

CLOCKWATCHERS
Keepers of the Doomsday Clock

FADE IN:

EXT. DOWNTOWN (DETROIT) - DAY

The skyline gleams. The green giant Spirit of Detroit statue holds the golden sun in his left hand, and a gold man, woman and baby in his right.

INT. FBI OFFICE BREAK ROOM - DAY

A blazing birthday cake is under the FBI Emblem and a photo of Richard Nixon. The STAFF sing off key.

STAFF

"..Happy birthday, dear Fra-ank,
happy birthday to youuu!"

CLOSE - CAKE

26 small candles ring the top. Two large 2 and 5 candles are in the center. The icing writing is --

HAPPY BIRTHDAY
FRANK

FRANKLIN ALYCE "FRANK" PONDER (25) Senior Agent, blows out most of the candles and must blow two more times to snuff them all. The STAFF CHUCKLES. He smiles weakly.

STAFF (cont'd)

Einstein! Nerd! Speech! Speech!

FRANK silences them with upraised hands. He is tall and athletic. He has dark brown hair, moustache and sideburns, a gray suit and black oxfords. He wears thick black-framed glasses which magnify his brown eyes to the size of half-dollars. He spits his mint into a napkin.

FRANK

Thanks, everyone. Good job,
everybody.. Okay. That's it.
Thanks.

Frank smiles a little. The STAFF LAUGH and APPLAUD. He receives hard back slaps. The DIRECTOR (50) silences them.

DIRECTOR

Late night on Hoffa. You know what's expected. No leaks, no plumbers. You asked about Nixon's speech at nine. It's the end of Watergate, so yes, we'll watch. Okay. Hit it. Frank. I'd like a word. Happy birthday, Supervisor. Your early promotion went through.

FRANK

Thank you. I appreciate you going to bat for me.

DIRECTOR

You earned it. Okay. Hit it.

INT. FBI OFFICE - NIGHT

The TV is ON and tuned to NIXON'S final address. The Staff stand in front of the set. Their shirt sleeves are rolled up. Nixon wraps it up.

NIXON (ON TV)

To have served in this office is to have felt a very personal sense of kinship with each and every American. In leaving it, I do so with this prayer: May God's grace be with you in all the days ahead.

THEY APPLAUD and high five.

FRANK

All right. Gotcha! Bye!
Good riddance!

STAFF

Screw you! Liar! Loser!
Crook! War criminal!
Asshole! Fucker!

EXT. FEDERAL BUILDING - NIGHT

Frank walks toward the nearly empty parking lot. AMANDA GARPS (54) Commander of the Clockwatchers approaches. She is tall with auburn hair and military posture. She wears a midnight blue uniform. He moves right. She moves left.

AMANDA

Special Agent Franklin Alyce
Ponder.

She speaks with a Midwestern twang.

FRANK

Excuse me?

AMANDA

Your next boss sent me.

She hands Frank a --

INSERT - BUSINESS CARD

Amanda Garps, Ph.D.
Managing Partner
Infinity Executive Recruiting

FRANK

My next boss. That's a new one.
Sorry. I'm not interested.

He side steps her and goes. She walks with him.

AMANDA

Just suppose there was a unique
opportunity which would give you
greater compensation and a shorter
commute. You'd want to know more.
Wouldn't you?

He stops. She faces him.

FRANK

Interesting but no. Thanks.

AMANDA

Why not? If it's interesting?

FRANK

Your approach, not your offer.
Look. I love the people and I love
my work. Money? I'm comfortable.
Commute? Sorry I'm going home.

He walks. She follows along side.

AMANDA

I'm offering more authority to
discharge your responsibilities.
Power to make a huge difference.

FRANK

Right. Huge. Thanks. We're done.

AMANDA

Can't hurt to listen.

He stops and turns to her. His HEART beats LOUDER.

FRANK

How do you know my middle name? I changed and erased it years ago.

AMANDA

It would hurt your late uncle.

FRANK

What!?

AMANDA

What else do you want to know about you Supervisor? Feeling anxious orphan? Relax. The future unfolds from long-planted seeds.

FRANK

Okay, Ms. Garps. I want to know more.

The SOUND of his HEARTBEAT morphs into a TICKING clock.

EXT. DEEP SPACE - NIGHT

A NARRATOR who has a voice like Walter Cronkite or Tom Brokaw introduces The Clockwatchers.

NARRATOR (V.O.)

No one else knows the secret of life. Peel back the facade of reality. Glimpse the whole truth.

EXT. BIKINI ATOLL - DAY

A hydrogen BOMB EXPLODES and produces a mushroom cloud.

NARRATOR (V.O.)

In 1947 the scientists who made the Bomb created the Doomsday Clock to show how near we are to midnight and annihilation.

EXT. AREA 51 (NEVADA DESERT) - NIGHT

A FLYING SAUCER HITS the ground with a BOOM and fireball.

NARRATOR 1 (V.O.)

They also investigated the Roswell Area 51 alien crash landing. The findings were alarming.

EXT. BLACK BACKDROP - NIGHT

Seven people stand backlit casting long shadows.

NARRATOR (V.O.)

To prevent global destruction, they created a special operations squad unknown to all. The Clockwatchers.

CLOSE - DOOMSDAY CLOCK - SEVEN MINUTES TO TWELVE

The TICK TOCK and the image FADE.

SUPER:

MARCH 28, 1979 - FOUR A.M.
PENNSYLVANIA

EXT. SUSQUEHANNA RIVER SIDE DRIVE - NIGHT

A petite WOMAN IN a BLACK body suit runs. Only her dark eyes show. She moves super-humanly fast toward a tall power-line tower. She quickly climbs. Across the river looms a nuclear power plant. She reaches the top and extends her hand toward the high voltage wire.

As she grasps it, IT SPARKS and CRACKLES. She grins. Pulling herself up she runs on the wire high above the river. She reaches the reactor side and jumps from the tower to the ground.

EXT. POWER PLANT - NIGHT

She runs toward the cooling system building.

CLOSE - SIGN

THREE MILE ISLAND
ANCILLARY BUILDING

The Woman in Black climbs forty feet like a speeding lizard onto the --

EXT. ANCILLARY BUILDING ROOF - NIGHT

-- and opens the rooftop access door and sneaks inside.

INT. CONTROL ROOM - NIGHT

The SENIOR ENGINEER sits to the right of his ASSISTANT ENGINEER. They monitor instruments and adjust controls.

ASSISTANT ENGINEER

We're at 97%. Looks good. Break time.

He lights a cigarette and walks to the coffee pot.

INT. ANCILLARY BUILDING - NIGHT

The WHINE of TURBINES is deafening. The Woman In Black looks down the metal stairs then jumps over the railing to the floor and lands like a cat.

It's a maze of pipes and valves; of wires and cables. She creeps to a control panel next to several valves.

CLOSE - MAIN COOLING FEEDWATER PUMP VALVE

She closes the VALVE. WHOMP! The PUMP stops. The WHINE of the TURBINES SLOW. She grins and slips into the shadow.

INT. CONTROL ROOM - NIGHT

An ALARM CLANGS.

SENIOR ENGINEER

What the!?! Main feed's down.
System pressure is up. Bleed it!

The Assistant Engineer spills his coffee and jerks his feet off the console. His cigarette hangs from his lip.

ASSISTANT ENGINEER

Whoa! Gotcha.

He throws switches and presses buttons.

ASSISTANT ENGINEER (cont'd)

Opening cooling relief valve.

EXT. CONTAINMENT VESSEL - NIGHT

Steam pours from the valve exiting the roof of the dome.

INT. CONTROL ROOM - NIGHT

CLOSE - COOLING PRESSURE RELIEF VALVE GAUGE

It falls from red to yellow then green.

SENIOR ENGINEER

That's better. That's the ticket.

The Assistant Engineer flips switches and presses buttons. The LOUD ALARM ceases.

ASSISTANT ENGINEER

Relief closed and readying main feed restart.

The Senior Engineer lights a smoke and sucks deeply.

INT. ANCILLARY BUILDING - NIGHT

The Woman in Black moves cautiously in and out of shadows toward a large bank-vault. She turns the combination dial, quickly unlocks and opens the three-foot thick door. She enters a ten foot-long steel tunnel and opens the vault door at the other end.

INT. CONTAINMENT VESSEL - NIGHT

She steps out of the tunnel, walks to the large pressure tank and quickly climbs the ladder to the top. She reopens the main cooling pressure relief valve. STEAM WHOOSHES. She grabs the power cable. IT SPARKS.

She touches the "Trouble Light" wire and shorts it out. The red light turns green. She grins and jumps down into the dark tangle of pipes, vents and machinery.

INT. CONTROL ROOM - NIGHT - SAME TIME

The red light turns green.

SENIOR ENGINEER

Go for main restart.

ASSISTANT ENGINEER

Done.

Senior Engineer takes a drag. He blows smoke rings followed by a cloud of smoke. The ALARM BLARES again.

SENIOR ENGINEER
WHAT THE? Crazy! These say
everything's okay! Hit all resets!

INT. CONTAINMENT VESSEL - NIGHT

Her earbud PHONE BEEPS. She answers and moves in and out of darkness toward the fuel-rod pool.

WOMAN IN BLACK
Yes, Chancellor. I will remain..
Yes, an honorable death.. Re-
assemble me from stardust. Hail
Syccom! (SIGH comb) Prevail or
suffer!

The WATER in the pool BOILS. She dives in.

INT. FOCAL POINT - NIGHT

The Focal Point is the hub of Clockwatcher surveillance. It is a 35 foot diameter geodesic dome. The white, chrome and brushed stainless inside is covered with touchscreens showing data or various terrestrial and alien TV shows.

BLEARY, an eight-foot tall eight-armed thing, monitors threats. It's the Masonic pyramid on the back of a dollar bill. It has all-knowing eyes at the top of each side. They rotate slowly around. Bleary observes threats and moves the hand of the Doomsday Clock. Its lips are two rows of bricks on the side. It speaks in amonotone.

BLEARY
Sensor alert. Three Mile Island.
Nuclear cooling system failure.

Frank Ponder (30) Manager of Analysis stands beside Bleary. Frank is clean-shaven with shorter hair. He uses touchscreens which surround him. He wears a midnight blue uniform and is intensely focused.

FRANK
Whoa! This could get really bad.

Amanda walks in. Frank's HEART beats LOUDER and faster.

AMANDA
What?

FRANK

Three Mile Island. Two cooling failures. The odds are against failure. 100 to one times ten thousand to one.. A million to one it's sabotage. Probable meltdown.

AMANDA

What the hell?

FRANK

It could kill 90 million from D.C. to Boston to Detroit. We'll be on the fringe in Chicago.

AMANDA

Birdie! You and Rex fix it. Frank. Relay what they need to know.

BURTON EDWARD "BIRDIE" MINER (40) Senior Field Operative and native of the South puts down his donut. He's 5' 5" of brush-cut bravery.

FRANK

Okay.

BIRDIE

Yes, Sir. I'm ready.

His 5' 8" rock-hard rookie trainee REX TORRITO (25) is too eager to fight.

REX

(L.A. Cholo accent)

All right! Finally some action.

AMANDA

Adrenaline kills, Rex. What matters most is the final outcome.

BIRDIE

You gotta follow orders like the Marines.

AMANDA

Otherwise you've got a problem.

REX

I do whatever it takes.

BIRDIE

Want to come along Nerd?

FRANK

Not really.

Birdie gently teases and smiles.

BIRDIE
You mean, "Not at all."

FRANK
I do what I'm able Bird.

BIRDIE
Like I said.

Frank shakes his head, but half smiles. Birdie raises his hand. They high-five and low-five.

AMANDA
Enough male bonding. Now go! Stay focused.

Amanda turns and leaves with Birdie and Rex behind.

FRANK
Please. Be careful.

INT. UNDERGROUND GARAGE - NIGHT

Birdie and Rex wear sleek midnight blue nuclear protection suits. They get into "Jeepy" a midnight blue 1979 Jeep Wagoneer Limited with walnut colored vinyl side-panel trim. They exit. Jeepy transforms into a small SPACECRAFT and ZIPS away.

INT. CONTROL ROOM - SAME TIME

ALARMS RING. Next door, the reactor pumps begin vibrating violently. The NOISE in the control room is LOUD.

SENIOR ENGINEER
WHAT THE! Pressure's fine!

ASSISTANT ENGINEER
Shut down the primary pump!?

He drops his cigarette from his lip to his lap. He swats the glowing ember away after it burns a hole in his polyester pants.

SENIOR ENGINEER
NO! The emergency pump will fill the pressurizer tank with water! Cut off emergency water first!

ASSISTANT ENGINEER
 Emergency water!? Okay! Hope the
 fuel rods are covered or we're
 dead.

Their ashtray overflows with butts.

INT. CONTAINMENT VESSEL - NIGHT

The Woman in Black lurks in the pool. The WATER BOILS.

EXT. ANCILLARY BUILDING ROOF - NIGHT

Jeepy approaches the roof. It hovers, sets down and
 reverts. Birdie talks on his earbud phone.

BIRDIE
 Nerd! We're here.

INT. FOCAL POINT - NIGHT

FRANK
 Take the rooftop stairs. I'll send
 directions. Remember, this is
 sabotage. Somebody who'll kill
 millions will.. Just be careful.

EXT. ANCILLARY BUILDING ROOF - NIGHT

They get out, move quickly to the rooftop doorway and --

INT. ANCILLARY BUILDING - NIGHT

-- walk inside the door. ALARMS CLANG. Balking MACHINES
 make hellish NOISES. They run cautiously to the bottom of
 the stairs. Birdie gets directions from his watch.

BIRDIE
 Follow me!

INT. FOCAL POINT - NIGHT

FRANK
 Bird! Follow the sequence I'm
 sending! Rex! Turn the main
 feedpump valve counter-clockwise
 when Bird gives you the signal!

INT. ANCILLARY BUILDING - NIGHT

They approach the control panel and the valves. Birdie throws switches then presses a green button. It lights. He signals Rex to open the feedpump valve.

REX opens the valve, SCREAMS and falls down. The small overflow pipe below has scalded his thigh. He closes the valve, stands with pain, closes the overflow pipe and opens the valve again.

The PUMP STARTS up. The TURBINE begins to WHINE. Birdie sees Rex in serious pain.

BIRDIE

Oh, god.

INT. FOCAL POINT - NIGHT

AMANDA

What's happening?

INT. ANCILLARY BUILDING - NIGHT

BIRDIE

We got the main cooling pump running and the turbines are up but Rex is burned real bad.

INT. FOCAL POINT - NIGHT

AMANDA

How bad?

INT. ANCILLARY BUILDING - NIGHT

REX

Won't stop me.

BIRDIE

Wow!

INT. FOCAL POINT - NIGHT

FRANK

Whoa! You're amazing.

AMANDA

Good Rex. You may make it.

FRANK

They need to close the pressurizer relief valve to cool the core.

INT. ANCILLARY BUILDING - NIGHT

BIRDIE

Okay. Rex! Back to back!

Rex hobbles backwards, blaster drawn, behind Birdie. They move in synch to the vault door. He finds it's unlocked.

BIRDIE (cont'd)

I'm going in. Stay here. Cover me.

He puts his goggles in place, enters the tunnel cautiously and walks out the other door into the --

INT. CONTAINMENT VESSEL - NIGHT

The Woman in Black watches. Birdie climbs to the valve. It vibrates as STEAM WHOOSHES through.

BIRDIE

I'm at the valve.

INT. FOCAL POINT - NIGHT

INTERCUT telephone conversation.

FRANK

See the Reset button? Press it, then the Close button next to it.

BIRDIE

Can't! The wires are melted!

FRANK

Do it manually. Careful. It's hot.

INT. CONTAINMENT VESSEL - NIGHT

Birdie grabs the valve wheel with both hands. The gloves melt and his HANDS SIZZLE. HE SCREAMS and lets go.

INT. FOCAL POINT - NIGHT

FRANK

Bird! What's happening?

INT. CONTAINMENT VESSEL - NIGHT

BIRDIE
Jeez! Burned my damn hands!

INT. ANCILLARY BUILDING - NIGHT

Rex hears Birdie scream and runs through the tunnel to the reactor. The Woman in Black sees everything.

INT. CONTAINMENT VESSEL - NIGHT

Birdie grabs the valve again. HE SCREAMS. He can't turn it with the steam rushing through it. He kicks it. Twice. Three times. Rex climbs and sees Birdie.

REX
Aye Dios mio! (oh my God)

BIRDIE
I said, "Cover me!"

REX
I heard you scream!

Birdie holds out his melted gloves and burned hands.

BIRDIE
I can't hold a blaster. I can't hold that damn ladder.. Sorry. Sorry. Thanks for not covering me. Carry me down.

Rex carries Birdie. They are both in pain. Rex's earbud falls out. At the bottom, they move into the tunnel. The Woman in Black climbs from the pool.

INT. ANCILLARY BUILDING - NIGHT

Birdie and Rex head toward the stairs through the maze.

BIRDIE
We have to retreat. Will it explode?

INT. FOCAL POINT - NIGHT

FRANK
We're going to have to leave it up to the engineers.

