

A CELL PHONE RINGS in the DARKNESS.

FADE IN

EXT. LAKE -- DAY

OVERHEAD ANGLE, SPIRALING down on an empty row boat. The RINGING CELL PHONE is in the boat. Other items in the boat include two fishing rods, a tackle box and an ice box.

Still ASCENDING. The phone is RINGING LOUDER and LOUDER.

TITLE CARD FADES IN:

November 12, 2005. Ten years before the plague

TIGHT ON PHONE'S DISPLAY, as a DIGITAL IMAGE of a WOMAN, mid 30s, FADES IN. THE RINGING STOPS.

WOMAN

Okay, John. My guess is you left the phone in the truck while you and William went fishing. Mom and Dad are coming over for dinner so don't be long okay? Bye.

The CELL PHONE DISPLAY FADES and the message, "1 MESSAGE FROM SPOUSE" appears.

EXT. BOAT/WATER -- DAY

LOW ANGLE of the WATER'S SURFACE near the boat, EXPLODING with life as a MAN, JOHN FRIEDMAN, shoots up from the depths with his unconscious 8 year-old son in his arms. He grabs the side of the boat with one hand while he holds on to his son with the other.

He manages to get his son into the boat, then pulls himself into it. He pounds at his son's chest, trying to get the water out.

JOHN

(crying)
William! William! Breathe, Goddammit!

Nothing's working. William isn't breathing. John's run out of things to try so he grabs the phone and dials 911.

911 OPERATOR

(from phone)
911, what's your emergency?

(CONTINUED)

JOHN
(into phone)
We're out on Sugar Lake. My son had
a seizure and fell in. Help me,
please! He's not breathing!

INT. HOSPITAL/CORRIDOR -- LATER THAT DAY

ANGLE ON

DOORS, as they are FLUNG OPEN by a TEAM of EMERGENCY PERSONNEL. On the WHEELED STRETCHER is the boy, SPASMING, FOAMING at the mouth, he looks bad. The emergency team rushes by us. John and Martha are close behind.

John is soaking wet. Martha is wearing a FLOUR-STAINED APRON. Her hands still have flour on them. They embrace as their son is taken into the EMERGENCY ROOM. The doors to the ER close. She breaks down on John's shoulder.

INT. ER -- DAY

ON WILLIAM, with his droopy eyes half open, SPASMING uncontrollably, as IVs are inserted and sensors are attached.

ON VITALS MONITOR, an ERRATIC HEART BEAT streams across screen as the ER becomes increasingly filled with nervous AD LIBS: "We're losing him!", "Pressure's dropping!"

WILLIAM'S POV

An EERIE silence, like in a dream. DARK SHADOWS loom overhead. It's very confusing, as if underwater. It suddenly becomes VERY BRIGHT as, O.S., the FLATLINE from the VITALS MONITOR becomes AUDIBLE.

EXT. ER/WAITING AREA -- MOMENTS LATER

John and Martha are sitting on a small bench in the corridor when the DOCTOR steps out. Martha leaps to her feet, trying to read the doctor's eyes.

MARTHA'S POV

The frustrated doctor removes his cap in disappointment. It doesn't look good.

ON MARTHA, nearly collapsing. John grabs her.

INT. ER -- CONTINUOUS

Teary-eyed, a NURSE begins to remove the sensors from the corpse's chest and abdomen while a SECOND NURSE begins to unplug some equipment.

BEEP! The nurses look up at the VITALS MONITOR.

INSERT VITALS MONITOR

On the monitor's screen, a SINGLE HEART PULSE streams across.

BACK TO SCENE

ON NURSES, paralyzed, they glance at one another as if to say 'Did you see that?' When, O.S., another BEEP. Then another, and another. BEEP! BEEP! BEEP!

EXT. ER/WAITING AREA -- DAY

John and Martha are locked in an embrace, SOBBING.

NURSE (O.S.)

Doctor!

The Doctor spins around, sees the Nurse standing at the door to the ER.

NURSE (CONT'D)

(shaky voice)

He's alive! Hurry!

ON JOHN AND MARTHA, staring at each other in confusion.

The Doctor rushes into the ER and sees the YOUNG WILLIAM sitting upright as if nothing had happened. Tears are FLOWING down his ROSE-COLORED cheeks.

DOCTOR (O.S.)

(in disbelief)

Oh my God.

WILLIAM

They're coming. They don't want us here.

INT. NIGHT CLUB -- NIGHT

TITLE CARD FADES IN:

10 years later. Year of the plague

(CONTINUED)

The MUSIC is LOUD, the LASER LIGHTS are BRIGHT and the PEOPLE are JAMMING. A YOUNG AFRICAN-AMERICAN WOMAN, CLARICE, mid 20s, is dancing by herself. She has SHORT, BLEACHED HAIR and is wearing a SCANTY, LEATHER OUTFIT.

INT. CLUB/WOMAN'S BATHROOM -- LATER

DOZENS OF GIRLS crowd before three mirrors trying to freshen up their make-up. A lot of shoving and AD LIBS: "Hey, watch it bitch" and "I was here first!". It's brutal. Clarice walks in and forces her way through the multitude. She enters the STALL and SHUTS the door.

INT. STALL -- NIGHT

She's sitting on the toilet. She reaches into her shorts and pulls out a pack of cigarettes and a lighter. After struggling to light, she finally manages to get the flame. She lights the cigarette and, closing her eyes, takes a few puffs.

The LIGHTS BEGIN TO FLICKER. Clarice stands, pulling her shorts up so she can get out of there. She drops the cigarette into the toilet but before she exits the stall, the lights FLICKER one last time and don't come back on.

CLARICE (V.O.)

Shit.

In the darkness, the stall door CREAKS open. It is PITCH BLACK in here.

CLARICE (CONT'D)

Hello?

A FLASH OF LIGHT from her lighter reveals she's standing in front of a mirror. She tries to light her lighter again, then again. On the fourth attempt, SOMEONE is standing behind her. She's too busy looking down at the lighter to notice him in the mirror.

With every SPARK OF LIGHT the MYSTERIOUS FIGURE becomes clearer. He is not human. His head is unusually large, his eyes are large and black and his nose and mouth are virtually nonexistent. You guessed it, he's an ALIEN.

The lighter finally remains lit. She glances up at the reflection in the mirror and SCREAMS.

EXT. CITY OF NEW YORK -- NIGHT

OVERHEAD ANGLE

TRACKING over the SKYSCRAPERS, looking down at the complicated mess we call civilization. O.S., CLARICE'S SCREAM still ECHOES faintly. Somewhere in the city an AMBULANCE rushes to the scene of some accident. Cars are HONKING. NIGHT becomes DAY in seconds.

EXT. COUNTRY ROAD -- DAY

A LATE MODEL CAR cruises along a tree-lined road.

TITLE CARD FADES IN:

3 DAYS LATER

INT. LATE MODEL CAR -- DAY

JENNY is 18, shoulder-length brown hair and being naturally attractive, wears no make-up. O.S., from the RADIO, an AFRICAN-AMERICAN PREACHER is SHOUTING so LOUD it's almost incomprehensible.

PREACHER (V.O.)

(on radio)

There are demons out there!

AMEN! From a very hyped up CONGREGATION.

PREACHER (CONT'D)

Demons who wanna hurt us!

CONGREGATION (V.O.)

Amen!

PREACHER (V.O.)

Demons who wanna kill us!

CONGREGATION (V.O.)

Amen!

PREACHER (V.O.)

Demons who don't care whether you're black or white!

CONGREGATION (V.O.)

Amen!

PREACHER (V.O.)

Rich or poor!

CONGREGATION (V.O.)

Amen!

(CONTINUED)

PREACHER (V.O.)
Young or old! Everybody's a victim!

CONGREGATION (V.O.)
Amen!

PREACHER (V.O.)
And who's our protector?

CONGREGATION (V.O.)
Jesus!

PREACHER (V.O.)
And who's our protector?

CONGREGATION (V.O.)
(louder)
Jesus!

EXT. PSYCHIATRIC HOSPITAL/PARKING LOT ENTRANCE -- DAY

TITLE CARD FADES IN:

ULTIMA MILLA PSYCHIATRIC HOSPITAL

JENNY'S CAR moves through the metal gates.

INT. PSYCHIATRIC HOSPITAL/ROOM 4A -- DAY

ON A SCRAWNY KID, WILLIAM FRIEDMAN, 18, staring out at the trees through the barred window. Around his neck is an ELECTRONIC MONITORING DEVICE.

WILL
Do you know how hard it is to kill
yourself in this place?

He turns away from the window. PAN around, following his gaze to Jenny, sitting on a chair with her BIBLE open across her laps.

JENNY
Let him in, Will. All he wants is
for you to accept him as your savior.

WILL
Please, Jen, don't start with your
Holy Jesus crap in here. You know I
don't believe in that mumbo jumbo
shit.

(CONTINUED)

JENNY

He can help you. If only you'd give him a chance, he can...

WILL

(interrupting)

He can what? Stop the nightmares? Keep the alien invasion from happening?

JENNY

(re: the nightmares)

You still see her?

WILL

Every time I close my eyes she's there, staring at me. Laughing. I can feel her, Jen. Right now, she's going through the transformation. It's not her fault. She has no control over what she's about to unleash on mankind.

JENNY

She's a demon, Will. We can help you.

WILL

No one can help me, Jen. Especially your compound.

JENNY

Church.

WILL

Whatever. At least when I was at home I could smoke a joint and keep her out of my head, you know. But here, in here they won't let you do that shit.

(beat)

How's mom and dad?

JENNY

Fine, I guess. How should I know?

WILL

They've forgotten they have a son.

JENNY

What do you mean?

WILL

They don't come around here much anymore.

(CONTINUED)

JENNY

Jesus.

WILL

They've abandoned me like they did you.

JENNY

They didn't abandon me, I left. I was lost and then I was found. Let Jesus find you, too, Will.

O.S., a KNOCK. The door opens.

ORDERLY

Visiting hours are over, Miss. You have to leave.

JENNY

One more minute, okay?

The orderly checks his watch.

ORDERLY

Thirty seconds.

He shuts the door. Jenny stands, leaving the BIBLE on the chair.

JENNY

I'll come by more often. I promise.

WILL

Don't make promises you can't keep, Jen. Besides, after tomorrow, it's not gonna matter.

JENNY

Tomorrow? What's tomorrow?

WILL

Mankind's extermination, Jen. Haven't you been listening? It's coming and it's coming fast. It's all happening tomorrow.

Jenny walks to the door and stands in the hallway. The orderly is standing nearby.

WILL (CONT'D)

Wait! Here, take this.

He reaches into his pant pocket and pulls out a PENDANT. Jenny walks back into the room and extends her hand. She takes the pendant and admires it.

(CONTINUED)

ON PENDANT, as Jenny opens it, finding a miniature picture of Will and herself when they were eight.

WILL (CONT'D)

(teary-eyed)

The day that picture was taken, Dad took me on my very first fishing trip. That's the day it all began. The visions. The nightmares.

ORDERLY (O.S.)

Any day now, folks. Wrap it up.

JENNY

I have to go.

As she turns to leave Will grabs her arm.

WILL

You'll hear them coming. When you do, don't rush to the window to see what it is. You run, okay? Run as fast as you can. I know you guys have some kind of underground shelter or something. Hide there.

JENNY

(sarcastic)

Shall I warn the world?

WILL

I tried that and look where it got me. I only care about you.

JENNY

Bye, Will.

EXT. PSYCHIATRIC HOSPITAL/PARKING LOT -- DAY

ON JENNY'S CAR as it SENSES her approach and slides open the door. Jenny steps in. The door slides shut.

INT. CAR -- DAY

Realizing she's CRYING like a baby, she sucks it up, straightens, wipes the tears from her eyes and turns the car on. She turns the RADIO ON and inserts the religious CD.

EXT. CAR -- DAY

In V.O., the PREACHER'S WORDS are LOUD and PENETRATING as her car moves from the parking lot to the gates. As her car approaches the automatic gates open.

INT. PSYCHIATRIC HOSPITAL/WILL'S ROOM -- DAY

The door to his room opens, a MALE ORDERLY enters with a syringe in hand.

HIS POV

Will is sitting on the edge of his bed holding a bible across his lap.

ORDERLY

Time to go night-night, Mr. Friedman.

ON WILL, standing abruptly, launching the heavy book at the orderly, knocking the syringe out of his hands.

Will runs past the startled orderly and into the corridor, where he bumps into a couple of FEMALE ORDERLIES.

INT. CORRIDOR -- DAY

Will is running full speed. Several orderlies are close behind. He slides to the end of the corridor and hauls ass down another corridor where he bumps into the

HOSPITAL DIRECTOR, a towering, well built gray-haired MAN in his 50's. The director SLAMS his fist into Will's face, KNOCKING him against the corridor wall, where he collapses, barely conscious.

The orderlies finally get there, grab Will and lift him up. Will is fighting to get them off, but he's overpowered.

DIRECTOR

(wiping blood off
hand)

His third attempted escape this month
and you people still haven't learned?
I want the little bastard so full of
drugs he can hardly walk, understand?

The orderlies nod.

DIRECTOR (CONT'D)

And strap him, too. Just in case.

(CONTINUED)

WILL
They're coming! You have to believe
me! We're all gonna die!

INT. APARTMENT BUILDING/HALLWAY -- DAY

ON DOOR to room 21B as a FIST ENTERS FRAME and POUNDS on the door. ZOOM OUT, revealing the LANDLORD, an OBESE MAN holding a diet coke. Standing next to him is a POLICE OFFICER.

LANDLORD
Enough bullshit, Clarice! Where's my
money? I know you're in there!

He POUNDS on the door again.

POLICE OFFICER
When was the last time you saw her?

LANDLORD
Last Friday.

Then there's a sudden POUND on the door from inside the room. A single POWERFUL STRIKE, nearly splitting the door in two and sending the Landlord staggering backwards with fright. The officer draws his gun.

OFFICER
(to landlord)
Open the door.

The Landlord fumbles with his mess of keys until he finds the one for 21B. He and the officer enter the room.

INT. CLARICE'S APARTMENT -- DAY

THEIR POV

In the living room, everything is scattered throughout the floor. The couches are overturned, the glass coffee table is shattered and the television is laying on its side on the floor. ON T.V., a TALK SHOW is in progress.

LANDLORD
Holy shit.
(beat)
Clarice?

OFFICER
Stay right here.

(CONTINUED)

THE OFFICER

gun drawn, as he cautiously moves past the television on the floor and into the dark corridor.

THE LANDLORD

inspects the DEEP SCRATCHES on the wall.

ON T.V., the HOST of the talk show interviews an EXPERT ON ALIEN ABDUCTIONS.

HOST

Where do they come from? What do they want from us?

EXPERT

(sips his water)

I don't think anyone knows where they're from or how long they've been here. Sightings go back thousands of years.

HOST

Why the abductions, Dr. Anderson? What do they want to know?

EXPERT

Why do we dissect mice and rabbits in our laboratories? Why do we inject these creatures with experimental drugs to observe their effects? For knowledge. These beings want nothing more than to understand what makes us tick. How we eat, how we mate, how we think.

HOST

What would an advanced alien civilization do with such knowledge once it's acquired it? Move on to another planet?

EXPERT

Perhaps. Honestly, we don't know.

ON LANDLORD, as he curiously follows one very long SCRATCH MARK up the wall to the ceiling, where there's a three foot diameter hole.

LANDLORD

Oh, my God.

EXT. LAKE -- NIGHT

NIGHTMARE VISION

TRACKING FAST over the surface of the water, just skimming it. Seconds later, CAMERA dives.

UNDERWATER, moving through the murkiness, all that is visible are a few AIR BUBBLES as they rise from the depths. Then

SHOCK IMAGE of a WOMAN appearing suddenly before us from the BLACKNESS. It's Clarice. She stares BLANKLY at us for a brief moment, then smiles as the rest of her becomes visible. She wears a white nightgown. From between her legs are about a DOZEN SQUID-LIKE TENTACLES.

She grabs her stomach and arcs her back. She's in pain as she gives birth to THE CREATURE.

REVERSE ANGLE

A FRIGHTENED WILL struggles to swim away. The SQUID-LIKE CREATURE grabs him and pulls him down until they've both disappeared in the murkiness.

INT. PSYCHIATRIC HOSPITAL, WILL'S ROOM -- EARLY MORNING

REALITY

TIGHT ON WILL'S FACE as he wakes from his nightmare. He's bathed in sweat. Duct tape is strapped across his mouth. ZOOM OUT, revealing his wrists and ankles are strapped to the bed.

INT. CORRIDOR -- EARLY MORNING

LOW ANGLE

A pair of ARMY BOOTS make their way down the corridor.

ANGLE ON

SECURITY CAMERA as it PANS.

SECURITY CAMERA'S POV -- IN BLACK AND WHITE, GRAINY, THE TRENCHCOAT STRANGER IS A WOMAN. SHE HAS LONG, BLACK HAIR.

