAM... BAM... and BAM! Nailed! Her smile is like the sun. Wolgast reacts EXACTLY like a dad.

WOLGAST (CONT'D)

Holy Dammnit!

(to a lady in line)

Did you see that? Did you see?

(re: the prizes)

Go get it, sweetie.

Amy goes over to pick. Wolgast's phone rings: Lila. This time he picks up.

WOLGAST (CONT'D)

Hey.

INTERCUT WITH:

INT. HOSPITAL - LOCKER ROOM - NIGHT

DR. LILA KYLE, late 30s, pretty, wears bloody surgical scrubs. She's standing in front of her open locker.

LILA

Oh. Hi. I finally got you.

WOLGAST

Yeah, sorry. I've been a little--

LILA

It's fine. You okay? Eva's birthday's coming up. It's been three years. It doesn't get easier, does it?

The band starts a cover of The Eagles, "Take it to the Limit." The female singer is amazing and the crying-in-your-beer ballad provides a sweet, sad score to this conversation.

WOLGAST
No. But I'm okay.

LILA
Hey, David asked me to marry him.

This knocks the wind out of Wolgast, but he covers.

WOLGAST
Oh yeah? What'd you say?

LILA
I said yes. I just feel like I have to move on. Maybe have another baby. He's a good guy.

WOLGAST
What should I say? Congratulations?

Lila scrunches up her face, going out on a limb one more time to open the door for Brad, who she still loves.

LILA
You could say don't do it. You could say you're coming home.

Wolgast is trying to control his emotions. So is Lila on her end. She leans against her locker, trying not to cry.

LILA (CONT'D)
It wasn't your fault. It was a terrible thing that happened, but it wasn't your fault. If you came home I would say that as many times as it took to make you believe it.

WOLGAST
I just... I can't. I'm sorry.

LILA
Okay. You call me if you need me. Goodbye, Brad.

Lila hangs up. Wolgast fights tears. But then Amy walks toward him with a GIGANTIC UNICORN with a sparkly necklace. She looks so ABSURD that he LAUGHS.

WOLGAST
That thing is ridiculous.

AMY
Are you okay?

Wolgast wipes his eyes. Doyle is walking up now.

DOYLE
Hey. Should we get going?

That song, "Take it to the Limit" is building steam, the singer belting it out: *So put me on a highway and show me a sign. Take it to the limit, one more time.* Wolgast makes a decision. He smiles at Amy, then winks.

WOLGAST
Yeah. I gotta hit the head though.

DOYLE
Mind if I go first?

Wolgast shrugs. Doyle goes in. The door swings behind him. Wolgast catches it, mouths "One sec" to Amy and walks in...

INT. RESTROOM - CONTINUOUS

The Eagles song reaches it's big climax just as Doyle senses Wolgast's presence. He turns, Wolgast ELBOWS HIS HEAD, then PUNCHES HIM. Doyle is out cold. Wolgast takes his wallet...

EXT. RESTROOM - CONTINUOUS

Wolgast exits, crisp and decisive.

WOLGAST
New plan! Doyle's not feeling well so he's gonna stay here. We're not going to Colorado. It's a bad place.

AMY
It is?

WOLGAST
Yeah. But we got a problem because there's gonna be some bad guys looking for us, so I think we should go someplace else, but it means you have to trust me. And I get that you might not have good reasons--

AMY
Okay.

WOLGAST
Okay?

AMY
Okay, I trust you. Let's get the hell out of here!

WOLGAST
Are you sure?

AMY
Yes. Let's go. Now?

WOLGAST
Okay. Now let's run like we just
remembered we're late for dinner
and mama's gonna kill us.

Wolgast takes her hand but Amy's already pulling. The two of them, the carnival, the unicorn: It's all very giddy and joyous as they run out into...

