

V

The Movie

Written by

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Kenneth Johnson Productions

V -- The History....compiled by V's creator, Kenneth Johnson

V – my original four-hour mini-series, was a landmark event in television: *the Number One show in America: with a 27.0 rating, a monumental 40 share.*

V's initial broadcast in North America drew -- and kept -- *80 million viewers.*

V was the highest rated program on NBC *for two and a half years.*

V's enormous rating still places it among the Top 15 mini-series *in all of television history.*

V aired overseas against the 1984 Olympics, out-rating them two to one: *200 million viewers.*

V has been continually rebroadcast over two decades. *Its audience has constantly grown.*

V was *critically acclaimed* by virtually all of the world's key media reviewers.

V was named by *TV Guide* as **Number Five among The Top 25 Sci-Fi Legends in TV History.**

V was selected this May by *Entertainment Weekly* as one of *The 25 Greats: The Best Sci-Fi TV & Movies of The Last 25 Years.*

V's 2001 DVD release became an instant best-seller worldwide with no advertising or promotion. Video sales are *over 2,500,000 units – for revenue of over 50 million dollars.*

In my director's commentary on the **V** DVD I gave an e-mail address for people who had comments. Thousands have poured in from around the world, all are extremely literate and over half of them say, "I was a kid when **V** first aired and I was captivated then, but now that I'm late-20's/early-30's I appreciate how much deeper it was than I realized, working on so many levels...I have shared it with my children who love it as much as I do."

V is a timeless tale: a story of ordinary people fighting back against nightmarish circumstances.

V is a powerful contemporary metaphor that says "We, your wise leaders, know what's best for you – so trust us, stay the course, follow us, and don't ask questions." -- **V couldn't be more timely.**

V THE SECOND GENERATION -- my new novel, being published in February in hardcover by Tor Books, picks up the epic story 20 years later when strange new alien allies come to help...or have they?

V is an extremely potent, international Brand Name.

There is an enormous, international audience eagerly awaiting more of V

EXT. AFRICAN VILLAGE - DAWN - A BLACK REBEL LEADER

soaked with SWEAT & BLOOD jumps off a battered HUMVEE, rushes to the back as he shouts angrily into the HAND-HELD CAMERA:

BLACK REBEL LEADER
Yes people got killed! You can't go up against those assholes without expecting that!

He SHOUTS [*in SWAHILI*] as OTHERS run to help with the DEAD and WOUNDED in the back of the Humvee.

BLACK REBEL LEADER (CONT'D)
[Get the wounded across the river!]

The CAMERA ZOOMS past him to a BLOODY, DEAD YOUNG WOMAN.

CAMERAMAN'S VOICE
Is that your sister? Is that Nina?

BLACK REBEL LEADER
...It was.

Seething, he SHOUTS to more BATTERED VEHICLES speeding in through the DUST that BLOWS in the STRONG AFRICAN WIND.

BLACK REBEL LEADER (CONT'D)
[Go! Right through the village!]

CAMERAMAN'S VOICE
You're wounded, too!

BLACK REBEL LEADER
These wounds are nothing like what these fuckers inflicted on our country. *[Keep the trucks going!]*

The CAMERA CHASES HIM through the WINDY TUMULT.

CAMERAMAN'S VOICE
The government says you're terrorists.

BLACK REBEL LEADER
They're not my government! And have we attacked civilians? No! Guerrillas who oppose invaders on their native soil are Freedom Fighters.
(into camera, fiercely)
And we are going to fight until our country is free again. You got that?

(CONTINUED)

CONTINUED:

THE CAMERAMAN - MIKE DONOVAN - CLOSE - INTERCUT

Rugged. A seasoned pro. His eye presses tightly in the finder of his DV CAM. He's grim, but pleased he's caught the essence.

MIKE

...I got it.

Suddenly a Russian KA-50 WEREWOLF HELICOPTER ROARS in over the village .30 CALIBER MACHINE GUNS BLAZING! People dive for cover as BULLETS CHOP THEM TO BLOODY PULPS.

Mike's Asian-American sound man, TONY, drags their gear and Mike toward a broken wall as a truck EXPLODES! He's scared.

TONY

This is worse than Indonesia!

MIKE

That's why we're here.

Mike is cool, focused, aiming his camera at A SECOND WEREWOLF ROARING IN, STRAFING. -- A STREAM OF BULLETS BLASTS the dirt, scattering GOATS & CHICKENS, SLAUGHTERING an AFRICAN WOMAN. But a MAN grabs her fallen Kalishnikov & RETURNS FIRE.

Mike swings his camera to an AMMUNITION HUT as it's HIT and EXPLODES. One REBEL is BLOWN TO PIECES, two OTHERS are sent FLYING, BLOODIED. The AIR ATTACK is BLISTERING. Tony SHOUTS:

TONY

You're gonna get me killed this time!

MIKE

You'll get another Pulitzer.

TONY

Or a bullet in my fucking headset!

He DIVES FOR COVER as the area is TORN APART by BULLETS. Then Mike looks through the BLOWING SMOKE to see that...

A FALLEN, BADLY WOUNDED BLACK REBEL LIES DEFENSELESS

as the BLACK MILITARY PILOT in a WEREWOLF bears down on him.

The BLACK REBEL LEADER runs to stand over his comrade and FIRES a mere HANDGUN at the incoming Werewolf whose machine guns CHATTER ANGRILY. Mike shoots DV nonstop.

MIKE

...Look at him, Jesus! Look at him.

(CONTINUED)

CONTINUED:

TONY

Look at *that!*

He points at FIERCE BULLET IMPACTS TEARING RIGHT TOWARD the unflinching Leader - plus Mike & Tony! They barely miss!

Mike videos as the brave Leader continues FIRING his pistol. The Werewolf starts CLATTERING, FIRE erupts and suddenly the chopper EXPLODES IN MIDAIR! The other two choppers break off their attack and VEER SHARPLY AWAY!

MIKE

Un-fucking-believable. He scared 'em off!

TONY

Um...I don't think it was *him.*

Mike glances at Tony, sees him staring off, follows his gaze.

THEIR POV - A STARTLING, GARGANTUAN ALIEN SPACECRAFT

is appearing over the trees and gliding slowly toward them, defying gravity! It is SIXTEEN MILES ACROSS!

Quick-witted though he is, Mike briefly stares slack-jawed before whipping up his camera to record *THE UNEARTHLY SIGHT.*

INT. A BIOMEDICAL LAB -- DAY - A WHITE MOUSE - CLOSE

Is eased into a small MRI UNIT by JULIET PARISH, 26, a diminutive blond in a lab coat. She secures him, then adjusts the controls so a PLASMA SCREEN flickers with his MRI image.

JULIE

Show Dr. Getz your tummy, Algernon.

DR. RUDOLPH GETZ, 70, Einstein-esque, examines the IMAGE and SCROLLING GRAPH DATA on a 2nd PLASMA SCREEN. Getz is startled.

DR. GETZ

What?! The cancer's nearly *healed!*

JULIE

(pleased, but modest)

It's doing very well, sir. Yes.

He scrutinizes the IMAGE, shakes his head with admiration.

DR. GETZ

A slight understatement, Julie. You've taken our stem cell research to a whole new level.

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CONTINUED:

JULIE

Well...Mary helped a lot.

Across the STATE-OF-THE-ART LAB, librarian-looking MARY, 60, looks up from an ELECTRON MICROSCOPE and smiles.

MARY

Bull. She designed and cultivated that new line entirely by herself.

DR. GETZ

You have to face it, Julie: You are *gifted*. And I am *determined* to steal you from the med school, get you into biological research full time.

A sudden SQUEALING CHATTER interrupts. The CAGED MICE are RUNNING ABOUT FRANTICALLY, TERRIBLY FRIGHTENED! A handsome, AFRICAN-AMERICAN DOCTOR, BEN TAYLOR, 32, bursts in.

BEN

Have you seen them?!

DR. GETZ

What?

JULIE

Seen who?

BEN

They're arriving all around the world!

He has turned on a TV. A VETERAN NEWSMAN expresses concern...

NEWSMAN

...But wherever the reports have come from -- Paris, Rome, Geneva, Buenos Aires, Tokyo -- descriptions of the craft are all *identical* and--
(listens to his earplug)
...Now I'm told that our affiliate station WCR in Chicago has--

The TV IMAGE SWITCHES to a "LIVE" shot framed across Chicago's SEARS TOWER. -- A GIGANTIC MOTHERSHIP slowly approaches.

NEWSMAN (CONT'D)

Yes...Good Lord...You can see it moving in across Lake Michigan! This picture's live from Chicago.

Julie, Dr. Getz, Mary and Ben exchange astonished glances, then Julie looks curiously at THE MICE, SQUEALING in PANIC.

EXT. EDGE OF THE MOJAVE -- DAY - A YAWNING SKULL - CLOSE

Unsettling. Wisps of ancient hair attached. Imbedded in the dirt wall of an ARCHAEOLOGY DIG. A man's hand uses a soft brush to clear away some dust.

QUINTEN (O.S.)

Go easy, Rob. She's a special lady.

THE DIG - WIDER - ROBERT MAXWELL, 45

moves the BEAM of a hand-held LASER SCANNER across the skull. QUINTEN is a Scot, 65, weathered by years of digs.

ROBERT

Upper Pleistocene?

Quinten looks a dusty LAPTOP SCREEN where a GRAPHED 3-D IMAGE of the skull is appearing. He shows OTHERS at the dig.

QUINTEN

I think so. See how her jaw bone is--

A LOW RUMBLE interrupts. They squint up toward the sky...

QUINTEN (CONT'D)

...Sweet Jesus, Mary and Joseph...

ACROSS THEM TO THE HILLSIDE BEYOND - ANOTHER HUGE MOTHERSHIP

glides in slowly overhead. In the foreground, THE SKULL with gaping mouth and hollow eyes, stares directly into CAMERA.

INT. AN URBAN APARTMENT -- DAY - A WINDOW - CLOSE

A rock BREAKS the glass. A hand reaches in, unlocks the window. Badass black street brother, ELIAS TAYLOR, slips in.

He cases the shabby apartment. Not much to take. He pockets an I-POD, then he spots a COMPUTER with its screensaver cycling. He taps the keyboard to be sure it's worth stealing.

LIVE STREAMING VIDEO shows a HUGE MOTHERSHIP OVER PARIS.

NEWSWOMAN (V.O.)

...This picture is live from Paris where another giant UFO is arriving.

Elias blinks, startled. The WEBCAST IMAGE shifts to show a squadron of USAF JET FIGHTERS scrambling into the air.

ELIAS

What the hell...?

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CONTINUED:

He switches to CNN's WEB SITE -- it shows the SAME PICTURE.

NEWSMAN 2

The Pentagon reports that fighter jets from the U.S. Tactical Command and several other countries have approached the monstrous craft--

EXT. OVER SEATTLE - TRACKING THREE F-16 FIGHTERS

as they wing in fast toward the GIGANTIC SPACECRAFT.

INT. LEAD F-16 - THE PILOT - INTERCUT

He's professional but fighting the controls. ALARMS SCREAM.

F-16 PILOT

I've got interference with all onboard nav systems. About to depart controlled flight. Am I good to fire?

RADIO VOICE

Affirmative, Blue Leader.

He flips up the SAFETY SWITCHES. And FIRES.

ABOVE THE F-16 OVER SEATTLE - TWO AIR-TO-AIR MISSILES

ROCKET out just before the jet SPIRALS OFF AND AWAY. The CAMERA TRACKS the missiles toward the HUGE SPACECRAFT, but both suddenly swerve away and DETONATE out of range.

EXT. WASHINGTON, D.C. - THE LINCOLN MEMORIAL

Terrified TOURISTS watch a *MOTHERSHIP* move ominously up the Potomac casting a massive shadow across THE VIET NAM WALL.

NEWSWOMAN

(on someone's radio)

Police are trying to maintain orderly evacuation of Washington and other cities which are threatened by this unknown menace... But people are panicked. Roads everywhere are jammed.

THE CAPITOL BUILDING - WITH THE *MOTHERSHIP* APPROACHING

NEWSMAN 2

At least six other craft are known to be approaching Houston, New York, New Orleans and Los Angeles.

EXT. SUBURBAN LOS ANGELES NEIGHBORHOOD - DAY - POLLY MAXWELL

A tomboy, 13, on her electric skateboard, grooves to her I-Pod, suddenly sees FEARFUL PEOPLE scurrying outside.

Handsome DANIEL BERNSTEIN, 17, bursts out of his house, pointing over Polly's head, excitedly SHOUTING:

DANIEL

There it is! Look! Son of a bitch!

Polly looks over her shoulder into the sky and sees...

ONE OF THE ENORMOUS MOTHERSHIPS - INTERCUT

approaching overhead with an UNEARTHLY RUMBLE! Polly's mother KATHLEEN & a Mexican gardener, SANCHO also see it. He crosses himself. Elegant ELEANOR DUPRES, 65, stops her 500S. Amazed.

Kathleen's arm tightens protectively around Polly's shoulder as THE ASTONISHING ALIEN SPACECRAFT glides slowly closer.

Daniel's grandfather, ABRAHAM, 84, wearing a YARMULKE, has followed Dan from the house and is staring up at THE MIGHTY CRAFT. Hepburn-feisty RUBY BROWN, 75, also runs up.

ABRAHAM

I thought it was an earthquake!

RUBY

Me, too! Me, too!

Abraham's daughter-in-law, LYNN, 40, has run from the house.

LYNN

Dear God...What is it!

DANIEL

(elated)

...It's fucking awesome.

The MASSIVE MOTHERSHIP looms closer, FILLING the sky overhead.

EXT. OAKLAND CHEMICAL PLANT -- DAY - A HIGH CATWALK

A NATIVE AMERICAN hard hat, CALEB HIGHPINE, 50, moves across the open catwalk to join bookish plant manager, ARTHUR DUPRES, 60, and OTHERS who are watching the HUGE MOTHERSHIP approach.

LOUDSPEAKER

The U.S. Department of Homeland Security has now upgraded to a Red Alert.

ARTHUR

It is sixteen miles across!

CALEB

Is it coming to a stop?!

(CONTINUED)

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LOUDSPEAKER
Tass reports similar
gigantic crafts are
also approaching Moscow,
St. Petersburg and
Vladivostok... Bringing
the count to *one hundred
ninety!*

ARTHUR
How can it just *hang* there?

CALEB
What? A *hundred and ninety!*?

EXT. DOWNTOWN L.A. FREEWAY BRIDGE -DAY - 1000 NERVOUS PEOPLE
stand beside their jammed cars, looking up at the MOTHERSHIP
which SLOWS to a STOP and HOVERS over the city.

Two beleaguered cops in the foreground, tough BRIGGS and
easier-going TALBOT, 40 & 35, trade a worried look.

BRIGGS
...Now what?

INT. MAXWELL HOME -- NIGHT - ON THEIR TV: THE MOTHERSHIP
hanging over L.A.; then one over MOSCOW. The Maxwell home
has a country feel. Tomboy Polly is frustrated at her LAPTOP.
Her trendy sister ROBIN, 16, is annoyed with her I-PHONE.

ROBIN
All I can get is that
damn fast-busy signal.

POLLY
Yeah, the web's grinding
slower than dial-up.
Forget about blogging.

NEWSMAN 2
...Russian television is
broadcasting this shot of
the UFO above the Kremlin.
...And this craft in the
sky above the pyramids. It
is a fearsome sight.

The front door FLIES OPEN as Robert enters, dusty from the
archaeology dig. Both of his daughters leap up, rush to him.

ROBIN
Mom, Dad's home!

ROBERT
You're all okay!?

POLLY
Yeah! Isn't it *cool!*!

ROBIN
Jesus, Polly!

NEWSMAN 2
Mosques in Cairo, like
places of worship around
the world, are overflowing.
The faithful of all nations
have come together out of
fear or hope of what this
unbelievable event will
mean to all of us.

Kathleen enters hurriedly carrying KATIE, 3, she hugs Robert.

(CONTINUED)

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KATHLEEN
I was so scared we'd
never see you or--

NEWSMAN
Pope Benedict is offering
a message of peace...

ROBERT
Yeah, me too. At least we're together.

They cling tightly. Uncertain of their world's future.

INT. HOSPITAL E.R. -- NIGHT - A GURNEY CARRYING A PATIENT

BURSTS into the BUSTLING E.R., intern Julie right beside it.

JULIE
Another possible
cardiac, Ben.

BEN
I'll take her into three.

He guides the paramedics pushing the gurney. A handsome man, DENNY, 32, runs in soaked with sweat and breathless.

JULIE
Denny! -- Honey, are you alright?!

DENNY
...Streets jammed...I ran...

JULIE
All the way from the brokerage?!

DENNY
Wanted...to be with you...in case.
How can...I help?

JULIE
(hugs him)
I love you. -- C'mon. Help triage.

INT. BERNSTEIN HOUSE -- DAWN - ON THEIR LARGE PLASMA SCREEN

is one of the *MASSIVE SPACECRAFT* over BAGHDAD. Lynn paces. Their living room has decorative touches of *JEWISH HERITAGE*. Her father-in-law Abraham and husband STANLEY watch the TV.

NEWSMAN 3
International conflicts and terrorism
have come to a standstill. From the
Middle-East, to Russian-Chechen
disputes, to Darfur, such differences
suddenly seem petty in the face of
our entire planet being challenged.

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LYNN
I still think we should
leave the city, Stanley.

STANLEY
You heard the President,
there's been no sign
that they're hostile.

LYNN
If they are, though...

ABRAHAM
Then no place will be safe.

EXT. MAXWELL HOME -- DAWN - TEENAGERS ROBIN & DANIEL

sit on the curb in her front yard. SPRINKLERS water the lawn
behind them, the Los Angeles MOTHERSHIP fills the morning
sky. Daniel eyes it energetically, caught up in the adventure.

DANIEL
Look at it! It's so fucking amazing--

ROBIN
(1000 yard stare)
Daniel...this could be the very last
day we ever see.

DANIEL
...No. ...Well. Maybe, but--

ROBIN
I don't want to die before I've made
love.

That gets his attention. Robin stares ahead as Daniel looks
at her SLENDER LEGS extending from her hip-hugger mini-skirt.
He slips an arm around her waist. Polly bursts from the house!

POLLY
Robin! Daniel! Something's happening!

INT. MAXWELL HOME -- DAY - ROBERT, KATHLEEN, LITTLE KATIE
amid the blankets where they've encamped by the TV, showing
a MOTHERSHIP over ROME. Polly, Dan & Robin hurry in.

NEWSMAN
Yes, there's a vocal signal starting
to come through! In English!

INT. JULIE'S HOSPITAL -- DAY - ON TV: MOTHERSHIP OVER L.A.

Dr. Getz & his assistant Mary are among those watching. Bone-tired doctors Ben & Julie and her fiancée Denny join them.

NEWSMAN (V.O.)

No, I'm told it's in *different* languages around the world!

RADIO VOICE

(with strange resonance)

...Five...Four...

INT. SANCHO'S APARTMENT -- CONTINUOUS - THE MEXICAN GARDENER

sits with his WIFE and SON. Sancho crosses himself as he fearfully watches the TV IMAGE of the *TOKYO MOTHERSHIP*.

RADIO VOICE

...San...

INT. DUPRES ESTATE -- CONTINUOUS - ELEANOR & ARTHUR

who gulps his Bloody Mary as Eleanor squeezes his hand. They watch the *MEXICO CITY UFO* on their HUGE PLASMA SCREEN.

RADIO VOICE

...Dos...

INT. RUBY'S HOUSE - HEPBURN-ESQUE RUBY BROWN AT HER TV

showing a *MOTHERSHIP* over *PARIS*.

RADIO VOICE

...Une...

There is a PAUSE. Then the following is INTERCUT between all of the those watching. Their various TV screens DISPLAY MOTHERSHIPS over DIFFERENT AMERICAN CITIES...

RADIO VOICE (CONT'D)

Citizens of the planet earth. We bring you greetings and we come in peace. We respectfully request your United Nations Secretary General to please come to the top of the U.N. building in New York at 0100 Greenwich Time this evening... Thank you.

In the HOSPITAL, Julie calculates...

JULIE

Eight o'clock New York time. Tonight.

EXT. THE MANHATTAN SKYLINE -- NIGHT - THE GIANT SPACECRAFT hovers 2000 feet over New York. Spotlights play across it. Police helicopters circle beneath. Distant SIRENS WAIL.

EXT. THE U.N. ROOF -- NIGHT - CLOSE ON A DOOR - MIKE

hurries out, readying his DV cam, passing many U.N. SECURITY POLICE in white helmets. Tony follows with support gear.

KRISTINA (O.S.)

Mike?

KNOCKOUT LATINA NEWSWOMAN, KRISTINA LOPEZ, 30, is beautifully backlit by the FLOODLIGHTS. Mike stops. Sexual history here.

KRISTINA (CONT'D)

You drew the TV pool? Me, too.

MIKE

Thought I recognized your deck of cards.

KRISTINA

(smiles sheepishly)

...Hi, Tony.

TONY

(knows their backstory)

...Kristina...

MIKE

Where're we setting up?

She indicates a spot amid the large PRESS CORPS assembling on PLATFORMS behind her. Cameras are being readied, a P.A. tested. Tony heads off. Kristina catches Mike's arm.

KRISTINA

You might have said good-bye that morning when you left in Baghdad.

MIKE

I did. But you were busy on the phone, hustling an exclusive with Al-Jazeera.

KRISTINA

...Sorry.

MIKE

...Yeah. ...I was, too.

The spark between them still smolders.

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NOTE: The following scenes INTERCUT between the principals while events unfold live (FULL SCREEN) or on their TV screens as described by the newscasters. When a principal speaks he/she will generally be seen on camera:

INT. MAXWELL HOME - ROBERT, KATHLEEN & FAMILY WATCH THEIR TV
Daniel Bernstein also sits on the floor beside Robin. On TV:
the MANHATTAN MOTHERSHIP. The veteran Newsman intones...

NEWSMAN (V.O.)
Thirty seconds now till 8:00.

INT. DUPRES ESTATE - ON THEIR HUGE HDTV: THE U.N. ROOF

NEWSMAN (V.O.)
The Secretary General is coming out.

Eleanor & Arthur watch as the SECRETARY, 70, a distinguished gentleman, appears and endeavors to present a calm exterior.

INT. CALEB HIGHPINE'S SMALL HOUSE - THE INDIAN HARD HAT
is alone, riveted to his TV.

NEWSMAN (V.O.)
He's indicating for the U.N. troops
to lower their weapons and they're
doing so. Just fifteen seconds now.

INT. JULIE'S HOSPITAL - ON THE TV: THE U.N. GATHERING

eyeing the sky overhead. Julie, Denny & others in the hospital
watch tensely. The TV picture switches to a SHOT ACROSS THE
GARGOYLES of the Chrysler Building to the MOTHERSHIP overhead.

KRISTINA (V.O.)
A hush has fallen as eight o'clock
strikes, 0100 Greenwich Mean Time.

INT. BERNSTEIN HOUSE - ON THE TV: ACROSS THE U.N. BUILDING

A comparatively TINY SECTION of the Mothership OPENS.

NEWSMAN 2 (V.O.)
It's opening! Something's coming out!

Nervous Lynn squeezes Stanley's hand. Old Abraham's eyes are
riveted on the OBJECT EMERGING from the MOTHERSHIP. It's the
size of a baseball compared to Dodger Stadium.

EXT. U.N. ROOF - MIKE

is aiming his camera upward. He zooms in for a closer shot.

INT. MAXWELL HOME - ON TV: THE SHOT FROM MIKE'S CAMERA

POLLY
What is it, Daddy?

ROBERT
...I don't know...

KATHLEEN
Some kind of landing
craft?

NEWSMAN (V.O.)
A smaller craft is moving
slowly outward and downward
from the giant Mothership.
With no apparent system of
propulsion. It's passing
directly over Ground Zero
where the World Trade Center
once stood.

INT. BERNSTEIN HOUSE - ON TV: THE MOTHERSHIP & TINY SHUTTLE
The TV ANGLE is southward across THE U.N. ROOFTOP.

LYNN
...I hate this...

STANLEY
They said they came in
peace, Stanley...

NEWSMAN 2 (V.O.)
It's moving at a steeper
angle downward now across
Third Avenue and 39th Street
directly toward the U.N.
Building.

EXT. U.N. ROOF - MIKE, TONY, KRISTINA

amid the other reporters, all of whom are trying to stay
professional. But they're very edgy. Mike frames on:

EXT. A POLICE HELICOPTER OVERHEAD

flying carefully closer and above the incoming SHUTTLE.

POV FROM THE CHOPPER - THE STRANGE, BUS-SIZED ALIEN CRAFT

heads slowly toward the U.N. roof. FLASHGUNS and SPOTLIGHTS
are aimed up at it. STROBES BLINK to outline a LANDING PAD.

INT. SMALL LIVING ROOM, MONROVIA, CA - SEAN DONOVAN, 10

Mike's SON. He sits close to the TV, wearing a DODGER BASEBALL
CAP, very excited about what he's watching.

SEAN
This is so cool! Huh, Mom?

He beams back to his mother MARJORIE, 30, who is very tense
but doesn't want to frighten Sean. Her voice remains level.

MARJORIE
...Yes, Sean.

INT. JULIE'S HOSPITAL - ON TV: THE CRAFT SLOWS, HOVERS
as Denny's hand tightens protectively on Julie's shoulder.

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CONTINUED:

KRISTINA (V.O.)
The craft has slowed its descent.

INT. ANTHROPOLOGIST QUINTEN'S OFFICE - THE OLD SCOT
is watching intently, typing a mile a minute on a laptop.

KRISTINA (V.O.)
It's almost hovering--

INT. MAXWELL HOME - ON TV: THE SHUTTLE HOVERS - THE FAMILY
barely breathes. Katie, 3, fidgets on Kathleen's lap.

KATIE
Mommy, can I have a
special soda?

KATHLEEN
In a second, Katie...

KRISTINA (V.O.)
--Above the landing area.
Now it's humming louder.
The air around us feels
very strange, vibrating...
And now the ship is landing!

EXT. U.N. ROOF - THE SHUTTLE CRAFT SETTLES IN
The HUMMING decreases slightly. Everyone draws a breath.

THE SHUTTLE - CLOSER - A HATCH SECTION - INTERCUT
begins to OPEN, both upward and downward...somewhat like a
mouth. -- Mike & Tony trade an uneasy glance.

Then a RAMP begins to extend...somewhat like a tongue. Then
a STRANGE VOICE echoes from within the shuttle...

THE VOICE
...Herr General Sekretare...

The Secretary General steps past his troops into CLOSE-UP.

THE VOICE (CONT'D)
*Ni Behover ej vara ra for ga upp for
trappan.*

ARTHUR
(watching on his HDTV)
...What was that?

ELEANOR
I couldn't understand.

KRISTINA
I think the voice spoke Swedish. The
Secretary General's native language.

INT. SANCHO'S APARTMENT - ON TV: THE SECRETARY GENERAL
steels himself and bravely starts toward the ramp.

SANCHO
...Madre Mia...

NEWSMAN (V.O.)
The translation seems to
be..."Mr. Secretary
General...do not be afraid.
...Please come up the ramp.

INT. A GARAGE - ON TV: THE ALIEN SHUTTLE - STREET BRO ELIAS
sees the Secretary reach the ramp...and start up.

ELIAS
You're one brave fucker,
lemme tell you...

NEWSMAN 2 (V.O.)
--Is slowly climbing the
ramp...and now is
disappearing through the
opening...

EXT. U.N. ROOF - FULL - AND INTERCUT ON TV SCREENS

A tense PAUSE. Mike, Kristina, the press corps, the troops
on alert, everyone around the world HANGS IN SUSPENSE...

