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FADE IN:

EXT. TIMES SQUARE - MONTAGE -NIGHT

Theme restaurants and shops line the tourist-filled streets.

Happy families leave the Lion King Theater.

Police cars race down the street, away from the tourist area.

A car alarm WAILS on a side street.

Four guys drink beer outside a burned-out storefront.

A teenager scores a nickel-bag from a friend.

END MONTAGE.

EXT. STREET.

WHITEY (40) fishes through a garbage can. His unkept PLATINUM-COLORED HAIR hangs past his shoulders and onto his tattered coat. TOKEN, a small dog, prances around him.

WHITEY

I heard Chinaman Lee died last week. You remember Chinaman Lee? Tiny old guy? Well, he died. Cancer or something.

He pulls two soda cans from the trash and puts them in a large plastic bag next to him.

WHITEY

He wasn't even Chinese. He was Vietnamese. Told me his family got killed right before the war ended. That's why he came over here.

He takes half a slice of pizza from the trash.

WHITEY

He had nowhere else to go. Wars do that to people. If they don't kill you, they make orphans outta you.

He takes a bite.

WHITEY

Remember when we found that turkey last Thanksgiving by Central Park? Man, that was something else--

Token WHINES.

WHITEY
I didn't forget you.

He gives some pizza to Token. The dog scarfs it down.

A passer-by tosses a newspaper in the trash, briefly making eye contact with him.

WHITEY
I told you about Scott Benlin,
right? That might'a been him.
Looks like him, except for his
hair. But we all changed our--

Token walks away.

WHITEY
You little shit, wait up!

He grabs his bag and follows Token.

WHITEY
Last time I feed you!

EXT. SIDE STREET

REBECCA GOTTESMAN (25) steps from a parked car. She straightens her miniskirt and zips up her leather jacket. Her girl next door beauty is hidden under a ton of makeup. She holds money in her hand.

JEANNIE (25) steps up to her, smoking a cigarette. She's dressed similarly. The car drives off.

JEANNIE
Hey.

REBECCA
Oh, hey.

Rebecca puts the money in her jacket pocket.

JEANNIE
What was that? Three tonight?

REBECCA
Yeah but, you know, just blow jobs.

JEANNIE
You been out only an hour. You're making the rest of us look bad...
It's getting cold out, you know?

Rebecca takes Jeannie's cigarette and takes a drag.

REBECCA
Yeah, and the Farmer's Almanac says
it's gonna be a cold winter.

JEANNIE
Farmer's Almanac? You read that?

REBECCA
Since I was a kid.

Jeannie takes her cigarette back.

JEANNIE
No shit. What does it say about
tonight?

REBECCA
Tonight? It says your nipples'll
be hard all night for the guys.

The two smile.

The BOOMING of a stereo bass is heard. An over-accessorized
Jeep pulls up. Its license plate reads 'RICHIE R.'

REBECCA
Jeannie get out of here.

JEANNIE
Why? What's the--?

REBECCA
Just do it. Go!

Jeannie hurries off as the music abruptly stops. The silence
is disturbing. The passenger window glides open.

RICHIE (O.S.)
Rebecca!

Rebecca nervously steps up to the jeep. The passenger is
RICHIE RICH (35). The driver is TJ (30).

REBECCA
Hey Richie. Hey TJ.

RICHIE
Cold night, ain't it?

REBECCA
Yeah, it's pretty cold out here.

RICHIE
'Least it ain't raining.

REBECCA
Yeah. I read in Farmer's Alm--

RICHIE
Been busy?

REBECCA
Busy? Umm yeah. My third john
just drove--

RICHIE
I meant today.

Richie steps from the jeep. He's a big guy, and dressed to impress. Rebecca takes half a step back.

RICHIE
You had an appointment today. You
forget?

TJ steps next to Richie. He looks strong enough to bench a city bus and crazy enough to fight one.

REBECCA
You told me you were coming with
me, Richie.

RICHIE
I said if I had the time! You were
supposed to go even if I couldn't.
You remember me saying that?

REBECCA
Y-yes.

RICHIE
Well, you didn't remember this
afternoon, did you?

She steps back. He grabs her and pulls her back.

REBECCA
Richie, I--

RICHIE
Richie, I *what*? Richie, I can't
follow the simplest fuckin'
directions? Richie, I'm just a
stupid whore?

(MORE)

RICHIE (cont'd)
 You know I don't like hurting my
 girls. It's bad for business.

Rebecca sighs in relief.

RICHIE
 But it's also bad for business when
 the girls get pregnant. Nobody
 likes a girl with a belly.

REBECCA
 Richie, I'll take care of it tomo--

RICHIE
 You had your chance today. And you
 had your chance last week. You
 think I'm fooling when I make these
 appointments for you? Do you?

REBECCA
 N-no Richie.

RICHIE
 Then you must think you can do
 whatever the hell you want.

REBECCA
 Richie, please--!

RICHIE
 Richie, please *what*? Please give
 me another chance so I can screw
 that up, too? Embarrass you more?
 When I say you do something, you do
 it the first time. The first time!
 You had your chance with the
 doctors. Now it's my turn!

Richie punches her in the stomach. She falls limply to the
 sidewalk like a ragdoll. Her head strikes the concrete with
 a sickening THUD.

RICHIE
 Bet you ain't afraid to see a
 doctor now, are you? Bet you'd
 love to see a doctor right now.

He kicks her in the stomach. Her face twists in pain. A
 GURGLE forces its way from her mouth.

WHITEY (O.S.)
 Leave her alone!

Richie and TJ look at Whitey, standing nearby.

RICHIE

What?

(to TJ)

Get that piece of shit!

TJ strides over to Whitey.

He hits him with a devastating roundhouse.

Whitey pancakes. TJ returns to Richie's side.

RICHIE

Boyfriend can't help you no more,
can he? Now, I told you--

WHITEY (O.S.)

Leave her alone!

Whitey is standing.

TJ rushes him and throws a punch. Whitey blocks it.

He throws another.

Whitey catches it in his hand. The CLAP is loud.

TJ tries pulling free from Whitey but can't. He SCREAMS.

TJ's fist CRACKS.

Blood runs from their joined hands.

TJ

Let go! Let go! Fuck! Fuck!
Fuck! Let go!

Whitey steps toward Richie, dragging TJ. Richie draws a pistol from inside his jacket.

RICHIE

I don't think so, motherfucker!

He SHOOTS TWICE.

Whitey takes two in the chest. The twin explosions ROAR in the street.

Whitey releases TJ and stares at his wounds.

EXT. NORTHEAST FOREST -DAWN (FLASHBACK ONE)

Dawn's light peeks over the mountains, lighting up autumn-colored trees. A wide creek splits the scene.

WHITEY (14) steps from the woods. He has dark hair with platinum roots. He wears a skintight black bodysuit (the 'cellsuit'). A belt holster hangs from one hip, sheathing a futuristic gun (the 'heater').

WHITEY

"I'm a superhero and I just saved the world from an alien invasion." That's what I would say to the press.

He steps up to the water.

WHITEY

Actually, I'd say that to the president. He'd come into the Oval Office and see me sitting at his desk and I'd say, "I'm a superhero and I just saved the world--"

Deer leap from the woods from the far side of the creek. Whitey draws his heater, startled.

WHITEY

Okay, I'm on duty now. Have to remember that.

He starts crossing the creek.

WHITEY

All the newspapers would have my picture on the front page and the headline would read, "Aliens defeated!" And there'd be a picture of me shaking hands with the Pres--

A high-pitched WHISTLE is heard. Something hits Whitey's shoulder, ripping the cellsuit and breaking skin.

WHITEY

What the--?

The cellsuit regenerates itself, morphing over the wound.

Another WHISTLE is heard. A thin metal rod rips into Whitey's hip. He muffles a scream. More WHISTLES are heard. He dives into the water and the rocks behind him are shot up.

INT. UNDERWATER

He swims as his blood mixes with the water. He swims around a rock and lifts his head above the water.

EXT. FOREST

Two UNEARTHLY CREATURES step from the woods. They're three-legged with stout bodies, and transparent skin. Muscles ripple with their every move. They carry alien weaponry.

A third Creature steps from the brush, behind Whitey. They are unaware of each other.

This creature steps -CRACK!- on a fallen branch.

Whitey spins around. The Creature sees him and aims his weapon at him. Whitey dives underwater as the creature fires. The WHISTLES are loud.

The water in front of the Creature explodes in a boiling rage. The Creature, its weapon and the trees behind it burst into flames. The Creature SCREAMS like a wounded pig.

Whitey rises from the water, aiming his heater at the Creature. Thermal distortion (like on a road on a hot day) is seen all around.

He sweeps the heater upstream. He incinerates the other Creatures and acres of trees. The water steams.

He looks around. Dead fish float by him.

He steps from the water and leans against a rock. He examines his hip. His cellsuit has healed around the wound. A metal rod sticks through it.

WHITEY

I can't believe this.

He pulls on the rod, grimacing in pain. It comes out, ripping skin. It's six inches long and heavily-barbed.

The hole in his suit seals up.

WHITEY

I was shot. I can't believe this.
Superheroes don't get shot.

He stares at the rod. A burning tree falls behind him.

EXT. NEW YORK STREET -NIGHT -PRESENT

Whitey grabs TJ and holds him up as a shield.

TJ

Don't shoot, Richie! Don't shoot!

Richie backs away.

TJ

I'm begging you man! Don't shoot!

Richie climbs into the Jeep. Whitey shoves TJ through the passenger window. TJ GROANS.

The jeep races off. Whitey steps over to Rebecca.

WHITEY

You okay?

He holds his hand out to her. She stares at him.

He looks at his hand. It's bloody. He offers his other and helps her up.

He examines his injuries. Token steps up to him.

WHITEY

You okay?

REBECCA

I think so. What about you? You got shot.

He leans against a car.

WHITEY

I've had worse...

He tosses something to the sidewalk. It's a bloody bullet.

WHITEY

You should go home.

REBECCA

Home? He knows where I live.

He slowly walks away.

WHITEY

Not there. Home. Where you grew up. Where your family is.

REBECCA

What about you? You gonna be okay?

WHITEY

I'll be okay. Go home if you can.

He picks up his bag and slowly walks away.

WHITEY
I know I would.

Token follows him.

FADE TO:

INT. CROWDED MALL FOOD COURT -DAY

COLLEEN AVERY (32)weaves between tables at a crowded food court, carrying a tray of food and two shopping bags. BONNIE AVERY (3) follows her. The two have PLATINUM HAIR.

Colleen puts her stuff down at a table. Bonnie climbs up on a chair.

COLLEEN
Bonnie, you don't climb on chairs.
You sit on them, sweetheart, okay?

BONNIE
Okay Mommy.

The two sit. Colleen opens a box of chicken nuggets.

COLLEEN
Are you hungry, sweetheart? You
want some chicken?

BONNIE
Chicken!

GINNY FORD steps up to the table with a tray of food and shopping bags. She plops herself down on a chair.

GINNY
This place is a madhouse today!

COLLEEN
Can you imagine what it'll be like
in December?

GINNY
Don't get me started. I'm doing
all my shopping online this year.

Colleen puts several pieces of chicken on a napkin and slides it over to Bonnie.

COLLEEN
Bonnie, the chicken's hot, okay?

BONNIE
Chicken's hot.

Bonnie pokes the chicken with her finger. She picks one up and eats it.

GINNY
Did you hear about Michelle and Andy?

COLLEEN
What?

GINNY
They're seeing a marriage counselor.

COLLEEN
Get out of here!

GINNY
Michelle's been sleeping around with this guy over in Kingston.

COLLEEN
Get out! I can't believe this.

GINNY
Oh yeah. And it's not the first time either. Andy caught her with someone else about two years ago.

COLLEEN
That slut.

BONNIE
That slut!

Colleen and Ginny look at Bonnie, and burst out laughing. Bonnie eats her chicken.

Colleen casually looks up. She sees a PLATINUM-HAIRED man in a fancy suit, staring at her from the food court entrance.

He walks away.

She bolts from her seat. She's extremely fast and agile, dodging people and leaping over tables. She makes it to the court entrance and stops in a martial arts fighting stance.

The platinum haired man is gone. She looks around, frantic.

Several seconds later, Ginny catches up to her.

GINNY
Colleen? Colleen, are you alright?

COLLEEN
(preoccupied)
What? I'm sorry.

GINNY
What happened? You look like you
just saw a ghost.

Colleen continues looking around.

EXT. MERRIMACK INSTITUTION -DAY

A high wall surrounds the rural hospital.

BAER (O.S.)
Freddie Ruiz has an uncanny
tolerance to medications--

INT. HOSPITAL CORRIDOR

DOCTOR BAER and NICK SCHROEDER walk along the corridor. Two attendants follow with a gurney.

BAER
Each time we change his regiment,
he develops a resistance to it
within a few weeks. Presently,
he's receiving an anti-psychotic
cocktail that includes 2,200 cc's
of thiorazine and clozapine daily.

SCHROEDER
Twenty-two hundred? A day? Are
you trying to kill him?

BAER
That's just to keep him calm. And
he's growing a tolerance to it.

The four approach a security door. Baer swipes a magnetic card in a wall scanner.

BAER
How do we treat someone when
medicine is useless?

The four pass through the door. It closes with a loud SLAM.

SCHROEDER

That's where the Grant Institute comes in. We've made remarkable progress with tannen therapy in the past year in controlling schizophrenic episodes.

BAER

I'm familiar with tannen therapy, Doctor Schroeder. The psychiatric community doesn't hold alternative medicine in high regard.

SCHROEDER

Contemporary medicine hasn't been very successful in treating Freddie Ruiz, Doctor Baer... I'm sure the priest and the security guard he attacked last Easter would agree.

They approach a plexiglass door. An overweight GUARD sits nearby reading a magazine.

BAER

Vinnie, Doctor Schroeder is here to take Freddie from our care.

GUARD

The three of you? That's it?

Schroeder steps up to the door. He examines a crack in it.

GUARD

He did that.

SCHROEDER

Really?

GUARD

With his head.

Schroeder smiles to himself.

The guard unlocks the door and lets everyone in. He follows, locking the door behind him.

SCHROEDER

And this is where you keep him?

BAER

We were required to build this wing after Freddie arrived.

(MORE)

BAER (cont'd)

We couldn't contain him in our regular rooms and he was too dangerous to be around others.

GUARD

You ain't kidding. The stories I--

Baer shoots the guard a dirty look. He stops talking.

SCHROEDER

And he receives no visitors? No family? No friends?

BAER

No one.

The five step up to another plexiglass door.

FREDDIE RUIZ lies in bed, facing the wall. He is heavily restrained. His PLATINUM HAIR is short and badly cut. Large cracks run along the blank walls of the room.

BAER

See those cracks on the walls? They show up in any room that Freddie is kept in. Engineers can't figure out why.

SCHROEDER

You're saying he has something to do with it?

BAER

I didn't say that.

The guard unlocks the door. Everyone steps in. Baer picks up the chair while Schroeder steps up to the bed.

SCHROEDER

So this is the infamous 'Silver Slayer?' I really expected more--

BAER

Usually, he's screaming and trying to break out of his restraints.

