

V

" THE ORIGINAL SERIES "

by

Kenneth Johnson

THIRD DRAFT

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N O T E

Throughout, please change:

Jimmy Brooks to Josh Brooks

Tara Maxwell to Katie Maxwell

V
CAST

CAMERAMAN: MICHAEL DONOVAN

CAMERAMAN'S EX-WIFE: MARJORIE DONOVAN

CAMERAMAN'S SON: SEAN DONOVAN

SEAN'S FRIEND: JOSH BROOKS *

SIDEKICK: TONY WAH CHONG LEONETTI

SIDEKICK'S WIFE: FRAN LEONETTI

INTERN/BIOCHEMIST: JULIET PARRISH

BLACK DOCTOR: BENJAMIN TAYLOR

STREET BROTHER: ELIAS TAYLOR

BLUE COLLAR WORKER: CALEB TAYLOR

WAITRESS: HARMY

PLANT MANAGER: ARTHUR DUPRES

PLANT MANAGER'S WIFE: ELEANOR DUPRES

ANTHROPOLOGIST: ROBERT MAXWELL

ANTHROPOLOGIST'S WIFE: KATHLEEN MAXWELL

TEENAGE DAUGHTER: ROBIN MAXWELL

TOMBOY: POLLY MAXWELL

THREE YEAR OLD: KATIE MAXWELL *

THE GRANDFATHER: ABRAHAM BERNSTEIN

HIS SON: STANLEY BERNSTEIN

HIS DAUGHTER-IN-LAW: LYNN BERNSTEIN

HIS GRANDSON: DANIEL BERNSTEIN

(MORE)

CAST (CONT'D)

SENATOR BURKE

TECHNICIANS (2)

TROOPER

TV DIRECTOR

ASSISTANT DIRECTOR

TECHNICAL DIRECTOR

*

BRAD

HARDHAT

DENNY

BRIAN

DIANA

RUBY

RUTH

QUINTON

DR. METZ

DR. JANKOWSKI

LEAR JET PILOT

MARTIN

BARBARA

WILLIAM

SQUAD LEADER

V
SETS

INTERIORS:

BIOCHEM LAB

BERNSTEIN HOME

MAXWELL HOME

Living Room

Bedroom

Workroom/Studio

DOCKING AREA

LEAR JET

APARTMENT

MOTHER SHIP

Diana's Inner Sanctum

Docking Area

Red Hatch

Blue Hatch

Central Cavity of Ship

Dark Corridor

Dark Chamber

Donovan's Cell

Robin's Cell

Barracks Area

Ventilation Shaft

Control Room

Engine Room

John's Study

Corridor

DUPRES HOME

A WINDOW

SANCHO'S ROOM

CALEB'S APARTMENT

SQUAD UNIT VEHICLE

RUBY BROWN'S HOUSE

JULIET'S APARTMENT

TV VIDEOTAPE ROOM

EXTERIORS:

THE CAMP

ARCHAEOLOGICAL DIG

SUBURBAN NEIGHBORHOOD

OIL REFINERY

Catwalks

Parking Lot

Near Commissary

Commissary

Shuttle Landing Area

Cryogenic Section

SUBURBAN INTERSECTION

UFO

LOS ANGELES

NIGHT SKY

NEW YORK SKYLINE

U.N. BUILDING

Roof

TIMES SQUARE

SMALL TOWN SQUARE

DUPRES GARDEN

SHUTTLE CRAFT

Storage Area

DARK STREET

L.A. CITY STREET

Alley

Sidewalk

VARIOUS URBAN STREETS

VARIOUS SUBURBAN STREETS

SUBURBAN BUSINESS STREET

(MORE)

SETS (CONT'D)

INTERIORS:

HOSPITAL
VIDEOTAPE ROOM
SHUTTLE
TV CONTROL ROOM
TV STUDIO
SEAN DONOVAN'S HOME
ABRAHAM'S POOL HOUSE
KRISTINE'S APARTMENT
URBAN RESISTANCE BUILDING
Conference Area
TRUCK
Hidden Compartment
NATIONAL GUARD ARMORY
FIRE CHIEF'S CAR
DONOVAN'S VEHICLE
FIRST AID TENT
GOLDSTONE TRACKING STATION
ARCHAEOLOGICAL LAB
RUTH'S ENTRYWAY

EXTERIORS:

MARCH AIR FORCE BASE
CHINESE RESTAURANT
LARGE, CLEAN WAREHOUSE
Loading Dock
Roof
CALEB'S GARAGE
URBAN RESISTANCE BUILDING
SQUAD VEHICLE
MOTHER SHIP
CHURCH
TRUCK
TONY'S GARAGE
NATIONAL GUARD ARMORY
FIRE CHIEF'S CAR
EDGE OF TOWN
SHORELINE
MOUNTAIN ROAD
MOUNTAIN CAMP *
DONOVAN'S VEHICLE *
A DITCH
FIRST AID TENT
GOLDSTONE
LAB PARKING LOT *
RUTH'S BROWNSTONE *

To the heroism of The Resistance Fighters

-- past, present, and future --

this work is respectfully dedicated.

"V"

1 BLACK SCREEN

1

And then a blood-red letter "V" is spray painted against the black. There is a pause, and then...

HARD CUT TO:

2 EXT. A SPANISH MAN - CLOSE - DAY

2

Macho, wet with sweat and blood from a wound on his forehead -- and very intense, talking angrily and DIRECTLY INTO CAMERA.

THE LEADER

Of course we suffered losses, man
-- you don't go up against a force
like Theirs without expecting
losses.

He walks hotly PAST THE CAMERA which FOLLOWS HIM HAND-HELD, through the primitive guerilla warfare encampment where people are scurrying to fold up the camp. The Man shouts orders in Spanish.

THE LEADER

(continuing)

Saquen primero los caniones de
municiones!

(Get the ammunition trucks out
first!)

*
*

CAMERAMAN'S VOICE (O.S.)

How many losses?

THE LEADER

Seven men and women killed. A
dozen wounded.

(shouting)

Jesus -- muebe el jeep -- lo
esta tapando todo!

(Jesus -- move that jeep -- it's
blocking everything!)

*
*

CAMERAMAN'S VOICE (O.S.)

You're wounded, too.

(CONTINUED)

2

CONTINUED:

2

THE LEADER
 (turning to CAMERA,
 spitting the words)
 These wounds are nothing -- See?
 -- Compared to all the wounds that
They've inflicted on our country.

Another man's hand reaches to The Leader's forehead to dab a cloth at his injury, but The Leader brushes him aside. He steps closer, angrily, passionately --

THE LEADER
 (continuing)
 But we're gonna fight them --
 'til we win. You got that?!
 Fight 'til El Salvador is free!
 -- Ain't nothing gonna stop us!
 Hey?! You got that?!

3

CLOSE - CAMERAMAN

3

His eye pressed in his camera's viewfinder. He's smiling tightly.

CAMERAMAN
 Yeah -- I got that.

Suddenly, men scream! The Cameraman glances off to see...

4

AN ATTACK HELICOPTER

4

ROARING in at treetop level over the camp! It's MACHINE GUNS are BLAZING -- strafing the dirt road! People dive for cover!

5

CAMERAMAN

5

Hits the dirt but whips his camera up to record...

6

THE CHOPPER

6

Tearing past overhead and turning for another pass. An ORIENTAL-AMERICAN (the Cameraman's SIDEKICK) wearing earphones and carrying audio/video gear, drops down beside the Cameraman, sweating bullets.

*

SIDEKICK
 This don't look so good.

CAMERAMAN
 You kidding, man? -- It's great!

7 ANGLE THROUGH HIS HANDHELD CAMERA 7

Which captures the action as the chopper charges through on another strafing run! BULLETS impact around them, one freedom fighter is wounded!

8 A TRUCK 8

Is hit and bursts into flames!

9 PEOPLE 9

Run frightened -- while others uncover machine guns and FIRE back at...

10 THE CHOPPER 10

Which is now joined by another -- ROARING in overhead! The battle heats up!

11 THE CAMERAMAN AND HIS SIDEKICK (INTERCUT WITH ACTION) 11

SIDEKICK
(ducking bullets)
Donovan -- you're gonna get me
killed this time!

CAMERAMAN (DONOVAN)
You'll get another ~~Emmy~~!

*

SIDEKICK
-- I'll get a bullet in my
earphone!

MACHINE GUN FIRE kicks up the dust in front of them.

DONOVAN
Look! -- Look at him!

He focuses his camera on...

12 THE LEADER 12

Who stands over a wounded comrade as a chopper bears down on them -- a trail of BULLETS kicking dust on either side -- but...

13 CLOSER - THE LEADER 13

With cool determination and consummate bravery stands and aims his .45 automatic pistol with both hands at the approaching chopper -- and squeezes off SEVERAL ROUNDS right at it!

14 THE CHOPPER PILOT 14

Is wounded -- and the helicopter swerves off out of control behind some trees!

DONOVAN

-- Unbelievable!

SIDEKICK

What's unbelievable is we're still here! -- Now come on, man!

*

He drags Donovan into a nearby jeep, and kicks it into gear -- fishtailing through...

15 THE CAMP 15

Which is ablaze. They dodge around several other trucks -- one of which is burning and EXPLODES as they pass!

16 A THIRD CHOPPER 16

ROARS in to replace the downed one --

17 CHOPPER POV 17

As it makes a hot low pass over Donovan's jeep -- FIRING its automatic WEAPONS. Donovan pans his camera to follow it, as the careening jeep bounces the camera on Donovan's shoulder.

DONOVAN

I wish we had a Tyler mount.

SIDEKICK

I wish we had a tank.

18 AERIAL SHOT - ABOVE THE HELICOPTER 18

As it whips down toward the jeep. FIRING ITS GUNS -- and then...

19 THE PILOT'S THUMB 19

Presses a red button on the control stick and...

20 AN AIR-TO-GROUND ROCKET 20

Is launched from beneath the chopper! -- Which EXPLODES in the creek which...

21 THE JEEP 21

Is fording! The Sidekick yelps as the water hits them. Donovan's eye never leaves the viewfinder.

DONOVAN

Hang in there, Tony -- this is no worse than Cambodia!

SIDEKICK (TONY)

(shaking his head)

At least if you got murdered there, I coulda passed for one of them! Hey, where'd he go? Ahhk!

*

His eyes go wide as they come over a rise to find...

22 THE CHOPPER 22

Hanging in the road dead ahead -- waiting for them! It FIRES A BURST as...

23 THE JEEP 23

Swerves around it -- taking BULLETS -- one of which hits...

24 TONY 24

Who flinches and lets go of the wheel momentarily -- Donovan grabs it with one hand, while still aiming the camera.

DONOVAN

Tony! You okay!?

TONY

(gritted teeth)

Oh yeah -- I'm loving every minute!

25 AERIAL TRACKING - THE JEEP 25

Fishtails around another corner -- and the chopper whips INTO FRAME -- FIRING ANOTHER ROCKET which hits directly in front of...

26 THE JEEP 26

-- and Tony loses control -- the jeep rolls off the road -- overturning into a ditch! The chopper zips past overhead.

27 CLOSE - DONOVAN AND TONY 27

Their faces in the dirt beside the overturned and burning jeep. Tony's in a lot of pain.

DONOVAN

Can you run?

TONY

I have a choice?

28 DONOVAN'S POV - THE CHOPPER (INTERCUT) 28

Banks into a tight 180 and starts back toward them.

DONOVAN

I'm gonna draw their fire -- you haul it over the trees.

TONY

-- No! Mike!

DONOVAN

(already on the move)

Go! Get your can in gear!

29 AERIAL - OVER TOP OF THE CHOPPER 29

As it skims the treetops and FIRES at Donovan -- who still carries his camera as he zigzags across an open area.

30 TONY 30

Runs painfully in the direction of cover.

31 DONOVAN

31

Skins madly toward an overturned truck with the chopper right on his ass, BULLETS HITTING everything around him. He dives behind the truck, cradling the well-worn camera like a newborn. He comes up aiming it at the chopper which whips into a turn for another pass. Then Donovan looks for a place to run to -- but there is none.

32 THE CHOPPER

32

Settles in facing the truck where Donovan is.

33 ANGLE ACROSS THE AIR-TO-GROUND MISSILE

33

Which aims right at the truck.

34 INSERT - PILOT'S THUMB

34 *

Moves over the red firing button -- Then suddenly...

35 HIS CO-PILOT

35

Goes pale and points at something in the air overhead.

36 DONOVAN

36

Peeks from behind the truck to see...

37 THE CHOPPER (INTERCUT)

37

Bobbing hesitantly -- and then turning tail and climbing away quickly. Donovan frowns with confusion -- what frightened them off? Simultaneously he becomes aware of a LOW PULSING HUM in the air around him. He looks behind him -- and his jaw drops.

38 HIS POV

38

Gliding in slowly in the distance over the green mountains is a gigantic shape -- larger than the mountains! It is shaped like an oblate spheroid and at least five mile across! It gleams goldenly. Even the quick-witted...

39

DONOVAN

39

Stares slack-jawed a moment before whipping his camera up to record the unearthly sight!

CUT TO:

40

CLOSE - A WHITE MOUSE

40

Cute. His little whiskers all a-twitter as he moves quietly in the cage, past several of his friends.

A WOMAN'S VOICE

Come on, Algernon, show Dr. Metz your tummy.

Her hand reaches in and gently removes him. The CAMERA FOLLOWS UP to an attractive YOUNG WOMAN in her mid-twenties, who carefully shows the belly of the mouse to a 65-year-old, distinguished-looking GENTLEMAN. They both wear white lab coats. He scrutinizes the mouse with a magnifying glass which enlarges his face somewhat.

DR. METZ

Remarkable. The lesion's nearly healed.

YOUNG WOMAN

(pleased)

Yes.

He lowers the magnifying glass and smiles at her with keen admiration.

DR. METZ

You know how long my research staff'd been searching for that formula?

YOUNG WOMAN

... Ruth helped a lot.

*

RUTH

Not so -- she did it all.

*

*

YOUNG WOMAN

Well... I was very lucky.

*

DR. METZ

Hum. The truth is, Juliet, that you are very, very gifted.

His eyes hold on hers for a moment -- coming from him, it's obviously an extraordinary compliment.

(CONTINUED)

40

CONTINUED:

40

He raises the glass again to examine the mouse. She glances at a middle-aged WOMAN SCIENTIST (RUTH) nearby who gives her a smile and a thumbs up.

DR. METZ

(continuing)

I warn you: Ruth and I are going to try to steal you from the Med School -- get you into biochemistry full time and --

A SQUEALING CHATTER interrupts him. They look at...

41

THE CAGE (INTERCUT)

41

Where the mice have become strangely agitated -- running frantically, climbing over each other.

42

FULL - THE BIOCHEM LAB

42

As a young BLACK DOCTOR rushes into the room.

DOCTOR

Have you heard about it?

DR. METZ

What, Ben?

The Doctor (BEN) has flipped on an instant-on TV monitor which sits to one side. The face of a veteran NEWSMAN is seen with a grave expression.

NEWSMAN (1)

*

-- But wherever the reports have come from -- Paris, Rome, Geneva, Buenos Aires, Tokyo -- descriptions of the craft are all identical. And --
 (listening to his earplug)
 -- now I'm told that our affiliate station KKT in San Francisco now has --

The picture on the TV switches to a mobile camera which is framed on the Golden Gate -- and a gigantic shape like Donovan saw over Cuba is moving slowly in over the bridge.

NEWSMAN (1)

*

Yes -- Good Lord... yes, you can see it there -- it's moving in across the Golden Gate -- this picture's live from San Francisco --

43 JULIET, METZ, RUTH AND BEN

43

Exchange astonished looks as the Newsman's VOICE continues to describe the scene. Juliet glances at...

44 THE MICE

44

Within their cages -- SQUEALING in panic.

CUT TO:

45 CLOSE - A YAWNING SKULL

45

Frightening, wisps of hair still attached. A hand ENTERS FRAME with a small, soft brush and carefully dusts away some flecks of dirt. A Man's VOICE speaks with a Scottish dialect:

THE MAN

Gently, Robert -- she's a very special lady.

46 CLOSE - ANTHROPOLOGIST ROBERT MAXWELL

46

He leans closer to the skull which is imbedded vertically in the side of an archaeological dig.

ROBERT

Upper Pleistocene -- much older than we've found before now, Quinton.

THE MAN (QUINTON)

That she is, lad -- notice how her forehead...

He is interrupted by the LOW PULSING SOUND. He squints up toward the sun -- his face goes slack.

47 ANGLE ACROSS HIM

47

Upwards from the dig as he and the other diggers look at one of the great objects slowly rolling in overhead, eclipsing the sun. In the foreground, the skull, with its gaping mouth and hollow eyes, stares INTO CAMERA.

CUT TO:

48

INT. A WINDOW - CLOSE

48

as a rock breaks it in, and a black hand reaches in to unlock the window. The YOUNG BLACK MAN slides the window up and slips in, off the fire escape, to quickly case the shabby apartment. The only thing of immediate value is a small TV set. He flips it on to be sure it works. A SECOND NEWSMAN'S VOICE is speaking over an image of one of the huge ships moving over the evening skyline of Paris.

NEWSMAN (2) (V.O.)

*

... Along the Champs Elysee. We repeat this picture's coming live from Paris where another giant UFO is moving overhead.

The young man does a startled take as the TV image shifts to a squadron of T.A.C. jetfighters scrambling into the air.

NEWSMAN (2) (V.O.)

*

(continuing)

The Pentagon reports that fighters from the Tactical Air Command bases around the nation have approached the monstrous UFOs -- but all the jets reported interference with their onboard guidance and electrical equipment --

The young black man watches with amazement as the scene shifts to Washington, D.C. -- where a great UFO rolls slowly over the Washington Monument. Fighter planes bank away in the b.g.

NEWSMAN (2) (V.O.)

*

(continuing)

-- Making it impossible to get within a mile -- missiles fired simply go astray and detonate well out of range. And here you see one of the craft approaching Washington, D.C.

ON THE TV: A handheld shot of people running in panic.

NEWSMAN (2) (V.O.)

*

(continuing)

Police and troops are trying to maintain orderly evacuation of the Nation's Capitol --

(MORE)

(CONTINUED)

48

CONTINUED:

48

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

*

-- and all the other cities which
are threatened by this unknown
menace, but roads and highways
everywhere are jammed with traffic.

The TV shot resumes of the Monument with the craft
approaching.

NEWSMAN (2) (V.O.)

*

(continuing)

Other craft are known to be
approaching at least seven other
major U.S. cities -- San Francisco,
Houston, New York City, and New
Orleans -- The Chicago area and
Los Angeles.

The young black man blinks hard and draws a breath.

CUT TO:

49

EXT. A SUBURBAN NEIGHBORHOOD - DAY - A TOMBOY

49

about thirteen is riding her bike and tossing out the
afternoon papers to her clients. The CAMERA TRACKS
WITH HER. She pays no attention to the distant
SIRENS that are heard, but notices several people
running along the sidewalk, and several cars speed
past her -- much too quickly. She glances back at
them and then hears a SQUEAL OF BRAKES and a BLARING
HORN! She looks forward to see...

50

A LARGE CAR

50

about to hit her! She swerves and just barely avoids
getting hit -- crashing her bike to the pavement!

A WOMAN'S VOICE

Polly!

51

THE WOMAN

51

running toward her daughter is the anthropologist's
wife -- KATHLEEN MAXWELL -- and a MEXICAN GARDENER
who was working nearby.

KATHLEEN

Polly! -- Are you hurt?

52 CLOSE - THE WOMAN DRIVING (INTERCUT)

52

is ELEANOR DUPRES, an elegantly coiffed 60-year-old woman -- mostly concerned that everyone should know:

ELEANOR

I didn't hit her! -- She was
coming right at me -- I didn't
hit her!

The Mexican gardener and Kathleen have just reached
Polly when...

A TEENAGE BOY

(shouts)

There it is!

53 THE TEENAGER (DANIEL BERNSTEIN)

53

bursts out of his front door followed by his 70-year-old GRANDFATHER ABRAHAM. The low unearthly HUM RUMBLES around them. A WINDOWPANE BREAKS in the b.g. from the vibration. They look up at...

54 THE HUGE CRAFT

54

literally five to six miles in diameter which is approaching from the West.

55 POLLY - THE TOMBOY

55

glances at her mother.

POLLY

... Mom?

Kathleen's hand tightens protectively on her daughter's shoulder -- but, like the Mexican gardener and Eleanor Dupres, she never takes her eyes off of...

56 THE ENORMOUS CRAFT

56

coming closer and closer.

57

A LITTLE OLD WOMAN

57

in her 70's walks quickly up to the Grandfather (Abraham) and his teenage grandson (Daniel).

OLD WOMAN

I ran out of my house -- I thought it was an earthquake.

GRANDFATHER (ABRAHAM)

No... it's not an earthquake, Ruby.

They are joined simultaneously by a nervous 40-year-old woman -- (LYNN BERNSTEIN) who has come out of the Grandfather's house nearly whimpering with fear:

LYNN

... Oh no... Dear God... What is it?

DANIEL

(awestruck)

... It's fantastic.

58

THE GREAT SHIP

58

closer and looming larger.

CUT TO:

59

EXT. AN OIL REFINERY - DAY

59

The plant manager, 65-year-old ARTHUR DUPRES moves along a catwalk past several BLUE COLLAR WORKERS -- who were hosing down the area, and are looking up through the steamy industrial equipment at...

*

60

THE GIGANTIC SHIP

60

RUMBLING in overhead. A RADIO ECHOES nearby --

BLUE COLLAR
WORKER (CALEB)

Look! It's coming to
a stop!

NEWSMAN'S
VOICE (3)

... And TASS confirms
reports that similar
gigantic crafts are now
approaching Moscow...

(MORE)

(CONTINUED)

60

CONTINUED:

60

AD LIB reactions of
"He's right -- It's
stopping," etc.

ARTHUR

But how can it just
hang there?

NEWSMAN'S VOICE
(3) (CONT'D)

... Leningrad and
Vladivostok. This
would bring the
unofficial count to
at least thirty-one! --
-- And each craft
easily five miles
across!

CUT TO:

61

EXT. A SUBURBAN INTERSECTION - DAY

61

where a large truck and several autos are hopelessly
grid-locked. Several people are looking skyward --
AD LIBS of "It's stopped!" -- "Oh God -- what's going
to happen!?", etc. Two beleaguered NEIGHBORHOOD COPS
are by their black and white in the f.g. -- looking up.

COP (1)

-- Now what?

62

EXT. LOS ANGELES - FULL - DAY

62

Distant SIRENS and BLARING HORNS -- and a gigantic
UFO hovering motionless five thousand feet overhead!

CUT TO:

63

INT. THE BERNSTEIN HOME - CLOSE ON TV - DAY

63

The TV image shows one of the great ships hanging in
the night sky over the pyramids.

NEWSMAN'S VOICE (2)

Cairo also is reporting that
its UFO is stationary now --
Like almost all the others.

*

64

REVERSE ON THE FAMILY WATCHING

64

The Grandfather's son, 40-year-old STANLEY has joined
them. His wife, Lynn, is still very frightened.

(CONTINUED)

64

CONTINUED:

64

LYNN
I still think we should
leave the city.

STANLEY
No -- The roads are jammed.

LYNN
But, Stanley --

STANLEY
You heard the President
-- so far there's been
no indication that
they're hostile.

LYNN
If they are, though --

ABRAHAM (GRANDFATHER)
If they are, Lynn, I'm
not sure where we'd find
a hiding place.

DANIEL (GRANDSON)
Look -- it's London.

NEWSMAN'S
VOICE (2)

*

Hanging in the night-
time sky above the
pyramid of Cheops --
it is quite an awesome
sight. All of the
mosques of Cairo --
like most churches
everywhere -- around
the world, are filled
to overflowing, as the
faithful of all nations
come together out of
fear -- or hope -- of
what this unbelievable
event will mean to all
of us.

65

THE TV

65

where one of the monumental crafts is seen hanging
in the night air over the Thames and the Houses of
Parliament.

NEWSMAN'S VOICE (2)

*

In London, Parliament is
waiting -- like the rest of us
-- for some first sign of
contact. So far, all --

CUT TO:

66

INT. THE MAXWELL HOME - CLOSE ON THE TV - NIGHT

66

with night-time image of the Kremlin -- and a huge
craft hovering high overhead.

The CAMERA WIDENS as Robert (the anthropologist) bursts
in the door. Polly and ROBIN (his teenage daughter)
leap up to hug him.

(CONTINUED)

66

CONTINUED:

66

POLLY
Daddy!

ROBIN
Mom! -- Dad's home!

ROBERT
You're all okay?

ROBIN
Yeah.

POLLY
It's so neat!

ROBIN
God, Polly!

POLLY
Well, it's scary too,
but --

NEWSMAN'S
VOICE (1)

*

-- Soviet Union is
broadcasting throughout
Russia this shot of the
UFO above the Kremlin.
All the countries of
the Eastern Block are
beaming out their
coverage live to western
nations -- they have
obviously recognized
the global nature of
this... this amazing
confrontation. From
the Vatican comes word
that --

Kathleen enters hurriedly
with a naked 3-YEAR-OLD
GIRL.

KATHLEEN
Robert -- Oh, we thought
you'd never --

ROBERT
Yeah, me too.

Robert and Kathleen's eyes
hold tightly on each other.
Tears have welled up.

ROBERT
At least we're all together.

The family unit holds on to
one another.

CUT TO:

67

EXT. THE NIGHT SKY - A LEAR JET

67

A million stars twinkle in the black sky above it.

is asleep. Donovan snugs a blanket over him, then moves forward.

THE PILOT

How's he doin'?

DONOVAN

Fine. The Scotch and codeine put him out... I'll take her for awhile... What'd you find out?

*
*

THE PILOT

Dulles is still open.

DONOVAN

No, I don't want Washington.
-- The U.N.'s gonna be the hot spot.

THE PILOT

J.F.K. is closed.

DONOVAN

Let's open it.

THE PILOT

Forget it, Mike -- the F.A.A. would have our --

*

DONOVAN

(a brainstorm)

Wait! -- La Guardia's much better!

THE PILOT

What?! You're really crazy,
Donovan -- we'd have to fly in
underneath the New York UFO!

DONOVAN

Right! -- What a shot!

THE PILOT

No way, José.

DONOVAN

I'll share the credit with you.

The Pilot glances at him in utter disbelief.

CUT TO:

of about thirty. Attractive, moustached, and sleepy-eyed -- he comes to lean on a TV set in the f.g. where a NEWSMAN is speaking.

NEWSMAN (4)

-- And coming up on sixteen hours now since first reports of sightings started yesterday. It's eight o'clock here in our newsroom in New York.

THE MAN

That means it's five o'clock out here? -- Damn! Why'd I fall asleep?

NEWSMAN (4)

And outside, streets that normally would be completely jammed with morning rush, are empty.

JULIET (O.S.)

Don't worry, Denny, they said Wall Street isn't going to open.

There are shots of deserted streets of Manhattan and other scenes as he describes them.

THE MAN (DENNY)

Good -- I'd hate to think of what would happen to the Market.
(re the TV)
Where's Dan Rather?

NEWSMAN (4)

All around the world the situation is the same, as people everywhere stare upward -- waiting. The crowded streets of Tokyo are also quiet -- as the monstrous spacecraft hangs there overhead -- emitting only that low, pulsing hum -- And this tape came from freelance cameraman Mike Donovan as he and his pilot Joel Harnell flew in beneath the New York UFO just after midnight -- violating F.A.A. emergency restrictions.

JULIET (O.S.)

-- Think he finally lost his voice. -- But they're just doing recaps mostly.

DENNY

Nothing's changed? No contact?

The huge craft passes overhead reflecting the million lights of the New York skyline below it.

70

JULIET (THE MED STUDENT/BIOCHEMIST)

70

ENTERS FRAME pulling on a blouse.

JULIET

No. Ray Bradbury was
just on with Arthur Clarke.
More speculations.
Nothing solid. Nobody knows
what the hell to think.

DENNY

You going to the hospital?

JULIET

(nods)

I called. The E.R.'s
jumping. Lots of heart
attacks. -- And suicide
attempts. They're
gonna need all the Med
students they can get.

DENNY

How 'bout stockbrokers?

JULIET

-- Would you come and
help?

DENNY

Sure... and I'd like to
be with you... in case.

Their eyes meet. Then she kisses him on the cheek. He
glances at the TV screen.

NEWSMAN (4)

-- Which somehow seems so
insignificant compared to that
great ship which hovers over
the Acropolis.

CUT TO:

71

EXT. LOS ANGELES - DAWN

71

The yellow edge of the sun is just rising over the San
Bernardino Mountains -- the city in the f.g. -- and the
huge spacecraft hangs overhead -- RUMBLING.

72 EXT. THE SUBURBAN STREET - DAWN

72

The two teenagers Robin Maxwell and Daniel Bernstein sit on the curb, lawn sprinklers watering behind them. He stares upwards at the ship. She is staring straight ahead, deep in contemplation.

DANIEL

The sun is coming up. I wonder what they'll --

ROBIN

(still staring intensely)

Danny -- this could be the last day that we ever see.

DANIEL

... Well...

ROBIN

-- I don't want to die till I've made love.

He looks at her. She still stares tensely straight ahead. After a moment, Daniel takes her hand, lacing his fingers through hers. She finally looks over at him. Her eyes are hurting.

73 THE HOUSE BEHIND THEM -- CLOSER

73

as Polly bursts out the door shouting:

POLLY

Robin! Daniel! Something's happening!

74 INT. THE MAXWELL LIVING ROOM - DAY

74

where the family's gathered amid the debris of food and blankets where they've camped out in front of the TV which has an image of the UFO over Rome -- and switches as the Newscaster describes:

NEWSMAN (3) (V.O.)

*

-- The same occurrence now in Rome -- the pulsing signal. -- Rio de Janeiro -- there you see it -- and you hear the pulsing tone --

ROBERT

Listen -- outside!

The same MID-RANGE PULSING SOUND echoes over...

75 EXT. LOS ANGELES - FULL 75

The UFO still hanging overhead -- the rhythmic tone emitting from it.

76 INT. A HOSPITAL NURSES' STATION - A TV - DAY 76

in the F.G. where another view of the L.A. UFO is seen -- and the PULSING TONE heard. The Black Doctor (Ben) and the middle-aged woman scientist (Ruth) are among those watching. Juliet joins them, Denny with her.

NEWSMAN (1) (V.O.)

Now the UFO over Los Angeles
has joined this strange unearthly
choir -- wait -- I'm told that --
what? --

(he's on camera)

-- That there's a vocal signal
coming through! -- This may be
it! The contact we've been
waiting for -- It's being picked
up on the frequency reserved for
international emergency! -- We're
monitoring and --

A RADIO VOICE (MARTIN)

(with a strange
resonance)

... Nineteen... eighteen... seventeen...

The TV image switches to the UFO over San Francisco --

NEWSMAN (1)

There -- you hear it!
It's in English!... No!
-- I'm told that it's
in different languages
around the world.

THE VOICE (MARTIN)

... Sixteen... fifteen
... fourteen...

77 INT. THE MAXWELL HOUSE 77

The family watches the TV image show Paris.

THE VOICE (MARTIN)

.. Treize... douze... onze...

78 INT. THE BERNSTEIN HOME 78

Abraham, Stanley, and Lynn watching a TV picture of the
Brandenberg Gate in Berlin with a huge UFO overhead.

(CONTINUED)

78

CONTINUED:

78

THE VOICE (MARTIN)

*

... Zehn... neun... acht...

79

INT. THE DUPRES HOME

79

Eleanor squeezes Arthur's hand as they watch an image of Tokyo.

THE VOICE (MARTIN)

*

... Hitchi... roku...

80

INT. A ROOM - THE MEXICAN GARDENER

80

leans close to a TV showing a UFO over Jerusalem.

THE VOICE (MARTIN)

*

... Chamash... Arba...

81

INT. THE BLUE COLLAR WORKER'S APARTMENT

81

He watches a similar shot of Mexico City.

THE VOICE (MARTIN)

*

... Tres... dos...

82

EXT. LOS ANGELES - FULL

82

The voice ECHOES from a hundred thousand RADIOS and TELEVISIONS.

THE VOICE (MARTIN)

*

... One.

A pause. (The following is INTERCUT between the above homes and families. The various TV screens display the cities of Washington, Chicago, San Francisco. A new voice speaks -- but it too has a strange resonance.)

*

NEW VOICE (MARTIN)

*

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

(CONTINUED)

82

CONTINUED:

82

A pause. At the hospital Ben glances at Juliet.

JULIET

... That's eight o'clock tonight,
New York time.

They look back at the TV with a daylight shot of New York -- and the UFO.

CUT TO:

83

EXT. THE NEW YORK SKYLINE - NIGHT

83

The giant spacecraft, nearly the size of Manhattan, hovers three thousand feet overhead.

84

EXT. THE U.N. BUILDING

84

flood-lighted against the night sky. SIRENS WAIL both distantly and nearby.

85

EXT. THE U.N. ROOF - CLOSE ON A NEARBY DOOR

85

as Donovan hurries out of it, his video camera at the ready. Tony follows carrying the sound gear. He grimaces with discomfort.

DONOVAN

You sure you're gonna make it?

TONY

Man, I ain't about to miss it.

A NEWSWOMAN'S VOICE

Mike?

85A

INTERCUT - THE NEWSWOMAN

85A

A strikingly attractive, tailored woman of about thirty is beautifully backlit by one of the powerful floodlights which are in place on the roof. Donovan's eyes rivet onto hers -- there's obviously a history between them.

