

EXT. ORPHANAGE LOS ANGELES - DAY

A YOUNG BOY, maybe 8, helps a NUN wash clothes. She hangs them on the lines, as the hot LOS ANGELES sun beats down.

The little boy looks up at the sky where he sees a majestic floating SPACE HABITAT. A torus. Bigger than the moon but the same effect against the blue sky.

MAX

Sister?

NUN

Yes Max?

MAX

Are the people from there, are they different to me?

She looks over at the little boy for a moment, then goes back to hanging the laundry, as we CUT TO--

EXT. SPACE

We see the TORUS as it sparkles in all of its glory. We fly over millions of mansions covering the inner habitable side of the torus as it spins slowly in the sunlight.

NUN (V.O.)

They are not so different to you Max. They are just rich. That's the only difference. They are rich.

EXT. LOS ANGELES - DUSK

Gleaming rockets take off, tearing through the atmosphere and into space from a run down SLUM in LOS ANGELES.

A LITTLE GIRL watches as they glow up into the heavens. Her shirt is dirty and riddled with holes.

NUN (V.O.)

You see one day the rich decided that Earth was too dirty for them and they wanted a new place to live, so they built Elysium.

EXT. ORPHANAGE - CONTINUOUS

Max looks over at the nun skeptically.

MAX

But they look different.

NUN
I don't think so. You think so?

Max nods, and we CUT TO--

A COMMERCIAL FOR THE NEW FALL LINE BY GUCCI.

Various supermodel-like faces come up on the screen. "A" through "F" lettered next to each head. A FINGER selects the "C" model, we realize it's a touch screen.

A BEAUTIFUL WOMAN takes her finger off the screen and walks into a MEDICAL BAY that sits in a high-end designer store. She lies down on an MRI looking machine.

The machine closes around her. A flash of light and then GUCCI reads across the image of the dazzling woman, her face looks instantly younger.

NUN (V.O.)
They just don't get old the same
way as us...

EXT. ORPHANAGE - CONTINUOUS

Max goes back to scrubbing.

MAX
Do they get sick?

INT. GUCCI MEDICAL BAY

The MRI machine runs a laser up and down the woman's body. A computer monitor reads the diagnosis:

Trace amounts of CANCER. Certain smaller ailments. The laser changes color. RE-ATOMIZING comes up on the screen.

NUN (V.O.)
They have machines to fix that.
They live longer. They are very
lucky.

BEEEP. Health check COMPLETED. 100% CLEAR.

The woman's name and details come up: AGE 97. She looks 40.

EXT. ELYSIUM - DAY

ELYSIAN MOTHERS push strollers past a perfect lawn. They chat as the curvature on the inside of the habitat stretches out behind them. They look healthy, happy, perfect.

MAX (V.O.)

I don't want to get sick. I want to go there like them. Then I won't get sick.

INT. SPIDER'S LAIR - NIGHT

Lines of humans wait to buy illegal tickets to Elysium from gun-strapped SMUGGLERS. We see a MOTHER and DAUGHTER.

NUN (V.O.)

Well, some people do go there...

We see the little girl get a fake ELYSIAN ID NUMBER burnt into her wrist. She winces. A FATHER and his YOUNG SON on crutches step forward. The father places the dirty cash down.

EXT. SPACE - DAY

A filthy graffiti-covered rickety old space-ship shoots away from earth, heading toward the magnificent ring in the sky.

NUN (V.O.)

Actually many people go there.

INT. IMMIGRANT SHIP

Throngs of illegal immigrants. The MOTHER strokes her DAUGHTER'S hair. Coke bottles and garbage float in zero G. The FATHER and his YOUNG SON lie waiting to land.

NUN (V.O.)

But it's illegal, they don't like us there.

EXT. ELYSIUM - DAY

As the ship pulls up to the surface...

INT. PROTOCOL ROOM

A very high-tech cylindrical room on the inside of Elysium. A tiny scroll of text blinks on a computer monitor:

ILLEGAL ENTRY. DISPATCHING HOMELAND DEFENSE.

EXT. ELYSIUM - DAY

The graffitied ship touches down. The back bay doors open and the immigrants emerge. The MOTHER helps her sick DAUGHTER out onto the lawn of this new utopia.

NUN (V.O.)

So they send us home...

The immigrants see HELICOPTER-LIKE VEHICLES dotting the skies, getting closer, filled with IMMIGRATION POLICE DROIDS.

The immigrants run for their lives. The father and son get caught, as a droid fires a net over them, trapping them.

MAX (V.O.)

All of us?

NUN (V.O.)

No, not all...

The mother and daughter escape through a hedge. The mother throws a rock through the window of a big empty mansion. She opens the door and carries her sick child inside.

INT. MANSION ELYSIUM - MED BAY

The mother finds an in-house medical bay. Like a large hospital MRI inside each of the Elysian homes. She puts the child down on the machine and presses the button. The machine scans the barcode on her wrist. The MRI closes around her.

NUN (V.O.)

Some people stay...

The mother watches a screen. The graphic on screen shows the RE-ATOMIZATION PROCESS. The machine opens, and...

The girl looks healthy. The screen reads: 100% CLEAR. The mother cries with happiness as she hugs her healthy daughter.

NUN (V.O.)

They stay as long as they can....

EXT. ELYSIUM MANSION - LAWN - DAY

The young girl and mother sit at a picnic, enjoying every second, watching artificial waterfalls in the distance, but--

They see little black dots on the horizon. Those helicopter-like vehicles. The mother wraps up fast, racing inside.

NUN (V.O.)

But sooner or later, they are found...

INT. ELYSIUM MANSION - DAY

The mother and daughter hide. The doors BLOW OPEN. HOMELAND DEFENSE droids raid the house. The mother is violently handcuffed, the girl trying to protect her is held down.

INT. DEPORTATION HANGAR - NIGHT

A huge hangar. ILLEGALS are lined up like cattle, waiting to be deported. The massive space shuttle waits as orange jump-suited humans climb on board. ILLEGAL ALIEN on their backs.

The mother and daughter are among them.

The immense shuttle lifts up and departs. Pan with it. Earth comes into frame. Huge and bright, it feels not far away.

NUN (V.O.)

And they are sent back here.

EXT. EARTH SLUM

The ship pulls up to a no name slum. The HUMANS are repatriated. Thrown out by ARMED DROIDS.

MAX (V.O.)

It's not fair.

EXT. ORPHANAGE - DAY

NUN

I know, I know my little Max. It's not fair. But one day if you become a rich man you can go there.

Max nods, determined.

MAX

I will be rich.

NUN

Oh really. That's good. How are you going to be rich?

MAX

I will be a dealer.

The nun whips her head over, looking at Max.

NUN

A dealer? Who have you been speaking to?

Max looks down and goes back to scrubbing.

MAX

Pedro. He said you can be rich if you be a dealer.

NUN

Well you just stop listening to Pedro. I don't want to hear such nonsense ever. Do you understand?

The nun turns back to her washing.

MAX

Yes sister.

Close-up on YOUNG MAX's face as he scrubs the clothing. Thinking, dreaming of ELYSIUM. We slowly DISSOLVE TO:

INT. MAX'S SHACK - MORNING

Adult MAX leans forward in front of a small dirty mirror. He splashes water on his face. He is 30s, good looking, clearly from a troubled past. We see gang tats run down his neck and arms. A small gold locket dangles from his neck.

EXT. LOS ANGELES FAVELA - MORNING

Max walks past serious GANGSTERS hanging out in the favela. A few GIRLS hang out with them.

GANGSTER

Off to work?

CARLO

Gotta be up early to work that line, man.

The gangsters laugh.

MAX

Yeah, laugh it up, remember you owe me bail money Carlo.

Carlo goes quiet. Max keeps moving.

Wide shot of the FAVELA: we see the thousands of rickety little houses and cinder-block shacks all interconnected.

TITLE: LOS ANGELES - FORMERLY UNITED STATES 2109.

What looks like the layout of the Hollywood Hills, overlooking a vast polluted population, seems to resemble Tijuana more than Los Angeles. Women hang laundry, police choppers fly overhead. Chickens squawk. Another day in LA.

Little favela CHILDREN suddenly appear, surrounding Max. They try and go through his pockets. He slaps their hands away.

CHILD 1
You got money?

CHILD 2
We want money!

MAX
You think I got money? I NEED
money, that's why I'm going to
work. Wait...do YOU have money?

The children look confused. Max catches one of them and turns him upside down, shaking him by his feet. A few coins fall out of his pockets. The other children laugh hysterically. Max puts him down and grabs a five dollar coin.

MAX (CONT'D)
Uh huh! Rich!

The kid grabs for it, the other kids dying with laughter.

MAX (CONT'D)
Now I can finally buy my ticket to
Elysium!

The kids laugh even harder. Max hands it back.

MAX (CONT'D)
Now fuck off.

The children run off laughing. Max continues down the sloping favela. Up ahead he sees:

HUNDREDS OF PEOPLE gathering. Ragged clothing, filthy and starving. A flying machine heads toward the mob.

It slows and hovers overhead. The airborne vehicle is mostly blue and has a UN peacekeeper vibe. ELYSIUM FOOD PROGRAM written on the side. Max keeps walking alongside the mob.

The rear bay doors open on the flying vessel and a robotic DROID presses a release button on the cargo controls.

Food aid bags begin ejecting out of the jet. The huge grain bags fall to the dusty ground. People fight over the food.

Max looks up at the droid. Its cold mechanical eyes looking down on the humans. Max watches as the jet seals up and flies away while the starving people fight fiercely over scraps.

INT. TRAIN - MORNING

Max stands in a crowded, filthy train. He watches LA skim by out of the graffiti-laden windows.

He turns to see two ROBOTIC POLICE OFFICERS move through the train. They check passengers, one of them carries a portable scanner. They shine it at the HUMANS and their data comes up.

The Officers walk up to a bunch of decidedly dangerous looking GANGSTERS. Each of them is scanned. The robots pat the suspects down fairly violently.

GANGSTER

I'm clean, don't fucking touch me!

POLICE DROID

(robotic voice) Checked, move on.

The droids stalk through the train. They walk up to Max. He watches them coming. They scan him. He smiles, cheery.

MAX

Good morning officers.

POLICE DROID

Multiple felonies. Extended history of dealing. What's in the backpack?

MAX

Ah, you know, a little of this, little of that--

One of the Officers tries to grab Max's bag. Max resists.

MAX (CONT'D)

Guys seriously, I'm just on my way to work, this is my stop here.

The Officer is not happy with Max hanging onto the bag. Very quickly it whips out a telescopic BATON, as the train suddenly comes to a stop. People start getting off.

MAX (CONT'D)

Look, your stick's very scary, but this is my stop, okay? I don't want any trouble.

Max tries to walk. WHACK! The Officer lashes him across the knees, he falls. The second Officer grabs his neck and holds him down. The first one rummages through his backpack.

The train starts moving again. Max struggles to look up at the Officers since his head is down.

MAX (CONT'D)

That was my stop!

They subdue him violently, giving him a crack to the ribs.

The DROID is satisfied there are no drugs in the bag. He throws it next to Max on the ground.

POLICE DROID

You are scheduled for parole hearing
68 today. Thank you citizen.

They move on. Max lies on the floor, his lip bleeding now. He watches his stop disappear behind him. Then he slowly looks up, chin bloody, eyes staring at ELYSIUM, so far away...

EXT. ELYSIUM

The huge 100 km diameter ring spins ever so slowly. Birds of paradise wave gently in the clean air. We pan over to--

A large government complex. THE CCB. Its metal exterior looks like a shiny version of the Pentagon.

INT. CCB HQ CONTROL ROOM

The control room is a large NASA mission control style room. Many workers sit at computer terminals. All of them are aimed at a huge wall-screen of data which projects a map of Elysium with incoming and outgoing shuttle flight paths, real time police data etc. At the highest seat of authority sits:

SECRETARY RHODES. Powerful, beautiful. Her eyes are cold, sharp, missing nothing. She is the head of the CCB.

CCB AGENT

Sixteen incoming ships, ma'am. We have permits for nine of them. Usual raw materials, cargo. Seven unaccounted for.

Rhodes watches the screen. Small ships incoming.

RHODES

Normal Monday morning. Scramble units for each of the landing sites.

CCB AGENT 2

Uh, actually ma'am, it looks like fifteen of our operational units were pulled offline last night.

Rhodes snaps her focus over to the agent.

RHODES

What?!

The agent is reading her terminal in real time.

CCB AGENT 3
Looks like they were decommissioned
by Minister Patel. We have six
active units, ma'am.

RHODES
Five of which are dealing with
yesterday's squatters?

CCB AGENT 2
And the immigrants in delta
quadrant. Would you like us to send
the standard warning to the
incoming ships?

Rhodes just shakes her head, disgusted.

RHODES
Yeah, that always works.

CCB AGENT 3
(checking comm) First undocumented
ship just touched down.

A massive satellite-image comes up, looking down on the
graffiti-riddled ship as it lands and ILLEGALS stream out.

OVERHEAD VOICE
We are tracking...24 illegals.

CCB AGENT
Ma'am, we need to dispatch our
available team to one of the
landing sites. Should we send them?

Rhodes looks at the little red dots on screen.

RHODES
Are there any active weapons
satellites?

CCB AGENT 4
Negative ma'am. Also decommissioned
two days ago. Along with all
terrestrial batteries.

Rhodes slides back in her chair watching the satellite feed.
She considers, the red dots spreading. Finally...

RHODES
How many of those incoming ships
are a debris danger?

Silence. A room of blank faces.

RHODES (CONT'D)

Simple question. If we shoot them
down...how many...are...a....
debris...danger?

A flurry of typing. Rhodes keeps her eyes on the ships.

CCB AGENT 3

Uh...Based on current flight
paths, two of them. But again, all
systems are offline.

The wall graphic changes, two of the ships go red. With a
warning and a graphic showing potential debris spill.

RHODES

Not completely offline... What
agents are currently active that
have access to class 5 weaponry?

CCB AGENT 4

We have two agents active that are
capable. R SMITH and M KRUGER.

RHODES

Activate Kruger. He's always
reliable.

CCB AGENT

Uh ma'am, that is a direct--

RHODES

I gave you an order.

CCB AGENT

Yes ma'am.

EXT. LIQUOR STORE LOS ANGELES - DAY

We see a man outside a dilapidated liquor store, his ragged
clothing covering his head like a Jedi. He picks at his
fingernails with a lethal looking knife. This is M KRUGER.

His wrist vibrates. He moves the burlap material to reveal a
shockingly high-tech device on his wrist built by RAYTHEON.

He clicks the ANSWER button, we see a wire running back up to
his ear. We cannot see his face. Not yet.

CCB AGENT 3 (ON COMM)

Agent 32 Alpha 21b. We are sending
a packet over.

Kruger pulls the ear-piece out of his ear. He clicks the wrist device, a large iPod style screen. INCOMING DATA.

INT. CCB HQ CONTROL ROOM

The huge wall-screen is a satellite image following Kruger into a deserted field. We see him overhead as he pulls a rope that removes a cover from a hole in the ground.

EXT. DESERTED FIELD LOS ANGELES - DAY

Kruger pulls out a stinger MISSILE looking device. He gets into firing position, the ugly snout of the giant bazooka housing multiple rockets.

He presses a button on his wrist device which syncs with the missile launcher. He aims at the sky.

 KRUGER
 System in place.

INT. CCB HQ CONTROL ROOM

Rhodes leans forward, inhales.

 RHODES
 Shoot them down.

 CCB AGENT 3
 Greenlight, 21b greenlight.

EXT. DESERTED FIELD LOS ANGELES

CLICK. He fires. Four small missiles snake up into the stratosphere many times faster than the speed of sound. Kruger is coughing on the rocket smoke. And laughing.

INT. CCB HQ CONTROL ROOM

 CCB AGENT 4
 Missiles away.

EXT. SPACE

Four MISSILES speed into space. Like tiny pixels against black, we see the ships hundreds of kilometers away.

We travel with one of the immigrant ships. We see Elysium up ahead, a small snaking missile screaming toward us.

BOOOOOM!

The missile strikes, the ship implodes and jettisons thousands of kilograms of shrapnel into space.

EXT. SHUTTLE

We see another shuttle filled with immigrants.

INT. SHUTTLE

A FATHER looks out of the dirty porthole. His face goes white as the missile snakes toward them. He holds his DAUGHTER.

EXT. SPACE

BOOOOM! The second ship is blown into oblivion. Sparkling glinting shards of metal sprinkle into the universe.

INT. CCB HQ CONTROL ROOM

The explosions fill the big wall-screen. One ship disappears.

OVERHEAD VOICE
Target neutralized.

The other one is gone.

OVERHEAD VOICE (CONT'D)
Target neutralized.

The screen is clear. The skies are empty again. Rhodes leans back, exhales. The room sits in total silence. Then...

OVERHEAD VOICE (CONT'D)
Secretary Rhodes please report to
the briefing center immediately.
Secretary Rhodes. To the briefing
center.

Rhodes stands up, straightens her jacket and confidently walks out of the control room. The agents watch her go.

EXT. DESERTED FIELD LOS ANGELES

KRUGER looks over to see two YOUNG BOYS who witnessed him firing the rockets. He tosses the weapon onto the ground.

KRUGER
Hey kids.

KID
Are you like...the police?

He pulls a lethal knife from his coat.

KRUGER
Not really.

As he approaches them with the knife, we CUT TO--

EXT. LOS ANGELES COUNTY HOSPITAL - DAY

The hospital is old, dirty, run down. And very overcrowded.

INT. LOS ANGELES COUNTY HOSPITAL - DAY

We move through the masses to find: MAX sitting, holding a tissue to his lip, still bleeding.

A NURSE emerges. She is beautiful, but has the look of not enough sleep and too much stress. This is FREY, late twenties. She slows when she sees him.

FREY
Max...? Max DaCosta...?

He smiles, but it pains him to smile.

MAX
Frey?! Long time.

FREY
Yeah.

She looks at his bloody lip, with a hint of disapproval.

FREY (CONT'D)
I see things haven't changed.

MAX
This, this isn't my fault.

FREY
Okay.

She takes out gauze, stitches, starts working.

FREY (CONT'D)
This might sting a little.

MAX
How long have you--

FREY
Don't talk.

He keeps his mouth shut, as she stitches him up. He looks at her, their faces close. She finishes. Max starts to talk but--

NURSE
Frey. They need you up on the third floor.

FREY
Be right there.

She packs up her stuff to go.

MAX
Hey, you think maybe we could...

FREY
Bye Max, you stay out of trouble.

Max just smiles. It still stings a little.

MAX
You know me...(she's gone) I'm
clean.

He sits there a moment. Alone. Then he grabs his bag.

