

WGAw

H18

Based story ideas
Geoffrey Fortner
Steve Shane

Written by
B.L. Jurgens

Dec 20th 2012

GREEN-VERSION

LEGION Entertainment LLC, Ltd
333 Washington Blvd
Venice California 90292
TEL +01 310. 929. 7530
STORY@LEGION-ENTERTAINMENT.COM

PRINTED ON RECYCLED PAPER PLEASE

SCREEN CARD: -1975-

INT. WAREHOUSE ARCHIVE - NIGHT

Enormous, Forgotten and Dusty.

CCTV: MARVIN GOLD(22) awkward manner, pudgy. Hey, you might say "*whatta spoiled fat-ass.*" That's until you fell under his gaze. Sharp eyes gleam with intelligence, --Beyond his years.

Dust covers his elbow-patched blazer as he searches over countless rows of records. He muffles a sneeze.

A distant echo jerks his head up. He knows he shouldn't be in this place --BEST HURRY.

Opens one of many file cabinets, an 8mm film can slips forward. Marvin shakes it -sounds like glass. Penned on the cover faded words. 'VERITAS VOS LIB_ _B_T'

MARVIN

Truth will...will...

THE SOUND again -footsteps. He jams the role into his coat pocket. He makes for the exit, he turns. --TOO LATE.

CRACK TO BLACK:

TITLE SEQUENCE: Under a microscope, Galaxy after Galaxy flash by -Vast -No two alike --SEARCHING the soup of the Universe.

Intercut clips: Marvin getting the beating of a lifetime by two BLACK SUITS. His shaky hand reaches out -grabs hold of a cabinet -In defiance, pulls himself up.

The final blow is Marvin's kneecap --SMASHED.

CRASH CUT TO:

EXT. JUNK YARD - DAY

SUPER: -*Present Day*-

TOWERING OVER: piles of 70's crushed cars. An old man shoveling nuts & bolts. A brass cup dangles from his belt.

A WHIP-PAN then ZOOM-OUT...

COOL MAN(39) and a SUPER HOT CHICK(24) standing toe to toe. Unreal, heated intensity burns between them.

COOL MAN

Any tricks and you'll end up same as me. Face down, floating in the L.A. River. We're in the same boat, you and I.

SUPER HOT CHICK

Honey, I'll never be in 'your boat' --watch and learn.

She spins 360° Eyeball to eyeball. In Tears --A Lost Kitten.

SUPER HOT CHICK (CONT'D)

Oh Darling, THE BASTARD. He-he made me do it. He told me he'd kill my-mom. I'm so sorry -I love you.

A quick cold smile -she's herself again.

SUPER HOT CHICK (CONT'D)

And like that, I will be forgiven. You on the other hand....

COOL MAN

I..I, That doesn't mean mean..Ah. Sorry line?

DIRECTOR (O.C.)

'KILL HIM!' --Keep going.

SUPER HOT CHICK

(jumping in)

Well-it-does if ya loved me. But don't do it for me, do it for yourself. (Looking to Camera)

THE DIRECTOR (O.C.)

Ummm. Yeah.

COOL MAN

Hang on -that sucked -Lemme bring up my energy!

THE DIRECTOR (O.C.)

Okay, that's not the problem. Let's go one more time but try...

A SLAMMING SOUND intrudes. Camera WHIPS around, ARTHUR VALLI(23), The Director, his smile lights-up-a-room & hides ANY emotion.

Barreling up behind him, the junkyard OWNER, baseball bat in hand. Thin lips pressed tight -A NASTY OLD MAN.

OWNER

Hey Chums, I told ya fuck'n idiots,
if ya wanna film here, ya haf'ta
pay 1st or "say hello to MY little
friend!"

ARTHUR

(Tosses Mike a Chicago Billroll)
Buy us some time.

MICHAEL

No Prob!

MICHAEL DESTEFANO(24) never misses an opportunity to save the day -HOTHEADED. A JERK, but a lovable jerk. He snatches up a C-Stand Arm & rushes the OWNER.

The OWNER swings the Louisville Slugger at Michael who blocks the swing with the C-Stand --it's his sword. Mike has got skills. He toys with the OWNER.

ARTHUR

GOD-DAMN-IT MIKE. (To Sid) Okay,
nevermind, just pack-it-up. This
time don't forget the gels.

Drifting in-frame, SIDNEY LEE(22) Asian American -highly relaxed. As he grabs gear here & there; stopping to watch the tussle --ducks a wild PUNCH.

SID

(to Michael)
Yo Bro, let's just beat it!

Sid takes off to a waiting SUV. Michael is still toying with the OWNER. A swing towards Michael's face.

OWNER

Hold still you punk ass!

Michael SNAPS & punches him REPEATEDLY; The OWNER is down in the dirt --retreating by kicking his feet.

OWNER (CONT'D)

I'm calling the cops you little
shit eaters, dick suuu...
(fear cuts him off)

A SHARP HONK grabs Michael's attention. He bolts, jumping into the driver's seat of his Black Navigator SUV. -It sails onto the road like a BLACK-SHADOW. A distant police siren echoes.

SMASH CUT:

INT. MICHAEL'S BLACK-SHADOW - DAY

Michael speeds away. The two actors sliding around in the backseat, Sid sandwiched in the middle.

MICHAEL
That went well.

ARTHUR
Okay. NO, it didn't DESTEFANO!

MICHAEL
What you're pissed bout that old bag-a-dust? Hey you said buy us some time.

ARTHUR
BUY was the operative word, not BEAT!

MICHAEL
Hey, If I didn't punch him he would've run after us and gotten our tag number.

Sid leans forward between the two.

SID
He's *not down* with you risking so much for a student film. Shoulda just given him some green.

ARTHUR
Thanks Sid. We'll have to reshoot that whole scene.

A police car zooms by.

SID
Yo five-0, nice timin'.

Sid slumps back pulling out a FAT joint. The HOT CHICK interrupts Sid as he is about to light-up.

SUPER HOT CHICK
Can we get out... NOW!?

EXT. DIRTY ALLY DOWNTOWN LOS ANGELES - AFTERNOON

The Cool Man & Super Hot Chick tightly embrace.

THUD -a Hitman's gun. She slumps in his arms.

COOL MAN
Princess. Love's not being sorry
and living to regret our words.

"THE END" flashes.

MATCH CUT TO:

INT. SCHWARTZ'S CLASSROOM - DAY

The same "THE END" on the screen. The class moans & snickers. DR. SCHWARTZ(58), heads the class like an Armchair Ruler. A real A.H.

SCHWARTZ
Mixed metaphors aside, what do you
say? *Method in the madness?*

WALLY
Brave, Naive-Art at it's best. It's
like these guys have predisposed
with all the bullshit erudite
edictum establishment of film. Very
Brave.

MARTHA
GIVE-ME-A-BREAK. Ta start, The
acting was worse then a Brazilian
soap; the treatment of women was
tasteless. TWO THUMBS ...you know.

BETH
You wouldn't know tasteless if it
bit you in the ass.

MARTHA
Well, I think YOUR tasteless. Am I
wrong bout that too?

SCHWARTZ forces a frown to hide his smile. Sid cuts in.

SID
Yo chill out. Cuz this film ain't
about the war of da' sexologies.
It's 'bout...

SCHWARTZ
Sidney save your incoherent hip-hop-
blah-blah breath. --Arthur, always
so quiet; please add something.

Michael jumps in.

MICHAEL

Sid's right you guys are missing the point. -this flick is about trust, betrayal -youknow, *film Noir*. Sure we're missing some of the second act -but hey, we had problems negotiating the location.

Arthur shoots Michael a cold look at "negotiate."

SCHWARTZ

Thanks 'Arthur' for your misrepresentation of *Film Noir*. Class let this be a lesson. The viewer never sees what is not there We're the audience, and we just don't care! '*what's done, is done.*'

Takes a moment to hear the sound of his voice.

SCHWARTZ (CONT'D)

That is all I have for you. Arthur, Sidney Michael -my office before lunch tomorrow.

INT. THE TRIOS HOUSE - EVENING

Sid edits, smoke drifts above. Michael aloft on the balcony.

GWEN(22) Eyes that can detect bullshit amileaway. She is an *acquired taste*, -but worth it. You guessed it, she's the smart one.

Arthur & Gwen veg-out on the couch. "Pimp My Ride" is on.

GWEN

Come-on. They listen to what you say. Your supposed'a be the responsible one.

ARTHUR

Okay. I never asked for that.
PLUS They're big boys.

INSERT:

XZIBIT SPEAKS TO THE CAMERA. (ACTUAL MTV FOOTAGE)

XZIBIT

Calvin claims to have seen an UFO.
We're going to design his car based off of an UFO.

GWEN

Give-me-a-break. You got them out here, you gothem in the film program and you gothem out of trouble.

INSERT:

On TV a man dressed in an ALIEN COSTUME waves at the camera.

ARTHUR

(whispering)

Okay okay - right sure. What do I do? I am not the reason they are being kicked out of film school.

Gwen tilts her head to the side as if to say "maybe."

INSERT:

XZIBIT

To give it the UFO look, we're going to paint the car with crop circles. Now it will look out of this world.

GWEN

Well, No-matter what, you have'ta finds a solution, this time around let'm help you. Don't be an island.

Sid & Michael come over to the couch, ending the discussion.

INSERT:

XZIBIT

Yo Calvin, what do think of your new UFO?

CALVIN

It's the bomb! --I really did see one...

Arthur and Gwen look at each other at the same time.

GWEN

(To the TV)

Com'on Aliens!?! Why are people so stupid.

Sid looks down --put out.

CUT TO:

INT. SCHWARTZ'S OFFICE - DAY

A FRESHMAN rushes out of Schwartz's office in tears. Schwartz stands in the door way as she dashes off.

FRESHMAN
(to Schwartz)
Your a real bastard.

SCHWARTZ
Better to love once than n.....

SCHWARTZ cuts himself off at the sight of the boys.

SCHWARTZ (CONT'D)
Gentlemen, please enter. I fear
I've had *communiqué* for you.

DOOR SLAM CUTS TO:

EXT. UNIVERSITY PARK COMMONS - DAY

Arthur silent. Sid looks for a missing joint that can't be found. Michael patrols around the park tables.

MICHAEL
What the hell does that little
Hubert, know bout film making.
Has'he ever 'even' made a film?

SID
Bro, don't worry bout what he
thinks, so what if we fail one
class, B-F-D!?

ARTHUR
(Breaks his Silence)
Hello! If SCHWARTZ doesn't pass us
we're out of the program. The
policy is to cut 30%. Game over!

MICHAEL
What? You knew about this?

ARTHUR
Okay, don't you two pay any
attention to what's been going on
lately?!

Sid & Michael both blankly nod.

ARTHUR (CONT'D)
 ...and what do you think he meant
 by, "not asked back next term" -
 the spring dance?

MICHAEL
 Oh man, we're so fuuu...

* OMITTED DIALOG

*

*

*

*

The boys stop bitching. Schwartz sashays by, swinging his lunch bag. Plops down on the adjacent bench. Arthur gets up & marches over to the enemy.

ARTHUR
 Professor can we talk?

SCHWARTZ
 Certainly. Sit down Arthur.

Schwartz offers Arthur a drink from his water bottle. Arthur ignores the advance.

ARTHUR
 Okay. I've to know, what's SO wrong
 with our projects?

SCHWARTZ
 Difficult question, if only one
 thing.

A professor with a limp shuffles by fumbling & losing papers. Students laugh at him. No one helps. SCHWARTZ points him out.

SCHWARTZ (CONT'D)
 Do you know that fellow?

ARTHUR
 Don't think so.

SCHWARTZ
 That's Professor Marvin Gold. He's
 spent his life researching an
 idiotic field.

(MORE)

SCHWARTZ (CONT'D)
BUT he would make a better film
 maker than you and your two
 'partners.' Simply-putt because he
 is dedicated. Sure he's crazy and
 his ideas are stupid, but he works
 hard at it.

ARTHUR
 What's he been researching?

SCHWARTZ just smiles & chuckles. Arthur watches Gold pick up
 his papers. SCHWARTZ gathers his Lunchables.

SCHWARTZ
 Dedication, Arthur. If you guys
 don't pull off a miracle well...
 you understand.

SCHWARTZ moves away. Arthur heads back to Sid.

SID
 How did it go?

ARTHUR
 All inspiring. Where's Michael?

SID
Homes shot back to the *crib*. Do you
 need a lift?

ARTHUR
 Okay, no I'm good. I'll see you
 back at the house 'crib.'

Marvin vanishes into the History building papers trailing in
 his wake. Arthur heads the same direction.

INT. HISTORY BUILDING - LATE AFTERNOON

CCTV: A CREEPY WOMAN at the front desk. Not looking up from
 her crossword. Her hair looks as if she's been driving the
 "Magic School Bus."

ARTHUR
 Ummmmmm (clearing throat)

CREEPY WOMAN
 ...Five letter word for Saturn's
 largest moon. Five letter word...

Several moments pass by.....

ARTHUR

Titan!

Still not looking up.

CREEPY WOMAN

Can I help you?

ARTHUR

Yes, where I can find Marvin Gold.

She snaps a glance up -smiles, back to the puzzle.

CREEPY WOMAN

Basement Level Two.

INT. BASEMENT LEVEL TWO(BLT) - LATER

The elevator opens. A florescent light flickers ON & OFF. Arthur taps it -PzZzZ- it goes OUT. --DARKNESS.

Arthur's built in camera light cuts a tunnel in the dark.

ARTHUR

Hey, anyone around? (No Answer)

Down the hallway -A SHAPE disappears around the corner.

ARTHUR (CONT'D)

Professor, wait. --Shit!

No answer. Arthur in motion, he TRIPS -losing his light - SMASH, it hits the floor --Only DARKNESS.

Eyes adjust. Glowing drops on the floor become visible. He touches one --bright blood smudges between his fingers.

ARTHUR (CONT'D)

Hello --come on --can someone turn on a light? Okay fine.

The trail leads around the corner. Arthur's breathing is heard over the darkness. He follows the drops.

ARTHUR (CONT'D)

You've gotta be kidding.

The trail goes under a steel door. Arthur knocks - Nothing. He finds the handle. Arthur holds his breath as he turns it.

THEN - WHOOSH...

The door springs open. Shock & horror frozen on his face.

A CREATURE 8-feet-tall springs forward --Arthur falls back.

Muscular body can be seen moving under its scales & fur. It grips an organ which drips the same glowing liquid.

ARTHUR (CONT'D)

Holy shit!

Arthur flips & rolls backward, but slips on the liquid.

He's flat on his face -He turns to face the CREATURE.

It's FROZEN --NOT MOVING

Arthur sees the truth. Hanging above him '*the thing*' is a well crafted puppet, most likely from an unseen "B" movie.

ARTHUR (CONT'D)

(To himself) NICE Arthur! Scared shitless by a giant Muppet.

Cracked camera lens malformed Arthur's shape as finds the elusive light switch.

ARTHUR (CONT'D)

Didn't scare me in the least --
you'll havta do better than that.

No one's in to call his bluff.

Arthur surveys the office. Painted across his face delight. He can't help a silent laugh.

ARTHUR (CONT'D)

Okay Gwen, I have it.

BACK TO:

INT. THE TRIOS HOUSE - NIGHT

Arthur finds Gwen cooking, Michael films her. Sid is kicking back with "HALO-III."

ARTHUR

Who want's to hear how we're not
gonna be kicked out? Listen...

Art has his friends attention.

