

John Carpenter's
VILLAGE OF THE DAMNED

screenplay by
John Carpenter

2nd Draft
April 8, 1994

BARBARA

What?

CAMERA FOLLOWS as Alan slides out of bed, to look out the window at the craggy shoreline, the forest above, its trees glowing in the dawn's amber light.

ALAN

(beat; the SOUND is gone)
Something. --I must've fallen
back to sleep. Thought I heard
whispering.

Barbara slips out of bed, goes to her robe slung across a chair, puts it on, comes up behind Alan at the window.

BARBARA

(snuggles)
You were reading my mind, that's all.
(kisses him)
My thoughts sound like whispers.

ALAN

So what were you thinking?

BARBARA

I love you, Doc.

Alan folds his arms around her, kisses her.

BARBARA (CONT'D)

You make it fun to wake up
before first light.

The phone RINGS SHRILLY. Alan answers it.

ALAN

This is Dr. Chaffee.
(beat)
Good morning, Helen. --No,
it's not too early. How are
you feeling?

Barbara moves to him once again, kisses his neck...

3 EXT. MIDWICH RIDGE - DAWN - POV

3

STRAIGHT DOWN, moving slowly across a woodsy subdivision of A-frames and cottages. WE FLOAT looking down from some craft overhead. The WHISPERING SOUND, envelopes us.

(CONTINUED)

CONTINUE TITLES.

4 INT. MCGEE BEDROOM - DAWN 4

FRANK MCGEE, early 30's. sleeps, sheets twisted around him. From the adjacent bathroom, HEAR BRUSHING teeth.

THROUGH WINDOW - BEHIND FRANK

as a shadow passes over the house.

END TITLES.

5 INT. BATHROOM - JILL MCGEE - EARLY MORNING 5

late 20's, finishes brushing, rinses and spits. She is pretty in an unadorned way. And right now very tense. Jill turns from the sink, and YELLS into the bedroom...

JILL

Frank!

6 INT. BEDROOM - FRANK'S EYELIDS - EARLY MORNING 6

slowly flutter open. He GROANS.

JILL (O.S.)

Did you finish last night?

FRANK

(wearily)

No --

JILL (O.S.)

Honey, please, it's quarter to 6! It's important!

FRANK

Okay, okay...

7 INT. FRANK'S WORKSHED - MORNING 7

Filled with power and hand tools, paints and varnishes. Frank flips a switch on a table saw and it HUMS to life. Yawning, Frank cuts a plank for an near-finished test-your-

(CONTINUED)

strength carnival sledgenammer machine, in the b.g.

3 INT. FRANK'S TRUCK - MORNING - MOVING 3

Frank drives. Jill rummages inside a large briefcase. Through the rear window, SEE the carnival contraption on the truck bed.

Jill finally pulls out a large roll of tickets. She shuts her eyes and lets out a long SIGH.

JILL

--OK. That's everything. I've finally got every detail nailed down.

(sudden panic)
Helium for the balloons!

FRANK

(calmly)
I'm picking up a tank at Harold's as soon as I drop you off. --Per your instructions.

JILL

Did I think of that? Maybe I'm starting to "get" this "delegating authority" stuff.

Frank runs his fingers down Jill's arm to her fingers, then squeezes her hand. The gesture seems to erase Jill's worries and she dissolves into a smile. Frank smiles back with pride.

FRANK

Must be why they made you principal.

A HAND-PAINTED BANNER

stretched out between two poles reads: 'Harvest Fair For New School Bus.'

9 EXT. SCHOOLYARD - MORNING 9

Filling with LAUGHING KIDS and ADULTS. Dogs race about. Cars and trucks pull up in the parking lot. A cracked concrete cornice on the school building reads: 'Dwight D. Eisenhower Elementary School --Midwich, California.'

(CONTINUED)

JILL

stands amidst chaos directing VOLUNTEERS who are putting up refreshment stands, game booths, food tables.

FRANK

struggles to unload the sledgehammer machine from his truck as CARLTON, 60's, the school custodian, ambles up.

CARLTON

Fine piece 'a work.

FRANK

All right... lift!

Together, they haul the machine out of the truck.

REVEREND GEORGE AND MRS. (SARAH) MILLER

mid 40's, arrive with covered dishes. He wears a collar, she a conservative skirt in contrast to everyone else's jeans. They step aside as Frank and Carlton carry the machine past them.

A HAUNTED HOUSE

made of an old tent and plywood emits TAPED WAILS from a loudspeaker. Frank and Carlton PASS lugging the machine.

CALLIE BLUM

30's, arrives with boxes of hotdog buns. She and Jill exchange the warm "HELLOS" of good friends.

CALLIE

(holds up boxes)

Who's the chef?

JILL

Oliver. --Over there.

CALLIE

Again? Oh, great. I love scraping charcoal off burned hotdogs.

(CONTINUED)

In b.g. Frank and Carlton put the final touches on the machine.

JILL

When's Ben coming home?

CALLIE

6 weeks, 4 days, 9 hours.

(grins)

He's got a Japanese chemical company interested in buying 20 acres out by Nicasio.

JILL

Forget it.

(waves to Frank)

Coastal Commission eats chemical companies for breakfast.

Frank arrives, 'out of breath.

FRANK

Mornin', Callie.

JILL

(taps her wristwatch)

Helium?

FRANK

Tell me you love me...

Jill stamps her foot in mock exasperation.

JILL

Only if you get my helium!

FRANK

(squeaky voice)

Right. On my way.

10 EXT. MIDWICH - DAY

10

Frank drives past the baseball diamond, around a wide turn, past the white church, and down a rural road out of Midwich. Frank waves, and CAMERA MOVES OFF the truck to REVEAL Barbara Chaffee waving back. She's in a sharp business suit and greets a YOUNG COUPLE in front of a house with a 'FOR SALE' sign.

BARBARA

Good morning, Sam, --Cindy?

(MORE)

(CONTINUED)

BARBARA (CONT'D)
Shall we go inside and take a
look around?
(they start inside)
I know you're both going to
love the house...

11 EXT. SCHOOLYARD - DAY

11

Bustle of activity. The Fair is almost set up.

JILL

lets out a deep BREATH and begins to relax. REVEREND
GEORGE looms up behind Jill in a panic...

REVEREND GEORGE
I need finger-paint.

JILL
(startled)
Oh! George. It's in the Kinder-
never mind, I'll get it.

Jill rushes off toward the school building.

12 INT. KINDERGARTEN CLASSROOM - DAY

12

A canary CHIRPS and hops around in its cage. The classroom
is filled with finger-painting, toys, books, tiny chairs
and tables.

CAMERA MOVES TO CARLTON

pressed behind a filing cabinet, taking a couple of hard
slugs from a pint whiskey bottle. He HEARS FOOTSTEPS in
the hallway and freezes.

JILL ENTERS THE CLASSROOM

and gathers paint bottles.

CARLTON

hides, motionless, we follow his eyes up to...

(CONTINUED)

POV - A CLOCK ON THE WALL

reads: 10:00. Church bells RING in the distance.

THE CANARY

suddenly falls from its perch, and lies motionless.

JILL

reacts to the 10 a.m. bell, the start of the fair. Her arms full of paint bottles, she starts to rush out...

...but suddenly comes to a stop. Her eyes roll back in her head and she collapses, fainting in a dead heap on the floor, bottles of paint CLATTERING around her.

CARLTON

falls unconscious and sprawls on the floor with a THUD.

13 EXT. GAS STATION NEAR INTERSTATE - DAY

13

A BEARDED MAN is on a pay phone. The line has goes dead.

BEARDED MAN
(into telephone)
Hello? Hello...?

In b.g., SEE a station wagon pull into the station...

DR. ALAN CHAFFEE

gets out, greets HAROLD, 50s, the station owner who is helping Frank load a tank of helium onto his truck.

HAROLD
Mornin', Doc.

ALAN
Harold, --Frank.
(begins pumping gas)

FRANK
Comin' to the fair, Doc?

(CONTINUED)

ALAN
(shakes his head)
Today's Butler County day. I'm
making rounds at the hospital.

FRANK
C'mon you gotta try out my
machine and test your strength.

ALAN
I wouldn't want to embarrass
you in front of your friends.

The Bearded Man from the pay phone crosses to Harold.

BEARDED MAN
Somethin' wrong with the phone.
Just went dead.

HAROLD
Well, what the hell am I
supposed to do about it? Climb
up the pole and fix it?

Frank waves good-bye, pulls out of the station. Alan waves
after the pickup as it ROARS down the highway.

14 EXT. RURAL HIGHWAY - ROAD SIGN - DAY

14

Frank's truck zooms by a sign: 'MIDWICH 7 MILES'.

CAMERA CRANES UP, we SEE miles to hills and forests -- and
the hazy outline of Midwich in the far distance.

15 EXT. SCHOOLYARD - DAY

15

An invisible scythe has swept across the schoolyard.
Everyone has fallen where they stood: kids, parents,
teachers, a dog with a Frisbee in his mouth --every living
thing! TAPED SCREAMS from the Haunted House.

REVEREND GEORGE AND SARAH

lie together near Frank's 'test-your-strength' machine.

CALLIE BLUM

sprawls across a table, a hand inside a box of buns.

(CONTINUED)

A FAT, OLDER MAN (OLIVER)

lies across the red-hot barbecue grill. There is a sickening SIZZLE as his apron begins to smolder.

16 EXT. MIDWICH - MAIN STREET - DAY

16

BODIES lie everywhere, on sidewalks, in the streets.

A MAN

slumped over the wheel of his car, the ENGINE RUNNING.

A TEENAGER

and bicycle in a ditch. A wheel still turns.

17 INT. GROCERY - DAY

17

A CLERK has collapsed into a soup can display. A FEMALE CUSTOMER is slumped over her cart.

18 INT. BATHROOM - ROBERTS HOME - DAY

18

Water GUSHES from the tap into a bath. MELANIE ROBERTS, 15, lies on the floor, partly covered by a towel.

19 EXT. IN FRONT OF THE WHITE CHURCH - DAY

19

A tractor has collided with a car. The FARMER behind the wheel of the tractor hangs half off the seat.

BARBARA CHAFFEE

lies in the doorway of the house for sale. The YOUNG COUPLE lie beyond in a hallway.

A DOG

lies in front of the Two-Ball Inn.

(CONTINUED)

A MOTORCYCLE,

engine GRINDING. We TRACK along skid marks on the blacktop, to A TEENAGER sprawled in a pool of blood.

20 INT. FRANK'S TRUCK - DAY - MOVING

20

Frank is driving fast. He glances out the passenger window...

HIS POV - SEVERAL COWS

lies motionless in a field.

FRANK

frowns, puzzled, then turns to see...

FRANK'S POV THRU FRONT WINDSHIELD - AHEAD

A car, nosed over in a ditch, BLOCKS half of the road!

FRANK

grabs the wheel, but it's too late...

KERSMASH! Frank hits the car and swerves onto the shoulder.

CLOSE ON FRANK

bouncing wildly along the shoulder, cranking the wheel intently, when, as if a switch has been thrown, his chin suddenly drops. He's out. The truck hurtles on while Frank rides along "asleep."

21 EXT. FRANK'S TRUCK - DAY - MOVING

21

The truck heads right into a large concrete culvert!

KABLAMMO! The truck EXPLODES into a ball of fire!

(CONTINUED)

HIGH ANGLE - WIDE SHOT

Frank's burning truck.

DISSOLVE TO:

SAME ANGLE - 6 HOURS LATER

Sheriff's and CHP cars are parked on the highway 200 yards from the burned-out shell of Frank's truck.

TWO SHERIFF'S DEPUTIES

with paint cans and brushes complete painting a thick white line across the road. In a field nearby, SEE the bodies of several cows still lying in the grass.

22 EXT. PATROL CARS - DAY

22

The SHERIFF, 45, big and rawboned, is briefing DR. SUSAN ZERNER, 30s, a federal epidemiologist. Attractive and well-dressed, Susan chain-smokes. Around them DEPUTIES and HIGHWAY PATROLMEN mill around in silence. An EMERGENCY MEDICAL CREW has set up shop around a van.

SHERIFF

No toxic waste dump, no nuclear plant, no nothin' around here. Army base shut down years ago.

SUSAN

Nukes?

SHERIFF

(a blank stare)

Huh?

SUSAN

Were there missiles on the base?

SHERIFF

Long gone.

A LONE TV NEWS CREW

operates a remote just behind the patrol cars.

(CONTINUED)

FEMALE REPORTER

(into video cam)

Here you can see the burned-out truck, and beyond it the car, both presumably connected to whatever it is that has cut Midwich off from the rest of the world...

Behind the news crew, Alan's station wagon pulls up, stops. Alan gets out, approaches curiously...

FEMALE REPORTER (CONT'D)

Dr. Susan Zerner, a federal epidemiologist, has just arrived and is conferring with the Sheriff's department.

ALAN'S POV - THE THICK WHITE LINE

stretches across the road. Just beyond it, SEE the crumpled forms of TWO UNIFORMED POLICEMEN lying in the road. Beyond them, Frank's truck, burned and blackened but still reading, 'MCGEE CONSTRUCTION.'

ALAN

recognizes an OLDER DEPUTY, approaches him...

ALAN

That's Frank McGee's truck, isn't it?

OLDER DEPUTY

What's left of it. --Lucky you wasn't in town today, Doc.

ALAN

What's going on?

OLDER DEPUTY

Nobody knows nothin'.

A look of alarm grips Alan's expression...

SUSAN ZERNER

walks forward toward the white line, stopping 10 yards away. The Sheriff joins her...

(CONTINUED)

SHERIFF

We're gonna give it a try.

A YOUNG DEPUTY approaches them wearing a gas mask. He's also rigged with a harness attached to a huge coil of wire that is held by a SECOND DEPUTY.

SHERIFF (CONT'D)

About damn time. Go see what the hell's goin' on.

THE YOUNG DEPUTY

walks slowly across the white line, wire uncoiling behind him. He takes a couple more steps toward the two prostrate men, and passes some kind of invisible boundary and collapses!

SUSAN

reacts, amazed...

SHERIFF

Pull him back!

SEVERAL DEPUTIES drag the Young Deputy back across the line.

ALAN

watching from the patrol cars, quickly moves forward...

SUSAN

a cigarette in her mouth, kneels beside the unmoving Young Deputy. She pulls off his gas mask, checks his pulse, then lifts each eyelid and examines the pupils.

GROUP SHOT

as Alan comes up...

ALAN

What is it?

SHERIFF

Hits 'em like a hammer, Doc. --
That's all we know.

(CONTINUED)

ALAN
Some sort of chemical, gas...?

Susan rises up INTO SHOT from the Young Deputy.

SUSAN
Can't be. The breeze would've dispersed it. The edges of the effected area are well defined, stationary.

SHERIFF
Doc, this is Dr. Susan...
(can't pronounce her
last name)

SUSAN
'Zerner'. Like 'Turner', with
a 'Z'.

