

WAR OF THE WORLDS

screenplay by
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based on the novel by
H.G. Wells

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rev.	10-25-04	(blue)
	11-02-04	(pink)
	11-15-04	(yellow)
	11-23-04	(green)
	11-30-04	(goldenrod)
	12-03-04	(buff)
	12-09-04	(salmon)
	12-14-04	(cherry)
	01-06-05	(café au lait)
	01-20-05	(2 nd blue)
	01-31-05	(2 nd pink)
	02-16-05	(2 nd yellow)
	02-28-05	(2 nd green)
	03-31-05	(final)

1 SQUIRMING BACTERIA 1

team before us. They're densely packed, thousands, maybe millions of them, wriggling with abundant life. Pulling back, we realize they're all contained in a single drop of water, and pulling back further, the drop is one of many on a leaf, and we think how truly insignificant those teeming bacteria really are, because --

2 EXT TROPICAL RAINFOREST DAY 2

-- the leaf is one of a thousand on a treetop, and the tree one of a million in a lush rainforest. Jungle animals HOOT, branches bend as they're scampered over, the HUM of insects fills the air, life is everywhere.

Heavy clouds part and all those billions of leaves turn upward, stretching for the light that comes from the sun, a brilliant orange ball of warmth, huge in the sky. The sun dissolves to --

3 EXT BARREN PLANET SURFACE DAY 3

-- another sun, and the contrast could not be greater. Where our sun is full, rich, and hot, this second sun is tiny, small in its sky, its rays thin and weak.

We tilt down to the surface of the planet below it. A frozen, inhospitable plain stretches to the horizon, obscured by driving sandstorms that must render life above the surface impossible. There's some evidence that this wasn't always the case, thousand year-old structures dot the surface, but they're abandoned now, worn away by the relentless battering of the storms.

As for growth, there's only one type of vegetation tough enough to survive in this hostile environment -- a scabbly red weed. It's mean and grasping, its sharp tendrils clawed into any crevice it can find in the sand-blasted rock and buildings.

4 EXT A MOUNTAINSIDE DAY 4

Back on earth, springtime blooms on a mountainside. The sun melts the winter snowfall on the banks of a stream, chunks of melting white snow are swept away by the swiftly moving water.

High up in the air, we see the stream is part of a network that feeds into a larger river, its banks swollen with the rich spring runoff. This rich network of tributaries dissolves to --

5 EXT BARREN PLANET SURFACE DAY 5

-- a wider view of the surface of the barren planet, and a nearly matching mountainside. But this one is dead, dried out rivers carved into its face like acne scars. A VOICE comes over:

5 CONTINUED:

VOICE (O.S.)

No one would have believed in the early years of the twenty-first century that our world was being watched keenly and closely by intelligences greater than man's and yet as mortal as his own. That as men busied themselves about their various concerns...

6 EXT SIXTH AVENUE DAY

6

One of those long-lens shots looking down Sixth Avenue in Manhattan as the workday lets out. People, scads of them, all in a terrible hurry.

VOICE (O.S.)

...they were watched and studied, the way a man with a microscope might scrutinize the creatures that swarm and multiply in a drop of water. With infinite complacency we went to and fro about the globe, confident of our empire over this world.

As we watch, the shot speeds up, turns into time lapse -- the people move faster, turn into the rush hour crowd, then thin out as twilight falls. We tilt up from the city as the last of the evening clouds race away, the moon rises and sets, the sky turns to night and dissolves into --

7 EXT RED HOOK DOCKS NIGHT

7

-- a dazzling starfield, somewhere in outer space.

VOICE (O.S.)

Yet, across the gulf of space, intellects vast and cool and unsympathetic regarded this earth with envious eyes. And slowly and surely...

We pan toward one star in particular, a brilliant, hot white light.

VOICE (O.S.) (CONT'D)

... they drew their plans against us.

Drawing close, we realize it's man-made, an arclight on top of the spindly mechanical arm of a container handler on the docks in Red Hook, just across the East River from Manhattan. Down here on earth, huge cargo ships are unloaded by LONGSHOREMEN working the night shift.

7 CONTINUED:

7

We follow one container up, out of the hold of the ship, and look up the cables of the crane that's lifting it, up to the windowed cab suspended a hundred feet up in the air. There's a guy in there.

8 INT CRANE CAB NIGHT 8

RAY FERRIER, the crane operator, is in good shape but pushing forty from the wrong side these days, halfway through life and feels like it's taking forever.

He's bent forward, looking through the clear floor of the cab, studying the cargo container he's hauling as he skims the huge crane across the dock far below.

9 EXT DOCK NIGHT 9

Down on the dock, the crane nestles the twenty foot cargo container into the back of a flatbed truck, resting it gently in a tiny spot.

The container BANGS down into place, the metal spreader that held it de-couples and rises swiftly into the air.

A SIREN blows in the distance, loud. Shift's over.

10 INT CAB NIGHT 10

In the cab, Ray works the levers quickly, shutting down, hauling the crane cab back to the top of the ladder that leads down to ground level.

As it CLUNKS into place, he stretches out his back -- long shift in that chair -- then reaches down into a bucket next to his cab and grabs a chunky gold watch he puts there for safekeeping while he's working. He SNAPS it onto his wrist.

11 EXT DOCK NIGHT 11

On the dock, the HATCH BOSS is waiting at the bottom of the ladder as Ray climbs down from the cab.

HATCH BOSS

Ferrier, I need you back in four instead of twelve, I've got half of Korea coming in at noon.

Ray jumps the last six steps and his boots hit the pavement. He heads for the parking lot.

RAY

Can't do it, I'm on a twelve hour blow.
Call Tedesco.

HATCH BOSS

Tedesco can't move forty crates an hour,
I need somebody who can do double picks,
c'mon, I'm in a position here.

RAY

Wish I could help you, Sal, it's these
Goddamn union regulations, whaddya gonna
do?

He keeps walking. The Hatch Boss calls after him.

HATCH BOSS

You know what your problem is?

RAY

(calling back over his shoulder)
I can think of a couple women who'd be
happy to tell you.

CUT TO:

12 EXT ANCHOR INN DAWN 12

The sun comes up over the Anchor Inn, a tavern nestled under a
freeway overpass near the docks.

13 INT ANCHOR INN DAWN 13

A pinball gets smacked around the table, BINGING off the bumpers
in a hot game.

Ray stands in front of it, working the flippers. He manages to
throw a hip into the pinball machine without upending the beer
bottle that rests on top of the glass. Unfortunately, the second
hip he smacks into the machine is a little too hard and the "TILT"
light lights up.

RAY

Oh, for...

The flippers go dead and the ball rolls through.

AT THE BAR,

Ray reclaims his stool, between two other REGULARS. The place
has a horseshoe-shaped bar with a half-dozen PATRONS at it, all
night workers just off their shift at the docks. Ray looks up at
the BARTENDER, a cute, slightly hardened woman in her late
thirties.

RAY (cont'd)

I want my quarter back. You got the tilt set too sensitive again.

The Bartender does not dignify this with a response. Ray shakes his empty beer glass at her and the Bartender takes it.

RAY (cont'd)

I want my quarter back.

BARTENDER

From my cold dead hand.

RAY

Nothing cold about your hands.

BARTENDER

Sit down and behave yourself.

She picks up the remote for the TV that hangs over the bar. There's a news report on CNN, we can't hear what the ANCHOR is saying, but the graphic is fleetingly legible --

Deadly Lightning Storm in Ukraine

-- before the Bartender hits a button and flicks it over to SportsCenter, which is doing a report on the Yankees' latest free agent signing. (FOR FULL TEXT OF BOTH REPORTS, SEE APPENDIX A.)

RAY

I don't know, I don't know about this guy, he hits what, .211 against left handed pitching? And he has never figured out Pedro.

A DOCKWORKER next to him shakes his head and gestures to Ray.

DOCKWORKER

Two years of double A ball and he thinks he's an expert.

RAY

What we need is another arm. Shoulda thrown money at that kid Santana in Minnesota instead.

DOCKWORKER

Whatever you say, Yogi.

The Bartender comes back with Ray's beer, which reminds Ray:

RAY

Forgetting something? My quarter?

BARTENDER

Oh, for God's sake...

DOCKWORKER

He's never gonna drop it.

The Bartender opens the cash register and SLAPS two quarters on the bar.

BARTENDER

Like having my nine year old at work.

RAY

Shit.

Remembering something, he bolts out of there.

CUT TO:

14 EXT RAY'S STREET - IRONBOUND DAY

14

Early morning in a part of Newark's east ward called the Ironbound. Ray's block is mixed-use, a bodega on the corner, gas station across the street, other than that it's mostly working class row houses, close together, narrow driveways keeping everybody just about ten feet out of their neighbors' business. Although it's not that wide, the street is busy, lots of cars, it's that good shortcut everybody knows about.

Ray's fifteen year old Impala comes SCREECHING around the corner (keep meaning to fill those tires), and throws sparks as he pulls into a driveway in the middle of the block. As Ray gets out of his car, he waves to a brand-new Lexus SUV idling at the curb in front. Still got the dealer plates on it.

The front doors open. TIM and MARY ANN get out, dressed nicer than the neighborhood. Mary Ann is about six months pregnant.

RAY

Thought we said eight?

MARY ANN

It's twenty after.

RAY

That is one safe-looking new vehicle you got yourself there, Tim.

Tim just smiles, refusing to take the bait. He stakes out a position halfway between the car and the house.

TIM

Ray.

MARY ANN

We'll be back by nine-thirty Sunday,
depending on traffic.

RAY

There he is!

Ray's looking past Tim, to the car. ROBBIE FERRIER, sixteen, gets out of the back seat, backpack slung over one shoulder, G4 laptop shoved under one arm. Robbie's big for his age and not used to it, his feet and vocal cords sometimes go their own way.

He walks toward the house as to a gallows, iPod earphones shoved in his ears, BASSY RAP MUSIC so loud we can hear it plainly -- must be deafening to him.

RAY (cont'd)

(as he draws close)

I got a hug?

(as he passes)

Confusing handshake?

(as he goes into the house)

Kick in the teeth?

(back to Mary Ann)

Still working on those manners?

VOICE (O.S.)

Hello, Dad.

Ray looks down. RACHEL, ten years old going on thirty, is standing next to him, carrying a severely overstuffed American Girl Travel Case.

RAY

Hello, Rachel.

Rachel sets down her suitcase, opens her arms and gives her father a half-hearted sideways hug (you know the kind), then picks up her suitcase again.

MARY ANN

Here, honey, let me give you a hand
getting that inside.

RACHEL

I can do it.

MARY ANN

I don't mind.

RAY

She said she can do it.

MARY ANN

It's heavy, I'll just get it in the door.

And with that she wrenches the suitcase from Rachel's hand and heads into the house. Ray is irritated.

CUT TO:

15 INT RAY'S HOUSE - LIVING ROOM DAY 15

Ray stands in the middle of his living room as Mary Ann sets the suitcase down near the base of the narrow flight of stairs and takes a not-so-surreptitious look around the place.

It's not too clean. Or large. Or happy, for that matter.

Rachel sits on the edge of the sofa. Robbie is nowhere to be seen. Tim lingers in the doorway, doesn't want to come all the way in.

RAY

Better get going if you wanna beat traffic, don't you think?

In the kitchen, parts of a car engine cover the table. Mary Ann notices, is less than thrilled. She opens his refrigerator. Momentarily in profile, Ray can see her pregnancy clearly, for a moment he just stares at her rounded form, so beautiful at this stage. His face looks wistful for a moment, and then --

MARY ANN

You're out of milk. And everything else.

RAY

(hardening)
Could you close the door, please?
That's my refrigerator.

Rachel gets up, BANGS out the screen door to the tiny back yard.

TIM

I'm gonna wait in the car.

No leaves too. Mary Ann closes the refrigerator and picks up Rachel's suitcase.

MARY ANN

I'll just get this upstairs.

RAY

Where are-

But she's gone, headed up. He sighs and follows her.

15A INT KIDS' BEDROOM DAY

15A

The kids' room -- a pair of twin beds, two dressers, and not much else. It shows almost no signs of life. The too-large TV set is the only newish item in it. Robbie has yanked the mattress off an old kids' bed that's carved and painted like a race car, he's clearly outgrown it. He's sprawled out on the mattress on the floor, iPod cranked, staring up at the ceiling.

Mary Ann stands in the middle of the room, sizing it up as Ray appears in the doorway.

MARY ANN

A little old to still be sharing, aren't they?

RAY

I don't hear any complaints.

MARY ANN

No, I do.

Robbie picks up the remote and CLICKS on the TV, to try and flush his parents from the room. Mary Ann checks her watch, realizes she's late. She gives Robbie a kiss on the forehead and heads downstairs as she talks.

MARY ANN (cont'd)

Robbie's got a paper on the French occupation of Algeria due Monday which he has yet to begin, it would be nice if he were done when we get back so I don't have to keep him up all night on Sunday.

15B INT LIVING ROOM DAY

15B

Mary Ann comes down the stairs, followed by Ray.

MARY ANN

We'll be at my parents' in Boston, but don't call the house line, you know-

She gestures awkwardly, apparently they don't like Ray.

MARY ANN (cont'd)

Point is, I'll have my cell phone, so if anything comes up or you have questions, call me.

RAY

Believe it or not I can handle it.

She turns in the doorway and forces a smile.

MARY ANN
I'll leave the phone on.

CUT TO:

16 A TV NEWS REPORT

16

plays on a television screen, over another legend:

Freak Lightning, Earthquake Strike Osaka

A REPORTER stands on a hilltop, a darkened cityscape barely visible behind her on a very dark night.

REPORTER
-EMP, or electromagnetic pulse, which causes a temporary interruption of all electrical current within its field. As in the Ukraine, there are scattered reports that the EMP here was followed by seismic activity on the scale of an earthquake measuring 6.5 on the Richter scale. This region, already hit hard by a flu epidemic that has killed over-

POOF! The report goes dead, but only because someone has --

17 INT KIDS' BEDROOM DAY

17

-- shut off the TV that Robbie was watching, slumped on the bed in his room.

ROBBIE
I was watching that!

Ray tosses a baseball glove at Robbie, who slaps it away.

ROBBIE (cont'd)
Baseball season's over.

RAY
Five minutes, it's not gonna kill you.

CUT TO:

18 EXT RAY'S HOUSE - BACK YARD DAY

18

A baseball SMACKS into Robbie's mitt. Ray threw it, and he's got a good arm. Robbie throws it back, a half-assed lob that's meant to irritate.

RAY

Call that a throw?

ROBBIE

Whatever, Ray.

Ray throws it back. SMACK! That one was harder.

Rachel looks up from the back steps, where she's playing with two American Girl dolls.

RAY

Your mom says you got a report due Monday. You're gonna go work on it when we're done here.

ROBBIE

Yeah, I'm almost finished, I just gotta type it up.

He throws it back, again too short, so Ray has to reach for it at his ankles.

RAY

Bullshit.

ROBBIE

What do you know?

RAY

Everything. Haven't you heard? Between me and my brother, we know everything.

Rachel chimes in, this is a familiar routine.

RACHEL

What's the capital of Australia?

RAY

That's one my brother knows.

Rachel laughs. Robbie does not.

ROBBIE

Okay with you if I just laugh the first five hundred times you tell that one?

RAY

Just do the report. We don't send you to school so you can flunk out.

ROBBIE

You don't pay for it, Tim does.

Ray throws it back, really hard, and it SMACKS into the palm of Robbie's glove.

ROBBIE (cont'd)

Ow!

RAY

Come on, that's half what I got.

Robbie throws it back as hard as he can. Ray backhands it easily.

ROBBIE

You're an asshole! I hate coming here!

RAY

That why you act like such a dick?

Ray throws it back again, as hard as the last one. Robbie just steps aside and lets it sail past him --

-- CRASH. Right through the kitchen window.

He gives Ray a look as cold as the North Pole, drops the baseball glove on the lawn, and walks quietly into the house, letting the door close behind him.

RAY (cont'd)

(to Rachel, who's staring)

What?

RACHEL

That's not how you're going to get to him. If you want him to listen you have to-

RAY

What are you, your mother? Or mine?

He heads for the house, walking past her.

RACHEL

Where are you going?

RAY

To bed. I work for a living.

RACHEL

What are we supposed to eat?

RAY

There's money in my wallet. Order.

18 CONTINUED: (3) 13.
18

BANG. The door closes, leaving her alone on the back steps. She turns her attention back to her dolls.

19 INT RAY'S BEDROOM DAY 19

Ray RIPS the blackout curtains shut in his bedroom, tears off his pants and shirt, and flops onto his bed.

He fucked that all up miserably, and he knows it. He puts the pillow over his head.

CUT TO:

20 INT RAY'S - LIVING ROOM DAY 20

Later in the day, around three. Rachel's on the couch in the living room watching PowerPuff Girls with a glazed, four-hours-of-TV look in her eyes. Takeout containers are spread out on the coffee table in front of her, and half a dozen Briar Farm Horses are lined up, taken from her open suitcase. One of them has a yellow third-place ribbon around its neck. Rachel's huddled up in a ball on the couch, hugging her knees to her chest, muttering into an expensive-looking cell phone.

Ray comes down the stairs in a bathrobe and boxer shorts. He's wiped out. GRUMBLES a greeting to her and heads for the kitchen.

RACHEL
(mutters into the phone)
I gotta go.

She hangs it up and drops it on the coffee table with a CLATTER without looking at Ray.

Ray goes into the kitchen, starts making coffee.

Rachel turns back to the TV, but her show is ending. She picks up the remote and flicks channels, looking for another show.

ON TV,

she flicks past two more news reports about the lightning, but she's going so fast nothing registers.

In the kitchen, Ray SLAPS the lid shut on the coffee maker and pushes start.

Rachel settles on Nickelodeon, where a new show is starting.

Ray drops onto the couch next to her. She reaches out, turns one of the toy horses slightly toward him. It's the one with the yellow ribbon around its neck and she wants him to notice it, but he doesn't.

RACHEL (cont'd)
I'm cold.

RAY
(shrugs)
Boiler's acting weird.

She shrugs back at him. He notices she's rubbing her palm, it seems to hurt her.

RAY (cont'd)
What's the matter?

RACHEL
I got a splinter.

He reaches out, takes her hand and opens it. There's a sliver buried deep in her palm.

RAY
Where'd you get it?

RACHEL
Your porch railing.

RAY
Want me to take it out for you?

RACHEL
(snatching her hand back)
Absolutely not.

RAY
It's gonna get infected.

RACHEL
No it won't. My body'll just push it out. That's what I read.

She holds her hand tight, isn't going to let him anywhere near it. Ray shrugs -- whatever. For a moment, they both watch The Amanda Show.

RACHEL (cont'd)
You should get Tivo. Tim gave it to me for my room, it's awesome, I can watch my shows after homework.

Ray spots the half-eaten food on the table in front of them and uses a crust of bread to scoop up some brownish dip.

RAY
I'll put it on my Platinum card.

He makes a horrible face at the food as the taste registers.

RAY (cont'd)

What is that?

RACHEL

Hummus.

RAY

What the hell is hummus?

RACHEL

From the health food place. I kept one of their menus last time we were here.

He stares at her as if she's insane while he tries to chew and swallow that crap.

RACHEL (cont'd)

You said order.

RAY

I meant order *food*.

She reaches out and moves the horse a bit closer to Ray, brushing the ribbon so it's facing him.

RAY (cont'd)

(looking around)

Where's Robbie?

RACHEL

He went out.

RAY

Where?

Rachel shrugs and mutters, pushes the horse away from him.

RAY (cont'd)

What'd you say?

RACHEL

Nothing.

RAY

Where'd he go, Rachel?

RACHEL

I don't know, he just took the car and left.

RAY

He took my car?

CUT TO:

21 EXT RAY'S - STREET SIDE DAY

21

Ray comes out the front door of his house, angrily pulling on a shirt over a pair of blue jeans. Indeed, his driveway is empty.

RAY

You little shit. You little sixteen year old shit.

He walks to the street, looks up and down it. No sign of his car or his son. But across the street, a GUY is staring at him.

And he's not the only one. THREE or FOUR MORE NEIGHBORS step forward, drawn out of their houses to look at Ray, who puts his hands out as if to say "what?"

But as they move closer, he notices they're not looking at him, but behind him, slightly over him.

He turns around.

The skies behind his house are nearly black.

Heavy storm clouds are moving in, fast, faster than we've ever seen storm clouds move. And they're dark, really dark, more like night headed this way than thunderclouds.

A BRAZILIAN NEIGHBOR steps up next to Ray as they both watch the skies.

BRAZILIAN NEIGHBOR

You ever see anything like that?

RAY

In the spring, maybe... not this time of year.

The Brazilian Neighbor turns and says something to his WIFE in Portugese. She shakes her head and replies.

Drawn to the storm, Ray walks down his narrow driveway --

22 EXT RAY'S HOUSE - BACK YARD DAY

22

-- and into his backyard to get a better look, all the while staring up at the sky. OTHER NEIGHBORS are going into their own backyards too, and on this block the yards are close together, you can see down ten or twelve of them all at once.

Laundry hangs off lines in many of the yards, FLAPPING in a freshening breeze. A few yards away, a GUY WITH A POWER LAWNMOWER walks back and forth, cutting his grass.

Ray turns and looks down the yards to the left. His NEXT-DOOR NEIGHBOR, a woman in her late twenties holding a TODDLER in her arms, is standing at the fence line. She wears a pair of metal-framed eyeglasses. Her dress billows out around her legs, the air is moving faster now.

CRACK!

A wet towel hanging off her laundry line SNAPS in the breeze, which should now be called a wind. The laundry is standing out nearly straight on the line, but --

RAY

That's weird.

NEXT-DOOR NEIGHBOR

What?

RAY

Wind's blowing toward the storm.

-- it is indeed pointing toward the clouds, as if sucked in that direction.

Ray looks the other way. All the laundry, in all the yards, seems to reach out toward the storm.

Behind Ray, Rachel opens the back door of the house and steps out. The back door, pulled by the advancing low pressure system, SLAMS behind her with such force it cracks the frame.

Ray turns. Gives her a reassuring smile.

RAY (cont'd)

Come look, it's cool!