EXT. BIOSPHERE FACTORY - DAY

MAX walks towards the entrance of the immense plant. Its
smoke stacks pour pollution into the atmosphere.

The giant facility is ringed by a tatty chain-link fence with
barbed wire. Guards at the front wave him through.

INT. BIOSPHERE FACTORY

Max walks into a busy safety prep area. He grabs a respirator
MASK off a hook and is about to put it on when the FOREMAN
stops him.

FOREMAN
Third time this month.

MAX
Yeah I know, sorry sir, won't
happen again.

FOREMAN
That's what you said last time. I'm
docking thirty minutes. Get your
act together, Da Costa.

MAX
Yes sir.

Max salutes, walks to the airlock separating the entry from
the factory. As he enters the airlock, the Foreman yells:

FOREMAN
You're lucky to have this job.

MAX

Very lucky sir. I always dreamed of it.

The airlock hisses open, revealing:

The interior of the factory is MASSIVE. Thousands of workers slave over machinery. On the assembly lines, we see--

The familiar POLICE and MILITARY DROIDS of ELYSIUM. This is where their army is built.

Max walks through the huge space. He looks up to the second level office, where the CEO presides, standing at the glass:

INT. CARLYLE'S OFFICE - DAY

CEO JOHN CARLYLE is Elysian, rich. He watches over the factory through thick bulletproof glass. He sees all his little minions. He watches Max with cold attention.

INT. BIOSPHERE FACTORY

Max grabs his dolly off the rack and walks to his spot at the end of an assembly line. He keeps his eyes on Carlyle.

WORKER

Dude, you crazy? Don't look at him.

MAX

Whatever. You think he had his face peel this morning?

The worker laughs.

Max uses a foot pedal to load the new ROBOTIC head. He pulls the silicone cover down and stretches it over the steel skull of the police droid. He puts the head into the pallet.

Jump cuts: more heads, more silicone, more pallets.

Max walks them over to the kiln. Unloads them. Goes back, gets more. Unloads them. Gets more.

He gets a fresh batch of robotic SKULLS, he starts pulling the silicone over one, he completes it.

Max looks around the factory. He looks up at the CEO, to make sure he isn't watching. He's not there.

Max grabs a permanent marker and writes "FUCK THE POLICE" over the droid's face. He then covers it with the silicone.

The kiln is full. He shuts the door. He looks at the large buttons on the wall. CLICK he pushes THERMOPLAST. A large red light shines. Through the three-inch thick glass porthole, we see the massive microwave fire radiation at the DROID heads.

Once baked, the HEADS slide out of the back of the kiln. The light goes off. A warning comes up. COOLING.

And then SAFE TO ENTER.

Max disengages the door and opens it. The kiln is EMPTY, ready for more...

EXT. CCB HQ - DAY

The government building gleams. Outer space seen beyond it.

INT. CCB HQ BRIEFING ROOM - CONTINUOUS

The room looks like a military tribunal, all aimed at Secretary RHODES who sits alone with a single microphone, facing a panel of high-level POLITICIANS.

REP PATEL

Do you understand that this administration was elected on the basis we would be more compassionate to Earth? Do you get that? We promised a kinder, gentler rule. Instead, now we have a PR nightmare on our hands.

RHODES

Forgive me sir. I don't speak that language. I don't know what a PR nightmare is. I do however know that if this administration keeps dodging the real issue, then we will actually have a real nightmare on our hands.

REP BURRARD

The real issue?

RHODES

Jesus Christ. Yes the REAL issue. The ungodly influx of illegal immigrants into this orbital habitat. That issue. Go get your milk and cookies and go to bed, junior.

REP PENNY

How old are you, Secretary?

RHODES

I'm one hundred and eight, ma'am.

REP PENNY

Well perhaps that explains your penchant for resorting to twentieth century tactics.

Representative Patel lifts a file sitting in front of him.

REP PATEL

Then there's the use of this agent. A Mr M KRUGER. Fifteen human rights violations, spanning four territories, rapes, weapons charges, misappropriation of military resources, false flag operations, human rights atrocities--

REP PENNY

The guy's been diagnosed with serious psychological issues.

REP PATEL

We made it explicitly clear to you that we were no longer using sleeper agents. And this is the kind of person you hire? Some crazy sleeper agent hiding out on earth? You are a reckless fanatic, Rhodes.

RHODES

A fanatic? Sir, I am a patriot. I'm the one protecting our children from the great unwashed.

REP PATEL

I vote for a complete dismissal.

Not enough hands are raised. It's split.

REP PATEL (CONT'D)

Alright. Fine, let's reduce her classification to level two, make sure she never fires another missile. And let's discharge this (looking at paper) Agent Kruger permanently. All in favour?

The majority hold up their hands. Rhodes clenches her jaw so tightly we can see the muscles flexing under her skin.

REP PATEL (CONT'D)
 Good. Effective immediately. Let's
 update the protocol.

Patel puts his hand onto a biometric screen in front of him. The screen reads his hand. BEEEP. The other politicians do the same on their screens. Beeeep.

REP PATEL (CONT'D)
 Secretary R Rhodes. Demoted to
 level two clearance only.

OVERHEAD VOICE
 Accepted. Secretary Rhodes demoted.

INT. PROTOCOL ROOM

The familiar high tech room. Two heavily-armed DROIDS stand outside. Inside, we see a server array of computers, with AIDEM written across them. A screen flashes:

SECRETARY RHODES DEMOTED - LEVEL TWO CLEARANCE ONLY.

INT. CCB HQ BRIEFING ROOM

REP PATEL
 AGENT M KRUGER discharged from CCB.

OVERHEAD VOICE
 Agent Kruger discharged
 immediately.

The politicians take their hands off the screens.

REP PATEL
 Thank you everyone, dismissed.

The politicians get up and leave. Rhodes accosts Patel, getting in his way. She speaks low, deadly.

RHODES
 Don't come crying to me when there
 are so many of them here that this
 place looks like Earth, and you
 need a nuclear weapon to restore
 order.

REP PATEL
 Don't worry, I will have moved.

The politician turns, leaves. Rhodes watches him walk away.

EXT. KRUGER'S SHACK -- DAY

A tin shack sits in the baking sun. Various feral dogs roam around, barking. Poverty stricken children play.

INT. KRUGER'S SHACK - DAY

We see Kruger's hands using a CRKT tactical knife to RIP the boy's red sweater apart, he pulls change out of its pockets.

His shack is stuffed to the brim with a mixture of absurd Elysian weaponry, along with blades and swords and computer tech. Various women's high heels and clothing lie around.

Kruger's wrist vibrates. He pulls his sleeve back, "incoming encrypted NOTIFICATION."

"AGENT C M KRUGER immediate DISCHARGE from CCB. Please report to HQ for debrief - repeat IMMEDIATE DISCHARGE."

Kruger stands motionless.

A new text flashes: RETURN all weaponry to local EMBASSY.

Kruger punches the wall with immense power. Suddenly he grabs a throwing knife and hucks it out of the open door. We hear a dog yelp in dying pain. And then silence.

INT. PAROLE HEARING OFFICE - DAY

The office looks like the DMV. Throngs of plastic chairs line the large room. Up in front of the reformed criminals are:

Booths where PAROLE OFFICER ROBOTS sit. Like a cheaply built plastic robot version of a \$1 kids ride outside a grocery store, its mouth a simple speaker.

Tattoo-covered reformees sit and explain themselves to the plastic bureaucrats.

MAX sits holding his paper number. BEEEP.

OVERHEAD VOICE

Four hundred and thirty five.

Max walks to the cubicle booth. As he adjusts the chair and sits down, speakers in the booth begin playing.

CUBICLE SPEAKERS

Max Da Costa. 36 years old.
Incarcerated twice. 2.4 years, 3.5
years. Trafficking controlled
substances. Grand theft auto.
Vandalism.

MAX

Hi, hello, before we st--

ROBOT PAROLE OFFICER

Violation of penal code 221a today
onboard metro transit train c4
south.

MAX

Yes, I know, but if you would--

ROBOT PAROLE OFFICER

Immediate extension of parole
duration by a further eight months.

MAX

WHAT?! No no wait, this is a--

ROBOT PAROLE OFFICER

Police officers noted violent anti
social behavior. We regretfully
must extend parole.

Max clenches his jaw. We see his hands under the table flexing. The robot who has only been looking straight ahead adjusts its head to face Max for the first time.

ROBOT PAROLE OFFICER (CONT'D)

Elevation in heart rate detected.
Trace amounts of testosterone in
bloodstream. Would you like a pill?

A small container sponsored by PFIZER pops up from the desk.

MAX

No no, thank you. I just wanted to
explain that today was not my
fault. It was a--

ROBOT PAROLE OFFICER

Stop talking. Have you engaged in
the use or distribution of
controlled substances in the last
24 hours?

MAX

No. What? All of that is behind m--

ROBOT PAROLE OFFICER

Stop talking. Personality matrix
suggests a 78.3% chance of
regression to old behavior
patterns.

(MORE)

ROBOT PAROLE OFFICER (CONT'D)
Trafficking of and soliciting of
controlled substances. Theft. Would
you like to talk to a human?

MAX
(mocking in robot voice) No, I am
ok.

ROBOT PAROLE OFFICER
Change in speech pattern noted. Are
you being sarcastic and or abusive.

MAX
(still in robot voice) Negative.

ROBOT PAROLE OFFICER
It is a federal offence to abuse a
parole officer.

Max stands up aggressively and grabs his back pack.

MAX
Understood.

ROBOT PAROLE OFFICER
This meeting is adjourned. Next
meeting is in three days.

EXT. FAVELA OUTDOORS - DUSK

Max arrives home at the favela. RAP blares, GANGSTERS mill
about. YOUNG KIDS and single MOTHERS all over.

Max finally gets to his shack. JULIO, Max's lifelong friend,
drinks beers outside his place with some other sketchy
looking GUYS. Julio follows Max in and grabs a beer for him.

INT. MAX'S SHACK - NIGHT

Max opens his closet and starts putting his stuff down. Julio
hands him a beer and slumps onto the bed.

JULIO
What up man? How was the line?

Max takes a swig on the beer. Julio sees Max's lip.

JULIO (CONT'D)
Dude! What happened?

Max feels his lip. He shrugs.

MAX
The usual.

Julio leans forward and gets serious.

JULIO
Listen man...

Max anticipates what's coming and stops him.

MAX
Can we just skip to the part where
I say no?

JULIO
Hear me out first, okay? Please.

Julio takes a zip lock bag of weed out of his cargo pants.

JULIO (CONT'D)
I got a new connection, giving me
this shit for nothing, for dirt.
I'm selling it like crazy, man.
We're making good cash right now.

A beat. Max waits for the rest of the pitch.

MAX
I'm sorry, was that it? Was that
the whole pitch?

JULIO
Shut up--

MAX
No, I mean, did you rehearse that?

JULIO
Look homey, I don't want to be
selling this shit, I don't want
this life, just like you, but we
both want Elysium, right?

MAX
Yeah.

JULIO
So dude. Hello. You're like the
best hustler on the block, let me
hook you up, we go back doing it
old school, the two of us. I swear
to you, within a year we'll have
enough cash for IDs and a flight up
there.

Max lifts his pants leg to show Julio a parole anklet.

MAX

I think you might have forgotten this little guy. This fella means ten-to-twenty next time. Got it? Yeah I want to get up there, live in a big house, eat all I want. But I gotta save up, man.

JULIO

And how you gonna do that? Your big hip hop career?

Julio laughs. Max laughs with him.

MAX

Shut up. I would have been awesome, I had some sick rhymes.

JULIO

Ah, so it's not the rap career.

MAX

No bitch, I got a job. Unlike some people.

Julio shakes his head.

JULIO

Pussy.

MAX

Idiot.

JULIO

Put a.

MAX

Shut the fuck up, get out.

Max stands up to force Julio out.

JULIO

You wanna step out for some fun? We met some nice ladies on the beach.

MAX

Oh yeah, I'm sure, like the last ones you got, what was it again? Herpes.

JULIO

They can fix that shit on Elysium.

Max escorts Julio to the door as he speaks.

JULIO (CONT'D)
Seriously, these girls are really fine, they said they want to meet you, we all going to Raza's.

Julio takes the small zip locked bag of weed and dangles it in front of Max's face.

JULIO (CONT'D)
Sell me, sell me. Buy a ticket, leave this shit hole.

Max laughs.

MAX
Get out.

JULIO
I will wear you down, you used to be a LEGEND.

He pushes Julio out and shuts the door.

EXT. MAX'S SHACK - CONTINUOUS

JULIO
Now you make the po po!

Julio turns and leaves, meets up with the other guys.

JULIO (CONT'D)
No dice.

INT. HOSPITAL - LOCKER ROOM - DAY

Frey slides her RFID chip across a digital punch-card machine. It beeps. Work is over. Frey stands there for a moment. Another NURSE approaches her.

NURSE (O.S.)
Hey, you okay?

Frey turns, nods politely.

NURSE (CONT'D)
Well look, if you need anything sweetheart, just lemme know. We all wanna do what we can.

FREY
Thank you.

INT. HOSPITAL WARD - DAY

Frey arrives at a ward that reads CANCER. She walks through rows and rows of sickly children in creaking, rusted beds.

Frey goes into a private area with a curtain drawn. She finds a YOUNG GIRL laying in bed. 6 years old.

Frey checks the girl's vitals, charts. And then Frey just looks at her. And runs a hand through the girl's hair.

This sick kid is her daughter MATILDA. A beat. And...

A DOCTOR arrives.

DOCTOR

Hey. I was wondering if we could have a quick word.

INT. X-RAY LAB - DAY

The Doctor finds an empty room, and they go inside.

DOCTOR

Look, Frey, you know we've done everything we could for your daughter, right?

FREY

What do you mean COULD?

DOCTOR

I'm on your side, okay? But I had a meeting today with the board and they're recommending we send her home with you.

Frey's eyes well up. But she remains calm.

FREY

But...how can I work here and leave her at home? You know that she could...it could happen any minute.

DOCTOR

I know, I know. If she has a seizure, you can bring her back to the ward. But until then, she's discharged. We're not a rich facility, we need that room back.

Frey slowly shakes her head as though this isn't happening.

FREY

Can I just have till the end of the week? There are more supplies I have to get, please. Please.

DOCTOR

Alright.

FREY

Thank you. Thank you, Dr. Faizel.

The doctor turns and leaves. Frey leans back against the wall. She puts her hands to her face.

EXT. LOS ANGELES FAVELA - MORNING

Morning light. The sound of dogs and chickens once more.

INT. MAX'S SHACK - MORNING

Max sits up as his alarm goes off. He splashes his face with water, looks into the mirror.

INT. BIOSPHERE FACTORY - MORNING

Max walks along with many other slum dog FACTORY WORKERS. They put on their MASKS and pass into the airlock.

INT. BIOSPHERE FACTORY - DAY

Max lifts yet another batch of HEADS onto the dolly. He wheels them into the kiln, unloads them. He goes out, gets one more, puts it in. He hits the button. The door shuts and then JAMS. He looks inside: one of the pallets is skew.

He hits the CANCEL button, but it doesn't open the door.

He looks around for help. He walks to the guy next to him.

MAX

Hey man, can I bug you for a second?

WORKER

What? They gonna dock our pay.

MAX

Yeah, it's just, the door is jammed. Have you seen that before?

He follows Max to his kiln, looks through the half open door.

WORKER

Huh, shit that's weird. I think it's that skew one there, see that?

MAX
Yeah, but I can't reset it to open.

WORKER
Well just squeeze through.

MAX
What? Fuck that.

WORKER
Yeah, it's fine, fuck it, I have to get back.

The worker goes back over to his assembly line.

Max looks around nervously. The Foreman at the far end of the factory motions for Max to get back to work.

Max points at the broken door, but the Foreman doesn't care. Max looks back at the door, sees the skew palette.

MAX
Why the hell didn't I take the
Burger King job?

Max takes a breath, and tries to squeeze through the gap. He pops his body through and is inside the kiln. He goes over to the heavy palette and starts to straighten it.

BEEEEEEP. The door suddenly snags free and....SHUTS.

Max rushes to the door. He bangs hysterically on the glass.

The KILN fires up, we see WAVES OF HEAT DISTORTION as the RADIATION engulfs us. Max screams and collapses to the floor.

An emergency alarm sounds. Computer monitors read "ORGANIC TISSUE DETECTED K 34." The factory shuts down.

UP ABOVE: CEO Carlyle walks back to his window, he sees workers run to Max's kiln. A large overhead siren wails. On the window, we see holographic projections of BIOSPHERE stock prices falling with each second of non-production.

Max struggles to stay conscious. We see the Foreman rush to the door, other workers using CROWBARS to wrench it open.

They force it open and allow a small BOMB DISPOSAL-STYLE ROBOT to enter. It wheels itself up to Max and scans him. It grabs Max with its robotic pincer and starts to drag him out.

Max lies on the floor unconscious as he is dragged.
CLOSE UP: Max's face.

FLASHBACK:

EXT. ORPHANAGE - DAY

YOUNG MAX sits outside on a dilapidated merry go round in the dirty, sunny orphanage playground. He has his head in his lap. His eight year old knuckles are bloody.

The NUN we saw earlier walks out into the empty playground. She calmly sits down next to him. He lifts his head and looks over at her, he has a bloody nose.

MAX

It wasn't my fault, sister.

NUN

Yes I know. I know, Max.

Max slumps his chin onto his knee, squinting in the sunlight. We see ELYSIUM through his POV.

MAX

I just want to go there.

The nun looks at the broken boy for a beat. She delicately reaches around her neck and unclips a gold chain. At the end of it is a small spherical pendant. She points up at Elysium.

NUN

You see how beautiful it looks to us from here?

The torus looks stunning, glinting in sunlight.

MAX

Yeah.

NUN

Well, look how beautiful we look from there.

She opens the locket and it reveals a photo of EARTH from space. The blue marble. Equally stunning.

NUN (CONT'D)

You keep this. This is yours now.
To never forget about where you
come from, little Max.

She puts it into his hand. He closes his fingers.

INT. FACTORY MED BAY - DAY

MAX POV: a blurred figure overhead. The image comes into focus. It is the small optical array "head" of the HAZMAT ROBOT. It runs a scan of him. A laser skims over Max.

MAX

What.....what....happened?

He looks over to see he's in a gross little med bay. He sees a porthole embedded in a thick blast-proof door. The Foreman looks through it at Max.

EXT. FACTORY MED BAY - CONTINUOUS

Carlyle walks with purpose. Two heavily armed 24/7 security droids walk with him. As Carlyle approaches the Foreman, he takes out a Prada handkerchief, so repulsed by the setting.

CARLYLE

What the hell is going on? Why has production stopped?

