

FADE IN:

EXT. ARCTIC OCEAN - DAY

Stars in the black of space. PAN DOWN to sapphire blue sky, the brighter stars still shining through. It's Arctic midnight, the weak sun tiny on the distant horizon. We SKIM along the water, in and around looming glacial cliffs--

The top of an iceberg pushes through the water's surface. Carved into the ice is a single mammoth word:

G O D Z I L L A

We continue past, along the ocean, and discover:
An old fishing boat, the RAINBOW WARRIOR, holds position outside a small natural harbor. All lights extinguished.

FADE UP TITLE:

ARCTIC OCEAN, NEAR THE 170th PARALLEL

ON DECK: Eco-warriors peer through high-powered binoculars and video cameras. Among them: An intense WOMAN. A RUSSIAN MAN with a scraggly beard. A surly BLOND MAN, who monitors a Geiger counter. All wear heavy parkas against the gray cold.

BLOND MAN

Can anyone make out the registry?

WHAT THEY ARE WATCHING: A distant SALVAGE SHIP, moored inside the harbor. Its hoist is swung out over the sea. Flood lights illumine salvage divers as they submerge with hoist cables.

RUSSIAN MAN

Not me. Bojemoi...I think my eyeballs are frozen.

WOMAN

It's blacked out. Whatever they're up to, it's no goddamn good.

Near the salvage ship, the divers guide the cable as the hoist engines begin working, winching the cable up.

BLOND MAN

(looks up from Geiger counter)

Background radiation is nearly a hundred times normal. They're harvesting reactor cores. They must be.

RUSSIAN MAN

We don't know that. There's no evidence of--

2.

BLOND MAN
(pointedly accusing)
There's a thirty-year-plus history of Soviets dumping nuclear waste and old reactors into the Kara, the Barents, the Sea of Japan--

RUSSIAN MAN
(amused)
I swear, I was not there. I had a cold.

BLOND MAN
So why not the Arctic? Who knows how many of these graveyards there are?

WOMAN
Something's wrong!

The two men re-focus on the salvage ship--

--where crewmen race across the deck. Divers scramble onto the platform. A klaxon sounds--

Suddenly the GEIGER COUNTER SQUEALS, readings off the scale. The Blond Man drops it, startled.

WOMAN
Shit!

The sea begins to BOIL beneath the salvage ship.

WOMAN
Chain reaction! Grab tight--

The sea ERUPTS. The salvage ship is HEAVED into the air. It disappears in a FIERY EXPLOSION--

The shock wave rocks the Rainbow Warrior violently. People scramble as the deck tips. Huge chunks of ice peel off the cliffs, crash into the sea, onto the ship. With a cry, the Blond Man falls overboard. Smoke pours from below decks.

The Geiger counter calls out an uninterrupted staccato.

The Russian Man stumbles blindly through the chaos, grasping for

deck rails.

TALL MAN

...I can't see...Claus? Martha?
Help me!

OBSERVER

Look at that! The snow can't
burn! It can't burn!

3.

Near where the remains of the salvage ship, the snow is indeed on fire--an eerie sight. A fissure has opened up in the glacier, still expanding.

WOMAN (O.S.)

Oh my god!

RUSSIAN MAN

(stumbles toward her)

Martha? Where are you? What is
happening?

The Woman stares toward the shore.

WOMAN

It's bleeding...

RED-BLACK FLUID flows out of the fissure, into the sea. The fluid steams in the chill Arctic air. Turning the ocean blood red.

MARTHA

The Earth is bleeding...

INT. LLEWELLYN HOME - BEDROOM - NIGHT

The window is wide open. The curtains don't move. A fan labors pointlessly, aimed toward the bed--which is empty. Suddenly, the mattress JUMPS, bumped from beneath. There is a giggle.

KEITH (O.S.)

I thought we got on the floor to
cool off.

JILL (O.S.)

Oh, gee. I'm sorry. I'll stop.

KEITH (O.S.)

Just an observation. No

complaint. Please, continue.

The phone RINGS shrilly.

KEITH (O.S.)

Dammit.

KEITH LLEWELLYN pulls himself out from under the bed to answer the phone. He is mid-thirties with a charming smile.

KEITH

Dr. Llewellyn.

(listens; dismayed)

How soon? Okay, okay...I'll be ready.

(beat)

What? Oh, of course.

4.

JILL LLEWELLYN has emerged from beneath the bed. A woman of high intelligence and strong passions. Keith extends the phone.

KEITH

For you.

JILL

(takes the phone)

Dr. Llewellyn. How soon? Yes, I can be ready.

She hangs up the phone. Looks at Keith, dismayed.

JILL

The Arctic. Both of us.

KEITH

I hate cold weather.

Jill pulls him to her. Smiles at him.

JILL

Could be our last chance to be warm for a while...

He smiles back at her, leans in to kiss her--
BRIGHT LIGHT FLOODS THE ROOM. The curtains are blown back. A helicopter settles down outside the window.

JILL

Now the government gets efficient?

EXT. LLEWELLYN HOME - NIGHT

At an upstairs window, TINA LLEWELLYN looks out. 15 years old, bright and aching to test boundaries. She peers at the helicopter.

A CUTE PILOT guides the 'copter to the ground. Across the street, a NEIGHBOR and his SON emerge from their house to investigate the noise. Prop wash blows loose a pink plastic lawn flamingo. The Neighbor grabs for it.

The rotors wind down. The Cute Pilot goes over a checklist. He looks up--and his eyes go wide.

CUTE PILOT

Oh, man.

Tina is coming toward the 'copter, wearing T-shirt, tights and an underage smile.

CUTE PILOT

(extends his wrists to
co-pilot)

Just slap the cuffs on me now and
be done with it.

5.

Tina reaches the cockpit. The Cute Pilot looks down at his clipboard, very aware that looking anywhere else could result in a morals charge.

TINA

Hi.

CUTE PILOT

Good evening, miss. Kinda late
for you to be up, isn't it?

TINA

I'm old enough.

Across the street, the neighbor clutches his flamingo.

NEIGHBOR

I don't care how high-up they
are...Ever since they moved in,
it's one disruption after another.

SON

(staring at Tina)

I don't mind.

Jill and Keith exit the house, carrying parkas and small duffels. Jill sees Tina--and hurries to her. The Cute Pilot still studies his clipboard.

JILL

Tina...this is hardly an appropriate fashion statement.

Keith drapes his parka around Tina's shoulders.

TINA

That depends on what I'm trying to say.

The Cute Pilot chuckles--and then meets Keith's glare. Refocuses on his clipboard. Jill herds Tina toward the house, into the shelter of the porch and the doorway. Keith follows.

TINA

God, unruffle, mom. It's no big deal--

JILL

I don't want any problems while we're gone. It'll only be a few days, tops.

TINA

I could go stay with Aunt Julia.

KEITH

Aunt Julia's rarely home long. We don't want you to be by yourself--

6.

Tina lets out a loud snort of a laugh.

KEITH

--in New York. In Manhattan.
Here, you're safe.
(spreads his arms; a
knowing understatement)
Nothing unusual ever happens here.

She smiles at the sight of him, the helicopter behind him on the lawn gearing up to take off.

KEITH

Really--you'll be okay?

TINA

I'll be fine, dad. Go on.

KEITH

Okay. Well...bye.

He kisses her forehead. Takes his parka, heads out toward the helicopter. Pauses to call to the Neighbor.

KEITH

Will you keep an eye on things for us, Mr. Torkleson?

The Neighbor's son answers immediately, almost gratefully.

SON

Yes!

NEIGHBOR

(scowls at his son)

Yes...no problem.

Jill regards Tina, who looks away sullenly. Jill smiles ruefully.

JILL

Use some of the money in the bread box to buy a bathrobe, huh?

TINA

Whatever, mom.

Jill looks at her. A perfunctory kiss--neither is comfortable with it--and then Jill heads for the helicopter.

The helicopter lifts. Jill sees Tina standing in the shadows of the porch. She looks very small and alone.

7.

EXT. ARCTIC OUTPOST - DAY

An C-130 transport with ski treads lands on a makeshift airstrip. Temporary shelters have been set up. The Rainbow Warrior is now mostly submerged.

Jill and Keith emerge from the plane, make final adjustments to their biohazard suits, heavy-duty coveralls with full hood and visor, hood slung back. Keith has a thin file folder.

A young captain, TUCKER, peachfuzz mustache failing to make him

look older, meets them. He also wears a biohazard suit.

TUCKER
 (greeted each)
 Dr. Llewellyn! Dr. Llewellyn!
 I'm Tucker!

Tucker takes Keith's arm, snaps something onto the sleeve.

TUCKER
 Radiation badge. If it goes red,
 consider yourself cured of cancer.

KEITH
 And dead, of course.

JILL
 (as Tucker snaps a badge
 on her)
 But a healthy kind of dead.

KEITH
 (points with the file)
 What the hell have you found here,
 anyway?

Tucker leads them toward the fissure. Ahead, bio-suited workers wheel large storage drums out of the fissure. One worker re-seats a lid; Jill stops him, peers inside.

JILL
 This is peculiar soup...

TUCKER
 Early analysis is pretty weird...
 It has a marked resemblance to
 amniotic fluid. We think.

JILL
Amniotic fluid?

KEITH
 Like in a womb?

8.

TUCKER
 Uh-huh...well, not really...
 there're some complex compounds...
 and a heavy barbiturate presence.
 We think.

Jill scowls, her mind suddenly very far away as she contemplates this information.

TUCKER

I know one of you Doctors
Llewellyn is a bio-chemist...

Despite being addressed, Jill does not answer. Keith steps in.

KEITH

That would be the pretty one.

TUCKER

We have a lab set up if you'd like
to...

But Jill is already moving off with the worker wheeling the barrel.

KEITH

I think she'd like to. Hey, Jill!

She turns. He hands her the file. Leans to kiss her cheek, but she's already reading the folder as she walks away.

Keith glances at Tucker, shrugs. Tucker smiles. Pulls on his hood, seals it. Keith does, too. Tucker gestures to follow, slips into the fissure--

INT. WOMB CAVERN - DAY

Keith and Tucker clamber down ladders anchored to the glacier, deep into the fissure, into:

A huge cavern, carved out of ice and earth, lit by a string of bare lights that stretch away in both directions.

The wall opposite the fissure is imposing and strange, made up of crevices and finely textured stone, markedly different from the ice wall and ceiling.

A bio-suited workcrew pumps the red-black fluid into storage drums. Tucker leads Keith, slogging through shin-deep fluid.

TUCKER

The entire cavern was filled with
this stuff--

Suddenly there is a LOW RUMBLE--a small TREMOR. Ice sifts down from above. Lights flicker. Keith glances at Tucker.

TUCKER

An avalanche somewhere. Or the
sea floor shifting. The blast
that opened this up was some
pretty mean shake-and-bake.

Something beyond Tucker has drawn Keith's attention: apparently,
it is a smaller cavern. Inside are weirdly regular rows of
stalagmite and stalactites. Keith moves inside, examining them.
Tucker stands outside.

KEITH

This is the strangest stalactite
formation I've ever seen...

TUCKER

Those aren't stalactites.

Keith gives him a puzzled look, starts to really examine the
'cavern'--

TUCKER

(enjoys the revelation)
They're teeth.

Keith's eyes widen--he suddenly sees what's been in front of him
all along: he's inside a giant mouth. He scrambles out to
beside Tucker.

KEITH

My God...my God.

He takes in the mouth. Touches the strangely-textured 'wall.'

KEITH

And this isn't stone...is it?
It's petrified or something--but
this is skin.
(he turns to Tucker)
It's skin.

TUCKER

It's skin. We think. But it
might as well be stone, for all
the good we've done trying to get
a tissue sample...we broke three
diamond drill bits on it--

Keith clammers up, over the open mouth, caught up in the moment.

KEITH

This is incredible...the
preservation is extraordinary...
Mammoths and the like found frozen
show much more decay. Even the

Alps ice man--

10.

He stops. Stares down the length of the body.
The string of lights is more than a football field in length.

KEITH
How big is this...this..?

Tucker climbs up beside him.

TUCKER
Two hundred forty-seven feet...
There's also a tail, but how long
that is we can't tell yet...

KEITH
Two hundred and forty-seven feet?
(he looks again)
Two hundred and forty-seven
feet...so much for seismosaurus
and ultrasaurus...It is a
dinosaur, isn't it?

Tucker shrugs--then nods, grinning.

TUCKER
We think.

Another TREMOR, bigger this time. More ice rains down. The
lights flicker. Go out, plunging the cavern into DARKNESS.

TUCKER
Shit...wait a sec...

He snaps on a flashlight, illumining the two men, still standing
on the beast's muzzle.

TUCKER
(bellows an order)
Nobody move 'til we get the lights
back on.
(to Keith)
We don't need anyone tripping over
some giant dinosaur nuts in the
dark or something...
(another order)
And let's get the lights back on,
shall we? Thank you!

Behind the two men, unnoticed by them, there is MOVEMENT--

The monster's EYELID OPENS, ten feet across.

A second, semi-transparent protective eyelid slides away--
Revealing iris and slit pupil, glinting wetly--
The pupil dilates, focuses--

The lights come back on. The pupil contracts. The eye BLINKS.

11.

TUCKER
(re: the lights)
About time...

Keith turns back to the beast. Its eye tracks his movement--

Keith's own eyes go wide.

KEITH
Good lord--

And then the earth shakes again as the beast's head moves--
Claws tear out of the earth--
One whole section of wall undulates--and we become aware that
the monster's tail is wrapped around the entire cavern--

Sections of the ladder tear loose. Climbers plunge to earth--
The mouth closes, then opens again. FIRE fills the cavern--

And there is a DISTINCTIVE ROAR, sharp and terrifying, unlike
anything anyone has ever heard--

INT. ARCTIC OUTPOST - DAY

Jill peers into a microscope--and suddenly the building shakes.
She braces for it to pass. It doesn't. It gets worse.

The door slams open. A Radio Man scrambles to a radio near
Jill. Fluorescent lights flicker, strobing the room.

JILL
What's going on--

The whole room tips, upending cabinets and shelves. Jill is
pinned beneath a table.

RADIO MAN
Mayday! Mayday! This is Arctic
Outpost--

A beam collapses, slamming into him, silencing him. The room is still shaking. Jill tries to push the cabinet off of her, but it is too heavy. She looks toward the window, and GASPS--

Despite her obscured view of the window in the half-collapsed wall, she sees:

The two rows of huge, gleaming jagged teeth, moving past and past and past for much longer than one would expect.

JILL
My god...

And then the building is jarred again, and the ceiling COLLAPSES, and the flickering lights flicker off.

12.

EXT. TAKI ISLANDS - NIGHT

FADE UP TITLE:
TAKI ISLANDS, NORTHEAST OF JAPAN

Heavy winds and rain: a HURRICANE. A small fishing village batters down for the storm. Waves lash across the docks.

One villager, JUNJI, looks out from his house. Moored boats bang against the docks. Villagers hurry to cover, past the fish stacked on the wharf.

One boat's lines have come loose; it is in danger of getting swamped. JUNJI gasps: it is his boat.

JUNJI'S WIFE appears in the doorway behind him, drawn by his gasp. She sees the boat. Junji starts to leave the house--

His wife stops him with a hand on his shoulder.

JUNJI'S WIFE
(in Japanese)
Don't go out there--you'll drown!

JUNJI
(in Japanese)
Without my boat, I have no life!

He stares at her, adamant. She nods, resigned--but gestures for him to wait. Disappears into the house. Reappears with a bright yellow slicker. She helps Junji into it. He gives her a kiss, then ducks into the storm. She watches him go.

LIGHTNING scrabbles across the dark heavy clouds. Junji hurries

to his boat. Struggles to make the line fast.

From out in the ocean, the village looks very small, very fragile. And then something rises out of the waves, blocking the village. Huge with jagged dorsal fins: Godzilla.

On the docks, a SOUND rises above the storm: the DISTINCTIVE ROAR. Junji looks up--

There is a FLASH OF LIGHTNING. Between Junji and the lightning, the huge shape continues to rise--

Junji stares up in horror and shock. One huge, taloned foot crashes down, nearly on the small dock. And then the monster takes another step--

A dark shadow falls across Junji--
His wife watches, frozen with terror--
Junji falls back against the piling. The huge foot looms directly over him. He can see up, up, up the height of the body, the two arms, the serpentine neck.

13.

JUNJI
(in Japanese)
It cannot be...
(a certainty)
Gojira...

The foot descends--past him, miraculously sparing him.

Other villagers see what's coming. Some run, some freeze, some pray. Some race for the refuge of trees behind the village. The beast looms. One four-clawed hand reaches down--
--toward the villagers? Toward Junji?
--Godzilla scoops up the entirety of the day's catch and tosses it into his gaping mouth, past enormous sharp teeth.

His head turns toward the village. He moves, the earth shaking beneath his tread. Junji's wife stares up as he nears--

Junji screams from the docks--

JUNJI
(in Japanese)
Run! Run!

--but she can't hear. Godzilla's foot comes down--
--crushing the house.

Junji's eyes go hollow. He stares now, a mad witness.

Godzilla's tail drags across the village, causing more destruction. More villagers are buried beneath the wreckage. But Godzilla pays them no heed.

He reaches for the windswept forest behind the village, scoops a huge furrow in the ground, uprooting an entire copse of trees. He raises it to his mouth--and two villagers who were hiding shake loose, plummet to the ground. Godzilla gulps down the trees.

He moves back toward the ocean--then pauses. Cranes his head back, looking up into the sky, searching for something--

The clouds blow apart briefly, revealing the night sky, empty save for twinkling stars. The clouds close. Lightning crackles--

GODZILLA ROARS and BREATHES FIRE. A warning. A challenge.

And then he goes to all fours and dives into the sea, his huge bulk moving past Junji impossibly fast. Godzilla's 150-foot tail sweeps around, creating a huge wave--

The wave CRASHES across the island, hurling ships over docks and smashing through houses--

Junji clings to a piling for his life. The water sweeps by-- somehow, Junji holds on. He stares out at the sea--

14.

Where the monster sinks down, disappearing into the violent, storm-tossed ocean.

DISSOLVE TO:

EXT. PACIFIC OCEAN - BLUFFS - EVENING

The ocean. Calm now. On a bluff above the ocean a road passes beneath a high, ugly wall, topped with barbed wire.

FADE UP TITLE:
MORI OGAI CARE INSTITUTE
ONE YEAR LATER

A car veers off the road. Two men get out:

AARON VAUGHT. Tall, graceful, eyes watchful behind wire-rimmed glasses. He looks like a ski instructor who chucked it all to become a librarian.

MARTY KENOSHITA, enthusiastic, bordering on intense. He lugs a large trial case.

Aaron steps up on the hood of the car, then to the roof, giving him a view across the top of the wall--

Beyond the barbed wire is not the expected prison. Instead, there are manicured tea gardens, small cottages. A koi pond beneath lovely waterfalls. All that betrays the illusion of a luxury hotel is the wall, surrounding the grounds on three sides. The bluff is the fourth barrier.

Marty scrambles up next to Aaron.

MARTY
There he is.
(points)
Staring at the ocean.

Across the grounds, a figure sits.

AARON
Maybe he is crazy, like they say.

MARTY
Yeah, and maybe not. If you
wanted to hide someone, keep them
quiet, this would be a good place--

AARON
Marty, no paranoia tonight.
(gestures)
Loan me your coat.

Marty frowns, but slips off his overcoat.

15.

Aaron tosses it onto the wall, covering the barbed wire.

MARTY
HEY!

Aaron tosses his pack into the grounds. Leaps to the wall, swings over. A beat; Marty heaves his case over, follows.

EXT. MORI OGAI CARE INSTITUTE - GROUNDS - EVENING

Marty and Aaron near the seated figure--

It is Junji--looking much older than can be accounted for by the

time passed. He seems unaware of their presence, eyes staring out to sea.

AARON

Mr. Tange? Junji Tange?

No response. Aaron nods to Marty. Marty translates what Aaron says into Japanese, nearly simultaneously.

AARON

You're a hard man to find, Junji. We've been talking to survivors of the Taki Island Deluge for almost a year.

Still no response. Marty adds something more in Japanese. With his eyes, Aaron inquires 'what?'

MARTY

I said they all tell the same story: the worst hurricane in fifty years virtually washed away one of the chain.

Aaron nods, steps closer to Junji. Marty still translates:

AARON

But there are also stories of a man who saw a giant dragon. A dragon that breathed fire and made tidal waves.

He waits. Nothing. He sighs--
--and then Junji speaks. Marty translates to English:

JUNJI/MARTY

A storm killed my wife. And I am a crazy man that no one believes.

16.

AARON

(Marty translating)

Every culture has myths about dragons. The Midgard Serpent, Quetzacoatl. The dragon that sleeps at the heart of the world...

