

INVASION

by

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Black.

Utter and silent. A lifeless void. AS IF DEEP UNDERWATER.

Then...

A strobe of light. A mere flicker dashing across, then gone. And another. Building in tempo.

A SOUND beckons from beyond, growing progressively louder, coming progressively closer...

It's the sound of THUNDER. The moment before a torrential downpour.

Louder, and --

FADE IN:

INT. SUBWAY PASSENGER CAR - MORNING

Lights flicker as a train rumbles along the tracks, a rusty grey whale of the Los Angeles subway system.

Glimpses outside the windows of the underground tunnels as the cabin goes dark, then the lights are back on, the view gone, hidden behind the reflections inside.

Early AM passengers still half asleep, some fully. Nursing papers, coffee, resentment at their jobs, their lives.

A discarded SODA CAN lies on the floor at the front, rocking with the train's movements. It dislodges, rolls down the aisle, past:

A blue-collar Hispanic man wearing overalls and a cable repair shirt -- HECTOR ROSALES, 30s.

Old scars on his knuckles, cigarette burns, tattoos. Gang markings.

Pretending to read a newspaper, a learning-to-read book discretely hidden inside - "See Spot Run". Lips silently moving with the words he reads.

A man ready to reconcile a violent past, to make something of himself.

The CAN rolls, heading straight for:

Expensive open-toed heels. The feet lift at the last second, the can missing them, belonging to a female LAWYER.

On her cell phone, closest thing she's ever had to an intimate relationship.

LAWYER

(on cell)

Hello? Hello, can you hear me?

(checks the signal)

Perfect. Just perfect.

Next to her, JAMES LERNER. Mid twenties, sleeping off an all-nighter.

Stylish LA clothes smelling of alcohol, lip stick stained collar. Bad hangover to look forward to. The tops of his hands are marked with stamps from various clubs.

A guy with little conviction, little foresight. A guy just looking to belong, to fit in, to be of use.

His head lags over to her shoulder. Disgusted, she takes out a tissue and nudges Lerner's head to the other side, off her shoulder. Purell's her hands.

The CAN curves, rolling down the aisle:

A TOURIST COUPLE, late 40s. The man in a busy Hawaiian shirt, the woman wearing "mom" jeans, white tennis shoes.

Studying the map of the colored train route on the wall -- Blue line, red line, brown line, graffiti of male genitalia...

FEMALE TOURIST

Not like Nebraska.

MALE TOURIST

No, it sure isn't.

The CAN continues on, curving and passing:

VIC "SARGE" DORSEY, late 40s. Laconic. A quietly commanding presence. Clutching a court order in his hand. He has the eyes of a widower or a war veteran, of which he is both.

A hard life lived. He's an aging lion, but he still has some bite left in him, staring up at advertisements on the wall:

Sprinklers spraying green lawns... weight control milk shakes... water cooler sales....

Focusing on one in particular, a secluded beach, unspoiled ocean. "Vacation in the Bahamas."

The can spins, crosses the aisle, coming to a stop against a foot. A hand picks it up, belonging to:

DAVID BEDFORD, 37, sits with his coat on his lap. He's wearing a tie. He doesn't look very comfortable in it. His keen, incisive eyes setting him apart.

He holds the can between both his outstretched hands -- looking like the same subway car he now sits in, then -- CRUNCH, smashes the can like an accordion.

A HOMELESS MAN sleeps across from him, bag filled with cans and bottles to recycle. To make ends meet.

A small, old radio sits next to him, his lone companion, playing the news - REPORTERS discussing Mars -- once a water planet like Earth, with life and oceans, now dead, lifeless and inhabitable. What happened to dry up its oceans?

Bedford tosses the can into the man's bag, then rests his temple back against the glass.

A solitary figure with a wayward gaze. The vibration of the train lull his eyes closed.

Beat.

A LOUD VIOLENT BURST OF SOUND.

The passenger car shakes as a passing train barrels by two feet from David's window. It passes in a few seconds.

The car returns to a QUIET HUM.

Bedford turns back to find a find a BOY, five or six years old, peering at him from over the seat in front of him.

BEDFORD

Hi.

The Boy just gazes at him blankly, then slinks back down.

TRAIN ANNOUNCER

Next stop, Hope Street. Repeat,
next stop Hope Street.

Bedford looks across the seats to KELLY BEDFORD, 15, rebellious, ears plugged with her iPod, eyes closed. Feet crossed and propped up on a suitcase.

BEDFORD

Kelly?

ANOTHER LOUD VIOLENT BURST OF SOUND.

Bedford waits until the opposing train passes.

BEDFORD

Kelly.

She doesn't hear him, or doesn't want to. Bedford reaches over, pulls out a headphone from her ear.

KELLY

Personal space, David. Remember?

BEDFORD

Dad would do just fine.

KELLY

Well? What?

BEDFORD

We're the next stop.

KELLY

Fine. Whatever.

BEDFORD

It's a new school. Same one I sub at. It's not the end of the world.

KELLY

How do you know?

Kelly replaces her headphones, then balances herself against a headrest as the train rumbles. She starts to the back of the car, suitcase in hand, stopping at the doors. She'll wait there.

David sits alone. He looks like he's drowning, but there's no water.

He looks out the window. The station platform blurs as it flies by...

Their station.

Beat.

He sits up when he realizes the shaking is getting stronger.

David turns. Some of the other passengers react as they realize the train missed their stop and is picking up speed.

The normal bumps of the tracks become amplified --

The train JOLTS ONCE.

WORRIED VOICES OF THE TRAVELERS FILL THE CABIN.

The train goes faster.

Lights flicker OFF, losing power. Passengers thrown into DARKNESS.

Only the light from out the windows illuminates them sporadically. Dark silhouettes painted against the windows.

And then it happens...

A HIGH PITCHED METAL ON METAL SCREECHING STARTS AS THE TRAIN BEGINS TO TAKE A CURVE.

Bedford looks to the passengers across from him. He sees the ground slowly drop away in the windows behind them as THEIR SIDE OF THE TRAIN STARTS TO RISE...

SCREAMS AS THE TRAIN TILTS OFF THE TRACK --

To David, it is all happening in slow motion, his brain unable to process it, unable to react and --

A MASSIVE CONCUSSION -- THE TRAIN DERAILS --

-- METAL TEARING -- SCREECHING -- WINDOWS SHATTER -- RAINING GLASS --

-- PASSENGERS THROWN FROM THEIR SEATS --

One hurtling down the aisle, face SMACKING into the ceiling with a sickly thud.

Another is thrust from her seat, the force sending her across the way, CRASHING through the window and out into the tunnel.

A man holds on tight, the train pitching and his head SLAMS against the window, then lolls. He slides away off his seat.

ANGLING, THE FRONT OF THE TRAIN HITTING THE TUNNEL WALL --

-- METAL BENDING -- CRACKING -- CAVING IN LIKE AN ACCORDION, LIKE A METAL SODA CAN --

NOISE DEAFENING --

THE TRAIN CARS FROM BEHIND SMASH INTO THIS ONE --

STEEL SHEARS THE CAR IN HALF -- BOTH ENDS VIOLENTLY SKIDDING AWAY AND --

CUT TO:

INT. SUBWAY TUNNEL

CLANKS of metal and concrete, shifting debris. Beams of light.

VOICES, unintelligible shouts, growing in intensity, closer --

VOICE

We got another one!

Feet running -- hands digging, lifting, clearing.

VOICES

Get it off him! Let's go! Watch it, watch it!

Chunks of brick lifted, twisted steel pushed away.

VOICES

Careful.

A hand wipes dirt away, revealing a dirty, cut face, buried in the rubble.

...David Bedford.

Rosales hoists him out, joined by ALEXANDRA "ALEX" RAWLY, late 20s, hospital scrubs, plain-looking without makeup, hair pulled back, coming off a 48 hour shift. Back on it now.

ROSALES

Hold on, homes. We gettin' you out.

Rosales looks to his side where a shell-shocked Lerner watches.

ROSALES

Hey, you, give us a hand.

Lerner looks around to see who Rosales is talking to. Realizes it's him.

ROSALES

Yeah, you. Get his legs.

Lerner, Alex and Rosales grab Bedford and lift him gingerly out of the debris.

ALEX

Over there. Put him down there.

Bedford is placed on the ground, dazed, incoherent. He tries to sit up, but Rosales holds him down.

BEDFORD

Kelly...

ALEX

Watch this light. Follow it.

Alex runs through a standard set of tests.

ALEX

How many fingers am I holding up?

BEDFORD

Th-- Three.

ALEX

Raise your left hand. Good. Now
tell me your name.

BEDFORD

Bedford. David Bedford.

ALEX

He's fine.

And Alex is off with Rosales in tow. Lerner goes back to hiding.

Bedford looks around with blurred eyes to get his bearings. His head is spinning, pounding, but his mind is on one thing:

BEDFORD

Kelly... Kelly!

He stumbles up to his feet, unsteady.

Flares on the ground cast flickers of orange and eerie shadows.

Scattered construction gear, scaffolding. Warning signs on walls: "*Caution: Lead Paint.*" Permits for renovations.

Beams and walls moaning... and echoing pain-ridden SCREAMS.

A nightmare.

Bedford hurriedly moves through a make-shift triage/morgue, searching for his daughter among 30 passengers, some dead or close to it -- weeping, covered, immobile, crying out in pain, wandering in dazes, speckled in blood and burns -- Alex going from person to person.

The male tourist knelt before his deceased wife, praying.

Another MAN ringing out his hands over and over as he stares at the dead laid out.

BEDFORD

My daughter, have you see her?
Short brown hair, fifteen, blue
shirt--

The man isn't present enough to register Bedford.

BEDFORD

Kelly!!!

An INJURED MAN grabs onto Bedford's ankle with a bloody hand, staring with desperate, glossed-over eyes.

INJURED MAN

Can you feel them...? I can't...I
can't...

Bedford follows the man's body where it ends abruptly, legs shredded, missing from half thigh down.

Horrified, he gets his ankle free and backs away, trying desperately to process.

There's no air, only black, choking smoke. Twisted metal, crumbled brick and hot wires jungle the tunnels. Unstable walls GROAN AND CRUMBLE.

Surviving passengers running about, yelling, chaotic.

BEDFORD

Kelly!

Bedford spots a body, covered, brown hair like Kelly's spilling out from underneath. He melts. He pulls back the sheet, bracing himself. It's not her.

That's when he looks up and sees it:

THE ENTIRE SUBWAY TRAIN IS SMASHED BEFORE HIM, PART OF IT SEVERED IN TWO, PILED ON TOP OF EACH OTHER.

Bedford stops.

From out of the bottom of part of the train is the boy's leg, shoelace untied. The rest of him is gone.

KELLY (O.S.)

Dad! Dad!

He snaps out of it. Eyes darting.

BEDFORD

Kelly!

KELLY (O.S.)

Here! I'm over here!

Bedford shoves through, around wreckage and injured...and he spots her.

She turns, sees him and breaks down. Holding a bloodied towel to her forehead. She's matted with dirt and grease, and can barely stand.

Bedford is there to catch her.

BEDFORD

Are you okay? Are you hurt?

She breaks down, sobbing. He clutches her close, a father protecting his daughter.

BEDFORD

It's okay. I'll get us out of this.
We'll find a way.

VOICES from nearby, yelling -- a group of survivors standing at a caved-in section of wall.

BEDFORD

Come on...

Bedford leads Kelly toward the voices.

HAL, 35, wearing the torn uniform of a subway controller. Rosales, Lerner and a half dozen others.

Sarge is off to the side near an emergency exit door, pulling on it, but the frame is dented, not going to open.

LERNER

I knew it would happen like this.
My first earthquake, trapped
underground...

HAL

You knew this would happen?

LERNER

Well, not this, exactly, but...

ROSALES

It was louder up there before. Now
nothing. You they stopped looking
for us?

Sarge slams into the exit door, pounding on it. YELLS out in frustration. Moves to another tunnel, looking for a way out. Mice in a maze.

ALEX

No way out?

SARGE

Too much wreckage. Forward tunnel's caved in. Rest of the place isn't far behind.

BEDFORD

Then we'll get ourselves out.

Heads turn to Bedford, listening ten feet away.

LERNER

What, dig?

BEDFORD

If that's what it takes.

ALEX

What about them?

Nodding to the injured.

HAL

You want to help those people? Then we all get out, send a crew back.

ROSALES

You can live with yourself?

HAL

I'll live. And that's enough.

KELLY (O.S.)

Light! I can see light up ahead!

Kelly, peering into the crashed train and --

INT. TRAIN CAR

The others rush to Kelly's side, gawking through the mangled interior of the train.

True enough, about sixty feet forward is a shaft of diffused light.

Daylight...from outside.

They wrestle with the decision. Sarge doesn't pause, starts through the train.

MOMENTS LATER

They move through the dark train cars in single file.

Residual sparks here and there, but otherwise no electricity. SOUNDS of creaking metal and falling brick.

The car is half its original length with the forward car impaled through half of it, jutting out at an angle.

One by one, the group steps up into the next train car. Dead bodies on the floor and seats, hidden in the half light.

HAL

Let's go. Watch your step.

Moving through, to a gap between the car they're in and the next.

Forced to leap across the two foot expanse into the:

NEXT TRAIN CAR

And gather. The car is bent at the middle, angling straight up where it smashed through the ground above, muted daylight streaming through.

A half dozen bodies are impaled around them, thrown through windows, trapped in seats.

One by one, they climb up the interior of the train car, using the poles and seats to get up and out of the subway to the surface.