THE NEWSWOMAN

I heard you drew the TV pool.

Me too.

*

(CONTINUED)

85A CONTINUED:

85A

DONOVAN

I thought I recognized your
deck of cards.

She smiles sheepishly and nods hello to Tony.

TONY

Hi, Kristine...

DONOVAN

So where're we setting up?

She indicates a direction. Tony starts off. She takes
Donovan's arm.

During the following, they move across the rooftop
silhouetted by the floodlights. U.N. MILITARY POLICE
move hurriedly about. A loudspeaker is being tested
in the B.G. Several still PHOTOGRAPHERS ready a
dozen cameras set on tripods. Other video and motion
picture CAMERAMEN prepare their equipment.

KRISTINE

You might at least have said
goodbye that morning when you
left me.

DONOVAN

Hey -- I did, but you were on the
phone and hustling somebody for
an assignment.

KRISTINE

... Sorry.

DONOVAN

... So was I.

Their eyes hold a moment, then he moves off to help
Tony set up. Kristine watches him.

(NOTE: As before, the following sequence will INTER-
CUT between the various families and principals'
reactions as the events unfold in live action or on
their TV screens. When a principal speaks a line of
dialogue, they are ON CAMERA.)

86

EXT. NEW YORK - ON THE MAXWELL TV - NIGHT

86

NEWSMAN'S VOICE (1)

Thirty seconds, now, till
eight o'clock...

*

87 EXT. THE U.N. ROOF - ON THE DUPRES TV

87

NEWSMAN'S VOICE (1)
The Secretary General is coming
out.

*

A distinguished looking GENTLEMAN reminiscent of Lord Chamberlain steps onto the roof amid the lights. There is an armed SECURITY GUARD present -- U.N. TROOPS stationed with rifles at the read.

NEWSMAN'S VOICE (1)
(continuing)
He's indicating to the U.N.
Troops to lower their weapons --
and they're doing so... Just
fifteen seconds now. He's
looking upward -- like we all
are --

*

88 EXT. A HUGE CROWD - HIGH ANGLE - ON THE HOSPITAL TV

88

The CAMERA PANS them.

NEWSMAN'S VOICE (3)
-- And a hush has fallen -- not
just here, but I am sure around
the world -- as eight o'clock
strikes -- 0100 Greenwich Mean
Time... now...

*

89 THE U.N. BUILDING - LOW ANGLE - ON THE BERNSTEINS'
TV

89

In the sky beyond is seen the huge spacecraft -- and
a small section of it opens up!

A SECOND NEWSMAN (2)
It's opening! -- There's
something coming out!

*

90 DONOVAN

90

aiming his camera upwards, snap-zooming tighter for
a....

91 CLOSER ANGLE - ON THE OPENING - ON THE MAXWELL TV 91

POLLY
What is it, Daddy?

ROBERT
I don't know.

KATHLEEN
Some kind of landing
craft?

2ND NEWSMAN
A smaller craft of
some sort. Roughly
similar to this
giant Mother Ship.
It's moving slowly
outside now --
again, with no
apparent system of
propulsion.

92 ANGLE FROM THE U.N. TOWERS - LOOKING SOUTH - ON THE 92
BERNSTEINS' TV

The city skyline is in the B.G.; the U.N. building in
the F.G.; the great craft overhead; the smaller craft
lowering toward the U.N. roof.

LYNN
Stanley...

STANLEY
It'll be alright...
They said they came
in peace.

1ST NEWSMAN
It's moving at an
angle downward now,
across Third Avenue
and Thirty-Ninth --
directly toward the
U.N. Building.

93 THE U.N. ROOF - DONOVAN AND TONY 93

Amid the bevy of journalists reporting and recording
every nuance -- all are trying to stay professional,
but all are frightfully nervous.

94 INT. ANOTHER SUBURBAN HOME - NIGHT 94

The TV image shows the top floors of the U.N. as the
craft draws nearer, slowing its descent. An eleven-
year old BOY wearing a blue Dodger baseball cap sits
beside a TV -- he beams excitedly at his MOTHER.

BOY
Now! It's neat, Mom, huh?

(CONTINUED)

94 CONTINUED:

94

MOTHER
(tensely)
Yes, Sean.

95 ANGLE ACROSS THE CRAFT - DOWN AT THE ROOFTOP 95

as photo strobes flash and everyone instinctively takes
a step backwards.

96 INT. HOSPITAL - NIGHT 96

Juliet and others watch with increasing tension.

97 ROOFTOP - ON THE MAXWELL TV 97

KATIE MAXWELL
(three years old)
Mommy, can I have a
soda?

KATHLEEN
In a second, Katie.

KRISTINE
Now the craft is
drifting to a stop
some ten feet in
the air above our
heads. The air
itself feels strange
-- vibrating
slightly...

*

*

98 THE ROOFTOP - ANGLE FROM BEHIND DONOVAN AND THE REPORTERS 98

as a panel on the bottom of the craft opens downward.
Everyone draws a breath.

99 THE U.N. TROOPS (INTERCUT) 99

at the ready. The CAMERA PANS to the Reporters,
nervous but hanging in. As the panel lowers to just
inches above the roof.

A VOICE
... Herr General Sekretare...

*

The Secretary steps into CLOSEUP.

(CONTINUED)

99 CONTINUED:

99

ARTHUR
What was that?

THE VOICE
Var inte rädd kom upp för
trappan.

*
*
*
*
*

ELEANOR
I couldn't understand.

(Mr. Secretary General...
Don't be afraid. Come up
the stairs.)

KRISTINE
I think the voice spoke Swedish
-- that's the native language of
the Secretary General.

100 THE SECRETARY - ON THE GARDENER'S TV

100

steels himself and bravely starts up the steps.

MEXICAN GARDENER
(crossing himself)
... Madre Mia.

NEWSMAN (1)
The translation seems to be...
'Mr. Secretary General -- do
not be afraid -- please climb
the steps...'

*

101 ANGLE TOWARD THE SPACECRAFT - ON THE WORKER'S TV

101

as the Secretary continues up the stairs into the ship.

BLUE COLLAR WORKER
You're one brave man --
I'll tell ya.

NEWSMAN (2)
-- has slowly climbed the
sixteen steps and now is
disappearing through the
opening --

*

102 THE U.N. ROOF - FULL

102

A pause. Everyone stares at their silent TV screens.
The world holds its breath.

103 DONOVAN

103

spots something -- jockeys for a better vantage point
and ZOOMS IN tightly on...

104 THE DARK AT THE TOP OF THE STAIRS - ON THE BERNSTEIN TV 104

There are shadows moving.

LYNN
(near tears)
What's that?! What's
that?! Stanley --

STANLEY
Take it easy, Lynn.

KRISTINE
There seems to be
activity of some
kind now -- it's too
dark up inside --

105 THE SPACECRAFT - ON THE MAXWELL TV 105

KATIE
(fidgeting)
Mommy...

KATHLEEN
Thank God.

*

NEWSMAN (3) (V.O.)*
There he is! -- The
Secretary General is
reappearing!
Apparently unharmed.

106 INT. HOSPITAL - NIGHT 106

RUTH
... And now the bad news...

107 RESUME U.N. ROOFTOP - NIGHT 107

INTERCUT on various TV screens. (Ruby's, Caleb's, Sean's)

*

SECRETARY GENERAL
My fellow citizens... of Earth...
These visitors assure me that they
come in peace and that they wish to
honor all the covenants of our
United Nations Charter. As you'll
see, they're much like us --
although their voices are unusual --
they asked for me to speak on their
behalf -- but I felt everyone would
be more comfortable if their Supreme
Commander, who's aboard this vessel,
spoke directly to you all. And his
voice will be heard around the
world in every language necessary.

The Secretary General turns and looks back up toward the
craft. The CAMERA PANS UP and FOCUSES on the darkness.
And then BOOTED FEET appear -- walking slowly down into
the light, gradually revealing a typically-human frame.

(CONTINUED)

107 CONTINUED:

107

ROBERT

Look! Look! -- their evolutionary pattern must have been identical to ours. Do they have four fingers and a thumb?

POLLY

It looks like -- yes!

ROBERT

(a burst of elation)

-- Incredible!

KRISTINE

-- The boots appear to be like kid -- both flexible and soft -- the garment looks like polished cotton -- light brown -- and designed much like a simple flight suit that our astronauts might wear -- and now the face is coming to the light --

108 THE SUPREME COMMANDER - CLOSE

108

as his face moves out of the shadows. He looks like a well-preserved, fifty-year-old Earthman. Friendly face, graying, trim hair. Keen blue eyes, which he is squinting under the glare of the lights. He looks around, serenely for a moment -- while CAMERAS WHIR and CLICK and the world gazes at him.

109 THE SUPREME COMMANDER - ON SEAN'S TV

109

The boy wearing the baseball cap (Sean) glances back with disappointment at his mother.

SEAN

Aww, mom -- he's no E.T. -- he doesn't even look like Mr. Spock.

110 INT. THE HOSPITAL -- DENNY AND OTHERS AT THE TV

110

DENNY

He really looks like one of us, huh Ben?

BEN

... Outwardly at least.

JULIET

But that was no Nash Rambler he drove up in.

NEWSMAN (2) (V.O.)

*

Roughly six feet, and one hundred sixty pounds. -- He seems to have some difficulty seeing with the camera lights aimed at him. He's stopping halfway down the stairs.

111 DONOVAN AND TONY AND KRISTINE

111

shoulder to shoulder -- Donovan aiming his camera.

(CONTINUED)

111 CONTINUED:

111

KRISTINE
 (into her mike)
 I think that he's about to speak.

112 THE SUPREME COMMANDER (INTERCUT CONTINUES WITH ALL PRINCIPALS)

112

His tone is friendly, but his voice has an unusual timbre and resonance to it.

THE SUPREME
 COMMANDER

... I trust you will
 forgive me -- but our
 eyes are unaccustomed to
 this sort of brightness.

ROBIN

His voice is strange.

BEN

He clearly isn't one
 of us.

(He reaches into a pocket
 and withdraws what we
 would call dark glasses,
 and puts them over his
 eyes.)

ELEANOR

It's fascinating,
 though.

STANLEY

(to Lynn)

You see? In peace.

DANIEL

-- Fantastic.

THE SUPREME
 COMMANDER

As the Secretary General
 has told you -- we have
 come in peace to all
 mankind on Earth... Our
 planet is the fourth in
 distance from the star
 which you call Sirius --
 some 8.7 light years
 from your earth. This
 is the first time we
 have journeyed from our
 system -- you, the first
 intelligent life we've
 encountered.

(a smile)

We are very pleased to
 meet you.

Kristine smiles back at his friendly attitude. Donovan
 watches keenly through his camera's viewfinder.

THE SUPREME COMMANDER

(continuing)

Our names would sound peculiar to
 you, ~~so we~~ -- my fellow visitors
 and myself -- have chosen simple
 names from Earth. My name is John.

((MORE))

(CONTINUED)

THE SUPREME
COMMANDER (CONT'D)

The Secretary General referred to me as a 'Supreme Commander' -- actually I'm just sort of an Admiral -- responsible for this small fleet around your planet... We've sent other unmanned craft before us -- some have monitored the Earth for quite a while so we could learn your languages -- but some of us are not as skilled as others so we hope you will be patient with us. -- We have come here on behalf of our Great Leader -- Him who governs our united planet with benevolence and wisdom -- We have come because we need your help.

BEN
This small fleet?

DANIEL
Flying saucers. They were theirs!

Reactions everywhere.

SUPREME COMMANDER

(continuing)

Our planet is in serious environmental difficulty. Far, far worse than yours. It's reached a stage where we will be unable to survive without immediate assistance. There are certain chemicals and compounds which we need to manufacture -- which alone can save our struggling civilization. You can help us manufacture these. And in return, we'll gladly share with you the fruits of all our knowledge.

KRISTINE

(to herself)

Unbelievable!

DONOVAN

(never blinking)

Yeah.

SUPREME COMMANDER

~~Now that contact is established, we would like to meet with individual governments -- so that we may present requests for certain operating plants around the world to be retooled for manufacture of the compound, which we need...~~

(CONTINUED)

112 CONTINUED: (2)

112

ELEANOR
(to Arthur,
enthusiastically)
I hope they pick your plant.

SUPREME COMMANDER
... And we'll reward your generosity,
as I have said, by educating your
industrial and scientific complex
to the limits of our knowledge --
helping solve your own environmental,
agricultural, and health dilemmas --
then we'll leave you, as we came, in
peace.

DENNY
-- Wow! -- Talk about an offer
that we can't refuse.

JULIET
I wonder what would happen if
we did?

ROBERT
An understatement...

SUPREME COMMANDER
I know if circumstances were
reversed, and you had come to
visit us, I'd feel a burning
curiosity to see the inside
of your spacecraft right away.
-- With that in mind, we'd
like to have the Secretary
General and five of your
journalists accompany us back
aboard our Mother Ship, for
what will be the first of many
opportunities to get to know
us better.

DONOVAN
Hot damn -- here we go!

TONY
I was afraid of this.

113 THE U.N. ROOF - FULL - ON SEAN'S TV

113

zooming in on the group of REPORTERS as they prepare to
embark.

(CONTINUED)

113 CONTINUED:

113

SEAN
 (waving his
 baseball cap)
 Wow! Mom! It's Dad! --
 He's going up there!
 Did you hear! They said
 Mike Don-- Look! -- There
 he is! I can't believe
 it!

SEAN'S MOTHER
 (aside to her
 boyfriend; dryly)
 Wonder if this means
 I'll get more alimony.

NEWSMAN (1) (V.O.)*
 The team, selected earlier
 by lot, will provide pool
 coverage for the media consists
 of Kristine Walsh -- the U.N.
 correspondent for the Metro
 Group. Mike Donovan -- a
 freelance cameraman and his
 assistant, Tony Leonetti --
 Shooting stills will be Sam
 Egan of the UPI and Wide
 World's Jeri Taylor -- You see
 them all preparing for this
 most remarkable assignment.

The Newsman continues describing preparations for their
 departure.

114 INT. THE DUPRES HOUSE (INTERCUT CONTINUES)

114

A shot of Mike Donovan on TV -- Arthur takes Eleanor's
 hand.

ARTHUR
 Worried for him?

ELEANOR
 (nods)
 -- Since the morning I gave
 birth to him..

*

115 INT. THE HOSPITAL - JULIET AND OTHERS AT THE TV

115

showing an image of the journalists and zooming to the
 Supreme Commander.

DENNY
 I'd like to get into his
 ship.

JULIET
 I'd like to get into his
 biochemistry.

116 INT. MAXWELL HOUSE - NIGHT

116

POLLY

I wonder if there's any kids with them?

ROBIN

Oh, Polly, don't be stupid.

POLLY

Why's that stupid?
They could have some kids with them.

ROBERT

I wish a scientist was going with them.

DANIEL

Oh, come on, Polly, cool it.

KATHLEEN

You'd be first in line.

POLLY

Kiss off, Daniel -- you don't even live here.

ROBERT

Damn right.

*

KATIE

Mommy, can I have a soda, please?

*

117 INT. THE BERNSTEIN HOUSE - NIGHT

117

The U.N. action continuing on the TV as described.

STANLEY

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

LYNN

(feeling better)
Mmm hmmm.

STANLEY

It's great, huh, father?

NEWSMAN (1)

-- The Supreme Commander of the Visitors -- or 'John' as he has asked we call him -- John is shaking hands with all the journalists -- and now they're starting up into this shuttle.

*

Abraham, the grandfather, is watching the TV keenly. He nods slowly, but is frowning slightly.

118 INT. THE DUPRES HOUSE (INTERCUT CONTINUES)

118

ELEANOR

Arthur -- if they need refineries you really ought to talk to Richland right away and put a bid in for your plant.

NEWSMAN (2)

Now the Secretary General is moving up inside the craft again -- with Jeri Taylor and Sam Egan, followed by the Visitors Commander -- John --

(CONTINUED)

118 CONTINUED:

118

ARTHUR
I guess it could be quite...

ELEANOR
... Prestigious.

He glances at her. INTERCUT CONTINUES.

CALEB
Good luck, you all.

RUBY (OLD LADY)
Good luck.

MEXICAN GARDENER
Good luck.

SEAN
Good luck.
(touching his
father's image
on the TV screen)
... I love you, Dad.

NEWSMAN (2)
-- And Kristine Walsh
who's smiling and
conversing with him.
Tony Leonetti -- who is
assisting with the video
equipment -- and the
cameraman who'll be
recording the experience,
Mike Donovan.

*

119 FULL SHOT - U.N. ROOF

119

As Donovan disappears inside the craft, the stairway folds up quickly. The image continues on various TV screens as the craft begins to gain altitude and heads back toward the Mother Ship. As the world -- and particularly Sean Donovan -- watches, the shuttle craft is swallowed up within the gigantic ship. A pause.

CUT TO:

120 INT. KRISTINE'S NEW YORK APARTMENT - A CHAMPAGNE BOTTLE - NIGHT

120

As the cork EXPLODES off of it and the bubbly gushes out! Kristine laughs giddily as she moves toward her pit-style couch where Donovan lounges. They are both exuberant, exhausted, excited and very high. She spills some on the couch.

DONOVAN
Another bottle?! -- Watch out!

KRISTINE
Sure -- how often do we celebrate
our coverage of the story of the
century!

(CONTINUED)

120 CONTINUED:

120

DONOVAN

Just try to keep in mind that we
lucked into it.

KRISTINE

It wasn't luck -- I stacked the
deck we drew from so we'd get
the pool.

DONOVAN

Oh come on!

KRISTINE

Yeah, I really did! -- You put
the tape in?

DONOVAN

But you saw it at the network
when it aired.

KRISTINE

Yeah! Wasn't it terrific!?
Everyone's reactions!? Play it
again, Sam -- one more time.

She punches at the wireless remote control he's holding
and a Newsman's face appears on her big screen TV -- as
she pours more champagne for them -- and misses.

NEWSMAN (2)

For those of us accustomed to the
likes of 'Close Encounters' or
Darth Vader's futuristic Star
Destroyer -- our first glimpses
inside of the spacecraft of the
Visitors were somewhat unexpected
-- even disappointing.

The interior of the Mother Ship's docking area is seen
as Kristine and the others climb out of the shuttle
craft and look around.

DONOVAN

(laughing)

Kris! -- Try to get a
little in the glass!

NEWSMAN (2)

(continuing)

No great walls of
lights, or other
things that science
fiction buffs would
take in stride. The
docking bay looked
rather like the
hangar deck of our
own big aircraft
carriers.

*

(CONTINUED)

120 CONTINUED: (2)

120

KRISTINE

Fast forward, Mike.

DONOVAN

Your life is on fast forward.

Kristine pushes a button on the remote control and the Newsman goes mute and begins to flap his lips a mile a minute. Donovan and Kristine laugh and spill some more champagne. The TV screen changes to a darker image. Mike brings the speed to normal. A HANDHELD CAMERA IS FOLLOWING Kristine up a shadowy corridor.

KRISTINE

Well, the walls are made of metal
-- much like steel, I'd say. The
lights are indirect and very dim
-- John has explained their whole
ship's lighted in this fashion
since their eyes are much more
sensitive than ours...

DONOVAN

Just your average interstellar
Welcome Wagon. It all seems just
a little easy, doesn't it?

He kicks the tape into fast forward again until the scene changes. When it returns to normal, the CAMERA IS PANNING AROUND.

121 OMITTED

121

122 INT. THE CONTROL ROOM - TV IMAGE

122

Where a dozen men and women dressed similarly to the Supreme Commander work quietly at stations like those in a nuclear submarine conning tower, only slightly larger. Again (and always within the ships) the lighting is low key and rather dramatic. The Supreme Commander is in the f.g. -- mid-sentence:

SUPREME COMMANDER

-- main Control Room of our ship.

KRISTINE

(moving INTO SHOT)

You have both males and females
in your crew?

*

(CONTINUED)

122 CONTINUED:

122

SUPREME COMMANDER
Well, yes, of course. This is Diana
she is second in command.

*

The CAMERA ZOOMS TO CLOSEUP on a darkly attractive
WOMAN, who nods pleasantly.

KRISTINE
Your girlfriend.
(as he smirks)
You gave her more
closeups than me.

SUPREME
COMMANDER

-- And all the others
monitor and activate
the actions of the
ship. It's quite
routine and unspectac --

The tape speeds ahead until the SCENE CHANGES TO...

123 INT. THE SHIP'S ENGINE ROOM

123

Dark, as always, and looking like the outside of a
cyclotron. A yellow hatch door is in the b.g. The
CAMERA SLOWLY ZOOMS TO CLOSE on Diana.

DIANA
-- at you would call our engine
room.

KRISTINE
The yellow doors we passed?

*

DIANA
Restricted areas -- a lot of
radioactivity. Our gravity drive
is quite effective as you've seen
-- but takes up nearly half the
ship.

KRISTINE
See! Another closeup
on her!

DIANA
The other half contains
the living quarters
for the crew -- and
storage areas to hold
the chemicals we'll
manufacture here on
Earth.

She pours her champagne on Mike who yelps and pushes
her down onto the couch. They roll around, laughing
-- she ends up on top. They laugh -- then stare lust-
ily at one another for a moment, as the tape plays.

(CONTINUED)

123 CONTINUED:

123

DIANA
(continuing)
They'll be contained within
enormous cryogenic tanks to
keep them --

KRISTINE
Cryogenic?

DIANA
-- Super cooled -- for maximum
efficiency in storage.

Kristine leans down and kisses him as the tape con-
tinues in the b.g.

KRISTINE
Now you also mentioned living
quarters for the crew -- how
many are there on each ship?

DIANA
It varies. Several thousand.

KRISTINE
(with Mike)
Why didn't it work for us before?
(he shrugs)
I'd like to try again.

Kristine kisses Mike passionately as the video
continues. *

KRISTINE
Can we talk to some of them?

SUPREME COMMANDER
You will, Kristine. You'll have
a lot of opportunity for that.

There is a final, lingering CLOSEUP of Diana, who ap-
pears to be looking right off the TV screen toward the
couch. The effect is eerie.

HARD CUT TO:

124 OMITTED
thru
132

124
thru
132

133 CLOSE - A DRUM MAJOR - DAY

133

As he BLOWS a shrill blast on his WHISTLE directly INTO
CAMERA.

134 EXT. THE PARKING LOT OF A HUGE REFINERY - DAY 134

As a high school band strikes up a bright Sousa March. A hundred or so workers from the refinery look on, some stand watching from the catwalks, others stand on the back of trucks nearby, all are looking skyward toward two large Visitor Shuttle Crafts which are gliding smoothly down toward the parking lot.

135 ON A DAIS (INTERCUT) 135

Stands the Plant Manager, Arthur Dupres, and several officials. His wife, Eleanor, is at his elbow.

ELEANOR

Aren't you glad I made you call up Richland?

Arthur nods.

ELEANOR

(continuing)

If we play our cards right, you could be a senior V.P. very quickly.

ARTHUR

Mmm... Did you see Mike, there --

ELEANOR

Yes. He said hello, but was "very busy."

ARTHUR

Well, I'm sure he is -- this is a big event to cover.

*
*

*
*
*

136 DONOVAN 136

Who's standing between a VISITOR LIEUTENANT (MARTIN) and Tony and aiming his camera at...

137 THE ONCOMING CRAFTS 137

Which settle to the ground

138 MED. SHOT - KRISTINE (INTERCUT WITH ABOVE) 138

KRISTINE

-- And this refinery here in Los Angeles will be the first plant in the U.S. to officially begin work with the Visitors.

(MORE)

(CONTINUED)

138 CONTINUED:

138

KRISTINE (CONT'D)

It will manufacture their synthetic chemical for transport back to Sirius. The raw materials will be the refuse of our cities. Now the hatches on the shuttle craft are opening, and there's Diana. Now the Visitor Technicians are beginning to emerge -- A scene that soon will be repeated several hundred times in cities all around the world.

ARTHUR

(aside to Eleanor)

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

*

More Visitor Technicians step from the craft into the sunlight. Most wear dark glasses.

139 A WOMAN IN THE CROWD (INTERCUT)

139

wearing a plant commissary uniform and a name tag that reads:

HARMY

(to a friend)

I think they look real snappy in those uniforms.

140 THE BAND

140

continues to play -- and one flutist steals a glance -- she is Robin Maxwell. She watches as more Visitors pile out, and focuses her attention on one handsome YOUNG VISITOR particularly. (BRIAN)

*

141 THE BLUE COLLAR WORKER AND A FRIEND IN A HARDHAT (INTERCUT)

141

BLUE COLLAR

-- Shhhoooot.

HARDHAT

Whatsa matter, Caleb?

CALEB (BLUE COLLAR)

Whatsa matter??! --

(MORE)

(CONTINUED)

141 CONTINUED:

141

CALEB (CONT'D)

Look at all of them, man -- first
we got to fight the honkies for a
job -- and then the Mexicans -- now
this bunch of creeps -- and they
ain't even from this planet!

*

The procession of Visitor Technicians continues.
INTERCUT.

HARMY

Geeze -- How many of them are
there?

And continues.

TONY

(to Donovan)

Mike. How many of them are there?

Donovan squints against his viewfinder. Watching and
frowning.

CUT TO:

142 OMITTED

142

143 INT. THE BERNSTEIN HOME - NIGHT

143 .

The TV evening news coverage is being viewed by Abraham
and Stanley. As they watch, the grandson, Daniel,
comes in sullenly.

STANLEY

I thought you had to work.

DANIEL

I quit.

STANLEY

... How come?

KRISTINE (V.O.) *

Then the group of
Visitor Technicians
moved inside the huge
refinery, beginning to
familiarize themselves
with all of the
facilities which have
been placed at their
disposal.

DANIEL

Their register was short again
-- they blamed me for it.

STANLEY

Dan, you can't keep quitting
all your jobs.

(CONTINUED)

143 CONTINUED:

143

DANIEL

Get off my case, okay, Dad?!

Daniel exits. Stanley closes his eyes tightly in frustration. Abraham puts a hand on his shoulder.

CUT TO:

144 OMITTED
&
145144
&
145

146 INT. JULIET'S APARTMENT - NIGHT

146

The TV coverage continues as Denny glances through the "Wall Street Journal" and Juliet massages his neck and shoulders as a Visitor Supervisor (STEVEN) is seen on camera.

DENNY

Mmmm -- that's good.

STEVEN

Yes, Kristine. Most all the plants we've chosen are located on the coastlines of your world -- to make convenient economic use of your sea water.

JULIET

Well, after five years of anatomy it better be.

DENNY

(re the "Journal")

I meant the Market -- really surging up -- I think we've got good times ahead.

Juliet smiles and focuses on the TV. A WIDE SHOT on the TV shows that the refinery is situated near the shore.

KRISTINE (V.O.)

-- At least half of each of these huge plants have been converted to desalinate the ocean water -- which will then be used within the cooling system.

CUT TO:

147 INT. THE MAXWELLS' BEDROOM - NIGHT

147 *

Robert lies shirtless, propped up in bed talking to Kathleen, who's in and out of the bathroom, taking off her makeup, etc.

(CONTINUED)

147 CONTINUED:

147

ROBERT

-- Yes -- I thought it was a
fascinating party -- our first
'close encounter' with the
neighborhood 'E.T.s' --

KATHLEEN

Wasn't Eleanor just in her glory?

148 SILENT FLASHBACK - INT. THE DUPRES HOME - NIGHT
(INTERCUT)

148

Eleanor with a haughty attitude, welcomes Robert and
Kathleen graciously to a garden party at her home.

ROBERT (V.O.)

Wallowing, I'd say. I'm pleased
she granted us an audience.

KATHLEEN

(ON CAMERA)

I felt a little nervous when I
met him.

The short FLASHBACKS CONTINUE as Kathleen and Robert
recall the moments. Steven smiles and shakes her hand
as Eleanor introduces them, nearby the fountain in the
garden.

KATHLEEN (V.O.)

Did you notice that his hand was
very cool?

ROBERT

(ON CAMERA -- nods)

I tried to notice everything I
could.

KATHLEEN

Like what?

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

ROBERT (V.O.)

He totally avoids cooked foods --
And only ate a little of the
uncooked vegetables.

(ON CAMERA)

(scratching)

Outside when we were getting
eaten by mosquitoes -- he was
not.

*

(CONTINUED)

KATHLEEN

I saw you trying to talk to him.

ROBERT

I learned a little -- They're monogamous.

Kathleen talks to a FEMALE VISITOR at a party.

KATHLEEN (V.O.)

The female with him, Barbara, said she's not his wife. She didn't talk much -- seemed real shy.

ROBERT

(ON CAMERA)

He told me that their planet's much like Earth -- He said that he's no anthropologist but that he thought their evolution was quite similar to ours.

Steven and Robert are talking when smiling Arthur comes up and puts his arm possessively on Steven's shoulder.

ROBERT (V.O.)

It was tough to talk with good old Arthur trying to stroke him all the time.

Eleanor strolls in her garden on Steven's arm.

KATHLEEN (V.O.)

Arthur couldn't hold a candle to his good old wife.

ROBERT

(ON CAMERA)

-- And something else I noticed that was very curious --

Steven walks past a cage containing two lovebirds -- who behave as Robert describes:

ROBERT (V.O.)

Whenever he walked past the bird cage -- they went crazy -- fluttering like mad -- Like panic.

(CONTINUED)

148 CONTINUED: (2)

148

Kathleen and Robert stare at each other a moment. Trying to understand. She shrugs it off and snuggles into bed next to him.

KATHLEEN

But, anyway -- I thought that
Steven was quite charming really.

*

ROBERT

... Uh oh... gonna run away to
Sirius?

KATHLEEN

-- Get serious.

She gives him a kiss and he turns the light out. She rests her head on his shoulder, but Robert stares into the dark a moment -- still thinking about the frightened birds.

MATCH DISSOLVE TO:

*

148A INT. A SCIENCE LAB - NIGHT - AN UGLY SKULL

148A

leers INTO THE CAMERA, which PANS DOWN a row of similar skulls and FRAMES on the one seen earlier at the archaeological dig -- but there is movement now within the dark, hollow eye sockets. The CAMERA SLOWLY FOCUSES THROUGH to reveal that we are looking right through the skull to the Scottish Anthropologist, Quinton, who is finishing some lab work. He picks up.

148B A MANILA FOLDER (INTERCUT)

148B

which contains several photographs: Head shots of John, The Supreme Commander -- with a grid overlay on the pictures, several scientific notes and computations handwritten on them.

148C QUINTON

148C

studies them a moment longer, thoughtfully. Then places them in a box marked "current" -- He stands, turns off the lights, and passes by the row of staring skulls as he exits.

148D EXT. THE LAB - LATE NIGHT

148D

The CAMERA TRACKS with Quinton as he walks to his car and gets in. He takes out his keys. Starts the car. Turns to look out the back window -- but finds:

148E A VISITOR'S FACE

148E

staring at him!

HARD CUT TO:

149 EXT. THE REFINERY - CLOSE ON A STEAM WHISTLE - DAY (4) 149 *

BLARING loudly!

150 CALEB

150

among a number of other blue collar workers, is coming onto his shift. As he turns down a long corridor of pipes, he bumps into a VISITOR TECHNICIAN.

CALEB

Hey! Watch out where the hell you're goin'.

VISITOR TECHNICIAN

Oh -- excuse -- Uh -- help, please.

CALEB

Help what?

VISITOR TECHNICIAN

I am just.

CALEB

Just what?

VISITOR TECHNICIAN

-- Yes.

CALEB

Aw, get out the way --
(pushing past)
... damn stupid alien.

The Visitor Technician watches with frustration, then spots something else which startles him, and sends him scurrying off, glancing back at...

151 THE LOCAL SUPERVISOR (STEVEN) AND ARTHUR DUPRES 151

Arthur is laughing a little too hard at something Steven's said.

CUT TO:

151A EXT. THE REFINERY - DONOVAN - DAY 151A

aims his camera at Kristine while Diana stands nearby, watching her... appreciatively.

KRISTINE

In response to overwhelming questions and requests by young adults around the world, the Visitors Supreme Commander, John, has formed the Visitors' Friends. This organization welcomes all young people, ages twelve to twenty, who are anxious to gain special, first-hand knowledge of the Visitors -- to ride in Squad Vehicles and have special tours aboard the Mother Ships.

151B INT. BERNSTEIN HOUSE - DANIEL 151B

sits, holding a beer, watching the TV screen intently.

KRISTINE (V.O.)

Visitor youth leaders will soon be coming to your neighborhoods --

*

151C EXT. SUBURBAN STREET - CLOSE ON A YOUTH LEADER - DAY 151C

with enough sexy good looks to set any teenage heart throbbing. Water sprinklers in the f.g. send up a mist -- and a rainbow forms in it.

ROBIN (O.S.)

Oh, no! -- there he is! He is the same one I saw at the plant!

151D REVERSE - ROBIN AND POLLY (INTERCUT) 151D

ROBIN

He's such a fox!

(CONTINUED)

151D CONTINUED:

151D

POLLY

(shrugs)

Looks like a boy to me.

ROBIN

He's looking over here!

The Young Man's eyes meet Robin's -- and pause -- as a spark passes between them. Daniel interrupts the young Visitor's gaze. The Youth Leader smiles and starts a friendly conversation, but continues glancing at Robin.

ROBIN

(continuing)

He is really something special.

-- Just think where he came from!...

Think of it.

His eyes seek out hers again -- and they look at each other.

CUT TO:

152 FULL SHOT - THE REFINERY

152

showing the great Mother Ship hovering over the ocean in the b.g. The CAMERA SLOWLY MOVES TOWARD it.

KRISTINE (V.O.)