(beat)

Only I don't think they're just stories.

MARTY
 (in Japanese)
 He even wrote a book about it.

Before Aaron can stop him, Marty pulls out an oversized paperback, hands it to Junji.

Aaron's photo is on the back cover. Junji looks from it to Aaron. Aaron, a little sheepish, strikes the same pose, smiles the same smile. Junji turns the book over. His eyes widen--

'THE WAKING DRAGON' by Aaron Vaught. The cover is an old wood print of a dragon; it vaguely resembles Godzilla. Junji hurriedly opens the book to a photo: an Aztec hieroglyph of Quetzacoatl, again Godzilla-like.

Junji flips through the book, becoming more excited with each photograph, each reproduced drawing. He pauses--

CLOSE ON: an Assyrian carving of a dragon and a gryphon, wrapped around each other, locked in combat.

AARON
 (Marty translating)
 I believe in dragons, Junji.

Junji looks up at him--then stands suddenly, and hurries off, carrying Aaron's book. Aaron and Marty follow.

EXT. PACIFIC OCEAN - BLUFFS - EVENING

Aaron and Marty's car sits near the wall. Suddenly illumined by high-powered flashlight beams. POLICEMEN swarm in. One climbs to the roof, pulls Marty's coat off the wall. Displays it to--

PIKE, wearing a scowl he was born with. He stands in front of two other AMERICAN AGENTS. All wear sharply-tailored black suits and no-nonsense expressions.

Pike rolls his neck, a characteristic tic, CRACKING it. Gestures for the police to move in--

17.

INT. JUNJI'S COTTAGE - EVENING

Simple in design: futon, low table, bath screened off. Junji looks around conspiratorially, loosens a floorboard.

JUNJI
 (in Japanese)

The doctors would take these if
they knew--

He reaches into a space beneath the floor, digs out sheaves of
paper. They spill toward Aaron, a flood of paper--

--drawings of Godzilla. Hundreds. Aaron and Marty sift through
them, moving carefully to not step on them. Junji speaks
excitedly; Marty listens, translate for Aaron:

MARTY

He says he dreams of it.
Remembers stories from his
grandfather. About the people
before people. Stories about--

Junji holds up a drawing. Painted on it are the three Japanese
Katakana characters for Godzilla.

JUNJI

Gojira.

Marty whips out a PDA, writes down the name.

AARON

Have we ever indexed that name?

MARTY

No--wait, yes...In 1928, Atkinson
translated the characters
as...Godzilla--

He cuts himself off. A particular drawing has caught his eye.
He kneels beside it, staring. Aaron joins him.

It is a painting. A gryphon, curled into a fetal position, in
a mound beneath the earth. Godzilla breathing fire on it.

MARTY

The adversary?

Aaron nods, picks it up--

Suddenly, two uniformed POLICEMAN burst into the cottage. They
move toward Aaron and Marty, who back away. Aaron folds the
paper, slips it into his pocket.

Junji, panicked, crawls, picking up his drawings, holding them
to his chest.

A DOCTOR and several ATTENDANTS enter.

DOCTOR
 (to Aaron)
 You are trespassing. And you have
 upset my patient.
 (in Japanese)
 (re: the drawings)
 He should not have these.

The Attendants begin gathering up the drawings.

AARON
 You can't take those away--

The police escort Aaron and Marty roughly to the door--

EXT. MORI OGAI CARE INSTITUTE - GROUNDS - EVENING

Outside, agent Pike stands, flanked by his agents. He flashes his credentials at Aaron:

PIKE
 Pike, National Security Council.
 You'll want to come with us.
 (to the police)
 Thank you, gentlemen. We'll take
 them from here.

AARON
 (to Marty)
 Did I call you paranoid? I
 apologize.

The Attendants escort Junji away. Junji twists free. In broken English, to Aaron:

JUNJI
 I am not a crazy who sees things--
 (beat)
 I am crazy because of what I saw!

Aaron regards him. The two men lock eyes.

AARON
 I believe you.

Junji looks relieved. His mouth trembles into a slight smile, grateful for being believed. Aaron and Marty are escorted away. Junji sadly, resignedly, watches them go.

EXT. TRAVELLER, UTAH - DAY

A sign reads: 'Now Entering/Now Leaving Traveller Utah Welcome and Good-bye.' Along the bottom it proclaims: 'Visit the

Glistening Caves--Guaranteed 30 Degrees Cooler!'

19.

A battered pickup with full gun racks rolls past. A BORDER COLLIE rides happily in the back on bales of hay.

FADE UP TITLE:
TRAVELLER, UTAH - SOUTHWEST UNITED STATES

The pickup pulls up at a gas station/cafe, next to a sheriff's 4X. Two ranch hands, JOHN and STU, get out. The Collie jumps down. Sniffs the air, heads out toward the road.

STU
Hold it a second.

He pauses in front of the truck, lights up a Pall Mall.

JOHN
(an old complaint)
Goddammit, Stu, when you gonna quit?
(Stu ignores him)
And aren't you supposed to smoke after you eat?

Stu takes a satisfying drag, grins.

STU
It's whatcha call an appetizer.

The Collie suddenly STOPS. Makes a low GROWL toward the sky. Then it starts to HOWL--

EXT. UTAH - DESERT - VARIOUS - DAY

Grazing HORSES raise their heads, look around, nervous. VULTURES on a gnarled branch edge sideways, then swoop away. A crawling LIZARD stops, tilts its head. A COYOTE howls. A SNAKE coils defensively.

A MOUNTAIN LION leaps atop a rock outcropping, surveys the desert floor. Then, suddenly startled, it crouches down, looks up over its shoulder--

ANGLE - THE SUN,

huge, blazing, blindingly white. At its center, barely noticeable at first, is a tiny black dot...growing larger as it

approaches. Soon it ECLIPSES the sun...it is an ALIEN PROBE, hurtling toward us, taking us into DARKNESS--

The Coyote backs up several steps. The horses move closer together, rubbing past each other, spooked. The lizard scurries away--

In the sky, the Alien Probe ROARS, a BALL OF FIRE now as it rips through the air downward--

20.

The horses bolt. The Mountain Lion SNARLS--

EXT. LAKE APOPKA - UTAH - DAY

A quiet, remote lake. On the surface is the reflection of the approaching Probe. It grows larger--

--and then the Alien Probe SLAMS into the lake; TONS of water are DISPLACED. The rest HISSES, BOILS, churning upwards into a CURTAIN OF STEAM. Nearby treetops EXPLODE INTO FLAME--

EXT. ARCTIC OUTPOST - DAY

Wind-blown snow washes across the familiar icy landscape. A SOLDIER trudges toward one of a cluster of shacks that sit at the edge of the gaping crevice of Godzilla's womb.

Suddenly a low RUMBLE builds to a deep, rending GRINDING SOUND. The Soldier turns: in the distance a PILLAR OF LIGHT shoots toward the sky.

The light emerges from a huge CRACK in the ice. A GLOWING CHAMBER pushes up, cutting through the ice. It is dome-shaped, a series of huge bubbles arranged in the regular/irregular pattern of a Mandelbrot equation.

The Soldier backs away from it...turns and RUNS toward a low building--so fast he slips, falls hard on the ice. He gets up, pulls open the door--

INT. ARCTIC OUTPOST - COMMUNICATIONS ROOM - DAY

The Soldier flips on the radio, grabs the mic.

SOLDIER

Nome, this is Outpost 42--come in!
Jesus, come in--

The radio emits a HIGH-PITCHED SQUEAL. He clicks the dial; the SQUEAL covers all channels--

EXT. TRAVELLER, UTAH - DAY

In the cafe window, the corner-mounted television flips to static. We hear the same HIGH-PITCHED SQUEAL.

Outside, the Collie darts between John's legs, under the pickup. Cigarette smoke drifts toward John; he waves at it.

JOHN

Haven't you ever heard of second-hand smoke?

21.

STU

Yeah, you ever hear of a second-hand ass-kicking? That's when I think about hitting you so hard, you feel it--

WHACK! Suddenly, for no apparent reason, John is knocked flat. Stu stares.

STU

Huh. Guess I wasn't kidding.

JOHN

What the hell hit me?

Stu looks, points: a mangled frog, dazed, lies beside John.

STU

Someone shot a frog at you.

BANG! Another frog bounces off the roof of the truck. Another one SLAPS down onto the street.

STU

Shit--they're shootin' frogs at both of us!

And then comes the DELUGE: Rain, frogs and fish pour down from the darkened skies.

They BANG off the corrugated tin roof of the cafe. The 4X's siren light bar SHATTERS. Stu and John leap into the pickup.

The Sheriff exits the cafe, hand on gun. A roly-poly WAITRESS follows. They stare as:

Frogs and fish plummet, breaking windshields. Electricity CRACKLES as telephone wires are snapped. Beneath the pickup the frightened Collie looks out at the madness.

WAITRESS

Like in the bible...A plague is
being visited on us. It's a sign
of the millennium...

On a store porch, NELSON FLEER appears. The sign above advertises: Wilderness Guide/Cave Diving/ Prospecting/Nelson Fleer, Prop. A tall, athletic man, Fleer carries a dive tank in one hand, a wrench in the other.

The rain of frogs and fishes slowly abates. The Sheriff moves into the street, hand still on his gun, peering warily up at the sky, and stepping gingerly. Fish gasp and flop. Some frogs twitch, the less mangled ones try to hop.

FLEER

Damn. I hate weird shit.

22.

He sees a dead frog on the rail. Flicks it; it flops to the ground. A final glance at the sky, then Fleer ducks inside.

WAITRESS

(starts to pray)

Oh, God. Grant us strength to
overcome our sins that displeased
you...

SHERIFF

(a sigh)

Grant us strength to clean this
mess up.

A SQUISH as he missteps. He lifts his leg to check the bottom of his shoe, curses.

INT. JETLINER - LOUNGE - IN FLIGHT - DAY

Aaron and Marty wait in the plush lounge, uncomfortable. Special Agent Pike enters, extends a thick file.

PIKE

Here. You're to familiarize

yourself with these materials.

Puzzled, Aaron takes the file. On the front is a logo: an armored gauntlet holding a sword. Emblazoned with the words ST. GEORGE PROJECT. Stamped TOP SECRET.

Aaron opens the folder. His eyes widen. Marty leans in, over his shoulder--

The first page is a photo of Godzilla's head as he was found, half-buried in ice. A bio-suited figure gives it scale. Aaron flips back to the cover.

AARON

The St. George Project?

Grinning, Pike tilts his head, CRACKS his neck.

PIKE

Mr. Vaught, your government would like to offer you a job.

INT. ST. GEORGE PROJECT - CONFERENCE ROOM - DAY

Imbedded in a conference table is the gauntlet-and-sword logo of the St. George Project. Aaron's book 'The Waking Dragon' is tossed, lands on the logo.

ED

This is unacceptable. It's... it's...an insult to the work that we've done.

23.

FADE UP TITLE:
FORT TUSCARORA, MASSACHUSETTS
HEADQUARTERS, THE ST. GEORGE PROJECT

ADMIRAL TIMOTHY BENEDEK sits at the head of the table. His deep-carved laugh lines contrast with his razor cut bearing.

BENEDEK

Concerns have been raised about the lack of results. I cut a deal to keep your funding.

ED, a scientist wearing trademark white T-shirt, leans back from the table, frustrated.

ED

(spits out the word)
Politics.

BENEDEK
 Your feelings, Dr. Llewellyn?

At the far end of the table, a FIGURE sits in shadow, hidden from view. The FIGURE stands into the light--

--and we reveal not Keith Llewellyn, as expected, but his wife, Jill. The time passed has not diminished the passion in her, but events have darkened it, given it a steely edge.

JILL
 If he's being groomed for my job,
 I want to know it.

BENEDEK
 Vaught will start in an advisory
 role. If that gets results, there
 won't be need for any further
 changes.

Jill considers this.

JILL
 I'll think about it.

BENEDEK
 Think fast--he's on his way.

EXT. FORT TUSCARORA - ST. GEORGE PROJECT - DAY

Pike puts his palm on a palm-lock, peers into a retina scanner. Aaron and Marty glance at each other nervously.

Door locks UNCLAMP. Pike steps through--

24.

INT. ST. GEORGE PROJECT - SITUATION ROOM - DAY

Aaron and Marty follow Pike into the situation room. Glass walls surround a combination of mission control and a science lab. Marty looks out through the glass, gasps--

The glass building sits inside a larger structure which contains a huge WATER-FILLED TANK, stretching off into the distance, the size of a small lake. Pike sees them looking at it, explains:

PIKE

To store the beastie--if we ever find it.

(grins)

Dr. Llewellyn calls it the dissection tank--

At the far end of the room, Jill bursts through a door, angry. Benedek follows her.

BENEDEK

The man has drawn some correct conclusions--

JILL

He's made lucky guesses. Aaron Vaught is no scientist. He's a folklorist who believes in the lost continent of Atlantis. He's a crackpot.

BENEDEK

He's a popular crackpot. The President has read that book--

Jill speaks to Benedek, oblivious to Aaron's presence:

JILL

Listen. Vaught wants to...to collect this thing. To index it. To write books about it and earn lecture fees talking about it and pose for goddamn photos with it.

(fierce)

I just want to kill it. So you see, there is a conflict.

AARON

Hi.

(Jill glances at him)

I'm Aaron Vaught. Maybe you've read my book..?

Jill regards him. Locks eyes with Benedek. Adamant:

25.

JILL

That creature killed dozens of people--including my husband. Our mission stays the same. We find it-- and then we kill it.

This point is not negotiable. Benedek nods.

BENEDEK

Your mission hasn't changed.

A VIDEOPHONE near Ed chimes. He answers it.

ED

I think it's for you.

He turns the phone to Jill. ON SCREEN: A MILITARY POLICE OFFICER, wearing a white MP helmet and a scowl. Jill rolls her eyes. She knows what its about.

JILL

Tina.

(to the phone)

I'm on my way.

She exits, pushing past Aaron. He watches her go, then Benedek hands him the copy of his book.

BENEDEK

Here. The President asked if you'd sign this for him..?

Aaron takes the book, a little shell-shocked.

INT. SECURITY OFFICE - NIGHT

Standard issue office, standard issue desks, standard issue MP leads Jill through the bullpen.

MP

She was arrested in the motor pool. Trying to hot-wire a jeep.

TINA sits in a chair beside a desk.

TINA

I've got to remember: red wire to green wire.

She is sixteen now, grunge clothes, hair buzz-cut on one side. But the camouflage doesn't quite hide the bright, attractive young woman she really is.

MP

If she continues to be... unmanageable, you and she will be expelled from base housing.

26.

JILL
I think that's her plan.

INT. CAR - NIGHT

Jill winds the car through clone-identical base housing.

TINA
There is nothing here for me, mom.
Just a bunch of grunts and
eggheads. No offense.

JILL
(icy)
None taken.

TINA
You should let me go live with
Aunt Julia--

JILL
I'm not having this argument
again. This is where my job is.
Ergo, this is where you are.

TINA
I'm sick of this place! I'm sick
of army brats and the MPs and the
PX...and I'm sick of green. There
isn't even a mall anywhere
nearby...

JILL
Oh, as though you're going to go
hang at a mall.

TINA
(smiles)
Well...okay. Right on that.

She regards Jill, considering something. Proceeds warily.

TINA
But...I'm not just thinking of me.
I'm really not. I'm...I'm worried
about you, mom.

Jill glances at her. This is of real concern to Tina.

TINA
I think you need to get out of
this place, too. I don't think
its good for you.

She gauges Jill's reaction. So far, so good. Takes a deep breath, plunges ahead:

27.

TINA

Ever since Dad died, you've...you changed, okay? Maybe we didn't always get along, but--

JILL

Do not pursue this, Tina. And do not blame our difficulties on...on that.

TINA

I'm not! Jeez, you can't even talk about it.

Obviously a vulnerable spot for Jill. She looks away. A long silence in the car. They both stare out the front windshield. Tears well up in Tina's eyes.

Jill pulls the car up into the driveway of their house. Tina lets out a loud sob, surprising Jill, and bolts from the car. Jill climbs out quickly, calls after her--

JILL

Tina! Tina--

Tina pauses on the porch--
And then Jill's BEEPER SHRIEKS.
She checks it. Tina waits on the porch, arms folded.

JILL

I've got to go.

She climbs back in the car, backs out of the drive.

TINA

Quell surprise.

The car's headlights sweep across Tina, and then she is alone on the darkened porch.

EXT. LAKE APOPKA - UNDERWATER - DAY

FADE UP TITLE:

LAKE APOPKA

TEN MILES NORTHWEST OF TRAVELLER, UTAH

The Alien Probe descends into frame, its smooth metal-chrome surface slicing easily through the water. Ahead is a submerged CAVE OPENING. We follow as the Probe is swallowed into darkness--

INT. BAT CAVERN - DAY

Dim light filters down. Water laps against an underground sandy shore. The Alien Probe rises though the murky depths--

28.

--and breaks the surface of the water. Several BATS, startled, fly past, circling the cavern.

ANGLE - CEILING, where HUNDREDS and HUNDREDS of BATS hang, crawling over each other, emitting an occasional squeak and flutter.

In the water, the Alien Probe ROTATES, as if targeting the bats. Suddenly the Probe ERUPTS--silvery cables EXPLODE out from the probe in all directions.

A bat is ensnared in by a cable. The bat struggles, wings flailing, SCREECHING. There is the sound of SEARING FLESH--

Across the cavern, another bat is taken. Then another. SCREECHING and FLAPPING, the bats fly, panicked. One bat heads toward light at the ceiling, soaring toward freedom--

It is SNARED by a cable. More bats are taken, and more, building up to--

ANGLE - THE CAVERN, completely covered, overrun by the liquid-chrome cables, a complex three-dimensional web. The bats are absorbed by the cables, their masses sucked toward the center of the web--

--where something grows. Roughly five feet tall, we can just begin to see bat-like features--

EXT. UTAH - UPPER CAVE MOUTH - DAY

A narrow crevice on the face of a cliff, high above the devastated lake.

Something--many somethings--sail out into the sky, twelve-foot wingspans just clearing the opening. Giant horrors, mutated from bats by the Alien Probe--

The PROBE-BATS sweep out across the land, hunting...

EXT. ARCTIC - SKY - DAY

A transport plane drops out of dense clouds, banks in a long slow curve over the remains of Godzilla's womb site--

INT. TRANSPORT PLANE - IN FLIGHT - DAY

Out the windows the horizon tilts as the plane banks. Aaron, Marty, Jill and Ed on board. Aaron cranes to see--approaching below them are the irregular large spheres of the new cavern.

AARON

That's the source of the radio burst?

29.

ED

(nods)

Worldwide interference, narrowing down to a single directional band--

JILL

(sees it)

My God. That whole structure wasn't there before--

EXT. ARCTIC - SKY - DAY

The transport plane disappears into low clouds--

EXT. ARCTIC - OUTPOST - DAY

Wind blows loose snow. Silhouettes of Aaron and Marty appear, wearing heavy military parkas. They follow Jill, ahead of them, to the edge of Godzilla's womb.

Jill pauses, looks down. Her eyes are distant, remembering-- this is where her husband died. Aaron and Marty wait. Aaron shivers, shakes his head.

AARON

I hate cold weather.

He's unknowingly struck a nerve. Jill shoots a look at him.

JILL
 My apologies for your discomfort,
 Mr. Vaught. We can return you to
 a warmer clime, if you like.

She doesn't wait for an answer, climbs down into the womb.

INT. WOMB CAVERN - DAY

The group is escorted by a burly French SCIENTIST. Ahead, rope ladders have been strung up toward a dark crevice.

SCIENTIST
 Entrance to the new cavern is
 above that outcropping, there--

Jill spots something, kneels. A rivulet of red/black amniotic fluid oozes from of a nearby fissure. Army personnel collect it in large yellow canisters.

SCIENTIST
 It started flowing at the same
 time the new cavern appeared.

MARTY
 What is it?

30.

SCIENTIST
 Same stuff the original team
 found. Like amniotic fluid--

JILL
 Send it south for testing. I want
 to know if it is the same.

She looks over, notices Aaron staring at a crumpled, folded paper: Junji's drawing. He looks from it to the cavern.

AARON
 (to himself)
 ...the adversary?

JILL
 Aaron? Will you share with the
 rest of the class?

AARON
 Hm? Oh...uh...it's common in
 mythology for

(shrugs; forges ahead)
 For the great dragons to have
 opponents...adversaries.
 Sometimes it's a sun-king,
 sometimes another monster--
 (for instance)
 In the Bible, Leviathan and
 Behemoth--

MARTY
 Right. So we figure, if Godzilla
 exists--

JILL
 You've given it a name?

MARTY
 We found out its name.
 (beat)
 So--if Godzilla exists...then
 where is its adversary?

