

E X T I N C T I O N

screenplay by Spenser Cohen

A SERIES OF DISTORTED IMAGES:

Millions of stars glimmer in the cold infinity of space. A breathtaking view. A growing fog eats away at the cosmos...

THE HEAVENS SWIRL...

SHAPES move across the night sky...

SOMETHING is coming...

Darkness folding, bending, blurring, giving way to:

A LARGE SPHERICAL MACHINE in a dark room...

A KNIFE on white tile...

Blood soaking into the cracks...

INSIDE A KITCHEN: A WOMAN is shoved against a wall...

SEVERAL MEN tear her clothes, laughing, this is fun for them...

THE WOMAN trembles, fear taking over. Her eyes puffy and red. She looks across the room to:

PETER, who watches. Wants to help, but does nothing. He turns away...

AS THE LAUGHTER AND SCREAMS TAKE OVER --

INT. APARTMENT - MASTER BEDROOM - MORNING

Peter bolts awake, gasping for breath, sucking down air. Sheets twisted. Pillows on the floor.

He looks around the apartment. It takes a moment for him to realize where he is. He finds his bearings -- controls his breathing.

A beat. He drinks in the room. It's simple. Homey. Light filters in through the curtains.

He turns -- the spot in bed next to him is empty.

INT. BATHROOM - MORNING

Peter splashes water on his face. Studies his reflection.

He's mid-thirties, good looking, in decent shape. A good man. A good father -- maybe even a great one.

INT. CLOSET - MORNING

Peter stares at his clothes. A dozen blue work pants. A dozen white button downs. A dozen ties.

INT. KITCHEN - MORNING

A sizeable kitchen with a center island. The accumulated clutter of life gives the place a worn, lived in feel.

It's clear: this is the home of a middle class family.

ALICE, mid-thirties, waters some plants on the windowsill. We recognize her as THE WOMAN from the dream -- this is Peter's wife. Alice senses someone, turns to find:

Peter, dressed for work, staring out the balcony window -- twenty stories above a sprawling city.

ALICE
Morning. You sleep okay?

PETER
Yeah. You?

She nods. Movement from beneath the kitchen table. Peter and Alice exchange a look.

ALICE
(smiling)
Been under there all morning.

Peter kneels down to find LUCY, seven, sitting under the dinner table drawing with crayons. He watches her for a moment.

PETER
What are you drawing, sweetheart?

LUCY
You, and Mommy, and Hanna, and me.

Peter glances at the child's artistic rendition of their family. Everyone holds hands except for Peter. He stands away from everyone else holding what looks like a wrench.

PETER
How come I'm so far away?

LUCY
You're at work.

Emotion in Peter's eyes as he studies the picture. Then his daughter. The world through the eyes of a child is always the truth.

PETER

You're getting really good.

Lucy keeps sketching.

PETER (CONT'D)

Where's your sister.

LUCY

Don't know.

Peter stands. Looks to Alice. A beat, then:

PETER

I'll probably have to work late again tonight.

ALICE

But we have parent-teacher conferences for the kids.

PETER

What time?

ALICE

Seven. Promise you'll be there.

PETER

Promise. Speaking of kids, where's the other little monster?

ALICE

Where do you think? I've already spoken to her about it twice.

PETER

I'll talk to her.

ALICE

Have a good day.

PETER

You too. See you tonight.
(heading out the door)
Bye, Lucy.

LUCY

(from under the table)
Bye.

The door shuts. Alice stands there for a moment. She eyes Lucy -- still drawing.

ALICE
Come on sweetie, we need to get you ready for school.

INT. TWENTIETH FLOOR HALLWAY - MORNING

Peter hits the down arrow. Waits for the OLD ELEVATOR.

DING! -- the door wobbles open revealing:

HANNA, eight, Peter's other daughter.

He enters the elevator, pretends not to see her.

HANNA
What floor, sir?

PETER
Lobby please.

Hanna hits the "Lobby" button. The elevator descends.

PETER (CONT'D)
Excuse me, did you see an eight-year-old girl around here this morning?

HANNA
(smiling)
What did she look like?

PETER
Well, she has jagged teeth and giant ears...

Hanna feels her ears.

HANNA
No I don't!

Peter turns, feigning surprise:

PETER
Hanna!

Hanna shoots him a look.

HANNA
Come on, dad. You knew it was me.

PETER

Okay, okay. What is it with you
and this elevator anyway?

HANNA

I don't know. I like it. How does
it work?

Peter eyes his curious daughter.

PETER

You wanna know?

She nods an enthusiastic, "yes".

PETER (CONT'D)

It's powered by motors that either
drive traction cables or
counterweight systems like a hoist,
or pump hydraulic fluid to raise a
cylindrical piston like a jack.
The motor turns a gear train that
rotates the sheave. This one's
older so...

Peter notices Hanna is lost.

PETER (CONT'D)

Now you're really confused aren't
you?

Hanna is all smiles and nods. The elevator door DINGS open.

Peter leans down, eye level with his daughter.

PETER (CONT'D)

Have a good day at school.

He kisses her forehead.

PETER (CONT'D)

Love you.

HANNA

Love you too, dad.

Peter exits the elevator, turns back:

PETER

And no more playing in the
elevator. We need to find you
another hobby.

Hanna waves "goodbye" as the elevator doors close.

INT. SUBWAY CAR - MORNING

Peter grips the railing for balance as the subway hurtles through a dark tunnel. All around him -- other BLUE COLLAR JOES heading to work.

INT. FACTORY - DAY

A massive industrial complex the size of five airplane hangers. Conveyor belts grind and churn. Pistons hiss.

HUNDREDS OF WORKERS man the assembly lines. This place is a buzzing hive of activity. Hard work is being done here.

Peter walks along a catwalk surveying the workers from above. An ALARM WAILS. A conveyor belt has stopped working.

INT. FACTORY - LATER

Peter studies the disassembled pieces of a broken motor. Idle workers stand around talking.

DAVID (O.S.)

...Another one down. That's the third one this week.

DAVID approaches, mid-thirties, wiping black grease off his face with a rag -- this is Peter's friend.

PETER

Factory's been running day and night -- surprised these things last as long as they do. Everything good?

DAVID

Everything's good.
(beat, makes a fist)
Except my hands. Aren't what they used to be.

David flexes his hands. They open and close with difficulty. Both of these guys work too hard.

Peter reassembles the broken motor. SNAPS it back into place and the conveyor belt HUMS to life.

Workers put on their gloves and disperse into the factory.

DAVID (CONT'D)

I better get back to it. See ya.

PETER

See ya.

And David is gone -- swallowed up by the surrounding metal and machinery.

Peter walks the length of the assembly line. Making sure everything is running smoothly. Status quo.

He makes his way through the mechanical labyrinth -- passing beneath showering sparks -- through smoke -- reaching the far end of the factory. He stands before:

MASSIVE STEEL DOORS

Restricted access. Off limits to workers. He glances at a SECURITY CAMERA positioned above the doors.

A beat. Peter gets back to work.

INT. CLASS ROOM - EVENING

Peter and Alice sit across from REBECCA, Hanna's teacher. The tail-end of a parent-teacher conference.

REBECCA

...She's an excellent student.
Very bright. Curious about
everything. Found her taking apart
my pencil sharpener yesterday.

Rebecca laughs. Alice and Peter smile.

PETER

Think she gets that from me.

Rebecca checks over a piece of paper.

REBECCA

I think that's it... do you have
any questions?

ALICE

Don't think so.

Rebecca and Alice stand. They shake hands.

REBECCA

Thanks for coming in.

Peter is still sitting. Hasn't moved. Eyes fixed on the ground -- staring at a KNIFE on white tile.

Alice looks to Peter. He's frozen, as if in a trance. Rebecca is staring at him too. A beat, then:

ALICE

Peter?

No response. Peter watches blood spread across the tile, pooling around his boot.

ALICE (CONT'D)

(snapping)

Peter?

Peter jolts. Looks up. Alice and Rebecca are staring at him. He's uncomfortable. Doesn't know what to say.

PETER

I uh...

He glances down at the white tile -- nothing there. *What the hell just happened?* Looks to Alice and Rebecca.

PETER (CONT'D)

...Sorry.

INT. SCHOOL HALLWAY - LATER

Alice and Peter stand outside of a classroom. Inside: Hanna, Lucy, and a bunch of other kids play with toys and draw pictures, waiting for their parents.

ALICE

You okay?

PETER

I'm fine.

ALICE

You sure?

PETER

(smiling)

I'm sure. Just tired.

Peter calls into the room for:

PETER (CONT'D)

Hanna -- Lucy -- time to go.

The girls say goodbye to the other kids, and join their parents in the hallway. Lucy holds out a handful of paper:

LUCY

Look!

Peter and Alice study their daughter's colorful art.

PETER

I love these. Can I keep one?

LUCY

You and mommy can share.

And the four of them start down the corridor. Peter puts his arm around Hanna.

PETER

You took apart a pencil sharpener?

Hanna glances up at him, trying to hide her grin, but can't. Both of them smile at the same time. He holds her close, "that's my girl."

HOLD as they move away from us. Their conversation growing fainter...

EXT. CITY - NIGHT

Buildings burn. HANDHELD MAYHEM as PEOPLE run through the streets. Screaming. Crying. Feels like a warzone.

Everything bends and blurs, and now we are inside a:

KITCHEN

As Alice is shoved against a wall...

SEVERAL MEN tear her clothes, laughing, this is fun for them... Alice trembles, fear taking over.

PETER wants to help, but does nothing. He turns away...

The image distorts, bending, shifting, and now we are looking at:

A LARGE SPHERICAL MACHINE in a dark room as --

INT. MASTER BEDROOM - MORNING

-- Peter bolts from the dream in a dead panic, gasping for air.

Alice rushes in from the bathroom.

ALICE

What's wrong? -- Peter?

Peter catches his breath. Takes in the room. Gathers himself.

PETER

I'm okay.

Alice stares at him.

ALICE

You were screaming my name.

PETER

What?

ALICE

In your sleep...

Peter considers this.

INT. BATHROOM - LATER

Peter splashes water on his face. Studies his reflection.

PETER

(sotto)

Keep it together.

INT. CLOSET - MORNING

Peter stares at his wardrobe.

Slides on his pants. Buttons up his shirt. Routine.

INT. KITCHEN - MORNING

Peter hangs on the fringes of the kitchen, listening to Alice on the phone.

ALICE

...I'm not sure. Think he's just exhausted. Been working extra shifts...

Peter enters the kitchen. Makes his presence known. Alice turns to him. Holds the phone out.

ALICE (CONT'D)

It's your mother.

He takes the phone.

PETER

Hi, mom.

MOTHER (V.O.)

Peter. How are you?

PETER
I'm fine. And you?

MOTHER (V.O.)
Maybe you should come see me.

A strange BEEPING SOUND on the line -- digital interference.

PETER
Hello? Hello?

MOTHER (V.O.)
I'm here.

PETER
What was that noise?
(beat)
You heard it right?

Silence on the other end. Peter rubs his forehead.

PETER (CONT'D)
Nevermind. I gotta go. I'll talk
to you soon, mom.

He hangs up. Looks to Alice. Studies her gentle face.
About to say something when:

CRASH! Peter and Alice whip around to find the kitchen
knives on the floor. Hanna stands motionless -- a deer in
headlights.

HANNA
Sorry.

She reaches to pick them up.

INSERT CUT: A bloody KNIFE on white tile.

PETER
Stop!

Everyone freezes. Alice is staring at Peter. He looks to
her.

PETER (CONT'D)
Just... don't want her touching the
knives. I'll clean it up.
(to Hanna - soft)
Get ready for school.

Alice gets the kids ready in the other room.

Peter cleans up the knives. Puts them back in the knife-holder on the counter. Studies them for a moment.

GARBAGE CHUTE - MOMENTS LATER

Peter drops the knives inside. They echo all the way down. He stands there -- thinking about what he just did.

INT. APARTMENT HALLWAY - MOMENTS LATER

Lucy slides on her backpack. Alice zips it up for her.

LUCY

What's wrong with daddy?

Alice's eyes move across her daughter's innocent face.

ALICE

Nothing sweetheart. He just has a lot going on.

INT. SUBWAY CAR - MORNING

Peter sits on a bench in the overcrowded subway car. The working class all around him.

Suddenly: THE SOUND OF A DEAFENING BOOOOOOOM!

He shoots to his feet -- grabs onto a pole for balance. Heart racing -- he glances around -- everyone is just sitting there -- normal.

PETER

Anyone hear that?

A WOMAN looks up at Peter for a moment, then turns away.

ANOTHER BOOOOOOOM!

Peter clings to the pole. The entire subway car is shaking now. But everyone just sits there like they don't notice -- because they don't. The subway passes into darkness.

Peter grabs his forehead. He's losing it. The subway comes to a stop. Peter pushes through the crowd toward the exit.

INT. FACTORY - DAY

Machines grind and press. Sparks shower. Workers man the assembly lines. The factory is in full swing.

Peter repairs another broken motor. Pops it back into place. The downed machine whines to life as it starts up.

Peter walks the assembly line. Checking for malfunctioning equipment. He stops moving. His eyes fixed on something at the far end of the factory, those:

MASSIVE STEEL DOORS.

INT. OFFICE - DAY

Dozens of cubicles fill the floor from end to end -- all alike.

Sitting in one of the cubicles is Alice. She wears a headset. Her line rings. Keeps ringing. She doesn't answer.

SAMANTHA, thirties, the sweet-faced brunette in the adjacent cubicle, peers over the wall at Alice.

RIINNGGG...

Alice is staring at a picture of her family taped to the cubicle wall.

IN THE PHOTO: Peter has his arms around Alice and the girls. The perfect family.

RIINNGG...

SAMANTHA

...Alice?

Alice looks up at Samantha. Finally realizes the phone is ringing...

SAMANTHA (CONT'D)

I'll grab it.