EXT. CARNIVAL - PARKING LOT - NIGHT

A parking lot where Wolgast ALMOST RUNS INTO A JACKED UP, RED PICKUP TRUCK. There's a HUGE REDNECK GUY behind the wheel.

REDNECK
Watch where you're going asshat!

WOLGAST
Sorry! We're late for dinner!

Wolgast gives the bed of the truck a pat as it goes. Are you paying attention? It's got Texas plates. Amy and Wolgast run to the car and get in. The last refrain of the old Eagles song seems hopeful and energetic now as Wolgast and Amy get into the Chevy and drive away, making a break for freedom...

END OF ACT THREE

ACT FOUR

INT. PROJECT NOAH - NIGHT

CLOSE ON: A GIANT TV SCREEN: THE SHINING IS ON.

DANNY TORRANCE, 5, rides his tricycle down the hallway of the OVERLOOK HOTEL, through the kitchen, down a hallway. He stops when he sees TWO TWIN GIRLS standing side by side.

TWINS

Come play with us Danny.

REVEAL: We're in a beautiful BALLROOM. A gigantic chandelier hangs from the ceiling. The soldiers have dragged COUCHES from other rooms in here and they are watching the movie and drinking. The men and women are rowdy and relaxed.

Richards stands in back with Paulson, who drinks a beer.

RICHARDS

Paulson, is this really the best movie for us to be watching?

PAULSON

Yeah, well. This is where we're at, man. Everybody's going stir crazy. The good news is people are hooking up like we're at a really long wedding.

He SMILES at a FEMALE SOLDIER walking by, toasting her with his beer. She smiles back. Paulson turns back to Richards.

PAULSON (CONT'D)

Hey, some of my guys are complaining about nightmares. Have you heard anybody else complain?

Richards avoids the question, instead gesturing to the screen where the hallway of The Overlook Hotel is FLOODED with blood.

RICHARDS

Again, if people are having nightmares, maybe this is not a good choice. You know what's a good movie? *Chef*.

A shrug and an eye roll from Paulson. Then he turns serious.

PAULSON

Hey. You know I'd work for you anywhere, right? And it's just me and you talking here. What's going on down in the basement?

Richards takes a pull from his beer, goes with the company line, but is unable to hide his bitterness.

RICHARDS

We're making the world a better place. Trying to improve the lives of Americans by dramatically reducing disease.

(a beat)

At least that's how the US Defense Secretary explained it to me.

PAULSON

(dead serious)

Okay, great. But what's going on in the basement?

Richards' phone RINGS. He smiles at Paulson and slips out...

RICHARDS

Richards. Yeah, Doyle, what is it?

Richards' jaw tightens and he closes his eyes as Doyle delivers the bad news about Wolgast.

INT. PROJECT NOAH - RICHARDS' OFFICE - LATER

Richards stands in his office with Sykes. A MAN'S VOICE, lots of authority and anger, comes out of a speaker phone.

MAN'S VOICE

Brad Wolgast earned a Silver Star in 2005 and was credited with 98 kills in Afghanistan. This is not the guy we want going rogue. We need this contained. If what's been going on at Project Noah gets out--

RICHARDS

He doesn't know anything.

MAN'S VOICE

He knows enough to make him a liability. Do whatever you have to do.

The man ends the call. Sykes looks up at Richards, who looks grim and resigned, hating what he has to do.

SYKES

He's your friend.

RICHARDS

Doesn't matter. I know what I have to do. We tracked his phone to Texas. We'll have him any minute.

EXT. HIGHWAY - NIGHT

We see signs for EL PASO. RED LIGHTS FLASH. A patrol car is parked. Two cops get out and walk up to a car... but it's not Wolgast and Amy! It's the REDNECK in the jacked up truck that Wolgast ran into. The CAMERA LINGERS in the bed of the truck where we find Wolgast's iPhone...

EXT. ROAD - CAR - MOVING - NIGHT

Wolgast's car drives by. A LOVELY SONG provides score...