Marty's eyes drift upward, over to the dark entrance of the new cavern. Jill rolls her eyes, grabs a biohazard suit--

INT. WOMB CAVERN - NEW CAVERN ENTRANCE - DAY

Jill pulls herself up over a final rise--and her eyes widen.

The entrance of the newly-discovered 'cave' is almost perfectly round. Inside, the walls are finely-textured and greenish colored, similar to Godzilla's skin.

31.

Aaron and Marty, wearing biohazard suits, climb up, gawk at the structure. Jill pulls her protective hood on, steps forward. There's a dark, flaky substance around the edge of the entrance. She shines her flashlight onto it, frowns.

JILL
 Organic matter, dehydrated,
 petrified--

AARON
 A doorway, maybe? Or what's left
 of one. An organic doorway.

Aaron takes her flashlight, pushes past, into the cavern. Jill raises an eyebrow at him, follows.

INT. NEW CAVERN - DAY

Dim, otherworldly. Aaron shines the light. The walls are green and blue, delicate lines running throughout like roots or veins-- but too symmetrical to be natural. Very weird.

AARON

(hushed)

This entire structure seems organic--

(an insight)

Hey...remember Junji's grandfather's stories? The 'people before people?'

MARTY

Right--

AARON

Imagine a civilization without mechanical technology...but they do have an organic technology. Bio-constructs, genetic engineering--

MARTY

Yeah, yeah! There wouldn't be any relics or evidence of it--it would all decay--

AARON

Except this place. This place is...special, somehow.

Jill stares at them.

JILL

You don't go in for empiricism at all, do you?

32.

AARON

What?

Jill takes the flashlight back, starts deeper into the cavern.

JILL

You spout stuff like that, huge leaps of logic, a total guess, and in your mind, it's already true.

AARON

It's not just a 'guess.' You extrapolate from known--

JILL

You guess. Admit it.

AARON

You search for the underlying patterns--

JILL

You guess.

She turns her back on him, heads deeper into the cavern. Aaron grins at her.

AARON

Yeah, well, I'm a good guesser.

INT. NEW CAVERN - PASSAGEWAY - DAY

Marty, breathing a little hard, follows behind Jill and Aaron. He stumbles. Inside his protective hood, HIS VISOR IS FOGGING UP. He tries to rub it through the material, can't.

Ahead, he hears Jill and Aaron gasp.

AARON (O.S.)

Wow...

Marty hurries forward, emerging out into--

INT. NEW CAVERN - INNERMOST CHAMBER - DAY

A bizarre sight. Rows of round, cauliflower-shaped objects hang down from the ceiling a few feet over their heads. Also green in color, shot through with a complex blue structure.

Marty breathes out hard through his nose. The visor defogs briefly--then immediately re-fogs.

JILL

So, Vaught...where are we now?

Aaron considers. Suddenly we CUT TO:

HIGH ANGLE - LOOKING DOWN,

on Jill, Aaron and Marty. It's a surveillance-type angle, the sudden shift in perspective creating the feeling that something is watching them.

AARON

I wonder...this structure appears--
then it signals us to let us know
its here...

(chasing an idea)

Godzilla was discovered
accidentally...maybe prematurely?

MARTY

We were supposed to find this
first...

Marty gives up--he wants to see. He pulls up his hood briefly to wipe the visor--

Suddenly, shockingly we SHOOT DOWN TOWARD MARTY--

CLOSE, TOWARD HIS NECK, UNDER THE HOOD, TOWARD HIS EYE--

INTO A MICROCOSMIC LANDSCAPE,

We are the P.O.V. of whatever was watching them. When Marty lifted his hood, it attacked. We--and it--move through this bizarre, truly alien world.

Hair follicles--Marty's eyelash--loom above, big as trees. Ahead is the colorful, beautiful cornea--

MOVE IN CLOSER STILL, into the realm of the electron microscope. The cornea is a landscape of individual cells--

--and now we see the thing, as it moves ahead, into frame. It is an ALIEN OBJECT, microscopic in size, of course, but in this world looming large as a jetliner--

It is spiral shaped, shiny--

It could be an organism, or a machine--

The alien object suddenly DIVES DOWN, twisting, burrowing through the microfibrilament of a cell, INTO MARTY'S EYE, past the retina, plunges into the optic nerve--

BACK TO SCENE

as Marty lowers the flap of his hood. The foray into the microcosmic world has lasted just a few seconds. Marty drops to one knee, blinking.

AARON

You okay?

34.

MARTY
(nods he's all right)
Something in my eye.

AARON
So if we find this before Godzilla--
this could be here to give us
information about Godzilla.

JILL
So what you're saying is...This is
the owner's manual?

AARON
Well, that makes it sound a little
silly...but, yeah.

Jill shakes her head. Starts back up the tunnel.

JILL
Keep guessing, Aaron...that's
you're here for.

INT. WOMB CAVERN - DAY

Aaron, Jill and Marty climb out. Jill pauses, surveys the strange domes of the new structure. Marty pulls a canteen from his belt, begins to drink.

JILL
We were definitely brought here.
The question still is, why?

She looks at Aaron for an answer. He has none. She heads toward the outpost structures. Aaron turns to follow. Marty is still drinking--

AARON
Marty--c'mon, get a move on.

Marty has drained the canteen. He lets the empty canteen fall to the ground. Wipes his mouth, licks his lips--he's still thirsty.

EXT. UTAH - RANCH - DAY

FADE UP TITLE:
QUINCY RANCH, OUTSIDE TRAVELLER, UTAH

The BUZZING of FLIES. At the edge of a stream, several cows lie dead, mutilated. A single calf BLEATS, trembling, standing next to the remains of its mother.

A VULTURE flutters down, gnaws at a nearby corpse.

The calf BLEATS again.

35.

In the brush nearby, we become aware of a MOUNTAIN LION, crouched, stalking forward--nine feet and three hundred pounds of muscle. It is focused on--

The calf. Unaware, it lets out another BLEAT.

The Mountain Lion tenses, ready to spring--

Suddenly a DARK SHAPE sweeps down, attacks the Lion: one of the PROBE-BATS. The Lion SNARLS and ROARS. The predator has become prey, fighting for its life--

The Vulture flaps its wings, trying to lift off--a Probe-bat streaks by and the Vulture is gone--

Another Probe-bat dives toward the Mountain Lion, razored teeth bared in its muzzle--

The Lion screams, leaps, brings the Probe-bat down. But two more attack, claws slashing the flank of the big cat--

More bats, and the Lion is overcome. Several Probe-bats latch onto it, lift it into the air. They MERGE with it, talons of the probe-bats melting into the body of the Mountain Lion. They carry it up, across the stream, the cat's BLOOD running from its wounds into the water.

At the water's edge, still trembling, is the calf. It lets out a final BLEAT. The stream flows past, the Mountain Lion's blood staining it red.

EXT. PACIFIC OCEAN - DAY

Sunlight glares off still water. Three small fishing boats-- Larry, Moe, and Curly, Seattle registry--swelter in the heat, nets winched up on their booms.

FADE UP TITLE:

PACIFIC OCEAN - 159:30 LAT, 28 LONG

The engine of the Curly cranks over, will not catch. Black

smoke pours from the open engine compartment. The CAPTAIN of the fleet gestures to cut it.

CAPTAIN

My dear old ex-wife Sally musta struck some kinda deal with God to screw me so royal...

CREWMAN

Captain!
(points northwest)
What's that?

The Captain looks northwest. Squints.
A SECOND CREWMAN wears a pair of binoculars around his neck. The Captain jerks him over, puts the binocs to his eyes.

36.

P.O.V., THE CAPTAIN - THROUGH BINOCULARS: on the horizon, the sea has turned to molten silver, sunlight glinting off of something, a million bright sparkles, racing toward them.

The Captain's mouth drops open. He lowers the binocs.

CAPTAIN

(a near-whisper)
...nets in...
(finds his voice)
NETS IN! NETS IN!

He leaps to the winch, starts cranking down the net. Looks back to the horizon--

The sparkles draw closer--
Shouts from the boat crews as they realize what it is--

--FISH, MILLIONS OF THEM, all swimming towards the southeast, churning through the water, turning it a glittering silver. An ichthyic stampede.

The boats have nets in the water as the living wave hits--

UNDERWATER, all sizes, all varieties of fish SLAM into the nets. Predator and prey, small and large, they are pressed tight by more fish coming from behind. The net tears in places; some fish burst through--

Above, the nets go taught, filling quickly. The boats are buffeted. They jerk around, yanked along by the momentum of the onslaught of fish, tipping to netside.

CAPTAIN

Haul, men! She don't got no pull
with the good Lord after all!

The crews, WHOOPING and HOLLERING, haul the nets up, spilling tides of fish--tuna, yellowtail, snapper, some dolphins--across the decks. More fish leap aboard of their own volition, trying desperately to outrace something.

Nets still in the water pull the boats along, the filament screamingly taut--

Larry's net rips open, the boat rocking back. On the Curly, the winch creaks, groans--SNAPS OFF, takes a crewman over the side--

He SCREAMS as racing bodies slam into him, the torrent of fish overwhelming him, carrying him under and away--

--and then, just as quickly as it began...
...the onslaught is over. The fish are past, disappearing to the southeast. The waters empty, going from silver to blue.

The Moe's crew pulls in a last netfull of fish. The Larry's nets hang limp. The decks of all three boats are piled high with flopping, squirming fish.

37.

And then the Crewman spots something to the northwest, the direction the fish came from--

CREWMAN

Captain--
(he points)
More fish?

The Captain looks--

Something else is coming at them, moving fast just beneath the surface. The water is humped, cresting over the huge shape-- Godzilla, doing forty knots.

SECOND CREWMAN

Tidal wave! It's a tidal wave!

Other crewmen see it, pointing, shouting--

CAPTAIN

Get the engines started! Let's
get out of here!

He sees the open engine compartment, tools and parts scattered

around. Realizes there's no escape--

CAPTAIN
 (a scream to the
 heavens)
 SALLY, YOU BITCH!

--THE CREST OF WATER HITS the fleet, tossing the little boats, capsizing the Moe immediately, slamming the Larry and Curly together almost comically. Crewmen go overboard as planks give way and sea water fountains up through the deck.

The wake is just as turbulent. Men disappear beneath the white water. The Larry goes belly-up. Curly lists sixty-degrees--

And the fish slide from the deck, back into the water, and they swim for it, disappearing into the black depths...

DISSOLVE TO:

INT. ARCTIC OUTPOST - COMMUNICATIONS ROOM - DAY

A COMM OFFICER hands Jill a headset. Aaron right behind her, but pointedly ignored. Marty stands at a water cooler, filling and drinking a cup of water incessantly.

COMM OFFICER
 I've got the U.S.S. Idaho, part
 of the rescue team--

JILL
 Yes...yes...how many ships?

38.

COMM OFFICER
 We've got video--

A VIDEO SCREEN flashes to life, showing the rescue ship communications room. A young LIEUTENANT speaks INTO CAMERA.

LIEUTENANT
 (filtered)
 --Must've been at least three
 boats to begin with, I'd guess.
 Just pieces left now.

JILL
 Any eyewitnesses?

LIEUTENANT

(filtered)
 Yeah, a couple, 'cept they don't
 make any sense--

Suddenly the audio drops out. The Lieutenant is still on
 screen, his lips moving, but no sound.

COMM OFFICER
 We've lost audio.
 (beat)
 I can patch in through the ham.
 There'll be a delay--

JILL
 Do it.

The Comm Officer is already doing it. Switches are flipped,
 dials turned--and the audio is back.

(With the radio audio delayed, the Lieutenant's lips don't sync--
 our tribute to dubbed Godzilla films of years past.)

LIEUTENANT
 (filtered)
 --reported a tidal wave. Another
 described it as a creature, like
 a dragon. 'It came up from
 beneath us,' he said...

The audio CRACKLES. Jill looks at Aaron. Could it be?

LIEUTENANT
 (filtered)
 ...too big to be a whale--some say
 it had arms and legs. Right now
 we're not sure just what we're
 dealing with...

The audio fades out. The Comm Officer works to get it back.

AARON
 Godzilla.

39.

JILL
 It has to be.

Marty suddenly thinks of something he needs to say. He takes a
 step toward Aaron and Jill--
 --and COLLAPSES against the water cooler, knocks it over. The
 water bottle bounces, clatters on the floor--completely empty.

AARON

Marty!
 (rushes to him)
 Get a doctor, quick!

INT. GEODESIC DOME - INFIRMARY - DAY

Marty is wheeled in, a MEDIC examining him. A NURSE applies chemical heat pads to Marty's hands and feet.

MARTY

I just need a glass of water...

AARON

Can we get him to better facilities?

MEDIC

Don't worry. We'll handle it.

The Nurse tugs away Marty's jacket--
 Gasps, drops the jacket.

Marty's shoulders are swollen, his collarbones distended
grotesquely.

The Medic turns, looks. The bones in Marty's shoulders MOVE with a life of their own. THEY SHIFT, repositioning themselves under Marty's skin. The Medic's eyes go wide.

MEDIC

Holy Christ.
 (back to business)
 Once he's stabilized, uh, let's
 get him to better facilities--

EXT. ARCTIC OUTPOST - AIRFIELD - DAY

Marty, on a stretcher, is loaded into the cargo bay of a C-130. Aaron helps. Behind Marty are yellow canisters--fluid from Godzilla's womb.

MARTY

So...you think it's really
 Godzilla?
 (Aaron nods)
 Man...I wish I could see it.

Aaron clasps his hand.

AARON
If I meet him, I'll tell 'em you
said 'hi.'

Marty manages a weak smile.

MEDIC
(to Aaron)
Exit the craft, sir.

Aaron hops down from the cargo bay. Looks in--

CLOSE ON - Marty, as the cargo door SLIDES SHUT. The engines
WHINE as they start up.
Jill steps up next to Aaron, puts a hand on his shoulder.

JILL
It's been sighted again. A
direction's been established, and
they're predicting a destination--

AARON
Where?

Jill turns her head away from the engines. She has to shout
over the noise:

JILL
San Francisco.

EXT. PACIFIC OCEAN - DAY

AERIAL VIEW of cruise ship, majestic, cutting across the sea,
wake spread out behind it. Deck crowded with tourists.

A HUGE, SHADOWY SHAPE overtakes the liner, passes BENEATH
it: Godzilla.

The liner is rocked by the monster's passage.

DISSOLVE TO:

EXT. GOLDEN GATE BRIDGE - FORT POINT - DAY

FADE UP TITLE:
FORT POINT, SAN FRANCISCO

The Golden Gate Bridge. Beneath it sits Fort Point. Heavy
artillery is being deployed. A state of siege. A jeep pulls
up. Jill and Aaron, still dressed for the Arctic, hop out.

41.

INT. FORT POINT - COMMAND CENTER - DAY

The high-tech command post. Large view screens dominate the room. Admiral Benedek is there, and so is Pike. Jill hurries in, Aaron in her wake.

JILL
What's its latest position?

BENEDEK
It's twenty miles from the battle group. They'll have it in visual range soon.

AARON
Godzilla.

JILL
(off Benedek's look)
That's what he's calling it.

AARON
(nods)
Godzilla.

PIKE
Why don't you two sit over there?

Jill and Aaron look at the chairs, glance at each other.

JILL
I'll stand.

AARON
(re: the battle group)
Do you think that's enough
firepower?

ON SCREEN: An aerial view of the Pacific Ocean. A battle group dots the water--two destroyers, two frigates, two attack subs, two blue ridge class vessels, two Avenger class warfare ships. Attack helicopters circle the ships.

PIKE
Don't worry. It'll do the job.

EXT. PACIFIC OCEAN - DAY

Choppers rise from the deck of a ship. Guns are uncovered. Trained on targets. Rocket launchers are locked into position.

The submarines Madison and Lafayette plow through the waves.

EXT. U.S.S. SARATOGA - DAY

A LIEUTENANT approaches the COMMANDER, who surveys the ocean with binoculars.

42.

LIEUTENANT

Sir, the choppers have spotted it.

INT. FORT POINT - COMMAND CENTER - DAY

OPS OFFICER

Message from the Saratoga--they've spotted it!

ON SCREEN: the view shifts, shows the oncoming monster. A dark shape beneath the water, moving fast.

Jill and Aaron look, share almost the same reaction: part amazement, part fear, part satisfaction. They've both waited a long time...but Jill's fists are clenched. Her eyes narrow.

BENEDEK

The commander may fire at his discretion.

AARON

(softly, quoting)

'Now shall hard edge, hand and blade, do battle for the hoard.'

JILL

What's that?

AARON

From Beowulf. His speech before he battles the dragon.

PIKE

Did he win?

AARON

Yes...but it cost him his army and his life.

JILL

(dryly)

Inspirational.

ON SCREEN: POV of a helicopter pilot as his craft skims over water--

INT. FIRST ATTACK HELICOPTER - DAY

As pilot and co-pilot scan the ocean. They spot--
Godzilla's dorsals rise and fall, breaking the surface.

PILOT
Target locked.

43.

EXT. U.S.S. SARATOGA - DAY

LIEUTENANT
They've acquired the target.

COMMANDER
Fire.

INT. FIRST ATTACK HELICOPTER - DAY

As the pilot FIRES--

EXT. PACIFIC OCEAN - SKY - DAY

Missiles streak away from the helicopter, toward the moving shape--

They find their targets. Plumes of water rise up--
Another barrage is fired. More explosions.
The shape is gone.

INT. FIRST ATTACK HELICOPTER - DAY

ATTACK PILOT
Son of a bitch--did we get it?

ATTACK CO-PILOT
I think we sank it!

EXT. PACIFIC OCEAN - DAY

Godzilla ERUPTS from the water, directly in the helicopter's path--

FIGHTER 1
Evasive! Evasive!

Godzilla BREATHES FIRE--
The flames engulf the cockpit. The helicopter explodes.

EXT. U.S.S. SARATOGA - DAY

COMMANDER
What...the hell...was that?

EXT. PACIFIC OCEAN - DAY

The Second Attack Helicopter banks away. Godzilla watches it.
It banks to attack--

Godzilla dives forward, his arm sweeping up--
He grabs the helicopter out of the sky. Hurls it away. It
skips across the ocean and EXPLODES.

44.

Godzilla ROARS...and keeps coming.

INT. FORT POINT - COMMAND CENTER - DAY

The room is quiet. All are stunned at what just happened.

JILL
My God...

AARON
(hushed)
What's that thing made of?

PIKE
Let's open him up and find out.

BENEDEK
Order the Madison and the
Lafayette to engage.

EXT. PACIFIC OCEAN - DAY

The Madison and Lafayette submerge.

The Avenger-class ships open fire. Missiles arc across the sky,

rain down on Godzilla. EXPLOSIONS all along his back. Godzilla submerges again.

EXT. PACIFIC OCEAN - UNDERWATER - DAY

The Madison moves silently through the water.

INT. MADISON - DAY

The bridge. The crew is crisp, calm.

FIRE CONTROL

We have a firing solution, sir.

CAPTAIN

Fire.

EXT. PACIFIC OCEAN - UNDERWATER - DAY

Torpedoes away. They lock onto Godzilla, gaining from behind--

--IMPACT! The torpedoes DETONATE, EXPLODE on his back fins.

A beat. And then--

Godzilla's head comes around slowly. His eyes lock on the sub. He scowls even more than usual. He's pissed.

He twists, reverses direction. Charges straight at the sub--

45.

INT. MADISON - BRIDGE - DAY

SONAR

Captain! It's coming at us!

CAPTAIN

Surface! BLOW THE BALLAST TANKS!

EXT. PACIFIC OCEAN - UNDERWATER - DAY

--as the Madison's ballast tanks evacuate. The sub rises, hard-angled for the surface--

--Godzilla passes through the space the sub occupied seconds before, a bull just missing a matador--

INT. MADISON - BRIDGE - DAY

CAPTAIN
Thank the lord...

SONAR
(panicked)
Captain! There's something above
us!

There's no more time for prayer--

EXT. PACIFIC OCEAN - DAY

--the Madison SURFACES, bursting from the water--
--and rams the second destroyer at midships. A colossal wave
washes across the bridge of the Sarasota. The second destroyer
is capsized.

EXT. PACIFIC OCEAN - UNDERWATER - DAY

The Lafayette is between Godzilla and the surface. As he swims
past, he almost nonchalantly reaches out--

His massive claws tear the Lafayette's hull open--

INT. LAFAYETTE - DAY

As the claws rip through the hull, water spilling in. The crew
scramble for emergency stations--

EXT. PACIFIC OCEAN - DAY

Godzilla surfaces, almost seems to regard the havoc he's caused
with pride. HE BREATHES FIRE. A TONGUE OF FLAME, nearly white-
hot, stabs out at the capsized destroyer, hitting it midships--

46.

The hull MELTS. The EXPLOSION is spectacular. His path clear,
Godzilla continues on his way, leaving behind the battle group.