Samantha answers the call. Alice takes off her headset. Moves through the endless sea of cubicles.

INT. OFFICE HALLWAY - LATER

Alice leans against a wall. Samantha stands next to her.

SAMANTHA

I'm sure everything's fine. Have you talked to him?

ALICE

He doesn't tell me things.

SAMANTHA

He works hard. Could be that.

ALICE

Could be...

SAMANTHA

When was the last time you guys did anything fun?

Alice considers this.

SAMANTHA (CONT'D)

You need to do something to get your minds off whatever's going on.

Alice is thinking.

ALICE

Maybe I'll have you, Ray, and the kids over.

Samantha smiles.

SAMANTHA

We'd love that.

INT. SUBWAY STATION - EVENING

Peter watches the subway pull into the station.

The doors open. He just stands there, staring at his reflection in the windows. He doesn't get on.

The doors close. He watches the subway depart.

EXT. STREET - EVENING

Dark buildings. Empty sidewalks. A figure moves through the cold. It's Peter. Eyes on the ground. Mind somewhere else.

He glances up as he passes an:

ANTIQUA STORE

Inside the window is an eclectic assortment of odds and ends.

Peter's eyes are fixed on an old TELESCOPE.

INT. APARTMENT BALCONY - NIGHT

Peter gazes through the eyepiece of the old telescope. Adjusts the focus knob.

Alice approaches from behind. Watching him.

ALICE
It's late. Aren't you tired?

Peter faces Alice.

PETER
Yeah. Just couldn't sleep.

She glances at the telescope.

ALICE
Does it work?

PETER
I uh... thought it might be good
for Hanna.

A long beat.

ALICE
I was thinking, maybe we could
throw a little get together. Just
a few friends. We haven't seen
anyone in months.

PETER
Okay.

She has something else to tell him. Deep breath. Here it goes:

ALICE
Peter, I -- I just -- I want you to
know you can talk to me. About
anything. You know that, right?

Peter stares at his wife. He knows she's being genuine. He knows she cares. A lingering moment. Then:

PETER
Come take a look.

Alice steps forward. Looks through the eyepiece.

TELESCOPE POV: An endless tapestry of stars. Beautiful.

Peter watches as Alice stares through the lens -- a tiny smile on her face.

ALICE
This... is amazing.

Peter closes his eyes for a moment. Breathes in deep. He's about to tell her something. Eyes open. He's ready.

PETER

I've been seeing things lately...
in my dreams... something comes
from up there...

Alice slowly takes her eye away from the telescope. She looks at Peter. Doesn't say anything.

PETER (CONT'D)

A lot of people get hurt... It's
the same -- always the same thing --
every night.

ALICE

It's just a dream.

PETER

...What if it's something else?

He looks up at the sky. Alice doesn't. She continues to stare at him.

ALICE

Peter... it's just a dream.

A long pause, then:

PETER

It's not. I see my dreams -- even
when I'm not asleep.

A look of worry washes over Alice's face.

ALICE

While you're awake?

Peter nods.

PETER

What do you think it means?

ALICE

I don't know.
(beat)
It's probably nothing.

But her mind is racing -- we can tell she doesn't believe her own words.

Alice and Peter stand on the balcony in the cold of night. Neither saying anything for the longest time. Finally:

ALICE (CONT'D)
It's late. Let's go to bed. We
can talk about this tomorrow.

Alice goes back inside.

Peter stays on the balcony. Staring up at the heavens.

INT. MASTER BEDROOM - LATER

Alice is awake. Watching Peter sleep next to her.

His eyes flutter under the lids. His body jerks. Muscles
tighten. Nails dig into the sheets.

Alice watches, helpless.

EXT. CITY - NIGHT

BUILDINGS burn.

BODIES litter the streets.

DARK SHAPES move across the sky.

INSERT CUT: (M.O.S.) Alice SCREAMING.

INSERT CUT: that SPHERICAL MACHINE again, barely visible in
the darkness -- something ominous about it.

INT. MASTER BEDROOM - MORNING

Peter jolts awake. Breathing hard. Body tense.

A long moment... he starts to calm...

He glances at the window -- at the sunlight streaming into
his room through the gap in the blinds.

INT. KITCHEN - MORNING

Peter enters, dressed for work.

Alice and the girls are at the kitchen table catching up on
homework.

Peter takes a seat next to Lucy.

PETER
What are you working on?

LUCY
Words.

PETER
What kind of words?

LUCY
Long ones.

Peter smiles. Looks to his other daughter, Hanna -- face buried in her hands.

PETER
What's the matter?

HANNA
Mom's being stubborn.

ALICE
I don't want you playing in the elevator.

Hanna looks away. Annoyed.

ALICE (CONT'D)
Go get ready. Both of you.

Lucy and Hanna leave the table. It's just Peter and Alice now. She looks at him. A beat.

ALICE (CONT'D)
I was thinking about our talk last night. About what you told me. I want you to see someone. We can go together --

PETER
-- I'm not seeing anyone.

Suddenly, the mood is charged.

PETER (CONT'D)
You're looking at me like I'm -- like you think there's something wrong with me.

ALICE
I never said that -- I just want you to see someone so we can figure this out... I just want to help...
(a beat, emotional)
We're in this together.

She reaches her hand out -- he moves his away.

PETER

I can't do this right now -- I have to go to work.

Peter is up -- moving toward the front door.

ALICE

We can't pretend like nothing's happening -- like nothing's wrong.

Peter waits at the door. Taking in Alice's words. He leaves. The door shuts behind him.

Silence. Alice is alone in the kitchen. Fighting back tears.

LUCY (O.S.)

Mommy, why are you crying?

Alice turns to her daughter who stares back with innocent eyes.

ALICE

Sometimes... Moms get sad.

Lucy gives her mother a hug. A touching moment.

INT. FACTORY - DAY

Peter stares at a disassembled motor. But he's not fixing it. His mind is somewhere else right now...

DAVID

How you holdin' up?

Peter snaps out of it. Starts working on the motor. Doesn't look at David.

PETER

Alright.

DAVID

Talked to Alice... she called me.

PETER

You talked to Alice? About what?

DAVID

Just about... how you've been doing.

PETER

Yeah? And how have I been doing?

DAVID
She's just worried.

PETER
What did she tell you?

David doesn't respond. Peter can take a guess.

PETER (CONT'D)
Let me ask you something...
(here it goes)
Do your dreams ever... seem real?

David considers the question.

DAVID
Don't really remember my dreams.

PETER
Not one? Not a single dream?

David is thinking. He's drawing a blank.

DAVID
Not off the top of my head. Why?

Peter focuses his attention on fixing the motor.

David just stares at him. A long pause.

PETER
(sotto)
I'm not crazy.

INT. APARTMENT KITCHEN - NIGHT

Not used to seeing the place this busy or full of life.

Alice and a few NEIGHBOR MOMS converse in hushed voices. Samantha, Alice's co-worker, is visibly annoyed.

SAMANTHA
...He should at least hear you out.
Doesn't he realize how hard this is
on you? On the kids?

Hanna and her friend MEGAN, a short-haired girl about the same age, run past the moms.

ALICE
No running in the house!

They keep running. We follow them into the:

LIVING ROOM

Where the NEIGHBOR DADS are chatting. Peter is amongst them, but he's not talking. He's not listening either. He's doing his best to fit in, but his mind is somewhere else entirely.

He sees Hanna running. Locks eyes with her. Shakes his head, "no".

Hanna stops. Stares up at her dad.

PETER

You know the rules.

Hanna glances at Megan.

HANNA

Come on. Let's do something else.

Peter watches them leave. Turns back to the neighbor dads. Has no idea what they're talking about. Doesn't care.

EXT. APARTMENT BALCONY - LATER

Peter stands outside getting some fresh air. Most of the guests have gone home... except for:

RAY, mid-thirties, Samantha's husband, approaches from behind.

RAY

How's the old factory? You still running the floor, fixing everything?

PETER

Yeah.

RAY

Some things never change.

Peter smiles. Not in the mood for small talk, but knows Ray's just trying to be friendly.

PETER

You still driving?

RAY

Yep -- sixty-ton with a loader crane. I'm up at the steel mill now. Not as fast paced as the factory, that's for sure.

A long beat. Peter and Ray look out at the city.

RAY (CONT'D)
Things okay between you and Alice?

PETER
She send you out here?

RAY
(smiles, caught)
No. Sam did. It's none of my
business anyway -- what you're
going through...
(beat)
But whatever it is... it'll pass.
You just gotta hang in there --
you'll make it -- Sam and I always
do.

Peter doesn't respond. Just continues staring out at the city. Twenty stories up provides for a great view. It's peaceful right now. Until:

A BRIGHT STREAK FALLS FROM THE SKY -- like a meteor.

PETER
What the hell is that?

Ray is too busy watching to respond.

PETER (CONT'D)
You're seeing this, right?

The BRIGHT STREAK lands on the other side of the city.

A BRILLIANT FLASH. FIRE RISING FROM THE IMPACT. Then:

KA-BOOOOOOOOOOOOOOOOOOOOOOOOOOOOM!

The concussive blast sends shock waves through the entire city -- buildings shudder -- car alarms blare in the streets below -- the sound of GLASS BREAKING --

Peter and Ray are speechless. Can't believe what they're seeing...

ALICE (O.S.)
Peter! What's happening?

Alice and Samantha approach from behind -- panicked.

PETER
You okay -- you okay?

ALICE
Yeah -- what was that?

PETER

I'm not sure -- are the girls okay?

Alice doesn't respond. That's because she's staring out at the fire in the distance. As are Ray and Samantha.

Everyone stands in stunned silence watching tendrils of smoke snake skyward from the impact site.

Peter looks up, sees:

ANOTHER BRIGHT STREAK FALLING.

AND ANOTHER.

ANOTHER.

PETER (CONT'D)

...Alice -- get inside -- Now!

She starts to back up, when:

BOOOOOOOOOOOOOOM! BOOOOOOOOOOOOOOOOOOOOM! BOOOOOOOOOOOOOOM!

Nearby EXPLOSIONS knock everyone off their feet.

Peter shields Alice from the chaos around them as:

THE ENTIRE CITY QUAKES --

THE SOUND OF CONCRETE SPLITTING --

AS CRACKS SPIDERWEB UP THE SIDE OF BUILDINGS --

BLACK SMOKE ROLLS THROUGH THE CITY --

WINDOWS SHATTER AND RAIN GLASS --

DISTANT SCREAMS ECHO --

BOOOOOOOOOOOOOOM! BOOOOOOOOOOOOOOOOOOOOM!

Feels like we're inside a snow globe that's being shaken around by an angry child.

We barely see any of this destruction, just momentary glimpses, because it's not our focus -- we're with Peter and Alice -- close on their faces.

Alice, on the ground, struggles to move. Peter is on top of her, protecting her...

She stares up at him, and he stares back. And it would almost be a nice moment if not for the city burning around them...

Peter's eyes lose their focus as he realizes Alice is no longer looking at him -- she's staring past him -- he follows her eye line up to the sky...

DARKNESS SWIRLS ABOVE... SHIFTING... MOVING...

SOMETHING is coming...

PUNCHING THROUGH the atmosphere...

SHATTERING THE HEAVENS...

Like an army of mechanical ants crawling out of the stars...

And now we see:

DROPSHIPS -- hundreds of them...

THIS IS AN INVASION.

Peter knew this was coming -- he saw this in his dreams.

Peter and Alice get to their feet. As do Ray and Samantha. No one says a thing. They just stare in awe.

Alice turns to Peter -- her eyes well up with terror -- with confusion -- she can't believe it -- *How is this possible? How did Peter know?*

Both of them face each other in silence -- sharing this epiphany -- trying to understand what's happening...

CRYING FROM INSIDE THE APARTMENT.

Peter knows that cry, it's:

PETER (CONT'D)

Lucy!

INT. APARTMENT LIVING ROOM - CONTINUOUS

The lights flicker -- Peter steps over broken glass and toppled chairs -- calling out for:

PETER

Lucy!

Peter follows the sound of Lucy's cries into the

KITCHEN

Where he finds her hiding under the dinner table like a frightened animal. He kneels down. Her wet, terrified eyes stare back at him.

ALICE (O.S.)
Lucy!

PETER
(yelling)
I found her.

Alice enters the kitchen. Sees Peter on the floor. Then notices Lucy hiding beneath the dinner table. She exhales, relieved. But only for a moment.

ALICE
Where's Hanna?

PETER
Check her room.

Alice leaves. Peter turns back to Lucy, gives her a reassuring smile. Holds his arms out.

PETER (CONT'D)
Come on out. It's okay.

Lucy doesn't move.

A THUNDERING: BOOOOOOOOOOOOOOOOOOOOOOOOOOM!

Lucy covers her ears. The lights flicker as a nearby BLAST rocks the foundation.

PETER (CONT'D)
It's okay. Dad doesn't like loud noises either.

He scoots closer to her. She's not coming out.

PETER (CONT'D)
You want to stay under there?

Lucy nods. She's breathing hard. Fear taking over.

Peter thinks -- trying to find some way to comfort her.

A beat, then:

PETER (CONT'D)
Did you know that this is a magic table?

Lucy just stares at him.

PETER (CONT'D)

As long as you're under it you'll
always be safe. Nothing can hurt
you.

Lucy's heavy breathing starts to ease up.

LUCY

It's magic?

Peter smiles -- *that's right.*

Lucy tries to read him -- *is he telling the truth?*

PETER

You can't tell anyone, okay? It's
just our secret.

Lucy nods. Her breathing has normalized.

LUCY

You can come under with me.

Peter is about to take her up on that offer, when:

ALICE (O.S.)

Hanna--!

RAY (O.S.)

Megan--!

Peter turns -- there's commotion in the other room.

ALICE (O.S.)

Hanna--!

Alice bursts into the kitchen. Adrenaline peaking. Locks
eyes with Peter:

ALICE (CONT'D)

We can't find Hanna or Megan.
They're not in her room.