MICHAEL'S CAMERA CLICKS OFF:

INT. ARTHUR'S BEDROOM - LATE NIGHT

Gwen reads. Arthur is sleeping. He JUMPS up, knocking the bed lamp to the floor -it breaks.

ARTHUR
KRISTINA. --DAMN YOU!!

GWEN
Hey, You're fine? Just hav'n a bad dream.

ARTHUR
No, no I wasn't sleeping --my leg cramped up, That's it.

Arthur rubs his leg.

GWEN
You yelled out Kristina? (No answer) You want'n talk -maybe it'll help?

ARTHUR
I said, I'm fine! Really.

GWEN
God- you're so uptight. For once why don't you tell me what's bugging you?

ARTHUR
Nothing, it was just -nothing! Can we talk about something else --Plz?

GWEN
(no answer)

ARTHUR
(beat) You didn't tell me what you think about my project idea?

GWEN
Well, It's kind'of silly?

ARTHUR
"SILLY!?" It's not silly at all.

GWEN
Honest it's troubling how you prefer some fantasy rather than dealing with real issues. Look at what is going on in the world.

ARTHUR
Okay, You don't know the...

Gwen cuts him off.

GWEN
Isn't a film-makers role to enlighten, and to encourage people or at very least to entertain them?

ARTHUR
Yes, all the things that begin with EN.

GWEN
RIGHT. Never mind. Go back to "Not sleeping."

ARTHUR
(Under his breath)
Now, I know what's bugging me.

INT. SCHWARTZ'S OFFICE - DAY

Schwartz poses on the corner of his desk reading "*The History of Alternative Programing.*" by J. Schwartz.

SCHWARTZ
Do you think I'm an idiot?

ARTHUR
Where is this going?

SCHWARTZ
What were you thinking when you announce to MY class that your dim witted team of "droogs," are going to do some rip-off of "Jack Ass?"

ARTHUR
We think it'll make a great story.

SCHWARTZ
What story! There's no story! "A tale told by idiots, full of sound and fury, signifying nothing." Ponder that, find another subject, come back then. (back to his book)
Good BYE.

ARTHUR
Marvin Gold is the story.

SCHWARTZ glances up.

SCHWARTZ

WWWHAT!?

ARTHUR

What we pitched, it's just a cover-story.

SCHWARTZ

And?

ARTHUR

I didn't want to make this pub. My plan is NOT what I told the class. Sorry.

SCHWARTZ

So?

ARTHUR

I want to expose Fringe Groups that believe in this stuff. If these people believe that we're one of them; they'll trust us and let's into their world.

SCHWARTZ

I see - and?

ARTHUR

And thanks to you mentioning Professor Gold - well that got me thinking. This will be the real story. Not the...

Schwartz interjects.

SCHWARTZ

Will Gold be your primary subject?

ARTHUR

Yes, but not really. We're hoping he'll connect us with this hidden sub-culture friends.

SCHWARTZ leans back into his chair.

SCHWARTZ

That could work, but I would require that GOLD would be your primary subject.

ARTHUR
That isn't a problem but why him?

SCHWARTZ
Off the record?

ARTHUR
Always.

SCHWARTZ
He is a thorn in my side. Every year his department gets grants while mine gets cuts. If one of the history's tenure professors is shown as a crack-pot then the grant is, well you know.

ARTHUR
Why would a history department win grants in the first place?

SCHWARTZ
Don't know, it has something to do with his lucking into a Pulitzer, or perhaps a guardian angel -who cares.

SCHWARTZ pulls out a form & signs it; flips it to Arthur.

SCHWARTZ (CONT'D)
Do yourself and your playmates a favor - make it a good one. Remember what we talked about.

ARTHUR
Macbeth! Act Five, "A tale told by idiots" Just ONE "idiot."

Arthur exits - SCHWARTZ smiles - watches him go.

INT. SID'S ROOM - AFTERNOON

Sid's ass glued to his desk. Two pairs of futuristic sunglasses have him bewitched. A box with Japanese Katakana markings lays ripped open.

SID
Let's go for a test drive
-Super "SID-VISION."

INT. LOS ANGELES CLUB - NIGHT

Sid maneuvers through the clutter of socialites. Colored lights flash -blinding. Beth appears & extends her arms; she is with VIVIAN(21). a hot bird -AIRHEAD.

BETH

Look'n see what the cat dragged in.

SID

Hey Baby. -What's up Viv.

Vivian gives Sid a blasé nod.

BETH

What's with the Rivers Homo shades?

SID

Do'ya like?

BETH

Surething. I've never seen'n before. Look'n kind'a pricey for you. -I mean, for a film student.

Sid takes them off & puts them on Beth. She meets the ultra high resolution with Infrared enhancement world.

BETH (CONT'D)

Oh shit - That's amazing!

SID

Keeeeeep Watch'n.

Beth's POV as Sid presses the side of the frames, Beth's jaw drops at the night-vision mode --perfect clarity in the deepest shadows.

THIS is SID-VISION.

BETH

Totally-Amazed! -I'VE got to get!
Tell me they come'n pink?

SID

Not for a few years. My Tokyo uncle set-me-up. I'm on the R&D program.

BETH

This is great. What ya gonna do with?

Sid takes them off her & kisses her.

SID
We've got a project and these
puppies are bringing in an "A+."

BETH
Whoosh! My hero.

Arthur and Michael sliding-into the booth. Viv whispers into
Beth's ear. -They giggle.

SID
Now we can get'da party sparked up.

VIV
I see an old friend *-excusez-moi*.

BETH
Let me come-with.

The two girls slide-out.

MICHAEL
You still hang with those two
hooks?

ARTHUR
Sid, ignore him he's still Viv-
heartbroken.

MICHAEL
Oh sure I am. Hey who invited Gwen?
What happened to boys-night? (No
Answer) Hey guys ...guys?

Arthur & Sid have already headed over to their girls.

FLASH CUT TO:

INT. LOS ANGELES CLUB - MUCH TOO LATE : MUCH TOO DRUNK

Viv flies out of the VIP room. BANG right into Michael.

VIV
God-dam-it.

MICHAEL
So watch where ya go'n.

VIV
You'll all the same --MEN!

He spots the ripped strap swinging free from her shoulder.

MICHAEL

Well maybe if you weren't such a...

Cutoff by her tears. She runs right around him. Michael is about to go after her.

He stops, trapped. He about-faces right into the VIP room.

VIP door swings shut -a long moment -CRASH -SMASH!! Viv's "old friend" comes flying out the door --FACE FIRST blood soaked Polyester.

SMASH CUT TO:

INT. CONFESSIONAL WITH BETH - DAY

Beth is confiding to her psychiatrist. A hidden CAMERA.

BETH

I was never a fan of the idea. Well, actually, the idea kind'a cool for Michael Moore not Michael DeStefano. They didn't know what the hell they were doing. And Michael and Sid aren't exactly what I would call sharp. It was never go'n work.

WIPE TO:

INT. 1950 RETRO GREASY-SPOON - EARLY DAWN

Arthur's hung-over sunglass wearing entourage lines the bar. He is in the middle as they enjoy a *last supper*. Gwen sits rapped in quiet disapproval.

ARTHUR

Thank you all for coming, with your support we'll surely succeed. And hey, if not then just remember we tried.

Arthur raises his glass.

CLICK TO BLACK:

INT. BASEMENT LEVEL TWO - DAY

Halfway open elevator. Arthur, Michael & Sid squeeze-out.

SID

Spooky Bro. I think we just found
da' location if we do a horror.

Water drips down on Michael's fitting coat.

MICHAEL

Yeah. *Real Horrorshow Like*. Please
tell me WHY we're here.

ARTHUR

(About to open the door)
You'll see.

SPRING-BANG the creature. The two newbies jump, but in the
normal light the scary effect is diminished. Sid & Michael
checkout the creature.

Marvin is at his desk. He angrily covers his work, gets up a
limps to the front of the desk.

MARVIN

This is a private office not a
museum. What do you want?

ARTHUR

Getting this Sid?

SID

Uh-huh!

Michael & Arthur move into greet MARVIN.

ARTHUR

Professor Gold, my name is...

MARVIN

I don't care who you are. What do
you want?

ARTHUR

Okay. We're doing a film and we
would like to interview you about
your research.

To one-side a TV news.

NEWS ANCHOR

Today the United Kingdom has made
decades worth of classified files
relating to...

Marvin clicks it off.

MARVIN
 "My research?" My research is
 historical.

MICHAEL
 We were told that you...

Arthur picks-up SIX triangular pieces of glass.

MARVIN
 Hey, those are fragile! (to Mike)
 Listen kid-O, my field is
 historical journalism. If someone
 told different, they lied.

SID
 What about all these - these...?

MARVIN
 My collection!? Kid, cut me some
 slack. Now leave. I've got papers
 to FAIL.

The trio heads out. Arthur places a perfectly fitting crystal
 cube back on the shelf. --Disappointed

ARTHUR
 Sorry to've disturbed you.

Marvin pays no-mind to the boys; all his focus is on the
 cube. --DAMNIT how*the*hell?

MARVIN
 Hang-on kid-O, How'd you do that?

ARTHUR
 I'm good with puzzles.

MARVIN
 But how!?

ARTHUR
 There's always the key. Once you
 have that piece -it's easy.

MARVIN
 Well, I never solved it.

ARTHUR
 Oh - sorry.

MARVIN
 Tell me. Do you know what that
 says? (Pointing over his door)

A sign "VERITAS VOS LIBERABIT."

ARTHUR

No. Maybe, something about liberty.

MARVIN

Truth will set you free.

ARTHUR

Will it?

Marvin stares at him, -surprised -not what he expected.

MARVIN

Have a seat. (Motions to Sid & Mike) You two have a seat, OUTSIDE.

MICHAEL

It's WET out there.

MARVIN

Tell me something I don't know.

EXT. THE TRIOS HOUSE - SUNNY DAY

The boys are in the yard -tanning. Arthur in shadow. Sid is plays with SID-VISION. Mike is all about the tan.

ARTHUR

He said he couldn't help. Somethin
bout 'it's too risky.'

MICHAEL

That sucks! An old boring ass
history professor with a fetish for
rubber E.T. Let's find another nut.

SID

Gota admit Bro, he's kind'a lame.

ARTHUR

It can't be just anyone. It hast'a
be Marvin Gold.

MICHAEL

What's the difference? Anyone
will...

ARTHUR

Okay -NOPE! Its gotta be him or the
project is over.

MICHAEL

What'da hell are'ya NOT telling us?

Arthur is silent.

ARTHUR

We just really need a true believer. Someone who's got real knowledge -that's Marvin.

MICHAEL

Let's just head out on our own and find what we can find.

ARTHUR

Yeah Okay, Maybe. But, we should stick to the plan and hope for the best.

SID

Hope for the best! Yo bro, if I fail I'm --I'm. I can't go back a failure.

MICHAEL

You'll make a super Pharmacist.

SID

Asshole.

ARTHUR

I'll find a way to get Marvin.

Gwen pops outside.

GWEN

Oh-Please; don't tell me you're still on this idiotic idea?

MICHAEL

Hey we are just...just... (Gwen cuts in)

GWEN

Arthur, Don't be stupid. It's not safe for a school project.

ARTHUR

We're not doing it just for school.

GWEN

Oh, ..so you are being reckless on your own time? Sid I know all bout the camera-glasses! Cut-It-Out!

ARTHUR
Yeah, I mean No. NO!

Gwen 180s & stomps off, trailed by Arthur.

MICHAEL
Hey, Go film it.

SID
Bro, they're fight'n.

MICHAEL
Cinema Verte - do'it.

FLASH CUT TO:

INT. MARVIN'S OFFICE DESK - DAY (BUT NO LIGHT)

BIRDS-EYE-CCTV. Marvin ponders the solved cube.

MARVIN
Now or Never!

JUMPS UP. He pushes the desk to one side. Papers fly.

A hidden door in the floor. Cube in hand, he pulls open the hatch. --DOWN HE GOES.

EXT. THE TRIOS DRIVEWAY - DAY

Sid films from behind a tree. Gwen & Arthur face-off.

ARTHUR
Okay, you're the one who told me to find a 'solution,' well, that's what I've done. So-get-off-my-back.

GWEN
Arthur this isn't what I meant by being responsible.

ARTHUR
I am! What do you want from me.

GWEN
I JUST expected more from you.

ARTHUR
No, you expected less.

Arthur turns his back, catching Sid filming.

ARTHUR (CONT'D)

Fuck you!

SID

Sorry, bro. Michael told...(doesn't finish the excuse)

SLIP CUT TO:

INT. MICHAEL'S BLACK-SHADOW LA FREEWAY - NIGHT

Michael & Sid. No cars to prevent Mike from Warp-Speed. Gwen sleeps in the back. SID-VISION captures from the dash.

MICHAEL

So why am I the one having to chauffeur her around?

SID

Shhh bro, she'll hear ya.

MICHAEL

No-way-man, she can sleep through a gun fight -trust me.

The two look back. --Yeah she's out.

SID

Cause you're the dumb-ass that told me to film them. "Cinema Verte - Cinema Verte!" Plus, her car is a major peace-a-shit, Arthur doesn't want her driving home.

MICHAEL

Why couldn't she just couch-crash?

SID

With those two -it's all bout pride. (Sid's Cell rings) Hey, what's-up? Yeah sure -Okay- Where you at? (Hangs up) Arthur needs us at the "U" after dropping her.

MICHAEL

It's TWO AM.

SID

He told me it's 'bout the project. Somethin's gon'on.

MICHAEL

At TWO freaking AM - Why's he
hav'ta be so cloak-and-dagger!
Damn-it --Maybe Gwen's right.

SID

Whatever bro, don't kill da
messenger.

Gwen is awake - listening.

STREET WIPE TO:

INT. MARVIN'S OFFICE - REALLY LATE NIGHT

CCTV: Marvin picking up papers, desk is back in it's place.
He turns -TWO MEN -DARK SUITS standing before him. -OH SHIT

DARK MAN -SHORTER

Did you forget about the 'Three
Strike Policy.'

DARK MAN -TALLER

Did you think we wouldn't see? Did
you think that HE wouldn't notice?

MARVIN

You're too late - it's only a
matter of time.

DARK MAN -SHORTER

Humm, your right about "time," but
not in the way you think.

SHORTER MAN steps forward, as if to write up a speeding
ticket. Out comes a SILVER-PEN.

CLICK & SNAP the tip of the PEN telescopes down -penetrating
the concrete floor. The clicker blinks RED then RED-HOT.

DARK MAN -SHORTER (CONT'D)

Enjoy the ride.(Steps back: leaving
pen suspended)

Red blinker becomes a WAVE of light. A QUANTUM SINGULARITY

BLINDING-FLASH-CUT-TO:

INT. MARVIN'S OFFICE - 1/2 SECOND LATER

SAME CCTV: Arthur, Michael, Sid, alone. Only a desk, a chair
and NO Marvin. No Nothing!

--WHAT HAPPEN!?!? --ALL WIPED CLEAN!?!?

SID

You think he got shit canned?

The other two shrug.

MICHAEL

What did he say?

ARTHUR

To meet him tonight -told me he has what we're looking for. That's all.

MICHAEL

What "are" we looking for?

ARTHUR

Don't know, but lets look around.

The two boys snoop around -Arthur eases down in the chair.

SID

Kind'a look'n ultra-cleaned up.

MICHAEL

SO?

SID

Not cleaner - Newer!- Check'it-out, the desk has no chips or marks, the floor has no scratches or nothin'.

MICHAEL

That makes no sense. Someone put new furniture - big deal.