INT. FORT POINT - COMMAND CENTER - DAY

Jill, Benedek, Pike stare at the screen. Aaron moves on shaky
legs to the chair he was offered earlier.

JILL

It really does breathe fire...

BENEDEK

(a hoarse whisper)

Contact Air-Sea rescue...let's get
as many of those men back as we
can...

Pike stares at the monitor...

--and at Godzilla, still headed for San Francisco.

PIKE

It's fifty miles from the San
Francisco...it'll be here in an
hour.

(ominously)

Our options are limited.

INT. FORT POINT - COMMAND CENTER - DAY

Aaron peers at one of the monitors, at a still frame of Godzilla
breathing fire.

Behind him, Jill, Benedek and Pike are in conference with
several uniformed officials.

BENEDEK

Goddammit, Pike--If we go nuclear,
with the winds and currents, even
our smallest yield device could
irradiate the coast--

PIKE

And that thing would be dead. Any
additional loss of life or
property would be acceptable.

Jill looks troubled--she almost agrees with Pike.

AARON

You know, he's not really
breathing fire.

They look over at him. He indicates the monitor.

AARON

See...the flame starts a couple of
meters from Godzilla's mouth...

The others join him, peer at the screen.

BENEDEK

It looks like you're right. So?

AARON

He's exhaling something so hot its actually ionizing the oxygen molecules...

JILL

Again...So?

Aaron is distracted, an idea trying to break through.

AARON

Given Godzilla's size and speed, the amount of energy he expends, he must have a very different metabolism from most large creatures. A body chemistry that would let him eat relatively little... and breathe superheated steam...

(figures it out)

Like a nuclear reactor. A biological fusion reactor.

JILL

You've got to be kidding.

AARON

No, that's it. I'll bet a year's royalties from my book that some of that wreckage is radioactive.

The Ops Officer looks up from her post, startled.

OPS OFFICER

That's right. The rescue teams have reported higher-than-normal radiation counts.

Aaron smiles, nodding.

PIKE

Well, that's just fascinating, Vaught.

Aaron's satisfied smile disappears.

AARON

Listen--somehow, Godzilla was in that womb for a long time. Something must've functioned like control rods...

And then the light goes on Jill's eyes.

48.

JILL
The fluid.

AARON
(gets her meaning)
Yes...

BENEDEK
What?

JILL
We always assumed the fluid was
used for life support. But what
if it's not? What if it's
actually...
(searches for a term)

AARON
An atomic tranquilizer.

JILL
Well, that makes it sound a little
silly...but, yeah.

AARON
There were barrels of that stuff
on the transport with us...

JILL
Yes...

AARON
If we can administer it--

JILL
Maybe even overdose him--

AARON
How do we administer it?

They've left the others in the room in the dust.

JILL
It's got to be transdermal...he
must have absorbed it directly
through his skin...

AARON

Wait a second. Who's guessing now? He was floating in that stuff...Maybe he has to breath it for it to be effective--

JILL
 (shakes her head)
 Transdermal. I'll bet you that year's royalties double or nothing.

49.

BENEDEK
 One problem, people. The delivery system. Are you going to be out there with a hose when Godzilla comes swimming into the Bay?

Jill gets a faraway look in her eye.

JILL
 If it comes to that...

EXT. PACIFIC OCEAN - UNDERWATER - DAY

There is an above surface SPLASH--then something is falling past us in a trail of bubbles. It slows. Stops.

A depth charge. One of a line, extending across an underwater channel. Closing it off. WE SURFACE--

EXT. PACIFIC OCEAN - DAY

Medfly spraying helicopters skim above the water. Behind them, the Golden Gate Bridge spans the mouth of the bay. It is jammed with abandoned cars and trucks.

EXT. GOLDEN GATE BRIDGE - DAY

A truck towing an artillery cannon shoves its way through parked cars, moving the cannon into place. Aaron watches the soldiers prepare it.

INT. FORT POINT - COMMAND CENTER - DAY

ON A TV SCREEN: the Golden Gate Bridge, artillery in place, now backdrop to a remote stand-up news report.

REPORTER

(filtered)

The reasons for all the activity are still unknown. There's speculation that a nuclear powered sub has become disabled in the Bay. But again--that's just rumor...

Jill and Benedek watch the report. The Reporter is replaced by video of people being evacuated by National Guardsmen.

REPORTER (O.S.)

(filtered)

Communities surrounding the Golden Gate Bridge and the Bay have been ordered evacuated...

50.

OPS OFFICER

They've spotted him!

She taps some buttons. On the main screen, a satellite image appears: San Francisco Bay, the Golden Gate Bridge...and Godzilla, heading for it.

BENEDEK

Start spraying.

EXT. PACIFIC OCEAN - DAY

The helicopters begin spraying, coating the water with RED-BLACK AMNIOTIC FLUID.

INT. FORT POINT - COMMAND CENTER - DAY

Pike watches the monitor. Cracks his neck.

PIKE

C'mon, you bastard...where are the depth charges? He should be hitting them...

EXT. PACIFIC OCEAN - DAY

The water ERUPTS as a charge goes off. Then another. Another. A chain of explosions, nearing the

bridge.

INT. FORT POINT - COMMAND CENTER - DAY

PIKE
That's better.

Jill speaks into a mic.

JILL
Aaron, you ought to get out of
there.

EXT. GOLDEN GATE BRIDGE - DAY

AARON
(into radio)
On my way.

But he pauses--past the spraying helicopters, he can see the
explosions from the depth charges. Godzilla is coming.

JILL
(filtered)
Any more inspirational words?

51.

AARON
(thinks)
'It is not strength that always
wins/For wit doth strength excel.'
From the Ballad of the Dragon of
Wantley.

INT. FORT POINT - COMMAND CENTER - DAY

Jill and Benedek exchange a glance.

JILL
Not bad...

OPS OFFICER
The depth charges are driving him
to the surface!

EXT. PACIFIC OCEAN - DAY

More charges detonate in sequence, nearing the area the helicopters are spraying.

Godzilla breaks the surfaces with a ROAR.

INT. SPRAYING HELICOPTER - DAY

PILOT

Oh, man. No way.

He banks his helicopter. Godzilla is almost directly beneath him. The pilot pulls a lever--

EXT. PACIFIC OCEAN - DAY

The entire contents of the helicopters tanks dumps onto Godzilla, a torrent of fluid. Godzilla roars and dives.

Charges EXPLODE. The other spraying helicopters keep up the onslaught, chasing the string of explosions.

Godzilla resurfaces...right in the red-black amniotic fluid slick. It coats him as he swims through it.

EXT. GOLDEN GATE BRIDGE - DAY

An ARTILLERY SOLDIER listens to a radio.

ARTILLERY SOLDIER

We've got the fire order. We've got to keep it in the fluid as long as possible.

52.

AARON

Let's hope it doesn't just piss him off.

The Artillery Soldier gives him a glance, turns to his job.

EXT. PACIFIC OCEAN - DAY

Bright orange FLASHES as the artillery guns on the bridge open fire--

EXPLOSIONS as the shells hit. Godzilla pulls back, into the center of the fluid. He slows. And CRIES OUT...a different

sound than his roar. Sickly. In pain.

EXT. GOLDEN GATE BRIDGE - DAY

Aaron frowns. He's still rooted to the spot.

EXT. PACIFIC OCEAN - DAY

Godzilla growls like a cornered animal. Then dives.

INT. FORT POINT - COMMAND CENTER - DAY

Lit by the glow of the monitors.

PIKE
What happened?

Jill and Benedek exchange a glance...neither ventures a guess.

EXT. GOLDEN GATE BRIDGE - DAY

Aaron searches the ocean. No sign of Godzilla.

EXT. PACIFIC OCEAN - DAY

The water is still...the Bridge eerily empty of movement.

Suddenly GODZILLA ERUPTS FROM THE WATER--

INT. FORT POINT - COMMAND CENTER - DAY

Godzilla clings to the center support of the bridge, visible through the window.

JILL
Damn.

53.

EXT. GOLDEN GATE BRIDGE - DAY

Aaron stares in shock.

GODZILLA'S HEAD RISES OVER THE EDGE OF THE BRIDGE--almost staring at Aaron eye-to-eye. Aaron takes a step back. The artillery crew start running.

INT. FORT POINT - COMMAND CENTER - DAY

JILL
(into radio)
Aaron--you idiot! Get out of
there!

EXT. GOLDEN GATE BRIDGE - DAY

Godzilla bites through several cables. They twang loudly as they snap, and the bridge is wrenched. Aaron starts running, the footing no longer secure, trying to make it past suddenly moving cars.

EXT. GOLDEN GATE BRIDGE - FORT POINT - DAY

Jill runs out of the building. She can see Godzilla starting to climb the central pylon. The bridge is jarred. A car falls from it, into the bay.

EXT. GOLDEN GATE BRIDGE - DAY

The bridge groans under Godzilla's weight. Godzilla shoves himself through the cabling, onto the bridge. Artillery guns fire. Godzilla cries out, sickly.

Aaron runs, but the terrain is treacherous. The bridge swings dangerously under Godzilla's weight. Cars fall from it into the bay.

Godzilla uses a cable to pull himself to full height. He ROARS--
--and then collapses, falling forward, full onto the bridge--

Cables groan--snap. Aaron grabs for a handhold--he swings, is thrown like a rag doll, hangs on. The Bridge contorts, sways...

But it holds.

It is a bizarre, surrealistic image: Godzilla, one arm hanging down, lying still on the Golden Gate Bridge.

ON THE BRIDGE: Aaron continues to clutch his handhold. His radio crackles.

JILL
(filtered)

Aaron--Aaron, are you all right?

Aaron fumbles for his radio, finds it.

AARON
What a great bridge.

Godzilla lies before him, vanquished.

INT. CHURCH - TRAVELLER, UTAH - MORNING

Well-attended with townfolk. The Waitress from the diner sits in the front pew. Colored light from a huge stained glass window backlights the REVEREND. Gray hair, very distinguished, very fire-and-brimstone--and really wailing:

REVEREND
'His breath kindleth coals, and a
flame goeth out of his mouth. He
maketh the deep to boil. When he
raiseth himself up the mighty are
afraid. The sword of him that
layeth at him cannot hold'--

The two ranch hands--John and Stu, last seen in the rain of frogs--sit in a pew in the back. They look out of place, but both listen raptly as the Reverend continues. Unconsciously, Stu shakes a cigarette out of a pack, puts it in his mouth--

JOHN
(a hiss)
You can't smoke in here!

Stu looks abashed. They speak in whispers.

STU
Been awhile since I seen the
insides of a church.

JOHN
Yeah, well, I figure better safe
than sorry.

REVEREND
That is the description of the
Leviathan, as given to us in Job

41...

Stu is stricken by a COUGHING ATTACK, a wet smoker's hack. The Reverend notices. John, embarrassed, edges away from Stu.

55.

REVEREND

I see some new faces today.
 Welcome. In times of trouble, the
 House of the Lord is indeed a
 refuge.

Stu, trying to stifle himself, rises from the pew. John shakes his head in disgust.

JOHN

Those things are gonna kill you
 someday.

EXT. CHURCH - TRAVELLER, UTAH - MORNING

Stu exits, still COUGHING. The church is a white-painted wood box, fairly secluded, tucked into a tree-covered hillside.

The pickup truck is parked outside. Stu notices the BORDER COLLIE, whimpering, tied by a leash to the truck. The leash is taut as the Collie digs his legs, trying to get away.

STU

What's the matter, boy?
 (looks up at the clear
 sky)
 Afraid of getting warts?

A mighty PULL, and the Collie's head slips out of its collar. It runs off. Stu curses, chases after it--

INT. CHURCH - TRAVELLER, UTAH - MORNING

REVEREND

Now, why is the Lord telling Job
 this? The Lord is describing
 wonders that Job is incapable of
 understanding...

A sudden loud THUMP, as if something heavy has hit the roof. Eyes are raised as people scan the ceiling. The Reverend ignores it, preaching harder, trying to keep their attention:

REVEREND

...so Job will realize divine
 omnipotence and repent...

Now there are ominous SCRABBLING SOUNDS, as if several heavy bugs are crawling across the roof. Nervous MURMURS in the congregation.

REVEREND
 (looking up)
 The Lord goes on to describe a
 second creature, the Behemoth--

56.

Several parishioners SHUSH the Reverend, to his surprise. The Waitress stands up, panic in her voice:

WAITRESS
 It's another plague--locusts, or
 hail. Just like the frogs--
 (she points)
 Look at the window...

The Reverend turns. Behind him, the stained-glass window has been DARKENED by a shadow. The shadow MOVES, shrinking, resolving for just a moment into the shape of a FLYING BAT--

--and then the stained-glass window SHATTERS as the giant Probe-bat CRASHES through, colored fragments flying.

SCREAMS in the church, and PANDEMONIUM. Above, sections of the roof are peeled away, and Probe-bats drop down--

John, in the back, is first to the doors. He pulls them open--

And is face-to-face with giant Probe-bat. It spreads its wings and SCREECHES. Other churchgoers, panicking, stampede out, pushing John into the creature's claws--

EXT. CHURCH - TRAVELLER, UTAH - MORNING

Stu drags the Collie by the scruff of its neck; it fights him every step of the way. Stu glances up--and gasps. He lets go of the Collie; it bolts away.

WHAT STU SEES: the church, crawling with the giant Probe-bats. One of them lifts off from the torn roof, carrying a body. Another sits on the Pickup truck, a dark sentry. It notices Stu, spreads its wings, lifts off--

Stu runs.

EXT. UTAH - WOODS - MORNING

Luck leads Stu into a stand of trees, cutting him off from the pursuing Probe-bat--

AERIAL VIEW - POV PROBE-BAT as STU races beneath the trees--

Stu stumbles, falls down an embankment. Rolls over and over, hits the bottom of the ravine. Spots a narrow overhang. Climbs into it--

Eyes wide, Stu waits, frozen, holding his breath, terrified.

A SCREECH comes, then a scrabbling sound. A Probe-bat has landed directly above the overhang. It hunts, scanning, listening...

Suddenly Stu COUGHS. A smoker's wet hack.

57.

Stu slaps a hand over his mouth, stifling the cough, but he knows. He glances up--

The probe-bat stares down at him from the overhang, grinning.

EXT. UTAH - WOODS - MORNING

Stu's scream echoes through the woods, is suddenly cut off.

EXT. CHURCH - TRAVELLER, UTAH - DAY

A Jeep, driven by Nelson Fler, comes to a stop on the road near the church. It is laden with gear: tents, prospecting tools, dive tanks. Fler steps out, sees--

The Waitress stumbling toward him. Beyond her, the church roof is partly torn off. Wood and bodies are strewn. Fler hurries to the Waitress; she collapses in his arms.

EXT. CHURCH - TRAVELLER, UTAH - DAY

Ambulance lights flash. Bodies are covered, carried away. The Sheriff has a map spread out on the hood of his cruiser.

SHERIFF

Fler! Over here.

Fler squeezes the Waitress's hand, leaves her in the care of an ambulance medic. The Sheriff gestures to the map.

SHERIFF

Right now we're assuming a
tornado. I need you to round up

the other guides, conduct a search
in this area.

(grim)

The bodies have to come down
somewhere.

Fleer nods back toward the Waitress.

FLEER

Deborah's going on about some kind
of giant bat--

SHERIFF

(not surprised)

Lots of debris swirlin' around a
tornado. It's characteristic.
Could've been stuff looked like
flying goddamn elephants.

Fleer nods, moves away. The Sheriff turns, sadly takes in the
scene: bodies, ambulances, ruined church. He sighs.

58.

SHERIFF

(to himself)

What hath God wrought?

And as if in answer, we CUT TO:

INT. BAT CAVERN - DAY

The Probe-bats swoop down into the cave, carrying bodies--some
human, some animal. They move toward a TRANSLUCENT MASS at the
center--it is huge, crowding the cavern. The Probe-bats are
tiny flies buzzing around it.

Probe-bats land on the mass. The human and animal bodies
DISSOLVE, ABSORBED into mass. Some of the Probe-bats merge as
well. Part of the mass SHIFTS--a giant claw, opening and
closing.

The larger picture falls into place, and we see the mass has a
hunched, ominous ANIMAL SHAPE.

EXT. GOLDEN GATE BRIDGE - FORT POINT - DAY

Jill spots Benedek and Pike leaving the building. An argument
in progress, Pike making his case.

PIKE
--and this is on your authority?

BENEDEK
It's on the President's authority.

JILL
What do they recommend?

Benedek can't meet her angry gaze.

PIKE
It's a one-of-a-kind life form.
They want to keep it alive.

JILL
No. Goddammit, no! We kill it!
That's our mission--

BENEDEK
We can kill it later.

That is his last word. He strides away. Jill turns, stares at Godzilla on the bridge, her jaw tight.

PIKE
Happens, I agree with you, Doctor.

59.

JILL
(she turns away)
Small comfort...

EXT. VARIOUS - MEDIA REPORTS - SERIES OF SHOTS

Hand-held VIDEO following Benedek as reporters shove mics into his face:

BENEDEK
...hearts go out to the families
of the brave men and women lost in
the battle with Godzilla...

NETWORK REPORTER
'Godzilla'--is that with one 'l'
or two?

SHOT of a Newscaster; a video square over his shoulder shows Aaron in a crowd, people shoving copies of his book at him.

NEWSCASTER

--London gold shot up over two hundred dollars an ounce, attributed to the appearance of the San Francisco monster--

SHOT of Jill, striding past reporters, mics jammed in her face. She holds her anger in check--barely.

JILL

--what do I think? I think they should transport it to the middle of the desert--

INT. FORT TUSCARORA - CAFETERIA - DAY

Tina carries a tray into a dining area. People are clustered around a television mounted on the wall, watching Jill speak.

JILL

--shove a nuclear bomb down its throat and blow it up.

The Reporter turns away from her.

REPORTER #1

...that's Dr. Llewellyn, who has been credited with capturing the creature--which, we are told, first appeared in the Arctic sea--

Tina's eyes go wide.

60.

REPORTER #1

--and may have been responsible for the loss of an expedition team there early last year...

Tina sits slowly, the tray in her lap.

ON SCREEN: Behind the Reporter, several Flying Crane helicopters buzz above the bridge--

EXT. GOLDEN GATE BRIDGE - DAY

--the helicopters drop to above Godzilla. A fire truck sprays dark amniotic fluid onto Godzilla's skin.

BACK TO VIDEO as a silver tank, the size of a railroad car, is lowered via helicopter onto the back of Godzilla's neck.

REPORTER #2 (O.S.)
 ...I am told is a device that administers the fluid, keeping the creature sedated, if you will...

The crew guide the device into place. Huge hydraulic clamps close, lock it onto Godzilla--

EXT. GOLDEN GATE BRIDGE - FORT POINT - DAY

On Jill; there is a ROAR from the crowd gathered at the south end of the bridge. Jill turns as the ROAR becomes a CHEER--

She watches as four Flying Crane helicopters strain at cables attached to Godzilla, LIFTING HIM INTO THE AIR above the bridge. The crowd cheers wildly--

BACK TO VIDEO - a LOCAL REPORTER, shirt untucked, does a hurried stand-up. A wobbly ZOOM to the horizon, where a tiny Godzilla moves past, suspended by cables from the helicopters--a bizarre Macy's New Year's Day Parade balloon.

LOCAL REPORTER
 ...unconfirmed reports of gunfire near the Nevada border. Apparently some folk are taking pot shots at the creature--

SHOT of a LOCAL NEWSCASTER, a Godzilla-over-Utah graphic over his left shoulder.

LOCAL NEWSCASTER
 ...has been instructed to route the creature away from all inhabited areas. The FAA--

61.

SHOT of a large crowd, partying, waving signs; a banner reads BOULDER WELCOMES GODZILLA. A REPORTER finishes her stand-up, two boys near her waiting to be interviewed.

REPORTER #3
 --no word yet as to the creature's intended final destination.
 (turns to boys)
 Tell us, when you saw Godzilla, were you scared?

LITTLE BROTHER

Aw...I wasn't scared.

NINE-YEAR-OLD

(considers it)

Scared it was going to poop on us!

The two crack up--

INT. HOSPITAL - INTENSIVE CARE WING - HALLWAY - NIGHT

FADE UP TITLE

FORT TUSCARORA BASE HOSPITAL

Ed escorts Aaron, moving along briskly.

AARON

How is he?

ED

Not good. We've brought in
specialists from John Hopkins.
We're doing all we can, but...

He stops at a doorway, pauses.

ED

Be prepared. His appearance may
be a shock. Don't dwell on it.

INT. HOSPITAL - INTENSIVE CARE ROOM - NIGHT

Aaron and Ed enter. Marty's figure is obscured by monitoring equipment. A SURGEON regards a FLUOROSCOPE SCREEN. The real-time video shows a full-body x-ray of Marty. His heart beating is a shadowy rhythmic blur.