ALAN
(extends his hand)
Alan Chaiffee.

SUSAN
(shakes)
M.D.?

Alan nods. She indicates the Young Deputy.

SUSAN (CONT'D)
He's breathing normally.
Strong pulse. Just seems to
have fainted.

ALAN
(looks down the road)
Midwich is effected by this?

SUSAN
My hunch is yes.

ALAN
--My wife's in Midwich.

SHERIFF
We been tryin' to get through
for the past 6 hours. No one
answers the phone, no one calls
out, nothin'.

The Young Deputy shakes his head and MOANS. He's coming

(CONTINUED)

around. Alan bends down to him. The Young Deputy heaves a deep SIGH, looks bewildered.

SUSAN

turns to the emergency medical CREW who have come up.

SUSAN

Get blood and urine samp...

She's interrupted by a ROAR overhead.

POV - A NEWS HELICOPTER APPROACHES

THE SHERIFF

YELLS at a SERGEANT...

SHERIFF

They're in restricted space!
Tell 'em to clear back a mile
or I'll pull their licenses!

SERGEANT

(into walkie)
All channels: you are flying
into restricted space!

SHERIFF

I said to tell 'em I'll pull
their licenses. now say it!
Get 'em outa there! Now!

AT THE REAR OF THE TV NEWS VAN

PAN DOWN from the helicopter to REVEAL the TV CREW gathered around a monitor showing a live picture from inside the helicopter: a REPORTER, wearing a headset, talking to camera.

REPORTER

(into mike)
... as we bring you an
exclusive close-up look...

CREWPERSON

It's ours!

Suddenly, the Reporter collapses in his seat. The video

(CONTINUED)

image tilts, staggers, slumps to the floor...

23 EXT. HIGHWAY - DAY

23

Susan, Alan and the sheriff watching, as above them, the helicopter begins to drop in a slow, twisting spiral...

BEHIND TV NEWS TRUCK - ON THE MONITOR

SEE through the videocam in the helicopter: a blur of the floor, door, window, as the camera bumps and rolls crazily...

LONG LENS - THE HELICOPTER

plunges down into the ground with a MASSIVE EXPLOSION!

BLACK SCREEN

KABLAM! The black is ripped by a brilliant EXPLOSION!

24 EXT. SKY - NIGHT

24

BLAM! Another EXPLOSION. A magnesium flare.

25 EXT. SCHOOLYARD - NIGHT

25

The sprawled bodies are now eerily illuminated by the glow of falling flares being shot off every 10 seconds.

A LITTLE BOY

opens his eyes, groggily raises his head.

A DOG

sits up, BARKS.

PEOPLE

rise slowly, illuminated by the flares as the SCREAMS from the Haunted House tape continue in the b.g.

(CONTINUED)

CALLIE

rubbing her head, stands up and joins others. At first people are disoriented, not sure what has happened. They rub cramped limbs and clutch themselves against the night chill. Callie stares up at the flares.

26 INT. KINDERGARTEN CLASSROOM - NIGHT

26

Carlton comes to on the floor, lifts his head...

JILL

sits up, looks around, her hand to her head, dazed...

THE CANARY

in its cage is hopping around frantically...

27 EXT. IN FRONT OF 'HOUSE FOR SALE' - NIGHT

27

Flares BURST above, eerily lighting BARBARA CHAFFEE. She gets to her feet, confused, fuzzy. Behind her, the Young Couple come out of the darkened house...

YOUNG HUSBAND

What happened?

28 INT. BATHROOM - ROBERTS HOME - NIGHT

28

It's dark. Outside the window, flares light the night. Melanie gets up from the flooded floor, shivering.

29 EXT. SCHOOLYARD - NIGHT

29

Rev. George and Sarah stand together, clutching themselves against the cold.

JILL

emerges from the school building, dazedly walks through the crowd of disoriented parents and children, CAMERA MOVING WITH HER --when there's a WRENCHING SCREAM!

(CONTINUED)

THE BARBECUE GRILL

Oliver, the chef, is now a blackened, swollen, smoldering corpse slumped on top of the grill.

JILL

pushes her way through the throng of horrified people. She is blocked by the panicked crush. Then the sickening smell of burning flesh hits her.

30 EXT. IN FRONT OF THE WHITE CHURCH - NIGHT

30

A convoy of police cars, jeeps, trucks and other official cars ROAR into Midwich. Alan pulls the station wagon out of the traffic. He stops at the side of the road, jumps out, rushes over to Barbara. The Young Couple sit bewildered on the front steps of the 'For Sale' house.

BARBARA

Alan!

ALAN

Are you OK?

(she just stares)

Barbara?

BARBARA

I'm cold...

The Young Couple stagger down the front steps...

ALAN

What happened?

Barbara can only shake her head.

YOUNG HUSBAND

(disoriented)

Must've blacked out...

Alan reaches for Barbara's hand. She leans toward him and his arms fold about her in an embrace.

EXT. SCHOOLYARD - NIGHT

Jill moves through pandemonium, seized by panic. She SEES...

(CONTINUED)

JILL'S POV - THE CONVOY

of vehicles ROARS past the schoolyard. Vans pull in to the school parking lot. Then a truck that looks like Frank's swings around the vans and slides to a stop.

JILL

relieved, runs toward the truck, CAMERA MOVING WITH HER.

JILL

Frank!

JILL'S POV - MOVING TOWARD THE TRUCK

as 2 FARMERS get out. The truck isn't Frank's.

JILL

stops, a dread filling her.

31 INT. ROBERTS HOUSE - MELANIE'S BEDROOM - NIGHT

31

Melanie Roberts is just dressing, when she HEARS something creak on the stairs. She peeks around the corner into the hallway --and comes face-to-face with a YELLOW-SUITED, BIO-MASKED TECHNICIAN. She SCREAMS like a banshee!

32 EXT. MIDWICH MAIN STREET - NIGHT

32

Flares continue to illuminate the dazed, wandering villagers. YELLOW-SUITED TECHNICIANS move down main street. One kneels to take soil samples while others enter stores waving detecting gear.

33 EXT. SCHOOLYARD - NIGHT

33

Jill walks toward the road watching the column of vehicles ROAR past. Jill pales as a tow truck rounds the corner TOWING Frank's truck.

JILL

God, FRANK!

CAMERA MOVES IN on her face, as we...

CUT TO:

CLOSEUP - JILL

is dressed in black. She is pale, drawn, emotionally drained. Sunlight plays across her face, as we HEAR:

REVEREND GEORGE (V.O.)
... cut short, without warning
or apparent purpose. We search
for a reason, and find none.

34 EXT. MIDWICH CEMETERY - DAY

34

On a bluff overlooking the Pacific ocean and the Great Beach stretching for miles into the distance, under a bright autumn sun, the stiff wind swirls the coats of the MOURNERS. Reverend George stands in front of 3 open graves, one of them Frank's.

REVEREND GEORGE (CONT'D)
We have become accustomed to
the power of science, so when
we were struck down we turned
to science and asked: "Why?"
But it could not answer --so
now we turn our eyes toward
heaven and seek our comfort
from God's infinite mercy...

TIME CUT:

JILL AND CALLIE

walk out of the cemetery through the throng of Midwich RESIDENTS, to Jill's car parked in a long line on the thin, winding road beyond.

ALAN AND BARBARA

pass through a gauntlet of TV NEWS CREWS before they reach their station wagon. In the b.g., SEE a CROWD of ONLOOKERS drawn by the media splash --including a SWEET OLD GRANDMOTHER holding up a large sign: 'John 3:3'.

(CONTINUED)

SUSAN ZERNER

elegantly dressed in black, confronts REPORTERS and a bank of mikes, cameras and lights.

SUSAN

The deaths were all indirect results, as far as we can determine. Tests on plant life, subterranean and surface water haven't turned up any chemical or biological changes.

(beat)

We've established that whatever it was, was static, invisible, odorless, immediate in effect on at least mammals, reptiles, birds and insects. Other than that... the cause is unknown at this time.

35 INT. JILL'S HOUSE - DAY

25

Jill navigates slowly through the house which is packed with FRIENDS, past a dining table laden with casseroles.

THE FRONT DOOR

Callie opens it. Alan and Barbara ENTER, in funeral clothes. As Callie whispers to Barbara, PUSH IN on Alan.

ALAN'S POV - THE SCENE

is MUTED. Disconnected CONDOLENCES. OFFERS OF HELP. Jill, face strained, tries to put her guests at ease.

SLOW DISSOLVE:

ONE HOUR LATER - JILL'S HOUSE - DAY

The furniture has been moved back. Afternoon shadows fill the room. Jill sits at the piano. She looks totally alone. Unconsciously, she runs her fingers down her arm, much the same way Frank used to do...

(CONTINUED)

ALAN, BARBARA AND CALLIE

gather up their coats.

BARBARA

Please, call us if you need anything.

No response.

Alan and Barbara nod a silent good-bye to Callie, then let themselves out the front door.

JILL'S HANDS

seem to move on their own to the keyboard. She plays a simple, HAUNTING MELODY.

CALLIE

pauses, wanting to say something more... Jill stops playing, turns to Callie and confesses hopelessly...

JILL

I didn't tell him I loved him.

26 EXT. MIDWICH MAIN STREET - CLINIC - DAY

26

Alan escorts Susan from the Midwich clinic to her rental car. Behind them, the convoy rumbles out of town.

ALAN

Ever hear of Charles Fort?

Susan shakes her head, lights a cigarette.

ALAN (CONT'D)

He wrote "The Book of the Damned". About things nobody has been able to explain: frogs falling from the sky, red snow, blue rain...

SUSAN

Are you suggesting I read him?

ALAN

No. It's just that sometimes mysteries don't get solved.

(CONTINUED)

SUSAN

--I want to ask you a favor...
Suppose you keep an eye on
Midwich for me.

(reaches in her purse)

If something comes up, anything
unusual, out of the ordinary...

(hands him the card)

--call me. --By the way, I
suggest you read Sir Arthur
Conan Doyle.

(opens her car door)

As Sherlock Holmes once said:
"When you've eliminated the
impossible, whatever remains --
however improbable --must be
the truth."

Alan watches Susan pull her car out into the traffic.

37 EXT. JILL'S HOUSE - DUSK

37

A cold, brisk evening. Jill, in an old parka, walks to the mailbox, checks it, walks back toward the house. She stops, looks over at Frank's workshed... and she unconsciously runs her fingers slowly down her arm.

38 INT. FRANK'S WORKSHED - DUSK

38

Jill ENTERS for the first time since Frank's death. She turns on the lights and looks around. Her face is blank with grief. Then slowly, deliberately, Jill walks around the room and begins covering all Frank's tools.

DISSOLVE TO:

39 INT. CHURCH - MORNING - WEEKS LATER

39

Morning light filters in. Reverend George ENTERS with a load of hymnals for the choir. He senses something, stops, squints toward the rear pews.

MELANIE ROBERTS

the 15 year-old, sits trembling, in the next-to-last pew, her face twisted with misery and fear.

(CONTINUED)

REVEREND GEORGE

drops the hymnals on a table and hurries to Melanie...

REVEREND GEORGE
Melanie? --What's the matter?

Melanie shakes her head. Her eyes are red and puffy.

REVEREND GEORGE (CONT'D)
Maybe I can help.

MELANIE
(sobs)
No, you can't!

40 INT. ALAN'S OFFICE - MIDWICH CLINIC - DAY

40

Alan, grim, behind his desk facing a distraught Callie.

CALLIE
You made a mistake, do it
again. My God!

ALAN
(calming)
There's no problem in running
another test, Callie.

CALLIE
I've felt like this before in
the morning --it's just some
kind of bug...

41 INT. BLUM HOUSE - NIGHT - CLOSE ON A CAKE

41

inscribed "Welcome Home Ben". CAMERA PULLS BACK AND TILTS
UP to BEN BLUM, 30s. Callie's husband, his eyes brooding.
Behind him, Jill carries a brand new camera. The house is
filled with streamers and decorations. FRIENDS stand
around CHATTING. OVERLAPPING DIALOGUE.

JILL
Callie! --It's fantastic.
Automatic focus, zoom lens.

Jill holds the camera up to her eye.

(CONTINUED)

JILL'S POV THRU VIEWFINDER - CALLIE

carries a tray in from the kitchen. ZOOM IN on her face. Her eyes are downcast, her expression strained.

JILL (V.O. CONT'D)
Callie, --look up and smile!

CALLIE

doesn't look. She sets the tray down in front of Ben.

EILEEN AND HAROLD MOORE

30s, friends of the Blums, sit on a sofa sipping wine.

EILEEN
So, Ben, --after a year in
Japan did you ever think you'd
have to get used to...

BEN

grabs his jacket, stamps out of the room.

CALLIE

stares a moment, then bursts into tears, and runs out.

42 INT. SCHOOL - DAY

42

CAMERA MOVES WITH Jill down a long hallway covered with colorful paintings. HEAR SINGING from a classroom. Jill suddenly pales --sags against the wall, brings her hand over her mouth and begins to RETCH.

43 INT. CHAFFEE'S STUDY - DAY

43

Alan looks over various patient's charts, with a disturbed look. Barbara ENTERS in b.g. She contemplates Alan for a moment. He is unaware of her entrance.

BARBARA
(softly)
Hello, Doc.

(CONTINUED)

Intent on his work, Alan doesn't hear.

BARBARA (CONT'D)
I said hello.

Alan, suddenly aware of her, stands with a quick smile.

ALAN
Sorry. Were you there long?

BARBARA
Ages.

ALAN
Liar.

Alan kisses her. As they separate, Barbara's eyes glisten and her smile is radiant.

ALAN (CONT'D)
(beat)
Why did you kiss me like that?

She hands him a card. It reads: 'To Dad From Mom'.

BARBARA
I wanted to know first. So I
used a home pregnancy kit

ALAN
Those are unreliable.

BARBARA
That's why I went to see Dr.
Stegman, just to be sure.
(indicates the card)
Aren't you going to open it?

Alan stares at her with a look of disbelief.

BARBARA (CONT'D)
(off his look)
Alan?

Alan puts his arms around her, holds her, and WE SEE the expression on his face that she cannot. Alan is afraid.

BLACK SCREEN

The RING of a DOORBELL. A beat, and then the black
(INTERIOR of a door) is pulled open REVEALING...

44 JILL'S POV -ALAN ON JILL'S DOORSTEP - DAY

44

Alan looks tense.

ALAN

Hi. --Can you talk a minute?

45 INT. JILL'S HOUSE - DAY

45

In the living room, by the piano...

ALAN

Everything was positive.
You're going to have a baby.

Jill's eyes start to well with tears.

JILL

We'd been trying to get
pregnant. --I just put on some
coffee. Would you like...?

ALAN

I wanted to tell you something
before you heard it from anyone
else.

(Jill doesn't move)

There's been a sudden wave of
pregnancies, much more than...

(hurried)

... than could normally be
expected.

JILL

What are you talking about?
How many?

ALAN

--19, 20...

JILL

My God...