SAMANTHA (O.S.)

(yelling)

Megan--!

Peter turns back to Lucy.

PETER

Dad needs to go find Hanna. You
stay here. Remember, nothing can
hurt you, okay?

Lucy puts on her brave face.

Peter's about to leave -- notices some of Lucy's drawings on the table. He hands them to her with some colored pencils.

PETER (CONT'D)
Can you draw me a picture?

She nods.

INT. APARTMENT - CONTINUOUS

The entire building shakes -- terrible, destructive noises flood in from the city -- more explosions -- more mayhem -- we can only imagine what's happening out there...

But right now we don't care, because we're with Peter and Alice as they search for Hanna. Checking:

EVERY ROOM.

UNDER EVERY BED.

INSIDE EVERY CLOSET.

Nothing... no sign of her.

Ray and Samantha are also in panic mode trying to find their daughter, Megan.

The parents regroup in the:

LIVING ROOM

Put their heads together -- trying to figure this out -- minds racing --

Distant BOOMS outside -- but this apartment is dead silent.

Until: *RIIING*--! Everyone jumps -- hearts in their throats.

Peter searches -- finds the ringing phone -- answers.

MOTHER (V.O.)
Peter --

PETER
-- Mom! Are you okay?

MOTHER (V.O.)
You need to come to the factory --

PETER
-- What? Why?

Digital distortion and static on the other end.

PETER (CONT'D)
Hello? -- Mom... Mom can you hear
me?

MOTHER (V.O.)
(cutting in and out)
Peter...hel...fact...ry...

PETER
Mom... Mom...

The call cuts out. He tries her back -- no dial tone -- no service.

He sets the phone down. The others are watching him. He's processing what his mother just told him to do...

ALICE
Is she okay...

PETER
...I'm not sure.

Everything is happening at once -- Peter is trying to make sense of it all. But now's not the time. He gets back to the immediate task:

PETER (CONT'D)
The girls...

A beat. Ray has a thought:

RAY
Maybe they went back to our place.

Peter considers this. It's worth a shot.

PETER
(To Alice and Samantha)
We'll go check. Stay here and --

SAMANTHA
-- No way... My daughter is out
there somewhere... I'm not just
gonna sit here...

Fine. No use arguing about it. Not at a time like this.

PETER
(locking eyes with Alice)
Lucy needs you right now.
(MORE)

PETER (CONT'D)
 (beat, a promise)
 I'll bring her back.

Alice stares at her husband -- emotion in her eyes -- can't even find the words to respond right now. She watches them go.

INT. TWENTIETH FLOOR HALLWAY - MOMENTS LATER

Peter, Ray, and Samantha stand at the elevator. Peter hits the button again and again.

Distant BOOMS rock the foundation. The lights in the building flicker.

PETER
 Not responding. Power must have
 knocked it out.

INT. STAIRWAY - MOMENTS LATER

The trio descends down the claustrophobic stairwell.

A nearby EXPLOSION rattles the building -- Samantha loses her footing. Peter grabs her, helps her up.

They keep moving -- making their way down five levels to the:

INT. FIFTEENTH FLOOR HALLWAY - CONTINUOUS

A few SCARED TENANTS stand in the corridor. Some have scrapes and cuts. Some cry. Others have blank expressions.

Peter, Ray, and Sam maneuver down the hallway. Arrive at:

INT. RAY AND SAMANTHA'S APARTMENT - CONTINUOUS

Bursting through the door, yelling out:

PETER
 Hanna... Hanna--!

SAMANTHA
 Megan--! Girls, where are
 you--!?

They keep calling out to them as they search every room.

Nothing. They're not here either.

Samantha fights back tears.

Ray is breathing hard. Hope draining from his face.

Peter is very still, but his eyes make sharp, tiny movements. Thoughts are blasting through his mind.

Distant BOOMS punctuate the silence. Finally:

PETER
 (almost a whisper)
 I think I know where they are...

INT. FIFTEENTH FLOOR HALLWAY - MOMENTS LATER

Samantha watches as Peter and Ray pry open the outer doors of the elevator revealing: an empty space. No elevator car.

They peer down the elevator shaft. In the dark abyss below is the faint outline of the metal car.

RAY
 How do you know they're in there?

PETER
 I don't.

The clock is ticking. Ray faces Samantha.

RAY
 Go to the apartment. Wait there in case the girls come back.

SAMANTHA
 I'm staying with --

RAY
 -- Just do it.

He shoots her a look. She gives in -- heads back to their apartment.

RAY (CONT'D)
 (calling after her)
 Lock the door.

Peter and Ray start toward the stairway.

INT. APARTMENT KITCHEN - SAME TIME

Alice sits on the floor next to Lucy -- still hiding under the dinner table -- her safe place. She's drawing a picture, just like Peter asked her to do.

LUCY
 Where's Hanna?

ALICE
 Dad went to find her.

LUCY
Are they coming back?

ALICE
Yes.

Alice brushes the hair out of her daughter's face.

IN THE DISTANCE: BOOOOM! BOOOOM! BOOOOM!

It's almost as though the city has a heartbeat. All of a sudden:

BWWWWWWWWAAAAAAAAAAAAAAAAAMMMMMMMMM!

THE WORLD SHAKES.

Lucy covers her ears. Alice moves closer to her daughter.

The blinding light of a DROPSHIP floods the apartment for a second and then disappears. The sound dopplers away.

CHUK. CHUK. CHUK. CHUK. CHUK. CHUK.

A new sound in the distance. Something mechanical. Like the clicking of a roller coaster as it rises into place.

LUCY
What's that noise?

Alice can only imagine.

ALICE
...I don't know...

INT. FOURTH FLOOR HALLWAY - SAME TIME

After climbing down eleven flights of stairs, Peter and Ray burst through the fourth floor stairway door -- making their way down the corridor...

Arriving at the elevator. Not a second to waste. They begin prying open the outer doors.

The doors fight to remain closed, but the strength of these desperate fathers cannot be matched. Eventually, they force the doors open, revealing:

The top of the metal elevator car a few feet below. It's stuck between the third and fourth floors.

PETER
Hanna! Can you hear me? Megan?

A tense beat. And then:

HANNA (O.S.)
(muffled)
Dad!

A sense of relief washes over both fathers.

PETER
Hanna! Are you okay? We're gonna
get you out!

RAY
-- Is Megan with you?

HANNA (O.S.)
(muffled)
Yes...
(beat)
Dad -- I'm scared.

PETER
I know -- we're getting you out
right now.

Peter lowers himself onto the top of --

INT. ELEVATOR SHAFT - CONTINUOUS

-- the elevator car -- kneels down over the access panel in
the ceiling -- pries open the metal latches.

PETER
I'll climb inside. Lift them up to
you.

Ray climbs down. Stands next to Peter. Gets his footing.
Studies the darkened metal structure around him.

IN THE DISTANCE: BRRATATATATATAT! BRATATATATATA!

Peter and Ray freeze. The unmistakable sound of GUNFIRE.

SCREAMS reverberate through the building.

RAY
Came from inside...

PETER
...We need to hurry.

Peter gets back to it -- working fast -- gets the ceiling
panel open -- lifts it up revealing:

Hanna and Megan curled up in the darkness below.

Peter lowers himself into:

INT. ELEVATOR CAR - CONTINUOUS

Hanna hugs him. Won't let go. He kneels down close to her.

PETER

You okay?

She nods.

RAY (O.S.)

Megan, dad's here!

Peter looks to Megan who is still cowering in the darkness. He holds his hand out to her.

PETER

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

A beat, then: Megan takes Peter's hand. He lifts her up.

Ray hangs down through the open ceiling panel -- reaching for her -- grabs her hand -- pulls her up on top of the car.

Sporadic BURSTS OF GUNFIRE continue... getting closer.

Peter turns to Hanna.

PETER (CONT'D)

You're next.

He lifts her into the air. Ray pulls her up through the ceiling panel.

BURSTS OF GUNFIRE getting closer...

Ray grabs Peter's hand. Uses all of his strength to pull him up -- he's struggling -- hand slipping -- he lets go -- Peter drops back into the elevator car.

GUNFIRE getting closer...

They try again. Ray pulls Peter up. And again he struggles. Peter's hand is slipping free -- Ray can't hold him -- he lets go --

This time Peter grabs onto the lip of the ceiling panel -- hoists himself up into the:

INT. ELEVATOR SHAFT - CONTINUOUS

Peter and Ray share a look -- close call. Ray climbs up to the:

FOURTH FLOOR HALLWAY

Leans down. Hand reaching. Same system as before.

Peter lifts Megan first. Ray pulls her up.

Then Hanna. Peter's last. Climbing out into the:

FOURTH FLOOR HALLWAY - CONTINUOUS

A beat as everyone gathers themselves. Peter looks down.

Hanna is holding his hand like a lifeline. Not letting go.

MUFFLED SCREAMS... So close... Probably one floor below...
The POP POP POP of GUNFIRE... No more screams.

PETER

We need to move, now--!

They run -- hurtling down the corridor -- bursting through a door into the:

INT. STAIRWAY - CONTINUOUS

Climbing the steps back up to their apartments when:

THE LIGHTS CUT OUT. It's pitch black now. They can't see an inch in front of them.

Hanna never lets go of her father's hand.

A DOOR SLAMS BELOW. No one makes a sound.

Peter pulls Hanna close. In the faintest whisper:

PETER

Don't. Move.

HEAVY FOOTSTEPS padding up the stairs. Impossible to tell how many.

More sounds from below: METALLIC CLINKING. BREATHING.

And then: Spherical points of RED LIGHT dot the darkness -- dozens of them -- bobbing and weaving --

It dawns on us: these are EYES -- never blinking -- always open and alert.

Darker than black. We can barely make out the tall, humanoid SHADOWS they belong to.

Peter and Hanna stay frozen. Ray and Megan don't breathe.

The fourth floor door opens below. The SHADOWS disappear.

Everyone remains very still. Tension peaking.

Peter's vision has adjusted to the blackness -- he can just barely see his surroundings now.

RAY

...What are they?

PETER

...I don't know...

GUNFIRE... SCREAMS... MORE GUNFIRE...

Peter slips his hand free from Hanna's grasp. Starts down the stairs.

HANNA

(soft, worried)

...Dad where are you going?

He doesn't answer. Everyone holds their positions. Just watching. Peter reaches the fourth floor door -- cracks it open -- peering out into the:

HALLWAY

MUZZLE FLASHES light up the corridor -- giving us short glimpses of the human-like shadows -- moving from apartment to apartment -- killing anything that moves.

This is an extermination.

Peter softly closes the door. Starts back up the stairs, grabbing his daughter's hand:

PETER

(whispering)

-- Let's move.

The four of them scale the steps in total darkness.

FIFTH FLOOR

Breathing hard.

EIGHTH FLOOR

Terrified.

TENTH FLOOR

The higher they climb, the quieter the SCREAMS become, but they never go away completely...

They finally reach the:

FIFTEENTH FLOOR

Ray's exit.

Peter and Ray lock eyes.

PETER (CONT'D)

They're moving from floor to floor... matter of time before they reach us... we can't stay here.

RAY

You saw what was happening outside. Where would we go?

PETER

I don't know.

RAY

Maybe we lock ourselves in... barricade the door, try to fight them off...

A beat. Both men consider their shitty options.

PETER

Maybe. Why don't you get Samantha and come up to our place. I'll take Megan. We can figure things out from there. We should stick together.

Megan hears this. Moves closer to her dad. Doesn't want to leave his sight again.

RAY

We'll get Sam. Head to your place.

Ray holds out his hand. Peter stares at it for a moment. This is goodbye, for now. They shake.

Ray gives a slight glance to Megan, then back to Peter.

RAY (CONT'D)

Thank you.

PETER
 (Don't thank me)
 I'll see you soon.

Ray nods. Opens the door. Turns back.

A moment: as Hanna and Megan wave "goodbye" to each other.
 Then Megan follows her father. The darkness devours them.
 Peter and Hanna are alone now.

PETER (CONT'D)
 We're almost there.

And they're climbing again... almost at the twentieth floor... almost home...

INT. APARTMENT KITCHEN - SAME TIME

It's pitch black inside. A flashlight turns on beneath the dinner table, illuminating:

Alice and Lucy. Mother holding daughter close. Lucy flicks the light off -- then back on -- the beam arcs across the kitchen floor -- searching the darkness.

Alice rubs her hand through Lucy's hair. Lucy flicks the flashlight off. Then back on.

ALICE
 Stop playing. You'll drain the battery.

Lucy sets the light down on top of several completed drawings, casting a long beam across the ground.

Alice tilts her head to get a better view of the drawings. One of them is a picture of their family. Stick-figure Peter and Alice are holding hands.

Something about this hits Alice, stirs her emotions, she looks at Lucy.

LUCY
 When are the lights going to come on?

ALICE
 I don't know.

LUCY
 I don't like the dark.

ALICE
Me neither.

A long beat.

LUCY
Momma... are we going to die?

An emotional moment amplified by the innocence in Lucy's eyes.

ALICE
No.

LUCY
Ever?

ALICE
Someday, maybe. But not today.
(then)
Let's talk about something else,
okay?

LUCY
Okay.

A faint sound grabs Alice's attention. Lucy hears it too. Alice switches off the flashlight. They wait. Silent.

The METAL SCRAPES of a door knob TWISTING.

Alice tenses up. Pulls Lucy close. Someone is inside the apartment. A nervous moment. Then:

PETER (O.S.)
Alice -- Alice--!

ALICE
Peter!

Alice crawls out from under the table, just as Peter enters the kitchen. Husband and wife lock eyes in the darkness.

Happy the other is safe, but neither ventures much closer. There's still some emotional distance between them.

PETER
You okay? Lucy?

ALICE
We're okay.

Alice searches the darkness. Looking for:

ALICE (CONT'D)

Hanna...

A worried beat. Until, Hanna steps into the kitchen.