ED

(peers at the screen)

Christ...he's changed further?

ON SCREEN: There is a large movement--a SHIFT--of an internal organ. Marty's liver? Whatever it is, it shouldn't be moving.

62.

SURGEON

All of the large intestine is
gone, along with the exocrine

tissue of the pancreas. The material was used here, in restructuring the chest cavity--

He indicates a spidery dark structure in Marty's chest.

SURGEON

Body functions necessary to immediate survival aren't affected. Everything else is fair game.

ED

Impossible.

SURGEON

Apparently not. The infection is re-scripting his DNA...and as it changes, he changes.

AARON

Changes...into what?

The Surgeon shrugs. Aaron approaches the bed. He wears a not-very-convincing smile. He gets closer--and gasps.

Marty has no eyes.

His skull is elongated, his jaw shrunken. His ears have merged onto the sides of his head. His clavicle and shoulders have lifted, forming a protective collar around his neck.

But most disconcerting is the flat, featureless expanse of skin from forehead to mouth.

MARTY

Who's there?

Marty's voice is groggy, weak. Aaron swallows.

AARON

Marty, we got him. Godzilla.

MARTY

Is he dead?

AARON

No. He's...sick, but alive.

MARTY

Like me.

AARON

Actually, he looks a little better than you.

63.

Marty smiles. Aaron looks away.

MARTY
Aaron...I've had dreams. About
Godzilla.

Aaron forces himself to look back.

AARON
Yeah?

MARTY
I keep wondering...why now?
(beat)
Why show up now? What set the
womb off? The interference...
(beat)
What is he trying to do?

Marty lifts up, turns, his eyeless face searching for Aaron.

MARTY
You have to find out.

Aaron takes Marty's hand, grips it.

AARON
I need to stay here--

Marty shakes his head.

MARTY
No. Please. I can...feel what's
happening to me.

Aaron looks at his friend, anguished.

AARON
I can't--

MARTY
You have to find out. You need to
keep looking. I've been having
dreams...
(beat)
Remember Emperor Kuei Ko?

Aaron frowns, remembering--then nods.

MARTY
(drifting off)

Find out. Keep looking...

Marty's features relax. His grip loosens, his breathing becomes regular. Ed appears behind Aaron, pulls him away.

Near the door Aaron stops. Sighs heavily. Gazes at Marty's sleeping form.

64.

AARON
(barely audible)
Good-bye, Marty.

Aaron looks at his friend one last time. Then turns away.

EXT. FORT TUSCARORA - HOLDING TANK BUILDING - DAY

Jill strides along the length of a huge structure. An Air Force ENGINEER falls in with her, tries to keep up.

ENGINEER
(apologetic)
I'm real sorry about the tail.

JILL
Tail?

ENGINEER
See, the information I had said the creature was two hundred and fifty feet tall. They didn't tell me about a tail. So there was no way for me to know--

JILL
Know what?

ENGINEER
Well, that it wouldn't fit--

They come to the corner of the structure. Jill pulls up short. Incongruously sticking out through the massive doors on one end is Godzilla's tail.

Workers string 'POLICE LINE - DO NOT CROSS' tape around it--

INT. ST. GEORGE PROJECT - HOLDING TANK - DAY

Jill enters, stares at--

Godzilla, laying on his side, mostly submerged in the tank--
An awesome sight. Close by is the too-long tail; in the
distance, Godzilla's head lies above the water's surface.

TECHNICIANS scurry about a control center which monitors
Godzilla's vital signs.

TECHNICIAN
(shouts)
Power up the grid!

Jill watches darkly as switches are pulled, huge generators
RUMBLE to life--

65.

Several huge metal grids lower from the ceiling, down to just
above Godzilla. Electricity crackles across them. A loud CLANG
echoes in the structure as it locks into place, trapping
Godzilla in the tank.

Jill turns away, angry.

INT. ST. GEORGE PROJECT - SITUATION ROOM - DAY

Jill walks in. Beyond the glass wall, Godzilla slumbers. There
is much busyness in the room. The main monitor map has been
changed: it now shows Godzilla's projected route as a line
across the United States. Jill scowls.

She spots Aaron, talking to Ed, who sits at a keyboard. She
strides toward them.

ED
Here's a match. Modesto,
California. 'A pair of twenty-six
year old twins met for the first
time Friday, despite having lived
their whole lives within a hundred
mile radius-- '

AARON
No. Keep looking

JILL
What's going on here? Who
authorized this?

Ed looks away sheepishly, a caught kid. Aaron is only a little
less abashed.

AARON

Um...I did.

JILL

You did.

AARON

I'm sorry if I overstepped my boundaries, but Marty said something that got me thinking...Do you know the myth of Kuei Ko?

Jill crosses her arms. Stares at him.

JILL

You've co-opted my people and my department on the basis of one of your fractured fairy tales?

66.

AARON

Listen, okay? Kuei Ko was a mighty ruler with a vast kingdom...You know, the usual. One night, a sparrow came to him in a dream. It told him one of his wives was pregnant.

(he's warming to it)

Except it wasn't his child. His wife would give birth to a monster...a monster with the power to destroy him...his kingdom...and the world.

ED

(calling up from his keyboard)

Wichita, Kansas. 'A hole-in-one is rare. Three consecutive aces on the same hole is almost impossible--'

AARON

(shakes his head)

Keep looking. So, anyway, Kuei Ko journeyed to the Land Without Light...to kill the monster before it could be born.

JILL

That's a lovely story. What does it have to do with this?

AARON

Did I mention that Kuei Ko was a dragon? What Marty meant, I think, was to find out where Godzilla was headed.

JILL

What?

Aaron points up at the map.

AARON

Godzilla was moving in a straight line--like he had a purpose. We just projected his route, and started looking along the line for reports of strange phenomenon and occurrences--

JILL

You think he had a purpose? That there's some...reason for--

67.

AARON

Why now? Why did Godzilla show up now? He might not be an isolated incident--

JILL

You don't think we should kill him. Do you?

(Aaron doesn't answer)

Do you?

They stare at each other. Ed lets out a low whistle, drawing their attention.

ED

Holy cow. Listen to this. Traveller, Utah. Three stories... 'Additional cattle mutilations discovered,' uh, 'church destroyed in freak accident...'

Aaron leans forward.

ED

'Strange lights reported in the sky over six counties...'

AARON

That's it. Utah.

(beat)

I think if Godzilla does have a purpose...that's where we'll find it.

(a little frightened)

This guess, I wouldn't mind being wrong.

A beat, and then he exits. Jill turns to look through the glass at Godzilla.

JILL

(to herself)

Is it possible..?

Then she starts: she has spotted a familiar figure in a white smock: Tina, looking very small, staring up into the face of the monster.

INT. ST. GEORGE PROJECT - HOLDING TANK - DAY

We hear the distinctive beating of Godzilla's heart. Tina stares, transfixed. Jill grabs her shoulder.

JILL

Tina--how did you get in here?

68.

Tina indicates the clearance badges pinned to her white smock. But Jill is taken aback by the tears glistening on Tina's cheeks--and the resigned, serene set to her features. Tina nods toward Godzilla.

TINA

This...this is what killed Dad.

JILL

(beat)

Yes.

TINA

This is what your job was... finding it.

JILL

Yes. Killing it.

Tina looks at Jill.

TINA

Why? What's the point?

Jill is surprised by the question. It should be obvious.

JILL

Look at it! It's killed hundreds of people. It killed your father. Isn't that enough?

TINA

My God, mom...You look at it! Look at its scale. I bet it didn't even notice dad!

(dryly)

Except as maybe a little wet spot on the bottom of its foot.

JILL

Shut up! You don't know what you're talking about--

TINA

Don't you say that. I know! You lost dad.

(beat)

I lost you both.

Jill turns away. Anger, remorse, grief, war on her face. She is close to tears. But an act of will puts a stop to it.

69.

JILL

(tightly)

You shouldn't be here. It's not safe. I spoke to Aunt Julia. She's out of town, but she said you could stay at her apartment. In New York.

Tina gapes at her. She reaches a hand toward Jill--drops it before contact is made.

TINA

Fine. I'm gone.

She strides out, leaving Jill alone. Jill wipes at her eyes,

brushing away any tears that may have begun. Back in control, she looks up at Godzilla.

In the water the monster shifts slightly, and a small, mournful sound escapes from his throat.

EXT. TRAVELLER, UTAH - DINER - DAY

Aaron steps out of his rental car, takes in the small town. He heads for the Diner--

--and suddenly the Waitress appears in front of him.

WAITRESS

God is merciful, but the day of
his wrath is come. Who shall be
able to stand?

AARON

Uh, yeah... 'Jesus wept.'

He hurries past her into--

INT. TRAVELLER, UTAH - DINER - DAY

Aaron sits at the counter near Fleer, picks up a menu. The Sheriff gives Aaron the once-over.

SHERIFF

If you're a reporter or a gawker,
we don't need you here.

A little apprehensive, Aaron hands over his I.D. badge. The Sheriff studies it.

AARON

I'm, uh, with the government.
(beat)
So what's there to gawk at?

70.

FLEER

Huh. You can take your pick.
We've got cattle mutilations, our
church's been tore up--

Suddenly the Waitress is there, close to Aaron's ear.

WAITRESS

It's God's judgment. And the lights in the sky--that was his terrible swift sword.

Aaron turns toward her, encouraging her.

AARON

There were lights in the sky.

WAITRESS

(nods)

Then came the frogs, that was our warning--

(Aaron frowns)

A plague of frogs. Like Moses visited upon the Pharaohs--

She looks around, heads for a stack of newspapers. The Sheriff hands Aaron back his I.D., sighs.

SHERIFF

I'm sure getting tired of her saying 'visited upon.'

AARON

Frogs..?

SHERIFF

Yeah...well, it rained...frogs.

FLEER

Weird shit.

WAITRESS

See? They're the only ones willing to print it.

She thrusts a tabloid newspaper at Aaron. We get a brief glimpse of the cover: COP TIPS WAITRESS 2M\$. Inside, a photo of John and Stu, holding buckets of frogs. Headline reads 'TOWN DESTROYED BY FROGS--Biblical Retribution?'

WAITRESS

It's the end of the Millennium, and the Apocalypse is near. The wicked and just will do battle--

Aaron doesn't listen--he's thinking, figuring something out--

AARON

Is there a lake around here?
(beat)
Fairly isolated, not a lot of
visitors...but nearby, say within
ten, fifteen miles...

Fleer and the Sheriff look at each other.

FLEER
Sounds like you're talking about
Lake Apopka.

AARON
Lake Apopka. How do I get there?

FLEER
You don't...not in that car. No
roads.

Aaron glances out the window. Spots Fleer's jeep, and Fleer's
sign across the street.

AARON
You're Nelson Fleer?
(Fleer nods)
Can I hire you? As a guide?

FLEER
Hmm...Government man. You're
those guys who pay five hundred
bucks for a screwdriver, right?
(grins, nods)
We can work something out.

EXT. TRAVELLER, UTAH - DAY

Fleer's Jeep takes off, Aaron hanging on for dear life. The
Sheriff shakes his head, watching as it leaves.

SHERIFF
Government man. Shit, what's next
for this town?

WAITRESS
Fire and brimstone and the wrath
of God.

She crosses herself. The Sheriff scowls at her, worried.

INT. HOSPITAL - INTENSIVE CARE ROOM - DAY

At an x-ray screen, the Surgeon confers with Benedek.

72.

SURGEON

The circulatory system is on the
verge of collapse.

(shakes his head)

It simply may not be a viable life
form--

BENEDEK

What can you do?

They move back toward the bed, where an anesthesiologist and
nurse prepare instruments.

SURGEON

The immediate threat is liquid
creating pressure on the brain
stem. We have to drain it.

Benedek considers.

BENEDEK

Do it.

A hand--more like a claw now--grabs Benedek's wrist.

MARTY/ALIEN

|Wait. |

Benedek stares down at--

Marty--who is now more ALIEN than human.

He has eyes again--huge ebony orbs that seem to have erupted
from beneath his skin. His head is disfigured--he is growing an
exoskeleton. His nose is just two slits.

MARTY/ALIEN

|There is a reason|. Bring |
|...Llewellyn. |

Marty's voice isn't his voice anymore--it HISSES from deep in
his throat. Rhythm, inflection, tone are all different.

Frightened, the Surgeon backs away; he knocks over the
instrument tray. Instruments CLATTER to the floor--

INT. HOSPITAL - INTENSIVE CARE ROOM - DAY

Jill hurries in, moves to Benedek's side. Looks at Marty.

JILL

Has he said anything else?

BENEDEK

A few words. This is going to sound crazy, but...I don't know if it's him speaking...or it.

73.

JILL

It?

BENEDEK

The thing he's turning into--

JILL

I need to talk to him.
(corrects herself)
It. Whatever.

Jill moves to the bed. Touches Marty's shoulder.

JILL

Marty? Can you hear me?

Marty's huge new eyes focus on her. His face contorts. An incredible effort, an incredible strain, for one word:

MARTY/ALIEN

|Danger...|

JILL

What kind of danger?

Again, Marty's body contorts--
Then, it's as if something just gives up. Marty's face relaxes.
His expression is calm, serene. Suddenly:

MARTY

(distorted, but normal
inflection)
Dr. Llewellyn...is that you?

JILL

Yes. Uh...you can call me Jill.

MARTY

It...doesn't know the words yet.
So...I have to talk...

JILL

Marty...does it...are you in pain?

MARTY

...no. It's amazing, Jill. I see
in infra-red now--I think.

The Surgeon checks the cardiograph monitor. Frowns.

SURGEON

He's in a brachycardia state.
(to Jill)
He's weakening.

Jill takes Marty's hand/claw.

74.

JILL

You--it--said the word 'danger.'

Mary pauses, as if listening. Then:

MARTY

Aliens...spreading through the
stars...Destroying worlds...

Stunned silence in the room.

BENEDEK

There was a time...that would have
sounded crazy.

JILL

How, Marty?

MARTY

Alien probe lands...on a
world...creates a...beast out of
the genetic material of that
world. Designed to kill--

JILL

(surprised)
Godzilla is an alien--?

Marty's face and body contract. His voice is a low hiss:

MARTY/ALIEN

|No. Not Godzilla. Another.|

BENEDEK

(the worst possible
news)

Another?

JILL

An alien creature?

Marty's features relax.

MARTY

A doomsday beast...is created.
It...reproduces. Destroys. Wipes
out dominate life forms...

(beat)

Later, the aliens come. To a
planet already...conquered...

Jill leans forward.

JILL

One is coming here--that's the
danger? When will it arrive?

EXTREME CLOSE UP, Marty's face, black eyes staring blankly:

75.

MARTY

It's already here...

EXT. UTAH - ROUGH TERRAIN - DAY

Fleer's truck bounces up a steep rise, Aaron hanging on.

FLEER

So what are you thinking happened?

AARON

I think the lights in the sky were
caused by a meteor...It drops
through the atmosphere. Friction
superheats it to about a thousand
degrees centigrade.

(illustrates with hand
gestures)

It hits the water, and the water
boils instantly. The steam
evacuates up...cold air rushes in,
forms a water spout, which sucks
up everything around it--

FLEER

--and ten miles away, it rains

frogs and fish--

They reach the top of the rise, pull to a stop. Look out--

WIDE SHOT - LAKE APOPKA. Or what is left of it. The epicenter of a huge explosive force. Trees snapped like twigs, bent backward out from the lake. Mud and dying moss surround it--the water level half what it should be.

Fleer stares, surveying the damage with awe. Aaron gazes speculatively at the lake.

AARON

Can we go in there?

FLEER

How's that?

AARON

What I'm looking for might--must be in there.

Fleer smiles. Hops out of the Jeep. Grabs one of the tanks.

FLEER

Underwater. Imagine that. There's a rate jump from wilderness guide to dive expedition leader.

(grins)

Big jump.

76.

INT. HOSPITAL - INTENSIVE CARE ROOM - DAY

Jill knows time may be short. She hurries her questions:

JILL

Marty--this...creature you are becoming. Where did it come from?

MARTY

Civilization...old...from the stars...gone now. Earth had three moons, then.

(as if seeing it)

Huh. Pretty.

JILL

What was it called? Atlantis? Lemuria? Mu?

Suddenly the thing speaks through Marty:

MARTY/ALIEN

|We needed words...needed to warn
you... did not know what form life
would take...|

Jill gets a look of understanding--even amazement.

SURGEON

...so they created a virus that
would reprogram DNA...and transfer
RNA? Amazing.

BENEDEK

They made one of theirs out of one
of ours--

Marty's body spasms. On the cardiograph Marty's heart is a weak
flutter. The Surgeon turns to Jill.

SURGEON

Dr. Llewellyn--we're losing him--

Jill leans close to Marty.

JILL

Marty--can you tell us--what is
Godzilla?

MARTY/ALIEN

|We left it in stasis...created
from dinosaur genetic template.
Alien probe would awaken it...|

JILL

How do we kill it?

77.

MARTY/ALIEN

|Godzilla will kill it. Before it
...reproduces--|

JILL

No--not the beast. How do we kill
Godzilla?

MARTY/ALIEN

(voice fading)

|Can't...kill...Godzilla...|

Marty loses consciousness. The EKG stops BEEPing. Flatlines.

SURGEON
Crash cart! Code blue!

Nurses, the Surgeon move in, try to resuscitate Marty. The monitor stays flatline.

Jill rises. Stands back, away from the flurry of activity around Marty...stunned by his final words.

MARTY (Cont'd)
Earth had three moons, then.
(as if seeing it)
Huh. Pretty.

JILL
What was it called? Atlantis?
Lemuria? Mu?

Suddenly the thing speaks through Marty:

MARTY/ALIEN
|We needed words...needed to warn
you... did not know what form life
would take...|

Jill gets a look of understanding--even amazement.

SURGEON
...so they created a virus that
would reprogram DNA...and transfer
RNA? Amazing.

BENEDEK
They made one of theirs out of one
of ours--

Marty's body spasms. On the cardiograph Marty's heart is a weak flutter. The Surgeon turns to Jill.

SURGEON
Dr. Llewellyn--we're losing him--

Jill leans close to Marty.

78.

JILL
Marty--can you tell us--what is
Godzilla?

MARTY/ALIEN

|We left it in stasis...created
from dinosaur genetic template.
Alien probe would awaken it...|

JILL

How do we kill it?

MARTY/ALIEN

|Godzilla will kill it. Before it
...reproduces--|

JILL

No--not the beast. How do we kill
Godzilla?

MARTY/ALIEN

(voice fading)

|Can't...kill...Godzilla...|

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Crash cart! Code blue!

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Jill rises. Stands back, away from the flurry of activity around Marty...stunned by his final words.

EXT. UTAH - LAKE APOPKA - DAY

Fleer and Aaron, in the water, adjust their diving equipment. Fleer watches Aaron, measuring him.

FLEER

So. Done much diving?

AARON

Some. At Club Med once--

FLEER

Well, this is nothing like that.
In cave diving, you're going into
absolute pitch dark. There're
weird currents and sharp rocks--

Aaron nods. Fleer clips safety line, flashlight, slate and pencil onto his belt.

79.

FLEER

Just try not to panic. You don't
want to be like the kid who sucked
his mouthpiece into his throat
trying to get the last cubic
centimeter of air--

They back their way into the water.

AARON

If cave-diving is so dangerous,
why do you do it?

Fleer sets his dive watch, fits his mask.

FLEER

Better than the ocean. There you
got eels, squid, jellyfish...
(he shudders)
Too much weird shit.

He sinks down backwards into the water. Aaron follows--

EXT. LAKE APOPKA - UNDERWATER - DAY

Fleer and Aaron swim through flickering shafts of sunlight.
Discharged air bubbles glitter, swirl toward the surface.

The CAVE OPENING looms ahead. They follow their flashlight
beams into darkness. Fleer, in the lead, spots something--

Ahead the cave narrows to a tight bottleneck. Fleer pulls out a
packet of red dye, breaks it. The bright-colored dye moves
steadily away from the opening, indicating a current.

Fleer gives Aaron a 'thumbs up' sign. He ties his safety line
to a rock outcropping...then removes his tank. Aaron looks at
him incredulously.

Still breathing through the regulator, Fleer shoves his tank
through the bottleneck. He then squirms through after it--

Aaron can't believe it. Slowly he removes his own tank. Pushes
it through ahead of him, following Fleer.

INT. CAVE SYSTEM - UNDERWATER - DAY

P.O.V., AARON, through his dive mask, the narrow angle
increasing the sense of claustrophobia. We hear his BREATHING,
slow and steady, as he moves past limestone walls.

The walls give way; Aaron and Fleer emerge into open water.

Fleer glances up. Sees the surface above. Grins, motions to Aaron. Swims upward--

80.