Rachel walks forward, pulled slightly by the wind, like walking downhill. He catches her, laughing. We haven't seen him this animated before.

The clouds are nearly on top of them now, and the wind is blowing so hard --

-- actually, no, the wind isn't blowing any more, in fact it stops, suddenly, all at once. Nothing moves, not their hair, not the Neighbor's lightweight dress, not the laundry on the lines, nothing.

A few yards away, the sound of the lawnmower abruptly stops too, its engine dying. Ray turns. The Guy who was mowing bends over, looking at the thing.

In the alley behind the house, a car's engine gives out, the car rolls slowly to a silent stop.

The clouds are nearly on top of them.

NEXT-DOOR NEIGHBOR (O.S.)

Sure got quiet.

Suddenly, they hear a loud metallic CLANG from behind them. They turn and look.

A metal garbage can lid is stuck to the side of a car, defying gravity. They all look at it, puzzled, and as they watch three more garbage can lids lift off the tops of the cans they're on, fly across a driveway, and SMACK into the side of the car.

RAY

What the hell?

RACHEL (O.S.)

DUCK!

Ray does, and good thing, as a KID'S BIKE sails through the air and SLAMS into a chain link fence, sticking there.

The Toddler starts to CRY.

Rachel is standing right next to Ray, his arm dangling near her waist. She CRIES OUT as a blue bolt of electricity CRACKS out from his wristwatch and SAPS her belt buckle.

RACHEL (cont'd)

Ow!

RAY

What happened?!

Ray whips his watch off and drops it, but instead of falling to the ground, it flies out and sticks to Rachel's belt buckle.

RAY (cont'd)

It's magnetized!

As he speaks, the lawnmower starts to move of its own accord, pulled across the lawn and SLAMMING into the side of a pickup truck.

Now the Toddler really starts to WAIL and the neighbor hurries inside with him just as --

RACHEL

What's that smell?

-- a lightning bolt RIPS across the sky over their heads.

It doesn't touch the ground, it just arcs between two spots in the clouds above them, but the CRACK is nearly deafening from the massive release of energy.

Neighbors GASP and SHOUT, pointing upwards, "Did you see that?!"

Rachel SHRIEKS and grabs on to her father, he hustles her over to the back door, where they stand beneath the overhang.

RAY

It's okay, it's okay!

RACHEL

I want to go inside!

RAY

A'right, go ahead.

But he stays where he is, wants to watch the show. Rachel takes a couple steps toward the house, then comes back. She doesn't want to be by herself.

Another lightning bolt CRACKS a jagged path in the sky above them, and the Neighbors who have stayed in their yards OOOH at the impressive display.

Still no rain, and oddly, no thunder either, just huge releases of energy over their heads.

A third RIP of lightning above them, and now the Neighbors CLAP, like at a fireworks show. Hey, this is fun.

RACHEL

(warming)

Like the Fourth of July?

RAY

Yeah, that's it, like-

A MONSTER of a lightning bolt strikes, just behind the row of houses that borders their back yards. The smell of char fills the air, a dense cloud of electrified dust wafts towards them, and the SCREAM of whoever was in the vicinity of where it hit rips across the open yards.

The fun is over. Neighbors run for their houses, some are still laughing, but others are SHOUTING to each other to get the hell inside, what's the matter with you?, and now it's as if that first lightning bolt to touch the ground has released a flood of energy, because suddenly there is lightning everywhere, arcing across the sky, striking trees and television aerials and flagpoles and clotheslines, even, it's a true lightning storm.

Ray throws open the back door of the house, grabs Rachel, and hauls her inside.

23 INT RAY'S HOUSE - LIVING ROOM DAY 23

Ray SLAMS the back door and locks it (not sure why), runs to the front door and closes that too, giving us only a momentary glimpse of what's going on in the front of the house -- lightning is leaping from car to car like an electrical virus.

But the door SLAMS and we don't see any more.

Ray runs to the kitchen again, where Rachel is curled up by the back door, terrified. He bends down, grabs her by the shoulders.

RAY

You're okay! You're fine!

RACHEL

It hit right behind our house!

RAY

Well, it's not going to hit there again, okay?! Lightning doesn't strike in the same-

CRASH! Another gigantic lightning strike, from right behind the house. They twist over to the back window and peer up over the ledge, where they can see out over their backyard.

24 THROUGH THE WINDOW, 24

the lightning bolt has, in fact, struck in the same place, just behind that row of houses. As they watch, the bolt strikes again, the same bolt, the same shape, the same place.

25 IN THE KITCHEN, 25

Rachel SCREAMS, Ray is stunned, and while they watch the bolt strikes a fourth time, louder than any previous --

RACHEL

Where's Robbie?!

-- a fifth time, louder still --

RAY

I don't know!

-- a sixth, seventh, eighth time, the noise is deafening, maddening --

RACHEL

Is Robbie okay?!

RAY

(watching out the window)
Where's the thunder?!

-- nine, ten, eleven, it's never going to stop.

RACHEL

Why won't it stop?!

He grabs her and holds her tight as the lightning strikes continue, over and over and over again, until finally it stops.

Ray and Rachel stay frozen under the window, silent, eyes like saucers. Finally, as if to announce that it's really over --

-- all the magnets drop off the refrigerator and CLATTER to the floor. That's weird.

RACHEL (cont'd)

Is it over?

Ray doesn't answer, because he doesn't know. It's darker in the kitchen than it was before, the sun's down and no lights are on. Slowly, Ray pulls away from his daughter and stands up.

RACHEL (cont'd)

Where are you going?!

RAY

Just to check things. Wait here.

She nods, backs herself up against the wall under the window.

RACHEL

Are we gonna be okay?

RAY

I don't know.

Ray stands, goes to the light switch and flicks it. But the overhead light doesn't come on. He tries the switch next to it. Nothing.

25 CONTINUED: (2)

25

RACHEL

You don't know?

RAY

No, I meant... please, just... stop asking questions.

Ray looks at the clock that hangs over the kitchen table. The hands point to 4:26. The sweep second isn't sweeping.

He checks his watch. It too has stopped.

26 OMITTED

26

27 INT RAY'S HOUSE - LIVING ROOM DAY

27

CLICK. Ray turns the switch on a lamp in the living room, which doesn't work either.

He lifts the phone. No dial tone. He picks up Rachel's cell phone from the coffee table, punches a button, but can't even get it to turn on.

28 EXT RAY'S HOUSE - FRONT DAY

28

Ray steps out onto his front stoop and surveys the neighborhood. It's quiet, unnaturally so, but PEOPLE are moving in the streets, so at first it's hard to figure out the silence.

Then we get it -- the cars aren't moving. There's just as many in the street as before, but they're all stilled, right where they rolled to a stop.

A thin, acrid black smoke wafts over everything. Ray takes a step off the stoop --

ROBBIE (O.S.)

Hey.

-- and nearly jumps out of his skin. Robbie is sitting in a beat-up old lawn chair behind the door, leaning against the house.

RAY

Jesus!

He lunges at the kid, throwing his arms around him, an embrace Robbie doesn't return.

RAY (cont'd)

You're okay?! Are you hurt?!

Robbie shakes his head no. His eyes are full of tears, but he's trying like hell not to show it.

RAY (cont'd)

Where the hell did you go?!

ROBBIE

To get something to eat.

RAY

Did you see the lightning? Were you near it?

ROBBIE

(nods)

The car just stopped. Then the lightning started to hit, about a block away, over and over. Me and another guy, we climbed under a dumpster.

RAY

Are you insane?

ROBBIE

What?

RAY

It's metal. Where was this?

ROBBIE

(offended)

Over on Lincoln Avenue.

RAY

That far? It looked so much closer, I thought it was a block away.

ROBBIE

(shakes his head no)

Over by the church. Twenty-six times, we counted. That's how many times it struck. It opened like this, hole, or... something. It was awesome.

Ray looks at him -- the brave face isn't very convincing, Robbie must have been scared shitless.

RAY

Yeah, I bet.

Ray turns, looks around the block.

RAY (cont'd)

You hear how quiet it is?

ROBBIE

Power's out. Cars stopped. Everything stopped. It's awesome.

RAY

Uh huh.

(starting down the steps)

Where'd you say it was? Lincoln Avenue by the church?

He starts down the steps. Robbie gets up to follow him.

RAY (cont'd)

Your sister's in the kitchen, stay here with her.

ROBBIE

You stay with her.

RAY

I can't, she's scared, she needs...

Trails off, can't find the words.

ROBBIE

What?

RAY

She needs you. Just stay with her.

ROBBIE

Whatever, Ray.

Ray starts up the sidewalk, then turns back.

RAY

And the next time you take my car, no driver's license and no permission -- I call the cops.

He joins the stream of people heading up the street on foot.

Robbie drops back into the chair and lets it tip back against the side of the house with a THUD. His head is right next to the doorway now and he turns to see Rachel standing just inside the screen, looking at him, scared.

RACHEL

Where did he go?

CUT TO:

29 EXT RAY'S STREET - GAS STATION DAY

29

Ray reaches the gas station at the end of his block. MANNY, the garage owner, is in front, working under the hood of a late-model car with another MECHANIC.

RAY

Hey, Manny. What is it, dead?

Manny looks up, gestures around.

MANNY

All of 'em. Everything. Look at that.

He picks up the starter, which he has disconnected and set on top of the engine, shows it to Ray.

MANNY (cont'd)

Starter's fried.

RAY

Lightning hit it?

MANNY

Not even close. Thought maybe if I changed it... you got any idea what's goin' on?

RAY

On my way to find out.

(over his shoulder)

Try'n change the solenoid. Mighta shorted...

Manny gestures, good idea.

CUT TO:

30 EXT THE INTERSECTION DAY

30

Ray rounds a corner and joins a STREAM OF PEOPLE headed toward a four-way intersection about a half mile from his house. Same kind of neighborhood as his, but as he comes around the corner, we see the difference --

-- there is a huge, jagged scar in the pavement, right across the middle of the intersection. It's about twenty feet long, scorch marks halo all around it.

There are maybe a HUNDRED PEOPLE there looking at it, most huddled in small groups, comparing stories. (SEE APPENDIX AA FOR DIALOGUE.) Nobody seems to have been hurt, and their initial fear is starting to ease.

There are half a dozen COPS, but without cars or radios, they're reduced to old-fashioned crowd control, which is not much. Also A FEW PHOTOGRAPHERS, amateur and/or press, using non-digital cameras, and a NEWS CREW cursing its useless video equipment.

Ray joins a couple guys at the edge of the group, JULIO and VINCENT. They all know each other.

RAY

I should have known you two were behind this.

VINCENT

God is pissed off at this neighborhood, Raymond, I will tell you that much.

JULIO

You see it?

RAY

Yeah. You got power over where you are?

VINCENT

Nope. No phone, nothin'.

RAY

The cars, though, is the thing. You know?

JULIO

Solar flare. That's what this dude over there told me he heard.

RAY

Solar flare?

JULIO

Yeah, he says the sun shoots off these big blobs of plasma, they turn into solar flares. It's the only thing that can kill all the electronic stuff like that.

VINCENT

I got news for you, Julio, the sun doesn't make lightning, okay?

JULIO

I'm saying what the guy said he heard!

Ray keeps walking, leaving this important scientific debate behind.

He reaches the actual crack in the macadam and bends down to investigate for himself. A few others are there too, running their hands over the edges of it.

The crack is charred all along its edges, and rimmed with big chunks of what looks like broken glass. Ray picks one up and looks at it in the light -- it's similar to glass, but not quite. He touches the edges, and they're soft, but when he bangs the thing on the concrete, it doesn't break.

Weird. Ray reaches down to run his hand over the other chunks of whatever-it-is, but as he touches the edge of the crack, a strange look crosses his face. He lifts his hand off. Puts it on again.

He looks at the GUY next to him, who is studying the damaged street as well.

RAY

Feel that?

The Guy puts his hands down flat against the edge of the crack. A look crosses his face. Whatever it is, he feels it too.

Ray looks up. There's a parking meter a few feet away from him. He studies it.

It's trembling.

Ever so slightly.

Ray looks back down. As he watches, a few small chunks of asphalt break off the edge of the crack and fall inside.

Ray stands up, shoving the piece of "broken glass" into his pocket.

RAY (cont'd)

It's moving.

CRACK!

Ray whirls around. Behind him, the sound of CRACKING glass has penetrated the still air.

He looks at the house on the corner, a narrow row house like his. The front picture window has cracked, right down the middle. The Crowd starts to SHOUT in alarm. (SEE APPENDIX B.)

CRACK! CRACK CRACK!!

Ray whirls. Directly across the street, the picture windows of several houses there are splitting as well.

The crowd, which had gone silent, is starting to MURMUR and CHATTER when suddenly --

-- everyone near the crack in the pavement is thrown to the ground.

Now there are some SCREAMS. It's especially vexing because only those in a roughly circular area around the crack itself were thrown off their feet. Everyone outside the circular area is still standing.

Ray's on the ground, but he looks up between the legs of those around him who are scrambling to get out of there, and he sees that parking meter again.

Except now it's in the middle of the street.

The other parking meters are still where they were, in a neat line on the sidewalk, but this one looks as if it has somehow migrated out into traffic.

Pulling up above Ray, we see the sidewalk no longer follows a straight line, neither the street, or the edges of the front yards. A huge circular section of this neighborhood has suddenly twisted three feet counter-clockwise, throwing everything out of line.

There is great concern, but not quite panic.

Until the earthquake starts, that is. Because as Ray climbs to his feet, that entire circle starts to rotate again, like a big turntable, causing tremors that ripple out from its center, spiderwebbing the pavement and sidewalks like ice in the springtime.

The houses at the edges of the circle are ripping apart, right down the middle, their facades tearing away, revealing cutaways of the houses' interiors.

Ray, buffeted by the crowd as it flees the epicenter, comes eye to eye with that rogue parking meter again. It's rattling violently as it rotates around the edge of the circle, spitting coins from the door in its front, which has sprung open.

A FOOLISH GUY moves along with it, scooping up the coins.

Ray bolts to the edge of the circle, which is now plainly marked by the ruptures made by its rotation. Everybody clears it, moving to the edges like soap flakes in a water glass.

The rotation stops.

People stop.

Everything stops.

Silence for a second.

Those who still remain stare into the middle of the perfect circle, which is now empty.

Ray looks at Vincent and Julio, who are standing next to him. Nobody knows what to say. They look to the edge of the road, at the now-cutaway facades of the houses, see a WOMAN in her upstairs bedroom, staring in disbelief at her new view of the street.

Okay, the buildup's over. Suddenly and with such force that we feel completely unprepared, the center of the crack heaves up into the air, spawing dirt, rock, and asphalt in all directions.

What's left of the crowd surges backwards, away from it, which is good, because the geyser of earth that shoots out of the ground is powerful and voluminous. Water mains SNAP like toothpicks, sending geysers of water billowing into the air.

But still much of the crowd stays to gawk, standing in half-fascinated terror.

Ray and those around him are knocked into the air and land hard on their backs in the street. He sits up, but it's hard to see anything clearly, there's dirt and water in the air and the earthquake is still going on, everything is jarred, shaking, but the one thing he gets a good look at --

-- is the leg.

Long, spindly, mechanical, it claws up out of the torn earth and SMASHES down into the pavement just in front of him.

It's followed by a second leg, and a third, long seemingly-metallic tubes three feet in diameter, telescoping in the strangest manner we've ever seen, they seem to both expand and collapse simultaneously, as if the metal were flowing, in and out, over itself, in continual flux.

As each of the three legs plants itself at equidistant points around the circumference of the circle, a bevelled pad irises out of the bottom and claws into the earth, stabilizing itself.

Then, as one, the three legs WHIR to life and exert pressure inward. From the center of the hole in the street, the earth-smearred, squarish hulk of... something rises out of the ground.

It rests there on the surface for a moment, as if the long climb out of the ground has exhausted it.

Two portholes iris open on the side facing us, they look like eyes on a face. Something rotates within them, as if the thing is looking both ways.

Then the powerful legs kick in again and it begins to rise, shoved aloft by its tripartite base, up into the air, ten feet, twenty, fifty, a hundred.

Finally, it stops, resting at the top of its fully extended legs, hovering there like a giant head on a pair of shoulders, peering down at the utterly thunderstruck humans beneath it.

In this way, the first of the Tripods appears. It stands there, a black silhouette against the sun, setting just behind it. It's strange, though this thing is clearly hyper-advanced, in some ways it looks ancient, full of stress marks and weathering like a relic that's just been dug out of the sands.

Whatever semblance of calm there was before is utterly gone now, whoever was left in the crowd backs off as far and as fast as they can.

But there are those whose curiosity prevails, and Ray is one of them. He falls back with a group of a half dozen, into --

31 THE MOUTH OF AN ALLEY,

31

-- maybe sixty or seventy yards away from the Tripod. They strain for a look, shielding their eyes against the sun, which is blinding behind the thing.

GUY 1
WHAT IS IT?!

RAY
JESUS!

GUY 2
JESUS CHRIST!

GUY 1
WHAT IS IT?!

RAY
IT'S MOVING!

True enough, seen from their point of view, we see the entire Tripod *shudder*, as if it just took a mouthful of hard liquor. This movement shakes the last of the remaining dirt and rock from it, they fall to the street and SMASH.

The thing just stands there again, unmoving. Suddenly, with a sharp HISS, several vapor clouds shoot out of ports on the sides, as if the thing is breathing.

And a fat spray of water bursts from its undercarriage, as if it's taking a leak on the street.

What the hell *is* it?

Ray looks around. Half the crowd is creeping forward again, not out in the open, of course, but in the mouths of alleys and driveways, behind cars, in doorways, half-sheltered groups of four and five staring open-mouthed at the apparition.

In the street, there is no one, no sound.

Except for a CLICK-CLICK-CLICK from across the street. A PHOTOGRAPHER steps from his hiding place between two houses and moves into the street.

From the side of the Tripod, a thin black whip emerges, maybe six feet long, snakelike. It stiffens and unfolds something flat and round from inside the head of the Tripod.

A SECOND PHOTOGRAPHER joins the first, they move out into an open area to get better shots of the Tripod.

The flat, round thing pivots upward, and it looks something like a small satellite dish, except it's perfectly polished, its surface brilliant and mirror-like.

RAY (cont'd)

Get out of there! Are you crazy, get-

He starts to go after the Photographers, but a BIG GUY next to him grabs him by the collar and pulls him back.

In the street, the mirrored disk turns ever so slightly, trailing the Photographers as they make their way into the open, just watching them, apparently it means them no harm.

Ray breathes a small sigh of relief.

Now, emboldened by the first two Photographers, HALF A DOZEN AMATEURS move into the street bearing handheld videos, flash cameras, and the like.

The flashes FLASH, strobing the block.

Immediately, the mirrored disk pivots in their direction, what looks like a glint of sunlight flashes over it for the briefest of seconds --

-- and the Photographers simply evaporate, their bodies turned to dust, leaving their clothes floating in midair.

Ray blinks, he can't even register what's just happened, it was so fast, one second ago two men were walking into the street, and now they're, no, they don't even exist anymore, all flesh is nothing but blowing dust now as their empty clothes waft to the ground.

Now the full-fledged panic that has been building in the crowd hits at last. Everyone takes off, bolting from their hiding place, SCREAMING in terror.

Rather than tear ass into the open with the others, Ray remains behind the corner of the building --

RAY (cont'd)

WAIT, DON'T-

-- but those around him bolt, and his desperate grab can't hold anyone back. The sudden movement of the crowd causes the Tripod head to snap into action. It pivots quickly, seeming to brace itself, and the mirrored disk rotates, sweeping once across the street in a slow arc.

The air between the disk and the material objects on the ground wavers, heat ripples like off the highway on a summer day, and slowly everything before it is incinerated.

So swift and terrible is the heat ray's destruction that before Ray can even back away, it's nearly upon him, wiping out the building he's hiding behind.

Ray bolts into the street, just ahead of the heat ray. Behind him, a FORTYISH GUY runs in terror in the same direction, toward the safety of another building, just ahead.

Ray reaches the building first and lunges around the corner, flattening himself against the building. He reaches out for the Fortyish Guy and gets hold of his hand just as the heat ray reaches that part of the street, it flashes, Ray tries to pull the man to safety, he gets the Guy's arm around the corner --

-- just as the deadly heat hits him.

Ray pulls the arm, but that's all that's left of the Guy by the time it comes around the corner. Ray SCREAMS and looks back in horror, toward the Tripod. As he watches --

-- its legs suddenly telescopes, vaulting the thing another fifty feet up into the air, but that's not all, now up at this new height, the horrible thing --

-- takes a step forward.

31 CONTINUED: (3)

31

It can move. As it begins to stride forward, the heat ray flashes again, SEARING into the side of the brick building Ray is hiding behind.

As the brick begins to glow, Ray's attention is caught by a FATHER in one of the split-apart houses, racing down the stairs, holding one SMALL CHILD and dragging another KID by the hand.

Ray's eyes widen, remembering the kids, and he takes off, down the narrow alley and over a chain-link fence at the other end, disappearing into the smoke and haze.

32-35 OMITTED

32-35

36 INT RAY'S HOUSE DAY

36

BANG! Ray, covered in ash, SLAMS through the front door and staggers into the kitchen. He gets there and turns in a half circle, traumatized, not sure where to go or what to do. His legs go out from under him and he collapses, cross-legged on the kitchen floor.

Robbie and Rachel are visible through the open back door, staring over the tree line at the mayhem in the distance. They hear him and come into the house.

ROBBIE

What happened?

He doesn't answer.

RACHEL

Are you okay?

Still no answer.

RACHEL (cont'd)

Dad? What's the matter?

ROBBIE

What's that stuff all over you?

Ray gets up and turns to the sink, catches sight of himself in a mirror hanging there. His face is covered in gray ash.

RACHEL

What's all that smoke outside? What's going on out there?

Ray runs water and splashes it over his face, washing off the ash. The cold seems to bring him back to life.

ROBBIE

Hey! Hello?

Ray turns back to them.

RAY

We're getting out of there.

He goes across the room, finds Rachel's American Girl suitcase and RIPS it open. He starts tossing aside school folders, dolls, anything not absolutely necessary. He finds a sweater, shoves that back inside. Also grabs another coat, hanging from a rack on the wall, and shoves that in.