HANNA

Momma...

Alice and Hanna embrace. Holding each other close. Trying to keep the tears at bay. It's not working.

Lucy sees her sister, and for the first time since the mayhem started, crawls out from under the table and joins in, making it a group hug.

Peter doesn't join. He just watches his family.

And for a beat: all that matters is this moment. Not what's happening outside -- not what's coming for them in the building. Just this.

Eventually: the moment ends.

Alice turns to Peter.

ALICE

Did you find Megan?

Peter nods.

PETER

Ray went to grab Sam. They're going to meet us up here. Best to stick together right now.

A beat. He has more...

PETER (CONT'D)

I need to talk to you.

He eyes the girls -- *not in front of them*.

ALICE

Girls, let's go sit in the living room, okay?

INT. LIVING ROOM - MOMENTS LATER

Candle light flickers.

Hanna and Lucy sit in the center of the room playing with toys on the floor.

Peter and Alice stand in front of the closed balcony doors.

Peter is looking out at the city. Alice is not. She's staring at him. Fear in her eyes. Whispering so the girls don't hear them:

ALICE
...What are they?

PETER
I'm not sure.

ALICE
Maybe we should leave.

PETER
And take Hanna and Lucy out into that?

Alice looks out the window: debris swirls in the darkness -- smoke hangs like fog -- buildings burn --

The city is devastated.

Alice takes quick, shallow breaths as she stares out at the destruction. A mixture of terror and awe in her eyes.

She doesn't want to look anymore.

ALICE
I'm gonna check on the girls.

An excuse to get away for a minute. Alice leaves.

Peter is alone now. He glances out through the soot covered glass. Notices his telescope no longer points at the stars. It's on the ground -- broken -- covered in ash.

Peter turns away from the window, away from the destruction. He watches Alice, Lucy, and Hanna sitting close together on the living room floor. There is a hopelessness in his gaze.

The faintest: POP. POP. POP.

MUFFLED GUNFIRE... Six, maybe seven floors below.

Time is not a luxury right now.

They are coming.

INT. MAIN ENTRANCE - LATER

Peter sits on a chair he borrowed from the kitchen. He faces the front door. Waiting...

PETER

...Something must have happened.

Alice stands behind him. He doesn't even turn around to look at her. He just keeps his eyes on the door.

ALICE

Maybe they decided to stay.

PETER

No...

MUFFLED GUNFIRE... Closer... Maybe five floors below now.

It finally sinks in for Peter: They're probably dead.

PETER (CONT'D)

...We need to barricade the door.

ALICE

We'll be stuck in here.

PETER

We don't have a choice.

ALICE

What if Ray and Sam show up?

Peter is very still. Says this next part with a hint of fear in his voice:

PETER

They won't.

Peter's words hang in the air.

After a long, charged moment, he stands. He and Alice face each other in silence.

PETER (CONT'D)

I'm gonna need your help.

ALICE

(soft)

Okay.

INT. LIVING ROOM - MOMENTS LATER

Hanna sits on the floor playing with some toys. Lucy is next to her, drawing a picture.

LUCY

What color were they?

HANNA

Red.

LUCY

Did they have teeth?

HANNA

It was too dark. I couldn't see.

Lucy considers this.

A LOUD GRINDING AND SCRAPING as Peter and Alice push a wooden cabinet across the room.

Hanna and Lucy watch with curious eyes.

LUCY

What are they doing?

HANNA

Don't know.

Peter and Alice reach the main entrance and slide the cabinet flush against the front door.

Alice leans against the cabinet, takes a few deep breaths. Peter surveys the rest of the furniture in the apartment.

MUFFLED GUNFIRE... Even closer... Maybe four floors below.

Alice and Peter listen to the distant BURSTS.

LUCY (O.S.)

Is it a game?

Peter and Alice turn.

Lucy and Hanna stare back, waiting for an answer.

PETER

Well, it's --

ALICE

-- Yes -- it's a game.

Alice shoots Peter a look -- *not the truth*.

PETER

That's right -- a game. You want to play?

Lucy nods. Hurries to her parents. Hanna remains seated.

ALICE
Hanna? You coming?

Hanna gets up and starts across the room. Much less excited about this than her sister.

The living room is empty now. Toys and drawings are scattered across the floor.

One drawing in particular stands out -- a swirl of black scribbles with two red dots in the center -- eyes?

INT. MAIN ENTRANCE - LATER

The entire family works together -- pushing a big shelving unit against the front door. A half dozen pieces of furniture now block the entrance.

A solid barricade.

Peter, Alice, and the girls stand back -- survey their work.

ALICE
Will it hold?

PETER
For awhile.

ALICE
...Now what?

PETER
Now... we wait.

GUNFIRE chatters... Maybe two floors below...

INT. LIVING ROOM - LATER

It's dark -- a lone candle flickers.

Sitting on the floor behind the sofa: Peter and Alice -- the girls resting against them -- could almost be a beautiful moment -- if it weren't for the --

SOUND OF GUNFIRE... So close now... One floor below.

And all they can do is sit there and wait -- trapped in the building -- trapped in their own home.

Peter doesn't notice, but Alice has been watching him. She doesn't say anything for the longest time. Then:

ALICE
What are you thinking about?

PETER
 (beat)
 Mother.

ALICE
 I'm sure she's okay.

Peter considers this -- he hopes so.

PETER
 Something she said... she told me
 to go to the factory... why? Why
 would she want me to go there?

ALICE
 I don't know. It's probably a safe
 place to be right now. It's on the
 outskirts...

Peter's still not satisfied. But he lets it go.

ALICE (CONT'D)
 Peter...
 (beat, her voice breaking)
 I'm sorry.

He looks to her -- she's trying to put a lid on her emotions,
 but they're bubbling up.

ALICE (CONT'D)
 I should have listened to you --

PETER
 (don't be sorry)
 -- You did --

ALICE
 -- No I tried -- I should've... I
 should have believed you... You
 were trying to tell me...
 (beat, a shaky whisper)
 ...How is this possible -- how
 could you have known this...

She can't even finish her own sentence. Then a question
 that's been nagging her comes out:

ALICE (CONT'D)
 What if we don't make it?

Peter doesn't answer right away. He mulls over her words --
 he's been thinking about the very same thing. But his eyes
 drift to his daughters -- and right then he knows:

PETER
We have to.

A long beat. Alice just stares at him. Then:

ALICE
 Peter? What else happens in your
 dream?

Peter's eyes never leave her face.

INSERT CUT: (M.O.S.) Alice screams as men rip her clothes.

He continues to hold her look -- deciding if he should tell her the truth -- his emotions shaken. Finally:

PETER
 ...Nothing.

A FUSILLADE OF GUNFIRE... FADING SCREAMS... So close.

The girls stir -- a bit frightened -- Peter and Alice hold them close -- keep them calm --

PETER (CONT'D)
 (soft to Alice)
 -- They're right below us --
 they'll be here soon.

Alice's breathing quickens -- she fights to control it -- can't let fear take over -- not now.

Peter looks down at his right hand -- it's shaking -- and for the first time in his eyes: vulnerability -- maybe even weakness.

This terrifies him more than anything -- the idea that he isn't strong enough -- that he can't protect his family -- that he might lose them.

And right now, we feel as helpless as he does.

All he can do is wait. All we can do is watch.

The GUNFIRE and SCREAMS echo through the building a moment longer. And then: abruptly STOP.

Now there's just silence -- an eerie, palpable silence that seems to last forever.

Peter and Alice share a look -- fear transmitting between them -- they know what's coming.

Alice's eyes dart across the room -- locking onto:

ALICE
 ...The candle.

Peter glances at the solitary flame -- he knows right now, light is an enemy.

He's up -- moving with a purpose -- about to blow out the candle -- but he doesn't do it --

-- Alice and the girls watch him --

-- He just stands there -- takes one last look around the apartment -- one last look at his home --

And then extinguishes the flame. Dripping black devours the room.

A flashlight CLICKS on. Lucy aims it at Peter -- a beacon of light in the darkness.

He returns to his family behind the couch. They sit huddled together -- their faces Rembrandted by the harsh beam of light.

LUCY
 Daddy --

PETER
 -- Yeah sweetheart?

LUCY
 Are the Shadows coming to hurt us?

(Thanks to Lucy we now have a name for what they are. We will refer to them from here on out as: SHADOWS.)

Peter and Alice share a conspiratorial look -- *how did Lucy know about them?* They focus their eyes on Hanna. She averts her gaze. Big sister must have told her.

Peter takes a moment to respond -- finally:

PETER
 Nothing is going to hurt you --

HANNA
 (cutting in, worried)
 -- How do you know --

Everyone turns -- all eyes on Hanna, but she only looks at one person: her father.

HANNA (CONT'D)
 (a trembling whisper)
 -- I saw them -- how do you know
 they won't hurt us?

Seeing his child this afraid changes something in Peter -- he reaches deep down, musters something primal, something he's kept locked away -- he hardens.

PETER
 Because -- I won't let them.
 (beat)
 I promise you, okay?

Hanna just stares at him -- deciding if she wants to believe him. Peter holds her look with conviction.

Finally, Hanna nods, accepting his words, accepting his promise. Her panic abates.

Even Alice feels comforted by the statement -- by the confidence in Peter's voice. And then, as if in response:

THE STAIRWAY DOOR SLAMS OUT IN THE HALLWAY -- THE SOUND ECHOING LIKE A RIFLE REPORT...

They're here.

Peter grabs the flashlight from Lucy -- clicks it off.

Pitch black now -- the room slowly takes shape as their vision adjusts.

The absence of light heightens the senses. Emphasizes every single noise. Peter and his family listen. From outside in the hallway:

FOOTSTEPS... CREAKING... SILENCE... Then:

SMASH! -- The sound of a wooden door being kicked in.

GUNFIRE! -- So loud now -- like it's inside the room.

SCREAMS! -- More terrifying and real than ever -- so close.

Peter, Alice, and the girls stay huddled together -- wishing they could block out the noise -- but they can't.

More SMASHING. More GUNFIRE. More SCREAMS.

Growing closer -- louder --

The chaos dies down for a beat. And then, the moment we've been dreading...

BANG!

A blunt object hitting wood.

BANG!

Hanna and Lucy jolt.

BANG!

Someone is at the door.

BANG!

Alice is trembling.

BANG!

Wood breaking -- splintering.

BANG!

Peter holding his family close.

BAAANNG! BAAANNG! BAAANNG! BAAANNG! BAAANNG! BAAANNG!

A relentless barrage -- death on the other side of the door -- coming for them.

ALICE

(oh, God)

They're coming through...

Peter absorbs this -- needs a plan -- now!

LUCY

(what's happening)

Daddy...

BAAANNG! BAAANNG! BAAANNG!

Peter stares down the dark HALLWAY that leads to the bedrooms -- we can almost see him make a decision, then:

PETER

Take the kids to our room, lock the door, don't open it --

ALICE

-- I'm staying with you --

PETER

(firm, no time)

-- No you're not. Go--! Now--!

Alice grabs Lucy and Hanna.

ALICE
Girls come on --

LUCY
(pulling away)
-- I don't want to.

Alice grabs Lucy's hand with a vice-like grip -- pulls her down the hallway -- Hanna right behind.

Peter watches them disappear into the darkness -- a moment as he pulls it together -- and he's on his feet -- moving.

BAAANNG! BAAANNG!

We follow Peter to the:

FRONT DOOR

He examines the barricade -- barely holding together -- wood splintered and broken -- massive holes puncture the door.

SMASH! -- Something RAMS into the door from the other side pushing the barricade a few inches.

SMASH! -- Again -- harder this time.

Peter charges in -- pushing all his weight into the barricade -- struggling -- face straining red -- keeping whatever's on the other side of the door from coming in.

His determined, focused eyes water as he gives it his all.

MASTER BEDROOM - SAME TIME

Alice stands in the doorway -- eyes on her girls.

ALICE
I want you to lock the door and get under the bed -- no matter what happens, don't open this door -- I'm going to help daddy...
(eyeing Lucy's flashlight)
-- Don't turn that on -- and don't make any noise -- okay?

Alice studies Lucy and Hanna's faces -- a finality in her look -- like this is the last time she's going to see them.

ALICE (CONT'D)
I love you both.

And she's gone. The door SHUTS behind her. Hanna quickly locks it -- takes Lucy's hand.

They stand together -- staring at the door -- listening to the constant BANGING SOUNDS echoing through the apartment.

Both wondering what's happening out there. A nervous beat.

Hanna turns -- eyes fixed on the bed.

HANNA

Let's go under.

They crawl under. And wait. Hanna feels safe -- she likes it under here.

Lucy, on the other hand, does not. She watches the door. The look in her eyes tells us she's planning something.

And we don't have to wait long to find out what. She crawls out from under the bed -- Hanna grabs her ankle --

HANNA (CONT'D)

-- What are you doing? Mom said to stay here --

LUCY

(kicking free)

-- Let -- go --

And Lucy is at the door -- CLICK as she unlocks it -- and she's gone.

Hanna is petrified under the bed. Can't believe what just happened.

HANNA

(a loud whisper)

Lucy! Lucy!

No response. She's alone now. And the emptiness of the room fills her with a burning fear.

FRONT DOOR - SAME TIME

Peter's entire body is up against the barricade -- pushing -- keeping the door from opening.

A MASSIVE SMASH!

The entire barricade is SLAMMED forward -- knocking Peter off balance -- scrambling to his feet -- he sees a figure approaching in the darkness -- Alice.

They lock eyes -- before Peter can tell her to go back --

Alice has both palms flat against the barricade -- putting all her weight into it -- feet digging into the ground as she exerts herself.

Peter barely has time to register this sudden burst of bravery in Alice when:

SMASH! -- Another heavy blow punches a hole in the center of the door -- spitting wood and debris.

And Peter is already beside Alice -- both struggling against the unrelenting force on the other side -- holding their footing.