You're pleased with the progress here, then?

JOHN (V.O.)

Yes. It's representative of all the other plants around the world.

And shortly we'll begin the seminars for all your scientists.

153 INT. JOHN'S STUDY ON THE MOTHER SHIP /OR CONTROL ROOM 153 *

Lighted low-key, as always.

JOHN

There's something else I'm pleased with, too -- it's you, Kristine.

She glances up.

(CONTINUED)

153 CONTINUED:

153

JOHN

(continuing)

Of all the journalists we've met,
my people say they feel most
comfortable with you -- And so
do I.

He pats her arm. She's caught a bit off guard.

KRISTINE

Well... thank you... John... I...
(a nervous laugh)
... thank you.

JOHN

Diana's done research that shows
your people also have a lot of
confidence in you.

KRISTINE

-- She has??

JOHN

(nods)

You're trusted and respected --
and attractive --

Their eyes hold.

JOHN

(continuing)

-- Qualities which are essential
in our new Official Spokeswoman.

She blinks. He smiles.

CUT TO:

154 INT. THE DARK CORRIDOR OUTSIDE JOHN'S INNER SANCTUM 154

Visitors pass by on their various affairs. A door
slides open and Kristine walks out, still a little
dazed. Someone is watching her from the f.g. It is...

155 MED. SHOT - DIANA (INTERCUT) 155

smiling slightly and moving now toward Kristine.

DIANA

Congratulations.

(CONTINUED)

155 CONTINUED:

155

KRISTINE

What? -- Oh -- hello, Diana...

DIANA

I assume you're pleased?

KRISTINE

Well, yes, I'm flattered.

DIANA

As you should be -- Did he tell you it was my idea? -- Well, no matter. I'm just glad that I could play a part in making it work out for you.

(resting her hand
on Kristine's arm)

I'm also glad that we'll be working even closer in the future.

Kristine looks at her.

156 LONG SHOT - OVER SOMEONE'S SHOULDER - KRISTINE AND DIANA

156

as Kristine finally smiles back at Diana and moves off as Diana watches.

The person in the f.g. turns. He is Martin, the Visitor Lieutenant. His face subtly expresses the distaste he feels.

CUT TO:

157 EXT. THE REFINERY - BEHIND THE COMMISSARY - DAY

157

The Visitor Technician seen earlier rounds a corner past some trash cans, looking very confused. He encounters the waitress, HARMY, returning from somewhere with a tray of some executive's completed lunch.

HARMY

Hi there... are you okay?

VISITOR TECHNICIAN

(embarrassed)

I am just.

HARMY

Yeah...? What?

(CONTINUED)

157 CONTINUED:

157

VISITOR TECHNICIAN

Just.

ARMY

Just... just.

VISITOR TECHNICIAN

Yes. Just.

ARMY

Just what?

He exhales a puff of frustration --

ARMY

(continuing)

Now wait -- don't let it get you
spazzed -- I'll help you out.

VISITOR TECHNICIAN

-- Yes. Help to go. To this
place.

(showing her paper)

I am just.

ARMY

You don't know where to go.

VISITOR TECHNICIAN

(nodding)

I'm just.

ARMY

You're lost.

VISITOR TECHNICIAN

Lost! -- Yes -- Lost. Thank you.
English not well to me -- Learned
Arabic -- for going there.

ARMY

And they screwed up and sent you
to L.A.?

VISITOR TECHNICIAN

Yes... Screwed.

ARMY

Well L.A.'s not so bad -- beats
Fresno, lemme tell ya. What's
your name?

*

(CONTINUED)

157 CONTINUED: (2)

157

VISITOR TECHNICIAN

Uh... William.

HARMY

Hi -- I'm Harmy -- short for
Harmony -- can you believe it?
(re the paper)

*

'Cryo... Cryogenic Transfer Unit'
-- Well, c'mon, Willy. We'll go
find it.

*

HARD CUT TO:

158 EXT. THE CRYOGENIC SECTION - CLOSE ON A VALVE - DAY 158

which is loudly VENTING supercooled gasses. Two pairs
of hands work at turning it off.

159 WIDER - THROUGH THE GRIDWORK OF CATWALKS 159

that snake around a number of three-story cryogenic
pressure tanks and their attendant plumbing. Several
blue collar workers are doing heavy duty busy work,
with the aid and guidance of several Visitor Techni-
cians. Steven, the Supervisor, is checking gauge
readouts against a sort of electronic clipboard he
carries. He shouts over the NOISE.

STEVEN

No -- the pressure's still not
balanced. It must be the inner
seal that's bad. Someone'll have
to go inside.

Harmy appears, drawing some admiring glances.

HARMY

Is this the Cryogenic Transfer
Section?

STEVEN

Yes -- William -- where were you?

WILLIAM

Uh... I was... 'lost.'

A shy glance at Harmy who winks at him and leaves.

STEVEN

Well, get up there -- you're
working with that man.

(CONTINUED)

159 CONTINUED:

159

Willy squints up into the sunlight to see Caleb looking down on him. In every sense of the phrase.

CUT TO:

159A INT. THE ARCHAEOLOGY LAB - THE "CURRENT BOX" - DAY

159A

where Quinton had put the manila folder holding the photos of John. But now the box is empty. Robert's hand reaches in to be certain, as he speaks into a phone.

ROBERT

No -- Quinton isn't here. --
There's nothing in his current
box -- I'm not sure what he's
working on... he hasn't been here.
Not at all... All day... I tried
at home -- no answer... What?
It is? You sure it's his car?

159B EXT. THE LAB PARKING LOT - LOW ANGLE ACROSS QUINTON'S CAR - DAY 159B

which looms menacingly as Robert approaches. He looks at it a moment, frowning, as though he smells something, then opens the door to look inside -- but the car is empty. Keys still in the ignition. Curious. -- Then Robert notices something on the inside of the car door: a blackened area about a foot in diameter. The vinyl has been burned. He touches it -- and tries to understand what happened here. -- But he can't.

CUT TO:

160 INT. KRISTINE'S L.A. LOFT - DAY

160

Kristine is changing clothes, Donovan is packing up some camera gear.

DONOVAN

Press Secretary?

KRISTINE

(a little smug)

Well, they said that I could call
it what I wanted. Do you like
Spokeswoman better?

(CONTINUED)

160 CONTINUED:

160

DONOVAN

I don't like the sound of either one.

KRISTINE

You're jealous.

DONOVAN

Oh, don't be a jackass. I just don't understand why they -- or you -- would want to do it.

KRISTINE

They want someone that the public trusts -- and I think it's an excellent career move.

DONOVAN

What about your objectivity?

KRISTINE

What?

DONOVAN

Don't you think you're compromising it by sucking up to --

KRISTINE

(turning on him)

I'm not sucking up to anybody!

(softer)

Don't you see that it's the perfect opportunity to really get the inside stuff? -- Exclusive stuff -- material that no one else has access to -- I'm sure to get a book out of it at the very least -- I'm going to stay objective -- after all, I'm one of us -- not them. Oh, come on, any good reporter would be crazy not to jump at this.

He stares at her.

KRISTINE

(continuing)

I'd like to think I had your backing, Mike. You know how I respect you.

(a warm smile,

touching him)

... more than that...

(CONTINUED)

160 CONTINUED: (2)

160

DONOVAN

You better put the steaks back in
the freezer.

KRISTINE

What? Oh, yeah. Tonight's a
problem 'cause Diana wants to
meet -- How'd you know?

He looks at her a moment longer and then leaves her
alone.

CUT TO:

161 EXT. THE REFINERY - CRYOGENIC SECTION - DAY

161

An EXPLOSION of supercooled gases! Visitors and work-
ers alike are BLOWN BACK across the catwalk by the
force! There is shouting and panic -- as the gas
surges out of an inspection hatch on the side/top of
a Cryogenic tank. One worker yells with pain as he
falls out of the hatch -- his clothing and hair covered
with white frost. He clutches the wrist of his left
hand which has been frozen so solid that when he hits
it against a pipe -- his hand SHATTERS like glass!
William (The Visitor Technician) rushes up to help
him amid the shouts and NOISE.

WILLIAM

*

Caleb?!

HARDHAT

*

(rushing up; shouting)
Still down in there!! The liquid
nitrogen blew through the inner
seal -- there's no way you can get
past and get down to him!

*

*

But William is already on the move -- running through
the white surging gas and into the tank.

HARDHAT

(continuing)

William -- stop! For God's sake!

162 THE HATCH (INTERCUT)

162

The gas BLOWING OUT under very high pressure. Men
scramble around the catwalks shouting -- trying to
stop the venting. Steven rushes up.

(CONTINUED)

162 CONTINUED:

162

HARDHAT

William went in there for Caleb --

STEVEN

What?!

HARDHAT

It's got to be two hundred below
zero -- there's no way a human
being could --

He stops abruptly -- looking hard at Steven, then a burst of SHOUTING and they both look back at the hatch -- where William is struggling out -- with Caleb on his shoulders. They are both covered with frost -- and the skin on William's face is blistered, cracked and peeling. Everyone rushes to help -- including the Hardhat, who glances again at Steven.

CUT TO:

163 INT. BIOCHEM LAB - DAY

163

Ben works at a microscope. Dr. Metz, the head of research, is working nearby with Ruth. The middle-aged woman. He's annoyed.

DR. METZ

Where're the cultures, Ruth?

RUTH

They're not back from pathology.

BEN

They're running way behind there,
Dr. Metz.

RUTH

I heard that two key people didn't
show for work today -- and didn't
even call.

*
*
*
*

METZ

That's odd.

BEN

(picking up a
RINGING PHONE)

Dr. Taylor.

164 INT. NURSES' STATION - CLOSE - JULIET (INTERCUT)

164

JULIET

Ben -- It's Julie -- Come down to
the E.R. stat --

She glances at Caleb being wheeled in on a gurney.

(CONTINUED)

164 CONTINUED:

164

JULIET
 (continuing)
 -- They just brought in your
 father.

CUT TO:

165 EXT. THE SUBURBAN STREET - RUBY AND ABRAHAM - DAY

165

walking in the f.g. as others go about their business
 -- paying no special interest that two or three Visi-
 tors walk here and there along the sidewalk. A squad
 unit glides past, overhead. Ruby and Abraham glance
 at it, but it has become a usual sight.

RUBY
 Abraham -- he's only seventeen,
 don't be so hard on him.

ABRAHAM
 But Daniel's been this way for
 years -- no good in school -- And
 hardly any friends --

*

RUBY
 Well maybe this Visitor Friends
 group will be just the thing he
 needs. He just hasn't found his
 niche yet --
 (looking ahead)
 Unlike others we could mention.

*

*

*

He follows her gaze ahead to where Steven (the Super-
 visor) is getting out of a squad unit in front of the
 Dupres house, where Eleanor, wearing a chiffony pant-
 suit, is coming out to greet him.

STEVEN
 Sorry that I'm late.

ELEANOR
 You kept me waiting, naughty
 boy.

STEVEN
 A little problem at the plant --
 Arthur said he'd join us in a
 little while.

ELEANOR
 (a coy smile)
 ... Good.

166 AERIAL SHOT - DOWN ON THEM 166

as Eleanor takes Steven's arm and walks him toward the house. The airborne CAMERA GLIDES ON PAST.

167 REVERSE - DONOVAN 167

looking down out of the window of a squad vehicle which he's riding in overhead.

168 INT. SQUAD UNIT 168

MARTIN

That's the Supervisor's vehicle below -- I hear he visits there a lot.

*

DONOVAN

... She can be charming.

Donovan turns his attention inside the craft, where Tony is checking out some equipment in the b.g. Donovan focuses on:

169 THE FLOOR BENEATH THE PILOT'S SEAT (INTERCUT) 169

A small golden implement about the size and shape of a pencil is there, apparently having been dropped by someone. Mike picks it up and looks more closely. There are some sort of tiny magnetic designations on the side of it. He starts to give it to The Pilot, then he has a better idea and puts it in his pocket.

170 EXT. A TOWN SQUARE - DAY 170

of a small, friendly-looking town which could be about anywhere in America. The cars have California plates. A man is watering his lawn, another washing his car. Another car wheels around a corner on to a quiet residential street. Donovan is driving. He breaks into a smile when he hears...

SEAN

Dad! Hey, Dad! Dad!

Sean comes running up as Mike parks and gets out. They hug each other happily. Donovan tugs on Sean's Dodge cap.

(CONTINUED)

170 CONTINUED:

170

DONOVAN

Hiya, kiddo -- who are you today?
Fernando Valenzuela or Steve
Garvey?

SEAN

(with pride)

Just Sean Donovan -- Come see
what Josh's got! Hey, didya
hear how many Visitors it takes
to change a light bulb?

*

*

DONOVAN

No, how many?

SEAN

None. -- They like the lights
out.

DONOVAN

Right -- Hey, how you doing,
Josh?

*

ANOTHER BOY (JIMMY)

Hiya, Mr. Donovan.

JOSH, about thirteen, sits on the grass in front of
Sean's house -- with a model of a Visitor squad unit
-- and two small figures.

*

SEAN

See, Dad? Check it out! -- He's
got a Squad Vehicle! And the
action figures! The Supreme
Commander, and Diana --

DONOVAN

... Wonder if they get a royalty.

SEAN

He's got a Mother Ship at home!

JOSH

(a bit smug)

I got 'em all.

*

(CONTINUED)

170 CONTINUED: (2)

170

SEAN

Yeah. Can I get 'em, Dad? Mom said that we didn't have the money..

DONOVAN

Well, I'll talk to her -- but meantime...

He pulls the small pencil-like implement from his pocket. Sean's Mother has appeared on the porch, watching them... with an edge.

SEAN

What is it?

DONOVAN

(shrugs)

Just a little thing I picked up in a Squad Vehicle.

SEAN

(eyes widening)

In a real Squad Vehicle? --

DONOVAN

Yeah.

SEAN

You mean it came from the Visitors themselves?!

DONOVAN

That's right.

SEAN

Guy!! Check it out!

JOSH

Wow! Lemme see it!

SEAN

(his turn now)

... In a minute, Josh.

SEAN'S MOTHER

Hey, you guys -- your pizza's ready.

SEAN

Okay, Mom. You coming in, Dad?

(CONTINUED)

DONOVAN

In a second.

SEAN

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

SEAN'S MOTHER

Your dinner's getting cold.

Sean feels the frost from her. He looks back at Donovan who winks and nods for him to go on in. Sean does.

DONOVAN

So what's wrong now?

SEAN'S MOTHER

Oh, nothing. It's just that it's a little tough competing with someone who rides around in space ships.

*
*

DONOVAN

Margie, what am I supposed to do?
Give up my work?

MARJORIE (SEAN'S MOTHER)

(near tears)

And what am I supposed to do?
Sprout wings and fly him off to
Never Never Land? How else can
I compete? -- With pizza?

DONOVAN

Why compete? Why not do
something of your own? -- What
happened to your college plans?
What --

MARJORIE

(holding up her
hand)

Please. Don't start. Okay?

She turns abruptly and goes into the house. Donovan watches. Hurting for all three of them.

CUT TO:

170A EXT. A BROWNSTONE STREET - NIGHT

170A

Julie pulls her white VW convertible to a stop on the shiny, wet street. A squad vehicle glides past overhead.

RUTH

Thanks, Julie.

JULIET

Ruth... what's wrong?

Their eyes hold.

JULIET

(continuing)

It's Dr. Metz... You really love him, don't you...

*

Ruth smiles sadly.

JULIET

(continuing)

... Does he know?

RUTH

... I'm just a piece of lab equipment.

Julie puts her hand atop Ruth's.

JULIET

Well, starting in the morning, we are gonna go to work on him. We'll make him realize that Nobel's not the only prize he's got. -- Okay?

Ruth looks at Julie -- feeling a bittersweet, new optimism transfused from the bright young woman. She nods. Julie smiles and drives away.

170B RUTH

170B

Walks up to her brownstone, the CAMERA TRACKING with her. She unlocks the door and steps:

170C INSIDE

170C

Then closes the door -- revealing a Visitor -- who aims a strange pistol at her! Ruth reacts!

170D EXT. THE BROWNSTONE

170D *

There is an unusual and MUFFLED PULSE OF SOUND. And then silence. After a moment, the lights inside are extinguished. A pause.

*
*
*

CUT TO:

171 INT. CALEB'S FLAT - NIGHT

171

The front door is open. Ben is helping Caleb toward the bedroom. Caleb's hands are bandaged.

BEN

A little shaky, pop?

CALEB

I'll be okay. You let me do it by myself.

Caleb walks into his bedroom. Ben turns to straighten up the place a little as the Young Black Man seen stealing the TV earlier bounces into the room.

THE YOUNG MAN

Say! What it is, Ben.

BEN

What it is -- is bad grammar, brother. -- When you going to quit your poor man's Richard Pryor act, Elias?

*

The Young Man (ELIAS) stares at Ben a moment, then grins.

ELIAS

What you talking, man? -- This ain't no act. -- This here is pure Elias.

BEN

It's pure something.

*

ELIAS

-- Look, man, can't all of us be Doctor Kildare, dig? Or Uncle Tom.

BEN

Oh, drop that Sixties jive, you can be anything that you want --
(MORE)

(CONTINUED)

171 CONTINUED:

171

BEN (CONT'D)

-- but first you've got to dump
your tap dance and your two-bit
crook routine and start to grow
up!

ELIAS

(boiling over;
with a laugh)

Ha! -- Well, once again we thank
you, Sidney Poitier. -- Hey,
Poppa! How ya doin'?

*

Elias struts off toward the bedroom as Ben watches
sourly.

CUT TO:

172 OMITTED
thru
175

172
thru
175

175A EXT. THE MAXWELLS' HOME - NIGHT

175A

Robin is pacing in the yard, talking into a cordless
telephone.

ROBIN

The Visitor Youth Leader -- Yes!
-- You saw him? -- Isn't he a
hunk?! -- I knooooow! -- I brought
the phone outside so I could watch
for him.

She is so intent on her conversation that she's unaware
the young Visitor, Brian, is approaching up the side-
walk behind her.

ROBIN

(continuing)

-- Oh wouldn't you just die! --
I knooooow! And did you see his
eyes? They're gorgeous! -- Sure
I saw them -- yes, he looked at me
for quite awhile the other day --
and not just looking -- but real
sort of meaningful, y'know --
like two ships passing in the night
like real romantic -- totally! I
think he really likes me but is
just afraid -- y'know --

*

(CONTINUED)

175A CONTINUED:

175A

BRIAN

Excuse me.

Robin jumps and turns to see who it is. She instantly turns her back on him and speaks into the phone.

ROBIN

My life is over.

She clicks off the phone and slaps in the antenna. He smiles.

BRIAN

-- Did I startle you?

ROBIN

No! -- No.

BRIAN

I'm Brian.

ROBIN

Right. Uh... Robin.

BRIAN

(clearing his
throat)

Hi -- I'm a little nervous...
sorry.

ROBIN

You are?!

BRIAN

It's not every day I meet somebody
from another planet.

ROBIN

(relaxing
slightly)

-- Y'know, I never thought of that
... it must be just as weird for
you. -- Not that you're weird --
I mean --

BRIAN

(a smile)

Which one is Daniel's home?

ROBIN

Down toward the end there on the
right.

(CONTINUED)

175A CONTINUED: (2)

175A

BRIAN

Thanks.

ROBIN

Sure.

BRIAN

... You want to take a walk?

ROBIN

(a beat)

... Okay.

They look at each other a moment then they walk away together down the sidewalk.

CUT TO:

176 EXT. DUPRES GARDEN - CLOSE ON A SMALL BOX - NIGHT

176

being passed from Steven's hand to Eleanor's.

ELEANOR

What is it?

STEVEN

A little token of appreciation
for your... hospitality.

Eleanor opens the box to reveal a beautiful -- and large -- diamond. She draws a breath.

ELEANOR

-- Oh, Steven!

She looks up at his smiling eyes -- with her sparkling eyes -- behind which her mind is multiplying the possibilities.

CUT TO:

177 EXT. REFINERY - A COUNTER TOP - DAY

177

being wiped off by HARMY, who sees William walking past the open-air snack bar.

HARMY

Hey, hero! -- Willy!

(CONTINUED)

177 CONTINUED:

177

WILLIAM

Hello, Harmy.

HARMY

Everybody's raving 'bout the way
you rescued Caleb.

(he shrugs;
shyly)

Hey -- you want a burger?

William shakes his head.

HARMY

(continuing)

-- Don't you guys ever eat?

WILLIAM

Sometimes.

HARMY

You go to movies?

WILLIAM

No... I do not yet.

HARMY

Well...?

They share a friendly smile. He's embarrassed, gives
her a little wave and exits as she watches, charmed.

CUT TO:

178 EXT. REFINERY - CRYOGENIC SECTION - DAY

178

Caleb, his hands bandaged more lightly now, is working
with an insulated pipe fitting. William appears on the
catwalk. Caleb turns to see him and then goes back to
work, feeling a grudging awkwardness.

WILLIAM

You are fun?

CALEB

What?

(CONTINUED)

WILLIAM
Feeling better? -- Feeling fun?

CALEB
'Fine.'

WILLIAM
Fine -- yes. Fine?

CALEB
I'll be okay, yeah.
(awkwardly)
-- Look, uh...

WILLIAM
... William.

CALEB
... William... look, I'm sorry
that I said you were a... stupid
alien.

William shrugs it off with a little vulnerable smile.
Caleb extends his bandaged hand, William looks at him
a moment -- then clasps it -- Caleb's eyes go wide!

CALEB
(continuing)
Ahhk! -- Not so hard, you stupid --

William jumps back, startled. Then they look at each
other -- and laugh.

CUT TO:

NEWSMAN (1)
The world was shocked today --
when Nobel winner Dr. Leopold
Jankowski of the Brussels Biomedical
Institute in Belgium -- held a press
conference to reveal existence of
an international conspiracy against
the Visitors.

*

The TV screen switches to several men and women sitting
at a table with a bouquet of microphones in front of
one older, distinguished gentleman. There is a hubbub
of reporters' voices and flashes of strobe lights..

(CONTINUED)

179 CONTINUED:

179

JANKOWSKI

It came to my attention first two weeks ago when Dr. Rudolph Metz in California asked to speak with me on what he said were urgent confidential matters --

180 REVERSE - JULIE AND BEN (INTERCUT)

180

Exchange an astonished glance.

JANKOWSKI

Others of my colleagues here have also been approached by scientists -- primarily biomedical or anthropological scientists --

180A ON MAXWELL TV - ROBERT AND KATHLEEN

180A *

JANKOWSKI

(continues)

-- from many nations -- who apparently are part of this insidious conspiracy.

*
*

Reporters O.S. AD LIB questions: "Who are they?" "What is the conspiracy to accomplish?" "What are their plans?"

JANKOWSKI

(continuing)

Their plan, quite simply, is to seize control of several Mother Ships belonging to the Visitors.

Shouts of "Why?", "To what end?", etc.

JANKOWSKI

(continuing)

They tried hard to convince me that it was to "protect" the human race and keep such powers from the military on our planet -- I am sure, however, that their motivation was by far more personal...

181 INT. TV VIDEO TAPE ROOM - DAY

181

Donovan and Tony are working on a video monitor as Jankowski signs a paper in front of the cameras.

(CONTINUED)

181 CONTINUED:

181

NEWSMAN (1) (V.O.)

*

Then Jankowski signed his statement -- listing those whom he claims tried to bring him into this conspiracy.

Tony watches, suddenly frowning.

NEWSMAN (1) (V.O.)

*

(continuing)

When word began to spread of the Jankowski statement, the international scope revealed itself as scores of medical scientists around the world came forward to admit that they had been approached -- or actually confessed that they were part of the conspiracy.

182 INT. CALEB'S FLAT - DAY

182

Caleb watches along with the rest of the world. On his TV, a vital and intelligent-looking man is hustled in through reporters to a table where he signs a statement.

NEWSMAN (1) (V.O.)

*

Seen here is Dr. Jacques Duvivier, also a Nobel Laureate, physician, and leading biochemist in France, who was detained by the Surete -- and has confessed to his involvement -- naming many other scientists as his co-conspirators.

CALEB

Damn doctors.

183 INT. HOSPITAL - CLOSE ON DR. METZ - DAY

183

METZ

I tell you it's a lie!

He is watching two plainclothes FBI types, accompanied by two Visitors as they open files in his office. Julie is among those outside the doorway.

METZ

(continuing)

A vicious lie! And you don't need a warrant -- Search my files!

(MORE)

(CONTINUED)

183 CONTINUED:

183

METZ (CONT'D)

There's nothing -- you'll find
nothing!

One of the FBI men pulls out a file folder that was
hidden and taped up to the inside of a file cabinet.
Metz frowns.

METZ

(continuing)

What is that? I never saw that!

The FBI man flips through the obviously incriminating
papers and stares hard at Dr. Metz, who grabs the file
and looks at it -- and pales.

METZ

(continuing)

No -- It isn't true. I don't know
how this got there. It's a lie,
I tell you!

CUT TO:

184 INT. THE MAXWELL HOME - DAY

184

ANGLE on the TV as they watch, stunned.

KATHLEEN

Quinton's missing still?

ROBERT

And half a dozen others.
The police don't have a *
clue what the hell is *
happening.

NEWSMAN (2)

*

... And many other
scientists,
specifically
biologists, research
physicians, and some
leading
anthropologists
around the world
suspected of
complicity have
simply vanished,
which, of course,
lends credence to the
charges brought
against them.

(CONTINUED)

184 CONTINUED:

184

NEWSMAN (2)

*

(continuing)

Kristine Walsh, Press Secretary
for the Visitor Supreme Commander,
John, had this to say...

KRISTINE

The Visitors were shocked to
learn of this conspiracy -- and
fearful of the chaos which could
possibly result. Not only would
their own needs be impaired, but
all the benefits they plan to
share with us could be endangered.
Scientific seminars, which were
to start next week, will have to
be postponed.

185 INT. BERNSTEIN HOUSE - DAY

185

Abraham, Stanley and Lynn watch their TV.

NEWSMAN (1)

*

-- And because it's still too
early to determine just how many
scientists may be involved, the
U.N. has agreed to Visitor requests
that scientists and members of
their families must register their
whereabouts with local authorities.
Computers will be used to verify
their registration.

Abraham looks up sharply at the TV.

CUT TO:

186 EXT. SUBURBAN STREET - CLOSE - RUBY - DAY

186

RUBY

Abraham, don't get so wound up --
nothing's going to happen -- not
to you or to your family. --
They're not doctors or biologists
or even scientists.

They are on their daily walk. A few people, cars, and
Visitors move in the b.g. And a squad car passes over-
head unnoticed. Abraham is staring straight ahead.

(CONTINUED)

186 CONTINUED:

186

RUBY

(continuing)

You're not involved -- and, anyway,
it's going to pass.

ABRAHAM

That's what I said in 1938 -- back
in Berlin.

RUBY

But this is different.

ABRAHAM

Is it?

He glances toward the squad vehicle which has come to rest in front of his house. The youth leader gets out, followed by Daniel, who is wearing a similarly styled jumpsuit. The only difference is its color. It is the uniform of the Visitors' Friends. Daniel is smiling.

186A ABRAHAM

186A

Is not.

CUT TO:

187 INT. DUPRES HOME - THE BIG SCREEN TV - EVENING

187

As Arthur and Eleanor sip Perrier with lime as they watch.

*
*

KRISTINE

The Supreme Commander wants to make it clear that while he's sure all scientists around the world aren't part of the conspiracy -- it is still difficult to ascertain which of them may or may not be.

188 INT. JULIET'S APARTMENT - NIGHT

188

The TV is on a counter in the f.g. Denny is nearby, working with a corkscrew trying to get the cork out of a wine bottle during the following. His mood is very sour and will get worse as the cork disintegrates into the bottle.

(CONTINUED)

A NEWSMAN (4) *

In other news, while international police have scoured scientific files for facts on the conspiracy, some startling evidence is being found that many scientists who specialize in medical research or the life sciences have actually had major breakthroughs in research which they've suppressed. The Senate Medical Affairs Committee chairman, Raymond Burke, had this to say...

The TV scene switches to the Senate stairs, where a handheld camera presses close to the SENATOR. *

SENATOR BURKE

Yes, indeed -- I do have evidence that new and revolutionary cancer treatments do exist and have existed for some time -- along with many other breakthroughs -- which apparently our scientific friends kept quiet about and haven't shared with us.

Shouts os "Why?", "Why would they do that?", etc.

SENATOR BURKE

(continuing)

Well, I won't speculate except to say that there's a lot of money to be made on research grants.

As the TV coverage continues, Juliet bustles into the apartment wearing her lab coat.

JULIET

Sorry I'm so late -- poor Dr. Metz is really hurting -- Ruth has disappeared completely and I --

NEWSMAN (4) *

A ground swell of resentment has begun to build around the world. In Stockholm, where the Nobel Prizes are awarded every year, a crowd of angry demonstrators --

Denny turns the TV off.

DENNY

Take your time, they called to cancel dinner.

(CONTINUED)

JULIET

Ohhh -- you must be disappointed.

DENNY

Yes. .

JULIET

(taking off her
coat)You think you'll still get their
account?

DENNY

No, I don't think so -- they were
too polite, y'know.

JULIET

But I don't understand, I mean
what's --

She's folded the lab coat over her arm. Her eyes are
arrested by it. She stares at it a moment. When she
speaks, her voice is very low.

JULIET

(continuing)

Denny... do you think it's me?
They know that I'm a biochemist...
and a med student and...

*

DENNY

(a beat)

... No -- how could it be you?

JULIET

(a pause)

... You sound a little too polite.

He glances at her. Their eyes hold a moment, then he
looks away -- and leaves her staring at the lab coat.

CUT TO:

189 INT. VIDEO TAPE ROOM - CLOSE ON MONITOR - NIGHT

189

A tape is replaying, silently showing Dr. Jankowski
signing his damning statement.

DONOVAN (O.S.)

Yeah -- I saw this -- so?

190 WIDER ANGLE

190

as Tony punches up another tape.

TONY

Well, something struck me funny when I saw it yesterday. I couldn't figure what it was. I didn't sleep all night and then it hit me: Look at this -- a tape we shot of him at that big science fair last year.

Another image of Jankowski standing beside a smiling Tony, signing an autograph in a book.

TONY

(continuing)

You 'member when I had him autograph that book for my old man?

DONOVAN

Yeah.

TONY

Don't ya see? He used his right hand, Mike.

DONOVAN

And yesterday --

Tony replays the most recent tape.

TONY & DONOVAN

He used his left hand.

DONOVAN

So? He's ambidextrous.

TONY

No he's not -- and neither is Duvivier -- I checked.

Mike stares at him.

TONY

(continuing)

No. Up until this week, Mike, they were both right-handed. Something very strange is going on.

*

*

*

They look at each other -- a little frightened.

*

CUT TO:

*

190A INT. MAXWELL HOME

190A *

CLOSE on the TV, where a game of "Space Invaders" is
nearing its climax.

*
*

ROBIN (O.S.)

*
*

Come on!!

ANGLE across TV, Robin and Brian.

*

BRIAN

*
*

Aukk!

*
*

(game over)

I'm not very good at this.

*

They share a laugh and look.

*

CUT TO:

191 EXT. THE NIGHT SKY - STARS TWINKLING

191

ROBIN (O.S.)

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

BRIAN (O.S.)

Magnificent...

192 EXT. THE SUBURBAN STREET - NIGHT

192

Robin is walking with the Visitor's Friends Youth
Leader, looking up at the stars.

(CONTINUED)

192 CONTINUED:

192

BRIAN

... And very peaceful.

ROBIN

Which one's yours?

BRIAN

The brightest -- there -- it's
in the constellation you call
Canis Major.

ROBIN

... Must be strange to be so far
from home.

BRIAN

Yes...

He looks at the stars, softly, a moment longer -- then
back at her.

BRIAN

(continuing)

... But new friends make it easier.

ROBIN

I'm glad.

They share a smile -- their youthful eyes holding on
each other. She takes his arm. He places his hand on
hers.

193 MED. SHOT - DANIEL (INTERCUT)

193

approaching, in his Visitors' Friends uniform, and
watching them, a bit jealously.

DANIEL

... How's your father, Robin? *

ROBIN

What? Oh. -- Daniel -- hi...

DANIEL

Hi. Must be tough to be a
scientist right now -- particularly
an anthropologist. *

ROBIN

... Yeah. *

(CONTINUED) *

193 CONTINUED:

193

She glances embarrassedly at Brian -- who tries to hide the edge of disappointment that he feels.

*

CUT TO:

194 EXT. THE REFINERY - DONOVAN AND TONY - NIGHT

194

move stealthily among the shadows of the pipe works. then pause, looking ahead at...

195 THE LARGE SHUTTLE CRAFT (INTERCUT)

195

which has its side cargo door open. Two Visitor Technicians and two Blue Collar Workers are overseeing the transfer of chemicals from the plant's large cryogenic tanks through an insulated pipe to the smaller tanks aboard the shuttle craft. Tony whispers to Donovan:

TONY

Don't you think we ought to just go in a Squad Vehicle -- like we usually do?

DONOVAN

This way they won't know we're on board. And we've got a better chance of finding out what's going on.

(checking a very small video camera)

This VTR is broadcast quality? With sound and all?

*

*

TONY

It's close enough.

*

Several Technicians uncouple the insulated pipe.

DONOVAN

Okay, they've finished loading on their chemical. Get ready.

Tony swallows nervously. The Visitor Technicians wave to the Workers -- who disappear amid the refinery equipment. The Visitors go aboard and the side of the shuttle craft begins to lower.

DONOVAN

(continuing)

Now!