ROBBIE

What? Why? What's going on?!

Ray grabs a loaf of bread and a couple apples off the counter and shoves them into the suitcase, SNAPS it shut. He slides it across the floor to Rachel, it hits her feet and stops.

RAY

Take that and go wait by the front door.

RACHEL

Where are we going?

Ray picks up a cardboard box next to the trash can, it's full of paper for the recycling. He dumps the contents onto the floor and shoves the empty box into Robbie's arms.

RAY

Take anything edible in the refrigerator and put it in this box, plus the canned stuff from the cupboards.

ROBBIE

What's-

RAY

Do what I said!
(Robbie hesitates)
NOW!

Robbie sees the look in Ray's eyes, sees enough to know something very, very bad has happened. He moves.

Ray opens a drawer and takes out a flashlight. He tries it, but it's dead.

Rachel, still puzzled, goes to the coffee table and picks up the third-place ribbon, the one she was trying to get her father to notice before. She puts it in her pocket. Ray rips open a fresh pack of batteries and dumps them in the flashlight.

RAY (cont'd)

We're leaving this house in sixty seconds.

Ray tries the flashlight again, now it works, and he tosses it in the box. He turns and runs up the stairs.

Rachel, confused and alarmed, notices something out the open front door. She walks over to it and stands in the doorway.

Outside, TWO MEN run past their house at top speed. Rachel watches, thinks it weird. Their street, which was perfectly peaceful thirty seconds ago, is showing the first signs of alarm, but it's not yet widespread.

37 INT RAY'S BEDROOM DAY 37

Ray runs into his bedroom, drops to the floor next to the bed, and pulls a metal box from underneath. It has a set of three tumblers in the top. He spins them to enter a three-digit code and opens the box, which is a gun safe.

Inside is a .38 and a box of bullets. He dumps the bullets in his pocket, puts the gun in his waistband, and runs out.

38 INT KIDS' BEDROOM DAY 38

Ray grabs Robbie's backpack from off the bed.

39 OMITTED 39

40 EXT RAY'S HOUSE DAY 40

Ray, followed by the kids, BANGS through the front door of the house. There is a good deal more commotion in the street than two minutes ago, but on a scale of one to ten, the panic level is still at a five. The first bits of news have come back about the Tripod attack by word-of-mouth, but the full tide of news is just about to hit.

Ray drags Rachel up the sidewalk, in the direction that HALF A DOZEN SURVIVORS seem to be fleeing. Robbie follows at a half-trot, carrying the cardboard box of food.

ROBBIE

What happened?!

RAY

Can't tell you now, we only got another minute.

Ray looks ahead, to the gas station on the corner, where Manny SLAMS the hood of the car he was repairing, which is now running. Manny sees Ray coming and calls out to him.

MANNY

Hey, Ray! You were right! Had to change the solenoid too!

(to the Mechanic)

Leave it on, run the alternator.

The Mechanic, who was behind the wheel, gets out, leaving the car running. Ray quickly forms a plan, and he leads the kids quickly toward the idling car.

Manny is at the corner, about ten feet away, talking with the Mechanic, noticing the strange behavior of a few people in the street, wondering what's going on.

Ray, Robbie and Rachel reach the car.

RAY

(quietly, to the kids)

Get in.

RACHEL

Whose car is-

RAY

(hisses)

Get in!

They do, Robbie in the front passenger seat, Rachel in the back. Ray slides behind the wheel.

INT CAR DAY

Ray SLAMS the door. Manny and the Mechanic both turn at the sound.

RAY

Lock your doors.

They do. Ray hits the window "up" buttons and the power windows start to slide up, as Manny turns and looks at Ray, an odd smile on his face.

He extends his hands -- "what's the joke?"

Suddenly and silently, right behind Manny --

CONTINUED:

-- a maple tree bursts into flame.

This is seen from inside the car, which perhaps makes it even more stunning and horrific.

The kids can only stare in stunned horror, but Ray drops the car in gear, hits the gas, and cranks the wheel.

The car spins a one-eighty in the parking lot, cutting around Manny, who has fallen back from the tree in horror. His Mechanic takes off running, but in the wrong direction, straight out into the street, toward the approaching chaos.

At the edge of the driveway, Ray SLAMS on the brakes, reaches in back, and throws open the rear passenger door.

He SCREAMS at Manny.

RAY (cont'd)

GET IN!

Manny is standing in dumb terror, looking up at the tree, at the fleeing people, and at Ray.

RAY (cont'd)

GET IN, MANNY, OR YOU ARE GOING TO DIE!

These are words Rachel has never, ever heard spoken in earnest. She starts to SCREAM.

Manny has a two-second window here to adjust to the new reality or cling to his old one and --

-- he clings, snapping out of his stupor with a look of fury.

MANNY

Get the hell out of that car!

Wrong answer, and there's no more time for the right one. Ray hits the gas and the car SCREECHES out of the parking lot, leaving the furious Manny behind, SHOUTING at them --

-- until he is incinerated by the heat ray. His gas station busts into flame.

Again, the kids begin SCREAMING, but it's hard to hear over the racing engine, the SCREECHING tires.

Ray leans forward, trying like hell to see through the windshield, through the smoke that's now blanketing the block.

42 THROUGH THE WINDSHIELD,

we see he is reaching the end of the block, which is a T intersection. Directly ahead of him is a bank of row houses. As we look at them --

-- that second floor bursts into flame, leaving the first floor intact. It's as if the heat ray were angled slightly, or coming over a rooftop and not able to point all the way down.

43 BACK IN THE CAR,

Roy cuts the wheel hard to the left.

Robbie turns and looks out the back window, gets just a glimpse of the top of the tripod as it rises up over the rooftops behind them.

ROBBIE

WHAT IS IT??

RACHEL

Is it the terrorist?

44 EXT EMPTY STREET DUSK

The car ROARS up an empty street, taking them away from the chaos.

45 EXT FREEWAY ON-RAMP DUSK

Still the only car on the road, they SCREECH around a corner and hit a freeway on-ramp.

He rises up, to get a look at the freeway. It's a massive parking lot.

46 INT CAR DUSK

Roy steers their car onto the shoulder and they coast away into the distance. The sun has set, and dusk is starting to fade.

On the freeway, there is a moment of quiet. It's otherworldly up here, though, the stalled cars BHOOSH by the windows fast; all traffic is standing still except for them. Lots of PEOPLE are still in their cars, many are standing on top of them, trying to get a look at what the hell is going on.

But inside their car, they keep moving, RAY BLASTING the horn to try to get people off the shoulder ahead of them.

Rachel is in back, eyes wide, sucking air hard through her nose, deep in a panic attack.

Robbie looks out at the swarms of PEOPLE as they ROAR past them on the freeway.

ROBBIE

Where are we going?!

RAY

I don't want to stop. We've got maybe the only working car anywhere around here, I'm not stopping until we're clear of it!

ROBBIE

Clear of what?!

RAY

I don't know.

On the other side of the freeway, a DOZEN POLICE CARS and FIRE TRUCKS race through the stilled traffic there, headed in the direction Ray and the kids just came from. (Apparently those vehicles are either still working or have been repaired.)

The SCREAMING SIRENS are deafening as they blast past. In the back seat, Rachel starts CRYING hysterically.

ROBBIE

What the hell is going on?!

RAY

You saw. We're under attack.

ROBBIE

By who?!

Ray doesn't answer -- how could you answer that?

ROBBIE (cont'd)

Who is attacking us?!

But Ray, trying to concentrate on driving, is unnerved by Rachel's hysteria.

RAY

Rachel! Stop it! STOP IT, Rachel!

But he's upsetting her more, and her CRIES turn to SCREAMS.

ROBBIE

(to Ray)

You're freaking her out!

RAY

Do something!

Robbie climbs over the seat and slides in next to his sister, comforting her.

ROBBIE

Okay, put 'em up.

(she keeps crying)

C'mon, Rachel, make the arms.

He holds his arms in front of him, making a space. She does the same thing. Seems they've done this before.

ROBBIE (cont'd)

This space right here, this is yours.

This belongs to you. Right?

RACHEL

Right.

In front Ray tilts the rear view mirror, watching them. He can't hear what they're saying, but it's definitely working. As Robbie speaks softly to Rachel in what seems a practiced routine, she starts to calm down.

In back:

ROBBIE

Listen... I'll be right back. I'm just going in the front seat to talk to Dad, I'll be, like, two feet away, okay?

RACHEL

(panicking again)

No!

ROBBIE

A'right, alright, just... just grab my belt.

He leans forward, to talk to his father over the seat, and Rachel grabs hold of his belt, to keep a hand on him.

In front, Robbie leans in closer to his father, lowers his voice to a hushed whisper.

ROBBIE (cont'd)

I want to know everything you know.

Ray looks in the rear view, makes sure Rachel isn't watching them. He too lowers his voice.

RAY

This, this thing, like a machine.
Climbed out of the ground. It just
started burning everything. Killing
everybody.

ROBBIE

What is it?

RAY

I don't know.

ROBBIE

(a glance at Rachel)
Is it terrorists?

RAY

No. This came from someplace else.

ROBBIE

What do you mean, like, Europe?

RAY

Maybe it came down in the lightning
storm. Maybe the thing was here
already, buried, and then something else
had to-

ROBBIE

Wait a minute, what do you mean, came
down? You just said it was buried!

RAY

The *machine*, I'm talking about, is what
was buried, what came down had to be
what brought them up... brought up...

Ray just looks at him, can't bring himself to actually say "an alien." Robbie returns the look for a long, puzzled moment, then suddenly understanding breaks across his face and he grasps what his father is trying to tell him without saying.

Robbie leans further forward and looks up, out the front windshield. His eyes crawl up, to search the skies.

ROBBIE

Why aren't there any helicopters? Or
airplanes? Where is everybody?

Ray shrugs. He looks back at Rachel.

RAY

She okay now?

ROBBIE

Yeah.

RAY

What was that thing you did with her,
with your arms?

ROBBIE

Works sometimes. She gets
claustrophobic.

RAY

(calling out to her)
Rachel?

ROBBIE

I said she's fine.

RAY

You feel better?

RACHEL

I want Mom.

RAY

Yeah, I know, I just want to say... I
need you to hold it together, you
understand me? I gotta make a plan,
figure out what we do --

RACHEL

I want to be with Mom!

RAY

-- and when you're screaming like that,
I can't think, I can't-

RACHEL

Mom! Take me to Mom's!

RAY

Fine! Mom's! That's where we're going,
okay?!, she and Tim probably turned back
when they heard what happened, just
gimme a break and-

RACHEL

Mom! I want Mom!

RAY

I KNOW!

She starts crying again. Robbie looks at Ray disapprovingly.

ROBBIE

Nice work.

He sits back again, to calm her down once more.

Ray looks up in the rear view, sees them both looking at him. The look in their eyes is not one of confidence.

Ray looks out through the windshield. They've reached an open patch of interstate. Night is falling, but aside from their headlights, no man-made light comes on to pierce the gloom.

CUT TO:

47 OMITTED

47

48 EXT UPSCALE SUBDIVISION NIGHT

48

An upscale suburban block. The power's still on here and all seems well, the streetlamps throw warm light on two neat rows of McMansions. There isn't anybody out on the street, but that's probably not unusual at this hour.

Ray turns into the third driveway on the right and Rachel immediately bolts out of the car.

49 EXT MARY ANN'S HOUSE NIGHT

49

Rachel tears ass across the front lawn and up to the front door.

She pushes the doorbell, POUNDS on the door. Robbie's just behind her, he gently pushes her out of the way and uses a key to open it. The kids rush inside.

50 INT MARY ANN'S HOUSE NIGHT

50

The house is dark. Rachel flicks on the lights and runs inside.

RACHEL

Mom! Mom, where are you?!

ROBBIE

Mom?

No answer. Ray comes in and closes the door. While the kids search the house, Ray sizes up the place. It's expensively furnished, spacious, clean. Everything his place is not. He runs a finger over a silver bowl on a side table. Notices a huge flat screen TV on the far wall.

He checks out a framed photograph, a shot of Mary Ann and Tim on a beach someplace, arms around the kids, Ray's kids, everybody looking a little too happy.

50 CONTINUED:

Rachel and Robbie burst back into the living room.

ROBBIE (cont'd)
They're gone.

RACHEL
She's dead! They killed her!

RAY
She's not dead, she's just not here.
They were never here.

ROBBIE
How do you know?

RAY
Because they were on their way to
Boston, they told us, this would have
been completely out of the way, the
opposite direction. They kept going,
they're up in Boston at your grandma's
by now.

ROBBIE
I'm gonna call her!

He goes and picks up the phone, dials.

RACHEL
How come the lights work here but not at
our place?

RAY
Because nothing bad's happened here.
See, I told you, we're safe here.

Robbie, who's picked up the phone, shouts to them.

ROBBIE
Busy signal -- one of those fast ones,
the whole system's down!

He hangs up and immediately dials again.

RAY
Everybody just relax, okay? We're here
now, we're safe, we're staying. When we
wake up in the morning, Tim and your mom
are gonna be back, and everything's
gonna be fine. Okay?

Unconvinced, they don't answer. So he answers himself.

RAY (cont'd)

Okay.

CUT TO:

51 INT MARY ANN'S HOUSE - KITCHEN NIGHT 51

A few minutes later. The kids are sitting at the table and Ray is unpacking the box of food that Robbie hastily threw together.

Ray looks at the contents as he unpacks them, frustrated.

RAY

Mustard? Mayonnaise? Salad dressing?
What the hell were you thinking?

ROBBIE

That's all there was in your fridge.

RAY

Microwave popcorn, that's helpful.

ROBBIE

(half under his breath)
Dick.

Ray didn't hear that -- or maybe he did, and chose to ignore it. He opens one of Mary Ann's cabinets and starts looking there.

RAY

Where's all the food?

ROBBIE

Mom gave the cook the week off.

RAY

The cook, right, silly me.
(shakes his head)
She married up, your mom.

ROBBIE

She sure did.
(Ray looks at him sharply)
What? You said it.

RACHEL

What does that mean, married up?

RAY

Nothin. Means she loves him.

He finds a jar of peanut butter and a loaf of bread on the counter.

51 CONTINUED:

RAY (cont'd)
Peanut butter. Okay, good. We're gonna
eat sandwiches.

RACHEL
I'm allergic to peanut butter.

RAY
Since when?

RACHEL
Birth.

RAY
Just eat the bread.

RACHEL
I'm not hungry.

RAY
(to Robbie)
See if you can find a can of tuna.

ROBBIE
I'm not hungry either.

RAY
Fine.

He throws the bread back, leans against the counter, facing away
from them. Silence for a long moment.

RACHEL
Dad?

RAY
What?

RACHEL
What is happening?
(no answer)
Dad?
(still no answer)
Dad?

CUT TO:

52 INT MARY ANN'S HOUSE - BASEMENT NIGHT

52

The door opens at the head of a flight of wooden stairs and Ray
starts down the steps into the basement. The kids follow him,
carrying armloads of blankets and pillows.

RACHEL

If everything's fine, why do we have to sleep in the basement? We have perfectly good beds.

RAY

Think of it like camping out.

ROBBIE

What are you afraid is gonna happen?

RAY

(looking around)
Who has a basement this nice?

It is nice. There's a Stairmaster, stretching machine, other workout stuff, and a mirrored wall with free weights on racks.

Ray finds a likely corner and dumps the blankets and pillows.

RACHEL

I want to sleep in my bed. I have back problems.

RAY

(getting exasperated)
Look, you know on the Weather Channel how when there's a tornado, they tell everybody to go down to the basement? For safety? It's like that.

RACHEL

There's gonna be tornadoes?

Robbie rolls his eyes, annoyed by his father's mishandling of her.

ROBBIE

No more talking. Lay down, Rachel.

He fluffs a couple pillows and Rachel lays down. He lays down beside her.

Ray plugs a nightlight into a wall socket nearby, then comes and pulls a blanket up over Rachel. She stares at him, eyes wide.

RAY

In the morning, we'll see what's going on. We're safe here for tonight.

ROBBIE

How do you know?

RAY

I'm gonna be right in this chair over here.

He turns and walks toward an old beat-up armchair under a window, one of those narrow top-of-the-basement windows that is right at grass level. On the way he bends down, surreptitiously pulling something from Robbie's backpack, which leans against the wall.

It's the .38 he took from the gun safe under his bed. Hiding it behind one leg, he turns and drops into the chair, sliding the gun between the cushion and the arm of the chair, within easy reach.

All of this he feels he has done on the sly, but when he settles into the chair and looks up, Rachel is staring right at him.

RACHEL

Dad?

RAY

Yeah?

RACHEL

Am I ever going to see Mom again in my life?

RAY

Yes. You are. I promise.

RACHEL

Tell me the other stuff.

RAY

What other stuff?

RACHEL

The stuff you don't want me to know.

He looks at her. The kid's too smart. He moves closer, sits down on the floor next to her and tries his best.

RAY

Never could bullshit you.

RACHEL

You shouldn't use that language in front of me.

RAY

Right, right.

He thinks. How the hell do you explain this one?

RAY (cont'd)

Well, that... that lightning storm, it made the power go out, right? I don't know how, but it stopped all the phones, and TV, and most cars don't work. Now, another thing the lightning did is it... seems like it made this machine come up out of the earth. And that machine, it... it...

RACHEL

It kills people.

RAY

Yes, it does.

RACHEL

How did the machine get down in the earth?

RAY

I don't know.

RACHEL

Is there more than one machine?

RAY

No. Absolutely not. I only saw one, I'm sure of it.

RACHEL

Well, who were the people who put it there?

RAY

Let me tell you something I know for sure, okay? Wherever they're from, they have done a very stupid thing. I don't know what they expected to find when they got here, maybe no life, maybe nothing at all. But they found us. And they pissed us right off. And right now our army has found out about them, and they are very, very angry, and they're on their way this very minute to destroy that machine and whatever is running it. And then everything in your life, and mine, and Robbie's, is gonna go right back to exactly the way it was before.

She looks at him for a long moment, deciding whether or not to believe that. Apparently satisfied, she rolls over, facing away from him, and closes her eyes.

Ray goes back to the chair and slouches into it, breathes deeply. He's about to close his eyes when Robbie rolls over, eyes open, staring at him.

Ray looks at him. Robbie continues to stare. In the background, we can see Rachel putting her arms out in front of her, making space like she did in the car with Robbie.

RAY (cont'd)

(to Robbie, a whisper)
What?

ROBBIE

He died. That guy, Manny. He died.
(no answer from Ray)
You stole his car, and now he's dead.

RAY

You're alive, aren't you?

Robbie considers this, his face neither condemning nor excusing. Just thinking about the new reality.

Ray breaks the eye contact, pulls his Yankees cap low over his eyes and tries to get some sleep.

So ends the first night.

CUT TO:

53 INT BASEMENT NIGHT

53

Or so we thought. It's later. The kids are deeply asleep, Ray lightly so. The nightlight glows in the socket on the other side of the basement, a big round clock TICKS on the wall.

TICK. TICK. TICK.

The narrow window over Ray's head RATTLES lightly in its frame, shaken by the wind.

Or is it the wind? Because the window starts RATTLING harder, too hard for just wind.

Ray's eyes pop open. He looks up, at the pale moonlight coming through the RATTLING window.

Ray twists in his chair, looks up at the window. He gets up and stretches to look out through it.

THROUGH THE WINDOW,

he sees the trees in the front yard bending from a heavy wind.

IN THE BASEMENT,

Ray turns from the window, thinking. A hollow BOOM in the distance draws his attention back to the window, and it's followed quickly by a second BOOM, and then a third.

RAY

Oh, no...

Outside the window, there is a silent, blinding flash of purple light that illuminates the entire basement as if it were daytime for a second.

Both kids sit bolt upright.

RACHEL

What is it?! Is it the lightning?

RAY

I don't know! I don't think so.

Another purple flash, brilliant and searing, it lights up the entire basement for a split-second, and it's followed closely by a tremendous BOOM.

ROBBIE

What's that sound?!

RACHEL

Is it them?! Is it them?!

They start to get up, but --

RAY

Stay down!

Ray throws himself on them and they huddle into a corner.

The BOOMS grow louder, and the purple flashes, hot and irregular, continue to flash into the basement through the window.

But this time another sound rises up over everything; this one's like the SCREAM of an engine.

It starts out loud and gets louder, deafening, a HARSH METALLIC SHRIEKING sound that is absolutely the loudest thing we've ever heard in our lives, and it's building and building and building, like a bomb about to fall right on top of us. On the far wall of the basement, the rack of free weights starts trembling, tipping, spilling weights that SLAM onto the floor around them.

53 CONTINUED: (2)

53

Ray and the kids are SHOUTING and SCREAMING at each other, but we can't hear a word of it, and it sounds like that bomb is going to be right on top of us in a few seconds.

Ray SCREAMS something we can't understand to Robbie, gesturing urgently. Robbie SHOUTS back, points to the other side of the basement.

Ray leaps to his feet, dragging Rachel with him, gesturing for Robbie to go, quickly. Understanding, Robbie leads them all across the basement, further in, toward a metal door on the far side, he throws open the door --

54 INT MACHINE ROOM NIGHT

54

-- and there's a staircase, down, and then another door at the bottom of it, a fire door, he opens that one too and they all fall into a deep, windowless room lit only by the flashing lightning coming through the open doors. We get just a glimpse of the inside of this sub-basement, it's full of pipes and tanks and the other junk that runs a house, then both the inner and outer doors SLAM, we're inside and in total darkness and --

55 IN TOTAL BLACK,

55

-- the bomb hits.

The explosion above and around them is so bone-rattling, and so close, that we practically lose our hearing for a minute.

It settles, but we're still in darkness.

Long moments go by. Outside, there are diminishing THUMKS and BOOMS as the residual explosions from whatever happened outside begin to fade.

Faintly, we can hear fire. But that starts to fade too. Until we can only hear the breathing of three people.

Breathing. Silence. Still black. Finally:

RACHEL

(a whisper)

Are we still alive?

CUT TO:

56 INT SUB-BASEMENT DAY

56

The next morning, not that we'd know -- the screen is still black. (We're going for a record for on-screen blackness here.)