The light of day, BLINDING.

EXT. CONSTRUCTION SITE - MORNING

The group emerges in a fenced in construction site for a new subway entrance, eyes shielded to bright sunlight as their pupils adjust.

They look around in awe and disbelief...

IT'S SNOWING IN LOS ANGELES.

A muted world of white flakes spiraling down from the sky, gathering lazily on the ground.

Bedford holds out his hand, lets a flake fall into it. He rubs it between his fingers. It turns black.

It isn't snow...

BEDFORD

Ash...

Everything is covered in it, grey white dust, 6 inches deep.

HAL

Hello?!

(hands megaphone mouth)

HELLLOOO?!

His voice echoes the stillness.

There's NO SOUND, no cars, no planes, no birds, only eerie emptiness and deep silence beyond.

KELLY

Where is everyone?

Alex kneels to the ground, brushing away soot to reveal a suit jacket. And shirt, the tie still knotted around the collar.

She looks at the ground -- clothes are scattered around. A lot of clothes...

CLOTHES WITHOUT BODIES.

Sarge shoves past, pushing open the fence doors and stops dead, staring out.

The group slowly, mechanically moves up next to him. They stare out, mouths agape, eyes agog.

No words, as they begin to comprehend the new nightmare they're in:

THE CITY OF ANGELS

Has been raped. A WORLD OF CLAUSTROPHOBIC SMOKE AND DUST.
Achromatic with rusted obscurity.

A TWENTY-FOOT RADIUS IS ALL THAT'S VISIBLE, THE SURROUNDINGS
FALLING OFF INTO DIFFUSED ATMOSPHERE.

Deserted, debris laden. Streets littered with hollow, rusting cars. Trees are mangled appendages, and grass is dried up brown.

Misshapen buildings are intact but lifeless shells, covered with mottled brown and white, coated with black and grey soot, painted on thick and uneven.

Something bad came through here and rotted the place from the inside out.

BEDFORD

My God...

Sarge runs to an abandoned pickup truck. Key in the ignition. He cranks it. Nothing. He runs to another car, tries it. Dead. He pounds on the wheel.

They hear SOUNDS they've never heard before: buildings moaning and settling, streets cracking and CRUNCHING underneath their feet.

Lerner inspects the ground as he walks. It's littered with cheap objects, personal items.

Something shiny catches his eye. He picks it up, wipes the dust off.

It's a tooth with a metal filling.

LERNER

Look, a broken tooth...

Hal moves over to him.

HAL

Let me see it.

Lerner hands it to him. Hal flips it over in his hand.

A realization as he looks down at the dust covered street. He bends and clears away thick dust.

ALEX

Jesus...

THE STREET -- COVERED IN TEETH and nails, buried in dried human hair.

The survivors stand among the sea of human and animal remains.

The realization begins to settle in...

THE CITY LIES AT THEIR FEET. A HOLOCAUST.

Kelly steps forward, away from the others. Visible through the smoke ahead is a 40 story building, becoming clear, then diffused again as smoke passes.

There's a dark shape up there, moving...

Smoke blowing, clearing to see --

A WOMAN stands on the 35th story balcony.

KELLY

Hey...Hey! There's someone up there!

Others move up to her to see. The woman seems to be waving. Kelly waves back.

Then the woman does something odd...

She swings her feet around the balcony, sitting on the rail --

And jumps.

A second later the sickly THUD reaches them.

HAL

What the fuck is going on?!

LERNER

We need to get outta here...we gotta run...something

No time to think as NOISES come from behind, hidden in the smoke.

Getting louder -- Thumping -- Galloping.

Our group steels themselves, bracing for the coming unknown.

MOTION -- SHAPES in the smoke -- diffused, elongated -- a STAMPEDE -- closer.

Solidifying as they near --

A DOZEN PEOPLE race out of the fog, stumbling, some bloodied, running right at the group, shoving them out of the way. Kelly is knocked down.

They're ghostly, covered in dust and soot. Frantic. Yelling:

PEOPLE

They're coming! Move! Get the hell outta here! Oh God! No! They're still here -- !!!

Running past -- getting the hell away from something.

ALEX

We need help! We have injured --

HAL

What happened?! Does anyone know?!

BEDFORD

Hey! Hey!

But they're gone as quickly as they came, back into the smoke, no answers.

The group is once again alone.

LERNER

What the hell is going on...?

BEDFORD

I don't know...

DISTANT POPS AND BANGS from behind -- a CRACK, almost like lighting. THE AIR SIZZLES.

Odd lights flash in the dust.

KELLY

We should go...

Getting closer...

SARGE

Move! Let's go!

EXT. STREET - MORNING

The survivors -- running, flat out -- disappearing, losing each other in the dust and smoke, tripping over buried debris, around cars, downed street lights.

Some head in their own directions to escape -- to find loved ones -- others lost in the smoke for good.

Bedford loses sight of Kelly. One second she is right next to him, and the next she's gone.

BEDFORD

Kelly!

He stops, whirls around, searching for her.

KELLY
I'm right here!

BEDFORD
Hold my hand, don't let go!

And they're running again.

A few more survivors disappear into the smoke, and poof -- gone.

The Male Tourist runs, legs heavy, looking behind when --

SPLAT! He trips, falling face first in a thick liquid.

He pulls his head away from the ground as the glue-like gel sticks to him, pulling at his skin.

He rips it free, getting to his feet, looking at MOUNDS OF DARK, FLESHY-PINK AND BROWN LIQUID scattered in clumps, pooling on the sides of the street, in the gutters.

He wipes the goo off his body when he notices his hands...

Steaming...smoking...

Down the row of fleeing survivors -- two more trip and fall in the mounds of sludge, sticking to their skin like syrup.

And then the SCREAMING starts.

Intense...pain-ridden...convulsing.

The sickly substance burning into their skin like acid.

SURVIVOR
FUUUCKK! BURNING!

BEDFORD
Over here! We need help!

Hal and the others double back, seeing the coated survivors.

THEIR BODIES STEAMS, RELEASING SURFACE FLUID. MIST COMES OFF THEM LIKE SWEAT ON A COLD DAY, EXCEPT THEY AREN'T SWEATING AND IT ISN'T COLD.

SKIN TURNING TRANSLUCENT, VEINS SPREADING AND RISING. BODIES SECRETING A STICKY SUBSTANCE.

BEDFORD
What-- What happened?
(to Kelly)
Stay back.

LERNER
Holy shit...

HAL
I don't know, I--

SARGE
Hey Doctor! Get over here!

Alex rushes over, stops in mid step upon seeing the bodies.

SARGE
The hell is wrong with them?

ALEX
I don't...I don't know. I--

SARGE
You a goddamn doctor or aren't you?

ALEX
Kinda, not yet. I'm a med student.

HAL
Christ...

SURVIVOR
SHIT!! Help me! Help me!!

Alex takes a step toward them, medical training taking over, but Sarge stops her, grabbing onto her arm. He shakes his head 'no'.

ALEX
Let go of me, I need to help them.

SARGE
There's no helping them.

MALE TOURIST
It's burning!!! Oh God!

SURVIVOR
AHHHHH!!!

They claw at their skin, ripping it in acid-like pain.

SPIDER-WEBBED VEINS SPREAD OVER THEIR SKIN, LIFTING, FLUIDS IN THEM TRYING TO GET OUT. THOSE VEINS TURN BLACK AS BLOOD LOSES WATER AND OXYGENATION. THEY VOMIT BLOOD AND BILE.

The survivors back away from the injured.

KELLY

What do we do?

It dawns as they look at the MOUNDS OF DARK, FLESHY-PINK AND BROWN LIQUID on the streets, buildings, cars. It's everywhere, surrounding them.

HAL

Oh Jesus Christ...

BEDFORD

No one touch a thing! Not a thing!

KELLY

It's everywhere!

LERNER

What do we do?! What do we do?!

Another survivor backs away, puts a hand on a street lamp, leaning against it -- something dark flowing down his arm.

He slowly looks at his arm -- as goo pools down it, covering the lamp. Fuck!

He tries to swat the liquid off but it sticks to him.

And he crumples, seized by crippling pain.

As the infected melt -- TURNING INTO THE SAME SLUDGE ON THE STREETS AND BUILDINGS.

POPS AND BANGS growing closer, coming from behind... They need to run, need to hide --

BEDFORD

Inside! Now!

Sarge spots an Army Surplus Store store across the way, familiar grounds, and makes toward it.

BEDFORD

Let's go! Everyone inside! Come on, come on!

The others move fast, pile through the doorway and --

INT. ARMY SURPLUS STORE - SAME

SLAM! Door bolted. Everyone inside. It's quieter in here. Spares dust.

Scattered with used clothing, cheap Army gear, old electronics. Mannikins, racks, hangers toppled.

Bedford and the others catch their breaths, their frayed, confused nerves, looking out the window, keeping hidden. They're having a really bad day.

A few other survivors joining them, along with ANDY, a skinny, long-haired drifter.

KELLY

What is that?

HAL

What?

KELLY

That. There. The street...it looks like it's moving.

A low lying dark undulating mass, like a midnight wave roiling across the street --

ALEX

Rats...

Hundreds of them, brown, black, big, small -- all running past, down the street - as if fleeing something.

SARGE

Like a sinking ship.

As the last few stranglers disappear west into the dust.

LERNER

Where are they going?

HAL

Who cares?

LERNER

I do. They're running from something...like those people...they were running from something too. Everyone is goddamn running except for us!

HAL

Hey, take it easy.

LERNER

I don't want to take it easy! You take it easy!

(MORE)

LERNER (CONT'D)

Those people, they said they were still here. Who's "they"? Huh? Who?

BEDFORD

I don't know. I don't have any answers.

HAL

They did it. They finally did it.

ALEX

You don't know that. We don't know anything.

KELLY

What? Like nuclear?

BEDFORD

We'd be dead already. And we're not. So calm down, keep it together.

HAL

Biological? Some disease? A virus maybe?

Eyes turning to Alex.

ALEX

It seems like, like radiation poisoning, but I've never... This thing, whatever it was, it was so fast that I doubt whether anything could have been done to prevent it spreading before it was too late.

A silent beat as everyone absorbs the implications when --

BAM! A solitary MAN smacks into the window, pounding on it. Everyone jumps, nerves already on edge.

MAN

Let me in! Please God! They're coming! Open the door!

Confused by this terrified man, unsure what to do.

BEDFORD

Let him in. Open the door.

When no one volunteers, Bedford steps forward, doing it his damn self, but Sarge blocks the door with his body.

SARGE
It's too late for him.

BEDFORD
Too late? He's right there. Unlock
the door.

Bedford goes to the door, but Sarge holds him off with a hand.

BEDFORD
You're not in charge. This isn't a
democracy.

SARGE
You're right. It ain't. Whoever did
this, they're in charge, they're
calling the shots. Not us.

The man pounds on the glass, then hears something off to his side, head whipping that way.

SARGE
You can grasp it now, or later, but
eventually you'll come to see it
the way I do.

BEDFORD
See what you crazy bastard?

SARGE
That sometimes the only way to save
a rabid dog is to put it down.

And Sarge steps away, letting Bedford decide.

Bedford looks at the faces of the others, turned away. Fuck them. He moves to the door.

But the man slowly backs away, then runs, disappearing into the dust. Decision made for him.

Silence. Beat.

A LOUD POP OF AIR AND A FLASH OF BLUE LIGHT.

Something flies at the storefront window and HITS with a sickly crack. The window splinters. The group SCREAMS.

It's the man they wouldn't let in -- body cracked, infection spreading, rotting him.

Everyone stares, stock-still. Terror.

ROSALES
What the fuck did that?

KELLY
There's something out there. Dad --

BEDFORD
Get down. Quiet.

That's when they see it -- SHAPES -- moving outside in the smoke, dark and gangly. Terrifying.

They pass by. Searching. Their movements make them look as if they were underwater -- flowing, languid, an underwater ballet.

And then they're gone.

SARGE
This was no earthquake.

LERNER
What then?

SARGE
...War.

INT. ARMY SURPLUS STORE - LATER

Sarge rummages through the shelves and counters, throwing useless junk out of his way, gearing up for battle - whether real or in his head. A soldier doing the only thing he knows.

A few old WWII walkie-talkies with hand cranks -- places them on the counter, adding them to the pile of tape, rope, an unreliable shotgun & shells, flares, glow sticks, folding knife - anything that doesn't run on batteries.

Rosales tinkers with a CB short wave radio, but only gets STATIC.

Lerner takes out his cell phone - dead, battery drained, without a signal.

LERNER
I charged it last night.

Alex searches the store, finds a pile of cell phones in a box, all dead. She roots through, comes out with a charger. Plugs it into the outlet, then her phone. Nothing.

Tries the light switches, a TV plugged into the wall.

ALEX

There's no power. Everything
electronic is out.

Bedford and Kelly, sitting nearby, by themselves, weary.

KELLY

What does it mean?

BEDFORD

We're not going to be able to
contact anyone from here.

Hal pacing, can't sit still.

HAL

How's that radio coming?

ROSALES

It's fried, but I think I can get
it working.

HAL

How do you know so much about them?

ROSALES

Just comes natural, I guess. Never
really put it to use before. Always
tinkered with them when I was
younger. Liked 'em better than
books. I could see what they were
made of. Made sense.

Bedford is still shaken, hides it from his daughter, staring
at the wet smear on the window the man made.

BEDFORD

We could've saved him.

SARGE

Let it go.

BEDFORD

It can't disregard people as easily
as you. This didn't have to happen.