Then Mike spots something, ZOOMS IN tightly on...

THE DARK AT THE TOP OF THE RAMP - ON THE BERNSTEIN TV

LYNN
What? *What is it?!*

STANLEY
Easy, Lynn...

KRISTINA
There seems to be something
moving up inside the craft.
A shadow or...It's too
dark to see clearly, but....

INT. MAXWELL HOME - ON TV: THE SPACECRAFT

KATIE
Mommy, I want a soda.

KATHLEEN
...Oh, thank God!

NEWSMAN 3 (V.O.)
There he is! The Secretary
General is reappearing!
...He's apparently unharmed!

INT. JULIE'S HOSPITAL - ON THE TV: THE SECRETARY GENERAL

MARY
...And now the bad news?

EXT. U.N. ROOF - FULL - INTERCUT WITH THE TV SCREENS

SECRETARY GENERAL
My fellow citizens of earth... These
visitors assure me that they come in
(MORE)

(CONTINUED)

CONTINUED:

SECRETARY GENERAL (CONT'D)
 peace. They wish to honor our United Nations charter. As you'll see, they look much like us, *though their voices are unusual*. They asked me to speak in their behalf, but I felt all of you would be more comfortable if their Commander spoke directly to you all. Through their technology, his voice will be heard around the world in every language necessary...

The Secretary looks back toward the craft. BOOTED FEET appear. Walking slowly down into the glare of the floodlights comes the UNIFORMED COMMANDER, looking to be a trim 55 years old.

ROBERT
 Look! Their evolutionary pattern must have been identical to ours!
 ...Does he have four fingers and a thumb?!

POLLY
 It looks like...yes!

ROBERT
 ...Incredible!

KRISTINA
 The boots appear to be like kid, both flexible and soft. The orange fabric of his uniform looks like polished cotton. It's designed much like a flight suit that our pilots or astronauts might wear...

THE FRIENDLY-FACED COMMANDER - CLOSE

His keen blue eyes squint from the glaring lights. He smiles serenely as a BARRAGE OF FLASH PHOTOGRAPHS are taken.

INT. SEAN'S HOUSE - ON TV: THE COMMANDER

Sean glances back with disappointment at nervous Marjorie.

SEAN
 Aw mom, he's doesn't look like Predator or Alien.

INT. JULIE'S HOSPITAL - JULIE & THE OTHERS WATCH HIM

DENNY
 Looks like one of us.

BEN
 ...Outwardly at least.

JULIE
 But that was no Mini Cooper he drove up in.

NEWSMAN 2
 --Roughly six feet, one hundred sixty pounds. He seems to be squinting, having some difficulty seeing with all the floodlights aimed at him.

(CONTINUED)

CONTINUED:

THE COMMANDER - INTERCUT WITH ALL THE PRINCIPALS WATCHING

His tone is friendly but his voice has an UNUSUAL RESONANCE.

COMMANDER

Please forgive me, our eyes are
unaccustomed to this brightness.

As he takes out a pair of DARK GLASSES and puts them on...

ROBIN

His voice *is* weird.

BEN

He clearly isn't one of us.

ELEANOR

'It's utterly fascinating, though.'

COMMANDER

As the Secretary General told you,
we have come to earth in peace.

STANLEY

See, Lynn? In peace.

COMMANDER

Our planet is the fourth
in distance from the star
you call Sirius, some 8.7
light years from your earth.

DANIEL

...Fantastic.

COMMANDER (CONT'D)

You are the first...intelligent...
life we've found.

(a warm smile)

We are very pleased to meet you.

Kristina smiles back. Mike is keenly focused, skeptical.

COMMANDER (JOHN) (CONT'D)

Our names would sound peculiar to
you, so my fellow visitors and I
have chosen simple names from Earth.
I am John. -- I'm what you'd call an
admiral, responsible for this small
fleet around your planet.

BEN

This *small* fleet?

JOHN

We've sent robot craft
before us to monitor your
earth -- and yes, one did
crash at Roswell.

MARY

I'd hate to see the
large one.

(CONTINUED)

CONTINUED:

DANIEL
 (elated, pokes Robin)
 I knew it! See!? I told you!

INT. OLDER HOUSE - HEPBURN-ESQUE RUBY AT HER TV - INTERCUT

JOHN
 We intercepted your Voyager space
 craft and enjoyed the recorded sounds
 of Earth. I personally liked Chuck
 Berry's "*Johnnie Be Good*."

RUBY
 ...A sense of humor. Good for you.

Everyone watching reacts to John's charm and humor.

JOHN
 We've endeavored to learn your
 languages and hope you'll be patient
 with us.

(on the Maxwell TV)

We have come here on behalf of our
 Great Leader, who governs our united
 planet with benevolence and wisdom.

(on the Bernstein TV)

We have come because we *urgently*
need your help.

Everyone, including the media, reacts with surprise.

JOHN (CONT'D)
 Our planet is in serious environmental
 difficulty. Far worse than Earth's.

(on Sean's TV)

There are certain chemicals which we
 need to manufacture and which alone
 can save our struggling situation.

(on the Dupres' HDTV)

You can help us manufacture these. I
 think you'd call it "outsourcing."

Arthur and Eleanor Dupres' ears perk up.

JOHN (CONT'D)
 And in return we'll gladly share
 with you the fruits of our knowledge.

KRISTINA
 (quietly, to herself)
 ...Unbelievable.

MIKE
 ...A bit...

INT. DUPRES ESTATE - ON THEIR PLASMA: JOHN - INTERCUT

JOHN

We'd like to meet with governments and corporations to request that certain plants around your world be retooled to make the chemicals.

ELEANOR

(sharply to Arthur)

They have to pick your plant.

INT. JULIE'S HOSPITAL - ON TV: JOHN - INTERCUT

JOHN

And we'll reward your generosity by helping you solve your own health, environmental and agricultural dilemmas. Including your problem of global warming. ...Then we'll leave you, as we came, in peace.

DENNY

Talk about an offer we can't refuse!

JULIE

Wonder what would happen if we did?

JOHN

(on the Maxwell TV)

Now I know if you had come to visit us, I'd have a burning desire to see the inside of your spacecraft.

ROBERT

...No shit, Sherlock...

JOHN

(on old Ruby's TV)

We'd like to have the Secretary General and some of your journalists accompany us back aboard our Flagship. Just the first of many opportunities to get to know us better.

EXT. U.N. ROOF - MIKE, TONY, KRISTINA - INTERCUT

MIKE

Bitchin'. -- Here we go!

TONY

...I need to change my underwear.

INT. SEAN'S HOUSE - ON TV: THE U.N. ROOF

Showing Mike, Kristina, Tony preparing to embark.

SEAN
Wow! Mom! Look, it's
Dad! He's going up
there! Did you hear?
They said Mike Donovan!
Look, there he is! I
can't believe it!

MARJORIE
(aside to her
boyfriend, dryly)
Wonder if this means
I'll get more alimony?

NEWSMAN
This team, selected earlier
by lot, will provide pool
coverage for the media.
They are CNN correspondent
Kristina Lopez, freelance
cameraman Mike Donovan and
his assistant Tony Lee.
Shooting stills will be
Wide World's Connie Lavine
and the AP's Ellen Holme.

INT. JULIE'S HOSPITAL - ON TV: MIKE & THE OTHERS - INTERCUT
move toward the shuttle. The TV CAMERA zooms in on John.

DENNY
God, I'd like to get into his ship.

JULIE
I'd like to get into his DNA.

INT. BERNSTEIN HOUSE - ON THE TV: THE U.N. ROOF

STANLEY
You see, Lynn, they're
shaking hands.

LYNN
(felling better)
Mmm hmm...

STANLEY
It's great, huh, Dad?

NEWSMAN
The Commander, or John as
he has asked we call him,
is greeting the group...

NEWSMAN 2
...And now they're starting
up the ramp and into this
craft which will shuttle
them up to the massive
Mothership.

Abraham, Stanley's father, is watching the TV keenly. He
nods slowly, but something about all this *is troubling him*.

INT. DUPRES ESTATE - ON THEIR PLASMA: THE U.N. - INTERCUT

ELEANOR
Arthur, you should
call Richland right
now and make a strong
pitch for your plant.

NEWSMAN 2
The Secretary General is
moving inside the craft
with Connie Lavine and
Ellen Holme followed by
the Visitor John...

(CONTINUED)

CONTINUED:

ARTHUR

I guess it could be quite...

ELEANOR

...Prestigious. Yes.

The INTERCUT CONTINUES...

QUINTEN

Good luck to you.

RUBY

Oooo...good luck.

SANCHO

Via con Dios.

NEWSMAN 2

And Kristina Lopez, who's conversing with him, then Tony Lee assisting with the video equipment, and Mike Donovan who's already recording the experience.

Sean's fingers gently touch HIS FATHER'S IMAGE on the TV...

SEAN

Good luck, Dad...I love you.

EXT. U.N. ROOF - FULL - VARIOUS ANGLES - SOME ON TVS

The RAMP CLOSES like a mouth. The SHUTTLE HUMS to life and slowly LIFTS OFF. As the world, and young Sean Donovan, watch.

THE SHUTTLE GAINS ALTITUDE and angles upward, becoming dwarfed by the vast, motionless ALIEN MOTHERSHIP it's flying toward.

ANGLE - BENEATH THE MOTHERSHIP - THE SHUTTLE ABOVE MANHATTAN

slowly approaches a 100-FOOT-WIDE LANDING BAY DOOR. The SHUTTLE GLIDES IN, swallowed up by the GIGANTIC MOTHERSHIP.

INT. KRISTINA'S NEW YORK CONDO -- NIGHT - A CHAMPAGNE CORK

POPS! Bubbly gushes. Kristina wears a SEE-THROUGH TEDDY over her TO-DIE-FOR LATINA BODY. She moves toward her pit-style couch where muscular Mike awaits, wearing only boxers.

MIKE

Another bottle?

KRISTINA

(filling her glass)

Absolutely! How often do we celebrate our exclusive coverage of the biggest story in history?!

MIKE

It could've been Wolf Blitzer's gig. We just lucked out.

(CONTINUED)

CONTINUED:

KRISTINA

It wasn't luck. It was my deck of cards we drew from.

(plants a kiss, then)

Is the disk in? Play it again, Sam.

He's reeling a bit from her deck-of-cards gambit as she slides in against him. MANHATTAN'S SKYLINE GLITTERS behind them.

MIKE

Come on, you saw it at the network when it aired. -- Twelve times.

KRISTINA

(swallowing champagne)

Mmm! Wasn't it terrific? Everyone's reactions?! I love it.

She punches the remote. NEWSMAN 2's face appears on her 60" FLAT SCREEN as she pours more CHAMPAGNE for Mike and MISSES.

MIKE

Kris! Hey! Try to get a little in the glass.

NEWSMAN 2

For those of us familiar with movies like *Close Encounters*, *Alien* or *Darth Vader's Star Destroyer*...

ON HER BIG TV: INT. THE MOTHERSHIP'S LARGE LANDING BAY
VARIOUS ANGLES display what the Newsman describes:

NEWSMAN 2 (V.O.) (CONT'D)

Our first glimpses inside the Visitors Mothership were a bit disappointing. No great walls of blinking lights like sci-fi buffs would expect. The landing bay looked rather like the hangar deck of our aircraft carriers -- but incredibly more vast in scope.

NO SHIT! The CAMERA pans to show TEN LEVELS above the FLIGHT DECK with A DOZEN SHUTTLE CRAFT on each level! HUNDREDS of UNIFORMED VISITOR TECHNICIANS move about *THE ENORMOUS SPACE!*

The LIGHTING is dim, indirect. The CAMERA follows Kristina.

KRISTINA (on tv)

The walls are metallic. John said the whole ship is lighted in this fashion, since the Visitors' eyes are much more sensitive than ours.

(CONTINUED)

CONTINUED:

MIKE
Just your average
interstellar cruiser.
...It all seems a little
easy, doesn't it?

KRISTINA
Scan it forward, Mike...

MIKE
Your *life* is on scan.

KRISTINA (on tv)
The hanger bay extends
upward above our heads at
least a thousand feet it
looks like. And there are
many Visitor Technicians.
They seem to have different
ethnicities, just like us.

IN THE CONDO, Mike SCANS the DVD. The IMAGE STABILIZES. The CAMERA shows A CATWALK high above THE LANDING BAY.

KRISTINA (CONT'D)
You have both males & females aboard.

JOHN
Naturally. And this is my second in
command...Diana.

The CAMERA zooms to close-up on A SHOWSTOPPER: A DARKLY
EXQUISITE WOMAN who takes a long look at lovely Kristina.

KRISTINA
Ah. Your girlfriend.
You gave her more close-
ups than me. -- Enough!

JOHN
Diana supervises all the
scientific aspects of our
mission and--

Kristina punches the remote, SCANS FORWARD. Stopping on...

SEVERAL DAZZLING IMAGES OF A CITY ON THE VISITOR PLANET

NEWSMAN 2 (V.O.)
Diana also provided these astonishing
images from their world...

Friendly, UNIFORMED PEOPLE wave and smile in the foreground.
Behind and above them is A *FUTURISTIC EMERALD CITY SKYLINE*
with numerous AIRBORNE SHUTTLES gliding about. The light is
SUBDUED; a GIGANTIC SEGMENTED DOME covers the city.

NEWSMAN 2 (CONT'D)
Explaining that despite
their technology, their
atmosphere is failing
which is why they must--

MIKE
...Look at that place...

KRISTINA
Let's get back to us.

She SCANS again, stopping on A HUGE CHAMBER within THE
MOTHERSHIP holding BLIMP-SIZED STAINLESS STEEL UNITS. Diana,
Kristina & John are small as ants on a catwalk among them.

(CONTINUED)

CONTINUED:

DIANA

...That you'd call our engine room.

ON TV: DIANA LEADING THE OTHERS - INTO MOTHERSHIP CORRIDORS

about seven feet tall and eight wide. They are dimly lit, ivory-colored and MILES LONG. Numerous VISITORS traverse entering from ELEVATORS or SIDE HATCHES, some are YELLOW.

KRISTINA (on tv)

The yellow hatches we've passed?

DIANA

Restricted areas. A lot of radiation. Our gravity drives take up a third of each ship. The other part contains the crew's quarters and storage space to hold the chemicals we'll manufacture here on earth. And this...is our Central Control...

She opens a much larger hatch that reveals...

THE MOTHERSHIP'S GIGANTIC CENTCOM - TRULY AWE-INSPIRING

It's a HALF-MILE LONG and SEVERAL HUNDRED FEET HIGH. Dozens of BALCONIED TIERS have HUNDREDS OF COMMAND AND CONTROL STATIONS and VID SCREENS operated by COUNTLESS VISITORS.

MIKE

Now that place was fucking amazing!

The HUMONGOUS OUTER WALL is TRANSPARENT, showing NEW YORK far below. SHUTTLE CRAFT are seen outside. Diana smiles...

DIANA

This is the nerve center that coordinates all operations for our entire armada. The ship you are standing in is our Flagship.

KRISTINA

See! Another damn close-up of her!

MIKE

Hey, you travel 8.7 light years, I'll give you more close-ups.

Kristina SPLASHES champagne on Mike. He grabs her, their LUST AROUSED. She climbs atop him, PEELING OFF HER TEDDY. What a BEAUTY! She submerges him in a KISS. Her BREASTS brush across Mike's cut CHEST, as she whispers...

KRISTINA

Why didn't it work for us in Baghdad, and before...?

(off his shrug)

...I'd like to try again.

(CONTINUED)

CONTINUED:

She kisses him even more passionately now as the DVD PLAYS:

DIANA

All our crew members are dedicated specialists in their fields.

KRISTINA (on tv)

Can we talk to some of them? And see more glimpses of your planet?

JOHN

Absolutely, Kristina. There'll be many opportunities to do all that.

He ushers Kristina away. The CAMERA lingers on Diana who gazes INTO CAMERA. She appears to be looking right at Kristina and Mike HAVING HOT SEX on the couch. The effect is EERIE.

EXT. CHEMICAL PLANT -- DAY - CLOSE ON THE DRUM MAJOR

of a HIGH SCHOOL BAND as he blows a SHRILL BLAST on his whistle. The CAMERA SWEEPS WIDER across the parking lot as the band PLAYS a ragged version of the STAR WARS THEME.

200 PLANT WORKERS, much PRESS & MEDIA gathered on CATWALKS & ROOFTOPS are looking skyward past TWO NEWSCHOPPERS at...

A SHUTTLE CRAFT -- MUCH LARGER THAN THE U.N. SHUTTLE

drifting down from THE MASSIVE MOTHERSHIP beyond.

ON A DAIS - PLANT MANAGER ARTHUR DUPRES & HIS WIFE ELEANOR

who is dressed with expensive elegance, as always.

ELEANOR

Glad I made you lobby Richland?

(off Arthur's nod)

If we play our cards right, we could get you positioned for CEO.

THE LARGE SHUTTLE - FROM A HELICOPTER'S POV - INTERCUT

drifts lower toward the ASSEMBLAGE below. The AIR VIBRATES.

AMONG THE REPORTERS - MIKE

shoots DV near a blond VISITOR LIEUTENANT, MARTIN, 35, who watches the proceedings with a *slightly troubled look*.

The SHUTTLE SETTLES to the ground as Kristina reports...

(CONTINUED)

CONTINUED:

KRISTINA

And this Los Angeles plant will be the first in the U.S. to begin work with "Team Visitor." Manufacturing their chemical using raw materials from our refuse - so both worlds will be improved. The chemical will then be transported back to Sirius. Now the hatches on this larger shuttle craft are opening...and there's Diana.

The GORGEOUS VISITOR stands regally in the hatch, wearing sunglasses. She waves to the APPLAUDING CROWD. Her eyes meet Kristina's for a moment. Mike zooms in to CLOSE-UP on Diana as she steps aside to allow TEAM VISITOR to emerge.

KRISTINA (CONT'D)

Now the Visitor technicians are disembarking, many carrying unusual equipment. This is a scene that will soon be repeated hundreds of times in cities all around the world.

ARTHUR

(frowns to Eleanor)

I didn't think they'd send so many.

More and more VISITOR TECHS emerge, of VARIOUS ETHNICITY. All wear the dark protective GLASSES. Some smile and nod to the humans watching. Others are focused with MILITARY BEARING.

A CHEERY WOMAN AMONG THE HUMANS - HARMY, 30

A waitress at the plant commissary. She nudges a friend.

HARMY

I think they look real snappy in those uniforms.

THE HIGH SCHOOL BAND

continues to mangle *Star Wars*. One flutist is teen-age hottie Robin Maxwell, watching as even more Visitors march out. Then her heart stops as she spots...oh my...

A VERY HUNKY YOUNG VISITOR - BRIAN, 20

Surfer-style handsome, looking intimidated by everything, until HIS EYES MEET ROBIN'S for a long, shy, pleasant moment.

MANY OF THE HUMANS WATCHING - INTERCUT

are waving little American or Visitor FLAGS. Some people are enthused, some reserved. Indian hard hat Caleb is grumpy.

(CONTINUED)

CONTINUED:

CALEB

...Shoooot.

ANOTHER HARD HAT (HANK)

What's the matter, Caleb?

CALEB

Just look at all of 'em. First we had to fight the white man for our jobs, then illegal Mexicans and now this bunch of creeps -- and they ain't even from this planet!

A LEAN, AUSTERE VISITOR LIEUTENANT, STEVEN, 45 - INTERCUT

emerges from the shuttle and falls into step with Diana as they walk together toward the welcoming dais. VISITOR TECHNICIANS continue to emerge and form into smart ranks.

HARMY

Jeeze, it's like the circus where a thousand clowns get out of one car.

Mike is shooting DV amongst the Techs with wary Tony.

TONY

...Mike. How many of them are there?

Mike squints against his viewfinder. Watching and frowning.

KRISTINA

Now a second shuttle is flying down, bringing even more workers.

As it drifts downward, Diana reaches the dais, greets Arthur and charming Eleanor. Mike watches Diana proudly survey:

THE SWELLING RANKS OF HER VISITOR TECHNICIANS

looking very disciplined and military. Very military indeed.

INT. MAXWELL HOME - DAY - ROBIN'S ROOM - ROBIN

taps her LAPTOP KEYBOARD while enthusing on her cell...

ROBIN

Omigod he was so cute! Of course I want to meet him! - Why's the Internet so jammed all the time now? Takes like for-ever to download a podcast.

INT. BERNSTEIN HOUSE -- EVENING - STANLEY & ABRAHAM

Stanley's aged father, are watching the TV news.

(CONTINUED)

CONTINUED:

KRISTINA (on tv)

As Visitor Steven and his Technicians moved inside the huge chemical plant to familiarize themselves with it, we spoke with Diana...

Stanley's scowling son Daniel enters and crashes in a chair.

STANLEY
Daniel? I thought you had to work till ten.

DANIEL
I quit.

STANLEY
Why?

DIANA
...Yes, Kristina, all the plants we've chosen are on the coastlines of your world, like this one, to make convenient, economic use of your sea water...

DANIEL
Register was short. They blamed me.

STANLEY
You can't keep quitting all your jobs, Daniel. Or else you'll--

DANIEL
Oh, get off my ass, will you, Dad?!

He STORMS OUT. Stanley stares after Daniel. Old Abraham is equally distressed. Places a hand on his son's arm.

INT. ANTHROPOLOGIST QUINTEN'S OFFICE -- NIGHT - A PHOTO

of VISITOR JOHN is on Quinten's COMPUTER SCREEN. An OVERLAID GRID shows many MEASUREMENTS and CALCULATIONS. He frowns, tapping a FOLDER OF NOTES. *Something feels wrong to Quinten.*

As he turns to study John's image on another screen, the CAMERA SLOWLY PUSHES IN on the WEB CAM atop one monitor.

Its unblinking eye is focused on Quinten.

INT. MAXWELL HOME - MASTER BEDROOM -- NIGHT - ROBERT

lies shirtless in bed talking to his wife who's wrapped in a towel. She peeps out of the bathroom, taking off her makeup.

KATHLEEN
Fascinating? I'd say! Our first close encounter with the local E.T.'s.

ROBERT
Wasn't Eleanor basking in her glory?

EXT. DUPRES ESTATE - GARDEN PARTY -- NIGHT - FLASHBACK

NOTE: These are SILENT IMAGES INTERCUT with Robert & Kathleen. Haughty Eleanor sweeps past a fountain, welcoming Robert & Kathleen to her upper class, human-Visitor MEET-AND-GREET.

ROBERT (V.O.)

Queen of Everything, as usual. We're lucky she granted us an audience.

Eleanor introduces them to Visitor Steven. They shake hands.

KATHLEEN (V.O.)

I had some butterflies when we met him. Did his hand feel cold to you?

ROBERT

Yeah. Their body temperatures seem a lot lower than ours.

Steven waves off a tray of hot hor d'oeuvres.

KATHLEEN (V.O.)

He avoided the cooked food, but I saw him eat some raw vegetables.

In the bedroom, Kathleen, in a tee shirt slips into bed.

KATHLEEN (CONT'D)

One of the females, that pretty Sarah, told me they're monogamous...

Kathleen is seen at a table talking to LOVELY VISITOR SARAH.

KATHLEEN (V.O.) (CONT'D)

Sarah didn't talk much. She seemed a little uncomfortable about it all.

ROBERT (V.O.)

Steven said he's an administrator and no anthropologist, but he thought their evolution was similar to ours.

Steven & Robert are interrupted by Eleanor's husband Arthur.

ROBERT (V.O.) (CONT'D)

I wanted to hear more, but old Arthur horned in to stroke him.

Eleanor strolls in her garden on Steven's arm.

KATHLEEN (V.O.)

Eleanor is the master stroker.

(CONTINUED)

CONTINUED:

ROBERT
(frowns, remembering)
One thing was kind of curious...

Steven walks past A CAGE containing TWO LOVE BIRDS...

ROBERT (V.O.) (CONT'D)
Whenever Steven walked near the bird
cage...they went crazy... fluttering
like mad. Like, I don't know, *panic*.

Robert and Kathleen stare at each other, pondering. Then she
snuggles up closer, teasing...

KATHLEEN
...Well, overall I thought Steven
was very charming. And handsome...

ROBERT
Oh...you gonna run away to Sirius?

KATHLEEN
...Get serious.

She gives him a kiss. Turns out the light. But Robert stares
into the darkness, frowning again...about the birds' behavior.

INT. ANTHROPOLOGY UNDERGROUND PARKING -- NIGHT - QUINTEN

Emerges from an elevator, still FROWNING. He lights his pipe
as he walks to his hybrid FORD ESCAPE and gets in.

Quinten powers it up, turns to check out the back -- and is
startlingly FACE TO FACE with a VISITOR in his BACK SEAT!

INT. VIDEO REPAIR ROOM -- DAY - MIKE & TONY

work on a DV cam & glance at THE TODAY SHOW on a nearby TV.

MEREDITH VIERA
How will you select the scientists
to come aboard the Motherships?

DIANA
We're starting with Nobel Prize winners,
Meredith. Then we'll expand to others.

MEREDITH
I heard you've had a lot of requests
from young people, too...

DIANA
Yes. So we're forming *The Teammates*.

(CONTINUED)

CONTINUED:

MEREDITH
A Visitor rock group?

INT. BERNSTEIN HOUSE - KITCHEN TV -- DAY - TEEN-AGE DANIEL
eats cold cereal while he also watches the smiling...

DIANA
No, it's an organization for all
young people aged 12 to 20 who are
anxious to work closely with us.
They'll ride in squad vehicles and--

MEREDITH
My kids would be first in line.

Daniel is suddenly watching the TV very intently...

DIANA
Well, our Teammate Youth leaders
will be coming to neighborhoods around
the world...So tell Ben, Gabe and
Lily to keep a lookout.

MEREDITH
You know my kid's names? Impressive!

DIANA - CLOSE - IN THE TV STUDIO

She smiles and glances at Kristina, standing among several
other reporters nearby. Kristina gives Diana a thumbs-up.

EXT. THE SUBURBAN NEIGHBORHOOD -- DAY - YOUNG VISITOR BRIAN
of handsome surfer looks and shy demeanor, is seen through a
RAINBOW created by LAWN SPRINKLERS as Daniel approaches him.

ROBIN (V.O.)
Omigod. It's him! Here, hold this!

ACROSS THE STREET - TOMBOY POLLY AND HER HOTTIE SISTER ROBIN
who is shoving her schoolbooks at Polly. Robin zooms in her
I-PHONE, SNAPPING a photo as Brian shakes hands with Daniel,
who's obviously eager to join *The Teammates*.

ROBIN (CONT'D)
I've got to show Courtney how he
looks. He is such a stud.

POLLY
Too squeaky for me. Ooo, busted!

Brian catches Robin looking. Robin spins away, mortified.

(CONTINUED)

CONTINUED:

ROBIN
Shut up! ...Is he still looking?

POLLY
No.

Robin turns back, but Polly lied. Brian is smiling very shyly back at Robin who manages a crooked smile.

EXT. CHEMICAL PLANT -- DAY - AN INDUSTRIAL HORN - CLOSE

BLARES! Announcing a shift change. Grumpy hard hat Caleb is heading up an open stairway when he collides with a gentle VISITOR TECHNICIAN, WILLY, struggling with a heavy container.

CALEB
Watch out there the hell you're going!

WILLY
Oh. *Scusa*. ...Uh, help, please...

CALEB
Help what?

WILLY
I am...just.

CALEB
Just what?

WILLY
Yes!

CALEB
(pushing past)
Get outta my way. Dumb fucking alien.