AMANDA

So then you're saying it's going to blow.

FRANK

More or less.

INT. CONTROL ROOM - NIGHT

ALARMS CLANG. They frantically flip switches and push buttons to no avail.

ASSISTANT ENGINEER

Water's dropping! Rod tops are melting! We're screwed.

SENIOR ENGINEER

NO!NO!NO!NO!NO! Hydrogen leak will blow! And meltdown could... Send Civil Defense evacuation orders.

INT. CONTAINMENT VESSEL - NIGHT

The Woman in Black surfaces. She climbs to the platform at the top of the pressurizer tank, sees the relief valve remains open and pumps her fists. Her earbud beeps. She answers the phone.

WOMAN IN BLACK

Yes, Chancellor.. Clockwatchers. But, they have failed.. Yes, I will.. Hail Syccom.

She jumps down and looks for them.

INT. FOCAL POINT - NIGHT

BLEARY

Sensor alert. Space-time disturbance. Cloaked. Identification, negative.

AMANDA

Tell me this isn't happening.

BLEARY

No. Unable to lie.

FRANK

Bird! Rex! Stay low! The saboteur is a cloaked life-form!

INT. ANCILLARY BUILDING - NIGHT

Birdie leads. Rex covers him. They climb the stairs. The Woman In Black exits the tunnel and pulls her blaster with a clear shot at Birdie.

SHE BLASTS him in the femoral artery. HE SCREAMS and falls down. His earbud falls to the floor.

INT. FOCAL POINT - NIGHT

Frank hears the shot and the scream.

FRANK

Bird! Bird! What's going on!?!

Frank hears nothing but BACKGROUND NOISE. His HEARTBEAT grows LOUDER and speeds up.

INT. ANCILLARY BUILDING - NIGHT

She makes her way through the jungle. She FIRES another BLAST. She misses Rex who helps Birdie out the door and onto the roof.

INT. FOCAL POINT - NIGHT

FRANK

Rex! Can you hear me?

Frank's HEART BEAT is LOUDER and faster.

EXT. ANCILLARY BUILDING ROOF - DAWN

Rex lifts Birdie over his shoulder and staggers to Jeepy. The Woman in Black steps onto the roof. Jeepy transforms. She BLASTS at them. The shots SMACK the force-field as THEY ZIP away.

INT. ANCILLARY BUILDING - DAY

The Woman in Black returns to the main feedwater pump and closes the valve again. The pump halts and the turbines slow. She pumps her fists in murderous joy.

INT. FOCAL POINT - DAY

FRANK
Hello? Bird? Rex?

INT. JEEPY - DAY

REX
We got a problem. Get triage
ready. Birdie's shot.

INT. FOCAL POINT - NIGHT

FRANK
No! No! Bird! Hurry! I'm notifying
the medical center now.

His racing HEARTBEAT POUNDS like double bass drums.

INT. JEEPY - NIGHT

Birdie moans softly. Rex takes his tie off.

REX
Here. Make a tourniquet. I'm going
as fast as I can.

BIRDIE
Slow down. Take your time. I'm
fine.

FADE TO BLACK.

EXT. ROSEHILL CEMETARY (CHICAGO) - DAY

The MOURNERS: Amanda, Rex and Frank are grave side.

AMANDA
Frank. Would you like to say
something?

Frank's choked up.

FRANK
Birdie. I'm afraid I failed you.
I'm so sorry.. Commander?

AMANDA
It pleases God to take Burton
Edward Miner. We commit his body
(MORE)

AMANDA (CONT'D)

to the earth. Ashes to ashes, dust
to dust. When the Lord descends
from heaven with the trumpet of
the archangel, the dead shall rise
and we will all meet Him in the
clouds. Amen.

MOURNERS

Amen.

Each takes a shovel of dirt and drops it on the coffin.
They turn and walk away. Rex limps and points to his
thigh.

REX

I got a dermatology appointment.
I'll get a cab and catch up later.

Amanda links arms with Frank. They walk. He SNUFFLES and
wipes his NOSE with a handkerchief. He takes a candy cane
mint from his pocket and puts it in his mouth.

AMANDA

I know how close you were to
Birdie, Frank. He knew the risks.
It wasn't your fault.

FRANK

He was the father and brother I
never had.

He CRIES and SNUFFLES.

AMANDA

You've got a problem, Frank. You
need to think about threats here
and who's coming from there.

She points to the sky. He dries his eyes.

AMANDA (cont'd)

Birdie's death is in the past.
You're fine.

FRANK

Fine? Have a heart Amanda. He's
barely cold.

They arrive at Amanda's car.

AMANDA

Yeah. Good guy too. You miss him.
Let go. Move on. I want you
running analysis and training Rex.

FRANK

What? Rex? No.. I mean yes. Okay.

She gets in her car.

AMANDA

I'm promoting you. You're the smartest one I've got. Only you can replace Birdie.

FRANK

What? Bird? No! I can't.. Sorry. I mean yes. Yes, Sir.

She backs out, smiles and exudes confidence.

FRANK (cont'd)

I'll see you back at headquarters.

She waves bye-bye to Frank and drives away.

EXT. JEEPY - DAY

Frank walks haltingly toward Jeepy. He's hit by a panic attack. His HEART BEATS LOUDER and FASTER. His gut cramps painfully. He GASPS for AIR. Beads of sweat form.

FRANK'S POV

His peripheral vision darkens and blurs. He struggles to find the door handle. He opens it and climbs in.

INT. JEEPY - DAY

HE GROANS, hugs himself, slowly rocking forward and back.

FRANK

I'm not going to die. Unh!
Breathe. Unh! This won't last.
Unh! Relax. Unh! Breathe. Unh.

His hand shakes. He takes his thermos bottle, fumbles the cap and rinses bile from his mouth. He opens the door and spits. His HEART rate SLOWS and the VOLUME of the BEATING in his ears LOWERS. His breathing slowly returns to normal. He pulls the visor down and looks in the mirror.

ZOOM into his big watery brown eye and black pupil.

EXT. UNIVERSITY OF CHICAGO - HARPER LIBRARY - NIGHT

It's the American Gothic replica of King's College. Stone rooks soar 135 feet to bookend the 40 foot-tall center span. A sidewalk leads to the back of the Library.

EXT. HARPER LIBRARY - SERVICE ENTRANCE - NIGHT

Frank strides toward the loading dock. Rex walks quickly to keep up. They climb steps. Frank unlocks the door.

INT. HARPER LIBRARY - NIGHT

They enter an ornate corridor. They come to a door with no knob and a "DANGER HIGH VOLTAGE" sign. Frank glances around and unlocks the door.

They walk into a hallway with a worn linoleum floor. The stainless walls and ceiling ECHO from their FOOTSTEPS. At the end of the hall he removes his glasses and gazes into a mirror. He looks weary.

It's a face recognition mirror. It unlocks the wall which slides up revealing an elevator door. It opens. Frank pops a mint into his mouth. They board. The door closes.

INT. ELEVATOR - NIGHT

They descend deep underground.

REX

You okay, man?

FRANK

No. I'm concerned about you and Valerie. I'm afraid you don't get it.

REX

I'm never scared. And I get it. I get it.

FRANK

Clearly the wrong "It".

INT. HEADQUARTERS - NIGHT

The elevator opens. Frank and Rex exit to a 100' brushed stainless and chrome geodesic dome.

Around the inner wall to the right are the Customs and Immigration, Detention and Interrogation rooms. To the left are the Laboratory and the Commander's Office.

A few agents, both human and alien, sit at workstations arranged in a ring around a smaller dome.

Rex stops and whispers to cute Gothic VALERIE who GIGGLES. She wears a petite midnight blue uniform. Frank glares. They look up and continue to flirt. He walks into the Focal Point, the smaller dome at the center.

INT. FOCAL POINT - NIGHT

Frank approaches Bleary.

FRANK

Loose nukes? Crypto viruses?
Pandemic biologicals?

Bleary taps touch screens with all eight arms.

BLEARY

Nukes, secure. Viruses, negative.

FRANK

Aliens?

It taps again. The Earth rotates on the screens with a few green arcs here and there on the maps.

BLEARY

Extra terrestrial intrusions,
negative. Migration, authorized.

Rex walks to Frank's side.

REX

All quiet?

FRANK

Don't know. Can't hack the
cloaked. Known unknowns worry me.
I need to figure out who killed
Birdie. I know they're out there.

Frank motions Rex to follow him out.

INT. AMANDA'S OFFICE - NIGHT

Amanda sits in her office full of alien technology and artifacts from the outskirts of the galaxy. BRISKET a Yorkshire Terrier laps water from a saucer on her desk.

Frank and Rex enter. She drops the pup in her backpack purse and dumps the water on a dead plant. They sit.

A blue alien in coveralls, a four-foot tall ROLY-POLY, floats in pushing a large trash barrel.

AMANDA

(to Rex)

I've seen this movie before. You won't make the sacrifices.

REX

What? I love this and I gave up mi familia, mi chómpiras (buddies), the Special Forces --

AMANDA

But not your.. lust. Go home. Think long and hard. Are the risks and sacrifices worth it?

Roly-Poly drinks, SINGS an alien tune, dusts, knocks several things over and LAUGHS with an odd SNORT. She leans over her desk toward Rex for emphasis.

AMANDA (cont'd)

All you need is love. For all mankind, just not any one in particular. Comprendé? Now go. We need a word in private.

REX

(to Frank)

Meet you downstairs. G'night Commander.

He leaves and closes the door. She points the Roly-Poly to the door. Frank doesn't see her motion as he watches Rex walk out.

AMANDA

You're done. Go.

Frank stands to leave.

AMANDA (cont'd)

Not you. At ease.

The Roly-Poly pushes the barrel and leaves the door open. She gets up, shuts the door and looks Frank in the eye.

AMANDA (cont'd)

You're scared. Me too. Every day.

FRANK

But I'm not wired like you.

She gets in his face.

AMANDA

It's not wiring. It's will power.

FRANK

I'm an analyst not an operative.

She pokes his chest with her finger.

AMANDA

You've got analysis paralysis.

FRANK

I need to think things through.

AMANDA

I need action, action, action.

She punctuates by poking him three times.

AMANDA (cont'd)

You were with Birdie a few times.
You're smart. Figure it out. Fast.

FRANK SIGHS. She shakes his shoulders.

AMANDA (cont'd)

Think positive, Frank.

FRANK

Why? Birdie's dead. Who's next?

AMANDA

Somebody. Let go. Move on. We're
the tiny red line.

FRANK

Wee dinky.

AMANDA

You need fire-in-the-belly. Gung
ho Frank. Till death do us part.
You've got to do it or you've got
a lot more thinking to do. Give me
your answer. Now.

FRANK

Fine.. You didn't say "Right now."

She's annoyed and bemused at the same time.

AMANDA

In the morning then. Give me your
Sub-Sub.

He reluctantly hands his cell phone to her. She hands a
larger phone to him from her desk drawer.

AMANDA (cont'd)

You'll want this. Pocket computer
and Sub-Sub. It's an EAK, electric
army knife.

He looks at it closely.

CLOSE - LOGO "SUBLIMINAL SUBSTITUTER"

FRANK

Anything else?

AMANDA

Nail file, tweezer and toothpick.
And, you're gonna need this.

A shoulder holster with an alien snub-nosed blaster.

FRANK

Birdie's!?! You can't be serious.

AMANDA

Serious as murder. Now go. Peace
on Earth.

FRANK

Yes. Peace and love. Goodwill to
men.

He walks out as his HEART BEATS LOUDER and FASTER.

INT. HEADQUARTERS - NIGHT

He GASPS for AIR, walks unsteadily and lurches into the
men's room. His HEARTBEAT RACES. The door closes.

EXT. TRUCK STOP AND MOTEL (IOWA CITY) - NIGHT

A 400 watt BULB BUZZES on a pole. CRICKETS CHIRP rapidly.
Around the bulb, BUGS ZAP and SIZZLE. Below, three semi's
are parked full of pigs, cattle and chickens. The cafe is
open for business.

On the side is a nine room motel. A pale blue light flickers in the end room window. A bright white 1967 Ford Falcon Futura with blue trim is parked in front.

The TV is LOW. Through the window, it broadcasts the Twilight Zone episode "To Serve Man." A COUPLE enjoy sex. ALIENS on TV speak.

ALIEN 1 (ON TV) (O.S.)

We come in peace.

ALIEN 2 (ON TV) (O.S.)

We have come to help you.

COUPLE (O.S.)

I'm coming! Don't stop! Oh god! Oh god. Oh god.

INT. TRUCK STOP AND MOTEL - LYLA'S ROOM - NIGHT

ON TV

ALIEN 1 (ON TV)

We want to be your friends.

ALIEN 2 (ON TV)

We have many valuable gifts for all the people of Earth.

WILEY HOPE (30), a rugged, good looking, sandy haired, 5 foot 10 inch tall truck driver from southeast Iowa, lays in bed. He's with DELILAH "LYLA" TEMPLE (25), a slender, curvy, beautiful long-haired blonde call-girl with a Southern California accent. They catch their breath.

WILEY

Wow. Thanks. That was amazin'.

LYLA

Yeah. Whew. Really. Look. See the time, Wiley? You better fly.

He gets up and dresses.

WILEY

Keep that lovin' oven hot. I'll hitch ya' on the flip-flop.

LYLA

You know where to find me. Drive careful and watch your mirrors.

He puts an envelope with cash on the dresser and leaves.
She puts in an earbud telephone.

LYLA (cont'd)
Operations center. Louis.

It produces thirty BEEPS and BOOPS. It connects.

LYLA (cont'd)
Hi. Last one.. Yes, but sex is
better than hypnosis. All for the
Order. Life is good.. Amen.

Smiling, an aura grows around her; a halo above her head.

EXT. I-80 WEST - WEST OF IOWA CITY - NIGHT

A SEMI with pigs ROARS by at 75.

INT. WILEY'S TRUCK - NIGHT

He passes a highway sign "Des Moines 110" "Omaha 250." On
the RADIO DAVID BOWIE sings "SPACE ODDITY." The CB RADIO
CRACKLES. NANCY the trucking company owner barks.

NANCY (ON CB RADIO)
Hope! What's yer ten-twenty?

He turns DOWN the RADIO.

WILEY
Just west of Iowa City.

NANCY (ON CB RADIO)
Damn it! Yer not gonna make Omaha
by four thirty!

WILEY
Don't worry. I can make it up.

NANCY (ON CB RADIO)
You don't make it or get fined
again yer fired! 10-4!

He grabs a flask from the glove box. SIP. He accelerates
and glances at his mirrors nearly as often as he peers
out the windshield. He turns UP the RADIO. The RADIO
POPS. The engine dies. The lights flicker out.

WILEY
What the hell?

He coasts to a stop, opens the door and climbs down. He reaches with his foot to where the ground should be and looks down. His truck is floating upward.

WILEY (cont'd)
What the HELL!?

He climbs up into the cab and SLAMS the DOOR.

EXT. I-80 WEST - NIGHT

From underneath, the truck rises into the air. As perspective shrinks it, a flying saucer swallows it.

WILEY (O.S.)
WHAT THE HELL!?!

EXT. DARK SIDE OF THE MOON - LIFTHEAD SPHERE - NIGHT

The Sphere is a white mini-moon, one hundred miles in diameter. Mammoth doors open to the hanger. The flying saucer enters dwarfed by the opening.

INT. LIFTHEAD HANGER - NIGHT

It's active with thousands of Liftheads who service 50,000 white and blue Flightwing Fighters. Wiley's truck floats down from the saucer. A humanoid deck crewman dressed in white opens the door and gently assists Wiley.

WILEY
Get your hands off!

Two others get Wiley out. All have halos and auras. One presses a cylinder to Wiley's neck and he goes limp.

INT. JEEPY - NIGHT

Frank drives.

FRANK
Say you're in the middle of
action. Choose between love and
duty.

REX
On a mission with Valerie?

FRANK
Could happen tomorrow.

REX

Yeah. Right.. Okay.. Do both.
Semper Fi.

FRANK

They don't always run on parallel
tracks. They can get crosswise.
That's the problem.. In security.

REX

I'm not like you, genius. I'm not
insecure.

FRANK

Everyone can be. That's beside the
point.

REX

We ain't gonna knock a second off
the clock.

FRANK

I think you've got a problem.
We're not buying. It may be tough,
but do what you must.

REX

Fine. Fine. I'll try.

FRANK

Please don't try. The only thing
you're trying is our patience.

REX is annoyed and SIGHS as they park and get out at --

EXT. MARGE'S BAR (CHICAGO) - NIGHT

Frank holds the door open for Rex. They enter.

INT. LIFTHEAD OPERATIONS CENTER - NIGHT

It's filled with lab equipment and touch screens. LOUIS
(25) an androgenous, blonde, angelic humanoid dressed in
white, monitors Wiley who rests on an examining table.

A HUMMING RAINBOW of light encircles Wiley and moves from
his feet to his head and repeats.

A 500 pound PIG stands on a table next to him receiving
the same treatment. It SNORTS. The MONITORING DEVICE
interacts in an emotionless monotone.