SCHROEDER

I see.

BAER

And you're taking him to Grant for experimental therapy?

SCHROEDER

Doctor Baer, Freddie's condition hasn't changed in the four years he's been in your care. All you're doing is baby-sitting him. You may not like tannen therapy, but can it be worse than the care he's getting here?

Baer sits on the edge of the bed, looking defeated.

BAER

Freddie? It's Doctor Baer.
Freddie? I don't know if you understand me, but I'm letting you know that we're moving you--

Freddie jerks his head around and HISSES. Everyone jumps back but Schroeder.

FREDDIE

No! You hafta release me! They're coming back! They're coming back and they're gonna kill us!

(struggling)

We're nothing to them! Earth's just an ant farm to them and we're just ants! And when they get tired of us, they're gonna shake up the planet and start all over!

CRACK

The cracks on the walls grow.

Attendants wheel the screaming Freddie through an

AMBULANCE BAY

and to a waiting ambulance. Baer and Schroeder follow.

BAER

Are you sure you wouldn't want to sedate him before you leave?

SCHROEDER

Thanks, but no. First step in tannen therapy is detoxification. The sooner we get started--

Schroeder takes a clipboard from Baer and signs a release. He takes a copy for himself.

BAER

But it's a four hour drive to
Grant. There are security issues--

SCHROEDER

Appreciate your concern, but we can
handle it from here.

He climbs into the ambulance, next to Freddie. The attendant
with him closes the ambulance door.

The ambulance drives off. Baer looks at the release. It's
signed NICHOLAS SCHROEDER M.D.

The ambulance drives along a country road. Freddie's
SCREAMING is heard inside the--

INT. AMBULANCE

It's even louder.

ATTENDANT

How much longer do we have to
listen to this?

SCHROEDER

I should give him something, huh?

The attendant nods. Schroeder punches Freddie in the jaw.
He stops screaming, stunned.

SCHROEDER

Why don't you go up front with
Harry? I'll take it from here.

The attendant climbs up front.

SCHROEDER

We leave you alone for a few years,
Freddie, and look at what happens
to you. Just look.

FREDDIE

Untie me.

SCHROEDER

I don't think so.

FREDDIE

You must! They're coming back!

SCHROEDER

No one's coming back, Freddie.

FREDDIE

They are! I've seen them--

He punches him again, drawing blood.

SCHROEDER

They're not coming back, Freddie.
No one is.

He pulls off a wig, revealing PLATINUM HAIR. Freddie looks at him, confused.

FREDDIE

Nick? Nick Schroeder? Is that you? What's going on? Why are--?

SCHROEDER

We're getting everyone together, Freddie. The whole gang.

FREDDIE

The gang? You mean the Faces?

SCHROEDER

Yep!

FREDDIE

So... So it was real. They kept telling me it wasn't. They said it was all in my head.

SCHROEDER

Oh, it was real alright. The project. Me. You. Everything.

Freddie looks at Schroeder, confused. Slowly, it sinks in.

He SCREAMS in horror.

The ambulance drives from view. The SCREAMS FADE.

EXT. COLLEEN AVERY'S HOME -DAY

Colleen drives up her driveway. She steps from the car and cautiously looks around before letting Bonnie out.

INT. KITCHEN.

The two enter the kitchen from a side door. Colleen puts her bags on the kitchen table. Bonnie runs into the living room.

COLLEEN

Bonnie, stay with me!

BONNIE (O.S.)
Feeding fishies!

COLLEEN
Bonnie!

Colleen hangs her jacket on a hook. She looks around, rattled. She sees dishes in the sink and turns the water on.

Bonnie runs into the kitchen, carrying an enormous lollipop.

BONNIE
Mommy!

COLLEEN
Where'd you get that from, silly?

MYERS (O.S.)
I gave it to her.

Colleen spins around. JIM MEYERS, the mystery man from the mall, stands in the doorway leading to the living room.

MYERS
Hi Collie. Long time no see.

COLLEEN
Myers?

Colleen takes the lollipop from Bonnie and throws it against the wall. It shatters into a million pieces.

MYERS
Is that anyway to greet an old teammate? An old friend?

She gestures to a nearby chopping block. Two knives fly from it and into her hands.

COLLEEN
You were never my friend, you bastard!

A kitchen chair flies up on its own, crashing into Myers. He falls to the living room floor.

Colleen leaps over the kitchen table, flipping through the air. She lands next to Myers and kicks him in the stomach as he tries getting up.

He lands on his back. She jumps on him, straddling his chest.

She puts both knives to his neck.

MYERS

Good to see you kept in practice.

COLLEEN

Too bad you didn't--

MYERS

I wasn't expecting a fight, Collie.
You caught me off--

She jabs him in the neck with one knife, drawing blood.

COLLEEN

No one calls me that anymore.

BONNIE

Mommy?

Colleen sees Bonnie standing at the doorway, watching.

Colleen looks horrified.

Myers grabs Colleen's hands and twists them back. He kicks her in the back of the head, knocking her to the floor.

He takes the knives from her.

The two leap to their feet, facing each other. Myers holds the knives in a defensive stance.

COLLEEN

Stay in the kitchen, Bonnie!

She attacks him with various combinations of punches and kicks, each one is faster and more complex than before.

He blocks her attacks, not attacking himself.

A heavy coffee table flies at Myers. He deflects it with his hands. It crashes into the wall, shattering.

MYERS

Will you stop for a second?

He drops the knives at her feet. She looks at him. The knives fly into her hands. She takes a defensive stance.

MYERS

If I wanted to hurt you, I could've done it at the mall.

She looks stunned.

MYERS

Yes, that was me. I wanted to talk to you there, but you never left your fat friend's side--

COLLEEN

What do you want, Myers?

He pulls a small envelope from his jacket pocket.

MYERS

Just dropping this off. That's it.

He holds it out. She keeps her guard up.

COLLEEN

What is it?

He drops it to the floor.

MYERS

We're getting everyone together, that's all. A reunion.

COLLEEN

Who's 'we?'

MYERS

Who? Me. Nick Schroeder. Tommy O'Loughlin--

COLLEEN

Figures the three of you would still be together.

MYERS

It's not like that... You know there's only thirty of us left now? Seventy-one Faces survived the war, but there's only thirty of us left now. Remember Barry?

COLLEEN

Barry?

MYERS

Scaled Saint Peter's Basilica in Rome to talk to God. When he didn't get an answer, he jumped thinking the angels would save him.

Colleen puts her hand over her mouth, shocked.

MYERS

During the war, I did some nasty shit to you. The three of us did and I'm really sorry for it... We want to get everyone together while there's still some of us left. We want it to stop.... You seem to be doing real good for yourself. You got married. You got a house. A cute girl. Maybe you can tell us your secret.

He walks to the front door and opens it.

MYERS

If you don't show up, we'll understand. But if something's not done soon, it, it could be the end of all of us.

He closes the door behind him. Colleen stands in an uncomfortably quiet room.

BONNIE (O.S.)

Mommy?

She looks at Bonnie, still standing in the kitchen.

BONNIE

Can I come in?

Colleen crouches down and holds her arms out. Bonnie walks into them. She hugs her tightly.

EXT. RUN-DOWN NEW YORK STREET -AFTERNOON

Rebecca walks along the street, carrying a shopping bag. She's plainly dressed. Homeless people are scattered about.

She looks in an alley, filled with the homeless. She sees Token in the back.

REBECCA

His dog?

She walks through the alley, careful not to touch anyone. She reaches into her handbag. A can of pepper spray rests on top of its contents.

REBECCA

Hey fella. Hey boy.

She pulls a box of dog food from the bag and opens it.

REBECCA

Look what I got for you, boy.

She pours some on the ground. Token scarfs up the food.

REBECCA

I'm not gonna hurt you, see? Just looking for your owner, boy. Where is he, boy?

JOJO (O.S.)

Right behind you, girl.

Rebecca spins around. JOJO, a burly and sickly-looking man, leans against a wall.

JOJO

Whaddaya want, girl?

REBECCA

I'm... I'm looking for the owner of this dog.

He wipes his nose on his sleeve.

JOJO

Well, that's my dog.

REBECCA

No. I'm looking for this guy with white hair. He helped me out last night.

Jojo clears his throat. It sounds congested and painful.

JOJO

I was out last night.

REBECCA

You're not him. I better go.

JOJO

Maybe I am. You fed my dog. You gotta feed me, too. Right?

He reaches out for her. She slaps his hand away.

REBECCA

Don't even try it.

JOJO

Don't fight me, girl.

He reaches out again. She slaps his hand away again.

REBECCA

Don't touch me!

JOJO

I said don't fight me, girl. You hear me? I'm tired of you girls fighting me!

She grabs her pepper spray and sprays him. He SCREAMS.

She kicks him in the groin and runs around him as he doubles over. Token follows her.

She races from the alley, looking behind her. She runs into someone wearing a hospital gown and dirty jeans.

She looks up, surprised.

REBECCA

You!

It's Whitey. He's clean and his hair is brushed back. His eyes are focused. Blood stains on his gown mark his injuries. He carries a bag with a hospital logo on it.

Jojo curses loudly as he staggers out of the alley, wiping his eyes. He sees the two.

JOJO

Hold her, Whitey! That bitch maced me!

Rebecca jumps behind Whitey.

JOJO

All I was doing was talking to her and she maced me and everyone else in the alley and then she kicks me in the nuts. I'm gonna kill her.

WHITEY

She's with me, Jojo. Leave her.

Jojo reaches out for her, but Whitey gets in his way.

JOJO

No friggin' way, man. She owes me--

He tries walking around Whitey. Whitey grabs him.

JOJO

And I'm gonna get her back.

Jojo shoves Whitey, hitting his wounds.

With lightning speed, Whitey puts Jojo in an arm lock and slams his head onto the hood of a nearby car.

He turns to Rebecca.

WHITEY

I told you last night to go home.

REBECCA

I--I just wanted to thank you for helping me out last night and to tell you that Richie's looking--

Jojo struggles to get up. Whitey slams him repeatedly on the car until he stops moving. Rebecca winces with each hit.

REBECCA

--for you. He wants to get you for hurting TJ. You hurt him real bad.

He releases Jojo. He slides off the car, unconscious.

Whitey reaches into his bag and pulls out an apple. He takes a bite and holds it out to her. She shakes her head.

WHITEY

When someone like me offers to share food, it's a big deal. Refusing it is like an insult. We don't get much ourselves.

REBECCA

Sorry.

She reaches for the apple. He pulls it away.

WHITEY

I only offer once. Now go home.

He enters the alley, eating the apple. She follows.

REBECCA

What about you?

WHITEY

I have no home.

REBECCA

I mean Richie. You have to get out of here.

Whitey steps up to an old coal chute and opens it. He reaches and feels around.

WHITEY

Sons of bitches! All of you!
 (faces everyone)
 You gotta steal my stuff? My stuff! Whenever you bastards need help, you come running to me. And the first chance you get--

He sees Rebecca next to him and stands up. She holds out her shopping bag. He takes it and looks inside.

WHITEY

I told you last night to go home.

He takes a quart of orange juice from the bag.

WHITEY

I told you a few minutes ago to go home.

He drinks half the juice in one gulp. He offers her the container. She drinks from it.

WHITEY

Why aren't you going home?

REBECCA

I can't.

WHITEY

Why not?

REBECCA

I can't, okay?

He takes the juice back and drinks it. He leaves the alley.

She and Token follow.

WHITEY

I been looking for a reason to leave New York. This may as well be it.

REBECCA

Really?

WHITEY

It's gonna be a bad winter. I can go south, maybe, where it's warm.

REBECCA

What'll you do?

WHITEY

Don't know. Can't be worse than what I'm doing now.

REBECCA

(beat)

Maybe I can go with you.

She turns away and tenses up, as if expecting to be hit. She sees Whitey walking away and catches up.

REBECCA

You hear me? I wanna go with you.

EXT. RURAL HIGHWAY -DAY (FLASHBACK TWO)

WHITEY (19) walks along a rural road, wearing jeans and his cellsuit. He's very lean and muscular with shiny platinum hair. He carries a backpack.

He walks past a sign, reading, 'YOU ARE LEAVING STRANDBURG, OHIO. COME AGAIN.'

Walking along a bend in the road, something catches his attention.

He leaps into a tree hanging over the road.

PATRICIA LANDERS (15) walks underneath him. She carries a small suitcase.

Whitey jumps from the tree, gracefully landing behind her. She spins around, startled. She has an old black eye.

PATRICIA

Where'd you come from?

WHITEY

What are you doing, Patty?

PATRICIA

Running away. I'm going with you.

WHITEY

No. You're not--

He continues walking.

WHITEY

You don't even know me.

She follows.

PATRICIA

You helped me out yesterday, Ed.
From my father. No one's ever done
that before.

WHITEY

Patty, I just happened to be
passing by and I helped you out.
Just go home.

PATRICIA

For what?

She points to her shiner.

PATRICIA

For more of this?

PATRICIA

I'm not going home. Ever! You
don't want me following you? Fine!
I can't follow you when you're
behind me!

She walks ahead of him. He watches her walk away.

A car passes Whitey, almost hitting him. It stops in front
of Patricia. A frightened look grows on her face.

JAKE LANDERS (45), a stocky man, steps from the car.

LANDERS

What the hell you doing? Running
away again?

PATRICIA

Leave me alone, Daddy!

He storms toward her. She looks to Whitey, her eyes plead
for help.

LANDERS

Get in the car, you little tramp!

PATRICIA

No!

He slaps her. She YELPS. He grabs her by the hair and drags her to the car.

PATRICIA
Daddy please! Ed, help me!

LANDERS
Don't 'daddy please' me, you little tramp. And you--!

He turns to Whitey and is surprised to see him standing inches from him.

LANDERS
You bastard! You keep away--

Whitey punches him in the face, knocking him down. Patricia leaps from the car and wraps her arms around Whitey, sobbing.

PATRICIA
Thank you, Ed! Thank you!

Landers stands up, behind Whitey, holding a large rock.

He smashes it against Whitey's head. The THUD is sickening. Whitey falls.

LANDERS
You think you were gonna get away just like that.

LANDERS
Take a look at your savior now.
Look at what you made me do.
Because of you--

Whitey stands up. Blood runs down his face.

LANDERS
He's hurt!

His cellsuit morphs over his head, resembling a hooded sweatshirt.

He grabs Landers and slams his head into the windshield, smashing the glass. Blood sprays everywhere.

He spins him over, ready to hit him, but stops.

Landers is unconscious.

Patricia grabs Whitey from behind, hugging him.

PATRICIA

Please don't leave me with him. Ed.
Please! Take me with you! I'll do
anything you want. I promise!
Just take me with you.

Whitey looks at her.

EXT. NEW YORK STREET -DAY -PRESENT

Whitey walks away from Rebecca, turning a street corner.

He walks past shops and street vendors. Token follows. In the background, Rebecca steps up to a street vendor.

He stops by a furniture store. He sees himself in a mirror.

WHITEY

Twenty-five years of service...
Shit.

He sees Rebecca standing next to him, holding a baggy black sweatshirt.

