

NONSTOP

by

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Please fasten your seatbelt.

INT. JFK AIRPORT TERMINAL, DEPARTURES -- NIGHT

A HARRIED WOMAN in her 60's runs through the crowded terminal, her belly jiggling. She carries no luggage.

She reaches a bank of monitors and finds a flight number.

HARRIED WOMAN

Okay, it hasn't left yet, Matt!  
You still have plenty of time!

MATT (30's) shuffles up behind her, eyes half-lidded, dragging his carry-on.

MATT

I know, Mom. Because I have a watch.

He shows her his wrist to prove it. Matt hasn't shaved in a week and may have slept in his clothes, but that doesn't stop married women from craning their necks as he passes.

HARRIED WOMAN/MATT'S MOM

I just don't want you to miss your flight. Is that a crime?

MATT

No, it isn't. Thanks for looking out for me.

(kisses her cheek)

Now, get back to the car. Dad's waiting.

MATT'S MOM

I'll just see you to the gate.

She starts toward the check-in line. Matt follows.

MATT

They won't let you through security without a boarding pass.

MATT'S MOM

But I'm your mother.

A YOUNG MOTHER and her 10-year-old DAUGHTER reach the end of the line at the same time as Matt and his Mom. The little girl steps right in front of Matt, oblivious.

YOUNG MOTHER

Laney, this man was here first.

MATT

It's fine, don't worry about it.

YOUNG MOTHER

Oh, are you sure? Thank you.

She's so frenetic and disorganized, it's easy to overlook how stunning she is. Until she smiles.

As she turns back to her little girl, Matt's Mom gives Matt an encouraging nudge. He rolls his eyes.

MATT'S MOM

Are you coming back for Christmas?

MATT

We'll see.

Matt can feel his Mom's stare as the line inches forward.

MATT (CONT'D)

We'll see, Mom. Come on, you know how much I hate this flight -- five hours crammed in an aluminum deathtrap with a bunch of...

He sneers at the crush of humanity all around them.

MATT (CONT'D)

...people.

Matt's Mom studies the Young Mother ahead of them.

MATT'S MOM

(sotto, sing-song)

She's not wearing a riii-ing.

MATT

Shhh.

The Young Mother and her daughter step up to the counter.

Matt's Mom taps the wedding band on his hand.

MATT'S MOM

Why are you still wearing yours?

Matt just looks at her. This again?

MATT'S MOM (CONT'D)

Matt, stop punishing yourself. It's time you got out there -- and you're not going to meet someone new, wearing that thing.

MATT

Even with you as my wingman?

She smacks him on the behind and kisses his cheek.

MATT'S MOM

Get a seat next to her and have a safe flight. I love you.

She heads for the exit.

MATT

Love you, too.

MATT'S MOM

Then come home for Christmas!

Matt steps up to the counter, sticks his credit card into the e-ticket kiosk and starts the automated check-in.

The Young Mother and her kid are at the next kiosk over. She's punching buttons, but the screen is frozen.

An AIRLINE REP is tagging luggage behind the counter.

YOUNG MOTHER

Excuse me, this machine ate my credit card. I got our boarding passes, but then --

AIRLINE REP

I'll be with you in just a minute.

YOUNG MOTHER

But we have to get to our gate!

Nevertheless, the Airline Rep walks away on some task.

YOUNG MOTHER (CONT'D)

Dammit.

Matt retrieves his own boarding pass and credit card from his machine and picks up his carry-on.

But he pauses to reach behind the Young Mother's kiosk and pull the plug. The screen goes black.

YOUNG MOTHER (CONT'D)

Hey, what are you doing?

Matt plugs the machine back in.

MATT

When in doubt, try a hard reboot.

The screen lights up again and the credit card is ejected.

YOUNG MOTHER

Oh my God, thank you.

But Matt is already walking away.

CUT TO:

INT. FLIGHT 209, FIRST CLASS CABIN -- NIGHT

A sluggish line of tourists and business travelers files through the jetway and down the narrow aisle of the airplane, their rolling suitcases BANGING into --

Matt's knee. He's slumped down in his first row seat. Every time he tries to get back to his tech magazine somebody steps on his foot, or bumps his arm.

Matt tosses the magazine aside, stands up and moves over to the empty window seat beside him.

But he doesn't sit down yet. He just stands there, hovering over the leather upholstery, because --

The stream of boarding passengers appears to have ended.

He watches the empty cabin door for a moment, untrusting.

The GRAY-HAIRED BUSINESSMAN in the opposite window seat smiles at him from behind his Wall Street Journal.

From his standing position, Matt can see everyone in the small first class cabin.

A FROSTY MODEL TYPE hides behind oversized sunglasses and stares out the window, bored.

A FOOTBALL PLAYER in a Stanford jacket reads Skymall.

A couple of tech types chatter about business -- two YOUNG GUNS who just made a deal in the Big Apple.

Through the open passageway, Matt can see into coach -- a murmuring zoo of people crammed into tight seats.

Matt settles back down in his preferred aisle seat and picks up his magazine. As he leans against his armrest --

Someone RAMS a bag into the back Matt's head. It's the Young Mother from the ticket counter, coming up from coach.

YOUNG MOTHER

I'm so sorry! Are you okay?

Matt rubs his head as she takes the seat across from him.

MATT

I'll live.

YOUNG MOTHER

I saw these empty seats up here and figured, hey, it's not like I'm using those miles to go to Paris anytime soon, right?

MATT

Get yourself some free champagne. We'll speak French and pretend.

Young Mother smiles. Her daughter -- LANEY -- comes up the aisle, clutching a pillow and stuffed elephant.

YOUNG MOTHER

Right there, Laney. You get the window seat.

The little girl climbs over Matt. He gives her a wave and turns right back to her mother. Yep, she's beautiful.

Matt glances at his wedding band... and slides it off.

MATT

So, can I buy you a free drink?

YOUNG MOTHER

I think I owe you one. I'm Marianne.

MATT

Matt.

They shake, but she looks down at his left hand.

YOUNG MOTHER/MARIANNE

Um, weren't you wearing a ring like ten minutes ago?

Busted. Matt looks at his ringless finger.

MATT

Yeah. I'm a... My wife passed on.

MARIANNE

Oh. I'm... so sorry.

But you can tell she doesn't really believe him.

MATT

Well, it... uh... thanks.

Blew it. Matt drops the effort and settles back in his seat to find Laney staring at him.

LANEY

Yeah, she's a MILF.

Matt blinks at the kid for a moment, then stands up.

MATT

Hey, this is kinda silly. Why don't you two sit together?

MARIANNE

Oh. Are you sure? That's very sweet.

Marianne crosses the aisle to sit with her daughter. Matt takes her old seat next to the Gray-Haired Businessman.

GRAY-HAIRED BUSINESSMAN

Dead wife, huh? That's one I haven't tried.

Matt just stares at him. The guy's smile wilts.

GRAY-HAIRED BUSINESSMAN (CONT'D)

Oh... Sorry.

A PERKY FLIGHT ATTENDANT shuts the cabin door.

CAPTAIN (V.O.)

(over the PA)

Flight crew, prepare for departure.

CUT TO:

EXT. JFK AIRPORT -- NIGHT

Flight 209 floats off of the tarmac and leaves the shimmering New York skyline behind.

CUT TO:

INT. FLIGHT 209, FIRST CLASS CABIN -- NIGHT

The cabin lights are dimmed. Passengers read, or listen to iPods, or watch videos. Many sleep, or try to.

Marianne and her daughter are slumped against one another, Laney clutching her stuffed elephant.

But Matt is wide awake. Not reading. Not watching the movie. Instead he plays with his wedding ring. Taking it off. Putting it back on. Over and over.

He looks at it on his finger, thinking.

Then he takes it off and sets it on his tray table.

He drains the last bit of scotch from his glass, then he leans back and closes his eyes...

...until...

Something JOLTS the plane. Matt looks around, notices --

Laney waking with a start.

MATT

It's okay. They call that clear  
air turbulence --

Another JOLT rocks the fuselage and suddenly everyone is awake. This isn't turbulence. It's like they hit something.

LANEY

Mommy!

MARIANNE

It's okay, honey.

A wave of concern washes over the passengers. Then a whole series of small JOLTS elicits some nervous gasps.

The seatbelt sign lights up with a DING. The cabin lights flicker up to their full intensity.

And Matt notices that his ring is gone from his tray table.

CAPTAIN (V.O.)

(over the PA)

Folks, as you've probably noticed, we're experiencing some moderate chop. Nothing to get too excited about. We're skirting the edge of the jet stream and -- whoa, shit! --

The PA cuts out. And suddenly the plane is LURCHING to one side, the fuselage GROANING with stress.

Whatever show of calm people could manage is now abandoned. Passengers scream outright and clutch their armrests.

The Businessman grabs Matt's arm. Matt pries him off.

LANEY

Mommy!

The airplane RATTLES and JERKS side to side. Overhead compartments BOUNCE open. Luggage falls out.

COPILOT (V.O.)

(over the PA)

Ladies and gentleman, we're experiencing some... temporary equipment malfunction. We expect to... We expect --

CAPTAIN (V.O.)

(in background of PA)

...am declaring an emergency. Repeat, I am declaring an emergency. We're experiencing a total loss of aircraft control --

The intercom cuts out again. A TOP-HEAVY FLIGHT ATTENDANT barrels up the aisle and POUNDS on the cockpit door.

When the door opens to let her in, Matt gets a brief glimpse of the chaos inside -- the CAPTAIN wrestling with the yoke. And something beyond the windscreen --

Bright lights in the night sky.

Then the door SLAMS shut.

Matt leans over the Gray-Haired Businessman to peer into the black night beyond his window.

Something flashes past and the plane is JOLTED again.

MATT

-- Did you see that?

GRAY-HAIRED BUSINESSMAN

-- See what?

Matt unbuckles himself and stands. He teeters against the sway of the airplane and looks out the other side to see --

Another flash of something -- almost like a huge metallic snake. And he's not the only one who saw it.

FOOTBALL PLAYER

What the fuck was that?

The Perky Flight Attendant steadies herself in the passageway to coach. She spots Matt standing up.

PERKY FLIGHT ATTENDANT

Sir, I need you to take your seat!

But another JOLT throws them both sideways.

Matt grabs onto the forward bulkhead just as the plane goes into a dive. The sudden G-force is staggering. The Perky Flight Attendant goes rolling back into coach.

Matt's feet come right off the deck, and he swings from the bulkhead like a flag in high winds.

Marianne grimaces and holds onto a terrified Laney.

GRAY-HAIRED BUSINESSMAN

Oh, Christ! We're going down! We're going down!

MATT

Shut up, would you!

The man's panic only makes Laney cry harder.

Oxygen masks drop down, but that only incites more panic.

The Football Player clutches his cross pendant and prays.

The Frosty Model Type has lost her cool.

The Young Guns cling to one another, machismo be damned.

And there's Matt. All alone at the bulkhead. No God to soothe him. No mother. No friend. Just the ever-rising pitch of the JET ENGINES as the plane plummets earthward.

MATT (CONT'D)

Oh, shit...

Then he spots something rolling around in the aisle --

His wedding band.

Matt crawls toward it, grabs the ring, slips it back on.

Matt fights against the clawing G-force, back to his seat.

The constant SCREAMING of all the passengers is barely audible over the agonized WHINE of the jet engines.

Matt fumbles for the seatbelt. He finds it dangling behind him. Tries to bring it forward to latch it, but...

The plane HITS something and Matt is thrown out of his seat. Not forward, but up.

He is weightless, spinning in midair, along with every loose article of clothing and luggage.

And then he SLAMS back down to the deck.

And everything gets perfectly still and quiet.

The plane is pitched nose-down, but is somehow intact. The passengers are alive. The engines SPIN DOWN. It's all such a surprise, for a moment, people forget how to scream.

And then they remember.

The airplane comes alive again with SCREAMING, SOBBING, VOMITING and the occasional RELIEVED LAUGH.

Matt pulls himself to his feet. He kneels on his seat and looks out the window with the Gray-Haired Businessman.

MATT (CONT'D)

What happened?

GRAY-HAIRED BUSINESSMAN

I--I don't know.

It's dark out there, but something is visible -- a high, sloping, ribbed, black wall.

MATT

The son of a bitch landed it --  
How the hell'd he do that?

By now, half the passengers are on their feet, peering out the windows, muttering similar questions.

PERKY FLIGHT ATTENDANT (V.O.)

(over the PA)

Ladies and gentlemen, please, if  
everyone would take their seats...

The cockpit door BANGS open and the Top-Heavy Flight Attendant staggers out, her nose bleeding, hands trembling. The passengers pummel her with questions.

TOP-HEAVY FLIGHT ATTENDANT

Please, sit down! Does anyone  
require medical attention?

GRAY-HAIRED BUSINESSMAN

Where are we? How did we land?

The flight attendant is a deer in the headlights.

FOOTBALL PLAYER

Ma'am, where did we go down?

TOP-HEAVY FLIGHT ATTENDANT

We -- we didn't.

YOUNG GUN #1

What the fuck are you talking about?

MARIANNE

What happened to us?

The crowd assails her with questions again, and the Top-Heavy Flight Attendant withers under the barrage.

TOP-HEAVY FLIGHT ATTENDANT

We didn't go down, we -- I think we went up!

The passengers fall into mystified silence.

The Top-Heavy Flight Attendant's eyes well up and she rushes into the lavatory, SLAMMING the door behind her.

The passengers MURMUR in confusion once again.

Football Player is checking his phone.

FOOTBALL PLAYER

I'm not getting a signal. Is anybody getting a signal?

Matt digs out his phone and turns it on. He leans over the Gray-Haired Businessman and looks out the window again.

They're definitely in a large structure with ribbed, concave walls. Like they were swallowed by a metal whale.

Matt presses against the small window to peer backward.

The wing is intact, but something is wrapped around it -- like a colossal steel snake.

Matt leaps up out of his seat and blinks at the window.

He climbs the sloped aisle and opens the curtain into --

THE COACH CABIN.

It's madness. 150 panicked travelers pleading for answers. Half of them wear the dangling yellow oxygen masks.

MATT

Can anyone see -- what is that on  
the wing?

His question is lost in the furor. Those seated on the  
wing look at something outside -- and they're not happy.

But the aisle is too jammed for Matt to go see for himself.

The Perky Flight Attendant nudges him back up front.

PERKY FLIGHT ATTENDANT

Sir, please, sit back down!

Matt returns to --

FIRST CLASS,

but he's too wound up to sit down. He remembers the phone  
in his hand and checks it. He yells to the Football Player:

MATT

No signal here, either!

MARIANNE

What is that stuff on the wings?

Matt looks down at her as she holds her terrified child.

MATT

...I don't know.

LANEY

Mommy? Are we... Did we crash? Are  
we...?

MARIANNE

No. No, honey. We're okay.

Young Gun #2 clambers out of his seat.

YOUNG GUN #2

What the fuck is going on here?  
SOMEBODY TELL US WHAT THE FUCK IS  
GOING ON!

CAPTAIN (V.O.)

(over the PA)

All right, folks, we've all had a  
scare, but I need you to settle  
down and give me your attention.

The Captain's warm southern drawl calms the mob a little.

CAPTAIN (V.O.; CONT'D)

I wish I could tell you what's  
happened to us, but the truth is,  
I just don't know.

(MORE)

CAPTAIN (V.O.; CONT'D)

But I do know that the aircraft is intact and we are all alive. And that's what counts. So let's keep our cool while we figure this out.

It's quiet for almost three seconds before PANIC returns.

CUT TO SILENCE:

INT. FLIGHT 209, FIRST CLASS CABIN -- MOMENTS LATER

The first class passengers are riveted by something:

The CAPTAIN (50's) at the cabin door. Gripping the handle. Peering into the darkness through the small porthole.

The Perky and Top-Heavy Flight Attendants gather behind him with a MALE FLIGHT ATTENDANT and a BLONDE one.

The Captain turns the handle and opens the door with a slight HISS as the cabin pressure equalizes.

From Matt's seat, he is in a good position to see outside.

The Captain crouches down to deploy the evacuation chute. Compressed air EXPLODES into the inflatable yellow slide.

CAPTAIN

Janet, a flashlight, please.

JANET, the Top-Heavy Flight Attendant, hands him a light.

MATT

Are you going out there? Isn't there someone else who can --

TOP-HEAVY FLIGHT ATTENDANT/JANET

We've got the situation under control, sir.

MATT

Are we on the ground?  
(to the Captain)  
Are you sure we don't need a pilot?

CAPTAIN

(thinks it over, nods)  
If anything happens to me, you've still got the first officer. And I'll take Chris here with me. How's that?

Matt nods, placated. But Chris, the Male Flight Attendant, doesn't look so thrilled with this plan.

The Captain sits on the deck and launches himself down the chute and out of view.

The Blonde Flight Attendant gives Chris a flashlight and a worried smile. Chris follows the Captain out the door.

The passengers look out the port-side windows to watch.

The Captain and Chris are visible down below, walking across the wet, black floor.

Matt isn't satisfied with this constrained view. He joins the attendants in the open doorway and peers out into --

THE AIRPLANE BAY,

and, for the first time, Matt gets an unfettered glimpse at the structure that now houses this entire airplane.

It is a great, black cavern, lit only by the plane's landing lights and the glow of the cabin windows. It's so big and dark, you can't make out the far reaches of it.

But the effect is like being inside a black widow. Shiny, wet, malevolent.

MATT

Jesus...

JANET

Sir, you need to take your seat.

Matt starts for his seat, but Janet furtively latches onto him and holds him there as she stares into this abyss.

The Captain and Chris walk back along the fuselage, their footsteps echoing in the darkness. They shine their lights on the aircraft, illuminating --

A tangle of metallic, vine-like tentacles hanging down from the darkness to envelop the wings and the fuselage. These greasy tentacles suspend the plane in midair, its nose dangling just a few feet off the floor.

PERKY FLIGHT ATTENDANT

Oh, God, what is this place?

The Perky Flight Attendant retreats back inside.

MATT

(re: the tentacles)

These things -- they caught us?

They -- what? They reeled us in?

Janet looks at him.

MATT (CONT'D)

You were in the cockpit. What did you see?

She starts to cry, without even seeming to realize it.

MATT (CONT'D)

Someone -- *something* -- plucked us  
out of the sky?

She doesn't answer. She just looks back outside.

JANET

Is that a... a door?

The men shine their lights at the ribbed wall. One of the ribs stretches out further than the others, its end a hollowed-out tube. The two men edge toward that opening.

MATT

(to himself)  
Don't go in there.

The Captain cups his hand to his mouth and hollers:

CAPTAIN

Hello! Anyone there?

The only response is his own FAINT ECHO. He steps closer, peers into the darkness, and finally enters the tunnel.

JANET

(to herself)  
No, don't go in there.

But he does. And Chris follows. The deeper they go, the dimmer the glow of their flashlights becomes, until the entire opening disappears back into darkness.

