

S H E L T E R

A Screenplay By

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from an original story by Jeffrey Abrams

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July 29, 1994

S H E L T E R

FADE IN:

We're CLOSE on a man's face. His deep sorrow makes him look far older than 30. This is DEREK MULLER, a young man sitting in mourning... caught up in his thoughts... but then Derek looks up -- he's heard something...

A baby. And now we PULL BACK TO REVEAL where we are:

EXT. STREAM - DAY

A running stream -- blue sky -- an idyllic spot. Derek watches as, across the stream, a YOUNG COUPLE takes their fourteen-month-old BABY into the water for the first time. Holding him by either hand -- laughing at his reaction to the cold, the current. The woman pulls along an inflatable raft.

MAN

I think he likes it...

WOMAN

Yeah? I think he's scared to death.

DEREK

Watches the family sadly... but curiously... like a starving man peering into a restaurant.

THE FAMILY

Wades out another step or two.

MAN

You're not scared to death, are you?

The baby splashes and laughs. They take the infant a few feet deeper. He's really loving it. The woman gently places the baby on the raft. The man kisses her neck --

EXT. FOREST - SAME

FIGURES on sleek black motorcycles, hooded, jacketed, booted, dark-tinted masks -- looking down on the stream. Are they men or machines? Unclear. But they are POLICE, as it reads on the reflector armor tanks of their motorcycles, which are sufficiently high-tech to alert us that we are not in 1994 anymore...

2.

The squad LEADER holds up a pair of liquid-magnifying
BINOCULARS. CLOSE ON the dark lenses --

BINOCULARS POV - MAGNIFIED

The Family at play in the stream below. CLOSER MAGNIFICATION.
Still a CLOSER ONE: MAN. WOMAN. BABY.

FRAGMENTS of VOICES, filtered and ciphered:

VOICES (VO)
E-5, range 17. Ahead. Cursory
complete. Authorization.

The police unholster their WEAPONS, then SILENTLY roll their
bikes toward the couple --

EXT. STREAM - SAME

The woman and son are still in the water, playing on the raft.
The father is on shore, unpacking a picnic.

MAN
How's he doing?

WOMAN
He's like a little fish...

FROM THE TREE COVER the police split up, surrounding them --
BRANCH SNAPS -- the man turns and SEES THEM. Paralyzed for a
flash with surprise, he turns and SHOUTS:

MAN
KATIE! GO!

The Young Woman turns to look... sees the police as they
SHOOT AT HER HUSBAND -- with bullets and LASER-WEAPONS.
Motorcycle engines ROAR to life.

WOMAN
HENRY!

ANGLE - DEREK

On the opposite bank watches -- hiding behind a tree as the
Young Man makes a break for it -- as the woman frantically
swims toward the other shore -- pushing her baby ahead of
her, on the raft.

Half of the police go after the Young Man. He's RUNNING FOR
HIS LIFE over rocks and through scrub brush -- the
motorcycles CRASH through the trees after him -- gaining. He
breaks free, on a rocky bank, high above the stream -- the

police ROAR up the rocks after him. Bullets RICOCHET,
CRACKLING LASERS SCORCH TREES AND ROCK --

The Young Woman is up to her neck in the middle of the river,
GULPING WATER -- she turns and sees her husband's final dash --
sees them shoot him with a LASER -- a LOUD CRACKLE and the
Young Man SCREAMS --

Two Police ride into the water after the Young Woman -- she's
in complete PANIC as the police jump off their bikes and plunge
into the stream.

She swims with the current, desperately, pushing her son
ahead of her -- her baby son begins to CRY.

Now the police are behind her -- one grabs her ankle as she
swims. She kicks him in the face. Breaks free. With her
last bit of energy, she pushes her Son away on the raft...

But the police overpower her. She SCREAMS. Struggles. They
grab her hair -- she breaks free a final time --

Sees the raft float away -- even manages to look hopeful for
a final moment -- and then the police force her head under
the surface. And we see her UNDERWATER, SCREAMING.

The BABY SCREAMS as the current sweeps him quickly downstream.

DEREK

Has seen this drama unfold -- he now runs with the raft as it
floats around a bend. Sees it float towards some FALLS.

He wades into the water, fully clothed. Swims strongly to
the raft. Grabs the baby boy. Tries to swim with him.
The baby struggles. It's a fast current. Derek is pulled
under. Thrown against rocks. But he won't let go of the
kid. Somehow, he makes it back to shore.

POLICE

Assembled on a bank. More coded talk:

VOICES

Executed. All three? The
child's missing. Find the body.

EXT. GRASSY MEADOW - SAME

Derek RUNS MADLY -- HOLDING THE INFANT -- sounds of
MOTORCYCLES and COPTERS --

DEREK

We're gonna make it... we're
gonna make it...

IMAGES OF THE CHASE BEGIN TO FRAGMENT -- FROM BEHIND -- the
ROAR of motorcycles -- FROM ABOVE -- THE DRONE of a Police
Copter --

DEREK runs for his life -- the baby is screaming as Derek
reaches the top of the hill.

AERIAL VIEW OF Derek running along the crest towards a cliff.
Behind him, dark, ominous, MUCH CLOSER THAN WE WOULD HAVE
IMAGINED, the New York skyline -- sprawling -- even larger
than we know it today --

-- and Derek runs right OFF THE CLIFF -- clutches the
screaming infant -- they fall through the air -- over the
ominous New York skyline -- a man and child -- together --
always together --

SMASH CUT TO:

INT. JACK'S APARTMENT - NIGHT

JACK MULLER jerks up in bed. MARIA, a 25 year old Cuban,
lies next to him, watching. It's a HIGH-CEILINGED STUDIO
with a view across the Hudson. Furnished and decorated with
a certain masculine panache. The room is vaguely timeless...
except for his VIDEOPHONE and WALL-SIZED HDTV...

MARIA

Wild guess. It was nothing
again.

JACK

No. No, this time it was
something.

(beat)

I was on my back and you were on
top, doing some pretty amazing
things.

He gives her a kiss.

MARIA

You should see the look on your
face when you dream like that.

JACK

Go back to sleep. I've got to
get to work.

She watches him as he gets dressed.

MARIA

You can tell me about it... if
you want to.

But Jack says nothing.

EXT. MANHATTAN - FIRST DAWN

AERIAL VIEW OF WHAT'S HAPPENED TO A FAMILIAR CITY -- we come in over LIBERTY ISLAND -- the STATUE OF LIBERTY stands tall beside a NEW STATUE -- the MONUMENT OF JUSTICE -- and we head toward a handful of BUILDINGS which DWARF THE TRADE CENTERS.

SUPER: 2047 A.D.

NEW BRIDGES SPAN THE HUDSON -- LEADING TO SKYSCRAPERS ON THE JERSEY SIDE OF THE PALISADES. HOLOGRAPHIC AERIAL ADS...

AIR TRAFFIC -- COMMUTING COPTERS JOCKEYING FOR POSITION --

INT. COPTER - FIRST DAWN

Jack sits beside the PILOT. Three other men are with them, all in dark clothing: FORREST, MASAO, and CRISTOBAL.

They take out WEAPONS. Check them a last time. Put small BACKPACKS on. Pull on gloves. Lower face masks. Jack directs the pilot towards a towering APARTMENT BUILDING.

EXT. APARTMENT BUILDING - DAWN

The Copter hovers, backed by a panoramic view of Manhattan. One by one, the men slither down ropes, onto the roof. Jack is the last one down. The helicopter flies off.

Jack and the three other "gang members" swiftly secure long ropes to roof turrets -- an experienced team.

And then the four of them RAPPEL straight down the glass face of the building. As the first rays of SUNSHINE glint off tinted glass, the four black-clothed bodies are shadows swimming on a dark golden sea. Down... down... half a dozen stories.

Jack reaches the target window. Removes a LIGHT RAZOR, CUTS an opening. He enters. One by one the others follow. They walk at normal speed, calmly, almost casually...

INT. CORRIDOR - MORNING

The men move down the corridor -- Jack leads the way -- suddenly a LOUD ALARM SUDDENLY BLARES -- Jack glances at a MOTION DETECTOR -- suddenly they're in FULL SPRINT --

A door opens -- a large MAN appears, draws his weapon. Masao SHOOTs HIM DEAD. Jack and the three men run right over him into:

INT. ENTRYWAY - MORNING

With the ALARM BLARING, Jack SHOOTs OPEN an apartment door, KICKs IT IN --

INT. BEDROOM - MORNING

PENROSE and his WIFE -- 35ish and terrified -- scrambling to get dressed as Jack and the others enter. She SCREAMs until Cristobal shoves his gun in her wide open mouth. She's immediately silent, her eyes wide. Masao keeps Jack covered as he approaches PENROSE, who backs away.

PENROSE

Take what you want -- there are
jewels in the dressing room--

JACK

Hold him.

Forrest, his weapon drawn, takes Penrose and throws him on the bed, face down.

PENROSE

NO! PLEASE!

Jack pulls out a FRIGHTENING-LOOKING STAINLESS-STEEL HYPODERMIC. Holds Penrose down. Speaks softly.

JACK

One thing about extracting
spinal fluid you should know,
Mr. Penrose. You wanna know
this or not? Your call.

Jack actually waits a few heartbeats. Penrose nods crazily.

JACK

If you move it'll kill you.

Penrose grasps the bed sheets in horror as Jack JABS the needle deep into his spine--

INT. BUILDING - LOBBY

ALARMS SOUND. SECURITY LIGHTS. A dozen Police burst into the lobby.

POLICE SERGEANT

Where?

DOORMAN

Seventy-three-forty-two!

Some take stairs -- some the elevator --

INSERT - HYPODERMIC - CLOSEUP

As Jack transfers the red-yellow fluid into a LIQUID-NITRO CANISTER. Penrose moans...

INT. APARTMENT - MORNING

Jack is working quickly, but not at all panicked. He displays a careful, almost surgical technique. But his partners are more edgy:

MASAO

Come on!

Jack completes the procedure -- with a SEALING HISS the spinal fluid has been transferred into this small canister.

STAIRWELL - THE POLICE

THUNDER up the stairs. Reach Penrose's floor. Powerful laser weapons are aimed at an outer door. BLAM! Vaporized.

INT. APARTMENT - MORNING

The Police burst in -- spread out -- JACK AND HIS GANG hurry into the hallway -- face to face with three Police -- AN EXCHANGE OF BULLETS AND LASERFIRE -- Cristobal is shot and killed. As Jack runs and shoots, he is shot in the shoulder, but it doesn't slow him -- more SHOTS -- Jack's gun JAMS --

FORREST

Jack!

Jack looks as Forrest throws him a PISTOL, which in one swift motion Jack catches and FIRES at two Policemen, who go down.

Penrose comes staggering out into the hallway behind them, waving and shouting to the Police.

PENROSE

Stop them!

Just then a cop leaps across the corridor and FIRES -- but the bullets hit PENROSE, who falls --

INT. CORRIDOR - SAME

Jack, Forrest and Masao sprint down a hallway -- TOWARDS AN ENORMOUS PICTURE WINDOW AT THE END. They don't hesitate at the sight of the dead end... they even PICK UP SPEED, running straight for it --

Cops behind them. SHOOTING. And Jack and his gang shoot too -- but at the window in front of them. The glass EXPLODES -- and the three men run straight out of the building, jumping into nothingness!

The Police run to the window and watch, incredulous...

EXT. BUILDING - SAME

Jack, Forrest and Masao PLUMMET towards the streets of Manhattan -- when SMALL BUT BEAUTIFULLY FUNCTIONAL PARACHUTES open from their backpacks. They coast down -- just missing personal helicopters -- towards a busy intersection and certain death.

Jack rips out a SMOKE BOMB, breaks it, it lights -- and he DROPS IT INTO THE STREET BELOW.

The street clouds in smoke. HAVOC. Cars come to violent, screeching halts. Jack and the others hit the ground. Jack, Forrest and Masao tear off their chutes and start running... turn a corner. Into an alley.

Four MOTORCYCLES sit, waiting. The three Men REV UP and speed away, leaving one cycle behind.

EXT. STREET - MORNING

The three WEAVE through the traffic. Jack's dashboard LIGHTS UP. BEEPS AND CLICKS.

A black Police cycle turns out of nowhere, on their tail. SUDDENLY RED LASER SIGHT BEAMS dance on Jack's back. A BOOMING, AMPLIFIED VOICE:

VOICE
PULL OVER IMMEDIATELY! YOU'RE
BEING TRACKED AND RECORDED!

Jack ACCELERATES and the other two gang members follow his lead... Jack leans into a hairy turn, heading west...

EXT. WEST SIDE HIGHWAY - MORNING

The Gang Members turn onto the highway lined with ANTENNAS -- they weave between cars. A POLICE BIKE follows. Then another. AND ANOTHER.

RIPPING WIND against him, Jack steers onto the shoulder to pass a creeping Klondike THIRTY-WHEELER -- Jack SLAMS on his breaks and FISHTAILS off the highway -- Forrest and Masao follow his lead.

Several of the Police bikes are trapped on the wrong side of the truck. Four Police turn off the highway and keep up the pursuit.

EXT. MANHATTAN STREETS - MORNING

Heading East through mid-town-- a heavy Asian influence. Vendors on every corner, buildings linked by RAISED ARCADES.

The chase speeds to the East Side -- narrower, crowded streets. The police finally SHOOT -- Masao goes down with a scream -- a horrible CRASH.

Up ahead, the street is blocked. Twenty men unloading a Klondike. Nowhere to go. Forrest TURNS ONTO A SIDE STREET -- speeds off --

-- but Jack drives straight for the truck -- and at the last possible second THROWS HIS BIKE TO THE SIDE -- SLIDES UNDERNEATH THE ENORMOUS TRUCK -- SPARKS FLY -- he then pops up and rides on --

Most of the Police don't even attempt it -- the two who do go down and stay down -- Jack zigzags to the East River docks --

EXT. DOCKS - MORNING

A WHITE TRUCK is waiting, motor running. Jack speeds up a ramp into the truck. The back panel RATTLES DOWN and the truck drives off... into the city...

EXT. EXTERMINATOR OFFICE - DAY

The truck rolls to a stop on a narrow street. Jack gets off. The truck rolls away...

INT. EXTERMINATOR OFFICE - DAY

Jack enters. A claustrophobic interior. Stuffed trophies of memorable extermination efforts; giant rats, a two-headed raccoon, piranhas, snakes, alligators... Clearly non-native species are posing more of a threat to homeowners in 2047.

A female CUSTOMER talks animatedly to OSTRAND, 75, old derby hat, wrinkled face, speaks with an Australian accent...

CUSTOMER

Look, all I'm telling you is that this rat has a Goddamn personality. It's eaten half of my couch.

OSTRAND

Sounds lucky for you we don't charge by the pound.

(sees Jack)

Hey, friend!

CUSTOMER

You can't make jokes about this rat, only I can make jokes about this rat.

Jack pushes past, behind the counter, and disappears somewhere in the back, behind shelves containing poisons, sprays, traps.

OSTRAND

(calls to Jack)

He's in with someone!

INT. BASEMENT - DAY

A SUB-BASEMENT door opens. Jack leaves the elevator and heads down a long corridor, past wire cages containing the largest live rodents anyone would ever want to see. They HISS at him. Flash TEETH. Gnaw at the mesh.

He continues past smaller cages. Inside are enormous spiders. Foot-long bright red centipedes. He moves toward the distant red door built into the stone.

INT. DEREK'S OFFICE - DAY

Computers. LAB and MEDICAL EQUIPMENT. EVANS, 57, over-dressed, nervous, sorrowful, is talking emotionally to DEREK (almost three decades older than when we first saw him). Another dark figure (KENT) stands at the door.

EVANS

I'm fifty-seven -- my wife's the same. You'd think it'd be one of us who'd get sick. Not a young girl of thirty-one. Here...

(holds up a photo)

This is Doris. That's my grandson she's holding. The tests came back a week ago Monday. Malignant. Without treatment, she has maybe two months. She's got her whole life in front of her...

Evans wipes his eyes and forehead with a handkerchief. Derek just watches as Evans gets angrier.

EVANS

The day the government said no more gene therapy they put a death sentence on my daughter.

(angrier)

We have some doctors as family friends. Of course none of them will go against the Codes... but they've told me once you get the genes, the surgery takes ten minutes. Ten minutes to save my daughter's life.

Evans gulps down a few breaths -- he is working himself into a rage, his cheeks and forehead reddening, his voice swelling...

EVANS

Nobody needs to tell me how far out of control things were getting, everyone wanting what only some people could have, or afford... well, I'll tell you what, better some people should have it than no one at all. Because... because...

DEREK

Because she's your daughter.

Jack slips in, past Kent. Derek's eyes flick to him for just a second. Even though Derek desperately wants to talk to Jack, he displays wonderful control, returning his gaze to Evans.

EVANS

Yes.

DEREK

And once she's gone, all the
rationales in the world won't
bring her back.

EVANS

YES. Please, please help me.

DEREK

Compassion's become a very
dangerous emotion.

EVANS

Someone on the Web told me about
a doctor named Varro. That he
runs a black market operation.
That he can get Doris what she
needs.

DEREK

(beat)

So what you want from me is an
introduction.

EVANS

I don't mean to offend you...
But listen, I have a Mercedes
dealership-- they're beautiful
cars... I can get you any
model... any color... please...

Derek looks at Jack again -- impatiently --

DEREK

Give Dimitri your name, your
contact.

EVANS

Dimitri...?

DEREK

Upstairs.

EVANS

(tears)

You'll tell Dr. Varro? God
bless you...

(turns to Jack)

Thank you.

DEREK

Red.

Evans turns back, confused.

DEREK
Tan interior.

And Evans smiles -- laughs --

EVANS
They're beautiful in red, aren't
they? Thank you again... so
much!

