

BATTLE: LOS ANGELES

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IN BLACK

We hear a low RUMBLING SOUND. Something indistinct, unrecognizable. Something that makes our skin crawl.

FADE IN:

EXT. SKY - DAY

Floating miles above the earth, we look down on the PACIFIC OCEAN where it meets the shimmering CALIFORNIA COASTLINE...

A serene view that contrasts with the RUMBLING SOUND building throughout as...

DISSOLVE TO:

EXT. SKY - SAME

CLOSER TO THE EARTH, a bird's-eye view of LOS ANGELES comes into relief-- a criss-cross of neighborhoods, streets, freeways. The buildings not more than dots.

We notice MOVEMENT through the sprawl of city now. Pulsing, snake-like LINES flowing across this vista as...

DISSOLVE TO:

EXT. SKY - SAME

MUCH CLOSER, the image of snaking lines revealed as:

MASSSES OF PEOPLE and CARS moving east, AWAY FROM THE OCEAN.

We CONTINUE DOWNWARD, falling toward the earth with a disorienting sense of weightlessness. The RUMBLING BUILDS even further, haunting us, until we arrive at...

EXT. PICO BLVD. - SAME

GROUND-LEVEL. The rumbling, at a frantic pitch now, is the noise of CHAOS on the streets.

CARS jockey for position, moving eastward among...

HORDES OF PEOPLE on foot, their PANICKED FACES rushing past us, forming a nightmarish mosaic as we...

SUPER: LOS ANGELES. CONTACT + 1 HOUR.

CUT TO:

BLACK. Then SUPER: 15 HOURS EARLIER as...

A STREAK OF LIGHT falls across the blackness, from top to bottom. Then a SECOND streak of light, a THIRD...

As the shimmering streaks continue to fall, ILLUMINATING THE DARKNESS, we realize they're showering down into the distant void of the PACIFIC OCEAN.

DISSOLVE TO:

EXT. BEACH - DAY

SUPER: VENICE, CALIFORNIA / 1300 HOURS

In the daylight, we see that these streaks of light are trailing behind INDISTINCT OBJECTS as they plummet through the atmosphere, falling MILES OUT TO SEA.

Reveal CROWDS of PEOPLE by the VENICE BOARDWALK. Watching, chattering, pointing excitedly out to the water as...

THOUSANDS of the OBJECTS fall at once, filling the horizon.

CUT TO:

ESTABLISHING: CAMP PENDLETON - DAY

Marines and Humvees move past a cluster of BUILDINGS as...

SUPER: 1st MARINE EXPEDITIONARY FORCE. Marine Corps Base, Camp Pendleton. Oceanside, Ca.

CUT TO:

INT. MARINE BARRACKS COMMON ROOM - DAY

A group of MARINES, none more than 20, watching a TELEVISION. On it, a WOMAN REPORTER stands before a CROWD on the BEACH.

REPORTER

While many local schools are
sending children home early...

Key on Marine SERGEANT MICHAEL NANTZ, 30, tall, muscled, standing to the side, watching the TV.

REPORTER

...and some people are nervously
driving away from the ocean...

A festive CROWD is behind the reporter, people waving to the camera.

REPORTER

...there are just as many who are drawn to the celestial light show, crowding beaches along the California coastline.

A sharp BEEP BEEP sounds in the common room now. The younger marines turn from the TV, watch Nantz check his BEEPING PAGER. Then Nantz heads out swiftly, the younger marines staring anxiously after him.

CUT TO:

INT. BRIEFING ROOM / I MEF H.Q. / CAMP PENDLETON - DAY

SUPER: 1500 HOURS as...

A roomful of SERGEANTS and LIEUTENANTS, Nantz among them, is being briefed by their COMPANY CAPTAIN.

CAPTAIN

These objects are falling into the ocean from Los Angeles through the Santa Barbara channel, scattered sightings as far north as Monterey. NASA confirms they're too large to be meteors. Some estimated at a hundred yards in diameter.

LIEUTENANT

Then why aren't we seeing tidal waves after they hit, captain?

CAPTAIN

Because the objects are slowing down.

Glances exchanged in the room now.

CAPTAIN

According to NASA calculations, these objects are not hitting the water at terminal velocity. They're slowing just before impact.

(beat)

Homeland Security just bumped the threat level to red. We are officially on high alert. All units be ready to move.

And move they do. The room empties.

CUT TO:

EXT. VENICE BEACH - AFTERNOON

STREAKING OBJECTS still FALL into the DISTANT BLUE WATERS. A handful of SURFERS zip back and forth along cresting waves, the crowd cheering one DAREDEVIL who shreds a large wave. Then GROANS follow as this surfer wipes out.

SCATTERED APPLAUSE as he RESURFACES, reaching for his board. But the applause fades as the surfer immediately DISAPPEARS back UNDER THE CRASHING SURF. A hush falls over the crowd.

Especially as, a hundred yards out, the WATER begins to CHURN. The churning slowly SPREADS toward the beach as...

FIGURES appear from underneath the waves. Many figures. Slowly, steadily, WALKING OUT OF THE WATER. And as they do, the image of them COMES INTO FOCUS. And we realize...

THEY'RE NOT HUMAN.

The surfline is dotted with these strange BEINGS walking out of the water, portending something very dark...

THEY HIT THE BEACH. Vaguely human-like in appearance, these creatures suddenly DROP TO ALL FOURS, racing at the crowd with unbelievable speed, swarming like birds or school fish, moving on the crowd with startling precision.

A split second as the humans stand, dumbfounded. Until the creatures reach the first person, rip him to bits. Then...

PANIC. People run across the beach, plodding along the sand in hopeless flight.

ONE MAN, 20s, jeans and a t-shirt, stands frozen, holding his CELL PHONE up, recording video as if this can't be real.

ON THE CELL PHONE... We see an ALIEN CREATURE, leathery, amphibian-like features, racing at the man. A supple, gun-metal gray exoskeleton shields the alien's muscular frame.

Then the cell phone is KNOCKED ASIDE, and we are overwhelmed by fast, jarring CLOSE-UPS of the ALIEN CREATURE as it attacks the man, ripping at him with three-inch claws as...

QUICK CUT TO:

EXT. CAMP PENDLETON - LATER

SUPER: 1630 HOURS

CLOSE ON SGT. NANTZ running across the base. As he runs OUT OF FRAME, we reveal...

TROOPS racing toward massive CH-46 SEA KNIGHT HELICOPTERS, their dual rotors whipping the air.

CUT TO:

INT. CAMP PENDLETON BARRACKS - SECONDS LATER

Nantz snaps open a DOOR, cruising into his SERGEANT'S QUARTERS: A single room. Bed, dresser, desk.

Nantz heads to the desk, opens a drawer. Sliding into view in it... A PICTURE. A smiling tow headed boy, maybe 5.

Nantz picks the picture up, stares at it for a second, then pockets it. He runs back out.

STAY ON THE ROOM a moment. Bare walls, bleak, utilitarian furniture as... The SOUND of HELICOPTERS fades in.

SGT. NANTZ (V.O.)

Situation on the ground is as follows: We are facing a large-scale amphibious invasion by an unknown enemy. These things are brutal. And they're killing everything in their path.

CUT TO:

EXT. 4TH STREET / SANTA MONICA - EVENING

Two COPS hunker behind a squad car, firing defensively against a mass of ALIENS racing at them.

SGT. NANTZ (O.S.)

Local cops are trying to hold. But they don't have the numbers or the firepower.

The cops are overrun, the aliens swarming over them.

CUT TO:

EXT. 10 FREEWAY - EVENING

CHP OFFICERS ferry massive lines of CARS onto the freeway, BOTH SIDES of which have TRAFFIC MOVING EAST.

SGT. NANTZ (O.S.)

It's all the locals can do to secure evacuation.

CUT TO:

EXT. SANTA MONICA AIRPORT - EVENING

Numerous COBRA GUNSHIPS, two-man ATTACK HELICOPTERS, are landing, one right after the other.

SGT. NANTZ (O.S.)
But we've got Cobras landing at
Santa Monica airport...

PAN to see CONCERTINA WIRE being strung, SNIPERS on rooftops.

SGT. NANTZ (O.S.)
...which is now Forward Operating
Base Charlie...

CUT TO:

EXT. LOS ANGELES INTERNATIONAL AIRPORT - EVENING

F-18 JETS land as COMMERCIAL JETS are towed into hangars.

SGT. NANTZ (O.S.)
...and F-18s flying in to LAX,
which will be Central Command, six
miles south of the FOB.

CUT TO:

INT. CH-46 TRANSPORT HELICOPTER - SAME

Nantz huddles with the RIFLE SQUAD he leads, 12 MARINES, none older than 23.

SGT. NANTZ
The proximity of these two airports
puts us in a superior position. We
will rule the air.

Some murmurings. The marines are clearly unnerved. Two of them, CORREGGIO and KERNS, both 20, exchange a glance.

PVT. CORREGGIO
What about armor, sergeant?

SGT. NANTZ
Army's shipping tanks from Ft.
Irwin. But we won't see serious
numbers for 6-8 hours. Best case.
Until then, devil dogs, it's on us.

PVT. KERNS
But where'd these things come from,
sergeant? What the hell are they?

SGT. NANTZ
 We're gonna find that out together,
 Kerns. Marines. Listen up. We'll
 have plenty of time for questions
 later. Right now, you are to
 concern yourself with this only:
 Police on the ground have shot
 these things. They bleed.
 (beat)
 It's our job to kill them.

The marines stiffen on these words, sitting up straighter,
 gripping their weapons tighter.

SGT. NANTZ
 Retreat...

MARINES
 (in unison)
 ...Hell!

SGT. NANTZ
 2/5!

CUT TO:

EXT. CH-46 TRANSPORT HELICOPTER - LATER

NIGHT is falling. Dark plumes of SMOKE float in the sky past
 the blood-red SUN SETTING into the ocean.

From the air, we are looking down on Venice/Santa Monica as
 the chopper BANKS INLAND. BODIES splay across the beach.
 Mostly human.

Waves of ALIEN ATTACKERS are still moving OUT OF THE WATER,
 racing across the sand. As they appear...

COBRA GUNSHIPS fly swiftly at them, strafing them from the
 air. Many aliens drop.

But many more make it INTO THE SURROUNDING STREETS,
 disappearing among the apartments and houses.

INT. CH-46 TRANSPORT HELICOPTER - SAME

Nantz watches the action, then peers down on the Venice
 streets, which look like a ghost town. Until...

A MAN runs from an alley, waving his hands, trying to draw
 the chopper pilot's attention as...

TWO DARK FIGURES race at him, seemingly from nowhere.

The man is overwhelmed by the alien creatures, his body crumpling to the ground. Then the creatures race away with unbelievable speed, disappearing as if it's all a dream.

CUT TO:

EXT. PENMAR GOLF COURSE/SANTA MONICA - MINUTES LATER

A COMMAND TENT is set up, surrounded by Humvees, generators, an AMMO TRUCK.

The CH-46 LANDS, nearly uprooting small trees that bend from the rotor wash. Nantz and his squad JUMP OUT as we...

SUPER: 1800 HOURS

The CH-46 immediately LIFTS OFF, ANOTHER CH-46 landing nearby, MORE MARINES jumping down as...

OFFICERS race from the command tent to the disembarking marines. Nantz salutes a MARINE CAPTAIN heading to him.

SGT. NANTZ
(over the noise)
Sgt. Michael Nantz, sir. 2nd
squad, 1st platoon, Echo Company of
the 2/5.

The captain salutes back, shoving a MAP towards Nantz, pointing to the STREETS of SANTA MONICA and VENICE on it.

CAPTAIN
We're establishing a line at
Lincoln Boulevard, sergeant, 'bout
a quarter mile from here. Civilian
population's mostly cleared from
Lincoln to the ocean. That area is
now a free-fire zone.

ON THE MAP, we see LINCOLN BOULEVARD, less than a mile from the ocean. The captain POINTS OUT OTHER STREETS as...

CAPTAIN
Your squad will proceed south on
Lincoln one klick to California
Avenue. Then west on California
toward the ocean.

SGT. NANTZ
Any intell on their weapons,
tactics...? What are we walking
into, captain?

CAPTAIN

Your guess is as good as mine.
Units are just starting to engage.
One thing we know, they're still
coming out of the ocean. Current
estimate-- fifty thousand hostiles.

SGT. NANTZ

How many boots we got on the
ground, sir?

CAPTAIN

Six thousand. Until Army and
National Guard units arrive, which
could be 12-15 hours away. So, as
usual, it's Marines on point.
Search-and-destroy, sergeant. Kill
anything that's not human.

Nantz salutes. The captain races back to the command tent.

Nantz turns to his men, spying one of them, PVT. IMLAY, 19,
tall and rangy, boosting a few GRENADES from the ammo truck.
Nantz whistles. The squad jogs after him as he runs off.

CUT TO:

EXT. RESIDENTIAL STREET - MINUTES LATER

DARKNESS settles as the squad double-times down the street,
the battle-rattle of their equipment a steady accompaniment.
They are surrounded, incongruously, by well-kept homes. In
the distance, thunderous BOOMS as MORTARS EXPLODE.

The empty streets and distant explosions lend an other-
worldly feel to the squad's surroundings, especially as the
marines turn onto...

LINCOLN BOULEVARD.

Lincoln is being FORTIFIED into a DEFENSIVE LINE...

Sand-bagged MACHINE GUN NESTS are being set up at corners. A
MARINE in a commandeered SKIP LOADER is piling cars into
BARRICADES. Other MARINES hunker down behind these
barricades, firing MORTARS toward the ocean.

CRACK! Nantz looks up to see a SNIPER and his SPOTTER on the
ROOF of a four-story building.

Another CRACK as the sniper fires a second round into the
distance.

CLOSE ON THE MARINES as they race past. They look determined, yet we register something else in their grim faces... They're marching into the unknown.

As the last man passes, we PAN to see the marines running down Lincoln, surrounded by the banalities of modern life: a Goodyear Tire Store, nail shop, Red Hot Video, China Express.

A Cobra screams overhead, then banks hard, heads toward the beach on another strafing run as... The Marines fade away, ghost-like, into the desolate, smoke-filled streets.

DISSOLVE TO:

EXT. CALIFORNIA AVENUE / VENICE - MINUTES LATER

Sgt. Nantz and his men turn onto California Avenue. The squad moves down the street, breaking into their THREE INDIVIDUAL FIRE TEAMS of four marines each.

(NOTE: Every fire team has a LEADER, a corporal, who carries an M16-A4 assault rifle with an attached M203 grenade launcher, TWO RIFLEMEN who also carry M16-A4s, and a SAW GUNNER, who carries the M249 Squad Automatic Weapon, a fully-automatic weapon used to suppress the enemy with its awesome firepower, providing cover for the team to maneuver.

The squad leader-- Sgt. Nantz-- carries an M16-A4 equipped with an M203 grenade launcher, along with a COMBAT SHOTGUN.)

On one side of the street... SMALL HOMES, each behind 6-ft. high WOOD FENCES. Some two and three-story APARTMENT BUILDINGS are visible further on.

On the other side: AN ELEMENTARY SCHOOL, surrounded by a chain link fence.

Structure FIRES color the night. CARS are overturned, the grim OUTLINE OF BODIES dot the street. This is a war zone.

Nantz surveys the entire scene, watching the rooftops, DIRECTING his fire teams.

CPL. BENNIE MARTINEZ, 22, compact, serious-minded, and CPL. DEVRY HARRIS, 21, African-American, who is steely, yet soft-spoken, lead their teams to the small houses.

They begin KICKING OPEN the gates of the wooden fences, checking the front yards as...

Fire team leader CPL. NICK STAVROU, 23, a quick-witted, hulking Greek, moves with his men, eyeballing the SCHOOL BUILDINGS behind the chain link fence.

Stavrou points his rifle into a crashed PICKUP TRUCK. Its bed is filled with a few suitcases, its cab filled with a BLOODY BODY slumped beneath the wheel.

BANG! A sharp noise as across the street...

ANOTHER GATE GETS KICKED IN.

By MARTINEZ, who points a rifle into a FRONT YARD, eyes searching. His fire team STOPS as Martinez raises a fist. They follow their leader's sight down the SIDE of the house.

A beat. Then Martinez and his men move forward, creeping DOWN THE DARK SIDE YARD, rifles ready. They suddenly STOP, crouch behind cover by the house, peering into the shadows.

Something is there. Something moving.

Martinez grips his rifle, about to fire as...

A BARK. Martinez' finger stops on the trigger. A DOG comes bounding towards him, wagging its tail. Nervous chuckles as the marines relax now. Martinez pats the dog.

They back OUT OF THE YARD.

Martinez signals an all-clear to Nantz, who's covering from the street. But just as Nantz gets the signal, he catches sight of...

A SHADOW. On the roof of the house... Over the marines exiting the yard.

Nantz swings his rifle to that spot. But NOTHING is there. He stares a moment as...

Martinez and his men continue DOWN CALIFORNIA AVENUE with Harris' fire team. The dog trots out of the yard, following them. Nantz backs down the street, keeping his eye on the roof as they approach...

A SIDE STREET.

A THREE-STORY APARTMENT BUILDING anchors the corner. The dog suddenly whines, skittering AWAY FROM THE APARTMENT BUILDING.

Nantz and his men spin, kneel, grab cover, pointing rifles at the apartment building, where...

AN ALIEN FORM

Is glimpsed on the THIRD STORY LANDING of the building.

Stavrou's team covers the street as the others rush...

INTO THE APARTMENT BUILDING COURTYARD.

Their blistering FIRE rings out... But their shots TRAIL BEHIND the alien as it races ACROSS THE LANDING, leaps over the rail, gripping an exterior wall, scurrying down it in a flash, disappearing into a far yard.

Two of Martinez' men, GRAYSTON and MOFFETT, neither older than 19, stare, unnerved.

PVT. GRAYSTON
Jesus Christ...

Nantz stares as well, but shakes it off with a curt:

SGT. NANTZ
Now you've seen 'em.
(moving off)
Remember to lead 'em more.

The marines follow Nantz as, from the street...

MARINE (O.S.)
Contact!

QUICK CUT TO

EXT. CALIFORNIA AVE - SAME

One of Stavrou's men, Kerns, bulge of tobacco in his cheek, spies MOVEMENT down the street, something by the wood fence of a FRONT YARD. Kerns lets loose a burst from his M-16.

The wooden fence SPLINTERS from Kerns' gunfire. Then all is still again.

SAW gunner, Correggio, linebacker-big, calls over.

PVT. CORREGGIO
You get it?

PVT. KERNS
I don't know.

PVT. CORREGGIO
Goddamn. I wanna see these things fall.

Nantz runs up, about to question Kerns as...

PVT. CORREGGIO
Contact! Contact!

DOWN THE SIDE STREET

TWO ALIENS are moving FAST across an INTERSECTION. The AUTOMATIC FIRE from Correggio's SAW lights up the street.

ONE ALIEN is torn up, his body EXPLODING apart with direct, overly prolonged, fire from Correggio's SAW.

A beat, then Kerns drawls:

PVT. KERNS
Well, that sumbitch fell.

He and Correggio smile, nervous energy crackling. They've killed one. The squad PURSUES the SECOND ALIEN...

ONTO THE SIDE STREET.

The alien is blown off its feet by their follow-up FIRE.

The marines move forward, covering their rear and flanks, STAYING BEHIND COVER-- cars, trees, a dumpster.

Nantz arrives at the dead alien, its razor sharp teeth revealed in a death grimace, its muscular, leathery torso ripped open. He stares down on it, when suddenly...

CPL. HARRIS
Contact!

TWO ALIENS run across a street WEST of their position. Another BARRAGE of gunfire and these aliens are mowed down.

Smoke settles in the street. A beat.

PVT. CORREGGIO
These goddamn Martians come here
just so we could blow 'em away?

SGT. NANTZ
No. They didn't. Let's move.

Nantz directs the squad forward. And just as he does...

A WAVE OF ALIENS, shapes in the darkness, swarm toward the marines FROM THE REAR.

The night is ripped open by the shattering AUTOMATIC FIRE of the SAWS working in unison. But more aliens are coming. In the dark, it's hard to tell how many...

Nantz and his men FALL BACK, firing on these dark shapes.

SGT. NANTZ
Harris, light it up!

Cpl. Harris pulls out an ILLUMINATION GRENADE, shoves it into his grenade launcher, FIRING it into the sky.