ALAN

Almost every female in Midwich
who can bear a child.

Jill slumps onto the couch.

(CONTINUED)

ALAN (CONT'D)
Barbara's pregnant too.

JILL
Is she...?
(softly)
Is there something wrong with
my baby?

ALAN
There is nothing to indicate
that, no.

JILL
Stop talking like a doctor.

ALAN
You're a normal, healthy woman
who's been trying to conceive.

They look at each other, his gaze drops imperceptibly.

ALAN (CONT'D)
--But all the pregnancies seem
to date from the day of the
blackout.

46 EXT. SCHOOL - NIGHT

46

It looks like the entire ADULT POPULATION of Midwich is
walking across the schoolyard and heading up the stairs.
They're silent --they hardly look at each other.

47 INT. SCHOOL AUDITORIUM - NIGHT

47

PEOPLE fill the seats and stand against the back wall.

SUSAN ZERNER

confers with Jill and Alan on the stage by an American
flag. Jill steps to the podium. The LOW BUZZ of the crowd
quickly stops. Someone in the back COUGHS.

JILL
I'm pregnant.
(microphone feedback)
--And so is almost every woman
in this town capable of
conceiving.

(CONTINUED)

MELANIE ROBERTS

buries her face in her hands.

CALLIE BLUM

sits woodenly, unconsciously touching her stomach.

BEN BLUM

stands grimly against the back wall, staring.

BARBARA

sits in the audience, makes eye contact with Alan, tries for a smile.

JILL

JILL (CONT'D)

Some of us feel humiliated.
Part of why we're together
tonight is to understand --
there is no reason for shame.

(beat)

What I think many of us are
experiencing now is panic.
We're afraid because we don't
know what has happened or why.
This meeting wasn't called to
give us those answers --because
we don't have them yet.

(beat)

We're here to listen to some
information --as each of us
reaches our own decisions on
what to do.

(beat)

Dr. Susan Zerner has flown in
from --

SARAH

rises from her seat. Her voice is a soft monotone.

(CONTINUED)

SARAH
I have been barren.

REVEREND GEORGE
(jumps to his feet)
Sarah!

SARAH
... like Sarah in the Old
Testament. And like her, I
have prayed to God for a child
to give my husband...

REVEREND GEORGE
(trembling whisper)
Sarah...

SARAH
He has heard me, for I am with
child, my Isaac. Let us offer
a prayer of Thanksgiving.

Reverend George has his arm around Sarah's shoulders and
gently guides her toward the doorway...

SARAH (CONT'D)
Dear Heavenly Father, we --

HEAR Sarah begin to SOB as he helps her out and shuts the
large metal door behind them.

JILL

moved by Sarah, fights to remain in control in front of the
hushed room, the CLANG of the door ECHOES.

JILL
(deep breath)
Dr. Zerner is here to try to
answer any questions we may --

A MAN suddenly rises.

MAN
This is all 'cause of the
blackout, ain't it?

JILL
We don't...

(CONTINUED)

MAN

Why don't you just come out and say so?

JILL

We don't know that for sure, but yes. Given the timing, that would be an obvious assumption.

WOMAN 1

They're all gonna be deformed!

MAN

That's what everyone's saying!

ALAN quickly gets to his feet...

ALAN

That's just not true!

(silence in auditorium)

Barbara and I are pregnant. I know how you feel, I know what some of you have been thinking.

(beat)

I repeat what I've told you individually: standard tests have not turned up any abnormalities. Not one!

A murmur of irate disbelief ripples through the crowd. It feels as though the frightened audience may become an angry mob. Jill sternly quiets the group as if it were an unruly classroom.

JILL

Quiet down, people. Now, there's going to be more testing, --more sophisticated testing --that's part of what Dr. Zerner is here to tell you.

SUSAN steps up and pours a glass of water from a pitcher.

SUSAN

All of us are concerned with your well being. But, ultimately, it will come down to individual decisions. You're confronted with issues that are the most intimate, most personal imaginable.

(MORE)

(CONTINUED)

SUSAN (CONT'D)

(drinks water)

However, because your pregnancies have attracted intense scientific interest, including the National Institutes of Health and National Science Foundation.

(beat)

Those electing to have their child will have all prenatal care paid for, and will receive a \$3,000 monthly stipend if they allow their child to be examined and tested on some kind of regular basis.

48 A LOUD BUZZ ERUPTS.

48

SUSAN (CONT'D)

The stipends will be issued under NSF regulations for classified research. In plain English, if any word of this leaks out, the money stops. This is your protection and your child's --as well as the government's.

A grizzled MIDDLE-AGED MAN stands.

MIDDLE-AGED MAN

Is that \$3,000 a family? What if both your wife and daughter have kids?

SUSAN

In that case, it would be \$6,000.

The man noticeably brightens, sits back down between his somber WIFE and daughter --15 year-old Melanie.

We can't hear the conciliatory phrase he says to her, but her response is clear. Melanie vehemently mouths, "No!" and pulls away from her father's reassuring arm, angry and sullen.

SUSAN (CONT'D)

I don't want anyone to interpret the stipend as some kind of pressure. Whoever decides to terminate her

(MORE)

(CONTINUED)

SUSAN (CONT'D)
 pregnancy can, of course, do so
 privately --or, if financially
 unable, a medical team will be
 brought in next week.

49 EXT. SCHOOL - NIGHT - AN HOUR LATER

49

The meeting is over. People stream out of the school,
 speaking in HUSHED VOICES in small groups.

JILL

EXITS and sees Callie standing alone...

JILL

You OK?

Weeping, Callie shakes her head solemnly. They embrace.

CALLIE

Ben's moving out.

JILL

Oh no, Callie...

CALLIE

He won't believe me.

Callie SOBS, Jill holding her.

JILL

What are you going to do?

CALLIE

(wipes her eyes)

I can't keep it. I mean, it
 can't be Ben's, but I just
 don't... I just don't
 understand.

JILL

--I shouldn't share this, but I
 hear that the Roberts girl is
 still a virgin.

(off Callie's look)

Callie, something very strange
 is happening to all of us.

CALLIE

What're you going to do?

(CONTINUED)

JILL
--I don't know.

ALAN AND SUSAN

stand talking next to her rental car. She's smoking...

SUSAN
My only interest is in pure
research. You'll run the
clinic program and be listed as
co-author on all the papers.

ALAN
Congratulations.
(she stares at him)
You bought 'em off.

SUSAN
What's happening here is
extraordinary.

ALAN
What's happening here is
people's lives are being ripped
apart.
(beat)
I just want you to be clear;
I'm their doctor. Your
research is important --but my
first priority is their health
--and their children's --my
child's.

SUSAN
Of course.
(beat, as they stare)
One doesn't preclude the other.

ALAN
Have a good flight.

50 INT. STATION WAGON - NIGHT - MOVING

50

Alan drives in silence. Barbara snuggles close to him.

ALAN
Do you want to keep the baby?

Silently they intertwine their fingers as if to support the

(CONTINUED)

other against the forces whirling around them.

51 FLASH - CALLIE'S DREAM

51

An image SLAMS AT US out of the darkness: Callie, in a simple white linen shift, bathed in a deep golden light from above!

52 INT. CALLIE'S BEDROOM - NIGHT

52

Alone in her bed, Callie tosses in a troubled sleep.

53 FLASH - JILL'S DREAM

53

The same image as in Callie's dream, only it is Jill in a white linen shift, turning a burnished gold from the light above...

54 INT. JILL'S BEDROOM - NIGHT

54

Jill tosses in a fevered sleep.

55 FLASH - BARBARA'S DREAM

55

Same image: Barbara in the golden light...

56 INT. CHAFFEE BEDROOM - NIGHT

56

Barbara bolts up, eyes wide open, drenched in sweat, and panting. She reaches to the night table and knocks over her clock as she fumbles to turn on the table lamp, causing Alan to stir.

ALAN

What is it, Honey? You OK?

BARBARA

(still panting)

--Yes. --Just a dream.

57 EXT. MIDWICH - WIDE SHOT - NIGHT

57

Same as the OPENING SHOT, as lights turn on in a dozen bedrooms all over town.

58 INT. CLINIC - DAY

58

White-jacketed DOCTORS and NURSES wait idly. In the b.g., through a door, SEE a bed outfitted with stirrups. NURSE 1 looks up from a magazine to shrug at NURSE 2.

Susan ENTERS in her white lab coat, smoking a cigarette. DOCTOR 1 looks up from his magazine as she walks by.

DOCTOR 1

What's going on, Doctor?

SUSAN

Nothing.

(a smile)

They apparently decided to keep their babies.

DOCTOR 1

All of them? --Why?

SUSAN

(long drag)

That's a very good question.

59 INT. ALAN'S OFFICE - CLINIC - DAY - WEEKS LATER

59

Jill sits tensely in front of a desk. Alan ENTERS, his face buried in a folder. He finally glances up...

ALAN

Hi. How're you feeling?

JILL

A little fatigued --but fine.

ALAN

Your tests are all good.

Jill doesn't respond.

ALAN (CONT'D)

You forget your Social Security number. They need it for the stipend.

JILL

I don't want it.

(CONTINUED)

ALAN
(neutral)
OK...

JILL
The baby's Frank's! I know it!
(tears begin)
And I'm not going to take money
for having it! They're not
going to study my baby like
some --some laboratory rat!

Jill starts to SOB. Alan gets off the desk and puts his
arm around her shoulder...

JILL (CONT'D)
God, I'm so scared...

CLOSE - ULTRA-SOUND PHOTOGRAPH

of a human embryo of seven months. HOLD.

SUSAN (V.O.)
Looks perfectly formed.

60 INT. SUSAN'S OFFICE - CLINIC - DAY

50

Barbara stares at the photo. There are 18 others pinned on
a wall, with the mothers' names. Alan stands nearby.

BARBARA
It's normal?

SUSAN
It's more than normal. It's
like a 7-month embryo --after 5
months.

Alan puts his arms around Barbara. Both look relieved.

Susan fades back from them, watches them embrace, kiss. We
can't quite read her expression, --envy, perhaps?

ALAN
I'll be home after 5.
(Barbara exits)

SUSAN
Can I see you a moment, Alan?

(CONTINUED)

CLOSE - AN ULTRA-SOUND PHOTO LABELED - 'ROBERTS'

The image of the embryo is blurred, fuzzy, indistinct.

SUSAN (V.O.)

It's the Melanie Roberts baby.

ALAN AND SUSAN

are alone. Alan stares at the photo as Susan digs into her lab coat for a cigarette pack.

ALAN

Out of focus...?

SUSAN

It's our 8th try. Each one comes out the same.

Susan opens a desk drawer, comes out with 7 other photos that look identical to the one Alan's holding.

ALAN

Tissue covering the fetus...?

SUSAN

Wouldn't effect the sharpness of the image. For some reason, the sound waves just don't penetrate. --It's as if they slide off, around the fetus.

ALAN

I don't get it.

SUSAN

Nor do I.

61 INT. JILL'S HOUSE - DAY - LATE DECEMBER

61

Jill is playing the piano. There's a Christmas tree in the corner, a fire crackles in the stone fireplace.

We recognize the MELODY: it's the same haunting piece Jill played on the day of Frank's funeral.

She stops abruptly and puts her hand to her belly. She gasps slightly. There again, she feels it --a kick.

(CONTINUED)

THE SONG CONTINUES OVER:

A MONTAGE OF JILL'S PREGNANCY

QUICK CUTS of her advancing abdomen as she...

--works in the kindergarten classroom...

--buys groceries, where EVERY OTHER SHOPPER and the CHECKOUT CLERK have huge stomachs...

--takes a Lamaze class in the school auditorium with 19 other WOMEN (and their PARTNERS)....

--stands before her bedroom mirror and stares, tense and fearful, at her abdomen. The PIANO MELODY ENDS as we...

CUT TO:

62 EXT. ARMY BASE - NIGHT

62

Just outside town limits. An empty guard post, dark silent barracks. The wind is picking up.

ON THE HEADQUARTERS BUILDING

A large insignia of crossed missiles. The motto faded and missing letters, reads: "Home of th Peacekeep rs".

MUNITIONS BARRACKS

A large, low building near the chain link fence that divides the base from the forest beyond. The barracks are lit by a ring of sodium vapor lights on stands. A fresh coat of paint covers the building.

HEAR the faint SOUND of an APPROACHING CAR...

ROAD TO MUNITIONS BARRACKS

A pair of headlights tops the distant ridge. In a beat, SEE more headlights, HEAR OTHER ENGINES as cars and trucks approach, their lights rake the night. It looks like the entire town is converging on the barracks.

53 INT. MUNITIONS BARRACKS - DELIVERY AREA - NIGHT

53

TRACK PAST a long row of curtained delivery tables. WOMEN and their HUSBANDS/PARTNERS (some we recognize) in heavy labor.

CAMERA STOPS at the last curtained-off cubicle, where 2 NURSES are attending to a woman in late labor.

NURSE 1

You're doing great, mom --keep
up the shallow breathing.
Beautiful. Now push. Again.

AS THE NURSE

leans over to wipe her face, SEE that it is Jill --eyes
wide, tense, forcing a smile.

NURSE 1 (CONT'D)

Good, --again.

BARBARA

in another cubicle, breathing like Jill. She emits a GASP
as the contractions hit. Alan and NURSE 3 hover.

ALAN

We're almost there. You're
doing great, baby.

BARBARA

Can you see her, Doc?

ALAN

Not yet.

Barbara's face suddenly contorts.

NURSE 2

Start breathing!

ANOTHER CUBICLE - SARAH

huffing like a marathoner, Reverend George above her.

REVEREND GEORGE

Push, Sarah. Push.

(CONTINUED)

ANOTHER CUBICLE - MELANIE ROBERTS

in intense pain. A PHYSICIAN turns to Susan...

PHYSICIAN

We got a problem.

Susan pushes the Physician out of the way.

SUSAN

I'm taking over.

(to the Nurses)

Intensive care. Now!

The Nurses and Susan scramble to move Melanie out.

ANOTHER CUBICLE - BARBARA

pushes as hard as she can. Nurse 3 wipes her face with a wet cloth.

ALAN

Almost there. Push. Hard!

A LONG, LOUD MOAN as Barbara pushes with all her strength.

SEE a sudden movement on the other side of the sheets. Then, for a beat, nothing.

Suddenly Alan stands up so we can SEE him over Barbara's draped knees. His smile is enormous, as he holds up a large, healthy-looking BABY GIRL, her face wrinkled and scrunched, backlit by the bright lights...

BARBARA

My God, she's so beautiful!

JILL

at the same moment, drenched in sweat, stares in wonder...

... as Nurse 1 holds a BABY BOY above her, then gently hands the child to Jill.

NURSE 1

(grinning)

Here --would you hold him for me, mom?

(CONTINUED)

43.

Jill takes the boy in her arms. Tears run down her face as she holds the boy to her, cradling him, loving him...