MATT

Captain!

Matt and Janet can't hear over the furor inside the plane.

JANET

Ladies and gentleman, please keep  
it down. We're trying to --

A far-off, MUFFLED SCREAM draws her attention back outside.

JANET (CONT'D)

Captain! ...Captain!

MATT

(to the passengers)  
Hey! Shut up!

The passengers quiet down.

JANET

Captain!

No response but the cold silence of this cavernous vault.

CUT TO NOISE:

INT. FLIGHT 209, FIRST CLASS CABIN -- MOMENTS LATER

The plane is filled with the DIN OF FRIGHTENED PASSENGERS.

Matt stands with the attendants and the young COPILOT (30's) at the cockpit door, nearly shouting to be heard.

COPILOT

Sir, my main concern here is to establish contact with traffic control and to determine our --

MATT

Establish contact? You mean we're currently out of contact?  
 (before he can answer)  
 Look, somebody's got to go after those guys. And it shouldn't be you, and it shouldn't them.

He indicates the quaking flight attendants.

COPILOT

Sir, airline regulations are quite clear about this --

MATT

You have regulations to address this scenario?

COPILOT

Sir --

MATT

Just let me put together a few volunteers. We'll go out there and we'll get to the bottom of this.

FOOTBALL PLAYER

I'll go with you, bro.

The towering athlete stands and comes to Matt's side.

COPILOT

Gentleman, I can't allow you to --

MATT

I'm not asking permission anymore. You go establish contact, or whatever you need to do.

(to Janet)

Can I have that intercom?

COPILOT

Janet, do not --

She's already passing the handset to Matt. He keys it:

MATT

Everybody, can I get your attention?  
We need a few able-bodied men to  
come up front, please. The crew is  
a little overextended and we need  
some volunteers for a brief  
excursion. Thank you.

Marianne watches, impressed, as Matt returns the handset  
to Janet. He points to the Young Guns a few rows back.

MATT (CONT'D)

How about you two? Want to stretch  
your legs?

They exchange nervous glances, but keep quiet.

A brute with a MILITARY HAIRCUT emerges from coach, with  
four other men trailing behind him. They wobble down the  
steep aisle to the front of the plane.

MILITARY HAIRCUT

What can we do for you?

MATT

You guys want to come outside,  
help me try and find the captain?

Military Haircut looks out the open door, tries to conceal  
his mounting terror.

MILITARY HAIRCUT

Sure. What the hell?

MATT

Great.  
(to Janet)  
We'll need some flashlights.

PERKY FLIGHT ATTENDANT

Excuse me, please, pardon us...

They all look back to see Perky escorting a STOUT MAN in  
a dark blazer out of coach and down to the copilot.

PERKY FLIGHT ATTENDANT (CONT'D)

Sir, remember I told you we had a  
federal agent on board?

COPILOT

This is him?

STOUT MAN

(flashes a badge)  
Special agent Hay, ATF. Traveling  
to San Francisco on a case.

Agent Hay peels back his blazer to show the Copilot  
something concealed within. The Copilot nods.

MATT

Great. We're glad to have you.

Janet distributes flashlights to the search party.

JANET

I'll come along. The company would insist on it.

MATT

Screw the company, Janet. You don't have to come.

Matt takes the last light from her and gives it to Hay.

AGENT HAY

You part of the crew?

MATT

No, but it's my search party.

AGENT HAY

Is it? Am I supposed to take orders from you?

MATT

Hey, I'm not trying to get in a pissing match here --

AGENT HAY

I hope not.

(holds up his badge)

Unless you have one of these. No? Okay, then. It's my search party. You're welcome to join it.

MATT

(looks at him, thinks)

You know... Maybe I'll just leave this in your capable hands.

AGENT HAY

Suit yourself.

He takes Matt's flashlight and hands it to Janet.

AGENT HAY (CONT'D)

Let's go, sweetheart.

Matt watches as Agent Hay, Military Haircut, the Football Player and three other men file down the evacuation chute.

Janet follows, but pauses at the threshold.

MATT

Don't go.

(to the Copilot)

Stop her, man.

Janet looks back at them.

COPILOT  
The company would insist.

MATT  
Oh, come on.

Janet straightens her uniform with professional pride.

JANET  
I'll be okay.

She sits on the deck and slides down the chute.

Matt goes to the door and looks out into --

THE AIRPLANE BAY,

to watch the search party edging toward the wall, their light beams dancing around this strange place.

They arrive at the tube, and Agent Hay leads them inside. They all disappear into the darkness within.

Matt leans out of the doorway, to escape from the CLAMOR of the passengers inside. And he listens...

He can just make out the DISTANT CONVERSATION of the search party inside that corridor. Then a sudden flurry of PANIC in their voices. Followed by SCREAMS. And a sharp SLAM.

And then...silence.

Matt stares into that darkness and shrinks back into --

THE CABIN.

Perky Flight Attendant is beside him.

PERKY FLIGHT ATTENDANT  
Well, let's just wait and see, I  
guess... Christ, I need a cigarette.

CUT TO SILENCE:

INT. FLIGHT 209, FIRST CLASS CABIN -- LATER

Wait-and-see. A tense hush has descended on the passengers.

Perky Flight Attendant paces at the open door.

Matt is back in his seat, staring out the window.

Marianne holds Laney tight. Laney trembles with excitement.

LANEY  
Mommy, when are they coming back?

MARIANNE

I don't know, honey. Soon.

LANEY

Why don't we all just go out there?

MARIANNE

Because. It may not be safe.

LANEY

But, mom...

(a whisper)

Don't you want to see what they  
look like?

Marianne looks at Laney. Not sure how to answer that.

MARIANNE

Laney, I have to go to bathroom.

LANEY

Okay.

MARIANNE

I want you to come with me.

LANEY

I don't have to go.

MARIANNE

Come with me anyway.

Marianne stands up, but Laney stays put, shaking her head.

MARIANNE (CONT'D)

Laney, please...

LANEY

It's too small in there.

Marianne looks at her a moment, then turns to Matt.

MARIANNE

Could you keep an eye on her?

Matt nods without thinking about it.

MARIANNE (CONT'D)

Thank you.

She hurries up the sloping aisle, to the lavatory  
separating first class from coach.

Laney slides over to the aisle seat and looks at Matt.

LANEY

Is your wife really dead?

MATT  
 (looks at her)  
 Yeah. She really is.

LANEY  
 How did she die?

Matt doesn't answer. Isn't sure how to.

LANEY (CONT'D)  
 It's none of my business.  
 (re: the open door)  
 What's so scary out there?

MATT  
 I don't know. Maybe nothing.

LANEY  
 Then how come you didn't go along  
 with that cop?

MATT  
 He's thinking with his lizard brain.

LANEY  
 He has a lizard brain?

MAN'S VOICE (O.S.)  
 I told you, get your hands off me!

A sudden RUCKUS breaks out back in coach. Perky Flight Attendant hurries back there to quell it.

MATT  
 We all have a lizard brain. It's  
 just a little thing, left over  
 from evolution.  
 (re: the ruckus)  
 Sometimes, when people get scared,  
 they forget how smart they are.  
 They rely on their lizard brains  
 to help them survive... It's a  
 good way to get the people around  
 you killed.

Matt looks at the ring on his finger. Gives it a twist.

LANEY  
 Is that what happened to your wife?

Matt looks at her. He wants to be angry, but she's just a kid. It was an innocent question.

Laney kneels on her seat to look back at coach.

LANEY (CONT'D)  
 It's too small in here.

MATT

Amen, sister.

MAN'S VOICE (O.S.)

I SAID GET YOUR FUCKING HANDS OFF  
ME!

Matt looks toward the unseen dustup back in coach. Several attendants are trying to deal with it.

MATT

What's going on back there?

Matt looks at the Young Guns in the back of first class. They shrug, not quite as curious as Matt.

Nobody notices Laney inching toward the open cabin door.

Matt turns back to find Laney's seat empty. He looks around the entryway. She's nowhere in sight.

Matt jumps up and goes to the cabin door to see --

Laney sitting on the ground at the bottom of the chute.

MATT (CONT'D)

Hey! Little girl! What are you  
doing?

She stands up and looks up at him.

MATT (CONT'D)

Are you okay? Can you climb back  
up?

She retreats, not eager to go back into the plane.

MATT (CONT'D)

Stay right there! I'm coming down!

Matt prepares to launch himself down the shoot when --

MARIANNE (O.S.)

What happened? Laney!

Marianne bounds down the tilted aisle toward him.

MATT

She's okay -- she's right here.

Matt points down the chute, but --

Laney is gone.

Marianne shoves Matt out of the way and leans out to see --

Laney walking under the fuselage, exploring.

MARIANNE

Laney!

(she shoves Matt aside)

Dammit! You said you'd watch her!

Marianne jumps onto the chute. Matt yells after her:

MATT

You didn't tell me she was a flight  
risk!

INT. AIRPLANE BAY -- CONTINUOUS

Matt follows Marianne down the chute. He slips trying to stand on the wet floor. He puts out a hand to break his fall and ends up with black gunk all over his palm.

MARIANNE

Laney! Where are you?

Marianne runs after Laney. Matt follows, but slows to examine the tentacles wrapped around the fuselage.

He touches their complex, woven texture, tentative. It looks like metal but is supple, like flesh. Matt recoils.

The aircraft is scraped up and smeared with grime from when these things wrested it from the air. Watery goo drizzles down the tentacles, from the darkness above.

MARIANNE (CONT'D)

Where is she? Laney!

LANEY (O.S.)

Mommy!

Marianne and Matt follow the sound of her voice further aft. They scramble under the fuselage and emerge on --

THE STARBOARD SIDE,

to see Laney running toward them. But --

A great spiked shape emerges from the darkness behind her -- a tremendous claw-like thing.

MARIANNE

LANEY!

A half-dozen bony fingers envelop the little girl, like silvery spider legs shrouded in diaphanous tissue.

LANEY

MOMMY!

The great CLAW draws Laney back and up into the air, up into the darkness, vanishing along with her.

After a moment, even her screams are gone.

Matt and Marianne arrive at the spot where Laney last stood. They look up, but it's too dark to see anything.

MARIANNE

What in God's name was that?  
...Laney!

Matt just stands there, blinking up at the darkness.

But Marianne is on a mission. She races to the back wall -- another curving, ribbed surface like the others.

MARIANNE (CONT'D)

LANEY!

She POUNDS on the metallic walls, tries to shimmy up one of the smooth ribs, but it's too slick.

As Matt catches up with Marianne, she turns toward the open tube back on the port side of the airplane.

MARIANNE (CONT'D)

Is that where the others went?

MATT

Yeah, but --

She's off and running before he can finish.

MATT (CONT'D)

Hey, wait!

Matt sprints and easily overtakes her. He grabs her arm just as she's about to enter the corridor.

MARIANNE

Get off me!

MATT

You haven't even got a light.

She elbows him in the ribs and pulls free. Without any hesitation, she steps into the pitch dark corridor.

MARIANNE

Laney! Can you hear me?

Matt watches her go. Doesn't want to follow, but doesn't want to be out here either. He looks back at the airplane.

MATT

I need a flashlight!

A hundred gawking faces stare out from the tiny windows.

Matt digs the phone from his pocket and holds the lit-up display before him -- a feeble, makeshift flashlight. He takes a deep breath and steps into the corridor.

INT. AIRPLANE BAY CORRIDOR -- CONTINUOUS

Matt inches down the corridor -- like a giant pipe -- and catches up with Marianne, groping blindly down the wall.

MATT

This way. To the right.

He takes her elbow and guides her around a bend.

Matt runs a hand along the filthy, obsidian wall.

MARIANNE

Laney?

The only answer is her own voice echoing back -- and a DEEP RUMBLE from somewhere inside the walls.

As they inch forward, the end of the corridor looms into the dim light of the phone. It's a dead-end.

MARIANNE (CONT'D)

Well, what the hell?

She starts toward the far wall, but Matt grabs her arm.

MATT

Wait -- listen.

A MUFFLED SCREAM emanates from somewhere. And another.

MATT (CONT'D)

Underneath us.

They crouch and cock their ears to the floor. It's a man SCREAMING bloody murder, and other frightened VOICES.

MARIANNE

How did they get down there?

She stands and squints at the walls surrounding them.

Matt's hand brushes something on the floor. He points the phone light at a seam in the otherwise seamless floor.

Marianne approaches the far wall. One more step and --

Something CLICKS and Matt discovers too late that the seam is the hinge side of a huge trap door that swings out from under them and drops them onto --

INT. THE TORTURE CHAMBER -- CONTINUOUS

-- a long, sloping surface, like a hollowed-out rib that spills them onto a smooth floor where they are met with agonized SCREAMS and are blinded by harsh lights shining down on them from high above.

SILHOUETTED FIGURES encircle them and close in...

It's Agent Hay and his search party. They help Matt and Marianne to their feet as they take in their surroundings.

They're standing on a large, round platform that seems to hang in an empty, black void, suspended by these long ribs, all radiating away from the platform like spokes and disappearing in the glare of the lights above.

Matt steps toward the edge of the platform. It's ringed with long, thin, curving prongs that cage them in. The SCREAMING comes from beyond the edge where, ten feet below --

THE CAPTAIN

reclines nude in some kind of restraint, held in place by several insectoid, mechanical limbs at the end of a huge crane arm hanging down from the ceiling, while other sharp devices poke and prod him.

MATT AND MARIANNE

blink at this horror as Military Haircut comes to their side. Everyone is a mess, their skin and clothing soiled from their slide down the grimy rib.

MARIANNE

My little girl -- where is she?

MILITARY HAIRCUT

No little girl in here.

MARIANNE

What is this place? What's going on?

She's barraged with confused and fragmented responses.

Matt looks back down at the Captain.

One of the mechanical arms IGNITES a blowtorch and moves the blue flame closer and closer to the Captain's thigh, until he goes rigid with agony. Then the torch backs off.

MATT

What are they doing to him?

Matt studies the tall prongs that cage them in. He could easily fit between them, but as he approaches --

Energy CRACKLES visibly between those prongs, not quite electricity and not quite fire, but something new.

JANET

No! Don't touch it!

Matt turns to see Janet kneeling over Chris, her male coworker, who's cradling a badly charred hand.

JANET (CONT'D)

Do not touch it.

MATT

Understood.

Matt backs away from the prongs and the energy dissipates.

With a sharp MECHANICAL REPORT, a metal arm swings out from under the platform and suspends an enormous lens element over the Captain, greatly magnifying him just as --

One of the arms stabs his abdomen with a thick needle, almost like an amniocentesis. The Captain SCREAMS again, his tortured expression distorted through that giant lens.

MATT (CONT'D)

Goddamn...

MILITARY HAIRCUT

Look out! Here it comes again!

People SCREAM and scatter as --

A GLOWING HEMISPHERE

hanging high above splits open like an egg, disgorging a massive skeletal object that unfolds in three long segments, the end unfurling right in front of them to reveal a huge CLAW, just like the one that took Laney.

It's like some unseen giant is reaching its arm into this room. The whole thing is at least 40 feet long. It swings around, studying the passengers with a pulsating amber orb at the center of its radiating fingers.

It's like a skinless hand with metallic bones strewn with a web of ligaments. It's hard to tell if this thing is organic or mechanical or perhaps something that's evolved far past any meaningful distinction between the two.

MATT

scrambles backwards, away from this nightmarish intruder. But Marianne stands her ground on shaking legs.

MARIANNE

Where is my daughter!

The Claw lunges toward Marianne, but --

Matt yanks her away and hides her in the small crowd.

The Claw scans the group for her, but settles for Janet instead. It grabs her and pulls her away from the group, to inspect her as she screams.

Military Haircut rushes forward and punches at the Claw. But it KNOCKS him aside with just the slightest flick.

A multi-headed tendril snakes out of the Claw and looms over Janet with four sharp stingers, each one like scorpion tail. She shrieks in frozen terror.

With a blur of movement, the stingers slice away Janet's blouse, exposing her bra. She tries to cover herself.

The tendril retracts back into the Claw. The Claw grabs Janet and carries her screaming away from the platform.

A light shines down on another examination chair beside the Captain's. The Claw lays Janet on it, while insectoid legs LASH out from the chair and pin her down.

Then the Claw folds itself up and retracts all the way up into its translucent hemisphere in the ceiling.

More arms appear, poking and prodding Janet, tearing the clothes from her body. And another giant lens rotates out from under the platform to magnify her distress.

MATT

averts his eyes, but when he turns away, he finds Agent Hay still watching with morbid curiosity. Matt approaches.

MATT

You have a gun. Why aren't you using it?

He pats the bulge in Hay's blazer. Hay swats his hand.

AGENT HAY

Against what?  
(re: the Claw)  
That thing?

MATT

You're a public servant. Defend these people!

AGENT HAY

I'm waiting for the right moment.  
Now stop drawing attention to us.

He edges away from Matt, joining the others as they watch this awful spectacle with dread and anticipation.

Matt studies the rib they slid down. He takes a run at it, but halfway up, it goes nearly vertical. He loses traction and comes sliding back down, getting even dirtier.

MILITARY HAIRCUT

Already tried that, dude. No joy.

Matt gets to his feet and looks around for other options.

A mechanical arm shoves some sort of sensor down the Captain's throat, choking off his screams -- and his air.

Marianne looks away, unable to bear the sight.

Suddenly, the sensor withdraws from the Captain's throat. The lenses retract and the insectoid restraints release.

The Captain and Janet roll off their examination chairs and onto the floor, naked, bruised and bleeding.

The Claw reemerges, unfolds, snatches them both up and drops them back onto the platform.

Then it backs away, watching.

Military Haircut peels off his coat and wraps it around Janet. She sobs and shudders like a rape victim.

MILITARY HAIRCUT (CONT'D)

You okay, ma'am?

She looks up to thank him, but screams instead, because --

The Claw grabs Military Haircut and carries him away.

A new beam of light illuminates another area of the vast floor below. The Claw drops Military Haircut into a ring of tall prongs that CRACKLE with energy, imprisoning him.

Everyone watches, waiting to see what happens next.

Matt doffs his dress shirt and hands it to the Captain. The Captain holds it together a little better than Janet, but his trembling hands belie his outward confidence.

CAPTAIN

What am I supposed to do with this?

MATT

(shrugs)

Loincloth?

The Captain ties the shirt around his waist to spare everyone the worst of his nudity.

Marianne goes to Janet, gives her a shoulder to cry on.

JANET

...What do they want?

## A MASSIVE METAL SPHERE

descends from the darkness on a vine-like cable, like a wrecking ball. It dangles just above Military Haircut's circular prison... and then is lowered slowly inside.

Giant lenses rotate out from the platform at the end of long rods, to magnify Military Haircut, watching terrified as the sphere descends toward him. He reaches up and pushes against it, a futile effort. Meanwhile --

## THE CLAW

swings back to the platform and picks out another victim -- a young guy in a BLACK T-SHIRT.

