

THEY LIVE

a screenplay by  
Frank Armitage

Based upon the short story  
"Eight O'Clock in the Morning"

no.

Shooting Script

**FOR EDUCATIONAL  
PURPOSES ONLY**

And within the depths of the valley  
Where light reaches not  
Move forms not meant to be beheld...

H.P. Lovecraft

1 EXT. UNDER MAIN STREET BRIDGE - DAY

BEGIN MAIN TITLES OVER a wall of graffitti.

CAMERA MOVES OFF the wall as a massive train CLANKS past beyond -- its last car RUMBLING out of the way to reveal...

JOHN NADA. 30's. Rugged. Strong. An old sleeping bag and a pack of tools on his back. He's been riding the rails. Homeless. They call them the working poor.

He strides across the tracks. A big man. Proud. His eyes squinting at the sun...

2 EXT. STREET BESIDE LOS ANGELES TRAINYARD - DAY

CONTINUE MAIN TITLES. Nada walks along a street -- past the trainyard -- toward the skyscrapers of downtown Los Angeles in the b.g.

3 EXT. TEMPLE STREET - DAY

CLOSE ON Nada, as a THUMPING SOUND in the sky grabs his attention...

HIS POV: a police helicopter drifts past downtown buildings...

LONG LENS SHOT: as Nada walks over a hill, down toward the canyons of skyscrapers below -- like a man descending down into hell...

5 INT. STATE UNEMPLOYMENT OFFICE - DAY

MAIN TITLES CONTINUE. Nada enters the massive Unemployment office. He checks the board for job listings. Finds none. Then he looks over...

HIS POV: a packed house. The mass of UNEMPLOYED sit waiting for job interviews, filling out endless forms. Some FAMILIES. Faces of every color.

TIME CUT: Nada is being interviewed for a job. The FEMALE INTERVIEWER sleepwalks through her job -- she's conducted this same interview one too many times today...

FEMALE INTERVIEWER  
Last place of employment?

(CONTINUED)

5 CONTINUED:

NADA

Denver, Colorado. I worked  
there for 10 years. Then  
things just seemed to dry up.  
They lost 14 banks in one week.

The Female Interviewer shoots him a sleepy glance...

NADA

So... well, I heard there was  
work in California. I tried  
San Diego. Nothin' there.  
Now I've come to L.A.

The Female Interviewer writes offhandedly. Nada can tell  
he's eating it -- bad.

FEMALE INTERVIEWER

There's nothing available for  
your right now...

NADA

Well at least it's warmer  
out here.

(beat)

Thank you very much.

7 OMIT

8 OMIT

9 EXT. CITY PARK - DAY

Nada strolls into a city park. CONTINUE MAIN TITLES.

HIS POV: HOMELESS MAN sleeps on a park bench.

HIS POV: YUPPIE SECRETARIES on their lunch break sit on the grass eating take-out sushi. Nearby lies a HOMELESS MAN sprawled as if dead. The Secretaries pay no attention. \*

HIS POV: a police car cruises slowly past the park... MOVE FOCUS to f.g. A BLACK VIET NAM VET sits dazedly, staring off... \*

HIS POV: 2 EXPENSIVELY-DRESSED YUPPIE LAWYERS walk briskly along, chatting, oblivious to a BUM lying in the street at their feet... \*

HIS POV: a STREET PREACHER holds court. A small CROWD has gathered around him...

STREET PREACHER

They have taken the hearts  
and minds of our leaders...  
They have recruited the rich  
and the powerful...

Nada moves closer now, up to the rear of the small crowd...

HIS POV: the Street Preacher is black. And blind. It looks as if his eyelids have been sewn shut over empty sockets. He is impassioned...

STREET PREACHER

They have blinded us from  
the truth. Our human spirit  
has been corrupted. Why do  
we worship greed? Why, when  
we say "family values", do  
we mean censorship? \*

A SKINHEAD, 20's, shaved head, olive drab army fatigues, swastica pins and combat boots, seethes nearby... \*

SKINHEAD

Go back to Africa! \*

(CONTINUED)



9 CONTINUED:

STREET PREACHER

(reacts)

Why is it acceptable in  
America to be racist?

A BLACK MAN yells at the Skinhead...

BLACK MAN

Hey, pig! Get outa here!

The Skinhead and the Black Man begin a scuffle. A few punches are thrown, but nothing serious.

STREET PREACHER

Because outside the limits  
of our sight -- feeding on  
us -- perched on top of us  
from birth to death -- are  
our owners! They are all  
around us -- right now!  
Right beside us!

The crowd's loving it, as Nada glances over...

HIS POV: the police car has stopped. TWO COPS get out,  
come this way...

Now the crowd around Nada begins moving away fast...

As the cops pull their nightsticks...

Nada moves away too, along with the flow, glancing back  
over his shoulder...

HIS POV: as the Cops break up the scuffle, rousting the  
antagonists. A WOMAN leads the Street Preacher away to  
safety...

10 OMIT

11 OMIT

12 EXT. APPLIANCE STORE - STREET - NIGHT

CONTINUE MAIN TITLES. A BLACK STREET KID, 18, stands staring at TV sets on the other side of a display window. All the sets are tuned to the same station: Cable 54. See the Cable 54 logo. Images of happy Americans rejoicing, jumping up in the air and slapping hands in SLOW MOTION. Hear pulsing, ELECTRONIC MUSIC... \*

LOGO ANNOUNCER

America wants straight talk.  
We need the truth. We know  
who we are and what we believe  
in. And Cable 54 is All-  
American. \*

Nada walks past, across a dark intersection...

13 OMIT

14 EXT. VACANT LOT - NIGHT

Nada is tucked away against a retaining wall on a vacant lot. Other HOMELESS sleep around him. His sleeping bag spread out, he stares into the darkness...

(CONTINUED)

14 CONTINUED:

HIS POV: through the window of a nearby brownstone, see AN ELDERLY WOMAN sitting motionless watching TV. On the screen a pretty INGENUE is emoting dreamily, accompanied by melodramatic MUSIC. We can just hear her dialogue...

INGENUE

(over TV)

Sometimes when I watch TV -- I stop being myself. I'm the star of a series. I have my own talk show. Or maybe I'm on the news, getting out of a limousine -- going someplace important. All I ever have to be is famous. People watch me and love me. I never grow old. I never die.

Nada looks away, glances up...

HIS POV: a police helicopter moving by overhead...

END MAIN TITLES.

15 EXT. CONSTRUCTION SITE - DAY

A big construction site. A condo or apartment building is going up. MEN at work. Some heavy machinery. Hard sunlight.

Nada walks across the site, up to the FOREMAN, a grim sunburned man in his 50's...

NADA

You need anybody?

A beat, as the Foreman looks Nada over...

FOREMAN

Maybe...

NADA

I got my own tools.

FOREMAN

This is a union job.

Nada glances over.

HIS POV: several CHICANO WORKERS nearby.

(CONTINUED)



15 CONTINUED:

NADA

So then may I please talk to  
the shop steward?

The Foreman just looks at him...

NADA

Sir?

TIME CUT: Now Nada is working...

SERIES OF SHOTS. He carries heavy stuff.

Digs.

Sweats in the sun.

FRANK, 30's, black, big, works nearby. He looks up and  
over at Nada...

Nada looks back. They exchange glances...

TIME CUT: end of the day. Workers leaving. Sun getting  
lower in the sky.

The Foreman stops as Nada loads his tools into his bag...

FOREMAN

There's no sleepin' at the  
site -- so park your ass  
someplace else for the night.

The Foreman turns to walk away.

NADA

Excuse me...

The Foreman turns back to Nada...

NADA

Then when do I get paid?

FOREMAN

Thursday.

Although he doesn't like it much, Nada just watches as  
the Foreman strolls off... Now Frank comes up...

(CONTINUED)

15 CONTINUED:

FRANK

Need a place to stay?

Nada doesn't reply. He continues packing up his tools.

FRANK

Justiceville's over on 4th  
~~Street. They get hot food~~  
and showers.

Beat. No reply.

FRANK

I'm goin' that way -- if you  
want me to show you.

Nada gives no answer. Frank shrugs, moves on.

16 EXT. STREET - DAY

Frank walks along the street. A block behind him comes Nada, following. Frank turns, notices him, but keeps walking...

17 EXT. ANOTHER STREET - DAY

Now Nada is just 30 or so feet behind Frank. Finally Frank stops. Waits for Nada to catch up...

FRANK

I don't like nobody followin'  
me -- 'less I know why.

NADA

(beat)

I don't join up with nobody --  
'til I see where he's goin'.

They stare at each other for a beat.

Then Frank grins...

18 EXT. JUSTICEVILLE - DAY

Transient outpost.

A makeshift shower building.

(CONTINUED)

18 CONTINUED:

Porto-potties.

A food line stretches from the back of the truck. FAMILIES mostly. A few DRIFTERS. BUMS. All colors.

Some very All-American looking FAMILIES are living out of their cars...

---

KIDS play in the field...

Another area of the field: tents are set up. Lean-tos. Sleeping bags spread around...

Nada takes it all in, as he follows Frank up to GILBERT, 40's, Justiceville's main cop and handy man. He's working unloading old furniture from the back of a truck... \*

FRANK \*

This is Gilbert. Anything you need, he knows how to find it.

GILBERT \*

(to Nada)

Hi. Whaddya got in the pack? Tools?

NADA \*

Yeah.

GILBERT \*

Great. If you can use 'em, we can use you. The shower's caving in...

TIME CUT: Nada and Frank in the food line, filling their plates. A BROWN-HAIRED WOMAN serves them... \*

TIME CUT: Nada and Frank carry their food across the field, looking for a spot to eat...

FRANK

It's a miracle we all survive from day to day -- the world is so filled with assholes. I do asshole things too, but I don't do them deliberately...

(CONTINUED)

18 CONTINUED:

TIME CUT: Nada and Frank sit eating their dinner...

FRANK

Got a wife and 2 kids back  
in Detroit. Haven't seen 'em  
in 6 months. Steel mills  
were layin' off people right  
and left. ~~They finally went~~  
under.

Frank takes a mouthful of food...

FRANK

We gave the steel companies  
a break when they needed it.  
They gave themselves raises.  
It's the Golden Rule. Whoever  
has the gold makes the rules.

Now Frank stares out across the field...

(CONTINUED)

18 CONTINUED:

FRANK

If they close one more factory --  
we should take a sledge to one  
of their fancy fuckin' foreign  
cars.

NADA

~~You got to have a little~~  
patience with life.

FRANK

Yeah, well I'm all out.

TIME CUT: Nada and Frank walk off their dinners, through  
the field of tents, sleeping bags and makeshift shelters...

FRANK

The whole deal's like some  
kinda crazy game. They put  
you at the starting line and  
the name of the game is to  
make it through life. But  
everybody's out for themselves  
and tryin' to do you in at  
the same time. "Okay, man,  
here you are, do what you can.  
But remember -- I'm gonna do  
my best to blow your ass away."

NADA

It's deep in the race. Snake  
brain. Everybody's got one.  
Hidden way down -- under all  
that love and peace.

FRANK

Yeah...

(beat)

So how you gonna make it?

NADA

I deliver a hard day's work  
for my money. I just want  
the chance. It'll come.

(beat)

I believe in America. I follow  
the rules. Everybody's got they're  
own hard times these days...

19 CONTINUED:

Then we hear his voice, JUDDERING, DISTORTED, coming out of a wave of INTERFERENCE...

BEARDED-MAN

... our impulses are being redirected. We are living in an artificially induced ~~state of consciousness that~~ resembles sleep...

(INTERFERENCE)

Now Nada, the Drifter and the Family Man all wince slightly, as if they had been suddenly awakened out of a deep sleep.

DRIFTER

Goddamn hacker... Second time tonight this asshole's cut in.

BZZZT! And the AUDIO comes out of SIGNAL NOISE again...

BEARDED-MAN

... the movement began 8 months ago when we discovered, quite by accident, these signals being...

(INTERFERENCE)

Nada, the Drifter and the Family Man rub their heads, suddenly developing powerful headaches...

FAMILY MAN

This thing's giving me a headache...

DRIFTER

(wincing)  
Hackers spend months figurin' this out. F.C.C. never catches 'em...

But something catches Nada's eye. He turns...

HIS POV: a few yards away stands the blind Street Preacher from the city park. His head tipped back slightly, he seems to have a strange, giddy smile on his face...

(CONTINUED)



19 EXT. JUSTICEVILLE - NIGHT

TIME CUT: Nada sits alone. On the perimeter of Justiceville. Surreptitiously drinking a can of beer.

Campfires, flash-lights, the glow of mercury-vapor street-lights all around him.

Nada glances over...

HIS POV: a few feet away Frank is asleep on top of an old mattress. He's wrapped in layers of blankets. SNORES.

Nada takes a last gulp of beer. Chucks the can in a paper sack. He glances up at the night sky...

HIS POV: the Goodyear blimp Columbia glides majestically above the city, blinking and crawling with computerized lights...

TIME CUT: Nada walks across the Justiceville field. He can't sleep. Wired and tired.

TIME CUT: the REC AREA. At the rear of the main shower building is a TV hooked up and plopped on top of an old clothes dryer.

A FAMILY MAN and a DRIFTER sit on kitchen chairs watching a commercial for press-on nails.

Nada stops here for a moment, all three men just staring blankly at the screen...

TV: a BEAUTIFUL UPSCALE GIRL plays tennis, jogs in an expensive outfit, rushes to work in a nifty, trendy dress.

FEMALE VOICE

(soothing)

If you think you can't wear  
press-on nails because of all  
the active things you do...

BUZZZT...

Suddenly the commercial disappears into STATIC. Then another image pops on. We're looking at a BEARDED-MAN talking directly to CAMERA. He stands against a blank clapboard wall. The scene is amateurishly lit. There's no sound at first, just the BUZZING...

(CONTINUED)

19 CONTINUED:

Then we hear his voice, JUDDERING, DISTORTED, coming out of a wave of INTERFERENCE... \*

BEARDED-MAN \*

... our impulses are being redirected. We are living in an artificially induced ~~state of consciousness that resembles sleep...~~

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HIS POV: a few yards away stands the blind Street Preacher from the city park. His head tipped back slightly, he seems to have a strange, giddy smile on his face...

