

WAR FOR THE PLANET OF THE APES

Written by

Mark Bomback & Matt Reeves

Based on Characters Created by Rick Jaffa & Amanda Silver

TWENTIETH CENTURY FOX
10201 W. Pico Blvd.
Los Angeles, CA 90064

FINAL SHOOTING SCRIPT
NOVEMBER 30, 2015

ALL RIGHTS RESERVED. COPYRIGHT ©2015 TWENTIETH CENTURY FOX FILM CORPORATION. NO PORTION OF THIS SCRIPT MAY BE PERFORMED, PUBLISHED, REPRODUCED, SOLD OR DISTRIBUTED BY ANY MEANS, OR QUOTED OR PUBLISHED IN ANY MEDIUM, INCLUDING ANY WEB SITE, WITHOUT THE PRIOR WRITTEN CONSENT OF TWENTIETH CENTURY FOX FILM CORPORATION. DISPOSAL OF THIS SCRIPT COPY DOES NOT ALTER ANY OF THE RESTRICTIONS SET FORTH ABOVE.

BLACK SCREEN

PRIMITIVE WAR DRUMS POUND OMINOUSLY... as a **LEGEND BEGINS**:

Fifteen years ago, a scientific experiment gone wrong gave **RISE** to a species of intelligent apes... and destroyed most of humanity with a virus that became known as the Simian Flu.

*The word "**RISE**" lingers, moving toward us as it FADES...*

With the **DAWN** of a new ape civilization led by Caesar, the surviving humans struggled to coexist... but fighting finally broke out when a rebel ape, Koba, led a vengeful attack against the humans.

*The word "**DAWN**" lingers, moving toward us as it FADES...*

The humans sent a distress call to a military base in the North where all that remained of the U.S. Army was gathered. A ruthless Special Forces Colonel and his hardened battalion were dispatched to exterminate the apes. Evading capture for the last two years, Caesar is now rumored to be marshaling the fight from a hidden command base in the woods... as the **WAR** rages on...

*The word "**WAR**" lingers, moving toward us... TURNING RED as the REST OF THE TITLE FADES UP and the DRUMS ABRUPTLY STOP:*

WAR FOR THE PLANET OF THE APES

We HEAR sounds of nature. Then the quiet SNAPPING OF TWIGS. BOOTS CRUNCHING stealthily through grass. HUSHED BREATHING.

HARD CUT TO:

TIGHT CREEPING STEADICAM BEHIND THE HELMETS OF HUMAN SOLDIERS

Scrawled on the helmet closest to us are the words "MONKEY KILLER." Others pass through frame: "BEDTIME FOR BONZO," "ENDANGERED SPECIES"... The SOLDIERS climb slowly up --

A STEEP, DENSELY WOODED HILL

The troops wear threadbare camo fatigues, dark camo paint on their faces; each bears the hand-drawn insignia "**ΑΩ**" on their bodies: some on their uniforms, some tattooed on their arms. Many carry GUNS, others MILITARY-GRADE CROSSBOWS.

One of the men comes to a halt, quickly WHISPERS:

SOLDIER
Captain...!

(CONTINUED)

CONTINUED:

The CAPTAIN holds up a hand, signalling the unit to stop. He joins the Soldier, who points up ahead. The Captain peers THROUGH HIS GUN SITE to see --

THREE APES AND THEIR HORSES

up on a ridge 100 yards away. Two of the APES stand guard furtively, one clutching a spear, the other an automatic rifle -- while the third waters the horses at a stream.

The Captain lines up his cross-hairs... when ANOTHER SOLDIER creeps right up behind him, reaching for him... but as the hand lifts into frame, we see -- it's an APE HAND...

The ape hand GRABS the Captain's shoulder; startled, he quickly turns -- and the ape soldier (RED) POINTS up to --

THE CANOPY OF TREES OVERHEAD -- where another HELMETED APE crouches, hidden, looking down at them -- the ape in the tree POINTS toward the ridge... The Captain follows the gesture to a LONG, LOW TRENCH WALL of logs and stones, disguised behind leaves and branches.

Captain turns back to Red, nods; WHISPERS INTO HIS HEADSET:

CAPTAIN

Echo two-six to command. Colonel, we have eyes on three Kong in the north woods. A couple of our donkeys think there are others here too... Maybe this is it, maybe the base is near.

(listens carefully)

Yes sir... Yes sir, copy. Over.

He clicks off, quickly waves up more soldiers from the rear. They begin pulling weapons and ammo from heavy rucksacks that Red and TWO OTHER APE SOLDIERS carry on their backs. The apes seem subservient, treated as no more than pack-mules.

CAPTAIN (CONT'D)

You! Over here!

An ape scurries over; the Captain pulls out a grenade launcher -- turns to the men:

CAPTAIN (CONT'D)

Preacher...

PREACHER, a fresh-faced grunt still in his teens, crawls up nervously with his CROSSBOW; the Captain points at the three apes up on the ridge:

(CONTINUED)

CONTINUED: (2)

CAPTAIN (CONT'D)

The one with the gun...

Preacher NODS as the Captain readies his own weapon, lining up on the partially-hidden trench wall. Beside them, soldiers are sliding BAYONET BLADES onto their rifles...

All eyes on the Captain as he counts down silently with his fingers. "3... 2... 1" --

-- and Preacher fires an arrow into the ape with the gun!

The other two apes are just starting to react -- when the Captain sends two grenades screaming across the woods... BLASTING OPEN the trench wall --

-- and suddenly SCORES OF STUNNED APES begin chaotically FALLING out from the trench behind it! They TUMBLE off-balance, dropping weapons (guns, spears, bows & arrows) as --

THE HUMANS OPEN FIRE, picking them off in a hail of bullets, arrows, and grenades. The two apes by the stream jump on their horses, starting to flee, when a SNIPER takes one out! But the APE WITH THE SPEAR manages to escape, SCREECHING in warning as he disappears into the distance.

The Captain turns to Preacher and the other men, waving them on -- we can't even hear his voice over the DIN OF BATTLE:

CAPTAIN (CONT'D)

(COME ON!!)

The humans charge up the hill, continuing their assault --

CUT TO:

THE APE WITH SPEAR ON HORSEBACK RACING THROUGH THE WOODS

Hooves pounding dirt! SPEAR drives his horse faster and faster. He CRIES OUT again in warning, his screech echoing through the trees --

BACK TO:

THE BATTLE ON THE HILL

The apes desperately return fire as they begin retreat, more and more apes cut down by the relentless human onslaught --

CUT TO:

SPEAR ON HIS HORSE

still SCREECHING as he tears through the woods -- when suddenly he hears a rising CHORUS OF SCREECHING in response. He pulls his horse to an abrupt stop, seeing...

A BATTALION OF APES ON HORSEBACK appearing through the trees.

With a final WAR CRY Spear spins his horse, the apes flooding at him, as he leads the charge back toward the battle --

CUT TO:

THE BATTLE ON THE HILL

Preacher (the fresh-faced grunt) frantically fires more shots from his crossbow -- when he sees his hip-quiver is out of arrows, shouts to Red over the noise:

PREACHER

Reload!

Red quadrupeds over, and Preacher starts fishing out another fully-loaded quiver from his rucksack...

SLOW ZOOM IN ON RED as he coldly watches the ape massacre.

Preacher finishes strapping on the quiver, about to re-enter the fray -- when he -- and Red -- both look up to see --

A TRIO OF SPIRALLING SMOKE TRAILS HISSING BALLETTICALLY through the air from high above! The trails smack the ground and start to tumble, spewing THICK SMOKE everywhere!

Alarmed, Preacher peers up at the SOUND OF HORSES; we see --

THE APE CAVALRY ARRIVING ON THE TOPMOST RIDGE

The riders swing primitive SMOKE BOMBS in the air, launching them from their slings -- and a second wave of smoke trails hits the ground --

On his horse, SPEAR SCREECHES to the tide of retreating apes around him -- he RAISES HIS WEAPON, rallying them to stop and join him in a counter-assault --

DOWN BELOW

Preacher and the other human soldiers are caught in a DENSE SEA OF SMOKE, gasping, scrambling blindly, unable to see more than a foot in front of their faces -- when TORRENTS OF WHIZZING SPEARS AND ARROWS start to rain down from above!

(CONTINUED)

CONTINUED:

Preacher recoils in horror as SMOKE-SHROUDED SILHOUETTES of soldiers drop around him, their SCREAMS coming from all sides amidst the WHOOSH, WHOOSH, WHOOSH of spears and arrows -- it's like a hallucinatory nightmare... A disembodied scream comes from somewhere in the fog --

AGONIZED VOICE

RETREAT!!!

Preacher dives to his stomach, clawing for cover -- he TUMBLES violently down into A DITCH.

He tries to catch his breath -- turns to find himself face to face with the bodies of fallen soldiers. One is the Captain. The ROAR OF APPROACHING APES grows louder and louder...

Panicked, Preacher clambers over the corpses, pulls the Captain's headset off, clicks it on with trembling hands:

PREACHER

Colonel -- Colonel, do you copy?!

An excruciating beat... then a crackle of static... finally a VOICE -- something almost chilling about how calm it is:

THE COLONEL (V.O.)

Who is this?

PREACHER

Preacher -- it's Preacher, sir -- !

THE COLONEL (V.O.)

Where are you, soldier? I need your position.

PREACHER

I don't know -- !

THE COLONEL (V.O.)

(unfazed)

What do you see?

PREACHER

I can't see anything! We lost a lot of men, sir -- the captain is dead!

THE COLONEL (V.O.)

You're in command now.

PREACHER

Command, sir? I think it's just me by myself now!

(CONTINUED)

CONTINUED: (2)

THE COLONEL (V.O.)
By yourself?

The apes noises are terrifyingly close now --

PREACHER
Sir, I don't think I'm gonna make it...!
I'm sorry -- I'm so sorry!

THE COLONEL (V.O.)
(silence, solemnly)
I understand, soldier. Just kill as many
as you can.

And before Preacher can reply, he peers up to see APE WARRIORS converging around the edge of the ditch, glaring down at him. Preacher freezes, braced for death, and we --

CUT TO:

A TRACKING POV SHOT - MOMENTS LATER

The battle's grim aftermath, an almost surreal vision of the ravages of war. Apes scavenge for weapons, stripping GUNS AND AMMUNITION off the bodies of fallen human soldiers... WE CONTINUE MOVING TOWARD A TRENCH, where APE BODIES are being lifted out and SCORES OF WOUNDED attended to... as we get closer, apes in the recess below look slowly up at us with reverence... We move DOWN INTO THE TRENCH, more and more apes reacting, nudging each other, alerting everyone to our arrival, even the injured raise their heads...

REVEAL CAESAR

as he strides through the trench; the POV was his. He looks older now, but even more imposing. His hardened expression reveals nothing... but in his eyes we see deep pain, as he takes in the terrible loss and suffering...

He's trailed by TWO GORILLAS, flanking him on either side: his grizzled lieutenant LUCA and a younger, smaller ALBINO (WINTER), who looks overwhelmed by the carnage around them...

The three of them finally arrive at an area UNDER earth cover, where they find A GROUP OF HUMAN SOLDIERS on their knees, helmets lowered, hands bound behind their backs. Spear and other ape warriors stand guard. Seeing Caesar, Spear supplicates deferentially.

Caesar turns to the prisoners as they lift their frightened eyes to his. We see Preacher among them.

(CONTINUED)

CONTINUED:

But one soldier's helmet is still lowered. Spear reaches down and yanks the helmet off -- revealing Red. Red defiantly avoids Caesar's gaze.

Spear tosses the helmet to Caesar. Caesar examines it, sees the hand-drawn "ΑΩ." He looks at the other soldiers, notices the same symbol crudely tattooed on one of the soldiers' arms, sees it scrawled on some of the uniforms. His eyes find it again on the front of Preacher's helmet.

PREACHER
(nervous, quiet)
...it's... Alpha Omega.

Caesar just stares; then LANG, a lean female soldier, "ΑΩ" tattooed on her neck, speaks, quiet defiance under her fear:

LANG
Means we're the beginning and end.
Humanity's survival depends on us.

Just then, the apes around Caesar turn, reacting to the arrival of --

MAURICE, the orangutan. Like Caesar, he's older; there's a weariness in his eyes that suggests the war has taken a toll on his gentle spirit. Caesar turns to his old friend.

MAURICE
(signs gravely)
[Twenty-two dead. Many more injured.]

Caesar glowers at the soldiers. We see Preacher still staring up at him... finally getting up the courage to utter:

PREACHER
You're him... You're Caesar.

Caesar's eyes go to Preacher, caught off guard.

PREACHER (CONT'D)
We've been looking for you for so long.
We heard you had a hidden command base,
but we could never find it. Some of us
were starting to think you might be dead.
But Colonel McCullough said no, you were
out here somewhere...

Caesar doesn't respond, just keeps glaring at the soldiers. Another soldier (TRAVIS) speaks up -- nerves frayed:

TRAVIS
Just kill us already...

(CONTINUED)

CONTINUED: (2)

LANG
Shut up, man --

TRAVIS
What? They're animals, he's gonna
slaughter us --

Caesar slowly steps toward him... Travis falls silent.

And at last CAESAR SPEAKS, a dark edge in his voice:

CAESAR
I... did not start this war.

The humans all hold their breath, gaping up at him.

CAESAR (CONT'D)
The ape who did... is dead. His name was
Koba. I killed him.
(then, harder)
I only fight now... to protect apes.

TRAVIS
(steeling himself)
Yeah? What about him?
(glances at Red)
And we got ten more just like him.

CAESAR
I know these apes. They followed Koba...
(looks Red dead in the eye)
They tried to kill me. They fear what I
will do to them. They believe I cannot
forgive. So now they serve you... just
to survive.

Red glares up at Caesar -- and for the first time he
unexpectedly SPEAKS in PRIMITIVE, BASTARDIZED LANGUAGE:

RED
I no fear you! You must fear! How long
you think woods can protect you? Humans
destroy you. Their Kerna has all power.
Humans follow all he say. To them, he
more than just human. He everything.

He looks over the apes, who seem chilled... his eyes boring
into Winter's; the young gorilla is unnerved --

RED (CONT'D)
He say: first Caesar die... then you all
die.

(CONTINUED)

CONTINUED: (3)

Spear ERUPTS, hurling Red to the ground -- when Caesar puts a hand up. Spear restrains himself, eyes still blazing. Caesar looks to Luca, then signs:

CAESAR
[Get him out of here.]

Luca turns to Winter. Winter gathers himself, then drags a resisting Red away. The humans watch, fearful... then turn to Caesar, awaiting their fate... Luca signs, ominously:

LUCA
[What should we do with them?]

CUT TO:

BOUND HUMAN WRISTS, AS APE HANDS CINCH A KNOT TIGHT --

REVEAL PREACHER, LANG, TRAVIS, AND THE OTHER TWO SOLDIERS on a pair of horses, their hands now TIED to the reins. Apes on the ground surround them. Preacher looks at Caesar.

PREACHER
You're letting us live...?

CAESAR
Tell your Colonel... you have seen me now. And I have a message for him: this fighting can stop. Leave us the woods. And no more humans will die.

The soldiers look at him, fear and defiance in their eyes. Caesar nods to Luca -- who SWATS the horses' hindquarters, sending them on their way. The stunned humans peer back at the apes as the horses carry them off.

TIGHT ON CAESAR AND LUCA as Maurice steps up beside them, and they WATCH THE HUMANS GO. Finally, Maurice turns to Caesar:

MAURICE
[Do you really think they'll give him the message?]

CAESAR
They are the message. I showed them mercy. He will see we are not savages.
(then)
Let's hope this works. They are getting closer...

Just then SHRIEKING is heard -- they turn to see --

(CONTINUED)

CONTINUED:

A COMMOTION among the apes by the trenches below. Apes start to swarm up toward them. As they near, a distraught Winter is revealed in their midst, clutching his head, BLEEDING --

Alarmed, Luca moves for him -- Caesar watches, concerned, as Winter lifts his head, signs to Luca, humiliated and upset:

WINTER
[Red attacked me! He got away!]

Winter turns to Caesar, too ashamed to hold his gaze.

WINTER (CONT'D)
[I'm sorry...]

Caesar says nothing, taking in the troubling news; we CUT TO:

EXT. WOODS - EPIC WIDE SHOT - LATE AFTERNOON

The procession of ape warriors heads through the woods, led by Caesar on horseback. The able march with the injured, helping them keep up; the dead are carried on the backs of horses. A LOW ROAR builds as we CUT TO --

AN IMPOSING WATERFALL

RUSHING down sheer rock-face in an area nestled deep in the woods. The apes have stopped to gather along the river at the base of the falls. Shrouded ape bodies are released into the river. Caesar and Maurice sit side by side, apart from the others -- Caesar, troubled:

CAESAR
Why didn't I see, Maurice?

Maurice turns to Caesar.

MAURICE
[See what?]

CAESAR
That Koba could not forgive what humans did to him when he was their prisoner. That he would seek revenge. I should have known.

MAURICE
[No one could have known how much darkness was living inside of him.]

A SUDDEN HIGH-PITCHED ALERT rings out, almost like a bugle. They quickly look up to --

(CONTINUED)

CONTINUED:

THE TREELINE ABOVE

where we discover they are far from alone, the trees coming to life as APES EMERGE EVERYWHERE! Hundreds concealed in CAMOUFLAGED GUARD STRUCTURES in trees and all around the falls. A LONE APE blows into a RAM'S HORN, as others communicate to the apes below that someone is coming...!

The apes on the ground seize their weapons, standing at the ready, tension building to a fever-pitch when --

A SMALL GROUP OF HORSES appears through the trees...

Caesar's intense expression suddenly changes, swelling with emotion as he sees --

BLUE EYES, ROCKET, and TWO OTHER APES arriving. They look weary, caked with dust, their horses laden with enough gear to suggest they've been on a long journey.

As they dismount, Caesar and a group of others move quickly to greet them. Caesar stands before Blue Eyes, the two of them just looking at each other, overcome. Everyone watches, giving them their space, when finally Blue Eyes signs:

BLUE EYES
[Hello, Father...]

A huge smile spreads across Caesar's face and he embraces his son. The crowd celebrates, rushing in to join the reunion. Caesar turns to Rocket, the two happy to see each other --

CAESAR
Welcome home, Rocket.
(grins at Rocket)
You look tired.

ROCKET
[It was a long journey --]

BLUE EYES
(cuts in, excited)
[Father, we found something!]

Caesar looks at him, immediately hopeful.

CAESAR
Come inside!

They all start toward the waterfall -- as we CUT TO --

THE BACK SIDE OF THE WATERFALL

DAYLIGHT plays through the ENORMOUS WALL OF RUSHING WATER, as the SILHOUETTES of Caesar and the apes appear in front of it, entering around the edge of the falls. They continue into the cavernous recess as we CUT TO REVEAL we are inside --

A HIDDEN FORTRESS

Like a primitive castle built into the caves, completely concealed behind the waterfall and surrounding rocks. A FLOOD OF CHILDREN converge around them as their MOTHERS run after them, trying to maintain a little order.

Blue Eyes looks through the crowd, spots CORNELIA rushing toward him, beaming -- he beams back --

BLUE EYES

[Mother...!]

-- she pulls him into an emotional hug. They both look down, noticing a TODDLER (CORNELIUS) hiding shyly behind her legs.

CORNELIA

[Cornelius, don't you recognize your brother?]

Blue Eyes crouches down, strokes his head. Cornelia grins:

CORNELIA (CONT'D)

[Someone else missed you too...]

Blue Eyes turns, rising to see -- A YOUNG, FEMALE APE around Blue Eyes' age (LAKE) standing right behind him. Blue Eyes is struck at the very sight of her. She smiles uncertainly as he takes her hands, and they tenderly press their foreheads together.

INT. HIDDEN FORTRESS - COUNCIL ROOM - SHORT TIME LATER

CAESAR'S SYMBOL carved into the stone floor; around the symbol sit Caesar and Cornelia, Blue Eyes, Lake, Rocket, Maurice, Luca, Winter and other COUNCIL MEMBERS.

A MAP is laid out on the floor; Cornelius presses his face close, watching Blue Eyes' finger as it points to one spot in particular:

BLUE EYES

(passionately, to Caesar)

[This is it, Father. We can start over.
A new home.]

(CONTINUED)

CONTINUED:

Cornelia scoops Cornelius into her lap, gently pulling him away from the map -- she looks at Blue Eyes, intrigued, points:

CORNELIA

[What is beyond those mountains, son?]

Blue Eyes picks up a pouch beside him and digs his hand in, removing a fistful of SAND; he spills it out dramatically --

BLUE EYES

[A desert, Rocket and I had to cross it too. The journey is long, but that is why humans will not find us.]

Cornelia smiles, nodding -- she and Caesar exchange a proud look -- when Winter cuts in anxiously:

WINTER

[We must leave tonight!]

LAKE

[Tonight? That's impossible!]

WINTER

[How much longer can we wait? Soldiers are getting closer!]

BLUE EYES

(touching Winter's arm)

[Winter...]

Winter shrugs him off -- Luca and the others all erupt angrily at Winter -- Caesar stands imposingly. Winter immediately lowers his head, afraid; then, to Caesar:

WINTER

[Your son's been gone, he doesn't know how hard it's been!]

BLUE EYES

[I know you are scared, we all are, but we are still planning...]

CAESAR

Yes... We must still find a way to get out of the woods safely.

Everyone looks at Caesar as he sits.

CAESAR (CONT'D)

There were two of you. But we are many.

(CONTINUED)

CONTINUED: (2)

MAURICE
 (concurring)
 [The woods are filled with soldiers.]

Everyone falls silent. Blue Eyes meets Caesar's gaze:

BLUE EYES
 Father... We must try.

Caesar looks at his son, emotional:

CAESAR
 I know, son.
 (he turns to the others)
 More apes die everyday. And we cannot
 hide here much longer.

Caesar looks back down at the map, deep in thought; then feels the anxious stares of the apes around him. He looks at them, trying to reassure, though he is still uncertain himself:

CAESAR (CONT'D)
 We will find a way out...

He raises his fists and brings them together, solemn:

CAESAR (CONT'D)
 Apes together strong.

They return the gesture, nodding faithfully at their leader.

INT. HIDDEN FORTRESS - CAESAR'S DWELLING - NIGHT

A small cave in the upper levels of the fortress, enclosed on one side by the ROARING FALLS. Caesar sits up, awake, as his family sleeps around him. Troubled, he studies Blue Eyes' map in his lap -- when suddenly he feels something...

Caesar looks down to see Cornelius instinctively hugging his leg as he rests, nuzzled beside his mother. Caesar gazes down protectively at his little one, strokes his head, then turns to look back at the map -- when he notices Blue Eyes staring up at him through heavy lidded eyes.

BLUE EYES
 [Can't sleep?]

Caesar shakes his head, his worried gaze returning to the map. Finally, Blue Eyes reaches out and touches his father's arm; Caesar turns.

(CONTINUED)

CONTINUED:

BLUE EYES (CONT'D)

[Trust me, father. This is a risk worth taking.]

Moved, Caesar nods; he reaches out and gratefully caresses his son's face, then SIGNS, smiling:

CAESAR

[I am so proud of you.]

(then)

[I love you, son.]

-- when suddenly a SHIMMERING GREEN LIGHT washes briefly over both their faces...