EXT./INT. WOLGAST'S CAR - MOVING - DAY

A Subaru speeds the highway, passes a sign: WELCOME TO IOWA. Wolgast drives. Amy sleeps. A POLICE CAR pulls behind them. Wolgast holds his breath, but it drives past. Wolgast blinks away fatigue, sees a sign for a RIVER...

EXT. ROADSIDE - MINUTES LATER

Wolgast is parked. He's looking at a photo booth strip: It's Wolgast, Lila, and EVA, 11, arms around each other, happy.

FLASH ON:

-- A SINGULAR MEMORY -- AN AFTERNOON AT THE BEACH --

-- Wolgast sits behind Lila who sits behind EVA. He has his arms around his family and Lila's head is on his chest as they watch the sunset. It's one of those perfect days...

-- BACK IN THE CAR, Wolgast puts away his memories along with the picture. He gently nudges Amy.

WOLGAST
Sweetie. Wake up.

EXT. RIVER BANK - MINUTES LATER

It's beautiful. Amy, wearing his plaid shirt, is still groggy.

AMY
What are we doing?

WOLGAST
I thought maybe this was a nice place for you to say goodbye to your mama. It's important.

Amy's body language says "That is an unbelievably stupid idea and you are stupid for having it."

WOLGAST (CONT'D)
There should have been a service.

AMY
What do you want me to do?

WOLGAST
Maybe you could say a memory.
Something nice that she did.

AMY
You mean besides being a junkie?

WOLGAST
Yeah, I mean besides being a
junkie. She was your mother. Anger
is poison. Let's leave some of it
here.

Amy looks at Wolgast: *I got nothing*. He looks back at her: *I can wait*. Amy rolls her eyes, throws him a bone.

AMY
One time for my birthday she made
me a cake out of donuts and whipped
cream and let me eat it for dinner.

WOLGAST
That sounds delicious. What else?

Amy gives him a dirty look. The memories are making her sad.

AMY
She let me sleep in her bed and
watch TV with her if I got scared.
She never yelled at me about that.

WOLGAST
I like that a lot. What else?

Amy misses her mom, the loss only now fully registering.
Tough kid that she is, she fights her tears. Wolgast waits...

AMY
She told me I was the joy of her
life. She said that all the time.

Wolgast pulls her close with one arm, she buries her face
into his chest. He looks over her head at the sky and we get
the idea that he's saying his own goodbyes...

END OF ACT FOUR

ACT FIVE

INT. PROJECT NOAH - CARTER'S ROOM - DAY

Anthony Carter watches TV in his well-appointed, comfortable room, a tray of food nearby. A knock at the door. He opens it. We DO NOT SEE WHO IS THERE.

MAN'S VOICE (O.C.)
Hello Mr. Carter. I'm here to do a quick exam and answer any questions you may have. May I come in?

-- Now we are OVER THE SHOULDER OF THE MAN AT THE DOOR. His lab coat tells us he is a DOCTOR, but we still don't see him. Carter looks uneasy --

CARTER
Sure. Come on in.

JUMP CUT THROUGH: The doctor takes Carter's blood pressure -- temperature -- THEN he listens to Carter's heartbeat -- WE ARE STILL SHOOTING PAST HIS SHOULDER --

DOCTOR (O.C.)
Deep breath in... Now out... Heart and lungs sound great. You're going to be a great addition.

CARTER
You didn't tell me your name.

OKAY, NOW WE SEE HIM -- IT'S FANNING, IN HUMAN FORM, WEARING A THREE PIECE SUIT, HIS ROLEX, AND A VERY UNSETTLING SMILE.

FANNING
Fanning. Dr. Tim Fanning.

CARTER
What's gonna happen to me?

FANNING
(smirking)
I'm not gonna lie to you, Carter. It's gonna be bad...

CARTER
You're bleeding.

He is. He's bleeding from the mouth, badly.

FANNING
I am? Oh. How embarrassing.