CALLIE

holds her beautiful BABY GIRL, as suddenly Ben appears beside her, stares at the baby for several beats, then reaches out his hand and caresses his wife and child...

CALLIE

Oh Ben...

64 INT. HALLWAY - BARRACKS - NIGHT

64

NURSE 5 races a portable respirator, down the crowded corridor, weaving around gurneys.

65 INT. INTENSIVE CARE ROOM - BARRACKS - NIGHT

65

Susan works feverishly between Melanie's draped legs. Melanie's face is racked with pain. Her eyes stare listlessly at the ceiling. The Physician stands nearby, as Nurse 5 and the respirator burst through the door...

SUSAN

Hook up the respirator. 5 cc's
of adrenaline.

Nurse 5 moves to plug in the respirator, as the Physician hurriedly removes a bottle and syringe from the shelf and begins to load it...

MOVE IN CLOSE on Susan's face as she pulls at Melanie's baby o.s. She strains with all her might.

SUSAN (CONT'D)

C'mon, c'mon...

Suddenly the baby moves o.s., and Susan yanks it out of the birth canal, looks down...

--An expression of stunned horror comes over her face!

She's frozen --but only for a second. She quickly regains her composure, grabs a towel, wraps it around the baby (still o.s.). Only Susan sees the baby.

SUSAN (CONT'D)

It's dead.

(CONTINUED)

Ignoring this, Nurse 3 pushes the respirator and the Physician approaches with a syringe. Susan barks...

SUSAN (CONT'D)
It's over. --Stop!

Nurse 3 and the Physician freeze, stare at Susan.

She carefully wraps another towel around the corpse.

SUSAN (CONT'D)
(indicates Melanie)
Take care of her.

Susan exits as the Physician moves to Melanie, who is semi-conscious, eyes unfocused, face slick with sweat.

66 INT. HALLWAY - NIGHT

66

Exhausted, Reverend George steps into the hall and sees Ben Blum nearby. Ben smiles lamely, and Reverend George extends his hand.

REVEREND GEORGE
Congratulations, Ben...

A BEAT, and then Ben takes his hand, and the two men embrace each other. In the b.g. Reverend George sees...

REVEREND GEORGE'S POV - SUSAN

carries a bundle out a door at the end of the hall.

67 EXT. MUNITIONS BARRACKS - NIGHT

67

CAMERA MOVES WITH Susan carrying the wrapped baby past the ring of lights, into darkness, toward a nondescript van parked near the chain link fence. Susan opens the rear door, climbs inside, SLAMS the door behind her.

68 EXT. FRONT OF MUNITIONS BARRACKS - NIGHT - AN HOUR
LATER

68

Several cars are leaving. Relieved, people stand in groups, TALKING, LAUGHING. Susan approaches Alan.

SUSAN
We lost the Roberts baby.

(CONTINUED)

ALAN
Melanie's?

SUSAN
Respiratory failure. Umbilical
Asphyxia.

Abruptly Susan heads off for the front door, as news of the baby's death spreads through the group.

59 INT. HALLWAY - NIGHT

69

Melanie is wheeled out of intensive care and down the hallway by Nurse 5. She is barely conscious. Her father hovers nearby, Reverend George comforts her.

As Susan passes them, Reverend George pulls her aside.

REVEREND GEORGE
Where did you take the baby?
--I saw you take Melanie's baby
outside there...

SUSAN
(sotto voce)
I set up a pathology lab in a
van. I wanted to keep the
mothers from seeing it.

Susan is off before Reverend George can respond.

70 INT. NURSERY - BARRACKS - NIGHT

70

It's quiet now.

20 bassinets -- 4 rows of 5 -- fill the room. Through a window, SEE 3 ON-DUTY NURSES chatting in the next room.

HOLD.

The bassinets are filled with sleeping infants. CAMERA MOVES IN CLOSE on one bassinet. Almost immediately, there is a slight STIRRING, a little hand with a blue wristband reading: 'MCGEE, BOY' reaches up and grabs the side of the bassinet.

His other hand grabs the side, and after a short struggle this 1-hour-old infant pulls himself to a standing position! His eyes are closed.

(CONTINUED)

CLOSE - INFANT (DAVID)

Slowly, his eyes open. There is no iris, only a deep black pupil. The eyes pan the room, across the 19 other bassinets to the one EMPTY ONE. He tilts his head, puzzled and strangely cognizant that something's wrong.

Then he turns his head toward the window...

THRU THE WINDOW

Beyond the lights, SEE the van that Susan entered with the Roberts baby...

THE NURSERY

In a beat, other little arms appear, and soon all the babies (10 with blue wristbands, 9 with pink) stare silently over the tops of their bassinets. Their eyes are all the same: dead black, no iris.

71 EXT. MIDWICH CLINIC - REAR ENTRANCE - NIGHT 71

Susan pulls up to the rear entrance of the clinic in her car. She gets out, carries an infant's body bag filled with the Roberts baby into the clinic's rear door.

72 INT. CLINIC HALLWAY - NIGHT 72

Susan unlocks a door, turns on a light, she disappears down the wooden stairs to the clinic's basement. HOLD.

DISSOLVE TO:

73 INT. WHITE WOODEN CHURCH - DAY - 4 MONTHS LATER 73

A christening ceremony. The families watch as Reverend George christens several of the babies. Alan and Barbara are there, Callie and Ben, Sarah, and Jill...

REVEREND GEORGE

They will now pass their lives
bathed in the same love as the
little children who flocked to
our Savior in Galilee.

74 EXT. MCGEE HOUSE - DAY

74

That HAUNTING PIANO MELODY comes from Jill's house.

75 INT. MCGEE HOUSE - DAY - CLOSE ON DAVID

75

He stares curiously at his mother. His cobalt eyes intently watch her hands move over the piano keys.

76 INSERT - THRU THE LENS OF A MICROSCOPE

76

SEE an object on a glass slide. It is long, tubular.

SUSAN (V.O.).

It's a section of hair.

77 INT. CLINIC - SUSAN'S OFFICE - DAY

77

Alan bends over a microscope, Susan watching.

SUSAN (CONT'D)

Flat on one side. On the other is an arc, like a capital D. --Even the texture feels --I don't know, unusually soft.

ALAN

(straightens up)
You've noticed their nails?

SUSAN

(nods)
Narrower than normal, covering less of the upper surface of the digit.

ALAN

Anything in the DNA tests?

SUSAN

(hesitates)
Common genetic characteristics.

Susan turns from him, lights a cigarette, by the window.

SUSAN (CONT'D)

--almost as if they were siblings of the same parent.

(CONTINUED)

Alan turns to her. He's unsettled by the information.

SUSAN
(covering)
But it's far too early for any
conclusions.

78 INT. JILL'S HOUSE - DAY - 3 MONTHS LATER

78

Jill watches David, now about 7 months old. He is a beautiful golden-haired, black-eyed child.

PUSH IN on David, totally absorbed in play with some wooden letter blocks on the floor.

CLOSE - DAVID'S HANDS

fit together the letter blocks, spelling "DAVID".

JILL

astonished...

JILL
David, that's wonderful!
(rises, moves to him)
You can spell your name!
(takes him in her arms)
How can you spell your name,
sweetheart? Huh?
(swings him around)
How can Mommie's smart little
boy spell his name?

Each time David's face swings PAST CAMERA, his eyes are fixed on something o.s., --maybe something Beyond...

79 INT. CLINIC - DAY - 2 MONTHS LATER

79

Susan and Alan stand in a corridor outside a 1-way window observing 9-month-old LILLY, who bears a striking resemblance to David: golden blonde hair, black eyes. Lilly sits in the examining room amid toys and games, but ignores them, instead staring fixedly at the wall.

Susan shows a small wooden puzzle box to Alan.

(CONTINUED)

SUSAN
No visible means of opening it.
But...

Susan presses the box, turns it, presses it again.

SUSAN (CONT'D)
--if you do this, then this...
(press; the box opens)
--it comes open. Now...
(closes the box)
--you try.

Alan takes the box, presses one spot, tries to turn it. It won't work. He tries another approach. It doesn't work. He twists it, and presses again, --nothing.

ALAN
I give up.

30 INT. EXAMINING ROOM - DAY

30

CAMERA MOVES IN to a CLOSEUP of Lilly. She looks up...

SUSAN

bends to give the box to Lilly. Lilly takes it, shakes it vigorously. Alan watches from the b.g., as Susan produces a piece of candy and trades it for the box. Lilly pops the candy into her mouth, chews it quietly.

Susan bends close to Lilly, and opens the trick box slowly, precisely, step by step, showing the little girl how to do it. As the box slides open, Susan takes out a second piece of candy for Lilly to see.

LILLY

reaches for the candy, but Susan drops it into the box, closes it swiftly, RATTLES it. Lilly reaches for the box. Susan lets her have it.

In a flash, Lilly opens the box, takes out the candy and eats it.

ALAN

is amazed.

31 INT. CLINIC WAITING ROOM - DAY

31

Jill and Callie sit with Callie's little girl, JULIE.
Susan and Alan approach from a hallway.

SUSAN
(sotto voce)
Now watch this...

Susan enters the waiting room.

SUSAN (CONT'D)
Good morning. It's nice to see
you. --Julie, may I show you
something?

Susan kneels down to Julie, takes out the trick box, hands
it to Julie. With immediate assurance, Julie opens the box
instantly, puts the candy, in her mouth...

Alan is dumbfounded.

ALAN
But you didn't even show her
how to do it.

SUSAN
I didn't have to. If you
demonstrate something to one of
them, they all know it.

Callie flashes a nervous look at Julie.

JILL
(un-nerved)
All of them?

SUSAN
It seems our little darlings
share some kind of "common
consciousness." Like some sets
of identical twins, but much
more advanced...

ALAN
Aren't you getting a little
ahead of your data, Dr. Zerner?

SUSAN
Perhaps, "Dr." Chaffee, but do
you have a better explanation?

(CONTINUED)

The two doctors hold each others challenging look until Jill interrupts.

JILL

But what's it mean for us?

SUSAN

It means lock the cookie jar.

Susan turns haughtily. Her heels click down the hallway.

JILL

(to Alan)

Sometimes I think the kids are just little petri dishes to her. --Say, I'm stopping by to see Barbara. Is there anything you want me to tell her?

ALAN

Just tell her I'll be home at the usual time.

82 INT. CHAFFEE KITCHEN - DAY

82

Barbara moves to the stove, close to a boiling pot, as a CRASH spins her around...

AT THE KITCHEN TABLE

MARA, Alan and Barbara's child, sits glaring. A bowl lies overturned in a growing pool of steaming hot soup...

BARBARA

reacts, starts toward Mara...

BARBARA

Sweetheart, was the soup too hot? I forgot to check...

Barbara comes to a dead stop.

CLOSE - MARA

She stares at her mother, a strange, intense stare. Then her black eyes seem to change, as though there is suddenly a piercing life somehow deep within them.

(CONTINUED)

BARBARA

seems to lose control. All the muscles in her face sag.

83 EXT. CHAFFEE HOUSE - DAY 83

Jill's car pulls up in the driveway. Jill carries David up the walk toward the door.

84 INT. CHAFFEE KITCHEN - DAY - CLOSE ON MARA 84

staring, the smoldering force in her eyes growing...

BARBARA

with no expression on her face, slowly turns around steps back to the stove, and calmly reaches out her hand toward the boiling pot of soup...

85 EXT. CHAFFEE DOORSTEP - DAY 85

Jill rings the bell and waits a beat. No answer.

CLOSE - BARBARA'S HAND

as it plunges into the bubbling, boiling soup pot.

BARBARA SCREAMS IN AGONY!

86 EXT. CHAFFEE DOORSTEP - DAY 86

Jill reacts to the SCREAM, opens the door and dashes to...

87 INT. CHAFFEE KITCHEN - DAY 87

where Barbara, her hand in the boiling soup, continues to SCREAM. Jill sets David down and drags Barbara away from the stove...

JILL

Barbara!

Suddenly Barbara breaks free of her, reaches to the pot,

(CONTINUED)

and shoves her hand down into the scalding soup again!
Jill grabs her, yanks her away, forces her to the sink.

JILL (CONT'D)
Barbara! BARBARA!

Barbara shuts her eyes, shudders, CRYING.

DAVID

watches the scene with impassive curiosity. He turns to Mara with a quizzical tilt of his head.

CLOSE - MARA

stares back at him, her eyes hard and black. There is no emotion whatsoever on her face.

88 INT. EXAMINATION ROOM - CLINIC - NIGHT

88

Hooked to an i.v., her burned hand wrapped in gauze, Barbara lies in bed CRYING softly, Alan above her.

ALAN
Darling... Barbara? --What happened?

CAMERA MOVES IN on Barbara's face. She stares o.s.

BARBARA'S POV - MARA

sits quietly, her eyes meet Barbara's --emotionless-- or, perhaps the flicker in Mara's eyes is --Triumph.

FADE OUT.

BLACK SCREEN

89 SUPERIMPOSE:

89

6 YEARS LATER

And we HEAR OVER the title:

SCIENTIST 1 (V.O.)
I understand there are some recent developments at Midwich.

90 INT. CONFERENCE ROOM -NSA (NATIONAL SECURITY AGENCY) -DAY

90

Susan reports to a panel of shadowy SCIENTISTS, ADMINISTRATORS, as CAMERA PUSHES IN on her. Susan has changed little in 6 years. Her eyes are hard, focused.

SUSAN

The Children are starting to interact more with the general community. There have been a few casualties, --I should say, accidents, suicides --that might be related to contact with the Children. But no direct physical violence was involved.

(beat)

Also, Dr. Alan Chaffee has formally resigned from the project, as of last week.

SCIENTIST 1 (V.O.)

He's the one who's wife committed suicide? Are you positive this isn't getting...

Susan cuts in forcefully...

SUSAN

The opportunity to study the Children must take precedent over any other considerations.

Susan looks at the panel, her eyes meeting theirs, her voice clear and precise...

SUSAN (CONT'D)

It is in the interest of national security that we continue to carefully monitor their developing powers. I ask for another year's grant.

DISSOLVE TO:

91 EXT. MIDWICH MAIN STREET - DAY

91

Something has changed. Midwich looks almost dead. Grass sprouts through cracks in the streets. Half the stores are

(CONTINUED)

closed, boarded-up, like the town's given up.

92 INT. FIRST GRADE CLASSROOM - MIDWICH SCHOOL -DAY

92

Callie teaches elementary arithmetic at the board to her first graders. The 19 Children sit in a block on one side of the classroom. Their blonde hair is in stark contrast to their strange black eyes. They look bored as the normal children try to follow Callie's lesson...

CALLIE

...and six plus four? Who can answer that? --Sally?

Sally, a normal seven year-old, hesitates a beat.

JULIE

(impatiently)

Ten, ten, ten, ten, ten...

Sally cringes.

CALLIE

Julie, stop that! Give her a chance.

JULIE

You explained the decimal system yesterday. It's perfectly obvious...

ISAAC

Arbitrary! What's the point? So you can count on your fingers?