--suddenly, shockingly, coming straight at him, BRIGHT in the light of his flashlight is the MOUNTAIN LION.

Fleer freaks out. Flails his arms, legs, trying to get away--

The Mountain Lion APPROACHES, fangs bared in a perpetual snarl...then floats serenely past, suspended in the water, moved by the current.

It spins, caught in an eddy. We see it's pretty well torn up. A paw and some of its torso are still connected to the head, but most of the body is gone.

Fleer recovers. Calms himself. Aaron taps him on the shoulder. Fleer holds up his hand--he's okay. He scribbles on his slate, holds it up to Aaron. It says 'RATE DOUBLED.'

INT. CAVE SYSTEM - BAT CAVERN - DAY

Aaron breaks the surface of the underground lake. Fleer is already climbing out of the water. He yanks off his mask.

FLEER

God damn what was that doing
there? I don't need that shit in
my life...

He squirms out of his tank. Aaron climbs out of the water.

FLEER

(still pissed off)
And what's that smell?

Aaron examines the limestone cavern. Most is obscured by darkness. In one corner, a waterfall splashes down. Aaron spots something, moves toward it--

AARON

Over here.

It is the mutilated remains of a cow. Aaron crouches next to it. Fleer stares--now he's seen it all.

FLEER

A cow.

AARON

Odd--there's not just physical
damage. Looks like chemical
deterioration as well.

A sudden, disorienting shift to--
P.O.V., LOOKING DOWN at Aaron and Fleeer, from out of a crevice.
Watching them--

81.

FLEER

Something must've dragged it in
here. The mountain lion?

The thing above them SHIFTS...then leaps forward, swooping down
toward them--

AARON

Maybe whatever got the mountain
lion--

Fleeer jumps. SWOOPING past are several small, dark shapes--
bats. Just normal-sized bats, providing a false scare. Fleeer
waves at them, cursing, shooing them away.

Aaron ignores the bats, glances around the chamber.
Spots something. Frowns.

AARON

My God...

FLEER

What?

He looks toward where Aaron is looking. Thirty feet away is
what seems to be a unique rock formation--a GIANT CLAW, as big
as a house.

Aaron climbs a boulder to get a better view, reaches the top.
Fleeer follows. Beyond them we see the claw is part of a huge
forearm, which is part of a massive HUNCHED ANIMAL SHAPE,
filling the cavern--

THE GRYPHON

Huge. Magnificent. Horrible.

A nightmare waiting to be born.

Leathery, blood-red wings like a bat. The body of a mountain
lion. It resembles the mythical Gryphon, as in Junji's

drawings.

This is what the huge bat-probe creatures created by merging;
none are left to be seen. Aaron and Fleer are ants before it.

AARON
(awed)
...the Behemoth...

Aaron takes an emergency flare from Fleer's belt, lights it.
BRIGHT LIGHT fills the cavern, chasing the shadows--

Smoke drifts up from the flare. High above, the Gryphon's nose
twitches. It scowls, eyes still closed--

82.

Aaron holds the flare high. They turn slightly as they look up,
taking the creature in. Behind them, they do not see as the
giant claw CLUTCHES.

FLEER
It's not alive--nothing that big
could be alive...
(beat)
It goes all the way to the ceiling--

AARON
That's not a ceiling. Those are
wings.

The turn back toward the huge claw--as it CLUTCHES again--

FLEER
Shit! It's alive--

Fleer grabs the flare from Aaron, drops it, STOMPS on it. It
still burns. Cursing, he STOMPS some more, extinguishing it--

Too late. The giant monster shifts...MOVES. Walls of the
cavern split; huge chunks of rocks fall--

Aaron and Fleer scramble back toward the lake, grab up their
gear. The Gryphon lets out a bone-jarring SCREAM--

Fleer looks over his shoulder, sees inside its mouth--

FLEER
Oh, God. It's got snakes. Snakes
for a tongue--

And it does. Many snakes, a hydra-headed thing, squirming where

the tongue should be. It's eyes glow yellow in the darkness, reflecting light like a cat's eyes.

Fleer and Aaron leap into the pool--

INT. CAVE SYSTEM - UNDERWATER - DAY

Aaron and Fleer plunge in. A SNAKE HEAD darts into the water, snapping blindly. Aaron twists away, avoids getting bitten in half. The Snake-head withdraws--

Fleer finds the safety line. They pull themselves along. We hear the SOUND of BREATHING, loud and fast, through their regulators--

They reach the bottleneck. Muffled ROARS of the Gryphon can be heard. Fleer and Aaron snake out of their tanks--

In the cave, one of the Gryphon's claws SLAMS down into the underground lake.

83.

Water SURGES; Fleer slams into the rock wall, loses hold of his regulator. He swims into the bottleneck--

Aaron takes a last breath from his regulator. Lets go of his equipment. Follows Fleer, through the narrow opening--

EXT. LAKE APOPKA - UNDERWATER - DAY

Fleer shoots through the circular opening, followed by Aaron. They swim for the daylight--

EXT. UTAH - LAKE APOPKA - DAY

Fleer and Aaron break the surface, gasping for air.

Suddenly, the earth TREMBLES--then SHAKES. Beyond a rise, concessive force blasts dirt and boulders into the sky.

Aaron and Fleer swim, stagger up onto shore. Beyond them, the Gryphon stands, rises to its full height above the trees. The nightmare has been born.

It shakes off rocks and debris. Its skin is smooth and slick. It blinks in the sun. Screams its ear-splitting SCREAM--

INT. ST. GEORGE PROJECT - HOLDING TANK - DAY

--the SCREAM echoes, fades. Soldiers and technicians go about their tasks. A few yards from Godzilla's jaws, A FOREMAN and SURVEYOR use ultrasound equipment to scan Godzilla.

On a small table, a Styrofoam cup blows over, spills. The Surveyor notices, looks at the Foreman accusingly.

SURVEYOR
Hey. Thanks for spilling my coffee.

FOREMAN
Huh? Not me.

They do not notice as flat lines on their monitor are interrupted with tiny spikes--

SURVEYOR
(points at the cup)
Yeah you did. Look.

They look at cup--just as it leaps completely off the table. They look at each other, puzzled. A beat, then the entire table overturns in a blast of wind. The two look toward Godzilla's jaws--

SURVEYOR
Ohshit--it's awake--

84.

FOREMAN
(backing away)
Okay. Um...let's give it some room--

A low GROWL from deep in Godzilla's throat. Technicians immediately drop their equipment, run--

Godzilla twists, turns...water SLOSHES over from the tank, knocking a fleeing soldier off his feet.

Godzilla rises up--
HUGE SPARKS, BOLTS OF ELECTRICITY SHOOT ACROSS him as he makes contact with the metal grid above. Godzilla falls back, trapped. There is an anguished, angry ROAR--

EXT. UTAH - NEAR LAKE APOPKA - DAY

Fleer and Aaron crouch behind a tree. They break cover, flee uphill toward Fleer's Jeep.

Looming over the lake, the Gryphon opens its wings and SCREAMS, snake-tongue writhing. Energy builds up along its wings, SHOOTS OUT, a deadly ENERGY BOLT--

--a tree near the Jeep EXPLODES as Aaron and Fleer dive in--

EXT. UTAH - DAY

The Jeep bounces along, Aaron driving. Fleer looks back--

THE GRYPHON RISES UP INTO THE SKY, its giant leathern wings spread wide, blotting out the sun--

FLEER

Shit. It can fly--

AARON

Hang on.

Aaron swerves the Jeep hard onto a two-lane road, nearly rolls it. In the distance is a railroad overpass.

GRYPHON'S P.O.V., above the Jeep, gaining on it. The Jeep disappears under the overpass. Appears on the other side. ENERGY BOLTS shoot out--

--and the Jeep EXPLODES spectacularly.

EXT. UTAH - BENEATH THE OVERPASS - DAY

In the dark shade of the overpass. Aaron gets to his feet, dusts himself off. Fleer sits there, staring at his ruined, burning Jeep, and the Gryphon, swooping off into the sky.

85.

AARON

Let me guess--you just finished paying it off.

EXT. TRAVELLER, UTAH - GAS STATION - DAY

A balding TOURIST, his family in a station wagon, does that funny little dance you do trying to get the gas hose untangled. He succeeds only in making it more twisted.

In his struggles he does not notice the surrealistic sight behind him: in the distance, coming over a rise in the road is THE GRYPHON, down on all fours, stalking toward town, slinking along like a cat.

In the station wagon, a TOURIST KID notices the creature. His eyes widen. He hurriedly searches for something inside a bag...rummages desperately, finally pulls out--

--a video camera. He switches it on, aims it at the Gryphon--

Just as the Gryphon POUNCES onto a roadside bait shop, SMASHING it. The Tourist turns, sees the creature. Drops the gas hose, dives into the station wagon. The Gryphon SCREAMS--

EXT. TRAVELLER, UTAH - CAFE - DAY

The Waitress, in front of the cafe, freezes at the sound of the scream. The Sheriff exits the cafe, stops, staring past her, a look of horror on his face. She turns slowly to see--

The Gryphon, rising to full height over the town, the Tourist's station wagon fleeing before it. A panel truck going the other way slams on its breaks. The Gryphon paws at it--the truck is hit with such force it stands up, spins on one corner of the chassis.

The Sheriff rushes past the Waitress.

SHERIFF
In the truck--hurry!

But the Waitress doesn't move.

At the other end of town, the Gryphon glances around, spots something--

The above-ground gas storage tank near the gas station. Next to it is a large propane tank.

The Gryphon crouches. ENERGY BEAMS SHOOT OUT, and the tanks EXPLODE--

SHERIFF
(to Waitress)
Come on!

86.

But the Waitress chooses to run, down the center of the street. The Sheriff dives into the cab--

The Gryphon beats its wings, FANNING the fire. A WAVE OF FLAMING GASOLINE rolls across Traveller--

The Waitress is engulfed in flames. She continues to run a few steps, burning, then falls to the ground.

Satisfied, the Gryphon takes to the air, leaving the ruins of the town behind--

DISSOLVE TO:

EXT. TRAVELLER, UTAH - DAY - LATER

Ruined. Destroyed. Aaron and Fleer hurry up the road...slow as they survey the devastation. Fleer is near tears.

Aaron approaches the dazed Sheriff, sitting on the burned porch of the cafe.

AARON

Is it still alive? Where did it go?

SHERIFF

It's gone...it took off.

(points)

That way.

AARON

East? Shit. I need your truck.

The Sheriff nods. Aaron moves toward the truck. To Fleer:

AARON

C'mon. There's a jet waiting. I've got to get back to the Project.

(to Fleer)

You coming?

Fleer is incredulous.

FLEER

You're going up in the air? With that thing?

AARON

You want to take your chances on the ground?

Fleer glances around at the ruined town--

87.

INT. ST. GEORGE PROJECT - SITUATION ROOM - DAY

Pandemonium. Jill, Benedek present. Godzilla's ROARS can be heard. Ed rushes in from the holding tank.

ED
(to Jill)
The fluid isn't working. It's
just the grid holding him--

To one side, a TECHIE monitors channels. A SPECIAL BULLETIN flashes on. The Comm Officer stares. Turns to Jill:

TECHIE
Doctor, I've got a broadcast here,
local news--

ON SCREEN: the shaky, hand-held image of the Gryphon, shot by the Tourist Kid through back window of the station wagon.

TECHIE
Doctor, it seems to be another
creature.

BENEDEK
What?

All eyes turn to the screen. CAMERA bounces wildly, settles on the Gryphon as it fires; the gas tank EXPLODES. Horribly, we are to re-witness the scenes of Traveller's destruction.

The Gryphon fans the flames, and we see the Waitress burn, drop to the ground.

BENEDEK
Jesus--

TECHIE
Aaron Vaught is reporting in--

Jill gestures to hear it on the main speaker. The jet's turbines can be heard; they are in-flight.

AARON (O.S.)
(filtered)
--creature has wings like a bat.
The body of a lion, like the
mythical Gryphon...It can fire
what seem to be electric bolts--

FLEER (O.S.)
(filtered)
Like a goddamn eel...

JILL

Aaron, Jill here. Where is it headed?

88.

INT. JET - COCKPIT - IN FLIGHT - DAY

Aaron sits in the co-pilot's seat. Through his window, in the distance, is the Gryphon. Aaron watches it as the jet overtakes, passes it.

AARON

It's headed east. Jill, I think it's coming toward you. I think--

INT. ST. GEORGE PROJECT - SITUATION ROOM - DAY

Everyone knows what this means.

AARON (O.S.)

(filtered)

--it's coming to kill Godzilla.

As if in answer, Godzilla ROARS, vibrating the entire structure--

EXT. FORT TUSCARORA - HOLDING TANK STRUCTURE - DAY

Godzilla's huge tail whips back and forth, dangerously near the base power station.

With the next whip, Godzilla's tail hits the station. There is a SHOWER of SPARKS--

--and then the power station EXPLODES--

INT. ST. GEORGE PROJECT - SITUATION ROOM - DAY

ALARMS sound loudly. The lights go out--only the monitors stay lit. Emergency lights come on.

ED

Uh-oh.

INT. ST. GEORGE PROJECT - HOLDING TANK - DAY

Godzilla ROARS--

EXT. FORT TUSCARORA - HOLDING TANK STRUCTURE - DAY

With a THUNDERING, RIPPING SOUND, Godzilla RISES, crashing straight up through the roof of the structure. Part of the roof dangles on Godzilla like a hat--it looks kind of dumb. Almost angrily, Godzilla knocks it away--

89.

A SOLDIER flees Godzilla. He zigs, zags--
--as the shadow of the roof segment gets larger--

--then lands right on top of him. A beat, then we see the soldier, unhurt, climbing out through an upper window of the roof. He darts away just as it gets stepped on--

Jill steps out of the building. People flee past her as she stands, staring at Godzilla.

Tanks on the periphery of the airfield FIRE at Godzilla, with little effect. Godzilla turns, scanning the horizon. He stops, seems to look directly at Jill. Is he aware of her, or staring in her direction simply by chance? We don't know.

Jill stares back at the monster.

The moment is broken by the distant SOUND of a boat horn. Godzilla abruptly turns in the direction of the sound--

EXT. BUZZARD'S BAY - SHORELINE - DAY

Godzilla approaches, drops down onto all fours. He slips into the water. He sinks, and is gone.

EXT. MISSISSIPPI RIVER - DAY

A small passenger plane flies above the river. Marshland on either side.

INT. PASSENGER PLANE - DAY

A VACATIONER snaps photos out the window.

PILOT

As the central river artery of the United States, the Mississippi is one of the busiest commercial waterways in the world--

VACATIONER

Hey. Cool statue.

The Pilot pauses. Frowns.

PILOT

There's no statue on this tour.

EXT. MISSISSIPPI RIVER - DAY

The plane is buzzing over--

The GRYPHON. It takes to the air, flying up past the passenger plane. The plane is shaken by the turbulence caused by its massive wings.

90.

INT. PASSENGER PLANE - DAY

The plane is out of control. The Vacationer looks sick.

VACATIONER

Next time, I just stay home. No more traveling, no more--

The Pilot fights the controls as the plane dives.

INT. ST. GEORGE PROJECT - SITUATION ROOM - DAY

ED

(calling out)

Godzilla's been sighted. Moving slowly down Long Island Sound, south of Bridgeport.

The room is crowded, bustling. Jill and Benedek look up.

JILL

Given their relative speed--where will they meet?

ED

We're calculating it now.

On the main monitor is a map. Two electronic lines are drawn on it, one projecting Godzilla's path and extending it... The other projects the Gryphon's path, extends it...

Aaron bursts into the situation room. Fleeer follows.

AARON

What happened out there?

JILL

(simply)

He left.

AARON

We just got in the way.
Godzilla's...instinctually
programmed--to find that thing--

ON THE MONITOR: The lines are drawing closer

JILL

And kill it. Before it can
multiply. Marty told us before
he...

(beat)

Aaron...he died.

Aaron knew it was coming, but it's still a shock.
Jill reaches out to him--hesitates, then takes his hand. He
looks up at her, nods, smiles sadly.

91.

ON THE MONITOR: The two lines intersect at...

ED

Oh, shit.

(a little awed)

Manhattan.

Jill freezes, goes pale. It hits her that Tina is in danger.

BENEDEK

Do we even try to evacuate? It
might kill more people than it
saves--

FLEER

You got to tell 'em. Give them a
chance--

AARON

(nodding)

We can't just abandon people--

BENEDEK

What do you think, Dr. Llewellyn?

Jill hasn't been listening, lost in her own thoughts. She moves to a phone. Quickly punches a number.

BENEDEK
Dr. Llewellyn?

We hear the BUSY SIGNAL. The call did not go through. Jill drops the phone. Heads for the door.

BENEDEK
What are you doing?

JILL
Tina is in New York.

BENEDEK
You can't leave now--

JILL
Tina is more important.
(beat; her advice:)
We can't just abandon people.

And with that she is out the door. Benedek, Aaron and Fleeer watch her go. A beat; then Benedek turns to Aaron.

BENEDEK
As acting head of the St. George Project, what is your advice to the military?

92.

AARON
Uh...evacuate New York City.
Right?

INT. GREENWICH VILLAGE - APARTMENT - DAY

Tina, scared, bangs futility on the buttons of the phone. An 'All circuits busy' message plays in her ear. The television is on, tuned to CNN, showing the Utah footage of the Gryphon.

CNN ANCHOR (O.S.)
Once again, we'll show you dramatic footage of the Utah monster that now appears to be approaching New York City...

Again, we see flames, the burning waitress stumble and fall.

Tina gives up on the phone, rushes for the door.

EXT. GREENWICH VILLAGE - APARTMENT BUILDING - DAY

Tina exits the foyer door, stops at the first step, shocked.

The street in front of her is PANDEMONIUM. Cars jam the street, horns HONKING. LOOTERS stream in and out of a corner grocery store. A trash can, contents in flames, is thrown onto the hood of a police car.

On the bottom steps of the stairs a DEVOUT WOMAN kneels, purse beside her, praying intently. A teenager snatches the purse, rummages through it. Nothing. He throws it at the woman.

She doesn't seem to care. She looks at Tina, smiles.

DEVOUT WOMAN
(holds out her hands)
Pray with me, darling. Pray for
the rapture to take us.

Tina backs away, into the foyer. Slams the door shut.

EXT. MANHATTAN - SKY - DAY

A Huey helicopter, carrying Jill, flies over the East River, past the Brooklyn Bridge, crowded with evacuating people. The HUEY PILOT listens to his headphones.

HUEY PILOT
Manhattan airspace just became
restricted to essential only.

JILL
I've got clearance.

93.

HUEY PILOT
I know...I'm just saying--

He chokes on his words. Jill follows his stare:
The Gryphon moves lazily through the sky.

HUEY PILOT
...it's real...

He veers the Huey away from Manhattan.

JILL

What are you doing?

HUEY PILOT

I just stopped being essential.

JILL

Wrong. You're taking me into
Manhattan. Turn this thing
around.

The Huey Pilot gives her a hard stare--then banks the copter hard, makes a beeline straight for the Wall Street Heliport. He keeps the Huey hovering just above the ground.

HUEY PILOT

Here we are. Manhattan.

JILL

My daughter's in the village--

HUEY PILOT

Then she's on her own.

The Huey Pilot starts to lift the copter. Jill pushes open the door, jumps out.

HUEY PILOT

Have a nice walk.

And he's gone, heading the Huey back across the river. A matte black Apache Gunship cuts across the Huey's path, heading toward Governor's Island.

WE DROP DOWN from the helicopters to the East River. The skyline reflected in the water. Just south of the Brooklyn Bridge, something disturbs the stillness:

Half above the surface are GODZILLA'S EYES as he pushes through the river.

94.

EXT. GOVERNOR'S ISLAND - DAY

FADE UP TITLE:
GOVERNOR'S ISLAND

Aaron, Fler and Benedek are at the hastily constructed Command Post, near the water's edge. Phones, communication gear, monitors. Across the water is the Manhattan skyline, and Liberty Island. The Statue of Liberty prominent--

FLEER

That thing is really pissing me
off--

--and we see it's not the Statue. The Gryphon has clawed up onto the pedestal. The Lady has fallen before it; she lies crushed and broken at its feet.

The black Apache GUNSHIP, bristling with weaponry, lands. Pike steps out, unintimidated by the whirring rotors. He nods to the crew--wearing all black, no military insignia. Pike heads for the command post.

PIKE

Godzilla's in the East River,
headed this way.
(to Aaron)
I don't want to hear any quotes.

EXT. EAST RIVER - DAY

Godzilla reaches the docks of the lower East Side and pulls himself ashore, blithely doing major property damage.

ON THE BROOKLYN BRIDGE: Godzilla is spotted. Cars, gridlocked by the evacuation, are abandoned as the people flee.