FOREMAN

Sir, an accident in one of the thermoplast kilns, he's been exposed. (nodding at med bay)

CARLYLE

Don't breathe on me, cover your mouth.

FOREMAN

Sorry sir.

CARLYLE

Are you telling me that our assembly lines are down because some worker got irradiated? Is that what you're telling me?

The Foreman averts his gaze, turns to some SUPERVISORS. He gives them a sign to start up. We hear machines rev to life.

FOREMAN

Sorry, sir.

Carlyle moves to the glass porthole and looks in at Max. Max looks back. Their eyes lock.

CARLYLE

I assume he signed the usual waivers. Does his skin fall off or something?

(MORE)

CARLYLE (CONT'D)
I don't want to replace that
bedding in there, just get him out,
get him out of there.

Carlyle turns and leaves.

INT. FACTORY MED BAY - CONTINUOUS

HAZMAT ROBOT
You have endured a level four
radioactive exposure.

Max is frozen as he hears the news.

HAZMAT ROBOT (CONT'D)
Your white blood cell count will
diminish rapidly, followed by
multiple organ failure. Finally
cardiac arrest, resulting
approximately twenty days from
exposure.

Max's hand grips the bed linen and crushes it.

HAZMAT ROBOT (CONT'D)
For legal reasons we ask you use
the secondary exit from the factory
to avoid contamination of staff.

The robot drops a bottle of pills on Max.

HAZMAT ROBOT (CONT'D)
MIPOROL will abate symptoms.
Thank you.

The robot wheels itself out of the room. Max lies alone in
the tin bed. He looks over at the porthole. The Foreman
leaves the window. Max watches as he disappears.

Max lies back and slowly looks up at the roof. He tries to
control his breathing. He grits his teeth. Bites down hard.

EXT. BIOSPHERE FACTORY - DAY

Max hobbles out of a steel door into the LOS ANGELES
sunlight. His face is white and sick. His eyes black.

A wall of bulletproof plexiglass runs the length of the exit.
A thick yellow line shows the side WORKERS must stay on. Max
slowly puts one foot in front of the next, struggling.

Carlyle comes out of the factory on the other side of the
glass escorted by his security droids. A magnificent ELYSIAN
shuttle, like a Rolls Royce, sits waiting for him.

Max sways with nausea, he loses his footing, steps over the line, supports himself on the glass. INSTANTLY, sentry GUNS aim at him, getting too close to Carlyle.

SECURITY SPEAKERS

You have stepped into a restricted area. Please step back into the approved area.

Saliva drips from Max's mouth as he looks up at the guns and over at Carlyle, staring through the glass.

Carlyle is about to climb into his shuttle. He looks over at Max. Then he covers his face with his handkerchief, and climbs into the SHUTTLE. Max steps away from the plexiglass, as the turbines spool up. The guns return to neutral.

INT. TRAIN - DAY

Max sits in one of the chairs. He is awkwardly slumped. His face a sallow pale white. A thick glaze of sweat coats his features. His black bagged eyes look out over the city.

EXT. FAVELA - DUSK

Max hobbles very slowly up the stairs into the favela. The little CHILDREN circle him, curious about what his ailment is. Max is too weak to disperse them.

EXT. MAX'S SHACK - CONTINUOUS

Max is able to see his shack. Julio and the others are crowded around the area. Julio looks over at Max.

Max hangs onto the wall to stay upright. Julio runs to his friend. Max collapses and falls to the dirty favela floor.

JULIO

My god man, what happened? MAX!

INT. MAX'S SHACK - NIGHT

Julio has Max draped over his shoulder, other gangsters push the door open as Julio brings him inside and slumps him down on his bed. The others follow. Lots of noise and commotion.

Max looks over at the gangsters, weakly.

MAX

Get out, get the fuck out.

The gangsters all leave. Except Julio who sits on his bed.

MAX (CONT'D)

Go.

JULIO

No. No man.

Max looks over at his backpack, tries to reach it, his hands tremble. Julio leans and grabs it for him.

MAX

Water.

Julio runs out. Max slowly pulls the MIPOROL out of the bag, Julio comes back with a coke bottle filled with water.

JULIO

What's going on, Max?

Max ignores him and swallows the pills, sipping the water.

MAX

Can they really cure anything up there?

JULIO

Yeah, man...they fix it all.

MAX

I need to get up there. Now.

JULIO

Do you have any cash?

Max shakes his head.

JULIO (CONT'D)

Listen, you can have everything I have, but a ticket from Spider is like 90, I don't even have half that yet, I been saving. Any other coyote will probably be double.

MAX

I don't want your money. I just need to see Spider.

EXT. SPIDER'S LAIR - NIGHT

In the baddest area of the LA favelas, we find Spider's lair. Thumping reggaeton spills out into the night air. Max and Julio push their way through the busy sidewalk to the lair.

INT. SPIDER'S LAIR

A fat BOUNCER sits in front of a dented steel door. GANGSTERS lounge with GIRLS in skimpy clothing, maybe prostitutes. Max and Julio approach the bouncer.

JULIO

We need to talk to Spider.

The bouncer ignores Julio, keeps chewing on his toothpick.

MAX

Heey...

Max's voice is breaking from the sickness.

MAX (CONT'D)

Hey, asshole. We need to get in.

The bouncer carelessly motions to another THUG who sits on a plastic produce box, with an AK47 slung across his chest. He gets up and uses a metal detector on Max and his chum.

THUG

Clean.

The bouncer waves his fat arm without looking at them. The thug pushes the steel door open and Max enters.

Max and Julio walk into the lair. The halls are bustling with people. Max and Julio walk past hookers and dealers.

Max knows where he is going, he's clearly been here before. They finally reach a door leading to a large room, and enter--

INT. SPIDER'S LAIR MISSION CONTROL - NIGHT

The mission control is where the illegal shuttles are launched from. The room is a strange combination of wall-sized plasmas and a favela. Litter and exposed brick next to super computers and monitors displaying flight routes.

TEN TECHIE GANGSTERS are working on computers.

It is the opposite of the clean, pristine CCB CONTROL ROOM.

We see a MAN orchestrating the scene, he sits in a chair. He leans back throwing a football up toward the roof and catching it. This is SPIDER. A walking stick lies next to his chair. One of his legs is paralysed. Despite his disability, he is muscular, powerful, almost regal in his shabby throne.

As the ball lands in his hands, he looks over at Max.

SPIDER
You look like shit.

Julio helps Max into the room. He collapses into an empty chair, knocking over some cans and bottles and a keyboard.

SPIDER (CONT'D)
Goddamn, watch yourself.

Spider leans closer to Max, looking at him.

SPIDER (CONT'D)
What the hell's wrong with you?

MAX
I'm sick, I....I'm dying.

SPIDER
Interesting.

MAX
I need to get up there. I can pay you back when I'm cured, when I'm better. Then I can do whatever you want. But I need to get up there.

Spider leans back in his chair. He starts laughing. Some of the other techie gangsters start laughing with him.

SPIDER
Oh man, that is priceless. You think you just waltz in here and demand a ticket, and I'm going to give it to you like I'm some kind of magic genie that grants wishes or some shit? Maybe I can lend you my flying rug too.

He laughs. Max gets really close to Spider's face.

MAX
How many jobs did I do for you? How many? I'm asking for help here, I need help Spider, please.

SPIDER
Do you have any idea how many idiots come in here saying this same bullshit? Do you think I'd be able to put food in my children's mouths if I ran a fucking charity? The fuel alone is more than 85% of what I charge. And forging an identity for you?

(MORE)

SPIDER (CONT'D)
That's two programmers for six days
straight. Who's gonna pay for that?
SERIOUSLY get the fuck out.

Spider turns back to the tech guys.

JULIO
I told you. Let's go.

Julio starts helping Max up. They are moving toward the door. Spider returns to throwing his ball up in the air and catching it. But suddenly he stops.

SPIDER
Wait... You said it's terminal?
This disease thing?

MAX
Yes.

Spider tosses the ball in the air, catches it as he thinks.

SPIDER
You willing to take a chance then?
There's something I always wanted
to do, but no one had the balls to
do it.

Spider grabs his walking stick and hobbles over to them.

JULIO
I don't like the sound of this.

MAX
What is it?

INT. SPIDER'S LAIR ARMORY

Spider leads them inside. Serious guns and ammo lie all over the place. Spider goes over to a pile of tech and starts rummaging for something. He finally pulls out a small device:

SPIDER
Here we go.

The size of a matchbox, it has a tethered tail of wire caked in old blood. He puts it on the table in front of them.

SPIDER (CONT'D)
That my friend, is your ticket up
there. One last job for me, earn
your way up.

MAX

What is it?

Spider leans back against the wall, getting more comfortable.

SPIDER

Take an Elysian asshole, a billionaire, he's down on earth doing some business, whatever. We hijack him OK?

MAX

Fuck that.

SPIDER

Relax. It gets much worse. Forget his watch, forget his ride, forget all that shit. (he taps his brow) This is what you take. Organic information right out of his head. Bank codes, passwords, log in data. Access to billions. We got a few hours before they figure it out and switch the codes, you've extracted enough to fund your own army.

Max shakes his head, points to the data-port.

MAX

You know what the failure rate is with those?

SPIDER

Yeah. It's why all these pussies always bail on me.

MAX

We couldn't even get into a hospital to install it.

SPIDER

No no, HOSPITAL? What the fuck? My guys are very skilled. You don't have to worry.

JULIO

Your GUYS? Are you kidding?

SPIDER

Hey. These boys can hot wire a car in under ten seconds.

JULIO
So that means they can perform
brain surgery?!

Spider looks at Max.

SPIDER
C'mon, you know it's your only
option. You do this for me, I
guarantee you a clean ID and a
ticket up there. All you have to do
is walk into a house and use the
med bay. Bingo, you're cured.

MAX
You swear?

SPIDER
On my children's life. Once we
verify the data, I'll give you a
one way ride, all expenses paid.
I'll even throw in snacks and a
drink.

Spider smiles, continues--

SPIDER (CONT'D)
Sandro will do the surgery, he's
good, we do it right here. But
actually...

He rummages through more tech for something. He finds it:

A HULC SUIT. A metal exoskeleton that fits to human limbs. It
looks like a clump of STEEL, a dirt-bike chassis with joints.

SPIDER (CONT'D)
You seem all weak and fucked up, so
I'd have them install this too,
you're already under the knife
right? Ensure mission success.

He slaps the HULC suit.

SPIDER (CONT'D)
Shit is hardcore. Last guy blinged
it up a little, but it runs real
good.

The HULC on second inspection has been "lowridered." Chrome
and sparkle green paint with gang artwork. Max considers.

MAX

I pick the team, I don't want your attack dogs turning on me when things go bad, and small numbers, just four of us.

SPIDER

Nah, I'm sending my own data wrangler, I don't want to fuck this up, brain to brain data is real tough. Small numbers, yeah sure. I'll give you Manuel, BALLS OF STEEL. You want him around. So that's two plus you.

MAX

Do you know who the mark is?

SPIDER

I got some ideas, some rich business guys.

MAX

No. I know who it is. I know exactly who it is.

SPIDER

Oh yeah? Who you thinking?

MAX

John Carlyle.

Spider starts laughing. Julio looks down shaking his head.

SPIDER

The CEO of Biosphere, CARLYLE? That's better than any shit I woulda came up with. Fucking guy BUILT Elysium, built their operating system, built the police droids. You aim high son. Good job.

MAX

Yeah. He's gonna pay.

SPIDER

Okay, you can shoot this motherfucker, stab him, do whatever you want, just don't damage his head. Then you plug into his brain, Sandro copies the data to you, and bingo. You're sipping margaritas on Elysium by sunset.

Spider starts to move, but--

MAX
I want another ticket.

Max points at Julio. Spider slows.

SPIDER
And if I say no?

MAX
Good luck finding somebody else.

Spider looks at Max, knows it's non-negotiable.

SPIDER
Alright. Two tickets up there.
Thirty minutes, downstairs.

Spider leaves the room.

JULIO
You can't seriously be considering
this.

MAX
You know a faster way to get up
there?

Julio has no answer. Max gets close to him.

MAX (CONT'D)
This is it, man. This is our ticket.

EXT. SPIDER'S LAIR - NIGHT

Gangsters mill about. Laughing. Smoking spliffs. A bevy of young favalitas flirting with them. We see a wiry gangster MANUEL among them. The fat guard sits with his AK47.

FREY approaches the lair. She wears a hoodie over her nurse's uniform. She pulls out a crumpled piece of paper with an address. She looks up at the lair and triple checks the address. She watches the seedy patrons of Spider's world.

She reaches into her pocket and pulls out a wad of cash. It's clasped together with a rubber band. She looks down at it.

And then puts it back in her hoodie. One of the tatted thugs suddenly spots her. He is swigging from a tequila bottle.

THUG
Hey, hey Baby.

Frey turns away.

THUG (CONT'D)
I ain't seen you around. Hey where
you going? Come back here.

He starts walking after her. He grabs her arm.

THUG (CONT'D)
I SAID....where you going?

She tries to tug her arm loose.

FREY
Please. Just let go.

THUG
C'mon, don't be like that. I can be
real friendly.

Manuel sees what's happening.

MANUEL
Hey! Marco, let her go.

Frey rips her arm free and briskly walks away. The thug
laughs and holds up his tequila.

THUG
What? I just wanted to talk.

As Frey turns, she sees a silhouette in one of the windows of
the lair. It's MAX. Their eyes meet. She's not surprised to
see him in this criminal world.

She lowers her head, and walks away. He watches her go in her
uniform, the one clean thing in this dark, dirty world.

INT. ELYSIUM - RHODES HOUSE - DAY

RHODES enters her house. A ridiculous palatial mansion. She
puts her keys down on the marble center island. She tosses
her jacket over a chair as she walks out to--

EXT. RHODES HOUSE - DAY

Rhodes walks by the marble and granite infinity pool. Her two
little DAUGHTERS sit on the grass playing with dolls.

GIRL 1
Hi mommy!

RHODES
Hey sweetie.

GIRL 2
How was your day?

RHODES
It was...difficult, sweetheart.

GIRL 2
Do you want to play?

RHODES
In a minute. Mommy's got to make a
call first.

She sits down at a patio. Her daughters go back to playing on the grass in front of her. She dials into her wrist device.

RHODES (CONT'D)
I hope I'm not intruding. But we
need to talk.

INT. BIOSPHERE FACTORY - CEO OFFICE - DAY

Carlyle stands in his office. Rhodes is visible, an image projected in front of him.

CARLYLE
No intrusion. Go ahead.

RHODES
I've had a bit of a setback.

CARLYLE
What? What happened?

RHODES
I have lost certain executive
abilities. If we are going to pull
this off, we need to do it soon.
Extremely soon.

Carlyle looks over at a computer server array.

CARLYLE
What do you think I've been doing
down here? You think I enjoy
spending time on Earth? I'm going
as fast as I can, believe me, but
if you want to control an entire
mainframe, you need to get it
right. Now, when's the soonest you
can get down here so I can hook
your biometrics into the program?

RHODES

I'm afraid that's not going to be possible. There's no time.

CARLYLE

Well I don't feel comfortable moving this data if it's not wired to you. That's a blank cheque, it's too risky.

RHODES

Unfortunately, that's how it's got to be. I need you here in 12 hours.

Carlyle tightens.

CARLYLE

I'm sorry, Secretary, was that an order?

Rhodes bites down, trying to stay calm, respectful.

RHODES

Look, you designed the original, you're the genius, I have full confidence you can figure it out.

CARLYLE

Well that's very assuring, but it took me decades to make that program, DECADES, it was built to be impenetrable. This has to supercede that. We're not dealing with the grays of politics here, it's numbers, codes, variables--

RHODES

All of which is meaningless if I can't upload it. So, please, sir, just get it done.

Rhodes clicks off her headset and watches her girls playing on the lawn. So peaceful, so happy. They smile toward her.

Her gorgeous HUSBAND comes out of the house. He hands her a drink and starts massaging her neck and shoulders.

HUSBAND

You seem tense.

She shrugs his hands away.

RHODES

I am tense.

Rhodes rises and joins the girls. They play on the grass together, a beautiful happy family. Off this tableau...

INT. SPIDER'S LAIR - NIGHT

Julio and Max walk through dark, dirty halls following Spider to a staircase descending deeper into the lair.

INT. SPIDER'S LAIR SURGERY - NIGHT

The basement level room looks like a veterinary clinic, covered in graffiti. In the center is a makeshift surgery bed and several stainless steel tables of old medical equipment.

Around the table are three GANGSTERS wearing green medical aprons over baggy pants. One of them pulls his mask down to speak. His face is tattooed. He is smoking a joint. He takes it out, looks at Max.

SANDRO
Is this the guy?

SPIDER
This is him.

The other gangsters laugh. Sandro takes a drag.

SANDRO
Shit, we gonna cut you up real good.

SPIDER
Play nice, Sandro, play nice. And let's get him an ID first.

Sandro yells back at the guys.

SANDRO
Ok man, let's get the chief one of them identification codes!

One of the "surgeons" hands Sandro a device that looks like a nail gun. The end has a laser lens.

SANDRO (CONT'D)
Wrist up, bitch.

Max extends his wrist. Sandro places the device over it. He clicks the trigger, the tip of the device burns the ID into Max. There is a slight amount of smoke. Max grits his teeth.

SANDRO (CONT'D)
Have to burn it right in there, merge it with the DNA.
(MORE)

SANDRO (CONT'D)

There you go, chief. Now you fit right in. Like you were born there.

Max looks down at the barcode.

SANDRO (CONT'D)

And now for the real fun.

Sandro holds the small data port in his latex gloved hand. He taunts Max with it. Max doesn't respond. He just starts taking off his shirt. Slow, steel. Resolved.

MONTAGE - MAX is naked in a tiled room as they hose him down. His hair is shaved. They draw incision lines on his bald head. We see computer monitors of vitals and internal images.

SANDRO (CONT'D)

Move it over to vivisection.

MAX lies on a surgical table. Sandro stands over him. The other gangsters are getting ready. We see carts wheeled in, full of the most godawful looking saws and instruments.

MAX

When this thing is installed, will it hurt?

The gangsters laugh.

SANDRO

Yeah bitch, it's gonna hurt.

A gangster grabs Max's hand and shoves a needle in between his fingers. Max winces in pain, but doesn't make a sound.

SANDRO (CONT'D)

Yo, Pablo, d'you got the bone saw down here?

PABLO

Nah, it's upstairs man.

SANDRO screams up the stairs.

SANDRO

Yo! Marianna, hey, get the bonesaw.

We hear mumbling coming from up the stairs.

SANDRO (CONT'D)

Huh?!...what!? I can't hear shit, just get the bone saw bitch.