ZOOMING OUT, exiting a SECURITY MONITOR at the security station up front. The GUARD, who is supposed to be watching the video, is slumped over his desk. His head rests in a pool of blood.

(CONTINUED)

OVERHEAD ANGLE of the lobby, two other GUARDS lay in a pool of blood on the floor.

INT. WILL'S ROOM -- EARLY MORNING

ANGLE ON

Door knob as it begins to twist slowly. The door opens, the stranger walks in.

ON Will, turning to see who's there. From his POV, the stranger looms overhead. Everything's a blur.

INT. CORRIDOR -- EARLY MORNING

TWO GUARDS, armed with stun guns, as they cautiously hurry down the corridor to Will's room. The door is open when they get there. From their POV, the bed is empty, the straps have been cut. Will is gone as well as the stranger.

EXT. NEW YORK CITY SKYLINE -- EARLY MORNING

THUNDERCLOUDS move slowly overhead as lightning arcs between heaven and earth. A light drizzle begins to fall.

EXT. ABANDONED PRODUCE WAREHOUSE -- MORNING

The drizzle has become a fierce downpour. O.S., THUNDER CLASHES.

INT. ABANDONED PRODUCE WAREHOUSE -- MORNING

LOW ANGLE

Will lays unconscious on the dust covered floor. He opens his eyes abruptly as if awakening from a bad dream.

HIS POV -- BLURRED, THE STRANGER WHO TOOK HIM FROM THE HOSPITAL IS CROUCHED IN FRONT OF HIM.

Still drowsy, Will sits up rapidly and looks the stranger over. Underneath her trenchcoat, she wears a BLACK, TIGHT BODYSUIT. A CURIOUS EMBLEM adorns the chest area.

WILL

Who the hell are you? Where am I?

The stranger stands and extends her hand to help him up. Will helps himself up.

(CONTINUED)

STRANGER
 (removing sunglasses)
 You just saw her didn't you?

Will brushes the dust off his clothing. He stares at her for a brief moment before answering.

WILL
 (drowsy)
 How do you know that?

In a blur of speed, the stranger grabs Will by the shirt collar and SLAMS him hard against the wall. A cloud of dust envelopes them both.

STRANGER
 Where is she? We're running out of time.

TIGHT ON Will as he notices something around the stranger's neck.

HIS POV

A small PENDANT hangs on a chain. It is the same PENDANT he gave his sister the night before.

WILL
 That's my sister's. How'd you get it?

The stranger looks down at it.

STRANGER
 Someone gave this to me a long time ago.
 (beat)
 Before the invasion.

Will stares deep into her eyes. She looks familiar. Her voice, her features, everything about her.

WILL
 Jenny?

JENNY
 The woman, Will, where is she? We're running out of time.

WILL
 This isn't happening. How's this possible?

JENNY
 (impatient)
 Goddamn it, Will!
 (MORE)

(CONTINUED)

JENNY (CONT'D)

We don't have time for this. Someone is following me. If he finds me, he'll kill us both.

Will distances himself from the woman appearing to be his sister from the future.

WILL

Shit, I don't know who you are or what all this is about. Until you give me some answers I'm not telling you a thing.

O.S., THUNDER CLASHES. The rain is really coming down now.

JENNY

(staring out window)
Twenty years from now we will gain access to a time machine.

WILL

That's not possible. I've seen the future and I don't see any survivors.

JENNY

You changed all of that when you warned me about the invasion.

WILL

You said "we" gain access to a time machine. Where are the others?

JENNY

(faces Will)
Dead.

WILL

Dead? How?

JENNY

Sam Hunter. He betrayed us.

WILL

(unbelieving)
This is like something out of some fucking movie, man. This can't be real.

JENNY

It's real all right. Only you can help me.

WILL

You can stop her? The woman who gives birth to the plague?

(CONTINUED)

JENNY

Yes. Where is she?

EXT. ENTRANCE ROAD TO WAREHOUSE -- MORNING

In the pouring rain, a MAN, SAM HUNTER, looking through the scope of an ASSAULT RIFLE, sits on a sleek, late model motorbike. He's like a statue, unmoving, unaffected by the rain.

HIS POV -- NIGHT VISION

Through the high-tech, digital screen of the scope, Sam sees the HEAT PATTERN of both Will and Jenny behind the walls of the abandoned warehouse. The DIGITAL CROSSHAIRS are trained on Jenny.

TIGHT on Sam's trigger finger as it begins to move. The rifle kicks back silently as the shot is fired.

INT. PRODUCE WAREHOUSE -- MORNING

Tight on Jenny's ear as she seems to HEAR the bullet's approach. In FAST MOTION, she leans back just as the bullet penetrates the wall. MOTION SLOWED, Jenny's arcing back, in suspended animation as the bullet slowly and quietly passes within an inch of her face.

NORMAL MOTION, Jenny drops to the floor. The bullet strikes the other side of the building. Will drops as an endless barrage of bullets strike at the warehouse. He's in a fetal position, frightened, SCREAMING.

Jenny stands, .357 Desert Eagle in hand, fires non-stop out the broken window.

EXT. ENTRANCE ROAD TO WAREHOUSE -- MORNING

Sam is hit on the shoulder. He nearly loses his weapon, regains it, applies pressure to his wound.

INT. PRODUCE WAREHOUSE -- MORNING

JENNY

Shit! We can't stay here!

WILL

(standing)

I kinda figured that!

(CONTINUED)

Jenny hurries to her bike, kicks up the bike stand and slips her gun into her holster.

JENNY

Get on!

EXT. WAREHOUSE/SHIPPING AND RECEIVING AREA -- MORNING

Hundreds of wooden pallets stacked in towers serve as cover as Will and Jenny head for the highway.

EXT. HIGHWAY -- MORNING

TRAFFIC JAM

Jenny hauls ass down the middle, between the stalled cars, as Sam follows close behind.

WILL

(leans forward)

Get off on the next exit.

INT. MORNING DEW DINER -- MORNING

ANGLE ON

BUS STOP across the street. The rain has receded a bit. It's drizzling now. PANNING around to CLARICE, who appears ill. Her face is covered in a cold sweat. Her gaze is fixed on the bus stop.

WAITRESS (O.S.)

You feelin' okay?

Clarice snaps out of it. Turns to face whoever has spoken. She sees a friendly WAITRESS holding a pitcher of hot coffee.

CLARICE

(coughs)

I'll be okay. Thanks.

WAITRESS

You don't look okay. Sure you feelin' all right?

CLARICE

I'm fine, really. Just coming down with something. Nothing life threatening I don't think. What time does the bus arrive?

(CONTINUED)

WAITRESS
 (looking at watch)
 9 o'clock. Where you headed?

Clarice turns to look out the window.

CLARICE
 It doesn't matter.

EXT. SLICK ROAD -- MORNING

MOVING

Will and Jenny on the motorcycle hauling ass as fast the bike will go. Sam is gaining. He's taken out a gun and is FIRING at them while he steers with one hand. Jenny hands Will her gun.

JENNY
 Here, get him off my tail!

WILL
 (taking the gun)
 Shit. I've never fired a gun before.

JENNY
 Take aim and pull the trigger! Don't you watch television?

Will takes aim, braces for the kickback, fires, loses the gun. He stares at his empty hand in disbelief and slowly turns around.

On noticing the lack of relentless firepower on Will's part, Jenny looks at her rear view mirror and sees the gun bouncing about on the slick road.

She reaches down into her boot and pulls out another gun. Approaching them on the opposite lane is a U-HAUL TRUCK. As it passes Jenny fires at its tires, taking them out.

WILL
 (shocked)
 I can't believe you just did that!

THE OUT-OF-CONTROL TRUCK is headed for a head-on collision with Sam.

Sam, in a desperate move to avoid the collision, swerves out of the way, only to plow into the rear of a parked car. Sam is launched out of his bike, landing on the hood of the same car.

EXT. ROAD/FURTHER AHEAD -- MORNING

ON JENNY, checking the time on her watch.

JENNY

How much longer before we get to the bus stop?

WILL

Couple more miles.

BACK TO SCENE WITH SAM as he jumps off the hood. Shaken but not seriously hurt, he walks around the Lexus to inspect his bike. It's now just scrap metal.

He hurries to the driver-side door. An IMAGE of a WOMAN materializes on the window.

WOMAN

My damage report shows an estimated two thousand dollar repair bill. The owner of this vehicle and the authorities are being contacted.

Using his bare fist he strikes the glass, SHATTERING it into a million pieces.

EXT. BUS STOP ACROSS MORNING DEW DINER -- MORNING

The large, ultra-modern GREYHOUND bus opens its motorized doors to the small crowd of PASSENGERS. As the passengers board they swipe their cards through the card reader.

EXT. MORNING DEW DINER/PARKING LOT -- MORNING

Jenny and Will arrive on their bike.

TIGHT ON WILL, his reaction to something he sees at the bus stop.

HIS POV -- CLARICE, THE PREGNANT WOMAN FROM HIS VISIONS. SHE LOOKS SO NORMAL AND INNOCENT.

WILL (O.S.)

That's her. Jesus, I knew she was real.

ON JENNY, loading a few more bullets into her gun. O.S., a car is approaching. Jenny turns and sees the black Lexus down the road in the distance speeding towards them.

INT. LEXUS -- MORNING

As Sam drives, O.S., the car's COMPUTER SPEAKS.

COMPUTER

This vehicle has been tampered with.
The authorities have been notified.

Sam repeatedly strikes the console.

SAM

Shut up! Shut up!

EXT. MORNING DEW DINER/PARKING LOT -- MORNING

JENNY

Shit.

(turns to Will)

I'll take it from here.

WILL

No way. I'm going with you. I have
to be there.

JENNY

We don't have time to argue. Stay
here.

WILL

You don't understand. I have to be
there.

He hurries across the street to the bus stop where a small group of passengers await to board. Jenny is right behind him.

ON JENNY, brushing up against a passenger.

JENNY

Excuse me.

INT. GREYHOUND BUS -- MORNING

The passenger Jenny bumped into is feverishly searching his pockets for his wallet.

PASSENGER

(desperate)

Jesus Christ! I had it a second ago!

DRIVER

Let the others through while you
look, will you?

(CONTINUED)

The passenger steps aside, Jenny and Will enter the bus. Jenny swipes "her" card through the reader and enters number of party. She turns to Will and smiles.

INT. BLACK LEXUS -- MORNING

SAM'S POV -- THE PASSENGER BUS IS PULLING AWAY FROM THE BUS STOP.

INT. PASSENGER BUS -- MORNING

ON WILL, walking behind Jenny toward the back of the bus. He spots Clarice taking a seat.

As he passes by they make eye contact. He sees her eyes briefly turn JET BLACK. In a split second her eyes are back to normal again.

He and Jenny sit down a few seats behind Clarice. Jenny turns to look at Will, who is visibly shaken. Already, he's bathed in a cold sweat.

JENNY

You should've stayed behind, Will.

WILL

If you're here to stop her, I gotta see it. It's important to me.

EXT. STREET -- MORNING

The bus moves through an intersection as the black Lexus follows close behind. O.S., POLICE SIRENS can be heard in the distance.

INT. PASSENGER BUS -- MORNING

Will looks down at Jenny's DESERT EAGLE GUN tucked away in her holster beneath the trenchcoat. For the first time since they've met, he sees her nervous, bathed in sweat.

WILL

(whispers)

What are we waiting for?

But Jenny's somewhere else. She hasn't heard the question. Then, she feels a sharp pain in her abdomen, as if someone's just stabbed her.

(CONTINUED)

WILL (CONT'D)

What's wrong?

JENNY

Nothing.

(beat)

Just try and stay out of the way.

INT. BLACK LEXUS -- MORNING

Sam lifts his rifle with one hand as he steers with the other. He takes aim out the passenger window as he moves into position by the side of the bus.

INT. PASSENGER BUS -- MORNING

ON JENNY, turning to look out the window across the aisle. She's sensed Sam's presence. She JUMPS out of her seat and sees the black Lexus cruising near the bus.

A half-second later, CHAOS and DESTRUCTION as bullets from Sam's rifle TEAR through the bus mercilessly. Dozens of passengers are hit, many fatally. Jenny returns fire without seeking cover.

(MOTION SLOWED), FRAGMENTS OF METAL, GLASS and SEAT STUFFING fill the interior of the bus, in SUSPENDED ANIMATION like PARTICLES FLOATING in liquid. Amid the

TURMOIL and CONFUSION, Jenny stands bravely, FIRING SHOT after SHOT at the speeding Lexus.

ON WILL, beneath his seat as a SHOWER of BROKEN GLASS rains on him. O.S., the DEAFENING BOOM!, BOOM!, BOOM! From Jenny's gun. Then the ATTACK ends abruptly.

EXT. LEXUS/BUS -- MORNING

The Lexus ACCELERATES toward the front end of the bus. Both VEHICLES have moved passed the wooded area and are now on a paved MOUNTAIN ROAD. TWO POLICE CARS are gaining on the stolen Lexus.

INT. PASSENGER BUS -- MORNING

ON WILL, standing, expecting to see Jenny dead or dying. Instead, he sees a fearless woman reloading her weapon. She's been hit three times. One in the SHOULDER, one in her ABDOMEN and the other lug is EMBEDDED in her LEG.

(CONTINUED)

Will can't believe she's still alive. O.S., people SCREAMING. All of them are down low, a lot of them are dead.

ON WILL, inspecting Jenny in disbelief.

WILL
Shit, you're hit.

JENNY
(reloading)
I'm okay. Get down.

O.S., Sam's rifle goes off. Immediately afterwards, the bus swerves violently left, knocking everyone around into the seats.

Will looks toward the front of the bus and sees the BLOOD-SPLATTERED windshield. The BUS DRIVER'S lifeless body is slumped over the steering wheel.

EXT. MOUNTAIN ROAD -- MORNING

The bus SLAMS into the rocky mountain wall at an angle. With the dead driver's foot JAMMED down on the gas pedal, the bus with its FRONT AXLE SEVERELY DAMAGED, continues to press forward, sluggishly inching toward the CLIFF'S EDGE.

EXT. MOUNTAIN ROAD/FURTHER BACK -- MORNING

The two police cars skid to a halt. FOUR OFFICERS exit with their guns drawn. OFFICER #1, realizing the bus is about to go over the cliff, rushes to the radio.

OFFICER #1
(into radio)
We've got a passenger bus going over the cliff! I need everyone up here.
Shit, I'm gonna need divers.

INT. PASSENGER BUS -- MORNING

Frightened passengers flock to the front end, attempting to force open the SERVO-CONTROLLED DOORS. It's useless, they won't open. At this point, fear turns into utter DESPERATION. Passengers begin KICKING the door while others begin trying to climb out the windows.

ON JENNY, standing unusually calm amid the frightened passengers. Will stares at the approaching CLIFF'S EDGE and braces for the worst.

(CONTINUED)

WILL
We're going down.

Jenny turns to face the rear, lifts her gun by Will's face. He ducks instinctively a second before she lets off a shot, blowing a three foot wide hole in the rear wall. Immediately, horrified passengers begin spilling out the newly created exit.

EXT. CLIFF'S EDGE/RAILING -- MORNING

The front bumper of the bus gently pushes against the FLIMSY METAL RAIL, bowing it out some as its structural integrity begins to give.

ON REAR TIRES, SPINNING full speed on the slick asphalt, working against the broken front axle and the railing.

Eventually, the railing gives, the bus pushes forward, its front wheels are no longer making contact with solid ground. The bus begins to tilt downward, its spinning rear tires come off the ground. It seems as if this is it, only a miracle can keep the bus from plummeting into Sugar Lake.

THE MIRACLE occurs when the railing catches on something beneath the bus preventing any further advancement. This is by no means a stable safety device, the railing is weak, the wheels are spinning.

Should the rear of the bus come back down and make contact with solid ground once more, it might be enough to overcome the railing's strength.

INT. PASSENGER BUS -- MORNING

ON JENNY, visibly ill, coughing up blood.

WILL (O.S.)
It's happening!

Jenny turns, sees Will staring at Clarice in one of the seats. As Jenny nears, she sees Clarice in labor. Bathed in sweat and bleeding between her legs, Clarice lets out an EERIE SCREAM.

EXT. MOUNTAIN ROAD -- MORNING

Sam has his hands in the air as two officers approach him. He has his RIFLE across his back and holds a gun in his hand.

(CONTINUED)

OFFICER #1

I'm not telling you again, drop your
weapon!

Sam shuts his eyes. His cheek muscles tighten. Then, in a blur of speed, he brings down his hands and fires his gun. All FOUR OFFICERS are dead before they can even fire their weapon.

INT. PASSENGER BUS -- MORNING

WILL

What are you waiting for? Kill her!

There is an unusual amount of hesitation on Jenny's part to carry out her supposed "mission". She stares blankly at Clarice, unable to move as if every muscle in her body has been paralyzed.

