

PLANET ICE

(AKA "TITAN A.E.")

By
Ben Edlund

1st draft 9/19/97

Blue Production draft 10/31/97

Goldenrod Production draft 12/15/97

(Ben's Revision 1/5/98 Salmon)

©Fox Animation
all rights reserved

FADE IN:

10 EXT. SPACE

10

VIEW OF EARTH

Terrestrial night blankets the shadowy, midnight-blue planet. CAMERA PULLS AWAY TO REVEAL that we are looking at the earth reflected in a convex metallic fitting on a large COMMUNICATIONS SATELLITE which drifts through space in an orbit around the blue planet. We hear TRANSMITTER BEEPS AND ATMOSPHERIC INTERFERENCE.

EARTHCOM (VO)

Temple Passage Satellite
Link...Relay signal to Saturn
Colony central station...

The camera drops away from the satellite. A full Moon hangs above it. The starry blackness of space slowly mists over to the pale blue of desert sky.

SATELLITE (VO)

(shaken; voice breaking)
Negative, Earthcom...we've lost
contact with Saturn Colony...

EARTHCOM (VO)

Stay with me, Temple Passage.

SATELLITE (VO)

We've got a massive electromagnetic
pulse blocking our carrier
wave...It...it doesn't look good.
(clears throat)
Reviewing status...reviewing...
(quiet; final)
Oh God...Saturn's gone.

EXT. OPERATIONS STATION - DAY

THREE LARGE HELICOPTERS ROAR OVER Camera. They fly over UTAH SALT FLATS to a LARGE COMMOTION OF VEHICLES, PEOPLE, AND EQUIPMENT -- THE NORTH AMERICAN LAUNCH POINT. A THRONG OF CIVILIANS bottlenecks at the sentried entrance to a vast launch site set up on the shimmering, sunbaked salt flats. SOLDIERS struggle to maintain order, directing the crowds to HUGE AIRSHIPS which wait on the flats in rings.

INT. CENTRAL OPERATIONS - DAY

EARTHCOM (VO)

This is EarthCom central to global radio command-- The Drej have entered our solar system...Advise your command posts -- they'll have to change their course settings to avoid shrapnel from Saturn.

CLOSE ON PIECE OF PAPER - A small child's hand awkwardly clutches a crayon, grinding red lines into a drawing (we are too close to see what it is).

A SERIES OF CUTS shows MILITARY PEOPLE involved in various aspects of this huge undertaking.

EARTHCOM (VO) (cont'd)

Temple Passage, confirm: Are we reading a link failure on Jupiter colony?

TEMPLE PASSAGE (VO)

Affirmative, Earthcom. There is no Jupiter on our scan.

EXT. FLATS

OUT ON THE FLATS - GROUND CREW run past in a FG tangle. LAUNCH SIRENS BLARE.

LAUNCH CONTROL (VO)

Attention-- the Drej Armada has passed the Mars Ellipsis and is closing in. All ground crew, key in launch codes and shut down your stations. Your families need you now--

The crew clears screen to reveal the CENTRAL OPERATIONS STATION. PERSONNEL break down the post, shutting it all down.

INT. CENTRAL OPERATIONS

SAM TUCKER, 54-- a tall, striking military man-- stands before a small ELITE GROUP - two men and two women. Nearby is JOSEPH KORSO, 28, Sam's muscular, self-assured second-in-command.

(CONTINUED)

CONTINUED:

TUCKER

This mission is your only priority,
people. Stay alert. Stay hidden.
Stay alive. That's an order.

As Tucker speaks, Korso opens a briefcase from which each officer takes a DULL STEEL RING. The officers place the rings on his or her finger. The rings ADJUSTS to a perfect fit.

TUCKER (cont'd)

There's nothing left to say,
officers, but thank you. Our
hopes, our futures are invested in
your efforts...

Tucker salutes the officers sharply. The four salute and turn on their heels, marching off. Tucker watches them go, his strength and presence sags with exhaustion. He braces himself on a table and coughs. Korso moves in from the BG but Tucker straightens, regaining some of his composure.

TUCKER (cont'd)

(stifled cough, forced smile)
It's all right, Korso. I'll make
it.

A tiny young hand reaches up and tugs at his arm. His five year old son, CALE, stands at his side.

CALE

Dad--

Tucker smiles and hugs his son. Cale pulls away from his Dad and excitedly holds up his drawing.

CALE (cont'd)

I drew you a picture...It's a--

TUCKER

It's a horse...I know, Son.

Tucker takes the drawing and pauses. He frowns slightly, bending the drawing down the middle gently.

TUCKER (cont'd)

Listen, I'll have to--

CALE

You can fold it, Dad.

(CONTINUED)

CONTINUED: (2)

Cale helps his Dad fold the drawing and tucks it into his father's breast pocket.

TUCKER

Cale...You've got to get to your ship now.

CALE

But--

Tucker gently holds Cale's shoulders.

TUCKER

Cale -- You know you can't come with me. My mission is too dangerous--

Cale lurches forward, wrapping his arms around his father's neck, burying himself in a desperate hug.

CALE

I want to help you.

TUCKER

Cale, sweetheart, you will. When you're ready.

A LOUD AIR HORN SOUNDS, and we hear the GROANING WHIR OF SHIP GANTRIES AND THE ROAR OF ENGINES PRIMING FOR LAUNCH. Korso catches Tucker's eye and says gently:

KORSO

It's time for us to go, Sam.

Tucker nods and pulls away from Cale's embrace. He stares at his son for a beat, and then looks down at his own hand; he wears another steel ring. He makes a decision and removes the ring, placing it on his son's hand. The ring automatically adjusts to Cale's small finger. Korso sees this and eyes Tucker closely, eyebrow arched.

TUCKER (cont'd)

This is for you, Cale. Keep it with you all the time...and remember your Daddy by it, OK?

Cale strains to hold on to his father, but it's time-- Korso motions Sergeant Grisholm forward with a sharp gesture. The Sergeant approaches Tucker. He pries his son's hands from his neck and the Sergeant takes him.

(CONTINUED)

CONTINUED: (3)

TUCKER (cont'd)
Take good care of my son, Sergeant.

20 EXT. OPERATIONS STATION - DAY

20

Cale squirms in the sergeant's arms, but he's run out of steam. The officer carries him towards the family ships.

CALE'S POV - on his father and Korso, as they walk towards the towering long range destroyer.

EXT. LAUNCH SITE

SERIES OF SHOTS - as the spacecraft begin their launch sequence. Row after row launches into the sky with an UNENDING THUNDER OF ROCKETS.

EXT. SIX-LANE HIGHWAY - CONTINUOUS

On the horizon, hundreds of white threads stretch up into the blue sky, the exhaust trails of the ships leaving Earth.

EXT. EARTH - CONTINUOUS

The ships exit the Earth's atmosphere and gather in formation with ships leaving from other points on the globe.

INT. FAMILY SHIP

Cale sits strapped into a seat, next to the sergeant who escorted him to the ship. The sergeant glances nervously at Cale, then checks a dossier.

SERGEANT GRISHOLM
Well...Cale, it says here you like
ice cream...we'll have to see what
we can do about that...

Cale silences the sergeant with a level stare. The ship begins to shudder with a DEEP SUBSONIC RUMBLE. Cale looks out his window and his eyes widen as the reflection of a black shape crawls across the glass.

EXT. ORBITAL SPACE

The DREJ ARMADA sinks silently through space towards Earth. Their ships are black. They almost seem to eat light, their shapes defined by the stars they blot out behind them.

(CONTINUED)

CONTINUED:

We see ONE DREJ DREADNOUGHT gliding through the straggling tail of one of the FAMILY SHIP FORMATIONS.

INT. CALE'S FAMILY SHIP

Cale watches a Drej ship passing by their formation. Its monstrous side fills the windows, passing silently by like a dark cathedral.

EXT. ORBITAL SPACE

A long line of family ships soars past camera, leaving behind the Earth, still ringed by the black pairs of Drej warships, which fire a number of STEEL SPHEROIDS into precise points on the Earth's crust. The Earth bulges, its crust and mantle sizzling, its tectonic plates beginning to scab away.

INT. CALE'S FAMILY SHIP

The passengers all stare, eyes wide with shock, as their world passes away. The ship RATTLES with the shudder of its straining engine and of the massive turbulence they've just escaped. The ROAR OF THE RUMBLING EXPLOSION rises to a DEAFENING CRESCENDO and we--

CUT TO SILENT BLACK:

CREDIT SEQUENCE

BLACK SCREEN - A title supers in: "fifteen years later".

30 EXT. TAU-14

30

LONGSHOT ON TAU-14 - a small asteroid hanging in space. A GAS STATION/REST STOP has burrowed itself into the rock. The "TAU-14" neon sign's 'U' FLICKERS. A STAR FREIGHTER glides into frame, preparing to dock.

SIGMA-LEV PILOT (VO)
Tau-14, this is Freighter Sigma-
Lev. Circuit malfunction
jettisoned our main tank-- we need
a full refuel.

*
*
*

(CONTINUED)

The camera passes by the freighter and circles the asteroid, weaving through the sign, the docking bays, and a maze of machinery.

SIGMA-LEV PILOT (VO cont'd)
Tau-14, please respond...

The camera rises up to the PUMP CONTROL OFFICE, passing throughh its windows to find Fek.

INT. FEK'S OFFICE

FEK, a HEAVYSET ALIEN, sits at a large console which controls the fueling systems. He roars into an intercom with growing fury.

FEK
Mathis, I need that pump online
NOW! MATHIS, SO HELP ME YOU BETTER
NOT BE--

SIGMA-LEV PILOT (VO)
Repeat, Tau-14, this is Freighter
Sigma-Lev--

Fek whirls in his swivel chair and slams open a channel on the outgoing transmitter. His rage turns sickly sweet.

FEK
Heh, heh, working on that request,
Sigma. Your patience is much
appreciated.

He turns for the intercom but then calls back to Tarsis.

FEK (cont'd)
Sincerely... the management.
(then, booming into intercom)
MATHIS, YOU FOUR-EYED PILE OF
WASTE! WHAT'S GOING ON OUT
THERE!?!

EXT. TAU-14 FUELING BAY

MATHIS, floats in a pressure suit in front of the exposed mechanics of a fuel line. His arms float before him, as do VARIOUS TOOLS, frozen in the vacuum. His back is to us.

FEK
MAAATHIIIIIS!

(CONTINUED)

CONTINUED:

Mathis is dead asleep, and snores thinly, all four eyes clamped peacefully shut, face pasted with a dreamy smile.

INT. CALE'S QUARTERS

We see the dim, cramped common room of a SPRINTSHIP. CALE TUCKER, now nineteen, is a slumbering dark lump on a fold out bunk. Cale's POORLY RENDERED DRAWINGS are taped up all around his sleeping area. He's no Picasso. A monitor/camera unit is hooked into the wall and sits on a crate next to him like an alarm clock. Fek's mug flashes onto the monitor's screen.

FEK (VO)
Shift 2 back on duty! I said shift
2--
(growls)
Cale! CALE!

CALE
(waking mumbles)
Mrrmmn... Shut up, Fek. I just
went to sleep...

FEK (VO)
So did shift 3-- but him I can't
wake up. SHIFT 2, BACK ON DUTY!

An alarm sounds and the cabin lights flare on, snapping Cale awake. He sits bolt upright, eyes wide and blinking. He's covered with dirt and grease and wearing his work clothes.

FEK (VO cont'd)
Good. Now suity up and hit the big
empty.

The monitor flicks off and Cale swings his feet to the floor.

CALE
(mutters groggy dissent)
I'd rather hit a big... fat... loud

The monitor flicks back on and Fek cuts Cale off.

FEK (VO)
I MEAN NOW!

INT. REPAIR HANGAR

Cale stumbles out of the SPRINTSHIP, a rusty hulk up on blocks. He shuffles by GREASY, an alien mechanic who tries to shove a part into a machine with frustrated growl. CALE hardly looks at him, casually, wearily solving his problem.

CALE

It goes in the other way.

GREASY

Who asked you.

Greasy snaps back. But as Cale shuffles off, Greasy looks down at the part with a frown and reverses it. Now it fits.

INT. REPAIR QUARTERS WASHROOM

Cale sloughs off his dirty work clothes and steps into what looks like a shower. It flickers on like a bad flourescent, and a warbling, glitchy, cheerful COMPUTER VOICE intones:

FRESHENER UNIT

Hello, hygiene-conscious menial laborer. I am your fully-operational static freshener unit.

CALE

Yeah, we've met before.

The unit HUMS TO LIFE. All the dirt and grime on Cale's body drifts away in blouds of particles, statically drawn to a flat plate at the rear of the unit, slapping against it in a damp grey film. Cale squints at the filth in routine disgust.

CALE (cont'd)

Euhhg...

INT. AIRLOCK READY-ROOM

Cale pulls on his pressure suit with a deep yawn. Fek appears on another monitor.

FEK (VO)

Cale! Quit fooling around down there! I got paying customers in orbit!

(CONTINUED)

CONTINUED:

CALE

Ease up, Fek. It's four hours
before my shift.

FEK (VO)

I decide when your shift starts,
you oily dab of snot! On this
rock, Fek rules time and space!

Cale flaps his mouth, mimicking Fek. He jabs an arm into his
suit and jolts as his hand tears through the sleeve. He
sags.

INT. REPAIR HANGAR OFFICE / COMMON SPACE

Cale sits at a table, muttering to himself as he mends his
suit with "duct tape". OLIUS, a diminutive alien, sits on a
chair in the middle of the room, staring at Cale eagerly.

CALE

Fek rules time and space... Fek
should try running a gas station
once in a while.

(growls)

This suit is a piece of garbage!

OLIUS

You're at the garbage end of the
universe, Cale, remember? How
yesterday you said, "It looks like
we're at the garbage end of the
universe"? And I said, "Yup"?

CALE

Oh yeah. I forgot. Thanks.

OLIUS

Sooo... I see you're almost
finished fixing up that junked ship
you bought. Where do you think
you'd like to go?

CALE

Go? I'm not going anywhere. When
the ship is done, I'll sell it.

OLIUS

But don't you want to get out and--

(CONTINUED)

CALE
And what, Olius? Where am I
supposed to go?

OLIUS
I don't know... someplace nice.

TRUNK, a tall, thickly muscled alien lumbers in with a heavy steel ship part over one shoulder. He looks at Cale and Olius with imperious indifference, then turns to see another of Cale's drawings taped up on a steel cabinet. Trunk cranes in, frowning at the drawing.

TRUNK
Human, why do you keep plastering
the place with your rotten
scribbles?

CALE
Someone's got to handle the decor.

TRUNK
Eeeeg... this one really stinks.

CALE
More constructive criticism from
the guy who electrocuted himself
six times in one year.

Trunk sneers at Cale, who still hasn't looked up, and rips the scribble off the wall. He shoves it into this mouth, chewing savagely as he turns and walks away. Cale gets up and starts to put on his suit again.

OLIUS
I liked your scribble, though. It
was very... expressive.

CALE
Olius, it stinks.

OLIUS
Oh.

Cale jolts again as his foot rips the suit. Olius bares his teeth with a sharp intake of air, the equivalent of "Uh oh." Fek's voice crackles on from an unseen monitor. Cale sighs.

FEK (VO)
CALE!!

INT. FEK'S OFFICE

A heads up display flashes: "TARSIS RELAY SHIP: AWAITING FUEL". Fek yells at Cale, eying the bug buzzing above him.

FEK
And you know that I don't pay
humans to do systems repair! I PAY
THEM TO SCRUB CRUD!

Fek leans into the intercom, frothing.

FEK (cont'd)
NOW BACK OFF THAT PUMP AND LET ME
SELL SOME FUEL!!

CALE (VO)
Fek, 7 isn't safe to use! Fe--

Fek slams a fist down on the intercom, shutting Cale off. He looks back at the flashing "AWAITING FUEL" request and grumbles as he switches on pump 7.

35 EXT. TAU-14 UNDERBELLY

35

Cale tries his headset again.

CALE
Fek!
(growls)
Fek!

Cale turns and see the circuits on pump 7 light as it switches on. The pump's mechanics slide into action.

EXT. TAU-14 FUELING BAY

The TARSIS RELAY SHIP sits, docked on an arm of Tau. CAMERA PANS off ship to the arm itself, where a panel marked, "PUMP 7" slides open. A ROBOTIC FUEL LINE snakes out of the panel, gliding slowly towards the ship's fuel port. Suddenly sparks erupt at the joints in the fuel line's robotics, and it shudders into a DANGEROUS SPASM.

EXT. TAU-14 UNDERBELLY

Cale sees the electrics on the pump's base spark and short out. He lunges for a main shut-off switch and pulls it. The sparking continues.

(CONTINUED)

CONTINUED:

CALE
I knew it! The circuit's fused--
FEK!

Cale fires his jet pack, sailing up around Tau at a ROLLER-
COASTER pace.

EXT. TAU-14 FUELING BAY

With a massive shudder, the twitching fuel line begins
spewing fuel. The fuel's force throws the line back and
forth, like a giant unheld firehose, spraying fuel out in
tumbling globules.

INT. FEK'S OFFICE

Fek struggles to swat the fly, ignoring his flashing console.

EXT. TAU-14 FUELING BAY

CAMERA TRACKS with Cale, who comes rocketing up into frame
and screams; he's about to slam into the hull of the Relay
ship. He pulls up, skimming along the ship's contour, then
jolts with surprise-- the flailing fuel line SLAMS its large
nozzle down at him. He veers away just barely missed by the
nozzle, which CRASHES against the side of the Relay ship,
leaving a deep scar in the hull.

INT. TARSIS BRIDGE

TWO ALIEN PILOTS turn to their controls as they hear an
ALARM. A screen flashes "HULL BREACH"-- They recoil in
fright.

EXT. TAU-14 FUELING BAY

Cale hovers up and watches the lurching hose, timing his
attack. He sees an opening and jets forward, flying in over
the fuel line, arching his trajectory to match its whipping
movement. He grabs on to the hose, riding it like a bucking
bronco. He climbs slowly up the hose to the nozzle.

INT. FEK'S OFFICE

Fek motors his swivel chair in pursuit of the fly, which
lands on a MONITOR SCREEN. Fek swats at the fly. Slowly, he
peels back his magazine to see if he's killed it. The fly's
not there. He hears it buzz behind him, but then catches
sight of the monitor screen, which shows Cale riding the
bucking fuel line. HE EXPLODES WITH ALIEN CURSES.

EXT. TAU-14 FUELING BAY

Cale finally reaches a point just below the nozzle and takes a spanner from his toolbelt, holding on to the lurching hose for dear life. He begins to wrench a valve shut on the nozzle.

FEK (VO)
CALE! WHAT ARE YOU DOING!?

CALE
Stopping this thing before it kills
somebody-- WHAT ARE YOU DOING!?

INT. FEK'S OFFICE

Fek swoops in over his controls with a nervous, guilty look. He slams at an OVERRIDE SHUTDOWN button but it doesn't work.

FEK
I can't shut it down-- the
circuit's fused! CALE! CUT OFF
THE FLOW!

EXT. TAU-14 FUELING BAY

CALE
(sarcastic)
GOOD IDEA!

