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Total Recall

By Ronald Shusett

FADE IN:

1EXT. DESERT - DAY

All we can see, filling the entire frame is a flame-orange sky...almost like the sky from the burning of Atlanta in "Gone with the Wind".

SUPERIMPOSE:

PAN DOWN lower and lower until we see the terrain below... the desert. There is no vegetation whatever, just sand and odd-shaped rock formations. The air is filled with red dust, which alternately obscures and then reveals the image. CAMERA MOVES FORWARD optically - enlarging the film grain in the process.

SLOW DISOLVE:

OPENING CREDITS BEGIN.

ANOTHER SHOT of a barren landscape, once more with bizarre rocks. Dust. Sound of wind. CAMERA MOVES FORWARD again. DISSOLVE.

ANOTHER LANDSCAPE, but this time, in the distance are some enormous plastic domes. Sunlight striking them and reflecting causes brilliant rainbows. CAMERA optically tracks toward the dome, seen in tantalizingly indistinct fashion through the red dust. DISSOLVE...

ANOTHER ANGLE, and, in the distance, on the horizon of the arid landscape is a huge SPHINX-LIKE STRUCTURE. (It is reminiscent of the Egyptian sphinx, but both body and face, though gargoyle-like, are different in design.) There are some large pyramids not far from the sphinx. CAMERA MOVES optically FORWARD. DISSOLVE.

CAMERA is much closer to the sphinx and is directly in front. It moves (combination of zoom and optical printer move) towards the eyes, which appear to be red gems.

As CAMERA APPROACHES one of the eyes, it appears to be stained red glass, as in a temple. Suddenly there is a terrific explosion and the glass shatters into millions of fragments which hurtle toward the camera...

2INT. CATACOMB BELOW "SPHINX" - DAY

A MAN wearing a LIGHTWEIGHT THERMAL SUIT is RUNNING THROUGH THIS LABYRINTH of TUNNELS. The GROUND TREMBLES under him, as if in an earthquake. We cannot clearly make out his face, especially since he wears some kind of BREATHING APPARATUS over a portion of it.

The surface of the tunnel's "walls" is curious; the walls are, again, bright reddish orange, and a composite of two different substances: rough-textured, clay-like material and red quartz, which glistens like crystal.

The man throws a backward glance over his shoulder, fearfully, as he runs. His HANDS are SPLATTERED with BLOOD. Because of this, the RED

GLOW, the air of FEAR to the man, and the GROUND HEAVING and BUCKLING, there is almost a SATANIC suggestion to the scene.

Suddenly, up AHEAD of the man, there appears a BRILLIANT WHITE LIGHT. He SEES IT, and runs even faster towards it.

We are ALMOST UP TO THE LIGHT, and we SEE HANDS REACHING OUT OF THE LIGHT TOWARDS US... that seem to beckon him to SAFETY.

ABRUPTLY, the ENTIRE SCREEN GOES RED, BUT IN REVERSE NEGATIVE; with YELLOW LAYOVERS. (So that all the images we see -- ENTIRE FRAME -- are small YELLOW AREAS diffused on a RED BACKGROUND.) It is much like looking at a tableau made out of molten lava.

SUPERIMPOSE MAIN TITLE:

TOTAL RECALL:

HOLD.

DISSOLVE TO:

3INT. BEDROOM IN SMALL APARTMENT - MORNING

DOUGLAS QUAIL and his wife KRISTEN, are asleep in bed.

Gradually the room lights BRIGHTEN. The CLOCK CHIMES and begins SPEAKING in a soft, feminine voice.

CLOCK (sweetly) Tick, tock, seven o'clock. Time to rise and open your eyes.

They don't budge. Shortly, the clock CHIMES again.

CLOCK (continuing) Tick, tock, seven-oh-one. Time to get up, the day had begun.

Quail's wife stirs. Maddeningly, the clock CHIMES a third time.

CLOCK (continuing) Tick, tock --

Quail reaches out and shuts the clock off. Then he sits up in bed.

He swings his legs out from under the covers and sits on the edge of the bed. He puts on his glasses and sits, lost in thought.

He is a good-looking but conventional man in his early thirties. He seems rather in awe of his wife, who is attractive and rather off-hand towards him. Kirsten pulls on her robe, lights a cigarette, sits fishing for her slippers.

QUAIL I dreamed about Mars again... it was bizarre, yet it was so real...

KIRSTEN (casual) It's your time of the month again.

Quail looks at her quizzically.

KIRSTEN (continuing; world-weary air) At least once a month. Douglas Quail's obsession. For twelve years you've been talking about Mars.

QUAIL People do go to Mars, you know.

KIRSTEN That's right, Douglas. But not you. Not us.

Quail looks crestfallen.

KIRSTEN (continuing; disdainful) As it is, we can barely scrape by on

your lousy ten thousand a week.

She leaves the room. He meditates on what she said, depressed.

4INT. KITCHENETTE - MORNING

Quail and Kirsten sit at a small table, eating breakfast. On the WALL is projected the front page of a NEWSPAPER.

Drinking his coffee, Quail studies the wall with the air of a man who had his "node stuck in a newspaper," ignoring his wife.

The newspaper headline reads: "RIOTING ON MARS OVER WATER TAX."

His wife is reading a different article: "Four Women Rape Man in Park."

KIRSTEN (mumbling) What do they expect ... the way men dress these days ... then they scream rape.

Quail is absorbed in his own paper and doesn't hear her.

QUAIL You know -- let's really do it.

KIRSTEN Rape men in the park?

QUAIL No. Go to Mars.

KIRSTEN (withering) Go to hell.

QUAIL We can pool our savings and I've got some sick leave coming, besides my regular vacation...

KIRSTEN (interrupting; corrects herself) ...more of a half-wit. For a start a war could break out there any day ...

She gestures toward the TV screen where Martian police are keeping protesters behind a barrier. Some have signs reading "A FREE MARS", "DOWN WITH COHAAGEN", "EARTH - OUT" etc.

QUAIL That's just media talk. They're... (indicating the protesters) ...just a minority. They're powerless.

KIRSTEN Well, there's a lot of things we need around here before we waste our money on a trip to Mars. We're broke. I'm just a slave around this dump. Now if you were capable of finding a better job.... The kitchen clock chimes and talks.

CLOCK It's now eight. You'll be late!

QUAIL I'll be late!

He jumps up quickly from the table, picks up his coat and briefcase, kisses KIRSTEN's perfunctorily offered cheek and leaves.

4AEXT. CITY - EARLY MORNING

CAMERA TRACKS with Quail as he walks along the busy modern street towards a subway station. Modern cars (out of focus) pass noiselessly between the camera and Quail. There is a plaintive tune being played on violin. Quail pauses and gives a wad of notes to the aged violinist, then walks on briskly.

5INT. SUBWAY STATION - EARLY MORNING

Quail enters the station. Everybody must pass through a weapons check before proceeding to the platforms.

TWO ARMED GUARDS stand at either side, as commuters pass through an electronic beam. On a screen, the entire body of each person is seen in

X-ray. All of them are clearly carrying a gun in their inside coat pocket.

GUARD No weapon again, Mr. Quail?

QUAIL I keep forgetting, Herb. They frighten me.

GUARD Yeah? Well, it's the law, Mr. Quail. Has been since 1990 they tell me. Tomorrow - ya carry ya gun or ya get reported.

GUARD gestures to his associate. They've obviously been through this with Quail before.

QUAIL Okay. Herb, okay.

Quail walks on to the track area. The train arrives. Signs above each approaching car say "CAR FULL", "ROOM FOR 10 PERSONS", etc. Quail goes to a carriage marked "NEW CAR".

6INT. URBAN TRANSIT TRAIN - DAY

The doors open and the crowd surges on. Quail grabs a seat. At intervals throughout the car are VIDEO MONITORS on which a NEWS BROADCAST is showing.

NEWSCASTER (V.O.) -- more violence today from Mars's strike-torn ore colonies --

Everyone ignores the broadcast -- except Quail, who perks instantly at the word "Mars."

The NEWSCASTER is a young black man.

NEWSCASTER (continuing) ...but Earth Intelligence Operations Director Vilos Coahaagen, clearly worried about the damage to Mars's all important tourist industry was today dismissive of the dissident groups....

TV scene switches to a press conference. COHAAGEN, surrounded by AIDES, steps in front of a podium packed with news network microphones and cameras. Coahaagen is a striking, intense man with an obvious air of power.

COHAAGEN We're dealing with a bunch of extremists and unrepresentative lunatics. Mars is a happy and prosperous protectorate of Earth... and will remain so.

The train stops at another station and more people pile on. Quail tries to watch the broadcast through the bodies passing in front of him and intermittently blocking the image.

REPORTER (V.O.) There have been some criticisms, sir....

COHAAGEN I have no further comment.

The news conference ends and a bright looking young man comes on the screen. Quail continues to watch, though not as interested, initially, as he was by the Mars story. Few of the other passengers bother looking at the screen.

ANNOUNCER Good morning, commuters. This portion of your trip is brought to you by Recall, Inc. Do you have a dream that never came true? Do you aspire - but only perspire? Has the great adventure passed you by?

Then come to... REKALL, where what might have been will have been. For the memories of a lifetime... REKALL.

Quail watches the commercial through to the end, but doesn't seem to take it very seriously. He glances away as a card comes on the screen with REKALL's numbers.

6BINT. QUAIL'S OFFICE - DAY

Quail is seated at a computer console in a vast beehive of a room. Numerous people are typing information onto the screens. Quail pauses in his typing, thoughtful. He then types in a little more information, then pauses again. On the screen, a sentence types itself...

WHY HAVE YOU STOPPED? REQUEST MORE INFORMATION.

Quail read it and continues.

9INT. McCLANE'S OFFICE - REKALL - DAY

Scene opens on a CU of McCLANE, a genial, bubbling, enthusiastic man. McCLANE We're all dreamers, Douglas. But here at Rekall, dreams are our business.

He presses a button on his desk and the chairs on which they are seated appear to be in outer space. Countless stars glitter all around.

Startlingly, a comet whizzes by. Quail is amazed. McClane grins and presses the button again. The scene changes to a beautiful underwater coral reef. Multi-colored fish swim around the chairs and desk.

QUAIL But... is the process really that effective? A false memory!?

McCLANE (shaking his head; smiling) We prefer the term "extra-factual implant". Your memory will be complete in every way. You will have gone to Mars. We guarantee that.

QUAIL Is it in any way dangerous? I mean, the medical techniques?

McCLANE Not when you deal with qualified operators - like us.

He presses the button again and the normal office returns. Quail looks around, impressed.

QUAIL It's just - incredible.

McCLANE And look at our follow-up program!

He puts items on the desk as he talks.

McCLANE (continuing) Space-flight ticket stub... passport... vaccination certificates... matchbooks from Martian Nouvelle Cuisine Restaurants, souvenirs, post cards... even names of people you met - now back there - who you can call and discuss your trip with... by the way, we plant these things where you'll come across them at random in the future.

QUAIL But... I'll know I hired you. That'll destroy the whole illusion.

McCLANE (smiling; self-satisfied) But you won't remember me, or having been here.

QUAIL I won't?

McCLANE Your money back if you do! We've never paid out yet.

Quail slumps backs in his chair, overwhelmed.

McCLANE (continuing) And we have a special this month, for only two-hundred thousand dollars more.

At the press of a button, a list appears on the wall...

A14 MILLIONAIRE PLAYBOY A15 SPORTS HERO A16 INDUSTRIAL TYCOON A17 INTELLIGENCE AGENT

McCLANE (continuing) You can have a new identity for the duration of the trip. Pick one.

Quail's eyes linger on "Intelligence Agent."

QUAIL "Intelligence Agent"... wouldn't that be dangerous? I might attack....

McCLANE (airily) No. No. You're a retired agent. Mars was your last mission and you're never to break your cover. But you'll have got the girl, killed the baddies, and saved the Universe. Not bad, eh?

QUAIL I don't know... about the whole thing... it's all such a fake. I won't really have gone. I won't really....

McCLANE (kind but firm) Let's face it, Douglas, you, and millions of people like you have no chance of ever getting to Mars and you'd never qualify as a secret agent for EIO. This - REKALL - is the only way to achieve your dream.

He gets up and walks around to Quail's chair.

McCLANE (continuing) Think about it, Douglas. Think, too, what a terrible boor a real holiday is. Lost tickets, endless arguments, lousy hotels, missed connections, rotten weather... ReKall will supply you with perfect, happy memories.

Quail is thoughtful, willing to be totally convinced.

9AINT. QUAIL'S APARTMENT - NIGHT

Quail is sitting, distracted, in an uncomfortable modern chair. Kirsten is watching a near-pornographic film on TV. She casually lights a cigarette.

QUAIL You know that's illegal.

KIRSTEN Yeah? Who's going to report me? You?... wimp....

She watches a torrid love scene on the video.

KIRSTEN (continuing) Screwing around's illegal, too. But just give me half a chance...

Quail looks at her with distaste. His expression changes to one of resolve.

10INT. MEMORY STUDIO - DAY

Quail is stretched out on a plush reclining couch, alongside some strange-looking lab equipment, wearing a hospital-type smock. In the b.g. hovers a TECHNICIAN, adjusting some instrumentation (discreet banks of computers, etc.) -- that apparently relates to the lab equipment next to Quail. The room in a dim,

soothing booth, lit by indirect lighting.

Quail looks a little concerned as he studies all the instrumentation next to him -- as one always does at the dentist's, looking at the drills.

The door opens abruptly, in walks a cute-looking LITTLE OLD LADY, wearing a JOGGING SUIT. (A RUTH GORDON-TYPE.)

OLD LADY Hi, I'm Doctor Sophie Lull. Sorry I'm late. (walks toward coat closet) I'll be right with you.

She dons a white medical smock that covers her jogging suit, then slings on heavy, lead-lined protective vest.

QUAIL (looking at instrument console) This really going to work?

LULL It the Pope Martian?

Lull's assistant, the TECHNICIAN in b.g., who had been steadily working on the instrumentation, now looks over at Lull.

ERNIE (TECHNICIAN) (at machine) Okay -- that's it.

Now, Lull extends a long rubber tube, a hypodermic needle attached to it. Quail eyes it warily. She swabs the back of his hand in preparation, notices his apprehension.

LULL Now, just relax, kid. This ain't gonna hurt. Just a controlled drip of Narkadine. When you're under, I'll just ask ya a few questions, nothin' real personal, just full details of yer private life so's we can tailor the wish-fulfillment program to your needs. She injects the needle into his hand as she speaks, tapes it down.

LULL (continuing) See? Painless. I didn't feel a thing. Hey, you're a nice kid... you like a little somethin' extra?

Quail, embarrassed, starting to go under, nods.

LULL (continuing; pleased) Good! Kid -- have I got a girl for you! She's gonna like you. You're good-lookin'. (beat) Gettin' sleepy? (he nods) Good. Now, what's the first thing you think of when you're thinkin' about Mars?

QUAIL (wistfully) Well... I'd like to see the Martian Sphinx...

LULL Okay -- you will, Dougle! I want ya to start counting backwards from a hundred for me.

QUAIL (sleepily) One hundred... ninety-nine... ninety-eight... ninety-seven... ninety-six... ninety-five....

His voice drops off; his eyes close. Lull studies him, adjusts some instruments, then turns to Ernie, glancing briefly at a typed sheet in front of her.

LULL Okay, Ernie, the trip to Mars; number sixty-two... and throw in that

blonde... We'll give him a real good time.

ERNIE Sixty-two... and... the blonde...

He takes two discs and inserts the first one into a machine.

ERNIE Boy, is this one wild. He won't want to come back.

Ernie inserts the second disk.

LULL Dougie? This Sophie Lull. Can ya hear me?

QUAIL ...Sophie....

LULL Good! ... I'm gonna ask ya a few more questions now. Ya think you'll be able to answer 'em?

QUAIL ...Yes....

LULL Attaboy! To begin with, I wanna ask ya; -- You sex life. How many orgasms a week?

11INT. McCLANE'S OFFICE - DAY

McClane has several file drawers open and is removing diverse objects and placing them on his desk.

These items apparently are objects ReCALL, Inc. intends to "plant" for some client of theirs to find (perhaps even Quail) -- as part of his fantasy.

While he is putting these things on his desk, the PHONE BUZZES. He answers it.

McCLANE Yes?

LULL (V.O.) (filtered; tense) Howie? Listen, you'd better get in here.

McCLANE (not too concerned) Not another schizoid embolism.

LULL (V.O.) (filtered) You'd better get in here.

12INT. MEMORY STUDIO - DAY

McClane come quickly in, brushing the swinging door open.

Lull and Ernie look up as he enters. Quail lies on the couch, breathing slowly and regularly, his eyes closed. McClane looks queryingly at Lull, who motions him to silence.

LULL (bends over Quail) Quail? Dougie, can you hear me?

QUAIL Yes.

LULL Tell McClane what you told us.

McClane glances sharply at Lull, then turns to Quail.

Quail's eyes open and scan the room. They settle on McClane. These eyes

have changed:

entire

personality seems to have changed -- his face has acquired a flint-edged hardness. He is chillingly menacing.

QUAIL (a deadly voice) All of you in this room are dead.

McCLANE (not quite taking it seriously) What's he talking about?

QUAIL You've broken my cover.

McCLANE What is this?...

McClane's eyes flash angrily at Lull.

LULL The Narkadine cracked a memory cap. Mars -- (she's scared) He's really been there.

There is a chilly silence in the room as McClane digests this.

McCLANE Forced suppression?

ERNIE With spontaneous breakthrough.

McCLANE Holy shit.

They stare at Quail as if he's a ticking bomb.

QUAIL (coldly) You've compromised the Sphinx Project. You'll have to be silenced.

Now they're all panicked.

McCLANE Wait a minute. Quail --

QUAIL My name isn't Quail.

McCLANE Listen... whoever you are... sir.... (almost pleading) ...This is all an accident. We'll destroy all the records. No one will know. I swear it. Believe me.

QUAIL I believe you, but that won't stop E.T.O. from killing you.

The Recall people stare at each other in quiet horror.

QUAIL (continuing) Killing you... killing you... killing you....

His voice trails off, his eyes close.

LULL (intensely) He wants a false memory implanted -- of a trip he really took. (pause) Someone at Earth Intelligence Operations erased his memory. All he know was going to Mars meant something special to him.

ERNIE What do we do? Graft a false memory pattern over the real memory of the same thing?

LULL (shaking her head) Uh-uh... That could promote a partial breakthrough of the real trip.

McCLANE (overlapping) Revive him without any false memory implantation and get him out of here.

LULL Why don't we just wipe out the memory of his visit here?

McCLANE (nodding; relieved) Yes. Good. I'll destroy his file and cancel his fee. I have a feeling that the longer he doesn't know who he is, where he's been, where he's going and who we are, the better off we'll all be. I'm taking a holiday. A real one.

He leaves. The others stare after him, looking very grim.

12AINT. RECEPTION AREA OF REKALL - DAY

A dazed and disoriented Douglas Quail comes out of an inner door and walks through the lobby towards the exit door.

An attractive RECEPTIONIST, her bare breasts visible through a clear plastic blouse, watches him; she then looks toward McClane who has half-opened the door to view Quail's progress.

12BINT. ELEVATOR - DAY

Quail travels down. Uncomprehendingly, he looks out at the city.

12CINT. BUILDING FOYER - DAY

Quail stumbles through the fairly crowded foyer, oblivious to anything around him. A red-headed man may or may not be watching him. He makes a phone call from a pocket phone.

12DINT. ROBOT TAXI CAB - AFTERNOON

Scene open on Quail, in the back of the cab; he looks around, slowly coming to his senses.

QUAIL Where am I?

DRIVER Travelling south along Third Avenue, passing Forty-third street.

Although the driver's voice is a little mechanical (flat in tone) he is filmed from Quail's POV, and it isn't obvious he is anything other than an ordinary cab driver.

QUAIL Where am I going?

DRIVER Thirty-three thirteen "G" Street, Sector "L", Twin Towers, Apartment six-thirty-five.

QUAIL How did I get here?

Camera now cuts to a shot in front of the driver. He is a fairly human-like robot.

DRIVER I don not understand the question, sir or madam.

QUAIL How did I get into this cab?

DRIVER You stepped into it in the normal manner, sir or madam.

15INT. CORRIDOR OF QUAIL'S APARTMENT - DAY

The reception area and hallway leading to the elevators is smart and clean, though not lavish. A uniformed and armed DOORMAN is standing by the entrance door.

Filmed from the elevator end of the area, we see the cab pull up and Quail alight and enter the building. He nods to the doorman and approaches the elevators. As he reaches them a MAN steps out from behind the camera. A 2ND MAN enters from a door opposite the elevators. Quail looks at them and becomes quite panicky.

1ST AGENT Aren't you the man from Mars?

He takes a modern, lethal gun from his pocket. Quail turns, but the other man is behind him.

2ND AGENT Don't give us a reason to kill you.

Quail looks toward the doorman, who is paying little attention to the events. As the two men edge Quail towards the door, he call out...

QUAIL Mr. Zimmer...Mr. Zimmer... help me... they're...

But the doorman turns calmly away.

16INT. BASEMENT CAR PARK - DAY

The two men lead Quail past a number of cars to their own vehicle.

QUAIL Where are you taking me?

1ST AGENT You told everyone at Recall about you trip to Mars. Where you went, who you worked for, what you did --

QUAIL But I didn't... Are you telling me... I did go to Mars? I don't remember?

1ST AGENT You've remembered too much. The Sphinx Project, for a start....

QUAIL (confused; remembers only fragments) Sphinx?... No, no, I don't,

I... What about the people at Rekall? I don't recall Rekall but you said if they know what I did? Why don't you ask them? They'll tell you I didn't...

1ST AGENT They've been taken care of.

QUAIL What do you mean?

Neither man bothers answering. They arrive at their car and open the door for Quail. He hesitates.

QUAIL (continuing) What are you going to do with me?

1ST AGENT Get in the car.

He slaps Quail hard across the face. Quail is terrified. He is tearful with fear.

QUAIL My God! No! You're going to kill me!

He cringes. His hands across his face.

1ST AGENT No one's going to kill you if [you do what you're told.] We're visiting E.I.O. for some new tests. Now get in, or do we start playing rough?

QUAIL No! It's not my fault! You can't do it!

They start to force him into the car physically.

Suddenly, Quail stops cringing. the FEAR DISAPPEARS FROM HIS FACE, and is replaced by an odd, thoughtful expression.

QUAIL (continuing) Wait a minute, I remember --

1ST AGENT What, Quail? What do you remember?

QUAIL On Mars... they tried to kill me... And....

QUAIL TRANSFORMS INTO A HIGHLY SKILLED KILLING MACHINE.

In an instant, he karate-chops both agents across the windpipe, and they crumple to the ground.

Quail steps back. He stares at the two bodies, incredulous; then stares at his own deadly HANDS. It is as though they belong to someone else. Then, leaving the two agents sprawled across the alley, he races back into the basement door of his building.

18INT. QUAIL'S APARTMENT - EVENING

Kirsten is watching another pornographic video when Quail bursts in. He is still disoriented.

QUAIL Did you know I've been to Mars?

Kirsten gets up and turns off the movie.

KIRSTEN What! This stupid obsess...

QUAIL (interrupting) I think I've been. I vaguely recall...

KIRSTEN Doug, you've got to forget...

QUAIL (interrupting) Forget? Remembering is the problem I must've been to one of those artificial memory places...

KIRSTEN Oh my God...

QUAIL But something went wrong... something about a real memory... and then those men... tried to kill me.

KIRSTEN What men? Doug, you're crazy.

She starts to mix a drink from a well-stocked cabinet.

KIRSTEN (continuing) You're here now. They didn't kill you.

QUAIL No. That's what's so amazing. I killed them. I think...

Kirsten stops pouring her drink and look at him sharply.

KIRSTEN Where? Where are they?

Quail points down with his finger.

KIRSTEN (continuing) Doug! It's something they put into your mind at the memory place. Fantasies. That's their business.

She sips her drink.

KIRSTEN (continuing) You're a computer operator. You're a bore. You're a wimp. You're not a killer.

QUAIL I'm involved somehow with E.I.O. It's true. It's no fantasy. He walks around the apartment drawing curtains and putting out the lights.

KIRSTEN Doug, I want you to see a doctor. Now Alec and Shirley Turnbull have a good man. He helped Alec through his breakdown.

QUAIL For fuck's sake, this is no breakdown!

Kirsten is taken aback at his use of language. He strides into the bathroom and slams the door. She turns on one lamp, goes to a telephone and dials.

19INT. BATHROOM - TWILIGHT

Quail takes a washcloth, turns the hot water up full and soaks the cloth under the steaming water. Using it as a compress, he presses it against his face and his neck, to drain off some of the tension. He turns off the water. Towelling his head dry, he opens the bathroom door.

The instant he does this, a blinding white BURST OF LIGHT comes arcing into the bathroom, and the back wall crinkles and CHARS into a swatch of blackness.

QUAIL DIVES OUT THE DOOR, just as ANOTHER BOLT incinerates the spot where he was standing.

20INT. LIVING ROOM - TWILIGHT

THE ROOM IS IN TOTAL DARKNESS. The only thing visible is the pale rectangle of the balcony window, with the curtains drawn over it.

QUAIL and his ASSAILANT cannot be seen -- but they can be HEARD. There is the sound of a SCUFFLE -- the meaty THUD of a FIST CONNECTING WITH FLESH -- and a painful GRUNT as someone's breath whooshes out.

The LIGHT COMES ON. Quail is standing with one hand on the lamp, and the other twisting KIRSTEN's arm up behind her back. A pistol lies on the floor. Quail is totally stunned. He releases her arm, shoving her away from him, at the same time scooping up the pistol.

QUAIL My God! Did you say I need a psychiatrist?

KIRSTEN (coolly) I haven't seen you move that fast since I've known

you.

QUAIL (outraged) How could you do it? After eight years!

KIRSTEN I'm not your wife, Quail.

QUAIL Not my wife! You are out of your mind.

KIRSTEN (indifferent; nursing her arm) It's a false memory implant. I never saw you before six weeks ago.

Quail is totally disoriented.

QUAIL Why are you lying like this?

KIRSTEN No, Quail. It's true. You work for E.I.O. So do I.

As she speaks, she walks to a picture on the wall and from behind it pulls out a small wallet. She flips it open to show him her E.I.O. badge. He looks down uncomprehendingly at the holographic lettering "Earth Intelligence Organisation".

QUAIL (indicating their surroundings) But why all of this?

KIRSTEN (shrugging) We had to watchdog you...make sure the erasure took. A wife seemed like a good idea.

QUAIL But I remember it! All of it!... Us!

KIRSTEN All implanted.

QUAIL Our friends... my work... eight years.

KIRSTEN The job's real -- you've had it six weeks -- since you got back from Mars.

He sits down, holds his hand to his head.

KIRSTEN (continuing) It's all a fabrication, Quail. Everything you know.

QUAIL This is crazy! If all my memories are false, who am I? What am I? Jesus... it's like I don't exist.

KIRSTEN You exist, all right. (very cold) That's the problem.

A pause as Quail mentally gropes frantically, for what to do next.

QUAIL Why did you try to kill me? Why does E.I.O. want me dead?

KIRSTEN They don't particularly. That was my idea. This assignment was boring me to death. The personality they gave you wasn't too thrilling.

QUAIL Well, what did I do on Mars that they have to keep me from telling?

KIRSTEN I've no idea. I just work here.

QUAIL All right... I'm leaving. Don't try and follow me --

KIRSTEN I don't have to follow you. You can't get away from E.I.O. Nobody does.

Quail looks at her as if seeing her for the first time.

QUAIL No wonder you got the role as my bitchy wife -- type casting.

He leaves. Kirsten smiles secretively. She goes to a drawer, opens it and removes a tiny instrument that looks like a TV channel-changer. There is a very small light on the instrument, which begins flashing on and off, as the instrument begins to make BEEPING SOUNDS.

21EXT. STREET OUTSIDE QUAIL'S APARTMENT - NIGHT

Quail walks briskly out onto the street, controlling his paces, trying not to look suspicious. After a beat, he heads for the nearest subway entrance.

22INT. SUBWAY STATION - NIGHT

Now underground, Quail tries to blend in with the other subway people. He heads toward the weapons check.

23EXT. STREET SUBWAY ENTRANCE - NIGHT

An OFFICIAL VEHICLE slams to a halt next to the subway entrance and a whole load of INTENSE MEN pours out of it.

24INT. SUBWAY - NIGHT

Quail now shuffles along in a lineup of people waiting to get through the WEAPONS CHECK. He tries to control his nervousness. He passes. The guard smiles at him, pleased to see he has remembered his gun.

25INT. SUBWAY - NIGHT

All the men with guns drawn come pouring down the subway stairs. The SUBWAY COPS and WEAPONS CHECK are stunned to see four large men brandishing guns push their way through the weapons check gate without seeming to notice them. One gunman flashes a HOLOGRAPHIC BADGE ENCASED IN PLASTIC at them.

The gunman reach the bottom of the stairs and race closer to the subway train, which is just departing. The men halt abruptly.

FIRST GUNMAN Fuck it!

The second gunman adjusts a small plug - a radio receiver - in his ear. SECOND GUNMAN (EARPLUG WEARER) We won't be able to track him again until he comes up above ground!

26INT. SUBWAY CAR - NIGHT

Quail sits in the subway car as it barrels through the night, not knowing exactly where he will go. He is confused, distraught. A commercial comes onto the video.

TV AS VOICE OVER Tired? Exhausted? Need a vacation? Don't settle for memories, experience the real thing. Daily departures on the space shuttle to Mars. Visit the wonders of....

27EXT. SUBWAY STOP - NIGHT

Quail emerges from underground and looks around. The streets are almost deserted.

28INT. MOVING OFFICAL VEHICLE - NIGHT

THE GUNMEN SIT IN THE OV. The one with the ear plug [suddenly talks.] EARPLUG WEARER Coming in again. Loud and clear.

He looks down at an illuminated street map built into the car's dashboard.

28AEXT. SUBWAY STOP - NIGHT

A cab comes into view. Quail quickly hails it and jumps in. Cab moves off.

28BINT. CAB - NIGHT

Quail is still pondering what to do next. He glances out one window, though not at anything in particular. Suddenly, the silence is shattered as bullets rip through the window on the other side. Quail ducks to the floor.