JENNY

(turns to Will)

I can't.

EXT. MOUNTAIN ROAD -- MORNING

SAM'S POV

Through the green lens of his electronic rifle scope, the digital cross hairs are centered on Jenny. He fires.

Through the green lens of his electronic rifle scope, the digital cross hairs are centered on Jenny. He fires.

INT. PASSENGER BUS -- MORNING

ON JENNY, as the bullet penetrates the back of her neck with very little force of impact. (MOTION SLOWED), as she collapses. Will, terrorized, drops with her and catches her.

WILL

Jenny! Jenny!

The bus jerks a bit as the railing begins to give. Everyone has flocked to the rear end, many are still trying to leap out the hole in the wall.

EXT. MOUNTAIN ROAD -- MORNING

Sam swings his rifle over his shoulder and approaches the bus. Without hesitation, he leaps unnaturally high, landing on top of the tilting bus!

INT. PASSENGER BUS -- MORNING

ON JENNY, as she weakly places her arm around her brother's neck, drawing him nearer, while O.S., Sam TEARS through the roof. TEARY-EYED, Jenny stares blankly at Will. She tries to speak but can't.

Will breaks down, burying his face in Jenny's bloody neck. Angered, confused, horrified, a thousand EMOTIONS ERUPTING at once inside of him, Will grabs her GUN and turns in time to see Sam LEAP into the bus.

Will FIRES, BLOWING a large hole in Sam's chest and LAUNCHING him backwards into the windshield.

EXT. BUS -- MORNING

The bus' rear end is too high off the ground, no one is jumping out of the hole. Will, however, "climbs" up the aisle, gun in hand while O.S., people SCREAM.

He makes it to the hole, has to shove some frightened people aside to get through. The bus finally plummets. Off the cliff it goes but not before Will leaps out of the hole and lands painfully on the twisted railing, bumping his head, losing the gun, grabbing on for dear life as his legs dangle off the cliff.

ON SUGAR LAKE, as the bus hits the water front end first, sending a MAGNIFICENT SPLASH of water into the air. After it bobs a few seconds on the surface, the bus takes in enough water to sink.

WILL ON RAILING, pulling himself to safety. Blood oozes from just above one of his eyebrows. He seems disoriented, confused, unaware of what's just happened. O.S., SIRENS. Police, ambulance, fire department, everyone's responding.

INT. PASSENGER BUS/UNDERWATER -- MORNING

In the murkiness, drowned victims are suspended eerily in the water. TRACKING down the aisle. It's creepy, silent. Clarice's body comes into view. It is suspended horizontally near the front end. Her body spasms as

(CONTINUED)

SEVERAL SLITHERY TENTACLES shoot out from between her legs. They immediately wrap themselves around the seats, begin to pull, SOMETHING inside wants out.

EXT. CLIFF'S EDGE -- MORNING

RESCUE VEHICLES AND PERSONNEL are everywhere assisting those who survived the ordeal. One OFFICER is attempting to get some information from a dazed Will.

OFFICER

Sir, sir, what happened here?

Will is in shock, staring blankly at the persistent officer. From Will's POV, everything is happening in slow motion. The officer's VOICE is MUDDLED, UNINTELLIGIBLE.

INT. PASSENGER BUS/UNDERWATER -- MORNING

Hiding beneath one of the seats, a SQUID-LIKE CREATURE with 10 foot tentacles is wrapped around the seat legs. Something begins to happen, the creature begins to expand, slow at first, then exponentially until it

BURSTS, releasing into the liquid world MILLIONS of tiny BLACK INSECTS. The entire interior of the bus quickly fills with them.

ON WATER'S SURFACE, all is calm, but only for a moment. From the depths of the lake a BLACK COLUMN OF WINGED INSECTS rises.

ON CLIFF

SHEAR FRIGHT as people SCATTER to the rescue vehicles. Will is somewhere in never-never land, standing there while others head for safety, staring at the IMMENSE COLUMN of INSECTS rising up out of the water.

Will SNAPS out of the DAZE. Realizing what's about to happen, he makes a run for a FIRE TRUCK nearby. He's PULLING on the handle but it's locked. Inside are FIVE FRIGHTENED PEOPLE. They won't open the door.

Will spins around, sees that the second TRUCK is also crowded. He hurries to the AMBULANCE, locked. O.S., a CAR HORN. Will turns, sees two POLICE CRUISERS and runs to them.

ON COLUMN OF INSECTS, DISPERSING suddenly in all directions just as

INT. POLICE CAR #1 -- MORNING

WILL shuts the door to the POLICE CAR. For a BRIEF SECOND, the CAR is ENVELOPED in a thick SWARM of BLACK INSECTS. VISIBILITY is ZERO. Then they're gone.

EXT. CLIFF/RESCUE VEHICLES -- MORNING

OVERHEAD ANGLE

SILENCE. Absolute peace.

INT. POLICE CAR #1 -- MORNING

There are SIX PEOPLE in here. An OFFICER, THREE SOBBING WOMEN, mid 30s, an OLDER GENTLEMAN, 60s, and WILLIAM. William is the only person who seems unafraid. AD LIBS from everyone except Will: "What are we gonna do?" "Is it safe to go out?" "What the hell was that?" "We're gonna die!"

WILL

It's not over.

EVERYONE

What?

WILL

This is only the first phase. They're coming.

This ILLICITS MORE AD LIBS from everyone: "Who's coming?", "How do you know this?"

OLDER MAN

(staring out window)

Someone's getting out.

EXT. POLICE CAR #2 -- MORNING

ON PASSENGER SIDE DOOR, opening. What happens next takes place within seconds. IMMEDIATELY, the SWARM IS BACK, completely ENGULFING the car inside and out. It happens so fast the victims don't have time to scream. After all the FLESH has been removed from every bone, the BLACK CLOUD OF INSECTS moves on, still hungry, in search of more victims.

INT. POLICE CAR #1 -- MORNING

Everyone is transfixed on CAR #2 and what they see is unbelievable. Will looks down.

(CONTINUED)

EXT. POLICE CAR #2 -- MORNING

TIGHT ON SKELETAL REMAINS inside. No blood, no flesh, nothing but bones.

INT. POLICE CAR #1 -- MORNING

OFFICER

Hold on, everybody. We're getting out of here.

He turns the IGNITION, nothing happens. He tries again. Same result.

OFFICER (CONT'D)

Oh, shit! Don't do this right now!
Shit!

OLDER MAN

What's wrong? This a police car for crying out loud! It should always work!

WOMAN #1

(crying)

This isn't happening! Tell me this isn't happening!

EXT. CAR -- MORNING

OVERHEAD ANGLE

HOLD ON IMAGE for a brief second, then ASCEND into the sky, gradually at first. ANGLE still on the rapidly descending car as the whole EARTH falls away within seconds.

EXT. SPACE

A CITY-SIZED, WHEEL-SHAPED ALIEN SPACECRAFT with a SPOKED center is in a stationary orbit around the EARTH.

The "SPOKES" are actually TUBULAR HIGHWAYS used to get from one side of the ship to the other. Orbiting the SPACESHIP are a few HUNDRED SPHERICAL CRAFTS, like FLIES over a HOST.

FADE OUT:

FADE IN

EXT. CITY STREET -- DAY

TITLE CARD FADES IN:

ONE YEAR LATER, 2016 A.D.

A once busy street is now littered with the SKELETAL REMAINS of THOUSANDS of unsuspecting victims. With MULTIPLE CAR PILEUPS at each intersection, this street now resembles a war zone. The silence is eerie.

EXT. CITY SQUARE/RUSSIA -- DAY

SAME RESULTS as on the other side of the planet, SKELETAL REMAINS. Silence.

Other shots of various locations around the globe, Africa, India, China, South America. The ENTIRE PLANET has fallen silent.

EXT. WHEAT FIELD/U.S.A -- DAY

Wheat stems sway HYPNOTICALLY in the wind. PANNING upwards to the sky where

DOZENS OF STRANGE OBJECTS hang just beneath the cloud cover. These EGG-SHAPED, semitransparent OBJECTS are slowly descending.

TIGHT on one of the objects. It resembles an egg without its shell. The interior is filled with a thick gooey gel. Suspended in this yellowish gel, is the shadowy form of a SKELETAL ENTITY. Its bony head is unusually large for its scrawny body. It's hard to see any detail, but the alien appears to lack skin and muscle on its body.

EXT. SKYSCRAPERS/U.S.A -- DAY

This place is no different than any other place elsewhere. It has suffered the same fate. A PAPER rides a current of wind over the skeletal remains. The wind suddenly sweeps it up high, as if caught in a miniature, invisible twister.

PAN upwards following the PAPER as it glides into the sky where THOUSANDS of EGG-SHAPED OBJECTS descend slowly over the towering buildings.

FADE OUT:

(CONTINUED)

FADE IN

EXT. CITY STREET -- DAY

The OBJECTS are SCATTERED throughout the CITY. There are THOUSANDS OF THEM. TRACKING down the street between these THINGS is EERIE.

TIGHT ON ONE PARTICULAR OBJECT, as its GEL-LIKE EXTERIOR "shrinks" inward, WRAPPING ITSELF around the SKELETAL BEING inside, becoming its outer SKIN. Once firmly attached to the bony frame, this clear skin SOLIDIFIES, permanently sealing the skeleton inside. The whole process takes seconds.

The ALIEN is a cross between the traditional alien and man. He is an ALIEN MAN. The rest of the OBJECTS go through the same process. Soon, these BEINGS are walking around, exploring their new home, TALKING to one another.

FADE OUT:

TITLE CARD FADES IN:

20 years later. 2036 A.D.

FADE IN

TIGHT ON TELEVISION SET, showing an ALIEN REPORTER at the scene of a TRAFFIC ACCIDENT.

ALIEN REPORTER

(subtitled)

This is an all too familiar scene nowadays. The small band of human rebels, or Takers as many of us have come to call them, escaped capture once again this morning after taking food from a local restaurant. SOLDIERS of the Citizen Protection Force took over the pursuit but were killed when trying to apprehend the violent Takers. I asked Commander Ammenlok of the C.P.F. what went wrong.

The T.V. station cuts to an interview with the ALIEN COMMANDER. The Commander is physically identical to the reporter, except for the uniform.

ALIEN REPORTER (CONT'D)

(subtitled)

How can an inferior species as the Takers manage to avoid capture all these years and have the strength and skill to kill two C.P.F. SOLDIERS?

(CONTINUED)

COMMANDER AMMENLOK

(subtitled)

You have to understand one thing about today's Taker. He's stronger, faster and smarter.

ALIEN REPORTER

(subtitled)

Stronger and faster than the C.P.F?

COMMANDER AMMENLOK

(subtitled)

They've taken our technology and used it against us.

COMMANDER AMMENLOK (CONT'D)

Our weapons teleportation grid which allows them to teleport their weapons to and from any location within 1000 miles, our Reflex Amplifier suits which makes them faster, the list goes on. We're up against our own technology.

ALIEN REPORTER

(subtitled)

Can you confirm reports that Takers also possess teleport bands taken from the two C.P.F. SOLDIERS they killed which would allow them to teleport to the mothership?

COMMANDER AMMENLOK

(subtitled)

They're not so stupid as to try and teleport to the mothership, I guarantee you that. And if they do, they won't inflict much damage.

ALIEN REPORTER

(subtitled)

Is it possible for Takers to someday take back their planet, Commander?

COMMANDER AMMENLOK

(subtitled)

Let's clarify one thing here. This is our planet, not theirs. They number less than a hundred worldwide. I don't think we have anything to worry about.

ZOOM OUT and exit a T.V. set sitting on top of a counter in a CONVENIENCE STORE. PAN to the right and come to an

ALIEN STORE CLERK, behind the counter, nervously packing some food items into a paper sack.

(CONTINUED)

PAN around to look at the CUSTOMER, who's holding a DOUBLE-BARREL SHOTGUN to the CLERK.

THE CUSTOMER is WILLIAM FRIEDMAN, a man in his late 30s now. His face is rough, pale from years of light deprivation. Behind him, dozens of ALIEN CUSTOMERS lay face down on the floor.

Will is staring at the T.V. set.

INSERT T.V.

The NEWS REPORT on Television. An ALIEN NEWS ANCHOR SPEAKS while a PHOTO of the REBEL GROUP'S LEADER is displayed. A MAN, late 30s, rough around the edges. Will immediately recognizes him as SAM HUNTER.

NEWS ANCHOR

(subtitled)

Anyone knowing the whereabouts of this Taker or his group is strongly urged to cooperate with the C.P.F. He is believed to be hiding out in the unpopulated sector of Akmoltak.

BACK TO SCENE

ON WILL, as he reacts to the photo of his sister's murderer.

WILL

(to himself)

Sam.

ON T.V. SET, as another PHOTO is displayed. An ALIEN dressed in white attire and a RED BAND around one of his arms.

NEWS ANCHOR

(subtitled)

Also, the C.P.F. would like your cooperation in locating one of our own. MOKSOLO, leader of the newly formed organization that harbors Takers. In recent years, their protests and attacks against their own kind have become more violent. What are their demands? Freedom for the Takers. Their claim that the humans are equal and, therefore, deserve equal treatment has been ridiculed by the C.P.F. as well as by the Supreme Ruler.

ON WILL, turning to face the outside where

DOZENS OF ALIEN COPS are assuming their positions around the convenience store.

(CONTINUED)

EXT. CONVENIENCE STORE/PARKING LOT -- DAY

An ALIEN MILITARY-STYLE HOVERCRAFT, sleek and seamless descends from the sky. It hovers inches from the asphalt parking lot. Three C.P.F. SOLDIERS materialize outside their craft.

ON SOLDIER #1, as he calls out an ACCESS CODE causing an ALIEN WEAPON to materialize in his hands. PANNING to the other two as they call out their ACCESS CODES and receive their weapons.

Physically, they're unlike the other aliens. They wear jet black face shields and are all muscle. Formed tight around each of their MUSCULAR BODIES is a TIGHT, GLOSSY BLACK SUIT. It's almost like their own skin.

They mean business. The scrawny alien cops stand back as they walk by like robots toward the store.

INT. CONVENIENCE STORE -- DAY

TIGHT ON SMALL DEVICE on frame of door. A BLINKING RED LIGHT beats like a heart.

ON WILL, staring at the approaching SOLDIERS. He's bathed in sweat.

WILL

Shit.

ALIEN CLERK (O.S.)

(subtitled)

You're a dying species.

Will turns and sees the groceries are packed into the bag.

WILL

You done?

The clerk nods. Will smacks him across the face with the butt of his shotgun, knocking him unconscious.

He grabs the bag and makes a run for it toward the rear of the store as the C.P.F. SOLDIERS enter FIRING their big guns. Everything is EXPLODING around Will.

He activates the REMOTE TRIGGER.

THE DOOR

EXPLODES, sending glass and debris everywhere. From the black dust cloud emerge the three C.P.F. SOLDIERS. They're unharmed.

EXT. CONVENIENCE STORE/BACK DOOR -- DAY

Will slams through the rear exit door, landing almost on his face in the alley. He loses the bag of groceries, no time now for recovery. He hauls ass down the alley while

BACK TO REAR EXIT DOOR, C.P.F. SOLDIERS spill out. They're running and firing at the same time.

ON WILL, running out of the alley into the busy street, O.S., TIRES SCREECHING. Will turns and sees a model 2010 mustang convertible SCREECHING to a halt. The car strikes him, sending him over the hood and sideways onto the street.

Will stands. He's shaken but not seriously injured. The car is between him and the alley. The frightened ALIEN DRIVER is trying to get the car started again.

ON C.P.F. SOLDIERS, with their weapons trained on Will.

C.P.F. SOLDIER #1
(extremely rough
English)
Stand away from the vehicle!
(turns to alien driver,
subtitled)
Citizen, do not start your vehicle!

ON WILL, eyeing the frightened alien driver as he attempts to get his car started.

ON C.P.F. SOLDIERS, as they inch forward toward Will.

C.P.F. SOLDIER #1 (CONT'D)
(rough English)
Taker! Stand away from the vehicle,
now!
(subtitled)
Citizen, hands off the wheel!

The car's ENGINE comes alive. The alien driver shifts it into drive and steps on it, but not before Will leaps into the back seat in time for the ride.

ON C.P.F. SOLDIERS, firing on the speeding car, blowing its trunk open and taking out the windshield.

INT. SPEEDING CAR -- DAY

The alien driver and Will struggle for control of the vehicle. Will manages to get the driver-side door open and shoves the alien out onto the street.

EXT. STREET -- DAY

The car TEARS through an intersection as if it was the only car on the road. Other cars are forced to SCREECH to a halt to avoid a collision.

EXT. CATSKILL MOUNTAINS -- AFTERNOON

OVERHEAD ANGLE

Ten times larger than the PENTAGON BUILDING, the ENORMOUS ALIEN MOTHERSHIP is like a CITY nestled in the valley surrounded by the mountains. It is the same dark spaceship that orbited the earth 20 years earlier during the plague.