EXT. CHEMICAL PLANT -- DAY - THE MOTHERSHIP

Stationary over Los Angeles. The PACIFIC in the background.

DIANA (V.O.)
Yes, thousands of young people are enlisting in The Teammates.

INT. MOTHERSHIP - DIANA'S INNER SANCTUM -- DAY

It overlooks the VAST, MULTI-LEVEL, SPECTACULAR CENTCOM with HUNDREDS of VISITORS at work. Kristina sits, Diana paces.

KRISTINA
And the press tour was satisfactory?

(CONTINUED)

CONTINUED:

DIANA

Mmmm hmmm. Thanks in no small part to your insights...and coaching.

KRISTINA

Happy I could help. And now that your chemical plants are operating around the world, you'll begin the seminars for our scientists?

Diana nods, but seems slightly distracted.

KRISTINA (CONT'D)

...If I may ask, is something wrong?

DIANA

Plants in India and Russia have been damaged by regional squabbles. That factional conflict and terrorism saddens me: such a waste of energy.

KRISTINA

Welcome to Earth. But you must be pleased with the overall progress.

DIANA

(draws a breath, refocuses)
Mmm. I'm also very pleased with you, Kristina. Of all the journalists we've met, my people are most comfortable with you... And so am I.

She TOUCHES Kristina's shoulder and LETS HER HAND TRACE ACROSS IT as she passes behind Kristina, who senses the SEXUAL VIBE.

KRISTINA

Well...that's quite a compliment.

DIANA

My research shows your people also have great confidence in you. You're trusted, respected... attractive...
(their eyes hold)
Qualities which would be essential in our *Official Spokeswoman*.

EXT. CHEMICAL PLANT - CRYOGENIC SECTION -- DAY - A VALVE

vents SUPERCOOLED GASSES, HISSING LOUDLY. Hard hats are doing heavy-duty work amid the huge pressure tanks and massive plumbing. Visitor Steven is checking high-tech readouts.

(CONTINUED)

CONTINUED:

STEVEN

No, the pressure's still unbalanced.
The inner seal must be venting. Send
someone down inside to check it.

He spots Willy wandering with his piece of equipment.

STEVEN (CONT'D)

Hey. Are you William?
(off his nod)
Where have you been?

WILLY

I was just.

STEVEN

Just? Just what?

WILLY

Not know where to go. Just.

STEVEN

You mean "lost," you idiot.

WILLY

Sorry. English bad to me. Learn
Italian for to go there.

STEVEN

Well, get up to the third level.
You'll be working with that man.

Willy sees surly, bigoted CALEB -- glowering down at him.

INT. QUINTEN'S ANTHROPOLOGY OFFICE -- DAY

Robert Maxwell is sitting there, frowning, on a phone.

ROBERT

No, I haven't seen Quinten all day.
...I can't tell what he was working
on. There's nothing on his desk. And
his hard drive was erased. ...What?
Are you sure it's his car?

INT. ANTHROPOLOGY UNDERGROUND PARKING - DAY - QUINTEN'S CAR

looms ominously in the foreground. Robert approaches, finds
Quinten's PIPE on the pavement. Robert opens the SUV. It's
empty. Key in the ignition. He's puzzled, SMELLS something.

There is a small area BLACKENED and CHARRED on the dashboard.
The vinyl has been BURNED. There are traces of BLOOD.

INT. KRISTINA'S L.A. FLAT -- NIGHT - KRISTINA & MIKE

are NAKED and deeply into SEXUAL FOREPLAY as Mike frowns...

MIKE

"Press Secretary?"

KRISTINA

(between deep kisses)

You like "Spokeswoman" better?

MIKE

No. Why would you compromise your objectivity by sucking up to--

KRISTINA

I'm not sucking up to anybody! It's a perfect opportunity to get really inside stuff. *Vanity Fair* will be all over me. -- I'm going to stay objective, Mike, I can--

MIKE

Diana's got a thing for you, y'know.

KRISTINA

(an uneasy laugh)

What?! No. What are you--?

He stares at her. She rises to an elbow. Her lovely, Latin, NUDE BODY comfortably close to his. She ponders an idea...

KRISTINA (CONT'D)

I can probably bring you on board.
(off his silence)
...I'd like to think I have your support in this, Mike.

He is silent. She finally rises. Mike watches her walk away.

EXT. CHEMICAL PLANT - CRYOGENIC SECTION -- DAY

AN EXPLOSION of supercooled GASSES! Visitor & human WORKERS are BLOWN BACKWARDS! There are ALARMS & SHOUTS of panic!

HIGH-VELOCITY GAS SURGES from a hatch! Visitor WILLY rushes up with hard hat HANK to help the fallen. They must SHOUT:

WILLY

Where is Caleb?!

HANK

Down in there! The liquid nitro blew out! There's no way to get past it!

(CONTINUED)

CONTINUED:

But Willy runs through the SURGING WHITE GAS into the tank.

HANK (CONT'D)

Willy! -- Stop! *That's suicide!*

Others rush onto the scene, trying to control the ERUPTION.
Visitor Steven runs to help Hank with an injured worker.

HANK (CONT'D)

Willy went in there for Caleb! But
it's 200 below zero! There's no way
a human being could--

Hank stops abruptly as Steven's eyes rivet on him.

THE BILLOWING HATCH - WILLY

emerges with Caleb slung over his shoulder. They are both
covered with FROST, their clothes FROZEN STIFF as boards.
Willy's face is BLISTERED, CRACKED and PEELING.

Everyone rushes to help as Hank looks hard again at Steven.

EXT. SUBURBAN NEIGHBORHOOD -- DAY - DANIEL & VISITOR BRIAN

step out of a SQUAD VEHICLE with several other HUMAN TEENS
in TEAMMATE UNIFORMS: dark blue jeans and baseball cap, light
blue shirts with rank stripes. Daniel is enthused.

BRIAN

It feels good?

DANIEL

Oh, yeah! -- Totally pimpin'!

ACROSS THE STREET - DANIEL'S GRANDFATHER ABRAHAM & RUBY

the feisty 75-year-old woman, are looking at Daniel.

RUBY

Oh, come on, Abe, cut him some slack.

ABRAHAM

But Daniel's been a misfit for years.
Doesn't study, hardly any friends...

RUBY

Then maybe this Teammate group will
help him get his act together. He
just hasn't found his groove yet.

(spotting something)

...Unlike others we could mention.

(CONTINUED)

CONTINUED:

Lean Visitor Steven also disembarked the SQUAD VEHICLE and approaches Eleanor's ELEGANT ESTATE. She greets him with both hands. -- Abraham & Ruby exchange a knowing glance.

EXT. MONROVIA, CALIFORNIA -- DAY - A SQUAD VEHICLE

CRUISES over the treetops of the small town outside L.A.

INT. SQUAD VEHICLE -- DAY - MIKE IS IN THE PILOT SEAT

Blond Visitor Martin leans over his shoulder, friendly.

MARTIN

That's it, Mike. You've got the knack.

MIKE

(smiling back)

Well, I've had a great instructor.

EXT. SEAN'S HOUSE -- DAY - A SQUAD VEHICLE - CLOSE

Revealed to be A TOY MODEL when Sean Donovan's 10-year-old face looms up from behind wearing his trademark DODGERS CAP. He's playing with his skinny friend JOSH, 12.

They both hear a real SQUAD VEHICLE inbound. The CRAFT EASES DOWN amid the leafy trees onto Sean's street. Mike emerges.

SEAN

Dad! Dad!

MIKE

Hey, kiddo. -- Hi Josh.

SEAN

Can we go in it?!

MIKE

No, Martin's on a mission.

SEAN

That's so cool!

They wave to Martin as he lifts off the SQUAD VEHICLE.

MIKE

Looks like you guys got your own.

JOSH

(proud of his toy)
Yeah.

SEAN

He's got the action figures, too! John and Diana, see?!

MIKE

(examining Diana)
...Wonder if they get a royalty?

(CONTINUED)

CONTINUED:

SEAN

And Josh got the *Play Station* game!
Can I get 'em, Dad? Mom said we didn't
have enough money, but...

MIKE

I'll talk to her. But meantime...

He reveals a SMALL NARROW CRYSTAL. His ex-wife MARJORIE has
appeared on the porch of the modest house. She sees, sighs.

JOSH

Cool.

SEAN

What is it?

MIKE

I found it on the floor of a shuttle.

SEAN

Guy! Check it out!

JOSH

Real Visitor stuff!?

MARJORIE

Pizza's ready, guys.

SEAN

Okay. Lookit, Mom! It's from a Squad--

MARJORIE

Your lunch is getting cold, Sean.

Sean feels her icicles. He looks back sadly at Mike who nods
for him to go on in. Then Mike looks at Marjorie who sighs.

MIKE

What's the matter, Margie?

MARJORIE

Nothing much. Except it's a little
tough to compete with someone who
lands spaceships in the front yard.

MIKE

It's just part of my work, Marge.

MARJORIE

(near tears)

But what the hell am I supposed to
do? Sprout wings and whisk him off
to Neverland? How can I possibly
compete? ...With pizza?

She retreats into the house. Mike hurts for all of them.

INT. BIOMEDICAL LAB -- NIGHT - LAB TECH MARY

Works at the electron microscope, making notes. A TV is on...

NEWSWOMAN

...Police say that the mysterious disappearance of anthropologist Quinten King may be a kidnaping, but no ransom demands have been made.

The CAMERA SLOWLY PUSHES TOWARD the WEB CAM atop Mary's computer. It's WATCHING HER.

EXT. MARY'S APARTMENT -- NIGHT - JULIE'S HONDA HYBRID

Slows to a stop on an urban residential street.

JULIE (V.O.)

You got a Visitor tissue sample!?

INT. JULIE'S HONDA -- NIGHT - MARY IN THE PASSENGER SEAT

MARY

When they brought that half-frozen man to the E.R. there were flakes of skin from the Visitor who saved him.

JULIE

Whoa. Dr. Getz will be amazed.

RUBY

...Well...maybe. ...Night, Julie.

JULIE

Mary. ...I think you love him, don't you? ...Does he know?

MARY

I'm just a piece of old lab equipment.

JULIE

(her hand on Mary's)
Yeah? Well, I'll make him realize Nobel's not the only prize he's got.

Mary smiles at the bright young woman. Nods good-night.

EXT. MARY'S APARTMENT -- NIGHT

She walks toward her door on the dark street, feeling a new optimism. Until she's startled by:

(CONTINUED)

CONTINUED:

A VISITOR

in the shadows. He SHOTS MARY WITH A *FIERY PULSE WEAPON!*

EXT. MAXWELL HOME -- FOGGY NIGHT - ROBIN

paces in her front yard, talking on her cell.

ROBIN

You got the pic I see'd you? Of the
Teammate leader? ...I know! What a
hunk! I'm outside watching for him.

But she's so intent that she hasn't seen handsome young
Visitor Brian approaching tentatively from across the street.

ROBIN (CONT'D)

Could you see his eyes? ...I know!
And he looked at me for a long time,
and not just looking, but real like
meaningful, you know? I think he
likes me but he's just afraid to--

BRIAN

...Pardon me...

Robin JUMPS OUT OF HER SKIN seeing who it is. She turns away
from him and whispers into her cell...

ROBIN

My life is over!

She clicks the phone closed. Turns back. Brian smiles shyly.

BRIAN

I'm...really sorry I startled you.

ROBIN

Oh. No. You. No. It's okay.

BRIAN

...I'm Brian.

ROBIN

Right. Uh...Robin.

BRIAN

Hi...

(draws a breath)

...Sorry, I'm just kind of nervous.

ROBIN

(mutters)

You are? -- Wait. You are?!

(CONTINUED)

CONTINUED:

BRIAN

Sure. It's not everyday I meet someone from another planet.

ROBIN

God, I never thought of it like that. It must be just as weird for you, huh? -- Not that you're weird or--

BRIAN

But I am a little turned around. Which one is Daniel's home?

ROBIN

Oh. It's...around the corner.

BRIAN

...Would you...like to show me?

ROBIN

...I guess.

She hides elation as they walk. Both feel nervous and awkward.

BRIAN

Have you seen that music video about us Visitors? Made by that candy man?

ROBIN

Candy...? Oh, *Eminem*? Yeah. I hope you weren't like offended by it or--

BRIAN

No no, it made me laugh.

They smile at each other and walk on, talking. Just two kids.

EXT. CHEMICAL PLANT - CRYOGENIC SECTION CATWALK -- DAY

Caleb, with his HANDS BANDAGED, works on an insulated pipe as Willy joins him. Caleb feels awkward.

WILLY

You are fun?
(off Caleb's frown)
Felling better. Feeling fun.

CALEB

You mean "fine?" Yeah. Look. Thanks for pulling me outta there, okay?
...Sorry I called you a dumb alien.

Willy shrugs with a vulnerable smile. Caleb holds up his hand for a high-five. Willy's confused. Caleb shows him.

(CONTINUED)

CONTINUED:

CALEB (CONT'D)

No, no...like this, man. There y'go.

INT. RUBY'S HOUSE -- NIGHT - RUBY WATCHING CNN'S 360 ON TV

ANDERSON COOPER

An amazing story is breaking tonight:
The Department of Homeland Security
and governments around the world,
using information gathered from the
Internet by the Visitors' advanced
surveillance technology, have launched
*a coordinated global assault on all
radical extremists.*

INT. BERNSTEIN HOUSE -- NIGHT - STANLEY & ABRAHAM

Their big TV shows POLICE and MILITARY UNITS BREAKING DOWN
DOORS, SHATTERING WINDOWS. *Dark memories stir in old Abraham.*

STANLEY

Lynn? Come in here and
look at this! It's
wonderful!

ANDERSON COOPER (V.O.)

In a stunning purge,
virtually all terrorist
groups from Indonesia to
Afghanistan to the Mid-East
have been hit hard.

INT. VIDEO REPAIR ROOM -- NIGHT - MIKE & TONY

TIRED and SWEATY from having been in the action, are also
watching the CNN 360 report as SKINHEADS are ARRESTED.

TONY

Man, it was rough out
there tonight.

ANDERSON COOPER (V.O.)

...Most have had all their
leaders captured...

Tony's cell RINGS, he checks the caller I.D.

TONY

It's Hong Kong. Hello?
(in Mandarin)
[Yes. ...They what?]

ANDERSON COOPER (V.O.)

...Even white supremacists
across the U.S. -- Also in
strife-torn Africa...

TONY

Mike, they busted my cousins. They're
not Goddamn terrorists!

MIKE

Neither is he.

He's pointing at the screen showing the BLACK LEADER of the
AFRICAN FREEDOM FIGHTERS being brutally shoved to his knees
by harsh BLACK TROOPS. -- Mike and Tony are very concerned.

INT. JULIE'S HOSPITAL -- DAY - JULIE

approaches Ben and several others gathering at a TV.

JULIE

What is it?

BEN

I think the other shoe just dropped.

NEWSMAN

While searching out the terrorists,
the startling discovery was made.
Nobel winner Dr. Morris Jankowski of
the Brussels Biomedical Institute
confirmed today that there is a
*conspiracy against the Visitors among
Earth's scientific community!*

Julie and Ben are curious watching erudite JANKOWSKI, 65,
sit before a bouquet of mikes with camera STROBES FLASHING.

JANKOWSKI

Two weeks ago I received a call about
"urgent confidential matters" from
Dr. Rudolph Getz in Los Angeles.

A PHOTO of DR. GETZ is briefly shown. Julie & Ted are stunned.

JANKOWSKI (CONT'D)

Several of my colleagues have also
been approached by other scientists
from many nations who apparently are
part of this insidious conspiracy.

Overlapping SHOUTS come from REPORTERS: "What sort of
conspiracy?" "What are their plans?" "Who are they?"

JANKOWSKI (CONT'D)

Their plan was to seize control of
several of the Visitor Motherships.
Getz and others tried to convince me
it was to "protect" us, to keep such
advanced power from Earth's military.
But I am convinced that their
motivation was by far more personal.

INT. VIDEO REPAIR ROOM -- DAY - MIKE & TONY

are watching their monitor as Jankowski signs a paper.

(CONTINUED)

CONTINUED:

NEWSMAN (V.O.)

Then Jankowski signed his statement, naming those he claims tried to bring him into the conspiracy.

Something about Jankowski's action causes Tony to frown.

INT. SANCHO'S APARTMENT -- NIGHT

The Mexican gardener and family watch the TV intently.

NEWSMAN 2

As word spread of Jankowski's statement, the international scope revealed itself. Scores of scientists around the world said that they had been approached.

INT. A GARAGE - NIGHT - STREET BROTHER ELIAS

is bagging METH as he glances at a small TV. A vital, FIFTY-ISH WOMAN surrounded by REPORTERS signs a statement.

NEWSMAN 3 (V.O.)

Many, like Nobel Laureate Dr. Norma Duvivier, top French biochemist, confessed to involvement. She named more conspirators, including the heads of the U.S. National Institutes of Health, Centers for Disease Control--

ELIAS

Fuckin' scientists. Think your king shit, huh?

INT. BIOMEDICAL LAB -- DAY - DR. GETZ

is furious as he watches FBI AGENTS, accompanied by two Visitors open FILES in his office. Worried Julie is nearby.

DR. GETZ

You didn't need a search warrant. I have absolutely nothing to hide.

An FBI woman wearing LATEX GLOVES is looking in a file cabinet and discovers a FLASH DRIVE taped up inside. Getz frowns.

DR. GETZ (CONT'D)

...What's that? That's not mine.
...I don't know how it got there.

Julie watches with concern as Dr. Getz is taken INTO CUSTODY.

INT. MAXWELL HOME -- NIGHT - ROBERT & KATHLEEN WATCH TV

NEWSMAN
 Many scientists,
 particularly in
 biomedical and computer
 fields, have simply
 vanished. Which lends
 credence to the charges
 leveled against them.

KATHLEEN
 No word on Quinten?

ROBERT
 No. And a dozen others are
 gone from UCLA. The police
 don't have a clue. ...What
 the hell is happening?

NEWSMAN
 The Visitors' Press Secretary Kristina
 Lopez had this to say...

KRISTINA
 Our friends from Sirius were shocked
 and saddened by this conspiracy.
 Benefits they plan to share with us
 could be compromised. Seminars for
 scientists must now be postponed.

INT. BERNSTEIN HOME - NIGHT - LYNN, STANLEY & ABRAHAM WATCH:

NEWSMAN 2
 The U.N. has agreed to Visitor
 requests for all scientist families
 to register their whereabouts.

Old Abraham looks sharply at the TV. *Getting angry.*

EXT. SUBURBAN NEIGHBORHOOD -- DAY - RUBY & ANGRY ABRAHAM

RUBY
 Don't flip out, Abe. Nothing's going
 to happen to your family. They're
 not scientists or--

ABRAHAM
 Ruby, you don't understand where
registration can lead!

RUBY
 Abraham, you don't live in Warsaw
 anymore. This isn't the same as then.

But his concerns aren't quelled as a SQUAD VEHICLE PASSES
 OMINOUSLY OVERHEAD and smiling Daniel, among several human
 TEAMMATES, MARCHES ALONG smartly IN STEP with Visitor Brian.

INT. JULIE'S OCEANSIDE CONDO -- NIGHT - HER BOYFRIEND DENNY
 is in an angry mood, struggling to remove a DISINTEGRATING
 CORK from a wine bottle. On the TV:

(CONTINUED)

CONTINUED:

NEWSWOMAN

Senator Raymond Burke had further developments...

The natty BOSTONIAN SENATOR is surrounded by MEDIA REPORTERS.

SENATOR BURKE

Authorities have discovered that revolutionary new cancer treatments have existed for some time! Along with other breakthroughs our Sci friends haven't shared with us.

SHOUTS of "Why?" "Why would they do that?"

SENATOR BURKE (CONT'D)

Well, there's a lot of money to be made on research grants, isn't there?

Julie bustles in the front door peeling off her lab coat.

JULIE

Sorry I'm late. Dr. Getz's lawyer needed some files. Mary has disappeared completely. I'll hurry and get--

NEWSWOMAN

A groundswell of resentment is building around the world. In Stockholm where Nobel Prizes are awarded, angry demonstrators were--

DENNY

(slaps off the TV)
Don't bother. They canceled dinner. And I'm losing their account.

JULIE

Losing it?! Why do you think that?

DENNY

Because the sounded...too polite.

JULIE

But why would they just suddenly--
(looks at her lab coat)
...Do you think it's because of me?
They know I'm in science...

DENNY

...No. ...How could it be you?

He tosses back his wine, looks away as she gazes at him. An uncomfortable moment for Julie -- that Denny doesn't assuage.

INT. VIDEO EDIT BAY -- NIGHT - A MONITOR SHOWS JANKOWSKI

In a REPLAY, signing his damning statement.

(CONTINUED)

CONTINUED:

TONY

Something was bugging me...remember when I got him to sign a book last year? Look: he used his *right hand*.

Tony runs a VIDEO on a SECOND MONITOR showing Jankowski standing beside Tony and AUTOGRAPHING a book.

MIKE

And yesterday he used his left hand. So? He's ambidextrous.

TONY

No. And neither are any of the other scientists who signed confessions. Up until last week they were *all* right-handed. Except for Duvivier: she used to be left-handed...now she's *right-handed*.

Mike meets Tony's eyes, feeling a chill.

EXT. THE NEIGHBORHOOD SIDEWALK -- NIGHT - BRIAN & ROBIN WALK

Slowly. Very close to each other. Looking at THE STARRY SKY.

ROBIN

...Brian...what's it like out there?

BRIAN

...Magnificent. ...But lonely. ...That is, it *used* to be.

He TAKES HER HAND. Robin's breathing grows more shallow. They stop in a shadowy spot. Robin leans closer.

ROBIN

...I should join The Teammates, huh?

Brian nods lovingly, about to kiss her, unaware that Daniel in his Teammate uniform was been approaching, *jealously*.

DANIEL

Hey, Robin. ...Sir. How's it going?

Brian nods a greeting, but is as disappointed as Robin.

BRIAN

Fine, Daniel. We've got a new recruit.

DANIEL

But I heard you couldn't be a Teammate if you came from a Sci family.

(CONTINUED)

CONTINUED:

Robin feels Brian's surprised glance. She wants to crawl under a rock. She walks on as Brian watches her, conflicted.

DANIEL (CONT'D)

Oh. Sorry, sir. ...You didn't know?

EXT. CHEMICAL PLANT -- NIGHT

Its myriad lights are reflected in the broad CHANNEL OF WATER beside it. Mike & Tony move among the pipes, stealthily.

A LARGE VISITOR TANKER CRAFT IN THE DISTANCE

Nearly 100 feet long. VISITOR TECHNICIANS oversee the transfer of their STEAMY CHEMICAL from plant storage into the tanker.

TONY

(whispers to Mike)

How we ever gonna sneak aboard?

MIKE

We snuck into The Pentagon didn't we?

TONY

And nearly went to Leavenworth.

MIKE

We've got to learn what's going on.

Tony watches nervously as the Visitors board. The REAR HATCH begins to CLOSE. Mike is up and running. But Tony STUMBLES.

Mike jumps in the CLOSING HATCH, grabs for Tony, who is trying to scramble in, but can't. Tony has to drop off and dash back out of the way as the big tanker LIFTS OFF.

TONY

...Shit!

EXT. LOS ANGELES -- NIGHT - ANGLE ACROSS THE MOTHERSHIP

which dwarfs the tiny SQUAD VEHICLES flying in and out like bees. Even the 100-foot TANKER looks minuscule by comparison.

INT. THE TANKER -- NIGHT - MIKE AMID SOME CARGO

staying low, in hiding.

INT. HANGAR BAY - THE TANKER

maneuvers toward a landing bay as SEVERAL OTHER TANKERS emerge from other YAWNING BAY DOORS. This is a GRANDIOSE OPERATION.

(CONTINUED)

CONTINUED:

THE TANKER - CLOSER - GLIDES INTO THE HANGAR BAY

over BLINKING LANDING LIGHTS & settles down. The hangar towers 20 stories above, with other TANKERS LANDING OR DEPARTING. As the rear hatch opens, Mike peers out, times his exit and quickly disembarks, hiding amid storage containers to regroup.

Mike sees VISITOR TECHS attach INSULATED HOSES to the tanker. An ASIAN FEMALE VISITOR, steps from the ship, grumbling:

ASIAN FEMALE VISITOR

What a pain, hauling this chemical up here -- just to dump it out.

Mike watches, puzzled, and records with his MINI DV CAM as the Techs channel the chemical into a pipe. A VID PANEL shows a GRAPHIC of THE CHEMICAL FLOWING THROUGH PIPES to...

EXT. MOTHERSHIP -- NIGHT - THE CHEMICAL - INTERCUT

spills through a flush valve and DISSIPATES into the air.

Mike is trying to figure out why they've done this when Visitor Techs head his way. He ducks deeper behind the equipment, spots a PARTICULAR HATCH and slips inside.

INT. SHADOWY SERVICE SHAFT - MIKE

It's four feet in diameter with myriad pipes & FIBER-OPTIC CABLES FLICKERING as data whips through them. A STEADY BREEZE indicates it's also for ventilation. Mike moves through it.

He reaches an INTERSECTION where the shaft branches out horizontally & vertically, disappearing into the distance, MILES IN BOTH DIRECTIONS. He looks through A GRATING, sees:

INT. MOTHERSHIP CORRIDOR - TWO VISITORS - INTERCUT

One unlocks a YELLOW HATCH with a NARROW CRYSTAL (like the "souvenir" Mike gave Sean).

Then Mike moves on. Through another grating he sees:

INT. MOTHERSHIP BEDCHAMBER - FEMALE VISITORS - INTERCUT

are at rest, some NUDE. Built into one wall are SMALL GLASS CAGES holding small animals, MICE, FROGS, GUINEA PIGS.

Two women play a 3D HOLOGRAPHIC GAME. Mike continues on.

ANOTHER INTERSECTION - MIKE CLIMBS DOWN FROM ABOVE

He hears familiar VOICES ahead and comes to peer carefully through a grating. He has found...

INT. A SMALL CONFERENCE CHAMBER - DIANA & STEVEN - INTERCUT
are talking privately. Diana takes a RAT from one of the
built-in cages. Mike quietly starts RECORDING DV.

STEVEN
John said that Our Leader was very
pleased with your *conversion process*.

DIANA
Yes, but you know how impatient Our
Dear Leader can be.

STEVEN
Even with you?
(she glances sharply)
...I only meant...that given the...
intimate relationship you two share...

DIANA
Steven... Be very careful.

STEVEN
I...just hate to see you distressed.

Mike is frustrated as Diana crosses momentarily OUT of his
vision. When she returns the rat is not in her hand.

DIANA
Our Leader doesn't understand that
my conversion process is very limited.

STEVEN
But when it *does* work as with
Jankowski, Duvivier and the others,
it's truly remarkable. They actually
believe the "conspiracy" exists.
That they were part of it.

DIANA
Well, the evidence we planted
reinforces their beliefs.

Mike reacts as Steven walks toward the wall with the cages.

STEVEN
The operation is working perfectly.
The scientific community is being
ostracized, disorganized worldwide.

DIANA
So naturally Our Leader then says
why not just convert *all* the humans?
(MORE)

(CONTINUED)

CONTINUED:

DIANA (CONT'D)

...But their will is much stronger
than we anticipated.

Steven turns away. Takes a WHITE MOUSE from a cage.

DIANA (CONT'D)

I'll continue to refine the process...

With his back still to Mike's DV CAM, Steven brings the mouse close to his face, apparently examining it.

STEVEN

And you'll succeed, I know.