## BLACK T-SHIRT

No, no -- please -- somebody help!

The Claw places him on one of the examination chairs, the insectoid legs pinning him in place.

A single mechanical arm rises up beside him, holding a wheel of thick needles -- at least two dozen of them.

Lenses rotate into place to show the wheel rolling up one of his legs, the needles stabbing through his jeans, injecting him with various colored fluids. He CRIES OUT.

And, in the midst of all this chaos --

## THE TRAP DOOR OVERHEAD

CREAKS open and dumps FIVE MORE PASSENGERS down the rib -- another search party. The new men hit the platform and look around, stunned and amazed.

Marianne is knocked into Matt's arms by the influx.

## MATT

You okay?

## MARIANNE

Am I okay? You're kidding, right?

## MATT

Stay near the middle and don't do anything to stand out -- like, you know, yelling at that thing.

## MARIANNE

That thing has my little girl!

## MATT

Lady, it has all of us.

## MILITARY HAIRCUT

cries out from his cylindrical prison. The sphere pushing down on him has brought him to his knees. He fights against it with all his might, but it descends inexorably.

## MARIANNE

shakes her head at the sight.

## MARIANNE

They're going to kill him...

## THE CLAW

grabs a new arrival -- an ASIAN TOURIST. He hasn't even digested what's going on before he's caught up in it.

Another shaft of light reveals a large sphere embedded in the floor, just the very top of it exposed. It's surrounded by more of those energized prongs.

The Claw deposits the Asian Tourist on top of the sphere. He looks around, terrified. He tries to step off but energy CRACKLES between the surrounding prongs, singeing the man's arm. Asian Tourist wisely steps back onto the sphere.

But it starts slowly rolling beneath him, pushing him back toward the prongs. He must walk in place on the sphere or be thrown into that deadly energy field.

Then the speed increases, and he must jog to keep up.

## MATT

shakes his head in pity.

## MATT

Aw, come on.

The Claw wheels around again, descends on the scattering prisoners and grabs the Football Player.

## FOOTBALL PLAYER

Oh, God, no -- please, God --

The Claw holds him just out of reach, beyond the edge of the platform, pinning his arms to his sides.

It pinches his head and tilts it left and right, taxing the flexibility of his neck. The kid screams.

Marianne covers her eyes, but others stand transfixed, as --

The Claw SNAPS the kid's spine and his legs stop moving.

## JANET

Oh!

Janet doubles over and begins to retch.

THE CLAW

sets the Football Player's limp body on the vacant examination chair. A lens rotates over his face. He's not yet dead -- gasping for air, a fish on dry land.

Mechanical arms rise up out of the table and brandish long, bright blades. They carve into his abdomen -- vivisecting him. Arterial blood jets up toward --

THE PLATFORM,

boiling and CRACKLING as it flies through the energy field and SPLASHES onto the floor.

Marianne looks away, jamming her fists into her eyes.

And then a disturbing CRUNCHING sound draws all eyes to --

MILITARY HAIRCUT,

who has succumbed to the crushing weight of the wrecking ball, now PULPING his flesh and bones into pudding.

The sphere draws back up, and the CRACKLING prongs retract, allowing the Claw to sweep Military Haircut's bloody remains onto a circle etched in the floor.

It's a trap door. It swings in with a deafening RUSH OF AIR that sucks the corpse down.

After a moment, the door SLAMS shut, silencing the terrible wind, and leaving only a smear of blood behind. Then --

THE CLAW

swings back over the platform and grabs Janet again.

JANET (CONT'D)

Oh, no you don't!

It also snatches up a scrawny TEENAGE KID and carries them both up past the glare of the lights.

It returns empty-handed and grabs a CHUBBY SALESMAN by the leg. As it carries him away, he clings onto --

Matt, who struggles to break free. But the guy is too strong and the Claw carries them both up into the darkness beyond the lights and drops them through an opening, into --

INT. PUZZLE ROOM -- CONTINUOUS

-- a small, dim room. And then the opening SLAMS shut.

Matt blinks in the dim illumination of recessed lights.

Half-naked Janet and the Teenage Kid cower in the corner.  
Chubby Salesman rolls around, his back in pain.

TEENAGE KID

What's gonna happen to us now?

Matt stands up, nearly hits his head on the low ceiling.  
He starts toward the back wall to find a row of prongs.  
They CRACKLE with energy, stopping Matt dead in his tracks.

MATT

Okay...

Then the prongs start sliding forward. Matt backs up, but  
they keep inching toward him.

MATT (CONT'D)

Oh, shit.

Some kind of display lights up on the front wall.

JANET

What's that?

It's a pyramid pattern of circles -- five rows of them,  
one circle on top, five on the bottom.

Each circle is composed of 12 lights -- but only a few in  
each circle are lit. And the bottom row is totally dark.

CHUBBY SALESMAN

(re: the row of prongs)

Is that going to keep coming? 'Cause  
if it is...

The Teenage Kid looks at the shrinking floor space between  
the front wall and the moving prongs.

JANET

So what are we supposed to do?

MATT

My guess is, we're supposed to die --  
unless we can figure out this thing.

He approaches the pyramid display.

JANET

Is it some kind of control panel?

MATT

Or maybe a puzzle.

Chubby Salesman retreats from the prongs.

CHUBBY SALESMAN

Well, shit! Someone figure it out!

Janet touches one of the lit-up circles. Nothing happens. She pokes a dark circle in the bottom row, and one of the twelve squares lights up.

MATT

Maybe we have to complete the series -- figure out what comes next.

CHUBBY SALESMAN

So just press every one till something happens!

He reaches for the display, but Matt waves him off.

MATT

Don't waste our time -- there's a few hundred thousand permutations.

Janet checks the prongs. Their space is cut in half.

TEENAGE KID

I know what that is.

They all look at the kid. He's pointing to the display.

TEENAGE KID (CONT'D)

We just did this in math class. Oh, what's it called? Somebody's triangle...

Matt looks back at the display and it comes to him:

MATT

Pascal's Triangle?

TEENAGE KID

Yeah! That's it?

CHUBBY SALESMAN

What's it do?

MATT

I'm trying to remember how it works.

TEENAGE KID

(wracking his brain)  
Okay, let's see... Pascal didn't invent it. It's been around since, like, ancient China. The Persians had it, I think --

CHUBBY SALESMAN

(smacks his head)  
How does it work!

JANET

Hey, leave him alone!

Matt concentrates on the display, thinking out loud:

MATT

It's a simple pattern -- shit,  
how's it go?

TEENAGE KID

Doesn't it have something to do  
with the...Fibonacci sequence?

Matt counts out the lights in each circle, row by row:

MATT

One.  
One, one.  
One, two, one.  
One, three, three, one.

CHUBBY SALESMAN

So the next row is one, four, four,  
four, one!

He shoves Matt aside and starts tapping the display to  
light up the appropriate number of squares in each circle.

CHUBBY SALESMAN (CONT'D)

One, four, four, four, one!

But the prongs keeps coming -- close enough now that  
they're CRACKLING constantly.

CHUBBY SALESMAN (CONT'D)

Fuck!

The Teenage Kid breaks into uncontrollable sobbing. Janet  
puts a consoling arm around him.

Chubby Salesman PUNCHES the display until Matt elbows him  
aside so he can study the pattern again.

Chubby Salesman hugs the wall to avoid the prongs.

Matt stares at the pattern... until it comes to him:

MATT

Each number is the sum of the two  
above it. So -- one, four, six,  
four, one!

The CRACKLING prongs ignite Chubby Salesman's coattails.

CHUBBY SALESMAN

Oh, Christ!

Matt taps two more lights in the middle circle to change  
the count from four to six.

There's a loud CLANG and the floor drops out from under  
them. They plummet onto --

INT. THE TORTURE CHAMBER -- CONTINUOUS

-- one the ribs and skitter back down to the platform, where Chubby Salesman tears off his smoldering jacket.

Marianne rushes to Matt's side and helps him to his feet.

MARIANNE

Are you okay? What happened?

MATT

They made us do math.

She thinks he's joking, but his look is pure shell shock.

MATT (CONT'D)

It was scarier than it... sounds.

The Claw swings over the platform and drops something right in front of them with a WET THUD...

The bloody, shredded remains of the Football Player.

People SCREAM and scramble away from it, but Matt holds Marianne in place, waiting until the Claw retreats again.

Matt looks around and notices --

THE ASIAN TOURIST

still running on his rolling sphere, now soaked in sweat.

BLACK T-SHIRT

is still writhing on his table, his leg ballooning up.

THE CAPTAIN

paces the platform, furious in his dress-shirt loincloth.

Matt looks at the carcass of the Football Player. He pulls off the kid's sneakers and unbuttons his jeans.

SOMEONE IN THE CROWD (O.S.)

What are you doing, man?

Matt slides the jeans off of the corpse and hands the shoes and pants to the Captain, wordlessly.

The Captain stares at the jeans, as if questioning the ethics of this. But then he pulls them on and zips up.

Matt takes his shirt back from the Captain and uses it to cover up the bloody face of the dead Football Player.

He looks back at Marianne to find her staring at him, tears streaming down cheeks.

MARIANNE

Why didn't they flush him away  
like the other guy? Why did they  
throw him back up here?

She looks at the Claw, now hovering above the platform,  
staring down at them with its one cold eye.

MARIANNE (CONT'D)

What do you want with us! Why are  
you torturing us like this! WHERE  
IS MY LITTLE GIRL!

MATT

They're not torturing us. They're  
testing us.

Marianne looks back at Matt. Everyone does.

MATT (CONT'D)

I think they're studying us. Looking  
for our limitations. Our weaknesses.

TEENAGE KID

But... why?

AGENT HAY

Know the enemy, kid. That's basic  
Sun Tzu.

(off the kid's look)

*The Art of War?*

Matt glares at Agent Hay and marches right up to him.

MATT

If it's a war they want, then why  
don't we give it to them?

AGENT HAY

(sotto)

Don't do this.

MATT

If you're too chickenshit to use  
the gun, then give it to me!

A guy in a NICE SUIT listens in.

NICE SUIT

What gun? What are you guys talking  
about?

MATT

(re: Agent Hay)

He's got a gun.

Concern ripples through the crowd.

NICE SUIT

How'd he get a gun on an airplane?

MATT

I don't know, but he's got one.

CAPTAIN

Federal agents are permitted to carry onboard, if their work requires it.

(to Agent Hay)

But why keep it a secret?

AGENT HAY

I'm waiting for the right moment.

NICE SUIT

How many people have to die while you're waiting? When is the right moment?

MATT

(re: the Claw)

When that thing comes after him. He's just hoarding it for his own protection.

The crowd silently turns on Agent Hay. He looks around at the accusing faces.

AGENT HAY

You'd have done the same thing.

(looks right at Matt)

Any of you.

SOMEONE IN THE CROWD

Look out!

The Claw swings in and grabs Nice Suit. It carries him away screaming and deposits him on one of those chairs.

Matt reels around toward Agent Hay.

MATT

For God's sake, do something!

Chubby Salesman grabs Agent Hay from behind, by the arms.

CHUBBY SALESMAN

Hand it over!

Hay easily slips out of the hold, but he slips out of his blazer as well. His shoulder holster falls to the floor.

Chubby Salesman picks it up and throws it to Matt.

Matt draws the Glock and looks at it.

MATT

How do you turn off the safety?

AGENT HAY

No manual safety, it's a Glock!  
Jesus, you don't even know --

Matt points the weapon and FIRES a shot that PINGS off --  
The Claw. It turns away from Nice Suit and zeroes in on --  
Matt, who FIRES two more shots -- both direct hits. But --  
The Claw lunges toward him, unfazed.

Matt turns to run, but barely takes one step before --

The Claw tackles him like a 1000-pound linebacker. Matt goes down face-first, and as the Claw wraps around him and drags him away, Matt lobbs the gun into the crowd.

It lands near Marianne, who throws her body on top of it.

Matt still has the holster. He whips it around behind him, futilely STRIKING the Claw with the heavy clip case.

The Claw drops him onto the floor, hard.

Matt recovers and opens his eyes to find himself lying atop the bloodstained, circular trap door.

MATT

Shit!

He tries to scramble away, but --

The trap door opens with a RUSH OF AIR, sucking Matt down. He clings to the edge for a frozen moment, but the SUCTION is too great. It rips him free, and the door SLAMS shut...

...on the clip case of Agent Hay's shoulder holster.

INT. EJECTION TUBE -- CONTINUOUS

Matt dangles in space, clutching the shoulder holster with both hands, a powerful VACUUM FORCE tearing at him. After a few seconds --

The rush of air stops and all is silent. Matt looks down.

He's hanging over a round, vertical shaft, dimly illuminated with recessed lights. The blood-smearred shaft curves away and out of view, twenty feet below him.

Matt looks up for something to grab onto and notices --

The holster is tearing, the worn leather giving way.

He tries to grab hold of it above the tear when --

The leather SNAPS and Matt plummets. He hits the gentle curve of the chute, which redirects him horizontally until --

He SLAMS feet first into a sealed hatch at the end. Ouch.

He delicately unfolds himself and checks for injuries.

The hatch is smooth, with no controls. Just a dark porthole in the center. Matt looks through it to see --

The moon. A silvery crescent in the night sky.

But then something else catches his eye and he leans further over to see what that bright object is.

It's the surface of Earth. Several thousand miles away --  
the Earth as seen from orbit.

Matt backs up against the side of the shaft, breathless.

MATT

...Oh, boy.

Slowly, he turns back to the glass, as if to make sure he's not hallucinating. He isn't.

Matt gets a hold of himself. He looks at the smooth sides of the shaft. If the hatch opens, there's nothing to grab.

He spots a flush panel in the top side of the shaft. He TAPS on it. Sounds hollow. Matt digs at the edges with his nails, but it holds fast.

He lies on his back and KICKS it. Not even a scratch.

Matt roots through his pockets and finds a dime. He tries to wedge it into the seam of the panel.

The panel moves a quarter inch, but Matt drops the dime and it snaps shut again.

As he looks for the dime, there's a dull THUD from above -- the exact sound a body would make if it were dropped onto the trap door.

Matt scrambles to locate the dime. He finds it, jams it back into the seam and --

The hatch SLAMS open with a deafening RUSH OF AIR just as --

The panel SLIDES open and Matt's fingers catch the inside edge of a newly revealed air intake. He clings to it in a desperate bid to avoid being sucked out into space.

Something comes flying down the chute, bouncing off of Matt's legs and hurtling into the black void.

Matt's feet dangle in that deadly vacuum as a TORRENT OF AIR pours over him from the intake vent.

Then the hatch CLOSES, pushing Matt back into the shaft.

And the panel SLIDES shut on his fingers. Painful, but he doesn't withdraw them, because he wants in there.

He looks out the porthole to see --

The bloody body of Nice Suit, drifting away into space.

Matt uses his trapped fingers to pry open the panel. He peers into the darkness of the air inlet, just big enough for someone his size to crawl through.

So he wriggles into it.

INT. DUCT -- MOMENTS LATER

Matt inches his way up the narrow, round duct, again using his cell phone display to light the way.

But the path ahead, up the duct, is shrouded in darkness. It could go on forever.

But then a glow of light passes by an opening high above Matt, and he can see that there's a way out of this duct if he keeps climbing. So he does.

CUT TO:

INT. THE SEWER PIPE -- MOMENTS LATER

Matt reaches the top of the duct and cautiously pokes his head up into --

A bigger conduit, the size of a large sewer pipe. It's dimly lit by some glowing light source.

Matt pulls himself up, out of the duct, and finds there's enough room to stand up in here. He looks to the left to find the pipe curving away into darkness.

He looks to the right to see the source of the light.

A glowing hemisphere sitting on the floor.

No, wait. It's not a hemisphere on the floor -- it's a full sphere, perched in the floor, through a huge iris.

Matt crouches down and peeks between the edge of the iris and the glowing hemisphere, down into --

## THE TORTURE CHAMBER

directly below. Marianne, Agent Hay, the Captain and the others are gathered on the platform, watching as --

A man stands in a newly lit-up space down on the floor.

It's Chris, the male flight attendant with the burnt hand. He's facing off against some kind of small vehicle that comes rolling toward him with an array of WHIRLING blades.

It's like some kind of sick gladiator spectacle -- the human versus this vicious-looking machine. But, as --

MATT

tries to absorb all that, he realizes --

THE CLAW

down below, hovering over the people on the platform, is dangling down from this glowing sphere right beside him.

MATT

recoils from it, instinctively, even though the thing appears totally unaware of his presence.

He stands up and studies the glowing sphere.

It hangs from the top of the pipe by a complex mechanism. The sphere is self-contained. The Claw can fold up inside of it, but there is apparently nothing more to it than they've seen already from below.

The Claw is entirely robotic, not at all biological.

Matt kneels back down, pokes his head through the iris and looks around at --

THE CEILING OF THE TORTURE CHAMBER

to find a curving row of dark glass just twenty feet away from him -- windows looking down at the humans below.

MATT

pulls back into the pipe to consider the implications of that, but before he even gets started --

A faint SCREAM rings out. Not from the torture chamber below, but from further up the sewer pipe. Matt listens...

There it is again. A little girl's SCREAM -- cut short.

Matt runs in the direction of the scream, tripping on the ridges and vine-like tubes that line the pipe walls.

He pauses to listen again. He hears FAINT VOICES from back in the torture chamber, and deep, mechanical GRUMBLING from the ship itself. But no sound of a child anywhere.

Then he hears a faint POUNDING very close by.

Matt looks down to find he's standing on another iris -- this one closed.

He crouches and listens. The POUNDING comes from below -- along with MUFFLED SCREAMING.

Matt pries at the blades of the iris. They open up about an inch. Matt looks through the tiny aperture to see --

A GLASS TUBE

the size of a coffin right underneath him. And inside, is a little girl, panicking, POUNDING on the glass.

It's Laney.

MATT

stiffens at the sight. He pulls at the iris blades, but they're stuck. He puts his mouth to the tiny hole:

MATT

Little girl! Can you hear me?  
(to himself)

Dammit! What the hell's her name?  
Janey? Laney!

A new sound: fluid GUSHING.

Matt looks back through the aperture to see --

WATER

SURGING over Laney, rapidly filling the glass tube.

MATT

gasps at that sight. He pulls on an iris blade, but it just won't budge. He puts his mouth back to the hole.

MATT (CONT'D)

Laney!

LANEY

looks for the source of that voice, but doesn't notice --

Matt's eye peering down through the narrow aperture high above her. And the water level keeps rising.

MATT

claws at the iris until his fingers bleed. He tries to force the blades with his heel, using all of his weight.

He peeks through the aperture again, but --

LANEY

fighters to breathe, the water level rising above her face.

MATT

searches the outer ring of the iris, where some of the vine-like tubes feed into the mechanism. It's technology like he's never seen before -- totally unrecognizable.

Matt pulls at the vines. They feed into some kind of plumbing system -- maybe a type of hydraulics?