(CONTINUED)

195 CONTINUED:

195

He and Tony dash out from the shadows -- Mike leading. He vaults over a pipe -- but Tony catches his foot and goes down, rolling. Mike is already aboard before he looks back to see that Tony isn't going to make it. -- The large hatch closes Donovan inside. -- And the craft lifts off.

TONY

-- Damn!

CUT TO:

196 EXT. THE REFINERY - FULL - NIGHT

196

as the shuttle craft rises upwards and angles out over the Pacific.

197 INT. THE SHUTTLE - CLOSE - DONOVAN

197

snugged within some plumbing.

198 INT. THE MOTHER SHIP - DOCKING AREA

198

as the hangar doors yawn open, their landing lights blinking, and the shuttle craft glides in for a perfect landing.

199 DONOVAN (INTERCUT)

199

reacts as the shuttle's cargo door opens. He peeks out to see...

200 TWO VISITOR TECHNICIANS (INTERCUT)

200

attach an insulated pipe to the tanks containing the super-cooled chemical -- and then they open a valve -- which vents the chemical out into the atmosphere.

(CONTINUED)

200 CONTINUED:

200

Donovan frowns, puzzled. -- But he takes the opportunity to move out of the shuttle craft and into the dark Mother Ship.

201 CLOSE - DONOVAN

201

moving through the large equipment area -- he passes a ventilation duct which blows his hair. He stops and looks back at the duct.

202 INT. THE VENTILATION SHAFT

202

as Donovan pulls off the grating and climbs inside, the air quietly rushing around him. The shaft is not quite large enough for Mike to stand -- but he makes his way quickly along.

203 AN INTERSECTION OF DUCTS

203

as Mike comes around the corner and pauses, peering through a grating.

204 HIS POV - A STORAGE AREA (INTERCUT)

204

where one Visitor Technician is talking quietly to another. Nothing special -- or is it? -- Donovan watches as one of them goes to a yellow hatch, produces a small pencil-like device -- exactly like the "souvenir" Mike took to Sean, and then the Visitor uses it like a key to open up the hatch. Donovan registers the information and moves on.

205 ANOTHER INTERSECTION

205

where a duct slopes downward. Mike eases himself down, being careful with his camera. He comes to another grating and peeks through at...

206 HIS POV - A BARRACKS AREA (INTERCUT) 206

where a number of Visitors are sleeping on bunks. Mike continues on.

207 A THIRD INTERSECTION 207

where he rounds a corner. He checks each grating quickly as he passes -- pausing at one to see...

208 A VISITOR WOMAN IN HER CHAMBER (INTERCUT) 208

reading from a sort of book. She is BARBARA; the Female Visitor seen at the Dupres party. She looks up from the book and sighs, staring into the distance. -- Donovan moves on, and then he hears VOICES ahead -- and a woman laughing. He moves to a grating in the f.g. and peers inside to see...

209 DIANA'S INNER SANCTUM (INTERCUT WITH DONOVAN) 209

It seems to be part private chamber, part laboratory. Dark and shadowy, as always. There are small cages to one side containing standard lab ANIMALS -- WHITE MICE, FROGS, GUINEA PIGS. Diana is just removing one of the mice as she speaks.

DIANA

... Well, let's just say it pleases me to serve our Leader -- with whatever minor talents I possess.

STEVEN (O.S.)

He must be very pleased with your conversion process.

DIANA

Yes -- but you know how impatient he can be --

Donovan has put his mini-cam up to the grating, and begun recording her. He's annoyed when she walks out of his line of sight, momentarily.

DIANA (O.S.)

He doesn't understand that my conversion process is still limited -- it doesn't work the same way on every human subject --

*

(CONTINUED)

209 CONTINUED:

209

She returns to Donovan's line of sight, having left the mouse O.S. somewhere.

STEVEN (O.S.)

No, but when it works -- Duvivier, Jankowski and the others -- it's remarkable.

*

DIANA

Yes. Isn't it?

She is removing a frog from its cage and walking back out of Donovan's view.

STEVEN (O.S.)

They actually believe that the conspiracy exists -- or even that they are part of it.

*

*

DIANA (O.S.)

Yes. -- and of course the 'evidence' we planted reinforces their belief.

Donovan reacts to what he's hearing -- and recording. Now Steven walks into the line of sight.

STEVEN

The operation's working wonderfully -- the scientists are being ostracized-disorganized throughout the world.

DIANA (O.S.)

The problem is our Leader then says -- why not just convert them all? He doesn't understand that human will is much, much tougher than we bargained for. -- Converting all of them would take forever.

Steven nods and turns his back to Donovan, reaching in to the mouse cage again and withdrawing another mouse as Diana speaks.

DIANA (O.S.)

(continuing)

However, we'll continue to refine the process --

With his back still to Donovan, he brings the mouse up close to his face, apparently looking closely at it.

(CONTINUED)

209 CONTINUED: (2)

209

STEVEN

Yes, I'm sure you will --
Successfully.

He turns to her: -- And Donovan sees the hindquarters and the wiggling tail of the mouse -- protruding from Steven's mouth! -- He tosses his head back with a bizarre staccato motion and swallows the living rodent whole! Donovan is stunned!

DIANA

(walking to Steven)

Well, it's important that we
learn the most effective and
efficient methods to be used
against them.

*
*

She reaches into the third cage, and takes out one of the larger guinea pigs.

STEVEN

Well, I don't think our leader
could've chosen anyone who possibly
could do a better job than you.

She smiles at him again, and lifts the guinea pig.

210 CLOSE ON DONOVAN

210

The blood draining from his face as he video records:

211 CLOSE ON DIANA

211

whose mouth opens wider -- wider -- until her jawbone dislocates with a snap and her mouth stretches wide enough to accommodate the creature! As she takes it into her mouth, her throat suddenly swells grotesquely to twice its normal size -- and the living animal slides down her gullet!

HARD CUT TO:

212 INT. A WINDOW - NIGHT

212

Shattering inward! -- Into the Maxwell living room! Polly screams! Kathleen scoops up three year old Katie as another rock crashes through another window! Robert runs into the room -- where Polly and Katie are terrified and crying -- he rushes to the window to see...

*
*

213 EXT. THE DARK STREET - NIGHT

213

A pickup truck with a bunch of rowdy people shouting!
 -- The TRUCK PEELS off into the darkness -- the people
 SQUEALING with drunken laughter. Robert turns to look
 at his family. Electrical fear coursing through them.

CUT TO:

214 INT. THE VENTILATION SHAFTS - NIGHT

214

As Donovan moves along quickly, back the way he came.
 He glances through a grating and pauses.

215 HIS POV - A VISITOR'S PRIVATE CHAMBER (INTERCUT)

215

wherein a Visitor is bending over a small sink, appar-
 ently doing something to his eyes. A cage of rodents
 sits nearby. Donovan raises his camera instinctively,
 zooms in toward the sink as the Visitor sets down two
 large contact lenses -- which look like human eyes --
 and as the Visitor turns, Donovan pans to a closeup of
 the Visitor's face.

216 JUMP CUT - CLOSER

216

His eyes!

217 JUMP CUT - EXTREME CLOSEUP - HIS EYES!

217

They are red with black vertical pupils. Donovan
 gasps! And the Visitor sees him through the grate!
 His arm lashes out and pulls the grate off -- grabbing
 Donovan who struggles to hang onto his camera --
 unsuccessfully. It falls onto its side on a bunk
 nearby as:

*

218 POV - THROUGH DONOVAN'S CAMERA

218

recording action being viewed sideways. The Visitor
 grapples with Donovan. Mike lands a solid right, knock-
 ing the Visitor across a table. Donovan goes at him
 fast.

219 THE VISITOR

219

opens his mouth -- and lashes out his tongue -- eighteen
 inches!

(CONTINUED)

219 CONTINUED:

219

-- It hits Donovan's face stinging it with acid! He yelps and falls backwards -- and the Visitor is upon him -- strangling Donovan who realizes that he's fighting with a nightmare! The Visitor's throat inflates in anger with a hissing! -- The back of his head flares out!

*
*

220 DONOVAN

220

is losing -- he claws frantically at the Visitor's face, and the skin begins to tear! There is no blood, but a gelatinous substance oozes out as Donovan claws more and more of the "skin" away! -- It's only a mask! -- The real face of the Visitor lies beneath! Donovan pulls the creature onto the floor struggling with him beside the camera.

221 THE CAMERA'S POV

221

Oblique -- but recording glimpses of the hideously reptilian face of the creature. It is truly and horribly alien!

222 DONOVAN

222

pushes it away and grabs a chair -- smashing it against the creature -- stunning it just long enough to grab his precious camera and dive into the ventilating shaft, where Donovan scrambles along -- his wits having nearly been sheared away!

223 INT. THE DOCKING AREA - NIGHT

223

Where the shuttle craft is about to depart for its return trip. ALARMS have begun to SOUND aboard the ship. One VISITOR TROOPER shouts to the other.

THE TROOPER

I'm so tired of all these drills --
let's go before we have to sit here
through another one.

The other Visitor Technician nods and they go aboard, closing the cargo door.

224 DONOVAN (INTERCUT)

224

Appears -- sweating and bloodied -- he sees the cargo hatch closing and just manages to dive and roll beneath it to the inside of the shuttle -- which glides out of the Mother Ship into the night.

CUT TO:

225 INT. A TV CONTROL ROOM - NIGHT

225

The CAMERA WEAVES through the shouting people who face a bank of monitors and are preparing for an emergency telecast. They speak into the headsets.

THE DIRECTOR

Okay, okay, we've got a hot one. Cameras one and two -- get off your charts and on the set! Where's Andy? Where are the lights?

TECH DIRECTOR

They're coming.

DIRECTOR

Where's the cameraman?
Jean -- what's his name? *

TECH DIRECTOR

We're feeding bars and tone right now -- you got it?
-- Well, it's leaving here.
(gesture)
Dan, go check your patching.

ASST. DIRECTOR

This is Los Angeles --
Hello...? I'm testing
on the PL... Yes.
Hello, New York -- you
got me, Burt? -- Okay,
well, listen up --
we're gonna do an
interrupt -- alert all
the affiliates -- full
network. Yes... damn
right. Mike Donovan
has got a tape that's
s'posed to knock our
socks off -- no, I
haven't seen it, just
Charles and --
(to Director)
-- Mike Donovan --
(to headset)
No, just the bureau
chief and Charles and
one guy down in VTR.
(keying a switch)
Stand by that special
tape.

226 INT. THE VTR ROOM - TONY

226

TONY

(keying a switch)
We're ready.

227 INT. STUDIO

227

A newsman and a still-battered looking Donovan sweep past the TV cameras onto the set.

DIRECTOR

(over PA)

Get lavs on them -- now
-- I want them double-
miked.

A Technician clips micro-
phones on Donovan and the
A.D.

NEWSMAN (2)

But why'd they take
that chemical up to
the Mother Ship if
they just dumped it
out?

DONOVAN

Beats me.

(CONTINUED)

227 CONTINUED:

227

NEWSMAN (2)

*

You sit right there,
Mike -- I'll do the
set-up -- intro you --
and then we'll roll
the tape and you
describe it.

DONOVAN

Right.

228 INT. THE CONTROL ROOM

228

DIRECTOR

Andy -- we've got thirty
seconds -- please give
me the lights!

TECH. DIRECTOR

They're coming up.

DIRECTOR

Okay... -- Okay -- now
ready camera one --
(keying a switch)
You okay, Mike?

*

ASST. DIRECTOR

Okay, New York, we're
ready -- yes, we'll go
in thirty seconds --
you cut in the slide
and interrupt -- stand
by -- twenty seconds.
-- Now -- Roll VTR.
Recording two machines.
-- We're probably
gonna want to save this
for posterity.

Donovan nods -- his image seen on several monitors.

DIRECTOR

Camera one a little
tighter -- Camera two
let's see the closeup.
-- Ouch. -- Let's get
a doctor standing by
for Mike.

ASST. DIRECTOR

Ten seconds -- quiet on
the line -- you're
breaking up a little,
Burt -- Somebody's got
a headset open on the
floor.

*
*
*

229 THE TWO MAIN MONITORS

229

One labeled "line" has the
close video shot of the
newsman. The other,
labeled, "network,"
currently has a promo for
a football game on it.

ASST. DIRECTOR

... five seconds... four
... three.

.. two... one.

DIRECTOR

Bring up your slide,
New York and cue
announce.

*

(CONTINUED)

229 CONTINUED:

229

The network monitor switches to a "Bulletin" slide.

ANNOUNCER'S VOICE (NEWSMAN 3)

We interrupt this program for a
special bulletin live from our
newsroom in Los Angeles...

DIRECTOR

Stand by, one -- take one --

*

The picture on the network monitor switches to the
Newsman.

DIRECTOR

(continuing)

Cue Charles --

*

*

*

NEWSMAN (2)

An astonishing occurrence just
took place aboard --

His picture and sound are suddenly cut off of the net-
work monitor -- which goes to NOISE!

DIRECTOR

Hey! What the hell!

(keying a switch)

Hang on, Chuck -- we've
just lost our line.

(to the A.D.)

What's going on?

ASST. DIRECTOR

Hello, New York -- what's
wrong back there? --

Are you still getting
us? -- Hello? Burt?

-- Are you getting me?

ASST. DIRECTOR

They what?

(he looks up slowly)

... We've lost Ma Bell.

DIRECTOR

We've what?

ASST. DIRECTOR

Somebody's pulled A.T. & T. right
out from under us! -- They pulled
the plug -- the whole damn network's
off the air!

TECH. DIRECTOR

-- And so are both the others!

They glare up at two other dead monitors labeled CBS
and ABC.

ASST. DIRECTOR

-- What's that, Burt? -- Hello?
Hello...?!

(MORE)

(CONTINUED)

229 CONTINUED: (2)

229

ASST. DIRECTOR (CONT'D)

(to the others)

-- And now I've lost New York.

There is a stunned silence.

TECH. DIRECTOR

There's something!

*
*

230 THE NETWORK MONITOR (INTERCUT)

230

as it flickers back to life -- with a shot of Kristine.

KRISTINE

This is Kristine Walsh -- The
Visitors' Supreme Commander, John --
is here to make a statement.

The video picture switches to John, as smooth and com-
fortable as ever.

JOHN

My friends throughout the world...
first, I must thank the leaders
of each of your countries -- who
have graciously -- and in the
interests of peace -- turned over
all their broadcasting facilities
to us to help avoid confusion in
this crisis.

Everyone reacts.

231 INT. THE MAXWELL HOME - NIGHT

231

Everyone is watching the TV.

JOHN

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

ROBERT

I don't believe it.

232 INT. THE DUPRES HOME - NIGHT

232

On the Advent screen come various shots of a refinery in
flames.

(CONTINUED)

232 CONTINUED:

232

ARTHUR

(on the phone)

-- This is Dupres. --
Have we been hit?

He shakes his head at
Eleanor.

ELEANOR

Thank God! -- Damn
scientists!

JOHN (V.O.)

-- These scenes came
from Rio De Janeiro,
Tokyo, and Cairo where
our plants came under
furious attack by
terrorists -- at least
two dozen other places
suffered similar
assaults.

233 INT. JULIET'S APARTMENT - NIGHT

233

She and Denny standing by their TV set. The fires and
explosions continue in the b.g. as stretchers are carried
by in the f.g. bearing both wounded workers and Visitors.

*

JULIET

I don't believe that
this is happening.

DENNY

-- Believe it.

JULIET

-- I'm going to the
hospital.

JOHN (V.O.)

The loss of life has
been enormous -- both
to your people and ours.
In addition thousands
have been wounded --
and we're fearful that
there will be more
attacks.

234 INT. THE HOSPITAL - NIGHT

234

Ben is watching with others as the scenes of destruction
switch to the image of the Supreme Commander.

JOHN

The outbreak is so widespread
and so dangerous -- that most
civilian members of your governments
have asked us for protection --
which of course, we're more than
happy to provide. They're safe
aboard our ships.

235 INT. SEAN'S HOME - NIGHT

235

where he and his mother watch.

JOHN

I'm also very sorry to report this
man in whom we had placed
considerable trust --

(CONTINUED)

235 CONTINUED:

235

A photo of Donovan appears.

JOHN

(continuing)

-- Michael Donovan of the United States, has proved to be the biggest traitor to...

SEAN

No! -- It isn't true!

JOHN

... your peace and your well-being...

236 INT. THE VIDEO TAPE ROOM - NIGHT

236

Where Donovan's picture is seen on several monitors and the Supreme Commander's voice continues as Donovan rushes up to Tony.

DONOVAN

Where's my tape?

JOHN

Any person who gives information leading to his capture, will be handsomely rewarded by the U.N. General Assembly and the government of the United States.

TONY

I'm setting up to copy it -- man, we're in trouble.

DONOVAN

Tell me.

Shouts and crashes! -- Mike and Tony look up to see Visitor Shock Troops -- carrying unusual firearms and wearing helmets -- running up the hall toward them! Followed by several policemen.

TONY

Mike!

He tosses the video cassette to Mike who dashes off the other way as Tony turns over a rack of video components in the path of the Shock Troops. The components short out with a flurry of sparks!

237 EXT. AN ALLEY - NIGHT

237

Donovan stuffs the cassette into his shirt as he dashes around a corner and collides with a cop! Donovan grabs his pistol and tumbles him aside, then runs up the alley and over a wall -- with more Shock Troops in pursuit!

*
*

CUT TO:

238 INT. BERNSTEIN HOUSE - NIGHT

238

The family watches the TV set.

JOHN

Your national leaders have suggested that a state of martial law will be most helpful at this time, and we agree. Police at local levels will be working with our Visitor patrols -- and we will also ask the help of all our Visitor Friends units everywhere.

DANIEL

(excited)

-- Alright!

The CAMERA MOVES SLOWLY CLOSER to the Supreme Commander (John) who smiles warmly.

JOHN

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

The screen goes black. Daniel leaps up and heads out.

DANIEL

Gotta go!

Lynn seems very shaky.

STANLEY

It'll pass, Lynn -- you heard what he said. -- Right, Dad?

239 ABRAHAM - CLOSE

239

Abraham looks slowly at his son for a long moment then back at the blank television screen -- and its profound darkness.

CUT TO:

240 EXT. L.A. CITY STREET - NIGHT

240

Deserted -- except for a police car, with its reds flashing, speeds up the street -- sweeping its high-powered searchlights along the sidewalks. Overhead, a Squad Vehicle follows silently.

240A THE SIDEWALK - JULIET

240A

Hurries along -- passing an alley -- where she hears a groan. She looks in among...

240B THE SHADOWS

240B

Where a man can be seen slumped against a wall. His badge glints in the half-light. He is a COP. Juliet moves to him -- he's really been roughed up. She begins examining his wounds.

JULIET

Easy, easy. You're in shock
-- Lie down -- that's it.

*

*

*

She lifts his feet up onto a box of trash.

JULIET

(continuing)

Now we've got to get the bleeding
stopped. -- Here -- can you put
some pressure on the femoral
artery?

*

*

She tears her lab coat to use for a tourniquet.

JULIET

(continuing)

-- Okay -- we'll get you stable
then I'll find a way to get you
to a hospital. What happened?

*

CUT TO:

241 THE SIDEWALK

241

As another police car passes and its searchlight sweeps past some trash cans and continues up the street. Donovan emerges carefully from among them. He glances up the street and sees several parked cars -- among them is a high-riding Renegade-style Jeep, with a heavy roll bar. Donovan climbs into it and starts to hot wire it.

*

*

JULIET (O.S.)

Can you help me?

*

*

242 DONOVAN'S POV - JULIET (INTERCUT)

242 *

JULIET

There's a wounded man back there --

*
*

A police car SCREECHES around the corner several blocks away -- and heads toward them! Donovan gets the car started.

*

DONOVAN

Get in!

She does.

243 OMITTED

243

&

&

244

244

245 THE POLICE CAR (INTERCUT)

245

Whips up beside them -- and the cop gets a good look at Donovan, then glances at a police photo of Donovan clipped to the dash. Donovan roars into gear. The police car struggles to turn and give chase, its SIRENS WAILING.

*
*
*
*
*

246 DONOVAN AND JULIET

246

JULIET

I left a wounded man back there --
I've got to get him to a hospital!

*
*
*

DONOVAN

We've got to save our own necks
first!

*
*
*

JULIET

(looking at him)
Why'd he look at you like -- Hey!
-- You're Donovan!

DONOVAN

Unfortunately.

247 THE RENEGADE

247

SCREECHES around another corner. The police car continues the pursuit.

*

DONOVAN

Who's your wounded friend?

(CONTINUED)

247 CONTINUED:

247

JULIET

A cop. -- A runaway -- He said
the Visitors came to the precinct
-- with a letter from the Mayor --
Telling all police to help them
maintain -- Make a right up there!

Donovan cuts the wheel sharply, turning onto another
street -- The wind whips at them as the chase con-
tinues and they shout at each other.

*

JULIET

(continuing)

-- Help maintain order! -- Most
of them felt they had to go along.

DONOVAN

What happened to the ones who
didn't?!

JULIET

He said they were gone!

DONOVAN

Gone where?!

JULIET

The Visitors just took them!

His eyes lock onto hers for a moment -- then they
react to GUNFIRE behind them.

247A THE PURSUIT POLICE CAR (INTERCUT)

247A

Is FIRING at them.

DONOVAN

Watch your head! -- I wish we had
some hand grenades!

JULIET

The only thing back here is...
gasoline.

They look sharply at each other.

DONOVAN

I like the way you think. Go for
it! Drop it off the back! Did
you ever fire a gun?

(CONTINUED)

247A CONTINUED:

247A

JULIET

Of course not.

DONOVAN

Here's your big chance.

She climbs to the back and lifts the heavy can out of the holder -- and drops it off the back.

*
*

DONOVAN

(continuing)

Now put a bullet in it! Hurry!

Juliet takes Donovan's gun and aims awkwardly.

*

DONOVAN

(continuing)

Both hands! Lock your elbows!

Juliet FIRES -- unprepared for the recoil -- which nearly knocks her over! And the bullet misses.

DONOVAN

(continuing)

C'mon! Shoot it!

She FIRES TWICE again and misses --

247B OMITTED

247B

247C THE CAN (INTERCUT)

247C

As the pursuit car approaches. Juliet FIRES again and BLOOEY! The gas can goes up in a ball of flame! The pursuit car swerves onto the sidewalk -- hitting a fireplug which spews water!

247D JULIET AND DONOVAN

247D

Exchange a quick glance.

DONOVAN

Not too shabby!

Then he reacts, seeing...

248 A VISITOR SQUAD VEHICLE

248

Twenty feet over the road, rounding a corner ahead of them, and bearing down! It FIRES A BLAST of something -- and there is an EXPLOSION just ahead of the Renegade toppling a lamp post into their path!

249 DONOVAN

249

Cuts the wheel and drives into a narrow alley as another BURST from the Squad Vehicle blows off a section of the brick wall beside them!

JULIET

It's a dead end!

DONOVAN

-- Story of my life!

250 THE RENEGADE

250

Plows through a pile of cartons and trash cans and comes to a SCREECHING halt just inches from the brick wall at the end --

*

251 DONOVAN AND JULIET

251

Bail out and run to a doorway -- He kicks at it! He has pulled out another service .45 from the back seat and spins to aim at:

*

252 TWO VISITOR SHOCK TROOPERS (INTERCUT)

252

Who round the corner on foot. Donovan FIRES at one and hits him squarely in the chest! The Visitor goes down -- and gets back up!

*

253 BACK TO SCENE

253

DONOVAN

Dear God!

(CONTINUED)

253 CONTINUED:

253

JULIET

The cop said their clothes are
bulletproof.

*

The other Visitor aims his odd-looking rifle and FIRES
what looks like a pulse of red light. It hits the
bricks nearby and blows a chunk off! Donovan has seen
enough -- he SHOOTs the lock and kicks the door open
and he and Juliet run down into:

254 INT. A DARK HALLWAY

254

The CAMERA HURTLING AHEAD of them.

DONOVAN

What the hell're they shooting
with?!

JULIET

Electricity! A stun gun sort of
thing. It shocks just like a
cattle prod! The cop said that
they're using them all over town.

(breathing hard)

He saw 'em shoot a dozen people
with it -- Innocents.

DONOVAN

It kill 'em?

JULIET

One or two -- and burned the
others pretty badly.

He curves sharply down a flight of stairs. She
follows.

254A EXT. THE BUILDING BY THE ALLEY

254A

As they look out to see an empty police car -- and
another one SCREECHING up -- the Cops bail out and
hurry up the alley. Donovan pulls Juliet.

DONOVAN

You said you needed transportation?

JULIET

These?

(CONTINUED)

254A CONTINUED:

254A

DONOVAN

(putting her
inside one)

It's war, kid -- Gotta take
advantage of whatever is
available. Go get your friend.

JULIET

You coming?

DONOVAN

I got other fish to fry -- Shove
off!

They share a last look -- then she drops the car into
gear and takes off as Donovan reacts to shouts and
bolts up the street.

CUT TO:

255 EXT. AN URBAN STREET - CLOSE ON A WALL - DAY 255

As a large poster is rolled out against it. It is an
idealized painting of a smiling Visitor waving. One
of the Mother Ships hanging goldenly in the sky behind
him.

256 WIDER ANGLE 256

Shows another similar poster being put up beside the
first by a Visitor while a Shock Trooper stands near-
by. People pass quietly on the street -- one of them
is Elias -- the young black man.

257 EXT. A SUBURBAN BUSINESS STREET - DAY 257

Where Ruby is passing another Visitor putting up a row
of posters. This one showing an idealized, smiling
Visitor with an Earth child sitting on his shoulder
laughing, while another youngster holds his hand and
looks up with admiration.

Kristine is heard over the above:

KRISTINE (V.O.)

Everywhere around the nation -- and
the world -- the Visitors are keeping
order and are making friends. Police
and military forces in each country
are cooperating fully.

258 INT. THE BERNSTEIN HOUSE - DAY 258

Kristine is on the TV, which Stanley and Lynn are
watching.

258 CONTINUED:

258

KRISTINE

The clear and present danger still exists, however, from the group of terrorists who brought about the need for martial law by their assaults. And these attacks by scientist conspirators are still continuing sporadically -- and violently around the world.

Daniel in his Visitors Friend uniform polishes a stun gun pistol, holding it and aiming it. Abraham watches him with silent anger.

CUT TO:

259 INT. THE DUPRES HOME - DAY

259

Eleanor, Arthur and Steven (the Supervisor), watch their screen showing part of a refinery in flames.

ELEANOR

You've been very lucky not to have that happen at your plant.

Arthur nods. Her eyes hold on Steven's for a moment. They share a smile.

KRISTINE

In Buenos Aires last night more fire bombs exploded killing seven workers and a Visitor technician. Several cryogenic storage tanks containing the synthetic chemical were damaged -- but heroic efforts by the Visitor Technicians saved them -- and the lives of fifteen workers.

260 INT. THE MAXWELL HOME - DAY

260

Katie is trying to play with Kathleen who is watching their TV with Robert, Robin and Polly. The scenes of the fire and casualties continue.

*

KATHLEEN

How could they be faking all these scenes?

ROBERT

The movies do it all the time.

(CONTINUED)

260 CONTINUED:

260

KRISTINE (V.O.)

(on TV)

-- Because these violent acts
continue -- martial law continues,
and the curfew set at eight o'clock
each evening, still must be
maintained.

ROBIN

(whining)

Oh -- It isn't fair!
I want to go out
some nights!

POLLY

How come? Daniel comes
by here.

ROBIN

It isn't Daniel that
I want to see.

POLLY

Who is it, Robin?

ROBIN

... Never mind.

KRISTINE (V.O.)

And while the
investigations into
the conspiracy among
the scientists
continues -- all
scientists and families
are reminded of the
need to stay in their
locale.

CUT TO:

261 INT. JULIET'S APARTMENT - CLOSE ON A SUITCASE - DAY 261

filled with her clothes. It sits on the couch in her
living room and is getting the last few items thrown
into it by a tight-lipped Juliet. Denny sits by,
passively.

DENNY

You going to Manhattan to your folks?

JULIET

I can't get through to them. It's
-- probably better if you don't
know anyway. I'll get the rest.--
I don't know -- later sometime.

*
*

DENNY

Don't you think you're over-
reacting slightly?

JULIET

No. I don't want you losing any
more accounts because of me. I'll
get the rest -- I don't know --
later sometime.

(CONTINUED)

261 CONTINUED:

261

DENNY

Oh, Julie, we don't know for sure --

JULIET

No, that's the really nasty part:
It's always so polite -- but we
know. Don't

Denny can't argue. Perhaps he could. But he doesn't.

JULIET

(continuing)

... Anyway, another biochemist --
Phyllis, you remember? Well, she
didn't show today. And no one's
heard from her -- just like Ruth
and all the others.

DENNY

Maybe she just went away... like
this?

JULIET

Or maybe she was taken.

She closes the suitcase and picks it up.

DENNY

Oh, there's nothing to those rumors.

JULIET

Shall I stay, then?

She looks right at him, trying to find a last ray of
hope. He looks back at her -- for an awkward moment,
then his eyes have trouble holding hers.

DENNY

I think... you should... do...
whatever makes you...

He doesn't finish. He doesn't have to. Her chin
trembles with emotion she can barely keep in check.

JULIET

(a whisper)

I'll see you, Denny.

*

She leaves him staring into empty space.

CUT TO:

262 EXT. A CYCLONE FENCE TOPPED WITH BARBED WIRE - LONG LENS - DAY 262

The EXTREME TELEPHOTO FOCUSES on the fence and PANS along it -- pausing to HOLD for a moment on two helmeted Visitor Shock Trooper Sentries who walk patrol inside, with stun rifles slung on their shoulders. The CAMERA continues to PAN along the fence -- passing a sign which identifies the location as "MARCH AIR FORCE BASE, CALIFORNIA." The CAMERA PANS further to a guardhouse where four more Shock Troopers maintain a vigil.

DONOVAN (V.O.)

Of course the military is
'cooperating fully' -- They're
all under house arrest.

263 REVERSE ON DONOVAN 263

He has a two day beard, and he is sighting through a 35mm reflex camera with a long telephoto lens. He breathes a sign and figures his next move.

CUT TO:

264 OMITTED 264
thru thru
266 266

267 EXT. SUBURBAN STREET - CLOSE - RUBY - DAY 267 *

RUBY

Prices have been going up all
week now -- ever since this
martial law thing happened.

268 A WIDER ANGLE 268

shows that she's talking to the two neighborhood Cops, who's paused in their police car. There are lawn sprinklers spraying water in the b.g.

RUBY

Mr. Hopper at the supermarket
said he's having trouble getting
shipments.

1ST COP

Well now, Ruby -- that'll smooth
out soon I'm sure.

(CONTINUED)

ED:

268

RUBY

No, Bob -- Mr. Hopper said that things were getting worse -- your friends have stopped most travel -- interstate --

1ST COP (BOB)

They've had to, till we get these scientists corralled and get this violence stopped -- But I think that the Visitors are doing us a service. Just look at how the crime rate's dropping.

*
*

RUBY

I think it's a crime to pay four dollars for a dozen eggs.

2ND COP

(nodding, more
soft-spoken)

And my wife's having trouble even finding eggs -- or beef.

RUBY

You see there, Randy understands.

BOB

Well, I see over there --

269 THEIR POV - ACROSS THE STREET (INTERCUT)

269

Eleanor is unloading a mountain of groceries from the back of her new Mercedes.

BOB

She doesn't seem to have much trouble.

RUBY

If you have the extra money -- and connections. It's much easier to get a turkey in your oven -- when you've got a Visitor in your bed.

Randy smiles -- but swallows it as his partner speaks -- a little sharply.

BOB

-- I think you better be a little careful what you say there, Mrs. Brown.

(CONTINUED)

269 CONTINUED:

269

RUBY

Oh, Bob -- who cares what some
old dotty lady has to say?

There is a little twinkle in her eyes as she waves
goodbye. Randy appreciates her humor, but keeps it
to himself -- Bob watches her go, sternly.

DISSOLVE TO: *

270 INT. MAXWELL HOME - A WORKROOM/STUDIO - DAY

270

There are various paintings and watercolors about.
Several are quite good. Kathleen sits at her easel
working on a new one -- a landscape -- with one of the
great Mother Ships hanging over it. She's pensive.
The Mexican Gardener, Sancho, comes up to a window.
Outside, Katie can be seen playing in a small in-
flatable pool. *

SANCHO

Mrs. Maxwell?

KATHLEEN

Hello, Sancho...
(seeing his face)
What's the matter?

SANCHO

I can't work for you no more.

KATHLEEN

... Why not?

SANCHO

It's...

KATHLEEN

(gently)

... Tell me.

SANCHO

It's the other people that I work
for -- they know that I work for
you and they don't like that.

KATHLEEN

Why should they care who...

(slowly realizing)

... Because my husband is a scientist?

(CONTINUED)

270 CONTINUED:

270

SANCHO

(a feeble shrug)

They all say that I can either
work for them -- or you -- my
family, they --

KATHLEEN

It's okay, never mind. I
understand. But --

She sees something over his shoulder.

271 HER POV - POLLY AND ABRAHAM

271

Are coming up the walk. He's helping her -- pushing
her battered bicycle -- but Polly is even worse off:
she has scrapes and bruises and her clothes are dirty
and torn. She carries a box with some broken chemical
lab apparatus.

*
*

KATHLEEN

(running to her)

Polly! Are you hurt? What
happened?

*

POLLY

(tough, proud)

I got in a fight -- A bunch of
jerkos beat up on me 'cause my
project won the science fair.