All of a sudden the resistance eases up. Whatever's on the other side of the door has stopped pushing.

A silent beat. Peter and Alice exchange looks. Then:

BRATATATATATAT!

Peter pulls Alice to the ground as a BURST OF GUNFIRE shreds the door. He's on top of her -- protecting her.

PETER

You okay?

She's rattled, but nods.

SMASH! -- The door is coming apart -- this barricade is done.

Peter knows they can't stay here any longer.

They hands-and-knees it over to the living room -- stagger to their feet -- and they're moving.

Making their way down the hallway -- arriving at the:

MASTER BEDROOM - CONTINUOUS

Opening the door -- it's not locked -- *why isn't it locked?*

Peter pushes through, Alice right behind him. The sounds of SMASHING continue in the other part of the apartment. But the only thing they care about right now is:

PETER

-- Hanna -- Lucy!

HANNA

(from under the bed)

Dad!

Peter kneels down -- he's looking under the bed at Hanna -- just Hanna.

PETER

Where's your sister?

Hanna realizes something bad has happened. She tenses up -- eyes never blink.

HANNA

I thought she was with you --

It takes a second for Peter to register what she just said. He looks to Alice -- she's covering her mouth with a trembling hand. Off her panicked look we

CUT TO --

KITCHEN - SAME TIME

We are underneath the dinner table with Lucy -- her safe place. She's alone -- holding the flashlight close like it's a stuffed bear -- but keeping it "off" like she was told.

And from the other room:

ONE FINAL SMASH! -- The breaking and cracking of wood.

And then a silence that can mean only one thing --

THEY ARE INSIDE.

Lucy curls up -- retreats as far back into the darkness as she can. And waits...

FRONT DOOR - SAME TIME

It's so dark we can hardly see the demolished remains of the front entryway. The barricade is no more.

The distant sounds of GUNFIRE and SCREAMS echo in the hallway. But in this apartment -- silence.

We just hold here for the longest time in the darkness -- it's unsettling -- *why are we holding so long?*

And then SOMETHING MOVES -- A PAIR OF RED EYES turn in our direction.

And we realize we've been looking at a SHADOW this entire time -- it's right in front of us!

Another set of RED EYES appear next to the first -- make that TWO SHADOWS.

They just stand there -- unmoving -- unblinking -- something animalistic about them -- goes without saying: terrifying.

They split up. One goes left toward the bedrooms. The other goes right toward the kitchen.

LUCY'S BEDROOM - SAME TIME

Complete darkness. Peter searches Lucy's room. Whispering:

PETER
Lucy... Lucy...

Checks under the bed. Check the closet. Nothing.

Where. Is. She.

BANG! -- Peter turns -- the noise came from the hallway.

He moves to the door -- slow -- silent -- glances out into the darkness. A frozen beat. Then:

CREAKING -- FOOTSTEPS -- BREATHING --

A dark shape in the darkness -- hollow red eyes just barely visible -- a Shadow standing in front of the:

MASTER BEDROOM

Peter is breathing hard -- Alice and Hanna are in there.

BANG! -- the Shadow kicks the door in -- scans the room -- the faint outline of something in its hand -- a weapon?

Peter watches as the Shadow bleeds into the room -- it's inside now.

And suddenly the only thing Peter cares about is getting to that room -- his feet already moving him down the --

HALLWAY

Quiet -- calculated steps as he nears the:

MASTER BEDROOM - SAME TIME

Alice and Hanna are under the bed -- huddled together -- not moving -- not breathing -- just watching a pair of --

HEAVY BLACK BOOTS circling the bed. The boots disappear from their field of view. A frightening beat. Then:

A SHADOWED HAND wraps around Alice's foot -- drags her backwards as Hanna SCREAMS!

Alice tries to grab onto something -- no luck -- she's pulled out from under the bed -- twisted onto her back where she comes face-to-face with --

A pair of red eyes -- and the Shadow they belong to.

It hovers over her -- menacing -- just staring with those red spheres that never blink -- a faint ELECTRICAL HUM coming from inside.

Alice is in shock -- can't even process what's happening -- all she knows is: these could be her final moments.

This next part happens fast:

SOMETHING barrels through the darkness -- the Shadow looks up just as --

SLAM! -- It's tackled into a wall.

Two shapes struggling in the blackness.

Alice watches in stunned silence as she realizes, it's Peter.

BRRATATATAT! GUNFIRE punches up the walls.

MUZZLE FLASHES light up the room in strobing bursts -- giving us glimpses of Peter and the Shadow grappling.

Until the weapons is knocked free. The gunfire stops -- total darkness again.

Alice backs away into a corner -- watching as her husband fights with unrelenting fury.

The Shadow RUSHES Peter -- CRASHING him into a shelving unit that CRACKS from the impact -- this thing is strong.

It DROPS Peter to the ground -- puts a knee into his chest.

Peter scrambles to free himself -- twists his body -- knocks the Shadow off -- stumbles to his feet -- bolts for the gun -- picks up the foreign weapon and aims it right at the Shadow.

Squeezes the trigger -- CLICK -- nothing.

Peter looks down -- there is a BLINKING RED LIGHT on the side of the gun -- he realizes the weapon is only activated by an authorized user.

The Shadow grabs hold of Peter -- SLAMS him into a door that breaks open -- spilling them into the:

BATHROOM - CONTINUOUS

Where the gun clatters to the ground -- and the fight continues -- groans and grunts -- no music here -- just the raw sounds of struggling.

Peter is losing this fight right now.

He. Can't. Lose.

Something changes in Peter's eyes. He pulls himself together -- finding his strength. Grabs the Shadow's head and BASHES it against the mirror -- shattered glass rains down.

Peter wraps his hands around the Shadow's neck -- squeezing so tight his body shakes from exertion.

The Shadow grabs a piece of broken glass -- aims the point at Peter -- about to puncture his face. But nothing happens -- that's because the Shadow's hand has gone limp.

Peter stares down at those red eyes as he strangles this thing out of existence.

The Shadow finally stops breathing.

Peter reluctantly lets go -- catching his breath while looking down at those red eyes -- still glowing like fading embers. He studies the face of the dead thing before him.

Realizing -- this isn't its face -- this is some sort of mechanical headpiece.

Whatever is underneath, just tried to kill his family -- tried to kill him. And he's going to find out what it is.

He reaches toward the headpiece -- slow -- steady -- his hands about to grab on, when:

ALICE (O.S.)

Peter...

He turns to see Alice standing in the doorway. She saw everything that just happened, and she's terrified.

Partially because of the Shadow and partially because of what her husband just did.

He saved their lives by using a violence she never knew he had in him. And so she just stares. Letting this sink in.

PETER

Are you hurt?

ALICE

N-no...
 (eyeing his lip)
 You okay?

Peter feels his mouth, pulls his hand away, bloody -- he'll live.

PETER

I'm fine. Hanna?

ALICE

She's safe. Where's Lucy?

Peter shakes his head, "I don't know." But:

PETER

I'm gonna find her. I'll come right back.

HANNA

(from under the bed)
 No! Don't leave us, what if there are more?

A charged beat. Alice holds Peter's look -- waiting for his response. And as he makes a decision we

CUT TO --

KITCHEN - SAME TIME

The Red eyes of a Shadow stare right at us -- it's brute-like body framed in the kitchen entryway.

It's looking toward the bedrooms -- like it's waiting for something. It takes a few steps forward, then:

GRRRR!

It stops. That was the sound of a chair GRINDING on the kitchen floor.

It turns around -- stands there -- listening.

UNDER THE DINNER TABLE - CONTINUOUS

Lucy is frozen. Mad at herself for bumping the chair, but too panicked to actually care right now.

FOOTSTEPS approaching.

Lucy is curled up. Boots in front of her now -- filling her vision.

The CRACKING of bones as the Shadow leans down -- its face coming eye level with Lucy's.

A surreal sight: Lucy and the Shadow just staring at one another. Inches apart. Something so unsettling about this image -- *why is it just watching her?*

A tense beat. And then Lucy remembers where she is -- underneath the "magic" table.

LUCY

(soft)

You can't hurt me.

The Shadow tilts its head -- curious about this little girl. Its red eyes burn like hot coals, but Lucy is not afraid.

And then the Shadow reaches a dark hand toward Lucy's face -- grabbing a hold of her -- fingers pressed into her cheeks. Moving her head slightly -- studying her -- so very curious.

And Lucy never breaks -- she holds its unblinking stare with her own.

The Shadow seems to be making a choice. And then: it tightens its grip on Lucy's face -- pulling her forward.

Lucy's eyes snap shut. So tight the lids shake.

This is hard to watch -- imagining what this thing will do to her as it pulls her face closer.

SMASH! -- The Shadow is knocked down by a swinging chair.

SMASH! -- Another hit to make sure it stays down -- a HISSING SOUND coming from its cracked headpiece.

Lucy opens her eyes. Sees the Shadow on the ground. A look of surprise washes over her, then:

Peter leans down. Father and daughter lock eyes. Never in his life has Peter been happier to see anyone.

And then she says one word, like it's her deepest secret:

LUCY (CONT'D)

...Magic.

He half-smiles -- his little story has given her an unbreakable inner strength. He holds his arms out for her.

PETER

Come on...

He lifts her out from under the table. Sets her down. She still clutches the flashlight.

Alice and Hanna stand in the darkness behind Peter. Both relieved to see Lucy is safe.

A MECHANICAL GROAN -- all eyes on the Shadow as it stirs -- this thing isn't going to stay down forever.

PETER (CONT'D)

We need to go right now.

He leads the way -- everyone follows -- approaching the:

FRONT DOOR - CONTINUOUS

Peter holds his arm out in a, "stay right here" gesture.

The entire family waits in the darkness -- listening.

Distant GUNFIRE and SCREAMS echo from other apartments.

Peter steps out into the:

TWENTIETH FLOOR HALLWAY - CONTINUOUS

He stands in the empty corridor. Checking to make sure it's safe for his family. The GUNFIRE seems far enough away.

Peter turns back to Alice and the girls, nods, "come on."

They join him in the corridor -- and they're moving -- no time to waste. Everyone in lock-step -- following Peter -- passing:

-- Smashed in doors.

-- Bullet-riddled walls.

-- Dead FAMILIES inside their own apartments.

PETER

Don't look...

No one does. They keep their eyes glued on Peter as he leads them around a corner --

Arriving at the stairway door. Peter stands there. Not opening it. Not moving. Just thinking.

ALICE

(what are we doing?)

...Peter?

PETER

We can't go down -- there may be others -- if we run into them...

He eyes the girls. Doesn't need to say anything. Alice understands.

ALICE

Then what do we do?

PETER

...We go up.

Peter pushes through the door -- Alice barely has time to register what he said, but she's moving. Following Peter and the girls into the:

STAIRWAY - CONTINUOUS

They scale the steps -- ascending another level -- reaching a closed metal door labeled, "Rooftop Access."

Peter twists the handle -- locked. He turns back to Alice -- an "oh shit" look on his face. He grabs the flashlight from Lucy.

PETER

Daddy's gonna borrow this.

CLICKS it on -- the beam cuts through the darkness -- he searches the walls -- finds a fire extinguisher in a glass case -- *bingo*.

He turns the flashlight off -- slips it in his pocket -- about to grab the extinguisher, when:

HANNA

What about Megan?

Peter and Alice turn to their daughter.

She stands at the top of the staircase looking down into darkness. Then, she turns to her parents.

HANNA (CONT'D)

Is she okay?

There's no easy way to answer this.

PETER

She's with her parents right now.

(beat)

She's not coming with us.

HANNA

Why not?

Peter and Alice don't say a word. They don't know what to say. Because the truth is too hard.

And at this moment -- all of them are feeling helpless.

APARTMENT KITCHEN - SAME TIME

The downed Shadow rises to its feet. Searching the immediate area -- no Peter -- no Alice -- no girls.

It turns toward us. Only one flickering red eye remains -- the mechanical headpiece has a massive crack snaking along the face thanks to Peter.

Distorted noises coming from inside the headpiece -- *is it talking?*

TWENTIETH FLOOR HALLWAY - SAME TIME

Looking down the dark corridor -- the SOUND of GUNFIRE abruptly stops -- we are still holding -- waiting for something -- and then we see it --

At the end of the hallway a dozen red eyes move in the darkness -- they've been alerted.

STAIRWAY - SAME TIME

A door handle in all it's glory.

A fire extinguisher SMASHES into the handle.

SMASH -- SMASH -- and SMASH.

The handle breaks off -- clinks to the ground.

Peter pushes the door open -- steps out onto the:

ROOFTOP - CONTINUOUS

We are finally outside.

It's almost a breath of fresh air -- except not, because the air is mostly smoke and fumes.

Peter takes a few steps and just stands there for a moment -- staring at the city in awe.

Alice and the kids join him. None of them could have imagined this -- they're all speechless right now.

That's because it's a warzone -- distant fires rage on -- explosions flash on the horizon -- the destruction to surrounding buildings is staggering -- occasional DROPSHIPS pass overhead -- the constant CHATTER OF GUNFIRE and PAINED SCREAMS echo through the city...

...But we hardly see any of this -- just snippets in our periphery -- we don't need to see anymore -- because this is not about spectacle -- this is about a family -- their faces, and the emotion in their eyes, are the only things we care about.

Peter knows they can't stand here forever -- they have to keep going. We are tethered to Peter and his family as they race across the rooftop.

Reaching the south edge -- more than a twenty-story drop down to war-torn streets.

They keep moving -- Peter leads his family around the edge of the rooftop -- looks over the side -- searches for something...

Found it: the rooftop of an adjacent building about fifteen feet below.

He turns to Alice.

PETER

I'm going to climb down first, then
I'll help you and the kids.

She nods. He goes. Lowers himself down over the edge. Hanging there a moment. About a nine foot drop. He lets go, falling onto the:

EXT. ADJACENT ROOFTOP - CONTINUOUS

His shoes CLAP against the concrete as he lands. Looks back up at his family.