56 CONTINUED:

56

We hear the sound of someone waking up. A rapid intake of breath, a jerking sound, a GRUNT. It's Ray. At first, terror, he's lost in darkness, where the hell is he?

Feet SCRAPE, he must be getting up. He fumbles around, searching the walls with his hands. His hands fall on a doorknob, he turns and pushes it open.

Now narrow streams of light fall into the machine room. We see Robbie and Rachel are still asleep, slumped over in the corners.

Ray finds something to prop open the door and looks up the short flight of stairs that leads to the basement. There's daylight coming around the edges of the door at the top of the stairs.

Without waking the kids, he climbs the short flight of stairs and turns the knob. He pushes.

But the door won't open. He leans up against it, puts his shoulder into it and forces it open about two feet, which is all it will give.

Immediately, he winces from the brilliant daylight, but why is there brilliant daylight in the basement? His eyes adjust and he realizes --

57 EXT RUINED BASEMENT DAY

57

-- the entire house has been wrenched right off its moorings. What once was the basement is now wreckage, the only thing left intact is the staircase that leads up to the ground floor, oddly spared in whatever catastrophe occurred here last night.

Overhead, blue sky.

Stunned, Ray picks his way through the wreckage and climbs the basement stairs, which lead up to ground level.

58 EXT RUINED HOUSE DAY

58

Ray reaches the top of the stairs and stands in the ruins of the house. It's not so much that the house was torn down, more that it was sheared off its foundation, as if something reached down and swiped it away.

We're looking at Ray, but something's obstructing our vision, something turning, spinning in front of us.

All around, thick black smoke wafts through the air, and as a breeze picks up, it parts, revealing to Ray the source of the deafening explosion they heard last night, and finally we understand the apocalyptic sounds we heard were caused by --

-- the crash of a 747.

The entire tail section, nearly intact, is buried in the house across the street, which has been decimated. We pull back, and realize the thing spinning slowly in front of us is the turbine of one of the engines, turned slowly by the morning breeze.

Wreckage is everywhere, the entire row of houses across the street wiped out, either by the crash or the resulting fire, and the debris field extends a hundred yards in all directions.

There don't appear to be any survivors, either from the plane or in the nearby homes, an unearthly quiet has fallen over the neighborhood.

It appears the plane came in low, right over this side of the street, clipping this house and the one beside it, then crashed on the other side.

But some things were oddly spared. The screen porch, still intact. A bicycle, leaning against a tree. The stolen car still in the driveway, thank God.

Like a sleepwalker, Ray stumbles forward, crosses what used to be the street in the direction of the wreckage.

He stops short, next to an upright row of seats, five across from the coach cabin. There are no corpses in them, but the seat belts are all torn, the bodies ripped free.

Ray looks around. He calls out.

RAY

Hello?!

(no answer)

Anybody?!

(still nothing)

CAN ANYBODY HEAR ME?!

He turns around and nearly jumps out of his skin as he sees a MAN bent over right behind him, facing away. The guy's about forty, his shirt's soaked in blood, and he's using a crowbar to try to pry open a smashed and twisted food cart. He clutches a bandana over his mouth to keep out the smoke and stench of the burning jet fuel.

RAY (cont'd)

Jesus, are you all right? Were you on the plane?!

The guy doesn't answer, just keeps prying at the cart.

RAY (cont'd)
I said are you all-

Ray walks forward and puts a hand on the guy's shoulder, and the man whirls, fast, brandishing the crowbar.

VOICE (O.S.)
He's deaf.

Ray turns and sees a TV NEWS VAN that's pulled up onto the curb.

The back doors are open and a NEWS PRODUCER, a young woman around thirty or so, is sitting there, shell-shocked. Her clothes are torn and burned, and she's got a bandana over her mouth too, which she moves only when she's speaking to Ray.

NEWS PRODUCER
A shell went off right beside him.
Camera on his shoulder saved his life.
(shouting)
You hear that, Max?! Your stupid camera saved your stupid life!

Max goes back to prying open the food cart.

Ray chokes, gagging from the fumes. She tosses him her bandana (which he takes and uses throughout the scene).

NEWS PRODUCER (cont'd)
Take this one. I'm used to it.

RAY
Thanks. Where were you?

She points behind them, to the west, where a line of smoke rises on the horizon.

NEWS PRODUCER
Out there, in the Pine Barrens. We were attached to a National Guard unit, the 83rd Mechanized. They moved on one of those things around midnight. They've got some kind of shield around 'em, you can't see it, but everything we fire at them detonates too early, before it gets close enough to do any damage. Then they flash that, that thing, and everything lights up like Hiroshima.

RAY
(realizing with horror)
There's more than one?

58 CONTINUED: (3)

58

She gives him a look.

NEWS PRODUCER

Are you kidding?

58A INT NEWS VAN DAY

58A

BAM! The sliding side door of the news van SLAMS open and daylight spills into its half-wrecked but still functioning interior. There's shit scattered everywhere, they've been driving this thing like maniacs, but the twin walls of electronic equipment still appear intact.

The News Producer climbs in, Ray stands just outside. She talks fast as she sorts through piles of three quarter inch videotapes, pushing a few of them into machines.

NEWS PRODUCER

There's a lot more than one.

She hits play on the first machine and a jerky, low-resolution night-vision image comes up on the screen. Ray peers closely at it. It's a battlefield, there's fire and explosions everywhere, shot with a very long lens from far away, but in a brief moment of near-clarity you can just barely make out the tall, spindly shapes that dominate the field.

Tripods. Half a dozen of them.

NEWS PRODUCER (cont'd)

We were feeding New York, but New York went dark, so we patched over to D.C., and they went down.

Ray peers closer. There's an enormous amount of static and interference in the shot, but there are flashes when we can just make out what's going on -- the Tripods are marching through a city somewhere, maybe downtown Newark. But whenever the image becomes clear enough to give us a good look, the interference wipes it out again.

NEWS PRODUCER (cont'd)

L.A., Chicago, we uplinked to London, even called affiliates to try to get them to catch the feed, but nobody answers.

On the screen, a skyline is visible, it's definitely Newark, but then there's an enormous amount of interference, and when the image clears --

-- the skyline is gone, replaced by a smoldering valley.

NEWS PRODUCER (cont'd)

It's the same everywhere -- once the Tripods start to move, no more news comes out of that area.

Outside, there is an EXPLOSION in the distance. The Cameraman SHOUTS at them from outside.

CAMERAMAN (O.S.)

We can't stay here!

The Producer hits play on the next machine and Ray moves in close to the screen. Now it's shaky, hand-held footage from right down in the thick of the battle, this must be how Max lost his hearing.

RAY

My God.

NEWS PRODUCER

You ain't seen nothin yet.

She hits "play" on a third recorder and another screen comes to life. It looks like a mistake at first, it's just brilliant, blinding flashes that blank out the screen.

RAY

That's one of the lightning storms, I was in one of those, I saw this.

NEWS PRODUCER

You didn't see it like this. Those things, the Tripods, they come up out of the ground, right, so that means they must have buried 'em here a long time ago. But who's driving the God damn things? Look.

She slows the image on screen down to a crawl, allowing us to look closely at one lightning bolt in particular. There's something in it, an object of some kind, a thing.

RAY

What... is that?

NEWS PRODUCER

That... is Them.

Another EXPLOSION in the distance, but slightly closer.

Remembering, Ray takes the shard of burnt-glass from his pocket, the one he picked up earlier. He stares at it, thinking. It's got some structure to it, like the bottom of a Coke bottle.

Like it was made, or forged, it's not a natural shape. He looks from it to the screen, things come together in his head.

RAY

They're in some kind of capsule. They come down in the lightning, they ride it down...

NEWS PRODUCER

(finishing his thought)

Into the ground, into the machines. And once they activate them-

A third EXPLOSION cuts her off, as if to finish her thought, but this one's enormous, and REALLY close. It rocks the van hard, almost knocking them off their feet, reminding them they're still in a war zone.

The Camoraman races past Ray --

CAMERAMAN

We're getting the hell outta here!

-- rips open the driver's door and jumps inside. He starts it up and guns the engine. The News Producer SHOUTS to Ray over the ROARING engine.

NEWS PRODUCER

Hey, wait a second, were you on this plane?!

RAY

No.

The Camoraman drops the car in gear and hits the gas.

NEWS PRODUCER

(as the van rolls)

Too bad! Woulda been a hell of a story!

She SLAMS the sliding door and the van tears away.

CUT TO:

59 EXT MARY ANN'S HOUSE - WRECKAGE DAY

59

Ray is looking straight at us.

RAY

Look at me, understand? Don't look down, don't look around me, just keep your eyes on me.

Robbie sees it all and nearly chokes, trying not to vomit.

Rachel nods solemnly at Ray and he starts to walk her past the smoking wreckage, sparing her the hideous sight. As they walk, he talks soothingly to her.

RAY (cont'd)

We're going to Boston, sweetie. We're gonna find your mom.

60-64 OMITTED

60-64

65-65B OMITTED

65-65B

66 EXT LOCAL ROAD DAY

66

Their car ROARS down a deserted road, heading north. There are a few other cars, but none of them are moving, they're pulled over to the sides of the road, some left in the middle, but no people to be seen, not a soul, not anywhere.

67 INT CAR DAY

67

Ray drives, Robbie's in the front seat, Rachel in back. Robbie's searching for radio stations, but there's only STATIC.

ROBBIE

Why the hell aren't we on the highway?

RAY

I don't want anybody to see we've got a working car. We'll stay along the Hudson till we find an open bridge or ferry, then cross the river and stay on back roads across Connecticut.

RACHEL

Where is everybody?

RAY

Hiding in their basements, probably. Most escaped, I hope. But we're gonna catch up to them, I can tell you that.

Robbie leans over, lowers his voice so Rachel won't hear.

ROBBIE

If we had any balls, we'd go back and find one of those things and-

RAY

(cutting him off)

How about you let me decide when we fight?

67 CONTINUED:

67

ROBBIE

Which would be when, never? Never's about your speed, isn't it, Ray?

RAY

Enough with the "Ray" shit. It's Dad or, if you want, Mr. Ferrier, but that seems weird to me. You decide.

Ray looks at him for a long moment. Robbie meets his eye for a moment, then goes back to tuning the radio. Still only STATIC.

CUT TO:

68 EXT THE MIDDLE OF NOWHERE DAY

68

They've moved substantially further north, they're now in farmland. It seems untouched by the battles that have raged further south.

To the left is a seemingly endless corn field. To the right, an untilled meadow. It's here the car slows and pulls over to the side. The passenger side door starts to open, then abruptly --

69 INT CAR DAY

69

-- SLAMS shut. Ray has reached past Robbie, who was trying to get out, and pulled his door shut hard.

RAY

Not so fast.

ROBBIE

I gotta go.

RAY

We got two things to watch for, and the second is people who might want our car.

ROBBIE

There's *nobody* around!

Ray takes a long look around. The land is reasonably flat, you can see pretty far in all directions. He relents, takes his hand off Robbie's arm.

Robbie bolts out of the car, MUTTERING under his breath.

70 EXT LONELY INTERSECTION DAY

70

A few moments later, Ray opens the trunk and takes out a gas can. Though the car is still running, he unscrews the gas cap and upends the can, into the tank.

70 CONTINUED:

70

Off to the right, there is a tree line about fifty yards away. Though Robbie has stopped short of it to go to the bathroom, Rachel is walking towards it.

RAY

(calling out)

Rachel! Right there is fine.

She keeps walking, calls back over her shoulder.

RACHEL

I'm not going in front of you guys!

She keeps walking, toward the tree line.

Ray watches for a moment, thinking. He looks around. They certainly are alone. He looks over the roof of the car at Rachel, who's nearing the tree line now.

RAY

Stay where I can see you!

Rachel shouts something back, but he can't understand her. She steps into the trees.

71 EXT WOODS DAY

71

Rachel enters the woods at the edge of the field. Looking around here, you wouldn't dream there's anything unusual going on in the world -- trees, sunlight, birds, rabbits skipping through the underbrush.

Rachel looks all around, finds a likely spot, and is about to go to the bathroom when she hears a sound. She turns.

Nothing threatening, just rushing water. A river. She walks a few steps more and looks through a stand of trees. Beyond, she can see the Hudson River moving past.

The sunlight dapples off its moving surface. It's enticing. She moves through a stand of trees and comes out --

72 EXT RIVER'S EDGE DAY

72

-- on its banks. It's beautiful. She looks upriver. It bends to the left just about fifty yards away. Rachel sees something float around the bend, something large and dark.

Rachel's eyes widen and she freezes as the strong current pulls the something right past her.

It's a dead body, floating face down in the river.

Rachel stares at it, transfixed, as it moves inexorably past her. It's a man, or it was, in a business suit, but that's not what catches her attention. It's his hand, which is still clamped onto a leather briefcase, the fingers locked around the handle in a death grip.

It passes, and Rachel lets out a breath of relief. At least it's gone. She turns to look back upriver --

-- and sees *hundreds of bodies* float around the bend in the river, bobbing swiftly toward her like a huge dead army.

She SCREAMS and turns to run, but there's a MAN behind her, he grabs her roughly, she SCREAMS louder --

-- before realizing that it's her father.

RAY

I said stay where I can see you!

RACHEL

I'm sorry! I'm sorry, I'm sorry!

Ray looks up, just as the logjam of corpses moves past them. He turns his daughter around, away from the carnage, and she buries her face in his stomach.

CUT TO:

73 EXT THE MIDDLE OF NOWHERE DAY

73

The three of them come out of the field and are returning to the car when Ray stops suddenly, holding up a hand. The kids stop, look at him questioningly.

RAY

What is that?

In the distance, a low RUMBLING sound is rising up. It gets loud fast, REALLY loud. They all turn toward a rise in the road, and the RUMBLING around them becomes almost deafening as --

-- AN ARMY CONVOY ROARS OVER THE RISE IN THE ROAD.

The three of them stare in wonder from the side of the road as an entire mechanized battalion passes them by, a column that seems to go on forever. Tanks, Bradley fighting vehicles, Humvee after Humvee, dozens of armored personnel carriers, it's an awesome display of military might.

Robbie runs alongside them and waves like a madman, SCREAMING the unprintable things he wants them to do to the invaders, thankfully lost under the noise. Ray runs after him, grabbing him and pulling him back.

ROBBIE

Let GO of me!

RAY

What are you, suicidal?

Robbie tears away and keeps up with the convoy. Ray pursues him and both of them SHOUT over the noise of the passing trucks.

ROBBIE

I know where I'm going! I don't need you!

As a tank rolls past him, Robbie makes eye contact with one of the SOLDIERS riding on top of it, his head and shoulders protruding from the hatch. He's not much older than Robbie himself, maybe nineteen years old.

Robbie stares, star struck, as the Young Soldier passes. He grabs hold of a handle on the back of the tank, it almost pulls him over. A SOLDIER shouts at him:

SOLDIER

Watch it, kid, you're gonna get hurt!

Ray grabs hold of Robbie and pulls him roughly away from the convoy, stopping him by the side of the road.

RAY

You know what, the sixteen year old hardass routine is gettin' a little tired. I know what's back in that direction, believe me, anybody who stuck around to find out for themselves is dead! I'm not gonna let that happen to you!

In the background, we see Rachel start to pursue them.

ROBBIE

What do you care?! For real, you never gave a shit before, why start now?

RAY

Okay, you win, what's your plan? Come on, lay it out for me, you're in charge, what do we do?

ROBBIE

I'll tell you what we do, we catch up to those soldiers, hook up with whoever else isn't dead, and we get back at 'em!

RAY

Yeah, now let's try one that doesn't involve your ten year old sister joining the army. You got anything like that?

They're still moving, and in the background we can see Rachel running now, racing toward them.

ROBBIE

Why don't you just tell us the truth? You have no idea which way to go. You wanna come off all wise and shit, but you only picked Boston because you think Mom is there, and if we find Mom you can dump us on her and you'll only have to worry about yourself, which is exactly the way you like it. Admit it, Ray, at least I'll respect you.

The convoy ROARS away, a cloud of dust receding on the horizon as the convoy fades away to the south.

Rachel, who's nearly hysterical, catches up to Ray and Robbie and SLAMS into Robbie, hitting him with ballad-up fists.

RACHEL

Don't you leave me, don't you do that!
Don't you ever do that to me!

ROBBIE

Rachel, stop, hey, ow!

RACHEL

You can't leave, you can't just run away! Who's going to take care of me if you go?! Who's going to take care of me?!

This, more than anything, makes Robbie feel terrible.

ROBBIE

I'm sorry. Rachel, I'm sorry.

He picks her up and carries her back toward the car, murmuring softly to her to calm her down.

And you know, it doesn't make Ray feel any too good either. He watches his kids walk away from him, feels horrible. Worthless.

Robbie looks back over his shoulder. He and Ray make eye contact, then Robbie goes back to comforting Rachel, perhaps a bit more tenderly than he even needs to.

Ray takes a deep breath and follows them.

CUT TO:

74-75 OMITTED

74-75

75A INT CAR DAY

75A

The speedometer needle is on eighty and holding steady.

The car and its three occupants keep moving north, on another two-lane highway. The skies are dark and a light rain is starting to fall. Rachel, in back, has fallen asleep. In the front, Ray's eyes are droopy.

Robbie is back to obsessively tuning the radio, but the digital numbers just whiz around and around the dial, not even finding anything to stop on.

Until, suddenly, it stops, way up on the dial, 108.6.

VOICE (ON RADIO)

-- tuned to this station for updates.

Repeating:

Ray and Robbie look at each other sharply. Robbie turns it up.

VOICE (ON RADIO) (CONT'D)

You are tuned to the Emergency Broadcast System. This is a test. This is only a test. In the event of a real emergency, keep your radio dial tuned to this station and instructions and information will be provided. Repeating -- you are tuned to the emergency broadcast system. This is a test. This is only a test. In the event of a real emergency-

Disgusted and disappointed, Robbie CLICKS it off.

Ray, tired as hell, catches himself nodding off behind the wheel and shakes his head, trying to wake himself up.

ROBBIE

I could drive for a while.

RAY

You don't have a license.

ROBBIE

When did that ever stop me?

Ray looks at him, and a second later --

76 INT CAR DUSK

76

-- he's behind the wheel, and Ray's in the passenger seat, asleep, head against the window. Some time has gone by, it's dusk now, and a heavy rain is falling.

FOOM.

Robbie turns abruptly, as a PERSON flashes past the car, walking by the side of the road. Surprised, Robbie turns and looks over his shoulder.

FOOM. FOOM.

Two more PEOPLE, walking down the side of the road.

Robbie tightens his grip on the wheel. There's a growing stream of PEDESTRIANS on the side of the road, all carrying bundles and bags of possessions, all walking in the same direction.

ROBBIE

Ray.

Ray doesn't wake up. Robbie's white-knuckle on the wheel. In back, Rachel looks out the window too. Seen through the glass, reflected off her face, there is a growing stream of displaced people. Many are on bicycles, some pushing stocked-up baby strollers or shopping carts filled with looted supplies -- refugees, but this is America, these are Americans. Some SHOUT, wave, try to hitch a ride.

ROBBIE (cont'd)

Ray! DAD!

He smacks his father in the shoulder, and Ray's eyes pop open. He looks around, wild-eyed, disoriented.

RAY

What is it?

ROBBIE

People. Everywhere.

He slows to sixty. More people. Now to fifty. Not because Robbie wants to go slower, just to avoid hitting them.

RAY

Let me drive.

(Robbie brakes)

Don't stop. Keep the car moving, hold your speed, just slide over.

He climbs over the back of the seat and comes around to behind the driver's seat. Rachel feels the movement on the seat in front of her and wakes up, blinking in confusion.

RACHEL

What are you doing?

RAY

Just goofin. Go back to sleep.

Robbie slides over in front, now driving with his left hand, his left foot on the gas. Ray slips over the back of the driver's seat and back behind the wheel.

KA-THUNK. The door locks CHUNK down. Ray slips his seat belt over his shoulder as he makes his way through the growing crowd.

RAY (cont'd)

Put yours on.

Rachel leans forward between the seats.

RACHEL

Where is everybody going?

RAY

They don't know.

RACHEL

But we do, right?

RAY

Yeah. We do.

The crowd's growing, marching toward a bottleneck up ahead. And the working motor vehicle is arousing a lot of interest.

Ray slows even more, down to thirty-five.

THUNK!

Somebody has SMACKED the hood of the car with a backpack in frustration as they drive past.

RACHEL

Why'd he do that?!

RAY

He just wants a ride, that's all.

RACHEL

Can we give him one?

RAY

Sit back, Rachel. Put on your seat belt.

The crowd is really thickening now, the car slows to maybe twenty miles an hour, and even that feels too fast, given the muddy conditions. Ray clamps both hands on the wheel.

ROBBIE

Be careful!

RAY

I am.

A CRAZY GUY lunges in front of the car, waving his arms, but Ray snaps the wheel to the right and fishtails around him, slipping on the wet pavement, but managing to keep it on the road.

ROBBIE

Where are they going?!

RAY

The ferry, probably, it's just up ahead. But we're going all the way to the bridge, it'll be wide open and it's only another-

CRASH!

A boulder SMASHES into the windshield, spiderwebbing it. Rachel SCREAMS, Ray and Robbie SHOUT in surprise, and Ray immediately twitches the wheel to the right and punches the gas.

RAY (cont'd)

Hang on.

He hauls the car onto the shoulder and takes it up to thirty or so again, he can move faster here and the crowd is staying mostly out of his way, except for the SHOUTS and JEERS and some pleading CRIES.

ROBBIE

DAD!

RAY

I SEE IT!

"It" is a tent that's set up on the side of the road, thirty feet ahead of them. Ray has to swerve hard, back onto the road, and the crowd is getting thicker and thicker now, it's all he can do to pick his way through it without hitting anybody.

They're getting angrier too, **FOUNDING** on the car as it passes.

But suddenly, up ahead, there is daylight, a big gap in the crowd, and beyond that open road, as they all seem to be moving off to the right, down an incline that leads to the river.

Ray's eyes light up, he hits the gas, he's twenty feet from wide open road, ten feet, but just in front of him --

-- a guy pushes a **WOMAN** in front of the car.

