

T H E M



"Pilot"

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T H E M

ACT ONE

FADE IN:

EXT. LOS ANGELES - IN A SERIES OF SHOTS - TWILIGHT

Everywhere, a dread stillness.

The sun is long gone and in its aftermath, a cooling cobalt sky.

The buildings downtown seem to stare, stoic as palace guards.

The freeway is white-hot in one direction, molten-red in the other, locked to a standstill in both.

CAIN'S LOG (V.O.)
Something is happening. Something we don't understand. Something we can't control.

EXT. LOS ANGELES - FLYING SHOT - TWILIGHT

We bank off the freeway into the street-lit suburban grid, spread across the Valley like a hastily thrown net. We ISOLATE one block and on it, ONE HOUSE as --

EXT. THAT SUBURBAN STREET - CONTINUOUS

-- a car pulls up and parks at the curb.

CAIN'S LOG (V.O.)
There's been a lot of chatter lately.

INT. CAR/OUTSIDE THIS SUBURBAN HOUSE - CONTINUOUS

At the wheel, CAIN JOHNSON. Athletic, in a dark suit and tie, he has handsome, impassive features but the eyes of a curious child, as if everything in the world is new to him.

CAIN'S LOG (V.O.)
An increase in security.

Cain gazes at this house and its only lit window.

INT. THIS HOUSE - HOME OFFICE - CONTINUOUS

Sparsely and chaotically furnished. A gigantic glowing paper ball of a lamp hangs like a new moon over two men.

CAIN'S LOG (V.O.)
*More of us are succumbing to
infection. Even the most trusted
agents are being closely monitored.*

EZEKIAL SMITS, late twenties, big personality, is seated across from ADAM LAURIE, mid-twenties, trim, composed. The mood is clinical but familiar, just another session with your shrink. Or probation officer.

EZEKIAL
Alcohol, drugs?

ADAM
No.

EZEKIAL
(scribbling on pad)
Good... good.
(beat)
What about people?

ADAM
How do you mean?

EZEKIAL
Anyone in your life you love, hate?
Someone you're attached to, angry
at...?

ADAM
No.

Ezekial makes notes on a pad, not looking up. The mood gets a little more tense.

EZEKIAL
You're walking down the street.
You see a little girl crying. Her
cat is in the tree, she says. You
don't hear any meowing. You know
what "meowing" is, right...?

ADAM
Of course I do.

EZEKIAL
You don't see the cat, but the girl
won't stop crying. What do you do?

ADAM
I smile and keep walking.

EZEKIAL
Now, what if you saw the cat --?

ADAM
(interrupting)
Smile, keep walking.

EZEKIAL
You seem upset.

And indeed he is:

ADAM
Look. Am I cleared for duty, or
what?

EZEKIAL
I'd like to see you again tomorrow.

ADAM
Why?

EZEKIAL
I'd like to ask you a few more
questions.

ADAM
So I'm not clear for duty?

Ezekial seems to ignore the question as he picks up a
Blackberry and taps a message in, one-handed.

ADAM (CONT'D)
Are you reporting me?

EZEKIAL
No. I'm reporting the results of
your *session*. I'll see you here
tomorrow, Adam.

Adam leaves and as the door closes, Ezekial rises.

Alone in his home office now, he crosses to a wall of
cabinets and along the way, turns on some music: "Crazy" by
Patsy Cline. Lost in that haunted, lush melody, he opens a
cabinet door. Every shelf is stacked with PIES, boxes and
boxes of them. Ezekial takes one down. Opens it. And not
bothering with fork or plate, attacks the pie with his bare
hands like a starving man.

CAIN'S LOG (V.O.)
None of us are immune.

EXT. EZEKIAL'S HOUSE - NIGHT

Watched by Cain, Adam exits, crosses to his car and gets in. Cain reaches into his jacket and retrieves a Blackberry identical to Ezekial's, BUZZING.

CAIN'S LOG (V.O.)
We all struggle with it.

Cain looks at the screen, which reads: "**Possible Infection.**"

Adam starts his car and pulls out.

CAIN'S LOG (V.O.) (CONT'D)
Being here requires vigilance.

Cain starts his car and follows Adam.

EXT. TV STATION - NIGHT

CAIN'S LOG (V.O.)
Otherwise, we cross a line...

Adam parks his car, takes a .38 revolver from his shoulder holster, checks the safety --

CAIN'S LOG (V.O.) (CONT'D)
...and the results can be catastrophic.

-- reholsters, then clips a plastic picture ID to his lapel and exits his car, moving past Cain's car, which has just pulled in.

INT. TV STATION - LOBBY - NIGHT

Wearing the ID, Adam walks by a bored UNARMED GUARD, passing a bank of TV monitors, which all show the identical live BROADCAST of the local news as Adam gets into an elevator.

Cain enters the lobby, intending to follow Adam but --

GUARD (O.C.)
'Scuse me, sir? You have a pass?

Cain stops. Keeps his back turned. The elevator doors close. Cain reaches slowly into his coat. The Guard's face grows concerned.

CAIN'S LOG (V.O.)
One of the first things we learn about them is their blind obedience...

Cain finally turns to the Guard, flipping open his ID:
DEPARTMENT OF HOMELAND SECURITY.

CAIN'S LOG (V.O.) (CONT'D)
...to law enforcement.

GUARD
(picks up phone)
Right... I just need to call my
supervisor.