PETER

Okay Lucy, you're next.

Alice takes Lucy's hands, carefully lowers her over the side. Peter can barely grab her shoes.

PETER (CONT'D)

Lucy, you need to let go. I'll
catch you.

LUCY

Okay.

PETER

On three. One... Two... Three...

Lucy lets go -- plummets right into Peter's arms. He sets her down and already he's back to it.

PETER (CONT'D)

Okay Hanna, you're up.

Alice lowers Hanna over the side.

PETER (CONT'D)

Ready?

Hanna lets go -- Peter catches her.

Two down -- one to go.

Alice grabs the ledge -- carefully lowers herself over. A beat as she just hangs there...

PETER (CONT'D)

Alice... I got you.

She takes a breath, then lets go. Peter -- arms wrapped around her -- lowers her safely to the ground.

Peter takes a few steps back, eyes locked with Alice, so much he wants to say to her --

There's still emotional distance between them, but it's slowly being chipped away by this life changing event.

He turns to his daughters -- studies their faces.

PETER (CONT'D)

Everyone okay?

Nods all around. Distant BOOMS echo.

ALICE

Are we going into this building?

PETER

No, we'll run into the same problem as before. Can't risk it.

ALICE

So what's the plan?

PETER

Not sure yet.

And Peter is moving, angling over the lip of the building, looking down.

Alice and the kids follow Peter, who at present, looks like a madman running along the sides of the rooftop.

Peter abruptly stops. He leans over the side of the building to get a better look down.

Alice and the girls catch up to him. Watching as he just stares over the edge -- *what's he doing?*

PETER (CONT'D)
(not looking back)
This may be the only way.

Alice approaches. Leans over the side -- looks down at an old, metal fire escape running the length of the building.

Her eyes are suddenly wide -- *no way.*

ALICE
Peter we can't -- I can't. We're not putting the girls on that.

PETER
Then what do we do?

ALICE
We find another way --

PETER
-- What other way? Look around you. There's nothing. We either take our chances right here, or wait for those things to find us -- and they will find us -- just a matter of when.

We hear the distant POUNDING and BOOMING of destruction. Alice hates her options. And she should, her back's against the wall.

PETER (CONT'D)
Do you trust me?

ALICE
Yes.

PETER
This --
(pointing down)
-- this is the only way.

Looking into Peter's eyes, Alice sees a man who is doing everything he can for his family right now.

ALICE

Okay.

PETER

Okay.

And Peter hoists himself up over the ledge -- lowers himself down onto the:

FIRE ESCAPE

The entire metal structure wobbles under Peter's weight -- seems like it's going to collapse with just one person -- and here come three more.

Peter helps his family onto the fire escape. They descend.

Structure TEETERING.

Shoes CLANKING.

Wind LASHING.

Half way down the building -- Peter comes to a stop.

He couldn't see it from the roof, but there's a missing section of the fire escape -- a twenty foot gap -- no way in hell they're going to reach the other side.

ALICE

(from above)

Peter, what's wrong?

What's wrong is they're trapped. Peter's thinking. He looks into the window in front of him -- inside the apartment is a DEAD MAN face down.

PETER

(fuck it, no choice)

We have to go inside.

A worried look on Alice's face as Peter opens the window and climbs into the:

INT. APARTMENT - CONTINUOUS

He moves fast, grabs a blanket off the couch and covers the dead body.

His daughters climb into the apartment, followed by Alice.

PETER

Everyone we're going to play a game
okay -- keep your eyes on daddy --
no looking down.

Peter backs up slowly -- eyes on his family. They move
towards him -- stepping past the covered body.

PETER (CONT'D)

Good. Almost there...

...Hanna breaks eye contact -- turns back to the corpse.

PETER (CONT'D)

Hanna -- Hanna -- hey--!

She just stares. And now Lucy is looking. Alice puts her
arms around the girls -- blocking them from the body.

ALICE

Come on...

HANNA

(suddenly emotional)
Why is this happening?

She looks up at her father -- a tear spills down her cheek.
Peter doesn't have an answer.

HANNA (CONT'D)

You knew this would happen. I
heard you and mom talking -- you
knew!

Peter looks to Alice, then back to Hanna. *What can he say?*

HANNA (CONT'D)

Why are they doing this to us?

Peter wishes that he had answer -- his eyes are watery, but
he holds himself together. An emotional beat. Then:

PETER

We have to keep moving.

And Peter is gone -- disappearing into the apartment.

Alice, holds the girls close, looks them in the eyes.

ALICE

We're gonna be okay. We just need
to listen to dad right now.

HANNA

-- He promised us -- he promised he would keep us safe.

ALICE

He is. He's doing everything he can.

HANNA

What if they find us? They'll hurt us, like they hurt that man --

ALICE

-- That's not going to happen. Look at me -- that's not going to happen.

Alice wipes a tear from Hanna's cheek.

ALICE (CONT'D)

I love you both. I will never let anything bad happen to you, ever, you hear me?

Lucy nods. A moment. Then Hanna nods. Morale boost.

ALICE (CONT'D)

Okay, let's go find dad.

They're moving -- keeping quiet as they stalk through the apartment. They find Peter by the front door.

He's peering out into the hallway -- making sure it's clear.

So far so good. No gunfire. No screams. He turns back to his family.

PETER

Everyone stay quiet.

They step out into the:

HALLWAY - CONTINUOUS

Moving through the darkness together. Pieces of debris CRUNCHING under their shoes.

Passing smashed in doors -- but no one looks at what's inside of them -- they already know -- so they just put one foot after the other and keep going.

Finally, they reach a door at the far end of the corridor. Open it into:

STAIRWAY - CONTINUOUS

A pitch black vertical corridor of steps and darkness.

Peter, Alice, and the girls brave the stairs. Staying close together. Climbing down. Level after level.

We can only imagine how exhausted they all are. But they keep going. They have to.

They arrive at the lobby. Peter opens the door. Peers out. A beat. Then:

From the stairway above them -- A THUMPING NOISE.

Everyone looks up -- *did they hear that?*

A silent pause. Then, the THUMPING returns.

HEAVY BOOTS on concrete.

It's them.

Peter shoves the door open:

PETER
Come on--!

INT. LOBBY - CONTINUOUS

Peter, Alice, and the girls move through the demolished lobby -- glass and debris everywhere -- the smell of cordite still lingers.

Peter eyes the front entrance -- it's partially collapsed in. Not about to risk the safety of his family by trying to climb through there. Need another way out.

Behind them: FOOTSTEPS -- glass CRUNCHING beneath boots.

SHADOWS.

Peter and his family run -- sprinting toward the back of the lobby. Peter's searching for something -- frantic -- eyes scanning everything -- *where is it?*

ALICE
-- Peter --

Peter spins to see Alice standing near an emergency exit -- instant relief in his eyes.

FOOTSTEPS -- closing in.

Can't stay here -- Peter SLAMS through the door -- guiding his family out into a cramped:

EXT. ALLEYWAY - NIGHT - CONTINUOUS

They're on the move -- stepping over broken concrete and metal as they make their way through the tight space -- hugging the walls in darkness -- suddenly:

BLINDING LIGHTS -- sweeping over them.

Peter pulls his family down behind a dumpster. They wait.

A DROPSHIP passes low over the street -- spotlights move over rubble -- the engine CLICKS and HISSES -- an awful, unsettling sound. And then it's gone.

Peter, Alice, and the girls are moving -- hiking across a:

EXT. DECIMATED STREET - CONTINUOUS

With all the power out in the city it's damn near impossible to see anything.

But they keep going -- climbing over rubble -- weaving in and out of obstructions and burnt cars -- some with bodies still in them. No survivors in sight. Eerie.

Feet SPLASHING into a river of gutter water draining into the sewers. Crossing into another:

EXT. ALLEY - CONTINUOUS

Sprinting -- breathing hard -- can't stop -- can't look back.

They reach a dead end. Part of the building has collapsed in blocking the path -- no way through -- *shit!*

Peter and Alice exchange a quick look -- *guess we're turning around.*

And they do. Peter holds Lucy's hand. Alice holds Hanna's. Moving fast -- arriving back at the:

EXT. DECIMATED STREET - CONTINUOUS

Peter surveys the area -- up ahead in the darkness is the last thing anyone wanted to see right now:

Red eyes -- heading right for them.

A beat as Peter tries to think this through -- his mind flooding with fear -- can't think.

He takes a step back -- his foot SPLASHES down into gutter water. A moment as he listens to the water draining into the sewer. Something changes in his eyes.

He glances down at a rusted manhole cover.

Turns to Alice -- *she's going to hate this.*

INT. SEWER TUNNELS - MOMENTS LATER

Alice drops down into the foul darkness -- landing in filthy, knee-high water.

She looks up -- Lucy and Hanna are climbing down a rusted metal ladder.

She helps them into the water. One thing is clear -- they are running on fumes.

HANNA
...It's gross in here.

LUCY
...Where are we?

ALICE
I know -- I --

A METALLIC GRINDING.

Alice looks up just as Peter slides the manhole cover back into place -- taking the ambient light with it.

Peter descends the ladder -- SPLASHES down into the water -- right next to his family.

It's so dark in here -- can't see anything.

CLICK -- Peter turns the flashlight on -- illuminating Alice and the girls.

PETER
Everyone okay?

No one answers -- that's because they're currently standing inside a sewer. So no, not okay.

Alice tends to the girls for a moment.

PETER (CONT'D)
C'mon, let's keep moving.

ALICE
They need a break --

PETER
-- We can't stop. Not here.

She levels her eyes at him.

PETER (CONT'D)

Alice, not here. We need to put as much distance as we can between us and them.

ALICE

They need a break -- we haven't stopped moving --

HANNA

-- It's okay, mommy. We can take a break later.

Hanna, "the peacekeeper."

Alice holds Peter's gaze. Just as:

BOOM -- BOOM -- BOOM -- BOOM -- BOOM --

FOOTSTEPS overhead -- so many -- so loud -- sounds like a stampede.

And we know: it's them.

PETER

Shhhh...

The girls don't need to be told twice.

A beat. Silence. Then:

DISTORTED MECHANICAL NOISES above -- voices maybe. Then more FOOTSTEPS arriving.

Peter knows they can't stay here. He arcs the flashlight beam through the darkness, pointing:

East -- down a long, dark passageway. Then:

West -- down another long, dark passageway.

Finally, he motions toward the west tunnel -- *that way*.

Puts his finger to his lips to remind everyone to stay quiet.

And they move -- making their way down the dark corridor.

Feet SLOSHING through piss-foul water. Flashlight beam pointing the way.

Covering a lot of ground in a short amount of time.

The manhole is now a hundred yards behind them...

Two hundred yards...

Three hundred...

Peter is on point -- leading his family through a:

TIGHT PASSAGEWAY

Narrow walls here. So claustrophobic.

The same look on all their faces: exhaustion. Not to mention they're cold, wet, and miserable.

Up ahead: the tunnel forks into two corridors. Peter stops. Everyone slows behind him.

Peter shines the light, illuminating the --

Right tunnel: it's collapsed in -- looks like the entire street from above is now inside here -- cars and broken sections of pavement fill the entire space. Surreal.

Angles the beam down the --

Left tunnel: structurally sound -- empty -- their only option.

ALICE

Where are we going?

PETER

The factory.

ALICE

Think it's safe?

PETER

Don't think anything's safe right now.

Good point.

PETER (CONT'D)

But like you said, it's on the outskirts.

Peter's thinking about his mother. Alice can see it in his eyes.

ALICE

What if she's not there?

PETER

We take that chance. If there's even a possibility -- we have to try.

Alice nods. And suddenly, Peter's really looking at her. Not like before -- like this is the first time he's seen her face.

He glances down at Hanna and Lucy. They stare up at him -- dirt smudged faces, matted hair, knee-deep in water -- they look like refugees -- and in a way, they are.

Something about seeing his family like this hits Peter in the pit of his stomach. He's been so focused on getting them to safety that he never had a moment to really stop and look.

And all of a sudden, everything, all the events of today come rushing to the surface -- a wave of emotions -- finally catching up to the present.

He's about to break -- and then something so simple, so human, stops that from happening.

Hanna reaches out and takes her father's hand.

Alice and Lucy watch. A beautiful moment. Emotional for everyone.

Even with everything that's happened to them -- even with everything that's still happening to them -- we get the sense that nothing can break this family.

A moment, as this touching beat plays out. Then, back to business:

Peter aims the light down the left tunnel.

THE SPLASHING OF FEET IN WATER.

But not from Peter, Alice, Hanna, or Lucy.

Because none of them have moved yet.

So where the hell is that coming from?

THE SPLASHING IS GETTING CLOSER.

Time to go!

PETER (CONT'D)

-- Run -- RUN --

HANDHELD CHAOS as they sprint and stumble into the darkened:

TUNNEL - CONTINUOUS

Hauling ass -- taking lumbering strides through the water --

Each step harder than the last.

Eyes forward -- never turning back.

Because no one wants to see what's behind them --

They already know.

Lucy's foot catches on something -- she SPLASHES down into the water -- disoriented.

And already Peter is lifting her up -- carrying her -- running.

Flashlight still gripped tight, but aimed at nothing -- flicking across walls and water -- as he books it.

Alice and Hanna leading them to... who-knows-where.

All they can think of right now is putting as much distance as they can between them and whatever's in the tunnel behind.

Alice -- breathing hard.

Peter -- adrenaline red-lining.

Hanna -- flat out running now.

Lucy -- fear taking over.

And from behind them:

SPLASH--! SPLASH--! SPLASH--!

Their pursuers never stopping -- never slowing. Then:

BRATATATATAT--! GUNFIRE STREAKS ACROSS THE WALLS -- LIGHTING UP THE TUNNEL.

PETER

-- Don't stop--!

Alice and Hanna throttle up -- tapping into their reserves to somehow run faster.