JULIE

(nods at Sally)

Just because she's incapable...

CALLIE

Enough! Report to Mrs. McGee.

In unison, all 19 Children rise and file out. As the last one exits, Callie breaks down.

93 INT. JILL'S OFFICE - DAY

93

Jill wears a look of concerned worry. She stares out her office window at the 19 Children walking away in a solemn, unhurried gait, unsmiling, --other-worldly.

94 EXT. SCHOOLYARD - DAY

94

3 10-YEAR OLDS, normal boys, play boisterously near the schoolyard. One nudges a bigger kid, who looks like a BULLY, as the column of Children approaches. A wicked grin cracks his face.

THE CHILDREN

walk two-by-two, as if in a prearranged order: MARA is the leader. She has a striking, angular face. Next to her is ROBERT. Then JULIE and MATT are paired, followed by ALEXIS and MICHAEL, LILLY and CASEY, SANDRA and JAMES, like pre-ordained couples. Only DAVID walks alone, the empty space next to him a glaring disruption of the order. David has a handsome, somewhat gentler face, with vast intelligence. Behind him, LAUREN and EDWARD, DOROTHY and ISAAC, ANNE and THEO, and NANCY and BRUNO march in solemn conformity.

THE BULLY

blocks their path, towering over the seven year-olds. His two friends flank him menacingly.

BULLY

Hey, Goldilocks! Don't you
know this is a toll road?

The Children exchange glances.

BULLY (CONT'D)

You each gotta pay a quarter if
you want to walk through here.

Mara starts to lead the Children around this obstacle, but the Bully jumps in front of her and jams his hand, palm up, in front of her face.

BULLY (CONT'D)

I said, "Give!"

Mara just stares.

BULLY (CONT'D)

What's a matter? Monkey got
yer tongue?

And the Bully mockingly sticks out his tongue and begins dancing around her like a monkey.

(CONTINUED)

THE CHILDREN

focus their will on...

THE BULLY,

who keeps dancing with his tongue out. His friends laugh hysterically, until they realize the Bully can't stop. The Bully's face becomes tortured, his tongue sticking out in a rictus, his dancing now accompanied by pathetic whimpering.

The Children file past the grotesque dancer. The Bully's pals try to get him to stop, but he can't. Tears stream down his face.

MARA

turns back and glares harder.

THE BULLY

bites deeply into his own tongue. The Children release him telepathically, and he collapses into the dust, howling in pain.

CLOSE ON YELLOW SIGN: "SLOW CHILDREN AT PLAY" WIDEN TO...

95 EXT. A MIDWICH LANE - DAY

95

The Children trudge solemnly past the sign. David splits off from the Others and starts up another road, leading out of town. He pauses as the Others pause to question him telepathically.

David just shrugs. There is something melancholy in him.

Mara stares at him. She seems put off by his solitariness. She doesn't trust him somehow. The rest continue on without David.

96 EXT. MIDWICH MAIN STREET - DAY - LONG LENS

96

Through the COMPRESSED IMAGE the Children move up the main street, past closed-up stores, a tense envelope of silence radiating around them.

(CONTINUED)

A SHOPKEEPER

in his 60s and a PALE WOMAN (not their parents) stop talking, watch the Children, and wait until they pass before resuming their conversation.

AT THE CORNER

The Children stop, and, as Mara stands watch, cross the street 2 by 2 toward the clinic.

97 INT. CLINIC HALLWAY - DAY

97

Susan retrieves a cup of coffee from a vending machine, as the Children approach silently down the hall.

Mara steps up to Susan, who when she turns to face the 7-year-old gathers herself quickly, a mask of professionalism covering her thoughts...

SUSAN

Good afternoon, Mara.

Mara stares at her, reading her mind. Finally Mara smiles.

SUSAN (CONT'D)

Why do you smile?

MARA

You're trying to hide your thoughts from us.

SUSAN

(evenly)

Oh? Just how deeply do you see?

MARA

Everything active in your mind. But the process that leads to spoken words eludes us. --Why do you speak some thoughts and not others?

SUSAN

(humors her)

Wouldn't it be a noisy world if we said everything we thought?

98 EXT. MIDWICH CEMETERY - DAY

98

David wanders through the cemetery, among the towering monuments, along the cliff overlooking the ocean.

DAVID

rounds a large monument and is startled to SEE...

A YOUNG WOMAN

slumped against the stone, weeping.. She looks up at David. It's MELANIE, now 22, the once pert teen now wears a face ravaged by acne and alcoholism.

DAVID

reads her thoughts and understands immediately that she was the mother of his intended mate. She's morbidly drunk, sniffing.

MELANIE

'S'matter?

(lifts a bottle)

Want some?

David just stares and a queer look darkens his face.

MELANIE (CONT'D)

I'm sorry. --I just can't hack it.

She gropes to her feet and stumbles dangerously close to the precipice.

POV -WAVES BREAK UPON THE ROCKS 200 FEET BELOW.

MELANIE

turns and looks at David's odd look.

MELANIE (CONT'D)

What?...

99 INT. CLINIC ROOM - DAY

99

Bruno, slides from the dark belly of an MRI machine.
TECHNICIAN 1 nervously unstraps him from the platform.

100 INT. ANOTHER ROOM - CLINIC - DAY

100

Alexis lies on a cot with various electrodes taped to her forehead. A nearby machine records the impulses in squiggly lines of graph paper. TECHNICIAN 2 rips off the graph paper, studies it.

101 INT. EYE EXAM ROOM - DAY

101

The room is darkened as Lilly, her head immobilized by a strap, has her chin resting on an exam machine. The DOCTOR, 50s, appears anxious at dealing with Lilly.

DOCTOR

Okay, I'm putting a drop of
this in your eyes. It won't
hurt.

The Doctor puts solution in each eye, then moves his scope until it's nearly touching the right eyeball.

LILLY'S IRIS

There is no visible pupil. The iris turns from black to an eerie blue from the drops, its surface an intricate network of blood vessels. An artery actually pulses.

THE DOCTOR

turns from Lilly, takes another eyedrop bottle from a shelf, shakes it and is about to use it --when Lilly's form falls to the floor. The Doctor puts the bottle back on the shelf and stoops to pick up the paper.

And, without looking...

CLOSE - THE DOCTOR'S HAND

...grabs a similar bottle next to the one he put down.

(CONTINUED)

LILLY

as the Doctor lifts up her right lid and squeezes a drop on her eyeball.

She immediately SCREAMS in pain and squeezes her eyes shut and tries to pull her head out of the strap.

102 INT. CLINIC WAITING ROOM - DAY 102

as each Child turns suddenly in the direction of the eye exam room, their eyes focused...

103 INT. SMALL EXAM ROOM - DAY 103

Mara spins around, her expression dark...

104 INT. EYE EXAM ROOM - DAY 104

Lilly struggles. The Doctor looks at the bottle.

DOCTOR

Damn!

He grabs a squeeze bottle of water.

DOCTOR (CONT'D)

I'm sorry! Calm down, I'm going to flush your eye out with water! Open your eye!

Lilly struggles, the Doctor finally manages to get a lid-lock on her right eye, its mechanism pulling her lids apart. He flushes her eye with water.

EXTREME CLOSEUP - LILLY'S RIGHT EYE

Lids part. The eye is blood-red, engorged and throbbing, and from somewhere deep inside it begins to glow!

THE DOCTOR

freezes as he sees the glow, mouth ajar.

(CONTINUED)

KAWHAM!

The door of the room BLASTS open, revealing Mara, and CAMERA SWEEPS ACROSS THE ROOM, INTO a CLOSEUP of Mara, her black eyes beginning glow from within.

THE DOCTOR

turns, stares at Mara, his face slackens, collapsing as his will is drawn out of him. Slowly, the Doctor turns, picks up that second bottle he mistakenly used on Lilly's eye, opens it, and lifts it, pouring the contents into his eye, SCREAMING, unable to stop!

105 EXT. MIDWICH STREET - DAY

105

An ambulance ROARS down the street, its siren BLARING. CAMERA PANS WITH ambulance, TO Reverend George watching it. The Reverend now wears an expression of loathing.

106 EXT. MIDWICH CLINIC - LATE AFTERNOON

106

As PARENTS come up, The Children are standing together in a silent group. Lilly's eye is covered with a patch.

Lilly automatically takes her parent's hand, as do the others. And as each family walks away, not a word is spoken between parents and children.

Reverend George stands to the side talking with Susan. His son Isaac waits with the other children.

REVEREND GEORGE

How's the doctor?

Susan fishes around in her labcoat for a cigarette...

SUSAN

Severe corneal scarring. Most likely permanent blindness.

REVEREND GEORGE

How did it happen?

SUSAN

--He doesn't remember much. It'll be listed as an accident.

(CONTINUED)

REVEREND GEORGE
It was the Children.

SUSAN
There's no proof of that.

REVEREND GEORGE
What I want to know is, are the
people in this town safe?
(looks at the Children)
What are they gonna do to us?

Alan's station wagon pulls up in b.g. As Alan gets out,

REVEREND GEORGE (CONT'D)
(whispers, re: Alan)
Look what happened to Doc's
wife. --They say he found her.

ALAN

walks toward the Children. There is a deep sadness in him.
Jill, looking around for David, sees Alan.

JILL
Alan...

ALAN
Hi.

JILL
I'm so sorry.

ALAN
At least you have the courage
to talk to me.

Jill looks at another parent who sullenly looks away.

JILL
It must be terribly hard for
you now.

ALAN
I don't know which was worse,
watching Barbara in some kind
of pain I couldn't cure, or the
betrayal I feel that she's left
me to face this alone.

(CONTINUED)

JILL

Betrayal?

ALAN

She obviously made her choice.
Maybe we should just leave it
at that. Thanks for asking.

JILL

Look, --I have a favor to ask.
The Children, --they don't
belong in regular classes.
It's totally disruptive, the
other children can't learn...

(Alan waits)

--I was wondering whether you
would conduct classes for them.
They respect you, I think.

ALAN

(snorts, bitterly)
What could I possibly teach
them that they don't already
know?

JILL

--Humanity, perhaps...

Alan stares at her a beat, then turns toward the Children,

ALAN'S POV OF THE CHILDREN

They stand, stone-faced, clustered together.

JILL (CONT'D)

--Feelings.

ALAN

turns back to Jill and shakes his head. The trace of a
bitter, sardonic smile turns the corner of his mouth. Jill
calls after him as he heads off toward the Children...

JILL (CONT'D)

(calling after him)

We have to try. We owe them
that...

(CONTINUED)

ALAN'S POV - MOVING TOWARD THE CHILDREN -

PUSH IN toward the Children, TOWARD Mara, she stares INTO LENS with her cold metal-black eyes...

ON ALAN

ALAN
(smiling weakly)
Hello, Sweetheart.

SUSAN

approaches Alan as Mara gets into the car.

SUSAN
How are you, Alan?
(no response)
I need you on this project.
Please come back.
(still no response)
At least consult with me. Look
at their last round of tests,
the psychological exams...

But Alan wordlessly gets in his car, and pulls away from Susan. He slows as he passes Jill. There is a pleading in Jill's eyes. Alan drives off with Mara.

JILL'S POV -UP THE STREET

THE CAMERA follows Alan's car, and then PICKS OUT David ambling toward us down the street.

107 INT. MCGEE HOUSE - AFTERNOON

107

Jill is putting away a few groceries when she's brought up short by a piano playing "The Haunting Melody."

LIVING ROOM

David sits at the piano, playing The Melody. Jill emerges from the next room with an expression of profound wonder. David pauses and, still examining the keyboard, responds to Jill's thoughts.

(CONTINUED)

DAVID
I watched you.

JILL
--May I play with you?

David looks puzzled as Jill sits next to him on the piano bench and nods for David to begin playing, then she joins in with a bass counterline to the melody.

David's eyes close and his head tilts back, but he continues to play, letting the two counter melody lines wash over him. When they reach the end of the passage they pause, and David opens his eyes and smiles at Jill. They share something now. But there is a faint sadness to Jill's smile.

DAVID
It reminds you of him.

Jill nods. David stares off at the ceiling, lost in his own memory of someone. Jill begins to play again, and David's fingers automatically join in.

But the moment is interrupted by an off screen voice.

MARA (O.S.)
David!

POV - THROUGH LIVING ROOM WINDOW

Mara and several other Children peer through the window.

DAVID
turns to Jill...

DAVID
(almost sadly)
I have to go.

Jill begins to play again, and for a moment, David plays along... Then, as though responding to a stern command, David pulls his hands from the keyboard and repeats...

DAVID (CONT'D)
I have to go!

Jill looks at David, projecting her own thoughts, a potent combination of Mother Love and sadness.

(CONTINUED)

JILL
I'll miss you.

David hesitates a moment, then tears himself away.

108 INT. CHAFFEE BEDROOM - NIGHT

108

Hall light spills in through the door. Alan lies in bed holding Barbara's robe, feeling the material. Mara's shadow appears over him from the doorway. Alan looks up.

MARA,

silhouetted in the doorway, stares at him.

MARA
There are going to be changes.

After a beat Mara walks off down the hall.

MOVE IN CLOSE ON ALAN,

in so much pain he has all but shut down. He holds Barbara's robe to his face, until tears form in his eyes...

ALAN
God, help me. Please, help.

109 INT. JILL'S HOUSE - DAVID'S BEDROOM - NIGHT

109

Jill ENTERS, looks at David in front of a mirror putting on his pajamas. Jill crosses to him. David does not turn as she takes a brush and runs it through his hair.

David takes the brush from her, combs his hair himself.

DAVID
(reads her thoughts)
There's no need for you to
become emotional. I'm old
enough to do things for myself.

David puts down the brush, gets in bed. Jill hesitates a moment before sitting down on the bed beside him.

JILL
Do you want to talk about what
happened today at the clinic?

(CONTINUED)

DAVID

--Why should I be experiencing emotion at this moment?

(before Jill answers)

What is that word you're thinking? --What is 'empathy'?

(reads her mind)

So, if I have felt pain, I should be able to identify with others who feel pain.

JILL

Yes.

David stares at the ceiling; something troubles him. Jill is quiet. She smooths his hair with her hand comfortingly. David shoots her a hard look. Her affection has disturbed his reverie. She takes her hand from his head and stands to leave.

JILL

(crisply)

Goodnight, David.

DAVID

(remorseful)

No. Wait.

Jill sits back down next to him.

DAVID (CONT'D)

What does that song mean?

JILL

Mean? Songs don't have to mean anything, Honey. They're like feelings that you can hear. Happy feelings, or sad, longing feelings, --even angry feelings. Songs are like people, like you and me.

She kisses his forehead tenderly and leaves David pondering something he can't understand.

110 EXT. ARMY BASE - DAY

110

Silent, brooding. APPROACHING CRUNCH on the gravel road as the Children walk past the empty guard post.

(CONTINUED)

REVEREND GEORGE (V.O.)
 God said, 'Let us make man in
 our image, after our likeness'.

