

FADE IN:

THE SCREEN

Stygean darkness.

Wet CLICKING SOUNDS. A BEAM of purplish ULTRA-VIOLET LIGHT reveals a mosaic of moving forms... COCKROACHES. They skitter restlessly under the beam's intensity. SERIES OF SHOTS -- the UV Beam passing over various parts of the space. Pipe webs, walls, girders -- all covered with the insects. Thousands of them.

PULL BACK TO REVEAL

INT. SEWER SYSTEM

Innards of steel. A vast maze of tunnels.

A GROUP OF FIGURES advances through the tunnels with handheld UV lamps.

The figures are dressed in gray air-tight NEOPRENE SUITS, their faces hidden by skin tight MASKS and bug-like NIGHT VISION GOGGLES. In the dense silence, respirator valves HISS - CLICK at the corner of their lips in mechanical rhythm.

The scene has a dream-like, choreographed quality.

NIGHT-VISION POV

Eerie, aquatic green. The horde of insects appear to be some kind of sea-life, crawling over the floor of a dead ocean.

THE TEAM OF FIGURES

From their midst appears another FIGURE, its neoprene suit a flat WHITE. Female, clearly the TEAM LEADER.

She carries a stainless steel CONTAINER filled with twenty small compartments, each bearing a large, heavy-shelled roach with a different BARCODE on their back.

JUDAS ROACHES.

She kneels and opens the CASE. TCHK!! A dozen of the Judas roaches are released. They slide through into the area.

THE NEARBY ROACHES

React instantaneously. In a rustle of tiny legs, they begin to stream toward the Judases.

Jostle and fight each other for position to mate with them.

They even crawl over the Team Leader in an effort to reach the Judases. The Team Leader makes no effort to brush them off. Patient, almost godlike, she watches the MATING.

LATER

A MANHOLE has been opened above. CHAINS are dropped down and attached by a Team Member to A 100-GALLON DISPOSAL DRUM.

REVEAL the floor of the tunnel, carpeted with the still forms of the roaches, now all DEAD.

The Team Members quietly shovel the tiny corpses into other disposal drums.

At their feet skitter the only survivors of the massacre: the bar-coded Judas Roaches.

In a crunch of machinery, the first disposal drum is lifted by the chains through the manhole to

EXT. A CITY STREET - DAY

MIDTOWN MANHATTAN. A cacophony of SOUND and LIGHT.

Dirty snow drifts over Bryant Park. Emergency lights blink everywhere. A wall of cars sits on Sixth Avenue, stopped dead. Exhaust fumes hang in the air. Jaded TRAFFIC COPS send the cars on crosstown detours.

Mounted policemen patrol a line of yellow sawhorses near dozens of Department of Public Health vehicles, angle-parked in a military phalanx.

A monumental ribcage-like scaffolding has been erected in the middle of the street, "sealing" the area with amber plastic.

Inside, UNIFORMED WORKERS take the disposal drum of roaches and toss it into one of a number of huge DUMPSTERS.

The Team Leader watches from nearby, exhauster. Her mask is off. We see her face: Entomologist SUSAN WYETH, 28.

An ARM gently drapes over her shoulder.

PETER (O.S.)

How we doing?

She looks over at DR. PETER TYLER, 34, bespectacled. A HEADSET around his neck, a coat emblazoned with the DEPARTMENT OF HEALTH logo. He has the look of a man who's just fought a long battle and come out victorious.

SUSAN

We'll see...

He offers her a bite of a PAY DAY CANDYBAR. Susan smiles, shakes her head. She wearily leans against him.

Peter looks out as the dumpster filled with roaches is raised by MECHANICAL ARMS into the waiting maw of the dump truck.

THE SCREEN. DARKNESS.

A voice, a somber bas-relief in the darkness.

ANCHORMAN (V.O.)

Strickler's Disease crept into Manhattan like a thief in the night, claiming its first hundred victims before it was even classified.

INT. HOSPITAL - NIGHT - FLOATING SHOT

We FLOAT through a long hospital ward.

Past ROWS of illuminated oxygen tents, pulsating softly in the dark like cocoons of light.

ANCHORMAN (V.O.)

Most were children under ten.

TRACK past tents. BODIES OF SMALL CHILDREN inside, wrapped in white sheets, hooked up to IVs or breathing apparatus.

Skeletal hands, parched lips, glazed eyes.

BELLOWS of respirators push in and out, labored, failing.

IMAGE RESOLVES TO A VIDEO ON A SCREEN.

PULL BACK to reveal a number of SCREENS, each with a different set of images. We are in a NEWS VAN. A TECHNICIAN and DIRECTOR sit watching.

The voice belongs to an ANCHORMAN who's now overlaid.

ANCHORMAN

Only after the numbers had reached into the thousands were officials able to identify the carrier of the deadly infection...

DIRECTOR

Cut to three.

The Technician manipulates the controls. On another screen we see them cut to STOCK NEWS FOOTAGE: regular cockroaches, crawling on garbage.

ANCHORMAN

Blattida Germanica. The common cockroach.

DIRECTOR

(To a RUNNER)

Tell them we're ready for a live
feed.

EXT. OUTSIDE VAN - CITY HALL - DUSK

The runner exits the News Van. Other such vehicles parked nearby. A CROWD of ONLOOKERS, REPORTERS and a gaggle of PROTESTERS with handpainted signs.

Gliding past them, we pick up sound bites...

REPORTER 1

...an insect that has proven
virtually immune to chemical
control...

REPORTER 2

...the announcement by the Health
Department that an end to the
nightmare has finally...

REPORTER 3 is interviewing a Greenpeace PROTESTER who is holding up a photograph of Susan.

REPORTER 3

...an ex-colleague of Doctor Susan
Wyeth...

PROTESTER

...Susan has always been opposed
to biological tampering. A real
advocate for ecological causes,
it's not...

MOVE past them to further inside of the perimeter...

INT. AUDITORIUM - CITY HALL

A NEWS CONFERENCE in progress. A packed house. T.V. monitors spaced ever 10 seats or so. In the audience, the MAYOR OF NEW YORK and various CITY OFFICIALS, listening to Peter, speaking at the podium with the ease and enthusiasm of a public servant still untainted by bureaucracy.

ON A TV MONITOR

While Peter talks, a news title appears at the bottom of the screen: PETER TYLER. DEPUTY DIRECTOR, DEPARTMENT OF HEALTH.

PETER

(wrapping up)

...in Nature, evolution is a long,
leisurely conversation between an
organism and its environment. We,
however, did not have the luxury
of time...

Susan is waiting in the wings. She observes the audience.

She notices that the entire front row is composed of CHILDREN who have survived Strickler's. Leg and arm braces, facial scarring...

He nods at Susan, who takes the podium, adjusting her jacket, slightly ill at ease in her business suit. She clears her throat, speaks softly.

SUSAN

With the aid of genetic labs throughout the country, we recombined cockroach DNA with genetic information from termites and mantids. We were able to create a biological counter-agent. A new ally, if you will...

She places a clear container on the podium for all to see.

SUSAN

Blattida Traditor.

CU CONTAINER

One of the Judas roaches skitters about in the container.

SUSAN (O.S.)

The "Judas Roach".

Cameras FLASH. MURMURS from the audience.

SUSAN

The Judas is a non-carrier of Stricklers, with a short life-span and heightened pheromone emission.

On the back row she can see some ecological hand-painted signs being raised in silent protest. She stumbles for a second, then resumes her speech.

SUSAN

The female is basically a sexual magnet; common males travelled miles and fought for the right to mate with them.

The audience is rapt.

SUSAN

When they did, they took away something else we added -- a hormone, passed through sexual congress that causes their metabolism to go into overdrive. No matter what their food intake, they starved to death in a matter of hours.

Now Peter takes the mic.

PETER

We've achieved almost total eradication of the roach population. As of today, the disease has been officially contained.

A STANDING OVATION starts and is carried on as we...

CUT TO:

INT. TYLER APARTMENT - BATHROOM - SUSAN

in a tub in a dark bathroom. Her business suit crumpled on the bathroom floor. SOUND of a TV outside.

PETER (O.S.)

Sus, come on. You're missing it.

INT. LIVING ROOM

Nothing grand. Peter in his shorts at a TV with shitty reception. He adjusts the disgruntled cable box.

He is seen over the TV, giving his address.

PETER

Fucking thing! I hope someone's taping this.

(Out.)

Susan, come on. It's really good this time. I got most of the lines out.

(No response.)

Sus?

Peter sighs. He picks up an open bottle of champagne and two mis-matched ceramic cups, then heads for the bathroom.

INT. BATHROOM

PETER

Life's a bitch. Our 15 minutes came and went and all we got was bad cable...

Susan doesn't answer, clearly not in the same high spirits.

PETER

Hiding from the hard glare of publicity?

He notices her crumpled garment on the floor. He picks it up, puts it up on the hanger.

PETER

A shame. You looked great tonight.

SUSAN

Please.

PETER

You did!

He sits by the tub.

SUSAN

Do you think we did the right thing?

PETER

Taking a cab instead of hiring a limo?

SUSAN

You know what I mean...

Peter pours some champagne into the cups.

SUSAN

We did no impact evaluation. The consequences of...

PETER

(sighs)

Is this a Catholic guilt thing...?

We hear a NEWSREADER on the TV.

NEWSREADER (TV)

...a flawless strategy which has stopped a potential epidemic in its tracks...

PETER

You hear that? Flawless.

SUSAN

We just don't know.

He offers one cup to Susan. She doesn't take it.

PETER

We know we saved lives.

He sits closer to her.

PETER

There're gonna be a lot of kids running around next year because of you.

Beat. Susan starts to relax. He kisses her.

PETER

Who know? We get lucky, maybe a couple of 'em'll be ours.

SUSAN
(smiling now)
We're down to a "couple" now, huh?

She pats the water, beckoning.

PETER
Oh, I don't know. People are
beginning to talk about us...

Still partially clothed, he steps into the bathtub. Susan
shakes her head, laughs ruefully.

SUSAN
Don't worry, I'll save your honor.
Maybe I'll even marry you.

She reaches over, kisses him.

FADE OUT:

FADE IN TO:

EXT. ALPHABET CITY - NIGHT

The WILLIAMSBURG BRIDGE dimly visible through the rain.

ALPHABET CITY STREETS

Empty warehouses. Closed businesses. Traffic lights blinking
on empty streets. Everything seems doomed under the heavy
layer of rain.

SUPERIMPOSE: TWO YEARS LATER

A DILAPIDATED BUILDING before us. A blazing NEON CROSS
made of the words 'JESUS SAVES' hangs askew from its facade.

CRANE to see the ROOFTOP.

WHAM! The door to the interior stairs FLIES OPEN and a
tall, thin CHINESE PREACHER in his sixties lurches out,
eyes wild with terror.

He looks back down the steps.

Something's climbing up fast, casting ominous, complex
shadows on the wall.

Too many FOOTSTEPS for it to be just one person.

The man hurriedly shuts the door and slides a bolt home.

Trembling, he backs away as a booming THUD makes the door
shudder. Raw, frenzied pounding and scratching follows...
something inhuman, determined to break through.

The metal surface suddenly buckles and bulges.

On the man's white undershirt, a blotch of blood starts to grow. Needles of rain stab his flesh.

He searches wildly for a possible escape.

He reaches the edge of the roof: it's five floors down to the sidewalk.

Two of the hinges on the door come loose, pulverizing the surrounding concrete.

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

The man sprints to the other end of the roof. There, on the adjoining building...

THE CHINESE PREACHER'S POV

Just one floor below on the building across the alley is a suspended PAINTERS' PLATFORM, crowded with paint cans under a tarp. A two-story old EYEWEAR ADVERTISEMENT from the 40's is being painted over.

THE CHINESE PREACHER

Looks back to the door. BAM! a tremendous SHATTERING sound.

LIGHT spills from inside. Two bolts fly in the air, a hinge gives.

He CRIES OUT in terror.

The man gauges the distance between buildings; can he make it?

He takes a few steps back, a few more...

Panting hard, he closes his eyes, his chest soaked in blood and rain.

THE DOOR EXPLODES OUTWARD AND SKIDS ACROSS THE SLIPPERY ROOF.

Light from inside projects the shadow of wild, busy things onto the curtain of rain.

Weeping with fear, the man desperately tries to hurl himself to the catwalk.

It's too far.

He FALLS...CRASH! he hits the platform, knocking boards loose and sending paint cans onto their sides, rolling. He bounces, slides off the edge, barely able to grab onto a loose board to save himself from falling.

The RAIN blasts down. The scaffold CREAKS. He hits the edge, upsetting the cans of paint there.

He holds onto the planks with all his might, trying to push

with his feet, but they slide on the wet wall.

BELOW

Cans bounce off the pavement. White pain blasts all over.

CU HANDS

The man's hands slip on the planks, tiring.

FEET

The Chinese Preacher's FEET bicycle in the air, unable to find a purchase on the wet brick wall-

THE CHINESE PREACHER

is hanging just in front of the painted EYE of the forties'

MODEL. HE LOOKS UP ABOVE HIM, SEES SOMETHING --

CHINESE PREACHER

No. Please, God, no!

A SHADOW crosses his face as something looms above him.

Suddenly there is a CRACK and the platform tilts completely on one end.

HANDS

The Chinese Preacher's fingernails dig in, then slip on the wet wood.

His hands paw the air.

WIDER

For a moment his body, silhouetted in the rain, seems suspended in a void. Then he falls backwards.

THE GROUND

Impact. His body cracks the pavement.

Small pools of rain form on his dead, open eyes.

WE CRANE TO REVEAL

A WINDOW ON A BUILDING ACROSS THE STREET

CHUY, a young Latino boy. He stares out the window at the Chinese Preacher's body with no discernable emotion.

He works a small WIRE SCULPTURE in his hands.

APARTMENT

It's a small one-bedroom apartment.

An old man sleeps peacefully on a cot: Chuy's grandfather. MANNY GAVIOLA, mid 60's, white hair haloes his handsome, benign face.

All around him: SHOES, shoes everywhere you look, on the table, on the chairs, on the kitchen counter, on the floor.

A small altar is illuminated by votive candles. Next to it, standing by the window is CHUY.

HIS P.O.V.

We see a blurry vision of The Chinese Preacher's splayed figure in a swirl of color.

Chuy's attention focuses on the Preacher's shoes.

CHUY
(a whisper)
Oxfords, 8 1/2. Black...

He looks away from the body and goes back to twisting the wire into shape.

THE PUDDLE OF PAINT

around the preacher, reflects large shadows moving above, and across the neon sign...

CHUY

hears a strange sound, a rhythmic clicking.

His head lifts and what he sees causes his expression to change--there is an uncharacteristic flicker of excitement in his eyes.

ACROSS THE ROOFTOP

We are behind whatever it is that has captured Chuy's attention.

TICKETY-TACKETY-TOCK...

The strange clicking sound grows louder. The figure begins moving in some weird, preparatory fashion. Then it steps forward and drops out of frame.

CHUY

His eyes follow the figure down to the pavement in a slow arc.

Chuy puts down the wire miniature and opens the window to get a better view.

GROUND LEVEL

The Chinese Preacher's body is now being dragged toward the rear of the alley, leaving colored paint smears in its wake.

CHUY

We isolate the boy's face and, on the soundtrack, every other noise FADES AWAY.

Chuy reaches for a pair of SPOONS nearby.

He begins to click them together.

Imitating the strange clicking sound heard a moment ago.

THE CHINESE PREACHER

is being pulled into a small, ground-level vent. The only problem is that no human is small enough to squeeze through this hole.

CHUY

watches, still clicking with his spoons.

THE CHINESE PREACHER'S BODY

is stuck. One of his legs is through the hole up to the thigh, but the other is folded up unnaturally and pressing against the wall next to the vent. Impossible.