CAIN'S LOG (V.O.)
*It's as if they secretly long to be
governed without question.*

Sudden GUNSHOTS come from the TV monitors, echoing through
the building as --

-- the Guard drops the phone, shocked, Cain looks at the many
TV screens and sees --

-- multiple ADAMS -- in the newsroom, waving a gun, FIRING on
live TV as --

-- Cain remains calm, takes out his Blackberry and types:
"Infection violent."

INT. TV NEWSROOM - NIGHT

Mid-Broadcast. MAYHEM. Frozen ANCHORMAN and ANCHORWOMAN.
Scattering, screaming CREW. Adam in the middle of it all.
An AD rushes him. Adam FIRES into the air, missing the AD
intentionally, driving him back with OTHERS, then whirling --

ADAM
No, no! Leave the cameras on!

He points right into the lens. Right at us.

ADAM (CONT'D)
I have an important message... for
the people of Earth...

Several terrified studio workers react -- God, no, *that* kind
of lunatic...

INT. TV STATION - LOBBY - NIGHT

Cain reads the response on his Blackberry screen:
"Eliminate."

INT. TV NEWSROOM - NIGHT

Waving the gun, Adam moves past the anchor desk.

ADAM

(into the studio cameras)
...I'm... from another world.

(moving closer to one
camera)

We come here, we make ourselves
look like you, *sound* like you, but
we're *nothing* like you. Where we
come from, we have no bodies, no
sensation, no emotion, there's no
such thing as touch or feeling, no
difference between
this --

-- he kisses the Anchorwoman, startling her --

ADAM (CONT'D)

-- and *this*.

-- then SHOOTS the Anchorwoman in the leg, sending her into a seizure of agony and the studio into PANDEMONIUM.

INT. DONNA'S HOUSE - KITCHEN - NIGHT

A small, secluded canyon bungalow. DONNA SHEA, twenties, all American beauty, is making dinner for one. The TV is on in the kitchen with the sound muted. She turns and sees onscreen: Adam ranting on live TV.

Donna drops a dish. It SHATTERS.

INT. TV STATION - HALL - NIGHT

Cain sprints up a long, stark corridor, cutting through panic like a laser.

INT. TV NEWSROOM - NIGHT

Adam continues his rant, straight into the TV camera.

ADAM

We walk among you. And you're in
danger. All of you.

Adam looks around the room, sees the terrified faces -- faces of disbelief. They all think he's crazy and he knows it.

ADAM (CONT'D)

I'll prove it.

He grabs a NEWS PA, TARA SPADER, off the floor. She is in her mid-twenties, carelessly striking and right now: shock-white with fear.

ADAM (CONT'D)
Tell them!

Adam drives Tara to her knees, the gun at her temple.

ADAM (CONT'D)
Tell them!

TARA
Tell them... *what?* I don't understand...

Adam aims the gun at Tara, pulling the hammer back:

ADAM
Fine. We'll *show* them.

TARA
No... *please...*

Adam pulls the trigger -- the hammer SNAPS -- into a thumb, which has wedged between the hammer and the loaded round. WE REVEAL the thumb belongs to --

-- Cain, holding his own 9mm against Adam's head.

INT. DONNA'S HOUSE - KITCHEN - NIGHT

Donna watches in horror, the sound up now. WHIP PAN off her disbelieving face to a photo on the refrigerator -- her in hiking gear, arm in arm with a smiling Adam.

INT. TV NEWSROOM - NIGHT

Cain disarms Adam, but as he does Adam pivots and HITS Cain hard with a rapid combination that causes Cain to lose both weapons --

-- and now the two trade vicious BLOWS, both clearly trained in the same ferocious fighting style --

-- PANIC CRESCENDOES all around them as everyone who can scatters for the nearest exit and --

-- staggering back from a BLOW, Cain stomps on the prone Tara's hand, heel SMASHING DOWN on fragile-boned flesh with a WET CRUNCH. Tara shrieks in agony, rolling away, putting the mangled hand under her arm as --

-- Cain retrieves his gun off the floor and --

-- Adam runs, Cain can't shoot, too many fleeing people.

INT. TV STATION - VARIOUS HALLS - NIGHT

Adam runs, Cain pursues, both focused, heedless, not superhuman but creatures of sheer speed and confidence as --

-- Adam makes an incredible leap over a tape cart in his path, then runs straight at a glass wall and --

-- SMASHES through without a second of hesitation -- Cain pursues, closing in.

EXT. TV STATION - ALLEY - NIGHT

Adam flies out an exit and up a street, suddenly cut off by a cop car and its LONE PATROLMAN, getting out, drawing down --

-- and Adam HITS the Patrolman, disarms him, takes his gun, whirls and --

-- RAPID-FIRES at Cain, who narrowly dives for cover as --

-- the Patrolman, stunned but not unconscious, makes a move towards the distracted Adam, trying to get his gun back --

-- but Adam spins around and SHOOTs the Patrolman once in the upper chest, then --

-- Cain SHOOTs Adam TWICE, both rounds slamming into his kidneys, followed immediately by AN ERUPTION of glowing, viscous material, thick and bright yellow, rushing out of Adam as he doubles over in pain but continues to RETURN FIRE, dropping back behind the cop car --

-- Cain moves to a new position, closer, trying for a better shot at --

-- Adam, who is wincing in agony as we hear --

CAIN'S LOG (V.O.)

To avoid the need for medical attention, our bodies are engineered to survive maximum trauma. Injury must be sudden and catastrophic in order for the self-destruct gene to initiate...