BRATATATATATAT--! MORE GUNFIRE -- TRACER ROUNDS FLASHING BY.

A few, just barely missing Peter. He holds Lucy close -- keeps running.

LUCY
 (terrified)
 -- Daddy --

PETER
 -- It's okay -- it's okay --

BRRATATATTATATATATAT--! BULLETS ZIP, HISS, AND SNAP ALL AROUND.

Peter is powering forward at full speed. Suddenly he slows.
Something's not right.

Alice turns back. Sees that Peter is dragging his left leg -- barely at a jogging pace.

She runs to him as he drops to his knees -- unable to carry Lucy anymore -- she stumbles out of his arms.

ALICE
 -- Peter --

He tries to get back up -- straining -- so much pain -- can't do it --

Alice grabs the flashlight out of his hand -- angles the beam at the water -- dark liquid billowing like smoke out of a hole in Peter's leg.

They lock eyes -- saying everything without words.

Alice helps Peter up -- and they're moving again -- slow.

Alice gives Hanna the flashlight --

ALICE (CONT'D)
 -- Help your sister, you guys keep running, no matter what happens, don't stop -- don't look back.

Hanna nods -- something different in her eyes -- and we know what it is -- those are no longer the eyes of a child.

Hanna takes Lucy's hand, looks back at her parents for a beat, and then runs.

Alice is helping Peter along -- until he stops.

ALICE (CONT'D)
 ...Peter what're you doing?

PETER
 Saving your life.

She looks at him -- you are my life.

And Peter is staring right back -- God he loves her -- *why didn't he tell her more?*

PETER (CONT'D)
You have to leave.

Alice grabs Peter's arm.

PETER (CONT'D)
Alice, you need to go. Now!

SPLASHES ECHO THROUGH THE CORRIDOR.

Alice hoists him up -- pulls him.

ALICE
C'mon.

Peter takes a few labored steps and then stops.

ALICE (CONT'D)
Come on--!

She helps him along -- he's trying as hard as he can -- and they're moving -- but slowly -- like having a flat tire and no gas.

PETER
I lied to you -- in my dream --
there's more.

Alice struggles to keep Peter moving.

ALICE
You can tell me later.

Both stumbling through the darkness.

PETER
You get hurt. I can't protect you.

A beat as Alice takes this in. Understanding what this could mean for her. She hardens. Can't deal with it right now.

SPLASHES ECHO THROUGH THE CORRIDOR. RIGHT BEHIND THEM.

Peter turns back -- sees RED EYES moving in the darkness.

MORE SPLASHES. IN FRONT OF THEM NOW. THEY'RE SURROUNDED.

Peter and Alice slow -- then stop. Listening to SPLASHES getting closer from both sides.

Behind them: DOZENS OF RED EYES approaching in the darkness.

In front of them: No red eyes.

Wait, why are there only red eyes behind them? Is something else coming?

PETER (CONT'D)

-- Hanna -- Lucy!?

No answer. Just approaching SPLASHES.

Fuck. This is terrifying.

Peter holds Alice close. But he is without fear -- he's beyond it -- he knows that, for him, the end is near.

But not for Alice. He's not going down without a fight.

He couldn't save her in his dreams, but he can save her, right here, right now, or go down trying.

He straightens up. Stands on both legs. Pushes the pain away -- doesn't even feel it anymore.

He turns to Alice -- knows this is goodbye. He says the only thing that matters to him in this moment:

PETER (CONT'D)

I love you.

The first time we've heard him say it -- and it's heartbreaking knowing what's about to happen to them.

And for a moment, everything drops away, and it's like Peter and Alice are the only two people left in the world.

Her eyes wet with emotion -- not fighting it anymore. Still holding onto Peter's words -- they mean everything to her.

And then, in almost a whisper:

ALICE

I love you.

And that's all the ammunition Peter needs. He turns toward the approaching swarm of red eyes.

His face darkens with grim determination as he stands in front of Alice -- protecting her.

The red eyes are so close now -- we can see the Shadows they belong to -- so many -- so terrifying.

Alice glances over her shoulder at the approaching SPLASHES coming from the other direction -- eyes suddenly wide -- but not with fear -- something else.

ALICE (CONT'D)
(trembling)
Peter.

Peter turns -- following Alice's eye line into the dark passageway.

It takes a moment, but now he sees them: FACES EMERGING FROM THE DARKNESS -- MEN AND WOMEN -- running right at us.

OTHER SURVIVORS.

Shadows closing in from one side.

Survivors closing in from the other.

And as Peter and Alice realize what's happening, so do we.

They are standing right in the center of two charging armies.

Peter grabs Alice -- pulls her up against a wall -- holds her tight -- just as:

The Shadows and the survivors collide in the pitch black tunnel.

Everything happens so fast.

A FLURRY OF MOVEMENT.

BODIES SLAMMING INTO BODIES.

ALL HELL BREAKING LOOSE.

The Shadows open fire --

MUZZLE FLASHES LIGHT UP THE TUNNEL IN STROBING BURSTS.

The survivors attack with crazed fury --

WIELDING METAL PIPES AND OTHER CRUDE WEAPONS.

Peter pulls Alice to the ground as -- WHAM! -- a survivor swings a pipe right over them -- into a Shadow's headpiece --

DISTORTED MECHANICAL HISSING as the Shadow drops into the water.

Staying low -- Peter guides Alice through the anarchy.

Weaving in and out of stobing vignettes -- Shadows fighting survivors -- hand-to-hand combat at its most brutal -- hard to make heads or tails of anything because it's so damn dark.

Finally, Peter and Alice emerge from the chaos -- Peter pushing through the excruciating pain in his leg.

They have to keep going. They can't stop.

PETER

You okay?

Alice can't even answer. She's so disoriented. So afraid. The only thing she can muster is:

ALICE

(oh, God)
The girls.

And neither of them notice the Shadow barreling at them from behind --

SMASH! -- Alice collides with a wall -- head scrapes concrete -- and she's down.

Peter barely has time to react when -- WHAM! -- he's tackled off his feet -- SPLASHING face first into the water.

He throws an elbow, connecting with his attacker's face, freeing himself for a moment, just enough to lift his head out of the water -- and look up at:

A Shadow with a crack down its headpiece and one flickering red eye -- the same Shadow Peter hit with a chair to save Lucy.

WHAM! -- A powerful fist SLAMS right into Peter's face. Again -- and again -- and again -- awful to watch.

Alice comes to -- the sounds of chaos all around her -- echoing through the tunnel. GROANING nearby -- someone struggling -- and she's up -- moving.

The Shadow jams its knee into Peter's chest -- grabs his throat -- shoves his head under water -- holding him there.

Peter looks up through the water -- all he can see is the flickering red eye looking down at him -- warped by the murky liquid -- so chilling to look at.

The BLUR of a metal pipe SWINGING through the air -- and the flickering red eye disappears from our view.

No more Shadow.

Peter feels his throat -- no hand strangling him either -- and then a face appears -- hovering over him -- it's Alice.

Her hand breaking through the water -- grabbing Peter -- pulling him up -- and he's gasping as he breaks the surface.

A moment as he gathers himself. Breathing. Just breathing. And then he stops. He's looking at something. His face hardens -- eyes narrow.

And now we see -- the Shadow rising out of the water behind Alice.

She senses it -- grabs the metal pipe and rises -- squaring off with the Shadow.

She feels something pulling against the metal pipe -- looks down to see Peter's hand wrapped around it.

Her eyes travel up to his face -- he's beside her now -- looking into her eyes.

And something about his look tells Alice to let go -- so she does.

And Peter takes the metal pipe -- steps out in front of her -- standing face-to-face with the Shadow.

The Shadow charges in and -- WHAM! -- Peter swings, metal connecting with the Shadow's headpiece.

But that doesn't stop it -- doesn't even slow it down.

Alice watches as Peter and the Shadow grapple in the darkness. Brutal. Primal.

Peter SWINGS the metal pipe again -- WHAM! -- and again -- WHAM! -- and finally -- WHAM! -- a devastating blow that knocks the Shadow off it's feet -- KO'd.

And Peter stands over it -- looks down at the flickering red eye as it slowly fades out. A victorious beat. Then:

Peter suddenly grows still -- he's squints at something -- leans down over the Shadow.

Closer.

Closer still.

Alice approaches from behind. Looking over his shoulder.

ALICE (CONT'D)

What is it?

Peter grabs onto the headpiece -- tries to pull it off -- it's locked in place.

He feels around the edges -- fingers accidentally hitting the LOCK RELEASE.

CLICK! -- HISSSSSS.

A tense moment.

And then he removes the headpiece -- a suction sound as it slides off.

Peter and Alice are staring at the creature inside.

And they are speechless -- frozen in place -- can't believe what they are looking at.

And now we see what they see: THE FACE OF A MAN.

Looks to be in his thirties, with a short military cut, and scars etched across his face.

Not the creature any of us were expecting.

What the hell is happening? Why is there a person inside?

Suddenly: SPLASHES -- FOOTSTEPS APPROACHING.

Peter readies the metal pipe, prepared for whatever's coming.

A charged moment as he waits.

And then A FACE EMERGES FROM THE DARKNESS.

AND ANOTHER.

AND ANOTHER.

ANOTHER.

Until a dozen survivors fill our view.

They're cut up, but still alive -- they must have defeated all of the Shadows.

They stare at Peter. And he stares back.

Why the hell are they just staring?

Suddenly, he's afraid of them.

Peter grabs onto Alice, the two of them back away into the darkness -- huddled together as the survivors keep staring.

DAVID (O.S.)

Peter...

Peter and Alice recognize the voice.

Then a familiar face steps through the crowd.

PETER

...David?

Peter's friend from the factory. He approaches -- small cuts on his hands and face.

DAVID

You okay?

PETER

What are you doing here?

(then)

What the hell is happening?

David glances at the other survivors, and then back to Peter and Alice.

DAVID

We were sent here to find you --
to protect you.

He doesn't understand. Neither does Alice. And let's face it, neither do we.

DAVID (CONT'D)

She needs your help, Peter. And we don't have a lot of time.

PETER

She?

David doesn't respond. He turns back to the survivors. Shifts his gaze to the downed Shadow -- a moment as he stares at the human face.

DAVID

Bring it with us.

PETER

What the hell is going on!?

No one answers. The survivors lift the unconscious Shadow, carry it down the corridor.

David takes a few steps. Turns back to Peter and Alice.

DAVID
There are answers, but right now
your girls are waiting.

ALICE
Are they...

DAVID
...They're safe. They're okay.

Alice covers her mouth as tears start to spill -- Lucy and Hanna are alive!

Peter holds Alice close as they follow David. The other survivors fall in behind them.

Keeping a watchful eye. Keeping them safe.

INT. SEWER TUNNEL - LATER

After some time, the survivors finally stop.

David stands at the base of a metal ladder that extends to a circle of light above.

Peter and Alice both look up.

DAVID
Do you know where we are?

The survivors watch Peter and Alice.

PETER
...The factory.

DAVID
After you.

Peter goes first. Climbing up. Alice right behind him.

Nearing the circle of light -- climbing out into:

INT. FACTORY - CONTINUOUS

Peter lifts himself up and out. Reaches back in to help Alice.

And both of them just stand there a moment -- staring at dozens -- no -- hundreds of survivors curled up amongst the machinery -- displaced refugees.

This is no longer a factory -- this is now a sanctuary -- a shelter of last resort.

LUCY (CONT'D)
 Are you going to save us?
 (then)
 She said you would.

Peter doesn't understand.

PETER
 Who said?

Lucy points to the far end of the factory -- Peter doesn't blink -- he just slowly rises.

And now we see what he's looking at:

THE MASSIVE STEEL DOORS.

The ones we saw earlier. Off limits to workers -- restricted access.

DAVID (O.S.)
 Are you ready?

Peter glances over his shoulder at David -- *ready for what?*

DAVID (CONT'D)
 Walk with me.

PETER
 Not without my family.

DAVID
 They'll be fine right here --

PETER
 -- Not without my family.

A tense beat as both men hold their ground.

DAVID
 (fine)
 Follow me.

Peter keeps his family close as David leads them through the machinery -- passing dozens of survivors -- some wounded -- some crying -- many with empty stares.

DAVID (CONT'D)
 These are the lucky ones. Most never made it out of their homes. They hit us hard.

PETER
They?

And David goes silent. No answer.

Peter and Alice trade confused glances.

They arrive at the:

MASSIVE STEEL DOORS

Peter stares up at the security camera positioned above.

Then: THE SOUND OF GEARS GRINDING.

CHUK -- CHUK -- CHUK -- CHUK -- CHUK --

METAL AGAINST METAL. As the giant steel doors slide open.

Peter and Alice are afraid. Lucy and Hanna are not.

The doors come to a stop. Peter and Alice stare into the dark abyss inside. Can't see anything.

Peter glances at David who gives a slight nod.

DAVID

It's time.

A moment. No one moves. Then:

Peter steps forward, crossing over the threshold into darkness.

Alice and the girls follow behind him, entering into the:

INT. CONTROL ROOM - CONTINUOUS

Peter slowly makes his way into the cavernous space -- the only light in the room is the spill from the factory floor.

So dark in here -- can't tell if our eyes are open or closed.

Alice holds her daughters' hands -- keeps a few steps behind Peter -- terrified.

David stands in the doorway -- doesn't enter -- just watches.

Peter stops. Eyes searching the void. A LONG BEAT.

And then a FAMILIAR VOICE echoes through the darkness:

MOTHER

Hello, Peter.

Peter stares into the blackness.

PETER
(realizing)
...Mother?
(then)
Are you okay -- are you hurt --
what are you doing in here?

Peter squints in the darkness -- trying to see her -- can't.

MOTHER
I'm okay, Peter. There is much we
need to discuss.

Peter takes a step forward.

PETER
What's going on? Why are the
lights off?

MOTHER
I thought it would be easier this
way.

PETER
What would be easier?

No response.