He turns to her and Mike sees the HINDQUARTERS and WIGGLING TAIL of the mouse -- *PROTRUDING FROM STEVEN'S MOUTH!*

Mike watches wide-eyed and RECORDS Steven tossing his head back with a bizarre staccato motion *SWALLOWING THE RODENT!*

DIANA

We must perfect the most efficient
methods to use against them.

She reaches into a cage and withdraws a BABY RABBIT.

STEVEN

Our Leader chose wisely, Diana.
There's certainly no one who can do
a better job than you.

She raises the rabbit in a mock toast as Mike zooms in...

CLOSE ON DIANA

Her mouth opens wider and WIDER until her JAW DISLOCATES with a HORRIFIC SNAP -- *STRETCHING WIDE ENOUGH* to take the ENTIRE, WIGGLING RABBIT into her mouth! -- Then her THROAT SWELLS GROTESQUELY to twice its normal size as the living animal *SLIDES DOWN HER GULLET!*

MIKE - CLOSE - INTERCUT

Staggered! He backs away breathing fast, mouth dry, as Diana and Steven leave the chamber chatting casually. Mike is shaky, trying to get his mind around THE HORROR he's just seen.

Then he hurries onward in the service shaft, coming to another grating, looks through it & aims his DV CAM in to focus on:

INT. A SMALL SLEEPING CHAMBER - NIGHT - A BIG MALE VISITOR

is at a mirror removing a contact lens. He puts it in a container. Mike ZOOMS IN. It's the FULL ORB of A HUMAN EYE!

Then Mike glimpses the Visitor's face in the mirror -- and sees that his REAL EYES are COMPLETELY RED! With a VERTICAL YELLOW IRIS! -- FRIGHTENINGLY DEMONIC!

The Visitor suddenly spots Mike IN THE MIRROR!

He spins with a ROAR, RIPS THE GRATING OFF, drags Mike into the chamber and SLAMS HIM against a wall! Mike's DV CAM falls sideways onto a bunk. -- They FIGHT VICIOUSLY!

Mike struggles with the Visitor, whose TONGUE suddenly LASHES OUT 18 INCHES, BURNING Mike's cheek with ACID! -- Then he slings Mike like a rag doll to SMASH into the opposite wall!

Mike slumps to the floor, BLEEDING. The Visitor drops on top of Mike and the TONGUE again LASHES OUT, but this time WRAPS ENTIRELY AROUND MIKE'S NECK AND TIGHTENS!

Mike CLAWS at the Visitor's face -- his fingernails DIG IN -- and BREAK THE SKIN! -- It begins to TEAR! And reveals THE HIDEOUS TRUTH BENEATH: -- INHUMAN, SLIMY, SCALY SKIN!

Mike goes wide-eyed in terror! Fighting for his life, he twists the monstrous face, with it's HUMAN "SKIN" DANGLING, toward his DV CAM on the bunk. Then, nearly strangled by the CONSTRICTING TONGUE, Mike KNEES the Visitor HARD IN THE GROIN.

The Visitor bellows with STARTLED RAGE! -- A SCALY, LEATHERY COWL FLARES OUT AROUND HIS NECK! There are NEEDLE-SHARP BONES along the edge which he swipes at Mike, SLASHING Mike's cheek!

But Mike has broken free, he grabs the DV CAM and SLAMS IT hard against the Visitor's HORNED TEMPLE, knocking him down long enough to dive back into the service shaft and RUN!

INT. MOTHERSHIP HANGAR BAY -- NIGHT - BLOODIED MIKE

appears at the shaft's hatch. He hears ALARMS SOUNDING. He spots the ASIAN-LOOKING FEMALE VISITOR SHOUTING to another:

ASIAN FEMALE VISITOR

I'm so tired of all these stupid drills. Let's go before we have to sit through another one!

They hurry up the tanker's front ramp as it begins to close. Mike dashes for the rear ramp & barely manages to JUMP ABOARD.

INT. TV CONTROL ROOM -- NIGHT - SHOUTING PEOPLE OVERLAP

preparing for an EMERGENCY TELECAST. They all wear headsets.

DIRECTOR
We got a hot one! Camera
one & two get off your
charts and on the set.
Where're the lights?

TECH DIRECTOR
They're coming up.

DIRECTOR
Where's the cameraman?
What's his name?

TECH DIRECTOR
We're feeding bars &
tone right now. You
got it?

ASST. DIRECTOR
Hello New York. This is
L.A. - You got me, Burt?
Okay, we're gonna do an
interrupt. Full network.
Mike Donovan's got a tape
that's supposed to knock
our socks off. No, I haven't
seen it.

(to the director)
-- Mike Donovan --
(into headset)
Just the bureau chief, our
anchor and one guy in VTR.
(keys a switch)
Stand by that special vid.

INT. TV VTR ROOM -- NIGHT - TONY AMID DV MACHINES HITS A KEY

TONY
We're ready here.

INT. TV NEWS STUDIO -- NIGHT - THE NEWS ANCHOR & MIKE

still BLOODIED & BATTERED, sweep past the hustling crew and
onto the news set. The Director's voice comes over the P.A.:

DIRECTOR
Get lavs on them quick.
I want 'em double-miked.

NEWS ANCHOR
But why'd they just dump
the chemical out?

MIKE
That's a good fucking question.

They take their seats, an AUDIO TECH puts on lavaliers.

INT. TV CONTROL ROOM - THE WALL OF 20 MONITORS

shows the Anchor, Mike, the current ON-AIR feed, etc.

DIRECTOR
Two start wide. Three
to Charlie. One tighter
on Mike. Ouch. Let's
get a doctor for him.

ASST. DIRECTOR
Ten seconds -- quiet on
the line, God dammit! You're
breaking up a little, Burt.
Five seconds...four...

The screen labeled "NETWORK" shows a football game.

(CONTINUED)

CONTINUED:

<p>ASST. DIRECTOR (CONT'D) ...Three...two...</p>	<p>DIRECTOR New York, bring up your slide -- announce.</p>
--	--

The NETWORK monitor switches to a "BULLETIN" slide.

<p>ANNOUNCER'S VOICE We interrupt this program for a special bulletin from Los Angeles.</p>	<p>DIRECTOR Stand by...coming to three...and...take three... cue Charlie...</p>
---	---

The anchorman's face appears on the NETWORK MONITOR.

NEWS ANCHOR

An astonishing occurrence has just
taken place aboard the Visitor
flagship over Los Angeles...

The NETWORK PICTURE suddenly switches to VIDEO NOISE.

<p>DIRECTOR Hey! What the hell!? (keys a switch) Hang on Charlie, we've lost our line.</p>	<p>ASST. DIRECTOR Hello, New York? What's wrong back there? Are you still getting us? Hello? -- Burt, do you copy? -- What?!</p>
--	--

ASST. DIRECTOR (CONT'D)

Someone pulled the satellites out
from under us! -- The whole damn
network's off the air!

TECH DIRECTOR

And so are the others. Look.

Monitors labeled ABC, CNN, etc. have only VIDEO WHITE NOISE.

ASST. DIRECTOR

What, Burt?...Now I've lost New York.

They all sit in stunned silence. Then the VISITOR SYMBOL appears on ALL THE NETWORK SCREENS. Followed by A PODIUM set against a dark background...Visitor Commander John steps in.

JOHN

My friends throughout the world...
First, I must thank the leaders of
each of your countries, who have
graciously turned over all their
broadcasting facilities to us. They
agree it will help avoid confusion
in this crisis.

Mike and everyone in the studio react, INTERCUT with...

INT. MAXWELL HOME - ROBERT, KATHLEEN & POLLY WATCH THEIR TV

JOHN

I am very grieved to say that there has been a carefully coordinated, quite violent attempt by the conspiracy of scientists to commandeer control of our facilities at key locations around the world.

ROBERT

...I don't believe it.

INT. DUPRES ESTATE - ON THEIR PLASMA: JOHN'S BROADCAST

as it switches from John to show A CHEMICAL PLANT IN FLAMES.

JOHN (V.O.)

These scenes are from Rio De Janeiro, Tokyo and Cairo where our plants came under furious attack by scientists turned terrorists. At least two dozen other plants suffered similar assaults.

ARTHUR

(on a phone)
This is Du Pres. Have we been hit?...
(shakes his head)

ELEANOR

Thank God! Damn *scientists!*

INT. THE HOSPITAL -- NIGHT - BEN & OTHERS WATCH - INTERCUT

JOHN

Rather than wait for our seminars, they attempted to infiltrate and disrupt Visitor communication and infrastructure. They created an operational instability -- and one terrible result was this in Siberia...

An IMAGE appears of a huge MOTHERSHIP listing OUT OF CONTROL and *PLOWING INTO A MOUNTAIN RANGE with HORRIFIC EXPLOSIONS!*

JOHN (CONT'D)

In this act of terrorism alone, twenty thousand Visitor lives were lost.

INT. MOTHERSHIP - DIANA'S INNER SANCTUM - A SCREEN

shows the CARNAGE as Diana watches. With the faintest smile.

INT. JULIE'S OCEANSIDE CONDO - ON TV: TERRIBLE DESTRUCTION

FIRES and EXPLOSIONS continue. EMERGENCY TEAMS aid WOUNDED and DYING VISITORS & DISMEMBERED HUMANS. Julie is dumbstruck.

(CONTINUED)

CONTINUED:

JULIE
I don't believe this.

DENNY
...Believe it.

JULIE
(feels his censure)
I'll be at the hospital.

JOHN
The attacks are so
widespread and dangerous
that most civilian members
of your world's governments
have sought our protection,
which we immediately
provided. They're all safe
now, aboard our ships.

INT. SEAN'S HOUSE - SEAN & MARJORIE WATCH JOHN ON TV

JOHN
I'm also very sorry to report that
Mike Donovan of the United States...
(Mike's photo appears)
...has proven to be the most dangerous
terrorist of all...

SEAN
No! That can't be true!

INT. TV VTR ROOM - MIKE'S PHOTO ON THE MONITORS

MIKE
(rushes in, shouts)
Where's my DV?!

TONY
I'm about to clone it.

JOHN (V.O.)
The U.S. government and
the United Nations are
each offering a \$100,000
reward for information
leading to his capture.

SHOUTS & CRASHES in the hall. Tony & Mike see HELMETED VISITOR
SHOCK TROOPS approaching with HEAVY-GAUGE WEAPONRY.

TONY
Mike!

He tosses the DV CASSETTE to Mike who dashes out. Tony crashes
A COMPONENT RACK blocking the door with a FLURRY of SPARKS!

INT. BERNSTEIN HOUSE - THE FAMILY WATCHES JOHN ON THEIR TV

JOHN
Your national leaders have suggested
that at this time a state of *Martial*
Law will be most helpful. We agree.
Local police will work with Visitor
patrols, and we'll ask the help of
our young Teammates as well.

DANIEL
Yes! -- Gotta go.

Always in uniform, Daniel dashes out, totally psyched.

(CONTINUED)

CONTINUED:

JOHN

We anticipate this crisis will pass quickly. ...There will be more announcements soon. In the meantime, my fellow Visitors and I will do our best to see you through it. And maintain control.

The VISITOR SYMBOL replaces John on the TV screen. Lynn seems very shaky. Stanley offers a calming hand.

STANLEY

It'll pass. You heard what he said.

Older, wiser Abraham looks at them for a moment then back at the blank TV screen. He feels *THE TOTALITARIAN FIST* tightening again around his throat -- and the world's.

EXT. DOWNTOWN LOS ANGELES STREET -- DAY - A LARGE POSTER

TEAMMATES are affixing to a wall an IDEALIZED PAINTING of a SMILING VISITOR waving, behind him a MOTHERSHIP over a CITY.

ARMED VISITOR TROOPERS patrol. People pass quietly. One is streetsy Elias. A SQUAD CRAFT GLIDES overhead: *Big Brother*.

KRISTINA (V.O.)

Around the nation and the world, the Visitors are keeping order and making friends. Police and military forces everywhere are *cooperating fully*.

EXT. SUBURBAN NEIGHBORHOOD -- DAY - A SQUAD VEHICLE

Teammates are each being given a Visitor PULSE PISTOL. Daniel loves the feel and heft of THE HIGH-TECH WEAPON in his hand. Brian senses someone looking at him, and turns to see...

ROBIN - ACROSS A PARK - INTERCUT

gazing toward him. He yearns to go to her, but indicates that he can't. She nods, understanding, but unsatisfied.

EXT. HILLY BACK-COUNTRY -- DAY - MIKE & TONY

move stealthily through underbrush, whispering...

MIKE

I wouldn't put it past 'em to *crash* one of their Motherships on purpose.

TONY

Like Hitler burned his own Reichstad headquarters and blamed it on others.

(CONTINUED)

CONTINUED:

Mike nods. They drop behind some foliage, then peer out at...

EXT. AN ARMY BASE ENTRANCE -- DAY - HEAVILY ARMED VISITORS

Patrol, supported by two SQUAD VEHICLES on the ground.
TEAMMATES are turning back cars on both sides of the gate.

MIKE

"The military is cooperating fully."

TONY

Sure: they're all under house arrest.

Sudden GUNFIRE! Mike & Tony duck lower, then see an ARMORED HUMVEE roaring forward, attempting to crash the gate. Atop it a SPECIAL FORCES SOLDIER BLASTS with a .30 CALIBER!

A SQUAD VEHICLE whips in overhead PULSE CANNON FIRING! The Hummer DISINTEGRATES in A BALL OF FLAME and AGONIZED SCREAMS!

Mike & Tony trade a grievous look. *The military is imprisoned.*

EXT. SUBURBAN NEIGHBORHOOD -- DAY - POLLY & ABRAHAM

approach. Abraham pushes her BROKEN BICYCLE. The tomboy is bruised, her nose bleeding, clothes ripped. She carries a box with a BROKEN CHEMICAL APPARATUS. Kathleen runs up.

KATHLEEN

Polly! My God, what happened?!

POLLY

(tough, proud, focused)
Bunch of jerks beat up on me cause I won the Science Fair. Said I was a dirty little Sci slut.

KATHLEEN

What?! -- How many were there?

POLLY

Four. But I got 'em pretty good.

KATHLEEN

What about your teachers--?

POLLY

One saw. And walked the other way.
...Thanks, Mr. Bernstein.

The brave kid pushes her bike away. Kathleen watches tearfully. Abraham's jaw sets angrily. Remembering history.

EXT. NEIGHBORHOOD PARK -- DAY - DANIEL'S TEAMMATE UNIT

heads off on patrol. Brian stands by the hatch, then sees Robin appear quietly from behind the craft. He takes her in, unaware VISITOR STEVEN, leaving Eleanor's house, has noticed.

INT. SQUAD VEHICLE - BRIAN & ROBIN ENTER THROUGH THE HATCH

He LOCKS it. She embraces him, wants more. He returns it, but worries...

BRIAN

This could be very bad. Particularly for you, Robin. I--

She stops him with a KISS, opens her shirt, moves his hands to FEEL HER BARE BREASTS. He responds. When their lips separate, they stay intimately close. She is READY.

BRIAN (CONT'D)

...We shouldn't do this.

ROBIN

Yes we should. I may have to go away.

She PEELS OFF HER SHIRT and dives into ANOTHER DEEP KISS. His resistance is weakening. They grow breathless...

BRIAN

...Robin, you don't understand...

ROBIN

I don't want to leave you. I don't know if I'll ever see you again.

ANOTHER KISS, deeper still. Her hands open his uniform. His body is muscular and HARD with NERVOUS SEXUALITY.

BRIAN

...Robin...No...

ROBIN

...Yes!...

INT. JULIE'S OCEANSIDE CONDO -- DAY - A SUITCASE

is hurriedly packed by Julie. She's scared. Denny sits nearby.

JULIE

I have to go. I don't want you losing any more accounts because of me.

DENNY

C'mon Julie, we don't know for sure--

(CONTINUED)

CONTINUED:

JULIE

(near tears)

No. That's the nasty part. It's so polite. But we know. Don't we?

(hurt by his silence)

Anyway, another biochemist didn't show today. Disappeared like Mary and...and all the others.

DENNY

Maybe she just went away.

JULIE

Shall I stay here then?

She looks desperately at him. He is silent. Her chin trembles.

JULIE (CONT'D)

...Good bye, Denny.

She turns and leaves him staring into empty space.

INT. SQUAD VEHICLE -- DAY - BRIAN ATOP ROBIN - CLOSE

COMPLETELY NAKED in the back of the shuttle, in the midst of INTENSE SEX! Her face is damp with PERSPIRATION. His is NOT. But they both GASP, KISSING deeper as their PASSION BUILDS.

BRIAN'S BACK - ROBIN'S FINGERNAILS DIG INTO HIS SKIN

And the SKIN TEARS SLIGHTLY -- revealing a glimpse of the SLIMY, LEATHERY SCALES UNDERNEATH!

But Robin can't see it. Or how the back of his neck SWELLS and PULSES GROTESQUELY. They are both lost in the throes of EXTREME ECSTASY, GASPING as they CLIMAX TOGETHER.

INT. MAXWELL HOME -- NIGHT - THE FRONT WINDOW

SHATTERS! By a large rock! Polly grabs little Katie!

POLLY

Mom! Dad!

Kathleen & Robert dash into the room, look out the window.

EXT. MAXWELL HOUSE - A GANG OF ROWDIES IN A PICK-UP TRUCK

have started A FIRE on the lawn & SHOUT JEERING HATRED of SCIS! They throw BEER BOTTLES and SCREECH OFF into the night.

INT. BERNSTEIN HOUSE - NIGHT - DANIEL WATCHES KRISTINA ON TV

He's on the floor in his Teammate uniform. Pouring a Scotch.

(CONTINUED)

CONTINUED:

KRISTINA

And there were far fewer violent incidents today. People everywhere are reporting to authorities anyone they suspect might be involved with the conspiracy that caused this...

A REPLAY of the MOTHERSHIP CRASH. Stanley SNAPS OFF the TV.

STANLEY

I'm sick of that replay. And her. Only hearing one side of the news.

DANIEL

The truth's the truth, isn't it?

STANLEY

Then why not let some others say it?

DANIEL

There are other reporters.

STANLEY

Who say the same thing. Almost word for word. -- You've had enough.

He grabs the bottle from Daniel who stares daggers.

LYNN

There are the newspapers, Stanley.

STANLEY

Which say exactly what she says.

He crosses to the desk where Lynn has CORRESPONDENCE spread.

STANLEY (CONT'D)

And look at these bills! The price is up on everything. And today -- to call New York I had to get a *permit!*

LYNN

You always said this would pass.

STANLEY

It better hurry up before we sink.

LYNN

(glancing around)
Where'd Daniel go?

STANLEY

Not to Walmart looking for a job, I'm sure.

(CONTINUED)

CONTINUED:

LYNN

(hushed)
...Be careful what you say.

STANLEY

What? In my own house?

LYNN

But he lives here. And you know he's so involved with *them*. -- I've heard stories...that one of his Teammate friends had informed on her own parents. And they *disappeared*.

STANLEY

...Come on...what's to inform on? We're not Scis, for God's sake. And it's not like I said anything that--

LYNN

You were very critical. Of the TV. The papers. Of *them*. ...Of *him*.

STANLEY

Well, he shouldn't drink, dammit.

LYNN

But that's not *all* you said.

STANLEY

I just said I was tired of hearing--

LYNN

One side of the news. Their side.

STANLEY

(pauses, thinking)
Well, I meant hearing only one opinion -- no, not that...I meant...

He sits slowly beside him, feeling sudden BUTTERFLIES...

STANLEY (CONT'D)

...You don't really think he'd call them, do you?

Daniel slowly re-enters across the room, casually looking at a newspaper. Noticing his parents staring, he stares back.

LYNN

Daniel...Where'd you go?

(CONTINUED)

CONTINUED:

DANIEL
(a long pause)
...To the bathroom?

He sits down, reads the paper. Stanley whispers to Lynn...

STANLEY
...Do you think he's lying?

They stare at their dangerous son. A grandfather clock TICKS.

EXT. MAXWELL HOME -- DAY - KATHLEEN & POLLY

are hurriedly loading their SUV. Robert comes angrily from the house with the final bags. Robin trails him, tearfully.

ROBIN
I don't want to go!

ROBERT
Get in the car.

KATHLEEN
Too many bad things
are happening, Robin.

POLLY
Why don't we stay and fight?

ROBERT
...It's not that easy, Polly.

ROBIN
But Dad is no *conspirator!*

ROBERT
Neither was Quinten or my other
colleagues who were taken.

ROBIN
But all my friends are here!

POLLY
Yeah. Specially the ones in *uniform.*

ROBIN
Shut up, Polly!

ROBERT
Robin. *Get in the fucking
car!*

Her tears spill out as he shoves her inside. Overhead is the MASSIVE MOTHERSHIP. And watching from a nearby yard as Kathleen SPEEDS THEM AWAY is the Mexican gardener, Sancho.

INT. VIDEO REPAIR ROOM -- DAY - TONY ANSWERS A PHONE

TONY
Hey. Is that you, *Uncle Pedro?*

EXT. BROADWAY, LOS ANGELES -- DAY - A PAY PHONE - INTERCUT

MIKE

Uncle? No, it's me-- Listen, the
Navy Base is also locked down and--

TONY

It is you, Uncle! Buenos tardes!
I've had some trouble with the phone.

MIKE

(probes carefully)
...So you're all *tapped* out.

Tony looks around his video room which has been TORN APART.

TONY

Ooo yeah. A lot of repairmen came.
They smelled your cooking all over.
They'd like to get their hands on
your burrito. -- But I like Chinese
food much better, remember?

MIKE

...Chinese? ...Yeah. You bet I do.

TONY

Don't let me keep you standing there.
I'm sure you have to run! Good luck!

A FIERY PULSE BURST SMACKS the building beside Mike! He takes
off running as he hears SHOUTS from TEAMMATES, "There he is!
Headed North! Halt!" etc. More BURSTS FLASH beside him.

SEVERAL TROOPERS ARE IN PURSUIT

firing their PULSE PISTOLS as the give chase. Then...

FROM AROUND THE TOP OF CITY HALL - A VISITOR FIGHTER CRAFT

Smaller, more maneuverable than anything yet seen, it DIVES
SWIFTLY IN, PULSE CANNONS FIRING!

Mike dashes down Hill Street as the PULSE BURSTS BLAST the
pavement, hitting a truck that EXPLODES, BLOWING PEOPLE DOWN.
Mike ducks down a narrow alley, leaping a fence. SIRENS WAIL!
The FIGHTER flashes past in HOT PURSUIT.

EXT. A ROAD BLOCK -- DAY - THE MAXWELL SUV IN TRAFFIC

LAPD and VISITOR SQUAD VEHICLES are stopping cars ahead.

INT. MAXWELL SUV - THE FAMILY - INTERCUT

KATHLEEN
...Yeah, it's another
one.

POLLY
Why do they want to keep
us here?

ROBERT
Easier to find us.

ROBIN
This is crazy. No one will help us.

KATHLEEN
(a sudden thought)
...Someone might.

EXT. A GOOD GUYS VIDEO STORE -- NIGHT - A VISITOR FIGHTER
glides past overhead, its SEARCHLIGHT SWEEPING the street.

INT. GOOD GUYS STORE -- NIGHT - JULIE PEERS OUT THE FRONT
Then moves to a SMALL GROUP in a circle surrounded by BIG
SCREENS, all with an image of KRISTINA and the day's NEWS.
People include curly-haired BRAD, 30, and stocky JOAN, 42.

JULIE
It's okay, they passed by.

BEN
So we've got totalitarian suppression
of the truth. On all the media. And
the Web. -- And Martial Law...

JOAN
They monitor phone calls. Everyone,
especially scientists, are scared--

BRAD
Or disappearing, like my partner and
any other cops who wouldn't go alone
when the Visitors insisted we help
them "maintain order."

BEN
Why have they focused on scientists?

JULIE
They must think we're a threat. That
we might find a way to stop them.

JOAN
But how? They're too powerful.

(CONTINUED)

CONTINUED:

BEN

There's got to be a way.

JULIE

There is.

(they all look at her)

We organize. -- Look, any complex structure starts with individual cells. The cells join with others--

BRAD

That's all lovely in biology, but--

JULIE

Listen, Brad...

(catching herself)

I'm sorry. ...Look, I know we're embryonic. There's only a handful of us here, but we're not the only ones huddled in the dark who want to fight this thing.

BEN

She's right.

JOAN

That's for sure.

JULIE

We've got to *find* the others. Then we all go out and look for even *more*. We need equipment for a lab.

BEN

And a place to put it. A headquarters.

JULIE

And figure out who's *closest* to the Visitors then get them on our side.

JOAN

(re Mike's face on TV)

Like him?

BRAD

Unless he's been set up to sucker us. ...I'll put the word out.

JULIE

Okay. Let's meet here on Thursday. And everybody has to bring at least four other people with them? Agreed?

THE OTHERS

...Agreed.

INT. BERNSTEIN POOL HOUSE -- NIGHT - ABRAHAM

turns on a light, admits the Maxwells. It's dusty, with cobwebbed lawn furniture, a barbecue, etc.

ABRAHAM

Lynn and Stanley only use it for storage. It's not much, but--

ROBIN

Dad, it's gross. There's no way--

ROBERT

It's *fine*, Abraham. I apologize for my daughter's lack of--

ABRAHAM

That's alright. I understand.

STANLEY (O.S.)

I'm not sure I do. Come out, Father.

They turn to see Stanley just outside, staring angry icicles.

EXT. BERNSTEIN POOL HOUSE -- NIGHT - STANLEY & ABRAHAM

ABRAHAM

Their home is being watched.

STANLEY

And so is ours. By Daniel.

ABRAHAM

But they need a place to hide.

STANLEY

Mr. Maxwell is a *scientist*. And now a fugitive. That's *doubly* dangerous.

ABRAHAM

They have to stay.

STANLEY

Oh no they don't.

(to the Maxwells)

I'm sorry, but you'll have to--

ABRAHAM

(boils over)

Stop, Stanley! You will stop!

He is startled to see such fury on his aged father's face.

(CONTINUED)

CONTINUED:

ABRAHAM (CONT'D)

It's time you learned the truth.

STANLEY

...What...truth?

ABRAHAM

Your mother...*Av Shalom*...your mother didn't have a "heart attack" in the boxcar. She made it with me. To the Camp. I can still see her, standing naked in the freezing cold. Her beautiful black hair was gone. They'd shaved her head.

STANLEY

(pale, barely breathing)
...Why have you never told me?

ABRAHAM

So you wouldn't lie in bed at night as I have, thinking about her waving to me as they marched her off with the others to the showers. The showers with no water. ...Perhaps if someone had given us a place to hide... Don't you see, Stanley? We have to help. *Or else we won't have learned a thing.*

He places his hand gently on Stanley's shoulder.

EXT. SOUTH CENTRAL L.A. -- NIGHT - ELIAS & BEN

round a corner past patrolling TEAMMATES. Elias is very cocky.

ELIAS

The great big doctor wants to be my *Apprentice*? What, Donald Trump ain't available?

BEN

You've got contacts on the street.

ELIAS

Damn right I do. But brother Benjamin, ain't you the one who's always puttin' down the streets?

BEN

Yeah, I was. But times have changed.

ELIAS

The streets ain't.
(MORE)

(CONTINUED)

CONTINUED:

ELIAS (CONT'D)

There's just a different man to be
The Man. Fact is the streets is
getting better.

BEN

Black market.

ELIAS

You know how much fresh fruit is
going for? And beef? Shit, I make
more selling hamburgers than meth.

BEN

You can do that all you want, but
some of us are trying to fight this--

ELIAS

Why fight it, man?

BEN

(stopping him)

Elias, it's wrong. I need your help.

ELIAS

Where were you when I needed yours?
Just a little unapproachable. The
Golden Boy.