SID

Don't thinks so. -Bro, this desk is university issue -it's gotta be 50 years old AND it's brand NEW! *Dis is make'n nooooo sense.*

ARTHUR

Okay. Lets make some sense of it. Marvin wanted to tell us *something*. What changed his mind.

MICHAEL

This whole thing isn't making any sense. Arthur, why drag us here? This's a damn waste of time.

Michael shoves the desk. Arthur on his feet.

SID
What's that?

Sid gestures to the floor. They look: A SEAM leading under the desk. Michael pushes it over. --The TRAP DOOR.

INT. MARVIN'S HIDDEN HOLE - NIGHT

CID-VISION: Marvin has dug himself a tunnel. Rocky walls circle a desk carved into the wall -a lone laptop.

SID
CHECK-IT-OUT! He's plugged into the main internet T3 line.

MICHAEL
Nurd!

ARTHUR
Marvin?

MICHAEL
No Sid; for know'n that.

ARTHUR
Okay. Does it work?

Arthur picks up a leather bag off the desk -inside the glass puzzle, a role of 8mm film & a hand written note.

SID
NO-WAY it's been toasted. Check it out -total meltdown. (Liquefied)

MICHAEL
Let's get out'a here.

SID
Hey Bro, didn't ya do that puzzle?

ARTHUR
Yeah, I did.

SID
What's the note say?

MICHAEL
I am out-of-here!

SID
What's up with him?

EXT. HALL MARVIN'S OFFICE - CONTINUOUS

At the EDGE of the CCTV's view: GRAY SUIT OLD MAN, a démodé timepiece in hand. He clicks the movement into action, slips back into shadow. --WE'VE SEEN HIM BEFORE.

FLASH CUT TO:

INT/EXT. WAREHOUSE/DESERT - DAY

Silent B&W 8mm Film -unedited clips jitter & jumps.

A glowing OBJECT of pulsating light -Too bright for film.

FLASH CUT:

Two young men. A MAD Run -trees & rain spin pass.

FLASH CUT:

A blaze of light -rippling distortion bent REALITY.

FLASH CUT:

A warehouse soaring overhead. View swings around -Same two men trailing. TERROR runs them beyond exhaustion.

FLASH CUT:

1952 Hudson CVT -SMASHED into fence polls -smoke rises.

Backseat -camera on it's side -ALL at 90° Two men in the front seat -dragged out. Night-sticks in a blur of motion. The film splutters to white scratches & runs out....

REVERSES ANGLE:

INT. THE TRIOS HOUSE - MORNING BREAKFAST

Art, Mike, & Sid -Fruit-Loop frozen between the bowl & the boy's mouths. Sid closes the laptop.

MICHAEL

What the hell was that?

SID

Godard!?

ARTHUR

Sid was that all?

SID
Yeah bro, that's all. Transfer the whole thin' -only a half minute long.

MICHAEL
Dude, they think our film is shitty!?

SID
What was that glowy thing?

ARTHUR
I have NO idea -let's watch again.

MICHAEL
It's less help then the note.

SID
Bro, what did that note say?

ARTHUR
Don't walk in front of me, I may not follow. Don't walk behind me, I may not lead. Walk beside me and be my friend.

SID
Was'zat for us?

Arthur pulls out the note showing it to Sid -On the top it reads "*Arthur find away together. Apart fail as I did.*"

EXT. THE HOUSE DRIVEWAY - MORNING

The trio is packing up the BLACK-SHADOW with supplies Michael addresses the camera.

MICHAEL
FINALLY, We're off.

Michael walks up to the camera as if telling a secret.

MICHAEL (CONT'D)
We'll see you in Rachel.

The three pile into the BLACK-SHADOW. They pull out. The SUV grinds to a sharp stop. Sid clamors out -right to the camera.

SID
That's gonna look so *dope*.

CLICK TO BLACK:

INT. MICHAEL'S BLACK-SHADOW - DAY

The trio are heading into the Inland Empire. L.A. lights blink Good-Bye. Arthur's cell -it's Gwen. Arthur hits ignore.

MICHAEL

Did you tell her that we've left?

Arthur says nothing.

SID

Bro, Gwen's gonna murc' you.

FLASH CUT TO:

INT. THE TRIOS HOUSE - NIGHT

Four-in one CCTV views of the front door, the pool, the living room & the driveway. All empty, until... SMASH: Gwen breaks in --boys are gone.

GWEN

Dammnn them.

Stomps out, jumps into her car -hits the steering wheel.

GWEN (CONT'D)

I'm sooo fuck'n stupid.(Speeds off)

FLASH CUT TO:

EXT. THE DESERT - SUNRISE

The trio drives rapped in windy silence. A harsh unforgiving place welcomes with...

STATIC SHOTS hold the frame in empty stillness.

A dry river bed --no life.

Sand dunes --shifting in the wind.

Gas station --long since abandoned.

A snake --heading for shade.

Cow Bones --bleached & half buried in sand.

The boys look at each other. What are we doing written across their faces.

WIPE TO:

INT. AMARGOSA OPERA HOUSE HOTEL ROOM - MORNING

The only hospitality, clacking rattling A/C.

Sid stretched out on the bed, Michael does anxious push-ups. Arthur is in a *Lazyboy* chair -Clicks off a reading light.

SID
I'm damn hungry.

MICHAEL
Then you shouldn't eaten all the snacks before we even got out of LA. -Now suffer!

SID
Arthur ate all my Hedgehog Chips.

ARTHUR
Yeah Okay. I've been thinking; we need a safety net. Nothing can lead back to us. You know, just-in-case.

SID
Why? "In case" of what?

ARTHUR
I have NO idea. BUT, We need to hide our identity.

MICHAEL
What? No way dude, sounds sneaky - cowardly like.

ARTHUR
No one say'n we're going to be cowards. I just don't what any of us dragged of to Guantanamo Bay with black bags over our heads. Or worse.

SID
"Or worse!" What could be worse?

MICHAEL
Being shot.

SID
Yeah, that's worse.

ARTHUR
Okay look. Let's not get carried away, I am just thinking to error on the side of caution. That's all.

MICHAEL

Fine what's your plan, *Mister Bond*?

Arthur puts his IDs in a zipper bag then shoves it inside the window A/C. The other two shrug, but do the same. --Playing it down.

ARTHUR

From this point on, we only use cash, first names. -And Sid you ate the chips before we left LA.

SMASH CUT:

EXT. RACHEL NEVADA, MINI-MART - DAY

Punk-rocker teen, PAUL(15) OWEN(15) & DARREN(17) on camera.

SID (O.C.)

Here we have Darren, Owen, and Paul. Guys, what do you think about Area 51, UFOs and Aliens?

PAUL

It's really a bunch of crap.

DARREN

Just a way to get tourists here.

OWEN

Yeah, except we do have aliens everywhere here in Rachel.

DARREN

On T-shirts.

OWEN

Souvenir spoons.

PAUL

Just a bunch of crap.

INT. MINI-MART - DAY

Arthur interviews the clerk RON(57) shirt's name tag reads JOE.

ARTHUR (O.C.)

Hello Ron -What do you know about aliens kept in Area 51 and have you ever seen UFOS? Ron have you ever been abducted?

CLERK RON

Well shit; that's a mouth-full. Do you always just jump in with a crazy question like that? Don't you want to start with a round of warm up questions. It's kind'a like sex without foreplay, don't ya think?

ARTHUR(O.C.)

Yeah, sorry but I figured people around...

Ron cuts him off.

CLERK RON

(Anger flashing)

'Figured' we're all dim-wit locals chasing after UFOs just because there is some Air Force base a few miles off.

ARTHUR(O.C.)

I didn't mean any disrespect. I am only doing a school project and I was just looking for some back ground information.

CLERK RON

That's much better, humility and honesty is a better way to start don't ya think?

ARTHUR(O.C.)

Yes I do - thank you. So I guess you haven't had any experience with the base or anything unusual.

CLERK RON

Didn't say that. However a bright insightful young man like yourself, you must know there're three sides to any story. And it's no different with this one.

ARTHUR (O.C.)

Three?

CLERK RON

My side, your side, and the truth.

ARTHUR (O.C.)

What's the truth then, Ron?

CLERK RON

Well, I dunno. Something big happened way back when I was a younger. Big enough for rumors and hearsay to keep going until now. I think it was nuclear testing. My wife says aliens landed.

ARTHUR (O.C.)

Really?

CLERK RON

(leans over counter)

My wife also drinks. Make sure you don't include that part.

EXT. SHOP, TOURIST TRAP - DAY

ALIEN PARAPHERNALIA all around. A middle aged couple are under Sid's lens. --The Tourist couple.

SID (O.C.)

It's for a school project.

AGE DENIAL LADY

Oh, that's nice.

DORKY MAN

Why not.

SID (O.C.)

You two are from?

DORKY MAN

Washington.

SID(O.C.)

WOW, the Nation's Capital!

DORKY MAN

No, the state.

SID (O.C.)

I see, well...Great. So Why Rachel, Nevada?

AGE DENIAL LADY

We just really love Aliens and Sci-fi stuff.

DORKY MAN

And it's close to Vegas.

SID
How many times have you come to
this Area?

AGE DENIAL LADY
Only for the last seven years.

SID (O.C.)
Really? Have you had any super
natural or extraterrestrial
experiences?

The couple look at each other. Disappointed, the Lady turns
back to Sid.

AGE DENIAL LADY
Um, well not yet.

In the background a SHERIFF leans against his car watching.

EXT. RACHEL GAS STATION - DAY

Teenagers again this time some of there friends are in the
background moving in & out of frame -goofing off.

SID (O.C.)
Any advice for anyone trying to see
what's in Area 51?

DARREN
Bring a good book.

SID (O.C.)
Why's that?

DARREN
Because a good book won't be as
disappointing as finding nothing.

PAUL
You could bring a bad book and
it'll be better then finding
nothing.

EXT. SHOP, TOURIST TRAP - DAY

With the tourists again.

SID (O.C.)
What will we see around Area 51?
Do you think we have a chance of
capturing something on film?

Answer at the same moment.

AGE DENIAL LADY DORKY MAN
 ...Yes! ...No!

AGE DENIAL LADY
 Don't mind HIM! And good luck to
 you boys.

DORKY MAN
 Yeah, I am sure you will get
 something on film your first trip
 to the base, never mind we have
 been trying for years. And don't
 forget about us when you're super
 famous.

The LADY hits him in the arm.

AGE DENIAL LADY
 Be nice!

A BEEP from the Sheriff's radio. He's is making a call
 --Ominously, NOT looking at Sid.

INT. MINI-MART - DAY

With Clerk Ron again. Michael & Sid have joined Arthur.

ARTHUR (O.C.)
 What would you say to anyone trying
 to find out what's inside Area 51,
 Ron?

Ron eyes Arthur & then the boys in silence. A polite smile.

CLERK RON
 I would say, fat chance.

(A beat)

CLERK RON (CONT'D)
 All I know for sure is there's a
 base and its got guards that lik'ta
 shoot first then ask... No, wait
 that's all -just shoot first.

ARTHUR (O.C.)
 You said yourself Ron; there's
 noth'n out there.

CLERK RON

You three seem like nice guys, I don't think that base will care if you are nice. What would you like to buy from me after GIVING you so much free advice?

Arthur places three PRE-PAID cell phones onto the counter. Ron smiles.

FLASH CUT TO:

EXT. LOST DESERT HIGHWAY - DAY

Steam rises up from GWEN's car. She uses her cell. It rings and rings. NO ANSWER.

She grabs her bag -begins to hitchhike.

FLASH CUT TO:

INT. MICHAEL'S BLACK-SHADOW, DESERT - DAY

Sid films the Vista. The guys are driving deep into the desert. Silence accompanies them as sand attacks the windows.

ARTHUR

There.

Sid focuses his lens. Haze covers a distant complex.

ARTHUR (CONT'D)

Let's park here and hike in.

Pulling over.

Jump out & are slapped in the face by the desert heat.

Moving away from the safety of the Black-shadow.

HEAT DISSOLVES
TO:

EXT. OUTSIDE AREA51 - DAY

The boys hike towards the complex. SID-VISION flicker & jumps in the heat, Arthur struggles with a handheld camera.

100 yards away a barbed-wire fence rises up. Michael scans with binoculars. A sign "RESTRICTED AREA" sweat with rust.

SID
WOAH. Bro, checkitout!

ARTHUR
What?

SID
Zoom in there.

Sid points --Arthur zooms.

ARTHUR
What'am I look'n at?

SID
See da' poles?

Two poles, hide behind the barbwire fence.

ARTHUR
Like I said, what is it?

SID
Remember the 8mm film -the fence
from that?

ARTHUR
Yeah, I don't think so.

SID
I think that's where it used to be.
Hey what's sign next to it.

Arthur zooms in "WARNING! RADIOACTIVE WASTE UNDERGROUND."

MICHAEL
That's gotta-be bullshit.

ARTHUR
Maybe it is, maybe it isn't.

MICHAEL
Why would you bury radioactive
waste right next to your own army
base?

SID
Great security system.

MICHAEL
I think we should check it out.

SID
You crazy?

MICHAEL
Sid you can stay here if ya'like.

ARTHUR
No. We go together or not at...

MICHAEL
(already in motion)
Well, I'm going to film this no
matter what. (Vanishing over a
dune)

ARTHUR
DeStefano! You're stubborn SOB.

Sid yells after Michael.

SID
Bro, toxic waste mutates your sperm
and makes ya impotent.

MICHAEL (O.C. -DISTANT)
So does smoking weed!

Arthur kneels over to gathers gear.

ARTHUR
Sid, it's cool hang back here, film
us going in...

Sid cuts Arthur off.

SID
What's wrong with him?

ARTHUR
He is just...

Sid cuts Arthur off again.

SID
NO LOOK!

Arthur turns. Michael sprinting over the dune. -MADMAN

MICHAEL
We've got company! HIDE!

FLASH CUT TO:

INT. SIXTEEN-WHEELER - DAY

Truck's CCTV: Gwen rides with trucker CHIP (56) --NONSTOP talker. We never see his face. ONLY Gwen's.

CHIP

...been driving across this country for more times than I can count. Seen my share of strange things on these roads, little Miss. Take you for examp. Nice pretty girl out her risking life -limb for what I might ask -if I'wr da type to be ask'n.

Chip stops talking a while.

CHIP (CONT'D)

You know, The dead walk these roads. That's right ya heard me - the dead, dress in Sundayfinest. You can see'em if ya look hard enough or ya've been driving long as I'hv. I've seen a few hitches, like ya'self walk'n withthem. Don't look TOO worried, I'm okay, old Chip won't hurt a...(SMACK)

Perfect que HORSE FLY hits the windshield. -Gwen jumps.

CHIP (CONT'D)

That'was A BigOne!

Gwen looks at Chip.

FLASH CUT TO:

EXT. DESERT OUTSIDE AREA51 - BURNING DAY

Peeking over the top of a dune the boys watch as soldiers spill out of several Hummers.

THEN a larger then life MAN steps clear. If this guy had his PJs on -he would still command authority.

NO uniform markings swagger. --We'll call him "The GENERAL"

He focuses in their direction. They answer 'his' stair by worming-down the dune's backside.

ARTHUR

Let's get going -There is always another way.

MICHAEL

We're here now.

SID

Oh sure, from da' guy that just got half da' National Guard to show-up; who's that big ass dude!?

MICHAEL

They aren't National Guard. Sid?
Did you just PISS your pants?

At Sid's feet water begins to ooze out --looks like when *Jed Clampett* found oil.

SID

WOE --That's *bizarro*.