-- Cain moves closer, lining himself up for a clean shot --

-- Adam, shaking with pain, looks at his mid-section now RADIATING LIGHT, from both the entry wounds in front and exit wounds in back, a LIGHT that seems to BEND back on itself as it tries to escape the body in a SCREAM of BRIGHTNESS --

CAIN'S LOG (V.O.) (CONT'D)
*...otherwise, healing is
 instantaneous.*

-- Adam's light dies down, SUCKED back into his flesh. Though his clothes are still torn, his skin is healed, the flesh smooth but bright PURPLE, like a fresh bruise. Adam has completely healed in seconds.

-- Cain is now in position, closer, with a clean shot at --

-- Adam, who spies the keys still in the nearby cop car, driver door open, engine idling and --

-- the Patrolman MOANS at Adam's feet, on his back, bleeding red, still alive.

Adam aims at The Patrolman. Point blank. Which stops Cain. Adam and Cain lock eyes.

CAIN
 We're not supposed to hurt them.

ADAM
 Is that what they told you?

Adam holds a beat, then turns his gun on Cain, FIRING, as --

-- Cain FIRES BACK, missing as he drops for cover --

-- Adam tumbles into the black and white and hits the gas, driving RIGHT AT CAIN, who has to fling himself out of the way and by the time he gets back on his feet --

-- Adam and the car are hurtling out of sight.

Cain hears the Patrolman MOAN and kneels by him. The Patrolman reaches up, grabbing Cain's hand, wheezing wetly through his wounds. Cain looks at him uncertainly.

PATROLMAN
 ...please... I'm not ready... I've
 got so much... to do. Don't let me
 die... okay...? Please, God...

His face slackens. His eyes go blank. The sounds of SIRENS closing in. Cain holsters his gun and exits the alley.

EXT. TV STATION - PARKING LOT - LATER

Tara, still shaken, broken hand wrapped in a towel, has just finished giving her statement to TWO UNIFORMED COPS.

UNIFORMED COP 1
Make sure you get to a hospital.

TARA
I will, Officer, thanks...

As soon as the Cops are gone, Cain emerges from a stairwell.

CAIN
I'm Cain Johnson.

Tara turns. No longer the frightened PA, she is now almost imperious. Her eyes sweep Cain, assessing him.

TARA
The Enforcer.

CAIN
I need to make sure you're not damaged.

Tara unwraps her broken hand. The fingers are smooth and healthy; no broken bones, no blood. She flexes dexterously.

TARA
Did you eliminate him?

CAIN
No.

TARA
He got away?

CAIN
(re: the hand)
Keep it bandaged for awhile. We don't want more questions.

TARA
I know *my job*.
(as she re-wraps)
Do yours. *Get him*. The whole operation is in danger now.

Tara gets in her car and drives off. Cain watches.

END OF ACT ONE

ACT TWO

EXT. MOTEL - NIGHT

Cain's car pulls up.

CAIN'S LOG (V.O.)
Motels make sense.

INT. MOTEL - LOBBY - NIGHT

Cain signs the register for the MANAGER, who counts the money he was just handed.

CAIN'S LOG (V.O.)
Pay cash, move every three to five days and you never attract attention.

The Manager stops counting and looks up at Cain.

CAIN'S LOG (V.O.) (CONT'D)
Well, most of the time.

MANAGER
You gave me too much.

The Manager slides two twenties and a hundred across the counter to Cain.

MANAGER (CONT'D)
It's eighty a night...

CAIN
Oh.

Cain lines up the hundred dollar bill next to a twenty.

CAIN (CONT'D)
(comparing them innocently)
Be easier if the bigger ones were... bigger. Don't you think?

MANAGER
(great, another freak)
You should write the President.

INT. MOTEL - CAIN'S ROOM - NIGHT

Cain is transfixed by the TV, scanning news channels: the smoking ruins of a domestic bombing, a highway car chase seen from a helicopter, a violent Iraqi street demonstration, a Mexican police raid on a drug cartel...

CAIN'S LOG (V.O.)

It's amazing, amidst the chaos, how much order they've been able to create.

EXT. A CHURCH - NIGHT

Its spires stretch for the stars like fingers.

CAIN'S LOG (V.O.)

Certain institutions seem to help them achieve this... But only raise other questions...

INT. THE CHURCH - NIGHT

A Gothic cavern of worship. Cain sits in the back pew.

CAIN'S LOG (V.O.)

Like why they gather to ask for guidance from something invisible that never answers...

REVEAL that Cain is watching a family Christening at the front of the church.

CAIN'S LOG (V.O.) (CONT'D)

...celebrate the beginning of life...

FLASHBACK: THE PATROLMAN

Bleeding out, dying. His bloody hand gripping Cain's.

CAIN'S LOG (V.O.)

...or mourn the end of it.

The Patrolman's hand finally loosens, his head lolls back.

THE CHURCH

Cain studies the MINISTER, PROUD PARENTS and NEWBORN.

CAIN'S LOG (V.O.)
*Where we come from, there is no
 birth, no death. But here,
 everything that lives, dies.*

Cain glances at an EIGHT YEAR OLD GIRL seated next to him, with her PARENTS. She is staring straight up. Cain follows her gaze. She is enthralled by a painting on the ceiling: An angel, beatific, golden, wings spread, hand extended toward children who follow him toward a shining heaven.

GIRL
 I love angels.