(lightly)

Man, I must've heard a thousand times:
Why can't you be like Brother
Benjamin? The fuckin' Doctor. ...And
now you need my help?

BEN

...Yes. ...I do.

ELIAS

Gee, I'd sure like to, but I got to
run up to the medical library. Do my
studying. Catch ya later. Brother.

Elias swaggers on up the dark street, leaving Ben alone.

EXT. CHINATOWN -- NIGHT - AN OLD NEON SIGN "AH FONG'S"

Below it, among the shadows, Mike peers out and sees...

TONY APPROACHING FROM DOWN THE STREET - INTERCUT

Mike smiles, is about to step out when he catches Tony's
warning look -- whose glance indicates, "Look behind me."

(CONTINUED)

CONTINUED:

A half-block back Mike sees VISITOR TROOPERS following Tony "nonchalantly." A watchful SQUAD VEHICLE also GLIDES OVER. Mike ducks into the darkness. Stymied, but wheels turning.

EXT. A LOADING DOCK, STAMOS PHARMACEUTICALS -- DAY - BEN

wearing a DELIVERY MAN'S UNIFORM hurriedly pushes a CART with soiled linen into the back of a waiting TRUCK. Julie, wearing a similar uniform, is inside the truck to help.

She flips back the linen to reveal some SCIENTIFIC APPARATUS.

JULIE

Great. The beginning of our lab.

BEN

But I'm not sure they bought my act.

Julie jumps out and climbs into the driver's seat next to Brad. Ben is on the dock, closing the truck when he sees:

Two VISITOR TROOPERS and a COMPANY SECURITY MAN coming. His cover's blown. He pounds the back of the truck!

BEN (CONT'D)

Go, Julie! Punch it!

She looks back and sees Ben dashing away, drawing their FIRE.

BRAD

Come on! We've got to save this gear!

Julie hates it, but RAMS THE TRUCK INTO DRIVE and TAKES OFF.

INT. THE COMPANY - A STAIR WELL -- DAY - BEN

dashes in through a door. He can only go one way. Up.

EXT. L.A. STREET -- DAY - JULIE'S TRUCK

wheels around a corner. She SWERVES through traffic and pulls to the side, jumping out toward her parked HYBRID CONVERTIBLE.

BRAD

What the hell are you doing?!

JULIE

Take the truck! I'm going back for Ben!

She leaps into her Honda, SCREECHES through a tight U-TURN.

EXT. THE WAREHOUSE ROOF -- DAY - BEN

bursts through a doorway, panting hard, hearing the SHOUTS of his pursuers close behind. Ben scrambles across the roof, looking for an escape route as one TROOPER appears and FIRES.

(CONTINUED)

CONTINUED:

PULSE BURSTS SPLATTER off an air vent as Ben ducks past it.

THE PARKING LOT BELOW - JULIE'S CAR

speeds into it. She's searching for Ben, looks up to see:

THE EDGE OF THE ROOF TWO STORIES UP - A FIRE LADDER - BEN

runs for all he's worth and swings out onto it when...

THE TROOPER - CLOSE - INTERCUT

raises his rifle and gets off a clear PULSE SHOT.

It HITS Ben full in the chest, BLASTING HIM BACKWARDS off the ladder! He FALLS FORTY FEET onto a pile of SCRAP METAL.

JULIE

-- Ben!

She SLAMS HER BRAKES, leaps to his aid. He's barely conscious. She struggles with his dead weight, but she's just a slip of a girl. It seems impossible.

BEN

Julie...No...go on...

JULIE

Not without you!

The Trooper appears at the edge of the roof. He aims, FIRES. The FIERY PULSE SMASHES into Julie's RIGHT HIP. The force of it spins her to the pavement with a SCREAM of PAIN.

The Trooper slings his rifle and starts down the ladder.

JULIE'S FACE ON THE OILY PAVEMENT - CLOSE

Fighting shock. Tears of frustrated anger in her eyes. She forces herself -- *drags herself* -- up to pull Ben into the car. Fighting her own WHITE HOT PAIN which threatens to overcome her, it's an act of SHEER WILL. And she does it.

Struggling against her SEARING PAIN, she throws the car into gear. The Trooper is running right at her, raising his rifle. She PLOWS RIGHT OVER HIM and speeds away, BURNING RUBBER.

EXT. ELIAS'S GARAGE - BACK ALLEY -- DAY - ELIAS

sits amid a pile of crates, putting ORANGES into small bags. A nearby CD player kicks out a HOT RHYTHM as Elias RAPS...

ELIAS

"Twenty bucks a bag, ain't no drag.
A little squeeze is sure to please..."

(CONTINUED)

CONTINUED:

He's startled as Julie SKIDS TO A STOP in the alley. She has reclined Ben's seat. Ben looks very bad.

ELIAS (CONT'D)
What the hell, man?!

JULIE
Ben's badly hurt!

ELIAS
What went down?!

JULIE
We were stealing equipment for a lab. The shot him and--

ELIAS
Whoa?! The Doctor? Stealing shit!?
(a nervous laugh)
And shot?! I didn't know you was that serious, man.

Julie leans to attend Ben, flinching from her own SEVERE PAIN. Elias is increasingly sobered...

ELIAS (CONT'D)
...Hey, they got you, too?

JULIE
We've got to stop his bleeding. Get some cloth and--

ELIAS
(hands her some)
Here. Listen, he needs an ambulance.

BEN
...No...no ambulance.
(his breathing shallow)
...We've made...our diagnosis...
haven't we, Doctor?

His fading eyes meet Julie's. She takes his hand tightly. Elias is getting more fearful...

ELIAS
But man, I never thought you'd really try to pull a heist!

BEN
We...did it, though? ...The truck...
did get away...?

Julie nods slowly. Ben smiles faintly back at her. The RAP RHYTHM continues to POUND. Elias is SWEATING now...

(CONTINUED)

CONTINUED:

ELIAS

But look at you, man. You're a fuckin' wreck. You gotta learn how to--

BEN

Elias. ...*Teach Julie...*

Elias glances at Julie. Her look confirms Ben is dying. Elias doesn't know what to do. He rambles nervously...

ELIAS

Yeah, sure, man. ...But now listen here: Do I try *doctoring*?

(pacing, agitated)

Fuck, no. And next time you wanna boost some shit, I'll show you how to do it clean so you don't get-- It's easy, man, like lifting these here oranges. Ain't nothin' to it.

JULIE

(quietly)

...Elias...

ELIAS

(refuses to hear her)

You gotta come to me. We'll take 'em on. You and me, man. The Taylor brothers. We'll kick us some ass!

JULIE

(very softly)

...Elias... He can't hear--

ELIAS

(furious now, shouting)

I'll teach you how to do it right so you won't get messed up again! We'll show 'em, huh? And they'll say "Wooo! What blew through here?!" *The Taylor brothers!* Yeah! The Doctor and...The Doctor and...and...the other one. ...The other one.

JULIE

(touching him gently)

...Elias...

ELIAS

(explodes)

NO!

(CONTINUED)

CONTINUED:

He SMASHES the CD player. There is sudden SILENCE. With tears of agony, Elias stands, trembling. He turns slowly toward his motionless brother.

ELIAS (CONT'D)

The "other one" could die. He ain't nothin'. But not the *Doctor*. He can't fuckin' die. The other brother sure... but not the...Ben. ...Not...Ben. ...Aw dammit...Ben.

Elias leans down, presses his cheek against Ben's, holds his brother close and tightly, completely overcome.

JULIE - CLOSE

Her head is bowed, touching theirs. Then, fighting her own intense pain, she slowly raises her tearful eyes toward the future -- *resolving that somehow The Resistance must triumph*.

EXT. SUBURBAN STREET -- DAY - AN IDEALIZED VISITOR POSTER

The smiling Visitor's face is being SPRAY-PAINTED with a MOUSTACHE. YOUNG TEEN-AGE KIDS are LAUGHING as they do it. Suddenly the PAINTER'S WRIST is GRABBED by A STRONG OLD HAND.

ABRAHAM

-- No!

The kids are startled to see the old Jewish man standing with Ruby and looking sternly at them. Then his eyes narrow:

ABRAHAM (CONT'D)

...If you are going to do it... Do it *right*. -- I'll show you.

He takes the kid's hand holding the spray can and guides the boy to spray across the poster -- a large, blood-red V.

ABRAHAM (CONT'D)

You understand? ...For Victory!

He thrusts the can of paint back into their hands and with all the considerable force of his years he COMMANDS THEM:

ABRAHAM (CONT'D)

Go...tell...your...friends!

As Abraham walks on with fiery determination, the young people look after him in amazement. Then they look back at the stirring new symbol he has given them.

INT. BERNSTEIN HOUSE -- NIGHT - THE FRONT DOOR - DANIEL

enters in his Teammate UNIFORM & PULSE PISTOL. He drinks from a CHAMPAGNE BOTTLE. He's tipsy, confused by seeing:

ROBIN - STANDING IN THE DARK AT A RAINY WINDOW

DANIEL

...Robin? ...Why're you--?

ROBIN

I know I'm not supposed to be in here, but they're all asleep and I was going to, like, *freak* if I spent another nanosecond in your pool house.

DANIEL

...Our...pool house?

He eases close beside her and looks outside through glazed eyes, trying to understand. RAINDROPS TRACE down the window CREATING SHADOWS on their faces.

ROBIN

It's totally lame. Five of us in that place. ...You've been drinking.

DANIEL

(a proud shrug)
Yeah.

ROBIN

(more attentive)
With Brian?

DANIEL

He was there. But he doesn't drink. I don't think he can hold it.

ROBIN

Did he ask about me?

DANIEL

Um...yeah, sort of. ...I'm really glad to see you, Robin. You look really hot tonight.

ROBIN

What did he ask?

DANIEL

I don't know. He wondered where you went. We both did. Me especially.

(MORE)

(CONTINUED)

CONTINUED:

DANIEL (CONT'D)
 (an odd smile)
 ...And now you're in my pool house.

ROBIN
 Don't remind me.

He traces a finger up her arm, but her thoughts are elsewhere.

DANIEL
 Remember when you said you didn't
 want to die before you had sex?

ROBIN
 (secret warmth)
 ...Of course I remember.

DANIEL
 ...You're welcome to share my room.

ROBIN
 Would you do something really special
 for me, Danny?

DANIEL
 (nuzzling closer)
 ...Exactly what I'm talking about.

ROBIN
 Would you get a message to him?

DANIEL
 What?

ROBIN
 To Brian. ...Would you do that?

He draws back, feeling foolish. And jealous. And bitter.

DANIEL
 ...Maybe.

EXT. MONROVIA, CA. -- DAY - AN OLD PORCHE CONVERTIBLE

drives slowly up the small town's MAIN STREET. It stops.
 Mike gets out, frowning darkly. The town is DESERTED.

No sign of life. Several STOREFRONTS are SHATTERED. There
 are three OVERTURNED CARS. And in the street a pile of HEAVY
 ASPHALT DEBRIS around a BOMB CRATER.

Mike raises his PULSE RIFLE, moves warily up the street, his
 footsteps CRUNCHING on BROKEN GLASS. He checks behind him,
 then hears a SOUND. He spins and drops, aiming his rifle at:

(CONTINUED)

CONTINUED:

JOSH

No! Don't shoot! It's me!

Mike recognizes his son Sean's skinny 13-year-old friend, who is tear-stained, frightened. Mike grasps his shoulder.

MIKE

Josh...Where is everybody?

JOSH

...I don't know. They're gone. Three days ago.

MIKE

You've been alone since then?

Josh nods nervously, Mike hugs him tightly.

MIKE (CONT'D)

Well, you're not anymore. ...What happened, kiddo?

JOSH

Lots of people were getting tired of what the Visitors are doing...

EXT. MONROVIA TOWN SQUARE -- NIGHT - FLASHBACK - INTERCUT

A STAKE-BED TRUCK carrying ANGRY MEN tears around a corner. They HURL SOMETHING into a SQUAD VEHICLE.

JOSH (V.O.)

A bunch of ranch hands threw a bomb into a Squad Vehicle -- with the local supervisor guy inside.

A FIERY EXPLOSION destroys it and DISMEMBERS a VISITOR!

JOSH (CONT'D)

They blew it up and killed him.

Mike looks back at the bomb crater and CHARRED GROUND.

JOSH (CONT'D)

Then a lot of people started shouting that we were in America and we weren't gonna stand for these damn Visitors anymore. Every one was cheering.

EXT. THE STREET -- NIGHT - TOWNSPEOPLE - FLASHBACK INTERCUT
RALLYING ENTHUSIASTICALLY until...

(CONTINUED)

CONTINUED:

JOSH

All of a sudden the lights went out.
People got scared. Some ran.

The Squad Vehicle BURNS, people begin to PANIC. Then, AS
JOSH DESCRIBES...we see the NIGHTMARE:

JOSH (V.O.) (CONT'D)

There were lights in the sky. Fighters
diving in. Shooting their pulse
cannons. Explosions everywhere. People
were getting blown to pieces. It was
awful. Some shot guns back at 'em. I
got separated from my dad. But Sean's
Mom grabbed me...

INT. SEAN'S HOUSE - NIGHT - FLASHBACK AS JOSH DESCRIBES:

JOSH (V.O.)

...She pulled us into his house. But
there was lights and gunfire and
horrible screams. There were Troopers
everywhere outside. And then I saw...
these really scary eyes!

FLASHBACK - A WINDOW - CLOSE - A VISITOR TROOPER'S EYES

Blood-red, with the vertical yellow iris. -- DEMONIC.

RESUME THE PRESENT

MIKE

Easy, kiddo. You're okay now. ...Then
what happened?

JOSH

The troopers broke through the door.
They took Sean and his mom.

Mike reacts and looks off in the direction of Sean's house.

INT. SEAN'S HOUSE -- DAY - THE BADLY-BROKEN FRONT DOOR

hangs askew. Mike enters cautiously, looks around the
VIOLENTLY-DISARRAYED living room. His heart sinks seeing:

Sean's DODGER CAP lying amid broken pottery. Mike slowly
picks it up: all that remains of his son. Josh hangs back.

JOSH

Sean fought real hard. He kicked at
'em to leave his mom alone. He fought
hard, said his dad would get 'em.

(CONTINUED)

CONTINUED:

Mike feels the sting of not having been there to help.

JOSH (CONT'D)

Sean was real brave, but me, I just...

(tears welling)

...I just hid. I was...so scared...

MIKE

(draws him closer)

It's okay, Josh. There was nothing you could've done... What then?

JOSH

They took 'em out with everybody else to the square. There were shouts and crying and more Visitor gunfire. Then the lights were gone. And so was everybody. Except me.

Josh is drained. Mike puts a comforting arm around him.

MIKE

"...I only have escaped alone to tell thee..."

JOSH

...Will I'll ever see my dad again?

MIKE

(tries to believe it)

...You bet. ...Listen, Josh. You know that crystal thing I gave Sean?

(off Josh's nod)

Where'd he keep it? Do you know?

Josh goes to a bookshelf, reaches behind a framed PHOTO of MIKE & SEAN, retrieves the CRYSTAL and hands it to Mike.

JOSH

What is it?

MIKE

A key.

JOSH

That'll get you into what?

MIKE

...The Belly of The Beast.

Mike contemplates the unknown dangers ahead, then glances at Sean's BASEBALL CAP in his hand, which firms his resolve.

(CONTINUED)

CONTINUED:

MIKE (CONT'D)

Let's go, kiddo.

EXT. BERNSTEIN HOUSE -- DAY - A SQUAD VEHICLE

LANDS in the street. Six SHOCK TROOPERS bail out and move toward the house, PULSE RIFLES at the ready. Then Daniel and Brian disembark the craft.

DANIEL

But *my* family will get amnesty? --
You're *positive*.

BRIAN

Just like we arranged. Who's in hiding
in your pool house anyway?

DANIEL

I heard it was just some Sci scum.

INT. BERNSTEIN POOL HOUSE -- DAY - THE SHOCK TROOPERS

BURST IN! Sitting alone is old Abraham, wearing his TALLIS SHAWL, reading. He glances over his glasses, speaks proudly:

ABRAHAM

...Shalom.

EXT. SUBURBAN ALLEY -- DAY - SANCHO'S BATTERED PICK-UP

rolls to a stop, piled high with TREE TRIMMINGS. Sancho gets out, moves to the back. He opens a FALSE BOTTOM revealing THE MAXWELL FAMILY, lying flat, close together. They all GASP in the fresh air. Little Katie is WHIMPERING.

ROBERT

We doing okay?

SANCHO

So far. I'm headed for the roadblock.

KATHLEEN

Katie, you have to be
very, very quiet...

ROBERT

I don't know if we'll get
through with...

SANCHO

These will help...

A bag of HERSHEY'S KISSES. Robert is impressed. Sancho smiles.

SANCHO (CONT'D)

I've had some experience with *aliens*.

EXT. DUPRES ESTATE -- DAY - ELEGANT ELEANOR

walks in her \$200 jogging ensemble. Sancho's TRUCK pauses at a stop sign. Eleanor hears a girl's WHIMPER come from the empty truck. Sancho drives on, but Eleanor's eyes narrow.

EXT. CHEMICAL PLANT -- DAY - VISITOR STEVEN AMONG HARD HATS

STEVEN

(answers his cell)

Steven.

INT. DUPRES ESTATE -- DAY - ELEANOR ON HER PHONE

ELEANOR

(buttery)

...Hello, dear. If I thought that someone, a scientist perhaps, was being smuggled... what should I do?

(listens, smiles)

Oh, I'm not interested in a reward.

EXT. A ROADBLOCK -- DAY - SANCHO'S TRUCK APPROACHES

Sancho eyes it warily, seeing a SQUAD VEHICLE gliding watchfully overhead. He bites into a RAW GARLIC and CHEWS.

Briggs, the no-bullshit cop, walks up as Sancho leans out, EXHALING BIG, right in the cop's face.

SANCHO

Buenos dais, officer. How are you?

Briggs reacts to Sancho's killer breath, backs off as his partner Talbot moves to check the back of the truck. Sancho watches him in the rear view as he pokes at the trimmings.

INT. TRUCK'S HIDDEN COMPARTMENT - LITTLE KATIE - INTERCUT

Is very restless. Robert tries to placate her with another chocolate, but she WHINES again...

Outside, Talbot continues checking while Sancho tries not to let his fraying nerves show. Briggs avoids Sancho's breath.

BRIGGS

What's the story back there, Talbot?

Talbot is about to wave all clear when he hears a MUFFLED CRY from beneath the trimmings. He pauses and catches Sancho's pleading eye in the rear view. The moment hangs...then...

TALBOT

...No story. ...It's okay.

(CONTINUED)

CONTINUED:

BRIGGS

Move along then, Cisco.

Sancho nods, slips the truck into gear and shares A PRIVATE GLANCE OF THANKS with Talbot. The truck heads on toward...

EXT. THE RURAL HIGHWAY, AERIAL -- DAY - SANCHO'S TRUCK

drives alone, leaving behind Los Angeles and the huge MOTHERSHIP overhead with SMALLER CRAFT flying around it.

EXT. SANTA CLARITA WINERY -- DAY - THE MAXWELLS

Are being helped out of Sancho's pickup by Joan and a few others who were at *The Good Guys* meeting.

JOAN

Yeah, we're stockpiling some of our lab equipment up here. Welcome aboard.

Disgruntled Robin looks around the COMPLEX OF OLD BUILDINGS nestled in the green foothills.

ROBIN

How long do we have to stay here?

KATHLEEN

Guess we'll find that out together.

POLLY

At least we're alive, Robin -- and with our *family*.

Polly knows Robin would much rather be with Brian.

ROBERT

...Sancho, I don't know how to...

SANCHO

(shrugs it off)

We got to watch out for each other.

KATHLEEN

...Via con Dios.

She kisses Sancho who smiles and drives off.

INT. BERNSTEIN HOUSE -- DAY - DANIEL GRABS A PHONE

DANIEL

Hello!? Did you find him? What?! Who took my *father*?!
(MORE)

(CONTINUED)

CONTINUED:

DANIEL (CONT'D)
 (suddenly fearful)
 They said arrested?! No! They promised
 amnesty! They told me-- *Fuck!*

He SLAMS the phone down. Urgently PUNCHES another number.

DANIEL (CONT'D)
 Hello...Lynn Bernstein please. ...When
 did she go to lunch? ...That was *four*
 hours ago! ...Yes I'm sure she's not
 at home! I'm at home--
 (his blood chills)
 ...*alone*...

He stares across the empty living room. Sunlight reflects
 off the pool water outside. The grandfather clock TICKS.

EXT. THE ROADBLOCK -- NIGHT - SANCHO'S TRUCK

heads back. Briggs LEVELS HIS GUN right at Sancho who slows
 to a stop as VISITOR TROOPERS surround him. Sancho goes pale.

INT. BERNSTEIN DINING ROOM -- NIGHT - DANIEL SITS ALONE

Drinking Scotch. His face is a study of fear, betrayal,
 confusion. Brian enters quietly, very apologetic...

BRIAN
 My superiors said your family had to
 be questioned. They'll be home soon.

DANIEL
 Granddad, too?

BRIAN
 He...isn't well. But our doctors
 will fix him up. Okay?
 (off his silent nod)
 And you: you're being promoted...to
 my second in command. Congratulations.

DANIEL
 ...What?!

Daniel CHURNS with MIXED EMOTIONS as Brian gives him the new
 RANK STRIPES and shakes his hand. Daniel happily studies the
 stripes as Brian's thoughts turn more personal...

BRIAN
 ...Have you seen Robin anywhere?

DANIEL
 Uh...no. ...Sorry.

EXT. CHEMICAL PLANT -- NIGHT - THE SURROUNDING WATER CHANNEL reflects MOONLIGHT as Mike & Tony scurry over rocks to the plant's STEAMY perimeter. A HELMETED VISITOR TROOPER patrols.

TONY

So how we gonna get past him?

Tony glances at Mike. Sees what he's thinking. Hates it.

THE GUARD - SUDDENLY GOES ON ALERT

He sees Tony walking straight toward him on a narrow bridge that spans the water channel. Tony is nonchalant.

TONY (CONT'D)

Hey. What's up? I'm kinda lost and--

Mike appears behind the Trooper, swings his pulse rifle like a BASEBALL BAT and BLUDGEONS THE SENTRY COLD. Tony grabs the PULSE RIFLE and they DUMP the Visitor over into the WATER.

EXT. CHEMICAL PLANT - HUGE PIPE SECTION - MIKE & TONY

move stealthily amid the STEAMY, massive plumbing. Then something ahead makes them duck deeper into the shadows.

THEIR POV - A SHUTTLE CRAFT WITH ITS CARGO DOORS OPEN

ARMED VISITOR TROOPERS are crowding TWO DOZEN PEOPLE up into it. Frightened MEN AND WOMEN, tearful CHILDREN, all with their HANDS ON THEIR HEADS. Among them are Lynn and Stanley Bernstein and Sancho.

MIKE & TONY - CLOSE

empathizing with the prisoners, but also angrily determined.

MIKE

Okay. The back ramp.

TONY

How 'bout I don't slip this time?

A PULSE BURST SPLATTERS beside their heads! They spin & see:

TWO SHOCK TROOPERS - INTERCUT

FIRING at them! BURSTS STRIKE around them as Mike returns FIRE. And more HITS come from A DIFFERENT ANGLE.

A THIRD TROOPER - INTERCUT

has them in a CROSSFIRE! Mike ducks and FIRES, SHOUTING:

(CONTINUED)

CONTINUED:

MIKE

That transformer! Shoot the cables!

Tony aims, FIRES & HITS an OVERHEAD TRANSFORMER, severing the HIGH VOLTAGE WIRES. They swing down, ARCING, SPARKING and separating two Troopers. Mike & Tony RUN through BURSTS!

MIKE (CONT'D)

Up the catwalk! I got your six!

Mike dodges BURSTS, FIRES repeatedly, covering Tony's back.

THE CATWALK OVERHEAD - TONY

scrambles up onto it, coming face to face with a TROOPER. Tony SMASHES his face with the rifle's butt, *RIPPING THE HUMAN SKIN OFF* and revealing *THE HORROR* beneath!

Tony gasps as he sees the *DEMONIC REPTILIAN FACE*. The Trooper grapples with Tony, pulls him closer. The alien's cheek suddenly *INFLATES LIKE A BLOW FISH* with *RAZOR SHARP SPIKES SLICING* into Tony's face! He *CRIES OUT* in PAIN!

Mike is suddenly behind the Trooper, FIRING HIS PULSE WEAPON point blank into the back of the creature's head! It EXPLODES like a ripe crenshaw melon!

Tony crumples onto the catwalk -- leaving Mike wide open. A Trooper FIRES a PULSE SHOT which BURSTS in a BRUTAL FLASH OF FLAME on Mike's chest! -- Mike goes down very hard.

EXT. THE SHUTTLE CRAFT -- NIGHT - TONY & MIKE

both unconscious, are dragged aboard by Troopers. The SHUTTLE LIFTS OFF and arcs upward toward the ominous MOTHERSHIP ABOVE.

EXT. DOWNTOWN LOS ANGELES -- DAY - TWO VISITOR TANKERS

fly down from the mountainous MOTHERSHIP passing right over A FUNKY WAREHOUSE that appears ABANDONED. -- But it's not.

INT. RESISTANCE WAREHOUSE HEADQUARTERS -- DAY - JULIE

carries a file box with one hand. The other manages a cane to help her wounded hip. The place is a WRECK: broken walls, peeling paint, dangling wires, etc. Robert comes from a side door carrying a computer. Robin's behind him with components.

ROBERT

Julie? Hi, Robert Maxwell, UCLA
Anthropology. My daughter, Robin.

JULIE

Hi.

(CONTINUED)

CONTINUED:

ROBERT

We came down from Santa Clarita.

ROBIN

(grossed out, queasy)

In the bottom of *another* truck. Ugh.

ROBERT

They asked me to help set up the mainframe down here. Said you were organizing everything.

JULIE

(surprised)

They did? -- Well. Down this way.

She leads them through the SHAMBLES OF A BUILDING where people busy themselves. "V" has been spray-painted here and there.

JULIE (CONT'D)

We're trying to get this place fixed up so we can bring in more equipment from the Santa Clarita camp. We're trying to make it livable and safe.

A portion of wall CRASHES nearby as people work on it.

ROBERT

Is anyplace safe anymore?

BRAD (O.S.)

Julie, where's the water cut off?

JULIE

(frazzled)

I don't know. Maybe on the west side.

(to Robert & Robin)

There's our Comm Center. We're trying to find some frequencies our Visitor friends aren't monitoring.

ROBERT

Sidebands maybe. I can help on that.

JULIE

Great. -- The kitchen's over there. Be careful, Robin, the floor is--

ROBIN

Yeah, I see the holes.

JULIE

She's thrilled to be here, huh?

(CONTINUED)

CONTINUED:

ROBERT

She'd prefer *The Grove*, but actually she asked to come with me.

ROBIN

(feeling nausea)

Where're the bathrooms?

JULIE

That way...and extremely picturesque.

ROBIN

...I'll bet.

She hurries off sourly as Robert & Julie continue.

JULIE

She looks kind of pale.

ROBERT

A little motion-sickness I think. -- You've stockpiled a lot of stuff up in Clarita, electron microscope and--

JULIE

Yeah, we're trying to steal the most sophisticated gear we can. Get some labs looking for a weakness in their biology -- or anywhere.

They move into a CLEANER SECTION of the ramshackle place. BIOMEDICAL, COMPUTER EQUIPMENT, etc. are being set up.

ELIAS

Julie, does this thingie go here?

A WOMAN (TERRI)

Where do you want the sterilizer, Julie?