ARTHUR

It's, we're out'd here -lets regroup.

MICHAEL

No! Let's stay and film them.

ARTHUR

Don't think so, it's not the time.

MICHAEL

Fuck it!

SLAM CUT TO:

INT. MICHAEL'S BLACK-SHADOW - DAY

Michael slams the door & speeds away. Arthur is focused on his map, oblivious to Mike's anger.

ARTHUR

I don't see another way in. The only unfenced place is the mountain side, it's too high.

MICHAEL

That's bullshit, Valli.

SCREECH! --Michael pulls over violently -Dust swirls bye.

ARTHUR

Okay. What now!?

MICHAEL

We can hike over the damn mountain -
run through toxic waste for all I
care. We can get in there, I am
damn sure of it! STOP TRY'N TA FIND
THE SAFE-WAY.

SID

Dude, relax.

MICHAEL

You giv'n up too, Sid?

SID

Never said dat.

ARTHUR

Mike, I didn't either.

MICHAEL

Then what're we doing?!

SID

We just need'a better gameplan.

MICHAEL

Here's one -Tomorrow at dawn we're
going to walk right up to the gate
and demand to go in. Guns blazing.

SID

Were not da' ones packing "heat"
dude.

MICHAEL

Metaphorically.

ARTHUR

Let's agree the gate isn't gonna
work. If they find us we're done.

MICHAEL

How else then?

ARTHUR

Gee, we can try your dumbass idea
of climbing over the mountains.

SID

Bro, NO time for that. There's
gotta be bears, wolves, wild
rivers...

Sid cuts himself off --Pause.

SID (CONT'D)
THE DRAINAGE SYSTEM.

ARTHUR
What?

SID
There was water coming from the
ground.

MICHAEL
So?

SID
There is *nada* for miles. That
water gotta come from the complex.

MICHAEL
So-what?

SID
Dude, the storm drains can lead's
in? UNDERGROUND.

MICHAEL
Or lead to nowhere.

ARTHUR
NO. Sid's RIGHT! It could work. (To
Sid) That's impressive...

SID
Thanks - Bro.

MICHAEL
Sure - fine. What ever.

SID
Hey did someone say "Safeway" I'm
gette'n hungry.

FLASH CUT:

EXT. DESERT GAS STATION - DAY

CCTV: Sid & Michael head inside as Arthur waits for the old
GRIZZLY GAS ATTENDANT.

GRIZZLY GAS ATTENDANT
Fill'er up?

ARTHUR
Yeah. Please.

The Attendant begins filling the BLACK-SHADOW.

GRIZZLY GAS ATTENDANT
What'ar'yea Hollywood fellows doin'
out here?

ARTHUR
Just Sight seeing -how did you know
where from Hollywood?

ATTENDANT laughs.

GRIZZLY GAS ATTENDANT
Yeah, That's funny.

A '70s Cadillac rolls up. RUDE MAN At the helm. MIDDLE AGED
WOMAN staring off into space. We've seen this guy before!?

RUDE MAN
What the fuck ya doin? Let that kid
pump his own god damn gas! I got
arthritis Chum...

GRIZZLY GAS ATTENDANT
Right away, sir.

The Gas Attendant fills the RUDE MAN's Cadi.

RUDE MAN
Hey Chum, where the hell is your
god-damn bathroom? I got to drop
the kids off at the pool.

GRIZZLY GAS ATTENDANT
It's right inside. To da left.

The Rude Man pushes, shoves, & drags the woman with him.

ARTHUR
Whata' asshole.

GRIZZLY GAS ATTENDANT
Vegas ain't too far.

Arthur moves in on the Cadi. Unscrews both license plates.
Replacing the BLACK-SHADOW's tags. The Attendant watches.

ARTHUR
Now, off to get lots of tickets.

ATTENDANT laughs a second time.

FLASH CUT TO:

EXT. DUSTY DESERT DINER - DAY

CITY WIDE CCTV: The boys exit the diner.

SID
Nothin' like home cooked...

MICHAEL
LOOK!

Michael's BLACK-SHADOW is wounded. The side window is shattered & the drivers door is swung wide open.

SID
Ah Shit. WHAT'd they steal?

Michael investigates.

MICHAEL
Nothing. Everything's still here.
Even my cash.

ARTHUR
Sid, You've got the tapes with you?

SID
Yeah, in my bag.

Sid checks his bag then comes up to Art's ear.

SID (CONT'D)
Bro, they're on to us. They're
screwing with us.

MICHAEL
Someone just wanted to steal the
car but realized they couldn't.

Michael waves a triumphantly electronic key.

SID
No, bro. No. It was those military
GI JOE dudes. This's all WRONG.
I've gotta bad feel'n!

ARTHUR
Sid, if they really wanted us they
would've come in the diner and
dragged us away. We're fine.

SID
I'm thinking we should try some'tn
different - da' base idea seems..?

MICHAEL

I think heat is getting to your head.

ARTHUR

Listen, go back to the hotel. Drink some cold water, take a nap -chill out -calm down. Meet us in the bar later. Cool?

MICHAEL

And lay off the weed.

SID

Yeah Bro Okay. Okay.

MICHAEL

It was my car. Why's he so wired?
(Slamming his door shut)

SLAM CUT TO:

INT. AMARGOSA OPERA HOUSE HOTEL - EVENING

INTER-CUT-ACTION of SID. He's hyper '*relaxadated*'

Flopped out on the bed, -dazed.

Playing with SID-VISION, -room spins.

Heads for the mini-bar, -hunger kick'n.

Frig. is filled with stale candy & nuts, -Jackpot.

Sitting on the bed, -Stomach grows & complains.

Then to the bathroom, -to pay the price.

As he approaches the CAN a dark refection, then A GUNMAN IN BLACK hidden behind the shower curtain.

Sid is about to run right into the GUNMAN.

KNOCK KNOCK KNOCK!!! On the door jerks him away.

Sid opens the door.

IT'S Gwen. --Oh Shit!

SMASH CUT TO:

INT. DESERT BIKER BAR - NIGHT

The decor tacky ALIEN ARTIFACTS gleam.

Arthur console Michael over beer. Several bikers glare at them. --The boys can feel it.

ARTHUR

I don't know, maybe it was the
teens we filmed?

MICHAEL

It might be locals.

Both look at the leather biker dudes.

ARTHUR

*We're meant to think it was Locals,
but there were two sets of tracks.
Locals always travel side by side
to hide their numbers.*

Michael isn't amused. The biker dudes that were eyeing the boys get up & head out. One of them bumps Arthur.

MICHAEL

Think we walked into a gay bar!?

ARTHUR

Funny. -I wonder where's Sid?

MICHAEL

Here he comes, still look'n freaked
out.

Sid races over.

SID

Yo bradda! Why didn't you tell us
that Gwen was coming?

ARTHUR

What?

SID

She's waiting for ya' in the hotel
room.

MICHAEL

Are you kidding?

ARTHUR

Shit. I don't believe this.

Arthur & Michael down their beer, head out with Sid.

CUT TO:

EXT/INT. AMARGOSA OPERA HOUSE HOTEL - NIGHT

The boys approach the hotel they see that the door has been broken apart.

Arthur, Michael & Sid rush in, tripping over their gear which is all over the floor.

ARTHUR

Gwen -GWEN!?

Michael picks up the camera from the ground.

MICHAEL

Sid! What the hell did you do to the room?

ARTHUR

GWEN!?

SID

It wasn't me.

Art grabs Sid.

MICHAEL

Are you sure you weren't hallucinating? Maybe you didn't really see her.

ARTHUR

Okay, just tell us what happened!?

SID

She was here - and the room was normal. She told me to go get you.

MICHAEL

Does this look normal to you?

Inter-cut: The boys search for Gwen. Michael looks in the room, Art goes outside. Sid looks in the bathroom. -NOTHING

Michael finds a Cross-Bone emblem on the floor. He calls out.

MICHAEL (CONT'D)

Look, It was those biker dudes.

INT. POLICE STATION - NIGHT

The three boys are talking with Sheriff from the Mini-Mart.
--John Wayne

SHERIFF

SO ya want'a start from the beginning and tell me how did the hotel room get vandalised? Who's idea was it to; how do you young California felloes say it, "Trash-It?"

ARTHUR

Sir, I've already explained this five times. My girlfriend is missing, who gives a damn bout the room right now?

SHERIFF

So fine. You just about -right. I'd don't want'n hear this ANY more - please - That is; unless, you can tell me an answer I like. So Sometin' usefull?

SID

She was in the room and then disappeared.

SHERIFF

Chances are, your friend probably just headed home. Don't blame her, she didn't what to be incarcerated neither.

A phone rings draws the cop away. He speaks in a low voice.

Arthur eye dances across the photo-rich room. He is caught by a B&W Photo of five young WW1 troops.

Somethin' ain't right --Arthur strains to overhear.

POLICE OFFICER

Yes, they're here now. (Looking over) Yes, sir.

He hangs up and heads back over to the boys.

POLICE OFFICER (CONT'D)

That was the GENERAL Manager from the hotel. So, you felloes stay put for a sec. I'll be right back.

He exits.

ARTHUR
We need to bail outta here. Right now.

SID
Whoo, What'a bout Gwen?

In the other room the cop picks up three pairs of hand cuffs & hiding them in some legal forms.

ARTHUR
Trust me!

Arthur opens his clutched fist, the Cross-Bones emblem shines back. The three sneak out -QUICKLY.

ANGLE on photo -each five soldiers' sleeve adorn Cross-Bones.

CUT TO:

INT. AMARGOSA OPERA HOUSE HOTEL - NIGHT

The boys enter the "trashit" room. Sid plumps down pulling out a joint. Michael yanks it out of Sid's hand -throws it.

Arthur checks around & then in the A/C. The bag with their IDs is still hidden. He stuffing them into his bag.

ARTHUR
Time to call someone major; FBI or the State Police, I don't know.

MICHAEL
I do, we should go back to the bar, find the bikers. You know, get some information.

SID
I am for going home. Maybe the cop was right -maybe she trashed the room because...

Michael cuts him off.

MICHAEL
What'da hells wrong with you.

ARTHUR
Sid. That cop was...

Arthur fingers the Cross-Bones, it drops to the floor. He sees SID-VISION peaking out from under the bed.

INT. AMARGOSA OPERA HOUSE HOTEL - LATER

The boys have jury-rigged a connection between SID-VISION & the hotel TV. Arthur hits PLAY --The TV buzzes to life.

FLASH CUT TO:

THE WORLD IS UPSIDE DOWN.

Gwen's face fills the frame. She's lying on the floor, as is SID-VISION.

ARMED MEN in black pull her backward. -SHE KICKS & then CHOKING SCREAM as a med-hose is forced down her throat.

A third man rips boys bags open. The GENERAL -His aviator sunglasses reflect the room --zero emotion.

GENERAL

(an unheard question)

NO, take her back to the base.

Two men drags Gwen out, arms & legs drag useless.

The General closes the locked door. -SMASH a foot kicks it open. The video flicks to static.

CLICK TO BLACK.

INT. AWFUL HOTEL - NIGHT

Michael & Sid sleep -unsoundly. Arthur has the first watch. He records himself.

ARTHUR

I'm an-idiot, foolish -naive. I, I should've known better! -After what happened...(Cuts himself off) Guess what --here I'm doing the wrong thing again. Gwen, if you'r seein' this then our plan worked -please forgive me -I'm sorry. As Sid likes to say, "the camera is mightier than the..."

A SOUND distracts him -the image CLICKS TO BLACK.

EXT. AWFUL HOTEL - MORNING

The three *lost-boys* finish packing the BLACK-SHADOW. The Rude Man yells at the receptionist in the distance.

RUDE MAN

Look chummy, Someone stole my license plates! Fucking ass holes, stole my fucking god damn tags -do sometin' more your ass --FUCK!

EXT. DESERT OUTSIDE AREA51 - TWILIGHT

Back to back Sid & Arthur slumped on the ground. -LOOKING Dead. Michael films.

MICHAEL (O.S.)

Com'on, we hav'a do it -we need a record.

SID

It's really fucking cold, we're about to go into the 10th sewer shit hole. I'dn't have anything ta say. (Turns away)

ARTHUR

Sure-fine-okay. We've found a few tunnels running off in different directions. We've been sending a men down for fifteen minutes, while we rest-up. If we don't find anything, we come back up, we'll go to the next drain, go down-again. We've been at it for ten hours. Now go away.

MICHAEL

Hopefully, one will lead us in.

SID

"Hopefully," they will be warmer than it is out here.

Arthur heads into a very tight tunnel, Michael holds back.

ARTHUR

What's up? Let's go.

MICHAEL

(To Arthur)
I'll go next time.

ARTHUR
Okay. Sid your up.

INT. VARIOUS STORM DRAIN PIPES - NIGHT

Inter-cut action: Boys fighting through drainage system -no two alike, some bone dry, some muddy -and most wet.

Arthur stops, a low sound like a voice - then it's gone.

ARTHUR
Guys. Listen -hear that!?

The three boys stop & listen -Nothing.

MICHAEL
No, not me.

SID
RATS!

ARTHUR
What's wrong?

SID
RATS!!!

Sid's shaky finger points at 2 rats on Arthur's back.

ARTHUR
I didn't feel them - thanks.

Arthur brushes them off his back -not bothered in-the-least. One of them lands on Sid's foot -HE SCREAMS.

SID
God damn it. I hate rats!

ARTHUR
Your fine, Indy.

DISSOLVE TO:

INT. STORM DRAIN PIPE - NIGHT

Sliding along on his belly: SID-VISION gives mud-covered Sid two free hands. Glow sticks light his way.

MICHAEL (V.O.)
(Over the Vox-Box)
That's 15 yards, Sid. Com'on back.

SID
No.

MICHAEL (V.O.)
Seriously, dude. Let's try another way!

Sid ignores. He keeps dragging himself along the pipe.

MICHAEL(V.O.)
Sid?
(silence)
Sid!?

Sid continues. There is a shimmer of light --some distant wetness reflects back.

SID
Chill out. I think I've got something.

MICHAEL(V.O.)
I didn't get that. What?

ONLY darkness. Shaky handed Sid cracks another glow stick - throws it. It's glow reveals a much larger tunnel.

SID
(excited)
WE GOT A PASSAGE!

His shout echoes throughout the vast space.

MICHAEL(V.O.)
Seriously?

INT. UNDERGROUND RAIL LINE - NIGHT

Sid is dwarfed by a enormous oval passage. Rail tracks vanish in both directions.

SID
I think it's the URL!

MICHAEL (O.C.)
Da' WHAT?

SID
Bro, The URL! Y'know, The Underground Rail Line! ...Whoa, looks like it hasn't been used in 100 years, everythings' covered in... In Moon Dust.

INT. STORM DRAIN PIPE - NIGHT

Art & Mike rushing to pickup base-camp-one.

MICHAEL
We're coming! (To Art) Moon Dust?!

Arthur shrugs.

ARTHUR
Turn off your radio, Sid.

SID (V.O.)
Why -Whatsamatter?

ARTHUR
Interception and unwanted
attention.

SID (V.O.)
It's kind'a dark down here, can't
we just...

Michael grabs the vox.

MICHAEL
Just-do-it!

INT. URL - LATER

Sid moves away from the entrance-point. A Rat eyes stops him.
Yellow peeper stair from outside Sid's pool of light.

SID
(to himself)
Fine -No Prob' -I'll just sit here
-alone -in the dark --TAKE YOUR
TIME.

Sid snaps the VOX off, looking cut-off & LOST.

CLICK TO BLACK.