CAIN
 Why?

GIRL
 They protect us.

CAIN
 That's just paint. It can't
 protect you from anything.

The Girl looks over at Cain. Cain looks down at the Girl.

GIRL
 You're stupid.

Cain's Blackberry BUZZES, the screen reads: "**Report to Doorway.**"

INT. ABANDONED FACTORY - NIGHT

CAIN'S LOG (V.O.)
The Doorway.

A huge, walk-in vault, open, GLOWING BRIGHTLY from within. An array of controls are manned by a diligently harried man in his late twenties -- MATTHEW GRAHAM.

CAIN'S LOG (V.O.) (CONT'D)
*Where we cross over. From our
 world, to this.*

Cain stands with Ezekial, who seems totally stressed out, frantically trying to get his laptop to work. The room is a mass of cables, lights, hard drives, generators, all of it 21st century Earth technology, jerry-rigged and re-wired.

EZEKIAL
 This is great. Central Command is
 sending a Sector Chief.
 (MORE)

EZEKIAL (CONT'D)

First time. Ever. Thank you,
Cain, thank you *so much for letting
him get away!* Matthew! Can we
please power up?

MATTHEW

I'm trying.

EZEKIAL

I don't wanna hear that word.

MATTHEW

(enduring)

I'm sorry.

EZEKIAL

That one either. Down here you got
two choices. Deal with it or die.
That's all there is, Matthew.
Deal with it or die. So which is
it gonna be?

MATTHEW

You should have power now.

Matthew seethes as Ezekial flips the switch next to him. The
GLOW from just beyond the doorway becomes BLINDING.

CAIN'S LOG (V.O.)

*Assimilators have the hardest job.
Which is what makes them so
unpleasant to be around.*

A bustle is heard from beyond the Doorway. Voices. The
sound of machinery -- hissing, suction. Not unlike a
maternity ward delivery room.

CAIN'S LOG (V.O.) (CONT'D)

*They're responsible for each new
Arrival's orientation. Physiology,
walking, eating, vacating waste,
language, customs, laws. Everything
hard-wired into the new body.
And yet, it's surprising how
unprepared some of us are...*

Within the LIGHT, a silhouette begins to emerge.

CAIN'S LOG (V.O.) (CONT'D)

*...while others seem to adapt
instantly.*

A NAKED MAN emerges. Fit. Forty. He takes a step, unsure, then another, more sure. He studies himself. Arms. Hands. Chest. Matthew moves to him with a leather-bound book.

MATTHEW

Welcome, sir. I'll choose a name for you...

NAKED MAN

I'll choose my *own*.

Matthew hands him the book. Cain watches the Naked Man take it and stab a finger at random into a page.

NAKED MAN (CONT'D)

(reading)

"Uriah."

Ezekial writes this down as the Naked Man casts aside the leather book -- which we now recognize as a BIBLE -- and moves to a table. On it, magazines, hundreds of them, all the same -- TV GUIDE. He chooses an issue, opens it and says the first surname he sees there --

NAKED MAN (CONT'D)

"Selleck."

EZEKIAL

Uriah Selleck. Excellent.

URIAH

One old book that never changes and an infinity of periodicals that never *stop*. What a world.

Uriah moves to a nearby clothes rack, touches the cotton of a shirt for the first time, fascinated and slightly repulsed.

URIAH (CONT'D)

Tell me about the Rogue.

Before Cain or Ezekial can answer, Tara Spader enters from a hall door, brimming with barely concealed opportunism at Uriah's arrival.

TARA

His name is Adam Laurie.

INT. DONNA'S HOUSE - LIVING ROOM - NIGHT

DETECTIVE 1

L-A-U-R-I-E?

DETECTIVE 1 is female, officious, writing on a pad.

DONNA

Yes.

DETECTIVE 2, male, younger, looks at the snapshot from the fridge of Donna and Adam hiking.

DETECTIVE 1

How'd you two meet?

DONNA

Um, we went to the same coffee shop. We'd talk. He asked me to dinner...

DETECTIVE 1

How long were you going out?

DONNA

Just a few weeks...

TARA (PRE-LAP)

Adam is our Engineer...

INT. ABANDONED FACTORY - NIGHT

TARA

...cyber-genetics. He was building the device. And he was in charge of the cell.

She is telling this to Uriah, who is now wearing pants, shoes, and buttoning himself into a fresh shirt.

URIAH

Your "name" is Tara Spader?

(Tara nods)

You work at the television station?

TARA

Disinformation, misleads, propaganda.

URIAH

When does your cell go active?

TARA

Thirty-six hours.

URIAH

So far, this doesn't exactly speak wonders for your Assimilation skills, does it, Ezekial Smits?

EZEKIAL

Now wait a minute. I alerted Central Command he was infected...

URIAH

No, your report said *possible* infection. It's clear this went a little deeper...

INT. DONNA'S HOUSE - LIVING ROOM - NIGHT

Donna holds the photo of Adam in her hand.

DONNA

...the last few days, he changed, he'd be angry over nothing, or sad, then he asked me to marry him, I didn't know what to say, we just started dating...

DETECTIVE 2

So it wasn't serious.

DONNA

(beat; quietly)
I didn't say that...

DETECTIVE 1

Was he ever violent?

DONNA

No. Never.

INT. ABANDONED FACTORY - NIGHT

EZEKIAL

(defensive)
I could tell there was something wrong with the guy, I did my job, after that it was up to Enforcement.