28CEXT. CAB - NIGHT

A wide shot shows that the cab is being fired on by a man leaning from the window of an official patrol vehicle. He is aiming at the tires and driver, rather than directly at Quail.

28DINT. CAB - NIGHT

Bullets are still pouring in.

ROBOT DRIVER (unemotionally) You are being fired on, sir or madam, please leave the cab at once.

From the floor, Quail pushes the door handle and rolls out onto the street. The pursuing car occupants fail to notice his exit.

28EEXT. STREETS - NIGHT

Cars continue, as Quail picks himself up from the gutter and moves off down a narrow side street.

28FINT. CAB - NIGHT

ROBOT DRIVER [Please....]

Bullets rip into the robot driver's neck, severing the head from the body. The head hits the window then bounces back onto the front seat. It continues talking.

ROBOT DRIVER (continuing) ...leave the cab as bullets are hitting the vehicle in considerable quantities.

28GEXT. STREETS - NIGHT

The taxi mounts the footpath and smashes through the display window of a store. Clothes models are scattered and broken. When the noise abates, the severed head of the robot driver is lying among the dummies.

ROBOT DRIVER This company, sir or madam, will institute legal action for damages...

29EXT. STREET - "END OF THE LINE" HOTEL - NIGHT

Quail emerges from the side street and sees "End of the Line" Hotel. It is clean, bland, middle class. He quickly crosses the road and enters.

29AINT. "END OF THE LINE" HOTEL LOBBY - NIGHT

The foyer is brightly lit and empty. Quail approaches the DESK CLERK, who is reading a book. "Dr. No", marked, in flowing script, "from the classic series".

DESK CLERK (without looking up) Help you, sir?

QUAIL (handing over money) A room for the night.

DESK CLERK (reluctantly putting down the book) ID.

QUAIL (handing over money) Here's ten thousand. Forget the ID.

DESK CLERK looks up at him, with interest. His hand hovers over the money.

QUAIL (continuing) I have a liaison with a lady... and I'm married...
DESK CLERK I understand, sir. Nothing like a bit on the side, eh? Bit of fugitive flesh. The greatest aphrodisiac is a new body, wouldn't you say, sir?

Quail looks at him with distaste but is only anxious to be given the key to his room. He says nothing.

30INT. "END OF THE LINE" HOTEL ROOM - NIGHT

Quail unlocks the door and enters. No sooner does he relock the door then THE PHONE RINGS. He freezes, stares at it for three rings, then picks it up.

QUAIL (into receiver) I told you, I don't want to be disturbed.

TELEPHONE VOICE (filtered) If you want to live, don't hang up.

Quail is stunned. He says nothing, but doesn't hang up.

TELEPHONE VOICE (continuing; filtered) They've got you bugged...

They're gonna find you. Faster than you can say "Back Rodgers".

(quickly) And don't bother shaking down your clothes -- the monitor is embedded in your skull.

QUAIL (reeling) Who are you? What the hell is this?

30AINT. BAR BASEMENT - NIGHT

The man telephoning Quail is calling from a bar. Occasionally people pass him on their way to the toilets. He is youngish and conservatively dressed. He speaks rapidly and urgently.

TELEPHONE VOICE Take a wet towel and wrap it around your head. That will deaden the signal. It'll take longer for them to pinpoint you.

30BINT QUAIL'S ROOM - NIGHT

QUAIL Why should I trust you?

TELEPHONE VOICE (filtered) There's a real old saying - "Beggars can't be choosers". Go and soak your head!

Quail puts the phone down and rushes to the bathroom.

30B1 INT. PATROL CAR - NIGHT

The earphone wearer and driver are moving in on the signal generated by Quail's bug. Suddenly, the small illuminated cross on the dashboard map cuts out.

EARPHONE WEARER Shit!

DRIVER Cut the language, will ya?

EARPHONE WEARER It's gone! Some...malfunction...

Unscientifically, he prod the screen.

DRIVER (world-weary air) Toldya the Martian assembled [stuff don't work.]

30B2 INT. QUAIL'S ROOM - NIGHT

Quail rushes back into the room with a wet towel, turban-like, wrapped around his head. He rapidly picks up the phone.

QUAIL Keep talking.

TELEPHONE VOICE (filtered) Head over to Skid Row -- to the Lucky Stub

Pawnshop -- corner of Park Avenue and Fifty-eighth. Tell the man you're Mr. Hotchkiss; you came for your Grecian candlesticks.

QUAIL (infuriated) What do I want with Grecian candlesticks!

30CINT. BAR BASEMENT - NIGHT

The man on the phone looks around anxiously.

TELEPHONE VOICE Just do it! This is no time for small talk.

QUAIL (V.O.) (filtered; not quite convinced) How did you know where to find me?

TELEPHONE VOICE I've been tailing you since you get back from Mars.

30DINT. QUAIL'S ROOM - NIGHT

QUAIL You're E.I.O. You're on the other team.

TELEPHONE VOICE (filtered) I'm E.I.O. But I was your best friend. Scott Stevens - we arranged this...

QUAIL (trying to recall) I can't remember - only bits...

TELEPHONE VOICE (filtered; overlapping) I was your fail-safe -- if and when the shooting started. Good luck. Look me up if you remember me.

30EINT. BAR BASEMENT - NIGHT

Scott Stevens hangs up the phone. He looks around cautiously, then walks a few steps to the mens room.

30FINT. MENS ROOM - NIGHT

Scott Stevens walks to the row of troughs and begins to urinate. The room is empty. He hears a noise and looks around. Two EIO men are standing there aiming lethal-looking high-velocity weapons at him. One of them is the red-headed man we've already seen.

1ST MAN (RED-HEADED) Well, look at that. He's really got his hands full.

2ND MAN Not so full, so I've heard.

Still urinating, the frustrated Scott Stevens can only look back over his

shoulder. Laughing, both men open fire, riddling him with bullets. He collapses in an undignified heap, his head in the water at the base of the trough.

31INT. "END OF THE LINE" CORRIDOR - NIGHT

Quail, with towel around his head, glances up and down the corridor -- spots a sign that says "FIRE EXIT". He races towards it.

32EXT. "END OF THE LINE" FRONT ENTRANCE - NIGHT

The OV slams up in front of the hotel and a carload of MEN tear out of it and barge into the hotel.

32AINT. "END OF THE LINE" HOTEL LOBBY - NIGHT

The startled clerk jumps to his feet as the group of armed men enter rapidly.

EARPHONE WEARER Quick. The guy who checked in fifteen minutes ago.

CLERK (nervous) Room...thirty-six.

Most of the armed men instantly head off up the stairs, their weapons

at the ready. Clerk watches, astonished.

CLERK (continuing) He was only meeting a lady... Aren't you guys overdoing it a bit?

32BEXT. STREET - NIGHT

Quail is walking along briskly, still with the towel around his head. A few passers-by look at him curiously. He puts his hand together and greets them Indian-style.

33EXT. PARK AVENUE - NIGHT - CLOSE ON STREET SIGN

which reads:

PULL BACK to reveal "The Lucky Stub Pawnshop". WINOS lurk on the corner. Park Avenue has deteriorated into a slum.

QUAIL ENTERS FRAME, and approaching the pawnshop, stepping over a BUM in a doorway.

34INT. PAWNSHOP - NIGHT

Quail is just entering; an old-fashioned BELL overhead, tripped by the door opening, announces his entrance.

At once, an immense FAT MAN emerges from the back room.

PAWNBROKER You wanta camera? I got some good, top-quality ones. You want silk rugs? Handmade last century in Iran...all perfect. You want videos? Old movies... classics...all those Vietnam war ones...real quaint stuff... you want...

QUAIL (interrupting; awkwardly) I'm Hotchkiss...I came for the...Grecian candlesticks...

The Fat Man studies him warily for a long moment; then he disappears through the curtain.

In a brief moment, he emerges again, carrying a small, "makeup-sized" case, as well as two large candelabra.

The Pawnbroker puts the case on the counter. Quail looks at the case with curiosity.

QUAIL(continuing) I wonder if you could tell me...

They both look around as someone enters.

PAWNBROKER I trust these will look well in you... mosque.

35INT. FLOP HOUSE - NIGHT - CLOSE ON HANDS

Opening up the small case.

PULL BACK to reveal they are Quail's hands. The hotel room he's now in is

obviously a different one than the last one we saw him in. The room is large but run-down, the walls are peeling, the architecture is much older, etc.

Quail examines the contents of the case: there are CREDIT CARDS and also MONEY, several stacks of bills, neatly tied -- some of it the conventional green, but most of it red.

CLOSE ON RED MONEY

On the face of it is printed: "MARS FEDERAL COLONY".

QUAIL (muttered) Martian money....

Quail thumbs through the money, and whistles softly to himself as he sees how much there is.

Also in the case are: TWO PASSPORTS; a small CASSETTE RECORDER; a rolled-up LEATHER POUCH and a spray can of some sort; and a strange thing that looks like a silver mask. He examines the face mask, studies BLACK LETTERS WRITTEN ACROSS IT (which we are not close enough to read) and then puts it aside. Another item now catches his eye: a wristwatch. He sees a conspicuous red button on the side of the watch, and PRESSES IT. INSTANTLY, TO HIS SHOCK, QUAIL SEES A MAN MANIFEST HIMSELF HIMSELF OUT OF THIN AIR AND STAND THERE IN THE ROOM A FEW FEET

AWAY FROM QUAIL:

down

to the clothes Quail is wearing now.

The image stands and watches Quail.

QUAIL (continuing) What the hell...?

Quail smiles, presses the red button again. There is a HUMMING SOUND -- and the man FADES INTO THIN AIR -- like a television set being turned off.

Quail looks bemused.

Now he unrolls the leather pouch and looks inside. There he finds what look like SURGICAL INSTRUMENTS; a sponge, a long piece of wire doubled over, with some attachments and a tiny METAL HEAD on one end, and some tubes of salve.

He turns on the cassette recorder.

The VOICE he hears on the cassette TAPE is HIS OWN!

CASSETTE VOICE (V.O.) (Quail's voice) "Hauser, this is Hauser -- or whatever you think your name is now. If you're listening to this, I'm talking to myself. Your memory's been erased and you've got a wet towel around your head. (he does) "The first thing you've got to do is get rid of that bug in your head."

36INT. HOTEL BATHROOM - NIGHT

The sound of the tape continues as Quail follows instructions - pushing the wire up into a bloody portion of his neck, just below the ear.

CASSETTE VOICE (V.O.) The monitoring device is located in your left maxillary sinus cavity. Make a small incision in your neck just below the left ear, and insert the wire up into the sinus. The head is self-guiding. Just shove.

Quail makes a face.

CASSETTE VOICE (V.O.) (continuing) You won't feel a thing. The spray cartridge contains a local anesthetic and a blood coagulant. Careful,

it's my neck, too.

Holding the wet towel against his neck, Quail slowly withdraws the wire. On the end of it is a tiny, metal bead, the Transmitter.

37INT. MOVING OFFICIAL VEHICLE - NIGHT

The man with the ear plug suddenly reacts.

EARPLUG WEARER It's come on again.

DRIVER Where?

The 1st man quickly check the map-grid in the dashboard. A small bright 'x' is flashing.

EARPLUG WEARER He's in that old flophouse. Plaza Hotel. Central Park South.

37AINT. HOTEL BEDROOM - NIGHT

Quail is anxious to get rid of the transmitter. He looks around and notices a rat trap near a rat hole in the skirting board.

He carefully - avoiding springing the trap - removes the piece of cheese and pushes the transmitter inside. He then throws the cheese into the rat hole.

38INT. MOVING OFFICIAL VEHICLE - NIGHT

The car is moving swiftly through the streets.

EARPLUG WEARER Boy, he's really moving around.

A CU of the screen shows the small 'x' moving in circles.

38AEXT. HOTEL SIDE ENTRANCE - NIGHT

The car pulls up. Another follows it. Armed men leap out from both. The EARPLUG WEARER indicates they should go down an alley at the side of a service door. They advance cautiously, guns at the ready. They see no one. The EARPLUG WEARER indicates another, even narrower, alley leading off to one side. Two of the men sneak cautiously up to it, their guns at the ready.

A large rat scurries out from behind overfull garbage bins. Furious, they fire. The bullets rip the bins to shreds, scattering refuse everywhere. The rat is killed. They all stare in disbelief.

EARPLUG WEARER Ya dirty rat!

40INT. E.I.O. HEADQUARTERS - MEMORY LAB - NIGHT

OPENING CLOSE on a MONITOR SCREEN slated "HAUSER/QUAIL" followed by a serial number and some dates. The slate vanishes, replaced by a scene of Quail -- undergoing some KIND OF MILITARY TRAINING.

PAN to OTHER MONITORS, all depicting Quail in other action scenes -- on some kind of mission, driving a car, etc.

TECHNICIANS man the monitors, scrolling through them in fast-forward and fast reverse as if searching files.

The technicians turn as Cohaagen and his aides enter.

COHAAGEN (demands) Anything?

SUPERVISOR We're running every one of his memory tapes for the past fifteen years. Nothing yet, sir.

COHAAGEN There must be something -- some place he would go, some friend he would run to.

The red-haired E.I.O. man joins them.

RED-HEADED MAN (to Cohaagen; quietly) They lost him.

COHAAGEN Again?!

The red-headed man nods.

COHAAGEN (continuing) Are you sure the original suppression took?

SUPERVISOR Absolutely, sir. He thinks he's Quail, a computer...

COHAAGEN (interrupting) Then how do you explain what he's doing?

SUPERVISOR Just his instincts. He was well trained by E.I.O.... Maybe the memory cap's fractured. Portions of his prior identity could be leaking through.

COHAAGEN (very anxious) He'll remember Mars? The Sphinx Project?

SUPERVISOR Fragments. Nothing more. Nothing he could piece together. I did advise terminating him, rather than implanting an identify alternative.

COHAAGEN What do you think I am? A barbarian? We're not living in the twentieth century!

He looks at the video screen again. An image has flashed onto it of an attractive Eurasian girl.

COHAAGEN (continuing) Hold it there.

He studies the picture, which changes to show the same girl from different angles.

42INT. SPACE PORT - DAY

Passengers are boarding a COMMERCIAL SPACECRAFT. In addition to the STEWARDESSES checking their tickets, there are two PLAINCLOTHES MEN checking every passenger. They carry some kind of small, portable ELECTRONIC DEVICE that they shine in the face of each passenger going through. (It gives off a BLUE BEAM and HUMS.)

The passengers are a diverse group - businessmen, officials, government people, etc. There is also a large tour group consisting of a predominately middle-aged and determinedly jolly crowd, many of them carrying duty-free bags. They are being marshaled by an harassed TOUR ORGANIZER, who is carrying aloft a hand-painted sign... "MARTIAN TOUR GROUP".

The last of the passengers board the spacecraft. The chief PLAINCLOTHES MAN nods to an official and the door begins to close.

PLAINCLOTHES MAN #1 If he had to travel to Mars with that bunch, I'd be sorry for him.

PLAINCLOTHES MAN #2 We couldn't have missed him?

PLAINCLOTHES MAN #1 No way. Let's get a coffee before the next shuttle.

43INT. SPACELINER - IN FLIGHT

One of the PASSENGERS -- a middle-aged WOMAN - unbuckles her seat belt and heads for the restroom, carrying her handbag, and some clothes on a

hanger.

44INT. LAVATORY - IN FLIGHT

The woman locks the door and turns to the mirror. She opens her bag, takes out a spray container, SPRAYS HER FACE with it, and takes out -- the SILVER FACE MASK we saw in Quail's emergency kit.

She holds the mask to her face. There is a SIZZLING NOISE, and SMOKE rises from behind the mask.

She lowers the mask. Her face is now that of QUAIL. He tears up a passport and drops it down a chute.

He reaches inside his dress, starts to REMOVE his "FALSIES."

CLOSE ON MASK:

We can read the BLACK LETTERING written across it now: "LASER FACIAL".

45INT. SPACELINER - IN FLIGHT

Quail exits from the lavatory and glances toward the ebullient tour crowd. He turns and looks in the other direction and sees a video theater advertising "ROCKY 36" with Sylvester Stallone III, Jnr. He isn't too excited, but heads towards it. He pauses a little when an announcement comes over the intercom.

A LITTLE BELL sounds, followed by INTERCOM STATIC. Quail looks up. CAPTAIN'S VOICE (V.O.) Ladies and gentlemen, if you'll glance out the starboard viewports, you'll behold an indeed awesome sight -- Quail goes to a viewport and PEERS, transfixed. He is seeing... at last... the object of his obsession.

46EXT. SPACELINER - IN ORBIT AROUND MARS

The SPACELINER -- which we have deliberately not seen before this moment for dramatic effect -- banks and turns, suddenly bringing into view -- MARS.

AN IMMENSE ORANGE GLOBE -- so close it looks like it's going to fall on us. It dwarfs the spaceliner.

CAPTAIN'S VOICE (V.O.) Those long gorges you see, clearly are the legendary canals of Mars....

The liner drops toward the surface of Mars. Below: a NETWORK OF INTERSECTING LINES crisscross the planet.

CAPTAIN'S VOICE (V.O.) (continuing) Of course, they are not manmade canals, but vast natural chasms ...many deeper and larger than the Grand Canyon. Though utterly without moisture now, scientists have determined that they were formed by massive flooding millions of years ago.

47INT. SPACELINER

Quail stares, his brow furrowing as if with some deep hidden memory he can't quite recall.

CAPTAIN'S VOICE (V.O.) (continuing) Surface temperatures at the Martian equator is minus one-hundred and twenty degrees Centigrade -- in

winter. Fortunately, this time of year it's slightly more seasonable: Sixty degrees, Fahrenheit, outside the domes. (beat) Please remember, folks, that outside the domes you'll need to carry your own personal oxygen supply at all times. The atmosphere of Mars is almost a vacuum. Thank you for flying with Interstellar and we hope your stay will be a pleasant one.

48EXT. MARS - OUTER SPACE

CAMERA follows the spaceliner until the ENTIRE FRAME is filled with the RED-ORANGE sands of MARS.

49EXT. MARTIAN DESERT - DAY

An endless expanse of boulder-studded red sand, under a red-orange sky. The desert is cut by a ROAD, which snakes across the rocky terrain. Some surface TRAFFIC moves along the road (all pressurized vehicles since the atmosphere of Mars is almost a pure vacuum) - including the MARSPOET BUS.

PAN WITH THE BUS - TO REVEAL

A CITY UNDER A DOME.

In the midst of the stark, trackless landscape -- it's midday, scorching -- rises a huge weatherbeaten GEODESIC STRUCTURE, its glass surface scarred by sandstorm damage. Its feeling is like an old Western, when Clint Eastwood rides into Tombstone -- the raw, forbidding vistas, with a tough town carved out of the wilderness.

50INT. MARSPOET - DAY

Quail is looking out at the desolate landscape. The TOUR ORGANISER, an amiable middle-aged man sits beside him. It is possible he is not a married man.

QUAIL It's no Garden of Eden.

TOUR ORGANISER No. Quite a bit to see, though. The canyons, the old Sphinx...

QUAIL What do you know about that?

TOUR ORGANISER Not much, really. Millions of years old. Bit like the one that used to be in Egypt, you know...

QUAIL Yeah. Got destroyed in the Arab wars... What about this independence movement?

TOUR ORGANISER (dismissive) Not worth worrying about. Mostly descendants of the original colonists from Earth. Now they want self-rule so they can sell us all the minerals... I don't think we've met. You with our group? Takes me a while to know everyone.

QUAIL Sure. Douglas Quail.

TOUR ORGANISER Richard Toltz. (they shake hands) Well, Doug, I hope we'll see a lot more of each other.

55EXT. CITY (UNDER THE DOOM) - DAY

The bus pulls up outside a modern tourist hotel. The buildings surrounding it have a much more improvised, temporary look. Most are

pre-fabricated structures. The streets are crowded and there is a "frontier-town" atmosphere. Stalls sell fruit and vegetables, also water and air containers.

A lot of greenery is evident - this is to absorb CO2 and emit oxygen, thus helping with the air supply under the dome.

Some small, ragged boys look at QUAIL as he looks around before going inside the hotel. Suddenly, one of them throws a small sack at him. It hits his chest and leaves a yellow stain. The hotel DOORMAN chases the boys away....

BOY Smogpsucker!

From the other side of the street, a gang of URCHINS with a harmonica start singing some kind of defiant PATRIOTIC SONG.

DOORMAN You know how it is, sir. Some of these red-asses are a bit prejudiced.

QUAIL Prejudiced? Against what?

DOORMAN Earthmen.

The street song has swelled, adult MINERS and CITIZENS joining the belligerent chorus.

QUAIL What are they singing?

DOORMAN The Martian National Anthem.

Quail tips the doorman, enter the hotel.

57INT. MARS HILTON LOBBY - DAY

Quail passes several kiosks -- a magazine stand, currency exchange, clothing store, shoeshine stand. A SHOESHINE BOY looks up at Quail. Quail walks past, enters the main lobby. The atrium entryway is absolutely fabulous; a complete contrast to the dirty, Casbah-like streets. AFFLUENT-LOOKING PEOPLE in spotless linen fill the lobby. Quail stops to examine a large ROTATING DISPLAY sitting on a table in the middle of the lobby. It is a stand-up model of a SPHINX. Across the top is written "THE FIRST WONDER OF MARS". A recorded VOICE repeats a canned speech --

CANNED VOICE "...the Martian Sphinx... only evidence of non-human civilization ever discovered ...age estimated at over eighteen million years...

CLOSE - SHOESHINE BOY

He stares at Quail.

BACK TO SCENE:

Quail approaches the Registration Desk.

CLERK Nice to have you back with us, Mr. Hauser.

Quail is startled to be recognized -- particularly by this name. He tries to stay casual.

QUAIL Nice to be back. (pick up pen) I'm flattered you remember me.

CLERK Part of my job, sir.

QUAIL (starts to sign; hesitates) Do you remember my first name, too?

CLERK Charles. Charles Hauser, right?

QUAIL I'm impressed. (now he signs) Listen. I need transportation to the... uh... the Sphinx. Can you arrange it for me?

CLERK I'm sorry, sir. But Earth government has sealed off the excavation site completely. No one but survey teams and archaeologists are allowed closer than twenty miles.

The Clerk taps a few keys on a computer.

CLERK Oh... (spots something on the computer) Do you want the item you left with us?

QUAIL What item? Oh... yes, please.

The Clerk turns to the safe, retrieves an envelope. He hands it -- and an

ELECTRONIC ROOM KEY -- to Quail.

58P.O.V. - THROUGH BINOCULARS - THE SPHINX

Far in the distance, a dusty red structure squats amid barren dunes. We see vehicles, scaffolding, a fortified perimeter.

59INT. QUAIL'S HOTEL ROOM - DAY

Quail stands at the window, looking through binoculars. He lowers them irritably, tosses them on the bed.

Quail tugs the envelope from his pocket, tears it open. Inside is a single slip of paper, on which is written in longhand:

"MELINA NOEL Last Chance Air Station Kilometer 61 Gird Square T9"

60EXT. MARS HILTON - SUNSET

It is now sunset on Mars and it's literally of inearthlybeauty. The sun is bold and blood red; the foggy, drip- ping glass of the Dome tints the light into strange colors.

Quail emerges from the hotel, properly attired now in a white tropical suit, and starts for the taxi stand.

Behind him, also emerging from the hotel, is the Shoeshine Boy. He keeps out of sight -- but is definitely tailing Quail.

As Quail nears the first solar-powered taxi in line, he is approached by an amiable-looking CALYPSO GUY wearing a West Indian shirt and bright straw hat.

CALYPSO GUY (BENNIE) Need a cab, boss mon?

Quail hesitates, unsure of the protocol.

BENNIE (continuing) Mine's right around the corner.

QUAIL (indicating first cab in line) That one's closer.

BENNIE But I out-hustle him, right?

QUAIL (smiling) Right.

TWO CABBIES exchange curses as Quail, wary, follows the Calypso Guy around a corner, climbs into the small solar car.

62EXT. CITY DOME - AIR LOCK - SUNSET

An AIR LOCK whooshes open underneath a Checker Cab sign. Bennie and

Quail emerge in the solar-powered car -- set off into the desert.

63EXT. DESERT - SUNSET

The taxi traverses the same type desert that Quail crossed a few hours ago. Only now it looks completely different. The late light tints everything in pastel shades, Quail is awed by the grandeur of the Lawrence-of-Arabia-like setting.

68EXT. DESERT TRUCK STOP - NIGHT

Quail and Bennie's taxi approaches a brightly-lit oasis in the middle of the desert. There's a cafe, repair facilities and a huge parking lot -- all under a garish neon sign: "LAST CHANCE AIR STATION AND ASLOON - EAT HERE AND GET GAS".

Quail and Bennie's taxi pulls in and parks. In the lot is a collection of strange and colorful vehicles: huge ore trucks that pull eight trailers, mountain

prospecting jeeps, Grapes-of-Wrath jalopies. Quail and Bennie disembark, wearing breathing masks, and enter the main building.

69INT. LAST CHANCE AIR STATION - NIGHT The joint is a combination saloon/cathouse/casino. There are slot machines, HOOKERS, MINERS and HOMESTEADERS; it is like a Nevada brothel -- packed with wild and woolly individualists, the equivalent of Old West trappers, prospectors and cowboys -- but with a space-age look.

Quail and Bennie elbow their way to the bar. Fragments of conversation are overheard.

MINER #1 ...if that intergalactic little Napoleon thinks I'm sellin' and clearin' outta here, he can think again!

MINER #2 (with a laugh) ...watcha gonna do when he cuts off the air, Luke?

MINER #3 ...you'll be breathin' red dust and shittin' bricks.

Bennie and Quail pass another group.

MINER #4 ...my wife ain't goin' on one of those space shuttles... she hates flyin'...

MINER #5 ...aw, come on... flyin's safer'n crossin' the road...

MINER #6 ...yeah, there ain't been a real disaster since that collision off Phobos, nigh on twenty years ago...

MINER #4 (alarmed) ...well, that killed twelve thousand...

QUAIL What is this, Bennie... Tombstone?

BENNIE Sorta. Bunch of miners out here got their own claims, from way back. Coahaagen's buyin' em all up, says he's gonna cut off the air and water if they won't sell...

Quail attracts the attention of the BARTENDER.

QUAIL I'm looking for Melina Noel.

BARTENDER You've found her.

His nod indicates an area behind Quail. He turns to see an attractive waitress placing drinks on tables. She doesn't notice Quail. He walks

toward her through the crowd. Bennie watches, then tactfully slips away.

MELINA turns to return to the bar and runs straight into Quail. She stops, obviously astonished to see him.

MELINA You bastard!

Almost in tears, she pushes her way through the crowd to a billiard room, which is separated from the main bar by swinging doors.

There are no occupants and it is almost in darkness. Quail, bewildered, follows her. Inside the billiard room he turns on the lights which illuminates the area of the table.

(NOTE:

can

be seen above the swinging doors.)

Melina is still fighting back tears. Quail stops in front of her, unsure about what to do. He has no recollection of how well he might have known this woman.

Suddenly, she slaps him hard across the face.

MELINA (quietly) You bastard...

He rubs his painful cheek.

MELINA (continuing) That's new -- the innocent look. (bitter sarcasm)

You didn't have that one before. (beat) Well?

Quail is speechless.

QUAIL Well, uh... I...

MELINA All right, I'll say it for you.

He looks relieved (but tries to cover).

MELINA (continuing) Don't worry. I got the note. You discharged your obligation.

QUAIL What note?

MELINA Oh, the usual one. "Must return immediately to Earth... the wife needs me..."

QUAIL I don't have a wife. Well, I do - but not a real wife. (getting desperate) Hell... look... someone else sent that note. Someone who --

MELINA What are you here for?!

QUAIL For you! I don't even know why --

Melina bursts into tears. Quail rather tentatively puts his arms around her. She welcomes this at first, but then pushes him away.

QUAIL (continuing) Whoever I was, I must have been a helluva guy.

MELINA "Whoever you were"???

QUAIL Listen. I've for to tell you something. I beg you to believe me... help me --

All Melina's suspicions come rushing back.

QUAIL (continuing) Something happened to my mind. Memory suppression, false implant, I don't know what --

Melina backs off. Quail grows more desperate.

QUAIL (continuing) What I'm saying is... I don't remember you. I don't remember us. I don't remember me --

Melina's expression grows dead hard.

MELINA [And I thought...]

QUAIL Who is us?

MELINA (ignoring the question) Memory erasure is what they use on agents. Go away.

QUAIL Wait... I was an agent -- I'm not now -- just tell me who I am! How did we know each other? Why are they trying to kill me?!

He takes a step toward her, nearly frantic.

MELINA I'm not trusting you again.

QUAIL You loved me once, you must have --

MELINA That you was a liar. Who you are now I don't even know.

QUAIL Please, Melina --

MELINA (tears starting) Get out!

QUAIL I need your help --

MELINA (crying quietly) Get out! Get the hell away from me!

Quail gives up; goes through the doors and leaves. Melina slumps her shoulder against the table and cries.

77INT. LAST CHANCE AIR STATION GARAGE - NIGHT

Quail enters from the cafe. Bennie is kneeling beside his taxi, repairing a tire. He look up, sees Quail approach.

On his right hand, Bennie has a mechanical device capable of spinning 360

degrees. He uses it to twirl a lug nut tight on his tire. As Quail approaches, Bennie removes the TOOL ATTACHMENT from his HAND, tosses it into a kit beside the taxi.

BENNIE You don't look so good, boss. All over the Universe, women is an awful curse.

He opens the door for Quail, beams.

80INT. SOLAR-POWERED CAR - NIGHT - MOVING - DESERT BACKGROUND

Quail still broods, Bennie tries to cheer him up.

BENNIE It's a tough planet, boss.

QUAIL Yeah, right.

BENNIE Some guy really screwed her - screwed her up real good. Some Earthman. Just hopped on a space shuttle.

Bennie bright tone isn't improving Quail's mood.

QUAIL Listen, Bennie. You're pretty well informed?

BENNIE If that means I know it all, you're right, boss.

QUAIL What do you know about the Sphinx?

BENNIE I don't know nothin'. Not about the Sphinx. That's out of the ball park.

QUAIL I have to get there. Can't you help me?