SUPREME RULER (V.O.)

(subtitled)

I grow tired of the TAKERS!

INT. MOTHERSHIP/RULER'S CHAMBER

The RULER'S CHAMBER is a fancy place with highly polished floors and mile high ceilings. The place resembles an ancient Egyptian PHARAOH'S PALACE more than an alien one.

The SUPREME RULER is a scrawny, towering figure wearing a ROBE made of JEWELS AND FINE MATERIALS. His facial features are bordering on skeletal, mummy-like, deep eye sockets, protruding cheek bones.

He stands before a hologram image of the planet Earth. COMMANDER AMMENLOK of the CITIZEN PROTECTION FORCE is present with his men.

COMMANDER AMMENLOK

(subtitled)

The Taker from this morning's incident was not part of the rebel group, sir. He was a loner.

SUPREME RULER

(subtitled)

Any human whether part of the rebel group or not is a threat to our existence.

COMMANDER AMMENLOK

(subtitled)

I have a unit searching for him now, sir. We'll find him.

(CONTINUED)

SUPREME RULER

(subtitled)

We are the superior ones here. They are nothing. Yet they come and take from us at will. They take our food, our supplies, even our technology they possess! I hear they even have teleport bands that will bring them here!

The Commander nears the holographic Earth.

COMMANDER AMMENLOK

(subtitled)

They won't inflict much damage if they do, sir. I promise you that.

The graceful ruler approaches a wall and, in a RUBBING MOTION, moves his hand over it. The wall becomes TRANSPARENT, allowing the ruler to gaze out at the SHIP'S CENTER at the "MINIATURE CITY" that has been constructed around the TUBULAR HIGHWAYS.

Overhead, TRANSPARENT SPHERES like SOAP BUBBLES carry ALIEN SCIENTISTS AND ENGINEERS over the city to various parts of the mothership.

ZOOM IN on a METALLIC PLATFORM upon which a CAR-SIZED, STAINLESS STEEL SPHERE hovers. BLUE ELECTRIC ARCS jump from the bottom portion of the POLISHED SPHERE to the METALLIC PLATFORM beneath it.

SUPREME RULER (O.S.)

(subtitled)

How much longer before the distortion sphere is complete?

COMMANDER AMMENLOK (O.S.)

(subtitled)

It will be ready in two days, sir.

The RULER turns to face the Commander.

SUPREME RULER

(subtitled)

Do we have a carrier?

COMMANDER AMMENLOK

(subtitled)

A rebel. They call her Jen. She is perfect.

SUPREME RULER

(subtitled)

I want our citizens to know that things will soon be different. Takers will not even exist in our memories once the mission is complete.

EXT. NEIGHBORHOOD/UNPOPULATED SECTOR -- NIGHT

TRACKING over the ROOFTOPS of the empty HOUSES. DIVING into the ROOF of one particular home, moving through it like a ghost. Continue on through the attic floor, MOVING down a DARK HALLWAY, going faster and faster.

Another DIVE through the floor, entering the BASEMENT where a LIT GAS LANTERN sits on the floor. SOMEONE is asleep in an old sleeping bag nearby. TIGHT ON the MAN as he AWAKENS. It's the same MAN who held up the convenience store earlier, Will. He grabs the LANTERN and lifts it, trying to see who's with him in the room.

ON LANTERN, as a BREEZE blows, snuffing out the flame.

It is now pitch black in here.

WILL (O.S.)

Shit!

In the darkness, the SOUND of a MATCH STRIKING a matchbox is HEARD. A tiny FLAME sparks to life illuminating Will's face. But he's not moving the flame into the lantern. Instead, he's staring at the lit match as if hypnotized.

VISION: MONTAGE OF IMAGES

Flying, (in FAST MOTION), over mountainous terrain and sun-baked landscapes, CIRCLING around a long-abandoned AIRSTRIP. The TOWER'S windows are broken, the landing strip is barely visible beneath a blanket of sand. Then, in the blink of an eye...

BACK TO SCENE -- REALITY

ON LIT MATCH, as the tiny flame moves down on Will's fingers, burning him. Will snaps out of his hypnotic state and releases the match. He lights another.

Will puts the match in the lantern and lights the wick. The basement becomes dimly illuminated, revealing a DARK FIGURE STANDING INCHES AWAY FROM WILL.

DARK FIGURE

(whisper, woman's
voice)

Akmoltak. Go there, now.

Will nearly falls over himself, SWINGING the lantern around but hitting nothing but air. The DARK FIGURE has vanished with the light. In that brief moment in the light, the mysterious figure looked a lot like JEN, his sister.

Will stands there, bathed in sweat, afraid to move, afraid to breathe.

EXT. WILL'S HOUSE -- MORNING

The old, weathered house sits in a lake of tall, wild grass. Throughout the neighborhood, sand has claimed most of the homes. It partially hides the driveway of the house including most of the front lawn.

Most of the windows on Will's house are broken, most of the paint has chipped away and the garage door is bent badly, like something smashed into it years ago.

O.S., a STRANGE HUMMING SOUND. PAN around to a HOVERCRAFT as it moves over the driveway and stop. TWO C.P.F SOLDIERS materialize outside their craft and walk toward the front door of the house.

INT. WILL'S HOUSE/LIVING ROOM -- MORNING

THE DOOR is violently kicked in. The two C.P.F. SOLDIERS spill in and, armed and cautious, make their way through the living room.

WRITTEN IN CRAYON across every wall are messages such as:
KILL SAM HUNTER! SAM HUNTER THE TRAITOR! FIND SAM HUNTER AND
KILL HIM!

SOLDIER #1'S POV

Through the black face shield the walls appear transparent, like glass. The soldier looks down and sees through the floor down at the basement. The IMAGES switch to HEAT SCAN.

ON SOLDIER #2, as he lowers his weapon and turns to face soldier #1.

SOLDIER #2
(subtitled)
He's not here.

EXT. DESOLATE HIGHWAY -- DAY

A late model car streaks across the tree lined highway.

INT. CAR -- DAY

The ALIEN DRIVER, stoic, robotic, is sitting perfectly upright and staring straight ahead. Both hands are positioned correctly on the steering wheel. On the RADIO, a NEWS REPORTER is announcing new population expansion into previously unpopulated regions.

(CONTINUED)

VOICE ON RADIO

(subtitled)

Two million new citizens have been introduced into the Aktoll region, what used to be called Manhattan by the Takers. It is estimated our numbers will reach one billion by year's end.

OVER THE SHOULDER view of highway ahead. A BODY is laying in the middle of the street.

ON ALIEN DRIVER, as he leans forward, shuts the radio off and squints to see what it is he's seeing.

EXT. HIGHWAY -- DAY

LOW CLOSE-UP ANGLE of the BODY laying on the street. It's Will and he's got his GUN in one hand tucked underneath his chest. PAN UP as the CAR nears and stops about 10 feet away. The door opens and out steps the ALIEN DRIVER. Will opens his eyes.

INT. ALIEN MOTHERSHIP/CORRIDOR -- DAY

Commander Ammenlok is walking briskly down the corridor as a HOLOGRAPHIC SCREEN hovers by his side.

ON SCREEN, a C.P.F. SOLDIER from the unit sent to capture Will speaks.

SOLDIER

(subtitled)

A distress signal was received from a citizen in the Tokmal section who reported a Taker took his transport vehicle.

COMMANDER AMMENLOK

(subtitled)

Rebels?

SOLDIER

(subtitled)

According to the citizen's description, it was the same Taker who escaped capture yesterday.

COMMANDER AMMENLOK

(subtitled)

I'm sending more units to the Akmoltak region.

(MORE)

(CONTINUED)

COMMANDER AMMENLOK (CONT'D)

Right now, the rebels are the ones
who pose the greatest risk to our
mission. I want you there as well.

SOLDIER

(subtitled)

Yes, sir.

The VIRTUAL SCREEN flickers off.

EXT. DESOLATE HIGHWAY/LATE MODEL CAR -- DAY

The car ZOOMS past us at top speed.

INT. LATE MODEL CAR -- DAY

A nervous Will is at the steering wheel, glancing at the REAR VIEW MIRROR, trying to keep his cool. On the passenger seat is an open DUFFEL BAG and clearly visible inside are various explosives, GRENADES, DYNAMITE, TIME-ACTIVATED EXPLOSIVES, etc.

EXT. AKMOLTAK REGION/ABANDONED AIRSTRIP -- LATE AFTERNOON

Through a pair of HIGH-POWERED BINOCULARS the place is teeming with activity. C.P.F. SOLDIERS. About a dozen of them. Five low-level hovercrafts are stationed just outside the hanger.

REVERSE ANGLE

ON WILL, as he lowers his binoculars. He reaches into his duffel bag and pulls out a grenade. He pulls the pin out with his mouth, stands, and launches the grenade as far as he can toward the airstrip.

EXT. AIRSTRIP -- LATE AFTERNOON

ON C.P.F. SOLDIERS, in search and destroy mode, not overlooking anything as they search for signs of the rebels. O.S., an EXPLOSION rocks their world.

EXT. SURROUNDING HILLS -- LATE AFTERNOON

Will waves his hands in the air to get their attention.

(CONTINUED)

WILL
(shouting)
Hey! Over here! Over here!

HIS POV

The C.P.F. SOLDIERS turn to face him. A split second later they vanish into thin air. The hovercrafts spring into motion toward the hills.

WILL (CONT'D)
Showtime.

EXT. HOVERCRAFTS -- LATE AFTERNOON

MOVING ANGLE

as they tear through the air at an incredible rate of speed.

EXT. HILLS -- LATE AFTERNOON

ON WILL, running down the opposite side of the hill. He falls, the hill is so steep, and loses his duffel bag. Everything inside the bag spills out onto the rocky surface. Will springs back up to his feet and continues running without the bag.

WILL
Shit, shit, shit.

EXT. TOP OF HILL -- LATE AFTERNOON

The hovercrafts have surrounded Will's car. C.P.F. SOLDIERS materialize outside their crafts and cautiously approach the vehicle.

ON SOLDIER #1, as he peers into the driver's side window. The reflection of a BLINKING RED LIGHT is clearly visible on his BLACK FACE SHIELD.

EXT. BOTTOM OF HILL -- LATE AFTERNOON

Will is still running when, O.S., BOOM! An EXPLOSION. He doesn't even turn around. Must keep going, faster, can't stop. Then...

He disappears from view as the ground swallows him.

INT. UNDERGROUND -- CONTINUOUS

Only a narrow ray of light illuminates the fallen Will as wooden planks and debris rains on him. He's unconscious. The ray of light narrows and darkness engulfs him.

FADE IN

INT. UNDERGROUND -- LATER

ON WILL, laying unconscious across a weathered couch. The place is dimly lit.

A HAND holding a WET CLOTH, enters FRAME. As soon as the cold cloth makes contact with Will's BRUISED FOREHEAD it wakes him. STARTLED, he nearly LEAPS off the couch.

A GUN presses against his head.

MALE VOICE (O.S.)
(deep voice)
Don't move.

ZOOMING out, revealing TWO INDIVIDUALS. The TOWERING BLACK MAN holding the gun is KNIFE, mid 30s. The SCRAWNY WOMAN with the wet cloth is TANYA, mid 20s. Both of them are wearing SKIN TIGHT BODYSUITS.

The small CAVE is dimly lit. The SOURCE of the ILLUMINATION is a BEAT-UP LAPTOP COMPUTER on a RUSTED WORKBENCH. Onscreen is a SATELLITE IMAGE of the surrounding area.

KNIFE
Let the lady dress your wound.

WILL
Where am I?

TANYA
(soaking cloth)
Shhh, try not to speak. We have to keep quiet until they're gone.

Tanya applies the wet cloth to Will's forehead but he brushes it away.

WILL
(standing)
Is Sam Hunter here? I need to see him.

Knife grabs Will and shoves him back down onto the couch, pressing his gun firmly against Will's cheek.

(CONTINUED)

KNIFE

What part of 'must keep quiet' didn't
you understand?

Tanya pulls Knife away from Will.

TANYA

We're about 50 feet beneath the
airstrip.

She hands him a pair of NIGHT GOGGLES.

TANYA (CONT'D)

It'll be night soon. Put these on.

WILL

I'm looking for Sam Hunter. Is he
here?

TANYA

Tomorrow, you can see him. Right now
it's time to go to sleep.

WILL

Sleep? Screw this! Where the hell is
he. I need to see him right now!

KNIFE

Shit. Sweet dreams, man!

Knife WHACKS him across the back of the head with the butt
of his gun. Will collapses.

EXT. MOUNTAINOUS TERRAIN -- NIGHT

OVERHEAD ANGLE

MOVING

IN HEAT VISION, TRACKING over the airstrip, SCANNING the
area for signs of heat.

ON HEAT-SENSING DRONES, METALLIC SPHERES, a lot of them,
like a SWARM of BEES, flying all over the place in search of
the humans.

INT. MOTHERSHIP/RULER'S CHAMBERS -- CONTINUOUS

The Supreme Ruler is standing behind a HOLOGRAM of the PLANET
EARTH, his BLACK eyes staring intently at the virtual globe.

(CONTINUED)

COMMANDER AMMENLOK (O.S.)
 (subtitled)
 Our search for the rebels may be
 over, sir

The Ruler turns to face the Commander.

COMMANDER AMMENLOK (CONT'D)
 (subtitled)
 The informant has agreed to cooperate.

SUPREME RULER
 (subtitled)
 Where is the informant now?

COMMANDER AMMENLOK
 (subtitled)
 With the rebels. There is one
 condition, however.

SUPREME RULER
 (subtitled)
 Condition? We do not bargain with
 humans.

COMMANDER AMMENLOK
 (subtitled)
 The informant merely wishes to live
 freely among us in exchange for the
 rebels' location, sir.

The Ruler turns to face the holographic Earth.

SUPREME RULER
 (subtitled)
 Tell the informant I will grant him
 his wish, but only after the rebels
 have been crushed.

The Commander bows, strikes his TELEPORT BAND and vanishes.

EXT. AIRSTRIP -- DAWN

Peaceful. A small TWISTER of sand rises up briefly and is quickly extinguished when it strikes the HANGER'S closed doors. As the SUN rises just beyond the mountains in the distance there is an EXPLOSION of BRILLIANT SUNLIGHT.

INT. MOUNTAINS/REBEL HIDEOUT -- DAWN

A series of carefully positioned MIRRORS bring the outside light in, illuminating the MAN-MADE TUNNELS. Will is walking down one such tunnel.

(CONTINUED)

WILL

Hello? Anybody here? Hello?

He walks into a darkened cave. The reflected light is not directed in here. Instead, a series of BATTERY-POWERED LIGHTS provide the lighting. In this dimly lit cave are

DOZENS OF BODIES COVERED IN SHEETS, laying on top of tables throughout the room-sized cave.

He walks around each table, reluctant to even think about lifting one of the sheets. But he must. These can't be bodies. Can they?

TIGHT ON SHEET, as Will lifts it revealing

AN ALIEN FACE, bullet hole in forehead, staring blankly at him.

ON WILL, LEAPING backwards, nearly falling. SOMEONE out of frame grabs him. This further SPOOKS an already FRIGHTENED Will.

TANYA'S VOICE (O.S.)

Hey, it's me, Tanya.

WILL

Shit. There're bodies in here. Why?

Tanya moves to one of them and lifts the sheet. She seems to be admiring it.

TANYA

Sam's idea. The more we learn from them the stronger we get.

WILL

I don't see how staring at dead bodies is beneficial to anyone.

Tanya completely uncovers the ALIEN CORPSE.

TANYA

There's only one way to kill an alien.
(taps her forehead)
Right here. Their brains can't regenerate fast enough when you put a bullet in it. The rest of their bodies, that's a different story.

She walks around the table, moving her hand over the corpse's naked, muscular body. Will can't believe she's touching it. Tanya seems totally comfortable with it.

(CONTINUED)

TANYA (CONT'D)

You put a bullet through any other part of their body and they don't even feel it.

She seductively approaches Will.

TANYA (CONT'D)

They just keep coming, charging forward, like nothing happened.

She stands before him and strikes her chest. Instantly, her suit LIQUEFIES, collecting as a HARDENED DISC in her closed hand. Underneath she wears a bra and panty.

WILL

(uncomfortable)

Where's Jen?

INT. WEAPONS' ROOM -- MORNING

Sam, LLOYD, Knife and Jen are in here. With the exception of Sam, all of them stand before the WEAPONS' GRID, a series of HIGHLY POLISHED RODS arranged in a vertical grid against the cavern wall. Like a LARGE POWER TRANSFORMER, the GRID is emitting a steady HUM. In each "cell" of the grid is a WEAPON.

SAM

Merely having the Weapons' Grid in our possession does not guarantee us we'll win every time we come up against one of them. We have to know how to use it. Every cell on this grid has an access code and fortunately we have those codes. Everyone here has had a chance to review them.