(CONTINUED)

19 CONTINUED:

BEARDED-MAN  
(voice comes out  
of INTERFERENCE)

... the poor and the underclass  
are growing. Racial justice  
and human rights are non-  
existent. They have created  
~~a repressive society and we~~  
are their unwitting accomplices...

(CONTINUED)

19 CONTINUED:

INTERFERENCE washes out the Bearded-Man's dialogue.  
Nada's looking over, staring... \*

CLOSER: on the blind Street Preacher...

Now we see that he is actually mouthng the words in synch  
with the Bearded-Man, as if he's memorized them!

BEARDED-MAN

... Their intention to rule  
rests with the annihilation  
of consciousness. We have  
been lulled into a trance.  
They've made us indifferent,  
to ourselves, to others. We  
are focused only on our own  
gain... \*

(INTERFERENCE)

EXTREME CLOSE: blind Street Preacher...

His lips form the words along with the Bearded-Man, as if  
he's preaching a sermon on Sunday morning... \*

BEARDED-MAN

... as long as they're not  
discovered. That's their  
primary method of survival --  
keep us asleep, keep us  
selfish, keep us sedated... \*

Now the Drifter's on his feet, shuffling over to the TV,  
his hand on the channel changer...

DRIFTER

Blow it out your ass.

CLICK. He changes over to another station showing an  
old movie... and immediately the headaches disappear.

FAMILY MAN

What was he talking about?

DRIFTER

Who cares? He's just some  
puto gettin' hisself on TV...

(CONTINUED)

19 CONTINUED:

The Family Man and the Drifter return to their previous positions -- staring at the TV as if in some kind of trance.

Nada looks over again...

HIS POV: the blind Street Preacher is walking away from the Rec Area, toward the main entrance. ~~Now Gilbert comes~~  
up to him. They talk intensely as Gilbert leads the Street Preacher along... \*

TIME CUT: the Justiceville field, as Nada ENTERS FRAME...

CAMERA MOVES WITH him across the field, slowly now, up to the main entrance... \*

He looks...

HIS POV: Gilbert leads the Street Preacher to an old clapboard church directly across the street: \*

'AFRICAN METHODIST

EPISCOPAL FREE CHURCH'

Nada watches...

HIS POV: closer on the church...

See the Street Preacher and Gilbert enter a basement door at the side. \*

Nada stares for a moment.

Curious.

Then slowly turns back into Justiceville...

20 EXT. CITY - DAWN

Swollen sun creeps up slowly past the horizon.

Silhouetting the city...

20A EXT. JUSTICEVILLE - DAY

At the main entrance. Nada comes up. He carries a lunch sack and his pack of tools.

Gilbert walks wearily across the street from the church into the main entrance, nodding a hello at Nada. He's been there all night...

NADA

Choir practice went on a little late last night.

Gilbert stops, smiles...

GILBERT

Oh, the church lets us use their kitchen.

NADA

At 4 in the mornin'?

GILBERT

(pleasantly)

Hey, we're taking care of alot of people here...

Gilbert walks off, as Nada stares after him. Now Frank comes up, joins Nada, and they start for work...

21 EXT. CITY STREET - DAY

Nada and Frank walk on their way to work...

FRANK

Used to think everybody made their own luck...

NADA

Sometimes...

FRANK

Up until the day you get wheeled into the hospital. That's when your luck stops.

22 EXT. CONSTRUCTION SITE - DAY

CAMERA FOLLOWS Nada and Frank as they enter the site...

(CONTINUED)



22 CONTINUED:

Other WORKERS tirkle in for the day's work...

FRANK

I had a crushed disc last year. Five weeks in the hospital, man...

NADA

Bein' in the hospital wasn't so bad. It's when I got out that things turned to shit...

They begin unpacking their tools...

FRANK

How come you were there?

NADA

I was electrocuted.

Frank stares at him.

NADA

Workin' this old power company in Oregon. Bottom floor was flooded. I'm down there creepin' along -- water's up to my knees. Part of the wall gives way. Somebody yells, "Oh, shit", and this big nasty cable comes floppin' down through the hole. One end of it hits the water, and whammo! I wake up 3 weeks later, I'm in intensive care, my hair's gone.

TIME CUT: Nada and Frank, working together, carrying cinderblocks from a huge pile over to a partially completed wall...

NADA

When I got back home things started fallin' apart. I was climbin' the walls. I spent hours starin' at the refrigerator. I could hear it playin' "Twist and Shout". I couldn't sleep -- my ears kept ringin' all night long...

23 EXT. STREET - DAY

Now Nada and Frank walk home from work...

NADA

My wife had this toaster. You had to drop the English muffins in just right so they'd go down automatically. I couldn't get the English muffins to drop in. I'd stand there and drop 'em in easy. Then I'd drop 'em in hard. Then I'd slam 'em in. My wife says, "Look -- just like this." She picks up an English muffin, drops it in the toaster, it goes down right away. Me? I was total bullshit.

24 INT. BAR - DAY

Nada and Frank have stopped off for a beer in a seedy little bar...

NADA

I go downstairs one morning before my wife gets up. The English muffins would not go down.

(CONTINUED)

24 CONTINUED:

A serene smile comes over Nada...

NADA

So I threw the toaster  
against the wall. I picked  
it up and threw it against  
the wall again. I kept  
~~throwing it against the wall~~  
until I couldn't throw it  
anymore. I was just home  
from the hospital a week,  
man -- there were pieces of  
toaster everywhere. My  
wife never says a word.  
She just looks at me. I  
said, "The English muffins  
wouldn't go down, honey --  
y'know?"

25 EXT. JUSTICEVILLE - NIGHT

Nada and Frank sit by their bedrolls. Another night in  
homeless America...

FRANK

Where is she now?

No reply.

FRANK

Ain't none of my business.

NADA

She went to start the car  
one morning. Gas pedal stuck.  
Full on. What do they call  
it? "Unintentional acceleration".  
Found her in a concrete wall.

FRANK

I'm sorry, man.

Nada. Another private smile. There's a resignation to  
him, but not bitterness...

(CONTINUED)

25 CONTINUED:

NADA

Don't be sorry for me. No  
use in that. My name is  
John Nada. Nada is the  
Spanish word for "nothing".  
What I got comin' to me  
is already planned out --  
~~by somebody somewhere.~~  
There's nothin' to be  
done about it. Like the  
turnin' of the earth.

26 EXT. JUSTICEVILLE - DAY

Sunday morning. \*

A FEW KIDS play near a retaining wall on the perimeter. \*  
A 16-YEAR-OLD BOY looks thru an old, battered pair of \*  
binoculars...

HIS POV THRU BINOCULARS: LONG LENS VIEW sweeps Justiceville.  
Moving from PERSON to PERSON, -tent to lean-to. STOP FOR  
A BEAT on Gilbert having a conversation with the Brown-  
Haired Lady who serves food, then the VIEW moves on.  
Suddenly the VIEW STOPS again on a CLOSE-UP of Nada,  
smiling INTO CAMERA, coming this way...

The 16-Year-Old Boy lowers his binoculars, looks up... \*

... as Nada walks by and smiles at him...

REC AREA: the TV is on. The Drifter, Family Man and his  
14-YEAR-OLD SON stare at the screen, again as if hypnotized.  
Gilbert walks up, begins work nearby on some sort of  
storage cabinet. A beer commercial in on TV... \*

Now STATIC starts again. The commercial goes in and out --  
until the Bearded-Man suddenly pops on again. The hacker. \*

DRIFTER

Not again.

It's the same location for the hacker -- a blank wall  
behind him, amateur lighting and sound quality...

BEARDED-MAN

... They control the American  
dream. They are buying off  
the executive class and anyone  
else who dreams of being  
powerful, rich, conservative...

The viewers in the Rec Area wince -- again as if they  
have been painfully awakened from some kind of trance...

(CONTINUED)

26 CONTINUED:

More STATIC, as the Drifter's on his feet, moving over to change the channel...

DRIFTER

This guy's makin' me wanna puke...

NADA

Don't change it.

The Drifter stops, looks...

Nada's walked up...

14-YEAR-OLD SON

Daddy, I have a headache.

Nada looks over...

HIS POV: as Gilbert stares intently at the screen... \*

BEARDED-MAN

... they're dismantling the sleeping middle class. More and more people are becoming poor. We're their cattle. We're being bred for slavery... \*

The Drifter's hand is hovering by the channel changer...

DRIFTER

(to Nada)

I just can't take this crap.

NADA

Wait.

BEARDED-MAN

... We can't break the signal. Our transmitter isn't powerful enough. We must shut off the signal at its source.

Suddenly the image disappears into HARSH STATIC, replaced by a card: 'PLEASE STAND BY'... Then a car commercial comes on... \*

(CONTINUED)



26 CONTINUED:

Everyone suddenly comes out of their pain. Headaches gone. \*

FAMILY MAN

Can somebody please explain  
to me what the hell that's  
all about?

DRIFTER

Just that idiot lickin' his  
nuts again...

But Nada's watching...

HIS POV: as Gilbert hurries away from the Rec Area, toward  
the main entrance... \*

MAIN ENTRANCE: as Nada walks up, HEARS "Rock of Ages" as  
sung by a black choir and congregation, SOARING and  
SWELLING, coming from...

HIS POV: the AME Free Church across the street. Sunday  
morning services seem to be underway. And there's Gilbert  
entering the main doors into the sanctuary. \*

CLOSER ANGLE: the church, as Nada moves up to the curb,  
down the sidewalk, around to the side of the church. \*

Nada stops. Looks...

HIS POV: that side door to the basement is open slightly.

Nada stands there. Looking at it. He moves his gaze...

HIS POV: the windows of the church. "Rock of Ages"  
continues from the unseen congregation and choir inside. \*

Nada. Thinks about it. Do I or don't I? Glances around.  
No one nearby. I do. He starts toward the door.

HIS POV: MOVING TOWARD the basement door... \*

27 INT. CHURCH BASEMENT - DAY

The door slowly opens. Nada peeks in. Looks around.  
No one here. He quietly steps in.

(CONTINUED)

27 CONTINUED:

A FULL SHOT reveals stacks of cardboard boxes piled around everywhere. And all the windows have been boarded-up from the inside. \*

Nada silently explores. Just past the stacks and stacks or cardboard boxes is a small area in the middle of the basement. What looks like a weird college chemistry lab has been set up on a long table. ~~All sorts of strange~~ equipment. Glasses frames. Stacks of optical glass. Cutting tools.

Nada looks it over, glances up...

HIS POV: past the lab set-up, more cardboard boxes, and written across one wall of the basement in shaky, painted letters:

'They live.

We sleep.'

Nada moves toward the wall, then spots an old reel-to-reel tape deck sitting on a chair. Wires run from the tape deck up to the ceiling, through a hole, into the sanctuary above. Nada's eyes follow the wires up...

28 INT. CHURCH SANCTUARY - DAY

CLOSE ON the wires coming up through a hole in the floor. CAMERA FOLLOWS the wires to a set of speakers. "Rock of Ages" is playing VERY LOUDLY...

NOW CAMERA MOVES TO REVEAL a video camera and a couple of lights. There's the blank wall -- the set for that video hacker.

CAMERA MOVES TO REVEAL the sanctuary. There's no church service going on. Nobody sitting in the pews. Just a small microwave transmitter pointed out one of the windows!

8 PEOPLE sit at a table near the front. Mostly Black and Latino. A couple Asians. And the Bearded-Man! And, of course, Gilbert. There's an urgent meeting going on here. \*  
\*  
\*

(CONTINUED)

28 CONTINUED:

GILBERT

We have to face facts. Only a few seconds got on the air. It's time to forget about breaking in on top of their signal -- they're going to jam us out again and again...

BEARDED-MAN

Then we have to move the shipment out on the street.

GILBERT

No, no. It won't work that way. We've been all through this...

BEARDED-MAN

We don't have any other choice.

29 INT. BASEMENT

Now Nada's listening, trying to hear the faint VOICES from above. He leans back, straining to hear, touching the wall behind him...

(CONTINUED)

29 CONTINUED:

WHAM! A panel in the wall suddenly falls open!  
Revealing more cardboard boxes tucked away in a little  
cubby hole!

Nada. Frozen. Listening. "Rock of Ages" continues from  
the tape deck, ECHOING LOUDLY from above. Maybe no one  
heard him...

30 INT. CHURCH SANCTUARY

No one did...

GILBERT

We can keep robbing banks  
and manufacturing Hoffman  
lenses till we're blue in  
the face, but we're just  
not gonna get the spread...

31 INT. BASEMENT

Quickly Nada moves the wall panel back into place. Jams  
it in hard, so it won't fall again. He tries it a couple  
times. The fucker won't move...

Now he steps back quietly, moves for the door...

WHAM!

The blind Street Preacher is standing right behind him,  
reaching out to grab his arm!

It scares the shit out of Nada! He jumps back, out of  
the Street Preacher's grip...

NADA

Whoa!

Nada continues to back away...

NADA

Sorry. Just leavin'.  
Just wanted to close your  
door. Didn't want nobody  
breakin' in. Neighborhood  
watch...

(CONTINUED)

31 CONTINUED:

The Street Preacher moves slowly toward Nada...

STREET PREACHER

Let me touch your face.

And now the Street Preacher's coming up to Nada, putting his hands on Nada's face, running the end of his fingers across Nada's cheeks...

STREET PREACHER

Good... Your hands...

He takes Nada's hands and feels the calluses...

STREET PREACHER

You're a working man.

(CONTINUED)

31 CONTINUED:

Nada backs away, as the Street Preacher reaches in his coat, fumbling around for something... \*

STREET PREACHER

It's the revolution. Let me show you... \*

NADA

Maybe some other time, I really gotta be goin'... \*

And Nada quickly steps to the door...

STREET PREACHER

This world may have blinded me, but the Lord has let me see. You'll be back. \*

32 EXT. SIDE OF CHURCH

Nada emerges from the basement, as a WHOPPING sweeps overhead... \*

HIS POV: a police helicopter THUMPS BY right over the church, only about 100 feet in the air... \*

Nada moves away from the church, back to the street... \*

HIS POV: now, through the main doors, Gilbert and a Black Man step out, look up. They both wear sunglasses. Now Gilbert looks over at Nada... \*

Nada, keeps walking, looking at Gilbert... \*

33 EXT. JUSTICEVILLE

Nada moves back to the main entrance. Stops. Looks back. \*

HIS POV: the main doors. Gilbert and the Black Man duck back inside... \*

As that WHOPPING SOUND draws Nada's gaze upward again... \*

HIS POV: the police helicopter makes a second low-level pass over the church... \*



34 EXT. JUSTICEVILLE

In f.g., a bull session is going down.