He tries to break one of the connections loose. Some fluid SPURTS out and SPARKS against the pipe wall.

Matt recoils and waits to see what happens, but notices --

The sounds of Laney's struggle have stopped.

MATT (CONT'D)

Laney!

Matt scrambles back to the aperture, to a sight that makes every other horror he's seen today pale in comparison. He closes his eyes, gnashes his teeth, claws at his scalp like he's trying to scrape his brain clean of the vision.

LANEY'S HAND

no longer pounds against the glass. It floats down to her side in slow-motion, limp and lifeless.

MATT

rolls away from the aperture, his hands over his face. His trembling breath revealing his swelling fury. Then --

The blades fully RETRACT and Matt nearly falls through the iris. He braces himself and peers down to see --

MORE OBSERVATION WINDOWS,

looking right into this private torture chamber of Laney's.

MATT

leans over to get a better view, determined to find out who is watching them suffer. But a light up ahead catches his eye. It's --

A glowing sphere racing down the pipe, suspended from an overhead track -- coming right at him.

Matt rolls out of the way just as --

The huge sphere plunges into the iris -- one of those mechanical Claws, retrieving Laney's body.

Matt scrambles away from the sphere and trips his way back down the sewer pipe, still shaken by what he's seen.

He finds the duct that brought him up here and he fumbles his way into it, slipping and falling straight down --

THE DUCT,

until he jams his feet against the sides of the tube and GRINDS to a stop, splitting the flimsy duct at its seam.

Matt peeks through the opening, to a lighted space beyond.

He KICKS the opening wider and spills out onto --

INT. THE INNARDS OF THE SHIP -- CONTINUOUS

-- a kind of catwalk, deep in the guts of the ship. And "guts" is the right word.

Matt looks around at the vine-like, tangled inner workings that surround him. This ship is practically an organism.

But down the catwalk is something clearly mechanical...

A sealed hatch with a window in it. Matt approaches it. He peers through the glass to find --

Another identical door just beyond this one. An airlock.

Matt searches around the door for controls, but can't find any. He checks the right side, then the left side.

He backs up a step to see what he's missing and he notices --

A couple of flat, translucent squares above the door, about a foot apart.

Standing on his toes, he can just reach one of the squares. It lights up for just a moment, but nothing happens.

He tries again with the other square. Same result. It lights up, then goes out, with no apparent effect.

He tries to slide the door open, but it holds fast.

He lights up the first square, then tries to slide the door while the light is still lit. But the door is locked.

Matt steps on a ridge in the wall and pulls himself up so he can inspect the buttons up close.

The finish between the buttons is polished from wear, as if someone frequently touched the panel there.

Matt puts his hand between the buttons, but nothing happens. He spreads out his fingers, and slides his hand back and forth. If his hand was just a couple inches wider, he could press both buttons at the same time.

So he uses both hands to press the buttons simultaneously. They light up -- and stay lit.

And the door HISSES open. Matt hops down and steps into --  
THE AIRLOCK,

the door HISSING shut behind him, startling him. He steps to the door in front of him and peers through the glass.

It opens onto some kind of vast, dim space.

There are two buttons above this door, same as the other.

Matt thinks for a moment. He takes a deep breath and...

Jumps, tapping a button with each hand.

There is a FAINT RUSH OF AIR as the lock pressurizes, then the door HISSES open.

Matt lets out his breath and inhales again -- and finds himself gasping. He has a moment of panic, but he doesn't close the door just yet. He gives it a few seconds.

He finds he can breathe this air -- though just barely.

EXT. LOWER DECK CORRIDOR -- CONTINUOUS

Matt leans out of the airlock and into this large hallway.

The walls are slick black and the light comes in sharp pools, leaving most the corridor in deep shadow. Small, slit windows in the far wall let in starlight from outside.

Matt squints up and down the hall. Seems empty.

He steps outside and falters. He leans against the wall, struggling for oxygen. The door CLOSES behind him.

The walls are dirty and worn. A few light fixtures are burned out. And if it wasn't obvious before, it sure is now... This place was not built by humans. Or for them.

Matt creeps across the corridor, toward windows, but --

He trips on a seam in the floor and falls down. These ridges are all over the floor, making walking hazardous.

Matt pulls himself up and peers out the window.

He sees Earth below. And more stars than he knew existed.

The corridor has a gradual curve to it, revealing that the ship -- or at least this side of it -- is round.

Matt peers along the outer wall and sees --

A strange, spherical vehicle docked to the ship.

He starts towards it, careful to step over the ridges as he heads down the endlessly curving corridor...

CUT TO:

INT. LIFEBOAT -- MOMENTS LATER

Matt's face appears in another airlock. He taps the controls and the door HISSES open. Matt steps into --

The vehicle attached to the ship -- perhaps, a lifeboat of sorts, although the layout is perplexing. It's hard to even tell if it's oriented upright.

Matt -- starved for oxygen -- staggers up the narrow cabin, toward the windows at the front. Strange, mesh harnesses hang there, tethered between the ceiling and the floor.

Matt spreads them apart so he can look at the panel at the front. A control panel, most likely, but the instruments and controls are mystifying.

Matt runs a hand along the myriad shapes and symbols and --

A section of the console tilts up to meet his hand -- a half-moon array of instrumentation.

He recoils. Then touches it. It dips forward. He grabs hold from underneath -- palms up -- and finds that, as awkward as that is, he's able to move it like the control yoke of an airplane -- left to right, back and forth.

Matt looks out the window, at Earth far below, but something else catches his eye...

Dozens of other ships in the black sky, tall and thin, like floating skyscrapers. They stretch out as far as the eye can see -- surrounding the entire Earth.

This isn't some expedition. It's a full-scale invasion.

A SHRILL, PREHISTORIC CRY vibrates through this ship and a huge shadow passes overhead.

Matt clutches the harness and looks outside to see --

Cyrillic letters gliding past -- markings on the tail section of a Russian jet now bouncing off the hull and drifting through space.

But the rest of the plane is missing.

As the severed tail section slowly spins away, Matt can see inside the fuselage -- the shredded seats, dangling oxygen masks, the carry-on luggage floating weightless.

Matt turns to see where this wreckage came from. He staggers toward a rear window and looks outside at --

A whole sea of wreckage -- airplane wings, jet engines, cargo containers, scraps of aluminum, bundles of wiring...

This flotsam drifts alongside the fleet, trapped in the same orbital path over Earth.

Matt squints at the nearest ship as --

A large hatch opens up and another airplane -- a large Gulfstream -- is expelled by the same kind of tentacles that captured Matt's passenger jet.

The tentacles silently shred the Gulfstream into pieces too small to damage the other ships as it flings it out into space, like so much garbage.

Matt's vision starts to fade.

INT. LOWER DECK CORRIDOR -- CONTINUOUS

Matt staggers back into the corridor, gasping for oxygen. The airlock SEALS behind him. He starts back the way he came, but pauses at --

Some strange sound ahead, in the distance. Like loud, slow FOOTSTEPS. And they're getting closer.

Matt turns and flees the other way down the corridor.

CUT TO:

INT. LOWER DECK CORRIDOR, ELEVATOR SHAFT -- MOMENTS LATER

Matt comes around the shallow curve of the corridor, keeping an eye out behind him. But he turns back around when he notices a bright light up ahead.

Matt slows down, cautious. As he rounds the bend --

An large, open shaft comes into view, with two beams of light shining down through it.

Matt steps to the lip of the shaft and peers down to see --  
Several levels below, all dark.

He looks up to see --

The shaft stretches another 40 or 50 stories above him.  
This ship is tall, like the others.

Matt's vision starts going again, oxygen deprived. And those FOOTSTEPS are gaining on him.

Matt spins to look behind him and nearly blacks out. He pinwheels his arms and topples backwards, into --

THE SHAFT,

and just floats there. Weightless. Wile E.- fucking-Coyote, over a drop of five or six stories.

His legs enter one of the beams of light and start to fall, causing him to spin over and over.

Matt flails his arms and, in effect, swims through the air, away from that light beam -- and into the other.

This one carries him up, all the way to --

THE NEXT LEVEL

Matt frantically grabs the lip of the floor and swings himself right out of the shaft. He SLAMS down on the deck, once again affected by gravity.

This corridor is much like the last one.

Matt gets up and runs away from the shaft.

But he doesn't get far before his oxygen-starved muscles protest. He stumbles over a ridge and CRASHES to the deck.

That's when he hears those FOOTSTEPS again. Whatever it is, it's followed him up to this level.

Matt tries to stand, but can't do it. So he crawls to the inner wall and hides in the shadow of a structural support.

As he gasps for air, Matt leans out and peers back to see --

A nightmarish shape approaching.

In the hard overhead light and deep shadow of the corridor, it's really only a silhouette, but that's scary enough.

This is no machine. This is an ALIEN, straight up.

It has two long, spindly, segmented arms that it uses to cling to the ridges in the floor and haul itself forward, like a bizarre primate.

The arms are at least six feet long and have two elbows each -- clearly the model for the huge mechanical Claws.

The alien stands eight feet tall and must weigh 500 pounds, yet it moves with grace. And it's coming this way -- fast.

Matt takes one last gulp of air and gets to his feet.

He runs forward as fast and as quietly as his buckling legs will take him, all the while keeping to the shadows.

With enough distance between them, the curve of the corridor keeps him out of view of the alien. But his legs are giving out again. Just then, up ahead --

Another airlock looms into view.

Matt runs for it and tries to jump for the controls, but he ends up missing and collapses to his knees.

The FOOTSTEPS of the alien grow louder.

Matt stands up and jumps for the buttons, but only hits one of them. Then he's down on all fours again.

And the FOOTSTEPS close in.

Again, Matt pulls himself to his feet. But now he can barely stand, let alone jump.

Behind him, one arm of the alien is now visible around the shallow curve.

Matt ignores the fire in his muscles and jumps. He slaps both buttons and the door HISSES open and he falls into --

THE AIRLOCK,

the door closing behind him.

The FOOTSTEPS draw closer. Pausing just outside the door.

Matt crouches below the window, pulling in his legs, making himself as small as possible.

He looks up at the glass on the other door, to check the reflection of the window above him, and he sees --

A massive, misshapen eye staring into the airlock.

Then it vanishes, along with the fading FOOTSTEPS.

INT. MECHANICAL ROOM -- CONTINUOUS

The inner airlock door HISSES open and Matt collapses into a dark space, sucking in the breathable air.

Somewhere nearby, people are SCREAMING.

Matt rises to his knees to see where he is.

Another catwalk, in another utility area -- this one home to various inexplicable mechanical devices.

As Matt recovers, he stands and follows those voices.

They lead him to a huge, translucent sphere hanging from the ceiling, through an iris in the floor.

Matt peers through the iris, down at --

THE AIRPLANE

in the bay underneath him.

This mechanical Claw reaches down from the split-open sphere to the tail of the aircraft, apparently trying to tear open the emergency exit.

Passengers are pouring out of the main door, tumbling down the chute and taking cover beneath the fuselage.

A second Claw snatches up a female passenger. It folds and pulls her up into --

A SECOND GLOWING SPHERE,

near another catwalk about fifty feet away from Matt.

It SLIDES away on its overhead track, the SCREAMING woman a vague, flailing form inside the translucent sphere.

And Matt can do nothing for her but watch in horror as she's spirited away to some other part of the ship.

Matt squeezes between the sphere and the edge of the iris, and he drops onto the tail section of the pitched airplane.

INT. AIRPLANE BAY -- CONTINUOUS

Thirty or more passengers are huddled together in a terrified mass beneath the fuselage. They SCREAM as --

Matt drops down off the fuselage and LANDS beside them.

PERKY FLIGHT ATTENDANT

Where did you come from?

Matt's seat mate, the Gray-Haired Businessman, spots him.

GRAY-HAIRED BUSINESSMAN

Hey! You went through that doorway!  
What's in there? What happened to  
the others?

MATT

You don't want to know.

(MORE)

MATT (CONT'D)

(to Perky)

Listen, where's the supply tank  
for the emergency oxygen masks?

PERKY FLIGHT ATTENDANT

The supply tank? Why do you want --

MATT

Oxygen! I need oxygen!

PERKY FLIGHT ATTENDANT

Well, we carry canisters for medical  
emergencies -- but they're in the  
aft galley, so...

Matt looks over at the crowd coming down the chute.

He gets a running start and bounds up the edge of the  
chute, while people are sliding down the center.

He grabs the edge of the doorway, but can't get through  
the crush of people. Finally, a woman leaps onto the chute,  
and Matt steps into the space she left behind.

INT. FLIGHT 209, FIRST CLASS CABIN -- CONTINUOUS

The cabin is jam-packed with people up front and in the  
aisles, but the coach section appears to be empty.

Matt climbs over the seats, making his way aft. He reaches  
a BIG WOMAN at the back of the crowd, staring into coach.

MATT

What are we dealing with here?

The Big Woman turns to him, the fear of God in her eyes.

MATT (CONT'D)

Can I get back there?

BIG WOMAN

You want to go... back there?

She just stares at him. So Matt edges past her, into --

THE COACH CABIN.

He starts up the pitched aisle, strewn with debris.

BIG WOMAN (CONT'D)

Mister, don't do it!

Something catches Matt's eye as he passes a row of seats --

A dead body. Mutilated.

Further aft, an OLD MAN stands up in an empty row -- except that he's dead, blood pouring from his mouth and nose.

He's been impaled by one stinger of the tendril that snakes up the aisle from the aft galley, emanating from the Claw that's got a hold of the emergency exit back there.

The stinger lets the corpse slide off of it and fall to the floor. Then the whole Tendril lunges toward Matt, one head darting through the air like a cobra, the other three acting as paws, pulling itself along by the seat tops.

Matt races back down the narrow aisle, but --

He trips on a suitcase and falls. He rolls over just as --

A dagger-like stinger comes stabbing towards him. Matt grabs it with both hands, but it takes all his might to keep it from tearing his face off. Then --

The Tendril WINDS UP, reeling Matt in like a big fish, dragging him up the aisle again, all the way to --

THE AFT GALLEY,

where the slack in the Tendril's length is now WINDING furiously through the porthole of the emergency exit.

Matt SLAMS into the bulkhead and wrestles with the Tendril. He gets a hold of two of the heads, but must bob and weave as the other two try to stab and slice him.

One gets a piece of his forearm, a nice clean gash.

Matt holds the two heads with one hand and grabs another. He gets a hold of the fourth one and tries to pin them all together, clutching them with both arms.

But it just adds to their strength. They THRASH him around, SLAMMING him against the floor and the bulkhead.

Matt pulls a fire extinguisher off the wall and SMASHES it down on the Tendril, but it barely seems to notice.

He grabs a full coffee pot and douses all four stingers, but they are unaffected. And worse -- now they're wet and slippery. The Tendril tears free from Matt's grasp.

Matt rolls aside just before the Tendril stabs into the lavatory door behind him. It pulls itself free, and all four stingers draw a bead on Matt, but --

Matt gives them a BLAST from the extinguisher. The stingers FLAIL about, trying to shake off the chemical dust.

Matt takes that opportunity to search the galley. He spots --

A cabinet marked with a red cross. He flings it open to find oxygen tanks, a first aid kit and a portable defibrillator. That last one gives him pause, but --

The Tendril lunges again and Matt just barely avoids it. He grabs the defibrillator and stumbles back into --

THE LAVATORY,

kicking the door shut just before a stinger STABS it.

Matt pulls the cover off the defibrillator, which starts TALKING to him in a calm, recorded voice:

DERIBBILATOR (V.O.)  
Begin by removing all clothing  
from the patient's chest...

The Tendril pulls itself free and STABS at the door again.

DERIBBILATOR (V.O.)  
...Take out white adhesive pads  
and place them on the patient's  
chest as shown in the diagram...

Matt pulls out the two wired pads and peels off the adhesive backing just as --

The Tendril SMASHES through the thin lavatory door and --

Matt catches it with an adhesive pad in each hand, pressing the wired pads firmly to the stinger.

DERIBBILATOR (V.O.; CONT'D)  
Analyzing... No one should touch  
the patient... Analyzing...

The Tendril overpowers Matt, forcing him against the wall.

DERIBBILATOR (V.O.; CONT'D)  
Shock advised! Stay clear of  
patient.

Matt lets go and kicks open the folding door, pinning the stinger in place. With the door open, the other three stingers come darting toward him, but --

DERIBBILATOR (V.O.; CONT'D)  
Press flashing orange button now.

-- Matt hits the orange button on the defibrillator and the entire Tendril THRASHES wildly, SPARKS and fiery tongues of energy shooting out of all four stingers.

DERIBBILATOR (V.O.; CONT'D)  
Delivering shock now.

Matt covers his face until the Tendril falls limp.

DERIBBILATOR (V.O.; CONT'D)  
Shock delivered. It is safe to  
touch the patient. Begin CPR.

Matt kicks the "patient" away from him and exits to --

THE AFT GALLEY,

to see the Tendril REELING back through the porthole.

Matt grabs two of the limp stingers and threads them  
through a meal cart. He ties a sheet bend just as --

The Claw REELS its Tendril taut and the cart SLAMS into  
the door, trapping the Claw against the fuselage.

Matt returns to the medical cabinet and pulls out three  
small, green oxygen tanks.

He opens some drawers, dumping their contents on the floor  
until he finds a stash of seatbelt extenders.

He grabs them all and wraps them around his waist.

He's about to leave when he remembers one last thing --

He digs through the meal cart and finds a butter knife.

CUT TO:

INT. FIRST CLASS CABIN -- MOMENTS LATER

The passengers stare wide-eyed as Matt emerges from coach,  
carrying his bounty.

MATT  
You can go back to your seats.  
It's probably safer in here than  
outside.

INT. AIRPLANE BAY -- CONTINUOUS

Matt pushes his way to the open airplane door. He looks  
back along the fuselage to see --

The Claw struggling in vain to unstick its Tendril from  
the emergency exit.

But the other Claw has returned. It grabs a man in a YELLOW  
RAIN SLICKER and hoists him up into the darkness.

Matt slides down the evacuation chute. The Copilot helps  
Matt to his feet, admiring Matt's handiwork.

MATT

Get everyone back inside -- and don't let anybody else go down that corridor.

COPILLOT

(re: the oxygen bottles)  
What are you doing with those?

MATT

The captain and I are going to get help. You're in charge, now. Don't get yourself killed.

The Copilot watches, perplexed, as Matt walks away.

The Gray-Haired Businessman emerges from under the airplane to intercept Matt on his way to the corridor.

GRAY-HAIRED BUSINESSMAN

Hey, are you going back in there?  
I'm coming with you.

MATT

That's not a good idea.

Matt tries to pull away from him, but he clings.

GRAY-HAIRED BUSINESSMAN

Then why are you going back in?

Three BUSYBODIES come over to see what's going on?

BUSYBODY #1

Hey, buddy -- don't go in there.  
Nobody comes out.