JULIE

Over there, Terri. No, Elias, in the corner. Robert put yours here.

BRAD (O.S.)

Will somebody please find the fucking water cut off?!

Julie sighs and heads off to solve the problem.

INT. WAREHOUSE BACK ROOM -- CONTINUOUS - JULIE

is SOAKING WET. A pipe is SPRAYING her as she struggles with a large wrench to shut it off. She's angry. The wrench slips, SMASHING her fingers. She slings it down, furiously:

(CONTINUED)

CONTINUED:

JULIE

...Damn it! -- Shit! -- Shit!

She turns back and forth, tearful, distraught. Ruby sees...

RUBY

Julie...? What's wrong, honey?

JULIE

Oh Ruby, I can't handle this! I'm supposed to be a scientist, a doctor! Not a damn plumber or some kind of rebel. They all look at me like I know what to do but...

RUBY

You're just as lost and scared as we are, huh...?

(hugging Julie)

...These are the times that try women's souls...But I'll tell you why we look to you...

(into Julie's eyes)

Because you're a *Natural*. A natural leader.

JULIE

...No, I don't feel that.

RUBY

...You don't have to. All you have to do is trust your instincts. Trust yourself as much as everybody else trusts you.

JULIE

...But what if I can't?

RUBY

(thinks, then shrugs)

Fake it. What the hell. We won't know the difference.

Julie laughs through her tears. Hugs Ruby tightly.

INT. DIANA'S INNER SANCTUM OVERLOOKING THE VAST CENTCOM -DAY

Martin has Mike under guard. Diana slowly circles him.

DIANA

Several times you've caused annoying trouble, Mr. Donovan.

(CONTINUED)

CONTINUED:

MIKE

Compared to what you've caused, lady?
... "Lady." -- That's a good one.

DIANA

Well, you'll soon have no more
worries. I just wanted to have the
pleasure of telling you face to face.

A HATCH SLIDES OPEN and a Trooper pulls Stanley Bernstein into the room. Diana acknowledges the Trooper...

DIANA (CONT'D)

Ah. I'll join you in a moment.

An INNER HATCH OPENS revealing A SMALLER ROOM. In the center sits a METAL CHAIR with CLAMPS to hold head, arms and legs in place. A nearby unit displays SHARP, ALIEN-LOOKING SURGICAL INSTRUMENTS. From one HISSES a YELLOW FLAME.

Terrified Stanley is pushed into the chair as the HATCH CLOSES. Mike stares at it. Diana gestures regarding Mike.

DIANA (CONT'D)

...Take him to *The Final Area*.

MARTIN

Rather than just putting Mr. Donovan away might he be useful as a *convert*?

DIANA

(busy at her console)
He'd be too troublesome a subject. I decided not to bother. Take him away.

MARTIN

Hmm. I thought you always found a difficult game more interesting. But you're probably right, I doubt that even you could turn his head around.

He starts to lead Mike out. But Diana has looked up...

DIANA

Martin. Don't take him down there just yet. Perhaps I *would* get some enjoyment from converting him.

MARTIN

(shrugs, unconcerned)
Well, as you wish, Diana.

INT. MOTHERSHIP CORRIDOR -- DAY - MARTIN LEADS MIKE

who hears Stanley's ECHOING SHOUT of PAIN. But Martin gruffly pushes him on past VISITORS and TROOPERS. Rounding a corner Martin SLAMS him against a hatch, speaks low and urgently.

MARTIN

We're going to try to get you out of here, Mike, so--

MIKE

What?!

MARTIN

It's dangerous, but if we don't you're finished. -- Now *listen*: a few of us, a very few, don't believe in Our Leader's plans--

MIKE

What are those plans?

MARTIN

I don't have time now. I've got to get you out--

MIKE

With Tony. I'm not going without--

MARTIN

Mike! ...It's *too late* for Tony.

Another ECHOING CRY of HUMAN PAIN. Mike grows furious.

MIKE

What the hell'd they do to him!

MARTIN

Be *quiet* or else--

MIKE

That dragon lady can bend people's minds around -- so why the hell's she need a fucking *blow torch*?!

MARTIN

(grabs Mike, hisses)
Quiet, will you! -- Her conversion process is difficult, time-consuming. When she only needs simple information she'll do what's most efficient...and she *likes* to do it.

(CONTINUED)

CONTINUED:

MIKE
(low, imagining)
...Jesus Christ...

Martin sees TROOPERS approaching. He OPENS Mike's cell and shoves him in, then as he CLOSES THE HATCH he whispers...

MARTIN
You be ready.

EXT. WAREHOUSE HQ -- DAY - BRAD & OTHERS

are hurriedly off-loading equipment into the Resistance HQ. Robin appears at a side door, easing away from the others.

EXT. DOWNTOWN - NEAR THE WAREHOUSE -- DAY - ROBIN

feeling her freedom. A bubble of delight swells within her. But when she rounds a corner and sees A SQUAD VEHICLE LANDING she turns back -- and finds herself facing a VISITOR TROOPER CAPTAIN! He is black, deep voiced, looks 45.

ROBIN
Oh! -- Hi. Sorry. I was...uh...

CAPTAIN
Can I help you?

ROBIN
Actually, maybe you can. I need to get in touch with one of the Teammate leaders...Brian? Do you know him?

CAPTAIN
We can find him. Your papers, please?

ROBIN
Oh. Yeah. ...They're in my car.

She turns to hurry away but hears...

CAPTAIN
...Young lady?

Robin turns to see the captain staring -- and beckoning with one finger for her to come back. Now. -- Robin's heart sinks.

INT. MOTHERSHIP - MIKE'S CELL CHAMBER -- DAY - THE HATCH

HISSES open. Lovely Visitor Sarah hurries in, closing it behind her. She starts UNFASTENING HER UNIFORM.

SARAH
Take your clothes off, hurry!

(CONTINUED)

CONTINUED:

Mike complies as Sarah pulls off her boots.

SARAH (CONT'D)
You'll wear my uniform.

MIKE
Oh, lots of luck, I'll never--

SARAH
It'll stretch to fit you.

She PEELS OFF HER UNIFORM. She wears only panties. Her FIGURE is SUBLIME. Mike glances at her BARE BREASTS with a mixture of appreciation and wonder, mumbling to himself...

MIKE
...You sure don't look like an iguana.

SARAH
What?

MIKE
Bad taste. Sorry.

He dresses as she stands NAKED, UNSELF-CONSCIOUS and INTENT:

SARAH
Lots of shuttles are leaving Hangar Bay 11. You can slip aboard one if you keep your glasses on and--

MIKE
My mouth shut. Always a challenge.

SARAH
(hands her pistol)
You know how to use this?

MIKE
Like the rifle? Yeah.

SARAH
Alright. Now shoot me.

MIKE
What?!

SARAH
Or they won't believe you escaped.

MIKE
Why are you and Martin doing this?

(CONTINUED)

CONTINUED:

SARAH

Because it's right.

MIKE

How many are there like you?

SARAH

Not enough. Not nearly...and there'll be one less if you don't shoot me.

MIKE

I don't even know your name.

SARAH

Sarah. ...Please, Mike. Do it!

Mike aims at her midriff, grits his teeth, FIRES. The FIERY PULSE BLASTS SARAH back onto the bunk, unconscious. Mike Checks her CAROTID ARTERY. She's alive.

He looks at her wound, just below her left breast. An eight-inch SECTION OF HER HUMAN SKIN has been BURNED AWAY revealing the SLIMY REPTILIAN SCALES BENEATH. Mike studies it, then her face. He leans close, tenderly kisses her cheek.

INT. HANGAR BAY 11 -- DAY - TANKERS FLYING OVERHEAD - MIKE

in the Visitor uniform, cap and dark glasses moves toward a SHUTTLE that just landed. Among those getting off he sees a scared, nauseous ROBIN in the custody of the TROOPER CAPTAIN.

But Mike's in no position to help. He follows several Troopers aboard the shuttle. Beefy VISITOR TYSON talks to another...

TYSON

No, I don't mind the duty down there.
How about you?

He's addressing Mike, who shrugs silently, knowing his HUMAN VOICE would give him away. He's trying to become invisible.

TYSON (CONT'D)

Albert says he hates all those angry humans, but they don't bother me.
They bother you?

(Mike shakes his head)

Nice face job. Haven't seen one of those before. Which section you with?

Mike holds up two fingers which could be the number 2 or the letter V. Tyson looks puzzled. He eyes Mike carefully as...

(CONTINUED)

CONTINUED:

THE SHUTTLE

LIFTS OFF and GLIDES OUT the HUGE HANGER BAY DOOR

EXT. CHEMICAL PLANT -- DAY - THE MOTHERSHIP HIGH ABOVE

Gentle Visitor Willy glances up to see the SHUTTLE EASING in for a LANDING. The HATCH OPENS and the Troopers disembark. Mike gets off just ahead of Tyson who is suspicious now.

TYSON

...Nice talking to you.

(Mike waves, walks on)

Aren't you going to say good-bye? I want to hear you say good-bye.

Mike keeps moving. Then sees the Trooper DRAW HIS PISTOL. That's all, folks: Mike takes off running. Tyson FIRES!

PULSES BURST around Mike as he jumps onto the running board of a PASSING TANK TRUCK. He pulls the door open, JERKS the driver out, then climbs in behind the wheel and FLOORS IT!

MIKE

Good-bye!

PULSE BURSTS EXPLODE around him as he drives right toward...

A FENCED MAIN GATE

and BLOWS THROUGH IT! ALARMS START! A Trooper grabs a RADIO.

EXT. INDUSTRIAL AREA STREETS -- CONTINUOUS - MIKE'S TRUCK

SWERVES along fast, SIDESWIPING other vehicles. In one are:

ELIAS

Hey! Was that--?!

BRAD

Donovan!

Brad steers their van into A TIGHT 180 and BURNS RUBBER.

IN MIKE'S TRUCK - HE SEES IN THE REARVIEW - THE VAN

pursuing him. Then he sees a bigger problem in front: a VISITOR FIGHTER BANKING in at him, PULSE CANNONS BLASTING!

Mike's TANK TRUCK is HIT. FIRE STARTS. By the *Flammable* sign.

THE VAN BEHIND MIKE - BRAD SWERVES - INTERCUT

barely avoiding PULSE BURSTS aimed at Mike. Elias is freaked.

ELIAS

-- Jesus Fucking Christ!

(CONTINUED)

CONTINUED:

The FIGHTER banks tightly around to finish Mike.

Mike sees the FIRE SPREADING. Knows his truck could explode. Suddenly A PULSE BURSTS BLASTS beside him, BLOWING A TIRE.

The TRUCK FISHTAILS and OVERTURNS. The FIRE ROARS BIGGER.

Mike scrambles out of it as the VAN skids in beside him.

ELIAS (CONT'D)
Donovan! Here!

BRAD
Get in! Get in!

Mike does. Brad PEELS OUT just as the TANK TRUCK EXPLODES!

AERIAL TRACKING - ACROSS THE FIGHTER TO THE VAN BELOW

as Brad SWERVES the van into...

INT. A WAREHOUSE -- CONTINUOUS - THE VAN SKIDS TO A STOP

ELIAS
Get out! Quick!

MIKE
Who are you?!

BRAD
Probably more on your side than they
are! *Get going!*

Elias pulls open a MANHOLE COVER. He and Mike drop in. Brad WEDGES THE VAN'S ACCELERATOR DOWN, SLAMS the van into gear. It PEELS OUT toward a far door.

AERIAL TRACKING - ACROSS THE FIGHTER TO THE WAREHOUSE

The VAN BURSTS through a door. The FIGHTER FIRES PULSES at the van and it EXPLODES!

INT. STORM SEWER -- CONTINUOUS - BRAD

drops down in, closes the manhole over the three of them.

MIKE
Thanks.

Brad nods as he snaps HANDCUFFS on Mike -- who's confused.

BRAD
-- I said *probably*.

Elias covers Mike's head with a jacket. Pulls him along.

INT. RESISTANCE WAREHOUSE -- NIGHT - ELIAS & BRAD

drag their PRIZE in among the startled Resistance team.

(CONTINUED)

CONTINUED:

ELIAS

Hey, Julie! Check this out!

Robert, Caleb, Ruby and the others aim FIREARMS. Elias pulls the hood off of Mike, who's BLEEDING and REALLY PISSED OFF!

MIKE

You stupid assholes! What the fuck you think you're doing?!

ROBERT

Donovan?!

JOAN

Holy shit! It's him!

MIKE

Put down your guns, for God's sake. Who's in charge here?

BRAD

(uncuffs Mike)

I guess you could say she is.

Mike looks at Julie, incredulously. She's surprised, too.

MIKE

Her? -- That kid?

CALEB

Smarter than any kid I know.

JULIE

You could use a bandage.

Julie indicates a door with a hand-lettered sign: M.A.S.H. Mike follows her gruffly into the smaller MAKESHIFT CLINIC. She motions for him to sit. He notices her limp and her cane.

MIKE

You got hurt, too?

JULIE

A little.

(checking is wound)

Where'd you get the uniform?

MIKE

They had a sale at Costco. -- Ow! You did that on purpose.

JULIE

...Where'd you get the uniform?

MIKE

Aboard their ship. A couple of 'em helped me escape.

(CONTINUED)

CONTINUED:

JULIE

...Why would they do that?

MIKE

Some of 'em are on our side.

JULIE

May be a set-up. To infiltrate us.

MIKE

I don't think so-- Ahhk! Don't you have any lidocaine?

JULIE

I have to save it. You want a bullet to bite on?

MIKE

Nice bedside manner. You a doctor?

JULIE

...More or less. You don't think it's a set-up? Why?

MIKE

...They seemed so damn sincere.

JULIE

To pull it off they'd have to.

MIKE

Look lady, you weren't up there.

JULIE

And why were you?

MIKE

I'm highly motivated -- Oww!
(leaps up, furious)
That's enough, God dammit! I was up there because my son, my ex-wife and all the people in their whole damn town are up there somewhere! My partner, too. God knows what they did to him! And you want to grill me? I oughta shove those bandages down your *fucking throat!*

JULIE

(calmly)

Well. I guess we should believe you.

(off his strong nod)

Because you seem "so damn sincere."

(CONTINUED)

CONTINUED:

MIKE

(stares, then laughs)
-- I'm so out of here!

He turns angrily, but faces TWO-DOZEN PEOPLE with GUNS NOONCHUCKS, SWITCHBLADES. Mike still considers rushing them.

JULIE

Please don't, Mr. Donovan. We're also short on bandages. Look at it from our side: You were among the first to board their ship. You worked among them for a long time. And now you've escaped from somewhere no one has ever escaped from, wearing--

MIKE

That's how I escaped. Get it?

BRAD

And they were *definitely no shit* trying to kill him, Julie.

Julie pauses. Glances at THE OTHERS, who wait for her to make the call. She feels the weight of responsibility. Sighs.

JULIE

Why don't you tell us what you know.

INT. RESISTANCE WAREHOUSE -- NIGHT - THE GROUP

is gathered around a LARGE PLASMA SCREEN which shows a CGI SKETCH, profile & front-on, of a Visitor's TRUE FACE. The SKETCH ARTIST sits nearby at the computer interface pad.

MIKE

Yeah. I'll have to get my DV tape to show you exactly, but that's close.

BRAD

Reptilian. Incredible.

ROBERT

It could've happened here on Earth.
(off their reactions)
Up till 60 million years ago the reptiles ruled this planet. Then a big meteor hit.

RUBY

Yeah. Big sucker. Punched a hole right through the crust.

(CONTINUED)

CONTINUED:

ROBERT

Which sent up heat, dust--

JULIE

Iridium.

ROBERT

(impressed with her)

Right. Iridium came from the meteor.
It created a shroud around the earth
that kept out light, kept in heat--

MIKE

The greenhouse effect.

RUBY

Serious global warming. The reptiles
'were big and getting smarter-- but
they weren't equipped to handle heat
like mammals. And they died off.

ELIAS

So lemme get this straight: all we
gotta do is heat up our barbecues
and poof -- no more horny toads?

ROBERT

It's not that easy. But heat and
fire could be effective weapons.

MIKE

Bright light. That could be a weapon.

JULIE

The feeding scene you described is
consistent with reptilian biology.

BRAD

Yeah, my neighbor had snakes. They
ate live or just-killed animals.

CALEB

What about those stinging tongues?

ELIAS

Don't some frogs spit venom?

JULIE

Yes. And from the symptoms Mike
described it sounds neurotoxic.
Attacks the nervous system.

MIKE

Can you make an antidote?

(CONTINUED)

CONTINUED:

JULIE

The protocols are standard, but we need a quantity of their venom.

ROBERT

Let's add it to the shopping list.

JULIE

Sure. -- God...there's just so much.

She's overwhelmed. Until Ruby gives her an encouraging WINK.

JULIE (CONT'D)

...Maybe what we ought to do is define our *overall plan of Resistance*.

Agreement all around. Then, one by one, they look to her. A pause. Julie is nonplused. But then...begins to IMPROVISE...

JULIE (CONT'D)

Uh...well...how about: Firstly to undermine all Visitor activity. Impede their progress every way we can.

Agreement. A man in a wheelchair starts WRITING DOWN HER WORDS on his LAPTOP. Julie's intimidated, but she goes on:

JULIE (CONT'D)

Um...Secondly...I think we need to find out their hidden goals.

ELIAS

Hidden?

MIKE

They've lied to us from the top.

CALEB

And brainwashed a bunch with that conversion shit you talked about.

JULIE

Yes, something deeper is going on.

ROBERT

Thirdly, we've got to learn more about their physicality--

ELIAS

So we can find their weaknesses. Yo.

(CONTINUED)

CONTINUED:

JULIE

Spreading the word about their
reptilian nature is also critical.
That tape is very important.

MIKE

Oh yeah.

JULIE

The sooner people learn how alien
they really are--

RUBY

The sooner they'll want to fight
against them.

JULIE

Most important: we've got to *establish*
contact with others like us.

MIKE

Sure as hell they're there. Around
the world.

JULIE

We've got to organize *coordinated*
efforts. That's the only way we stand
a chance of beating them.

AD-LIBS of charged-up AGREEMENT. Julie's eye's meet Mike's.
He's impressed, smiles. Julie glances at Ruby who twinkles.

Robert realizes someone's missing. Heads off to look for...

ROBERT

...Robin?

JULIE

Let's make a list of targets.

INT. RESISTANCE WAREHOUSE -- NIGHT - NEAR THE BACK DOOR

Not seeing his daughter, Robert moves more quickly now.

ROBERT

Robin? ...Robin?

He glances around. Then has a *horrible thought*.

EXT. NEAR THE RESISTANCE WAREHOUSE -- NIGHT - ROBERT

hurries searching the dark street, afraid to call out. He
spots a parked VISITOR FIGHTER, draws back. But not fast
enough. A TEAMMATE has spotted him. Signals to his...

(CONTINUED)

CONTINUED:

CAPTAIN

You there. Halt. Against the wall.

Robert complies. One TROOPER covers him while he's frisked by TEAMMATES. The Captain pulls his I.D. PAPERS, reacts...

CAPTAIN (CONT'D)

...Another Maxwell?

Robert draws an anxious breath as the Captain thinks it over.

INT. DIANA'S INNER SANCTUM OVERLOOKING VAST CENTCOM -- NIGHT

The hatch HISSES open revealing a nervous Brian. Diana looks up from where she is sitting comfortably nearby Kristina.

DIANA

Please come in, Brian.

(to Kristina)

I need a few minutes.

Kristina stands, but Diana takes her hand, leans closer...

DIANA (CONT'D)

...Wait for me...

Kristina nods, somewhat nervously, at the SEXUAL UNDERTONE. Diana watches her go, then turns her sloe eyes to Brian.

DIANA (CONT'D)

It's come to my attention that you may have had sexual intercourse... with this young human.

She activates a VID SCREEN showing a SMALL CELL containing frightened Robin. Brian's mouth goes dry.

DIANA (CONT'D)

So she's attractive to you?

BRIAN

...Not like you are.

DIANA

Ah. I see how you've risen through the ranks so quickly.

BRIAN

I'm very serious.

DIANA

If you're lying, I can taste it.

(CONTINUED)

CONTINUED:

Diana's FORKED TONGUE LASHES OUT TEN INCHES -- RIGHT INTO BRIAN'S EAR! Brian flinches. Then steels himself...

BRIAN

I had sex with her, yes. But you are more attractive to me.

A pause. Diana's TONGUE SNAPS BACK IN. She stares at him.

DIANA

Interesting. I've had my eye on you as well. However...You're aware of the severe penalties for fraternizing with humans. Yet you chose to. Why?

BRIAN

...I...can't explain.

DIANA

(sighs)

I can. It's the nature of the beast.

She looks out across CENTCOM at nighttime L.A. sparkling.

DIANA (CONT'D)

I hoped to avoid it here. To prove History wrong. But even the most disciplined army will have weaknesses.

(thinks of Kristina?)

...And attractions to their victims.

(turns back to him)

I'm concerned about what Earth pathogens you may have contracted. You'll be placed in quarantine.

He reacts, but survives. Diana looks at Robin on the screen...

DIANA (CONT'D)

I intend to observe the experiment fully. To see what...results.

EXT. NEAR THE RESISTANCE WAREHOUSE -- NIGHT - ROBERT

is under guard, sweating bullets as he waits on the sidewalk. The Captain finally reappears from within the fighter.

ROBERT

Please, where is my daughter?

CAPTAIN

She's being held. Up there.

Robert looks at the VAST MOTHERSHIP above in the night sky.

(CONTINUED)

CONTINUED:

ROBERT
...Is she alright?

CAPTAIN
I'm told that will depend on you.
...We need some information.

ROBERT
But I don't know anything.

CAPTAIN
About a rebel camp in Santa Clarita.

ROBERT
(cold sweat)
...No. I never heard about--

CAPTAIN
We need to find out its location.

ROBERT
But I don't know anything about it.

CAPTAIN
I'm very sorry. For your daughter.

He turns to go back into the fighter. Robert is in AGONY.

ROBERT
Wait. Listen. You don't understand.
My wife. My other daughters. They're--

CAPTAIN
In Santa Clarita? At the camp?

ROBERT
(his mind broiling)
Yes. Yes. ...Dear God...

His head is in his hands, TEARS SQUEEZING from his eyes. The Captain watches, then softens slightly. He draws Robert away from the other Troopers, whispering confidentially...

CAPTAIN
Mr. Maxwell, ...Robert. I understand
your dilemma...I have children, too.

Robert looks beseechingly at him. The Captain ponders....

CAPTAIN (CONT'D)
...What if I promised that the camp
wouldn't be taken till a certain
time. You could get them out before.

(CONTINUED)

CONTINUED:

ROBERT

You would do that?

CAPTAIN

Yes. But if you warned the others,
Robin would be quite severely--

ROBERT

No! I won't. I won't. But can the
camp be taken without bloodshed or--

CAPTAIN

Yes. It can be accomplished with no
harm brought to anyone. And we won't
arrive until...say...four o'clock
tomorrow afternoon?

Robert struggles with it...what choice does he have? He nods.

CAPTAIN (CONT'D)

You have my promise. As a father.

He looks at Robert with deep sincerity. Squeezes his shoulder.

CAPTAIN (CONT'D)

...I'll get the map.

He walks back toward the fighter. Robert stands alone. Numb.

INT. RESISTANCE WAREHOUSE -- MORNING - A WASH BASIN

Julie's hands bring cold water up to her face. It's a private
moment as she sighs, hoping for some additional stamina.

MIKE

I've got to hand it to you, Doc. You
pulled together a great bunch. Really
juiced 'em up. But...you better save
a little for yourself.

She smiles at Mike, their mutual appreciation growing.

JULIE

...Thanks. I'll try. ...You, too.

Their eyes hold fondly for a moment, then she limps on her
cane toward the open area where the RESISTANCE GROUP awaits.
She passes Robert, *not seeing that he's pale and shaken.*

JULIE (CONT'D)

Okay, gang. Everybody clear on
assignments? Diversionary action
must begin at one o'clock.

(CONTINUED)

CONTINUED:

CALEB

They'll sure as shit know we're there.

ELIAS

Our gangs are ready all over town.

JULIE

At one-fifteen we'll start our main assault on the armory. Our prime objective is--

BRAD

To rip off all the weapons we can. Robert turned his laser scanner into a good one...

He squeezes the trigger. A strong LASER BEAM BURNS A HOLE in a nearby wall. The others react. Caleb claps Robert on the back. But troubled Robert can only manage a feeble smile.

JULIE

But we need more powerful ones. It's critical for our future operations. We have to arm ourselves to protect our equipment here and up at Clarita.

MIKE

And while you guys tear things up I'll infiltrate the Mothership to--

BRAD

Search for your family?

MIKE

Of course I want to do that. But more important is to get a handle on their plans.

RUBY

...Sounds kind of suicidal, Mike.

MIKE

My partner Tony always said I should've been a kamikaze. And he's still up there somewhere, too.

JULIE

We'd...hate to lose you, Mr. Donovan.

He meets her eyes. There's more than just respect going on.

MIKE

...I'd hate to lose me, too.

(CONTINUED)

CONTINUED:

JULIE

...Then good luck. ...To all of us.

CALEB

Wait, Julie...How about a prayer?

JULIE

Never hurts. -- Go for it, Caleb.

He'd meant for her to do it. But bows his head. They all do. Except ROBERT -- who has a *vacant, thousand yard stare*...

CALEB

Well, Lord...we sure do need your strength on this one...Help each one of us to do the very best we can...
...I guess that's all...Thanks. Amen.

EVERYONE

Amen.

JULIE

...Let's do it.

EXT. CHEMICAL PLANT - HUGE PIPE SECTION -- DAY - AN AIR HORN

BLASTS, signaling a shift change. Among the pipes Caleb and Hank are busy at something. And very nervous.

HANK

That's the 12:45.

CALEB

I know, brother.

HANK

Hurry up, man!

CALEB

Hey, I ain't never messed with shit like this before. I don't want to get my hands blowed off. Detonator.

Hank sticks a CAP into PLASTIC EXPLOSIVE molded on a pipe. Caleb sets a TIMER at 12:45. Starts it TICKING.

CALEB (CONT'D)

It'll go at one. Let's set the others.

EXT. CHEMICAL PLANT, TANKER LANDING AREA -- DAY - MIKE

in Visitor uniform & glasses, approaches a TANKER. He follows VISITOR TECHS and TROOPERS aboard. The hatch starts CLOSING.

TYSON

Hey, hang on! -- Wait for me!

(CONTINUED)

CONTINUED:

He's the Trooper who nearly busted Mike before. Mike shrinks back among the others as the TANKER LIFTS OFF.

EXT. CHEMICAL PLANT - AMONG THE PIPES - CALEB & HANK

Hunker down to watch. Then Caleb spots something at the nearby CRYOGENIC SECTION: WILLY and a TECH, about their everyday business, pause BENEATH AN EXPLOSIVE, not seeing it.

CALEB

Fuck! He's right under one!
(whispers urgently)
Go on, Willy...Move...move...

The Tech does. But Willy remains, checking paperwork.

THE TIMER ABOVE WILLY - CLOSE - INTERCUT

is TICKING DOWN the last seconds to 1:00. He's going to die.

CALEB (CONT'D)

(shouts, running)
Willy! Willy! Come here! Quick!

Willy is startled. Sees Caleb coming. Willy moves toward Caleb who pulls him down just as the EXPLOSION BLOWS! FIERY DEBRIS rains down on them as their eyes hold on each other.

EXT. CHEMICAL PLANT - HUGE PIPE SECTION - ANOTHER TIMER

TICKS to 1:00. DETONATES! HUGE CHUNKS of HOT METAL showers down onto startled Visitor Techs. ALARMS SOUND!