*
*

KATHLEEN

What?!

POLLY

Yeah, they wrecked it up.

(giving Kathleen
the box)

-- Said I was just a dirty little
scientist's kid.

*
*

Kathleen reacts and looks at Abraham. Polly is wired
with tension -- balancing on the tightrope between
being strong or crying like a little child.

POLLY

(continuing)

You shoulda seen 'em when I
finished with 'em, Mom --

KATHLEEN

How many were there?

(CONTINUED)

271 CONTINUED:

271

POLLY

Four.

KATHLEEN

-- But where were all your teachers?
 -- Didn't any of them see?

POLLY

One did -- but he just walked the
 other way.

(almost breaking)

... Guess I better ... fix my...
 bike. Thanks, Mr. Bernstein.

*
 *
 *

The brave kid pushes her bike away. Kathleen watches
 with tears in her own eyes now.

*

272 CLOSE - ABRAHAM

272

feeling wounds of his own -- old and deep. And reopen-
 ing. He puts his hand on Kathleen's shoulder. She
 looks up at him -- trying to understand how this can
 be happening.

CUT TO:

273 OMITTED

273

274 INT. THE BERNSTEIN HOUSE - NIGHT

274

Daniel, in his Visitor Friend uniform sits in the f.g.
 pouring himself a glass of Scotch. Lynn is sitting
 nearby doing bills. Stanley watches Kristine on the
 TV.

KRISTINE

-- And there were even fewer
 incidents of violence today. It
 seems that people everywhere are
 starting to report in to authorities
 when they suspect someone might be
 involved with the conspiracy. This
 early warning will save countless
 lives and the Supreme Commander
 urges --

Stanley angrily switches off the TV set. Daniel glances
 up.

(CONTINUED)

STANLEY

Ahhh -- ! I'm so tired of her face.
And only hearing one side of what's
going on.

DANIEL

The truth's the truth.

STANLEY

Then why not let some others say it?
(to Daniel)
Don't you think you've had enough
of that?

DANIEL

No.

STANLEY

I do.

He removes the glass and bottle from Daniel who looks
daggers at him a moment.

LYNN

You know there is the paper, Stanley.

STANLEY

Yeah -- it says exactly what she
says -- sometimes it's word for
word. And not just that -- it's
everything. Look at these bills --
the price is up on everything -- !
And try to make a damned long
distance call -- you've got to have
a special permit -- even then most
times you can't get through!

LYNN

You always said that this would
pass --

STANLEY

-- Yeah, well it'd better hurry up
before we sink. I want things back
the way they were.

LYNN

(glancing around)

Where's Daniel?

STANLEY

Well, he's not out looking for a
job, I'm sure.

(CONTINUED)

LYNN

(hushed)

Stanley, you have got to be more
careful what you say --

STANLEY

What? In my own house?!

LYNN

But he lives here -- and you know
he's so involved with... them.

His eyes meet hers. There is a pause. Stanley speaks
more calmly.

STANLEY

Alright... I know that, but he
shouldn't have the right to --

LYNN

I've heard stories...

STANLEY

Rumors --

LYNN

-- Stories, that a member of his
group had actually...

STANLEY

Done what --? Informed?

LYNN

(nodding)

... On his own parents -- And they
disappeared.

STANLEY

(a beat)

Well, Lynn, I hardly think that
Daniel --

LYNN

I don't think so either, but...

STANLEY

(a pause)

I mean... what's to inform on?
We're not scientists, and... It's
not like I said...

*
*

LYNN

-- You were very critical. Of her.
Of them. The papers. Everything
-- Of him.

(CONTINUED)

274 CONTINUED: (3)

274

STANLEY

Well, I don't think he ought to
drink that much --

*

LYNN

-- But that's not all you said.

*

STANLEY

(thinking, then slowly)

Look, all I said was I was tired of
hearing --

LYNN

One side of the news. Their side.

STANLEY

Well, I meant -- hearing only one
opinion -- no, not that -- I meant --

They look at each other.

STANLEY

(continuing)

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

He glances at the telephone which sits ominously. A
pause. Then Daniel re-enters the room. He notices
his parents staring at him. He stares back a moment,
then sits down with the paper. Lynn speaks tenta-
tively:

LYNN

... Danny, where'd you go?

DANIEL

(not looking up)

Just to the bathroom.

275 LYNN AND STANLEY - CLOSE

275

look at one another. He speaks quietly to her.

STANLEY

Do you think he's lying?

She stares nervously at her son a moment, then shrugs.

CUT TO:

276 EXT. THE SUBURBAN STREET - DAY

276

Robert and Kathleen have hurriedly loaded up their sedan with some essential belongings. They are nervously putting the final items in. Polly and Katie are inside -- but Robin is holding her school books having just arrived.

ROBIN

But I don't want to go up to the mountains -- please? I hate our place up there! It's boring, Dad.

ROBERT

Get in the car.

KATHLEEN

Please, Robin, try to understand: too many things are happening -- a scientist your father worked with was arrested for conspiracy today.

ROBERT

And Quinton's still missing --

POLLY

Why don't you stay and fight?

She meets Robert's eyes.

KATHLEEN

It's not that easy, Poll.

ROBIN

But Daddy's no "conspirator."

ROBERT

And they weren't either. Get into the car.

ROBIN

But all my friends are here.

POLLY

Yeah -- 'specially ones in uniform.

ROBIN

Oh shut up, Polly -- Please, Dad -- I could stay with Karen and her --

ROBERT

Robin. Now!

(CONTINUED)

276 CONTINUED:

276

She stomps angrily and gets in the car. Kathleen STARTS IT UP -- and they drive away. The CAMERA PANS with the car and HOLDS on someone watching them leave. He is Sancho.

CUT TO:

277 INT. A DARK APARTMENT - CLOSE ON JULIET - DAY

277

Peering carefully through the venetian blinds. The SOUND OF THE SIRENS pass by closely and then recede.

JULIET

-- It's alright I think.

She turns back into...

278 THE ROOM

278

Where six or seven people sit -- a couple on the floor. Among them is:

BEN

Alright... we know what's happening: Totalitarian suppression of the truth -- not only on TV -- they've got the papers also -- and we're under martial law --

A WOMAN

-- And paranoia. Everyone I know especially the scientists -- are getting scared to death.

A MAN

Or disappearing. Like my partner and the other cops who wouldn't go along with their demands.

THE WOMAN

And yesterday they took another doctor and his family from my building!

BEN

Why are they so anxious to arrest so many scientists?

JULIET

They must think we're a threat -- that scientists might find a way to stop them.

(CONTINUED)

278 CONTINUED:

278

*

THE WOMAN

There's just no way we're gonna
stop them -- they're too many --

BEN

No -- There has to be a way.

JULIET

There is.

They look at her.

JULIET

(continuing)

We organize -- Look, any complex
structure -- like our bodies, for
example -- starts with individual
cells. The cells will reproduce
-- expand themselves -- and join
with others --

THE MAN

That's all lovely in biology but --

JULIET

(sharply)

Listen, Brad -- I'm sorry. Look,
I know we're embryonic. There's
only just a handful of us -- but
you can be sure we're not the only
ones who're huddled in the dark
like this. We're not the only
ones who want to fight this thing.

*
*

BEN

She's right.

JULIET

-- Now what we've got to do is
find the others who feel just
like we do -- Then we all go look
for more, and more. -- We need
equipment, for a lab, communication
-- all of that --

BEN

We need a place to put it all --
a headquarters.

JULIET

-- And also we should figure out
who's closest to the Visitors --
and try to get them on our side --

(CONTINUED)

278 CONTINUED:

278

THE WOMAN

-- Like what's-her-name, that
Kristine --

BEN

-- Walsh. Yes. She's sure on
the inside --

BRAD

Maybe too much on the inside.

BEN

One of us should contact her.

A pause. No volunteers. Then Juliet gets up. *

JULIET

I'll find her -- and find out if
we can treat her -- Why don't we
meet back here on Thursday
night -- ?

BRAD

-- Okay by me.

JULIET

-- And everybody has to bring at
least four other people with them
-- How 'bout that -- ? Agreed?

They glance at each other, then all look up to her.

EVERYONE

-- Agreed.

CUT TO:

279 INT. A GARAGE - CLOSE ON A TELEPHONE - DAY

279

Which is RINGING. Tony picks it up.

TONY

Hello -- is that you, Uncle Pedro?

280 EXT. PHONE BOOTH - DONOVAN - DAY (INTERCUT)

280

DONOVAN

(frowning)

Uncle Pedro?

(CONTINUED)

280 CONTINUED:

280

TONY

(quickly)

Ah -- It is you -- ! Buenos noches!

DONOVAN

Tony, cut the --

TONY

-- We've been having trouble with
the phone -- you understand? Eh,
Uncle Pedro? Trouble with the phone.

DONOVAN

(realizing then
carefully)

... You must be all tapped out.

TONY

-- You got it, Uncle. The 'repairmen'
even came to check things out --
a lot of them -- They smelled your
cooking all around here. Boy, they
sure would like to get their hands
on your burrito --

DONOVAN

Yeah -- I'm sure they would.

TONY

But I like Chinese food much better
though -- remember?

DONOVAN

(a quiet smile)

Yeah -- yeah -- I remember.

TONY

Well, don't let me keep you
standing there. I know you have
to run. Good luck.

Donovan hangs up -- just as a police car SQUEALS AROUND
the corner headed toward him He starts to run the
other way -- no good.

*

*

280A A SQUAD FIGHTER UNIT

280A *

Whips around a corner -- bearing down. FIRING on him
-- hitting a nearby car which bursts into flame!!

*

*

281 DONOVAN

281

Turns and dashes down an alley as laser bursts hit on
the walls around him. He leaps onto the fence that
dead ends it -- clambers over and rushes into the dis-
tance. The SIRENS WAIL closer and closer.

*

*

CUT TO:

281A EXT. A SUBURBAN STREET - THE MAXWELL CAR - DAY 281A

comes around a corner -- and slows.

281B INT. THE CAR 281B

KATHLEEN
Another one.

*

281C ANGLE FORWARD ACROSS THEIR CAR (INTERCUT) 281C

where six cars wait ahead of them in line. A Visitor Squad Unit sits to one side -- a police black and white on the other. The two neighborhood cops are questioning people.

POLLY
How come they want to keep us in the city?

KATHLEEN
Makes it easier to find us.

POLLY
Why's that so important to them?

Kathleen and Robert exchange a glance.

KATHLEEN
We're not sure, Poll -- but it is.

SHOUTS outside! They look to see.

281D A MAN 281D

who has leapt from the back of a car and is running!

281E A VISITOR TROOPER (INTERCUT) 281E

FIRES a stun rifle -- which catches the man on a shoulder, spinning him painfully against...

281F THE WINDOW OF MAXWELL'S CAR 281F

He looks in at them, terrified! They stare back, feeling the same.

281G ANGLE ACROSS THE MAN TOWARD THE MAXWELLS' CAR

281G *

They watch as Bob (the tougher cop) and the Visitor run up to push the man's face down on the pavement and cuff his hands painfully behind him. Randy (the other cop) runs up.

RANDY

Another scientist?

BOB

No -- he was helping one to try to run the roadblock. So he gets to share their treatment. On your feet, pal!

RANDY

Easy with him, Bob -- he's wounded.

BOB

That's his fault -- he wants to break the law, he's gotta take the consequences.

RANDY

Come on, this is different --

BOB

No it ain't! -- A crook's a crook -- Ain't nothing changed except the guys who give the orders.

He gruffly shoves the man ahead of him. Randy watches, glancing at the Maxwells, who have witnessed the whole scene. Then Randy, feeling some embarrassment, walks away.

281H INT. THE CAR

281H *

POLLY

... Daddy... how're we gonna get through here? We gonna fight?!

*

ROBERT

No, Polly.

*

ROBIN

Where're we gonna go? Who's gonna help us?

*

ROBERT

I don't know.

(CONTINUED)

281H CONTINUED:

281H

KATHLEEN

... I do. Turn the car around.

*

Robert looks at her.

CUT TO:

282 EXT. A CHINESE RESTAURANT - DAY

282

The CAMERA front -- FOCUSES to Donovan in the f.g. He's tired and hungry, and pretty shabby. He glances around and smiles as he sees:

283 TONY (INTERCUT)

283

Walking up the street toward him -- But Tony isn't smiling back. He stares hard at Mike and shakes his head slightly -- nodding back at:

284 TWO VISITORS

284

Who are walking "casually" behind. Donovan ducks out of sight as Tony leads his tail across the street, passing a street cleaning truck which is spraying water.

285 DONOVAN

285

Tries to figure his next move. He steps into a phone booth. He picks up the phone. -- Hesitates. Starts to dial. -- Hesitates. And then goes ahead.

CUT TO:

286 EXT. THE DUPRES' GARDEN - ELEANOR - DAY (INTERCUT)

286

Laughing pleasantly at something Steven just said. She presses his hand as the PHONE RINGS.

ELEANOR

Yes?

DONOVAN

Mother?

She is instantly tighter. She stands up and walks a few steps with the phone.

(CONTINUED)

ELEANOR

Yes.

DONOVAN

I can't talk long -- your phone
is probably tapped --

ELEANOR

Don't be ridiculous.

DONOVAN

-- I need some money.

ELEANOR

Yes, well naturally I don't expect
to hear from you unless you're
needing something -- or in trouble.
Then I get the first call, don't I?

DONOVAN

(bristling, to
himself)

Listen --

*

ELEANOR

Michael, do you ever think of anyone
except yourself -- ? Do you know
how embarrassing this is for Arthur?
-- His stepson a fugitive from the
people he works with?

DONOVAN

They're not people, Mother.

ELEANOR

Not your kind of people maybe --
but they're utterly enchanting --
and I know that they'd be just
and reasonable with you regardless
of what you have done to -- Hello
.... ? Hello?

The phone in the booth is hung up. The booth is empty.
In the garden, Steven looks at Eleanor as she hangs up
the phone.

STEVEN

Michael?

She nods. Then she draws a breath and pastes on a
smiling face -- poised to continue exactly where she
left off with Steven.

(CONTINUED)

286 CONTINUED: (2)

286

ELEANOR

Well, now...

CUT TO:

287 OMITTED
thru
294287 *
thru
294 *

295 EXT. URBAN SIDEWALK - BEN AND ELIAS - DAY

295

Ben is walking quickly to keep pace with Elias, who is smirking.

ELIAS

What? The great big 'Doctor'
needs my help? How come?

BEN

'Cause you've got contacts on the
street.

ELIAS

Damn right I do -- but listen,
brother Benjamin -- ain't you the
one who's always putting down
'The Streets?'

BEN

Yeah. Look, Eli, the times have
changed.

*

ELIAS

The streets ain't -- they ain't
changed. There's just a different
man to be The Man. Fact is, the
streets are getting better -- Dude
can make a whole lotta money in a
hurry now.

BEN

(nodding)

Black market.

ELIAS

-- You should pardon the expression.
Man -- you know how much fresh fruit
is going for? And beef?

(a laugh)

I make more selling hamburgers than
grass!

(CONTINUED)

BEN

-- And you can keep on doing all of that you want, but there's a group of us who're trying to fight this thing --

ELIAS

Why fight it, man? -- It don't affect me -- 'cept to line my pockets.

Ben stops him. In the b.g. a group of kids are playing in the water from an open fire hydrant.

BEN

(stopping him)

Eli -- what is happening is wrong.

ELIAS

-- Says who?

BEN

We need your help.

ELIAS

Where were you when I needed yours?

BEN

Elias, I was always there for you.

ELIAS

But just a little unapproachable.
-- The Golden Boy.

BEN

That's only in your head, man.

ELIAS

-- I heard once I musta heard a thousand times, 'Why cain't you be like Brother Benjamin -- ? Da Doctah!' Huh -- ? And now you need my help?

*

BEN

(low)

That's right.

ELIAS

(upbeat)

Gee, I'd sure like to, but I got to go up to the medical library -- do my studying. --

(MORE)

(CONTINUED)

295 CONTINUED: (2)

295

ELIAS (CONT'D)

I'll catch ya later -- Brother.

He continues up the street, dodging through the kids
playing in the water, leaving Ben alone.

*

CUT TO:

296 OMITTED
thru
301

296
thru
301

302 EXT. THE REFINERY - DAY

302

Caleb, William, and several others wait to one side as
Kristine hustles around with her new cameraman, setting
up a shot.

KRISTINE

We'll do the interviews right here
-- the camera there, the background
will be that. -- I want to take a
look.

She and the cameraman set up the camera, check angles,
etc. Harmy joins the others.

HARMY

Caleb, hi -- Hi, Willy -- I'm
still waiting for that movie.

WILLIAM

(smiling shyly)
Saturday?... It may be ...?

Harmy nods and smiles as Arthur walks up to Caleb and
company, beaming.

ARTHUR

Everybody happy?

Nods of affirmation.

ARTHUR

(continuing)

Good. That's just what Steven
wants you all to tell Miss Walsh.

He moves off.

(CONTINUED)

302 CONTINUED:

302

CALEB

Don't matter if it's true or not.

HARMY

Yeah, things have gotten kinda tight.
I bought a pair of pantyhose last
night -- you know how much they cost?

Caleb gives her a look.

HARMY

(continuing)

Well... no, I guess you don't. But
anyway, a lot.

(looking at Kristine)

It's neat though, being interviewed.
-- And aren't you happy, Caleb?

CALEB

Working overtime without no extra
pay? I ain't exactly singing
hallelujah... I just hope that
she don't ask me 'bout my son.

HARMY

Who, Ben? Oh yeah... yeah, he's a
scientist, huh?

*

CALEB

(quietly)

... he told me that he's working
underground...

*

HARMY

What? In the sewers?

CALEB

Not that kind of underground, he's...

Caleb becomes aware of William watching him. Smiling
innocently, apparently not listening. Apparently.

CUT TO:

303 INT. A DARK ROOM - DAY

303

Dusty, cobwebbed, filled with lawn furniture, an old
barbecue, etc.

(CONTINUED)

303 CONTINUED:

303

The windows have broken Venetian blinds through which narrow shards of daylight slice sharply through the gloom. The door CREAKS open, sticking, having to be forced by Abraham.

ABRAHAM

... Come on in.

He is followed by Kathleen (carrying Tara), Robert, and Polly -- who look around like prospective tenants.

ABRAHAM

(continuing)

Lynn and Stanley never use this old cabana -- just for storage.

ROBIN

(aside to Robert)

Dad, it's gross! We can't live here! It's filthy!

*
*

KATHLEEN

We can clean it.

ROBIN

There's no way it's ever gonna --

ROBERT

Robin -- that's enough.

(to Abraham)

It's fine, Abraham. I'm sorry for my daughter's lack of --

ABRAHAM

-- That's alright. I understand.

STANLEY (O.S.)

-- But I'm not sure I do.

They turn to see Stanley in the doorway -- looking icicles at them.

STANLEY

(continuing)

Father, can I talk with you?
Outside.

Abraham glances at Robert and his family, then goes.

Stanley speaks to him with hushed intensity as the Maxwells stand inside -- trying not to listen.

STANLEY

I really don't believe you brought them here.

ABRAHAM

They have nowhere to go -- Their home is being watched now.

STANLEY

So is ours -- by Daniel -- ! Tell them that we're sorry --

ABRAHAM

Stanley, you don't understand -- They have to stay -- They need a place to hide.

STANLEY

And why is that?

ABRAHAM

Because the father is a scientist.

STANLEY

And therefore suspect -- and a fugitive, I take it. -- Which would make them doubly dangerous.

ABRAHAM

They have to stay.

STANLEY

-- And I am telling you to get them out of here before --

ABRAHAM

-- I won't!

STANLEY

Then I will!

He turns.

ABRAHAM

(exploding)

No you won't!!

Stanley turns, shocked to see the fury boiling from his father -- who speaks with incredibly focused intensity:

(CONTINUED)

ABRAHAM

We had to put you in a suitcase --
In a suitcase -- ! You were only
eight months old -- And that's how
you were smuggled out -- But not
the rest of us.

STANLEY

I know this story, Father.

ABRAHAM

No you don't!
(low)

You don't. Your mother -- auv shalom
-- Your mother didn't have a heart
attack while we were in the boxcar.
No. She made it to the camp with
me... I still can see her -- Standing
naked in the freezing cold -- Her
beautiful black hair was gone --
They'd shaved her head. -- I still
can see her... waving to me, as
they marched her with the others
to the showers... to the showers
with no water.

(staring into
the past)

-- And perhaps -- if somebody had
given us a place to hide...

(slowly looking
at his son)

... They have to stay here, Stanley.
Don't you see...? Or else we
haven't learned a thing.

There is a pause.

CUT TO:

305 INT. RUBY'S HOUSE - NIGHT

305

She sits near the TV -- doing needlepoint and apparent-
ly ignoring it. Harmy is seen on the TV; then Caleb.

HARMY

Yes, I've made friends with
several Visitors. They're nice.
One in particular.

CALEB

Yeah... working with 'em is okay,
I guess.

(CONTINUED)

305 CONTINUED:

305

KRISTINE (O.S.)

And that's William next to you?

The TV camera widens to include William. As Caleb continues, he sounds stiff and rehearsed.

CALEB

Yeah. William saved my life. I never could have gotten out alive without his help.

RUBY

(cynical)

Sounds like you're reading it there, fella.

Caleb turns stiffly toward William and they shake hands.

RUBY

(overlapping)

What's happening right here, my dear, is that the price of eggs is up again.

RUBY

Name one.

KRISTINE

And that is representative of what is happening across the nation and around the world -- As people make more friends of Visitors, enjoying healthy competition to produce their chemicals more quickly -- and of course, enjoying many benefits -- As Visitors seek out the hardest workers everywhere to praise their efforts and reward their diligence with --

RUBY

-- What a bunch of crap.

She switches off the TV sharply.

CUT TO:

306 EXT. AN URBAN STREET - JULIET - NIGHT

306

Moves through the shadows, focusing on the second story of:

307 A PARTICULAR LOFT/BUILDING (INTERCUT)

307

Where Kristine can be seen moving past a window. Juliet is about to move forward, when she sees a figure climbing onto the back fire escape. Another movement catches her eye atop an adjacent building.

(CONTINUED)

307 CONTINUED:

307

The CAMERA ZOOMS into CLOSEUP on a VISITOR SHOCK TROOPER who has the loft under surveillance and now speaks into a small radio as he watches the climber move into Kristine's back window. Juliet sees the climber's face -- it's Donovan.

*

308 INT. KRISTINE'S APARTMENT WINDOW - NIGHT

308

As Donovan climbs in and falls over some potted plants onto the floor -- startling Kristine.

KRISTINE

Mike! My God! You scared the hell out of me!

She bends down to help Mike, who does a double take when he realizes that she only has a towel around her.

KRISTINE

(continuing)

Why're you here?

DONOVAN

I'd like to say it's just to take another shower with you -- But we seem to have a problem making this relationship stay meaningful.

Their eyes hold on each other. Then she kisses him.

KRISTINE

... I've been so worried for you.

DONOVAN

I've been worried for me too.

KRISTINE

Mike, why are they so hot to capture you?

DONOVAN

Because I've seen their faces.

KRISTINE

What?

309 EXT. THE ALLEY - JULIET

309

Watches from the shadows as...

*

310 A SQUAD VEHICLE

310

Lands in the street -- and four Visitor Shock Troopers
emerge -- fanning out around the building.

311 INT. THE LOFT

311

DONOVAN

-- You don't believe me, do you?

KRISTINE

(a nervous
laugh)

Well... it's so... incredible...
'Reptilian' -- ? With tongues
that --

DONOVAN

It's all true. I've seen it,
Kris!

KRISTINE

I really do believe you think
you've seen it --

DONOVAN

Think I've -- dammit!

KRISTINE

Mike, I work so closely with
these people every day it's
hard to --

DONOVAN

-- Be objective.

She glances at him. He stares at her a moment, then
starts back toward the window.

DONOVAN

I guess this was just a waste
of time.

KRISTINE

No -- don't leave yet, Mike.

DONOVAN

Why?

312 EXT. THE WINDOW

312

where one of the Visitor Troopers moves into position
just outside.

(CONTINUED)

312 CONTINUED:

312

KRISTINE (O.S.)

If I could see the tape you
shot...

DONOVAN (O.S.)

It's hidden.

Juliet watches tensely from below -- uncertain if she
should try to warn him.

313 INT. THE LOFT

313

KRISTINE

(moving closer
to him)

Listen, Mike -- we started this
together -- and it's possible
you're right -- I may have
gotten closer to them than I
should -- It's funny -- you're
the one I always wanted to be
closer to.

She looks at him, with a touch of embarrassment that
makes her seem more open and honest than ever before.
He is taken a little off-guard.

DONOVAN

... You've got a funny way of
showing it.

KRISTINE

... I'd really like another
chance.

She looks deeply at him a moment longer and then leans
up and kisses him -- But Donovan opens his eyes mid-
kiss and sees:

314 HER TV SCREEN

314

which is off -- but reflecting the rainy window behind
him -- where the Shock Trooper is peeking in -- and
about to make his move -- but:

*

315 DONOVAN

315

is quicker: He spins away from her -- grabbing a
barstool and flinging it through:

316 THE WINDOW (INTERCUT)

316

knocking the Trooper over on the fire escape. Simultaneously there is BANGING at her door. Donovan glances harshly at Kristine.

*

DONOVAN

Thanks.

Before she can respond he is out the window and onto:

317 THE FIRE ESCAPE

317

where he grabs the Trooper's stun rifle and gives him a quick chop with the rifle butt.

318 JULIET

318

watches from below as:

319 DONOVAN

319

scrambles down the fire escape while:

320 THE TROOPER (INTERCUT)

320

on the opposite building aims and SHOOTs at him. The electrical pulse hits the metal fire escape beside Donovan -- sparking and sending its charge through the metal! He yelps but swings to the ground, pivoting to fire a shot himself. He struggles with the unfamiliar weapon for a moment as another BURST HITS beside him! -- Then he manages to FIRE once himself -- missing:

321 THE TROOPER OVERHEAD (INTERCUT)

321

But blowing off a metal air duct beside him. Donovan reacts as TWO MORE BURSTS hit nearby him -- fired by:

322 ANOTHER SHOCK TROOPER

322

rounding the corner into the alley. Donovan tries to fire back -- but doesn't understand yet how to prime the weapon. He dashes up the alley rounding the corner where Juliet is hiding in the shadows. He doesn't see her -- she tips over a stack of cartons and trash cans into the path of the pursuing Shock Troopers -- Then ducks back down into the shadows.

323 DONOVAN

323

reacts to the CRASH behind him and looks back to see the Troopers somewhat impeded -- but still coming. He rushes off into the darkness, as:

324 JULIET

324

watches.

*

CUT TO:

325 EXT. THE SUBURBAN STREET - LONG LENS - DAY

325

FRAMED on Brian, The Visitors Friends Youth Leader, as he stands in the sunshine, handsome but looking somewhat melancholy as he talks to Daniel. He moves a few steps away from Daniel and the CAMERA FOLLOWS him.

POLLY (O.S.)

Mom, she's looking out again.

326 INT. THE POOL HOUSE - CLOSE ON ROBIN - DAY

326

who turns in from the window to stare daggers at her younger sister, then goes off into a corner of:

327 THE POOL HOUSE

327

which has been partially transformed from a dingy hovel, to a livable, though very crowded place by the artistic creativity and guidance of Kathleen.

ROBERT

Robin -- please. We've asked you: keep back from the window.

ROBIN

Okay... okay. They can't see in -- and who'd think anybody'd live here. -- I sure can't believe it.

KATHLEEN

Robin, look, it's hard for all of us.

(CONTINUED)

327 CONTINUED:

327

ROBIN

I just don't understand why you're both so uptight -- Look -- What's the worst can happen? Even if they caught us?

KATHLEEN

We don't know.

ROBIN

I mean they're certainly not going to kill us.

ROBERT

We don't know that -- How can you forget the things we've seen already? -- Families of scientists have disappeared or been arrested --

ROBIN

They could just be hiding in somebody else's cruddy pool house.

ROBERT

(hotly)

Robin --

KATHLEEN

Honey, look. Come help me fix this chair. I think we can reweave it, don't you?

ROBIN

Dammit, Mom! -- This isn't Girl Scout camp! If I don't --

A KNOCK at the door freezes all of them. Robert peers carefully out, then opens the door to admit Lynn Bernstein who is bringing them some packages. Lynn is very tense.

LYNN

Hi. How're you doing?

KATHLEEN

Fine.

ROBIN

(sulking away)

... Just fine, yeah.

(CONTINUED)

327 CONTINUED: (2)

327

LYNN

I think I got everything you asked
for -- But the cheese --

KATHLEEN

Don't worry. We'll get by
without it.

LYNN

... Well, I really tried to get
some for you but I...

Robert has been watching Lynn's tension.

ROBERT

... Mrs. Bernstein...

LYNN

... Cheese is getting very hard
to find at all... you'd be amazed
-- I...

Robert tries to take her hand, but she pulls instinc-
tively away -- then feels embarrassed about it.

ROBERT

... Mrs. Bernstein... We know that
our being here is very difficult
for you... and for your husband...

She glances at him tensely, unable to meet his eyes for
very long.

ROBERT

(continuing)

... And I promise that we'll
leave -- as soon as I can
possibly arrange it.

Lynn nods stiffly, and exits. Polly watches at the win-
dow as:

328 LYNN (INTERCUT)

328

walks away, passing Sancho who is watering bushes in
the next yard. Sancho sees Polly inside the window --
and they look at each other for a moment. Polly
smiles. Sancho doesn't. He goes back to his watering.

*

*

CUT TO:

329 OMITTED
thru
332

329 *
thru *
332 *

333 EXT. A LARGE, CLEAN WAREHOUSE - DAY 333

with a sign identifying it as STAMOS PHARMACEUTICALS.

334 INT. A LOADING DOCK - BEN 334

moves along wearing a delivery man's uniform and pushing a soiled linen cart into the back of:

335 A WAITING VAN 335

where Julie waits nervously inside wearing a similar uniform. She stands amid a couple other similar carts. She lifts up the dirty linen to reveal what's hidden underneath: scientific apparatus, high-powered microscope, etc. *

JULIE

Terrific. This stuff ought to help us find some weaknesses of theirs.

BEN

Let's hope so -- and let's get a move on -- I'm not sure they bought my act.

She heads for the driver's seat beside BRAD (the man seen earlier at the meeting with her) while Ben jumps out the back to close the doors and sees:

336 A COMPANY EMPLOYEE 336

knocks a door open -- and points Ben out to two Visitor Shock Troopers! Ben shouts:

BEN

Go! Punch it, Julie!

She looks back to protest -- but sees Ben dashing away -- drawing FIRE from their electric rifles.

BRAD

Go! We've got to save this gear!

She hates it -- but she rams the van into drive and burns rubber!

337 BEN

337

dashes through a door into:

338 A STAIRWELL

338

and unfortunately has nowhere to go but up!

339 THE STREET

339

as the laundry van wheels around a corner through the traffic -- pulling to a stop beside Juliet's white VW bug with its convertible top down. Julie jumps out.

*

BRAD

What the hell're you doing? --
You don't need your car now.

JULIET

Take the truck -- I'm going back
for Ben!

She leaps into the VW, as Brad speeds off with the truck.

340 EXT. THE WAREHOUSE ROOF - A DOORWAY

340

as Ben bursts through it -- panting hard -- he takes
off across:

341 THE ROOF - FULL

341

as he runs toward the edge -- And the Visitor Shock
Troopers emerge from the door -- FIRING at him. The
BURST SPATTERS sparks off an air conditioning unit as
Ben passes!

342 JULIET'S CAR

342

rounds a corner and speeds closer. She's looking
along the street -- then glances up to see:

343 BEN

343

running along the edge of the building three stories
up. He comes to the edge where a ladder extends down-
ward -- and swings out onto it just as:

344 ONE OF THE TROOPERS (INTERCUT)

344

aims and FIRES -- catching Ben full in the chest --
and knocking him backwards off the ladder.

(CONTINUED)

344 CONTINUED:

344

JULIET

*

Ben!

He falls three stories landing on:

345 THE TOP OF A PARKED CAR

345

Which breaks his fall somewhat -- but hardly enough.

346 JULIET

346

Skids her car to a stop beside him -- leaping to his aid. He's practically unconscious -- she tries to lift his dead weight -- but she's just a slip of a girl -- it seems impossible.

BEN

Julie... no... go on...

A BURST from an electric rifle HITS beside her -- and she finds the hidden strength to get him halfway into the car -- but:

347 THE SHOCK TROOPER (INTERCUT)

347

Aims carefully and FIRES -- hitting her on the right hip and spinning her to the ground with a scream! The Troopers sling their rifles and start down the ladder.

348 CLOSE - JULIET

348

Her face on the pavement, tears of frustrated anger in her eyes -- she forces herself -- drags herself -- up, to get Ben into the car -- fighting with tears of rage the white hot pain that threatens to overcome her. The Troopers are nearly down the ladder -- As she struggles against her searing pain, she puts the car in gear and speeds off -- knocking aside the first Trooper.

349 EXT. BACK ALLEY - CALEB'S GARAGE - ELIAS - DAY

349

Sits amid a pile of oranges, putting them into plastic bags. A CASSETTE PLAYER nearby plays a LOUD ROCK RHYTHM beat. Elias hums and sings to himself.

*

ELIAS

Six bucks for a dozen clucks --
that ain't no yoke...

(CONTINUED)

349 CONTINUED:

349

He nearly jumps out of his skin as Juliet skids her convertible to a stop beside him. She has put Ben's seat back into a reclining position.