The Children walk toward the low munitions barracks now
 run-down, paint peeling, windows broken, boarded-up.

REVEREND GEORGE (V.O. CONT'D)
 'Image' does not mean the outer
 image, or every statue or
 photograph would be man.

111 INT. MUNITIONS BARRACKS HALLWAY - DAY

111

Sunlight filters through cracks on the cob-webbed walls.
 The Children walk slowly, peering into every room.

REVEREND GEORGE (V.O. CONT'D)
 It means the inner image, the
 spirit, the soul.

112 INT. CHURCH - DAY

112

Reverend George preaches to only a handful, including Alan,
 Jill, and Melanie's parents. Sarah stares off, glazed,
 rocking slowly.

REVEREND GEORGE (CONT'D)
 And so we gather here today to
 remember the inner beauty of
 one who lost her hold. Melanie
 Roberts somehow lost that image
 of herself as a creature made
 in God's bountiful spirit.

Alan appears deep in his own thoughts, yet listening...

REVEREND GEORGE (CONT'D)
 But what of those in our midst
 who do not have individual
 souls or spirits? --They have
 one mind that they share
 between them, one spirit. They
 have the look of man, but not
 the nature of Humanity.

Alan and Jill exchange a look between them.

113 INT. MUNITIONS BARRACKS - NURSERY - DAY

113

The Children enter, stop, look around. CAMERA PULLS UP to a HIGH ANGLE, as the Children start to move...

Suddenly, we realize they have arranged themselves in 4 rows of 5 --the exact way they were placed on the night of their birth. There's a space for the missing child.

114 EXT. MIDWICH CEMETERY - DAY

114

Alan pauses to look across the windswept crest to SEE...

ALAN'S POV - DAVID

alone in the cemetery, scanning the gravestones. Beyond him the Pacific ocean, vast, and dark, stretches to the horizon.

CLOSER - DAVID

as Alan approaches...

ALAN

What're you doing here, David?

DAVID

Looking for the baby.

Alan regards David for a moment. There is something about him that is different from Mara and the others.

DAVID (CONT'D)

(reads his mind)

The one who was born with us.
The one who died.

ALAN

Who told you about that?

(David shrugs)

There's no baby here. She was taken away.

DAVID

Where?

ALAN

I don't know. --Do you have any memory of her?

(MORE)

(CONTINUED)

ALAN (CONT'D)

(David shrugs)

But it bothers you?

(David nods)

It hurts to lose a loved one.

DAVID

She was to be with me. We were
to be together.

ALAN

How do you know this?

David stares up at him.

DAVID

You've lost someone too.

Alan nods, takes a couple steps, stops in front of
Barbara's gravestone. Finally David moves tentatively over
to Alan, stands beside him...

... and then, strangely, David moves his hand to Alan's.

CLOSE ON HANDS

David unconsciously slides his fingers into Alan's palm.

ALAN

looks at David, stunned at this display of warmth.

DAVID

Reading Alan's thoughts, removes his hand. Jill hurries
toward them in b.g.

JILL

David, where have you been?

(to Alan)

I'm sorry...

ALAN

David --your mother has someone
here too.

David steps away from them, stares out to the ocean...

ALAN (CONT'D)

Someone she loved very much.
And just like us, she lost him.

(CONTINUED)

DAVID

(reads Alan's mind)

No. --He is not my father.

Jill immediately bends down, grabs David.

JILL

Frank McGee is your father!

DAVID

No.

JILL

(grabbing David harder)

He was your father! Don't you
ever try to tell me he wasn't!
Do you understand? Don't ever
say that to me again...!

ALAN

Jill...

Alan puts his hand on Jill's shoulder. She releases David,
who stares at her for a moment, then slowly walks away from
them toward the cliff.

JILL

(crying)

God...

Alan puts his arms around her... and for a brief moment,
they hold each other.

ALAN

Jill, I've been thinking. I'll
teach them. --I'll try.

Jill looks at him. Alan looks down at Barbara's grave.

ALAN (CONT'D)

I have to get on with living.
(his eyes follow David)
And perhaps there is some
chance to help.

115 INT. SCHOOL HALLWAY - LATE AFTERNOON

115

The Children walk solemnly, FOOTSTEPS ECHOING, past the
janitor's closet.

(CONTINUED)

CARLTON

squats in the tiny room having a quick shot. His lip curls as the Children walk by his open door.

116 INT. SCHOOL LIBRARY - LATE AFTERNOON

116

Alan is writing on the board as the Children file in and seat themselves in their special order. Alan turns.

ALAN

Congratulations. It seems you have been deemed special enough to have your own special class. --Unfortunately, I'm the best they could do for a teacher. Not too special, eh?

THE CHILDREN

stare blankly, missing his self-deprecating humor.

ALAN

ALAN

Yes, well, --What on Earth can I possibly teach such bright young students? How about human physiology? That at least, is something I know about. --Does anyone know how the eye works?

THE CHILDREN

exchange looks for a beat, then Bruno...

BRUNO

Do you mean, 'how do we see' or...?

ALAN

Or? What else can the eyes do?

BRUNO

The eyes are...

(CONTINUED)

MARA

(interrupts)

"The eyes are the windows of the soul."

ALAN

Very good, Mara, I see you've been reading my Proverbs, but I was asking Bruno.

BRUNO

(hesitates)

--"The eyes are the windows of the soul."

ALAN

All right. If you'd rather discuss philosophy than physiology, let's talk about the soul...

Alan sighs as the intercom buzzes.

JILL

Alan, I'm sorry to disturb you. Could you come to my office?

ALAN

(to Children)

While I'm gone, why don't you each take a volume of the Encyclopedia and learn a little something about your culture.

Alan exits and The Children pass around different books of the Encyclopedia and begin speed-reading.

CARLTON

appears and watches through the door, leaning on his broom. He's been hitting the bottle hard.

The Children stop reading in unison and turn toward him.

CARLTON

(slurred)

I know your game. I know what you're up to.

117 INT. JILL'S OFFICE - LATE AFTERNOON

117

Jill and Alan talk quietly, in the late afternoon sun.

ALAN

...He must have been told about
the Roberts girl. --It just
isn't possible that he could
have a memory of that night.

JILL

And why would David say Frank
is not his father?

ALAN

--Sometimes I wonder if I'm
Mara's.

118 INT. SCHOOL LIBRARY - LATE AFTERNOON

118

Carlton ENTERS the library brandishing the broom.

CARLTON

Ever since you got here I been
watchin'. --Watchin' people
move out of this town, watchin'
things die...

The Children rise from their tables in unison, stand like
statues watching Carlton.

CARLTON (CONT'D)

You ain't right, none of ya!
An' pretty soon somebody's
gonna do somethin' 'bout it...!

Carlton puts the broom up against his shoulder like a rifle
butt, and moves toward James, jabbing the handle at him,
stopping just short of James' face. James doesn't blink.

CARLTON (CONT'D)

I don't like the way you're
lookin' at me, boy.

(jab, jab)

I got me a gun, too.

(jab, jab)

The other Children watch without expression.

(CONTINUED)

CARLTON (CONT'D)

And I ain't the only one.

(jab, jab)

Maybe one day somebody's gonna
get up on a roof and pick you
little bastards off one by one.

Carlton misjudges the last jab and hits James in the
forehead with a stinging WHAP!

James doesn't react. His fingers move to the spot on his
forehead.

Now the other Children glare at Carlton...

...and Carlton glares back, staggering slightly...

CARLTON

(to James)

Whatsamatter?! Go ahead --
ain't you gonna bawl like all
the other little pissants?

(silence)

Go ahead --do somethin'!

THE OTHER CHILDREN

now stare at Carlton with blood-red eyes, a soft glow deep
inside each...

CARLTON

backs up, until he's pressed against the opposite wall of
large, opened windows --but his feet don't stop! He moves
backwards like a wind-up toy stuck against a wall.

CARLTON'S FACE

is slack. There's nothing he can do as he's forced over
the window sill. His eyes are filled with horror.

AS CARLTON'S FEET

churn in reverse, he rises up, broom still in his hands,
and falls backward out of the open second floor window!

119 EXT. SCHOOL - LATE AFTERNOON - LOW ANGLE 119

Without making a sound, Carlton plummets toward...

120 INT. A PARKED CAR - LATE AFTERNOON 120

as Carlton SMASHES through the windshield, spraying the white upholstery with an explosion of blood!

121 EXT. PARKED CAR - LATE AFTERNOON 121

Carlton's torso is inside the car, his legs sticking out askew over the hood. He is impaled on his push broom.

AS JILL AND ALAN

run out of the school. Jill stops abruptly, hands clamp over her mouth, stifling a scream.

Alan moves to the car, looks inside, checks Carlton's vital signs --he's dead. Alan steps back, looks up...

ALAN'S POV - THE OPEN WINDOW

on the second floor.

122 INT. THE LIBRARY - LATE AFTERNOON 122

Alan races into the empty library. The Encyclopedia is put away, the chairs neatly pushed under the table. It's as if no one has been in the room. Alan crosses to the window, looks down...

ALAN'S POV - LOOKING DOWN FROM THE WINDOW

VILLAGERS gather around Carlton's impaled body. TILT UP down the road to SEE The Children strolling calmly away.

123 INT. JILL'S HOUSE - NIGHT 123

Jill is upset. Callie embraces her comfortingly.

CALLIE

Will you listen to me? Don't
go in tomorrow.

(CONTINUED)

JILL
I'm OK --really. I mean, we
all knew he had a problem...

From an upstairs bathroom HEAR RUNNING WATER.

CALLIE
(whispers)
And what if it wasn't an
accident?

JILL
What...?

CALLIE
I mean Barbara, Melanie...

THE RUNNING WATER STOPS.

CALLIE (CONT'D)
I'd better go.

Callie heads for the front door, as David ENTERS...

DAVID
He had apparently been
consuming alcohol, and fell
from the library window.

Callie hesitates at the door.

DAVID
(reading Jill)
I didn't know him very well.
--I don't feel anything about
him.

JILL
(tears well up)
Why not? --I know you feel
emotions! I know it!

Callie lets herself out of the front door.

124 INT. SUSAN'S OFFICE - NIGHT

124

Alan and Susan sit talking in the darkened office...

(CONTINUED)

ALAN

My daughter was involved. The Children did it, I'm certain.

--What are they, Susan?

(beat)

David McGee has a memory of the Roberts baby.

(Susan reacts)

Who told him? --You?

SUSAN

--I'd originally thought they might be some form of mutation, an abrupt evolutionary jump. It was their communal consciousness.

(beat)

But it could never explain the blackout or the mass pregnancies.

ALAN

Then where are they from?

SUSAN

--Midwich is not the only colony of such children.

(Alan's stunned)

In a township in Northern Australia, 30 infants were born in a single day --but all died within 10 hours of birth.

Susan unlocks a file cabinet, rummages around inside...

SUSAN (CONT'D)

In an Inuit community outside Anchorage a group of 10 children were born. There were 20 births in a small village near the Turkish-Iranian border. Each location was remote, isolated --and each had a blackout the same as Midwich.

ALAN

How long have you known...?

SUSAN

(ignores this)

As I see it, 3 possibilities.

Number 1: parthenogenesis.

(MORE)

(CONTINUED)

SUSAN (CONT'D)

Development of a fetus without fertilization.

(off Alan's look)

--I don't buy it either.

Susan finds what she has been looking for: a key.

SUSAN (CONT'D)

Number 2: we know the CIA slipped high dosages of LSD to men without their knowledge so they could study the effects of psychotropes on gene structure.

(beat)

Maybe the government engineered the blackout and artificially inseminated your women with super-sperm.

(a grin)

First they knocked 'em out, then they knocked 'em up.

ALAN

(a look)

And, number 3?

SUSAN

--Zenogenesis, implantation. The production of an offspring unlike that of the parent, or should I say, Host?

125 INT. CLINIC HALLWAY - NIGHT

125

Susan unlocks the padlocked door that leads to the clinic basement. Alan follows her down...

126 INT. CLINIC BASEMENT - NIGHT

126

Dark. Susan and Alan descend the stairs. At the bottom, Susan hits a light switch, and the small, musty room is filled with light.

CAMERA MOVES IN ON Alan as he stares at something o.s. We never see what it is, but from the expression on his face, we're really not certain if we want to.

SUSAN

Come back to the project, Alan. It's not a matter of protecting your daughter. As you can see, it goes far, far beyond that.

127 EXT. REAR OF CLINIC - NIGHT

127

As Alan unlocks the station wagon, devastated, in shock.

SUSAN

Keep this in the back of your mind. Don't think about it around the Children. --Don't let them know you know.

ALAN

Why didn't you warn us?

SUSAN

I couldn't. --Believe me, Alan, I couldn't. --If anyone else knew, the Children would know. I spent years building this wall around it, hiding it so they couldn't read what was in my mind.

Alan looks out at the night sky...

SUSAN (CONT'D)

But as their powers grow stronger, they keep looking deeper and deeper.

(moves closer to him)

Please, Alan. I need your help.

Susan moves close to Alan, almost intimately.

SUSAN (CONT'D)

Come back to the project.

But Alan gets into his car without a word, SLAMS the door. Susan watches expressionlessly as he drives off.

128 EXT. CHAFFEE HOUSE - NIGHT

128

Alan's station wagon pulls into the driveway. Only a few lights are on in the house.

CLOSE - ALAN

as he gets out, stares at the house, fear in his eyes. Finally he takes a breath and tries to clear his mind.

129 INT. CHAFFEE STUDY - NIGHT

129

Alan ENTERS, only to stumble over several suitcases lined up by the door.

130 INT. MARA'S ROOM - NIGHT

130

Mara finishes packing a suitcase. Alan appears in the doorway behind her. She speaks without turning to him.

MARA

We've made our decision.
Discussion will not change our
plans.

Enraged, Alan starts toward her. Mara spins around, her eyes wide, staring into his. Alan comes to a dead stop.

MARA (CONT'D)

We will live together in the
old army base outside of town.
You will bring us supplies. --
You can't stop us, you know.
Don't try.

(reads his mind)
You've been discussing us with
Dr. Zerner. --What did she
tell you?

Alan is rigid, trying to hold his thoughts in check.

MARA (CONT'D)

(trying to read him)
You're hiding something.

131 EXT. ARMY BASE - NIGHT

131

Headlights appear, the same stream of cars as the night the Children were born. The caravan ENTERS the old base.

132 EXT. MUNITIONS BARRACKS - NIGHT

132

Cars pull up and let off Children with their suitcases.

133 INT. JILL'S CAR - NIGHT

133

Jill stops at the barracks. David gathers his stuff.

(CONTINUED)

JILL
I'm not letting you go.

DAVID
(resigned)
You haven't been given an
option.

JILL
Have you?

David looks at her for a beat, then opens his door. Jill
reaches out to him...

JILL (CONT'D)
You don't always have to do
what the others tell you.

DAVID
We are the same.

JILL
No. --You're not! You're
David! You're different!