URIAH

(his gaze swivels to Cain)
Which brings us to how Adam Laurie was able to do so much damage with an Enforcer so close... then escape.

CAIN

(calm)

He was willing to kill humans, I wasn't.

URIAH

Well. Imagine how many he'll kill now.

CAIN

I said *willing*. It's not his objective or he'd have killed dozens.

(beat)

He wants to stop *us*.

URIAH

Oh? And why is that?

CAIN

I'll find out. When I get him.

URIAH

These buttons are too small.

Frustrated, he pulls the shirt off.

EZEKIAL

Matthew! Get him another one, now! Bigger buttons!

Matthew scurries to the rack, searching.

URIAH

Do you know why we're here on this planet, Cain?

CAIN

To help its people.

URIAH

And how are we doing that?

CAIN

I don't know.

URIAH

(to Tara)

How many other cells are there?

TARA

I don't know, sir.

Matthew brings Uriah a new shirt, which he slips on.

URIAH

How long have we been here, what goals have we achieved in the overall operation?

MATTHEW

I don't know, sir.

URIAH

Exactly. You know what you *need* to. Which is precisely the *point*. Even Adam Laurie doesn't know enough to stop us... but he *can* hurt us.

(stops buttoning)

This *thing* --

(studies his hand)

-- is incredibly clumsy. It's unbelievable that the apex of their evolution is this meat prison.

EZEKIAL

It gets easier with repeated use.

URIAH

(re: his fingers)

Why five? It makes everything so complicated.

TARA

(moving close to Uriah)

May I?

He shrugs, why not? She begins to button his shirt for him.

TARA (CONT'D)

I'll make sure the cell stays on schedule.

URIAH

How?

TARA

I can finish building the device.

URIAH

You're not an Engineer.

TARA

It's nearly done; what's left isn't that complicated.

URIAH

The other member of your cell, the
Infiltrator -- ?

TARA

She's in the field, running psych
tests.

Tara has finished buttoning the shirt for Uriah. She steps
back, admiring him.

URIAH

Bring her in. Set up a new safe
house. Cain will ensure your
security through Phase One, then
hunt the Rogue. And...

(to Cain, with calculated
force)

"...when you get him," you won't
"find out" anything, you'll bring
him here. To me.

Tara starts to move off with Cain.

URIAH (CONT'D)

Tara? If you're going to take
charge, there are a few things
you'll need to know. About the
mission.

She fairly radiates silent pride as Uriah takes her by the
arm and guides her past Cain, Ezekial and Matthew to a far
corner of the room.

EXT. DONNA'S HOUSE - FRONT PORCH - NIGHT

FLOYD COUNCIL, late twenties, shaggy, more handsome than he
knows but not as handsome as he'd like, rings the bell. He
waits, smooths his hair, realizes he's still wearing his
iPod, which he pulls out of his ears just as Donna opens the
door.

FLOYD

Hey. So, I know you said you
wanted Xanax but I don't believe in
it. It's bad for the body. But
what I do believe in'll be just
fine...

Floyd holds up a huge bag of pot. Then, realizing --

FLOYD (CONT'D)
 (peering into the house)
 Uhhh, the cops are gone, right?

Donna manages her first smile through hours of dried tears. She hugs him. He returns the embrace carefully, awkwardly.

FLOYD (CONT'D)
 It's okay, Donna, it's gonna be okay...

EXT. ABANDONED FACTORY - NIGHT

Cain and Tara walk to the car.

CAIN
 Where is your Infiltrator
 conducting her research?

She regards him dryly.

TARA
 You might want to lose the tie.

INT. DIVE BAR - NIGHT

NAOMI, 30, hair flying backwards as she downs tequila shooters with a GROUP OF BIKERS. Dressed in jeans and a low-cut halter top, Naomi is self-possessed and unapologetically sexy, with an unpredictable edge of danger. She slams her glass down, first to finish. Wild APPLAUSE and HOOTS of pleasure punctuate the BLAST of bar music.

Cain and Tara enter, clearly out of place. Cain stays near the door, scanning the room, as Tara cuts through The Bikers, straight to Naomi. Tara whispers in Naomi's ear. Naomi nods and starts off with Tara. The Bikers don't like this. THE BIGGEST puts a thick hand on Tara. Cain is immediately in motion, moving between Tara and the Biggest, but --

-- Naomi calmly steps in, strokes the Biggest's hairy, tattooed arm and whispers soothingly to him. He seems at first to relax -- then makes a sudden move to attack Cain before Naomi's spiked heel DRILLS into his foot, doubling him over. He limps back to his table, his buddies jeering him. Cain looks at Naomi, impressed.

CAIN
 (off the bikers)
 What kind of field tests are you
 running, exactly...?

NAOMI

(smiles)

Male behavior. I'm Naomi Tyler
Moore.

CAIN

Cain Johnson.

A beat, as they look at each other -- something silent and still passing between them. Tara steps into this and pulls Naomi off. And Cain's eyes are drawn to something gleaming near Naomi's feet -- a little gold anklet.

TARA

Adam's gone Rogue.

Naomi's smiling confidence collapses.

TARA (CONT'D)

They've assigned us an Enforcer.

Cain is staring at Naomi. She looks away from him.

TARA (CONT'D)

I'm in charge of the mission now.

INT. DONNA'S HOUSE - LIVING ROOM - NIGHT

Floyd exhales and lays a fat roach in an ashtray.