Fanning wipes his mouth with his hand, smearing blood across his face, then wipes his hand on his suit, smiling the whole time AS HIS MOUTH KEEPS BLEEDING. CARTER IS TERRIFIED.

FANNING (CONT'D)
 I'll be there with you Carter, but
 it's gonna be bad. And then it's
 gonna get worse...

-- HE PUTS HIS BLOODY FACE RIGHT UP TO CARTER'S EAR --

FANNING (CONT'D)
 But when it gets better? Oh,
 brother...

-- CLOSE ON FANNING'S FANGED TEETH --

FANNING (CONT'D)
 It's going to be glorious...

-- CARTER LOOKS AT FANNING - HE'S A MONSTER NOW, BARING HIS
 TEETH! CARTER SCREAMS!

INT. PROJECT NOAH - CARTER'S ROOM - SAME TIME

Carter SITS UP on the couch, waking from this nightmare,
 covered in sweat, heart racing.

INT. GAS STATION - DAY

Wolgast is paying for gas and groceries in cash. There's a TV
 on the wall playing above the clerk's shoulder.

NEWS ANCHOR
 A nationwide manhunt is underway
 for this man, Brad Wolgast, in
 connection with the abduction of a
 ten year old African American girl.

Wolgast's picture is on the TV. Thankfully no one is paying
 attention. He curses Richards under his breath as he grabs
 his groceries and leaves...

EXT. GAS STATION - MOMENTS LATER

Wolgast walks over to a payphone, waving at Amy in the car.
 He dials, dumps quarters in. It rings, then:

LILA'S VOICE (O.S.)
 Hello?

WOLGAST
 Lila. Some stuff has come up. I'm
 in trouble. If Richards calls, tell
 him you haven't heard from me in
 months. Tell him --

LILA'S VOICE (O.S.)
 Oh hi Mrs. Ferber. Don't worry.
 Your incision isn't opening up.

(MORE)

LILA'S VOICE (O.S.) (CONT'D)
That's just the normal healing
process.

INTERCUT WITH:

INT. LILA'S HOUSE - SAME TIME

Lila steps into her kitchen, looking over her shoulder.

LILA
Keep it covered and dry and come in
tomorrow for a recheck.

Wolgast, on his end, shuts his eyes. He lowers his voice.

WOLGAST
He's there isn't he?

Yes he is. We can see RICHARDS in the living room behind Lila, watching her closely. Lila keeps her voice light and professional, but her back is to Richards so she allows her face to betray her emotion here.

LILA
Yeah, that's a possibility.

WOLGAST
Are you in danger?

LILA
Don't worry about that. I'm here
for you. Tell me about your other
symptoms.

Their voices are low and there's an intimacy to the coded conversation that's almost sexy. Despite everything, Wolgast gives a small smile for his cool-under-pressure Lila -- despite everything, he is overcome with longing for her.

WOLGAST
Pretty quick thinking there, Doc.
That thing on the news isn't true.

LILA
I understand that. How can I help?

WOLGAST
He have other men with him?

LILA
I'd say six days of recovery.

WOLGAST
Okay. I may be running out of moves
here. I gotta go. The girl's name
is Amy Bellafonte. Richards wants
her. She's in trouble. Whatever
happens... I'm trying to do the
right thing.

He's scaring the shit out of her. She looks at the ceiling to hold back tears and works hard to control her voice.

LILA
Okay, but you're my patient--

WOLGAST
Lila, you were right about everything. I love you. I never stopped. I understand that now. I understand a lot of things now.

He's gone, the connection severed. Lila collects herself, walks back to Richards, convincingly cool.

LILA
Sorry about that. Patient.

RICHARDS
(after a long look)
You'll let me know if you hear from him? If I can get to him before the police, maybe I can help.

LILA
He's a good man. I'm sure there's an explanation.
(a beat)
He's your friend. Remember that.