After a bit more struggling, he shuts down the flow and the hose arm drifts with its last bit of momentum. It stops just before its bulk is about to crush Cale against the belly of the ship. Cale squeezes free and lets out a sigh of relief.

INT. FEK'S OFFICE

Cale zips into view, floating in the window, out of breath from his struggle. Fek is busy with his controls, and has forgotten about Cale.

CALE
You should have listened to me,
Fek.

FEK
Ahhh, just be happy that I'm not
putting you on report.

(CONTINUED)

CONTINUED:

CALE
Report!? For what!?

FEK
For shutting down that nozzle!
That's systems repair, Cale, and
you're... not... authorized.

Cale glares at Fek, but Fek turns away dismissively.

FEK (cont'd)
Get inside. Your shift is over.

40 EXT. TAU-14 FUELING BAY

40

Cale pushes away from the window. He glides over to the nearest jutting arm of docking bays and grabs on to a pipe or fitting.

ON CALE - as he sees something in the distance and reacts with intense interest.

POV - A ship hovers a thousand or so yards away. It's THE VALKYRIE, a shining streamlined wonder of interstellar craft.

CALE
(under his breath)
Wow...

As the ship noses into the dock, Cale launches himself forward.

EXT. VALKYRIE

Cale drifts up to the forward observation windows and peers into the ship. POV - The bridge is shadowy, punctuated by the lit dials and screens of various equipment. Seated in the pilot's chair we see AKIMA, a very attractive human in her mid-twenties, who runs through the shut down check. She's alone on the bridge. Cale's eyes widen, his jaw drops, and a slow exhale of hormonal awe issues from his being.

CALE
(drawn out breath)

He cranes forward to get a better look at the OS Akima, accidentally driving the visor of his pressure helmet into the glass of the ship's window with a THUD.

INT. VALKYRIE BRIDGE

Akima's eyes flash up, focusing on Cale with mild suspicion. AKIMA'S POV - through windshield. Cale shakes off the impact to his helmet and realizes he's been spotted by Akima. He jolts, smiling weakly as he pulls a rag from his belt and pretends that he came out here to polish the window glass. He waves.

Akima looks at OS Cale with total deadpan as she FLICKS A SWITCH. RESUME AKIMA'S POV - As steel BLAST SHIELDS close down over the windows as Cale polishes.

EXT. VALKYRIE

Cale notices the shields coming together just in time and lurches backwards. The shields SLAM SHUT, catching the end of Cale's rag in their steel jaws. He gives the rag a hard tug and it snaps free, sending him back into the wall of Tau.

INT. DOCKING BAY

After the HISS OF PRESSURIZATION, An airlock IRISES OPEN, revealing an older but no less imposing KORSO, who steps out into the bay concourse, takes a long drag from his cigarette and blows it out into the reconditioned air of the station.

KORSO
What...a dump.

Behind him, PREED, a fruitbat-faced alien, and Akima step out of the lock.

PREED
Come now, Captain, don't let's be presumptuous. We have yet to sample the scenery--

Korso gives his orders without looking back.

KORSO
Preed, Akima, stay on the ship.

Preed and Akima stop, frowning with disappointment.

KORSO (cont'd)
Watch their fuel mix and make sure the pumps are honest. I don't want these hicks blowing foam into my tanks.

(CONTINUED)

CONTINUED:

Preed and Akima sigh and nod as Korso strides off.

KORSO (cont'd)
This shouldn't take more than ten
minutes.

47 INT. MAIN CONCOURSE - OUTSIDE DINER

47

PAN ACROSS the brash tangle of galactic riffraff, transit laborers, and nomads who constitute the clientele of Tau-14's main commissary. The diner is separated from the main concourse by a wall of steel-ribbed glass. Cale sits, scrunched up against the steel wall next to the diner's entrance. He jabs at his grey, pea-like lunch with a long plastic pick-- like a knitting needle with a barbed end. The diner door is thrown open and we hear the BABBLE OF CONVERSATION inside. THREE ALIENS exit, laughing, and walk past Cale. They ignore him completely, and he must pull his feet in to avoid being trampled on. As they trudge off, Cale shoots them an annoyed glance and flicks several peas off his foodpick in their general direction.

INT. MAIN CONCOURSE

Korso enters the crowded concourse. RACK FOCUS TO a steel support strut in the FG: a spidery steel robot, about the size of a garden spider, crawls with insect speed along the strut, then freezes, its tiny head swiveling down towards the blurred figure of Korso.

CU SPIDER - Its face is a clutch of tiny lenses and other surveillance equipment. PUSH IN ON LENSES - until we can see the tiny inverted figure of Korso in the spider's glass eyes. After a beat, we hear MECHANICAL WHIRRING and then the spider emits the high-pitched, barely audible beep OF LONG RANGE TRANSMISSION.

Korso stops and sees Cale in the distance. He studies him for a moment. KORSO POV - on Cale. It PUSHES IN on Cale's hand which wears the ring. Korso smiles with amazement.

KORSO
Unbelievable...

INT. MAIN CONCOURSE - OUTSIDE DINER

Cale stabs away at his food, munching obliviously. Korso's shadow falls over him.

(CONTINUED)

CONTINUED:

KORSO

What are you doing?

Cale looks up, startled, mouth full. Korso looms over him.

CALE

What? I...I'm just eating.

KORSO

Just eating. Why don't you go in there.

(jerks head at diner)

They've got seats and tables...

Cale looks over at the diner, where we hear RAUCOUS LAUGHTER. He looks back to his lunch, pulling sullenly at a piece of fibrous protein base.

CALE

No thanks. I think I'm better off out here.

Korso sees Cale's expression and understands.

KORSO

Get up. You shouldn't eat all hunched over. It's bad for digestion.

Cale eyes Korso with bafflement.

50 INT. DINER

50

PAN OVER DINER PATRONS - who all jab their foodpicks at their meals in a staccato frenzy. Korso and Cale sit at a table. Cale looks at Korso for a beat, then shrugs, returning to his meal. Korso winces and holds up a hand, halting Cale from his percussive jabbing.

KORSO

(pained)

Just...just wait.

Cale stops and looks up.

KORSO (cont'd)

You're eating like these jerks.

CALE

What?

(CONTINUED)

Korso reaches into the interior breast pocket of his jacket and pulls out something wrapped in a red velvet swath. As he speaks, he unwraps it, revealing a steel KNIFE AND FORK.

KORSO
Where I come from, where you come
from, we use these.

He holds each up, labeling them.

KORSO (cont'd)
Knife...fork...

He hands them to Cale, who looks at them, puzzled. He looks down at his meal, then stabs at it with the knife. Korso studies him. Behind Cale, we see the window to the kitchen.

Through the window, we see 'IT' THE CHEF, a disturbingly cockroach-like alien, labor at his food preparation tasks.

Cale is lost in concentration, laboring to get the food up to his mouth with these strange new implements. He struggles with the knife, which most resembles his foodpick. The food keeps sliding off, and Cale gives up.

CALE
This doesn't work...

Cale returns to his foodpick. Korso looks down at the fork between them and forcefully taps its tines, sending it flipping up into the air. He catches the flipping fork by its handle with the same hand and points at Cale with it.

KORSO
Cale.

Cale stops eating. He stares at Korso, jaw slack with shock.

KORSO (cont'd)
It's incredible... You look just
like your Dad. Younger of course,
but still...

Cale frowns with suspicion. Korso smiles and shakes his head.

KORSO (cont'd)
If you knew how many backwater
holes I've been to, how many half-
assed leads I've followed looking
for you.

(CONTINUED)

CALE

What are you talking about?

KORSO

I led the escort for your father's last mission.

This seems to startle Cale; then we hear an OS "DING."

'It' throws a tray of meals onto the sill of the service window and darts out of view. A flap in the wall opens next to the window and It crawls out, taking the tray. He notices a cup on the table of a GLUTTONOUS PATRON begin to lift up into the air slowly. He squints up at a machine mounted on the wall above them. Stenciled across its front we read "GRAVITY GENERATOR". The generator CRACKLES WITH FAULTY WIRING. 'It' slams the generator once, hard. The cup clatters to the table, ignored by the alien customer, who continues shoveling food into his greedy mouth.

KORSO (cont'd)

Cale, your dad gave everything he had-- everything he was-- to our future. It tore him up inside to see our people shattered apart by The Drej, just when we had achieved a new level of peace, of unity amongst ourselves... The Drej were coming to destroy our world, and there was no way to stop them. Your father had the guts to dream of a time beyond our escape, of a time when we could all be reunited. He gathered everything he could, the arts and sciences, the treasures of our race, and went out alone, past the frontier, to hide them from The Drej.

'It' zips through the BG, dispensing food to various patrons. Korso leans closer, speaking now in a profound hush.

KORSO (cont'd)

It's out there. A ship holding the seeds for our new world, hidden somewhere in the furthest reaches of space.

Cale speaks quietly, eyes down.

(CONTINUED)

50 CONTINUED: (3)

50

CALE
That mission... was that what
killed my father?

KORSO
How did you know that he was--

CALE
When it happened, I just knew. I
knew he wasn't ever coming back.

KORSO
(shakes head gravely)
No. The mission didn't kill him.
The Drej did.

Cale lifts his eyes to Korso, who comes to the point.

KORSO (cont'd)
It was your father's dream; to
unite the human race again. And
the only one who can finish what he
started... is you.

Cale jolts with disbelief, glancing around as if to say,
"does he mean me?" Korso nods.

KORSO (cont'd)
Yes, Cale. You.

CALE
Listen, he left me behind. I had
to learn to fend for myself, to
make the best of a bad situation.
Everyone else should do the same.

KORSO
I don't believe that. And neither
do you.

CALE
How do you know what I believe?
(shakes head)
Quit trying to save humanity...
it's a little too late for that.

Korso reaches forward and grabs Cale's wrist, holding his
hand up to show the dull steel ring on his finger.

(CONTINUED)

50 CONTINUED: (4)

50

KORSO
No...it's not.

EXT. TAU-14

A single, large POLICE INFANTRY SHIP drops slowly into frame, moving in towards Tau-14 as MENACING MUSIC GATHERS....

POLICE LEADER (VO)
Tau-14, this is Sector Nine-Seven
Police. We are taking over
control of your station.

INT. DINER

Korso taps at the ring, hitting tiny, imperceptible notches in a sequence.

CALE
What are you doing?

Korso finishes tapping and the ring LIGHTS UP WITH GLOWING CIRCUITRY. Cale stares into his palm in amazement.

KORSO
It's a cybernetic homing device,
genetically locked to your DNA
sequence. It delivers a staggered
data download in a string of images-

CALE
Eh?

KORSO
It's a map, Cale.

Cale watches as what looks like a thin stream of quicksilver runs down to his palm and begin to unfold into a STRANGE FILIGREE TATTOO. Cale looks up from his hand to Korso.

KORSO (cont'd)
The four operatives that were
trained to use the rings didn't
survive the Exodus, Cale... But you
did.

Cale is bowled over by these revelations, and can only stare at Korso, stunned.

70 INT. MAIN CONCOURSE

70

The POLICE INFANTRY TROOP marches into the concourse. Stunned aliens look on as the infantry cops spread out among them in riot-control formation, securing the area. The police leader strides forward into center frame and touches a button on a METAL COLLAR DEVICE -- a compact loudspeaker which is mounted over his voice box. When he speaks, his voice booms with electronically amplified power.

POLICE LEADER

Attention, Tau-14 patrons. Do not be alarmed. This is a routine police sweep.

INT. DINER

Cale jolts as he hears the police leader's voice echo into the diner from the main concourse. Korso stiffens. Immediately the lively diner goes silent.

POLICE (VO)

All humans are to report to the main concourse for identification. Any human who does not do so may be subject to immediate elimination.

Korso sighs, pulls his gun from its holster, and lays it on the table, his hand resting on its grip. He rubs his unshaven chin, eyes flashing around the diner, taking expert stock of their situation. His eyes shift to a point over Cale's shoulder; a FAINT ELECTRIC CRACKLE is heard.

Cale looks at the gun in the FG with naked alarm.

CALE

What are you doing?...It's just a routine sweep...

Cale and Korso sit across from each other. Korso taps a finger on his gun, biding his time coolly. Through the diner windows behind him, we see the infantry cops marching towards the diner, weapons at the ready.

KORSO

Cale, I think you should get into the kitchen.

CALE

I should *what*?

(CONTINUED)

CONTINUED:

Korso, sensing the imminent entry of the cops, lifts the gun from the table. Cale blanches. The two lead cops march briskly into the diner behind Korso--

POLICE POINTMAN

Attention! Faces to the floor!
Faces to the--

Korso fires, over Cale, his shot searing above the window to the kitchen, where the gravity generator **FIZZLES WITH FAULTY ELECTRICS**. His shot nails a small panel on the generator and the unit **EXPLODES**.

The two cops who made it into the diner are taken by surprise: In the FG, Alien patrons, their possessions, drinks, and half-finished meal boxes rise up into the newly-weightless air. The cops also take reluctant flight, spinning and tumbling up off the ground.

POLICE

(grunts of surprise)

Korso, back still turned to the door, leaps up, flipping 180 degrees in mid-air so he now sails towards the ceiling feet first and facing the front door. His gun blazes as he sails upwards.

Korso's fire hits the police pointman in the riot shield, spinning him in the weightless air with the force of the blow. Successive shots hammer at the shield each time it spins round, turning the surprised officer into a massive, airborne top. The spinning cop whirls back into the cop behind him, sent hurtling towards the front door by the impacts on his shield. They collide--

INT. MAIN CONCOURSE / DINER

--and come flying out of the diner door, about six feet over the concourse floor. They are caught by the working gravity of the concourse and drop hard to the floor, tangled in each other and stunned by the fall. The four cops who were behind them are barely able to dodge their comrades, and throw themselves to either side of the diner entrance, taking cover from the weapon fire inside.

Korso's feet touch the ceiling. He looks "up" (down at the floor) and sees Cale floating just above the floor, shocked and motionless.

(CONTINUED)

CONTINUED:

KORSO

Cale, get into the kitchen!

CALE

Nnnnnn -- STOP SHOOTING COPS!

Two officers taking cover outside the diner roll into view from either side of the entrance, shields up, guns firing.

Cale's eyes pop wide and he dodges the scattershot fire which rips into the diner, scorching blastmarks across the wall behind him. After a beat, Cale pops back up into frame, gesturing at the kitchen window, fear etched on his face; whatever he thinks of Korso, the man's advice is sound.

CALE (cont'd)

I -- I'll just be back in
the...back there--

Korso, upside down and moored behind the steel cover of a ceiling duct, returns fire.

The two officers roll back out of the door way, taking cover again as Korso's fire peppers the entrance with scorchmarks.

Cale scrambles through the window into the kitchen.

Korso turns to the door, as it fills with cops. Their weapons let forth a hail of laserblasts. Korso flips through the air, dodging and returning laserfire.

ON KNIFE AND FORK which tumble in zero-G. Korso sails past them and snatches them up in one hand. He glides backwards through the kitchen window and curls upwards, clearing the window just as a spray of weapon fire scorches through it.

INT. KITCHEN

Korso slams a button by the window and a steel blind drops down, closing the kitchen off from the dining room.

IT

No violence in my kitchen!

Korso polishes the silverware and slips them into his breast pocket. He snaps a glance at the door, hearing a LOUD SEARING HISS. A lasertorch is slowly cutting around the lock on the door from the kitchen to the side alley; the cops are burning their way in. The very angry and frightened insect turns from the door and points up at Korso.

(CONTINUED)

CONTINUED:

IT
MONSTER! MONSTER!

The creature scuttles up the wall towards Korso, who recoils, readying for a fight, but the creature zips by him. It retreats up through an open vent in the ceiling and disappears.

Korso jerks a thumb up at the vent in the ceiling.

KORSO
Well -- follow Ugly!

Cale is spurred by Korso's command and launches himself upwards, through the zero-G. Korso follows after him.

INT. SIDE ALLEY

The cops finish cutting out the lock and kick the door in. They fire repeatedly into the kitchen, then realize it's empty. One of the cops cranes inside and whips his gun up, covering the ceiling's open vent and the darkness beyond.

80 INT. VENT SYSTEM

80

Cale and Korso crawl along on their bellies through the dark vent system. The space is about two-and-half feet high.

CALE
Why are they after you!? What did you do!?

KORSO
They're not after me, Cale.
They're after you.

CALE
They-- me-- WHAT!?

INT. VENT SYSTEM HUB

CUT FROM CALE'S YELL TO BLACK SCREEN - it's Cale's back, filling frame. He crawls away from camera, out of the shaft into a larger cylindrical duct chamber, into which open ventways from all over this level of the station. At the center of the chamber, a narrow vertical shaft leads down. Cale bee-lines to the central shaft, brow creased with restrained panic. Korso emerges from the vent.

(CONTINUED)

CONTINUED:

KORSO

Cale--

CALE

Can't talk now; running away.

Korso steps up by Cale and looks down the narrow shaft, which descends a hundred feet into darkness. Cale looks at Korso and hops into the shaft. He spreads his legs, braking what would be a deadly fall by digging his boots into the shaft's sides. Korso looks down at Cale, taken back a bit.

KORSO

There's no ladder?

He calls up to Korso impatiently as he drops into darkness.

CALE

You don't need a ladder. Now come if you're coming. This shaft leads down to the repair hangar...

Korso sighs and prepares to follow.

INT. SHAFT

Cale leads the way down the shaft, braking himself into a slow descent. Korso follows, doing the same with a little more effort, almost falling. Cale locks into place and braces Korso's shoe, stopping him, Korso clears his throat and smiles with a hint of embarrassment.

KORSO

Ahem... thanks.

Korso locks his feet into place. Cale feels something and looks at his hand. The Tattoo finishes forming and GLOWS.

CALE

Hey, I think something's happening--

The device discharges a powerful wave of genetic information into Cale's system.

90 INT. CALE'S HEAD

A KALEIDOSCOPE OF SWIRLING COLORS flickers with TWO-FRAME IMAGES which flash by too fast for the eye to fully identify -
- starting with Planet Ice and moving backwards.

90

(CONTINUED)

90 CONTINUED:

90

A single image begins to lock in, its shape draining the colors from the rest of the screen to become visible. We see a MONSTROUS IRON STATUE OF A SLUG-LIKE ALIEN, TOWERING OVER CAMERA, ITS HANDS HELD UP, WRISTS TOGETHER. A FLAME BURNS ABOVE ITS OPEN PALMS. The screen is suddenly ENGULFED IN FIRE.

115 INT. SHAFT

115

THE FIRE BURNS AWAY TO A CU ON CALE - whose eyes are still white. He groans under the weight and shock of the data.

Cale swoons and the segmented shaft in the BG begins to rise - he's gone limp and has started falling. He gains out of the shot, and Korso slides down into the frame.

ANGLE DOWN PAST KORSO and down the shaft. Cale falls down into the darkness bouncing from side to side along the shaft's length. Korso jack-knives into a dive and falls after him, cleanly and gaining speed.

KORSO

Cale!!

After a suspenseful fall, Korso finally gains on him, grabbing the scruff of Cale's vest in one hand. He spreads his body out, braking their descent once again. Cale groans. Korso cocks his head to the side with a smirk.

KORSO (cont'd)

Don't mention it.