Frank sits with the Family Man and the Drifter. \*

In b.g., as the dialogue plays, see Nada walking from the main entrance toward the field -- where those kids are playing. Frank notices him go by...

DRIFTER \*

I've been hearin' somethin' on the street last couple weeks. Weird stuff. Some kind of epidemic of violence is what they're sayin'...

FAMILY MAN \*

Who's saying?

DRIFTER \*

Mostly guys driftin' through from out of town. I was talkin' with this one old boy from San Anselmo. Says there's some kinda cult up there. End of the world sort of thing. Mostly in small towns up north. Not in the big cities yet...

FAMILY MAN \*

What are they doing?

DRIFTER \*

Just raisin' hell. Shootin' people up, robbin' banks. Same old thing as always. People goin' nuts over some crazy dream they just had.

THE FIELD: Where the 16-Year-Old with the binoculars paly, as Nada comes up to him...

NADA

Can I borrow those for awhile?

(CONTINUED)

34 CONTINUED:

BACK TO THE BULL SESSION:

DRIFTER

You wanta know the truth,  
this kinda shit happens at  
the end of every century.  
Just people scared of the  
future, that's all it is.

During this, Frank looks over...

FRANK'S POV: RETAINING WALL at the perimeter. Nada is half-crouched behind the wall, looking through those binoculars...

RETAINING WALL: CLOSE on Nada, as he watches...

HIS POV: THRU BINOCULARS -- the side of the church.

Another station wagon is parked by the basement door. Gilbert and the Black Man each carry several of the cardboard boxes from the basement to the open trunk. They are hurrying along. "Christ the Lord Has Risen Today" comes from inside the church...

Nada, as Frank comes up...

FRANK

What's happening?

NADA'S POV: THRU BINOCULARS, as Gilbert closes the trunk and begins a hurried conversation with the Black Man...

NADA

I was inside there awhile ago. Lots of cardboard boxes. Some kinda lab setup.

(CONTINUED)

34 CONTINUED:

FRANK

Whaddya mean?

NADA

(still looking)

There's no singin'. It's a  
tape recorder.

NADA'S POV: THRU BINOCULARS, as the Black Man jumps in  
the station wagon and pulls away from the church, into  
the street, rushing away. PAN BACK as Gilbert disappears  
back into the basement... \*

FRANK

Leave it alone, man.  
Ain't none of my business,  
ain't none of yours.

NADA

(keeps looking  
thru binoculars)

Our boy Gilbert's over there  
helpin' 'em. \*

FRANK

I got a job now and I plan  
on keepin' it. I'm watchin'  
the white line all the time.  
I don't bother nobody, nobody  
bothers me. You better start  
doin' the same.

NADA

(still looks  
thru binoculars)

White line's in the middle  
of the road. Worst place  
to drive.

But Frank's made up his mind...

FRANK

I'll see you later...

He turns, walks away, and we HOLD on Nada just watching...

[Note: for budgeting and scheduling purposes, consider the descriptions on pages 30 through 37 as being 1 full page each.]

35 EXT. JUSTICEVILLE - NIGHT

Frank sits by his bedroll. Glances over...

FRANK'S POV: Nada, still by that retaining wall at the perimeter, still looking through those binoculars...

Frank. He looks away. No way he's getting involved...

RETAINING WALL: Nada's been here all day. He's watching...

HIS POV: THRU BINOCULARS. That basement door.

Now the THUMPING of another damn helicopter...

CAMERA WHIP PANS UPWARD as Nada's BINOCULAR VIEW SWINGS UP...

...AND STOPS on a police helicopter. Moving by slowly. 50 feet above the church. The binoculars have brought the helicopter INTO CLOSE-UP...

...and now we see A POLICE SHARPSHOOTER crouched in the rear compartment, staring down...

(CONTINUED)

35 CONTINUED:

Nada lowers the binoculars. Stunned. Stares up at the helicopter. Then back down at the church. Binoculars up again...

HIS POV: THRU BINOCULARS. The basement door swings open.

5 MEN come racing out! \*

Hauling ass around to the parking lot...

And now the blind Street Preacher is led out by the Bearded-Man and Gilbert. They move quickly away from the church. \*  
Across the street toward Justiceville!

Nada, lowering the binoculars, looking...

HIS POV: main entrance , as the Street Preacher, Bearded-Man and Gilbert enter Justiceville... \*

(CONTINUED)

35 CONTINUED:

Nada puts the binoculars to his eyes again, looks over...

HIS POV: THRU BINOCULARS. The street down from the church.

A POLICE SWAT TEAM, black uniforms, automatic weapons,  
moves toward the church!

CAMERA WHIP PANS ACROSS as the BINOCULAR VIEW SWINGS BACK .....  
TO...

The church.

3 cars ROAR out of the parking lot. Down the street, away  
from the police...

A couple Men run into the neighborhood, down alleys...

Frank. By his bedroll. He looks up...

FRANK'S POV: the circling helicopter above Justiceville...

Now Frank gets up, as several PEOPLE around him stir...

(CONTINUED)

35 CONTINUED:

Nada. Looking through binoculars...

HIS POV: the church.

The Swat Team arrives! Storms the church! In f.g., police cruisers SCREECH IN, bubble lights flashing!

Nada. On his feet. Moving now. Seeing...

HIS POV: the Street Preacher being led by Gilbert and the Bearded-Man across the field, moving further into the interior of Justiceville. See PEOPLE waking up, jumping to their feet... \*

The Family Man and his Son... On the move. Confused. Scared...

The Drifter. Staring. Something near the main entrance has his attention.

Nada. Moving. Looks over...

HIS POV: main entrance...

Police cruisers pull up. Flashing lights...

A SQUAD OF RIOT COPS arrive at the entrance. Helmets. Riot shotguns. Storm troopers. They move through the entrance...

Nada. Moves out into the field now. People are starting to run...

Frank. Looking up...

FRANK'S POV: the police helicopter is coming down...

(CONTINUED)



35 CONTINUED:

Frank. Moves quickly to gather up his bedroll and tools...

Nada. Looking up at the helicopter. Following it down...

HIS POV: the field, as the helicopter lands...

Nada. Moving now. Wind and dust swirling. Blown by the rotor blades...

HIS POV: main entrance. Now a bulldozer comes RUMBLING IN, its shovel lowering...

Nada. Moving...

Frank. Moving. Looks over, sees...

Nada. And he sees Frank...

But Frank quickly turns the other way -- and moves off!

Nada. Tries to follow after him. The dust and smoke obscure his vision. People run in terror around him!

The Squad of Riot Cops. Moving in a line. Rousting everyone...

The bulldozer. Moving through Justiceville. The shovel wiping everything out. Levelling the place. Grinding through the transient outpost -- crunching tents, lean-tos, the whole 9 yards...

(CONTINUED)

35 CONTINUED:

Nada. Moving. Smoke now... Wild panic all around him.  
He looks...

HIS POV: through the smoke, Gilbert yells something to the  
Street Preacher and Bearded-Man, then takes off in another  
direction. The Bearded-Man helps the Street Preacher over  
a retaining wall... \*

Nada. Moving off... \*

The Drifter. Running from Cops, now seems to be trapped  
by them at the shower area... \*

The helicopter takes off again...

Riot Cops marching through Justiceville...

Nada, running now...

HIS POV: MOVING TOWARD the retaining wall...

Now up to the wall, over it...

36 EXT. ALLEY BEHIND JUSTICEVILLE - NIGHT

PEOPLE running! Drifting smoke. Nada enters. Looks.

HIS POV: the Street Preacher and the Bearded-Man hurry toward one end of the alley...

SUDDENLY they are surrounded by Riot Police!

Nada, watching...

HIS POV: through the smoke, see the Riot Police move in fast, begin CLUBBING the Street Preacher and the Bearded-Man! The beating is blunt -- violent -- fast! Now the Street Preacher and Bearded-Man fall to the pavement, surrounded by the ring of Riot Cops pummeling them, bludgeoning them to death!

Nada, as he is splashed with a powerful light from above...

HIS POV: that police helicopter moves over the alley, its Night Sun searchlight flickering down...

Nada. Ducks out of the searchlight. Runs down the other direction...

HIS POV: other end of the alley. A line of Swat Police start moving in on the Homeless rushing to get out... The alley is blocked from both sides. SCREAMS! Pandemonium!

(CONTINUED

36 CONTINUED:

Nada. He's trapped. He ducks into a small cul de sac.

No way out. He looks around frantically...

Suddenly flattens himself against the wall...

... as that Night Sun searchlight sweeps through the cul  
de sac, missing him.

Now Nada moves behind some boxes...

... and there's the 16-Year-Old Boy with the binoculars  
cowering in fear against a wall. \*

NADA \*

Come on!

Nada grabs him, carries him to a half open window, climbs  
through... \*

37 INT. TENEMENT HALLWAY - NIGHT

Nada enters a dark, crumbling hallway carrying the boy. \*

Place looks deserted. Doors hanging open. Wallpaper ripped. Nada and the boy move on down the hall, stop at an open door, enter... \*

38 INT. TENEMENT ROOM - NIGHT

---

No lights. The room is completely trashed. Floor strewn with garbage. But there are others hiding in here...

The Family Man and his Son, terrified, clinging to each other in the corner... \*

A JUNKIE, eyelids fluttering, a cigarette with a long ash hanging from his lips, lying against a wall. He's higher than a kite... \*

BLACK JUNKIE

Come on in, man. Join the party...

Nada looks around. Takes the 16-Year-Old Boy and gives him to the Family Man. Moves to a wall. Hunkers down... \*

BLACK JUNKIE

Somebody start World War III?

NADA

(whispers)

Shut-up.

They all look at him. At each other.

As the SCREAMING, RUNNING SOUNDS of panic from outside continue, mixed in with the ROARING WHIRR of those police rotors...

HOLD.

SLOW DISSOLVE TO:

39 EXT. JUSTICEVILLE - DAY

Morning.

(CONTINUED)

39 CONTINUED:

Quiet.

Utter, complete desolation. Justiceville has been razed.

No buildings stand. The place is a ruin. Smoke drifts. A few HOMELESS pick around, looking for their stuff. Others stand dazed, broken...

REC AREA: torn apart, except the TV has been spared. It's still on. A fashion show...

FASHION ANNOUNCER

Haut Monde's collection puts passion before fashion. Dash and trash are back. Out goes glitter and in comes divine excess...

Nada walks along. Taking it all in...

Now Nada stops by the spot where his bedroll once lay. It's ripped apart, half buried under dirt. His tool bundle is split open, tools gone...

He stares a moment. Then looks up.

His face is a mask. Eyes staring.

40 EXT. CHURCH - DAY

The AME Free Church. Quiet. Front doors torn off. Smoke drifts out of the sanctuary. Windows shattered. The place has been gutted.

Nada drifts across the street. Cars drive past. RUBBER-NECKERS slow to check things out. But life goes on, and they drive away...

Nada moves around the side of the church.

The basement door has been ripped off its hinges. It lies on the ground...

A FEW BLACK NEIGHBORS stand in the parking lot, staring mutely at all the damage...

Now Nada moves for the basement door...

41 INT. BASEMENT - DAY

He steps inside.

The boards have been stripped off the windows.

All the boxes are gone.

Nada moves through...

Lab set-up. Gone. Broken glass on the floor.

Tape recorder. Gone.

The graffiti on the wall has been painted over with white paint.

Nada. Thinking. Moving for...

That panel in the wall. It's still in place!

Nada bends down. Bangs on the panel. He did a good job before. It won't budge.

Nada stands up, glances out a window. No one nearby.

Back to the panel. Nada puts his whole body into it. Straining...

CA-CRACK! The panel falls open...

...and those cardboard boxes are still inside, hidden in that little cubby hole!

42 EXT. CHURCH - BASEMENT DOOR

Nada peers out. He has one cardboard box tucked under his arm.

Now he ducks back inside...

...as a police car slowly cruises by the church, slowing, then moving on again...

A beat, and then Nada comes out of the basement...

He runs to the rear of the church. The Black Neighbors watch him move through the parking lot, duck down a space between houses, away into the neighborhood...

DISSOLVE TO:

43 EXT. NORTH MAIN STREET BRIDGE - DAY

Nada moves across the bridge. He's on the edge of the Central City. Factories, vacant lots, freight yards, warehouses stretch in the distance. He moves on toward the downtown LA skyscrapers...

44 EXT. MAIN & 5TH STREETS - DAY

Nada walks down the dirty Skid Row street, past a couple WINOS asleep on the sidewalk...

45 EXT. LARGE ALLEY - DAY

A better section of town now, as Nada ducks into a long, wide alley connecting two busy city streets.

Nada stops. Spots a little niche -- a cul de sac off the main alley. He steps in.

A trash dumpster and several large metal trash cans provide a barrier from the alley. It's a prime spot -- secret and private.

Nada hunkers down behind the dumpster.

Stares at that cardboard box.

A beat, and then he rips it open...

INSERT: as the lid of the box flips open -- revealing 20 or so pairs of sunglasses -- all the same style -- simple frames...

Nada. He just stares at the sunglasses.

Is this what this is all about?

He takes a pair out of the box. Looks at them. Then just flops back against the wall, exhausted, confused.

He sits for several beats. Looks at the glasses again.

Then he gets up.

Takes the cardboard box of sunglasses, goes to one of the metal trash cans, buries the box down deep among the rubbish.



46 EXT. CITY STREET - DAY

Nada comes out of the alley, starts walking down the street. He carries the sunglasses in his hands...

Now he puts on the sunglasses...

HIS POV: THRU SUNGLASSES (black and white), the sidewalk. Everything looks weird. Everything's black and white. Flickering. Grainy. And some kind of weird interference moves across the lenses of the sunglasses...

Nada. Suddenly he gets a headache. He takes off the glasses. Now the headache's gone. He looks at them. Examines them again. Puts them back on...

HIS POV: THRU SUNGLASSES (black and white), a billboard across the street. The flickering effect again...