There is a silent beat, and then a series of INCREDIBLY VIOLENT TUGS, BAM! BAM! BAM! shaking the Paint-soaked body like a rag doll.

CHUY

His spoons stop. His jaw tightens a little as we hear terrible cracking and scraping sounds.

THE WINDOW

The Chinese Preacher's head and hands disappear into the hole. Bits of clothing, paint and blood stick to the edges of the opening.

CHUY

watches, still fascinated.

CHUY

(very low)

Funny, funny shoes...

He starts a new wire sculpture.

CUT TO:

EXT. JOGGING PATH - CENTRAL PARK - DAWN

Peter is covered in sweat, running at a good clip around the Central Park reservoir. A beautiful day dawns behind him; the windows of the Beresford sparkle in the morning sun.

Peter outperforms most of the other RUNNERS in the track, his steady rhythm evidence of years of practice. Keeping his stride, he runs off the track and past a flock of OLD NUNS.

PETER

Excuse me, ladies...

Without slowing down, Peter retakes the path and moves past them.

EXT. JOGGER'S PATH - NEAR FIFTH AVENUE - LATER

Peter finally slows down. He checks his pulse and stops at a water fountain.

As he drinks, he sees a DERELICT drawing a figure on the sidewalk.

The derelict spots Peter. He picks up his chalk, drifts off.

Intrigued, Peter goes closer to the drawing. An arrow points to a manhole cover set among the bushes.

Peter circles around, trying to make sense out of the lines.

Then the painted motif finally reveals itself.

GRAFFITI

A talismanic figure of raw, archetypal power. A few jagged lines form the shape of a MAN IN AN OVERCOAT. His face is little more than a malignant blotch.

CUT TO:

INT. MUSEUM - EXHIBIT ROOM - DAY

A room of half-finished exhibits. A group of SCULPTORS -- most of them undergraduates -- work on a gigantic piece representing a termite mound. They're supervised by SIRI, a punkish young Indian research assistant.

Susan talks to some of the sculptors about a 100-1 scale clay model of an insect's head. She gestures to the model's mandible set.

SUSAN

...no, guys, these have to fit perfectly.

(MORE)

SUSAN (CONT'D)

No spaces in between. Let me tell you why. Insects have no hands. All they have is this set of mandibles.

She grabs the outer mandible set.

SUSAN

See? This little piggy will grab the prey.

Then unfolds a second set...

SUSAN

Then this little piggy will tear it in half...

And a third!!!

SUSAN

...and this little one will grind it to a pulp and push it in... all the way into the mouth. These are precision tools here. Can you remember that?

The guys nod.

SUSAN

Good. Then get it right.

A piece of the termite mound is raised above their heads, revealing...

...Peter, at the entrance, still dressed in his jogging sweats. He smiles at Susan.

CUT TO:

EXHIBITS

Peter and Susan walk through. Peter pulls something from a KNAPSACK. A bottle of medicine marked: METALLININ.

PETER

(teasing)

"Baby in a bottle..."

He gives it to Susan.

SUSAN

Don't tease.

Around them, WORKMEN begin unloading crates of display stuff, as a MAN on a ladder tacks up an "ARCHITECTS OF NATURE" banner. Susan proceeds behind an exhibit representing a honeycomb. Peter follows as she begins to arrange some tools.

PETER

You know where they get this
fertility stuff?

They extract it from the urine of menopausal Italian nuns.

SUSAN

(laughs)
Monks bottle their own wine. Don't
they?

She gently touches her belly.

SUSAN

Trust me. I've never been this
late. Never.

She shakes the bottle.

SUSAN

If nun's pee is what it takes...

Peter's cellular RINGS from his knapsack. Susan grabs a
larvae model from a pile on the floor.

SUSAN

You were the one who ran around
with ice in his underwear, don't
forget that.

PETER

Don't get kinky here...

Peter takes the call. Susan cuts away the excess plastic
on the lid around the honeycomb moldings. The larvae fits
perfectly inside.

PETER

Okay, meet me out front.
(to Susan)
I gotta go. Josh's picking me up
in five. See you tonight.

SUSAN

I'll be late.

He kisses her and leaves. Susan turns to Siri and the
group working on that sculpture.

SUSAN

Siri, sandblast that thing. It
looks like Trump Tower. Those
mounds are supposed to be made of
dirt and excretions...

SIRI
(a wicked smile)
Just like Trump Tower, then.

CUT TO:

EXT. STREET

A Department of Health VAN honks its way through a traffic jam.

INT. VAN

Peter's right hand man, JOSH MASLOW -- a young, good-natured, can-do guy -- drives.

JOSH
...So I say "buddy, you have every violation in the book. Gimme one good reason not to close you down." You know what the Kraut says to me?

In the back, Peter finishes changing out of his jogging sweats and into his worksuit.

JOSH
The blintzes! "Try the blintzes..."

PETER
(distractedly)
Selling your sould for a fistful of carbohydrates...

JOSH
Not just any carbohydrates, mind you. It was like being on the receiving end of some kind of transcendent oral sex.
(honks furiously)
We should get a strobe on this thing. Maybe even a siren.

PETER
Yeah, and a loudspeaker so you can yell "Epidemic! Epidemic! You're all going to die!"

EXT. FLOPHOUSE - DAY

The Department of Health van pulls up outside the flophouse where the Chinese Preacher died. Peter and Josh get out.

COPS push back a few ONLOOKERS. Josh proudly flashes his DOH badge.

JOSH
Health Department...

The cops let them pass.

PETER

You really love flashing that thing,
don't you?

JOSH

Hey. I'm a short guy. Waddaya
want?

Two cops -- WOYCHEK and RICE -- approach, in no real hurry.

PETER

Peter Tyler, DOH. You gentlemen
were the first on the scene?

WOYCHEK

(gestures to Rice)
We were both on patrol, saw this
paint mess. Then I looked through
that cellar window. We both did...

PETER

You gone in?

WOYCHEK

No. We waited.

PETER

Good.

Peter peeks through a narrow cellar window on the floor.

Through the oily, smeared window, a ghostly array of PALE
FACE AND HANDS appears, startling him.

PETER

(to Josh)
Get the EMT's in there, now.

CUT TO:

LATER

PARAMEDIC AMBULANCES rush in. Sirens at full blast.

Stepping out of the building across, Manny walks next to
Chuy, who holds his hand. The old man carries a box full
of shoes.

Chuy looks back at the cop circus, amused.

MANNY

C'mon Chuy, we're gonna be late.
(discreetly crossing
himself)
Cops are bad news. Don't look at
them.

He gently pulls his grandson's hand and moves briskly away.

JOSH

uses an iron bar, and breaks a padlocked cellar door. A heavy stench emanates from inside. The cops cover their noses.

INT. CELLAR

Peter and Josh enter a dingy, dungeon-like cellar, illuminated only by bug zappers and emergency lights. Every door and window has been nailed shut or sports a heavy-duty padlock. Peter and Josh walk through the dismal scene.

In sharp contrast with the dirt-smearred walls, we see shiny metallic SEWING MACHINES and swatches of cloth appliqued with a FUNNY BUNNY cartoon character.

Josh examines the label stitched into the collar. It reads: PROUDLY MADE IN USA

PETER

Jesus.

His light hits a group of quivering, skeletal CHINESE IMMIGRANTS, standing in a tight group against a wall.

WOYCHEK

(from the outside)

They look real sick, don't they?

CUT TO:

INT. STAIRWELL, MUSEUM - DUSK

Carrying boxes full of terrarium material, Susan and Siri ride an antiquated cage-steel elevator. No floor buttons, just an old-fashioned hand-activated lever.

SUSAN

...as long as they're ready for the opening I don't care, just tell them that.

SIRI

I'm on it. Don't worry.

(Beat)

Look, Susan...I don't mean to pry, but... I kinda overheard you and Peter.

SUSAN

(Smiles ironically)

Watch your step, Siri. Your grant could be on the line here.

SIRI
I just...well, I had this cousin
in Delhi. She was having problems,
too. She, ah...

SUSAN
What?

SIRI
She used a baster.

Susan looks at her.

SIRI
Not a big one. I mean, it was
like a turkey baster.

SUSAN
Oh, Jesus.

She tries to stop the elevator at the fourth floor, but it
rises just a little too far.

SUSAN
Come on, darlin'...

Susan has to jimmy the lever till the elevator falls level
to the floor.

SIRI
(continues)
She kept it under her bed. Thing
is, it kinda worked. I mean, she
had to hide it from her husband,
but...

A pair of young boys, RICKY and DAVIS, sit on the floor
outside Susan's lab door. A crumpled paper bag and a shoe
box sit beside them.

SUSAN
What's this?

SIRI
Oh, right... They been here since
noon. I told them you're real
busy.

Susan smiles at the boys, who stand when they see her.

SUSAN
Hello.

RICKY
You the bug lady, right?

Siri chuckles.

SUSAN
(smiles)
I suppose so.

Ricky raises and shakes the paper bag.

RICKY
We're here to deal.

INT. MOUNTING ROOM - DUSK

SUNLIGHT slants in to illuminate an incredible array of live and mounted dead INSECTS, trapped in turn-of-the-century glass fronted cabinets. Davis puts his nose up against one, fascinated.

SUSAN
Metaxonycha Godmani, Trigonopelastes
Delta. Field Butterflies. Have
you been upstate?

She examines the boys' findings, mostly rag-tag specimens of battered butterflies.

DAVIS
Avenue B.

SUSAN
(sadly)
I guess they got lost in this city.

RICKY
So, you wanna buy em?

DAVIS
There's extra wings in the bag.

Siri lingers in the background.

SUSAN
You guys have done a nice job.
How bout five dollars?

RICKY
(dismayed)
That's it?

DAVIS
(to Ricky)
Show her the weirdbug.

He indicates the shoebox.

RICKY
Cost a dollar just to look.

DAVIS
It's a great bug. We kinda broke
it a little...

Siri impatiently points at the wall clock.

SUSAN

Fellas, I'll tell you what...ten dollars for everything. Plus a killing jar, some tweezers and mounts so the next bunch you catch will be in better shape.

DAVIS

Deal!

RICKY

You crazy! That's the best!!

DAVIS

Bug's almost dead anyway.

Susan holds out two five dollar bills. The boys can't resist. Davis grabs the money.

DAVIS

Thanks, lady.

Ricky gives a last possessive look to the shoe box, then follows Davis out.

Siri crosses to the window and wrestles to close it.

SIRI

Ten dollars?

Susan places all the kid's items - including the shoebox - in a wastebasket.

SUSAN

Alphabet City kids - there's much worse things they could be selling.

Siri hits the window frame with a paperweight, gets it half way down.

SIRI

I hate this fucking window...

EXT. ACROSS STREET FROM MUSEUM - NIGHTFALL

CRANE TO a nearby alley.

A GAUNT MAN IN AN OVERCOAT stands in the shadows, looking up at Siri working on the window.

As a streetlamp lights up, he backs up into the shadows.

CUT TO:

INT. FLOPHOUSE. LOBBY - NIGHTFALL

Religious slogans and posters are hung everywhere in what used to be the lobby of a men's hotel. A hand-lettered sign:

"NO LIQUOR, NO DRUGS, NO PROFANITY"

PARAMEDICS are leading a number of ill CHINESE IMMIGRANTS up from the cellar door seen earlier. Many are brought out on STRETCHERS. DOH staff put tags on their wrists.

Peter examines a PALE OLD MAN on a stretcher while simultaneously talking to Josh.

PETER

(to Josh)

There's plenty of systemic infection already, so as soon as we get a preliminary reading, start them on anti-biotics. You saw this?

Peter flicks on his penlight, examines the Old Man's eyes.

One of them is completely bloodshot. Then he shows Josh the gums. They're bleeding.

PETER

Internal hemorrhage. 2 out of 5 have it. No definite signs of TB, but we'll quarantine them a week just to make sure.

JOSH

Immigration's gonna love you for that.

PETER

Tell them to send flowers to the usual address.

INT. SWEAT SHOP. BASEMENT

Peter pushes back a sheet hung across a doorway.

BASEMENT SHOWERS

A tiled nightmare. Concentration camp-cozy. A pile of old, rusting sewing machines clutter the floor, spilling oxide to a central grate.

JOSH

Two shifts, people rotating from bed to work. One toilet. We're in Wal-Mart hell, here.

Josh swats a fly.

PETER

Did they get the sleazebag who owns this place?

JOSH

Triad, Chinese Mafia. They bring people from Yunan. Slave labor...
(eyes his notebook)
Reverend Harry Wong, a preacher had the flophouse fronting for them. No sign of him.

An overhead door is opened. Daylight streams in. Peter spots YANG, an Asian cop, talking to a CHINESE WOMAN lying on a stretcher which hasn't been moved yet. She is hollow-eyed, near death. Her hand weakly hangs on to the cop as if for dear life.

PETER

Tell her she's going to be alright. We'll take care of her.

Peter kneels next to her, looking at her and nodding while Yang translates. The woman mutters again, tears of fear in her eyes. Yang shakes his head.

YANG

She's delirious. Keeps saying the "Dark Angels" are coming for her. She says they took some of her people away.

PETER

Dark Angels?

YANG

(Shrugs.)
Probably a gang. Chinese people, man. They come up with some wacky stuff.

They pull the stretcher out through the open overhead door and into an

ALLEY

The stretcher is rolled into a waiting vehicle, its lights flashing. Unseen by them, on a brick wall, nearly buried by graffiti, is a crude DRAWING.

It is of the same, odd figure Peter saw drawn earlier. The OVERCOAT MAN.

INT. LAB - NIGHT - MONTAGE

Susan and Siri, both wearing Walkman headsets, deftly mount BUTTERFLIES and other INSECTS onto display boards for the exhibit. Rain is blowing in through the half-open window.

Their movements are precise and lyrical, the colors and designs of the insects are beautiful.

We understand how you can get lost in this world. Susan works steadily, a partially-eaten PAY-DAY BAR and the wrappers of several others are evidence of her dinner.

A PAGER goes off in Susan's lab coat.

She takes off her headset; CLASSICAL MUSIC leaks from her headphones.

On the PAGER's LCD screen the message reads:

LATE TONIGHT. PETE.

Susan puts the pager down. Goes to close the window.

There is a loud, angry BUZZING sound.

SUSAN

Siri?
(louder)
Siri?!

Siri pulls her headset off; HEAVY METAL MUSIC leaks from her headphones.

The BUZZING sound again. We PAN across the various bugs and mounting implements till we come to rest...

...on the SHOEBOX the boys gave Susan. Something rattles wildly inside.

SIRI

...the fuck?

Susan crosses to the trash bin, picks the box out. It vibrates on her hand, then becomes quiet, something moves inside.

She slowly opens the lid.

The bottom of the box is littered with two inches of shredded

Newspaper. Crumbs of bread and some rice-krispies can be spotted here and there: a kid's idea of a comfy critter's nest. She moves her free hand closer.

SUSAN

(To Siri)
Can you...?

Suddenly and INSECT big as her hand springs out of the shredded paper nest and tries to grab on to her! Minute pieces of paper fly through the air!!

Susan slaps the lid back down.

SUSAN
(a scared whisper)
Could you...help me...?

CUT TO:

LATER

Siri comes over as Susan grabs steel tongs and a cork dissecting board.

SUSAN
I'm gonna pull it out and I want
you to pin it down, okay?

SIRI
What is it?

SUSAN
I have no idea. Are you ready?

Siri nods, pins in hand. Susan opens the lid and grabs the nymph with the tongs. The creature goes berserk, flailing its spindly limbs, BUZZING and CROAKING, a milky substance FOAMING out of its body.

SIRI
Oh my God...

Susan deposits the insect onto the corkboard.