GRAY-HAIRED BUSINESSMAN

He's already been in there!

(to Matt)

Hey, friend! If you've got a plan,  
don't cut me out!

Matt pulls free of Gray-Haired Businessman.

MATT

I'm not cutting you out, I'm trying to help. Get back on the plane.

Matt continues toward the opening. Gray-Haired Businessman looks at the Busybodies, then starts after Matt.

MATT (CONT'D)

(reels toward him)

I'm serious. You can't follow me in there. You'll die!

Gray-Haired Businessman stops in his tracks and watches as Matt disappears into the corridor.

CUT TO:

INT. THE TORTURE CHAMBER -- MOMENTS LATER

The trap door SWINGS open and Matt drops out, sliding down to the platform -- now much more crowded.

Matt scrambles to his feet to discover --

THE ENTIRE CHAMBER

is now lit up, its vast expanse finally revealed.

The platform sits in the center of this huge, crescent chamber -- like an amphitheater filled with numerous, perplexing torture devices. And there are many more victims lying about, slaughtered by various creative means.

A BLOODY MAN

tries to fend off the little vehicle with the WHIRLING blades -- the mechanical gladiator. Four other mutilated victims lie about, including Chris, the flight attendant.

The gladiator takes a run at the new guy, slicing him.

A MECHANICAL CLAW

emerges from its hemisphere and unfolds to deposit Yellow Rain Slicker onto the platform. He looks around, terrified.

BLACK T-SHIRT

is still imprisoned in his examination chair, his mouth frothing, his leg a ruin of blood and pus.

THE ROLLING SPHERE

in the floor is vacant. The charred corpse of Asian Tourist lies just beyond the energized prongs that cooked him.

THE TRAP DOOR

BANGS open again, and Gray-Haired Businessman and two of the Busybodies spill down the long rib to the platform. They look around at all the mayhem, speechless.

Matt just looks at them and shakes his head.

Marianne, huddled near the center of the crowd, almost doesn't recognize Matt under all the filth and blood.

MARIANNE

Oh, my God...

She throws her arms around him. Matt stands there, awkward.

MATT

Where's the captain?

Marianne leads Matt toward the front of the crowd.

MARIANNE

(re: the Claws)

They're pulling people out of the plane and bringing them in here. Why didn't they do that with Laney?

She looks at him for an answer, but he hasn't got one. He points to her lip, now swollen and bloody.

MATT

What happened here?

She waves it off. It's the least of her worries.

They find the Captain talking to some passengers. He looks at Matt and does a double take.

CAPTAIN

Where the hell did you come from?

Matt pulls the Captain aside.

MATT

I found a way out of this room and I think I found a way to get help. But I need you to come with me...  
(re: the floor)  
...Through that hatch.

CAPTAIN

I can't leave these people. Find somebody else.

MATT

I need a pilot.

The Captain looks at Matt's oxygen bottles.

CAPTAIN

What have you found? What's really going on here?

MATT

You know how sometimes things aren't as bad as they seem? This isn't one of those times... You want to help these people, you gotta come with me.

CAPTAIN

(thinks it over...)  
Okay. What do we do?

MATT

Who has the gun?

MARIANNE

I picked it up, but he took it  
away from me -- the fed.

She points to Agent Hay. Matt starts toward him. Marianne  
and the Captain follow.

MATT

I need your gun.

Agent Hay turns to see Matt and freezes solid.

AGENT HAY

You...

CAPTAIN

Come on, Hay. Quit hoarding that  
gun. Let's have it.

AGENT HAY

"That gun" belongs to me.  
(pulls out his badge)  
I remind you gentlemen that I am a  
federal agent with the Bureau of --

MATT

You're outside your jurisdiction.

Matt grabs the badge and tosses away. It flies through  
the energized prongs and bursts into flames.

MATT (CONT'D)

Come on, give me the gun.

AGENT HAY

(sizes Matt up)  
You found a way out of here.  
(re: the Claw)  
You're going to shoot that thing  
again so it throws you down that  
hatch.

MATT

Give me the gun!

AGENT HAY

You want the gun, you get me, too.  
It's a package deal.

CAPTAIN

Agent Hay, I'm telling you --

MARIANNE

-- Captain!

The Claw comes up behind the Captain and snares him.

MATT

No!

Matt lunges for the Captain, but it's too late.

The Claw drops the Captain onto the floor below. The mechanical gladiator rolls toward him, blades SPINNING.

MATT (CONT'D)

Aw, shit!

(to Agent Hay)

Okay, you're in. But this is my party. Understand?

Matt hands Marianne the six seatbelt extenders.

MATT (CONT'D)

Link these together into a chain.

MARIANNE

Am -- am I coming?

MATT

Unless you want to stay here.

Matt rushes to the edge of the platform and watches as the mechanical gladiator rushes toward the Captain.

MATT (CONT'D)

Captain! Keep clear of that of that thing!

CAPTAIN

That was my plan!

Matt doesn't notice that one of his oxygen bottles is protruding through the energized prongs.

MATT

Stay by that trap door and -- shit!

He flinches and drops the cylinder, the end of it now red-hot. Matt looks at it, realizes what happened.

MATT (CONT'D)

Son of a bitch...

THE CAPTAIN

just barely eludes the spinning blades and scurries away from the mechanical gladiator. But it closes in on him again, all of its many blades WHIRLING in a frenzy.

MATT

picks up the still-hot tank with tentative hands.

MATT (CONT'D)

CAPTAIN, GET DOWN!

THE CAPTAIN

shoots Matt an uncertain look, then hits the deck, even as the lethal machine comes barreling toward him.

MATT

heaves the tank through the energized prongs. White-hot energy ZAPS the cylinder as it passes, turning it instantly into a glowing missile that flies into --

THE MACHINE'S WHIRLING BLADES,

which bite into the red hot pressurized cylinder. It --

EXPLODES, blowing the machine apart.

THE CROWD ON THE PLATFORM

shields their heads from the rain of debris, and looks down below to see that --

THE MECHANICAL GLADIATOR

has been effectively "killed." For the first time, there is silence in the torture chamber.

The Captain gets up off the floor, shaken, but unharmed.

The Claw descends to examine the wreckage.

JANET,

watching from the platform, breaks the silence with a raucous VICTORY CHEER. The others join in.

The Claw turns slowly toward the CHEERING humans.

Agent Hay reaches for the Glock hidden in his waistband.

AGENT HAY

What happens? Do I shoot it now?

MATT

I don't think that's going to be necessary.

Matt hooks the remaining oxygen bottles to his belt and takes the 15-foot chain of seatbelts from Marianne.

MATT (CONT'D)

Everybody grab onto this and don't let go no matter what.

Agent Hay and Marianne grab onto the belts with Matt as --

The Claw lunges for Matt, scooping him up off the platform.

He strains with both hands to hold onto the chain of seatbelts, lifting Agent Hay and Marianne into the air -- and over the fence of energized prongs.

MATT (CONT'D)

Captain! Get to the trap door!

THE CAPTAIN

runs to the circular hatch just as --

The Claw drops the other three onto it and --

The hatch opens with a deafening RUSH OF AIR that sucks them all down, but --

Matt casts off the slack end of the seatbelt chain just as he's pulled under. The chain follows them down, but --

The trap door SLAMS on the buckle of the very last belt.

INT. EJECTION TUBE -- CONTINUOUS

Matt, Marianne, Agent Hay and the Captain dangle down the tube in a daisy chain, clinging to the seatbelts as wind TEARS at them until the unseen hatch below BANGS shut.

MARIANNE

Are we alive?

Matt lets go and slides down to --

The closed hatch. He pulls out his butter knife and easily pries open the air duct panel.

CUT TO:

INT. LIFEBOAT -- LATER

The other ships in this fleet float in space, a sinister string of pearls encircling the Earth.

Marianne stands at the windscreen of the lifeboat, soaking in that sight. Jaw slack. Huffing O2 from an oxygen mask.

Agent Hay stands guard at the closed airlock, clutching his Glock like a security blanket in his trembling hand.

The Captain studies the controls, Matt at his side.

They all take turns puffing oxygen from the tanks, passing the masks back and forth as needed.

MATT

Come on, tell me you can do this.

CAPTAIN  
(shakes his head)  
I don't think so.

Marianne looks at the crazy symbols on the control panel.

MARIANNE  
How will you even know what button  
to push?

MATT  
Think of it like a puzzle. You  
look for patterns. Math is  
universal. Numbers add up the same  
way in any language. A machine  
built anywhere in the galaxy has  
to deal with the same laws of  
physics that we do --

CAPTAIN  
Like gravity?  
(that shuts him up)  
We're in orbit right now. Why aren't  
we weightless?

MATT  
Because they're... somehow  
generating their own gravitational  
field, or... Okay, their technology  
is more sophisticated than ours,  
but it's not magic. We can figure  
it out.

CAPTAIN  
You're awfully optimistic... uh, I  
don't even know your name.

MATT  
Matt.

CAPTAIN  
Listen, Matt. I've never flown  
outside the atmosphere. It's an  
entirely separate discipline. You  
don't use control surfaces --

MATT  
Right, you use reactive controls.

CAPTAIN  
Well, excuse me, but I don't know  
how to do that. I don't know how  
to plot a reentry trajectory, or  
aerobrake without disintegrating.  
It's suicide. I'll get us killed.

AGENT HAY  
We're already dead.

They all look behind them at Hay.

AGENT HAY (CONT'D)

You think this shit's gonna get any better? I'll gladly take my chances with an amateur astronaut before I go back in there.

MATT

(re: the other ships)  
Captain, do you see how many of these things there are? Whatever their plan is, you can bet it involves more than a handful of airplanes.

The Captain looks at the wreckage floating past. He nods.

CAPTAIN

Okay. I'll try. I guess I'll try.

MARIANNE

Well, let me out, first.

She starts for the airlock, but Agent Hay is in her way.

AGENT HAY

Where are you going?

MATT

To look for her daughter.

Marianne just nods toward Matt. What he said.

MATT (CONT'D)

The thing is...

Marianne looks back at Matt.

MARIANNE

The thing is?

Matt looks at her in the eye... and backpedals.

MATT

Listen, this is a big ship and we don't even know where to start looking. The best way to help Laney is to get back down to earth and tell them what's going on.

MARIANNE

And what are they going to do? Send up a SWAT team in the space shuttle?

(MORE)

MARIANNE (CONT'D)

(re: the Captain)

Look, even if he can figure out how to fly us home, let's not kid ourselves. Nobody's coming back to save the others.

MATT

Maybe so. But there are six billion people down there, and the fight is coming to them. They need to know what they're up against.

MARIANNE

You're leaving strangers behind, you can afford to be cold-blooded about this. But I can't leave my daughter. You don't need to stay and help me find her.

She steps around Agent Hay and heads to the airlock, but:

MATT

Wait...

Marianne turns to him again, but he still can't say it.

AGENT HAY

I think what he's getting at is... she's probably already dead.

MARIANNE

You don't know that.

AGENT HAY

After all they've done to us, you think they kept your girl alive?

MARIANNE

(appealing to Matt)

It's like you said -- they're testing us. Maybe they took Laney to see how I'd react -- to see if they can control us by threatening our children... Well, the answer is yes. They can.

Matt looks into her moist eyes and is about to speak, but --

CAPTAIN

I'll help you look for her.

AGENT HAY

-- What, are you kidding?

CAPTAIN

I'm about to abandon most of my passengers.

(MORE)

CAPTAIN (CONT'D)  
 Can't I spend ten minutes trying  
 to save one little girl first?

The Captain pushes past Agent Hay and opens the airlock.

MATT  
 She's dead.

Marianne turns to Matt, shocked to hear this from him.

MARIANNE  
 I won't believe it till I see for --

MATT  
 I saw her.

MARIANNE  
 (shakes her head)  
 You're lying... You just want to  
 get out of here.

MATT  
 I saw it happen.

CAPTAIN  
 Where? Can you show us?

MATT  
 She's not there anymore. They took  
 her away.

MARIANNE  
 Oh, I see.

MATT  
 Marianne... she's dead.

MARIANNE  
 Right. Like your wife.

She nods toward Matt's left hand, then steps into the  
 airlock with the Captain.

MATT  
 Captain --

CAPTAIN  
 We won't go far. Maybe sweep this  
 level. Ten minutes, tops.  
 (to Marianne)  
 Then I'm coming back here.

Marianne nods.

Matt wants to argue, but sees the futility in it. He looks  
 at Agent Hay. Hay gives him a shrug. Good try.

Matt shakes his head and gestures for Hay to get into the airlock. Hay stares at him, but obliges.

CUT TO:

INT. A DARK ROOM -- MOMENTS LATER

Darkness and the HUM of electronics. A door HISSES open and Matt and Agent Hay are silhouetted in the doorway. Hay sweeps the room with his Glock.

It's some kind of mechanical space -- lots of machines and soft glowing lights. But no signs of life.

INT. LOWER DECK CORRIDOR -- CONTINUOUS

Agent Hay backs out so Matt can CLOSE the door. They rejoin the Captain and Marianne and continue stalking down the long, curving corridor, buddying up on the oxygen tanks.

The Captain catches Matt checking his watch.

CAPTAIN

You're a good guy to share a foxhole with, Matt. What are you, anyway? Cop? Ex-military? Jason Bourne?

MATT

Senior design engineer for DarkStar Telecom.

The Captain chuckles, thinks Matt is putting him on.

MATT (CONT'D)

I build satellites.

The Captain stops laughing. It all makes sense now. He's a rocket scientist.

CAPTAIN

Well, stop checking your watch, okay?

MATT

Okay, but time's almost up.

The Captain nods toward Earth, out the slit windows.

CAPTAIN

You got any kids waiting for you down there?

Matt catches Marianne watching him. He looks at his ring.

MATT

My wife and I were expecting when we got carjacked at a gas station.

AGENT HAY  
Jesus... What happened?

Matt takes a breath of oxygen, shrugs.

MATT  
Guy put a gun in my face, said he wanted the car. So I got out and gave it to him.

AGENT HAY  
Wise move.

MATT  
Except I didn't realize he also wanted my wife. Otherwise, I'd have made sure she got out first, because all he had to do was jump in and grab her by the hair.

MARIANNE  
Oh, my God... What did you...

MATT  
I was on the wrong side of the car. Couldn't get to her door before he threw it in gear and... Anyway... No, I don't have any kids.

CAPTAIN  
Fuck me...

They arrive at the zero G shaft.

CAPTAIN (CONT'D)  
What's this?

MATT  
That's the elevator.

The Captain gives him a quizzical look. They slowly approach and look up to see the epic size of the ship.

CAPTAIN  
Wow... Okay, so how do you call the elevator car?

Matt shows the Captain his watch.

CAPTAIN (CONT'D)  
One more level.

Matt looks into Marianne's pleading eyes and relents.

He steps out over the void. Marianne gasps and lunges to save him, but he's already floating away.

AGENT HAY  
Son. Of. A. Bitch.

MATT

Come on.

He guides the others as they step one-by-one into the shaft -- and immediately flounder in the weightlessness.

Matt swims into a light beam and is drawn upward.

INT. ELEVATOR SHAFT -- CONTINUOUS

As the Captain, Marianne and Agent Hay follow Matt up the light beam, he prepares to get off at the next level, but --

TWO ALIENS are partway down that corridor, conferring with one another -- not looking toward the shaft.

Matt signals the others to follow him further up.

As Matt reaches the next level, he looks out to see --

A CLUSTER OF ALIENS gathered outside an overflowing room a hundred feet away. Something's going on in there.

Matt signals the others to keep quiet, but Marianne hisses:

MARIANNE

Matt!

She's pointing above him. He looks up to see --

Several more ALIENS leaping into the shaft 20 stories up.

Matt gives everyone the 'kill' signal. He grabs the edge of the shaft and --

INT. THREE LEVELS UP -- CONTINUOUS

-- flips out of the zero G field, SLAMMING to the deck of the next level. He takes a quick look around.

It's empty.

The Captain arrives and joins Matt.

Marianne doesn't time it right and comes out eight feet off the floor. Matt catches her. They both go down hard.

Agent Hay follows her, and goes rolling across the deck.

AGENT HAY

Did you see those things? Jesus!

Agent Hay fumbles for Matt's oxygen mask and takes a huff.

MATT

The question is, did they see us?  
...Let's get clear of this shaft.

CUT TO:

INT. THREE LEVELS UP, CORRIDOR -- MOMENTS LATER

They round the shallow curve and Matt brings them to a stop so they can listen for approaching footsteps. Marianne is short of breath. Matt gives her some oxygen.

MARIANNE

What were they doing -- that big group down below?

MATT

I think we're above the torture chamber now. Those guys might be looking down in there -- observers.

The Captain walks further on to examine an airlock door.

CAPTAIN

Even up here, they still separate the atmosphere with this bulkhead.

Marianne and Agent Hay aren't sure what he's getting at.

CAPTAIN (CONT'D)

If they're keeping your girl alive, she needs breathable air.

INT. THE CRYO-BAY -- MOMENTS LATER

The airlock HISSES open, revealing Matt, Marianne, the Captain and Agent Hay. They test the air. It's breathable.

They stow their oxygen masks and step out onto a catwalk in the dimly lit space. Matt looks up.

MATT

Oh, boy...

It's a dizzying 50 stories straight up. A cylindrical chamber that must take up most of the ship.

The space is filled with many thousands of huge, glass tubes stacked on top of one another, all the way up. Layers of catwalks provide access to all of them.

MARIANNE

What is this, the engine room?

CAPTAIN

Maybe the cargo hold.

AGENT HAY

What kind of cargo?

Matt approaches one of the tubes, he peers through the glass, into the darkness within.

MATT

I don't see anything.

MARIANNE

Those ones are lit up.

She points to a stack of tubes further ahead -- with glowing panels at the foot of each.

Matt starts toward them, but looks back at Agent Hay.

MATT

Bring the gun, please?

Agent Hay tightens his grip on the Glock and follows Matt.

As they approach the lit-up tubes, light refracting through them immediately betrays the presence of liquid inside.

Matt studies the glowing panel. Status lights on a display.

He shades his eyes and peers into the tube. The moment he touches the glass, it lights up from within, revealing --

A hideous face staring back at him.

Matt recoils, nearly toppling off of the catwalk. Agent Hay helps him stay upright.

Marianne and the Captain approach and study the tremendous, motionless animal inside the tube. Not of this earth.

AGENT HAY

One of them?

MATT

No, it's... a whole other kind.

It's ferocious looking. Huge claws and mandibles. Definitely high up on whatever food chain it came from.

AGENT HAY

...God save us.

MARIANNE

Think it's dead?

MATT

Then why handcuff it?

The others look where Matt's looking -- at the thick alloy shackles binding the beast's appendages.

The Captain looks at the display. Monitoring life signs?

CAPTAIN

Must be in some kind of hibernation.

The Captain looks up at this stack of pods, the active displays on all of them indicating creatures within.