A BOOM above them as the illumination flare LIGHTS UP the dark street in a GHOSTLY FLASH. We see...

ALIENS EVERYWHERE.

Climbing up buildings, scaling walls with their claws, some disappearing into the canopy of trees above, some dodging behind cars. The whole street seems to be alive with them.

PVT. IMLAY
Holy shit!

The squad lets loose now with an unbelievable barrage, the first time we see them FULLY OPEN UP. It's a fierce, awe-inspiring display of FIREPOWER that repels the attack, tearing up the aliens, the trees, the street. But...

A SECOND MAJOR ATTACK comes on their flank from an ALLEY.

SGT. NANTZ
Harris! The flank...!

Harris and his team shift to battle this SECOND FRONT.

While the marines' firepower keeps the aliens at bay, the aliens' speed allows many to escape behind cover. And there's something else now...

THE ALIENS ARE FIRING BACK.

Attached to the backs of their 'hands' are GUN-LIKE MECHANISMS that fire PROJECTILES, super ball-sized metal shots. The projectiles EXPLODE in a liquid SPRAY around the marines, who take cover behind cars, trees, walls.

One PROJECTILE hits a wall above Correggio. It EXPLODES, the liquid splashing onto the SAW gunner, who grimaces.

PVT. CORREGGIO
Ahh, fuck! It's burning!

His helmet is being eaten away by the liquid, as is his collar... And the skin around his neck. Kerns is immediately at Correggio's side, pulling his helmet off as...

Nantz unsheathes his KA-BAR, a deadly FIGHTING KNIFE favored by marines, cuts away part of Correggio's uniform seeing...

Correggio's skin is blistering, oozing. But only in a few spots. With Kerns' help, he struggles to his feet.

PVT. CORREGGIO
How's my face?

PVT. KERNS
Ugly as ever.

CPL. MARTINEZ
Contact!

A THIRD WAVE of ALIENS suddenly appears in front of them. They're coming at the marines from THREE DIRECTIONS now.

SGT. NANTZ
Marines! Fall back!

The marines turn to their only avenue of escape, backing... INTO A 'WALK' STREET.

So named because there is no 'street' here, just a sidewalk separates the single-family houses opposite each other. The front yards of the houses are less than ten feet apart.

And making matters worse-- there is heavy FOLIAGE, dense SHRUBS and TREES on both sides.

Then the attack ends. SUDDEN SILENCE. And Nantz knows...

SGT. NANTZ
This is the kill zone, boys.

He tucks his M-16 under one arm, slinging forward the COMBAT SHOTGUN he carries on his back in one smooth movement.

The squad catches on, shifts to cover specific firing zones. And just as they adjust positions, the bushes come alive...

ALIENS RUSH FORWARD

AMBUSHING THE MARINES from the THICK COVER of bushes and trees, FIRING PROJECTILES. The acid-like liquid exploding from them eats into combat uniforms, flak jackets, flesh...

Nantz leads the brutal counterattack, PUMPING and FIRING his combat shotgun, an ideal weapon for close-range killing in the tight confines of the walk street.

And the quick reaction of the entire squad gives them a fighting chance. The marines fire back in rigid discipline, picking targets, squeezing off three round bursts.

An ALIEN is BLASTED OUT OF THE AIR, landing on MOTTOLA, the skinny 19 year-old radio man, pinning him.

The massive Stavrou grabs the alien carcass, DEAD LIFTS IT off of Mottola, hurls it at the onrushing aliens, bellowing.

An alien PROJECTILE slams into GRAYSTON'S ARM.

A DIRECT HIT, it PENETRATES his arm, lodging deep within it. The SPRAY OF LIQUID bubbles out from the wound, down Grayston's arm, across his hand.

A SCREAM of pain from Grayston as he sees his flesh being eaten away, the bones of his arm beginning to melt.

An ALIEN LEAPS ONTO HIM, slashing at his chest, thankfully meeting the resistance of Grayston's FLAK JACKET.

Grayston CLUBS THE ALIEN with his injured arm, a STUMP now.

As Nantz levels his shotgun, BLOWS THE ALIEN AWAY.

Nantz grabs Grayston, dragging him into...

THE FRONT YARD OF A HOUSE.

The squad retreats BACK TOWARD THE HOUSE, putting SPACE BETWEEN THEMSELVES AND THE ALIENS.

The SAW GUNNERS revel in the room they now have to operate. And the power of CONTINUOUS FIRE from the THREE SAWS is devastating....

Aliens go down, trees and bushes are shredded, houses across the way are splintered. One CATCHES FIRE from the hot lead. All this mayhem allows the squad to...

SLAM THROUGH THE FRONT DOOR OF THE HOUSE.

Pandemonium. The marines are sweaty, bleeding, scared.

PVT. SIMMONS

We're fucked! Jesus Christ! We're fucked!

CPL. MARTINEZ

Keep your shit together! Every one of you. Get your firing angles. Watch the yard.

PVT. MOFFETT
What the hell are those things?!

CPL. HARRIS
You want to know what they are?
They're the goddamn enemy.

PVT. IMLAY
Yeah, and there's a fucking million
of 'em...

CPL. STAVROU
Hey, stow that shit, Imlay. We're
not dyin' here tonight.

The marines take firing positions, setting up at doors,
windows, reloading as...

Nantz leans over Grayston, whose stump of an arm is oozing
horribly. Efficient squad medic, RATUSHEWITZ, 21, scrambles
to wrap it, mounding Kerlix gauze around the wound.

SGT. NANTZ
Grayston. Look at me. We're gonna
get you out of here.

Grayston, sweaty, shaking, is going into shock. Nantz turns
to his radio man, Mottola.

SGT. NANTZ
Get the FOB on the line.

Mottola gets on the radio as Nantz turns to the others.

SGT. NANTZ
We go in ninety seconds. Move to
live, marines.

CPL. HARRIS
Where the hell is Lenihan?

Beat. Nantz turns to Harris on this as...

CUT TO:

EXT. BACK YARD OF DIFFERENT HOUSE - SAME

LENIHAN, 18, a wiry, baby-faced kid, is crouching next to a
GARAGE, staring through the thin slats of BAMBOO FENCING that
separate the garage from the back yard.

A SWIMMING POOL in the yard glistens in the moonlight, the
gentle lap of its water contrasting with...

The SOUND of ALIENS RUNNING in the alley behind the garage, getting into position.

Lenihan, sweaty, eyes wide with fear, doesn't dare move.

Then the SOUNDS FADE. A BEAT of SILENCE. Lenihan steps around the fencing, edges from his hiding spot just as...

An ALIEN bounds into the back yard.

Lenihan dodges back BEHIND THE FENCE. Stares at...

The ALIEN. Not much bigger than a man, there's something terrifying about its lean and sinewy form, its quick, controlled movements. As the alien moves to the swimming pool, peering into it...

Lenihan raises his M-16, hands shaking. He hesitates as...

TWO MORE ALIENS appear, bounding into the yard. One of them turns to the bamboo fence concealing Lenihan. It bristles.

Lenihan aims the M-16 again, about to let it rip as the aliens suddenly DASH OFF into the dark, out of Lenihan's field of vision.

Then Lenihan spins, hearing a SOUND on the far side of the garage. They're circling around...

Lenihan, desperate, spies a SIDE DOOR leading into the garage. He edges there, turns the handle. Mercifully, the door opens. Lenihan ducks...

INTO THE DARK GARAGE.

As the SOUND of something landing, THUD, on the garage roof.

CUT TO:

INT. HOUSE - MINUTES LATER

Nantz is ON THE RADIO with the Forward Operating Base:

SGT. NANTZ

Don't know how they're communicating. But they're damn efficient. We weren't on that street ten minutes, and they put together one hell of an ambush.

Imlay, at a kitchen window, spies a PACK OF GUM on the counter, pockets it as a voice floats back from the radio:

COMMANDER (V.O.)

Roger. Listen, sergeant, we've got an LZ for your medevac. California and 7th. Community center with a soccer field. We'll fly your guy outta there.

SGT. NANTZ

Copy.

(tosses radio receiver
back to Mottola)

Let's go get Lenihan.

Everyone shifts into action as Correggio turns from his post at a window.

PVT. CORREGGIO

We're surrounded, sir. What's the plan?

Nantz slams a CLIP into his M-16.

SGT. NANTZ

We attack.

CUT TO:

INT. GARAGE - SAME

A one-car garage, there are TWO WINDOWS on opposite walls, stacks of boxes and old furniture filling the space.

Lenihan, crouching in the darkness, grips his M-16 tightly. He is alarmed by the slightest sound of movement around the outside of the garage, then a scuttling on the roof.

Lenihan sees the BRANCHES of a bush MOVING outside one of the windows, as if something just brushed past it.

CUT TO:

EXT. HOUSE - SAME

The squad races FROM THE BACK DOOR of the house, surrounding Ratushewitz and Imlay, who carry Grayston on a litter. They FIRE at aliens immediately rushing them. Then burst into...

THE BACK ALLEY.

FIRING at aliens appearing from back yards to the marines' rear, or on the roofs of houses, their silhouettes ghost-like against the dark horizon.

SGT. NANTZ
 Conserve ammo! Make each shot
 count!

The marines' take more careful aim, choosing targets more judiciously. Nantz shouts between the bursts of fire:

SGT. NANTZ
 Lenihan!

CUT TO:

INT. GARAGE - SAME

Lenihan moves cautiously to one WINDOW as Nantz's distant VOICE ECHOES between the squad's fire:

SGT. NANTZ (O.S.)
 We're coming for you!

Lenihan peers out of the window as...

An ALIEN appears RIGHT ON THE OTHER SIDE. They're face-to-face for a split-second. Then Lenihan jumps back as...

CRASH! Both windows crash in as ALIENS leap through them INTO THE GARAGE. They FIRE PROJECTILES...

But Lenihan dives behind a STACK OF BOXES, the acid searing into them.

Then Lenihan is up, FIRING his M-16, lighting up the dark confines of the garage. One alien goes down, another disappearing into the dark as...

SMASH CUT TO:

EXT. ALLEY - SAME

Nantz and his men instantly turn toward the SOUND of Lenihan's SHOTS as...

CUT BACK TO:

EXT. BACK YARD OF HOUSE - SAME

Lenihan hurriedly backs OUT OF THE GARAGE as... A shadow falls across him now. He spins to see...

The THIRD ALIEN leap from the GARAGE ROOF, claws slashing...

Lenihan swings his M-16, FIRES, knocking the alien down, then pumping more shots into it until... Lenihan RUNS DRY on ammo, his gun CLICKING impotently as...

Behind him, an ALIEN rises slowly FROM THE POOL. Lenihan doesn't see it, but he senses it.

He turns just as the ALIEN LEAPS, instantly on top of him...

BLISTERING GUNFIRE

Nantz and other members of his team burst into the yard, BLASTING THE ALIEN just as it reaches Lenihan.

The marines swing their guns around the yard in quick, coordinated rhythm, searching for other enemy forces. Then Nantz grabs Lenihan by the collar, pulls him.

And they're all RUNNING FROM THE YARD into...

THE BACK ALLEY.

PVT. LENIHAN
 Jesus Christ! It came out of the
 fucking pool, sergeant. They like
 their fucking water...

Nantz suddenly spins, firing up at...

An ALIEN LURKING IN THE TREES that overhang the alley.

It falls at their feet.

PVT. LENIHAN
 (freaked out)
 Shit! They're goddamn everywhere!

QUICK CUT TO:

EXT. SIDE STREET

Grayston has been laid on the ground now, surrounded by Martinez' team, who cover 360 degrees, holding the ground.

Nantz and the others run out from the alley. The squad reforms, Grayston is lifted, and they are moving quickly again. Lenihan instantly covers a fire sector as Ratushewitz calls to him from a few feet away:

PVT. RATUSHEWITZ
 You done screwing off?

Lenihan turns to Ratushewitz, who's smiling, obviously relieved to see him. Then Lenihan's elation at being back deflates when he spies Grayston on the litter.

THE RIFLE SQUAD RUNS TOWARD CALIFORNIA AVE.

The side street they're on SUDDENLY SEEMS VERY STILL. Heads swivel, up, down, all around, looking for the enemy.

SGT. NANTZ

Too goddamn quiet. Double time.

The squad picks up their pace as...

Nantz looks DOWN AN ALLEY to the left. He sees FOUR ALIENS, in a staggered dash, MOVING PARALLEL TO THE RIFLE SQUAD.

Nantz looks down ANOTHER ALLEY they're passing, sees MORE ALIENS running PARALLEL TO THEM.

He points down the block as they APPROACH CALIFORNIA AVENUE.

SGT. NANTZ

Marines. They're gonna hit us there, cut us off when we turn back onto California.

(to Mottola)

Motorola. Get some air support.

Mottola immediately works the radio.

PVT. MOTTOLA

(into radio)

Command. We need Cobras in here. We are on Linden Avenue, approaching California.

COMMANDER (V.O.)

Copy. We are fully committed right now. Multiple fronts open...

PVT. MOTTOLA

Command, we need air! We have a large enemy presence one block west of our position. We are about to get lit up, sir...!

Nantz spies a PARKED VAN, shouting orders:

SGT. NANTZ

SAWs suppress down California. Get Grayston behind that van. Watch the rear!

The three SAW gunners TURN THE CORNER first, immediately finding cover behind cars, telephone poles, etc.

Grayston is hustled to the parked van, laid down behind it. Riflemen cover the rear and flanks of the squad just as...

ALIENS SWARM FROM THE ALLEY ONE BLOCK WEST.

The SAW gunners OPEN UP, suppressing the enemy advance. Other squad members FIRE bursts from their M-16s.

But for every alien that goes down, numerous others FLASH AWAY in unison, like quicksilver. The marines adjust their fire. But the targets disappear as soon as they appear.

Then a FORCE OF ALIENS opens up from an APARTMENT ROOF.

PROJECTILES RAIN DOWN.

The marines scramble back BEHIND COVER, ripping at their clothes, pulling off anything splashed by the ACID-LIKE SUBSTANCE spraying around them.

The SAW gunners spin, FIRING, tearing the roof of the apartment building to shreds.

Some aliens are THROWN FROM THE ROOFTOP, others EXPLODE in a shower of flesh.

BUT ANOTHER WAVE OF ALIENS SWARMS FROM THE ALLEYWAY. They're advancing closer to the marines, who fire more desperately.

Simmons takes a direct hit in the leg. Screaming, he bends to grab his leg as a SECOND PROJECTILE slams into his neck just above his flak jacket.

Lenihan, seeing Simmons go down, screams to Ratushewitz:

PVT. LENIHAN
Rats! Simmons is down...

Ratushewitz scrambles to Simmons. Then Lenihan takes a direct hit, a projectile burying itself into his hip.

And as the marines go down, their fire DECREASES, allowing the aliens to gain more ground.

Nantz sees Moffett fall, instantly shouting:

SGT. NANTZ
Imlay! Get on Moffett's SAW!

Imlay grabs the automatic rifle. But the alien force battles forward, about to overrun the squad as...

A COBRA GUNSHIP

Screams over the school building. And as soon as it appears, it fires...

A HELLFIRE MISSILE

The missile EXPLODES, wreaking havoc on the alien force, their bodies blown into the air.

The COBRA circles back, lets loose a FURIOUS BARRAGE from its M197 20mm GUN mounted under its nose.

THE REMAINING ALIENS ARE DEVASTATED.

Its work done, the Cobra screams off, quick as it came.

Nantz checks his men. Most have blistering wounds, but can clearly go on...

Moffett and Lenihan, however, can barely stand, their wounds deteriorating into gaping holes. Simmons, is on the ground, very still, huge chunks of his leg and neck eaten away.

Nantz slings Moffett's arm around his shoulder.

SGT. NANTZ
Move to live, boys! Kerns,
Correggio, carry Simmons.
(to Stavrou)
Grab Lenihan.

But Stavrou is already yarding Lenihan up, slinging him over his massive shoulder.

Nantz leads as the squad hustles down California Avenue.

DARK ALIEN FORMS on distant rooftops watch the rifle squad disappear down the street.

CUT TO:

EXT. COMMUNITY CENTER - MINUTES LATER

A boxy CONCRETE BUILDING with a playground on one end, and a huge SOCCER FIELD on the other. All around are small houses, trees... A neighborhood.

We see the specter of LIGHTS thrown onto the field, an other-worldly effect until we realize the lights are coming from...

A CH-46E SEA KNIGHT HELICOPTER

As it hovers over the soccer field, descending steadily.

The RIFLE SQUAD hustles across the field to the chopper as it touches down, its thundering rotors whipping the air.

The WOUNDED ARE IMMEDIATELY LOADED into the chopper as...

Ratushewitz leans over his buddy, the injured Lenihan.

PVT. RATUSHEWITZ

You just had to get outta the shit,
huh?

PVT. LENIHAN

(leering)
I'll say hi to your sister for you.

Ratushewitz smiles, they touch fists. Then Ratushewitz backs away as...

The SEA KNIGHT HELICOPTER RISES

Gaining altitude with a sudden rush of power as...

A SOUND LIKE NO OTHER. A deep, mournful BOOM as...

A SHOCK WAVE OF ENERGY

VISIBLE to the naked eye, FIRES from the west, through the streets that run toward the soccer field.

The SEA KNIGHT HELICOPTER takes a DIRECT HIT.

The devastating power of the energy wave instantly STOPS the chopper's ascent, propelling it END-OVER-END, until the massive helicopter CRASHES INTO A HOUSE blocks away as...

ON THE SOCCER FIELD

The rifle squad is in disarray, the men splayed on the ground from the released energy that swept across the open field.

Time SLOWS DOWN as the men try to regroup, some staring off at the nightmarish scene, others stumbling to their feet.

Then Nantz turns ominously as another SOUND FADES IN. A harsh, unearthly BUZZING...

LIGHTS are coming from the streets that lead to the field, advancing rapidly.

Nantz is shouting. Most aren't hearing him. Joined by fire team leaders Martinez, Harris and Stavrou, Nantz begins pulling the other marines to their feet, pushing them...

Toward the COMMUNITY CENTER, needing to get cover, needing to get off of that open field.

As the SOUND and LIGHTS BUILD, Nantz BLOWS A DOOR OPEN. The marines fall INTO THE COMMUNITY CENTER as...

ALIEN AIRCRAFT

Appear from the streets running perpendicular to the field. They FLY INTO THE OPEN barely twenty feet off the ground. Their LIGHTS and the deafening SOUND of their advance is almost overwhelming.

The flying craft, half a dozen, are sleek, spear-shaped, glowing with a strange light as if they might burst into flames. Not much bigger than a car, their lethal power is obvious as...

They zoom at an unreal speed toward the downed helicopter, finishing it off with more PULSING WAVES OF ENERGY before disappearing into the distance.

CUT TO:

INT. COMMUNITY CENTER - CONTINUOUS

The marines regroup in the large entryway. To the right is a GYMNASIUM. To the left, a MULTI-PURPOSE ROOM, with a KITCHEN off of it.

The marines spread out, COVERING the doors and hallways. We see in their FACES that it's a very different fight now. Ratushewitz looks shell-shocked, whispering to Imlay:

PVT. RATUSHEWITZ
Jesus... All those guys...

As Correggio and Kerns take up position together.

PVT. CORREGGIO
Guess those things falling in the ocean were hauling some serious hardware.

PVT. KERNS
Yeah, so much for ruling the air.

Nantz looks around at his squad, rallies the troops:

SGT. NANTZ
 Okay, devil dogs. Get your heads
 straight. We're in a fight.
 (beat)
 Fix bayonets. This might get up-
 close and personal.

The marines begin affixing BAYONETS to their rifles as...

A slight NOISE from the kitchen. Instantly everyone freezes,
 glances exchanged.

Nantz moves silently to the KITCHEN DOORS, signals Stavrou.

Stavrou and his men stack at the doors with Nantz as the
 other marines cover them. A beat, then...

CUT TO:

INT. KITCHEN

As the DOORS BANG OPEN. Marines rush into the kitchen,
 converging with speed and power. LIGHT is thrown into the
 dark room, Nantz instantly barking:

SGT. NANTZ
 Hold your fire!

Everyone stops as we REVERSE to see...

FOUR KIDS, maybe 10, being hovered over by TWO ADULTS, a MAN
 in his 40s, a WOMAN, late 20s.

The slightest beat. Correggio leans over to Kerns:

PVT. CORREGGIO
 Mission just changed.