They are in front of a grate that leads to a lit area. Korso elbows the grate out and hauls Cale through the hole.

130 INT. REPAIR HANGAR

130

A very large open space in the belly of Tau. FOUR SHIPS sit in the equivalent of dry dock, amid major repairs. ANOTHER SHIP stands on its landing gear closer to camera. PAN TO a vent opening, cut into the rock a distance away. The grate clatters to the floor, followed by a disoriented Cale.

Korso drags Cale, who slowly comes to, towards the landing-gear ship.

Korso drops into the cockpit of the ship and closes the canopy. Cale comes to as Korso orients himself.

KORSO

Change of plans, kid.

(CONTINUED)

130 CONTINUED:

130

Korso begins deftly flicking switches all over the place, lighting up the ship's controls, life support, etcetera. He grabs the radio and dials to a coded frequency as Cale cranes back to look for the guards. Korso talks into the radio.

KORSO (cont'd)
Come in Valkyrie! Valkyrie...

Korso yells into the radio as the ENGINE HUMS TO LIFE.

VALKYRIE RADIO RESPONSE
(clapping and whistling -- mock
applause)

KORSO
Hold the applause, people. We're
not out yet. Prime the ship's
engines and open the main hold
door.

Korso grabs the ship's control stick and finishes his message.

KORSO (cont'd)
And don't fool around because we'll
probably be on fire.

Cale snaps an alarmed look at Korso, who IGNITES THE THRUSTERS.

KORSO (cont'd)
Here we go!

INT. COCKPIT

Cale sees a group of police locking down the hangar doors.

CALE
They've locked down the doors!

KORSO
Hangar doors are for sissies.

Korso pulls back, lifting the ship. Cale blanches.

ANGLE UP ON THE ROOF - high above. A very large "skylight" of paneled glass looks up into the main concourse. The ship rises up towards it.

INT. MAIN CONCOURSE

The commotion in the main concourse has died down somewhat, the active conflict having moved into the vents and repair hanger. SEVERAL INFANTRY COPS dot the scene, hassling ALIENS. After an establishing beat, Korso's stolen ship bursts up out of the glass skylight in the BG, throwing everyone on the concourse into an understandable panic. They scatter as the ship moves forward, its engines ROARING. The ship rotates in place, facing its nose at one of the long docking bay arms. HEAVY VACUUM SHIELDS begin to rise up out of the floor and down from the ceiling of each bay mouth, soon to meet in the middle and close off the bays.

INT. COCKPIT

Korso lines the nose up with one of the bays as the shield slowly close over it. He speaks to Cale (who is terrified by Korso's big plan) but keeps his eyes on the bay doors.

KORSO
Brace yourself.

Korso IGNITES THE REAR THRUSTERS and the ship lurches forward at the closing bay shields. Cale slams back into the seat. Korso flicks open a hooded button and rests his thumb on it, straining to keep the ship level with the other hand.

INT. MAIN CONCOURSE

The ship roars through the closing shields, ripping the sides of his ship apart. The craft skates against the floor, then careens back into shaky flight.

INT. COCKPIT

KORSO
Ship's falling apart behind us--
we'll have to eject!

Cale looks ahead at the onrushing bay arm, then to Korso.

CALE
Eject WHERE!?

Korso hits the button and they slam back even harder--

INT. MAIN CONCOURSE

The cockpit / escape pod of the ship fires out from the rest of the hull.

The pod slips through the bay shields by the skin of its fuselage and roars over camera. A split second later, the body of the ship ROLLS FORWARD, CRUMPLING INTO AN EXPLOSION-- a massive fireball juggernaut.

EXT. TAU-14

TRACKING SHOT ALONG DOCKING BAY as the pod roars down its length, visible through the glass walls of the bay. The flaming juggernaut roars along a short distance behind the pod, filling the tube with fire. The police infantry ship, its nose docked on the tube which is exploding, is blown away from the docking arm, trailing debris and fire.

INT. COCKPIT

Cale and Korso look out the windshield at the fast approaching end of the docking bay.

EXT. DOCKING BAY

As its end explodes and the pod comes tumbling out of it.

INT. POD

Korso stabilizes the tumbling pod and grabs the radio.

KORSO

Well a little bumpy, but other wise
good, clean fun...

Cale looks up at the glass of the canopy and sees a SPIDERWEB OF PRESSURE CRACKS crawl across it. Korso's eyes widen

KORSO (cont'd)

Valkyrie... Valkyrie, we need you
to, uhm... pick us up.

Cale looks around with wild fear.

CALE

Korso...

Korso kicks open a panel by his feet and a fire extinguisher floats out into the weightless cabin. He snatches it up.

(CONTINUED)

CONTINUED:

Korso looks a little worried for the first time. Korso slaps his other hand around Cale's wrist.

KORSO
(clears throat)
Well, kid... take a deep breath.

CALE
A deep-- What do you-- Oh no.

Korso leans back and forcefully kicks the canopy. It explodes outwards in a shower of glass...

EXT. TAU-14

...and the pair fire out of the cabin. Korso uses the extinguisher as an attitude jet, and steers them towards the belly of the Valkyrie.

INT. VALKYRIE

Cale and Korso fly into the belly of the Valkyrie, and the bay door slams shut. Cale and Korso flop to the floor like dead fish. The hold roars with the LOUD HISS OF REPRESSURIZATION. Cale and Korso lie flat out, motionless. After a long beat, they stir. Cale issues a low croak:

CALE
Korso?

KORSO
(equally weak)
Yeah...

CALE
Let's never...ever...do that again... OK?

KORSO
OK.

Korso's head thuds to the floor as he loses consciousness.

FADE TO BLACK:

HOLD BLACK FOR A BEAT, THEN BRING UP OMINOUS RUMBLE

140 EXT. DEEP SPACE

140

STILL ON BLACK SCREEN - CAMERA PULLS BACK - revealing the shadowy outline of a DREJ STARCRAFT.

EXT. TAU-14

Tau-14's destroyed docking arm is surrounded by frozen billows of shattered glass and twisted, sparkling metal. The Police Ship hangs above it, its blown out airlock looks like a bullet wound in its snout. The Drej ship glides toward Tau, and stops a few thousand feet out, and a smaller SHUTTLE launches from its belly and sails into the bay.

EXT. REPAIR HANGAR DOOR

The Drej shuttle glides through the opening doors of the bay.

INT. REPAIR HANGAR

REPAIR CREW AND POLICE mill around the hangar bay, clearing away debris. They all freeze as the interior airlock doors of the repair hangar open behind them. The shuttle glides forward with a BARELY AUDIBLE RUMBLE. The hangar lights go dark as the shuttle sweeps past the frightened aliens and rises to the blown out skylight.

INT. MAIN CONCOURSE

The shuttle rises up through the skylight and glides towards the center of police operations on the concourse. It comes to a HUMMING, gentle stop, hovering about eight feet off the floor. The lights wink out, leaving us in murky dimness.

THE POLICE LEADER AND HIS TWO LEAD OFFICERS look on in growing fright as the lights of the concourse go out.

After a moment of eerie calm, strange black (almost gargoylesque) shapes on the Drej hull shift, revealing that they are in fact SKELETAL BLACK ROBOTS, who festoon the hull at eight points along its length. With computerized precision, they disentangle themselves and drop off the shuttle, falling into perfect formation around its hull.

From the belly of the ship, a platform lowers, slowly revealing the dimly-illuminated shape of THE DREJ EMISSARY. He is massive, his heavily muscled chest and arms ripple with violent potential. The Drej walks up to the police leader, trailed by a single TRANSLATOR ROBOT.

THE DREJ
The humans have escaped.

The police leader backs away.

(CONTINUED)

CONTINUED:

POLICE LEADER

(nervously)

Our scanner records indicate that they exited on a course for the Tarsis belt... we believe they're going to hide out in the Shattermarches...

THE DREJ

Your records are of no interest to us. We have our own.

On the Drej's cue, The translator robot turns away, arms outstretched. It emits a PIERCING SIGNAL.

VARIOUS CU SHOTS AROUND TAU-14 INTERIOR

AS NUMEROUS DREJ SURVEILLANCE SPIDERS crawl out of the all but infinite nooks and crannies of the station's interior.

The robot emitting the signal stands rigid as the black spiders surge forward, crawling up onto its steel frame.

CU SHOTS ON ROBOT - as the spiders cluster around the robot's shoulders and trunk, their legs PLUGGING IN to tiny information ports on the robot's body. The spiders begin downloading their collective intelligence into the robot.

The Drej signals the robots behind him, and they climb back up onto the ship, locking back into the hull.

THE DREJ

The boy with the tattooed palm -- he is in a position to render the human race a dangerous threat to the future of the Drej Oligarchy.

One robot stops next to the police leader, who shoots the metallic figure a double-take of naked discomfort. The robot holds a thick, heavy METAL CYLINDER in its arms.

THE DREJ (cont'd)

Your forces have failed at a crucial juncture. We will no longer be requiring your services...

The police leader babbles again, frantically trying to understand. The Drej ignores him and walks to the ship.

(CONTINUED)

CONTINUED: (2)

POLICE LEADER (cont'd)
Your Grace -- I - I don't
understand.

The Drej and the translator disappear into the ship, which seals itself and hovers up, turning back towards the way out. The police leader, overwhelmed and uncertain, watches the robot left behind turn to its task with mechanical precision. As the police leader and his men back away, the robot taps at a number of buttons on the body of the cylinder. It OPENS INTO A DIFFERENT CONFIGURATION, revealing a core that glows with white-hot intensity. The robot holds it like a lantern. Shots of various GUARDS, WORKERS, and the police leader as the light from the device washes over them. The robot stands, holding the device over its head. A SHORT COUNTDOWN OF BEEPS triggers a VIOLENT BURST OF LIGHT which roars from the device and FILLS THE SCREEN with its glow. After a DEAFENING BEAT, the light winks out, and we see the robot holding the burnt-out husk of the device. The police leader's and his officers' steaming clothes collapse, emptied of their wearers. In the BG, other collapses of uniforms and armor occur. The device has atomized every police officer in view.

Fek looks around the corner, then sees a spider on his shoulder. In a frenzy, he bats it to the floor.

EXT. TAU-14

The Drej starcraft glides away from the station. The ship flies at us, BLACKING OUT THE SCREEN.

150 EXT. DEEP SPACE

150

The Valkyrie streaks across the void.

INT. VALKYRIE - AUXILIARY CARGO HOLD

A hold / storage area on the main deck of the ship. Akima sits on a steel box, leaning over a large grimy white coffin-shaped device -- a portable medic bay -- cooing a lullaby. Remnants of the crate it was in litter the vicinity. Cale is unconscious, lying in the shallow bed of the medic bay, wearing a pair of briefs. The medic bay bathes him in COOL, SOOTHING BLUE LIGHT - the ice crystals and burst capillaries have been cleared from his skin. His arm is out from his side, resting on the edge of the bay. Akima cleans a deep cut in his forearm. Cale stirs.

(CONTINUED)

CONTINUED:

CLOSE ON CALE - as his eyes flutter open and struggle to focus.

CALE'S POV ON AKIMA - on the PLASTIC FIGURINE dangling from her neck, which doubles shakily and then comes into focus. PAN UP to Akima's beautiful face. Cale smiles dopeily, his eyes hooded with dreamy love.

CALE

Hiii...

AKIMA

You might want to stay unconscious a little longer.

CALE

Eh?

AKIMA

You got a little shredded when you blew through that pod's window. I'm sewing you up.

Akima lifts up what looks like a HIGH-TECH STAPLE GUN and secures her hold on Cale's outstretched arm.

AKIMA (cont'd)

Well, more like stapling you up, really.

CALE

(growing fear)

What? Wait--

Cale tries to struggle, but Akima is rock steady. She smiles with mild amusement as she brings the staple gun down to Cale's wound.

AKIMA

Don't worry. I read the instructions.

She begins knitting the skin together by stapling it at regular intervals. The stapler makes an UNPLEASANT "THOK" NOISE as it staples.

CALE

AAAGHK -- nnn...

(CONTINUED)

CONTINUED: (2)

Cale winces and grunts as the "THOKING" goes on. Freed enters the hold.

PREED

Why Akima, look at you, saving the skin of our little prince. You're all a-glow with maternal instinct!

He leans in behind Akima as she staples, his cheek close to hers, his long hand resting on her shoulder. He purrs:

PREED (cont'd)

It makes you even more fetching.

Akima calmly THOKS a staple into the back of Freed's hand, never looking up from her work on Cale. Freed recoils from the surprising sting.

PREED (cont'd)

GAAK!

AKIMA

Stick to striking out with your own species Freed.

She resumes stapling Cale. Freed plucks the tiny staple from his hand with his needle sharp incisors, adding indignantly:

PREED

I protest.

Akima closes the wound with a few more staples.

CALE

Nnn...

It's done, and Akima puts the stapler down, patting Cale's shoulder as she gets up.

AKIMA

There...finished. Welcome to the circus, Cale.

Cale sits up in the medic bay as she walks out of the hold. As he sits up, he realizes with a blush that he's half naked.

CALE

But...Where am I...
(looks down)
Where are my pants?

(CONTINUED)

CONTINUED: (3)

Preed stands tall and makes an ironic overblown gesture of introduction, bowing gracefully as he hands Cale his pants.

PREED

Cale Tucker, You are aboard the
starcraft Valkyrie. I am Preedex
Yoa, first mate and business
manager for the J. Korso High-Risk
Shipping and Retrieval Company.

While Cale struggles to put on his pants, Preed begins to wax
revolutionary, working himself up into a declaratory lather.
One can almost hear trumpets building an anthem behind him.
He sounds half sincere, and half ironic.

PREED (cont'd)

But under the leadership of that
noble savage Joseph Korso, we have
answered a higher calling! We have
started our own tiny war against
the Drej -- a thing not lightly
done -- and seek nothing less than
the liberation of your much bruised
and oppressed people!

(quiet; almost apologetic)

Ahem...you are our first victory.

Cale straightens and stalks towards Preed, poking his chest
to punctuate his gathering tirade.

CALE

Your first victim is more like it.

KORSO

(over intercom)

Preed, get Cale up here as soon as
you can -- And grab something
shiny from the hold. Our navigator
is a little cranky. He needs an
incentive.

Preed nods and moves over to a nearby crate.

PREED

We're on our way.

(CONTINUED)

CONTINUED: (4)

He slides back the lid of a crate, scans its contents, and selects a dusty cardboard cube. He jerks his head, indicating for Cale to follow, and exits the hold.

INT. VALKYRIE CORRIDOR

Preed walks down the corridor, towards camera. Cale stumbles out of the hold door, catching up to him with his shoes in one hand. As he walks, Preed opens the cube, removing an EXECUTIVE TOY -- that once popular kinetic desk ornament, with the five or six steel balls suspended from wires. As he passes a waste chute, he drops the torn cardboard cube into it. Cale walks up, abreast of Preed, eying the toy quizzically.

CALE
That's an incentive?

PREED
Korso's navigator leans to the...abstract. We've tried to explain the concept of money to him, but he never quite gets it.

Stith lumbers down the corridor from the opposite direction. She carries a LARGE STEEL TOOLBOX on one shoulder, and mutters bitterly in her native tongue. She's pissed.

STITH
(grumbling angrily to herself)

Preed walks calmly on, casually introducing Cale.

PREED
Ah, Stith. This is Cale.

Cale is caught in front of Stith, who barrels forward, forcing him to press himself against the wall of the corridor to avoid being trampled.

STITH
(growls)
Can't talk. We lost targeting on our aft gun turret again...

Cale peels himself off the wall and catches up with Preed.

PREED
Weapons specialist. Normally, she's very good-natured.
(MORE)

(CONTINUED)

CONTINUED:

PREED (cont'd)
(calls back to Stith)
Fight the good fight, darling!

STITH
STUFF IT, PREED!

INT. VALKYRIE BRIDGE

Preed and Cale step out into the bridge. Cale stops, staring out at the large complex of ship control stations and the forward viewshields beyond, through which is visible the panorama of deep space.

Preed steps up to a steel door marked "NAVIGATION" and knocks on it.

PREED
Gune...Gune!

Preed rolls his eyes and knocks again. After a moment we hear a MUTED CRASH.

GUNE
(from other side of door)
I AM NOT AT HOME!

Cale joins Preed, who leans in closer to the door and shouts.

PREED
Gune!
(knocks again)
Toy!

This seems to get the OS navigator's attention.

GUNE
Hungh?

The door opens a crack and we see the wide, flat face and large glassy eyes of GUNE, the navigator. Preed holds up the executive toy, lifting one of the steel balls and demonstrating its function. Delight spreads across his face and he laughs happily.

GUNE (cont'd)
(deep throaty guffaw of
pleasure)

Gune reaches out a big meaty hand for the toy. Preed pulls it away teasingly.

(CONTINUED)

CONTINUED:

PREED

Korso expects some cooperation,
Gune.

Gune nods and grabs a corner of the small wooden platform upon which the toy is mounted, pulling it through the crack in the door. The door slams shut. From inside we hear the CLACK CLACK CLACK of the toy.

GUNE

(again from other side of door)
NOW THIS...IS...INTERESTING!

CALE

You let that guy plot the courses
for your ship?

PREED

Absolutely. He's Discipline-9.
He's not just a navigator; he used
to be one of the core sector's
premier theoretical physicists...a
genius of time and space...

CALE

But he doesn't seem...all there.

PREED

Well, sure, he lacks...social
skills.

From inside we hear Gune's delighted CHORTLE and more CLACKING. Preed walks off, and Cale trails after him.

PREED (cont'd)

Now come, duckling.

160 INT. KORSO'S QUARTERS

160

Korso stands by a small porthole, looking out into the void. He holds a glass of ice and green liquid. Preed raps the door lightly, poking his head into Korso's room. The door opens more and we see Cale behind Preed.

PREED

Korso -- you decent?

KORSO

Wrong question, Preed. Come on in
here, Cale.

(CONTINUED)

160 CONTINUED:

160

Cale enters. Preed hangs at the door, poised to enter. Korso turns to Preed, who looks at Korso. There's a pause.

KORSO (cont'd)
Preed, go.

PREED
(clicks tongue)
I used to be his favorite.

Preed frowns with mock affront, and walks off. Cale walks into Korso's quarters. His eyes are drawn to various Earth objects on display, as well as baffling alien ones.

KORSO
You did damn fine today, Cale.
You've got more of your Dad in you
than I could've hoped for.

CALE
I don't remember doing anything but
running. And getting shot at.

KORSO
We both ran, Cale. It was the
smart thing to do. Most people
can't even do that much. They
break. They stop moving. They
give up.

He opens a panel, revealing a refreshment station. He begins pouring a glass of green for Cale, who looks frazzled still.

KORSO (cont'd)
But you stayed alert. You
survived. In short...I'm very
pleased to make your acquaintance.

CALE
I'm sorry, but all of this... the
police, the Drej... it's too much.

Korso smiles and hands Cale the drink. Cale takes it automatically, but he shakes his head, overwhelmed by recent events. Korso pauses a beat, sipping from his glass, eyes narrowed knowingly on Cale.

KORSO
You saw something, didn't you? A
vision...

(CONTINUED)

Cale drops his eyes, silent.