Ray **SHOUTS**, cuts the wheel and slams on the brakes. The car spins, but Ray has just barely enough control to somehow, miraculously, cut a semi-circle around the Woman in the road.

The ass end of the car spins all the way around the front and **SLAMS** into a tree by the side of the road. Ray **SMACKS** his head off the driver's window, Robbie and Rachel are jostled but unhurt, and the car comes to a stop.

Ray turns, looks at them, disoriented.

RAY (cont'd)

Are you okay?! Are you guys-

Suddenly, a **GANG OF TEN** descends on the car, **BANGING** on the windows with their fists.

RAY (cont'd)

GET THE HELL AWAY FROM-

SMASH! Somebody's got a rock, and they hurl it through Ray's window. Glass flies and he recoils, his face flecked with blood from the flying shards.

Hands reach in, they're all in the car all of a sudden, Ray's door is unlocked, and he is dragged out.

ROBBIE

GET YOUR HANDS OFF HIM!

RACHEL

STOP IT STOP IT STOP IT!!!

Robbie throws his own door open and lunges into the thick of the crowd to try to protect his father.

77 EXT SIDE OF THE ROAD DUSK

77

The Gang of Ten (from all walks of life, the only thing they have in common is their desire to stay alive) drags Ray out of the car and throws him to the ground across the road.

The rain is really pouring down now, Ray is face down in the mud with somebody's knee in his back, no view of anything but feet kicking up the road around him, and the feeding frenzy that is currently taking place over his car.

Robbie tries to get near him but somebody takes a swing and it lands on the side of Robbie's face. He crumples into the mud.

RAY

Rachel... Robbie... !

Somebody kicks him hard in the ribs and he coughs, spits blood. A stick CRACKS onto the back of his neck and his face rakes across the dirt.

A VOICE in the background SCREAMS at them to stop it, but we can't see who this decent person is, and can't hear much over the crowd.

In the midst of taking a beating from his faceless human enemies, Ray manages to work his right hand free from underneath him. He snakes it around, to behind his back, he reaches up under his shirt, his fingers close around something --

-- and all at once he rolls over, out from under the feet, pulling the .38 from the waistband of his pants.

VOICE (O.S.)

GUN!

VOICE 2 (O.S.)

HE'S GOT A GUN!

The Crowd that had gathered over him parts, revealing the sky for a moment, and Ray FIRES A SHOT, straight up over his head.

The CRACK rolls out over the crowd and they part, revealing his car again. Ray scampers to his feet.

Rachel is still in the back seat, MEN are swarming into the front, and Robbie, who has fought to his feet, is near the hood, fighting and kicking for all he's worth.

RAY

Get away from the car.

There is a response, but it isn't quick enough to suit Ray's taste, so he FIRES ANOTHER SHOT into the air.

RAY (cont'd)
GET AWAY FROM THE CAR!

Now the movement from the car is more panicked, the Crowd moves back, some putting their arms up in surrender, others urging Ray to calm down.

But he's in control now, he's got the situation in hand and all he has to do is-

CLICK-CLACK.

A loaded gun moves into frame, pointed at Ray's temple.

A GUY IN A SUIT holds the weapon, it's cocked and loaded.

GUY IN SUIT
Put it down. I'm taking the car.

RAY
My daughter's in there!

GUY IN SUIT
Put it down!

RAY
ALL I WANT IS MY DAUGHTER!

GUY IN SUIT
PUT THE GOD DAMN GUN DOWN OR I PULL THE TRIGGER!

The Crowd swirls and SHOUTS around him. (SEE APPENDIX C.)

Ray drops the gun in the mud, it's pounced on by several more of the Gang, and in the ensuing confusion Ray is able to leap forward, to the car. (In the background, a guy in a BUS DRIVER'S uniform ends up with Ray's gun.)

At the car, Ray reaches around the front seat and unlocks the rear door, grabs hold of the petrified Rachel. Immediately, hands are on him and he is dragged away from the car again, but this time he's got a grip on Rachel.

Ray and Rachel are pulled back, away from the car, and fall to the road as the Guy in the Suit and two other LARGE MEN pile into the car. They start the engine, over the protests of some others in the crowd.

Arms locked tight around Rachel, Ray falls over backwards. He turns and comes eye to eye with his own handgun, now held by the Bus Driver, who has another eye on the car.

Ray rolls over, drags Rachel out of the mud and to her feet, and moves away, toward the incline that leads down to the river below, where most of the crowd is headed.

RAY
ROBBIE?! ROBBIE!

ROBBIE
I'M HERE!

Robbie follows them, they get just ten steps from the road, their stolen car (now stolen again) starts rolling, but the Bus Driver steps calmly up to the driver's window and --

-- POP! POP! POP!

The three men in the car are shot, the doors flung open, they're dragged out and the car is once again swarmed over.

78 EXT ON THE EMBANKMENT DUSK

78

There are SCREAMS from the crowd of people swarming over the side of the road and down the embankment, and now Ray, Robbie, and Rachel are among them, without transportation and without provisions, swept along on the tide of humanity, down the hill.

Ray is carrying Rachel, she's hugging him tightly, hysterical but unhurt.

ROBBIE
Where are we going?!

Up ahead, they hear SOOTHING MUSIC wafting strangely through the trees. The people around them hear it too, they all press forward, drawn.

RAY
We're gonna be okay!

ROBBIE
WHERE ARE WE GOING?!

RAY
It's there! It's working! SEE?!

Robbie looks ahead, and our vision sweeps that way too. Down the embankment, they're approaching the edge of the Hudson River, and there, moored at the dock, its massive ENGINES HUMMING --

79 EXT FERRY LANDING NIGHT

79

-- is the Hudson Highland Ferry. The river's not terribly wide at this point, but it's swift and dangerous. Just a mile or two to the north, we can see the massive spans of the great bridge Ray had hoped to make it to, but without a car the ferry is now their only hope to get across.

Night has fallen, and the rain drizzles to a stop. The MUSIC they heard is louder here, played through the boat's tinny speakers, perhaps to soothe the panicky crowd. A FERRY WORKER is SHOUTING to the crowd through cupped hands.

FERRY WORKER

Please move forward calmly... there is room for everyone, and the boat can make more than one trip... Please, move forward calmly...

For the most part, the message is getting through. The crowd is huge, but the boat is too, and there's no real sense of urgency. The further they get downhill from the road, the more the shooting at the car is left behind them.

As the crowd thickens, they notice people holding up hand-drawn fliers, showing pictures of loved ones, searching for the missing. Light poles are plastered with similar fliers, and since the power's out, they're all made by hand, with real photographs taped to them.

A DINGING sound gets their attention and the crowd stops, looking around. A set of railroad crossing barriers descends right in front of them and, looking down, they realize a set of railroad tracks runs between them and the ferry landing.

The crowd looks around, waiting for the train to come, and it arrives suddenly, all at once, barreling toward them at a hundred miles an hour.

And it's on fire.

A shocked silence falls over the crowd as the burning passenger train flies past them, a runaway, flames spewing from every window, completely out of control. No sign of life is visible within, and, as quickly as it appeared, it flies past them, rocketing around a bend in a puff of smoke.

The gates rise, and the crowd pushes toward the ferry again.

79A EXT ON THE DOCK NIGHT

79A

They reach the edge of the dock and step onto it. It's tighter here, the Crowd has to bottleneck a little bit, but people are still being cool about it. The MUSIC is louder.

RACHEL

The power's still on here?

RAY

Looks like it. Nothing came out of the ground here.

At the edge of the dock, there's a Red Cross blood drive booth set up, it's staffed by HALF A DOZEN VOLUNTEERS, but they're turning crowds away.

VOLUNTEER

(through a megaphone)

Unless you are O positive and RH negative, thank you very much, but we already have more blood than we can use. Again, if you are O positive, RH negative, please identify yourself, if you are not, thank you very much but we already have more blood than people who need transfusions. Once again --

And it goes on, as they move past the booth. Nearby them, a GUY WITH A TRANSISTOR RADIO has replaced the battery and got it working again, unfortunately there's nothing but STATIC all over the dial.

We start in close on the dial as it twists through the stations, finding no information there. Pulling up from it, we follow Ray, Rachel and Robbie as they move through the crowd, down the hillside toward the dock. As they go they overhear murmurs, whisperings, snatches of conversations, the only information anybody can glean about what exactly is going on:

OLDER MAN

We've got it the worst here, that's what I heard. The U.S. mostly, South America and Asia some. There's nothing happening in Europe.

YOUNGER MAN

Really? That's not what I heard.

OLDER MAN

You heard wrong, it's mostly here. Of course they came after us first.

Now a quick fragment from behind them:

FRAGMENT GUY 1

-we're supposed to meet in New London-

They keep moving, passing a WOMAN clutching a tattered yellow flyer:

LADY FROM UPSTATE

We were outside Albany, the planes flew in low and dropped these, there's a food drop, it says, just over the Connecticut border, tomorrow morning, and first aid stations, they're opening them all up and down the Hudson...

A PANICKY GUY passes in front of them, beseeching everyone:

PANICKY GUY

-the top of the hill about five minutes ago, please, did you see him? He's eighty years old, he's about six feet tall, he's got white hair and a bright blue jacket-

They keep moving, passing into another conversation. An INFORMATIVE GUY is talking the ears off a WORRIED FATHER who's with his WIFE and LITTLE KIDS.

INFORMATIVE GUY

No information, that's what's got me crazy, nobody really knows anything, just the stuff they're making up to make themselves feel better!

The Worried Father, who's been nodding, listening, turns away to his Wife, away from the Informative Guy.

WIFE

What'd he say?!

WORRIED FATHER

He doesn't know anything.

Another quick fragment:

FRAGMENT GUY 2

-they'll protect anybody who can make it to the submarine base-

Ray, Rachel and Robbie keep moving, through the crowd, into still more talk:

79A CONTINUED: (2)

ILL-INFORMED GUY

Europe got it worst of all, that's what everybody's saying. Completely wiped out, some of it, full-scale invasion.

CONSPIRACY BUFF

Invasion? There's no invasion, it's *us*, the government.

CONSPIRACY DEBUNKER

You're kidding yourself, there's no government, there's no order, there's nobody in charge-

CONSPIRACY BUFF

They're trying to scare us, pump up our fear so we'll roll over for 'em.

DOOMSDAY GUY

I don't give a shit who it is, I got up close to one of those things in Stanfordville, if they're all over the place we're dead, we're all dead.

UPSET MOTHER

Can you *please* not have this conversation in front of the children!?

Ray notices Rachel, who's vastly concerned by all the conversations going on around them. He draws her attention:

RAY

Rach? Rachel, look... we're getting on the boat... we're gonna make it.

Rachel lifts her head off his shoulder and turns around, sees that they are, indeed, getting on the boat. This seems to help.

Ray kisses her on the forehead and wipes away her tears.

RAY (cont'd)

Nothing bad is gonna happen to you. I promise, Sweetie.

Rachel nods, calming. Next to them, a MOTHER carrying a THREE YEAR OLD is feeding a cereal bar to him. She notices Rachel looking at the bar. She whispers in the Three Year Old's ear, he looks up at Rachel too.

The Mother takes the cereal bar, breaks it in half and holds it out to Rachel.

Rachel smiles and takes it. Ray looks at the Mother, grateful, almost overwhelmed by the tiny gesture. He nods at her, she smiles back.

Ray looks at Robbie, who is next to him. He gives him a wink. Robbie grins tightly, exhales, calming. They've made it. This far, anyway.

Rachel turns back, to rest her head on her father's shoulder, chewing contentedly on the cereal bar. A flock of seagulls flies low over them, and Rachel's eyes follow them as they head up the embankment.

She sees something behind them and her eyes narrow.

She lifts her head. She cocks it sideways -- huh?

Ray turns, and does a double take looking at the crowd, as he sees a familiar face -- it's the Bartender from the bar at the beginning, the woman in her late thirties. She's across the crowd from him, maybe twenty yards, clutching the hand of a NINE YEAR OLD BOY.

Ray waves a hand in surprised greeting, she recognizes him and smiles. Ray starts to say something, but is interrupted by Rachel --

RACHEL

The trees are funny.

She's looking back up the hill.

Ray turns away from the Bartender, to follow Rachel's gaze. Up at the top of the embankment, there is a row of tall trees, the forest runs all the way to the Highlands Road, which is what they drove in on.

The seagulls are darting into the trees, up on the highlands, which do indeed look funny. They seem to be *breathing*, a strange mist emanating from inside them. And they're moving. But moving forward, in a most un-treelike manner. Three of them, anyway.

Ray's face goes white, fifty heads around him turn --

-- AND A TRIPOD STEPS OUT OF THE FOREST.

For a moment, absolutely everything stops, no sound, no movement, no nothing, and the Tripod just stands there, its head-like top staring down at the crowd as it swarms toward the ferry boat, emanating clouds of vapor as it did in the street back in Ray's neighborhood.

Robbie and Rachel, who never saw the Tripod back on Ray's block, stare at it, horror-struck.

The seagulls swarm around the head of the Tripod like moths around a flame.

On the dock, panic hits. Ray turns back to where the Bartender was, but all he sees is the whites of her wide-open eyes as she and her son are swept away by the panicking crowd, which surges forward, pushing to get onto the boat. The Captain hits the engines, they ROAR.

And the Tripod, rather than immediately beginning the fight, turns its head slightly and emits an inhuman cry, a MECHANICAL BELLOW that rips over the landscape and echoes all the way across the river and washes back off the opposite bank:

"ULLA!"

80 ON THE DOCK,

80

the crowd surges forward onto the boat. Ray, holding Rachel, winces in pain as he tries to keep her from being crushed.

Rachel begins to panic, and Ray makes a space around her with his arms, the way Robbie did in the car.

RAY

This is your space, you hear me?! This
is your space, nobody's coming in here,
I will protect you!

Robbie, caught in the crush of people, actually loses touch with the ground, his feet lift right up off the decking and he moves forward as part of a massive organism, no control at all.

He SCREAMS for his father, Ray SCREAMS back, but there's nothing they can do to stay near each other, they're lost in the flood.

81 IN THE RIVER,

81

the massive propellers of the ferry boat CHURN the water as they start to turn, but they're digging too hard in an area that's too shallow, and they throw up an enormous spray of mud and silt that flies everywhere.

The boat lurches forward, throwing up a huge rooster tail of river mud.

The rear ramp of the ferry boat starts to rise up, spilling whoever was on it into the boat, and blocking the way for whoever was still on the dock.

81 CONTINUED:

81

People leap off the edge of the dock, grabbing onto the lip of the rising ramp.

82 ON THE FERRY BOAT,

82

the still-tied aft ropes on the boat pull tight, and with a horrible GROANING they rip the pilings out of the riverbed.

The massive boat moves out fast, a dozen people clinging to the half-raised rear ramp, suspended over the churning propellers.

Robbie leaps forward, onto the roof of the rearmost car, and gets himself up near the top of the ramp. He hauls people onboard, one after another. Some slip and fall into the freezing river below, but Robbie saves easily a half dozen.

Ray, nearby, is clutching Rachel, fighting to keep space around her so she isn't crushed by the crowd. He watches Robbie, impressed.

83 ON THE EMBANKMENT,

83

the Tripod that appeared from the forest remains at its edge, and for a split-second it seems the boat may escape it simply by virtue of being on the water. But then --

84 ON THE FERRY BOAT,

84

-- the boat, now fifty yards out into the river, lurches from a sudden shift in the water beneath them.

Ray turns and looks over the side. The river is churning, something's coming up from the river bottom, and as he looks --

-- THE HEAD OF A TRIPOD BREAKS THE RIVER SURFACE.

Everyone on board SCREAMS and the ferry boat tilts sharply to the side, unbalanced by the sudden depression in the water.

The Tripod rises, higher and higher.

The deck of the ferry is at a thirty degree angle now, cars begin to slide, tumbling toward the railing.

Ray grabs hold of Robbie, who's still working to help people on board the boat.

ROBBIE

HEY!

84 CONTINUED:

84

But Ray doesn't have time to discuss it, cars are SLAMMING into the railing all around them now, he hurls Robbie over the side of the boat, away from the falling cars, then grabs hold of Rachel and jumps overboard himself.

Just in time, too, because just the boat lurches again and half a dozen cars SMASH through the railing where they were standing.

84A-94 OMITTED

84A-94

95 UNDERWATER,

95

Ray, Rachel, and Robbie are underwater, just starting to swim for the top. All around them, cars PLUNGE into the river, landing like depth charges and sinking immediately, their terrified OCCUPANTS pounding on the windows and trying like hell to open the doors.

Ray and the kids kick for the surface --

95A IN THE RIVER,

95A

-- and find themselves just a few feet away from the churning propellers of the sinking ferry boat, which is slowly rolling over onto its top, its lights flickering as it hits the water.

As the ferry boat twists in the water, they kick like hell to get away from the spinning blades.

The boat itself, which is now half sunk and well on its way to going completely underwater, is churning the river like crazy, its lights still burning in the murky depths. They're buffeted beyond their control, sucked --

95B UNDERWATER.

95B

Beneath the surface, Ray, Robbie and Rachel tumble close to the massive propellers. The blades narrowly miss them, they kick for the top --

96 EXT IN THE RIVER NIGHT

96

-- and again, their three heads break the surface.

Ray GASPS, treading water hard. The other two are stunned, but alive, spitting river water.

They turn and look back. The Tripod that's risen up from the middle of the river calls out -- "ULLA!"

A moment later there's another mechanical sound, seemingly coming in response, and TWO MORE TRIPODES stride out of the forest, headed for the river.

96A ON TOP OF THE SINKING BOAT,

96A

a MAN teeters for balance, one of the last left behind. Suddenly black snakelike tentacles wrap around his mid-section. He looks down in horror --

-- and is swept up into the air. Following him, we look up and see that the tentacles have come from underneath the Tripod that's standing in the river.

The Man is swept aloft, and around behind the Tripod, which is where we lose sight of him. We're unsure where he's going or what it wants with him.

96B IN THE RIVER,

96B

the current is strong, it grabs hold of Ray and the kids and sweeps them away from the sinking ferry boat, out into the middle of the river. They GASP and struggle in the current.

Ray looks back, over his shoulder, at the ruins of the dock, where the lead Tripod now unfurls its heat-ray and trains it on the sinking ferry boat and the hundreds of innocent people swarming on and around it.

The Tripod points the disk at the dock and there is a flash, a silent brightness like summer lightning. Waves like rippling heat distort the air between the Tripod and the dock, then --

RAY

GO UNDER!

-- the three of them gulp air and kick down under the surface.

97 UNDERWATER,

97

we see the explosion of flame that means the ferry boat has been incinerated. It's muffled under here, and seen through the prism of dark river water, but still horrifying.

98 ABOVE THE SURFACE,

98

they bob up again, beyond the ferry boat now, pulled hard by the river's current, more than halfway across.

The Tripods move forward into the river, their swarms of tentacles pluck SCREAMING PASSENGERS right off the deck of the burning, sinking boat. Where they go after they're swept up into the air, we still can't see.

Ray and the kids continue to be swept downstream, just away from the chaos, which is good because --

-- the Tripods fire again. The heat-rays sweep in unison across the center of the river, directly into the swarm of SCREAMING innocents.

A gigantic cloud of steam rises up from the touch of the heat-ray on the river. Strange objects start leaping out of the water and into the air, flopping all around Ray and the kids. They're fish.

And if we wonder why they're leaping, we quickly put it together as the river around Ray and the kids ROILS, seven to eight foot waves wash toward them, and a huge cloud of steam washes over them, obscuring all their vision.

ROBBIE
THE WATER!

RACHEL
IT'S BURNING ME!

RAY
SWIM FOR SHORE!

And they do, Ray grabbing Rachel and digging at the water with everything he's got.

Behind them, the vast cloud of steam still blocks much of the destruction behind, but they can hear SCREAMS, hear the HISSING and BOILING of the water, and see the FLASHES of the heat-ray as it's applied again and again.

They're near the shore now, but a huge, bubbling wave of water is washing straight towards them. The shore's just twenty feet away, then ten, but the boiling wave is just behind them too, the water rises up --

-- they hurl themselves onto the river bank --

99 EXT FAR RIVERBANK NIGHT

99

-- and the tide of boiling water erupts in front of them, just inches from their safe perch.

They lie there for a moment, scalded, catching their breath. But with the SOUNDS of the destruction in the river --

RAY
Keep moving!

-- he drags the kids to their feet and they begin to climb the far bank, towards higher ground.

100 EXT ON THE HILLSIDE NIGHT

100

Ray drags the kids upward, upward, two hundred yards, to the brink of the embankment on the far side of the river from the dock.

Finally, they collapse to the ground and look down at the wholesale slaughter they so narrowly escaped.

It's a view of staggering destruction, and the first wide shot of the mayhem that we've seen so far.

Through clouds of steam and billowing smoke, we see it all -- the flaming dock (the boat has sunk by now), the drowning victims, and the hideous Tripods, wading methodically through the river, directing the heat-ray at any survivors as they make their way upstream.

Raising his gaze, Ray looks up to the highlands, where TEN THOUSAND REFUGEES are still flooding down the main road that leads to the ferry dock, funneled directly into the massacre by half a dozen Tripods that stalk behind them, spreading destruction.

On the horizon beyond, fires dot the landscape as far as Ray can see, and to the north, an even worse omen --

-- the sky is alive with yet another lightning storm, which will birth more of these murdering machines. It's the rout of civilization... the massacre of mankind.

Ray pulls his two children close, their burned, soaking bodies huddled next to his, quivering with fear, but still alive.

CUT TO:

101-104 OMITTED

101-104

105 EXT ANOTHER ROAD NIGHT

105

Ray, Rachel, and Robbie trudge along another road, still no people in sight. They're tired, been walking all night. Far up ahead, they can see a remote old Victorian house near a hilltop.

SHRIEK!

The three of them nearly leap out of their shoes at a DEAFENING SOUND. Instinctively, Ray and Rachel duck, just as --

-- FOUR FIGHTER JETS SCREAM OVERHEAD.

For the record, they're A10 Thunderbolt Warthogs, and we've never seen fighters this low to the ground, they can't be more than a hundred feet up.