CUT TO:

INT. COMMUNITY CENTER - MINUTES LATER

Riflemen are on post, watching various windows and doors.
 The kids are gathered in a hallway, looking dazed, as if
 they're shutting down, shutting out the day's unreal events.

Imlay shares his purloined gum with two little girls, KIRSTEN
 and EMILY and one of the boys, RYAN. The kids chew absent-
 mindedly as Kerns, squatting nearby, chews his tobacco.

The fourth kid, HECTOR, stands to the side, watching...

Nantz with the two civilian adults: MICHELE McDERMOTT, 28, the kids' teacher. Lean and pretty, she seems practical, focused on the kids, her eyes constantly moving to them.

And DR. JOE RINCON, 45, Hector's father, a beefy man, jacket and tie, with a calm, watchful air.

MICHELE

The after school program's here at the community center and, when the evacuation started, things happened so quickly... It was chaos-- cars, people running, fights. Dr. Rincon somehow made his way through.

DR. RINCON

When I came to pick up my son...

Nantz glances briefly at Dr. Rincon's son, Hector, the quiet kid who's standing, watching his father.

DR. RINCON

I saw those things on the street, maybe a block away. We were stuck.

MICHELE

The police were supposed to come for us. By the time I realized they weren't...

(gazes at the kids)

I should have gotten them out earlier.

SGT. NANTZ

Don't blame yourself.

MICHELE

Who else am I going to blame, sergeant? I'm responsible for these kids and if I...

SGT. NANTZ

It's done now. Feeling guilty won't help.

She nods, but clearly his advice is unwanted.

MICHELE

Are there more of you coming?

SGT. NANTZ

No.

MICHELE

Will they send a helicopter for us?

SGT. NANTZ

They just blew our medevac outta
the air, so...

DR. RINCON

What's the plan then, sergeant?
Hole up here?

SGT. NANTZ

Definitely not.

They just stare at him. Nantz struggles for answers.

SGT. NANTZ

Look. We'll get you out of here.
(to Dr. Rincon)
In the meantime, doctor, I got a
couple of wounded...

DR. RINCON

Right. Let me take a look.

Dr. Rincon heads off to help medic Ratushewitz. Nantz smiles
awkwardly at Michele, begins to step away.

MICHELE

There's buses, sergeant.

Nantz stops, eyes Michele.

MICHELE

If we're going to move these
kids... There's buses at the school
up the block.

SGT. NANTZ

(nods)
Good. Thanks.

MICHELE

And I'll try not to feel guilty.

A slight smile for her now. She heads to the kids as Harris
approaches Nantz.

CPL. HARRIS

I'll go for the bus.

Nantz looks at him. A moment. Then he eyes the others.

SGT. NANTZ
Who you gonna take?

Harris just shakes his head.

CPL. HARRIS
We're down to nine guys.

The slightest gesture toward the group of wide-eyed kids.

CPL. HARRIS
And we got some extra
responsibility now. I'll be okay.

Stavrou steps up.

CPL. STAVROU
I'll go with him, sergeant.

CPL. HARRIS
Nick...

CPL. STAVROU
Dev. You're not goin' solo.

And that's the decision. All three silently accept it.

SGT. NANTZ
You can hotwire this thing?

CPL. STAVROU
With my eyes closed.

CPL. HARRIS
He's from Jersey, sergeant.

A smile from Nantz on this.

SGT. NANTZ
Every day a holiday, boys...

Simultaneous:

CPL. HARRIS
...every meal a feast.

CPL. STAVROU
...every meal a feast.

CUT TO:

EXT. COMMUNITY CENTER ROOF - LATER

Correggio and Kerns are on the roof, looking down on the soccer field. Then they move to the other side of the building, look down on CALIFORNIA AVENUE, surveying the street from this HIGH VANTAGE POINT. Everything seems STILL.

Kerns looks at Correggio, who's cradling his SAW. Correggio nods. Kerns pulls a PORTABLE RADIO, talks quietly into it:

PVT. KERNS
We're clear.

CUT TO:

EXT. STREET - CONTINUOUS

As STAVROU and HARRIS slip from a GYM DOOR now, running...

TO CALIFORNIA AVENUE.

We see the SILHOUETTES of Correggio and Kerns covering from the roof as Stavrou and Harris run TOWARD THE SCHOOL.

Then they suddenly stop, DROPPING BEHIND A CAR as they spy...

A glimpse of MOVEMENT across the street. A beat.

Then Harris edges around the parked car, sees... NOTHING.

Stavrou and Harris look at each other, unnerved. Especially as an UNEARTHLY HUM fades in...

LOW-FLYING ALIEN AIRCRAFT

Suddenly appear, zooming past the hidden marines in a flash. The aircraft FIRE pulsing blasts of the devastating ENERGY WAVES towards Lincoln.

The sky is lit up by EXPLOSIVE RETURN FIRE from the defensive line, only blocks away. The alien craft dip away from this anti-aircraft fire, disappearing into the distance.

Harris and Stavrou are up again, running silently.

CUT BACK TO:

EXT. COMMUNITY CENTER ROOF

Kerns is moving around the perimeter of the roof, surveying the surrounding area. He looks down to see that an EXTERIOR DOOR leading into the center is ajar. He pulls up the RADIO.

PVT. KERNS
 (into radio)
 Sergeant, we got a problem.

CUT TO:

INT. COMMUNITY CENTER - MOMENTS LATER

MICHELE HUDDLES WITH THE KIDS, who stare wide-eyed at her, obviously frightened.

MICHELE
 It's going to be loud. It's going to be scary. And we're going to have to move really fast.

RYAN
 Are those things still out there?

A slight beat.

MICHELE
 Yes.

Hector watches his dad bandaging one of the wounded.

MICHELE
 Hector, I need you to pay attention.

Hector looks back at her.

HECTOR
 Loud, scary, and we have to move really fast.

Michele looks up, anxiously watches Nantz crossing...

To Martinez. Nantz stops, voice low:

SGT. NANTZ
 We got a breach. Get the civilians in the gym. Ready to move.

CPL. MARTINEZ
 Aye, aye, sergeant

SGT. NANTZ
 Bennie, got any buckshot grenades?

CPL. MARTINEZ
 Always.

He hands Nantz a BUCKSHOT GRENADE, a squat, olive drab grenade round. Then Nantz is moving off, slamming the grenade into the launcher on his M-16.

CUT TO:

EXT. SCHOOL - MINUTES LATER

Like ghosts, Stavrou and Harris run up to the SCHOOL FENCE, peer through it ACROSS THE SCHOOLYARD: Playground equipment, basketball courts, portable classrooms. And in a far lot...

THE DISTANT OUTLINE OF YELLOW SCHOOL BUSES.

Harris scales the chain link fence, landing cat-like. As soon as Harris is on the ground, he turns, covering for Stavrou, who scales the fence quickly, quietly, landing...

IN THE SCHOOLYARD.

Instantly, both men run off into the dark, automatically covering on opposite sides, arriving at...

THE SCHOOL BUSES.

Stavrou forces the bisected doors of one bus open, climbs INTO THE BUS. He ducks below the steering wheel as...

Harris stares off to the STREET on the other side of the lot.

An ALIEN scout is visible there, staring toward the buses.

CUT TO:

INT. HALLWAY / COMMUNITY CENTER - SAME

Nantz stares down the long hallway, which TURNS A CORNER at the end. It's DARK, only ambient light bleeding in which reveals SEVERAL DOORS lining the hall.

Nantz waits, listens. A long beat, then... BANG! Something slams into one of the doors.

CUT TO:

EXT. SCHOOL LOT - SAME

Harris sees TWO MORE ALIENS join the first scout now. Harris eases behind the bus, whispers to Stavrou:

CPL. HARRIS
How we doin', Stavs?

CPL. STAVROU
 (dryly)
 Don't rush genius.

Harris peers around the bus again to see that the aliens have suddenly disappeared. Harris' eyes scan left to right.

And just as he's growing unnerved... The BUS ROARS to life.

CUT TO:

INT. ENTRYWAY / COMMUNITY CENTER - SAME

Nantz backs into the entryway, aiming down the dark hallway as another BANG rings out. Martinez calls from the gym:

CPL. MARTINEZ
 Inbound, sergeant.

SGT. NANTZ
 Okay. Get 'em out.

Martinez hurries off as Nantz, alone in the entryway, stands with his M-16, Davy Crockett at the Alamo, aiming toward the dark hall. Another ominous BANG from there as...

IN THE GYM

Martinez swings a DOOR OPEN to see... THE BUS screech up on the street. The bus' door opens, Harris there with his M-16.

Martinez hustles the CIVILIANS TO THE BUS as...

ALIEN FIGURES suddenly appear, rushing the bus now.

Then Correggio opens up FROM THE ROOF, his SAW'S BLISTERING FIRE ripping into the aliens, buying the marines time as...

CUT TO:

INT. ENTRYWAY / COMMUNITY CENTER - SAME

A final BANG from down the long hall. Then a different sound. The scuttling of feet. They're coming. Fast.

Nantz just waits, stock still, as the SOUND BUILDS and BUILDS, until finally...

ALIENS stream from the dark hall...

INTO THE ENTRYWAY

The aliens see Nantz, waiting for them. They rush him as...

BOOM! NANTZ FIRES HIS GRENADE LAUNCHER.

The buckshot grenade EXPLODES in a huge SPRAY OF SHRAPNEL which fills the entryway, devastating the aliens as...

Nantz immediately turns, running INTO THE GYM, following the other marines through the DOOR...

OUTSIDE

He meets up with Correggio and Kerns ROPING DOWN from the roof. They run to the bus, fall into it. AND THE BUS IS MOVING.

CUT TO:

INT. BUS - SAME

Stavrou is behind the wheel of the bus, zooming up the street, spinning onto Lincoln Boulevard...

It's deserted here. Just the ominous sight of OVERTURNED HUMVEES, smoldering. A silent machine gun nest, bodies of dead marines around it.

As the bus rumbles forward, Nantz shouts back to his men:

SGT. NANTZ
Ammo check.

All the marines check their weapons, their belts, their pockets, toting up the ammo they have, reporting back:

MARINES
4 clips... 3 clips... 2 clips... 3
clips...

Nantz turns to Mottola.

SGT. NANTZ
Find out where there's a resupply
truck. We need ammo.
(to Stavrou)
Get to the FOB.

Stavrou nods, turning the bus...

ONTO A SIDE STREET

The bus flies down the road, single-family homes on either side, TREES OVERHANGING the street as...

Mottola hunches over the radio, following Nantz' directives:

PVT. MOTTOLA
 Command. We are low on ammo and
 need a location on resupply...

COMMANDER (V.O.)
 (from radio)
 Copy. Resupply truck came under
 fire, it's on the move. I'll get
 you coordinates when it sets up.

PVT. MOTTOLA
 We have civilians, request access
 to the Forward Operating Base.

COMMANDER (V.O.)
 (from radio)
 Negative. FOB cannot take
 civilians. Go north on Lincoln two
 clicks to the evac route.

Stavrou suddenly STOPS THE BUS. Nantz looks over.

SGT. NANTZ
 What?

A distinct RUMBLING HUM fades in as Stavrou answers Nantz:

CPL. STAVROU
 That.

AN ALIEN AIRCRAFT

Suddenly DESCENDS directly in front of the bus, appearing
 beneath the canopy of trees overhanging the street.

The kids scream at the sight of it. Nantz instantly spins.

SGT. NANTZ
 On the floor! Now!

The civilians drop to the floor as Stavrou spins the massive
 bus...

INTO AN ALLEY

The alien aircraft, hovering just off the ground, FIRES a
 PULSE of ENERGY.

The BUS SWERVES precariously, the back of it SLAMMING INTO A
 GARAGE. Stavrou hits the gas just as...

The ENERGY PULSE EXPLODES behind it, DESTROYING THE GARAGE.

It splinters apart. Everyone ducks as DEBRIS flies across the bus. Windows shatter. A 2x4 pierces the outside of the bus, its jagged point lodging inches from Kerns, who angrily rears back, kicking it, knocking it back outside as...

The bus flies down the tight alley, spinning ONTO THE NEXT STREET it comes to as...

Nantz peers out. He sees the LIGHTS of the alien aircraft TRACKING THEM ON A PARALLEL STREET. Then the LIGHTS TURN, HEADING BACK TO CUT THEM OFF.

SGT. NANTZ
Stavs, turn! Now!

Stavrou hits the gas, careening ONTO ANOTHER SIDE STREET.

Heading AWAY FROM THE APPROACHING LIGHTS, visible beyond the canopy of trees as... Mottola shouts urgently into the radio:

PVT. MOTTOLA
Command. We need air support! We are on Victoria, heading west...

Nantz sees the alien craft's LIGHTS suddenly STOP, then REVERSE COURSE towards the bus again as Mottola continues:

PVT. MOTTOLA
(into radio)
Enemy aircraft is in pursuit...

Nantz looks at Mottola working the radio. Then he looks back at the alien aircraft, TRACKING THEM...

SGT. NANTZ
Kill the radio.

Mottola looks at his sergeant, confused. But Nantz is still STARING OUT of the window at the LIGHTS in the distance, which continue to close on them.

SGT. NANTZ
Now. Shut it down.

Mottola SHUTS THE RADIO down just as...

The LIGHTS STOP their progress, hovering in the distance.

SGT. NANTZ
(to Stavrou)
Get to Lincoln. It's wide open. I want to see that bastard coming.

CPL. STAVROU
 (smiles)
 Retreat...

SGT. NANTZ
 ...hell.

Stavrou floors it as Nantz watches the LIGHTS begin to move again, but slowly, almost aimlessly, as if probing.

SGT. NANTZ
 Motorola. No radio. I think
 they're tracking our signal.

Stavrou pulls back ONTO LINCOLN.

Nantz sees a CAR WASH. It's sides are open-air. But it has a ROOF; a roof that can conceal them. Nantz points it out.

SGT. NANTZ
 Pull in there.

Stavrou swings the bus into the car wash, UNDER IT'S ROOF.

Nantz looks around the bus, spies one little girl, Kirsten, ponytail in her hair. He leans down to her.

SGT. NANTZ
 Hi. What's your name?

She looks up, wide-eyed, at this fearsome, sweating marine.

LITTLE GIRL
 Kirsten.

SGT. NANTZ
 Kirsten. Could I have your, uh,
 hair thing?

LITTLE GIRL
 My... pony holder?

Nantz nods. She stares. Then pulls the PONY TAIL HOLDER from her hair, hands it to him. Nantz smiles at her.

Then stands, all-business again, heading for the bus' doors.

Michele watches Nantz head down the aisle.

Then Nantz is at the bus' doors, saying to Stavrou:

SGT. NANTZ
Anything happens, get the SAWS up
front and take off with these kids.

He eyes Stavrou.

SGT. NANTZ
You understand?

The slightest beat. Stavrou looks reluctant, but nods.

And on that, Nantz hits a lever on the bus, sliding the bus' doors open. Then...

NANTZ IS OUT OF THE BUS

Racing from the car wash ACROSS LINCOLN to a GAS STATION.

Nantz pulls the PORTABLE RADIO out, CLICKS it as he goes, depressing the BUTTON on its side. As he does...

THE LIGHTS OF THE ALIEN AIRCRAFT

Immediately SHIFT in the distance.

Nantz watches this reaction. Then takes the pony tail holder, WRAPS IT AROUND THE RADIO, keeping the button depressed so that it is sending a constant signal as...

He sets the RADIO DOWN by one of the GAS PUMPS.

Nantz hustles BEHIND A NEARBY TRUCK, peers around it, sees...

THE ALIEN AIRCRAFT turn the corner, head down Lincoln.

Nantz loads a GRENADE in the LAUNCHER on his M-16 as...

THE ALIEN CRAFT FLIES TOWARD THE GAS STATION

Hovering just above the ground, its unearthly hum growing louder and louder.

Nantz raises the rifle, sighting along it as...

The alien aircraft is zooming toward the gas station as...

Nantz FIRES THE GRENADE at the gas pump.

BOOM. A massive FIREBALL rocks the alien aircraft.

It tumbles off-course, out of control, WINGING AT NANTZ.

Nantz drops to the ground, concentrating, methodically slamming a SECOND GRENADE into the launcher just as...

The ALIEN AIRCRAFT thunders by not ten feet ABOVE HIS HEAD.

Nantz, flattened to the asphalt by the force of the aircraft, twists on the ground, shouldering the M-16 just as the alien craft gains control, pulling up...

Nantz FIRES a SECOND GRENADE into its exposed underbelly.

A direct hit. The alien aircraft spins and rolls, flipping end-over-end from the grenade's impact, hurtling...

OVER A STOREFRONT, CRASHING BEYOND LINCOLN.

Nantz stumbles slowly to his feet, M-16 in hand as...

The SCHOOL BUS SCREECHES UP. The doors open.

CUT TO:

INT. BUS - SAME

...as Nantz steps into the bus. The doors swing shut, and the bus is MOVING rapidly down the street. The marines are in defensive position, aiming outside of the bus.

But all other eyes are on Nantz. Especially the KIDS.

They look up at Nantz, who is exhausted. Sweaty, dirty. Injured in various ways. But he's the leader of this group.

SGT. NANTZ

Who thought when you woke up this morning, your day would end up like this?

A few kids smile. Grace under pressure serves Nantz well. The civilians feel reassured in his authority.

But as Nantz turns, his face drops a moment before he can recover the requisite stoicism.

Michele sees a GASH on the back of his head, behind an ear.

MICHELE

(softly)
You're bleeding, sergeant.

Nantz turns to her. He touches the back of his head, looks at the blood, then wipes it on his pants, his eyes trained outside.

THE STREET LOOKS CLEAR.

As the bus zooms up Lincoln, there is no evidence of aliens. The farther they drive, the more their view is filled with MARINES now, stationed along the route, manning machine gun nests. We see a TANK for the first time, along with ARTILLERY being hauled by a couple of five-tons.

SGT. NANTZ

Kids. Listen up. Coupla' miles away is the freeway. Lots of policemen there, helping everybody get away. You guys'll be back with your moms and dads soon. Okay?

The kids begin turning, LOOKING OUT. Little Emily waves out of the bus at...

EXT. STREET - SAME

A MARINE ON POST. He looks up, sees the SWEET-FACED GIRL WAVING at him. He waves back at this friendly apparition quickly disappearing into the darkness as the bus zooms on.

INT. BUS - SAME

Dr. Rincon, looking concerned, comes up behind Nantz, whose eyes are still roaming out the windshield.

DR. RINCON

How you doin', sergeant?

Nantz keeps his eyes on the street.

SGT. NANTZ

Fine. Just a few dings.

DR. RINCON

Dings, huh?
(smiles)
You have that hard-ass routine down pat, don't you?

Nantz smiles back.

SGT. NANTZ

Part of the job description.

The doctor nods at Nantz' stoicism.

DR. RINCON

Let me know if there's anything I can do.

SGT. NANTZ

Thanks, doc

NANTZ WATCHES Dr. Rincon head back to Hector, settling next to his son.

Dr. Rincon puts his arm around Hector, pointing out to the MARINES STATIONED along the street.

DR. RINCON

See all the soldiers now. We're gonna be okay...

Hector stares outside.

HECTOR

We should turn around.

This registers with Nantz, who immediately looks out, checking for threats, seeing...

THE LINCOLN / 10 FREEWAY ENTRANCE fast approaching.

FLASHING COP CARS there. CHP OFFICERS wave CROWDS of people and an LONG LINE OF CARS onto the freeway.

Dr. Rincon looks at Hector, who's still staring out.

DR. RINCON

What is it, Hector?

HECTOR

Turn around!

Nantz spins back to Hector, who's staring wide-eyed, fear growing in his eyes as...

CRASH! Everyone looks out the front windshield to see...

A CAR FLYING, END-OVER-END, INTO THE AIR

Then CRASHING into the street. ANOTHER CAR is blasted off the ground, then ANOTHER, CRASHING DOWN in succession as...

ALIEN AIRCRAFT

Five in all, appear over the horizon of office buildings, zooming at the evacuation point BLASTING CARS as they come.

CHAOS. PEOPLE run from their cars in terror as...

A HUGE SWARM OF ALIENS, flowing like water down the freeway embankments, attacks the masses of people and cars below.

INT. BUS

Dr. Rincon stares out, says, almost to himself:

DR. RINCON
My, God. This isn't a war. It's
an extermination.

Horrible, desperate SCREAMS rise as the EVACUATION ROUTE IS
OVERRUN...