SARGE

None of this had to happen, but it
did. You coulda opened the door.
But you didn't. And that's why
we're still breathing.

LERNER

So what do we do? We can't stay here. What if they come back?

HAL

What if they don't? What if we go out there and walk right into them?

SARGE

Fucked if we do, fucked if we don't.

KELLY

There has to be a safe place. Police, military, someone.

BEDFORD

City General... How far is it from here?

ALEX

Five blocks. Six maybe.

LERNER

You think we can we make it?

ROSALES

I saw we try. There's a police station next door. They have radios, guns.

HAL

Can't chance it, sending everyone. Not if those people are still out there.

BEDFORD

We split up. Send a few people out, use the radios to communicate. If it's safe, we all go.

HAL

I say we wait it out. Play it safe. Who's with me?

Silence. No one.

BEDFORD

So. We need three people. Any volunteers?

MOMENTS LATER

Three survivors suit up, led by Andy -- putting on rubber boots, duct taping sleeves and pant legs closed, bandanas over mouths and noses, goggles.

SARGE

Listen up. Radio's old, but it works fine. Make sure you wind it every ten minutes.

Sarge places the self-winding radio in Andy's hand.

SARGE

City Gen has an emergency center, right next to the police station. About five blocks away. If there's help, that's where you'll find it. You keep straight. Figure, in the smoke, debris, it'll take you fifteen, twenty minutes. Anything goes wrong, you don't think. You turn back and run.

ANDY

Just for the record, I'm not liking this. At all.

SARGE

Noted.

They turn and exit cautiously out the door. The group watches from the windows as they move away, disappearing into the smoke.

INT. ARMY SURPLUS STORE, BATHROOM - MORNING

Rosales stands in the bathroom, resting his arms on the sink, staring at his reflection in the mirror.

He tries the faucet. It RATTLES, GROANS, dried up. He looks in the toilet -- no water in there either. Odd.

Closing his eyes, he puts his hands on his head, takes in the air, tries to settle himself. A few deep breaths as he paces. Not working.

He tosses the metal garbage call. It CRASHES to the floor.

INT. ARMY SURPLUS STORE

Sarge stands at the windows and looks out at the city, on the walkie-talkie.

ANDY (ON WALKIE)
Nothing yet. No people. Getting really thick up here. Hard to tell where we are. Olive, I think.

SARGE
(into walkie)
Keep looking. Should only be a couple blocks out.

ANDY (ON WALKIE)
Uh, yeah, roger that...

Bedford sits on the floor against the counter, thoughts far away as he stares vacantly at the door sign: WELCOME. Arm around Kelly.

ANDY (ON WALKIE)
What? Where-- No, I got it.
(to Sarge)
Okay, City Gen here. Going in.

SARGE
(into walkie-talkie)
What do you see?

ANDY (ON WALKIE)
Yeah, there's nothing here. You want us to keep looking, 'cause I'd rather not, if that's cool?

Sarge steps to the doorway and stares out at the city. His jaw trembles slightly and he locks it in place.

HAL
There's no one...

BEDFORD
We will survive this. You hear me?

KELLY
We did survive.

BEDFORD
That's right. We did. We're still here. We keep our heads, and we'll continue to be here.

ANDY (ON WALKIE)
Guys? Hello?

FEMALE SURVIVOR (ON WALKIE)
(to Andy)
You have to wind it.

ANDY (ON WALKIE)
I did wind it.

SARGE
(into walkie)
Turn it around and head back. Bring everything useful -- antibiotics, bandages, iodine. Anything you can.

Sarge lowers the walkie, the group disheartened. No hope for a rescue. Then...

ANDY (ON WALKIE)
Hear-- oises... clicking?

SARGE
(into walkie)
You're breaking up. Say again. Did you find something?

The others take interest, everyone listening. Hal and Alex moving up to Sarge to hear better.

ANDY (ON WALKIE)
--the smoke -- see that... someone in there -- we're not --

SARGE
(into walkie)
Not what? Andy? Repeat that. Not what?

A silent, tense beat as everyone stares at the walkie-talkie. Static. No voice, no reply.

Then a click, broken noises and:

ANDY (ON WALKIE)
We're -- not -- alone!

Their voices cut abruptly, filled with PULSING STATIC. A LOW CLICKING SOUND washes over the radio, interference.

Hal grabs the walkie from Sarge.

HAL
 (into walkie)
 Andy! Talk to me! Goddamnit, hello!

The radio has gone quiet. They stare in silent fear.

EXT. ARMY SURPLUS STORE, STREET

They slowly move out into the smoke and dust, looking in the direction the missing group went in. There's nothing there.

SARGE
 What's going on here...it's
 standard operating procedure.

HAL
 Operating procedure?

SARGE
 For war. Cut off your enemy's
 resources and infrastructure.
 Communications, police, hospitals,
 roads, electricity, food - all to
 make them more vulnerable,
 susceptible.

ALEX
 Susceptible to what?

SARGE
 Invasion.

Off this upbeat remark, Rosales hurries out to the others.

ROSALES
 I got something on the radio...

INT. ARMY SURPLUS STORE - MOMENTS LATER

CLOSE ON a walkie-talkie. STATIC. Red light blinking. Rosales holding it out. The group mills around.

HAL
 Yeah, we've heard the static.

ROSALES
 Not like this you haven't...

Rosales turns up the volume. LOUDER STATIC.

ROSALES
 Just listen for it.

A beat, then the sound of a VOICE sifts through, barely audible in the noise.

Everyone freezes. Ears perk. Heartbeats race. Rosales adjusts the frequency and...

A WORLD OF PANICKED VOICES.

Dozens and dozens, all talking at the same time, over each other, panic. They pick up fragments, multiple voices.

A cacophony of sound, broken by STATIC, impossible to tell one voice from another or what's being said, but voices of:

KELLY

Survivors...

ALEX

What are they saying? I can't make anything out.

HAL

Bomb...? Did someone say bomb? Anyone hear that?

LERNER

Ocean. I heard ocean.

ROSALES

They're meeting up.

BEDFORD

Where?

ROSALES

Don't know. Can't make it out. Something about a fallout shelter. Signal's too weak.

BEDFORD

Anyway you can boost it?

ROSALES

We gotta get higher, out of this smoke.

HAL

Good luck.

ALEX

So we're back to square one then. Stay, leave...

LERNER
I know a place.

They turn to Lerner, standing in the back.

SARGE
Show us.

MOMENTS LATER

Sarge unfolds a map on top of the glass display case. He points out the locations.

LERNER
(points)
Here. I temp at the Cal Trans offices in the Federal Building, just off the freeway. They have radios, satellites. It's in a high rise, so it should be above the smoke. But I'm not guaranteeing anything.

BEDFORD
Alright. Then that's where we're headed.
(re map)
Where are we?

SARGE
Somewhere around here.

HAL
That's a full day on foot. At best. A lot can happen in a day.

KELLY
A lot did happen in a day.

HAL
I can't go out there again. I can't.

BEDFORD
Anyone else?

ALEX
If just one of those survivors is infected...

BEDFORD

Then they're infected. I'm not prepared to sit here and wait for help when I'm pretty sure that it's never going to come. We've got no food, no water, no supplies. For all we know we could be shut away in here with help just around the corner. So you want to stay, stay. I'm getting my daughter out of here.

HAL

We don't know what's out there.

SARGE

No. But I know what's in here. And it ain't gonna save me.

ALEX

I'm going. Safety in numbers, right?

LERNER

Me too. I mean, I know the building so I'm needed. I can be of use.

HAL

What's gonna happen when we go out there? We don't know.

SARGE

Not yet.

MOMENTS LATER

The group gears up -- rubber gloves and boots, face masks, bandanas, scarves, goggles, duct tape securing it all, shielding themselves as much as possible from the infection and dust.

Bedford loops up a long rope and hands it to the group.

BEDFORD

Take a loop and pass it down. Tie onto one another.

They take a loop and latch on. Sarge opens the door.

SARGE

On the count of three. And don't stop for nothing.

Sarge cocks the shotgun. Kelly looks to Bedford. He nods.

SARGE

One... Two...

EXT. DOWNTOWN L.A. - DAY

The smoke moves and come alive -- ghostly silhouettes coming into view, closer, out of the smoke...

The survivors, struggling through the dust. Hard to breath, hard to see. Moving at different speeds, tugging against the rope.

IN THE THICK, SMOKY ATMOSPHERE, IT'S AS IF THE GROUP WERE UNDERWATER, UNABLE TO SEE MORE THAN TWENTY FEET IN ANY DIRECTION.

They pass empty stores and deserted cars, a massive crashed satellite, a news van lying on its side, antenna extended across the street.

Passing infected bodies scattered in different stages of decomposition, fusing together, pools of human by-product.

A landscape of biological nightmare.

A building comes out of the smoke, towering high above the passing group... A COCA-COLA BILLBOARD plastered on its side, paint peeling -- a family drinking soda, smiling. Norman Fucking Rockwell America.

Lerner plays with the walkie, filling the air with PULSING STATIC.

Faster, louder, eerie. Same on every channel.

LERNER

What do you think it is?

HAL

Annoying. Turn it off.

ROSALES

Interference. Nothing.

LERNER

Sounds like a pattern though.
Listen. See? High, low, high, high--

ALEX

You guys notice something? We've been walking a while...and the road looks exactly the same.

But Sarge isn't paying attention, distracted by something on the street below, squatting and taking a closer look...

ODD FOOTPRINTS THE DUST -- animal maybe, but definitely not human.

BEDFORD

Sarge? You coming?

The wind blows, dust filling in the prints, disappearing. Sarge keeps it to himself.

EXT. STREET - DAY

As they continue forward, they come to an abrupt stop.

LERNER

Okay. So there's that.

Before them is a thirty story apartment building -- toppled, blocking the entire street.

HAL

Great. Now what?

To their left is a crashed semi. To their right, a tunnel underneath the streets above. The 3rd St. Tunnel.

EXT. TUNNEL - DAY

The group moves through, around deserted cars, around human remains turned sludge. Sections of the ceiling have broken through, throwing shafts of light into the dark tunnel.

The smoke is thinner in here, yet at each end of the tunnel opening, it is a solid wall of white.

KELLY

I have to sit down, can't breath.

BEDFORD

Sarge, we gotta take a break. Just for a second.

SARGE

Five minutes.

They sit where they can - on and in cars, the street. Shaking dust off their bodies, clearing their eyes and mouth.

Sarge stands guard at the tunnel entrance, ever vigilant. Embroiled in thought, he gazes out at the smoke.

Somewhere else. Somewhere better. Befriending the silence until:

LERNER

So you were like a soldier or something?

Lerner, sitting on the ground against the wall, eyes on Sarge, who doesn't acknowledge him.

LERNER

Cool, cool.

Sarge eyes the smoke, hoping the conversation's over.

LERNER

Like Desert Storm and stuff? For the oil, right? That's what they said. The reason we went to war.

Sarge looks decidedly less amiable now...

LERNER

(off Sarge's icy glare)
Alright, alright... I'll shut up.

But there's barely a beat, before --

LERNER

I thought about joining, you know? The Corps or Marines, maybe a sniper, stuff like that. And you know, school wasn't really my thing, so... Never really fit in, found my place and such --

SARGE

I'd like you to stop talking now.

Lerner's eyes are still on Sarge, who grows more agitated by the second. And Lerner, a child in a twenty-something's body.

LERNER

Y'ever kill anyone?

Sarge looks instantly open to the possibility as we go to:

BEDFORD & KELLY

Sitting on the trunk of a car, catching their breath. Dust caked on them.

KELLY

(choking)

What if...we can't find anyone?
What if no one comes?

BEDFORD

(an uncertain beat)

Someone'll come...

KELLY

What if it's the wrong someone?

The question hangs before:

SARGE

Five minutes is up.

Sarge hikes up his gear and trudges on out of the tunnel.

ALEX

So I guess we're walking again.

ROSALES

Guess so.

The group goes to follow.

EXT. CITY STREETS - DAY

TIGHT ON A GLOVED HAND. It wipes hard, caked-on dust off a street sign. Sandblasted. Little paint now covers it. The remains of what appears to be an 'N' is seen.

Kelly is on Rosales's shoulders at the street sign.

KELLY

This one too. Nothing left. I think
there's an 'N'.

Rosales helps her down and they join the others.

They've been moving for a while now, tired and winded, covered in soot and white ash. Sarge, like always, is off by himself.

LERNER

Maybe it's Green Street.

ROSALES

There is no Green Street.

LERNER

There has to be a Green Street. Or maybe it's Broadway.

HAL

Broadway? There's no 'N' in Broadway.

LERNER

It looked like an 'N'. Could just as easily be an 'M'.

HAL

'M'? In Broadway? Jesus, Lerner.

Rosales opens the side doors of a Budweiser truck and takes out a case of beer, surprisingly light.

The bottles and cans are sealed, but empty of fluid. He throws them to the street and slumps.

ALEX

All right. Which way are we walking?

BEDFORD

(points)

That way. That's the way we've been going so we keep at it.

HAL

We gotta turn ahead, get over to Spring.

ROSALES

I think this is Spring, it just looks different.

ALEX

Where are we going? Seriously. Can someone tell me, because I have no idea anymore.

LERNER

I can tell you.

ALEX

Anyone besides Lerner?

DISTANT NOISES. POPS AND BANGS, EXPLOSIONS, just like before. But louder, closer. It's unnerving the survivors.

KELLY

What is that? What's that noise?

BEDFORD

It's nothing.