Startled, Caesar looks up at the falls to SEE --

-- THREE SHAPES distorted surreally in the water, each haloed in green light as they descend rapidly from view.

Unnerved, Caesar sits up, unsure of what he's just seen. Blue Eyes watches as his father approaches the falls warily, moving in very close... when Caesar sees a STRANGE THIN LINE, whipping about in the current...?

He reaches toward THE LINE, mystified -- then plunges his arm deep in the water, grasping for it --

-- he pulls the line toward him... revealing a taut section of RED NYLON CLIMBING ROPE, straining against the current...

Alarmed, Caesar immediately turns back to Blue Eyes and signs, urgent:

CAESAR (CONT'D)

[Stay here. Protect your mother and brother.]

Blue Eyes nods with growing concern as Caesar heads out --

INT. DARK CATACOMB - NIGHT

We hear the INCESSANT, OMINOUS ROAR of the waterfall as THREE FIGURES enter the rock corridor, shrouded in DARKNESS...

The sweeping, green beams of THREE RIFLE'S LASER SITES blink on, one by one, as the figures sneak forward through mist. At a fork in the catacombs, one silently signals for the others to go one way; he goes the other...

IN ANOTHER DARK CATACOMB

CAESAR creeps cautiously down the narrow, winding passage, picking up speed... He hugs the wall, rounding a bend --

-- when he comes face-to-face with A HULKING FIGURE! Caesar leaps back, startled -- then finds it's Luca. Standing guard with a rifle, the gorilla looks surprised to see Caesar:

LUCA
[Sorry, Caesar.]

CAESAR
[How many others on patrol?]

LUCA
[Five? Six--?]

CAESAR
[Get them! Rocket too!]

CUT TO:

BLUE EYES

Crouched behind rocks in the family dwelling. He gestures protectively to Cornelia and the toddler to stay behind him as he anxiously stares at --

A GREEN LASER BEAM slowly approaching in the dark rock corridor just outside their cave... a HUSHED VOICE:

FEMALE SOLDIER
Lima-two to command. Colonel, intel's good. I'm in the target area. Are you close?

Blue Eyes tightens his grip on a SPEAR in his hand... HOLD on him, as he waits, coiled to pounce --

The green glow of the beam spills into the cave, sweeping its interior, getting closer, closer -- when --

Blue Eyes SPRINGS FORWARD! STAY ON a terrified Cornelia and the toddler as we HEAR a sudden VIOLENT SCUFFLE, chaotic flashes of green illuminating Cornelia's horrified reaction! The space finally goes quiet, and we --

CUT WIDE TO SEE BLUE EYES IN PROFILE, standing over the body of the intruder; it's LANG, the tattooed female soldier, her rifle on the floor a few feet away. Blue Eyes clutches his spear, catching his breath -- when --

(CONTINUED)

CONTINUED:

A second OUT OF FOCUS FIGURE creeps silently into the f.g....
 Blue Eyes unaware as another green beam quickly moves up his
 body, finally coming to rest on the back of his head...

INT. DARK, NARROW CATACOMB - MOVING SHOT - SIMULTANEOUS

Yet ANOTHER BEAM scans the pitch black passage as a FIGURE
 moves stealthily toward us. He WHISPERS into his headset:

SOLDIER

Lima-four to command. Colonel, did you
 get him--?

-- when suddenly A SHAPE tackles him from behind -- SMASHING
 the Soldier against the walls like a rag doll -- SILENCED
 MUZZLE FLASHES STROBING as the soldier involuntarily pulls
 the trigger! The space goes black again as the Soldier is
 dropped in a heap.

A SILENT BEAT. Then, approaching TORCHLIGHT flickers on the
 walls... revealing the shape to be ROCKET; he reaches down
 and grimly retrieves the gun from the dead soldier on the
 ground. Rocket looks up as Caesar and Luca arrive with the
 torch.

CAESAR

Rocket! What happened?!

Rocket signs urgently to Caesar -- pointing to the body:

ROCKET

[I heard him talking! The Colonel is
 here!]

Caesar's eyes go wide -- he takes the torch from Luca, moves
 down close to look at the body... immediately recognizing
 TRAVIS, the defiant soldier whose life he spared. Suddenly,
 an eerie crackle comes back over Travis' headset:

THE COLONEL (V.O.)

99, target acquired!...

Caesar picks up the dislodged headset, raises it to his ear --

THE COLONEL (V.O.)

...Repeat, target is down! I got him.
 Let's go! I can get out from here!

Caesar's face goes ashen as horror dawns...

SMASH TO:

A HUMAN HAND

fishing out the red nylon climbing rope from the waterfall...
it starts to clip the rope to an anchor on a belt --

SMASH TO:

CAESAR

BOUNTING FULL-TILT through the corridor, faster, faster --
until he bursts into

HIS FAMILY DWELLING

Panicked, heart-racing, Caesar's eyes FIND --

COLONEL J. WESLEY MCCULLOUGH

Silhouetted by the waterfall as he finishes securing the rope to his belt. He turns to face us -- and Caesar -- for the very first time: a striking, nightmarish image -- his face covered in shocks of dark camo grease, head completely shaved, a full unruly beard, wild eyes just visible behind graduated aviator sunglasses. His presence is chilling.

The Colonel's eyes blaze, stunned at the sight of Caesar. Confused, his gaze flits to something on the floor -- Caesar follows his stare to discover --

BLUE EYES, LIFELESS ON THE GROUND, CORNELIA DEAD BESIDE HIM.

TIGHT ON CAESAR as time seems to stop -- he's reeling, his entire world crashing in -- his eyes lift to the Colonel, a wave of rage rushing over him -- when --

THE COLONEL quickly swings his gun off his shoulder --

Caesar DODGES FOR COVER behind the rocks -- as --

The Colonel FIRES --

From the corridor we hear the furious ROAR OF INCOMING APES --

The Colonel yells into his headset, backing toward the falls:

THE COLONEL
Get me out! Now!!

Then he turns -- and LEAPS STRAIGHT THROUGH THE WATERFALL!

Caesar raises his head just in time to see --

(CONTINUED)

CONTINUED:

THE COLONEL, barely discernible through the rushing water, clutching the swinging rope -- as HE'S PULLED UPWARD!

Apes spill into the cave as Caesar, desperate with rage, jumps to his feet, charging after the Colonel -- the apes watch in shock as -- CAESAR LUNGES INTO THE FALLS TOO -- !

EXT. WATERFALL - CONTINUOUS

Caesar crashes through the water, hands flailing for --

THE ROPE! He grabs at it -- IT CAREENS WILDLY! Caesar holds on tight, looks up to see --

THE COLONEL high above -- clinging to the suddenly jerking line -- he looks down to see

CAESAR starting to climb up furiously after him...

The Colonel, unfazed, seizes a KNIFE from his boot as --

Caesar closes in, climbing, about to reach him -- when --

THE COLONEL CUTS THE LINE -- and --

Caesar PLUMMETS -- down, down, down -- INTO THE RIVER BELOW!

An excruciating beat -- then Caesar SPRINGS UP from the water, gasping, enraged -- he peers up in agony to SEE --

THE COLONEL disappearing over the TOP OF THE CLIFF!

INT. CAESAR'S FAMILY DWELLING - LATER

CLOSE ON Cornelia and Blue Eyes, as their lifeless bodies are lifted from the rock floor...

REVEAL CAESAR watching silently, lost in his own world; still wet, he remains completely motionless, consumed with rage, pain. Beside him, Rocket, Luca and Maurice watch, shaken, as the bodies are carried away.

Just then Spear pushes through, reporting to Luca:

SPEAR

[Luca! We can't find Winter. He wasn't at his post.]

Luca and Maurice suddenly exchange a worried look --

MAURICE

[He was scared. Could he have turned against us?]

(CONTINUED)

CONTINUED:

He looks to Rocket as well -- but Rocket's gaze is now fixed elsewhere. Maurice and the others all turn to see --

CAESAR has been following their conversation. Finally, Luca signs, wracked with guilt:

LUCA
[Caesar... I think Winter betrayed us.
I'm sorry. He was in my command.]

Caesar remains silent; then:

CAESAR
My youngest son... Have you found him
yet?

LUCA
[We're still looking.]

Maurice turns to the others:

MAURICE
[Let's help them search.]

Everyone nods, following Maurice's lead as they shuffle out, giving Caesar some much-needed space... Finally --

Caesar is alone.

His eyes move to where he found Blue Eyes and Cornelia; there is blood on the floor. He steps closer, in a trance; sees --

TWO BRASS BULLET CASINGS on the ground. Caesar crouches, his expression intensifying as he reaches for the spent casings --

-- when he hears a NOISE behind him -- on a hair-trigger, Caesar seizes the spear, raising it furiously -- so gripped by animalistic rage that it takes a moment to realize -- it's his toddler son, peeking out from hiding in the rocks; Cornelius peers up in terror at his father, shrinking back.

Caesar returns to his senses, lowers the spear... then, softening, he bends to the toddler and extends a hand... But Cornelius is still too frightened to approach, his eyes fixed on the spear in Caesar's grasp.

Ashamed, Caesar sets the spear on the ground, then holds both arms out to his son.

CAESAR
Cornelius... you're safe now, son.

(CONTINUED)

CONTINUED: (2)

The child finally comes, reluctantly... Caesar, growing emotional, pulls him into a powerful embrace. We HOLD TIGHT on CAESAR, pain etched deeply on his face...

CUT TO:

EXT. RIVERBANK AT THE BASE OF THE WATERFALL - DAY

The entire ape community is here, urgently loading up their horses, preparing for the imminent exodus. HEADS TURN as ---

CAESAR makes his way through the crowd; clutching a rifle in one hand and holding his little son's hand in the other, gaze fixed ahead as he crosses to --

LAKE, who stands by her horse, surrounded by Maurice, Luca, and Rocket on theirs. Caesar looks at Lake. He seems stoic, but his eyes belie heartbreak, and something deeper... tremendous rage:

CAESAR

You loved my son. Look after his brother until I return.

LAKE

(stunned)

[You're not coming with us?]

CAESAR

No.

Caesar crouches down to Cornelius, caresses his little son one last time, then guides him to Lake.

ANGLE ON Rocket and Luca; they exchange a look, shocked.

Maurice looms behind them on horseback, watching it all too:

MAURICE

[Caesar! You're not going after them?!]

CAESAR

Not them... Him.

MAURICE

[Caesar, you are our leader! We can't leave without you!]

CAESAR

You must. The soldiers will be back soon.

(CONTINUED)

CONTINUED:

Caesar looks for one last time at his son -- Cornelius cries out as Lake tries to comfort him --

CORNELIUS

[Father!]

But Caesar remains unrelenting, already completely consumed by his dark, vengeful quest as he starts to head off:

CAESAR

(to the apes around him)

When I find him, the soldiers will all come after me. That may give you the best chance to get out of the woods. Until then, be safe.

And with that he moves straight for his horse. As the reality that their leader is leaving them sets in, the ape community begins to react in anxious protest -- shockwaves of HOOTS rise as Caesar mounts his horse.

ON MAURICE, ROCKET AND LUCA watching Caesar amidst the growing turmoil -- they stare after him in total disbelief...

EXT. WIDE SHOT ON THE APE EXODUS - WOODS - DAY

A seemingly endless line of ape refugees. Spear leads the procession; armed apes in warpaint guard the group, parents protectively clutching their children, others help the injured along -- as they set off uncertainly for the perilous journey ahead...

EXT. WOODS - DAY

Caesar rides alone, rifle in hand, the sound of the ape exodus now barely audible in the distance. Suddenly, he hears RUSTLING behind him. He turns, stops, alert. As the sound gets closer, we recognize the CLOP OF HOOVES -- then --

MAURICE, ROCKET, and LUCA appear, riding out of the trees. They come to a halt, eyes on Caesar. Caesar returns a hard look, shakes his head. But Luca is undeterred:

LUCA

[The soldiers' camp is always moving. My guards think they know where it is. Let me take you.]

ROCKET

[You'll need me to back you up.]

Rocket reveals a rifle in his hand. But Caesar remains firm:

(CONTINUED)

CONTINUED:

CAESAR

No.

ROCKET

[Please... I know what it's like... to
lose a son.]

That strikes a chord; Caesar looks at him, affected...

CAESAR

I might not make it back.

MAURICE

[That's why I'm coming. To make sure you
do.]

Caesar looks at his three friends, moved, torn...

CUT TO:

A MOVING SHOT - CAESAR, MAURICE, ROCKET AND LUCA

Riding silently through woods, close together. A posse.
HOLD on this iconic image of the foursome; then CUT TO --

EXT. LOWER WOODS - SEASIDE CLIFF - LATER

The posse making their descent, when they see --

SMOKE rising from an old shack across the way.

They look at each other, slowing...

LUCA

[This is where the guards thought they
might be. There are always fires
burning.]

CUT TO:

HANDHELD SHOT - PEEKING THROUGH THE TREES

As we move closer, we discover we are at the edge of --

A DESERTED R.V. PARK

Old campers lined up, long-since abandoned. Smoke billows
from a weathered stovepipe poking through the window of a
rusted-out Airstream trailer. The only sign of life.

(CONTINUED)

CONTINUED:

REVERSE ON CAESAR, MAURICE, ROCKET AND LUCA

spying through the trees on foot, looking apprehensive. They exchange uncertain looks -- could this be the base camp? They creep out of the trees for a closer look -- when --

A LONE MAN carrying firewood emerges from the forest.

He's mid-40s, dirty, unshaven. Seeing the apes, he stops in his tracks. They all stare, a silent stand-off... Then, very, very slowly, he starts to lower his pile of wood:

MAN

I'm just gonna... put this down --

He drops the wood suddenly, revealing a RIFLE strapped to his shoulder -- he whips it around -- and FIRES! The shot JUST MISSES MAURICE, when --

BANG! THE MAN DROPS DEAD. Stunned, the apes turn to see --

CAESAR clutching his SMOKING GUN, staring distantly at the man he's just killed. The others regard Caesar's grim, steady presence, a bit in shock at his seeming lack of remorse; a look in his eyes suggests even he knows something has broken within him. A line has been crossed.

Finally, Caesar lowers his rifle -- only now aware of their stares. He turns away, ignoring them, steps toward the man.

The others join him, looking down at the body. The tattered rags he wears are barely recognizable as the fatigues worn by the human soldiers. "AΩ" is crudely tattooed on his arm.

LUCA

[Is he out here alone?]

ROCKET

[Maybe he's a deserter?]

Caesar doesn't respond, eyes on the dead man -- when a MUTED CRASH comes from behind; they all turn to THE AIRSTREAM...

CUT TO:

BLACKNESS

Suddenly a door is ripped open, and light spills in; we are --

INT. RUSTED-OUT AIRSTREAM - DOORWAY - MOMENTS LATER

The faces of the apes slowly appear, gazing warily in at us; Caesar and Rocket have their guns drawn.

(CONTINUED)

CONTINUED:

They stalk silently into the dim space, eyes roaming... It's long and narrow, lined with rotted wood panelling, packed and littered with improvised survivalist essentials.

We MOVE with them as Caesar leads the group through the claustrophobic interior, anxiously scanning for any place a human might be hiding... Moving inexorably toward...

A CLOSED DOOR

at the far end of the trailer. The others exchange tense looks as Caesar readies his gun -- and SMASHES down the door!

ON CAESAR, eyes blazing, furiously training his gun as he sees something; he freezes, poised to kill, and we REVEAL --

A LITTLE GIRL

cowering like a frightened animal against the wall in a lower bunk bed. She looks no more than 8 or 9 years old. A little waif-like figure, her unwashed face is framed by wildly matted hair. She stares wide-eyed up at --

Caesar, gun still trained on her, adrenaline coursing through his veins... The faces of the other apes appear behind him, shocked at what they see.

Finally, Maurice reaches over, places a hand on Caesar's gun, gently lowers it. Caesar returns to his senses... but still shows no compassion for the human child. He turns away, to the others, gesturing coldly at the trailer behind them:

CAESAR

Look around. Take what we can use.

Caesar steps out past them; Rocket and Luca share an uneasy look, then follow.

But Maurice remains, eyeing the scared little Girl with a mixture of curiosity and pity. He spots something on the floor by the bed, starts to move toward it...

Terrified, the Girl scoots back against the wall, withdrawing as far as she can. But Maurice coos a comforting pant-hoot as he reaches down to the floor and retrieves --

A CRUDELY-MADE RAG DOLL. He holds it out. She hesitates -- then quickly grabs it and retreats to her corner, hugging it.

Maurice watches her, then raises his arm, reaching for her. She freezes, nervous eyes following his enormous hand... as his finger straightens... and gently strokes the doll's head.

(CONTINUED)

CONTINUED: (2)

She blinks up, studying him, fear ebbing; she opens her mouth to speak, but no words come, just GENTLE, GASPING GRUNTS...

CUT TO:

A DUSTY COMPASS IN A BATTERED OLD LOCKBOX

REVEAL LUCA picking it up, as he, Caesar and Rocket search the trailer. Luca sees a PAIR OF BINOCULARS in the box; he takes them too, along with some FLASHLIGHTS.

Impatient, Caesar looks back, wondering where Maurice is -- when Maurice appears in the doorway, the Girl visible behind him, staring out curiously. Maurice signs to Caesar:

MAURICE

[Something wrong with her. I don't think she can speak.]

Caesar looks coldly at the Girl, then back to Maurice:

CAESAR

Come.

EXT. DESERTED R.V. PARK - LATE AFTERNOON

Caesar and Rocket mount their horses as Luca arrives with the others. Maurice is about to climb up when he notices --

The Girl has followed them out. She wanders toward the dead Man, his gun still a few feet away. She stares at him, looking lost, but not quite sad. Instead she exhibits a strange, almost primitive fascination with his lifeless body.

They all gaze at her, uncertain. Maurice turns to Caesar:

MAURICE

[She'll die out here alone.]

Caesar looks at her, a flash of pity in his eyes... but he pushes it away, turns to Maurice, firm:

CAESAR

We cannot take her.

Maurice considers this, nods.

MAURICE

[I understand...]
(then:)
[But I cannot leave her.]

Caesar stares at him, frustrated...

EXT. WOODS - DUSK

The posse on the move again. The Girl rides behind Maurice, arms around him, her cheek pressed into his furry back. Caesar takes in the sight, shoots Maurice a hard look... Maurice returns an assuring nod: it'll be okay.

Just then, Luca GRUNTS for their attention. They all turn to see CROSSES UP AHEAD ON THE SIDE OF THE TRAIL, crudely-bound branches staked into the ground. They approach warily, stopping as they discover --

A LARGE GRAVEYARD amidst the trees. A sea of crosses, marking mounds of dirt. They peer around, a bit unnerved:

MAURICE

[Must be where they bury the dead.]

Rocket nods, when Caesar suddenly notices the TREE TRUNKS are scarred with BULLET HOLES... He glances at the ground, finding scattered BRASS BULLET CASINGS; perplexed, he points:

CAESAR

Looks like some were killed here.

They all look at the shot-up trees and casings, bewildered -- when Luca sees a pile of ASHES and CHARRED OBJECTS -- BLACKENED EYEGLASSES, BELT BUCKLES, DOG TAGS --

LUCA

[They burned their things too.]

MAURICE

[Why would they kill their own men?]

ON CAESAR, mulling the mystery -- when Luca lets out another GRUNT; they turn as he points through the trees at pinpricks of FIRE LIGHT and TENTS in the distance. It's the base camp.

Caesar tenses in grim anticipation --

CUT TO:

A POV THROUGH HIGH-POWERED BINOCULARS

SEARCHING the FIELD OF TENTS in the blue twilight. We FIND a huge "AΩ" stencilled on the side of one of them. Re-focus on HAND-PAINTED SIGNAGE beside it: "**Those who forget the past are doomed to repeat it.**" Next to it: "**The only good Kong is a dead Kong.**" An eerie, almost cult-like atmosphere.

REVEAL CAESAR

crouched in brush, spying through the binoculars scavenged from the Airstream. Luca and Rocket are pressed beside him.

CAESAR'S POV

A PAIR OF TURNCOAT APES walk into view -- the binoculars follow them as they cross to an area where LARGE GROUPS OF SOLDIERS are gathered around CAMP FIRES; as the apes begin dutifully pouring drink into the humans' cups, one turns toward us -- we recognize him as RED.

The apes watch Caesar peering; when suddenly his expression hardens. He slowly lowers the glasses, anger burning...

LUCA

[Did you find the Colonel...?]

Caesar just hands the binoculars to Luca, who lifts them --

LUCA'S POV THROUGH BINOCULARS

Beside Red, the OTHER APE HAS TURNED TOWARD US, serving the humans... As Luca FOCUSES, we recognize him, as Caesar whispers his name ominously:

CAESAR

Winter...

EXT. CAMPFIRE - NIGHT

We're inside the human camp now. Red and Winter quietly ladle stew from a bucket to Soldiers sitting around the fire.

A volatile soldier with tortured eyes (BOYLE) calls out in a low, menacing voice to Winter:

BOYLE

Donkey. Over here.

Winter hesitates, flustered -- Red notices, immediately intercedes, anxiously trying to placate Boyle --

RED

Ok -- Ok... He come...

He nods at Winter to hurry over; he does. Boyle holds out his bowl. Winter takes it, filling it quickly -- some stew spills on Boyle's boot --

BOYLE

Hey! Hey! You stupid-- !

(CONTINUED)

CONTINUED:

WHAP! as Boyle KICKS the bowl right out of Winter's hand -- and Winter reacts with an instinctive SNARL! Boyle grabs his gun, points it right at him. Winter FREEZES -- then:

A VOICE (O.S.)
Come on, Boyle...

Boyle turns to see PREACHER, the fresh-faced kid, beside him.

BOYLE
Shut up, Preacher -- what're you, a donkey lover now? I think you going soft coz that kong let you go.

Some of the soldiers snicker. Preacher backs down, humiliated and angry. Boyle levels his gun at Winter again.

BOYLE (CONT'D)
Get me a new bowl.

Winter looks nervously to Red. Red nods soberly: do it.

INT. DARKENED MOBILE KITCHEN TENT - MOMENTS LATER

Winter digs under a supply table for a new bowl. Rising, he catches his reflection in a grimy mirror over a wash basin. He hesitates, maybe suffering a crisis of conscience -- when he sees A REFLECTED FACE lurking in the shadows behind him!

He spins to see CAESAR standing there, motionless, staring...

Panicked, Winter turns for the exit -- but LUCA is there, blocking escape. Turns the other way -- and there's ROCKET. Winter's eyes widen as Caesar takes a slow step toward him...

CAESAR
Where is the Colonel?

Winter swallows, trembling as he lifts his hands to sign:

WINTER
[He's gone.]

CAESAR
(dubious, stalking closer)
...Gone?

Winter looks at the other apes, sees them closing in too... Turns back to Caesar, nervously explaining:

WINTER
[This morning. He took many soldiers with him.]

(CONTINUED)

CONTINUED:

Luca and Rocket exchange troubled glances... but Caesar's eyes remain fixed on Winter as he continues his approach...

WINTER (CONT'D)

[Men are coming down here -- from their base in the north. The Colonel and his soldiers are going to meet them at the border.]

CAESAR

What border? Why?

WINTER

[I don't know. But more of us are leaving to join them in the morning. Red thinks they'll all be coming back here... to help the Colonel finish off the apes for good.]