BENNIE No can do, mon. You want women, cigarettes, red-market money, booze, even air or water... Bennie's your man. But the Sphinx... that's E.I.O. --

80AINT. CITY UNDER THE DOME - NIGHT

The solar car is moving through the crowd, when suddenly SIRENS approach on a cross street. Bennie brakes and stops. He and Quail watch as POLICE MOTORCYCLES clear a path for a huge, GAS-POWERED LIMO. MINERS on the sidewalks shout CURSES, OBSCENITIES --
BENNIE Well... look at that one, eh?

QUAIL What?

BENNIE Big cheese in town. Big smelly cheese.

QUAIL Coahaagen? But isn't he often here?

BENNIE No way. That cat just cheat the Martian workers without ever leavin' his place in Beverly Hills. Somethin' must be cookin'.

Quail keeps his face in shadow and watches Coahaagen with curiosity as he passes. Coahaagen is lit up briefly by a street lamp. His face makes an impression on Quail, who perhaps faintly remembers him in the past.

82INT. QUAIL'S HOTEL ROOM - NIGHT

Quail enters, turns on the lights, locks the door. He checks all the rooms. Then he crosses to the dresser, studies himself in the mirror. He looks haggard. Quail opens a drawer, takes out his "emergency case," sets it on top and opens it. He removes a shoulder holster and pistol, sets them aside. He takes out a tape recorder. He sets the recorder down gingerly, as if somewhere in there were contained the answers to all his questions. He's just about to activate it, when he hears a KNOCK at the door.

Quail freezes. Another KNOCK.

VOICE (O.S.) (through door) Mr. Hauser...

QUAIL Who is it?

VOICE (O.S.) Mr. Hauser, I want to talk to you... about Douglas Quail. Quail ditches the recorder and the "emergency case" into the drawer -- everything except the PISTOL.

Quail approaches the door very cautiously (from the side -- out of the line of fire).

QUAIL (tensely) Who are you?

VOICE (O.S.) My name is George Edgemar. I work for Recall, Incorporated.

QUAIL (stunned; incredulous) Recall??

VOICE (O.S.) Yes. It's difficult to explain... Could you open the door, please? I'm not armed.

Quail opens it carefully, his gun at the ready, but out of view of the person at the door.

A dignified-looking GENTLEMAN stands there, calm and pleasant, wearing an

Earth-style business suit.

EDGEMAR Hello, Mr. Quail. May I come in? I won't be offended if you prefer to keep the gun you're holding trained on me.

He can't see the gun, but somehow knows.

QUAIL All right... come in.

Quail does keep his gun trained on the man. The man enters, holding in his outstretched hand -- a business card.

EDGEMAR My card, Mr. Quail.

Quail frisks him, then takes the card, glances at it.

QUAIL Okay -- so you're Doctor George Edgemar of 'Rekall, Inc.' So?

EDGEMAR As I said... this is going to be very difficult -- for both of us.

QUAIL I'm listening.

EDGEMAR Mr. Quail... I'm afraid you're not really standing here at this moment.

QUAIL Sat that again.

EDGEMAR I said, you're not really here. Neither am I. We're both in the Memory Studio -- in the offices of Rekall, Inc. On Earth.

Long pause.

QUAIL Are you trying to tell me that this is all part of some... artificially injected fantasy? That I never really left Earth?

EDGEMAR No, not quite. We didn't give you this. You're creating it yourself -- (pauses, choosing his words) Remember the option we offered you? Intelligence agent? Something inside you liked that idea, fastened on it. What you're experiencing now is a free-form delusion that you yourself are fabricating.

QUAIL What is this shit you're giving me?

EDGEMAR This is not -- shit, Mr. Quail. It's the truth. (beat) I know it's very hard for you to accept, but you're having a schizophrenic reaction... we can't snap you out of the Narkadine. You're in a world of your own fantasy.

QUAIL Then how the hell can you be in my dream -- if you know it's just a dream?

EDGEMAR I've been artificially implanted -- like the first part of your fantasy. I'm actually monitoring your dream at a psychoprobe console. This is a last resort. When somebody gets stuck in their own fantasy, we send in someone after them. A specialist, like myself.

QUAIL I don't believe a word you're saying.

EDGEMAR I was afraid you'd think that. I'm sorry to have to do this, but you really are stuck. (calls out) Doctor Noel, would you come in now please?

The door starts to open. Quail pivots and points his gun at the opening door.

MELINA walks in, carrying a CLIPBOARD. She looks at Quail with

professional detachment.

MELINA Yes, Mr. Quail, I'm afraid it's all true.

Quail is staggered.

MELINA (continuing) I tried to break through to you earlier, but you just molded me into your fantasy. Sometimes it takes Dr. Edgemar to get through to a client as tough as you.

QUAIL (wavering) So what's supposed to happen now?

EDGEMAR Just do exactly as we tell you.

QUAIL (stares at him coldly) Somehow that doesn't appeal to me.

MELINA Please, Mr. Quail... try to cooperate. You're having a schizophrenic embolism.

EDGEMAR If we can't get you out now... you may never come out of it. Your wife calls every day --

CLOSE - QUAIL

Even more suspicious.

TWO SHOT - QUAIL AND EDGEMAR

QUAIL If this is a fantasy, there'll be no real consequences when I pull this trigger.

EDGEMAR But there will be consequences inside your mind. Consequences that won't hurt me... but could be fatal to you. (beat) If you shoot me, you'll wipe me out of your fantasy -- I can't come back again. Because to you, I'll be dead. I can't help you get back to reality. You'll be stuck in permanent psychosis.

CLOSE - QUAIL

Trembling, holding the gun point blank in Edgemar's face.

CLOSE - EDGEMAR

Showing no fear of tension whatever.

EDGEMAR You're going to lower the gun, Mr. Quail. You're going to hand it to me --

CLOSE - QUAIL Straining desperately to find the true "reality."

EXTREME CLOSEUP - TRIGGER OF GUN

Quail's finger on it.

TWO SHOT - QUAIL AND EDGEMAR

EDGEMAR You're going to do exactly what I tell you --

Quail PULLS THE TRIGGER!

REVERSE ANGLE - BACK OF EDGEMAR'S HEAD

We SEE the results of the gunshot from this angle only, and so BRIEFLY as to produce an almost SUBLIMINAL effect: the back of Edgemar's head blows off --

He collapses to the floor.

Melina LEAPS at Edgemar's falling form and CLAMPS HER HANDS over Edgemar's RIGHT HAND!

MELINA Watch out, Charles! There's more of them in the hall!

Quail spins toward the door just as it BURSTS OPEN. A man enters,

firing, but Quail has fallen to the floor and returns the fire. He staggers back out into the corridor and slams against the wall, dead. VOICE (O.S.) (from hall) You've had it, Hauser! Throw out your weapon if you want a past!

Melina is still crouched by Edgemar's body, holding his HAND for some reason. Her CLIPBOARD dangles by her side.

MELINA (whispering) There's an explosive in the clipboard! He has a dead-man switch in his hand!

Squeezing Edgemar's hand shut with one of hers, she holds up her other wrist -- to show that the CLIPBOARD IS BOUND TO HER WRIST BY A CHAIN!

VOICE (O.S.) What do you say, Hauser? We haven't got all night! Hauser?

Quail (Hauser) SHOOTS OFF the chain.

QUAIL What happens if I come out?

Quail takes the CLIPBOARD from Melina and eases himself to the side of the doorway.

VOICE (O.S.) We'll put in a word with the big boys. Maybe you'll just get exile to Venus.

QUAIL All right. Here comes the weapon.

Quail reaches around the corner and SAILS THE CLIPBOARD into the hallway. Melina lets go of Edgemar's hand --

There is a TREMENDOUS EXPLOSION in the hallway,

83INT. HALLWAY - NIGHT

Quail comes out in crouch, ready to shoot. On the floor lies a DEAD MAN and the body of the Shoeshine Boy, sprawled grotesquely. The hallway is filled with smoke. The floor covered with debris. Plaster falling from the ceiling.

All over the hotel, ALARMS begin BLARING.

84INT. QUAIL'S ROOM - NIGHT

Quail strides back in, icy-furious. He seizes Melina by the wrist and drags her after him into the corridor.

84AINT. CORRIDOR - NIGHT

Two more E.I.O. men appear but Quail shoots them while dragging Melina down the hall in the opposite direction. He pushes open the door leading to the staircase.

84BINT. STAIRCASE - NIGHT

Quail and Melina run down the stairs. On the next landing is a service elevator, from which a waiter is emerging carefully carrying a tray with hors d'oeuvres and champagne.

QUAIL Back in, quick!

WAITER Wouldn't you prefer your order in your room, sir?

QUAIL In!

Quail bundles the waiter unceremoniously back inside the elevator.

84CINT. LIFT - NIGHT

Quail presses the basement button. As he talks to Melina he opens the

champagne and pours two glasses. The waiter is too frightened to protest.

QUAIL Okay. Answers! Now!

MELINA They kidnapped me. Said they'd kill you if I didn't cooperate. I told them I didn't care, but then when I realized they meant it...

QUAIL I don't know why they're after me, but what's your connection with all this?

MELINA We were together before.

QUAIL Believe me, I'm really sorry I can't recall the details of that encounter.

The elevator has reached the basement. They rush out.

85EXT. ALLEY BEHIND HILTON - NIGHT

Quail and Melina run from a basement door into an alley.

A solar car whips out in front of them. Quail and Melina leap aboard.

MELINA Go, Bennie, for God's sake!

86INT. BENNIE'S SOLAR CAR - NIGHT

Bennie weaves as fast as he can in and out of the traffic, Quail and Melina ducking out of view in the passenger seat.

BENNIE (glances in mirror) Bad news, boss lady.

MELINA What?

BENNIE Black cruiser just pull out behind us.

86AEXT. CITY STREET - NIGHT

A large gas-powered official-looking car is pushing its way through the crowds and traffic behind them.

86BINT. BENNIE'S CAR - NIGHT

Quail is aiming his gun at the following car.

BENNIE Forget the shooter, boss. I lose 'em for you.

QUAIL Lose them? In this?

BENNIE Hang on!

Bennie reaches down, grasps a KNOB. He yanks it, like someone starting an

outboard motor -- and an ear-splitting LOUD ENGINE roars to life.

Bennie opens the throttle and the solar car HURTLES DOWN THE STREET.

Quail and Melina are thrown back in the seat.

87EXT. STREETS - NIGHT

GUNFIRE blazes all around the car. Quail FIRES back at the pursuing car.

QUAIL (shouts over GUNFIRE) You're gonna get a ticket for that engine, Bennie --

BENNIE Yutani 650 -- you like it, boss? Nothing like the old gas when you want a bit of speed.

BULLETS from the cruiser rip through the car.

MELINA You better have two aces, Bennie. (glances behind) There's a second cruiser -- and it's gaining --

87AEXT. CITY STREETS - NIGHT

Bennie's car hurtles through the crowds with the official car gaining on it. Bennie takes a corner sharply near a huge water selling stand. The official car brakes to make the same turn, but clips the side of the water stand. The water container tips and empties water through the open roof (i.e. through which one of the Agents has been firing) so that the car completely fills. The driver continues the chase, but the occupants are now submerged. They frantically open the windows while continuing to follow Bennie's car.

88EXT. ALLEY - NIGHT

The solar car rushes down what appears to be a dead-end street, with the official vehicle (water pouring out of the windows) in pursuit. At the end of the street, however, Bennie doesn't stop but continues going into a large opening. It is an abandoned mine. The bigger car follows him, but won't fit. The roof is smashed to pieces as the vehicle is wedged into the narrow opening.

The second official car pulls up behind. A chauffeur jumps out and opens the rear door. Coahaagen steps out. He surveys the scene. The four men in the wrecked car clamber their way backwards out of the wreckage. They are covered in blood and their clothes are in shreds. COHAAGEN I take it, then, you've failed to get him again.

Cohaagen turns to an associate, EMILE, a youngish, well-dressed executive type.

COHAAGEN (continuing) Proceed with Operation Sphinx.

EMILE But, sir...

COHAAGEN With him... (gestures toward the mine) ...on the lose, I'm not taking any more chances. Operation Sphinx will flush him out.

93INT. OLD MINE - NIGHT

The solar car proceeds along the tunnel. It enters an area full of smoke. Dozens of men are sitting around smoking cigarettes, pipes and cigars. Quail looks at them in amazement.

QUAIL What's all this?

BENNIE Nothin', boss. Just old smokies. Only place they can come for a puff. It's all banned topside.

They have now climbed out of the car. Quail looks searchingly at Melina and Bennie.

QUAIL So you two are into something a bit more serious than the taxi and truck-stop business.

BENNIE That's right, boss.

He unzips his jacket to reveal a T-shirt with "MARTIAN LIBERATION FRONT" (and an appropriate symbol) emblazoned on it.

QUAIL My God!... T-shirts. They died out on Earth years ago.

BENNIE (hurt) Well, maybe we ain't fashion leaders, boss.

MELINA No. But we still believe in a free Mars.

They walk as they talk - into a room off the main tunnel. It is adorned with "FREE MARS" and "MARTIAN LIBERATION FRONT" posters. A group of people are printing T-shirts and leaflets. They exchange greetings with Melina and Bennie.

QUAIL So where did I fit into all this?

MELINA You - when you were Charles Hauser with E.I.O - infiltrated our group. I guess Coahaagen didn't trust you any more when you and I... Her gesture suggests their liaison.

QUAIL Yeah. And I can't even remember it. We'll have to arrange a return bout.

MELINA ...so he had your memory wiped and fixed you up with a new identity.

QUAIL But - the Sphinx. Why is that stuck in my mind? Why's it so important?

MELINA I don't know.

BENNIE Just an ole heap o' stone, boss.

QUAIL It's more than that, Bennie, I know it's more. Somehow it's connected.

He slumps into a chair with frustration.

MELINA (reflecting) Maybe there's a way you can get your memory back.

QUAIL How? What? Where? When?

MELINA A bit of Martian Wisdom. We're not all stupid colonists.

99EXT. CITY - NIGHT

Bennie, Quail and Melina are walking in a crowded area of town. Water sellers and food stalls are everywhere. An ARMORED LOUDSPEAKER VEHICLE appears, broadcasting to the crowd. It is also swinging a powerful searchlight along the footpaths and streets.

VOICE FROM LOUDSPEAKER ...all residents are to report to their nearest space-travel agent within twelve hours, all residents will be departing on shuttles within twenty-four hours. Air and water supplies will be cut off at that time. I repeat...

MELINA He's doing it!

QUAIL What? Why?

MELINA Clearing everyone out! It's been rumored for months...

The searchlight approaches Bennie, Quail and Melina. Bennie ducks into a doorway, while Quail grabs Melina and kisses her passionately. The light sees only the back of his head. She responds warmly to his kiss.

QUAIL Wow. I can see why I was willing to betray E.I.O.

MELINA I though you believed in our cause?

QUAIL Yes. Of course. That, too.

They move into the crowd. The message on the loudspeaker is repeated.

101INT. KUATO'S SANCTUARY - NIGHT

The interior of the room is an amazing contrast to its ghetto exterior.

The decor is a baroque combination of Middle Eastern opulence and 21st century flash. It looks like something out of "The Arabian Nights". A man enters from another room. Although the man's features are East Indian, he is very much a Peter Lorre type; he wears a small fez cap and a white linen robe with a cowl draped around the back of his neck. STRANGE MAN (nodding to Quail) Your servant, Fahreem Kuato. I greet you by the twenty-seven names that still remain, praying that you cast jewels into the darkness and given them to glow with the colors of life.

As Kuato speaks, Quail, unimpressed, talks, sotto voce, to Melina.

QUAIL What use is this weirdo?

MELINA Ssssh...there are skills on mars that Earth has forgotten.

KUATO No need to introduce yourself, Mr. Quail. (smiles at Quail's surprise) Tolerate my presumption, but it does not tax my powers to know that you are the most sought-after man on two worlds.

From the street the sound of loudspeakers giving information about Quail and Co. can be heard. Searchlight beams occasionally sweep past the windows.

KUATO (continuing) This way, my dear man. We have much to accomplish -- (ominously) -- and very little time.

102INT. KUATO'S INNER SANCTUM - NIGHT

A Bysantine salon filled with enormous Oriental pillows.

(NOTE:

the outside streets can be heard from time to to time. They are repeating the evacuation message from scene 99, but alternating it with a call for the apprehension of Quail and Melina...

VOICE FROM LOUDSPEAKER ...for information leading to these arrests, first-class travel to Earth will be provided plus a weekend at the Leningrad Disneyworld, all expenses paid. I repeat, an Oriental girl and Earthman, possibly to be found in the company of a black taxi driver. These are dangerous subversives and sworn enemies of the glorious Peoples Republic of Mars...)

KUATO The turbulence you hear outside is but a reflection of the turmoil within you. You have brought it to Mars in your search for yourself. Kuato takes a seat on the pillows, invites the others to join him. Quail hesitates.

QUAIL And you're going to help me by reading my mind?

KUATO Indubitably. There is only small matter of a fee.

THREE RESPONSES COME TOGETHER.

QUAIL A fee!

KAUTO Naturally.

MELINA This is for our cause!

KUATO (soothingly) Income before ideals. Shall we say five-hundred-thousand dollars?

QUAIL (appalled) Five-hundred-thousand Martian dollars, that's...
(think,
calculating the exchange rate)

KUATO Not Martian dollars, Mr. Quail - Earth dollars.

MELINA That's interplanetary robbery!

QUAIL With today's exchange rate... that's over two million Martian dollars!

KUATO (suave) What price do you put, Mr. Quail, on the future of the solar system?

BENNIE Aw, come off it, man. Just for a bit of mumbo-jumbo with a crystal ball.

KUATO (his manner slipping) Listen, buster, we're talking heavy stuff here. You try and work out what's with this guy!

He jerks his thumb toward Quail. QUAIL Okay! Okay! I'll pay it, but the Interstellar Trade Practices Commission might be interested in this.

Everyone calms down.

Kuato smiles. He extinguishes all the lights save one small blue one, which illuminates the room eerily, like a seance.

KUATO Retrieving the past is like walking backwards along a perilous road. The half-recalled, the half-forgotten, the repressed, the fantasies, the triumphs, joys, failures, betrayals...

He closes his eyes and concentrates.

KUATO (continuing) Yes... I can feel it... a wall. Erasure techniques are so brutal. (frowns; scans harder) Blocks. Side channels. Future and past all

jumbled. I shall have to enter deep trance to break through. (rising) I will be scanning you through the Oracle Head.

Kuato turns around and sits down with back toward Quail. He reaches up and lowers his cowl, REVEALING:

A TINY LITTLE HEAD GROWING OUT OF THE BACK OF HIS NECK!

The head's eyes are closed in sleep. It is utterly hairless and looks like one of those dolls made from dried apples; a shriveled, ancient-looking yellow little ball.

The LITTLE FACE TWITCHED, YAWNS and OPENS ITS EYES, BLINKS. It looks at Melina, then at Quail.

It opens its toothless little mouth and SPEAKS.

ORACLE HEAD Do not fear me. I need your openness...

ZOOM IN ON QUAIL'S EYES.

ORACLE HEAD (continuing) Open you thoughts to my presence...CONTINUE

ZOOM UNTIL ENTIRE FRAME is filled by QUAIL'S EYE.

ORACLE HEAD (continuing) Open...

DISSOLVE TO:

BLACKNESS BROKEN BY PULSES OF WHITE LIGHT

The alternations between dark (ACTION) and white (LIGHT) are RHYTHMICAL so as to create a hypnotic, dream-like feeling.

103WHITE LIGHT

Fades to reveal a dramatic CLOSE UP of the SPHINX. We see its face, shoulders and behind it the red Martian sky --

103A PULL BACK

to reveal the Sphinx is a PROJECTION on a screen in a windowless briefing room. Quail is seated across from Coahaagen and other SENIOR E.I.O. OFFICERS. On the walls are numerous satellite photos, recon maps and excavation drawings -- all relating to the Sphinx.

107EXT. MARTIAN SPHINX - SUNSET

Scaffolding and excavation works cover a wall of the Sphinx; the Sphinx's huge CARVED FACE visible in the background. Quail and several other E.I.O. agents stand poised, wearing breathing masks and protective gear, as a powerful excavation device prizes back a huge stone, revealing an ENTRANCE TO SOME KIND OF HIDDEN CHAMBER. The other agents are fearful, don't want to proceed. Quail ignores them, enters the chamber --

107A CLOSE - QUAIL'S FACE

As he enters. We read awe, shock and fascination on his features. He approaches something we can't see. His hand reaches out. Suddenly, a bolt of incredible powerful energy flashes out, striking Quail like a bolt of lightning.

WHITE LIGHT.

105INT. LAST CHANCE SALOON - NIGHT

Quail and Melina are dancing. The faceted mirror ball on the ceiling become the --

WHITE LIGHT.

106INT. BEDROOM - DAY

Melina watches from the bed as Quail dresses. She rises, with only the sheet around her, tries desperately to make Quail stay. Plainly he wants to, but he can't. They kiss lingeringly; then Quail, as if "called to duty," exits.

WHITE LIGHT.

108INT. DETENTION CELL - WINDOWLESS

Quail alone, hands bound, in a holding chamber. Suddenly, the door opens and THREE BEEFY E.I.O. AGENTS enter. They grab Quail to haul him out. Quail battles them with amazing skill and resourcefulness. With his bound hands he SLUGS ONE MAN, hurling him into a wall; he RABBIT-PUNCHES a second man with a two-handed blow and KNOCKS HIM UNCONSCIOUS. The third man sneaks around behind Quail and DROPS HIM

WITH A BLACKJACK to the back of the head.

WHITE LIGHT.

109INT. HOSPITAL ROOM - WINDOWLESS

Quail on his back, all four limbs pinned by some futuristic version of "the rack," his head held immobile by a FEARSOME DEVICE similar to the one we glimpsed on Earth, in the van the two agents tried to shove him into.

Several DOCTORS stand over him. INTO FRAME moves... Cohaagen!

Cohaagen orders the doctors to attach electrodes to PROBES already inserted into Quail's brain. As they turn up the power, Quail's face contorts in a grimace of agony --

ORACLE HEAD'S VOICE You have seen your past. Now read the future...

WHITE LIGHT.

110INT. SURREAL TUNNEL - DAY OR NIGHT

The same scene we saw during the film's OPENING SEQUENCE.

A man wearing a LIGHT-WEIGHT THERMAL SUIT races through a LABYRINTH OF TUNNELS. The GROUND TREMBLES beneath him, as if in an earthquake.

EXPLOSIONS rumble deep in the ground below him. Suddenly we realize -- the man is Quail

INSERT - CLOSE - QUAIL

He throws a backward glance over his shoulder, fearfully, as he runs. Suddenly a BRILLIANT WHITE LIGHT floods in from ahead of him; he puts up his hands to protect his eyes -- and sees his hands are SPLATTERED WITH BLOOD!

Quail runs even faster -- ahead the BRILLIANT LIGHT seems to promise safety. He battles toward it. SOUNDS OF EXPLOSIONS increase, building urgency. Up ahead, emerging from the light, HANDS REACH OUT TO HELP QUAIL. He seems almost to safety. But just as he REACHES THE HANDS -- TWO GUNSHOTS RING OUT!

SHOCK CUT TO:

111INT. KUATO'S INNER SANCTUM - NIGHT

Quail awakens with a jolt. White as a sheet... sweating like he's just run ten miles. Then: a transformation seems to come over him. He LOOKS

-- and SEES:

KUATO slumped across the cushions -- MELINA beside Kuato -- BENNIE standing holding a smoking GUN trained on Kuato.

MELINA (rushes to Quail) Charles! Are you all right?

Quail stares at her, as if an entire bank of lost memories were suddenly clicking back into place --

MELINA (continuing) He kept dragging you deeper and deeper into the trance! We couldn't wake either of you!

BENNIE You stopped breathing!

Quail gives Bennie that same eerie look, then turns to Kuato, who is sprawled motionless across the pillows, a curl of smoke rising from two entry wounds in his spine.

QUAIL Why did you kill him? It was the next bit I really...

BENNIE No choice, boss. It was him or you.

Quail lunges across the pillows to Kuato's unbreathing form. Quail shakes the ancient mystic, trying to find a last flicker of life.

Kuato's body is dead white. Quail releases his grip; he about to give up when --

A MUFFLED CHOCKED SOUND comes from behind Kuato's neck. It's the Oracle Head! Quail instantly rolls Kuato's body over. The Head is still alive! Quail bends closer, kneeling.

ORACLE HEAD (whispers) -- the vengeance you seek... and the salvation of Mars... are waiting for you in the crown of the Sphinx. (sags, gasping) The Oracle Head lets out a LONG SIGH and goes limp, a small trickle of blood oozing from the corner of its mouth.

BENNIE Phobos and Demos! What was that all about?

Quail ignores him, still kneeling -- deep in thought -- over the Oracle Head.

MELINA Are you okay?... Charles? Doug? Whoever?

Quail reaches out and closes the Oracle Head's tiny eyelids. Melina and Bennie exchange a glance. Then:

QUAIL:

Stands. For a moment his back is to Melina and Bennie. Then he turns. He has become a different man. His eyes gleam. He is forceful, purposeful, contained. Once again the ace E.I.O. agent. Melina senses immediately that this is the man she knew before

QUAIL (even his voice has changed) I'm fine... only I'm not Doug -- I'm Charles Hauser... and I know everything Hauser knew.

He turns to Bennie

QUAIL (continuing) Bennie, where's your depot?

BENNIE (working it out) Well... you go outta here... take a left, then down past the first... no second... water bureau you...

QUAIL (briskly) Can you get us there?

BENNIE No problem.

MELINA But why?

QUAIL We're going to the Sphinx.

He strides off. The others follow, still full of questions.

BENNIE Impossible, man. Guards everywhere.

MELINA The Oracle... what did you learn?

QUAIL Only everything. I've got total recall.

They are now heading down the stairs toward the street.

114EXT. STREET - EARLY MORNING

Quail, Melina and Bennie make their way through the crowds to Bennie's depot. The streets are even busier than before - people are now beginning to evacuate the city. Everyone is carrying their possessions - bundles, suitcases, pets, etc., etc. The loudspeaker vans are still touring and broad-casting the same message.

Bennie indicates a building on their left.

115INT. CAR POOL - EARLY MORNING

Bennie and Melina follow Quail as he walks up and down the rows of vehicles in the vast building. There are bulldozers and ore haulers as well as solar taxis.

BENNIE We'll never get near the Sphinx! They'll blow us apart!

Quail ignores him as he continues to mumble to himself. He rapidly but carefully inspects each vehicle as they pass. Camera tracks rapidly with them.

MELINA What are we doing, Charles? For God's sake, tell us.

QUAIL The Sphinx... it's not some useless artifact, it's a machine built by some alien race eighteen millions years ago. The same race that built the one on Earth... for the same purpose.

He stops in front of a large, odd-shaped vehicle with a large scoop or propeller on the front.

QUAIL (continuing) This is what we need.

He begins to climb in; the others follow.

BENNIE (referring to the Sphinx) It's a hunk of old stone, man.

MELINA (ditto) Purpose? What purpose?

Bennie starts the engine.

QUAIL Come on, Bennie, move it. (then, to Melina) Have you heard the word, "terriform"?

Melina shakes her head. The vehicle moves off.

115A EXT. AIR LOCK - MORNING

GUARDS are carefully checking every vehicle leaving the city, though this has to be done fairly rapidly because of the inhabitants leaving for the Space Ports.

The vehicle with Bennie, Quail and Melina arrives.

115B INT. VEHICLE - AIR LOCK - MORNING

Bennie is nervous. Melina and Quail are in the back, but cannot be seen. Guards are checking all vehicles exiting, looking for Quail and Melina.

BENNIE (calling to Guards) Just deliverin' some old junk to the mine out at Apidalia Planitia. Got them people you're lookin' for in the back as well.

The Guards laugh and signal him on.

Once through the second door of the air lock (i.e. to the area outside the city), Quail and Melina emerge and sit up on the rear seats.

QUAIL The machine in the Sphinx is tapped straight down to the molten

core of this planet. There are tunnels and ducts everywhere, all powered by fusion generators...

BENNIE You sure the little man didn't fry your brain, Quail?

MELINA (overlapping) For what? To do what?

QUAIL To combine elements in the Martian core and release them as oxygen,

hydrogen and nitrogen.

BENNIE That's air!

116B EXT. DESERT - MORNING

In a wide shot, the vehicle is traversing the desert. The domed city is some distance in the background. Voices are heard in false perspective. Emphasis is on the dry and hostile natural landscape of Mars.

QUAIL That's right. Air and water. Terriforming will create a permanent livable environment for Mars. No more pressurized cities, no more containers in the desert. There'll be rivers, vegetation - life - the same as Earth.

MELINA (baffled) So why is Coahaagen shipping everyone out?

QUAIL Don't you see?! From being a pile of red dirt with minerals, Mars is going to change into a chunk of priceless real estate.

MELINA And Coahaagen's going to own it all!

QUAIL Right! He can start selling it off to well-heeled investors from Earth. Beach condos, ski resorts, you name it.

MELINA No wonder he wanted you to... penetrate... out group.

QUAIL (nods) Once word of this gets out, the whole planet will support you.

117EXT. DESERT - DAY

The vehicle is now approaching the Sphinx. Both it and the pyramids can be seen some distance away.

Voice are heard in CU perspective.

MELINA So what can we do?

QUAIL Ruin his little scheme by terriforming ahead of schedule - while the inhabitants are still here.

Melina is amazed.

MELINA But who'll work the machine? Do you know how?

QUAIL I'm the only one who does. Why do you think Coahaagen's left me alone all this time?

118EXT. DESERT - DAY

The vehicle is even closer to the Sphinx.

QUAIL I was the first one inside when they cracked the riddle of the Sphinx. It must've been programmed. Some kind of...force...shot into me.

MELINA But Coahaagen wiped your memory!!!

QUAIL (smoothly) Just a way of putting me on ice. He'd of reversed it once the planet was evacuated.

BENNIE Man! This is real complicated. Go over it again, real slow.

119INT. VEHICLE - DAY

QUAIL (ignoring Bennie's aside) What he hadn't counted on was your effect on me.

MELINA (smiling) And all without the marvels of modern science! Quail looks out the back window, his attention attracted by two patrol vehicles. They are some distance away, but approaching steadily.