FLOYD

So, it's probably safe to say, now
that he's been on TV shooting
people... I never really liked your
boyfriend.

He waits for her reaction. Sees she's asleep on the couch.

FLOYD (CONT'D)

Oh. Well. Then. It's *also*
probably safe to say I kinda hate
being your "friend"... because I
love you.

(off her sleeping face)

Yep. Totally safe.

Floyd takes a blanket and tucks her in. Kisses her cheek tenderly and lingers for just a moment, then exits. We STAY ON DONNA, creeping closer to her peaceful face before we...

DISSOLVE TO:

EXT. STARRY SKY - NIGHT

We glide beneath a blanket of brightly-pocked heavens before TILTING DOWN, the tranquil star field of San Fernando suburbia spread out below. As we PUSH toward earth...

CAIN'S LOG (V.O.)
*Safe houses are like mousetraps.
 They're tucked in the corners.
 Forgotten. You walk by them every
 day and never see them...*

...through a NEIGHBORHOOD -- similar to Ezekial's, but slightly more upscale -- we zero in on an inconspicuous RANCH-STYLE...

CAIN'S LOG (V.O.) (CONT'D)
*I prefer motels... but Central
 Command wants us hiding in plain
 sight...*

INT. SAFE HOUSE - NIGHT

Cain moves through the randomly furnished rooms with Naomi and Tara, carrying boxes. The house looks lived-in and comfortable -- as if it's been waiting for them. Naomi and Tara focus on a BLACK BOX, from which they gingerly lift something small, delicate and heavy -- a strange mechanical DEVICE. We barely glimpse tentacles sprouting from a metal hub...

The front door has been left ajar and a WOMAN (LILY BOWDITCH) peers her head into the front room.

LILY BOWDITCH
 ...Hello...?

Naomi and Tara freeze as they hold the device in their hands.

CAIN'S LOG (V.O.)
Like I said, I prefer motels.

LILY BOWDITCH
 (seeing the device)
 Oh my god -- is that the new Tivo?

Naomi quickly moves the device out of sight. Lily Bowditch, late 40's, attractive in a former-beauty-queen way, a hint of Texas charm belying a type-A insecurity, doesn't wait to be invited in.

LILY BOWDITCH (CONT'D)

(entering)

I am so sorry to intrude on you on your big move-in day, but I live next door -- Lily Bowditch, hi -- and your boxes are blocking our driveway and we're late for the Pantages.

(looking Cain up and down)

Is that Armani?

Tara gives Cain an icy look. Cain imperceptibly nods: "I'll take this one." He moves towards Lily and quickly escorts her out the door.

CAIN

Please forgive us. Let me get our things out of your way...

EXT. SAFE HOUSE - NIGHT - CONTINUOUS

As Cain walks Lily down the driveway, we see the glowing windows of the safe house behind them suddenly DARKEN as curtains are briskly drawn, one after the other.

LILY BOWDITCH

The tickets were five hundred dollars -- *each* -- and I can't wait -- but of course I'm nothing compared to Stephen --

We see a sophisticated MAN (STEPHEN), graying-templed 50's, behind the wheel of a '99 deVille. He sees Cain in his rear-view, gives a pleasant little wave. Cain awkwardly waves back. Then starts moving BOXES out of the driveway.

LILY BOWDITCH (CONT'D)

(lowering voice)

-- ever since his divorce, he's become an *expert* on all the musicals -- do you need any help with that?

CAIN

(lifting the last box)

No, ma'am. I think I've got it --

LILY BOWDITCH

But you can only small-talk musical theatre through so many desserts, right? This is our third.

(beat; waiting for a reaction)

(MORE)

LILY BOWDITCH (CONT'D)
 Our *third date*. You know what *that*
 means, right...?

CAIN
 (no, he doesn't)
 Yes, I do.

LILY BOWDITCH
 Put up or shut up time, right? I
 mean, I don't watch a lot of
 daytime television, but I think Dr.
 Phil has made that point pretty
 clearly: say what you mean, mean
 what you say. Do you agree with
 him?

Cain looks towards Stephen uncertainly.

LILY BOWDITCH (CONT'D)
 (clarifying)
Dr. Phil. Do you think men want
 women to be clear with their
 intentions? To say what they want?

CAIN
 (honestly)
 That's exactly what women should
 do.

Lily looks at Cain with genuine gratitude. Gives a sly
 glance towards Stephen.

LILY BOWDITCH
 (under her breath)
 I think so too.
 (grinning)
 Well aren't you a sweetheart,
 standing out here giving me such
 good advice. What's your name
 anyway?

CAIN
 Cain. Cain Johnson.

LILY BOWDITCH
 And what is it you kids do?

CAIN
 (beat)
 We're consultants.

LILY BOWDITCH
 Oh. Well, thanks for... the
 consultation. 'Night.

She gives Cain a little kiss on the cheek and moves toward the car.

LILY BOWDITCH (CONT'D)
 (whispering)
 Wish me luck!

She chuckles excitedly and moves toward the car. Stephen is immediately up, opening the door for her. Cain nods back, takes a deep breath and returns to the house.

INT. SAFE HOUSE - NIGHT

Naomi hands a small box to Tara. In it, another section of the device: more metal tentacles, a tiny plasma screen display.

NAOMI
 Can we finish building the device
 without Adam?

TARA
 I can.

As Cain re-enters, Tara moves past him, carrying the box into a bedroom.