...and the billboard is odd: it's completely blank, white, except for bold, black printing:

'WORK 8 HOURS  
SLEEP 8 HOURS  
PLAY 8 HOURS'

Nada. A headache again. He takes off the glasses...

HIS POV: the billboard. Normal. Color. And now the billboard shows an advertisement for a home computer. We see a stylish, high-tech computer, its screen showing vibrant business data. Bright lettering:

'ZEUS...  
  
WHEN EXCELLENCE  
MATTERS...'

Nada. Stunned. What the...?

He puts the sunglasses on again...

HIS POV: THRU SUNGLASSES (black and white). That weird effect again. And printed on the billboard, somehow underneath the home computer ad, like some subliminal message:

'WORK 8 HOURS  
SLEEP 8 HOURS  
PLAY 8 HOURS'

(CONTINUED)

46 CONTINUED:

Nada rips off the sunglasses, looks over...

HIS POV: another billboard. Normal. An ad showing a Handsome Bronzed Man and an Incredibly Sexy Woman in a bikini cavorting in a fancy hotel swimming pool. Printed in glitzy letters:

'LAS VEGAS

THE GOOD LIFE'

Nada, as he raises the sunglasses again...

HIS POV: the second billboard. Normal. UP INTO FRAME come the sunglasses -- and WHAM! (Black and white) The billboard changes to:

'MARRY AND

REPRODUCE'

Now the sunglasses SLIDE DOWN OUT OF FRAME, and everything becomes normal again. Color. And there's the Las Vegas advertisement...

Nada just stands there a moment.

Dazed.

He doesn't know what he's seeing. He starts walking -- stops at a men's clothing store. A sign above the door reads:

'ARMISI'S

MENS APPAREL'

Nada puts on the sunglasses...

HIS POV: THRU SUNGLASSES (black and white), the Mens Apparel sign now reads in bold black letters:

'NO

INDEPENDENT

THOUGHT'

(CONTINUED)

46 CONTINUED:

Nada looks down...

HIS POV: THRU SUNGLASSES (black and white), a sign in the window reads:

'CONSUME'

Off come the sunglasses, and (in color) now the sign reads:

'CLOSE-OUT SALE'

Now Nada starts looking all around. He's stunned by what he sees...

HIS POV: THRU SUNGLASSES (black and white), a stop sign. Blank. White. Reads:

'SLEEP'

HIS POV: THRU SUNGLASSES (black and white), a pedestrian crossing sign now reads:

'NO THOUGHT'

HIS POV: THRU SUNGLASSES (black and white), a stop light. All 3 lights are pulsing hypnotically in unison. Mounted on top of the stop light is a small surveillance device like a radar dish, slowly rotating...

Nada moves raggedly down the street, to a newspaper stand. He stares...

HIS POV: THRU SUNGLASSES (black and white), the newsstand. On all newspapers and magazines, pictures and text have disappeared! Only white pages with:

'CONFORM'

'OBEY'

Nada takes a magazine out of the rack. He flips through the pages...

HIS POV: THRU SUNGLASSES (black and white). We see that all the pages inside are blank too, except for:

'CONFORM'

'WATCH TV'

(CONTINUED)

46 CONTINUED:

'OBEY'

'BUY'

'DO NOT

QUESTION

AUTHORITY'

...one slogan per page, printed in bolt type.

Nada lowers the sunglasses...

HIS POV: (color), the magazine returns to normal, filled with ad art, print, pictures...

Nada slides the sunglasses back on, as the shoulder of a WELL-DRESSED CUSTOMER moves INTO FRAME. He's a business-man, reaching for a copy of the Wall Street Journal...

Nada looks at him. And his reaction is amazing! It's either God or the Devil he sees...

HIS POV: THRU SUNGLASSES (black and white), the Well-Dressed Customer is a hideous ghoul! An alien! He's still dressed in the nice suit and tie, but his skin is rotted, disintegrating, flesh corrupt, black-rimmed eyes -- like the living dead, a horror! And as he speaks, his jaw moves and you can see through to the back of his head!

WELL-DRESSED  
CUSTOMER GHOUL

What's your problem?

Nada whips off the sunglasses...

HIS POV: (normal, color) now the Well-Dressed Customer is simply a well-to-do middle-aged man looking at Nada stonily -- a brilliant disguise!

WELL-DRESSED  
CUSTOMER

I said what's your problem?

Nada just stares at him...

(CONTINUED)

46 CONTINUED:

The Well-Dressed Customer turns away, goes over to pay a disheveled-looking VENDOR, as Nada raises the sunglasses again...

HIS POV: THRU SUNGLASSES (black and white) as the Well-Dressed Customer Ghoul shoots him a suspicious glance and pays the human-looking Vendor, then moves off...

---

~~Nada pulls down the glasses...~~

HIS POV: (normal, color) as the Vendor doesn't change. He's human -- with or without the glasses. He moves toward Nada now...

VENDOR

You gonna pay for that?

Nada puts on the sunglasses...

HIS POV: THRU SUNGLASSES (black and white), the Vendor is still human, but the dollar bills in his hand are blank, except for:

'THIS IS YOUR GOD'

Down come the sunglasses, and the money returns to normal.

Nada looks over...

HIS POV: (normal, color) as the Well-Dressed Customer walks to his Mercedes. He drops a full paper on the sidewalk, keeps the business section, gets into the car. Sunglasses come up OVER FRAME (black and white) and now it's a Well-Dressed Hideous Ghoul who shoots Nada a final glance... \*

VENDOR

Hey, buddy -- I don't want a hassle, okay? Either pay me or put it back...

Nada numbly puts back the magazine. He's moving on auto pilot now, staggering past the Vendor who looks at him curiously. Moving on down the street...

HIS POV: THRU SUNGLASSES (black and white), a BUSINESSMAN GHOUL, same awful face, stands at a pay phone... \*

BUSINESSMAN GHOUL \*

Don't worry, the insurance company will take care of it.

(CONTINUED)

46 CONTINUED:

HIS POV: THRU SUNGLASSES (black and white), a bus stop. Instead of the familiar advertising, there are slogans:

'STAY ASLEEP'

'WATCH TV'

~~An ELDERLY MAN and an ASIAN WOMAN wait for the bus. They seem dazed, asleep -- but ANOTHER BUSINESSMAN GHOUL is a creature who hits a vending machine and gets a free U.S.A. Today...~~ \*

HIS POV: THRU SUNGLASSES (black and white), a fancy Cadillac waiting for the light to change. A GHOUL WOMAN talks to a HUMAN ELDERLY WOMAN in the passenger seat.

GHoul WOMAN \*

Can you believe? She didn't even go to La Mas class. I told her, for yourself and for the baby, go.

Off come the sunglasses -- (normal, color) revealing a now-human-looking RICH WOMAN in the place of the ghoul. She throws trash through the car window into the street. Back on with the sunglasses (black and white), yep, she's a ghoul, but the passenger isn't... \*

Nada glances into a beauty salon window...

HIS POV: THRU SUNGLASSES (black and white) a WOMAN GHOUL sits under a hair dryer. HUMAN WOMEN sit next to her, oblivious...

HIS POV: THRU SUNGLASSES (black and white), a CHICANA HAIRDRESSER, human, combs out the long tresses of a DARK-HAIRED GHOUL LADY...

Nada moves along the street now, comes to the entrance of a large convenience market. He stares at all the signs and advertising, then wanders inside...

47 INT. CONVENIENCE MARKET - DAY

Nada enters, moves past the ARAB CLERK behind the main counter -- staring at the store.

(CONTINUED)

47 CONTINUED:

A portable TV is on the counter. Nada looks over at it...

HIS POV: THRU SUNGLASSES (black and white), a PRESIDENTIAL CANDIDATE GHOUL jabbars away, inhuman jaw flexing, half-finished skin over skull flexing, witch-like fingers moving...

---

PRESIDENTIAL CANDIDATE GHOUL

(should sound like

Pat Robertson)

The feeling is definitely there. It's a new morning in America. Fresh. Vital. The old cynicism is gone.

(CONTINUED)

47 CONTINUED:

As he talks, there is a constant, pulsing SIGNAL being broadcast through the TV!

PRESIDENTIAL CANDIDATE GHOUL

We have faith in our leaders --  
 in old-fashioned values. We're  
 optimistic as to what becomes  
~~of it all. It really boils down~~  
 to our ability to accept. We  
 don't need pessimism. There  
 are no limits. We must look to  
 the strength of our nation --  
 our ideals -- a vision. We  
 don't want to just survive --  
 we want to succeed...

CLOSE on Nada. During the Candidate Ghoul's dialogue,  
 we intercut a SERIES OF SHOTS of the convenience market  
 as it looks through the sunglasses...

HIS POV: THRU SUNGLASSES (black and white) -- all the  
 products, packaging, signs -- everything in the store  
 that once had a label or a picture or a brand name is now  
just blank with slogans:

'CONFORM'

'BUY'

'OBEY'

'CONSUME'

'SUBMIT'

CLOSE DETAIL SHOTS...

POV: THRU SUNGLASSES (black and white) 2 HUMAN SHOPPERS,  
 working class women, move somnambulistically through the  
 aisles. A GHOUL SHOPPER dressed in an expensive jogging  
 suit gets himself some Yogurt... \*

POV: THRU SUNGLASSES (black and white) 2 GHOUL LADY  
 SHOPPERS chat at the wine section... \*

1ST GHOUL LADY SHOPPER \*

I was shocked she served  
 blue corn tortillas -- that's  
 so dated...

(CONTINUED)



POV: THRU SUNGLASSES (black and white) a DEPRESSED  
HUMAN SHOPPER, a man in his 30's, and a PERKY GHOUL  
SHOPPER, male, stand by the frozen food section...

DEPRESSED HUMAN

I don't know what to do...

PERKY GHOUL

Hey, go for it, man.

---

POV: THRU SUNGLASSES (black and white) a LADY GHOUL  
breaks in line in front of a LATINO LADY (human)...

LADY GHOUL

I just have a couple things...

(CONTINUED)

47 CONTINUED:

Nada. Standing there. Sunglasses on. Taking it all in...

Something happens to Nada. He changes. This big "Oh, now-I-get-it" grin...

He's liberated, somehow. Crazy. He's been transformed into a dark, mischievous little boy. ~~When he talks, it's like someone listening to earphones -- they can't tell that they're talking louder than usual...~~

NADA

It figures it would turn out to be somethin' like this -- with all the bullshit in the world.

The Arab Clerk looks at him...

Other Shoppers, including the now-human-looking JOGGING SUITED MAN, stare...

A RICH LADY in a fur coat comes around a corner, pushing her cart... \*

And the bottom of her cart SMACKS into Nada's shin! \*

The Rich Lady glances up at him, annoyed that he's in the way... \*

NADA'S POV: THRU SUNGLASSES (black and white), the Rich Lady is really a RICH LADY GHOUL...

NADA

You look like your head fell in the cheese dip -- back in 1957.

Nada turns to a CUBAN LADY looking fearfully at him...

NADA

You don't. You're okay. But this one...

He points directly at the Rich Lady...

(CONTINUED)

47 CONTINUED:

NADA

...real fuckin' ugly!

Shoppers begin moving away from Nada. He's obviously crazy.

NADA

See, when I take these  
off, you look just like  
a person.(he lowers  
sunglasses)But when I whip 'em back  
on...(flips them  
up)

...formaldehyde face.

ARAB CLERK

That's enough out of you.  
You get out or I call the cops.NADA'S POV: THRU SUNGLASSES (black and white), the Rich  
Ghoul Lady holds up her wrist watch to her lips and seems  
to be talking into it...

RICH GHOUL LADY

(whispers)

I've got one that can see...

FLIP-FLOP -- down come the sunglasses, and the world goes  
back to unfiltered non-reality (color), and the Rich Lady  
is just holding up her wrist watch to her lips...

Nada backs away toward the exit...

HIS POV: THRU SUNGLASSES (black and white), the Jogging  
Suited Ghoul talks into his wrist watch...

JOGGING SUITED GHOUL

(into watch)

Doesn't appear armed. Wearing  
sunglasses...

(CONTINUED)

47 CONTINUED:

NADA

I don't like any of this one  
bit -- not one bit...

48 EXT. CITY STREET

Nada comes out of the convenience market...

---

Suddenly grabs his head in pain! A wave shoots through  
his skull. The glasses are affecting him...

He staggers slightly. Dazed. A little dizzy.

Then he takes off the sunglasses...

Now, slowly, the headache seems to be subsiding. He  
leans against the side of a building, trying to recover.  
The sunglasses have caused a strong physical reaction.  
He's sweating profusely...

An ASIAN MAN, 30's, comes up...

ASIAN MAN

You okay?

NADA'S POV: up come the sunglasses. (Black and white) The  
Asian Man is human...

All Nada can do right now is stare. The Asian Man moves  
on...

Now Nada's on his feet again, still breathless, trying  
to get going, looking around...

HIS POV: THRU SUNGLASSES, a LADY GHOUL EXECUTIVE checks  
out her appearance in a reflected window (black and white).

Nada, as the high from the sunglasses hits him... He  
stares crazily at the now-normal-looking LADY EXECUTIVE.

NADA

Like pourin' perfume on  
a pig.

The Lady Executive shoots him a glance, moves away  
quickly...

(CONTINUED)

48 CONTINUED:

WHAM! Something dressed in black grabs Nada and pushes him into...

49 EXT. SMALL ALLEY - DAY

... a small alley. Nada staggers back.

The figure in black turns out to be a BLOND-HAIRED COP.

BLOND-HAIRED COP

All right, boy. Suppose  
we just settle down...

Nada moves back into the alley, away from him...

BLOND-HAIRED COP

That's far enough.

NADA'S POV: THRU SUNGLASSES (black and white) -- he's a  
BLOND-HAIRED GHOUL COP.

BLOND-HAIRED GHOUL COP

Where'd you get those glasses?

NADA

Tooth fairy.

BLOND-HAIRED GHOUL COP

I'll bet.

Back to no-glasses reality, as a police cruiser pulls up into the alley entrance. A PARTNER COP gets out, comes around the cruiser into the alley...

NADA'S POV: THRU SUNGLASSES (black and white), the Partner Cop is really a PARTNER GHOUL COP talking into his wrist watch...