P.A. VOICE

We are under attack! Secure all stations. Secure all stations.

TROOPERS scramble, readying their weapons. Several are passing a storage tank as it EXPLODES, IMMOLATING THEM, SCREECHING!

CATWALK AREA - A FIREBALL EXPLODES BELOW - FLAMES BOIL UPWARD

A TROOPER is SET ON FIRE. He stumbles blindly and then is BLOWN OFF of the catwalk by a SECONDARY EXPLOSION!

TANKER LIFT OFF AREA - A LARGE PIPE

EXPLODES, GUSHING FIRE beneath a VISITOR TANKER CRAFT-- which catches FIRE & RUPTURES, BLOWS APART, SLAUGHTERING TROOPERS!

THE PLANT - VARIOUS QUICK ANGLES

as SEQUENTIAL EXPLOSIONS IGNITE SPECTACULARLY!

INT. MOTHERSHIP HANGAR BAY 37 -- DAY - A TANKER

is just LANDING. The VISITOR TECHS and TROOPERS disembark. Mike hurries past Tyson who is on a communicator.

TYSON

(shouts to others)

Everybody back on board! There's trouble at the plant! Trouble all over the city!

INT. MOTHERSHIP CORRIDORS -- DAY - VISITOR TROOPERS

rush along double-time, passing Mike heading the other way, looking for something specific. Then he spots it:

A YELLOW HATCH - WITH THE VISITOR "NO ACCESS" DEMARCATION

Mike uses his CRYSTAL KEY. The hatch OPENS. He moves into...

A SMALL TRANSPORT CHAMBER

The HATCH SEALS behind him. The CHAMBER STARTS TO MOVE. It picks up speed rapidly. Through a view port Mike sees the LONG CURVING TUNNEL which the transporter is WHIPPING THROUGH.

Then it slows, stops. Mike uses the KEY on the inner hatch.

INT. MOTHERSHIP BOWELS - THE HATCH OPENS ON A DARK CORRIDOR

Unlike anything yet seen. Very DIM. Only small STREAKS OF LIGHT emanate from the curved, grid-like, OILY BLACK WALLS.

THICK PIPES AND HOSES run parallel along the walls. Some of them BULGE as the liquid inside flows along. The atmosphere is STEAMY, but CHILL. It is indeed *THE BELLY OF THE BEAST*.

Mike senses DANGER. But he heads deeper into the DARKNESS.

EXT. 2ND ST. POLICE STATION -- DAY - A POLICE CAR IN FLAMES

COPS scramble. DISTANT EXPLOSIONS are heard. Visitor FIGHTERS ZIP BY OVERHEAD as a TRUCK passes.

INT. THE TRUCK -- DAY - JULIE AT THE WHEEL

Elias in the center, Robert at shotgun, with a SHOTGUN.

RADIO VOICE

Incidents of violence at Visitor and police installations are reported all across Los Angeles. They may be a coordinated effort by the scientific conspiracy to disrupt infrastructure.

(CONTINUED)

CONTINUED:

ELIAS

Boy, my hands are sweaty. You scared?

JULIE

Yes. I just hope we don't take many casualties. I'd hate to lose anyone.

Robert stares ahead. *Feeling more and more like JUDAS.*

INT. MOTHERSHIP BOWELS - A DARK RED HATCH

HISSES open. Mike steps forward, awe-struck. He is in...

A GIGANTIC CENTRAL CAVITY IN THE MOTHERSHIP

A MILE IN ALL DIRECTIONS: out, up & down. Endless rows of HUGE STAINLESS STORAGE TANKS. VISITOR TECHS are at work.

Mike cautiously twists a VALVE on one TANK that towers above him. A STREAM of CLEAR LIQUID comes out. He gingerly touches it. Sniffs. Touches a drop to his tongue. He's startled!

MIKE

...What the fuck...?

EXT. SUBURBAN BUSINESS STREET -- DAY - RUBY

Pulling a shopping cart, spots what she's been looking for:

A VISITOR FIGHTER - PARKED ON THE STREET - VISITOR TROOPERS

along with hardass cop Briggs & his partner Talbot, frisk TEEN-AGERS who have defaced Visitor posters with V's.

RUBY pauses by the FIGHTER'S HATCH, sees the Troopers aren't looking. She flips a BIC and LIGHTS the STRIP OF CLOTH which is stuck into a bottle. A MOLOTOV COCKTAIL. She whispers...

RUBY

This one's for Abraham.

She tosses the bomb into the fighter and walks away. -- KA-BLOOM! The fighter EXPLODES! Troopers and Briggs are BLOWN DOWN, the kids scramble away. Talbot looks off, seeing:

Little old Ruby walking away. Talbot is amazed, inadvertently CHUCKLES. But quickly swallows it so his cohorts won't see.

UP THE STREET - DANIEL, WITH HIS TEAMMATE SQUAD

unfortunately has seen. He starts after Ruby, calls his squad:

DANIEL

Follow up.

(CONTINUED)

CONTINUED:

Ruby rounds a corner, moving quickly. Daniel SHOUTS:

DANIEL (CONT'D)

Hey. Mrs. Brown. Stop.

Ruby sees it's Daniel, keeps on walking. Until he stops her.

RUBY

I'm a very busy woman, Daniel.

DANIEL

That's for sure. Now step away from the shopping cart.

RUBY

Oh, get a life, Daniel.

She shrugs off his hand, starts to walk. He grabs her again.

DANIEL

You'll have to come with me and--

RUBY

(hot, in his face)

Don't you play Dirty Harry with me, young man, I changed your diapers. And I'm way too old to put up with any more of your shit.

She jerks from his grasp and walks on away. Daniel glances at the other Teammates who are turning away, SMIRKING.

FEMALE TEAMMATE

Whoa. She seriously busted his balls.

He's embarrassed. He draws his PULSE PISTOL. Aims at Ruby.

DANIEL

Mrs. Brown. Halt or I'll shoot.

RUBY

Fuck off, Daniel.

She keeps walking. He draws a breath and FIRES! -- The PULSE BURST BLOWS A HOLE IN RUBY'S BACK! She goes down HARD. Dead. The Teammates are speechless. Daniel stands frozen.

EXT. GLENDALE BLVD -- DAY - A BIG, RED, STEEL GARBAGE TRUCK

follows Julie's. They pass a BURNING SQUAD VEHICLE. Distant EXPLOSIONS and SIRENS continue. Julie wheels her truck toward an older Federal-looking building: the NATIONAL GUARD ARMORY.

(CONTINUED)

CONTINUED:

JULIE

Watch for snakes on the roof!

THE MAIN ARMORY GATE - JULIE'S TRUCK

CRASHES THROUGH. A VISITOR GUARD gets off ONE SHOT that SMACKS the grill just before HE'S RUN OVER! -- ALARMS SOUND.

OTHER TROOPERS - SOME ON THE ROOF - INTERCUT

react and begin to FIRE at the invaders as the GARBAGE TRUCK SPEEDS IN behind Julie's. One guy leaps off, hurling A MOLOTOV COCKTAIL into a parked army truck, it EXPLODES!

A VISITOR TROOPER on the roof above SCREAMS as he's ENGULFED in FLAMES, but another dodges and returns PULSE FIRE.

The beefy back end of the garbage truck OPENS revealing more RESISTANCE FIGHTERS. Some SHOOT PISTOLS and RIFLES. Others are armed with MIRRORS which reflect BRIGHT BEAMS OF SUNLIGHT!

SOME VISITOR SHOCK TROOPS - CLOSE - INTERCUT

are BLINDED BY THE LIGHT, become easy targets. Many GO DOWN.

Brad uses his modified LASER SCANNER to BURN A HOLE right through a SCREAMING TROOPER'S HEAD!

JULIE - IN HER TRUCK

SLAMS it into REVERSE, SMASHING BACKWARDS through A LARGE GARAGE DOOR, triggering more ALARMS.

INT. ARMORY WEAPONS STORAGE - JULIE, ELIAS & ROBERT

bail out, running toward a fenced-in WEAPONS LOCK-UP.

JULIE

Brad! In here! -- Brad!

Elias sees TWO TROOPERS running through the building toward them, readying PULSE RIFLES. Elias looks to Robert's SHOTGUN.

ELIAS

Do 'em, man! -- Do 'em!

Robert is frozen. Elias grabs the shotgun: BOOM! BOOM! Elias BLOWS THEIR HELMETED HEADS OFF. -- BLOOD SPURTS & GUSHES.

ELIAS (CONT'D)

What the fuck is wrong with you,
Robert!? Get out there and cover us!

(CONTINUED)

CONTINUED:

Brad uses his LASER, BURNS THROUGH the lock-up's gate. Julie opens the back of the truck. Other RESISTANCE FIGHTERS inside jump out, RIP the gate open. Julie scans the WEAPON CRATES.

JULIE
Get it loaded! Fast!

ELIAS
Awright! Check it out!

Crates holding AUTOMATIC RIFLES, STINGER MISSILES, & ROCKET-PROPELLED GRENADE LAUNCHERS are hurriedly passed hand-to-hand among the Resistance fighters and secured in the truck.

EXT. THE ARMORY - THE FIREFIGHT RAGES VIOLENTLY

Resistance Fighters SHOOT at Troopers who return PULSE FIRE. Both sides take HITS and go down. There are SCREAMS OF PAIN.

One WOMAN uses a truck for cover, FIRING RAPIDLY as Robert appears, sees the PANDEMONIUM. The woman takes a FIERY HIT in her chest. She's BLOWN into Robert who pulls her away.

INT. ARMORY WEAPONS STORAGE - ROBERT

pulls the woman back. He looks at her BLOOD on his shirt and his quivering hands. His head suddenly snaps up toward Julie.

ROBERT
The camp is going to be attacked.

JULIE
What?! How could you know--?

ROBERT
Robin's a prisoner. I tried to protect her. But there are too many lives at stake! I've got to warn them!

JULIE
(as he runs out)
Robert!!

EXT. THE ARMORY - ROBERT

runs right through the CROSSFIRE, PLUSES BURST around him. He leaps into a POLICE CAR and BURNS RUBBER out of there!

INT. MOTHERSHIP BOWELS - A DARK CORRIDOR - VISITOR MARTIN moves through the STEAMY passage. Suddenly he is grabbed.

MIKE
I want to know what's going on. Those tanks in the hold are--

(CONTINUED)

CONTINUED:

MARTIN

You've seen them?!

MIKE

They're filled with water! Where's that chemical you guys are making?

MARTIN

...There is no chemical.

MIKE

Then what the hell are--

(it hits him hard)

...Oh shit. The chemical is a smoke screen. That's why it gets dumped.

(Martin nods)

...You came to take our WATER!

MARTIN

It's the rarest and most valuable commodity you can imagine. Unlike most planets, ours included, earth is blessed with an abundance of it. We need it to power our fusion generators and Our Leader's weapons.

MIKE

We might've shared it with you...

MARTIN

Yes. But Our Leader wants it *all*.

MIKE

But even with two hundred and fifty ships this size you'd never--

MARTIN

Many more ships are coming. And we compress the water. Our Leader's plan will take a generation, but it will be accomplished.

MIKE

And earth will be a desert. Humanity will die.

MARTIN

...There won't be any people left...

He points a direction, Mike follows him, fearful.

INT. MOTHERSHIP INFIRMARY CORRIDOR -- DAY - VISITOR SARAH

feeling PAIN from where Donovan shot her, walks slowly past other VISITOR PATIENTS & MEDICS. At one CHAMBER she overhears:

VISITOR MEDIC

...Some human teenager, I don't know.
I heard she's going to be another
one of Diana's "experiments."

The medic walks on. Sarah sees ROBIN inside, over a basin, where she has just been VOMITING. She is tear-stained, scared. -- Sarah glances down the hall. Her mind working.

INT. MOTHERSHIP BOWELS - A HATCH OPENS - MARTIN & MIKE

enter A DARK CHAMBER. Mike slowly steps onto a platform containing MANY EIGHT-FOOT, VERTICAL CAPSULES made of a MEMBRANOUS plastic material. Strange HOSES adhere to them like INTESTINES and PULSE with a thick liquid moving within.

MIKE

...What is...*this*...?

He GASPS seeing a FACE STARING BACK from within a capsule: QUINTEN gazes unconsciously through the VISCOUS LIQUID he's immersed in. A HEAD CLAMP extends down over his ears.

MARTIN

Your missing people.

A chilling wave of NAUSEA sweeps through Mike as he looks at the nearby capsules: a MAN, a LITTLE GIRL, ABRAHAM. Comatose.

MIKE

...Dead?

MARTIN

Just this side of death. Metabolism
slowed extremely. ...Diana's... "work."

Martin touches a CONSOLE and powerful CIRCUIT BREAKERS ECHO as SECTIONS of the ENORMOUS CHAMBER are ILLUMINATED.

THE CAPSULE STORAGE CHAMBER IS VAST BEYOND IMAGINING. A MILE in every direction. Horizontally and vertically. Mike is staggered by the ALIEN SIGHT: TENS OF THOUSANDS OF CAPSULES.

MIKE

My son...is in here somewhere?

MARTIN

Or in one of the other Motherships.

(CONTINUED)

CONTINUED:

MIKE

But why're they being taken? Stored like this? Why not just killed?

MARTIN

Our Leader needs them alive. Some of them will be made into troops for battles against an enemy of ours.

MIKE

What *enemy*?!

MARTIN

A force that defeated us before.

MIKE

So that makes them our friends, right?

MARTIN

I don't know that.

MIKE

Well, it's *something*, anyway...but wait, you said *some* of these would become troops. -- Not all of them?

MARTIN

...No.

MIKE

What about the others? ...Martin, tell me, dammit.

MARTIN

...In addition to the water, there's another...basic shortage...on our planet.

MIKE

(going pale)

...*Food*...

His terrified eyes sweep over the THOUSANDS OF CAPSULES.

EXT. SUBURBAN L.A -- DAY - ROBERT'S POLICE CAR

SPEEDS north, weaving through traffic.

INT. THE POLICE CAR - ROBERT - INTERCUT

breathes hard, sweating, hands clutching the wheel. He checks his WATCH -- showing 1:50. Then he looks ahead and sees:

(CONTINUED)

CONTINUED:

AT A ROADBLOCK - JAMMED CARS AND A BURNING SQUAD VEHICLE
POLICE and TROOPERS have PEOPLE face down on the ground.

Robert slows fearfully. Then gets an idea: he flips on the
car's FLASHERS & SIREN and drives straight ahead!

The cops see the SPEEDING SQUAD CAR, SIREN WAILING, HORN
BLARING. They wave Robert forward. He speeds right through.

INT. MOTHERSHIP BOWELS - STAIRWELL CORRIDOR - MIKE & MARTIN

MIKE

(moving quickly)

How'd someone like that get to be
your leader anyway?

MARTIN

Circumstances. Charisma. Promises.
Not enough of us spoke out to question
what was happening until it was too
late. Hasn't the same thing happened
on Earth?

(reaching a hatch)

...This won't be easy, Mike.

Mike understands. Nods. Martin opens the BLACK HATCH into...

INT. MOTHERSHIP - A SMALLER DARK CHAMBER - MARTIN & MIKE

It's A MORGUE. Several CORPSES on shelves. Most covered with
an OILY DARK CLOTH. Martin takes Mike to a particular one.

Mike slowly LIFTS THE SHROUD and looks beneath it. His
expression betrays SHOCK and REVULSION. But also confusion.
He's not sure who he's looking at. He glances to Martin...

MARTIN

...Tony.

The BLOOD DRAINS from Mike's face. He forces himself to look
back at what remains of his friend. He can barely breathe...

MIKE

...Tony?! ...Holy Christ Almighty...

(chokes back bile)

...Diana...?

MARTIN

Yes. She enjoys "medical experiments."

Mike lowers the shroud, places his hand gently atop his lost
friend's head. Mike's face hardens into cold anger...

(CONTINUED)

CONTINUED:

MIKE

...I want to kill her.

MARTIN

...You're not alone...

From another slab comes a low GROAN. They see SANCHO, BRUTALLY BEATEN, BLISTERED, left to die. OPEN WOUNDS bleed. One eye is SWOLLEN SHUT. He struggles to focus. Mike takes his hand.

SANCHO

...You're...Donovan...

Mike nods. Sancho manages a weak smile, finding new strength.

SANCHO (CONT'D)

They tried...to make me talk. But my great-grandpa...he fought...fought with Zapata...Huh?

(Mike nods, understands)

...I tell the bastards nothing. ...I spit in their fucking faces...

EXT. COUNTY ROAD -- DAY - ROBERT'S POLICE CAR

speeds along, the FLASHERS still on and the SIREN WAILING.

INT. THE POLICE CAR - ROBERT - INTERCUT

Driving desperately. The clock shows 2:35. He chews his lip.

INT. MOTHERSHIP HANGAR BAY 27 - VISITOR TROOPERS & TECHS

scurry, still responding to the emergency situation down in the city. The P.A. ECHOES...

P.A. VOICE

Units Seven, Twenty-Three and Twenty-Four. Embark immediately. Unit Twelve contact Centcom when airborne...

SQUAD VEHICLES & TANKERS LAND or DEPART from LEVELS ABOVE. The CAMERA SWEEPS down to a particular FIGHTER where Mike is securing the badly-wounded Sancho into the rear seat.

SANCHO

Where'd your friend go?

MIKE

A hostage was being used to make her father spy on us.

(CONTINUED)

CONTINUED:

MARTIN
(brings Robin aboard)
Sarah got her out. -- Let's go!

MIKE
You're more valuable to us up here.

MARTIN
Not dead. And I've got to fly this.

MIKE
You taught me how. Just say it, man:
You're scared.

MARTIN
Yes. It's very dangerous for me now.

MIKE
It was dangerous for Sancho, too.
We're *all* scared shitless. Sarah
was. Tony. Me. But we've all gotta
fight. - In the best way we can.

Martin is looking at the battered Sancho. His heart pounds.

MIKE (CONT'D)
How 'bout it, Martin? You game?

MARTIN
(re the controls)
...Remember how you tend to over-
compensate. It'll almost fly itself.

MIKE
I'm proud to have you for a friend.

MARTIN
I hope we live to be *old* friends.

They GRASP HANDS a final moment. Then Martin exits. Mike
CLOSES the HATCH, FIRES UP the engine, glancing at Robin.

MIKE
Strap in. -- I'm Mike.

ROBIN
Yeah. -- Robin.

THE HANGAR BAY - FULL - MIKE'S FIGHTER ROLLS FORWARD

A Trooper sees Mike within. Reacts because he is...

TYSON
Hey! -- Hey, you!

(CONTINUED)

CONTINUED:

Tyson dashes to a fighter, shouts to a TROOPER (GRADY).

TYSON (CONT'D)
Grab another fighter. Follow me!

INT. MIKE'S FIGHTER - ROBIN - CLOSE - INTERCUT
is wide-eyed seeing the HUGE HANGAR BAY DOOR yawning open.

EXT. MOTHERSHIP HANGAR BAY 27 - MIKE'S FIGHTER

PLUNGES DOWN, SPIRALING toward DOWNTOWN L.A.! Inside, Sancho is white-knuckled -- Robin is SHOUTING:

SANCHO
Hail Mary full of Grace!

ROBIN
Pull up! Pull up!!

MIKE
(fighting the controls)
Yeah, I'm working on it!

INT. TYSON'S FIGHTER - TYSON - INTERCUT

WHIPS out of the Mothership. He's focused, keys his radio.

TYSON
This is LA12. In pursuit of stolen
LA32. You with me, Grady?

GRADY (on radio)
Roger that. I'm LA83 on your six.

THE HANGAR BAY DOOR - A SECOND FIGHTER

FLIES OUT, chasing after Tyson's craft.

EXT. THE L.A. RIVER - AERIAL -- DAY - MIKE'S FIGHTER
is still in a DIVE -- right at the 4th STREET BRIDGE!

SANCHO
Be with us now and...

ROBIN
Do something! *Shit!*

Mike PULLS THE STICK BACK HARD.

His fighter LEVELS OFF inches above the CONCRETE RIVERBED,
ZIPS UNDER the BRIDGE, curves steeply UPWARD into A LOOP!

Mike, Sancho and Robin PULL 4-G'S - UPSIDE DOWN! She SCREAMS!

SANCHO
-- At the hour of our death!

(CONTINUED)

CONTINUED:

Mike's fighter DIVES DOWN out of the loop. He SKIMS the riverbed, FLASHING under the 101 FREEWAY BRIDGE, then pulls up and north toward CHAVEZ RAVINE.

Tyson guides his FIGHTER onto Mike's tail. He FIRES his PULSE CANNONS sending out BLAZING CHUNKS OF ELECTRICITY.

DODGER STADIUM - MIKE'S FIGHTER ARCS EAST AROUND IT

One BLAST from Tyson EXPLODES a grandstand light. Another HITS Mike's fighter! Inside, they all FEEL IT!

ROBIN
No! No! *Jesus!*

MIKE
Hang on!

Tyson FIRES. The BURST SMASHES Mike's aft, near Sancho who sees a TAIL GUN behind him. He turns his chair to man it.

AERIAL - THE DOGFIGHT - OVER THE FOUR-LEVEL - INTERCUT

Sancho's FIRST SHOT goes astray, but now he aims better, FIRES again. The SHOT skims past Tyson who barely blinks.

Mike flies tight around the BONAVENTURE and WEAVES SHARPLY BETWEEN the DOWNTOWN SKYSCRAPERS. Several buildings get CHUNKS BLOWN OFF by the CANNON FIRE. Frightened PEOPLE dodge DEBRIS!

GRADY'S FIGHTER draws alongside TYSON'S, both closing in on Mike, FIRING and dodging Sancho's REARWARD FIRE. The Mexican aims carefully with his good eye and SHOTS.

He SCORES! -- Grady's fighter takes a SERIOUS HIT, WOBBLER!

GRADY
Pitch is out! I can't hold it!

L.A. CITY HALL - GRADY'S FIGHTER SCREAMS IN EXPLODING THE TOP off CITY HALL! DEBRIS RAINS! PEOPLE PANIC!

MIKE
Awright! Way to go, Sancho!

But Robin YELPS as they're jolted by another HIT from Tyson's fighter, which is FIRING more rapidly now. And CLOSING.

EXT. COUNTY ROAD -- DAY - ROBERT'S POLICE CAR

SPEEDS into the foothills. It's 2:50. He's going to make it.

HIS POV - THE WINERY COMPLEX - TWO MILES AHEAD

Then suddenly a ROAR passes right over his head. A FIGHTER headed in the same direction he is. Then a SECOND and a THIRD!

INT. 1ST FIGHTER - DIANA - CLOSE - INTERCUT

DIANA

Well done. This should give your
troops a little exercise, Captain.

The Captain who captured Robert smiles at the controls.

Robert SLAMS his steering wheel in ANGUISHED FURY...

ROBERT

No! It's not four o'clock! You lied
to me, you son of a bitch! You lied!

Then Robert sees a FOURTH and FIFTH FIGHTER diving in.

EXT. THE WINERY COMPLEX -- DAY - POLLY & LITTLE KATIE

are sorting supplies on a porch. Others are busy in the
complex as Diana's fighter ARCS IN and OPENS FIRE! PULSE
HITS and EXPLOSIONS startle everyone!

Kathleen rushes to her girls as the 2nd FIGHTER STRAFES!

An auto is HIT, EXPLODES. Resistance fighters are BLOODIED.
Young Josh had been unloading equipment, ducks for cover.

ROBERT'S POLICE CAR

skids into the midst of the BESIEGED CAMP as PULSE WEAPON
BLASTS EXPLODE CHAOTICALLY around him. He leaps out, SHOUTS:

ROBERT

Kathleen!? -- Polly!? -- Kathleen!?

His voice is barely heard over THE TUMULT. It's A WAR ZONE.

EXT. UNION STATION -- DAY - TROOPERS & TEAMMATES - INTERCUT

are loading PRISONERS into a SHUTTLE as MIKE'S FIGHTER ZIPS
by overhead, TYSON on his tail. Both FIRING at each other.

Mike bends his stick hard left BANKING past DISNEY HALL'S
SHINY STEEL which RICOCHETS a PULSE FIREBALL from Tyson.

OVER GRAND AVENUE - AERIAL TRACKING - MIKE'S FIGHTER

careers between HIGH-RISES. The fighter takes a BAD HIT.

MIKE

Come on, Sancho! Nail that fucker.

SANCHO

I'm trying! But I need a little luck!

(CONTINUED)

CONTINUED:

Mike's eyes light up. He pulls Sean's DODGER CAP from his Visitor uniform and claps it on with new resolve.

MIKE

Okay. ...Let's do this.

2ND STREET - AERIAL TRACKING - MIKE'S FIGHTER

as it BANKS STEEPLY, DIVING right toward the HILLSIDE!

ROBIN

What're you doing?! We're gonna crash!

MIKE

(focused keenly)

...Not with any luck.

Tyson is closing the gap. But Mike suddenly DIVES TO STREET LEVEL -- ZIPS in front of a large TRUCK and right into...

THE 2ND STREET TUNNEL!

Robin and Sancho duck as the tunnel WHIZZES BY AROUND THEM.

Tyson's FIGHTER dives to follow, but the truck BLOCKS HIM! He can't get in or pull up in time! He BELLOWS --

TYSON

Nooooo!

He CRASHES into the top of the tunnel in a BALL OF FLAME!

THE WEST END OF THE TUNNEL - MIKE'S FIGHTER

comes ZOOMING out, startling people! Sancho is wide-eyed!

SANCHO

...Where'd you learn to drive?

Mike BANKS UP, UP and AWAY from the L.A. Skyline.

EXT. THE WINERY COMPLEX -- DAY

Under SIEGE! A FIGHTER dives in STRAFING the people! Several SCREAM and WRITHE IN AGONY. It's GRUESOME, UGLY, DEADLY WAR.

A STORAGE SHED

has its roof BLOWN OFF. Kathleen is running nearby, carrying Katie, urging Polly toward the CELLAR ACCESS of a building.

KATHLEEN

In there! Stay down!

POLLY

No, Mom!

(CONTINUED)

CONTINUED:

KATHLEEN

Stay down, Polly!

Kathleen SLAMS the door, runs off. But Polly peers out.

She sees A MAN take a HORRIFIC PULSE HIT, GUSHING BLOOD. He dies as he falls nearby. Polly SHOUTS at frightened Katie:

POLLY

Don't you move!

Polly scampers through BURSTS, grabs the rifle, ducks back.

POLLY (CONT'D)

...Stay down, my ass.

She points the rifle at AN INCOMING FIGHTER and SHOOTs!

EXT. THE WINERY ENTRANCE -- DAY - ROBERT

dodges amidst SMOKE, FIRE and the incoming PULSE BLASTS of an attacking fighter. He's still CRYING OUT for...

ROBERT

Kathleen?! -- Katie?! -- Polly!?

A nearby BLAST SMASHES him against a wall, stunning him. He's BLOODIED, looks up dazedly to see through FLAMES...

THE BIG RED GARBAGE TRUCK

ROARING in. A FIGHTER dives in, FIRING, but the PULSE BURSTS RICOCHET OFF the heavy steel truck. The cavalry is arriving!

Elias, Brad and others leap off the truck and open THE BACK. RESISTANCE FIGHTERS pour out and dispense the STOLEN WEAPONS.

Julie runs around to join the others, SHOUTING:

JULIE

We've got to save our equipment in the storage building!

PEOPLE rush to grab the new WEAPONRY. Passing it hand to hand. Someone gives Julie a .45 SERVICE AUTOMATIC. She stuffs it into her belt. More anxious to get others going.

ELIAS

Heads up! They're coming in again!