Siri tries to get a hold of it; but it twists out of the tongs and wraps its coarse legs around her hand!! A spider trapping a sparrow.

SIRI
Shit!! Get it! Get it!

SNAP! It bites her hand between index and forefinger.

Susan pins the insect into the corkboard. It spins furiously, like a crazy LP record.

Susan gets a grip on it again with the tongs. Siri uses more pins to secure it down.

SUSAN
(Noticing Siri's
hand)
It bit you.

SIRI
No shit.

SUSAN

leans to get a closer look at the NYMPH: Deep dark brown, flat as a pancake, one rear leg broken, lower tail smashed.

It squirms helplessly now, looking pitiful under the harsh overhead light.

SUSAN
This wing configuration. I've never...

SIRI
(looking at her injury)
Fuck! It broke the skin...

SUSAN
And they're not fully developed.
This thing's not even an adult.

The nymph continues to HISS and FOAM, struggling against the steel pins. Susan looks closely at the insect's belly.

SUSAN
My God.

SIRI
What?

Susan gestures to look. Siri stares down at THE NYMPH'S TORSO where a SET OF VALVES on its underside click in and out.

SUSAN (O.S.)
It's breathing.

SIRI shakes her head.

SIRI
That's impossible. Insects don't...

SUSAN
I know.
(Picks up a SCALPEL)
Help me get a sample.

Susan touches her scalpel to the nymph's leg.

The nymph CLICKS nervously.

SUSAN
Hold on, big guy, hold on...

She traps the nymph down and CUTS THE LEG OFF.

A painful, agonized BUZZ echoes around the room.

CUT TO:

MONITOR

Susan attaches the insect's leg to a small holder. It is frozen in a swirl of dry ice.

The brittle leg is then mounted in a LASER MICROTOME. Bit by bit, the machine executes MICROSCOPIC WAFER CUTS. Siri is making slides out of each section.

A series of MICROPHOTOGRAPHIC IMAGES flash onto the screen.

In the background we hear the high-pitched BUZZ.

We see the lights from the mounting room through a glass brick wall.

INT. MOUNTING ROOM - NIGHT

We see the nymph slowly squirming in the FG, then RACK FOCUS to the rain-spattered WINDOW.

Suddenly the OVERCOAT MAN is standing on the windowsill!

The window is lifted effortlessly from the outside.

SUSAN

prepares a blue solution and places two drops on each smear slide.

Reflected in the glass brick behind her we see the man moving across the room.

THE OVERCOAT MAN

seen only through rippled glass and reflections, moves through the lab.

His body STEAMS lightly from the rain. His movements are quirky, spastic.

The man observes the imprisoned insects with curiosity.

He comes to the nymph, pinned and mutilated on the worktable.

The nymph CLICKS and CHITTERS excitedly, as if communicating with the man.

He looks up at the worklight. It seems to bother him.

WHUMP!!! In a blur of motion, he SMASHES the light bulb.

SUSAN

watches the smear slide. The blue droplets begin to CHANGE COLOR once in contact with the leg section...

SUSAN

Hold on a second...

...slowly turning a deep green.

SIRI

What?

Then, THREE LARGE BEETLES fly into the room.

Siri looks at Susan. Susan gets up, hesitant, signals for Siri to stay.

We FOLLOW Susan into the mounting room.

SUSAN'S POV

She walks in, barely able to see her hand in front of her face.

The window facing the street is wide open, rain blowing in.

Something CRUNCHES under her feet. She bends down, looks.

She's stepped on the broken glass of the lightbulb.

The floor is alive with various INSECTS -- crawling, hopping, flying away from their displays, which have been opened.

The nymph is gone from the board!

She looks under the work table the nymph was on.

We LOWER as we TRACK BACK with her. Something is folded up in the corner of the ceiling behind her, camouflaged in the shadows, clinging impossibly to the wall.

THE OVERCOAT MAN.

He lowers himself with silent grace.

Susan whirls.

WHOOSH! A GUST OF WIND! A FLUTTERING SHADOW OFF THE WINDOW!

Silence.

SIRI (O.S.)

Susan?

Susan GASPS, startled. We SHIFT to see Siri at the door.

SUSAN

Call security.

CUT TO:

EXT. FLOPHOUSE - NIGHT

The last DOH van takes off under the heavy rain.

Across the street, Chuy looks down from his apartment window.

INT. MANNY'S APARTMENT - SAME

Chuy sits at the window, twisting wire into a human-like figure. MOVING past him, we see a group of other WIRE FIGURES on the table, backs of chairs, lamps, everywhere.

Manny sits at the kitchen table. He IGNITES a can of shoe polish with a match, then lights a cigarette off the flame.

He puts the cigarette in his mouth and proceeds to polish a pair of shoes. A SILLY SHOW plays over the TV.

MANNY

Not too little, not too much. You rub it in, around and around like this. Let the leather take it.

Manny leans tiredly against the table. He looks fatigued and in pain. He takes a small pill and places it under his tongue.

MANNY

You watching? You should learn to work the shoes. You're good with your hands...

Manny shoots a glance over to his grandson.

MANNY

Chuy...you gonna get all wet.

Chuy doesn't pay attention, just stares out at the street.

MANNY

Did you look at the story book I got you?

Manny lifts a brightly colored CHILDREN'S BOOK.

MANNY

Our Animal Friends. Can you say that, Chico? "Friends"?

Nothing from Chuy.

CHUY'S POV - STREET

The building across the street. Yellow DOH tape at the entrance.

MANNY (O.S.)

A friend is the one you can trust. When you are with a friend, no matter where in the world, you are at home.

A FIGURE moves out of the shadows and totters in the rain toward the entrance. It is the OVERCOAT MAN, barely visible in the rain.

MANNY

In this city. A friend is a hard thing to find...

CHUY

His face shows a bit of animation.

CHUY

Funny Shoes...

Manny looks up from the book.

CHUY

Alli. Mr. Funny Shoes.

Manny comes over, looks out.

THEIR POV

The figure has disappeared into the dark front of the boarded-up building.

MANNY AND CHUY

MANNY

No one is there. Is empty.

Chuy doesn't respond. Manny turns the boy's face to his.

MANNY

Chuy, listen to me. They have Jesus on the cross, but that is not a holy place. You understand?

Chuy looks at him blankly. Manny sighs; he knows he doesn't.

MANNY

Ah, Nino. God only knows what goes on in your head, eh?

He pats the boy on the head, then goes back to work. Chuy turns back to stare at the street.

CHUY

Mr. Funny Shoes...

CUT TO:

EXT. OUTSIDE TYLER APARTMENT BUILDING - NIGHT

The D.O.H. Van pulls up in front of a modest Pre-war building. Josh and Peter climb out.

Peter is reviewing a roster.

PETER

Josh, what was Immigration's
countdown?

Josh hands Peter a plastic bag with his sweat clothes and
running shoes.

JOSH

Thirty-three workers.

Peter hands him the roster.

PETER

There are thirty five listed in
the reverend Wong's roster...

JOSH

Shit.

Peter walks up the front steps.

PETER

Remember what that woman said,
about people being taken? Check
with the copsin the area.

INT. TYLER APARTMENT - NIGHT

Peter enters the apartment, which has long since been
remodeled with a nicer couch and a bigger TV with slightly
better reception.

PETER

Sus?

No answer. He notices the dining room table is filled
with yellowed FILES, all marked JUDAS TRADITOR.

PETER

(Looks around once
again)

Susan?

INT. LAUNDRY ROOM

Peter comes in to find Susan sitting in a chair before a
dryer, quietly watching laundry whirl within.

PETER

(Regarding the
laundry.)

Thought it was my week for that.

SUSAN

(Shrugs.)

I needed to think. It was either
this or the weather channel.

Peter walks over, kisses her. He notices an open book of INSECT MORPHOLOGY on her lap. There's a FULL COLOR PHOTOGRAPH of an OOTHECA -- an insect eggcase.

INT. LAUNDRY ROOM - LATER

Peter folds laundry into his/her piles. Susan paces.

SUSAN

This thing was the size of my fist,
Peter!! That's off the charts!

PETER

Okay. So you lost a great specimen.

SUSAN

Don't you get it? It's more than
that.

Peter takes a bedsheet. Susan helps him fold it.

SUSAN

You know why insects don't grow
larger? Because they don't have a
complex respiratory system. What
I saw did. It had lungs.

Peter walks backward with his end of the sheet. The two begin to fold it together.

SUSAN

Evolution doesn't work that fast.
Something pushed that thing to
take the leap. We need to find
another specimen.

PETER

We?

As they fold the sheet, they move closer together.

SUSAN

I did a PH test on its tarsal pads.

The folding of the sheet has brought them almost face to face. Susan finishes folding herself.

SUSAN

There's only two species who match
the enzymes I found. One's a leaf-
cutter ant in the Amazon...

She has his full attention now.

SUSAN

The other we released here two
years ago.

EXT. ALPHABET CITY - AVENUE B - DAY

A TAXI CAB makes a U turn and cruises on.

INT. CAB

Susan ignores the yakking Armenian DRIVER as she scans the buildings and empty lots --

ARMENIAN DRIVER

Avenue B... again! Maybe you got wrong letter, uh?

The cabbie looks up at a Manhattan street map glued over his head on the roof of the cab.

SUSAN

Keep going. We'll tell you when to stop...

PETER

Maybe they lied to you.

SUSAN

Even if they did... that's all we have, isn't it?

The cab cruises past the tenement buildings, nondescript stores, junked cars and rubble-strewn lots. It stops before a traffic light.

A LEERING HOMELESS GUY with a greasy rag and greasier cleaning solution approaches the windshield.

ARMENIAN

No... Oh, shit. Get away, you Turk!

The Homeless guy begins wiping/smudging the windshield with his dirty rag. The driver sends him away.

The light turns green. The Driver accelerates, turning on the windshield wipers to expunge the smears left by the guy.

Susan sees something.

SUSAN

Pull over!

ARMENIAN DRIVER

What...?

Susan motions excitedly. The Driver pulls over. Susan gets out.

EXT. OUTSIDE CAR

Susan rushes over, removes something from the windshield wiper.

A BUTTERFLY, its wing pinned under the rubber flapper.

She holds it in her palm, then looks up at Peter.

SUSAN
Metaxonycha Godmani.

PETER
So?

Susan looks around. Just ahead is an empty LOT surrounded by a wooden fence plastered with flyers for rock bands and performance artists.

An identical BUTTERFLY perches on the edge of a board.

EXT. EMPTY LOT

Susan and Peter walk through waist-high GRASS of a small urban wilderness. Dozens of BUTTERFLIES flutter around them from the weeds.

RICKY (O.S.)
If you want your money back, forget
it!

Peter and Susan look up. The voice comes from a RAMSHACKLE CLUBHOUSE, built of wood scraps and cardboard.

DAVIS (O.S.)
We already spent it!

Susan walks forward.

SUSAN
We're here to deal.

Long beat. The door to the clubhouse swings open.

CUT TO:

INT. SUBWAY STATION - DAY

A BLUR of subway cars goes by with an ear-pulverizing SOUND.

At the end of the platform, Davis untwists a wire around the busted lock of a locker room door. Peter paces nervously nearby.

PETER
Here, let me...

He starts on it himself. Meanwhile, Ricky stares at a PHOTOGRAPH Susan has given to him: a ribbed, tortoise-brown colored EGGCASE.

SUSAN

You sure you didn't see one of these?

RICKY

Gross. What is it?

SUSAN

An "Ootheca". An eggcase. It probably had more, uh "weirdbugs" inside.

RICKY

(shakes his head)

No way. I see one of those, I'd puke.

Davis opens the door with a CLICK.

INT. SUBWAY LOCKER ROOM

A dark, abandoned LOCKER ROOM once used for transit workers.

Susan and Peter walk in with the boys, nervous in the off-limits area.

DAVIS

It was in that corner over there.

Davis points to a bank of dented metal LOCKERS.

RICKY

Sucker was fast, man.

(Picks up a pipe.)

Had to take it out with one a these.

PETER

Okay, guys. We'll take it from here.

Peter hands Ricky some money. The boy looks down at it slyly.

RICKY

Make it ten an' we won't tell the cops you're here.

Peter regards the little scam artist dryly.

PETER

Let's keep it at five and I won't condemn your clubhouse.

Peter hands him a couple of dollars more. The two boys take off.

Peter removes a PENLIGHT from his pocket.

Dust covers everything. A forest of COPPER TUBING and PIPES where the sinks used to be.

Peter inspects the floor. It's littered with cheap objects: chipped combs, used rubbers, soggy newspapers, smeared heroin syringes.

Something shiny catches his eye. He picks it up.

PETER
(quietly)
Look, a broken tooth...

Something rustles nearby.

He notices an old, rotting poster on the back wall. It seems ODDLY TEXTURED somehow. He walks toward it.

SUSAN

kneeling, pushes aside a dented trash bin. Behind it, there is a cabinet with rusty sliding doors.

A SUBWAY TRAIN RUMBLES by outside, the sound echoes off the tile walls.

Susan forces the door back. She peeks through the opening.

Her face stares back at her from a dirty pocket mirror.

She starts pulling something out.

PETER

at the oddly texture wall. He shines the penlight at it...

...and is met with a FLUTTER OF WINGS. MOTHS, perfectly camouflaged against the poster on the wall, whiz past him.

Peter recoils.

SUSAN (O.S.)
You okay?

He nods.

SUSAN

turns back to her locker. She withdraws a cheap PLASTIC NECKLACE from it. As she removes it, it breaks. A couple of beads fall away...

...rolls under the locker...

...and BOUNCE -- once, twice, thrice -- each time going deeper till they comes to a stop.

Susan peers where the beads fell.

SUSAN

There's something under here.

Peter comes over, kneels by her. Susan takes a handful of beads and throws them at the base of the locker.

CAMERA TRACKS to follow one of them. It rolls all the way under.

A moment later, from some interior space, the sound of it BOUNCING on cement. He shines his light inside.

INT. HOLE - PETER'S HAND

Very dark. A highlight glints off a shell-like surface.

The light barely touches it.

THE WHOLE SURFACE BACKS AWAY.

Peter drops the penlight. It gets stuck in a jutting piece of concrete.

PETER

Shit.

Peter tries to get his hand in DEEPER but he cannot reach the light. It is literally inches from his fingers...

SUSAN

Let me try. My hands are smaller.

She kneels and goes for it.

INT. HOLE - SUSAN'S HAND

Her hand reaches for the penlight.

She barely touches it. The penlight spins around. Its light now illuminates...

THE FACE OF A MAN. Unseen by Susan. Terrifying in its doll like simplicity. In the darkness, its features seem indiscernable, inert, almost frozen in a perfectly symmetrical pattern.

It regards the spiderlike movement of Susan's fingers.

SUSAN'S face squinches with the effort.

PETER

Honey, just leave it.

SUSAN

No, there's...

INT. HOLE - SUSAN'S HAND

As Susan's hand moves closer, the strange Face begins to TREMBLE.

A CLICKING SOUND.

Susan's hand is almost there.

SUSAN

reaches further.

And suddenly A BEAM OF LIGHT cuts through the darkness.

Their vision resolves. The figures of two MTA COPS stand before them: ERNEST, 50, burly and bull-necked; and LEONARD -- African American, 45, more formidable than fat.

LEONARD

(Wearily)

Now don't tell me.

INT. HOLE

Susan's hand withdraws.

LEONARD (O.S.)

You lost a token, right?

CUT TO:

INT. SUBWAY PLATFORM - LATER

SHH-SHH-SHH. A felt rag is expertly being pulled across a set of pristine black shoes.

REVEAL Leonard sitting like a king in a chair, getting his shoes shined by Manny. He leans back laconically while arguing with Peter. Ernest examines the ootheca picture.