PARTNER GHOUL COP

(into watch)

We got him.

Nada's half-crazed, half-excited grin gets bigger...

NADA

Nick yourselves shavin'  
this mornin'?

(CONTINUED)

49 CONTINUED:

BLOND-HAIRED COP  
You look as shitty to us as  
we do to you, boy.

NADA  
Impossible.

The Blond-Haired Cop pulls a pair of handcuffs from his belt, and Nada takes another step back, takes off his sunglasses and puts them away...

The Blond-Haired Cop puts his hand on the gun in his holster, as his Partner Cop comes forward...

BLOND-HAIRED COP  
It would be more convenient  
if we don't have to splatter  
your brains.

Nada doesn't move. The 2 Cops stand together now. No way out for Nada...

BLOND-HAIRED COP  
Good boy. Just take it easy.  
You've stumbled into a little  
something here -- and maybe  
we can all benefit from this  
slight misunderstanding. Now  
let's go someplace quiet --  
so we can talk this over.

As the Partner Cop watches, the Blond-Haired Cop moves for Nada, opening those handcuffs, reaching out for Nada's hand...

Suddenly Nada grabs the Blond-Haired Cop, jerks him forward, clotheslines him!

The Blond-Haired Cop goes horizontal from the impact!

Falls to the pavement, his head shitting with a SHARP CRACK!

The Partner Cop goes for his gun...

But Nada lunges -- with 2 fingers...

Pokes the Partner Cop in the eyes -- hard!

(CONTINUED)

49 CONTINUED:

The Partner Cop is momentarily blinded, in pain...

And Nada delivers 4 fast, vicious PUNCHES to his face...

The Partner Cop goes down...

Nada quickly leans over him, takes his gun out of its holster -- then suddenly spins around -- revealing...

The Blond-Haired Cop! Getting up, wobbling, his gun coming out!

Nada FIRES!

The Blond-Haired Cop flops to the pavement -- dead!

NADA

So you bastards die just  
like we do...

The Partner Cop sits up behind Nada! Pulling out his  
nightstick. Swings! WHACK! Hits Nada's shoulder...

Nada turns and BLASTS HIM!

The Partner Cop rolls over -- dead.

Nada gets up. Rubs his shoulder. Goes over to the Blond-  
Haired Cop. Takes his gun.

Then moves to the police cruiser. Opens the passenger  
door. Reaches in...

INSIDE THE CRUISER: as Nada unclips the riot shotgun from  
under the dash...

50 EXT. CITY STREET

A small CROWD is starting to approach the police cruiser.  
They've heard the gunshots and tentatively want to see...

BOOM! Out steps Nada. Sunglasses back on! Into the street.  
Cautiously scans the area. 2 .38 revolvers stuck in his  
belt. He cocks the shotgun -- looking like your worst  
fucking nightmare!

(CONTINUED)

50 CONTINUED:

HIS POV: THRU SUNGLASSES. FAST CUTS. (All black and white)

Another stop sign:

'CONFORM'

2 HUMANS back away fearfully. Behind them is a billboard reading:

'OBEY AUTHORITY'

A pulsing stop light...

A RICH GHOUL LAWYER, staring at Nada...

RICH GHOUL LAWYER

(whispers)

You can see...

NADA

Very perceptive, Frankenstein.

KABLAMMO! Nada opens up with the shotgun...

The RICH LAWYER (in no-glasses-reality) goes flying...

Absolute PANIC! SCREAMS! The crowd goes crazy! Running for cover! SHRIEKING!

Nada starts moving up the street...

As another police cruiser suddenly comes around a corner...

Nada ducks into a doorway...

The cruiser SCREAMS BY down the street -- gumballs flashing!

51 INT. STOCK EXCHANGE - DAY

Nada backs in the doors from the panic in the street. He turns, looks...

HIS POV: THRU SUNGLASSES, a small stock exchange. Upscale. FAST CUTS: (All black and white).

Computerized ticker...

A GHOUL behind the main desk...

(CONTINUED)



51 CONTINUED:

A STOCK BROKER GHOUL in a suit...

A RETIRED INVESTOR, human, standing next to a BROKER GHOUL...

A SMALL CROWD of humans backing away...

~~Nada -- his eyes invisible behind those sunglasses~~

NADA

I've come here to chew  
bubble gum and kick ass --  
and I'm all out of bubble  
gum.

NADA'S POV: THRU SUNGLASSES (black and white), as a GHOUL SECURITY GUARD springs forward, gun drawn, FIRING! \*

The shot hits on the wall next to Nada! He OPENS FIRE! \*

KABLAM!

Human-looking SECURITY GUARD (in no-glasses reality) is airborne from the impact of Nada's shotgun! \*

FAST CUTS: (all normal, in color) Customers dive for cover...

Computerized ticker, as it DISINTEGRATES with a BLAST!

Security camera on the wall, as it BLOWS APART! \*

Customers run out the front doors...

Out the back way...

As Nada KEEPS BLASTING AWAY! He turns around... \*

HIS POV: THRU SUNGLASSES (black and white), a GHOUL STOCK BROKER tucked away in the corner talks into his expensive gold wrist watch...

GHOUL STOCK BROKER

... white male. 30's. Long  
hair. Wearing sunglasses.

NADA

Momma don't like tattletales.

(CONTINUED)

51 CONTINUED:

And as Nada takes aim...

No-glasses reality (color). The human-looking STOCK BROKER turns a dial around the edge of his wrist watch face...

FLASH! The Stock Broker has simply and suddenly vanished into thin air!

Nada's stunned...

Then POLICE SIRENS SCREAM!

Flashing bubble lights pull up right outside...

And Nada takes off through the rear...

52 EXT. ALLEY BEHIND EXCHANGE - DAY

Nada emerges into another alley...

Pushes a huge trash dumpster. Rolls it up against the doors, blocking them!

Starts moving. Looks up...

HIS POV: THRU SUNGLASSES (black and white -- animated), a small robot spider probe, another surveillance device -- a medicine-ball-sized metallic globe with sensors and video lenses all over it -- comes crawling down the side of the alley on long, arachnid-like metal bug legs.

NADA

And who are you, little fella?

HIS POV: THRU SUNGLASSES (black and white -- animated), CLOSER ON the spider probe as it comes to a stop. The camera lenses begin focusing, sensors WHIRRING...

52 CONTINUED:

SPIDER PROBE POV: (color) scan lines, numbers, and Nada down there in the alley, as seen from the spider probe...

Nada grins...

NADA

Come to show 'em where I  
~~am? Not nice.~~

Nada OPENS FIRE with the shotgun!

HIS POV: THRU SUNGLASSES (black and white -- animated) as the spider probe EXPLODES!

In unfiltered reality, we hear the fragments SHOWERING down -- but they're invisible...

As a LONE COP comes running into the alley, gun drawn! \*

Nada spins around, shotgun pointed... \*

NADA \*

Drop it!

HIS POV: THRU SUNGLASSES (black and white) as the still-human Lone Cop slowly drops his gun... \*

NADA \*

Beat your feet!

And the Lone Cop runs away, back down where he came from, as a THUMPING SOUND goes overhead! \*

NADA'S POV: THRU SUNGLASSES (black and white) as a police helicopter moves by overhead... \*

And Nada takes off. Fast...

53 OMIT  
54 OMIT  
55 OMIT

56 EXT. ANOTHER ALLEY - DAY

Nada comes around the corner, moving fast. PANAGLIDE SHOT.

Down another alley.

He checks the shotgun. Empty. Tosses it. Pulls out a  
.38 revolver...

And that pain suddenly hits again!

Nada tries to shake it off. He ducks off the alley...

57 OMIT

58 OMIT

59 INT. PARKING GARAGE - DAY

FULL SHOT.

Parked cars. Nobody around. The distant WAIL OF SIRENS -- getting LOUDER, CLOSER...

HOLLY THOMPSON enters FRAME.

She takes notice of the distant sirens. Fumbles in her purse for her keys. Walking to her car. Holly is late 20s, early 30s. Intelligent. Upwardly mobile. Equal doses of warmth, ambition, sensuality.

She arrives at her car. Unlocks the door.

The sounds of MORE SIRENS ECHOING get her attention for a second...

WHAMMO! Nada's arm springs out, grabs Holly from behind, jerks her down...

Nada holds her against the side of the car. He's hurting from the effects of the sunglasses...

NADA'S POV: THRU SUNGLASSES (black and white) Holly. Human.

Nada holds one of the .38 revolvers up. Doesn't point it at her, but lets her know he has it...

NADA

Take it easy...  
 (winces in  
 pain from  
 his headache)  
 I just want a little  
 ride outa here...

INSIDE THE CAR: as the door opens, and Nada crawls in first, across the seat to the passenger side, dragging Holly in after him.

NADA

Close the door.

She closes it. She's fear-rigid. Terrified.

He rips off the sunglasses, his head throbbing.

(CONTINUED)

59 CONTINUED:

NADA

Drive.

Holly doesn't look at him. She starts the engine.

NADA

Not too fast.

60 EXT. STREET - DAY

As Holly's car pulls out of the parking garage on to the street...

Police cars are ZOOMING BY...

Holly's car pulls down the street, past 4 RIOT POLICEMEN on foot running the other way...

61 INT. HOLLY'S CAR - DAY

Holly drives. Expression of stone.

HOLLY

They're gone.

Nada's head is on fire. This time the headache stays with him...

NADA

Just keep drivin'...

HOLLY

Where am I going?

NADA

You married?

HOLLY

Yes.

NADA

Don't lie.

HOLLY

(beat)

No.

(CONTINUED)

61 CONTINUED:

NADA

Live alone?

No reply, but it's clear that she does...

NADA

Your place.

HOLLY

Umm... I'd rather not  
do that.

NADA

I'm afraid... I must  
insist...

62 EXT. HOLLYWOOD HILLS - DAY

The Hollywood Hills. Above Sunset Boulevard.

Peaceful.

Mediterranean houses.

Stilt houses.

Trees.

Quiet.

63 EXT. HOLLY'S HOUSE - DAY

Holly's car pulls into the driveway of her spacious home.

The place is rigged for security. Bars on the front  
windows. Home security sign in the carport...

(CONTINUED)

63 CONTINUED:

INSIDE HOLLY'S CAR: as Holly turns off the engine. Nada looks over...

HIS POV: Holly's NEIGHBOR, 40's, middle-class, is watering the flowers in front of his house. He looks over at Holly's car...

Nada, putting on those sunglasses again, wincing in pain as the ferocious headache hits him...

HIS POV: THRU SUNGLASSES (black and white), the Neighbor is human.

NADA

Okay. Nice and easy like.

CLOSE: Holly. She's checking out the distance between herself...

HOLLY'S POV: ... and the Neighbor, who waves at her...

CLOSE: Holly. She doesn't wave back...

CLOSE: Holly's hand creeps slowly toward the door handle...

CLOSE: Holly. Not looking at Nada. She's breathing in long, slow, measured breaths...

CLOSE: Holly's hand, as she grabs the door handle to open it and make a break, only the door opens for her...

OUTSIDE THE CAR: and Nada is there, holding the door for her, his hand encircling her upper arm, still in enormous pain...

NADA

Allow me...

Holly gets out. Closes the door. She and Nada walk slowly to her front door.

NEIGHBOR

Hi, Holly.

HOLLY

Hi...

(CONTINUED)



63 CONTINUED:

Holly unlocks the front door. She and Nada enter.

The Neighbor stares curiously...

64 INT. HOLLY'S HOUSE - DAY

Nada closes the front door. Locks it.

He looks around. Expensive digs. The trappings of a monied life.

It's a cantilevered house. A deck off the front room. Spectacular view of the L.A. basin.

Nada puts on the sunglasses again -- headache and all -- looks around for surveillance devices.

He finds a CAT sunning itself in a window.

He checks the kitchen.

Bathroom.

Bedroom.

Then returns to the front room. Takes off his sunglasses. Slumps in a chair. Exhausted.

HOLLY

Look. I don't know what you want.

NADA

Quiet.

He leans back in his chair. Hands to forehead. Starts to slowly rub his temples. Seems to ignore Holly.

Silence.

She goes over to a chair and sits.

Finally Nada looks at her.

(CONTINUED)

64 CONTINUED:

NADA  
 (holds up  
 sunglasses;  
 weakly)

Like a drug... Wearin'  
 'em makes you high... but  
 then you come down hard...

He's tired, rambling -- unsure how to explain it all...

NADA  
 Look -- things turned a  
 little sour on me today...

HOLLY  
 (softly)  
 You're not the only one.

NADA  
 I'm sorry... I needed you  
 to get away...

HOLLY  
 No. You have 2 guns. You're  
 not sorry.  
 (beat)  
 You're in charge.

Nada looks at her for a beat...

Holly is very scared right now. We shoot the following  
 in...

HOLLY'S POV: Nada, sitting across the room. Sunglasses  
 and guns. Psycho-city.

NADA  
 We're in trouble. The  
 whole world's in trouble.  
 They're all around us  
 and we never knew...

He holds up the sunglasses...

NADA  
 You can only see 'em with  
 these special glasses...

(CONTINUED)

64 CONTINUED:

Now Holly's sure she has a very, very serious crazy on her hands...

HOLLY  
 (low, to  
 herself)  
 Jesus Christ...

NADA  
 I swear to you... We're  
 being controlled -- by these  
 things... Don't know what  
 they are -- but we gotta  
 stop 'em...

HOLLY  
 I'll do whatever you want.  
 Whenever you want.  
 (beat)  
 Just don't hurt me. Please.

NADA  
 Listen to what I'm sayin'...

HOLLY  
 (carefully)  
 Okay.  
 (beat)  
 You're fighting... the forces  
 of evil?  
 (beat)  
 That none of us can see.  
 (beat)  
 Without sunglasses.

NADA  
 (offers her  
 the glasses)  
 Take a look.

HOLLY  
 All I'm trying to do is  
 make it through this fucking  
 day alive. That's all I  
 want. If you want me to look  
 through your sunglasses -- I'll  
 look through your sunglasses.  
 If I don't see what you see --  
 I'll see it anyway. Whatever  
 you want...

(CONTINUED)

64 CONTINUED:

Nada withdraws the sunglasses...

NADA

Have it your way...

HOLLY

No -- that's just the point.  
It's not my way -- it's  
your way.