And Evans starts to leave. Derek nods towards Kent. Kent follows Evans out of the room -- Derek turns to Jack, his dark eyes suddenly aglow with excitement.

Jack's face remains impassive... then he smiles.

JACK
They sure don't make it easy.

Jack reveals the canister. Derek can't help but laugh as he moves to Jack and hugs him. The affection is more than celebratory, it's proudly paternal.

JACK
We lost Masao. And Cristobal.
I don't know if Forrest made it
either.

Derek nods somberly. Then, warmly:

DEREK
But you made it.

JACK
Barely.

Jack pulls his jacket away, revealing the shoulder BULLET WOUND.

DEREK
Jesus --

JACK
I didn't even know I was hit
until I got to the truck --

DEREK
Lie down...

INSERT - THE WOUND - MOMENTS LATER

As Derek STITCHES the gash closed.

JACK (OS)

Are you sure about Penrose? He
didn't look a day over forty.

INT. DEREK'S LAB - LATER

In Derek's small medical lab, Jack lies on a table -- Derek works on him with the gentleness of a father.

DEREK

I was there twenty-five years
ago when they gave him the
treatment. He looked about
forty then, too.

(beat)

You can't feel this, can you?

JACK

No.

(smiles, reliving
moment)

You should have seen us...
jumping out that window. It was
pretty beautiful...

Derek turns from him and moves to his LAB EQUIPMENT -- he extracts some fluid into a SYRINGE -- this procedure is complicated, expert.

JACK

I wish I could've seen the
expressions on the police--

DEREK

Jack, we're leaving.

(beat)

We're not turning this over to
Varro.

Jack looks up at Derek, surprised.

JACK

He'll find out... he'll kill us.

Derek moves to Jack, GIVES HIM AN INJECTION. Jack winces.

DEREK

If we don't move now... we'll
just be middlemen the rest of
our lives.

Jack looks up at him, with some doubts.

DEREK

We're never going to score something like this again. Jack, we've earned it... I spent months tracking Penrose and you risked your life tonight. It's ours.

Jack finally nods.

DEREK

It's just the two of us, Jack. From here on... don't trust anyone.

INSERT - MENU - CLOSEUP

PIANO MUSIC. We're CLOSE on an LCD computer screen. An elegant MENU. Maria's finger touches the "SALMON" entree. NEW CHOICES appear: "WILD. DOMESTICATED. SYNTHETIC."

MARIA (OS.)

Well this can't be very affordable, there are no prices.

INT. RESTAURANT - NIGHT

Jack and Maria at a fancy restaurant. Unlike before, now she's dressed. Beautifully.

JACK

Don't worry about the prices.

He smiles at her -- distantly, and she senses it. They both make touch-selections on their menus, which both RESPOND QUIETLY:

MENU VOICES (VO)

Very good. Thank you.

MARIA

So I bought a dress for Wednesday.

Jack stares at her for a long moment. Finally, he snaps out of it, and we realize just how distant he really is:

JACK

Huh?

MARIA

Giselle asked if we could get there a little early.
Wednesday.

JACK

You know I don't like to make plans so far ahead.

MARIA

Three days is a real commitment.

Jack flashes a smile he's been told is charming.

-- JACK

I know a lot of women who would like their boyfriends to work as hard as I do... to take them to places like this.

Maria stares at him -- somehow hardens.

MARIA

This place is a little expensive for us.

JACK

I take that as an insult to exterminators all across the country.

MARIA

What about your apartment?

JACK

(beat)

What about it?

MARIA

How can you afford it?

JACK

Listen, I don't need this.

MARIA

What about the... arsenal of weapons in your closet?

Jack is suddenly angry -- he sits back --

JACK

What the fuck is going on? Are you spying on me?

MARIA

I guess I am. I called City College, too. They have no record of you. So I find it difficult to understand how you could've dropped out when you were never enrolled...

(beat)

I don't want to be the girl you screw, Jack. And lie to.

JACK

(beat)

It wasn't bad for a while, was it?

MARIA

Jack, is the truth so bad?

JACK

This is me. All right? So I don't know what the hell you want.

MARIA

(beat)

The man you pretend to be... the Jack who lies about who he is and what he does... is a man I don't want anything to do with.

(beat, softly)

But my instinct says the man you really are... is someone I could spend my life with--

Jack stands, throws down some PLASTIC-SHEET CASH.

JACK

My instinct says we're wasting each other's time.

And he walks away without looking back.

INT. EXTERMINATOR'S - DEREK'S OFFICE - NIGHT

Jack arms himself -- loads and checks a shoulder holster pistol. Derek packs a briefcase with some MEDICAL EQUIPMENT -- They're both moving quickly, expertly.

JACK

How'd Varro find out?

DEREK

When you made your escape
Penrose got hit by the cops. It
was an accident.

Jack looks up from loading the gun.

JACK

Jesus, they killed him?

DEREK

He kicked off before police MD's
could harvest his blood. So
what we've got is now the only
viable specimen.

JACK

The police thought it was Varro?

DEREK

They called him in for
questioning. Now he knows we've
got the gene.

JACK

There's some irony for you. The
only man to survive the
longevity experiments...
supposed to live three hundred
years, and some cop wings him by
mistake.

DEREK

That's why we're doing the deal
tonight. It's a rush, but it's
our only chance.

EXT. BOAT BASIN - NIGHT

A TUGBOAT on the HUDSON RIVER -- the incredibly crowded New
York skyline GLINTS in the background.

At the dilapidated BOAT BASIN on the Jersey side, Jack and Derek
stand at the end of a rotted PIER. Derek carries the briefcase.

The TUG pulls near -- Jack and Derek climb aboard, met by two
Asian crewmen, CHUN and KIM.

Chun speaks to Jack and Derek in KOREAN -- they all wear ear-
phone-sized TRANSLATORS which translate foreign language in
real-time -- we can BARELY HEAR the translated dialog.

DEREK
Are we carrying guns? Yes, of
course we are.

The Koreans talk quietly to each other. Then Chun talks again in KOREAN, and Jack and Derek follow them inside.

INSERT - GENETOSCOPE POV - EXTREME CLOSEUP

The view through a genetoscope -- complex GENETIC MATERIAL.

INT. CABIN - NIGHT

A cabin filled with LAB EQUIPMENT. Jack and Derek sit at a table, as NIKOLAEVICH, a Russian technician, examines the genes through his genetoscope.

Jack glares at Chun and Kim. Nikolaevich looks up, annoyed. He speaks with a strong RUSSIAN ACCENT:

NIKOLAEVICH
Muller... this is no good... you
masked the nucleic acids... the
sequence is not readable.

Jack glances worriedly at Derek, who could not be calmer.

DEREK
What am I supposed to do, give
you a free sample? This isn't
perfume.
(pulls out cigarettes)
Smoke?

NIKOLAEVICH
No thank you.

Derek then notices something -- his smile vanishes --

DEREK'S POV - NICKOLAEVICH'S SHOES

There seems to be nothing unusual about them...

BACK TO SCENE

Derek lights up a smoke. Nikolaevich glances at Derek's open, EMPTY BRIEFCASE.

NIKOLAEVICH
Did you bring any unmasked
material?

Jack watches Derek carefully -- confused himself --

DEREK
Did you bring the unmarked cash?

NIKOLAEVICH
(beat)
Yes, of course.

Nikolaevich motions to Chun as Derek WHIPS OUT HIS GUN AND FIRES -- killing NIKOLAEVICH. Chun and Kim raise their weapons, but JACK RIPS OUT HIS GUN AND SHOOTS CHUN AS DEREK TAKES OUT KIM --

DEREK
I don't think I'm wrong about this. Those shoes are police-issue.

EXT. DECK - NIGHT

Jack and Derek -- guns drawn -- arrive on the deck -- but by now the tug has drifted into the MIDDLE OF THE HUDSON --

DEREK
Shit.

And before they can think, all hell breaks loose: the entire area is BRILLIANTLY LIT by descending POLICE CHOPPERS and BOATS and COMMANDS which seem to come from ALL DIRECTIONS:

PA VOICES (VO)
DROP YOUR WEAPONS -- YOU CANNOT
ESCAPE -- HANDS ABOVE YOU HEAD!

POLICE RAPPEL from the choppers -- Jack spots POLICE BOATS which aim LASER TRACKERS -- Jack raises his gun at the chopper -- but Derek pushes Jack's gun hand down --

DEREK
There's no point.
(Jack looks at him)
When the odds are this low, it's suicide.

Derek drops his gun and raises his hands. Jack slowly follows suit. They just stand there as the first POLICE reach them, roughly throw them to the ground --

JACK
Derek!

DEREK
Wait, you don't--!

They are dragged apart -- arms SHACKLED -- Jack watches, helpless, as a Policeman kicks Derek in the head.

JACK
DEREK?! DON'T YOU FUCKING HURT
THAT MAN! DO YOU HEAR ME?!!!

A second Policeman shoves his heel into Jack's neck -- almost breaks bones -- Jack resists -- but another COP pulls a gun and SHOTS Jack who SCREAMS as we SMASH CUT TO:

WHITENESS

Silence. And then a strange CHUFFING SOUND.

INT. HOLDING CELL - NIGHT

PAN DOWN from THE BRIGHT LIGHT which shines upon Jack, who is unconscious, shackled to a chair. Jack stirs... raises his head... searches...

LENNY (OS)
 I guess right about now you sort
 of feel like you've been hit by
 a train, huh?

Jack twists around... tries to spot him... can't...

LENNY (OS)
 You don't need to answer that.
 Wasn't a question.
 (beat)
 You were shot with a Dentenol
 taser-- have you heard of those?
 They're new. It's a
 tranquilizer but it sounds like
 a toothpaste, doesn't it?

LENNY walks into view. He is cleaning a PIPE with a pipe cleaner... the chuffing sound. Lenny is a cherubic 49 with a brown suit and an instantly-likable smile. He's sniffing, eyes red -- a bad case of allergies...

LENNY
 I'm Agent Shaw. And you're Jack
 Muller.
 (lights pipe)
 You're due at MacClain Maximum
 Security in six hours. You're
 supposed to be on a transport
 right now... but I'm creatively
 interpreting the rules.

JACK
Where's Derek?

Lenny bends to look at Jack at eye level.

LENNY
If I were you I wouldn't be
thinking about Derek so much...
as worrying like hell about
myself.
(smiles)
You can call me Lenny if you want to.

JACK
Is he alive?

LENNY
(coughs)
Tell us where to find the gene.
Give us some evidence to
incriminate Varro. And we'll
give you a new life.

JACK
Just send me to MacClain.

LENNY
Varro knew you were cutting him
out. That's what you were
doing, right? You were gonna do
the deal yourself and leave the
country. Well my guess, Varro's
not done yet. You go to
MacClain and he'll have you
killed in five minutes. So if
you really want to go... we
might as well bury you now and
save transportation costs.

A beat. Jack's clearly concerned.

JACK
If he's going to kill me, he's
going to kill Derek too.

LENNY
(sniffles)
Derek's in isolation. My boss
thinks he's important enough to
spend lots of money to protect.

JACK

(beat)

Good.

LENNY

Listen, Jack, this selfless
thing is wearing thin --

Lenny coughs again -- blows his nose.

JACK

Allergies? I know someone who
can take care of that. And not
just for you... but for your
kid. And your kid's kid...

Lenny studies Jack's face... debates getting into this at
all...

LENNY

That's right. If I had cancer
you could zap that away too.
You could even make me look
pretty.

JACK

I wouldn't go that far.

Lenny leans close.

LENNY

Or live for three-hundred years.

(beat)

We drew a line in the sand,
Jack: no more tampering. You
are who you are. Allergies and
all, accept it. Genetic
therapy's a Pandora's Box, soon
as we opened it we had decent
people willing to kill each
other to be stronger and
smarter... hoping to live a
little longer. And civilization
almost came crashing down.

JACK

Maybe you should've let it
crash.

LENNY

If that gene gets into the public's hands, that's what could happen.

(sneezes)

We want that gene back.

Jack looks up at him, surprised.

LENNY

What we got from the boat was masked.

(beat, leans close)

Give us enough information to nail Varro... and to retrieve what you stole Wednesday morning. In return you join the witness relocation program -- get a life far from all of this. Away from Dr. Varro. Away from me. All expenses paid. So don't make this decision without thinking it through.

JACK

Okay, let me think it over.

(feigns consideration,
then)

Eat shit.

Lenny just stares at him for a long beat... then turns and walks out. Slams the door. We HEAR a distant SNEEZE.

EXT. INDUSTRIAL AREA - DAY

A black TRANSPORT BUS with blackened windows drives past FACTORIES and FIFTY-STORIES-TALL SATELLITE DISHES. A police MOTORCYCLE ESCORT follows.

INT. BUS - SAME

A bumpy road. Jack sits alone.

INT. MACCLAIN PROCESSING ROOM - NIGHT

Jack, stripped naked. Orange LASER LIGHTS PLAY around him. GUARDS stand nearby. Guns and clubs.

GUARD

We try to be fair. You treat us
with respect... we treat you
with respect.

(beat)

Understood?

JACK

I think so.

The Guard suddenly SLUGS Jack in the gut with a club -- Jack goes down, GASPING.

GUARD

Welcome to MacClain.

INT. PRISON - NIGHT

Jack, locked in a cell. Studies his two nightmarish
CELLMATES. Turns back. Sees the bars from the inside for
the first time.

INT. SHOWER ROOM - DAY

Guards herd Jack and a half dozen other CONVICTS into a shower.

As water BLASTS from the spigots, SERGIO, an especially
unsavory type, exchanges a meaningful look with one of the
Guards. Both Guards turn and leave.

Jack showers, enjoys the warm water -- a small pleasure.
Sergio and a second big convict, DUNBAR, move to Jack.

SERGIO

Thinks he's in heaven.

Jack turns -- but before he can react, Dunbar's put a blade
to Jack's naked stomach -- backs Jack up to the wall --

SERGIO

What's that--? What is that?
Sounds like angels singing.

JACK

What do you want?

DUNBAR

What's funny is if I wanted to,
I could turn you into a girl. I
don't want anything, but Dr.
Varro wants you dead.

Jack moves fast, but not fast enough -- the blade slices into his abdomen --

Jack catches Dunbar's knife hand -- he grabs Dunbar's hair and rams his face into the wall. Bones SHATTER --

The other prisoners REACT as Sergio draws his own blade and advances -- on the balls of his feet -- moving the knife constantly --

Jack doesn't have much room -- Sergio's knife slashes him -- and a second time, more seriously. This is it -- Jack is seeing his own death -- believing it -- but he doesn't give way to panic -- he backs up against a faucet... Sergio follows him. Jack turns the HOT SPRAY on Sergio's face -- Sergio reels and Jack throws a STRAIGHT RIGHT -- connects with Sergio's jaw -- Sergio staggers--

Jack's on pure adrenaline even as he bleeds -- he throws ANOTHER PUNCH, then launches a ROUNDHOUSE KICK. It snaps Sergio's head.

A HALF DOZEN GUARDS including the two who left earlier now hurry back in -- as Sergio lunges at Jack with the knife. He and Jack grapple at close quarters -- it's hard to tell who's stabbing who -- Guards pull them apart.

GUARD

Where the hell's the knife?

But then they see -- it's buried deep in Sergio's stomach. Sergio collapses, dead. Jack falls back, his head SLAMS against the tile floor. But his eyes are open. Miraculously, Jack has come out of this alive. We PUSH IN on his horrified expression... and we...

DISSOLVE TO:

EXT. FOREST - FLASHBACK - DAY

The DREAM SEQUENCE we've seen before -- Derek runs with the infant Jack along the crest of some hills --

DEREK

We're gonna make it...

Behind them, the LOUD DRONE and dark shapes of fast-approaching motorcycles. Above them, the ROAR of police helicopters.

Derek runs right off the cliff. Soars high above the futuristic Manhattan skyline. Tries to hold onto the infant Jack. The baby floats free. Reaches back to Derek, who holds out his arms desperately.

The infant tumbles through space, somersaulting over the New York skyline... and now they've been ripped apart... A VOICE SOUNDS, calling from afar. At first indistinct, then clearer, closer...

LENNY (VO)
Jack... oh Jack...?

INT. PRISON HOSPITAL - DAY

Jack opens his eyes. He is secured to a prison hospital bed by four-point restraints. Sleek multiple-pass I.V. TUBES. Jack's eyes focus. Lenny smiles at him.

LENNY
As I was saying.
(beat, smiles)
The doctor says you actually died. Twice. So that would make you a lucky man, I guess. Getting a second chance at a second chance.

Jack opens his mouth. Whispers. Lenny can't hear. Comes closer -- then stops.

LENNY
Wait, you're not going to tell me to eat shit again, are you? Because I'm sure I could find the off switch on some of these machines.

Lenny looks at him for a beat, then leans close to Jack. A low, weak whisper:

JACK
Not Derek.

Lenny looks down at him. Thinks about it.

LENNY
You'll tell us what you know about Dr. Varro? Everything you know...

A beat. Jack's eyes close. He nods, barely.

JACK
Just... not Derek.

LENNY
(beat, pleased)
I think we can do business.

INT. PRISON - INTERROGATION ROOM - DAY

MOVING AROUND JACK during his debriefing. Lenny and several OFFICERS AND INTERROGATORS. Still bandaged, Jack is sweaty, exhausted; this debriefing has been going on forever.

JACK

... Senator Coughlin, Senator Childs, Secretary Ramirez... those are all the ones I knew. And that Border Patrol officer in San Diego, Gustav.

Lenny and the other Officers all nod, having heard this from Jack a number of times.

LENNY

And they're the only ones who cleared the path at International customs.

JACK

As far as I know. Interstate too, like I said. Same as Masclet in Canada. Varro just sent the animals anywhere he wanted.

INTERROGATOR

So they smuggled the genes in live animals?