(faces Lloyd)

Lloyd, access the .44 magnum.

LLOYD

Coke Ass-emk!

Nothing happens.

SAM

Can anyone tell me why Lloyd is now dead?

JEN

It's pronounced Cokee, with a long "e" at the end and Aseemk is also pronounced with a long "e". Kokee Aseemk!

(CONTINUED)

ON WEAPONS' GRID, the .44 magnum vanishes.

ON JEN, grabbing the gun as it materializes in front of her.
Sam walks over to her.

SAM
Good job, love.

They kiss passionately.

LLOYD
Damn, am I glad I didn't get it right!

He and Knife laugh.

SAM
It's all in how you say it. If you
don't say it right you don't have
access to the grid. Trust me.

WILL (O.S.)
Sam Hunter is a liar and a traitor!

ON EVERYONE'S SHOCKED FACES as they turn to face the cave
entrance where Will and Tanya are standing.

WILL (CONT'D)
He's a murderer. He'll betray all of
you when the time comes.

JEN
Shit, Will! What are you doing?

SAM
It's okay, Jen.
(turns to Will)
Come in, join us.

Will nears him.

WILL
I know about the mission.

SAM
What mission?

WILL
Don't play dumb with me, Sam. You
Guys have a time machine and are
planning on going back to prevent
the plague. Only, you have a different
agenda than everyone else's.

KNIFE
Holy shit, no wonder you spent all
those years in the mental hospital.

(CONTINUED)

JEN

What are you saying, Will?

WILL

You yourself told me, Jen. Twenty years ago, you came and took me out of the hospital. Said you wanted me to help you find Clarice so you could stop her.

SAM

Who the hell is Clarice?

LLOYD

I think you hit him too hard, Knife.

KNIFE

I should've hit him harder.

JEN

Will, you're not making any sense.

WILL

You told me you gained access to a Time machine. You don't have one now, but soon you will. And Sam Hunter's gonna kill every single one of you. He's the reason the plague and the invasion still happen.

SAM

Okay, enough of this bullshit.

(turns to Jen)

Twenty-four hours, Jen. That's how long your lunatic brother is staying with us.

As Sam starts to leave, he brushes up close against Will and stops.

SAM (CONT'D)

I don't care if you are her brother. You give me shit while you're here and you're history, got that?

WILL

You're talking with them, aren't you?

SAM

What?

WILL

The aliens. I know you talk to them.

SAM

Fuck you.

(CONTINUED)

Sam exits.

INT. CONTROL TOWER -- DAY

Will is standing before one of the broken windows, staring out at the lonely landing strip where several dust covered planes rest. He looks up at the cloudy sky and, as the sun pokes through the clouds, the sun's rays strike his face. He shuts his eyes, soaking up the warmth when

A VISION of Jen comes to him. She's laying in a pool of blood. SLITHERY TENTACLES from between her legs are SLASHING about at everything. Her eyes are JET BLACK.

JEN

Help me, Will. Please.

And then DARKNESS. Will opens his eyes. The clouds have moved in front of the sun again.

JEN'S VOICE (O.S.)

Will?

He spins around, sees Jen standing there holding a tray of oatmeal.

JEN

I've been looking everywhere for you.

WILL

I have proof, Jen.

JEN

Proof of what?

WILL

Proof that you and Sam were there 20 years ago.

Jen sets the tray down and approaches Will.

JEN

Okay. I'm listening.

WILL

Sugar Lake.

JEN

Sugar Lake?

WILL

At the bottom of Sugar Lake is a passenger bus. And in that bus you'll find your remains.

(CONTINUED)

JEN

And what were Sam and I doing in a passenger bus?

WILL

Clarice was on that bus. I took you to her so you could kill her. But then Sam showed up and killed you before you could do it.

Jen's eyes water. She stares out at the horizon. Will grabs her arm and spins her around so they're facing each other.

WILL (CONT'D)

I was right about the plague. I'm right about Sam.

Jen forces herself away from Will.

JEN

No, this time you're wrong, Will! For twenty years, Sam has done nothing but strengthen us, feed us, supply us with everything we need for survival. In the absence of God he's the one we look up to.

WILL

So now God no longer exists, huh?

JEN

Take a look around. God wanted us off this earth, Will, not the aliens. God does not exist in this world.

(long beat)

Besides, I do know Sam well. We're married.

WILL

No, Jen. Don't tell me that.

JEN

He's the reason I left home for church, Will.

WILL

(in disbelief)

Shit.

JEN

I wish I could believe you. I really do.

WILL

Then take me to Sugar Lake. I'll show you that everything I've been saying is real.

(CONTINUED)

KNIFE (O.S.)

Jen, we have company.

Jen and Will spin around to face Knife. He throws Jen a pair of binoculars. Jen grabs them and stares out into the horizon.

HER POV

DOZENS of low level hovercrafts headed their way.

REVERSE ANGLE

ON JEN, as she lowers the binoculars.

JEN

Shit!

WILL

What is it?

JEN

Hovercrafts. A lot of them.

EXT. CONTROL TOWER -- DAY

Knife, Jen and Will head across the asphalt ground to the hanger.

INT. HANGER -- DAY

Knife closes the door behind him then joins Jen and Will down an open TRAP DOOR in the floor.

INT. UNDERGROUND -- DAY

Sam and Lloyd are huddled behind Tanya who sits in front of a laptop computer. Onscreen is a SATELLITE IMAGE of the approaching hovercrafts. Knife, Jen and Will enter.

LLOYD

Maybe they'll just go right over us.

SAM

I don't think so. This looks like a military strike in the works. They know we're here.

JEN

How?

Sam glances at Will.

(CONTINUED)

SAM

Why don't you ask him?

WILL

I had nothing to do with this, Sam,
and you know it.

SAM

You fucking blew up a car outside
our doorstep, yesterday!

ON TANYA, looking up from her laptop.

TANYA

Guys, they're here.

EXT. AIRSTRIP/HANGER -- DAY

Hovercrafts are everywhere. Most of them surround the

Hanger while the others scan the perimeter. The LEADING
HOVERCRAFT FIRES a BRIGHT BLUE FIREBALL at the hanger door,
blowing it into a million pieces.

INT. UNDERGROUND -- DAY

Everyone feels the explosion.

SAM

Rock and roll, everybody. Jen, you
stay close to me.

JEN

I think I can handle myself, Sam.

He grabs her, pulling her close to him.

SAM

I'm serious. Stay close.

KNIFE

LLOYD

Cokee Ameektu! Cokee Aksol!

An AK-47 and an M-96 Expeditionary rifle materialize before
them. Knife grabs the AK-47 and Lloyd grabs the M-96.

JEN

SAM

Cokee Moskul! Cokee Makteek!

Jen grabs the .357 DESERT EAGLE and Sam goes for the
BUSHMASTER E2 DISSIPATOR.

(CONTINUED)

TANYA
Cokee Alteeku!

An H&K USP40 appears and she grabs it.

WILL
What about me?

SAM
What about you? Hide.

WILL
What? I want in on this. I'm not
hiding.

SAM
I'm not giving you a weapon either!
You can stay or you can hide. Choice
is yours.

JEN
(to Will)
Go to the weapons' room.

WILL
But, Jen...

JEN
Go, Will. Now.

INT. HANGER -- DAY

C.P.F. SOLDIERS have gathered around the trap door. A
HOLOGRAPHIC SCREEN materializes next to TEAM LEADER.

ONSCREEN is Commander Ammenlok.

TEAM LEADER
(subtitled)
We found the entrance. We're going
in.

COMMANDER AMMENLOK
(subtitled)
The one they call Jen must not get
hurt.

INT. ALIEN MOTHERSHIP/RULER'S CHAMBERS -- CONTINUOUS

Commander Ammenlok is standing near the VIRTUAL SCREEN,
talking to TEAM LEADER. The Supreme Ruler stands nearby.

(CONTINUED)

COMMANDER AMMENLOK

(subtitled)

Every rebel must be terminated with
the exception of her. Understand?

TEAM LEADER

(subtitled)

Understood.

The SCREEN flickers off. The Commander turns to face the
Supreme Ruler.

SUPREME RULER

(subtitled)

I hope, this time, the rebels will
be terminated successfully, Commander.

INT. AIRSTRIP HANGER -- DAY

BOOOOM! TEAM LEADER fires a shot into the trap door and jumps
in. The others follow.

INT. UNDERGROUND/WEAPONS ROOM -- CONTINUOUS

Will hurries to the WEAPONS' GRID and grabs hold of one of
the weapons. He tugs at it but it won't budge.

WILL

Shit!

INT. UNDERGROUND/MAIN TUNNEL -- CONTINUOUS

The C.P.F. SOLDIERS are conducting a systematic search of
every cavern.

TEAM LEADER'S POV

In HEAT VISION, a complex maze of tunnels extends almost
indefinitely before him.

INT. WEAPONS ROOM -- CONTINUOUS

Will is pacing back and forth. Then, O.S., a NOISE just
outside the cavern. Will hurries to a wall of stacked crates
and hides behind them.

ON CAVERN ENTRANCE, as Tanya walks in. She hurries to the
WEAPONS' GRID and waves her hand in a circular motion. This
causes a HOLOGRAPHIC CONTROL SCREEN to materialize.

(CONTINUED)

WILL'S POV

Tanya works her finger over the virtual buttons, causing the GRID'S ARRAY OF RODS to lose their luminosity. The steady HUM quiets. The GRID has just been shut off.

ON WILL, as he reacts to what he's just seen. Accidentally, his elbow strikes one of the crates, making a NOISE.

ON TANYA, as she spins around with her gun.

INT. CAVERN -- CONTINUOUS

In the dim light a soldier scans the area.

HIS POV -- HEAT VISION

A collection of dust-covered gadgets and equipment collected over the years sit on feeble, metal racks.

ON SOLDIER, as he turns to leave. But something tells him to stop. A NOISE perhaps, or just intuition. He spins around, looking up at a crevice some 30 feet away.

HIS POV

A human's HEAT SIGNATURE.

The soldier lifts his weapon to fire but he's fired upon immediately. Several shots pierce through his arms and chest.

CREVICE

Lloyd leaps down onto the cavern floor, still firing.

THE SOLDIER, his body SPASMING with the onslaught of bullets, finally collapses when a shot pierces his face shield.

Lloyd rushes over to him, turns him over so he can see his face. From Lloyd's POV, the SHATTERED FACE SHIELD indicates a perfect shot through the brain. Then...

THE BARREL OF ANOTHER SOLDIER'S WEAPON comes into FRAME, pressing against Lloyd's forehead. ZOOM OUT to reveal the SOLDIER with the gun. The SOLDIER fires.

INT. WEAPONS ROOM -- DAY

Will has his hands in the air. Tanya has her weapon trained on him.

(CONTINUED)

WILL

I'm not the enemy, Tanya. Why are you doing this?

TANYA

Because humans are fucking animals, that's why. This planet deserves a civilization capable of existing peacefully with one another. Humans can't do that.

WILL

So what happens now? Where do you go?

Tanya moves to a rusted set of lockers and pulls out a TELEPORT BAND.

TANYA

With them.

INT. MESS HALL -- DAY

At least five SOLDIERS move with caution along rows of wooden tables. All is quiet here as well, until

KNIFE ascends from the ceiling, landing hard on top of one of the tables nearby.

THE STARTLED SOLDIERS train their weapons on him but Knife puts his shoe through one soldier's face shield, knocking him clear across the cavern. As the others FIRE, Knife leaps off the table, flying overhead and landing behind them.

THE SOLDIERS spin around. Knife unleashes a few shots off his AK-47, taking two C.P.F. SOLDIERS down.

INT. WEAPONS ROOM -- DAY

O.S., the ECHO of GUNFIRE.

WILL

How can you just stand there while your friends get killed.

TANYA

It's easy, really.

(she nears him)

You know how fucking difficult it is to always be on the run? To always be in hiding, always suffering, always hungry?

(CONTINUED)

WILL

Where do you think I've been the past 20 years? The Radison? I know where you're coming from. We can't let them win.

TANYA

It's too late. They've already won.

INT. MESS HALL -- DAY

ON KNIFE'S LIFELESS BODY as a SOLDIER'S HAND strikes the SYMBOL on his HOLE-RIDDEN CHEST. Knife's BODYSUIT LIQUEFIES and the soldier grabs the HARDENED DISC and pockets it.

INT. TUNNELS -- DAY

Sam and Jen, bathed in sweat and out of breath, as they run down the dimly lit tunnel. Jen turns around and sees half a dozen C.P.F. SOLDIERS gaining on them.

She FIRES a few shots with her .357 Desert Eagle and hits nothing but air. The SOLDIERS keep coming.

JEN

They're not firing back.

SAM

They're not going to.

JEN

What?

In that instant, a soldier steps out from one of the "rooms". Sam and Jen nearly run into him. Before Sam can unload his BUSHMASTER E2 the soldier grabs it from his hands and snaps the weapon in two. Jen FIRES her gun. The soldier's face shield EXPLODES into a million pieces.

She spins around and starts FIRING shot after shot at the approaching unit. Sam tries to access another weapon.

SAM

Koke Amteeku!

Nothing happens. No weapon materializes.

SAM (CONT'D)

Koke Aluksol!

Again, nothing.

(CONTINUED)

SAM (CONT'D)

Shit! Something's wrong with the grid!

CLICK! CLICK! CLICK! Jen's Desert Eagle is empty. The SOLDIERS are now standing a few feet from them.

JEN

What now?

SAM

It's you they want, Jen. They're not gonna hurt you.

JEN

Sam, what's going on? How do you know this? Why do they want me?

SAM

So they can send you back in time.

A bright, blue LASER PIERCES Sam's chest.

JEN

Nooo!

She catches him just as he collapses. She gently lowers him to the ground. Several SOLDIERS grab her, lifting her off the ground. They strike their teleport pads and, instantly, they vanish, along with Jen.

INT. WEAPONS ROOM -- DAY

Tanya still has her weapon trained on Will.

TANYA

And now, if you'll excuse me, I've got a Supreme Ruler to see. Say good-bye, Will.

WILL

Screw you.

TANYA

I think you're the one screwed here.

As she prepares to fire her weapon, a SHOT rings out, O.S. Tanya's weapon flies from her hands. She and Will turn to face the cavern entrance.

THEIR POV

Sam is standing there, bleeding, barely holding on to Jen's .357 Desert Eagle.

(CONTINUED)

TANYA strikes the TELEPORT BAND around her arm as Sam FIRES. She's vanished.

Will hurries to Sam and helps him down onto a wooden bench.

SAM

They have her. They have Jen.

WILL

How do we get her back? Is she in the mothership?

SAM

We can't be here. They'll come finish us off.

WILL

I'm not going anywhere but to the mothership, Sam.

Using what little strength he has left Sam grabs Will by the shirt collar and pulls him in close.

SAM

The time machine. It exists.

WILL

I knew it. Where is it?

SAM

You have to trust me. I can tell you where it is and why you saw me kill Jen 20 years ago once we get out of here.

INT. MOTHERSHIP/TELEPORT ROOM -- DAY

Two C.P.F. SOLDIERS standing guard around the TRANSPARENT TELEPORT CHAMBER spring into alertness as someone is about to arrive.

ON TELEPORT CHAMBER, as pea-sized GLOWING LIGHTS appear and come together. Slow, at first, then more and more lights appear and join until the process is complete. The whole thing takes about 2 seconds. When the process completes, the SOLDIERS are baffled by the arrival of a CORPSE, Tanya.

INT. MOTHERSHIP/RULER'S CHAMBERS -- DAY

LOW ANGLE

ON FLOOR, as Jen's face SLAMS into it. PANNING BACK to reveal she's no longer wearing her BIO-SUIT.

(CONTINUED)

Instead, she wears casual pants and a tee-shirt. The Ruler grabs her by the hair and forces her to stand.

SUPREME RULER
(subtitled, to
Commander)
Prepare her, now.

INT. MOTHERSHIP/CORRIDOR -- DAY

Jen is being escorted down the corridor by TWO C.P.F SOLDIERS. When she slows down, they shove her forward. They reach the end of the corridor and are facing a solid wall with no entrance. One of the SOLDIERS touches the wall and an entrance morphs into existence. They enter.

INT. MOTHERSHIP/MIND CONTROL ROOM -- DAY

The room is void of any furnishings or control panels. There aren't any monitors or equipment of any kind. It's just a plain empty room.

One soldier waves his hand in the air summoning a VIRTUAL SCREEN to appear. The second soldier shoves Jen to the center of the room. Seconds later, her body is lifted by some invisible force.

She struggles a bit to free herself, but then she becomes paralyzed and remains suspended motionlessly in mid-air as the SOLDIERS exit the room.

EXT. MOTHERSHIP'S CENTER -- DAY

A TRANSPORT BUBBLE floats across the ship's center. In the BUBBLE is the Supreme Ruler and the Commander.