PETER

Look, I showed you my badge...

LEONARD

Yeah, and you gonna have to show me a lot bigger one you wanna go down there. That's the old maintenance grid, Doc. Swiss cheese: tunnels, tracks...

PETER

The Department of Public Health...

LEONARD

...should know better'n to go sneakin' around my turf...

PETER

Fine. You want me to call your supervisor?

LEONARD

Please do. He's a lonely guy.

Uninterested, Leonard looks over to Susan and Chuy.

ANGLE ON SUSAN

She leans against the wall, inspects her dirty hand. Ernest gives her his handkerchief.

CHUY (O.S.)

Gucci. Flat pump.

She looks down at Chuy, who sits nearby, holding a PAIR OF SPOONS.

ERNEST

Your shoes.

She stares down at her shoes. Gucci flat pumps, all right.

Susan smiles.

Just then, a SUBWAY TRAIN pulls up. The doors open, disgorging passengers. Chuy flips into action. He starts playing his spoons, CLICKING them together, slapping them against his knee.

Susan watches in wonder as the boy begins to use the spoons to IMITATE the different rhythmical step patterns of the VARIOUS COMMUTERS: The rolling, comical gait of A FAT MAN, the lithe haughty step of A PRIM LADY.

SUSAN

(Laughs. To Chuy.)

That's wonderful! What grade are you in?

Chuy doesn't answer.

ERNEST

No school. Shoes're all Chuy knows about.

Ernest discreetly points to his forehead.

MANNY

(immediately)

He's special.

LEONARD

He can imitate anything, you just watch him.

PETER
(Irritably, to
Leonard)
Excuse me, I'm talking to you.

LEONARD
No, you talkin' at me.

Leonard hands Manny a \$5.00 bill for the shine, gets up and walks past Peter as if he were invisible.

ERNEST
(discreetly, to
Susan)
Is there some reward for this?

SUSAN
I guess that could be arranged.

Ernest smiles, pockets the ootheca picture.

PETER
For Chrissakes. You gonna lay a
two-bit bureaucratic, territorial
number on me?

LEONARD
You wanna keep up the conversation,
you best come back with the proper
permits and the right attitude.

Leonard saunters away with Ernest in tow.

Peter shakes his head angrily. He takes Susan by the arm, heads off in another direction.

Chuy, without watching, clicks his spoons to the imitation of their steps.

INT. SUBWAY STAIRS - DAY

Susan and Peter walk up the stairs; Peter still fumes.

PETER
You give someone a fucking uniform
and... Did you hear how he talked
to us?

SUSAN
I heard how you talked to him.

PETER
Oh, so I'm the bad guy now?

Susan spares him an ironic look.

SUSAN
He was just doing his job.

PETER

Fine, then I'm the bad guy. Jesus!

At the top of the stairs they're completely engulfed by sunlight.

PETER

He wants a permit, I'll get him a permit.

CUT TO:

INT. SUBWAY TRACKS - DUSK

A train blurs by.

A FLASHLIGHT BEAM over dirty gravel. TILT with the beam to see Ernest walking his beat past TRACKS and GIRDERS. Hulking out-of-service SUBWAY CARS surround him. He shines his light on the ootheca picture and then around him at the walls.

A SOUND catches his attention. A RUSTLING.

He notices something off to a corner, walks over to it.

A SHINY BROWN LUMP in the corner, covered in garbage.

He touches the lump with his shoe. It STIRS slightly.

He touches it again...

...and a PAIR OF LEGS suddenly LASH OUT, kicking at him reflexively.

Ernest jumps back.

Another SET OF LEGS emerges...

Oddly enough, Ernest relaxes.

ERNEST

Chrissakes...

He grabs the surface of the lump, and pulls it. We see that it was just a SHINY BROWN TARP.

Underneath, a group of THREE HOMELESS PEOPLE -- emaciated, toothless -- sleeping intertwined for warmth. In the dim light, they almost seem like a single organism.

ERNEST

Guys, c'mon.

The Homeless People stare back at him mutely. Ernest starts getting annoyed.

ERNEST

I told you to stick by the
maintenance area.

BAG LADY

Nah... It's private property now.

Ernest looks at her, confused.

SKELETAL BUM

He eats down there.

ERNEST

Who?

HOMELESS MAN

The Stickman.

BAG LADY

Long John.

The homeless man points. Ernest turns his light.

Another SILHOUETTE of the OVERCOAT MAN drawn on the wall.
An arrow below it points east.

ERNEST

Graffiti artist, uh?

(To Homeless People)

Look guys, just get off my beat,
you hear? Get moving.

Ernest hustles them out. The homeless people glare at
him, pick up their things and head into the gloom.

Ernest watches them go. He turns back to the graffiti
painting of The Stickman.

DISSOLVE TO:

INT. SUBWAY TUNNEL - LATER

Ernest walks deeper into the tunnels. Dusklight slants in
weakly from grates above.

He stops as a RUMBLE is heard ahead of him. He ducks into
a recess in the wall. The RUMBLE grows LOUDER, LOUDER.

A SUBWAY TRAIN curves around the bend up ahead, its
HEADLIGHTS raking the opposite wall to reveal...

A FIGURE crouched over something.

We hear CHOMPING and SWALLOWING sounds.

CU ERNEST

Squinting to see over his flashlight beam.

ERNEST

Hey, buddy!

No answer. Just the wet sounds of food getting chewed and ingested. Ernest is revolted.

ERNEST

Get off my track...

The crouching figure lifts its head and looks around in a unusually quick BLUR OF MOTION. It's the OVERCOAT MAN.

Another distant RUMBLE. Ernest's clothes flutter in the puff of hot wind that signals an approaching train.

Ernest pulls a CAN OF MACE from his belt, begins to advance.

The Overcoat Man stands up.

Ernest stops in his tracks.

For he sees that the Overcoat Man is holding a large OBJECT in his arms. Something wet and shiny with blood.

A dead dog.

The Overcoat Man drops the animal. It rolls slowly down his chest...

...and is briefly caught BY ANOTHER SET OF ARMS EXTENDING FROM HIS TORSO.

ERNEST

Sweet Jesus...

The Overcoat Man lets the animal fall to the ground. He begins walking toward Ernest.

Ernest backs away.

The Overcoat Man LEAPS on him just as the SUBWAY TRAIN ROARS PAST!

CRACK! Ernest's body is twisted and crunched by powerful arms.

Through the strobing windows we see Ernest enveloped by the dark figure, then raised above, taken away.

TRACK

The can of mace rolls next to the track as the TRAIN CLEARS.

The track is empty again.

CUT TO:

INT. EXHIBITION HALL - BANNER

We PAN across the banner: 'ARCHITECTS OF NATURE'.

INT. EXHIBITION FLOOR

EXHIBITS under glass set up throughout the room: Insect chambers and vaults of great complexity, etc.

An opening night CROWD of affluent MUSEUM PATRONS. All tuxedos and painted smiles. Some peremptorily peruse the displays; most just camp out at the buffet table.

Peter enters, dressed in his worksuit. He scans the room, sees Siri leaning against a wall by the buffet table, drinking an orange juice. He goes over to her.

PETER

Heya.

(Kisses her on the
cheek.)

Where's the boss?

Siri gestures to the far end of the room. Susan stands alone, sipping a chardonnay by an ANT MOUND exhibit.

SIRI

Ant mound.

Peter notices Siri seems unusually weary. She covers one of her eyes.

PETER

You okay?

SIRI

It's just a headache. We were sandblasting Trump Tower here since four this morning.

PETER

Maybe you should sit...

SIRI

I'm fine. Go talk to Susan. She could use a good word right now.

She nods for him to go ahead. Peter leaves.

Siri closes her eyes. She rubs the bandage around the insect bite on her hand.

PETER

approaches Susan. She's staring through thr glass panes of the exhibit at the crowd of patrons. In the refraction, their black tuxedos and evening gowns seem to blend into one another.

PETER

Great crowd.

SUSAN

No such thing, baby.

She looks over at the crowd congregated around the buffet table.

SUSAN

I get the feeling they came more for the potroast than the apterids.

PETER

Fuck 'em. They don't know what they're missing.

SUSAN

(Distantly)

Right.

Peter looks at her.

PETER

What's wrong?

Susan sighs.

SUSAN

Oh...nothing that a little menopausal's pee daikiri couldn't cure. Least that's what I thought.

Peter looks at her, notices that one of her hands is on her stomach.

PETER

(genuinely moved)

Oh, no, you were --

SUSAN

I was just late.

Susan nods. Peter takes her hand. They sit by the ant mound.

SUSAN

Ironic, don't you think? These guys can hatch hundreds of offspring in a single clutch of eggs, right? And here we are...

PETER

Susan, we're not b --

SIRI (O.S.)

Susan?

Susan looks up to see Siri standing on the other side of the glass case.

SIRI

(Weakly.)

I'm sorry. I think...I need...

One of her eyes is completely bloodshot. Her mouth is bleeding. She puts her hand on the case to steady herself.

Her fingers leave a STREAK OF BLOOD on the glass.

SUSAN

Siri...

Siri collapses. The exhibit tips over.

Peter pulls Susan out of the way just as the exhibit FALLS AND SMASHES TO THE GROUND!

SUSAN

Siri!

The room erupts into COMMOTION.

Susan and Peter run to Siri, who lies unconscious on the floor.

Peter gently turns her over.

Siri's BLEEDING from the corner of her mouth. Just like the Chinese workers in the sweatshop.

Tuxedoed people encircle her next to the insect mounds.

SMASH CUT TO:

EXT. NEW YORK STREET - NIGHT

An ambulance races down the avenue toward a distant hospital.

INT. HOSPITAL - HALLWAY

Siri is rushed on a gurney toward the Emergency Room.

Peter and Susan walk next to it talking to DR. CHRIS RAYMOND, a 35-year old ER physician.

PETER

...I think it's some kind of systemic infection, Chris. I saw a few cases like it yesterday. A sweatshop in Canal.

RAYMOND

(to Peter.)

Okay, look. You better come in with me. Help me through.

INT. EMERGENCY ROOM

Raymond, Peter, and several other ER STAFF work on Siri, now lying on an operating table.

RAYMOND

(To Peter)

All hands on deck, Pete. Remember the drill?

PETER

It'll come back to me.

RAYMOND inspects Siri's wounded hand. The bandage has been removed. The bite-wound is infected and suppurating. A large red circular RASH around it.

PETER

Looks like a Lyme disease rash.

RAYMOND

It's not consistent with the internal bleeding. Any idea what bit her?

Peter shakes his head.

RAYMOND

I think we're gonna need to have that specimen here.

An ASSISTANT finishes inserting a catheter down her throat.

Blood and fluid leak up through the clear tube.

ABOVE THE OPERATING THEATER

Staring down through the circular glass deck, Susan silently observes the procedures.

CUT TO:

INT. MANNY'S APARTMENT - NIGHT

Salmon-colored LIGHT slants in from sodium vapor streetlight.

PAN through the shadowy room, past Manny's sleeping form to Chuy, asleep under a tent made of an old Star Wars blanket.

A RHYTHMICAL CLICKING SOUND is heard from outside.

Chuy pops his head out from under the blanket, listening.

EXT. FIRE ESCAPE - NIGHT

Wearing only his pajama bottoms, Chuy steps out on the fire escape with his spoons in hand.

The CLICKING RESUMES from the building across the street.

OVERHEAD VIEW

The barefoot little boy crosses the street, steps through the center of the huge PAINT STAIN on the sidewalk.

The CLICKING sound comes again.

STREET LEVEL

The CLICKING comes again from inside the flophouse. It continues a little bit, then stops.

Chuy CLICKS his spoons together, mimicking the sound.

Beat. A CLICKING from within again; almost an answer.

Chuy ducks under the yellow DOH tape, walks toward the front of the building.

He comes to the boarded entrance. There is a hole, narrow, and low in the doorway.

Chuy squats, begins to wriggle through it.

INT. FLOPHOUSE - LOBBY

Chuy steps into the lobby.

The CLICKING comes again, from further inside.

Chuy moves to find it.

CHAPEL

Bits of STREETLIGHT slant in. Chuy walks slowly, listening.

He steps into the SHADOW of a LOOMING FIGURE. He turns...

CHUY'S POV - CRUCIFIX

We start on bleeding, nail-pierced feet, then TILT up the twisted body to the face of Jesus, looking down.

CHUY

stares without emotion at the plaster figure.

MOVEMENT to his side. He turns again.

A dimly-lit FIGURE stands before him.

Shapes fold and regroup in the darkness, resolving into the tall figure of the OVERCOAT MAN.

The Man begins to emit the CLICKING NOISE from under his chin, his whole head VIBRATING.

Chuy smiles. He has a beautiful smile.

CHUY
Mr. Funny Shoes.

He plays his spoons, imitating the sound the figure made.

He is answered...but this time, it's from the other side of the room. We PAN as he turns.

ANOTHER OVERCOAT MAN appears in the shadows.

Chuy GIGGLES, delighted.

CUT TO:

INT. HOSPITAL - WAITING ROOM

Susan and Peter.

SUSAN
...you don't even know what you're looking for.

PETER
You said that thing was big as your hand. I don't think I'm going to miss...

SUSAN
Why take the chance? Just let me go down there with you...

PETER
No.

Susan glares at him. Peter sits down by her.

PETER
Susan, listen to me: you handled that insect almost as much as Siri...

SUSAN
It didn't bite me.

PETER
I know. But if it was carrying something...there's a chance you could have been exposed.

Susan is silent.

PETER
Chris is going to run some blood tests on you. I want you to stay here till he's absolutely sure you're clean. Okay?
(MORE)

PETER (CONT'D)

Then you'll call me... You'll
catch up with us...

Susan looks up at him. Finally, she nods.

PETER

We'll be all right, Sus. I promise.

He leans over, kisses her gently. But Susan seems hardly
reassured.

CUT TO:

INT. MANNY'S APARTMENT - PREDAWN

The blue hours before dawn. Laconic movement outside.
New York dragging itself out of bed.

We FIND Manny fixing some melted cheese sandwiches on a
hot plate. He addresses Chuy's tented bed behind him.

MANNY

My father saw me stay in bed, he'd
go get a pitcher. Cold water,
whoosh, I tell you that's some
alarm clock, brrrrrr!

Manny cuts the bread in four equal sections and arranges
them in a star-shaped pattern. A breakfast ritual of some
kind.

MANNY

Ah! There you go! The way you
like 'em, Chu-chu...
(He pours a glass
of milk.)
We're low on milk, you remind Grampa
to pick some up tonight, okay?

He walks over to Chuy's tent bed. He pulls the sheets
aside. His grandson is gone.

CUT TO:

EXT. SEWAGE FILTRATION PLANT - PREDAWN

Sewage water BUBBLES in huge tanks.

A WORKMAN walks down catwalks above the tank, disengaging
the larger pieces of debris from the filter areas with
grappling hooks. Shoes, tires, rags...

A GRINDING SOUND is heard. The Workman YELLS out to a
CONTROL BOOTH above.

WORKMAN

Hold up! We gotta block on filter
D.

SOUND of the pump coming to a halt.

The Workman walks to the filter area. He sinks his grappling hook into the polluted waters.

UNDERWATER SHOT

Spooky, silent. The grappling hook moves like a scythe to the filter...

...past long, soft filaments of RAGGED TISSUE...

...and connects with a LARGER FORM.

ABOVE WATER

The Workman feels the grappling hook connecting. He gives a YANK, hooking whatever it is.

He begins pulling it up.

A PALE FORM bubbles to the surface.

The Workman's face goes pale.

WORKMAN

Oh, God...

A grating VOICE from the control booth is heard over the P.A.

CONTROL BOOTH VOICE

What's the problem?

It take the Workman a moment to speak.

WORKMAN

I think it's a baby!