Then the ALIEN CRAFT return for another pass, FIRING their
energy pulse weapons. Stavrou must SPIN AWAY from the
devastating blasts...

DOWN A SIDE STREET as... An ALIEN AIRCRAFT PURSUES THE BUS.

Stavrou pushes the bus as fast as it can go. But he can't
outrun the alien craft, which FIRES, its ENERGY PULSE
catching the back of the bus, sending it hurtling...

Into the STONE WALL of a CEMETERY.

Everyone tumbles as the bus SLAMS to a STOP. Dust hangs in
the air, people coughing, moaning. Nantz looks out to see
that the BUS IS DISABLED, smashed into the heavy stone wall,
BLACK SMOKE rising from under its hood. He turns.

SGT. NANTZ
Marines!

In the shadowy light, we see the outline of the MARINES
RISING, almost in unison, as if one organism. They scramble
towards Nantz, moving...

OUT OF THE BUS

The only immediate sound: A low CLATTERING, the battle-rattle
of Nantz and his men shouldering arms, taking position to
protect the bus, as...

LIGHT appears over the treetops.

SGT. NANTZ
Three o'clock!

The marines turn to see the ALIEN AIRCRAFT reappear, dipping
below the trees, zooming toward them.

They sight along their rifle barrels, about to fire as...

The alien craft suddenly PULLS UP to avoid the HOT LEAD of
20mm MACHINE GUNS spewing from...

A COBRA GUNSHIP

That appears around a small office building. The Cobra rockets past the marines, firing from its MOUNTED MACHINE GUNS as it PURSUES THE ALIEN CRAFT.

THROUGH THE TREETOPS, Nantz and his men watch the LIGHTS of the two aircraft DISAPPEAR into the distance.

The marines exchange wary glances as the piercing rat-a-tat of the Cobra's machine gun fire FADES.

One beat of silence. Then Nantz points.

SGT. NANTZ

Here they come. Twelve o'clock.

In the dark, in the DISTANT STREETS BEYOND THE CEMETERY, the faint outline of MOVEMENT.

SGT. NANTZ

Harris, check it out.

Harris motions to Imlay and Mottola. They move into the darkness toward the cemetery as...

Nantz ducks INTO THE BUS. The kids are huddled on the floor, Michele and Dr. Rincon hover above them, staring nervously.

SGT. NANTZ

Stay here until someone comes for you. No matter what.

Nantz steps back OUT OF THE BUS as... Harris runs up.

HARRIS

Advancing through the cemetery. A lot of them.

Nantz looks out.

SGT. NANTZ

Make a run for it?

HARRIS

Not with the kids. They're coming fast.

The image gels now: a WAVE OF ALIENS is racing silently through the cemetery. The vista seems alive with their synchronized advance as they move into position, darting in and out of the darkness. There, then gone.

SGT. NANTZ
Marines. Prepare to repel.

Nantz eyes his men, who are shouldering arms, nervously staring forward, wiping sweat from their face and hands. This is it. They know it. They make a stand or they're overrun. No other options. Nantz' voice rings out:

SGT. NANTZ
Bennie!

MARTINEZ
Sir!

SGT. NANTZ
Being vastly outnumbered provides a marine rifleman with what?

MARTINEZ
A target rich environment, sir!

SGT. NANTZ
Marines. We stand here. Let these bastards know who they're fucking with.

CPL. STAVROU
2/5!

The marines FIRE now, their rifles CRACKLING in the night.

INT. BUS - SAME

The children are huddled with Michele. Dr. Rincon is climbing through the seats of the disabled bus, peering out.

It's dark, but he can still make out the enemy advance in the distance. All around the disabled bus, he sees and hears the controlled chaos of marines shifting defensive position, steadily having to INCREASE THEIR FIRE as...

The aliens are battling CLOSER and CLOSER.

The cemetery, filled with trees and shrubs, headstones and mausoleums, provides too much cover for the aliens, who swarm away from the marines' fire, fast as lightning.

Then Dr. Rincon sees an alien break from the darkness, RUSH AT KERNS who spins just in time, blasting the alien away.

Another ALIEN suddenly appears, gets its claws into Stavrou.

The huge Greek swings his rifle butt, SMASHING the alien in the head. It staggers back. Stavrou puts three rounds into it. The Marines are clearly fighting for their lives...

Then a BANGING on the bus' roof. Something leaping on it, running across it... Dr. Rincon looks up to see an ALIEN JUMPING DOWN from the top of the disabled bus.

The alien LANDS ON RATUSHEWITZ, slashing him.

Nantz spins, FIRES, blowing the alien away. Ratushewitz writhes on the ground, in distress.

Dr. Rincon turns, stares at Hector. He holds Hector's gaze a beat. Then spins back, scrambles...

OUT OF THE BUS.

Dr. Rincon stays low, trying to get his bearings in the dark. Then he spies Ratushewitz, struggling to open his pack.

Dr. Rincon hurries over, kneels next to Ratushewitz, who's shaking, a DEEP GASH in his shoulder; bone is visible. Ratushewitz looks up, trying to control his voice.

PVT. RATUSHEWITZ
Got some QuickClot...

DR. RINCON
Okay, lie back.

Dr. Rincon opens the pack, pulling out PACKAGES of QuickClot. He rips open the packages, sprinkling the QuickClot, a coarse, super-clotting POWDER, on the wound.

PVT. RATUSHEWITZ
It get the artery?

DR. RINCON
No. But it's bleeding pretty good.

Nantz suddenly shouts:

SGT. NANTZ
Grenades!

He and the three corporals stand at once, FIRE GRENADES into the advancing hordes. They EXPLODE, blowing waves of aliens up, halting their advance... Momentarily. Many MORE ALIENS can be seen in the distance, racing forward.

As the ear-splitting FIRE erupts around him, Dr. Rincon wraps Ratushewitz' arm with a tight-cinching battle DRESSING.

Then he looks at the young private, who's staring off, dazed.

DR. RINCON
Look at me, son. Look at me.

Ratushewitz focuses, looking up at Dr. Rincon.

DR. RINCON
Keep pressure on it. You'll be
okay. Just keep pressure on it.

Ratushewitz nods. Dr. Rincon eases him down. Then picks up the fallen marine's M-16. Nantz looks over. They meet eyes.

DR. RINCON
What do I need to know?

The slightest beat, then...

SGT. NANTZ
It's set to fire in three round
bursts. We're low, so don't waste
your shots.

Dr. Rincon holds the M-16 against his shoulder, aiming.

DR. RINCON
Just sight down the barrel...?

SGT. NANTZ
And give 'em hell.

Nantz shifts back to his position. Dr. Rincon kneels, peers into the darkness, seeing...

The FIGURES of enemy aliens advancing through the cemetery.

Dr. Rincon sights down the barrel of his rifle at ONE ALIEN FIGURE in the distance, but it disappears behind a headstone.

Dr. Rincon shifts to pick up ANOTHER ALIEN, also darting forward. He has this one in range, squeezes the trigger...

But he misses badly, his shots chewing into the ground.

Dr. Rincon is rattled; a civilian thrust into the fog of war. All around him, the NOISE and chaos of the well-trained marines FIRING rings out as...

IN THE BUS

Michele looks to the front, sees a FIGURE appearing INSIDE, near the driver's seat, moving forward in the shadows as...

More explosions of gunfire flash into the bus, illuminating her worst nightmare...

It's an ALIEN. Moving on her and the kids down the aisle.

The kids shriek at the horrible sight, so close and getting closer. But their horrified shrieks are obscured by...

THUNDERING NOISE outside as the ALIEN AIRCRAFT reappears over the cemetery, the COBRA in hot pursuit.

Michele darts in front of the kids, pushing them to the back of the bus as...

A HELLFIRE MISSILE rips into the back of the alien aircraft, sending it WINGING OUT OF CONTROL.

In the mass confusion, light and sound building to a FEVER PITCH, Michele bangs on the windows, calling desperately to the marines...

But the marines are scrambling out of the way, diving for cover as the alien craft CRASHES into the cemetery, breaking apart, its FIERY DEBRIS HURTLING right at the bus.

Michele turns to see the alien, bristling unnaturally, upon them now, slashing down at her. Michele raises an arm up defensively, the alien's claw ripping her forearm open as...

BANG BANG BANG

A three round BURST of GUNFIRE slams into the alien's head and chest. It's blown away, falling between the seats as...

Hector spins to see his father, outside, aiming Ratushewitz' still smoking M-16 into the bus as...

The FIERY DEBRIS from the alien craft CRASHES INTO THE BUS, rocking it, sending it spinning in the street.

Chaos now. Hector pulls himself up as Michele frantically reaches for the kids, her voice echoing...

MICHELE

You guys, come here! Quick!

...as Hector rushes back to one of the windows.

HECTOR'S POV:

Smoldering wreckage. The marines running back and forth amid the PIERCING CLATTER of the Cobra circling back around, STRAFING the remaining aliens from above.

Hector can see the alien forces in the distance being decimated by the Cobra's powerful guns, the light and fury exacerbating the chaos on the ground as...

MARINES appear inside the bus. Grabbing the kids, stumbling with them toward the doors. Then they're...

OUT OF THE BUS.

The kids are grabbed by marines, CARRIED AWAY as...

THE MARINES RUN THROUGH THE STREETS.

STAY WITH HECTOR as he spins in Harris' arms, head on a swivel, searching for his dad.

But the noise and confusion are overwhelming. Hector stares back at the blur of nightmarish images as they're suddenly...

IN AN ALLEY

Marines racing forward with kids in their arms. Then SLAMMING through a doorway into...

INT. RITE-AID PHARMACY - CONTINUOUS

A dark, empty store. Confusion still reigns as the kids are hustled into a corner with Michele. Marines race back and forth through the store, taking position as...

Hector moves through the JOSTLING CROWD of men, past Martinez, entering with the injured Ratushewitz. Then...

NANTZ APPEARS

Backing into the store with Stavrou, carrying another of the WOUNDED. They set the man down. Hector rushes forward, arriving at the wounded man as we reveal...

IT'S DR. RINCON.

Dr. Rincon's eyes focus as Hector steps up.

Nantz, reacting quickly, pulls some jackets from a nearby rack of clothes, covering Dr. Rincon. As he does, we see a glimpse of Dr. Rincon's CRUSHED lower extremities.

Hector catches sight of the injuries, as well. Then stares into his father's face, eyes filling.

DR. RINCON
It'll be okay.

Dr. Rincon touches Hector's face lightly, repeating softly:

DR. RINCON
It'll be okay.

SGT. NANTZ
We'll get your dad fixed up.

But when Hector looks to Nantz on this, he can't meet the boy's gaze. Hector can see this isn't the truth.

AT THE FRONT OF THE STORE

Kerns sees TWO ALIENS appear in the shadows, searching.

PVT. KERNS
Two scouts, sergeant.

The marines scurry, taking position as Kerns calls out again:

PVT. KERNS
Make it four.

Amid the urgency, Hector looks back at his father, who is shaking with pain.

DR. RINCON
Listen to me, son. I'm not going
to make it.
(a slight beat)
But you will.

HECTOR
I don't want to go without you.

DR. RINCON
I know. But you have to. Your
mom's going to need you. More than
ever. Okay?

Slowly, Hector nods.

DR. RINCON
Now wait with Ms. McDermott a
minute. Let me talk to the
sergeant.

Reluctantly, Hector allows Michele to lead him away.

SGT. NANTZ
Doctor, we can take you and...

Dr. Rincon turns to Nantz, steel-eyed.

DR. RINCON
 Don't waste time, sergeant. Just
 promise you'll take care of my son.

Nantz stares, nods.

SGT. NANTZ
 I will.

DR. RINCON
 Good. Now let's figure out how to
 get these kids out of here.

CUT TO:

INT. BACK ROOM OF RITE-AID - LATER

Harris is quietly opening the back door of the store. He
 peers out to... A BACK ALLEY. Empty, quiet. He watches
 shadows outside, waiting for something to move as...

Nearby, Kirsten huddles with Correggio, on post at a window.

KIRSTEN
 Why do you think they're here?

PVT. CORREGGIO
 I don't know. They need something,
 I guess.

KIRSTEN
 Are we gonna die?

She says it so simply. Correggio turns to her. A beat.

PVT. CORREGGIO
 No.

CUT BACK TO:

INT. RITE-AID MAIN FLOOR - SAME

Marines rush forward with portable PROPANE TANKS, set them
 down, unscrewing the valves on them, RELEASING THE GAS as...

Imlay is rigging bricks of C-4 explosive as...

Kerns is running wire along the floor.

IN A CORNER OF THE STORE

Nantz steps up to Hector. Michele is nearby, Martinez
 bandaging her arm. Nantz kneels by the boy.

SGT. NANTZ

You okay?

No response from Hector, who's staring off blankly.

SGT. NANTZ

I know this is really hard... But I need you to help me out. What did you see by the evacuation point?

MICHELE

Sergeant...

But Nantz is focused on the boy.

SGT. NANTZ

You said we should turn around...

Tears stream down Hector's face, still staring off blankly.

SGT. NANTZ

Did I miss something, Hector?

Michele pushes Martinez away, stepping to Nantz.

MICHELE

Sergeant. You're not doing this now.

Nantz looks up at her. Then he stands, moves off.

CUT TO:

A CLOSE-UP OF HECTOR - LATER

As he steps forward slowly. REVERSE to see that he's stepping up to DR. RINCON. Father and son stare at each other a moment, Michele hovering nearby. Softly:

DR. RINCON

Be brave, son.

Hector, crying, nods dutifully. Dr. Rincon touches his face.

DR. RINCON

I love you.

HECTOR

I love you, too.

Hector throws his arms around his father, hugging him tightly. Then Dr. Rincon looks into Hector's eyes. BEAT.

DR. RINCON
It's time.

CUT TO:

THE FRONT OF THE STORE - MOMENTS LATER

Stavrou stands by the window, keys the PORTABLE RADIO once. Then waits, staring out at the still street. A long BEAT.

Then TWO ALIEN SCOUTS appear. They crouch by a car.

Stavrou keys the radio again.

And both of the aliens immediately react, turning in unison towards the store. Then TWO MORE ALIENS appear from an opposite corner.

As Stavrou keys the radio a third time...

These two aliens turn definitively toward the Rite-Aid.

Stavrou spins, giving hand signals to Nantz and the other marines, huddling with Michele and the kids.

The group moves INTO THE BACK ROOM, Martinez helping the injured Ratushewitz...

Imlay, almost absent-mindedly, GRABBING a handful of CANDY as they go.

AT THE FRONT OF THE STORE

Stavrou keys the radio one more time, staring out...

ONTO THE STREET

A BEAT. Then, suddenly, five, ten, twenty ALIENS BOUND INTO SIGHT, instantly finding available cover as...

Stavrou runs through the store into...

THE BACK ROOM.

He meets up with the others, who are forming a protective cordon around Michele and the kids. Nantz peers out of the BACK DOOR. It's clear. They MOVE OUT just as...

AT THE FRONT OF THE STORE

CRASH! The plate glass window is SHATTERED as...

An ALIEN smashes through it, landing in the store, immediately crouching into a defensive position.

A second alien, then a third, a fourth follows, leaping into the store with the same sinewy grace and power.

The aliens are very still, peering around. A moment when they look at each other, as if communicating. Then the aliens begin to creep forward, through the dark store as...

MORE ALIENS leap through the broken storefront window. They keep coming, over TWENTY now, bristling as they move in formation...

THROUGH THE STORE, rounding an aisle to see...

Dr. Rincon lying flat on the ground, staring at them.

The aliens stop, stare back at him. Then the leader advances alone, snarling, appearing before Dr. Rincon.

A moment as the alien looks at the NUMEROUS PROPANE TANKS, each of them OPEN, giving off a faint hiss as gas escapes.

And the alien seems to realize what's happening. It spins, about to charge back toward the smashed open window as...

Dr. Rincon presses a button on a HANDHELD CONTROL.

BOOM! C-4 EXPLODES. The place splinters apart as we...

QUICK CUT TO

EXT. ALLEY - SAME

Nantz and the others desperately race away as a FIREBALL rises into the sky behind them.

THEY FALL BEHIND A BUILDING

The marines take defensive positions as Nantz looks down the alley to a SIDE STREET. It's dark, desolate. And there's little cover. Nantz signals to Kerns and Correggio.

SGT. NANTZ

Check it out.

The two marines immediately jog down the alley to the SIDE STREET. Nantz turns, then kneels down to Hector, who's staring back at the flames licking into the sky.

SGT. NANTZ

Hector? Hector?

No response. Nantz looks at Michele. She moves to Hector, puts her arms around him. But Hector crouches by the wall, avoiding contact. Nantz and Michele exchange a glance. Then he pulls his MAP, turns to her. Quietly:

SGT. NANTZ

Listen, we need to move on foot.
Obviously, vehicles are targets.
Can the kids make it?

MICHELE

Well, they're scared. And tired.

SGT. NANTZ

That makes it unanimous then.

A beat.

MICHELE

They'll make it.

SGT. NANTZ

Forward Operating Base is only a
mile away.

MICHELE

But they said no civilians...

SGT. NANTZ

That was before the evac point was
overrun. We're out of options.

Michele absorbs the gravity of this. Then Kerns and Correggio run up, reporting:

PVT. CORREGGIO

Looks good, both directions, sir.

SGT. NANTZ

Let's move, everyone.

And the group is off, jogging silently DOWN THE ALLEY.

SGT. NANTZ

(to Michele)

Keep the kids in the middle of us.
Stay low, behind cars or trees.

She nods. Nantz turns, leads the group...

ONTO THE SIDE STREET.

A residential street, tidy bungalows on either side.

The kids move silently, too scared to make noise.

Little Kirsten comes up behind Correggio. He's surprised as she slips her hand into his. Correggio looks down, seeing how scared she is. He smiles, grips her hand tightly.

Suddenly, Nantz stops on a dime, fist raised. The squad stops with him. Everyone drops BEHIND CARS as...

The LIGHTS of an alien aircraft appear, glowing somewhere beyond the street, moving slowly. Searching.

The marines raise their rifles, aiming at the lights, which hover in the air a moment. The wait is unbearable. Emily starts to cry, tears running silently down her cheeks.

Then, slowly, the LIGHTS MOVE AWAY, fading into the distance.

Hector, crouching next to Nantz, lightly fingers the colorful SHOULDER PATCH on Nantz' uniform, the CREST of his regiment:

'2nd BATTALION' across the top of the crest, '5th MARINES' below it. Then the words: 'RETREAT HELL.'

Nantz meets eyes with Hector.

SGT. NANTZ
That's us. The 2/5.

Hector just nods. Nantz straightens, looks into the distance to make sure the lights aren't circling back. Then signals.

The squad moves forward, bounding with the kids, to the NEXT CORNER. A small voice pipes up, unexpectedly cheery.

RYAN
This is my block.

Michele looks down to him.

RYAN
I want to go home.

SGT. NANTZ
Sorry, buddy.

Michele turns to Nantz, voice low.

MICHELE
Sergeant, if his house is right...

SGT. NANTZ
We've got to keep moving.

MICHELE

But what if his parents are there?

SGT. NANTZ

They're not. Believe me.

A slight beat on this. Then Nantz sees Hector clamping his hands over his ears, bending at the waist, shaking violently.

SGT. NANTZ

What is it...?!

MICHELE

Hector...!

But suddenly, a SOUND is heard, a deep RUMBLING. Everyone stops. The marines FALL BEHIND CARS now, pulling the civilians down with them as the RUMBLING continues to BUILD.

SGT. NANTZ

Under the cars! Now!

The marines frantically shed their packs, begin squirming UNDERNEATH THE CARS with them, pulling the kids under as...

ALIENS round the corner in the distance, THOUSANDS OF THEM, racing forward; an army on the move.

NANTZ DRAGS HECTOR UNDER ONE CAR with him, pulling the boy in close, getting his legs under the car, under cover, as...

THE GIANT HOST OF ALIENS SWARMS PAST.

They fill the entire street from sidewalk to sidewalk. The ground shakes, RUMBLING from the mass of them streaming past.

The humans HUDDLE UNDER THE CARS, peering out to see the legs and arms of the aliens flying by. Some bound OVER THE CARS, which bounce up and down, BANGING with the aliens' weight.

Then the RUMBLING EBBS as the aliens disappear into the distance. Nantz exchanges a desperate glance with Michele.