They sweep over the ground, bank up slightly at the hilltop, and swoop over the rise, disappearing down low on the other side.

Brilliant flashes of light follow moments later, lighting up the gathering night, and hollow BOOMS come a few seconds later.

Robbie, who has stayed on his feet, lets out a WAR WHOOP and takes off running in the direction the fighters went.

RAY

Robbie!

He takes off after him, dragging Rachel by the hand.

And they're not alone -- a group of SIX OR SEVEN COLLEGE-AGE KIDS emerge from the tree line to the east, following the path the jets took, waving their arms in the air.

Ray notices them, looks around more as he runs toward the hilltop. A FAMILY OF FOUR now emerges from the back of a van that was nose-down in the ditch on the side of the road, it had looked empty and abandoned but was really a hiding place.

And there's more -- from the old Victorian house on the eastern horizon, a BURLY MAN of about fifty comes cautiously outside, clutching a rifle, head darting from side to side.

The countryside, which seemed so abandoned a few minutes ago, is suddenly alive with survivors coming out of hiding.

Ahead, Robbie races toward the hilltop, a couple hundred yards ahead, rimmed by tall grass. Ray keeps moving after him, one hand holding onto Rachel's arm firmly.

RAY (cont'd)

Stop where you are! Stay together!

RACHEL

Don't make me go closer! Don't make me look! I don't want to look!

RAY

STAY TOGETHER!

Ahead, Robbie ducks suddenly as a brilliant flash lights up the entire area like broad daylight. A split-second later, a bone rattling EXPLOSION follows.

It's hard to describe just how loud the explosion is, but its result is powerful. Ray and Rachel fall to their knees, hands clamped over their ears.

Rachel SHOUTS something at Ray, but he can't hear her over the still-echoing blast. He SHOUTS something back, same story.

He grabs hold of her again and pulls her up the hill, she's SHOUTING her objections, but Robbie's still moving ahead of them, crawling toward the top of the hill.

RAY (cont'd)

I'm gonna get Robbie and be right back!
Stay here, STAY RIGHT HERE!

Rachel nods frantically and digs herself into the hillside, hands plastered over her ears, eyes screwed shut.

106 EXT HILLTOP NIGHT

106

Ray crawls toward the top of the rise as fast as he can, closing in on Robbie, who is headed for a GROUP OF SOLDIERS who are crouched at the rim of the hill, staring down into the valley below. The noise up here is deafening, two of the Soldiers are watching the battle below through binoculars, two more SHOUT into radios, but we can't hear a word they're saying.

It's a command post up on the ridge, the Soldiers are using laser targeting (for the fighter jets) and reconnaissance gear.

The battle itself is obscured by the tall waving grass, a thick gray smoke that billows in over everything, and blinding flashes that accompany the constant explosions coming from below.

Ray reaches the still-moving Robbie and hurls himself at him, tackling him ten feet short of the top of the hill. He crashes to the ground on top of him as the four fighter jets that flew overhead earlier circle back for a strafing run, coming in low.

As the fighting rages between the Army and the invaders, another battle rages between Ray and Robbie, as Ray SHOUTS in Robbie's ear, pleading with him not to go over the hill. Robbie twists and thrashes in response, trying to escape his father.

We can't hear anything they say, as MORTARS are exploding, there's dense GUNFIRE, SHOUTING and SCREAMING from the battle raging over the hilltop. (For suggested Ray speech, see APPENDIX D.)

The entire hilltop goes white again, all the air in the valley seems to suck inward in one concussive second, and then it's exploded in another deafening KA-BOOM.

TWO PLATOONS of Marines pour over the ridge around them, down to join the battle on the ground. Several CIVILIAN ONLOOKERS race forward too, over the hillside, but any available Soldiers try to deter them, to guide the civilians out of harm's way and to safety.

Robbie rolls over and twists his foot free, but Ray lunges and gets his arms wrapped around his son's midsection. The kid is fighting him, trying like hell to wrench free.

As they struggle, Ray cranes his head to get a look down the hill, back the way he came, to make sure Rachel is still there.

She's fifty feet below them, hands clamped over her ears, SCREAMING, terrified, and there are TWO SWARMS OF SOLDIERS now pounding their way up the hill, boots SLAMMING into the ground all around her.

A WELL-MEANING FAMILY has a hold of her, they're pulling on her, but she's resisting. Bodies cross in front of him, he loses sight of her.

107 FURTHER DOWN THE HILL,

107

the Family, which must think Rachel is abandoned, is trying like hell to get her to come with them.

RACHEL
HE'S COMING BACK FOR ME! HE'S COMING
BACK FOR ME!

108 ON THE HILLTOP,

108

Ray sees what's happening, he SHOUTS for her.

RAY
RACHEL! RACHEL!

ROBBIE
LET GO OF ME!

He swings a leg around and KICKS at his father, trying to get free.

Below, Ray gets another glimpse of Rachel, she's calling out for him, but she doesn't know where he is and the Well-Meaning Family has a hold of her and they're dragging her off in the opposite direction.

Ray looks back, to Robbie, who's now wriggling out of his grasp, he's passing right through Ray's arms. Ray looks back down at Rachel, SCREAMING for him as she's swept away, now passing completely out of his line of sight.

Robbie's passing through his grasp, now just his feet are within reach, and Ray's got a hold of them, but knows what he has to do.

He lets go.

Ray and Robbie take off in opposite directions, Robbie throwing one last look back over his shoulder at his father as he dashes over the hillside the other way, headed down into the valley to join the attacking soldiers.

Ray races toward Rachel, fighting against the tide of Onlookers and Soldiers headed toward the hilltop.

109 FURTHER DOWN THE HILL,

109

Ray plows through a break in the people and he sees Rachel, being dragged away by the Well-Meaning Family. Ray's on her a second later, scooping her up into his arms.

RACHEL

DADDY!

WELL-MEANING FATHER

I'm sorry, we thought-

Ray's got no time for niceties, he ignores the family and whirls, looks back up at the hilltop.

RAY

ROBBIE!

Night abruptly FLASHES into day again, and we know what this means, there's another one of those BLASTS coming. Ray and Rachel both instinctively clap their hands over their ears and here it comes again --

-- KA-BOOM!

Ray and Rachel pull their palms away from their ears, their hands slick with their own blood this time.

Ray SCREAMS for Robbie a few times more, open-mouthed, desperate, but we can't hear it.

Then, suddenly, the ROARING battle sounds fade, and there's only a strange silence coming from the valley.

Ray puts Rachel down, takes her by the hand again, and they look at each other, excited. Is it possible?

But just as hope rises --

-- a BURNING MAN races back over the hill and crashes into him.

Ray tackles the Burning Man and rolls him on the ground, gets the flames out. He looks back up toward the hilltop --

-- as HALF A DOZEN BURNING ONLOOKERS pour back over the hilltop!

Ray moves as fast and as hard as he can, knocking them to the ground, rolling them in the dirt. Now sound comes back, and with a vengeance. HORRIBLE SCREAMS, explosions of flame.

Ray looks up, toward the top of the hill.

RAY (cont'd)

ROBBIE! ROBBIE?!

Now military vehicles come pouring over the hilltop, headed back this way, fast, and then soldiers on foot, running for their lives in a massive, chaotic retreat.

And then, in pursuit -- THE TOPS OF THREE TRIPODS appear over the crest of the hill.

Ray and Rachel freeze in momentary panic, just as the FOUR FIGHTER JETS reappear, SCREAMING over the horizon to save the day.

Ray and Rachel duck down, hands over their heads, and through the blowing weeds, Ray sees four small projectiles HISS from beneath the planes' wings.

The missiles head straight for the Tripods, but when they're a good fifty yards away, the missiles explode harmlessly in mid-air, as if detonated by an invisible, protective shield around the invading machines.

Ray and Rachel, fleeing, fall into an observation point, next to TWO FORWARD AIR CONTROLLERS who are frantically trying to redirect aircraft. A THIRD SOLDIER, an officer, leaps into the pit, running back from the other side of the hill, burned and streaked with dirt and blood. He grabs hold of the other Soldiers, tries to drag them out of the pit.

SOLDIER 3

Fall back! Move the hell back! Fall back five hundred meters on my ten o'clock!

SOLDIER 1

Sir, we've dumped HE and sabot on these things, what have we got left? Tows?! Should we try the tows?!

SOLDIER 3

Doesn't matter what you fire, you can't
get through, nothing punches through!

SOLDIER 2

What is it, some kind of shield?!

SOLDIER 3

(nods)

We can't penetrate it, everything
detonates before it even gets close!

Ray's heard enough. He grabs hold of Rachel and they crawl out of
the pit and run in the opposite direction, down the hill.

They near the bottom of the hill, still nowhere to go but
forward, ahead, away, but that won't do, they won't survive, and
just before panic hits --

VOICE (O.S.)

OVER HERE! OVER HERE!

-- he hears a VOICE and whirls. The Burly Man, the one they saw
coming out of the old Victorian house with a rifle before, is
fifty yards to the left, gesturing wildly to them.

Ray and Rachel change course and head toward him, running as fast
as their legs will carry them.

The Burly Man turns and takes off, waving them to follow, and
they do, toward the house, just beyond a stand of trees.

110-115 OMITTED

110-115

116 EXT OLD HOUSE NIGHT

116

The ROAR of the battle is still deafening as Ray and Rachel tear
across the front lawn of the old house, following the Burly Man.
He doesn't go in the front door, but instead to the side of the
house, where he throws open a storm cellar door.

117 INT OLD HOUSE - CELLAR NIGHT

117

Ray and Rachel stumble down the half flight of stairs and fall
into the cellar, GASPING for air.

The Burly Man drops his gun and goes to work on the storm cellar
doors, SLAMMING them shut and sliding a number of heavy bars and
locks into place to seal them.

He hurries down the stairs, out of breath himself, and squats in
front of them. The place is lit by a single hurricane lamp on top
of a red cooler.

BURLY MAN

You all right?

Rachel nods, unable to speak. Ray doesn't answer. The Burly Man puts an arm on his shoulder.

BURLY MAN (cont'd)

What about you?

Ray just looks at him, unable to speak, his eyes big and empty.

CUT TO:

118 INT OLD HOUSE - CELLAR NIGHT

118

Later that night, maybe the middle of the night. The cellar is lit only by the tiny flame enduring in the hurricane lamp.

On one side, there's a small cot, and Rachel is lying on it, under a couple blankets. Ray's crouching beside it, stroking her hair gently, WHISPERING to her. Her eyes are heavy, they want to be closed, but she's trying like hell to keep them open. They're in the middle of a conversation.

RACHEL

What do you mean? He got a ride? From who?

RAY

Shhh, close your eyes.

RACHEL

With the army man?

RAY

He's... he's gonna meet us, honey. In Boston. At Mom's. Close your eyes. Let 'em close. I'm right here...

She forces her eyes open again, WHISPERS to him.

RACHEL

Where do you think Mom is right this minute?

RAY

Waiting for us. I think she and Tim are in Boston at Grandma's house, and they're all waiting for us.

RACHEL

Are you sure?

RAY

I think they can't sleep, because they're so worried about us, so they're sitting in the kitchen, and they're drinking that awful tea Grandma makes, and they're counting every minute until they see us again.

He reaches down to give her hand a squeeze, notices she's clutching something there. It's a yellow third-place ribbon, the one she tried to get him to notice earlier. She'd stuffed it in her pocket.

Ray opens her fingers, pulls the ribbon out.

RAY (cont'd)

This yours? Did you win this?

RACHEL

(nods sleepily)

I won third place.

RAY

It's beautiful. What'd you win it for?

RACHEL

(yawning)

Walk, trot and canter. They call it hunter-jumper.

RAY

Well, I'm very impressed. I'm... I'm proud of you.

That's what you say to a kid in these circumstances, right?
Rachel smiles, starts to reply --

RACHEL

Sing me Lullaby & Goodnight.

RAY

I don't know that one.

RACHEL

Sing me Hushabye Mountain.

RAY

I don't know that one either.

She turns her head away, disappointed. Ray thinks for a moment, then starts to sing softly, huskily. It's "Little Deuce Coupe," the Beach Boys song.

After a few lines, Rachel is asleep. Ray furrows his brow slightly, that was odd, how quickly she fell asleep, but he puts one hand on her stomach -- she's still breathing.

He pulls the blanket up around her chin and crosses the basement. The Burlly Man is sitting on a small folding camp chair next to the cooler, the rifle over his knees. He gestures to another chair, which he has unfolded for Ray.

Ray sits heavily, close to collapse, and drops his head in his hands. The Burlly Man reaches out and nudges him with the back of one hand and Ray looks up -- he's offering a glass half-filled with a clear liquid.

BURLY MAN

Feach schnapps. Disgusting, I know.
Found a whole case of this shit.

RAY

Thank you.

Ray takes a sip. The Burlly Man nods, knocks his back. He breathes heavily, labored most of the time, maybe he's asthmatic.

BURLY MAN

I'm sorry about your son.

Ray nods. They drink in silence for a moment. Then:

RAY

Did you... lose anyone?

BURLY MAN

All of 'em.

He looks away. That seems to be all he's going to say about that. Ray respects it. The Burlly Man holds out a hand.

BURLY MAN (cont'd)

Harlan Ogilvy.

RAY

Ray Ferris.

They shake. Ogilvy offers a metal plate with some sliced ham and bread on it. Ray takes some and eats.

RAY (cont'd)

This your house?

OGILVY

Found it empty.

He looks at Ray, but when Ray meets his eye, he fidgets. Maybe he didn't find it empty.

OGILVY (cont'd)

What?

RAY

Didn't say a word.

Ray's eyes drop down, and for the first time he notices the large hunting knife Ogilvy wears strapped to his ankle.

OGILVY

Got water, food enough for weeks.
You're welcome to stay. Both of you.

RAY

Thank you. I gotta sleep...

He stands up.

OGILVY

Those machines, those Tripods they
got...

Ray turns back. Ogilvy shakes his head in dire admiration.

OGILVY (cont'd)

Buried 'em right under our feet. Since
before the first people were here.
They've been planning this for a million
years. We're beat to shit.

RAY

Please keep your voice down.

OGILVY

Think about it, they defeated the
greatest power in the world in a couple
days. Walked right over us. And these
are only the first, they'll keep coming.
This isn't a war, any more than there's
a war between men and maggots.

RAY

Then what is it?

OGILVY

It's an extermination.

He pours himself some more schnapps. Ray nods. Again, he tries to walk away. Again, Ogilvy won't let him.

OGILVY (cont'd)

You afraid?

RAY

Of course I'm afraid.

OGILVY

I've been around death plenty. Drive an ambulance in the city. Drove an ambulance. That's all over now.

RAY

New York?

OGILVY

You know the people that make it? The ones that don't flatline before the hospital? It's the ones that keep their eyes open, that keep looking at you, keep *thinking*, they're the ones who survive. We can't lose our heads, Ray. Running, that's what'll kill you. And I'm dead set on living.

(laughs bitterly)

"Dead set on living."

He finishes his schnapps again and pours himself some more. Ray watches him. This is starting to be a concern.

Somewhere far off in the distance, there is a hollow BOOM.

RAY

Thank you for taking us in.

Ray goes to the other side of the basement, where Rachel is asleep. He lies down on the floor next to her cot, makes a pillow of his jacket.

More hollow BOOMS, except they're slightly closer.

Ogilvy, still sitting with his back to him and faintly silhouetted by the hurricane lamp, calls out in a normal, too-loud voice.

OGILVY

Not gonna be exterminated!

Ray closes his eyes, but a few chunks of earth and plaster fall from the ceiling and land on the floor around him.

He opens his eyes. More debris wafts down onto his face. Ray sits up and looks over at Ogilvy, who turns around to face him, a mad grin on his face.

OGILVY (cont'd)

We're gonna fight 'em, Ray. They gotta have a weakness. Somehow they killed a few of those things in Osaka, that's what I heard. You telling me the Japs can figure it out but we can't?

He comes over and elbows Ray in the ribs, a hard, macho gesture. Ray GROANS in pain, his ribs are probably fractured.

From just outside, a loud, rhythmic POUNDING begins, like the sound of a factory coming back to life after lunch hour. The house above them SHUDDERS. Ray gets to his feet, a horrible thought growing in his mind.

OGILVY (cont'd)

It's okay.

He leans forward, opens the door on the hurricane lamp, and PUFFS out the flame, plunging the basement into near-darkness.

OGILVY (cont'd)

Have a look.

He stands, still clutching the rifle, and scurries across the room, gesturing to Ray to follow. He climbs up on an overturned crate, onto a small ledge built into the wall.

When he climbs on it, his face is right at window level. A board has been cut to fit the window space and slid into place, now Ogilvy slides it back slightly so he can see outside.

Putting a finger to his lips, a signal to Ray to keep quiet, he hops off the wall and gestures to Ray to climb up.

Ray does, with dread. Ogilvy gestures -- look through the slit.

119 THROUGH THE SLIT,

119

Ray can see the open area to the side of the house. But it isn't open field any more.

TWO TRIPODS have made their encampment in the field, and as Ray watches a THIRD TRIPOD strides out from the trees, calling to the others in its familiar mechanical tone.

"ULLA!"

120 IN THE CELLAR,

120

Ray's face snaps away from the window in horror. Ogilvy, who seemed to know about this, seems unconcerned.

OGILVY

Don't worry, they can't hear us when those things are on.

He scurries across the basement, climbs a ladder on the other side, and pushes aside another piece of plywood that he's used to obscure the window over there.

Again, he gestures to Ray, who races silently across the room and up the ladder.

121 THROUGH THE SECOND SLIT,

121

Ray sees ANOTHER TRIPOD on this side of the house, and as he watches its GIANT MECHANICAL LEGS stride right past the window and stop.

With an otherworldly GROAN, the legs contract into themselves, lowering the "head" of the Tripod down to ground level.

There's a FLASH of brilliant light from within the head of the Tripod that momentarily illuminates the fields around the house, and in that flash we see equipment, dug-out pits, a bivouac -- clear evidence that this is, and has been, an alien encampment.

In their hurry to get inside, Ray and Rachel didn't notice it all before, but they are now living in a house taken over.

122 BACK IN THE BASEMENT,

122

Ray leaps off the ladder and lands in front of Ogilvy, who's pleased at showing off the true nature of their location. Ray grabs him by the shirt, drags his face right up to his.

RAY

You knew?! Are you insane?! How could you bring us here?!

OGILVY

So we could fight 'em together, Ray! Now we're the ones coming up from underground. And when the time's right, we'll take them by surprise, the way they took us.

Ray looks at him, realizing too late this guy's lost it.

OGILVY (cont'd)

Right under their feet, Ray. Right here under their feet.

122 CONTINUED:

122

RAY

You killed us. You just killed us.

CUT TO:

123 EXT OLD HOUSE DAY

123

The next morning.

SFFFT! A piece of plywood slides away and an eyeball appears right in front of us. We're outside the old house, down at ground level.

There's something strange about the landscape out here, everywhere there is dirt or grass or moisture, there is a creeping red fuzz, a red weed. We've seen these clawing tendrils before, on the surface of the barren planet in the opening.

The red weed seethes, swarming over a dripping outdoor faucet at the base of the house.

Ray's eye is peering out through the basement slit, looking furtively from side to side. The sounds of HEAVY MACHINERY can be heard behind us, the rhythmic, pounding drone of a factory. The shadows of tall, moving shapes playing across the house.

124 INT OLD HOUSE - CELLAR DAY

124

Ray slides the piece of wood back into place and hops off the narrow ledge. He's upset, didn't like what he saw, clearly they're still hammed in by the Tripods. The POUNDING MACHINERY is deep and penetrating here in the basement, and it will hammer away constantly the entire time they're here.

Up near the window, he sees the tendrils of a batch of red weed growing around the edge of the window, making their way into the basement.

He reaches up and RIPS them off. They're tough, sinewy, it takes a few pulls.

He looks across the room, sees Rachel still asleep on the cot.

Ogilvy is back on the camp chair, his rifle across his legs, rocking back and forth slightly, watching Ray's every move.

CUT TO:

124A INT CELLAR - A SHORT TIME LATER DAY

124A

Later. Ray is beside Rachel's cot. She's awake now, and looking up at him apprehensively.

With a dull SCRAPE, he strikes a match from a book of matches. He holds a straight pin in the other hand and passes it back and forth through the flame, sterilizing it. Rachel stares at him with wide, teary eyes, fixed on the pin. She's got her left hand balled up in a fist and is clutching it to herself.

RAY

(whispering)

It's infected. It's got to come out or it'll just get worse.

Reluctantly, Rachel opens her hand and we get a look at her palm -- the sliver she got a few days ago is indeed infected, the skin is puffy, red and angry all around it. Ray moves the pin closer.

RACHEL

Do you have to do that?

Ray puts down the pin, reaches down carefully, and pinches the end of the protruding splinter.

RAY

Not anymore. Look, the infection pushed it out a little.

He pulls it the rest of the way out and Rachel snatches her hand back happily.

RACHEL

Told you. It wasn't supposed to be there, so my body got rid of it.

RAY

Yeah. It did, didn't it.

RACHEL

(pause, then)

How long are we going to stay here?

RAY

Not long. We need to wait for the right moment, and then we're going to leave and find another place to stay.

RACHEL

Are we still going to Mom's?

RAY

Of course we are. But in the meantime, just try not to make a sound and I'll bring you something to eat and drink, okay?

Rachel nods, fearful. Ray nods back, good for you, and turns to get some food. But Ogilvy is right behind him.

OGILVY

Leave? What's the matter with you, we're gonna fight. I already started a tunnel, you wanna see it?

RAY

No, I don't want to see your tunnel.

He goes across the room to the other slit and slides it open. Nothing encouraging there either. More red weed drips down the wall here, Ray rips that off too.

OGILVY

What we've got to do is get to the cities. We'll have our own tunnels there, ready-made. The *subways*, see what I'm saying?

RAY

Keep your voice down.

OGILVY

We can hide a whole army down there. We'll go underground, stage attacks at night. We're the Resistance, Ray. They can't occupy this country, occupations always fail, history taught us that a thousand times. This is our land, we eat it, we breathe it, only we can live on it. They can't survive here, they weren't built for it, they-

Ray swerves over in front of him and bends down, holding a finger up in front of Ogilvy's face. He speaks in a whisper (as he will the whole time they're in the cellar).