KORSO (cont'd)
That ring your father gave you...
it's part of you now-- feeding
information directly to your brain.
Giving you images, a trail of
visions that will lead us to the
ship
(gentle urging)
Come on, Cale. You know there's
nothing left for you back on Tau.

Cale looks up, meeting Korso's warm steady stare.

KORSO (cont'd)
Tell us where to go.

Cale considers Korso's logic, grudgingly realizing he's right. He concentrates, raking through his memory. Korso hangs on his every word.

CALE
Well...I saw something but...I
don't know...it only seemed like a
fragment... A statue...in a
temple...two hands holding fire.

KORSO
Two hands?

CALE
They were metal...gigantic metal
hands...like this...

Cale lifts his wrists up, presses them together, palms upturned. Korso gestures above Cale's palms.

KORSO
And the fire was where...here?

Cale nods.

PREED (OS)
Eureka.

They both turn as they hear Preed speak up. It's clear he's been eavesdropping the whole time. Korso glares. Preed laughs nervously, feigning a casual air.

(CONTINUED)

160 CONTINUED: (3)

160

PREED (cont'd)
I know that place...it's a temple
in New Bangkok, on Planet
Sesharrim. Couldn't help...
overhearing... heh.

KORSO
Thank you...Preed.
(turns to Cale, clinks glasses)
Well kid, we're on our way.

Korso slugs down his green beverage and Cale does the same,
seized by a light fit of coughing. Korso laughs and shakes
his hand.

165 INT. VALKYRIE BRIDGE

165

Korso walks briskly out into the bridge, trailed by Cale. He
calls to his crew as he climbs stairs to his chair.

KORSO
All right, listen up. We're heading
to New Bangkok.

SLOW BACKWARDS TRUCK FROM REAR OF BRIDGE TO FRONT - as
STIRRING MUSIC BEGINS, we see the crew all settling into
their stations. The camera ascends the stairs to Korso's
chair, where Korso sits.

KORSO (cont'd)
Strap in and get comfortable,
people. This is no short hop...

Korso gives his order, staring at the infinite sprawl of
space ahead.

KORSO (cont'd)
Akima-- Let's set sail.

Akima smiles and throws the throttle forward. Cale straps
into an open chair, rocking backwards with the thrust of the
ship. He looks about him, eyes lit with excitement, smiling
despite himself.

TRAVEL MONTAGE - EXT. SPACE / INT. VALKYRIE

MUSIC BURSTS FORTH -- THE VOYAGE BEGINS! The Valkyrie's
engines explode in a burst of thrust which sends it racing
into the distance.

(CONTINUED)

CONTINUED:

THE MUSIC RUNS UNDER A MONTAGE -- THE VALKYRIE PASSING THROUGH DIFFERENT VIEWS OF SPACE, intercut QUICK SCENES OF CREW LIFE ON THE FIRST LEG OF ITS JOURNEY. The MUSIC softens. A SMALL CARAVAN OF EARTH FAMILY SHIPS slowly passes the Valkyrie. Their weathered ships, still carrying dusty EARTH INSIGNIA, glide to a stop in the FG.

INT. VALKYRIE BRIDGE

Cale points out the front window to the small fleet, then turns back to Akima.

CALE

They're from Earth--

Akima nods.

AKIMA

They're Drifters. They just wander free lane space, trading for supplies with other ships...

Cale watches the fleet disappear into inky blackness.

CALE

They don't stop anywhere?

AKIMA

Nowhere, if they can help it. Their whole lives are on those ships. Each caravan is like a family; that's the only good thing about drifting. The rest sucks.

CALE

You seem to know a lot about them.

Akima shrugs as she pulls the throttle.

AKIMA

I should. I used to be one.

TRAVEL MONTAGE - EXT. SPACE / INT. VALKYRIE

RESUME MONTAGE FOR A BIT THEN DISSOLVE TO:

170 EXT. VIEW OF PLANET SESHARRIM

170

The planet is covered with ocean, studded with occasional landmass clusters -- long-dead, bright red coral reefs which rose above sea level eons ago. The Valkyrie passes over camera, heading for Sesharrim.

EXT. NEW BANGKOK - NEAR SUNSET

PAN UP over the dreamlike, neon-studded buildings to the golden sky. The Valkyrie passes overhead, veering to the left. FOLLOW THE SHIP past the snaggletoothed skyline and over the sheer rock wall of the coral reef. The Valkyrie soars over the water and towards the landing field. Starcraft of every variety stretch into the distance.

EXT. VALKYRIE

The cargo bay door grinds open from the belly of the ship, the wide curved door forming a ramp up into the ship. A TRANSPORT HOVERCRAFT hums out of the bay, sliding out over the ramp and cushioning to a stop, Akima at the wheel. Korso trudges down the ramp with a heavy, shotgun-like weapon. Cale steps on the ramp and peers out.

KORSO
Welcome to planet Sesharrim,
Cale...

Cale wrinkles his nose, detecting an unpleasant odor.

CALE
(sniffs at the air)
It stinks.

KORSO
You've been breathing reconditioned
air for years, Cale.
(inhales deeply)
This is the real stuff.

CALE
Yeah, well...the real stuff stinks.

Preed has exited the craft, and unfolds a lawn chair under the shadow of the hull above. In the crook of his arm he has a bottle of water and a small playback device, which emits tinny music.

(CONTINUED)

CONTINUED:

Nearby Stith stands at the ready, eying Preed with cool disdain. The away party has boarded the hovercraft, and Akima guns the puttering engine. Korso turns back to Preed and Stith.

KORSO

Preed, Stith, hold down the fort.

Preed leans back into the chair and closes his eyes happily, giving the departing Korso a casual "thumbs up". Stith nods and pulls up a hand cannon (with a barrel big enough to fire grapefruit) cocking it with a sharp, disciplined move.

EXT. OPEN SEA AROUND NEW BANGKOK - SUNSET

The hovercraft speeds over the low waves, kicking up a rooster tail of water which shimmers in the setting sun. Akima veers the craft towards New Bangkok. A small herd of the floating GAS TREES drifts along between them and the city. Akima pilots the ship under one of them, winding expertly through the dangling roots. Cale looks up at the massive trunk which hovers fifty feet above them.

CALE

These trees are amazing.

KORSO

They're gas trees...the humans in New Bangkok call them Flying Dutchmen...

Cale smiles with wonder as the root shadows strobe over him.

KORSO (cont'd)

A good farmer can harvest enough hydrogen from one tree to keep his boat running for a year...if he doesn't blow himself to steaming bits first.

Cale looks up, now cringing slightly in the trees' shadows.

190 EXT. NEW BANGKOK PROPER - TWILIGHT UNTO EVENING

190

SLOW PAN OF A BUSTLING SQUARE - ALIENS mingle on the busy commercial plaza. There is a strong Third World feel to the area; VENDORS hawk their wares from street carts and every possible crevice in the ancient buildings. Gambling dens are a routine sight, as are kicked-up games of street chance.

(CONTINUED)

The Valkyrie hovercraft glides in slowly from the other side of the square, clearing people out of its way. Cale's head whipsaws around, trying to take in all the sights. Akima pulls over to a clear area of curb and shuts down the hovercraft. She ties the hovercraft to a mooring pose with a steel TOW CABLE which has a HEAVY LOCKING GRAPPLE at its end. Cale turns to Korso as they all dismount the craft.

CALE

Korso, what are we supposed to be looking for?

Korso begins walking with purpose, and the others follow. Korso holds his hands up, wrists together, in the pose of the statue.

KORSO

Two hands holding up a flame -- that's a key symbol in the Lingercult religion. I figure the first map vision is set to be triggered at the Lingercult's main temple. It's built under a hundred-foot tall statue of their god.

Cale cocks an eyebrow at New Bangkok's neon-soaked iniquity.

CALE

Who would build a temple in this place?

KORSO

The Gambler-Priests of the Lingercult; they worship random chance...every one of their churches is a holy casino---

EXT. TEMPLE REMAINS - TWILIGHT UNTO EVENING

ANGLE ON A BUILDING CORNER - Korso turns the corner and faces camera with an expectant look.

KORSO

And here we... are?

ANGLE FROM BEHIND KORSO - as the others stop behind him. He stares across a wide street to a mostly-demclished temple. Cranes stand amid the dismantled building.

(CONTINUED)

CONTINUED:

KORSO (cont'd)
What is this?!

To one side of the ongoing ruin, a modest tent has been set up. A lone, sagging GAMBLER-PRIEST stands behind the rough equivalent of a three-card monte table, shoulders sagging. The gambler-priests are slug-like aliens with six frail arms and wavering eyestalks. He wears religious-looking raiments which are a bit grubby from the soot. A hand-painted sign hanging over the door flap of the tent shows the symbol -- two hands holding up the flame. Korso storms into frame and grabs the priest by the raiments, jerking his slimy body forward. He angrily shakes the slug.

KORSO (cont'd)
What did you do with your temple,
you slimy jerk?!!

GAMBLER-PRIEST
We lost the temple in a bet with
the Solehdats Clansmen!

Korso holds him firmly by the raiments as he explains sadly:

GAMBLER-PRIEST (cont'd)
They're tearing it down. Very sad,
very sad.

Korso releases The priest, growls, and turns to Cale.

KORSO
Cale -- you getting anything?

Cale looks at Korso and then steps out in front of the remains of the temple. Cale looks up where the statue once stood. CALE'S POV shows only sky and the skeletal beams of the once huge temple. Korso leans forward slightly, waiting with bated breath. Cale exhales, shaking his head; it's gone.

CALE (cont'd)
--I'm sorry, Korso...nothing's
forming.

KORSO
(taxed sigh)
You two sit tight.

Korso starts stomping off towards the CONSTRUCTION WORKERS
AND THEIR SOLEHDAT SUPERVISORS.

(CONTINUED)

CONTINUED: (2)

KORSO (cont'd)
I'm going to have a few words with
our Solehdad friends.

Cale and Akima watch Korsos storm off. They see an OLD KOREAN WOMAN with silver hair seated in the cramped crevice of her tiny shop. She beckons them over.

EXT. NEW BANGKOK STREET - VENDOR'S SHOP

Arrayed across her table are a VARIETY OF STRANGE PUZZLES. She gives them her sales pitch in KOREAN. Akima greets the woman in KOREAN then translates:

AKIMA
She makes puzzles...novelties. She
wants us to buy one of them.

The old woman picks up one of the puzzles and begins sliding its components around; demonstrating the puzzles movements. She hands it to Cale. An ALIEN VENDOR next door paws at Cale with mercantile fervor.

ALIEN VENDOR
Don't bother. That old bat is
crazy. Her puzzles are impossible.
No one but her has ever solved one.
Spend your money on something you
can use.

He pulls away a ragged curtain on the side of his shop to show a TABLE FULL OF USED WEAPONRY. Akima pries the alien away, snapping:

AKIMA
He's not here to buy stolen
garbage. So back off.

Cale begins to feel out the elements of the mechanical puzzle, fixated on its movements.

200 EXT. ORBITAL SPACE - SESHARRIM

200

With a SWELL OF OMINOUS MUSIC, the Drej Starcraft glides over camera and down into Sesharrim's atmosphere.

EXT. NEW BANGKOK STREET - VENDOR'S SHOP

Cale can't fathom the puzzle, and hands it back, gesturing his inability at the woman.

(CONTINUED)

CONTINUED:

The woman catches a glimpse of his tattooed palm and startles with amazement. She lunges forward and takes Cale's hand into her own, turning it to see the tattoo clearly. She begins speaking excitedly as she closely examines the tattoo.

CALE (cont'd)
What's wrong with her?

AKIMA
I don't know. She's talking so fast...and my Korean is rusty...

The woman looks to Akima, who begins translating her words.

AKIMA (cont'd)
I used to be an engineer...a scientist...I helped design the Lighthouse. That's where you're going, yes?

Cale looks to the woman curiously.

CALE
Lighthouse?

The woman nods and points hard at the tattoo on his palm. Akima translates her words.

AKIMA
She keeps saying, "Yours is the hand that gathers."

The woman thrusts the puzzle back into Cale's hands, speaking excitedly.

AKIMA (cont'd)
She wants you to solve the puzzle...

Cale tries to give it back.

CALE
What? I'm sorry... I don't know how--

She shoves it roughly into one of his vest pouch-pockets.

CALE (cont'd)
OK, I'll just take it for later.

CU ON WOMAN'S FACE - as she nods joyfully.

(CONTINUED)

CONTINUED: (2)

All the street lights here wink out. A WIDESPREAD JUMBLE OF ALARMED VOICES rings out. Cale is frozen in place. Akima snaps her eyes up to the sky as she hears THE LOW RUMBLING OVERHEAD. She draws her pistol. Cale looks at the dark street with trepidation.

CALE (cont'd)
That's bad, I think.

EXT. SOLEHDAT CONSTRUCTION SITE

Korso stands among several decked and smarting CONSTRUCTION WORKERS, his foot on one of their chests. He holds a SOLEHDAT CLANSMAN in his grip. He's trying to be polite.

KORSO
I told you, I didn't want a fight.
Just tell me where you dumped the
statue, and I'll be happy to--

Amid the PANICKY HUBBUB Korso looks over towards the plaza.

KORSO (cont'd)
Damn it!

Akima and Cale back into a PAIR OF ALIENS who stand by a canopied TAXI-BICYCLE. The aliens start to push them savagely back into the open.

ALIEN I
Where you going? It's you they
want!

Akima's face flushes with rage and she reacts with base instinct, dropping them both with a pair of surgical martial arts moves. Cale is already on the bike and shouts to Akima.

CALE
Akima! Let's go!

Akima hauls herself into the backseat of the taxicle, and they make a rickety retreat down a winding backstreet. The shuttle follows overhead like a cruising shark. Korso races into frame and goes for the OS hovercraft.

EXT. STREETS OF NEW BANGKOK

Cale pumps the pedals, trying to steer the ungainly taxicle as it careens down a winding down-sloping street.

(CONTINUED)

CONTINUED:

The bike hops a curb and SMASHES THROUGH A PILE OF GARBAGE. Akima rights herself in the back and calls to Cale sourly.

AKIMA

Cale, where are you going!?

CALE

I have no idea!

Cale drives across a wide cobblestone island and off its far edge -- an eight-foot drop to the road, which serpentines around below, past a series of wide, stepped levels, each an eight foot drop to the next. The taxicle bounces down over the wide stepped plazas of a nocturnal market place, where GOODS, LIVESTOCK, AND PRODUCE are being haggled over by ALIEN AND HUMAN MERCHANTS / CUSTOMERS. Pieces of the bike's rear carriage break away with each heavy crash-landing, Akima struggles to stay on. Merchants and customers just barely scramble out of their way.

Cale heads the bike towards the edge of the city, a high wall of coral, cut into which are the mouths of long drainage tunnels.

They disappear into the mouth of the tunnel just as the Drej is over them. The shuttle slams into the tunnel's mouth, its sides wedging tightly.

The Drej guns the reverse engines, and the shuttle begins to slowly SCREECH AND WHINE its way free from the coral.

210 EXT. CORAL WALL OF THE CITY

210

On the outside of the city, we see that the drainage tubes are the equivalent of sewer tunnels. Several of them drain water and effluvia into a submerged basin-harbor of coral; the city's landfill. We hear the warbling yells of Cale and Akima grow louder and then Cale and Akima come flying out of the tunnel, just barely on the bike. As they drop, Cale pushes away from the bike and they fall free towards the bulky heaps of garbage and refuse below.

EXT. HARBOR

They splash down into the filthy water and disappear under its oily surface. In the murky shadows of the BG, we see one and then several paper lanterns come to light, in a loose ring around the area Cale and Akima had their splashdown. Cale and Akima surface and tread water. Akima gains her breath and snaps:

(CONTINUED)

CONTINUED:

AKIMA

Well this is just perfect. I've
always wanted to die in a garbage
dump.

Cale startles as he sees they are in the middle of a closing
circle of glowing lanterns.

CALE

Akima--

In the flickering and diffused lantern light, we see the
lined, weathered faces of humans. They pole their long boats
forward.

Akima and Cale are bathed in the lantern light.

CALE (cont'd)

What do they want?

The humans' hands reach out to haul Cale and Akima in.

AKIMA

They want to help us.

CALE

Why?

AKIMA

Because that's what people do,
Cale.

INT. BOAT

Hands come down and grab at Cale and Akima, gently hauling
them up into one of the flat-bottomed boats. Cale sputters
and pushes away the helping hands.

CALE

Wait, you don't understand-- The
Drej are after us! We'll get you
all killed! GO!

Hands come in and touch Cale's face. A KIND ELDERLY WOMAN in
gas farmer's rags wipes the muck from Cale's brow.

CALE (cont'd)

Please, you have to leave, you
can't hel--

(CONTINUED)

CONTINUED:

Cale stops, shocked by what he sees at the edge of the lantern light. A dim hulking outline rising from the water, massive and ominous. Cale grabs the lantern from the prow of the ship he's on and shines it towards the silhouette. It's the upper part of the LINGERCULT TEMPLE STATUE, listing to one side in the black water.

INT. CALE'S HEAD

CALE IS MESMERIZED AND FALLS INTO VISION - We see A FLAME ERUPT OVER STATUE'S HANDS. The camera pushes into the flame and it fills with other hues to become a swirling mass of color. THE EYE OF SETH MORPHS INTO STYLIZED VIEW.

INT. BOAT

Akima looks up at Cale and then hears the LOW RUMBLE OF THE DREJ SHIP which comes over the edge of the sheer coral wall of the city and hovers a hundred and fifty feet above them. Cale is still IN THE VISION.

AKIMA

(calls to humans firmly)
EVERYONE! That is a Drej ship,
which means IT IS TIME...TO...GO!!!

EXT. HARBOR

ANGLE DOWN DREJ SHUTTLE - which is pointed in a slow nosedive towards the water below. The lanterns of the humans' boats disperse like a flowering firework, scattering out through the landfill area as the shuttle drops towards them.

ON CALE AND AKIMA'S BOAT - In the BG, the Drej shuttle drops into frame, rights itself, and sweeps in towards the boats.

THE DREJ

You humans are aiding a criminal.
Present him to me or be eliminated.

Cale looks around desperately. The others on the boat try to draw Cale and Akima into their obscuring, protective mass. He leaps off the back of the boat and just manages to scramble up the side of the slug-god's iron belly. He climbs to the hands and then stands on the shoulder/head. He waves his arms at the Drej shuttle.

CALE

LEAVE THEM ALONE! I'M HERE!!

(CONTINUED)

The shuttle turns and glides towards Cale. The Drej stands on its edge, looming darkly. Cale is caught in the creature's shadow, paralyzed by its faceless stare.

THE DREJ
Your people's appetite for self-sacrifice is admirable.

CALE
You don't know anything about us.

THE DREJ
You're wrong, Cale Tucker. I am a passionate student of humanity. I have learned that it must be destroyed.

Only the gentle lap of water against the boats around them can be heard as Cale gives words to the torturous confusion of the oppressed.

CALE
But... why...

THE DREJ
Because your species is the new virus. And ours is the old one.

The Drej reaches its triple jointed arm down to Cale, its double-thumbed hand unfurling.

THE DREJ (cont'd)
Take my hand.

Cale reaches reluctantly towards the hand when SUDDENLY?