Then he turns and sees that the vast majority of the tubes have inactive displays.

CAPTAIN (CONT'D)

There must be a million pods in this ship.

MATT

And God knows how many ships there are.

Matt and the Captain share a look.

AGENT HAY

I don't get it. What am I missing?

MATT

(to the Captain)

Is this a slave ship? ...Are they slave traders?

CAPTAIN

(re: the unlit pods)

I don't know, but they've got a lot of cargo space to fill.

Matt looks up at the countless inactive pods, then back at the hibernating beast before them.

AGENT HAY

So all that...

(air quotes)

..."studying" down there... They're not just trying to figure out how to defeat us?

CAPTAIN

They already know they can defeat us. Look at their technology.

Nobody notices that Matt is onto something. He looks up and down the catwalk, zeroing in on an occupied pod in a sea of empty ones.

He starts toward it. The others follow, but are distracted by their ongoing discussion.

CAPTAIN (CONT'D)

They want to see how easy we are to control. What we're useful for.

(MORE)

CAPTAIN (CONT'D)

They're studying everything about us. Our biology, our endurance, our intelligence.

(re: the torture chamber down below)

Everything we do down there provides them with knowledge they can use -- not just the experiments, but how we react to them. Those big magnifying lenses? Maybe they're for our benefit, so they can see what we do when --

MATT

Marianne?

Marianne, the Captain and Agent Hay suddenly realize that Matt has stopped before them, his hand resting on a pod, now illuminated from within.

Marianne approaches the pod and SCREAMS at the sight of --  
Laney's bound body floating upside-down in fluid.

MATT (CONT'D)

She's alive -- I think she's alive. I saw them do this. I thought she was dead but they must have been testing this fluid on her and --  
(looks at Marianne)  
Jesus, I'm sorry.

Marianne pounds on the glass.

MARIANNE

Laney! Laney, can you hear me? How do we get in there?

Matt and the Captain search for some way to open the pod.

AGENT HAY

Stand back -- I'll shoot the glass.

MATT

No, you won't.

Marianne kneels before the display panel.

MARIANNE

Tell me she's alive -- Please God, tell me she's alive! I can't read this fucking thing!

Matt kneels beside Marianne, studies the panel. He taps the screen. It flashes red. He tries it again.

MARIANNE (CONT'D)

How do we open it, Matt? How do we get her out?

MATT

I don't know. The controls seem to be locked.

He finds a small slot alongside the screen, studies it.

MATT (CONT'D)

I think it takes a key. Maybe we can hot-wire it.

MARIANNE

Hurry up, please.

Matt taps the hollow metal body of the pod. Finds a seam. Digs at it with his fingernails, but it stays put.

He backs up and gives it a few good KICKS, denting the metal and spreading the seam open.

MATT

Give me a hand.

Matt, the Captain and Agent Hay squeeze their fingers into the gap and TEAR the entire control panel loose, exposing a tangle of narrow tubing and filaments.

They're like the vines he's seen everywhere else, but on a smaller scale. Seems almost organic, like veins, growing thinner with each offshoot.

MARIANNE

Hang in there, Laney.

Matt studies the colored fluid pumping slowly through the tubing, into a board of interconnected channels.

MATT

It's like a... circuit board.

CAPTAIN

Not like any I've ever seen.

Matt points to the two different colors of fluid pumping through the brachiated, vein-like tubes.

MATT

Positive and negative -- maybe it's that simple. Just have to bypass the lock.

He pinches a tube and breaks it off of its connection. He does the same with another, then reroutes the first tube to the second connection.

But when he lets go of the second tube, fluid spurts onto the catwalk, sending up SPARKS. He pinches it shut.

MATT (CONT'D)

I need some way to clamp it. Anybody have a paper clip or a...

(sees his own hand)

Hey, I got it.

He slips off his wedding band, folds the tube over and slides the ring onto the tube to keep it shut.

He flips the panel around and taps the screen. The graphics respond to his touch.

Matt kneels before the panel and studies the graphical representation of the pod. He touches it in a few places, but nothing happens. He tries rubbing his finger against the pod door, as if to slide it open, and --

A display of Laney's vital signs flashes and BEEPS.

And little Laney's eyes open up.

MARIANNE

Oh, my God... Laney?

Laney starts writhing inside the tube, disoriented and terrified to discover that she's breathing fluid.

MARIANNE (CONT'D)

Get her out! Get her out!

A valve somewhere inside CLACKS open and an unseen pump starts CHURNING fluid out of the pod.

As it clears Laney's face, she coughs it out of her lungs.

MARIANNE (CONT'D)

Hold on, baby! We're going to get you out of there!

The pod door CRACKS open and HISSES up and out of the way. Marianne leaps inside, slipping in the remaining goo. She clutches her slimy daughter and sobs.

Matt plays with the controls some more and --

The alloy shackles CLICK open. Laney falls into her mother's arms. The two of them slip to the floor of the pod, soaked with goo, but thrilled to be reunited.

The Captain helps them onto the catwalk, where Marianne crouches and holds her little girl and shuts her own eyes against the weird alien world all around them, concerned for the moment only with having her daughter back.

MARIANNE (CONT'D)

Oh, my baby, are you okay?

LANEY

Mommy... Mommy...

Matt retrieves his wedding band and the three men back away to give Marianne and Laney this moment.

The Captain quietly sobs. No, scratch that. He's chuckling.

AGENT HAY

What's so goddamn funny?

CAPTAIN

Oh, I was just thinking... They want to study us, right? So they scoop up a plane full of people -- a random sampling of human beings.

(pats Matt shoulder)

But what are the odds there's a goddamn genius on that plane who could outsmart them?

MATT

Let's not get cocky. We're talking about a race that can control gravity and do God knows what else.

Marianne stands to join the men, holding Laney's hand.

MARIANNE

Well, they couldn't stop you from saving my little girl.

MATT

That was blind luck.

MARIANNE

All the same...

Marianne plants a kiss on his cheek, but he just stares at her, the blood draining from his face.

MARIANNE (CONT'D)

What's the matter?

Matt looks around the huge chamber, the innumerable pods.

MATT

This is more than luck. This is winning the goddamn lottery.

(he looks at the others)

They could have put her anywhere in here, but they put her right down at the bottom.

(off their blank looks)

They let us find her.

CAPTAIN

Why would they do that?

MATT

(shrugs)

To see if we could? To see if we'd even try?

CAPTAIN

You're saying they let us escape?

MATT

I'm saying, we didn't escape at all. We got out of that godawful room, but we're still being studied.

AGENT HAY

They know we're here? They've been watching us this whole time? You give 'em way too much credit.

Matt's eyes wander around the great chamber, settling on the darkened pods in the next catwalk, twenty feet away.

MATT

I don't think so.

Those dark glass doors HISS open.

MATT (CONT'D)

Behind the pods! Now!

Matt pulls Marianne and Laney through the tight space between two tubes, because --

A DOZEN ALIENS

spring out of those pods. Each one has two small appendages that fold out of their backs and point forward.

The appendages pump back and forth, FIRING tracer-like projectile rounds that EXPLODE upon impact.

MATT, MARIANNE AND LANEY

make it through to the next catwalk and crouch behind a pod, as rounds BURST against it.

THE CAPTAIN AND AGENT HAY

are still struggling to get through. Agent Hay drops onto his back and FIRES his Glock, taking out --

ONE OF THE ALIENS

with a clean head shot, but --

THE CAPTAIN

takes an EXPLODING round to the thigh. It sends out a small web of sticky fluid that eats into his flesh like white phosphorous, spreading under the skin.

He falls down screaming. Matt drags him onto --

THE NEXT CATWALK,

but the FUSILLADE pins them all down.

Laney is screaming. Marianne clutching her. Agent Hay tries to fire again, but can't get another opening.

Matt checks the Captain. The projectile has burned a deep furrow in the flesh of his leg.

MATT (CONT'D)

Shit -- you okay?

The Captain musters a brave face and nods.

MATT (CONT'D)

Can you fly?

CAPTAIN

I'm gonna have to, aren't I?

MATT

That's the spirit.

Matt points to an airlock door, at the end of this catwalk.

MATT (CONT'D)

That way, on three! One! Two! Three!

Agent Hay leads the way, his stout frame really moving.

Marianne picks up Laney and follows hard on his heels.

Matt pulls the Captain along, but they move much slower.

The aliens track them through the gaps between the pods. Another round HITS the Captain in the back. He tries to scream, but falls breathless to the catwalk.

Matt drops behind the next pod to assess the damage. The caustic web is still SIZZLING through muscle tissue.

MATT (CONT'D)

Talk to me -- you gonna make it?

The Captain shakes his head.

MATT (CONT'D)

Yes, you are. Come on!

AGENT HAY, MARIANNE AND LANEY

reach the sheltered landing of the airlock and look back.

MARIANNE

Oh, no...

AGENT HAY  
Forget it -- let's go!

MARIANNE  
No! Wait!

MATT

grabs the Captain and pulls him behind the next pod, but the Captain is totally limp now, no help at all.

MATT  
Come on, the human race needs you!

The Captain tries to choke out some words, but fails.

AT THE AIRLOCK LANDING,

Agent Hay jumps for the controls and opens the door.

AGENT HAY  
Come on! Get in!

MARIANNE  
Wait for them!

Agent Hay is in a full panic now. He dives into the airlock and triggers it. The door HISSES shut.

MARIANNE (CONT'D)  
No! You bastard!

Marianne jumps and hits the controls, but they're locked, because Agent Hay is fleeing through the outer door.

MATT

hoists the Captain over his shoulder and lumbers down the catwalk as rounds EXPLODE all around them.

He reaches the landing and collapses at Marianne's feet.

The airlock REPRESSURIZES and Marianne gets it open. She ushers Laney in, then helps Matt drag the Captain into --

THE AIRLOCK,

but it's obviously too late for the Captain.

MATT  
Captain! Captain! Can you hear me?

He lifts the Captain's face to see his lifeless eyes.

MATT (CONT'D)  
Oh, fuck...

Marianne jumps and hits the controls just before --

Rounds start HAMMERING the inner door. The aliens have reached this catwalk and are headed toward the airlock.

INT. THREE LEVELS UP, CORRIDOR -- CONTINUOUS

The outer door HISSSES open and Marianne and Laney spill out. Matt follows them, but reaches back inside to pull the Captain's body across the threshold.

He leaves the dead man there -- a human doorstop. He grabs Marianne's hand and pulls her and Laney down the corridor.

MATT

Where's what's-his-face?

MARIANNE

He took off!

The outer airlock door tries to close, but BUMPS into the Captain's body, preventing the inner door from opening.

MATT, MARIANNE AND LANEY

run as hard as they can, away from the sound of the aliens SHOOTING their way through the airlock windows.

Laney can't keep up, so Marianne scoops her off her feet and carries her as a SHRILL ALARM echoes through the ship.

They run blindly, the threat of danger always just around the continuous bend of the circular hallway.

Marianne trips on a ridge and drops Laney onto the floor.

Matt doubles back, picks up Laney and they're off again.

A zero G shaft looms into view, but --

Some aliens are riding up the light beam.

Matt throws on the brakes, pulls Marianne behind a pillar.

Matt sets Laney down, and Marianne hugs her close. All of them panting like racehorses. And the ALARM still screams.

MARIANNE (CONT'D)

-- What do we do? -- Where are we even going?

Matt tries to think of an answer. Marianne hugs Laney's head against her breast, but what she's really doing is covering the girl's ears while she whispers at Matt:

MARIANNE (CONT'D)

This is it, isn't it?

MATT

Don't say that --

MARIANNE

We don't have a pilot! We don't have a gun! We can't get off this --

MATT

The copilot.

MARIANNE

What?

MATT

He'll fly the lifeboat.

MARIANNE

The copilot? In the airplane? How are we going get him out here?

MATT

We can, uh -- I can -- There's one of those big claws stuck to the airplane. Maybe we can -- just climb up its body and...

But even Matt isn't buying this plan. He looks around the pillar to avoid Marianne's hopeless stare, but sees --

Two more aliens floating down the shaft.

He ducks back behind the pillar, frozen. He looks at Marianne, cradling her baby.

MATT (CONT'D)

Okay, here's the plan. You ever been to Muir Woods, up in Mill Valley?

MARIANNE

Uh, I don't think so.

MATT

That's where they've got those really big redwoods. Some of them are over a thousand years old.

MARIANNE

Right, okay. What about them?

MATT

Laney's got to see those. She'd really get a kick out them.

MARIANNE

Okay, but -- what's the plan?

MATT

That is the plan. I'd like to take you guys there sometime. It's not a very long drive. And it's really something you ought to see.

Marianne smiles, realizes what he's doing.

MARIANNE

Is this like when the best friends talk about what they're going to do after the war's over, but then one of them gets killed in the next scene?

Matt puts a gentle hand on her cheek.

MATT

No. We're getting out of this, I promise you. We're getting out of this and then I'm going to show you some big-ass trees.

Marianne is still terrified, but at least she's laughing.

MARIANNE

Okay... okay.

Matt leans around the pillar again.

The elevator shaft is empty.

MATT

The way back to the plane is just two floors down, so we're going to run for it and we're not going to look back. Everybody with me?

Marianne nods. Matt looks at Laney. She nods, too.

MATT (CONT'D)

...Now!

He picks up Laney and they sprint for the open shaft, but --

A HALF-DOZEN ALIENS appear behind them and start FIRING.

MATT (CONT'D)

Don't look back!

But Marianne does -- and stumbles on the uneven floor.

Laney is facing backwards in Matt's arms, so she can see --

Marianne desperately trying to regain her footing, the mob of aliens lumbering after her.

LANEY

Mommy!

Matt spins around to look, but --

MARIANNE

Go! Get her out of here!

Marianne tries to get back on her feet, but --

A round HITS the floor nearby, SPATTERING her jacket with its caustic web. Marianne falls again, struggling to twist her way out of the jacket before that shit burns her.

Laney screams. Matt races forward. He slides across the floor like a man stealing third and flies into --

THE ZERO G SHAFT,

into the 'down' light beam. Matt turns so that Laney faces away from --

HER MOTHER

who gets out of the jacket, but can't possibly escape from the half-dozen rampaging aliens descending upon her.

MATT AND LANEY

float down, away from one horror -- and toward another.

More aliens are piling into the shaft two stories below.

Matt grabs the lip of the next level and --

INT. OBSERVATION LEVEL, CORRIDOR -- CONTINUOUS

-- the two of them land one floor shy of their goal.

LANEY

-- Mommy?

MATT

Shhh!

Matt scoops up Laney again and carries her past --

The room full of aliens they saw earlier, and --

Down the hallway as fast as he can. But, as they round the slow bend of the corridor, they come up behind --

Another group of armed aliens.

Matt hugs the inside wall to quickly get out of their line of sight. He doubles back and finds a closed door.

He plays with the electronic controls until the door HISSES open and Matt finds himself staring down the barrel of --

Agent Hay's Glock. Hay lowers the barrel and --

AGENT HAY

Matt, Jesus--

-- Matt SMASHES him in the face, knocking him back into --

INT. STORAGE COMPARTMENT -- CONTINUOUS

-- the small, dim room cluttered with crates and racks of weird objects. Matt carries Laney in and CLOSES the door.

Hay sits up and spits blood, seething.

AGENT HAY

What was I supposed to do?

MATT

Right now, you better find a place to hide.

Matt pulls a rack of what looks like alien armor away from the wall and secretes Laney behind it. He crouches down with her and adjusts the rack to conceal them both.

There's a sound of LOPING FOOTSTEPS approaching.

AGENT HAY

You led 'em here?

Agent Hay scrambles about in a furious search for a hiding place. He dives behind a large crate just before --

The door HISSES open and TWO ALIENS lean in.

MATT AND LANEY

huddle as low as they can, holding their breath.

THE ALIENS

scan the room, quick and efficient, but thankfully not too thorough. They CLOSE the door. Their FOOTSTEPS recede.

After a silent moment...

Agent Hay stands up and listens. He comes out into the middle of the room and sinks down onto a box.

AGENT HAY (CONT'D)

Where's the kid's mother? She buy it, too?

BEHIND THE RACK,

Matt cringes at the question. He looks at Laney, a sweet little girl with a thousand-yard stare. She trembles.

Matt puts an arm around her and feeds her oxygen from his tank, but she doesn't even seem aware of his presence.

The ALARM goes silent. Matt sits up. Are they in the clear?

He kicks the rack away so he can see Agent Hay sitting there, gun dangling from his hand, impotent.

He looks up at the rack and pulls down something like a backpack with two insectoid legs folded against it.

It's an alien gun. They're not part of the aliens' biology; just weapons worn on their backs.

LANEY

(a whisper)

Is there a Heaven?

Matt looks down at Laney. She's still staring into space, taking occasional puffs off the oxygen mask.

MATT

I don't know... I hope so.

LANEY

I'll see my mom there, right?

MATT

(what can he say?)

Yeah.

LANEY

And you'll see your wife.

Matt doesn't respond.

AGENT HAY

Bet she'll want to have a word about that day at the gas station.

Matt looks at Agent Hay. Then he stands up, about ready to kill the son of a bitch with his bare hands, but --

The corridor outside echoes with DEEP BARKING VOICES. Then the sound of aliens THUNDERING up and down the corridor. The ship is filling up with aliens on the hunt.

Matt looks back at the alien weapon in his hands. He plays with it, trying to suss out how it functions.

AGENT HAY (CONT'D)

Just don't judge me, is all. You're no different. Or do I need to remind you that your great and noble plan would'a got you off this ship while all those other people were left to die?

MATT

What was I supposed to do? I was trying to get help --

AGENT HAY

Hey, I'd have played it the same way. That's my point. If you don't look after yourself, you won't be around to help anyone else.

Matt tries to respond, but can't. Agent Hay shrugs.

AGENT HAY (CONT'D)

We're only human.

LANEY

...Lizards.

Matt and Agent Hay look back at Laney. Still tear-stained. Still trembling. Still staring into the middle distance.

LANEY (CONT'D)

We're only lizards. And whatever these things are, we'll never beat them... Not with our lizard brains.

Matt wants to respond, to reassure her. But what could he say? Anyway, she's not waiting for a response.

Matt turns back to the weapon, extending one of the barrels in the same pumping motion that it makes when it fires. It CLICKS, but doesn't shoot. He tries it again.

He pops open a cover between the shoulder blade-like appendages to reveal a large chamber -- empty.

He tosses the weapon aside and leads Agent Hay away from Laney, for a private chat.

MATT

How many rounds do you have left?

AGENT HAY

More than enough.

MATT

For what?

AGENT HAY

For... what you have in mind.

MATT

I'm not asking you to put a bullet in my head, you asshole. I want the gun.

AGENT HAY

...Why?

MATT

Because fuck these things, that's why.

Matt pries the Glock out of Agent Hay's feeble grasp.

AGENT HAY

We're toast, Matt. What, are you gonna take over the whole ship with a dozen rounds?