But Bedford doesn't look so sure. Just as scared as the rest of them, trying to hide it.

He takes the lead

Sarge leads, turning down the right street, trudging ever forward.

He listens to the walkie. The MULTITUDE OF VOICES continue to flood the lines.

Alex comes up, keeping pace, wiping the dust from her face.

ALEX

Why're you still listening to that?

SARGE

Keeps me going.

ALEX

It's just noise.

SARGE

Not to me.

ALEX

(then)

You're not scared?

Sarge shuts off the radio. He reaches deep down, struggling with unfamiliar feelings. Finally:

SARGE

No.

And he leaves Alex with that. They stare out at the city before them, in the direction of DISTANT NOISES. Listening. There's nothing else to say.

EXT. STREET - DAY

They move on, over and around obstacles in their path, forcing them to cut down a street surrounded by low-rise buildings.

The sun dips behind one, creating BOXES OF LIGHT on the street as it passes through the building's windows.

Bedford notices the light squares on the street...

And what looks like a figure's SHADOW moving through them.

As if it were following the group from above -- inside the building.

Bedford stops, the others passing him blindly.

And so does the shadow.

He looks up at the building's windows where the sun shines through, but there is nothing else there. No person.

Yet the shadow is still there on the ground, coming from inside the building.

Bedford continues to walk...

And the shadow starts to move again, keeping pace.

Bedford stops. The shadow stops.

Rosales cranes back to see Bedford.

ROSALES

Hold up...

He makes his way back to Bedford.

ROSALES

You good?

Before he can answer -- the shadow slinks down and disappears, leaving only boxes of light from the building.

BEDFORD

Something's following us.

HAL

(calls back)

What, what is it...?

Bedford and Rosales trade eyes. Make a tactic covenant to say:

ROSALES

Nothing. Let's keep going. Only gonna get darker.

They keep moving, catching up with the others. Bedford steals a look behind at the shadows.

LATER

The group still walking, slowing, weaning. Legs growing heavier. Sarge in the lead, no sign of slowing, no sign of stopping.

ROSALES

We should of been there by now. At least to the freeway.

SARGE

Let's go. Push yourselves.

ALEX

We can move as fast as we want but if we have no clue where we're moving to it really doesn't matter.

HAL

I know where we are.

LERNER

I disagree.

HAL

Lerner, shut the fuck up.

ALEX

Two hours... We're lost in the middle of the city. We can walk any way.

BEDFORD

We need to get our bearings.

SARGE

Enough! All of you! No more complaining. No more stopping. Anyone who stops, stays stopped.

BEDFORD

What? You'd leave us. Just like that?

SARGE

Just like that.

And Sarge steps away, done with the conversation.

HAL

We're all fucked. This whole thing, it's a waste of time.

The smoke and dust shift and enclose on the crew, growing thicker in waves.

ALEX

SHUT UP! Stop fighting and think.

Sarge, lost in his own world, looking out at the devastated landscape.

SARGE

It's a war we got here, and one we aren't going to win. And I'll tell you why. Because it's a war without meaning.

LERNER

So where do we go from here?

BEDFORD

The plan hasn't changed. We survived. That means others did too. We get to Cal Trans, find the meeting place.

HAL

You're all goddamn insane. We should have never of left the store! We'd be safe!

BEDFORD

Hal, just calm down, take a breath--

HAL

A breathe! We're drowning in this smoke! We shouldn't be here--

Hal's voice cuts off -- abrupt and sudden.

The group turns to him as a patch of dark smoke idles past, then dissipates.

HAL IS GONE...VANISHED INTO THE SMOKE.

BEDFORD

Hal...? Hey, Hal?

KELLY

Where'd he go?

Sarge and Rosales walk to the spot Hal was just occupying. He is nowhere in sight.

ROSALES

Coward ran away.

Sarge looks at the dust on the street. Hal's footprints are scattered about, but none lead away.

SARGE
I don't think so.

An ODD CLICKING breaks the silence.

PULSING STATIC.

Heads turn to the radio in Lerner's hand. They stare at it, the sound hypnotic, full of dread.

SARGE
Turn it off.

Lerner switches it off. Silence.

Beat.

Then MORE CLICKING.

SARGE
I told you to turn it off.

LERNER
I did.

It's not coming from the radio... They look in the direction of the sounds. There's something there... in the smoke...

The shape of a FIGURE. A MAN.

LERNER
Hello?

The Man sways ever so slightly. Rocking back and forth. The source of the clicks.

ALEX
Hal...?

The figure doesn't move. Doesn't speak.

BEDFORD
Something's wrong...

LERNER
Hal? Is that you?

Sarge switches on the radio -- quick pulsing STATIC. Shares a look with Bedford. He looks back at the figure.

KELLY
Why isn't he talking?

SARGE
Because it ain't him.

The statement lurches in everyone's stomachs. Catatonic stares, and dread, as the figure just watches them.

BEDFORD
We should go...

LERNER
It's him. Look.

ALEX
This isn't right...

LERNER
He might need help --

BEDFORD
He doesn't need any help, Lerner.
That's not him.

LERNER
Who the hell is it then?

Bedford backs away, keeping Kelly behind him. Rosales and Alex follow suit. Sarge moves away.

LERNER
What is wrong with you people? It's
him!

Lerner starts toward the Man.

SARGE
Lerner... the fuck are you doing?

ROSALES
Lerner! Get back here now!

BEDFORD
It's not Hal!

LERNER
Screw you. I know what I'm doing.

LERNER

Keeps moving forward, growing more diffused in the patchy smoke...

Moving up to the Man, becoming clearer...

Hal. It is him.

But there is something off about him.

Just the very tips of his toes touch the ground, as if almost floating -- limbs dangling, lifeless, his eyes solid white... And then the sludge starts to drip from his orifices.

Lerner stops. Realizing his mistake too late as --

Hal's dead body drops to the ground and --

SOMETHING RISES BEHIND IT, SOMETHING LARGE AND GANGLY --

Something that was holding Hal's body, suspending it, manipulating it --

PUPPETEERING IT.

THE GROUP

Can barely make out Lerner's form ahead of them in the dust.

ROSALES

Lerner. Lerner?

A beat.

Lerner collapses, legs giving out beneath him.

A CRACKLE of air and -- POP! -- the figure is gone.

For a moment, no one moves a muscle, stapled down where they stand. Then:

BEDFORD

(to Kelly)

Stay here.

Bedford, Sarge and Rosales slowly move forward to Lerner. Alex stays with Kelly, looking worried, unable to see.

Then they appear, dragging Lerner back with them.

In a state of shock, he just MUMBLES incoherently to himself, cradling his hand in his lap.

ALEX

Lerner...you all right? What'd you see?

He turns and looks through them, eyes glossed over. He raises his hand for them to see.

LERNER

It touched me...

Horrified, utterly aghast, staring down at --

LERNER'S HAND -- and the black spider-webbed veins that spread across it.

INT. GAS STATION - DAY

BOOM! -- Sarge kicks the door in, holds it open.

Bedford and Rosales slide Lerner in and put him down on the floor.

They stand away as he writhes and spasms in intense pain, skin beginning to steam.

Infection spreading up his hand.

ROSALES

What the hell was that?!

LERNER

It touched me...it touched me...

And he's gagging. Gasping.

BEDFORD

It's okay...it's okay...breath.

Lerner tries to talk. Only able to spit. Dying. Slowly.

KELLY

It's spreading. Oh God, what do we do? OhGodohGodohGod...

SARGE

It's too late. We leave him behind or put him down.

ALEX

He's not a dog!

SARGE

No, he's infected. He's compromised and it'll spread to all of us.

KELLY

Help him! Do something!

A beat.

ALEX
Give me your knife.
(off looks)
The arm...we gotta stop it from
spreading.

Sarge looks at her, then Lerner.

ALEX
You want him to die? Give me the
goddamn knife!

BEDFORD
Give it to her.

Sarge hands her the folding blade.

ALEX
(to Lerner)
This is going to hurt like hell...
I'm sorry.

But Lerner's limbs are thrashing now, trying to free himself.

ALEX
Hold him down!

Rosales and Bedford comply, pinning him down, Bedford's knee
pressed on Lerner's upper arm.

ALEX
(to Rosales)
Your belt. Tie it above his elbow.
Tight as you can.

Rosales does as he's told.

ALEX
I'm going to need fire. Something
to cauterize the wound.

Kelly looks around, finds a metal coffee pot.

KELLY
How's this?

ALEX
It'll do. Start heating up the
bottom of it, use one of those
lighters. Hot as possible.

BEDFORD
You've done this before?

ALEX
First time for everything.

Alex kneels, gripping the blade above Lerner's wrist. Bedford holds him harder.

Lerner struggles, tries to get away.

ROSALES
It's for your own good, Lerner.

LERNER
No! NO! NOOOO!

Infection spreading, past the elbow --

BEDFORD
Do it now. You gotta do it now.

The blade shakes in Alex's hand.

SARGE
Now, dammit!

Alex STABS the blade hard just above the wrist -- a WET THUNK, the knife sticking into bone.

Lerner SCREAMS, spit flying from his mouth.

LERNER
AEEEEEEIIIIII!

Lerner thrashes, a fish out of water.

ALEX
Hold him!

Rosales and Bedford pin Lerner harder to the floor.

Sounds of SAWING, DISLODGING, SPLATTERS, CHIPPING.

Infection up to the shoulder now --

Rosales opens his eyes on the mess that is Lerner's hand. He turns away and vomits. Tears well in Bedford's eyes. He wipes them away with a muck-stained hand.

Veins spiderweb across his chest -- to his neck --

Alex saws. Metal on bone. She tries to cut through. Not working.

ALEX

I can't get it...Dammit! I can't
get through the bone--

Infection pulsing under Lerner's throat -- into his head --
eyes bleeding -- veins rising -- turning black --

BEDFORD

We're too late--

And -- BANG!

Lerner's head EXPLODES from the shotgun blast...

Wielded by Sarge, standing over him.

Everyone stunned to silence -- speckled in blood -- Lerner
gone and --

Bedford loses it.

He springs to his feet, barrels into Sarge, shoving him back,
knocking over a spinning display rack of LA postcards, and
pins him down against the counter.

BEDFORD

You sonofabitch! You goddamn
sonofabitch! I'll end you!

Sarge doesn't fight back, just takes it. Rosales pulls
Bedford away.

BEDFORD

You killed him! You! You killed
him!

Bedford shoves Rosales off, spin and slams to the other side
of the store.

LATER

The group is ashen with despair and emotion, separated from
each other.

Sarge, standing guard at the door with the gun. Alex crouched
against the wall, head in hands. Kelly is at the window
looking out.

Rosales is tinkering with one of the walkie-talkies, mind off
the covered body of Lerner in the center of the room. Kelly
watching.

KELLY

It's like a warning then? That pulsing static, clicking.

ROSALES

Appears to be.

KELLY

How's it possible?

ROSALES

Not sure. Whatever's doing this, it's causing some type of interference.

ALEX (O.S.)

Radiation.

They look to Alex, who hasn't moved.

ALEX

The others who were infected...they showed signs of extreme radiation poisoning. Nuclear almost.

ROSALES

If it was strong enough...yeah, it could cause the radios to go haywire, pick up interference.

KELLY

Radiation?

ALEX

It's energy -- like electricity, fire -- which all produce heat. Except radiation, it works from the inside out. Melting, as it were.

As she nods to Lerner's covered corpse, beginning to liquefy. To melt. To become the human infection.

ALEX

It heats up the water inside a body, which is about three quarters of a human being. The water's expelled. Evaporated.

KELLY

Why didn't it effect us? We survived.

ROSALES

Lead... Lead paint saved us. There were renovations being done to the subway tunnel. I saw warning signs.

ALEX

Lead blocks radiation.

KELLY

So it was nuclear then.

ALEX

We don't know that. We're fine.

ROSALES

Yeah, but for how long...?

Shaken, Kelly moves up and gazes out the window at the darkening streets, trying not to listen to the conversation continuing behind her.

For a moment, she seems on the verge of tears, then Bedford steps up to her, coming out from the back room, doing his best to play dad and comfort his daughter.

BEDFORD

Hey.

KELLY

It's getting dark. How long do we have?

BEDFORD

Until night? Few more hours, at least.

KELLY

I've never seen you mad before. Never seen you anything for that matter.

BEDFORD

I'm sorry I...lost my temper and...
(realizing)
What does that mean?

KELLY

It's why mom left, right? Why you two got a divorce. She said...

BEDFORD

Said what?

KELLY

She called you an emotional invalid. Said you never felt... anything. Or if you did, you couldn't express it. When she told you she was leaving you... you didn't do anything. You let her go. When she told you she was dying...

BEDFORD

She wanted me to --

KELLY

She wanted you to fight for her. Like she did. They gave her a month, she lasted eight.

BEDFORD

I'm not sure what I'm supposed to say, but...I'm sorry--

KELLY

There's nothing to say. It's too late now, isn't it. She's gone. And so is the rest of the world. But thanks...for trying, and all.

BEDFORD

Kelly...

Bedford puts his arm awkwardly around her, trying to comfort her, but she just turns away and sits down at the opposite end of the store.

Bedford looks back out the window, catching his wayward breath and reflection in the glass. Doesn't like what he sees, moving away from the window...

But something is very wrong...

HIS REFLECTION IS STILL ON THE WINDOW. IT HASN'T MOVED!

Then the reflection shifts -- and we see it:

A DARK FIGURE.