INT. URL - LATER

Arthur & Michael slip out of the pipe. Dragging gear Arthur
struggles to films.

ARTHUR
Impressive space!

MICHAEL
God-damn-it. We're!...

SID
SHHHH Bro, sound travels like crazy
in here, gotta be stealthy.

Sid slaps his hands -ECHOED APPLAUSE replies.

MICHAEL
"Stealthy," this is from they guy
who screamed like a little girl at
a mouse.

SID
Giant mutated RATS. You didn't see
it - you don't know!

They head down the passage.

Hand-fulls of glowsticks do little to fight back Darkness.

FLASH CUT:

EXT. DESERT VISTA - DAY HOT

Gwen is barely able to stay on her feet.

Something is coming.

She straightens up -water vapors shimmer --A BUS

The horizon SHAKES and JUMPS. Then...

She turns right-into Camera.

GWEN
LEAVE ME ALONE!!!

FLASH CUT:

INT. URL - LATER

Darkness holds tight. Arthur films, his light a sputtering
flashlight --It Dies & Art trips over a derailed boxcar.

ARTHUR
Dammmit.

MICHAEL
Lights dead?

Arthur ignores

SID
Michael, give'him glowsticks.

Arthur juggling glowsticks. Michael aims his camera.

MICHAEL
Tell us, what's gone down? Are we
any closer to finding a way-in?

ARTHUR
Okay, giv' it-a-rest.

MICHAEL
We talked bout this -we need'ta
have'a record - or...

ARTHUR (CUTTING IN)
FINE! We've been inching our way
for hours. We've found nothing...

Interrupting, a burst of wind ruffles their hair.

MICHAEL
What the hell was that?

SID
Don't know --felt cool.

ARTHUR
It came from just a head of us.

JUMP CUT TO:

INT. URL : DUMP - LATER

The trio tramps over the crest of the hill. Sweat streaks
down their dirt covered faces. A frozen stare. Wind pushes
them from below.

SID
WHATDAFUCK!

MICHAEL
What's that?!

A trash dump fills the ravine. Parts of JEEPS, TANKS, PLANES,
HELICOPTERS, JET ENGINES, A MESS of incomprehensible metal
bits & pieces waits.

ARTHUR
Military spending.

SID
It's like a military museum. Bro,
are World War Two planes? - Cool.

MICHAEL
Yeah-cool; how we gonna cross?

ARTHUR
Stay-on the tracks, see.

Suspended rail tracks tempts a unlikely crossing.

SID
Those tracks are two inches wide.

ARTHUR
I got-a-way. Your gonna loveit.

INT. URL : THE-DUMP - LATER

Rising over the slope a miner's boxcar. Out of breath, sweat
soaked boys push & shove it over the crest.

MICHAEL
Hang-onto-to-it, we don't want't
taking-off without us.

They fight to prevent it from rolling away.

ARTHUR
Okay, LETS-GO!

The three jump in one-by-one. The boxcar picks up speed,
passing over the twisted scrap below.

MICHAEL
YAHOO-That's what-I'm-talk'n'bout!

The box-car is picking up MORE & MORE speed! No wait, it's
slowing down -still slower -it's stopped. --DEAD!

INT. URL DUMP : HALFWAY OVER -LATER

Stuck suspended in-space. The three face each other holding
no options. --FORWARD BACKWARD UP or DOWN

Michael is uses a pole to move the boxcar -it works they
moved two inches. The pole slips in his hand falling below.

MICHAEL
GOD-DAMN-IT! SON-OF-AH...

ARTHUR

You okay?

SID

Hey, what's that?

ARTHUR

You hear it too? I thought I was going nutz.

MICHAEL

What, I don't hear shit; you two a losin' it.

SID

Weird, bro. Kind'a sounds like old people talking in the apartment next door. -Wait- it's gone.

ARTHUR

When we get-a-cross we should check it out.

The sound again.

MICHAEL

Yes let's get across. We're here for Gwen, not old people next door! It's just the wind.

ARTHUR

Wind! -Now that's an idea!

Arthur produces a grappling hook & cable.

CLICK TO BLACK.

INT. BUS - AFTERNOON

Gwen squeezed in with migrant workers, -their families, -
 their livestock. ALL Staring -distrust filled eyes.

A Mexican boy CELLPHONE films her. It rings. -It rings
 louder, and still IMPOSSIBLY LOUDER. THEN...

SPLASH -ICY WATER FLOODS down --soaked, she screams.

FLASH CUT:

Gwen half awake half asleep arms & legs bound to a steel
 chair. The only light from a blueish monitor OPPOSING her.

Her wet head jerks side to side. IF ONLY she could open her eyes --THE NIGHTMARE MIGHT END.

A tall DARK shape next to her. Another bucket ready.

DARK MAN -TALLER
*Remember TONIGHT. For it's the
 beginning of always for you.*

DARK MAN -SHORTER injects a needle into the side of her neck.

The SECOND MAN dumps the bucket. A WET CHOKING SCREAM.

SMASH CUT:

INT. URL DUMP : HALF WAY OVER -LATER

A JET-POWERED-BOXCAR. The boys are doing finishing touches, tightening strapped-on air-canisters to the sides.

ARTHUR
 Okay. LET IT RIP!

Mike & Sid release the nozzles on both tanks. A rush of air. All cover their ears in pain.

MICHAEL
 RELEASE THE BREAK - SLOWLY!

Sid unwinds the break-wheel.

The JET POWERED BOXCAR is moving.

Dust swirls blinding.

*

The canisters quick to run out-of-gas. The car grinds to a rusty STOP. Look down. FOUR MORE FEET. --A FAILURE

SID
 Well, at least it was loud.

Sid flops down, his back presses against the car's inside.

MICHAEL
 NOW WHAT?

ARTHUR
 PLAN "B"

MICHAEL
 What's that?

ARTHUR
Don't know - give me...

SID
Hey we're move'n!

Looking down. The JET-POWERED-BOXCAR is moving -SLOWLY.
The other side insight. --A SUCCESS

DISSOLVE TO:

INT. URL - OTHER SIDE

The dump, the boxcar & rail bridge vanish into the distance.

SID
Funny, in movies boxcar trips
underground are always like a
roller-coaster ride.

ARTHUR
That was just a lotta work.

SID
Good point -lets take a break.

MICHAEL
Cut-it-out you two.

Michael stops. Arthur & Sid keep slogging on.

MICHAEL (CONT'D)
You two aren't taking this
seriously.

SID
Dude, Calm down.

MICHAEL
No. I won't calm down.

ARTHUR
What are you talking...

Michael cuts him off.

MICHAEL
Then why didn't you tell Gwen.

ARTHUR
Gwen is my concern not yours
anymore.

MICHAEL

Bull shit! -Now she's all of our concern -why did you let this happen to her?

SID

Okay, lets all chill the fuck out...

MICHAEL

Shut up Sid.

ARTHUR

Don't talk him. He's not the problem -you are.

Michael grabs Arthur's shirt -pulls his fist back.

ARTHUR (CONT'D)

That's your solution for...

Sid jumps in. The three -Pushing -Shoving.

SID

YOU TWO ARE ACTING LIKE...

A Loud CRACKING sound -stops them cold.

Looking down -they are standing on a wood platform. It CRACKS & CREEKS then...

OPENS sending them down into the DARKNESS BELOW.

CRASH TO BLACK:

INT. THE PIT - DARKNESS

A pool of light from scattered glow-sticks. Michael wakes half buried in sand. A narrow chasm surrounds him. -He's ALONE.

MICHAEL

HEY! Where're you guys?

Looking up, Michael sees the remains of the platform.

MICHAEL (CONT'D)

God-damn-IT! Guys you okay? HEY?

Silence answers.

MICHAEL (CONT'D)
 This is why I wanted to bring some
 rope! Remember that!?! (ass holes)

Only Silence.

MICHAEL (CONT'D)
 Shit. Isn't this just peachy.

Michael yanks out a flashlight, heads DOWN the chasm.

MICHAEL (CONT'D)
 I am going to head down hill if you
 can hear me. (Jerks)

CUT TO:

INT. THE PIT - DARKNESS

Sids spits out a mouthfuls of sand. Hearing Michael, but he
 can't make more than a muffled call. Same narrow ravine, he
 heads UP hill. -WRONG WAY.

CUT TO:

INT. THE PIT - DARKNESS

Arthur has fallen in to a catacomb of tightly spun tunnels. A
 nasty wind prevents him from hearing his friends.

ARTHUR
 NICE GOING GUYS. Real clever.

Arthur takes out his cell. - NO SERVICE.

ARTHUR (CONT'D)
 No Service! - NO Kidding!!

INSERT:

INT. ABOVE THE PITS - DARKNESS

A lost camera remains on the precipice surveys down as each
 boy heads off in different directions. A water carved
 labyrinth of limestone awaits them. --HELLS WAITING ROOM.

CUT TO:

INT. THE PIT - DARKNESS

Sid has found a larger chamber. Inaudible Voices. --No One.

SID
YO? Where you at?!?!

Two figures moving up the wall. Sid sprints towards them. He comes to a flat wall. 8" above him is a ladder. Michael & Arthur have already climbed halfway up.

SID (CONT'D)
Shit. Way-to wait for me Bro. Did you give me up for-dead?

Calling down.

MICHAEL
Sorry 'Bro.' We don't have much time.

ARTHUR
Sid wait, we'll come back for you.

SID
Fuck that! Come down NOW, help me up. I can't reach dis ladder!

Michael & Arthur keep moving up.

MICHAEL
We'll find help -just hang out.

Inaudible Voices. Behind Sid -He turns. No one. Michael & Arthur are almost out of sight.

SID
Mother fuckers! Get down hereee!

ARTHUR
We'll..(wind)..back..Don't..(only wind)

Can't hear the rest. They are out of site. The Voice again. Sid jumps, scrabbles, running leaps for the ladder --NO LUCK.

His fingers just miss.

Sid crams rocks & dirt against the wall. Oddly, the ladder is still an inch out of reach.

SID
(Screaming)
Come back! This's totally fucked.

The Inaudible Voice is LOUDER.

CUT TO:

INT. THE PIT - DARKNESS

A LITTLE GIRL(7) is skipping through the catacombs. Arthur gives chase. Her nightgown flows over the rocky surface - GHOST LIKE.

Arthur runs as fast as his legs will let him. She's faster and smaller -she dives in and out of the caverns with ease -- it a GAME.

SMACK-BOOM-TRIP: Arthur hits walls & trips over every stone.

ARTHUR
(giving up)
...Wait - I just want...

Another rock -he trips.

ARTHUR (CONT'D)
Damn it! How'd you get in here!?

The little girl turns.

LITTLE GIRL
Don't be angry. Leave us alone.

She disappears completely.

ARTHUR
It's okay - come back.

Arthur looking -NOTHING. He comes to a opening. The Little Girl. She is not alone. Guarding her - A LITTLE BOY(7)

LITTLE BOY
Stay away from her.

ARTHUR
I know you...You...

Arthur steps forward. The Little Girl peaks over the boy's shoulder.

The Inaudible Voice -He turns around -NOTHING.

He turns back to the children -VANISHED.

A muffled whimper -The Little Girl.

Arthurs can't stop his hands from shaking.

CUT TO:

INT. THE PIT - DARKNESS

Sweat Soaked Michael, Hands on kneed -CAN'T run any more.

Inaudible Voices.

He's not running away -He heads right for the Sound & finds NOTHING.

MICHAEL

...Can't hide forever. I'll find you and then...

The Voices BEHIND. He turns, this time he swings his fist.

WHOOSH -Only hits air.

MICHAEL (CONT'D)

Just keep it up.

The voices louder -He snaps a roundhouse kick.

-WHOOSH- then THUD!

His foot is caught mid-air. A COMMANDO(35) smiling eyes -He lets Mike's foot drop. Michael looks up & up -A BIG M-Fer.

COMMANDO

You're come with me. You little pucks are in deep shit.

MICHAEL

Where are my friends?

COMMANDO

"Friends!" Never mind them. Move it you little grub.

MICHAEL

Not without my friends.

COMMANDO

Look here Larva brain -We can do this two ways...

Michael doesn't wait for his conclusion.

MICHAEL

I've got a third way.

Michael cold-cocks the Commando's face, then kicks his leg.
The Commando is un-phased --No Reaction.

COMMANDO
As I was saying...

CUT TO:

INT. THE PIT - DARKNESS

Sid is slumped on the far wall. The unobtainable ladder with two feet of rocks and dirt ramped up.

Disgust is written across Sid's face.

SID
FINE! Fuck with me once shame on me...twice...

He stands. Turns is back.

A voice from the darkness above.

VOICE
Sid wait. We'll come back for you.

Sid continues to strut away. --Shoulder bent in refusal.

CUT TO:

INT. THE PIT - DARKNESS

Pain & anger is all Michael has left. The Commando is unharmed --TIRELESS.

Michael flips around and throws himself at the warrior. Using Mike's weight against himself, he flips him on his back.

SPLAT. Michael not moving, THEN he begins to laugh.

MICHAEL
Do'ya give-up or do ya'want some more.

COMMANDO
Standing here is making me tired.
Are you ready to come with me?

Michael rolls to his side & swings his feet around to kick his opponent's legs. The Commando simply jumps over the kicks -like a jump rope.

Michael uses the time. Jumping up & punches the Commando several quick blows mid-stomach --No effect.

COMMANDO (CONT'D)
Is that all you have?

Michael -out of breath.

MICHAEL
...I could go on forever.

Michael is about to move in again. He stops himself.

MICHAEL (CONT'D)
There's no-way I am gonna beat you at this.

COMMANDO
Maybe you just need more time.

MICHAEL
I have a better idea.

First time in Michael's life -he RUNS AWAY. The Commando is not able to keep up -quickly falls behind...

CUT TO:

INT. THE PIT - DARKNESS

Arthur is hunting about when Michael comes flying out of nowhere running right into him. Both are on their asses.

MICHAEL
There is the biggest fuck'n soldier right behind me. -We have one chance to take-him-out! Get that rock -HIDE.

Voice coming their way -both pick up rocks, hide in alcoves. -
-Waiting to pounce.

VOICE
(Inaudible)
It's the last..I am going..these shit heads..Get lost. And never.

MICHAEL
(Whispering to Arthur)
Careful this guy is fuck'n huge.

Boys leap out -Rocks raised. Ready to strike. Arthur yells!

ARTHUR
STOP! --It's Sid!

Sid eyes raise up to the rocks held over his head.

SID
 Ahh Bro, thought you two were.
 Were... Never mind...

Safety in Numbers: They smile at each other.

MICHAEL
 (to Sid)
 How did you get passed that big ass
 dude!?

SID
 'Big ass dude?'

ARTHUR
 Okay-lets get moving. Did you find
 a way out of this mind-fuck-maze?

SID
 I found a ladder, but I think it's
 broken.

A flash of light in the distance.

MICHAEL
 Did you guys see that?

SID
 Yeah -think so!

ARTHUR
 So did I - lets follow it.

JUMP CUT TO:

INT. URL - MUCH LATER

A Rat hungrily sniffs at the edge of the pit. A hand reaches over. The rat scampers off. The trio pulls themselves up & over the precipice. --Collapsing on the ground.

SID
 I think we're back. Look da' rails.

MICHAEL
 Thank god -this place is lik'a
 vacation compared to that, that
 --what-ever it was.

SID
 (funny voice)
 You mean the "PIT of Despair!"

MICHAEL
 Hey Sid, Fuck you.