Caesar finally stops, right in front of him. Winter pleads:

WINTER (CONT'D)

[Please... I know I betrayed you. But can't you see? We'll never beat them. I was just trying to survive. Red told me the humans promised to spare us if we helped. I beg you, forgive me...]

But Caesar is unmoved, barely stifling his rage...

CAESAR

My son... my wife... are dead.

Just then -- we hear the LAUGHTER OF HUMANS outside; Winter turns, sees SHADOWS OF SOLDIERS passing on the side of the tent -- he opens his mouth to shriek to them -- but a HAND CLAMPS over his mouth, as Caesar wrestles him to the ground to silence him! The others rush in, holding Winter down as he struggles violently, desperately trying to shriek out --

The SHADOWS OF THE SOLDIERS HALT, their laughter subsiding as their heads turn toward the muffled sounds in the tent --

Seeing this, Caesar furiously tightens his grip around Winter's neck -- but Winter won't stop, struggling even harder! Eyes fixed on the human shadows, Caesar grips fiercely... choking tighter and tighter...

...until Winter finally relents. Caesar watches the shadows, tense... And at last, they move on.

The apes exhale relief. Luca and Rocket turn to Caesar -- but their eyes drift to Winter.

(CONTINUED)

CONTINUED: (2)

Caesar follows their looks down to the young gorilla in his grasp... and discovers he has killed him.

Stunned, he stares at Winter's lifeless face... then, slowly, looks up again at Luca and Rocket, grappling with what he's done. They lower their eyes.

EXT. DENSE WOODS - NIGHT

Tense silence. The apes and Girl sit by a fire, isolated in the trees; Maurice studies Caesar's face as he gazes into the flames, deeply unsettled. Then Maurice turns to the others, who look equally plagued. Finally, Rocket turns to Maurice:

ROCKET

[Winter had it coming!]

Maurice nods, uneasy; Luca looks up, convincing himself:

LUCA

[Caesar had no choice!]

MAURICE

[So what do we do now?]

ROCKET

[Wait for the soldiers to leave. Follow them to the Colonel.]

Maurice turns again to Caesar, who is still in his own world, lifting a gourd canteen to his lips. He takes a drink... when, out of the corner of his eye, he sees the Girl beside him, staring at him guilelessly.

He looks at her askance for a moment, deadpan, then hands her the gourd, and she guzzles thirstily. Caesar watches --

-- when suddenly his eyes shift, startled to discover a DARK FIGURE on the other side of the fire...

Alarmed and bewildered, Caesar peers through the flames... amazed to see it's AN APE sitting across from him, his head lowered ominously. Fire dances on Caesar's pupils as he stares at the figure, haunted...

...when suddenly, the Ape lifts his face, grinning at Caesar through the distorting waves of heat -- Caesar looks haunted:

CAESAR

...Koba?

KOBA

Ape... not kill ape...

TIGHT ON CAESAR

snapping awake with a start -- we are --

EXT. WOODS - MORNING

Caesar catches his breath, lying disoriented on the ground... when he hears activity around him. He turns, finding Maurice standing over him -- he signs urgently:

MAURICE

[The soldiers are going!]

Caesar turns to see Rocket and Luca twenty feet away, crouching anxiously behind the trees, peering into the distance -- we hear the APPROACHING THUNDER of horses...

EXT. EDGE OF WOODS - MT. TAMALPAIS - DAY

A grand vista of Mill Valley in the distance. A SMALL ARMY OF HUMANS ON HORSEBACK DESCENDS on the hills below us... when OUR POSSE arrives in the foreground.

Caesar looks with determination down at the humans as they recede... He urges his horse forward; the others follow...

AND WE DISSOLVE TO:

EXT. SIERRA MOUNTAINS - DAY

WINDS BLAST SNOW in all directions...

SMASH TO:

A WHITEOUT

Our posse are no more than DIM SHAPES pressing blindly toward us, battling the elements, lost...

TIGHT ON CAESAR'S EYES squinting hard, fighting to see...

He peers into the maelstrom spying -- BRAKE LIGHTS up ahead --

CAESAR

[Is that them up ahead?]

ROCKET

(tense)

[Looks like they stopped!]

Caesar urgently raises his hand to stop his posse --

(CONTINUED)

CONTINUED:

CAESAR

[Don't let them see us!]

He is already off his horse -- when DISTANT GUN BLASTS echo through the air! They all rush to the side of the road, huddling together -- as MORE SHOTS RING OUT up ahead --

ROCKET

(to Caesar)

[What are they shooting at?!]

CAESAR

I don't know...

CUT TO:

A SILENT, UTTERLY STILL, SNOW-COVERED TRAIL - LATER

The blizzard has stopped.

With a SOFT CRUNCH of snow, we see our posse ride cautiously into view, eyes anxiously scanning the trail for the presence of the humans... Rocket SIGNS cautiously to the group --

ROCKET

[They're gone...]

As he approaches, Caesar sees something -- he stops his horse:

CAESAR

(unnerved)

What is that...?

As Caesar and the others dismount, REVEAL SMALL WOODEN X ON THE SIDE OF THE ROAD; they move toward the Xs to discover --

THREE BODIES DRAPED IN SNOW. Maurice tucks the Girl protectively behind him, as Caesar reaches down and brushes snow off them... revealing THREE ALPHA OMEGA SOLDIERS, bullet wounds in their backs, HOODS OVER HEADS, execution-style.

Caesar pulls one of the hoods off -- the soldier is a WOMAN; her eyes are open, lifeless, dried blood under her nostrils. Rocket pulls off another hood... a lanky, young, MALE SOLDIER, eyes shut. He too has dried blood under his nose.

Rocket inches closer to look at his face -- when THE SOLDIER'S EYES SNAP OPEN -- he GASPS at the sight of them!

The apes are startled as the panicked Soldier begins frantically scrambling away -- Caesar moves after him -- places a hand firmly on his leg --

(CONTINUED)

CONTINUED:

CAESAR (CONT'D)

Why... did they shoot you?

He just stares back, blinking without understanding -- when he notices the Girl, staring at him from behind Maurice. The two lock eyes warily, like creatures in the wild. And then the Soldier opens his mouth as if trying to speak... but makes no sound, only GASPING GRUNTS, just like the Girl's...

MAURICE

(struck; to Caesar)

[He can not speak either...?]

The apes all exchange looks; Caesar turns to Rocket:

CAESAR

Help me get him up...

Rocket reaches down toward the Soldier -- but the Soldier freaks, wide eyes darting ferally, wildly scrambling on his back to get away from them -- Caesar moves toward him, trying to calm him -- but it only spooks him more -- he rolls on to his knees and takes off RUNNING...

The apes watch, stunned, as he disappears into the woods. Finally, Caesar turns back, looking at the bodies again... and then the Girl. Maurice catches his eye:

MAURICE

[What is wrong with them...?]

Caesar just shakes his head: I don't know... And we CUT TO:

ATOP A TALL RADIO TOWER - LATE AFTERNOON

Caesar, Maurice, Rocket, and Luca urgently climb into view as snow swirls around them; cold, out of breath, they anxiously scan the colossal Sierra snowscape, stretching out endlessly around them --

MAURICE

[Where could they have gone?!]

CAESAR

Winter said they were heading to a border...!

LUCA

[Yes, but which way is that?!]

ON THE GROUND

The Girl sits on Maurice's horse, craning her neck all the way back to stare up at the apes high above; as she glances back down to play with the rag doll in her hands -- an OUT OF FOCUS FIGURE IN A GREEN PARKA silently passes behind her...

CLOSE ON DARK, WEATHERED SNOW BOOTS creeping up and stopping next to the legs of one of the horses --

We watch THE BACK OF THE FIGURE'S HEAD, covered beneath the FUR-LINED HOOD of the bulky parka, as his unseen hands rummage stealthily through a saddle-bag. His breath steams quietly around him. He FREEZES as A FLASHLIGHT drops into the snow by his boots --

But the Girl remains focused on her doll, unaware.

The Figure resumes rummaging, finally pausing as we BRIEFLY GLIMPSE the BARREL OF A SHOTGUN he has just found --

UP IN THE TREE TOPS

A NERVOUS SNORT comes from one of the horses below -- the apes turn to see the TINY FIGURE IN THE BULKY PARKA FAR BELOW digging in the saddle bag; Luca lets out a TERRIFYING ROAR --

The Girl finally looks up, startled, as --

-- the Figure panics, JUMPING ON THE HORSE, AND TAKING OFF!

Caesar and his posse scramble down from the trees -- mount their horses --

SMASH TO:

THE POSSE GIVING CHASE THROUGH THE SNOWY WOODS

GALLOPING THROUGH THE TREACHEROUS OBSTACLE COURSE OF TREES --

The TINY FIGURE in the parka darts in and out of view --

The apes are starting to gain on him, when he BREAKS OUT of the woods and up onto --

A MASSIVE SNOW-COVERED SLOPE

We watch from HIGH ABOVE as his horse CHARGES THE INCLINE, KICKING POWDER INTO THE AIR -- the apes' horses burst out of the woods after him -- all of them just tiny dots climbing the stark white landscape...

(CONTINUED)

CONTINUED:

From this vantage we can now see the TOPPLED CABLES and DILAPIDATED GONDOLAS that tell us this was once A SKI AREA --

The apes again begin to close the gap --

CLOSE ON CAESAR CHARGING HARD, EYES FIXED ON --

THE DIM FIGURE up ahead of him -- when suddenly -- BLAM! -- a FLASH OF GUNFIRE ERUPTS from atop the Figure's horse --

CAESAR and the OTHERS DUCK as -- CHING! -- the BLAST RICOCHETS off a half-buried GONDOLA CAR far wide of them!

BLAM! BLAM! TWO MORE SHOTS ring out, wildly astray, kicking up snow clouds nowhere near them or their horses --

-- as the Figure disappears over the crest of the slope.

EXT. TOP OF THE SLOPE - MOMENTS LATER

The apes arrive, slowing their horses as they come upon --

AN ENORMOUS, ABANDONED VICTORIAN HOTEL, built into the mountainside. An old sign reads: The Inn at Deer Creek.

The stolen horse wanders rider-less on the snowy front lawn.

The apes cautiously dismount, drawing their weapons... As they approach, a SHADOW SUDDENLY BOLTS from behind one of the buildings, dashing into the main lodge --

The apes all exchange looks; then raise their guns as we --

CUT TO:

INT. THE INN AT DEER CREEK - MAIN LOBBY ENTRANCE - DUSK

An ornate glass door slowly opens... Caesar, Rocket, and Luca enter, guns first... As they pass us, the door swings shut behind them... HOLD as Maurice and the Girl wait outside, pressing their faces to THE FROSTY DOOR PANE -- their eyes fill with a sense of amazement as we CUT TO:

MAURICE AND GIRL'S POV - PUSHING IN ON THE FROSTY DOOR PANE

Inside the lobby, Caesar, Rocket, and Luca creep away from us into what appears to be a kind of SURREAL ICE PALACE...

BACK INSIDE THE LOBBY

We MOVE with Caesar and the others, their breath steaming in the cold as they peer around them at an extraordinary sight --

(CONTINUED)

CONTINUED:

Every inch of the cavernous interior -- from furnishings to chandeliers -- is covered in THICK CRYSTALLINE ICE, the building having long-since been breached by weather. Snow swirls in the air, drifting down through a hole in the roof.

Caesar lifts a hand to stop the others as he spots -- BOOT PRINTS in the frost on the floor. The apes' eyes follow them across the lobby's expanse... to where they disappear into the black opening of AN ENORMOUS HEARTH along the wall.

The apes cautiously close in, guns trained on the hearth, deep and dark enough to conceal whoever's hiding inside...

Caesar stops at the opening; he COCKS his gun LOUDLY, levelling it -- Rocket and Luca COCK their weapons too...

... when suddenly, the STOLEN SHOTGUN is tossed out at them, landing at the apes' feet with a thud. They stare down at it uneasily -- when to their surprise the STOLEN BINOCULARS come skittering out too. And then the COMPASS.

The apes exchange a look -- Rocket quickly grabs the shotgun, and the apes wait expectantly, weapons still raised, as --

THE FIGURE slowly begins to emerge from the darkness, head hung remorsefully, still obscured in the hood of the worn-out parka... He starts to raise his hands in surrender, and as his head lifts... we discover --

HE IS AN APE.

A chimp with more skin than hair on his small, rounded head, he has oversized ears and a little scruff of beard, his scrawny frame swimming in the big green parka.

He stares up at our shocked trio with a sheepish, apologetic smile... and finally, he SPEAKS ALOUD in halting grunts, pointing a finger at his own chest --

SCRAWNY CHIMP
(chastising himself)
Bad... ape... Bad ape...

Our three apes just gape back, no idea what to make of him... Rocket lowers his gun. Then signs:

ROCKET
[Who are you?]

But Bad Ape just tilts his head, not comprehending. Our apes exchange uncertain looks. Then Luca turns to Bad Ape, leery:

(CONTINUED)

CONTINUED: (2)

LUCA
[Where are you from?]

No answer. Luca turns to Caesar.

LUCA (CONT'D)
[I don't think he understands.]

ROCKET
(to Caesar)
[I don't recognize him. He's not one of us.]

Caesar regards the odd little chimp a moment; then SPEAKS:

CAESAR
Are you... alone here?

Bad Ape's eyes dart uneasily from face to face -- it's not clear if he understands this either -- but then he looks back at Caesar... and NODS.

A soft CREAKING across the lobby causes their heads to turn --

MAURICE AND THE GIRL

stand just inside the entrance, peering back uncertainly at them across the giant space.

Bad Ape notices the Girl, SHIVERING BADLY beside Maurice. Bad Ape considers her a moment, then lowers his hands --

Rocket lifts his weapon again, wary -- but Bad Ape just continues, removing his parka; finally he holds it out in one hand -- calls out to the Girl --

BAD APE
Cold...?

No one says anything. Bad Ape turns to Caesar. Holds out the parka, gesturing to the Girl with a tentative smile:

BAD APE (CONT'D)
Cold.

Caesar stares hesitantly at Bad Ape and the ratty jacket. Finally, he reaches out, accepts it from Bad Ape's fingers.

CUT TO:

AROUND THE HEARTH - A SHORT TIME LATER

as Bad Ape starts A FIRE.

(CONTINUED)

CONTINUED:

Warming herself by the flames, the Girl -- now in Bad Ape's parka -- sits with Caesar and the others, looking around in wonder at SPRAWLING PILES OF BAD APE'S SCAVENGED TREASURES beside the hearth, a hoarder's paradise of dry goods, canned food, and an endless array of STOLEN ITEMS and TRINKETS.

Bad Ape beams as he stokes the flames for his new guests:

BAD APE
I see girl. Think... you human. But
you... apes. Like me!

He smiles excitedly -- when he sees the Girl picking up a trinket from a pile: a glinting CHEVY NOVA CAR EMBLEM. He gently snatches it from her, kindly shakes his head no.

CAESAR
(peering around)
You... live here?

BAD APE
(nodding quickly)
Long time. Long, long time.

He suddenly scurries away; puzzled, Caesar watches him as he rummages through what looks like a little sleeping area. He returns with a small STUFFED CROCODILE, hands it to Caesar --

BAD APE (CONT'D)
(a wistful look)
Home. Old home.

Confused, Caesar looks down at the stuffed crocodile, finds embroidered on its belly: **WORLD FAMOUS SIERRA ZOO**.

Caesar peers up at him, trying to make sense of this... then:

CAESAR
Are there more like you? More apes?
From zoo?

BAD APE
(shakes head)
Dead. All dead. Long time.

He looks at Caesar, growing solemn as he explains:

BAD APE (CONT'D)
Humans get sick... Apes get smart...

Caesar nods, understanding he means the Simian Flu --

(CONTINUED)

CONTINUED: (2)

BAD APE (CONT'D)

Then humans kill apes. But not me...
 (grins, proud)
 Not me. I run.

CAESAR

You learn to speak...?

BAD APE

(nods)
 Listen to human...

His face abruptly contorts into an "angry human" expression -- he waves a chiding finger as he mimics:

BAD APE (CONT'D)

"Bad ape! Bad ape!"

Then, turning his head, he realizes the Girl has the shiny Chevy Nova emblem again -- he reaches for it, possessive:

BAD APE (CONT'D)

(gently admonishes)
 No... No touch.

She stares at it longingly as he sets it down. He looks back at the apes, smiles -- then rushes away for something else...

The apes all watch their excitable host, perplexed -- Maurice turns to Caesar, signs an aside:

MAURICE

[Amazing... Always thought we were the only ones. Wonder if there are others out there somewhere? Others like us.]

Just as Caesar begins to contemplate the mind-blowing thought, Bad Ape bounds back in, hurriedly passing out packages of vacuum-foiled food rations (M.R.E.'s).

BAD APE

Here! Eat, eat!
 (beaming)
 New friends. Special day.

Bad Ape tears the top off one, starts eating the dehydrated food, nodding encouragingly for them to do the same.

Caesar looks slowly down at the ration in his hand -- notices an official military seal: "U.S. GOVERNMENT PROPERTY: **CA STATE BORDER QUARANTINE DETENTION AND RELOCATION CENTER**" CUT TIGHTER on the word: BORDER. Caesar suddenly looks up:

(CONTINUED)

CONTINUED: (3)

CAESAR

Where did you get this?

Bad Ape turns to him, confused. Caesar holds up the package. Bad Ape looks uneasy... his voice lowering to a hush:

BAD APE

Bad place. Very bad. I find. Long time ago. After zoo. Looking for food. Find human zoo. Zoo for sick.

Engrossed, Caesar's eyes meet his... as Bad Ape continues:

BAD APE (CONT'D)

Big walls. Sick humans try climb. Bad humans kill. Then get sick too. All dead now. All dead.

Caesar and the others take this in, somehow haunted. Then:

CAESAR

Bad humans...? Soldiers?

Bad Ape recognizes the word, nods gravely:

BAD APE

Soldiers.

The posse looks to each other with rising intensity...

ROCKET

[An old, deserted military camp on the border...?]

LUCA

[Maybe this is where the Colonel and the troops from the north are going to meet?]

Caesar nods: maybe. He turns back to Bad Ape.

CAESAR

Is it far? Can you take us?

BAD APE

(looks agog)

Human zoo?! No... No go back there. Everyone dead. I come here. Safe here. Never go back!

Caesar reaches out his hand, places it on Bad Ape's shoulder:

CAESAR

Please. You must take us.

(CONTINUED)

CONTINUED: (4)

BAD APE

No! Can not take! Can not take!

Scared, he pushes Caesar's hand from his shoulder, a little too hard -- Rocket GRABS him, incensed -- but Caesar restrains Rocket, shakes his head no. Bad Ape shrinks in Rocket's grasp -- then sees something, and points desperately to the little windows along the wall --

BAD APE (CONT'D)

Look! More snow! Can not go, must stay here.

(to the others)

Look, look!

They all look to the massive lobby window to see it is indeed snowing hard now.

Rocket finally releases Bad Ape. He exhales, looks at them with renewed optimism.

BAD APE (CONT'D)

You stay here. Eat. Rest.

(smiles hopefully)

With me.

Caesar considers, reluctantly nods to the others. Bad Ape is relieved -- when he sees the Girl staring longingly again at the Nova emblem; he grabs it, hands it to her ceremoniously:

BAD APE (CONT'D)

Here. You keep.

He looks around, smiling at the apes for approval; the Girl gazes happily at the emblem, as with a WHISTLING HOWL, we --

CUT TO:

HIGH OVER THE CAVERNOUS LOBBY - MIDDLE OF NIGHT

Snow whirling hard through the ice palace. HOLD; CUT TO:

NEAR THE HEARTH - SAME

The last embers of the fire dying out as everyone sleeps...

CLOSE ON CAESAR

The only one still awake. He sits up, eyes settling on --

THE GIRL, curled into Maurice's belly, hugging her doll; the Nova emblem is clutched in her little fingers. Maurice's arm is draped protectively around her as they sleep.

(CONTINUED)

CONTINUED:

Caesar stares at the sight, growing sad, his mind distant...

BAD APE (O.S.)
Who is...?

Caesar turns, startled to find Bad Ape watching him; Bad Ape nods toward the Girl.

BAD APE (CONT'D)
Child.

CAESAR
(a beat)
I don't know.

BAD APE
(confused)
But she... with you?

Caesar nods.

CAESAR
She has no one else.

Bad Ape gazes at the Girl, suddenly feeling sorry for her.

BAD APE
I see you look at her. Just now.
(turns back to Caesar)
Look sad.

But Caesar says nothing. Bad Ape studies him; then ventures:

BAD APE (CONT'D)
You... have child?

Caesar turns -- Bad Ape smiles sweetly, expectantly... but Caesar just returns a withering look. Bad Ape falls silent. Caesar looks away. Then, quietly, stoically:

CAESAR
I had two. But one was killed. By
human.

BAD APE
(quietly struck)
Oh... Soldier?

Caesar, still not looking at him, NODS. A silent beat, as Bad Ape looks down, pensive. Then softly:

BAD APE (CONT'D)
I had child...

(CONTINUED)

CONTINUED: (2)

Caesar turns, surprised. Bad Ape stares at the ground, remembering, a little lost. Then slowly, he looks up.

BAD APE (CONT'D)
You think... you will find him... at
human zoo? Soldier?

Caesar's eyes drift to the dying embers.

CAESAR
I don't know... Maybe.

Bad Ape ponders this. Torn, he finally looks at Caesar:

BAD APE
Then... maybe I take you.

Caesar turns from the fire, their eyes meeting as we CUT TO:

EXT. FRONT OF THE INN - MORNING

The Girl steps out alone onto the deserted porch, still wearing Bad Ape's parka. As she clutches herself against the cold, something catches her eye; she looks up overhead at the PINK FLOWERS of a perennial dogwood tree, poking through the snow -- the only color in an otherwise stark white world.

With the muffled crunch of hooves, Luca and Rocket appear, guiding the four horses toward the porch.

Luca notices the Girl staring up at the branch of flowers.

He watches a moment, then moves toward her... and reaches his long arm up, snapping off a small piece of the branch.

The Girl observes as Luca bends down, his massive gorilla face right in front of hers as he very gently slips the flowers behind her ear. She smiles. He blinks back at her sweetly, when --

Caesar and Maurice emerge onto the porch. Luca quickly straightens, resuming his tough guy demeanor.

Maurice lowers next to the Girl, and she hops on his back. He moves to his horse, and climbs up with her. Caesar, Rocket and Luca mount up as well, when --

-- the front door SQUEAKS open; they turn to see Bad Ape stepping out to join them. He wears boots, an old wool blanket on his shoulders, and a striped toque on his head.

(CONTINUED)

CONTINUED:

Caesar and the others stare at him, deadpan, but he is oblivious, looking from horse to horse, wondering where he's supposed to go.

Luca GRUNTS gruffly, points him toward Rocket's horse. Bad Ape smiles, and starts for Rocket's horse.

Rocket looks miserable as Bad Ape struggles to climb up.

EXT. SIERRA MOUNTAINS - DAY

The group silently weaves its way through snow-covered trees.

The Girl watches curiously as Caesar removes his canteen from his saddle bag. Maurice notices her staring, follows her gaze to see Caesar drinking. Maurice grunts softly to her. She turns, and he gestures at Caesar, making the sign for:

MAURICE

[Thirsty.]