Jack gives the Interrogator a long, burning look, tired of repeating himself.

JACK

Yes.

LENNY

And Varro arranges the surgeries.

JACK

He has doctors working for him all over the world. I told you, you get Masclet, he has those names.

INTERROGATOR

You worked on straight commission?

JACK

They told us what they needed
and where to find it. We stole
it and they paid us.

LENNY

Always spinal fluid?

JACK

It's supposed to be easier to
implant. Genetic material from
spinal fluid. And I still don't
know why that is.

Lenny leans close... almost seems pleading.

LENNY

Where's the gene, Jack?

JACK

(fed-up)

You want me to tell you for the
seventy-fifth time? I don't
know. Do we have a deal or
what?

Their eyes lock...

EXT. VAN - NIGHT

A white POLICE VAN leaves MacClain prison.

INT. VAN - NIGHT

Jack sits by the window, watching as the van leaves MacClain
and its LIGHTED guard towers...

LENNY (V.O.)

Let me be the first to welcome
you to your new life... Michael.

The LIGHTS from the guard towers dwindle to yellow cinders...

INSERT - DRIVER'S LICENSE - EXTREME CLOSEUP

A license with a PHOTO OF JACK -- and the name MICHAEL
BOWMAN.

LENNY (OS)

Your history has been recorded
in the first person. You'll
listen to it while you sleep,
after a week the answers will
become pretty automatic.

INT. OFFICE - PROGRAM BUILDING - DAY

A simple, impersonal office in a large government building. Jack
(referred to hereafter as MICHAEL) sits across from Lenny.
Michael puts down his license and takes the DIGIPAD that Lenny
holds out. He begins reading silently.

MICHAEL

Harrisburg, Pennsylvania?

LENNY

You lived there until you were
six.

MICHAEL

Track team, huh?

(keeps reading)

I waited that long to lose my
virginity?

Lenny allows Michael to read on. Michael grows increasingly
disturbed -- Lenny has anticipated this...

MICHAEL

Wait a second... what the hell
is this?

LENNY

Your information was useful, we
cleaned up some of Varro's
operation, but we still don't
have enough to put him away.
Not surprisingly the price on
your head has tripled. So we're
taking extraordinary
precautions, getting you clear
off the Eastern Seaboard.

MICHAEL

No, it's not that, it's not
where I--

LENNY

He'll search through national records, cross-reference for a single man -- it's impossible to fabricate an airtight story, but we have an unusual opportunity--

MICHAEL

You said new job -- new name -- you didn't say--

LENNY

A young couple moving to a new town and some new jobs at a factory... apparently he fell asleep at the wheel. Bad luck for them... morbid good luck for you. And for Susan.

(beat)

She's in a situation some might say is even worse than yours.

MICHAEL

(angry)

I couldn't care less about her situation...

Lenny hits a button on his desk.

LENNY

Good, that's best.

The door opens. SUSAN TANNEN enters. Attractive. Late twenties. She looks even less happy about the unfolding situation than Michael is. She sits.

LENNY

Wanhegan, Ohio. Near the Pennsylvania border. Used to be an agricultural town.

Lenny pulls out a stack of legal documents, hands them to Michael and Susan.

LENNY

Susan, this is Michael.
Michael, Susan. You two have been legally married for three years. Sign these with your new names.

Michael and Susan begin to sign the papers.

LENNY

A lawyer will contact you after a year. When the divorce is final, you're both free to move wherever you like, continuing your new names and histories.

As Michael and Susan trade signed papers, they glance at each other. Then away. They continue signing.

LENNY

There's one other thing. The most important. You can never tell anyone your true past. No one, not even each other. Years from now, when you've met other people, and you're both married and living in the middle of nowhere and it's late at night and you've had a few drinks or capsules and you think you might as well tell them the truth because what the hell... don't.

Lenny leans forward. Dead serious.

LENNY

Because, and we know this, so do trust me please... people find out. And then it's over. We've got a saying in the Program: two people can keep a secret when one of them is dead. Understood?

Susan and Michael nod, reluctantly. And a VOICE FADES IN...

MAN'S VOICE (VO)

(stilted, like a pre-recorded language lesson)

... until I was fourteen. My best friend in high school was Spencer Clark. He had wild red hair and freckles...

DISSOLVE TO:

INT. MICHAEL'S BEDROOM - PROGRAM BUILDING - NIGHT

A small dormitory-style bedroom, high up in the government building. Michael sleeps wearing wireless chocolate chip-sized EARPONES.

MAN'S VOICE (VO)
 ... we were on yearbook and
 track team. Spencer and I
 applied to all the same schools.
 He was accepted to all of them,
 and I was accepted to none...

DISSOLVE TO:

INT. RECREATION ROOM - DAY

Michael runs around an indoor track. At first he jogs -- but then something pushes him -- he runs harder and harder, until he's sprinting -- we HOLD on him as he runs...

MAN'S VOICE (VO)
 My grades were low and I tested
 very badly. I moved to
 Philadelphia when I was eighteen...

DISSOLVE TO:

INT. PHOTO ROOM - DAY

A worker 3-D SCANS Michael's face with a laser sweep...

MAN'S VOICE (VO)
 I worked for the city... paving
 streets... when I was twenty I got
 a job busing dishes in...

The Man's Voice slowly DISSOLVES to a WOMAN'S VOICE...

WOMAN'S VOICE (VO)
 My first year of college I was
 on the dean's list. But what I
 really wanted was to get
 married. Start a family...

DISSOLVE TO:

INT. SUSAN'S ROOM - PROGRAM BUILDING - NIGHT

A similar room to Michael's, with a few added touches; a quilt, a tablecloth, and a flower in a drinking glass. Susan is asleep, subconsciously listening to her RECORDING:

WOMAN'S VOICE (VO)
 My Junior year I met a boy from
 Texas named Steven Fisher. He
 flew small planes and he had the
 greenest eyes I'd ever seen...

DISSOLVE TO:

INT. COMPUTER TRAINING ROOM - DAY

Susan sits at a computer terminal. A Program INSTRUCTOR watches her work.

WOMAN'S VOICE (VO)

Steven died in a plane crash.
I'd rather not talk about it, if
you don't mind... I left school
after that.

DISSOLVE TO:

INT. READING ROOM - DAY

Desks, messy with computers, digipads, papers, and various books on Pennsylvania, St. Louis, Chicago -- digital high school yearbooks. Maps and picture books. Michael and Susan sit apart from each other, silently reading their digital pads with their life histories.

WOMAN'S VOICE (VO)

Michael and I met at a diner in
Philadelphia. He was working
there, and we just started
talking. We hit it off. Michael
asked me on a date, and we went
out... and that's that.

Michael and Susan exchange a look... then go back to their studies...

DISSOLVE TO:

EXT. BULLETRACK STATION - DAY

A gray day in the middle of nowhere. The BULLETRACK -- an electromagnetically floating train -- appears on the horizon and sweeps toward the station with a strange HUM.

It pulls to a stop, then LOWERS. Doors open. A few passengers exit the train.

Lenny, Michael and Susan are on the platform.

LENNY

Well. This is the tearful
goodbye.

The train's BOARDING TONE. Susan just turns and gets on the train. Michael looks at Lenny.

MICHAEL
Just tell me if Derek's okay.

LENNY
(shrugs)
He's alive.

The final BOARDING TONE. Michael turns and boards the train. A HISS and the train RISES and speeds off. Lenny checks his watch.

INT. BULLETRACK - DAY

The sleek, quiet interior. Michael and Susan sit together, silently. Tense.

MICHAEL
What do you think it's gonna be like?

(beat)
I mean to work in a factory?

SUSAN
(doesn't look up)
I have no idea.

MICHAEL
Yeah. Sounds real exciting.

SUSAN
Does it matter?

MICHAEL
I guess it doesn't.
(beat)
I don't think I've ever been in a factory, and now I'm supposed to--

SUSAN
(biting)
I shouldn't know anything about your past.

MICHAEL
Oh. As if... that could be really important, whether I've ever been in a factory or not.

She just looks away from him.

MICHAEL

Hey, are you always this talkative?

SUSAN

I don't like your sarcasm.

MICHAEL

(beat)

Well fuck you.

EXT. BULLETRACK - DAY

A RUSH as the train speeds by us -- an unfamiliar DISTANT CITY in the distance.

The train passes a row of billboards -- the one facing us, for COPPERTONE OZONE CREAM: "RUB ON YOUR OWN OZONE LAYER".

EXT. MICHAEL AND SUSAN'S HOUSE - WANHEGAN, OHIO - DAY

A modest one-story home. Large moving truck. Moving men carry in boxes. Atop the mailbox reads "THE BOWMANS" in small white letters.

An electric station wagon pulls silently up. Michael and Susan get out of the car, looking up at their new house. Approach it tentatively.

INT. LIVING ROOM - DAY

Small unfurnished rooms with boxes. Michael goes through a box as moving men carry in furniture. He pulls out a WEDDING PICTURE.

INSERT - PHOTOGRAPH

Michael -- looking years younger. Susan, ravishing in a wedding dress, stands next to him. They both look incredibly happy.

BACK TO SCENE

MICHAEL

Huh.

Susan walks into the room, carrying clothes. For a moment, she glances at the photo... she's also a little surprised.

Then, without a word she walks out. Michael sets the photo on the mantle. Adjusts it.

INT. BATHROOM - DAY

Susan puts toiletries and medicines in the bathroom mirror. When she closes the mirror she looks at her reflection closely.

She gently touches her face. She has to blink back her tears.

INT. MICHAEL'S BEDROOM - DAY

Michael opens a suitcase on the bed. Removes clothes. A union jacket. Flannel shirts. Long johns.

MICHAEL

Great. I'm a hick.

INT. LIVING ROOM - NIGHT

Susan closes the blinds and locks all three door locks, double checking them. Michael stands at the hallway door, watching her. She turns and their eyes meet. Tension.

SUSAN

Goodnight.

She moves past him, heads down the hall and turns into the bedroom on the left. Closes the door. WE HEAR IT LOCK.

Then Michael heads down the hall, turns into the room on the right. He closes his door.

INT. MICHAEL'S ROOM - NIGHT

Michael lies in bed, stares at the ceiling. The CRICKETS are LOUD -- he covers his ears with his pillow, tries to sleep.

INT. TOWN - MORNING

Michael drives their station wagon down Main Street. Susan sits next to him. Both are dressed in gray factory uniforms. They stare out the window glumly, getting their first looks at the little town of Wanhegan.

MICHAEL

What's that? A bowling alley?
I didn't think people still did
that...

They pass the Town Center -- a small cluster of stores. Several of them are boarded up. SILENT, ELECTRIC cars and a ROBOTIC CROSSING GUARD at the school intersection.

MICHAEL

The scary thing is the real
Michael and Susan chose to come
here. Jesus.

They drive past a decades-old "WELCOME TO WANHEGAN" sign, painted red, in the shape of a large TOMATO.

INT. TRAIN - MORNING

Michael and Susan ride a spotless, silent train to the factory. They sit next to each other, without speaking.

The other people on the train are ALL FACTORY WORKERS, dressed in identical gray jumpsuits, carrying lunch pails. They all seem to know each other... there's a buzz of talking, joking, laughter.

EXT. FACTORY - DAY

The train stops. Michael and Susan exit the train and stop to look out at the enormous, NEW GEM (GENERAL ELECTRIC MOTORS) factory. Their workplace.

INT. FACTORY - MAIN ROOM

Five hundred employees in identical jumpsuits assembled. Doing the same exercises to a mechanical count.

MECHANIZED VOICE

And up two, three four. Swing
two, three, four.

CAMERA PANS DOWN A ROW -- past a few workers, including ESME, 32. We ARRIVE at Michael, who is a little out of synch.

INT. FACTORY - DAY

BURKISS, a large co-worker, walks Michael through the still, mostly robotic ELECTRIC CAR ASSEMBLY LINE. He stops and points to a chair beside a conveyor belt.

BURKISS

That's you, Bowman. A tri-cut
valve comes by, you grab the
chain, bring it down, then drop
a torsion pin through the hole.

MICHAEL

And then what?

BURKISS
And then what, what?

MICHAEL
That's my job?

BURKISS
Think you can handle it?

MICHAEL
Gee, I don't know.

Michael sits -- eyes the conveyor belt.

BURKISS
I'll check up on you in a couple hours.

Burkiss heads off. Michael glances over at DAVE, a young, friendly guy working the same job the next line over.

MICHAEL
So what happens if you miss one?

DAVE
Oh, they got a checker up ahead.
If ya miss one, machine puts it on
for ya. I miss all the time.

MICHAEL
So why doesn't the machine just
do it all the time?

DAVE
(smiles)
Quota. Twenty percent of all
line jobs reserved for humans.

Michael can only nod. Then a LOUD BUZZ and the ASSEMBLY LINE BEGINS -- the factory comes to life -- and Michael begins his new job. A valve comes by -- Michael tries to grab the chain, but it moves too fast -- he tries a number of times before finally getting hold of it -- he pulls it, and with it comes down a TRI-CUT VALVE on a small platform -- he inserts the torsion pin...

DAVE (OS)
Five points.

Michael turns and looks back at Dave, who does his job effortlessly -- every time Dave grabs the chain and pulls the valve to the conveyor belt, says:

DAVE
Five points.

Michael rolls his eyes and returns to his new livelihood.

INT. KITCHEN - NIGHT

Their dark kitchen, boxes everywhere. Michael and Susan, dressed in jeans and flannel shirts, sit at their dining table. She eats a great-looking DINNER and reads an ELECTRONIC BOOK. Michael eats a pizza -- shoves down a slice. Mouth full, he freezes when he sees he's being watched.

MICHAEL
What.

She shakes her head, forget it, and goes back to her dinner.

MICHAEL
(beat)
So how was work today?

SUSAN
Fine.

MICHAEL
(beat, chews)
I didn't see you in the factory,
where exactly are you, uh--

SUSAN
(irritated)
Programming.

MICHAEL
(surprised)
You're a programmer?

SUSAN
(beat)
Susan is.

She goes back to her book. He finishes his piece of pizza.

MICHAEL

You know... there's something I can't figure out -- well there are a lot of things, but this is one of them -- why did a girl like Susan marry a loser like Michael? I mean these were real people, right?

SUSAN

I have no idea.

MICHAEL

Yeah, me neither -- think about it. She was smart. A promising future... and Michael was an idiot. I mean, I don't know... he must've been pretty great in bed or something.

She finally lowers the book. Deadpan.

SUSAN

She was in love with someone else. And he died. She must have been incredibly desperate.

Michael smiles wryly. Then he stands, pulls on a jacket.

SUSAN

Where are you going?

MICHAEL

Out. Honey.

She watches him go...

EXT. TOWN STREETS - NIGHT

Michael walks through suburban streets... picks up the pace...

EXT. THEATER - NIGHT

Eerily quiet. A few scattered PEDESTRIANS outside the otherwise empty small local theater with LASER ADS HURLING INTO THE NIGHT SKY. Michael is on a payvideophone beside the building. He punches numbers -- the videophone SCREEN LIGHTS UP: "NUMBER NO LONGER FUNCTIONAL. REFER REQUESTS TO NYC POLICE DEPARTMENT."

Michael hangs up. Glances around nervously. Watches a car drive slowly past. He dials another number.

42.

The screen FLASHES: "NUMBER NO LONGER FUNCTIONAL. REFER REQUESTS TO NYC POLICE DEPARTMENT."

Michael's face -- he's trapped -- frustrated -- it's started to drizzle. He pulls his jacket around his neck. Then he tries another number.

The screen flashes: "DIALING." Then "RINGING." A familiar face appears -- the old man from the exterminator shop -- OSTRAND. When he sees Michael, Ostrand freezes in disbelief.

OSTRAND

Holy shit, is that really--

MICHAEL

You read this number? Call me back from a public phone and use a scrambler. Hurry.

Michael quickly hangs up. He turns, watches the light traffic. Then a dozen HIGH SCHOOL COUPLES hurry out of the theater, laughing, talking... Michael's suddenly in the center of this crowd. A high school GIRL catches Michael's eye. She smiles at him. And then a high school GUY wraps his arm possessively around the girl.

GUY

Hello? Beth? Let's go.

And he leads her away. Michael smiles.

INSERT - VIDEOPHONE - CLOSEUP

As it rings -- Michael answers -- it's Ostrand again, calling from a city street. His face is now digitally distorted, barely recognizable. His voice VOCODED.

OSTRAND

Hey, Jack--

MICHAEL

Where's Derek? Do you know if he's okay?

OSTRAND

No one knows that, friend. I thought he was dead. The police came to the shop, you know. Only a few of us got away.

MICHAEL

What about Forrest?

OSTRAND

Yeah, he's alive, but--

MICHAEL

Find him. Tell him I called.
That I want to know where
they've got Derek.

OSTRAND

Varro's lit the city on fire for
you--

MICHAEL

I don't care. We're gonna find
Derek and we're gonna get him
out.

OSTRAND

Okay. But just stay low for a
while. Don't even tell me where
you are, Jack, I don't want to
know.

MICHAEL

(beat, looks around)

Yeah, that's for sure.

EXT. MAIN STREET - NIGHT

Michael walks down Main Street. Past a local BAR... COUNTRY
MUSIC... he glances in the window. Happy couples laughing...
dancing...

Then a DINER -- from outside he can see FAMILIES sitting in
booths. Michael watches for a moment... then continues...

EXT. MICHAEL AND SUSAN'S HOUSE - NIGHT

Michael heads up the walk. He stops -- looks at the house
glassy-eyed. And he sees something. Through Susan's window.

Through the drapes which are almost drawn, Susan -- wearing
scant work-out gear and illuminated only by a warm table lamp
-- is finishing an EXERCISE ROUTINE -- a sort of Tai Chi.
Her lean body is graceful... Her hands float up from her
hips to her shoulders. Her body pivots smoothly...