JULIET (O.S.)

Is Caleb here? Ben's hurt --

ELIAS

What went down?

JULIET

We... we were trying to steal...
equipment for a lab... they shot
him...

ELIAS

What?! The doctor? Stealin'
stuff!

(a nervous laugh)

Whoa, brother! -- Shoulda come
to me -- I'd teach ya how to do
it so you don't get --

As Juliet leans to attend Ben, she flinches and gasps
with her own pain.

ELIAS

(continuing)

Hey -- they got you too?

JULIET

Help stop his bleeding -- get some
cloth --

ELIAS

(fetching some)

I think I oughta get an
ambulance.

BEN

... No... we don't need an
ambulance... we've made our
diagnosis... right, doctor?

His eyes meet Juliet's. He smiles faintly. She takes
his hand.

ELIAS

But, man, I just don't get it.
What you wanta try to pull a
heist without your little brother's
expertise?

BEN

We did it... though... the truck
did... get away?

(CONTINUED)

349 CONTINUED:

349

Juliet nods slowly. The ROCK MUSIC CONTINUES to pound. *

ELIAS

But look at you, man, you're a wreck -- you got to learn --

BEN

... Is... Poppa... here?

Elias looks at Ben, sharply, then at Juliet -- who subtly shakes her head. Elias suddenly understands: Ben's dying.

ELIAS

-- Naw, he ain't home yet -- but now you listen here...

(he paces nervously,
lecturing, not looking at Ben)

Do I try doctoring? A course not. An' the next time you go out to boost some stuff -- you gonna come to me, you got that, bro? -- I'll show you how to do it right -- you dig? -- Like lifting these here, man, ain't nothin' to it -- shoot. *

(a nervous laugh)

I sound like Poppa: "Shoot"... he'll be along here in a minute now.

JULIET

(quietly)

Elias...

ELIAS

(talking faster)

Anyway -- you gonna come to me -- and then we'll take 'em on together -- you and me -- the Taylor Brothers -- man, we'll whomp them up to side the head --

JULIET

Elias... he can't...

ELIAS

(furious now)

-- Man, I'll teach you how to do it right so you won't get messed up again.

(MORE)

(CONTINUED)

ELIAS (CONT'D)

-- We'll show 'em, won't we, Ben?
-- And they'll say "Wooo! -- What
blew through here?" -- The Taylor
Brothers! Yeah! The doctor and...
The doctor and...the... doctor and
... the... other one... the other
one.

*

JULIET

(touching him
gently)

... Elias...

ELIAS

No! --

(smashing the
cassette player
aside)

*

The "other one" can die -- but not
the doctor -- he can't die. The
doctor can't -- The other brother
sure... but not the... Ben. Not
Ben.

(an anguished pause)

Oh dammit... Ben.

Elias presses one hand hard against his own face -- as
his other hand comes to rest on his brother's head.
After a moment, Julie slowly lays her cheek atop
Elias' hand, her own anguish galvanizing into a boiling
anger.

*

*

CUT TO:

349A EXT. A VISITOR POSTER - CLOSE

349A *

As a moustache is spray-painted onto the smiling ideal-
ized face of the Visitor. Kids' LAUGHTER is heard.

349B WIDER ANGLE - THE SUBURBAN BUSINESS STREET - DAY

349B *

where two TEENAGERS are hurrying to spray graffiti
across the series of Visitor posters which happily pro-
claim "The Visitors Are Your Friends." They glance
around mischievously and return to their clandestine
desecration -- until suddenly a hand comes INTO FRAME
and grabs the wrist of one of the Boys! They turn to
see:

349C ABRAHAM

349C *

ABRAHAM

If you are going to do it -- Do
it right -- I'll show you.

He takes the can of spray paint from them as Ruby watches from nearby. Then Abraham approaches an as-yet-untouched poster -- and spray paints a large, blood-red letter -- V -- across the poster -- He steps back and looks at his handiwork -- Then at Ruby, who smiles proudly at him and nods -- Then he looks sternly at the young graffiti artists.

ABRAHAM

(continuing)

You understand? -- For "Victory."

He thrusts the can of spray paint back into their hands.

ABRAHAM

(continuing)

Go tell your friends.

He stares at them a moment longer then walks off with Ruby -- leaving the Teenagers to stare soberly at:

349D THE POSTER

349D *

And the stirring symbol Abraham has given them.

CUT TO:

350 INT. THE BERNSTEIN HOUSE - NIGHT

350

The lights are out. Daniel enters quietly, wearing his Visitors Friends uniform with a stun pistol in a holster. He weaves a bit unsteadily as he walks. He is surprised to see:

351 SOMEONE (INTERCUT)

351

Sitting at the dining table, silhouetted in the moonlight. He walks over toward the figure -- and pales a little when he sees that it's:

ROBIN

Oh! Danny. Hi -- you scared me.

(CONTINUED)

DANIEL

Why're you here?

ROBIN

I know I'm not supposed to be --
but I just couldn't stand your
pool house for another minute.

*

DANIEL

What -- our pool house?

ROBIN

It's too small for one of us --
but five! It's totally
outrageous. -- Oh hey -- You've
been drinking.

*

*

He looks at her through glazed eyes a moment -- trying
to put this all together. He answers her with an
"adult" shrug.

*

*

DANIEL

Yeah.

*

ROBIN

With Brian?

DANIEL

He was there. He doesn't drink.
(a glance at he)
her)

-- I don't think he can hold it.

ROBIN

Did he ask about me?

DANIEL

No. Why should he?

ROBIN

I just thought he might.

DANIEL

Well not tonight, he didn't --
I'm real glad to see you. You
look very pretty in the moonlight.

He touches her arm.

(CONTINUED)

351 CONTINUED: (2)

351

ROBIN
Other nights, though?

DANIEL
What?

ROBIN
He asks about me other nights?

DANIEL
(stroking her arm)
Well... Sometimes -- yeah. I
guess. He wondered where you went.
We both did -- Me especially.
(a glance)
... Until I found out you were in
my pool house.

They sit silently a moment. He runs his fingertips
over her arm.

DANIEL
(continuing)
... 'Member when you said you
didn't want to die till you'd
made love? You still feel that?

ROBIN
(staring off)
Sure --

*

He leans closer.

ROBIN
(continuing)
Is he a virgin, do you think?

DANIEL
Who?

ROBIN
Brian.

Daniel looks at her, and frosts over slightly.

CUT TO:

352 EXT. A SMALL-TOWN STREET - A CAR - DAY

352

pulls up and stops. And Donovan gets out slowly.

(CONTINUED)

352 CONTINUED:

352

He looks around and the CAMERA ARCS UP AND AROUND him to reveal the small-town square where Sean lives -- but in startling disarray: there are broken store windows, two overturned pickup trucks and a car -- and an area encompassing part of the street and the park which is concave and blackened as though it's been burned.

353 DONOVAN (INTERCUT)

353

carries his stun rifle at the ready and walks slowly through the silent town -- his FOOTSTEPS CRUNCHING the broken glass.

DONOVAN

Hello?... Sean?... Marjorie?
Hello?

He stops. The silence is eerie -- And then there is a SOUND behind Donovan! He drops and spins -- aiming the rifle at:

JOSH

*

No! -- Don't shoot me!

Donovan recognizes Sean's thirteen-year-old friend -- Dirty, frightened and tear-stained. The boy trembles with emotion. Donovan sinks to his knees and hugs him.

DONOVAN

Josh --- where is everybody?

*

JOSH

*

(his voice high-
pitched with fear)
... I don't know. They're gone.

DONOVAN

How long ago?

JOSH

*

Three days.

DONOVAN

You've been alone since then?

Josh nods, trembling.

*

DONOVAN

(continuing)

Well, you're not anymore. I've
got you now.

(MORE)

(CONTINUED)

353 CONTINUED:

353

DONOVAN (CONT'D)
(he hugs him again)
What happened?

JOSH
Lots of people -- getting tired
of what the Visitors are doing --

*

354 FLASHBACK -- EXT. THE TOWN SQUARE - NIGHT

354

Two pickup trucks with a bunch of rowdy rednecks come haul-assing into the town square past a parked squad vehicle.

JOSH (V.O.)
Buncha ranch hands came to town --
and threw a bomb right underneath
a squad vehicle -- with the local
supervisor guy inside.

*

There is a fiery EXPLOSION.

355 RESUME THE PRESENT

355

JOSH
They blew it up and killed him.
Donovan glances at the charred ground.

*

JOSH
(continuing)
Then a lot of people started
shouting -- 'bout how we were in
America -- and they weren't gonna
stand for these... damn Visitors
no more -- And everyone was
clapping -- cheering -- Then the
lights went out -- and everybody
got real scared and ran --

*

356 FLASHBACK - EXT. THE TOWN SQUARE - NIGHT

356

A fire burns high in the b.g. -- people run in different directions, silhouetted against it -- And then --
as Josh describes:

*

(CONTINUED)

356 CONTINUED:

356

JOSH (V.O.)

*

Then suddenly -- these lights
were in the sky -- and roaring
down -- and people screamed and
ran. And some shot guns. I lost
my mom and dad -- but Sean's mom
grabbed me --

357 FLASHBACK - INT. SEAN'S HOUSE - NIGHT

357

JOSH (V.O.)

*

-- She pulled us to his house --
but there were lights and noise --
she slammed the door -- but they
were everywhere outside -- And
then I saw --

358 FLASHBACK - CLOSE - A WINDOW

358

A pair of alien eyes glaring at Josh.

*

JOSH (V.O.)

*

-- These awful eyes.

359 RESUME THE PRESENT - DONOVAN AND JOSH

359

*

DONOVAN

Easy, kiddo -- you're okay now.
Then what happened?

JOSH

*

They broke through the door and
took 'em.

Donovan reacts and looks off in the direction of Sean's
house.

360 INT. THE HOUSE - DAY

360

as Donovan enters through the shattered doorway -- and
looks around the violently-disarrayed room. Something
catches his eye.

361 SEAN'S DODGER CAP

361

lies amid some broken pottery on the floor. Donovan's
hand ENTERS FRAME and picks it up.

(CONTINUED)

361 CONTINUED:

361

JOSH

He fought real hard and kicked at them to leave his mom alone. He fought and fought -- and said his dad would get 'em.

Mike reacts.

JOSH

(continuing)

-- He was really brave -- Sean was. But me -- I just... I... I'm...

(his eyes fill up)

I hid... back in the closet -- I was scared -- I'm sorry, Mr. Donovan -- I shoulda helped... I --

DONOVAN

(comforting him)

Josh. Hey -- don't beat up on yourself -- there wasn't anything you could've done... What happened then?

JOSH

They took 'em -- everybody -- to the square -- a lot of shouts and crying -- then the lights were gone -- And so was everybody -- Everyone but me.

Josh stops. Drained of everything. Donovan stares out at the empty square.

DONOVAN

'... I only have escaped alone to tell thee.'

A pause.

JOSH

Mr. Donovan... will... will I ever see my mom and dad again?

DONOVAN

(trying to believe it)

... You bet.

The boy looks at him.

(CONTINUED)

361 CONTINUED: (2)

361

DONOVAN

(continuing)

Josh -- when I came to visit Sean
I brought him something.

*

JOSH

*

I remember.

DONOVAN

Where'd he keep it -- do you know?

362 A BOOKSHELF - CLOSE ON A PICTURE OF DONOVAN AND SEAN 362

As Josh reaches behind it and pulls out the small
pencil-shaped souvenir. He hands it to Donovan.

*

JOSH

*

What is it?

DONOVAN

A key...

*

JOSH

... that's gonna get you into
... What?

*

DONOVAN

... The belly of the whale.

A pause as he contemplates the unknown dangers ahead.
He looks down at Sean's Dodger cap -- which firms up
his resolve. He -- glances at Josh.

*

DONOVAN

(continuing)

C'mon, kiddo.

He puts his arm around the lonely boy's shoulder -- and
they leave. Donovan holds the key in one hand -- and
Sean's baseball cap tightly in the other.

CUT TO:

363 INT. THE BERNSTEIN HOUSE - CLOSE ON A CHAMPAGNE BOTTLE - DAY 363

As it POPS!

(CONTINUED)

363 CONTINUED:

363

The CAMERA FOLLOWS it as the champagne is poured for Stanley, Lynn, and Abraham who are sitting at their dining table and watching silently as a smiling Daniel pours a glass for himself.

DANIEL

Champagne for breakfast. Classy.

STANLEY

Where'd you get it?

DANIEL

From a "local merchant"... one who knows the value that a... Friend can be.

(raising his glass)

And now a toast... to my engagement.

LYNN

What? To whom?

DANIEL

To Robin Maxwell.

The adults exchange a glance as he drinks.

LYNN

But she's gone away.

DANIEL

Oh... not that far away... huh?

STANLEY

... How does Robin feel about this, Dan?

DANIEL

(smiling)

She doesn't know about it -- But I want her. Just the way I wanted this champagne -- and I'll get her, won't I? -- Or I'll turn her whole damn family in.

He sets the empty glass down brightly and grins pointedly at them. Abraham looks at him a moment -- then lifts his own glass -- and throws his champagne in Daniel's face! -- Walking off to leave his grandson sputtering and enraged!

CUT TO:

364 INT. THE POOL HOUSE - CLOSE ON ROBIN - DAY

364

ROBIN

Let go! You're crazy!

Daniel is trying to pull her out of the house. Robert and Kathleen come to her aid. Polly is frightened, Katie crying.

*

ROBIN

(continuing)

Stop it! Daniel! I'm not going
anywhere with you! You freak!

But he is determined -- until Stanley intervenes and pulls him off -- throwing him to the ground outside! Daniel draws his stum pistol -- aiming it at his father!

LYNN

Daniel!

He stops. Breathing hard -- and looks at all of them -- staring down at him -- Then he gets to his feet -- gives them one last burning look and leaves.

CUT TO:

365 EXT. A CHURCH - ANGLE ACROSS A HEARSE - DAY

365

as a coffin is slid into the back of it -- and Caleb watches -- angrily. Elias and a number of friends, dressed for mourning, come up to offer their sympathies to Caleb. Among them are:

366 HARMY AND WILLIAM (INTERCUT)

366

WILLIAM

Caleb... I am very sad... for
you...

HARMY

We both are, Caleb -- we --

CALEB

(realizing it's
William)

You get away! -- I don't want
your kind here!

He shoves William.

(CONTINUED)

366 CONTINUED:

366

WILLIAM

But Caleb...

HARMY

He felt bad and wanted --

CALEB

(shouting now)

Get on out of here! Get out!

ELIAS

Hey, Poppa...

CALEB

Go! You people killed my boy!
-- You get the hell away!

WILLIAM

But --

HARMY

Willy... Willy, please... come on.
You tried... come on now...

She stays on William's arm and leads the saddened Visitor away.

CALEB

(overlapping)

You go on back where you belong!
You killed my son! Go on! Get
out! Get out!

CUT TO:

367 EXT. THE SUBURBAN STREET - DAY

367

As a squad vehicle settles in for a landing -- and
half a dozen Visitor Shock Troopers bail out -- rifles
at the ready -- followed by the Youth Leader Brian and
a nervous Daniel.*
*

DANIEL

-- But they'll give my family
amnesty?

BRIAN

It's just like we arranged -- Who
is this family that's in hiding
anyway?

DANIEL

It's just a bunch of scientists.

368 EXT. THE POOLHOUSE

368

As the Shock Troopers fan out and approach. An old STRAUSS WALTZ can be heard playing SOFTLY on the inside. -- One goes to the door and kicks it open!

*
*

369 INSIDE

369

The Trooper swings his rifle in a swift arc -- ready for anything -- except for the fact that there's no one here. -- Or is there? -- Yes. In one dark corner sits a figure. The Trooper moves warily closer until he can see an old man -- sitting quietly wearing a yarmulke on his head and a prayer shawl over his shoulders. He is Abraham. He looks up at the angry Trooper.

ABRAHAM

... Shalom.

CUT TO:

370 EXT. A SUBURBAN ALLEY - A BATTERED PICKUP - DAY

370

rolls along stacked with gardening equipment and sod. Sancho is driving. He reaches the end of the alley and pauses for traffic -- and for:

371 ELEANOR DUPRES (INTERCUT)

371

who is passing on the sidewalk -- and who reacts when she hears -- a child crying -- from the direction of the truck. She looks at Sancho curiously -- but he just smiles and tips his straw hat -- then drives away -- as she watches.

CUT TO:

372 EXT. ANOTHER SUBURBAN STREET

372

as Sancho putt-putts around a corner and then pulls into a secluded alley. He leaps out, and onto the back of the truck where he shifts a lawn mower to one side -- and opens a false bottom in the truck revealing:

373 ROBERT AND HIS FAMILY

373

lying close together. They all gasp for air. Katie is crying.

*

ROBERT

-- How're we doing?

(CONTINUED)

373 CONTINUED:

373

SANCHO

Okay so far -- but we've got to
run the road block now.

KATHLEEN

Katie, honey, quiet --
it's okay.

ROBIN

We're never gonna make
it with her crying.

*

Sancho pulls out a baggie with some Hershey kisses.

SANCHO

Here -- try these -- they'll help.

ROBERT

(surprised)
You come prepared.

SANCHO

Well... I've had some experience
at this.

He winks. They are glad to be in his care -- but
frightened, nonetheless.

CUT TO:

374 EXT. THE REFINERY - CLOSE ON A PHONE - DAY
RINGING. Arthur picks it up.

374

ARTHUR

Depres.

375 INT. DUPRES HOME - ELEANOR (INTERCUT)

375

ELEANOR

It's me. -- Is Steven there?

Arthur reacts slightly and passes the phone to Steven.

STEVEN

Hello?

ELEANOR

(smooth)

Hello. I have a question: if I
thought I knew someone -- a
scientist perhaps -- was being
smuggled out -- what should I do?

(MORE)

(CONTINUED)

375 CONTINUED:

375

ELEANOR (CONT'D)
(she listens: smiles)
... Well I'm not interested in a
reward of course...

CUT TO:

376 EXT. A ROADBLOCK - DAY

376

Two cars are ahead of him as Sancho's pickup rattles up
behind them. He can see:

377 THE TWO NEIGHBORHOOD COPS

377

and several armed Shock Troopers are checking the first
car and opening it's trunk -- then waving it through.

378 SANCHO

378

watches them carefully, then picks up a large onion
from the seat beside him -- and takes an enormous bite
-- flinching slightly at the taste.

379 THE COPS (INTERCUT)

379

have checked the second car, wave it through -- and now
they indicate impatiently for Sancho to move forward --
which he does -- as he swallows the bite of onion. Bob,
the tougher cop, approaches the cab -- Sancho leans out
and speaks right into Bob's face.

SANCHO

Hello, officer, how are you?

Bob reacts to Sancho's killer breath. Sancho watches
as Randy moves toward:

380 THE BACK OF THE TRUCK

380

and peers in toward the equipment.

381 INT. THE HIDDEN COMPARTMENT - THE FAMILY CRAMPED
TOGETHER

381

Katie is getting very restless. Robert whispers to her.

*

(CONTINUED)

381 CONTINUED:

381

ROBERT
Shh, honey... have another
chocolate... here...

She takes it but begins to whine.

KATHLEEN
Katie... shh...

*

382 EXT. THE TRUCK

382

Randy continues to poke through the back of the truck while Sancho does his "harmless" act, as Bob leans back to avoid his breath.

BOB
You're headed where?

SANCHO
El Tepeyac -- just outside o'
town -- the best food north of
Ensenada.

Sancho glances in his rearview mirror at:

383 RANDY

383

who is about to walk back toward the front -- when he hears a child CRY. He glances sharply toward the back of the truck. There is another MUFFLED CRY. Randy shoots a glance forward at:

384 SANCHO - IN THE REARVIEW MIRROR

384

his eyes locked on Randy's.

BOB
El Tepeyac, huh? I never heard
of it.
(to Randy)
So what's the story back there?

Inside the secret compartment Robert has his hand over Katie's mouth -- they all hold their breath. Outside, Randy stares at Sancho a moment longer, then:

*

RANDY
There's no story -- it's okay.

(CONTINUED)

384 CONTINUED:

384

BOB

Let's move it out then, Pedro.

SANCHO

Si, Señor.

He puts the truck into gear and shares a last private glance with Randy... nodding silent thanks.

385 FULL

385

As the truck sputters on through the roadblock.

CUT TO:

386 EXT. A BLIGHTED URBAN STREET - DAY

386

Elias is ripping some boards off the entrance to a ratty condemned building. Juliet is leaning on a cane but helping him -- along with Brad and several others.

ELIAS

The tunnel runs down underneath the city -- connects up to some nifty places. It ain't the Beverly Hills Hotel, you dig? -- But there's a lotta space down underneath -- an old train station -- some bums sleep in here sometimes.

*
*
*
*
*

JULIET

-- We'll take anybody we can get.

ELIAS

I'm glad to hear that.

(they share a look)

'Course the electricity don't work.

*

BRAD

I'll handle that.

ELIAS

(re the building)

It's okay then?

JULIET

It's perfect.

ELIAS

Dynamite --

(MORE)

(CONTINUED)

386 CONTINUED:

386

ELIAS (CONT'D)

-- Now while you get your stuff moved in, I'm gonna counsel with the Angels. This here's on their turf.

JULIET

You really think that you can talk them into helping us?

ELIAS

(sliding into his
jive act)

You kidding, Momma? You are talking to the Henry Kissinger of East L.A. -- I'll catch ya' later.

*
*

He struts off up the street.

JULIET

... Elias.

He turns around to look at her -- but she just smiles her thanks. Their eyes hold for a moment -- then he holds up two fingers in a - V -, smiles back and heads on off.

CUT TO:

387 OMITTED

387

388 INT. THE BERNSTEIN HOUSE - CLOSE ON A TELEPHONE - DAY 388

Which is RINGING and answered by a nervous:

DANIEL

Yes. Hello?... It's Daniel.

(setting down his
glass of scotch)

-- What? Who took my father? --
No! -- They said "arrested?" But
they promised amnesty! -- They
said --

He hangs up suddenly and punches another number quickly.

DANIEL

(continuing)

Hello -- Lynn Bernstein please...
She what? What time'd she go
to lunch?

(MORE)

(CONTINUED)

388 CONTINUED:

388

DANIEL (CONT'D)
(checking his watch)
-- But that's four hours -- no --
she's not at home! -- Of course I'm
sure! -- I'm here...
(realizing)
... alone.

He pales and slowly hangs up the telephone. Staring.

CUT TO:

389 EXT. THE ROADBLOCK - LATE AFTERNOON

389

Sancho's truck approaches from the distance returning
to the city. He smiles and waves at:

390 BOB

390

Who smiles and waves -- a gun.

391 SANCHO

391

Looks quickly.

392 BEHIND HIM

392

To see four Visitor Shock Troopers surrounding him --
stun rifles aimed. They've got him.

CUT TO:

393 EXT. THE CHINESE FOOD PLACE - EVENING

393

Tony's van is stopped across the street.

TONY (V.O.)
So what's the plan?

394 INT. THE VAN

394

DONOVAN .
Well -- Josh needs to stay with
Fran --

*

FRAN (TONY'S WIFE)
Okay by me -- you like spaghetti?

(CONTINUED)

394 CONTINUED:

394

JOSH

(smiling)

-- Sure.

FRAN

We'll get along.

TONY

There's a rebel camp up in the hills --

DONOVAN

Just like in El Salvador?

TONY

(a chuckle)

Just like El Salvador -- Where a bunch of scientists and others are holed up -- I hear that there's another place downtown somewhere -- But I don't know which building.

DONOVAN

Well -- we'll find it -- but the first thing that I want to do is see what this unlocks.

He holds up the golden pencil-like key.

DONOVAN

(continuing)

They must have some Achilles' heel -- some chink --

TONY

-- Hey -- Watch it --

DONOVAN

(smiles)

-- In their armor. Something we can use against them.

(a glance at Josh)

And we need to find out where the people are who've disappeared.

TONY

So let's get going.

FRAN

Hey... you guys come back... Okay?

They look at her for a loving moment.

CUT TO:

395 INT. THE BERNSTEIN HOUSE - MED. SHOT - DANIEL - NIGHT 395
Seated.

396 ANGLE ACROSS HIM 396

He is at the dining table -- facing the three chairs previously occupied by his parents and grandfather -- but which now sit empty and silent. The CAMERA MOVES SLOWLY around to look at his face and study the fear, betrayal and confusion he feels over what he has brought down on his family. There is a pause -- and then a KNOCK at the door. Daniel looks up to see:

397 BRIAN 397
Entering quietly. His voice is very smooth and comforting.

BRIAN

Daniel -- I apologize... I know you must be disappointed in me. My superiors decided that your family must be taken in for questioning -- but they'll be back home soon.

DANIEL

-- They will?

BRIAN

You have my word.

DANIEL

Grandfather too?

BRIAN

... He isn't well... he's with our doctors though -- they're very very good, they hope to get him feeling better -- How 'bout you -- you feeling better now?

*
*

DANIEL

... I guess so, yes.

BRIAN

(sitting beside him)

Well, I've some other news that ought to help: you're getting a promotion --

Daniel looks up.

BRIAN

(continuing)

-- To my second in command.

(CONTINUED)

397 CONTINUED:

397

DANIEL

What?!

BRIAN

Yes. Congratulations.

DANIEL

Well... I...

BRIAN

That's not all... When I informed
Diana of your loyalty -- she gave
me this reward for you.

He hands Daniel a small box -- which he opens to reveal
a beautiful masculine gold ring -- with a diamond set
in it.

DANIEL

-- Brian!

BRIAN

-- Glad you like it... And I'm
proud to have you in my unit.

*

He extends his hand to Daniel -- who looks back at him,
teetering on the brink. Daniel glances down at the
diamond again -- and a bubble of elation works upward
in him becoming a smile and a laugh. He gives Brian
a firm handshake.

CUT TO:

398 EXT. REFINERY SHORELINE - NIGHT

398

The ocean reflects the moonlight as Tony and Donovan
scurry over the rocks to the plant perimeter. They
pause as they see:

399 A VISITOR SHOCK TROOPER (INTERCUT)

399

Pacing, on watch. Donovan unslings his stun rifle.
Tony whispers.

TONY

You know how to use that thing?

DONOVAN

I'm sorta winging it -- This thing
controls intensity I think -- how
strong a jolt it shoots -- You prime
it here.

TONY

It come with extra batteries?

(CONTINUED)

399 CONTINUED:

399

DONOVAN

No -- they're rechargeable I figure.

TONY

Clever guys, those Japanese.

DONOVAN

(glances at him,
then)

-- Look out!

They duck down as a searchlight swings past. Once it's gone by they look back at the sentry.

TONY

Now how we gonna get past him?

DONOVAN

How 'bout direct approach?

Tony looks curiously at Donovan.

400 MED. SHOT - THE GUARD

400

paces quietly, keeping watch -- then suddenly unslinging his rifle as he sees:

401 TONY

401

approaching -- with his hands up.

TONY

Hi...? Hello there...?

The sentry walks toward him passing several large rocks.

TONY

Hi... My shrimp boat had a flat
and I was wondering if --

*

Donovan stands up from behind the sentry and swings the rifle like a baseball bat -- knocking the sentry out. Tony scrambles up and grabs the sentry's rifle, winks at Mike and they head for:

402 THE REFINERY

402

where they appear, moving stealthily among the huge plumbing. Then they stop and drop back into the shadows -- looking out to see:

403 A SHUTTLE CRAFT

403

with its cargo door open -- and people being loaded on. About two dozen -- men, women and children -- all with their hands on their heads. Among them are Stanley and Lynn Bernstein -- and also Sancho. They are being pushed and prodded into a confinement aboard the craft that's really too small for so many people. Some of them protest or cry -- but they are crowded in anyway.

404 DONOVAN AND TONY

404

watch, empathizing with the prisoners. The Visitors move inside to the forward part of the craft and begin to lower the cargo door.

DONOVAN

Alright... same drill --

TONY

-- But this time I ain't gonna trip.

Suddenly -- a burst of electrical energy splatters beside their heads! They spin to see:

405 THE SENTRY AND ANOTHER SHOCK TROOPER

405

FIRING at them! They duck and Donovan FIRES back as another charge hits near them and they see that:

406 A THIRD TROOPER

406

has them in a crossfire!

DONOVAN

The cables! -- Shoot the cables!

TONY

-- I can't make the damn thing work!

DONOVAN

The safety's here!

He reaches to Tony's gun and flips it -- Tony instantly raises it, aims and FIRES at:

407 THE POWER CABLES OVERHEAD

407

They burst apart -- sparking and swinging down, scattering the sentry and his cohort.

(CONTINUED)

407 CONTINUED:

407

DONOVAN

Up the catwalk! Go! -- I'll
cover!

Donovan FIRES furiously around him as Tony scrambles
up onto a catwalk and face to face with another Visitor!
-- Tony swings his rifle, catching the trooper across
the face -- and tearing off his mask!

408 TONY

408

gasps as he sees:

409 THE REPTILIAN FACE

409

leering up at him! Tony aims his rifle and is about to
fire when the hideous creature curls his lips back,
baring his teeth -- and sprays something from his mouth!
The spray catches:

410 TONY

410

in the face! He drops his rifle and clutches at his
eyes, dropping to his knees, gasping for breath,
shouting --

TONY

Mike! -- My eyes!

411 DONOVAN

411

FIRES with another burst at the Troopers and rushes up
to Tony's aid -- coughing as he encounters the spray
in the air!

412 THE REPTILIAN VISITOR

412

lunges at him and Donovan uses his rifle like a quarter
staff -- catching him in the stomach which folds him
over -- then a swift uppercut sends the creature over
the railing!

413 DONOVAN

413

tries to lift Tony -- just as another Trooper rounds a
corner -- Mike turns to fight him -- but someone hits
him from behind with a rifle butt. He drops.

(CONTINUED)

413 CONTINUED:

413

It was the Sentry -- returning the blow Donovan gave him earlier. The Troopers look down at the two earthmen.

CUT TO:

414 EXT. THE SHUTTLE CRAFT - NIGHT

414

as Donovan and Tony are carried aboard -- and the cargo door closes. The craft lifts off.

415 FULL SHOT - THE REFINERY

415

as the shuttle craft glides upward toward the gigantic Mother Ship which looms over the dark ocean.

CUT TO:

416 INT. THE URBAN BUILDING - DAY

416

Robert is coming upstairs through a rickety door carrying a box of chemicals -- he focuses on Julie -- who still uses a cane to help take the strain off her wounded hip, and is finishing a conversation with someone else.

ROBERT

Julie Parrish? Robert Maxwell --
anthropology -- My daughter,
Robin.

Julie nods to Robin who follows carrying some foodstuffs.

ROBERT

(continuing)

They said you were organizing
things up here.

JULIET

They did?... Well... Here, c'mon.

*

She leads them through the shambles of a building where people busy themselves as she describes. A number of red - V's - have been spray painted on the walls here and there.

JULIET

(continuing)

We need to get this place prepared
so we can bring down all of our
equipment from the mountain camp.
We're trying to make it livable --

(CONTINUED)

416 CONTINUED:

416

A portion of a WALL CRASHES -- pushed over by a man and woman seen at the first resistance meeting. Water spurts from a ruptured pipe.

*
*

JULIET

(continuing)

-- Or just plain safe at least.

ROBERT

I don't think any place is really safe.

JULIET

You're right.

THE WOMAN

Hey, Julie! Where's the water cut off?

*

JULIET

(frazzled)

I don't know, Louise, try that room.

*
*

(to the Maxwells)

The toilets, by the way, are out through here -- they're very picturesque.

ROBIN

... I'll bet.

They pass a bank of radio equipment.

JULIET

There's our poor man's BBC. The kitchen's over there. Be careful, Robin, 'cause the elevators --

*

ROBIN

Yeah... I see the holes.

*

Walking off.

JULIET

She's thrilled to be here.

ROBERT

Well, it's not the Galleria -- but I knew that she'd go really crazy at the mountain camp. There's quite a bit of stuff up there -- electron microscope --

(CONTINUED)

416 CONTINUED: (2)

416

JULIET

Yeah -- all of our sophisticated
gear -- we have to get it down here.

417 INT. THE LAB

417

Considerably cleaner than the rest of the place. Much
of the biochemical equipment has been unpacked. As
soon as she appears she is the focus of attention.

ELIAS

Julie -- what you say
to do with this thing?

BRAD

Hey, Julie -- where'd
you want the
sterilizer?

JULIET

Over there, Brad. No, Elias, in
the corner -- Robert, here.

She helps to clear a table off for him, as two other
people come up to her. Robert is impressed with her
clear-headed professionalism. Enter Louise.

*

LOUISE

Julie, I can't find the water
cut-off.

*

*

*

418 ANOTHER AREA - ROBIN

418

Sees someone struggling to stack cans of food --

ROBIN

Here... let me help.

The person smiles as Robin joins him. Robin works
and glances up at a boarded up window. She pauses and
touches the boards that fence in her freedom.

418A ANOTHER AREA OF THE BUILDING - RUBY

418A *

Is carrying supplies and notices...

418B JULIET

418A *

In a dark corner struggling with a wrench, fighting a
rusty pipe which is spewing water all over her. The
wrench slips -- skinning her knuckles -- she throws
it down furiously!

*

*

*

*

(CONTINUED)

418B CONTINUED:

418B

RUBY

Juliet -- are you alright?

JULIET

Yeah -- sure.

Her eyes meet Ruby's -- and suddenly well with tears.
The older woman embraces her.

JULIET

(continuing)

Oh Ruby -- I can't handle this!
I'm s'posed to be a scientist --
a doctor -- not a plumber or some
kind of rebel. -- They all look
at me like I know what to do. --
But --

RUBY

-- Yeah -- you're just as lost and
scared as they are.