ON THE DOCKS: Godzilla ignores the people who run from him. He pauses, gets his bearings. Rips through the EL tracks. A train jumps the line. He moves through the canyon of buildings toward the Battery, at the tip of the island.

EXT. SPORTING GOODS STORE - DAY

LOOTERS emerge from shattered windows, toss guns into the back of a van. One has an armful of automatic weapons.

LOOTER

Look! Full auto! Guy had 'em
locked in the back!

His cohort is about to reply--but his jaw drops. He stares at something behind the Looter--then turns and runs.

95.

The Looter turns. Godzilla towers above. Steps toward him.

LOOTER

Holy...Get away! Get away!

He drops all but one rifle, starts FIRING up at Godzilla.
Godzilla's eyes narrow. He takes another step--

The Looter is crushed beneath Godzilla's foot. Godzilla stomps
a few more times for good measure. Turns--

Beyond Battery Park, across the water, is Liberty Island. And
the Gryphon.

Godzilla ROARS--

The Gryphon's head whips around. It sees Godzilla.
Godzilla stretches himself to full height, an obvious challenge.
ROARS again.

The Gryphon SCREAMS. Spreads its wings. Takes to the air.

It rushes towards Godzilla--
Godzilla waits--

THE TWO MONSTERS CRASH TOGETHER--

EXT. GOVERNOR'S ISLAND - DAY

The gathered watch as Godzilla is lifted bodily, rammed back.

FLEER
That's gotta hurt--

EXT. MANHATTAN - DAY

Godzilla grabs the Gryphon's leg, pulls it down--

The Gryphon flaps furiously, pulling away--

Godzilla wraps his tail, monkey-like, around the I-Beams of an
under-construction building.

The Gryphon SCREAMS--
Godzilla hauls it nearer--
--and BITES into the leg--

The Gryphon CRIES OUT in pain, rears back--
--and fires a BOLT at Godzilla--

Godzilla is blown backwards, into the building skeleton, which
topples--

The Gryphon presses its advantage, FIRES another bolt--

Godzilla staggers, moves off, back into the concrete canyons--

96.

The Gryphon soars past him, turns, then comes straight back, rakes him with extended talons--

Godzilla ROARS. The Gryphon SCREAMS--

EXT. GREENWICH VILLAGE - DAY

The SCREAM echoes. Jill glances up. The streets are nearly deserted. Scattered fires burn. Something SHATTERS behind her; she turns, sees nothing--quickens her pace, up the steps into the apartment building.

INT. APARTMENT BUILDING - HALLWAY - DAY

Jill moves along warily. Doors are broken in; property scattered through the hallway. The aftermath of smash-and-grab looting. An apartment door bursts open--
Two young boys run past Jill, carrying stereo equipment.

Jill catches her breath, hurries to a door. It's closed tight. She tries the knob. Locked. Bangs on the door.

JILL
Tina! Tina--

The door snaps open--and Jill's staring down the barrel of an automatic.

TINA
I told you: go away--
(she recognizes Jill)
Mom!

She grabs Jill in an embrace. They speak at once.

JILL TINA
Tina, you're all right, I can't believe you're
Thank God... here--

Jill holds her back at arms length, examining her, relieved. Her eyes fall on the gun. She frowns.

TINA
Aunt Julia's. It's safe.
(puts on the safety)
Safety's on.

She sticks it in her waistband. Jill considers saying something--then shrugs.

TINA

I'm...glad you came.

They gaze at each other, sixteen years of history between them-- and then they embrace again, holding on to each other.

97.

JILL

Now, we've just got to find a way off this damn island...

TINA

(laughs)

...just like Gilligan...

Jill smiles--and the deep THWUP-THWUP of a HELICOPTER reverberates through the building. Jill looks up--

EXT. MANHATTAN - DAY

A helicopter swoops and banks, trying to keep up with the Gryphon. The Gryphon soars over the buildings, chasing Godzilla, who scurries along the streets, sometimes on all fours, a mouse chased by a hawk.

EXT. WORLD TRADE TOWERS - DAY

The Gryphon spots Godzilla, between the Twin Towers. Scowls, realizes: it is Godzilla's reflection in the north tower. The Gryphon banks around, swoops down, toward the image--

--then turns, lashes out at the Godzilla near the south tower, smashing it--

Except that's a reflection, too. During the Gryphon's bank turn, Godzilla moved to the other side. Godzilla springs at the Gryphon, teeth and claws tearing into its wings.

The Gryphon throws itself backwards, smashing Godzilla against the Tower. They flail violently, crushing and destroy the Tower's base.

EXT. GOVERNOR'S ISLAND - DAY

In the distance, dust rises from the World Trade Center. One of the towers leans over dangerously. The monitors show helicopter views of the battle. Benedek, Fleer and Pike are ashen.

BENEDEK

Can even Godzilla beat that thing?

FLEER

Don't be defeatist...

AARON

(to himself)

Why isn't he using his fire?

He stares at the monitors, trying to figure it out.

98.

EXT. MANHATTAN - SKY - DAY

The Gryphon pulls itself into the air. Godzilla makes a leaping snap for its legs--catches them, hauls the Gryphon down.

The Gryphon reverses its momentum suddenly, sending both monsters hard into the dangerously leaning tower.

EXT. MANHATTAN - DAY

ON JILL AND TINA. They look up as--
The TOWER COLLAPSES--

The ground shakes beneath their feet. Loose masonry crashes down around them--

EXT. GOVERNOR'S ISLAND - DAY

The observers are aghast--a dust cloud rises from the city, the skyline now absent one-half of the World Trade Center.

And then the Gryphon appears, flying shakily, still aloft. It fires another bolt--

BENEDEK

It...survived that...

AARON

The restraining device!

BENEDEK

What?

AARON

We've got to get it off him! It's keeping Godzilla from using his

fire! Hell, it's probably--

He cuts off. An image on a monitor catches his eye.

ON SCREEN: Godzilla, slumped against a building. Not moving.

BENEDEK

My God...

AARON

It's probably killing him.

PIKE

That's a good thing, Vaught. We want these things dead, remember? And if one kills off the other, that's one less we have to kill.

AARON

You don't get it, do you? We've got nothing to fear from Godzilla--

99.

PIKE

You're insane! Look at what its caused--

Aaron turns away dismissively. Deals only with Benedek.

AARON

Admiral, we've got to get that thing off him.

Benedek looks down at Godzilla's image on the monitor. Reaches a decision. Looks at Aaron.

BENEDEK

How?

Pike starts to object--but Benedek cuts him off.

BENEDEK

My command, Mr. Pike.

(to Aaron)

How?

AARON

Um...

From behind him, Fleeer speaks up.

FLEER

C-4. Plastique explosive.

AARON

(to Benedek, without
missing a beat)

C-4. Plastique explosive.

(to Fleer)

How do we plant them?

FLEER

We..?

He and Aaron lock eyes, regard each other.

FLEER

You're serious about this?

Aaron does not need to answer. Fleer sighs.

FLEER

No amount of money is worth
this...

(beat)

We need a helicopter.

EXT. MANHATTAN - DAY

Jill and Tina at a pay phone. Jill drops the receiver.

100.

JILL

All circuits busy...Dammit.

She spots an electronics store across the street. Strides toward it. Picks up a fallen chunk of masonry--

TINA

Mom--what are you doing?

--Jill hurls the chunk at the window, SHATTERS it.

TINA

(shocked admiration)

Mom...

Jill reaches in, grabs a cellular phone. A sign beside it reads 'TRY OUR DEMO--make a free call.' She starts punching buttons.

JILL

I think the owner'll be eligible

federal disaster assistance...
 (into phone)
 Llewellyn, Jill. Security code:
 seven alpha. Day code: plant,
 echo, water. Voice print: 'Mary
 had a little lamb, its fleece--'
 (beat)
 Yes--get me Admiral Benedek--I
 don't care where he is, connect
 me!

EXT. GOVERNOR'S ISLAND - DAY

A phone chirps. Benedek picks it up.

BENEDEK
 Benedek.
 (beat)
 Where are you?

INTERCUT AS NEEDED

JILL
 Manhattan. My daughter and I. We
 need a lift out of here.

BENEDEK
 I can't do it. The only thing
 we're sending in now are gunships
 to provide cover for Vaught.

JILL
 What? Why? What's he doing?

101.

BENEDEK
 He's going to get the restraining
 device off Godzilla. He says its
 keeping Godzilla from beating the
 Gryphon. What do you think?

Jill considers...and comes to a conclusion.

JILL
 (simply)
 You should believe him. He knows
 what he's talking about.

BENEDEK
 You should get to cover--find a

basement fallout shelter--

Jill has closed the phone, cutting him off.

JILL
 (thinking aloud)
 Aaron will make them land...
 (to Tina)
 C'mon.

She catches Tina's hand, leads her toward Godzilla.

TINA
 Mom--don't we want to go--
 (points in opposite
 direction)
 --that way?

EXT. MANHATTAN - SKY - DAY

A transport helicopter cuts through the sky. Two Apache helicopters provide cover.

The Gryphon sees them coming. Wheels toward them. The gunships engage the Gryphon, peppering it with missiles.

The door of the transport 'copter slides back, revealing--

INT. HELICOPTER - DAY

Fleer and Aaron wear harnesses and radio headsets. Fleer is showing Aaron the ropes--literally.

FLEER
 You ever repel before?

AARON
 Yeah...some rock climbing in
 Yosemite.

102.

FLEER
 Well, this is nothing like that.
 Here, you're in freefall, and
 you've only got two options to
 stop you. Option one's this
 little brake here.

AARON

And option two...?

But Aaron realizes what Fleer's going to say--

AARON/FLEER

The ground.

A gunship EXPLODES, shot down by the Gryphon, the blast making them shield their eyes.

FLEER

Jesus...

AARON

We've got to end this.

The helicopter drops down between buildings, hiding the battle from view.

CHOPPER PILOT

We're over him...Man, that's an ugly sucker.

Fleer and Aaron look out, down at Godzilla. Godzilla is slumped against a building, almost upright. It's two hundred feet from the restraining device to the ground.

FLEER

(deadpan)

Whatever you do, don't look down.

Aaron scowls at him. They clip their harnesses to lines. Drop the lines down, past the silver restraining device.

CHOPPER PILOT

I'll hold her solid...but make it quick.

They nod, prepare to step off--

FLEER

You know what's funny? This doesn't seem weird...

He and Aaron exchange a look. And then they go, out the door.

103.

EXT. MANHATTAN - DAY

JILL AND TINA round a corner. They help each other across a huge fissure in the street, careful of electrical conduits and

broken gas mains. They look up in time to see:

Aaron and Fleer drop toward Godzilla, Fleer smoothly, Aaron less so.

TINA
Jeez--are they nuts?

ON GODZILLA: as Fleer and Aaron slide past Godzilla's unconscious face. Fleer drops lightly onto the restraining device, canted at an extreme angle. Aaron nearly misses the device. Fleer reaches out, hauls him on.

FLEER
How you doing?

AARON
Invigorated....

Fleer smiles, begins unpacking bricks of C-4 explosive.

EXT. MANHATTAN - SKY - DAY

The second Apache narrowly avoids a bolt from the Gryphon, fires back. The Gryphon beats its wings furiously--

--the helicopter is blown backwards into the EMPIRE STATE BUILDING. It explodes, damaging the top floors of the building. The helicopter falls to the street below.

The Gryphon wheels back toward Godzilla--
Two more missiles explode on its back. It SCREAMS, turns back--

Pike's BLACK APACHE zooms past, peppering the Gryphon with gunfire.

INT. PIKE'S APACHE - DAY

The Gryphon sweeps past the copter, buffeting it. In front of them now, the Gryphon prepares to beat its wings like before--

PIKE
Put the building between us!

EXT. MANHATTAN - SKY - DAY

Pike's Apache sweeps behind the Empire State Building. More windows are blown out by the Gryphon's onslaught. The Gryphon circles the building, after the Apache. The Apache keeps the building between them.

104.

INT. PIKE'S APACHE - DAY

PIKE
Fire through the building.

GUNNER
Sir..?

PIKE
Fire through the building.

GUNNER
Sir...that's the Empire State
Building.

PIKE
(beat)
And..?

The Gunner has no response. He turns to his instruments.

EXT. MANHATTAN - SKY - DAY

Missiles fire from the Apache, RIP THROUGH the top floors of the Empire State Building, hit the Gryphon. More missiles, more hits. The Gryphon loses a little altitude. The top of the building shifts--

--then TOPPLES, mooring tower and all, onto the Gryphon, the debris slamming into it, driving it down.

The Gryphon hits the street, the wreckage raining down on it, half-burying it. It lies still.

INT. PIKE'S APACHE - DAY

Pike smiles.

PIKE
That's one. Let's make sure the
other one doesn't get up, either.

GUNNER
What about the people--

PIKE
Acceptable losses. We'll build
'em a monument. Go.

The pilot turns the chopper toward Godzilla--

105.

INT. HELICOPTER - DAY

The Pilot looks up--
Sees the Gunship, making a beeline for him. He is puzzled by
its attack posture.

The chain guns open fire.

PILOT

Shit!

EXT. MANHATTAN - DAY

ON GODZILLA: Bullets rip across Godzilla, toward Fleeer and Aaron
on the restraining device. They dive for what cover they can
find behind Godzilla's dorsals.

ON JILL AND TINA: who see the attack.

TINA

Aren't they on our side?

JILL

Pike.

ON PIKE: in the helicopter.

PIKE

(nonchalant)

Missiles, please.

ON THE GRYPHON: The pile of debris at the base of the Empire
State Building shifts...then the Gryphon emerges from it. It
shakes itself off, sending up a cloud of masonry and dust.

It looks up--

And spots PIKE'S GUNSHIP.

The Gryphon's eyes narrow, and it leaps into the air--

ON FLEER AND AARON: Fleeer sees the missile launchers.

FLEER

Uh-oh.

AARON

Uh-oh what?

ON PIKE: Who smiles as the pilot puts a hand on the fire
control. The targeting screen shows the restraining device dead-
bang center--

THE GRYPHON HITS the chopper. Missiles fire. Hit the building beside Godzilla, shrapnel spraying the transport helicopter. The concessive force buffets it, pushes it toward the building opposite--

ON GODZILLA: Fleer and Aaron are dragged across the device--

106.

The helicopter rotor dips, catches Aaron's line--it SNAPS--

ON GODZILLA: Fleer is still being hauled off the restraining device--he grabs at his harness release--

--the helicopter smashes into the building, falls--
--Fleer tumbles out of his harness as it is yanked away--
--but he's out in space, a long drop below--
--the helicopter CRASHES to into the street, explodes--
--Aaron grabs Fleer's arm--

Fleer slams into the side of the device--but he does not fall. Aaron, lying prone, holds him.

FLEER

...thought I was going to use
option two...

Aaron grunts, hauls Fleer back up.

ON PIKE'S APACHE: it spins out of control. The Gryphon's huge paw swipes across the cockpit--and the cockpit, pilot and gunner are gone. The Apache hits a roof, crashes off, into the street below.

Gryphon refocuses on Godzilla. Screams as it dives for him--

Fleer and Aaron whirl--

See the Gryphon dropping straight for them, claws extended for the kill--

--It SLAMS into the tops of the surrounding buildings. The street is too narrow for its wingspan. It SCREAMS in frustration. Then spots:.

A WIDE INTERSECTION. The Gryphon lands. Tries to move down the street toward Godzilla. Again, its wingspan is too wide.

The Gryphon paces back and forth, snarls. Its eyes narrow--an idea occurs. It folds back its wings. Now it can fit between the buildings. It crosses the fissure, stalks toward Godzilla.

ON JILL AND TINA: who are between the Gryphon and Godzilla.
Jill looks up at Aaron and Fleer, who are totally exposed.

JILL
Uh-oh...

She looks around the street. Heads for an abandoned fuel
tanker. It's locked. She SMASHES the window with a trash can.

TINA
Mom...you're getting a real jones
for vandalism.

JILL
I take after my daughter...

107.

Jill climbs into the cab...roots around in the back. Finds some
road flares. Then looks at the ignition. Checks behind the
visor. No keys.

JILL
Damn!

From outside comes an eager snarl.

ON AARON: who hears it, looks up--the Gryphon is uncomfortably
close. Fleer looks up, too--then returns to setting a timer.

FLEER
Ignore it. Just do the job.

Aaron resumes reeling in the line still attached to his harness--
but keeps a wary eye peeled.

AARON
(under his breath)
...until you can't do the job.

ON JILL: who grabs Tina's arm, hauls her into the truck.

JILL
You can hot wire it, right?

Tina's surprised--then nods. She scrambles beneath the
dashboard. Strips out the wires quickly.

JILL
Remember: green to red...

Tina glances up at her, smiles, makes an adjustment. The engine grinds, then starts.

JILL
Can you drive it?

TINA
I can find first gear...

JILL
Good enough...get it rolling
toward that thing, then jump
clear.

Tina nods. Jill gives her a quick hug, a kiss, then climbs out of the cab, up on top of the truck.
Tina puts it in gear--grinds 'em a little. Starts forward.

ON GODZILLA: Fleeer pulls another timer out of the bag.

FLEER
Shit!

AARON
What?

108.

FLEER
One of 'em's busted...crap.
(he looks up at Aaron)
I can only set it for thirty
seconds.

Aaron looks at the street. The Gryphon is nearing, picking its way across broken chunks of pavement, crushing cars.

AARON
Thirty seconds can be a
lifetime...Do it.

Aaron ties his line off on the restraining device. Fleeer hooks up the explosives.

ON JILL: as she scrambles back to the top hatch on the tanks, opens it. Lights the flares.

The truck is heading for the Gryphon. The Gryphon stops... cocks its head. What is this?

JILL
(a mantra)

Get out, Tina, get out, Tina, get
out, Tina...

And then Tina jumps clear, rolls. She sits up, stares after--
--the Tanker. Jill perched on top, flares blazing. Heading
straight for the Gryphon, picking up speed--

TINA
Get out, mom, get out, mom, get
out, mom...

Jill waits--waits a little longer--then drops the flares into
the tanks and JUMPS--

She lands in a pile of full garbage bags. Tina runs to her--
--the truck roars toward the Gryphon. And then--

The Gryphon sidesteps. The truck passes between its legs. It
looks down, under itself, following the truck's passage.

TINA
Shit! It missed!

The truck crashes into the fissure behind the Gryphon. The
Gryphon looks up--locks its stare on Jill and Tina.

TINA
Oh, shit...

The Gryphon paces forward--
--Jill grabs Tina, dodges the swipe of a huge paw, pulls her
into an abandoned storefront.

109.

The Gryphon's head looms huge in the shattered front window. It
reaches a paw in toward Jill and Tina, claws nearly reaching
them, backed into a narrow recess--

Suddenly, behind the Gryphon, the TRUCK EXPLODES--

--and IGNITES the GAS MAIN. Another EXPLOSION. The pavement
roils like a WAVE. A MOVING WALL OF FLAME EXPLODES from the
street, catching the Gryphon as it springs.

Jill and Tina run for safety as the ground shakes, dodging
falling debris.

TINA
Goddammit, mom, you could've let

me in on your plan!

JILL

Stop cursing.

ON GODZILLA: Fleer and Aaron grab for handholds.

FLEER

What the hell--?

In the street, the Gryphon is trapped in a wall of flames, panicked, screaming, trying desperately to spread its wings.

It finally twists free, demolishing buildings on either side of the street, its final SCREAM so ear-piercingly loud that windows shatter.

The Gryphon, still afire, climbs into the sky, a falling star in reverse.

AARON

That's going to make our explosions look puny...

FLEER

It's not the size...it's how you use it.

He sets the final charge in place. Looks up at Aaron.

Aaron nods, rope in his hands, poised to leap off the device.

Fleer pushes the buttons on both charges, then swings out onto Aaron's back. They step off into space, repelling down to a terrace one hundred feet below.

The timer counts down: 21, 20, 19...

JILL AND TINA watch as the two figures drop down the rope.

The timer hits 13, 12, 11...

110.

Aaron's harness hits frayed line, tangles, freezes. Twenty feet to go. He can't free the line.

FLEER

What's wrong?!

AARON

Frozen--I can't get it--

FLEER

Hit the release!

The timer ticks off 7, 6, 5...

Aaron yanks the release--he and Fleer drop from the rope--

THE CHARGES EXPLODE--

Aaron and Fleer hit the terrace hard--

THE RESTRAINING DEVICE BLOWS FREE--

Line begins pooling beside Aaron--his eyes widen. Looks up--

The restraining device tank FALLS DIRECTLY TOWARDS THEM--

They scramble for safety--Fleer grabs Aaron's collar, hauls him out of the way just as the device CRASHES to the terrace.

They lie there, breathing hard--

And then the building shakes. And there is a ROAR.