Spider grabs his walking stick, he turns to go.

SPIDER
Alright, this is where I leave.

Max slowly exhales. A tear runs down his cheek as he watches Spider go. Julio sits in the corner watching his friend.

PABLO
Don't cry homeboy. We gonna make
you a fucking favela NINJA.

GANGSTER
You gonna be a cold blooded killa.

Sandro looks over at Julio.

SANDRO
You should take a walk now.

JULIO
No, I'll stick around thanks.

He looks at Max who looks back. Max smiles. He gives the thumbs up. Julio nervously smiles back.

POV - we see JULIO'S silhouette become blurred and fade...

TO BLACK.

SANDRO
Ok...he's out...bring in the ENDO.

A large robotic bone-saw comes down and saws off the top of Max's skull like a cap. We look down on Max's face, his eyes closed. Specks of blood on his chin and neck.

PABLO
Alright...full cerebral scan...in
2...1...

The image fades out....

EXT. FAVELA - FLASHBACK

A filthy YOUNG MAX sits on the steps of a shack. YOUNG JULIO is with him, joking and laughing.

An OLDER TOUGHER BOY comes down the stairs with a few other young gang members. Max stops laughing. The older boy slaps him across the face.

OLDER BOY
You think this is a joke?

Max rubs his cheek.

MAX

No.

OLDER BOY

Good. (takes out butterfly knife)
because you (taps him on the nose
with the knife) need to act serious
if you wanna be in our gang.

The other older kids laugh.

OLDER BOY (CONT'D)

Now, I want you to go into her room
and steal something.

He points up to a shack high on the hill. A YOUNG GIRL leaves
carrying laundry.

OLDER BOY (CONT'D)

Make sure it's something that makes
me believe it's hers.

Max looks embarrassed. He leaves holding his head down.

He sneaks up the street. As he gets closer to the house, he
starts stalking, making sure the girl doesn't see him. He
hides himself behind a wall, and sneaks into--

INT. SHACK - DAY

Max creeps into the girl's room. He starts looking through
her stuff. She has very little. He opens a drawer in the
dresser, a small worn woman's WATCH sits alone.

He steals it. He turns to leave but...the GIRL stands at the
door holding the laundry basket looking at him.

YOUNG GIRL

Please Max. Please. Give it back.

Max runs for it and knocks her over as he races away. As he
disappears into the hazy favela, we return to....

EXT. SPIDER'S LAIR - DAWN

Dogs bark, sirens on the horizon. The dawn air looks crisp.

INT. SPIDER'S LAIR

A small window lets the morning light in. Max is lying on a
gurney. His head is bandaged. He slowly painfully sits up.

The HULC suit servos whine as he moves. He feels the
aluminium cladding over his body. IV cables dangling.

He looks out the window, sees kids playing with a tattered soccer ball. Feral dogs. He looks up into the morning sky to ELYSIUM floating peacefully.

He slowly raises his hands to his bandaged head, he starts pulling the bandages away. Julio enters the room.

JULIO

Whoa whoa, don't do that, hang on.

Julio turns to yell up the stairs.

JULIO (CONT'D)

Hey HEY! He's up.

Julio walks over to Max, looks at him.

JULIO (CONT'D)

You OK man?

Max shrugs.

JULIO (CONT'D)

Does it hurt?

Max slowly nods.

JUMP CUT: a dirty GHETTO CHICK hands Max a glass of water and a handful of pills.

GIRL.

They said you gotta take em all.

JUMP CUT: Sandro checks Max's eyes with a doctor's penlight.

Spider enters the room. Max is looking at the joints where the HULC is bolted through his flesh into the bone.

MAX

What is this...?

Spider looks at him, smiles.

SPIDER

Your way out.

EXT. FAVELA - MORNING

Julio stands in the morning light. A cigarette dangles from his lips as he caresses the fresh ID on his wrist.

Manuel and Sandro lean up against their crime vehicles. They all watch Max come slowly toward them.

MANUEL

What's up, partner?

He goes in for a gangsta style shake, Max reciprocates.

MANUEL (CONT'D)

I'm your wingman today. How's that suit working out for you? I always wanted one. Surgery scares me too much. But fuck me. That is tight.

MAX

Where are the guns?

Manuel takes a final drag, flicks the cigarette and pulls out his heavy duffel bag. He slams it down on the hood of the car, unzips it and pulls out an old AK47. Hands it to Max.

MAX (CONT'D)

What is this? Family heirloom?

MANUEL

No no, wait for it.

Manuel leans into the bag and pulls out a few magazines. He pops some of the rounds out into his hand. They don't look like normal bullets at all, more like miniature tank rounds.

MANUEL (CONT'D)

Air bursting ammunition.

He takes the gun from Max and hands him the bullets. He lifts the AK and shows Max a crazy Russian attachment at the end.

MANUEL (CONT'D)

Designate your enemy (click button)
and any round you fire will explode
around them, five meter kill
radius, that shit will fuck you UP.

Max takes the gun and practices hitting the button.

MAX

Hmm. Yeah, this'll do.

Max climbs into the GTR and Julio hops in the driver's seat. Manuel hops into the pickup while Sandro fires up the engine.

EXT. BIOSPHERE FACTORY - DAY

The huge factory pollutes the LA sky.

INT. BIOSPHERE FACTORY - CEO OFFICE - DAY

Carlyle types fast on his keyboard. His screen flickers:
SEQUENCE COMPLETE.

INT. CCB HQ CONTROL ROOM

Rhodes sits at her terminal in the huge CCB control room. Her wrist vibrates. She casually pulls her sleeve back revealing a Patek Philippe wrist iPod device. It reads:

COMPLETED....ON MY WAY.

INT. BIOSPHERE FACTORY - CARLYLE'S OFFICE

Carlyle sits down at the large server array. He opens a small USB style socket in the computer. He plugs a wire into the socket, he then feels around next to his ear. The same SOCKET exists in his head. A wetware interface. He plugs it in.

A small blue LED lights up next to his ear.

MONITOR: SYNCING..... please stand by.

He transfers the data to his head. The exabytes COUNTING as it transfers. Once complete, he burns the original.

INT. GTR - CONTINUOUS

Julio is sweating, focusing on the road. Max grabs a walkie.

MAX (INTO WALKIE)
You read me?

INT. PICK UP TRUCK - CONTINUOUS

Manuel picks up his walkie. He is wearing what looks like a fighter jet HELMET, with a bulletproof face-plate.

MANUEL
I got you.

INT. GTR - CONTINUOUS

MAX
Here's the deal, Spider's guys scrambled the shuttle, so Carlyle's gonna have to drive out to the launchpad. You get ahead of his ride. Then when the time's right, we box him in. Pin him down. Any questions?

None. Max puts down his walkie. He sees Julio sweating.

MAX (CONT'D)

Relax. You'll be fine. This is gonna work.

JULIO

Relax? Shit, you're not nervous at all?

MAX

No.

JULIO

Well I fucking am, ok? I haven't done this shit in years.

MAX slowly extends his newly augmented arm. The hydraulic pistons hiss and whir, hinting at the immense power. He drops his hand down into his lap. Looking at it.

MAX

Actually, maybe I am.

Julio looks at him, smiles.

JULIO

Yeah, see you've had this stone cold thing going on since last night.

MAX

Yeah. I'm actually shitting myself.

Julio laughs. Max smiles at his friend. For a moment, they are like kids again. They slap hands.

INT. CARLYLE'S OFFICE - DAY

A heavily armed SECURITY DROID comes to the door.

SECURITY DROID

Sir, we are having technical problems with your shuttle. We need to drive to the central launch pad. Security is standing by.

Carlyle stands up, grabs his jacket. As they head out, another scary SECURITY DROID falls into step with them.

EXT. BIOSPHERE FACTORY

Carlyle's LIMO pulls out of the dirty factory. The car is a cross between an IRAQ anti-IED vehicle and a Rolls Royce. On the roof sits an automated 50 cal machine gun.

INT. CARLYLE LIMO

Carlyle looks out of the bulletproof glass. His judging eyes watching the decrepit world of LA passing him by while stock prices and commercials play on holographic screens. He sees:

Burrito stands and beggars. Filthy children and feral dogs.

The LIMO slows at a stop. A donkey-drawn cart wheels by in front. Carlyle looks over to see a child at the glass window. Hand outstretched. Carlyle turns away. The LIMO accelerates.

More kids, poverty, pollution pass. Then SUDDENLY--

SCREEEEECH. SNAKE's pickup truck SLAMS its brakes up ahead. CRAAASHHH! The LIMO dives into the back of the truck.

The GTR comes up behind the LIMO.

Julio accelerates and SMASHES into the LIMO wedging the GTR against the back bumper of the limo, which is now sandwiched between the two cars, stopped in the middle of the road.

INT. ROLLS - CONTINUOUS

The Security Droids grab their guns.

SECURITY DROID
Stay down, sir.

The Security Droid driving tries to reverse out, but the wheels spin against the front of the GTR. Carlyle looks out of his window at the horrendous human hijackers.

CARLYLE
Kill them!

SECURITY DROID
Activating remote gun station.

We see the 50 cal roof GUN spin toward the GTR.

INT. GTR

Max pulls out his handgun and kicks his door open.

MAX
Here we GO.

Max opens fire on the limo. His bullets ping pathetically off the composite materials. The sentry gun spins and faces Max.

SECURITY DROID
Targeting...

The gun opens fire at Max, TEARING UP the hood and windshield of the GTR. Max dives away.

Manuel hops out of the pickup holding a SLEDGE HAMMER. He hops onto the hood of the LIMO and wields the hammer behind his head. He takes a MASSIVE swing, BANGGGG!

He smashes the gun off its turret, it sparks and blasts to pieces.

He looks through the bulletproof glass at Carlyle's terrified face. Manuel smiles and taps the glass with the hammer.

INT. CCB HQ CONTROL ROOM

The giant wall-screen suddenly flashes "CITIZEN UNDER THREAT." Rhodes whips her head over to the wall screen.

CCB AGENT

Ma'am, we have an Elysian citizen on Earth under threat. Data coming up now, it's a... J CARLYLE.

All the agents slow, recognizing the name.

CCB AGENT 3

My god.

Extreme close-up of RHODES. Beads of sweat on her forehead.

RHODES

Bring it up, please.

The screen pops to a satellite feed of the heist.

CCB AGENT 4

Recovery task force has been scrambled, ma'am. En route now.

INT. CCB ARMORY

We see MILITARY DROIDS grabbing guns. Jump cut to them hopping on board a shuttle. The shuttle SHOOTS toward earth.

INT. CCB HQ CONTROL ROOM

Rhodes gets up from her desk and walks out of the control room. The agents watch her go. Confused.

INT. CCB HQ

Rhodes walks through corridors, through airlocks. Nervously looking around, she swipes into--

INT. CCB ARMORY

Rhodes walks into the room full of weaponry and lockers. She grabs a headset, and dials fast on a wrist computer.

EXT. LANDFILL LOS ANGELES - DAY

Kruger stands on a landfill in LA. He presses the receive call on his wrist computer.

RHODES

I've got a situation here.

INT. GTR - CONTINUOUS

Max dives back behind the GTR holstering his handgun and getting the ferocious AK ready.

Suddenly, the DROID side door of the limo opens. The first droid moves out like a combat veteran, firing at Manuel.

It targets his face in a millisecond. BANG BANG. Two shots CRACK his face visor, in what would have been a killshot.

Manuel drops violently, looking out through his cracked face plate. He returns fire in a panicked spray. The bullets ping off the droid's metal shell.

In one motion, the droid leaps behind the limo, unclips a GRENADE and tosses it at Manuel.

MANUEL

YOU GOTTA BE SHITTING ME.

He dives as the grenade goes off, sending him flying back.

Max dodges the shrapnel. The droid turns and fires from behind the limo. Max turns the proximity fuze device on.

MAX

Let's see how you do against this.

Max targets and fires a burst in the direction of the droid.

ULTRA SLOW MO: the droid lifts his gun to fire back, but the small bullets come spiraling in, each of them detonating into miniature airborne claymores. A magnificent shower of gold shrapnel, as the droid is torn to smithereens.

Sandro ducks behind the PICKUP, he has the laptop connected to his chest armor, booting up. He gives a go sign.

Max gets up and runs toward the ravaged limo. Julio runs around the back of the pickup, breathing heavy.

Manuel rises, goes for the pickup truck. Max looks over at Sandro who is holding a LASER DEVICE.

MAX (CONT'D)
Go go go! Cut it open!

Sandro jumps out with the LASER. Manuel covers him. Sandro lifts the beast of a LASER and aims at Carlyle's door. A bright red circular target is projected onto the door.

MAX (CONT'D)
HIT IT.

Sandro presses the trigger. FIIZZZ. The entire door area is MELTED free in a millisecond, the shape of laser cutting across door and body alike. The huge steel plates clang onto the road, smoking, leaving Carlyle exposed, drenched in sun.

Suddenly the opposite side door opens and the second SECURITY DROID hops out with amazing speed. BRRRR, he fires a burst straight toward Manuel. Manuel dives behind the pickup.

He flips the VISOR down on his helmet. It syncs with the camera on his gun. The droid keeps firing at Manuel, but--

Manuel sticks the barrel of his gun AROUND the pickup. He sees the droid in his visor, and he unloads on it, shredding its mechanical legs. As it goes down, it lunges at SANDRO, hurling its legless torso at him, grabbing the LASER DEVICE.

They wrestle with it violently, suddenly it goes off aimed at the pick-up truck. The beam SLICES the truck in half FLIPPING one half with glowing red edges over, almost onto Manuel.

Manuel fires wildly at the droid, chewing the entire area to shreds. Bullets fly dangerously close to everyone.

MAX (CONT'D)
Don't hit the mark!

Manuel holds his finger down, the 1000 round mag shredding the street, pinging the limo. Hitting Carlyle in the chest.

MAX (CONT'D)
NO!!!!

Max aims and pulls the trigger, click, gun jam.

MAX (CONT'D)
Fuck!

Max tosses the jammed gun and leaps up toward the droid. The enhanced power of the suit thrusting him through the air.

MAX (CONT'D)
JESUUUUSSSS!

He comes FLYING across and body-checks the droid, ripping it away from Sandro, tearing the laser out of its grip.

Max and the droid smash up against the limo and struggle with one another, thousands of pounds of pressurised hydraulic pistons wrestling, suit vs droid.

Max slams the droid up against the limo, using all of his new synthetic might, he tears the head of the droid off its shoulders. Oil and lubricant spray everywhere. He tosses the upper metal carcass into the weeds.

Carlyle lies slumped in his seat, gasping for air.

INT. CCB ARMORY

Rhodes briefs Kruger via headset.

RHODES
There's a package of utmost secrecy being transported in the city right now. Problem is some thieves are trying to hijack it.

KRUGER
What is it?

RHODES
That's classified.

KRUGER
No no no. You don't call a recently deactivated agent to retrieve data. I'm betting the government doesn't know it exists. Am I right?

Silence.

KRUGER (CONT'D)
I am right. Which means it's illegal. Which means this job is undocumented. Which means I can ask for whatever I want.

RHODES
Look, we don't have much time, there's a recovery task force headed to earth now. You need to recover this data before they do. You understand?

KRUGER
I want a fresh clean slate.

RHODES
Fine.

KRUGER
New name, new citizenship number. I want those, those other...issues to go away. You understand?

RHODES
Fine, YES.

KRUGER
Good, I want a mansion of my choosing. And...I want to bring a human back, I want to bring a human from Earth, and I want customs to look the other way. None of that bullshit like before.

RHODES
Fine, DONE... I've commissioned two of your old agents. Off the books. They should be at your position in thirty seconds.

Kruger watches a VTOL RAVEN flying toward him.

KRUGER
Send me the mission data.

Kruger clicks his wrist off. He casually takes out a tactical blade. He carves out the CITIZENSHIP CHIP in his wrist. He pulls the chip out and throws it into the weeds.

The RAVEN slows and hovers, blowing garbage. It gently touches down. Like a cross between an Osprey helicopter and a space-ship, it looks sleek and lethal.

Two special forces ELYSIAN tough guys DRAKE and CROWE greet Kruger. He tosses his bag into the Raven.

KRUGER (CONT'D)
Drake, Crowe. Howsit boys?

They smile as he climbs aboard.

DRAKE
Lekker, boss. Good to see you.

EXT. LOS ANGELES LANDFILL

The RAVEN accelerates, blasting the garbage and litter beneath it as it gains altitude.

EXT. LOS ANGELES STREETS

Julio keeps his eyes open, looking around the area as Max and Sandro run up. Manuel keeps watch too. Waving people away.

Max leans into the LIMO, gun drawn on the ruthless CEO. Max watches him as he breathes shallowly, his lungs punctured.

MAX

Tell me. How does that feel?

INT. LIMO

Sandro climbs in. He frantically pulls out the router cables.

SANDRO

We are fucked for time.

Carlyle sees the DATA ROUTER. He lifts his finger and feels the data port on his own head. With his other hand--

He suddenly pulls a gold plated DESERT EAGLE out of his jacket. Max and Sandro watch in disbelief as--

Carlyle lifts the gun to his own head.

CARLYLE

You can't, you can't have it--

He is about to pull the trigger when Max SLAPS the gun away. BANG! It fires, blowing a hole in the seat.

MAX

You don't get off that easy.

Sandro passes a long USB-like cable to Max.

SANDRO

Ok, plug this into him.

Max grabs Carlyle's head, forces the data flap open at the back and sticks the cable into the port. Sandro passes a second cable leading out of the data router to Max.

SANDRO (CONT'D)

OK, and this into you...

Max plugs the cable into his own data port. Sandro furiously hits keys on his computer.

SANDRO (CONT'D)
Syncing.

EXT. LIMO - CONTINUOUS

Julio is getting nervous, eyes ticking, fingers tensing.

INT. LIMO - CONTINUOUS

Max watches Carlyle, as Sandro types on the keyboard.

MAX
I'm going to let you bleed out.

Carlyle struggles to form a sentence.

CARLYLE
You...you have no idea...what you
have done.

SANDRO
OK, we're synced.

His finger hits the transfer button. The blue LEDs on both of their heads light up like IPODS. We see the DATA bar start copying on the small router screen.

SANDRO (CONT'D)
Come on, baby.

We hear the whine of jet turbines. Sandro looks out of the window to see the RAVEN approaching.

SANDRO (CONT'D)
Fuck me.

TAT TAT. Julio FIRES at the RAVEN on the horizon.

JULIO
We gotta go, we gotta go right now!

INT. LIMO

Max looks at the data screen, beads of sweat dripping. 90% 91% 92%. He looks up at the incoming ship. Closer, closer.