Michael moves closer -- smiles faintly -- as Susan spins
exquisitely... and then she finishes. She pulls off her top.
Michael watches, frozen solid. Susan then leaves the room,
but Michael remains there, standing still...

EXT. VISCOTT PRISON - NIGHT

PUSH IN SLOWLY on a dark, imposing prison facility...

INSERT - DEREK'S EYES - CLOSEUP

Derek's face fills the screen -- his eyes plotting and dark. When we PULL BACK we see we're in --

INT. VISCOTT CELL - NIGHT

Derek's small, concrete cell. A sink, toilet and bunk. Derek, wearing LEG SHACKLES, sits on the floor, against the cold back wall, looking up, through the wall of cross-hatch steel bars.

An armed GUARD stands motionless in the corridor, outside the cell. After a long beat, Derek speaks:

DEREK

Hey.

(beat)

I'd like a cigarette. If it's no trouble.

The Officer doesn't respond.

DEREK

I just, uh... I saw the tobacco stains on your fingers.

(long beat)

Please.

Without saying a word, the Guard looks back at Derek.

DEREK

I used to smoke two packs a day. Swear to God, the toughest thing about being here's been quitting cold turkey.

The Guard and Derek share a long look. Somehow, Derek's gaze breaks the Guard's icy facade. The Guard takes out a pack of smokes and a lighter. He then tosses the lighter and a single cigarette into Derek's cell.

GUARD

Go to town.

DEREK

Thanks. I will.

Derek stands, takes the lighter and the cigarette. The Guard smiles and turns away.

Derek pulls back a metal pin and the top seal of the lighter. He pours some of the LIQUID from the lighter into the palm of his hand, then smears it on his own shirt... and then he LIGHTS THE LIGHTER and his shirt IGNITES --

DEREK

JESUS!

The Guard spins around --

OFFICER

Holy shit.

The Guard runs to a red ALARM PLUNGER near the door -- slams it down -- ALARMS SOUND -- the Guard breaks the glass at a FIRE EXTINGUISHER as Derek becomes ENGULFED IN FLAMES and moves near the back of the cell --

DEREK

HELP ME! PLEASE!!!

The Guard scrambles -- unlocks and enters the cell, pulls the pin on the extinguisher and aims it when DEREK GRABS THE GUARD AND HUGS HIM TIGHT -- their eyes lock and the Guard SCREAMS -- HIMSELF BECOMING ENGULFED IN FLAMES. In horrible pain himself, Derek grabs the Officer's GUN and KEYS and pushes the Officer onto the bunk, grabs the extinguisher and leaves the cell, slamming the cell door closed.

As the SCREAMING Guard burns to death, Derek hits the extinguisher and puts himself out -- second and third degree burns run up his chest and the side of his head. He UNLOCKS his leg shackles as the corridor's door opens and two GUARDS enter -- Derek FIRES, killing all three. He takes one of their guns and runs off --

INT. VISCOTT CORRIDOR - NIGHT

ALARMS continue. Derek -- in pain, clothes smoldering -- sprints down the corridor, guns in each hand, shooting at SURVEILLANCE CAMERAS.

A door opens behind Derek -- a GUARD opens fire and CRACK! The laser weapon takes a chunk out of a wall as Derek hits the floor, spins onto his back and FIRES his gun, hitting the Guard in the leg -- but suddenly the muzzle of a MACHINE GUN is at Derek's head. Then another.

VOICE

Drop it.

Derek freezes -- looks up -- he's surrounded by five armed Guards. Derek winces in horrible pain as he drops his weapon. GLOVED HANDS grab him by the hair and pull him out of frame...

INT. KITCHEN - MORNING

Michael, dressed for work, stands at the open refrigerator, eating from a container and examining the contents of the fridge, almost as if watching TV. Then Susan appears.

MICHAEL

Leftovers.

(beat)

Fair game, right?

SUSAN

That was my lunch.

A beat. He offers her the mostly empty container. She turns and walks off.

MICHAEL

Morning.

INT. FACTORY COMPUTER ROOM - DAY

Susan works at a holographic computer monitor. Her co-worker, ESME, sits back from her terminal and lets out a sigh, momentarily baffled. Susan can't help glancing over. Esme feels the glance... Speaks with a slight Southern accent:

ESME

This is what I get for telling
them I know how to run Excel Pro
ten-point-three.

SUSAN

What are you trying to do?

ESME

(doomed)

Reorganize the whole employee
roster by five o'clock.

SUSAN

Well... this is just my first
week... I don't want to seem
like I'm showing off...

ESME
Sister, please.

Susan hits a few keys on Esme's keyboard. They both watch as the monitor suddenly comes to life, scrolls numbers...

ESME
(gratefully)
Any time you want to show off,
you go right ahead.

SUSAN
Sometimes I get lucky.

ESME
You and your husband moved into
the old Stewart house on Arcadia
Place, right?
(off Susan's look)
One thing about small towns, we
all know everything about
everyone.

SUSAN
(beat)
Really.

ESME
It's nice to have a new face.
(beat, smiles)
Who can save my job.

Susan smiles back.

EXT. MESA - DAY

The sun sets an eerie PURPLISH GLOW across this strange
expanse of land. Michael stands before Ostrand.

OSTRAND
I've got good news and bad news.

MICHAEL
Good news first.

OSTRAND
We found him. He was in isolation
at Viscott until last month. He
tried to break and they moved him
to Kelvin Compound F-10. Which is
the bad news.

MICHAEL
We'll need the floor plans to the
prison.

OSTRAND
I said Kelvin, friend. And the
old crew's gone. And unless we
get some help from the inside,
there's no way--

MICHAEL
I'll do it myself if I have to.

OSTRAND
You come home now and you're
dead.
(beat)
Just give me a little time.
I'll get the plans.

Both Michael and Ostrand REACH FOR THEIR OWN NECKS and we
SMASH CUT TO--

INT. MICHAEL AND SUSAN'S HOUSE - LIVING ROOM - DAY

-- and Michael sits in his living room and removes a GTE
SIMULCONFERENCE HELMET -- the preceding meeting took place in
a virtual environment. Michael stares off, in deep
thought... suddenly a HAND FALLS ON HIS SHOULDER --

Michael PIVOTS -- PUNCHES -- but it's Susan and her reflexes
are even faster than his as she BLOCKS his punch and
BACKFISTS him in the head-- He falls back into a cabinet --
dishes CRASH to the floor.

SUSAN
Michael! I'm sorry!

He tries to inhale. She kneels down next to him.

SUSAN
It was-- can you breathe?!

Michael nods, but he can't.

SUSAN
Put your hands up. Above your
head. Breathe...

She forces him to, and he attempts to breathe again --

SUSAN
Are you okay?

He finally catches his breath. Looks at her, livid. Gasps:

MICHAEL

No.

SUSAN

I took a self-defense course,
years ago--

MICHAEL

Did you want something?

SUSAN

I was upstairs... putting some
things away in the attic.
(guiltily)
There's a hornet up there...
(off his look)
A really... big hornet.

MICHAEL

Well it better be really big.

INT. ATTIC - DAY

Michael enters the dark attic with the same cat-like moves he used in the opening robbery -- but now he's in his attic, holding a CHROME SPRAY CAN.

He moves through the dusty room, littered with boxes, old lamps and pictures -- he spots something... moves slowly toward the opposite wall...

It's an enormous WASP sitting on a wooden beam.

Michael's eyes widen. He freezes. He slowly moves for it... raises the can and SPRAYS -- the WASP BUZZES and FALLS to the floor, dead. Michael calls back, a little cocky:

MICHAEL

Got it! And I've got some news
for you!

Suddenly -- in a BUZZING EXPLOSION -- an entire SWARM OF WASPS BURSTS FROM THEIR NEST TOWARD MICHAEL --

MICHAEL

SHIT! SHIT!!!

INT. HALLWAY - DAY

Michael runs -- FALLS -- from the attic -- slams the attic door and drops onto the hallway floor in HORRIBLE PAIN -- he lifts his shirt -- A DOZEN STINGERS in his back -- she GASPS --

SUSAN

You said you knew what you were doing!

MICHAEL

(furious)

That was no HORNET! It was a Mexican Green-tailed wasp! Not just ONE but A WHOLE FUCKING NEST!

SUSAN

I'll call a doctor --

MICHAEL

No. They're not poisonous. We just need to pull the stingers out and wash the wounds with Sulfathiazole. And soak the bandages in milk.

(off her look)

Just a wild guess.

INT. MICHAEL'S BEDROOM - EVENING

He lies on the bed, on his side, his shirt open. Susan kneels over him, using tweezers to pluck out the stingers. She cleans his wounds with disinfectant.

She moves his shirt aside, sees the KNIFE SCARS. An exchange of glances. She returns to cleaning his wounds.

INT. DINING ROOM - NIGHT

Michael digs into his first home-cooked dinner... perhaps ever. Susan eats, across from him.

MICHAEL

I was thinking the past couple of weeks... you were worried that maybe I was going to kill you in your sleep or something.

SUSAN

I can take care of myself.

(almost a smile)

With the notable exception of hornets--

BOTH

Wasps.

MICHAEL

Anyway, for the record, I'm not.
Gonna kill you in your sleep.
At least not tonight.

SUSAN

(a slight smile)
Well that's good to know.

MICHAEL

What I'm getting at... is I just
want to make sure you're not
going to kill me in my sleep.

SUSAN

No.
(beat)
I only kill in daylight.

MICHAEL

Good.

She smiles at him for a moment.

EXT. WANHEGAN - WEEKS LATER - DAY

The train cuts across the countryside, toward the factory.

EXT. FACTORY TRAIN DEPOT - DAY

Michael and Susan get off the company train, and head down
the platform:

MICHAEL

I think a party feels like not
such a good idea.

SUSAN

Okay, yeah, I figured. I just--
she's very nice and I don't want
it to look suspicious that we
never go out.

MICHAEL

We're reclusive people. We're
anti-social, we hate people.

A MAN passes by -- sees Michael and Susan --

MAN

Morning!

MICHAEL

(smiles back)

How are you?

(back to Susan,

quietly)

You know? And it could get dangerous, getting to know other people. Socially.

SUSAN

I've got to be honest at least this once -- I'm getting cabin fever.

MICHAEL

(considers)

Well... who's going to be there exactly?

SUSAN

Esme and her husband-- I don't know, people. People and their kids.

MICHAEL

Kids?

Michael suddenly bumps into someone --

MICHAEL

Hey, watch it--

Michael recognizes the man he's bumped into -- it's FORREST, from Derek's old gang...

FORREST

Sorry, man.

Forrest extends his hand in a friendly apology -- Michael shakes his hand. Forrest smiles and walks off. Michael and Susan go on their way --

SUSAN

Just think about it, that's all.

But Michael glances at his hand -- and the folded PIECE OF PAPER that he now holds... the moment somehow distances him from his wife...

MICHAEL
Yeah, I will...

INT. SUSAN'S ROOM - NIGHT

Susan dresses for the party. Casual, yet stunning. Through her open door, we see Michael leave his room -- wearing jeans and zipping up a windbreaker. He sees her -- amazed by the transformation.

MICHAEL
This guy... Dave... I work with him on the line. There's some kind of family emergency. I said I'd take his late shift.

SUSAN
(I didn't ask)
Okay.

MICHAEL
So, uh... you look great.

SUSAN
(re: her dress)
Yeah? I usually don't... you know... I...
(stops herself)
Thanks.

MICHAEL
Have fun.

SUSAN
Doubtful. But I told Esme I'd show up.

A beat. A sense that he wishes he were going with her...

MICHAEL
Okay. I'll see ya.

And he leaves. She stares at the door. Her smile fades.

EXT. WOODS - NIGHT

Michael runs through the forest...

EXT. STREAM - NIGHT

Michael arrives under a stone bridge at a stream. He catches his breath, looks around. FORREST steps out of the shadows. Walks close -- the two smile and embrace, old friends.

FORREST

Can't fucking believe it... Jack
Muller in the flesh.

MICHAEL

D'you get the floorplans?

Forrest reaches into his pocket pulls out a small DATA
CAPSULE.

FORREST

They're coded, by the way.

MICHAEL

You're a genius.

FORREST

Either that or a fucking idiot.
You wanna know how much Varro's
offering for your hide?

MICHAEL

Not really.

FORREST

If I were you I'd stay right
where you are as long as you can.

MICHAEL

You don't know how depressing
that is.

LEAVES CRUNCH -- Forrest draws his gun -- they freeze -- it's
a WILD ANIMAL that, unseen, runs off...

MICHAEL

You should go. Before you kill
a deer or something...

FORREST

(grim)

Jack, no matter how much you
plan this... you gotta know the
odds of breaking him out of
Kelvin are ten-thousand to one.

MICHAEL
Is that all?

This makes Forrest laugh.

CUT TO:

A COP

The black UNIFORM and TINTED MASK -- the officer raises a
LASER GUN and FIRES -- A LOUD, mechanical BLAM --

And we PULL BACK TO REVEAL that we're in --

INT. ESME AND KEELAN'S HOUSE - NIGHT

The party. The "COP" was just a child in costume, playing
with other kids. Ten ADULT COUPLES are here as well. Susan
talks with Esme, BERNICE, and CHARLOTTE.

BERNICE
Well, see, when I just saw him
there, half buried in the snow,
with that silly smile, I just
knew... either he was the one
for me, or we were both out of
our minds.

Esme refills Susan's wine glass...

SUSAN
Oh, thanks, I've had enough.

ESME
We're not at work, you're
allowed to live a little.
(she pours)
What about you?

SUSAN
What about me what?

ESME
You and Michael?

SUSAN
Oh... well... we met at a diner
in Philadelphia. He was working
there, and we just started
talking. We hit it off.
Michael asked me on a date, and
we went out... and that's that.

The women stare at her... somehow they don't accept this version of the story...

BERNICE

Not the first time you met. I mean the first time you knew.

SUSAN

I can't think of any one time--

BERNICE

Come on! Something -- the way he looked at you--

CHARLOTTE

The way he touched you--

ESME

Yeah, tell us one about the way he touched you.

Susan thinks...

SUSAN

All right. There was something. Soon after we met...

(beat)

There was this hornet in the attic...

CHARLOTTE

This is not going to be a romantic story.

SUSAN

No, it is. And Michael went up to kill it...

BERNICE

Aw... he was your knight in shining armor.

SUSAN

Well, sort of, but see it wasn't just a hornet, it was a nest of wasps.

BERNICE

Uh-oh.

SUSAN

Yeah. And poor Michael got stung a dozen times...

CHARLOTTE

(smiles)

That's a romantic story?

SUSAN

I had to pick out the stingers
from his back. He took off his
shirt...

CHARLOTTE

Okay, I'm liking it now.

SUSAN

And he lay there... and I picked
them out, one by one... and
Michael never made a sound...
never complained... and I looked
at him... and it was just this
small, little look... I don't
know...

Susan takes a sip of wine... a little drunk and oddly carried
away by the story... the DOORBELL RINGS... KEELAN, Esme's
kind, handsome husband, goes for the door.

ESME

Keelan once killed a rat for me.

CHARLOTTE

(to Susan)

I'm sorry I don't get to meet
this man.

SUSAN

He was going to come, but he got
so sick -- he was just this
horrible green-gray color --
moaning... he was so sick he
couldn't get out of bed --

KEELAN (OS)

Look who it is!

The women look over at MICHAEL, who stands at the front door,
holding a bottle of wine. He looks great. Susan pales.

ESME

We gave up on you! Come on in!

Keelan escorts Michael to Susan and the women. Michael
kisses Susan gently on the cheek. Susan tries to hide her
surprise.

SUSAN

Hi, honey... this is Esme and
Bernice and Charlotte. This is
Michael.

CHARLOTTE

Hi.

ESME

Looks like you recovered pretty
quickly.

Michael looks at Susan -- immediately gets it.

MICHAEL

Oh yeah, my head was killing--

SUSAN

(quietly)
-- stomach --

MICHAEL

-- I was throwing up for hours.
But I feel all better now --
thought I'd come by.

KEELAN

What're you drinking?

MICHAEL

Scotch?

KEELAN

(surprised, to Esme)
Sweetheart... we need more ice.

ESME

Glad you could make it.

Suddenly a little GIRL (JILL), runs into Michael -- nailing
Michael's pants with FRUIT PUNCH. He reacts instinctively,
angrily:

MICHAEL

HEY!

And grabs the kid.

ESME

(to the GIRL)
Jill! I'm sorry-- Jill, tell
him you're sorry.

Jill looks up at Michael -- undeniably an adorable little girl.

JILL

I'm sorry.

Michael looks at the little girl -- perhaps the first time ever he's really stared into the eyes of a child. He softens.

MICHAEL

It's okay. It was just a mistake.

KEELAN

Come on, I'll get you a clean pair of pants.

ESME

And I'll get your drink.

MICHAEL

(to Susan)

See, honey, I come over here and everyone starts taking care of me. I love this place.

Susan smiles, surprised at his social charm, as Michael heads off with Keelan -- Esme goes to the kitchen. Charlotte is still reeling.

CHARLOTTE

He is cute.

Susan watches Michael walk off... shows signs of a smile...

INT. BACK PORCH - NIGHT

Michael and Keelan play a form of Ping-Pong -- a small SPHERE OF LIGHT serving for the ball -- a fast game. Keelan slams the "ball" past Michael. Michael reacts -- Keelan hits the "SERVER" button.

GAME VOICE (VO)

Six to five, service.

Keelan serves -- the game continues. Michael finally whips the "ball" past Keelan. Keelan looks up, shakes his head. A beat.

KEELAN

Okay, stop.

(beat)

I know you're not telling the truth.

Michael stops... for a moment chilled...

KEELAN

(suspicious)

You've never played before...