But David gets out of the car, opens the rear door, and
takes his suitcases. Tears in her eyes, Jill watches him
join the other Children at the barracks entrance.

134 EXT. ROAD OUTSIDE ARMY BASE - DAY

134

2 of the Children, Lauren and Edward, walk along the
overgrown road just outside the army base. As they
approach a turn, Lauren hears the SOUND OF A CAR ENGINE
behind them. She and Edward look back...

THEIR POV - A PICKUP TRUCK
comes toward them...

LAUREN AND EDWARD

as the pickup rolls to a stop next to them. Inside is Ben
Blum. He rolls down his window, leans out...

BEN
I've come to get Julie. Where
is she?

(MORE)

(CONTINUED)

BEN (CONT'D)
(no response)
At the base?

The Children are silent.

BEN (CONT'D)
Fine.

Ben pulls away, disappears around the corner.

135 INT. BEN'S PICKUP - DAY - MOVING 135

Ben grips the wheel, stares ahead...

BEN'S POV - THE ROAD AHEAD - MOVING

Three of the Children can be SEEN directly ahead about 10 or 15 yards --when suddenly ANNE steps out from tree into the road, right in front of the pickup!

136 INT. BEN'S PICKUP - DAY - MOVING 136

Ben cranks the wheel, hits the brakes!

137 EXT. ROAD -DAY 137

As the pickup SCREECHES, burning rubber, stops inches away from Anne.

BEN

leaps out, and rushes to the Child he almost struck. He reaches for Anne, but she backs away from him.

BEN
Are you all right! --I'm
sorry! You're OK, aren't you?

ANNE
Julie doesn't want to come with
you.

Ben jumps up angry!

BEN
Damn it! I don't care what
Julie wants! Her mother's
frantic! I'm bringing her home!

(CONTINUED)

MARA AND SEVERAL OTHER CHILDREN

suddenly appear along the road, raise their eyes toward Ben. Their expressionless black eyes begin to glow...

BEN

stops, frozen. He breaks into a heavy, beaded sweat.

MARA

Her eyes dance with an inner fire..

BEN

climbs in his pickup and ROARS off down the road.

138 INT. PICKUP - BEN - MOVING - DAY

138

Ben's face is a frozen mask, his eyes almost exploding.

BEN'S POV - THRU FRONT WINDSHIELD

An abandoned, rotted army Jeep sits off to the side of the road. The pickup is heading right for it...

THE CHILDREN'S EYES AGLOW

139 INT. PICKUP - BEN - MOVING - DAY

139

Hurtles forward, engine RACING, faster and faster!

BEN'S POV - THRU FRONT WINDSHIELD

The abandoned Jeep looms toward CAMERA, FILLING FRAME...

KABLOOM!

Flames shoot into the sky, but Ben's pickup keeps moving, careening through the woods engulfed in fire!

140 INT. PICKUP - MOVING - DAY

140

Ben, the cab, the seat --all on fire! Through the flames, SEE Ben's eyes staring mutely in horror.

THE FLAMING TRUCK

heads toward A HUGE ROCK! The pickup SLAMS into the rock and EXPLODES in a fiery holocaust.

141 EXT. MIDWICH MAIN STREET - CLINIC - DAY

141

The town's SIREN BLARES. Alan looks out to see a plume of smoke rising in the distance. VOLUNTEER FIREMEN jump into their cars and peel off, HORNS HONKING.

Alan quickly heads for his station wagon, as a VILLAGER in overalls and a faded, sweat-stained cap rushes by...

VILLAGER

Some kinda big accident, Doc,
out by the base...

Alan is climbing in, when Susan waves at him from the steps of the clinic, hurries across to him.

SUSAN

Alan, --I just got a call.

(whispers)

The other towns with blackout
Children --have been destroyed.

ALAN

All of them?

SUSAN

(nods)

And everyone in them. Children
and adults. The governments
gave no warning. They couldn't
evacuate without the Children
knowing what was happening. In
one village they used low-level
nuclear weapons.

ALAN

What about Midwich?

(CONTINUED)

SUSAN

I've been told to pack and get out. I'm leaving tonight.
--Get out, Alan. As soon as you can.

Susan turns and runs back for the clinic.

142 EXT. WOODS - DAY

142

VILLAGERS and FIREMEN try to put out the wreckage of Ben's burning truck with hoses and fire extinguishers.

143 INT. MUNITIONS BARRACKS - DAY

143

The Children sit in groups at small tables, reading books. In another room, SEE their cots set up.

Alan ENTERS, strides into the room, and the Children's eyes move to him as he comes to a stop.

ALAN

Another man is dead!

MARA

We must protect ourselves.

(reading his mind)

Sooner or later you will try to destroy us.

ALAN

If you continue to do this, yes, people will hate you, and take revenge.

Alan scans the Children, looking for something in their expression to connect with --but sees nothing. Finally he looks down at his own daughter...

ALAN (CONT'D)

Do you hate me so much, Mara?

MARA

It isn't a matter of hate. It is a biological obligation.

(reads his mind)

You're thinking of what happened to the others.

Alan fights to control his thoughts...

(CONTINUED)

MARA (CONT'D)

Then our actions shouldn't surprise you. We have to survive, no matter what the cost. We are the only ones left now.

ALAN

I'm not convinced that there can be no agreement between us. --Can't we just live together?

MARA

If we co-exist, we shall dominate you --that is inevitable. Eventually you would try to eliminate us.

ALAN

Why do you think that?

Mara looks at Alan as if he's a pathetic fool.

MARA

You are strong numerically, but mentally undeveloped. We are mentally strong, but physically weak. We are all creatures of the life-force. Now it has set us at one another, to see who will survive.

ALAN

A cruel sport...

MARA

Life is Cruelty. We all feed on each other, exploit each other, in some way, to survive.

ALAN

I disagree. --Adaptation is the key to survival, cooperation, symbiosis, --compassion.

MARA

(reads his mind)

Why do you think your own survival depends upon emotion from us? Should we pity you? Empathize with your plight?

(CONTINUED)

ALAN

(LOUD)

You should FEEL! Period!

(to the circle)

Without feelings, you are only second-rate mimics of a higher organism.

(to Mara)

Yes, a higher organism. We are your superior in our capacity to love. Without compassion you are a doomed species.

MARA

Emotion is irrelevant. It is not our nature.

CAMERA PUSHES IN ON DAVID

still seated at his table, listening, something pulling at him from inside.

ALAN

sees David's reaction, as does Mara...

ALAN

You are not entirely correct. In some respects you are my child. You developed inside a human mother. Were born as a human is born.

MARA

Still, you are aware of the other colonies --so you must be, in some basic sense, aware of who --what we are.

ALAN

Yes.

MARA

So the question becomes --with your knowledge of us, should you be allowed to live?

(reads his mind)

You're suddenly thinking of an ocean. Why?

(CONTINUED)

Startled, Alan turns away from his daughter...

MARA (CONT'D)

You are blocking your thoughts
rather effectively with this
image.

No response from Alan, as he gathers himself...

MARA (CONT'D)

We must leave here. Spread
out, disperse. Soon we will
have reached a stage where we
can form new colonies.

(beat)

We shall choose you after all.
--You will arrange a method of
getting us away from here.
Find families spread across the
country who will take us in.

ALAN

Suppose I refuse?

MARA

You are a prisoner of your
values. --And you won't be
able to deceive us --you know
that, don't you...?

(beat)

Father?

ALAN

(quietly)

Yes, Mara, I know that.

MARA

Make your arrangements. We
must leave tonight.

The Children take their seats and begin reading quietly.
Alan waits several beats, finally heads for the door.

POV - THRU RIFLE SCOPE

Through the cross-hairs, SEE Alan EXIT the barracks, walk
to his car, get in, drive away.

A BEAT LATER, the sight SWINGS to catch David coming out a
side door, walking around behind the barracks.

144 EXT. BEHIND MUNITIONS BARRACKS - CHAIN-LINK FENCE - 144
DAY

David walks to the spot where the pathology van once stood.
Soon Mara emerges from the barracks, follows him.

MARA
You're thinking about the one
who died.

DAVID
She was to be my partner.

MARA
(reads his mind)
Yes, it's true --without a
mate, you are of less
importance to us. --And your
development of emotions is
disturbing.

David turns to look into Mara's eyes.

MARA (CONT'D)
(reads his mind)
We can't leave you behind,
David. --It is time we
resolved this.

POV THRU RIFLE SCOPE

The cross-hairs SWING, then STOP on David and Mara, HOLD on
them. David is in the center of the reticle.

REVEREND GEORGE

crouches behind a tree, aiming a high-powered scoped rifle.
Behind him, SEE shadows move across the ground.

ALEXIS, MICHAEL, NANCY AND BRUNO

stand a few feet away. Their eyes, bright, glowing.

CLOSE ON REVEREND GEORGE

His hands tremble. His face breaks into a sweat. His eyes
open and close. Finally he turns to see...

(CONTINUED)

THE CHILDREN - EYES GLOWING

REVEREND GEORGE

tries to swing the rifle around on them, but he continues on to aim at his own face...

HIS FINGER

loops around the trigger, tightens...

THE EYES OF THE CHILDREN - GLOWING

REVEREND GEORGE

slides the muzzle into his mouth. His eyes glisten in helpless terror... PUSH IN on the trigger, as it squeezes -- BLAM! The CRACK of the rifle FILLS THE SCREEN.

145 EXT. MIDWICH MAIN STREET - NIGHT

145

Angry VILLAGERS mass near Toby's Feed Barn carrying axes and bats. Their VOICES are a mixture of pain and rage.

MIDWICH CLINIC - SUSAN

watches the crowd from the front door, as Technicians hurriedly load boxes, files and equipment onto trucks.

SARAH

mad as a hatter, babbles in the throng.

SARAH

'Look on every one that is proud, and bring him low; and tread down the wicked where they stand...

THE CLINIC

A Technician rushes up to Susan carrying a box of files.

(CONTINUED)

TECHNICIAN
This is the last of it.

SUSAN
All right. Get going.

The Technician races to a truck and jumps aboard as it pulls out of the clinic parking lot.

THE TRUCK

pushes through the growing, furious crowd as it erupts with an almost ANIMAL SOUND.

SARAH
(fevered)
'Hide them all in the dust
together, bind their faces in
the world below. --Then will I
also acknowledge to you --that
your own right hand can give
you victory!'

146 INT. MIDWICH CLINIC - NIGHT

146

Susan steps inside, shuts the door. As she heads back down the hallway... WHAMMO!

Mara stands there, staring at her. Also David, Robert, Alexis and Michael.

SUSAN

terrified...

SUSAN
I... have to talk to you. --I
can help you...

MARA'S EYES

suddenly glow blood-red!

SUSAN'S FACE

is outwardly calm, but her eyes radiate sheer terror.
Beads of sweat pour down her forehead.

147 EXT. MAIN STREET - NIGHT

147

Jill's car SKIDS to an awkward stop. She gets out...

JILL'S POV - THE CROWD

advances down main street. A lynch mob. A couple of MEN grab 2X4s, and wrap cloth around them for torches.

CAMERA MOVES WITH JILL

as she dashes into the street, up to the wild-eyed Sarah leading the mob...

JILL

Sarah, no!

But Sarah's totally gone -- beyond reach. Jill watches her stalk forward, unhearing.

JILL (CONT'D)

(to the others)

Stop! You've got to stop!

And all of a sudden they do! Jill turns, SEES...

14 CHILDREN

block the street, like little statues. Tiny sentinels. Their faces are immobile, wind tousled hair.

CLOSE ON THE PADLOCK

on the door to the clinic's basement.

148 INT. CLINIC HALLWAY - NIGHT

148

Susan unlocks it and slowly opens the door. She starts down the stairs, Mara, David and the other Children follow.

149 INT. CLINIC BASEMENT - NIGHT

149

Susan reaches the bottom of the stairs, turns on the light. The Children follow behind her, stop, stare o.s.

(CONTINUED)

DAVID

moves forward from the others...

DAVID'S POV - LARGE GLASS JARS

filled with strange-looking internal organs floating in preservative.

CAMERA MOVES INTO DAVID'S FACE

as he finally SEES....

DAVID'S POV - JUST PAST A STAINLESS STEEL AUTOPSY TABLE

inside a sealed, transportation box, frozen by cryogenic hoses and tubes, is the Roberts baby.

Black almond eyes stretch around an oversized head. It is small, shrunken, a large incision down its chest. The fingers are small, with only 4 digits. It is grey in color, and definitely not of this Earth.

150 EXT. MIDWICH MAIN STREET - NIGHT

150

As someone in the crowd hands Sarah a blazing torch, she steps forward toward her son Isaac.

SARAH

'Hast thou eyes of flesh?
Doest thou see as man sees?'

ISAAC'S EYES - BEGIN TO GLOW

JILL

rushes back to Sarah...

JILL

Sarah!

Sarah continues to advance, her face in the flickering torch light. She stops in her tracks. Beads of sweat appear. The torch burns just inches from her hand.

(CONTINUED)

Jill freezes a few feet behind Sarah, her face slack.

ISAAC AND THE OTHER CHILDREN - EYES AGLOW

THE VILLAGERS

horrified, unable to move or utter a sound.

SARAH

receives the full impact of Isaac's will. Slowly, her hand, which holds the torch, opens. The torch falls to her feet, CAMERA PANNING IT DOWN.

At once the flames begin to lap against Sarah's skirt.

ISAAC - EYES BLAZING

SARAH

--the flames engulf her clothes. She continues to stand immobile --and then she becomes a pillar of fire!

JILL

stands helpless, her eyes welling with tears.

WIDE SHOT

A still life. The VILLAGERS on one side, the CHILDREN opposite. Sarah's fiery torso topples over into the street.

151 INT. CLINIC BASEMENT - NIGHT

151

Susan climbs up on the autopsy table and lies on her back. A scalpel lies, glinting wickedly, right next to her face.

The Children move around the table --except for David, who stands transfixed by the sight of the alien infant.

MARA

moves in close over Susan. Her eyes glow.

(CONTINUED)

SUSAN'S LEFT HAND

slowly moves up to the top of her shirt, then with a sudden violence rips it open.

SUSAN'S RIGHT HAND

reaches over, grasps the scalpel, places the blade tip just beneath her collarbone on the far left side. Blood starts to bead around the tip.

SUSAN'S FACE,

trapped, helpless --as the scalpel blade cuts a slow arc beneath the collarbone, leaving a thin red line before stopping at the opposite side.

DAVID

backs up against a far wall, watching...

SUSAN

surrounded by Children whose eyes glow blood-red.

WE TRACK THE SCALPEL BLADE

as it slowly rises, hovering, moving just above the soft topography of Susan's belly.

SUSAN

Something clicks behind her eyes --it is a flash of the most profound terror imaginable.

THE SCALPEL BLADE

plunges down o.s. into Susan's stomach, and though we do not see it, HEAR the blade begin to RIP upward, right through the middle...

(CONTINUED)

THE CHILDREN

step back from the table, slowly turn, stare at David, aware that he didn't join in. Nothing is said.