119A EXT. DESERT - DAY

A wide shot shows a total of four patrol vehicles approaching the vehicle with Quail, Melina and Bennie. Suddenly, it stops moving.

120INT. VEHICLE - DAY

The vehicle had just stopped.

QUAIL Bennie, don't stop now, take it...

He turns to see Bennie is covering him and Melina with a pistol.

MELINA You bastard.

BENNIE Like I said. It's a tough planet. I'm a baddie, not a goodie.

QUAIL I should have known, you were just too helpful.

BENNIE EIO Rule One, man. Trust Nobody. Now you can do your terriforming stuff right when those space shuttles are gone.

MELINA But what about the Martian people? Out cause? I thought you believed in it.

BENNIE Your cause? That bunch of dead beat radicals! When I hand in this little number... (flicks his gun in Quail's face) ...I'll get real estate rights on the whole of Chryse Planitia...

At that instant, Melina lunges, PUNCHES A RED EMERGENCY BUTTON. The VENT beside Bennie's hand BLOWS OPEN, [causing] a powerful suction caused by Mars's vacuum atmosphere. Bennie's gun hand is PLANTED AGAINST THE VENT [OPENING.]

Simultaneously, the air in the vehicle starts rushing out! All three parties begin choking. As Bennie's mechanical hand claws for the lever that seals the vent, Quail has a moment to jump him. He pounds Bennie's gun hand, the PISTOL IS SUCKED, CLATTERING, OUT THE VENT! Quail delivers a roundhouse punch to Bennie, knocking him clear across the bus.

Melina seals the vent, REPRESSURIZES THE CABIN.

Bennie gets up off the floor, shaking off Quail's punch--

121EXT. DESERT - DAY

The E.I.O. vehicle are a half mile off -- and closing in.

122INT. SAND MOLE - DAY

Quail glances at the vehicles, turns to Bennie -- ready to jump him. But stops short at what he sees Bennie doing.

Bennie is clipping on his MECHANICAL ARM. It sprouts several rows of vicious-looking STEEL BLADES --

BENNIE This makes Bennie a cut above anyone else.

Bennie presses another button and the BLADES START SPINNING. Bennie's mechanical arm is in effect now a BUZZ SAW!

The fight begins. Bennie attacks Quail with his buzz-saw arm; Quail dodges. Bennie's arm shreds various articles in the cabin -- and keeps Melina at bay with well-timed swipes. Finally Bennie gets in a roundhouse punch to Quail's jaw with his real hand. Quail sprawls, dazed.

Now Bennie goes for the kill. But Melina leaps onto him. Bennie grabs her by the hair and moves his SPINNING HAND in for the quick kill. Melina clutches the terrifying appendage with both hands, desperately keeping it at bay. But her strength is no match for Bennie; the whirring blades are just about to bite into Melina's neck when -- Quail comes back, lands a ferocious rabbit punch to Bennie's spine. Quail lunges at him, grabs the blade weapon; he and Bennie crash into the cabin wall and --

The BLADE RIPS CLEAR THROUGH THE MOLE'S WALL! Alarms sound as a GAPING HOLE IS BLOWN IN THE SIDE OF THE CABIN! ALL THE AIR IS SUCKED OUT BY MARS'S EXTERNAL VACUUM!

Now no one can breathe. They all claw for their masks, [still] in place. Bennie is first; he recovers, lunges with his SPINNING ARM for Quail. Quail barely dodges, grabs the arm, muscles it back toward Bennie --

The SPINNING BLADES SEVER BENNIE'S OWN OXYGEN LINE! Gasp- ing, he falters. Quail aims a titanic blow, PUNCHES BENNIE out through the hole in the mole's wall!

Quail and Melina, masks on, stare out as Bennie claws desperately at his severed air line. The Martian vacuum pulls the oxygen from Bennie's lungs, he chokes, staggers --

122AA EXT. DESERT - DAY

Bennie is beside the vehicle. He implodes like a balloon with all its air gone.

122AB INT/EXT. VEHICLE - DAY

Melina hides her face in horror. At that instant --

122A EXT. DESERT - DAY

Bullets dig into the sand all around the vehicle. The patrol cars are only a few hundred yards away! Loud- speakers call for Quail's surrender.

122B INT. VEHICLE - DAY

Quail lunges for the vehicle controls. Presses a button marked "Dive". The vehicle tilts.

122C EXT. DESERT - DAY

The vehicle burrows powerfully into the sand. As the patrol cars close in and rake the desert with gunfire, the vehicle vanishes from sight. In the distance, the Sphinx looms ominously.

A driver in one of the patrol vehicles (filmed from outside the windscreen) is speaking into a microphone. He can't be heard but can only be radioing a report.

123INT. SAND MOLE - MOVING - UNDERGROUND

The little mining vehicle moves powerfully, propelled by its BORER NOSE.

Quail mans the controls while Melina struggles to shore up the gaping hole in the side, into which SAND is POURING as the mole moves forward. Quail looks at a compass in the control panel. He makes a correction. QUAIL (shouts over engine noise) Hope I've got this direction right. Sand pours over him from bullet holes resulting from the encounter with patrol cars.

CU speedometer:

WARNING LIGHTS --

124INT. SPHINX CONTROL ROOM - DAY

Cohaagen and a number of his associates, plus scientists and heavily arms troops are present.

COHAAGEN The air supply is off under the domes?

EMILE Yes, sir. In a couple of hours it'll be all gone.

COHAAGEN Any trouble with the rabble?

EMILE Not much, sir. A lot of complaining. But they're all heading towards the shuttle areas.

On some of the video screens a number of space shuttles can be seen, ready for departure to Earth.

123INT. TUNNEL BENEATH SPHINX

The Mole bores through a sand wall, emerges into a cramped horizontal tunnel. Quail and Melina leap out. The poor Mole is smoking like an overheated drill bit. Its nose is worn to a nub.

MELINA We got in with this thing, but we'll never get back out.

QUAIL A shame. Such a pleasant trip.

There's a lighted area at the end of the tunnel. Quail and Melina hurry toward it, moving silently, close to the wall.

126B INT. MAIN DOWNSHAFT

They draw up an abyss -- where their tunnel intersects the MAIN DOWNSHAFT. Melina gasps at the colossal scale of the drilling, hundreds of yards across, deeper than the eye can see, and crisscrossed by catwalks, buttresses and super-sophisticated technology.

Quail and Melina are forty feet below the upper end of the main downshaft. They can look up the shaft and see the first interior level of the Sphinx itself.

QUAIL (points down shaft) This is the main tap -- straight down to the core of Mars. When we trigger the mechanism, fusion reactors will detonate down there -- four hundred miles deep.

MELINA Remind me not to slip.

QUAIL The new elements will come booming up through this shaft -- and six

thousand others all around the planet.

He's right at home -- and full of confidence.

Quail climbs onto the ladder, which links various top levels.

He starts to climb. Melina follows him. They are tiny figures. The space around them plummets down to infinity.

127INT. CORRIDOR AT TOP OF SHAFT - LOWEST MANNED LEVEL (LEVEL ONE)
A patrol of NINE HEAVILY-ARMED GUARDS appear from a corridor in Level One -- directly above where Quail and Melina are climbing.

128ON THE WALL OF THE SHAFT
Quail and Melina's heads inch into view at floor level. They take one peek at these formidable warriors and duck back swiftly out of sight.

129INT. TOP OF SHAFT - LOWEST MANNED LEVEL (LEVEL ONE)
GUARD LEADER (to two of his men) Stay in contact. I want to hear from this checkpoint every four minutes.

Seven of the Guards move off, two remain in position.

We HEAR the FOOTSTEPS of the seven guards recede.

The two remaining guards realize their isolation; they glance tensely to one another.

GUARD #1 Did you hear something?

GUARD #2 No. Where?

GUARD #1 Over there.

The First Guard points to the edge of the main shaft -- right where Quail and Melina are hiding. The Guards cock their weapons, start cautiously forward. Just as they're about to peer over the brink, guns

at the ready:

QUAIL'S VOICE (O.S.) (from behind the guards) I'm not there, boys. I'm here.

The guards spin around, weapons poised. Standing in the shadows, near the

corridor, is Quail! (Still with no gun)

Both guards walk quickly toward Quail, covering him with their weapons.

GUARD #1 (to Guard #2) Watch him. He was EIO trained. They're all full of tricks.

GUARD #2 Yeah? Like...who was that guy? -- Fred Bond?? (to Quail) Keep 'em up, Fred, keep 'em up.

Quail has his arms raised high. Just as the Guards reach him, he fizzes electronically, emitting a humming sound, then disappears.

GUARD #1 A hologram!

Before either Guard can react, the real Quail appears -- one foot behind them. With two LIGHTNING BLOWS, he dispatches the Guards.

(Apparently Quail has climbed out of the shaft while the Guards were distracted.)

Quail snatches both Guards' weapons, grenades and ammo belts. Melina climbs out of the shaft. Quail tosses her one of the Guard's guns.

130INT. CORRIDOR - LEVEL ONE

ALARMS go off everywhere. Quail -- carrying a gun and all the grenades and ammo belts -- and Melina (just carrying a gun) bolt down a corridor

past a sign:

MELINA (running) Where'd you get that little trick?

QUAIL (running) Mail-order company. It's a great one for fooling the wife.

131INT. CONTROL ROOM (LEVEL THIRTEEN)

Cohaagen and his Aides hear the ALARMS, see Quail and Melina on MONITORS as they race down the corridor on Level One.

COHAAGEN How the hell did they get in?

SECURITY AIDE Up the fusion core.

COHAAGEN Up the fusion core??

He exhibits begrudging admiration for Quail.

SECURITY AIDE (studies monitor more carefully) They're on Level One. A wall sign behind Cohaagen reads: "LEVEL THIRTEEN".

COHAAGEN Seal all upper levels.

A button is pressed and huge doors slide across in front of the formidable doors already closing the Control Room off from the outside corridors.

133INT. LEVEL ONE CORRIDOR

Quail and Melina are still racing through the corridors. He passes her a fresh ammo belt.

QUAIL (indicates weapons) Know how to use one of these?

Melina expertly ejects her spent clip (that Guards fired at Quail), slams in a fresh clip and cocks the gun.

Quail has a half-second to react, impressed, then -- FOUR GUARDS pound into view at the end of the corridor.

Melina opens fire, nails two. Quail heaves a grenade; as it EXPLODES, he and Melina bolt down a side corridor --

134INT. VARIOUS CORRIDORS, CATWALKS, STAIRS

ALARMS continue as Quail and Melina dash down the side passageway. MORE GUARDS cut them off; Melina's machine gun sends them scattering --

Quail pauses at a corner. He looks around quickly and sees that an elevator is arriving. He motions Melina back. The doors of the elevator begin to open. Very quickly, Quail bobs his head and arm around the corner. He calls out, loudly...

QUAIL Catch! He hurls something toward the armed men in the elevator. Instinctively one of them reaches for the thrown object. It is an

explosive device of some sort. Quail and Melina press themselves against the wall just around a corner from the elevator. There is a tremendous explosion.

Quail, followed by Melina, rounds a corner. The elevator is in ruins; bodies are scattered everywhere.

MELINA Great stuff, but how do we get up?

She points toward the upper levels.

135INT. CONTROL ROOM (LEVEL THIRTEEN)

Melina and Quail can be seen on the security monitor from a high angle. Quail looks up, spots the monitor, and shoots it to pieces. The image on the screen goes black.

COHAAGEN Forget them. We'll pick up Quail once the shuttles have left for Earth.

137INT. CORRIDOR

Quail spots a large WINDOWED AIR LOCK at the end of the corridor. He and Melina race to it. Quail starts to open the inner door of the air lock.

QUAIL If you're afraid of the heights, you better get over it real quick.

He is pulling Melina through the inner air lock door just as -- GUARDS stampede around the corner of the corridor toward them. Quail is out of sight, but they see Melina poised near the window. She waves and smiles to them, hiding her gun behind her body. They slow down and approach less cautiously, beguiled by her manner and attractiveness. As they get close, she suddenly lifts her gun and opens fire, mowing them down.

140EXT. SPHINX'S FACE - DAY

Quail and Melina climb through the outer air lock door. They are at the Sphinx's shoulder, with a dizzying drop beneath them. Melina looks down. She's sorry she did: the fall is at least 200 feet. (Both are wearing their breathing apparatus.)

Quail and Melina start to climb. Up the Sphinx's shoulder, along its Egyptian-like headdress --

141INT. CONTROL ROOM - DAY

Cohaagen's chief aide, Emile, addresses him quietly.

EMILE If Quail's the only one who can operate all this... (gestures toward Sphinx's controls) ...then he can call all the shots.

COHAAGEN We'll tell him the computer's worked out the operational details so we don't really need him. We're just doing him a favor.

EMILE And if that doesn't work?

COHAAGEN We offer him rewards.

EMILE What if that doesn't work?

COHAAGEN We'll torture him. You don't think I got this far by being a nice guy?

142EXT. SPHINX'S FACE - DAY

Quail and Melina traverse across the cheekbones, haul themselves up at the base of the red translucent eyes --

142A INT. CONTROL ROOM - DAY

The video monitors show the space shuttles. An operator, with earphones, turns to Cohaagen.

OPERATOR First of the shuttles ready for departure, sir. Two minute countdown.

142B EXT. SPHINX - DAY

Quail jams THREE GRENADES against the glass of the eyes, pulls Melina back behind the stone cheeks --

143INT. SPHINX CONTROL ROOM

A MUFFLED EXPLOSION (due to the thin Martian atmosphere) detonates overhead. THE SPHINX'S RIGHT EYE BLOWS IN a storm of shards and shrapnell.

Instantly, the room turns into a hurricane as the Martian vacuum sucks out all air! Everyone panics, grabbing their

COHAAGEN Seal the breach! Repressurize!

An aide dives for an EMERGENCY SWITCH. But now --

Quail and Melina, wearing breather masks, bursts in onto an overhead catwalk. They OPEN FIRE on the Guards, who are choking, struggling with their masks.

An EMERGENCY PRESSURE SEAL powers into place, sealing the breach in the eye. REPRESSURIZATION comes up, the internal atmosphere stabilizes --

None of the men inside the control room still moves. The victors tug off their masks, spring down to the main level. Melina hurries to the main control panel.

Melina looks towards the video monitors showing half a dozen huge space shuttles lined up for departure.

MELINA Those shuttles are starting up any minute. If you know how to work this thing, you better do it now.

Quail tentatively approaches the imposingly complex machinery.

QUAIL Yes...

He hesitates.

MELINA Don't you know how?

Transfixed, mesmerized, Quail moves closer to the control panel.

QUAIL Yes... there's a vital connection missing...

He approaches even closer. He begins to raise his arm towards a blank area a little above his head.

QUAIL (continuing) ...me...

COHAAGEN Wait!

MELINA Don't wait!

COHAAGEN If you activate the mechanism you'll die...there were glimpses of it in your memory.

QUAIL Wrong, Cohaagen, there's a long tunnel, a brilliant white light, hands reaching for me...

COHAAGEN (assured) That's your death. That's what it looks like. That's what is always looks like.

Quail looks around him, half-convinced.

MELINA (looking toward space shuttles on video screens) Charles - for Mars's sake....

Quail hesitates. He looks from Melina to Cohaagen.

COHAAGEN It's not too late. Join us again. U've a lot to offer. A whole world.

Quail continues to look at him, thoughtfully.

QUAIL You don't deserve a new world, you and people like you made too big a mess of the old one. Time someone else had a chance.

He turns back to the machine and slowly raises his arm again. His fingers reach towards the blank section on the panel. Slowly, through the panel, a luminous hand reaches toward Quail's fingers. Gently, the fingers of the two hands touch.

The entire control room begins to rumble and shudder. As Quail reaches for Melina, Cohaagen suddenly dives on him. They grapple amid the shuddering Sphinx and can be seen only intermittently as debris crashes around them.

The fight ends as Cohaagen is hurled backwards and disappears when a section of floor collapses underneath him.

144INT. SURREAL TUNNEL

A reprise of the sequence that opened the movie.

QUAIL RUNS THROUGH A LABYRINTH OF TUNNELS. THE GROUND HEAVES BENEATH HIM ... HUGE STONE BLOCKS CRASH DONW ON ALL SIDES! We hear an EXPLOSION and ANOTHER and ANOTHER, each one SOUNDING CLOSER than the last --

Quail clamps his breathing mask on as he runs. Is this his own death? Where is Melina?

The tunnel walls are just like the ones in Quail's original nightmare - - bright reddish-orange, clay and quartz.

Quail throws a backward glance fearfully over his shoulder. The EXPLOSIONS are closer. Suddenly --

Up ahead appears a BRILLIANT WHITE LIGHT. Quail sees it, but it only terrifies him more. Is it death he's running to? He hurries on with all his strength, but --

Just as he nears the white light, HE FALLS. On his knees, too weak to move. He struggles --

HANDS ARE REACHING OUT TO HIM, from out of the brilliant light. Quail stretches for them, just as --

A FINAL EXPLOSION blows him forward -- straight into the WHITE LIGHT! The HANDS SEIZE HIM, pull him upward to --

145EXT. MARTIAN DESERT - DAY

The hands belong to breather-masked MINERS, dismounting rapidly from an overloaded transport vehicle which was taking them to the Space Port. Quail looks from them to Melina, who is walking towards the group.

QUAIL'S P.O.V. - MINERS' MASKED FACES

The miners' desert garb, shield goggles and breathers add to the surreal nightmare quality of Quail's tortured perspective --

BACK TO QUAIL:

In terror, lost, disoriented totally.

QUAIL Am I dying?

MASKED MINER I won't lie to you, pal. You are.

MINER (from Melina's bar) I'd say in about forty years... (he and others help Quail to his feet) ...come on, we've gotta get to the Space Port. That Intergalactic Napoleon's switched off the air.

2ND MINER Shippin' us all out. Mars is finished.

A MINER'S WIFE watches them. She is crying.

Quail looks up at the sky. Melina follows his glance. So do the others. Slowly, but perceptibly, the color is changing from yellow to blue.

MELINA It's happening.

MINER What is it?

All the miners are puzzled, apprehensive. Quail reaches toward the one who spoke to him before and pulls off his breathing apparatus. At first the man is shocked, then realizes he can breathe without it. Quail takes off his own, then Melina's. All the miners watch in amazement. They all remove their breathing masks.

QUAIL That's just the start. Next there'll be rain and growth and ... life.

Melina embraces him.

QUAIL (continuing) Recall could never have come up with anything like this.

Melina looks oddly at him, smiling, mysterious.

As the sky becomes more and more blue, more of the Miners descend from the bus. Softly at first, then with more and more confidence, they begin singing the Martian National Anthem.

The music swells. Quail puts his arm around Melina. They both join in the chorus.

It reaches an impassioned crescendo as the FRAME FREEZES and the END CREDITS ROLL UP the screen.

THE END:

Alien 3:

"A L I E N I I I"

by
William Gibson
Revised first draft screenplay
from a story by David Giler and Walter Hill

:

FADE IN:

DEEP SPACE - THE FUTURE

The silent field of stars -- eclipsed by the dark bulk of an approaching ship. CLOSER.

ANGLE ON THE HULL

A towering cliff of metal, Sulaco.

INT. SULACO -- HYPERSLEEP VAULT

TRACKING down the line of empty, open capsules. Frozen twilight. The final four capsules are sealed, lids in place.

ANGLE -- INSIDE CAPSULE

NEWT, then RIPLEY. HICKS next, his head and chest bandaged. Then BISHOP in his caul of plastic. But the lid of Bishop's capsule is misted with hothouse condensation.

CLOSER:

A tear of fluid streaks the condensation.

An alarm SOUNDS.

A monitor begins to scroll data.

TIGHT ON MONITOR

TROOP TRANSPORT SULACO CMC 846A/BETA MISSION/LV-426/RETURN STATUS RED
TREATY VIOLATION REF: #99AG558L5 CAUSE: NAVIGATIONAL ERROR

Bland feminine voice of the ship's computer, as the alarm continues to SOUND.

COMPUTER Attention. Due to failure of navigational circuitry, Sulaco has entered a sector claimed by the Union of Progressive Peoples. Auxiliary systems are now on line. Course corrected. Hardwired protocols prevent, repeat, prevent arming of nuclear warheads in the absence of Diplomatic Override, Decryption Standard Charlie Nine. On present course, Sulaco will exit the U.P.P. sector at nineteen hundred hours fifty three point eight minutes.

EXT. SULACO

The ship slides past beneath us. A U.P.P. interceptor descends INTO FRAME, matching course and speed with Sulaco. The interceptor settles on Sulaco like a wasp.

INT. INTERCEPTOR

Three commandos climb into spacesuits. The Leader opens a hatch in the deck, revealing one of Sulaco's airlocks. FIRST COMMANDO, a young Vietnamese woman, scrambles down and attaches magnetic units to the airlock. SECOND COMMANDO studies a monitor, tapping out a sequence on a keyboard. First Commando gestures from hatch: no good. Second Commando tries again. A grating SOUND as Sulaco's airlock begins to open.

INT. SULACO -- CARGO LOCK

Darkness. Armed commandos climb through opening and descend a ladder. Reaching the deck, they fan out, weapons ready. Their leader examines the damaged dropship. First Commando gestures urgently. She's found something.

Bishop's legs, broken, grotesquely twisted, still in fatigues, the white android blood clotted into powder. First and Second Commandos exchange looks through their faceplates.

COMPUTER Attention. Integrity breach, Cargo Lock 3. Security alert. Integrity breach, B Deck...

INT. HYPERSLEEP VAULT -- LEADER'S POV

The chilly aisle of capsules.

Commandos move down the line, guns poised. They peer in at Newt, Ripley, and Hicks, but the lid of Bishop's capsule is pearl-white. The Leader tries the controls at the foot of the capsule, where green and red indicators glow. Nothing happens. He opens a panel, finds an emergency lever, tries it. The green indicators wink off. The lid rises. A dense pale mist flows out, spilling over the edges of the capsule, revealing the ovoid of a gray Alien egg. Rooted in the center of Bishop's synthetic entrails, the egg instantly ejaculates a Face-hugger, which strikes the leader's faceplate in a spray of acid. He screams, blinded by the acid, grappling with the thing as it begins to force its way into his helmet, its tail lashing furiously. Clawing at it, he plunges blindly back down the aisle, stumbling, smashing into the empty capsules. He vanishes through the entranceway, his screams giving way to frenzied gagging SOUNDS.

The First Commando scrambles after him.

INT. CARGO LOCK

The Leader writhes on the deck beside the main cargo lock. First Commando rushes in, crouches beside him, takes careful two-handed aim with her sidearm -- she FIRES, attempting to kill the face-hugger without hitting the Leader. The face-hugger EXPLODES in a gout of acid; ragged holes burn through the side of his helmet. First Commando frantically works the lock controls. As the inner lock opens, she shoves the leader over the edge with her foot.

EXT. SULACO

Helmetless, headless, trailing a cloud of blood and acid, the Leader tumbles through space.

INT. CARGO LOCK

Eyes of the First Commando through her faceplate. Beat. Something moves, behind her. She spins, bringing up her gun. Backlit in the entrance to the vault, a black, multi-armed figure. The beam from her lamp finds it -- the Second Commando, with Bishop in his arms.

DISSOLVE TO:

IN DEEP SPACE -- VARIOUS ANGLES

A station the size of a small moon, and growing; unfinished sections of hull are open to vacuum. A vast, irregular structure, the result of the shifting goals of successive administrations.

MOVE IN on hundreds of windows -- most of them dark. A light comes on in one of the windows.

INT. ANCHORPOINT -- TULLY'S SLEEPING CUBICLE

A phone is RINGING. The cubicle, terminally sloppy, resembles the nest of a high-tech hamster, not much larger than a berth of a train. The walls are plastered with a wistful collage of posters, ads, photos torn from

magazines:

a

hedge against claustrophobia and the emptiness of space.

TULLY, sitting up in bed, knuckling sleep from his eyes, wincing at the light; he slaps the phone console and the glum face of OPERATIONS OFFICER JACKSON (female) appears. She wears a nylon baseball cap with a computer light-pen attached to the bill.

JACKSON 'Morning, Tully.

TULLY Morning? Jesus, Jackson, it's the middle of my downtime...

CLOSE ON THE CONSOLE SCREEN

ANGLE:

The room behind Jackson is Anchorpoint's nerve-center, the Ops Room.

JACKSON None of us up here in the Ops Room have seen downtime for a while, Tully. A Marine transport came in on automatic sixteen hours ago.

She bobs her head as she speaks, using the pen on her cap to move a cursor on a screen in front of her.

JACKSON (continuing) The Sulaco. Departed gateway four years ago with a compliment of fifteen. A dozen marines, an android, a company representative, and the former warrant officer of a merchant vessel...

TULLY So?

JACKSON So, the bio-readout gives us the warrant officer, one -- count

him -- marine, and a nine-year-old girl. Makes you wonder what happened out there, doesn't it?

TULLY So ask 'em. Wake 'em up and ask 'em. Them, not me.

JACKSON But that's the good news, Tully. Three hours before Sulaco turned up, we docked a priority shuttle out of Gateway. Two passengers. Milisci, Tully. Weapons Division.

TULLY That the bad news?

JACKSON They want the ship pulled in, with full biohazard precautions, by

oh-eight-hundred hours. BioLab techs are priority for the deck squad. That's you Tully.

The phone screen goes blank.

TULLY (heartfelt) Shit.

He begins to fumble through his sleeping bag, looking for his clothes -- disturbing SPENCE, a young technician, who sits up groggily, hugging the bag to her breasts.

SPENCE What? What is it?

TULLY It's called the military-industrial complex; it's called my ass out of bed; it's called jerking me around... Any way you wanna call it, it's the same bullshit...

INT. CORRIDOR

Tully, groggy and irritated, emerges from his cubicle, wearing a battered leather flight jacket, its sleeves plastered with embroidered logo-patches for various products. His photo, name, job description, and number are slotted on the door in a transparent envelope -- TULLY, CHARLES A. TECH-5, TISSUE CULTURE LAB.

DISSOLVE TO:

INT. ANCHORPOINT -- DRY DOCK

A plain of gray steel, the size of several carrier decks, walls lost in dark and distance. Service vehicles lumber past in the b.g. Massive floods on towers of raw scaffolding backlight twenty waiting figures, the Deck Squad. Their spacesuits are white, clinical; over these they wear disposable Biohazard

Envelopes of filmy translucent plastic. Some are Colonial Marines, armed with pulse-rifles or flame-throwers. Others are scientists and technicians, carrying recording and sampling gear. Their voice, over helmet-radio are furred with STATIC. Something CLANGS and BOOMS overhead, metal thunder.

OFFICER (V.O.) Deck Squad brace for pressure drop. She's in the cradle. She's coming in.

A sudden WIND rushes across the deck, then dies. RUMBLE overhead as a monstrous hanger door rolls slowly open, revealing the naked stars. The

dark hull of Sulaco blots out the stars as it descends.
OFFICER (V.O.) (continuing) Entry team to secondary cargo lock.
A cherry-picker vehicle, with extended boom, WHINES up to Sulaco.
The lock SIGHS open on darkness.
BUZZ of static, indistinct RADIO exchanges, as a half-dozen lights play over the drop-ship, the walls of the lock. Tully enters, stares around, eyes wide through his faceplate. Beside his is a MARINE with a pulse-rifle -- obviously psyched for combat.
TULLY Lights, how come they got no lights?
MARINE Hey, man...
He shines his light on a blackened scar on the bulkhead.
MARINE (continuing) Lookit that. Been some action in here...
TULLY Action?
MARINE Man, what the fuck you supposed to be doing here?
TULLY Forging a new home for mankind in the depths of space.
The Marine isn't amused. Tully raises an instrument; it makes a SUCKING noise.
TULLY (continuing) Collecting atmosphere samples.
MARINE So just do it, right.
He move away.
TULLY Sure.
But he doesn't want to be alone; hustles after the Marine.
OFFICER (V.O.) Technician Tully to the hypersleep vault, atmosphere sample...
MARINE Sounds like you.
TULLY Yeah.
MARINE Let's not keep the man waiting.
INT. ENTRANCE TO HYPERSLEEP VAULT
The Marine OFFICER holds up a tracker -- one of the small motion-sensors familiar from the previous film. Beside him are TWO MORE MARINES. The Officer raises the tracker and scans the face of the door.

EXTREME CLOSEUP:

of tracker screen: zero.

ANGLE:

OFFICER One sample, here.
SOUND of Tully's device sucking air.
OFFICER (continuing) Get another on the way in. Have they patched line in yet?
SECOND MARINE Yessir. Lights on in there.
The Officer presses a button.
The door slides open. Bright, white. The aisle. Empty. The row of

capsules. Tully's Marine is first through the door, gun ready, slow, careful. Tully steps in after him, raises his instrument, takes a sample.

INT. HYPERSLEEP VAULT

The other two Marines move past Tully. Soft SCUFF of their boots on the deck. Tully doesn't know quite what to do. Lowers his sampler, hesitates. The first Marine reaches Newt's capsule. He lowers his rifle.

MARINE (something startled, almost gentle in his voice) They're here... Eight inches of razor-sharp serrated tail plunges out through the back of his suit as he's lifted off his feet by something we can't see. Ugly RIPPING noise as the ALIEN withdraws its stinger -- blood tidily contained by the translucent membrane of the biohazard envelope. The stinger of a second Alien whips around the neck of one of the other two Marines; the Alien is clinging to the ceiling. He screams. Tully's Marine sags against the foot of Ripley's capsule, his arm across the controls -- the green indicator lights go out -- as the first Alien lunges up INTO VIEW.

CLOSE:

On the jaws.

ANGLE ON RIPLEY:

Her eyes snap open.

RIPLEY'S POV

As the beast mounts her coffin, terminal nightmare.

ANGLE:

RIPLEY No-ooooooooooooooooooooo!

Her hands claw frantically at the smooth curve of the plastic canopy. The remaining Marine, crazy with adrenaline and terror, unleashes his flame thrower. The first Alien and Ripley's capsule vanish in a napalm fireball. The Marine spins, screaming incoherently, and liquid fire hoses the second Alien, which drops its victim and falls burning into the deck.

The vault is an inferno. Ripley's capsule is sagging, melting.