MICHAEL

(smiles, relieved)

I'm a fast learner. If this factory job doesn't work out, maybe I can teach Light Pong.

Another rally. Then:

KEELAN

You know your wife's been real nice to Esme. We never thought she'd end up working in the factory. You shoulda seen my spread back about ten years ago.

MICHAEL

I heard this area used to do pretty well.

KEELAN

Pretty well? Wanhagan used to be the tomato capital of the northeast. Variant crops.

MICHAEL

Genetically-altered.

KEELAN

Rootstocks resistant to blight. Hardier stems. Skins that insects didn't care for but humans liked fine. A few crops we barely lost a single tomato. Only problem was, the bugs started adapting. You get stronger plants, pretty soon you get stronger bugs.

(beat)

Then they passed the Codes. Which I gotta say I agree with.

MICHAEL

You do.

KEELAN

Yessir. Don't get me wrong, I liked the money part... but you can't screw with nature like that. We had to go back to the tomatoes God originally planted, back in the Garden of Eden's vegetable patch. But now we had super-mean bugs God never even thought about. Changing one thing changes everything.

(beat)

So we went bankrupt. Lucky GEM chose Wanhagen. It's been tougher on Esme than me. People like Susan have been a help.

MICHAEL

Yeah, she's, uh... real nice.

KEELAN

Now serve the goddamn ball, I'm going to kick your ass.

And Michael serves --

INT. ESME AND KEELAN'S LIVING ROOM - LATER

The room is lit by candles. Several children lie asleep on the couch. Quiet, slow MUSIC PLAYS. Three COUPLES dance.

Susan leans against the dining room table, watching the scene. After a moment, Michael approaches her. Pops open a beer. Offers it to her.

MICHAEL

Ice cold beverage?

A beat. She takes the beer, takes a sip. Hands it back to him. He takes a sip. They're both pretty tipsy. He smiles at her.

SUSAN

Well someone's in a pretty great mood.

MICHAEL

Yes I am. I am drunk.

SUSAN

You were happy before you were
drunk.

Their eyes meet for a long moment. He sets down his beer, takes her hand, and pulls her onto the "dance floor". They begin slow dancing. It's nice. After a moment, he gently pulls her closer. He rests his head against hers.

Susan is noticeably uncomfortable... but little by little she grows to like it. And she smiles. And after a long, quiet beat, where they're practically motionless... Michael SNORES. Susan laughs, he does too...

EXT. MICHAEL AND SUSAN'S HOUSE - NIGHT

Loud CRICKETS. Bright stars and three visible SATELLITES in the cold night sky. Michael and Susan walk across the driveway -- Susan slips, Michael catches her.

SUSAN

Oopsy.

MICHAEL

Someone needs walking lessons.

SUSAN

Hmmm. Advanced walking lessons.

MICHAEL

Running lessons.

INT. HALLWAY - NIGHT

Michael and Susan enter and walk down the hallway to their respective bedroom doors. They turn to each other, buzzed.

SUSAN

Well. Goodnight.

MICHAEL

Sleep tight.

They stand there a moment too long... then Susan closes her door and disappears into her room. Michael still stands there.

MICHAEL

Hey! You're supposed to say
"don't let the bed bugs bite!"

She opens her door.

SUSAN
You have bed bugs?

MICHAEL
Would you do something for me?
Please?

SUSAN
(suspicious)
What?

MICHAEL
Tell me something. About you.
Just... one true thing.

SUSAN
Why?

MICHAEL
Because. We're husband and
wife. For all we know, we could
be brother and sister, wouldn't
that be disgusting?

SUSAN
I wouldn't worry about that.

MICHAEL
You know something I don't?

She hesitates... then:

SUSAN
I was an only child.
(long beat)
My father killed himself when I
was eleven. How's that?

MICHAEL
Why?

SUSAN
He didn't bother to leave a
note.

From her reaction, this story is clearly true and painful.
They look at each other. Long beat.

MICHAEL
Well at least you got to know
him. Have some memories.

SUSAN
Not very good ones.

MICHAEL

I didn't get to know my mother and father at all. But they were doctors. They treated people who - I'm really breaking the rules, aren't I?

SUSAN

Yes.

MICHAEL

Except this isn't about me, it's about my parents.

SUSAN

Is there a difference?

MICHAEL

My parents didn't stop their research when the first Codes were passed. The police killed them. I was just a baby. They would've killed me too.

Susan is strangely drawn in... curious...

SUSAN

The police wouldn't do that.

MICHAEL

There was a man... who saved my life. He'd lost his own son... and so he brought me up. I was... very lucky.

She looks at him, her mind full of thoughts...

SUSAN

(softly)

So don't let the bed bugs bite.

But they remain still, staring at each other. Finally Michael steps out into the hall. Susan just stands in her doorway as he walks closer. He reaches out and touches her face... her lips...

SUSAN

Tomorrow's... a work day...

(softer)

We should go to sleep...

He bends to kiss her.

MICHAEL
Tomorrow's Saturday.

She pushes him back.

SUSAN
No.

MICHAEL
(snaps out of it)
Jesus. You're right. I'm
sorry. Good night.

He takes a step towards his room.

SUSAN
Don't apologize.

He turns back to her. Now she moves to him -- touches his
face. But he takes her by the wrist -- he smiles, even
though it's painful --

MICHAEL
You're right, we... we
shouldn't... start something...
we can't finish...

SUSAN
(looks away)
I know.

A beat -- suddenly they lunge at each other, kissing passionately
-- as they kiss, he starts leading her towards his room --

SUSAN
No.

He pulls back -- surprised --

SUSAN
(breathing hard)
My room.

INT. SUSAN'S BEDROOM - NIGHT

They fall onto her bed. He kisses her neck. Her chest. She
pulls his head up, kisses his mouth... and as they touch each
other, tenderness soon gives way to passion...

DISSOLVE TO:

INT. SUSAN'S BEDROOM - MORNING

Sunlight across the bed. Michael and Susan sleep, naked, limbs intertwined. She opens her eyes -- for a moment she's completely lost. And then she remembers everything.

She glances at Michael's WATCH, which sits upon his night table. She gently moves away from him. Michael stirs, but remains asleep. She quietly takes Michael's watch and gets out of bed.

EXT. HOUSE - MORNING

Susan -- troubled -- gets in the station wagon. Turns the ignition. Pulls slowly out of the driveway.

EXT. COUNTRYSIDE - MORNING

VARIOUS SHOTS as the station wagon drives across the landscape.

We see Susan's face as she drives... wrought with concern. The car approaches a FARMHOUSE in the distance.

EXT. FARMHOUSE - DAY

The farmhouse looks upon a grassy meadow. Wandering cows. The station wagon pulls up and parks. She gets out, moves to the farmhouse door. The door opens.

It's Lenny. And he's furious.

LENNY

What the hell was that last night?

She looks at him firmly.

SUSAN

Sex.

LENNY

Get in here.

INT. FARMHOUSE - MORNING

A complete police surveillance set-up; recording devices, video monitors. Three AGENTS work at terminal stations.

SUSAN

Why are you so upset? Because we did it in my room, away from the cameras?

LENNY

I'm upset because you're
compromising the operation:
When we said stay close, we
didn't mean that!

SUSAN

So take me off the fucking job!

LENNY

Well that's sure what it's
become!

One of the agents, OMAR, approaches --

OMAR

Let's see it.

Susan looks a little guilty as she hands the watch to him.

LENNY

I'll take you off the police
registry is what I'll do. I'll
take your seniority. I'll take
your pension and your goddamn
benefits, how about that?

Susan looks back at him. Shows signs of worry.

LENNY

We did you a big favor,
Sheridan, giving you this
assignment.

SUSAN

I don't think he's going back for
the gene. I think he's changing.

LENNY

Really.

SUSAN

You might've actually done
something nice, Lenny. You
might've set him straight.

Lenny hands Susan photographs of Michael and Forrest at the
bridge.

LENNY

Before he showed up at the party
last night.

Susan reacts... disappointed... surprised.

SUSAN

We don't know he initiated the meeting... we don't know what they said...

LENNY

What the fuck are you talking about? That's Forrest Murdoch. Used to work under Derek, with your ever-changing husband. He gave him a data capsule Michael put somewhere in his closet.

He hands her a capsule and a small ELECTRONIC DEVICE.

LENNY

We need it copied. That capsule could tell us where to find the gene.

AGENT (OS)

He's waking up.

LENNY

Let's move it! Omar!

Omar, who has been performing mirco-surgery on the watch, closes it up and hands the watch to Susan.

OMAR

We should be good as new.

LENNY

Let's move, everyone.

An Agent brings Susan a sack of groceries. She takes it, then moves toward the door... then she stops.

SUSAN

Wait a second. How'd you know he's waking up? He's in my room.

Lenny's caught for a moment. All of them are. One of the agents suppresses a laugh.

LENNY

Camera twelve.

Susan glances back at the monitors -- we see the crisp, COLOR IMAGE of SUSAN'S ROOM, and Michael, naked, getting out of bed.

Susan turns back, glares at Lenny... who smiles.

LENNY
Well we had fun.

SUSAN
(livid)
You said no surveillance in my
room! You said I would have
total privacy in my room!

LENNY
(shrugs)
Late orders from Brodsky. Don't
get too worked up. You have to
go back home and act like you're
in love.

She glares at him --

SUSAN
When this assignment's over I'm
taking you to tribunal. You
turn that camera off.

He smiles at the threat -- she turns and leaves the farmhouse.

OMAR
I don't think she's acting
anything.

LENNY
Trust me. She's incapable of
falling in love.

AGENT #1
That's on her psych profile?

LENNY
No. That's personal research.

AGENT #1
You're kidding me.

INT. MICHAEL AND SUSAN'S HOUSE - MORNING

Susan enters the house, carrying the sack of groceries. She
heads down the hall -- we can hear the SHOWER. She listens
for a moment, then quickly moves into --

INT. SUSAN'S BEDROOM - MORNING

Susan places Michael's watch on the floor by her bed -- as if it had fallen there.

Then she moves toward the wall, scrutinizes the light switch -- notices the bottom screw as a miniature EYEPiece. She gives the camera the finger, then takes chewing gum from her mouth and sticks it into the tiny lens.

INT. MICHAEL'S ROOM - MORNING

Susan goes into Michael's closet, searches... then finds the data capsule in one of his SHOES.

She puts the capsule into the small DEVICE -- hits a button -- copies it -- replaces the original -- then stares off, not that happy about what she's doing...

INT. BATHROOM - MORNING

Michael showers. Susan enters.

SUSAN

Hey.

He peeks from the shower.

MICHAEL

Where'd you go...?

SUSAN

Bought us some breakfast.

They stare for a moment... uneasy...

MICHAEL

So you hate me now. Or something.

SUSAN

I've just never had a one-night stand with a man I'm married to.

MICHAEL

So maybe we can make it a two-night stand. You know. See how it goes.

SUSAN

We had a lot to drink.

MICHAEL

We could have a lot to drink
again.

She smiles. He does too, then goes back to the shower.

INT. FACTORY - STUDY ROOM - LATE AFTERNOON

A room with a dozen TERMINAL CUBICLES and the WORKERS who man them. A female COMPUTER ADMINISTRATOR, 58, maternal, leads Michael down the row.

ADMINISTRATOR

I think it's very brave of you
to sign up for the test...

MICHAEL

I just want to try to improve
myself.

She stops at a computer station.

ADMINISTRATOR

The study guide is all loaded
up.

MICHAEL

Thanks, I'll take a swing at it.

She walks away. Michael leaves the study disk sitting on the desk, takes out his DATA CAPSULE and inserts it into the computer.

INSERT - COMPUTER MONITOR - CLOSEUP

MEANINGLESS IMAGES APPEAR on the screen. And we PULL BACK TO REVEAL that we're now in:

INT. FARMHOUSE - SAME

-- and Omar sits at his computer, scrutinizing the same MEANINGLESS DATA CAPSULE INFORMATION. Behind him, Lenny and Agent #1 put on their coats, leaving for the day.

OMAR

This could take forever.

LENNY

Then you better get busy. And
remember not to sleep.

Lenny and Agent #1 leave Omar alone here...

INT. FACTORY - STUDY ROOM - SAME

Back to Michael, who types a string of codes into his computer terminal. Unlike Omar's screen, these MEANINGLESS IMAGES become BLUEPRINTS FLASHING IN RAPID succession -- 3-D IMAGES -- the name "KELVIN" -- PRISON FLOORPLANS... Michael is checking out different exits, doors, windows, etc. and every single one is covered by impressive security devices, alarms, etc.

INSERT - WISHBONE - CLOSEUP

Michael holds up a turkey WISHBONE.

MICHAEL (OS)
Ready?

INT. DINING ROOM - NIGHT

The remains of a candle-lit Thanksgiving dinner. Empty wine bottles. Michael holds the wishbone. Susan takes the other side.

MICHAEL
Now don't tell me what you're
going to wish for.

SUSAN
I wasn't planning on it.

Michael half-stands to get superior leverage. Susan does the same.

MICHAEL
I've never had a homemade
Thanksgiving dinner, I'm used to
those rehydrated ones.

SUSAN
Is this some kind of tactic?

MICHAEL
You know stores stock extra
rehydrated turkey dinners for
Thanksgiving.

SUSAN
I always wondered who ate those
things.

MICHAEL
Pathetic people with no life.

INT. FARM HOUSE - SAME

Lenny and the AGENTS eating REHYDRATED TURKEY DINNERS, watching and listening to Michael and Susan. They stop and look around at each other... Omar lowers his fork, sadly...

MICHAEL (VO)

Ready? Go!

INT. DINING ROOM - SAME

As they pull on the bone -- which refuses to break -- as they pull and pull:

MICHAEL

Are you sure this was a turkey?

Suddenly the BONE BREAKS -- Michael has won.

MICHAEL

A-ha! The gentleman wins!

SUSAN

Some gentleman, you tricked me.

Michael then grabs her and kisses her... she tries to push him back, but then can't help herself... she returns it. Then she stops, looks at him... shakes her head...

SUSAN

Was this your wish? That I'd kiss you back?

MICHAEL

You wish that was my wish!

She smiles as he kisses her -- picks her up and heads for the bedroom -- but at the hall she blocks the doorway with her arms, stopping Michael.

SUSAN

Wait.

MICHAEL

Is this going to happen every time?

SUSAN

(beat)

Let's go outside.

MICHAEL

Outside? It's a hundred below.

SUSAN
I've got a crazy idea. It's
something I've never done.
(beat, smiles)
There's a lot of room in that
station wagon.

INT. FARMHOUSE - SAME

Lenny and the agents --

AGENT #1
Aw, damn it!

LENNY
Grunberg, shut-up --

EXT. MICHAEL AND SUSAN'S HOUSE - NIGHT

A moonlit night. The station wagon, windows steamed. With a
SQUEAK, we see two hands clearing off the rear side windows.

INT. STATION WAGON - NIGHT

The car's heat is on, quiet MUSIC is playing. Lying in the
back, covered by a blanket, Michael and Susan look out at the
starry night. A beat.

MICHAEL
I was just thinking about it
again. It won't leave me alone...

SUSAN
What...?

MICHAEL
Why Susan married Michael.
(beat)
She couldn't have been that
desperate. And even if he was
great in bed... I mean that's
not enough, is it?

Susan just kisses him.

MICHAEL
You still taste like cranberries.
Where do cranberries come from,
anyway? Trees? Vines?

SUSAN
Bogs.

MICHAEL
Bogs? What the hell is a bog?
Isn't that like a swamp?

And they kiss again...

SLOW DISSOLVE TO:

EXT. WANHEGAN - DAY

Patches of snow dot the countryside.

INT. FACTORY - DAY

Near a break area, a public videophone booth -- Michael talks to FORREST -- though the SCREEN IS BLANK -- Michael's hand covers the phone's camera -- he speaks hushed -- quickly --

FORREST (VO)
We've done as much as we can...
two weeks from now we'll either
be back in business... or we'll
be dead.

MICHAEL
(uncertain)
... then we move ahead.

INT. KITCHEN - DUSK

Susan sits at the kitchen table, staring off thoughtfully.

EXT. MICHAEL AND SUSAN'S HOUSE - DUSK

Michael (not wearing his watch) strings Christmas lights on a tree in their front yard. MRS. GRAY, an elderly neighbor, passes by. She waves.

MRS. GRAY
Evening, Michael. It looks
lovely.

MICHAEL
Thanks, Mrs. Gray.

She walks off. And then Michael pauses... and watches her walk off... toward two BOYS who toss a football back and forth... a few last leaves wafting down from bare, snow-covered branches... the sky going ORANGE TO PURPLE with the deepening sunset.

The whole thing looks so perfect... and Michael SEES IT... stands with the strand of Christmas lights hanging from his hand and just watches it happening...

SUSAN (OS)

Hey.

Michael turns -- Susan is there, staring pensively.

MICHAEL

Hey. Not a bad-looking day on the one-to-ten scale... ten being this.

He puts his arm around her... they both look at the setting sun... both in their own deep worlds of thought... and then we see a tear running down her face. Michael notices this...

MICHAEL

It's pretty, but it's not that pretty...

She looks up at him, forces a smile, wipes away the tears. But this is hard for her...

SUSAN

I know there might be a part of you that wants to leave. Even before our year is up. And... is probably planning on it.

A beat. He opens his mouth, but she stops him.

SUSAN

It's okay.
(beat)
There's a part of me that wants to leave too. If you left you'd probably make it easier for me...

MICHAEL

It's... it's so complicated...

SUSAN

I know. I just wanted to say... that whoever you were... and whoever I was... it doesn't really matter now.

He stares at her... and she continues, softly.

SUSAN

It goes against all my better judgment... but I'd be willing to throw my past away... and just try being together. Because the way we are... now... in this stupid little town... it's more than I've ever had in my whole life.