SHARP CUT TO:

INT. RYAN'S HOUSE - MOMENTS LATER

The door swings open. The marines and civilians rush in.

SGT. NANTZ

No lights.

The door is shut behind them, Ryan moving quickly in.

RYAN
Mom... Mom...

Imlay corrals him before he can get too far.

PVT. IMLAY
Little man... Hey. Stay here until
we... can look around.

Nantz barks orders, pointing to Harris and Martinez.

SGT. NANTZ
Secure the perimeter. Stavrou, do
a search, bottom to top. Mottola,
check the TV, computer. Hard line
only. No wireless.

Martinez approaches Nantz, voice low:

CPL. MARTINEZ
Rats looks like shit.

Nantz looks over at Ratushewitz, slumping on a couch, ashen,
the stain of blood spreading again under his shirt.

SGT. NANTZ
Get on it with more QuickClot.
Rewrap him. Best we can do until
we get to the FOB.

Martinez moves off as...

PVT. MOTTOLA
No phone, sergeant. I'll check for
a computer.

Nantz turns sees Michele watching him.

SGT. NANTZ
Uh, maybe there's some food for the
kids. Or if they need a bathroom.
We're gonna move soon.

MICHELE
Can't we wait it out here?

SGT. NANTZ
Nothing to wait for.

Nantz turns his back to the kids, lowering his voice.

SGT. NANTZ
Our defensive lines are falling.
We're losing this city.

Beat. Michele stares at him. Then...

PVT. MOTTOLA
Bingo, sergeant!

Nantz sees Mottola gesturing triumphantly at a COMPUTER in the nearby DEN. The computer is working, an internet connection on its screen.

PVT. MOTTOLA
We're good!

And just as he says this, the computer goes BLANK as...

The SOUNDS of WARFARE ring out, suddenly exploding.

The KIDS scream as the house ROCKS from the BOOMS of HEAVY ARTILLERY-- very close by. Michele turns to the kids.

MICHELE
Get under the table! Now!

She herds them under the heavy dining room table as...

Nantz grabs his M-16, jumps to the RATTLING WINDOWS, peers out. The dark SKY is LIT UP with FURIOUS EXPLOSIONS, an almost overwhelming display.

Marines are running now, taking positions. Nantz sees the kids, huddled under the table, clearly petrified. Michele stares at Nantz, wide-eyed, as the BOOMS continue to RISE.

A sudden lull in the action. Only a few distant booms. Nantz meets eyes with his corporals. Is it over?

Then a CRESCENDO of EXPLOSIONS rings out, fiercer than anything before. The sounds keep rising and rising until...

CUT TO:

INT. KITCHEN - LATER

Silence. Nantz stands with Martinez, Harris and Stavrou. They stare uneasily at each other. Then BOOMS sound again, but they're clearly more distant. Harris nods at Nantz.

CPL. HARRIS
Battle's moving off. Definitely.

SGT. NANTZ
 We'll give it a little more time.
 Then we move fast, get them to the
 FOB....

He gestures to the den, where we see Michele with the kids.

SGT. NANTZ
 Listen up, boys. We may not make
 it through the night. But I'll be
 goddamned if we lose one more a'
 those civilians. They will make
 it.

CPL. STAVROU
 Aye, aye, sergeant.

The corporals move off as Nantz watches Michele...

IN THE DEN

She is handing out papers and pens to the kids.

MICHELE
 Let's write letters. Write what
 you would say to your parents if
 you could talk to them.

Kirsten, Emily and Ryan quickly take the papers.

EMILY
 We can write anything we want?

MICHELE
 Anything you want.

She looks over at Hector.

MICHELE
 Hector, do you want to write to
 your mom?

HECTOR
 And tell her what?

The slightest beat. She gives Hector a quick hug, then
 leaves him be, moving...

INTO THE KITCHEN.

Nantz is there, giving her an appreciative nod.

SGT. NANTZ
Smart. Let them get it out.

MICHELE
Yeah. At least a little. Do you... have children, sergeant?

SGT. NANTZ
No.
(quickly)
I'm worried about Hector.

Michele nods. Then she's suddenly wiping away tears.

MICHELE
His father... it's just so horrible. He was such a good man.

SGT. NANTZ
Did you see Hector just before those things marched through on the street...?

MICHELE
Yes.

SGT. NANTZ
What was that about?

MICHELE
I don't know. Hector is really smart. But there's something... different about him. When he was younger he was tested for autism, ADD... Everything was negative. Still, he just won't open up.

Beat. She stares back at Hector, who has taken up a pencil and paper now. But he just stares at the paper, not writing.

SGT. NANTZ
What about you? How are you holding up?

She just shrugs.

SGT. NANTZ
Maybe you should write a letter. You must have someone...?

MICHELE
You mean like a husband or a boyfriend...?

Nantz is silent. Michele graces him with a slight smile.

MICHELE

I was engaged once. Then my dad got sick. Cancer.

SGT. NANTZ

That can add a lot of pressure.

MICHELE

Yes. I mean, it was treatable. And that was what my fiancée complained about... Why I had to spend so much time with my dad since he was going to be okay. I mean, what kind of a guy does that?

SGT. NANTZ

An asshole.

And Michele laughs at Nantz' concise summation.

MICHELE

Yeah, guess I realized that.

CUT TO:

INT. DEN - LATER

In one corner, Ryan talks with Imlay, who is gently tapping the glass of a TERRARIUM, a 12" SNAKE in it.

RYAN

I don't get it. Why didn't they come for me?

PVT. IMLAY

Bet they wanted to.

Imlay, at a loss, offers Ryan some candy from a PEZ DISPENSER he boosted. The kid takes it, pulls out a few candies.

RYAN

Will they be at this FOB place?

PVT. IMLAY

I, uh, don't know.

Ryan offers him the pez dispenser back.

PVT. IMLAY

Naw, you keep it.

Nantz enters, looking down at the kids.

SGT. NANTZ

We dug up some extra coats for you guys, getting chilly. They're in the living room, so get ready.

The kids stand, begin to move off as...

SGT. NANTZ

Hey, you guys are being really brave. When this is over, you're gonna be heroes!

Nantz smiles. But the kids look nonplussed at his efforts to pump them up. Michele moves past Nantz, who looks sheepish.

SGT. NANTZ

I tried.

She smiles warmly at him.

MICHELE

Yes, you did.

As she continues off, she touches his arm lightly. Nantz can't help himself, watching her go. Then he turns to see Hector staring at him.

SGT. NANTZ

You all right?

Hector just nods stoically. Nantz moves to him, sits.

SGT. NANTZ

Listen, the way you reacted before... Did you hear something on the street when those things were coming? Something we didn't...

A beat. Hector shrugs.

HECTOR

I guess.

Nantz waits for more. But there's nothing. Hector looks down, tugging on his shoelaces.

HECTOR

Why do you say we're heroes? We're not doing anything.

Hector looks up at Nantz.

HECTOR

People are always saying, "he's a hero." We had this umpire in Little League, got hit in the head with a baseball. They had a dinner for him, and everyone said he was a hero. But really he just got hit in the head.

Nantz has to smile at this.

HECTOR

Nobody even knows what a hero is.

The slightest beat, then...

SGT. NANTZ

Your dad was a hero.

A moment between them. Then Nantz pulls out a MEDALLION which displays the CREST of the 2/5.

SGT. NANTZ

This is our medallion. It's kind of a thing, see, you gotta always carry it. 'Cause anytime a guy from the unit asks to see it, if you don't have it, you gotta buy him a drink.

He gives it to Hector, who takes the heavy medallion.

SGT. NANTZ

You're 2/5 now, kid.
(lowers his voice)
Just don't tell the guys.

HECTOR

'Cause you'll have to buy a lotta drinks.

SGT. NANTZ

I'll go broke.

Hector looks the gleaming medallion over.

HECTOR

It says the same thing as your patch. What's that mean, 'retreat hell?'

SGT. NANTZ
 During World War I, an officer from
 our regiment was ordered to
 retreat. He said, "Retreat? Hell,
 we just got here!"

And slowly, finally, Hector smiles.

CUT TO:

INT. DEN - LATER

Imlay fishes inside the terrarium as Kerns enters.

PVT. KERNS
 Jesus, Imlay, you boostin' the
 kid's snake?

Imlay is moving away from the terrarium, past Kerns.

PVT. IMLAY
 Shut up.

CUT TO:

EXT. SIDE YARD - MOMENTS LATER

Everything is still. Then a SHADOW falls across the yard.
 It's Imlay, alone, creeping silently out of a side door. He
 kneels down. As he does, we see the SNAKE in his hands.

Imlay releases the snake, watching it slither away through
 the thick grass until it is out of sight.

CUT TO:

EXT. STREET - LATER

It's dark, just the WHITE MOON, almost full. The squad moves
 in formation, surrounding the civilians. Martinez is still
 supporting Ratushewitz, who's looking paler by the minute.

Suddenly, Nantz holds up a hand, STOPPING THE SQUAD.
 Everyone responds, crouching by the cars parked nearby.

Nantz exchanges a glance with his corporals.

MICHELE
 What are you guys...? What's the
 matter?

SGT. NANTZ
 The smell.

An ominous beat. Michele looks at him curiously. But doesn't ask. Nantz signals, LEADING THE SQUAD FORWARD again.

STAY ON NANTZ

As the squad moves down this dark street, we slowly MOVE IN TIGHTER and TIGHTER on Nantz.

Until we are CLOSE ON NANTZ' FACE.

And as they turn the corner, a REDDISH GLOW is reflected there. Nantz stops, looking horrified. We REVERSE to see...

A DEEP BLACK COLUMN OF SMOKE. Thick. Noxious. Rising into the night sky from NUMEROUS FIRES that rage within the fence line of...

SANTA MONICA AIRPORT.

The marines CROSS THE BOULEVARD, heading toward the Forward Operating Base.

The devastation is slowly revealed as they approach: the wrecks of CRASHED ALIEN AIRCRAFT along with CRASHED COBRA HELICOPTERS. CRATERS are blown into the runways.

They stop, stare through the fence, at SMOLDERING MARINE VEHICLES lining the runways: Light Armored Vehicles (LAVs), humvees, 5-ton trucks. Some are on fire, some flipped over, all seemingly reduced to wreckage.

The top of the CONTROL TOWER is BLOWN OFF, a CHOPPER imbedded in the wreckage. Many of the BUILDINGS are ABLAZE.

BODIES, both human and alien, come into view dotting the expanse of runway. There is no visible sign of life. The terrible battle is clearly over.

Nantz sees a FIRE STATION just at the edge of the airport.

The front engine room roll-up door is open. The yellow airport CRASH RIG is blown on its side, burning nearby.

SGT. NANTZ

Let's get under cover. Now.

CUT TO:

INT. DESERTED FIRE STATION - MOMENTS LATER

The marines enter cautiously, pointing rifles. Then hustling the kids inside when it appears safe. They see turn-outs on hooks, bunkers and boots standing ready.

SGT. NANTZ
Secure the building.

CPL. STAVROU
On it, sergeant.

He rushes off with Harris. Nantz turns to Ratushewitz, who's being led to a chair by Martinez.

SGT. NANTZ
Rats, can you still fire a weapon?

Ratushewitz holds up his TRIGGER FINGER, crooks it at Nantz.

PVT. RATUSHEWITZ
Long as I got this, sergeant.

Nantz hands him the combat shotgun.

SGT. NANTZ
Take the shotgun. Point and click.

CPL. MARTINEZ
(gallows humor)
Good call, sergeant. He can't shoot for shit when he's healthy.

SGT. NANTZ
Martinez, Motorola, stay behind with Rats and the civilians. The rest of us'll find some ammo, maybe a LAV that's not on fire.

MICHELE
A LAV?

SGT. NANTZ
Light Armored Vehicle. We're gonna run to Central Command at LAX. That's our strong point.

MICHELE
I thought vehicles were targets.

SGT. NANTZ
A *Volvo's* a target. A LAV with a couple Stinger missile launchers... *That's* an asset.

CUT TO:

EXT. SANTA MONICA AIRPORT RUNWAY

Black plumes of SMOKE fill the night sky as Nantz and his men head silently toward numerous burning vehicles, past dead marines and aliens.

As they go, the marines rifle the pockets and pouches of their fallen comrades, pulling out any available ammo.

FOLLOW KERNS as he makes these gruesome rounds, whispering a low, heartfelt refrain to the dead marine he searches.

PVT. KERNS

Sorry, bro.

He moves on to another dead marine, searching.

PVT. KERNS

Sorry, bro.

He moves to the next marine, crumpled near a dead alien. He pulls ammo from the pouches of this marine.

PVT. KERNS

Sorry...

But he stops before he can get the last word out.

The 'dead' alien is moving. Kerns senses it, he jumps, spinning, burying his bayonet into the alien.

The alien hisses a horrible noise, staring straight into Kerns as he bears down with the razor-sharp bayonet. The alien's death screams rise. Then fade. Its movements stop.

Kerns exchanges glances with Nantz and the others.

Everything is silent again. The marines look around to see if the dying alien's screams have brought unwelcome visitors.

Then Imlay signals to Nantz from across the runway.

He is standing by a HULKING LAV, blown onto its side.

The LAV-25 is an eight-wheeled armored personnel carrier. Weighing in at over 14 tons, it comes in many variants. But all are massive ARMORED VEHICLES, bristling with a variety of powerful weapons.

The other marines immediately head to Imlay as he announces:

PVT. IMLAY

It's a logistical.

The marines hoist the LAV's doors open. Imlay climbs INSIDE, finding the mother lode...

PVT. IMLAY

Jackpot!

The LOGISTICAL LAV is full of AMMO.

He shovels ammo toward the door, to the eager waiting hands of the other marines.

CUT TO:

INT. FIRE STATION - SAME

Mottola has a tub of ice cream, scooping bowls for the kids. Michele smiles appreciatively.

PVT. MOTTOLA

Yeah, my dad's a fireman. They love their ice cream. Used to visit with my little brother, they always had tons of it...

He stares at the kids a second.

PVT. MOTTOLA

My brother's not much older than these guys.

MICHELE

You don't look much older, either. You guys are so young...

PVT. MOTTOLA

Yeah, except old man Nantz.

Martinez and Ratushewitz chuckle at this.

MICHELE

Is that what you call him?

PVT. MOTTOLA

Well, not to his face.

CPL. MARTINEZ

Sergeant Nantz is older than most sergeants, joined the corps late.

MICHELE

How come?

CPL. MARTINEZ
 No clue. Don't know what he was
 doing before.

MICHELE
 How long have you known him?

CPL. MARTINEZ
 Almost four years.

MICHELE
 And you don't know anything about
 his life before...?

CPL. MARTINEZ
 (smiles)
 He's a great sergeant. Wouldn't
 want to serve under anyone else.
 But the man's not what you'd call
 an open book.

CUT TO:

EXT. SANTA MONICA AIRPORT RUNWAY - SAME

The marines are still stripping the logistical LAV clean of
 ammo. Harris looks up to see Nantz nearby, staring into...

A CRASHED CH-46 HELICOPTER.

CPL. HARRIS
 What is it, sergeant?

Nantz turns to Harris, smiles, points into the helicopter.

SGT. NANTZ
 Air Defense.

Harris looks into the chopper, sees: A LAV AD (Air Defense)
 in the helicopter's hold. Waiting for action.

CUT TO:

INT./EXT. CH-46 TRANSPORT HELICOPTER - MOMENTS LATER

They heave the massive 46's BACK RAMP open. Imlay scrambles
 into the cavernous hold, assessing the hulking LAV.

SGT. NANTZ
 What's it look like, Imlay?

PVT. IMLAY
 Looks good, sergeant.

He points to the two boxy STINGER MISSILE LAUNCHERS attached to the top of the LAV's turret.

PVT. IMLAY
Especially these launchers.

PVT. CORREGGIO
Blow them goddamn flying saucers
right outta the air.

SGT. NANTZ
Yeah. If we can get it out.

Nantz points to a corner of the LAV which is wedged against the helicopter's bay door.

CPL. STAVROU
Easy like Sunday morning, sergeant.
Just need a torch.

SGT. NANTZ
Gotta be one on that fire
department crash rig.

CUT TO:

INT./EXT. CH-46 TRANSPORT HELICOPTER - MOMENTS LATER

A CUTTING TORCH'S blue flame coming into contact with the heavy metal of the bay door. Stavrou works the torch as...

The other marines guard the outside of the chopper, pointing rifles, scanning the quiet, ghostly horizon of airport.

SGT. NANTZ
How's it coming, Stavs?

CPL. STAVROU
We're close.

Just then, the LAV tears from the metal bay door restraining it, rolling back a few feet.

As it does, the weight displacement causes the DOWNED CHOPPER TO SHIFT on its side.

All the marines jump, scramble away from the huge chopper as it groans to one side.

A moment. Then a few chuckles from the startled marines. Only Nantz is instantly moved to action. He heads to the back bay doors, peering in to see that...

The LAV has slid to one side of the chopper...

PINNING STAVROU BETWEEN THE LAV AND THE CHOPPER'S WALL.

CPL. STAVROU
Yeah. I'm stuck.

SGT. NANTZ
You all right?

CPL. STAVROU
I think so. Another two inches and
I'd be in the hurt box, though.

Stavrou struggles to wedge himself free. But his massive frame is stuck good. He can barely move his arms and legs. Frustrated, he stops struggling, bellows:

CPL. STAVROU
Why didn't one a' you skinny
fuckers get in here?

PVT. IMLAY
Oh, shit. Sergeant...

Imlay is staring off, underneath the LAV.

Nantz follows Imlay's gaze, sees that the cutting torch has rolled away from Stavrou, its blue flame glowing under the LAV, looking unreachable from that vantage point.

SGT. NANTZ
Turn it off! At the tanks! Now!

Harris turns VALVES on the TANKS feeding gas to the torch.

The torch's FLAME GOES OUT... But it has already IGNITED the rubber stripping on the base of a jump seat.

Correggio and Kerns quickly jump into the helicopter, trying to reach the flames on the other side of the LAV, resting against the chopper's now-inaccessible wall as...

NANTZ RUNS TO THE LOGISTICAL LAV.

A WINCH is built into the front of it. Nantz grabs the big WINCH HOOK attached to the thick cable in the winch's well.

Nantz runs back to the downed helicopter with the winch hook, UNSPOOLING THE CABLE as he goes.

SGT. NANTZ
We gotta winch him free.

CPL. HARRIS
Sergeant, that LAV shifts an inch
the wrong way... He'll be crushed.

Stavrou notices the FIRE SPREADING as it reaches a POOL OF OIL on the chopper's floor.

CPL. STAVROU
Either that or I'm roast beef.
It's gettin' toasty, boys.

Harris doesn't hesitate now, snapping the winch hook onto the LAV as ACRID SMOKE is quickly filling the helicopter, making Kerns and Correggio back out, coughing and wheezing.

Nantz turns, eyes searching. Then he runs towards a HANGAR.

CUT TO:

INT. HANGAR - SAME

Nantz runs into the football field-sized space. The hangar is DARK, filled with equipment, counters, worktables, small planes. Nantz looks around desperately, spying...

An aviation dry-chem FIRE EXTINGUISHER against the wall. It's a large version of the familiar red, bullet-shaped canister, but on two wheels, with a handle.

Nantz runs to it, grabs it, about to wheel it forward as...

A BANGING SOMEWHERE.

Nantz stops, immediately crouches low, stares back into the long, dark space, seeing...

An ALIEN bending over a METAL SINK against a far wall, BANGING the faucet. It is clearly injured, BODILY FLUID pooling around its feet, FLESH TORN along its side.

Then it hits a handle which turns. WATER streams out. The alien begins washing its wound with the water as...

Nantz is transfixed a moment, watching this creature behaving in recognizable, relatable fashion. It has needs.

Nantz slowly, quietly AIMS HIS RIFLE for a kill shot. Nantz' FINGER is on the trigger...

Then the ATTACK comes from BEHIND.

A SECOND ALIEN leaps at Nantz from the darkness, SLASHING at him. Nantz spins away at the last second, knocked down as...

Nantz' RIFLE goes sliding off INTO THE DARK.

In one swift movement, Nantz ROLLS ON THE FLOOR, hand grabbing his SIDEARM, a 9mm BERETTA. As the sidearm CLEARS ITS HOLSTER, Nantz thumbs off the SAFETY, turns, aiming at...

The ATTACKING ALIEN as it bounds off INTO THE DARK.