Staring in. Its undefined, semi-translucent body reflects the surroundings. Its features seem indiscernible, inert, almost frozen in a perfectly symmetrical pattern.

It slowly backs away and disappears into the smoke.

EXT. CITY STREETS - LATE DAY

The group walks at an even clip, fast and alert, still lost. It's hard to see in the thick, heavy atmosphere.

Night's nearly fallen, the sky bleeding a deep orange hue; a precursor to total darkness.

They all look up as they pass a church, front doors blown open showing the hollowed out insides, covered with a thin layer of dust.

The wind strikes its bell tower. It RINGS INCONSISTENTLY.

KELLY

There! The freeway!

The towering form of the freeway overpass comes up on them from out of the smoke like a great whale.

ROSALES

Thank you God...

And, all at once, they move off the street venturing towards the curving on-ramp to the freeway.

EXT. FREEWAY - LATE DAY

Cracked roads covered with more debris. Dead and deserted cars, some crashed into others, one minivan coated in infection.

Our group moves through and around, waning in strength and fortitude. Skin is dry, cracked, mouths begging for water.

As they move around a school bus, we notice a shape inside, almost transparent...

As the door slowly opens behind our group, unseen.

They come to a stop, having reached an impasse...

A FIFTY FOOT STRETCH OF THE FREEWAY HAS COLLAPSED, an 80 foot drop below. Cars have fallen through, crashed at the bottom in rubble.

A fire truck hangs partway off the edge, balanced precariously.

BEDFORD

We have to turn around.

SARGE
The hell we do.

Sarge climbs atop the fire truck, moving to the base of the ladder, tossing debris off, and manually extends the ladder, spinning the lever around and around.

Slowly, the ladder extends, reaching across the cavity to the other side.

ALEX
You can't be serious...

SARGE
You know me to make jokes?

ALEX
Fair enough.

SARGE
I'll go first. Make sure it's safe.

ALEX
Be careful.

ROSALES
Are we seriously doing this?

BEDFORD
What choice do we have?

Sarge climbs up onto the horizontal ladder and begins to crawl across on his hands and knees, keeping his balance.

It wobbles a bit, but he makes it across. Turns back to the others.

SARGE
Get moving.

Kelly's up, leans over the edge, a terrifying drop beneath.

KELLY
No...no way...I can't do this.

BEDFORD
Yes you can. Hey, look at me.
Kelly...

She looks him in the eyes, terrified.

BEDFORD
You can do this. I'll come with you, help you across.

KELLY

I can't.

BEDFORD

You can. Say it. Say it out loud.

KELLY

(beat)

I can do it...

BEDFORD

With conviction. Mean it.

KELLY

I can do it.

BEDFORD

Good. Then do it.

She nods, trembling.

BEDFORD

Nothing's going to happen. See?

Bedford gets onto the ladder, then Kelly, tentatively climbs up, arms shaking fiercely.

She takes it one step/crawl at a time, keeping her eyes on Bedford, who crawls backwards.

BEDFORD

Just keep looking at me. You're doing great.

And they make it to the other side. Kelly falling into her father's arms.

BEDFORD

That's my girl.

Rosales goes next, not looking down, struggles, almost loses his balance, gets across.

SARGE

Alex, get a move on! It ain't gonna hold.

Alex nervously gets up onto the ladder. Begins her journey across when --

A POP behind them, the dust swirling...

They're not alone.

ROSALES

Oh shit... Kelly! Check the radio!

Kelly flicks on the walkie -- STATIC. PULSATING.

BEDFORD

Alex! Hurry!

SARGE

Run for it!

She jerks herself onto her legs, begins to run when --

The bridge begins to wobble beneath the truck. It isn't going to hold. The fire truck shifts but holds in place.

Alex almost loses her balance, but keeps her footing.

ALEX

It's okay...I'm okay...

Cars begin to roll down the now tilted bridge, falling off the edge, CRASHING into the fire truck, pushing it.

SARGE

She's not going to make it...

Alex falls.

Her head hits the metal ladder, foot wrenched into the rungs. Hanging upside down.

Blood drips from her forehead, nothing in focus anymore.

Sarge shoves past, tossing Bedford the shotgun, forgetting about his personal safety -- forgetting his mantra -- rushing onto the ladder over to Alex.

He lays flat on the ladder and reaches out for her.

SARGE

Reach up! Take my hand!

The truck is jostled by more cars crashing into it.

SARGE

Give me your hand! Goddamnit Reach!

Alex does, and Sarge gets her by the wrist, straining, pulling her up by sheer force.

SARGE

Now run!

Almost to the other side, the truck lurches forward as cars smash into it.

It teeter-totters, tipping, and...

The ladder hits the ground on the other side, the truck now stationary.

Alex makes it to the other side, reaches solid ground when a loud GRINDING is heard and --

ALEX

No...

They make eye contact.

And then -- the truck falls -- taking Sarge with it, disappearing below into the swirling smoke.

...Gone.

Alex stares down into the roiling smoke, eyes pleading. A blow struck right to her gut.

Bedford rushes up to her, pulling her away.

BEDFORD

Come on, we have to go! Alex! He's gone! Move!

Bedford drags Alex away.

Across the way, the air ripples, blurring -- a CRACKLE in the air, a POP. The dust swirls, then settles.

Whatever was there is now gone, as the walkie-talkie returns to normal white noise.

INT. FEDERAL BUILDING - EVENING

A high rise, dead and hollowed-out. Tendrils of human waste drift from gutted out windows.

They trudge up and enter.

INT. FEDERAL BUILDING, LOBBY

A scattered building directory, Cal Trans labelled - 2100.

They move past dead elevators to the door labeled STAIRS.

INT. STAIRWAY

21 flights up. Slow moving.

INT. FEDERAL BUILDING, CALTRANS OFFICES

Full of cubicles, desks and dead computers, peeling paint, glass-walled offices, empty water coolers.

And lava-like mounds of human by-product, sickly networks of root-like flesh, complex patterns.

Tendrils of human waste drift toward the far end of the room in slow waves, as if being sucked out by a natural vacuum.

The group moves through, avoiding it, ducking under wisps that hang off the ceiling.

A gauntlet of infected human waste to move through.

They follow the moving flesh to the far end of the room and stop before the blown out floor-to-ceiling windows.

THE CITY SPREAD OUT BEFORE THEM:

A sea of rolling smoke below, like looking down on the clouds. It stretches as far as they can see.

Coated, buildings hardly recognizable anymore, from all the infection spreading up them.

It looks like some kind of massive termite city...

ALEX

We're never gonna understand this.
Never.

...No longer belonging to the human world.

INT. CALTRANS, RADIO ROOM - EVENING

DOZENS OF SMALL TELEVISION MONITORS line the wall, each labelled with a different grid number.

Below is an operating station of controls and computers. Off to the side are dozens of digital tape recorder decks stacked on top of each other and large servers.

Rosales is at work connecting the radios, using battery packs, jerry-rigging wires and cables. Bedford and Kelly watching. Alex not present.

KELLY
 (re monitors)
 What's all this stuff?

ROSALES
 Traffic cameras, I think.

BEDFORD
 Can you get the radios online?

ROSALES
 I can try.

Rosales walks to the surge box.

ROSALES
 Most of these places have their own
 generators powering them in case--

KELLY
 Of the end of the world?

ROSALES
 --Power outages.

Rosales pumps the pull lever a few times, then locks it back
 in its upright position.

ROSALES
 Alright, work for daddy...

He adjusts the frequency...

A small burst of STATIC. Then another adjustment,
 incremental.

A VOICE is heard, then lost.

BEDFORD
 Back. Go back.

Rosales slowly spins the dial back.

RECORDED RADIO VOICE
 Repeat, all civilians are to
 proceed directly to Westwood City
 Hall and head directly to the
 underground bomb shelter. National
 Guard have been dispatched are have
 the situation under control.
 Repeat, all civilians are to
 proceed--

Rosales lowers the volume.

ROSALES

It's a recording.

BEDFORD

That's the plan then. We'll stay here for the night, then move out first thing. Agreed?

Nods all around.

INT. CALTRANS OFFICES - SUNSET

Bedford at the windows, watching as the sky grows heavy with the coming darkness.

The sun disappears over the city. The light moves down them, at the window, dimming, growing darker and darker. Shadows creep up and spread out.

Others all join, watching the sun disappear.

KELLY

Goodbye, sun. Think we'll ever see it again?

EXT. CITY - NIGHT

Darkness falls.

With no lights or electricity, the city is plunged into black. Diffused moonlight filters in through the atmosphere, adding to the murkiness.

Night has come, and with it, a new terror.

CUT TO:

INT. CALTRANS OFFICES - NIGHT

The office door is now barricaded with a desk, chairs, filing cabinet.

INT. CALTRANS, BREAK ROOM - LATER

CRASH! Alex tosses chairs at the vending machines in the lobby. Working out her emotions.

Like before, all cans and bottles of soda and water are sealed, yet empty. Candy bars, chips, cookies -- all rotten, covered in mold. The water cooler is empty.

Bedford stopping in the doorway, witnessing.

BEDFORD
You alright?

ALEX
You know... I've lived here in the
states for two years now, two
years, and I've never seen the
ocean.

BEDFORD
Never?

ALEX
I thought I'd go to the beach on a
day off, but I didn't have too many
of those. Something always came up.

BEDFORD
Something always does.

Beat.

ALEX
He shouldn't of come back for me.
He'd be alive...

Bedford listening, unsure what to say.

ALEX
He broke his rule, broke it for me.

BEDFORD
And that was what he could do.
That's what he had to give.

And Bedford moves out, leaving Alex to deal with her demons.

INT. CALTRANS OFFICES - NIGHT

Bedford sits in a cubicle, on the floor, alone. A moment to
himself. Lowers his head.

He tries to be strong, but can't hold it in anymore. Breaking
down, body heaving with sobs.

Kelly steps up, sits beside, a comforting hand on his back. A
daughter protecting her father.

BEDFORD

I'm sorry...stupid of me... I'm supposed to be the strong one. It was always your mother's job.

KELLY

It's your job now.

BEDFORD

I should've been there. Should've been your father.

KELLY

It's all I ever wanted. That's it.

ALEX

Stands across the room, watching father and daughter embraced on the floor in the cubicle.

Rosales approaches her, face white...

ROSALES

You have to see this...

INT. CALTRANS, RADIO ROOM

Everyone gathered. Rosales hits the power buttons on the console. The board lights up. Tape decks all read 12:00:00.

THE MONITORS

Flicker on to snowy receptions. A few show live feeds of different city streets.

TRAFFIC CAMS.

ALEX

You got it working?

Rosales sits at the operating console.

ROSALES

Cameras are on twelve hour loops.

BEDFORD

Start them from the beginning.

Rosales types a few commands on the keyboard. Tape decks switch over to 01:00:00.

He hits 'play'.

ON THE MONITORS

As they sputter to life. Flickering at differing speeds with the fluctuating generator power, adding to the creepiness.

The feeds show normal mid-morning rush hour. Cars, busses, trains, pedestrians. All transit, all busy downtown streets. None of the angles are great.

The digital clock on the bottom of the screens reads: 06:01A.

THE GROUP

Watch the screens.

ALEX

There's nothing.

ROSALES

(to Bedford)

What time did your watch stop?

Bedford looks at it.

BEDFORD

Eight thirty seven a.m.

Rosales fast forwards through the tapes.

BEDFORD

There...Stop it there.

The tapes read: 08:36:00.

KELLY

In sixty seconds, the world ends.

They share tense looks. Do they really want to know?

BEDFORD

Play it.

Rosales hits the 'play' button.

ON THE MONITORS

The footage is darker now, like the sun is setting, yet it should be the exact opposite.

- A group of people stop walking and stare up into the sky -- cars stop -- drivers get out, eyes glued to the heavens --

- Screens strobe with flashes of lightning -- the ground shakes, knocks some people on their asses --

- A man runs down the street -- then more people running on more screens -- all fleeing from something in the skies --
- Chaos erupts -- hundreds of people run for their lives -- pushing -- shoving -- screaming -- falling -- trampled --
- Cameras topple, crash to the ground, feeds severed.
- An explosion off screen -- streets rupturing -- an out of control news helicopter flies past, falling from the sky.
- Cars speed through the crowds -- run over people -- crash -- fires -- mayhem.
- Screens grainier, flash and stutter, harder to make out images --

And then they see it:

- THE BEGINNINGS OF SHADOWS CRAWL ACROSS THE STREETS FROM OBJECTS MOVING IN THE SKY... BLOTTING OUT THE SUN... IMMENSE... DARK... SPHERICAL...

...UNIDENTIFIED FLYING OBJECTS.

- Then a massive jolt as the earth rocks -- ripped apart in a single blast and --

ALL MONITORS TURN TO SNOW. The timecode reads 06:37:00.

THE GROUP

Stare at the blank monitors. No one says a word.

Aliens.

INT. CALTRANS OFFICES - LATER

A small fire burns in a trash can, casting orange and yellow flickering light across the otherwise dark room.

CLOSE ON a cockroach that scurries across the floor. Unaffected. In its element.

It scuttles past Bedford's foot, sitting on the floor. He watches it.

BEDFORD

Guess they were right.

Rosales smashes it with his shoe.

ROSALES

We'll see.

This gets a thin smile out of Bedford. Kelly sits next him, head on his shoulder, out like a light, his jacket over her.

They all sit around the room amongst scattered papers and office supplies. They're slumped against the walls, lit by waning light.

They look ashen, helpless, desperate. Eyes sunken, lifeless. Skin dry and flaking.