(repeats for her, teaching)

[Thirsty.]

She just stares blankly at Maurice. He takes her small hand in his, demonstrating the way to sign the word.

Caesar notices, lowering his canteen, quietly intrigued.

Maurice demonstrates again. But the Girl shows no interest or understanding. Her eyes return to Caesar -- who for the first time softens, offering a sympathetic gaze.

EXT. WOODED AREA - LATE AFTERNOON

The group have left the trail, moving through dense forest.

Caesar watches Bad Ape who peers anxiously ahead... to where SUNLIGHT spills in at the edge of the woods. Bad Ape turns to meet Caesar's eyes, fearful:

BAD APE

There...

Caesar looks at the light, then turns to the others, raising his hand for them to stop.

CUT TO:

EDGE OF THE WOODS - MOMENTS LATER

On foot now, the group presses in close behind the trees at the forest's perimeter, squinting into the hard, low sun at --

(CONTINUED)

CONTINUED:

AN ENORMOUS CANYON BELOW THEM

Steep, snow-covered granite cliffs slope down in shelves, disappearing into an unseen expanse below.

The TOP OF A MASSIVE, PRISON-STYLE WARDEN'S TOWER pokes ominously up in the distance, from the center of the chasm.

Caesar raises the binoculars, PEERING AT THE TOWER: sun flares off the cement and steel structure, stained with corrosion. Through the windows, it appears to be DESERTED.

Caesar lowers the glasses, staring uncertainly -- when he notices something about the FADED CALIFORNIA STATE FLAG hanging from the tower -- he looks through the binoculars to examine it: the flag is hung upside-down... and a HUGE "AQ" has been painted in black across it.

Then Caesar suddenly notices movement down below -- he shifts the glasses to find TINY SILHOUETTED FIGURES, just barely visible along the edge of the lowest visible shelf.

Caesar turns, looks from face to face... then:

CAESAR

[Luca, let's take a closer look.]

(to Rocket)

[Stay here. Keep them safe.]

Rocket nods dutifully, and Caesar and Luca start off --

CUT TO:

THROUGH THE BINOCULARS - SUNSET

The HEAVILY SILHOUETTED FIGURES in the distance are still small, but from this closer vantage we can see now they're in the midst of placing a series of about twelve MYSTERIOUS, X-SHAPED STRUCTURES along the cliff's edge -- maybe this is some kind of defensive perimeter...?

REVEAL CAESAR LOWERING HIS BINOCULARS; he looks confused as he turns to Luca, lying beside him on the edge of a ridge.

LUCA

[What are they doing?]

CAESAR

(shakes his head)

I don't know...

(CONTINUED)

CONTINUED:

Caesar turns back, looking through the binoculars again, trying to decipher this strange activity -- when Luca GRUNTS at him with quiet alarm. Caesar turns.

LUCA
(points)
[What's that? A patrol?]

Caesar looks --

THROUGH THE BINOCULARS

finding a PAIR OF HORSES on a ledge right below.

CAESAR (O.S.)
Don't see riders...

Suddenly AN OUT OF FOCUS SHAPE RISES directly in front of the binoculars -- Caesar drops the glasses to discover --

AN ALPHA OMEGA SOLDIER looming right above him, rifle raised!

The soldier pulls the trigger -- CLICK -- but the gun is jammed! Panicked, the soldier rears back, about to lunge forward with the rifle's BAYONET -- when --

LUCA DIVES PROTECTIVELY in front of Caesar --

-- taking the bayonet blade in his gut as he YANKS the man down, WRESTLING him to the ground! They roll violently, finally coming to a stop, Luca atop the motionless soldier --

Caesar's eyes land on the BLOOD-STAINED BAYONET, lying in the snow beside them -- he scrambles up, rushing to Luca --

-- when a SECOND SOLDIER steps out, startling Caesar -- about to shoot -- when --

WHAM! THE SECOND SOLDIER CRUMPLES, revealing Rocket behind him, having just clubbed him with the butt of a rifle.

Rocket looks to Caesar, signs regretfully, out of breath:

ROCKET
[I saw them from up there... Coming for you...]

They both turn immediately to Luca... who is rolling painfully off the dead man; he looks at them helplessly, GASPING, clutching his gut... CUT TO:

BACK UP IN THE WOODS - DUSK

Waiting anxiously at the edge of the trees, Bad Ape, Maurice and the Girl stare as --

ROCKET returns, climbing quickly up toward them, a grim expression on his face, clutching the bayoneted rifle in his hand... right behind him, CAESAR CARRIES LUCA across his back, like a Vietnam soldier shouldering a fallen brother.

They all retreat into the safety of the woods, the group converging around Caesar as he lowers Luca to the ground...

Emotion in his eyes, Caesar looks down at his loyal friend. Fading fast, Luca smiles weakly. He manages to raise a hand, holding it out to Caesar; Caesar grasps it firmly.

LUCA

[At least this time... I was able to protect you...]

Deeply affected, Caesar holds Luca's gaze a silent moment, and then Luca releases his grasp, his hand drifting to the ground as the rest of the group looks on. Her eyes fixed on the massive gorilla, the Girl climbs off Maurice's back...

The others watch, surprised, as she approaches Luca, climbing onto his chest. She stares down, her little face inches from his... for the first time we see deep emotion in her eyes.

Luca peers up vulnerably as she removes the twig of flowers he placed behind her ear... and gently tucks it behind his; she begins to cry. Caesar is struck by her display of emotion. Luca smiles at her, then gradually his smile fades as his face grows still... and life ebbs from his eyes.

TIGHT ON CAESAR, staring intensely at Luca, a mixture of rage and guilt in his eyes. The others watch him silently. Finally, Maurice ventures a SOFT GRUNT to him. Caesar turns.

MAURICE

[I know how much you have lost... But now we have lost another.]

Caesar just stares, inscrutable.

MAURICE (CONT'D)

[Please... it's not too late to leave this place. To rejoin the others.]

Emotion stirring, Rocket cannot hold back --

(CONTINUED)

CONTINUED:

ROCKET

[Luca gave his life! We can not turn
back -- !]

Maurice remains fixed on Caesar --

MAURICE

[Caesar...]

But Caesar turns away. He shakes his head grimly; then utters quietly, consumed:

CAESAR

They must pay...

Everyone stares, until finally, Caesar turns back. His eyes meet Maurice's, whose gaze now appears judgemental:

MAURICE

[Now you sound like Koba.]

Caesar turns to his friend, suddenly seething; the look in his eyes is chilling:

CAESAR

...Koba? You know nothing. My wife and son were killed.

(gestures to Luca)

And now my friend.

(then, harder)

You call me Koba...?!

Caesar glares at him, an unprecedented rift between them. Rocket remains still, taken aback... waiting... Then:

CAESAR (CONT'D)

(trembling with rage)

I did not ask you to come. Any of you.

This is my fight. I will finish it

alone... Go now. Join the others.

Stunned, they watch as Caesar rises, and takes the bayoneted rifle from Rocket's shoulder... then heads off, back toward the canyon...

HOLD on the apes' harrowed expressions, watching him; CUT TO:

HELICOPTER SHOT HIGH AND WIDE OVER THE GRANITE CLIFFS - NIGHT

SWOOPING OVER Caesar's tiny figure as he scales down the vast, snowy expanse in the moonlight; he DROPS down to a lower shelf, and we CUT TO:

CAESAR'S POV

BREATHING HARD (O.S.), MOVING toward the CLIFF'S EDGE -- the massive guard tower reaches up from the canyon beyond it --

ON CAESAR, air steaming from his nose; he SLOWS, SEEING --

THE TWELVE MYSTERIOUS X-SHAPED STRUCTURES looming ahead --

As he approaches we can suddenly start to make out DARK FORMS STRAPPED to them...? Caesar's expression moves from confusion... to dawning horror as he realizes: the forms appear to be APES. He picks up speed again, rushing toward them, their backs to us -- it's unclear whether the forms are dead or alive...

Finally reaching the line of crosses at the edge of the cliff, he finds a GROUP OF APES, all semi-conscious, struggling to breathe, bound to Xs by their hands and feet...

Reeling, Caesar whips his head from ape to ape, trying to make sense of this -- when he HEARS A DREADFUL MURMUR RISING from the canyon; heart racing, he spins, staggering toward the edge to PEER DOWN --

INTO THE CANYON

at what looks like a ENORMOUS, FORMER PRISON CAMP at the base of the sheer mountains, three stories below.

As Caesar is drawn inexorably to the very edge of the cliff, OUTDOOR HOLDING PENS come slowly into view... INSIDE THE PENS ARE HUNDREDS OF APES, MURMURING helplessly...

THE EXODUS HAS BEEN CAPTURED.

Caesar stumbles back from the edge, overwhelmed, in shock... He turns in panic to the bound apes -- suddenly recognizing SPEAR among them. He rushes to Spear's side.

Spear looks like he's near death, his head sagging. Caesar lifts Spear's face in both hands -- Spear's eyes slowly open; as they focus on Caesar, he can't believe what he's seeing.

Caesar yanks the bayonet off his rifle, quickly cuts Spear down. Spear slumps to his knees -- Caesar crouches to steady him as Spear struggles to sign, still stunned to see him.

CAESAR
What happened?

(CONTINUED)

CONTINUED:

SPEAR

[They came out of nowhere, attacked us...
We were sure they would kill us all --
but the Colonel stopped them!]

Caesar stares at him, surprised --

SPEAR (CONT'D)

[There was madness in his eyes! He said
they would use us, before we died.]

CAESAR

Use you...?

SPEAR

[They've been forcing us to work!]

Caesar turns to look below -- when Spear suddenly gives out,
collapsing. Caesar quickly turns -- seeing brutal LASH MARKS
across Spear's back. Horrified, Caesar lifts Spear up,
holding him in his arms.

CAESAR

What... kind of work...?

But Spear struggles for consciousness, his eyes fluttering
closed... He begins to collapse -- Caesar is stricken:

CAESAR (CONT'D)

Wait -- my little son -- is he here...?

But Spear just falls to the ground, Caesar watches aghast --
when an APE FOOT steps right beside him -- Caesar turns,
startled -- looks up to see --

RED standing ominously right above him! The BUTT OF RED'S
RIFLE comes SLAMMING DOWN into us -- and we SMASH TO --

BLACKNESS

HOLD for a long moment. Hear the echoing sound of WATER
SLOWLY DRIPPING. Then HARD CUT TO --

SUPER TIGHT ON CAESAR'S EYES

as they wince open, disoriented, in pain, his face pressed to
the ground... A SHAFT OF HARSH LIGHT blasts down from above.
Water drops splatter around him.

Caesar peers around, struggling to get his bearings, his POV
drifting in and out of focus: he finds TRACKS embedded in the
ground, a rusted-out TRAIN ENGINE in the shadows. The place
was a depot of some kind.

(CONTINUED)

CONTINUED:

He glances up at the cavernous, curved ceiling; sodium vapor security lamps shine in through a rip, which leaks melting snow. And then he notices --

AN OUT OF FOCUS FIGURE LOOMING IN THE DARKNESS

a few feet away: it's PREACHER, tensely holding his crossbow, looking unsettled as he stands guard... when an unseen VOICE comes quietly from the shadows as WET FOOTSTEPS approach:

THE COLONEL (O.S.)
Grant and Lee... Wellington and
Napoleon...

A SHAPE finally enters the light: it's THE COLONEL, who studies Caesar inscrutably:

THE COLONEL (CONT'D)
Custer... and Sitting Bull.
(then)
You're probably not much of a reader.
But this is... this is a big moment.
This is... beyond... historic.

Caesar glares up at him, rage welling...

THE COLONEL (CONT'D)
Where were you...?
(then)
We came upon your herd... we got lucky.
But I was surprised. You weren't with
them.

They stare at each other an intense beat... Caesar crawls menacingly toward him -- but is instantly YANKED BACK HARD.

GASPING, Caesar reaches for his throat to discover his wrists are shackled and his neck is CHAINED by a NECK COLLAR... Writhing, he turns to see RED cruelly gripping the end of the chain. Preacher takes a step closer, levelling his crossbow threateningly; Caesar's eyes lock with his. The Colonel watches their stare-down:

THE COLONEL (CONT'D)
I hope you don't come to regret sparing
his life. He's quite a good shot.

The Colonel just watches Caesar a beat; beneath the chilling stillness of his eyes we sense something dangerous, damaged.

THE COLONEL (CONT'D)
Have you finally come to save your apes?

(CONTINUED)

CONTINUED: (2)

CAESAR
 (still in pain, seething)
 I... didn't know they were here.
 (then)
 I came for you.

The Colonel searches Caesar's ferocious expression, surprised, something dawning on him for the first time:

THE COLONEL
 I see... I kill somebody close to you
 that night...?

Caesar looks him right in the eye, unblinking...

CAESAR
 My... family.

The Colonel stares down, some mysterious nerve jolted inside him. He comes closer, stands right above Caesar, looking at him for a long beat, something about this revelation churning in his mind; Red cautiously tightens his grip on the chain.

THE COLONEL
 I'm sorry. I was there to kill you.

Caesar just glares up at him, the Colonel so close... Struck, the Colonel inches even closer:

THE COLONEL (CONT'D)
 My God, look at your eyes... they're
almost human...
 (a long beat; then)
 How did you know I was here?

CAESAR
 I was told you were coming... That
 others would be joining you here.

THE COLONEL
 (a cryptic beat)
 Joining me...?

CAESAR
 To finish us off... for good.

THE COLONEL
 (he smiles)
 Who told you that?

But Caesar won't answer. The Colonel just stares at him, then turns to Red and NODS:

(CONTINUED)

CONTINUED: (3)

THE COLONEL (CONT'D)
Ok, let's go.

Red quickly responds --

RED
Ok -- ok, Kerna...!

Red YANKS Caesar roughly to his feet; Caesar struggles,
CHOKING -- as Preacher moves in too -- and we HARD CUT TO:

EXT. PRISON CAMP - YARD - TRACKING SHOT - NIGHT

MOVING with the Colonel, Red, and Preacher as they march
Caesar into the frozen, desolate yard; Caesar steals a glance
back at a CORRODED SIGN over the hangar: **CA STATE BORDER
QUARANTINE DETENTION AND RELOCATION CENTER, PROCESSING DEPOT**

As they walk along train tracks, Caesar turns forward, SEES
SOLDIERS huddled around fires in front of temporary barracks,
killing time -- they stare up at him menacingly -- up ahead --

A PAIR OF GUARD TOWERS LOOM

More HAND-PAINTED SLOGANS hang on signs, recalling the cult-
like vibe of the base camp. Armed GUARDS stare down as they
pass, straightening tensely at the sight of the Colonel --

TOWER GUARD
Evening, Colonel!

THE COLONEL
(not even looking at him)
Any more trouble tonight?

TOWER GUARD
(eager to please)
No, sir -- not anymore --

He gestures, and Caesar follows it to the LINE OF TWELVE APES
bound to the Xs on the granite shelf above. The Colonel
finally glances up at the Guard, eyes fixing critically --

THE COLONEL
You could use a haircut there, son.
(seeing the other guard)
You too, soldier.

BOTH TOWER GUARDS
Sir, yessir!

Red jerks Caesar's head back in line as they start to pass --

(CONTINUED)

CONTINUED:

HOLDING PENS ON EITHER SIDE OF THEM

Caesar looks into one of the pens... to see MASSES of CHAIN-GANGED APES peering out mutely, shocked to see him. Caesar stares back at them with tortured empathy -- when to his surprise -- a change comes over their faces, and many begin to avert their eyes... a sense they feel betrayed by him...

Stunned, Caesar marches on, devastated by the dawning realization his apes have lost faith in him -- when PLAINTIVE SHRIEKS suddenly seize his attention --

He quickly turns to the other pen... it is filled with APE CHILDREN... they gaze helplessly at him -- when, suddenly, one presses through to the fence, pushing his way past the others, terrified as he tries to keep pace with Caesar; Caesar is overcome by the sight of HIS SHRIEKING SON.

Caesar nervously glances at the Colonel, worried he'll notice; he turns back to his son, shaking his head urgently, trying to quiet him --

-- when the Colonel starts to turn... Seeing this, Caesar has no choice -- he quickly turns away from his own child...

HOLD ON CORNELIUS, watching his father walk away --

THE DOOR TO THE ADULT APE PEN

swings open as the group arrives; Caesar peers in at the hordes of prisoners --

The Colonel nods, and Red HURLS Caesar violently to the ground, grabbing his leg HARD and shackling Caesar to the others.

Red returns the key to Preacher -- Caesar staring up at the Colonel, who watches an eerie moment longer, then heads off. The others follow.

TIGHT ON CAESAR; he looks up at the ape prisoners... They all stare at him coldly, and then turn their backs on him. Caesar lifts his head, stunned... as ANOTHER GROUP turns away... and ANOTHER. A quiet ape sound makes Caesar turn -- he finds LAKE in their midst, gazing back consolingly:

LAKE

[Forgive them. We've been through much.]

Caesar nods, shell-shocked, reeling... Finally, he speaks, quietly devastated:

(CONTINUED)

CONTINUED:

CAESAR

I will find some way to get us out of here. I promise...

LAKE

(shakes her head, grim)

[You don't know what this place is like.]

The sound of crying makes Caesar turn; he looks at the pen across the way, where little Cornelius is pressed to the bars, helplessly reaching his arm out toward Caesar:

CORNELIUS

[Father...!]

As Caesar gapes back, heartbroken, guilt-stricken, we CUT TO:

EXT. WIDE VISTA AT THE BASE OF THE MOUNTAIN LANDSCAPE - DAWN

We see the camp in the distance, nestled at the foot of the mountains; a dilapidated barrier wall stretches out from the front of it in both directions as far as the eye can see.

INT. ADULT APE PEN - MOVING SHOT - DAWN

TRAVELING OVER THE SLEEPING APES, chained on the icy ground... we hear the sound of DISTANT MARCHING, when a LONE HUMAN VOICE BEGINS SINGING out hauntingly across the yard in a militaristic gospel tone:

EXECUTIVE OFFICER (O.S.)

Hu-uh-left... Left-right-left...

THE CAMERA ARRIVES AT CAESAR, who stirs, his eyes opening as the SINGING CONTINUES. PUSH IN on Caesar, confused, as apes around him start to wake up as well, a palpable anxiety spreading... he looks at Ape Elder who shakes his head, grim.

Caesar turns at the building sound of at least THREE HUNDRED SOLDIERS MARCHING in formation outside the APE PENS; he rises, anxiously scans the rigid faces, intensity burning in their eyes as they march past the frightened, caged apes.

As the SINGING STOPS, the soldiers abruptly halt, turning about face, eyes fixed upward; Caesar follows the gazes to --

THE EMPTY WARDEN'S TOWER BALCONY

the "AΩ" FLAG waving just below it. Chilled, Caesar watches as the soldiers all hold in fervent SALUTE, and the X.O. cries out, leading a MARINES-STYLE CALL-AND-RESPONSE:

(CONTINUED)

CONTINUED:

EXECUTIVE OFFICER (CONT'D)

Blood...!

SOLDIERS

MAKES THE GRASS GROW!!

EXECUTIVE OFFICER

We...!

SOLDIERS

MAKE THE BLOOD FLOW!!

EXECUTIVE OFFICER

We are the beginning...!

SOLDIERS

AND THE END!!

Caesar stares, unnerved, as the Soldiers' call-and-response crescendos in OMINOUS CHANTS OF "OO-RAH!" as they gaze up at the tower, where finally... THE COLONEL SLOWLY EMERGES; he's shirtless, despite the cold, not fully dressed yet -- he stares down at the assembled troops, casually shaving the back of his head with a straight razor as chants ROAR below.

A shrill chorus of ARMY WHISTLES suddenly breaks out --

Caesar quickly turns to see the soldiers moving for the pens; as the doors unlock, ARMED SOLDIERS enter and Red and the TURNCOATS storm in, forcing the lines of chained apes to their feet and into the yard with WHIPS -- it's terrifying.

CLOSE ON THE COLONEL

watching the brutality; he stops shaving a moment, calmly pulls a FLASK from his hip, and takes a slow drink; then he disappears into the tower again.

CUT TO:

CAESAR

MARCHING gravely with hordes of apes across the snowy yard... ARMED SOLDIERS pace menacingly atop FUEL TANKER RAILCARS along the side of the camp, keeping watch over the prisoners. Caesar slows, suddenly struck by what's LOOMING up ahead --

THE EXTREMELY HIGH BARRIER WALL

that seals in the front of the camp; it's unlike anything we've ever seen. Part of it is man-made, cracked slabs of weathered concrete erected side by side years ago; but a vast section, growing right out of the original wall, is ape-made.

(CONTINUED)

CONTINUED:

Massive tree-trunks have been fastened in a primitive but elaborate framework, into which huge stones are being set, one by one. The apes have been rebuilding the crumbling wall.

As Caesar moves closer, his eyes are drawn to an old slab of cement, still standing in the midst of the ape construction. On it, "AQ" is painted in HUGE BLOOD RED GRAFFITI SCRAWL; next to this drip the words: "HUMANITY'S LAST STAND". Caesar stares at the words, chilled... as we CUT TO:

EXT. THE WALL - DAY

Caesar labors, just another slave in the sea of apes passing brutally heavy boulders to be laid into the growing wall, as Soldiers keep GUNS trained on them. Caesar squints out at even more apes perched dangerously on the rock shelf above the tanker cars, quarrying for the stones.

Beside him, Lake heaves another boulder; Caesar peers past her at the apes around them; they look WEARY, GAUNT; on the framework above, EXHAUSTED apes -- Ape Elder among them -- battle to lift boulders on ropes. Lake sees the anguish on Caesar's face as he takes in the suffering, she signs:

LAKE

[We haven't had food or water since we got here...]

Stunned, anger fills his face; he glares up at the structure:

CAESAR

[Why do they need a wall...?]

Lake looks back at him, shaking her head: I don't know -- when Caesar sees --

THE COLONEL arriving at the work site; his Soldiers nervously address him as his eyes roam the wall, surveying the progress -- then fix on Caesar -- when suddenly a SOLDIER CRIES OUT:

BOYLE (O.S.)

HEY! HEY!

The Colonel turns to the commotion -- Caesar turns too -- to find Ape Elder struggling high up on the framework, dizzy with fatigue, losing grip on his rope as Soldiers and Turncoat Apes watch with alarm from below --

-- when he COLLAPSES, the rope ripping from his fingers -- the rock CRASHES into the framing, KNOCKING DOWN a big section of the stone wall in a violent chain reaction!

(CONTINUED)

CONTINUED:

Furious, Boyle spins to one of the Turncoats -- Red. Caesar watches as he orders Red to punish Ape Elder; Red and the other turncoats pull the feeble ape from the rubble and drag him into the yard, in full sight of the Colonel, where Red dutifully begins to WHIP the old ape...!

Startled, Caesar looks at the Colonel, who watches the beating, unmoved -- then back to the helpless old chimp --

ON CAESAR

as he steps slowly forward in horror, pained by the excruciating sight -- the apes in his line follow, affected too... Caesar pulls himself up onto one of the tree trunks in the framework, stepping into a CLOSE UP, his rage starting to boil... until finally, unable to bear it, he ERUPTS:

CAESAR

LEAVE HIM!!!