The Workman pulls the form (as if that will do any good) toward the edge of the tank.

He bends down, and now gets his first good look at it.

The Workman SCREAMS.

His grappling hook falls from his hand, into the sewage.

CUT TO:

INT. HOSPITAL - ICU WARD

Susan watches Siri from behind a pane of glass. Siri is connected to a respirator, her vital signs monitored by several machines.

Raymond approaches Susan, two cups of coffee in his hands.

RAYMOND

How you feeling?

SUSAN

You tell me.

He smiles, gives her one of the cups.

RAYMOND

Your blood tests were all negative.
You checked out.

Susan visibly relaxes. She looks back at the ICU ward.

SUSAN

What about Siri?

RAYMOND

She's stable. I don't think there's
any immediate danger, but we'll
have to keep her under
observation...

SUSAN

You think it's some form of
Strickler's, don't you?

Beat. Raymond shrugs.

RAYMOND

Pathology's still working on the
tissue samples. If it is...it
must be an errant strain. Shorter
incubation period.

(Beat.)

I'm sorry, Sue. We just don't
know yet.

INT. HOSPITAL - BATHROOM

At the sink, Susan runs water over her hands, her face,
trying to collect herself. She looks up in the mirror.

We see that her eyes are swollen, tear-stained.

INT. HOSPITAL - HALLWAY

She walks out of the ladies room, drying her face with a
paper towel.

SOUNDS of a nearby argument catch her attention.

JEREMY (O.S.)

...how many times I gotta tell
you, man: we can't accept this!

EMT (O.S.)

Well, what the hell else am I
suppose to do with it?

Susan heads in the direction of the voices.

INT. HOSPITAL - HALLWAY NEAR MORGUE

An ORDERLY (JEREMY) argues with an EMT. Their point of contention: a small FORM lying on a stretcher.

JEREMY

Take it out back and throw it in
the friggin' dumpster!

EMT

Not unless somebody signs for it.

Susan walks toward them, catches sight of the tiny form.

Her eyes go wide.

SUSAN

Oh, my God.

Jeremy notices her.

JEREMY

Hey, you can't...

SUSAN

What's your name?

JEREMY

Jeremy...

SUSAN

Okay, Jeremy...go get Dr. Chris
Raymond, will you?

JEREMY

Lady...

SUSAN

Did you hear me? Get Dr. Raymond!
NOW!!

Jeremy hesitates. But if her tone wasn't enough, the stare she gives him certainly is.

JEREMY

Okay.

Jeremy backs away, takes off down the hall.

Susan approaches the stretcher.

SUSAN

(To EMT)

Where'd you find it?

EMT

Washed up at the filtration plant
on Bank street. Some asshole there
thought it was a baby. They called
us.

Susan bends over it. She covers her mouth and nose at the
stench.

EMT

It's a lobster, right?

But it's not. What lies on the stretcher before them looks
more like a demon from a Brueghel painting.

A THREE FOOT INSECT. It's mephitic, pink-white body is
rotten, falling apart. The head's intact, with strange,
large jaws thrown wide open. The chitin on one is half
gone.

CUT TO:

INT. SUBWAY LOCKER ROOM

Josh deposits a backpack full of equipment on the floor,
along with a small acrylic cage. Peter trains his
FLASHLIGHT into the bank of lockers.

Leonard, weary and pissed, looks at his watch.

LEONARD

Better hurry it up, Doc. My shift's
almost over.

Josh hands him a piece of paper.

PETER

Guess someone requested you for
overtime...buddy.

Peter braces his legs and tries to push the whole bank of
lockers clear -- the locker section tips and falls with an
ENORMOUS BANG, which echoes loudly off the tile walls.
Dust flies everywhere.

When the dust settles and flashlights are focussed on the
area of the wall where the lockers stood, we see a LARGE
HOLE.

CUT TO:

INT. MORGUE - DAY

Using a steel probe, Susan examines the dead insect.

SUSAN

Posterior sternites are gone...half
the protonum rotted off.

Raymond lifts one of the wings. A CLUMP OF WHITE LARVAE feasts on the flesh underneath.

RAYMOND

Maggots...

SUSAN

Near hatching. Thing must've died about three weeks ago.

Susan closes the mandibles and examines them.

SUSAN

Do you have a polaroid?

CUT TO:

INT. SUBWAY TRACKS

Water DRIPPING from overhead, ECHOING footsteps - very spooky. Leonard leads Peter and Josh down the tunnel --

LEONARD

You all watch your step. We got some burrows goin' down seven stories here. You fall, I don't wanna have to come pick you up.

JOSH

(Whisper to Peter)
New York's finest.

Monumental archways give way to naves as big as Notre Dame.

Josh flashes the ultra-violet light over an abandoned underground encampment, made of cardboard walls, electrical wiring, elaborate debris kitchens.

The walls are completely taken by layer after layer of hand carved initials and messages. Everything from "Kilroy was here" to elaborate quotations from the bible.

JOSH

There's really people living down here?

LEONARD

Mole people. This section was pretty popular, all the way to Fulton Street...

Their flashlights shine in a haze of brown dust. The air is heavy.

LEONARD

Substance abusers, mental cases... Then about a year ago, Poof! All gone. Rumors got started... Someone found a couple of stiffs...

They work their way down a steep incline. They're covered in sweat.

LEONARD

Down here's the land of talk, see?
So the wildest version goes the
farthest. They mark that area
with a sign or a drawing, and its
as good as closed.

(chuckles)

We had one fella... for years said
he was Bela Lugosi. Got him on
Geraldo.

Peter's cellular rings. He picks up - big static --

INTERCUT WITH:

MORGUE

Susan's got the phone up on her shoulder, clamped against her ear. Raymond's cranking out a bunch of Polaroids. Color shots of the insect, from every angle.

SUSAN

It's me. Can you hear me?

PETER

(phone, barely
audible)

Yeah, barely. We haven't found
anything down here. Nothing...

Jeremy goes to the fridge for a beer.

SUSAN

I have.

The fridge light plays over the large insects jaws. It makes out a few new ridges and valleys. Raymond snaps a couple of Polaroids.

SUSAN

I'm on my way. I've got something
for you to look at...

Susan notices something weird and undefinable about the contours of the claws... But she can't put her finger on it.

BACK AT THE TUNNEL

PETER

We'll be back at the platform in...

LEONARD

20 minutes. If you don't go sight-
seeing anymore.

PETER

(To phone.)

20 minutes.

(Beat.)

Susan?

The call is lost. Peter tries to change frequencies, but it's useless.

Peter replaces the phone in his pocket. He walks off.

LEONARD

Funny. Shoulda seen some track bunnies by now.

JOSH

What?

LEONARD

Track bunnies. Rats. They're usually around.

No one notices the OVERCOAT MAN carving on the wall.

CUT TO:

INT. MANNY'S APARTMENT - NIGHT

On Manny's dining room table, a heap of unpolished shoes has accumulated. The radio is playing a sad, elegiac Tango.

MANNY

No, no, please understand... I can't wait that long.

Looking disheveled and tired, Manny clutches the phone, listening intently.

MANNY

Please. I write it down.

(he writes)

2... 8... 7... 3. What does this mean "case number"? Okay. So, now what? When can you...?

He holds a color snapshot of Chuy sitting on a mailbox.

MANNY

No, I can't wait...no, listen...

Click. Manny slowly hangs up. He stares at his notepad, at the number 2873.

MANNY

Hijos de puta.

He crumples it up, throws it away, crosses to the window, picks up Chuy's last wire figure --

FIGURE, CLOSER

Another human-looking figure, long and thin, but with something slightly off about it.

It has six limbs instead of four!

MANNY

frowns, looks down at the dark flophouse across the street.

MANNY

Mr. Funny Shoes.

Distant thunder is heard.

BATHROOM CABINET

Manny takes a STRAIGHT RAZOR from the bathroom cabinet, opens the blade.

EXT. SUBWAY STATION - DAY

Susan arrives at the stairs leading down to the subway station. A COUPLE passes her on their way up.

A sign over the entrance says "STATION WILL CLOSE FOR REPAIRS AT 3 PM - TOKENS ONLY". Susan looks around -- the area is semi-deserted, a bit creepy.

She takes a deep breath, descends.

INT. SUBWAY - DAY

Susan pushes through the turnstile, enters the long corridors of gleaming tile, a somewhat de-humanizing atmosphere, straight out of a George Tooker painting.

Very creepy. Susan's footsteps ECHO in the empty tunnel. She sneaks a nervous glance over her shoulder -- nobody is following her --

PLATFORM "A" DELANCEY

Susan observes the locker room door impatiently. A small crew of REPAIRMEN are dismantling a row of fluorescent lights.

She sits and waits.

CUT TO:

INT. DEEP IN TUNNEL

Peter, Josh and Leonard walk through a darker area. The floor beneath them suddenly changes, becomes tile.

JOSH
(Sniffing)
Smells like acid.

Peter stops, looks around.

PETER
Ammonia.

Josh walks to the right, where the smell seems to emanate from. At last they come to

INT. VAULTED AREA - CONTINUOUS

Josh LIGHTS a flare, sets it on the ground, walks ahead. The ominous RUMBLE of a subway is heard in the distance.

A cracked WATER MAIN above. Water dribbles to the ground.

JOSH
Peter...

PETER
Yeah...?

JOSH
There's some weird shit here.

PETER
Weird shit...?

JOSH
Take a look.

Leonard shines his flashlight ahead.

Revealed, quite literally, is a world of shit.

LARGE FECES scattered everywhere: on the floor, hanging sausage-like from the ceiling. One can almost taste the stench of old ammonia.

Peter puts on a rubber glove, inspects one of the fecal stalactites.

JOSH
Fecal matter, unknown origin: weird
shit.
(Beat)
Whatever it is, it's not human.

Josh breaks off a sample, drops it in a jar with a hard THUNK. Leonard turns away in distaste.

LEONARD
And it needs some metamucil.

CUT TO:

EXT. FLOPHOUSE - NIGHT

It's raining like hell. Manny approaches the abandoned flophouse.

He peeks through the boarded-up front entrance. Right there, on the dusty lobby floor, clearer than the larger shoeprints...

...he discovers a trail of tiny, barefoot prints.

MANNY

Chuy...

He kicks experimentally at the planks, but they're far too strong.

ALLEY

Manny explores the opposite face of the building, looking for a way in.

A DOG is BARKING incessantly. Manny turns.

Something moves in the shadows! Something long and thin, haloed by the rain.

It moves again, the streetlight touching it for a fleeting moment as it totters around to the rear of the building.

It's The Overcoat Man!

The man hurries past. Manny sprints after him.

ALLEYS

Manny comes running around a pile of grocery crates.

There is the OVERCOAT MAN.

CARGO WORKERS mill around a group of vegetable trucks, unloading produce.

The OVERCOAT MAN attracts no attention. Keeping his head down, staying near the shadowed buildings. Jumping and hopping, he skitters into an alley.

FOLLOWING

Manny has to trot to keep up with the mysterious figure. He pauses to take a pill and place it under his tongue.

Once it takes effect he moves on.

The OVERCOAT MAN has moved past a chainlink fence. How??

It's too high!!!

The old man squeezes through a jagged opening. The metal fabric cuts his shirt.

On the other side: a dead end. Nowhere to go except for...

A SEWAGE GRATE

Manny lifts it.

SEWAGE PIPE

Manny lands on his feet with considerable difficulty. He flicks his lighter flame and opens the straight razor.

This pipe is carpeted with trash and a thick crust of dirt.

Something moves under a wet newspaper: a thick mass of long-legged spiders dissolve onto the walls and floor.

Suddenly...the distant sound of spoons playing.

MANNY

Chuy...

Manny pulls a rosary from his pocket, wraps it around his wrist and crosses himself with the razor...

...then begins to move down the pipe.

CUT TO:

PLATFORM "A" DELANCEY

Susan examines the Polaroids. She pulls out a payday bar.

The crew of repairmen are leaving.

REPAIRMAN

Hey, Lady, all power will be down in five minutes, okay?

SUSAN

Okay....

She munches on the bar. She stops: one snapshot has caught her attention. The fridge light illuminated this photograph.

Susan turns it around... and around... Trying to find something different in the lines.

A train roars by.

THEN SHE NOTICES IT:

THE POLAROID

The closed jaws. They look like A HUMAN FACE.

SUSAN

Gets up nervously and heads for the dor to the locker room.

A whole row of lamps goes off. The rest flickers in and out.

Then we see, now standing on her platform: THE OVERCOAT MAN!!

He looks at her between a row of columns under the dead neon lights.

Susan tries the locker room door. It's unlocked.

INT. LOCKER ROOM - SUSAN

carefully crosses the floor to the bank of lockers.

She kneels to examine the hole in the wall. She hears a noise.

THE OVERCOAT MAN is moving toward her.

SUSAN

Peter?

OVERCOAT MAN

The man's face TIPS BACK...

...raising the complex, glittering INSECT HEAD FROM BEHIND

ITS MASK-LIKE FRONT JAWS.

Its multi-parted MOUTH clicks OPEN.

Susan SCREAMS!

The thing charges, its "coat" opening to reveal...SIX LEATHERY WINGS, fully extended! The wingspan blocks the whole tunnel, they vibrate rapidly.

Susan tries to run, but the creature -- hereafter known simply as "The Mimic" -- LEAPS ONTO HER CHEST!

She's dragged screaming into the hole.

Their silhouettes recede rapidly amidst a confusion of legs, wings and pipes.

CUT TO:

INT. VAULTED AREA

Peter and Josh put the fecal samples into the back-pack.

Leonard stands at the other end of the area. He inspects some OLD SCAFFOLDING set up at an opening which leads to

THE REMAINS OF AN OLD STATION

fifteen feet below.

LEONARD

I've never been this deep. This area here is the Old Armory station. They built it in the 40's. Ran out of money half-way through...

It's like Grand Central's dead little brother. Tiled mosaic walls, columns, monumental arches. Spaces for shops. A group of abandoned turn-of-the-century subway cars on parallel tracks.

LEONARD

Okay, the fat lady's singing. Time to go.

Everything is gray with dust.

PETER (O.S.)

(To Josh)

I want a team in here by six tonight, hands and knees with toothpicks...

Leonard squints down at the planks of the scaffolding.

A NYMPH -- big as the one seen earlier -- emerges from a pile of nearby feces as if it were part of the mound.

Keeping his eyes fixed on the insect, Leonard coolly bends down, picks up a ROCK.

PETER

putting the last sample boxes into the back-pack, looks up and sees

LEONARD

step onto the scaffolding, raising the rock to crush the nymph.

PETER

Don't!!

SMASH! Leonard tosses the rock at the insect, crushing it.

Peter rushes to the insect's corpse on the scaffolding.

LEONARD

Did you see the size of that thing?!

PETER

Look what you did! You stupid sonofa --

A CREAK from the scaffolding at their combined weight.
Leonard grabs Peter, tries to pull him from the scaffolding.
CREEEEEEAAAAAK!

THE ENTIRE SCAFFOLDING GIVES WAY!

Buckling diagonally...

...taking Peter and Leonard with it...

CRASH! Both Peter and Leonard are thrown to the ground of the station below. The scaffolding falls around them.

JOSH

rushes forward.

JOSH

Peter!

PETER AND LEONARD

stir in the wreckage. Peter rises shakily. He puts his glasses on. One of the lenses is badly smashed.

PETER

It's okay. I'm all right.

He tries to help Leonard up; Leonard knocks his hand away.

LEONARD

Get the hell away from me!

Peter looks up at Josh.

PETER

(Deadpan)

He's all right, too.

Leonard brushes himself off, checks out his walkie-talkie.

It's been broken in the fall, a tangle of plastic and wires.

He curses under his breath.