The fear on their faces has turned to resignation. Fatigue and lethargy weigh down on them, hit hard by the last 12 hours. Constant moving, constant fear, and lack of food and water.

BEDFORD

You have any family?

ROSALES

Back in Mexico. My pop, he worked construction. Tough man, tough life. We didn't always see eye to eye, you know. I'm glad he ain't around to see this.

Beat.

ROSALES

I remember, he was called into a job once and took me in. A building collapsed in an earthquake, trapped a whole bunch of people inside. Days later, when they were finally dug out, most were dead. One man, he was found with his dog. The dog had lied down next to its owner and died with him. And then there was this older lady with a cat who was found. And the cat, it was still alive. Do you know how it lived?

Heads shake.

ROSALES

It ate its owner. Half the lady was gone. The dog decided life wasn't worth living without its best friend, but the cat, it went and did whatever it had to do to survive. Situation changed, instincts stayed the same.

A beat as it reaches them, thinking it through. What are they made of? What is most important? Then:

BEDFORD

Always was more of a dog person
myself.

Smiles. And then Alex LAUGHS. Hysterically.

Contagious, as everyone else can't help but join in. Alex's eyes tearing she's laughing so hard.

EXT. CALTRANS OFFICE BUILDING - SAME

WIDE on the Caltrans building from inside a building across the street.

Every inch dark except for the one section of the 21st floor, with the flickering firelight and the laughter that echoes across the silent, dead city.

As a gangly figure moves past -- trained on the building across the way...

DISSOLVE TO:

INT. CALTRANS OFFICES - LATER

The flames of the fire dying, crackling, letting more darkness in when --

Bedford jerks awake, eyes snapping open with a sharp intake of breath - very sudden, very frightened. How long has he been sleeping?

The walkie-talkie next to him spews STATIC. He turns it off and looks around, bleary eyes staring out.

Everything looks okay. The office is quiet. The others are asleep, though not all soundly.

Bedford relaxes, closes his eyes.

Then -- suddenly the SOUNDS of a creak, a rustle of papers...

FOOTSTEPS.

Bedford opens his eyes and the sounds STOP instantly.

He looks and stops suddenly when he sees the barricaded office door...

No longer barricaded, no longer closed! Oh fucking no.

He peers out into the office, trying to see into the dark, thick atmosphere.

There -- something behind Rosales...

A SHADOW OF A FIGURE frozen there 20 yards out behind a cubicle.

It looks like a silhouette of a tall, gangly man.

But it doesn't move. At all.

It's deathly quiet as it listens, and stares directly at us.

Bedford, heart in his mouth, squints, trying to see better.

It's just a shadow. It has to be. No human being looks like that. No human being could stand that still.

His heartbeats are up. He's rigid, frozen in utter terror. Deep down, somewhere in his psyche, he knows what it is.

It doesn't look human...

...Because it isn't.

BEDFORD
(whisper)
Rosales... Hector.

Rosales' eyes flutter open. He groggily looks at a terrified Bedford, staring across the room.

And follows Bedford's gaze to the figure -- he instinctively jerks back into the cabinets, LOUD, waking the others.

ALEX
What...?

Alex sees it, eyes grow huge.

ALEX
Oh, fuck...

KELLY
What is that...? What is that...?

Kelly scurries backwards, away from the intruder, Bedford moving her behind him.

It still stands there, not moving. Watching.

Then the figure shifts... ever so slightly... and moves, catching a bit of fleeting firelight...

THE ALIEN.

A good seven feet tall, strange markings over its thick, wrinkled, rhino-like skin. Eyes black, oval eyes, and slits where the nose should be. Limbs twice as long in proportion to its body. Fingers each a foot long on multiple joints curled into reversed fists. Knees bend backwards, disjoined.

It's body seems to ripple red with heat -- radiation.

Bedford's eyes never leave the figure.

BEDFORD

(low)

Get to the door.

They obey and step to the edge of the cubicles. All they have to do is cross the aisle to the door...

But the alien follows their move, mimicking each step that they take. Head turning, eyes following our group.

Bedford steps into the aisle between the group and the figure. He is calm, unsettling so.

BEDFORD

Behind me, go.

ALEX

David...

BEDFORD

Go.

Kelly, Alex and Rosales move fast past Bedford, across the aisle to the door and get out.

The figure's attention shifts from the departing crew...to Bedford.

HALLWAY

Kelly moves away fast with the others, looking back, seeing her father isn't there. He's still in the office.

KELLY

Dad, what are you doing? Move.

But Bedford isn't moving.

KELLY

You said you'd fight. You said
you'd fight for me! So do it!

Bedford makes his move, an all out sprint for the office
door, for his daughter --

As the alien darts after him, moving swiftly, silently, dead
fast --

Going to be close --

Kelly reaching her hand out for Bedford --

Bedford almost there --

The alien about to cut him off and --

Bedford barrels through the doorway, hits the ground --

Rosales slamming the door shut. Propping a chair against the
handle.

Then nothing...

They back away and --

BOOM! The door is pounded from the other side.

BOOM! Again. Wood splintering. Inhuman strength.

Something trying to break through...

ROSALES

Let's go! Move!

Bedford, Kelly and Alex rush to Rosales, holding the
stairwell door open.

EXT. STREET - NIGHT

They race out of the building, running, legs heavy, slipping
in the dust, hoisted up, running some more.

Not knowing what might be right in front of them. They flinch
at every shadow and shaded patch of smoke.

They take cover in the street. With no lights anywhere, the
city is near pitch black. No sign they were followed.

KELLY

W-what do we do...? What the hell
do we do?

BEDFORD

We've gotta run, we've gotta run
now...

KELLY

Where?!

ROSALES

West. All the way to City Hall. It
can't be everywhere at once...

ALEX

It's too far. We can't make it.

BEDFORD

We make it. We run like Rosales
said. Find the others.

The walkie-talkies CRACKLE with pulsing static. Building.

KELLY

Oh God...it's...it's coming...

RINGING in their ears -- the air building up pressure and --

-- BOOM! The air POPS and BURSTS --

The alien now standing right there between them --

Throwing our group through the air like an exploded land
mine.

They hit the ground, ears ringing, heads pounding,
disoriented.

...Separated.

ROSALES

Is slow to his feet, head pounding, spots Alex nearby in the
dust. He stumbles over to her, heaves her up. Blood from her
ears. Legs wobbling.

Focuses behind Rosales and SCREAMS! Rosales whirls around to
witness...

The alien... standing right there.

ROSALES

Christ!

Rosales yanks Alex into motion, moving away fast.

BEDFORD

Comes to, sprawled atop the hood of a car, forehead bleeding. He rolls off to the ground, stunned, shaking his head to clear it -- as if a bomb went off in his lap.

Looking around, realizes with dread...

BEDFORD

Kelly...

Is:

DOWN THE BLOCK

Pressed against an alley wall, terrified, alone, eyes wide. Kelly reaches for the walkie. It's gone.

A ghostly, disturbing SOUND comes closer...

She presses harder against the wall, trying to disappear into it.

The SOUND becoming clearer...

CLICKING.

Ever so slowly, Kelly peeks her head around the corner of the alley.

The alien stands ten feet away, back to her. Searching.

She shoots back behind the cover of the wall. Only one option.

Kelly bolts, charging down the block on Jello legs through the smoke.

She runs past a police car in the middle of the street, stops, sliding in the dust, goes back.

INT. POLICE CAR - NIGHT

Kelly jumps in the driver's seat, slams the door closed. Keys in the ignition. Cranks it. No go, but the battery registers, dashboard lights dim.

She lifts the radio mic, presses the button.

KELLY

Hello...? Can anyone hear me?
Please...

It makes no sound. She looks around frantically, presses all the buttons.

KELLY

Come on!

The SIREN SQUEALS.

The POLICE LIGHTS ON THE ROOF FLASH AND STROBE THE AREA RED AND BLUE.

Kelly is losing it. Frantic.

KELLY

Shitshitshit!!!

She presses more buttons, switches knobs. The siren thankfully TURNS OFF and the RADIO comes to life. She fumbles for it.

EXT. STREET CORNER

Without regard for his safety, Bedford stumbles through the street in the wide open, eyes darting for his daughter.

BEDFORD

KELLY! KELLY!!!

Walkie-talkie blurs with voice. Kelly's voice.

KELLY (ON WALKIE-TALKIE)

... hear me?! Someone...

BEDFORD

(into walkie-talkie)

Kelly! I got you, I'm here. Where are you?

KELLY (ON WALKIE-TALKIE)

A police car. I don't know. Get me. I can't do it. Please, come get me.

BEDFORD

(into walkie-talkie)

Lock the doors and don't move. I'm coming.

Bedford hurries down the street.

INT. POLICE CAR

Kelly drops the radio. Resounded to her fate.

KELLY

Hurry...

She locks the doors, goes to roll up the open front windows, then notices there aren't any. Blown out. Shit.

She quietly gets out and moves to the back door, gets in.

Windows intact and up, doors locked, and then she realizes, a metal barricade separates the back seat from the front...

And the radio.

KELLY

No...

Kelly reaches for the door handle... but there aren't any in the back of a police car.

KELLY

Ohfuckohfuckohfuck... Shit! Fuck you, Kelly! Fuck you!

She shakes with fear and cries dried up tears...

Locked in the back of the police car. Curling up on the seat. Fetal.

EXT. STREET

Halfway there, the walkie CRACKLES. STATIC PULSES intently.

Bedford freezes next to an abandoned van, on the cusp, looking down the street to the police car and it's flashing red lights.

So close...

Suddenly the side door of the van slides open -- hands reach out -- grab Bedford, cover his mouth, pulling him in --

INT. VAN

Bedford struggles to get free, sees his kidnapper -- Rosales and Alex, hiding in the back of the van. Rosales slides the door closed.

ROSALES

It's us. Calm down.

BEDFORD

Kelly...she's out there.

ALEX
We know, we can see her.

BEDFORD
Where?

Alex points to the van's side bubble window. Everything distorted and fish-eyed through it, the police car visible.

ROSALES
It's close, I heard it.

Bedford moves to the door, unlocks it. Rosales stops him.

ROSALES
What are you doing?

ALEX
Wait a minute--

BEDFORD
Fuck you, wait a minute. That's my daughter out there! I'm going to--

ROSALES
Going to what?! You go running wild out there, you'll draw it to both of you. Think about your girl! Right now, she's hidden, safe.

ALEX
He's right. We wait for it to pass.

BEDFORD
And if it doesn't?

ROSALES
Then we'll act.

Holding up the shotgun. Bedford knows he's right. He wants to lash out, to scream.

ALEX
Do you want me to tell her...?

BEDFORD
No. I'm her dad. I'll do it.

Walkie-talkies scream loud and fast with PULSING STATIC AND SOLE CLICKING.

BEDFORD
(into walkie-talkie)
Kelly. Look... We can't get there.
(MORE)

BEDFORD (CONT'D)

Don't move. It's coming up on you.
Kelly?

No reply.

ALEX

Why isn't she responding?

BEDFORD

No...something's wrong...

ROSALES

Once it passes, we'll get her. We
will.

A RHYTHMICAL CLICKING SOUND is heard from outside.

ALEX

It's out there.

Bedford moves next to Alex and they look:

OUT THE BUBBLE WINDOW

Shadows move in the smoke. Then something appears...
Something long and thin, haloed by the dust.

It passes slowly, movements unnatural, heading in the
direction of the:

INT. POLICE CAR

Three feet visibility outside in the smoke, lit in bursts of
red and blue from the lights above.

BEDFORD (ON RADIO)

Kelly, if you can hear this...it's
coming to you. Hide, baby, okay?
Hide, and don't move.

Kelly lies down on the floor in the back seat of the squad
car, breathing heavily, shaking.

CLICKING from outside, closer...

She whimpers, desperately trying to be quiet, trying not to
breath.

POLICE LIGHTS FLASH.

A dark shape becomes visible out the rear window. A mere line
of shadow.

Closer. Almost floating.

Disappearing into the atmosphere.

Lights flash. Closer.

Kelly stops breathing, listens.

The shape becomes clearer.

Kelly slowly turns around and looks out the window. There's nothing there now. She turns and looks out the front as --

A dark shape whips past.

Fuck! She jerks away into the seat back and CRIES out in terror.

She kicks and bangs on the door, the glass, the metal grate.

INT. VAN

They can only listen to the muffled cries of Kelly from outside. Rosales blocking Bedford's exit.

KELLY (O.S.)
(crying)
Help me! Help me! Help me!

There is nothing they can do, and it's killing them.

INT. POLICE CAR

Kelly hyperventilates. Her face transforms from fear into anger, then rage.

CRACK! She kicks at the window. It spiderwebs.

CRACK, again! It shatters out.

She struggles through the opening, squeezing through, cutting herself on the shards of glass.

EXT. CITY STREETS

She falls out of the car, staggers up and runs blindly. She looks behind and sees the figure watching...

KELLY
Oh God help me!

A BURST of air in front of her.

She stops fast, sliding in the dust, tripping, an inch away from infection, rolling away, ears ring and --

The alien is...right...there.

Kelly - frozen in place, too scared to move, to breath. Shaking uncontrollably.

As another figure appears behind the alien. With a shotgun. And a smile. COCKING it loudly.

Rosales.

BOOM! He fires, the alien jerks back.

BOOM! Again. Alien moved farther away.

ROSALES

Now! Get her!

Bedford rushes up to Kelly, hoisting her up, as Alex runs to the police car, grabs the gun inside to aid Rosales when:

ROSALES

Help him!