(beat)

I wanted to tell you we do have that choice... and that it's important.

They stare at each other for a long beat -- as if that's it -- as if that's all there is to say. But there's more... She takes Michael's hand that's been stroking her hair... and slides it down her body... over her breasts... to her stomach.

He looks at her. And slowly... ever so slowly... he understands. His reaction is sublime. He pulls her into a tight embrace. We see their faces, both burdened with concern.

MICHAEL

Susan...

SUSAN

Don't say anything nice to me, I'll burst into tears... I'm a hormonal wreck...

She pulls away from him.

SUSAN

I'll be okay. I don't have to... have it. And I'm not asking you for a thing.

(beat)

I wasn't even going to tell you, except... I just wanted to.

Michael's mind races for reassurances... but he'd rather say nothing than lie. Susan forces a smile and heads off...

LONG SHOT

The silhouetted Michael and Susan as she moves to the house... the red sky... the sun falling behind the distant snow-capped trees.

DISSOLVE TO:

INT. SUSAN'S BEDROOM - MORNING

Susan is asleep. She rolls over, wakes up -- Michael sits on her bed, fully dressed.

SUSAN
What are you doing?

MICHAEL
Watching you sleep.

SUSAN
(beat)
I guess there's nothing on TV.

MICHAEL
I'm going out.

A beat -- she feels the importance of this... she just nods.

MICHAEL
Sorry to wake you.

SUSAN
It's okay.

A beat.

MICHAEL
Don't wait on dinner for me. I
could be out late.

SUSAN
I won't wait.

He gently kisses her. Smiles at her. Then he leaves the room.
CLOSE ON SUSAN -- silent, alone, and suddenly very sad.

INT. TRAIN STATION - MORNING

Michael is alone on the platform. Canned CHRISTMAS MUSIC from hidden speakers. Rudimentary DECORATIONS. The BULLET TRAIN appears. Doors open. Michael hesitates... then gets in. WHOOSH... the train leaves the station.

INT. FARMHOUSE - DAY

MOVE DOWN the row of AGENTS as they track Michael's movement. We see Lenny, and the others -- and five NEW AGENTS --

AGENT #2
-- he's in seat forty-seven-B,
car three. Open ticket --

-- We STOP on SUSAN, who sits with the others, observing quietly.

LENNY
How's the signal?

AGENT #3
That was Regional. Tracking
teams are set for every stop.

EXT. FARMLAND - DAY

The bullet train SPEEDS past the countryside --

INT. BULLETRACK TRAIN - DAY

Michael sits in the moving train, alone, thoughtful.

INT. FARM HOUSE - DAY

The Agents are in high gear, tracking and preparing -- Omar
works at his terminal -- Susan watches, detached --

AGENT #1
Where the hell's he going?

LENNY
What are the stops after
Harrisburg?

AGENT #2
Scranton, Albany, Rutland -- then
it crosses into Canada.

AGENT #3
He's making a run for it.

LENNY
No. He's going to Albany. He's
going to Kelvin --

AGENT #2
Holy shit --

The room ignites in activity --

LENNY
Get Kreutch! Tell him to put
the place on full security alert
and keep Muller in solitary!

Lenny and Susan share a look --

INT. ALBANY STATION - DAY

The bullet train pulls into Albany -- Michael gets up and walks off. Two darkly-dressed AGENTS follow him -- down stairs and out of the station -- to a TAXI STAND. He gets in a taxi and it drives away --

INT. FARMHOUSE - DAY

The agents continue their work --

OMAR

He's en route to Kelvin.

LENNY

In a taxi?

AGENT #3

I don't get it.

AGENT #2

Maybe he's gonna tell the cabby
to keep the meter running and go
ask the warden to please let
Derek go...

Off Lenny's glare, Agent #2 returns to his monitor --

EXT. RURAL ROADS - KELVIN PRISON - DAY

The TAXI speeds along a two lane highway, bounded by thick forest --

PAN to KELVIN PRISON up ahead -- twice the size of Viscott.
ELECTRIFIED FENCES, LASER WIRE, ROTATING GUARD TOWERS,
OMINOUS DARK, TOWERING WALLS.

The taxi drives up to the single guarded entrance gate.
Michael alights. Looks up at the place.

INT. FARMHOUSE - DAY

Omar turns to Lenny --

OMAR

Taxi just pulled up. He
identified himself to the gate
guards as Jack Muller.

Lenny looks at Susan -- confounded --

LENNY

Do you have any idea what the fuck's going on?

SUSAN

(quietly, mockingly)
No, do you?

LENNY

(matter-of-factly)
No.

OMAR

Kreutch wants to know how to proceed.

LENNY

(considers, then:)
Yeah, let him meet with Muller, extra security in a booth we can listen to.

INT. CELL - DAY

A dark concrete cell. A MAN sits with his back to us... as we SLOWLY MOVE toward him. The LIGHT and SOUNDS of an opening door behind us, as we arrive TIGHT on the back of the man's head --

VOICE (OS)

Let's go, Muller. Got a visitor.

Slowly... the man turns and looks over at us... squinting at the light. It is Derek -- the right side of his face is now marked with a horrible BURN SCAR. He's noticeably thinner now -- his eyes dark and frightening --

INT. VISITING BLOCK - DAY

In RUBBER MANACLES, Derek is led by TWO ARMED GUARDS through two STEEL DOORS, into a single VISITING BOOTH. Three-inch-thick bulletproof glass separates Derek from the empty chair in front of him. The guards remain, behind the TRANSPARENT WALL.

He waits. And then, on the opposite side, the door opens. Michael enters. Derek sees him -- and it's as if the air was knocked out of him. Tears come to his eyes... Derek doesn't know what to think... how to react.

Michael sits before Derek, pale, shocked at the scar. It takes all he's got to keep his emotions in check. A long, painfully strange silence. Then, in a shaky voice:

MICHAEL

Did they do that to you?

It takes Derek a while before he can even speak:

DEREK

... Jack.

(beat)

They told me you were dead...
but I never believed it. I just
didn't know you were out.

(marveling)

What happened? Talk to me.

MICHAEL

(beat, with
difficulty)

I tried to figure a way to break
you out of here. I had something
set up... but...

DEREK

(whispers cautiously)

Jack, we shouldn't talk about
this now--

MICHAEL

But if we try it... we're both
gonna get killed.

(beat)

Derek, it won't work.

(beat)

I'm calling it off.

Michael waits for Derek to speak -- but Derek remains
silent... his dark eyes now boring into Michael.

MICHAEL

You said it yourself. When the
odds are too much against you...
it's suicide.

The silence is torture for Michael -- he plunges on.

MICHAEL

It would be the two of us... with
almost no help, against a
thousand.

(hesitates)

You should know... things have
changed for me.

Michael smiles a bit more hopefully -- truly believing this news will please Derek --

MICHAEL

They gave me a job. Moved me to a new town... and they even gave me a wife. Can you believe that?

INT. FARM HOUSE - DAY

The conversation between Michael and Derek BROADCAST on a PA:

MICHAEL (VO)

I mean it seems crazy -- and at first, you know, I thought she was just the worst...

Everyone glances at Susan who stares off, listening, amazed.

MICHAEL (VO)

... how can I explain this to you? It turns out she's not the worst at all. In fact, she's... I like that she's my wife. God, listen to me, huh?

AGENT #1

(laughs)

We are!

LENNY

Shut-up!

INT. VISITING BLOCK - SAME

MICHAEL

Sounds crazy... you must be wondering why I came to tell you this.

(beat)

It's because I've always thought of you as my father. So I wanted to share something with you...

CLOSE ON DEREK'S SCARRED FACE -- as he studies Michael...

MICHAEL

Susan and I are going to have a baby.

Surprise registers subtly on Derek's face --

INT. FARMHOUSE - SAME

Lenny spins to Susan --

LENNY

What?!

AGENTS

SHHHHH!

We MOVE CLOSE on SUSAN'S FACE as she hears Michael's voice...

MICHAEL (VO)

So... you're the grandfather.
And... I thought that... as hard
as this is... that you'd
understand. I don't want to
lose Susan... or you.

Susan is flush with emotion...

INT. VISITING BLOCK - SAME

MICHAEL

I'll tell him all about you...
if it's a boy I'd like to name
him after you... I thought
maybe...that might give you some
pleasure... knowing that.

Derek leans close to the glass. Speaks quietly, oddly calm.
Strangely confident.

DEREK

You're going to get me out of
here.

(intense beat)

You're going to find a way...
and you're going to get me out.
And we'll pick up where we left
off.

Michael doesn't move -- this isn't what he expected.

MICHAEL

Derek, there's no way--

DEREK

You'll find a way. We can start
over --

MICHAEL

I'm sorry. I'm sorry. I hate to see you in here. But I've contacted everyone and tried everything... but it won't work, Derek.

DEREK

You will find a way.

MICHAEL

And get us both killed? No.

DEREK

Jack..

(terrifying beat)

You don't want to turn on me.

A horrible long beat... Michael's moment of truth... tears come to his eyes...

MICHAEL

... I'm sorry...

INT. FARMHOUSE - SAME

Everyone is motionless -- except Susan, who leans forward, anticipating -- the silence is spectacular --

INT. VISITATION BLOCK - SAME

Michael waits... and Suddenly Derek hurls himself against the glass, in a tantrum of absolute rage -- his words almost incomprehensible --

DEREK

YOU TRAITOR! YOU FUCKING SON-
OF-A-BITCH!

Michael backs away -- horrified -- as Derek rages on -- no guards appear -- Michael moves to his door -- it's locked.

Michael hits the ringer a number of times, stuck in the booth with Derek SCREAMING at the top of his lungs:

DEREK

YOUR LIFE! YOUR LIFE IS OVER!
YOU CAN'T TURN ON ME! YOU CAN'T
TURN ON ME! I'LL FIND YOU!

Finally Michael's door opens -- and Michael backs out... watching Derek... in shock...

INT. FARMHOUSE - SAME

They all exchange looks.

AGENT #1

So... what the hell does this mean?

Lenny looks at Susan... She sits quietly -- her eyes shine with profound emotion...

LENNY

They're smart enough to know they're under surveillance. I don't buy it.

SUSAN

You're a cynic.

LENNY

Yes! That's my job! This was a bluff, I know it. We keep the operation going.

(to Susan)

He may have you turned inside out but he's not fooling me for a minute.

EXT. MICHAEL'S HOUSE - AFTERNOON

The serenity of their house... the setting sun. Michael walks up the path to his house... preoccupied with his thoughts. When he gets to the front door, it opens -- Susan stands there, glowing.

SUSAN

Hi.

MICHAEL

(surprised)

Hi.

SUSAN

So... I did wait for you. For dinner.

He smiles, and hugs her. She gives him a passionate kiss. They go inside the house...

Michael steps back out... looks down the block a bit warily... as if he can't believe he's really safe here. And then he smiles and closes the door behind him...

FADE OUT.

FADE IN:

EXT. MICHAEL AND SUSAN'S STREET - NIGHT

Christmas. Snow falls... a pure white blanket over the lawns and sloping rooftops. CHRISTMAS DECORATIONS BLINK from house to house through the white curtain. In Michael and Susan's front yard, many festive LIGHTS enliven the leafless tree.

INT. LIVING ROOM - NIGHT

The living room -- a trimmed and decorated TREE. A dozen presents...

INT. SUSAN'S BEDROOM - NIGHT

Michael and Susan lie in bed, beneath a quilt. She is asleep. But Michael lies awake, watching the snow fall outside her window. Something is wrong. As if to pacify himself, Michael kisses his sleeping wife's forehead. Lies back down... shuts his eyes...

SLOW DISSOLVE TO:

EXT. RIVER - DREAM SEQUENCE

The infant Jack on the raft. Screaming. Heading for the falls.

Derek stands on the bank, watching.

The raft begins to hit white water. Swirls around, between rocks, gains speed. The little boy bellows in fright.

And then the raft is tossed high into the air. It overturns. The child flails, goes under. The ROAR of the river increases... take on a distinctive, almost mechanical DRONE as we see the infant Jack sinking away, beneath the surface.

AND THEN WE SEE the desperate situation from the CHILD'S POV, being sucked under by the current, the arc of blue sky receding, water boiling around rocks... and Derek standing on the bank, looking down, but not helping...

INT. FACTORY - DAY

The distinctive mechanical DRONE of an industrial fan. Michael, glum, works his job on the assembly line. Michael pulls the chain, inserts the torsion pin... pulls the chain... as Dave does his job behind him.

DAVE

Five points...

EXT. KELVIN PRISON - LATE AFTERNOON

The fence... the guard towers... the dark walls...

INT. DEREK'S CELL - LATE AFTERNOON

Derek sits in the dark... his eyes crazy, full of fury. The door opens. A guard (SULLIVAN) opens the door.

SULLIVAN

Taking you to sick bay.

Derek is surprised... suspicious...

INT. CORRIDOR - LATE AFTERNOON

Derek -- cuffed -- heads down the corridor, Sullivan at his side. VIDEO CAMERAS everywhere --

INT. SICKBAY - LATE AFTERNOON

Sullivan follows Derek into the dark doctor's office. DR. PEREZ -- about Derek's size and age -- looks up from his desk as Derek and Sullivan enter, close the door --

PEREZ

There's nothing scheduled tonight. What the hell is this?

Sullivan pulls out his gun -- turns and -- TSEW! -- kills Perez with his SILENCED GUN. Sullivan unlocks Derek's manacles -- Derek is amazed by Sullivan's cool efficiency.

DEREK

Who set this up?

SULLIVAN

Varro. He wants the gene. Help me out here.

They lift the doctor's body onto the operating table. Sullivan pulls out a container -- removes a hunk of LIQUID PLASTIC which seems to throb slightly as it reacts to the air.

SULLIVAN
(indicating Perez's
hands)

The doors are on a fingerprint
system.

Sullivan needs to say no more -- Derek grabs a SCALPEL -- and
slices the skin off Perez's fingertips -- meanwhile Sullivan
kneads the PLASTIC -- then spreads it over Perez's face. It
begins TIGHTENING -- TRANSFORMING --

INT. FACTORY - LATE AFTERNOON

Michael at his station, working.

BURKISS (OS)
Bowman.

Michael turns to Burkiss, who hands over a piece of paper.
Michael reads it. Dave, across from Michael, watches this
carefully.

BURKISS
You didn't tell me you took the
mechanics test.

MICHAEL
(unemotionally)
Oh... yeah, a month ago... I
thought I'd try and move up a
little.

Burkiss is furious.

BURKISS
How the fuck d'you pass that
test? What'd you do, have
someone take it for you?

MICHAEL
(too tired to fight
back)
If you studied you'd do fine
too, what am I supposed to say?

BURKISS
You pass the next level and
you're making more money than I
do.

MICHAEL
I'm sorry.

BURKISS
(leans close)
You cheated, right?

Michael stands up and faces him.

MICHAEL
(very calm)
I'm gonna say this only once.
I'm going through a really...
weird time... in my life. Okay?
So... DO-NOT-FUCK-WITH-ME.

Dave can't believe this. A couple other MEN have gathered.

BURKISS
Okay, Bowman. Sorry.

MICHAEL
It's okay.

But suddenly Burkiss PUSHES MICHAEL. Michael restrains himself... until Burkiss PUSHES HIM AGAIN --

Suddenly Michael DECKS BURKISS with a lightning RIGHT HAND -- Burkiss spills onto the floor -- but is quickly up again -- bleeding under his right eye -- he ROUNDHOUSE SWINGS at Michael, who ducks and THROWS A PUNCH -- Burkiss goes down again. Harder.

He gets up -- grabs a heavy WRENCH from a table -- fire in his eyes --

BURKISS
I'm gonna bust you in two!

He charges Michael -- swings the wrench -- Michael catches Burkiss' hand and uses his momentum to steer him into a concrete pillar -- Burkiss goes down again. Dave can't help but smile.

DAVE
Five points.

INT. KELVIN PRISON CORRIDOR - LATE AFTERNOON

Sullivan pushes a wheelchair -- carrying a body dressed in Derek's green prison jumpsuit -- down the corridor in a WHEELCHAIR. CALE, another guard, glances at them as they go by. Sullivan nods. But Cale turns to him --

CALE
Guard.

Sullivan turns back --

CALE
This is against protocol --
where's your back-up?

SULLIVAN
Shopsin wasn't available --
would you assist me here?

Cale accompanies them as they reach Derek's cell -- Sullivan opens the cell door -- wheels the chair into --

INT. DEREK'S CELL - SAME

They move to carry "Derek" from the chair -- when Cale sees the body is Perez --

CALE
Jesus Chri--

TSEW! -- Sullivan SHOOTS Cale dead --

INT. FACTORY COMPUTER ROOM - LATE AFTERNOON

Susan at her workstation -- Esme sprints over to her --

ESME
Susan -- I think Michael's
beating up his supervisor, which
is not a smart career choice.

Susan gets up and hurries off --

INT. FACTORY - LATE AFTERNOON

Burkiss is down and staying down. A large crowd surrounds. Michael is furious -- red-faced, tears in his eyes --

MICHAEL
I'm right here! I'm waiting!
Get up!

Susan runs over to him. Pull him away --

SUSAN
Michael, come on...

MICHAEL
Get up!

Susan pulls him away --

INT. COMPOSITE MIXING ROOM - LATE AFTERNOON

Robotic controls -- chassis molds -- coolants and sealants --
LOUD HISSES. As they walk, she takes his hand -- removes his
watch -- and throws it into the mass of machinery -- she
leads him to a solitary area.

MICHAEL

What are you doing? I... I
liked that watch.

SUSAN

Tell me what's going on.

MICHAEL

It was a fight--

SUSAN

I mean with you. The last few weeks.
Is the truth that bad?

MICHAEL

You know, it's Christmas, people
get depressed --

SUSAN

Do you regret staying with me?
You can say yes, I'm at least
smart enough to understand.