JULIET

More.

RUBY

(stroking Juliet's head)

"These are the times that try men's
souls" -- I'll tell you why we look
to you --- 'cause you're a natural.
A natural leader.

JULIET

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.

JULIET

-- And if I can't?

RUBY

(a pause, a shrug)

Then fake it. We won't know the
difference.

Juliet laughs. Ruby smiles.

CUT TO:

419 BLACK

419

Then slowly a shadowy form comes INTO FOCUS. It is the Visitor Barbara. She is sponging off the wound on the back of:

420 DONOVAN'S HEAD

420

He blinks and comes around slowly -- looking around the small featureless chamber where he's imprisoned.

BARBARA

How're you feeling?

DONOVAN

... How would you feel? Huh?...
Where's Tony?

She looks at him a moment, then is about to speak -- when the door slides open revealing the Visitor Lieutenant, Martin, accompanied by a Shock Trooper.

MARTIN

She's ready for him.

DONOVAN

(gruffly)
-- Who is?

CUT TO:

421 INT. DIANA'S INNER SANCTUM/LAB - CLOSE - DIANA

421

As she walks a slow circle around him in the shadowy room.

DIANA

Several times you've caused a bit of trouble, Mr. Donovan.

DONOVAN

Ain't nothing to the trouble you've caused, lady -- "Lady" -- that's a laugh.

DIANA

Well, Mr. Donovan, you'll soon have no more worries.

*
*

He glances at her -- As a door slides open and a Trooper pushes Stanley Bernstein into the room. Diana speaks to the Trooper.

(CONTINUED)

421 CONTINUED:

421

DIANA

(continuing)

-- I'll join you in a moment.

She nods toward another door which opens to reveal:

422 A SMALLER ROOM

422

With a shining metal chair. Donovan sees that there are brackets obviously designed to hold a prisoner's arms and legs -- and head -- in place. A rack nearby holds a number of sharp surgical instruments. A wisp of yellow FLAME HISSES from a small blow torch-like device. Stanley is led in toward the chair as the door closes. Donovan stares at it for a moment.

MARTIN

You know, Diana, rather than just putting Mr. Donovan away -- he might prove very useful to us -- as a convert.

DIANA

Yes, I thought of that of course -- my instinct is that he'd be too much trouble as a subject. That's why I decided not to bother. Take him to the Final Area.

MARTIN

I always thought you thrived on challenges.

DIANA

I do -- but I like better odds.

MARTIN

That's curious ... I would've thought you'd find the difficult game far more interesting --

She glances up.

MARTIN

(continuing)

-- But anyway -- You're probably right. I don't think even you with all of your abilities could ever turn this head of his --

*

Martin starts to lead Donovan out. Diana is watching and considering, then:

(CONTINUED)

422 CONTINUED:

422

DIANA

Uh... Martin... wait -- Don't take him to the Final Area just yet... Perhaps I would enjoy the challenge of converting him.

MARTIN

Well... As you wish, Diana.

She casts a last, sensually speculative look at Donovan, then walks toward the other door which opens to reveal Stanley seated in the metal chair. His arms and legs shackled. Martin leads Donovan out into:

423 THE DARK CORRIDOR

423

which suddenly ECHOES with a man's SHOUT of pain!
Donovan stiffens and looks back, but Martin pushes
him ahead. -- A group of Visitors is passing -- among
them is:

424 KRISTINE

424

who is startled to see Donovan -- Their eyes hold for
a split-second then she looks away and continues.
Martin leads Donovan around a corner -- then pauses
among the shadows, speaking quickly and nervously.

MARTIN

Listen, Mike -- We're going to
get you out of here. --

DONOVAN

You're what?

MARTIN

It's dangerous -- But not more
dangerous than what will happen
if you stay. Now listen --

DONOVAN

Wait a minute -- I'm supposed to
trust you after you just talked
her into trying to convert me?
Man, I've --

MARTIN

I was buying time, you idiot! --
I'm sorry. -- Look, a few of us
-- a very few -- just don't believe
in what our Leader's doing, -- or
his plans and --

DONOVAN

Just what are those plans?

MARTIN

I don't have time to tell you now
-- I've got to get you out --

DONOVAN

-- With Tony.

MARTIN

That's impossible.

DONOVAN

Then I'm not going.

(CONTINUED)

MARTIN

Mike --

DONOVAN

I tell you I'm not leaving him
without --

MARTIN

Mike! -- It's too late for Tony!

DONOVAN

(stunned)

What?

There is another ECHOING CRY of human pain. Donovan
explodes with rage.

DONOVAN

(continuing)

-- Just what the hell'd they do
to him!

MARTIN

-- Be quiet!

DONOVAN

-- That damn Dragon Lady turns
right-handed people into left,
and bends their minds around --
so what the hell's she need to use
a blow torch for!

*

He slams his fist against the wall -- very hard. There
are angry tears in his eyes.

MARTIN

Conversion is a difficult and
time-consuming operation -- When
Diana simply needs some information
-- then she'll do what's most
effective. -- And efficient --
(drawing a breath)
... And she likes to do it.

DONOVAN

(low, burning)

... God Almighty help us.

Martin glances up at two approaching Shock Troopers.
Then he pushes Mike gruffly ahead to:

425 THE DOOR OF DONOVAN'S CELL

425

which slides up and Martin pushes him inside.

MARTIN

-- Be ready.

Donovan looks keenly at Martin -- still uncertain of his motivation. Martin stares back -- but has no time to say more. He closes the chamber door.

CUT TO:

426 EXT. THE URBAN RESISTANCE BUILDING - DAY

426

Brad and several others are unloading supplies from a truck. Robin appears out the door, watches for a moment as the others pass her, headed inside, then looks down the street, cautiously. She goes for it -- walking quickly down the sidewalk and around a corner.

427 CLOSE -- ROBIN

427

TRACKING with her as she feels her freedom and a bubble of delight swells within her and bursts out in a laugh. She takes a good, deep breath.

428 ANOTHER CORNER

428

where a street cleaning truck is spraying water. She rounds it, joyfully -- and suddenly slows as she sees:

*

429 A SQUAD VEHICLE (INTERCUT)

429

parked ahead and two Shock Troopers who look up at her. She tries to appear nonchalant, slowly walking across the street and out of their line of sight.

430 CLOSE - ROBIN

430

TRACKING as she moves more quickly, trying not to overreact, but glancing back to see...

431 A TROOPER

431

walking casually (?) around the corner behind her. She ups her pace a little more, and turns into:

432 AN ALLEY

432

where she breaks into a run, TOWARD CAMERA. She ends in CLOSEUP, looks back, then turns to run right into the hands of:

433 A SHOCK TROOPER

433

Robin yelps with fright and stares into his cold, expressionless face.

CUT TO:

434 INT. DONOVAN'S CELL

434

Dark and shadowy, as the door slides open and Donovan looks up sharply -- not expecting to see:

435 BARBARA

435

who enters and closes the door behind her.

BARBARA

Take your shoes off.

DONOVAN

What?

BARBARA

Your shoes. And hurry.

As Donovan complies, Barbara starts doing likewise -- quickly removing her boots -- then she begins to unfasten her jumpsuit uniform.

BARBARA

(continuing)

Martin couldn't come -- You'll have to wear my uniform.

DONOVAN

Oh -- lotsa luck. -- I'll never --

BARBARA

It'll stretch enough to fit you.

She slips out of the jumpsuit. In the shadowy darkness she appears to be wearing a bra and panties. Donovan watches her with a mixture of appreciation and curiosity for her lovely figure. He mumbles to himself:

(CONTINUED)

435 CONTINUED:

435

DONOVAN

You sure don't look like an iguana.

BARBARA

What?

DONOVAN

... Bad taste.

(putting on her
uniform)

Why are you and Martin doing this? *

BARBARA

Because it's right.

DONOVAN

How many are there like you?

BARBARA

... Not enough -- not nearly. And
there'll be one less if you don't
hurry up. *

DONOVAN

What happens next?

BARBARA

Put on this gun. -- A shuttle
craft is on the way up now -- I
think that you can slip aboard it
-- If you keep your glasses on --
and keep your mouth shut --

DONOVAN

(realizing)

Yeah. My voice is sure a tip-off.

BARBARA

(re: the gun)

Do you know how to use this?

DONOVAN

(looking)

Like the rifle... yeah.

BARBARA

Alright -- now shoot me.

DONOVAN

-- What?

BARBARA

It's absolutely necessary, or they
won't believe my story.

(CONTINUED)

435 CONTINUED: (2)

435

*

DONOVAN

Will you live?

BARBARA

Of course.

(nervously)

... At least I hope so. Hurry.

DONOVAN

... I don't even know your name.

BARBARA

... It's Barbara --

(looking into his
eyes)... Godspeed, Mike. -- Please --
do it. Do it!

Donovan grits his teeth and pulls the trigger. Barbara convulses backwards from the jolt and hits the wall -- slumping down unconscious. He rushes to her -- checking the carotid artery on her neck for a pulse. He finds one. He smiles tautly and then looks at her. He gently brushes some hair away from her eyes -- confused emotions working inside him. He leans closer and kisses her forehead.

CUT TO:

436 INT. THE MOTHER SHIP'S DOCKING AREA - DAY

436

Where a number of troopers and technicians are waiting to board the shuttle which has just landed.

437 DONOVAN (INTERCUT)

437

Wearing the uniform and dark glasses, slides in among them. He notices, among those getting off the shuttle, a teenage girl:

438 ROBIN

438

In the custody of the Trooper who captured her. She is tearful and frightened as she passes right by Donovan -- who would like to help her, but is in no position to.

(CONTINUED)

438 CONTINUED:

438

He begins to follow the others aboard the shuttle.
Several of them are in conversation.

THE TROOPER

No -- I don't mind the duty down
there --

(to Mike)

How 'bout you?

Mike shrugs. The Trooper indicates another ahead of him.

THE TROOPER

(continuing)

-- He says he don't like all those
angry people -- But I tell you,
they don't bother me. -- They
bother you?

Mike smiles and shakes his head.

THE TROOPER

(continuing)

I ain't seen you before -- which
section are you with?

Mike holds up two fingers which could be a number two
-- or a letter - V -. The Trooper looks puzzled, but
nods as they get aboard the shuttle.

439 EXT. THE MOTHER SHIP - DAY

439

as the shuttle craft emerges and angles toward the
coastline.

440 EXT. THE REFINERY - DAY

440

as the craft lands and the troopers and technicians
disembark. Donovan gets off just ahead of the Trooper
who is watching him carefully now.

THE TROOPER

... Nice talking to you.

Donovan waves over his shoulder as he walks away.

THE TROOPER

(continuing)

Aren't you gonna say goodbye?

Donovan keeps walking.

(CONTINUED)

440 CONTINUED:

440

The Trooper shouts now. Pointedly.

THE TROOPER

(continuing)

Hey you? -- I want to hear you
say goodbye. -- You hear me?
Say goodbye!

Several others look. The heat is on. Donovan glances back to see the Trooper draw his pistol -- that's all, folks! -- Mike breaks into a run -- jumping onto the running board of:

441 THE TRACTOR PORTION

441

of an eighteen-wheeler rig which is rolling past. He pulls the door open and jerks the driver down -- taking his place and flooring it!

THE TROOPER

Hey you!

DONOVAN

(leaning out)

Goodbye!

BURSTS from STUN GUNS EXPLODE around him as he drives the big tractor rig right at:

442 A FENCED GATE

442

-- and blows right through it!

CUT TO:

443 EXT. URBAN STREET - CLOSE ON A POSTER OF THE VISITORS 443
- NIGHT

as it is defaced by a sprayed-on big red - V -.

444 WIDER ANGLE

444

shows a racially-mixed half-dozen teenage gang types laughing as they creatively deface the Visitors' propaganda. Elias appears quickly from around a corner -- whispering urgently --

(CONTINUED)

444 CONTINUED:

444

ELIAS
Hey! Angels! Psst! C'mere!

They dash down to him. Ducking low as a squad vehicle glides by overhead -- then Elias points across the deserted street.

ELIAS
(continuing)
Dig it.

445 A VISITOR TROOPER

445

moves alone amid the shadows.

ELIAS
Man -- you hardly ever see them out alone. -- And Julie really wants to study one close up. -- Find out what makes 'em tick -- What say we pay the Visitor a visit?

446 AN ALLEY

446

as the Trooper passes and sees someone (Elias) sitting at the end -- and crying. He enters and moves carefully amid the junk -- until suddenly a battered metal trash can drops from above -- upside down -- onto his head!

CUT TO:

447 INT. THE URBAN RESISTANCE BUILDING - NIGHT

447

as Elias' troops carry in their prize -- kicking and screaming -- inside the trash can.

448 JULIET

448

limps over, using her cane. Robert and several others, including Caleb and Ruby, gather around. -- Several aiming firearms.

JULIET
Be careful of his gun. --
Everyone's in place.

(CONTINUED)

448 CONTINUED:

448

JULIET
(continuing)

-- Okay. --

They pull the trash can off and...

449 DONOVAN

449

tumbles to the floor! -- Bleeding from an injury to his head -- and really pissed.

DONOVAN
-- You bunch of stupid bozos! --
What the hell you think you're
doing? -- Huh?!

*

ROBERT
He doesn't sound like one of them.

JULIET
He's not.

DONOVAN
Damn right I'm not!

JULIET
-- But he might be a sympathizer.

*

DONOVAN
What the hell is that supposed to --
Hey! I know you! -- Sympathizer?
You forget about that little ride we --
(re: his blood)
Hey, I don't suppose you have a
bandage I could borrow?

*

*

*

*

JULIET
Over here.

DONOVAN
Put down your guns for God's sake!
-- Who's in charge here?!

Brad and Robert exchange a glance, then indicate Julie who is limping toward the first aid section of their ramshackle headquarters.

BRAD
Well, I guess you'd say that she
is.

(CONTINUED)

449 CONTINUED:

449

DONOVAN

Who is? Her? That kid?

ROBERT

She's one smart kid.

JULIET

You coming? -- Or you want to
keep on bleeding?

He moves gruffly to her. Sits. Reacts to her cane.

*

DONOVAN

You get hurt?

*

*

JULIET

A little. Where'd you get the
uniform?

*

DONOVAN

They had a sale. -- Ouch! You
did that on purpose.

JULIET

Where'd you get the uniform?

DONOVAN

Aboard their ship. -- A couple of
them helped me to escape.

JULIET

They did? Why?

DONOVAN

Beats hell outta me.

JULIET

Sounds like a setup.

DONOVAN

I don't think so. -- Ahh! Don't
you have any novocaine?

JULIET

A little -- but I have to save
it.

(CONTINUED)

449 CONTINUED: (2)

449

DONOVAN

You are a doctor?

*

JULIET

More or less.

DONOVAN

That's comforting.

JULIET

You don't think it's a setup --
why?

DONOVAN

They seemed too damn sincere.

JULIET

They'd have to, wouldn't they?

DONOVAN

Look... "Lady" -- you weren't
there, okay?

JULIET

And why were you?

DONOVAN

I'm highly motivated, -- oww!

He snaps to his feet, furious --

DONOVAN

(continuing)

Now that's enough! -- I'll tell
you why I went up there: because
my kid and my ex-wife and all the
people in their whole damn town
are up there somewhere! -- And
my partner's up there too -- and
God knows what they did to him! --
And you call me a sympathizer? --
Kid, I oughta shove those bandages
right down your throat!

JULIET

(calmly)

I guess we should believe you.
You seem... "so damn sincere"...

DONOVAN

Seem -- ! --

(MORE)

(CONTINUED)

449 CONTINUED: (3)

449

DONOVAN (CONT'D)
(throwing his
hands up)
-- That's it!

He turns angrily to leave and stops as...

450 ELIAS AND THE ANGELS

450

flip open switchblades which look even meaner than they do. But Donovan is seriously contemplating rushing them anyway.

JULIET
I wouldn't, Mr. Donovan -- we're
also short on bandages.
(a pause)
You have to understand our point
of view: -- You were among the
first to board their ship; you
worked in close proximity with
them for quite some time; three
nights ago you met with Kristine
Walsh --

*

Donovan reacts.

JULIET
(continuing)
-- and now you come to us, escaped
from someplace no one has escaped
from -- wearing --

DONOVAN
-- I know what I'm wearing. How'd
you know I saw Kristine?

JULIET
'Cause I was there. Outside.

DONOVAN
Now if you want to talk about a
setup --

JULIET
Yes I saw it.

DONOVAN
Then how come you didn't warn me?

JULIET
Wasn't sure who's side you're on.

(CONTINUED)

450 CONTINUED:

450

DONOVAN

-- I'm on the right side, kid,
believe me.

They look at each other a moment.

JULIET

Well. Why don't you tell us what
you know.

His eyes hold on hers.

CUT TO:

451 INT. THE CONFERENCE AREA - CLOSE ON A BLACKBOARD 451

where a rough sketch is being finished with chalk of
the true face and profile of a Visitor.

DONOVAN (O.S.)

Yeah. I'll have to get my tape
to show you -- but that's pretty
close.

452 FULL - THE GROUP 452

About twenty people gathered around on chairs and the
floor.

BRAD

-- Reptilian. Amazing.

ROBERT

No -- not really, Brad -- it
could've happened here on Earth.

DONOVAN

What?

ROBERT

Up 'til sixty million years ago
the reptiles ruled the Earth --
then bam! A meteor -- a big one
punched a hole right through the
crust -- and sent up heat and
dust --

JULIET

Iridium.

(CONTINUED)

ROBERT

(impressed)

-- That's right. Iridium came from the meteor. The theory is it helped create a shroud around the Earth --

(he draws on the board)

-- which kept out light -- but kept in heat -- the greenhouse effect -- the temperature went up -- the biggest, smartest reptiles -- who just weren't equipped to handle heat like mammals -- simply died.

ELIAS

So all we got to do is heat up all our barbeques and poof!

ROBERT

(a smile)

Yeah. Well it's not that easy -- but I'd say that heat can be effective as a weapon.

CALEB

Cold sure ain't -- that Visitor who saved me took three hundred below --

ROBERT

Yes, they're equipped to handle cold.

DONOVAN

And light -- bright light -- might be a weapon, too.

JULIET

The eating scene that you described would seem consistent with the biochemistry of reptiles as we know them.

* -

ROBERT

Yes. Live food -- or just killed animals.

DONOVAN

But what about that poison spray?

ROBERT

It's not unusual for reptiles on the earth to spray their venom -- just like that.

(CONTINUED)

JULIET

And from the symptoms you described -- I'd say it's neurotoxic -- it attacks the nervous system -- that would cause your heart to flutter and your lungs to be affected.

DONOVAN

Can you make an antidote?

JULIET

It's possible -- procedures for creating an antivenin are pretty standard -- but we need a quantity of venom.

ROBERT

Well -- let's add that to our shopping list.

JULIET

Yes. There's just so much --

She sighs... a glance at Ruby who gives her a wink of encouragement.

*
*

JULIET

(continuing)

Do you know what we ought to do? -- Define our overall plan of resistance.

ROBERT

Good idea.

JULIET

How 'bout this: to firstly undermine all Visitor activity -- impede their progress every way we can. -- Then secondly, I think we have to find out what their hidden goals are.

BRAD

Hidden?

DONOVAN

Sure -- they've lied to us so far.

*
*

JULIET

-- And even brainwashed quite a few with their conversion process you described --

*

(MORE)

(CONTINUED)

452 CONTINUED: (3)

452

JULIET (CONT'D)

-- I think it's safe to figure
that there's probably something
deeper still that's going on. --

ROBERT

And thirdly, we have got to find
out more about their physicality --
so we can find their weaknesses...

JULIET

-- also spread the word about their
true reptilian nature -- that tape
is important.

DONOVAN

Yeah, I'm hip.

JULIET

The more that people know about
how alien they really are --

RUBY

-- the more they'll want to fight
against them.

ELIAS

-- Say it!

JULIET

Last -- and probably most important
-- we establish contact with the
others like us.

DONOVAN

Sure as hell they're there -- in
every city all around the world.

*

JULIET

-- We've got to organize coordinated
efforts. -- That's the only way we
stand a chance of winning.

Everyone nods and AD LIBS agreement. Julie's eyes meet
Ruby's -- The older woman winks. Donovan's impressed
with Julie, he smiles. But she doesn't quite -- she's
not quite certain of him yet.

*

*

453 ROBERT

453

Glances around and frowns.

(CONTINUED)

453 CONTINUED:

453

BL

ROBERT

Robin?

He heads off to look for her as Juliet begins again.

JULIET

Now -- let's make a list of
targets to consider...

454 ANOTHER PART OF THE BUILDING - ROBERT

454

moving more quickly now.

ROBERT

Robin? -- Robin?

She is not to be found. He goes to the boarded up window -- and feels the pull of the outdoors.

ROBERT

(continuing)

... Robin.

CUT TO:

455 EXT. THE URBAN STREET - ROBERT - NIGHT

455

hurries along -- looking up and down for his daughter -- Afraid to call her name, but wanting to. Wanting to.

456 ANOTHER CORNER

456

as he hurriedly turns it and faces:

457 A SQUAD VEHICLE (INTERCUT)

457

where TWO TROOPERS are surprised to see someone out after curfew: They immediately aim their stun rifles at him.

THE TROOPER

Stand right there -- ! Against the wall.

Robert complies. One covers him while he is frisked by the other -- who is the same Squad Leader that captured Robin. He's pulling out Robert's I.D. and reads it, reacting.

THE TROOPER (SQUAD LEADER)

(continuing)

Another Maxwell.

The Trooper taps the I.D. on his fingers, plotting something.

CUT TO:

458 INT. DIANA'S INNER SANCTUM - DIANA AND KRISTINE

458

DIANA

Ah... Brian... good to see you.

(MORE)

(CONTINUED)

DIANA (CONT'D)

(to Kristine)

We'll talk more later...

She presses her hand and kisses her cheek, fondly.
Kristine exits. Brian is a bit intimidated by Diana's authority.

DIANA

(continuing)

... I need your help.

BRIAN

(puzzled)

Of course -- whatever I...

DIANA

It's come to my attention that you
have developed a relationship with
this young lady.

She activates a panel which raises, showing Robin
through a one-way glass in an adjacent room. Brian is
a bit surprised.

BRIAN

Well.... yes, I know her, but...

DIANA

Is she attractive to you?

BRIAN

(a beat)

Not like you are.

DIANA

(a smile)

Ah. -- I see now how you've risen
through the ranks so quickly.

BRIAN

I'm quite serious.

DIANA

(eyeing him a moment)

... That's interesting -- Because
I've had my eye on you for quite
some time.

They look at each other very carefully for an extended
moment.

BRIAN

I'm at your service.

*

(CONTINUED)

458 CONTINUED: (2)

458

DIANA

Well... Presently...
 (a slow smile and
 then a glance
 at Robin)

*

I want your help with an experiment.
 A medical experiment. Unusual...
 Involving you... and her.

*

Brian reacts slightly. He looks at:

459 ROBIN

459

seen through the mirror -- with the reflections of
 Brian and Diana on the glass.

CUT TO:

460 EXT. THE URBAN STREET - THE SQUAD VEHICLE - NIGHT

460

Robert leans uncomfortably against it with his hands --
 feet spread apart -- like a prisoner. The Second
 Trooper lounges on the curb nearby, guarding him.

ROBERT

... Please... Tell me where my
 daughter is?

The Second Trooper just smiles at him. After a moment,
 the Squad Leader gets out of the Squad Vehicle. He
 will speak slowly and calmly throughout.

ROBERT

(continuing)

-- Where is she?

SQUAD LEADER

She's our prisoner.

ROBERT

-- In there?!

SQUAD LEADER

No... In the Mother Ship.

ROBERT

Is she alright?

SQUAD LEADER

... I'm told that will depend on you.

ROBERT

What?

SQUAD LEADER

There's some information that we
 need...

(MORE)

(CONTINUED)

SQUAD LEADER (CONT'D)

We think perhaps that you can help us.

ROBERT

... But I don't know anything.

SQUAD LEADER

-- About a camp up in the mountains.

ROBERT

(pales)

No -- I never heard --

SQUAD LEADER

-- We know of its existence -- but
we need to find out its location.

ROBERT

... I can't help you -- I don't know
a thing about it. Really!

SQUAD LEADER

Ah. Too bad. I'm very sorry... for
your daughter.

He turns slowly and is climbing back inside the vehicle.
Robert is agonizing -- sweat and veins standing out on
his head.

ROBERT

Wait -- ! Wait. Listen. You don't
understand. My wife -- my other
daughters -- they're all up there...

SQUAD LEADER

In the mountains?

ROBERT

(low)

... Yes ... In the camp... I can't...
Dear God.

Robert grits his teeth, tears squeezing from his eyes.
The Squad Leader looks at him a moment, then puts an
arm on Robert's shoulder -- leading him a few steps from
the vehicle and the other Trooper.

SQUAD LEADER

I understand your anguish. Your
dilemma. -- I have children, too.

Robert looks at him.

SQUAD LEADER

(continuing)

... Suppose I guarantee the camp
will not be taken till a certain time.
-- So you can get them out beforehand.

(CONTINUED)

ROBERT

You'd do that?

SQUAD LEADER

... I would.

Robert searches the man's face -- wanting to believe him.

SQUAD LEADER

(continuing)

-- But if you warn the others...
Robin would be... quite severely...

ROBERT

-- No! I won't... I... won't. --
But can your people take the camp
without a lot of...

SQUAD LEADER

Yes. It can be done quite easily
with no harm brought to anyone.
And we won't get there till what
...? Four o'clock tomorrow
afternoon?

Robert nods.

SQUAD LEADER

(continuing)

You have my promise. -- As a
fellow father.

He extends his hand. Robert looks at him -- and shakes it. The Squad Leader walks back toward the Squad Vehicle -- but the CAMERA LINGERS on Robert -- his body coursing with nervous conflict and tension.

CUT TO:

461 INT. THE MOTHER SHIP - ROBIN'S DARK CELL

461

She's also wired with tension. There are tear stains on her cheeks. She sits on a bed-like fixture in the shadowy room. She is startled to her feet by a SOUND outside. The CAMERA FOLLOWS her in CLOSEUP as she touches the wall tentatively as though it will burn her. She moves around the small room, quivering with anxiety and feeling very cold -- and terribly frightened. Then the door slides open and her eyes go wide with joy!

(CONTINUED)

461 CONTINUED:

461

ROBIN

-- Brian!
 (rushing into
 his arms)
 Oh thank God!

BRIAN

Just take it easy. You're okay --
 you're safe now. I won't let
 anybody hurt you.

But she's frenzied -- all her tensions pouring out as
 she clutches at him tighter -- tighter.

BRIAN

(continuing)
 I'll protect you.

ROBIN

Yes -- I want you to.

BRIAN

I will. Nobody knows I'm here.
 Nobody can get in.

His lips brush against hers -- electrically. His warm
 breath mixes with hers -- he kisses her.

Her heart is pounding. He draws her closer in his
 arms -- tapping into her most secret and profound
 desires. She dives into his eyes.

ROBIN

(an urgent whisper)
 ... Yes. Oh yes.

They kiss again -- more deeply still. Brian's eyes
 open slightly, reflecting mixed emotions.

462 DIANA'S REFLECTION

462

Watches from behind the glass.

CUT TO:

463 INT. THE URBAN RESISTANCE HEADQUARTERS - A PAN OF
WATER - DAWN

463

Julie's hands dip into the water and carry it up to her
 face. She's off to one side. It's a private moment
 -- where she sighs -- looking for some additional
 stamina to come from somewhere -- but knowing that
 she's about used it up.

(CONTINUED)

DONOVAN

I gotta hand it to you, "Doc" --
you've really pulled this bunch
together. -- Juiced 'em up. --
I'll tell you something though...

She looks at him.

DONOVAN

(continuing)

-- You better save a little for
yourself --

She looks at him and allows him her private smile.

JULIET

... Thanks.

They look at each other with growing appreciation.
Then she takes a big breath and limps with her cane
back toward the conference area; calling out to the
troops who gather -- including Robert who looks very
pale and shaken.

JULIET

(continuing)

Everybody -- ? One last time...
Alright. -- We all know our
assignments then. Diversionary
actions should begin at... one
o'clock?

CALEB

-- They'll know we're there.

JULIET

At one o'clock, then. Followed
by our main assault against the
armory of two. We've got to keep
in mind our prime objective is --

ELIAS

-- To rip off all the weapons we
can get our hands on.

JULIET

Right. It's critical for all our
future operations -- we have to
arm ourselves. So we'll be able
to protect all our equipment
when we bring it from the mountains.

*
*
*

(CONTINUED)

463 CONTINUED: (2)

463

DONOVAN

Listen, while you guys are breaking
loose all hell down here, I think
I'm going to infiltrate their Mother
Ship again and try to --

*
*

JULIET

Find your family?

DONOVAN

That, too, I won't deny it -- but
also to try and get a handle on
their plans.

Everyone reacts.

RUBY

That's pretty suicidal, isn't it?

DONOVAN

My partner always said I shoulda
been a kamikaze pilot -- He's
still up there somewhere, too.

JULIET

... We'd hate to lose you, Mr.
Donovan.

DONOVAN

I'd hate to lose me, too.

They look at each other a moment. She knows the danger
he faces, and she softens a little.

JULIET

Good luck...
(turning to the
others)
... To all of us.

Everyone starts to move but Caleb.

CALEB

Hey, Juliet -- how 'bout a prayer?

(CONTINUED)

463 CONTINUED: (3)

463

Everybody stops, and glances at him, then at Juliet.

JULIET

... How 'bout it... Caleb?

CALEB

Me...? I thought...

He glances around, then nods. They all bow their heads. Even Donovan. There is a pause. Robert's eyes are open. His soul in turmoil. *

CALEB

(continuing)

Well, Lord... we sure do... need your help with this one. Please help every one of us to do our best. -- A lot of folks are counting on us. *

(a pause)

That's all... Thanks... Amen. *

EVERYONE

Amen.

They all look up. Together.

JULIET

... Let's do it.

HARD CUT TO:

464 EXT. THE REFINERY - DAY

464

CLOSE on a steam whistle BLASTING LOUDLY!

465 THE CATWALKS IN THE CRYOGENIC SECTION

465

The Hardhat nervously peers down at Caleb -- who is busily doing something in the f.g.

HARDHAT

That's twelve-thirty!

CALEB

Yeah -- I know it, brother.

HARDHAT

Hurry up!

CALEB

Man, I ain't never messed with stuff like this before.

466 HIS HANDS (INTERCUT)

466

Are molding some plastic explosives around a pipe.

CALEB

I'd just as soon not get my hands
blowed off, okay -- ?

He sticks the detonator caps into the clay-like explosive and sets a timer at twelve-thirty -- then starts it ticking.

CALEB

(continuing)

Okay -- let's go set the other
ones.

They scurry off.

467 EXT. THE REFINERY - NEAR THE COMMISSARY - HARMY - DAY 467

Walking with a tray of food and stepping in some gum
which sticks messily on her shoe, making her angry.

*

HARMY

Oh boy --! I hate when people do
that -- ! Boy, I'd like to stick
it in their hair!

*

She pauses to try to get it off and hears something:
TICKING.. She looks:

468 BEHIND A POST

468

And sees a heavy wad of plastic explosive on a pipe --
and a timer TICKING -- reading 12:45.

469 HARMY - CLOSE

469

Standing back up, staring. Then looking around. She
hesitates then picks up her tray and carries it inside
the commissary, glancing back over her shoulder.

470 THE REFINERY - SHUTTLE LANDING AREA

470

As Donovan -- still in disguise, gets aboard the shuttle with several Technicians and Troopers. The hatch is just about to close when:

(CONTINUED)

466 HIS HANDS (INTERCUT)

466

are molding some plastic explosives around a pipe.

CALEB

I'd just as soon not get my hands
blowed off, okay -- ?

He sticks the detonator caps into the clay-like explosive and sets a timer at twelve-thirty -- then starts it ticking.

CALEB

(continuing)

Okay -- let's go set the other
ones.

They scurry off.

467 EXT. THE REFINERY - NEAR THE COMMISSARY - HARMY - DAY 467

walking with a tray of food and stepping in some gum which sticks messily on her shoe.

HARMY

Oh damn -- ! I hate when people
do that -- ! Boy, I'd like to
stick it in their hair!

She pauses to try to get it off and hears something:
TICKING. She looks:

468 BEHIND A POST

468

and sees a heavy wad of plastic explosive on a pipe --
and a timer TICKING -- reading 12:45.

469 HARMY - CLOSE

469

standing back up, staring. Then looking around. She
hesitates then picks up her tray and carries it inside
the commissary, glancing back over her shoulder.

470 THE REFINERY - SHUTTLE LANDING AREA

470

as Donovan -- still in disguise, gets aboard the shuttle with several Technicians and Troopers. The hatch is just about to close when:

(CONTINUED)

470 CONTINUED:

470

A TROOPER

(yells)

Hey! Hang on -- wait for me!

He climbs aboard the crowded craft, coming into:

471 CLOSEUP

471

He's the Trooper who almost caught Donovan before!

472 DONOVAN

472

shrinks.

473 EXT. THE SHUTTLE CRAFT

473

as it lifts off.

474 EXT. THE REFINERY - ANOTHER PLASTIC BOMB

474

having the detonators pushed in -- and the timer dial twisted toward one o'clock.

CALEB

Look out! Not that far!

HARDHAT

Yeah! Okay! Okay!

CALEB

You turn that thing to one --
They gonna sop us both up with
a sponge.The Hardhat adjusts the hands on the clock back to
12:55.