Richards takes that in, then hugs her.

RICHARDS
It's good to see you, Lila.

Lila watches him go, then puts her hand to her mouth.

INT. CAR - MOMENTS LATER

Amy sits in the car listening to the radio. Wolgast opens the door and gets in, tossing Amy a package of powdered donuts.

WOLGAST
Here you go. Breakfast. Do not make a habit of this.

AMY
I love those!

Wolgast can't help but smile, watching her tear into the package like there's no tomorrow. But he's got one eye on the fuel pump where a SHERIFF pumps gas.

AMY (CONT'D)
Why are we not driving?

Wolgast takes her hand. Amy senses bad news, tries to pull away. He won't let her.

WOLGAST
I'm gonna surrender.

AMY
No!

WOLGAST
It's not gonna work. We're not gonna make it across the border. If I surrender, we can get you on TV and they won't be able to hurt you.

AMY
You're leaving me...

Her heartbreak nearly kills him.

WOLGAST
This is how it has to be. The only thing that matters is that you're safe. I want to say something--

But she's already checking out, looking out the window, acting like it doesn't matter. It's so sad, her pretending to be tough. It's almost more than Wolgast can bear. Whatever song is playing on the radio supports the emotion here.

WOLGAST (CONT'D)
Hey. I want to say something to you. Your life is important. You are important. You are wicked smart and strong and fast and funny and tough. You can do anything you want with your life. That is not my opinion. It is a fact.
(She's looking at him now)
You can do anything you want with your life. Can you hear that Amy? It's important.

Amy stares at him. His words are true and kind and she desperately needed to hear them. She speaks softly.

AMY
Okay.

WOLGAST
Good. Now I'm gonna go talk to that Sheriff. You ready? Can we do this?

Amy nods. Wolgast gets up, squeezes her shoulder as he leaves. Amy watches as Wolgast points to her and then to himself. The Sheriff radios in to his station...

INT. SHERIFF STATION - RED WING, MINNESOTA - DAY

Amy puts money into a vending machine and a cold, sweaty CAN OF COKE lands with a THUD.

We're in a Sheriff Station. The SHERIFF, 50s, a small town hapless nice guy, fills out a report. A NICE SECRETARY, 40s, sits at a desk. Amy brings the Coke over to Wolgast, who offers her a smile. The PHONE RINGS. Nice secretary answers.

WOLGAST
How we coming on that reporter?

SHERIFF
Should be here any minute.

NICE SECRETARY
Sheriff, the Department of Defense is on line one.

SHERIFF
Really? Well, hell.

Wolgast is alarmed. Then he hears A HELICOPTER approaching. This is bad. Nice secretary walks to the COPY ROOM. Wolgast sees the Sheriff through the window of his office, frowning, shaking his head. He's in trouble. He looks at Amy.

WOLGAST
We gotta get out of here. Go get the keys to the handcuffs.

AMY
What? I can't do that--

WOLGAST
They're in the desk. Go.

AMY
But he's a Sheriff! I thought the plan was to surrender. Why...?

WOLGAST
(commanding dad voice)
Amy! I know you're smart and you like to ask questions, but I need you to get those keys or we're going to be in very big trouble!

Amy hurries to the desk, rifles through the drawers. She finds the keys and TOSSES THEM TO WOLGAST, who frees himself. THE HELICOPTER IS SUPER LOUD NOW, adding to the urgency.

SHERIFF
What in hell are you doing?

Wolgast is standing, un-cuffed. The Sheriff pulls his gun.

WOLGAST
We all have to get out of here. That helicopter that just landed outside is full of very bad men.

The Sheriff has his gun raised.