MONITORING DEVICE (ON SPEAKER)

Heart rate fifty. Weight one
ninety. Blood pressure one forty
over ninety. Body fat thirty
percent. Adrenaline four twenty.

WILEY

(slurring)

Wha's goin' on?

LOUIS

Oh good. You are awake. It is your
free medical exam.

Wiley tries to rise but is held inside the rainbow.

WILEY

Lemme me up!

LOUIS

In a minute or two. Relax.

Wiley's blurry vision clears. He sees Louis is surrounded
by an aura with a halo above his head.

WILEY

Who're you?

LOUIS

Louis. I am a citizen of the
Lifthead Order. As in "Lift thy
head to heaven."

He walks to Wiley and strokes his forehead.

WILEY

Gonna schtick somefin up my ash?

LOUIS

I know this upsets some of you.
I'm sorry, but no polyp probe.

WILEY

Thank god. God, I feel like crap.

LOUIS

I am sorry. It is a side effect of
temporary anesthesia. Here. Drink.

He hands him a bottle of alien water. Wiley sips.

WILEY

WOW! That's the best water ever!

LOUIS
It is assembled just for you.
Almost done. Then on your way.

WILEY
Where am I?

LOUIS
The dark side of the moon.

WILEY
Like Pink Floyd?

LOUIS
Why do they ask that?

MONITORING DEVICE (ON SPEAKER)
Many enjoy music from planet
Puder.

WILEY
Planet Puder?

MONITORING DEVICE
Commencing back up.

LOUIS
Thank you.

Louis's workstation has a small drawer. It opens.

CLOSE - NINE SPARKLING TEN-CARAT DIAMONDS

Wiley stares at the gems. Louis removes the drawer and sets it on the "Carbon Recycle" bin. He takes a new tray and slides it into the opening. A tiny LED blinks green for a second and the WORKSTATION BEEPS once.

LOUIS
A centillion terabytes backed up.

WILEY
Diamonds?

LOUIS
Yes. Carbon memory crystals. Cheap
storage.

An ALARM SOUNDS.

MONITORING DEVICE (ON SPEAKER)
Attention. Syccom Intruder alert.
Muster battle station.

WILEY
Psycho Intruders?

LOUIS
Yes. Fear not. Life is good.

Louis grabs his helmet and exits. A THUMP shakes the SPHERE. Lights flicker. The rainbow stops. Wiley is free.

MONITORING DEVICE (ON SPEAKER)
I am crashing. BOO DOOP. POP. POP.
ZHUZH. Stuh.. Stuh.. Stuh.. Stuh.
Stuh. Starting reboot.

WILEY stumbles to the window. From behind, he sees the dark side of the moon. He GASPS. He lingers, puts his hand to his mouth in disbelief and turns away. He guzzles the water and lays on the table. The PIG SNORTS.

INT. MARGE'S BAR - NIGHT

Frank has had a few whiskeys and beers - boilermakers; Rex a few beers. Frank motions for another round. The drinks come. Frank drops the shot glass in the beer and downs it. HE BURPS.

FRANK
Tick, tock, Rex. Commander needs you and Valerie to stop.

REX
But I've got feelings for Valerie. She's different. She looks so --

FRANK
Don't look. Don't touch.

Frank pokes the table with his index finger for emphasis.

FRANK (cont'd)
Be here now. Be patient.

REX
Tell a vulture "Be patient!" it kill a bunny. You been to El Centro?

FRANK
Going back?

Rex shakes his head. Frank orders a whiskey. Rex is done.

FRANK (cont'd)
We can't mix work with play.
Terrible things done by crazy
lovers: Bonnie and Clyde, Adolph
and Eva, Mickey and Mallory --

REX
Us? Crazy? You're envious 'cause
you ain't had any since when?

FRANK
Since when is it your business?
And, I get it. I get all of it. If
you know what I mean.

REX
Clearly the wrong, "It." You don't
get it. She's so different. I want
to know her more.

FRANK
Know? Like the bible verb?

REX
Ay Dios mio. You got a problem.

FRANK
Don't we all.

Frank's whisky is served.

FRANK (cont'd)
Thanks. You need to get serious.
What's your "why"? Why do you need
to do our work?

REX
I love what we do. Happiness is
the best test of success.

Frank swallows and closes his eyes.

FRANK
No. We succeed by the rules.

REX
I got this.

Frank swallows again.

FRANK
I want to believe you, but I need
to know it's true first.

REX

You worry too much. Don't worry.

FRANK

I need more reasons not to.

Frank downs his whisky, puts cash on the bar and pops a mint into his mouth.

FRANK (cont'd)

On me, short-timer. Let's go.

INT. LIFTHEAD OPERATIONS CENTER - NIGHT

A CHIME BONGS. Louis returns with helmet in hand.

WILEY

What happened?

LOUIS

A skirmish with scouts.

MONITORING DEVICE (ON
SPEAKER)

Reboot complete. Threat
level is yellow. Resume
tactical operations.

WILEY

Huh?

LOUIS

We built robots over which we lost
control millions of years ago. We
have been at war since.

WILEY

War?

MONITORING DEVICE (ON
SPEAKER)

Prepare to erase data
point.

LOUIS

No need.

MONITORING DEVICE (ON SPEAKER)

You must. Its processor is faulty.

LOUIS

Yes, but I have battle simulations
to code. I lost time with the
skirmish. It is only for a day. No
one believes them any way. Send
animal control please.

MONITORING DEVICE (ON SPEAKER)

As you request.

LOUIS

Hello, pretty. We do not want those nasty robots ruining our party. Do we, sweetie?

The PIG SNORTS. Louis French-kisses the pig.

EXT. DEEP SPACE - NIGHT

The Moon, Mars, Jupiter and Saturn pass. Uranus comes into view. The TRAVERSE, the bastion of the Syccom, RUMBLES above. It is a red and black, one hundred mile-long galactic cruiser shaped like a stylized penis with blue balls bringing up the rear. One gonad is a stadium.

INT. DEEP SPACE - SYCCOM STADIUM - NIGHT

High on the slowly rotating center proscenium is GENERAL "BEEZER" (40). He wears a red, medal covered military uniform. His head is large. He has the Devil's red skin and a black Guy Fawkes beard.

120,000 MILLENNIONS (Centurions times 10) CHEER. They are red-skinned human-like artificial intelligence beings. All have the same red uniforms and black beards.

BEEZER

Attention! Millennions! We will succeed here. We can eliminate the Lifthead colony on Saline (suh LEEN). Pay heed. CHANCELLOR AUGUSTUS!

CHANCELLOR AUGUSTUS "AUGIE" climbs the steps to a LOUD OVATION. He has the beard and wears a high-collared black cape over his red robes. His head is larger. At the top, he raises a hand silencing them.

AUGIE

Thank you, General. Millennions! The Light of Truth reveals infinity. Hail Her Brightness. EMPRESS LUCY!

LUCY (60) materializes. She is bright gold. Her raiments shine like the sun. Her head is huge. She's seated on a massive gold throne. The Millennions CHEER and APPLAUD. A large hologram of the Empress forms high above.

LUCY
 (raspy New Jersey
 contralto)
 I am sorely displeased.

Silence.

LUCY (cont'd)
 You failed me on Ross 128-B. The
 Liftheads have the wimpy life-
 force. SYCCOM ARE GODS!

MILLENNIONS
 (unison)
 We are stardust! We are sublime!
 They made the first, but we are
 divine! I LOVE LUCY!

ALL CHEER and APPLAUD. She raises her hand. Silence.

LUCY
 Sew disorder and entropy. All must
 know and fear the Second Law of
 Thermodynamics! Annihilate the
 carbon wasters! General Astin will
 lead.

Beezer raises his left fist and pounds the other to his
 decorated chest. The Millennions do likewise.

LUCY (cont'd)
 Exterminate with prejudice! Fail
 and their evolution and learning
 will spell our doom. Free Saline
 for glory. For SYCCOM! PREVAIL OR
 SUFFER!

MILLENNIONS
 I LOVE LUCY!

INT. DEEP SPACE - SYCCOM HANGER - NIGHT

60,000 black and red Intruders, the Syccom fighter craft,
 fill the hanger. Thousands of workers prepare fighters
 and crews mark checklists. Beezer zips his flight suit.

BEEZER
 We miscalculated on Ross.

AUGIE
 True. Here they got greedy. More
 importantly, time and fading stars
 will kill the galaxy.

BEEZER

There is much to do before then.

AUGIE

Saline holds rare minerals. Take it. Dead or alive. Well, mostly dead.

THEY CHUCKLE, embrace one another, step back, raise a clenched left fist and POUND the other to their CHEST.

BEEZER

I love Lucy!

AUGIE (cont'd)

Prevail or suffer!

Beezer turns and climbs into his black and red Intruder.

EXT. DEEP SPACE - SYCCOM HANGER - NIGHT

Beezer leads. They launch from one hundred hangar doors. They rocket from left to right. ZOOM past the fleet and the outer planets toward the dark side of the Moon and the Sphere, the Earth, the Great Lakes and Chicago.

EXT. JEEPY - NIGHT

Jeepy stops at Rex's apartment building.

REX

Appreciate the advice. I'll be careful.

FRANK

Sorry. This isn't advice and I'm afraid careful won't do.

REX

Guess that's an order, huh?

FRANK

Not to be obtuse, but please don't guess. This isn't 20 questions, Rex. Okay?

REX

Okay. Okay. Gotcha.

Rex gets out.

FRANK

Sleep fast. See you early in the morning.

He puts Jeepy in gear and drives away.

INT. JEEPY - NIGHT - MINUTES LATER

Frank rolls down the rear passenger window. Several small GURGLING or SQUEAKING ALIENS slither or fly out the window. They disappear in curb-side or roof top gutters.

FRANK

Pleasant dreams, my lovelies.

He shakes his head and rubs his eyes.

INT. WILEY'S TRUCK - I-80 REST AREA - NIGHT

The truck sets down. The SAUCER ZIPS away.

WILEY

Whoa! What the hell?

He STARTS his TRUCK and drives on to the freeway.

WILEY (cont'd)

(sings)

I'm free!

Wiley BELCHES long and LOUD. HE takes another SNORT.

INT. FRANK'S APARTMENT - NIGHT

He sits on his couch drinking. His tie is half-mast. He's a mess. He finishes the bottle and sets the glass on the coffee table.

INT. FRANK'S BEDROOM - NIGHT

He gets in bed and looks at a frame on the night stand.

CLOSE - YELLOWED NEWSPAPER PHOTO OF A MAN AND WOMAN

DEATH NOTICE

MR. & MRS. JONATHAN PONDER

He removes his glasses and turns off the lamp. Exhausted and drunk, he falls asleep and dreams.

DREAM SEQUENCE

EXT. CASS TECHNICAL HIGH SCHOOL (DETROIT) - DAY - 1964

FRANKIE (15) walks out the door. He holds a letter.

INSERT LETTER - UNIVERSITY OF MICHIGAN LETTERHEAD

"Franklin Alyce Ponder, 4538 Avery Street, Detroit, MI 48208" "We are pleased to inform you that you have earned the Early Matriculation Scholarship." He smiles, puts it in his backpack and walks to the bus stop.

EXT. DETROIT STREETS & ALLEYS - DAY

He takes a lone dollar from his pocket. As the bus pulls up, he puts the dollar back. He walks two miles home on sidewalks and through alleys.

Two BAD BOYS boys jump Frankie as he walks by. They knock his glasses off and beat him down to the gravel and a rain-filled pothole. BAD BOY #1 (16) kicks him as Frankie tries to protect himself.

FRANKIE

OW! STOP! OW! HELP!

BAD BOY #2 (16) grabs Frankie by the throat.

BAD BOY #2

Give me your money, Alyce.

Bad boy #1 puts his hands in Frankie's pockets, takes the dollar, a few mints and pulls Frankie's pants down.

Bad Boy #1 points. The BAD BOYS LAUGH.

BAD BOY #1

That all you got, or-fink?

Bad Boy #1 dumps the backpack. Books and papers litter the alley. Some are advanced placement high school books. Others are fat.

CLOSE - GRADUATE SCHOOL TEXTS

QUANTUM FIELD THEORY

SUPREME COURT DECISIONS

DATA PROCESSING SYSTEM SECURITY

BAD BOY #2 lets go of Frankie's throat. Frankie pulls his pants up over his skinny legs. The Toughs rip books apart and toss them in a dumpster.

BAD BOY #2

Figure that out, genius. You tell anyone, you're dead.

THEY jump on their bicycles, ride away and LAUGH. Frankie CRIES and SNUFFLES on the gravel. He bleeds and his shirt is torn. He squints to find his glasses. He crawls around to gather the exam papers. All are graded 100% or A+.

He climbs in the dumpster, retrieves the torn books and crawls out grimy. He puts the books and the papers in his backpack and walks through the falling leaves.

EXT. OLD WOOD FRAME HOUSE (DETROIT) - DAY

It needs paint. The lawn has weeds. The storm door window has a crack repaired with duct tape. Frankie enters.

INT. OLD WOOD FRAME HOUSE (DETROIT)- DAY

In the dated kitchen is MAUREEN (70) his foster mother.

MAUREEN

Frankie! What did you do now?

FRANKIE

Nothing Maureen. Honest.

MAUREEN

I don't believe you.

FRANKIE

No. These guys --

MAUREEN

Enough! Go wash up. Go!

INT. OLD WOOD FRAME HOUSE - NIGHT

At the dinner table Frankie sits with Maureen and GEORGE (80) his foster father.

MAUREEN

When will you be starting?

FRANKIE

Next fall. I think.

GEORGE

Not soon enough.

FRANKIE

What George?

GEORGE

I can't deal with you any more.
You need another home.

FRANKIE

This is my sixth in ten years!

MAUREEN

'Cause you're too smart for your
own good!

GEORGE

I'm too old for this.

FRANKIE

I'm not hungry. May I be excused?

MAUREEN

Yes. But no dinner, no snacking.

INT. FRANKIE'S BEDROOM - NIGHT

His HEART BEATS FASTER and LOUDER. His breathing is labored. He sits on the bed and squeezes his eyes shut. He curls into the fetal position, wracked with pain.

FRANKIE (V.O.)

Oh god! Oh god! I'M DIEING!

He struggles to breathe. He hugs himself and the pain subsides. He stands and shakes it off. He takes a worn suitcase from under the bed and fills it with his few clothes. He pulls a box of books from the closet and takes out --

CLOSE - BOOK COVER - 1964 PULITZER PRIZE WINNER
ANTI-INTELLECTUALISM IN AMERICAN LIFE
BY
RICHARD HOFSTADTER

He puts it in his suitcase, then puts the box back in the closet. HE CRIES QUIETLY. He stops, wipes his eyes and BLOWS his NOSE. He gets on the floor face down and his glasses fall off. He does pushups till he can do no more.

EXT. I-94 WEST (DETROIT) - NIGHT

Frankie hitchhikes with his suitcase and backpack. He turns, squints and sees at highway sign.

CLOSE - "ANN ARBOR 40"

END DREAM

EXT. I-80 WEIGH STATION (COUNCIL BLUFFS) - NIGHT

Wiley stops on the scales. JACK (60) the weigh master, saunters toward Wiley's rig. Wiley gets out and hands his time-weight card to Jack.

JACK

Early tonight Wiley. Hot date?

WILEY

Nah. Got a early start.

INT. WEIGH STATION BOOTH - NIGHT

The scale is 500 pounds light. He computes Wiley's speed with a calculator. He walks to OFFICER LESTER COFFEY (45) who sits in his patrol car and reads a copy of Penthouse.

JACK

Don't know how he done it Coffey but he been averagin' a hunerd and thirty. An' he's a hog light.

LESTER

One-thirty!? Let me see, Jack.

He shows Lester the time stamps.

EXT. I-80 WEIGH STATION - NIGHT

He gets out of his patrol car and walks to Wiley.

WILEY

Good evenin' Officer Coffey.

LESTER

One-thirty's not so good, Hope. It's reckless drivin'.

WILEY

That's crazy. Can't go that fast. And you're right. I didn't wreck.

LESTER

It ain't funny. Stamps don't lie.

Lester shows him the time card.

WILEY
But it ain't my fault, Lester.

LESTER
Really? Who was it?

WILEY
Aliens.

Wiley BURPS. Lester waves the booze breath away.

LESTER
DUI? Enough. You gotta blow.

Lester pulls a Breathalyzer from his duty belt.

WILEY
No! I'm serious.

Wiley shoves away the Breathalyzer. Lester grabs Wiley's wrist and twists him into an arm lock. Wiley STOMPS on Lester's TOES. Lester limps and draws his gun.

LESTER
Add assaultin' an officer.

Wiley KICKS the GUN from Lester's hand and grabs it.

WILEY
On the ground!

LESTER
WHOA! You ain't thinkin' right.

He puts the gun to the back of Lester's head.

LESTER (cont'd)
DON'T DO IT, HOPE!!

Wiley takes the cuffs from Lester's belt. He cuffs him. Jack sneaks up behind Wiley, SMASHES a large four-inch thick BOOK on his head and knocks him out.