Heads turn, everyone stopping dead in their tracks as CAESAR'S BOOMING VOICE ECHOES across the yard... Even Red goes still, turning with the others to SEE --

CAESAR UP ON THE FRAMEWORK

GLARING back defiantly; then, he turns slowly to the Colonel, fury in his eyes, no concern for his own safety...

For a moment, the yard is suspended in TOTAL SILENCE as Caesar and the Colonel lock eyes -- when, one by one, the APES START TO CHANT...

Low and guttural at first... then RISING INTO A DEAFENING CHORUS OF REBELLIOUS HOOTS AND SHRIEKS -- as they defiantly DROP THE STONES AND TOOLS to the ground!

Surprised, Caesar turns... stunned by what he has started... he peers around at the apes, to find them all gazing at him in solidarity as they chant...

CLOSE ON APE ELDER still on his knees, clutching his wounds, watching in awe as the protest reaches a fever pitch...

The Soldiers are at a loss as to how to restore order -- they turn to the Colonel who just stares ominously at Caesar...

Eyes fearfully on the Colonel, a SOLDIER FRANTICALLY GESTURES across the chaos to Red and the Turncoats: get him!

CAESAR

(CONTINUED)

CONTINUED: (2)

turns as Turncoats and Soldiers approach (Preacher among them); unafraid, Caesar steps down to meet them -- his chain gang CHANTING protectively -- when the Turncoats GRAB Caesar! The Soldiers anxiously hold the others in check with their weapons -- as the roar of the crowd grows even LOUDER --

Caesar glares as Preacher nervously unclips his keys from his belt, tosses them to Red, who unshackles him...

THE COLONEL

watches as Caesar is marched into the yard, and thrust onto his knees beside Ape Elder. The Colonel considers Caesar; then, eyes still on him, gestures calmly to the Turncoats --

The Turncoats tighten their grip on Caesar's arms -- and Red suddenly WHIPS Caesar's back with a VICIOUS SNAP!

The APES' CHANTING SUDDENLY FALTERS as --

Caesar WINCES -- but he refuses to break eye-contact with the Colonel, who stares back, a battle of wills...

The Colonel nods; and Red LASHES Caesar again!

Spirits broken, the apes go SILENT; beside Caesar, Ape Elder drops his eyes.

Red looks to the Colonel, lowering his switch -- but the Colonel's eyes remain fixed on Caesar's, the two leaders just staring at each other, neither giving in...

And then the Colonel NODS to Red again. Surprised, Red hesitates -- then, LASHES Caesar once more, the CRACK echoing through the silent camp. The Colonel coldly nods again; even Red is shaken by the Colonel's relentlessness. Red slowly lifts his whip again -- and --

WHAP! Caesar finally DROPS HIS HEAD, broken by the pain. GASPS ripple through the apes. The Colonel nods to the Turncoats, who release Caesar; he crumples to the ground.

THE COLONEL

...Ok. Back to work.

The SOLDIERS YELL for the apes to get back to work; but the apes just stare at Caesar, worried, as he lies on the ground.

Caesar finally lifts his head, his face now smeared in MUD; he looks at the apes, then glowers back at the Colonel, fiercely gritting his teeth:

(CONTINUED)

CONTINUED: (3)

CAESAR
Apes need food. Water.

The Colonel glances at the apes, then back at Caesar:

THE COLONEL
Please. Tell them to work.

CAESAR
(simmering)
Give them food and wat--

-- without warning the Colonel suddenly pulls his sidearm and shoots Ape Elder dead right beside Caesar, then immediately places the gun against Caesar's temple -- the speed and efficiency of the action is utterly chilling.

Caesar gapes in shock as terror ripples through the apes.

THE COLONEL
(an eerie calm)
Tell them.

Caesar stares silently at him, unflinching, trembling with rage -- as the Colonel SLOWLY COUNTS DOWN:

THE COLONEL (CONT'D)
Five... Four...

He tightens his finger on the trigger; but Caesar remains stoic, willing to die...

THE COLONEL (CONT'D)
Three... Two...

And suddenly an APE by the wall quickly reaches out and picks up one of the boulders, desperate to save Caesar's life --

It's LAKE. The Colonel pauses at the sight, gun still raised... Caesar turns to see her, surprised...

And then ANOTHER APE picks up a boulder. Then another... Caesar watches, distraught, as more and more apes pick up stones and tools. The Colonel finally lowers his gun. Caesar glares back at him bitterly.

THE COLONEL (CONT'D)
(turns to Red)
String him up, donkey.

And the Colonel heads off; Preacher stares down at Caesar with pity as Red moves in... CUT TO:

A HIGH-ANGLE BINOCULAR POV OF CAESAR BEING TIED TO AN X

The X has been erected atop a platform on the tracks in the center of the yard, for all to see; Red binds him up as Preacher stands guard... As the POV starts to drop, REVEAL --

MAURICE - HIDDEN ON A CLIFF'S EDGE

Lowering the binoculars, in utter shock; lying beside him are Rocket and Bad Ape, eyes glued to his expression. Maurice hands Rocket the binoculars to see for himself --

BAD APE
(warning them, fearful)
Bad place...

But the apes ignore him. He turns to the Girl on Maurice's back, looking for anyone who'll listen:

BAD APE (CONT'D)
Bad, bad place.

She just stares at him, blank-faced.

Peering through the glasses, Rocket makes a low anguished grunt. Bad Ape turns anxiously:

BAD APE (CONT'D)
What? What you see...?

THROUGH THE BINOCULARS

Rocket sees Caesar on the X, face covered in mud; the POV WHIPS to the MASSES OF CHAINED APES at the wall.

ROCKET sets the glasses down, turns to Maurice, overwhelmed:

ROCKET
[Must save them! But how?]

MAURICE
[Must think! What would Caesar do?]

BAD APE
Oh no!

They look over to see Bad Ape squinting into the binoculars --

BAD APE (CONT'D)
(horrified)
Why so small?

(CONTINUED)

CONTINUED:

He lowers the glasses to look at them, appalled. They just stare at him. Then Rocket reaches out and flips the binoculars the right way around, hands them back. Bad Ape looks at him, confused. He peers through again.

BAD APE (CONT'D)
 (finally seeing the crisis
 below)
 Ohhhh...

ON THE PLATFORM

Red finishes roughly binding Caesar, who looks haggard.

PREACHER
 Alright -- that's good.

Red turns. Preacher jerks his head: go. Red takes a last menacing look at Caesar, then starts down the platform. Preacher watches him go... then turns back to Caesar; he hesitates... then lowers his voice, hurriedly confiding:

PREACHER (CONT'D)
 Look, I owe you one, so let me set you straight here, ok? I think he respects you, he does... that's why you're still alive. But believe me, he can do a lot worse than this. I've seen it.
 (haunted, almost a whisper)
 You do not want to agitate the man.
 Understand? So just...

He gestures with his hand: back off. Disturbed, Caesar holds his gaze; then watches as Preacher descends the platform...

CUT TO:

BEHIND CAESAR HANGING LIMPLY ON THE X - NIGHT

We're looking out past Caesar over the camp, as exhausted apes are herded away from the wall, the work day over... A diesel GENERATOR COUGHS to life, HARSH LIGHTS blinking on.

Caesar squints into the glare, weary -- when the SOUND OF SOLDIERS makes him look below -- at a group approaching from the rear of the camp, rolling ominous-looking ARTILLERY; suddenly concerned, he watches them head toward the apes...

...the fraught apes look alarmed as they see the weapons and Soldiers coming their way -- then Caesar discovers even more Soldiers with MASSIVE MACHINE GUNS by the wall. Unnerved, he sees them hoisting the guns up to the sentry towers... where others position them on tripods; but then Caesar NOTICES --

(CONTINUED)

CONTINUED:

All the weapons are POINTED OUTWARD, BEYOND THE CAMP...

Caesar is relieved; he stares at the weapons, perplexed -- when he hears FOOTSTEPS; he turns to see --

RED climbing the platform toward him, gripping a long MACHETE with a look of cruel satisfaction... Startled, Caesar tenses; he peers around anxiously to FIND --

THE COLONEL eerily watching from the warden tower window...

Chilled, Caesar turns back, bracing for the worst, as Red stops before him... He looks at the knife, then meets Red's cold gaze. Steeling himself, he hardens, his voice hoarse:

CAESAR

What did the Colonel promise you? You really think he will let you live... after we are gone?

Red just stares, contempt in his eyes.

CAESAR (CONT'D)

No matter what you do... you'll never be one of them.

(then)

You let them call you "donkey"... You are ape.

Red raises his knife, examining it in his hands; he runs his fingers along the edge... Then looks at Caesar, sneers:

RED

Koba right. You think you know better... than rest of apes. But look you now.
(his expression darkens)
You nothing.

Red SUDDENLY LIFTS THE MACHETE -- Caesar's eyes widen as RED SWINGS DOWN AT HIM VICIOUSLY -- THWAP!!! THE BLADE SINKS INTO THE WOOD, AN INCH FROM CAESAR'S WRIST, HACKING THROUGH THE ROPE -- ! Caesar turns to Red in shock, as his arm is set free.

RED (CONT'D)

(menacing, quiet)

Kerna... want see you.

Caesar looks back up at the tower window where the Colonel remains staring a moment longer; then turns, and disappears.

CUT TO:

BLACKNESS

Then a DOOR IS OPENED, REVEALING -- we are --

INT. WARDEN'S TOWER - NIGHT

The Colonel stands with his back to us, leaning on a map-covered table in the former window-lined control center, smoke rises from sage and grass smudge burning in a tin bowl.

CAESAR, PREACHER AND RED ENTER

approaching the Colonel, who still doesn't acknowledge them; as searchlights outside sweep through, Caesar catches a brief glimpse of a room just off the control center -- it looks almost like a sanctum; light passes over APE SKULLS... the word "HISTORY" scrawled on a wall... then the room goes dark again. Caesar looks unsettled -- his gaze returning to the Colonel, and noticing for the first time painful looking BRAND SCARS on the back of his hands: one Alpha, one Omega.

The Colonel finally speaks, eyes still on the map:

THE COLONEL

Interfere with the work again, and I'll begin slaughtering the apes, one by one. Understand? I need that wall.

He looks up coldly at Caesar, then nods at Preacher: that's all -- they start to lead Caesar out, but he won't go yet --

CAESAR

Apes... need food... water.

THE COLONEL

(eyes on the map)
They'll get food and water when they finish the work.

CAESAR

Give them food and water... or they will not be able to finish.

The Colonel looks up, amused by Caesar's audacity.

THE COLONEL

You know you're very emotional.
(then)
What makes you think you're in a position to make demands?

Caesar doesn't reply. The Colonel turns back to the map -- Preacher nervously tugs again on Caesar's chain --

(CONTINUED)

CONTINUED:

PREACHER

C'mon --

But Caesar stands firm, eyes fixed on the Colonel:

CAESAR

The soldiers who are coming here... are
not coming to join you, are they?

The Colonel slowly looks up, smiles, suddenly intrigued -- as
Red warily tightens his grip on Caesar's chain...

CAESAR (CONT'D)

I saw men outside by the wall...
preparing for battle...

The Colonel studies him, surprised:

THE COLONEL

I was told you were smart, but... that's
impressive.

He stares at Caesar a moment; then finally:

THE COLONEL (CONT'D)

No. They won't be joining me.

CAESAR

They are against you?

THE COLONEL

They... fear me.

CAESAR

Why...?

The Colonel just looks at him, silent.

CAESAR (CONT'D)

Because you kill your own men?

Preacher tenses; The Colonel holds Caesar's gaze, stunned...

CAESAR (CONT'D)

We found bodies.

(then)

Something wrong... with these men.

The Colonel shakes his head in awe:

THE COLONEL

Jesus Christ... you are impressive.

(then, almost enjoying this)

(MORE)

(CONTINUED)

CONTINUED: (2)

THE COLONEL (CONT'D)

Well, you paint quite a picture. What you must think of me.

CAESAR

I think... you have no mercy.

The Colonel goes still, a deep nerve struck. He DARKENS:

THE COLONEL

You came here to kill me. Were you going to show me mercy?

CAESAR

I showed you mercy... when I spared your men. I offered you peace. And you killed my family.

THE COLONEL

(low, with contempt)

Mercy. Do you have any idea what your mercy would do to us?

Caesar stares warily, confused by the simmering rage he seems to have provoked in the Colonel.

THE COLONEL (CONT'D)

You're much stronger than we are. And you're smart as hell. No matter what you say, you'd eventually replace us, that's the law of Nature. The irony is, we created you. We tried to defy Nature, bend it to our will. And Nature's been punishing us for our arrogance ever since. Testing us. Even now.

Caesar searches the Colonel's ominous expression... Then:

THE COLONEL (CONT'D)

Ten months ago, we sent out recon units to look for your base. They found nothing. My own son was a soldier with one of the groups. One day he suddenly stopped speaking. He became... primitive. Like an animal. They contacted me, said they thought he lost his mind, that the war was too much for him. But then the man caring for him stopped speaking too. Their medic had a theory, before he stopped speaking. That the virus that almost wiped us out -- the virus every human survivor still carries -- had suddenly changed... Mutated.

(peers at Caesar)

(MORE)

(CONTINUED)

CONTINUED: (3)

THE COLONEL (CONT'D)

And if it spread, it would destroy humanity for good this time. Not by killing us... but by robbing us of the things that make us human. Our speech, our higher thinking... It would turn us into beasts... not unlike what you all used to be. You talk about mercy...? What would you have done?

Caesar stares back, unnerved, challenged... he has no answer.

THE COLONEL (CONT'D)

Well, it was a moment of clarity for me. I realized I would have to sacrifice my only son, so that humanity could be saved. I held that gun in my hand, and I pointed it at my only child.

(emotion in his eyes as he remembers)

He looked at me with trust in his eyes, all he had left in his primitive gaze. And I pulled the trigger. It purified me. It made my purpose clear.

His eyes finally return to Caesar's, who looks stunned.

THE COLONEL (CONT'D)

I gave orders to kill the other infected, all of them, and anyone who might've been in direct contact, even if they showed no symptoms. We burned their belongings, anything that might spread contamination. Some of the men questioned my judgment. I was asking them to do what I had done: to sacrifice their families... their friends. They refused. So I had them killed too.

(growing darker)

Others with children deserted into the woods. One of those cowards fled to my superiors up north. They sent officers down to restrain me. They tried to convince me this plague could be dealt with medically, that up there they were already looking for a cure. That's when I realized: they had learned nothing from our past.

CAESAR

(harrowed)

You killed them too...?

(CONTINUED)

CONTINUED: (4)

THE COLONEL
What did I do, Preacher?

PREACHER
(a beat, quietly)
You severed their heads, sir.

THE COLONEL
Except for the one I spared, so he could
return to deliver a message: if they
wanted to relieve me of my command,
they'd have to meet me here, and do it
themselves.

Caesar stares, his eyes questioning what the Colonel means --

THE COLONEL (CONT'D)
This place used to be a weapons depot.
They turned it into a relocation camp
when the crisis was just beginning. But
the weapons are all still here, inside
that mountain.

(a beat)
This is a holy war. All of human history
has led to this moment. And if we lose,
we'll be the last of our kind. It will
be a planet of apes. And we'll become
your cattle.

Caesar just stares, unsettled; they hold each other's eyes...

THE COLONEL (CONT'D)
Look at you. You think I'm sick, don't
you.

CAESAR
How many... will be coming?

THE COLONEL
Probably all of them. Don't get any
ideas -- only thing they fear more than
me is you apes. They never questioned my
methods when it came to you.

He moves closer, looking at Caesar's face, his tone quieter:

THE COLONEL (CONT'D)
I didn't mean to kill your son...

Caesar remains totally still as the Colonel studies him...
The Colonel's nearness is almost too much to bear...

(CONTINUED)

CONTINUED: (5)

THE COLONEL (CONT'D)
 (leaning in even closer)
 But if his destiny was to inherit your
 unholy kingdom... then I'm glad I did.

A sudden rage surges behind Caesar's eyes -- HE LUNGES -- !
 The Colonel LEAPS BACKWARD -- Caesar's fingers GROPING FOR
 HIS THROAT as he SCRAMBLES out of reach JUST IN TIME -- Red
 SUDDENLY SEIZES CAESAR'S CHAIN -- WRENCHING CAESAR BACK HARD!

The Colonel HITS the floor, FLASK tumbling from his jacket --
 Panicked, FURIOUSLY LEVELS HIS CROSSBOW -- SCREAMING --

PREACHER
HEY -- HEY-HEY-HEY!!!

CAESAR SEETHES, raging in vain against the restraint --

In shock, the Colonel gathers himself, picks up the flask,
 self-consciously pocketing it as he stands, backing away --
 he touches the side of his neck to find Caesar nicked him.
 He looks at the BLOOD on his fingers with a rush, smiling
 breathlessly as Caesar strains, CHOKING in Red's grasp:

THE COLONEL
 So emotional!

The Colonel watches, smile fading as Caesar finally relents:

THE COLONEL (CONT'D)
 I can see how conflicted you are. You're
 confused in your purpose. You're angry
 at me because of something I did that was
 an act of war. But you're taking this
 all much too personally.

Preacher watches as The Colonel steps forward, venturing
 closer to Caesar, seemingly unconcerned for his safety...

PREACHER
 ...sir --

The Colonel holds up his hand to silence Preacher as he stops
right in front of Caesar again, eye to eye... Caesar burns,
 tortured by the agonizing effort to restrain his rage...

THE COLONEL
 What do you think my men would've done to
 your apes... if you had killed me?

Caesar looks up at the Colonel. The Colonel holds Caesar's
 angry stare as he starts slowly forward:

(CONTINUED)

CONTINUED: (6)

THE COLONEL (CONT'D)
Or is killing me more important...?

The Colonel lingers tauntingly... finally, he turns to Preacher -- and as Preacher and Red move in, we --

CUT TO:

PREACHER AND RED MARCHING CAESAR OUT OF THE DEPOT - NIGHT

They head for the yard -- Preacher utters quietly, shaken:

PREACHER
Didn't I tell you not to agitate him?
That was not smart, man...

Caesar glances at Preacher, then at Red behind them; he turns forward, speaks softly to Preacher, a hint of sympathy:

CAESAR
If this battle is coming... you should
leave, while you still can.

Preacher turns to him; then abruptly stops:

PREACHER
Leave? What are you talking about?

CAESAR
You are not like him.

Preacher looks at Caesar, taken aback -- maybe even offended:

PREACHER
He was right, you do think he's sick,
don't you? You're just like them. He's
not crazy. The world's gone crazy. And
he's the only one with the vision to get
us through this. The Colonel's a great
man. He sacrificed everything for us.
You can't judge him. Who are you to
judge him?

(darkening)

I was trying to give you a heads up, keep
you out of his way, I don't even know
why. But if you think you and I have
some kind of relationship -- that you're
gonna give me, what, advice? You can
disavow yourself of that notion right
fucking now.

Caesar is stunned. Preacher raises his crossbow:

(CONTINUED)

CONTINUED:

PREACHER (CONT'D)
C'mon, kong.

He glances back, nodding to Red O.S., and we --

CUT TO:

HAND-HELD BINOCULAR POV AS RED SHOVES CAESAR FORWARD

Snow drifts down around them as they march Caesar through the yard, past the soldiers' barracks, LIGHTS inside GOING OUT one by one... REVEAL --

ON THE CLIFFS JUST ABOVE THE CAMP - NIGHT

Concealed behind boulders, Rocket LOWERING THE BINOCULARS, gravely SCOPING OUT the camp -- as Maurice, the Girl on his back, and Bad Ape arrive next to him, climbing down rocks.

MAURICE
(worried)
[How is he?]

Rocket shakes his head: not good. He rises, waves for them to follow him further down the mountain. They start to go...

EXT. YARD - NEAR THE PENS - NIGHT

Caesar waits grimly at the base of the platform, as Red unshackles his hands; Preacher stands guard, the X looming.

Caesar looks up to discover APES gathered at the bars of their pen, unseen by Red and Preacher, whose backs are to them. Their starved faces are etched with worry for Caesar. He softens, eyes settling on Lake's gentle gaze as Red continues to unshackle him. Concern fills Lake's eyes:

LAKE
[You look weary.]

Caesar looks back at her, then peers out at the MASS OF DISPIRITED APE FACES. Determination sets in; he steals a look at his captors, then signs discreetly to the apes:

CAESAR
[Do not lose hope... Some way, somehow,
we will finish the journey to our new
home. I will find a way to get us out of
here.]

The Apes return moved stares -- when Red hands Preacher back the key, and Preacher nods for Caesar to climb the platform.

(CONTINUED)

CONTINUED:

Lake and the others watch as Caesar, weakened, takes an exhausted step -- and suddenly STUMBLES, knocking into Preacher -- who shoves him back, startled --

PREACHER

Get off!

The Apes look scared for Caesar as Red yanks him down.

Recovering, Caesar lifts his head, glancing meaningfully back at Lake, then rises to his feet...

Confused, Lake watches as Caesar continues up the steps -- when she notices CAESAR'S HAND slipping behind his back -- as the hand subtly opens, Lake suddenly SEES Caesar is carefully showing her something --

Preacher's shackle key is now concealed in Caesar's palm, its small key ring looped slyly around his middle finger.

Lake can't believe her eyes; with dawning hope she turns, points it out to the others -- their eyes widen, excitement spreading as they watch him ascend the platform...

EXT. SNOWY CANYON FLOOR OUTSIDE THE PRISON WALL - LATE NIGHT

Rocket leads as the group sneaks along the base of the wall. They arrive at a spot where the wall has come down, steal a look around the edge, peering into the camp...

...to see the apes in their pens, Caesar on the X, and between here and there, SOLDIERS on duty --

-- when suddenly they hear the sound of HOOVES approaching -- as a SOLDIER ON HORSEBACK exits the front gate on patrol, heading their way -- !

Panicked, THEY DASH ACROSS THE EXPANSE, heading for an OUTCROPPING OF LARGE ROCKS a hundred feet from the wall --

BEHIND THE ROCKS

The group quickly climbs up, ducking for cover. Rocket and Maurice urgently confer, peeking out from behind the rocks at the camp in the distance:

MAURICE

[How will we get in? Humans everywhere.]

ROCKET

(undeterred)

[Must get in somehow...]

(CONTINUED)

CONTINUED:

On pins and needles, Bad Ape watches them raptly, trying to interpret their sign language; he sees the repeated two-finger-pointing sign for "get in", and the implication worries him -- he anxiously taps Maurice on the shoulder --

As Maurice turns, Bad Ape tentatively MIMICS THE "GET IN" SIGN, pointing with his two fingers at the camp:

BAD APE
"In"...? "In"?

Maurice NODS. Bad Ape is immediately alarmed:

BAD APE (CONT'D)
No -- no go in -- !

But they ignore him -- Bad Ape persists with panic, shrinking away from them as he pleads:

BAD APE (CONT'D)
Friends! Friends! No go in -- no go
iiii--

Without warning he ABRUPTLY DROPS STRAIGHT OUT OF SIGHT, disappearing into the ground as it gives way underneath him!

Everyone turns, shocked to see him gone. They scramble to where he just vanished -- surprised to find him hanging by his fingertips on the lip of a VERY DEEP HOLE!

Rocket reaches down, grasps his forearm, pulling him out --

BAD APE (CONT'D)
(overcome with gratitude)
Thank you, friend -- thank you --

But Rocket ignores him, SEEING SOMETHING in the hole.