DISSOLVE TO:

A scorched hypersleep capsule is wheeled in under brilliant lamps. The waiting crisis team plug bio-monitor leads and a HISSING air-supply line into sockets on the capsule. A technician with a small hand-held power saw begins to cut away the heat-crazed canopy. Hands in surgical gloves lift the canopy away.

Ripley lies curled in a tight fetal knot.

INT. ANCHORPOINT -- MEDLAB QUARANTINE

A small white room, a white bed surrounded by medical gear. Hicks, in his

underwear, is hunched on the edge of the bed, impatiently smoking a cigarette. The dressing on his head and shoulders have been changed.

Spence enters. She wears a biohazard envelope over coveralls, bubble-goggles, a transparent filter-mask.

SPENCE (lightly) You know you can't smoke in here? HICKS Yes, ma'am. He takes a puff.

SPENCE I'm Spence. I'm not a medic, I'm from the tissue culture lab. I have to get a sample.

She opens a small white case and takes out a gleaming cylinder.

SPENCE (continuing) Uh, just stick your thumb in here.

Hicks gives her a hard look, inserts his thumb; she touches a stud -- SNIK! -- he winces, look ruefully at his thumb.

SPENCE (continuing) Sorry. (putting the tissue- sampler away) You're the last one...

HICKS (grabs her wrist) The others. Ripley, Newt -- they came through okay?

SPENCE Who's Newt?

HICKS The kid.

SPENCE Rebecca. Rebecca's fine.

HICKS Ripley?

SPENCE (hesitates) Ripley's fine, Hicks.

HICKS Bishop. Where's Bishop?

SPENCE (puzzled) Bishop?

HICKS The android.

SPENCE (carefully, worried that she's gotten in over her head) There were three of you. Three that I know of, anyway. Maybe you should try to sleep now. You want the nurse? They can give you something...

HICKS (leaning forward, still gripping Spence's wrists) Why haven't I been debriefed? Where's the brass?

SPENCE All I know is, we've all been sleeping short hours since your ship came in, soldier.

A CRASH from the corridor, a pained BELLOW, and Newt scuttles in, wearing a hospital gown. She backs into a corner as a large ORDERLY rushes in, clutching his right hand. Like Spence, he wears biohazard gear.

ORDERLY Goddamn it! She bit me!

He starts for Newt. Hicks comes off the bed like he's mounted on springs, hand cocked for a trained blow. The Orderly backs off.

NEWT (near hysteria) Where's Ripley? Where is she?

HICKS (straightens out of hand-to-hand crouch without losing any of the threat) She's asking you a question.

ORDERLY You looking to get yourself sedated, Corporal?

NEWT Where is she?

HICKS Now I'm asking you the question...

Spence yanks her mask down in a reflexive, very human gesture. Move slowly toward Newt, extending her hand.

SPENCE Rebecca... Newt. Honey. It's okay. Ripley's going to be okay. C'mon now, I'll take you, you can see her...

ORDERLY Spence, there's no way --

He moves to stop them, but Hicks takes a very deliberate step forward.

INT. MEDLAB -- ANOTHER ROOM

Ripley lies in a coma, monitored by assorted white consoles. Her forehead is taped with half a dozen small electrodes. Newt, expressionless, walks slowly to the bedside as Hicks and Spence look on.

SPENCE She's sleeping. (she and Hicks exchange glances) Sometimes people need to sleep... To get over things...

Newt looks up at a monitor that display's Ripley's EEG. Watches the jitter of peaks and valleys.

NEWT Is Ripley dreaming?

SPENCE I don't know honey.

NEWT It's better not to.

EXT. RODINA, THE U.P.P. STATION -- VARIOUS ANGLES

Smaller than Anchorpoint.

INT. RODINA - CYBERNETICS LAB

CLOSE on Bishop. He stares straight ahead, the corner of his mouth twitching mechanically. PULL BACK. Bishop's torso is mounted in the center of a large square platform; tubes are wires snake from his ruined lower ribcage. The walls of the labs are lined with monitor screens and printers.

Information is being reamed out of the android at high speed, printouts of measurements, graphs, formulas. COLONEL-DOCTOR SUSLOV is beside the Vietnamese Commando, who wears a sleeveless fatigue-blouse revealing regimental tattoos: a yin-yang, hashmarks, an ID marker like a supermarket bar-code. They watch as a graphics program generates a detailed anatomical drawing of a face-hugger on a large monitor. She says something short and emphatic in Vietnamese, repeats it: yes.

SUSLOV And this?

He taps a keypad and the face-hugger vanishes. The screen begins to draft an Alien in side and frontal projections.

FIRST COMMANDO (eyes fixed on the screen in horror and fascination) No...

On the slab, the robotic tic still works the corner of Bishop's mouth.

INT. SULACO -- CARGO LOCK

Two TECHNICIANS in biohazard gear squat on either side of Bishop's

legs. An electronic microscope has been set up on a low tripod. A small monitor displays magnified skin and a few dark globules. One Technician extracts an ultra-fine probe from its sterile package and leans forward.

TECH WITH PROBE You getting tape of this, Miller?

SECOND TECH You bet your ass. Orders.

TECH WITH PROBE That's good because I'd swear I just saw a piece of this shit move...On the monitor, the tip of the probe trembles, brushes one of the globules. The Second Tech takes it, inserts it in a plastic tube, seals the tube in a small metal canisters, and writes #17 on the side in red grease pen.

SECOND TECH Since when do androids get diseases?

TECH WITH PROBE I dunno. Sure looks like something got to this poor bastard...

INT. ROSETTI'S OFFICE CUBICLE

COLONEL ROSETTI, Colonial Marines, is Anchorpoint's head of military operations. His office is furnished in the best futuro-Pentagon style: imitation rosewood, division insignia plaques, a desktop model of the drop ships from "Aliens."

Rosetti glances up from his monitor as his SECRETARY enters, a young woman in semi-dress Marine uniform.

SECRETARY (hands him a stiff red plastic envelope) Welles and Fox, Colonel. Military Sciences, Weapons Division.

Rosetti eyes the envelope with evident distaste, scrawls his signature in the required box before opening it, removes documents, and the empty envelope back.

ROSETTI Show them in.

Secretary exits.

ROSETTI'S POV -- CLOSEUP

on two plastic microfiche cards, each with front and side views of Fox and Welles, retinal I.D. images, scaled-down fingerprints, etc. Stamped "MILISCI, WEAPONS DIV."

FOX (O.S.) Kevin Fox, Colonel.

ROSETTI'S POV -- FOX

is tanned, athletic, hyperconfident, his smile a heart-less display of state-of-the-art enamel-bonding techniques. WELLES is just behind him.

WELLES Susan Welles.

Same spa-tuned look, same expensive casualwear.

ROSETTI (flatly, with no other effort at greeting) Welcome to Anchorpoint.

Fox and Welles seat themselves without waiting to be asked.

FOX We're impressed, Colonel. Susan and I are definitely impressed.

WELLES The videos don't really give you an idea of the scale, do they? She might as well be talking about a tour of Notre Dame.

FOX But we're particularly impressed with your handling of the situation, the situation so far. We're impressed with your cooperation...

ROSETTI (flicking the cards down on his desktop with suppressed hostility) We call it "following orders."

WELLES Yes. It would simplify things if everyone did, wouldn't it? Particularly the civilian component of that Deck Squad. I think we may have a potential problem there...

FOX We've been going over psyche profiles, Colonel. Anchorpoint seems to be the kinds of project that attracts... idealists.

ROSETTI (with a thin grin) Liberals.

WELLES Let's just say we've noticed a certain antipathy to Military Sciences, Colonel. A certain lack of sympathy with the goals of the Weapons Division...

ROSETTI Anchorpoint is under Colonial Administration authority. This isn't a military operation. If it were, we'd be in violation of the Strategic Arms Reductions treaty.

FOX Looks great on paper, Colonel, but we want the civilians who boarded Sulaco sewn up. Tight.

WELLES Forfeit of shares, for starts. Anyone talks, they lose their shares. We've found it reasonably effective, in most cases...

FOX (taking a sheaf of printout from his attach_) But that's a simple matter. This isn't. Sulaco's data base indicates a boarding operation en route, Colonel.

ROSETTI A boarding operation? Why wasn't I informed?

WELLES We're informing you. You seem to have lost an android, Colonel. The Union of Progressive Peoples have Bishop...

DISSOLVE TO:

INT. ANCHORPOINT -- ENTRANCE TO ANTI-BUGGING BUBBLE

A MARINE ushers Hicks into a large bare chamber. Hicks wears his dress uniform. The room is dominated by the bubble, a mirrored sphere.

MARINE This way, Corporal.

The Marine leads Hicks up a gangway. Hicks enters the bubble. The Marine closes the door behind him.

INT. THE BUBBLE

Three members (Rosetti, TRENT, SHUMAN) of Anchorpoint's directorate are seated at a round table; with them are Fox and Welles. Hicks comes to attention and salutes.

ROSETTI At ease, Hicks. Be seated. My name is Rosetti. Station's military

attach_. From my right: Trent, exobiology... Shuman, Diplomatic Corps... From your right...

FOX I'm Kevin Fox, Hicks. This is Susan Welles. We're with the Company. We'd like to congratulate you on a successful mission.

HICKS Successful? I lost my squad in that hole...

WELLES But you returned, Corporal. And you've rescued the colony's sole survivor...

ROSETTI (picks up a sheaf of printout) We've all read the transcript of you debriefing, Hicks...

HICKS Where's Bishop? Sir.

ROSETTI (blinks) If you don't mind, Hicks, we'll table that until --

TRENT I've read the transcript. Are you certain, Hicks, that you have nothing more to tell us about the alien's life cycle? Detail, Hicks. Detail is crucial...

ROSETTI Trent, the subject is classified. Corporal Hicks' security rating need to be upgraded before we can --

HICKS (ignoring Rosetti, he addresses Trent) I've already told you everything I know.

ROSETTI Hick --

FOX Let the Corporal have his say, Colonel. After all, he's seen these creatures in action.

ROSETTI You ordered the subject classified Maximum Security, Fox.

TRENT I seriously doubt the Corporal Hicks knows anything more than he's already told us. Which is a great pity. But the android, Bishop, was designed for

scientific observation. A Hyperdyne model A/5, a walking data bank...

WELLES Corporal Hick asked the right questions to begin with.

ROSETTI (stiffly) To answer your question, Hicks: we aren't certain.

WELLES (heavy sarcasm) But we can guess, can't we Colonel?

HICKS (to Welles) Where?

FOX Rodina station.

HICKS The U.P.P.? What's the U.P.P. got to go with this?

ROSETTI Sulaco's navigation system failed. You were in disputed territory for something over eighty-five minutes, Hicks. The U.P.P. would ordinarily respond to that as a violation of their space. So far there's been no protest. Nothing. (he hesitates) Sulaco's computer indicates a covert boarding operation...

FOX "Indicates"...

SHUMAN To put it in diplomatic terms, Hicks, they've got our ass in a sling. If they want to regard the Sulaco incident as a hostile act -- and let me assure you that they will, eventually -- they can compromise our position in the current round of arms reduction talks. We're talking serious ramifications here. Then we have the communications lag to and from Earth. A week either way. So we're looking at a fourteen day wait for policy clarification. We may have a major crisis on our hands.

WELLES We arrived with a policy brief, Shuman, and you've seen it. We're here to implement that brief.

ROSETTI And your orders predate knowledge of U.P.P. involvement.

FOX We're here to do our job, Colonel.

SHUMAN In this case, "doing your job" might involve the distinct possibility of precipitating nuclear war --

ROSETTI (quick to break in; the subject's too sensitive for enlisted ears) Any further questions for the Corporal? No? In that case, Hicks...

HICKS Sir.

Hicks stands, salutes.

INT. ACHORPOINT -- R & R ZONE, "THE MALL"

Tully slopes along looking haggard and spaced. He wears his trademark jacket. The Mall is a cross between a Hyatt atrium and an airport shopping concourse: shops, vegetation, fast food outlets, a bar. He arrives at what are apparently elevator doors. The doors open on a miniature subway car. Tully steps in and the doors close.

INT. TISSUE CULTURE LAB

Spence is working with cultures. Her arms are up to the elbows in a pair of white gloves mounted in round openings on the side of a transparent plastic tank. She looks up as Tully enters.

TULLY Hey.

SPENCE You look like homemade shit. (she withdraws her hands, the gloves pop out) What happened down there, Tully? There's some kind of security blackout on...

TULLY Yeah. And I'm part of it... I can't tell you anything. Had to sign a whole new set of papers. Talk to anybody and I lose my shares. All my shares, right?

SPENCE You joking, Tully?

TULLY Wish I were... (changes the subject) What's the old man got for me to dick around with this shift?

She crosses to a lab bench and takes something from a white wire basket.

SPENCE Here. All yours. Orders are, you use the manipulators for this. She hands him something wrapped in a sheet of white printout held with a rubber band. He removes the band, unrolls the paper. The canister. Number 17.

SPENCE (continuing) What the hell did happen on the ship, Tully? How come all the biopsy work on those three? and his very quiet sudden backlog of autopsy material? How come it's all triple-classified? What's going on? We had these two spooks from Gateway in here today acted like they just bought the place...

TULLY (with a nervous glance around the lab) Okay, okay... But later, okay? Not here...

DISSOLVE TO:

INT. TISSUE CULTURE LAB

Tully at the controls of a pair of high-tech servo-manipulators visible through the tick glass of an ultra-heavy duty rectangular tank. The controls are gloves. A cable leads from the wrist of each glove to the face of the tanks. Tully move his hands, testing. The skeletal steels waldos inside the tank mimic each move. He uses them to open the canister. An electronic microscope is built into the tank, its monitor just above the window. He positions the probe's tip under the microscope.

ANGLE OVER TOP OF MONITOR

for his reaction.

TULLY Spence... What is this? Where did it come from?

Spence strolls up behind his with a cup of coffee, a pen tucked behind her ear.

SPENCE C'mon, Charlie, don't you read the spec sheets anymore? It's off the shop. Off your transport. It's... God.

SPENCE'S POV -- CLOSE ON THE MONITOR

The tip of the probe is encased in a sheath of glittering back filigree.

ANGLE:

SPENCE Up the rez...

Tully taps a lapboard; magnifications increases by twenty powers.

EXTREME CLOSEUP -- MONITOR

As the screen fills with an image that might be a bizarre landscape, its lines and textures recalling the interior of the derelict ship in "ALIEN."

DISSOLVE TO:

INT. ECO-MODULE

An experimental pocket Eden: a half-acre of artfully ragged concrete Disneyland into lush rainforest, sun-dappled miniature meadows, patches of African cactus. Newt crouches in long grass, her hand extended toward a small animal. A lemur. Hicks stands nearby.

NEWT Have you been there, Hicks? Africa?

HICKS Morocco. Four weeks of Basic. But was mountains. Not like this.

The lemur scoots away, spooked by his voice; Newt watches as it scurries up a tree.

NEWT I'd like to go there...

HICKS No problem. You're going to Gateway station on Sulaco, right?

Then you catch a shuttle down and you're in Oregon. Just a jump over a puddle, to Africa, once you're there.

Spence walks out of the miniature jungle, carrying a white wire tray of samples in plastic lab bottles.

NEWT I don't remember them...

SPENCE Your grandparents?

Newt nods.

SPENCE (continuing) Well, guess they remember you. Sure.

NEWT But what if Ripley wakes up and I'm not here? Can't I wait?

HICKS Hey. She'll know where you're going, right? Anyway, Sulaco's the only ship back to Gateway for two months. But look, you want to make double sure, then you leave her a map, exactly where you're going... Spence grins at Hicks.

INT. NEWT'S DORM CUBICLE

Newt at a fold-down desk, at work on an elaborate multicolor feltpen starmap. A dotted line zigzags from Anchorpoint to Portland, Oregon. She carefully prints her new address:

NEWT JORDEN c/o MR. & MRS. RICHARD JORDEN 34877 GREENLEAF AVE. #582 NEW PORTLAND, OREGON AB994J2

Ripley wan and comatose. Hicks waits awkwardly in the doorway, dangling Newt's knapsack, as she enters and tapes the finished starmap to the wall; the first thing Ripley would see, waking. Newt beside the bed, look down at her friend.

NEWT Ripley? Ripley, it's Newt. I... I gotta go now. I'm going to stay with my grandparents, in Oregon. Hicks says that's a good place...

There's a map for you, Ripley, how to get there. You can come there and stay with me, okay? You have to, okay?

Tears on her cheeks as Hicks puts his hand on her shoulder and they leave the room.

INT. DEPARTURE BAY

Newt and Hicks amid a bustle of power-loaders, assorted robot vehicles. They approach the entrance to a narrow corridor. Sign: DEPARTURE BAY -- CREW ONLY BEYOND THIS POINT.

HICKS That's you.

NEWT I know.

HICKS Good luck in Oregon.

He holds the red knapsack as she slips into the straps.

NEWT Hicks...

HICKS Yeah?

She look at him:

NEWT Affirmative.

He returns the sign

HICKS Affirmative.

She turns and makes her way up the narrow boarding corridor. It's long, tapers to nothing. Tiny figure, receding, bright dot of the knapsack.

She turns, waves. He waves back. She's gone.

EXT. ANCHORPOINT

Sulaco pulls away, begins to accelerate, dwindles against the stars.

DISSOLVE TO:

INT. RODINA -- CONFERENCE CHAMBER

Cigarette-smoke drifts above a long narrow table in a narrow space. A half-dozen ranking TECHNOCRATS are jammed along wither side in folding chairs, with Colonel-Doctor Suslov at the head.

BRAUN (Rodina's chief of R&D) Obviously, Colonel Doctor, the purpose of their mission was to obtain specimens of this lifeform. The android dissected a single specimen. One of the pre-larval forms -- like the thing that killed Lenko.

AN OFFICER And you believe that these creature are of potential military importance?

BRAUN Yes, provided it's possible to clone the alien spores recovered from the android's skin and clothing...

SUSLOV With the goal of programming these "machines" for use as weapons?

BRAUN The adult form, Colonel-Doctor, is evidently a killing-machine of great strength, extraordinary sophistication. No evidence of intelligence. Purely instinctual.

INTELLIGENCE OFFICER Our sources in the corporationist infrastructure are aware of the existence of a special project with Weyland-Yutani's Weapons Division. We have been unable to penetrate their security...

SUSLOV The Intelligence Officer suggests that this special project concerns the alien?

DIPLOMATIC OFFICER I remind you, Colonel-Doctor, that we experiment with the alien genetic material only if we are prepared to violate primary biological warfare limitations in the Strategic Arms Reduction treaty...

BRAUN An I reminds the Diplomatic Officer that the Weyland Yutani corporation is obviously prepared to do so -- that they may already be doing so... As ever, our level of technology lags slightly behind that of the capitalist cartels... But now, by chance --

MILITARY OFFICER By chance? You refer to the proven bravery and constant initiative of our People's Commando Division --

BRAUN (smoothly, a seasoned political infighter covering his bases) Not at all, Major. Their courage is unquestioned. Nonetheless, consider: we are in possession of a potential weapon -- a whole new technology, if you will -- which Weyland Yutani clearly intends to develop. We are in, as they might put it, on the ground floor. But only if we choose to be, if we choose to hold our advantage.

SUSLOV I agree. We have no choice but to proceed.

DIPLOMATIC OFFICER Then I go on record as strongly advising that the android be returned to Anchorpoint. Are our technicians capable of repairing the thing?

BRAUN Repairing it? Why?

DIPLOMATIC OFFICER You lack a sense of the importance of gesture, Braun. Let us avoid their customary accusations of barbarism... And buy ourselves time...

SUSLOV Our technicians will repair the thing. Return it to them... And we will proceed. We will clone the alien...

INT. ANCHORPOINT -- TISSUE CULTURE LAB

TRENT, head of BioLab, Rosetti, and Fox wait, seated, as Tully wheels a Holographic Display Module into position. The lights dim. A faint, ghostly cube shimmers in front of the three men.

TRENT Initially this was merely routine, you understand. We attempted to determine its compatibility with terrestrial DNA.

FOX What kind of DNA exactly, Doctor?

TRENT Human, of course.

Something shivers and shakes and takes form in the cube of light: a double helix threaded with green and red beads of light.

TRENT (continuing) Watch closely, please.

The alien genetic material looks like a cubist's vision of an art deco staircase, its asymmetrical segments glowing Day-glo green and purple.

ROSETTI That's a biological structure? More like part of a machine...

The alien form makes contact with the human DNA. The transformation is shockingly swift, but its stages can still be followed: the thing seems to pull itself into and through the coils, and for an instant the two are meshed, locked, and then the final stage. A new shape glows, a hybrid; the green and red beads have been altered beyond recognition.

FOX Like a high-speed viral takeover...! What's the real-time duration on this, Trent?

TULLY (from the shadows beyond the glowing cube) That was it. What you see is what you get. That's how fast it is...

INT. ANCHORPOINT -- MACHINE SHOP

Hicks enters the cavernous shop, dodging out of the way of an emerging power-loader. The place is an oily forest of steel; machines of various kinds await repair. WALKER is at a workbench, a big man in a grease-stained vest.

HICKS Hicks. Temporary duty assignment.

Walker works the joystick on a handheld remote control unit. An unmanned power-loader comes to life and lumbers toward the bench. He brings it to a halt expertly, exactly where he wants it, with few casual twiddles of the stick.

WALKER Walker. Know how to blow out the hydraulic lines on a force-feedback system?

HICKS No.

WALKER Never too late to learn.

He offers Hicks a cigarette, lights it for him with a micro-torch from the bench.

WALKER (continuing) You off the mystery ship, Hicks?

HICKS Sulaco? What's the mystery?

WALKER (lighting his own cigarette) Popular question. Whole thing's triple-classified now and word's getting around that two of the deck party never came back.

HICKS (shrugs) I was iced.

WALKER Sure...

HICKS You ready to show me his feedback system?

WALKER (eyes Hicks narrowly) Anytime.

INT. OPS ROOM

PAN along Jackson's multi-screen array in Operations, video images of various Anchorpoint locales: space-suited figure and robot welders making routine hull repairs.

HIGH ANGLE -- THE MALL

A buzzer SOUNDS. Screen directly in front of Jackson displays:

INCOMING TRANSMISSION SOURCE: U.P.P. RODINA DIPLOMATIC INCRYPT>>>
>>>DIPL CORPS SHUMAN

Jackson bobs her head, moving the cursor-cap to various "windows" on the screen.

JACKSON (speaking into headset mike) Somebody find me Shuman -- tell his we got incoming Rodina coded standard diplomatic. His opposite number must've decided it's time for the weekly bullshit session...

INT. ANTI-BUGGING BUBBLE

Shuman is seated alone at the round table. A miniature video camera is set up on the table. Opposite him is a large wall screen displaying an image of the U.P.P. Diplomatic Officer, also alone, seated at the far end of the narrow table in the Rodina conference room.

SHUMAN Androids, by law, are afforded the status of persons. Citizens.

DIPLOMATIC OFFICER Under your system, yes. We prefer to afford them the status of machines.

SHUMAN You're holding one of our citizens captive.

DIPLOMATIC OFFICER The "citizen" in question, the synthetic, Bishop, has been held in regard to a treaty violation involving an armed vessel.

SHUMAN Sulaco was homing on Anchorpoint. The so-called violation was the result of a malfunction.

DIPLOMATIC OFFICER The matter is under investigation.

SHUMAN I repeat:

DIPLOMATIC OFFICER The incident is also being investigated with regards

to an apparent violations of the Strategic Arms Reductions treaty.
SHUMAN Sulaco's weapons-systems fall entirely within the prescribed --
DIPLOMATIC OFFICER I refer to those sections of the treaty concerned
with
biological warfare.

Beat. The U.P.P. Diplomat has just scored, but Shuman maintains his
poise.

SHUMAN The allegation is false.

DIPLOMATIC OFFICER We make no official allegations at this time. The
matter remains under investigation. Bishop, however, is of no further
use in the
inquiry. We are returning him to you.

EXT. ANCHORPOINT -- SHUTTLE BAY -- A U.P.P. SHUTTLE
docking. They bay closes behind it. (V.O.: STATIC, VOICES of
Anchorpoint docking crew.)

INT. SHUTTLE BAY

Shuman and two Marines enter the bay. They wear biohazard envelopes,
masks. The shuttle's hatch opens and the Vietnamese Commando steps out.
Bishop emerges. He looks at the Commando, then at Shuman and the
Marines waiting at the bottom of the gangway. The Commando gestures:
go.

SHUMAN You're under quarantine orders, Bishop. (to the Marines) Escort
him to MedLab.

INT. THE MALL

Hicks has just come off shift; the Mall's bar catches his eye. The
facade says it all: ye olde pre-packaged genuine simulated wood-grain
generic tavern and the only joint in town.
One wall is a screen showing a stale rerun of a Brazilian soccer match.
Some of the customers play hologram game-consoles. Tully is seated at
the bar. Hicks takes a stool beside him.

HICKS Beer.

He fishes his dog tags out and detaches one, passes it to the
bartender; the bartender inserts it in a terminal, rings up the beer,
hands it back.

TULLY You're Hicks. Sulaco...

Tully, in his trademark jacket, is obviously drunk.

HICKS Who're you?

TULLY Tully. Tech Five. Tissue lab. D-fucking-NA. Jesus... Sulaco...
Lucky.

HICKS Lucky? Who? You lucky, man?

TULLY You. You're one lucky sonofabitch, Hicks.

Knocks back his drink.

HICKS How's that?

TULLY All that way. All the way back here with those... Those fucking

things, man...

Tully has just gotten his sudden, undivided attention.

HICKS Things? What things?

TULLY Shit... We had to sign. All of us. Lose our fucking shares we tell anybody, right?

HICKS (his whole body tense) They were on the ship...

TULLY Yeah. Jesus. I saw 'em...

Reaches for his glass, but it's empty.

HICKS Where? How many? When?

TULLY (Suddenly remembering his shares) Look, I... (cuts a glance around the bar) Bad place to talk... I gotta go now, leave...

HICKS (grabbing Tully before he can slide off the stool) You aren't going

anywhere, buddy.

Tully, sudden energy, not so much at Hicks as at his whole situation:

TULLY I didn't come out here to work on shit like that. Came out here to help design ecosystems, not build designer for the next year... You want an earful? You got it. Shift after next, place called DP-54, Level 7 map. Can't talk here...

He twists out of Hick's grip and into the crowd.

Hicks sits at the bar, staring at his untouched beer.

DISSOLVE TO:

INT. THE BUBBLE

Rosetti, Trent, Fox, and Welles.

WELLES And Bishop has agreed to undergo complete physical and chemical analysis?

ROSETTI He requested it himself.

FOX Results?

TRENT No irregularities so far. No trace of the alien cellular material...

WELLES Tampering, then? Reprogramming? Any new circuits in our Mr. Bishop? Any little surprises courtesy of the U.P.P.?

TRENT No. Nothing.

FOX And his data on the Aliens? All there? Intact?

TRENT Yes, it seems to be. But if his memory's been tampered with, we'd have no way of knowing. Neither would he...

WELLES In any case, we have to assume that the U.P.P. accessed Bishop's memory. That they have the data. They may also have specimens of the alien genetic material...

ROSETTI In other words, you want to get on with your brief, don't you? You want Trent to clone the cultures. And you didn't want Shuman at this meeting.

FOX This isn't a question of diplomacy, Colonel Rosetti.

ROSETTI Isn't it? A violation of the S.A.R. treaty?

FOX Has anyone mentioned military applications, Colonel? Trent?

TRENT (smiles) No. I think a very nice case can be made for applied exobiology. We do have a standing order to study alien life-forms when we encounter them. Preliminary analysis of the material from Sulaco reveals a remarkable adaptive capacity. The potential for cancer research alone...

WELLES Imagine, Colonel: if it can be programmed to only kill cancer cells...

ROSETTI And what exactly is it you propose to do, Trent?

FOX (before Trent can answer) We'll nourish the cells in stasis tubes, under constant observation. We'll terminate them before they become embryos...

ROSETTI I see. Cancer research. And our motives are exclusively humanitarian. Is that it?

WELLES Colonel, when Shuman gets his reply from Earth, priority will go to military development of the Alien. We know that because we know where our orders came from. The decision has already been made.

FOX And potential U.P.P. research in the same direction only adds to the urgency, Colonel.

ROSETTI The decision rests with me.

WELLES Perhaps you misunderstood, Rosetti. The decision has been made.

FOX They won't just break you, Colonel, they'll see to it that it's as though your career never happened. They're top people. That can do that. And you know it.

Rosetti, with a long, cold look for both of them; he got the message:

ROSETTI Shuman, of course, will have to be informed.

FOX Of course. "Cancer research"...

INT. MEDLAB -- SCAN UNIT

Bishop patiently undergoes a scan; he lies on his back on a narrow support as a massive donut-shaped sensor moves down the length of his body. A life-size color scan-image is displayed on a large screen: his "organs."

TECHNICIAN The knees. Looks like they do the joints in polycarbon...

MEDIC How about it, Bishop? Knees okay?

BISHOP Yes...

Tentative smile.

TECHNICIANS Polycarbon. Won't hold up worth a damn...

INT. RODINA -- BIOLAB

smaller than the Anchorpoint lab. Equipment look less advanced. The only light is the yellowish glow from a stasis tube; Braun and two assistants are clustered around the tube, observing the thing

suspended there:

INT. ANCHORPOINT -- A TUNNEL AT THE EDGE OF THE CONSTRUCTION ZONE
Hicks jogs through the tunnel. Its brightly-lit arc of white ceramic recalls London tube stations, but the floor is paved smooth and black, with freshly-painted traffic symbols. He passes a woman jogging in the opposite direction, keeps going. Small video cameras are mounted at intervals overhead, panning slowly from side to side. As he continues, less of the tunnel is finished; sections of tile are missing, revealing pipes, wiring, structural steel. Past a certain point eh's jogging the raw steel tube, splashing through shallow puddles of condensation. Fewer lights, widely spaced. He reaches a junction and pauses, chooses a tunnel.

INT. CONSTRUCTION ZONE CHAMBER -- HIGH, LONG SHOT -- HICKS
comes out of the lit mouth of a tunnel. The space he enters is the size of a football stadium, but dark and industrially Gothic. Stacks of hull-plate and geodesic struts. A shower of sparks as he passes a robot welder (a la the machine in the opening sequence of "Aliens"). Down the aisle of material and heavy machinery. Spence is waiting.
SPENCE Hicks.