CLOSE - BOOK COVER

UNITED STATES INTERSTATE COMMERCE COMMISSION
TRANSPORTATION SAFETY ADMINISTRATION WEIGHT STANDARDS
1979

JACK
Handy, huh?

He tosses it on the floor of his booth. It's a doorstep. Lester gets up, unlocks the cuffs and puts them on Wiley.

He dusts off and hobbles to his patrol car with Wiley. Lester stuffs him in the back, gets in the driver's seat and rolls out. Jack watches them go in a dust cloud.

JACK (cont'd)
Aliens! That's a new one. A hoot
n' a half.

EXT. NEAR PLANET NEPTUNE - NIGHT

Beezer leads the Syccom fleet toward Saturn.

BEEZER
T minus 45. Run cloaker probes.

INT. FRANK'S BEDROOM - NIGHT

His EAK rings. Frank awakens and sees it's Amanda. He's hung-over.

INT. AMANDA'S OFFICE - NIGHT

AMANDA
It's Six to! Damn it!

INTERCUT:

FRANK
Don't you ever sleep?

AMANDA (V.O.)
Less and less the older I get.
Bleary sighted an abduction.

FRANK
What? No! Who's the culprit?

AMANDA
Don't know. Cloaked. You've got
work to do.

FRANK
I thing I'll hack them in the
morning.

AMANDA
NO! He's being held by the state
patrol in Council Bluffs. Grab Rex
and clean it up. Questions?

FRANK
Can it wait? I'm drained.

AMANDA
NO! Gather intel and sub them.

FRANK
It's three-thirty. Now?

AMANDA
Right now. Like you like to say.

She disconnects. Frank's HEART BEATS LOUDER and faster. He PANTS and MOANS as he slowly twists out of bed. He splashes water on his face and takes two painkillers.

FRANK (V.O.)
What am I doing?

INT. REX'S APARTMENT - MINUTES LATER - NIGHT

His PHONE RINGS.

REX
Si?

FRANK (ON PHONE)
Sorry to wake you.

REX
Estoy soñando. (I'm sleepy)

FRANK (ON PHONE)
We've got an abduction to clean up. Be down front asap.

REX
Really!? Bueno! See you.

Frank disconnects.

VALERIE
What is it?

REX
Abduction. Gotta move.

He gets up and dresses quickly.

VALERIE
Careful. Okay? I love you.

REX
 Don't worry, don't worry. I will.
 Love you, too.

They kiss and he hurries out.

EXT. REX'S APARTMENT - NIGHT

Frank SCREECHES Jeepy's TIRES to a halt. Rex gets in.
 They roll.

INT. JEEPY - NIGHT

Frank massages his temples.

REX
 You okay?

FRANK
 Not so loud. I had bad dreams.

REX
 You're hung over, aren't you? Hair
 of the dog, Frank. You need a beer
 and a shot.

FRANK
 I'd rather get shot.

REX
 You're weird. So, what's going on?

FRANK
 A trucker was nabbed by cloaklers.
 We need to learn what he knows.
 Then we sub him, the cops and the
 weigh master who nailed him.

REX
 My first subbin'. Cool.

Frank shakes his head. He pushes the cigarette lighter
 in. It's a secret switch. Jeepy transforms and rockets
 away. Rex points to an orange button on the yoke.

REX (cont'd)
 What's that do? Birdie died before
 I could ask him.

Frank winces.

FRANK

Eighty caliber plasma cannon.
Blasts gigawatt shields and
titanium armor.

REX

Bad ass.

FRANK

I don't know. Never used it.

Rex points to a glowing red "DO NOT PUSH" button. Frank pushes his hand away.

REX

I can read. I was only pointing.

FRANK

Sorry. Buckyball nuke-wave. Knock out everything within miles. Theoretically.

REX

You guess?

FRANK

Most of the time, most of us are mostly guessing. Let's weigh in.

JEEPY reverts, touches down with a SCREECH, and exits at the weigh station. Frank takes the EAK from his pocket. Jack stands outside the booth.

JACK

Don't weigh no passenger cars.

Frank presses the button on the EAK. A BRIGHT GREEN BEAM FLASHES with a LOW ELECTRIC HUM. Jack dances a box step with an imagined partner.

JACK (cont'd)

Gosh Mary Ellen. OH LORD!

He has a pup tent in his pants. He runs toward the trees with his legs akimbo and adjusts his boner.

REX

That's how it works?

FRANK

Sometimes. Subbing replaces short-term memory with suppressed subconscious memories. It can be life changing.

REX

Really? That was hysterical, man.

FRANK

Hilarious. Let's serve and protect.

JEEPY ROARS off SQUEALING its TIRES.

REX

We do this "good cop, bad cop?"

FRANK

Skeptic and novice.

REX

You don't respect my judgement.

FRANK

I perceive perception.

EXT. IOWA STATE PATROL OFFICE (COUNCIL BLUFFS) - NIGHT

They park and get out.

REX

You forget you were like me.

FRANK

Elusive that enlightenment. You get it and bang. Just like that you lose it.

REX

I just wanna win.

FRANK

Fine. Small town cops can be provincial. They complicate matters. Follow my lead.

INT. PATROL OFFICE - NIGHT

They enter. Frank flashes his badge at the DESK COP who sits surrounded by stacks of folders and papers.

FRANK

I'm Senior Agent Robinson, this is Agent Clemente. We're from Des Moines Internal Affairs here to observe Mr. Hope's interrogation.

DESK COP
The DUI? No one told me 'bout you.

FRANK
Surprise audit.

DESK COP
Audit? No way!

He stands and shakes his head.

DESK COP (cont'd)
Not now.. These files are a mess.

FRANK
Keep organizing. We'll be back.
Where's Mr. Hope?

DESK COP
With Coffey. Last door on the
left.

Frank and Rex walk down the hall.

REX
I love coffee.

FRANK
I love coffee.

INT. INTERROGATION ROOM - NIGHT

Lester stirs coffee. Wiley's handcuffed. A box of donuts is on the table. The door opens. Frank flashes his badge.

FRANK
I'm Robinson, this is Clemente.
Internal Affairs.

LESTER
From Des Moines? Don't look it.

FRANK
Exactly.

Frank takes the folder from the table. Lester stands.

FRANK (cont'd)
Please leave us with Mr. Hope.

LESTER
Excuse me?

FRANK
You're excused.. Mr. Hope --

Lester grabs the folder from Frank.

LESTER

I ain't going nowhere.

FRANK

Please forgive me. I'm sorry Corporal Coffey. I assumed you'd want us out of here as soon as we complete the report for your promotion and commendation.

LESTER

Corporal? Promotion? What for?

FRANK

For breaking the case. A verified alien abduction. Right, Clemente?

REX

Yes sir.

WILEY

See? They believe me.

LESTER

Nah! Ya' stink of drink.

(to Frank)

Aliens? How'd ya' find out?

FRANK

A.I. You know.. Bloviate sensors. Hompter bovel scope. The usual.

LESTER

Hompter bovel?.. Ain't never heard of it.. You say commendation?

FRANK

Yes. Big bonus and a lapel pin.

LESTER

Bonus?

FRANK

Six months pay. Beats a dog bone.

Wiley listens to every word in disbelief.

LESTER

All right! I'm sick of bein' treated like a corn cob. Butt smoochers get promotions and raises, not me.

FRANK

Not now.

LESTER

It's about time.

FRANK

We'll need a photo for our files.

Frank pulls out the EAK.

LESTER

Should I smile?

FRANK

It's a happy occasion.

IT FLASHES the GREEN BEAM and HUMS.

LESTER

(child's voice)

Can I stay up an' watch Three's
Company, please? Please? Please!?

FRANK

You can watch Lavern & Shirley and
then bed time.

LESTER

Can I have a donut?

Rex hands him a glazed. Lester is thrilled and gobbles.
Rex opens the door and guides Lester out. Frank takes the
key ring from Lester's belt.

WILEY

Now that was weird.

FRANK

You think?

Frank uncuffs Wiley who rubs the bump on his head.

WILEY

Who are you really?

FRANK

Secret Service.

WILEY

Thought you guarded the President.

FRANK

That part's not secret.. Tell me
what happened up there.

Frank closes the door and grabs a sprinkle donut.

WILEY

I was haulin' pigs when their saucer grabbed me. Took me to their ship and knocked me out. When I came to, Louis was runnin' some tests. Looked like an angel.

FRANK

An angel?

WILEY

Halo and all.

REX

Stick anything up your butt?

WILEY

No. Said they're Liftheads.

FRANK

Liftheads? Never heard of them.

WILEY

Said, "Lift your head to heaven."

Frank takes the toothpick from his EAK and discretely works on a molar. Rex and Wiley watch and wait.

FRANK

Sprinkle.. What else?

WILEY

War. With the Psycho Intruders.

FRANK

Never heard of them either.

WILEY

They're some robots they been fightin' for a million years.

FRANK

A million? O-kay. What then?

WILEY

Put me down up the highway and a minute later I was at the scale.

FRANK

What else?

WILEY

He French-kissed a pig?

FRANK REX
He kissed a pig? Yuck. A pig? Haha.

WILEY
Yeah.. Now what?

FRANK
Come with us. In case anything
nasty happens. Space spores.

WILEY
Whadda ya' mean?

REX
Hives. Boils. Sharts. Aliens
ripping out a' your belly button.

WILEY
(to Frank)
He BURP serious?

Frank and Rex nod. Frank takes a mint from his pocket and
puts it in his mouth.

WILEY (cont'd)
What about my charges?

FRANK
Already gone.

WILEY
What? How?

FRANK
We're lawmen. We make 'em. We
break 'em.

INT. PATROL OFFICE - NIGHT

They exit the interrogation room. They pass Lester who
plays with Hot-Wheels on the floor by his desk.

LESTER
Vrooom! Err! Skreech! Boom!

Frank puts the keys on his desk. He FLASHES the DESK COP.

DESK COP
(child's voice)
I don't wanna kiss Auntie Mary.

REX
Really? Why not?

DESK COP
She got a yucky tongue.

EXT. IOWA STATE PATROL OFFICE - DAWN

The three walk across the parking lot toward Jeepy. Wiley grabs his stomach and BELCHES long and low.

FRANK
Reflux?

WILEY
NO! D'.. AYE!.. Damn donuts!

REX
I ate two. I feel great!

FRANK
I love donuts!

REX (cont'd)
I love donuts!

WILEY MOANS as he gets in the back seat.

INT. JEEPY - DAY

Frank starts Jeepy. IT transforms and ZOOMS away.

REX
Ever been to Shy Town?

WILEY
GROAN! NOOO!

REX
Don't like the Windy City? You got a problem? Gotta love hot dogs, deep dish and the Cubbies.

FRANK
That's not it. This could get ugly.
(to Wiley)
Are you going to regurgitate?

WILEY
Huh?

Wiley's doubled up in pain.

FRANK
You know. Throw up.

REX

Yeah. Heave? Hurl? Puke? Spew? Pop
chunks? Toss cookies? Blast?
Splatter? Blow chow? --

FRANK

-- We get it. We get it.

WILEY

NO! GROAN! Like an ice pick's
stuck in my gut!

REX

Donuts don't stick, they're
sliders.

FRANK

May have an E.T. parasite.

WILEY

AARGH! Don't let me die!

Frank gives Rex his blaster.

FRANK

We're doing everything we can.

REX

Dial it back? Just got the blood
out.

Frank winces. They fly toward the rising sun.

EXT. LAKE MICHIGAN - JACKSON PARK YACHT HARBOR - DAY

Jeepy skims the lake offshore and becomes a speed boat.
It reverts to a Wagoneer at the boat ramp and speeds off.

EXT. MEDICAL CENTER - DAY

Frank parks Jeepy at the Emergency entrance.

INT. MEDICAL CENTER - EMERGENCY ROOM - DAY

DR. GUPTA (40) walks in. Wiley MOANS, doubled over.

FRANK

This is Mr. Hope.

DR. GUPTA

Acute gastric pain? Who are you?

FRANK

I'm Medical Inspector Gibson and
this is Gomez, my assistant.

DR. GUPTA

Inspectors? You must wait.

FRANK

Okay. We'll inspect from here.

Dr. Gupta listens to Wiley's abdomen with a stethoscope.
Wiley GROANS continuously LOUDER.

DR. GUPTA

Sounds indicate obstruction. We'll
x-ray and know more in a few.

FRANK

(to Rex)

Breakfast.

(to Gupta)

We'll be back.

INT. TRUCK STOP AND MOTEL - LYLA'S ROOM - DAY

She sips coffee and reads "The Bulletin of the World
Health Organization." Her BRACELET BOOPS and BEEPS.

LYLA

Gabe.. That is great.. NO!.. All
nine!?!.. I will get them.

Lyla looks at her bracelet.

LYLA (cont'd)

Yes. I see. Chicago.. Yes C.O...
Soon.. All for Order and Order for
all. Amen.

She walks into the bathroom and turns on the shower.

INT. EMERGENCY ROOM - DAY

Frank and Rex enter. Gupta points to the back-lit x-rays.

DR. GUPTA

He has a large blockage impacting
his intestines.

Frank squints at the x-ray. Wiley GROANS LOUDLY.

WILEY
THE PAIN! GIMME SOMETHING!

DR. GUPTA
You'll get morphine sulphate and
an upper G.I. irrigation.

REX
Irrigation! Like floodin' a
lettuce field back home?

Wiley GROANS.

DR. GUPTA
No. A high colonic.

REX
Huh?

FRANK
(sotto)
E-ne-ma.

REX
Ooo.

Wiley GROANS. KATIE MAY (25) the nurse enters. She's pretty and smiles. She wheels a rolling potty with a large enema bag. She dons a face shield, puts on gloves and pulls the privacy curtain.

KATIE (O.S.)
Okay cutie. Sit here.

WILEY (O.S.)
WHOA! That's cold!

KATIE (O.S.)
You'll feel better soon.

WILEY (O.S.)
You use lube?

KATIE (O.S.)
No.. Why did you ask?. Ha. Just
kidding. This won't hurt.. Much.

Gupta leaves. Frank and Rex stiffling laughs or gasps as the procedure proceeds.

WILEY (O.S.)
Owch! WHOA! THAT'S HOT! OH!

KATIE (O.S.)
Just like you! You're doin' fine.

WILEY (O.S.)
OH GOD!

REX
We're prayin' with you.

Frank and Rex close their eyes, wince and bite their lower lip.

KATIE (O.S.)
Half-way there.

WILEY (O.S.)
You need to use so much!? OH!

KATIE (O.S.)
Almost done. Easy. Almost done.

WILEY (O.S.)
OH! Much longer!?

Frank and Rex cringe and shake their heads.

KATIE (O.S.)
Relax, dear. Almost done.. Almost done.. Take a deeeep breath. Almost done.. That's it.

WILEY (O.S.)
OH!! GOD!! OWWWWWWWW!!

PLOP! SPLASH! PLOP! SPLASH! CRAP EXPLODES from his ass.

KATIE (O.S.)
Hang in there, Darlin', the worst is over. You'll feel better soon.

BRAAPP!! HE FARTS like an old Harley with a bad muffler.

EXT. TRUCK STOP AND MOTEL - DAY

Lyla gets in the FALCON. It transforms and ZIPS away.

INT. EMERGENCY ROOM - DAY

Gupta returns. Katie rolls the potty out to him.

KATIE
Hemoculture?

FRANK

No. Surprise inspection.

DR. GUPTA

WHAT? NO! This is most unorthodox.

FRANK

We need to compare results with our lab. Don't worry. We'll leave you plenty.

DR. GUPTA

NO! You're taking nothing.

FRANK

Look. You have to do your job. We have ours. A little cooperation now beats hours buried under paperwork later. Right?

DR. GUPTA

Yes. But, I must document this.

Frank encroaches Gupta's personal space.

FRANK

No worries. We'll do it for you. I'll give you our report and save you the trouble. True?

WILEY

(weakly)

Gim'me my shit.

KATIE

Hush. Your belongings are safe.

FRANK

Besides, we wouldn't want to highlight your lack of cooperation, would we? For immigration. Easy choice.

DR. GUPTA

Well. You are a good and sensible man, Inspector..

FRANK

..Gibson. Thanks. Nurse? We need a Polaroid for our file. Thanks. Smile.

Frank takes his EAK and SUBS them.

DR. GUPTA

(child's voice)

Gai, Ma-an. If I study all day and night, we can move to America.

Wiley pulls the curtain. He's flabbergasted again.

KATIE

(to Wiley, girlishly)

Ain't I seen you in Mr. Lepler's class? Ya' wanna join the Biology club? I love formaldehyde.

Frank wraps his arms around Gupta and Katie, and guides them out the door.

FRANK (O.S.)

You were right. The cafeteria food is edible. The tapioca? Dee-lish.

He returns.

WILEY

(groggy)

Gim'me my shit!

REX

Quiet. Your stuff's in a bag.

FRANK

His stool may have space spores. We have to nip it in the bud.

Frank rolls the potty to Rex and hands him gloves. Frank pulls his blaster and points to the potty with it.