MATT

No. But maybe I can shut down that torture chamber.

AGENT HAY

Maybe. And then what do you think they'll do to you?

MATT

Same thing they'll do when they find me in here. It just happens sooner, that's all.

Agent Hay thinks that over, and finds he can't argue.

MATT (CONT'D)

(re: Laney)

Keep her company. Stay with her till the end.

AGENT HAY

...Okay.

Matt presses the barrel of the Glock against Hay's heart.

MATT

Do not. Leave her. Alone.

AGENT HAY

Hey, I'm not going anywhere.

Matt takes Hay's oxygen cylinder and crosses back to Laney. He crouches beside her.

MATT

Sweetheart? Um, I'm going outside for a little while. I'm not sure how long I'll be, but --

LANEY

Kill as many as you can.

She looks right at him, with those rapidly aging eyes.

CUT TO:

INT. OBSERVATION LEVEL, CORRIDOR -- MOMENTS LATER

BLURRED SHAPES march past the closed storage compartment door and down the corridor. The door SLIDES open. Matt emerges from the darkness within, the Glock in two hands.

He looks left, after the receding aliens. Then right, at --

The empty corridor.

Matt springs out of the room and sprints down the hall, the door HISSING shut behind him.

He runs for the crowded room they passed earlier.

He slows as he approaches it, stealthy. He steps to the edge of the doorway. He takes a deep puff of oxygen and... spins around the doorframe to find --

INT. THE OBSERVATION ROOM -- CONTINUOUS

-- the room is nearly empty now. Just THREE FIGURES huddled over a console, their backs to the door. Unaware of Matt.

This is the observation room that looks down through the high windows in the torture chamber. The floor is tiered, a gallery for observers.

The three aliens are perched at the glass, working the elaborate controls before them. ALIEN TECHNICIANS.

Ropy umbilical cords dangle from the ceiling, connecting to each alien at the center of their backs. They are physically part of the controls.

Matt swallows and edges into the room, coming around behind the three aliens. As he approaches, he can see down into --

THE TORTURE CHAMBER,

corpses and gore littering the blood-soaked floor. Dozens of passengers huddle on the platform, recoiling from the Claw as it reaches for them.

It grabs a woman, her screams muted by the thick glass. It draws her up into its sphere and the sphere disappears.

Then another Claw comes down and carries away another victim. The aliens aren't studying them anymore. They're just taking them all somewhere.

MATT

looks at the gun in his quavering hands. He holds his shaky breath and inches closer to the alien technicians -- almost within point-blank range.

He aims at the back of the middle alien's head, but --

The alien on the left turns and looks right at him.

Matt stumbles backwards and unloads FOUR ROUNDS into that terrible face. The alien falls back dead, but --

The 2nd alien LASHES OUT and sends Matt flying.

The 3rd alien trips a switch, opening a previously concealed panel in the wall. A SHRILL ALARM goes off and the alien brings out one of the backpack weapons.

It tears off its umbilical -- exposing a section of its spinal column -- and slaps the backpack onto its shoulders, plugging the weapon directly into its nervous system.

Matt rights himself and aims the Glock just as --

The alien turns and FIRES a few rounds at him, but --

Matt rolls to the side and BLASTS away at the alien, blowing holes in its chest until the slide locks open.

The 3rd alien staggers, black blood leaking out of him.

Matt and the 2nd alien exchange glances -- both of them equidistant from the 3rd alien. Matt hurls the empty Glock at the 2nd one and races toward the 3rd, tearing the backpack from its body as it drops dead to the floor.

Matt can't plug the weapon into his spine, but he repeats the action he tried in the storage compartment -- forcing a firing arm forward. It FIRES a round at the floor.

Matt cocks the arm back and aims at the remaining alien.

MATT

Let them out!

The Alien Technician just stares at him. It's the first time Matt's had a close-up look at one. In this foreign face is a familiar look: fear.

MATT (CONT'D)

Let them out of that room! Let them out! Now!

Still, the alien doesn't respond. So Matt points at the traumatized humans down below.

MATT (CONT'D)

Let them out! Let! Them! Out!

The alien looks down at the humans, then back at Matt. Despite the obvious language barrier, it seems to understand what Matt wants it to do.

The alien's digits flash across the console until --

DOWN IN THE TORTURE CHAMBER,

the three huge ribs that support the platform buckle and fold up, lifting the platform up toward the ceiling. And the hanging trap door from the airplane bay hinges open.

The passengers look up at trap door, suspicious. But a couple of them climb up through it. When it appears safe, the others rapidly follow.

MATT

looks at the Alien Technician.

MATT (CONT'D)

Why are you doing this to us?

The alien emits a series of ugly GRUNTS. There's no way these two will ever communicate with words.

Matt tightens his grip on the weapon, itching to kill this thing. But something on the console catches his eye...

A holographic image of the ship. It shows pretty clearly that the airplane is inside another ship -- a capture vehicle docked inside the bottom of this mother ship.

MATT (CONT'D)

Our plane is inside a separate ship?

The alien doesn't comprehend. Matt points to the diagram.

MATT (CONT'D)

Can that part detach? Can it take us back home?

Still, the alien doesn't understand. Matt gives up.

A Claw sweeps past the windows and scoops a man off the platform as he waits to exit.

MATT (CONT'D)

Hey, stop that! Put him down --

A tracer round SCREAMS past Matt. He dives to the floor.

FIVE ALIEN GUARDS stand in the door, SHOOTING at him.

Matt FIRES a barrage of his own and --

Hits a guard in the face with an EXPLOSIVE round. That one falls back, but the others take his place, FIRING at --

Matt. He takes cover in a shallow nook and SHOOTS at --

Another alien, taking him out. But the rest stand firm, pinning Matt down with their withering return FIRE. So --

Matt looks for an escape route. There are no other exits, but, just inside the torture chamber, a Claw is folding up into its sphere, carrying away another victim.

So Matt FIRES round after round at the thick glass. The caustic webs that burst out of each projectile eat into the pane. It crackles and IMPLODES with a soft rush of air from the slightly pressurized torture room.

Matt slings the weapon onto his shoulder, leaps onto the console and leans into --

THE TORTURE CHAMBER,

forty feet above the floor. With tracer rounds FLITTING past him, he jumps across the chasm to --

Snag the Claw as it folds into the --

TRANSLUCENT SPHERE,

which seals up once the entire arm is inside.

COPILLOT

Help me!

The Copilot is the victim ensnared by the folded Claw.

Matt tries to climb up to help him, but the Claw is closed tight. And the sphere LURCHES into motion.

Through the translucent shell, Matt and the Copilot watch as the sphere carries them up into the sewer pipe between the levels and bulkheads of the ship, weird shapes and vague lights skipping past.

And then the sphere rotates 180 degrees upwards, throwing Matt off his feet. Suddenly, the translucent sphere is flooded with light as it splits open inside --

INT. THE CRYO-BAY -- CONTINUOUS

The Claw "awakens" and unfolds out of the sphere, carrying the screaming Copilot away from Matt.

Matt recovers his weapon and climbs out to see --

The Claw depositing the Copilot into a pod. The shackles SNAP around his limbs and the door starts closing.

COPILLOT

Help me -- please, help me!

The Claw retracts into its sphere and disappears.

Matt climbs up onto the catwalk and FIRES a shot that --

DESTROYS the control panel of the Copilot's pod, freezing the door half-open. The shackles release with a SNAP.

The Copilot scrambles out of the pod as fast as he can, just in case the door tries to close again.

He stands up, shaky. He absorbs his surroundings and looks at Matt, standing there with an alien weapon.

COPILOT (CONT'D)

Where did you come from? ...Where  
did you get that thing?

Matt grabs the Copilot and pulls him along the catwalk.

MATT

Come on, I have a job for you!

COPILOT

Where are we going?

MATT

Ever dream of being an astronaut?

The Copilot stops short. Matt looks back at him.

COPILOT

Are we...in space?

MATT

Low Earth Orbit. Yeah.

The Copilot blinks at him. Matt pulls him along again.

MATT (CONT'D)

But I found a small ship that might  
take us home. You have to fly it.

COPILOT

(stops again)

You want me to... to fly a...  
spaceship?

MATT

You can figure it out. Come on,  
I'll show you.

He pulls the Copilot along again, toward the airlock.

COPILOT

I don't know how to fly a spaceship!  
I'll get everyone killed.

MATT

Not everyone's going to be on it.

COPILOT

...We're not taking the others?

Now it's Matt who stops. He thinks for a moment.

MATT

...Shit.

Matt turns to the Copilot, his confidence suddenly shaken.

MATT (CONT'D)

Your airplane, you think it can still fly?

COPILLOT

Not in outer space!

MATT

No, listen. The airplane is inside a separate ship. I think I can make them send it back down and release the plane. Can it fly?

COPILLOT

I don't know. Maybe. How are you going to make them release it?

MATT

(re: his alien weapon)  
I'm going to ask nicely.

Matt leads the Copilot back the other way.

COPILLOT

But, if you're not in the airplane... what happens to you?

MATT

You'll have to ask NASA to send up a SWAT team in the space shuttle.

The Copilot starts to laugh, but realizes it isn't a joke.

Matt stops walking again when he sees a hibernating human in the pod alongside them. There are others nearby.

COPILLOT

Are they dead?

Matt hands him the backpack and starts KICKING in the control panel at the base of a pod. He tears the panel open and is hot wiring it with his wedding ring when --

A round EXPLODES against the catwalk. Matt looks up at --

A squad of alien guards FIRING from the next level.

Matt pulls the Copilot behind the pod, takes the weapon from him and FIRES back, knocking an alien off the catwalk.

MATT

(re: the control panel)  
Use that to open the pod! Just slide the door open!

More rounds STRIKE nearby. Matt returns suppressing FIRE so the Copilot can work the controls.

COPILOT

Oh, damn! What'd I do wrong?

The display has changed to a different kind of screen.

MATT

What did you push? How do we get back to that first screen?

COPILOT

I don't know!

Matt tries a few buttons, but can't change the screen. This one shows the entire array of cryo-pods.

COPILOT (CONT'D)

Maybe we can open them all at once?

MATT

We do not want to do that.

COPILOT

Why not?

Matt looks around the vast room, at the thousands of pods imprisoning dormant alien slaves.

MATT

Yes... Yes, we do want to do that.

Matt hits buttons at the base of each tower of pods, but --

Hundreds of thousands of circuit breakers SNAP and the entire chamber is plunged into darkness.

COPILOT

Uh-oh.

A THUNDERCLAP rattles the chamber as hundreds of thousands of valves OPEN. Fluid DRAINS from hundreds of thousands of pods. Hundreds of thousands of doors HISS open.

In the dim light from all the control panels, Matt and the Copilot can just barely see all the nearby pods opening up, and soaked airplane passengers tumbling out.

Matt hurries over to help a woman get to her feet.

It's Marianne.

MARIANNE

...Matt?

Matt looks at her... and just has to laugh. He pulls her wet body into his.

MATT

Laney's okay -- she's hidden away -- she's safe.

(MORE)

MATT (CONT'D)  
 (to the whole group)  
 And I'm getting everybody off this  
 ship! Let's get back to the airplane --

A SHRILL, MONSTROUS SCREAM pierces the darkness high above  
 them. Followed by dozens of others. Then hundreds more.

COPILLOT  
 What are those things?

MATT  
 Just move your ass, 'cause they  
 might not greet us as liberators.

ON THE CATWALK ABOVE,

the alien guards unleash a FIRESTORM, the tracer rounds  
 illuminating them like flares.

But they're not firing down at the humans. They're shooting  
 at hulking, black shapes that lumber down their catwalk  
 on all fours, rapidly overtaking them.

MATT

hops off of their own catwalk and helps Marianne down  
 into the opening to the sewer pipe.

CUT TO:

INT. MECHANICAL ROOM -- MOMENTS LATER

Matt drops out of a similar opening in the ceiling of the  
 space above the airplane and lands on the catwalk.

The Copilot, Marianne and several other passengers drop  
 down behind him and follow him along to --

The sphere protruding down through the floor. Matt and  
 the Copilot look down through the opening at --

The tail of the airplane, hanging beneath them.

MATT  
 Get everyone back on board and  
 buckled in.  
 (re: the Claw)  
 This one is caught in the emergency  
 exit. You'll have to untie it and  
 seal the broken porthole.

COPILLOT  
 Got it. Now, you sure you're okay  
 with this?

MATT  
 You trying to change my mind?

The Copilot takes Matt's hand and shakes it vigorously.

COPILLOT

We're going to remember you.

MATT

Not unless you get that plane down safely. Now go.

The Copilot starts helping passengers drop down through the hole and onto the raised tail of the aircraft.

But Marianne isn't going anywhere.

MARIANNE

What about Laney?

MATT

I'll go get her. You get down to the airplane.

Matt starts back along the catwalk.

MARIANNE

*Bullshit.*

She follows him, but he stops and turns to face her.

MATT

You got to let me do this on my own. I'll move a lot faster.

MARIANNE

I'm not getting on that plane without her.

MATT

Then wait for us up here. You can help her climb down.

Matt starts for the airlock, but Marianne realizes:

MARIANNE

...You're not coming with us.

Matt stops. Won't everyone just shut up about this?

MATT

Somebody has to release the plane.

Marianne opens her mouth to protest, but knows he's right.

Then the ship is rocked by an EXPLOSION somewhere.

MARIANNE

What was that?

MATT

Guess our new friends are wreaking  
havoc... I'll be back with Laney  
as soon as I can.

He runs for the airlock.

INT. THE NEXT LEVEL -- CONTINUOUS

The outer door HISSES open and Matt peeks out.

The darkness of the corridor is alive with sounds. Alarms  
BLARING. Alien voices SCREAMING. BATTLES raging.

Matt leaps out of the airlock and runs like hell.

CUT TO:

INT. ELEVATOR SHAFT -- MOMENTS LATER

Matt jumps through zero G space and into the 'up' beam.  
He looks above him to see --

An alien descending toward him. It spots Matt and FIRES.

Matt goes into contortions to avoid the SALVO, but then --

An EXPLOSION erupts far up in the shaft, sending debris  
raining down at them at high speed.

A chunk of something HITS the alien hard, sending him  
spinning down the shaft.

Matt pulls himself out of the light beam and lands on --

THE OBSERVATION LEVEL

as the alien floats down past him, writhing in agony.

Matt sidles up to the observation room doorway. He leans  
around the doorframe to see --

A HALF-DOZEN ALIENS

inside. The surviving Alien Technician is getting a serious  
reaming by an alien who seems to be some sort of SUPERIOR.

MATT

continues past, undetected. He races down the hallway as  
another EXPLOSION rocks the ship. And then --

His feet come off the deck. He flies through the air,  
weightless -- just like in the elevator shaft.

Then the gravity reactivates and Matt SLAMS to the deck.  
He picks himself up and runs all the way to --

The storage compartment where he left Laney and Agent Hay. He opens the door and leaps inside, but --

INT. STORAGE COMPARTMENT -- CONTINUOUS

-- Agent Hay tackles Matt to the floor.

MATT

It's me! It's me!

AGENT HAY

Jesus -- sorry. You okay?

Agent Hay helps Matt to his feet.

AGENT HAY (CONT'D)

What the hell's going on out there?

Laney emerges from behind the rack.

MATT

Laney? Come with me, kiddo. There's somebody who wants to see you.

Laney looks up at him, afraid to even ask who he means.

Matt scoops her off her feet with one arm.

MATT (CONT'D)

Let's go!

CUT TO:

INT. LOWER DECK CORRIDOR -- MOMENTS LATER

Marianne peers out through the airlock. Waiting.

Matt comes racing down the corridor with Laney in his arms and Agent Hay panting hard to keep up. They slide to a stop at the door and Laney sees:

LANEY

MOM!

Matt sets Laney down and jumps to reach the door controls.

But nothing happens.

He tries the controls again, but still nothing.

Marianne yells "What's wrong?" but is completely inaudible.

MATT

It's locked -- we're locked out!

Marianne tries the controls on her side, but has no luck.

MATT (CONT'D)

They must be sealing off the bulkheads.

Matt waves Laney back and signals Marianne to step aside.

He FIRES a few rounds at the outer window, fracturing the thick pane with the caustic webs. Matt kicks in the glass and takes aim at the inner window, but --

The weapon just CLICKS.

MATT (CONT'D)

Oh, no...

He tries again. Nothing. Matt checks the backpack magazine.

MATT (CONT'D)

This thing's spent.

Matt casts it aside and reaches into the airlock. He tries to open the door from inside, but still no luck.

Matt climbs through the window and starts HAMMERING the glass of the inner door with his heel. But it holds steady.

MATT (CONT'D)

Dammit!

EXPLOSIVE rounds hit the corridor wall. Hay turns to see --

Two alien guards loping toward them, maybe 100 feet away.

AGENT HAY

Matt! We got trouble!

But a great dark shape emerges from the shadows behind the guards -- an ESCAPED ALIEN SLAVE, galloping on all fours. It tears one of the alien's heads off. The remaining guard turns to FIRE at it, but is devoured just as quickly.

AGENT HAY (CONT'D)

Wait, hang on... I think we're okay?

The escaped slave tosses the corpse aside and spots Agent Hay and Laney. It starts toward them, slow and suspicious.

AGENT HAY (CONT'D)

Scratch that -- we got trouble!

Matt keeps kicking at the glass, but it's pointless.

Marianne peers at him from the other side. He can just hear her now when she yells through the remaining window:

MARIANNE

What do we do?

Matt looks at Laney behind him, then back at Marianne.

MATT

Go back down to the plane!

MARIANNE

No!

MATT

I'll get her to you! I promise!

MARIANNE

How?

AGENT HAY

Matt! We gotta go!

Agent Hay picks up Laney and carries her away from the approaching alien slave.

LANEY

Mom!

MARIANNE

Laney!

Marianne watches horrified as Laney is carried from view.

Matt punches the glass to get Marianne's attention.

MATT

You get on that plane! She'll be there -- and she better find you waiting for her!

Before she can respond, Matt dives back into the corridor.

MARIANNE

NOOO!

Matt grabs the backpack weapon and races away, leaving the terrible alien slave in the dust.

Matt overtakes Agent Hay, plucking Laney from his arms and carrying her around the bend of the corridor.

CUT TO:

INT. OBSERVATION LEVEL, CORRIDOR -- MOMENTS LATER

Matt floats up and out of the elevator shaft with Laney under his arm. He makes a perfect landing on the deck.

Agent Hay comes up behind, and goes sprawling face-first.

Matt sidles up to the observation room doorway and listens. The room is a lot quieter now. Laney and Agent Hay join him. Laney points to Matt's weapon, whispers:

LANEY

But that isn't loaded.

Matt puts a finger to his lips and gives her a wink.

He leans around the doorframe to find --

INT. THE OBSERVATION ROOM -- CONTINUOUS

-- the Alien Technician slumped over the console, alone.