(beat)

Can't you just get out of  
here -- leave me alone?

Nada's starting to pass out now. His eyelids flicker...

NADA

Need this place to hide...  
Let things calm down...  
I'll move on...

HOLLY

When?

NADA

Little while...

Holly sinks back in her chair. Situation: very grim.

Nada's eyes close...

Holly sits. Watches him.

Nada appears to have fallen asleep.

Holly. A long beat.

Nada. Asleep.

Now Holly slowly starts to get up out of her chair...

NADA

(eyes closed)

Don't fuck with me.

She sits back down...

(CONTINUED)

64 CONTINUED:

HOLLY

(beat)

I'm thirsty.

NADA

Go ahead.

He opens his eyes, watches her get up, walk into the kitchen...

Then he leans back in his chair again.

Tired. Blasted.

Now Nada looks back over, as Holly comes out of the kitchen pouring herself a glass of wine from a bottle.

She goes over to a large picture window...

NADA

(beat)

Like I was sayin' before --  
I'm sorry to have to be  
here...

No response.

Wearily, Nada gets up out of the chair, comes over to her...

NADA

Your name's Holly?

HOLLY

Holly Thompson.

Nada's still fighting off the vestiges of that headache...

NADA

What do you do?

HOLLY

Assistant program director.  
Cable 54.

Now this gets his attention...

(CONTINUED)

64 CONTINUED:

NADA  
TV station?

HOLLY  
Yes.

NADA  
There's some kinda signal  
comin' out of TV sets...

Nada spots the remote control for the TV set by the picture window...

He leans over to grab it...

NADA  
Let me show you.

With all her might Holly swings the wine bottle and SLAMS it over Nada's head!

It connects with a LOUD THWACK!

The sunglasses go flying out of Nada's hand, across the room...

And one of his guns hits the floor...

Before Nada can even react...

Holly shoves him!

Right out through the picture window!

CA-CRASH!

65 EXT. HOLLY'S HOUSE - DAY

As Nada falls downward!

Some 40 feet...

To the shrubs and trees on the hillside below! His fall is broken by leaves and branches...

Glass shard rain down all around him...

66 INT. HOLLY'S HOUSE

As Holly picks up the telephone...

67 EXT. HILLSIDE - DAY

Nada rolls on the ground...

Glass all around...

He's been cut...

He finally manages to get up on his knees...

68 INT. HOLLY'S HOUSE

HOLLY  
(into telephone)  
Holly Thompson. 1329  
Circleview Drive...

69 EXT. HILLSIDE

Nada gets to his feet -- slowly...

Looks up...

HIS POV: Holly's house, 40 feet above him...

Now he reaches down for his other gun...

Gone!

Must have lost it during the fall...

He starts frantically looking around the hillside for the gun...

And slips...

Tumbles down the hillside!

Sliding. Falling.

Trying to grab on to something -- stop himself...

70 EXT. HOLLYWOOD HILLS STREET - DAY

... and falls down the rest of the hillside to the bottom -- on to a nice, quiet, deserted Hollywood Hills Street...

71 INT. HOLLY'S HOUSE

HOLLY

(into telephone)

Above Sunset. No, no --

I'm okay...

(beat)

Yes, I'll hold...

(CONTINUED)



71 CONTINUED:

As she looks over...

HER POV: Nada's sunglasses on the floor...

72 EXT. HOLLYWOOD HILLS STREET

Nada staggers across the street...

The distant SOUND OF POLICE SIRENS...

He clambors down some steps beside another fancy, cantilevered house -- down another hillside...

73 INT. HOLLY'S HOUSE

As Holly bends down, picks up those sunglasses off the floor, stares at them curiously...

74 EXT. UNDER CANTILEVERED HOUSE - DAY

The secluded, wooded area under a Hollywood Hills stilt house -- the part you never see.

Junk piled around. Pipes. Boards. Trash.

Nada moves over to a spot by some bushes. Collapses.

He looks out...

HIS POV: the street below, as several police cruisers wind their way up into the hills...

Their SIRENS get Nada to move... He crawls away through the bushes...

DISSOLVE:

75 EXT. CITY - NIGHT

Twinkling lights of downtown L.A., as seen from the Hollywood Hills.

And then flashing strobe lights. THUMPING. Dark shape of a police helicopter moving across the sky...

76 EXT. LONELY STREET - NIGHT

Nada moves along the dark, lonely street. He staggers. Glances around for cops. Moves on...

77 EXT. URBAN PLAYGROUND - NIGHT

Swings. Concrete buildings: restrooms. Huge concrete structure: tunnels, bridges, ramps -- a place for children to play...

Nada comes up, finds a spot to hide inside a concrete tunnel...

CLOSE: Nada. Hidden. And the distant sound of POLICE SIRENS doesn't stop him from finally passing out...

DISSOLVE TO:

78 EXT. FREEWAY - DAWN

LONG LENS. Big red sun over the freeway. Cars are already starting to jam the lanes...

79 EXT. URBAN PLAYGROUND - DAY

CLOSE on Nada in the concrete tunnel.

He opens his eyes. Looks like shit. Blood caked on his face.

He moves his head. Ouch!

Looks over...

HIS POV: 2 TEENAGE RUNAWAYS are huddled in another tunnel a few feet away. They both stare at Nada...

80 EXT. APPLIANCE STORE - STREET - DAY

The same appliance store we saw in the beginning, with TV sets on the other side of the glass window all tuned to Cable 54.

This time the sound is turned down, but Nada's picture flashes on all the screens during a news broadcast. It's an older photo. He has short hair.

(CONTINUED)

80 CONTINUED:

Here comes Nada. Out of an alley. Moving past the appliance store. Not seeing himself on TV.

He checks the intersection for signs of police. Crosses the street...

81 EXT. CONSTRUCTION SITE - DAY

Frank. Working. Wiping his brow. Putting down his tools and disappearing behind a half-completed wall...

BEHIND THE HALF-COMPLETED WALL. Frank stops for a drink of water...

And Nada emerges from behind a pile of cinderblocks...

NADA

Frank.

Frank drops his cup of water...

FRANK

Don't let nobody see you.

NADA

I've had a rough couple of days...

Now Frank backs away from him...

FRANK

I don't want nothin' to do with you.

Nada stares at him...

(CONTINUED)

81 CONTINUED:

FRANK

How many people did you  
kill?

NADA

Not people...

FRANK

Crazy son of a bitch.

NADA

I gotta show you somethin'.

FRANK

No, man. You ain't showin'  
me nothin'. I got a wife  
and kids. So leave me alone.  
Get outta here.

And Frank moves off...

Nada watches him for a beat, then slowly creeps away behind  
the cinderblock wall...

81 CONTINUED:

Frank walks back over to where he was working. Picks up his tools. Then looks back over where Nada was. His face softens for a moment. Then tightens back into anger...

82 EXT. LARGE ALLEY - DAY

That long, wide alley connecting two city streets.

---

Nada enters from the street. Looking around for cops...

Moves to the cul de sac...

Past the trash dumpster, up to the trash can where he left those boxes of sunglasses...

... and the can is empty!

No! Nada turns, comes out of the cul de sac...

HIS POV: at the other end of the alley is a trash truck. A SANITATION WORKER dumps trash into the compacter in the rear...

Nada goes for the trash truck...

Down the alley...

HIS POV: the Sanitation Worker hasn't seen him. He puts the cans back, circles around to the cab...

Nada moves faster...

Reaches the truck...

Leans in the rear...

Mountains of trash inside. Nada grabs on to the truck. Pulls himself up. Crawls in the compacter...

As the truck starts up, moving forward...

INSIDE THE COMPACTER: Nada searches through garbage, digging down...

KACHUNK! The compacter starts up! Now the garbage is moving, pushed by the giant shovel...

(CONTINUED)

82 CONTINUED:

Desperately Nada digs...

...and finds that box of sunglasses! There are only four glasses left inside...

And Nada half-stumbles, half-jumps out of the back of the truck, just as the compacter crushes the garbage inside...

Nada moves against the wall of the alley, as the trash truck pulls out into the street beyond...

Now Nada starts back down the alley in the other direction, taking out a pair of sunglasses...

As Frank steps out from behind a trash dumpster...

Nada stops. Looks at him...

Frank stares. Hard. Then pulls a folded stack of bills from his pocket and tosses it toward Nada...

The money plops on the pavement...

FRANK

One week's pay. Best I can do.

Frank turns away to leave...

Nada puts on the sunglasses...

HIS POV: THRU SUNGLASSES (black and white) that interference again. But there's Frank -- human.

NADA

Wait.

Frank turns back to Nada...

FRANK

Find yourself some place to hide. Keep prayin' no one ever finds you.

Nada moves toward Frank, taking out a second pair of sunglasses from the box...

(CONTINUED)

82 CONTINUED:

NADA

Put these on.

FRANK

You crazy mother...

NADA

Put 'em on!

Nada moves for Frank...

FRANK

Hey, get away from me...

But Nada grabs ahold of Frank and pushes him up against the wall...

NADA

I'm tellin' you, you  
dumb son of a bitch --  
try 'em on!

... and Frank responds. He hauls off and delivers a HARD RIGHT to Nada's chin!

Nada's knocked back a foot or two. His sunglasses fly off... He just looks at Frank.

NADA

I'm tryin' to save you  
and your family's life.

FRANK

You couldn't even save  
your own...

Nada strikes! SMASHES a fast right into Frank...

Sending Frank to the pavement...

Frank sits up, looks at Nada.

NADA

I'm givin' you a choice.  
Either put on these glasses,  
or start eatin' that trash  
can over there.

(CONTINUED)

82 CONTINUED:

Slowly Frank gets to his feet...

FRANK

Not this year.

And we begin the fight in the alley, as Nada and Frank go at each other...

(CONTINUED)



82 CONTINUED:

The fight. Continued.

(CONTINUED)

82 CONTINUED:

The fight. Continued.

(CONTINUED)

82 CONTINUED:

The fight. Still continued.

(CONTINUED)

82 CONTINUED:

The fight. Continued.

Finally, after Nada and Frank have beaten each other all over the alley...

Nada barely manages to get the best of Frank...

A few fast punches, .....

Finished off with a side suplex, as Nada lifts Frank up and SLAMS him down hard on the pavement...

Both men are exhausted. Beaten.

But Nada keeps Frank pinned, puts those sunglasses on him!

Then he picks Frank up, drags him to the end of the alley.

Frank looks around. Goes nuts! Sees the world as it really is. Sees everything.

Nada pulls Frank back into the alley. Holds him against the wall...

NADA

You were asleep. You thought you were what you watched on TV. Now look over there...

FRANK'S POV: THRU SUNGLASSES (black and white), a LAWYER GHOUL walks past on the street...

NADA

Look at 'em. They're everywhere.

Frank starts to bolt. Nada holds on to him...

NADA

Hold on. You're not the first son of a bitch to wake up outa their dream.

(CONTINUED)

82 CONTINUED:

But now Frank's looking up...

FRANK

What's that?

Nada grabs a pair of sunglasses, puts them on...

THEIR POV: (black and white) (animated) another spider robot surveillance probe crawls across the roof of one building to another. It's too far away to have seen them.

Nada pulls Frank out of the alley, into the shelter of the cul de sac. He grabs Frank's wad of bills on the way...

Frank takes off the sunglasses, fights the headache, stares at Nada in complete dumbfoundment...

NADA

Life's a bitch. And she's back in heat.

83 EXT. TRANSIENT HOTEL - DAY

Nada and Frank come down the street. Both wearing sunglasses. 2 desperate figures. Bruised. Cut. Watching for police, for surveillance probes. They step over 2 SLEEPING DRUNKS and enter the lobby of a transient hotel...

84 INT. LOBBY - TRANSIENT HOTEL - DAY

A post-Victorian dump. Dilapidated. A few DRUNKS and HOMELESS cluster around an old flickering black-and-white TV set...

The DESK CLERK is nodding off. He comes to as Frank approaches. Nada stays off to the side, trying to keep his face hidden...

FRANK

I want a room.

85 INT. UPSTAIRS HALLWAY - TRANSIENT HOTEL - DAY

Nada and Frank make their way along the run-down hallway.

86 INT. ROOM - TRANSIENT HOTEL - DAY

An old ratty room. Stained walls. A bed. A window looking out on the RUMBLING street below...

(CONTINUED)

86 CONTINUED:

Frank closes the door. Locks it.

The 2 men look at each other. They've just beaten each other to shit. Both are fugitives.

NADA  
Ain't love grand?

TIME CUT: Nada's by the sink. He has his shirt off. He splashes water on the glass cuts on his back and shoulders. He looks around.

Frank stands by the window. Stares out at the skyline. Puts on the sunglasses. Winces from the pain. Looks at the world outside...

NADA  
Don't wear the glasses too long. Starts to feel like a knife turnin' in your skull. \*

Frank takes them off. He looks dazed now. Stunned. \*

FRANK  
How long have they been here?

NADA  
Who knows?

FRANK  
What are they? Where do they come from? \*

NADA  
They ain't from Cleveland, I can tell you that. \*

FRANK  
(looks at sunglasses)  
We can't be the only ones who can see. We gotta find the people who made these...

NADA  
Yeah. And then what?

86A INT. ROOM - TRANSIENT HOTEL - NIGHT \*

TIME CUT: Night. A day or so later. Frank sits by the window. Staring out.

Nada's sitting in an old chair. Still exhausted. Burned out. He's bandaged. But his eyes glow...

NADA

~~Did I tell you? I'm a~~  
Christian...

Frank looks at him...

NADA

My old Daddy took me to the river. He kicked my ass and told me 'bout the power and the glory. And then I got saved.

(beat)

He tried to cut me once. Big 'ol buck knife. Held the blade right across my throat. I said, "Daddy, please..." He moved the blade back and forth. Right across here.

(touches his throat)

He changed when I was little. I never knew why before -- but I've been tearin' at the world ever since. \*

FRANK

Those things out there must love it. Watchin' us dangle at the end of our ropes. Seein' us destroyed -- by our own cold, fuckin' hearts. \*

NADA

But I got some news for 'em. Gonna be some hell to pay -- 'cause I'm not Daddy's boy no more. \*

87 INT. LOBBY - TRANSIENT HOTEL - DAY

As Frank enters, carrying a sack of groceries, wearing his sunglasses...