We cut to the data screen: 94% 95% 96%...

INT. CCB HQ CONTROL ROOM

An Agent watches warnings come up on his terminal.

CCB AGENT 4

The assailants are initiating a
data heist, they are syncing NOW.

Rhodes clenches her jaw and crunches back into her chair. She casually lifts her wrist. And speaks under her breath.

RHODES

They have the data.

INT. RAVEN

The open door of the Raven feels like a Vietnam era Huey, the terrain of Los Angeles flies by at 400kph. Kruger hears:

RHODES (IN EARPIECE)

Repeat. The thieves have the data.
Destroy the original.

KRUGER

Got it.

INT. LIMO

Sandro watches the screen intently.

SANDRO

C'mon baby...almost there...

BEEP. The data screen flashes: TRANSFER COMPLETE.

MAX

DID WE GET IT?

SANDRO

Hang on!

He types into the data port, starts shaking his head.

SANDRO (CONT'D)

There's an error, I CAN'T READ the
data. Something must be corrupted.

MAX

What?!

Manuel leans in, holding his massive gun.

MANUEL

It's no good?

SANDRO

The data is FUCKED.

Manuel takes off. Sandro looks out the window at the incoming RAVEN. It's bearing down now, bigger and bigger.

SANDRO (CONT'D)
I'm bailing.

Max grabs his shirt.

MAX
No! You can't go! I need that data,
that's my ticket!

The WHINE of the Raven turbines is now thunderous.

SANDRO
Fuck you, don't touch me--

MAX
We went through all this shit, DO
IT AGAIN!

Sandro breaks Max's grasp and runs out.

MAX (CONT'D)
COME BACK HERE!

Julio watches the extremely close Raven. He leans into the car and grabs Max by his backpack.

JULIO
We need to get out of here!

He drags Max out of the car.

MAX
I NEED THE DATA! LEMME GO!

Max looks back at Carlyle who is losing consciousness.

INT. CCB HQ CONTROL ROOM

The satellite feed plays on the huge screen. An alarm beeps. CITIZEN IN CRITICAL STATE scrolls across the screen.

CCB AGENT 4
Recovery team is almost there ma'am.

EXT. SPACE

We see the shuttle whip by toward earth.

EXT. LOS ANGELES

As Sandro runs, the deadly RAVEN finally gets right on top of them. The turbines blow debris all over.

Max tries to run, but he COLLAPSES. He clasps his head in pain. Julio runs over to him. Trying to lift him.

JULIO
Come on man! Get up!

Max clasps his head like a migraine. The DATA creating an epileptic white STATIC in his head. Julio tries to drag him.

JULIO (CONT'D)
COME ON!

INT. RAVEN

Kruger leans out of the door, sees Max clasping his head, he sees Sandro running like a trapped rat, Manuel close behind.

Kruger pulls a laser designator off his wrist computer, he shines it on Sandro. BEEEP.

KRUGER
Tag, you're it.

EXT. LOS ANGELES

Sandro slides two Beretta handguns down their rails and into his palms. He sprays the entire area between him and the RAVEN. The hail of bullets splinter around Max.

INT. RAVEN

Kruger calmly takes cover inside the ship for a second. His hand still out, pointing the laser on SANDRO. Not even watching his victim, he presses a button on his wrist tech.

EXT. LOS ANGELES

BOOOOOM!! Sandro EXPLODES in a blinding flash.

INT. RAVEN

KRUGER
I think I got him! Did I get him?

Crowe and Drake laugh.

CROWE
Yessir, I think you did.

EXT. LOS ANGELES - CONTINUOUS

Julio hops into the driver side, screeches up to Max.

JULIO

Let's go!

Max pulls himself in. Julio floors the car in reverse.

INT. RAVEN

Kruger uses his laser designator again, shining it on the HOOD of the moving vehicle. CLICK. He presses the button.

EXT. LOS ANGELES

BOOOOOM!! The hood of the GTR is hit with the force of an IED. It EXPLODES sending the vehicle FLIPPING onto its roof.

INT. CCB HQ CONTROL ROOM

The satellite imagery of Kruger flipping the car plays to open mouths in the control room. Rhodes watches silently.

CCB AGENT 4

Jesus. Who the hell is that?

A tracking program on the huge screen reads IDENTITY UNKNOWN.

CCB AGENT

That's military tech.

INT. GTR

The upside-down interior is smoky, filled with broken glass, flames. Max comes to. He can barely fit through the crushed window, he uses his jaws-of-life power to crumple the car like a coke can. He drags an unconscious Julio out to safety.

EXT. LOS ANGELES

The Raven descends, hovering a few feet off the ground. Kruger hops out, and starts walking to the smoking wreckage, watching Max pathetically try to save his friend.

Suddenly, another blast of STATIC PAIN grates through Max's brain. He screams, holding his head.

Max can see the blurred figure of Kruger coming. He staggers to his feet. Like a drunk in a bar, he clambers for a grip on the concrete. Max pulls out his gun.

Kruger deliberately draws a large, lethal knife.

Before Max even has time to realize what happened, Kruger disarms Max, grabs him in a jiu jitsu position and stabs the huge blade into his kidney. Max howls and drops.

KRUGER

And now my friend...I'm going to cut off your head.

Kruger gets ready to lop off his head, but suddenly JULIO fires a burst of bullets at Kruger's side. Kruger evades the bullets and sweeps the gangster's feet out from under him.

Max sees his friend go down. Max starts fumbling the magazine out of his gun, trying to put a new one in.

MAX

Get it together get it together.

Julio takes one last SHOT at Kruger. He misses. And--

WHHM. Kruger drives his knife through Julio's chest.

MAX (CONT'D)

NOOOOOOOOOOOOO!

Max stands up and clicks the magazine in place, he cocks the gun and fires a fresh batch of fuzed ammunition at Kruger.

But Kruger drops his sword and pulls a device off his chest armor, it is a DEFLECTOR. As he clicks it on, a faintly visible force-field surrounds him.

BANG BANG BANG, the lethal rounds explode around Kruger like Guy Fawkes, but they are violently deflected.

The force of the bullets is still enough that Kruger stumbles, dazed, like being shot in the chest wearing a bulletproof vest.

Max turns and runs back to his friend, rolls him over. NOTHING. A pool of dark blood spills out.

MAX (CONT'D)

No no...noooooooooo!

He looks around in desperation, looks over at Kruger who is steaming, rising again. Max looks back at Julio. He looks over to see the RECOVERY TASK FORCE SHIP coming in fast.

MAX (CONT'D)

Please, JULIO, COME ON MAN!

But Julio's eyes flutter.....dead. Max rips himself away from his best friend, pained, limping as fast as he can.

Kruger staggers to his feet. The Raven descends for him to climb aboard. He looks at CARLYLE, as the wheezing CEO gasps a few remaining breaths. Kruger aims his gun, and--

BANG! He SHOOTS the billionaire in the middle of his head.

EXT. FAVELA - DUSK

Max runs, claspings his stomach. He darts between old shacks. He turns back to see Kruger climbing aboard the RAVEN.

EXT. LOS ANGELES

As the RAVEN takes off, the smaller recovery SHUTTLE touches down. Kruger watches as the droids start to leap out.

KRUGER

Good luck!

The droids move fast, guns drawn. They run to Carlyle and begin treating him like paramedics. A DROID SLAMS a hypodermic of adrenalin into him. NOTHING. He's dead.

DROID

Citizen has sustained irreversible
damage to multiple brain areas.
Time of death E-EST 17:45.

ON CCB SCREENS: CITIZEN DECEASED.

EXT. FAVELA OUTDOORS

Max limps and struggles through the run-down favela. He hears the whine of the RAVEN behind him. A single OLD WOMAN leads a pack of mangy DONKEYS. She stops when she sees Max.

He can barely walk. He drops to one knee, tries to keep moving. The Old Woman looks the bloody gangster up and down.

OLD WOMAN

Policia?

Max looks at her with specks of blood on his face. Nods. She waits a beat, hearing the sound of the Raven. She slowly walks the pack of filthy beasts toward him and completely covers him.

Max lies on the dirt between the horse hooves.

The RAVEN approaches, hovering low over the street.

INT. RAVEN

Drake works a monitor as it scans all the faces in the area. We see the targeting system scanning the surroundings, instantly acquiring the Old Woman and a small herd of donkeys. Everything shows up in thermo as a hot white blob.

DRAKE

Nothing sir, not showing up here.

EXT. FAVELA - DUSK

We see Max hiding under the hooves, the jet wash overhead howling, dust swirling. He blinks hard, and...

The Raven leaves the area to search other places. Max watches it disappear. So does the Old Woman. She clicks her tongue and casually leads the animals away, not even looking back.

Max looks down at his wound. He slowly pulls himself up, needing serious medical attention. He knows where he's going.

INT. HOSPITAL - DUSK

Frey puts down a bundle of medical forms and stacks them in a filing case, she punches her time card, done for the night.

INT. PEDIATRICS WARD - NIGHT

Frey goes into Matilda's small area and pulls the curtain shut sealing them in. She checks all the medical details, and runs diagnostics on the machines linked to her daughter.

Then Frey caresses her daughter's hair, and gazes at this peaceful child. Slowly, Matilda wakes up.

FREY

Hey sweetie.

MATILDA

Hi.

FREY

So, remember how mommy said we could go home when you get better?

MATILDA

Am I better? Can we go?

Frey nods. Matilda starts to sit upright excitedly.

FREY

Whoa, easy, remember we have to be slow, take it easy.

Frey starts undoing the medical gear, forcing a smile.

EXT. LOS ANGELES - NIGHT

Max hobbles through a shanty town. Fires burn. He sees the dilapidated hospital up ahead. He keeps limping.

INT. PEDIATRICS WARD - NIGHT

Frey gently takes out the IV from her child's arm, leans forward and gives her a kiss on the forehead.

FREY
I'm going to get the car, I'll be
right back, ok?

EXT. LOS ANGELES - NIGHT

Kruger's Raven hovers over the city. The blanket of lights twinkling under the VTOL jet.

INT. RAVEN

Kruger leans over a series of monitors. All FLIR infrared. The images are scanning every single person. He whispers:

KRUGER
Where are you, peasant?

Kruger walks through the jet over to the control center.

KRUGER (CONT'D)
Alright, let's get surveillance up.

EXT. RAVEN

Three SURVEILLANCE UAVs (Unmanned Aerial Vehicles) take off and fly into the favela. They look like metal birds of prey with high-tech cameras fixed into their heads.

INT. RAVEN

The camera feed from the UAVs is visible on the monitors.

KRUGER
Okay, let's contain this fucker.
Put up a jamming signal across the
whole city.

Drake types into the keyboard. We see the satellite dish and radar array on top of the Raven fire to life. The satellite dishes orient themselves and lock in.

DRAKE
Grid is up, sir.

INT. SPIDER'S LAIR

SPIDER sits at a terminal eating crisps out of a bag. The wall screen suddenly goes red with a warning: SIGNAL JAM.

SPIDER
What the hell...? They put up a net. Ground all our flights!

The techie gangsters check commands on computers. A techie slams his keyboard and lifts his hands in the air.

TECHIE
We're locked out. The whole system's down.

Spider looks stunned, confused.

EXT. LOS ANGELES STREETS - DUSK

Max hobbles through people, on the verge of death. No one seems to care about him. He gets closer to the hospital.

But he sees: A COP standing at the entrance. Max limps forward, the cop seems to be looking away, the huge glass doors open. Diseased people bustle in and out.

One of Kruger's UAVs flies overhead, coming in low like a hawk stalking its prey. Max sees it, and takes cover under a garbage dumpster. The UAV passes right overhead, the little propellers kicking up leaves and dirt as it hovers.

Once satisfied, it takes off to search the next area.

Max gets up, he watches the cop with eagle-like focus. He moves over to the side of the hospital. Struggling with the pain, he looks through the windows. He catches a glimpse of:

FREY as she walks in the opposite direction.

Max uses all of his energy to walk in that direction. He heads down an ALLEY, holds onto the wall for support. He tries to walk more, but he collapses onto a knee.

MAX
C'mon... get up.

Max looks down the alley. A rear exit door is visible.

MAX (CONT'D)
C'mon motherfucker... GET UP!

He forces himself onto shaky legs. He stumbles forward a few paces and collapses completely, smashing over garbage.

He rolls onto his back. He lies still, looks up into the sky. He can see ELYSIUM. It's never felt so far away.

INT. HOSPITAL - NIGHT

Frey heads down a corridor toward a door. She swipes her ID tag and the door buzzes. She opens it and walks out into--

EXT. HOSPITAL ALLEY - CONTINUOUS

Frey heads for the garage, but she hears--

MAX

Frey...

Frey stops abruptly, spins and looks down amongst the garbage. Max lies curled up in blood. He raises his hand.

MAX (CONT'D)

Please...

Frey looks at his wounds and the unbelievable stitches at the back of his head.

FREY

Max? My god, what happened to you?
Let me get the medics.

She heads for the door.

MAX

No! (coughs) No please...don't go.

FREY

You need serious help, Max.

MAX

I can't. They'll kill me. Please. I came here to find you. You have to help me.

Frey shakes her head.

FREY

There are people in triage who can help you. Much better than me. I...I can't get involved in your crime.

MAX

Please...they'll find me. Frey, I'm begging you, please...don't go in there.

Frey looks at Max, his wounds.

FREY

I'm sorry, I can't get involved. You need serious attention.

MAX

Not...not in there.

He coughs. Frey looks at him, conflicted.

FREY

You've got to go through the system to get treatment. I can get the paramedics out here to carry you in. I can help you, Max. Let me.

MAX

No. (weakly) Please. I came here for you. I need you, Frey...

Frey rises and walks away from Max. She looks straight ahead, but then stops abruptly and looks back at him, this dying man in a dirty alley. As she makes her decision...

INT. CCB HQ

Rhodes walks towards us, leaving the control room corridor. In front of her is the PROTOCOL ROOM. Two armed DROIDS stand on either side of the airlock. Rhodes walks between them.

She swipes her card and walks into the security airlock. She types a code and the second doors open.

INT. PROTOCOL ROOM

The room is cylindrical and glossy. Housing the most important computer in ELYSIUM. Rhodes walks across a glass floor. EARTH is fully visible under her feet as she walks to a central server database in the middle of the room.

She puts her hand on the biometric reader.

OVERHEAD VOICE

Recognized. Secretary R RHODES.

Rhodes looks around nervously.

RHODES

I need all files from Biosphere CEO
J Carlyle moved to my data cluster.

OVERHEAD VOICE

Negative. You do not have clearance.

The doors suddenly open. REP PATEL steps in.

REP PATEL

Rhodes.

Rhodes turns, surprised to see him.

RHODES

Don't you have some fundraisers you
should be attending?

REP PATEL

I'm assuming because you're in
intelligence you know that the
weapons assigned to your attack-
dog Kruger were used at that crime
scene today.

Rhodes looks back at him defiantly.

RHODES

Okay.

They both stare at one another.

RHODES (CONT'D)

Do you actually have something to
say? Or can I get back to looking
for these criminals.

REP PATEL

PERHAPS Secretary...you are looking
in the wrong place?

RHODES

If you have something to say, just
say it.

Patel looks into her eyes. A beat. Rhodes turns and leaves.
The politician watches her go.

EXT/INT. FREY HOUSE - DUSK

A small house with burglar bars. Looks like a rough
neighborhood. But at least it's a house and not a shack.

Frey knocks the front door open with speed. She helps Max inside. She dumps him onto a couch. He's barely conscious.

The room is bizarre, part house, part hospital.

MAX
Are we.... in your house?

FREY
Stop talking.

Frey goes outside and comes back with Matilda in her arms. She puts the little girl down in her room.

FREY (CONT'D)
Try and sleep, honey.

MATILDA
I want to see the man. What's wrong with him?

Frey doesn't answer. She goes back to Max. There's a hospital gurney in the corner of the room. She puts a new sheet on it.

MAX
It's like a...hospital.

Frey helps him over to the gurney and lifts his legs onto the bed. Frey starts moving faster, his situation deteriorating.

She grabs heart-rate monitors and medical equipment. She links them up to Max with lightning speed.

She rips off his heavy tactical webbing, grabs medical scissors and cuts his shirt off, revealing the knife wound.

FREY
My god.....

He tries to push the wound area shut with his hand. But becoming weak, his hand slides away and flops off the table.

FREY (CONT'D)
Max. This is a life threatening wound. You need to put as much pressure on it as you can okay? Help me out here.

MAX
Ok.

Max's eyes begin to roll back in his head. We hear the heart rate monitor suddenly flatline... BEEEEEEEEEEEP.

Frey races into another room and comes back with electric defibrillators. She jump-starts his heart. Again. Again.

Beep...beep...she looks panicked and.....beepbeepbeepbeep, his heart starts.

Frey exhales, knows Max will make it. She looks at him. His head lies peacefully unconscious.

We slowly PUSH IN on MAX'S FACE. It blurs.

EXT. LOS ANGELES FAVELA - FLASHBACK

YOUNG MAX and YOUNG JULIO and other children play in a city fire hydrant. They laugh and throw water at one another.

Max climbs up onto the top of a concrete wall. Lying in the sun. Young Julio sitting down below him.

JULIO
What you doing?

MAX
Thinking.

JULIO
Bout who you can mug?

The other kids laugh. Max squints into the bright blue sky. He sees ELYSIUM glinting in the sunlight. Although several hundred thousand kilometers away, it is huge in the sky.

MAX
I'm going to live there.

Julio and the other kids laugh.

JULIO
You're not going to live there,
SLUM RAT.

MAX
Yes I am. I'm gonna be somebody
someday.

JULIO
You think we'll still be friends?

Max turns and looks down at Julio.

MAX
Yeah man, always.

They slap hands, the same way they did before the heist.

INT. FREY HOUSE - EARLY MORNING

Max wakes up. He winces in pain. He feels his neck, it's neatly bandaged. He looks down to see his stomach bandaged.

Frey stands at the entrance of the room sipping coffee. She looks as though she had no sleep. Max delicately puts his hand on the bandages where the wound is.

MAX

Thank you.

Frey nods as she sips her coffee.

MAX (CONT'D)

You always see me at my best.

FREY

The blade went into your kidney.

MAX

You live here alone?

FREY

It's a very serious wound Max. But the more serious part is...your kidney was already failing. The wound will be okay, that doesn't concern me as much. The real problem is whatever this is.

She points to his entire body.

FREY (CONT'D)

I've never seen anything like it. You're okay now because I pumped enough meds into your body that you could get hit by a train and walk away. But your organs are failing, one after the next. Your body...it only has a few days before it just stops running.

MAX

A few days?

FREY

At the very most.