WHITEY

What do you want?

She gives him the sweatshirt.

REBECCA

Here. You stick out like a sore
thumb with that gown on.

Whitey takes off the gown. He's very muscular. Old scars cover his skin. She looks at his bloody bandages.

REBECCA

You're still bleeding?

WHITEY

I shouldn't be moving around.

He puts it on. He looks at his reflection.

REBECCA (O.S.)

So why don't we stick together for
a few weeks. I Can take care of
you. When you're healed, we'll
talk about splitting up...

The sweatshirt morphs on him, becoming a cellsuit. His hair is clean and shiny. He smiles.

REBECCA (O.S.)
Well? Is it a deal?

Whitey does a double take at Rebecca, snapping out of his daydream. He looks at his reflection again.

He's just a bum in a sweatshirt.

EXT. UPPER EASTSIDE HIGHRISE -DUSK

The kind of building that rejects millionaires for tenants.

O'LOUGHLIN (O.S.)
Freddie. Freddie. Freddie. You
have led an interesting life.

Freddie sits on a leather couch in a lavishly-furnished penthouse suite. Schroeder and Myers sit at a nearby wet bar. Double glass doors lead to a terrace.

THOMAS O'LOUGHLIN (40) sits opposite Freddie, separated by a large coffee table. He flips through a thick manila folder.

O'LOUGHLIN
You were the last one chosen to be
a Face, and the least disciplined
of all of us. But the Silver
Slayer? Jesus Christ.

He puts the folder down. A newspaper clipping is seen. The headline reads: 'SILVER SLAYER CONVICTED IN CHARLESTON TOWNSHIP MASSACRE.' Freddie's photo accompanies it.

O'LOUGHLIN
I figured you'd be the first of us
to kill yourself after the war. Or
at least after your killing spree
back in Virginia.

FREDDIE
They wouldn't let me.

O'LOUGHLIN
Excuse me?

FREDDIE
I said, 'they wouldn't let me.'

O'LOUGHLIN
I see... What made you pull a fat
janitor through the bars of your
jail cell?

(MORE)

O'LOUGHLIN (cont'd)
 I know none of us got along with
 cops during the war, but a janitor?
 You must've had a real hard-on for
 that guy.

Schroeder SNICKERS, pouring himself a drink.

FREDDIE
 So what do you guys want with me?

O'LOUGHLIN
 Believe it or not, Freddie, we want
 to help you.

FREDDIE
 Do they know?

O'LOUGHLIN
 Does who know?

FREDDIE
 The Citizens. Do they know what
 their pets are doing?

O'LOUGHLIN
 The Citizens haven't contacted us.
 I don't think they ever will.
 That's why we're going to help you.

Freddie fidgets in his seat.

FREDDIE
 I don't know, Tom. Being a Face is
 what did this to me. I don't know
 if I want to be one again.

O'LOUGHLIN
 Lack of discipline is what got you
 in this mess, Freddie. You weren't
 doing your exercises and you lost
 control... And after that incident
 in Charleston Township, they kept
 you drugged up--

Freddie cringes.

O'LOUGHLIN
 Our bodies were designed to fight
 that sort of shit. All those
 chemicals were throwing your mind
 out of sync. The more they gave
 you, the worse you got.

INT. MINIBAR

Myers and Schroeder huddle at the bar, talking.

SCHROEDER

Did he sign the papers yet?

MYERS

Nope.

SCHROEDER

Son of a bitch. What's he waiting for?

MYERS

You know. 'Eliminate the threat and secure the are first--'

SCHROEDER

You got to be kidding. That credo may've worked during the war when we were fighting Dians--

MYERS

Yeah. Yeah. I know. I keep telling him that.

SCHROEDER

If he fucks up that deal with the Japanese--

MYERS

He was on the phone with them twice today. Kawashima's getting real pissed. We were supposed to get that contract to him a week ago. Tommy's been sitting on it.

SCHROEDER

Christ. Why's he taking chances like this?

MYERS

With that kind of money involved, he doesn't want to take chances. Too many wild cards out there.

SCHROEDER

How much longer you figure we have before Kawashima cancels on us?

MYERS

I'm surprised he hasn't already.

The two turn toward Freddie and O'Loughlin.

FREDDIE

And if I don't wanna be with you guys, Tommy?

O'LOUGHLIN

Give us a week, Freddie. You need that much time to flush all the chemicals out of your system, right? You've been off the stuff for seven hours and already you've stopped screaming like a lunatic... If you don't like the way things are in a week, we shake hands and you can leave.

FREDDIE

That's it?

O'LOUGHLIN

We'll return you to Merrimack if you want. A lot of things are going to happen once we get the Faces together. But we have to work together. What do you say?

Freddie sits nervously. O'Loughlin smiles at him like a used car salesman.

FREDDIE

Is Ed gonna be there?

O'Loughlin's smile fades.

INT. COLLEEN AVERY'S HOME -NIGHT

DAN AVERY walks through the front door.

DAN

Colleen? I'm home. Sorry I--

He stops at the livingroom door. Colleen sits on the sofa. Bonnie sleeps on a loveseat. He sees the damaged wall.

DAN

Colleen? What happened here?

COLLEEN

(numb)

I thought I could forget about it and it would just go away. Just put it all behind me--

DAN

Colleen?

He sits next to her. Her eyes are red from crying. She holds a framed photo against her chest. A metallic briefcase rests on her lap.

COLLEEN

It was called Project: Interface. We were called 'Faces.' A race of aliens, The Citizens of Tarcone-ssana, picked four hundred of us to protect Earth from another race of aliens called the Dians. The Dians wanted to colonize here, but the Citizens didn't want them to, so they created us. We fought them and we won... A lot of us died.

She shows him the photo. A dozen Faces in their late teens through early twenties sit around a picnic table.

She points to herself in the photo, sitting on BARRY GOLD's lap. Patricia and a younger Whitey are also in the picture.

COLLEEN

I was seventeen then. That's Barry Gold. We were together for a couple of years and we split up after the war.

DAN

Colleen, I--

COLLEEN

Let me finish, Dan. Please... The war ended more than six years ago. The Citizens left us, not telling us what we're supposed to do. We had all these great powers and all these weapons, but nowhere to go.

She looks at Dan. He looks skeptical. She opens the briefcase and pulls out a cellsuit.

COLLEEN

This was our uniform. We called it a cellsuit. It helped heal us when we were hurt.

Dan holds up the suit. It looks like black leotards, nothing more. She takes out a heater.

COLLEEN

Our standard issue weapon. We called them atomic heaters--

DAN

Colleen, if you're having any problems--

COLLEEN

Everything I'm saying is true... Our strength, agility, intelligence have all been improved. Our senses are sharper. Telekinesis--

DAN

Telekinesis? Colleen, I don't know if you've been drinking or if you're having some sort of breakdown or playing some stupid April fool's day gag but--

Colleen fires the heater at the fireplace.

WHOOSH!

Flames flash from it. Smoke envelopes the room. Dan jumps.

He slowly steps to the fireplace. Logs that were there are ash. The iron hearth is melted slag. Brick and mortar are cracked and covered with soot.

He looks at her, frightened.

COLLEEN

I did everything I could to put being a Face behind me. That's why I didn't tell you. I'm not trying to hide it. I'm trying to forget it... I'm sorry.

EXT. NEW YORK STREET -NIGHT

Rebecca stands at her post. Richie's Jeep drives up to her. The THUMPING of the bass can be felt in your stomach. Rebecca cautiously steps up to the vehicle.

Richie is driving. TJ is the passenger; his hand is 'caged' in a nasty-looking brace.

REBECCA

(over the music)
Hey Richie! Hey TJ!

RICHIE
 (turns down music)
 You seen your boyfriend today?

REBECCA
 My boyfriend?

RICHIE
 That piece of shit from last night!

REBECCA
 Not since last night.
 (to TJ)
 Sorry about your hand, TJ--

RICHIE
 His hand is busted! Your boyfriend
 screwed up his hand!

REBECCA
 Richie, I don't even know the guy.

RICHIE
 You see that son-of-a-bitch again,
 you call me. Day or night, you
 call me. Understand?

REBECCA
 Sure Richie. No problem.

RICHIE
 Alright then. Now gimme what you
 got. I got places to go.

She takes some money from a pocket and gives it to him.

RICHIE
 (counts it)
 Three hundred and forty? This a
 joke?

REBECCA
 I was in the emergency room last
 night, Richie. I lost most of the
 night--

RICHIE
 Don't give me another reason to hit
 you, girl. You don't work at
 night, you work lunch the next day,
 giving hand jobs to those commuter
 boys from Jersey.

REBECCA
I'll make up for it, Richie. You
know I'm good--

TJ
(frightened)
Oh shit, Richie! Look!

RICHIE
What?

TJ
Shit man. It's his dog!

TJ points to Token, standing on the sidewalk.

The music suddenly stops, along with the car engine. Richie and TJ look at each other.

WHITEY (O.S.)
I hear you're looking for me,
Richie.

The two look to Richie's window. Whitey leans in, holding car keys in his hand. He drops them to Richie's feet.

Richie reaches for his pistol. Whitey backfists him in the face and takes the pistol.

TJ slowly reaches for the door handle.

WHITEY
I'll blow it off, this time.

TJ puts his hand. Whitey takes the money from Richie.

WHITEY
The rest of it, now.

RICHIE
That's all I got, man.

Whitey shoots Richie in the thigh. The EXPLOSION of the gun is as loud as Richie's SCREAM.

Whitey presses the gun against his temple.

WHITEY
The next shot, you won't feel.

MOMENTS LATER

The Jeep races off as Whitey counts a large roll of bills.

WHITEY
Twenty-seven hundred forty dollars.

REBECCA
You shot Richie!

WHITEY
He shot me, remember?

He pockets the money and walks to the sidewalk. She follows.

REBECCA
That wasn't part of the plan. We were supposed to just rob him, remember?

WHITEY
Let's go. We're leaving.

REBECCA
I'm supposed to just follow you like that? After you just--?

WHITEY
Shot your pimp? The guy that shot me last night? Same guy that was beating you to death last night?

REBECCA
Yeah, but--

WHITEY
No buts! I'm leaving in a day or two. If you still want to come along, you can. Just don't get in my way.

REBECCA
Wait a minute!

She jumps in front of him, blocking his way.

REBECCA
Before we were talking like we were partners. Now you're treating me like shit. You owe me!

He pulls a twenty out his pocket and gives it to her. He continues walking.

WHITEY
That's for the juice and the sweatshirt. We're even.

REBECCA

Bullshit! You got over three hundred and forty bucks of mine. I want it back.

WHITEY

I didn't take your money. I took your pimp's. You want yours back, go find him.

REBECCA

Oh, this just sucks.

He turns around and leans over her.

WHITEY

You want to stay here, that's your choice. You do, though, and your pimp's gonna kill you 'cause he thinks we're working together.

He walks away. She watches him.

REBECCA

(beat)

This just sucks.

EXT. COLLEEN AVERY'S HOME -MORNING

Things look peaceful on the outside.

COLLEEN (O.S.)

I don't plan on staying overnight. I'm bringing some clothes just in case. I'll call either way.

INT. COLLEEN'S BEDROOM.

Colleen packs a bag on her bed. Dan and Bonnie stand at the bedroom door.

DAN

You taking that weapon of yours?

COLLEEN

I won't be needing it. They would've told me if I did.

DAN

That's not going to go off on its own, is it? Burn the house down?

COLLEEN

The battery's disconnected and it's
designed so only Faces can use it.
It's fine.

EXT. DRIVEWAY

She walks out the side door and onto the driveway.

COLLEEN

The Christmas Shoppe is supposed to
call about their website tonight.
Tell them I'm still waiting for
those Teddy Bear photos.

She places her bag in the back seat. Dan watches her from
the doorway. Bonnie leans against her father's leg.

Colleen steps up to her and bends down to her level.

COLLEEN

You be good for Daddy, Sweetheart.
Okay?

Colleen kisses her. She kisses Dan. He doesn't respond.

COLLEEN

We'll talk as soon as I get back,
okay?

He stares at her. She gets in her car and drives off.

EXT. COUNTRY ROAD.

Colleen drives past farmland. She's on the verge of tears.

A motorcycle races from a dirt road and cuts her off. She
swerves. Her car skids off the road, stopping inches away
from a DPW utility box.

The motorcycle rides off.

She steps from the car, crying. She walks around, shaken.

COLLEEN

Why's all this happening to me?
Why? All I wanted was a normal
life. Is that too much to ask for?
Just a normal life?

She looks in the back seat and sees Bonnie's car seat. A
stuffed toy sits next to it.

COLLEEN

(louder)

After all I've done? Is that too much to ask for...? Just... to have... a normal...

(screams)

Life!

She rushes the utility box and punches it, putting a large dent in it. She hits it again, deepening the dent.

COLLEEN

Why? Why now? Why? Why!

She keeps hitting it, screaming. After so many hits it rips off its concrete base and falls on its side.

Colleen falls to her knees, sobbing.

COLLEEN

Why can't you just leave me alone?

INT. OFFICE BUILDING CORRIDOR.

Elevator doors open. PAULIE (35) and SISSY (35) step out. Both are bigger than life, almost caricatures of action heroes. Both have PLATINUM HAIR. They wear matching leather dusters and cowboy hats. He has an exaggerated Fu Manchu mustache. She carries a briefcase similar to Colleen's.

SISSY

(Texan accent)

I don't know, Paulie. You'd think they'd have better digs than this.

She faces a mirrored wall and applies lipstick.

PAULIE

(Texan accent)

Now. Now, Sissy. They're probably just trying to keep a low profile.

He pulls his ponytail from his duster.

PAULIE

Too much attention can be a bad thing.

He uses a small comb on his mustache.

The two walk to the end of the corridor. A brass door plate reads 'PROJECT: INTERFACE, INC.'

SISSY
 'Project: Interface, Inc?' Not
 very original.

 PAULIE
 'Least we know we got the right
 place.

The two enter a small reception room. A mousy-looking
 receptionist looks up from her magazine.

Paulie tips his hat.

 PAULIE
 Afternoon ma'am. We're here by
 invitation--

 RECEPTIONIST
 This way, please.

She points to a door beside her desk. The two walk through.

 PAULIE
 Thank you, ma'am.

INT. MEETING ROOM

The two step into a large meeting room. There are twenty
 people present, all in their thirties. All have PLATINUM
 HAIR. They talk in small circles.

Paulie takes off his duster. His heater hangs off his hip.

 PAULIE
 My! My! My! Looks like we got
 ourselves a good old-fashion family
 reunion here!

Everyone looks at him, then returns to their conversations.

Colleen stands on the far end of the room, talking with
 BARBARA and DENISE.

 DENISE
 They're wearing their cellsuits?

 BARBARA
 And he's wearing his heater.
 Christ.

 DENISE
 Looks like they just came off a
 Spielberg set or something.

Paulie takes Sissy's duster and rests it on a chair with his.
O'Loughlin steps up to them.

O'LOUGHLIN
Sissy, Paulie, glad you could make
it. Two of you haven't aged a day.