Rocket gestures to Maurice, who looks down to DISCOVER...

AN OLD ROPE LADDER staked into one of the dirt sides of the hole, disappearing into the void below.

Maurice and Rocket share an intense look, intrigued...

EXT. PRISON CAMP - YARD - SUNRISE

CLOSE ON CAESAR'S HAND, BOUND TO THE X -- we glimpse the key still grasped in his partially open fingers -- when ARMY WHISTLES shriek through the yard; the fingers stir as we --

(CONTINUED)

CONTINUED:

REVEAL Caesar rousing from sleep; he looks frail, almost faint -- his treatment and starvation taking its toll. He peers around, sees the apes being CORRALLED from their pens.

He watches as the FIGURE OF THE COLONEL appears at the Warden Tower window; The Colonel looks down at a SOLDIER awaiting his command. The Colonel nods; the Soldier SIGNALS and --

TROOPS step forward with WHEELBARROWS and HEAVY PAILS.

Caesar watches confused as the troops spread among the apes, scooping out HORSE-FEED and setting down PAILS of WATER.

The apes glance at each other, unsure... when one of them nervously HOLDS OUT HIS HANDS --

A Soldier dumps a mound of the dry grain into his palms, and the starving ape immediately SCARFS IT DOWN.

The other starving apes instantly rush forward with CUPPED HANDS -- as others begin to lift pails, DRINKING THIRSTILY.

AT THE PENS, Lake watches amazed.

She looks up AT US, growing emotional, filled with gratitude:

LAKE
[You saved our lives...]

REVERSE ON CAESAR

Stunned. He turns to see Red ascending the platform with a pail of water. Red pauses before Caesar, turning to The Colonel, who watches, motionless. Red turns back, raising the water pail to Caesar's parched mouth. Still at a loss, Caesar stares at him mistrustfully, but his ravaged body craves sustenance... Finally he parts his lips --

But Red just POURS THE WATER OUT in front of his face, DUMPING IT onto the platform.

Caesar hardens, his bloodshot eyes glaring at Red. He turns to look up at The Colonel, who stands there, still motionless... then steps away, disappearing from view.

CUT TO:

BLACK.

With the SOUND OF DIGGING, a THIN BEAM OF LIGHT streaks out at us through the darkness as STONES TUMBLE FREE; we are --

(CONTINUED)

CONTINUED:

INT. TUNNEL - DAY

Maurice holds the scavenged flashlight as he and Rocket finish clearing RUBBLE; behind them a length of narrow tunnel recedes. They look around at the area they've cleared... to SEE --

SEWAGE TUNNELS leading into darkness. The walls are COVERED IN FADED GRAFFITI. In huge, desperate scrawl they see: "THIS WAY OUT!!!" alongside a spray-painted arrow pointing up.

MAURICE
(turns to Rocket)
[Sick humans must have tried to escape
underground!]

Rocket nods and as they start to explore deeper, we CUT TO --

ANOTHER ANGLE FAR BEHIND THEM

We see the two apes and the light from their flashlight start to shrink from view -- REVEAL --

BAD APE

watching from the mouth of the tunnel in the hole they found last night. He gazes anxiously as they disappear -- when --

We hear SHRILL, DISTANT WHISTLES blowing -- Bad Ape turns to see -- THE GIRL CLIMBING the rope ladder toward the sound --

Bad Ape rushes to the ladder, calling up to her, alarmed --

BAD APE
No no no -- no climb -- !

But she continues, climbing out the top... Bad Ape clutches his head, torn about what to do; then reluctantly starts up --

AT THE TOP OF THE HOLE

Bad Ape pokes his head up... to find the Girl heading away --

ON THE GIRL

as she heads toward the edge of the rocks, drawn by something she sees in the distance --

BAD APE (O.S.)
No, no! Where you go?!

(CONTINUED)

CONTINUED:

He appears, running after her.. He finds her SQUINTING out at something past the rocks... He follows her stare to ONE OF THE OPENINGS in the massive wall. He whispers to her:

BAD APE (CONT'D)
What? What you see...?

INT. TUNNEL - DAY

Maurice and Rocket head down the tunnel --

ROCKET
[Must be under the camp by now!]

They stop in a cavernous concrete hub where the sewage tunnels converge --

MAURICE
[Wonder how close we are... to where soldiers keep apes?]

He lifts his flashlight to the ceiling; they both look up --

CUT TO:

A LOW ANGLE SHOT ALONG THE PRISON TRAIN TRACKS - DAY

Apes work on the wall in the distance, some HOISTING heavy BM-12 ROCKET LAUNCHERS into place above -- when -- we HEAR a QUIET RUSTLING sound -- which continues as we PULL FOCUS to the train rail in front of us, and begin PUSHING TOWARD IT...

As we clear over the rail, we TIP DOWN to see the BALLAST GRAVEL under the tracks STARTING TO MOVE... The stones SHUDDER, and suddenly begin to FUNNEL DOWNWARD as we CUT TO --

THE TUNNEL BELOW

where a RUSH OF GRAVEL showers over Rocket, who stands on Maurice's back as Rocket claws through the earth above them.

DAYLIGHT suddenly peeks in through a TINY HOLE in the surface. Rocket stops digging; he glances down at Maurice, then carefully presses his eye to the hole...

ROCKET'S POV UP THROUGH HOLE

Peering up through the train tracks we can see A TALL METAL POLE looming against the winter sky. As we --

CUT WIDE TO THE CAMP ABOVE

The pole is revealed to be a TRAIN SIGNAL SWITCH rising in an exposed area of the yard, Soldiers nearby on either side.

CUT TO:

CAESAR - SEEN THROUGH BINOCULARS - DUSK

He is covered in frost and ice, shivering with hypothermia, very near death...

BAD APE (O.S.)
(quietly distraught)
Ohhhh no, friend...

REVEAL BAD APE - STILL AT THE EDGE OF THE ROCKY OUTCROPPING

lowering the binoculars -- he turns to the girl to share the bad news --

BAD APE (CONT'D)

He --

when he sees

THE GIRL

already starting to walk away toward the camp!

BAD APE
(urgent whisper)

No!

He creeps out from behind the rocks after her -- FRANTICALLY WHISPERING:

BAD APE (CONT'D)

No no no... no no no...

She pauses, peering up for a moment at the immense wall. Then she looks back over her shoulder at Bad Ape -- he WAVES FOR HER TO COME BACK, NODDING desperately...

CUT TO:

CAESAR ON THE X - NIGHT

His head bowed, fading even more now, shaking, his lips cracked, his skin frostbitten and turning blue. He looks as if he might die any second... It is eerily quiet now.

(CONTINUED)

CONTINUED:

A SHADOW passes over him... And then, a PAIR OF APE HANDS reach slowly into frame, gently cradling Caesar's face...

CAESAR'S EYES FLUTTER OPEN, struggling to see; he looks up at the Ape, its face OUT OF FOCUS, haloed by the camp's lights.

As the Ape's head nears, blocking the light, its face comes into view: it is KOBA, staring down at Caesar tenderly. Caesar's eyes widen, bewildered; he's breathless:

CAESAR

Koba...

Koba leans in toward Caesar, gazing into his eyes... then moves even closer, pressing his lips to Caesar's ear:

KOBA

(a comforting whisper)

Sleep...

Fighting exhaustion, Caesar pulls back, struggling to resist.

KOBA (CONT'D)

Let go...

(glances toward the apes)

You cannot save them... They will all die here...

Caesar follows his gaze, then looks back at Koba, stricken:

CAESAR

No...

KOBA (O.S.)

Yes... Join me...

Caesar starts to shut his eyes, devastated -- when a BLINDING FLASH startles him -- he squints back up as a MACHETE swings through the air overhead -- the blade HACKS into the rope binding his wrist with a LOUD THWACK!

Completely disoriented, Caesar looks back at the Ape beside him again, realizing now it is RED. He looks past him to see The Colonel and Preacher too -- as Red cuts the rope around his other hand, Caesar finally COLLAPSES.

THE COLONEL

If he's still alive in the morning, he goes back to work or you shoot him.

(then)

Keep him separate from the others.

(CONTINUED)

CONTINUED: (2)

Preacher nods; as Caesar sees Red moving for him, he uses his last bit of strength to close his fist around the key...

EXT. ROCK-OUTCROPPING - TOP OF THE HOLE - NIGHT

Rocket and Maurice clamber urgently out behind Bad Ape, who stops at the edge of the rocks -- pointing frantically with two fingers again and again at the opening in the barrier wall -- trying to sign:

BAD APE
IN! She go IN!

Stunned, Maurice and Rocket slowly turn to the camp; and we --

CUT TO:

HIGH ANGLE OVER THE WALL

As Soldiers work busily in the towers and all along the wall securing artillery -- we see the Girl walking right through the open front gate directly below, totally unnoticed...

EXT. CAESAR'S SMALL CAGE - UNDER A GUARD TOWER - NIGHT

PUSHING SLOWLY IN on Caesar through the bars...

He lies on his stomach, face to the ground. As the CAMERA stops, a small blurry FORM steps to the edge of frame...

REVEAL THE GIRL

Standing in front of the cage, staring down at Caesar sadly. After a moment, she fishes into the pocket of her bulky parka, and pulls out her RAG DOLL. She stretches her arm through the bars, straining toward Caesar... GENTLY TOSSING the doll toward him.

Dazed, Caesar slowly lifts his head, confused... and discovers the doll next to him on the ground.

He looks up... to see the Girl staring down with concern.

She holds his gaze; then lifts her tiny hand and tentatively slides her finger along her neck -- the sign Maurice was trying to teach her for:

THE GIRL
[Thirsty...?]

Caesar looks at her, stunned. And touched. And then --

(CONTINUED)

CONTINUED:

The Girl abruptly turns and walks off. Caesar cranes his head, worried for her... unable to see where she's gone... when she suddenly returns, lugging a pail of water in both hands. She raises the pail, holds it to the bars.

Caesar lifts himself, pressing his face to the bars... and she tilts the pail, gently spilling water into his mouth. As Caesar thirstily guzzles, the Girl removes one hand from the pail, touching the side of his face --

QUIET APE GRUNTS echo from the yard. The Girl turns to see --

A LARGE GROUP OF APES pressed to the bars of their pen, watching her and Caesar. A few silently wave her over...

CUT TO:

AN EXTREME WIDE SHOT OF THE YARD

As the Girl crosses from Caesar's cage to the Apes' pen, oblivious to the potential danger around her... REVEAL:

MAURICE, ROCKET, AND BAD APE

watching anxiously, their three faces huddled together in the shadows, peering around the edge of the giant front gate...

CUT BACK TO:

CAESAR

gazing nervously through the bars at the Girl, who stands at the Apes' pen, her back to us; she seems engaged in some transaction with them, the Apes all trying to get near her --

Caesar's eyes dart tensely around at GUARDS ON PATROL in the distance, unaware of her presence, but for how long...?

Finally, the Girl turns and heads toward Caesar, CRADLING SOMETHING IN HER ARMS. Caesar watches curiously as she steps up to his cage. He glances at the APES IN THEIR PEN to find them all watching expectantly...

Caesar turns back to the Girl; she leans forward carefully, as if about to spill the contents from her arms -- puzzled, Caesar reaches his hands out to catch whatever it is -- AND A LONG STREAM OF GRAIN RUSHES INTO HIS PALMS.

Surprised, Caesar looks up at her... then out at the Apes in the pen, their eyes all still on him. One of them raises his hands, quietly pressing his fists together, SIGNING proudly:

(CONTINUED)

CONTINUED:

APE
[Apes together strong.]

A wave of emotion floods Caesar's face; and then he sees other Apes silently raising their fists too... Caesar is completely overcome as each and every one of them joins in.

A smile slowly surfaces on Caesar's face; you can almost see his strength returning...

The Girl follows Caesar's gaze to the Apes and their up-stretched hands; then turns back to Caesar. She uncertainly raises her fists together too... smiling, proud of herself.

MAURICE, ROCKET, AND BAD APE

watch from behind the gate, affected by the sight -- when they spot something the apes and the Girl cannot yet see --

THE COLONEL AND SOME OF THE OFFICERS IN THE DISTANCE

deep in conference, walking in the direction of the pens...!

MAURICE AND ROCKET exchange terrified looks --

MAURICE
[If humans see her, they will kill
her...]

CUT TO:

ON CAESAR AND THE GIRL

as they SPIN, startled -- suddenly seeing the Colonel and troops stepping into view ten feet away -- when -- a sudden COMMOTION in the distance grabs their attention --

Caesar grunts urgently to the Girl, nodding for her to hide -- she presses quickly behind one of the guard tower legs -- just as the Colonel and troops stop in the path right before Caesar's cage, still gazing off at the disturbance...

Caesar follows their looks to SEE --

A SQUAD OF FIVE SOLDIERS, guns-drawn, amped up, shouting at AN UNSEEN INTRUDER... As they approach, prodding with their weapons, Caesar discovers the intruder is --

ROCKET. He marches slowly, chin-raised defiantly.

Caesar watches in shock as Rocket is brought toward the waiting Colonel... who slowly turns and looks suspiciously at Caesar -- unaware of the Girl just behind the tower leg...

(CONTINUED)

CONTINUED:

As Rocket arrives at gunpoint, the Colonel gestures to Red. Red and Rocket exchange hard stares; Red moves to restrain Rocket's arms -- but ROCKET SUDDENLY RESISTS, thrashing into Red, HEAD-BUTTING HIM -- Red stumbles, clutching his head, stunned... then LAUNCHES furiously back at Rocket!

The two apes begin VICIOUSLY WRESTLING as the SOLDIERS WATCH, guns trained; a few LAUGH derisively, amused by the display -- TWO TURNCOATS nervously approach, unsure what to do --

Caesar seizes this momentary distraction -- gestures for the Girl to make a run for it -- SHE DARTS AWAY -- ducking behind the long barracks nearby, streaking toward the wall --

The Colonel peers down annoyed at Red and Rocket; he calmly pulls out his sidearm, points down at them and FIRES -- !

Caesar's head whips around -- as Rocket and Red FREEZE, startled -- a CLOUD OF DIRT kicking up from where the bullet hit the ground beside them...

Red immediately takes the opportunity to get the upper hand, forcing Rocket's face to the ground, pinning him. The Colonel walks closer to Rocket; stares at him a beat...

THE COLONEL

How many are out there? Are there others?

Rocket stays silent, refusing to show even a hint of fear.

THE COLONEL (CONT'D)

(to Soldiers)

Sweep the area.

(turns to Red)

Put him in the pen.

As the Colonel walks off, Red abruptly leaps to his feet, grabbing Rocket by the ankle -- Rocket FLAILS VIOLENTLY as Red drags him across the dirt and ice...

Caesar watches in horror as the turncoats move in, BEATING ROCKET into submission as they HURL him into the pen. One roughly SHACKLES HIM -- as Red delivers a last, VICIOUS KICK, leaving Rocket in a crumpled heap as they exit.

Caesar's stricken eyes remain fixed on Rocket as he struggles to his feet. His face bloodied and bruised, Rocket looks back at Caesar through the bars of their pens -- and to Caesar's surprise, Rocket smiles at him... He SIGNS:

ROCKET

[Feeling better?]

(CONTINUED)

CONTINUED: (2)

Thrown, Caesar looks at him, then manages a slight smile; he nods. Rocket nods back, pleased:

ROCKET (CONT'D)
[Good. Then we can talk about escape.]

He brings his fists together: "Apes together strong." Emotional, Caesar smiles, proud of his friend; as he brings his own fists together...

PRE-LAP -- A LONE HUMAN VOICE SINGING OUT in gospel tones:

EXECUTIVE OFFICER (O.S.)
Hu-uh-left... Left-right-left...

AS WE SLOWLY DISSOLVE TO:

EXT. EPIC WIDE SHOT ABOVE PRISON CAMP - YARD - MORNING

The SOLDIERS MARCH in formation toward the Warden's Tower... as the Apes peer anxiously through the bars of their pens...

The procession comes to a halt, all eyes lifting expectantly to the Colonel's balcony, waiting for him to appear... when the SOUND OF A METAL DOOR suddenly scrapes open -- everyone turns, surprised to see --

THE COLONEL emerging at the base of the tower, right before them. He's in FORMAL DRESS GREENS, MEDALS on his chest, BERET on his head. He moves to the top of the steps, looks out, studying their uncertain faces a pregnant moment...

ON CAESAR, observing from his cage -- his eyes flit warily to Rocket's across the way -- then back to the Colonel... as he finally begins to address his assembled troops; there is something momentous, almost reflective in his tone:

THE COLONEL
For two years we've fought relentlessly against these beasts, and when we are done with them, we will bring an end to their kind. But now we find ourselves on the eve of battle... against our own kind. So you may ask: who is the real enemy, who are we fighting here? And I'll tell you. It's not the apes. It's not the men who are on their way here right now to altercate with us. The battle we've been waging all this time is against ourselves.

(CONTINUED)

CONTINUED:

He watches them as the words sink in, then starts down the steps, walking among them as he continues -- his eyes dart momentarily across the yard, meeting Caesar's:

THE COLONEL (CONT'D)

They say we are inhumane. Indecent. They call us a death squad. But they'll never understand the extent of our sacrifice. How agonizing it has been to do what must be done, even as it tears at our very souls. Because there are times when you must abandon your humanity in the fight to save humanity. All of you have shown the courage to do that... But now we must take that fight to them, or this hellish trial will all have been in vain.

(beat, still walking through the ranks)

We can not fail. We're the last defense. Somewhere in this world there are more survivors. And whether they know it or not, they are counting on us. To show the will to protect them against this new plague. We've seen it here. And it's already spreading up north. If we lose this battle, there'll be nothing to stop it from spreading everywhere. If we lose, in a matter of months, the human race will gasp its last words, and go silent. Just another dumb animal, left to roam a godforsaken world.

He comes to a stop in the Soldier's midst -- Preacher close by, gazing intently -- the Colonel's tone growing intimate:

THE COLONEL (CONT'D)

Most of you are still young men and women. And if we win, years from now, you may be sitting somewhere with your children, your grandchildren... and they'll ask you: what did you do in the greatest war...? And you can tell them, you fought... viciously... for a gentler world.

Preacher looks almost emotional -- the others too -- as the Colonel NODS to the X.O. -- and as WHISTLES SHRIEK -- we:

CUT TO:

THE APE PENS - MOMENTS LATER

CRANE over the apes being forced out into the yard...
FINDING the Colonel now wading through the chaos, Preacher
and Red at his side... as they ARRIVE at CAESAR'S CAGE.

The Colonel pulls out his sidearm, nods to Preacher who
unlocks the cage, opens the door... they all stare in at --

CAESAR, who returns a hard, weary look, making no motion to
exit -- when CH-CHINK -- the Colonel cocks his gun.

Caesar hesitates, then gathers the strength to stand, and
slowly steps out of the cage. The Colonel stares at him,
hard:

THE COLONEL

Send him up to the quarry. Alone.

Red fastens shackles to Caesar's ankles and wrists, and looks
at Preacher, who is searching through his key rings -- he
can't find the shackle key; suddenly nervous, his eyes dart
to the Colonel, as he continues searching in vain...

Impatient, the Colonel calls out to Boyle who's passing by
with the first groups of chained apes --

THE COLONEL (CONT'D)

Boyle! His cuffs.

Boyle heads over, starts to lock Caesar up -- when the
Colonel suddenly sees something... Caesar watches as the
Colonel steps toward the cage, reaches in... and retrieves...
THE GIRL'S DOLL. He stares at it, perplexed:

THE COLONEL (CONT'D)

(turning to Caesar)

What is this...?

But Caesar is silent. The Colonel turns to Preacher --

THE COLONEL (CONT'D)

How did this get in there?

Preacher shakes his head, looking pale:

PREACHER

I really don't know, sir...

The Colonel looks back hard at Caesar; then, finally:

THE COLONEL

Get him to work.

(CONTINUED)

CONTINUED:

The Colonel's stare lingers on Caesar as Red shoves him forward; then the Colonel returns his attention to --

THE RAG DOLL IN HIS HANDS... looking eerily up at him...

EXT. PRISON CAMP - HIGH UP ON THE ROCK QUARRY SHELF - DAY

Caesar labors alone on a dangerously narrow perch, quarrying for heavy stones high above the yard... He looks down as he works, secretly scanning the yard, to FIND --

ROCKET

waiting to be brought out of the pen, chained to a group of other apes; he glances surreptitiously up at Caesar -- Rocket NODS -- as Rocket's group is ordered out --

CAESAR WATCHES for a moment as Rocket's group heads toward the wall -- then he turns quickly to FIND --

LAKE

also looking up at Caesar, waiting with her group by the CHILDREN'S PEN, picking up tools -- she NODS -- and suddenly her group moves out toward the wall too --

CAESAR

turns quickly back to Rocket, whose eyes are fixed on his own feet, COUNTING EACH STEP as his group approaches...

...THE TRAIN SIGNAL SWITCH in the middle of the yard -- the spot where he and Maurice dug up from the tunnel below... As he passes it, Rocket looks up at Caesar -- stealthily signs:

ROCKET

[37.]

Caesar NODS. Then quickly turns back to Lake -- as she too passes the train switch -- she looks up from her feet -- signs to Caesar:

LAKE

[55.]

Caesar NODS -- and immediately begins to climb, pulling himself up to a ledge above -- when -- PING!-PING! -- BULLETS kick off the stones around him! He freezes, looks down at --

SOLDIERS standing guard ATOP THE FUEL TANKER RAILCARS -- one of them lowers his rifle, yells out to Caesar --

(CONTINUED)

CONTINUED:

TANKER GUARD
That's high enough, kong!

Caesar submissively holds up his hands. The soldiers eye him a beat longer as Caesar returns to quarrying... then, coast clear, Caesar peers out at --

The ROCK OUTCROPPING in the distance, outside the camp; he can just make out a DARK FORM behind the boulders -- CUT TO:

HANDHELD BINOCULAR POV OF CAESAR ON THE QUARRY LEDGE

Caesar looking right at us, signing:

CAESAR
 [37 steps to the adult cage... 55 to the children.]

REVEAL MAURICE

lowering the binoculars; he ducks down behind the rocks --

-- where the Girl and Bad Ape await his command.

Maurice points to the Girl, then up at his eyes, looking around -- as if to say, "You, keep a look out." The Girl nods back very seriously, his little soldier.

CUT TO:

THE DUSTY COMPASS

from the airstream trailer. The NEEDLE QUIVERS as the compass sits in a massive ape palm -- we are:

INT. TUNNEL - AT THE CONCRETE-FILLED IMPASSE - DAY

Maurice stares at the compass in his hand as Bad Ape watches, holding the flashlight... finally, Maurice lifts his head, and POINTS TO TWO DIFFERENT SPOTS ALONG THE TUNNEL WALL.

Bad Ape nods eagerly, moves to one of the spots, and STARTS TO DIG tentatively, looking to Maurice for approval; Maurice nods, goes to the other spot, STARTS DIGGING as well.

EXT. HIGH OVER THE CAMP - NIGHT

At gunpoint, apes roll MASSIVE SOPHISTICATED ARTILLERY out of the depot at the base of the mountain, and along the train tracks toward the barrier wall...