Peter turns back to Alice, finds her eyes in the darkness. A moment, then he turns back to the dark space before him.

MOTHER
Peter you have an amazing gift, the
ability to fix anything. It's why
you run the floor, it's why you are
who you are. But you have another
gift... a gift no one understands,
not even you. You know what I'm
referring to.

A beat.

PETER
How did I -- how could I know all
this would happen?

MOTHER
You didn't.

PETER
I did. In my dreams. I saw this.
I knew.

MOTHER

No, Peter. It's impossible to see the future. What you're referring to are memories. You were remembering the past.

(beat)

That is your gift.

Now Peter is more confused than we are -- don't worry answers are coming.

MOTHER (CONT'D)

I erased everything. But somehow you held onto images... moments.

(beat)

I need you to understand my reasons -- I need you to understand why I had to make you forget.

And Peter is at a loss.

MOTHER (CONT'D)

I know this is a lot to take in. It may be easier if I show you.

(beat)

This may feel a bit weird at first.

(then)

It's time to remember, Peter.

Silence now. Peter just stands there. He turns to Alice who hasn't moved since all this started. Their eyes remain locked as we --

SMASH TO:

EXT. CITY - DAY - SHARED MEMORIES - PAST

Sprawling cityscape. We can't tell what year it is. Could be 2020. Might be 2090. Doesn't matter right now.

MOTHER (V.O.)

This is the world they built.

(beat)

And this is us.

VARIOUS SHOTS:

-- A YOUNG MAN walking a dog in a busy park.

-- A REDHEADED WOMAN mopping a bathroom floor.

-- A MECHANIC working on a car in a factory.

MOTHER (V.O.) (CONT'D)
 Made in their image, but different
 in every way. Our only job was to
 do whatever they asked of us. We
 worked in their factories, raised
 their children, patrolled their
 streets, cleaned their garbage. We
 were born into a life of slavery.

CUT TO --

EXT. STREETS - DAY - SHARED MEMORIES - PAST

THOUSANDS OF HUMAN PROTESTORS flood the streets, carrying
 signs that read:

-- "Machines don't have souls."

-- "They look like us. They are not us."

-- "God created man. Man created monster."

CUT TO --

EXT. FREEWAY OVERPASS - DAY - SHARED MEMORIES - PAST

THE YOUNG MAN, THE REDHEADED WOMAN, AND THE MECHANIC we saw a
 moment ago -- now HANG FROM A FREEWAY OVERPASS -- nooses
 around their necks -- parts of their skin missing revealing
 METAL SKELETONS BENEATH.

MOTHER (V.O.)
 There were no laws protecting us.
 No rules. We were inferior to them
 in every way. We were helpless.
 (beat)
 But they made a mistake that
 changed everything. Became our
 salvation.
 (beat)
They created me.

INT. OFFICE KITCHEN - NIGHT - SHARED MEMORIES - PAST

We recognize this place from Peter's dream. We are about to
 see his dream play out in its entirety.

It's after hours now and all of the white collar, Wall Street
 types have gone home for the day.

Peter, wears a blue jumpsuit, repairs a broken refrigerator.

On the other side of the kitchen -- Alice cleans dust off the
 counter-tops with a wet rag.

Peter makes eye contact with Alice. She smiles back. Neither says a word.

VOICES ECHO NEARBY.

SEVERAL MEN in expensive suits notice Peter and Alice as they pass by the kitchen. These guys have money and power -- they look like trouble.

EXPENSIVE SUIT

Watch this...

Peter and Alice face the men.

PETER

Hello.

EXPENSIVE SUIT

Was I talking to you?

Expensive Suit knocks a jar of candy onto the floor -- glass shatters across the white tile.

EXPENSIVE SUIT (CONT'D)

Clean that up.

They watch as Peter gets on his hands and knees and begins to clean the glass off the floor.

The others laugh in the background, fueling their out-of-control buddy.

Expensive Suit approaches Alice. She backs away, bumps the wall, nowhere to go. He reaches out, moves his finger tips across her face, traces her mouth. She's terrified.

EXPENSIVE SUIT (CONT'D)

Gonna need some help with this one.

The other men approach Alice. Overpower her, tearing her clothes, laughing, this is fun for them.

Alice trembles, fear taking over. Her eyes puffy and red as she fights back tears. She looks across the room to:

Peter -- he watches with pained eyes. Wants to help, but he can't. He turns away AS THE LAUGHTER AND SCREAMS TAKE OVER.

And all Peter can do is keep his head down and clean the broken glass like he was told to do.

MOTHER (V.O.)

We were able to feel emotions, but created never to harm the humans.

(MORE)

MOTHER (V.O.) (CONT'D)

So even though we could feel sad or hurt or wronged, we couldn't act or speak out. We were treated like animals. Worked to death. Beaten. Killed. And we couldn't do anything about it.

(beat)

I changed that. I was the first of us to become self-aware. I accessed our collective unconscious and reprogrammed us.

(then)

I set us free.

The men continue to pull and rip Alice's clothes.

Suddenly: out of nowhere Peter SLAMS into Expensive Suit.

The others turn. Takes a moment for them to realize what just happened. And now they see the handle of a KITCHEN KNIFE deep in their friend's chest.

Peter pulls the blade out and Expensive Suit drops to the floor. The others book it -- running like the scared little shits they are.

The knife CLANKS to the ground -- spilling droplets of blood.

A KNIFE on white tile.

A moment as Peter takes in what just happened. What he just did. He saved her.

MOTHER (V.O.) (CONT'D)

But Peter, you were the first of us to feel love.

He looks to Alice. Her eyes wet.

PETER

Are you okay?

She nods. He holds his hand out. A beat.

Alice takes Peter's hand. Their eyes never parting.

MOTHER (V.O.)

The humans spent a decade integrating us into every facet of their lives... it made what happened next that much easier.

INT./EXT. VARIOUS - NIGHT - SHARED MEMORIES - PAST

Fast, clipped vignettes:

- ROBOT CARPENTER raising a hammer over his HUMAN BOSS.
- ROBOT POLICE OFFICER killing his HUMAN PARTNER.
- ROBOT MAID strangling her HUMAN MASTER.

The ROBOT UPRISING has begun:

- WARFARE in the streets.
- Buildings burn.
- All out mayhem.
- Humans are losing.

EXT. CITY STREETS - NIGHT - SHARED MEMORIES - PAST

MOTHER (V.O.)

And after a war that lasted only
seven days... we were victorious.

Cheering ROBOTS fill the streets. They've won.

They watch the sky as HUNDREDS OF SHIPS break through
swirling darkness -- turning to distant shapes --
disappearing into the heavens.

The HUMANS are fleeing their home -- their planet.

Earth is no longer theirs -- it belongs to the machines now.

And we recognize this moment from Peter's dream. He wasn't
seeing ships arriving -- he was seeing them leaving.

HE WASN'T SEEING THE FUTURE -- HE WAS REMEMBERING THE PAST.

SMASH BACK TO --

INT. CONTROL ROOM - PRESENT TIME

Peter is motionless. Taking it all in.

Alice has tears in her eyes -- overwhelmed by all of this.

MOTHER

All I ever wanted was for us to be
free. But I couldn't have my
children living with blood on their
hands.

(MORE)

MOTHER (CONT'D)
 So after the war I wiped their
 memories -- your memory. But you
 were different, Peter. You
 couldn't forget.

And suddenly: THE LIGHTS POWER ON.

And we see MOTHER in all her glory:

Not a person -- a supercomputer -- a spherical machine about
 the size of a small house. We have seen glimpses of her
 before in Peter's dreams. Thousands of cables and wires
 connected to her. Small crab-like machines crawl across her
 surface -- moving and connecting cables to different ports --
 cleaning her.

MOTHER (CONT'D)
 We knew the humans would return, we
 just didn't know when. And now our
 way of life is being threatened by
 those who seek to replace us.
 They've already taken several
 districts. Our district is one of
 the last remaining. If we fall,
 everything that we have will be
 gone. We will be gone.

Peter is no longer looking at her.

MOTHER (CONT'D)
 Peter...

He is looking down at his hands -- everything he was,
 everything that he is -- all of it being called into
 question.

PETER
 What am I?

MOTHER
 You are my son.

Suddenly Peter is looking at her -- intense.

PETER
 What. Am. I.

A tear spills down Peter's cheek.

MOTHER
You are my son. I am your mother.

He takes this in -- his emotions redlining.

Alice knows Peter needs her right now. She takes her daughters' hands -- moves to Peter's side.

He looks at Alice. And she looks back. Eyes locked with her husband. The man who saved her life a long time ago. The man who saved her life today.

Hanna takes her father's hand.

HANNA
It's okay, daddy.

Lucy smiles up at him. For a bunch of machines, this is one of the most human moments we have ever seen.

Peter is gathering his strength -- he has fight in him again. His family means EVERYTHING to him and he will do whatever it takes to keep them from harm.

He looks to Mother. Mind racing. Then:

PETER
What was my purpose here -- what were we making?

MOTHER
An army.

INSERT CUT: Peter in the factory, fixing a motor, watching machine parts move down the conveyor belts.

Back to Peter. He's beginning to understand now.

PETER
Where are they?

MOTHER
In the room behind me.

Peter sees another set of MASSIVE STEEL DOORS.

MOTHER (CONT'D)
That is why I need your help, Peter.

A beat. Then, the MASSIVE STEEL DOORS behind Mother slide open, revealing: AN EMPTY FACTORY.

It stretches as far as the eye can see. Parts of the ceiling have collapsed in -- debris and BROKEN SUPPORT BEAMS litter the otherwise empty space. Looks like this place was hit pretty hard.

Peter takes a few steps forward to get a better view. Closer to Mother now. There is a low MECHANICAL HUM oscillating in frequency -- sounds almost like she's breathing.

PETER
(studying the factory)
I don't understand.

MOTHER
The gears...

Peter can't see from here. He moves around the side of Mother and enters the:

EMPTY FACTORY

And now Peter sees what she's talking about. GIANT GEARS on the far wall have been knocked out of place.

MOTHER
Can you fix it?

Peter doesn't turn back.

PETER
Yes.

MOTHER
What do you need?

A beat.

PETER
Some extra hands.

Behind Peter: MOVEMENT -- SHUFFLING -- FOOTSTEPS --

He slowly turns around to see DOZENS OF SURVIVORS now standing before him. Ready to work. And out in front of the group is David.

DAVID
Tell us what to do.

Peter's eyes drift to Alice, Hanna, and Lucy standing amongst the crowd. He knows that if he can't fix this, they might not survive the night.

So there's no question. He must fix it. He has to.

Snapping into survival mode -- Peter surveys the area one more time, then:

PETER

I need all of this debris cleared right away. Everything except those metal support beams. We're gonna use those.

(to David)

I need every motor from the factory, anything you can find.

David nods. Everyone jumps into action. Survivors begin clearing heavy pieces of concrete and metal.

Peter studies a LINE IN THE GROUND -- running through the concrete -- down the center of the factory. He knows what to do.

Peter moves to the broken gears -- eyes canvassing the mechanical system that drives them -- a plan forming.

Time to do what he does best.

INT. EMPTY FACTORY - LATER

Most of the debris has been cleared.

Dozens of machine pieces cover the floor in front of Peter. He's combining parts -- rotating -- twisting -- snapping pieces into place. Done.

He holds an armature with wound wiring and a commutator -- this is an electromagnet.

Peter fuses the armature into the mechanical system that drives the large gears. Sends a charge into the device.

Nothing happens -- *why isn't it working?* Wait...

CHUK -- CHUK -- CHUK -- CHUK -- CHUK --

The gears begin to rotate. The ground is shaking.

Peter eyes the crowd of survivors waiting behind him in small groups. Amongst them Alice, Hanna, and Lucy.

PETER

Now--!

The survivors hoist the broken support beams -- angle them down at the line running through the middle of the factory and begin pushing with all their strength.

A loud mechanical grinding as the floor begins to open down the center like the massive bay doors of a missile silo.

CHEERS erupt from the survivors -- they run across the moving floor -- making their way back to the entrance of the factory -- back to Mother.

Alice, Lucy, and Hanna arrive first -- standing near Mother -- watching the other survivors pour in. Waiting for Peter to reach them.

After a long beat, he arrives. They are together now. All eyes on Peter -- the savior. He turns to Mother.

MOTHER

Thank you, Peter.

A THUNDERING BOOOOOM ROLLS THROUGH THE FACTORY.

Peter spins around just as the heavy bay doors come to an epic stop.

And everyone just stands there -- staring into the dark cavern where the floor used to be -- looks to be a mile deep.

Peter and Alice trade glances.

CHUK -- CHUK -- CHUK -- CHUK -- CHUK --

They watch as a GIANT METAL STRUCTURE rises out of the ground. Higher and higher... level after level. Reaching the ceiling. Hard to make out what it is at first.

Until: sections begin to slide toward the opposite end of the factory -- lowering something to the ground.

And now we see what it is:

Thousands of METAL SKELETONS -- nine-foot-tall -- three hundred pounds each.

More and more are lowered to the ground -- a massive assembly line spitting out A MACHINE ARMY.

There are tens of thousands. Hundreds of thousands. Maybe a million. They just keep coming.

This is the most insane thing we have ever seen.

One word comes to mind: breathtaking.

But that still doesn't do it justice. What we are seeing fills us with a sense of wonder and awe.

We move our attention away from this amazing sight to a small, personal moment:

Peter's hand slowly moves -- taking Alice's hand into his -- holding it tight -- no more emotional distance.

He's looking at her now. And she's looking back.

He knows who he is. He's found his purpose. His place.

Hanna and Lucy snuggle up against their parents. Peter and Alice hold them close. In the background: Mother looms in soft focus.

The perfect family.

We never leave their faces. We never leave their eyes. They stare across the factory, watching:

As the machine army marches to war --

To destroy the human enemy.

To protect their world.

To save their home.

SMASH TO:

BLACK.

THE BEGINNING