MICHAEL

(difficulty)

No. But... it's not so easy...

SUSAN

I'll do whatever I can to help.
You know that.

He stares at her... and softens...

MICHAEL

That man I told you about... who
saved my life and raised me...
when he needed me most I repaid
his kindness by walking away.

SUSAN

You don't know he saved you.
You said you were just a baby.

MICHAEL

I was told the story so many
times...

Their eyes connect for a solid moment. Susan makes a choice:

SUSAN

Michael... Derek Muller didn't
save your life.

Michael stares at her -- chilled -- shocked -- perplexed --
he takes a step back in utter disbelief...

MICHAEL

Who are you...?

A beat. He senses the truth... she nods, but he waits for
her to say it...

SUSAN

(quietly)

Police.

(beat, regretful)

I know more about you than you
do.

MICHAEL

I walked away from Derek... for
a cop...?!

SUSAN

Listen to me. The police didn't
kill your parents, Derek did.

MICHAEL

That's crazy--

SUSAN

He's lied to you, all your life.
The truth is in your file. After
the Codes your parents tried to
expose Varro... so Varro had
Derek kill them.

MICHAEL

Bullshit. You were doing a job
on me! This whole thing, the
last six months, it was all
bullshit!

SUSAN

I didn't have to tell you any of
this.

A steely glare between them.

MICHAEL

What the hell were you watching
me for anyway?

SUSAN

The last gene you stole...
longevity... it's so important,
they let you go so you'd lead
them back to it.

Michael looks at her... he understands it all now.

MICHAEL

So where's the file?

(beat)

About my parents, about what
really happened. Where is it?

SUSAN

(beat, quietly)

They have it.

MICHAEL

And where are they?

SUSAN

(tears come to her
eyes)

Michael...

MICHAEL

(steps closer)

You said you were willing to
kick everything else away and
just be together. Where's the
file?

(looks into her eyes)

Are you the woman who loves me
or just a cop doing her job?

Susan hesitates... a very long beat...

SUSAN

There's... a farmhouse. At the
end of Cooper Road.

A beat... and Michael starts to walk off.

SUSAN

I love you.

He turns back.

SUSAN

I won't let you hate yourself
for not saving a man who didn't
deserve to be saved.

And then Michael leaves the enormous room... she just watches him go.

EXT. FACTORY - LATE AFTERNOON

Michael leaves the factory... past the iron gates...

INT. KELVIN SECURITY STATION - NIGHT

Derek -- wearing the makeshift "Perez mask" and a surgical cap, mask and coat -- approaches the guard station. Sullivan is right beside him.

They wave to the GUARDS on duty. Sullivan holds his right hand up to the PRINT SCANNER door lock. Then Derek -- except his has the PEREZ'S FINGERPRINTS adhered to his own fingers.

The doors open. And as they move through the security corridor --

GUARD

Sullivan. Doctor.

The Guard opens another bank of doors -- they head through.

GUARD

Hey Doc!

Derek and Sullivan stop -- Sullivan turns, but Derek keeps his back to the Guard --

GUARD

D'you get anywhere with Nurse Richards?

A beat -- Sullivan watches as Derek just holds out a "thumbs down" -- IN CLOSEUP only we notice the newly-glued skin on the thumb --

GUARD

(laughs)

Told you! Better luck next time, huh?

Derek and Sullivan continue -- through the security door --

EXT. PRISON - SALLY PORT - NIGHT

The no man's land beneath the guard towers. One gate SHUTS -- another OPENS -- and Derek and Sullivan walk to the Security Station on the far side --

Once again, their PRINTS are checked. Doors open.

Guards wave them through -- and they begin toward another SECURITY FENCE -- which opens as they move to it. Derek's -- and then Sullivan's -- pace pick up --

SUDDENLY -- SIRENS -- EAR-SHATTERING LOUD --

Guards SCATTER -- the gate begins to CLOSE --

GUARD

Doc! Sullivan! We got a lockdown! Gotta come back!

But Derek and Sullivan now SPRINT towards the closing gate --

Guards run after them --

GUARD

HEY! HOLD IT!

They reach it almost the same moment. LASER BLASTS on the closing door as Derek shoves Sullivan out of the way and runs through -- turns to see Sullivan as he tries to get through -- but is too late -- and is CRUSHED BY THE DOOR as he screams to Derek --

SULLIVAN

HEY! HELP! HELLLLLLLP!

DEREK

Turns and head off -- running across the fifty-yard DIRT PERIMETER between SECURITY FENCES.

The final wall ahead is monstrous -- no way over or through it as TRACK LIGHTS and SENSORS play across the field --

Illuminating DEREK -- who runs with all he's got --

AMPLIFIED VOICE (VO)

THIS IS YOUR LAST WARNING. STOP
AND HIT THE GROUND.

Suddenly a HAWK HELICOPTER DIVES into view -- and its LASER TRACKING LIGHTS PLAY on the GUARD TOWER --

A FLASH from the COPTER -- a MISSILE ROCKETS through the air -- hits the tower which EXPLODES in a fireball --

-- and now Derek CLIMBS INTO THE CHOPPER -- which is fired upon, but which FIRES BACK -- DESTROYS another TOWER --

INT. COPTER - SAME

OSTRAND at the yoke -- FORREST helps Derek aboard --

DEREK

GO! GO!

And the CHOPPER RISES as Derek RIPS OFF the mask --

EXT. KELVIN PRISON - NIGHT

ALARMS BLARING -- a lunatic LIGHT SHOW -- and two POLICE COPTERS rise in pursuit -- and a sudden SMASH CUT TO --

INT. FARM HOUSE - NIGHT

Omar sits alone in the farmhouse, playing computer chess. He glances at the monitors showing the different rooms of Michael and Susan's house. No one is home. Omar goes back to his game.

There is a KNOCK at the door. Omar glances over.

OMAR

Use your combo...

Another, louder knock. He gets up and walks to the door.

OMAR

Why the hell don't you just follow--

He unlocks the door... and suddenly it bursts inwards with such force that Omar is thrown to the floor.

Michael steps into the farmhouse. Looks down at Omar, who makes a sudden move for his holstered gun. But Michael catches his hand, twists it painfully behind him. He lifts Omar back to his feet.

MICHAEL

Who else is here?

OMAR

I'm alone.

Michael leads Omar back into the main surveillance room. Sees the monitor showing the different rooms of his house: Dining room. Kitchen. Bathroom. His bedroom. Michael realizes the implications.

MICHAEL

Jesus...

He unconsciously twists Omar's arm further. Omar gasps.

OMAR

What do you want?

EXT. FOREST SKY - NIGHT

The POLICE HELICOPTERS chase the HAWK COPTER above the forests of upstate New York -- STUTTERED GUNFIRE RAKES the hawk. It BANKS a frightening right -- SWOOPS LOW and SKIMS just above the trees --

DEREK

Aims a MINETKA RIFLE from the Hawk -- he FIRES at the pursuers -- again and again -- finally --

A POLICE CHOPPER

Rotor SNAPS -- the CHOPPER loses control and falls wildly -- EXPLODING into the trees below and

THE HAWK

SWOOPS again -- toward a SUSPENSION BRIDGE that spans a WIDE RIVER -- the chopper flies UNDER THE BRIDGE -- then turns and FIRES ANOTHER MISSILE at the approaching POLICE COPTER --

And the two choppers EXCHANGE FIRE -- using the bridge as cover -- it's a VIOLENT BATTLE -- but the HAWK MAKES A HIT -- and the POLICE CHOPPER ERUPTS IN TWO -- WHIRLING SICKLY into the water below it --

The HAWK hovers for a moment -- suddenly BANKS and flies off.

INT. HAWK COPTER - NIGHT

As Ostrand flies and Forrest prepares their weapons --

OSTRAND

Next stop is Vancouver --

But Derek turns to them -- his eyes ablaze --

DEREK
Where can I find Jack?

Ostrand and Forrest look up, concerned --

OSTRAND
 We don't have the luxury of
time, friend --

DEREK
Where is he, and what's his new
name?

FORREST
 Jack set some of this up... but he
 didn't have anywhere near the
 resources to pull it off. Now he's
 out of the picture... forget him.
 (beat)
 You have to have a talk with Dr.
 Varro and then we can disappear for
 a few months... there'll be plenty
 of time later on to--

Derek aims a HANDGUN at Forrest's head and PULLS THE TRIGGER.
 BLAM! Ostrand SCREAMS and the helicopter dips for a moment
 -- Derek unlatches Forrest's belt and PUSHES HIM out of the
 chopper. Now Ostrand is terrified --

OSTRAND
Wanhegan! Ohio! His name is
Michael Bowman! Don't kill me,
friend, I'm flying the thing!

But with the gun at Ostrand's head, Derek unlatches Ostrand's belt.

DEREK
 Time to go.

Ostrand's horrified eyes meet Derek's -- for a long enough
 beat for Ostrand to realize that Derek is giving him a
 nightmarish choice... Ostrand finally turns... and jumps.

The helicopter PLUNGES -- Derek grabs the yoke --

EXT. FOREST - NIGHT

The HAWK COPTER STABILIZES JUST ABOVE THE TREELINE -- it
 flies away --

CUT TO:

INSERT - COMPUTER MONITOR - CLOSEUP

A touch-selection menu of FAMILY PHOTOS -- this is Michael's file. An attractive young couple -- Michael's mother and father, both doctors, in lab coats. Courtship photos. Cutting the cake at their wedding. Honeymoon shots from a beach. And one shot of them with their newborn baby.

INT. FARMHOUSE - NIGHT

Michael sits in front of the monitor. All of his attention seems focused on the screen, yet he holds a gun on Omar, who sits beside him. After a beat, he hears:

SUSAN (OS)
Michael...?

MICHAEL
(looks up)
Susan...?

Michael realizes that Susan's on the monitor; she's just entered their house. Michael watches the screens for a moment as Susan closes the front door behind her. Michael glances at Omar, then back to his personal file. He hits another menu choice -- now the monitor plays a scene from an INTERVIEW of his father and mother:

FATHER
The work we're doing here...
week to week it even amazes us.
(thoughtful beat)
And... although we have to take
responsibility for what we're
doing... I don't think any of us
can fully imagine the
implications of what this
technology means.

MOTHER
I just hope we're building a
better world...
(laughs)
And not destroying it.

And slowly, Michael's mother's smile fades. Michael is fixated on the monitor and his parents' now STILL IMAGE.

And then a VIDEO PHONE BUZZES -- Michael, his gun trained on Omar, nods to the phone.

MICHAEL
Get it.

Omar switches it on and LENNY appears in the phone screen.

LENNY

Derek Muller broke out of Helvin
two hours ago.

Michael freezes in shock --

LENNY

A guard helped him out, he was
one of Varro's men. We're going
double surveillance -- do you
know where Michael is?

OMAR

Yes.

(beat)

I'm looking right at him.

LENNY

Good. Keep your eyes on those
screens, I'll be there in half
an hour.

The videophone screen goes STATIC. Omar glances at Michael, who looks off, dazed... his eyes drawn back to his file, which now shows POLICE FOOTAGE from the GRISLY DOUBLE MURDER OF HIS PARENTS -- IN THEIR APARTMENT. Michael stares at the screen, his mind racing...

OMAR

They're all coming now...

SUSAN (OS)

Michael?

Michael glances up at the monitors -- on one monitor he sees Susan in the kitchen --

SUSAN

Is that you...?

SWISH PAN to ANOTHER MONITOR -- AND DEREK. IN THEIR HOUSE, MOVING DOWN ACROSS THE LIVING ROOM. A GUN IN HIS HAND --

Michael's eyes widen --

MICHAEL

SUSAN!

(to Omar)

HOW DO I TALK TO HER?

OMAR
You can't...

And Michael watches the monitors in horror as Susan moves toward the kitchen door --

MICHAEL
No --

SUSAN
Michael?

Susan exits the kitchen and Derek grabs her -- she tries to fight back but Derek coldcocks her and she sinks to the floor. Michael bolts for the door.

EXT. FARM HOUSE - NIGHT

Michael races to the old stationwagon, then stops -- a sleek black MOTORCYCLE is parked against the side of the farmhouse. He runs to the bike, jumps on, REVS the engine. And then he's off like a streak, riding madly across the rough terrain of uncultivated fields...

EXT. CLEARING IN FOREST - NIGHT

Derek straps Susan into the Hawk helicopter. Climbs in. And the Hawk lifts off. The few lights of Wanhegan glimmer below...

EXT. FARMHOUSE - NIGHT

Lenny, Omar and a dozen OFFICERS. Insanity.

LENNY
They'll never get out of this valley. Radio a lookout -- all roads, all trails, every fucking mountain!
(berating Omar)
ARE YOU KIDDING ME?!!!

EXT. HIGHWAY - LONG SHOT - DAY

IN A LONG SHOT we see the Hawk in a clearing near the highway. At roadside, Derek waves down a passing RED PICK-UP TRUCK. The overweight DRIVER leans out his window -- from this distance, we can barely hear --

DRIVER
What happened to--?

-- but we can plainly see Derek WHIP out his pistol and kill the driver --

EXT. RAILROAD TRACKS - NIGHT

But Michael rides the motorcycle ALONG THE CENTER OF THE RAILROAD TRACKS leading out of town --

We're CLOSE ON HIS FACE -- his mind races -- and a dark entrance to a mountain tunnel up ahead -- and Michael disappears inside --

EXT. MANHATTAN - NIGHT

VARIOUS SHOTS of the City -- and finally we find the RED PICK-UP crossing the George Washington Bridge --

INT. SUBWAY STATION - NIGHT

CROWDED with COMMUTERS -- Derek "escorts" Susan on the platform -- a COAT hangs over her wrists, hides the CUFFS -- Derek clearly holds a gun to the small of her back --

-- they walk past the commuters -- to the end of the platform, and down the stairs -- into the darkness of the subway tunnel -- we're CLOSE ON Susan's face as she looks around, still in pain, still in shock --

INT. SEWAGE TUNNEL - NIGHT

Susan and Derek enter another endless, damp tunnel -- this underground world is a giant maze -- they arrive at a SUB-LEVEL ELEVATOR -- a hazard sign: "RESTRICTED ACCESS" ignored as Derek opens the slide-gate and get inside --

INSERT - ELEVATOR READOUT - CLOSEUP

The readout counts down: SUBLEVEL 19, SUBLEVEL 20, SUBLEVEL 21...

INT. ELEVATOR - NIGHT

Derek and Susan stand waiting, watching the elevator readout. A MUZAK version of "Stairway to Heaven" PLAYS on the speakers.

SUSAN
If you think killing me is going to hurt Jack, you're wrong. He doesn't care about me anymore--

DEREK

This isn't about revenge.
Revenge is just a happy by-product of this scenario.

The elevator doors open, revealing a seemingly ENDLESS NARROW HALLWAY packed with ducts and pipes, wires and circuitry -- Derek pushes her out --

INT. SUB-LEVEL 27 - NIGHT

Derek leads Susan down another tunnel -- in her daze, she spots a ten-pound BROWN RAT and SCREAMS -- even Derek jumps.

DEREK

Jesus Christ!

The RAT scurries off --

DEREK

I almost blew off your fucking head!

SUSAN

Well what the hell do you care?!

DEREK

Keep walking --

SUSAN

(realizing)

You don't want me dead.

DEREK

(threatening)

I wouldn't mind you dead, but
alive's easier. Keep walking.

INT. BULLETRACK ACCESS TUNNEL - NIGHT

Another tunnel -- this one smaller -- cleaner -- NEW YORK TRANSPORT LOGOS on the electricity boxes on the metallic, curved walls --

Susan walks ahead of Derek -- looking back at him thoughtfully -- and then a DISTANT HUM grows LOUDER -- they reach another TUNNEL INTERSECTION as the HUM quickly becomes a ROAR -- and they cover their ears as an ELECTROMAGNETIC TRAIN BLASTS PAST THEM IN THE INTERSECTION. THE WIND IS VIOLENT, THE ROAR EAR-SHATTERING -- Derek looks away for an instant --

Susan suddenly pulls away from him, spins, and kicks his gun hand -- the gun SKITTERS away into the darkness --

As Derek turns for the gun, Susan launches a SPINNING KICK that lands flush on his face -- she BREAKS HIS NOSE. Derek holds his bloody face --

Susan, wrists cuffed, runs off -- Derek looks up as Susan ducks into another tunnel --

Derek pursues her as the TRAIN continues to pass -- the ECHOING, REVERBED ROAR still BLASTING --

SUSAN

Runs down a tunnel -- turns a corner -- out of breath already, terrified -- she hyperventilates -- turns another corner --

DEREK

Is in pursuit -- furious -- PULLS ANOTHER GUN from his jacket -- the TRAIN STILL ROARING in the background -- he turns a corner -- then another -- not searching, as much as he is following --

SUSAN

Desperately climbs a SERVICE LADDER, struggling with the cuffs -- she reaches the NEXT LEVEL and starts running down another endless TUNNEL --

We follow her as her turns and speed actually give her the feeling of escape -- she sees an "EXIT" sign, hurries towards it --

-- and is suddenly facing Derek who steps through it. She SCREAMS -- falls back, painfully.

DEREK

Thanks for the nose job.

(cocks the gun)

Not much further.

INT. UNDERGROUND TUNNEL - NIGHT

Derek leads Susan into another elevator -- the doors close on them, revealing the painted words: "MANHATTAN GENETICS, INC. -- FREIGHT ELEVATOR" --

EXT. HIGHWAY - NIGHT

Michael BLASTS along on the motorcycle -- and when he passes us we catch the glimmer of MANHATTAN in the distance --

EXT. STREETS - NIGHT

Michael races to the narrow street -- to the EXTERMINATOR SHOP we've seen before -- only now the doors and windows have been BOARDED -- a building condemned -- we're CLOSE ON his face as he looks up at the building -- what next?!