SHERIFF

Put your hands up! STAY WHERE YOU --

HERE IS THE NAVY SEAL BAD-ASS WE'VE BEEN WAITING FOR --
Wolgast KNOCKS the Sheriff's legs out from under him, taking
his GUN AND KEYS. The Sheriff SCRAMBLES FOR HIS RIFLE --

-- WOLGAST TURNS TO SEE RICHARDS COMING UP THE STEPS INTO THE
BUILDING, TWO SOLDIERS BEHIND HIM --

-- Wolgast PUSHES AMY IN FRONT of him (Note: during this set
piece Wolgast is hyper-aware of where Amy is, shoving her
behind or in front of him to keep her safe) and moves out the
back --

-- UH OH, HERE'S ANOTHER ONE OF RICHARDS' SOLDIERS -- Wolgast
BACK PEDDLES, heading toward the hall on his right. The
SOLDIER FIRES AT HIM, but only hits empty space. The SHERIFF
RAISES HIS RIFLE AT THE SOLDIER AND FIRES, MISSING --

SHERIFF (CONT'D)

What the hell is going on --

-- The SOLDIER PIVOTS, SHOOTS THE SHERIFF DEAD. AMY SCREAMS!

-- Wolgast leads Amy down the hall, but OH SHIT, THERE'S
ANOTHER SOLDIER ENTERING. WOLGAST OPENS THE DOOR TO THE COPY
ROOM SHOVING AMY INSIDE, THEN HE TURNS TO THE SOLDIER WHO IS
RAISING HIS WEAPON --

-- WOLGAST GOES AT THE GUY LIKE A FUCKING TRUCK, PULLING HIS
RIFLE FORWARD, KILLING HIM WITH THE SHERIFF'S GUN - HE TURNS
JUST IN TIME TO SHOOT ANOTHER SOLDIER COMING DOWN THE HALL.

Wolgast takes the soldier's weapon, opens the copy room,
pulls Amy out and pushes her toward the exit. Then:

RICHARDS (O.S.)

Brad don't do this.

-- Wolgast turns, draws down on Richards, who also has his
gun drawn. Standoff. The two old friends stare at each other,
on opposite sides now. Wolgast is disgusted with Richards.

WOLGAST

You gonna shoot me in front of the
girl? Is that who you are now?

RICHARDS

You don't understand what's
happening Brad --

WOLGAST

Explain it to me then. Explain to
me in what world it's okay to
experiment on a ten year old girl.

RICHARDS
 (his words hit hard)
 I will shoot you, do you
 understand? Give me the girl!

PERFECT, BEAUTIFUL SCORE SWELLS. A long beat between the two men, then Wolgast says emphatically, definitively, and with total moral authority:

WOLGAST
 No.

-- RICHARDS EYES FLICK TO HIS LEFT. IT'S ENOUGH WARNING FOR WOLGAST, WHO SHOOTS A SOLDIER JUST AS HE APPEARS IN THE HALLWAY -- RICHARDS FIRES -- WOLGAST AND AMY RUN OUT --

EXT. SHERIFF STATION - PARKING LOT - CONTINUOUS

-- Where Wolgast, holding his side where he was hit, hops into the Sheriff's police cruiser with Amy.

INT. POLICE CRUISER - CONTINUOUS

Wolgast drives. Amy scrunches down in the car seat. She looks up at Wolgast, his face set in grim determination. She looks down to see BLOOD seeping through his shirt.

AMY
 You got hit! Are you okay?

WOLGAST
 I'm okay. It's gonna be okay. Seat belt.

But now there's sirens. Amy peeks over the seat and sees POLICE CARS and BLACK SUVs behind them. She looks back at Wolgast like he's crazy. He sees that she's starting to panic and clicks into Dad mode.

WOLGAST (CONT'D)
 Hey. Look at me. We're going to be okay. Seat belt. Now.

Dad mode works, jarring her out of panic. She's still terrified, but she obeys, buckling up. Eyes on Wolgast:

AMY (V.O.)
 I believed him. Agent Wolgast had decided to stand for me when no one else would. But nothing could stop what had already begun.

SMASH TO BLACK:

END OF SHOW