RAY

Keep. Your voice. Down.

Ogilvy stares right back at him, with meaning. Ray looks down. The barrel of Ogilvy's gun is pointed at him. He pushes it away with one finger and leans in to Ogilvy's ear.

RAY (cont'd)

You know the first time you fire that, we're all dead.

OGILVY

You don't know how well I shoot.

RAY

I don't care how well you shoot, they'll hear it.

OGILVY

I told you, they can't hear us when those things are pounding.

RAY

Just remember what I said.

Ogilvy stares at him.

And takes another swig of schnapps.

CUT TO:

125-125B OMITTED

125-125B

126 INT CELLAR NIGHT

126

Nighttime. Still in the cellar. The red weed Ray tore down has grown back in from around the corners of the windows. The rhythmic POUNDING goes on.

Water has pooled in the basement from a dripping spigot on the far side. Rachel is huddled in a dry corner, her hands clamped over her ears, going quietly insane from the constant noise.

Ogilvy comes over to her, slides down onto the floor next to her. He's half drunk.

OGILVY

You miss your mommy?

Rachel just looks back at him, scared, doesn't answer. Ray, who is across the cellar getting some food onto a plate for Rachel, notices Ogilvy talking to her.

OGILVY (cont'd)

I had a girl nearly your age. If anything happens to your daddy, I'll take care of you.

Ray grabs Ogilvy by the collar and turns him away from Rachel, but does so subtly, so his daughter doesn't notice the force behind the gesture.

RAY

(low voice)

You've got nothing to say to her. Understand?

(MORE)

RAY (cont'd)

You want to talk to somebody, you got a question, you ask me.

Ogilvy looks at him, measures whether a fight with Ray is a good or bad thing.

OGILVY

Yeah, I got a question. What exactly is your plan, Ray? I mean, I know what I'm gonna do, what about you? You gonna just sit here, wait for them to come get you? Is that it? Is that what you've got up your sleeve?

He gets up and grabs his wheelbarrow, goes noisily across the basement to go back to work.

RAY

Keep the noise down.

OGILVY

(almost shouting)
Maybe you want to be caught... couple days hiding in a basement, too much for you, I bet.

RAY

Shut up!

Suddenly, the pounding stops. It's quiet out there now, VERY quiet. As if they heard something.

RAY (cont'd)

Listen! It stopped.

But Ogilvy pays it no mind, he keeps talking in a normal voice.

OGILVY

Probably turn yourself right in, that's what you'll do. Wonder what you ever did before they came along and changed your life.

Ray goes over in front of him, gets right in his face.

RAY

Listen! Shut up!

OGILVY

Maybe you'll be okay. Maybe you'll get lucky, they'll take you as a pet.

RACHEL

Dad!

RAY turns, sees what Rachel is pointing at. At one of the slits, there is movement, the plywood is being rattled.

OGILVY

You know, feed you, throw a ball for you to catch, get all sentimental over the fat boy they love so much until he day he bites somebody and they have to put him down.

Abruptly, the plywood flies off the slit. Punched by something from the other side, it breaks the glass as well, chunks of it SMASH and CLATTER on the cellar floor.

They all freeze, dead silent, even Ogilvy, as something moves through the window.

It's dark in here, lit only by the irregular light coming in from outside, so it's hard to see much, but what it looks like is something about the size of a football, but sharp-edged, triangular, a glowing searchlight at its tip. It's a probe, the kind they saw going into the suburban house earlier. The only sound in the basement is the steady drip-drip of the leaky spigot in the far wall.

It slithers into the basement, looking around, almost like a human head, turning from side to side, sliding alongside objects like a cat, gathering data.

RAY looks at Ogilvy, to make sure he's still silent. He is, but he's also looking up at the wall nearby them with intent. He follows his gaze.

Ogilvy's looking at an axe that's hanging on the wall.

Ogilvy glances at Ray, looks back up at the axe, then back at Ray. He mouths words, silently.

OGILVY (cont'd)
(I CAN GET IT!)

RAY understands, all right, but shakes his head no, vehemently.

The probe moves down to ground level and cooos across the floor, searching, searching. It draws closer and mouths words to her --

RAY
(DO NOT MOVE.)

Just before it reaches them, the probe finds a door slightly ajar (it leads to a root cellar) and it passes through there.

As soon as it's out of sight, Ogilvy straightens up to grab the axe off the wall. Ray stands and grabs hold of his arm to stop him, but Ogilvy swings an elbow into Ray's broken ribs, hard.

Ray crumples to the floor in pain, is dying to scream, but manages to stifle it.

Ogilvy snatches the axe and crouches down again, raising it, waiting for the probe to come back into the room.

From the floor, Ray looks around frantically and spots a large old mirror leaning up against the wall nearby. In great pain, he raises himself up on one elbow and crawls forward to it.

He grabs hold of the mirror's gilt edges and drags it slowly, silently over in front of himself and Rachel. Ogilvy, nearby, still has the axe raised in readiness.

Ray HISSES for his attention, imploring the man to come behind the mirror. Ogilvy shakes his head no, but Ray mouths silently.

RAY (CONT'D)

(NOT NOW. LATER. PLEASE. NOT NOW.)

Ogilvy debates, still leaving himself out in the open.

RAY (cont'd)

(WE WILL GET THEM LATER. I PROMISE.)

The probe, perhaps hearing them, pulls out of the root cellar and back into the main room, just as Ogilvy reluctantly decides to scamper behind the mirror.

The probe senses the movement and darts quickly across the room, bumping gently into the surface of the mirror.

Behind the mirror, Ray, Rachel, and Ogilvy all remain frozen.

The probe's head recoils from the mirror, seems to tilt its head in curiosity. The mirror fogs right in front of it, maybe the probe expels CO₂, like a breathing organism.

It studies the mirror for one more moment, then with a piercing HISS, it's recalled, slithering back across the cellar at top speed and whipping up and out through the now-broken window.

After a moment, the RHYTHMIC POUNDING of the machinery resumes.

Ray drags himself up into a sitting position, leaning against the wall, cursing his ribs, Rachel at his side. Ogilvy sits cross-legged, staring at him, still holding the axe.

OGILVY

I got my doubts about you, Mister.

Ray stares him down. He's about to get up and take Rachel back to the other side of the basement, but he freezes, staring down at the water that's pooled on the basement floor. There are ripples in it, little wavelets flowing toward him.

Reflexively, he hunches hunch down in the hiding place again, listening. The ripples get bigger, something is moving on the far side of the basement. Rachel looks up at Ray, her eyes pleading -- "what is it?" Ray shakes his head, "don't move."

They listen. Across the room, they can hear a LABORED BREATHING, thick, short, wet breaths. Non-human breaths.

Ray moves, slowly, raising his head to peer between some laundry that hangs from a clothesline overhead.

THROUGH THE LAUNDRY,

he gets his first (and only) good look at the rounded bulk of one of the CREATURES.

It's about five feet long, dense, sluglike in appearance. It has three stubby limbs, all underneath it, and a long set of tendrils around its "mouth," similar to the ones that dangle beneath the belly of the Tripod it's operating. Its skin is somewhat translucent, its internal organs visible through it.

Its "mouth" is shoved over the dripping water spigot on the far wall, SLURPING at the precious liquid. Its breathing is very heavy and slow, it seems ill or incapacitated in some way. As Ray watches TWO MORE of the things slither through the window opening, their body mass streamlining to get through the narrow space, then re-expanding as they land on the basement floor.

As the first creature sucks at the water pipe, the second goes to it, perhaps to check on it. The third creature rummages through the stuff on the basement floor, using its tendrils to dip into a cardboard box filled with photographs.

It scatters most of them across the basement floor, but finds one that might be of interest. It passes it over to the second creature, which takes it from it and examines it.

BEHIND THE HANGING LAUNDRY,

Ray holds his breath. Ogilvy, who is full of tough talk when not faced with danger, is frozen in abject horror. Rachel, thankfully, has her view obscured and can't see what's going on.

IN THE MIRROR,

the creatures just start to move across the basement, toward the three humans crouched in the far corner, when -- *ULLA!* -- a mechanical cry from the Tripod outside sounds. The three bulky creatures move quickly and with sudden power, even nimble, their stubby legs propelling them rapidly across the floor, up the wall, and out the window, to rejoin their ship.

IN HIS HIDING PLACE,

Ray exhales deeply and turns around to face Rachel. He looks down at his hands, which have been balled up into fists. He forces himself to unclench. There are four red gashes in each palm, where his nails dug into his skin in fear.

CUT TO:

127 INT OLD HOUSE - CELLAR DAY 127

The next day. Or maybe the one after that. They're blending together now. One thing we know for sure -- there's a hell of a lot more red weed in here than their used to be. It fringes the windows, of course, but it's dripping down the walls too.

Ray, who's staring up at one of the windows, does a double take. Through a gap in the frame, there's a thin red mist coming into the basement, like gas seeping through the cracks.

Ogilvy's across the room, staring out one of the slits.

Ray stands and goes to window where the red mist is filtering in. He holds out a hand. The red mist covers his hand and he pulls it back, looks at it. Rubs his fingers together.

The red substance smears, and it looks and feels unpleasantly familiar. Deep down, Ray probably knows what it is but doesn't want to admit it.

He looks up at the wall, where the red mist has settled over a patch of red weed, which is twitching and growing excitedly underneath it.

Suddenly, from the other side of the room, Ogilvy emits a stunned CRY (which he fails to mute) and falls backwards.

Ray leaps forward and catches him before he tumbles off the narrow ledge, preventing the racket that would have come from him hitting the floor.

RAY

What is it?! What?

OGILVY

The... that thing! It... it...

Ray scrambles up to the ledge and peers out through the slit.

he sees the legs of one of the Tripods as it returns. This Tripod has a different feature than we've seen before, a device that extends from its shell, a large metallic basket of some sort, affixed to its back.

Ray squints, trying to figure out this new development, but Ogilvy's hands are on him, pulling at him, to get at the slit.

OGILVY

Let me see!

Ray swats him away like a fly, looks back through the slit.

Suddenly, from the underbelly of the Tripod's "head," half a dozen whiplike tendrils shoot out and extend to about a hundred feet in length each.

They snake around, up to the basket on the back of the machine, and slither inside it. *HUMAN SCREAMS* come from inside.

RAY

Oh God...

The tendrils emerge from the basket, wrapped around the body of a *MAN IN HIS FORTIES*. The Man is injured but still conscious, *SHERICKING*.

The tendrils snap, hurling the Man to the ground just behind a large pile of dirt, then they stiffen, pinning him there, just out of our sight.

The Tripod shifts so that it's standing directly over him, then a thin pipette emerges from its base and shoots straight down, into the earth where the man was screaming.

And he stops screaming.

The translucent pipette turns red as blood flows up through it.

Ray *GASPS*, staring in horror. Suddenly, from the back of the Tripod, a thick red mist sprays out, covering the field of red weed below.

Ray whips away from the slit, horrified, and looks again at the red mist coming through the window on the far side, and at the red smear on his hand.

It's blood, human blood, and they're using it to fertilize the red weed.

Hands shaking, Ray finds the piece of plywood and slides it back into place, obscuring the window.

He looks across the room and sees Rachel, who's staring at him, desperate for information (right, like he's gonna tell her this). Ogilvy is nowhere to be found.

But suddenly there's a sharp SCRAPING sound from across the basement. Loud, way too loud.

Ray leaps off the ledge and hurries across the basement to the small root cellar that's off to one side. He opens the door.

130 INT ROOT CELLAR DAY

130

Ogilvy is inside, standing waist deep in a hole, shovel in hand, his asthmatic breathing louder than ever. He's digging like a crazy man. This must be the "tunnel" he was so proud of.

RAY

Stop it!

OGILVY

(WAY too loud)
Christ, did you see it drinking?!

Ray grabs him by the arm roughly.

RAY

Be quiet!

OGILVY

They drink us!

He jams the shovel into the ground, it CLANGS off a rock.

RAY

They'll hear you!

He reaches out to grab hold of the shovel, to pull it away from Ogilvy, but the man swings it instead, catching Ray hard in the side of the neck.

Ray GROANS and falls back. He rolls over, WHISPERING desperately.

RAY (cont'd)

Please, you've got to be quiet!

OGILVY

(loud)
Get to the city! Tunnel into the
subway!

RAY

I won't let my daughter die because of
you! Do you hear what I'm saying? Do
you understand?!

Ray gets up, to go to him again, but Ogilvy whirls, brandishing
the shovel.

OGILVY

Not MY blood!

Ray looks at him. Ogilvy has gone completely unhinged.

131 INT OLD HOUSE - CELLAR DAY

131

Ray comes out of the root cellar and into the basement, looking
around for something, searching, searching.

Rachel watches him, puzzled.

Outside, the SCREAMS and the CLANKING of machinery are louder
now, it's possible they haven't heard the sound of the digging in
the root cellar.

From the other room, Ogilvy can be heard ranting, LOUD.

RACHEL

(a whisper)
Dad?

Ray finds what he was looking for, or something close enough
anyway. It's an old tee shirt.

He goes to Rachel and drops to his knees in front of her.

RACHEL (cont'd)

What are you doing?

RAY

No matter what you hear, do not take
this off. Okay?

Rachel of course has no clue what he's talking about, but she
nods anyway.

Ray reaches out and wraps the tee shirt around her head, tying it
firmly in the back.

It's a blindfold.

Ray checks to make sure it's tight, then turns and hurries out of frame.

We stay on Rachel's face, half-covered by the dirty tee shirt, and see none of what follows, we only hear the sounds and see the reactions on Rachel's obscured face.

First we hear the digging, louder than ever, and Ogilvy's RANTING, coming from the other room, and his RASPY BREATHING, louder than ever. Then footsteps, silent, swift ones as they head toward him.

A door closes. Maybe the door to the root cellar? The digging stops. There are urgent, muffled sounds. More SHOUTING, Ogilvy again, much too loud.

Then a silence, a long one, punctuated occasionally by slight sounds of thrashing, and that breathing, still that RASPY BREATHING, but it's all off screen and through a closed door, and it's hard to tell.

A long moment goes by. Only silence.

And the BREATHING. Raspy, labored breathing. But only one person now.

A door CREAKS open. Then closes, very softly.

Footsteps again. Heavy BREATHING. Someone sliding to the floor.

Slowly, Rachel reaches up and pulls the blindfold from her eyes, terrified at what she'll see.

She blinks at the light. On the far side of the basement, she sees her father, slumped against the wall, a vacant expression on his face, breathing hard from the struggle. It was *his* breathing she heard.

He won't look at her.

Rachel turns toward the root cellar, sees the door hanging open a few inches. And no sounds coming from inside it.

She crawls across the floor of the basement silently, and curls up against her father. He puts one arm around her and pulls her tight, but can't look at her.

Softly, Rachel starts to speak, through tears:

RACHEL

I want to show you my school. I want to show you where I sit, and my homework, and I want you to eat dinner at my house. I want you to pick me up from riding practice, I want you to meet my friend Paige, I want... I want you...

He reaches down, very gently, and wipes the tears from her cheeks.

RAY

(whispers)
You've got me.

We move in on his eyes, haunted, dark-circled, move all the way in until they fill the frame, and then we dissolve to --

DISSOLVE TO:

132 INT OLD HOUSE - CELLAR DAY 132

-- the same eyes, but now we're pulling back, and we can tell time has passed, it shows in the gauntness in their faces and the beard growth on Ray's face. He and Rachel are in basically the same position, still slumped against the wall.

Rod weed is engulfing the basement, double the density it was before. The area around Ray and Rachel looks like they've hacked out a space in the jungle.

133 OMITTED 133

134 INT OLD HOUSE - CELLAR NIGHT 134

The same position, later still. It's nighttime. Both of them are asleep, slumped against the wall. Close on Rachel's eyes as they open. She blinks. Stares. Her eyes pop wide, but she doesn't move, doesn't breathe, doesn't dare, because not twelve inches away from her face --

-- IS AN ALIEN PROBE.

It's the same kind that slithered into the basement earlier, the one they eluded, but this one seems to have come in while they were sleeping, and there's no avoiding it this time.

Rachel lets out a tiny GASP of terror, which awakens Ray. He jorks awake and sees the thing too, sucks his breath in hard, and that moment of recognition convinces Rachel she's not dreaming.

She SCREAMS.

All the quiet that's been building in the cellar explodes in a long, deafening SHRIEK as Rachel empties her lungs in terror.

The probe jerks back a foot or so, Ray tries to cover Rachel's mouth, but this is it, she's snapping, she can't take it anymore. Ray lunges for the axe that's nearby and attacks the probe, swinging wildly, making some contact.

Rachel, beyond reason, scrambles to her feet and takes off, up the stairs that lead into the house.

RAY

Rachel!

But she's already gone, out of the basement, and Ray is delayed by his battle with the probe. He lands a decisive blow and lops the head off the thing, its remnant withdraws quickly, back and out through the window it came in. Ray takes off after Rachel.

134A INT OLD HOUSE - HALLWAY NIGHT 134A

A door SMASHES open from the basement and Ray bursts out into the darkened hallway of the old house they've been hiding under.

RAY

RACHEL?!

But she's already gone, and the front door is hanging open. He races after her, out the front door and into --

135-136 OMITTED 135-136

137 EXT OLD HOUSE NIGHT 137

-- the weird and lurid landscape of another world.

Ray comes tearing down the front steps of the house and into the yard beyond. Everywhere, in every direction, the red wood has spread and multiplied, it's an ocean of crimson, it covers everything in sight and extends as far as the eye can see.

RAY

RACHEL!!!

But she's gone, he can't see her anywhere, and now he's in the middle of the open area in front of the house, completely exposed, and before he even has time to calculate the danger he's in --

-- A TRIPOD LEG CRUNCHES DOWN IN FRONT OF HIM.

Ray watches in shock as the tendrils rise up into the air and deposit the still-screaming Rachel into the barred basket it wears on its back.

But the Tripod has a head start and is a hell of a lot faster. It reaches her, and the next thing happens so fast it's hard to comprehend -- the Tripod walks right over top of Rachel, four of its whiplike tendrils wrap around her and lift her off the ground.

Ray kicks open the twisted door of the pickup truck and takes off across the open space, toward Rachel.

139 RTT OLD HOUSES NIGHT

But the Tripod sees her too, and gives up its attack on Ray. It turns and hits the gas, enormous legs covering the ground between it and Rachel in a matter of seconds.

RAY
RACHEL, GET DOWN, GET-

-- and sees Rachel. She's just standing there, about fifty yards away, at the edge of the field of red weed, SCREAMING.

As soon as he can breathe he sits up, looks out through the smashed windshield --

It sails through the air, turns over three times, and SMASHES back down onto the ground, bouncing Ray off ceiling and floor like a rag doll.

The second contact SMASHES through the passenger side window, and now he's trapped, stuck between the two of them. Ray flattens himself on the floor, as low as he can get, and the truck suddenly jerks off the ground, lifted into the air by the tentacles.

-- an old pickup truck parked nearby. He SLAMS the door and one of the tentacles SMASHES through it, SNAPPING after him.

138 INT PICKUP TRUCK NIGHT

Ray lunges into the nearest cover --

Immediately, two grabbing tentacles swing down from the Tripod's underbelly and WHIR through the air toward Ray.

Ray freezes, utterly terrified, and looks up. The Tripod is standing right over him, that enormous, humanoid "head" that makes up its top is staring down at him. A flock of black crows swarms around the head of the Tripod, and at this point we understand why -- they're hoping for carrion.

137 CONTINUED: 137

Ray SCREAMS, but the Tripod's already moving away from him.

RAY

RACHEL!!!

He looks around frantically for a weapon, anything at all. He sees a Humvee, the burned-out military vehicle that rolled past them earlier.

He races to it, rips the door open and searches through the charred interior. He finds an automatic pistol and a grenade belt. Those'll do.

140 EXT THE MEADOW NIGHT

140

Ray takes off into a vast field of red weed, chasing after the Tripod. He can see it in the distance, moving quickly away from him, covering huge chunks of ground.

He SCREAMS at it, trying to get its attention. He's just making sounds, beyond words at this point.

He FIRES the automatic pistol, six, seven, eight shots, in the distance we can see two or three of them TING off the surface of the Tripod.

And it stops.

And it turns.

It's about three hundred yards away from Ray now, and this is it, this is what it's all come down to, one human being against one Tripod, and of course he doesn't stand a chance in hell.

RAY

Come on... come on...

The Tripod stands there for a moment, evaluating him. The black arm extends from its side, the heat-ray disc emerges.

RAY (cont'd)

I'm right here...

(screaming)

I'M NOT GOING ANYWHERE! YOU HEAR ME?!
COME AND GET ME, GOD DAMN IT, COME AND
GET ME!!!

The Tripod seems to think about that for a second. And then the disc rotates, flattens, and the arm retracts into the head of the Tripod.

It starts to walk, normal speed at first and then fast, really fast, right toward him, its legs covering the couple hundred yards in an elegant, beautiful blur of motion.

Ray takes a breath, sucking in as much air as he can get. His whole body trembles, he tightens his grip on the belt of hand grenades, and he holds his ground.

The Tripod's close, fifty yards or less, the black tendrils whip out from the underbelly of its head, they drop down --

-- Ray forces his eyes to stay open, the shadow of the Tripod falls over him, the tendrils wrap around him --

-- and he's swept off his feet!

141-143 OMITTED

141-143

144 IN MIDAIR,

144

suddenly everything is moving. When we were in the meadow we had a wide-open view of events, but now we have almost no view of what's going on, so chaotic is the movement.

Ray is caught in the tendrils, being lifted up into the air, fast, upside-down now while the Tripod turns and takes off across the field again, headed God knows where.

Ray is hurled aloft, the tendrils release him, and he CRASHES down --

145 INT ON BOARD THE TRIPOD NIGHT

145

-- in the metallic basket on the Tripod's back. A series of "bars" close over the top of the basket, trapping him inside. It's noisy up here, the WHIRRING of the machinery very loud, the sound of the wind RUSHING past, and the SCREAMS --

-- of the other humans caught in the basket. Ray has landed face down on the floor of it, but when he rolls over he sees there are FIVE OTHER PEOPLE in the basket with him. More on them in a second.