Godzilla is awake. He uses the building to haul himself up.

Aaron and Fleer get the hell out of there. They race down stairs as the building collapses around them.

ON JILL AND TINA: as they run for the building.

TINA

Did they get out?

Godzilla towers above them. He ROARS again. And above him, the Gryphon SCREAMS. Godzilla looks up.

The Gryphon dives toward earth. Patches of its skin are blackened, still smoking. It fires a BOLT at Godzilla--

--who staggers, but does not fall. And then--

--Godzilla BREATHES FIRE, hits the Gryphon head on--

The Gryphon screams again, this time in pain, and veers off, toward the East River.

Godzilla ROARS again, and pounds away, giving chase.

TINA
There they are!

Aaron and Fleeer emerge from the demolished building, supporting each other, exhausted.

But the tremors of Godzilla's exit dislodge a large, already precarious sign; its bulk swings down toward the two men--

They dive flat. The sign barely misses them, crashes to the ground. They lie there, unmoving. Jill and Tina reach them.

JILL
Aaron--are you all right? Aaron?

TINA
(to Fleeer)
Are you okay, mister?

AARON
(eyes closed)
Jill, Tina, Nelson Fleeer. Nelson,
Jill and Tina.

Jill laughs out loud in relief. From the river comes a ROAR--

EXT. MANHATTAN - STREET - DAY

Pike comes to, battered, bleeding, lying inside the wrecked tail section of his Apache. He unstraps himself. A weapons locker has sprung open; he grabs an M16. Using the rifle as a crutch, he climbs out.

EXT. MANHATTAN - SKY - DAY

The Gryphon gazes down. Below, Godzilla moves between buildings, slips into the East River. The Gryphon DIVES--

EXT. MANHATTAN - STREET - DAY

Aaron, Jill, Fleeer and Tina run. The street is plunged into DARKNESS by the shadow of the Gryphon, then back to light once it passes. Jill pulls up short--

Pike is standing right there, holding the machine gun. Beyond him is the gaping entrance to the Brooklyn Battery Tunnel.

JILL
Pike--you bastard--

PIKE
(levels the rifle)
Please, Doctor. Calm down.

From the river comes a scream, a roar, the sounds of battle--

112.

--and then the Gryphon SMASHES down on its back intolerably close to the group, the IMPACT knocking them off their feet. The Gryphon twists to its feet--

Pike, frightened, sprays it with MACHINE GUN FIRE, peppering the Gryphon. It reacts to the gnat-like irritation, spots Pike and the others--

TINA
The tunnel!

The Gryphon lashes out at them. They scramble for the tunnel--

INT. TUNNEL - DAY

The group runs into the tunnel, the Gryphon after them, a cat after mice. It tries to reach in after them, but its arm is too large. Pike, bringing up the rear, empties the M16 at it. The Gryphon SNARLS. Opens its mouth--

Its TONGUE OF SNAKES lashes out, two of them catching Pike around the waist and leg.

PIKE
Help me!

Aaron catches for his arm, but Pike is yanked away. He is dragged out of the tunnel, into the Gryphon's mouth. The Gryphon bites down--

Jill, Aaron, Tina and Fleer are shocked. Fleer spots a large tunnel utility truck. Gestures, leads them to it.

EXT. MANHATTAN - STREET - DAY

The Gryphon throws back its head, SWALLOWING PIKE. The Gryphon shuts its eyes--twitches involuntarily. From the distance comes Godzilla's ROAR.

The Gryphon looks up at it. Glances around the area. Its eyes fall on:

THE RESTRAINING DEVICE TANK, lying in the street. Amniotic fluid leaks slowly from several cracks.

The Gryphon scowls, narrows its eyes, as though trying to

remember something--
 It does. It seems to smile. And then--
 --THE GRYPHON ROLLS ITS HEAD, CRACKING ITS NECK--Pike's tic
 exactly.

The Gryphon pounces on the tank. It glances toward the East
 River. Clutching the tank in its front paws, the Gryphon takes
 to the skies--

113.

INT. TUNNEL - DAY

The utility truck races through the tunnel, ramming through
 abandoned cars. Fleeer, at the wheel, hits the brakes. The
 truck slues to a stop. The entire width of the tunnel is
 blocked by a semi and trailer, halfway through an aborted U-
 turn.

JILL
 I guess we walk.

They climb out, hurry past the semi. On the wall is a sign:
 'Brooklyn Battery Tunnel - MIDPOINT.'

EXT. EAST RIVER - DAY

Over the bay, the Gryphon spots Godzilla. Heads for him,
 skimming above the water.
 Godzilla sees the Gryphon coming. Cocks his head to one side.
 The Gryphon holds the tank in its paws, closing on Godzilla.

Godzilla steps back, wary, almost looking for a place to retreat
 to. The Brooklyn Bridge is behind him. He glances back at the
 Gryphon--

The Gryphon squeezes the tank in anticipation. Metal howls with
 strain. Amniotic fluid seeps out of the tank--

Godzilla sinks down into the water, seemingly afraid. Just his
 head visible above the water line--

Suddenly Godzilla BREATHES FIRE--not at the Gryphon, but ACROSS
 THE WATER, creating a curtain of steam. An instant fog bank.

The Gryphon is blinded but can't pull up--
 Godzilla dives--
 The Gryphon screams, banks, suddenly flying blind--

And then THE BROOKLYN BRIDGE looms up out of the fog. The
 Gryphon HITS THE BRIDGE FULL SPEED. Tangles in the cabling.

Drops the tank--

Godzilla erupts from the water, smashes into the Gryphon--
The Gryphon tears one arm free from the cables. Reaches for
the tank--

With an almost casual flip of his tail, Godzilla sends the tank
flying out of the river, into Manhattan. The Gryphon SCREAMS in
frustration.

The Gryphon twists, and Godzilla becomes tangled with some
cables. The Gryphon snaps its wings open--a bio-electric bolt
scrabbles across them--

The cables are electrified. Godzilla is ELECTROCUTED. The
Gryphon tears free, slams into the reeling Godzilla. Godzilla
stumbles backward--

114.

INT. TUNNEL - DAY

The tunnel SHAKES. Roof tiles come loose, clatter down.
Aaron, Jill, Fler and Tina freeze. Look up.

FLEER

Uh-oh.

Another BOOM and cracks appear. Water begins to seep through.

AARON

I guess we run!

They start running.

EXT. EAST RIVER - DAY

Godzilla has a deathlock on the Gryphon. The Gryphon flaps
furiously, straining with all its might. Both monsters are
lifted out of the water--

Godzilla twists around and BITES the Gryphon's WING, tears a
chunk out of it--

The monsters crash back into the water--

INT. TUNNEL - DAY

Jill, Aaron, Fler and Tina look back, over their shoulders--

In the distance, about a half-mile away, the roof of the tunnel

CAVES IN--

Godzilla's foot appears, crushing down from the ceiling--
 Hundreds of thousands of gallons of water pour in past Godzilla's
 leg, gushing down from above. Tons of water, filling the
 tunnel, sweeping toward the foursome--

Jill spots an abandoned car--a red Subaru. Its door open.

JILL

In there!

The ROAR of the approaching water is DEAFENING. They have only
 seconds. They scramble for the car--

POV - THE WALL OF WATER, as it rushes toward them and the car,
 picking up speed--

INT. SUBARU - DAY

Aaron behind the wheel, Jill beside him, Fleeer and Tina in the
 back. They slam the doors shut--

AARON

Seat-belts!

115.

They pull the shoulder belts across. Fleeer frantically searches
 for his latch--its buried in the seat. He digs it out. The
 belt tongue goes in with a soft 'click'--

Just as the wall of water SLAMS INTO THE CAR--

INT. TUNNEL - DAY

The Subaru is tossed like toy.
 It rolls. Twists. Is swept along, caroms off a police car--

All are shoved along by the immense force of the water. It
 washes over the cars, covering them, filling the tunnel--

INT. SUBARU - DAY

The foursome are thrown violently, the seat-belts barely holding
 them in place. The vehicle is completely submerged. Some water
 seeps in, but the passenger compartment for the most part holds--

Tina screams as a MAN'S FACE is driven hard against the side
 window, then washed away.

FLEER

Uh-oh.

The BUMPER of a bottled-water TRUCK is visible, growing larger in the windshield. They're hurtling toward it--

INT. TUNNEL - UNDERWATER - DAY

The angle of the two vehicles causes the Subaru to be shunted to one side, smashing in tight between the truck and the wall of the tunnel. A violent, sudden STOP as the hood CRUMPLES.

INT. SUBARU - DAY

The foursome breath hard as they recover. Aaron straightens behind the wheel--and grimaces in pain, unnoticed by the others.

There comes the loud CREAK of metal under stress. A small rear window CRACKS with gunshot suddenness. Water seeps through the cracks.

FLEER

We've got to equalize the pressure
or it's going to crush us.
Everyone-- crack your window a
little bit.

They do so. Water pours in.

116.

FLEER

Now we can open the doors to get
out--

AARON

One problem.

Jill looks over at him. Gasps. The steering wheel and dashboard have been torqued, pinning him. She leans across, tries to wrench the wheel up.

JILL

Dammit! Can you wiggle out?

AARON

No...not yet.

The water in the car is waist level now--and rising. Fleeer

leans across the seat. Together, he and Jill try to pull the wheel up. Nothing.

TINA

Can you get the seat lever?

Aaron reaches down, finds it--pulls it. A loud CLUNK. Fleer tries to pull the seat back. No go.

FLEER

(straining)

It feels like its just about to give--

Water is at their shoulders now.

AARON

Get out of here. All of you.

JILL

Don't be stupid.

AARON

You, either. Get out.

He tilts his head back to breath. A final deep breath, and he is submerged. The car is filled.

UNDERWATER, Aaron indicates: 'get out.' Jill and Fleer, holding their breath, keep trying to free him. He pushes them away. Tina looks on, frightened. She reaches for the door latch, pushes the door open--

It hits the tunnel wall--and stops. She goes wide-eyed. Pushes it a couple times. No go.

Jill and Fleer exchange a glance. They try their doors. They are wedged shut by the bottled-water truck.

117.

Tina rolls her window all the way down--but the tunnel wall prevents her from wriggling out. The truck presents the same obstacle on the other side.

Jill, Fleer and Aaron exchange a dismayed glance.

EXT. EAST RIVER - DAY

Godzilla holds the Gryphon beneath the water. The Gryphon bucks furiously. Levers its rear legs into Godzilla's belly, and

pushes, claws ripping flesh, shoving Godzilla back.

The Gryphon surfaces, gasping for breath. It SLASHES its wing tips across Godzilla's eyes, and takes off. Godzilla hits it with a BLAST OF FIRE as it moves away--

INT. SUBARU - UNDERWATER - DAY

Aaron gets an idea. He reaches down and pulls the rear hatch release. It pops open. The last air in the car evacuates in a large bubble. He indicates: 'GO!'

Fleer shoves Tina out. Hesitates. Aaron gestures angrily. Fleer goes. Sadly, Jill takes Aaron's hand. A moment between them. Jill looks away--

Through the windshield is the water bottle truck. There are capped, filled bottles. Bubbles pour out of uncapped, empty bottles, still in their racks. But several racks are empty.

Jill pushes away from Aaron, out of the car.

INT. TUNNEL - UNDERWATER - DAY

Fleer and Tina swim above the Subaru. The tunnel is illumined by a weird combination of emergency lamps and headlights stabbing through the water. Jill swims up to them, looking up past them--

The ceiling is dark, unknowable. A leap of faith, then. She gestures 'follow me' to Fleer and Tina, and swims upward--

INT. SUBARU - UNDERWATER - DAY

Aaron is not moving, conserving his breath. Only his eyes betray his panic. They dart from side to side. Tears well up. He clenches his jaw. His eyes roll back as his air runs out. His mouth opens, a few last bubbles escaping--

Suddenly, Jill is there, swimming up to him--
--and KISSING HIM. Air bubbles rise up from their lips. Aaron is shocked--realizes she has transferred air to him.

118.

Fleer is behind him then. Jill braces her feet on the dashboard and pulls up at the wheel while Fleer strains against the seat. Aaron twists--

--and comes free. The three swim out of the car.

INT. TUNNEL - UNDERWATER - DAY

Aaron follows Jill and Flear toward the ceiling of the tunnel. Tina waits for them, buoyed up against the tiles by the three large water bottles she is holding onto. They are capped, and empty--except, of course, for air. At the base of one they've made a pinhole, which Tina covers with her thumb.

Aaron grins. Brilliant. Jill takes the pinholed bottle from Tina--air bubbles stream up as they transfer it.

Jill puts her mouth to the pinhole, takes a breath in demonstration. Holds the bottle out to Aaron. Their faces close together, he draws a deep breath, holding her gaze. An intense moment between them.

Tina, watching them, frowns, puzzled. What's going on there?

Then Jill smiles at him. Tilts her head toward the exit. Aaron smiles back, nods.

INT. TUNNEL - UNDERWATER - DAY

Each with a water bottle, the foursome half-swim, half-walk upside down on the ceiling, making their way toward the light at the tunnel mouth.

EXT. EAST RIVER - DAY

Blood from Godzilla's wounds stains the water. Godzilla ignores it. He stands, not moving, staring into the sky, scanning it--much as he did in the Taki Islands. Then he stiffens--he's spotted something, a small dot in the distance.

EXT. MANHATTAN - SKY - DAY

The Gryphon, too, is wounded. Literally licking its wounds. It flies slowly, circling Manhattan far below. It circles faster, becoming more agitated--

It SCREAMS--and sweeps its wings back. It begins a power dive, straight toward Godzilla.

EXT. EAST RIVER - DAY

Godzilla makes a slight sound at the back of his throat--he knows the Gryphon is coming. But he doesn't move. He waits.

119.

The Gryphon hurtles toward earth, claws bared, its speed peeling its lips back in a viscous snarl--

Godzilla waits--

The Gryphon is nearly on Godzilla, screaming toward him--

GODZILLA LEAPS FORWARD SUDDENLY, EXPOSING THE THREE ROWS OF JAGGED DORSAL FINS ALONG HIS BACK--

The Gryphon is RIPPED OPEN, from stem to stern. Both monsters crash down into the river. A huge impact wave races in both directions down the East River, flooding streets on either shore--

EXT. TUNNEL MOUTH - DAY

Aaron emerges from the watery depths of the tunnel, into sunlight, Jill, Tina and Fleer right behind him. A number of military vehicles, helicopters and personnel in the area.

The foursome suck in air and hug in celebration--but then Aaron freezes. The others turn to see what he's staring at:

EXT. EAST RIVER - DAY

Godzilla shakily finds his footing. He tackles the Gryphon, who struggles wildly, a wounded and vicious animal. It tries to get airborne. Godzilla grabs the Gryphon's tail, hauls it down.

Godzilla levers his fingers into the Gryphon's rib cage and PULLS ITS BODY APART with a vicious CRACK--

Godzilla slams the Gryphon back into the river. He strikes like a snake, teeth glinting, jaws slamming shut beneath the water--

GODZILLA TEARS THE HEAD OFF THE GRYPHON, holds it up. Stares at it. Its eyes are closed. Its not moving-- And then the EYES SNAP OPEN--

--and the body ERUPTS from the water, clawing blindly at Godzilla even as it tries to repair itself. Godzilla BREATHES A STREAM OF FIRE into the body--

Like being microwaved, the body ignites from the inside-out-- --and EXPLODES.

Hanging from Godzilla's hand, the head snarls and bites. Godzilla gives it an almost-exasperated look--

--and SPIKES the head on jagged remains of one of the towers of Brooklyn Bridge.

The head stops snapping. Weird blue eyes stare starkly. Godzilla leans close to it. Stares back.

120.

—
—
It is dead. Godzilla ROARS.

Injured, bleeding from dozens of wounds, but triumphant, Godzilla begins pushing through the water, back to open sea.

EXT. TUNNEL MOUTH - DAY

Aaron realizes he's been holding his breath. Exhales in relief.

TINA
Is...is it over?

JILL
I think so. I hope so.

Fleer stares out at the battleground. The river red with blood and ichor. The head staked atop the bridge.

FLEER
I don't care how much you pay
me...I am not gonna help clean
this up.

Suddenly, from the sky comes a SCREAM--

EXT. SKY - DAY

It is the SCREAM of fighter jets, streaking toward them.

EXT. TUNNEL MOUTH - DAY

FLEER
That's an attack formation...

The jets FIRE. Missiles streak toward Godzilla--
IMPACT. Godzilla ROARS in pain.
The jets streak past, banking to come around for another pass.

FLEER
(yelling at the fighter)

Hey! Knock it off!

AARON

Jill--they can't--

JILL

I know.

She looks around--and spots:
A familiar Huey Helicopter.

JILL

You!

The Huey Pilot turns--and is startled to see her.

121.

HUEY PILOT

Christ, I thought I was rid of
you.

JILL

We need your helicopter.

HUEY PILOT

(laughs)

Forget it. I told you--I don't
have clearance--

JILL

I'm giving you the clearance--

HUEY PILOT

Screw you. Bring me up on
charges, I don't care. No way I'm
leaving the ground.

There is the sound of a gun cocking--
Behind Jill, Tina has leveled her pistol at the pilot.

TINA

You really ought to listen to my
mom.

The Huey Pilot stares agog. Smiling, Fleer slips the pilot's
sidearm from its holster.

EXT. GOVERNOR'S ISLAND - DAY

BENEDEK

Tell Red Wing One to target its wounds specifically--and not let up! I want saturation fire!

INT. FIGHTER COCKPIT - DAY

The FIGHTER PILOT has Godzilla in his sites. Godzilla looks up, wounded and tired, showing a lot of the white of his eyes. He's prepared to die.

FIGHTER PILOT
Roger that, Ground. Commencing strafing run--What the--

THE HUEY COPTER has risen up suddenly, between the fighters and Godzilla.

EXT. SKY - DAY

The fighters veer aside, jetwash buffeting the rescue copter.

122.

EXT. GOVERNOR'S ISLAND - DAY

Benedek has seen the action through binoculars.

BENEDEK
(into mic)
Red Wing One, make another approach. Unidentified Copter, get the hell out of there! Do you copy?

JILL (O.S.)
(filtered)
We're not going anywhere, Benedek.

Benedek stares at the speaker.

BENEDEK
Dr. Llewellyn?

INT. HUEY - DAY

The Huey Pilot at the controls, nervously aware of Tina holding the gun. Tina, not really paying attention, lets the barrel of her gun droop. Fleeer lifts it back on line with a finger.

Jill is on the radio, Aaron beside her.

JILL
Benedek--call off the fighters!

INTERCUT WITH BENEDEK

BENEDEK
Don't be insane, Jill! Godzilla
is weak, wounded--

JILL
We can't kill Godzilla.

BENEDEK
I say we can. Red Wing, target
the creature. If the helicopter
doesn't move, splash it!

JILL
Benedek, think! We couldn't have
stopped the Gryphon without
Godzilla. We know it came from
space--how many more are there?

Benedek starts to say something--pauses.

123.

INT. FIGHTER - DAY

The jet's computer targeting system locks on to the Huey,
Godzilla beyond it.

FIGHTER PILOT
(into radio)
We have a lock on the target.

EXT. GOVERNOR'S ISLAND - DAY

Benedek is torn.

JILL
(filtered)
(repeats it)
How many more?

It's a tough call for Benedek--but he reaches for the mic.

BENEDEK
Red Wing One--break off attack.

EXT. MANHATTAN - DAY

The jets sweep past the copter, then past Godzilla. Godzilla watches them go by, then turns for the sea--

And COLLAPSES, suddenly just deadweight. He slowly sinks out of sight, unmoving. The water is stained pinkish by his blood.

INT. HUEY - DAY

TINA
Is it...is he dead?

AARON
I...don't know.

FLEER
Goddammit. We were too late.

Jill stares sadly down at the ocean. She lowers her head.

JILL
(a whisper)
...no.
(looks at Aaron)
I guess I'm out of a job.

AARON
You and me both...

TINA
He's still out there, mom.

124.

JILL
(wanting to believe it)
Yes...he's still out there.

A pause.

AARON
So what do we do?

Jill's response is simple: she puts an arm around Tina, draws her close. A moment...then she puts out a hand to Aaron...who takes it.

Together, they look out at the calm water.

And then Fleer spots something:

FLEER
(admiration)
I knew he was a tough bastard.
(points)
Look!

IN THE OCEAN: disturbing the surface is a V-shaped wake, caused by Godzilla's passage beneath the water. The wake becomes longer as he picks up speed and heads out toward open sea.

CAMERA DROPS TO BELOW THE WATER into the murky depths. Silence, Godzilla isn't there...but then we hear the characteristic BOOMING of Godzilla's heart.

And as the screen FADES TO BLACK, we hear one last thing:
GODZILLA'S DISTINCTIVE ROAR.

THE END