INT. TRANSPORT BUBBLE -- DAY

SUPREME RULER
(subtitled)
Is the distortion sphere ready,
Commander?

COMMANDER AMMENLOK
(subtitled)
It's ready now, Sir.

(CONTINUED)

SUPREME RULER

(subtitled)

And you are sure there won't be any attempted rescues by rebels?

COMMANDER AMMENLOK

(subtitled)

One rebel is unaccounted for. Their leader, the one they call Sam. But they tell me he's been wounded. I don't think he poses a threat to the mission.

EXT. DESERT -- DAY

MOVING

A SLEEK and SEAMLESS ALIEN HOVERCRAFT is gliding over the desert terrain at an incredible speed.

INT. HOVERCRAFT -- CONTINUOUS

Sam is at the VIRTUAL CONTROLS. He's weak and struggles to keep his eyes open.

WILL

Sam? Sam, show me how to fly this thing.

SAM

(weakly)

No. I can get us there.

WILL

Get us where? Where're we headed?

A VIRTUAL SCREEN pops up in midair, catching Sam's attention.

ON SCREEN is a computer-generated image of two DRONES hovering towards them.

SAM

Shit. Hold on.

WILL

What is it?

SAM

Drones.

Will looks up at the sky through the craft's transparent hull.

EXT. SKY -- CONTINUOUS

MOVING

Two HEAT-SENSING DRONES as they descend from the sky like METALLIC BIRDS OF PREY.

INT. HOVERCRAFT -- CONTINUOUS

WILL'S POV -- LOOKING BACK

The two DRONES are gaining fast.

WILL
Faster, Sam. Damn, they're fast.

ON SAM, barely able to hold himself up. He's struggling more than even now to keep alert.

EXT. DESERT -- CONTINUOUS

MOVING

The two DRONES are riding on the Hovercraft's tail. It's only a matter of seconds before they strike.

UP AHEAD, JAGGED PEAKS OF ROCK rise majestically from the desert floor.

INT. HOVERCRAFT -- CONTINUOUS

Will sees where they're headed.

WILL
We can't go there.

SAM
I've got to shake them off my tail.
I can't do it unless I'm in there.

WILL
There's no way you can maneuver this thing in there.

SAM
I can maneuver this thing anywhere.
Just one thing I ask you not to do
once we're in.

WILL
Shit. What?

(CONTINUED)

SAM
Don't scream. I need to concentrate.

EXT. DESERT -- CONTINUOUS

MOVING

The Hovercraft enters the maze of rocks followed by the two DRONES.

HOVERCRAFT'S POV

As it traverses an extremely NARROW CREVICE. Occasionally, the sides of the craft scrape along the walls, creating a magnificent display of sparks.

The DRONES are right behind and aren't showing any signs of slowing.

INT. HOVERCRAFT -- CONTINUOUS

ON WILL, SCREAMING.

ON SAM, bathed in sweat as he tries to concentrate.

SAM
Stop screaming!

WILL'S POV

A dead end lies ahead.

WILL
Go up. Gotta go up!

SAM
(frustrated)
This is as high as these things fly.
Now, shut up!

The closer they get to the dead end the LOUDER Will SCREAMS.

EXT. HOVERCRAFT -- CONTINUOUS

The DRONES are so close they're almost touching the craft.

INT. HOVERCRAFT -- CONTINUOUS

WILL'S POV

The dead end rushes up to them.

ON SAM, as he forces the virtual controls down.

EXT. HOVERCRAFT -- CONTINUOUS

The craft dives into the ground, SHATTERING a wooden entrance into a million pieces. The DRONES collide with the dead end wall of rock and EXPLODE.

INT. NATURAL CAVERN -- CONTINUOUS

The craft TUMBLES along uncontrollably, SMASHING through STALAGMITE PILLARS. It finally comes to a stop when it becomes WEDGED between two enormous STALAGMITE COLUMNS.

INT. MOTHERSHIP/MIND CONTROL ROOM -- DAY

ON JEN'S NUDE BODY as it hovers vertically in mid air. A clear SLIME coats her entire body. She has her eyes shut and is perfectly still.

A LONG TUBULAR INSTRUMENT materializes behind her near her head.

TIGHT ON INSTRUMENT as a NEEDLE materializes in place and shoots forward into the back of Jen's neck.

JEN'S BODY SPASMS to life as she opens her eyes. She's in pain but can't SCREAM. Her arms hang limply by her side, unable to reach up and grab the instrument.

TIGHT ON Jen's eyes as they DARKEN to a PITCH BLACK COLOR. The SPASMS stop. The NEEDLE retracts and the entire INSTRUMENT vanishes. She closes her eyes and is once again at peace.

INT. NATURAL CAVERN -- DAY

ON HOVERCRAFT as a portion of the hull morphs, becoming an exit door. Will pulls a dying Sam out of the wreckage and lays him against a stalagmite pillar.

(CONTINUED)

SAM

(weakly)

You will be contacted by someone. Do not be afraid of him.

WILL

Contacted by someone? Who?

SAM

His name is Moksolo. He's from the Freedom for Takers group.

WILL

What's going on, Sam? What does he have to do with the time machine?

Sam COUGHS up blood.

SAM

Everything. Trust him. Take my bio-suit. You're gonna need it.

He places the palm of his hand on his chest and applies pressure. The suit LIQUEFIES, becoming a hardened disc in his hand. He hands it to Will.

WILL

(taking disc)

I don't understand what's going on. I don't know how to use this.

SAM

Don't worry about that right now. Moksolo will explain everything.

(coughs blood)

Jen is the enemy now, Will. You have to stop her before it's too late.

WILL

What have they done to her? Why is she the enemy?

There is no answer from Sam. He stares blankly at Will.

WILL (CONT'D)

Sam? Sam?

DISSOLVE
TO:

EXTREME BRIGHTNESS

The BRILLIANCE is such that visibility is zero. Gradually, the LIGHT FADES.

EXT. DOWNTOWN/MANHATTAN -- DAY

The buildings, the people, everything is surreal, as in a dream. Jen is standing on the sidewalk as a steady flow of people walk by her. She seems confused as to why she's there.

HER POV

Such rich color in everything she sees. Then she sees someone she's never seen before but that, somehow, she recognizes. CLARICE HUNTER, walking toward her from across the street. She's pregnant.

The two meet. No words are spoken but each knows each others thoughts. Clarice caresses Jen's face, smiling and moves Jen's hand over her stomach. Jen is CRYING now. Unsure what all of this means.

Clarice leans forward to kiss her, but just before she does, she stops. A brief moment later, she leans in closer and instead of kissing Jen, she MELTS into her. Both bodies JOINING like CLAY, becoming one individual. One individual that resembles both Jen and Clarice.

JEN/CLARICE looks down at her stomach and sees RED BLOTCHES of BLOOD appear. She collapses, CRYING, SCREAMING in PAIN. The people around her don't see her. Can't see her.

SLITHERY TENTACLES then shoot out from between her legs, WRAPPING themselves around a lightpost and a mailbox. The TENTACLES stretch as the CREATURE inside attempts to pull itself out. JEN/CLARICE pushes one final time. The SQUID-LIKE CREATURE spills out onto the concrete.

JEN/CLARICE'S lifeless body lays cold in a pool of blood. The CREATURE begins to expand, slow at first, but then grows exponentially. The CREATURE BURSTS, unleashing wave after wave of BLACK, CARNIVOROUS INSECTS. Like a NUCLEAR BLAST, the wave of insects spreads out in all direction, leaving behind nothing but SKELETAL REMAINS.

INT. MOTHERSHIP/BRAIN WASH ROOM -- DAY

TIGHT ON JEN, still suspended in mid air, as she opens her JET BLACK EYES.

FULL SHOT

as the invisible force is removed. Jen drops, landing squarely on her feet. O.S., an entrance morphs into existence. She spins around quickly, like a mountain cat sensing its prey.

ON ENTRANCE, as two of the Ruler's aides step in.

(CONTINUED)

JEN
 (subtitled)
 When do I begin?

INT. NATURAL CAVERN -- DAY

Will pulls on the wedged Hovercraft but can't get it to budge loose of the stalagmite pillars. Exhausted, he nearly collapses, using one of the pillars to support himself.

A VIRTUAL SCREEN materializes a few feet from where he stands. Startled, he leaps back.

ONSCREEN, an ALIEN SPEAKS to him in rough English.

ALIEN MAN
 I am Moksolo. Do not be afraid, we
 are here to help.

Will turns to face Sam, then turns back around to face the virtual screen.

ALIEN MAN
 Enter the craft.

WILL
 What's going on? Why should I trust
 you?

To the right of the first virtual screen, a second one appears. This second screen shows a SATELLITE IMAGE of at least TEN HOVERCRAFTS headed his way.

ALIEN MAN (O.S.)
 If you stay they will kill you. Choice
 is yours.

EXT. MOTHERSHIP'S CENTER -- DAY

THE DISTORTION SPHERE

suspended in mid-air as the 3-pronged platform recedes into the ground. The BLUE ELECTRIC ARCS vanish, switched off instantly like a light bulb.

THE SUPREME RULER

Stands nearby, with the Commander by his side, observing the SPHERE as it undergoes STRUCTURAL MUTATIONS. Portions of it vanish, leaving behind a ROUND, METALLIC FRAME resembling a CAGE.

(CONTINUED)

Seconds later, the ELECTRIC ARCS resume their dance around the cage.

A VIRTUAL SCREEN materializes near the Commander. Onscreen is an ALIEN PILOT at the controls of a Hovercraft.

ALIEN PILOT

(subtitled)

The missing Hovercraft's signal is strong in the Makteek region. We lost contact with two drones there shortly after they tried to intercept the craft.

COMMANDER AMMENLOK

(subtitled)

You must find him. I want visual confirmation of his death, understand?

ALIEN PILOT

(subtitled)

Yes, sir.

The VIRTUAL SCREEN flickers off.

INT. NATURAL CAVERN -- DAY

Will leaps into the Hovercraft.

INT. HOVERCRAFT -- CONTINUOUS

There is only a plain console void of any virtual controls.

WILL

Okay. I'm in. How the hell do I fly this thing?

A virtual screen appears nearby. Onscreen is Moksolo.

MOKSOLO

We'll take it from here. Hold on.

The craft SHAKES VIOLENTLY as it attempts to free itself.

EXT. CRAFT -- CONTINUOUS

One of the stalagmite pillars CRACKS and finally CRUMBLES as the craft lifts into the air. It circles the cavern once before it shoots into the narrow crevice through which it came.

EXT. CAVERN ENTRANCE -- DAY

The entrance lays hidden beneath a mountain of rubble. Hovercrafts have arrived and C.P.F. SOLDIERS are scanning the area when

THE RUBBLE EXPLODES

as the Hovercraft shoots up from beneath.

THE SOLDIERS

disappear into their crafts and haul ass after the stolen craft.

INT. WILL'S CRAFT -- CONTINUOUS

A frightened Will stares out at the expanse of desert terrain before him as it flows beneath him like a river of sand. MOKSOLO materializes in the seat next to him and startles him.

WILL

Shit!

MOKSOLO

It's okay. Do not fear me.

EXT. DESERT TERRAIN -- CONTINUOUS

The ten hovercrafts in pursuit have caught up to the stolen craft.

INT. LEADING CRAFT -- CONTINUOUS

The pilot motions his hand and causes a virtual screen to pop up. Onscreen is an animated layout of the stolen craft.

PILOT

(subtitled)

I'm within distance. I'm shutting him down, now.

His long scrawny fingers dance across the virtual control buttons on the screen, causing several areas on the animated craft to illuminate.

PILOT (CONT'D)

(subtitled)

Gravity Feeds have been disabled. We have the craft in possession.

EXT. DESERT TERRAIN -- CONTINUOUS

The stolen craft slows, then dives into the ground where it slides a hundred feet before coming to a stop. The hovercrafts surround it immediately.

INT. ALIEN MOTHERSHIP/CORRIDOR -- DAY

Escorted by two HEAVILY ARMED C.P.F. SOLDIERS, Jen makes her way down the brightly lit corridor to the center of the ship. She's wearing a BODYSUIT.

EXT. SHIP'S CENTER -- CONTINUOUS

They stand on a ROUND PAD and wait while a TRANSPARENT SPHERE DESCENDS on top of them, like a SOAP BUBBLE. Once the SPHERE has ENGULFED them, it rises, carrying them with it.

INT. TRANSPORT BUBBLE -- CONTINUOUS

THE SPHERE takes them across the SHIP'S CENTER.

EXT. SHIP'S CENTER -- CONTINUOUS

ON RULER AND COMMANDER as they stare up at the approaching transport bubble.

SUPREME RULER

(subtitled)

I hope you have everything under control, Commander.

COMMANDER

(subtitled)

We've recovered the stolen craft. Inside I'm certain we'll find the last of the rebels.

EXT. DESERT TERRAIN -- DAY

A SOLDIER nears the downed Hovercraft. He taps the side of his BLACK FACE SHIELD.

SOLDIER'S POV

The craft's outer hull becomes transparent, like glass and he can see its interior. There are no signs of anyone inside.

(CONTINUED)

ON SOLDIER as he lifts his face shield.

SOLDIER
(subtitled)
There is no one inside!

EXT. MOTHERSHIP'S CENTER -- CONTINUOUS

A virtual screen near the Commander shows the surprised soldier.

SOLDIER
(subtitled)
No signs of the rebel, sir. The craft
was being remotely controlled.

Angered, the Commander motions his hand across the screen, causing it to flicker off. The Ruler leans in close to the Commander while in B.G., the TRANSPORT BUBBLE descends with Jen and the two C.P.F. SOLDIERS.

SUPREME RULER
(subtitled)
There is little doubt, Commander,
that Moksolo is aiding the rebels. I
want everyone on full alert,
understand?

The Commander nods, then strikes his teleport pad. In an instant he's vanished.

EXT. APARTMENT BUILDING -- DAY

TITLE CARD FADES IN:

HATKUFUM REGION/UNPOPULATED SECTOR

The apartment building is a gloomy structure situated near a highway littered with dust-covered vehicles. Skeletal remains of pedestrians lay scattered throughout this desolate and cold neighborhood.

INT. APARTMENT COMPLEX/ROOM 211 -- AFTERNOON

There are FOUR ALIENS in this GIZMOS-PACKED room. They all wear the red "Freedom for Takers" band around their arms. Moksolo enters the room with Will.

(CONTINUED)

MOKSOLO

Unfortunately, we've just about run out of time. They'll be sending her through shortly.

WILL

Sending her back in time. Why?

MOKSOLO

They've altered her DNA. She is no longer human. Her mission is to locate the first carrier of 20 years ago.

WILL

Clarice.

MOKSOLO (CONT'D)

How do you know this?

WILL

I was there when it happened. Jen was there to kill her so she could prevent the plague.

MOKSOLO

That's not possible. Jen is there to merge with her. She and the first carrier will become one and give birth to a plague much more deadlier than the first.

WILL

(becoming ill)

No way. No fucking way this is happening.

Moksolo motions his hand, accessing a virtual screen.

ON HOLOGRAM SCREEN, as a 3-D ANIMATION begins. It is a DISTORTION SPHERE rising up off its three-pronged platform.

MOKSOLO (O.S.)

In order for the DISTORTION SPHERE to work, field generators located inside the mothership must warp the sphere's gravitational field precisely.

A RAY OF LIGHT shoots up from the platform and engulfs the DISTORTION SPHERE. After a few seconds, the RAY OF LIGHT vanishes along with the DISTORTION SPHERE.

ON MOKSOLO, as he turns to face Will.

(CONTINUED)

MOKSOLO (CONT'D)

From here we can introduce a signal that will temporarily prevent the field generators from stabilizing.

WILL

Introduce a signal? You'll be traced.

TAFEEK

Don't worry about us. We'll keep feeding the signal until they come for us. It's not a long time so you need to be quick.

WILL

I need to be quick and do what?

MOKSOLO

Enter the sphere with the carrier.

WILL

No, no, no. This is screwed up. This isn't how it's supposed to be. Shit, this got complicated.

Moksolo motions to one of the aliens to join them.

MOKSOLO

(to Will)

This is Tafeek. He will uncomplicate things for you.

WILL

How's he gonna do that?

TAFEEK

We will prepare you mentally and physically for the mission.

(turns to Moksolo)

We must hurry. The carrier is in the sphere now.

EXT. SHIP'S CENTER/DISTORTION SPHERE -- DAY

BLUE ELECTRIC FINGERS of ENERGY, CRACKLING LOUDLY, are moving like SERPENTS around the SPHERICAL CAGE. Jen is standing inside.

INT. DISTORTION SPHERE -- DAY

Amazingly, everything is perfectly quiet in here. There are no controls, no monitors or holographic computers of any kind.

(CONTINUED)

She stares blankly at the hypnotic dance of the silent ENERGY WAVES outside the sphere.