HARDHAT

Okay. It's set.

CALEB

Come on -- the fireworks is just
about to start!

475 EXT. THE REFINERY COMMISSARY - DAY 475

as HARMY peeks out the window at:

476 THE PIPES (INTERCUT) 476

where she saw the bomb. She bites her lip -- then sees something else. It's William. Approaching the pipe area with another Visitor Technician. They pause, beside the pipes. HARMY's pulse rate leaps! She moves toward the door. The other Technician nods goodbye and leaves William checking over some figures on a clipboard -- right beside the pipes!

477 THE BOMB TIMER - CLOSE 477

TICKING OFF the final ten seconds before one o'clock.

478 HARMY - CLOSE 478

HARMY
(rushing
outside)
-- Willy!

He looks at her -- just as an EXPLOSION several yards away rocks the area! She screams!

HARMY
(continuing)
No!

-- And runs to him -- knocking him to the ground as the bomb GOES OFF behind them with enormous force -- collapsing part of the structure, and rupturing the pipes which spew water and steam! The rubble falls on top of HARMY and William -- who looks at her with amazement and confusion --

*

479 THE CRYOGENIC SECTION 479

as the charge planted there also DETONATES.

480 FULL - THE REFINERY

480

as two more bombs EXPLODE and Visitor Technicians scramble and leap madly for safety.

481 CALEB AND THE HARDHAT

481

behind some cover -- watching gleefully as another charge GOES OFF somewhere nearby!

CUT TO:

482 INT. THE MOTHER SHIP - DOCKING AREA

482

as the shuttle craft settles in and opens up the cargo door -- and the Visitors disembark. Donovan's foe hovers near the exit -- grabbing a communicator that's nearly BUZZING off the wall. -- He listens and reacts -- then shouts.

THE TROOPER

Everybody back on board -- !
There's trouble at the plant
-- ! All over town!

483 DONOVAN

483

just manages to duck around a corner before getting swept back into the shuttle. He hurries off down a dark corridor.

484 ANOTHER CORRIDOR - DEEPER IN THE SHIP - DONOVAN

484

hurries along. Several Troopers run past him as ALARMS SOUND distantly. At the end of:

485 AN ADJACENT CORRIDOR

485

He sees a yellow hatch. He moves to it -- taking out:

486 THE GOLDEN KEY (INTERCUT)

486

Which he had given Sean. He holds it up against a panel beside the yellow hatch -- which activates and HISSES open -- revealing:

487 A DIFFERENT TYPE OF CORRIDOR

487

Than Donovan has seen before. -- It's dimly lighted also -- but strange and foreboding. As Donovan steps in, the yellow hatch HISSES closed behind him. He swallows and hurries deeper into the ship.

CUT TO:

488 EXT. THE SUBURBAN BUSINESS STREET - RUBY - DAY

488

Walks along the sidewalk and looks ahead to see...

489 THE GROUP OF TEENAGERS

489

Seen earlier spraying graffiti, being hassled by a Trooper and several Visitors Friends. Ruby moves up beside the Squad Vehicle parked nearby as...

490 THE NEIGHBORHOOD COPS

490

Pull up in their black-and-white to see what's going on. Bob wades into the fray, but Randy holds back.

491 RUBY

491

Sees that no one is watching her, reaches in her purse -- and pulls out a Molotov cocktail! She lights the cloth fuse with a Zippo.

RUBY

Here's one for Abraham.

And then she tosses the bottle into...

492 THE SQUAD VEHICLE

492

Which EXPLODES into flames!

493 EVERYONE

493

Turns to look. The Trooper and his Friends rush toward the vehicle -- shouting! The teenagers scramble off in the confusion and Randy glances down the street to see Ruby pitty-patting away. He chokes down a smile.

*

CUT TO:

494 INT. THE MOTHER SHIP - A RED HATCH

494

HISSES open and Donovan steps into the f.g. -- awe-struck at what he sees. It is --

495 THE HUGE CENTRAL CAVITY OF THE SHIP

495

It is, of course, gigantic -- yet somehow not what he expected: there are rows and rows of huge storage tanks -- but they are not the heavily insulated, high-pressure, cryogenic tanks that would be necessary to transport the synthetic chemical manufactured at the refineries.

496 DONOVAN

496

Moves closer to one of the tanks that towers above him. He reaches out to a nearby valve and twists it slightly -- a stream of clear liquid pours out onto the metal floor. Donovan carefully reaches out and touches it. -- Then tastes it.

DONOVAN

... Water?

He looks up and around him at the enormous amount of huge tanks which disappear into the dark infinity of the ship's interior.

*

497 DONOVAN

497

Doesn't understand.

CUT TO:

498 EXT. AN URBAN STREET - A HEAVY TRUCK - DAY

498

RUMBLES around a corner with two other trucks behind. In the distance, EXPLOSIONS can be heard -- and SIRENS.

*

499 INT. THE TRUCK - ELIAS - JULIET AND ROBERT

499

ELIAS
(driving)
Boy, my hands are sweaty -- you
scared too?

JULIET
I just hope we don't have a lot
of casualties. -- I'd hate to lose
a one of us.

The CAMERA focuses on Robert -- who feels more and more
like Judas.

500 OMITTED 500

501 ANGLE ACROSS THE CONVOY (INTERCUT) 501

Toward an older, federal-looking building. As the
trucks roar in.

ELIAS
Okay -- hang on!

502 OMITTED 502

503 THE BUILDING'S ROOF (INTERCUT) 503

Where two Visitor Shock Troopers keep watch. Carved in
the concrete beneath them is "NATIONAL GUARD ARMORY."

JULIET
Watch out for the two snakes on
the roof!

504 FULL (INTERCUT) 504

As the trucks peel off to the corners in front of the
Armory. Then stop -- except for Elias, who wheels his
rig around so the back is toward the building.

505 OMITTED 505

506 THE BACK OF ONE TRUCK (THE GARBAGE TRUCK) 506

To open up -- but instead of garbage inside -- there
are Resistance fighters! Several OPEN FIRE with rifles
on the Shock Troopers --

(CONTINUED)

506 CONTINUED: 506

-- while others dash from the other trucks, hurling Molotov cocktails at the guards! One or two others hold mirrors which reflect sunlight brightly in the faces of several Troopers, blinding them! Simultaneously:

507 ELIAS 507

Rams:

508 HIS TRUCK 508

Into reverse and drives it backwards right across the sidewalk -- crashing it through the side doors of the Armory! -- He hits a switch opening:

509 THE BACK 509

And several more Resistance fighters scramble out. Juliet is already out of the cab and shouting.

JULIET

Load it! Fast!

Elias dashes up to see --

510 THE ROOMFUL OF FIREARMS AND AMMUNITION 510

They have broken into.

ELIAS

Wooo eee! Guns and ammo! Check it out!

JULIET

-- Let's get it loaded first!

511 EXT. THE ARMORY - DAY 511

The firefight rages. Fires are burning from the Molotovs. Resistance fighters SHOOT at Troopers who RETURN THE FIRE with STUN GUN BURSTS.

512 OMITTED

&
513

512 *
&
513

514 A RESISTANCE FIGHTER NEAR ROBERT

514

Takes a burst and goes down. -- Robert pulls his wounded comrade inside to Juliet.

ROBERT

I've got to warn the camp -- they're going to be attacked!

JULIET

What?

ROBERT

Robin is a prisoner -- I was trying to protect her -- But there're too many other lives at stake!

He jumps into a nearby national guard vehicle -- and speeds off!

CUT TO:

515 OMITTED
&
516

515 *
&
516

517 INT. THE MOTHER SHIP - A DARK CORRIDOR - MARTIN

517

Is moving along -- when suddenly a hand reaches out around his neck and pulls him into the shadows! Martin is astonished to see that it's Donovan.

MARTIN

Donovan?!

DONOVAN

I want to know what's going on.
Those tanks down in the hold --

MARTIN

-- You've been there?!

DONOVAN

-- Yes. -- Are filled with water.
-- Where's that chemical you guys are making?

MARTIN

There's no chemical.

DONOVAN

Then what the hell are --

(it hits him)

Oh, my God. -- The chemical is just a smoke screen, isn't it?
That isn't what you want at all.

(CONTINUED)

517 CONTINUED:

517

MARTIN

You're right.

DONOVAN

You're here to take the water.

(CONTINUED)

MARTIN

(nodding)

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 for our sustenance -- and to power fusion generators -- and the Leaders' weapons.

DONOVAN

But we would have shared it --

MARTIN

Some of us proposed that -- but... our Leader wants it all. Other ships like this one are already on the way. The plan will take a generation -- but he'll have his way.

DONOVAN

-- And earth will be a desert -- and humanity will die --

MARTIN

There won't be any people left by then.

Mike looks at him.

MARTIN

(continuing)

... There's something else I have to show you.

CUT TO:

516 INT. THE BERNSTEIN HOUSE - DAY

518

Daniel is hurriedly stuffing some food into his pockets, about to leave for duty when he hears the front DOOR OPEN -- and sees Stanley and Lynn enter. They are sunken-eyed and exhausted looking. Stanley's right arm is bandaged. When they see --

519 DANIEL (INTERCUT)

519

looking at them -- they stare at him for a long moment, until his eyes drop under the pressure of their steady gaze.

(CONTINUED)

519 CONTINUED:

519

DANIEL

I'm... uh... sorry... for the...
where's Grandpa?

LYNN

... We never saw him.

DANIEL

Oh... What happened to your arm?

Stanley stares at his son for a moment, then --

STANLEY

I burned it.

Lynn glances at Stanley, then leans her forehead against
his shoulder, with her eyes closed tightly.

CUT TO:

520 INT. THE MOTHER SHIP - A BLUE HATCH

520

HISSES open and Martin leads Donovan into:

521 ANOTHER VAST CHAMBER (INTERCUT)

521

with row after row of shining cylindrical objects --
ranging in height from three to six feet and in diameter
about two feet. Donovan approaches one more closely.
The material is sticky and gelatinous and transparent
enough to see inside.

DONOVAN

What the hell are -- !

He gasps as he sees a face looking back at him through
the jelly-like substance. It is Quinton, the senior
anthropologist.

MARTIN

They're your people.

A chilling wave of nausea sweeps through Donovan as he
looks at the nearby ones.

DONOVAN

Dead.

MARTIN

No. Just this side of death.
Metabolism slowed extraordinarily.
-- Diana's work.

(CONTINUED)

521 CONTINUED:

521

Donovan looks around at the thousands of cocoons.

DONOVAN

The people who have disappeared --
my son... is here somewhere?

MARTIN

Or in another ship like this one.

DONOVAN

... But why're they being taken?
-- Stored like this? -- Why not just
killed?

MARTIN

The Leader needs them living. Some
of them will be made into troops
for battles with his enemy.

DONOVAN

What enemy?

MARTIN

A force that had defeated him before.

DONOVAN

His enemy -- so that makes them
our friends -- right?

MARTIN

I don't know that much about them. *

DONOVAN

Well, it's something anyway -- But
hang on -- you said some of...
these... would be his troops --
not all of them?

MARTIN

No.

DONOVAN

What about the others?

MARTIN

... In addition to the water,
there's another basic shortage
on our planet.

DONOVAN

(going pale)
... Food.

A pause.

CUT TO:

522 EXT. URBAN STREET - ROBERT'S CAR - DAY 522 *

Comes careening around a corner! *

523 ROBERT AT THE WHEEL 523

Glances at: *

524 OMITTED 524 *

525 HIS WATCH (INTERCUT) 525

Showing 2:15 -- and floors it, SCREECHING around another corner.

CUT TO:

526 INT. THE MOTHER SHIP - A DARK CORRIDOR - MARTIN AND DONOVAN 526

DONOVAN

(walking quickly)

How did someone like that get to
be your Leader anyway?

MARTIN

Charisma. Circumstances. Promises.
And not enough of us spoke out to
question him -- until it was too
late... It's happened on your planet,
hasn't it.

DONOVAN

... I guess it has -- How's Barbara?

MARTIN

Recovering.

(stopping him)

This won't be pleasant, Mike. You
sure you --

DONOVAN

-- Yes. I'm sure.

Martin nods reluctantly and leads him into:

527 LOW ANGLE - ANOTHER DARK CHAMBER 527

With a bed-like fixture to one side.

(CONTINUED)

527 CONTINUED:

527

A form lies beneath a shroud in the f.g. Donovan looks at Martin -- then lifts the cloth to look at the face beneath. He closes his eyes involuntarily at what he sees.

DONOVAN

... Tony... God...
(he chokes down the
bile in his throat)
... Diana...?

MARTIN

Yes. She's authorized some...
medical experiments.

DONOVAN

I want to kill her.

MARTIN

Well... you're not alone.

A GROANING SOUND turns their heads. They realize there is someone else in the room. They move to his bed and gently turn him into the light. It is Sancho. His skin is bruised and blistered badly -- and his left eye is swollen painfully closed. His face is glazed with sweat and flecks of blood are matted in his hair. Mike cradles his head.

SANCHO

Who... who are you?

DONOVAN

A friend...

SANCHO

(a weak smile)

They tried... to make me talk --
But my grandfather -- he fought...
fought with Zapata... Huh?...

Donovan nods.

SANCHO

(continuing)

... I tell them nothing... I spit
in their faces...

Donovan is very moved by Sancho's bravery. They smile at each other.

CUT TO:

528 EXT. THE EDGE OF TOWN - ROBERT'S CAR - DAY

528 *

Speeds past -- headed out of the city.

529 ROBERT

529

is focused straight ahead -- his hands tight on the wheel.

He looks at:

530 HIS WATCH

530

showing 2:35.

531 THE CAR

531

ROARS PAST -- headed toward the mountains.

CUT TO:

532 INT. THE MOTHER SHIP - DOCKING AREA - A SQUAD VEHICLE 532

The CAMERA ARCS UP to peer inside at Donovan and Sancho, who is still in much pain, hiding there.

SANCHO

... Where'd your friend go?

DONOVAN

-- Said there was a hostage being used to make her father spy on us -- Here -- Here he comes!

Martin climbs aboard with a fearful, frightened Robin in tow.

MARTIN

Let's go.

DONOVAN

You're coming, too?

MARTIN

I can't stay here.

DONOVAN

You ought to, Martin.

MARTIN

What?

DONOVAN

You'll be more valuable up here.

*

MARTIN

But Mike -- I've... got to fly this for you.

DONOVAN

Naw -- I'm a pilot and I've ridden in enough of 'em to try.

*

(CONTINUED)

532 CONTINUED:

532

MARTIN

But listen --

DONOVAN

Martin -- say it, man: you're
scared.

Martin stares at him, struggling with it.

MARTIN

... It's very, very dangerous for
me here now.

DONOVAN

(re: Sancho)

-- And what does that look like? --
A Sunday afternoon at Disneyland?
I know that Barbara was scared too
-- and Tony -- Hell, we're all
scared, Marty -- every last damn
one of us -- But each of us has
got to help out -- in the best way
that we can.

Martin has been looking at Sancho. Now he looks back
to Donovan.

DONOVAN

(continuing)

-- How 'bout it, man? You game?

Martin looks at him a moment longer, then indicates the
controls.

MARTIN

You'll have a tendency to over-
compensate. It's very sensitive,
but if you let it, it'll almost
fly itself.

DONOVAN

-- I hope so.

Martin starts to leave.

DONOVAN

(continuing)

Hey -- I'm proud to have you for a
friend.

MARTIN

... I hope we live to be old friends.

They share a handshake and a final moment. Then Martin
~~exits and closes the hatch as Donovan faces the controls~~
and looks ahead to see:

533 ANOTHER SQUAD VEHICLE

533

gliding in through the docking port. It comes up beside Donovan -- and the pilot does a double take -- He's the Trooper who can recognize Mike -- and he does! Just as:

534 DONOVAN

534

grins at him and gooses his vehicle into gear!

535 DONOVAN'S VEHICLE

535

goes flying -- bouncing off one wall as it flies out!

536 THE TROOPER

536

is talking into a communicator as he does a 180 and takes off after Mike! Followed by a second pursuit unit.

537 EXT. THE MOTHER SHIP

537

as Donovan's vehicle careens out and down toward the ocean -- followed by the two others!

538 DONOVAN

538

swings between abject terror and sheer elation as he tries to get a feel for the unit.

DONOVAN

Hang on! They may not kill us -- but my driving might.

*

ROBIN

-- Pull up!

DONOVAN

Yeah -- I'm working on it!

He yanks back on the stick and:

539 THE CRAFT (INTERCUT)

539

goes into a loop -- hanging Donovan and Company, upside down for a moment. The pursuit units begin to FIRE and a BURST HITS near:

540 SANCHO

540

who is jolted by it -- Then looks back to see a tail gun -- waiting for him. He pulls himself painfully to the back as:

541 DONOVAN'S VEHICLE

541

comes out of the loop at the bottom and heads toward the shoreline skimming the waves -- and drawing more FIRE from the pursuit units.

542 SANCHO

542

sights with his one good eye and FIRES the tail gun.

543 THE SECOND PURSUIT UNIT (INTERCUT)

543

veers, and Sancho's SHOT goes wide -- but he aims again -- and FIRES! He scores a hit along the side! The Unit spins out of control and hits the ocean -- EXPLODING on impact!

DONOVAN

Alright! -- Let 'em have it,
Cisco!

SANCHO

-- Sancho:

544 THE SHORELINE

544

as the two craft skim over the beach and inland.

545 ON THE STREET - RUBY (INTERCUT)

545

looks up to see the dogfight, she instinctively understands.

RUBY

-- Atta boy! You let 'em have it!

*

The two Units whiz past -- FIRING at each other.

CUT TO:

546 EXT. A MOUNTAIN ROAD - THE FIRE CHIEF'S CAR

546

ROARS up into the mountains.

547 ROBERT 547

Steering frantically, glances at:

548 THE CAR'S CLOCK (INTERCUT) 548

Showing two-fifty. When he looks back up his face goes slack.

549 HIS POV AHEAD 549

Approaching over the mountains are five squad units flying in formation.

549A INT. SQUAD UNIT - DIANA AND THE SQUAD LEADER 549A
(INTERCUT)

DIANA

Their mountain camp. Well done.
Captain. This should give your
troops a little exercise.

*

She indicates for them to drop in -- lower -- as they begin to FIRE at the mountain top!

ROBERT

-- No! It isn't four o'clock! --
You lied to me! You lied!

550 EXT. THE MOUNTAIN CAMP - EXPLOSIONS 550

People running scared through the makeshift camp as the squad units sweep in overhead -- FIRING BURSTS which EXPLODE. (The action is very reminiscent of the attack on the freedom fighters in El Salvador.)

551 ROBERT'S CAR 551 *

Swerves into the camp and Robert leaps out -- as another squad vehicle sweeps in on a strafing run!

ROBERT

Kathleen! Polly?!

An EXPLOSION nearby. But Robert is oblivious as he searches for his family.

CUT TO:

552 EXT. LOS ANGELES - DONOVAN'S VEHICLE - DAY

552

Rockets past -- headed northeast followed by the
pursuit unit -- which FIRES again and again.

553 MED. SHOT - DONOVAN

553

Rocked by a BURST which hits to one side. He shouts:

(CONTINUED)

553 CONTINUED:

553

DONOVAN
Come on, Sancho! Nail that sucker!

554 SANCHO (INTERCUT)

554

is trying. He FIRES and FIRES AGAIN.

SANCHO
I'm trying, man -- we need a
little luck!

Donovan flashes on something. He reaches inside his uniform and pulls out -- Sean's baseball cap -- which he clamps determinedly on his head.

555 DONOVAN'S VEHICLE (INTERCUT)

555

Whizzes by -- headed down -- followed by the pursuit craft!

ROBIN
You're gonna hit the mountains!

DONOVAN
Not with any luck!

556 THE MOUNTAINSIDE - A TUNNEL

556

as Donovan flies the craft right into it!

557 IN THE PURSUIT VEHICLE - THE TROOPER

557

clutches -- eyes going wide as:

558 HIS VEHICLE

558

misses the tunnel -- and EXPLODES against the mountain-side!

559 THE OTHER END OF THE TUNNEL

559

as Donovan's craft zooms out and upward!

CUT TO:

560 EXT. THE MOUNTAIN CAMP - DAY 560

Still under siege. More EXPLOSIONS. Robert is seen through the flames.

ROBERT

Katie! Polly!

There is a ROAR behind him and he turns to see the garbage trucks -- through the smoke -- RUMBLING in with reinforcements! Elias and others bail out fast -- piling out. *

ELIAS

C'mon! We've gotta stop 'em, man! We gotta save all the equipment in that building.

561 A BAZOOKA 561

Which is manned by Brad and Elias. They aim at:

562 A SQUAD VEHICLE (INTERCUT) 562

Which is sweeping right at them -- and they FIRE -- and score a HIT! The unit EXPLODES and spins out of control. Brad and Elias are elated -- and reload fast -- as:

563 FRAN (TONY'S WIFE) AND JOSH 563

Are running when an EXPLOSION goes nearby -- Fran falls, wounded.

564 JOSH (INTERCUT) 564

Reaches cover and looks back at her.

FRAN

Help me!

There are MORE EXPLOSIONS all around. He is very frightened -- struggling fiercely with his fear -- looking at:

565 FRAN (SLOW MOTION) (INTERCUT) 565

With FIRE behind her. Josh is trying to force himself -- tears in his eyes -- he suddenly bolts to her aid!

566 ANOTHER BAZOOKA TEAM 566

FIRES and scores a direct HIT on:

567 A SQUAD VEHICLE 567

Which disintegrates. The bazooka team cheers!

568 JULIET 568

Sees Josh and Fran and runs (despite her limp) to help
as: *

569 DIANA'S SQUAD VEHICLE (INTERCUT) 569

Dives directly at them. Julie reaches Fran and Josh
standing over them and FIRING a .45 -- with both hands,
elbows locked -- right at Diana's vehicle which FIRES
at them -- coming close enough for Julie to make eye
contact with: *

569A DIANA 569A

DIANA

Another pass -- I want to get
that woman.

Diana's vehicle arcs into a 180 and heads back for
Julie.

569B BRAD AND ELIAS (INTERCUT) 569B

FIRE at Diana's craft -- and miss!

ELIAS

Julie!!

Diana has Julie squarely in her sights this time --
and is about to fire when:

569C OVER THE HILLTOP

ROARS another squad vehicle -- FIRING at Diana'

569C-A DIANA HIT

569D DONOVAN!

569D

He squeezes off another BURST and scores a solid HIT on:

569E DIANA'S VEHICLE

569E

Which nearly crashes.

569F PROFILE - DIANA

569F

In her smoking cockpit -- she turns furiously to the Squad Leader -- and reveals that half of her human face has been torn away -- showing her grotesquely alien face beneath!

DIANA

To base! -- Return to base!

She looks down at the camp -- growling furiously. It's clear that she'll be back.

569G DIANA'S VEHICLE AND TWO OTHERS

569G

Peel off skyward -- on the run.

569H THE RESISTANCE TROOPS

569H

Cheer themselves! Shouting with glee -- "We won!" "We beat 'em!" -- "We did it!" etc. They hug each other!

569J DONOVAN'S VEHICLE

569J *

Landing.

*

570 ROBERT THROUGH THE SMOKE AND FLAMES

570

Tears streaming down his frantic face.

ROBERT

Katie! Polly?! -- Kath --

*

He stops suddenly -- then rushes to:

571 A DITCH

571

Where Kathleen lies -- gravely injured!

(CONTINUED)

571 CONTINUED:

571

ROBERT
Kathleen! Kath! -- Oh God! This
wasn't going to happen! Not to
anybody!

KATHLEEN
... R... Robert...

ROBERT
(his voice breaking)
... Where're the girls? -- Kath?!
-- Kathleen!?

*

She tries to speak -- but can't -- she shakes her
head slowly -- then goes limp in his arms.... as her
soul departs.

572 ROBERT

572

Shudders with emotions -- looking desperately around
at the destruction he's caused.

-- A volcanic wave of emotion erupts within him -- and
he bellows with rage! He sees a gun on the ground
nearby -- and he grabs it -- about to aim it at his
head!

POLLY (O.S.)
Daddy! Daddy!

He looks up to see:

573 POLLY

573

Dirty, bruised and carrying Katie -- both are stained
with tears and crying for him. Robert drops the
pistol and rushes toward his children as:

*

574 ROBIN

574

Who has climbed out of Donovan's now-landed vehicle --
is also running to them. Robert falls on his knees
before his three daughters -- and the family clutches
desperately to each other -- weeping.

575 AT DONOVAN'S VEHICLE

575

A very weak and wounded Sancho is being lifted out by
several Resistance Fighters. He looks at Donovan.

(CONTINUED)

575 CONTINUED:

575

SANCHO

... We fought good, huh?

Donovan winks -- just before Sancho lapses unconscious
-- and the Fighters start to carry him off --

Juliet approaches Mike.

JULIET

Mr. Donovan. It's good to see you.

DONOVAN

Yeah... you too.

They look at each other a moment.

JULIET

So what's the story? Did you find
out anything?

*
*

576 THE BAZOOKA CREWS

576

Coming out of the building where the equipment is
stored, clapping each other on the back, etc.

*

BRAD

We did it, man -- we saved all
this equipment!

ELIAS

Didja see 'em turn and run?!

BRAD

(grabbing Josh)

And how about this kid, huh? --
Right in the thick of it!

*

ELIAS

-- Shoooot! They ain't so tough!

577 EXT. THE SQUAD VEHICLE - DONOVAN AND JULIET

577

JULIET

-- Well -- From what you said it
sounds like we had better focus
our attention on destroying just
as many of their mother ships as
possible.

(CONTINUED)

577 CONTINUED:

577

DONOVAN

-- Destroying! I don't think you understand, "Doc" -- There are people on those ships -- our people -- Thousands!

JULIET

Yes, I understand...

(shouting off)

Elias -- get those trucks out! -- And of course we'll try to find a way to get them off -- but --

DONOVAN

Try?

JULIET

Yes, try. But, Mr. Donovan, you have to understand that we may have to sacrifice those thousands --

DONOVAN

-- Sacri --

JULIET

-- to save millions -- even billions. I don't like it either -- not a bit -- But we may not have a choice.

(shouting off)

No, Elias! -- Get the ammunition trucks out first!

She limps hurriedly away leaving Donovan staring incredulously after her. He takes off his baseball cap and slaps it angrily against his thigh -- Then looks at it a moment -- remembering Sean -- and where he is. His jaw sets.

CUT TO:

578 INT. THE BERNSTEIN HOUSE - STANLEY AND LYNN - NIGHT 578

Are eating dinner silently at their table -- when there is a NOISE at the back -- and Robert enters -- They are astonished!

LYNN

Why've you come here?

ROBERT

Please. I have to talk to you.

(CONTINUED)

578 CONTINUED:

578

LYNN

You have to leave! Our son may be
here any moment! He's the one who --

*

ROBERT

Yes, I know -- but the Resistance
needs your help.

LYNN

What?

ROBERT

We want this to be a "safe house"
-- be a place where some of us can
hide occasionally.

LYNN

Be what?! Are you out of your mind?!
We've been arrested once already!
Look at how he's suffered -- he was
tortured! And our son is an
informant!

*

ROBERT

Yes -- and all of that is why this
is an ideal place: the lightning's
struck here once -- they won't look
here again.

LYNN

We can't! The only reason that
they let us go was so that we'd
warn others what can happen --
They might kill us next time.

ROBERT

Mrs. Bernstein... Several days ago
I lost Kathleen -- to them. And
I've decided that it wouldn't be
so bad to die myself if millions
could be saved... I wish you'd
reconsider.

*

*

*

*

LYNN

I'm sorry. Truly sorry. But we
can't -- we simply --

Stanley abruptly pushes his chair back from the table.
He stands and looks at his wife and Robert, then goes
to a chest and opens a drawer -- taking out a letter
and handing it to Lynn.

(CONTINUED)

578 CONTINUED: (2)

578

LYNN
(continuing)
What's this?

STANLEY
My father left it for us. Read it.
Read it to him.

LYNN
"My dear family. It's painful
knowing I won't share the days ahead
with you. -- That I'll not see your
faces any more. Already I am
missing you, my son -- and Lynn --
and Daniel -- him I worry for the
most. But I must take this stand
for what I know is right.

You may think that an old man
wouldn't be afraid to die -- but
this old man is very frightened.
I keep hoping that I'll find a little
of your mother's dignity and strength
-- but so far I am frightened as a
child who fears the dark. Yet I
am determined.

We must fight this darkness that
is threatening to engulf us. Each
of us must be a ray of hope -- and
do our part -- and join with others
till we have become a blinding
light -- triumphant over darkness.
Till that task's accomplished,
life will have no meaning.

More than anything we must
remember always which side we are
on -- and fight for it.

Your mother and I will march
beside you -- holding hands again.
We'll sing your song of victory --
you'll feel us in your hearts.
Our spirits will be..."

*

Her eyes have dimmed with tears. She can't read any
more. Stanley recites the rest.

STANLEY
"Our spirits will be with you
always... and our love."

A pause. Stanley looks at Lynn.

(CONTINUED)

578 CONTINUED: (3)

578

STANLEY

(continuing)

... We have to help...or else we
won't have learned a thing.

Lynn looks back at him for an extended moment.

CUT TO:

579 INT. THE URBAN RESISTANCE HEADQUARTERS - NIGHT

579

Robin is arranging a makeshift bedroom in the ratty
building for herself and Polly and Katie -- who are
helping -- as is Josh.

*
*

ROBIN

There you go -- it's not a Holiday
Inn, but we can make it do.

KATIE

You sound like Mom.

*

ROBIN

I guess I'll have to, huh?

They share a sad look together. Then:

POLLY

Are you still feeling sick?

ROBIN

Not like this morning.

POLLY

Every morning for the past three
days --

*

(keenly)

Are you okay?

*

*

ROBIN

(forcing a smile)

... I'm fine.

*

*

*

JOSH

Was it real scary up there on that
spaceship, Robin?

*

ROBIN

Yes. Real scary -- but... it was
also... very interesting... Go
brush your teeth now.

(CONTINUED)

579 CONTINUED:

579

KATIE

Yeah, you sound like Mom all right.

They depart, leaving Robin to glance at herself in a broken, dusty mirror. A very private expression of concern forms on her face --

She rests her hands gingerly atop her abdomen. A pause.

*

CUT TO:

*

580 EXT. THE DUPRES' GARDEN - ELEANOR AND DONOVAN - NIGHT 580

ELEANOR

(a condescending
laugh)

-- Michael, really -- That's
the most outrageous story I have
ever --

DONOVAN

(furious)

Listen -- ! Whether you believe
it or you don't -- the truth is
that my son -- your grandson -- and
ten thousand others are all
prisoners aboard those big ships
of "your friends" -- Good God --
Don't tell me that you're unaware of
of what went on around this city
all day long!

. (CONTINUED)

580 CONTINUED:

580

ELEANOR

Of course I am. I'm not a fool
 -- I'm a survivor, Michael.
 Otherwise I never would have
 gotten here from that Louisiana
 hick town where I started. --
 Otherwise I never would've made
 it through your father's
 drunkenness.

DONOVAN

-- And why'd he drink?

ELEANOR

-- I'm a survivor. And if you
 are going to be you'd better
 change your ways. I know the
 Visitors aren't saints. But
 they're in power. They are power.
 You and I are in unique positions.
 Don't you see that? Why not take
 advantage of --

DONOVAN

I can't survive at the expense of
 other people. That's not right.
 Y'know -- there was a woman when
 I was a kid who taught me what was
 right and what was wrong. -- I
 wonder what the hell became of
 her?

He turns and goes out her back gate into:

581 AN ALLEY

581

where he is suddenly blinded by a bright search light!
 He bolts up the alley as charges from stun rifles BURST
 on either side of him!

582 A SHOCK TROOPER PATROL

582

gives chase!

583 DONOVAN

583

reaches a fence and scrambles over it running desper-
 ately for his life into the night!

CUT TO:

584 EXT. THE NIGHT SKY - STARS TWINKLING

584

The CAMERA SLOWLY PANS DOWN to the great dish antenna of the radio telescope of the Goldstone tracking station.

585 INT. GOLDSTONE - A COMPUTER CONSOLE - JULIET AND ELIAS

585

JULIET
(to a technician)
Okay, start it now.

A reel-to-reel tape turns and a SERIES OF STATICKY BEEPS is heard.

ELIAS
That's a call for help?

JULIET
(nods)
In mathematical code. If the Visitors do have an enemy, they ought to be intelligent enough to translate this.

ELIAS
How long's it gonna take for it to reach 'em?

JULIET
Well, depends how far away they are -- A few years probably.

ELIAS
Years?

JULIET
Yeah -- We'll keep transmitting day and night.

ELIAS
I hope they got their ghetto blasters tuned in on us.

JULIET
-- And if they do -- let's hope they're on our side.

Elias looks at her.

CUT TO:

586 EXT. GOLDSTONE - ELIAS AND JULIET - NIGHT

586

Juliet has her ever-present cane to help take the strain from her game hip. They come out and look up toward the stars.

JULIET

... The reality we have to face is: help may never come -- we may end up just having to rely completely on ourselves.

ELIAS

Well, we ain't done so bad so far -- the first battle's been won.

JULIET

That's right, Elias -- but the war is just beginning.

He nods and sighs at the task before them. Then he looks at the great, gray concrete wall of the radio telescope, and a twinkle appears in his eye -- From his satchel he pulls out a can of red spray paint -- shares a puckish grin with Juliet -- and on the wall he sprays a big, red -- V -- .

TO BE CONTINUED