Alex sees Bedford struggle with Kelly, rushes over, and together, hoist her and get her away.

Rosales keeps the gun on the alien. BOOM!

Alex and Bedford race around behind the van, place Kelly down. Alex kneels over, checks her vitals.

BEDFORD

How is she?

ALEX

Okay. She's okay. Just shock. Keep her warm.

Bedford takes off his jacket, wrapping it around his daughter.

BEDFORD

Where's Rosales?

ALEX

He's still out there.

BOOM! Another shotgun blast in the distance.

ROSALES

Is on the offensive. The alien is taking hit after hit.
Cocking, shell ejected, FIRING.

The alien down to a knee now.

Cocking, FIRING.

The alien not going withstand another blast. Rosales moving
in for the kill...

Cocking...

CLICK... Empty.

Oh shit...

He cocks it again. Another click. Out of ammo.

And then the alien slowly rises to its full height, diffused
in the smoke and dust. Seven feet tall.

Roles reversed.

BOOM! A massive air burst right in front of Rosales.

He's jarred violently and thrown backwards into the air...

BOOM! Another burst from behind breaks his back and he falls
to the street like a rag doll.

He lies immobile, paralyzed, eyes blinking away a tear...

That moves laterally, into the smoke...

...toward the alien approaching him.

He tries to get away, to fight back, but he can't move, can't
scream. His eyes strain to see.

The alien moves with balletic movements, shrouded.

Hands materialize out of the smoke, blending into the
environment.

Elongated, deformed fingers a foot long, crawl up his clothes
like spiders...

...making contact with his skin --

THE OTHERS

Can see Rosales through the gap under the van. He takes the brunt of the infection to the face. Body spasms violently, steaming, as the alien crouches over him.

Watching the infection spread.

Then alien's head whips around fast to face our group -- then dead still.

They run.

EXT. CITY HALL - NIGHT

The large, formidable building is surrounded by a barricade of garbage trucks and saw horses. A few fires burn here and there, but otherwise empty and quiet.

Bedford, supporting Kelly, and Alex sprint to the building, to the front doors.

INT. CITY HALL

Moving fast -- through the deserted building -- turning corners -- hallway to hallway -- following the signs for "Bomb Shelter".

Reaching a small set of stairs leading down toward the basement.

The sign above, an arrow pointing down. They descend.

INT. CITY HALL, BASEMENT

Reaching the bottom of the stairs. At the end of the long corridor is a single, imposing steel door, stamped with fallout shelter signs.

Again, there are no people down here. No voices.

KELLY

They're all in there...?

ALEX

Yeah... it's a bit quite.

BEDFORD

They're just hiding is all...

As they inch forward, Bedford catches a peculiar odor in the air and recoils.

BEDFORD
(sniffs)
Smells like acid.

Alex smells it too.

ALEX
Ammonia.

They walk to the door, where the smell seems to emanate from.

KELLY
Dad...

BEDFORD
Yeah...

KELLY
There's some weird stuff down here.

BEDFORD
Yeah.

The ground is scattered with a few bags, a stroller, a shoe, a photo album.

Bedford shines his flashlight ahead.

Metal pipes on the wall dissolve into pipes of human flesh. It glistens in the light. One can almost taste the stench of old ammonia.

A brownout glow ahead. Eyes widen in alarm.

BEDFORD
Wait.

Kelly doesn't listen and pushes past, hobbling fast, throwing open the steel door.

BEDFORD
Kelly!

Bedford runs after her. The tunnel opens up into:

INT. FALLOUT SHELTER

Brown-out light flickers the shelter from rows of fluorescent lights that hang askew. White Doric pillars support the ceiling like skeletal bones. Guns and spent ammo lie scattered about.

They've found the SURVIVORS -- Hundreds of them...

ALEX

No...

They cover the floor in a vast, pulsating heap, like one giant heartbeat.

Heads, limbs and bodies are still seen fused with the mounds, dissolving, mutating. Faces protrude out, frozen in silent screams from the mounds of flesh.

They can only stare at the carnage. There is a sudden flash of revelation that soon the worst, the incredible, the thing one would not believe to the very last moment is bound to happen.

All the continually nursed illusions, all the brittle hopes... collapse.

Kelly instinctively covers his mouth and nose from the rotting smell.

Too weak to stand, Alex collapses to the ground and lowers her head.

Bedford is drawn to a nearby table, piled high with radios, microphones, computers, video cameras, flares, flashlights, maps tacked to the wall showing Los Angeles -- blocked and destroyed roads and bridges, hospitals, police stations -- all "X"ed out in red marker...

And LEAFLETS.

Stacked high, most having spilled off onto the floor. Bedford picks one up, reads it. Hope returning.

BEDFORD

The ocean...

ALEX

What?

BEDFORD

This wasn't the end, this place. It was just a way-station, where they sent out that message we heard!

KELLY

They're all dead...

BEDFORD

No. We were wrong... they do know, they are coming.

ALEX

Who? What are you talking about?

BEDFORD

The National Guard. The goddamn US Army. That's what I'm talking about.

He shoves the leaflets into their hands, and we finally see it:

"ATTENTION...NATIONAL EMERGENCY..."

*TO ALL CIVILIANS WITHIN THE LOS ANGELES COUNTY
BOARDERS...PROCEED DIRECTLY TO DESIGNATED LOCATIONS IN SANTA
MONICA, MARINA DEL REY, MALIBU...ALL NAVAL SHIPS AND
PASSENGER BOATS REQUISITIONED...FERRYING OUT CIVILIANS TO
SECURE LOCATIONS.*

*-ISSUED BY THE ARMED FORCES, SECRETARY OF DEFENCE AND
PRESIDENT OF THE UNITED STATES."*

INT. CITY HALL - MOMENTS LATER

The group is upstairs, out of the room of death. The map from the wall in the shelter is now spread out on the floor, and they are huddled around, using a flashlight to illuminate it.

Flares from the shelter and new walkie-talkies are stacked next to them. Alex shoves a handgun into her waistband, pockets bullets. Armed, along with Bedford and the shotgun.

BEDFORD

We're here...

(indication on map)

Closest port is this one, in Santa Monica.

KELLY

How far is that?

BEDFORD

About five miles. We can take Wilshire all the way there. A straight line.

KELLY

We won't make it that far.

BEDFORD

We'll have to.

ALEX

It's another major street. We'd be better off with side roads.

BEDFORD

It'll take twice the time.

Kelly is studying the map intently.

KELLY

What if we don't take any street?

BEDFORD

We can't stay here, Kelly --

KELLY

That's not what I meant.

She points to the map -- to blue lines that run along the roads, bisecting. And the map legend -- the Blue Line indicated:

SEWER SYSTEM.

EXT. CITY HALL, REAR ALLEY - NIGHT

ON cement sewer grate on the pavement, stamped with a picture of a dolphin, reading:

"No Dumping. Sewer Drains Directly To Oceans."

Bedford pries it open, shines the flashlight down. A ladder descends into darkness. Alex keeps lookout.

ALEX

Day wouldn't be complete without another trip underground, eh?

Bedford smirks. He lights a flare, drops it down, illuminating the bottom some thirty feet below.

KELLY

What do you think?

BEDFORD

Looks alright...

Bedford climbs down, followed by Kelly and then Alex, taking the rear, sliding the grate closed above him.

As disembodied FOOTPRINTS edge closer...leaving tracks in the dust...

INT. SEWER TUNNELS

Dank, dark, creepy. No electricity to feed the lights.

ECHOING FOOTSTEPS getting closer. A beam of light sweeps the dusty air of the underground tunnel system.

Bedford's weakening flashlight guides their way, illuminating dirty gravel, graffiti, a pile of cat and rat skeletons, the walls coated in grime.

Alex, holding the map to guide her, hurrying down the tunnels with Bedford pulling Kelly behind.

ALEX

Here. This way.

Kelly checks the walkie-talkie. FAINT STATIC. No noise, no survivors.

KELLY

I can't hear them anymore. I can't get them.

BEDFORD

You can't hear them because we're underground. No signal down here. But trust me, they're out there. Waiting for us.

INT. TUNNEL STAIRWELL

They move slowly down slick stairs, weening with lethargy.

ALEX

Almost there...a little further.

And they keep going, one step at a time. Kelly hangs on to her father, eyes vacant.

BEDFORD

We're almost there. The Pacific Ocean. Water, fresh air. Can you see it? It's all there, just a few more steps.

Bedford holds onto her. She looks at him, sees the resolve on his face.

BEDFORD

We'll make it.

SOUNDS ECHO down the tunnels behind, getting closer.

ANOTHER TUNNEL

They move past pipes and girders, working their way down a steep incline to a dark, abandoned

INT. LOCKER ROOM

Used for streets and sanitation workers. A bank of dented metal lockers. A forest of copper tubing and pipes where sinks used to be.

Alex locks the metal door behind them. And they slow to a stop, staring ahead where their light bounces off the wall. The end of the sewer.

DEAD END.

Alex studies the map with building anxiety.

ALEX

This isn't right. No. They must have filled it in...or we made a wrong turn somewhere, I don't know.

She closes his eyes and struggles to get the words out:

ALEX

We have to go back.

Kelly leans against the wall and closes her eyes. Nothing is said between them, each in their own separate worlds.

Bedford paces, slams a frustrated fist into the lockers, jarring them slightly out of place, leans against them.

Then...

A FAINT CREAK from the other side of the bolted door.

They look. Could be anything, wind, tunnels settling.

Silence.

They back away to the middle of the room. Their eyes shift, fried. Stock still, like a submarine crew awaiting the blast of a depth charge.

It happens again. They freeze, listen.

More CREAKS, closer, and something else...

A RHYTHMIC SHUFFLE in the hall... approaching the door.

FOOTSTEPS.

Bedford slowly approaches the door. Quiet, shaky steps. He leans forward and listens with his ear close to the metal.

Definitely footsteps. Slow, soft, scuffing...coming closer... closer...

Right outside the door now...

The footsteps don't pause. They pass the door and move on. Thank God.

BEDFORD
(whispers)
It's moving away.

Bedford listens at the door, strains for the next sound.

And then it happens, FOOTSTEPS... coming back.

They stop directly outside the door. A little light underneath the door shows the shadow of deformed feet.

The door CREAKS with the weight of something leaning against it from the other side.

SCRATCHING NOISES from outside on the door.

Then the knob turns slowly. Stops.

Rattling, someone trying to get in.

A beat.

A BOOMING THUD makes the door shudder.

Raw, frenzied POUNDING AND SCRATCHING follows... something inhuman, determined to break through.

Bedford throws his weight against the door, keeping it closed.

Alex keeps Kelly back, behind her, away from impending death that wants in.

It's Kelly who notices it first...

KELLY
(to Alex)
Your hair...it's moving...

And so it is, a slight breeze behind her, coming from the wall of lockers.

Alex moves to them and bends to feel a steady current of air coming through from beneath.

ALEX
Wind... There's something behind
this!

Alex examines the footing of the lockers with the flashlight.

The metal surface of the door suddenly buckles and bulges. Two of the hinges come loose.

BEDFORD
Hurry!

ALEX
Kelly, give me a hand!

Alex braces her legs and tries to push the whole bank of lockers clear. Kelly joins, and together...struggling, and --

The lockers tip and fall with an ENORMOUS BANG, which echoes loudly off the walls. Dust flies everywhere.

When it settles, the flashlight illuminates the area of the wall where the lockers once stood, now a LARGE HOLE...

A PASSAGEWAY.

ALEX
(smiles)
I knew it...

WHAM! The door to the stairs bulges outward as something SMASHES against it again and again. Frenzied SCRATCHING.

It isn't going to hold.

BAM! A tremendous SHATTERING sound.

BEDFORD
Let's go!

Kelly and Alex scurry into the hole. Bedford dashes behind them.

INT. NARROW SHAFT

They pull themselves along the three-foot diameter shaft, slow, painful, claustrophobic.

A gate blocks the exit of the shaft.

BEDFORD

Hold this.

Bedford hands Alex the flashlight and begins to KICK at the gate, trying to tear it free.

Alex hears the CLICKING. She shines the light back down the shaft to the hole they entered through --

Light is dimmed and blocked out behind them at the shaft's entrance.

THE ALIEN STANDS THERE AND WATCHES.

INT. TUNNELS

The gate is kicked out. Bedford, Kelly and Alex fall out of the narrow shaft. Bedford SLAMS the lid back on the hole, gets to his feet and runs with the others.

HOLD ON the lid.

WHAM! It bursts from the wall, rolls away like a coin.

Our group, sprinting down the tunnel.

CLANG! Metal pipes are jarred with the unnatural movements of the alien as it moves fast down the narrow tunnel behind them.

Alex FIRING the handgun behind as she goes.

Bedford looks around frantically. He crosses to a METAL LID on the floor, lifts it.

A HOLE is below, dropping off into darkness.

BEDFORD

Here! Down here!

The aliens's CLICKING grows louder.

Kelly and Alex descend. Bedford sits himself on the edge of the hole, grasping the metal lid by handles on its underside.

The alien speeding toward him --

Bedford JUMPS into the hole, hanging onto the lid --

WHANG! The lid SLAMS SHUT over the hole a fraction of a second before the alien reaches it.

INT. PIPE GALLERY

Above, the CLICKING of the alien scanning the lid from the outside.

The others are well below Bedford, who gingerly searches for footing as he scales down the network of pipes.

Until his foot slips on the greasy metal...

And he falls.