Max hardens, snapped back to reality. He SLAMS his fist down, hits a tray of surgical utensils. Frey goes to pick them up.

MAX

I'm sorry, I'm...

Another voice rings out from the next room.

MATILDA (O.S.)

Mommy?

Max realizes he's looking at drawings on the wall, a kid's painting of a girl in a field of blue flowers.

Suddenly Matilda enters the room. She holds a tattered doll. The little girl is clearly very sick, small IV's still attached to her wrists. Her hospital bracelet visible.

MATILDA (CONT'D)

This is the man...?

FREY

His name is Max. Mommy knew him when he was just your age.

MAX

Hello.

Max holds out his hand, along with its HULC stainless steel knuckle dusters.

MAX (CONT'D)

What's your name?

Matilda looks away from him and nuzzles into her mom's chest.

MAX (CONT'D)

Too formal I think. The whole handshake.

FREY

Baby, go watch cartoons, I'll come lie with you soon soon, CK?

Matilda leaves the room, she stops at the door and gives Max an evil eye. He looks kind of worried. Frey gets up and closes the door gently. Frey stands there a moment.

FREY (CONT'D)

Matilda.....is her name.

MAX

She's beautiful. Like you. Who's her father? Where is he?

FREY

Dead. Ran around with the same kind of guys you did... Look, Max, I helped you. Now I need you to help me.

Frey gets closer.

FREY (CONT'D)
She's in the final stages of leukemia. I need to get her up there. Up to Elysium.

Max looks at her, surprised.

MAX
And you think I can help?

FREY
Well... you know who to talk to, right? I mean you're still involved in crime obviously?

MAX
Obviously? What is it with you? I've been--

FREY
Keep your voice down--

MAX
I've been trying to live like a decent person, ok? I've been doing the right thing, and this, THIS is what I got for it.

He motions to his wounds, his body.

FREY
Look Max, I don't care how you got here, I really don't. But you're here now. And you have to help my daughter. I've saved up enough to get her a ticket up there and an ID...but I don't have enough for me. So you have to take her. Take her with you and heal her as soon as you land. Then when I have enough, I'll come too.

Max leans back in his hospital gurney.

MAX
How do you know I'm going?

She motions to the ID burned into his wrist.

FREY
That's not a gang tatt. And I saw you at Spider's.

Max looks away from Frey. Looks at the drawing on the walls.

MAX

You really have enough money?

FREY

I have enough for her.

Max considers. Slowly turns his head back to Frey.

MAX

Yeah. Okay. I can help.

FREY

Thank you... (she puts her hand on his arm) Thank you.

MAX

Can I get up?

FREY

Yes. I need to get you some more supplies from the hospital. I won't be long. Can you watch her?

MAX

Yeah.

Frey stands, tightens her sweater. She starts to go, stops.

FREY

Max...

He looks at her. She tries to hold back her emotion.

FREY (CONT'D)

I think you were sent to me. That's what I think.

He has no response. He watches Frey leave the house.

INT, FREY HOUSE - LATER

Max stands, looks at himself in the mirror. He inspects his body, looks at the scars. He runs his hand over the bandages. He moves in close to the mirror looking at his own face.

Suddenly he has a mini SEIZURE. The searing white light. The migraine. His head wants to explode.

He collapses down onto the ground. Breathing heavy.

His fingers run up to the WETWARE socket in his skull, he feels it. Like a USB plug in his flesh.

MAX
Goddamn sons of bitches.

He smashes some medical paraphernalia that rattles about the room. He lies there. Defeated. Head sideways against the wall. Breathing slowly. Eyes shifting as he thinks.

His eyes slowly focus. And he gets up.

INT. LIVING ROOM - CONTINUOUS

Max quietly enters the living room. Matilda lies sleeping on the couch. He watches her for a beat and then...

INT. FREY'S ROOM - CONTINUOUS

Max walks into Frey's room. He pulls open her cupboards. Starts looking through her stuff. Shoe boxes. Drawers.

Fast jump cuts as he quietly rips the room apart. Finally he finds a small box with a ballerina on it. He opens it.

We see a ton of MONEY clumped together in neat bills. He puts the box down on the dresser and sits on her bed.

He looks at himself in the dresser mirror. Stares at himself.

He suddenly grabs the money and counts it. A beat.

MAX
Thank you god.

He puts his hoodie on and buries the money in a pocket. He quietly walks out of Frey's room into--

INT. FREY HOUSE - HALL

Little Matilda is standing in the hallway.

MATILDA
Where's mommy?

MAX
She'll be back in a minute.

MATILDA
You have bandages.

She points to her own bandages on her arms.

MAX
Oh, yeah. We both have them.

The two stand awkwardly. She has a book in hand.

MATILDA

Do you want to hear my story?

MAX

Your what?

MATILDA

My story. It's about a meerkat.

MAX

A meerkat?

MATILDA

He was hungry. But he was small. So small. And the other big animals had all the food, cause they can reach the fruits. So he had to watch them eat all the nice foods and berries cause he so small.

Max feels the money behind his back.

MATILDA (CONT'D)

So he made friends with a hippopotamus, so he can stand on the hippopotamus to get all the fruits he wants. And they eat all the fruit together.

Max just looks at her.

MAX

Yeah, I wish that's how it ended.

MATILDA

It is, that's how the story ends.

MAX

Not in the real world, kid. (moves for the door) Be right back, ok?

Before she can answer, he's out the door. He closes it behind him. Pauses there. Conflicted. Then he walks away.

EXT. LOS ANGELES STREETS - DAY

Max moves quickly down the road, but stops when he sees: A UAV coming toward him, scanning.

MAX

Fuck.

The UAV spots him. It relays the info to--

INT. RAVEN

Crowe sees the flashing light on a monitor.

CROWE

Sir, I think we got him.

Kruger whips his head over. He sees a shot of Max from the UAV. The computer facial recognition software ID's him.

KRUGER

There you are.

EXT. LOS ANGELES

The hovering Raven drops fast down to the city.

EXT. LOS ANGELES STREETS

Max moves fast, trying to lose the UAV. It flies over him, not letting him out of its sight.

Max dives under a concrete OVERPASS to a highway. We hear the UAV hovering and scanning. Max crawls under the narrow overpass, and gets away on the other side.

MAX

Christ! Leave me alone!

Max grabs baseball-sized ROCKS and starts hucking them at the UAV, missing, missing, then PING! He cracks one of the propellers. It dives onto the ground and bounces down a filthy embankment. Max scrambles away.

EXT. LOS ANGELES - DAY

The massive RAVEN flies down.

INT. RAVEN - DAY

Kruger grabs a gun off the weapons rack and loads it. Drake and Crowe arm up behind him.

INT. FREY HOUSE - DAY

Frey comes into her house carrying medical supplies. Frey throws the keys on the table and freezes. She slowly looks around at the mess. Drawers out. Clothes on the floor.

MATILDA

Mommy. The man left.

FREY

No...no no no...

She runs into her room. She is about to look in the drawer when she sees the box with the ballerina sitting on the dresser. She picks it up very slowly and opens it.

Frey collapses down the side of the bed onto the floor.

FREY (CONT'D)
Stupid stupid stupid.

Matilda is standing at the door.

MATILDA
What's wrong?

Frey uses every ounce of strength to hold herself together.

FREY
Nothing baby. Come here.

She hugs her kid, tears forming in her eyes.

EXT. SPIDER'S LAIR - DAY

Max arrives outside the lair. We notice an unusually large number of people piled up. Throngs of them, on crutches, in wheelchairs, sick, dying. Max moves past them.

INT. SPIDER'S LAIR - CONTINUOUS

Max walks down the corridor, sweat beading off his forehead. It's loud and crammed with people shouting. Max checks each room as he passes, searching for Spider.

Finally he reaches the main room. Spider looks over at him.

SPIDER
Oh god (mockingly) someone call the POLICE. Jesus, that's the last time I send you on a mission. Could you have fucked up any worse?

Max tries to walk right in. A BODYGUARD attempts to stop him. Max effortlessly chokes him out and tosses him into the hall. Max marches right up to Spider.

MAX
You need to get me up there. Now.

SPIDER
Bullshit, Manuel said the data is fucked. No data...no ticket. Now get the fuck out, and go downstairs so they can take back my suit.

Max slams all the money down on the table.

MAX
90. It's all there.

Spider looks at the roll of cash.

SPIDER
Where did you get that?

MAX
Who gives a shit? Put the fuel in
the jet. Let's go!

SPIDER
We CAN'T.

Max shakes his head, the words don't register.

MAX
That's the right amount? That's a
one way ticket. Fuck our other deal!

Spider picks up the cash and hands it back to Max.

SPIDER
THE...FLIGHT...SYSTEM...IS JAMMED.

Max stares blankly at Spider, desperate.

MAX
I...I gotta get up there.

SPIDER
Join the club. I don't mean to be
blunt but you need to get the fuck
out of here. I need to see if we
have a hope in hell, which I
personally don't think we do, of
EVER getting back online.

Max collapses forward, holding his head. He instinctively
feels the data port scars on his head, rubbing them, in total
frustration and anguish.

SPIDER (CONT'D)
What happened out there?

Max doesn't seem to hear him.

SPIDER (CONT'D)
Answer me. How did you manage to
get everyone killed? And corrupt
the data.

MAX

Corrupt? CORRUPT!? They came looking for me because of this fucking data.

SPIDER

What?

MAX

Some kind of CCB hitman came after me. Said he was going to CUT OFF MY FUCKING HEAD. For data which according to you is apparently fucking useless. Explain that, genius.

Max starts hitting the side of his head.

MAX (CONT'D)

THIS! This! Stuff in my head. Codes, numbers, PROTOCOL, every time I think of it, I see it in my eyes, like a fucking nightmare!

He forces his thumbs into his eyes, as if trying to stop a migraine. Spider looks at him.

SPIDER

That's.... How can that be...?

Spider looks back at the monitors flashing NO FLY INITIATED. He turns back toward Max, putting the pieces together.

SPIDER (CONT'D)

We have to see what's in your head.

MAX

What?

SPIDER

I think we may have caused this.

Spider hobbles over to a computer console, grabs a long cable and tries to plug it into Max's head. Max slaps it away.

SPIDER (CONT'D)

Listen, Max...if they are hunting you, don't you want to know WHY?

Max considers. The words resonate. He lowers his hands.

Spider plugs in. He fires up a program and the computer scans Max's head. Huge monitors display billions of lines of code.

SPIDER (CONT'D)

My god...

MAX

What, what is it?

Spider is speechless. He turns to look at Max.

SPIDER

They will hunt you to the edge of the earth for this.

He slumps back in his chair, stunned by the discovery.

MAX

What is it?

SPIDER

We could make every human a citizen of Elysium. That code gives us the power to run their whole system.

Max looks down, holding the money he stole.

MAX

Humans could live there? Legally? Medical? All of it?

SPIDER

Yeah. But I don't give a shit about that, have a nice house, whatever. I care about the larger picture... WE CONTROL THEM.

MAX

How the fuck do we do that?

SPIDER

Well...we fly up there, break into the central server and upload this into it. This data lets us take control of every single Biosphere droid. They have no military, no police, they only have these droids. Which means, I control them, I control Elysium.

Max looks at him.

MAX

Break into the mainframe?

SPIDER

Yes.

MAX

The one in Elysium? The most protected in the universe?

(chuckles coldly)

If you want to kill yourself, go right ahead. Don't expect me to go.

Spider hobbles closer to Max.

SPIDER

Listen kid, I can appreciate that you don't have the capacity to understand how important this is. BUT YOU HAVE TO TRY.

MAX

No. You're the one who doesn't understand.

Max stands up aggressively.

MAX (CONT'D)

I don't give a shit about your suicide mission. I just need a ride up there. You're a taxi service to me. Get it? You're a fucking BUS.

Max throws the chair out of the way and starts leaving.

SPIDER

You selfish sonofabitch. You hold the key to flipping the whole system, and you don't have the balls to man up and do it!

Max rips the door open to leave, we see Spider clumsily grab a tiny stamp of technology off his desk.

SPIDER (CONT'D)

Hey! Don't you leave! Where are you gonna go? Huh? Go curl up under a bridge somewhere? YOU NEED ME!

Spider tries to stop Max, his uncoordinated hands feverishly clawing for a grip on Max's chest. However, with a very fast sleight of hand he sticks a tracking microchip on Max's HULC.

Max effortlessly pushes him back across the room, sending him crashing into tables, computers. Max points to his own head.

MAX

If they want this thing so fucking bad?

(MORE)

MAX (CONT'D)
Then they will cut me a deal,
they'll give me WHAT I WANT. A
ticket up there.

SPIDER
Or WHAT?

Max leans down to the knocked-out guard, pulls a grenade off his kevlar. He holds up the grenade and points to his head.

MAX
Or I'll blow it up.

Max walks out, Spider yells from the floor.

SPIDER
Come back here! You can't give that
to them.

Spider desperately grabs for a walkie.

SPIDER (INTO WALKIE) (CONT'D)
Stop him!

INT. SPIDER'S LAIR - VARIOUS

We hear SPIDER'S crunchy RT voice echo off gangsters' walkies. They attempt to stop Max as he leaves, but--

He effortlessly takes them out, using the super-strength of the HULC, his metal enhanced limbs flashing in the shadows.

Max leaves bodies in his wake. He turns a corner and faces:

A sea of destitute people.

Refugees waiting for Spider to save them. Each one needing a ticket to the land of salvation. They look at Max, deep into his eyes. A big beat, and...Max starts walking through them.

We can hear Spider YELLING through the open door.

SPIDER
They will NEVER bargain with you,
IDIOT. YOU'RE A DEAD MAN!

Max walks out the front door. The guard knows better than to pull a gun on him. He just puts his hands up.

INT. FREY HOUSE - DAY

Frey tucks Matilda into a bed inside her room. The mess lies about everywhere. Frey starts cleaning it up.

MATILDA
Why are you crying?

FREY
Oh, nothing sweetie just a bad day.

MATILDA
Is it cause of that man? Who was he?

FREY
He was..... what I thought he was.

Suddenly, they hear whining jet engines. The sound of the shuttle touching down outside. Frey moves for the door when--

BOOM. CROWE kicks the door open, DRAKE storms the room, guns out. KRUGER enters behind them.

FREY (CONT'D)
What are you -- please no --

Crowe violently takes Frey to the ground. Drake goes to check rooms. Kruger slowly steps toward Frey.

FREY (CONT'D)
Who are you? You have no right.
Leave us alone!

KRUGER
Oh...my my...we have no right.

Kruger grabs Frey by the upper arms, pulls her close.

KRUGER (CONT'D)
Where is he?

FREY
Are you looking for that criminal?
I hope you find him, I hope you
throw him in jail for the rest of
his life!

Kruger smiles, looks at his men.

KRUGER
Lot of anger there, lotaaaa anger
there boys.

Kruger gently feels her hair between his fingers. He lifts a handful of it and smells. His eyes focus over to see MATILDA.

KRUGER (CONT'D)
And who is this little one?

FREY

Please. He's gone, just leave us. I don't know anything, I just helped him, he was wounded.

Kruger silences her by putting his finger on her lips.

KRUGER

Shhhhh, I know I know...

Kruger gently walks over and sits next to Matilda.

KRUGER (CONT'D)

And what's your name?

MATILDA

Mommy...

Frey runs over and picks her up.

FREY

Please...you're scaring her.

Drake returns to the room.

DRAKE

There's no sign of him here, sir.

KRUGER

Well, that's alright for now. I've found something else...

Kruger motions for them to take Frey. Crowe grabs her.

FREY

No! No please! Listen! I don't know anything. I don't know where he is! He took everything from me!

MATILDA

MOMMY!

Kruger gently caresses the child's head.

KRUGER

There there, don't worry little one.

FREY

LEAVE HER ALONE! I told you everything I know! What the hell do you want from me?

Kruger looks at Frey, smiles.

KRUGER

What do I want? Now I want...you.

He turns toward Matilda.

KRUGER (CONT'D)

Both of you. I want a family.

EXT/INT. RAVEN - DAY

The back hydraulic bay doors open. Kruger's men drag Frey and Matilda inside. Frey is forced into a seat. A huge chest-restraint bolts her in like a rollercoaster brace.

FREY

Please don't do this, please just let us go, I'm begging you.

Kruger ignores her, turns to his men.

KRUGER

Let's get comms up with the embassy team, need FMRI scan in twenty.

The rear hydraulic doors seal up. Frey looks to Matilda.

FREY

It's ok sweetie, it's ok.
Everything's going to be ok.

For the first time, her words are hollow. And the little girl knows it. Frey reaches out, pulls Matilda close.

EXT. LOS ANGELES STREETS

Max walks fast through the streets. Suddenly, he sees--

The shuttle rise up from behind some houses. Max begins yelling, waving his arms.

MAX

Hey! Hey!! I'm right here. Come and get me, you sack of shit.

He realizes they are still leaving. Max runs down the road toward the area where he escaped the UAV.

INT. RAVEN - DAY

Kruger steps close to Frey, almost kissing her cheek.

KRUGER

I always wanted a wife. I never could quite settle down, if you know what I mean. You'll love Elysium, feel right at home...and you (to Matilda) you can have any pet you want. Even a parrot.

Frey tries to push him, but she is bolted down by the chest restraints. He violently pushes her arms back, laughs.

KRUGER (CONT'D)

You need to have more respect for me, if we're going to be a happy family.

EXT. LOS ANGELES - DAY

Max climbs down the embankment to find the UAV operational in the weeds. He lifts it up. Looks into the lens.

INT. RAVEN - CONTINUOUS

MAX'S FACE comes up on one of the monitors. They can see him yelling into the lens but cannot hear any audio.

DRAKE

Holy shit. Sir, you better take a look at this.

Kruger snaps his attention away from Frey. He walks over to the monitor. He sees Max, then looks to his men.

KRUGER

TURN US AROUND.

EXT. LOS ANGELES

The RAVEN hovers for a second and then rapidly descends.

EXT. LOS ANGELES HIGHWAY - DAY

Max throws the UAV to the dirt. He walks through a line of weeds on the side of the highway and leaps onto the road.

The shuttle approaches head on. Max stands in the road.

The RAVEN lands, weeds and garbage spin in its vortex.

INT. RAVEN - CONTINUOUS

Kruger snaps his kevlar vest on, and hits the rear door button. The hydraulic steel door whines as it opens.

EXT. LOS ANGELES HIGHWAY - CONTINUOUS

Max reaches into his pocket and pulls out the THERMAL GRENADE. He pops the pin. Holds it closed with his hand.

Kruger emerges from the Raven. He walks out into the sunlight towards Max. Max watches him coming like a hawk.

KRUGER

There's my favorite human. What's that for? I am unarmed, my dear.