INT. APARTMENT COMPLEX/ROOM 212 -- DAY

This room is void of furniture except for an old, wooden chair situated in the center. Tafeek and Will enter.

TAFEEK

Sit.

WILL

(sitting)

You're gonna train me in here? Right now?

TAFEEK

Yes.

WILL

Did you train Sam?

TAFEEK

We are saddened by his death. We knew the Supreme Ruler was looking for a carrier and that Jen would make a perfect candidate. Sam was trained to protect her. But you were betrayed by one of your own. No one saw that coming.

Tafeek opens his hand and two things materialize in his palm. A MICROCHIP and a pair of TWEEZERS. He grabs the chip with the tweezers and nears Will.

WILL

You're not gonna put that thing in my brain are you?

TAFEEK

You have to trust me. You won't feel a thing.

Instantly, WRIST AND ANKLE STRAPS shoot out from the chair's legs and arm rests.

WILL

(freaking out)

Hey! What are you doing?

The MICROCHIP in the tweezers comes alive. Its "legs" animate, giving it the appearance of a strange SPIDER trying to free itself of the tweezers grasp. Tafeek places the spider on Will's arm.

(CONTINUED)

ON SPIDER, as it effortlessly BURROWS beneath Will's skin. O.S., Will SCREAMS. The BULGE moves along the length of Will's arm, up around his shoulder and along his neck. Will's eyes roll to the back as the spider disappears into his head. He freezes, paralyzed, eyes shut.

The METAL STRAPS retract back into the chair. When Will opens his eyes it's as if nothing has happened.

WILL (CONT'D)

So, how do I get trained sitting in this chair?

TAFEEK

The training is complete.

MOKSOLO (O.S.)

(subtitled)

Is he ready?

PANNING around to the entrance to see Moksolo standing there.

TAFEEK

(subtitled)

He's ready.

WILL

Shit, I just understood everything you said.

MOKSOLO

(subtitled)

It's time.

INT. APARTMENT COMPLEX/ROOM 213 -- DAY

A lot of activity. The aliens are working on dozens of virtual screens around them. Moksolo, Tafeek and Will enter the room. Moksolo nears the SATELLITE IMAGE of the mothership projected onto the wall. Moksolo turns to Will.

MOKSOLO

(subtitled)

You know what to do?

WILL

Hitch a ride in the time machine with Jen and kill her and Clarice once we get there.

(beat)

Exactly what Sam was there to do 20 years ago when I killed him.

Tafeek turns to Moksolo.

(CONTINUED)

TAFEEK

(re: Will, subtitled)

He is well trained. He can do this.

WILL

If everything works out as planned and I kill Jen and Clarice and prevent the plague, what happens to you guys?

TAFEEK

(subtitled)

We cease to exist on your world. The Supreme Ruler is forced to find a home elsewhere.

MOKSOLO

(re: the Ruler,
subtitled)

Before a planet's civilization is exterminated, he samples that civilization and uses its DNA to combine it with his. We are all products of your kind and him.

WILL

How long has this been going on?

MOKSOLO

(subtitled)

Hard to tell. All we know is this is the first time there have ever been survivors. With our help you can save your species from termination.

WILL

How're you gonna get me in?

Tafeek produces a TELEPORT BAND.

TAFEEK

(subtitled)

With this.

MOMENTS LATER

ON WILL, in boxers, as he slaps the BLACK DISC he took from Sam on his chest. The disc LIQUEFIES and the black fluid engulfs Will's body where it quickly solidifies into a bodysuit.

WILL

Let's do this.

EXT. ALIEN MOTHERSHIP'S CENTER -- DAY

ON SPHERE, as it ascends high into the sky.

Surrounded by DOZENS of VIRTUAL SCREENS near the sphere's platform is a SCRAWNY ALIEN, (MISSION CONTROL). He enters data in some screens, analyses others and closes and opens still others. He's really busy, almost like he's done this a thousand times.

INT. ALIEN MOTHERSHIP/TELEPORT ROOM -- DAY

There are two GUARDS in here, standing like statues guarding the TELEPORT CHAMBER when, suddenly, a HOLOGRAPHIC SCREEN materializes near the CHAMBER. The guards turn to face it. DATA STREAMS across the VIRTUAL SCREEN as the CHAMBER ILLUMINATES. The guards aim their weapons at the CHAMBER.

ON CHAMBER, as MILLIONS of TINY PARTICLES materialize. They come together in an instant, forming a human. It's Will and he has two FIREARMS. BOOM! BOOM! Both guards, face shields SHATTERED, hit the floor. They're dead.

He hurries to the entrance, guns drawn, focused like the trained professional he is. O.S., it SOUNDS like an ARMY is approaching. He peers out into the corridor and sees

DOZENS of C.P.F. SOLDIERS walking in perfect sync towards the TELEPORT ROOM.

WILL

Shit!

He searches the room for another way out but finds none.

EXT. TELEPORT ROOM/CORRIDOR -- DAY

THE SOLDIERS enter the room.

INT. TELEPORT ROOM -- DAY

They find Will standing there with his firearms trained on them. The SOLDIERS take their positions and wait for their order to fire.

ON LEADER, as he touches the side of his helmet and speaks.

LEADER

(subtitled)

We have him. Teleport Chamber.

(CONTINUED)

Instantly, the COMMANDER materializes near LEADER, standing between him and Will.

EXT. MOTHERSHIP'S CENTER -- DAY

ON SPHERICAL CAGE, suspended motionlessly hundreds of feet in the air.

ON ALIEN AT CONTROLS, as he enters data into the virtual screens.

INT. SPHERICAL CAGE -- DAY

The ELECTRIC FINGERS OF ENERGY surrounding the cage are switched off. Jen remains still as the cage begins to slowly spin around her.

EXT. DISTORTION SPHERE CONTROLS -- DAY

THE SUPREME RULER

leaning in close to the ALIEN at the controls.

SUPREME RULER

(subtitled)

Do it, now. Send her.

ALIEN

(subtitled)

The stabilization sequence is yet to be initiated. This takes time.

The Supreme Ruler shoves the ALIEN aside and begins working the controls himself.

INT. DISTORTION SPHERE -- DAY

Jen braces as the SPHERICAL CAGE SHAKES violently. The world around her EXPLODES with a BLINDING BRILLIANCE.

INT. APARTMENT COMPLEX/ROOM 213 -- DAY

Tafeek is staring at two virtual screens when one of them suddenly comes alive with DATA STREAMING ACROSS SCREEN. He quickly turns to Moksolo, who's standing in front a single virtual screen.

(CONTINUED)

TAFEEK
 (subtitled)
 Stabilization sequence has been
 initiated!

Moksolo begins entering data into the virtual screen.

MOKSOLO
 (subtitled)
 We're in. Field generators are
 inoperable.

TIGHT ON MOKSOLO.

MOKSOLO (CONT'D)
 (subtitled)
 It's all up to you, Will.

INT. MOTHERSHIP/TELEPORT ROOM -- DAY

STANDOFF

Will has his guns trained on the Commander and his C.P.F.
 SOLDIERS while they have their guns trained on Will.

COMMANDER AMMENLOK
 (rough English)
 Where is the one they call Sam?

WILL
 Dead. Now my turn. Where's Jen?

COMMANDER AMMENLOK
 (rough English)
 Dead. You're too late.

A VIRTUAL SCREEN materializes near the Commander.

ONSCREEN is the Supreme Ruler.

SUPREME RULER
 (subtitled)
 Field Generators are not responding!
 A pirate signal's been traced back
 to the HATKUFUM REGION.

ON WILL, as he reacts to the news.

COMMANDER AMMENLOK
 (subtitled)
 I'm sending two units there, now.

The screen flickers off. The Commander looks up at Will,
 then turns to his SOLDIERS.

(CONTINUED)

COMMANDER AMMENLOK (CONT'D)

(subtitled)

Kill him.

The Commander strikes his teleport band and vanishes. All hell breaks loose as the SOLDIERS OPEN FIRE. PANNING to Will, (MOTION SLOWED), as he seems to lean in all directions at once, avoiding each shot.

He's FIRING back, SPARKS flying all over the place as his bullets collide with those from the alien weapons.

(NORMAL MOTION), Will's out of ammo. CLICK! CLICK! CLICK! The SOLDIERS have stopped firing. They watch as Will drops his guns on the floor.

Will glances up.

The SOLDIERS assume their firing positions.

SHOTS are fired but it's too late. Will leaps through the ceiling and into the second level. The SOLDIERS hurry to the gaping hole. Some of them jump through after him while the rest hurry out into the corridor.

INT. APARTMENT COMPLEX/ROOM 213 -- DAY

Moksolo, Tafeek and company are standing around a single virtual screen, watching computer-generated images of TWO MILITARY-STYLE HOVERCRAFTS in motion headed their way.

TAFEEK

(subtitled)

Here they come.

MOKSOLO

(subtitled)

We stay until the end.

INT. MOTHERSHIP/SECOND LEVEL/INCUBATOR -- DAY

The room stretches as far as the eye can see. A VAST OCEAN OF TRANSPARENT BULBS suspended vertically three to four feet off the floor contain ALIEN SKELETONS in a clear fluid. Will can't help but stare at each one as he moves past them.

FOLLOWING CLOSE BEHIND, the SOLDIERS move past the bulbs with great care. They're not about to fire their weapons in here.

AHEAD OF WILL, more SOLDIERS are making their way towards him. He's being closed in.

(CONTINUED)

WILL, realizing they're closing in on him from both sides, glances up at the ENORMOUS HONEYCOMB CEILING. As he prepares to leap, the BULBS near him begin to ASCEND.

ON SOLDIERS, freezing as they watch the BULBS move upwards toward the ceiling, each BULB entering its own hole in the HONEYCOMB. The room has been cleared out. Only the SOLDIERS remain. Will is nowhere to be found. The two groups stare at each other for a moment, then glance up at the ceiling.

EXT. APARTMENT COMPLEX/PARKING LOT -- DAY

The two hovercrafts come to a stop at the apartment building's entrance. Two SOLDIERS from each unit materialize outside their crafts, weapons in hand, and move swiftly up the concrete stairs. They move down the corridor and stop in front of room 213.

INT. ROOM 213 -- DAY

ON DOOR, as it EXPLODES. Soldiers spill in, guns drawn, anxious to blow anyone away. Nobody's home. Just a few virtual screens. TEAM LEADER rushes to the screens and analyzes them.

INT. MOTHERSHIP/THIRD LEVEL/CLONING ROOM -- DAY

Will leaps off the BULB he hitched a ride on and makes his way through them. Something is happening. The BULBS are

SHRINKING, forming MUSCLES and TENDONS as they come in contact with the SKELETAL FRAMES inside.

Will hurries through them, knocking several of them out of the way. He moves up against a wall, looks around and, with a circular motion of his hand, causes a VIRTUAL SCREEN to appear. He enters data, like someone who knows what he's doing, and immediately the wall morphs, creating an exit.

INT. CORRIDOR -- DAY

LIGHT from the DISTORTION SPHERE spills into this otherwise dimly lit corridor through the TRANSPARENT, TRANSPORT BUBBLE attached at the end of the hallway.

Will hurries to the end of the corridor and into the transport bubble, staring out into the ship's center where the DISTORTION SPHERE is barely visible in the ray of light.

(CONTINUED)

WILL

Shit!

Suddenly, the transport bubble moves, detaching from the ship and beginning its slow passage over the ship's center. Will shields his eyes from the blinding light.

ON SUPREME RULER, as he sees Will in the TRANSPORT BUBBLE headed his way. The Ruler calls out to the Commander.

SUPREME RULER

(subtitled)

Commander Ammenlok!

Almost instantaneously, the Commander materializes nearby along with ten of his men. The Commander has already seen Will in the TRANSPORT BUBBLE.

SUPREME RULER (CONT'D)

(subtitled)

Have the field generators been restored?

COMMANDER AMMENLOK

(subtitled)

They've located the source of the signal. They're terminating it, now.

(looks up at Will)

As for the rebel, he's not going anywhere.

The Commander accesses a virtual screen and enters data.

ON TRANSPORT BUBBLE, slowing, then stopping.

COMMANDER AMMENLOK glances up at the stalled TRANSPORT BUBBLE. He looks back down at the virtual screen and enters more data.

INT. TRANSPORT BUBBLE -- DAY

Will now finds himself descending. From his POV, the world around him is moving up towards him quickly. The DISTORTION SPHERE, still a considerable distance away, is now completely enveloped in brilliant light.

EXT. DISTORTION SPHERE CONTROLS -- DAY

New screens materialize. The Commander sees them and turns to the Supreme Ruler.

(CONTINUED)

COMMANDER AMMENLOK

(subtitled)

The field generators are operable.

Send her, now!

INT. TRANSPORT BUBBLE -- DAY

Will has heard and understood everything. He looks down at the Commander and his men, who are poised to fire on his arrival. He glances at the INTENSITY OF LIGHT where he knows the DISTORTION SPHERE is.

He closes his eyes for a moment, clearing his mind, almost meditating. He opens them, takes in a deep breath and LEAPS, moving through the TRANSPORT BUBBLE'S gel-like skin, gliding across the sky like some super-hero.

Like an immense flashlight that is suddenly switched off, the brilliant ray of light vanishes a fraction of a second after Will is engulfed by it. The DISTORTION SPHERE is gone as well as Will.

INT. WORMHOLE

The DISTORTION SPHERE is moving through the wormhole in one direction as BRIGHT BLUE FINGERS OF ELECTRICITY shoot by in the opposite direction.

INT. DISTORTION SPHERE

It's unbelievably peaceful and quiet in here, except for Will and Jen who are engaged in hand to hand combat, trying to kill one another. They each have their hands around each other's throats. Will, of course, is the one showing signs of suffocation.

Something odd happens inside. While Jen and Will struggle with one another, ghostly images of another JEN and another SAM engaged in hand to hand combat appear nearby. The ghost image of Jen is swiftly sucked into the real Jen. This causes the real Jen to release her hold on Will and nearly collapse. Will grabs his weapon and aims it at Jen and ghost Sam.

The ghost image of Sam stares at Jen and Will in confusion. He's got his weapon trained on them.

GHOST SAM

(echo)

Who the fuck are you?

A powerful tremor sends everyone flying every which way.

EXT. HIGHWAY -- MORNING

ON TWO YOUNG MEN, mid 20s, cruising along on their sleek NINJA MOTORCYCLES. Dressed in jeans and muscle shirts and no helmets. These guys think they're cool.

TITLE CARD FADES IN:

DAY OF THE PLAGUE

The dark-haired rider sees something out of the corner of his eye. He turns and sees

A SOLID SPHERE, moving parallel to them over the grassy terrain. It's moving just slightly faster than they are.

ON DARK-HAIRED RIDER, pointing the strange object out to his buddy.

ON SPHERE, coming down hard on the ground, digging a deep trench as it pushes forward like a meteor.

A FEW MOMENTS LATER

THE SPHERE, laying half-buried in the ground, is smoking and HUMMING FAINTLY. ZOOM IN slowly, closer and closer.

TIGHT ON SPHERE, as it's mirror-like, surface mutates, morphing into a spherical cage once again. Sam has two .357 DESERT EAGLES, one trained on Jen and the other trained on Will.

The three of them back up out of the cage, their bodies moving through the cage frame as if it wasn't there.

SAM

(to Will)

Who the hell are you?

WILL

It's a long story. I'm on your side.

SAM

(to Jen)

Sorry, baby. I have to blow you away now.

He opens fire on Jen, who leaps into the air towards him and puts a foot into his face. Sam loses both his guns as he falls to the ground. Jen catches the guns as she lands and turns to face Will.

WILL

(hands in air)

Shit. Jen, please don't do this.

(CONTINUED)

JEN

It's too late. This is bigger than
the both of us. Where is she, Will?

WILL

Where's who?

Jen moves in closer to him.

JEN

The pregnant woman from your visions,
Will. I know you know where she is.
I'm not asking again.

O.S., THE MOTORCYCLES' ENGINES. Jen turns and sees the two
young men on their bikes by the side of the highway.

ON RIDERS, staring at Jen and Will by the sphere.

DARK HAIRED RIDER

This is weird, dude.

BLEACHED HAIRED RIDER

I say we get the fuck out of here.

DARK HAIRED RIDER

Let's just stick around a little
while longer, see what they do.

ON SAM, regaining consciousness, swinging the rifle from his
shoulder as he stands.

WILL

(sees Sam with rifle)

Sam, wait.

Jen spins around so fast it almost doesn't register. She
fires each weapon once.

ON SAM, dropping to his knees with two nasty-looking bullet
wounds on his chest.

ON RIDERS, freaking out.

DARK HAIRED RIDER

Fuck! Let's go!

ON JEN, turning to face the riders in the distance, opening
fire on them as she walks towards them.

ON RIDERS, as they try to flee but the dark haired rider is
struck in the back. He falls off his bike. Bleached-haired
rider gets off his bike and hurries to his downed buddy.