And then his expression changes -- staring at the building, it triggers a memory... something important... Michael gets off the bike... walks to the door... shoulders it in.

INT. EXTERMINATOR'S SHOP

The inside of the shop is a shambles. Michael climbs over fallen shelves... broken furniture... to the back elevator.

The elevator still works. He rides down in it. Gets out in the basement and FLICKS ON A LIGHT. The animal and insect cages in the long passageway have been pulled over. Most of the animals are gone or dead, but a foot long centipede curls away from the light, and a rat HISSES at him from a corner.

Michael reaches Derek's office. Kicks the door open. Walks in.

He walks past the waiting room area where we saw Derek listen to Evans -- to the small medical room further back, with its operating table and surgical instruments.

Michael stands, looking at the table, the syringes and vials, now covered with dust... then his gaze strays to a nearby wall mirror and he looks at himself... slowly pulls up his shirt... stares at the old wound he received in the genetic robbery... the wound Derek patched up...

Suddenly Michael is frozen in a moment of deep epiphany -- and then he begins to run... back into the passageway.

EXT. STREET - NIGHT

And WE SEE Michael emerge from the shop, run to his motorcycle, BLAST the bike to life and SPEED away --

INT. STAIRWELL - NIGHT

WE FOLLOW MICHAEL as he enters and ascends a plush staircase -- PASSERSBY in formal wear shoot sideways glances --

INT. RESTAURANT - NIGHT

The same restaurant where Jack and Maria once came for dinner... in another lifetime. A chic crowd. Everything in its place. Except Michael, who strides in wearing his filthy clothes -- walks past staring COUPLES to the MAITRE D'.

MAITRE D'

We have a jacket-only policy.
Among other things.

MICHAEL

You don't recognize me?

MAITRE D'

Sir, I'm afraid n--

Michael speaks loudly -- putting on some kind of show --

MICHAEL

(loudly)

I'm Jack Muller! I used to eat
here all the time!

(to staring couples)

Food's great! The salmon's a
little dry...

Everyone's looking now -- including a number of MEN who seem to recognize "Jack" -- a few get up and hurry off --

MICHAEL

(to the Maitre d')

I worked for Derek, you know
him, right? He's a friend of a
friend of the doctor who used to
come here when he was in town --
used to sit in that table over
there! Maybe you could tell him
I'm here. Jack Muller, M-U-L--

Suddenly two large suited MEN grab Michael -- he seems pleased.

MICHAEL

How about the table by the
window--?

EXT. ALLEY - RESTAURANT DELIVERY ENTRANCE - NIGHT

A VAN SCREECHES up -- SUITED MEN exit the restaurant with a DARK BAG CONTAINING A HUMAN SHAPE -- Michael. They open the van doors and throw him into the back -- SLAM the doors closed -- the van SCREECHES away.

INT. MAZE OF CORRIDORS - NIGHT

A hood over his head, Michael is led down a number of corridors -- through doors -- and all but thrown up a flight of stairs -- by two large, SUITED MEN --

INT. HOSPITAL LAB - NIGHT

Michael is pushed down in a chair. The hood is lifted. The men in suits back off -- Michael, bruised and bleeding, looks around. Blinks. It's a vast lab, filled with medical equipment. Polished surfaces, bright lights, highly REFLECTIVE CHROME walls make it dazzling...

A strikingly handsome 62 year-old man sits across from him. Dark suit. Cold blue eyes. This is DR. VARRO.

DR. VARRO

I've never had someone I'm
hunting show up in a public
place asking to see me.

MICHAEL

I've got the gene.

DR. VARRO

Really. So does Derek. And
he's selling it to me.

MICHAEL

No, Derek doesn't have it yet.
He took my wife to lure me back.

DR. VARRO

Yes, I've seen them.

This news galvanizes Michael's determination --

MICHAEL

You can gamble on whether or not
I'll fall into whatever trap
he's setting for me... or you
can tell me where to find them
and I'll give it to you.

DR. VARRO

(beat)

Do you have it with you?

MICHAEL
Sort of. Do we have a deal?

DR. VARRO
Why should you trust me?

MICHAEL
Because trusting you is all I
can do.

A thoughtful, tense moment... and then Varro nods.

Michael stands up. The SUITED MEN step forward -- but
Michael just slowly begins unbuttoning his shirt --

MICHAEL
The way you smuggle genetic
material... stash genes onto
strands of DNA... put them into
an empty virus then inject them
into animals...

DR. VARRO
Yes...?

MICHAEL
The last job... I was wounded.
I thought Derek was injecting me
with a booster...

Michael now removes his shirt --

DR. VARRO
He stashed the gene...

MICHAEL
Inside of me.
(beat, hiding his
fear)
So let's do it.

INSERT - SYRINGE - CLOSEUP

The same type used by "Jack" in the opening robbery -- old
hands prep it --

MICHAEL

Lies on an operating table -- Dr. Varro stands beside him as
an OLDER TECHNICIAN moves to Michael with the syringe --

TECHNICIAN

Don't move.

MICHAEL

Yeah, no kidding.

And Dr. Varro watches as his Technician JABS THE HYPO INTO Michael'S SPINE -- Michael winces horribly -- but doesn't even flinch. The hypo slowly begins filling up...

DR. VARRO

I knew your parents.

Michael looks up at him.

DR. VARRO

Yes. Very well actually. We worked together. For a world free of cancers and heart disease. The average life span tripled. But then they passed the Codes. And your parents accepted that without a fight.

(beat)

But they were wrong. The Codes weren't about ethics. A healthier population eventually means an older population... who contribute less and less while needing more and more.

(beat)

Instead of caring for all those people... the government calculated that it's more cost-effective if they just pull the plug... and let everyone die.

(beat)

You see, illness... is cheaper than health.

And on Michael's suffering reaction we CUT TO --

EXT. HIGHWAY - NIGHT

A POLICE HELICOPTER and a number of POLICE CARS surround the HAWK HELICOPTER. POLICE mill about -- at the DEAD, OVERWEIGHT DRIVER whose body has been left inside the Hawk --

INT. DR. VARRO'S LAB - NIGHT

The older Technician checks the extracted material in a GENETOSCOPE. Michael and Dr. Varro watch him... as he looks up.

TECHNICIAN
It's the real thing.

Michael is strangely relieved -- his instinct was right --

MICHAEL
Where are they?

DR. VARRO
(smiles)
West wing. Four floors up.
Derek should be extracting the
material just about now.

MICHAEL
... what?

DR. VARRO
When you visited Derek in
prison... you shouldn't have
mentioned that your wife is
pregnant.

The horror grows on Michael's face -- he then turns and moves
for the door -- just then Dr. Varro nods to the technician
who pulls out a LASER WEAPON and aims it at Michael -- but
Michael has seen this in the reflection of the chrome door.

Michael throws himself to one side, behind a lab table -- the
Technician FIRES -- a fiery burst that leaves melted steel.

Michael picks up a fallen surgical knife and throws it -- it
catches the old technician in the forehead, several inches
deep. The Technician FIRES again, wildly, as he falls over
backwards.

As Varro hurries towards a desk, where another gun sits,
Michael darts to the fallen technician and scoops up his gun
-- just as Dr. Varro grabs his gun and raises it, Michael
FIRES the LASER -- BOOM -- Varro stumbles backwards... his
body a glowing cinder from the waist up. Varro crumples.

Michael grabs the canister extracted by the technician, and
runs out.

INT. MANHATTAN GENETICS, INC. CORRIDOR - NIGHT

Michael bursts out of the lab -- finds himself in a maze of
dark, dilapidated corridors --.

INSERT - SURGICAL TOOLS - EXTREME CLOSEUP

Derek prepares the sharp, glimmering SURGICAL TOOLS --

INT. TEST LAB - NIGHT

Susan lies on the operating table -- STRAPPED DOWN -- wrists handcuffed above her head -- stomach bare -- as Derek preps the tools -- Susan, in a panic, strains to see what he's doing --

SUSAN

Wait -- don't -- please --

Derek pulls on rubber gloves --

EXT. HOSPITAL CORRIDOR - NIGHT

Michael RUNS FURIOUSLY up the paint-chipped staircase -- comes to a locked door. Tries to kick it open. No luck. Steps back and runs at it full tilt -- he SHOULDERS THE DOOR OPEN and keeps running --

INT. TEST LAB - NIGHT

Susan twists away as Derek SWABS Susan's stomach with STERILIZER.

DEREK

This won't take long...

SUSAN

-- why are you doing this?
Please --

DEREK

Cooperate... and I promise your death will be quick... and relatively painless.

INT. HOSPITAL - THIRD FLOOR - NIGHT

Michael reaches the third floor -- the door is boarded off. He begins prying at the boards with his bare hands -- he pulls with all he's got --

INSERT - SUSAN - CLOSEUP

Her eyes wide with terror...

SUSAN

Wait... wait...

INSERT - SYRINGE - EXTREME CLOSEUP

As Derek picks up the NEEDLE --

SUSAN (OS)

No...

HOSPITAL CORRIDOR

Michael RACES down the dark corridor -- cages on the walls -- dead and dying TEST ANIMALS from Varro's experiments -- reminiscent of the mutant rats and insects from the exterminator's shop -- only there are HUNDREDS of cages here...

INT. THIRD FLOOR LAB - NIGHT

Derek moves to Susan's bare stomach -- leans close -- feels her skin -- brings the syringe to her flesh --

WE'RE CLOSE on Derek's eyes for a long beat -- his intense concentration -- when the MUZZLE OF THE LASER GUN ARRIVES AT HIS HEAD.

MICHAEL (OS)

Drop it.

A beat. Derek slowly looks up at Michael, who holds the gun -- physically -- emotionally spent -- Derek doesn't move -- hearing the voice, Susan strains to see --

MICHAEL

Put it down.

A beat... and Derek does...

Michael grabs a surgical knife and cuts the bonds that tie her down -- takes a small key from a desktop next to the operating table and snaps the handcuffs open, all the while keeping the gun trained on Derek.

MICHAEL

(to Susan, in shock)

You okay?

SUSAN

Michael...

DEREK

Jack. Think about this--

MICHAEL

I have. Get up.

A tense beat. Finally Derek stands. Michael keeps the gun on him as he helps Susan sit up.

INT. HOSPITAL CORRIDOR - NIGHT

Michael helps Susan along the dark corridor -- his gun trained on Derek who walks in front of them. They pass the RODENT CAGES on either side -- now either empty or filled with the carcasses of hideous animals...

DEREK

You should know I've made a deal
with Varro. Sixty million
dollars --

MICHAEL

Varro's dead. And I'm taking
you back to prison.

Suddenly, a LIVE, HIDEOUS RAT SCREECHES from one of the cages -- Michael looks up for a fraction of a second and Derek grabs one of the CAGES and PULLS IT DOWN -- half a dozen of the cages FALL onto Michael and Susan -- Derek runs down the hall --

Michael pushes the cages away -- turns to Susan...

SUSAN

Just let him go --

MICHAEL

I can't -- he'll come after us.

Michael turns and runs off after Derek --

INT. STAIRCASE - NIGHT

A ruined spiral STAIRCASE leading up through the central rotunda of the hospital -- Michael's gun is ready -- he follows the distant SOUNDS of Derek as they run -- he finally reaches the top of the staircase -- Darkness and silence. Michael walks towards the only LIGHT...

EXT. ROOF - NIGHT

Michael emerges onto the roof of the hospital. The ILLUMINATION comes from a single flickering EMERGENCY LIGHT.

Areas of the roof have fallen into the floor beneath. Wires snake everywhere like serpents. Dusty skylights, heaps of brick and roof slate, sudden shadowy chasms, and fallen aerials create a strange, dark, and twisted landscape. Michael steps out, looks around --

Suddenly Derek GRABS MICHAEL FROM BEHIND -- his right hand locks on to Michael's gun hand and a single LASER SHOT GOES WILD as Derek gets Michael in a CHOKE HOLD -- Michael claws

the hand around his neck... throws his gun aside to use both hands to push Derek back so he can breathe --

The gun clatters off into the darkness. Michael breaks the hold. Michael and Derek face each other -- circle each other -- begin trading powerful blows. Michael's younger, stronger, but Derek is craftier -- Derek swings a powerful KICK between Michael's legs -- Michael goes down --

DEREK

How can you beat me? I taught
you everything you know... every
trick...

Derek picks up a loose length of PIPE -- Derek SWINGS -- Michael jumps back to avoid it.

DEREK

And some I didn't teach you...

Derek SWINGS AGAIN -- for Michael's head -- Michael barely ducks it. Another swing and miss -- Michael's forced back TO THE EDGE OF THE HOSPITAL ROOF -- a fifteen story drop. Coils of ROPE and WIRE make the lip of the roof a dangerous obstacle course.

MICHAEL

When you killed my parents why
didn't you kill me too?

Derek advances --

DEREK

Your parents were going to turn
us in. It felt like poetic
justice to take their child.

Michael's at the corner edge of the building -- Derek now close enough for a final, deadly swipe...

DEREK

I really did love you, Jack. As
only a father can.

And Derek SWINGS -- Michael CATCHES THE PIPE and locked together they both TUMBLE OVER THE EDGE -- they fall almost twenty feet and come to a stop on an old WINDOW CLEANING RIG that CRACKS with their impact -- jerks to a thirty-degree angle and tests the weather-beaten ROPE and WOOD keeping them suspended precariously above the abyss -- into which the pipe falls --

Derek looks around for a weapon -- anything -- and grabs the SAFETY CHAIN as Michael rises. They face each other.

Derek steps forward -- SWINGS THE CHAIN -- Michael LEAPS BACK to the very edge of the rig. Derek SWINGS AGAIN. Michael takes the blow on his shoulder -- it knocks him off but he reaches and GRABS the frayed SUPPORT ROPE -- Michael now dangles above the drop.

Derek, standing on the rig, raises the heavy length of CHAIN... and for a strange moment, Derek looks down at Michael sadly.

Michael looks up with fear and hatred -- suddenly Derek WHIPS the chain at him -- Michael SWINGS to the side to avoid being hit -- the CHAIN CRASHES into the wall --

Derek pulls the chain up and LASHES AGAIN -- but this time MICHAEL GRABS THE CHAIN AND PULLS -- Derek tries to pull it back, but Michael is stronger and Derek suddenly FALLS FORWARD -- OFF THE PLATFORM -- PAST MICHAEL -- SCREAMING ALL THE WAY DOWN --

Michael watches Derek fall until it's silent... Mixed emotions play across his face.

Then Michael looks up -- a formidable climb to the roof. He starts up the rope -- but the rope starts to TEAR at the roof -- a SWIRL OF STRANDS rip as Michael ascends -- he's not going to make it. Finally it's hanging by just a few strands.

Susan appears. Holding the handcuffs Derek shackled her with.

SUSAN

Michael!

She lowers one side of the handcuffs to him.

SUSAN

Lock it on.

Michael locks the cuff on his left wrist... just as the frayed rope breaks.

She's holding onto her end of the cuffs with both hands. His weight drags her to the very edge of the roof. They can see each other. Only two feet apart. Inch by inch she's losing her struggle...

MICHAEL

Let go...

But she locks the handcuffs to her own wrist. There's a tiny ledge that halts her forward progress. She desperately braces herself against it. Digs in.

SUSAN

Come on.

Michael's feet scabble for any foothold. The fingers of his left hand strain up for the edge of the roof. Finally he touches it...

The two struggle to bring him up -- over the edge, to the roof. They collapse into each other's arms, embracing.

They stare into each other's eyes... and kiss... smiling...

DISSOLVE TO:

INT. BULLETRACK PLATFORM - DAY

The same bullet track platform where Lenny said goodbye to Michael and Susan when they set off for Wanhagan the first time. Lenny again stands with them on the platform.

LENNY

It's not too late. If Derek told you where it's hidden... we can swing a deal.

MICHAEL

I wish he did tell us. Because we're going to need a bigger house.

Lenny looks at Susan, untrusting.

SUSAN

The secret died with him.

And the bullet train comes roaring in. Lowers to them. The doors open. Lenny leans close to Susan, threateningly:

LENNY

I know you're holding out on me.
I can feel it.

SUSAN

I'm going to miss you, Lenny.

And with a small smile, Michael and Susan get on the train. Michael turns back to Lenny.

MICHAEL

How about you buy us a bigger house? Just for old time's sake? After all, you did introduce us.

But Lenny just stares, suspicious.

MICHAEL

I know, I know. We gotta earn it. Just like everybody else.

And the train doors close between them. The train lifts and speeds away.

INT. TRAIN - DAY

Michael and Susan sit side by side. She has the genetic canister in her hand... she's looking at it thoughtfully. Michael closes her hand over the canister. Kisses her fingers. They share a look...

DISSOLVE TO:

EXT. BEND IN RIVER - DAY

Trees, birds... and Michael and Susan, sitting on a blanket facing a river, their backs to us. We SLOWLY MOVE AROUND THEM, to face them...

MICHAEL

I still don't get it.

SUSAN

What?

MICHAEL

You know... why Susan married Michael. I mean, she was this prize. She was everything. And Michael... he was nothing. I mean he was practically an idiot. It doesn't make any sense.

SUSAN

I think it's obvious.

MICHAEL

You do, huh?

SUSAN

Yeah...

And just now, as we MOVE AROUND THEM, we see that sitting on Susan's lap is their INFANT BABY.

SUSAN

Susan married Michael... because
he was a good man.

This makes Michael smile. Then Michael takes the baby from her lap...

MICHAEL

(to the baby)

Do you buy that? Or is Mommy
just a sweet-talker?

(to Susan)

He thinks you're a sweet-talker.

Michael stands and starts for the water. Susan follows at his side. And as this new family heads for the glittering arc of blue water, we...

FADE OUT.

THE END