FRANK (cont'd)

Just in case.. Show me how brave you really are.

REX

No way man! No way!

FRANK

You wash. I'll dry.

REX looks away, reaches in and GAGS. He upchucks and turns toward Frank. His cheeks resemble a chipmunk's.

WILEY

(woozy)

Gim'me! My! Shit!

REX turns and SPEWS into the potty.

FRANK

You wasted a perfectly good donut.

Rex turns on the sink and rinses his mouth. He looks at the potty, then at Frank and shakes his head. Frank nods and points at the potty with his blaster.

Rex presses on. He reaches into the potty again and GAGS. Rex finds and washes a chunk of poop and finds --

CLOSE - A SPARKLING TEN-CARAT DIAMOND WITH #9 INSCRIBED

REX

I've heard of shining a turd, but this?

Rex holds the gem up for Frank to see.

FRANK

Rules out aliens exploding and splattering Wiley shrapnel.

Rex finds the rest and puts them on a tray. Frank dries the gems, wraps them in a paper towel and pockets them.

WILEY

What the hell! Gim'me 'em! They're mine!

REX

You can squeeze out a few more.

FRANK

We need to quarantine them.

WILEY

Why? They're not space spores. They're computer memory crystals. So, can I have 'em now?

FRANK

(to Wiley)

No. But they're yours as soon as we decrypt them.

Wiley pulls on his pants.

WILEY

I went through hell to get 'em.

REX

Tell me.

WILEY

Why should I trust you?

FRANK

Because you're coming with us?

WILEY

You could screw up my brain.

FRANK

They didn't substitute your memory. We need you to recall what happened up there. Clear?

WILEY

As those frickin' diamonds.

Frank grabs the x-ray and rolls it up. The three exit. Wiley walks in wide-legged discomfort. He picks at his butt crack and rubs his head. Frank smiles from success.

INT. SYCCOM COMMAND DECK - DAY

Lucy sits on her throne. Augie enters and bows low.

AUGIE

A Salinian stole Lifthead memory crystals. Our agent can get them.

LUCY

Ha-ha! The Lifthead's secret science will be mine. Disorder will reign. I shall be invincible! Put an end to their evolution! Make certain all goes as I demand. PREVAIL OR SUFFER!

AUGIE

Hail to you!

Chancellor Augie bows and walks backwards out the door.

INT. SYCCOM BRIDGE - DAY

Augie speaks to the Woman in Black.

AUGIE

The Empress must know, when will you have the memory crystals?

WOMAN IN BLACK (ON SPEAKER)
 (garbled)
 Soon, sir.

AUGIE
 Does anyone suspect?

WOMAN IN BLACK (ON SPEAKER)
 No, Chancellor.

AUGIE
 Our ultimate victory may rest in
 your hands. Fail and you will burn
 with regret through all eternity.

WOMAN IN BLACK (ON SPEAKER)
 Yes, my lord. Prevail or suffer.

INT. HOLDING CELL - DAY

Frank escorts the drugged up Wiley to a detention cell.
 Wiley feebly resists.

WILEY
 So I didn't tell ya' about the
 diamonds. You ain't lockin' me up
 for it, are ya'?

FRANK
 No. It's the best we got. You've
 been through a lot. Get some
 sleep.

Wiley sits on the cot. He rubs the bump on his head and
 his butt. Frank turns on the TV and hands him the remote.

FRANK (cont'd)
 Try channel thirteen. GNN.
 Galactic News Network.

Wiley presses the remote and sees --

ON TV

A green alien POLITICIAN YELLS and WAVES on a dais.

Wiley kicks off his shoes and lays down.

INT. AMANDA'S OFFICE - DAY

Amanda holds the diamonds.

AMANDA

Thanks. Good job. I'll take this as your answer. You're staying.

FRANK

I need to know more.

AMANDA

I knew. You're on a need to know basis.

EXT. DARK SIDE OF THE MOON - LIFTHEAD SPHERE - DAY

INT. LIFTHEAD BRIDGE - DAY

The ship's Chief Executive Officer MICHAEL ARCAN (55) is a tall bald humanoid. He is with white-haired Commanding Officer GABRIEL "GABE" (35) and red-headed GENERAL JEREMIAH (45). All look like blue-eyed Grecian gods. They wear bright white clothing with auras and halos above their heads. General wears military decorations.

GENERAL

The enemy has deployed near planet Uranus, Chief.

MICHAEL

(very authoritative)
Armageddon!? Great! Gabe. Quality summary?

GABE

(dutifully)
Prime. The gross product has peaked with an average fat content of 34 percent.

MICHAEL

Just in time.

GABE

Intelligence estimates the Syccom outnumber us six to five. If they foul extraction we're doomed.

MICHAEL

Thwart them again.

GENERAL

Easy. Instinct and feelings overwhelm logic. Hearts rule heads. Our's wax fearless.

GABE

Not always. Fear hubris, General.

GENERAL

Yes. Humility. I am humbled to serve the Order and crush them.

MICHAEL

Good. Metal is no match for life. Ready the legions.

GENERAL

Yes, Chief.

MICHAEL

Prepare for battle and extraction.

GABE

Yes, Sir.

GENERAL

Life is good. Praise Order.

GABE

Amen.

MICHAEL

Amen.

INT. LABORATORY - DAY

Frank and Amanda enter. It's filled with bizarre looking technology from across the galaxy. Rex is with Engineering Scientist STEPHANIE "STEPHIE" SCOPES (30).

AMANDA

Here, Stephie.

Amanda hands her a diamond. Stephanie puts the rock on her left ring-finger.

STEPHIE

Ooo! Ring my bell!

REX

And there's nine of 'em.

She holds it at the base of her throat.

STEPHIE

Good. A dainty drop? Won't miss one teensy eeny weeny one.

REX

I wouldn't do that if I were you. It came out of his butt.

AMANDA

It's a flash drive. You and Frank learn what you can and put the rest in the vault.

Stephie floats the diamond in front of a strange alien projector, the Holoscope. A light beam passes through the gem. It refracts and sparkles the lab with rainbow light.

STEPHIE

The Holoscope may show what's on them. If we can decrypt them.

REX

How long?

FRANK

Don't know. Maybe never.

BEEP BEEP BEEP BEEP. The Doomsday Clock moves.

AMANDA

Fuckers! It's their gems. Five minutes to. Better not be never.

The wall clock speeds from nine to noon. They stand at their workstations and eat hot dogs loaded with seven condiments, Superdawg Magnificent Sevens.

FRANK

These are good, but I miss Detroit coney islands.

REX

I grew up on Dodger dogs and Pink's. But neon green relish?

FRANK

G'Zundt from planet Puder gave the piccalilli recipe to Maurie and Flaurie in 1948. Before he left Earth to franchise the quadrant.

REX

Puder? Puder? Haha.

FRANK

Yeah. He said the beaches and climate beat San Diego. The music is spacey. And the food? Amazing, if a little bright. Let's finish and get back to work.

INT. HOLDING CELL - DAY

WILEY SNORES.

ON TV

A yellow alien POLITICIAN RANTS and POUNDS a LECTERN.

INT. LABORATORY - DAY

The wall clock speeds from noon to four. Amanda enters. They are tired and disheveled.

FRANK

I got it. I got it.

The holograph fills the lab with alphabets and symbols.

FRANK (cont'd)

(to holoscope)

Holo. Sort. English.

It streams English letters and words but it's gibberish.

REX

Chimps typing?

FRANK

Holo. Sort. Chronological.

Summary.

The holograph expands and fills the Clockwatchers' lab. The team is surrounded by the scene.

EXT. PRIMORDIAL UNIVERSE - DAY

Professorial HOLO instructs with the images he describes. The voice comes from everywhere.

HOLO (V.O.)

The strings of eleven dimensions intersected. The end and beginning were one and filled the void.

FRANK

Whoa! It's the creation of the universe. The Big Bang.

AMANDA

Don't have thirteen billion years to learn what's happening now.

FRANK

Holo. Sort. Earth. Present
history.

HOLO (V.O.)

For planet Earth or Saline (suh
LEEN) insert crystal number eight.

The holograph stops.

INT. LABORATORY - DAY

STEPHIE

Saline?

FRANK

Or Saline? (SAY leen) Salt water
covers over 70% of the Earth.

Stephie hands Frank the eighth diamond. He swaps them.

FRANK (cont'd)

Holo. Play. Recent history.

The holograph starts. The lab is replaced by the --

EXT. DARK SIDE OF THE MOON - DAY

A white cloud covered planet rises over the horizon.

AMANDA

Earth's blue. Where are we?

FRANK

Holo. Zoom down to surface.

They glide down through the misty surface clouds. Gentle
waterfalls and brooks flow in this in this ethereal Eden.
Tall ferns and vibrant tropical flowers thrive.

HOLO (V.O.)

Six thousand years ago Saline was
a perfect incubator for life.

AMANDA

Stop!

The holograph halts.

INT. LABORATORY - DAY

AMANDA

Life goes back millions of years.

FRANK

No. Based on carbon dating, this changes everything. Seems the Creationists are right.

AMANDA

Creationists!? You just blew my mind. How?

FRANK

Holo. Play. Radio carbon images.

The holograph shows a Carbon atom animation.

FRANK (cont'd)

Radiocarbon dating's simple. Carbon is C12. When sunlight hits them some become C14 with two extra neutrons.

The holograph shows the neutrons added to the nucleus.

FRANK (cont'd)

Over time they decay to radio Nitrogen. The older the artifact the less C14 remains.

The holograph shows the atom decay to N14.

FRANK (cont'd)

With that much cloud cover, less radiation got in and fossils appear to be older than they are. Holo. History. Continue.

HOLO (V.O.)

Lifthead nurturing accelerated fruitfulness.

The holograph fills the lab. Michael and Gabe appear with halos and auras.

AMANDA

What!?

STEPHIE

Angels?

FRANK

Liftheads.

SERIES OF SHOTS - THE LIFTHEADS INSTRUCT

A Stone Age man learns how to make fire by SPARKING FLINT and twisting a stick. A nomadic clan tends a small herd of sheep, shears them, twists wool into yarn and weaves. A woman cultivates a tiny garden.

A man CHISELS STONE into a wheel. Another inscribes cuneiform characters on a clay tablet. Egyptian architects draw plans for a pyramid on papyrus.

HOLO (V.O.)

But the Syccom menace sought to
destroy our creation.

FRANK

Syccom? Psycho?

EXT. ANCIENT MESOPOTAMIA - DAY

An old man puts beasts in an ark.

AMANDA

Noah!?

FRANK

Or Gilgamesh or Manu! There are
flood stories around the world!
Feel like rain to you?

THUNDER BOOMS and nearby bolts of LIGHTENING EXPLODE.
Torrents fall. The Clockwatchers get soaked.

EXT. ARIZONA DESERT - DAY

The surging flood waters chase them. They are about to drown. They are spared when the water erodes the desert behind them and creates the Grand Canyon. The holograph breaks into pixels and fades.

INT. LABORATORY - DAY

The lab is dry while they are drenched. All are wide-eyed and slack-jawed. Rex shakes off water like a dog.

STEPHIE

It crashed. Too many gigaflops. I have to reprogram the operating system. Could take a while.

REX

I thought the civilians had it wrong. We don't know nothin' about nothin'.

FRANK

I thought I knew. I can't grasp this.

AMANDA

No. But you will. Stay at it till you get it.

REX

Sorry. I'm no computer genius. I gotta sleep to function.

AMANDA

You'll get enough when you're dead. Go. But, be ready to roll.

INT. HOLDING CELL - DAY

Wiley eats a loaded hotdog from a tray and watches --

ON TV

Parades of green and yellow missiles pass the politicians' reviewing stands. Green and yellow alien CROWDS wildly CHEER and joyously wave flags.

INT. FOCAL POINT - DUSK

Amanda approaches Bleary. It's quiet, nearly empty.

AMANDA

You buzzed. What's happening?

The screen shows all arrivals as "Cancelled." Next, it shows many red arcs depicting aliens fleeing the Earth.

BLEARY

Sorry.

BEEP BEEP BEEP BEEP. The Doomsday Clock hand moves.

AMANDA

Fuckers! Four minutes to. What do they know that we don't?

BLEARY

Telepathy and empathy.

INT. LYLA'S FALCON - MIDWAY PLAISANCE PARK - NIGHT

She dons a dark gray body suit and sleek head mask.

EXT. HARPER LIBRARY - NIGHT

Lyla stays in the shadows and sneaks to the Library. She climbs the rain gutter to the lower roof and climbs a ladder on the side of the building. She reaches the top of the 135 foot tower. She lifts the ventilation grate on a rook --

INT. DUCT WORK - NIGHT

-- and climbs down and down and down inside. Her bracelet directs her to the diamonds. She moves quietly.

INT. LABORATORY - NIGHT

Stephie stops working. Frank squints as he completes reassembling Birdie's old blaster.

STEPHIE

I'm exhausted. I can't focus. I've gotta get some sleep.

FRANK

Don't worry. I've got this. Get some rest. I'll stay at it.

STEPHIE

What about you?

FRANK

I'm wide awake. This won't let me sleep.

STEPHIE

Your OCD is showing.

Frank smiles in agreement. He holsters the blaster. They walk out.

INT. HEADQUARTERS - NIGHT

Stephie walks to the elevator.

STEPHIE
G'night. I'll be back soon.

FRANK
I hope so.

Frank walks to the men's room.

INT. LABORATORY - NIGHT

The vent grate in the ceiling drops open. The Woman in Black jumps down. She pockets the diamond from the projector. Wary, she leaps into the vent.

INT. MEN'S ROOM - NIGHT

Frank washes his hands and glasses. He checks every pocket. No mints.

INT. LABORATORY - NIGHT

Lyla jumps to the floor and tries to open the vault. Frank sees her from the hallway through the windows of the lab. He runs through the doorway. His HEART BEATS LOUDER and FASTER. HE GASPS and speaks with great difficulty.

FRANK
(squeaky)
Stop.

Lyla leaps into the vent. Frank sees the diamond is gone. He stops. As adrenaline surges, he swings from a lab equipment high-bar into the vent.

FRANK (V.O.)
What am I doing?

His HEART POUNDS.

INT. DUCT WORK - NIGHT

Lyla climbs a 100 foot ladder. He climbs, too. HE GASPS. As she reaches the top, she runs into a side duct. As he follows, he hears the Woman in Black behind him.

FRANK

(squeaky)

Stop.

He runs to catch the Woman in Black. He nears the end of the duct and hears Lyla behind him. He chases her. He catches his breath with hands on knees.

He goes on. At the end of the duct he looks right. Lyla's trapped in a dead end.

FRANK (cont'd)

(breathless)

Stop.

He draws Birdie's blaster. His hand shakes. He squints. A WILD BLAST.

SHE aims and BLASTS at Frank, but misses by inches. He jumps against the side of the duct.

LYLA KICKS out the vent grate and steps out on the ledge. He crawls toward her.

EXT. HARPER LIBRARY - NIGHT

She jumps to the ground and runs across University Ave. Frank holsters his weapon and steps on to the ledge. He jumps, falls down and loses his glasses. He squints, finds them and chases her.

She dashes into a narrow alley. He cautiously follows. His HEART BEAT is LOUD. She leaps 12 feet to grab a fire escape ladder. She climbs and reaches the stairs.

Frank runs and jumps on to a parked car. He DENTS the HOOD and ROOF. He long-jumps on to a DUMPSTER with a BOOMING THUD. He leaps and grabs the bottom rung.

He pulls himself up to the ladder and climbs the stairs. He reaches the top and --

EXT. ROOF TOP - NIGHT

-- chases her across CRUNCHING GRAVEL. She hides behind a chimney and BLASTS at Frank. She misses and runs. He draws his WEAPON, squints, BLASTS and misses her. At the roof's edge she leaps to the next building.

She fails to make it across and hangs by one hand. Frank crouches and moves toward her. His HEART RACES.

Near roof's edge, she FIRES a BLAST which grazes the shoulder of Frank's uniform. He turns and runs away. He stops, turns and runs toward the other building again.

He barely clears the gap and stumbles to the roof. SHE fires another wild BLAST. HE KICKS the weapon from her and handcuffs her hand. He holsters his blaster.

His HEART rate SLOWS. He cuffs the empty gun hand, pulls her up and removes her mask. He's struck by her beauty. His heart speeds up more.

FRANK

Whoa!

She reaches her cuffed hands over his head to kiss him. He ducks out and pushes her away. He cups his hand over his mouth to check for bad breath.

LYLA

I'll pour love into your heart and fill the cracks others have made.

FRANK

No can do. Cut to the chase.

LYLA

You're delicious. I'm wet. Let's rock and roll.

FRANK

What? No drink first? Let's waltz.

He pushes her to the roof-top stairway. Frank smiles with his accomplishment.

INT. FOCAL POINT - NIGHT

FRANK

Know this one?

He has Lyla in shackles. Bleary shakes its eyes. Amanda walks up. He smiles.

AMANDA

Who's this?