He moves across the lobby to the stairs...

And CAMERA MOVES OVER to reveal Gilbert, the transient from Justiceville, wearing an identical pair of sunglasses, sitting in a chair. Gilbert recognizes Frank...

88. INT. UPSTAIRS HALLWAY - TRANSIENT HOTEL - DAY

As Frank moves up to the door...

GILBERT

Frank.

Frank turns.

Gilbert stands there a moment, then comes down the hall toward him.

89 INT. ROOM - TRANSIENT HOTEL - DAY

Nada and Frank sit listening to Gilbert...

GILBERT

There's a meeting tonight.

He scribbles down the address on a piece of paper...

GILBERT

Be at this address. 11:00.  
Watch out nobody follows you.

He hands the paper to Frank...

GILBERT

The movement's growing.  
There are more of us every  
day.

FRANK

What are we gonna do?

(CONTINUED)



89 CONTINUED:

GILBERT

The world needs a wake-up  
call -- and we're going to  
phone it in.

90 EXT. OLD WAREHOUSE - NIGHT

Nada and Frank walk down a dark, lonely street. - - - -

Up to an old, crumbling brick warehouse.

Frank knocks on the door.

It opens. A HELL'S ANGEL steps out. Looks over Frank  
and Nada. But he's not wearing sunglasses.

HELL'S ANGEL

Hey, brothers...

Nada and Frank look at him suspiciously...

HELL'S ANGEL

I can still see you.

(points to  
his eyes)

Somethin' new goin' down.

91 INT. WAREHOUSE - NIGHT

Nada and Frank enter the warehouse. There are GUARDS at  
the windows. With GUNS. Uzis. Shotguns. Some scan with  
binoculars. But nobody wears sunglasses.

About 30 or so PEOPLE, clustered in groups, are spread  
around. Some stand in front of a TV set showing a  
videotape. Others just talk intensely. They are WORKING  
WOMEN, VIET NAM VETS, ASIANS, LATINCS, BLACKS, HANDICAPPED  
(including a MAN in a wheelchair), GANG KIDS, EX-CONS,  
BIKERS, HOMOSEXUALS, COLLEGE PROFESSORS, an assortment of  
YOUNG CHILDREN.

Nada and Frank stop at a table. The Brown-Haired Lady who  
served food at Justiceville hands them each a small packet. \*

BROWN-HAIRED LADY \*

Glad you made it. Take off  
your sunglasses. We're all  
human in here.

(CONTINUED)

91 CONTINUED:

They take off their sunglasses. Wince from the resulting pain. A scruffy-blonde man walks by in b.g. handing out xeroxed sheets...

SCRUFFY BLONDE MAN

Memorize these safe houses.  
Safe houses...

Nada opens the small packet.

Inside are contact lenses.

BROWN-HAIRED LADY

Brand new. Got the first shipment today. They don't hurt -- there's less interference.

Nada and Frank put the contact lenses in their eyes.

BROWN-HAIRED LADY

Walk around. Get to know people. Watch the videotape. It explains everything...

Now Nada and Frank begin walking through the warehouse, taking it all in...

TV set. The Bearded-Man from the church sits against that blank background...

BEARDED-MAN

There is a signal broadcast every second of every day through our television sets -- even when the set is turned off...

NADA

They killed him that first night.

FRANK

Who is he?

NADA

I don't know...

(CONTINUED)

91 CONTINUED:

SCRUFFY BLONDE MAN  
(moves by behind  
them)

Memorize the safe houses.  
Safe houses.

Nada and Frank, moving on now...

TV set:

BEARDED-MAN  
We are receiving commands  
from these creatures in the  
form of preconscious  
suggestions -- instructions  
that enter our brain below  
the threshold of awareness.  
Their signal hypnotizes our  
'grandmother cells' -- neurons  
in our brains that recognize  
familiar faces, parents,  
loved ones...

Nada and Frank, as Gilbert comes up to them...

GILBERT  
Have any trouble getting here?

FRANK  
No, we made it fine.

GILBERT  
The city's crawling with cops  
looking for us. Most of the  
cops are human. They've been  
told we're Commies trying to  
bring down the government.  
But some of them are being  
recruited. The creatures  
are trading wealth and power.

FRANK  
You mean people are joining  
up with them?

(CONTINUED)

91 CONTINUED:

GILBERT

I'm sorry to say. When people learn the truth, most of us just sell out right away. Then all of a sudden we're promoted. Our bank accounts get bigger. We buy new houses, cars. Perfect, isn't it? We'll do anything to be rich.

Now they're drawn to the TV set again...

BEARDED-MAN

Carbon dioxide, fluorocarbons and methane have increased since 1958. Earth is being acclimatized. They're turning our atmosphere into their atmosphere.

FRANK

What do these things want? Why are they here?

GILBERT

It's in their best interests. They're free enterprisers. Earth is just another developing planet -- their 3rd World...

BEARDED-MAN

We humans use the forests and the land -- they use us. We're like a natural resource to them. Deplete one planet, move on to another. They want benign indifference. They want us drugged. We could be pets, we could be food -- but all we really are is livestock...

A table filled with weapons. All kinds. Rifles, pistols, machineguns, grenades -- as Nada, Frank and Gilbert come up.

Now Gilbert moves off, as...

(CONTINUED)

91 CONTINUED:

Nada and Frank begin loading up with weapons, as the Black Man from the AME Church examines an expensive gold Rolex wrist watch nearby...

\*

BLACK MAN

Ever see their disappearing  
act?

NADA

Yeah, once.

FRANK

(indicates  
the watch)

What's that?

(CONTINUED)

91 CONTINUED:

## BLACK MAN

They all wear these expensive watches. Turns out they're really two-way radios. You can listen in to their broadcasts...

He offers it to Frank, who takes the watch and examines it...

## BLACK MAN

But there's something else. Some kind of secret code, or a hidden control. They push a button -- all of a sudden, bang, they're gone. I've been trying to figure it out...

Now Nada's looking off...

A large group has gathered around Gilbert. He seems to be the leader...

## GILBERT

Their detection is getting more effective. We have to be more careful -- stay aware of keeping up appearances. Go to work. Punch your time clock. Do what's expected of you. We've gotten reckless and the movement's suffering for it...

Someone at the rear of the crowd moves, revealing the Family Man from Justiceville...

## FAMILY MAN

Time to stop talking about it, trying to figure out how it happened. Now we start spilling some blood!

A wave of energy goes through the crowd. They're up for it...

(CONTINUED)

91 CONTINUED:

GILBERT

Wait a minute, wait a minute.  
It's not working. They've  
infiltrated the police, the  
government -- everything. We  
don't stand a chance with a  
few guns and grenades...

FAMILY MAN

So what are we supposed to  
do?

GILBERT

Bide our time. Try to locate  
their signal -- and shut it  
off. Wake people up.

The crowd settles down...

GILBERT

The opportunities will present  
themselves. The greatest  
contribution you can make is  
to play their game. Familiarize  
yourself with your workplace.  
Gather information. Now,  
David here...

(indicates a

Latino Man nearby)

...works at KTLF. He claims  
the signal may be coming from  
one place...

And there, across the room, stepping forward, is Holly.  
She still carries Nada's original sunglasses in her hands.

HOLLY

KTLF is clear. Their  
transmission is going out  
clean. The signal is coming  
from somewhere else.

Nada sees her...

And now she sees him. She looks shaken, vulnerable. As  
the meeting continues o.s. she takes a couple steps toward  
him. Stops.

Nada stares at her, then leans over to Frank...

(CONTINUED)



91 CONTINUED:

NADA

I gotta talk to somebody.

Nada moves away, as Frank examines that wrist watch...

Nada moves through the crowd...

~~And stops. There's still quite a distance between he and~~ Holly. They just stand there looking at each other...

HOLLY

Are you okay?

NADA

Yeah.

HOLLY

I thought I'd killed you.

NADA

I thought so too.

HOLLY

I didn't know... I'm so sorry...

She takes a tentative step toward him...

HOLLY

Look, I just want to...  
Can we just...?

KABLAMMO!

The wall EXPLODES!

Debris flies through the air!

Holly is knocked backwards!

Nada is hit with debris. Falls.

All hell breaks loose in the warehouse!

(CONTINUED)



91 CONTINUED:

GILBERT

Get out! Get out!

A Guard at the window is riddled with bullets!

The front door EXPLODES!

People running!

Holly. Dazed. Being swept off in a crowd of frenzied people...

Nada gets to his feet. Sees her. Moves for her... \*

Holly, reaching for Nada, being carried off by the flow of the crowd, through the smoke... \*

Frank comes up to Nada, as the Family Man is hit! He goes down... \*

FRANK

Come on!

Frank drags Nada along...

92 EXT. REAR OF WAREHOUSE - SMALL ALLEY BETWEEN BUILDINGS - NIGHT \*

Nada and Frank exit.

The small alley between the warehouse and another building is right in the middle of a huge firefight! \*

Drifting smoke.

Broken water pipes spew water! \*

RIOT POLICE surround the alley on fire escapes and brick walls above, FIRING DOWN! \*

People are running!

FIRING BACK at the Riot Police! \*

Blazing GUNS! \*

Nada and Frank, BLASTING AWAY, moving back down the tiny little alley... \*

ANOTHER PART OF THE ALLEY: smoke, fire. And there's Holly. Looking for Nada. She can't find him. Ducks the GUNFIRE! \*

BACK TO: Nada and Frank. SHOOTING wildly. There's Gilbert with an Uzi, BLASTING! \*

Gilbert is hit! Falls

Nada and Frank round a corner...

ANOTHER PART OF THE ALLEY: Holly. Running from the drifting smoke, away from the firefight... \*

(CONTINUED)

92 CONTINUED:

BACK TO: Nada and Frank, backing into the end of the alley, trapped now! They FIRE! \*

Riot Police fall from the walls and fire escapes! \*

Nada and Frank. Only the 2 of them left. Trapped behind a barricade of junk and debris... \*

A ferocious FIREFIGHT! \*

(CONTINUED)

92 CONTINUED:

Now the FIRING STOPS... \*

Quiet. Drifting smoke.

Nada and Frank -- staring out -- hearing the DISTANT  
SOUNDS of SCREAMING, GUNFIRE... \*

FRANK \*

They're killin' everybody...

NADA \*

I've gotta find her...

Nada starts forward, but Frank holds him back... \*

FRANK

Wait a minute, man, are you  
crazy?

NADA

I gotta see if she's all right...

But Frank pulls Nada back into their little barricade... \*

FRANK \*

Just stay here. There's  
nothin' you can do out  
there...

Now Frank fumbles that fancy wrist watch out of his  
pocket... \*

FRANK

If I can turn this thing  
on we can listen in...

NADA \*

Get set to sweat.

POV: DOWN THE ALLEY. Here comes another SQUAD OF RIOT  
POLICE... \*

THEY OPEN FIRE! \*

Nada and Frank duck! \*

(CONTINUED)

INSERT: as the wrist watch falls to the pavement -- and flashes! . \*

NADA \*

What was that? \*

But their barricade is RIDDLED WITH GUNFIRE! \*

They RETURN FIRE! \*

---

CLOSE: (effect) the wrist watch on the pavement. It's actually glowing, pulsating -- then flashing! The SCREEN GOES WHITE! And there, suddenly, in the alley floor,...

... is a weird tunnel! It glows with blue light! \*

And it goes right down through the ground, six, seven feet! \*

Down below, through the tunnel, is a concrete floor! \*

A strange, filtered FEMALE VOICE echoes weirdly from inside the tunnel... \*

FEMALE VOICE \*

Attention. This entryway is temporary and will disappear in 20 seconds...

NADA \*

Get in there!

FRANK \*

Say what?

NADA \*

Move!

THEIR POV: coming down the alley toward them, the RIO COPS are a line of FIRING soldiers moving inexorably toward them! \*

FEMALE VOICE \*

You have 12 seconds. 11 seconds, 10 seconds... (etc.)

92 CONTINUED:

FRANK

We don't know what's down  
there...

NADA

Now!

HIGH ANGLE, LOOKING DOWN: as Frank jumps straight down  
into the tunnel, falling out of sight!

Nada. Lets FIRE with another couple BLASTS!

And drops down into the tunnel...

FEMALE VOICE

... 4 seconds, 3 seconds,  
2 seconds...

93-  
101 OMIT

102 INT. ALIEN PASSAGEWAY - NIGHT

Nada falls to the concrete floor... and WHAM!

A flash of light from above...

... and the tunnel in the ceiling just disappears!

Silence.

Nada and Frank find themselves standing in what seems to  
be a funky underground passageway. Concrete. Overhead  
lights. Pipes and wires running along the ceiling. High-  
tech it isn't. The passageway looks like it goes on  
forever...

FEMALE VOICE

If you need assistance in  
finding your destination,  
bilingual instructions are  
posted at the end of each  
corridor...

The voice comes from an old speaker in the ceiling. Now  
the Female Voice repeats the instructions in a strange,  
alien language -- Ghoulese.

(CONTINUED)



102 CONTINUED:

FRANK

What language is that?  
And where the hell are  
we?

NADA

Under the city. Like some  
kinda underground base.

Nada's on the move, Frank following...

FRANK

There's gotta be a way out...

NADA

I'm just hopin' they didn't  
see us drop in...

And they move off down the hall...

TIME CUT: another section of the alien passageway, where one corridor intersects with another. Nada and Frank approach a corner. Slow. Stop. They listen -- as CAMERA MOVES TO REVEAL a GUARD STATION just a few feet down another passageway. 2 GUARDS (both human-looking in no-contact-lenses-reality) dressed like Green Berets. Fatigues. Sidearms. Berets. One of them talks into a futuristic-looking walkie-talkie...

PASSAGEWAY GUARD

Right. Okay...  
(he hangs up  
the walkie-talkie,  
turns to the other  
Guard)  
We got 'em. Wiped 'em out.

Now the 2 Guards give each other a 'high 5', turn and walk away... as CAMERA MOVES BACK OVER to see Nada and Frank listening. Now they quickly slip across the corridor intersection, unseen, and move off down another passageway...

TIME CUT: as Nada and Frank come up to another intersection. This time Nada stops and glances o.s. down one corridor...

(CONTINUED)

102 CONTINUED:

NADA

I'm hearin' somethin'...