Ricocheting off metal with bangs and thuds, cartwheels down --

He CRASHES onto a juncture between two large PIPES, catching himself. He MOANS in pain.

KELLY (O.S.)
Dad! Are you alright?!

Bedford hangs from a pipe, his arms trembling and legs dangling above a seemingly bottomless pit below, crisscrossed with a FOREST OF PIPES AND DUCTS.

Then he hears the SOUND of the LID OPENING above.

The nearest pipe above him is well beyond reach. He's trapped.

CLOSER - BEDFORD

His strength gives out. He closes his eyes, lets go, and drops.

INT. UNDERGROUND JUNKYARD

Falling, crashing into a pile of junk, dampening his fall.

Finding themselves in a large vaulted room. A sort of underground junkyard -- a place where sewer trash has been rounded up and piled in large heaps.

Kelly rushing up.

KELLY
Are you okay?

Then a hollow CLANG! CLANG! CLANG! from above.

Bedford stares upward. He reaches out to his fallen flashlight, shakes it on.

It shines on the maze of pipes and into the pitch-black above.

And for a split second the light illuminates...

The Alien.

Climbing down the pipes toward them. CLANG! CLANG! CLANG!

BEDFORD

Run. RUN!

They hurry through, walking across a floor of rotted-out planks of wood, creaking with every step, stunting their forward progress.

Passing large gaps in the wood floor that trail down into darkness below, staggering, intense with fear.

Dust drizzles down from above -- Light slants in weakly from overhead grates above, three stories up.

Then Alex spots it across the room...

A DOOR. AN EMERGENCY EXIT SIGN.

THE WAY OUT...

When -- the Alien lands in the room. CLICKING, listening, sensing. Eyeing the group.

And then it drops below beneath a gap in the floorboards.

Silence. Where the hell is it?

Bedford looks around to find it. He hears FEET SCURRYING toward him, punctuated by a metallic CLANG! CLANG! CLANG!

KELLY

Oh God...

ALEX

Where is it?

Bedford shakes his head - no clue.

BEDFORD

Keep moving!

As dark, sickly hands slow rise out from one of the gaps...

And grab onto Alex's ankles.

She's pulled down, the wood breaking beneath her, hanging onto a beam.

Bedford races over, reaches out a hand, grabbing her.

BEDFORD

Hang on! I got you.

Alex's body jerks and heaves as she's yanked - like a seal struggling to fend off a shark beneath the surface - desperately trying to hang on.

The wood around Bedford now starts to CRACK AND SPLIT, threatening to take everyone down.

Hands slipping and --

ALEX

I'm sorry...

Then -- WHAM! Alex is thrust down.

And just like that, she's gone...

KELLY

NO!

Bedford pulls Kelly toward the emergency exit door, everything numb...

As he opens the door... the light of morning flooding in and overtaking them... just like their exodus from the subways.

INT. LOWER SEWERS

ON ALEX. Eyes closed, out like a light. And her sweat... defying gravity... dripping upwards...

Her eyes pop open, darting around, and we realize, along with Alex herself, that she is hanging upside down, helpless....

Her foot caught in the rung of a ladder... knee dislocated on the trapped leg.

Gun on the ground below.

She tries to bend up, feel her knee, get free, but has no strength left. She falls back and YELLS in fierce pain, unbearable.

Alex remembers, fumbles for the walkie-talkie. It slips out of her hand, falls to the ground and clicks on...

IT EXPLODES WITH PULSING STATIC AND NOISE.

She looks into the darkened tunnels, everything upside-down in her sight.

A flash of movement, a WHISPER OF SOUND.

Where is it? Was it real or in her head? She can't tell anymore.

She listens hard, everything straining to hear.

CLICKING. It's in the room with her.

She gathers the strength, bends up, reaches out and dislodges her foot--

Falls hard to the ground, back first, air knocked out of her. Eyes flick back and forth, looking, terrified.

Puffs of dust on the floor before her, getting closer...

...FOOTSTEPS!

She thrusts herself backwards against the wall. A glimmer in the corner of her eyes.

The gun.

Just. Out. Of. Reach. Inches from her fingers.

Footprints walking toward her.

Struggling, ever closer, she gets a grip on the gun. One bullet left.

The footprints are right before her now and --

She makes her choice, just like Sarge taught her, putting the barrel into her mouth, closing her eyes tight and --

CLICK. She opens her eyes, still here, alive. Growing frantic, pulling the trigger repeatedly -- and nothing. The gun just won't fire.

But Bedford's will...

As he lowers behind the alien and FIRES, hitting it square in the leg, dropping it.

And runs to Alex, putting her arm around his neck, hoisting her up. Alex grimacing in pain on her bum knee.

Pulling her toward the hole he dropped down from where Kelly appears, reaching her hand down.

KELLY

Hurry! It's getting back up!

Behind them, the alien rising.

Bedford lifts Alex, who grabs onto Kelly's hand, pulling herself up.

And Bedford, tossing the gun up, then jumping, struggling, pulling his body up and over the ledge --

Just as the alien rises, turning to look at him and we --

CUT TO:

EXT. SANTA MONICA, STREET - MORNING

ON A SEWER GRATE. Fingers come up through the gaps, lift up the grate and push it aside.

Alex crawls out onto the surface street, exhausted. Kelly close behind, then Bedford.

The ocean a half mile away, closer than ever, forward movement, when Bedford stops, hearing that faint but resonant lament...

Alex and Kelly turn to him.

KELLY

What are you doing? Let's go.

BEDFORD

(sotto)

We're not going to make it.

And Bedford looks down at the shotgun in his hand. And up at his daughter. And there's a tacit exchange; she doesn't want him to go, but knows he must.

BEDFORD

Go, I'll catch up.

KELLY

Daddy...

BEDFORD

If something goes wrong, you get to your mother's house and seal it up. I'll see you there.

Said with such conviction that she believes him for a minute, the little girl nowhere to be found when she says:

KELLY

Kill that fucking thing.

He nods. Gestures for them to go - watching as they flee to the west, waiting until their shapes are no longer visible in the thinning smoke.

We stay on David, all semblance of conviction melting from his face (what we see is obligation), as his eyes focus to his right on a deserted grocery store -- covered in warning signs:

"CAUTION: LEAD PAINT."

Just like the subway tunnel. The edge Bedford just may need.

INT. GROCERY STORE

SERIES OF IMAGES:

- Bedford transverses the aisles, searching, piling supplies into a shopping cart -- kerosene lamps, batteries, hairspray, butane and lighter fluid, and boxes of baking powder.
- Shoving shelves, rolling them, rearranging them...
- Moving backwards as he sifts the baking powder across the floor.
- Spraying the contents of a bottle of lighter fluid on the shelves of rotten food, spraying hairspray over them. He tosses it aside, landing on a pile of dozens more

LATER

ON BEDFORD'S FACE as he lights a match before his face, flames reflected in his eyes.

And then he tosses it before him.

It hits the flammable liquids and goes up in FLAMES, spreading out from him, revealing the new store...

The shelves have been rearranged so that they block out all aisles and entrances, save for the front door, as the flames lick across them...

A path from that front door directly to a lone metal chair, where he sits. The floor now coated in powder.

And Bedford, dead, emotionless eyes staring at the open door.

BEDFORD

(sotto)

Come on, you sonofabitch.

Waiting...

LATER

And waiting. Time crawling by. Something's wrong...

Bedford stands, slowly walks to the door, stepping around the powder on the floor, and looks out. Nothing.

He goes back to the chair to wait. Leg shaking, impatient.

Except...

He doesn't see the section of ceiling moving directly above him...

...and the shape moving out.

Dust sprinkles down.

Bedford sees this, his leg going still, along with the rest of him.

As his eyes move up...

To the alien. In the ceiling.

He dives out of the way as the alien lands in the room, crushing the chair he was just sitting in.

FIRE spreading... an inferno...

Bedford's feet slide out from under him, shotgun skipping away. He scrambles, crawls to it, spins toward the alien and--

It isn't there.

Bedford's head swivels around frantically. Where is it?!!!

And then he sees it...those footprints...approaching.

BOOM! He unleashed a devastating blast from the shotgun.

Black blood oozes from dozens of small holes in the alien. It runs down its face and body, outlining its figure. A frightening sight.

But it keeps coming... blood dripping to the floor in its wake.

Bedford gets to his feet, backpedals to the manager's office door, locked. Slams it, but it won't budge.

The alien nearing.

Bedford's trapped, then he spots a service elevator to his left. Races to it, claws it open, hurrying in but...

The elevator isn't there.

He falls down the shaft and --

INT. ELEVATOR

CRASHES through the emergency escape of the elevator, SLAMMING to the floor, bones cracking, YELLING out in intense pain.

Half the ceiling comes down with him, metal and wood smashing around him.

And he just lays there, unable to move, looking up.

As the alien's head peeks through the opening down at Bedford.

And then it comes, crawling down the shaft...

THE ALIEN IS BETWEEN HIM AND THE END OF IT ALL. ONE WAY OR ANOTHER, IT ENDS HERE.

Bedford gropes around the debris around him for anything to defend himself, never taking his eyes off the alien, who has reached an impasse -- an opening in the elevator shaft leading to another lower floor.

Bedford finds what he was looking for, his fingers closing around a three-foot piece of RUSTY PIPE.

He looks up and --

THE ALIEN releases itself from the shaft wall, falling, headed right at Bedford and --

Bedford still, frighteningly so and --

The alien shooting down at him and --

At the last second, Bedford rolls, holding the metal pipe vertically where he was just at and --

STABS THE PIPE into the alien's chest with a wet CRRK!

The alien hits the ground right next to him, sending dust up into the air, impaled on the pipe. Gushing blood out of its wound.

Bedford doesn't wait. He heaves himself up to his knees.

Extracting the pole from the dying alien, he strikes it over and over with deadly, sickly CRACKS. He pounds away, lashing out, blow after ugly blow as black blood splatters and sprays out of the enemy.

Unrelenting. Savage. The pole bends with the force.

He stops, exhausted, breathing heavily.

He is the embodiment of screaming desperation, a broken shell of the man who set out.

Finding something, finally, worth fighting for.

The pries open the doors, stumbling into the sub basement. Taking out a flare, igniting it --

The alien still moving, still alive.

-- And tosses the flare into the elevator -- up in flames.

CUT TO:

EXT. SUBURBAN STREET

Bedford hobbles through the dusty air on weak, injured legs, in incredible pain finding the strength and will to get home.

His eyes wander, hard to focus, hard to see. He holds onto the now silent walkie.

BEDFORD

Kelly...Alex...hear me...

No response.

He climbs over rubble and trips to the ground. He CRIES OUT in pain, rolls onto his back, fighting through the pain to stay conscious.

BEDFORD

Get up...

(beat, pained)

GET UP!

He stares up in a daze at the:

SKY

A parting in the clouds reveal a blue sky.

Bisecting the blue in crisscross patterns are HUNDREDS OF RIPPLING HEAT VAPOR TRAILS.

As we pan down to a new location...

EXT. SANTA MONICA PIER - DAWN

Making it to the pier, Bedford stops, hope draining as he stares out at the ocean.

PULL BACK to reveal the beach keeps going... and going.

Cliffs and dunes of sand...dead carcasses of fish and sea life...a grounded oil tanker...

WIDE - OCEAN

IT ISN'T THERE.

Not for miles and miles away.

WHAT WATER IS LEFT FLOATS UPWARD INTO THE HEAVENS LIKE UPSIDE-DOWN RAIN.

It moves toward the fading crisscrossed heat vapors in the sky -- massive hovering alien tankers.

It's the end of the world, and it's almost beautiful.

Bedford, expressionless, like someone risen from the dead. Eyes cold and hollow, glittering blankly.

As he realizes what it was all about, the radiation, the aliens, why they came, the empty bottles and dried up food, the dust...

What they were after...

Earth's biggest natural resource, worth more than anything else in the universe, the building block and sustaining force of life:

THE WATER.

DISSOLVE TO:

EXT. BEACH HOUSE - DAY

Small, full of colorful paint. The mailbox reading: HARRIET & KELLY BEDFORD.

INT. BEACH HOUSE

Bedford moving through, searching, calling out...

BEDFORD
Kelly! Alex!

Getting no response. They're not here...

ON THE WALKIE-TALKIE in Bedford's hand. Dead silent as --

A shadow moves up behind him...his hand tightening on the shotgun...spins, aims -- stops.

KELLY stands in the hallway. Tears streaming down her face.

KELLY
You came back for me...

BEDFORD
Told you I would.

Running into her father's arms. Bedford, wrapping her up tight.

As Alex steps in behind, Bedford nodding his thanks to her, entrusting Alex with his most prized possession. And she smiles, nodding back.

EXT. PACIFIC COAST HIGHWAY - DAY

Abandoned cars litter the highway stretching up the coast. The air is cleaner, the dust lighter.

David and Kelly stand looking out at the ocean, or what's left of it.

KELLY
They're gone...

And in fact they are. The massive alien floating oil tankers are no longer hovering above the waters, now receded fifty miles from the beach.

BEDFORD
They took what they wanted and left.

KELLY

Why leave any water behind at all?

BEDFORD

So one day earth would replenish
itself... and they could come back.

ALEX

What do we do now?

Bedford looks north, toward the mountains peeking out of the clouds, and their white tipped peaks.

BEDFORD

There's still snow up there. If
there's snow, then there's water.
And where there's water --

KELLY

There's life.

Bedford puts his arm around his daughter, keeping her near, keeping her safe. Alex holding her hand.

As they begin the laborious unknown journey to new land and a new beginning.

FADE OUT.