PAULIE
Keeping busy keeps you young,
Tommy. Ain't that right, darling?

SISSY
You betcha, Paulie. Fancy suit,
Tommy. You look like a banker.

O'LOUGHLIN
I've gone corporate, Sissy. I got
tired of getting my hands dirty.

Denise, Colleen and Barbara watch them from across the room.

DENISE
She had a boob job.

BARBARA
You think?

DENISE
I can smell the saline from here.

BARBARA
Maybe she did it on her own. We
could probably all do it.

DENISE
Use our abilities to--?

BARBARA
Why not? I've been thinking of
doing it myself.

DENISE
You never told me that.

BARBARA
Well, it's just something I'm
thinking of.

DENISE
Well, don't. I like them just the
way they are.

Colleen walks away, and steps out to a--

EXT. TERRACE

A PLATINUM-HAIRED man sits on the terrace wall, legs dangling, facing the street.

COLLEEN
Marty?

MARTY PENN (35) turns around. The two smile at each other.

MARTY
Collie Jackson?

He flips backward, landing on his feet. The two hug briefly.

MARTY
I was hoping you'd be here. You look good.

COLLEEN
You too. You heard about Barry?

MARTY
I'm really sorry. I know you two were close.

COLLEEN
We split up soon after the war, actually. Still...

MARTY
I didn't know. I'm glad you made it, though. It's good to see a friendly face, pardon the pun.

COLLEEN
Haven't heard that one in a while

The two smile.

COLLEEN
So what have you been doing all these years?

MARTY
Fireman, back in South Carolina.

COLLEEN
You went home? That's wonderful! How'd your family take it?

MARTY

Okay. I told them I lied about my age and joined the army. You?

COLLEEN

Full-time mother. Part-time website designer.

MARTY

Back home?

COLLEEN

No. Rhinebeck, New York. About two hours north of here. I didn't go back to Maine. There was nothing left for me there.

Myers steps out to the terrace.

MYERS

I hate to break up your reunion out here, but we got a reunion in here and it's about to get started.

The three enter the conference room.

INT. MEETING ROOM

Myers locks the terrace door. He steps up to O'Loughlin and Schroeder.

O'LOUGHLIN

If I could have everyone's attention, please?

Everyone looks at him.

O'LOUGHLIN

I appreciate all of you coming today, especially on such short notice... About two years ago, Nicky, Jimmy and myself first thought about this reunion. That's when we found out how many of us... met unfortunate and undeserved fates. We thought this was because many of us had no one to turn to when things got rough.

ARTHUR, in the back of the room, raises his hand.

ARTHUR

Tom, you said there's only thirty of us left. There's only twenty-two here. Where're the others?

O'LOUGHLIN

When we told you thirty-nine Faces had died, we were referring to confirmed deaths. Two Faces, Molly Talbot and Kristin Binder, could not attend. And there's seven others that we couldn't locate.

PAULIE

What about our chief? Where's Ed?

O'LOUGHLIN

Ed is one of the seven. We're still looking for him and--

The crowd MURMURS among themselves.

O'LOUGHLIN

--I'm not saying anything happened to any of the seven. We just haven't been able to locate them.

MARTY

How you find out where the rest of us were, Tom?

O'Loughlin leans into Schroeder and Myers.

O'LOUGHLIN

(whispers)

Two minutes.

Schroeder and Myers leave. O'Loughlin turns to the group.

O'LOUGHLIN

After everyone split up, Jim, Nick and I realized that we might be needed again. Because of this, we designed equipment that could locate the energy signatures of the atomic heaters--

The group gets noisy with complaints.

O'LOUGHLIN

Project: Interface is Earth's only defense against any invading force!

(MORE)

O'LOUGHLIN (cont'd)
 What if we're needed again? What
 if the Dians came back?

COLLEEN
 Why couldn't you find Ed's heater?
 Or the others'?

O'LOUGHLIN
 Our sensors can't detect anything
 more than sixty feet below ground
 level. We can only assume the
 heaters are buried or somehow
 shielded from us.

MARTY
 (to Colleen)
 Ed came from Pennsylvania coal
 country. Maybe he went home and
 stashed his in a mine.

COLLEEN
 Tommy and Ed were cousins. He
 would've found him if he wanted to.
 He's lying to us.

FREDDIE (O.S.)
 I'd like to say something, please.

Freddie stands up from a chair in the back. The room gets
 quiet.

FREDDIE
 Please, if I can.

PAULIE
 The Silver Slayer wants to speak!
 Better listen up or he'll kill you!

Everyone looks at Paulie in disgust.

FREDDIE
 When the Citizens left us, they
 didn't tell us what to do. All I
 know is that I left you guys and I
 ended up doing some bad things to
 people. I can't go on by myself,
 so I'm gonna stay with these guys.
 Would it hurt the rest of you to
 stick around even for a little bit?

PAULIE
 Me and Sissy are doing just fine on
 our own.

O'Loughlin looks at his watch as Paulie picks up the dusters.

PAULIE

If aliens try taking over the world
again, give us a call.

O'LOUGHLIN

Just give us another five minutes.
Please? Some of you travelled
cross country for this. Just five
more minutes!

He leaves the room, closing the door behind him.

COLLEEN

(to Marty)
I'm leaving, too.

MARTY

You are?

COLLEEN

My family's my only world now.
Besides, I don't trust those three.

INT. BUILDING CORRIDOR

O'Loughlin runs down the corridor. He stops at the elevator
banks and forces the doors open with brute strength. He
jumps in, and slides down the elevator cable.

INT. MEETING ROOM

Colleen gives Marty a business card and kisses him good bye.

COLLEEN

Look me up in Rhinebeck. Just give
me a few weeks to smooth things out
with my husband.

MARTY

I will. Take care, Collie.

COLLEEN

You too, Marty--

PAULIE (O.S.)

Hey, the door's locked!

Paulie pulls on the door. It doesn't open. Everyone looks
at each other, confused.

PAULIE
Tommy locked us in.

A look of horror grows on Colleen's face.

COLLEEN
(to herself)
Oh God, no...

Paulie tries forcing the door open, but can't.

PAULIE
What is this? Iron?

COLLEEN
It's a trap. It's a trap!

Colleen, Marty and several others run to the terrace door, crashing through the glass.

EXT. ACROSS STREET FROM TERRACE

An explosion blows out the windows. A thunderous ROAR and flames rip through the air.

Faces are thrown through the air, some on fire. Many bounce off the building across the street and fall.

A white sedan drives from the building's garage. It picks up O'Loughlin as debris falls to the street. Schroeder is driving. O'Loughlin and Myers sit in the back.

MYERS
(to O'Loughlin)
That axle grease on your suit?

O'LOUGHLIN
From the elevators.

MYERS
Suit's ruined. You'll never get that out.

The car drives away as debris falls on the street.

INT. KRALEWOOD HOTEL LOBBY -LATE AFTERNOON

Half the light fixtures don't work. The floor is dirty. Old people sit around an old television set.

Rebecca enters the lobby, carrying two grocery bags. The greasy desk CLERK waves to her.

CLERK
Hey, cutie. C'mere!

She walks over.

CLERK
When you and your boyfriend checked in here, you said the dog wasn't gonna be a problem.

REBECCA
He's not.

CLERK
Says you. Right after you left he started howling. Bothering all our residents. You know the Kralewood don't take pets.

REBECCA
That's why we paid you an extra fifty, remember? A dog fee?

CLERK
A *quiet* dog fee. Noisy pets are extra.

She walks toward the stairs.

REBECCA
Take it up with Whitey.

He follows her.

CLERK
I will. Let's go.

REBECCA
(to herself)
Shit.

The two walk down a poorly-lit hall. The walls are cracked and need painting. There's garbage on the floor.

REBECCA
And don't blame the dog for that piss you smell. That was here when we got here.

CLERK
I know.

The two approach a door. Painful MOANING is heard. Rebecca unlocks the door.

CLERK

You hear that? My boss finds out I
let you bring a dog inside--

She enters the room.

REBECCA

He'll want a cut of your dog fee?

The room is small and cluttered with cheap furniture. Token lies on the bed, looking at the two. Foil wrappers from health food bars litter the floor. Empty boxes from these bars are on the dresser.

The MOANING comes from the next room. The clerk steps toward it. A SPLASH catches his attention.

CLERK

What the hell?

He looks down. He's standing in a large puddle of water.

REBECCA

Whitey?

INT. BATHROOM

The two step into the bathroom. Whitey stands in the tub, under the shower head. Water sprays all over the wrapper-filled room.

Whitey's hair is longer than before. He's bigger and more muscular now. His face is twisted as if in pain.

EXT. NORTHWEST WOODS. WINTER -DAY (FLASHBACK THREE)

A dusting of snow is on the ground and trees.

WHITEY (25) swims along the shore of a lake. PATRICIA (20) walks along the water's edge, carrying his belongings.

PATRICIA

How cold's that water?

WHITEY

Thirty-five degrees, maybe. Come
on it. It's great.

PATRICIA
 Sorry. My horoscope said don't do
 anything stupid today.

WHITEY
 You don't know what you're missing.

He swims lazily, smiling as he watches her. He hits
 something floating in the water.

WHITEY
 Look at this.

PATRICIA
 What is it?

He picks up a piece of ice the size of a golf ball.

WHITEY
 Ice! Water's colder than I
 thought.

He lobs it at her. She blocks it with a kick, breaking it.

PATRICIA
 Why don't you come out then. We'll
 catch a transport and find some
 place to eat.

In the woods, something follows the two. Branches are pushed
 aside as it passes.

WHITEY
 Killing Dians makes you hungry?

He swims to the shore, walking the last few feet. He's
 naked. She tosses his cellsuit at him.

PATRICIA
 (to his crotch)
 Wow, that water is cold.

WHITEY
 (sarcastic)
 Hahaha...

The cellsuit morphs around him as he steps from the lake.
 Water pushes through the suit's material. The suit uncovers
 his head. He runs his fingers through his now dry hair.

WHITEY
 Looks like snow tonight.

PATRICIA
You think so.

WHITEY
Pretty much. Look at--

The SNAP of a tree branch is heard.

The two turn and see a three legged alien creature only twenty feet away. It tosses a metal cylinder at them.

Whitey grabs Patricia and throws her over the water. She lands fifty feet from the shore.

Whitey picks up the cylinder.

It explodes. The explosion stops abruptly, as if only halfway through the explosion itself.

Sudden and complete darkness.

All is quiet, except for a faint CRACKLING.

This continues. It goes on. It doesn't end.

FADE TO:

INT. KRALEWOOD BATHROOM -PRESENT

Whitey GROANS as if in pain.

CLERK
What the hell? Hey asshole! Get
the hell dressed and the f--

With almost superhuman speed, Whitey grabs him by the neck and lifts him off the floor. The two are eye-to-eye.

WHITEY
After all I've done. After
everything! And you're--

The shower shuts off on its own. Rebecca sees this

WHITEY
Worried about a little water?

The clerk GASPS for breath. Rebecca puts her hand on Whitey's arm.

REBECCA
Whitey, don't hurt him, okay?

He lets him go. The clerk falls to his knees, COUGHING.

REBECCA

We better get out of here before he
calls the cops.

Whitey steps from the tub.

REBECCA

Are you growing? You look bigger.

WHITEY

Meet me downstairs. Take the dog
with you. I'll get the rest.

He grabs a half-eaten protein bar and quickly eats it.

INT. HOTEL LOBBY.

Rebecca waits by the desk with Token. The television is
heard in the background.

Whitey steps up to her, carrying the shopping bags.

REBECCA

Where's that guy?

WHITEY

He's still upstairs.

REBECCA

You do anything to him?

WHITEY

No.

REBECCA

You sure?

WHITEY

I tied him up. That's all.

INT. HOTEL BATHROOM.

The clerk sits in the bathtub, tied to the faucet pipes with
his shirt. He struggles to get free.

CLERK

That son of a bitch. When I get--

The pipes break, spraying him with water. He SCREAMS.

CLERK

Yaaah!!

INT. HOTEL LOBBY.

Whitey and Rebecca walk to the front door.

REBECCA

So where now?

The words 'SPECIAL REPORT' appear on the television. The residents GROAN.

WHITEY

Lykens, Pennsylvania... Home.

A television reporter appears on the screen.

REPORTER

A deadly explosion occurred in midtown Manhattan less than thirty minutes ago. We bring you now to Brian Gossett, at the scene.

The screen changes to GOSSETT, standing in the middle of fire trucks, police cars, and ambulances.

GOSSETT

Chris, approximately twenty-five minutes ago a series of explosion ripped through the seventh floor--

Several bodies lay in the street, covered in sheets.

GOSSETT (O.S.)

Of this office building on East 46th Street. Over a dozen men and women have been thrown from the explosion to their deaths--

One Face is wheeled on a gurney into a waiting ambulance.

GOSSETT (O.S.)

Surprisingly, two victims have survived the explosion. An unidentified man and woman--

It's Colleen!

GOSSETT (O.S.)

Police have not revealed the identities, pending notification--

A RESIDENT changes the channel.

WHITEY
Put that back!

The Resident looks at Whitey in defiance.

The television changes back by itself. Everyone looks at it.
The Resident reached for the dial again.

WHITEY
Leave it!

The resident steps away from the set.

Gossett stands in front of the camera.

GOSSETT
--and deceased, have one visible
trait in common. Silver hair.

Whitey looks horrified.

REBECCA
What's the matter? You know those
people?

WHITEY
Interface...

REBECCA
What?

Whitey exits the hotel. Rebecca follows.

INT. O'LOUGHLIN'S PENTHOUSE SUITE -LATER

O'Loughlin and Myers watch the news broadcast. Schroeder
taps furiously away on a computer.

O'LOUGHLIN
Six pounds of krenpoline nitrate
and two of them survived the blast.
What the hell did we do wrong?

MYERS
We didn't. They just got lucky.

O'LOUGHLIN
If anyone survived, we did
something wrong.

MYERS

Collie Jackson's one of them. We know that.

O'LOUGHLIN

What if the other's Paulie? Or Sissy? They were wearing their cellsuits. Who else was wearing them? If the other was, he'll be hunting our asses down in a week.

SCHROEDER

(reads from computer)
Carmen Corbin Medical Center! One male and one female John Doe.
Yadda. Yadda. Yadda.

O'LOUGHLIN

My money's on that idiot cowboy.

O'Loughlin steps to a wall painting and slides it aside, revealing a wall safe. He presses his hand against a sensor and the safe opens.

MYERS

Son of a bitch ain't even from Texas. He's from Quebec. Did you know that?

O'LOUGHLIN

Fine. Then the two of you can go and kill that French son of a bitch.

He pulls two heaters from the safe.

SCHROEDER

Two of us?

O'LOUGHLIN

Both of you. I'll be on the phone with our friends in Japan.

SCHROEDER

Why don't you join us, Tommy? You know, the more the merrier?

O'LOUGHLIN

Don't get paranoid now. If I wanted to screw you over, they'd be scraping you off the sidewalk now.

Schroeder takes a heater and holsters it in his waistband.

SCHROEDER

I'm not paranoid. I'm just feeling nostalgic. That's all.