JUMP CUT TO:

INT. UNDERGROUND RAIL LINE - LATER

The three rest on the rails. Out of breath, Out of water, food and energy. Arthur passes a water bottle amongst his friends. --A DARK SHADOW MOVING IN.

ARTHUR
 That's it for the H2O.

SID
 Hey at least we tried.

MICHAEL
 I guess we where stupid to think this was possible --I am sorry I push us into this.

Michael passes the water to Arthur.

ARTHUR
 Don't apologize. -It's -well -too much... Much to much ---Okay Let's just backtrack out'a here...

Pause --Arthur drinks up. --Eyes gleam moist.

ARTHUR (CONT'D)
 Okay. Plan "B." I'm gonna walk up to the gate; give myself up in return for Gwen's freedom. You two hide the footage of the abduction - it's our only bargaining chip.

From darkness, a hand materializes grabbing Sid's shoulder. Startled -Sid jumps. Arthur's water flies.

A Tall lanky figure emerges. Brass cup swings from his belt. This is WYATT(79) appearance of a 19th century gold prospector -CRAZY EYED.

WYATT

Let me check -Yes; If ya give yourself up to the TOPSIDE Men you'll will never be seen again. NEVER EVER. Probably forever.

MICHAEL

Who the hell are you?

WYATT

Sorry, HOW RUDE of me. I'm Wyatt, thi's my home. And you Sir; Are?

ARTHUR

We're film students from Los Angeles.

WYATT

How'd ya get in?

SID

Sewers and Drain pipes.

WYATT

Ah - That's the smell. Well, best come with me; I'll get you some fresh water.

MICHAEL

Why should we trust you?

WYATT

Let-me-check!?! (He then shrugs)

Wyatt heads away. The boys look to each other: -AH-WHAT-THE HELL. -They fall in behind Wyatt.

CUT TO:

INT. WYATT'S UNDERGROUND HOME - LATER

Warm light greets the boys as follow Wyatt into his home.

An English-tea-room -a Persian rug -Stacks of books, A 1950s TV. Wyatt serves them some tea & food. -A HOBBIT HOLE.

WYATT

Hav'a seat, (boys have sat already)
Hollywood ah! Tell me is the San Bernardino trolley cars still 5¢

SID

How long hav'ya been down h...

Arthur cuts in.

ARTHUR
...We're making a documentary about
the base.

WYATT
Oh.

SID
What's this place?

WYATT
It was for mov'n machinery during
the Cold War. Used to be busy till
the early 1970's. Now it's only a
home for lost souls.

SID
Spirits!?

WYATT
No thanks - I'm fine.

MICHAEL
So there isn't anyone on the base?

WYATT
No, there still are.

MICHAEL
How do you know all this? Are you
the caretaker or somethin'?

WYATT
Yes, or something. I was a
scientist on the topside 1940. Then
one day around '48, I was late and
all my colleagues had been
dismissed.

SID
Fired?

WYATT
No - Dismissed! -Forever-No-more.

MICHAEL
How did you manage not to, "be
dismissed?"

WYATT
By doing the unexpected.

ARTHUR
Are you hiding out down here?

WYATT
Not at all. Why would I do that?
The last place you look is right
under your nose.

SID
Why dismissed?

WYATT
Cause of HER.

ARTHUR
Her...Who?

WYATT
I'll check on that for you.

MICHAEL
Did they kill the others?

WYATT
Don't know. We told them we didn't
want to proceed, they "dismissed"
us.

ARTHUR
Why didn't you want to proceed.

WYATT
Cause it was immoral and just plain
arrogant. I told you that
already...stop asking me!

Sid begins to wander the room.

SID
Do'ya mind if I look around?

WYATT
Go right ahead. You trying to get
off the base?

MICHAEL
No, to get in.

WYATT
Why would you want to do that? What
do you think you're look'n to find?

ARTHUR

Originally we came out here to find the truth about what's been kept secret. To film some real evidence.

WYATT

"Tell the truth and shame the devil," ah? Is that your plan?

ARTHUR

Yes. But, NOW our friend Gwen has been kidnapped by the men that we hoped to expose -we're going into find her.

MICHAEL

And rescue her.

SID

Can you tell us anything about where she might be?

WYATT

To love someone is to SEE a miracle invisible to others.

ARTHUR

No miracles here, but we could really use your help to find her. She needs our help?

Wyatt leaps angrily to his feet.

WYATT

"SHE!" She is OFF-LIMITS to the likes of you.

Wyatt leans against the wall, pressing his ear to it.

ARTHUR

Okay. No reason to get upset, we just...

WYATT

SHHHHHH quiet. (Presses the wall harder.) FINE, she can have it her way!

Wyatt opens the door to a 50's refrigerator, pulls out a work glove.

WYATT (CONT'D)

(Yelling.)
Here take it.

Bewildered, Arthur takes the frozen glove.

ARTHUR

Thank you. -But, can you help us find my girlfriend?

WYATT

Sure! Is she in the room?

ARTHUR

No - they have her, the men with the black jump suits.

WYATT

I suppose I'll help you guys get out of here.

MICHAEL

We're NOT going home.

WYATT

You should. He's the only one who should help her.

Wyatt points to Arthur.

ARTHUR

We've come this far. We have to find Gwen together.

Pause.

ARTHUR (CONT'D)

Could you please tell us how to get to the compound.

WYATT

You're fools if you go there. You know that -right?

ARTHUR

Please Wyatt. We have to help her.

Through the fog of Wyatt's mind -he sizes up the boys.

WYATT

Fine, I'll show you the way into the base. But, I'm not going any further.

MICHAEL

Thank you - can you tell us anything more?

WYATT

The desert flies are bad up there
this time of year. You know they
bite?

Wyatt throws open his door -the boys follow.

WYATT (CONT'D)

Hey mate.

Arthur turns.

WYATT (CONT'D)

Take care of her gift.

ARTHUR

Will do Wyatt. Thank you.

Wyatt slams the iron door selling away his little world.

INT. UNDERGROUND RAIL LINE - NIGHT

Wyatt the Mountain-Goat moving across the rough surface. The
boys have a hard time keeping pace.

WYATT

It's gonna get tight and bumpy -
stay close.

MICHAEL

It's going to get "tighter?"

SID

Gotcha. Where we headed?

WYATT

This way -till we hit THE WALL.

ARTHUR

What wall?

No Answer.

JUMP CUT TO:

INT. END OF THE LINE / THE WALL - LATER

The tunnel ends. A flat imposing WALL of reenforce concrete &
steel bars faces the team. --IMPENETRABLE!

ARTHUR
Right, so how do we get around
that.

WYATT
Yes, get around it.

MICHAEL
It's a solid block of concrete.

WYATT
I know, it was made in 1945 to last
forever.

Michael moves up & pats the WALL.

MICHAEL
No way! NOT-EVEN with dynamite.

WYATT
I said go around it.

Wyatt heads to the corner kicks at the tunnel wall.
--IT CRUMBLES.

MICHAEL
I Got it.

Michael pulls rocks away from the WALL. They come crashing
down with ease. Tiny shards of light flicker through cracks.

WYATT
I am all done here. Good luck,
you'll need it where you're going.

Wyatt begins to slip away.

ARTHUR
Wait. Wyatt.

Michael breaks more of the stones lose which floods the
tunnel with light.

ARTHUR (CONT'D)
Wyatt Thank you. I have one more
favor. Sid go with him.

WYATT
Oh no, no, no. I'm NO babysitter!

ARTHUR
Stay with Wyatt -just in case
something should go horribly wrong.
Take Gwen's abduction public.

WYATT

What've I got myself into?

SID

No way, we have to stick together.
It's what Marvin told us to do. It
was his plan for us.

ARTHUR

Marvin never planned for Gwen.

Michael turns from his work on the wall.

MICHAEL

Hey guy, I'm with Art on this one,
you have to make sure the story
gets told, if well you-know...

SID

Bro, I ain't liken' this one bit.

Sid pops-out his flash memory stick & places a new one in the
recorder handing SID-VISION to Art. He waves the first stick.

SID (CONT'D)

Okay'a Just in case! Good luck you
ASSHOLES!

Arthur, Michael & Sid give each other a lean-in hug as they
depart.

ARTHUR

Find us a way out, if all goes as
planned. We are counting on you.

SID

I will. but get your asses back
quick! I'm not wait'n forever.

Wyatt heads backward as Michael pry more stones away &
disappears through the hole.

MICHAEL (O.C.)

Looks like a short tunnel. We're
in! Lets go!

Arthur pushes through -into the light.

FLASH CUT TO:

EXT. AREA51 RUNWAY GUARD POST - DAWN

Mike helps Art climb through the sub-floor. They find it has leads to an utility house. Arthur rises up, surveys.

ARTHUR
Holy shit...

MICHAEL
We're out. (A deep-breath)

Next-to a Runway Guard Post they wash off hands & faces. Michael pulls out two black jump suits.

MICHAEL (CONT'D)
You think we'll blend in?

ARTHUR
So long as they don't realize we got them at the "Surplus."

While suiting-up, Arthur tosses Mike the pay-as-you-go cell.

MICHAEL
No burners! They might hear us.

ARTHUR
I think we are WAY pass worrying about that. -Right?

MICHAEL
ABSOFUCKE'N'LUTELY!

A Sleeping guard right above them. Art points him to Michael. The two move under the guard's view.

ARTHUR
Think he spotted us?

MICHAEL
If he'd, that would've been a short trip.

The A51 base -No activity, -docile -peaceful & inviting in dawn's 1st light.

ARTHUR
Place is bigger than I expected.

MICHAEL
(whispering)
Gwen could be anywhere.

The Two Men in Black march across the runway as if they belonged. Heading right into the lions den. --THE BASE. A sign appears in the grass, "Authorized Personnel ONLY."

ARTHUR
Michael, WAIT!

MICHAEL
What?

TOO LATE. -ALARM Sounds. Soldiers pour out of a barrack. Hummers are in motion --heading right towards them.

ARTHUR
Okay. The cats out'a the bag.

The GENERAL climbs into one of the parked Hummers.

ARTHUR (CONT'D)
Gotta go now!

MICHAEL
Yeah, right! You better hav'a good plan.

ARTHUR
Not really, but just stay together.

Michael is in motion pulling Art towards a dark shape.

INT. WW2 TANK - MORNING

From inside the boys see both man & vehicle pass. LUCKY - Hummers are moving away.

ARTHUR
Not bad think'n Mike.

MICHAEL
Thanks, I didn't know it would be open or that it would be 200 degrees in here.

ARTHUR
Okay yeah, but I'm not bitch'n.

Arthur points out an open door in one of the hangars. LUCKY RUNS OUT --The Hummers have U-Turned -heading back.

ARTHUR (CONT'D)
Okay, Now or never --Hurry!

FLASH CUT TO:

INT. INTERROGATION ROOM - MORNING

The STEEL CHAIR. Gwen is strapped in tight. Two men hover over. Out comes a long needle. Taller Man moves to -inject.

JUST THEN...

...a base wide Alarm Sounds.

DARK MAN -TALLER
Wait, Let'm check on that.

DARK MAN -SHORTER
Make'it quick! She's come'n out of it.

The Taller Man heads for the door. Then...

SMASH/CRASH. He's knocked over by the door, swung wildly open by Michael & Arthur. --The trick worked!

The boys rush the Shorter Man, pushing him to the ground. He hits his face on the desk --HE'S OUT.

ARTHUR
Gwen, you okay?! Can'ya hear me!?

MICHAEL
Just unstrap her -and lets go. 101 soldiers are heading this way.

ARTHUR
These straps have locks.

MICHAEL
Maybe that dude has a key.

Michael turns to check.

MICHAEL (O.C.)(CONT'D)
Ah-- Arthur.

They turn. The Shorter Agent is back on his feet -face covered in blood. Gun in hand. -NO HESITATION. --OH SHIT!

TWO SHOTS SING OUT. Gwen screams -BOTH boys fall at her feet.

CUT TO WHITE.

INT. INTERROGATION ROOM - SAME

Gwen is bound to the STEEL CHAIR. Eyes shut -Spaced-Out, can't shake free of the NIGHTMARE. Facing her a Blue monitor flickers with -impressions -projected of her nightmares.

DARK MAN -TALLER
Still nothing we can use.

DARK MAN -SHORTER
Then we have our orders. *His will
is our peace.*

TALLER AGENT goes out & returns with a SAND FILLED BUCKET -its placed on the floor --waiting for Gwen.

SHORTER AGENT presses his SIG-SAUER-P229 against Gwen's head -the hammer pulls back.

DARK MAN -TALLER
This's a-god-damn shame.

THE-ALARM sounds, both men stop -look at each other.

FLASH CUT TO:

INT. A51 LAB - HALLWAY - DAY

Arthur & Michael -a mobile lab -several campers connected together by plastic tunnels. White Coat Lab Techs rush about. The boys force a cavalierly walk.

MICHAEL
Be cool -act like we're look'n for somethin.

The boys over-act. Arthur checks behind, as if expecting all the guards to rush in. But they don't --Something Happened.

ARTHUR
I have an idea.

EXT. DUST ENGULFED COMPOUND - DAY

BASE CCTV: The Hummers are flying in fast. Rushing passed a row of hangers...Then:

SNAP --Out POPS a bank of ROAD-BLADES. --POP --FFSSSSssss!

Hummers skid in all directions -Tires flat. The GENERAL 1st out. His anger scars his face.

GENERAL
Move out. Find them.

A Lanky Shadow along the hanger's edge. -Wyatt

SMASH CUT:

INT. A51 LAB - DAY

Arthur & Michael are now lab technicians. A hallway filled with other LAB TECH's. No one gives them a second glance.

ARTHUR
I feel'n like such a nerd.

MICHAEL
Sorry to be the one to tell you
this, but you've always been one.

The two Nerds head for the door on the far wall. Arthur's new key-card opens the security lock -lickety-split.

CUT TO:

INT. A51 SUPPLY CLOSET - DAY

CCTV: Muffled sounds & squirming around, two Lab-Techs; more pasty faced then normal. Sporting boxer-shorts & bound with Gaffer's tape.

CUT TO:

EXT. A TALE OF TWO HANGARS - DAY

The two boys in an alley between two hangars.

MICHAEL
We can't just keep playing cat &
mouse. We need sometin' -Anything.

THEN "ANYTHING!"

A FLASH then Another. Both boys eyes are fixed -HYPNOTIZED.

Where the alley ends, an open hanger waits for the boys.

From inside radiates glowing cobalt flashes. A wing -A machine capable of flight --SPACE FLIGHT.

The hanger's giant iron door grinds-to-life --It's Closing. They look to each other -Eyes gleaming with curiosity.

MICHAEL (CONT'D)
 Okay. We gotta get this on film.

Both are moving fast.

CUT TO:

INT. THE HANGAR - DAY

BASE CCTV: Five Man Firing-squad just inside the Iron hanger's doors. Mk48s Locked & Loaded made ready for action.

CUT TO:

EXT. A TALE OF TWO HANGARS - CONTINUED

The two are almost in sight of the hangar's secrets...

WHEN Arthur's cell Chimes-In. A single message.

"IN SECURITY STATION THREE, GWEN"

ARTHUR
 Michael wait!

Mike is RACING to beat the closing doors. Arthur catches up.

ARTHUR (CONT'D)
 God damn it. Michael, STOP.

Arthur pushes Michael. He hits the side of the wall.

ARTHUR (CONT'D)
 I've gotta text message. It's Gwen.
 (Mike Looks)

MICHAEL
 It's got-to-be fake. She doesn't
 have that number.

ARTHUR
 We've have to check it out anyway.