Matt enters quietly, weapon raised. The alien looks up.

MATT

Got another job for you.

The alien just looks at him. Hard to read the expression.

Agent Hay and Laney step into the room and watch.

Matt points to the control panel, the hologram of the capture vehicle with the passenger jet inside.

MATT (CONT'D)

You're going to release that plane!  
You understand? You're going to  
send it back down.

The alien just stares at Matt, defiant. Matt shoves the weapon in his face.

MATT (CONT'D)

Oh, yes you are!

Laney edges toward the broken window and gasps at --

The Torture Chamber far below, full of bodies and blood.

MATT (CONT'D)

Get her away from there!

Agent Hay leads Laney away from the window, but she's already crying. The aborted reunion with her mother, on top of everything else, is too much for her to bear.

Matt turns back to the alien and leans close.

MATT (CONT'D)

Acknowledge, you son of a bitch!  
You understand what I want -- I  
know you do!

A shadow darkens the doorway and Agent Hay turns to see --

The Alien Superior entering the room, unassuming.

AGENT HAY

Matt!

Matt spins around and takes aim at the Superior, who freezes in his tracks. He appears to be unarmed.

But the Alien Technician starts HOWLING wildly.

It's so disconcerting that Matt turns back around to cover the Technician again. And his screaming subsides.

AGENT HAY (CONT'D)

What the hell was that about?

LANEY

It's scared.

Matt looks at Laney. She points at the Technician.

LANEY (CONT'D)

This one is scared for that one.

Matt still doesn't follow.

LANEY (CONT'D)

Like Mommy's scared for me.

Matt looks back and forth between the two aliens. Could they be brothers? Lovers -- man and woman?

MATT

Hay, close that door.

Agent Hay goes to the doorway and figures out how to trip the mechanism to seal the room off.

Matt approaches the Alien Superior and points the weapon at his head. Then he looks at --

The Technician, tensing at the sight of the other in peril.

MATT (CONT'D)

Now you're gonna send that fucking plane back home.

The Alien Technician does not vacillate. He -- or she -- goes to the console. Her Superior BARKS at her, but she SNARLS a reply and keeps moving.

A new ALARM blares out. Another EXPLOSION rocks the ship.

MATT (CONT'D)

Hang on. First thing's first.

(re: Laney and Hay)

You're going to put these two up there.

He points at the raised platform, still hanging just below the trap door leading back to the plane.

AGENT HAY

What?

MATT  
(ignoring Hay)  
You can use that thing and carry  
them up there.

Matt imitates the Claw with this hand, miming the action  
of carrying someone over to the platform.

The Technician looks at him, then works some controls.

The Superior PROTESTS again, but the Technician BARKS  
back at him and keeps working.

THE CLAW

emerges from its sphere, unfolds and stretches toward the  
broken window. It hangs there, an open hand, waiting.

MATT (CONT'D)  
Hay, take Laney and get back on  
the airplane.

Agent Hay leads Laney to the broken window and looks out  
at the awaiting Claw. Kind of hard to trust it by now.

LANEY  
Matt, what about you?

MATT  
There's a lifeboat down below.  
I'll take that.

AGENT HAY  
You can't fly that thing!

Matt silences him with a glare, but it's too late. Laney  
catches on, as another EXPLOSION jolts the ship..

LANEY  
Matt, what's gonna happen to you?

MATT  
Don't worry about me, Laney! Go!

LANEY  
But why don't you just come with --

AGENT HAY  
Somebody's gotta keep these two  
covered, sweetheart. You know?  
Make sure they send the plane down  
safely.

Laney looks up at Agent Hay, then back at Matt.

LANEY  
You would do that for us?

MATT

Laney, hurry up. Your mom's waiting  
for you.

She looks at him with tears in her eyes. And then runs  
over to wrap her arms around him.

LANEY

Thank you, Matt.

AGENT HAY

Oh, the big hero... To hell with  
this.

Agent Hay storms over to Matt and grabs the gun.

AGENT HAY (CONT'D)

Gimme that. Take her and get the  
fuck out of here.

MATT

-- What are you doing?

AGENT HAY

(re: the Claw)

You can try your luck on that damn  
thing. I'll stay here.

Matt looks at Hay, while Hay covers the Alien Superior.

MATT

You don't have to do this, Hay.

AGENT HAY

Yeah, I do. Go.

Matt looks at Hay a moment, and claps him on the shoulder.

Then Matt scoops up Laney and climbs out the window with  
her, stepping onto --

THE CLAW,

that monstrous thing that's caused them so much misery.

It jerks into motion and carries them away from the window.  
Laney tries not to look down at the 40-foot chasm below  
them as Matt leaps off of the Claw and onto --

THE PLATFORM.

They run across the raised platform and climb up through  
the trap door leading back to their airplane.

AGENT HAY

can't help but smile as he watches them go. He looks back  
at the Technician and keeps the Superior in his sights.

AGENT HAY (CONT'D)

All right, you piece of shit. Send  
'em back home -- and no mistakes.

He points to a hologram of Earth, his finger hovering  
right over North America.

AGENT HAY (CONT'D)

Put 'em right here.

The Alien Technician seems to sneer at him, even as she  
starts working the controls again.

INT. AIRPLANE BAY CORRIDOR -- CONTINUOUS

Matt and Laney race down the corridor. The dimly lit  
passenger jet is in view, hanging from those tentacles.

The whole world SHUDDERS and then an iris starts to close,  
about to cut them off from their escape.

Matt leaps through the narrowing gap and the iris SLAMS  
shut behind them, sealing up the --

THE AIRPLANE BAY,

as Matt and Laney arrive and look up at the plane to see --

Marianne in the open cabin door, arguing with Janet and  
the Copilot, who are trying to stow the deflated evacuation  
chute and close the hatch.

MATT

Hold the door!

Marianne looks out to see Matt and Laney running this  
way. She nearly leaps out the open door to greet them.

MARIANNE

(to the Copilot)

I told you! I told you!

But Matt and Laney slide to a halt when --

A huge shadow emerges from under the fuselage -- an escaped  
ALIEN SLAVE, its teeth bared.

COPILOT

What's the matter?

MATT

Close the door!

The Copilot looks straight down just as the Alien Slave  
steps into view and looks up at him.

MATT (CONT'D)

CLOSE THE DOOR!

The Copilot pulls the door shut and latches it just as --

The Alien Slave unleashes an alarming ROAR as it leaps up to GRIND its machete-like claws against the aluminum hatch.

INT. FLIGHT 209, FIRST CLASS CABIN -- CONTINUOUS

Marianne struggles with the Copilot.

MARIANNE

You can't leave her out there!

INT. AIRPLANE BAY -- CONTINUOUS

The beast gives up on the plane and turns to see --

Matt and Laney running away. The problem is, where do they go? There's no escaping from the airplane bay now.

The Alien Slave starts after them, its claws slipping on the greasy floor at first, but gradually taking hold.

Matt and Laney stop near the back wall, out of options.

Then another JOLT rattles the ship and gravity quits on them. Matt and Laney drift up off the floor.

The Alien Slave floats up, too, but its forward momentum carries it straight toward them.

Matt pushes off of Laney and they separate, letting --

The beast fly right in between and SLAM into the wall.

INT. OBSERVATION ROOM -- CONTINUOUS

Agent Hay holds the gun steady on the Alien Superior as --

The console hologram shows the squat, cylindrical capture vehicle launching out of the bottom of the mother ship.

EXT. LOW EARTH ORBIT -- CONTINUOUS

As the real capture vehicle separates from the mother ship, thrusters silently fire to shed its orbital velocity.

INT. AIRPLANE BAY -- CONTINUOUS

And Matt, Laney and the rampaging Alien Slave SLAM back down to the deck, deceleration now providing their gravity.

The huge Alien Slave hits extra hard, and that gives Matt and Laney a head start.

Matt grabs Laney and crams her into the deep crevice between two ribs in the wall. He squeezes in there with her just as --

The Alien Slave SLAMS into the ribs. It SNARLS and tries to bite at them, but can't get close enough.

INT. FIRST CLASS CABIN -- CONTINUOUS

The passengers recover from their own weightless adventure.

Marianne scrambles over to the port-side windows, but can't see anything out there in the darkness.

MARIANNE

Open that door!

INT. AIRPLANE BAY -- CONTINUOUS

Matt stands between Laney and the Alien Slave as it SNARLS and ROARS at them, and reaches into the crevice, taking swipes at them. Matt's got to lean backwards to keep from getting his face torn off.

INT. MOTHER SHIP, OBSERVATION ROOM -- CONTINUOUS

Something SLAMS into the locked observation room door -- alien guards, no doubt, trying to force their way in.

Agent Hay just keeps covering the aliens and watches --

The capture vehicle rapidly descending toward Earth.

EXT. LOW EARTH ORBIT -- CONTINUOUS

The real capture vehicle hits the atmosphere. A cocoon of glowing plasma envelopes the ship.

INT. AIRPLANE BAY -- CONTINUOUS

Inside, the ship RATTLES and GROANS like it's skating across concrete. Matt and Laney cower inside their little nook as the Alien Slave grows more and more furious.

Realizing it can't reach them, it attacks the ribs of the wall, THRASHING them with its immense claws, PEELING back the metal in jagged layers, trying to widen the opening.

Then the gravitational effect doubles, causing the Alien Slave to lose its footing. Behind it --

The airplane swings in the tentacles, like a pendulum.

The gravitational effect triples and the nose of the airplane CRASHES to the floor, SCRAPING metal-on-metal as it sways back and forth.

Matt's own feet slip out from under him and his feet end up sticking out past the ribs.

The Alien Slave drags itself forward against the G forces and SNAPS its jaws at Matt's legs, but --

He draws them back inside just in time.

LANEY

What do we do?

MATT

I don't know!

The Alien Slave reaches inside tries to claw Matt. He kicks at it, but it SLASHES his leg. He screams and backs up a little more, squeezing Laney even further.

Again, the beast tries to jam itself into the crevice, thick ropes of saliva spilling from its huge jaws.

INT. FIRST CLASS CABIN -- CONTINUOUS

The Copilot fights against the G forces to open the door again. Marianne leans out to search the darkness, but she can't see Matt or Laney. She can't even hear the roar of the Alien Slave over the SHUDDERING of the ship.

She tries to jump out of the plane, but Janet and the Copilot hold her back.

MARIANNE

Let me out there! LET ME OUT THERE!

Then the gravitational effect quadruples, and everyone falls to the deck.

INT. AIRPLANE BAY -- CONTINUOUS

The Alien Slave can't bear its own weight anymore. Its legs splay out and it SLAMS to the slippery floor.

Matt struggles to hold up himself up so he doesn't crush Laney behind him. He looks past the beast to see --

The web of tentacles SLIPPING. The airplane drops, nearly crashing all the way down -- lying almost flat now.

Some of the tentacles loosen up so they can get a better grip on the fuselage. They move slow, like slugs, bunching up, then thinning out as they stretch.

INT. FIRST CLASS CABIN -- CONTINUOUS

The SHUDDERING starts to subside, and the deceleration eases a bit, allowing Marianne to crawl back to the door.

MARIANNE

Laney! Laney!

INT. AIRPLANE BAY -- CONTINUOUS

The hulking Alien Slave struggles to regain its footing. But Matt keeps his eye on the tentacles.

MATT

Stay here!

LANEY

Where are you going?

He doesn't answer. He's already up and moving -- out from between the ribs, past the SNAPPING jaws of the Alien Slave, straight for --

The airplane, running under the length of the fuselage.

It takes a moment for the Alien Slave to start following, but once it's moving, it rapidly gains on --

Matt, who leaps through a shifting loop of tentacle.

The Alien Slave follows, but is too big. It gets caught and the tentacle draws tight against the fuselage.

Matt looks back and watches as --

The Alien Slave wrestles to free itself from the tentacle. But even that monstrosity is no match for something strong enough to pull a jetliner out of the sky.

MATT

Now, Laney! Come on!

Laney springs from her hiding spot. She runs past the entangled beast and straight for Matt, but --

The floor SPLITS open right in front of her, blinding daylight and deafening WIND pouring up through the opening.

Laney tries to stop, but slips on the slick floor and falls right into the widening gap.

MATT (CONT'D)

LANEY!

She catches the very edge, and is left dangling over --

Empty sky, the ground at least a mile below her. They're so high, clouds are flitting past.

The entire floor of the capture vehicle is one huge iris, its four blades rotating slowly open.

Matt is caught on one blade and Laney on another. And the gap between them is only getting wider.

INT. FIRST CLASS CABIN -- CONTINUOUS

Marianne watches all this from the open cabin door.

MARIANNE

LANEY!

Her voice is all but lost in the HURRICANE-FORCE WINDS.

INT. AIRPLANE BAY -- CONTINUOUS

Matt runs toward Laney, pumping his arms and leaning into it. He plants a foot and leaps over the gap and --

Just barely makes it across. He rolls onto the disgusting floor, then scrambles back to the edge.

INT. FLIGHT 209, FIRST CLASS CABIN -- CONTINUOUS

The Copilot looks down at the earth rushing towards them.

CAPTAIN

They're going to let us go! We  
have to close this hatch and prepare  
for flight!

MARIANNE

No! My little girl is out there!

INT. AIRPLANE BAY -- CONTINUOUS

Matt reaches over the edge and grabs a firm hold of Laney's little arm. She looks up at him, frozen in terror.

He's got her, but his hands are slick from the gunk all over the floor. She's slowly slipping from his grip.

And his own grip on the slick floor is tenuous at best. He hasn't got the leverage to pull her up. All he can do is hold her in place and pray she doesn't pull him over.

And the Alien Beast hasn't given up on them yet. It wriggles out of the tentacle and lunges at Matt, but its back feet are still caught, the tentacle tightening up.

The beast SNAPS at Matt, just a few feet away.

INT. FLIGHT 209, FIRST CLASS CABIN -- CONTINUOUS

The Copilot must forcibly remove Marianne, kicking and screaming, from the doorway so Janet can close the hatch.

MARIANNE

LANEY!

INT. AIRPLANE BAY -- CONTINUOUS

As the floor continues to open up, the airplane bay fills with swirling dust and vapor from the THUNDERING thrusters of the capture vehicle.

Visibility drops. The noise and the wind is unbearable.

The Alien Slave digs its claws into the metal floor and pulls closer to Matt. It's only inches away when --

The moving quadrant of floor finally slides out from under it, and the Alien Slave swings out over the void, dangling from the tentacle.

But now Matt becomes aware of a new threat. This section of floor is carrying them closer and closer to the ribbed wall of the airplane bay. If it doesn't stop soon, the floor will disappear under the wall and they'll plummet.

INT. FLIGHT 209, COCKPIT -- CONTINUOUS

The Copilot staggers into his seat and pulls on his headset to discover that communications have come back online:

VOICE ON HEADSET (V.O.)

...don't know who you are or if you understand English, but you have entered US airspace and if you don't turn your ass around right now, we will light it up.

COPILOT

No, no! Hold your fire! There are people inside!

VOICE ON HEADSET (V.O.)

Who is this? Identify yourself.

COPILOT

This is NorAm Air flight 209! I'm activating my transponder!

EXT. CAPTURE VEHICLE -- CONTINUOUS

As the alien craft descends through the sky, two F/A-22 Raptors close in on it from behind.

VOICE ON HEADSET (V.O.)  
NorAm 209? We'd written you off.  
What did they do to you?

COPILOT  
It's a long story, but -- whoa!

INT. AIRPLANE BAY -- CONTINUOUS

The tentacles start to loosen and the plane jerks downward.

The Alien Slave clings to its tentacle for dear life,  
even as the tentacle lets go of Flight 209.

And Matt is quickly running out of floor space.

And he's losing his grip on Laney.

INT. FLIGHT 209, COCKPIT -- CONTINUOUS

The pilot clutches his yoke, squinting at the cloud of  
vapor that obscures his view, yelling into his headset:

COPILOT  
Brace for --

IMPACT.

EXT. DESERT -- CONTINUOUS (DAY)

Flight 209 CRASHES to earth from a height of about ten  
feet. As the dust storm subsides...

The plane is sitting on a flat patch of Nevada desert,  
cactus and scrub crushed underneath the battered hull.

The capture vehicle continues on, tentacles dragging along  
the desert sand, a wake of dust and vapor trailing behind.

The tentacles retract. The iris blades close up again.  
And the alien spacecraft rockets back into the sky.

As the jet engines WIND DOWN, silence returns to the  
desert. There is no one around to appreciate the sight of --

A passenger jet lying crippled on the desert floor --  
flat on its belly, because its gear are still retracted.  
It's battered and scraped and gushing hydraulic fluid.

A wing flap comes unhinged and CRASHES to the ground.

The cabin door slowly CREAKS open, and Janet peers out,  
squinting in the harsh daylight.

CUT TO:

INT. MOTHER SHIP, OBSERVATION ROOM -- CONTINUOUS

Agent Hay watches closely as --

The hologram shows the capture vehicle soaring away from the airplane, safe on the ground, even as the guards outside the observation room BATTER DOWN the door.

Hay barely has time to smile to himself before --

The door EXPLODES inward and a dozen alien guards pour into the room and OPEN FIRE on Agent Hay.

He is blown back against the wall and slides to the floor. He has just enough energy to raise his weapon and -- CLICK -- reveal that it was empty the whole time.

The Alien Technician and the Alien Superior exchange furious glances.

Agent Hay chuckles at their anger, and then his face goes slack. Dead.

DISSOLVE TO:

EXT. DESERT -- CONTINUOUS

The Copilot stands beside the plane, signaling to the two Raptors SCREAMING in a low circle over the crash site.

Passengers file out of the emergency exits and climb down off the wings. You can tell which ones stayed with the plane and which ones were studied by how dirty they are.

That really filthy one up there is Marianne. She stands on the wing, searching the crowd below and the surrounding desert. A distant THRUMMING catches her ear.

Marianne shades her eyes and looks off in the distance, far ahead of the plane, to see --

A plume of dust rising up -- a convoy of military vehicles and helicopters racing this way. But much closer --

A figure looms into view -- a man limping over a rise. A man carrying a listless little girl.

Marianne jumps down from the wing and races through the scrub brush, heedless of the jagged cactus all around.

MATT

staggers across the rough ground, filthy, dusty, bloody. But he can still manage a smile.

Laney lifts her weary head off Matt's shoulder and turns to see her mother running this way.

LANEY

Mommy...

Let's leave them alone now. Let's pull away as Marianne runs to meet Matt and Laney.

Let's rise up into the air and get a better look at that battered jetliner dropped in the middle of nowhere, as --

Apache gunships THUNDER past us. Humvees and medical crews RUSH beneath, racing toward the scene to hear a most terrible story -- and a chilling warning of what may come.

Finally, let's look up at the F-22's circling high above, then peeling off, leaving nothing but blue sky behind.

Beautiful blue sky, endless and unknowable.

CUT TO BLACK

THE END