KORSO
Over here, handsome!

The Drej recoils, turning to see something hurtle at him.

The Valkyrie's hovercraft comes sailing in, flying on its side. It SMASHES into the Drej, just missing Cale. The Drej is knocked rolling over his shuttle, just managing to claw on to its edge. He dangles there for a surprised beat.

(CONTINUED)

KORSO (cont'd)
Cale! Akima!

Cale scrambles off the statue, sliding down its Michelin-man-like folds of iron flab and landing in the hovercraft with a THUD. Akima hauls herself up from one of the boats and Korso tears off.

INT. HOVERCRAFT

Korso veers the craft at the Drej shuttle, heaving the gun to Cale. Cale catches it, looking at Korso with alarm.

KORSO
Akima, pilot this thing. Cale,
keep him pinned down!

CALE
What? Korso, I don't know how to--

He startles, seeing that The Drej is climbing back up onto his shuttle. Cale fires the gun-- the unexpected force of its recoil throws Cale's arms back wildly. His shot hits the shuttle's controls, CAUSING A SMALL EXPLOSION. The fire and smoke obscure The Drej. Cale fires a panicked barrage, arms flailing from the gun's recoil, finally slamming the gun up into his face. He falls to the floor of the hovercraft with a groan. Korso takes out the heavy steel mooring cable and latches it to the front of the Drej shuttle.

AKIMA
Korso, we're trying to get AWAY
from them...

(CONTINUED)

CONTINUED:

KORSO
AKIMA! GO!!

Akima slams the ship forwards. Korso grabs the gun from Cale and hops up onto the edge of the hovercraft. The Drej is climbing up into the shuttle. Korso ignores him and fires down into the shuttles controls, CAUSING A SMALL EXPLOSION. The fire and smoke obscures the Drej momentarily.

Korso rushes to the controls and takes them from Akima.

KORSO (cont'd)
OK, kids. This is your stop.

Cale and Akima look down at the water, which whizzes darkly by forty feet below. They are about to protest when they see that Korso is aiming the ship at a GAS TREE which drifts along in the moonlight some few hundred feet away. They jump.

EXT. WATER

The shuttle and hovercraft roar along. The Drej appears in the glowing smoke and fire from the ship's controls, and levels a weapon at Korso. Before he can fire, another BURST OF SPARKS from the controls jars his aim and he misfires. Korso finishes locking down the hover controls and steps to the edge of the craft. Behind him, we see the gas tree growing quickly as the craft barrels towards it. Korso leaps off the craft just as The Drej clears the smoke again. As Korso falls away he fires at the shuttle. The Drej finally sees where they're heading and HISSES with alarm. The hovercraft and The Drej shuttle slam into the gas tree, which EXPLODES INTO A MONSTROUS FIRE STORM over the water. Cale and Akima watch the massive, Hindenberg-like hulk of the flaming gas tree descend to the sea. Bits of flaming wood and flora drop around them: fallout from the explosion. Cale yells--

CALE
Korso!!

Cale grabs onto a piece of shattered tree and, using it as a float, kicks toward the blown-up tree. Akima sighs and follows.

AKIMA
Cale -- don't get yourself killed
without me.

(CONTINUED)

CONTINUED:

Cale pushes through the flaming/steaming detritus from the exploded tree. He stops and calls out again. His search is long enough for him (and the audience) to start wondering if Korso didn't make it.

CALE
KORSO!....KORSO!

KORSO (OS)
(conversationally)
What?

Cale startles and turns to one side, seeing Korso's shape in the darkness. Korso sits -- legs crossed casually -- on a large section of trunk. The branches fanning out from its shattered end are on fire, like numerous candles, catching Korso in their red glow.

CALE
I got it. I got the vision...

Korso turns to Cale, impressed surprise on his face.

KORSO
Well then, this is all coming
together nicely.

Akima enters, frowning, wet, cold, and done with this planet.

AKIMA
So we can go, right?

CUT TO:

LONGSHOT ON THE LANDING FIELD - The Valkyrie ascends and glides out over the water. PAN TO FOLLOW the ship as it climbs off and away. A large burning shred of the exploded gas tree bobs in the FG.

THE DREJ'S STEAMING HAND bursts out of the water and digs its claws deep into the tree trunk...

220 EXT. VIEW OF PLANET SESHARRIM

220

The Valkyrie roars out of the planet's atmosphere.

INT. VALKYRIE - GUNE'S NAVIGATION CHAMBER

CLOSE ON A PIECE OF PAPER - upon which is scrawled a sketch of THE EYE OF SETH VISION.

(CONTINUED)

CONTINUED:

KORSO (OS)

This is what you saw?

Cale and Korsor look down at the piece of paper.

CALE

Pretty much. I can't quite get it right. It should be darker in the middle.

They're in Gune's navigation chamber, an oval room cramped with complicated machinery. Charts and screens are everywhere. Gune works his computer with quiet expertise.

GUNE

I've cross-indexed that basic form with all interstellar phenomena data I have on the outlying sectors. It should narrow down the suspects--

He taps a few more buttons and a bank of small monitors begin to flick on, each with a DIFFERENT PULSAR OR RELEVANT EVENT. One flicks on in the middle and catches Cale's eye.

CALE

That's it! That's where I was!

Korsor leans to the screen and stares at it, eyes widening with awe. Gune begins hopping happily in the BG.

KORSO

The Eye of Seth--

GUNE

The largest pulsar formation ever monitored. Too far out for standard explorer craft. Only remote probes have recorded its activity.

KORSO

How hard would it be to plot me a course to The Eye?

Gune shouts giddily, still hopping in place.

GUNE

EXCEEDINGLY DIFFICULT!

(CONTINUED)

KORSO
Good. Get right on it.

Cale watches Gune and leans over to Korso, confused.

CALE
Korso...what is he doing?

KORSO
He's hopping. Gune's a big guy.
He used to break things when he got
excited. So I taught him to hop.

Cale nods slowly, finding this somewhat odd.

KORSO (cont'd)
By the way, Cale--

Korso slaps a hand on Cale's back as he walks by him. Cale
turns and Korso gives him a warm smile.

KORSO (cont'd)
You done good.

Korso strides off. Cale shrugs, pleased at the attention.

CALE
(quietly)
Thanks.

EXT. OPEN SPACE

CAMERA PANS OVER AN EERILY BEAUTIFUL SPACE VISTA -- The
Valkyrie soars into view. The ship sails forward from the
distant BG, grazing just under camera. As the hull passes
under us, we see a DREJ SURVEILLANCE SPIDER huddling in the
shadow of an engine vent...

INT. DREJ BRIDGE - ELSEWHERE IN SPACE

CLOSE ON A TRACKING SCREEN - we see a red flashing blip on a
screen which matches the TRANSMISSION BEEP OF THE SPIDER.

The Drej monitors the signal. He looks up and speaks to the
empty bridge.

THE DREJ
An audience is requested.

(CONTINUED)

CONTINUED:

After a beat, THE DREJ COUNCIL responds via AN EERIE COMMUNICATIONS SYSTEM. They speak in unison.

DREJ COUNCIL

An audience is granted.

THE DREJ

The agents of humanity are exiting known space, in pursuit of the lost sh. Request permission to pass the frontier.

DREJ COUNCIL

For what purpose? The human issue has been dealt with. You recommended the destruction of their Earth. We--

THE DREJ

I recommended the annihilation of their race. You failed to supply me with sufficient means to do so. Four of our generations ago, humanity was scratching its food from the ground with sticks. Now it is capable of interstellar travel.

DREJ COUNCIL

We gave them crucial technologies.

THE DREJ

They needed little from us. We gave it because we assumed they would disperse, colonize, war; that they would lose themselves in the stellar vastness like our other subjects. But they held together, grew stronger... Just as we did, long ago.

THE DREJ (cont'd)

They must remain scattered apart forever. We cannot allow Samuel Tucker's son to reach The Lighthouse.

DREJ COUNCIL

Permission granted. Find it. Destroy it... Audience terminated.

(CONTINUED)

The communication winks out. On the scanner, the faint, flashing red shape of the Valkyrie crawls over a glowing graph. PUSH IN ON RED SHAPE UNTIL RED FILLS THE SCREEN.

FADE IN FROM RED TO:

230 INT. CALE'S BERTH

230

Cale sits in his bunk, scrabbling at ANOTHER DRAWING OF THE EYE. THROUGH VARIOUS CUTS - we see him grinding his pen into the black center of the eye, struggling to get it blacker than black. A VIOLA BEGINS TO PLAY in the distance, but Cale is fixated. Finally he stops, realizing he's scratched through the paper. He lifts it up and sees the hole at the Eye's center. A beam of light passes through it and falls on his face. The VIOLA gets louder and Cale hears it.

INT. VALKYRIE CORRIDOR

Cale follows the lilting music down through the ship, arriving finally at AKIMA'S BERTH. He looks in and sees Akima, eyes closed, playing an ANTIQUE, WOODEN VIOLA. Cale watches in amazement as Akima draws the melody from the instrument. Akima opens her eyes, sees Cale, and stops.

(CONTINUED)

CONTINUED:

CALE

Sorry. I didn't mean to interrupt.
It just sounded so... so good.

AKIMA

Really? I wasn't sure if I stunk
or not...
(chuckles)
Never had an audience before...
except my mom. And you can't trust
moms to be objective.

Cale nods uncertainly, standing at the door. Akima lets the
awkward silence simmer for a beat, then:

AKIMA (cont'd)

In or out?

CALE

Excuse me?

AKIMA

You're hovering, Cale. In--
(taps bunk with viola bow)
Or out.
(points to corridor with bow)

CALE

Oh, I, ah... In, thank you.

Cale steps tentatively into Akima's cramped berth.

INT. AKIMA'S BERTH

He stops, caught by a small display of objects on and above
Akima's fold-out desk. He cranes to look at a postcard. CU
ON POSTCARD: A pyramid of women in bikinis waterski behind a
boat, in front of a futuristic Miami beachfront. "WISH YOU
WERE HERE" is emblazoned across the blue sky above them.

CALE (cont'd)

It's so pretty.

AKIMA

Men can never resist a pyramid of
women in their underwear.
(laughs at Cale's look)
I know. You meant the ocean. The
sky. The sun.
(MORE)

(CONTINUED)

CONTINUED:

AKIMA (cont'd)

Yes, they were beautiful. All of
this stuff-- it's my museum. It's
a way to remember.

Cale sits down beside Akima on her bunk, staring at the
postcard in his hands.

AKIMA (cont'd)

Most Drifters are afraid to
remember. Too painful, I guess.
(shrugs)
I'm afraid to forget.

CALE

Is Korso like that? Afraid to
forget?

AKIMA

Korso isn't afraid of anything.
That's part of why I signed on to
the Valkyrie. He's the bravest
person I've ever met.
(pauses, studying Cale)
What about you? Are you ready to
be a hero, Cale?

Cale looks at her, startled somewhat by the question.

CALE

Me? No.

Cale looks back down, embarrassed, unable to agree. Akima
smiles, nodding gently.

AKIMA

You'll make it. I can tell.

CALE

Yeah? And how exactly do you know
that?

She grins and gives Cale a hard but playful shove.

AKIMA

Because I'm smart, stupid.

We hear the heavy tromp of feet coming down the OS corridor.
Gune and Stith appear at the door and roar excitedly.

STITH/GUNE

SALSA!

(CONTINUED)

CONTINUED: (2)

They stomp off. Akima leaps off her bunk, racing after them.

AKIMA
(delighted gasp)
Come on, Cale!

240 INT. VALKYRIE GALLEY

240

A common space and food preparation area. Preed, Stith, Akima, Gune, and Korso are assembled. The camera pans over the happy faces of the crew, who all stare with anticipation at Korso, who's chopping tomatoes and onions on a work surface, nearing the completion of a homemade treat.

Cale enters the room, watching the ceremony curiously. Korso looks up from his work and smiles. Cale approaches the table and picks up a tomato, as Korso returns to his chopping.

CALE
What are these?

KORSO
They're tomatoes, Cale. From Earth. Sort of...

Korso stops chopping and taps his elbow on the wall behind him, opening a paneled compartment. Inside we see a small but fruitful vegetable garden which flourishes under artificial sunlight.

KORSO (cont'd)
I grow my own vegetables. I happened across some folks who kept an Earth garden on their ship.

Korso finishes his preparations and wipes his hands off. The crew holds what looks like long, non-porous crackers.

KORSO (cont'd)
That's the real reason my crew is so loyal.

Korso smiles and pushes a large bowl of finished salsa towards the hovering crew.

KORSO (cont'd)
They're all addicted to salsa.

They cry out and pounce on the bowl with their crackers.

(CONTINUED)

240 CONTINUED:

240

CREW
SALSA! SALSA! SALSA! SALSA!

The crew devours the salsa in an ecstatic frenzy. Korso leans back and presses a button on a music playback device. *

250 TRAVEL MONTAGE - EXT. SPACE / INT. VALKYRIE

250

AN EARTH SON BEGINS AND WE RETURN TO TRAVEL MONTAGE - The Valkyrie passes through other scenes of unprecedented stellar beauty and magnitude. MORE GLIMPSES OF CREW LIFE - Cale struggles with the puzzle the old woman gave him, to no avail.

260 EXT. STARFLOW CRYSTALS

260

The Valkyrie cruises through A BAND OF STARFLOW CRYSTALS, a seemingly infinite field of massive crystal formations. Reflections of the ship distort over the glass-like crystals.

INT. VALKYRIE BRIDGE

Cale sits at a free station, feet up on a railing, frowning as he struggles with the Old Woman's Puzzle. Preed and Akima are at piloting. Akima has her hands full, working their way through the diamond obstacle course ahead. She turns to Preed. Sparkles of light from the crystals dance through the bridge as if it had its own disco ball.

AKIMA
Preed, when are we going to clear
this crystal strait?

PREED
I'm afraid I can't say. These
formations are fouling my scanner
readings. Gune's charts suggest
we're about halfway through the
ribbon.

Akima growls and calls forward to Gune. He HOPS before the ship's windows, back to camera, staring out at the crystals.

AKIMA
Gune... next time, plot us a course
that takes us around the shiny
pretty things!

CU ON GUNE in FG. The sparkles dance over his gleeful face. Akima calls from the BG. Gune HOPS, transfixed; no response.

(CONTINUED)

CONTINUED:

AKIMA (cont'd)
Gune--?

EXT. OPEN SPACE

The Drej ship sails towards and over us. PAN 180 as it roars towards the EDGE OF THE STARFLOW CRYSTAL RIBBON.

INT. VALKYRIE ACCESS CORRIDOR

Korso walks down the hall, passing through a bulkhead doorway. He walks towards camera and stops in an ECU. His nerves tense and his eyes shift to the wall above the doorway he just passed through. On it, we see a tiny dot begin to skitter up towards the ceiling. Korso draws his pistol, flips it around in his hand to grasp the barrel and throws it like a hatchet at the moving dot. It flies end-over-end, its heavy butt slamming flat into the Drej spider. The gun falls and the crippled spider twitches and falls after it. Korso leans down, picks up his gun, and snarls.

KORSO
Damn it!

We see the spider at his feet. He turns and races away from camera. The red light on the spider trembles and winks out with a last flagging BEEEEEEP-- its limbs twitch and die.

INT. DREJ BRIDGE

It's interior now sparkling with the crystals' light. The Drej stiffens as his spider signal flickers and dies. He hisses.

INT. VALKYRIE BRIDGE

The crew is staring straight ahead in horror. Korso races into the bridge, voice booming.

KORSO
We've got a problem, people!

Preed turns to Korso, pointing to the windows with a shriek.

PREED
WE KNOW!!

Korso freezes and stares out the OS windows, jaw dropping.

(CONTINUED)

CONTINUED:

The crystalline panorama is alive with reflections of the Drej ship, a terrible hall of mirrors nightmare.

KORSO
Akima, slow dive, straight down
your Y-axis... and quietly.

EXT. STARFLOW CRYSTALS

The Valkyrie rolls into a dive, straight down, with minimal bursts of ice attitude thrusters.

INT. VALKYRIE BRIDGE

Korso settles into his captain's chair.

KORSO
We might have enough scanner
interference out there to slip away
from him, now that his tracking
signal is dead. Preed-- shut us
down: scanners, guns, life support.

Preed looks up with a start.

PREED
Life support?

KORSO
We'll breathe the air we got until
we get through this thing.

Preed complies with clear reluctance. The bridge goes dark but for a few dim emergency lights and dials. The HISS OF THE AIR CONDITIONER goes eerily silent. The crew exchanges looks.

INT. DREJ BRIDGE

The Drej tries to scan for the Valkyrie but his monitors are filled with CRYSTAL STATIC. He turns to the windows and sees the reflected image of the Valkyrie drip down from the tips of numerous crystals like water from an icicle. He acts.

EXT. STARFLOW CRYSTALS

In a series of shots, we see the Valkyrie passing quietly under the dubious cover of the crystals, throwing a scattershot spray of reflections all over them.

(CONTINUED)

CONTINUED:

The Drej ship moves slowly, in a baffling downward spiral of 90 degree turns, like a sea ship boxing the compass in 3D. The Valkyrie cruises slowly, its lights out, menaced by the growing reflections of the Drej ship in the crystals nearby. The slow pursuit lasts long enough to build a creepy silent suspense. The Valkyrie just passes behind a stand of crystals as the Drej crosses their wake perpendicularly. It's triangulating the Valkyrie's position somehow.

INT. VALKYRIE BRIDGE

The crew sits anxiously in the semi-dark quiet, eyes searching the crystals with growing tension. Life support is out and their breath curls out in white trails in the now frosty air. Gune looks around with an arched eyebrow, watching his breath steam out. He speaks with oblivious volume, startling the crew.

GUNE

Is it cold in here, or is it me?

AKIMA

Gune-- Shhhh...

Preed points out at the growing reflections of the Drej.

PREED

Korso, look-- he's getting closer.
He must be scanning us.

Korso narrows his eyes, figuring it out with a grim nod.

KORSO

No. He's counting cards.

INT. DREJ BRIDGE

Korso's VO lays over The Drej, who stands before his large observation window. He pilots the ship with one hand, via a detachable, handheld joystick. With his other hand he traces lines over the window, which glow like white thread in the glass; a spiderweb of tangents over the Valkyrie's moving reflections in the crystals beyond.

KORSO (VO)

Light refraction, triangulation...
He's tracking us visually, using
our reflections as moving
landmarks...

INT. VALKYRIE BRIDGE

Preed shakes his head.

PREED

In this random mess? Impossible!
He'd have to be--

AKIMA

One smart son-of-a... a whatever
they are...

KORSO

He is, blast him... Too damn smart
to play games with. Akima, switch
piloting control up to my chair.
Preed, turn us back on.

Preed and Akima trade quizzical looks. Akima shrugs and
switches off. Preed flicks switches and the bridge HUMS BACK
TO LIFE. Korso hits the thrusters. The ship lurches
forward.

EXT. STARFLOW CRYSTALS

The Valkyrie sails forward, lit up and roaring. In the BG,
we see the Drej ship pass across a gap between crystals.

INT. VALKYRIE BRIDGE

Korso pilots the ship through a channel free of crystals.

KORSO

We're going to draw him out into
the open.