MAX

If you ever want to use this bullshit (pointing to his head), you're going to do exactly what I say. You understand?

Kruger stops walking. They stand facing each other. The hot sun beating down on the road.

KRUGER

It seems as though you hold the upper hand my friend. Step on board and let's discuss.

MAX

Does it look like I WANT TO DISCUSS THINGS?! Fly me up there. I need medical attention now.

KRUGER

Fine.

MAX

You can have whatever this shit is (pointing at head) when I'm healed.

KRUGER

OK. Let's go. Climb aboard partner.

Kruger points to the doorway of the RAVEN. Max's eyes dart over to the large shuttle and back to Kruger.

MAX

I swear to Christ, you make one move, I will blow this fucking thing and myself into red mist.

Kruger nods and smirks.

KRUGER

Let's go. Let's take you up there to your new existence.

(MORE)

KRUGER (CONT'D)
 Leave this terrible latrine of a
 planet. Leave all this behind you.
 Get that horrible irradiated body
 fixed.

Kruger heads for the Raven. Max grips his grenade and follows
 him. Kruger walks into the shuttle. Max enters and sees.....

FREY.

Max freezes in his tracks. His eyes transfixed on her. As she
 comforts Matilda, she looks at him. Tears run down her face.

 FREY
 What.....

Suddenly her demeanor changes. She becomes ice cold.

 FREY (CONT'D)
 You backstabbing bastard. You did
 this to us--

Kruger covers her mouth, she struggles, only angry muffled
 sounds can be heard. Max stands speechless, stunned.

 KRUGER
 Okay, let's head out boys!

The rear bay doors seal up with a hydraulic HISS.

EXT. LOS ANGELES

The RAVEN accelerates up into the sky at blistering speed.

INT. RAVEN

Max still holds his grenade. He sits opposite Frey. He looks
 at her without blinking.

 MAX
 I'm....I....I didn't...

He turns to look at Kruger.

 MAX (CONT'D)
 Let her go for god's sake. What the
 hell does she have to do with this?

Kruger turns to Max and smiles.

 KRUGER
 Well, you two are obviously old
 friends.

(MORE)

KRUGER (CONT'D)

Please feel free to come round and visit, you can catch up on old times. We have a lovely patio at home. (icy to Max) Focus on your own problems, son.

INT. SPIDER'S LAIR

Spider hobbles over to a computer. A techie operates it.

SPIDER

Ok, where is he?

TECHIE

Just pulling it up sir.

The tracking point on Max shows up as a dot on the screen.

TECHIE (CONT'D)

Whoa... he's airborne. Leaving earth sir, bound for Elysium.

Spider looks shocked. Then snaps into motion.

SPIDER

Manuel, Rico, fire up the shuttle. Get weapons, get kit. We're going up.

INT. CCB HQ CONTROL ROOM - DAY

RHODES sits at her desk. Her wrist vibrates. She sees the number, very calmly and quietly leans forward.

RHODES

Do you have it?

KRUGER

Protocol is onboard.

Rhodes looks around to make sure nobody is watching.

RHODES

I'll expect you in 19 minutes.

EXT. SPACE

The RAVEN hurtles toward ELYSIUM at 22 thousand kph.

INT. RAVEN

Max watches Frey. He attempts to say something.

MAX

Frey...

She doesn't look at him. Max glances over at Crowe, who stares back, getting uneasy in the Zero G.

MATILDA

Mommy I'm scared.

FREY

Don't worry, everything's going to be fine, I promise.

She slowly looks up at Max. Their eyes meet. He looks away.

He grips the grenade so hard his tendons flex.

He looks around the craft. And his eyes slow on warning logos: "warning pressurised hull."

Max looks out the porthole at the vacuum of space. He sees ELYSIUM coming into focus. Frey looks at him. Hard, bitter.

FREY (CONT'D)

This how you always imagined it?

He says nothing. Deeply conflicted.

Suddenly the jet hits the atmosphere of Elysium. Shaking and reverberating through the whole ship. Matilda starts CRYING.

FREY (CONT'D)

It's ok sweetie. It's alright.

Kruger goes and sits dangerously close to Matilda.

KRUGER

It's just called reentry. We're about to land. We're home. I promise you, you're gonna love it.

Max looks out his window. The ship slows, rows of gorgeous mansions extend forever. His dream, right there.

He looks back at Frey, Matilda. The child terrified, tears on Frey's cheeks. Max blinks hard, makes an impossible decision.

MAX

Fuck it.

He reels back and tosses the GRENADE all the way up to the cockpit. It clinks and rolls up to Drake.

SLOW MO: Kruger whips his head over, his pupils dilate. Drake looks at the grenade at his feet in disbelief.

MAX (CONT'D)
(to Frey) Cover your ears!!!

Max is free in his seat, he moves fast and grabs Matilda. He covers her ears and gets into a firm brace position as--

EXT. ELYSIUM

BOOOOOOOOOOOOOOM.

A MASSIVE EXPLOSION tears through the RAVEN cockpit. The explosion sends the RAVEN screaming downward into the mansions, crashing into the lawns.

SSSSSSMMMMMAAAAASHHHHHHHH. Frey is shaken around violently, screaming, but she's held by her harness. Max hangs onto Matilda for dear life as the impact sends everything flying.

EXT. ELYSIUM

THE RAVEN clips a MANSION, blasting cement dust out like a meteor hit, it digs into the lawn sending clumps of dirt and grass hundreds of feet in the air.

Martini sipping ELYSIAN women scream and PANIC, jumping out of their hot tub as the ship tears through their garden.

INSIDE THE RAVEN:

Crowe is shaken violently in his harness.

Kruger is unbelted and slammed into the cockpit with car-crash speed, smashing his head on a steel railing.

The behemoth scrapes along, tearing up the Bel Air style garden, finally smashing into a mansion and stopping.

INT. SPIDER'S UPLOAD ROOM - DAY

A techie sits watching a monitor. He speaks into a mic.

TECHIE
They just went down on the surface.

INT. SPIDER'S SHUTTLE

We find Spider in his own shuttle with Manuel and gangsters.

SPIDER
Got it... Go faster.

INT. CCB HQ CONTROL ROOM - DAY

Rhodes spins her head around as an alarm rings inside the CCB control room. The huge wall screen in the CCB displays a massive warning: FOREIGN VESSEL IMPACT, BETA QUADRANT.

CCB AGENT 4

What do you want us to do ma'am?

Rhodes abruptly stands and grabs her coat.

RHODES

Scramble a jet for me.

EXT/INT. RAVEN

The dust begins to settle. Electrical circuits spark and hiss. Max coughs and pulls himself upright, the entire RAVEN is on its side, the walls are now the floor.

Frey hangs suspended from the roof inside her harness.

FREY

MATILDA! WHERE IS SHE??

Max finds her still in his arms.

MAX

She's fine, I got her.

Matilda is crying.

MATILDA

Mommy!

FREY

It's ok sweetie, it's ok.

Max looks around the sparking smoked-up interior. He sees Crowe beginning to stir.

Max goes to Frey, tries to get her out of the harness, but--

It won't budge. He runs over to a console of switches and buttons at the back and hits them, one after the next, accidentally the rear BAY DOORS hydraulically hiss open.

Sunlight spills into the smoke-filled interior, along with ash and embers. Fire from the jet fuel burns outside.

As Max tries to find the button to release Frey, Crowe begins to rise. Max looks over at him, he looks back at Frey and violently tries to rip the harness open. It won't budge.

MAX
(to Matilda) Go go, run!

MATILDA
No! MOMMY!!

FREY
Run, Matilda! RUN I'LL COME FOR
YOU! GO!

Crowe stumbles to his feet.

CROWE
You're dead.

FREY
RRRUUUNNNN!!!

Matilda runs out the back into the garden. She hides in the rose bushes.

SLOW MOTION: Drake grabs his huge SMART GUN and harnesses it into a bracket connected to his chest armor.

Max dives and grabs the DEFLECTOR off a weapons rack.

Drake's finger on the trigger. CLICK.

Max's finger on the Deflector. CLICK.

Normal speed: the smartgun unloads an ungodly amount of lead at Max, the deafening gun filling the interior with smoke.

ULTRA SLOW MO: the bullets hit the force-field around Max and deflect in all directions, knocking Max violently back. Crowe keeps firing, walking toward Max, never letting up.

CROWE
Die, peasant.

Most of the barrage of lead is sent out of the Raven, tearing up the lawn sending plumes of dirt up.

EXT. RAVEN

The force of the bullets knocks Max out of the RAVEN onto the dirt and the metal subsurface of Elysium exposed by the crash.

Despite the violence, as soon as Max makes contact with Elysium's surface, the mainframe becomes aware of him:

HOLOGRAPHIC icons and data popup all around Max: "deal on HUGO BOSS," "amazon account - not registered," etc.

Max falls on his back, the deflector is knocked out of his hand, the force-field goes away. Max moves like a lightning bolt toward Crowe, grabbing the huge gun while the psycho continues firing. Max uses his superior HULC strength and smashes the gun in two over his titanium covered knee.

With awesome martial arts moves, Max grabs Crowe's arm, pops his elbow. Crowe howls in pain. Icons and data pop up, showing directions to the closest medical bay.

Max reaches over to Crowe's tactical webbing, pulls the pin out of a GRENADE and kicks him back onto the lawn.

Max moves back inside to help FREY, BOOOOOOOM! A cloud of blood, dirt and grass is hurled into the air behind Max.

INT. RAVEN - CONTINUOUS

Kruger stumbles up, very unsure on his feet. Frey looks at him, trembles with fear. He slowly pulls two throwing knives.

 KRUGER
The pain isn't real.

EXT. ELYSIUM

Kruger hurls the throwing knives with cobra-like snaps. But Max moves so fast that he deflects the blades in the air.

 MAX
C'mon. You can do better.

Kruger throws a barrage of four, Max smacks three out of the air, one digs into his stomach, he stumbles backwards.

In the second it takes Max to pull the blade from his stomach, Kruger draws his KATANA and comes at Max full force.

He swings his sword like a drunken pro. Max uses the exo-suit on his wrists and shins as steel shields.

KLINK KLINK. Kruger's sword is stopped by Max's augmented limbs. But the sheer aggressive onslaught is too much, finally knocking Max back to the ground.

The maniac stands over Max, puts a boot on his chest.

 KRUGER
I'm going to enjoy this. I'm going
to hand deliver them your head.

Kruger slowly raises the KATANA. Max's fingers outstretched, feeling for anything, he feels the tactical webbing of the remains of Crowe, and then his fingers find Crowe's SHOTGUN.

He runs over to FREY, about to pull the two girls to safety when he realizes the beauty and scale of ELYSIUM.

Frey rises slowly, holding Matilda. The three earthlings take a moment. They have never seen anything like this before. The stunning torus creates a horizon that never ends.

But Max hears something. He snaps his head over to see: a HOMELAND DEFENSE RAVEN incoming.

MAX

We gotta get out of here. Now.

He turns to grab Frey, she rips her arm away.

MAX (CONT'D)

Look. I know words mean nothing,
but I promise you right now if you
want to get out of this alive, you
have to come with me. Please.

The HOMELAND DEFENSE RAVEN is coming in fast. Max grabs Matilda and pulls Frey. They run across the manicured lawn. The smoking wreckage of the shuttle smoulders behind them.

INT. HOMELAND DEFENSE RAVEN - CONTINUOUS

Rhodes stands at the open door. IMMIGRATION DROIDS peer over her shoulder watching the illegals run across the lawn.

DROID

Three suspects, ma'am.

CABIN SPEAKERS

Dispensing tear gas and net guns.

RHODES

Negative. Use live ammunition,
wound the male, but do not damage
his head. Kill the other two.

DROID

Roger that, ma'am.

The droid shoulders his SMG and FIRES!

EXT. MANSION ELYSIUM

Matilda screams as BULLETS kick up the dirt behind them. They race up the stairs of a palatial mansion.

Frey tries desperately to get into the house. All the doors are locked.

The droids fire again, tearing up potted plants and shattering tiles. Max turns and fires his RAILGUN at them, HYPERSONIC ROUNDS tearing straight through the Raven.

RHODES ducks as splinters of metal shatter through the cabin. Pin-pricks of light poke through the punctured hull.

Frey keeps trying to find a way into the house.

MAX

This way!

Max and the girls run along the side of the mansion, and then down stairs. The droids fire at them, blowing chunks out of the earth, kicking up water from the pool.

Max turns and fires, he BLOWS one of the droids away. The shattered droid boils across the cabin floor. Sparks and bolts ping around the cabin. Rhodes protects her head.

RHODES

Take him out!

The droid mans a huge DOOR-GUN, and opens fire, trimming palm trees with a beam of lead. Max trips and falls, Frey turns.

MAX

Go go! Keep going!

He lifts his rifle and takes a second to aim. He fires straight into the wing turbine. The engine explodes! The RAVEN immediately begins to lose altitude.

Max gets up. As he sprints after Frey and Matilda, we see the Raven smack into the lawn, like a very hard chopper landing.

INT. RAVEN

Rhodes hangs on as it SLAMS to the ground and comes to rest. Warning alarms blare. Rhodes uncouples herself and steps out of the smoke into the sun. She looks around for Max. Gone.

EXT. MANSIONS

Max and the girls keep running across mansion grounds. Max is clearly in serious pain, struggling. Frey looks back.

EXT. MANSION ELYSIUM

Rhodes walks over to the smoky remains of Kruger's shuttle. She sees KRUGER'S BODY. She takes a moment to look at the sheer devastation. Then she hears---

The slow whine of a third RAVEN incoming. She turns to look at it. She waves her arms, directing it down toward her.

EXT. ELYSIUM MANSIONS

Max and the girls break through a perfect hedge. They race up marble steps. Max shatters a window and--

INT. MANSION ELYSIUM

Max lands on the marble floor. Frey and Matilda follow. They hear the roar of the CCB RAVEN outside.

Max silently peers over the edge of the windowsill. He watches as the Raven screams by overhead, departing with Rhodes in it. He watches it disappear, then--

Max starts laughing, relief washing over him.

Matilda gets up and runs through the immense house. Max slowly stands. He walks around taking it all in.

He and Frey walk onto a back deck that looks out at the magnificence of Elysium. Bright flowers. Shimmering lakes.

FREY

I never thought it could be so....

MAX

Beautiful. Yeah.

A look between them. They made it.

An overhead computer voice begins reading features about the house. It is for sale. Matilda runs into the children's room.

MATILDA (O.S.)

Mommy! Come and see.

Frey walks into the children's room, which is bigger than their house. It is stuffed with brand new toys.

MATILDA (CONT'D)

Please can we stay?

Max enters the room. As he looks around, we see a FLASH of his ORPHANAGE. We cut back to the room and--

Suddenly Max DOUBLES OVER in pain. The barcode on his wrist lights up for a second as the house scans it. BEEP.

OVERHEAD VOICE
 RUNNING MEDICAL SCAN...completed.
 Please report to the medical bay at
 once citizen. Multiple organ
 failure imminent, white blood cell
 diminishing. Please report.

Frey rushes over to him. She feels for his vitals.

FREY
 Oh god.

She lifts him up, he winces in pain.

INT. CCB HQ

We follow Rhodes as the CCB droids walk behind her. They carry KRUGER in a body bag. They move through a door to--

INT. CCB ARMORY

The large high-tech room is a mixture of equipment and weaponry. Two CCB MEDICAL DROIDS stand waiting. Rhodes waves the droids carrying KRUGER in. They dump the body on a table.

RHODES
 Fix him.

The droids pull the bodybag off Kruger. His wound seems beyond the point of repair. The medical DROIDS grab plastic packages, they break the seals and pour the white powder contained within all over Kruger's destroyed face.

A robotic ultra-violet light begins interacting with the powder. Magically we see Kruger's face begin to regrow. As this happens, the droids begins linking up IV's and sensors. Starting the heart again. Getting the body back online.

MED ROBOT
 Blood flow is looking good.

The body starts breathing, then its eyes open. The droids start pulling off all the medical sensors. KRUGER'S face is complete. As good as new. In fact, better. No scars.

INT. MANSION ELYSIUM

Frey helps Max into the medical room while Matilda watches. The room looks like a hospital MRI ROOM designed by poggenpohl. There is a medical table.

Frey knocks the flower jars off and puts Max down. There is one large button. She hits it. A laser scans Max's FAKE ID. A holographic menu pops up. A choice of cosmetic upgrades.

OVERHEAD VOICE

A variety of health upgrades are on offer. We have a sale at the moment in the Armani range. Please make your selection from the menu.

Max looks at Frey and Matilda. He touches the Armani logo. The overhead cover begins coming down. Closing Max inside.

EXT. MANSION ELYSIUM

SPIDER'S graffiti-ridden ship comes in fast and lands on the lawn outside the mansion. Spider hops out. Manuel and Rico hop out with him. Spider looks back into the shuttle.

SPIDER

Take off, give them some exercise.

The shuttle takes off behind them and leaves.

INT. MANSION ELYSIUM

Spider smashes the door open. He walks inside following his tracker. It leads him to the MED BAY. He sees Max about to be re-atomized and healed.

SPIDER

NO!!!

Spider lunges forward and uses his gun to jam the machine from closing. He hits the CANCEL button.

MAX

What the fuck are you doing? What are you doing here?!

SPIDER

You can't do that. Not yet. It'll destroy the data.

MAX

I don't care about your fucking DATA. I'M DYING. Do you know what I went through to get here?

SPIDER

Please....If you're re-atomized now, it'll scramble the data. You can't heal yourself, not yet.

MAX

Are you kidding? Get the hell out!

Max tries to push him away.

SPIDER

Will you listen? There's another way. There's another way asshole!

Matilda cries, the fighting getting to her.

FREY

Let's get you out of here.

Max throws Spider from the med bay. Spider knocks over plants and vases, smashing them. Matilda starts trembling.

FREY (CONT'D)

Baby? Hey sweetie?!

MAX

Get out! GET the hell OUT!

The gangsters point their AK47s at Max.

RICO

I'm gonna waste this motherfucker!

SPIDER

NO! NO!! Don't!

Matilda's eyes roll back. She is having a full seizure.

FREY

MATILDA? MATILDA!!

Max and Spider and the gangsters all stop and look at the little girl. Frey stands up frantically.

FREY (CONT'D)

No! No!!

She grabs Matilda, rushes to the medical bay and puts the child down gently. Spider is helped up by the gangsters.

FREY (CONT'D)

Please god, don't let this happen.

She hits the ANALYZE button. There is a loud error BEEP.

OVERHEAD VOICE

Error, no citizen detected.

FREY

NOOOO!!! PLEASE!!!!

She violently hits the button again.

OVERHEAD VOICE
Error, no citizen detected.

Frey starts hitting the machine.