Nantz immediately SPINS to aim... BACK AT THE SINK, but the injured alien has also DISAPPEARED, WATER still streaming gently from the faucet.

CUT TO:

INT./EXT. HELICOPTER - SAME

Stavrou eyes the FLAMES, clearly SPREADING, getting closer and closer to him as...

Harris and the others are winching the LAV. But it's a painstaking operation, having to pull the massive vehicle inch by inch. Stavrou is coughing and wheezing as the thick smoke envelops him now.

CPL. STAVROU
Outta time, boys.

Then the back end of the LAV suddenly shifts, pinning Stavrou further.

CPL. STAVROU
That's the wrong... fucking... way.

CUT BACK TO:

INT. HANGAR - SAME

Nantz, peering into the dark, backs toward the extinguisher, about to grab it as...

Suddenly, a NOISE somewhere. Nantz spins to see...

THE INJURED ALIEN leaping over a worktable at him.

Nantz gets the pistol up and FIRES a round.

The round HITS THE ALIEN. But the creature BOUNDS OFF.

Nantz tracks, FIRING after it. SPARKS fly in the darkness as Nantz misses the creature, which dashes through the shadows. Then he finds his target, hitting the alien. It falls.

Nantz, gun held straight out, ADVANCES on the creature.

Finds it on the floor, alive. It hisses at Nantz as he stands over it, FIRES. Its hissing grows louder. Nantz fires again and again until...

Silence. Which is suddenly filled with the SOUND of the second alien RUNNING AT HIM.

Nantz spins, aims... The SECOND ALIEN DIVES AWAY in a flash as... Nantz squeezes the trigger...

Met with just an ominous CLICK as Nantz runs dry on bullets. He grabs ANOTHER CLIP...

But the second alien LEAPS OUT at Nantz.

The CLIP goes FLYING from Nantz' hand as he is thrown hard against the METAL SINK.

The alien SLASHES AT HIM... But its hand is met by the BLADE of Nantz' Ka-Bar fighting KNIFE coming up.

The alien's gun-like attachment goes flying as several of its fingers/claws are SLICED OFF, "BLOOD" seeping from the wound.

But this alien doesn't scream in agony. It looks up at Nantz, who stands with knife poised.

The alien cocks his head slightly as he looks at something he has never seen before: a human who is not afraid of him.

The alien sticks its hand UNDERNEATH THE RUNNING WATER. Immediately, its BLEEDING STOPS, the water cauterizing the wound.

Then the thing seems to smile as it moves towards Nantz, who crouches into a fighting stance...

But the SOUND of the hangar door opening alerts the alien. It suddenly spins, dropping to all-fours, BOUNDING AWAY into the darkness as...

Harris comes running in, rifle in hand.

Nantz scrambles for the clip on the floor, grabbing it, slamming it into the Beretta as...

Harris appears next to him. They both aim weapons...

But the alien has disappeared into the darkness.

SGT. NANTZ
Grab the extinguisher.

Harris moves to it as Nantz flicks on a flashlight, searching the floor.

SGT. NANTZ
Where's my goddamn rifle?

A NOISE in the back of the immense hangar.

CPL. HARRIS
We're gonna have company.

Nantz turns on this. They run out as...

QUICK CUT TO

EXT. RUNWAY NEAR CH-46 - MOMENTS LATER

Nantz and Harris run to the helicopter, wheeling the fire extinguisher. Nantz grabs the extinguisher's nozzle, steps INTO THE 46, spraying the DRY-CHEM POWDER ALL OVER, turning the inside of the chopper into a snow scene.

But KILLING THE FIRE in the process. A moment as the marines stare at each other through the thick powder filling the air.

SGT. NANTZ
Get on that winch.

The winch is fired up, DRAGGING THE LAV slowly, painfully away from Stavrou. And with the fire out, the smoke dissipating, other marines are able to crowd in, laying hands on Stavrou, helping him edge out as:

PVT. IMLAY
Here they come, boys.

Down the runway, in the distance, a LINE OF ALIENS appears. The horizon seems filled with them. And they're moving fast.

SGT. NANTZ
Now or never.

Harris lays on the winch. Everyone else pulls on Stavrou. Except for...

Imlay, watching the HORDES OF ALIENS streaming at them. He begins hurling the GRENADES he boosted, one after the other.

BOOM! BOOM! BOOM!

The GRENADES EXPLODE, wreaking havoc among the aliens, momentarily halting their advance as...

Imlay grins at Kerns, who's scrambling forward with Correggio.

PVT. IMLAY
Knew those grenades would come in
handy!

But it seems little solace as the army of aliens is regrouping, charging again. Kerns stares solemnly.

PVT. KERNS
They just keep coming and coming.

Kerns, Correggio and Imlay FIRE their RIFLES now as...

The winch strains with a huge SCREECH of metal. Stavrou SQUEEZES OUT from under the LAV, having to dodge away as...

The LAV ROLLS OUT OF THE HELICOPTER, taking huge chunks of metal from the 46 with it.

The others immediately join in, FIRING now, attempting to keep the aliens at bay as they back INTO THE LAV...

Stavrou jumps behind the wheel.

CPL. HARRIS
You can drive this thing?

CPL. STAVROU
It's got an engine, doesn't it?

Stavrou fires the LAV up. They SCREECH AWAY just as the marauding aliens reach them, projectiles exploding against the armor of the LAV.

CUT TO:

EXT. FIRE STATION - MOMENTS LATER

The MASSIVE LAV-AD pulls up, the civilians are already moving out of the station. The marines jump from the LAV, help load the kids inside as a new threat appears now...

The faint outline of ALIEN AIRCRAFT speeding through the night, comes into view.

The marines follow into the LAV. It pulls swiftly away from the fire station, the ALIEN AIRCRAFT not far behind. But...

SMOKE CANISTERS are fired from the back of the LAV, the SMOKE immediately obscuring the LAV from the alien craft.

INT. LAV - CONTINUOUS

Martinez helps get the civilians strapped into the benches that line both sides of the LAV as Nantz climbs into...

THE LAV'S LONG TURRET.

He gets behind one set of controls as Harris climbs into the turret seat next to him, getting behind a second set. Nantz stares down at the dizzying BANK OF CONTROLS.

SGT. NANTZ

It's the one on the right?!

Harris screams back through the noise:

CPL. HARRIS

I think so. But we gotta arm 'em first!

SGT. NANTZ

(unsure)
Right, arm 'em...

Nantz looks up, through the turret's SLAT OF WINDOWS, sees...

A FOREBODING LINE OF ALIEN AIRCRAFT

Appear above the cloud of smoke now, zooming after the marines in what seems an unnatural acceleration.

Nantz searches the controls with increased urgency, deciding:

SGT. NANTZ

Yellow toggle on the top left.

CPL. HARRIS

You sure?

SGT. NANTZ

(definitely not sure)
Yes.

Both men FLIP THE TOGGLES, grabbing controls as...

EXT. LAV - CONTINUOUS

The boxy MISSILE LAUNCHERS on top of the LAV swing around, FIRING MISSILES as...

The ALIEN AIRCRAFT clear the trees, closing fast. Until...

MISSILES SLAM INTO ONE OF THE ALIEN CRAFT, destroying it.

The EXPLOSION knocks the other aircraft off-course.

INT. LAV - CONTINUOUS

Nantz sees these alien craft BANKING in the sky, RETURNING for another pass as...

NANTZ AND HARRIS rearm in the turrets. Then FIRE.

FOLLOW THE STINGER MISSILES

As they zoom from the LAV, points of fire in the dark sky. The alien craft take evasive action. But the heat-seeking missiles are locked on.

TWO MORE ALIEN CRAFT ARE HIT, pinwheeling to the ground.

But MORE ALIEN AIRCRAFT appear over the horizon, zooming at the LAV.

Stavrou speeds AWAY. But they are closing fast until...

The remaining ALIEN CRAFT are suddenly BLOWN FROM THE SKY by...

THREE F-18S ZOOMING OVERHEAD.

IN THE LAV

The marines CHEER as the rout is complete. Nantz points to the F-18s, shouts to Stavrou:

SGT. NANTZ
Follow those goddamn jets!

Stavrou speeds off, following the F-18s zooming away.

In the distance, the jets bank toward HUGE SPOTLIGHTS illuminating the night as...

The PACIFIC OCEAN appears now, stretching endlessly. The sky is filled with F-18s and COBRAS, taking off from...

LOS ANGELES INTERNATIONAL AIRPORT beyond the bluffs.

Nantz and the others look out to see...

ALIEN AIRCRAFT bursting out from UNDER THE WAVES, flying into the air as if they've been launched out of the ocean.

But the Cobras engage, BLOWING a number of these alien craft away, sending them tumbling back into the water.

Other Cobras thunder after the surviving craft as F-18s patrol over the ocean.

The sight of the American air power is awe-inspiring. Looking out at the jets and choppers, Imlay bellows:

PVT. IMLAY
This is *our* house!

Then one of the JETS suddenly BREAKS APART in mid-flight, the flaming wreckage falling into the water.

PVT. IMLAY
What the hell hit it?!

PVT. CORREGGIO
Nothing hit it!

A SECOND JET SUDDENLY BREAKS APART. As if it flew into an invisible wall.

Nantz searches for the threat. Spies...

SHAPES IN THE WATER.

Massive METAL HULLS slowly emerging from under the waves, each with REVOLVING DISCS on their topsides. The discs FIRE FIELDS OF ENERGY into the air.

Visible at first, these energy fields slowly FADE FROM SIGHT.

Until another F-18 flies into one. The deadly field FLASHES upon contact. Then the jet BREAKS UP, falling to the ocean.

PVT. KERNS
It's like they're mines! Mines in the air!

SGT. NANTZ
Correggio, get on the 25!

Correggio climbs into the turret, manning the 25 mm GAU-12 GATLING CANNON as...

Nantz looks out to see that these metal hulls are...

MASSIVE ALIEN ARMORED MACHINES.

They walk from the ocean now, sea water draining from their flat-grey sides. Thirty-feet tall, these armored machines stand on two thick legs. Each leg is articulated in numerous areas, allowing it to squat low, scale most obstacles. All of which they can do with startling speed.

As Nantz stares, ANOTHER MACHINE walks out of the water, then ANOTHER, ANOTHER... The surf is alive with them.

SGT. NANTZ

Turn inland! Get into the airport!

Stavrou spins away, CRASHING THROUGH A FENCE LINE as...

The armored machines hit the beach, MOVING RAPIDLY across the sand. CANNON-LIKE BARRELS emerge from the massive gunmetal gray machines, begin FIRING bursts of energy that explode in the distance... Where LAX is.

F-18s engage this new threat, FIRING a barrage of MISSILES. Some direct hits BLOW THE ALIEN ARMORED MACHINES UP. But others result in glancing blows...

One ALIEN MACHINE is knocked over. But it quickly rights itself, moves forward, firing again.

The LAV climbs the berm surrounding the airport, bouncing...

INTO LOS ANGELES INTERNATIONAL AIRPORT (LAX)

TANKS, ARMORED VEHICLES and acres of MILITARY HARDWARE cover the expanse of LAX. ANTI-AIRCRAFT BATTERIES fire away at a swarm of ALIEN AIRCRAFT as...

THE ALIEN ARMORED MACHINES STORM INTO LAX.

Nantz screams through the cacophony:

SGT. NANTZ

Head to the tanks!

The LAV heads to a LINE OF TANKS... The TANKS FIRE, a series of shattering BOOMS as the ROUNDS FLY PAST the LAV.

COBRAS hover a few hundred yards from the alien armor in a MID-AIR SKIRMISH LINE. They fire an awesome BARRAGE OF MISSILES into the oncoming ALIEN MACHINES.

Many crumple to the ground, exploding. Others are crippled, attempting to right themselves as if they're alive. Still more alien machines are relentlessly advancing forward.

But then the skirmish line is broken as alien aircraft attack the cobras.

One COBRA is BLOWN FROM THE SKY, flaming debris raining down around the speeding LAV as...

The alien armored machines swarm forward, firing pulsing BURSTS OF ENERGY from their CANNON-LIKE BARRELS.

ONE ALIEN MACHINE MOVES ON THE LAV.

Nantz zeroes in on it, FIRING A MISSILE as the machine turns its pulse-weapon to bear. The MACHINE EXPLODES.

Then the LAV takes a precipitous turn, almost out of control. Nantz is knocked, hard against the turret's side as...

A BURNING COMMAND AND CONTROL PLANE

Coming in hard, spins RIGHT OVER THE LAV, thirty feet off the deck. It's a startling appearance, the earth rumbling with its precipitous descent. Nantz can only stare as...

The huge JET CARTWHEELS across the runway, wings torn apart.

It slams into the THEME RESTAURANT at the center of the airport, kneecapping the futuristic-looking restaurant, sending it collapsing to the ground.

IN THE LAV

Nantz and Harris are FIRING the Air Defense missiles at DIVING ALIEN AIRCRAFT. Correggio is on the Gatling cannon, other marines in the hatches, firing their rifles.

The children, huddled in the belly of the LAV, are covering their ears against the maelstrom as...

The RADIO is alive with frantic orders. Mottola screaming into it. We make out the words "civilian children" as...

A LINE OF ALIEN INFANTRY SURGES FORWARD.

Some leap for the LAV and are run over by its massive bulk.

One ALIEN is able to clamber ON TOP THE LAV. It GRABS the barrel of the GATLING CANNON, trying to pull it off target.

Through the turret, Correggio is face-to-face with the gruesome creature. He muscles the Gatling cannon around, FIRING, cutting this ALIEN IN HALF before it tumbles off.

The LAV races along the runway, crashing THROUGH THE FENCE...

SPINNING ONTO A STREET BEYOND THE AIRPORT.

Suddenly, their way is blocked by an ALIEN ARMORED MACHINE.

BOOM! The MACHINE FIRES. The LAV is blown on its side, CRASHING to a stop.

IN THE TURRET

Nantz is nearly knocked out. Everything goes SILENT for him. BLOOD runs down his grime-covered face. His eyes flutter as he stares out of the turret to see...

The ALIEN MACHINE turning toward them, bringing its weaponry to bear, aiming a death blow as... BLAMMM! It EXPLODES.

A U.S. ARMY BLACK HAWK HELICOPTER

Armed with HELLFIRE MISSILES, banks hard over the wreckage of the alien machine.

The explosion rouses Nantz, SOUND FADING BACK IN as HANDS grab his legs, PULLING HIM FROM THE TURRET. He is hoisted...

OUT OF THE LAV

By the massive Stavrou. Nantz rights himself, still unsteady, seeing the others scrambling to their feet.

Imlay appears before Nantz, grinning wildly, pointing up at the life-saving BLACK HAWK as it banks to land nearby.

PVT. IMLAY
Freaking Army! Better late than
never, huh?!

The BLACK HAWK LANDS, its rotor wash whipping them harshly.

The MARINES rush the kids and Michele to the chopper. Suddenly, a DEAFENING NOISE. Nantz looks up to see...

AN ALIEN AIRCRAFT

Coming down hard and fast, trailing BLACK SMOKE.

SGT. NANTZ
Incoming!

Nantz tries to grab at the kids, corral them away as...

THE ALIEN AIRCRAFT slams into an OFFICE BUILDING...

Sending huge chunks of DEBRIS raining INTO THE STREET.

FIRE erupts in the building above them.

Nantz sees the WRECKAGE OF THE ALIEN CRAFT perched on the building, the top story continuing to CRUMBLE beneath it.

SGT. NANTZ

RUN!

As the alien craft SLOWLY TIPS over the edge of the building. The BURNING WRECKAGE falls to the street...

Screams. BODIES RUNNING left and right amid the RUBBLE and rising clouds of DUST and SMOKE...

Then the ALIEN CRAFT CRASHES to the ground. The street explodes in FIRE and twisted WRECKAGE...

All we see is a mosaic of running legs, moving bodies, marines falling, struggling up, dragging kids, desperately moving toward the Black Hawk.

FOLLOW THROUGH THE CHAOS as the group reaches...

THE BLACK HAWK

Scrambling aboard, CREWMEN grabbing at the kids, hauling in the marines.

THE BLACK HAWK BEGINS TO RISE.

Nantz glances around the jumble of people in the chopper. Marines piled next to kids, and Michele, but where is...

SGT. NANTZ

Hector!

Nantz looks around. Hector is not in the Black Hawk. Nantz yells to the PILOT, but he is on his headset as...

TWO OTHER ALIEN AIRCRAFT APPEAR, FIRING...

The chopper, almost 15 feet off the deck, needs to really move. Nantz has to decide fast...

NANTZ LEAPS TO THE GROUND.

Tumbling hard. He glances back to see the face of Michele staring down at him, grabbing a crewman, pointing.

But the Black Hawk is quickly gaining altitude to avoid the alien crafts' incoming FIRE as...

ALIEN INFANTRY round the corner. Bounding towards Nantz, alone on the ground.

Then Nantz sees CORREGGIO LEANING OUT of the helicopter's bay door. He yells at Nantz, DROPPING HIS SAW just as...

The chopper POWERS FORWARD, alien aircraft following it as...

NANTZ GRABS THE SAW OUT OF THE AIR.

It nearly bowls him over. But he steadies himself, SPINS...

The ALIENS are almost upon him.

Nantz opens up with the SAW, laying down a LINE OF FIRE.

Some aliens scramble away, but most are mowed down by the SAW's firepower.

Then Nantz STOPS FIRING, smoke rising around him.

Nantz turns to see the BLACK HAWK FLYING TO SAFETY in the distance. A slight smile, then he turns back...

Nantz steps through the debris, moving forward deliberately, FIRING on those aliens still alive, trying to scramble away.

And then he's ALONE, surrounded by burning wreckage and dead aliens. Nantz heads to...

THE LAV, crashed in the middle of the street.

Nantz looks in the LAV's rear hatch, sees equipment strewn about. But no Hector. Nantz climbs...

INTO THE LAV.

Begins rummaging around. He finds a GRENADE, pockets it. Then spies a small locker. He pulls it open, sees...

A CLAYMORE ANTI-PERSONNEL MINE, eight by three inches, the words: 'Front Toward Enemy' stenciled across it.

Nantz finds another GRENADE, then BRICKS OF C-4 EXPLOSIVE.

He stuffs all of it in various pockets and pouches. Moves BACK TO THE HATCH, about to climb out as he's startled by...

An ALIEN, suddenly appearing IN THE OPEN HATCH.

The alien slashes at Nantz, who falls back, muscling the SAW up, FIRING; a blistering noise in the tight confines of the LAV. Then the SAW runs dry of ammo. Nantz drops it.

Pulls his SIDEARM, moves cautiously back to the hatch, peers out. The coast is clear. Nantz climbs...

OUT OF THE HATCH

OVER THE DEAD ALIEN, slipping on its fluids. The alien's head has exploded from the SAW's fire.

Nantz takes a step away, then FREEZES as...

SOUND from somewhere behind him. Nantz spins back to see...

The giant SHADOW of an ALIEN MACHINE, approaching the corner. The SOUND of it growing ominously...

Nantz, exposed, vulnerable, looks across the street, spies an ALLEY between TWO OFFICE BUILDINGS.

NANTZ RUNS FOR THE ALLEY.

Through the obstacle course of debris, stumbling, diving...

INTO THE ALLEY

Just as the ALIEN MACHINE rounds the corner.

It moves ONTO THE STREET, trailed by ALIEN INFANTRY.

Nantz scrambles BEHIND A DUMPSTER, peers out to see...

The MACHINE STOP in the street, turning left, then right as if searching, as if sensing something. The alien infantry are scouting around it, moving past the MOUTH OF THE ALLEY.

Then ONE ALIEN stops, stares INTO THE ALLEY.

Nantz pulls his sidearm, waits for the alien to make a move.

But a horrible SCREECHING of metal rings out as the alien machine walks OVER THE LAV, crushes it with its massive legs.

The alien, distracted by the sound, loses interest in the alley. It bounds forward, catching up with the machine as it MOVES OFF with the other alien infantry members.

Nantz waits as the alien machine's DEATHLY HUM FADES AWAY. Then his body eases. Nantz slumps, eyes glazing over. And just when we think he'll give over to despair...

His body straightens, eyes coming up. Nantz is on his feet, eyes roaming over the alley. And he's immediately rewarded.

He catches the GLINT of something by a loading dock DOOR in the building across the alley. Garbage, probably.

Nantz' eyes sweep the alley. Then return to the glint by the loading dock. He starts ACROSS THE ALLEY, reaching...