Peter checks the wall for a handhold. But there's only smooth tile and dust.

LEONARD

Oh, that's gonna work.

PETER

You got a better way up?

Leonard removes his badge, tosses it up to Josh.

LEONARD

(To Josh.)

Show that to the station manager.
Tell him Leonard's gonna have his
bubble-butt he don't have someone
down here in ten.

JOSH

H-how do I get...?

LEONARD

Way we came. Take the first tunnel
to your right...

Leonard's voice echoes off the cavernous walls. Josh hurriedly writes it down in his notebook.

LEONARD (O.S.)

Go left. Go left again till you
hit the fork... Then right again.
You got that?

JOSH

I think so. One right, two lefts...

LEONARD

And a right.

JOSH

Right.

PETER

Go Josh. Now.

Josh obeys.

CUT TO:

INT. NICHE

We hear a persistent BEEPING...

A concrete ROOM filled with glimmering debris. Cans, eyeglasses, fake teeth, chrome, foil, glass shards, broken watches.

Susan lies unconscious, half-sunk in a mulch of decomposing food, old newspapers, plastic garbage bags. An inch of brown WATER burbles past her bloody head.

SOMETHING jostles her, rocking her back and forth.

Her eyelids slowly open.

A HUGE MIMIC IS PERCHED ON HER BODY!

Its WINGCASE is drooped around her like a shroud. The creature furiously tears at her jacket, trying to get at Susan's beeper.

The beeper spills from her pocket along with several Pay Day bars. The Mimic CRUSHES the machine instantly, then chomps up all the candy bars with a single move of its mandibles.

Susan watches in terror as the creature steps away.

A SOUND from an adjacent tunnel. Susan looks...

...and sees ANOTHER MIMIC pulling the REMAINS OF A MAN into the darkness.

Susan gropes around her in the soggy debris, looking for some weapon.

SUSAN'S HAND

Her fingers close around a three-foot piece of RUSTY PIPE.

Something dark drips on her hand.

SUSAN

looks up. Above her, a badly decomposing HUMAN FOOT, or what is left of it. All part of the excarnated corpse of the Chinese Preacher. His gold cross shines boldly in the dark.

Susan GASPS.

THE MIMIC

hears the sound. It immediately SKITTERS back to her.

SUSAN

jerks herself sideways...

AND STABS THE PIPE into the Mimic's thorax with a wet CRRK!

Susan heaves herself up, pushing the thing onto its back.

The Mimic BUZZES furiously, milky WHITE FOAM pumping from the wound. Its legs slash the air as it tries to right itself.

Susan runs for the tunnels, debris falling from her clothing.

CUT TO:

JOSH

comes to a t-junction. He checks his notepad for the appropriate direction.

He turns, heads left.

CUT TO:

INT. TUNNELS

Susan staggers through a dark PASSAGEWAY. Water drizzles into her grimy face. She looks up.

Rain leaks from an overhead grate three stories up. She can see the SHOES of PEOPLE walking to and fro above.

SUSAN

HELP!!!

EXT. STREET ABOVE - NIGHT

Life as usual on Delancey street.

Pedestrians crisscross the metal grate, hunched under their umbrellas. Traffic noise, T.V. displays on street front stores, boom boxes, car horns...

They drown out the tiny sound of Susan's voice...

SUSAN

hears distant FEET SCURRYING toward her, punctuated by a metallic CLANG! CLANG! CLANG!

SIDE TUNNEL

CLANG! The metal pipe, still imbedded in the Mimic, BANGS the wall as the insect moves down the dripping narrow tunnel.

SUSAN

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

A HOLE is below, dropping off into darkness.

The Mimic's CLANGING grows louder.

Susan sits herself on the edge of the hole, grasping the metal lid by handles on its underside.

The Mimic rushes into the chamber, speeding toward her...

Susan JUMPS into the hole, hanging onto the lid...

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

The Mimic touches the lid with its antennae, confused.

INT. HOLE

The TICK-TICKING of the Mimic's antennae scanning the lid.

Susan hangs from the handles on the lid, her arms trembling.

Susan's strength gives out. She lets go, falls.

PIPE GALLERY

Susan CRASHES onto a juncture between two large PIPES.

She MOANS in pain.

CLOSER - SUSAN

secures her position, looks down. A seemingly bottomless pit below, crisscrossed with a FOREST OF PIPES AND DUCTS.

The nearest pipe above her is well beyond reach.

She is trapped.

Then she hears the SOUND of the LID OPENING above. She holds her breath.

A faint YELLOW LIGHT of a lighter flickers down at her.

CUT TO:

WET SECTION

Josh cautiously enters a vaulted area. Old pipes have been ripped from the walls. WATER gushes over the steel-plated walls. He looks around -- this doesn't seem familiar.

Josh freezes as he sees something behind a loose metal PLATE on the wall.

He yanks at the plate -- it gives a little bit. He yanks harder -- the plate falls down on one side, hanging precariously from a loose bolt.

It reveals A HOLE PACKED WITH DOZENS AND DOZENS OF OOTHECAS.

He leans close to examine them -- there is a NOISE in the tunnel behind him.

JOSH'S POV - WATERFALL

A curtain of WATER falls over the side of a pipe onto the floor. Behind it, something ENORMOUS crawls into view.

Multiple legs, antennae, an elongated body distorted by the

WATER AND THE LIGHT OF A FLARE. IT STOPS.

JOSH

Holding his breath and tiptoeing sideways, never taking his eyes off the thing, Josh begins to move away. He sees a narrow OPENING in the wall -- there seems to be dim LIGHT coming from something beyond it.

He tries to squeeze through the opening.

MIMIC

The creature is immobile behind the sheet of water, as if mesmerized by its flow --

PIT - JOSH

With tremendous effort, Josh passes through the opening.

He finds himself inside a bowl-shaped mud hole. Scattered around him he sees FUNNY BUNNY PATCHES that were sewn in the sweatshop. He trips on a half-buried SEWING MACHINE. He looks up.

Above him is a grate. He's come to the SHOWER ROOM of the sweatshop!

INT. SWEATSHOP SHOWER ROOM

Empty now, except for the rusting sewing machines in a corner. We TILT to see Josh moving the grate away. He

JUMPS - NO WAY HE CAN GRAB ONTO THE SLIPPERY TILE.

HIS HANDS SLIDE!!

PIT

Josh puts the old sewing machine upright.

OUTSIDE

Suddenly, the bolt hinging the plate gives way and... the steel plate hits the ground: KLANGG!!

THE MIMIC

leaps into action!

PIT - JOSH

hears the CLICKING, fairly close. He shines his light back down the hole he entered through.

JOSH'S POV - THE MIMIC

moves past the waterfall and takes the wall at full speed.

JOSH

Oh shit, oh shit, oh shit!

He stands on top of the sewing machine, wobbling, reaches for the floor above.

SWEATSHOP SHOWER ROOM

Josh's head and one shoulder are in through the hole. His arms tremble. He makes a desperate lunge and manages to grab the POWER CORD of one of the abandoned sewing machines.

THE MIMIC

rushes through the opening without even slowing down.

JOSH

pulls himself up, up -- WHAM! The Mimic hits the lower part of his body, BLOOD spraying up through the hole. He SCREAMS, grasps the cord with both hands!

He is brutally YANKED down into the hole, the sewing machine tipping, then dragged across the tiled floor till it wedges violently in the hole!

We track over to reveal, one of Chuy's perfectly executed WIRE SCULPTURES. Sitting atop another sewing machine.

CUT TO:

INT. REMAINS OF THE SUBWAY STATION

A ring of FLARES burns in the darkness like an island. Peter lights another one, revealing a space buried in layers of dust and time.

Cracked MANNEQUIN FACES stares out from an unopened TAILOR SHOP. A FLOWER PARLOR decorated with cobwebs. A yellowed NEWSPAPER on the floor, its headlines reading: GERMAN TROOPS DRIVEN BACK ACROSS RHINE.

Peter looks up to see Leonard approaching from the track.

PETER

Any luck?

LEONARD

Well...there's an old service elevator half a mile down the tracks. Ain't gonna be much use, though. Lines are dead.

Peter shines his flare up at a thick cord of cables which HUM ominously with electricity.

PETER

You said those cables're still live. Can't we rewire...?

LEONARD

Oh, man, there you go again.

PETER

What?

LEONARD

Those things bring juice to the
new stations. You just can't rewire
that shit...

Peter approaches him.

PETER

For Chrissakes, what's the problem?
You need a memo every time you
fart?

LEONARD

All right, motherfucker, that's
it.

He pushes Peter violently. Their eyes lock and meet.

Inches away from a fistfight.

PETER

Hsh! Hsh!

A SOUND rushing towards them, its echoes increasing by the
second.

Where is it coming from?

Peter looks at Leonard. Leonard unbuttons his holster
clip, places his hand on his .22 A SHADOW appears outside
the archway.

It steps onto the platform.

Leonard frowns.

LEONARD

(tentative)
Manny?!

The old man stumbles out of the darkness, out of breath.
A rusted crowbar in his hand.

Leonard walks over to him solicitously.

LEONARD

My God, what the hell are you...?

MANNY

Hurry, the woman needs help!

A shadow crosses Peter's face.

PETER

Woman?

CUT TO:

INT. PIPE GALLERY

OUTSTRETCHED HANDS in the darkness.

REVEAL Peter leaning across the void with one hand while Manny and Leonard grip his other.

Susan below, balancing precariously on the crisscrossing pipes. A mess, but still alive. She reaches up to Peter.

It's too far.

SUSAN

(A whisper)

Don't.

PETER

Listen to me: we're getting you out.

Leonard and Manny pull Peter back into

INT. TUNNELS

Peter undoes his belt.

PETER

(To Manny and Leonard)

Give me your belts.

They obey. Peter buckles them together with his. He then loops one end around a bannister, the other around his wrist.

LEONARD

(to Manny, as he ties them together)

What are you doing down here?

MANNY

Chuy. He was taken. He's down here somewhere...

(to Peter)

Oh, please, hurry. I saw what was after her.

PETER

What's...?

MANNY

Just hurry.

Peter takes his word for it. He uses the belts to lower himself to the nearest pipe.

Leonard LIGHTS a flare to illuminate the pipe gallery.

Peter works his way down. The web of pipes seem to recede into Hades.

The lifeline tightens.

Peter gets to the last solid footing, lies down on his stomach and lets the belts down.

PETER
I'm coming, Sus, I'm coming.

But then, he sees something move below her. Then a hollow CLANG! CLANG! CLANG!

SUSAN
No, Jesus, no.

PETER
(To Leonard)
Toss the flare down!

LEONARD
I only got...

PETER
Just do it!

Leonard lets the flare drop from his hand.

It falls past them, ricocheting off the maze of pipes, spinning down to the pitch-black below.

And for a split second the flame illuminates...

THE MIMIC

pipe in its thorax, nimbly CLIMBING THE PIPES TOWARD SUSAN
CLANG! CLANG! CLANG!

PETER'S

eyes grow huge.

PETER
Oh, Jesus...

LEONARD

just plain loses it.

LEONARD
What the fuck is that?! What the
fuck is that?!

SUSAN

knows all too well what's coming for her.

SUSAN
(A desperate appeal)
Peter...

Throwing caution to the wind, Peter reaches the belt down.

PETER

Wrap it around your hand!

Susan at last gets a grip. Peter pulls with both arms.

CLANG! CLANG! CLANG! Getting closer.

PETER

Come on!

Susan struggles for footholds on the slippery pipes, ascending foot by foot...

Peter pulls her into his arms.

CLANG! CLANG! CLANG!

Peter bends down.

PETER

Get on my shoulders!

Susan steps onto his shoulders. He pushes her up...

And Leonard and Manny yank her out.

CLANG! CLANG! CLANG!

Peter scrambles up, SLAMS the lid back on the hole.

PETER

Let's go!

The four of them run.

HOLD ON the lid.

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

INT. ABANDONED PLATFORM

The four humans run down the empty platform. Peter spares a look back.

PETER

Oh, shit...

Far down the tunnel, THE MIMIC HAS SPREAD ITS WINGS AND IS FLYING AFTER THEM!!

MANNY

There!

He points to the open DOOR of an ancient SUBWAY CAR.

They sprint for the car, get to the door. Manny, Peter, Leonard, then Susan...

INT. SUBWAY REPAIR CAR

...tumble inside a repair car crammed with shelves and empty crates.

LEONARD
Get the goddam door!

Leonard and Peter both grab its handle, slide it shut...

SPLACK! The Mimic crashes into it!

KLANGGG! The door bulges out from the impact, almost tearing itself off the hinges.

Susan jumps back. Manny runs to cover her.

The creature is caught, half in, half out, antennae and forelegs waving wildly!

The abdomen CRASHES through a pane of glass.

PETER
Push it! Push it! Don't let up!

Leonard and Peter push harder, barely keeping it pinned.

THE UPPER HALF OF THE MIMIC TEARS ITSELF LOOSE.

WHITE BLOOD SPATTERS everywhere. The Mimic is NOW CUT IN HALF!

The wings flap wildly, the abdomen shatters the safety window's outer panels.

But the FRONT SECTION IS STILL ALIVE. It scrabbles in, spraying white blood...

...drags itself up on the ceiling, then down onto the floor and under a row of shelves in a half-circle around the car till it finally comes to a halt.

Silence. The only sound is a SKITTERING outside.

Susan looks outside the window.

The Mimic's REAR HALF IS STILL TRYING TO PUSH THROUGH THE DOOR, its feet blindly dragging along.

LEONARD
What the fuck was that?

Peter says nothing. Leonard grabs him by the shirt.

LEONARD
You better tell me what the hell's going on here!

MANNY

Hey, hey!! Take it easy!!

PETER

(to Leonard)

We don't know!! We don't know
what it is!

Leonard releases Peter and, cocking his gun moves closer to the still thing.

PETER

Wait a minute --

LEONARD

Fuck you, wait a minute. I'm going
to --

SNAP! The Mimic POUNCES on him, catching his leg in its front mandibles.

A sickening CRUNCH as the Mimic's mouth begins to work the leg like a grinder-blender.

LEONARD

GET IT! GET IT OFF ME!

Peter and Manny try to pull the thing off as Leonard falls and writhes on the floor.

BAM! BAM! BAM! The men flinch away as Leonard empties his guns on it, until the thing's shell finally CRACKS!

But the thing is still locked onto Leonard's leg. Peter tries to work it free from the creature's jaws. No good.

PETER

Its muscles are locked.

LEONARD

(Hoarse)

Oh, Jesus!!

MANNY

Wait...

Manny removes a can of shoe polish from his coat, then starts smearing the stuff onto the Mimic's head and jaws.

LEONARD

Oh, Jesus! It's hitting the bone
man, get it off!!

He lights a CIGARETTE LIGHTER, goes to touch the flame to the flammable stuff.

PETER

(Stopping him.)

Hey hey hey...

MANNY

Is how we make loose the ticks
back home.

Peter hesitates, but lets him go. Manny lights the polish.

WHOOSH...the Mimic's head is engulfed in a halo of flame.
THE LEGS LOOSEN THEIR GRIP.

Peter and Manny yank it free from Leonard, who's PASSED
OUT from the pain. His leg is torn and bloody.

CUT TO:

INT. SUBWAY REPAIR CAR - LATER

We now see the car is 50's vintage. A POSTER of Mickey
Mantle above an empty worktable.

Peter sits before Susan. She's trembling, understandably
shaken from her previous experience. BLOOD pours from a
CUT on her forehead.

Peter takes a bit of torn cloth, puts it to the wound,
then tenderly raises her hand to keep the bandage in place.

PETER

Just keep holding it. Can you do
that for me?
(No reponse.)
Susan?

Susan nods silently. Her hand weakly presses the compress.

MANNY (O.S.)