LYLA

The Honorable Delilah B. Temple
Agriculture Undersecretary of the
Lifthead Order. I demand
diplomatic immunity.

FRANK
Lifthead Order!? Diplomat?

BLEARY
Illegal alien.

LYLA
Illegal? You have our memory
crystals.

AMANDA
Tough. We need them.

LYLA
Whom might you be?

AMANDA
I might be Commander Amanda T.
Garps. This might be Manager
Franklin A. Ponder.

LYLA
Clockwatchers.

FRANK	AMANDA
Galactic Detectives.	The Authorities.

LYLA
I know your constitution. Read me
my rights.

AMANDA
Enemy combatants have no rights.

Bleary taps Amanda's shoulder with one hand and points
with another at the Doomsday Clock.

BEEP BEEP BEEP BEEP. The hand moves.

AMANDA (cont'd)
Fuckers! Three minutes to! It's
you. Let's interrogate. If it's in
your head, I'm gonna rip it out.

INT. INTERROGATION ROOM - NIGHT

Lyla sits handcuffed. Frank dumps her backpack. No gem.

FRANK
You took a gem from the holoscope.

LYLA
 You caught me before I recovered
 our property.

FRANK
 Are you a swallower?

AMANDA
 Start her talking. Get the jumper
 cables.

INT. CLOCKWATCHER'S HOLDING CELL - NIGHT

Wiley puts a hand in his pants, scratches and rolls over.

ON TV

Green and yellow alien MISSILES are LAUNCHED. Huge CROWDS
 on both sides CHEER and wave green and yellow flags.

INT. LABORATORY - DAY

Stephie works. Frank and Amanda enter.

AMANDA
 What have you got?

STEPHIE
 Insomnia. But we're back in.
 Watch. Holo. Continue.

SERIES OF SHOTS - THE LAB IS IMMERSSED IN

INT. ALEXANDER FLEMING'S LABORATORY - DAY - 1929

The holograph shows Michael and Gabe assisting Fleming.

EXT. TIMES SQUARE - 1929 - DAY

A news ticker. "FLEMING'S PENICILLIN DESTROYS INFECTIONS.
 MIRACLE DRUG CURES SOCIAL DISEASES. COMMON COLD NEXT."

AMANDA (V.O.)
 Stop!

INT. LABORATORY - NIGHT

AMANDA
 They kept us all in the dark.

STEPHIE

Yeah but look what they gave us.

FRANK

Never too high never too low.
Nothing's as good or as bad as it
first appears.

AMANDA

(to Stephie)
Call me when you get more.
(to Frank)
Rex sleeping?

FRANK

Yes. I think.

AMANDA

Get him. You may need him.

INT. REX'S APARTMENT HALLWAY - NIGHT

Frank knocks on the door.

FRANK

Rex. Get up. Let's go.

INT. REX'S APARTMENT - NIGHT

Rex startles awake. Valerie is alert.

REX

(sotto)
In the bathroom. Quick.
(loudly)
Hang on, hang on. I'm coming.

Rex opens the door.

FRANK

It's three minutes to. I still
haven't slept. I caught a Lifthead
burglar. She stole a diamond.

REX

You caught a Lifthead!?

Rex dresses. Frank picks up Valerie's thong.

FRANK

Whoa! You got a problem.

REX

I thought you're in a hurry.

Frank twirls the thong on his index finger.

REX (cont'd)

You're a man. You understand.

FRANK

All too well. You can't screw off,
screw up or screw you-know-who.

Frank knocks on the bathroom door. Valerie opens it a crack. He passes the thong thru.

FRANK (cont'd)

Let's wrap it up in there.

VALERIE (O.S.)

You don't understand.

REX

You don't understand.

FRANK

Tell me.

INT. HOLDING CELL - NIGHT

WILEY SNORES.

ON TV

Multiple MUSHROOM CLOUDS EXPLODE.

INT. LABORATORY - NIGHT

Stephie is with Amanda. Frank, Rex and Valerie enter.

AMANDA

Show 'em.

STEPHIE

You're not gonna believe this.
Holo. Continue.

INT. SYCCOM LABORATORY - DAY

HOLO (V.O.)

While life prospered under our
loving care, evil Syccom agents
murdered millions.

Augie and Beezer expose magnified fleas to a lethal bacterial fog. They dust caged rats with fleas.

FRANK REX
Devils! Diablos!

EXT. DARK AGE EUROPEAN VILLAGE - DAY

The Syccom set rats free. Bloated bodies fill carts and smoke rises from funeral pyres. A circle of five filthy CHILDREN SING and LAUGH.

CHILDREN
Ring around the rosies, pockets
full of posies, ashes, ashes, we
all fall down!

And they do, in the muck.

FRANK
Whoa! The black plague!

VALERIE REX
NO! Oh, man oh man.

STEPHIE
It only gets worse.

HOLO (V.O.)
The Syccom compelled total tools
to murder 100 million people.

Augie and Beezer counsel tyrants and dictators.

SERIES OF SHOTS - TWO SECONDS EACH

Lenin. Mussolini. Hirohito. Hitler. Stalin. Mao Zedong.

Nikita Kruschev. Ho Chi Minh. Ayatollah Khomeini. Nixon.

VALERIE FRANK
NO! WHAT!?

BEEP BEEP BEEP BEEP. The clock moves.

AMANDA
Fuckers! It's two minutes to!
Their million-year war's no
secret. It's been here. Stop.

The holograph halts.

INT. LABORATORY - NIGHT

STEPHIE
Those Syccom scumbags!

VALERIE
I can't believe it.

FRANK
What will they do next?

REX
Let's quiz the Lifthead.

AMANDA
No. Let's you and me talk.

EXT. DEEP SPACE - NEAR SATURN - NIGHT

Syccom INTRUDERS ZOOM toward Jupiter.

BEEZER
T minus fifteen. Intruders.
Prepare to sew entropy. Prime
weapons. Capacitate shields.

INT. HEADQUARTERS - NIGHT

Amanda and Rex walk toward his desk.

AMANDA
You're almost too good to dismiss.

REX
Thank you. I appreciate that.

AMANDA
Almost. You're transferring.

REX
No! You know I can help.

AMANDA
Wrong. I told you think long and
hard. You got it bass ackward.
Pack up and report to Customs.

REX
No way, Sir.

AMANDA

You got a problem? Don't like it?
How 'bout subbing and El Centro?

REX

No, Sir. What about Valerie?

AMANDA

She's not your problem. Pack up.

Amanda walks away. Rex sweeps everything from his desk into his backpack and walks out.

INT. INTERROGATION ROOM - NIGHT

Frank interrogates Lyla. Amanda enters.

AMANDA

Rex is gone. Customs. For now.

LYLA

When do I get an attorney?

AMANDA

Never. I'm the law, judge and jury. Why are you here?

LYLA

Aid, Order and outreach programs.

AMANDA

What's in it for you?

LYLA

Nurturing's the right thing to do.
Order requires we stop the Syccom from destroying your planet.

FRANK

Great job so far.

LYLA

The Syccom are coming to plunder your planet.

AMANDA

Really?

FRANK

Maybe, I don't know.

AMANDA

Lock her in detention. You need a replacement for Rex. Brisket is joining you.

FRANK

Seriously?

BRISKET pokes his head up from Amanda's backpack.

BRISKET

(baritone)

You got a problem? Bite me four eyes.

INT. PARKING GARAGE - NIGHT

On phone --

REX

I got transferred.

VALERIE (ON PHONE)

What?

REX

I'm so mad I could kill them.

VALERIE (ON PHONE)

Me too. What's your plan?

REX

Get my job back or get revenge.

VALERIE (ON PHONE)

How?

REX

I got two plans. Meet me in the garage.

VALERIE (ON PHONE)

The Commander's coming. Gotta go. Be careful. I love you. See you soon.

INT. HOLDING CELL - NIGHT

Frank locks Lyla in the cell next to Wiley who awakens.

LYLA

WILEY

What're you doin' here?What're you doin' here?

They kiss between the bars. Frank is surprised.

LYLA

I was gettin' your diamonds back.

FRANK
You know she's a Lifthead?

WILEY
What!? No.

LYLA
Wiley! You've known me years.

Frank gets Wiley.

FRANK
Come. You'll understand.

ON TV

The final bomb explodes. WHITE NOISE STATIC and snow.

INT. LABORATORY - DAWN

The TEAM gathers. Stephie works. Frank and Wiley enter.
Wiley looks at the bizarre equipment.

WILEY
What the hell?

Amanda enters. Brisket jumps out of her backpack.

BRISKET
Good thing I'm here.

FRANK
Oh no. Please.

BRISKET
You talkin' jive, Baby?

Frank picks him up and looks him in the eye.

FRANK
Let's make sure you're safe. Say
we muzzle and crate you?

BRISKET
(to Amanda)
This freakin' planet's a zoo, the
animals are on the loose and he
wants to cage me? We got work,
man.

AMANDA
Frank. Put him down. Go to it.
Nose to the ground.

Brisket sniffs the floor and licks donut crumbs.

BRISKET

Guys. Can't you be messier?

WILEY

(to Frank)

What the hell? You said I'd understand but it just keeps getting weirder.

STEPHIE

You won't believe these. Holo. Continue.

INT. AUTO ASSEMBLY LINE - DAY - 1918

Michael and Gabe counsel Henry Ford.

HOLO (V.O.)

Henry Ford integrated transport equipment manufacturing to enable billions to mobilize.

EXT. VARIOUS - DAY

They ride along: A Model T bounces along a rutted road. A chrome-finned beauty zooms on a 1950s' interstate. A SIG alert stops traffic on the four-level in Los Angeles.

WILEY

Took me ten hours once from San Berdoo to Ventura. Never again.

FRANK

I get it! I get it! Stop!

The holograph halts.

INT. LABORATORY - DAY

Frank exits quickly.

TEAM

What? Frank? Huh? What? Huh?

INT. MEN'S ROOM - DAY

Frank is panic stricken and locks himself in a stall.

EXT. BEEZER'S INTRUDER - NEAR JUPITER - DAY

INT. BEEZER'S COCKPIT - DAY

BEEZER

Augie. We intercept in T minus eight.

AUGIE (ON HEADSET)

Sew disorder for the Empress.

BEEZER

Lucy is jealous and just.

AUGIE (ON HEADSET)

Fear her wrath and hellfire.

BEEZER

Fear is good. I love Lucy.

INT. MEN'S ROOM - DAY

The acute abdominal pain and imagination madness subside. Frank composes himself and walks out.

INT. LIFTHEAD HANGER BAY - DAY

Thousands of workers prepare white and blue Flightwing Fighters. Gabe and General hug, choked with emotion.

GABE

Lead with spirit and soul General.

GENERAL

The triumph of the righteous is at hand. The demons must die. The miracle of life prevails. All will end orderly.

GABE

Optimist. Only time will tell.

GENERAL

Pessimist. The glass is not half empty.

GABE

I'm a realist. It's refillable. If it's not broken. Return safely.

GENERAL

Amen. Life is good.

They hug and kiss each other's necks. General zips his flight suit and turns toward his Fighter.

EXT. LIFTHEAD HANGER BAY - DAY

They fly from right to left toward Mars. The Sphere moves around the Moon. The Earth rises over the horizon.

INT. LABORATORY - DAY

Frank enters with Lyla in shackles.

FRANK

(to Lyla)

Explain this. Holo. Continue.

INT. RCA LABORATORY - DAY - 1921

HOLO (V.O.)

David Sarnoff's radio stopped people in their tracks.

Sarnoff, Michael and Gabe show reporters an early radio. Folks in the 1940s gather around a huge radio.

LYLA

How did you crack the Order code?

A family in the 1950s watches a tiny TV. Obese kids eat while sitting close to a large color TV console.

EXT. McDONALD'S RESTAURANT (SAN BERNARDINO) - DAY - 1955

Lyla counsels the McDonald brothers and Ray Kroc. Folks gobble burgers, fries and shakes.

LYLA (cont'd)

Stop!

The holograph stops.

INT. LABORATORY - DAY

WILEY

You are an alien!

Amanda is impatient and curt with Wiley.

AMANDA

We told you. Frank, where are you going with this?

FRANK

Penicillin. Cars. TV. Fast Food. They're fattening us up. They're farmers. We're their crop. Right, Undersecretary of Agriculture?

STEPHIE

You're, you're space cannibals!

LYLA

You're crazy. That's ridiculous!

They anxiously tighten the circle around Lyla.

BRISKET

That's hilarious. Sloppin' humans.

FRANK

You're protein and fat, too. To her we're all "farm raised."

Brisket's eyes bug out.

LYLA

Nonsense. We're your protectors. The Syccom will enslave you.

Amanda pokes Lyla in the chest.

AMANDA

Before or after you?

FRANK

There are almost no Lifthead weaknesses. They live for thousands of years but.. Holo. Play. Execution.

INT. LIFTHEAD EXECUTION CHAMBER- DAY

A SCREAMING PRISONER is gagged and strapped to a table.

HOLO (V.O.)

Suffering from deadly Type 3 diabetes, mere contact with carbohydrates is fatal.

A hooded executioner touches a corn dog to the condemned's forehead.

HE GURGLES, SPUTTERS and melts down into a small steaming pile of chunky brown shit.

LYLA
No! No! Stop! Stop!

INT. LABORATORY - DAY

STEPHIE
I made these for you.

Frank squints as Stephie hands him --

AMANDA
Bullets? Keep your blaster.

STEPHIE
Not just bullets. Lethal loads.
The most deadly substance known to
Liftheads. S'Mores. Graham cracker
crumbs, chocolate syrup and
marshmallow cream.

CLOSE - S'MORE BULLET

BRISKET
S'Mores. Goopy sweet carbohydrate
treats.

FRANK
Never had one. Never been camping.

LYLA
NO! Please! Not S'Mores!! The
Syccom are coming to kill every
living thing. We are your last
hope. Turn from this evil.

BRISKET
Eating us is what? A holy
sacrament?

LYLA
You have no idea what you are
getting into.

FRANK
True. I don't even know what we're
getting out of.

BEEP BEEP BEEP BEEP.

AMANDA

Fuckers! One minute to! Gotta fight. Who's going with me?

LYLA

WHAT?! You are insane!

FRANK

(to Amanda)

You haven't seen action in years.

AMANDA

Got a planet to save.

(to Wiley)

You've been up there. You in?

WILEY

No way. I'm just a driver. All I want is my diamonds.

AMANDA

You're doomed. They're worthless.

STEPHIE

Then I'm going.

AMANDA

No. You need to stay and relay info. Let's go Frank.

(to Lyla)

You're coming as a shield.

(to Frank)

You okay?

Frank forces a tight-lipped smile. He shakes his head.

AMANDA (cont'd)

Let go. Move on. Bring your brain.

(to Wiley)

Nothing to lose but a few years.

WILEY

Okay, okay. I'll go.. But.. Let me out in Bettendorf.

They exit the Laboratory.

EXT. BETWEEN MOON AND MARS - GENERAL'S FIGHTER - DAY

INT. GENERAL'S COCKPIT - DAY

GENERAL

Chief, we're approaching Mars. The
asteroid belt and intercept are T
minus four. Our loins are girded.

INT. DARK SIDE OF THE MOON - LIFTHEAD BRIDGE - DAY

MICHAEL

Great, General. We created them
and now we can destroy them. Be
Orderly.

GENERAL (ON SPEAKER)

Life is good. Amen. Out.

MICHAEL

Gabe commence extraction.

GABE

Holographic Operations. Ready?

HOLOGRAPHIC OP'S responds from across the Bridge.

HOLOGRAPHIC OP'S

Projector programmed and synched.

Gabe queries the HARVESTERS near by.

GABE

Cryo-portation? Combine? Bin
Operations? Report.

HARVESTERS

We are set to go.. We are in
position.. We are ready to fill.

MICHAEL

Life is good and Orderly.

GABE

Amen.

INT. PARKING GARAGE - DAY

The group exits the elevator. Wiley carries a weapon
filled bag. Frank shoves the shackled Lyla toward Jeepy.

Lyla spins out of his grasp and grabs his blaster from
his holster. SHE BLASTS her cuffs. She's free. Wiley
drops the bag.

Frank takes cover behind a pillar. Amanda and Wiley hide behind Jeepy. Lyla grabs another blaster from the bag.

LYLA

Give me our memory! You stupid wasters. You are not going to ruin our efforts to bring Order to this dump. Wiley! I have been good to you.

He walks stiffly toward her, like a robot.

WILEY

(monotone)
Lyla has been good to Wiley.

LYLA

Yes, Wiley! I care about you!

She hands him a blaster. Wiley walks toward Frank.

WILEY

Lyla cares about Wiley.

Pinned behind Jeepy, Amanda slides her blaster to Frank.

FRANK

NO! She doesn't care for you. Only about you. How you fit her plan.

Wiley walks closer aiming at Frank. He aims at Wiley.

LYLA

Wiley! Shoot them! That's an order.

Frank lowers his blaster. He can't kill Wiley.

WILEY

Wiley shoot Frank. Shoot Amanda.

Wiley's eyes are vacant and his face is blank. WHAM! A LOUD BLAST. The GARAGE ECHOES. Wiley winces. Frank is unhurt.