She's in the shadows, smoking a cigarette.

HICKS You, huh? Why you?

SPENCE I work in the lab with Tully. He couldn't make it.

HICKS Hangover?

SPENCE Sacred... That forfeit agreement he had to sign.

HICKS Doesn't scare you?

SPENCE I haven't signed. Not yet. They've only given them to the ones who saw what happened.

HICKS Why you?

SPENCE Tully's okay, Hicks. I know him. Believe it or not, he doesn't scare that easy. He told me what was on that ship, Hicks. What he saw. You know what is was.

HICKS I don't think anybody knows what it is...

SPENCE They've got us growing the stuff. We've been running recombinant DNA routines on it, using human genetic material...

HICKS You've been what?

SPENCE (stubbing out her cigarette) Cancer research. Tully says that's just a cover. Says it's like trying to cure cancer with a shotgun. Anyway, everybody know those two spooks from Gateway are MiliSci...

HICKS Fox and Welles?

SPENCE Weapons Division. Not even supposed to exist, these days. Not officially, anyway.

HICKS (lights a cigarette of his own) I still don't see why you're telling me this.

SPENCE Maybe I don't either. It's just... we've got to tell somebody... Now there's a rumor somebody came in on a U.P.P. ship today, somebody

off Sulaco...

HICKS Bishop...

SPENCE I don't know.

HICKS Maybe Progressive Peoples'll get their own Alien too. Maybe they'll grow some...

SPENCE (horrified) Shit! You'd better hope not...

HICKS Why's that?

SPENCE Their lab gear's five years behind ours. They'd never be able to control it.

HICKS Think you can, huh?

SPENCE I don't know...

INT. OPS ROOM

A BLEEP as Tully appears on one of Jackson's screens, looking up at a camera in the tissue culture lab.

TULLY Get me some maintenance people down here, will ya? Run a check on the stasis system. Pressure differential's off and the read keep fluctuating. And punch it Priority One; Trent'll cover it.

JACKSON (with a characteristic little jerk of her head, light-pen winking) Sure. You want a piece of the Superbowl, Tully?

TULLY Nah.

JACKSON Denver...

TULLY Denver? No way. Gimme a tenth on Chicago.

INT. RODINA -- BIOLAB

Braun is seated at a computer, entering data. Suslov is staring into the stasis tube containing the developing Alien.

SUSLOV There's an irony in this...

BRAUN (engrossed in the data) Irony, Colonel-Doctor?

SUSLOV The readiness with which it lends itself to genetic manipulation, Braun. The speed with which its cells multiply.

BRAUN Yes. Remarkable.

SUSLOV As though the gene-structure had been designed for ease of manipulation. And this apparently universal compatibility with other plasms...

BRAUN (reluctantly abandoning his task) And you find this ironic?

SUSLOV Ironic that we are attempting to program it as a weapon, yes.

BRAUN How is that?

SUSLOV Perhaps it is the fruit of some ancient experiment... A living artifact, the product of genetic engineering... A weapon. Perhaps we are looking at the end result of yet another arms race...

BRAUN A defeatist attitude, Colonel-Doctor. Our project can only strengthen the Union of Progressive Peoples...

CLOSE -- THE STASIS TUBE -- A CHEST-BURSTER

is suspended there like an eyeless fetal dolphin.

INT. MACHINE SHOP

Hicks, alone in the shop, mechanically going through the motions of the busywork he's been assigned to keep him out of the way.

BISHOP (from the doorway) That's quite a piece of machinery, Corporal Hicks...

HICKS (looking up, grinning) That's what we used to say about you. How the hell are you, Bishop? Brass said you were snatched by the U.P.P. How're things in the socialist paradise?

BISHOP I was returned. I assume they had no further use for me. He moves among the silent machines, touching them as he speaks.

BISHOP (continuing) There are rumors, Hicks, that Weapons Division intends to develop the Alien.

HICKS (with a glance at the video camera on the wall) Where'd the bastards get one, Bishop?

BISHOP One of them managed to board Sulaco, Hicks. Ripley killed it...

HICKS Good for her.

BISHOP She called it "the queen." It was larger than the others. Very large. Somehow is deposited genetic material in the ship.

HICKS Then they're stone cold crazy, man. I hear the U.P.P. might try it themselves.

BISHOP Given the current state of the arms race, it's entirely possible. I'm programmed to protect human life, Hicks. It's my... nature. Everything I am, everything I know, tells me this experiment must be aborted.

HICKS Yeah. I know the feeling.

BISHOP But I can't be entirely sure you can trust me, Hicks.

HICKS You can't what?

BISHOP The U.P.P. may have reprogrammed me. I've been very thoroughly examined, of course, but the possibility does exist.

HICKS Wouldn't you know?

BISHOP No. I may be functioning as an enemy agent.

HICKS (beat) What the hell. We have to kill it, don't we?

BISHOP I have to try.

HICKS I'm in man. And I think I know where we can find us a little help...

DISSOLVE TO:

INT. TISSUE LAB

Spence and Tully are alone.

SPENCE What coffee? I'm going to the machine.

TULLY No.

He peers into one of the stasis tubes; a small ovoid of tissue suspended there.

SPENCE Maintenance cure your pressure differential problem?

TULLY Said there wasn't any. Said it was a glitch.

SPENCE Didn't want to get his hands dirty?

TULLY It settled down by itself.

Spence exits; Tully moves closer to the tube.

CLOSE -- THE SINGLE DEVELOPING SPORE

inside; it looks like a much smaller version of the alien egg.

WIDER ANGLE:

TULLY Hey there. Hi ya. How ya doin'? Nutrient solution agreeing with you, hm? We're looking lots bigger today, aren't we? You bet. Terrific. Just absolutely fucking wonderful...

His monologue is interrupted by Welles' entrance; he's startled, looks up

guiltily. The heavy glass doors HISS shut behind her.

WELLES Communing with nature, Tully?

TULLY Your not wearing a badge. (taps the plastic ID clipped to his lab coat) White strap registers contamination. Turns red if you're accidentally exposed to something. Got it?

WELLES Where's Trent?

TULLY Lunch.

WELLES And how's our friend?

She moves to the stasis tube, looks in.

TULLY Friends. Our little friends. Growing.

WELLES Get me hard copy for the past six hours.

TULLY Sorry. Ask Trent.

WELLES I don't think you understood me, Technician Tully...

She's following him as he nears the main computer console; in the b.g., a stasis tube begins to HISS. CRACKS loudly, a hairline fracture emits a superfine spray of fluid. An alarm SOUNDS.

WELLES (continuing) What does th --

TULLY O Jesus...

Two of the tubes BLOW OUT. Nutrient fluid and plastic shards everywhere. Welles and Tully go down. A louder ALARM cuts in; red lights strobe. Locks in the doors THUNK shut, an automatic containment measure, as Spence, outside, throws down her coffee and begins to struggle with the door-controls, trying to reach Tully. Tully, facedown in a pool of the fluid, see that he's nine inches away from the gray pigeon's-egg of alien tissue. His eyes widen. Gets to his knees as carefully as he can. Reaches slowly -- slowly -- sideways, manages to snag a pair of plastic tongs and a shallow lab tray from the counter...

Welles tries to scramble to her feet, loses her balance in the slippery goop, and snatches at his arm. He nearly falls on top of the thing, but cuffs her roughly away, kneels, tongs poised... Beat. A tiny orifice opens; for a split-second something glitters above the thing, a faint,

fist-sized cloud of dark mist. Then it's gone and Tully's moving, swooping in with tongs and tray.

SPENCE (V.O.) (intercom) Tully! Tully, Goddamn it! What's happening? Are you okay?

TULLY De-con. Get us down to De-con!

Welles is struggling to her feet.

INT. DECONTAMINATION CHAMBER

Drenched, naked, furious, Welles is nearly invisible behind a scalding downpour as techs in biohazard gear scrub her down with detergents and antibacterial agents. She shoots eye-daggers at Tully, who's being worked over by two more techs.

DISSOLVE TO:

INT. OPS ROOM

Jackson at work. PAN ACROSS screens to security camera view of the DNA lab, clean now but minus two stasis tubes -- image identified: TISSUE CULTURE / 25 AUGUST / 1900:15 HOURS. Jackson's attention is elsewhere.

INT. A CORRIDOR

Hicks keeps watch as Bishop open a panel, exposing complex wiring; no hesitation whatever as he strips two wires, removes a Walkman-sized VCR from his belt, and clips lead to the stripped wires.

INT. OPS ROOM

CLOSE on monitor image of the lab. The picture fuzzes out, scrambles, returns -- but now reads: TISSUE CULTURE / 23 AUGUST / 1200:02 HOURS and the missing tubes are back in place.

INT. ENTRANCE -- OUTSIDE LAB

BISHOP We have three minutes at the outside.

HICKS Go.

Bishop punches the code-sequence and the door hisses open; they're through, moving.

INT. TISSUE CULTURE LAB

They move down the row of stasis tubes. Bishop pauses when they reach the two units with missing tubes, then quickly moves on. He opens a wall panel, exposing controls and a large, very serious-looking red switch. Label above switch:

STASIS SYSTEM MICROWAVE STERILIZATION

Then, he hesitates. Turning slowly, as if under compulsion, he looks back; the line of glowing tubes.

HICKS Do it!

And still he doesn't move... Hicks darts his arm past Bishop, breaking the trance and yanking the red switch.

A burst of unpleasant high-frequency SOUND as the fluid in the tubes instantly begins to boil.

CLOSE ON ONE OF THE ALIEN CULTURES

as it bursts, disintegrates into a film of slime lost behind a storm of bubbles. The lab's ALARM system goes off. The doors slide open as three MARINES cover Hicks and Bishop with handguns.

MARINES Just don't you fucking move, Jack.

Hicks stonefaces the Marines. Then cracks a grin.

INT. DETENTION UNIT

Hicks and Bishop, in white plastic "medical restraints" (like arm and leg- irons) precede the grim-faced Marines along a corridor and are thrown into separate cells.

DISSOLVE TO:

INT. THE BUBBLE

Meeting of Anchorpoint's full directorate, including Welles and Fox, Jackson, and a number of new faces. Welles is white-lipped with fury.

JACKSON They knew the code, didn't they? The code for the door...

FOX You got it, Ops. And they knew just where to go which button to push to poach our eggs for us, didn't they? Struggling with an idea, Ops? Think it may even have been an inside job?

JACKSON You're a Grade A Company prick, aren't you, mister?

(Her bitch truckdriver side; a tough lady, used to taking a lot of life-or- death responsibility in her job.)

WELLES The Anchorpoint phase of the project is terminated, Rosetti. You'll keep Hicks and the android in solitary until they can return with us to Gateway to stand trial for treason.

TRENT The Anchorpoint phase? What do you mean? We have no more material to work with...

FOX You have no more material to work with, Trent. In any case, it's become obvious that you aren't quiet the man for the job. We took the precaution of obtaining our own samples. They're on their way to Gateway.

WELLES (with cold satisfaction) ... and everything, every move each of you have made, since our arrival, is going to be gone over with a fine toothed c-c-c-c--

As Welles begins to stammer, her eyes betray a terrible consternation. She rises from her chair, lurches forward, catching herself on her hands. The C-C-C-C-C phases into a chattering palsy as a thick strand of blood-streaked drool descends toward the table. Fox, seated to her left, has instinctively shoved his own chair back, ready to run. Everyone else is frozen with shock.

As the chattering tooth-burr becomes a shrill SHRIEK of inhuman rage, the

transformation takes place. Segmented biomechanoid tendons squirm beneath the skin of her arms. Her hands claw at one another, tearing redundant flesh from alien talons. Then the shriek dies. She

straightens up.

And, rips her face apart in a single movement, the glistening claws coming away with skin, eyes, muscle, teeth, and splinters of bone... SOUND of ripping cloth. The New Beast sheds its human skin in a single sinuous, bloody ripple, molting on fast forward.

An instant of utter silence as the featureless mask moves. From side to side. Scanning.

Trent vomits explosively. The Marine guard snatches his pistol from its holster and FIRES wildly across the table. Blind screaming chaos.

OVERHEAD SHOT:

as the directorate plunges, like a single panicked organism, to the far side of the bubble. The thing is on Fox before he can get up from his chair.

CLOSE:

On his scream as the sucking, fanged tongue plunges through the orbit of his eye.

ANGLE:

A Marine with a flamethrower bursts through the door, torching Fox and the New Beast, setting fire to the bubble's acoustic foam baffles.

INT. CORRIDOR OUTSIDE TULLY'S SLEEPING CUBICLE

Spence is coming down the corridor, carrying a clear plastic bag of styrofoam food containers. Nobody else in sight. She look tired, but not particularly worried. She reaches the door to his cubicle. Thumps on it with the heel of her hand.

SPENCE Tully! Hey! Open up.. Got you some food...

No reply. She thumps again, then punches the combination (the lock look like a telephone key-pad). Door opens. Dark inside.

SPENCE (continuing) Tully? You sleeping?

She climbs in. Dark. Very. A red LED glows on the phone console. She crawls through the detritus of Tully's housekeeping and fumbles with the lights. Can't find the switch.

SPENCE Tully?

Lights CLICK on. Nobody there. Nothing. Looks even messier then she last saw it. She sighs, puts the bag of food on a ledge, scoops up a mound of dirty cloths off the pillow in an automatic cleaning-up gesture. And sees Tully's lab badge. Picks it up.

CLOSE ON THE BADGE

The contamination indicator strip is red.

DISSOLVE TO:

INT. DETENTION CELL

Hicks sitting on the narrow bunk. Door opens. One of the Marines who arrested him in the lab; he wears combat armor now.

HICKS What's your problem, bud? Got a war on?

The Marine steps back, admitting a haggard Rosetti.

ROSETTI Get up, Hicks. We need you in the Ops Room.

HICKS We didn't kill it.

ROSETTI No. It killed Fox and Welles...

INT. TUNNEL, CONSTRUCTION ZONE

Small vehicle WHINES TOWARD US through puddles of condensation: a skeletal electric motor-jeep with heavy roll bars, scratched and paint-scarred. Walker driving. Hick behind him in partial combat armor and communication rig, cradling a pulse-rifle.

Walker is pushing it, driving fast; the jeep bounces and sways, skitters around a corner. Into the gloom of the big construction chamber. Halts.

HICKS (into mouthpiece) Gimme a read.

JACKSON (V.O.) (from headset) You're close. Hang a left.

HICKS Is he moving?

JACKSON No...

Walker swing the jeep around and they roll toward a narrow gap between massive stacks of geodesic struts.

INT. OPS ROOM

Jackson studies a simulator screen; a moving cursor, the Jeep, navigates a 3D grid-representation of the construction zone.

JACKSON No left again.

The cursor turns. Nears a blinking red dot.

Spence, drawn and anxious, looks over Jackson's shoulder. Bishop and Rosetti are beside her.

SPENCE You're sure it's him?

JACKSON It's his locator frequency, isn't it? No two alike. Surgically implanted. Just like yours...

SPENCE (gnaws at her lip) He's not moving...

ROSETTI Why would he go down there?

BISHOP The badge. He knew that he's been infected...

SPENCE Scared. He's scared. (shudders) Tully...

INT. CONSTRUCTION CHAMBER

Dark. The Jeep creeps along between stacks of prefab hull units, emerges into a open space, junctions of several corridors. The deck is an inch deep in water.

JACKSON (V.O.) He's there! You're right on top of him!

Walker stops the jeep. Hicks stands up, plays the beam of a flashlight around the area. Presses the mute button on his headset.

HICKS (bellows) Tully! Tully! Yo!

ECHO. DRIP of water.

Hicks clips the flashlight beneath the barrel of his gun and jumps down. Reflections ripple as he moves forward. Swings the beam along the surface -- something there... The logo-patches down a sleeve of Tully's ruptured, blood-soaked leather jacket. Drifting shred of human tissue...

JACKSON (V.O.) Can you see him?

HICKS Yeah.

And the thing that was Tully launches itself from the top of one of the stacks of construction material. Lands on top of the jeep, going for Walker, through the roll bars.

CLOSEUP ON JAWS:

CLOSEUP:

as the thing's tail lashes past Walker's face, taking a nick out of a steel bar.

on the controls, a pair of levers: he yanks one back, shoves the other forward, thumbs both drive buttons simultaneously.

ANGLE:

The jeep (separate drive-trains for each wheel) pulls two three-sixties on a dime, hurling the thing toward Hicks. It smashes into the desk, splash of water, leaps for Hicks instantly. The charge from his pulse-rifle takes it in mid-air, hideous bile-yellow spurt of acid... And it hits the water again with a terrific EXPLOSION of steam. The jeep lurches out through the steam, engines SCREAMING, wheels losing traction through the puddle, throwing up fantails of water, nearly overturning. Hicks jumps, snags a roll bar, empties the pulse-rifle's clip into the steam on full-auto as Walker hauls ass back down the corridor...

JACKSON (V.O.) Hicks! What's happening?

INT. OPS ROOM

JACKSON Hicks? Hicks!

CLOSE ON SCREEN:

as the jeep-cursor speeds away from Tully's blinking locator-dot. Spence's eyes fixed on the screen as she makes a serious stab at swallowing her own fist.

DISSOLVE TO:

INT. RODINA -- BIOLAB

VERY SLOW PAN past monitors -- one flickering like a defective strobe, the other displaying a readout in Russian -- past an overturned mug on a keyboard, past assorted equipment, past the shattered ruin of the

big stasis tube, to Suslov and Braun cocooned in a glittering biomech structure of alien resin. Braun is dead, his rib cage gaping. SCEAMS and the HAMMER of automatic weapons. Station crew fleeing in panic enter through one door, crash into tables, scattering trays of food, claw at one another to escape through another door. The Vietnamese commando and her partner are last into the room; they spin in unison and FIRE back through the door. SOUND of rending metal and loud inhuman RAGE.

The commandos scramble for the far door as the alien crashes into the

mess:

Meaner. Faster. Able to reproduce more quickly.

The frantic crew are climbing a ladder. The commandos start up the ladder. They climb through a circular hatch. Like the deck they stand on, the hatch is made of heavy steel expansion-grid. The alien swarms up the ladder, slams into the hatch just as the commandos close and lock it. The alien keeps on slamming. The steel begins to bulge and tear...

INT. ANCHORPOINT -- OPS ROOM

Hicks, Bishop, Rosetti, Shuman, and Jackson.

JACKSON Cant's raise 'em, boss.

SHUMAN Try the diplomatic codes...

JACKSON Diplomatic codes? They aren't responding to Mayday

International. Maybe they've got a transponder down, but -- hey, check this, outgoing traffic... (she bobs her head, taps her lapboard) It's a squirt transmission... Military decryption standard.

ROSETTI What do they have in the area?

JACKSON (taps up a fresh screen of data) Not much. Automated mining system working NC-313... Test module for a terraforming operation enroute MV-45... And, here we go, the battle cruiser Nikolai Stoiko. Nine hours from Rodina if they push it.

HICKS What I wanna know is, what do we have in the area?

JACKSON (another screen of data) Not much. How about the Kansas City, Colonel Admin transport? We hit her with a mayday, she'll get here inside twenty hours.

HICKS Then what?

ROSETTI We abandon the station.

HICKS Destroy the station, man! We got nukes?

ROSETTI Outlawed under the Strategic Arms Reduction treaty.

JACKSON We can fiddle the overrides on the fusion package. Baby nova.

BISHOP We're dealing with a new form, Colonel. We know nothing of this new mode of reproduction. Others may have already become hosts...

ROSETTI What are you suggesting?

BISHOP In order to be entirely certain, Colonel, it would be necessary

to
override the fusion package now.
Jackson looks up at Bishop; he's suggesting mass suicide.
HICKS I thought you were programmed to protect human life?
BISHOP (with android blandness) I'm taking the long view.
Jackson's console CHIMES, begins to display new data, ID shots of three crew members.
JACKSON Missing persons. (she taps her way through windows of data) Two were members of the clean-up crew who did the lab after the blowout. Third doesn't check... No, wait. Lives with one of the first two.. But that makes a total of fifteen... Something's happening...
HICKS Goddamn, Rosetti, it's catching!
ROSETTI (ignores him) Mayday Kansas City, Jackson.
HICKS What about Sulaco?
SHUMAN It would take two days to raise her.
HICKS (bitterly) With that shit on board.
ROSETTI Gateway will have our warning before Sulaco arrives.
SHUMAN Fine, Colonel. And who do you suppose will be willing to take it seriously? Weapons Division?
JACKSON Hey, I'm getting something! The socialist space brothers speak at last...
Her main screen flickers and jumps; the speakers fill with a roar of STATIC --
JACKSON (continuing) Their transmission standards get worse all the -- She falls silent as the screen clears, revealing a young Slavic madwoman -- one of Suslov's lab assistants -- in blood-drenched coveralls. Jerky handheld video, grainy transmission, indistinct background. She clutches a sheet of paper, reads aloud from it in a foreign language.
SHUMAN Get a translation program on line, Jackson!
Jackson's already punching. An instantaneous computer translation cuts in as V.O.; the girl's lips move, out of sync, like a cheap dub; the transmission is rendered in flat synthi-voice.
CLOSE UP ON SCREEN
SPOKESWOMAN ... of Progressive Peoples. Technician First Class, Tatjana Malik. Please, we wish to inform you: we have undertaken an experiment with genetic material obtained from the military transport vessel... We attempted to clone the xenomorph in stasis. Failure of the stasis system occurred in the fifteenth hour... Attempted modification of the genetic structure has resulted in a variant which replicates rapidly, more rapidly... (and here, horribly, she smiles) It has... taken... most of us. Those of us who remain... We wish to warn you: you must terminate any experiment with the material now. It is impossible. It cannot be contained. There is no --
The image flickers, vanishes.

ANGLE:

JACKSON Lost 'em. That's it... Goddamnit, she was just a tech. Their brass didn't bother...

HICKS No brass left...

JACKSON And you better check this, Hicks.

Her other screens display assorted images of nearly identical tunnels and

passageways, but three of them are black; she gestures to the dark screens.

JACKSON (continuing) This is down by the main air-scrubber. System says those cameras are still operational, but there's something in the way. Something big...

EXT. ANCHORPOINT -- ECO-MODULE

Huge louvers pivot smoothly, like Venetian blinds, revealing lush vegetation through thick plastic...

INT. ECO-MODULE

Spence sits cross-legged in Newt's meadow, tearfully hugging a small tame

primate. Light crosses the meadow as the louvers open overhead, beyond the geodesics. Artificial dawn. BIRDS begins to sing. Quiet before the storm...

EXT. RODINA

No sign of movement.

Dimly lit. Clutter of spacesuits, machinery. The Vietnamese commando seated on the floor, back to the wall, cradling her gun. The corpse of her partner is sprawled on the deck beside her, face hideously burned, his armor fretworked with acid. Her face is blank, eyes straight ahead.

DISSOLVE TO:

EXT. ANCHORPOINT

The station.

INT. ANCHORPOINT -- MEDLAB -- CORRIDOR

Hicks, still in his fighting gear, walking purposefully. MedLab staff in hospital whites dubiously note his passage.

INT. MED LAB -- RIPLEY'S ROOM

Ripley comatose, still hooked up to assorted biomonitors, the only movement in the room the restless flicker of a bank of colored diodes. Hicks enters, crosses to the bed, seems about to speak, makes a helpless little gesture with his hands -- then yanks the biomonitor leads from the bedside console. The diodes go out; a buzzer begins to SOUND. The bed is mounted on casters. He starts to pull it out of the room. Stops. Looks up at Newt's map on the wall.

He rips the map from the wall and stuffs it into her hospital gown.

INT. MEDLAB -- CORRIDOR

Hicks hustles Ripley through MedLab, not about to stop for anyone; startled staff jump out of the way.

INT. ANCHORPOINT -- ANOTHER CORRIDOR -- ENTRANCE TO A LIFEBOAT

Signs and notices detailing lifeboat launch procedures. Hicks lifts Ripley from the bed, carries her through hatch into lifeboat. Places her in a hypersleep capsule, presses a button. The lid comes down. Silent moment as he looks down at her through the lid, his palm on the smooth plastic in a gesture of farewell, resignation. Then back through the hatch, where he activates controls that seal the boat, setting the launch-procedure in motion.

ANGLE on the blunt prows of the lifeboat receding around the curve of the station's hull.

INT. LIFEBOAT BAY

Hicks watching digital countdown. Muted WHUMP of explosive bolts --

EXT. LIFEBOAT

Flash of the bolts as Ripley's boat is launched into the sweep of night.

INT. LIFEBOAT BAY

Bishop enters behind Hicks.

BISHOP But can you be certain she hasn't been infected?

HICKS I'll take the chance.

BISHOP Why?

HICKS I owe her one.

INT. OPS ROOM

Jackson at her screens; display as before, the tunnels near the air-scrubber -- with three screens dark. CLOSEUP on one tunnel-view as an open, six-wheeled personnel carrier rolls past the video camera, Hick looking up. Five Marines in full battle dress ride with him: ALSOP, GREENFIELD, BRICE, COSTELLO, WALLACE.

JACKSON Next junction, hang a right...

INT. TUNNEL

Dim; light spaced far apart along tunnel. The carrier takes a right.

JACKSON (V.O.) Left at the fork and you wanna take it slow. Fifty meters to whatever's in front of that camera...

Hicks gestures to Wallace, the driver. The carrier halts. SOUND of the air-scrubbers from down the tunnel. The Marines shift their weapons, uneasily eye the tunnel ahead. These are young recruits, not the hard-case vets of "ALIENS."

HICKS Now listen up. We don't do this by the book, we don't pair off. Stay together, tight. Greenfield up front with me; anything moves, you torch it. The rest of you, if it moves, kill it. You gotta get the

fuckers before they get close. You know about the acid; you know they don't show on infrared. And you know you don't let them take you alive. You might have to do a friend a favor... Ready? Move out. He climbs down from the carrier, heavily burdened with gear. The others follow. Greenfield has a flamethrower. They move forward. Toward the next light; beyond it, the tunnel curves out of sight.

JACKSON (V.O.) You're right up on it, Hicks. Right around the corner...

HICKS Affirmative...

They round the turn, weapons ready. And stop, stunned.

GREENFIELD Wha' 'th...?

The tunnel, which widens here as it approaches the massive air-scrubber, has been transformed; its lights are dimly visible through shrouds of resin. Vast ribs of the stuff sweep up from a dim and monstrous shape that covers the deck at the base of the scrubber; we're looking into an Alien grotto, black and pearlescent, and obscene fairyland. The shape's symmetry suggest function. Patient DRUMMING of the air-scrubber's giant fans.

HICKS Scan it. Motion?

COSTELLO (consulting tracker, adjusting knob) Negative.

HICKS Alsop, gimme the flood...

Alsop passes Hicks a portable halogen-flood. Hicks thumbs it on...

WALLACE Holy Christ.

The central shape is revealed as an enormous mutant queen. The thing is splayed on its back, mortared into the mass of resin, its vestigial head toward Hicks and the Marines. Its abdomen is arched like an inverted scorpion-tail, tipped with a swollen, semi-translucent sac that ripples and pulses in the glare of Hick's lamp. A biomechanical birth-factory.

HICKS (passing the flood to Brice) Hold it... steady.

He kneels, unslings one of his gear cases, open it, revealing a squat tube.

HICKS Moving. Something's moving...

Hicks is working on the tube-thing, snapping components into place.

Brice suddenly swings the beam away from the queen, revealing half a dozen new-model Aliens twisting out of recesses in the grotto walls...

INT. OPS ROOM

Jackson and Bishop hear SCREAMS and FIRING over the comm-link.

HICK (V.O.) The light! The goddamn light! (garble)

The Aliens tear into the Marines like living chainsaws. Wallace and Costello go down immediately; the Aliens begin to drag them away. Hicks has gotten hold of the light, struggles to keep it on the queen as he props the tube against his thigh. SCREAMS. Blue stutter of pulse-rifles. A tongue of fire from Greenfield's flamethrower, but an Alien jumps him; the napalm-stream arcs wildly, splashing the resin

structure -- and the Queen wakes. The huge tail extends, lifts in the floodlight beam...

Hicks is still trying to assemble his mortar.

As the swollen, podlike tail-tip splits open with a sickly, tearing SOUND, releasing a puffball cloud of dark mist -- we've seen it before, in miniature, with Tully in the lab -- which begins to rise, drawn up toward the giant fans above the air-scrubber...

INT. OPS ROOM

HICKS (V.O.) Stop the fans!

Bishop is instantly on the case, leaning over Jackson's shoulder to punch the right button, but...

INT. SCRUBBER-TUNNEL

Too late. The cloud of spores is sucked into the fans -- as Hicks drop a shell into the mortar. It bucks against his thigh and the queen is blown to shred in an EXPLOSION that rips out the side of the scrubber. HICKS The vents! Seal the vents!

INT. OPS ROOM

Bishop's fingers fly as he punches another sequence.

INT. VENT

Straight down the pipe, a long way, to the whirling fans. Huge hermetic barriers SLAM across the vent in sequence -- one, two, three.

INT. SCRUBBER-TUNNEL

Hicks scramble to his feet.

HICKS Out! Out of here! Now!

The Marine beside him begins to spasm and quake as the Change comes. Hicks SHOOTs him in the chest at close range and sprints for the carrier.

DISSOLVE TO:

INT. RODINA -- HUB

The Vietnamese commando nears the station's hub. The walls, in one large chamber, are decorated with official U.P.P. art, like a blend of Mexican Socialists agitprop murals and Syd Mead techo-fantasy. She passes evidence of brief violent struggle: a wall splashed with dried blood, a single shoe, smashed equipment, ragged acid-scars in the deck.

She looks like a child now, moving through all this, small and alone. But not helpless: she still moves with a cat's wariness, her gun ready.

Three face-huggers scuttle across at an intersection of corridors, tails thrashing...

She comes to a door that opens onto Rodina's central hub, a large cylindrical space surrounding a core of equipment. The door is ajar; she edges through...

Virtually the station's entire crew, perhaps a hundreds people, have been

cocooned along the multi-storey column, a bas-relief of human bodies and glittering resin.

She stares from a railing, appalled, then slips through the door.