MICHAEL
 NO! -We have to get evidence -this
 is the one chance.

Arthur holds Michael in place.

MICHAEL (CONT'D)
 Let go. I mean it.

ARTHUR

It's not why we're here. Think for
a second.

Mike's fist SNAPS back. He STOPS -Sliding to the ground.

MICHAEL

Fuck! I hate when you're right!

Michael reaches out -Arthur pulls him to his feet.

MICHAEL (CONT'D)

Lets go get her. (BEAT) You know
it's a trap.

ARTHUR

Oh Yeah.

Arthur stops a passing LAB TECH.

ARTHUR (CONT'D)

Which way to Security Station
three?

LAB TECH

Go back the way you came. It's next
to the old Well building.

Michael glancing over his shoulder. -Iron doors lock-down,
sealing away the Mystery & FIRING-SQUAD.

ARTHUR

(to Michael)

I've gott'a NEW plan.

Moving past several hangars, Next-Gen Aircrafts do little to
slow them. Both tempted to the core, only time for a glimpse.

MICHAEL

GOOD, cause I'm sick of this X-
FILES bullshit.

INT. SECURITY STATION THREE (S.S.T.) - DAY

Arthur quicksteps by the S.S.T. -glancing in. -Nothing, all
is dark.

He adjust his outfit. Marching straight in. Two Men-in-Black
are dragging a third black-hooded man out. Arthur swallows
his heart. A GUARD, stiff & rigidly flies his desk.

ARTHUR

Sir. Here to help the General with the interrogation of the new prisoner.

DESK GUARD

What? I don't have any orders about any interrogation are you...

Arthur's cell CUTS the guard off.

ARTHUR

Yes General, SORRY -I'm at the front de... No sir, Yes sir. He wants to speak to you.

Arthur holds the cell like a Hot-Potato -offering it.

*

*

*

*

DESK GUARD

JUST GO! --Room 101 on your right.

ARTHUR

(ignoring the guard)
Yes Sir. I am on my way; sorry sir.

EXT. S.S.T. - DAY

Michael shuts his cell --grinning.

MICHAEL

VALLI, ya-got balls, I'll give you that much!

INT. ROOM 101 - DAY

Arthur hesitates. He opens the door -Stepping in as if jumping off a cliff. GWEN isn't moving.

Then her head swings to the side -She's ALIVE. A steel chair hugs her. She is conscious --heavily drugged.

ARTHUR

Gwenevere! We're gett'n out't here.

Arthur loosens the restraints -Gwen's arm & legs fall limp.

GWEN

Only daddy calls me Gwenevere, your
NOT my daddy?!

Arthur fights her daze, helping her towards the waiting door.

ARTHUR

What-da-hell did they give you?

A THUNDER CLAP voice answers. --OH SHIT

GENERAL (O.C.)

Sodium Thiopental, very similar to
what the KGB used in the old days.

Arthur is frozen --The General.

GENERAL (CONT'D)

Your friend wasn't able to tell us
much. Perhaps we will have better
luck with you OR the others.

EXT. S.S.T. ROOM 101 - DAY

Michael squats down from outside the window as the General turns in his direction.

MICHAEL

NOT-GOOOOD!

Michael scans for cover. -A VENTILATION GRATE.

INT. ROOM 101 - DAY

The General flanked by two soldiers --THE Trap SPRUNG.

ARTHUR

You're too late; they've gotten
out. By now they have gone PUBLIC-
with the story of the Century.

GENERAL

HA! I must look like an important
man to you. I'm NOT.

(MORE)

GENERAL (CONT'D)
 I just have two jobs. FIRST! Keep this Base secure. TWO! Wipeout anyone who interferes with my FIRST job.

ARTHUR
 Okay, We are...

GENERAL
 Don't interrupt. Look-here, only reason you're not dead is you're too dumb to have realized what you were doing. But, what you do know is who helped you and where I can find them.

ARTHUR
 I told you, they're gone.

GENERAL
 Well, sorry to hear that. I was so looking forward to meeting all of you. (LOUDLY) Bring him in!

A soldier brings Sid in -hands Ziptied.

GENERAL (CONT'D)
 Well do-go-on, your where saying?

The Cat got Art's tongue.

GENERAL (CONT'D)
 I've been in this purgatory for a long time. Yes, I know all the tricks. Let's move on. What are you doing on my base, who helped you? Look-here, I'm only gonna ask once. Already told you about MY Job.

CUT TO:

INT. STEEL VENT BOX - DAY

Michael squeezed. Sweat pours down his face. Inch by inch pulling himself along. Under-his-breath reciting film lines.

MICHAEL
 "Here's look'n at you Kid" - "Be cool Honey Bunny." (etc, etc)

CUT TO:

INT. S.S.T. ROOM 101 - DAY

Arthur, Gwen and Sid -painfully on their knees, hands locked over / heads. ALL facing the wall.

GENERAL

I know what you three are asking yourselves.

Pause.

GENERAL (CONT'D)

Why is the floor made of tiles?
Well, I will tell you. It wasn't always tile, originally it used to be hand polished wood. Solid Oak, as I remember. But the problem was that no matter how hard you washed and scrubbed it, the blood stains would not come out.

Gwen can't help but to weep.

GENERAL (CONT'D)

So the decision was made to switch it to tile. Sure, I know tile is a poor substitute for wood, but we have to be practical - we can't always have it our way.

ARTHUR

Linoleum.

GENERAL

What's that?

ARTHUR

Linoleum floors cleans up nicely and it can look as good as wood.

Gwen & Sid look at Arthur.

GENERAL

Now your thinking, but Linoleum wears out and frankly it can look tacky.

The GENERAL very near to ARTHUR's ear.

GENERAL (CONT'D)

I really hate tacky. People who buy these things are, well frankly; unintelligent.

(MORE)

GENERAL (CONT'D)
 The only thing I hate more than
 tacky is unintelligent foolish
 people.

The General moves to the center of the room -SPINNING AROUND.

GENERAL (CONT'D)
 Why are you making me ask again?!
 Let's have names.

Arthur doesn't speak.

GENERAL (CONT'D)
 Where is the other boy?

The General pats the soldier's shoulder whispering in his
 ear. Back to the three prisoners.

The General moves to Arthur then Sid then Gwen -back to Sid.

GENERAL (CONT'D)
 You know the hallway is Linoleum.
 Let's do a test.

The General grabs Sid -dragging him to the hallway.

BANG!! ...then...

An Odd-Sound: bag-of-wet-cement hitting the ground. The guard
 outside turns WHITE.

Arthur & Gwen mirror the guard's horror. --FROZEN

The General returns; blood drop runs down his sunglasses. He
 takes Gwen by the arm; turns her to face Arthur. His pistol
 itching his hand.

GENERAL (CONT'D)
 Now, Shell I test the tile OR are
 you sure you don't have anything to
 say?

CUT TO:

INT. CRAWL SPACE - DAY

Michael is squashed into a ventilation shaft moving forward.
 A single gun shot. He picks up his pace.

CUT TO:

They find the vent; Michael's face behind it.

EXT. BURNING TRUCK FIRE - DAY

Heat waves distort the General --barking orders. He Grabs a soldier by the arm --pushing him away from the fire.

GENERAL

Don't stand in front of that!

A second Explosion from the truck's spare gas-canister sends fire, dust & debris in all directions.

General's coat catches fire; cool headed as he pats it out.

GENERAL (CONT'D)

This day is shaping up nicely.

Next to the his foot, a drain cover softly closes. Hands disappearing into the darkness.

INT. LARGE A/C VENT - DAY

Michael, Arthur & Gwen's escape through A/C vent is cut short. Ahead a turbine fan blocks them. Clothing & hair are being pulled forward.

Michael reaches back pulling off his boot -throwing it at the blade -it passes right through.

ARTHUR

(yelling over the wind)
What-the-hell are ya doing?

Michael throws his 2nd boot --BANG/GRIND the blade STOPS.

No wind - SAFE SILENCE / RELIEF

ARTHUR (CONT'D)

Hey, okay nice thinking.

GRIND/WHOOSH -the blades are motion again. --SHIT

Arthur removes his boots -same trick. The first hits only air -the second is instantly slashed to smithereens. --DOUBLE-SHIT

MICHAEL

(yelling over the gale)
I GOT NOTH'N LEFT!

Gwen has removed her Converse laces, ties them together. She lets the suction pull them right into the motor. They disappear --another moment passes.

GRINDING / SMOKE! The motor has had-it. The blade spins to silence. --The way is open.

ARTHUR

Even better thinking!

Gwen responds with cold silence.

WIPE TO:

INT. LARGE A/C VENT, BASEMENT - DAY

The three push & push on a suspended vent -it breaks spilling them to the floor -a painful SPLAT.

Gwen doesn't fall, she flips down.

Goes right up to Arthur's face -slaps him repeatedly with all her might, anger & sadness -tears streaming down her cheeks.

Arthur holds her wrists then her. She keeps hitting his back.

ARTHUR

(to her ear)

I was wrong. Everything I did ended up being wrong. Everything but you.

She goes limp in his grasp, then pushing back from him -they lock wet eyes.

GWEN

I HATE you for what you've done.

She Kisses him.

GWEN (CONT'D)

I can't believe how stupid, you...!

He interrupts her with Kisses -as if the last time.

MICHAEL

We're not out of this yet. We need to keep moving.

INT. ROOM 101 - DAY

The General finds a guard sitting on the floor rubbing his head. Next to him the bloodied chair arm.

GENERAL

Oh, that's just brilliant.

He pulls out his pistol & shoots several holes in the floor between the guard's legs. Turning to the other Guard.

GENERAL (CONT'D)

Take this idiot to the infirmary.

INT. SUB-BASEMENTS & TUNNELS - DAY

Arthur & Michael, sporting shredded boots. Gwen holds Art's hand as if a life-line.

Wyatt vaporizes out of a side tunnel.

WYATT

What happened to your shoes?

Gwen jumps.

GWEN

OH-MY-GOD!?

ARTHUR

It's Okay! That's Wyatt he's with us.

WYATT

Follow me.

Michael grabs Wyatt.

MICHAEL

I don't think "he's with us" Why did you let Sid get caught? Why was he with those Men?!

GWEN

What the hell is going on...

ARTHUR

Everyone calm-down. Wyatt?

WYATT

He saved you. The road blades, the bomb. Not me; I told him "bad idea" and SEE, it wasn't his day. Now Let'me go.

Michael loosens his grip on Wyatt. Wyatt moves away grumbling to himself.

The four head down a shaft ducking low pipes & wires.
Michael's claustrophobia replaced by blind anger.

WYATT (CONT'D)

Follow the corridor to the end;
make your way to the old blue
hangar --wait for me there.

Before anyone can question him, Wyatt hunkersdown an
impossibly tight tunnel -disappearing like a skinny rat.

He moves like he's hiding something.

FLASH CUT:

EXT. A51, WIDE OPEN SPACE - DAY

A drain-hole gives birth: Arthur, Gwen & Michael are out.

No time to take in the fresh air -the three are on the run.
Dozens of foot soldiers are closing in. THEN...

Gun Shots. The three keep down. -Less VULNERABLE.

A Mad Run towards the blue hanger. More Gun shots sing out.

MICHAEL

FUCK!!!

Michael flips head over heels, landing face down. He rolls
over, his calf is bleeding. --BADLY

MICHAEL (CONT'D)

Oh God-damn-it. Christ it stings.

Arthur & Gwen lift him to his feet. Pain slashed on his face
as they pull him along.

ARTHUR

Lets go.

GWEN

Do-you know a wayout?!

MICHAEL

Yes. Stay clear of bullets.

Running feet echo out. They are closing on the blue hangar.
The Gun-fire has CEASED.

FLASH CUT:

INT. SURVEILLANCE ROOM - DAY

Hundreds of CCTV monitors enclose The General. His hands firmly grip a chair that Captain Kirk would be proud of.

A Man in black on his right. Opposed to him -another man -face obscured in glaring light.

GENERAL

I could've terminated, but I'm curious, how they know what they seem to know -can't be just some stupid film students.

VOICE

I don't know.

GENERAL

There's thirty hangars, Why head for that one? Why NOT the Red Herring?

VOICE

I couldn't say.

GENERAL

Or won't say. (Beat) What do you say I'll let this run it's course. Won't it be amusing if they succeed at what we've been trying for sixty years.

VOICE

What do you mean?

The General picks up the radio.

GENERAL

Cease fire. (To Voice) Yes... lets find out.

EXT. BLUE HANGAR - DAY

All doors are locked tight. Arthur's stolen key-card fails to help. Gwen is about to try the far door. It opens. Out steps a tree of a soldier.

What happens next --happens FAST.

Gwen grabs the soldier flipping him over. She then flops on top of him smacking his face with her knee -He's out cold.

GWEN
 (Stunned boys)
 Rape-Escape classes. Shell we.
 (Boys frozen) Come-on, let's go.

Michael & Arthur look at each other, then follow Gwen in over the K.O. soldier into the hangar.

INT. BLUE HANGAR - DAY

Arthur & Gwen jam the fire door's handle in the up position just before the Platoon reaches it. --Lots of banging.

ARTHUR
 Michael! Help us with this!

Michael limps over to a pile of scrap metal & snaps up a steel rebar. The two boys jam it under the exit handle. It holds.

MICHAEL
 Let's get the others.

They secure the exits. The only sound, Bangs & Smashes outside. The doors shake, but don't open. --

SAFE FOR-A-MOMENT.

Michael drops to the ground. Gwen comes to him, rips part of her shirt off, rapping it around his leg -a tourniquet. Mike Screams!

GWEN
 WHAT-A-BABY. It went right through
 the mussel, Missed the main Artery.
 Lucky.

She yanks it tight. --He Screams again.

MICHAEL
 I don't feel lucky!

Arthur uses the moment, looks around. It's empty. A few piles of scrap. Looking down, Art sees faded painted letters "H18"

ARTHUR
 Hey Guys look...

Gwen cuts him off.

GWEN

Now what!?

ARTHUR

Now we wait. What do...

GWEN

FORWHAT!? Let's get outta here.

ARTHUR

And go where. Do you see-a way out?
Okay, because I don't.

The outside noises stop.

MICHAEL

Hey listen -they've stopped trying
to get in.

ARTHUR

Ah, guys we better....

AN EXPLOSION interrupts Art.

The shock-wave pushes them backwards landing on asses.

The main door turned into an open Sardine can. Behind the
newly formed hole soldiers are clearing a path, slowed by
twisted metal.

Arthur & Gwen turn to each other, then Michael who is missing
half of his upper body. Jumping up in HORROR.

1/2 MICHAEL

WOW! That was loud. Why are ya
look'n at me that way?

Gwen SCREAMS.

ARTHUR

Jesus Christ!

Michael magically reappears as he leans forward. Gwen &
Arthur's mouths hang wide open.

MICHAEL

What...? Help me up.

Arthur helps Michael UP. He then puts his arm out; it
vanishes just like Michael's upper body. When he pulls it
back dampness shimmers. Michael's hair, damp as well.

ARTHUR

It's starting to make sense.

Arthur walks less than an yard. He VANISHES.

ARTHUR (CONT'D)

Guys, you have 'GOTTA' to see this!

The two left behind look at each other. THEN walk into oblivion. The trio has vanished. --Hangar stands empty.

CUT TO:

I/E. RAIN FOREST - DAY

A DIFFERENT WORLD entrances the trio.

They are still in the hanger. All around them is a rain forest. It's WET GREEN --ALIVE & COMPLETELY IMPOSSIBLE.