BLEACHED HAIRED RIDER

(in tears)

Shit, Mike! Mike!

(CONTINUED)

ON WILL, engaged in hand to hand combat with his sister. But Jen's stronger, much, much stronger. She head butts him, sending him to the ground in a semiconscious state. She turns to face the highway.

ON BLEACHED HAired RIDER, as he realizes the crazy woman is eyeing him. He stands, hurries to his bike and hauls ass out of there.

ON JEN, calmly walking toward the highway.

WILL, still dizzy from the head butt, staggers to his feet. He sees Jen in the distance as she takes the dead rider's trenchcoat and slips it over herself. She lifts the motorcycle off the asphalt and mounts it.

ON JEN, staring at Will as she REVS up the bike.

ON WILL, watching his sister as she takes off. He walks over to Sam and takes his attack rifle. He swings it over his shoulder and heads for the highway.

ON DEAD RIDER

TIGHT ON his digital wristwatch as Will removes it.

ON WILL, looking at the time on the watch.

INSERT

The watch. The time is 8:30. O.S., a car approaches.

BACK TO SCENE

Will looks up from the watch and sees a CHERRY RED, CUSTOMIZED, 1950's era pickup truck headed his way.

EXT. MORNING DEW DINER -- CONTINUOUS

ON CLARICE'S WATCH, showing the time to be 8:35.

ON CLARICE, sighing and staring out at the bus stop across the street. O.S., the waitress places a cup of coffee on the table in front of her. Clarice turns. The waitress smiles and heads off to another table.

Clarice takes the cup of coffee to take a sip and realizes her hand is shaking. She puts the cup down without taking a sip. She's staring at her trembling hands.

EXT. HIGHWAY -- CONTINUOUS

Jen is weaving through traffic at nearly 90 mph. Further down the highway, a traffic accident, cars are backed up a couple miles. Jen stops, looking for a way through. Next to her is a late model mustang convertible.

INT. CONVERTIBLE -- DAY

A MAN in a business suit, mid 30s. He's on his cell phone.

BUSINESS MAN

(into phone)

It's a fucking car accident.

(beat)

I know, I know. What do you want me to do, huh? I'll be there as soon as they clean this mess up, okay? See ya.

He hangs up and sees Jen near his car.

BUSINESS MAN (CONT'D)

(to Jen)

Hey, sweetheart, what's your name?

BUSINESS MAN'S POV

Jen turns around to look at him, her eyes are JET BLACK. She starts down the center of the traffic jam between the cars.

ON BUSINESS MAN, freaking out.

BUSINESS MAN (CONT'D)

(to self)

Damn!

EXT. MORNING DEW DINER/PARKING LOT -- 8:45 A.M.

Will pulls up to the diner in the red pickup truck. He checks the time on his watch, then stares at the bus stop. The Greyhound bus is approaching. He's scanning the crowd for Clarice, but doesn't see her.

INT. DINER -- DAY

OVER CLARICE'S SHOULDER, as she stares at Will in the parking lot through the diner window.

ON CLARICE, as her eyes become BLACK.

EXT. DINER/PARKING LOT -- DAY

ON WILL, freezing, sensing Clarice's presence behind him, in the diner. He's got to do this right, he's got to be fast.

IN RAPID MOTION, Will pulls out his gun and spins. (MOTION SLOWED), he completes his spin and opens FIRE at the diner. BOOOOOOM! BOOOOOOM! BOOOOOOM!

INT. DINER -- DAY

NORMAL MOTION

CHAOS AND DESTRUCTION as glass explodes everywhere. People are hitting the floor, including Clarice.

EXT. DINER -- DAY

Will is walking fast paced, firing round after round at the diner. He hurries up to the front door and as he reaches for the handle to open it, the door flies open, STRIKING Will and sending him flying backwards onto the wet asphalt.

Clarice exits and runs to a car that has just pulled into the parking lot. She tries to open the driver's door, it's locked.

ON WILL, scrambling for his gun.

ON CLARICE, SMASHING the driver's window and pulling the FRIGHTENED MAN out of his car.

ON WILL, as he leaps to his feet and fires at Clarice as she reverses out of the parking lot.

ON BULLET-RIDDLED CAR, as it reverses onto the street and hauls it out of there.

TIGHT ON WILL

WILL

Shit!

INT. ULTIMA MILL PSYCHIATRIC HOSPITAL -- MORNING

Jen approaches the SECURITY DESK at the front entrance. She looks normal, except for her skin tight body suit and the DESERT EAGLE strapped to her waist. The GUARD, noticing the gun on the stranger, jumps to his feet and draws his stun gun.

(CONTINUED)

GUARD
Hold it right there, ma'am.

JEN
(calm)
I'm here to pick up William Friedman.

GUARD
(into shoulder radio)
I've got a 211 in the lobby.
(to Jen)
No one's picking anybody up at this place, lady. Get rid of the gun and put your hands in the air.

JEN
211? That sounds serious.

GUARD
Hands in the air.

JEN
This doesn't have to get ugly.

GUARD
It's gonna get ugly if you don't do as I say.

O.S., COMMOTION as TWO MORE GUARDS position themselves between Jen and the entrance. Jen turns around to acknowledge them then turns back around to the guard at the SECURITY DESK. Her EYES switch to that JET BLACK color. The guard freaks, he nearly loses his stun gun.

ON JEN, in a blur of speed, reaching for her gun, FIRING at the three guards almost simultaneously. It's as if she fires only one shot when, in fact, she fired three. Jen's eyes become normal and she heads down the corridor to get Will.

ON GUARD'S DESK -- SECURITY MONITORS, a familiar sight, Jen in the black and white screen as she calmly walks down the corridor.

EXT. HIGHWAY/CLARICE'S CAR -- MORNING

WEAVING RECKLESSLY at 100+ miles per hour, traffic seems to be standing still. She SMASHES into a few cars as she makes her way down the highway.

INT. CLARICE'S CAR -- MORNING

She's holding one hand tight over her stomach, she's in pain. BLOTCHES OF BLOOD are beginning to form on her stomach.

(CONTINUED)

EXT. HIGHWAY/WILL ON MOTORCYCLE -- MORNING

Will, too, is weaving through traffic at UNBELIEVABLE SPEEDS. He shouldn't have much trouble finding her, all he has to do is follow the TRAIL OF CAR ACCIDENTS along the way.

A few miles behind Will, are THREE POLICE CARS in hot pursuit of the trouble makers.

EXT. CLARICE'S CAR -- MORNING

MOVING ONTO THE BROOKLYN BRIDGE, where traffic is at its worst. There's absolutely no way she can maneuver her car through that mess. She JAMS her car into the rear of a parked car and gets out.

The DRIVER of the parked car exits, pissed, waving his fist at her as she runs onto the PEDESTRIAN WALK. She doesn't get very far before she COLLAPSES. PEOPLE gather around her.

What they see is a POOL OF BLOOD forming around Clarice as she SCREAMS WITH PAIN. One MAN immediately dials 911 from his cell phone.

WILL (O.S.)

Everyone get back!

The people turn and see Will standing there, gun aimed at Clarice. Everyone's first reaction, of course, is that he's the one responsible for the woman's injuries.

CONCERNED WOMAN

You've done enough. Leave her alone, asshole!

CONCERNED MAN

Just easy with the gun, man. Just let her go.

Will waves the gun in the air like a maniac.

WILL

I said back away!

He fires a warning shot into the air.

WILL (CONT'D)

She's not who you think she is.

O.S., Clarice SCREAMS. Will glances down at her. TENTACLES have SPROUTED from between her legs. He REACTS. Some of the TENTACLES have WRAPPED THEMSELVES around the CABLES on both sides of the WALK.

(CONTINUED)

The FRIGHTENED AND CONFUSED CROWD OF ONLOOKERS finally decide to back away. O.S., SIRENS are getting LOUDER and LOUDER.

ON WILL, as he prepares to fire.

WILL (CONT'D)

This is for mankind, bitch!

He pulls the trigger. CLICK. Tries again. CLICK. Will throws the gun over the bridge and quickly swings the attack rifle from his shoulder.

ON CLARICE, smiling as her eyes become BLACK.

ON WILL, the attack rifle jumps from his hands and hovers in mid-air for a brief second before spinning around. The barrel of the rifle is now trained on Will.

ON ONLOOKERS, dispersing in all directions like a spooked flock of birds.

CLARICE

Mankind? Fuck mankind.

ON RIFLE, FIRING shot after shot on its own.

ON WILL, (SUPER SLOW MOTION), bullets floating passed him as he expertly dodges each one.

IN NORMAL MOTION, the RIFLE is out of ammo. CLICK! CLICK! CLICK! No longer of any use to Clarice, the weapon is discarded.

FURTHER DOWN THE BRIDGE

Jen pulls up on her motorcycle. Riding with her is 18 year-old William Friedman. She's just taken him out of the mental hospital. They get off the bike.

JEN

Stay here.

18 YEAR OLD WILL

I have to go. If you're here to stop her, I have to see it.

POLICE SIRENS SCREAMING, O.S. Jen turns and sees several POLICE CARS and an AMBULANCE headed to the bridge.

JEN

Shit, Will, I don't have time for this.

18 YEAR OLD WILL

I won't get in the way.

(CONTINUED)

Jen draws her gun and hurries down the pedestrian walk. Will follows her, but keeps his distance.

ON 38 YEAR-OLD WILL, a few feet from Clarice, unsure of what to do next. He looks up and sees Jen approaching. He also sees his younger self behind her.

ON JEN AND YOUNG WILL, nearing Clarice.

ON YOUNG WILL, staring at Clarice, then staring up at the stranger who seems so familiar to him. He should, it's himself 20 years later.

ON JEN, she's got her gun trained on Clarice but is hesitant to fire.

18 YEAR OLD WILL (CONT'D)
Shoot her. What are you waiting for?

OLDER WILL
She's not here to kill her. Isn't that right, Jen?

JEN
(teary-eyed)
I'm sorry. I have to do this.

Her eyes become BLACK as the DARK ALIEN ENERGY within her takes over.

18 YEAR OLD WILL
Jen?

Jen spins around and FIRES a shot into young Will's chest. Young Will collapses. Jen spins around and trains her gun at the older Will.

OLDER WILL
(teary-eyed, shocked)
We can change everything, Jen. Please.
You don't have to do this.

O.S., a HELICOPTER circles above. OLDER WILL looks up at the CHOPPER and sees it's the POLICE.

HELICOPTER LOUD SPEAKER

This is the police! Drop your weapons and put your hands in the air!

When Jen turns around to look at the helicopter, Will uses this opportunity and LEAPS over CLARICE. While still in the air, Will KARATE KICKS Jen in the face, knocking the gun out of her hand and sending her flying backwards onto the walk.

From both ends of the bridge, COPS with their guns drawn are rushing toward the scene.

(CONTINUED)

ON JEN AND WILL, exchanging punches and kicks. One powerful kick from Jen sends Will flying through the CABLES, landing on the CROSS BEAMS above Brooklyn bound traffic. He stands on a CROSS BEAM and holds his injured shoulder.

ON TELEPORT BAND, around his arm as he caresses it. Will turns to look at it.

Jen rushes to Clarice, kneels beside her and caresses her sweat-covered face.

ON WILL, from the CROSS BEAM he can see Jen and Clarice coming together, becoming one individual.

ON COPS, who are close enough to witness the event, freaking out and stopping dead in their tracks.

COP #1
What the hell?

ON JEN/CLARICE INDIVIDUAL, standing, TENTACLES LASHING about from between her legs.

ON WILL, removing the TELEPORT BAND and leaping off the CROSS BEAM toward JEN/CLARICE, landing right in front of her. He grabs her neck. She grabs his neck. The tentacles wrap themselves around his waist and legs.

JEN/CLARICE
Say good-bye to mankind.

WILL
Say good-bye to Earth.

He slaps the TELEPORT BAND around her arm and strikes it. Instantly, JEN/CLARICE along with the TENTACLE-LASHING CREATURE vanish into thin air.

ON COPS ON BRIDGE, almost falling backwards over each other.

EXT. UPPER ATMOSPHERE -- DAY

THE CITY-SIZED, WHEEL-SHAPED ALIEN SPACECRAFT, silently cruises along.

INT. ALIEN SPACECRAFT/TELEPORT PAD -- DAY

JEN/CLARICE materializes. ALIEN TELEPORT GUARDS nearby freak out at what they're seeing and flee.

ON JEN/CLARICE, collapsing as tentacles wrap themselves around anything they can get a hold of. The SQUID-LIKE CREATURE WITHIN pulls itself out.

(CONTINUED)

Almost immediately, it begins to expand.

EXT. BROOKLYN BRIDGE -- DAY

Will is running down the pedestrian walk carrying his younger self in his arms. He makes it back to the MANHATTAN SIDE of the bridge where the ambulance awaits.

The PARAMEDICS are still in a state of shock and disbelief over what they've witnessed that it takes them a second or two before they realize they have to take care of this guy.

They place the young Will on the wheeled stretcher and immediately slide him into the ambulance.

COP (O.S.)

(shaky voice)

Police! Hands behind your head! Now!

Older Will slowly raises his hands.

INT. ALIEN SPACECRAFT/TELEPORT ROOM -- DAY

ON THE SLIMY CREATURE, as its pulsating body ruptures releasing MILLIONS OF BLACK ALIEN BUGS into the room, filling it within seconds.

INT. ALIEN SPACECRAFT/CORRIDORS -- DAY

ON TWO FRIGHTENED ALIENS, running. Behind them, the SWARM OF INSECTS rush into them, consuming them and completely filling the corridor.

EXT. BROOKLYN BRIDGE/MANHATTAN SIDE -- DAY

An officer approaches Will to cuff him. Before he reaches him, Will leaps high into the air. The officer watches in amazement as Will DIVES into the river below.

EXT. ALIEN SPACECRAFT/LOWER ATMOSPHERE -- DAY

DESCENDING RAPIDLY through the cloud cover in an uncontrollable spin.

EXT. NEW YORK/CATSKILL MOUNTAINS -- CONTINUOUS

The ENORMOUS SPACE CRAFT plummets into the snow-capped mountains, sending rock and snow miles into the atmosphere. Partially buried in the mountain, the SPACECRAFT EXPLODES, almost like a miniature HYDROGEN BOMB. The MUSHROOM-SHAPED CLOUD rises up over the mountains and through the clouds.

FADE OUT:

FADE IN

EXT. SUGAR LAKE -- MORNING

Will, 18, is on a small row boat, fishing rod in hand. He casts the line into the lake. His cell phone RINGS. Will sets the rod down, take the phone out of his shirt pocket and stares into its SCREEN.

WILL

Hello?

INSERT

CELL PHONE SCREEN, as it fades into the image of his young sister, Jen.

JEN

Will, mom and dad are celebrating their 20th year anniversary tomorrow. We should do something. A party or a dinner.

WILL

Okay. Whatever's fine with you.

JEN

All right, we'll plan it when you get back. Are they biting?

WILL

It's dead out here.

JEN

Talk to you later, bye.

The cell phone display fades to black.

BACK TO SCENE

ON WILL, as he slips the cell phone into his pocket and grabs his fishing rod.

TIGHT ON Will's hand holding the rod as a BLACK, WINGED INSECT lands on his wrist.

(CONTINUED)

Will glances down at it, his eyes widening with fear.

THE INSECT BURROWS deep beneath his skin.

Will drops the rod. He's FRANTICALLY SLAPPING his hand, trying to kill the insect as it moves up his arm.

INT. HOSPITAL -- DAY

Will sits up abruptly in bed, slapping his arms like a mad man, nearly yanking out the IV in his arm. His parents and Jen are at beside, trying to calm him down.

JEN

Will! Will! It's okay! It's okay!

Will looks around. Realizing he's just had a nightmare he lays back down in bed. Mom leans in and kisses him gently on the forehead.

WILL'S POV

A TELEVISION, mounted in the corner of the room, is showing a NEWS REPORT. The IMAGES are of an IMMENSE CRASH SITE extending for miles.

FIELD REPORTER (V.O.)

...earlier we tried to get some aerial images but were ordered not to by the military. No one's allowed within five miles of the crash site. Whatever it was it was huge and it was fast. Witnesses report seeing this thing descend from the sky like a meteor. One witness described it as being the size of a city. Can you believe that?

BACK TO SCENE

A sense of relief comes over Will.

WILL

It didn't happen.

Mom, Dad and Jen glance at each other in confusion.

WILL (CONT'D)

(smiling)

It didn't happen.

EXT. HIGHWAY -- DAY

A MOTORCYCLE in the distance, rapidly approaching. It ZOOMS by at an incredible rate of speed.

ON RIDER, wearing dark sunglasses as he stares at the open highway before him. Over this ROCK MUSIC PLAYS. His BIO-SUIT'S EMBLEM is clearly visible underneath his shirt. He disappears into the horizon.

FADE OUT.

THE END