INT. ANCHORPOINT -- OPS ROOM

Rosetti, Jackson, Bishop

JACKSON I don't know what they did down there, but it's screwed up internal comm-link for the whole area; I can't raise 'em...

One of Jackson's consoles CHIMES; her central screen suddenly glows with a hi-rez simulation of Rodina.

JACKSON (continuing) Rodina's got company...

EXT. SPACE

Silent approach of the U.P.P. cruiser Nikolai Stoiko, a vicious-looking mile-long slab of armament. Stoiko slows, comes to an ominous halt.

INT. RODINA

The commando bolts down a corridor. Total desperation. She's lost her gun. A CRASH behind her. The beast's shrill RAGE. She throws herself through the first available door -- and sees the interceptor waiting. She scrambles up a ladder, through the hatch, and frantically begins to activate systems. Sirens begin to SOUND in the launch bay. The interceptor's hatch closes as the twin gates of the bay begin to swing open -- and the beast is on her, striking at the view-port in the hatch, inches from her face. She flips open a safety-override on the interceptor's joystick and thumbs a red button.

EXT. RODINA

Total overdrive:

gates
in a fireball of exhaust gases, the beast and the service ladder tumbling after it...

EXT. SPACE -- STOIKO

Something streak from the bow of the cruiser...

INT. ANCHORPOINT -- OPS ROOM

Jackson huddled over her screen.

JACKSON Missile!

EXT. SPACE -- RODINA -- INTERCEPTOR IN F.G.

The U.P.P. missile takes out the station. Whiteout of nuclear EXPLOSION; the interceptor is a black blot tumbling toward us like a singed leaf in a whirlwind...

INT. OPS ROOM

The simulation of Rodina on Jackson's screen is surrounded by an expanding blue sphere. The sphere stops expanding. The simulation blurs into digital static, fades as the sphere begins to contract...

JACKSON Nuked 'em! Twenty megs! That coded transmission...

ROSETTI Send Mayday.

JACKSON I don't believe it! They send for help, their own people nuked 'em!

HICKS (quietly) Maybe they asked for it...

ROSETTI That's an order, Jackson!

Bishop looks at Rosetti as though he's about to offer an opinion, but doesn't.

JACKSON Maybe they'll nuke us too...

BISHOP No. They're leaving...

EXT. SPACE -- STOIKO

The cruiser begins to move, accelerates, is gone.

INT. OPS ROOM

ROSETTI Bastards!

JACKSON Yeah. And they violated the fucking arms treaty, too, didn't they? Well, Colonel Rosetti, how about a situation update? We got, lessee, fifty- six missing crew members as of fifteen hundred hours...

DISSOLVE TO:

INT. THE MALL

Deserted. The only SOUNDS are Muzak and the trickles of an artificial waterfall. Some signs of trouble: an overturned trash canister, someone's red nylon baseball cap on the polished concrete.

Walker strolls around a corner beside the bar with a pulse-rifle, grenades, and assorted gadgetry slung across his chest. Goes to the bar entrance, nudges the door open with the barrel of the rifle. Nobody there. Same soccer game on the big screen, but the sound is off.

Silent cheering crowd rising to its feet, the flicker of the holo-game consoles. He glances around the mall, enters. Crosses to the bar, checks behind it, then fishes up a big plastic jug of liquor. Opens it, drink from the jug.

Behind him, a mug topples, CLATTERS on the floor. He slowly lowers the liquor to the counter; just as slowly, he turns. A beast is there, waiting, beyond the Glimmer of the holo-games.

Walker and the beast move simultaneously. But he doesn't go for his gun -- he grabs the control unit hanging on his chest.

An unmanned power-loader walks straight through the glass facade, plowing tables and chairs out of its way, big vise-grip claws extended. The Alien SCREAMS, leaps for it, but the steel claws close and grip.

Walker twiddles the controls; the power-loader responds, pinning the Alien against the wall. The Alien writhes and HISSES, striking furiously at the hydraulic arm. Walker tightens the grip, locks the loader in place.

Picks up the jug of liquor and has another swallow.

WALLACE Fuck you. Beat. As his satisfied grin is replaced by something else. The Change...

INT. ECO-MODULE

Artificial dusk. Spence is crossing the mirco-meadow with a wire basket of food the module's population of small primates. Moths flutter through narrowing beams of sunlight as the louvers gradually close overhead. CRICKETS in the long grass.

She enters the scaled-down forest, ducking branches, and Spanish moss. Begins to make Tk-tk-tk sound, calling the lemur, the monkeys...

And stops. Suddenly aware of a stillness, an absolute silence. Even the crickets...

She turns -- gasps. The primates have been cocooned in the branches of a tree. And screams as something pounces on her from above, the transformed lemur: a very small Alien. She bats the thing away with the strength of desperation. It hits the ground HISSING; she hurls the basket of food at it and bolts from the forest, sobbing.

DISSOLVE TO:

INT. A TUNNEL

WHINE of an approaching engine. The six-wheeled carrier come INTO VIEW, Hicks driving, alone. His face is fixed, white. The carrier slews against the tunnel wall, strikes sparks, bounces off. He hardly seems to notice. He plows into a row of big plastic crates, tumbling them like a child's blocks, bringing the vehicle to a halt. Beat. He look up from the controls: the doors of a freight elevator.

INT. A CORRIDOR OFF THE MALL

Automatic CHIME as elevator doors open, revealing Hicks and his gun.

INT. THE MALL

Hicks warily crosses the Mall. SOUND of perpetual Muzak. He eyes the wreckage of the bar, but keeps moving. Into stuttering neon light from one of the shops. HISS and CRACKLE of bad wiring. He move toward the shop, gun ready.

INT. SHOP

Hicks enters, surveys the wreckage of display cases, scattered 21st century consumer toys.

He finds five cocoons at the read of the shop.

INT. THE MALL

LONG on the shop. Beat. SOUND of five rounds from the pulse-rifle. With the last shot, the neon flicker dies. Muzak stops.

Hicks emerges, continues across the Mall.

Arrives at the elevator-like entrance to the mini-subway, punches in his destination ("OPS" lights up in red). Muffled SOUND of the breaking car; the door HISSES open -- on Spence, both hands white-knuckled on

the loop of a hanger-strap, the car an abattoir, red with the blood of Transformation. Shredded clothing and rags of flesh.

HICKS Spence...

She screams.

INT. OPS ROOM

Rosetti and Jackson are hunched over the screens as Hicks enters with Spence over his shoulder, brushing past two nervous Marines at the door. Bishop is making calculations on a console in the b.g. Hicks eases Spence down into a chair.

JACKSON Revised ETA fro the Kansas City's another thirteen hours...

HICKS (yanking Rosetti aroundin his chair) Things don't look so shit hot out there right now, Rosetti. What about rigging the fusion package?

ROSETTI (to Jackson; ignoring Hicks) Sound the general alert, routine lifeboat drill...

HICKS A general fucking alert? Lifeboat drill? Who the hell you think's gonna be left to pick up? I say we do the fusion package now!

JACKSON (wearily; without looking up from her screen) Hicks, you took out the scrubber, the main air- scrubber. Pretty soon there isn't going to be anything to breathe in here. We'd by okay for about five days, except you also started an electrical fire and we got no way to put it out. The crew's down to one-twenty-eight.

HICKS (stunned) More than half...?

JACKSON That's what I said. HICKS And you haven't rigged the place to blow?

JACKSON (glances at Rosetti) No.

ROSETTI (as if noticing him for the first time) You'll lead the group from this sector, Hicks. At the alert, they'll gather at blue assembly points. Proceed to the nearest lifeboat bay...

BISHOP (approaching Rosetti with a single sheet of printout) Colonel, my analysis indicates that a minimum of one fifth of the one hundred and twenty- eight remaining crew are already incubating the --

ROSETTI (on the edge of hysteria) Listen to me, you motherless zombie! Those are people! Can't you understand that? And we're going to get them out!

BISHOP Yes, Colonel, I...

ROSETTI (to Hicks) You have your orders!

HICKS I don't leave here until Jackson sets it to blow, Rosetti. Got that? Kansas City shows up, maybe there's nobody left for them to pick up. Then what? They'll send a boarding party in here!

JACKSON I can't. The fusion package is under the scrubber, Hicks. You trashed the wiring, man. That's where the fire is. Those lines. I can't link through. I can't set it.

BISHOP I'll go; I'll get it manually.

HICKS I'll go with you.

BISHOP No. Assist with the... (glances down at the figures on the sheet of printout) The evacuation.

JACKSON (to Rosetti) You just want to get your own ass out of here, don't you? They couldn't have done this without your approval, could they?

SPENCE Hick!

As one of the Marine guards stumbles forward, dropping his weapon, hands upraised in claws of agony --

MARINE Please, I...

He trips, falls across Jackson's console and the barrel of Hick's gun -- as half a dozen New Model Chest-bursters erupt simultaneously from his torso in a spray of blood. Hicks bellow, jumps back, grabbing Spence. The chest bursters tumble from the body of the dead Marine, scuttle into the shadows; one leaves a trail of small bloody prints across Jackson's keyboard.

HICKS Out! Out of here!

INT. CORRIDOR

Hicks, Spence, Bishop, Rosetti, Jackson, and the remaining Marine guard hustle along, Hicks and Bishop bringing up the rear. Rosetti carries the dead Marine's pulse-rifle. Bishop touches Hick's shoulder as they reach the intersection.

BISHOP I'll try to give you an hour. Overload at twenty-two hundred.

HICKS (quietly; doesn't want the others to hear) Blow it. That's what matters.

EXTREME CLOSEUP on Hick's watch as he sets the alarm for 2200 hours.

BISHOP Yes.

Bishop splits off, down another corridor, running.

INT. LIFEBOAT ASSEMBLY POINT

Another intersection of corridors. A pathetic remnant of Anchorpoint's crew cluster beneath a flashing blue light. A dozen people, including HALLIDAY, a woman Spence's age; TATSUMI (male Japanese); a LAB TECH (male).

ROSETTI Where are the others? There should be thirty people here...

HALLIDAY (dazed and confused) I can't find Tom. What is it? What's going on? He was just here. I mean there. But then...

JACKSON Forget it, he's probably already on the boat. You know him, right? C'mon, we're getting out of here ourselves...

Hicks pulls a service automatic from his vest and slips it to Jackson.

HICKS (under his breath) Keep an eye on everybody, okay, Ops?

JACKSON (to the others) Okay! You all know the Goddamn drill! Done it often enough, right? We're taking A-52 to Blue Concourse. We stick together. We'll meet up with two other groups at Bay Five and proceed to board...

TATSUMI What is happening, please?

JACKSON What's happening is we're getting on the boats! Move!

INT. THE MALL

Dense haze of smoke from burning insulation; half the lights are out. A body floats face down in the pool at the foot of the waterfall; the pool is overflowing, splashing on polished concrete. Bishop emerges from a doorway and hurries along toward the freight elevator. He freezes. Hears something else. Moves quietly in the direction of the SOUND. The bar. He peers into the wreckage. Four Aliens are at work, cocooning their prey. Cocooned bodies -- CLOSE on the face of Shuman -- have been glued to the big screen, where silent images of the soccer game repeat endlessly. Bishop stares, then turns -- looks up.

A Queen. The thing towers above him in the Mall, utterly still.

Beat.

He takes a step backward. Another.

The Queen's head sways.

Another step. He bolts for the elevator.

The Queen screams her rage, scrambles after him like a famished mantis. He's reached the elevator -- stabs desperately at the controls -- as the doors open and he's through, punching more buttons -- as the Queen strikes, her first blow buckling the steel doors.

INT. FREIGHT ELEVATOR

Her huge stinger lashes in through the gap, whipping and slicing, Bishop braced up straight in a corner, hand still on the controls. The elevator GROANS, SHUDDERS, begins to descend, then jams in the shaft. The stinger whips back out. SOUND of rending metal as the Queen continues her attack.

INT. A CORRIDOR AT BULKHEAD HATCH

Jackson ducks through first, still wearing her Ops cap. Rosetti next, then Spence, helping Halliday; the others follow, Hicks bringing up the rear. Hicks pauses, looks back through the hatch. Hears a distant CRASH, an inhuman cry. Takes a small bat of plastic explosive from his vest and squashes it against the edge of the bulkhead. Pulls a grenade from his harness, twists its neck in the delay-detonate combination, sticks in into the plastique, closes the hatch, and runs.

The smoke is getting worse.

INT. BLUE CONOURSE

Another of the white-tiled traffic-tunnels, this one identified by a wide band of blue along either side. A small vehicle has overturned, amid blood and torn clothing. Jackson and her party are skirting the wreck as Hicks catches up with them. Jackson whirls at the SOUND of running feet, bringing up the pistol.

HICKS Easy, Jackson!

JACKSON Where y'been?

A distant EXPLOSION shakes the tunnel, jarring loose several tiles. HICKS (low, so the others won't hear) They're following us. Left 'em something to slow 'em down.

JACKSON Might as well. Just try not to put a hole in the hull, okay? (coughs) Remember the air-scrubber...

HICKS Let's move.

INT. FREIGHT ELEVATOR

Bishop on his knees, running his hands delicately over the ribbed plastic flooring. The Queen HISSSES, BASHES the door. He finds a seam, levers up with his nails, gets a grip. Pulls. Sense of his android strength as the flooring comes up on pale streamers of super-glue. The elevator shakes with the Queen's fury. He finds a section of the floor that can be removed. Forces the glue-caked catches. Slams down with the heel of his hand -- the panel falls away, tumbling through smoke toward a point of fire-glow at the shaft's distant foot.

INT. SHAFT

Bishop lowers himself through the opening, dangles. An emergency service-ladder is recessed in one wall. He tries to reach one of the rungs with his foot, but the toe of his boot slips. Too far. He begins to swing back and forth like a gymnast, building momentum -- and lets go. Falls six feet before he manages to get a grip. He begins to descend the ladder. It's a long way down.

INT. BLUE CONSOURSE

The lifeboat party emerges, coughing, from a wall of acrid smoke.

REACTION SHOT:

dismay and amazement.

The tunnel has been sealed with a plug of Alien resin. Human bones, weapons, and Marine helmets protrude from the biomech convolutions of the resin-wall. Another of the six-wheeled military vehicles carriers is skewed across the tunnel in a pool of blood.

ROSETTI It doesn't want us to get out...

HICKS Bugs. Just fucking bugs... C'mon. (he climbs into the driver's seat of the carrier) We're taking the bus. Which way, Ops?

JACKSON (getting in beside him) Way we came, unless you think of something better.

HALLIDAY What's he mean, "bugs"? What is that thing? (pointing at the resin-plug) Where's Tom? Where's Tom?

SPENCE (taking her arm; leading her to the carrier) It'll be okay. Here, get up... There was an experiment. It got out of control. We have to go...

TATSUMI What kind of experiment?

HICKS (throwing the carrier into gear; cutting off their questions)

Come on!

INT. BLUE CONCOURSE

TRACKING on carrier, CLOSE on Hicks and Jackson. She takes a flat gadget from her jacket and flips it open; a miniature computer-map on anchorpoint, like a pocket video game.

As she wiggles a tiny joystick, EXTREME CLOSEUP on miniature color screen; she's looking for an alternate route to the lifeboats.

JACKSON (still studying the map) Left at B-83. We'll cut through Aquaculture, up to level to Aeroponics. We can get into Residential from there, then it's up a service tunnel behind the central mainframe...

HICKS Sounds complicated.

JACKSON Quickest way.

Flips the map shut. Spence is trying to comfort Halliday.

INT. AQUACULTURE FARM

An automated fish farm; factory space ranged with dozens of waist-high round white vats of dark green water. Low ceiling, dim light. Sweeps rotate slowly across the water in some vats; others are still, with floating green vegetation.

Hicks leads the party along a narrow aisle between the vats. Jackson pauses to check her map and watch; Hicks light a cigarette, leans his elbow against the nearest vat.

JACKSON We're doing okay...

The surface of the water behind Hicks' elbow erupts as the fish go into a feed frenzy. He yelps and jumps back, dropping his cigarette.

SPENCE Bass. They're just hungry... Ready to be harvested.

HICKS Sure. Let's get out of here, okay?

The others follow, keeping their distance from the vats.

INT. ELEVATOR SHAFT

Bishop jumps down, dodges a dangling power cable, squints through the smoke. Finds a manual emergency level that opens the shaft's door.

INT. TUNNEL

A blast of air fans the flames behind him as he steps out. The carrier is there, among the scattered crates, where Hicks left it. Bishop climbs in, tries the power. A feeble whine. Touches another button. The dash flashes "BATTERY RECHARGE." He climbs down and sets off along the tunnel at a jog.

INT. AEROPONICS FARM

State of the art. Epcot-style soilless cultivation. Tall A-frame structures of white styrofoam are studded with hundreds of precisely spaced plants, their roots watered by periodic bursts of high-pressure mist. Vegetables sprout from the sides of tapering styrofoam columns. All of the wreathed in mist under brilliant halogen lamps.

Hicks scans the chamber, gun ready, as the party emerges from a hatch

in the white deck behind him. Spence has to help Halliday, whose cheeks are streaked with tears. Rosetti's up last, clutching his pulse-rifle a bit too tightly, eyes darting around the chamber. HICKS Keep the safety on, Colonel. You could hurt somebody. He kneels beside the hatch, takes plastique and a grenade from his harness, and slaps together another bomb.

ROSETTI What are you doing?

HICKS They may be following us.

He closes the hatch over the charge and locks it. Halliday starts to weep

hysterically in Spence's arms; goes to her knees, then tries to curl into a fetal position on the white deck, shuddering, crying like a child. Rosetti rushes over as Spence is trying to get her to her feet.

ROSETTI They'll hear you!

Rosetti slaps Halliday's face, hard; eliciting a piercing scream.

Spence -- no hesitation -- punches him solidly in the face; his head snaps back and he's down, reaching for his rifle.

Tableau:

stunned

into silence by Spence's move; Rosetti with blood on his mouth and his hand on his gun.

JACKSON (to Rosetti; cocking her gun) Try it.

Hicks breaks the spell:

HICKS (drill sergeant bellow) Two minute fuse! Hall ass people!

The Lab Tech grabs Halliday, throws her over his shoulder, and runs.

The others scramble after him, including Rosetti, whose drive to self-preservation is paramount. Hicks and Spence take up the rear.

Hicks shoots her a grin as they run.

LONG SHOT down the aisle of aeroponic greenery, high-tech Hanging Gardens of Babylon, the lifeboat party approaching. Behind them, the hatch lifts off its hinges with the EXPLOSION, CRASHES back in a tangle of metal. Several of the party are thrown to the deck.

JACKSON (quietly; urgently; as the others pick themselves up) Hicks!

HICKS Yeah?

JACKSON Look...

She points down another aisle of aeroponic structures.

JACKSON (continuing) What the hell's that?

Two of the Styrofoam structures have been overgrown with a grayish parody of vegetation, glistening vine-like structures and bulbous sacs the echo the Alien biomech motif. Patches of thick black mold spread to the styrofoam and the white deck.

HICKS It was... cabbages or something...

TATSUMI (with the others) Come, please, Jackson! Which way?

JACKSON (gripping Hicks' arm; pulling him along) Spence said it did her monkeys, too... (raising her voice) Third door to the right!

INT. TUNNEL NEAR FUSION PACKAGE

Bishop comes loping down the tunnel, a certain effortless regularity evident in his run. Makes a turn into the chamber that houses the fusion package, Anchorpoint's power source. The chamber is spotless, well lit; the only sign of the current disaster is the smoke. The fusion package itself is no bigger than a Volkswagen bus, but it's obviously Anchorpoint's heart. Bishop climbs a narrow metal stairway to an overhanging control booth resembling the inverted turret of a streamlined tank. A mirrored disk is mounted on the face of the armored hatch, above a small slot.

SECURITY PROGRAM (V.O.) (bland feminine synthi-voice) Please identify yourself.

Bishop removes his dogtags. As he inserts one in the slot, he presses the palm on his other hand against the mirrored surface.

BISHOP Bishop, Science Officer, Hyperdyne A-slash-5, Mark 3, serial number PL3358172438. Permission to inspect software safety protocols.

SECURITY PROGRAM (V.O.) Permission denied. Inadequate rank. Please refer request to your immediate supervisor.

The slot tries to reject his tag. He shove it back in.

BISHOP Emergency protocols. Code Theta Five Three. Authority Rosetti comma Shuman.

SECURITY PROGRAM (V.O.) Permission denied. Inadequate rank. Please refer request to your immediate supervisor.

It ejects his tag. He drops his hand from the disk, stares at his reflection in the mirrored surface. Blinks. Re-inserts dog tags, palm on disk again.

BISHOP Emergency protocols. Code Theta Five Three. Authority Welles comma Fox.

The door HISSES open instantly. He climbs in.

INT. CONTROL BOOTH

Surgically clean, unused -- Jackson ordinarily runs the show from Operations. Bishop settles into the operator's chair, facing three blank monitors.

BISHOP Protocols, safety.

The central screen displays an elaborate menu.

BISHOP (continuing) Overload failsafes.

The left screen displays a shorter menu.

BISHOP (continuing) Bypass overload failsafes.

A red light begins to flash.

SECURITY PROGRAM (V.O.) Permission denied. Inadequate rank. Please refer --

BISHOP Cancel request. Request display overload failsafe software.

SECURITY PROGRAM (V.O.) Permission denied. Inadequate rank. Please refer --

BISHOP Authority Welles comma Fox --

The right screen displays an animated diagram, thousands of interweaving lines and symbols, moving ceaselessly, hypnotically. Bishop studies the screen with Zen calm, his hands poised like a pianist's above the keyboard.

And makes his move, a cybernetic reprise of the knife sequence that introduced him in "ALIENS." His fingers blur across the board with inhuman speed and

accuracy as he races the fusion softwares's security system.

The lines on the screen squirm and shift, A "window" begins to open... Faster.

Done.

Bishop gazes at the screen with might be the android equivalent of postcoital satisfaction, eyes bright. The screen displays a message: "OVERLOAD OPTION RESET"

He beings to reprogram the overload options.

INT. RESIDENTIAL (MARRIED CREW QUARTERS)

A maze of walls, doors (most of them open). Lights are on, but the smoke is thicker. Coughing, choking, Jackson shoves past the others into a large communal kitchen. On an electric range, smoke pours from a pot. She grabs an extinguisher and blasts the pot's blackened contents, turns off the element. Smoke abates slightly.

The quarters have an eerie Marie Celeste quality: food and drink on the table, a pack of cigarettes beside an ashtray. Spence pockets the cigarettes as shepasses; Hicks opens a large white thermos: steam. He sloshes coffee into a cup and drinks.

In the next room, a communal lounge, Spence leads Halliday to a couch and sinks down beside her, head in hands. Rosetti leans against an entertainment console, face blank, gingerly rubbing his split lip. SPENCE (head down) It's funny, but I had to win a contest to go through this. A science fair in Omaha, first in biology for all of Nebraska. Monoclonal antibodies... (she looks up at Rosetti) Then I got into Cornell. Another contest. It wasn't easy, getting out here. We all must've wanted it so bad, a whole generation, or anyway the ones like me.

ROSETTI (looks at her wearily) Idealists.

SPENCE Yeah. I guess so. Build a new world, find ways to live in it... But it wasn't supposed to be like this. And it might've worked. It almost did. Now look at it. Ending...

She sits up and hugs Halliday, whose eyes are shut tight.

SPENCE (continuing) What I want to know, mister, is why we had to bring you?

ROSETTI (massages his temples, then looks at her levelly) Funding.
SPENCE Yeah. I guess you're right. You paid for it, I guess you get to fuck it up.
HICKS (tossing her an apple) C'mon, time to move. Get her up?
SPENCE Sure.
She gets Halliday unsteadily to her feet.
They move out in a tight group, Jackson leading, Hicks taking up the rear, Spence biting resolutely into her apple.
ANGLE THROUGH A DOORWAY -- REACTION SHOT
as Halliday's eyes fill with a new and deep horror.
ANGLE -- THE ROOM
is a preschool, a cr_che, scattered with toys, the walls tapes with children's paintings.
HALLIDAY O God...
Spence and the Lab Tech hurry her on, out of the cr_che. Halliday snatches a ragdoll from a shelf as they pass...
INT. TUNNEL AWAY FROM FUSION PACKAGE
Bishop heads for the elevator shaft at his usual steady pace.
Approaches the open doors cautiously. Listens. Nothing. He edges in. Empty. The circuit fire has died down; melted insulation still SPUTTERS. He looks up the shaft. A long climb. He can make out the bottom of the elevator. He reaches up, grabs a rung, sets his left boot on another, straightens up -- and drives the jagged and of his broken knee joint through the side of his leg and the fabric of his fatigues in a gout of milky android blood. Hits the floor hard, the broken leg splayed at the hideous angle, the white fluid a widening pool.
Struggles to brace his shoulders against the wall. And reaches out to touch the ragged edge of artificial bone.
BISHOP (a scientific observation) Polycarbon...
INT. ENTRANCE TO FOOT OF MAINFRAME SERVICE SHAFT
leaving residential. Hicks and Jackson chivvy the party through a low, floor-level service hatch.
INT. SERVICE SHAFT
Party's POV, looking up: ladders, platforms, catwalks, bundles of fiberoptic lines linking the components of Achorpoint's computer mainframe, drifting smoke. The bundles loops of fiberoptics have a faint, pearlescent glow. Hicks, as usual is last up the ladder.
INT. LADDERS IN SERVICE SHAFT -- VARIOUS ANGLES
The party, climbing. Halliday still has the ragdoll. Hicks up last.
INT. PLATFORM IN SERVICE SHAFT
The Marine guard from Ops emerges through a narrow opening, Spence and Halliday follow -- and an Alien strikes from the shadows, ripping out his throat. Spence drives for his rifle as it skids across the

platform. Screams from the ladder below. The gun slips through her fingers, over the edge -- gone. Halliday cringes in a corner, cradling the ragdoll in her arms, as the Alien butchers the dead Marine, slashing the corpse to ribbons with its tail. It HISSES, turns its head. Spence freezes.

INT. LADDER IN SERVICE SHAFT

Hicks is desperately trying to fight his way past the others, climbing over them --

INT. PLATFORM IN SERVICE SHAFT

Spence snatches a drum of cable from a service cart and hurls it at the Alien, distracting it from Halliday.

The beast springs toward Spence, but she's already scrambling out along a

fragile-looking catwalk that quakes with her passage. The Alien pursues her into the forest of cables with a hideous agility. Hicks clammers up through the opening, too late. Spence and the Alien are out of sight.

INT. FIBEROPTIC FOREST

Spence flattened against the mainframe, heart thumping, terrified.

Takes a breath, look out between two glowing trunks of cable. Sees the Alien's back, fifteen feet away. She bites her lip and slips out, runs. It SCREECHES behind her. She blunders into another wall. A

ladder. Up the rungs, fast. Into a short narrow space lit by a single blue emergency light. No way out. She moves forward, hands sliding over a jumble of containers. SOUND of the beast swarming up the

ladder. She's below the blue bulb now, looks down at her hand on a flat plastic case stenciled "COLONIAL TRANS AP-49 FLARE SIGNAL OXY-ATMOSPHERIC 20MM." She tears at the catches --

The beast is almost on her.

She turns, bringing up the huge flare-pistol, and FIRES. The beast is blown backwards, off its feet, the igniting magnesium flare a white-hot chemical star burning in its guts as it flips back over the edge.

INT. PLATFORM IN SERVICE SHAFT

Hicks and the Lab Three see the burning Alien's fall as a weird pulse of light through the translucent cables.

LAB TECH What -- ?

HICKS (yells) Spence! Yo! Spence!

Hicks crosses the catwalk, followed by the Lab Tech.

Halliday stares after them over the head of her ragdoll.

INT. PLATFORM IN SERVICE SHAFT

The others have climbed up now. They watch Hicks, the Lab Tech, and Spence recross the catwalk. Spence has the flare-pistol around her neck on a lanyard.

JACKSON (checks her watch) Okay, people! Gotta move it now. Start climbing!

HICKS Halliday!

She rushes to the spot where we last saw Halliday. The ragdoll lies on the deck. Spence grabs it up, flings it instantly away at the touch of slime.

SPENCE (screaming) No! No!

Hicks pulls an olive-drab aerosol unit from his medical pack and drenches her hand with spray.

HICKS Jackson's right. We gotta move.

Rosetti is already starting up the ladder.

INT. ELEVATOR SHAFT

Bishop, climbing. He has his web belt cinched tight around his left thigh. The splintered bone is out of sight; the leg of his fatigues, below the belt, is soaked with fluid. He uses his arms and right leg to climb, the left leg swaying free -- grotesquely, in too many directions, like the limb of a broken puppet.

He shows signs of stress. The right knee might break at the next rung... He places it carefully, taking up most of his weight on his arms.

He checks his watch.

EXTREME CLOSEUP:

BISHOP'S POV -- UP THE SHAFT

It looks like forever.

INT. SERVICE SHAFT

Jackson uses a pistol-grip power-driver to unscrew a ventilator grill. Hicks shines his light into the opening, then crawls in. Jackson follows, then Rosetti...

INT. DUCT

Hands and knees, single file and barely room for that. Hicks has his flashlight clipped bayonet-style to his rifle. Jackson behind him, her cap reversed.

HICKS How we doin'?

Jackson stops crawling; flips open her map, her features visible in the glow of the tiny screen.

JACKSON Looks like another ten meters. Then we're into K-58-A and straight to the boat bays.

ROSETTI (V.O.) (hollow echo) Move! Hurry!

HICKS Yes, sir.

They move forward.

INT. CORRIDOR -- DUCT EXIT

Hicks and Jackson prepare to pull the others one at a time from the waist-high opening. It's evident that the duct, at this point, slants sharply down from the opening; it's round and smooth and difficult to climb.

INT. DUCT

From below, members of the party wedge their way up with knees and elbows.

INT. CORRIDOR -- DECT EXIT

Hicks and Jackson pull Rosetti from the duct, both his hands locked around his pulse-rifle; then the Lab Tech; then Spence; they reach the Tatsumi...

SCREAMS and frenzied BANGING from the duct. Tatsumi's eyes pop wide open and he screams. Hicks braces his boot against the wall and hauls him out -- with the jaws of a freshly-transformed new beast locked on his leg. Hicks whirls his rifle like an axe, the butt slamming into the thing's head. It HISSES and twists back into the duct.