O'LOUGHLIN

Get out of here.

EXT. MEDICAL CENTER -NIGHT

News vans and police cars fill the street. Myers and Schroeder sit in a nearby car. Myers is on a cell phone.

MYERS

I'm not saying we can't do it, Tommy. It's just gonna take a little longer than expected... Well, it's not as if we have anything else to do.

He hangs up.

MYERS

Tommy says they're investigating this as some sort of death cult.

SCHROEDER

Death cult?

MYERS

Too many dead people found with platinum hair... Gonna be a bitch getting in that hospital.

SCHROEDER

Maybe for you--

He pulls his wig out of the glove box and slides it on.

SCHROEDER

But not for Doctor Schroeder.

MYERS

Still pulling that scam? Someday, someone's gonna catch on and you're gonna be Doctor Fucked.

SCHROEDER

Hasn't been a situation I couldn't shoot my way out of. Later.

He steps from the car and hurries to the hospital.

INT. INTENSIVE CARE WARD.

The ward is quiet. A NURSE sits at the station. Nearby, two uniformed OFFICERS talk with a plainclothes DETECTIVE.

Schroeder enters the ward.

DETECTIVE
(to Schroeder)
Excuse me. This ward is off limits
to all--

SCHROEDER
Yes. Hello. I'm Doctor Nicholas
Schroeder. I heard that some of my
patients are here. They were
victims in the explosion uptown.

DETECTIVE
Could I see some I.D., Doctor?

Schroeder pulls some identification from his jacket and shows it to him.

SCHROEDER
Any idea what happened?

DETECTIVE
Not yet. Any idea why they were
together? Was that your office
they were in at the time of the
explosion?

SCHROEDER
No. My office is in Chelsea. I
was treating them for a congenitive
disorder that they--

DETECTIVE
Congenitive?

SCHROEDER
Yes, a congenitive--

DETECTIVE
(beat)
Would you mind getting against the
wall, Doctor?

SCHROEDER
Excuse me?

The Detective pushes him against the wall. The Officers step up to them

DETECTIVE

People are treated for 'congenital' disorders, not 'congenitive' disorders, Doctor.

The Detective pulls the atomic heater out from under Schroeder's jacket.

DETECTIVE

What's is this? A digital camera? You another reporter? Cuff him.

The first Officer pulls out his cuffs. Schroeder spins around and grabs his's head. He gives it a quick twist.

CRACK

As the first Officer falls to the floor, Schroeder grabs the detective's hands and twists. He takes back the heater and backhands the second officer, knocking him down.

He points the heater at the detective's head.

SCHROEDER

Nothing personal.

He pulls the trigger. The detective falls lifelessly to the floor. A hole is burned into his forehead. Schroeder turns to the second cop. He squeezes the trigger.

The desk nurse GASPS. Schroeder turns to her.

NURSE

Please...

Schroeder fires the heater at her. A hole the size of a quarter burns through her forehead. Her body stiffens. She remains standing. Her hair smolders.

He steps over to her and sticks his finger in the hole. He wiggles it. Her arm twitches.

He stops wiggling. She stops twitching.

He wiggles again. She twitches again.

He CHUCKLES.

He pulls his finger out. She falls to the floor.

He looks around.

SCHROEDER
Now, you can call me Doctor Fucked.

INT. MYERS' CAR.

Myers answers his ringing cell phone.

MYERS
Yeah?

Schroeder drags the nurse's body into a supply closet. The Detective's body slides in on its own. The bodies of the uniformed cops are already there.

SCHROEDER
(into phone)
They're not here, Jimmy.

MYERS
What do you mean, not there?

SCHROEDER
I mean, 'not here.' They're not in intensive care.

MYERS
They're not going to be there!
They're in the operating room.
Doctors are going to be working on them until Christmas.

SCHROEDER
Thanks for telling me this now.

He ducks into a room as a nurse walks down the corridor.

SCHROEDER
Oh, by the way. The body counts going up, but not with Faces.

MYERS
What the hell are you doing?
Finish the job and get your ass down here.

SCHROEDER
Easy for you to say from your warm safe comfortable car--

MYERS
Finish the job!

Schroeder stands by a stairwell door. There's a small window at eye level.

SCHROEDER

After this, you, me and Tommy are gonna have a serious talk--

A fist crashes through the window. Schroeder is punched square in the face. He drops his phone.

Myers sits up in the car, startled.

MYERS

Nick? Nicky? Answer me, man!

Myers hears a SLAPPING noise over the phone.

Schroeder's phone lays on the floor. The SLAPPING is louder.

Whitey kneels over Schroeder, rabbit punching him in the face. Each blow makes him bloodier.

MYERS (O.S.)

Nicky? What the hell's going on?

Whitey stops hitting Schroeder. He picks up the phone.

WHITEY

(into phone)

Hello?

MYERS (O.S.)

Nick, is that you?

WHITEY

Jim Myers? Is that you?

MYERS

Who is this?

WHITEY

A ghost from your past... Is my cousin with you?

Myers' jaw drops.

WHITEY

Tell him I'll be visiting him soon.

Whitey puts the phone in his pocket. Schroeder coughs up blood.

SCHROEDER
(slurred)
We thought you were dead...

WHITEY
You killed the others? Why?

SCHROEDER
We had to. They were a threat.

He pulls two broken teeth from his mouth.

WHITEY
A threat? To who?

Whitey picks up the heater. Running FOOTSTEPS are heard.

SCHROEDER
Can't breathe...

Whitey rips Schroeder's shirt open, exposing his chest.

WHITEY
No cellsuit? Good thing you're in
a hospital...

Uniformed cops run into the ward, guns drawn.

WHITEY
They can take care of you here.

Whitey fires the heater at Schroeder's left leg. He SCREAMS.

The cops take positions in doorways.

Whitey kicks something to them. He disappears into the stairwell.

It's Schroeder's leg.

It's twitching.

INT. O'LOUGHLIN'S PENTHOUSE SUITE

O'Loughlin and Myers yell at each other from across the room.

O'LOUGHLIN
What do you mean he was there?
What the hell was he doing there?
Where did he come from?

MYERS

I don't know. I didn't see him. I only spoke to him on the phone.

O'Loughlin opens the wall safe.

O'LOUGHLIN

Then how do you know it was him?

MYERS

It was him. You know his voice gets creepy when he wants to spook you? Well, that's what I heard... And! And he said to tell his cousin that he'd be coming soon. His cousin!

O'Loughlin pulls a metallic briefcase from the safe.

O'LOUGHLIN

Son of a bitch. What about Nick?

MYERS

Fuck him. We gotta get outta here.

O'LOUGHLIN

We're not leaving without Nick! He's one of us, remember? We find out what happened to him and then we take care of Ed.

MYERS

Take on Ed? That's gonna be tough.

O'LOUGHLIN

That depends. He was pretty messed up when Pat died. He may have stopped training.

MYERS

He beat Nick.

O'LOUGHLIN

Nick wasn't expecting him.

MYERS

He's still Ed. He was the first Face. Damn it, he was the best.

O'LOUGHLIN

Don't start believing his hype. He won't be a problem.

He opens the briefcase. A cellsuit morphs under his clothes.

MYERS

No problem? Then why the cellsuit?

O'LOUGHLIN

You damaged yours in the war.
Doesn't mean I shouldn't wear mine.

Myers looks at him in disbelief.

EXT. CITY STREET -NIGHT

Rebecca and Whitey stand underneath a store canopy with Token. The hospital is in the distance. It's drizzling

REBECCA

--What do you mean, not leaving?

WHITEY

We can't. I can't. I have
business to take care of.

REBECCA

Business? You mean Richie?

WHITEY

Not Richie.

REBECCA

Yeah, well, when Richie comes
looking for you, he's gonna have
some friends--

WHITEY

Listen! I got bigger problems than
some pimp and his friends looking
for me!

REBECCA

Then you got some big problems!

WHITEY

(shouting)

Yeah, I got problems! I got Faces
trying to kill my friends and I'm
the only one who can stop them!

REBECCA

You got what?

Whitey is furious. She steps back as he holds his clenched fists in front of him.

He punches a streetlight, screaming a GUTTURAL ROAR. The light sways. The GONG is loud.

He stomps away from the light, half-crazed. Rebecca looks at it. The pole is dented and leans a little.

REBECCA
You dented it? How?

She runs her hand along the dent.

REBECCA (CONT'D)
How strong are you?

WHITEY
Not strong enough.

Whitey's cell phone RINGS. He answers it.

WHITEY
Yes.

O'LOUGHLIN (O.S.)
Ed, is that you?

WHITEY
Tommy?

INT. O'LOUGHLIN'S PENTHOUSE SUITE

O'Loughlin sits on his desk, talking on his phone. Myers sits behind the desk, frantically typing on his computer.

O'LOUGHLIN
Ed, we thought you died years ago.
Where are you?

WHITEY
You killed everyone, Tommy. Why--?

O'LOUGHLIN
--it's not what you think, Ed. Why
don't we get together and talk?

WHITEY
Because my horoscope said don't do
anything stupid today. I saw the
news. What happened?

O'LOUGHLIN
That's not something I can explain
over the phone. Is Nicky with you?

WHITEY

No.

O'Loughlin puts the phone against his chest.

O'LOUGHLIN

(to Myers)

Nicky's in the hospital.

He puts the phone back to his ear.

WHITEY

He killed four people. He was there to kill Colleen. Why?

O'LOUGHLIN

Ed, just tell me where you are. We can meet and talk--

Whitey hangs up and puts the phone in his pocket.

O'Loughlin hangs up and turns to Myers.

MYERS

Computers got an atomic heater on 33rd and Second. I'm not picking up a second one, though.

O'LOUGHLIN

Direction?

MYERS

North. Looks like he's on foot.

O'LOUGHLIN

North? He's leaving the hospital?

MYERS

So who do we go for? Him or the others?

O'LOUGHLIN

We catch Ed where he lives, we catch him off guard. Get the portable scanner. I want him dead within the hour.

INT. GRAND CENTRAL STATION

Maintenance crews clean the near empty concourse. Whitey and Rebecca walk through. He carries his duffel bag and a large box. Token tries squeezing his head through a small opening in it.

WHITEY

When the Citizens left, none of us
knew what to do next. We split up.

They get on a short line at the ticket window.

REBECCA

Why not just stay together?

WHITEY

We were loners. We fought our
battles and met only a couple of
times a year. The project was the
only thing we had in common.

They step up to the window.

REBECCA

I don't even know where I'm going.

WHITEY

Go home. I'll meet you there when
I can.

He gives her all his money.

WHITEY

I have to stay and help my friends.

REBECCA

You sure?

Whitey nods.

REBECCA

(to ticket clerk)

One ticket, please, to Cider Grove,
New York... No wait. Change that.
One ticket--

(turns to Whitey)

To Lykens, Pennsylvania.

The two smile at each other.

Rebecca's smile quickly fades. Whitey glances at the ticket
booth glass behind her.

He sees O'Loughlin and Myers in the reflection.

They draw their heaters.

Whitey drops everything and leaps away from Rebecca. He has
his heater drawn before landing on the floor.

The three fire simultaneously.

The marble counter behind Whitey cracks from the heat as he falls to the floor and rolls.

O'Loughlin's jacket catches fire. He SCREAMS in pain.

WHITEY

Rebecca, get out of here!

People in the area scatter. Rebecca rips open Token's box. She grabs him by the leash and runs off.

Whitey rolls behind a maintenance push cart. A beam from Myers' heater hits it. It bursts into flames.

Whitey gestures toward him. The cart flies through the air, hitting Myers like a speeding truck. It sends him reeling back.

Whitey runs toward a newsstand. O'Loughlin shoots at him.

The stand bursts into flame. Whitey slides on the floor, behind some cover.

He slaps out his burning hair.

O'Loughlin ducks behind a marble pillar. Whitey adjusts his heater and shoots directly at it.

The pillar turns red and shatters.

O'Loughlin is hit with stone shrapnel. He retreats.

People enter the concourse from a train platform. They stop and gawk. One steps up to Whitey, curious.

WHITEY

(to himself)

I don't believe this.

(yelling)

Get out of here!

The crowd watches on.

Myers rolls the bin off him. He GROANS as he pulls melted plastic from his face. Strings of goo stretch from his burned flesh.

Whitey looks at the growing crowd.

He draws Richie's pistol and fires several rounds up in the air. The people scatter.

The newsstand frame collapses on Whitey.

Rebecca runs into O'Loughlin.

O'LOUGHLIN
Rebecca, is it?

She draws a breath, ready to scream.

O'Loughlin grabs her neck.

O'LOUGHLIN
I'll snap you like a twig.

He grabs her arm and pulls her away.

Whitey pushes the newsstand off him and stands up.

POLICE OFFICER (O.S.)
Police! Don't move!

Several cops draw their guns on him.

POLICE OFFICER
Lay down your weapons! Now!

Whitey looks around before putting the weapons down. The others are nowhere to be found.

INT. INTENSIVE CARE WARD. -LATER

Dan Avery is escorted through the ward and plainclothes cops mull about. Dan carries a backpack.

DAN
(shaken)
Colleen told me she was visiting friends in the city, Detective. That's all I know.

DETECTIVE
She didn't say who specifically she was meeting?

DAN
No.

DETECTIVE
Mister Avery, we're investigating this matter as possible cult or terrorist activity--

DAN
Terrorist--? That's ridiculous.

DETECTIVE
Many of those involved in the
blast, including your wife, have
silver hair.

DAN
Platinum. She told me her hair is
platinum--

DETECTIVE

Not a very common color, and we
have a group of platinum-haired
people involved... We're also
investigating a quadruple homicide
here in the hospital.

DAN
Homicide?

DETECTIVE
Security cameras filmed a platinum-
haired man killing three police
officers and a nurse before being
stopped by another platinum-haired
man.

Dan staggers. He leans against the wall for support.

DETECTIVE
Mister Avery, are you all right?

DAN
I think so. Can I see my wife now,
Detective?

EXT. O'LOUGHLIN'S PENTHOUSE TERRACE.

O'Loughlin stands on his terrace with a drink in his hand.
Storm clouds are overhead. The wind blows his hair around.

O'LOUGHLIN
(mutters)
Ed, you are one pain the ass.

Myers steps out to the terrace.

MYERS
Your cousin's a pain in the ass.
You know that, right?

O'Loughlin sips his drink.

MYERS

The F.B.I.'s getting involved.
They're locking up that hospital
tighter than a virgin on--

O'LOUGHLIN

Just stop.

They stand silently. Lightning flashes in the distance.

MYERS

Storm's coming.

O'LOUGHLIN

I know.

MYERS

What about the girl?

INT. LAVISH BATHROOM.

Rebecca sits on the edge of the bathtub. Token is with her.

O'LOUGHLIN (O.S.)

Bathroom. She's not going
anywhere.

EXT. THE TERRACE.

Myers and O'Loughlin see another lightning flash.

MYERS

You're not afraid she'll try
sneaking off?

O'LOUGHLIN

I'm more concerned with Kawashima's
lawyers. I don't know how much
longer we can stall them.

MYERS

Then sign the contracts. We can
take care of everything else later.