AT THE BARRIER WALL

A cluster of POWERFUL GORILLAS struggle to hoist an imposing high-tech RAPIER MISSILE LAUNCHER up to the top of the wall --

REVEAL -- WIDE ON THE NOW COMPLETED WALL -- MORE RAPIER LAUNCHERS BEING POSITIONED BY APES AND SOLDIERS ALL ALONG THE EXPANSE. The display of sheer force is a formidable sight.

ON CAESAR -- WATCHING THE WALL FORTIFICATION

as Red and Preacher march him across the yard amidst masses of weary apes being herded back to the pens; they arrive at --

CAESAR'S CAGE

As Preacher starts to unlock the door, Caesar's gaze shifts to Red, and then to the ANGRY WELT over Red's eye where Rocket head-butted him; Red glowers, self-conscious.

Preacher opens the door, and Red shoves Caesar in. Then Red steps forward to remove the chain leash from Caesar's neck collar, pressing his face menacingly close to Caesar's:

RED

You know Kerna shoot apes tomorrow...
when wall is done.

Caesar's eyes shift briefly to Preacher's, who looks away. Then he turns back to Red:

CAESAR

His wall is madness. It won't save him...
any more than it will save you.

RED

I save myself.

CAESAR

Is there anything left... of you to save?

A brief flash of uncertainty passes over Red as he meets Caesar's piercing eyes... then he musters a final hard stare at Caesar, and turns to go.

CUT TO:

BINOCULAR POV

as the rest of the apes are prodded off the wall, the intimidating fortification now complete; REVEAL --

THE GIRL

Watching from behind the rocks. She lowers the binoculars, blinking out at the camp a beat...

CUT TO:

MOVING WITH THE GIRL THROUGH THE TUNNEL

Eyes wide, she searches for sign of Maurice or Bad Ape... She approaches the cement-filled impasse... finding TWO NEWLY DUG TUNNELS on either side of the blockage. She enters --

ONE OF THE NEW TUNNELS

She heads toward the distant glow of a flashlight up ahead... Arriving behind Maurice, covered in dirt, still digging away.

He stops, noticing her. He looks at her quizzically -- points upward, makes a tentative thumbs up sign -- "everything ok up there?" She nods. He smiles:

MAURICE

[You are very brave.]

She looks at him, confused. He gently repeats the sign:

MAURICE (CONT'D)

[Brave.]

She hesitates, then slowly mimics him:

THE GIRL

[...Brave?]

Maurice nods, proud; the Girl smiles, then signs uncertainly:

THE GIRL (CONT'D)

[Ape?]

Maurice doesn't understand -- she signs again:

THE GIRL (CONT'D)

[Me...? Ape?]

Maurice gets it now; stares back, struggling for an answer:

MAURICE

[You are...]

Then he notices something. He leans forward and reaches out, gently lifting the Chevy NOVA emblem poking out of her jacket pocket. He shows it to her, smiling warmly as he SPEAKS:

(CONTINUED)

CONTINUED:

MAURICE (CONT'D)
 (pointing at her)
Nova.

The Girl (now NOVA) takes the emblem back, staring at it as it glints in her hand; she looks up at Maurice, pleased with her name -- when A GRUNT comes from behind; they turn -- BAD APE stands excitedly at the mouth of their tunnel.

BAD APE
 Come! Come see!

As Maurice and Nova move to join him... we LINGER a beat, PUSHING IN on the spot where Maurice was just digging... a TINY RIVULET OF WATER begins seeping through the dirt...

CUT TO:

THE OTHER NEWLY-DUG TUNNEL

Bad Ape leads them forward as he WHISPERS, watching his feet:

BAD APE
 ...35 ...36 ...37.

He stops and proudly turns, holding out his hands: ta-da!

Nova smiles mutely back at Bad Ape as Maurice looks up from his compass, nods approvingly.

BAD APE (CONT'D)
 (whispers, excited)
 What now?

Maurice surveys the new tunnel, looking up at the ceiling... then gets down on his hands and knees. He looks up at Bad Ape, and pats his own back, gesturing for Bad Ape to climb on. Bad Ape doesn't get it:

BAD APE (CONT'D)
 What.

Maurice points up at the ceiling, then pats his own back again -- and now it dawns on Bad Ape:

BAD APE (CONT'D)
 Ohhh no. No no no...
 (looks to Nova)
 Noooo--

Shaking his head, Bad Ape starts to back away -- when Maurice suddenly GRABS his ankle; Bad Ape goes silent, startled.

(CONTINUED)

CONTINUED:

Maurice lets out a low, surprisingly MENACING GROWL... Bad Ape takes a deep breath; then:

BAD APE (CONT'D)

Ok.

EXT. CAMP - HIGH AND WIDE OVER THE APE PEN - NIGHT

The chained apes are being herded in. A SOLDIER stands inside the pen door, ushering them through, waving his rifle.

CLOSE ON ONE OF THE SOLDIER'S BOOTS pressed into the ice and dirt... when suddenly the TIPS OF APE FINGERS poke up from a tiny hole in the ground below, inches from the man's toes...

Oblivious to the presence of the boot, the fingers continue to widen the hole, clawing away at the earth... WE CUT --

UNDERGROUND

where Bad Ape stands with his hands above his head, his fingers reaching out through the hole. He stops digging for a moment, straining his neck to look up --

THROUGH THE HOLE

horrified to discover the Soldier's boot in front of his face! Bad Ape shrinks back -- when one of the apes amassing above NOTICES him, staring down into the hole, perplexed.

Petrified, Bad Ape holds a finger to his lips --

The ape above suddenly gets it; he nods and holds out a hand, inconspicuously signalling Bad Ape to hang tight -- becoming a look-out... as nearby apes start to notice Bad Ape too...

REVEAL MAURICE

Bad Ape's feet shifting nervously on his shoulders; Maurice looks up uneasily, wondering what's taking so long...

BACK TO BAD APE

Eyes glued on the look-out ape, who still has his hand raised, watching some unseen activity above... Finally, he turns to Bad Ape again, NODS THE OK --

Bad Ape ventures up, PEERING anxiously through the hole to see THE SOLDIER'S BOOTS walking away, LEAVING THE PEN. Once the Soldier's gone, he relaxes a bit, turning to see --

(CONTINUED)

CONTINUED:

APES GATHERED ALL AROUND HIM

staring down into the hole with amazement... at the odd, dirt-coated ape in his toque -- a total stranger to them.

Bad Ape smiles up at the crowd sheepishly -- when another ape roughly presses his way through to the edge of the hole --

IT'S ROCKET. He stares down at Bad Ape, expressionless... and then a big smile spreads across his face. He turns excitedly to the look-out ape:

ROCKET

[This is the ape I told you about.]

They all stare at him again, fascinated. The look-out steps forward, and SIGNS to Bad Ape:

LOOK-OUT

[Thank you.]

But Bad Ape looks up insecurely, not understanding the sign; seeing this, the look-out slowly reaches down into the hole, OFFERING HIS HAND.

Bad Ape regards the hand uncertainly... then CLASPS it, beaming. He stares up at his new friend, then pats his chest with his other hand, bowing his head as he nods, quietly fumbling for a way to introduce himself:

BAD APE

...Bad Ape.
(shaking other apes' hands)
Bad Ape... Bad Ape...

More and more apes jostle to get a look, greeting him warmly, Bad Ape overcome by the affection from this new family.

DOWN BELOW

Maurice peers up at Bad Ape above him, trying to get a look at what's going on -- when -- Nova tugs on his fur. He looks at her, and she points --

DOWN THE TUNNEL

where a SMALL STREAM OF WATER is creeping toward them.

Maurice looks at the ground beneath him as the water starts to pool around his feet; alarmed, he instinctively steps forward to investigate -- forgetting Bad Ape on his shoulders. Bad Ape tumbles to the wet floor, surprised.

(CONTINUED)

CONTINUED:

Maurice spins, realizing; Bad Ape looks at the water around him, confused. As Maurice bends to help him, Bad Ape glances up, seeing something above -- Maurice follows his gaze to --

ROCKET peering over the edge of the hole with concern. His eyes lock on Maurice's, immediately sensing trouble --

ROCKET
[What's wrong?]

CUT TO:

EXT. CAESAR'S CAGE - NIGHT

Caesar waits alone, staring tensely at the apes across the way, all huddled around the hole, backs to us. Rocket suddenly breaks through the crowd to report to Caesar, who has been anxiously awaiting news. Rocket looks grave:

ROCKET
[There's a problem.]

As worry creeps into Caesar's face, we CUT TO --

INT. TUNNEL - IMMEDIATELY

MUD AND WATER GUSH IN through a WIDENING FISSURE in the wall where Maurice had been digging -- Maurice and Bad Ape try desperately to plug the opening with earth and rocks...

EXT. YARD - THE PENS - NIGHT

We hear QUIET APE GRUNTING -- Caesar stands pressed to the bars of his cage looking across to a large group of apes gathered at the edge of their pen, all eyes fixed on Caesar.

CLOSER ON THE PEN

The apes in mid-debate --

ROCKET
[We can't dig any further, it will flood the whole tunnel!]

LAKE
[If we don't dig further, we'll never get to the children! How are we going to get them out?]

A sudden swell of APE GRUNTS echo the sentiment --

Caesar raises a hand to quiet the apes, peering around at the GUARDS PATROLLING THE CAMP to see if the noise alerted them --

(CONTINUED)

CONTINUED:

Rocket and some of the others glance up at THE GUARD TOWER directly above Caesar's cage... where Boyle is leaning suspiciously over the ledge. Boyle listens for a moment -- then, hearing no more commotion, leans back.

The apes all pause warily for a beat; then Lake signs stealthily, worried:

LAKE (CONT'D)

[We have to keep looking down there, see if there's another way to reach the children...]

But Caesar shakes his head, gravely serious:

CAESAR

[We must leave tonight!]

Pained, Caesar turns behind him, glances at the children, all asleep in their pen -- he can see little Cornelius sleeping too -- he turns back to the other, decisive:

CAESAR (CONT'D)

[We'll have to get the children out above ground!]

The apes exchange tense looks; then all look back at Caesar:

ROCKET

[How...?]

EXT. WIDE SHOT OF THE CAMP - LATE NIGHT

The lights in the soldiers' barracks go out, one by one...

UP BY THE GUARD TOWER OVER THE ADULT APE PEN

Boyle steps slowly out onto the catwalk, quietly drinking from a steaming thermos, staring out into the distance --

WHEN SPLAT! He is SUDDENLY PELTED HARD in the back of his head with a handful of what looks like WET MUD from somewhere below. Stunned, he looks at himself, wiping the disgusting muck off: wtf?! He peers furiously over the railing at the pen below --

BOYLE

Hey -- you animals!

SMASH TO:

BOYLE

CHARGING down the tower ladder, heading for the pen! He thrusts his keys into the lock, slides open the door, and enters, shutting it behind him; he raises his gun at the shackled apes who shuffle fearfully out of his way:

BOYLE
Who did that?!

The apes cower, shaking their heads, protesting innocence -- when SPLAT! Another WAD of muck smacks the side of his head!

BOYLE (CONT'D)
SONUVA--!!!

He spins, swinging his rifle -- the chained apes rush out of the way in panic, parting to reveal --

THE CULPRIT. It's Rocket, who stands his ground as he glares back clutching another fistful of muck... Boyle recognizes him:

BOYLE (CONT'D)
You...

Livid, he raises his gun, about to shoot -- when an ORANGUTAN HAND SEIZES HIS ANKLE from below and YANKS HIM DOWN INTO THE HOLE IN THE GROUND! The Apes all stare at the hole...

And a moment later, BOYLE'S KEYS are TOSSED BACK UP.

Rocket moves forward and snatches them up. He looks down into the hole at Maurice; they share a determined look; then Maurice HANDS HIM UP Boyle's RIFLE --

INT. CAESAR'S CAGE - SIMULTANEOUS

Caesar urgently feels for something along the wall above the cage door -- until he finds where he's hidden Preacher's key.

He bends down and immediately begins unshackling his feet... He gets one free -- when -- he hears FOOTSTEPS... He stops, quickly turns, seeing --

THE FIGURE OF THE COLONEL approaching in the distance.

Caesar straightens, carefully palming the key, eyes on the Colonel heading toward the pens... as Rocket, across the way, slowly hides Boyle's rifle behind his back...

(CONTINUED)

CONTINUED:

But as the Colonel arrives, mysteriously he doesn't even glance at the apes, instead staring off at the finished wall in the distance, lost in thought... He continues right past them... stopping 20 paces away, back to us... He just stands there, motionless, taking the sight in.

Caesar watches the Colonel anxiously -- when -- the Colonel turns. He starts slowly back... heading to Caesar's cage. As he comes closer, we can see he is still in a fog. Caesar is surprised to see the FLASK grasped absently in his hand.

A strange silent beat. And finally, the Colonel speaks -- his tone is oddly vacant:

THE COLONEL

Least you can take comfort... Your struggle ends... Ours goes on... Nature still has the power to wipe us off this planet at any moment... Killed the dinosaurs with a single meteor.

He eerily studies Caesar's body... musing to himself:

THE COLONEL (CONT'D)

You apes are so strong... I wonder... what kind of world you would have built... on our graves.

Caesar's eyes search the Colonel's, trying to make sense of his demeanor. The Colonel gazes off, as if lost in a dream:

THE COLONEL (CONT'D)

You know when I first got to the city... a man said he had to see me. He said he knew you. That you worked together.

Caesar looks surprised. Beat. Finally, warily:

CAESAR

...Malcolm?

Caesar's voice pulls the Colonel out of his reverie for a moment -- he looks at Caesar a bit confused; then, realizing:

THE COLONEL

I think that was his name, yes.

CAESAR

He... was a friend.

THE COLONEL

He said you were remarkable. More than just an animal...

(MORE)

(CONTINUED)

CONTINUED: (2)

THE COLONEL (CONT'D)

you were a great leader. I thought he was crazy... But I almost see what he meant.

(he drifts off again)

He pleaded with me to find you. To make peace with you.

Caesar is rapt, stunned by these revelations... But the Colonel is wholly unaware of Caesar's reaction, staring off in a long unnerving silence. Caesar hesitates, then:

CAESAR

What... happened to this man?

The Colonel remains staring off a moment longer, then finally looks at Caesar... and then off again:

THE COLONEL

I shot him.

He remains still a moment longer -- then suddenly looks around, disoriented, as if awakened from a dream --

THE COLONEL (CONT'D)

(quietly paranoid)

What's going on here?

Caesar frowns at him, disquieted and perplexed... The Colonel's eyes dart suspiciously around him; he cranes his neck to peer up through the falling snow at the guard tower, but the angle is too steep to see if anyone is up there --

A CLANK at his feet makes him look down... where he finds he's dropped his flask. He picks it up, looks at it as if having no memory of even bringing it out here.

Suddenly self-conscious, he looks around at the apes in their pen, all staring back at him -- and then at Caesar. He slowly backs away, then turns, retreating through the darkness to his tower.

Caesar watches him go, then turns to find Rocket and the other apes looking at him, confused.

ROCKET

[...What was that?]

Caesar shakes his head, just as confused. Then returns to action, bending down to unshackle his other ankle -- he unlocks it -- then TOSSES PREACHER'S KEY TO --

ROCKET, who reaches through the pen bars and catches them mid-air; he quickly unshackles himself, TOSSES THE KEY to --

(CONTINUED)

CONTINUED: (3)

LAKE, who immediately starts to unshackle herself -- she passes the keys down the line of her chain gang, they all begin to unshackle themselves too --

ROCKET moves to the pen door, uses BOYLE'S KEYS to unlock it -- then tosses BOYLE'S KEYS across to --

CAESAR, who starts to unlock his cage -- when he notices something -- he holds up his hand! Everyone freezes. They all look up at --

THE WARDEN'S TOWER

to see the Colonel stepping toward his lighted window, his face in SILHOUETTE -- he might be staring down at them, or off into the distance, it's impossible to tell...

Caesar and Rocket share a tense look --

ROCKET

[Do you think he knows we're up to something?]

Unsure, Caesar peers back up at the Colonel's silhouette. After a beat, the Colonel steps away from the window. Rocket looks anxiously at Caesar, raising the rifle:

ROCKET (CONT'D)

[Now?]

CAESAR

(shakes his head)
[Wait till he turns out his lights.]

HOLD as they stare at the lighted window, waiting... waiting... SOUNDS OF FIERCELY GUSTING WIND rising... as we --

DISSOLVE TO:

EXT. YARD - WIDE ON THE TOWER AND PENS - LATER

IT'S SNOWING HARD NOW, a fresh layer blanketing everything. And still, the Colonel's lights remain on. The apes are all pressed to the bars of their pen, eyes fixed up on the Colonel's window; some pace, tortured by the wait...

PUSHING IN ON CAESAR

Staring up with coiled intensity, totally still... His gaze shifts to Rocket, whose eyes are locked on Caesar --

ROCKET

[The sun will be up soon...]

(CONTINUED)

CONTINUED:

Torn, Caesar steals a final look at the lighted window... then turns back to Rocket -- forced to make the call:

CAESAR

[We go now. Or die trying.]

Rocket nods -- he waits as the SEARCHLIGHT PASSES, then darts out of the pen, holding the stolen rifle -- crossing to Caesar's cage, as Caesar steps out -- they both streak --

TOWARD THE SOLDIERS' BARRACKS

ducking into an alley between the building and the children's pen -- they press against the barrack's wall, peering down the alley to see --

SOLDIERS PASSING BY THE CHILDREN'S PEN

Caesar waits until the Soldiers cross out of sight -- then looks to Rocket, and they head for --

THE CHILDREN'S PEN

A small cluster of kids rush to the door as Caesar unlocks it; others stir from their sleep, scrambling over to see --

Caesar and Rocket enter. The little apes swarm around them, wide-eyed. Caesar gently pats their heads, shushing them -- when suddenly he sees HIS SON in the crowd. Cornelius breaks into a run, clambering up over the backs of the others... straight into Caesar's arms. Emotion floods Caesar's face as he tightly embraces his son...

CAESAR

(overcome, holding him
tight)

I love you, son...

CUT TO:

A POV THROUGH A DOORWAY AT A GUARD TOWER

We glimpse the side of the Guard's head as he stares down, eating --

REVEAL ROCKET, keeping lookout on the guard from the doorway; behind him the children are huddled with Caesar -- Caesar hustles the children toward a LIGHT POLE, quickly hoisting one after another up onto it --

CUT WIDER OVER THE CHILDREN'S PEN

(CONTINUED)

CONTINUED:

where we see Caesar, Rocket and the children are on a second story landing, dangerously close to the Guard Tower -- the little apes scale the tall light pole, scrambling out onto --

THE ELECTRICAL LINE

suspended high over the Guard Towers and camp --

As SNOW SWIRLS HARD all around them, the children make their way back toward the adult pen -- directly over the heads of the unwitting Soldiers below!

IN THE ADULT PEN

The children arrive on the wire above and begin dropping down silently, one by one -- into the waiting arms of Lake and other unchained apes -- the apes urgently hand the kids off to their anxious parents.

As the emotional reunions continue, Caesar (Cornelius clinging around his neck) and Rocket finally arrive overhead too, each dropping down into the grasp of the massive gorillas waiting below.

CUT TO:

MAURICE

Staring up urgently from the hole in the adult pen... as Caesar and the apes converge above; Caesar and Rocket begin HANDING THE CHILDREN DOWN...

IN THE HOLE

Maurice lowers the kids to the tunnel floor; they look up to find Nova extending her hand... and they start off after her down the tunnel...

EXT. ROCK-OUTCROPPING OUTSIDE CAMP - TOP OF HOLE - PRE-DAWN

Bad Ape clutches himself, shivering nervously in the wind -- when he hears a NOISE FROM BELOW; he looks down to see --

Nova leading the apes out of the tunnel, and pointing them up the ladder toward Bad Ape; he smiles sweetly, reaching down to the frightened children as he WHISPERS:

BAD APE

It's ok, little ones... come, come.

CUT TO:

THE EDGE OF THE OUTCROPPING

Bad Ape pokes his head around a boulder, peeking up through his BINOCULARS at --

A GUARD POST ALONG THE BARRIER WALL

where Soldiers pace, scanning the distant, dark horizon...

BAD APE turns behind him, where Maurice and Nova are now huddled with all the ape children -- Bad Ape gestures as he WHISPERS:

BAD APE

Go! Go go go...!

Nova climbs onto Maurice's back, and they rush off, leading the little apes SINGLE FILE from behind the rocks, dashing out across an EXPOSED STRETCH OF FLATS under the cover of darkness -- and heading up into the mountain on the side of the camp...

CUT TO:

BACK IN THE ADULT PEN

Caesar slowly moves toward the fence, staring out at something tensely, as behind him Rocket urgently ushers apes down into the hole. As the last of the apes descend, Rocket turns to see Caesar is staring up at the Warden's Tower. Rocket moves to Caesar, urgent --

ROCKET

[Hurry! Let's go!]

But Caesar stays motionless, eyes fixed intently on the Colonel's still lighted window.

ROCKET (CONT'D)

[Caesar, what's wrong?]

Caesar stares darkly at the tower, preoccupied:

CAESAR

By the time the sun rises, you'll all be on your way... to a new home.

(finally, he turns)

Hurry, you must go.

And now it hits Rocket, Caesar is not coming with him --

ROCKET

[Without you? No...]

(CONTINUED)

CONTINUED:

Caesar sees the pain in Rocket's face, and it pains him too; but something still burns inside him:

CAESAR

Maurice was right. I am like Koba. He could not escape his hate...

(his eyes fix on the tower again)

And I still cannot escape mine. He took too much from me.

After a long moment, he turns back to Rocket; Rocket nods, his eyes now unexpectedly emotional. Caesar puts a hand around Rocket's head, pulls his forehead against his -- a final embrace. He pulls back, says softly:

CAESAR (CONT'D)

Go...

Rocket looks at him, then reluctantly starts for the hole. He takes one last look at Caesar, and begins to descend.

CUT TO:

BAD APE

excitedly waving on the children, sending them off toward the mountain -- when an OMINOUS RUMBLING begins, shaking the ground. Alarmed, Bad Ape looks quickly up at --

THE GUARD POST ALONG THE BARRIER WALL

where Soldiers react to the sound, startled -- anxiously scanning the horizon -- suddenly SEEING something in the distance -- as --

BAD APE

URNS to the horizon too, lifts his binoculars --

BAD APE'S BINOCULAR POV

Through snowy haze, we can make out the cock-eyed headlights of **A HUGE ARMADA OF MILITARY VEHICLES** APPROACHING INEXORABLY -- their hulking shapes advancing across the frozen tundra.

As ALARMS SOUND all along the wall --

CUT TO:

EXT. YARD - THE BARRACKS - CONTINUOUS

LIGHTS blink on in the windows as waking SOLDIERS flood into the yard with weapons -- we PAN WITH THEM as they RUSH for the wall, SHOUTING --

SOLDIER

Holy shit -- they're here!!!

As they race by, the CAMERA FINDS CAESAR, hidden, crouched beside the building, watching them go, taking this news in... He waits until the Soldiers pass, then BOLTS UP ONTO --

THE BARRACKS ROOF

We MOVE WITH CAESAR -- as he races along the edge, below him we see the tide of Soldiers storming in the opposite direction... Finally, Caesar STOPS --

BENEATH THE WARDEN'S TOWER

He hears FRANTIC BANGING below. He peers down to see --

A GROUP OF OFFICERS POUNDING on the STEEL DOOR of the tower --

EXECUTIVE OFFICER (O.S.)