THE LOADING DOCK DOOR.

He bends, picks up the MEDALLION he gave to Hector. It glints in the light by the loading dock door. Nantz stares at it.

Then he moves to the door, grabs the handle. It turns.

CUT TO:

INT. BUILDING / SERVICE HALLWAY - SECONDS LATER

Nantz stands inside the door, listening. Slowly, he steps forward, an ELEVATOR at the far end, DOORS on either side.

Nantz tries each door. Locked. Locked. Locked. Then he reaches the elevator, a DIRECTORY by it. He stops, seeing...

A BLOODY SWIRL on the glass covering the directory. It circles the words: 4th FLOOR.

CUT TO:

INT. STAIRWELL / FOURTH FLOOR

Nantz appears on the landing, sees a SIGN: FOURTH FLOOR.

He pulls the door open, peers DOWN THE FOURTH FLOOR HALLWAY.

Sees that the EXTERIOR WALLS on one side of this floor have been BLOWN OPEN. Desks and chairs thrown about.

The wind rustles papers through the ghostly office space, blowing them gently out the open walls, into the night.

Beyond these open walls, from this high 4th floor vantage point, Nantz can see...

The WARFARE raging at LAX. Explosions bloom in the night.

In the opposite direction, a COLUMN OF TANKS is engaging a line of ALIEN MACHINES, confirming that he's right in the desperate thick of things.

NANTZ STEPS INTO THE HALLWAY

The other side of the hallway is eerily intact, a row of CLOSED OFFICE DOORS there.

Nantz begins moving steadily down the hall, trying the closed office doors, one at a time, as he moves down the hallway. Locked, locked, locked...

Then his eyes are caught by a FLASHING LIGHT in one of the offices that have been blown open to the night.

On a desk, a COMPUTER is incongruously flashing a SLIDESHOW; PICTURES of someone's kids, family vacation, etc.

Nantz is transfixed a moment, then he turns away, spies the next office door. IT'S AJAR. About to step there...

An AWFUL, FAMILIAR HUM rings out. Nantz doesn't hesitate, running down the hallway as...

AN ALIEN AIRCRAFT hovers into view, floating past the blown open walls as...

Nantz dives through the door that's ajar into...

AN OFFICE.

Rolls on the floor, coming up face-to-face with... A COMBAT SHOTGUN. Nantz' combat shotgun, to be precise, pointed by...

HECTOR. Whose small hands shake as he holds the large, unwieldy gun.

Nantz immediately smiles with relief, Hector immediately lowers the gun, handing it to Nantz.

HECTOR
I brought your gun.

Nantz smiles wider at this. He examines Hector, sees a gash on his head, blood dripping.

SGT. NANTZ
You okay?

Hector nods. Nantz hands the MEDALLION back to him.

SGT. NANTZ
Glad this came in handy.

Hector smiles, taking the medallion back.

CUT TO:

INT. STAIRWELL - CONTINUOUS

Nantz and Hector race DOWN THE STAIRS. No words, no time for it. Then Hector stops. Nantz looks at him.

Then Nantz hears it. Below, on the stairs, the SOUND of movement. Something heading up...

Nantz grabs onto Hector, pulling Hector behind him. Nantz raises the SHOTGUN, waits what seems an interminable period of time as the noise slowly builds and builds until...

In the dim light of the stairwell, TWO ALIENS appear on the landing below, heading up the stairs.

Resounding BOOMS as Nantz FIRES the shotgun, blowing the surprised aliens off their feet.

Then Nantz grabs Hector's hand, pulls him down the stairs. They race by the dead aliens, not pausing, not looking back.

SGT. NANTZ

Good job bringing the shotgun.

HECTOR

Thanks.

They disappear down the stairs.

CUT TO:

INT. UNDERGROUND PARKING GARAGE - MOMENTS LATER

The stairwell DOOR cracks open. Nantz leans out of it, surveying the nearly empty garage. Rows of fluorescent lights reveal a field of ghostly white lines, a few CARS dotting the underground garage.

Nantz moves out of the door, shotgun leading with one hand, keeping Hector directly behind him with the other.

It's very still here, a strange contrast to the sound of warfare nearby, which is getting louder, more shattering.

Nantz moves with Hector to a SMALL OFFICE, VALET SIGN by the door. As he moves, he pulls his Ka-Bar.

Reaching the door, he sticks the long, thick knife blade into the door jamb, effortlessly popping the door open.

He enters, immediately spies a small CABINET mounted on the wall. He pops this cabinet open with a flick of the knife...

TWO SETS of KEYS hang inside. Nantz grabs them both.

SGT. NANTZ
Let's do some shopping.

Hector smiles as he follows Nantz back onto the garage floor. Nantz presses the keyless entry on one set of keys. Lights FLASH behind them. They turn to see...

A red PORSCHE. Hector grins as he starts for the Porsche. But Nantz grabs his collar.

SGT. NANTZ
I'm not driving through a combat zone in a car with four inches of ground clearance.

Nantz looks back, tempted.

SGT. NANTZ
It is cool, though.

Nantz hits the keyless entry on the second set of keys.

HECTOR
And fast.

The lights of a DODGE RAM TRUCK flash on. Nantz smiles.

SGT. NANTZ
Yeah. But there's no substitute for three tons of American steel.

They jog to the Dodge Ram. But Hector stops, looks back.

HECTOR
They're coming.

Nantz looks back, too. Only then does he hear the noise of approaching aliens. He sees SHADOWS ON THE RAMP leading up to the street.

They jump inside the truck. Nantz starts it, eyeing Hector.

SGT. NANTZ
Is there something you're not telling me?

...as ALIENS appear, bounding down the ramp. Nantz squeals out of the parking space, speeds toward the exit.

SGT. NANTZ
Get on the floor.

Hector quickly slides down onto the floor of the truck as...

ALIENS racing through the dimly-lit garage now, suddenly closing in on the truck from all directions.

An ALIEN shoots a PROJECTILE at the truck. Nantz spins the wheel, TURNING AWAY sharply. The PROJECTILE EXPLODES against a concrete pillar.

Nantz races the pick-up toward the EXIT RAMP.

IN THE REARVIEW MIRROR, he sees ALIENS bounding after the truck, flying in and out of the shadows.

Then an ALIEN suddenly appears on the driver's side of the truck, leaping at them.

Nantz twists the wheel, SLAMMING the truck INTO THE ALIEN, a back wheel rolling over it.

But this alien somehow CLINGS TO THE TRUCK'S UNDERCARRIAGE.

THE DODGE RAM BOUNCES ONTO THE STREET.

The ALIEN still hanging on as the truck zooms forward, banging along the street.

IN THE CAB

Hector creeps up from the floor, turns to see...

The ALIEN climbing ONTO THE PICK-UP'S TAILGATE now.

HECTOR
It's on the back...!

Nantz looks into the rearview mirror.

SGT. NANTZ
Goddamnit.

He SCREECHES TO A HALT. Slams the pick-up into REVERSE, ZOOMING BACKWARDS...

CRASHES the back of the pick-up into a DELIVERY TRUCK, sandwiching the alien BETWEEN THE HEAVY BUMPERS.

Then Nantz screeches off as Hector looks back. Sees...

The alien is still clinging to the truck's tailgate.

HECTOR
It's still there.

SGT. NANTZ
Technically.

A QUICK CUT TO:

EXT. STREET - CONTINUOUS

As the pick-up pulls away, we see the alien has been SEVERED at the waist.

CUT TO:

INT. CAB OF TRUCK - CONTINUOUS

Nantz floors it, ROLLING DOWN THE PASSENGER SIDE WINDOW.

SGT. NANTZ
Get down.

Hector looks confused, then ducks onto the floor as Nantz points the shotgun out the passenger side window, BLASTING...

An ALIEN leaping at the pick-up. Sending its body flying.

Nantz can see the BATTLE still raging at LAX.

SGT. NANTZ
We're gonna make a run for it.
We're gonna head east, we're gonna
get you someplace safe...

On this, Hector looks up at Nantz' grim face, seeing in it how desperate their situation is.

Nantz spins the wheel, taking a HARD TURN, flying down...

A SIDE STREET.

Then suddenly screeching to a halt as...

ALIENS appear from alleys on either side of the street, blocking their way. Nantz peers out to see...

ONE ALIEN gripping an M-16 RIFLE.

SGT. NANTZ
(stunned)
Holy shit.

HECTOR
What?

SGT. NANTZ
They're adapting.

The alien focuses on Nantz, the glint of recognition between them as it raises the rifle... And Nantz can see that the ALIEN IS MISSING ITS CLAW-LIKE FINGERS on one hand.

SGT. NANTZ
Sonuvabitch.

Nantz jams the truck in REVERSE, FLIES BACKWARDS as the alien FIRES the rifle, the errant shot going wide.

SGT. NANTZ
Yeah, learn to shoot you piece of...

HECTOR
It's *shooting*...?!

SGT. NANTZ
Yeah. With my rifle. My own goddamn rifle!

The aliens BOUND AFTER THE TRUCK as it races away to...

SEPULVEDA BOULEVARD

As Nantz careens onto this major thoroughfare running past the airport, he immediately brakes, spinning out.

SGT. NANTZ
(muttering)
Oh... no...

Hector pulls himself up from the floor of the cab, sees...

One of the ALIEN ARMORED MACHINES suddenly there as...

A COBRA appears, FIRING a MISSILE, hitting the machine, staggering it.

But the machine straightens, FIRES, hitting the Cobra, which plummets toward the ground, RIGHT AT THE PICK-UP as...

Nantz grips the wheel, presses the accelerator down hard.

And the Cobra crashes RIGHT BEHIND THEM, its rotors spinning dangerously, debris trailing the pick-up as...

Nantz zooms off. He looks back to see...

ALIENS appearing around the fallen chopper, BOUNDING PAST IT, still FOLLOWING NANTZ as he flies...

INTO A TUNNEL

That runs underneath the airport runways. The tunnel's intermittent lights flash by, strobe-like.

Nantz sees the END OF THE TUNNEL looming ahead, STREETLIGHTS visible beyond the exit.

Nantz is fifty yards away from the exit, forty, thirty...

Then the streetlights dim, darkness flowing across them as...

BOOM!

An ALIEN ARMORED MACHINE CRASHES at the tunnel's EXIT.

Nantz hits the brakes, the truck careens out of control as...

The tunnel's EXIT CAVES IN, rubble raining down, SEALING THE EXIT around the massive bulk of the alien machine as...

The pick-up skids around, a one-eighty, STOPPING just short of the cave-in, facing the opposite direction.

SMOKE from the truck's burning rubber rising around it as the doors fly open. Nantz is instantly...

OUT OF THE TRUCK

Slinging the SHOTGUN over his shoulder. Hector follows as...

The SOUND of the aliens RUNNING through the tunnel, heading towards them, ECHOES off the walls.

Nantz is all-business, rooting in the bed of the pick-up, grabbing at a BUNGEE CORD clipped to the truck's gate.

Hector's wide eyes are focused on the alien machine buried under the rubble. Parts of it are reflexively MOVING, twitching as if it's alive.

Nantz grabs C-4 EXPLOSIVE from one pocket, a GRENADE from a pouch. He molds the clay-like C-4 around the grenade, eyes searching the tunnel as he does.

He spies a DOOR in the tunnel wall, motions to it.

SGT. NANTZ
Get by that door.

Hector stays rooted, transfixed by the machine, as Nantz sees the ALIENS, a couple of hundred yards away... CLOSING FAST.

SGT. NANTZ

Now, Hector.

And the kid looks at Nantz, then moves toward the door as...

Nantz wraps the bungee cord around the C-4/grenade, places it ON THE SEAT of the truck. Then he whips his BELT off, looping it around the steering wheel, tying the wheel off.

Nantz backs from the cab of the truck with the slightest glance at the approaching aliens, a hundred yards away now.

Nantz fights to stay focused. He grabs a heavy PIECE OF RUBBLE, moves back to the cab of the truck with it. Drops it on the floor of the truck's cab.

Then Nantz PULLS THE PIN on the GRENADE, shifts the truck into DRIVE, drops the heavy rubble ONTO THE ACCELERATOR.

The TRUCK DRIVES OFF as...

Nantz races TO THE DOOR with a quick warning:

SGT. NANTZ

Get back.

Hector backs away as Nantz swings his shotgun forward, FIRES AT THE DOOR HANDLE in one swift motion, blowing the lock off.

Nantz pulls the DOOR OPEN, disappearing through the doorway with Hector just as...

BOOM! The grenade EXPLODES. The truck goes up in a gasoline-fueled FIREBALL. Alien body parts rain down through the smoke and fire.

CUT TO:

INT. UNDERGROUND SERVICE HALLWAY - CONTINUOUS

Utility lighting gives the place a dim, faintly greenish glow. As the SOUND of the explosion FADES, Nantz stands very still, peering down the long hall, looking for movement.

HECTOR

It's okay.

SGT. NANTZ

What's okay?

HECTOR
It's safe right now.

Nantz eyes Hector, begins setting up the CLAYMORE MINE inside the door.

SGT. NANTZ
How do you know it's safe?

Nantz rigs a TRIPWIRE from the mine to the door.

SGT. NANTZ
Come on, Hector. What's going on?
Seems like you always know when
they're coming.

As Nantz runs the tripwire across the door, tying it off, he fixes Hector with a gaze.

SGT. NANTZ
I need answers, Hector.

HECTOR
It's safe... 'cause I don't hear
them talking.

SGT. NANTZ
Yeah, no one does.

Nantz turns, leads Hector DOWN THE LONG HALLWAY.

SGT. NANTZ
Don't know how they communicate. I
mean, I haven't seen them talking
to each other or...

HECTOR
You don't see them talk. They just
kind of do it.

Nantz comes to a DOOR. Tries it. It's locked.

HECTOR
At first, I thought everybody heard
them.

Nantz pops the door open with his knife. They enter...

A SMALL UTILITY OFFICE

A desk, a phone, lockers and tools in the corner.

HECTOR

Then I realized it was just me...

Nantz rifles through the desk drawers.

SGT. NANTZ

Hector, what are you saying? You gotta spell it out.

HECTOR

I hear them... communicate.

Nantz stops, stares at Hector on this.

HECTOR

I don't know how. But that's why I know they're coming. We have cell phones to talk to people far away. It's like they can do the same thing, but with ESP or something... I didn't tell 'cause I figured no one would believe me.

Nantz finds a SCHEMATIC DRAWING of the underground area, showing tunnel lines, infrastructure points labeled on it.

SGT. NANTZ

Let's go.

(holding up schematic)

We're gonna find a way out of here.

Nantz moves back to the door, Hector following. They step...

INTO THE HALLWAY.

HECTOR

They're here.

BEAT. Nantz looks at Hector. Then back DOWN THE LONG HALL at the EXIT DOOR as... It OPENS.

Nantz grabs Hector, RUNNING DOWN THE HALL as behind them...

ALIENS appear in the doorway as... THE CLAYMORE EXPLODES.

A massive SPRAY OF DEADLY SHRAPNEL. The aliens are instantly enveloped in smoke, cut to pieces.

NANTZ AND HECTOR RUN INTO A STAIRWELL.

Which leads DOWN only. Nantz hurries Hector DOWN the stairs.

SGT. NANTZ
Keep moving.

He pulls the SCHEMATIC out as their feet fly down the steps.

SGT. NANTZ
We're only about fifteen feet
underground.

They come to a door, head through it, entering...

ANOTHER LONG HALLWAY.

They run through. Nantz studies the schematic.

SGT. NANTZ
Okay. There's a ventilation room
nearby. Looks like a service
building is above it. If we can
access the building, we should be
able to get onto the street.

They start moving. Then Nantz spies ANOTHER DOOR, points.

SGT. NANTZ
There.

They rush to the door, pull it open moving into...

A CAVERNOUS VENTILATION ROOM.

They stand on a CATWALK, staring down into the deep wide
space that drops at least two stories into the earth, huge
VENTILATION FANS at the bottom.

But that's not what has them transfixed. Nantz and Hector
are stunned by the incongruous sight of...

A C-5 GALAXY TRANSPORT PLANE

That has crashed through the SERVICE BUILDING above ground.

The Galaxy, one of the world's largest aircraft, is almost as
long as a football field and as high as a six-story building.
It can transport combat equipment, tanks and helicopters.

The massive plane sits precariously, NOSE DOWN, tail jutting
THROUGH THE ROOF of the service building above.

The hint of the OUTSIDE WORLD is visible beyond the plane's
tail, a good THIRTY FEET ABOVE the catwalk. Rubble falls
around the plane, sparks flaring from it.

Then a NOISE from somewhere behind them, coming from the long hallway...

Nantz peers out the door, staring DOWN THE LONG DARK HALL.

Unnerved, he closes the door, pushing Hector ALONG THE CATWALK, checking the schematic.

SGT. NANTZ
 Need to keep moving. Just keep...
 There's another route...
 (quietly, desperately)
 Got to be another route.

They reach A SECOND DOOR on the catwalk. Nantz opens it.

ANOTHER DARK STAIRWELL... Leading DOWN.

It seems an ominous path. Nantz pulls Hector into the stairwell. They start down the stairs. But Hector slows.

SGT. NANTZ
 What... We'll be okay. There's
 another way out once we cross...

HECTOR
 There's something down here.

BEAT. Nantz looks over. Holds Hector's gaze.

SGT. NANTZ
 What? Aliens?

HECTOR
 I don't know. Something they talk
 with.

Nantz peers down the long stairwell that disappears into the darkness.

SGT. NANTZ
 There's just a hallway down at the
 bottom.

HECTOR
 Under that.

SGT. NANTZ
 Under it...?

Nantz looks at the schematic.

SGT. NANTZ
Nothing under it but a drainage
tunnel...

HECTOR
That leads to the ocean.

Nantz looks from the schematic up at Hector, his silence confirming what Hector just said.

Then the NOISE somewhere behind them again...

SGT. NANTZ
We've got to move.

Hector nods. No choice but to...

HEAD DOWN THE STAIRS

Nantz races forward with Hector, whose trying to keep up. He begins wiping at his face, looking stricken in some way.

THEY REACH THE BOTTOM OF THE STAIRWELL.

A single DOOR there. Nantz cracks it so see...

A SERVICE TUNNEL.

Dark and damp. A nest of steam and gas pipes line the walls. Utility lights glow every thirty feet.

Nantz consults the schematic as they move INTO THE TUNNEL. But Hector seems to be slowing again. Nantz looks back.

SGT. NANTZ
You all right? Come on...

But the boy stops, slumping down now. Nantz grabs him, holds him up. Then Hector clutches his head, eyes glazing over.

HECTOR
It's like they're all... Talking.
You can't hear it?

He is clearly in physical pain now. Nantz kneels next to Hector, puts his arms around him. Hector looks up. A beat.

HECTOR
You had a son. Right?

Nantz stops, unnerved.

SGT. NANTZ
What makes you say that?

HECTOR
You seem like a dad.

SGT. NANTZ
But why did you say, "*had* a
son...?"

HECTOR
Because... you told Ms. McDermott
you didn't have kids.

Beat. Nantz studies Hector. Then...

SGT. NANTZ
He got sick. My son. He died.

Nantz pulls out the PICTURE of the LITTLE BOY we saw in his barracks room earlier. He shows it to Hector. A moment between them.

Then MASSIVE BOOMS ring out from the warfare on the surface. The LIGHTS FLICKER, then GO OUT. It is suddenly PICTH BLACK.

HECTOR
Scared...

Nantz flicks on his flashlight. A small pool of light.

SGT. NANTZ
It's all right. I'm going to get
you out of here.

HECTOR
No, *they're* scared...

Hector looks up at Nantz, stares.

HECTOR
I don't think they can go back.

Nantz doesn't know what to say. He just holds the boy, lightly stroking his head.

HECTOR
They're moving underneath us. Is
that where that drainage tunnel is?

SGT. NANTZ
Yeah.

HECTOR
It's like it's controlling
everything...

Nantz reacts, clearly this has significance to him.

HECTOR
You don't believe me.

Another beat. Then...

SGT. NANTZ
I believe you.

And as he says this... The slow FADE IN of a GLOWING LIGHT,
as if it's rising through the floor.

Nantz stares at it, then stands, flicking off his flashlight.

SGT. NANTZ
Stay here.

Nantz steps forward, toward the strange glow of light. As he
approaches, he realizes it's coming through...

An IRON GRATE in the floor

The SOUND of rushing WATER coming from it. Nantz moves to
the grate, kneels, PEERING DOWN INTO...