O'LOUGHLIN

Eliminate the threat and secure the
area first. That rule kept us
alive for over twenty years.

MYERS

It's Ed, isn't it? You're like this because of him.

O'LOUGHLIN

You're an idiot.

MYERS

No. You wanna best him, don't you? He was the original Face. He was the leader and you just couldn't--

O'LOUGHLIN

Shut up!

MYERS

No!

The two stare at each other angrily.

MYERS

Ever since I've known you, you tried to prove yourself better than him. And you couldn't! And now you're gonna fuck up our deal with the Japanese.

O'LOUGHLIN

As long as he's alive, he's a threat--

MYERS

A threat to you! Not to me! And not to Nicky! You know what? You don't sign and we're through. I'll make my own deal with the Japanese. You can deal with Ed by yourself!

O'LOUGHLIN

You wouldn't dare.

MYERS

The crasium the Japanese got came from my heater. This whole thing was my idea. You just made the phone calls.

O'Loughlin storms inside

INT. PENTHOUSE

and to his desk. Myers follows. He pulls two contracts from his desk and signs them. He tosses the pen at Myers.

O'LOUGHLIN
Happy? Call the lawyers tomorrow.

MYERS
Now we can deal with the others.

EXT. POLICE STATION

Police cars line the street. Cops walks about.

QUINCY (O.S.)
Edward O'Loughlin, A.K.A. Edward
Oliver, A.K.A. Oliver Edwards--

INT. INTERROGATION ROOM

Whitey sits handcuffed to a table. Opposite him are
detectives QUINCY and SHARP. A video camera records them.

QUINCY
Your record goes back twenty-five
years in nineteen different states.
Assault with a deadly weapon.
Destruction of private property.
And on. And on.

QUINCY
We got ninety warrants with your
name on them... Right now, though,
we want to know about today.

Whitey looks at the video camera. It starts CLICKING. Its
red light goes out.

SHARP
(examines camera)
What the hell? Piece of crap.

Whitey looks quietly at his handcuffs.

QUINCY
The F.B.I.'s picking you up soon.
Just thought you might want to tell
us something.

WHITEY
What about the hospital?

QUINCY
What about it? We got a couple
dozen of our guys there, protecting
your friends.

WHITEY
That's not enough.

SHARP
Not enough? You expect an army's
going up there after your friends.

Whitey looks grimly at Sharp.

INT. COLLEEN'S HOSPITAL ROOM

Colleen lays in her bed, unconscious. She's covered head to toe in bandages, braces and tubes. BEEPING and HUMMING come from various equipment next to her.

Dan sits next to her, talking on his cellphone.

DAN
--No, I don't know what's on,
Cheryl... No... I know the
F.B.I.'s involved. I met some of
them...

He stands up and leans against the bed, looking at her. A photo of Bonnie lays next to her battered face.

DAN
The doctors are saying she's
critical... Well, it means she's
bad. She's broken up. The--

He looks at her.

DAN
Doctors were saying internal
injuries. Broken bones. She has a
fractured skull. There's swelling
of her brain...

He gently strokes her swollen and bruised hand.

DAN
I don't know, Cheryl... The
doctors are doing what they can,
you know...

He looks at the floor.

DAN
I'm not sure if that's enough.

He sees his backpack. He picks it up and looks at the door to the room.

DAN
Cheryl, I have to go... No. No.
I just have to go. Kiss Bonnie for
me, okay? Bye.

He puts his phone down and opens his backpack. He pulls out Colleen's cellsuit. He looks around again.

MOMENTS LATER

He holds the cellsuit up.

DAN
How do I get this thing on her?

He holds the cellsuit over Colleen. He flips it around, looking at it.

The suit is caught on something. He looks down.

The cellsuit has morphed around her hand. It's slowly spreading over her skin.

DAN
Oh shit...

He gently tugs on the suit. It clings to Colleen like a second skin.

DAN
Oh God. What did I just do?

The suit falls from Dan's hand. It slowly morphs up Colleen's arm.

INT. INTERROGATION ROOM

Whitey and Quincy stare at each other.

Sharp enters, reading a folder.

QUINCY
The F.B.I.'s taking you away soon.
We just wanna to know why three of
our guys had to die tonight.

SHARP
We saw the security tapes so we
know you didn't kill them.

QUINCY
We just want something to tell the
families.

Whitey tugs gently at his handcuffs, ignoring the two.

SHARP

I'm gonna see what's keeping the
paperwork.

Sharp leaves. Whitey stares at his handcuffs.

CLICKING is heard.

QUINCY

Anything? Off the record?

The cuffs pop open. Quincy looks at them, surprised.

Whitey grabs Quincy by the tie and yanks him across the table toward him.

He grabs the detective's gun from his belt holster. He locks the hammer and presses the barrel against Quincy's head.

WHITEY

I got no reason to kill you,
Detective. Don't give me one.

INT. STATION HOUSE CORRIDOR

Sharp escorts two well-dressed men along a corridor.

SHARP

...he's not talking to us, but he's
not giving us any problems--

The interrogation room door EXPLODES off its hinges. The room's table is thrown to the opposite wall, shattering.

Whitey leaps from the room, holding Quincy's pistol.

Cops rush the area.

Whitey shoots twice.

He hits two fire extinguishers at opposite ends of the corridor. They EXPLODE in clouds of yellow powder. Cops scatter.

Whitey runs down the corridor.

A BURLY COP jumps out from a doorway, swinging a nightstick.

Whitey is hit in the face. He falls to the floor with a loud THUD.

With almost super speed, Whitey sweeps the cop's legs out from under him. The cop falls hard.

INT. INTERROGATION ROOM

Sharp looks in the interrogation room. Quincy is handcuffed from behind and gagged with his own tie.

INT. CORRIDOR

Whitey rolls up into a fighting stance, holding the nightstick. TWO COPS rush him, one with a gun and the other with a nightstick.

Whitey strikes the gun out of the cop's hand. He HOWLS. Whitey elbows him in the face, sending him to the floor.

The second cop swings his stick at Whitey's face. Whitey blocks with his stick.

The cop swings lower. Whitey leaps over him and sidekicks him in the back. The cop falls into other cops, rushing Whitey.

Whitey breaks through a door, leading to small office. He runs toward a window and--

EXT. OUTSIDE BUILDING

CRASHES through the window.

He falls two stories on lands on the hood of a police car. The car dips under the sudden weight and springs up like a diving board.

He flips in the air and lands gracefully on the street. He runs off.

INT. COLLEEN'S HOSPITAL ROOM

Dan stands at the foot of Colleen's bed. Her cellsuit covers most of her body.

DAN

(softly)

Colleen, hope that suit's working the way it's supposed to, cause it looks like it's eating you.

The suit continues morphing over her.

DAN
I'm so sorry, Colleen. I'm sorry
for everything I said to you last
night and--

A KNOCK scares him. SPECIAL AGENT PLIMPTON stands at the
doorway.

PLIMPTON
Mister Avery, I'm Special Agent
Plimpton, Federal Bureau of Investi-
gation. Do you have a moment?

Dan steps up to him, blocking his view of Colleen.

DAN
(nervous)
Sure. Yes sir.

PLIMPTON
I'd like to speak to you about your
wife.

Dan moves around to block Plimpton's view of Colleen

DAN
A few minutes? Err, sure.

INT. NEARBY WAITING ROOM

The two sit on a sofa. Plimpton opens a manila folder.

PLIMPTON
Are you aware your wife has a
criminal record?

DAN
Criminal record? I know she got
one or two parking tickets--

PLIMPTON
Not parking tickets. I'm talking
assault and battery, arson, grand
theft auto, just to name a few.

DAN
That can't be.

PLIMPTON
She was last arrested in October
1996. In the thirteen years prior
to that, she was arrested thirty
times--

DAN

Ninety-six? That was before we met. Wait, did you say thirty--?

PLIMPTON

And she's wanted for questioning in sixty-five other incidents... What do you know about your wife's past?

DAN

Her past? Her father was in the navy and they moved around a lot. He died when she was about twenty-two. Her mother, I think, died about five years before that.

PLIMPTON

She ran away from home when she was fourteen. Both her parents are still alive, in Twin Falls, Maine.

Dan sits back, looking nervous.

PLIMPTON

We've identified the other survivor of the explosion. Freddie Ruiz. Do you know who he is?

DAN

No.

PLIMPTON

Ruiz is a convicted mass murderer who escaped from a Virginia psychiatric facility two days ago.

DAN

Oh Jesus.

PLIMPTON

We need to know who all these silver-haired--

Doctors rush past the waiting room. An agent TAPS on the door frame with a walkie talkie.

He waves to Plimpton.

INT. COLLEEN'S HOSPITAL ROOM

Doctors and nurses gather around Colleen's bed.

1ST DOCTOR
It's in her nose and throat.

2ND DOCTOR
It's completely covering her.

3RD DOCTOR
What is it? It's completely
attached to her skin.

Plimpton forces his way to the bed. Dan follows. They look
at Colleen, shocked.

She is completely enveloped in her cellsuit.

Plimpton looks at Dan, suspiciously.

INT. O'LOUGHLIN'S PENTHOUSE SUITE

O'Loughlin opens the bathroom door.

O'LOUGHLIN
You can come out now.

Rebecca hesitantly comes out, holding Token's leash.
O'Loughlin points to the couch. She sits.

O'LOUGHLIN
Is there anything I can get you?

REBECCA
The hell out of here.

O'LOUGHLIN
Funny. I'm looking for Ed.

REBECCA
Who?

O'LOUGHLIN
My cousin Ed. You were with him at
Grand Central Station.

REBECCA
You mean Whitey?

O'LOUGHLIN
Whitey? His name is Ed O'Loughlin
and he is my cousin. I need to
talk to him. Where is he?

REBECCA

He was arrested, remember? When you kidnapped me?

He steps to the bar and pours himself a drink.

O'LOUGHLIN

Ed never stayed in police custody long. I'm sure he's escaped by now. Question is, where is he?

Rebecca looks at him.

O'LOUGHLIN

You're protecting him. How sweet. Do you know who you're protecting, exactly? Did he tell you about being a Face?

REBECCA

He told me.

O'LOUGHLIN

Did he tell you how he turned a simple military campaign into a twenty year game of 'superhero?'

He walks slow circles around the room.

O'LOUGHLIN

Ed was recruited as a kid. We all were. Being the first Face, Ed changed the entire approach of Project: Interface to read like a comic book.

REBECCA

Why are you telling me this?

He leans over her.

O'LOUGHLIN

Because you're protecting a killer!. Ed's silly little game resulted in the deaths of a couple of hundred Faces.

He continues circling.

O'LOUGHLIN

The Citizens of Tarconessana-- they're the guys who own Earth-- came to town, looked to create a their own planetary police force. They chose Ed first. They gave him the abilities and weapons to fight and they sat back and watched. And for the next twenty-five years, Ed played superhero against the Dians--

REBECCA

Dians?

O'LOUGHLIN

The invading race? They actually weren't an invading race, I found out later on. They were actually the last of a dying race from an uninhabitable planet, looking to inhabit somewhere.

REBECCA

A dying race?

O'LOUGHLIN

They weren't even Dians. They were Dlenns. That's the actual name of the race. Dlenns. Ed renamed them after Diana, the goddess of the hunt. When you're a kid, this sounds cool--

REBECCA

You're blaming Ed because he changed some names--

O'LOUGHLIN

More than that! He promised all recruits fame and fortune if they signed up! He told everyone that they could be superheroes just like him. He used the word 'superhero!'

REBECCA

Superhero?

O'LOUGHLIN

Superhero! And he taught us to fight like superheroes, not like soldiers, which is what we really were.

EXT. CENTRAL PARK WEST

The area is deserted. A subway escape hatch is open.

INT. SUBWAY WALKWAY

The tunnel is dark and dirty. Dim light bulbs light the way. The ROAR of trains is heard.

Whitey leaps down from an unseen high point in the tunnel. He holds a dirty metallic briefcase.

He opens it. In it is his cellsuit and atomic heater.

WHITEY

Thanks... For ruining my life.

He takes off his clothes and sticks his hand in the case. The suit leaps on him like a playful puppy. He takes the heater and belt from the case and slaps it on.

Something in the case catches his eye.

It's an old photograph of Faces around a picnic table.

Whitey looks closer at Patricia's smiling face.

WHITEY

This was no way to mourn you. I'm so sorry...

INT. O'LOUGHLIN'S PENTHOUSE SUITE

O'LOUGHLIN

Did he ever tell you about his accident? November 17, 1988... The day he died?

Rebecca looks at him.

O'LOUGHLIN

He and his girlfriend, Pat, had just finished fighting Dians in Yellowstone National Park. Neither of them realized they missed a drone that was hiding nearby--

EXT. NORTHWEST WOODS AND LAKES. WINTER -DAY.

Young Whitey and Patricia stand by the lake (from flashback 3). The drone throws the cylinder at them.

O'LOUGHLIN (V.O.)
The drone threw a gemmer, an
incendiary explosive, at them.

Whitey grabs Patricia and throws her in the lake.

O'LOUGHLIN (V.O.)
Ed saved Patricia by throwing her
in the water. He could've--

He grabs the cylinder, looking at the drone.

O'LOUGHLIN (V.O.)
Grabbed the gemmer and thrown it
back. He had the time for it, but
he wanted to be dramatic.

He twirls the gemmer in his hand like a baton.

O'LOUGHLIN (V.O.)
He wanted one of those split-second
saves you see in movies. Problem
was, his timing was--

The cylinder explodes in a brilliant flash.

O'LOUGHLIN (V.O.)
Off!

The ROAR of the explosion stops abruptly.

There is sudden and complete darkness. CRACKLING is heard.

O'LOUGHLIN (V.O.)
Just about all of his body was
destroyed. But Ed, being Ed,
managed to protect his brain. No
one's been able to figure how, but
he did.

INT. SPACE SHIP

Patricia runs into a narrow room, wearing only her cellsuit.
She's crying. In her right sleeve in a large lump.

O'LOUGHLIN (V.O.)
Normally, the Citizens would let a
Face die, but this was Ed. He was
the First, and their prize pet.

She steps up to a tank of fluid and dunks her right arm in
it. Her sleeve opens up and a charred skull and some
vertebrae fall in.

O'LOUGHLIN (V.O.)
 And the Citizens needed him to do
 their dirty P.R. Work.

Orbs of light hover around the tank. Patricia frantically talks to them (MOS).

A fetus floats in a pod filled with mucousy fluid.

O'LOUGHLIN (V.O.)
 It took five months, but they did
 it.

The body is that of a small child. It's long platinum hair flows in the water.

O'LOUGHLIN (V.O.)
 They brought him back from the
 dead.

The body is adult. Patricia watches mechanical arms lift him from his pod. He thrashes about and falls to the floor. She rushes to him and hugs him, crying. He looks horrified.

O'LOUGHLIN (O.S.)
 Wasn't long before he was fighting
 again, and everyone was saying--

INT. O'LOUGHLIN'S PENTHOUSE SUITE

O'Loughlin stands over Rebecca.