The basket itself, which looked metallic when we saw it from down on the ground, is actually more biological in nature when you're up close, or in it. Though its surface glints in the sunlight, it seems to seethe, to move as the Tripod moves. And the "bars" are more like the slick limbs of jungle trees, dense as hell, but not brittle like metal.

The whole thing is maybe only eight feet square and three feet high, so Ray, who has landed face down in it, is actually on top of the other people inside, they're like corpses thrown into a shallow pit, or lobsters in a pen, a pile of arms and legs and writhing torsos.

Ray adjusts and finds himself face to face, seemingly with all of them. There's an ARMY PRIVATE, a BUSINESSWOMAN, TWO TEENAGERS, and an OLDER WOMAN.

RAY

Rachel?! Rachel!

There's much SHOUTING back, people are twisting and turning, trying to get off of each other to little avail, as the basket bounces and shakes and rattles as the Tripod keeps moving.

Ray doesn't hear Rachel, but through the twisting bunch of humanity he gets a glimpse of his little girl's face, trapped beneath two others.

Ray reaches out a hand for her, she reaches back, through the mass of people, but just when they're about to connect --

-- the basket tilts up at a forty-five degree angle suddenly, producing a fresh round of SCREAMING from the trapped humans.

Ray is lying with his head on the lower end of the basket now, and through his upside-down viewpoint, we see what's happening.

A small round opening, about eighteen inches across, irises open at what is now the base of the basket. It's not a door, exactly, it's more like a filmy, liquid cloud suspended in the air, a water vacuole. You can see through it, but it's definitely dense and impenetrable when it's closed.

A set of pincers emerges from inside the Tripod's head, passing through the iris.

The pincers SNAP hard and grab hold of whatever's closest, and in this case it's the ankle of one of the Teenagers, a boy about seventeen.

He SCREAMS and the pincers retract. The Teenager is pulled hard, sucked into the head of the Tripod, he's SCREAMING and he's up to his knees, then his waist, then his shoulders, and hands are reaching for him, trying to grab hold of him, but too late and too weak.

He disappears into the head of the Tripod and the iris SLITHERS shut again.

The basket abruptly levels itself, jarring everyone in it.

fresh panic ensues. Whatever hands are closest blink against the
flts, but it is closed now, and impermissible. Inside, they can see
shadows moving, but that's it.

RAY (cont'd)
Take my hand!

He manages to make eye contact with Rachel and she fights to get
her hand to his, but there are too many people in the way.

But the businesswoman can reach her and she manages to wrench her
own hand free. With it, she gets hold of Rachel's hand and pulls
her around, so that she can get hold of her father's hand.

They grab onto each other.

And the basket tilts again. Upright, at a forty-five degree
angle.

The six remaining humans SCREAM, they know what's next.

Ray looks up, sees the flts at the base of the basket start to
open. Ray's eyes pop wide, because the nearest human being this
time --

-- is Rachel.

Ray squirms himself around wildly, fighting to jockey himself
between Rachel and the opening flts. He violently pushes aside
other bodies and wriggles down near it, pushing Rachel off to the
side in the process. But he's ended up with his foot jammed right
against the flts.

The pincers emerge from inside the tripod's head.

Ray looks down, and his right arm is trapped underneath somebody,
and that's the hand clutching the grenade belt.

Ray pulls hard, but can't get it free.

The pincers dart out and CLAMP DOWN HARD on Ray's feet, squeezing
them together and digging into his calves.

He grimaces as they dig into his flesh and he starts to move,
dragged down into the open flts.

RAY (cont'd)
THE BELT!!! THE BELT!!!

The Army private, who is right next to him, turns and sees the
belt and understands in a minute what Ray intends to do. He
wriggles wildly, gets an arm free, uses it to lift the body
that's trapping Ray's right arm.

Ray's moving now, as the pincers retract the iris opens up into a sphincter-like opening that's pulling him in. He's up to his waist, half into the opening from which no one has ever returned.

Marshaling all his strength, he SHAPS his arm free and pulls it tight next to him, clutching the grenade belt.

RACHEL

(pawing at him)

DADDY!!!

Ray is still moving, now he's in up to the middle of his chest. The Army Private and anyone else who is near enough grab hold of his shoulders or whatever else they can get their hands on, holding onto him with everything they've got, to prevent him from being sucked all the way inside.

One of Ray's hands is trapped in the sphincter, the one that's left free is still clutching the grenade belt, but Ray is SCREAMING in pain, the sphincter opening must be squeezing him like a boa constrictor, his whole face is turning red, his veins are bulging, he's in up to his neck now, one arm stretched out awkwardly (and unnaturally) in front of him.

Everybody in the basket is grabbing at him, trying like hell to keep him from going all the way in. But the sphincter-like device flexes tighter and tighter, and all at once, with a might sucking sound --

RACHEL (cont'd)

DADDY, NOOOO!!!

-- Ray is sucked all the way inside the head of the beast. Rachel SCREAMS in horror, but the Army Private refuses to give up, and before the sphincter completely closes he huris himself at it, plunging both arms inside it.

The sphincter closes on his arms, but the Private has hold of something inside, and he twists himself around, gets both legs up against the edge of the thing --

ARMY PRIVATE

PULL ME!!!

-- and pulls hard, with everything he's got, everyone else in the basket pulling on him too.

All at once the sphincter CRACKS with a horrible wet CRUNCHING sound, it opens ever so slightly, and RAY BURSTS OUT, all at once, covered in a thick aqueous goo.

He lands in the middle of the group and rolls over, GASPING for air.

ARMY PRIVATE (cont'd)

The belt! Where's the grenade belt?!

Ray looks up at him and raises his right hand, which is balled up into a fist. He opens it up, revealing a grenade pin in his palm. It's at that moment --

-- THE EXPLOSION COMES.

It's two explosions, really, the first being one grenade going off, and the other, a split-second later, much bigger as the rest of the grenades on the belt explode as a result.

The shell of the Tripod's head explodes outward but does not burst, absorbing most of the blast within its strong walls.

But the Tripod itself lurches, staggers like a punchy boxer.

(All of this is seen from inside the crazily bouncing basket.)

The basket rocks violently, the Tripod SLAMS into a tree on one side, veers off, and its front leg telescopes halfway down all at once, as if the thing is going to its knee.

Now rudderless, driverless, the Tripod's right rear leg attempts two consecutive strides, and the whole thing pitches forward.

The ground races up at them fast and they SLAM into the earth, dirt and mud flying everywhere, obscuring our vision and sending up a thick cloud of debris.

146-159 OMITTED

146-159

160 WHEN THE DUST CLEARS,

160

all we see at first is a mass of mud. The mud starts to move, arms and legs come out of it... somebody's head... human beings, crawling out of the ooze, coming back to life.

We see Rachel's face first as she opens her eyes. She's no longer in the basket, which has been wrenched free from the Tripod wreckage by the violence of the fall.

The other bodies near her are moving too, everybody oozing out of the mud into which they have fallen.

There's GASPING, CRYING. But they're alive. One of the bodies rolls over near Rachel, and she finds herself face to face --

-- with her father. They crawl through the thick mud and grab hold of each other.

CUT TO:

161 EXT ABANDONED FREEWAY DAY 161

A HORDE OF REFUGEES make their way down the middle of a highway, strewn everywhere with dead cars.

A sign in the foreground tells us we're getting closer:

BOSTON 12

CUT TO:

162 OMITTED DAY 162

163 EXT BOSTON - THE OLD CITY DAY 163

A once-busy street in the heart of Boston. There's not a soul to be seen, but destruction is everywhere -- rows and rows of empty human clothing in the streets where bodies were vaporized, a geyser of water spewing from a sheared fire hydrant no one was there to cap, an overturned bus at the end of the street. The front of a whole block of stores has been burned off. One, a jewelry store, seems to have exploded into the street, leaving expensive rings, watches, and necklaces strewn everywhere. But no one has bothered to pick them up, they don't mean much anymore.

The street stretches far into the distance, toward the river and bridges far beyond, and it's the same empty, lonely story as far as the eye can see. The most striking thing about the city is its *stillness*.

And everywhere, the red weed, on buildings, on trees, everywhere. There's something different about it here, something off, but we don't have time to give it much thought, as Ray and Rachel come around the corner and onto this abandoned block.

Ray looks down, at the water rushing through the street. The gutters are swollen with red weed, huge rolling bundles of it all along the water.

But Ray looks closer, because the red weed is dried out and breaking. Great branches of it SNAP off and are swept into the rushing stream, carried away by the same waters that initially fed it.

That's weird. Ray turns to a patch of weed that has grown off a tree on the sidewalk and SNAPS off a chunk of it. It's covered in white spots, something like tonsillitis. He bends it. It's brittle, and SNAPS in half at the slightest pressure.

Rachel leans over his shoulder and looks at the spots too.

163 CONTINUED:

163

RACHEL

It looks sick.

RAY

More than sick. It's dead. Or dying,
anyway.

"ULLA!"

Ray whirls, hearing the sound of a Tripod calling out in the distance, but it's bouncing off so many buildings they can't tell where it came from. Rachel instinctively grabs hold of him.

The sound comes again, at regular intervals. They set off down the narrow streets of the city, in the opposite direction.

164 OMITTED

164

164A EXT BOSTON - INDUSTRIAL AREA DAY

164A

Ray and Rachel come around another corner and find a pack of birds, pecking at the pods that have grown from the rad weed. But the pods are split open now, raw and fleshy and exposed, lying in the street.

Ray and Rachel keep moving.

165 EXT BOSTON - INDUSTRIAL AREA DAY

165

Ray and Rachel come around another corner and stop suddenly.

The head of a Tripod is crashed in front of them.

It's buried nose-first in the middle of the street. A hatch is partially open underneath its front, the lower lip of a slack-jawed mouth.

Over and over, it BLEATS its recorded mechanical cry, and we realize why it sounded so plaintive -- it was calling for help.

Ray and Rachel pass the frozen Tripod, waved along by a SOLDIER.

SOLDIER 1

Keep moving. It's all right, you can pass on through. Move along.

RAY

(walking with Soldier)

What happened here?

SOLDIER 1

Something's happening to them. Please keep moving.

RAY

Did you guys take it down?

SOLDIER 1

No sir, it was behaving erratically.
Walking in circles, and went down about
an hour ago all by itself.

RACHEL

Is it dead?

RAY

Yes. Don't stop.

RACHEL

How is it dead all by itself?

RAY

Rachel, I don't know.

Suddenly, ANOTHER TRIPOD, perhaps coming to the aide of its fallen comrade, emerges from the end of the street behind them and walks forward. Staggering forward is more accurate, it's barely able to stay on its feet. It SMASHES into the side of another building, bouncing off and taking another unsteady step forward.

VOICES rise up from around them, PEOPLE emerging from the mouths of alleys, from buildings, from side streets -- a tentative trickle at first, but there are more SOLDIERS, separated from their units but still fighting.

The Tripod takes another step forward, shakily, about to go down. THREE SOLDIERS take shelter on the alley wall opposite Ray and Rachel.

As Ray watches, a BIRD circles around the head of the Tripod, then lands on it. Ray furrows his brow, thinking. Now three more birds land on top of the Tripod's head.

Ray thinks, there's something off about this, he's seen something like it, he's trying to remember... and then his eyes light up. He turns to the Soldiers and SHOUTS.

RAY (cont'd)

Look at the birds!

But just as he speaks, the Tripod emits one of those piercing cries of "ULLA!" and Ray's line is inaudible, we can only read his lips.

SOLDIER

What?!

RAY
 (now audible again)
 Look at the birds! Look at the God damn
 birds!

The Soldiers all turn and look, but another "ULLA" blocks out Ray's next line:

RAY (cont'd)
 (blocked out by the ULLA)
 No shield!

SOLDIER
 What?!

Ray SHOUTS again, and this time his words burst through, and the Soldier is able to hear and understand him:

RAY
 NO SHIELD!!!

The Soldier, who carries a shoulder-borne missile launcher, quickly realizes what this means and --

SOLDIER
 LOAD!

-- another Soldier shoves a shell into the launcher. Ray whirls and covers Rachel with his body as the shell ERUPTS out of the tube and SLAMS into the side of the Tripod.

The resulting EXPLOSION is huge, and effective. The Tripod's hull RIPS apart with a SHRIEK of torn metal. Rose-colored fluid showers everywhere, the thing belches lifeblood, and the Tripod pitches forward, first to one knee, and then careening all the way down, SMASHING into the middle of the street.

Suddenly there's a commotion, and the crowd of people around the first Tripod, the one with the hatchway hanging open, leaps back as one, but crowds around it.

Ray moves forward. There's movement coming from inside the head of the crashed Tripod, something slithering down that hatchway.

It's the forelimb of one of the invaders, moving weakly, near death, trying to drag the bulky body down into the street.

But it has no strength left, it's covered in sickly white spots like the red weed. Ray studies it, realizing something.

RACHEL
 What happened? Did they get sick?

RAY

Yes they did.

RACHEL

What from?

RAY

Our germs. Maybe infection. Stuff we're immune to, that our bodies fight off every day.

The creeping forelimb stops, dead, still halfway in its ship.

RAY (cont'd)

After everything we fought 'em with, they died from the air we breathe and the water we drink. All the things we need to live... that's what killed them.

PEOPLE advance slowly toward the hood of the Tripod, incredulous and hopeful, and now more humans emerge from their hiding places, crowding the streets.

CUT TO:

166 OMITTED

166

167 EXT BOSTON - BROWNSTONE BLOCK DAY

167

A neat row of townhouses in one of the oldest parts of Boston. We settle on the front door of one particular house, we move in toward it, and just as we reach it, the front door is yanked open and Mary Ann is standing there, the kids' mom, alive and well. She looks right at us and her face breaks with emotion, her hands go involuntarily to her mouth, she rushes forward into the street and finds Ray at the base of the stairs, carrying Rachel the last few yards to her mother.

Ray smiles, deeply satisfied but feeling so keenly the loss of Robbie. But then a pair of scuffed boots appear on the floor behind Mary Ann and Rachel and Ray follows them up, disbelieving, and of course the person standing there behind them is --

RACHEL

ROBBIE!

It is Robbie, bruised and battered, but very much alive, standing there in the doorway of his mother's house. He runs down the stairs, kind of falls forward, into the street, into his father's arms.

They hug each other, and Rachel hugs them both. Robbie finally breaks down, the first time we've seen him crying, and in his sobs we hear a word we haven't heard him say before:

ROBBIE

... Dad...

Robbie pulls away from his dad and goes to the doorway, drops to his knees and holds his little sister and his mom. Ray watches, incredulous, moved to tears, looking at his children.

Mary Ann looks up over the shoulders of Rachel and Robbie. Tears stream from her eyes, she makes eye contact with Ray and mouths two words -- "Thank you."

Tim appears in the hallway behind them, and their grandmother too, hurrying down the stairs at the sound of the voices.

They all look at Ray, thanking him with their eyes, and beckoning him inside. He walks up the steps, the door closes on all of them, and an enormous CLANG --

-- echoes as a BELL peals in the tower of a church steeple. The heavy iron clapper SWISHES through frame and CLANGS again off the side of the bell.

The VOICE OVER from the beginning returns as we start to rise up the steeple of the church at the end of the block, shining gold in the morning sun.

As we keep rising higher, it's only the second big, global view of things we've seen in the movie -- this time, the morning sun burns through the clouds over the skyline of Boston. In the distance, the forms of Tripods are visible dotting the streets everywhere. But none of them are moving. They're crashed, or heeled over on their sides, stopped in their tracks.

We keep rising up and up, over the neighborhood, and we see four or five church steeples in this old part of Boston, all with their bells TOLLING jubilantly, calling SURVIVORS back into the streets.

The branches of a tree come into frame, and as we move in among the branches we zero in on a leaf, moving closer we see it's covered with drops of water. The VOICE OVER from the beginning comes back:

VOICE (O.S.)

From the moment the invaders arrived,
breathed our air, ate and drank, they
were doomed.

(MORE)

VOICE (O.S.) (cont'd)

They were undone, destroyed after all of humanity's weapons and devices had failed, by the tiniest creatures that God, in his wisdom, put upon this earth.

We keep moving, toward one drop in particular, and within that drop we see the wriggling outlines of the tiny micro-organisms that swarm and multiply within it.

VOICE (O.S.) (CONT'D)

By the toll of a billion deaths, we have earned our immunity, our right to survive among this planet's infinite organisms --

As we go closer and closer and closer still, the drop fills the frame, and we see the tens of thousands of squirming bacteria inside that drop of water, and we think about how truly significant they really are.

VOICE (O.S.) (CONT'D)

-- and that right is ours against all challengers. For neither do we live nor die in vain.

FADE OUT.

APPENDIX A

In scene 13, a CNN NEWS ANCHOR is at the desk at CNN headquarters in Atlanta. A map of the Ukraine is in a box on screen, and a graphic in a banner across the bottom of the screen says "Deadly Lightning Storm in Ukraine."

NEWS ANCHOR

The Ukraine, a country of some fifty-two million people, is in almost total blackness tonight in the wake of a series of freakish lightning storms of catastrophic proportions which struck the country at approximately 4 a.m. local time. The Associated Press is estimating two hundred dead in the sweeping blackouts which have paralyzed the country and cut off nearly all communication with the outside world.

In the middle of the above report, the Bartender picks up the remote and switches the TV over to ESPN, where a SPORTS ANCHOR is reporting over footage of a BASEBALL PLAYER.

SPORTS ANCHOR

As usual, George Stainbrenner wasted no time getting out his checkbook this off-season, signing free agent right fielder Marcus Williams to a reported three year, fifty-eight million dollar contract yesterday in Milwaukee. Williams, who is thirty-eight, batted .262 with the Brewers last year, pounding out 31 home runs and 85 RBIs.

CONTINUED:

APPENDIX AA

Suggested dialogue for BYSTANDERS at the five-corner intersection, before the ground starts to rumble:

LOCAL GUY

Never seen anything like it! It was like a, like a, lightning squall or something.

LOCAL WOMAN

I was standing right over there, I'd just come out of the store, and it struck right in front of me, I couldn't have been more than twenty feet away from it.

LOCAL WOMAN 2

You're lucky you're alive! You could have been killed!

LOCAL WOMAN

Over and over and over, it just kept striking and striking and striking.

UNIFORMED COP

You could *smell* it, is the weird thing, this smell in the air, just hanging there, like burnt toast or something.

FIREMAN

This whole block should be on fire, is the amazing thing, nothing caught, I've never seen anything like it.

CONCERNED MOTHER

I went over to the school, there were a few other parents there, but they sent us away, I don't know, do you think we should get the kids? Maybe we should pick up the kids.

MAN WITH KID

Don't get too close! Kevin, I said not too close, c'mon, get away from there.

HIGH SCHOOL KID

Check this! You gotta see this, get up here, look at this!

CONTINUED: (2)

FRAZZLED MAN

-and then the car went dead, just like that, but it kept rolling I couldn't stop, I was rolling right straight toward it, it just kept flashing in front of me, over and over and over, I thought I was going to roll straight into it!

WIDE-EYED WOMAN

I was completely blinded! Couldn't see a thing, my eyes were burning, I thought I'd been hit, I did, I thought I'd been struck by lightning!

And then, as the RUMBLING begins and the ground starts shaking:

JULIO

Hey, you feel that? What is that, the subway?

RAY

Subway doesn't run under here.

JULIO

PATH train, maybe?

RAY

Not this far west.

CONTINUED: (3)

APPENDIX B

Some suggested dialogue for a few members of the Crowd in Scene 30, when the windows start to crack:

DELI OWNER

The windows are breaking, get away from the windows!

POLICEMAN

Lady, get the hell away from there, watch out for the glass!

BEAUTY SALON LADY

It's an earthquake! Get into a doorway, it's the only safe place!

POLICEMAN

What the hell is the matter with you, the glass is breaking all over the God damn place, I said get away from there!

DOG OWNER

Arbus?! Arbus, get back here! ARBUS!

PANICKY WOMAN

Oh my God, what is happening, God no, no no, no please, what in the name of Jesus is happening?!

DELI WORKER

Get some plywood, as quick as you can! Board up everything before it explodes!

SECOND POLICEMAN

I got no radio! Dead air on everything! Send Lopez back to the station, we need a dozen patrol cars out here RIGHT NOW!

POLICEMAN

Clear the area! People! People, please, we need you to clear the area RIGHT NOW!

CONCERNED MOTHER

Ernesto! Get your brother and pull him away from there, get him out of there, GET HIM OUT OF THERE!

CONTINUED: (4)

APPENDIX C

Some suggested dialogue for the crowd in Scene 77, when Ray is confronting the people who are stealing the car, while Rachel is still in it.

REASONABLE WOMAN

Stop it, stop it, both of you for God's sake, stop what you're doing!

AGGRESSIVE GUY

Get the gun! Somebody get the gun! Grab him!

CONSERVATIVE GUY

Get away from the gun! Don't touch him, move away from the guns!

UNARMED POLICEMAN

Put 'em down, both of you, before somebody gets killed here!

CONSPIRACY GUY

This doesn't have to happen like this! Listen to me, please, both of you, just lower the guns and we can work this out!

JUDGMENTAL GUY

You're crazy, you're both crazy, you're killing each other, that's exactly what they want!

NEARBY PARENT

Get away from them, Tommy, get behind me! Move, move, MOVE!

LAW & ORDER GUY

Where's a cop?! Somebody call a cop!

CONTINUED: (5)

APPENDIX D

Suggested dialogue for Ray in Scene 106, when he and Robbie are struggling on the ground near the hilltop and Ray is shouting into Robbie's ear:

RAY

Don't do it, I am begging you, I'm telling you, do not do this. I know you want to fight, I know it seems like you have to, but you don't, this is your life, the only life you get, and it's gonna be over, you will die, do you understand me, if you go over that hilltop you are going to be killed. I'm not gonna let you, you can hate me as much as you want, but I love you and I'm not gonna let you do it, Robbie, I love you, listen to me, I know what I'm saying! Don't go! Don't go! DO NOT GO!