AKIMA

And then what!?

Korso's upper lip curls in a defiant snarl, eyes boring a
hole through the camera.

KORSO

Then we go on the offensive, Preed--
break the nose.

Preed shakes his head smiling despite his worry.

(CONTINUED)

CONTINUED:

PREED
(chuckles)
Now that's my kind of foolish.

He opens a steel lid, revealing a red button, and pushes it. The bridge RESOUNDS WITH A GRINDING ROAR OF METAL. Akima and Cale look around in confused alarm.

AKIMA
What is this!?

Preed turns to her amid the roar, flashing a sharp-toothed grin of surprisingly wicked relish.

PREED
Before your time, my darlings,
before your time.

EXT. STARFLOW CRYSTALS

FRONT-ON SHOT OF THE VALKYRIE - camera trucking backwards as the ship roars through the crystal morass. Steel plates are splitting on the ship's nose, allowing a heavy battering ram to slide into position over the front of the ship. The Valkyrie roars under us. The Drej ship drops vertically into the BG and soars towards camera in pursuit, firing DARK BLUE BEAMS AT US.

INT. VALKYRIE BRIDGE

Preed looks up from his scanner, calling up to Korso.

PREED
Careful, Korso-- one hit from those
pulse beams could shut down all our
power systems!

Korso nods and throws the ship into a spiral.

KORSO
I'm on it, Preed.

EXT. STARFLOW CRYSTALS

The Drej ship races in pursuit of the Valkyrie, just missing its serpentine prey with its volley of blue beams. The Valkyrie makes a hard, climbing turn, winding up around the titanic glassy spike of a crystal, disappearing.

(CONTINUED)

CONTINUED:

ANGLE DOWN ON CRYSTAL FROM TOP - The Valkyrie sweeps up into frame, filling camera. We ZOOM IN THROUGH THE WINDSHIELD TO KORSO'S FACE - he speaks through gritted teeth:

KORSO
Ramming speed.

ON THE DREJ SHIP - as it turns and climbs to follow the Valkyrie's trail. The Valkyrie roars in over us, from behind the Drej, and bears down hard on it. The Drej ship begins to pivot in place, to face the Valkyrie.

INT. VALKYRIE BRIDGE

Everyone but Korso begins yelling, as if they were on a roller coaster going down its steepest drop.

INT. DREJ BRIDGE

The Drej stands before the vista of PANNING CRYSTAL as his ship turns. The creature steps back in surprise as he sees the Valkyrie heading full force straight for it. HISS! The Valkyrie slams into the ship, carving a deep scar into it, throwing the Drej off his feet.

EXT. STARFLOW CRYSTALS

The Valkyrie throws the Drej ship into an uncontrollable tumble and roars past it. The Drej ship flips off into the crystals, shattering through one crystal's massive arm, and setting the thing spinning. In a monstrous chain reaction, the crystals begin turning and grinding into each other, like the teeth of a thrasher, sending battleship sized splinters of glass off into every direction, widening the chaos. The Drej ship is consumed by the CRYSTALSTORM.

The Valkyrie races the widening storm of crystals, winding its way at top speed through the Strait.

INT. VALKYRIE BRIDGE

An intense Korso hauls at the controls, piloting the ship through the omnidirectional avalanche of crystal which crashes down around them, dodging monstrous hurtling slivers by the skin of his ship's fuselage.

EXT. FAR EDGE OF STARFLOW CRYSTALS

We can see into the depths of the Strait as the shattering wheeling CRYSTALSTORM roars towards us, then the tiny dot of the Valkyrie appears, weaving through it, then bursts free at the last possible second, as the glass teeth gnash shut. The Valkyrie roars off towards open space, trailed by a wake of tumbling glass shards.

DISSOLVE TO:

270 INT. VALKYRIE BRIDGE - 'LATE AT NIGHT'

270

The bridge is quiet and dark. PAN OVER BRIDGE TO FORWARD WINDOWS - The bridge sounds like an unintentional, hi-tech facsimile of crickets and frogs percolating in the night. Cale climbs the stairs to Korso's upper deck and rests on the railing, staring out. Behind him we see a silhouette in the captain's chair. Cale goes to the window and looks out. A moment of peace and then Cale recoils in fright as a WHITISH ALIEN CREATURE streaks by, close past the window.

CALE

AAAAAGH!

He cranes forward, peering up after the OS creature in jittery amazement. He jolts again as a voice speaks:

KORSO

Cale-- It's OK. They're harmless.

Cale turns and sees Korso sitting in the peaceful dark.

CALE

They--?

FOUR MORE CREATURES flash by the window like halogen floodlights. Cale spins, looking back out the window as they sweep down, soaring ahead of the nose of the ship.

EXT. VALKYRIE

Creatures glide into view around the ship. They're from ten to thirty feet long, pale and translucent, like deep-sea fish, jetting alongside the ship like dolphins racing a boat.

INT. VALKYRIE BRIDGE

Cale strains to see them. They crisscross in front of the Valkyrie playfully.

(CONTINUED)

CONTINUED:

CALE
They're like ghosts...

KORSO
Wake angels... sometimes they'll
trail a ship for light years. It's
a sign of good luck if they follow
you...

Cale leans forward to watch the strange creatures. His eyes
are bright with wonder. Korso reaches to the radio.

KORSO (cont'd)
And listen to this, Cale.

He turns it on, and the bridge is filled with CRACKLING
ETHEREAL MUSIC. Cale turns back to Korso, baffled.

KORSO (cont'd)
They sing to each other...with
radio waves...
(off Cale's smile)
Pretty cool, isn't it?

Cale moves to the radio, drawn by the beautiful sound. Korso
watches him for a beat and then gets up.

KORSO (cont'd)
Here...you should fly with them.

Cale gives Korso a double take, then a smile creeps over him.

CALE
Really? But I've never--

KORSO
Don't worry. There's nothing to
hit out here.

Cale settles into the pilot chair and wraps his hands around
the controls. Korso points out the basics-- gentle, fatherly.

KORSO (cont'd)
Here are your attitude thrusters,
left, right, pitch, yaw. That's
your main thrust. Keep your motion
smooth and gentle: less is more.

As Korso instructs, Cale gets the feel for the controls and
his smile spreads to a grin.

(CONTINUED)

CONTINUED: (2)

KORSO (cont'd)
Open her up, Cale. Give these
angels something to chase.

Cale looks at Korso and then back, firing the thrusters.

EXT. VALKYRIE - OPEN SPACE

The Valkyrie rolls away from the cloud of angels, which trails along after it. The ship pulls up into climb. The cloud of angels rises, enveloping the ship in a silent rush.

INT. VALKYRIE BRIDGE

Cale and Korso both cry out with exhilaration as they pass through the seemingly dense cloud unharmed. They laugh. Korso stares out, and begins to reminisce. As Korso goes on, Cale continues to fly but is more and more moved by his words.

KORSO
I remember the first time I flew
with your Dad. He was commanding
an orbital patrol mission over Mars
colony. Did the same thing to me,
made me fly a full night's run with
no interplanetary pilot experience.
Scared me. But I learned how to
fly damn quick.

Cale smiles, but his eyes burn with unanswered questions. He turns to Korso, careful to keep the helm steady.

CALE
Korso... what happened to him? Why
didn't he come back?

KORSO
(exhales, finding the words)
Well... a year before we left
Earth, when we were beginning to
prepare for the Exodus... The Drej
sent us a little going away
present.

Cale listens, but tries hard to focus on the flying; he still isn't sure he wants to hear this.

KORSO (cont'd)
See, the Drej didn't want to
exterminate us;
(MORE)

(CONTINUED)

CONTINUED:

KORSO (cont'd)
wasn't cost-effective. They just
wanted to break our spirit... They
poisoned our highest ranking
officials. Like your Dad. They
figured that without leadership,
we'd scatter apart once we left
Earth... They were right.

Korso looks down and rests a hand on Cale's shoulder.

KORSO (cont'd)
Your father didn't have a lot of
time left when he said goodbye to
you, Cale. And you were too young
to understand...

Cale shakes his head with wistful resignation.

CALE
I don't think I'll ever understand.

Korso stares at him for a moment, gives his shoulder a gentle
squeeze, then straightens, patting the helm console.

KORSO
It's about time you learned how to
fly, kid. So get to work.

Cale looks up at Korso and nods; he accepts the assignment.
Korso turns and walks off, leaving Cale to his thoughts. His
eyes drift sadly to the stars.

FADE TO BLACK:

280 EXT. EYE OF SETH - A 'DAY' LATER

280

BLACK SCREEN - WE HEAR AN IMPOSSIBLY THUNDEROUS ROAR - and
cut to a full screen of THE EYE OF SETH. It churns and boils
with hypnotic fury. CUT BACK TO a shot further away, of the
Eye churning in the distance. PAN 180 - The Valkyrie glides
towards us, surrounded by wake angels.

INT. VALKYRIE BRIDGE

Korso, bathed in The Eye's glow, laughs with joy and relief.

KORSO
Found you.

(CONTINUED)

CONTINUED:

The full crew is on deck. Through the forward windows, we see the thoraxes of the wake angels begin to flash with light. One angel tears off, away from the ship, causing the rest of the school to scatter away. At the back of the bridge, Gune looks up from his scanner.

GUNE

The Eye of Seth-- they've sensed it. Soon they wouldn't be able to escape its gravitational pull.

As Gune goes on, Cale stares out at Seth, fixated. He unfolds a piece of paper-- his drawing of The Eye-- and holds it up, comparing the two. A beam of light from Seth passes through the hole in the drawing and falls on his face.

GUNE (cont'd)

It's enormous; a thousand times the size and power of the largest pulsar in the known sectors.

CALE

A hole... There's a hole in it.

Cale pulls the paper away and stares into the Eye's heart. CALE'S POV - on the Eye's black center.

Distant shafts of light stab out from the black at regular intervals. CALE BEGINS TO RECEIVE ANOTHER VISION - One stab of light MORPHS into THREE SUNS, which hang in peaceful, silent space. Korso sees Cale's concentration and clues in:

KORSO

Cale, you getting something?

CALE

Three suns... there's a planet with three suns. That's where the ship is hidden...

Cale turns away from the Eye, pointing at it urgently.

CALE (cont'd)

We have to go through The eye. The planet is on the other side--

Preed, bathed in the multi-hued light thrown from the Eye, startles with disbelief and points at the swirling vortex.

(CONTINUED)

CONTINUED: (2)

PREED

Through it!? Cale, you're
forgetting the cardinal rule of
space travel: WALL OF COSMIC FIRE
BAD!

Cale ignores Preed, walking to Korso.

CALE

Korso, there's a pinprick in space,
a hole at the center of the Eye.

KORSO

Gune?

Gune looks up from a screen full of COMPLICATED EQUATIONS.

GUNE

The Eye's center is a mass of torn
spatial fabric. Mr. Korso, Cale
could be right in theory, but
exposure to its influence for
longer than a few seconds would rip
us down to our component atoms, and
rip those atoms down to
nothingness.

Cale stands before Korso, transformed by the truth he holds.

CALE

Do you see those shafts of light at
the center-- where it's darkest?
We can follow that light to its
source and pass through the Eye.

KORSO

I don't know, Cale.

CALE

My father flew into the Eye. I
know it. We don't have any other
choice.

PREED

Sure! Why listen to your navigator
when you've got a fully-qualified
GAS STATION ATTENDANT ON BOARD!

Preed catches sight of a WINKING SCANNER ALARM and sags.

(CONTINUED)

CONTINUED: (3)

PREED (cont'd)
Oh, come on.

EXT. EYE OF SETH

The Drej ship cruises at us, sporting a mantle of crystal slivers and crackling with hull short circuits, but still seemingly unstoppable in its pursuit of the Valkyrie.

290 INT. VALKYRIE BRIDGE

290

Korso stalks the bridge, fuming.

KORSO
(angry roar)
How did he find us!? Akima!
Throttle up!

Korso looks around at the crew. His eyes come to rest on Gune's shoulder, where a SHAKY BUT OPERATIONAL SPIDER sits quietly, its bent limbs and body somewhat repaired. Korso stalks over to Gune, teeth gritted as he suppresses his seething fury

KORSO (cont'd)
(quiet but deeply pissed)
Gune, what is that?

Gune looks at his shoulder.

GUNE
Oh, this is a little lost robot.

He coaxes the all but crippled robot onto his finger. Its tiny eyes flash with its HOMING SIGNAL TRANSMISSION. Gune holds it up to Korso.

GUNE (cont'd)
He was hurt. I thought it best to
fix--

Korso slaps Gune hard across the face. The spider falls.

KORSO
YOU IDIOT!

Korso crushes the spider underfoot and moves in at Gune, who has collapsed against his navigator's console, arm raised to ward off further blows. Stith steps in, raising on her haunches to loom over Korso, who faces her down firmly.

(CONTINUED)

290 CONTINUED:

290

KORSO (cont'd)
Back down, Stith. You know we have
too much at risk here for mistakes
like that. Get to the guns.

Stith glares at him for a heartbeat and then turns, loping
off to the gunnery mount. Korso spins to Cale.

KORSO (cont'd)
Cale, are you sure you can do it?

Cale nods with solemn certainty. Korso turns to the Eye of
Seth, weighing its fury against Cale's conviction. The crew
waits in silence for Korso's decision.

KORSO (cont'd)
Preed, get up. Akima, you've got a
new copilot--

EXT. EYE OF SETH

The Drej bears down, a distance behind the Valkyrie but
gaining. It is DAMAGED - electricity crackles over the
ship's blistered hull.

INT. DREJ BRIDGE

A bank of strobing, frazzling holographic screens hover
weakly in front of The Drej. The bridge is crackling with
electricity.

DREJ COUNCIL
Your ship is broken. You are near
death. Are you useful?

THE DREJ
I cannot accomplish our preferred
objective. The boy is the humans'
only link to the Lighthouse. Let
me destroy him.

There's a massive short circuit, and the screens flicker out.
After what seems a contemplative pause, they flicker back on.

DREJ COUNCIL
Acceptable. Audience terminated.

The screens wink out and The Drej leans on his thrusters.

300 INT. VALKYRIE BRIDGE

300

Preed reports nervously:

PREED
I'm reading weapon activity. He's
arming his guns!

KORSO
Evasive maneuvers, Akima.

Akima throws the ship into an evasive flight pattern.

EXT. EYE OF SETH

The Valkyrie sidles back and forth, dodging The Drej's fire.

INT. VALKYRIE BRIDGE

Preed shakes his head, chuckling bitterly.

PREED
Oh, ho, ho, that's rich.

Akima and Cale study The Eye. The shafts of LIGHT sear out of its center at regular intervals, but never along the same trajectory. Each shaft of light lasts a handful of seconds, then winks out, replaced an interval later by another shaft in a slightly different place.

KORSO
Umm, Cale, how do we go about this
thing?

CALE
We need to stay in those shafts of
light; it's the only stable energy
in The Eye's center.

Akima, throttles up, aiming the ship at a new shaft of light.

EXT. EYE OF SETH

The Valkyrie veers into the light, soon followed by The Drej.

INT. VALKYRIE BRIDGE

Cale stands by Akima, squinting in the powerful intensity of the light shaft, which they now fly down.

(CONTINUED)

CONTINUED:

His eyes widen as A BRIEF VISION FLASHES (this can be shown by superimposing THE GLOWING TATTOO over the frame).

CALE

Akima, this one is shutting down--

AKIMA

What? Where do I go!?

Cale does an alarmed double-take, realizing only he knows. He rests his hand over Akima's and speaks gently into her ear.

CALE

I'll guide you, just turn with me.

He throws the ship into a banking turn. They pass out of the light beam, which GOES OUT, leaving the ship in inky black. QUICK CUTS OF THE CREW - straining under the influence of 'the torn fabric of space'. THEIR IMAGES DISTORT EERILY AS THE EFFECTS OF TORN SPACE SET IN. Cale grimaces and keeps a white-knuckle hold on Akima's hand, guiding her path.

EXT. EYE OF SETH

The Valkyrie banks across the void as a NEW LIGHT SHAFT PULSES - the ship dips into it. The Drej stays out in torn space longer, and his ship begins to DISTORT. He dips into the light after the Valkyrie.

INT. VALKYRIE BRIDGE

Cale and the others shake off the jarring effects. Cale grits his teeth; ANOTHER VISION FLASHES.

CALE

Get ready-- This one will fire to the left and above.

He guides Akima into a banking turn.

The Valkyrie pulls out of the light shaft as it winks out and crosses the frame as ANOTHER LIGHT SHAFT PULSES. QUICK SHOTS OF CREW AND DREJ WEATHERING THE DISTORTION EFFECT. Again the Drej is out there longer. The Drej accelerates into the light shaft, bearing down on The Valkyrie. Its surface crawls with lightning; its surface BULGES WITH METAL TUMORS.

INT. VALKYRIE BRIDGE

The crew staggers to recovery. Cale whispers supportively to Akima, his hand still over hers.

CALE

We're OK... Akima... this one
should take us to the source... you
know, you have very nice skin...

AKIMA

(gritted teeth)
Doing something right now, Cale...

PREED

He's going to ram us!

Korso calls out orders.

KORSO

Stith! Open fire!-- Akima, bank
hard left on my signal.

EXT. EYE OF SETH

The Drej roars through the light, down at the Valkyrie like an owl on a mouse. The Valkyrie opens fire, its lasers tearing into the Drej ship's blasted armor. The Drej ship goes into an uncontrollable tumble.

KORSO (VO)

Now!

The ship banks hard left, just grazed by The Drej which tumbles out of the light shaft. The Drej ship begins to distort in the warped space of The Eye.

INT. DREJ BRIDGE

The Drej roars in agony as his body DISTORTS APART INTO NOTHINGNESS.

EXT. EYE OF SETH

The Valkyrie rides the length of this last shaft of light and disappears into its source.

INT. VALKYRIE BRIDGE

Cale bears down on the controls, holding the course. Suddenly, the rumbling and bucking stops, giving way to eerie silence. The crew squints as sunlight pours into the bridge.

310 EXT. PLANET ICE STAR SYSTEM

310

Three suns, glowing with local intensity. The Valkyrie cruises over camera into frame.

INT. VALKYRIE BRIDGE

Stith lopes into the bridge and stops, staring out at the glow. Korso looks at the three suns, joy lighting his face.

KORSO

A thing to see, isn't it?

Cale and Akima are drained from the high-pressure piloting. They smile with relieved disbelief.

CALE

I didn't kill us...

AKIMA

No, you just scared us to death.

KORSO

Gune, find our planet. *Gune!*

Gune is distracted; absent. He turns back to his scanners.

GUNE

Yes, of course --

(pauses to read scanners)

One planet in a wide ellipse, tilt of axis and base composition suggest possibility of life...

KORSO

Mmm. Life is inconvenient...BUT WHO CARES!? WE DID IT!

Korso claps Gune's shoulder, not noticing Gune's wince.

KORSO (cont'd)

Put us on a slow course for the planet and set up a close orbit.

(CONTINUED)

CONTINUED:

Gune nods. Stith sweeps Akima into a celebratory bear hug. Cale stands nearby, staring in awe at the three suns.

STITH
Nice flying, Akima.

AKIMA
Wouldn't have made it without Cale.