O'LOUGHLIN
 (mocking tone)
 Hooray! Here comes Ed! Our hero!
 Now we can win!

He sits next to her.

O'LOUGHLIN
 (normal tone)
 Problem was, Ed still believed that
 he was a superhero and that super-
 heroes don't die. And he kept
 teaching the Faces that, even when
 they died.

INT. SCHROEDER'S HOSPITAL ROOM

Schroeder wakes up in a hospital bed. He lifts his right hand. It's cuffed to the bed frame. A security camera stares at him.

Startled, he reaches for his left leg.

It's gone!

He feels his right leg and checks for his left again.

SCHROEDER

Son of a bitch! That motherfucking
son of a bitch!

Plimpton and another AGENT enter the room.

PLIMPTON

Doctors said you'd sleep a few more
hours, Mister Schroeder. We'd like
to ask you a few questions.

SCHROEDER

Not without my lawyer.

PLIMPTON

You don't need a lawyer. You need
a miracle.

Schroeder stares at the two.

PLIMPTON

We have you on surveillance cameras
killing three police officers and a
nurse. Your criminal record goes
back nearly twenty years. Your
trial's just a formality.

SCHROEDER

So's buying your mother drinks.

PLIMPTON

We're also investigating any
connection you may have with the
explosion at the Promdale Building.
We have two survivors who could
testify against you.

SCHROEDER

I doubt that.

INT. HOSPITAL CORRIDOR

The corridor is empty and quiet.

SCHROEDER (O.C.)

Let me know when I can call my
lawyer.

Myers steps from an elevator, dressed like a janitor. He walks down a corridor.

FOOTSTEPS are heard.

Myers rushes to a supply closet and grabs the door knob. The door is locked.

He pulls on the door. Its frame comes apart with a CRUNCH.

He steps in as two nurses walk by. Afterwards, he continues on his way.

He stops at a corridor intersection where he sees two cops.

MYERS

Sons of bitches are everywhere.

He backtracks through the corridor.

WHITEY (O.S.)

Jimmy...

Myers, spins around, startled. He draws his heater.

No one's there.

THUD!

He spins around. A wastebasket lays on the floor.

Turning back, Myers sees someone ahead of him.

It's Whitey.

His hair hangs neatly past his shoulders and on his cellsuit. His hand rests on his holstered heater. He looks formidable.

And extremely pissed!

MYERS

Ed, oh shit. Ed, you don't understand, but I have to do this. And I don't want to hurt you. So, for old time's sake, just get out of the way.

Whitey slowly walks toward him. His feet make no noise on the tile. The ceiling lights flicker as he walks under them.

MYERS

Cut the shit, Ed. That trick was old when we were kids.

Whitey continues walking. His hair flows around him as if in a breeze.

Myers is nervous. His atomic heater is in his hand. He looks at Whitey's heater, still holstered.

Myers flinches.

Whitey draws.

Both weapons fire.

INT. COLLEEN'S HOSPITAL ROOM

Dan sits in the room, head in hands. He looks exhausted.

The cell suit still covers her body.

RUNNING FOOTSTEPS and MURMURING are heard outside his room. He sees two AGENTS run by, carrying rifles.

INT. ICU CORRIDOR

Dan sticks his head into the corridor. AGENTS take position through out the ward.

An AGENT steps up to Plimpton.

AGENT

One of the door's leading to the roof was found forced open--

PLIMPTON

Forced open?

AGENT

Burned away, like with a big torch.

PLIMPTON

Melted?

AGENT

And we found signs of some sort of incident six floors up--

PLIMPTON

An incident?

AGENT

Burn marks and damage to walls and floors. Fresh blood... We also found this--

He holds up a lock of long platinum hair.

PLIMPTON
Silver hair.

AGENT
We're searching the hospital, floor
by floor, but it's a big building--

PLIMPTON
Find wherever it came from. I
don't want any surprises--

An alarm bell RINGS. Strobe lights flash on the wall.

PLIMPTON
God damn it!

INT. HOSPITAL STAIRWELL

Myers tumbles downstairs, slamming into a wall. His face is
burned and he bleeds profusely from his leg.

Water sprays from the sprinkler system, washing his blood
down the stairs and the center well.

MYERS
Ed, killing me's no worse than what
me, Nicky and Tommy did!

Whitey stick his head over the guard rail.

WHITEY
I'm not killing innocent people!

He pulls his head in as Myers shoots his heater at him. The
guardrail melts. Myers limps down the stairs.

MYERS
None of us are innocent! We all
killed! All those years.

He catches a glimpse of Whitey and shoots. He hits a
sprinkler head; water sprays all over.

MYERS
We're just trying to survive!
Eliminate the threat! That was
your rule, remember? Your rule!

Whitey shoots his heater, at the water around Myers' feet.
Myers is scalded by the steam and SCREAMS.

Whitey leaps over the guardrail, into the well. He passes by Myers and grabs onto the guardrail on the floor below him.

He GRUNTS as his body jolts to a stop and he slams against the wall.

He looks down. It's a long way to the bottom.

Whitey flips over onto the stairs as the heat from Myers' heater cracks the concrete wall.

MYERS

Bastard!

Whitey shoots at Myers.

Something lands by Jimmy's feet with a THUD.

It's his burned off hand, still holding the heater.

He looks at his smoking stump and SHUDDERS.

WHITEY (O.S.)

It's over, Jimmy!

Whitey walks up to him, aiming his heater at his head.

WHITEY

It's over.

Myers reaches for the heater. It leaps into his hand. He turns as--

Whitey shoots him. His clothes and hair catches fire. He SCREAMS before flipping over the railing.

Myers plummets down the stairwell, flipping and spinning.

He bounces off the guardrail and disappears onto a landing. A sickening SLAM echoes through the stairwell.

INT. INTENSIVE CARE WARD.

Whitey opens a stairwell door leading to ICU.

He is greeted by agents pointing weapons at him. His heater is holstered.

WHITEY

Who's in charge here?

PLIMPTON

(steps up)

Ed O'Loughlin? We received word
that you escaped police custody.
Surrender peacefully and you--

WHITEY

I'm here to protect my friends.

PLIMPTON

They're under the FBI's protection.

Whitey grabs Plimpton's pistol. He spins the agent around
and uses him as a shield, pressing the gun against his head.

This is done in a blink of an eye.

WHITEY

If I wanted to kill 'em, they'd be
dead by now.

Plimpton and Whitey look at each other. Plimpton waves at
the other agents.

Everyone lowers their weapons. Whitey releases Plimpton and
strips his weapon down in the blink of an eye.

He walks through the corridor, scattering the pieces.

Everyone raises their weapons again.

PLIMPTON

Stop him!

Agents rush Whitey. He punches two out and takes out the
third with a spinning kick.

Others rush him, but are thrown into walls by an invisible
force.

Dan, seeing everything, nervously steps up to Whitey.

DAN

You're Ed. You're in the picture.
You're a friend of hers, right?

Dan leads him to Colleen. Plimpton and his men stop at the
door to the room.

Whitey leans over to Colleen.

WHITEY

Collie?

He strokes her arm. Her cellsuit morphs onto his fingers.
He pulls away. It returns to her arm.

DAN
Wearing that suit's good, right?
It'll heal her?

WHITEY
Wouldn't stay on her if it
couldn't.

He sees a small photo of Bonnie next to Colleen's head.

WHITEY
She had a girl?

DAN
Bonnie. She's three.

WHITEY
(smiling)
Platinum hair. It passed on.

He touches her cheek. The cellsuit morphs from her face.

WHITEY
Collie? It's Ed. I've been gone a
while, but I'm back now. I'm gonna
take care of you... Get better,
okay? You have a family to take
care of. Get better so you can
take care of them. And keep them.

He kisses her cheek. Her cellsuit morphs over her again.

He steps to the door. Plimpton blocks him.

PLIMPTON
We have to talk.

WHITEY
Not now.

Whitey tries stepping around him. Plimpton steps in his way.

PLIMPTON
Right now! I don't know who you
are--

WHITEY
The only one who can protect them.

He pushes Plimpton aside and walks down the corridor. Several agents block his way.

Whitey glances at three nearby gurneys.

A metal CLATTERING is heard.

The gurneys bounce up and down off the floor. They roll toward him.

The gurneys miss Whitey by inches. Most of the agents scatter; those who don't are struck by them.

He continues down the corridor.

Freddie lays in his bed, hooked up to machines. He's covered in bruises, stitches and bandages.

Whitey walks in. Plimpton and the agents stop at the door's entrance. Plimpton takes the pistol from one agent.

WHITEY

They made him a Face when he was ten. A runaway from Los Angeles.

PLIMPTON

You know him, then?

WHITEY

Freddie Ruiz. Was the fastest of all the Faces. He loved running, especially in the woods. You couldn't catch him.

PLIMPTON

You know he escaped from a mental facility. He was committed for--

WHITEY

(preoccupied)

They knew he couldn't handle his abilities. And in the end, they left him alone. I left him alone. I'm so sorry, Freddie.

PLIMPTON

Who are you referring to? Who's 'they?'

WHITEY

One more.

PLIMPTON

What?

Whitey walks toward the door. He snatches Plimpton's gun and strips it down in the blink of an eye.

INT. SCHROEDER'S HOSPITAL ROOM

Schroeder lays in his bed, playing with his handcuffs.

Whitey rushes in and punches him in the stomach. Schroeder doubles over, HOWLING in pain.

PLIMPTON (O.S.)

Stop it! That man has rights!

WHITEY

No he doesn't.

Plimpton stands in the doorway, holding another pistol.

Whitey looks at Plimpton and then the gun. Plimpton looks the gun, too, not so confident.

Whitey clamps his hand around Schroeder's neck.

WHITEY

Jimmy's dead, Nick. Now, where's my cousin?

SCHROEDER

Fuck you!

Schroeder reaches for Whitey's heater. Whitey grabs his arm and twists.

WHITEY

Wrong answer.

CRACK!

Schroeder screams. Whitey releases him. Schroeder's arm is twisted. Bone sticks out through the skin.

SCHROEDER

You son of a bitch!

WHITEY

Do you think these people can save you from me, Nicky? Do you? Where is my cousin?

SCHROEDER

Go to hell!

WHITEY

I spent five months in hell,
remember? Where is he?

Schroeder's cuff pops open. He grabs Whitey's arm.

Whitey's cellsuit starts morphing onto Schroeder's arm.
Whitey grabs his arm.

CRACK!

Schroeder SCREAMS in pain.

Whitey punches him in the nose.

Blood sprays everywhere.

Schroeder releases Whitey. His cellsuit returns to him.

WHITEY

You're running out of limbs real
fast, Nicky!

CLICK!

Whitey turns to Plimpton, who's holding a pistol at him.

PLIMPTON

You touch him once more, I swear to
God, I'll kill you.

Whitey gestures to Plimpton.

The pistol flies out of Plimpton's hand and into Whitey's.
The agents look at him shocked.

WHITEY

No more warnings.

Whitey strips the gun down. He draws his heater and presses
it against Schroeder's leg.

WHITEY

(to Schroeder)

I will burn this leg away. And
then I'll burn both your arms away.
And then I'll make sure you live
forever like this...

Whitey has a crazed look in his eyes.

WHITEY
Where's Tommy?

Schroeder shakes in horror.

INT. O'LOUGHLIN'S PENTHOUSE SUITE

O'Loughlin steps from the kitchen with two cups of coffee. He steps up to Rebecca who lays on the couch.

Rain hits against the glass terrace doors.

O'LOUGHLIN
Quarter to three. Jimmy must be done by now... You never told me how you met my cousin. Was he doing some freelance merc work and you were in the wrong place at the wrong time?

He puts the coffee on the table.

O'LOUGHLIN
Did he save you from an abusive father like he did Pat?

She picks up the coffee.

O'LOUGHLIN
Don't take this personally, Rebecca. It's just something between me and my cousin--

She throws the coffee at his face. It stops in mid-air, inches from him.

He takes her cup and holds it under the coffee. It pours neatly back in. She's amazed by this.

O'LOUGHLIN
Not too predictable.

REBECCA
How'd you do that?

O'LOUGHLIN
That? You never saw Ed do that?

REBECCA
Never saw anyone do that.

O'LOUGHLIN

All the time you were together he never showed you his teke?

REBECCA

We've only been together two days. We met on the street.

O'LOUGHLIN

The street?

He examines her face, almost studying it.

O'LOUGHLIN

Eye shadow, lipstick and blush residue. Rings around your eyes from lack of sleep. Skin and lips chapped from being outside too much. No tan. You go out at night... You're a prostitute, aren't you?

REBECCA

Was a prostitute. And you're nobody to judge, killer.

O'LOUGHLIN

I'm not judging you. We all do what we have to to survive. And why do you call him 'Whitey?' Is it the hair?

REBECCA

I guess. It's what this other homeless guy called him--

O'LOUGHLIN

Other homeless guy? Did you say *other* homeless guy...? You telling me that Ed lives on the street?

REBECCA

Well, he--

O'Loughlin stands up and walks around the room, giddy.

O'LOUGHLIN

Here I am thinking I couldn't find him because he's working for the government, the CIA, FBI, Justice League. Anything! And, all this time, he's sleeping in the street?

Token scurries to the front door. He sniffs it anxiously.

O'Loughlin draws his heater and shoots at the door. He burns a large hole in it. The dog runs, startled.

O'Loughlin cautiously approaches the door and looks through it. No one is in the hallway.

The door smolders.

The telephone RINGS. O'Loughlin and Rebecca look at it.

ANSWERING MACHINE

Please leave a message at the beep.

BEEP!

WHITEY (O.S.)

Tommy, it's Ed. Nick told me everything. Meet me downstairs. We finish this tonight... Nice job on the door.

CLICK.

O'LOUGHLIN

(beat; frustrated)

He's not picking the battlefield. No way in hell.

He grabs Rebecca and drags her into the bathroom.

REBECCA

Let go of me!

He closes the bathroom door as he leaves.

O'LOUGHLIN

Open this door and I'll kill you.

He looks at the coffee table. It flies across the room and lands leaning against the door. A large chair follows.

He gestures to the curtains with his hand. They close.

O'LOUGHLIN

(to Token)

Go find your master, mutt.

Token walks to the couch and sits down.

The phone RINGS. The answering machine picks up.

WHITEY (O.S.)

What's keeping you, Tommy? You've been waiting for this moment for years and now you're stalling. You always did talk a good fight--

O'Loughlin picks up the phone, seething.

WHITEY (O.S.)

Did you think killing me would be easy? Did you forget who I am--?

O'LOUGHLIN

You're a piece of shit, Ed. That's who you are! You live in a dumpster and still think you're fighting a war that ended six years ago. War's over, Ed. And I'm picking up my paycheck!

WHITEY (O.S.)

Selling the Citizens' technology is one thing. Killing Faces is something else.

O'LOUGHLIN

First rule of survival is eliminate the threat. That was your rule, Ed. You made that up.

WHITEY (O.S.)

You killed people trying to live their own lives--

O'LOUGHLIN

You, of all people, shouldn't be talking about destroying lives.

WHITEY (O.S.)

You joined on your own, Tommy. Nobody forced you.