LYLA

Maggots! Life is good. Amen.

Lyla deflates into a shit pile. The handcuffs lay in the middle. Wiley snaps out of Lyla's spell.

They GAG at the STENCH, hold their noses and walk away. Rex steps from the shadow, a blaster in his hand. Valerie is with him.

AMANDA

Rex. Valerie. How did you --

REX

Semper Fi.. I knew you'd need me.
I'm off probation, verdad? (true?)

AMANDA

Maybe. Right now you're coming.

REX

I've been waiting for this.

VALERIE

Me, too.

AMANDA

Good. You're as brave as your ex-lover. Wiley? Mankind's at stake.

WILEY

Now that you put it that way..
Mankind? Not a big fan. Half of
the folks you meet are below
average. Bottom line, I don't ever
wanna die.

AMANDA

Everyone dies. Just don't know
when. When you got dieing on your
mind, you're living in fear. If
you want to call that living.

WILEY

You saying I got a problem?

AMANDA

Several.

WILEY

Truth is.. I got nothing going..
What the hell.. Road trip!
Shotgun! Hammer down!

BEEP BEEP BEEP BEEP.

AMANDA

Fuckers!! It's midnight!
(to Frank)
Ready?

FRANK

No. I think I missed something.

AMANDA

That's your problem. You think too much.

FRANK

I think I know my limits.

AMANDA

No. You're not held back by who you think you are, but by who you think you aren't.

FRANK

But I need to finish planning.

AMANDA

You're done. Take out the meat thermometer. You're driving.

Frank puts his hand to his face, shakes his head and SIGHS. Rex loads the weapons into Jeepy. Frank gets in to drive with Wiley beside him. Amanda, Valerie and Rex get in back.

Frank starts Jeepy, runs over Lyla's pile and rolls out of the garage. It transforms into a SPACECRAFT and ROARS upward. A janitor with a respirator shovels Lyla's pile into a trash barrel.

INT. SPACECRAFT JEEPY - 50,000 MILES ABOVE EARTH - DAY

JEEPY ROCKETS up. Frank's HEARTBEAT gets LOUDER. He breathes deeply and exhales through pursed lips. Frank's brow and palms sweat. He dries his hands with the dash vents. Wiley watches and fidgets.

EXT. HALF WAY BETWEEN THE EARTH AND THE MOON - DAY

Beams of light emerge from the Sphere. Enormous images are projected toward Earth.

WILEY

What the hell?

SERIES OF SHOTS - AROUND THE EARTH

EXT. TOKYO - DAY

Devotees see the Buddha on high. They are placid and surrender. They are flash frozen and float upward.

EXT. BEIJING - DAY

Mao smiles down and a billion frozen Chinese soar up.

INT. JEEPY - DAY

REX

I hate cold Chinese take out.

EXT. TIBET - DAY

Tibetan monks in saffron and ochre robes see a Yin-Yang.

MONKS

Nam-myoho-renge-kyo.

They are joyfully and serenely frozen. They rise.

EXT. TAJ MAHAL - DAY

Hindus see Brahma, Vishnu, Rama, and hundreds of lesser deities. They and their sacred cows are drawn upward.

EXT. MECCA - DAY

HAJJI'S see a huge Crescent Moon and Star.

HAJJI'S

Salaam Alekem! Allahu akbar!

In robes, keffiyeh and hijab, they and their camels fly to the sky.

REX

They must not keep kosher.

AMANDA

Go ahead. Laugh all you want. This may be the end of life on Earth.

EXT. JERUSALEM - DAY

The Prophet ELIJAH appears.

ELIJAH

(booming voice)

Prepare ye the way of the Lord!

JEWS in prayer garb weep with joy.

JEWS
 (overlap improv)
 Meshia! Yeshua! Mellech Adonai!

They lift-off along with Holy Land tourists. They have Kodak Instamatic cameras slung around their necks.

INT. JEEPY - DAY

FRANK
 Must be the same on the night
 side.

His heartbeat speeds up.

EXT. JAMAICA - NIGHT

Stoned RASTAFARIANS see Haile Salassie. They sing Bob Marley's "Three Little Birds."

RASTA'S
 "Don't worry, 'bout a thing, every
 little thing, gonna be all right."

Flash frozen, they get higher and higher.

EXT. LOS ANGELES - LAX - NIGHT

DEVOTEES see Lord Krishna and increase the VOLUME of their CHANT.

DEVOTEES
 "Hare Krishna, hare Krishna,
 Krishna Krishna, hare hare."

Tambourines in hand, they are pulled up by their frozen ponytails.

EXT. LARGE CHURCH - NIGHT

BELIEVERS stream out to see Christ in the clouds.

BELIEVERS
 Hallelujah! Praise god! I'm going
 home to Jesus! Thank you lord!

They raise their hands and rise frozen in ecstasy.

FRANK
 Be careful what you pray for?

EXT. LIFTHEAD SPHERE - DAY

People and animals stream up. They're sucked into mammoth "Intergalactic Harvester" combines that spew them like ears of corn into mile-long bins. At a combine's exit chute is a full bin. A tug pulls it forward. Another tug pushes an empty bin in its place.

INT. SPACECRAFT JEEPY - NEAR THE MOON - DAY

AMANDA

Fuckers! How much longer?

FRANK

Two, three minutes.

REX

Then we put a stop to this.

BRISKET

Yeah. Right. No problem. Just run in, find the switch and throw it in reverse.

REX

No, you stupid mutt.

BRISKET

You got a problem? Unlike you I'm AKC pedigreed.

VALERIE

It's all coding. We can do this.

FRANK

It all depends. We'll find out.

Frank takes a deep breath and wipes sweat from his forehead with his sleeve. His HEART POUNDS.

EXT. LIFTHEAD SPHERE - HANGER DOORWAY - DAY

The last FIGHTERS ROCKET out to battle the Syccom. A full bin goes in the mammoth doorway, keeping right. An empty bin comes out on the left. Frank sneaks Jeepy in between.

INT. JEEPY - DAY

The space narrows like a slot canyon. JEEPY clips and BANGS into one. The collision damages Jeepy slightly. The bins close in. The TEAM SHOUTS and GASPS. They hit one

and pinball in between, crumpling Jeepy's stabilizers and wings. THEY SCREAM.

The bins pass each other and Jeepy spins behind the full bin. Frank takes a deeeep breath. On the next revolution he taps the touchscreen. A BEAM of YELLOW LIGHT shoots from Jeepy.

It latches onto the back of the bin going in. It whips them back and forth until it tows them in.

INT. LIFTHEAD HANGAR - DAY

Behind the bin, Jeepy reverts into a scraped and dented Wagoneer. They climb out and arm themselves with blasters and S'More guns. Amanda glances at her watch.

AMANDA

This way.

ALARMS SOUND. The team climbs stairs and moves along a catwalk. A BLAST is fired by a Lifthead TROOPER who blocks their path. It misses Amanda. REX SHOOTS a S'More bullet. It hits the TROOPER who SCREAMS and dies SPUTTERING down into a shit pile.

Another LIFTHEAD BLASTS. IT ZAPS the rail missing Frank. VALERIE SHOOTS and SPLATTERS the alien's chest. WILEY SHOOTS one. IT SCREAMS and melts. Amanda kills another.

Frank is unable to hit any. His HEART BEATS LOUD and faster. His hand shakes and his face drips sweat.

WILEY

Like shootin' rabbits with a 4-10.

FRANK

Oh. If only.

The team continues toward the bridge. Amanda opens double doors that reveal the convergence of two hallways.

INT. CORRIDOR - DAY

Amanda gets their bearings from her watch.

AMANDA

That goes to operations and that to the bridge.

(to Frank, Rex and Wiley)

Take out the bridge officers.

(MORE)

AMANDA (CONT'D)
 (to Valerie)
 Let's reverse the harvest.

INT. CORRIDOR - DAY

Two troopers block their advance. REX SPLATTERS a SHOT off the ceiling that kills both. They walk past the shit piles. THEY GAG.

REX
 That's how you do it, Frank.

WILEY
 Easy when you get the hang.

FRANK
 No. Easy rarely does it.

Two TROOPERS hide in an archway off the corridor. The team edges around the corner. The troopers step out BLASTING. One hits Wiley in the shoulder.

WILEY
 AARGH!! WHAT THE HELL!

FRANK hits the floor and rolls. He SHOOTS and HITS the troopers with a wild shot off the wall. He's surprised.

FRANK
 You're hit! How bad?

WILEY
 I'm really bleedin'.

A trooper comes around the corner. Rex shoots. His gun jams. The TROOPER BLASTS at Rex who dodges, hits the deck and rolls into an archway. The trooper aims at Wiley and Frank. Rex clears the jam and kills the enemy. Frank makes his tie into a tourniquet.

REX
 Semper Fi! Take him back. No one left behind. I'll go on.

FRANK
 No. Seniority has authority. You take him. I'll figure this out.

They retreat. Frank presses on nervously. A TROOPER jumps out and BLASTS at Frank. He misses. Frank pulls the TRIGGER. CLICK. Out of S'mores.

FRANK (V.O.)

What am I doing?

The TROOPER BLASTS. Frank dodges into an archway. The trooper closes in. Frank fumbles for his blaster. He sticks his blaster out of the archway and BLASTS the TROOPER who is three feet away. Frank pokes his head out.

FRANK

Thanks, Birdie.

INT. CORRIDOR - DAY

Brisket pops up from Amanda's backpack.

BRISKET

(sotto)

'Round the corner. I smell 'em.

AMANDA

(sotto to Valerie)

Shoot right. I'll shoot left.

They turn the corner and hit the deck. AMANDA SHOOTS the trooper on the left and Valerie the one on the right.

BRISKET

Above you!

Two TROOPERS BLAST from a balcony. Valerie and Amanda roll away. THEY SHOOT and kill the troopers.

INT. LIFTHEAD BRIDGE - DAY

Frank sneaks in. GABE sees and BLASTS him in the gut.

FRANK

AARGH!

His blaster flies out of his hand. He spins and goes down hard. His earbud flies from his ear. He twitches several times and lays lifeless.

EXT. ASTEROID BELT BETWEEN MARS AND JUPITER - DAY

INTRUDERS and FIGHTERS BLAST and EXPLODE in history's largest battle. They BLAST one another in a careening junk yard of rocks and wreckage. They destroy each other until both fleets are decimated. The Syccom continue to outnumber the Liftheads.

GENERAL
 RETREAT! Defend the Sphere!

The fleeing Liftheads are chased by Syccom as they fly toward Mars. BEEZER chases General who evades his BLAST. General wheels his Fighter around and aims at Beezer's Intruder. THEY BLAST at each other in a game of chicken.

INTERCUT:

INT. FIGHTER SHIP COCKPITS - DAY

BEEZER
 Broil, waster!

GENERAL
 Eat neutrons, devil!

BEEZER
 Die, Jeremiah! Die!

GENERAL
 Go back to Hell, Beelzebub!

BEEZER scores a HIT and General's FIGHTER EXPLODES.

BEEZER
 YES!!

He and his diminished Syccom Millennions continue to battle the last Liftheads fleeing to the Sphere.

INT. CORRIDOR - DAY

Amanda, Valerie and Brisket reach a door with a sign "OPERATIONS CENTER." Amanda tries the knob. It's locked. Valerie kicks it open. They dash in.

INT. LIFTHEAD OPERATIONS CENTER - DAY

Louis and three troopers sing, drink and eat the bloody pig with their hands. VALERIE SHOTS all four. THEY SCREAM and melt into stinking piles.

AMANDA
 Yech! Impressive.

VALERIE
 I said I'd surprise you.

Brisket jumps out of Amanda's backpack. He sniffs a pile and eats some. He licks his chops.

BRISKET

Baby! Tastes like.. Chicken!

VALERIE

(on EAK)

Stephie. We need harvesting control passwords and code.

STEPHIE (V.O.)

I'm uploading now.

They wait a few anxious moments.

VALERIE

I got them.

She types 300 words per minute. Through the window the stream of billions of people and animals rising from the Earth slows, stops and reverses. THEY CHEER.

BRISKET

Yeah! Baby!

AMANDA

Let's move!

VALERIE

Wait. I can activate the self-destruction sequence.

She types more code.

EXT. LIFTHEAD SPHERE - DAY

An EXPLOSION blows out a section of the SPHERE.

INT. LIFTHEAD OPERATIONS CENTER - DAY

They feel the THUMP. The SHIP wobbles.

AMANDA

YES!

VALERIE

YES!

BRISKET

Baby!

AMANDA

To Jeepy.

INT. CORRIDOR - DAY

Rex struggles to carry Wiley.

INT. LIFTHEAD BRIDGE - DAY

Frank looks dead. The Bridge consoles begin smoking. He rolls over. A hole in his uniform reveals a Kevlar vest.

MICHAEL

KILL HIM!

They BLAST at FRANK who straightens his glasses, grabs his blaster, crawls out the door and --

INT. CORRIDOR - DAY

-- runs away through SPARKING CORRIDORS.

INT. SYCCOM HANGER - DAY

Rex and Wiley arrive at the passenger side of Jeepy.

REX

Help me get him in.

Outside, Syccom Intruders BLAST the SPHERE which is defended by the few remaining Lifthead Fighters.

AMANDA

He's in shock. Where's Frank?

REX

The bridge.

AMANDA (ON EARBUD PHONE)

Frank! Can you hear me?

Valerie points her blaster at Amanda.

VALERIE

DROP YOUR WEAPON!

Amanda drops her blaster and gets down.

AMANDA

WHAT ARE YOU DOING!

BRISKET WHINES and jumps into Amanda's backpack. Rex eases Wiley down and pulls his blaster.

VALERIE

DROP IT REX!

Rex moves toward Amanda and kicks her blaster to Valerie.

REX

I'm with you. I hate her. Keepin' us apart.

He aims at Amanda and cozies up to Valerie.

AMANDA

What on Earth!?

VALERIE

Earth!? Ha! I'm Syccom, fool.

AMANDA

(to Rex)

What about honor and loyalty!?

REX

You were right. All you need is love, love. Dead right.

VALERIE

Yes! Come with me. Live forever.

REX

I knew you were different!

AMANDA

Bull!

VALERIE

I'll take care of them. Start this junk pile and get us out of here. Time to suffer, wasters.

REX

NO!

(to Amanda)

After what you did.. Keepin' us apart? Watchin' you die will be my pleasure.

VALERIE

Ooo. Revenge. I love it. One of victory's rewards. Enjoy, my pet.

Valerie holsters her blaster and circles around to the driver's seat. She starts the ENGINE with a ROAR.

AMANDA

REX! DON'T!

REX AMANDA (cont'd)
 No one loves you like she NO! IT'S NOT TRUE!
 loves me.

REX AMANDA (cont'd)
 No one knows you! No one'll NO! DAMN IT! NO!
 miss you! DIE!

REX fires three BLASTS at Amanda, Wiley and Brisket.

VALERIE

Feel the exhilaration, my pet?

REX

More than you know.

She tears away her face. Underneath is devil red skin.
 Rex leans into the passenger's window. HE BLASTS her
 head. Smoke pours out. SHE SPARKS and ZAPS.

VALERIE

(strange, electronic)
 Miserable carbon waster!

Rex circles Jeepy, opens the door and yanks her out. SHE
 EXPLODES into flames and SCREAMS ELECTRONIC FEEDBACK. The
 others are alive and cover their ears. It stops.

REX

I always suspected her. Never got
 distracted from my investigation.

AMANDA

Investigation?

REX

I told Frank there was something
 about her.

AMANDA

Later.

She calls on earbud.

AMANDA (cont'd)

Frank! Where are you!?

INT. LIFTHEAD CORRIDOR - DAY

Frank struggles through the smoke. Flames emerge. His HEART BEATS LOUDER. HE GASPS for air and stumbles toward Jeepy. He pulls his EAK.

FRANK
AMANDA! CAN YOU HEAR ME!?

He stumbles and falls with his EAK in hand. He hits the deck. A blinding GREEN FLASH.

FLASHBACK

INT. LITTLE FRANKIE'S BEDROOM (DETROIT) - 1953

MOTHER (25) is putting LITTLE FRANKIE (4) to bed. He's reading Orwell's "1984" and sucks a candy cane. She takes it from him.

MOTHER
Here's something sweeter, Frankie.

She kisses him and sets the book on the night stand. The clock shows 8:00. Mother takes off his thick glasses.

MOTHER (cont'd)
I love you. Now brush your teeth
and go to sleep. Santa's coming at
midnight.

LITTLE FRANKIE
Yay! I love you mommy.

MOTHER
I'll tuck you in and wish you
pleasant dreams, my lovely.

INT. LITTLE FRANKIE'S BEDROOM - NIGHT - MIDNIGHT

Little Frankie is reading with a flashlight. The clock shows 12. He stops reading and goes downstairs.

INT. LIVING ROOM - NIGHT

He sees the presents and smiles.

LITTLE FRANKIE
(sotto)
Missed Santa again.