Stith turns to Cale with surprise, and then a smile. She drags him into the hug with one long arm.

STITH
Not bad, little man!

CAMERA PUSHES PAST THEM TO FAVOR Korso, who walks back through the bridge to Preed who whispers something in Korso's ear. They both laugh. They exit the bridge and WE FOLLOW THEM. Their backs are to us. We only catch glimpses of their faces in profile as they walk down the long dim corridor. They gain away from camera as we follow.

KORSO
Preed, old friend, it's time to crack open that bottle of champagne we promised ourselves.

PREED
Lovely, Captain, but what about the money?

KORSO
We'll need a clean contact when we get back. Someone in high office with a line to the Drej. Someone we can buy cheap.

PREED
Korso, we offed a Drej Emissary. Don't you think they might be a bit testy with us right now?

KORSO
The Drej don't have a vengeance impulse, Preed. They won't care who killed who. They just want that hidden ship...

320 EXT. VIEW OF PLANET ICE

320

The Valkyrie sails towards the DISTANT PLANET.

INT. VALKYRIE BRIDGE

Cale stares out at the planet. Akima stands near her control console, noting readings in a pilot's log. A BEEP sounds and Akima looks down to see a light flashing on her console.

AKIMA

Ummm... I've got a malfunction indicator flashing in the engine.

CALE

What? Lemme see.

(taps panel)

A minor fluid leak. I guess they never tested their coolant for black holes. I can fix it.

AKIMA

(playful ribbing)

You have a skill?

CALE

Are you kidding? It's my chosen profession. Come on. I'll show you how.

Cale starts for the bridge exit.

CALE (cont'd)

We'll trade. You can teach me how to be a pilot, and I'll teach you how to be a grease monkey.

AKIMA

Great. A dream come true.

INT. CARGO HOLD

Korso and Preed stand in the hold. Korso is rummaging through a small crate. He lifts up a DUSTY CHAMPAGNE BOTTLE.

PREED

I'm just glad it's over. That hero-mentor act of yours was turning my stomach... "Humanity's last hope." How did you keep a straight face?

INT. ACCESS CORRIDOR

Cale and Akima walk down the access corridor towards the cargo hold door. There is enough SHIP NOISE to cover their approach, but Korso is still audible.

KORSO (OS)

I just thought about the profit margin. The Drej will pay us a fortune for that ship...

In the hold, Korso dusts the front of the bottle off.

KORSO (cont'd)

Besides, Cale is a fool, just like his old man. Ready to believe anyone's fairy tales. Even mine.

His eyes snap to the bottle suddenly. Korso's POV shows the reflection of two people behind him in the bottle glass.

CALE

(tiny, choked with disbelief)
Korso?

Korso and Preed spin to see Cale and Akima. As Preed turns, his gun flashes from its holster.

KORSO

What are you doing here?!

Cale's voice trembles as he pieces things together.

CALE

All that talk about humankind's last hope, and you've been planning to sell it to the Drej all along...

Korso looms forward darkly, exiting the hold. Cale and Akima back up to the opposite wall of the corridor.

KORSO

Cale, you should be very careful. You don't want this to turn ugly. We can still work something out.

(CONTINUED)

CONTINUED:

CALE

You were a military officer... they trusted you. My father trusted you...

KORSO

Well, Cale, I guess the world blowin' up changes a man.

PREED

Perhaps I can help explain.

KORSO

Preed-- don't help.

PREED

But it's already turned ugly, yes? Bruised feelings all around and so forth...

Preed steps up abreast with Korso and smiles wickedly.

PREED (cont'd)

See, Korso left Earth's military because there wasn't one anymore. He found an occupation more befitting his natural gifts: Piracy. That's how we met, he and I. And what was our favorite prey? Why Joseph's fellow humans, of course! The Drifter caravans had no serious defenses... Oh God, how they'd scramble to answer the call of an Earth ship in distress.

CALE

NOOO!

Cale lunges at Korso, his hand balling into a fist aimed for the larger man's face. Korso slaps Cale's hand away as if it were an infant's, throwing Cale off-balance. He palms the side of Cale's face and slams the boy's head against the steel wall of the corridor, pinning him. Akima goes for her gun, but Preed swings his weapon up at her face.

PREED

Don't make me put another nostril in that lovely face, sweetness.

Korso leans in at Cale, who struggles in vain.

(CONTINUED)

CONTINUED: (2)

KORSO

The Drej have already won, Cale,
and nothing's going to change that.

Korso gives Cale a shove against the wall to keep him woozy. Preed grins and flicks his wrist, expertly sliding a curved steel scalpel from his sleeve into his hand.

KORSO (cont'd)

Preed's a little rusty, but he used
to be the best professional
torturer on the circuit. A true
artist.

Korso turns to Akima, who's been watching this exchange in stunned silence. Preed has dropped the nozzle of his gun a bit, enjoying the gleam off the tool of his old trade.

KORSO (cont'd)

Akima, this is the most important
decision of your life. You still
have a job here-- just walk away
quietly.

Akima looks off to one side, as if considering this.

AKIMA

Let me think about it for a second.

She narrows her eyes. In a heartbeat, she drops Preed to the floor with an elbow to his throat and whirls up into a kick which catches a rarely surprised Korso across the jaw. Korso staggers back as Akima gives her simple reply:

AKIMA (cont'd)

I quit.

She grabs Cale and hurls him into a run down the access corridor towards the rear of the ship.

AKIMA (cont'd)

Cale, run!

She darts after Cale. Korso regains his bearings and draws his gun.

KORSO

You're dead, girl!

(CONTINUED)

CONTINUED: (3)

Cale runs through a bulkhead door. Akima follows, hauling the heavy door shut behind them, just as two bolts from Korso's gun sear into it.

330 INT. REAR CARGO HOLD

330

Akima slams the door shut and slams her pistol into its control panel, WHICH SPUTTERS AND SHORTS OUT. Cale trembles, unable to think. Akima drags him with her.

AKIMA

Come on, Cale!

INT. LIFEPOD BAY

The lifepod bay is a long chamber with four sealed lifepod locks. The bay itself is an airlock. Akima turns her attention to main computer access terminal. She begins tapping in a SERIES OF ACCESS CODES.

Cale moves toward the door to the rest of the ship and startles, backing away from it. Through the small window of the airlock door, he sees a fuming Korso racing towards them.

CALE

He's at the airlock door!

Korso slams into the locked airlock door with all his force, then staggers back, drawing his pistol. He begins firing at the door. The iris valve of one lifepod opens.

AKIMA

I got it, Cale! GO!

Cale hurls himself into the pod. Akima leaps in after him. The pod closes and counts down to launch.

EXT. OPEN SPACE

The lifepod launches from the belly of the Valkyrie and sails off INTO AND THROUGH CAMERA, then rockets towards the distant glow of THE PLANET.

INT. LIFEPOD

Cale and Akima sit cramped into the pod. Akima folds out THE EMERGENCY LANDING CONTROLS and begins to pilot the pod. Cale trembles violently; he's in shock.

(CONTINUED)

CONTINUED:

AKIMA

Cale, you OK? CALE! You've got to tell me where to land this thing!

CALE

I -- I can't... I can't stop shaking...

Akima glares at him, then softens. Cale shudders in the harness next to her, arms clasped over his chest. She brings her arm around his shoulders and gently pulls him to her.

AKIMA

I'm shaking too, Cale. Can you feel it?

Cale and Akima huddle for a moment. Cale nods.

AKIMA (cont'd)

I'm.. I'm scared. I trusted Korso, just like you. But we don't have time to make sense of this. We have to find your father's ship.

CALE

But what if Korso's right?

Akima becomes stern.

AKIMA

Cale, your father believed in our people. And so do I.

She pulls his face up to hers, locking eyes with him.

AKIMA (cont'd)

What do you believe in?

Cale tears his eyes away from Akima's piercing stare and gathers his courage. He closes his eyes, nodding.

CALE

All right...I'll try...

EXT. OPEN SPACE

The pod sails closer to the planet.

The Valkyrie changes course, in pursuit of the lifepod which has hurtled out of its visual range.

EXT. ORBITAL SPACE - PLANET ICE

The planet's surface, from orbital space, rolls slowly under the camera, GLOWING LIGHT BLUE-- ICE. The lifepod drifts under camera, in a degrading orbit towards the planet.

INT. LIFEPOD

Cale is pressed against the window. He see the next VISION.

CALE

It's...some sort of crater...from a volcano I think. Like a target... just below the equator-- there!

Akima barrel rolls the pod into a dive.

EXT. PLANET ICE ATMOSPHERE

The pod drops through the planet's atmosphere. It begins to GLOW RED HOT as the friction grows.

EXT. PLANET ICE SURFACE - CRATER FOOTHILLS - NIGHT

The pod streaks out from below the leaden clouds and we PAN TO FOLLOW as the pod LANDS, DIGGING A FURROW IN THE CRATER, PUSH IN TO HIGH ANGLE SHOT - The lifepod lies on its side, steaming. The hatch-side of the pod is away from camera.

INT. LIFEPOD

Akima untangles herself from her crash harness, shaking off the effects of their rough landing. She looks about the capsule, realizing Cale is gone.

AKIMA

Cale?

EXT. CRATER FOOTHILLS - NIGHT

Cale stands a short distance from the open hatch of the lifepod. Akima climbs from the pod and dusts herself off. Cale looks up to the sky-- he hears SHIP ENGINES nearing.

CALE

He must be tracking our pod-- He'll be here any second. Come on.

He begins to trudge over the ice and snow towards the crater cone rising in the blue distance.

340 EXT. PLANET ICE ATMOSPHERE

340

The Valkyrie screams along, cutting through the condensing NIGHT CLOUDS of the planet, aglow with air friction.

EXT. PLANET ICE SURFACE

The Valkyrie lands near the empty pod.

EXT. VALKYRIE LANDING SITE

The main hold door slams open -- Korso just kicked it, and now stomps down its ramp, strapping on a light backpack. Stith and Preed follow, carrying a VARIETY OF WEAPONRY. They wear futuristic parkas.

STITH

Korso what's happening? Where's Akima and Cale?

Korso sets foot on the surface and takes a deep breath, eyes shifting all around the area as he takes stock of their new surroundings. Korso turns to Stith, breaking the news.

KORSO

Akima and Cale have turned on us.

Stith snaps a look of startled disbelief back at Korso.

STITH

What!?

Preed walks up to Korso, hands him a FLAME THROWER, then leans in close to Stith, laying their story on thick.

PREED

It's true. Akima especially.
She's mutinied against the Captain.
Struck him, no less.

Stith frowns -- clearly from the stink of Preed's breath -- and pushes his face forcefully away by his long nose. Preed shrugs and walks off to the cases. Korso puts a hand on Stith's shoulder, boring his hard eyes into hers.

KORSO

I want her dead, Stith. Cale I want taken alive.

(CONTINUED)

CONTINUED:

STITH

But--

Korso grabs a handful of Stith's parka and yanks her face close to his, yelling with sudden ferocity.

KORSO

DID I SAY YOU COULD ASK QUESTIONS?

EXT. ROCKY HILLSIDE OF WIDE CRATER

A wind-blasted stone reaches up from the snow. Cale and Akima approach, climbing along a crevice in the increasing grade. Akima stops, eyes down to the snow.

POV - The snow is gouged up by three clawed tracks.

AKIMA

Cale... these are some kind of animal tracks. Big ones.

Cale looks at her with frank uneasiness and then continues up the crevice. Akima looks around, nervously drawing her gun.

ANGLE UP CRATER CLIFFSIDE - as Cale and Akima reach its edge and stare out over the OS vista below.

AKIMA (cont'd)

God...

Cale and Akima look out over the dead volcano's blown-out cone, which stretches into the snowy distance. A stepped mountain stands at its center. The wind whips at them.

CALE

There...that's where we have to go.

AKIMA

(harried inhale/exhale)

Good. I was afraid it was going to be too easy.

Cale has already begun descending the cliffside. She follows. They descend past A FEW SMALL CLUTCHES OF RED VEGETATION.

EXT. PLANET ICE SURFACE

The stony slope of the crater is visible in the distance. Preed rears up into frame, SNIFFING at the air like a rat.

(CONTINUED)

CONTINUED:

PREED

Got 'em. They went up that crevice.

(sniffs again)

Mmmm. Salty... they're scared.

Korso and Stith follow Preed. Korso stays behind Stith, watching her carefully. Her tail swishes anxiously.

PREED (cont'd)

What do you want to bet the boy pees himself before we get to him?

QUICK SERIES OF CUTS - from rock to crevices, showing the movements of SILHOUETTED CREATURES, which whip over the stone WITH CLATTERING CLAWS.

Preed, leading them, stops, sniffing at the air. He scans their surroundings.

STITH POV - which PANS OVER the ice and blasted stone, catching glimpses of the creatures moving under its cover.

Preed nods to their perimeter as Korso steps up to his side.

PREED (cont'd)

Korso--

KORSO

I know. Keep moving.

They start forward, but a PACK OF EEL-HEADED PREDATORS leap out into view, in a loose semi-circle, blocking passage. Their heads are low, their teeth bared. A LARGER, ALPHA-MALE leads them. It BELLOWS A STRANGE WHOOPING ROAR.

Preed and Stith freeze. Preed chuckles nervously:

PREED

Neighborhood bullies, I presume.

Korso growls, never stopping his march forward.

KORSO

(impatient growl)

Korso walks directly towards the largest one, no sign of fear or concern on his face. The lead creature looks from side to side with growing anxiety -- this isn't the way it normally goes down -- and takes a half-step backwards, GROWLING.

(CONTINUED)

CONTINUED: (2)

KORSO (cont'd)
(snarls formidably)
I don't have time for YOU!!!

Korso brings his heavy boot up in a kick to the creature's lower jaw, cracking its head back on its long neck. Without looking, he lifts his assault weapon, firing at some of the creatures on his flank. Those not hit scatter in a YELPING PANIC. Korso hasn't broken stride and marches on.

KORSO (cont'd OS)
(calling back to them angrily)
LET'S GO!

Preed and Stith lope after the OS Korso.

350 EXT. CRATER FLOOR

350

Cale and Akima cross the broken expanse of rocky terrain.

WEAPON SCOPE POV - From a high angle, we see a telephoto CU of Akima who still stares out over the distance they've come. The infra-red scope's digital cross hairs float for a moment and then lock on Akima's heart.

EXT. CLIFF'S EDGE

Korso stands on the edge of the crater, looking down onto the crater floor. His finger wraps around the trigger of a rifle.

KORSO
That's right, smile into the cross
hairs, 'kima.

Stith is a dozen feet behind him, still climbing. She looks up, sees Korso taking aim, and GROWLS quietly. She lopes forward. Korso is about to fire, when--

KORSO (cont'd)
Goodnight, sweetheart--

Stith leaps at him. He squeezes one shot off as Stith's claws sweep down across him, upsetting his aim.

STITH
NO!

EXT. CRATER FLOOR

A laserbolt sears down out of the night sky and hits Akima's shoulder, toppling her to the hard stone.

AKIMA

UHhnn!

EXT. CRATER CLIFFSIDE

Korso roars with rage; Stith's claws have left two cuts in his cheek. He swings the rifle up at her. Her tail lashes through the air and rips it out of his hands. Her tail slaps down, shattering the rifle on the stone. She rises on her haunches, now towering over Korso. She HISSES, arms wide, claws out. Korso backs away from her fury. We hear a BLASTER FIRE and her eyes widen with pain and shock. She pitches forward and drops out of frame, revealing Freed. He stands several feet behind her, his gun raised.

FREED

Hee, hee, hee!

Stith is doubled over, down on her knees. Steam rises from a hole in her back, just to the left of her heart. Korso steps up to loom over her.

KORSO

Damn it, Stith. That was my best snipe laser.

He puts a foot to her sagging shoulder and nudges her forcefully, sending her rolling down the stone slope they just climbed. Freed steps in by Korso, watching her fall.

FREED

Just like the good old days, eh
Korso?

EXT. CRATER FLOOR

Cale holds Akima in his arms

AKIMA

We've got to keep moving, Cale...
I'm OK.

CALE

He's going to kill us.

(CONTINUED)

CONTINUED:

AKIMA

No, he's not.

Akima shakes her head as she struggles to her feet.

AKIMA (cont'd)

He's the bad guy. Bad guy's not supposed to win...

EXT. CRATER CLIFFSIDE

Korso and Preed climb down a section of cliff several dozen yards away from where Cale and Akima did. Korso descends a steep rock face, clinging to it like a seasoned rock climber. Preed cautiously works his way down along a crevice in the rock face. He halts. His attention is drawn to a SMALL CLUTCH OF VEGETATION - which, oddly, resembles a number of ripe red tomatoes, sitting in a bed of smaller tomatoes. Preed stops for a moment and leans over them.

PREED

Hey Korso! Tomatoes!

Korso climbs, his hair whipping in the GROWING WIND.

KORSO

C'mon Preed. No time for salsa--

Preed nods. He prods one of the "tomatoes" with his pistol.

PREED

Yeah, yeah -- AAAGHHKK!

Preed recoils as the "tomato" splits open, forcefully belching up a CLOUD OF YELLOW SPORES into Preed's face. Preed throws himself back, away from the cloud, and tumbles down the cliff. He lands in an iced-over snowdrift at the foot of the cliff, cracking the hard crust with his impact.

EXT. EDGE OF VOLCANO'S MAIN CONE

The stepped mountain looms as Cale and Akima trudge into frame towards the yawning mouth of one of its lava tubes.

CALE

This should lead to the center...

EXT. CRATER FLOOR - NEAR DAWN

Korso marches forward. Preed straggles behind, now studded with growing patches of tiny red spheres. He coughs terribly. His eyes are completely frosted over yellow.

PREED

(scared)

Korso, man, I can't see.

(hacking cough)

I think that tomato was poisonous
or something... I think I'm all
messed up inside...

Preed takes a few more steps and crumples onto the stone.

PREED (cont'd)

I can't walk anymore.

Korso walks back and stands over Preed. He rests his hand on Preed's trembling shoulder and pats him gently.

KORSO

Then I'll see you later, old
friend.

Korso turns and begins to trudge off. Preed looks up, listening blindly to Korso's receding footsteps. He sniffs at the air with congested discomfort. His face washes with fear.

PREED

Korso, you can't leave me out here!
I'm blind! KORSOHH--
(hacking coughs)

Korso walks away, leaving Preed behind. Preed whips his head around trying to catch Korso's scent. He pulls his pistol and waves it with impotent fury.

PREED (cont'd)

KORSO!

Preed begins firing blindly.

PREED (cont'd)

I'LL MURDER YOU!

Preed collapses, caught in a final coughing fit.

(CONTINUED)

CONTINUED:

PREED (cont'd)
(coughs savagely)
I'll...murder you...

INT. LAVA TUBE

Cale and Akima travel through the dark tunnel, which is lit very dimly by PHOSPHORESCENT AMOEBAE.

AKIMA
Where are we going?

CALE
We're heading for the central shaft. A place where all the light meets...

360 EXT. VALKYRIE LANDING SITE - DAWN

360

The Valkyrie sits on the crater's vast skirt of blasted rock.

INT. VALKYRIE

Gune stands facing a wall, bent forward, forehead pressed against the steel. He ruminates despondently.