O'LOUGHLIN

With promises of fame and power and glory, how could any kid refuse?

WHITEY (O.S.)

I told you what I was told. The Citizens lied to all of us.

O'Loughlin's back is to the terrace doors. Lightning flashes, revealing a silhouette on the terrace.

O'LOUGHLIN

You promised us the world even after you knew the truth. You could've told Patricia but you didn't! Why not? Because the great and powerful Ed O'Loughlin wanted a girlfriend. A girlfriend! The Faces worshipped you like a fuckin' god! And all you were was a screwed up kid from Lykens--

WHITEY (O.S.)

Tommy, do you know what happens to cool glass it's heated up too fast.

O'LOUGHLIN

Huh?

O'Loughlin turns to the terrace doors. Lightning flashes again, exposing the silhouette. It has long light hair.

The glass doors explode inward. The furniture in the room catches fire. O'Loughlin dives behind the couch, and on top of Token. The dog YELPS and runs.

O'Loughlin rolls over on his side. A large shard of glass sticks out of his arm. His shirt is badly cut up.

O'LOUGHLIN

(grunting)

Son of a bitch!

He pulls the shard out. His cellsuit morphs over the wound.

He looks around. A firehose dangles outside the terrace, leading to the roof.

He takes off his shirt, exposing his cellsuit. He draws his heater.

Token scratches furiously at the bathroom door.

O'LOUGHLIN

You've been lucky with me so far, Ed. But that's all it's ever been! Luck! Now face me like a man!

Burning furniture is heard, CRACKLING.

O'LOUGHLIN

(to Token)

Where's your master, boy?

Token replies with a WHINE.

O'Loughlin looks around. He extends his hand toward his phone (on his desk). It flies into his hand.

O'LOUGHLIN
Let's see where the hell you are.

He presses * 6 9 and waits.

A muffled RING is heard. O'Loughlin turns to the bathroom door. He fires his heater at it.

Token jumps out of the way as the door is incinerated. The bathroom is ablaze. The bathroom window is open and cracked.

Rebecca is gone.

A half-melted cell phone lays in the sink.

O'LOUGHLIN
Son of a bitch got her out.

A loud THUD is heard. O'Loughlin sees the coffee table on the floor. Token jumps through the door and escapes.

He looks around. The place is a mess. The contract burns on the desk. He picks it up and blows out the flame.

O'LOUGHLIN
This is what it's all about, Ed.
The story of our damn lives.

He drops the contract on the floor.

O'LOUGHLIN
The Citizens give us a job to do
and when it's over, no good-byes.
No gold watch. Not even a thank
you. Nothing... So what do some of
us do? We try to make some money
on it. A little compensation for
throwing our lives away.

He rips off his street clothes, revealing his cellsuit.

O'LOUGHLIN
And what happens? You come along
and ruin it for us. Making sure we
have nothing to show for our work
but a few scars and a boatload of
fucking nightmares.
(MORE)

O'LOUGHLIN (cont'd)
You did good, Ed! Real good! The
Citizens would be proud of their
prized pet.

WHITEY (O.S.)
That's enough Tommy.

O'Loughlin looks to the terrace. Whitey stands in the rain,
aiming his heater at him. His suit is morphed around his
face to look like a skull.

O'LOUGHLIN
Lose the skull, Ed. I taught you
that, remember?

He puts his heater on the desk.

O'LOUGHLIN
Here's your chance Ed. Squeeze of
the trigger and I'm dead.

Whitey walks in the room. The suit morphs from his face.

WHITEY
You killed everyone so you can sell
atomic heaters to the Japanese.

O'LOUGHLIN
Not the heaters. Just the crasium
insulation in them. The greatest
insulation this planet will ever
know. A paper thin layer of it
protected us from a six thousand
degree blast each time we pulled
the trigger. Do you know how much
we were going to get? Three
quarters of a billion dollars!

O'Loughlin sits on the arm of the couch, poking his wound.

WHITEY
You could've sold it without
killing anyone.

O'LOUGHLIN
They would've found out!

WHITEY
No one would've found out! We were
fighters, not scientists. You guys
were probably the only ones who
even thought about it.

O'Loughlin jumps up.

O'LOUGHLIN

Barry Gold found out! You remember Barry, Collie's old boyfriend? He found out. Turned out he was working for Boeing, research and design...

The two stand face-to-face.

O'LOUGHLIN

He heard of this new miracle insulation that would've changed the aviation industry and looked into it. He found us out.

O'Loughlin knees Whitey in the groin and follows up with a punch to the throat. Whitey falls to the floor, choking.

O'LOUGHLIN

He tried to stop us, just like you're trying now. And he died for it. Just like you will.

He kicks Whitey in the face, sending him rolling across the floor. Whitey loses his heater.

O'LOUGHLIN

There's no superheroes, Ed! No supervillains. Just people out to get what they can!

He walks over to Whitey and grabs his hair. He starts slamming his face into the marble floor.

O'LOUGHLIN

Innocent people died because you wanted to play superhero! In the end, you couldn't help them just like you couldn't help your wife!

EXT. CANADIAN WILDERNESS -DAY (FLASHBACK FIVE)

A thin layer of snow rests on the ground. Splatters of blood are seen. Trees burn in the distance.

COLLEEN (19) and BARRY GOLD (19) step into a clearing. Both wear cellsuits and holstered heaters.

Barry's arm hangs over Colleen's shoulder. He limps. The two smile ear-to-ear.

BARRY

Where do you want to celebrate?

COLLEEN

I don't know. Someplace with a hot
tub and no snow.

He spins her to face him.

BARRY

Hot tub for two, I hope.

They hug each tightly. She gently cries.

COLLEEN

I can't believe it's over. It's
finally over.

BARRY

I know.

PAULIE (O.S.)

Why don't you two get a room?

PAULIE (18) walks up to them, carrying a large leather sack.

BARRY

We were just talking about that.

COLLEEN

Paulie! Glad to see you bro!

She kisses him on the cheek. Barry shakes his hand.

PAULIE

Congrats on saving the world!

BARRY

You too, Paulie.
(toward bag)
Souvenirs?

Paulie dumps the bag. Alien heads PLOP to the ground.

PAULIE

A couple. Figure they'd look nice
on my wall when I buy me a home--

Another figure, WALLY, staggers up to the three. He's
completely enveloped in his cellsuit except for one eye and
some platinum hair.

He's missing an arm and hunched over.

His lower jaw is missing.

PAULIE

Oh shit... Joey, is that you?

Wally slowly shakes his head. He holds up his heater. A sticker on the barrel reads, "I'D RATHER BE FISHING."

BARRY

Wally...

Paulie steps up to him and gently takes his shoulder.

Wally's breathing is shallow and RASPY.

His cellsuit opens around his mouth. He spits out blood.

PAULIE

Looks like you saw a little too much action, dude. Don't worry. We'll get you to a transport and the Citizens'll fix you right up.

BARRY

Let's hurry.

The four make their way through the snow.

Others join up. They make their way through the woods.

The group joins a larger group in a large clearing.

Everyone is very quiet. Somber.

Two Faces take Wally aside as Sissy (18) steps up to Paulie. She hugs him.

She's crying.

PAULIE

What's wrong, Sissy?

She points ahead of them. Whitey (35) kneels in the snow, his back to them. He holds someone in his arms.

Barry and Colleen slowly walks up to him.

WHITEY

(softly)

...and we'll buy ourselves a house back home in Lykens. A blue one. I remember this blue one on sale when I was growing up there. It has a big back yard and our kids could play in it--

COLLEEN

Ed?

WHITEY

--and the dog could play in it and there was a front porch--

MELISSA (30) steps up to the two. She motions them back. Her eyes are puffy from crying.

MELISSA

It's Pat... Pat's gone.

Barry and Colleen go pale, horrified.

BARRY

What happened?

MELISSA

A trady slug. Drones were using them a few miles east of here.

BARRY

Where're the transports?

MELISSA

We've been trying to contact them for hours. The Citizens aren't answering. They're not here.

Colleen crouches down next to Whitey. She sees his bloodied hand cradling Patricia's head.

Patricia's eyes are dilated; her face is expressionless.

COLLEEN

Ed? It's Collie. Are you okay?

WHITEY

We're fine... Me and Patricia are fine. I just have to get her back to the transport. That's all.

COLLEEN

Ed, put Patricia down.

WHITEY

No. She'll get cold... We're going home. Home to Pennsylvania. We're going to buy the blue--

COLLEEN

Ed, please put her down. We'll
take care of her--

WHITEY

No!

Whitey swings at her with the arm cradling Patricia's head.

Patricia neck falls limp. Pieces of her skull and brains
fall into the snow.

He looks at Colleen, crying like a frightened child.

He picks up the pieces and puts them back in Patricia's head.

WHITEY

We're going home. Me and Patricia
are going home. We're gonna go
home and buy that blue house...

INT. O'LOUGHLIN'S PENTHOUSE (PRESENT)

O'Loughlin continues slamming Whitey's head into the floor.
Suddenly, Whitey tenses up.

WHITEY

Nooooo!

Whitey rolls over and hits him in the stomach. O'Loughlin
doubles over in pain.

He looks down and sees a large shard of glass sticking into
his stomach. Whitey pushes it further in until it's
completely inside him.

The two look at each other.

Whitey kicks him in the stomach.

A muffled KRINKLE is heard.

Whitey jumps up. O'Loughlin throws a punch that Whitey
blocks. He throws another with the same results.

Whitey kicks O'Loughlin's knee in, shattering it.

The CRACK, and O'Loughlin's SCREAM are loud.

He picks O'Loughlin up and throws him out the terrace doors.
O'Loughlin clears the terrace wall.

He grabs onto the wall and hangs over the edge.

He looks down.

Police cars arrive to the front of his building.

He looks up.

Rebecca looks down at him from the rooftop.

He pulls himself back onto the terrace.

Whitey walks onto the terrace, carrying two heaters.

WHITEY

It's over Tommy.

O'Loughlin straightens his broken leg.

O'LOUGHLIN

What now, Ed? Run off and
disappear like the good old days?
Nothing to show for your work?
Just like the good old days?

Whitey stands over him.

O'LOUGHLIN

Well? You gonna stand in the rain
all night? What are you gonna do?

WHITEY

Follow the rules...

He steps aside.

CHIMING is heard from inside.

O'Loughlin sees the shattered glass moving on the floor,
jumping around on its own. Thousands of pieces sweep toward
him like a tidal wave.

WHITEY

And eliminate the threat.

O'Loughlin SCREAMS as the glass embeds itself in him. He's
covered in glass and blood.

The cellsuit slides off him.

REBECCA

Whitey...! Whitey...!

He looks up to Rebecca.

REBECCA

The cops are coming! Let's get out
of here!

Whitey looks over the edge and sees the police cars. He
grabs the firehose and climbs up.

After a few feet, he stops.

REBECCA

Come on Whitey! We gotta get out
of here!

Whitey slides down the hose. He lands on the terrace and
walks inside.

EXT. ONE FEDERAL PLAZA. - DAY

Stock footage of the building.

AGENT (O.S.)

Miss Gottesman, having gone over
all affidavits regarding the entire
incident with Edward O'Loughlin and
his... associates, the bureau
considers you simply a witness in
this matter.

INT. SMALL OFFICE.

Rebecca sits in front of a desk; she's very well dressed.
Facing her is an AGENT.

AGENT

All criminal charges against you
have been dropped.

Rebecca SIGHS in relief.

AGENT

You're free to go. Before you do,
we would like to extend the
opportunity of employment at the
Federal Bureau of Investigation.

REBECCA

A job?

AGENT

One of the conditions of Edward
O'Loughlin's surrender is a job
opportunity for you--

REBECCA
You mean like a special agent?
Fighting crime?

AGENT
A clerical position in the payroll
department here in the New York
City office.

She blushes.

AGENT
Background check reveals you
studied finance in college. You'd
receive the standard salary and
benefits package.

REBECCA
What about Whitey--Ed?

AGENT
I can't say. I can show you to
Human Resources to process the
paperwork if you're interested.

EXT. STREET

Rebecca steps from the building, carrying several manila envelopes. The top one reads: 'AETNA DENTAL INSURANCE.'

INT. OFFICE BUILDING CORRIDOR.

Whitey watches her from a fourth floor window. He wears a business suit and his hair is short and conservative-looking. Plimpton stands next to him.

PLIMPTON
She'll be okay. I know her
supervisor.

Whitey steps from the window.

WHITEY
And Colleen?

PLIMPTON
You stay with the bureau as a
prodigy agent for the time we
agreed on, she'll be on probation.

Whitey looks him.

WHITEY

Ten years? I never stayed anywhere for that long.

PLIMPTON

The bureau's filled with agents of special talents, like yourself.

WHITEY

Uh-huh...

PLIMPTON

You could be in jail like your friend, Nick Schroeder.

WHITEY

He was never my friend.

PLIMPTON

You have five days before the academy starts.

Whitey follows Plimpton out of the room, into a corridor.

PLIMPTON

You have a few days to yourself before then.

TWO AGENTS, waiting outside the door, follow Whitey.

WHITEY

To myself?

PLIMPTON

Departmental policy. In case you try anything erratic.

WHITEY

What if I have something personal to do?

PLIMPTON

They'll personally attend to it with you.

The four walk by a window. Whitey stops and looks out. He sees a tree, twenty feet below him. He opens the window.

WHITEY

Five days, huh?

He jumps out the window.

PLIMPTON
O'Loughlin!

Whitey grabs a branch on his way down. The tree bends, slowing his descent.

He lands gracefully on the sidewalk, startling passerbys.

He releases the branch. It springs back up.

PLIMPTON
Get after him!

The agents look out the window, hesitant.

PLIMPTON
The stairs!

They race off. Plimpton watches Whitey walk away.

Rebecca sits on a bench, flipping through one of her envelopes. She looks flustered. THERE'S A MILLION PAGES TO THIS DAMN THING!

Someone sits down next to her. She glances up.

It's Whitey!

REBECCA
Oh my God!

She hugs him.

REBECCA
I almost didn't recognized you.
Look at your hair! Your clothes!

WHITEY
My work clothes. I have to show up here for work in a few days.

REBECCA
Here? You're kidding. Wow. A super human working for the F.B.I. That sounds so...really cliche.

The two smile.

WHITEY
I have some time on my hands. I Thought, maybe, we could get something to eat.

Camera pulls back, showing an aerial view of the area.

REBECCA (O.S.)
Something to eat?

The camera continues pulling back, accelerating away.

WHITEY (O.S.)
Maybe a picnic. Been a long time
since I was on a picnic.

REBECCA (O.S.)
A picnic sounds good.

WHITEY (O.S.)
Maybe one in Central Park?

The entire Earth is in view.

REBECCA (O.S.)
Central Park? I don't know. It's
getting late and that place can be
dangerous at night... Wait a sec.
I forgot who I was talking to.

Scores of satellites of alien technology orbit the Earth.

Identification plaques are on the satellites, in numerous
languages and alphabets.

One of the plaques read: 'CITIZENS OF TARCONESSANA --
PROPERTY 356+0654.'

FINAL FADE OUT.