COLONEL! COLONEL!!!

(turns to one of the men)

OPEN THE GODDAMN DOOR, SOLDIER!

SOLDIER (O.S.)

I CAN'T! IT'S BLOCKED FROM INSIDE, SIR!

EXECUTIVE OFFICER (O.S.)

WHERE THE HELL IS HE?!

SOLDIER (O.S.)

I DON'T KNOW, SIR! WE HAVEN'T SEEN THE COLONEL ALL NIGHT!

Caesar ducks back, quickly stares up at the tower overhead -- SPOTS the Colonel's OPEN WINDOW four stories above... He takes a last look around -- then LEAPS across from the barracks' roof to the side of the tower...

EXT. YARD - PRE-DAWN

More Soldiers rush past -- when one SLOWS, looking RIGHT AT US in utter shock. It's Preacher:

PREACHER

Jesus Christ...

(CONTINUED)

CONTINUED:

PAN with him as he steps right past the camera to REVEAL --
THE EMPTY APE PENS; he SPINS BACK to us, SHOUTING:

PREACHER (CONT'D)
THE APES!!! THEY'RE GONE!!!

INT. WARDEN'S TOWER - CONTROL ROOM - PRE-DAWN

Caesar silently climbs in the window; he looks around... and immediately spots an unnerving, incongruous sight --

THE FRONT DOOR is BARRICADED WITH FURNITURE from the inside.

Confused, Caesar looks around, sees the area in total disarray: a SMALL STOCKPILE OF MUNITIONS lie scattered chaotically across a table, alongside a tray of HALF-EATEN FOOD and the Colonel's SPILLED FLASK...

Soaked in liquid from the flask is a PHOTO OF A LITTLE BOY; beside it OLD WAR MEDALS; Caesar peers around, wary: where's the Colonel...?

EXTREME WIDE SHOT - IN FRONT OF THE CAMP

A SERIES OF INTENSELY BRIGHT RAPIER MISSILES rip into the sky from atop the barrier wall, SOARING HIGH ABOVE THE ROCKY OUTCROPPING, illuminating the landscape below --

TOP OF THE HOLE

Bad Ape shudders, watching the missiles -- as they EXPLODE into the path of the armada -- TWO OF THE FRONT VEHICLES ERUPT!

Panicked, he frantically urges the children --

BAD APE
Hurry! Go go go!

When A SUDDEN ROAR AND BLINDING FLASH makes him turn to see --

ARTILLERY SHELLS SOARING in return from the giant vehicles --

Bad Ape LUNGES protectively over nearby children -- when --

BOOOOMM!!! The SHELLS MAKE IMPACT 30 feet from the wall!

DEBRIS HAILS DOWN on our group as they hug the ground!

SMASH TO:

THE TUNNELS BELOW -- CROWDED WITH ESCAPING APES

They stop, look around in fear as the space RUMBLES VIOLENTLY around them -- alarmed, ROCKET begins pushing his way through the crush to get to the other end, gripping his rifle --

ROCKET
[Let me through!]

SMASH TO:

CAESAR IN THE WARDEN'S TOWER

He whips his head at the sound of continued shelling -- panicked, he rushes to the window to see INCOMING MISSILES FROM THE ARMADA beginning to make IMPACT INSIDE THE YARD -- !

When a QUIET CRASH comes from somewhere close behind him. Caesar turns, startled, gaze fixing apprehensively on a PARTIALLY OPENED DOORWAY; he steels himself, and slowly approaches the door.

He hesitates, wary... then carefully peers around the door frame, glimpsing a BROKEN COLEMAN LAMP at the foot of a small table; kerosine still pools from the lamp's base.

Beyond the door, Caesar suddenly hears labored breathing... He pushes it open to REVEAL...

THE COLONEL'S SLEEPING QUARTERS - PRE-DAWN/INTO DAWN

The Colonel is splayed on his stomach across a military cot -- head lowered, his outstretched hand trembles mid-air as he struggles in a total daze, like a drunk, grasping helplessly for something out of reach on the table... HIS PISTOL.

Heart racing, Caesar crosses silently to the table... eyes glued to the Colonel, he places his hand firmly on the gun before the Colonel can get to it.

Caesar lifts the gun slowly, then trains it down at the Colonel beneath him, who is so out of it he continues listlessly groping for a gun that isn't there.

Caesar glares down at the Colonel, pitiless... his expression hardening as he prepares to finish him, once and for all --

-- when the Colonel slowly lifts his head to peer up at Caesar... and for the first time, Caesar sees there is BLOOD smeared on his face from under his nose.

(CONTINUED)

CONTINUED:

The Colonel's eyes look desperate, like a wounded animal's; he opens his mouth pleadingly, trying to speak -- but the only sounds that come are eerie, GASPING GRUNTS...

Caesar stares back in utter shock -- when he notices something on the floor near the bed...

It's Nova's crude RAG DOLL, silently gazing up at him, now flecked with the Colonel's blood.

Reeling, Caesar unconsciously lowers the gun -- but as the Colonel reaches lamely for it, Caesar instantly remembers himself, raising the weapon threateningly again at his head --

But the Colonel doesn't even flinch, the barrel just inches from his face. He begins quietly gasping once more; Caesar watches, unnerved, finger on the trigger, as the Colonel lifts himself, slowly leaning his head forward...

...and pressing his own temple against the muzzle -- he looks up at Caesar, his tortured eyes pleading mutely for death.

HOLD ON CAESAR

as he stares down, haunted... his gaze shifting from the Colonel's agonized face... to the gun in his hand...

Finally, horrified, he slowly LOWERS THE GUN. Self-awareness returns to his eyes -- a look of humanity we haven't fully seen since before the death of his family, as if the war within him is finally coming to an end.

The Colonel gapes helplessly... as Caesar, quietly stunned by his own decision, starts to back away... Caesar pauses, pitying eyes on the Colonel's; then finally, he gently sets the gun back down onto the table.

A look of confused gratitude flickers through the Colonel's primitive gaze... and he resumes REACHING LAMELY for the gun.

Eyes still on him, Caesar backs slowly out --

INTO THE CONTROL ROOM

We see Caesar, his back to us, as he continues gazing into the Colonel's sleeping quarters... then, after a quiet, clumsy fumbling sound, a SINGLE GUNSHOT echoes from the room.

Caesar remains still, then lowers his head as day breaks outside...

CUT TO:

UP ON THE BARRIER WALL - DAYLIGHT NOW

Through SWIRLING SNOW we see RED and other TURNCOATS arrive at one of the posts, laden with ammo for the troops who hurriedly load their weapons, preparing for the imminent firefight once the rapidly approaching armada arrives. As Red hands bullet belts to a GUNNER loading a big .50 cal machine gun --

Soldiers around them unleash another round of Rapier missiles -- WHOOOOSH -- two more MLRS vehicles EXPLODE on the horizon!

Soldiers around the missile launcher react with raucous cheers to the direct hits, a sense that the battle's theirs to win --

-- when the GUNNER beside Red suddenly NOTICES THE APES scrambling by the rock out-cropping -- his jaw drops, in complete shock!

GUNNER
(screams to the others)
LOOK!!! THE APES!!!

Red spins with disbelief to see the apes below -- as the Gunner rotates his machine gun -- and OPENS FIRE!!!

EXT. WARDEN'S TOWER - WINDOW - IMMEDIATELY

We see Caesar about to climb out -- when he SEES the apes taking heavy fire from gunners on the wall! He freezes, terror-stricken, grappling for a way to save them -- when his eyes lock on the TANKER CARS just beneath the wall --

He quickly turns from the window, charging back into the control room -- when --

A SUDDEN BANGING comes from the front door --

EXECUTIVE OFFICER (O.S.)
Colonel! Are you in there?! Colonel!

Caesar spins, startled -- then finishes grabbing a BANDOLIER OF GRENADES off the table strewn with the Colonel's belongings -- he bolts for the window -- when --

CRASH! The door SMASHES OPEN -- Caesar turns to see the X.O. AND HIS MEN ENTERING -- they see him too -- raising their weapons, and FIRING AS -- CAESAR LEAPS

OUT THROUGH THE WINDOW!!!

HE SWINGS DOWN FROM THE TOWER LEDGE -- and GRASPS onto the FLAGPOLE stretched across the open space beneath -- the pole breaks his fall, but only so much -- as ONE SIDE SNAPS FREE!

Caesar hangs on, riding the swinging pole as it descends -- and finally releasing it, tumbling to the ground!

Caesar scrambles to his feet, still clutching the grenades --

-- when the Officer and his men appear in the tower window!

They OPEN FIRE -- as Caesar sprints away -- bullets tearing up snow and ice right behind him as he goes -- !

CUT TO:

ROCKET - AT THE ROCK OUT-CROPPING

DESPERATELY FIRING Boyle's automatic rifle, trying to provide cover for the FLEEING APES who are now PINNED BELOW IN CHAOS -- as BEHIND HIM ON THE ROCKS, Bad Ape and another HORDE OF APES are gathered helplessly around the hole, some apes still crawling out to discover there's now nowhere to go...

UP ON THE BARRIER WALL

The Gunner ducks from Rocket's bullets, then jumps back up, returning a mad volley from his machine gun, SHOUTING over the din to the other soldiers firing beside him --

GUNNER

Kill them, man!!! Kill them all!!!

REVEAL RED behind them, watching the apes under attack -- the SOUND FADES as he gazes, unexpectedly disturbed by the sight -- when A MUFFLED VOICE rises out of the silence --

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

...Donkey -- DONKEY!!!

Red SNAPS OUT OF IT, turning to the exasperated Gunner --

GUNNER (CONT'D)

GET THE GRENADE LAUNCHER!!!

Flustered, Red turns, moves to his rucksack, retrieving the launcher -- when he stops suddenly, SEEING --

CAESAR - IN AN EPIC WIDE SHOT OF THE CAMP BELOW

(CONTINUED)

CONTINUED:

QUADRUPEDING at great speed for the yard, as another incoming mortar hits the ground -- Caesar DARTS HARD around the front of the pen -- and fearlessly straight through the PLUMING DEBRIS and SWIRLING SNOW -- a heroic battlefield image!

Mesmerized, Red watches motionless as Caesar charges fearlessly through the chaos toward the TANKER directly beneath gunners on the wall!

Caesar continues through the smoke and debris -- finally grabbing one of the grenades from the bandolier -- eyes fixed on the tanker just 30 feet away -- rearing back, about to pull the pin -- WHEN SUDDENLY --

CAESAR DROPS, CLUTCHING HIS SIDE -- TUMBLING TO THE GROUND!

Shocked, Red watches as Caesar, in agony, touches his abdomen, discovering BLOOD; Caesar reaches behind him to find he's been shot in the back with a CROSSBOW ARROW...

Red looks up to see -- PREACHER stalking through the haze and snow, out of the pen area, almost shocked himself at what he has just done -- he nervously loads another arrow, in turmoil as he moves toward Caesar.

Gasping in pain, Caesar SNAPS the arrow from his side, and turns, seeing Preacher too...

Red stands frozen, gripped by the sight of Caesar lying there helpless --

GUNNER (O.S.) (CONT'D)
GODAMMIT!!!

Red turns, startled, to find the Gunner screaming at him, momentarily turned from the battle --

GUNNER (CONT'D)
YOU STUPID DONKEY!!! WHERE'S MY
LAUNCHER!?!

Red suddenly looks at the weapon in his hands, remembering what he was ordered to do -- still returning to his senses, he nods to the Gunner -- who immediately turns back to the battle, FIRING RELENTLESSLY at the apes...

CUT TO:

CAESAR ON THE GROUND

as he sees Preacher anxiously closing in... Caesar's eyes frantically dart for an avenue of escape, but there is none.

(CONTINUED)

CONTINUED:

His pained gaze returns to Preacher who comes to a stop just 25 feet away, hesitating, torn -- then, finally steeling himself, he raises the LOADED CROSSBOW -- when --

FSSSSSSST--KABLOOM! Preacher DISAPPEARS in a HUGE BLAST!!!
AND EVERYTHING GOES INSTANTLY SILENT, THE SOUND REPLACED BY A
QUIET RINGING --

Stunned, disoriented, Caesar looks around him, deafened, finally peering up to discover --

RED ON THE WALL holding the SMOKING LAUNCHER, looking down stoically.

Caesar can't believe it... He gazes up in shock at --

RED, who just gazes back, calmly holding the weapon, almost in a state of peace -- while BEHIND HIM --

THE GUNNER turns, suddenly realizing what Red has just done, freaking out, his SCREAMING INAUDIBLE to Caesar's ringing ears -- the Gunner pulls out his PISTOL -- pointing it at Red, who doesn't even react -- we see just a split-second of his SILENT MUZZLE FLASH -- when we CUT --

CLOSE ON CAESAR

as he takes in the grim sight, pained -- THEN --

THE GUNNER turns and takes aim at CAESAR!

Caesar scrambles, the sounds around him (and us) suddenly starting to return -- as -- he SNATCHES UP THE GRENADE from the ground beside him -- jumping to his feet --

-- narrowly dodging the Gunner's bullets tearing up earth around him -- as he PULLS THE PIN from the grenade, desperately LAUNCHING it straight for the tanker beneath the wall --

The Gunner's alarmed eyes suddenly whip toward the tanker -- as Caesar takes off, sprinting in the opposite direction --

-- when the grenade EXPLODES and THE TANKER ERUPTS -- ENGULFING the WALL beside it, and consuming all the Gunners above in its INCREDIBLE BLAST!!!

Caesar races into the adult pen -- as behind him, FLAMES CLIMB HIGH INTO THE SKY -- when SUDDENLY -- THE TRAIN CAR NEXT TO THE TANKER EXPLODES TOO!

Still running, Caesar steals a startled look back -- as ANOTHER CAR EXPLODES!

(CONTINUED)

CONTINUED:

He DIVES down into the hole -- as --

WE **CUT WIDE** OVER THE CAMP -- AND THE CHAIN REACTION CONTINUES -- CARS ERUPTING ONE AFTER ANOTHER -- BLASTING THE CAMP APART -- HEADING BACK ALONG THE TRACKS TOWARD THE DEPOT AT THE BASE OF THE MOUNTAIN -- A CATAclysmic DISPLAY OF DESTRUCTION SO LARGE, IT'S STAGGERING!!!

SMASH TO:

CAESAR RUNNING THROUGH THE TUNNELS BELOW

AS THE SHOCKWAVES CONTINUE, THE TUNNELS GIVING WAY, BEGINNING TO COLLAPSE BEHIND HIM!

CAESAR RACES FOR LIGHT AT THE TUNNEL'S END -- LEAPING FOR THE LADDER -- SCRAMBLING UP -- WHEN THE **WHOOSH OF DEBRIS** SUDDENLY SWEEPS AROUND HIM -- AND HE EMERGES -- TUMBLING OUT --

THROUGH THE HOLE IN THE ROCKY OUTCROPPING

And flat onto his stomach!

Finally, he lifts his head to see the feet of apes all around, their backs to him -- as he rises, he finds them all staring out beyond the outcropping in awe...

He slowly presses his way through the crowd, climbing higher on the rocks... to discover their eyes all fixed on...

THE UTTERLY DECIMATED PRISON, engulfed in a massive conflagration as a STORM OF DEBRIS RAINS DOWN FROM THE SKY...

Now seeing Caesar, Rocket and Bad Ape turn, stunned at the sight of him -- Caesar and Rocket begin to exchange emotional looks --

-- when MECHANICAL GROANS beside them make them all turn to see --

THE REMAINING ARMADA as it finally arrives, braking to a stop just 20 yards away... SOLDIERS, FACES ALL OBSCURED in heavy parkas and BALACLAVAS, are packed onto troop carriers, trucks and humvees, gazing in shock at the fiery camp -- when ONE notices... the apes. Others start to see them too... A moment suspended in time as ape and man all stare silently at each other...

Then, the anonymous soldiers slowly begin to raise their weapons -- Caesar and the apes remaining totally still -- when --

(CONTINUED)

CONTINUED:

-- FROM THE CAMP -- one more ENORMOUS EXPLOSION ERUPTS as the weapons depot finally BLOWS, TEARING OPEN the face of the mountain; everyone flinches, JOLTED, as a last **THUNDEROUS BOOM** ECHOES HARD against the canyon walls --

A QUIET RUMBLING starts to resound all around...

The Soldiers all turn, looking up -- Caesar and the apes turn as well -- to see --

AN AVALANCHE OF SNOW AND ROCK AND EARTH GATHERING STEAM IN THE MOUNTAINS ABOVE THEM.

And it's heading their way --

A HUMAN VOICE CRIES OUT
 AVALAAAAAANCHE...!!!

Mad scrambling begins -- Soldiers leaping from the trucks, futilely running in all directions across the canyon floor --

When Caesar, on instinct, suddenly CRIES OUT TO HIS APES -- WAVING THEM ON FIERCELY -- as he does the unthinkable -- tearing off with simian speed -- TOWARD THE AVALANCHE...!

AND THE APES FOLLOW -- CAESAR LEADING THEM EN MASSE, RACING UP THE MOUNTAIN...!

CUT TO:

HALFWAY UP THE MOUNTAIN - IMMEDIATELY

Maurice, Nova, and the ape children turn abruptly -- staring wide-eyed at the growing TSUNAMI OF SNOW billowing right toward them!

Eyes darting, Maurice fixes on the TALL TREES beside them -- he BELLOWS out to them -- and all at once -- everyone makes a break for them -- climbing up -- just as the AVALANCHE ARRIVES -- !

SMASH TO:

CAESAR AND THE APES RUNNING - FURTHER DOWN THE MOUNTAIN

They LAUNCH themselves up into the trees -- moving higher -- higher --

-- as the AVALANCHE SUDDENLY SURGES below, the WAVE OF SNOW RISING toward them -- as they frantically climb to avoid it!!!

SUPER WIDE - ABOVE THE CANYON - IMMEDIATELY

THE MONUMENTAL AVALANCHE CRASHES APOCALYPTICALLY to the canyon floor, THE ROILING SNOW BEGINNING TO ENGULF the BURNING CAMP, THE SOLDIERS, THE TRUCKS, EVERYTHING IN SIGHT --

SMASH TO:

CAESAR REACHING THE TREE TOP

as the RISING RUSH OF SNOW begins to wash violently over him!

TIGHT ON CAESAR

CLINGING to the trunk, an elemental fight against the RAGING WHITENESS -- holding on for life as snow HOWLS DEAFENINGLY around him, ripping at his body... until finally, as quickly as it began, the tide subsides... suddenly leaving us in --

A STUNNING SILENCE.

Caesar peers around in a daze to find himself in a SURREAL HAZE OF WHITE, as if in a heavenly cloud... And slowly, the mist begins to clear...

Caesar stares down from the tree top to discover an incredible sight below...

EVERYTHING AND EVERYONE ARE GONE, THE ENTIRE CANYON BURIED IN PRISTINE SNOW... It's as if nothing was ever here.

He stares for a moment in disbelief -- when sounds of apes ECHO through the landscape -- he lifts his head to see --

THE APES, all clinging to the tree tops all around him. They look at him, their savior, the chorus of ape sounds growing louder... more exuberant... triumphant. They raise their fists in solidarity and tribute to Caesar...

A smile begins to spread across Caesar's face, as he raises a weary fist back to them, we --

SLOW DISSOLVE TO:

A SERIES OF EPIC 65MM SUPER-WIDE LANDSCAPES, DAVID LEAN-STYLE

THE APE EXODUS moving on foot across SNOWY PLAINS...

CLOSER ON CAESAR as he pulls Bad Ape's blanket tighter around Cornelius and himself, shielding them both from the cold. We HOLD on Caesar's face, etched with strain, but determination too...

through the sands of STUNNING MOJAVE DESERT VISTAS...

...until they reach what looks like a vast, arid wasteland, passing the outskirts of a DECIMATED NUCLEAR POWER PLANT...

MOVE CLOSER

As Caesar, Cornelius on his shoulder, walks with the others past a huge, rusted SIGN: "FORBIDDEN ZONE." Caesar looks to Rocket, uncertain... but Rocket points reassuringly ahead... at a DISTANT DESERT VOLCANO. As they continue onward, we --

DISSOLVE AGAIN TO:

THE TOP OF THE DESERT VOLCANO

The mass of apes scaling up, and finally cresting over the lip... Caesar pauses momentarily in shock, and then we PAN with him as he and the others step forward to REVEAL:

A **GORGEOUS LUSHLY-OVERGROWN GREEN CRATER**, a CRYSTAL BLUE LAKE at its center; a kind of paradise, a place to begin again...

Exhausted, Caesar has to sit for a moment on one of the mossy rocks, taking in the beauty as the apes excitedly pass, exploring the incredible landscape of their new home...

Maurice arrives beside him, Nova on his back; Cornelius peeks curiously over his father's shoulder, fascinated with her. She smiles shyly, when a bunch of ape children race playfully past, jostling and scurrying. Both turn, watching them go.

Then Nova hops off Maurice, eager to join in the fun. She pauses, turning back to Cornelius, holding out a hand...

Cornelius climbs carefully down, then stops, looking up uncertainly at Caesar, not sure if he's ready yet to leave his father's side. Touched, Caesar smiles down at his son; he kneels before him, caressing his face gently, filled with great emotion... then he nods gently for him to go play -- and he and Nova hurry off.

Maurice and Caesar share a look, a pair of proud fathers. They both turn to watch little Cornelius and the other ape children playing with the lone human girl. A strange, joyous sight. Pleased, Maurice turns back to Caesar, discovers him watching with profound emotion on his face -- when to Maurice's surprise, Caesar **LOSES BALANCE** for a moment...

Maurice stares with concern as Caesar rights himself, **WINCING** in pain, avoiding Maurice's eyes.

(CONTINUED)

CONTINUED:

And then Maurice reaches out, gently pulls the blanket back, which has slipped down Caesar's shoulder... and for the first time, Maurice sees CAESAR'S HAND, cupped to his side; it is soaked in BLOOD.

Caesar glances up, finds Maurice staring at him, suddenly distraught. A long unspoken look passes between them, Caesar's sad smile confirming Maurice's worst fears. The exchange between the old friends is heartbreaking. Finally, Caesar speaks, a sense of contentment in his quiet voice:

CAESAR

Don't worry... You are all home now.
Apes are strong. With... or without me.

Tears well in Maurice's eyes, as Caesar smiles peacefully --

-- when the playful sounds of ape children suddenly draw him back to the toddlers again. Maurice watches as Caesar's eyes fix wistfully on his son... a sense of tremendous melancholy setting in, as his breathing grows more labored...

Maurice grunts gently. Caesar slowly turns back to him, and Maurice speaks:

MAURICE

(filled with emotion)
Son will know... who was father... and
what Caesar... did... for us.

Caesar smiles, tears now in his eyes too. He turns back to his son for a last look... As we CUT CLOSE ON --

HIS ICONIC GREEN EYES

A FINAL SLOW DISSOLVE BEGINS -- TO A WIDE SHOT OVER THE APE PARADISE... for a moment, the eyes and the landscape of apes linger together -- then, as Caesar's eyes peacefully shut, we FINISH DISSOLVING TO THE WIDE -- and gently TIP UP to the TRANQUIL SKY -- HOLD, as the sounds of apes echo...

CUT TO BLACK.

THE END.