GUNE
Gune isn't an idiot... no one should hit him. He's full of love and knowledge... he graduated at the top of his class--

Gune is interrupted by A LOUD BONGING KNOCK. He straightens and shuffles in his slippers to the belly door. He opens the door, and sees a ragged, wounded Stith standing just outside.

GUNE (cont'd)
Stith!

She collapses into Gune's arms. Gune helps her to a pile of tarps and sits her down. He sees her wound.

GUNE (cont'd)
Stith, you have a hole in you.

STITH
They've gone mad, Gune... He and Preed tried to kill me. They're after Cale and Akima. Korso... he's lying to us all along...

(CONTINUED)

CONTINUED:

As Stith struggles to get this out, Gune stares down at the floor, processing. He touches his face, where Korso hit him. Then he looks up, jaw set, and begins to shuffle to the door.

STITH (cont'd)

Gune? Where are you going?

370 INT. MAIN SHAFT OF VOLCANO

370

A huge subterranean chamber, lit by shafts of pale sunlight. Water fills the chamber, almost up to the level of the tunnel which Cale and Akima emerge from. The uppermost section of the MOTHERSHIP breaks the surface of the dark water. Cale and Akima stare in silence at the majesty of it.

CALE

My God... we've found it...

Cale and Akima swim to the ship's edge and climb on, shuddering with the cold. They step onto a disc at the center of the ship and Cale sees a glowing symbol, identical to his tattoo, on a thick steel shaft. He presses his palm to it and the disc begins to descend.

INT. MOTHERSHIP

It passes through a series of airlock doors. The elevator is set into a cage of steel rings, which runs all the way down to the equator of the darkened ship. A shaft of open space surrounds the elevator, and at every level, a bridge extends out to the elevator cage, providing access. The interior is huge, and its vaulted ceiling betrays the spherical nature of the dorsal end of the ship. A dozen levels are dimly visible from this dizzying height. The elevator stops at the first level, and Cale and Akima step off onto the bridge. Cale leads the way.

AKIMA

What should we do? Cale?

Cale doesn't hear her. His eyes have fixed on something in the distance. He walks towards it.

INT. MOTHERSHIP BRIDGE

A HEAVY VAULT DOOR in the steel wall. Standing by it, at motionless attention, is A ROBOT. Cale's crayon drawing is mounted on the door. Cale touches it, running a finger along the fold in its center.

(CONTINUED)

CONTINUED:

CALE

I drew this... for my father...

The robot suddenly WHIRS TO LIFE, lifting its head. Cale and Akima startle. Lights snap on all over this level.

SERIES OF SHOTS - as the lights snap on, illuminating the dim shapes that fill the floor. They are revealed to be CULTURAL ARTIFACTS, from all epochs and creeds of mankind, all encased in moored blocks of lucite.

The robot gestures to the vault door.

ROBOT

Here lies Samuel Paul Tucker, died in the year seven After Terra, the first and last Commander of The United Earth Defense Council. He will be missed by many. Standby:

Cale and Akima exchange puzzled looks. The robot hums with some internal function, and then plays a voice recording.

TUCKER (RECORDING)

After centuries of war and bloodshed, of meaningless conflict amongst ourselves, we found relative peace. We found, most of us, "the better angels of our nature."

Cale steps closer to the robot, staring at the speakers in its chest, the red digital numbers ticking off timecode.

CALE

Dad--

EXT. CRATER FLOOR

LONGSHOT - on Gune, who shuffles across the snow-bound plain. PAN SLOWLY to follow him. Preed's almost unrecognizable body appears in the FG, now so covered with the red globules that it looks like a mound of tiny, greasy tomatoes.

INT. MOTHERSHIP BRIDGE

As the father's speech echoes through the ship, we drift past the ART AND WORK of the human race, frozen in lucite.

(CONTINUED)

CONTINUED:

TUCKER

We hungered, finally, not simply for survival, but for unity. Ours is not the first civilization to be shattered by The Drej for the crime of solidarity; they can only oppress the divided... but ours will be the first to restore itself away from their cold shadow. You are the crucible of our new future. Yours is the hand that gathers... You are the *Lighthouse Keeper*.

As he ends this line, we have ended a slow TRUCK IN, past the artifacts, to Cale, who listens in awe.

TUCKER (cont'd) (RECORDING)

Hopeful words, soldier, I know. But hope is what brought you here. The Lighthouse was designed to be a self-building machine-- we didn't have time to finish it back on Earth. It needed to be hidden, so it could complete itself in safety. It should be ready now, and awaiting your command...

Behind Cale we see a shadow descending over the cage of the elevator disc. Someone's descending; we CUT CLOSER. A DRIP OF WATER plops down on the disc from above, and we hear someone descending.

TUCKER (cont'd) (RECORDING)

You'd better strap in. Your entry triggered an auto launch sequence. The Lighthouse is preparing itself for you even now. Good luck, and--
(suddenly quiet, human)
no, ah... I'm not finished.

The father's voice changes tone, becoming intimate. Cale steps closer, the force of his father's memory draws him in.

TUCKER (cont'd) (RECORDING)

Cale? I know it's impossible... but if that's you, if you're the one who made it...

(sighs, then in a choked hush)
"my son"... "my son"...

(MORE)

(CONTINUED)

CONTINUED: (2)

TUCKER (cont'd)

I said those two words over and over the day you were born, Cale. Those were the words that changed my life... I've missed you so much. I need you to know that. To know that I... I--

380 INT. MOTHERSHIP BRIDGE - CONTINUED

380

Akima's attention snaps to as she hears the COCK of a gun. She lunges for Cale dragging him down just as a spray of bullets rakes across the chest of the robot. The robot collapses. Cale and Akima spin and see Korso walking towards them across the wide floor with a business-like air. He holds his sub-machine laser on them.

KORSO

Sorry to interrupt, Cale, but your time is up.

Akima moves her hand to her holster. Korso is dead serious.

KORSO (cont'd)

DON'T reach for your gun, Akima, or I'll burn you alive.

He raises his flamethrower, IGNITING its pilot-light electrically. Cale and Akima are pinned by Korso's twin aim.

KORSO (cont'd)

I think you'll both agree that laser is the more dignified way to go.

The sparking robot on the ground BABBLES with broken sound chips, then we hear a CLICK! and the next fragment of the message plays in a distorted, metallic, but understandable loop.

TUCKER (RECORDING)

I-- I love you, Cale.
(loops back in a glitch)
I-- I love you, Cale.

The loop repeats two more times. Even Korso is frozen in his tracks by his old commander's voice. Cale's eyes lift from the robot up to Korso, burning with emotion. In a blur, he pulls Akima's gun from its holster and sprays fire at a shocked Korso. Korso's jaw drops at the speed of Cale's angry outburst;

(CONTINUED)

blasts sear into frame and one tags Korso in the side. He growls in pain and darts behind a wide strut. Cale holds his gun on the strut, calling out:

CALE

You're not taking the ship, Korso!
I'll kill you if I have to.

Korso leans against the cover of the strut. He grimaces with pain from his steaming wound as he hangs his sub-machine gun-like weapon on a bolt of the strut by its strap.

KORSO

Haven't you been paying attention,
Cale? You can't kill me. Nobody
can. I'm a force of nature. It's
your family that's the dying kind.

Cale's fury takes him over. We see his POV - the barrel of the gun Korso hung protrudes from the strut, as if he were standing there. Cale opens fire, peppering the strut. Akima catches a glimpse of something to their left-- Korso appears from behind the far edge of the strut and fires flame. She grabs Cale and hauls him back as flame washes in behind them.

AKIMA

Cale, RUN!

Korso fans flame after them as they run into a labyrinth of steel walls. They stop at a hatch in the floor. Cale LAYS DOWN THE PISTOL and opens the hatch just as fire rips in over them. They leap into the darkness below. They drop for a beat and crash onto a solid surface in the darkness.

COMPUTER VOICE

Auto-pilot launch sequence
initiated. Remain on sealed levels--
Launch countdown begins at T-minus
10 and counting...

In the central shaft of the ship, we hear MASSIVE MACHINERY GRIND TO LIFE. Korso tiptoes towards the hatch with vaudevillian stealth. He sees a panel for lights and begins flicking switches. THE COMPUTER BEGINS TO COUNTDOWN.

Cale and Akima get their bearings as the lights flick on. They look down and yelp with surprise. They're on a huge block of lucite, staring down into the open maw of the Tyrannosaurus Rex encased therein. Korso's shadow falls over them from above and they roll off the block, narrowly missed by a wide tongue of flame.

(CONTINUED)

380 CONTINUED: (2)

380

They crash to the floor a distance below, skittering away from a lava flow of molten plastic. They race off, through the winding passages of lucite blocks.

Korso sees Akima's pistol by the hatch mouth and calls down:

KORSO

Kids! You forgot your gun!

Korso drops through the hatch and lands - SPLUT! - in cooling lucite. The charred dinosaur skeleton stares at him, melted free of its block down to the shoulder. Korso speaks to it, predator-to-extinct predator.

KORSO (cont'd)

You had your chance.

SERIES OF SHOTS - We follow Cale and Akima's flight past more lucite-encased artifacts. The sprinkler system has gone off. Korso strides along through the exhibits, smiling in the sprinkler rain.

KORSO (cont'd)

So this is Sam Tucker's tribute to
all things bright and beautiful--

He turns on his flamethrower, sweeping fire over the artifacts, melting away their lucite burning their contents.

COMPUTER VOICE

...2...1... launch.

EXT. MOTHERSHIP

As its ENGINES IGNITE, boiling the water around it. It begins to slowly rise, revealing its tremendous size.

INT. MOTHERSHIP ARTIFACT LEVEL 2A

Akima and Cale reach a dead end. There is an emergency exit, and Akima starts to spin its lock wheel to open it.

COMPUTER VOICE

Preparing for Lighthouse
Configuration. Please exit the
artifact levels and return to the
bridge.

They hear a hiss and Cale whirls around in the rainfall of the sprinklers to see Korso at the other end, lighting a cigarette from the pilot of his flamethrower.

EXT. MOTHERSHIP

The ship rises up the shaft slowly, its rockets SHAKING CAMERA. It is awe-inspiringly massive.

INT. MOTHERSHIP ARTIFACT LEVEL 2A

Akima hauls the exit open just as Korso levels his aim on them. Cale sees this and pushes Akima away, behind the cover of a lucite block.

CALE

Akima! Look out!

Korso fires the flamethrower at Cale, who leaps out the exit and is obscured by the flame. It looks like he got fried.

390 INT. LIGHTHOUSE SIGNAL CORE

390

A massive chamber at the equator of the ship, which houses the signal machinery of the Lighthouse. Cale tumbles over the edge of a railing and falls, just missed by the flames. He rolls down a curved buttress of steel to the floor below. He rolls to a bruised, singed, and jumbled stop, glancing around unhappily as the SEGMENTED FLOOR BEGINS TO RUMBLE.

COMPUTER VOICE

Initiating Lighthouse
Configuration.

A LOUD WRENCHING OF METAL sounds and Cale glances around the chamber wildly as it begins to open-- the whole middle of the ship is extending, sliding to expose the beacon core to the open air. We see the sides of the volcanic shaft PAN DOWN.

INT. ARTIFACT LEVEL 2A

Korso walks towards the open door. Frigid air blasts from it. Akima rushes him from the side with hellcat fury.

AKIMA

Korso, you rotten--

Korso brings the butt of the flamethrower up, cold-cocking Akima back into the steel wall, knocking her out.

INT. LIGHTHOUSE CORE CHAMBER

Korso steps out on to the railed platform over the curved steel buttress and looks down to the floor.

(CONTINUED)

CONTINUED:

Cale is trapped in a small "box canyon" of moving steel.
Korso lifts the flamethrower and takes aim.

CALE

The money won't help you, Korso.
You've lost yourself. You're not
even human anymore.

KORSO

Fitting last words, Cale. But
given the current plight of
humanity, I take that as a
compliment... Say hello to your Dad
for me.

He's about to pull the trigger when a LARGE SILHOUETTE
lumbers towards him, from the Artifact Level.

GUNE

That will be enough of that.

Korso jumps, spinning as Gune steps into the light. Korso
raises his weapon but Gune tears it easily from Korso's grip.
Gune towers over him, scolding sternly.

GUNE (cont'd)

You're hurting people, Mr. Korso.
People I care about.

Korso roars and lunges at Gune, who delivers a massive clout
to his former captain, sending him sailing over the rail. He
rolls down into the shifting steel chamber with Cale. The
chamber is unfurling, resembling the puzzle's mechanism.

EXT. CRATER CONE

As the ship rises slowly out of the cone. It's middle is
extending slowly, and we ZOOM IN THROUGH an opening gap to
find Korso and Cale, at the chamber's center, straining to
keep balance.

INT. LIGHTHOUSE CORE CHAMBER

Korso stalks into the chamber towards Cale. Blood drips from
Korso's torn lip (Gune's blow). Parts of the segmented floor
are missing now-- they've risen in the slow reconfiguration
of the signal core-- revealing the long drop to the engines.
Korso's eyes are lit mad now, like a wounded animal.

KORSO

You've got nowhere else to run.

(CONTINUED)

CONTINUED:

CALE

I'm not running, Korso.

Cale stands at the chamber center, as two floor pieces rise on either side of him. Their absence creates a narrow, tapered bridge to Cale. It's one of six bridges which stretch out from the central shaft like spokes on a wheel. Korso rushes him with a terrifying growl. Cale tries to defend himself, but he's no match for Korso, who punches at him with savage power and expert skill. Cale staggers back.

Gune watches the massacre from the platform above.

GUNE

Cale!

The platform begins to fold down into the wall. Gune begins to slide down the platform to the chamber below when Akima appears through the emergency hatch and grabs onto his arm. With Gune's scrambling assistance, she hauls him in.

EXT. CRATER PLAIN

As the ship rises slowly up over the snowy expanse, lighting it like fiery morning. Its equator is now open wide.

EXT. LIGHTHOUSE SIGNAL CORE

Cale is down on the bridge, Korso looming over him. Korso grabs Cale's hair and jerks his head back.

KORSO

I guess I'm just gonna have to
break your neck--

Suddenly a heavy steel arm swings in towards Korso. He releases Cale and ducks just in time, grazed by the beam and off balance. Cale takes this opportunity, rising up in a single blow, unleashing all of his rage and newfound passion. His fist catches Korso under the jaw and lifts him off his feet. He flies back, landing with a DULL THUD on the steel bridge. The bridge shudders and we hear a LOUD CLACK. Cale leaps backward just as the bridge section detaches from the central shaft and begins to rise. Cale grabs hold of the central shaft's cage. Korso slides down the rising bridge, screaming bloody murder as he falls over the edge of the ship.

400 EXT. CRATER CONE

400

As the ship rises slowly out of the volcano cone, just before the roaring exhaust emerges, Korso falls down to the sloping stone grade below. He roars ferociously.

EXT. LIGHTHOUSE SIGNAL CORE

Cale listens to the ebbing scream, and then looks up, seeing a hatch at the base of the ship's upper half. He begins to climb.

INT. MOTHERSHIP BRIDGE

Akima taps at a console feverishly. Gune stands by her, holding his injured arm.

AKIMA

It won't let me shutdown the configuration. Gune, we have to do something! Cale's trapped out there!

Gune looks over her shoulder and shakes his head. Akima turns and sees a worn and frozen Cale. She rushes to him, hugging him hard.

AKIMA (cont'd)

Cale! You're OK!

Cale winces under her warm embrace and smiles. The radio CRACKLES TO LIFE:

STITH (OVER RADIO)

Come in? Hello?

Gune scrambles to the transmitter and calls into it.

GUNE

Stith?!

INT. VALKYRIE BRIDGE

Stith stands at the communications equipment, a med kit spread out in front of her as she tends to her wound.

STITH (OVER RADIO)

Akima? Are you all right? Where's Korso?

INT. MOTHERSHIP BRIDGE

Akima and Gune turn to Cale, who takes the transmitter.

CALE
Stith, Korso's gone.

STITH (OVER RADIO)
First good news of the day. Gune,
can you set me up with some
rendezvous coordinates?

Gune takes the transmitter and nods. Akima turns back to Cale.

AKIMA
He is dead, isn't he?

Cale looks out into the snowbound distance.

CALE
I'm afraid Korso might make it.
For good or ill--

EXT. CRATER FLOOR

A thick snowdrift.

CALE (VO)
--He's a survivor.

Korso's hand erupts out of the snow, and he hauls himself onto it. He's scorched a little but still full of fight.

KORSO
(heavy breaths)

He unslings his backpack (his rifle and the firing attachment of his thrower are lost) and drops it in front of him. Suddenly he tenses, hearing A STRANGE CHATTER. What looked like mounds of snow a couple dozen feet away from him suddenly rise up on spidery, segmented legs. Their eyes open, glowing, round as saucers. They begin to move in. Korso pulls his pistol, and a FLARE from his belt, which he pops open. His face is lit by the fiery discharge of the flare, eyes mad, teeth bared. He looks like a demon returned back to hell.

KORSO (cont'd)
COME ON, YOU UGLY DEVILS! TRY ME!

(CONTINUED)

CONTINUED:

As the spiders close in, WE PAN UP OFF THE SCENE OF BATTLE. The sounds we hear (spider squeals, Korso's maniacal laughter) suggests he's getting the upper hand.

DISSOLVE TO:

EXT. ORBITAL SPACE - PLANET ICE

The Mothership hovers in orbit over Planet Ice. Attached to it we see the Valkyrie. The middle section is exposed, the lighthouse machinery in place.

INT. LIGHTHOUSE CORE CHAMBER

In the chamber above the Lighthouse machinery. Its floor is glass and steel, and below we see the massive Lighthouse. Cale, Stith, Akima, and Gune stand together. Cale stares down at the machine, lost in thought. Akima sees this, and slips her hand around his.

AKIMA

Cale?

CALE

I'm good. I just wish my father could have seen it.

There is a FINAL MOVEMENT OF MACHINERY - the central shaft, just above the glass floor, and the shaft rises, unfurling like a SPECTACULAR STEEL FLOWER, revealing THE LIGHTHOUSE SIGNAL CHAIR.

CALE (cont'd)

Korso thought The Drej wanted the treasure on this ship. That they wanted our past... He couldn't see a future for us, so the Lighthouse didn't exist for him.

COMPUTER VOICE

The Lighthouse is operational.
Awaiting human component.

CALE

That's me, I guess.

Akima kisses Cale's cheek for luck. He steps up to the chair and rests his weight in it tentatively. A panel slides up, with the TATTOO SYMBOL glowing on its face.

(CONTINUED)

CONTINUED:

Cale presses his hand to it and leans back. The Lighthouse floods him, and he it. A SINGLE, PURE, RINGING NOTE dials up and grows louder.

Akima hears the note, and her eyes widen. A smile of relief and dawning revelation on her lips.

EXT. LIGHTHOUSE

As it BURSTS FORTH with a powerful beam of light.

AS MUSIC GROWS OFF THAT SINGLE NOTE - we

DISSOLVE TO:

EXT. SPACE

The Mothership, moving through space, leading the glittering fleet of shattered Earth ships to a BRIGHT EARTH-LIKE PLANET.

THE END