FREY
PLEASE!!

She SMASHES the button again.

OVERHEAD VOICE
Error, no citizen detected.

She looks at Max.

FREY
GIVE HER YOUR CITIZEN CHIP! YOUR
ARM! GIVE IT TO HER!

Max looks down at the ID burned into his arm.

SPIDER
He can't. It's coded to his DNA.

Frey collapses onto her knees beside the table. She chokes
back tears. She strokes Matilda's hair.

FREY
Just hold on baby, mommy will find
a way. Just hold on.

Max looks out at the sprawling estate. The manicured lawns
extending for ages. The magnificent curve of Elysium.

Then he turns back to Frey and Matilda.

MAX
Ok... (turns to Spider) If I do
this, it'll help her right?

Spider nods. Max looks back down at his broken body.

MAX (CONT'D)
Let's get on with it.

INT. CCB MED-LAB

KRUGER is now alive. The MED BOTS disengage the cables that
suspend him, and he collapses like a marionette. Slowly his
fingers uncurl. His muscles tremble as he rises to his feet.

KRUGER
Christ I hate rehabilitation.

He looks around, slowly walks over to a row of sinks and mirrors. He checks out his reflection.

RHODES

Do you realize what you've done?
You crashed a CCB vehicle into the
Bryanston sector!

Kruger continues to look at his new face.

KRUGER

I hate how new it is. Like a baby.

RHODES

I hired you to be covert! You know
how much I have to clean up now?

Kruger suddenly punches the mirror. The broken glass cascades everywhere. Rhodes seems momentarily shocked.

RHODES (CONT'D)

Are you listening to me?

Kruger takes a shard of glass and cuts above his eyebrow.

RHODES (CONT'D)

That human is running around here
now, god knows where. We need to
get that data out of his head
before he realizes what he has, or
before the administration realize
what we were doing and hang us both
for treason. You understand?

Kruger admires himself in the mirror, his fresh scars. He looks more like the old Kruger. Rhodes steps closer.

RHODES (CONT'D)

Kruger. Have you heard a word I've
said?!

Kruger cocks his head, then turns and with lightning speed
SLITS RHODES' THROAT.

SLICE.

Rhodes chokes and falls to her knees gurgling. Kruger throws the piece of glass, KLINK, it bounces off tiles somewhere.

The med robots stand by. Rhodes cannot form a sentence to get them to help her. She falls, dead.

KRUGER

Now nobody knows about that data.
Nobody but him and me. Which means,
when I get it, this place is mine.

Kruger grabs a weapon, and steps over Rhodes as he heads out.

INT. MANSION ELYSIUM

Max and Spider huddle over a tattered MAP OF ELYSIUM. It is big, taking up the whole kitchen table. Gangsters look on.

SPIDER

We need to get that data out before you're healed. The healing process strips the atoms and realigns them, it will corrupt the data instantly. After we extract the data, then we'll fix you up. Plan is, we break in, download it, then get you here right away. (points to map) They have medical bays in the armory.

Max looks over at Frey and Matilda. Frey has a wet cloth on her brow, cooling her daughter down.

MAX

You're sure this will work? This will give them what they need?

SPIDER

Brother. If we do this, humans become citizens of Elysium. She can get cured right away. Along with nine billion others.

Max contemplates the answer. Spider motions to the map.

SPIDER (CONT'D)

We drop in here. This is a back entrance to the control room.

We follow his finger along the illegal map.

SPIDER (CONT'D)

All the way in here. Boom. This is the protocol room.

MAX

How do we get through these?

He points at the airlocks. Spider reaches into his bag and pulls out a swipe card connected to a handheld computer.

SPIDER
Run a bypass. I always come
prepared, son.

MANUEL
Goddamn suicide run.

Spider gives a rueful smile.

SPIDER
It's much worse than that.

He looks over at Frey.

SPIDER (CONT'D)
We could use your help.

FREY
I'm not leaving her.

Spider holds up a headset and laptop.

SPIDER
Just guide us. Real time satellite
feed. When the shit hits the fan in
there, you can be our eyes.

Frey nods. Max stands, lifts an AK47, checks the breach.

MAX
Alright then.

JUMP CUTS: various guns/ammo loaded into pouches. Zipped up,
backpacks on.

They stand at the front door to the mansion. About to leave.
Max takes a headset and earpiece from Spider. He puts it on.
Frey walks over to Max. Quiet.

FREY
Thank you.

Max looks back.

MAX
Listen... I'm.....I just....

SPIDER
Let's go, son.

FREY
It's ok...Max...Go.

INT. CCB ARMORY

Kruger sits on a medical bench as the MED BOTS BOLT a HULC SUIT into his bones. Similar to Max. But more expensive. More high-tech. Like an F22 vs an F14. It's magnificent.

Once secured, Kruger goes to his LOCKER. Still has his name on it. He opens the locker and starts pulling out his gear.

EXT. MANSION ELYSIUM - NIGHT

Manuel and the gangsters run ahead into the night. The huge mansions flood-lit. Max and Spider follow. Guns drawn.

INT. MANSION ELYSIUM

Frey wears the head-set. She watches them on the laptop. The access hatch shows up in the satellite data.

FREY

It's about 20 meters ahead of you.

EXT. MANSION ELYSIUM

They arrive at the still smouldering crash site. Using flashlights, they find the hatch under the ripped-up earth. They open it, and jump into the SUBSTRUCTURE of Elysium.

INT. CCB HQ

Kruger calmly walks out of the armory. He steps into the central corridor. He casually lifts a grenade from a pouch, pulls the ring and throws it down the corridor. He walks back into the airlock. BOOOOOOOOOOM!!!! Fire and smoke billow.

INT. SUB STRUCTURE

We hear the deep base rumblings of the explosion.

MAX

What the hell was that?

INT. CCB HQ CONTROL ROOM

Warning lights start spinning. All the CCB agents rise. Rushing for the exits. The lighting blinks on and off, as though the grenade has damaged the power source.

OVERHEAD VOICE

All agents, go to the nearest exit
and proceed calmly to ground level.

The panicked agents run out of the CCB headquarters.

SLOW MO: we see KRUGER move in the opposite direction to them, walking toward us. He flips his hood down. Deadly.

INT. CCB HQ

A hatch opens above the hallway. Manuel drops down and pulls out his gun. He spins the other way. NO ONE.

He stands like a sentry as another gangster, RICO, hops down. The CCB is smoky, burning embers floating through the air.

MANUEL

Where the hell is everybody?

Spider is lowered down by Max. Max hops into the corridor.

FREY (IN COMM)

Okay. It's to your right.

Spider leads the brigade to the first airlock sealed doors. He slips his SECURITY CARD into the reader and scans the code, he types and...TSSSHHHHH the doors open.

SPIDER

Come on, let's move.

FREY (IN COMM)

Seems clear.

Spider opens the second doors to be met by more smoke. Max cautiously checks the room, waves his gun from side to side. Clear. They start moving into it. And suddenly--

Max hears a blood-curdling SCREAM from RICO. They spin to see him exploded by--

KRUGER. The gangster is hurled across the room. Kruger's deadly wrist device sparking and winding down from the kill.

Max lifts his gun and FIRES, but--

Kruger's high-tech suit MELTS the gun in Max's hand. Liquid molten AK47 drips all over the floor.

MANUEL

RUUUUNNN!!! SPIDER GO!!! TAKE HIM!

Spider tries to grab Max.

MAX

NO! Don't leave him!

Manuel lifts his assault rifle, pops off a few rounds, but the bullets just glance off Kruger's billion dollar HULC.

Kruger casually lifts his wrist, sending a beam that turns Manuel's gun into ASH. Manuel screams as his hands are burnt. Smoking embers of burning metal floating around the room.

Kruger spin-kicks Manuel across the room, the gangster bounces off the wall like a soccer ball.

MAX (CONT'D)
FUCK THIS.

Max summons his energy, runs toward Kruger and LEAPS.

He smashes into Kruger, sending them both back, DENTING an airlock door with 500 lbs of steal exo strength.

Max grabs one of the throwing knives off Kruger's vest and stabs it through Kruger's wrist WEAPON. The device crackles and sparks. Blood leaking across the white stark CCB.

KRUGER
That's a cheap shot, that's a
fucking cheap shot.

Max starts to take the upper hand when....

Max goes into a white hot flash of cerebral pain. The epileptic seizure of DATA-OVERLOAD hits him, he trips and stumbles over desks and terminals, holding his head.

Manuel grabs Max and pulls him back toward Spider.

Kruger rises, whips out a deadly throwing knife and wings it at Manuel. It digs into his sternum. He drops to his knees.

Spider looks back to see his friend go down, gasping for air. Spider turns back, hacking the control-room airlock.

Max sees Manuel die. Anger coursing through his veins, Max uses every ounce of strength to will himself to his feet.

Kruger lunges at him. His knife comes flashing toward Max's head like lightning, barely missing his jugular.

Max delivers a sequence of awesome martial arts kicks and punches knocking Kruger back, giving him time to escape.

Max dives into the airlock and hits the SHUT button. The door starts shutting. But Kruger leaps and wedges his steel encased body in between the airlocked doors, jamming them. He's trapped there.

Max drags himself away, looking back as Kruger struggles to free himself. Max and Spider hobble into--

INT. CCB HQ CONTROL ROOM

Max and Spider make their way through the immense, abandoned CONTROL ROOM. Walls still flicker with warnings:

ILLEGALS DETECTED IN CONTROL ROOM.

They reach the next airlock. Max turns back to see Kruger pulling free himself.

MAX

Come on come on--

Spider disengages the door, and they move fast into--

INT. GANTRY ELYSIUM

The gantry is suspended hundreds of meters up, like a bridge over the immense sub-structure of Elysium. It looks like something out of STAR WARS. Huge volumes of wind swirl.

Max and Spider hobble along the gantry, MEDBAY and PROTOCOL station writing in signs overhead. Max looks up, sees:

Kruger keeps coming, a relentless killer.

SPIDER

Come on, keep moving!

Max stops, watches this cold-blooded killer.

MAX

No, no... He'll never stop.

A calm passes over Max, as Kruger bears down.

MAX (CONT'D)

You got nothing to fight for. I do.

Max and Kruger collide in a deadly sequence of moves.

KRUGER

I have everything to fight for. I have all this.

Max struggles. But he makes a desperate move, GRABBING hold of the NERVE CENTER on the back of Kruger's HULC.

Max tears it off with all his strength. SPARKS explode and shredded circuitry come out in his hand. We hear Kruger's suit power down, and--

Max kicks the living shit out of him.

Kruger falls into a crumpled heap. They are at the end of the gantry, where the ARMORY has MEDBAYS LINED UP.

Kruger looks at Max's dying body. He looks into the ARMORY, then back at Max, choking, laughing.

 KRUGER (CONT'D)
Your....friend...didn't tell you
everything, did he?

Max looks at Kruger, confused.

 KRUGER (CONT'D)
You think...you can pull that data
out of your head and live? You
think you just carry on with your
little life?

Kruger is laughing, choking.

 KRUGER (CONT'D)
You fucking idiot... That data will
kill you the second it's retrieved.

Max turns to Spider.

 MAX
What...? Is that...true?

A beat. Spider looks back at him. Yes.

 KRUGER
You wanna save...all your little
earthlings...then you're gonna die.

INT. MANSION ELYSIUM

Frey covers her mouth as she hears them over the comms.

INT. GANTRY

Max looks at Spider.

 MAX
HOW COULD YOU DO THIS TO ME?

Kruger laughs with his dying breath.

 KRUGER
Dead.... You're dead.

Max gets up in a rage, he grabs Kruger's BODY and HURLS him off the edge of the GANTRY into oblivion. Kruger disappears into the darkness. For good. Max drops, devastated.

SPIDER

I'm sorry man, I'm sorry. I didn't know how to tell you. You can still choose. It's one or the other.

MAX

I'm not dying here.

Frey listens to the conversation. She looks toward Matilda.

SPIDER

You have the ability to save everyone, everyone. But I'm not going to force you, I know I can't. It's right there (points at med bay)... You choose.

MAX

And what? I have to die. That's my goddamn choice?

Spider turns to see the security droids and politicians have arrived at the end of the GANTRY.

Max gets up and stumbles toward the MEDBAY. Spider SHUTS the security door behind them as they leave the gantry. He MELTS the control circuit, sealing it.

Max stumbles over to a MEDBAY, and leans against the machine. His fingers caress the "DIAGNOSE" and "HEAL" buttons.

We hear the sound of cutting metal. Spider looks up to see CCB DROIDS cutting through the security door.

Max blinks hard. He wipes his face and turns away from the machine. He looks back at the droids. He limps toward Spider.

MAX (CONT'D)

Let's finish this.

He motions to the final airlock before the PROTOCOL ROOM. He steps away from the MED BAY, he has made his decision.

INT. PROTOCOL ROOM

Spider runs a bypass on the protocol door. The hydraulic door opens revealing the PROTOCOL CORE. Max stands for a moment, stares at the space, the inner core of Elysium.

EXT. MANSION ELYSIUM

We follow IMMIGRATION DROIDS as they load up guns with tear-gas and run across the LAWN towards Frey in the mansion.

IMMIGRATION DROID
Two illegals detected.

INT. PROTOCOL ROOM

Max collapses next to the central computer. Spider closes and seals the door behind them.

The glass floor of the protocol room is the final barrier between the inside of Elysium and space. EARTH looms directly under them. Max looks down at the world that raised him.

INT. MANSION ELYSIUM

Frey sees Max as a small infrared heat dot on the screen.

She is fighting back tears. She sees the Immigration Droids coming across the LAWN. She leans over and pulls Matilda closer. But doesn't leave the monitor.

INT. PROTOCOL ROOM

Spider walks over to the central console and takes out his little computer, he plugs his USB wire into the PROTOCOL. He gives the other end to Max. Max clumsily plugs it into his own head. He calmly looks back down at Earth. He remembers the locket on his neck. He snaps it off, holding it.

MAX

Frey.

She swallows and then adjusts her mic to speak into it.

FREY

Yeah.

MAX

Remember, when I stole your watch.

SPIDER

Ok, syncing.

FREY

Yeah.

MAX

I'm sorry about that. It's just....
I don't know why I took it, I
wanted to get into that stupid
gang.

FREY

It's ok.

Max opens the locket, looking at the image of Earth. The same one he can see with his own eyes now.

Spider types furiously, hacking into the system core. He looks up to see the DROIDS running to the final door.

SPIDER
Shit. Here they come.

MAX
You forgive me?

FREY
Yes, Max.

BANG. They hit the door. THUMP THUMP, sparks fly as the acetylene torch starts cutting.

MAX
And then, I stole.....Matilda's money. I'm really sorry, I swear.

SLOW MO the sparks drizzle into the room. The security droids raising guns.

FREY
I forgive you, Max.

MAX
For both times?

FREY
Yes, both times.

INT. MANSION ELYSIUM

The droids smash open the doors to the mansion and enter. Frey looks up at them on the other side of the house.

INT. PROTOCOL ROOM

The computer screen reads: "PLEASE ENCODE NEW ADMINISTRATOR."

SPIDER
If I don't get this working soon,
we are fucking dead.

Spider puts his open hand to the biometric reader. -SCAN-
Complete. -COMPILING-

SPIDER (CONT'D)
HURRY UP HURRY UP!!

BEEP. SYSTEM READY.

SPIDER (CONT'D)
We're good, we're good--

MAX
WAIT. Give it to me.

Spider hands the KEYBOARD to Max. Max takes it. With his other hand he drops the locket on the glass floor. Two earths, one real one image, hanging there.

MAX (CONT'D)
Frey.

FREY
Yes?

Max looks at the ENTER key. His finger hovers over it.

MAX
Thank you.

SLOW MO: MAX hits the ENTER KEY.

His eyes close. His hand drops to the floor.....dead.

The computer screen fills with billions of lines of code.

BOOM. The door finally gives way. The DROIDS run in. They are trailed by REP PATEL and a young politician, REP SMYTHE. The droids GRAB SPIDER violently, beating him.

SPIDER
NO--

Patel enters the room, aghast to see the immigrants in the most secure zone.

REP SMYTHE
Kill him!

INT. MANSION ELYSIUM

The DROIDS smash the laptop in front of Frey and violently rip her from the chair. Another one grabs Matilda.

INT. PROTOCOL ROOM

Computer screen: COMPILED. HUMAN STATUS:LEGAL.

INT. MANSION ELYSIUM

Instantaneously, the DROIDS let go of Frey. The code on their visors suddenly starts scrolling, like a DOS REBOOT.

INT. PROTOCOL ROOM

The droids let go of Spider and help him up.

DROID
APOLOGIES CITIZEN.

REP PATEL
Arrest him!

REP SMYTHE
Shoot him! Now!

DROID
I cannot harm a citizen of Elysium.

REP SMYTHE
A CITIZEN? A what?!

Spider calmly grabs his handheld computer off the deck.

SPIDER
Guess who Elysium belongs to now,
bitch?

He smiles at the politicians as he leaves. The men look at each other, knowing their days are over. MAX'S BODY lays there dead. And we see one final flash of memory:

INT. YOUTH PRISON - DAY

Young prisoners line up against the wall. The WARDEN makes them stick out their tongues, while he checks for contraband. He walks up to ELEVEN YEAR OLD MAX.

WARDEN
You again, back for more, hey? Open
your mouth.

Max sticks his tongue out at the Warden, the other kids laugh. He punches Max in the stomach. Max collapses, lying at the Warden's feet gasping for air. The kids quiet.

WARDEN (CONT'D)
No one knows your name.

The Warden leans down next to him.

WARDEN (CONT'D)
No one will remember you. You will
never accomplish anything...

INT. ORPHANAGE - NIGHT

Young Max cries. The Nun sits on the edge of his ratty bed.

NUN

Everyone has one special thing Max,
one thing that they are meant to
do, one thing they were born for.

INT. MANSION ELYSIUM

Frey gently places Matilda down on the med table. She presses the ANALYZE button.

OVERHEAD VOICE

CITIZEN M SANTIAGO. Female. Severe
epileptic edema.

A soft blue/white light moves up and down Matilda's body. RE-ATOMIZING. Frey watches in disbelief as her daughter is mended. The machine gently opens.

Frey stands with baited breath. Matilda slowly opens her eyes. She turns and looks over at her mom. 100% CLEAR.

MONTAGE:

Humans all over Elysium come out of hiding. The old, the sick, all getting medical care in their mansions.

Shots of humans on earth scrambling for tickets to ships. SHUTTLES stuffed like Indian trains. Bound for Elysium.

Frey and Matilda play in their garden. The huge orb of Earth floats behind them. Frey wears Max's necklace now. She holds it for a moment. And then continues to play with Matilda...