INT. DUCT -- POV OF THE TRAPPED FIVE

as the beast slides toward them down smooth steel.

INT. CORRIDOR -- DUCT EXIT

Rosetti thrusts the barrel out of his pulse-rifle past Hicks, into the duct, and FIRES on full auto, emptying his magazine. Jackson drives for the gun as Hicks snaps him off his feet with a roundhouse punch. The back of Rosetti's head slams against the opposite wall and he slides to the deck.

Jackson's on him before he can recover, practically jamming the muzzle of the pulse-rifle down his throat.

JACKSON Y'know, always been part of me wanted to kill one of you motherfuckers...

Rosetti looks up at her.

ROSETTI Go ahead.

Very quiet. No sound at all from the duct. Tatsumi whimpers between clenched teeth as a wisp of acid smoke rises from his torn trouser leg. Hicks shines his light down into the duct.

HICKS Oh man... Forget it, Jackson. Anyway, it's empty.

He tosses her a fresh magazine.

SPENCE Hicks! The light!

She and the Lab Tech are crouching beside Tatsumi, slitting his pantleg with a knife, exposing the wound.

SPENCE (continuing) Watch out, it's on the cloth...

The Lab Tech yelps as a droplet of acid touches his hand. Hicks unclips his light and passes it to Spence.

SPENCE (continuing) On my God...

The Alien has taken a bite the size of a small grapefruit out of Tatsumi's calf; flesh and muscle are blackened, charred by the acid.

HICKS (unclipping a flat plastic kit from his harness) What's his name?

JACKSON Tatsumi...

HICKS Cocktail for ya, Tatsumi.

He opens the kit, takes out a gun-shaped hypo with a pressure tank.

HICKS (continuing) Can't get this on the Ginza, fella. Six times stronger than heroin, about eight other things in there to keep you up an' rockin'...

He jabs the needle through Tatsumi's pantleg; the unit HISSES.

HICKS (continuing) Get a Marine a year in the brig, playin' R&R with one of these...

Tatsumi moan softly as the shot hits him. Very clearly, in Japanese, he asks if it's time to go back on duty.

LAB TECH Wha'd he say?

SPENCE I don't know...

HICKS We'll have to carry him. (passes Spence a sterile dressing pack from his harness) Think you can get a dressing on that? Not bleeding much. Like it's cauterized. (to Rosetti) Get up, we're moving. (to Jackson) Think you better hang on to the Colonel's rifle.

INT. MALL -- ENTERANCE TO FREIGHT ELEVATOR

The doors look as though someone's gone after them with a giant can opener; they're ragged, gaping. Bishop's hands suddenly appear in the opening in the floor, grip the edge; he hauls himself up, arms quivering with strain. Last thing through is the useless leg; he has to pull it up with both hands.

He looks anxiously out into the mall. Nothing moving, no Aliens in sight. The queen's attack has torn loose a strip of alloy trim. Bishop bends it double for strength and begins to work it beneath the belt around his thigh, still keeping an eye on the mall.

INT. CORRIDOR TO ASSEMBLY POINT -- LIFEBOAT BAY

Hicks and Jackson slogging along, dragging Tatsumi between them, Spence with the flare pistol, then Rosetti and the Lab Tech. Smoke hangs in strata. Spence coughs. They're all feeling Anchorpoint's fire-depleted oxygen-level. Tatsumi looks terrible: flushed, eyes glazed, but he's feeling no pain. He weakly

attempts to sing a snatch of a Japanese pop song. CLOSEUP on his bandaged leg leaving a trail of yellow drops...

LAB TECH That's right, man. Not long now.

HICKS Hey, Jackson -- Goddamn, you were right.

He's pointing his pulse-rifle at a plastic sign mounted on the corridor

wall:

LIFEBOAT BAY 20 METERS

JACKSON (grins) Sure. Hadda map, didn't I?

They round a corner. Ahead is one of the blue lights and another sign:

LIFEBOAT LAUNCH ASSEMBLY POINT

SPENCE The others groups... Where's everybody else?

HICKS Hell, they coulda launched already...

JACKSON No.

She's looking at a wall panel with LEDs that indicate launch status of the lifeboats.

JACKSON (continuing) The boats are all here.

LAB TECH Then nobody else made it...

Rosetti ignores them, keeps walking.

JACKSON (looking after Rosetti) I shoulda greased him.

HICKS Shit. What's the point?

JACKSON The point? The point's he let 'em run their fucking experiments! He coulda stopped 'em! But he didn't! You tried, man, you and Bishop... He let 'em do it!

HICKS Shit no. He's just brass. He's just like you an' me, to the people who brought this down. Wouldn't do any good to grease them either.

JACKSON Bullshit! What not?

HICKS Because what you wanna grease is the company...

Rosetti breaks into a stumbling run as he nears the portal at the end of the corridor, the entrance to the lifeboat bays.

CLOSEUP -- ROSETTI

frantically punching a combination. Wants that door to open. Gets it: slides back smooth as silk, revealing a brightly lit room filled with pristine space gear and an indeterminate number of Aliens, their appendages tangled black and shiny as a fresh catch of eels.

ROSETTI No! Goddamn it! No!

ANGLE:

The Aliens stir as he throws himself back down the corridor toward the others. Hicks drops Tatsumi, who sags into Jackson's arms, and raises his rifle. FIRES a bolt past Rosetti, into the heart of the mass. Rosetti claws his way by as Spence lets loose with the flare-pistol. All the ammo she has but it's a big red distress flare straight through the portal; it bursts, crimson lightning, scattering the Aliens. Now everyone is backing down the corridor, the way they came, Jackson burdened with Tatsumi. Rosetti fumbles with the combination on another door. Hicks is SHOOTING as he retreats. Aliens come darting out past the dying cherry brilliance of the flare, SCREAMING down the corridor... The second door open for Rosetti -- he's through, the second Lab Tech on his heels.

INT. AN OFFICE

Dark -- only light from the corridor, even less are Rosetti immediately tries to slam and lock the door in Spence's face -- but the Lab Tech yanks him out of the way. The others tumble in, Jackson with Tatsumi in a fireman's carry. Hicks kicks the door shut and locks it -- as something SLAMS into it, hard. Jackson lowers Tatsumi to the carpeted

floor.

Hicks CLICKS the light on. Swings the muzzle of his gun around the room, circle of light jumping from one thing to the next. An office, larger than Rosetti's. 21st-century stylistics and a basic bureaucratic banality: fake teak, imitation leather. Framed portraits of beaming Weyland Yutani bigshots. Spence brushes a square object of a shelf -- the base of a small hologram- projector. A glowing DNA helix springs up.

HICKS Don't touch anything...

LAB TECH (to Jackson, pointing at Rosetti) He tried to lock the door, lock us out...

JACKSON (pulling the automatic from her jacket) Rosetti...

HICKS Forget it. That's what he wants. You really wanna do 'im the favor?

JACKSON Waddy mean it's what he wants?

HICKS I've seen it before. In combat.

Rosetti backs away from them.

SPENCE (V.O.) Hick, come here... I think it's Trent...

He finds her around the corner of a padded partition that screens a desk- console from the rest of the room. His light finds the lab-coated corpse sprawled in the chair behind the desk, a quarter of its skull blown away, dried blood spattered across the bulkhead, a service automatic locked in rigid fingers.

HICKS (shrugs) Did himself. Hey, Rosetti! C'mere!

Rosetti looks around the edge of the partition, sees Trent.

HICKS (continuing) That's it, man. That's what it looks like. You don't chill out quick, somebody'll do the same for you.

ROSETTI (stares at the corpse) Brilliant man. Company man. Very... ambitious.

Hicks takes the light off the corpse, plays it around the cubicle. A shredder, empty file folders, a bulging plastic sack of shredded documents.

HICKS Yeah...

Hicks swings the light across the wall behind Trent's desk.

SPENCE The wall, Hicks!

She's spooked him; the safety's off the pulse-rifle. But there's nothing on the wall, only framed diplomas, and between them a few stenciled letters...

SPENCE (continuing) Jesus Christ! It's a lock, Hicks! Airlock!

She clambers over the desk console, shoves the corpse out the way, and tears the diplomas from the wall, revealing the outline of a hatch and the stenciled notice:

EMERGENCY AIRLOCK - EXIT TO HULL-SECTOR 308

A CRASH from the corridor as Alien hurls itself against the door.

SPENCE (continuing) It's a chance! The only chance we've got! We get out on the hull, cross to the boats. We can try to get into one that way, from outside...

Hicks looks down at his watch. 2146 HOURS. If Bishop's managed to set the fusion package to blow at 2200 hours -- they don't have a hope in hell.

But why spoil it for Spence?

HICKS Let's go for it.

Spence hauls on the red airline-style inset handle of the emergency airlock. The handle flips down and the hatch pivots smoothly open, a light inside goes on, and the eternal synthi-voice announces:

ANNOUNCEMENT This is a five-man emergency atmosphere lock, exit to Hull Sector Three-oh-eight, equipped with five Mark Twelve emergency suits. Each Mark Twelve suit is charged with a two-hour air supply and is equipped with automatic radar beacon, inter-suit radio, and magnetic sole plates. If you should experience difficulty with either the O-rings of the velcro strips, please activate the secondary program for additional advice.

JACKSON There's six of us...

Space suits swings from a rack, each helmet a different color.

Rosetti's pressed up close behind her, eyes fixed on the suits.

JACKSON (continuing) Fuck off, Rosetti; anybody stays, it's you

LAB TECH (O.S.) Light, quick! Something's...

The Lab Tech is backing away from Tatsumi, who lies on his back on the carpeted deck, mouth gaping, eyes showing whites. A tearing SOUND as Hicksspotlights Tatsumi's bandaged leg -- where the dressing is bulging, moving, seeping yellow fluid. A new-model chest-burster flails its way out of the wound and shuttles into the shadows beneath a chair. Twin red spots appear on Tatsumi's white shirt; two more of the things rip their way out through his stomach as he arches backwards, groaning -- the groan cut off as a fourth chest-burster pops from his mouth...

Jackson brings her pistol up with both hands, arms locked, and SHOOTS Tatsumi in the head.

HICKS Get in the lock! Suit up!

INT. EMERGENCY LOCK

Hicks pulls the inner door shut. The lock is white, bright, a very tight fit for the five of them. The Lab Tech reaches for one of the hanging suits, yells as a blood-slick chest-burster loses its grip and tumbles out of the suit's open front.

LAB TECH Aaaaah!

Hicks shoulders the door -- just a crack; it doesn't want to open -- as Rosetti grabs a helmet and swings it underhand, knocking the little horror out of the lock. Hicks gets the door shut again.

Spence is shuddering. Rosetti is putting the helmet on, reaching for his suit.

SPENCE J-jesus, Rosetti... How'd you do that?

ROSETTI (beat) I used to be a soldier

They hurriedly strip to their underwear and struggle into space suits. Rosetti has the yellow helmet, Hicks red, Spence blue, Jackson green, and Lab Tech orange.

Spence is sealing up her space suit over freckles and a military-issue bra; Hicks sealing his over dog tags and his acid-scarred chest.

ANNOUNCEMENT Please be seated. Fasten lapbelts.

Narrow ledges on either side of the lock. The five sit, step in. Spence and the Lab Tech closest to the outer door. Hicks and Jackson are opposite them.

ROSETTI (filter; suit radio; turning his helmet to face Spence) You're right, Spence. I should have tried to stop them. It would have done no good, of course, but I should have tried...

SPENCE (filter; suit radio) When we get back, there'll be a board of inquiry. You can tell them, Colonel, tell them what happened. Help them find the ones who were responsible...

ANNOUNCEMENT Ten-second warning. Activating outer hatch.

Rosetti's helmet turns slowly toward her. Through his faceplate bubble, the canceled eyes and blood-streaked drool of the Change...

JACKSON (filter; suit radio) He gone! Jeeees-us!

As blood wells up into Rosetti's helmet, filling it completely, and something dark begins to strike the inner surface of his faceplate, violently, again and again. The space suit hunches through inhuman postures --

As the outer hatch pivots out on hydraulics, the vacuum sucking small loose objects out into the void.

The new beast in Rosetti's suit snaps the heavy nylon lapbelt and lunges at Spence.

HER POV:

as the blood-bubble strikes her faceplate, the fanged tongue working like a piledriver, starting to split the tough plastic of Rosetti's faceplate -- tiny bubbles of blood along the first hairline crack.

ANGLE:

The Lab Tech unfastens his lapbelt and grapples with the suited beast, pulling it off Spence.

Hicks is wrestling with his pulse-rifle, pinned to the bench by the struggle.

The suit radios are filled with the beast's thick gurgling ROAR. As it turns on the Lab Tech, flings him out through the open hatch, and

bounds after him.

EXT. HULL -- AIRLOCK

Vacuum. Zero gravity.

The thing in Rosetti's suit catches the Lab Tech in mid-tumble, its gloved hands spread like talons, grips the Lab Tech's helmet and collar-joint in either hand, and rips his helmet off. Air explodes from the neck of his suit, lifting his air in a three-second gale that freezes instantly, becoming a small cloud of ice crystal. The Lab Tech's eyes are frozen marbles. He goes cartwheeling slowly across the hull as the beast grabs a protruding strut and spins to dace the airlock with a terrible balletic grace.

Hicks is in the hatchway. He raises the pulse-rifle, pulls the trigger. The ammo-counter flashes 00, empty. Jackson reaches past him with a fresh magazine. Hicks slaps it into the gun as the beast launches itself toward him from the strut. He FIRES. The space suit EXPLODES in a cloud of blood and acid.

Hicks bounces awkwardly out over the rim of the hatch, followed by Jackson and Spence.

Beat. Anchorpoint's hull stretches away to its own horizon, a flat gray expanse broken by various structures. The body of the Lab Tech is tumbling slowly out into space.

SPENCE (filter; suit radio; looking after the vanishing Lab Tech) I never even knew his name... Hicks... Hicks, are we gonna make it? Hicks' gloved hands is closed around something small. He opens it, looks down. His watch. 2159 HOURS.

Hicks looks into her eyes as if he sees her for the first time. HICKS (filter; suit radio) Make it? Yeah... Sure we make it.

He gives her a desperate grin.

His gloved hand, still holding the watch, takes her.

SOUND of the watch's alarm: 2200 HOURS.

Hicks' eyes are shut tight.

Nothing happens.

SPENCE (filter; suit radio) Hicks? Hicks, are you okay? What is it?

He opens his eyes. Looks at her. Releases her hand.

EXTREME CLOSEUP ON WATCH

2201 HOURS

ANGLE:

SPENCE (filter; suit radio) You okay?

Hicks flings watch away. It tumbles out slowly, level with the deck, keeps tumbling...

HICKS (filter; suit radio) Okay, Ops, which way to the boats?

JACKSON (filter; suit radio) Got me, man. The map was just for the inside...

HICKS (filter; suit radio) See that radio mast? Let's try that way. They set out in single-file across the hull, Hicks leading, Jackson bringing up the rear. The radio mast, visible above the horizon, is the tallest structure in sight, a steel thorn slanted toward the stars. Behind them, the airlock remain open, spilling light...

EXT. HULL -- LONG SHOT

Three tiny figures, their helmets bright dots of color against the monotone hull-plain: red, blue, green.

VOICE OVER:

EXT. HULL -- ANOTHER ANGLE -- LONG

Shadows tangle in the light from the lock. Moving. Black talons slip over the hatch rim, followed by an eyeless Alien mask. Then another. The creatures are entirely unaffected by cold, by vacuum...

EXT. HULL -- APPROACH TO LIFEBOAT BAYS

Hicks, Spence, Jackson. Hicks gestures with his rifle: the prows of the boats.

HICKS (filter; suit radio) There you go, Ops.

JACKSON (filter; suit radio) Good navigating...

HICKS (filter; suit radio) Good guessing. Still have to get into one of the damn things...

Spence loses her footing as she climbs down a ledge, goes into a slow-motion, zero-g roll; Jackson grabs her.

EXT. HULL -- SHOT FROM UNLIT LIFEBOAT INTERIOR THROUGH A PORTHOLE

Hicks is approaching. Closer. His gloves on the porthole. His helmet-bubble CLICKS against it. The beam of his light stabs in, swings from side to side, blinks out.

EXT. HULL -- LIFEBOAT BAYS

Hicks straightens up from the porthole.

HICKS (filter; suit radio) Looks good. Good as it gets. How the hell we get in?

JACKSON (filter; suit radio) I can run a bypass on the hatch latches, but I need a hotwire...

SPENCE (filter; suit radio; starting to climb up the side of the boat) I can strip some cable off the solar cells...

HICKS (filter; suit radio) Open it that way and we lose the air.

JACKSON (filter; suit radio) We'll have to draw the backup off the tanks. Won't matter once we're in hypersleep. No other way...

EXT. TOP OF LIFEBOAT

Spence's POV for helmet as she crouches over a flat, rectangular solar cells and tugs with her gloves tips at a small access port. She keeps losing her grip; the space suit's gloves aren't designed for fine work.

SPENCE (filter; suit radio; talking to keep her head together) Like the

science fair. I had to scrounge everything... Spent a month desoldering a TV I got out of my uncle's basement...

She manages to get the cover off -- it tumbles backward -- upward -- with the momentum on its removal. Spence peers at a densely packed mass of color-coded wiring.

SPENCE (continuing; filter; suit radio) Hey, Jackson, you want anything in particular?

JACKSON (filter; suit radio) How about twenty centimeters of the red and green stuff?

Spence begins to fumble with the wiring.

SPENCE (filter; suit radio) Right. Want anything else while I'm here?

JACKSON (filter; suit radio) Coffee and a danish. Black, one sugar.

EXT. HULL -- LIFEBOAT

Hicks and Jackson are trying to open the larger accessport, this one beside a porthole set into a rectangular hatch in the bow of the lifeboat. It isn't easy. Hicks manages to hook the pulse-rifle's buttplate under the edge of the cover. He uses the barrel as a lever. The buttplate slips.

HICKS (filter; suit radio) Shit.

He tries again. The cover pops open: move wiring, hydraulics. Jackson begins to paw at the wiring.

EXT. TOP OF LIFEBOAT

Spence's POV as she looks down at her prize, a length of red and green wire.

SPENCE (filter; suit radio) They're out of coffee, but I got you hotwire...

Spence's POV as she glances up, across the hull -- and sees a dozen advancing Aliens.

SPENCE (continuing; filter; suit radio) Hicks! They're coming! They don't need suits!

EXT. HULL -- LIFEBOAT

Hicks whirls around with the rifle, too quick a move for zero-g; momentum spins him around and he rolls, out past the prow, but manages to come up SHOOTING. Take out the two foremost Aliens at about twenty yards. The rest scuttle for cover.

EXTREME CLOSEUP:

on ammo readout:

ANGLE:

Hicks gets to his feet, take a step back, and nearly tumbles again; he's bumped into another emergency airlock, this one still sealed. He climbs back across it and crouches against the raised housing, using

it to steady his aim. The Aliens charge again. Five SHOTS, five Aliens blown apart. The rest get out of sight.

EXTREME CLOSEUP:

on ammo readout:

ANGLE:

Six inches from Hick's faceplate, on the airlock hatch, a red light blinks on. The lock starts to open. Hicks scrambles back, the rifle ready at his hip, as the hatch opens -- and a space-suited figure straightens up, a yellow helmet...

CLOSEUP -- HICKS -- REACTION SHOT

HICKS (filter; suit radio; an instant of profound confusion) Rosett...?

ANGLE:

The Aliens charge. The figure turns, bringing up a pulse-rifle.

CLOSEUP ON BISHOP -- THROUGH FACEPLATE

as he hoses a full clip in to the Aliens, killing them all.

BISHOP (filter; suit radio) Hicks, help me out of the lock...

ANGLE:

Hicks takes Bishop's arm and hauls him over the rim; the android's left leg is braced with the length of metal from the elevator, strapped to the space suit with heavy silver tape.

HICKS (filter; suit radio) What happened? You didn't blow the fusion back at twenty-two hundred,

Bishop passes him a fresh clip of ammunition.

BISHOP (filter; suit radio) Two overload is scheduled for twenty-two-thirty.

HICKS (filter; suit radio) Why?

BISHOP (filter; suit radio) I thought you might need the time.

JACKSON (filter; suit radio) Bishop? Hick! Come on, we gotta get his happening!

Hicks help Bishop across the hull.

EXT. HULL -- LIFEBOAT

CLOSEUP on Spence and Jackson crouching by the open service port.

They've made a rainbow spaghetti out of the port's wiring, but Jackson holds one raw end of the hotwire. Spence looks up as Hicks and Bishop arrive.

SPENCE (filter; suit radio) What happened to you leg?

BISHOP (filter; suit radio) Molecular fatigue.

HICKS (filter; suit radio) Bishop says we gotta go now.

JACKSON (filter; suit radio) No shit... Well...

She thrusts the hotwire against a contact, producing a burst of sparks. Nothing happens.

Tries again.

Nothing.

JACKSON (continuing; filter; suit radio) Third time's a charm.

A bigger burst of sparks. The hatch suddenly pops open with a rush of escaping AIR.

JACKSON (continuing; filter; suit radio) How damn! Okay!

Jackson ducks, wedges helmet and shoulder through the opening -- and a queen-sized stinger erupts through the back of her neck, slicing the suit's alloy collar ring like butter. Brief but horrible SOUND on radio.

SPENCE (filter; suit radio) Jackson!

Jackson's being drawn into the opening by the unseen queen. Spence clutches furiously at Jackson's suit, trying to pull her back...

HICKS (filter; suit radio) Forget it! She's gone!

BISHOP (filter; suit radio) Hicks!

Hicks and Spence turn. REACTION SHOT. What they see makes her forget trying to save Jackson's body.

The boots of Jackson's space suit vanishes through the lifeboat hatch. A queen, her crest rising against the stars, leads the swarm against them in a solid wave...

Hicks pumps the pulse-rifle's grenade launcher, sheer reflex, no consideration for the effect of recoil in zero-g (pulse-charges have been assumed to be recoilless). The recoil kick him back against the lifeboat as the BLAST takes out five of the charging Aliens; sharp CLANG of his helmet against the boat's hull.

CLOSE THROUGH FACEPLACE

Hicks losing consciousness.

ANGLE:

Bishop stands alone against the advancing swarm, the boot of his locked suitleg wedge into a narrow channel in the hull. He FIRES with a robotic accuracy, the rifle pivoting like the barrel of an automated gun turret.

CLOSE ON BISHOP'S EXPRESSION

No anger, no fear -- just total absorption in the task at hand.

ANGLE:

Spence had Hicks' gun, is dragging him to his feet.

EXTREME CLOSEUP:

on Bishop's ammo readout: working down to 01, steady as seconds on a

stopwatch --

ANGLE:

His last round is for the towering queen -- Android's don't miss. Straight into the jaws. Her head explodes.

But the headless body doesn't stop. It stumbles, tumbling forward, flips over, the vast abdomen with its lashing stinger outlined against the stars...

As Bishop tugs his wedged foot free and rolls, as the stinger whips down to gouge a chunk of bright steel from the hull. The carcass smashed into the lifeboat. The swarm twitches, hesitates. With the loss of the queen's unifying intelligence, the Aliens are reduced to their usual level of instinctual action.

HICKS (filter; suit radio) Bishop! Come on!

Hicks, with Spence, is fleeing across the hull, taking long zero-g leaps -- one more worries about drifting away!

SPENCE (filter; suit radio) The mast, Bishop! The Radio mast!

Bishop starts after them, abandoning his empty pulse-rifle, trying to bound along on his good leg, the stiff one obviously in his way, three Aliens rapidly gaining on him. He loses his balance...

Hicks and Spence have almost reached the foot of the radio mast. Handholds lead out to the tip.

Hicks sees Bishop struggling to right himself, the Aliens closing in. Snatches the rifle from Spence.

HICKS (filter; suit radio; to Spence) Go on! Get out there!

Hicks recrosses the hull to Bishop. SHOOTS the nearest Alien, gets a grip on Bishop's suit, pulls him up, tries for the second Alien but misses. They start for the mast, Hicks FIRING back at the swarm. Spence is a third of the way out on the mast, body drifting in space, clinging to a handhold.

Hick and Bishop haul themselves hand-over-hand along the mast.

BISHOP (filter; suit radio) The fusion package, Hicks... Overload...

HICKS (filter; suit radio) Yeah... But it means we win... Come on.

The swarm closes around the foot of the mast in a single writhing mass. One spring onto the handholds and scuttles out along the mast like a spider.

Hicks BLOWS it off.

EXTREME CLOSEUP:

on ammo readout:

BISHOP (filter; suit radio) Four minutes to overload.

ANGLE:

Hicks blasts another Alien -- as a deafening SQUAWK of feedback rattles the suit radios, followed by a waves of STATIC.

EXT. SPACE

The U.P.P. interceptor, pitted and scorched by the nuking of Rodina, settles toward Anchorpoint on steering jets.

CLOSEUP ON A GUNPORT

sliding smoothly open, reveal the vicious-looking snout of a Gatling-style pulse-cannon.

EXT. MAST -- FROM HICKS' POV

as a stream of withering fire cuts a swathe thorough the swarming Aliens.

VIETNAMESE COMMANDO (V.O.) (filter; over static and screaming harmonics) Come! You come!

Followed by a frantic burst in her own language.

EXT. SPACE -- FROM MAST

Spence's POV as the interceptor nears the mast tip, the cannon still pumping. The airlock in the interceptor's lower surface slides open. Light from inside.

Spence kicks off from the mast, manages to grab the rim of the interceptor's airlock.

Hicks FIRES his last round into an Alien on the mast.

The interceptor still coming down, crumpling the tip of the mast in a burst of sparks as Hicks and Bishop kick off. Hicks grabs Spence's free hand; Bishop grabs Hick's ankle. Spence hauls them all into the cramped space of the airlock. The lock closes as an Alien launches itself from the mast...

INT. INTERCEPTOR AIRLOCK

SOUND of the Alien as it slams into the lock. Hicks, Bishop, Spence are crammed in like sardines.

EXT. INTERCEPTOR LOCK

The Alien scrabbling furiously for a hold...

INT. INTERCEPTOR

As the inner lock opens and the commando plunges her tattooed arms in to yank Spence free. Spence fumbles with her helmet and snaps it off. Bishop pulls himself from the lock; in spite of his leg, he dives for the ship's controls. His hands dart from one switchboard to the next. Nothing happens. He look up through his faceplate at the commando.

BISHOP (voice muffled by his helmet) Go!

She looks at him impassively. Beat. Then reaches past to press a sequence of three buttons.

EXT. SPACE

The interceptor. The Aliens cluster like aphids along the mast. The interceptor's ENGINES erupt in a gout of flame.

EXT. SPACE -- ANOTHER ANGLE

The Alien on the airlock loses its grip, tumbles into the rocket blast.
EXT. ANCHORPOINT -- INTERCEPTOR'S POV
The station is receding
The fusion package goes overload.
WHITEOUT. Beat.
FADE TO BLACK.

FADE IN:

A SINGLE STAR:

Then another star. Then the interceptor, adrift, showing no lights.
EXT. INTERCEPTOR -- ANOTHER ANGLE
Additional damage visible from the Anchorpoint blast.
INT. INTERCEPTOR
Dim light. The commando is slumped against a wall of dead switches, watching Bishop. Hick, Spence, and Bishop wear their space suits, minus helmets and air tanks. Bishop is bending over a panel of exposed circuitry, working with a delicate probe. His suit is open to the waist; he wears a miniature worklight on a band across his forehead. Spence is asleep, her head on Hicks' lap.
HICKS Bishop...
Bishop looks up, the beam of the worklight glaring in Hicks' eyes.
BISHOP Yes?
HICKS Bishop, are Spence and I... I mean... Are we infected, man?
A small steady tone SOUNDS, muffled inside Bishop's suit. He puts the probe down and reaches into his suit, bringing out his wristwatch. He looks at the time. The tone stops. He puts the watch down and looks at Hicks. Beat.
BISHOP No, you aren't. I obtained solid parameters on the incubation period... Neither of you is a carrier. Neither is she. (glancing toward the commando) Although I couldn't be certain until...
HICKS Your watch? Until your watch went off?
BISHOP Yes.
Bishop reaches into his suit again and brings out a service automatic. The commando says something angrily, wearily, in her own language. Bishop hands her the gun. She tosses it aside with evident disgust, curls up, eyes closed.
HICKS That was for us? If we were...
BISHOP Yes. (he looks at the commando again) She's dying, Hicks. Radiation poisoning...
HICKS Can we do anything?
BISHOP No.
Spence groans in her sleep. Hicks absently smooths her hair back from her eyes.

BISHOP You're a species again, Hicks. United against a common enemy... Hicks moves Spence's head, pillows her on a folded jacket, swings his way over to the commando, offers her water from a plastic bottle. She refuses it.

HICKS Yeah?

BISHOP The source, Hicks. You'll have to trace them back, find the point of origin. The first source. And destroy it.

HICKS I dunno, Bishop. Maybe we just oughta stay out of their way...

BISHOP You can't, Hicks. This goes far beyond mere interspecies competition. These creatures are to biological life what antimatter is to matter.

HICKS How do you mean?

BISHOP There isn't room for the both of you, Hicks, not in this universe.

HICKS That's crazy, Bishop...

BISHOP No. You're already at war, Hicks. War to extermination. The alien knows no other mode.

HICKS Hell, man, we been at war all my life. Near enough, anyway. With her. (he looks down at the commando) With all her brothers and sisters. That's what got us into this shit in the first place!

BISHOP But now you've seen the enemy, Hicks. So has she. She's not it. Neither are you. This is a Darwinian universe, Hicks. Will the alien be the ultimate survivor?

Hicks doesn't answer. He just looks at Bishop. Bishop goes back to his circuitry.

CLOSE on Spence's sleeping face, and the face of the dying commando.

DISSOLVE TO:

EXT. SPACE

Approach of a large ship.

The PING of homing radar.

ANGLE ON THE HULL

As it slides past, enormous letters: KANSAS CITY.

EXT. SPACE - ANGLE UP

From below Kansas City as a wide bay opens.

The interceptor comes INTO FRAME and is drawn up into the brightly-lit hold.

The bay closes.

EXT. SPACE

Kansas City. Receding. Gone.

The stars.

FADE OUT.