Doctor Tyler?

He turns to Manny, who sits solicitously next to Leonard.

His wound is wrapped with makeshift bandages. He begins
to stir.

Peter gets up, but Susan's hand is closed tightly around
his, like the jaws of the Mimic. He kisses her gently,
then slowly manages to release his hand.

He walks to Leonard, inspects his wound. Touches the sole
of his foot.

PETER

You feel anything?

LEONARD

Yeah, I feel like ripping your
fucking eyes out...

PETER

Leonard, listen.

(MORE)

PETER (CONT'D)

I need to see if there's any nerve damage before we carry you back.

(No response.)

Look, I'm trying to help you here...

LEONARD

Oh, you helped me here, all right, white boy. You and your goddam memo. You needed to prove your point, uh?

PETER

I'm sorry. But I don't think letting you bleed to death is the best apology.

Peter touches his foot again. Leonard finally nods.

Manny gazes at the Mimic carcass at the end of the car.

MANNY

Where the hell'd that thing come from?

Peter looks at Susan. She remains silent.

PETER

(Quietly)

A mistake.

LEONARD

"Mistake"? What's that supposed to...?

PETER

It doesn't matter, all right? It's dead.

LEONARD

How you know that? Shit, it was runnin' around with its buttside gone and a fucking pipe through its heart...

SUSAN

(Quietly)

It doesn't have a heart.

Peter looks up at her.

SUSAN

Just inner chambers...

MANNY

But it look like a man. It... I saw it.

SUSAN

No...

She gets up, finally moving.

SUSAN

That's what it wanted you to see.

CUT TO:

OUTSIDE CAR

The subway car sits at the end of the platform, windows dimly glowing in the dark. The door opens, and Manny and Peter snatch the lower half and wing pieces back into the car.

INSIDE CAR - A LITTLE LATER

The lower half of the insect has been moved into the car.

Susan is reassembling it.

PETER

So, you're saying this is like those bugs that -- that look like twigs or leaves or...

SUSAN

(shakes her head)
That's camouflage...

Susan displays the partly-charred head.

SUSAN

This is mimicry. They evolve to mimic their predators. A butterfly can look like the eyes of an owl. A caterpillar can copy a snake...

Susan closes the multiple mouth parts into a self-contained bud shape, then pushes back the "face" mandibles.

SUSAN

This has evolved to mimic the most dangerous predator it's ever had...

She holds it in her hand, like Yorick's skull. The mimic's head obscenely mirrors her own. She inserts it into the shoulder cavity.

She stands back.

SUSAN

Us.

CAMERA cranes up and reveals that the thing now looks like THE OVERCOAT MAN.

SUSAN

Mantids can mimic. We gave the
Judas that code...

MANNY

(quotes)

"...and behold he will come that
walks as a man, yet is not a man..."

SUSAN

This, is our baby Peter. Yours
and mine. Aren't you proud?

OUTSIDE OF THE CAR - IN THE TUNNELS

We see four shadows move fast, scuttling on the walls and
ceiling...

...heading towards the car...

INSIDE THE CAR

A SUBWAY MAP on the wall. Red, blue, and orange lines
branching through the boroughs like veins.

SUSAN

All these...they're like tunnels of an insect colony.
Once these things hit a certain population density, they'll
have to move out, form new colonies.

The realization hits the others.

SUSAN

We have to get help down here.
Burn the tunnels before...

She's interrupted by a CLICKING from the tunnel ahead.

It's answered by CLICKING from the tunnel behind.

LEONARD

Get the doors!

A brief glimpse down the car shows too many OTHER DOORS to
close in time.

PETER

Is there a switch?

LEONARD

Third rail is dead.

(To Manny and Susan.)

Get me up. There must be a manual
override in the booth.

Manny and Susan help Leonard up.

SUSAN
(Whispering to Peter)
The lights!

Peter turns off the flashlights.

Susan and Manny help Leonard to the car's CONTROL BOOTH.

PETER LOOKS OUTSIDE

where the silhouette of a MIMIC moves to the rear of the car.

CONTROL BOOTH

Leonard opens a box on the side-wall marked MANUAL OVERRIDE.

Inside, there is a large, HEXAGONAL SHAPED HOLE.

LEONARD
(Starts looking
around)
Where's the damn crank?!

OUTSIDE

The Mimic is only yards away.

OTHER SHADOWS emerge from the distant dark.

INSIDE

Manny leaves Leonard and Susan to look for the lever crank.

He runs to help Peter try and shut the doors manually.

But it's useless. Many of the doors won't budge.

PETER
(hissing a whisper)
They're coming!

OUTSIDE

The shadows get nearer, their CLICKING louder...

CONTROL BOOTH

Susan looks under the dashboard, finds a HEXAGONAL SHAPED ROD. The lever crank.

SUSAN
I got it!

Susan gives it to Leonard. He JAMS the rod into the hexagonal shaped hole. Perfect fit.

Leonard begins CRANKING the thing. But it's rusty and slow...

SUSAN
Hurry! Please!

THROUGHOUT SUBWAY CAR

The doors begin to swing shut very slowly.

OUTSIDE - A MIMIC'S POV

sees the moving doors, starts heading for them.

CONTROL BOOTH

Leonard can't crank fast enough. Susan joins in, putting her hands over Leonard's. Both spin the thing as fast as possible.

SUBWAY CAR

Peter and Manny each pulling on a door, trying to speed up the closing process.

SHADOWS are seen approaching, now very close.

CONTROL BOOTH

Leonard and Susan put all their effort into turning the crank one more time...

LEONARD
Come on, you son-of-a...

SUBWAY CAR

A SOFT CLICK as the doors SHUT IN UNISON.

Silence.

All four are stock still, like a submarine crew awaiting the blast of depth charges. Their eyes dart to the

WINDOWS

caked with soot, irradiated by the distant glow of one of the red flares.

THUCK! Something BUMPS against the door.

A machine-gun patter of FOOTSTEPS on the roof.

The car SHAKES.

OUTSIDE

The dark platform is alive with phantom shapes.

INSIDE

SCREEECH!! Something sharp is drawn along the car roof like a nail over a chalkboard.

THUMP! THUMP! Impacts on the sides...

An obscene symphony of sounds as Mimics lay siege to the car.

PETER

A BUZZ OF WINGS catches his attention. He turns. His face is reflected in a security window.

CRACK! The window SPLINTERS, destroying Peter's reflection.

ABOVE MANNY

Claws SCRATCH the ceiling. It begins to dent.

BELOW SUSAN AND LEONARD

Large forms CLICKING underneath, looking for a way in.

Susan stares at the floor, her eyes following the course of the clicking...

...which leads to Leonard's wounded, bloodstained leg.

SUSAN

Oh, God.
(Looks at Leonard.)
The blood...

KLANGGG! A Mimic leg PIERCES the ceiling above them!

Susan pulls Leonard out of the way just in time as

IN THE SUBWAY CAR

KLANG! KLANG! More legs break through the ceiling!

SUSAN AND LEONARD

emerge from the control booth, Leonard's arm over Susan's shoulder.

SUSAN

His blood! It's driving them crazy!
We have to mask the odor!

PETER

How?!

But there's not time enough to discuss possible solutions.

Leonard pulls off his jacket. Susan begins wrapping it around his wound to mask it. Manny helps.

Peter has upended one shelf, jamming it against a broken window as a barricade.

Despite their efforts, the Mimics are not thrown off the scent.

PETER

It's no use! They know we're in here!

SUSAN

They don't know anything Peter, they just sense. They're hardwired!

PETER

Right. Hardwired to eat anything that's not like them!

The whole car is now shaking and buckling.

SUSAN

Exac...

She looks over at the severed Mimic corpse nearby. A realization...

SUSAN

(To Manny)

Give me your razor.

Manny looks at her blankly. Susan just takes the blade.

The whole car is now shaking and buckling.

She runs to the Mimic's carcass. For a moment, she hesitates. But the pandemonium leaves her little choice.

She SLICES into the Mimic's corpse with the razor...

PETER

What are you doing?

...sticks her arm in all the way to the elbow...

...and pulls out two fat AMBER SACS the size of softballs. She SLICES them open.

Orange GOO leaks out, its stench overpowering.

LEONARD

(covers his nose)

Shit!

Peter looks up as Susan slides one of the sacs over to him.

SUSAN

Rub it on the windows!

PETER

What --

SUSAN

Just do it!!

Holding his breath, against the stench, he smears the crap on the windows, the doorframe...

MANNY

looks to the roof, listening.

And remarkably, the SOUNDS of the Mimics START

SUBSIDING.

Susan comes over to Leonard, begins dabbing the goop on Leonard's wound. Leonard makes a face at the stink.

LEONARD

What are you putting that crap on me for?

SUSAN

Scent glands. Insects use 'em to identify themselves to each other.

She smears the floor area behind Leonard. The activity winds down gradually, and finally comes almost to a halt.

CUT TO:

SUBWAY CAR - LATER

Leaning against the dirtied window, Manny creates a streak for every Mimic he sees.

Peter, Leonard and Susan are hard at work. Leonard has created a small "model" of the station using pocket debris and the wall map.

LEONARD (O.S.)

Okay. That's us.

Manny's lighter represents the subway car.

LEONARD

This track we're on? Goes down into the repair area.

(Makes an "X" further down)

The elevator's over here. Leads up to the active tunnels.

THUMP! An oily, soft abdomen brushes lazily up against the glass. Manny moves away.

PETER

Can we get this car there?

LEONARD

Someone'd have to go to the switchroom, pull the coupling lever, that'll send us left and to the elevator.

SUSAN

But the power...

LEONARD

Hell, I might be able to juice the whole area, if I can get to the power box. It's just a couple of cables...

MANNY

Oh, how you gonna get there, Leonard? Hop?

PETER

(To Leonard)

Just talk me through it. I can go with Manny.

LEONARD

It would take a minute or so.

(beat)

You won't last that long out there.

SUSAN

Peter, you couldn't even fix our TV!

Tense silence. He points at the glands on the floor.

PETER

We'll cover ourselves with this. They can mimic us -- we Goddam mimic them!

SUSAN

Peter --

PETER

It worked before...

SUSAN

(an edge in her voice)

The scent won't last...

PETER

That's why we should do it now.

Susan knows they have no other choice.

LATER

Susan is stuffing Leonard's old bloody bandages into the thorax of the dead Mimic. She ties a flare to its center.

LEONARD

It's just a regular old pump switch, okay? Right by the track signal board.

Manny is spreading the mucus-like liquid of the gland-sac on himself and Peter as Leonard instructs them --

LEONARD

The lights come up, you pull the switch.

MANNY

I pull.

LEONARD

You don't do that, we're on the wrong track.

(turns to Peter)

You...

The two men look into each other's eyes.

LEONARD

You gonna finally get to fuck around with the wires. Think you can handle it?

PETER

Depends. You got a memo?

Leonard's hard feelings give way to an almost imperceptible smile.

Using a ballpoint pen, he draws a schematic on the back of Peter's hand.

LEONARD

All right then. You gonna find two wires. One's green. The other's blue...

SUSAN

approaches Manny, who looks distractedly out the window.

MANNY

He's out there. I heard him. How can he be? This things...

SUSAN

Manny...

MANNY

I didn't protect him, lady. He trusted me. And I didn't protect him... His father...I lost his father to the streets and now, Chuy...

SUSAN

We'll find him. We'll be back and find him.

Manny doesn't respond.

READY TO GO

Susan dabs at Peter's face with the last touches of the scent gland substance. She doesn't meet his eyes as she speaks.

SUSAN

You're going to have to keep it really slow. Their eyes react to sudden movements.

Peter barely nods, his nerves clearly on edge. He instinctively goes to wipe his forehead. Susan stops him.

SUSAN

Don't touch it. And for God's sake, try not to sweat. They can sense chemical changes...

PETER

Try not to sweat?

Leonard turns to Susan and Peter.

LEONARD

Okay, people...

Leonard's voice comes through like a clarion.

LEONARD (O.S.)

...are we ready for this?

Susan has her hand on Peter's chest; Peter is taking deep breaths, trying to cool down his body to prevent sweat. It's an odd parody of Lamaze exercise.

LEONARD

Whatever you do, don't step on the third rail coming back. Six hundred volts'll blow your leg right off.

A final breath. He's about as calm as he's going to get.

He looks at Susan a long moment. He takes her hand.

PETER

I was just thinking how I could
use a pair of pliers... and I
remembered where they are...

SUSAN

(overlapping)

That's it. That's it. Breathe
easy.

A sad, nervous smile appears on Peter's face.

PETER

In the tool box under the kitchen
counter...

Susan kisses him softly on the lips.

Manny approaches. Show time.

Susan steps away from Peter. She looks toward the control
booth.

SUSAN

Open it.

LEONARD

begins turning the lever crank slowly.

SUBWAY DOORS

gradually begin to open, and stop half way.

The darkness outside is alive with CLICKING.

PETER AND MANNY

slowly move between the opening of the door and make their
way to

INT. PLATFORM

They step onto the dusty concrete. Come to a stop.

SUSAN

watches nervously for the reaction of the Mimics

OUTSIDE

LARGE SHADOWS pass far and near of Peter and Manny; but
none of the Mimics seem to care about them one way or the
other.

Peter and Manny exchange looks: a moment of relief. It's
working.

Peter slowly moves right along the track to the nearby POWER BOX.

Manny goes left, starts to make a longer journey across the platform to the SWITCH ROOM.

SUBWAY CAR

Susan moves away from the door, goes over the Mimic carcass, filled with the bloody bandages.

PLATFORM - BY THE TRACKS

Peter makes his way to the edge of the platform, whispering to himself.

He lowers himself slowly to the track.

PLATFORM - NEAR THE SWITCHROOM

Manny moves toward the door. A large WINDOW OF DUSTY GLASS reflects his image...and the distant ones of the Mimics.

BY THE TRACKS

Peter gets to the track. He turns And is met FACE TO FACE WITH A MIMIC!

Its antennae move toward his head, curious.

Its human-mask face plate clicks apart and together.

Peter remains stock still. He starts breathing deeply...

SUBWAY CAR

Leonard has now fully opened the doors.

SUSAN

pulls the tipcase of the FLARE tied to the dead Mimic's midsection. FSST! The flare SPARKS alive.

The sudden light draws the attention of several Mimics outside.

Susan pushes the carcass toward an open door at the front of the car...

...and with a HEAVE, throws it onto the front track.

OUTSIDE

The other Mimics take instant notice.

BY PETER

The Mimic before him suddenly turns. In a flash of speed, it's gone, heading toward

THE DEAD MIMIC

stuffed with the bloody rage, the thing sends its fellow into a feeding frenzy.

The other Mimics begin TEARING into it, ripping their brother to shreds in cannibalistic orgy.

SUBWAY CAR

Susan watches in disgust.

SUSAN

Choke on it, motherfuckers.

Leonard turns the lever crank again. The doors begin to shut.

PETER

breathes a sigh of relief.

He goes to the powerbox, opens it up.

He shines his flashlight down on the back of his hand.

The simple chart tells him what to wire: BLUE WIRES TO THE GREEN WIRES.

PETER

(to himself)

Green...Blue...

He looks back up at the powerbox. His face falls.

All the wires are a GROSS BROWN, their colored plastic casings having long ago faded into goo.

INT. SWITCHROOM

Manny enters. The space is even more dusty than the rest of the station. Spiderwebs strung over old machinery. White Doric PILLARS support the ceiling like skeletal bones. 1940s style LAMPS are built into their side.

Manny looks around. Off to the right, right next to the rusted track switch board, he heads for the COUPLING SWITCH.

Once there, he rests and, through the murky windows, he waves back to LEONARD.

He pulls out his pills box and takes a pill. But his hands are shaking, under enormous tension. Some of the pills scatter on the floor. He puts the box away and leans against the wall.