Through the lush vegetation the soldiers can be seen entering & fanning out in the hanger.

MICHAEL

I don't think they can see us.

ARTHUR

Let's keep it that way. Come on.

The three head deeper into the forest. A warm light ahead, but the vegetation obscures the Source.

GWEN

What keeps all these plants alive inside a building?

ARTHUR

I think we're gonna find-out?

As they push through the forest they find themselves in a clearing. Grass and wildly colored flowers lead up to the Source.

GWEN

Arthur....?

THE PAYOFF...

Resting -Peaceful -Beautiful, a SPACESHIP like nothing they could've imagined in their wildest dreams. It's surface flows like a jelly fish constantly in flux in some unseen tide.

A play of light that radiates more colors than can be seen.
They look on in wonder.

MICHAEL

Do you think the crew is around?

ARTHUR

Don't think it has a crew.

MICHAEL

What do you mean?

ARTHUR

Sid you'd have loved this.

Arthur walks up to the ship & runs his hand over the surface.
It reacts -ripples --a pond of light.

WYATT

She must like you -Never let me!

They turn: Wyatt comes forward.

WYATT (CONT'D)

(To Arthur.)

You understand now -don't you?

Arthur turns to Michael & Gwen.

ARTHUR

It's not a ship. It's *the* alien.

WYATT

No little gray men. Sorry.

MICHAEL

I'm lost. It's alive?

WYATT

Oh yes, more than you and I will
ever be. She might even exist on
other dimensions, -We can't even
perceive.

MICHAEL

So why is it here, collecting dust?

WYATT

Because of them! -Ass holes.
(Pointing)

BANG! A single shot rings out. Blood streams from Wyatt's
chest --he falls.

WYATT (CONT'D)
She's beautiful isn't she.

They turn. The General gripping a machete. He's flanked by two Men in Black holding AK47s. --Aimed --Safeties OFF.

DARK MAN ONE
Now who's the asshole?

Wyatt's eyes close & JOINS the COSMOS.

GENERAL
Put a lid on it soldier. (Softing)
Well now I know who's been helping you.

The General motions over his shoulder. The two dark soldiers re-aim their AK47s on the three.

GENERAL (CONT'D)
Well, Do you idiots know how long I've been posted here? I was younger than you. Of course, I wasn't in charge -just a junior officer. My next post was to be Paris. -Had the orders in hand. Then as *luck* would have it; this thing showed up.

Gwen & the boys take a quick look at each other.

SOLDIER
Sir, our orders are clear. We are...

GENERAL
I already told you, put a lid on it.

SOLDIER
Sorry, sir. We HAVE standing orders in this matter.

GENERAL
Fine! Fine yes of course your right
-NOW SHUT-THE-HELL-UP!

The General removes his sunglasses his eyes are completely BLACK ORBS --GLEAMING.

GENERAL (CONT'D)
Do you know why we haven't learned a'thing about it!? It won't let's near it.

(MORE)

GENERAL (CONT'D)
 It's like a giant dead jellyfish
 stranded on sand -sure enough-it's
 dead, Oh but it can still sting.

The General snaps up a pebble.

GENERAL (CONT'D)
 You can see what it did to me, and
 you've seen that crazy old man -
 right? Sure you have.

The General tosses the pebble up -catches it.

GENERAL (CONT'D)
 I hope you don't plan on making my
 job harder then it's been!?

He flings the pebble, it hits the Craft! --PING!

A bright Flash BLINDS ALL.

That's all Arthur needs. Like greased-lightning he pulls Gwen
 & Michael towards the Craft.

ARTHUR
JUMP-WITH-ME!

The two follow his lead & JUMP for it. -Another FLASH

Arthur flies right through the surface. Gwen & Michael bounce
 off, falling to the ground -Unconscious. --THAT DIDN'T WORK

INT. THE CRAFT - NO TIME

Arthur has JUMPED into the SUN'S HEAT. All that can burn,
 does -his watch, his ring, & clothing begin to cook him.

The two Soldiers in Black step forward, taking aim at Gwen &
 Michael. Arthur rushes them --BOOM --deflected --blocked.

ARTHUR
 Let-me OOOOUT!

The Men open FIRE on his semiconscious friends.

ARTHUR (CONT'D)
 NOOOOO! (covers eye & turns away)

He forces himself to look towards the Murder.

NOT WHAT HE EXPECTED. The bullets have YET to reached their
 target. They still hover between the barrel & his friends.

ARTHUR (CONT'D)
Gwen! Michael!

Clenched fist, Arthur POUNDS on the translucent wall.

SUDDENLY, flies back -hit by a surge of power.

He BLACKS-OUT.

FADE OUT/IN

Arthur struggles to focus his eyes -nothing outside the Craft has changed. Gwen & Michael are still semiconscious -the bullets have not moved. --TIME HAS STOPPED.

He takes a moment -Centering Himself.

ARTHUR (CONT'D)
I guess it's just you and me. *The secret of getting things done is to act!*

Arthur turns to face -HIS DESTINY.

Shapes & colors dance before him. A ballet of light through cosmological stain glass assaults his senses.

No objects, No surfaces, No buttons to push. -He can't touch anything -there's NOTHING to touch.

After a moment, his eyes detect a pulse moving through the Craft -like a slow heart beat, it seems to leads him like --A RHYTHM. He FOLLOWS IT.

WIPE TO:

I/E. RAIN FOREST - DAY

Arthur was WRONG, time has NOT STOP --JUST SLOWED.

The bullets have moved -The cylindrical shells spin towards his love & his remaining friend.

BACK TO:

INT. THE CRAFT - TIME/MEANINGLESS

Arthur fights forward, passing through tunnels. After what could be an hour or days Arthur enters...

The center of the rhythm -it's heart --A WELL of light overflowing in REVERSE.

The WELL feeds the Craft with light that nearly blinds him.

It moves in harmony with one PAINFUL exception. -SOMETHING OUT OF PLACE.

A BLACK object at the WELL's center. --Like a splinter stuck in soft tissue.

ARTHUR

What the....?

Arthur takes a chance.

He reaches out pulling at the dark shape. His hands slide off as if grabbing a soap in a bathtub. He tries several more times. -No Success.

He flops down, facing the WELL. Lowering his head between his knees. Sweat stings his eyes. --Skin blisters in PAIN.

ARTHUR (CONT'D)

Think --think...WAIT?!

Jumping up he reaches into his backpack pulling out the work glove Wyatt gave him.

ARTHUR (CONT'D)

No. It couldn't be...

He slips the glove over his hand -PERFECT FIT. Thin webbed fibers move & pulsate. -Same as the Craft.

Another attempt to pull it free.

FLASH CUT:

INT. CHILD'S CLOSET - NIGHT

A LITTLE BOY hides shivering -his view blocked by clothing. A Sound: table lamp crashing to the floor. Bare BULB light floods in. --A little girl's screams.

FLASH CUT:

INT. THE CRAFT - NO TIME

Arthur lets-go & jumps back as if burned.

ARTHUR

Holly-shit --What the hell!?

Taking a deep breath: -Grabs it again.

FLASH CUT:

INT. CHILD'S CLOSET - NIGHT

This time the Little Boy is peaking through blinds. A Little Girl hides in bed. He starts to push the door open.

LITTLE GIRL
No, he'll see you! Hide.

A door SLAMS somewhere in the house. Hearing this the Little Boy retreats back into the closet.

A GREASY HAired MAN (THE GREASER) crashes into the room. The girl whimpers a muffled cry. The Little Boy covers his ears hiding deeper. The lamp falls --raw light blinds him.

FLASH CUT:

INT. THE CRAFT - NO TIME

The Little Girls cries still ring out. Arthur is rolled in a ball squeezing his hands over his ears.

ARTHUR
God damn bastard --I'm not gonna
let you....

ON his feet, grabbing the blackish object. Pain is clearly splashed across his face. The object & gloved hand begin to merge --melting together. It's moving from the WELL.

FLASH CUT:

INT. HOME BEDROOM - NIGHT

Shadeless bulb BLINDS. The Little Boy grips a baseball bat. Charging out of the closet, jumps over the fallen lamp. He swings with all his strength.

THUD! Right across THE GREASER's back. He stands -NO EFFECT. The Little Girl hides deeper under cover.

THE GREASER
Didn't think you had it in-ya boy.
Now hand'it over I'll show ya.

The Little Boy holding his ground. Raises his bat makes THE GREASER laugh. He swings.

Something CHANGED. No longer a little boy, but a fully GROWN MAN --ARTHUR.

The bat makes full-contact. THUD!!! The GREASER is knocked to the floor --WIND FREE OF HIS LUNGS.

The Little Boy towers over THE GREASER still gripping the bat. He speaks as an adult.

LITTLE BOY

If you ever touch her again. I am going to call Child Welfare and give them a testimony that will put you away for a long time. And the beating you will receive nightly at the hands of your cell mates will make you wish you were dead.
Are we clear on this!?

THE GREASER just nods, as the Little Girl peaks out from under the covers to witness her savior.

FLASH CUT:

INT. THE CRAFT - NO TIME

Arthur holds a white knuckle grip on the shimmering object.
LIKE A SWORD.

The hole left behind seals itself instantly. The WELL begins to pulse faster & faster. --Coming back to life.

The Power of the WELL too much. Time to take his leave.
--HE RUNS LIKE SLAVE SEEKING FREEDOM.

CUT TO:

I/E. RAIN FOREST - DAY

Gwen hugs Michael as soldiers tower darkly over. AK47s raised. NOTHING to do, but squint their eyes closed in anticipation of the painful last moment.

A bright FLASH then:

BANG-BANG-BANG-BANG-BANG-BANG-BANG-BANG-BANG-BANG-BANG!!

Gwen eyes open --unharmred. She pushes Michael out of his frozen daze.

The bullets missed! --Arthur lays behind them. The Soldiers wipe bewilderment off their faces. They re-aim at (now) three targets.

They FIRE.

CLICK-CLICK-CLICK-CLICK-CLICK-CLICK-CLICK-CLICK!!

--NOTHING --NO bullets to rone the party.

The Soldiers remove their side-arms & FIRE.

CLICK-CLICK --nothing, same problem.

The General appears over Gwen, Michael & Arthur machete in hand.

GENERAL

Aren't you three full of surprises.
Sorry, about this, but it's gonna
be a bit messier than we'd hoped.

The General lifts the machete up over them. Michael covers Gwen with his arms. Arthur is faster. The machete comes down hitting arthur's crystalloid sword.

A metal spark flashes as the two objects meet. The General topples back.

ARTHUR

Get her outta here.

The General attacks again, Art blocks the machete a second time. --MORE FLASHES.

ARTHUR (CONT'D)

Stop this -there's no point.

GENERAL

NO. It's the only point.

The General swings at him again & again, each time his anger increasing. Arthur becomes calmer.

ARTHUR

You are free.

The General keeps swinging, but he's losing power.

GENERAL

FREE! I'll never be free.

ARTHUR

Why serve a *Purgatory* of your own making.

The General swings back --one final killing blow. The machete & crystal meet in mid-air.

FLASH!

BOTH objects vaporized. The General is thrown back. For a second Arthur's hand is illuminated, then the glow fades.

The General's man comes forward with a canteen.

DARK MAN

Sir?

The General stands up ignoring the offer.

DARK MAN (CONT'D)

Sir. What are your orders.

The General piers at his man -eyes clear blue. He looks towards the Craft which has gained more & more intensity.

GENERAL

Get everyone out. Now!

Arthur falls back, but his two friends are by his side. They catch him. His skin sunburn, -clothing hangs burnt.

MICHAEL

Stay with us - Art.

More Soldiers appear, none look at Arthur or his crew. All eyes transfixed. The Craft has turned into a mass of energy pulsing & radiating --ALL Directions.

GWEN

Now is the time.

Arthur, Gwen and Michael back out of the commotion.

The General sees them, but is lost in thought.

SMASH CUT TO:

EXT. OUTSIDE H18 - LATE DAY

Arthur, Gwen & Michael are met by 50 soldiers, two circling Apache Copters.

All HOPE drops to the ground. Complete Exhaustion wins. The three collapse to the earth. Just in time for....

FLASH!

...Then the Shock-Wave -flings bodies everywhere.

The two helicopters spin out of control --NO Power. The soldiers scatter. The fugitives use the chaos wisely & slip away.

CUT TO:

EXT. DESERT VISTA : MOUNTAIN TOP - LATE DAY

The tourist couple: Age Denial Lady video tapes the base. Dorky Man's head is buried behind his portable TV. The FLASH.

AGE DENIAL LADY
Hey Honey, HONEY --HONEY!?

Dorky Man looks up as the shock-wave swirls right out-of A51.

FIRE-WORKS -A bright point of light moves from a Hangar past the desert mountains, ZAP into the sky --vanishing.

All Captured.

Both jaws hit the desert floor --They can't believe their luck.

EXT. MINI-MART - LATE DAY

Ron has left the store, he joins the Punk-rocker teens -All looking North when the beam of light FLASHES skyward. --Jaws hang wide open.

CUT TO:

EXT. GUARD POST EXIT - MOMENTS LATER

CCTV BASE: Arthur, Gwen & Michael approach the main Gate. Three GUARDS stand between them & the EXIT.

The shortest Guard has been badly injured. --Perhaps the little one is too weak to block them?

Michael tries to pull Arthur & Gwen in a different direction, -Arthur stops him --something odd about the THIRD GUARD.

The two boys march up to the Guards --concealing Gwen.

GUARD TWO

You can have him --If we never hear
or see you again.

The Guard pushes the injured Guard towards the two boys.

IT'S SID. He's been shot, drugged, but is ALIVE.

GUARD TWO (CONT'D)

Now get-the-hell-out!

The Guard waves his hand in a circular motion. The gate
swings open. --FREEDOM BECKONS

Arthur, Gwen & Michael surround Sid with hugs & support.

ARTHUR

I owe you, all of you; an apology.
I was...

The guard doesn't let anyone say anymore.

GUARD TWO

Move your asses before, 'he'
changes his mind!

The FOUR stride through the turnstile like Caesar at the
Gates of Rome.

MICHAEL

It was a hell-of-a-lot easier
gett'n outta here than getting in.

A bus materializes in the distance.

EXT. BUS STOP - SUNSET

Arthur, Gwen, Michael & Sid drag-ass down the road. A bus
stop waits patiently.

A 1950 bus grinds to a halt. The doors open.

BUS DRIVER

Tell me I'm not crazy! Did-ya see a
bright flash of light?

ARTHUR

You're not the crazy one.

The four moving to the back. floping down -dead tired.
Looking at each other -lost in trustful silence.

A GRAY SUIT OLD MAN watches the four souls pass. Out comes the démodé timepiece, clicking the movement. It STOPS. His clever eyes find the camera. -Yep, it's MARVIN GOLD

GRAY SUIT OLD MAN -ORDINARY
Right-on-time. (timepiece back into vest) *From a little spark may burst a flame.* Let's see who burns?!

FADE TO BLACK.

SCREEN CARD - OVER BLACK

SUBJECTS STILL AT LARGE

IDENTITY UNKNOWN

LOCATION UNKNOWN

CASE STATUS - OPEN & UNSOLVED

--THE END--

Screen Credits Roll.

SUPER: SIDE-BOX INSERT

EXT. TRAILER PARK - NIGHT

Men dressed in Black invade the Rude Man's trailer home. A familiar voice (the GENERAL's) calls out.

VOICE (O.C.)
Obviously, That's not any of THEM.
But lets take him in anyway.

The Rude Man is stuffed into a BLACKHOOD --dragged off.