They cautiously enter the corridor... \*

MANAGER

(v.o.)

... and you have all put forth an unprecedented effort to make this division the success story it is tonight.

CHEERS APPLAUSE.

103 OMIT

104 OMIT

105 OMIT

106 INT. BALLROOM - NIGHT \*

END OF THE CORRIDOR: beyond is a huge ballroom, as in an expensive hotel. \*

Slowly, Nada and Frank step in. \*

They are in the back of the ballroom, unseen by over 100 PEOPLE seated at tables. Humans. In tuxedos. They APPLAUD a MANAGER who addresses them from behind a lecturn. The crowd is mostly white. Male. A couple Women. It's like a convention of Yuppies or a small version of the Academy Awards... \*

MANAGER

Ever since we initiated mutual cooperation, the gains have been substantial, for both ourselves, and you, the human power elite.

CHEERS. APPLAUSE.

Nada and Frank move cautiously along the rear wall of the ballroom, watching... \*

(CONTINUED)



106 CONTINUED:

THEIR POV: THRU CONTACT LENSES (black and white).  
SEVERAL SHOTS OF...

A FEW GHOULS mixed in among the Humans, listening to...

A GHOUL MANAGER in his tuxedo...

-----  
GHOUL MANAGER

You have given us entree to the resources we need in our ongoing quest for multidimensional expansion. And in return, the per capita income of you here tonight has grown, in this year alone, by an average 39%!

BIG CHEERS. APPLAUSE.

GHOUL MANAGER

Our projections show that by the year 2025, not just America but the entire planet will be under the protection and dominion of this power alliance. Earth is our stepping stone for a greater galactic purpose!

CHEERS. APPLAUSE.

GHOUL MANAGER

And I have just received word that our forces have won a major victory. We have destroyed the terrorist underground network on the West Coast.

(CHEERS)

As of this moment, we are off crisis alert. The situation is normal again...

Nada and Frank watching, as a hand suddenly ENTERS FRAME and touches Nada's shoulder!

They turn, startled -- and it's the Drifter from Justiceville! He's dressed in a tuxedo too.

(CONTINUED)

106 CONTINUED:

DRIFTER

Hiya doin', boys? I didn't  
know you'd been recruited.

Nada and Frank are speechless...

DRIFTER

~~Welcome aboard. Say, you~~  
boys shoulda dressed for the  
party -- now that you can  
afford it.

(glances at the  
gathering)

I'm just proud to be here.  
Have you seen the whole place?

NADA

Haven't gotten around to it.

DRIFTER

Come on, I'll show you.

And the Drifer leads them over to another concrete passage-  
way leading off the ballroom...

DRIFTER

You know, I knew we had  
alot in common when we first  
met...

107 INT. ALIEN PASSAGEWAY - NIGHT

They move along...

FRANK

Excuse me, but where the  
hell are we?

DRIFTER

Backstage at the show, boys.  
I know it's a little funky  
but it serves the purpose.

(beat)

How'd you get here? Use one  
of these portable jobs?

The Drifter admires his expensive gold wrist watch...

(CONTINUED)

107 CONTINUED:

DRIFTER

I know we're only supposed to  
use 'em in case of emergency --  
but they're so much fun...

He leads them to another corridor junction, entering a  
side passageway...

DRIFTER

Not if you think that's neat,  
take a look at this.

They take a few steps down the corridor, stop...

THEIR POV: END OF THE HALLWAY (matte painting). The walls,  
the floor and ceiling end in a massive loading dock. And  
beyond the loading dock is blackness. And millions of stars!

Nada and Frank are frozen, staring in speechless wonder.

DRIFTER

Go on, take a closer look.

Nada moves forward a couple steps cautiously...

HIS POV: LOADING DOCK (matte painting). Outer space!  
Two glowing suns in the distance, side by side...

DRIFTER

That's where they came from.

Now Nada moves back to Frank and the Drifter...

DRIFTER

I don't know how it works  
exactly. Some kinda gravitational  
lens deal -- bendin' of light or  
somethin'. But you can move from  
place to place, world to world  
if you want. Works like a big  
airport.

And they're off again, down the passageway...

DRIFTER

Boys, let me tell ya...  
They've got their act  
together, believe you me...

108 INT. END OF ALIEN PASSAGEWAY - CABLE 54 - NIGHT \*

Now Nada, Frank and the Drifter come to the end of the passageway, which is a low-lit, complex control room of a TV station. A sign identifies it as Cable 54. \*

The Drifter leads them in, and CAMERA FOLLOWS THROUGH several rooms of equipment and monitors... Bustling PEOPLE (human-looking) go about their jobs...

DRIFTER

The brains of the whole operation. Master signal goes out to the satellite from here. We pump it out all over the world. Pretty fancy joint. Not too familiar with it myself...

They turn a corner, and there are 2 MORE GUARDS (both human-looking) dressed like Green Berets who stand in front of a window looking into the Cable 54 set! 2 NEWS ANCHORS are reporting the nightly news... \*

DRIFTER

This is as far as we go...

NADA

Think you can get us inside?

The Drifter looks at him. Even Frank's not sure what's up...

NADA

Never been inside a TV station before. And you seem to be the gentleman to ask.

DRIFTER

Sure. No problem.  
(indicates the guards)  
These guys are friends of mine...

The Drifter walks up to the First Guard...

DRIFTER

Hey, I got a couple of my buddies here. Thought I'd give 'em the grand tour.

(CONTINUED)



108 CONTINUED:

Nada and Frank tense slightly as the Guards look their way... \*

NADA'S POV: THRU CONTACT LENSES (black and white) the FIRST GHOUL GUARD and the Drifter... \*

DRIFTER

Think we can go in?..

1ST GHOUL GUARD

Be serious.

(to Nada)

You have your authorization cards? \*

And Nada pulls out his 9mm...

NADA

Right here!

He and Frank OPEN FIRE!

Both Guards, now human-looking again in no-lenses reality, are hit! Fall!

The Drifter looks stunned -- as Frank shoves the barrel of his gun right in the Drifter's face. \*

NADA

Don't kill him.

Nada moves to the window. No one in the set heard the gunshots... \*

NADA

Soundproof.

(comes over

to the Drifter)

Where's that signal?

DRIFTER

The roof, I think.

NADA

(to Frank)

Holly works in there. If she made it -- maybe we can find her -- then go up there and break the signal! \*

(CONTINUED)

108 CONTINUED:

DRIFTER

Wait, boys, wait. You're  
makin' a big mistake.

FRANK

You made the mistake...

The Drifter is on the move now, making a desperate pitch...

DRIFTER

No, no -- listen. I thought  
you boys understood... It's  
just business, that's all.  
No different than England and  
Spain sendin' ships to the  
new world for spices and gold.

(beat)

I don't think you boys get it,  
do you? Ain't no countries any  
more. No good guys. They're  
runnin' the whole show. They  
own everything. The whole planet.  
They can do whatever they want.

(beat)

So why not have it good? They'll  
let us have it good if we help 'em.  
They'll leave us alone -- let us  
make some money.

(beat)

You could have a little taste of  
the good life too. I know you  
want it. Hell, everybody does.

FRANK

You'd do this to your own kind?

DRIFTER

What's the threat? We all sell  
out every day. Might as well  
be on the winnin' team.

WHAM! As a GREEN BERET GUARD (human looking) steps through  
the doorway behind them, aims a pistol... \*

Nada's on the move, spinning around -- BLAMMO! \*

The Guard is hit! Falls back... \*

(CONTINUED)

108 CONTINUED:

As the Drifter lifts his gold wrist watch, his hand around the dial, a grin on his face... \*

DRIFTER

Seeya, boys.

FLASH! And the Drifter's gone! Disappeared! \*

Now Nada pulls the pin on a grenade... \*

Throws it down a stairwell... \*

KABLOOM!

INSIDE THE SET: suddenly the door EXPLODES!

The News Anchors react!

CAMERAMEN SCREAM!

Jump for cover!

And out of the doorway step Nada and Frank.

Guns drawn.

NADA'S POV: THRU CONTACT LENSES (black and white) 2 GHOUL NEWS ANCHORS...

THRU CONTACT LENSES: (black and white) HUMAN CAMERAWOMAN and PROGRAM DIRECTOR GHOUL ducking behind a desk...

THRU CONTACT LENSES: (black and white) another GHOUL ADVERTISING DIRECTOR by a water cooler...

Nada and Frank OPEN FIRE!

BLAM!

BLAM!

BLASTING the News Anchors, Program Director...

(CONTINUED)

108 CONTINUED:

The Advertising Director is hit! Goes into the water cooler...

Others race for the doors!

Dash off down hallways!

An ALARM BELL sounds! -

Now Nada and Frank are on the move...

NADA

\*

Let's go!



111 INT. HALLWAY - NIGHT

Frank and Nada.

Moving down a hallway.

2 Green Beret GUARDS (human-looking) appear out of a doorway!

Nada and Frank BLAST THEM!

Behind, 4 MORE GUARDS (human-looking) come running!

A wild GUNFIGHT!

People SCREAMING!

Running!

Nada and Frank keep moving...

Around a corner!

Faster and faster!

More GUARDS!

GUNFIRE!

Up ahead of them GUARDS appear!

Nada and Frank BLAST their way through...

Turn a corner...

112 INT. ANOTHER HALLWAY - NIGHT

Nada and Frank running!

FIRING at Guards behind them!

CAMERA PANAGLIDES ALONG WITH them! Racing along.

NADA'S POV: UP AHEAD, down the hall, Holly steps out of a doorway.

She stares at them as they approach...

HOLLY

What's going on?

Nada grabs her on the run...

NADA

Come on!

And now she's running with them!

They come to the end of the hall.

113 INT. STAIRWAY TO ROOF - NIGHT

2 GUARDS at the top of the stairway. They OPEN FIRE!

Frank grabs Holly to protect her!

Nada BLASTS the Guards!

And charges up the stairs...

Frank starts to follow...

... but Holly suddenly pulls a gun, puts it to Frank's temple, and...

BLAM!

114 EXT. ROOF - CABLE 54 - NIGHT

Nada emerges from the stairwell door.

Moves across the roof to...

(CONTINUED)

114 CONTINUED:

...a huge satellite dish!

Nada comes up to it...

NADA'S POV: THRU CONTACT LENSES (black and white), there, at the base of the dish, is the glowing, throbbing master signal panel, a huge HUMMING console that can only be seen through the glasses or lenses.

Assuming Frank and Holly are right behind him, Nada takes aim at the panel!

NADA

Frank -- are you and Holly clear?

HOLLY

I'm clear. Are you?

Nada turns...

And there's Holly in the stairwell door -- holding a gun on him...

HOLLY

Don't do it. Don't interfere. You can't win.

Nada is devastated. Slowly he turns to her. He can only stare.

HOLLY

Come back inside.

Now, across the roof, rising up from below the edge, comes a police helicopter!

The helicopter just hangs there, hovering -- and another police chopper rises up right next to it!

Nada.

Standing there.

He looks back over at the master signal console.

(CONTINUED)

114 CONTINUED:

Then looks over at Holly again.

It's over.

He drops his gun. \*

Looks down. \*

Then suddenly pulls a hidden snub nose .38! \*

And FIRES! \*

Holly is hit!

She gets off a SHOT as she's blown backward through the door, down the stairwell!

But she missed Nada. \*

He turns...

Pull the pin on a grenade! \*

And holds it over the satellite dish! \*

One of the helicopters moves abruptly... \*

POLICE VOICE \*

(v.o.)

Move away from the transmitter  
or we will open fire!

Nada smiles. He knows he has them... \*

POLICE VOICE \*

(v.o.)

If you are not away from the  
dish in 10 seconds, we will  
open fire!

NADA \*

Like hell you wil.

Now he takes the snub-nose .38, aims it down at the master signal... \*

KABLAMMO! \*

(CONTINUED)

114 CONTINUED:

HIS POV: THRU CONTACT LENSES (black and white) as  
the master signal EXPLODES! \*

It SHATTERS!

FIZZES!

SPEWS!

FLASHES!

As a fountain of sparks and smoke spew up into the night  
sky... \*

115 EXT./INT. MONTAGE - PEOPLE WAKE UP

FAST CUTS: (all in color)

TV SET: a GHOUL is now visible! It's a NEWS ANCHOR GHOUL  
giving a report...

NEWS ANCHOR GHOUL

The Oscar winners give a  
press conference, and how to  
buy a sailboat as Prime News  
continues...

Now there are PEOPLE running by CAMERA, YELLING... \*

NEWS ANCHOR GHOUL

What's wrong?

DIRECTOR VOICE

(v.o.)

Ted, you look like shit.

INSIDE A BAR: a BARTENDER looks at a TV set that shows  
2 GHOUL MOVIE CRITICS like "At the Movies" with Roger  
Ebbert and Gene Siskel.

CRITIC GHOUL

(Siskel)

All this sex and violence  
on the screen has gone too  
far for me, Rodger. I'm  
fed up with it.

(CONTINUED)

115 CONTINUED:

AT THE BAR: a GHOUL DRINKER is now visible among all the HUMAN DRINKERS who react to him! They can now see him!

WORKING CLASS HOME: WIFE, 30's, watches in amazement... \*

TV SET: the Cable 54 logo, except now a Happy American Human is jumping up and slapping hands in SLOW MOTION with a HAPPY GHOUL... - - - \*

Wife looks over...

Yep! She has a GHOUL HUSBAND who slowly turns to her... \*

MIDDLE CLASS HOME: 3 TEENAGE GIRLS (human) watch...

TV SET: MTV, except a GHOUL ROCK STAR performs in a video...

TEENAGE GIRL

Ooo! That's so bitchin'.

APARTMENT: dark. TV in b.g. Showing a GHOUL in a commercial for a new car...

In f.g. is a WOMAN. 20's. Naked. Obviously in the throes of passion. On top of an unseen partner below. She looks over. Sees the Ghoul on TV. Then looks down at her partner in horror.

Her partner is a GHOUL LOVER. They've been making love and now he is visible! He looks up at her...

GHOUL LOVER

What's wrong, baby?

BLACK SCREEN.

SUPERIMPOSE:

THE WAR FOR THE WORLD  
BEGAN THAT NIGHT.

IT WAS LED BY A HOMELESS  
MAN CALLED JOHN NADA.

ROLL END TITLES.