TARA (CONT'D)
 You can talk to Cain.
 (to Cain)
 She and Adam were close. I'm sure
 she has a lot to tell you.

She closes the bedroom door behind her as Naomi looks after her, intrigued.

NAOMI
 She *really* likes being in charge,
 doesn't she...?

CAIN
 I noticed when she told you about
 Adam going rogue, you weren't...
 surprised.

NAOMI
 You were staring. Maybe I just
 don't like being stared at.

CAIN
 Or?

NAOMI
 (studying him)
 Or. Maybe... there's something I
 should have reported.

CAIN
 You can tell me. I'm after *him*,
 not you.

NAOMI
 He asked me not to say anything, he
 knew it was a violation but said he
 had it under control.
 (beat)
 He thought he was in love...

INT. DONNA'S HOUSE - LIVING ROOM - DAWN

NAOMI (POST-LAP)
 ...with a human.

Donna, still sleeping on the couch, wakes suddenly and finds
 Adam crouched over her. He clamps a hand over her mouth.

ADAM
 Shh... listen to me: I'm doing this
 for you. *For us.*
 (drops his hand)
 I can't look away anymore.

N.D. POV - WATCHING ADAM AND DONNA

From elsewhere, *inside the house*. Scrutinizing body
 language. Donna's hands. Adam's face. Especially Adam.

DONNA
 Adam... you have to turn yourself
 in... Please. I care about you,
 you know that...

Without warning, Cain suddenly STREAKS out of the darkness
 behind Adam, grabs him by the hair and SLAMS his forehead
 into a side table as --

-- a startled Donna SHRIEKS and jumps back, a dazed Adam hits
 the floor and a tiny yellow glow FLASHES across the skin of
 his forehead, then FLICKERS out. Donna blinks, unsure of
 what she just saw.

CAIN
 Are you damaged?

DONNA
What?

CAIN
(flips open Homeland
Security ID)
Did he hurt you?

DONNA
No -- Homeland Security -- ?

Cain whips out steel handcuffs and expertly clamps Adam's wrists behind his back.

DONNA (CONT'D)
(realizing)
Wait. I saw you... on TV.

Cain hauls Adam to his feet and gets him out the door, fast.

INT. CAIN'S CAR - DRIVING - DAWN

Cain at the wheel, Adam next to him, cuffed.

ADAM
You want to know what happened to me, don't you? Because you're afraid it'll happen to you. Well, you know what? Be afraid it won't. I feel things you'll never understand. Things I would die for. You have no idea what I'm talking about, do you?

A car suddenly SCREAMS up next to Cain --

ADAM (CONT'D)
Then this'll be easy for you...

EXT. DOWNTOWN STREET - CONTINUOUS

-- and from inside that car: a BURST OF AUTOMATIC GUNFIRE --

INT./EXT. CAIN'S CAR - CONTINUOUS

-- and Cain is in a BULLET STORM of shrapnel and shards, HIT in the neck and shoulder, his body a BURST of LIGHT, as if FIRE is escaping his torn skin and --

EXT. DOWNTOWN STREET - CONTINUOUS

-- Cain's car swerves and SMASHES to a stop.

INT./EXT. CAIN'S CAR - CONTINUOUS

Stunned, the light continues BENDING out of Cain, as SOMEONE UNSEEN helps Adam from the car. Cain fumbles for his weapon as he struggles for consciousness, but he's too late. We hear the screeching of tires, then silence. Cain is alone. Bullet-ruptured. In agony.

CAIN'S LOG (V.O.)

*Am I dying? No. I can't be. I'm
not ready. I have so much... to
do. Don't let me die... please...*

END OF ACT TWO

ACT THREE

EXT. SAFE HOUSE - DAWN

The door to Cain's bullet-pulverized, wreck of a car opens. After a beat, he tumbles out of it, wrapped in his suit coat to cover his wounds.

He moves toward the front door, collar up around his face to avoid attention, every body part screaming. As he reaches the middle of the lawn, he hears --

STEPHEN

You okay...?

Cain slowly turns his head towards the house next door, where Stephen stands in the middle of Lily Bowditch's front lawn. He has an ill-fitting woman's robe wrapped around him and is holding the morning paper. Cain struggles for composure.

CAIN

I'm fine... really...

Stephen nods uncertainly and moves back toward the house, intercepted by Lily Bowditch in the doorway. Seeing Cain, she springs out onto her lawn, also dressed in a robe. Cain closes his eyes.

LILY BOWDITCH

Mr. Johnson! Well, look at *you*...
looks like you had quite a night.
(beat; conspiratorially)
So did I.

Cain manages a weak smile.

INT. SAFE HOUSE - DAY

Cain stumbles in, pale, panting, barely able to shut the door behind him. He CRASHES to the floor. As he rolls onto his side, writhing, we see that under his torn clothes the bullet wounds have healed, leaving that fresh, bruised PURPLE skin. Naomi runs in, sees Cain on the floor. As her eyes widen in genuine concern --

INT. DONNA'S OFFICE - DAY

A modern cubicle amid dozens that seem to stretch into infinity. Donna tosses her jacket on the back of her desk chair as her cell RINGS.

DONNA

Hello?

INTERCUT:

EXT. DOWNTOWN STREET - DAY

Adam exits a 7-11, on his new disposable phone.

ADAM

Don't hang up, okay?

Donna freezes at the sound of his voice.

ADAM (CONT'D)

There's no way I can explain this,
but obviously they know about us --

DONNA

-- who --?