A CLICKING nearby catches his attention, echoing from the entrance of ANOTHER ROOM.

It is not the sound of the Mimics; but rather, of METAL.
Spoons.

MANNY

Chuy...?

Manny follows the sound.

BY THE TRACK

Peter desperately tries to connect the wires the right way.

He wipes off the brown gunk, tries to discern any semblance of color.

He feels himself start to sweat. He tries to relax.

Breathes...

INT. ROOM BEHIND SWITCHROOM

The space is larger than the switchroom. The walls and ceiling have an odd, shiny consistency.

Manny heads in further, locates the levers and waits.

Something pale and small emerges from the dark, a few feet away, a face that seems to float in the eerie half-light.

A RUSTLING behind him. Manny turns around.

MANNY

(Whispering)

Nino...

He swings the light onto Chuy, sitting on the floor before the remains of a RUSTY COLUMN. That beautiful, emotionless smile on his pale face.

MANNY

Chuy...

BY THE POWERBOX

Peter has made all the necessary connections. He turns now to the fuse-section.

A red throw-switch is there, and two big slots for fuses.

One is still occupied.

The other one empty.

PETER

Dammit!

CU - PETER'S FOREHEAD

BEADS OF SWEAT begin to form.

SUBWAY CAR

Susan watches the Mimics at their feast.

All of a sudden, they begin to stop, as if losing interest.

SUSAN
(horrified)
The scent's fading...

Susan steps back, looks around desperately for a flashlight.

LEONARD
(tense as hell)
What's Manny doing? I can't see
him anymore.

ROOM BEHIND SWITCHROOM

MANNY
Nino, please...

Manny slaps his knees with both hands in a parental gesture of "come to me".

In the darkness, something that looks like a PALM FROND floats gracefully down from the ceiling, making see-saw gestures as it falls through the air.

Manny shines his flashlight on the floor. It's not a palm frond.

It's a wing.

Manny turns his flashlight to the ceiling and walls.

The place IS COVERED WITH MIMICS. They are in the middle of a vicious mating ritual. The males tear savagely at the females wings as they proceed to mount them. A chaotic clusterfuck.

Manny is sickened.

CHUY GIGGLES. Manny shines his light ahead. Manny's face falls.

MANNY
Dios mio...

The WHITE PILLAR BEHIND CHUY IS MOVING...

...unfolding...

...at last revealing...

AN ALBINO MIMIC! Another leap for evolution...

Its form is different from the other Mimics. Sleeker, more supple, almost beautiful. And while its movements are still not completely human, there is a kind of unearthly grace to them that at the very least entrance us.

The thing raises itself to full height, dwarfing the tiny boy. It stands over him like a king over his court fool.

Chuy giggles happily. It's all a game to him.

The Albino CLICKS in response -- a long, leisurely sound, as if trying to communicate with the boy.

Chuy pulls his spoons out and begins to play them, making a perfect imitation of the sound.

Manny starts to tremble as the creature gazes upon him with huge, expressionless 'eyes'. He turns to Chuy.

MANNY
(barely audible)
Chuy...

CHUY
(whispers)
Friends.

MANNY
NO, NO, CHUY, NO...

CHUY
Friends.

The Albino CLICKS his jaws, moving in toward Manny.

CHUY

plays his SPOONS in perfect imitation.

MANNY

stands under an archway in a swirl of dust. He raises his arms, like a prophet. He lets go of his razor and kneels.

MANNY
God has closed his eyes. This, he
cannot see...

His vacant eyes, fill with tears, he prays quietly, a strange serenity invades him.

The Albino's jaws open and charge.

PLATFORM

Some Mimics advance toward Peter's direction.

SUBWAY CAR

Susan desperately waves a flashlight and bangs the window, trying to attract their attention.

SUSAN
Over here! Over here! Goddam
you!!

BY THE TRACKS

Peter BREAKS the arm off one of his glasses. He jams it at the empty fuse. It SPARKS.

PLATFORM

THUMP! The electricity COMES ON...

The lamps on the columns BURST INTO FLAMES from the power surge. Fire illuminates the station like a Greek temple.

BY THE TRACKS

Peter climbs up onto the tracks...

...sweat staining his forehead...

Peter wipes it and removes the scent coating.

THE MIMICS

clearly react, sensing the chemical change, like bees reacting to honey.

SUBWAY CAR

SUSAN
(to Leonard)
THE DOOR! OPEN THE FUCKING DOOR!

LEONARD

looks at the now lit control panels, tries to decide which button to press. He begins to press each one in turn.

PETER

hears the sound of spoons playing.

He turns to see Chuy, standing by the outside of the switch room. The boy smiles. A flashlight shines behind him.

PETER
Manny...

But the thing holding the flashlight is anything but human:

The ALBINO steps into view, moving eerily like an unstrung puppet. His claws and jaws are coated in blood.

Chuy joyfully announces the arrival like a little drummer boy.

THE MIMICS

climb over the roof, moving toward the rear of the

SUBWAY CAR - CONTROL BOOTH

Susan runs in. SLAMS her hand down on a button.

FSST!

THE SUBWAY CAR

The doors open.

SUSAN

Peter!!

Peter hesitates, takes a step toward Chuy.

PETER

Come on, kid...

Chuy seeks shelter behind the Albino's legs.

PETER

(horrified)

Jesus!

The albino charges toward him.

SUSAN

Run!! Peter!!

Peter bolts for the car.

THE MIMICS

jump and land

SUBWAY CAR

just as Peter squeezes through one of the doors.

BAM! THUD! The doors dent. Glass cracks.

SUSAN

(Yelling to Leonard)

GO!!

Susan presses the button. The doors close again.

LEONARD

The kid...

PETER

The kid's with them!!

LEONARD

What do you?

PETER

Go!! Just go!!

CONTROL BOOTH

Leonard throws the dead man's switch by the control board.

SUBWAY CAR

JOLTS into action.

OUTSIDE

The train LURCHES forward. Wheels spark and kick into gear. The mimics scramble and re-assemble quickly, ready to attack.

THE ALBINO

changes position and charges towards the car.

THE MOVING CAR

reaches a "Y" section. The car moves to the track to the right.

INSIDE SUBWAY CAR

Leonard's eyes go wide as he sees --

LEONARD

He didn't do it!

SUSAN

What?

LEONARD

Manny never threw the coupling switch!! We're goin' the wrong way!!!

OUTSIDE CAR

It keeps bearing right. Further away from their destination.

...towards an old STORAGE YARD in their path. Idle cars and repair equipment on the tracks.

A crash seems inevitable.

INSIDE THE CAR

Leonard pulls THE BRAKES but they don't work at all.

From below the car we see the wheels spinning freely, heading for collision.

INSIDE THE CAR

Susan grabs Leonard from the control booth. To Peter --

SUSAN
MOVE BACK!!!

They rush back against the opposite door.

STORAGE YARD - SUBWAY CAR

CRAAASHH!! The car BASHES into a parked section of train in a GRIN of tearing metal...

...flips off the track...

...and onto its side...

The car skids to a stop. SPARKS fill the air.

INSIDE SUBWAY CAR

All three are hurt. Leonard's leg wound has reopened. Peter has badly damaged his right arm.

SUSAN
You all right?

Peter nods painfully. Susan to Leonard.

LEONARD
(Simply, re: his
leg)
Can't feel it.

Peter and Susan sling Leonard's arms over their shoulders. They raise him up.

OUTSIDE SUBWAY CAR

They move unsteadily outside.

SUSAN
Which way?

LEONARD
Across both tracks!!

PETER
Shit.

They head off over a concrete island in the direction of the correct track.

FURTHER BACK

The Mimics and the Albino moving closer.

PETER AND SUSAN

try to hurry, but it's no use given Leonard's condition.

LEONARD
(Quietly)
Lemme go.

Peter and Susan both disregard the order.

SUSAN
We're no leaving you!

LEONARD
No way we can outrun 'em together.
Move it!

Leonard suddenly grabs his POLICE BATON from his belt clip.
He pushes the two away.

LEONARD
NOW!! GO!! Get the hell off my
beat!

Leonard turns away from them.

Peter goes to get Leonard, but Susan stops him. This MTA
officer is staying put.

LEONARD
Come on. Come to poppa.

Reluctantly, the two begin down the tunnel.

LEONARD

takes a stand by the third rail, baton in hand.

INT. SUBWAY TUNNEL - FURTHER DOWN

Peter and Susan run.

SUSAN
There.

An open CAGE ELEVATOR on a platform nearby. A sign
overhead:

AUTHORIZED PERSONNEL ONLY.

They rush toward it.

INT. SUBWAY TUNNELS - "Y" SECTION

Leonard stands like a guardian to the tunnel mouth.

SOUNDS of the Mimics approaching. He glances at the third
rail beside him, then down the track.

LEONARD

Come here, you mealy-mouthed...

The sound gets louder.

LEONARD

Multi-legged...

Leonard raises his baton in top MTA form.

LEONARD

Maggot-munchin' motherfu...

THUD! Several Mimcs slam onto Leonard!

Leonard goes down, HITTING them futilely with his baton.

They begin to tear at his limbs.

Leonard rolls...

...kicks his good leg out...

...and CONNECTS WITH THE THIRD RAIL.

AN ARC of ELECTRICITY lights up the darkness, consuming Leonard and the Mimics.

INT. BY THE CAGE ELEVATOR

The crackling sound echoes through to Peter and Susan.

Susan hits the elevator button again.

SUSAN

I can't tell if it's working!

Peter has unbarred the gate.

SUSAN

looks up, into the shaft.

THE ELEVATOR

coming down, but it's taking its own sweet time.

SUSAN

Oh, come on, come on!

PETER

Jump in.

Peter pulls her into the shaft, closes the security gate behind them.

INT. SHAFT

A skeletal framework on each side. Just enough for a handhold.

Peter steadies Susan as she climbs in beside him. She balances on the narrow ledge.

Peter SLAMS the cage door shut, latching it.

PETER
You go first. I'll be right below you.

SUSAN
Your arm, you can't...

PETER
I can. We can do this...

He shows her the first hand and foothold. Susan grabs on.

INT. SUBWAY TUNNEL

The Albino makes its way forward, flanked by two Mimics.

It stops.

Turns toward the elevator.

INT. SHAFT

Susan hauls herself up the framework, handhold by handhold. Peter is right below her.

She can see his arms are starting to tremble dangerously with the effort.

SUSAN
We're gonna make it!

Peter grinds his teeth, trying to make the next handhold.

WHAM! Something hits the gate below them!

INT. BY THE ELEVATOR GATE

The Mimics are tearing at the metal gate.

The Albino remains still, watching them work.

PETER AND SUSAN

Susan's arm and legs are shaking now. Her breath starts catching in her throat with the effort.

PETER
Don't hold your breath! Keep it going, even flow!

Susan tried, but can't. She tries to pull herself up to the next level.

PETER

C'mon...

SUSAN

Ah...

PETER

Talk to me.

SUSAN

Peter...

Susan pulls herself up.

SUSAN

I'm really glad I'm not pregnant.

REVERSE

We look down past them as they climb. Two of the Mimics and the Albino have gotten into the shaft!

The Albino is so long it climbs by bracing its legs against opposite walls.

SUSAN AND PETER

Susan is crying, barely any strength left.

Peter does his best to stay in control, but in truth is barely hanging on himself.

LIGHT hits them from the shaft above now, SOUNDS of PEOPLE TALKING and a muffled P.A. ANNOUNCEMENT filter down.

MIMICS

rushing upward on the shaft wall, higher, higher.

INT. ELEVATOR SHAFT

Peter's hands grab onto the grating of the gate on the next floor.

KCHUNK! is heard above them. Peter looks up.

Now the elevator is coming down.

PETER

Hang onto me.

Peter pulls Susan up till she can grab it too, both of them able to get a foothold on the ledge --

PETER

Hang on tight!

He begins to KICK on the gate, trying to tear it free. Susan looks back down.

SUSAN'S POV - SHAFT

The Mimics rush up, closer, closer. The Albino opens its mandibles.

SUSAN AND PETER

both KICK at the gate, it gives, Peter pulls Susan through to the

INT. SUBWAY TRACK

PETER

Come on!

Peter and Susan stumble away.

INT. ELEVATOR SHAFT

The Albino sees the elevator approaching from above.

It gives a few CLICKS to its minions.

The two other Mimics race up the shaft...

...toward the elevator...

...and WEDGE THEMSELVES IN ON EITHER SIDE!

They are CRUSHED instantly. But the elevator is stopped just above the open gate.

With just enough room for the Albino to get through to

INT. SUBWAY TRACKS

Susan and Peter run. There is LIGHT just up the tunnel. We hear VOICES.

SUSAN

Don't look back!

They go for it. At last, they make it to

INT. A PLATFORM

Susan and Peter stumble forward. Light streams down from overheads. Susan turns.

SUSAN'S POV

The Albino spills out onto the track behind them.

Sleek, streamlined, light glancing beautifully off it.

SUSAN AND PETER

turn back...

HEADLIGHTS hit them as we hear the ROAR of a SUBWAY TRAIN heading at them from the other side of the platform!

SUSAN

No...

PETER

We can do it!

They run.

ALBINO

runs, faster than any other Mimic.

TRAIN

The express train BLOWS its HORN, RUSHING FORWARD.

PLATFORM - COMMUTERS

Weary late-night COMMUTERS stand half-asleep on the tracks.

A sleepy-eyed little girl points, tugging on her mother's hand.

LITTLE GIRL

Mommy, there's people...

PETER AND SUSAN

PETER

(Adrenaline pumping)

We-can-do-this!!!

MOTORMAN

The driver sees the battered couple...

He reaches for the brake...

SUSAN AND PETER

They reach the edge of the platform, the HORN deafening as the train speeds toward them. Peter pushes Susan up, leaps.

INT. TRAIN - CONDUCTOR

We RUSH toward his horrified face.

THE ALBINO

directly ahead.

The train, still flying, PLOWS INTO IT...

...flattening, grinding, pulverizing...

...until the windshield of the subway car is covered in white blood.

The motoran leans on the brake, his eyes screwed shut in primal horror. The train SQUEALS to a stop...

ON THE PLATFORM

Susan and Peter collapse on the cement floor in each others arms. Heaving and weeping.

INT. GRAND CENTRAL STATION - NIGHT

COMMUTERS turn to stare as Peter and Susan move across the floor. Both bruised and bloodied, leaning against each other, heading for the exit.

Some DERELICTS observe them with curiosity.

A trio of MTA cops start towards them.

PETER

It'll be fine... it... They're still down there. We'll seal the whole system, go in with whatever it takes...

But Peter's voice evidences a lack of conviction now, he's trying to convince both Susan and himself of something he doesn't fully believe.

PETER

It'll be fine... We nailed them before, we'll do it again...

He hurries to meet the MTA cops. Susan looks up.

SUSAN'S POV

Commuters move to and fro, moving up and down and in and out of the illuminated areas of the station.

In the crush of onlookers is one deadpan face -- a MIMIC, hugging the shadows, waiting for its moment!

We PAN 180 degrees to the other side of the platform -- there, briefly glimpsed is ANOTHER, and ANOTHER.

We TILT down to the throng below.

SUSAN

(barely audible)
They've come up...

The electrified VOICE of the train ANNOUNCER suddenly FADES UP, telling of departures and delays.

We raise above Susan's head --

TRAIN ANNOUNCER

The 11:16 local to Poughkeepsie,
boarding now, Track 32- the 7:20
Connecticut local, making
connections to South Norwalk-

DOWN ANGLE

culminating in an OVERHEAD VIEW of the main terminal.

The movement continues. But from here, the people are
dots, their importanec no greater than that of a colony of
ants.

FADE OUT:

THE END