A MASSIVE DRAINAGE TUNNEL

Fifty feet wide, the dim tunnel is illuminated by something
large and glowing UNDERNEATH THE DEEP WATER, moving forward;
the source of the light that drew him to the grate.

As it approaches, Nantz sees that it is a long, MACHINE-LIKE
MASS, bristling with what appear to be antennae. The machine
glows with an intense light, clearly giving off energy as
steam rises from the water. And surrounding it...

HUGE ALIENS, much bigger than the others, a fearsome WARRIOR
CASTE guarding the glowing mass.

There are HUNDREDS of them, stretching endlessly back into
the tunnel.

Nantz watches, perfectly still. But one of the huge aliens
looks up, staring right at him.

Nantz spins, runs back to Hector, taking his hand, pulling
him away. They disappear around a corner as...

BANG. The iron GRATE FLIES into the air. A giant HAND comes up, its claws grabbing at the concrete, ripping it down, enlarging the hole in the floor until...

One of the huge WARRIOR ALIENS vaults out.

It is monstrous. Over twelve feet tall, the alien creature is thick, muscled, gargantuan. Its bulbous head displays rows of dripping, spike-like teeth. It suddenly bounds forward, in Nantz' direction.

CUT TO:

INT. DIFFERENT PART OF THE SERVICE TUNNEL

Nantz races along with Hector. Everything is still dark. Which is fine considering they hear the HEAVY FOOTSTEPS of the warrior alien pounding along in pursuit of them.

Hector stumbles, going down. And in the darkness, for just a moment, Nantz can't find him. He fumbles for the boy as the OMINOUS POUNDING of feet GROWS behind them.

Nantz grabs onto Hector in the dark, pulling him to the wall, feeling along it desperately, finding a RECESS in the wall. They plaster themselves into it just as...

The hideous bulk of the WARRIOR ALIEN FLASHES BY in the darkness, pounding forward, disappearing down the tunnel.

Nantz and Hector remain very still, flat against the wall as... The pounding recedes into the distance.

Nantz pulls the SCHEMATIC, turns against the wall, flicking on the FLASHLIGHT, hooding it with a hand. Then he turns the LIGHT OFF. Turns back to Hector, whispers:

SGT. NANTZ

There's another stairwell that
leads to that ventilation room.
We've got to try get out there.

HECTOR

Shh...

Nantz stops. Silence. Then he hears a horrible PANTING.

The warrior alien is back... Somewhere. They can't see it, but they can hear its LOW GROWL. They freeze, perfectly still in the dark.

The sound gets VERY CLOSE. A long beat. Until, finally, it recedes. They wait as the sound FADES INTO THE DISTANCE.

Then, slowly, Nantz leads Hector forward, feeling his way along, finding a DOOR, opening it to see...

ANOTHER STAIRWELL

Dark here except for faint LIGHT bleeding in from a DOORWAY above them. They race up the stairs towards the door as...

An unearthly roar behind them.

SGT. NANTZ
Don't look back, Hector. Run!

The stairwell door below them is SMASHED OPEN.

As Nantz and Hector run up the stairs, the SOUND of something huge bounding up behind them... Nantz pushes Hector forward.

SGT. NANTZ
Go! Keep going!

Hector runs up to the DOOR above, but it's LOCKED as...

Nantz spins, swinging his shotgun. BOOM!

The blast ILLUMINATES the huge WARRIOR ALIEN, filling the stairwell with it's horrible bulk.

Nantz backs up the stairs toward Hector, pumping the shotgun, firing... BOOM BOOM BOOM...

Each blast ILLUMINATES THE WARRIOR ALIEN in a STROBE-LIKE EFFECT as...

Nantz reaches Hector, stumbling against the locked door...

He PUMPS and FIRES, PUMPS and FIRES. The NOISE IS DEAFENING in the enclosed space, Hector is SCREAMING.

And then the SHOTGUN RUNS DRY.

Nantz drops the shotgun, pulls his sidearm, FIRING desperate rounds, the FLASHES from the sidearm revealing the massive alien almost upon them as... The sidearm runs dry.

And we're left IN DARKNESS. The slightest beat...

Then Nantz flicks on his FLASHLIGHT, revealing..

The warrior alien at Nantz' feet, an immense claw on his boot. Nantz kicks the alien's claw away, slamming a new clip into the sidearm, breathing hard, terrified. He aims at the alien, waiting to see if it will move. It doesn't.

Nantz turns, pulling Hector behind him, shooting the lock off the door. They open it to see they're back...

INT. VENTILATION ROOM

AT THE CATWALK, but on the other side of the huge ventilation room, close to the nose-down, CRASHED PLANE. Nantz looks up, pointing to the hole in the building's roof far above them.

SGT. NANTZ

If we can climb through the plane,
maybe we can get out up there...

HECTOR

But we have to stop that thing in
the water. What if it's the one
thing they need?

SGT. NANTZ

Hector. They're gonna be coming.
I promised your dad I'd...

HECTOR

They killed my dad.

A beat. Then Nantz nods.

SGT. NANTZ

All right.

Nantz leads Hector to the plane. They exchange a glance, then Nantz hurdles OVER the catwalk railing...

LANDING ON THE PLANE'S FUSELAGE.

Nantz steadies himself. Then looks back at Hector, who nods.

Hector climbs over the catwalk railing, drops into Nantz's arms. They climb slowly along the plane, then edge through a GAPING HOLE in the fuselage...

INTO THE PLANE

Nantz drops down first, then catches Hector who lets himself fall into the plane.

They look around the INTERIOR OF THE PLANE. It truly is CAVERNOUS, an ENORMOUS PILE OF SMASHED MILITARY VEHICLES, Humvees, jeeps and the like, in the plane's CARGO HOLD.

They have all FALLEN TOWARD THE NOSE OF THE PLANE, stacked like a huge, unstable METAL MOUNTAIN in the upended plane.

Nantz wedges himself into the cockpit. Hector watches him...

THROUGH THE COCKPIT DOORWAY.

With the plane on end, Nantz has to struggle to hoist the BODIES of the plane's crew members out of the way. Then Nantz reaches the controls. He looks back at Hector.

SGT. NANTZ

Once I key this radio, we're committed. They'll be coming.

Nantz is poised over the radio. Then Hector nods.

HECTOR

Retreat hell.

Nantz smiles. He GRABS THE PLANE'S RADIO MIC, keys it.

SGT. NANTZ

(into radio)

Command, this is Sgt. Michael Nantz. 2nd squad, 1st platoon, Echo Company of the 2/5.

A voice from command floats into the cockpit, sounding harried, desperate, struggling to stay in control.

COMMANDER (V.O.)

Go ahead, sergeant.

SGT. NANTZ

I am in an underground ventilation room just south of LAX. There is an alien Command and Control device below my position that is coordinating enemy forces.

COMMANDER (V.O.)

You have confirmation of this, sergeant?

SGT. NANTZ

It's in a drainage system that runs to the ocean. They're coming in from there. Underwater. Bunker buster can reach it.

COMMANDER (V.O.)

Repeat. Can you *confirm* this is a central C&C asset? We cannot waste armament at this point.

Nantz stares at Hector as he replies:

SGT. NANTZ
I have confirmation, command.

And the communication instantly shifts, clipped direction:

COMMANDER (V.O.)
Dial your IFF transponder to zero
delta zero, two whiskey tango.
We'll need you to stand by until we
verify target acquisition.

Nantz TURNS DIALS on the aircraft's TRANSPONDER by the radio.

SGT. NANTZ
Roger. Zero delta zero, two
whiskey tango. Standing by.

Dials set, Nantz just waits, gesturing to the transponder.

SGT. NANTZ
They have to zero in on the
transponder's signal.

Hector nods. A LONG BEAT. Then...

HECTOR
What happened to your son?

SGT. NANTZ
My son? Um... His name was
Michael, like me. He was... a heck
of a kid. He loved to swim. And
chocolate milk. He loved to ride
on my shoulders...

Nantz has to pause a moment. Another time, another place...

SGT. NANTZ
He got sick with leukemia - that's
a kind of cancer. And we tried
everything... My wife and I
couldn't really make it after that.
We were young and...

HECTOR
And then you became a marine.

SGT. NANTZ
Right. Then I became a marine.

A SHADOW PASSES THROUGH THE COCKPIT NOW.

They both see it. They stare at each other, smiles disappearing. Nantz hunches, PEERING OUT of a window.

HECTOR

What are you going to do?

SGT. NANTZ

I'm gonna get my rifle back.

Without turning his eyes away, he SIGNALS with a hand.

Hector immediately understands Nantz' signal. He turns, begins climbing the MOUNTAIN of SMASHED JEEPS and HUMVEES clogging the interior of the airplane.

Nantz crouches out of sight in the cockpit as...

THE ALIEN WITH MISSING FINGERS

Enters the open cargo door with Nantz' M-16 RIFLE.

Nantz aims his sidearm, but doesn't have a clear shot; the alien partially concealed behind the wrecked vehicles. Finally, it emerges. But as Nantz squeezes the trigger...

The commander's VOICE crackles into the space.

COMMANDER (V.O.)

We're locked. Inbound. Two minutes.

BAM! Nantz' shot ricochets by the alien's head just as it TURNS toward the voice.

The alien dodges BEHIND THE MOUNTAIN OF VEHICLES.

Nantz edges forward, taking cover, aiming around the interior of the plane. But the alien is nowhere to be seen.

Hector peers down from the stack of military vehicles.

HECTOR

Look out!

Nantz dives away just as the alien comes up from behind a smashed Humvee, FIRING NANTZ' M-16 WILDLY.

Nantz scrambles behind cover. Then he peers around, sidearm out, searching. Movement above catches his eye...

He looks up, sees the ALIEN CLIMBING the vehicles now, going after Hector. Nantz aims, but the alien ducks out of sight.

Nantz holsters his sidearm, BEGINS CLIMBING, hurrying toward Hector, who is moving quickly up the mountain of vehicles.

Then Nantz spies the alien through the jumble of metal. Nantz hangs onto a jeep with one hand, pulls his sidearm with the other. He aims.

But Nantz loses his firing angle as the alien continues to climb. It's better at it than Nantz, making faster progress up the towering mountain of vehicles.

Nantz climbs more desperately, pulling himself up a HUMVEE. But the Humvee shifts, giving way to gravity, FALLING...

Nantz loses his grip. He TUMBLES DOWN, landing hard ON A JEEP below him as..

The Humvee, FALLING DOWN ON NANTZ, STOPS inches from his head as its FRONT END WEDGES against the side of the plane.

Nantz, hurt, struggles to right himself. Wincing in pain, he begins climbing again as...

Hector looks down, sees the alien appearing around the smashed vehicles, HISSING at him as it climbs rapidly.

Hector turns back, struggling not to look down. But the fright gets the better of him. Finally he looks down to see...

The alien right below him, slashing out as...

Nantz suddenly appears INSIDE ONE OF THE VEHICLES, having climbed through the front seat... Nantz swings his Ka-Bar, just able to catch the alien in its leg.

As the creature rears back in pain, it falls down hard, right into Nantz' sight.

Face-to-face, Nantz pulls his sidearm, pushing the barrel against the alien's chest, FIRES.

A split second as Nantz stares into the creature's eyes. Which are not like human eyes. They seem bottomless. Then Nantz reaches out...

SGT. NANTZ
I'll take that.

...grabbing his M-16 from the alien just as...

The alien tumbles backwards, falling the length of the plane.

Nantz watches it go, then he looks up at Hector, relieved... But sees that Hector is terrified, staring out.

Nantz turns now, looks OUT THE PLANE'S OPEN CARGO DOOR as...

BOOM! The DOOR on the catwalk FLIES OFF ITS HINGES, tumbling down, clanging end-over-end. Then...

FOUR HUGE WARRIOR ALIENS shoulder their way through the doorway, onto the catwalk.

Nantz looks up at Hector, says simply:

SGT. NANTZ

Go!

Hector starts climbing again as Nantz FOLLOWS UP the mountain of military vehicles piled end-to-end in the cargo hold.

The WARRIOR ALIENS jump ONTO THE FUSELAGE of the plane.

Hector frantically searches for hand holds on the vehicles, grabbing a sideview mirror, then reaching into the front seat of a jeep, grabbing the wheel, pulling himself up, having to climb through the jeep to get to the next vehicle.

Nantz FOLLOWS, looking up at the NIGHT SKY peeking out beyond the tail of the plane above; it seems impossibly far away.

Then Nantz stops, finds foot and hand holds, steadies himself against the CONSTANTLY SHIFTING mountain of vehicles. Nantz pulls his rifle up, takes careful aim as...

The FIRST WARRIOR ALIEN enters the plane's cargo door.

BANG. NANTZ DELIVERS A PERFECT HEAD SHOT.

And the alien FALLS. The slightest beat. Then it rises. Nantz fires a three round burst into its head.

But the alien reflexively reaches out to the smashed mountain of vehicles, about to start climbing as...

Nantz fires another three round burst into the alien's head. And another and another... Until it drops for good.

But immediately one, two, three more WARRIOR ALIENS bound into the plane.

Nantz fires, hitting two of them. But the shots have little effect. The aliens disappear behind the tumble of vehicles in the plane.

Nantz slings the rifle over his shoulder, begins climbing again, hurrying toward Hector as...

The mountain of vehicles suddenly rocks precariously.

Below him, the massive warrior aliens are heaving on the pile of vehicles, making the unstable mountain shift even more.

Nantz TUMBLES DOWN, falling hard on the Humvee that is wedged against the side of the plane.

Nantz yells in pain. A jagged piece of METAL sticks through his bicep. He pulls his arm off of it, stands.

Then he sees a WARRIOR ALIEN below him, making fast progress.

Nantz struggles desperately to pull himself up and over the Humvee, which ROCKS with his weight.

Nantz steadies himself, swings his M-16 around, firing, hitting the alien below him, which is knocked back by the shots. But immediately it begins climbing again as...

Nantz grabs a STRAP on the plane's wall with his good arm, begins POUNDING his feet into the Humvee causing it to teeter precariously...

And just as the warrior alien reaches Nantz...

The Humvee lets loose from the mountain of vehicles...

FALLING STRAIGHT DOWN ONTO THE ALIEN

Driving it toward the nose of the plane below.

The Humvee hits the SECOND WARRIOR ALIEN climbing up, then the THIRD, burying them all in a SHUDDERING CRASH.

Nantz, hanging onto the strap on the plane's wall, has to reach to the mountain of vehicles. Gets a foot there, slaps a hand on a truck, begins painfully pulling himself up as...

SCREECH! Below him, the HUMVEE SHIFTS.

Nantz looks down, amazed to see the Humvee being PUSHED ASIDE by the warrior aliens. They're still alive. And they're CLIMBING again, bounding upward, as...

Nantz looks up to see Hector is at the plane's tail, HOISTING HIMSELF OUT through the HOLE in the SERVICE BUILDING'S ROOF.

Nantz follows quickly as... A horrible ROAR rings out.

THE WARRIOR ALIENS ARE RIGHT BEHIND HIM NOW.

Nantz empties his sidearm INTO THE LEAD ALIEN, almost dispatching it as...

Another massive alien grabs the wounded lead alien, THROWS IT OFF THE PILE OF VEHICLES, sending it tumbling out of the way.

Nantz reaches the HOLE in the SERVICE BUILDING ROOF as he sees...

MORE WARRIOR ALIENS APPEAR ON THE CATWALK, jumping onto the fuselage, moving INTO THE PLANE as...

Nantz pulls a GRENADE, pulling the pin with his teeth. Nantz DROPS the GRENADE, watching it fall the length of the massive plane as...

The WARRIOR ALIEN slashes out, digging its claws into Nantz' leg as...

The GRENADE EXPLODES. The PLANE BREAKS APART. It falls away...

We see the SNARLING FACES of the doomed warrior aliens as the PLANE TUMBLES DOWN, breaking into a FIERY MASS at the bottom of the cavernous ventilation room as...

Nantz clings desperately to the crumbling roof edge. About to slip into the void below him, he spies Hector, whispers:

SGT. NANTZ

Run.

But Hector doesn't run. He moves to Nantz instead, grabs onto him. Hector flattens himself to the roof of the building, pulling on Nantz.

His efforts seem to be completely in vain. He hasn't the strength to pull Nantz out. But after a moment we realize...

Hector's efforts make the difference. He won't let Nantz go. And Nantz can't let him go, either.

Nantz finds reserves of strength that weren't there a moment ago. He struggles mightily, pulling himself...

ONTO THE ROOF OF THE SERVICE BUILDING.

Flat on his back, Nantz looks up to see a HINT OF DAYBREAK in the distant sky. It's momentarily comforting...

Until the faint outline of a PLANE HIGH ABOVE comes into view. And Nantz knows what it is...

SGT. NANTZ

That's it. We gotta move.

He makes it to his feet as the plane wings closer. He and Hector race to the edge of the building, to....

A FIRE ESCAPE LADDER. They clamber DOWN, reaching...

THE GROUND BELOW.

They turn, run desperately as we...

PULL BACK

To see ALIEN MACHINES firing on tanks nearby...

A DOGFIGHT in the air, alien aircraft racing after Cobras...

An F-18 running into another of the 'floating mines' as...

From this LONG-RANGE VISTA, we pick up...

THE BUNKER BUSTER dropping from a high-flying A-10 WARTHOG.

The bomb's dark outline is set against the EVER-LIGHTENING SKY as it rushes to the earth.

Then a huge EXPLOSION as the BOMB BURROWS into the ground, a geyser of dirt and debris rising from the now-destroyed service building. A massive sinkhole splits open and we...

SMASH CUT TO:

NANTZ AND HECTOR

Still running forward as the GROUND HEAVES UP in a wave; a terrifying, disorienting earthquake. They're thrown off their feet, the world seeming to spin around them.

They lie motionless a moment. Then Nantz rises slowly, unsteadily, leaning down to pull Hector up as SOUND FADES.

And in the slow stillness, Nantz looks up to see...

An ALIEN ARMORED MACHINE looming over him.

Nantz just stares up at it. But the armored machine is STOPPED IN ITS TRACKS. Nantz and Hector stand before it as we...

RISE ABOVE THIS SCENE

To see other IMMOBILE ALIEN ARMORED MACHINES. Sitting ducks now, F-18s circle toward them, picking them off one by one, decimating them with missile bursts.

KEEP RISING INTO THE SKY...

To see ALIEN AIRCRAFT FALLING in the distance, disabled, crashing to the ground.

FLOAT HIGHER IN THE SKY

To see a MASSIVE RETREAT OF ALIENS, looking like ants from this high vantage point, as they race BACK INTO THE OCEAN.

DISSOLVE TO:

INT. BLACK HAWK - LATER

DAWN, a GOLDEN SUN RISING as we realize this high vantage point is actually...

HECTOR'S POV

Of the OCEAN below him as he is being flown in the chopper.

Hector is sitting between Nantz and Michele as they zoom over the ocean, a serene view of the sparkling water now as the ecstatic voice of the Black Hawk pilot fades in:

PILOT (O.S.)
They're in full retreat here.
Thanks to our secret weapon...

We see the HELICOPTER PILOT now, turning to smile at Hector.

PILOT
That's you, little man.

Hector spies a CLIPBOARD in a CREW MEMBER'S hand. On it, we see the WORDS...

Battle: Los Angeles, Battle: Oxnard, Battle: Santa Barbara, Battle: Monterey... Lists of numbers and statistics after each of these notations.

PILOT
Heard you figured out how they communicate. Some alien ESP or something...

SGT. NANTZ

He's had a rough night, captain.
Maybe we should give it a rest.

PILOT

Sure. Sit back and relax, buddy.
We'll take you up the coast, let
you work your magic. Send those
suckers back into the ocean!

Michele eyes Nantz, then leans over to Hector. Softly:

MICHELE

You okay?

Hector nods. Michele exchanges a glance with Nantz.

Then Nantz looks down to see the 2/5 MEDALLION clutched
tightly in Hector's hand. Hector meets Nantz' gaze,
whispers:

HECTOR

But they're still down there.

Nantz nods.

SGT. NANTZ

I know.

Nantz puts his arm around the boy, then looks at the OCEAN
below the helicopter, stretching to the horizon as we...

PULL BACK... Out of the helicopter to see...

A SQUADRON OF F-18s flying around the Black Hawk, protecting
its precious cargo as it soars off into the sun-filled sky.

THE END