152 EXT. ISOLATED WAREHOUSE - NIGHT

152

A sign reads: 'BUILDING AND CONSTRUCTION SUPPLIES'.

At the rear of the large warehouse, Alan swings a sledgehammer against a padlocked gate. On the third blow, the lock pops and the high, chainlink gate swings open.

Alan disappears inside and emerges a moment later hefting a mysterious crate.

A SIREN WAILS distantly. Alan looks up in a paranoid flash, then loads the box into the rear of his car.

153 EXT. MIDWICH MAIN STREET - NIGHT

153

An armada of vehicles --State Police cruisers, ambulances, trucks, buses-- BLASTS into Midwich.

The scene is Pandemonium! Villagers dash about SCREAMING. Thick smoke fills the air. In the street Sarah's charred body lies covered with a smoldering blanket. Cruisers and ambulances pull up. TROOPERS disperse the crowd.

154 EXT. REAR OF CLINIC - NIGHT

154

Alan's station wagon SCREECHES to a stop. Alan jumps out, ENTERS the already open rear door of the clinic.

155 INT. CLINIC HALLWAY - NIGHT

155

Alan hesitates before the open door to the basement. Then he slowly descends the stairs.

156 EXT. SCHOOL - NIGHT

156

In the distance we can HEAR the chaos --the SCREAMS. Jill staggers out of her car, CRYING uncontrollably. She runs up the steps of the brick school and fumbles her keys into the door...

(CONTINUED)

...when from nowhere HANDS GRAB HER! Jill SHRIEKS and pulls back, upright... It's Alan.

JILL
(relieved)
Alan! --The Children murdered Sarah...

ALAN
And Susan Zerner.
(off Jill's reaction)
I just found her at the clinic.

JILL
Alan, --the State Police are going out to the base. They're going after the Children. We have to stop them.

ALAN
We can't.

Jill gives Alan a disappointed look.

JILL
I thought you, of all people, understood.

She tries to push by him. Alan grabs her. Jill struggles free. He pulls her back.

ALAN
It's pointless to go out there.
You'll just get hurt.

Jill's look seethes with betrayal.

ALAN (CONT'D)
Don't you see? --They won't be able to stop the Children. It'll just be another blood bath.
(She wrenches free)
Listen to me! --There's another way.

Jill stares at him, catching her breath...

ALAN (CONT'D)
Something happened today. --I was able to block my thoughts from being read by Mara.

(CONTINUED)

JILL

How?

ALAN

By visualizing...

Alan turns, as though engrossed in his thoughts, but...

ALAN REACTS TO...

ALAN'S POV

Jill's keys still dangle from the door lock. Alan surreptitiously slides them out and into his pocket.

ALAN (CONT'D)

I suddenly remembered the view from our house --the ocean. It was why we moved here in the first place, why we fell in love with Midwich...

ON ALAN

as he leans against the old brick building, staring at the bricks...

ALAN (CONT'D)

Barbara and I used to stand on the cliffside. We dreamed our dreams there. Something about being on the edge of land, and right there in front of us was something more powerful than we could ever be. --I don't know, it just came over me. --But they couldn't see past the image. I can deceive them...

ALAN'S POV - THE BRICK WALL

his eyes focus on the color and texture, his fingers move across the surface, as though memorizing Braille.

ALAN (CONT'D)

I'm going out to the base.

(he turns for emphasis)

--Alone.

(CONTINUED)

JILL
(puzzled)
What're you going to do?

Alan moves close and puts his arms around her. Jill's head drops, tears in her eyes. Alan lifts her chin. They kiss.

ALAN
Take care of yourself, Jill.

They separate. Look at each other for a long beat.

ALAN (CONT'D)
You know, there's only one
solution to this.

It takes a moment for his meaning to sink in.

JILL
No! David can be saved. He
isn't one of them, not
completely. He feels!

ALAN
We can't take the risk.

JILL
Alan, no! You can't.

She tries to stop him but Alan pushes by, then turns...

ALAN
I'm sorry, Jill...
(shakes his head)
How did it turn out like this?

Alan disappears into the night as Jill stares helplessly after him.

JILL

opens her purse for her keys, then remembering, turns to take them from the door.

THE EMPTY KEYHOLE

JILL

breaks down in despair.

(CONTINUED)

JILL
Damn you, Alan!

CLOSE ON JILL'S ARM

as she runs her fingers along it, in "Frank's" gesture.

ON JILL

as if drawing strength from the gesture, she straightens, and a look of steely determination narrows her eyes.

JILL
(with conviction)
Damn you!

CUT TO:

157 EXT. ARMY BASE - HIGH ANGLE - NIGHT 157

A STATE POLICE ARMADA --cruisers with their flashers on, 8 MOTORCYCLE COPS, and bringing up the rear, an inmate transport bus ROARS up the gravel road toward the base.

158 INT. MUNITIONS BARRACKS - NIGHT 158

The Children react, put down their books, rise from their tables without sound.

159 EXT. MUNITIONS BARRACKS - NIGHT 159

Kicking up dust, the lead cruiser stops in front of the munitions barracks. 2 STATE TROOPERS jump out.

TROOPER 1

pulls a 10-gauge shotgun from the rack and pumps a round into the chamber.

A GROUP OF CHILDREN

stands silently outside the barracks front door, their eyes already aglow...

(CONTINUED)

TROOPER 1

stares at them, feet spread apart, shotgun at port arms.
Slowly, his face slackens.

TROOPER 2

What're you waiting for? You
got your orders.

Suddenly TROOPER 1 wheels and BLASTS his partner. Trooper
2 is knocked backward to the ground.

MARA AND THE OTHERS

focus their eyes...

TROOPER 1

pumps out the spent shell, walks to the center of the road
as the other cruisers come barreling up.

160 INT. CRUISER - NIGHT

160

TROOPERS 3 and 4 see Trooper 1 waiting for them, blocking
the road. Shotgun pointing down...

Then he aims the shotgun right at them.

TROOPER 3 (DRIVER)

What the...?

TROOPER 1

BLASTS a hole in the windshield, hitting Trooper 3.

THE CRUISER

careens wildly before SLAMMING into a tree, wrapping around
the trunk like a child's toy...

TROOPER 4 rolls out of the passenger door and returns fire
at TROOPER 1.

(CONTINUED)

TROOPER 1

BLASTS TROOPER 4 with the shotgun as more cruisers arrive.

THE CHILDREN'S EYES

glow with terrible intensity

161 EXT. MUNITIONS BARRACKS - NIGHT

161

It is a chaotic scene of mayhem and carnage. Police officers and guardsmen run from their vehicles and take cover behind trucks and trees. They fire their weapons hysterically, without order, and --confoundingly-- only at one another.

THE CHILDREN

stand abreast and stare at the slaughter. Their eyes continue to glow. They are unscathed.

162 EXT. MUNITIONS BARRACKS - NIGHT

162

Gunfire, explosions, shouts and screams echo through the night as the carnage continues. Grown men, deprived of their senses by alien control, blast brutally away at each other.

163 INT. MUNITIONS BARRACKS - NIGHT

163

David huddles in the corner, hiding from the EXPLOSIONS that echo outside. Flames cast flickering shadows across the walls.

164 EXT. MIDWICH MAIN STREET - NIGHT

164

Jill makes her way through the chaos of drifting smoke and screams to Sarah's body. She kneels and pulls Sarah's purse from under the smoldering blanket. She fumbles in the bag and pulls out a set of car keys. Then looks around for the car.

165 EXT. MUNITIONS BARRACKS - NIGHT - LATER

165

Alan's station wagon pulls through drifting black smoke.

Alan parks, gets out, looks at the burning carnage around him, stunned. PUSH IN on his face, a mask of pain. Finally, he glances back into his car...

ALAN'S POV - A LARGE BLACK BRIEFCASE

sits on the front passenger seat.

166 INT. MUNITIONS BARRACKS - NIGHT

166

Suitcases packed, the Children sit silently waiting.

Alan ENTERS. Stands silently for a beat.

ALAN
More death...

MARA
Survival.

Alan's eyes glance at...

A CLOCK ON THE WALL. - 11:21.

ALAN

avoids looking directly at the Children.

MARA (CONT'D)
Tell us what arrangements you
have made for us.

ALAN
I've had very little time.
Silence. Alan's eyes again flick to...

(CONTINUED)

THE CLOCK - 11:22

MARA

MARA

It is 11:22. What are you
anxious about?

ALAN

struggles to set his face into a stolid expression.

ALAN

The arrangements. Yes. I left
them in the car. --Would
someone please go out and bring
me the briefcase on the front
seat? --Lilly?

Lilly starts for the door...

MARA

No.

Lilly stops. Mara bores her gaze into Alan's eyes.

MARA (CONT'D)

I can't... I'm unable to see
what you're thinking.

ALAN

I'm wondering who will bring me
my briefcase.

(looks around)
Isaac?

Sensing something amiss, Mara picks the most expendable.

MARA

No. --David.

DAVID

moves quietly past the others and out the door.

(CONTINUED)

ALAN'S EYES

move again to the clock.

THE CLOCK - 11:24

167 EXT. MUNITIONS BARRACKS - NIGHT

167

David walks to Alan's station wagon.

DAVID'S HAND

opens the passenger door, and David reaches inside, grabs the briefcase...

DOWN THE ROAD

through the smoking ruins of cruisers and motorcycles, a pair of headlights appear --Jill's (Sarah's) car.

168 INT. JILL'S CAR - NIGHT

168

Jill stares ahead...

JILL'S POV - THRU FRONT WINDSHIELD

visible through the smoke, SEE David yanking the large briefcase out of the station wagon.

169 INT. MUNITIONS BARRACKS - NIGHT

169

Alan's expressionless face is examined by the Children.

MARA

You are successfully blocking your thoughts.

ALAN

(a monotone)

There remains the ability to act for the greatest good of the greatest number.

170 EXT. JILL'S CAR - NIGHT

170

Jill gets out, stares at the destruction, almost retching at the stench, her eyes moving to...

DAVID

struggles with the briefcase, toward the barracks door.

171 INT. BARRACKS - NIGHT

171

as Alan's eyes move to...

THE CLOCK - 11:26

ALAN

hears David opening the door...

MARA (CONT'D)

Why do you keep looking at the clock?

Alan turns, crosses to the door...

AT THE DOOR

Alan reaches for the briefcase --and sees Jill coming up behind David. Their eyes meet.

JILL'S EYES

are flinty with determination.

ALAN

struggles to block his thoughts.

Alan takes the briefcase as Jill grabs hold of David's arm. David turns in surprise and tries to pull free from Jill.

(CONTINUED)

MARA

suddenly alert, steps round the door frame to see Jill.

MARA

Let him go!

JILL

Come, David. We're going.

DAVID

Mother, no!

MARA

Don't call her "Mother."

David turns and glares at Mara.

MARA'S FACE

as her eyes begin to glow.

ON JILL

as something besides fear grips her. Panic clouds her eyes and perspiration beads on her forehead. She steps into the room as though pulled by an irresistible force.

DAVID

This isn't necessary, Mara.
She can help us.

MARA

Take your place.

David starts to move back with the others, but Jill grips his hand tightly. Her own will battling Mara's control.

ALAN

is expressionless as he sets the briefcase down below the clock. His slight movement draws Mara's focus back to him.

MOVE IN ON MARA

A puzzled look crosses her face.

(CONTINUED)

MARA

You are thinking --of a brick wall.

CAMERA MOVES IN ON ALAN'S FOREHEAD

as though passing directly into Alan's mind. The FRAME seems to gray out around the edges...

The center of FRAME comes into SHARP FOCUS. SEE a brick wall, a section of the old brick building in the alley.

JILL

reacts with alarm as Alan staggers back under the psychic attack.

INSIDE ALAN'S MIND

--as though a drill was tearing at the brick, BLASTING it, chipping it, to get through to the other side...

THE CLOCK

as the hand moves to 11:29.

THE CHILDREN'S EYES - GLOW LIKE COALS

172 ALAN

172

face slack, drenched with sweat, cracking, beginning to break, trembling, PUSH IN CLOSE, and SEE his thoughts...

The brick wall starts to crumble, fall apart...

MARA

stares into her father's mind...

ALAN

his eyes squeezed shut.

(CONTINUED)

ALAN
(in agony)
Jill, you must go now.

JILL

alarmed, starts to pull David toward the door.

MARA

Turns her concentration to Jill again, and the rest of the Children switch their focus in unison, --with the same synchronicity one sees in a flashing school of fish.

Jill locks up again and Alan, in the background, sags.

MARA
We're in danger. How?

The full force of the Children's thoughts bear on Jill.

DAVID
(turns on Mara)
Stop it! Leave her alone!

Mara glares at David, directing her powerful thoughts into his.

DAVID

LUNGES at Mara and PUSHES her to the floor.

MARA

stares up at her emotional attacker in disbelief.

THE OTHER CHILDREN

--their concentration broken, stare at Mara and each other in confusion...

DAVID

torn, confused by his own actions, hesitates...

(CONTINUED)

ALAN
For God's sake go. --Now!

JILL

grabs David by the arm and rushes to the door...

173 EXT. MUNITIONS BARRACKS - NIGHT 173

Jill and David run from the front door.

174 INT. MUNITIONS BARRACKS - NIGHT 174

Mara gets to her feet and she and the Children bore into Alan's thoughts.

ALAN

sags into the corner, his face a mask of pain.

THE BRICK WALL

as suddenly a hole is torn through. CAMERA MOVES IN swiftly toward the hole, and through...

SEE a box, a box with wires, a box with several taped sticks of dynamite, a box that ticks softly, a box with a clock on its face --a clock that is set for 11:30...

MARA AND THE OTHER CHILDREN

whirl away from Alan, turn to see...

THE CLOCK

Its minute hand starts to move to 11:30.

CAMERA PUSHES IN ON THE BRIEFCASE

175 EXT. MUNITIONS BARRACKS - NIGHT 175

In f.g. David and Jill are silhouettes, as the BARRACKS EXPLODE in b.g. The concussion knocks David and Jill to

(CONTINUED)

the ground.

LIKE A GEYSER OF FIRE, the barracks is an inferno. The night sky becomes illuminated by the flickering glow.

JILL AND DAVID

get to their feet, in shock.

THE BURNING RUINS

as columns of smoke drift across the landscape, COVERING LENS, plunging US into darkness...

176 INT. JILL'S CAR ON A RURAL HIGHWAY - NIGHT

176

Jill drives, glances over at...

DAVID

curled up in the passenger seat.

JILL

Sad. Tired. Again she glances at David.

JILL'S HAND

stretches across the seat, gently touches David's shoulder, resting there, squeezing, then pulling away. She begins to hum "The Melody."

CLOSE - DAVID

His eyes closed. But as he slowly opens them, they are still hard-black, fathomless, impossible to read or understand.

CAMERA PUSHES IN on his eyes, until they FILL FRAME...

FADE OUT.

the end