Some duck for cover by the garbage truck, while Elias, Julie, Brad, Joan and others run toward the STORAGE BUILDING.

INT. DIANA'S FIGHTER - THE CAPTAIN & DIANA - INTERCUT
are supremely confident as they make another run.

CAPTAIN

Let's enjoy our target practice.

AERIAL TRACKING - BEHIND THE CAPTAIN'S FIGHTER

as it DIVES in, CANNONS FIRING down at the garbage truck.

ANOTHER FIGHTER

arcs in STRAFING the running heroes. A BURST tumbles Brad, but he regains his feet, and FIRES his AK-47 at the fighter.

JULIE

Here, Brad! Behind here!

They follow her to the SMOKING WRECKAGE of a truck which affords some cover. Elias fumbles with a rocket propelled grenade launcher (RPG). Joan grabs it. Expertly preps it.

JOAN

Don't stare! Cover me!

Brad and Elias give AK-47 FIRE to an INCOMING FIGHTER whose CANNONS BLAST a SIX-FOOT HOLE in a wall behind them. Joan slaps the RPG in the Elias's hands.

JOAN (CONT'D)

I was in The Guard. Go for it!

She quickly preps a STINGER for herself as...

A FIGHTER banks in, FIRING toward the storage building.

ELIAS aims and FIRES his RPG at it.

THE FIGHTER

takes his HIT. FLAMING on one side, TRAILING BLACK SMOKE, it barrel-rolls upside down and CRASHES in a DOUBLE EXPLOSION!

THE RESISTANCE FIGHTERS

CHEER and wave their weapons. Their FIRST KILL! -- However...

JULIE - CLOSE - SEEN THROUGH SMOKE & FLAMES

remains sobered, focused on the battle's EXTREME FEROCITY.

(CONTINUED)

CONTINUED:

DIANA'S FIGHTER - SHE & THE CAPTAIN

are not pleased by the loss of a fighter. They'll avenge it.

ELIAS AND THE OTHERS

still CHEER, fighting harder now. Julie should be pleased, but is stunned by the COMBAT FURY. She loads weapons for others, not firing herself. Then she sees...

A VISITOR FIGHTER ARCING in, BLASTING AWAY!

JULIE

Watch out! Watch out!

JOAN - CLOSE

FIRES her STINGER and SCORES. The fighter DISINTEGRATES EXPLOSIVELY! Joan and the others are BUFFETED by the SHOCK WAVE! -- Then they CHEER. Shouts of "Joan! Joan! Joan!"

JULIE - CLOSE - SEEN THROUGH FLAMES - SLOW MOTION

Her comrades' CHEERS slip into ECHO, as Julie, physician, humanist, beholds THE BESTIAL NATURE OF WARFARE. She sees:

AN OLDER WOMAN - THROUGH PULSE FIRE - SLOW MOTION

dragging a COMPATRIOT'S LEGLESS BODY out of a FIRE as SPARKS from PULSE BURSTS SPATTER around her. ...And Julie sees:

A BLINDED YOUNG MAN - THROUGH SMOKE - SLOW MOTION

carrying the DEAD BODY of a TEENAGE GIRL aimlessly through the EXPLOSIVE HITS. ...And Julie sees:

A YOUNG WOMAN - THROUGH FLAMES - SLOW MOTION

wounded, crawling painfully along the ground amidst THE FIREFIGHT. ...Then Julie sees:

YOUNG JOSH - THROUGH PULSE BURSTS - SLOW MOTION

finding the bravery to run through the BLISTERING PULSE BURSTS to aid the fallen woman. He can't pull her from the line of fire. He's crying, terrified, but trying to shelter her.

JULIE - CLOSE - SLOW MOTION

Drawing a breath, rising to the challenge. Heading for Josh.

(CONTINUED)

CONTINUED:

A NEARBY BUILDING

EXPLODES VIOLENTLY, but Julie is unmindful as she dashes right through THE LINE OF FIRE to Josh. Elias sees her:

ELIAS

Julie! -- Julie! No!

JOSH

Help me, Julie! Do something!

FIERY EXPLOSIONS all around them make Julie suddenly realize she doesn't know what she can do. Then she sees...

DIANA'S FIGHTER - INTERCUT

banking in from the distance. Coming right toward them.

JULIE - CLOSE

As *SOMETHING PROFOUND HAPPENS INSIDE HER*. She is suddenly calm. *If this is her destiny, so be it.* She looks down at...

THE SERVICE PISTOL STUCK IN HER BELT

She wraps her hand around its grip. Pulls it out. She has never fired a gun. She slowly stands up over Josh as...

DIANA'S FIGHTER arcs in toward her.

Julie watches it approach. Then she methodically raises the meager pistol and aims at the oncoming JUGGERNAUT. She FIRES.

ELIAS AND THE OTHERS - INTERCUT

see the impossibility of what she's doing.

ELIAS

Julie! -- Julie!

JOAN

For Christ's sake, Julie!

JULIE AND THE FIGHTER - FULL - THE VISITOR CRAFT

lays down a THUNDEROUS RAIN OF PULSE FIRE that CHEWS UP THE EARTH in FIERY BURSTS barely missing on either side of Julie. She stands, unflinching throughout, FIRING HER PISTOL at it.

The craft FLIES RIGHT BY over her head and then upward.

ELIAS AND THE OTHERS

FIRE their weapons at the fighter, but score no hits.

(CONTINUED)

CONTINUED:

JULIE - CLOSE

watching the fighter heading away.

IN DIANA'S FIGHTER - DIANA

knows an important leader when she sees one...

DIANA

Another pass. I want to get that woman.

The captain complies. Steers into a turn.

THE FIGHTER ACROSS JULIE - WIDE

as it banks around to come back.

JULIE - CLOSE

with FIRES burning behind her -- *and within her*. She breathes slowly and evenly as the fighter arcs back toward her.

DIANA - CLOSE - IN THE FIGHTER

Supremely confident as she approaches...

JULIE - CLOSE - STANDING HER GROUND

Ready to meet her Fate. She raises her pistol as the fighter zeroes in for the certain COUP DE GRAS. -- But then a frown catches in Julie's brow. She has seen...

ANOTHER FIGHTER - BATTERED AND CHARRED

appear over a hill BEHIND Diana's craft. Coming on strong.

INT. THE BATTERED FIGHTER - MIKE - CLOSE

His jaw is set and his focus sharp as HIS THUMB on the control stick presses the RED WEAPONS BUTTON.

His FIGHTER'S PULSE CANNONS BLAST away!

DIANA'S FIGHTER - AERIAL TRACKING

as it takes a HIT!

INSIDE HER FIGHTER - AN ELECTRICAL PANEL

EXPLODES on the upstage side of her face. She GASPS, INJURED. The captain fights for control of their fighter.

On the ground, Julie watches tensely.

(CONTINUED)

CONTINUED:

IN HIS FIGHTER - MIKE - CLOSE

FIRES REPEATEDLY, sending his bitter hatred with every shot.

DIANA'S FIGHTER - AERIAL TRACKING

takes another PAIR OF SOLID HITS.

DIANA - CLOSE - IN THE SMOKY FIGHTER

She snaps at the captain...

DIANA

Return to base.

The beautiful woman turns angrily -- revealing that HER ENTIRE CHEEK has been RIPPED AWAY and HANGS in SHREDS. Beneath lies *The Truth*; the SLIMY SCALES, and a glaring, RED ALIEN EYE.

Suddenly Diana experiences a SURGE of PURE RAGE which causes her REPTILIAN COWL to BURST OUT FROM HER NECK and PULSATE with its NEEDLE-SHARP BONES. She is A GROTESQUE HORROR!

ON THE GROUND - JULIE - FULL

watches as Diana's fighter and the other two fly past overhead and beat a hasty retreat.

The RESISTANCE FIGHTERS raise a MONUMENTAL and EXTENDED CHEER! For their cause -- and for...

JULIE - CLOSE

who still watches the departing enemy. Julie found something inside herself she didn't know was there. But she wonders if it will be there the next time she needs it. Then she feels...

JOSH'S HAND

taking hers. She looks into his eyes and hugs him tightly. Then they attend to their seriously wounded compatriot.

EXT. THE CAMP - OTHER RESISTANCE FIGHTERS

are helping THE WOUNDED. Moving through the SMOKE and FIRES is Robert, searching for his family. His eyes widen in terror.

THE CELLAR ACCESS - KATHLEEN

lies sprawled where she had left Polly and Katie. The building was reduced to RUBBLE. Robert rushes to her, cradles her BLOODIED head in his arms. Kathleen barely stirs...

(CONTINUED)

CONTINUED:

ROBERT

Kathleen! Oh God! This wasn't supposed to happen! Not to anybody!

KATHLEEN

...Robert?...

ROBERT

(shouting off)
Medic! Help!

But the camp is filled with many such DESPERATE CRIES.

KATHLEEN

...It's alright...don't...

ROBERT

...Where are the girls? ...Kathleen?

She tries to speak, but can't. She manages to shake her head slowly...then goes limp in his arms...as her soul departs.

Robert hugs her tightly, shuddering with anguish. He sees the DEATH & DESTRUCTION - for which he feels responsible. A volcanic wave of emotion erupts. He ROARS WITH RAGE!

Then, through his tears, he sees...

A PISTOL

lying nearby. He takes it in his hand. Raises it to his head.

POLLY (O.S.)

Daddy! Daddy!

AMID THE SMOKE - SCRAPPY POLLY HOLDS LITTLE KATIE

They are BRUISED, FILTHY, ALIVE! Robert runs to them. They clutch each other tightly. Then Robert is astonished to see:

FROM BEHIND A BURNING VEHICLE -- ROBIN

as she rushes toward her father -- then sees Kathleen.

ROBIN

...Momma? ...No...*Momma!*

Robert catches her and pulls her in close to him and her sisters. But Robin goes to pieces, SOBBING INCONSOLABLY. The family stands tightly together, amid the ruins, weeping.

EXT. THE MAIN STORAGE BUILDING -- DAY

BRAD
(emerges from within)
We did it! -- The equipment is safe!

JOAN
(hugs Josh)
How about this one, huh? Right out there in the thick of it.

ELIAS
Yeah! And you see 'em turn and run? Shoot, man. They ain't so tough.

BRAD
(incredulous)
What are you, *crazy*?!

EXT. WINERY ENTRANCE -- DAY - MIKE'S FIGHTER

is parked. He is helping others to ease Sancho onto a stretcher. Sancho looks up at Mike and smiles...

SANCHO
We fought pretty good, eh?

MIKE
Your Grandpa would be very proud.

Sancho breathes a contented sigh. The others carry him off for treatment as Mike turns to see Julie approaching, leaning on her cane. They study each other...then...

JULIE
Mr. Donovan...It's good to see you.

MIKE
Thanks. ...You, too, Doc.

They look at each other with deep, mutual admiration...and something more. Then Julie catches herself...

JULIE
So...Did you find out anything?

INT. RESISTANCE WAREHOUSE -- NIGHT - POLLY & LITTLE KATIE

wait outside the funky bathroom door. A TOILET FLUSHES within, then Robin appears, wiping her mouth. She smiles at Katie.

ROBIN
Okay, Katie, brush your teeth.

(CONTINUED)

CONTINUED:

KATIE

You sound like Mom.

The three girls share a sad look. Katie goes inside. Robin leans against the wall, unwell. Polly studies her sister.

POLLY

Barfing again, huh? You better have Julie take a look at you.

ROBIN

I've just got a bug.

POLLY

Or a guy, huh? -- Morning sickness?
(Robin glances sharply)
...Did Daniel get you alone and--?

Robin is silent. Polly tries to read her sister's face, then goes pale, realizing *who* Robin might be involved with.

POLLY (CONT'D)

Tell me it wasn't...*him!* Have you what they look like *underneath?*

ROBIN

Oh, those sketches are bullshit.

POLLY

Donovan said he had a tape.

ROBIN

But have you seen it? No. And Brian is *nothing* like that. ...Believe me.
(off Polly's stare)
...And it wasn't him, okay?

POLLY

Good. Then why not--

ROBIN

(turns on her, steely)
Polly. -- Leave. It. Alone.

Robin rivets her a moment, then walks off through the shadows of the old warehouse. Polly watches her go, worried.

EXT. THE NATIONAL RADIO ASTRONOMY OBSERVATORY -- NIGHT

On the southwestern plains, beneath the moon, sit 27 RADIO ANTENNA DISHES, each one 82 feet across. A TITLE appears:

New Mexico - Six Months Later

INT. THE ANTENNA CONTROL ROOM WINDOW -- NIGHT - ELIAS

ELIAS

The Very Large Array? Couldn't they
pick a cooler name? Like Dish City?
Or Big Ass Antennas?

Mike smiles up from a SOPHISTICATED CONTROL PANEL. He stands near DR. KENNETH PERRY, an ASTRONOMER with thinning red hair, who's INPUTTING DATA at a keyboard. His daughter MARGARITA, 7, with auburn hair in a pony tail, enters with some COOKIES.

MARGARITA

I call it *SpaceCom Central*.

ELIAS

Yeah! That's what I'm saying. Why
don't they listen to you, Margarita?

MARGARITA

They will someday. Chocolate chippers?

ELIAS

Gimme gimme, girl.

MIKE

You know I love 'em.

ELIAS

Mmm, deadly. So are those big dishes
out there as good as your cookies?

MARGARITA

(sitting on a stool)

Oooo yeah. The VLA is one of the
world's premier observatories.

ELIAS

...Premier, huh? Get back.

KENNETH

She knows the stats better than I
do. She's been climbing around on
'em since she started walking.

ELIAS

So these are like the most powerful
antennas in the world?

MARGARITA

(munching her cookie)

Pretty much.

MIKE

If we're going to get a distress
signal out, this is our best hope.

(CONTINUED)

CONTINUED:

KENNETH

Robert told me he finally made some contact with other Resistance groups.

MIKE

Just sporadically so far, Kenny.

ELIAS

But just knowing there's some other fighters out there pumps us up.

KENNETH

Well, maybe there's some other fighters way out there. -- Okay, Mike. ...Whenever you're ready.

They look at each other for a weighty moment. Then Mike says:

MIKE

Margarita. You do it. It's really your future we're dealing with here.

The girl's hazel eyes scan the COMPLICATED INFORMATION on the console's MAIN FLAT SCREEN, seeming to comprehend it.

MARGARITA

I just hit the 'enter' key, huh?
...Okaaaaay.

Margarita reaches her hand out, but then pauses. Mike sees that she instinctively recognizes the PROFOUND, CEREMONIAL ASPECTS of what she's about to do. She raises her young hand above the keyboard, then speaks slowly...

MARGARITA (CONT'D)

Here's one small step for a girl...

She carefully taps the key. A STATICKY COMPUTER BUZZ BEGINS.

ELIAS

Huh? -- *That's* our call for help?

KENNETH

In binary mathematical code.

MARGARITA

...Little ones and zeroes. Math is the universal language, y'know.

MIKE

If the Visitors do have an enemy, they'll be intelligent enough to translate this distress call.

(CONTINUED)

CONTINUED:

ELIAS

How long will it take to reach 'em?

MIKE

Depends on how far away they are.

KENNETH

The signal travels at light speed--

MARGARITA

(nods, offhandedly)

186,000 miles per second.

KENNETH

So if they're, say, ten light-years away then it'll take--

ELIAS

Ten years for it to reach 'em?

MIKE

Right. And even if they could travel at or near the speed of light, which is pretty unlikely, it'd take--

ELIAS

Another ten years for them to show up here. Wow. ...Twenty years.

(feeling the weight)

What'll Earth look like by then?

MIKE

Hopefully we'll be around to find out. -- Kenny and Margarita will keep sending bursts of transmission. Night and day, right?

MARGARITA

You betcha.

ELIAS

Well, I sure hope they got their ghetto blasters tuned in on us.

MIKE

And if they do...let's hope they'll be on our side. -- Truth is we can only count on ourselves.

ELIAS

Well, we won the first battle, huh?

MIKE

Yeah. But the war is just beginning.

(CONTINUED)

CONTINUED:

Elias ponders that serious consideration. Then he looks at the monitor, STREAMING ones and zeroes to...

EXT. THE 27 HUGE RADIO ANTENNAE -- NIGHT

which transmit the distress call out toward THE STARS.

INT. RESISTANCE WAREHOUSE -- NIGHT - BRAD & JULIE

are just entering, worn out from hard traveling.

BRAD

No question, the Seattle bunch seemed the most buttoned down.

JOAN

(approaching urgently)
Thank God you're back.

JULIE

Had a couple of close calls coming down through Oakland. We were--

JOAN

Robin's in labor.

Julie reacts. They're on the move as she sheds her jacket.

JULIE

I figured she was only about five or six months along. It's true labor?

JOAN

Her water broke.

JULIE

How long ago?

JOAN

About eight hours.

JULIE

...Oh my God...

JOAN

And Julie, there was a lot of blood in it...that looked... Strange.

Julie is about to ask more she hears A PAINED CRY.

INT. RESISTANCE MEDICAL AREA -- CONTINUOUS - ROBIN - CLOSE

Covered with SWEAT, her hair strings across her face. She CRIES OUT again. Robert is beside her, mopping her brow.

(CONTINUED)

CONTINUED:

ROBERT
Easy, honey...easy.
(seeing Julie)
Thank God. You've got to help her.

Julie is already hurriedly washing her hands. She sees Joan checking a BLOOD PRESSURE CUFF on Robin.

JULIE
B.P.?

JOAN
One-ten over fifty-five. And it's
been dropping steadily.

JULIE
Pulse?

JOAN
Roller coaster. Twenty to a hundred
and twenty and back. Getting weaker
in the last hour.

Julie glances at an I.V. as she moves to Robin, checking her eyes, her gums.

JULIE
What's hanging?

ROBERT
Clara started saline. Didn't want to
medicate her until you got back.

JULIE
She's getting shocky. Raise her legs. --
Robin. Can you hear me?

The girl's hazy eyes loll toward Julie. She manages to nod.

JULIE (CONT'D)
Good girl. I'm going to examine you,
okay? See how far along you are.

Robin is too weak to respond. Julie moves to her foot.

JULIE (CONT'D)
Light, Joan. -- Clara prep an
epidural.

An older woman (CLARA) nods and goes to work as Joan aims a LANTERN between Robin's legs. Julie begins the exam. Robert tries to comfort his daughter, realizing...

(CONTINUED)

CONTINUED:

ROBERT
She's having a contraction.

JULIE
Yeah, I feel it.

Then Julie stands up. Her mouth dry. Her mind racing.

BRAD
What's wrong?

JULIE
She's not dilated at all. Not one centimeter.

Robin CRIES OUT LOUDLY in SEVERE PAIN!

JOAN
What should we do?!

ROBERT
She can't keep suffering!

JULIE
(taking control)
Clara, forget the epidural. Prep a spinal. We'll get it into her, then get gowned & scrubbed. You too, Brad. Robert, you better also. We'll do a C-Section. I don't see another choice.

As they start to scrub, Julie speaks aside to Robert.

JULIE (CONT'D)
Did she tell you who the father is?

ROBERT
No, she never has.

The continue scrubbing, unaware that Polly is nearby and has heard the question. The tomboy looks at...

ROBIN - CLOSE

in AGONY. But Robin sees Polly staring at her. Robin shakes her anguished head. Polly knows Robin wants the secret kept.

When Robin is pulled away by the PAIN of a contraction, Polly makes her decision. She steps closer to her dad and Julie.

POLLY
It's Brian. ...The father.

Robert stares at Polly, the blood drains from his face. He reaches for the wall, his mouth working but speechless...

(CONTINUED)

CONTINUED:

Julie is startled by his reaction, then looks sharply at Polly...not wanting to ask...

JULIE
...Brian isn't...?

POLLY
(nods slowly)
...One of them.

JULIE
...I don't know how that's possible.
...Different species. The chromosomes
wouldn't recognize each other...

POLLY
...Then what's inside her?

Julie stares at Polly, and looks over at...

ROBIN - ON THE TABLE

writhing and GROANING in BIRTH AGONY.

TIME CUT - INT. RESISTANCE MEDICAL AREA -- NIGHT - FULL

The room is QUIET now. Robin feels no pain, but quivers with fear. A clear oxygen mask is over her nose and mouth. Brad sits near her head, monitoring her vital signs.

BRAD
Still one-ten over sixty.

JULIE
Good. I'm down to the bag of waters.

ROBERT
(wipes Robin's brow)
You're doing great, honey.

He is trying to hide the dread he feels. He looks toward...

ROBIN'S PREGNANT BELLY

which has been STERILIZED and DRAPED. Julie has opened an INCISION about ten inches long. She is STRETCHING THE SKIN WIDER, revealing the UTERUS beneath and the HAZY FORM WITHIN.

JULIE
Hold that, Joan. Good. ...Wipe.
Polly, also in a scrubs, wipes Julie's damp brow.

(CONTINUED)

CONTINUED:

JULIE (CONT'D)

...Okay...
 (takes a breath)
 ...Here we go...

Julie's SCALPEL CUTS a fine line through the MEMBRANE.

JULIE (CONT'D)

...I'm into the sack....

Everyone is tense, barely breathing. Robin least of all.

JULIE - CLOSE - INTERCUT

JULIE (CONT'D)

...I see one hand...Five fingers...

Julie's expression CLOUDS SLIGHTLY. Joan sees, whispers...

JOAN

...What's wrong...

JULIE

(also whispers)
 ...Look...at the fingers...

THE BABY'S TINY HAND - VERY CLOSE - INTERCUT

The FINGERS are TREMBLING with life, spreading slightly revealing a THIN MEMBRANOUS WEBBING stretched between them.

ROBIN - CLOSE - INTERCUT

Feels the sudden HUSH...

ROBIN

...What is it?

JULIE

Nothing, honey. We're doing okay.
 You're going to feel some pressure.

THE UTERINE CAVITY - INTERCUT

The BABY'S BACK is presenting. The SPINAL CORD seems slightly MORE PROMINENT than it should. And something else...

JOAN

(whispers)
 ...The skin...It looks...

JULIE

(barely audible)
 ...Yeah... Scaly...

(CONTINUED)

CONTINUED:

Julie's hands separate the uterine tissues. She carefully eases the LITTLE FORM out, it is covered with oddly YELLOWISH BIRTHING FLUIDS. Julie is very cautious with the UMBILICAL.

JULIE (CONT'D)

...Okay, it's out...Clamp the cord.

Joan does so nervously. There is a GURGLE, then a WHIMPER. Julie looks at the baby's bottom, seeing...

JULIE (CONT'D)

...It's a girl...

There is POSITIVE REACTION from everyone. Some relieved LAUGHTER. -- But not from Joan or Julie who are closest.

Julie slowly turns *THE INFANTA*, dripping with fluid, to see...

THE BABY'S FACE - CLOSE - INTERCUT

It's eyes are SQUINTED CLOSED. It has HUMAN CONFIGURATION -- but where the hairline should be there are ROWS OF SCALES. The cheeks are ruddy, with TINY CARTILAGE SPIKES lying flat against them and PULSATING OUTWARD.

Julie stares at it, stunned, as the INFANT emits a STRANGE SQUEAL and opens its sticky eyes -- which are RED with VERTICAL YELLOW IRISES! -- It is a frightening *HALF-BREED!*

EVERYONE

stands dumbstruck. They have all seen it now. All but...

ROBIN

What's wrong? What's wrong?!

JULIE

Nothing, Robin. I just need to get the cord cut and you closed up, so--

ROBIN

I want to see my baby!

JULIE

In a little while, I--

ROBERT

Just lie still, honey--

ROBIN

I want to see her now!
(pulls herself up)
I want to--

JOAN

Robin, no! Lie back!

ROBERT

No, don't look--

(CONTINUED)

CONTINUED:

Too late.

ROBIN - CLOSE

is staring in terror at...

HER PROGENY

with its YELLOW-RED EYES GLARING at her! -- And then with another SQUEAL -- its TEN-INCH FORKED TONGUE LASHES OUT!

Robin's eyes go FRIGHTENINGLY WIDE as HER BRAIN SHORT-CIRCUITS! -- She emits an UNEARTHLY SHRIEK!

The CAMERA ZOOMS straight into the DARKNESS of HER GAPING MOUTH. Traveling DEEPER still -- into the darkest recesses of her soul, as Robin's SHRIEK ECHOES and ECHOES...until the darkness very slowly becomes...

EXT. DEEP SPACE - A MILLION STARS

The CAMERA slowly pans...bringing into view...a DUSTY BEIGE PLANET traced with THIN, IRREGULAR LINES that look from space like blood vessels.

It's not a planet we recognize. This ALIEN WORLD is bathed in the light of a SUN that is more YELLOW than our own, and also a SECOND SUN -- a RED DWARF STAR.

The CAMERA comes to rest on the back of A MAN'S head. He is looking out a VIEW PORT at the PLANET and SUNS.

A FEMALE VOICE speaks in an STRANGE [SUBTITLED] LANGUAGE...

THE EXECUTIVE OFFICER (O.S.)

[Pardon me, Admiral.]

The man turns. He is perhaps 40. He has the demeanor of a PROFESSIONAL COMMANDER. He looks slightly more than human. His skin has an unusual SHEEN to it. His eyes are AMBER.

THE ADMIRAL

[Yes, what is it?]

WIDER - THE ADMIRAL'S CHAMBER

looks STRANGELY ORGANIC. The walls are CURVED and UNEVEN as the inside of a TERMITE MOUND. They might have been created by INSECT EXCRETION. The lighting is DIM. The air THICK.

Four of the Admiral's AIDES are SITTING ON THE WALL SIDEWAYS, defying gravity as though the wall were their floor. Two of them are black, but their skin and the Executive Officer's have the same PECULIAR SHEEN. The Exec's eyes are VIOLET.

(CONTINUED)

CONTINUED:

Though the CAMERA avoids genitalia, the Aides, the Admiral, and the Executive Officer are all COMPLETELY NAKED.

She hands The Admiral a SMALL GOSSAMER RIBBON...

THE EXECUTIVE OFFICER
[This distress call was picked up by one of our wormhole probes.]

THE ADMIRAL
(looks it over)
[...Primitive...but very interesting.]

THE EXECUTIVE OFFICER
[I thought so, too, sir. ...Perhaps an opportunity?]

THE ADMIRAL
[Perhaps. ...How long ago was it transmitted?]

THE EXECUTIVE OFFICER
[We're still trying to determine that. It may have been quite a while.]

THE ADMIRAL
[Very well. Keep me closely advised.]

THE EXECUTIVE OFFICER
[Of course. ...Would you like to take any immediate action?]

THE ADMIRAL
[Yes.]
(looks at her pointedly)
[...I'd like to think.]

The Executive Officer smiles, nods gracefully and exits.

The Admiral looks at the gossamer ribbon a moment longer, then turns his head to look back out the port.

He turns *ONLY HIS HEAD* -- it ROTATES a full 180 DEGREES!

EXT. THE VIEW PORT - THE ADMIRAL

can be seen inside. His NAKED BACK is fully toward CAMERA, but his FACE atop it peers straight out. ...Thoughtfully.

The CAMERA begins to pull away -- revealing the view port is on the side of a GARGANTUAN, ASYMMETRICAL, ORGANIC SPACECRAFT. It looks as though it was constructed by GIGANTIC INSECTS!

(CONTINUED)

CONTINUED:

The CAMERA ACCELERATES, pulling away faster -- revealing that the huge spacecraft is only one of DOZENS and DOZENS. In various shapes and sizes. But all *FEARFULLY ALIEN!*

The CAMERA ACCELERATES FASTER STILL -- until the eerie ships, the strange planet and its binary stars are mere pinpoints in the vast, unknown and unpredictable universe.