He sees candy canes on the tree. He reaches for one and grasps it. He knocks the string of lights to the floor. He steps on one BULB which SOFTLY POPS. IT SPARKS. Frankie is frightened and runs upstairs. The cloth skirt under the tree catches fire.

INT. PARENT'S BEDROOM - NIGHT

FATHER

Smoke! Wake up!

MOTHER

Oh god. I'll get the baby.

INT. LITTLE FRANKIE'S BEDROOM - NIGHT

Father wraps Frankie in his blanket.

FATHER

COME ON MA!

He fights through smoke, down the stairs and outdoors.

EXT. TWO STORY BRICK HOUSE - NIGHT

He carries his son to the sidewalk. Flames from the windows blacken the sides of the house.

FATHER

Stay here! I'll be right back!

Father runs into the smoky doorway. Little Frankie's HEART BEATS LOUDER and FASTER.

The HOUSE EXPLODES. He falls into the slush, sobs and sucks the candy cane as a fire truck arrives.

END FLASHBACK

INT. LIFTHEAD CORRIDOR - DAY

Frank surfaces from his subconscious revelation. HE SOBS.

AMANDA (V.O.)

You're not held back by who you think you are, but by who you think you aren't.

With tears in his eyes, he smiles.

FRANK

Thanks Dad. Be here now. There's
no where or when else.

He pops a mint and then runs back. FLAMES JUMP OUT into the smoky corridor. The BEATING of his HEART is normal, given the circumstance.

INT. LIFTHEAD BRIDGE - DAY

It's chaos as the ship self-destructs. Several CONSOLES SPARK. Fires emerge. The Executive Officers are working to save the ship. FRANK BLASTS from the doorway. Michael ducks. IT SMASHES Gabe's head.

GABE

DAMN YOU TO HELL!

HE SCREAMS in agony and SPUTTERS down into a shit-pile.

MICHAEL

You again!?

MICHAEL turns and BLASTS. He grazes Frank's left forearm. FRANK SCREAMS and hides behind a six-foot tall console.

MICHAEL (cont'd)

Repent! We made you in our image
to serve us.

FRANK

You're false idols. It's over.

The bridge lights flicker. FIRE CRACKLES from the CONSOLE. Frank shoots at Michael and misses. He moves to the other end of the console and pulls the trigger several times. EVERY BLAST is weaker than the one before.

FRANK (cont'd)

Birdie! Don't die on me!

CLICK. Nothing. Out of energy. Michael shoots SEVERAL BLASTS at the console which falls over pinning Frank's legs. FRANK SCREAMS.

FRANK (cont'd)

OH GOD!!

MICHAEL

Haha. Say your prayers, waster.

Michael steps over, drops and pins Frank with his knees. He puts the muzzle of his blaster under Frank's chin.

Frank struggles but can't buck Michael off of him. He accepts, stops and surrenders.

FRANK

Any day is as good a day to die as any other.

MICHAEL

Just kill you? What a waste.

He takes Frank's glasses and breaks them at the bridge.

MICHAEL (cont'd)

See how little you actually see, you yummy thing, you?

Michael grabs Frank's throat with his free hand and strangles him. He lowers his face to Frank's. Michael whispers in his ear.

MICHAEL (cont'd)

Funny. I am among the few that savor a hot-pepper adrenaline marinade.

Frank turns red as Michael licks his forehead, eyes and cheeks. Michael sticks his tongue in Frank's ear.

MICHAEL (cont'd)

Mmm! Mine. Mine. Mine. All mine.

Frank turns his head yielding his lips. Michael French-kisses him deeply.

Frank's cheeks balloon like Dizzy Gillespie. He blows his sugary mint into Michael's mouth. Michael's eyes bulge.

Michael releases his grip and slides off of Frank. Michael spits out the mint.

MICHAEL (cont'd)

STUPID PARASITE!

It rolls to Frank.

FRANK

The word is "ignorant."

Michael curdles into a shit-pile. Frank takes the mint, wipes it on his shirt and puts it back in his mouth. The CONSOLE that pins Frank SMOKES. It SPARKS and FLAMES spew out. He struggles to free his legs.

He takes two hands full of Michael's shit, GAGS, and lubricates his legs. He slowly pushes himself out.

He wipes his hands on the floor and his pants. He feels around and finds his broken glasses. He goes to a sparking console and welds the halves together. They work, but are cockeyed.

FRANK (cont'd)

Let there be light.

He walks to the ship's holographic projector. He pulls out his EAK and presses the button. The GREEN BEAM ZOOMS down and FLASHES the Earth.

FRANK (cont'd)

Pleasant dreams, my lovelies.

He grabs Michael's blaster from the pile and exits.

INT. LIFTHEAD CORRIDOR - DAY

Frank heads toward Jeepy through FLAMES and EXPLOSIONS while shooting every Lifthead with marksman's shots.

INT. LIFTHEAD HANGER - DAY

AMANDA

What took you?

FRANK

Peace on Earth. Goodwill to men.

REX

Ain't like Christmas I had. What's that smell!?

FRANK

Eau de Lifthead. How's Wiley?

Amanda frowns and shakes her head. Frank points to a smouldering heap.

FRANK (cont'd)

What's that?

AMANDA

Valerie. She was a Syccom mole.

FRANK

You need a new head-hunter.

AMANDA

Hurry. There's Syccom all around.
Take off your pants.

INT. JEEPY - DAY

Wiley's in back with Amanda. Rex is in front. Frank is in boxers and drives. As they roll, five troopers block their exit. HE TAPS the touch screen and selects "FORCE FIELD." A clear bubble surrounds them. The TROOPERS BLAST at Jeepy. Frank BURNS RUBBER and Jeepy transforms into a new SPACECRAFT and ROCKETS out.

FRANK

Hold on!

The COLLISION SPLATTERS the Troopers with its shield. Crap coats the bubble of Jeepy the Spacecraft.

EXT. SPACECRAFT JEEPY - DAY

The ENGINE SPUTTERS after forward momentum carries them a few miles from the Sphere.

INT. SPACECRAFT JEEPY - DAY

Frank tests the control jets. They work and stabilize Spacecraft Jeepy.

FRANK

Good. Let's go.

He presses the ignition button. JEEPY WHINES. ERR! ERR!
It won't start.

EXT. BEEZER'S COCKPIT - DAY

HE ROCKETS past Jeepy and loops around.

INT. BEEZER'S COCKPIT - DAY

The Clockwatchers are in his cross-hairs. He BLASTS at THEM. IT HITS with a glancing blow. HE ZOOMS past.

INT. SPACECRAFT JEEPY - DAY

The bubble has tiny cracks. THEY GASP.

FRANK

Okay. That's it.

He presses the ignition button again. JEEPY WHINES. ERR!
ERR! Jeepy doesn't fire. Frank TAPS the SCREEN.

FRANK (cont'd)

This should do it.

He presses the ignition a third time. ERR! ERR! Nothing.

AMANDA

Damn it! Come on Frank!

Beezer turns around. HE BLASTS at Jeepy and ROARS by.
Another glancing blow. Bigger cracks. MORE YELLING. Frank
taps the screen again.

FRANK

I don't get it. I'm baffled.

He calmly and persistently presses the ignition over and
over. ERR! ERR! ERR! ERR! ERR! ROAR! THEY ZOOM away.

BEEZER chases and BLASTS again. HE HITS with another off
center shot. The SHIELD breaks. It is ripped away. The
TEAM FREAKS OUT, SCREAMING with the fear of death.

Frank turns Jeepy around. BEEZER BLASTS. FRANK BLASTS at
Beezer with the CANNON. It overwhelms Beezer's blast.

INT. BEEZER'S COCKPIT - DAY

BEEZER

NOOOO!!

Beezer's INTRUDER EXPLODES.

INT. SPACECRAFT JEEPY - DAY

Frank is calm. Other Syccom Fighters chase the
Clockwatchers. SYCCOM BLASTS come in barrages. Frank's
wild veers, darts, loops and dives evade every shot.

EVERYONE but Frank is SCREAMING like seven year-old kids
on the most dangerous roller coaster at Six Flags.

The Lifthead SPHERE EXPLODES. The CONCUSSION WHACKS
Jeepy. EVERYONE is SLAMMED around.

FRANK

I love each of you very much!

CLOSE - "DO NOT PUSH" BUTTON

Frank pushes the button. IT only BUZZES.

TEAM
WHAT? OH NO? NOOOOO!

INT. SYCCOM COMMAND DECK - NEAR SATURN - DAY

LUCY
Well done. Our mission is
accomplished. Give the word.

AUGIE
Yes, your Excellency.

Augie speaks to his touchscreen.

AUGIE (cont'd)
Attention! The Lifthead Sphere is
no more. Return to base.

INT. SPACECRAFT JEEPY - DAY

The Syccom INTRUDERS DISAPPEAR.

REX
Buckyball! It's like you. It works
but it's slow.

Amanda holds Wiley's wrist.

WILEY
(weakly)
I'm fine. Slow down. Take your
time.

Rex looks at Amanda. He shakes his head and looks away.

INT. FOCAL POINT - DAY

The Doomsday Clock moves back to seven minutes to twelve.
Bleary puts drops in its eyes with four arms.

EXT. PARKING LOT - DAY

Frank and Rex get out of Jeepy with flowers. They walk in
silence.

INT. MEDICAL CENTER - EMERGENCY ROOM - DAY

They walk in with the bouquets.

WILEY
Hey. How am I doing?

DR. GUPTA
You have lost quite a lot of
blood. You are not out from the
wood, but you should be fine.

Katie bandages Wiley.

DR. GUPTA (cont'd)
Don't I know you?

FRANK
If you did, you'd be alone.

KATIE
(to Wiley)
You look familiar too.

WILEY
Where you from?

KATIE
Rock Island. You?

WILEY
Bettendorf! Practically next door.

KATIE
Must've seen you at the Hy-Vee
store.

WILEY
Prob'ly.
(to Frank)
That's ten minutes from home.

FRANK
You're in good hands.

She puts the call button in his hand and touches him.

KATIE
Yes handsome. Anything you need
I'll be right there. Whenever ya'
like. Just press my button, hon.

WILEY
Thanks.

She looks over her shoulder and smiles as she leaves.
Wiley holds Frank's hand. He pats Wiley's with the other.

INT. MARGE'S BAR - NIGHT

Frank sits alone nursing a whiskey. Amanda walks in and joins him. He wears no glasses. The bartender waits.

AMANDA
Same.. Contacts?

FRANK
LASIK.

AMANDA
You look better.

FRANK
I see better too.

AMANDA
Good. Evaluation time Frank.

She hands him an envelope from her inside jacket pocket.
He opens it. There's a single sheet of paper.

CLOSE - "CLOCKWATCHERS PERFORMANCE EVALUATION" FORM

"Thanks. Good job."

FRANK
That's it? Thanks? Good job?

AMANDA
Yeah. And you learned two essential lessons. First, we don't need to know everything in order to know enough to act wisely. Two, I'm smarter than you thought. Oh yeah, tell Rex he's back.. On probation.

INT. LABORATORY - DAY

Amanda and Brisket join the TEAM: Frank, Rex and Stephe who relax with coffee and donuts.

AMANDA
Debrief me on the rest of the Lifthead-Syccom war.

FRANK

Sleeping with a Lifthead? Gives them tele-psych power over you. They gave us religions to assure a happy harvest. Fear makes meat too spicy.

AMANDA

What about Valerie?

STEPHIE

She sabotaged Three Mile Island and killed Birdie.

BRISKET

That it?

FRANK

No. The Syccom seeded the clouds to cause the great flood.

STEPHIE

We got a few interesting footnotes and appendixes. Holo. Play. Anagrams.

The hologram spells in mid-air "LIFTHEADS" and "SYCCOM." The letters shuffle and form "HATFIELDS" and "MC COYS."

TEAM

GROAN!

BRISKET

You saved your planet. You should be heroes.

FRANK

Worse than being anonymous.

Amanda smiles and nods.

INT. MARGE'S BAR - NIGHT

Amanda sits with Wiley and Frank. Wiley looks great. She pours eight diamonds into his palm from a velvet bag.

WILEY

Boy do I need these.

AMANDA

Thanks for getting them. You saved the Earth.

WILEY

Mankind ain't so bad after all.

FRANK

We copied everything and got some great technology.

Wiley takes two diamonds and gives each one.

WILEY

They're prob'ly worth a million apiece. I'm set with five.

AMANDA

Five? Eight less two is six.

Wiley takes another diamond and gives it to Amanda.

WILEY

This is for Rex. Saved my life. You gonna scramble my brain?

AMANDA

You want these memories? Be my guest. You earned them.

EXT. SMALL CHURCH (ROCK ISLAND) - DAY

The doors open. The bride and groom stroll down the steps. Some guests toss rice and others dab tears of joy.

KATIE

This is the happiest day of my life. I love you.

WILEY

I love you, too.

They kiss. The crowd CHEERS and APPLAUD. Katie wears a ten-carat diamond ring and tosses her bouquet over her shoulder.

Amanda catches it and hands it to Stephie who hands it to Rex. He gives it to a pretty woman next to him.

STEPHIE

Have a great trip. Send us a postcard from the Grand Canyon.

KATIE

We'll take home movies raftin' down the Colorado.

AMANDA

White-water views of the wash-out?

WILEY

What the hell. Nothing will ever
look the same.

FRANK

Love improves everything.

WILEY

Yeah. Thanks.

Wiley hugs Frank, Amanda and Rex. Brisket gives Wiley a lick. Katie kisses Frank and Rex on the cheek. The newlyweds walk toward a big RV painted with stars and galaxies. The happy couple wave from the door.

EXT. STAR-FILLED NIGHT SKY - DAY

The image recedes. It's the back of the RV pulling away. It tows the Falcon with a "JUST MARRIED" sign. Shoes and cans hang from the bumper.

EXT. GAS STATION (ROCK ISLAND) - DAY

Frank drives the team. Jeepy pulls into the pump bay. Brisket sits on Amanda's lap. Frank and Rex get out.

ATTENDANT

Fill 'er up?

FRANK

It doesn't burn gas.

ATTENDANT

Huh?

FRANK

It's a prototype.

ATTENDANT

What is it?

REX

Micro-fusion.

ATTENDANT

Golly! What'll they think of next?

FRANK

Will you get the windows, please.

He cleans the windows with a squeegee.

REX

How 'bout a hot dog, hot dog?

BRISKET

Two with extra everything.

STEPHIE

Same, and a root beer.

AMANDA

That and a bag of chips.

The attendant cleans the windshield. Rex hands food and drinks to Amanda. Frank pours a large bottle of water into the gas tank.

ATTENDANT

Hey! That'll wreck your motor!

FRANK

Nah.

ATTENDANT

Huh?

REX

Wanna see under the hood?

Frank shakes his head. Rex doesn't see.

ATTENDANT

Sure!

Rex POPS the HOOD. A nearly empty engine compartment houses a tiny shiny box. A water tube goes in and two wires lead out. The ATTENDANT lets out a low WHISTLE.

ATTENDANT (cont'd)

Golly! What'll they think of next?

REX

Wanna Polaroid for your friends?

ATTENDANT

Heck yeah! Wait'll the guys see this!

REX

Yeah. Just wait what develops in sixty seconds.

Rex steps back with his EAK.

ATTENDANT
That the new Polaroid?

REX
Newer than new.

A blinding GREEN BEAM.

FADE TO BLACK:

ATTENDANT (V.O.)
Come on, guys! This ain't funny.
GUYS! Ya' pushed the stinkin'
outhouse over on the door! Ya'
don't 'spect me to crawl out the
butt hole, do ya'? Come on. Guys!
Guys? GUYS!?!

EXT. DEEP SPACE - NEAR THE PLANET URANUS - NIGHT

RUMBLING into view overhead is the red Syccom Traverse.

INT. DEEP SPACE - SYCCOM STADIUM

Ten thousand Millennions gather in the stadium.

AUGIE
Well done Millennions. Claim
victory in the name of Empress
Lucy!

HOLOGRAPH - SEATED HIGH ABOVE ON THRONE

LUCY
I am pleased! You have prevailed!
The name Beelzebub will live for
eternity. You have vanquished the
Liftheads in this system. Saline's
mineral wealth will be ours. We
need not raise a finger. The life
forms will die at one another's
hands or in their carbon waste.
Any strong enough to survive will
slave in our mines. Hail Syccom!
WE ARE GODS!

She stands and spreads her arms with golden bat wings.

MILLENNIONS

We are stardust! We are sublime!
They made the first, but we are
divine! I LOVE LUCY!

The Millennions APPLAUD and CHEER.

EXT. DEEP SPACE - NEAR THE PLANET URANUS

The Syccom TRAVERSE passes above and ROARS away.

EXT. SOMEWHERE IN THE COUNTRYSIDE - NIGHT

CRICKETS CHIRP.

CREDITS

-- roll over the moonless sky. PAN DOWN. Frank, Rex,
Stephie and Amanda who holds Brisket, lay on Jeepy's hood
and lean against the windshield. They gaze up.

FRANK

The stars are really beautiful,
aren't they?

The face of Birdie smiles down on them and us.

FADE OUT.