ADAM

-- you could be in danger, so if
you need me, you have this number
in your phone now. And please...
don't tell anyone.

The car driven by Adam's Still-Unseen Rescuer pulls up.

ADAM (CONT'D)

And stay away from Cain. He's not
what he seems. Whatever he tells
you is a lie.

INT. SAFE HOUSE - BATHROOM - DAY

Cain's shirt is off. His skin is almost normal now. But the
pain is still excruciating. He shakes. Naomi runs her
fingers along his shoulders and back, trying to soothe him.

NAOMI

I know it hurts.
(tenderly)
But I can make it go away...

He looks at her expectantly. She opens her purse and
produces a bottle of PRESCRIPTION PAINKILLERS.

NAOMI (CONT'D)

Taking these is a huge violation.
But...
(sly smile)
(MORE)

NAOMI (CONT'D)
 ...so is everything fun on this
 planet.

He holds out his hand. She shakes three pills into his palm.
 He hesitates.

NAOMI (CONT'D)
 It's okay. We all need a secret or
 two.

He throws the pills in his mouth. She tries giving him a
 glass of water but his hand is shaking. She wraps her hand
 around it and helps him drink. As Cain eases back, the drug
 coming on...

DISSOLVE TO:

INT. SAFE HOUSE - NAOMI'S BEDROOM - NIGHT

Naomi, in bra and panties, getting dressed, looking for
 something in a suitcase. Cain is on her bed, convalescing,
 stoned, flipping TV channels. Naomi exits into --

INT. SAFE HOUSE - LIVING ROOM - CONTINUOUS

-- and crosses to another suitcase, half-full, searching for
 something. The front door opens and Tara enters, carrying a
 plastic bag of just-purchased computer equipment. She
 crosses to her room, unlocks its door and we glimpse, on a
 table in there: the tentacled, metallic device, in pieces.
 The sound of the TV in Naomi's room draws her gaze. She
 looks and sees Cain on Naomi's bed.

TARA
 What's he doing in your room?

INT. SAFE HOUSE - NAOMI'S BEDROOM - CONTINUOUS

Cain stops flipping, something suddenly hooking his
 attention. A rerun of *Saturday Night Live*: "The Coneheads."
 As Beldar explains to a suspicious suburban Neighbor, "We are
 from France," and Cain blinks at the strange synchronicity,
 INTERCUT:

INT. SAFE HOUSE - LIVING ROOM - CONTINUOUS

NAOMI
 He was shot, by someone who helped
 Adam escape.

TARA
 He doesn't look too good, will you
 be able to stay on schedule?

NAOMI

Right. I forgot. You're in charge now. Of the schedule, of the machinery --

TARA

-- of this cell's *mission*.

(stepping towards Naomi)

Consider something: You're just a soldier. Following orders. But I know what the orders mean. I know how *beautiful* the plan is. So beautiful neither of you could imagine... so don't try. Just do what you're told or let me know if you can't and I'll have you replaced.

NAOMI

Fine. Replace me. Let me know what Central Command says. They love bad news from the field.

(a standoff beat)

No? Okay, then. Why don't you go to your room, Tara.

As Naomi moves back into --

INT. SAFE HOUSE - NAOMI'S BEDROOM - CONTINUOUS

NAOMI

Feeling better?

CAIN

I've never felt this good. Whatever you gave me, I want more.

NAOMI

We have work to do, remember? And you're my official protection. So get moving.

Cain tries to sit up, woozy.

CAIN

I'm not sure I can be all that much help...

NAOMI

Well, I always found the idea of a bodyguard a little quaint. You can just be my date.

(stepping into high heels)

(MORE)

NAOMI (CONT'D)

The one I leave standing in the corner while I offer sex to strangers.

(puts a heeled foot on the bed to adjust its strap)
Do you think you can do that?

Cain blinks at her high-heeled foot, trying to decide if he just heard right. Off her anklet, winking at him...

INT. CLUB - THAT NIGHT

THUNDERING HOUSE MUSIC. Naomi, her body taut and gleaming, dances on a tabletop, getting whoops and hollers from a group of CELEBRATING WHITE COLLAR MEN who are in the midst of some birthday revels.

Cain watches her from the bar, seemingly more lucid than before. He scans the crowded, pulsing room.

Naomi concentrates on the party's 40 YEAR OLD BIRTHDAY BOY, a heavy, sweaty man, probably unused to this kind of attention.

QUICK-CUTTING MONTAGE:

Naomi downing tequila shooters.

Naomi writhing on the Birthday Boy's lap, lap-dancing him.

Naomi snapping pictures with her cellphone.

Naomi posing for pictures, wrapped around the Birthday Boy.

Cain watching her with his curious, child-like stare. But there's something new in his eyes -- a level of desire that wasn't there before...

EXT. SAFE HOUSE - NIGHT

NAOMI

I like the males on this planet.

Exiting the car with Cain, Naomi crosses the driveway, barefoot, holding her shoes in her hand.

NAOMI (CONT'D)

They're so simple. And the more they drink, the simpler they become.

They glide into --

INT. SAFE HOUSE - CONTINUOUS

-- and as soon as the door is closed, Naomi sheds her top.

NAOMI
Are the females down here as easy
to manipulate?

CAIN
I find everything here...
challenging.

Naomi shucks all her clothing, childlike in her lack of
shame, fully nude.

NAOMI
We just always have to remember,
never let them get too close.

She turns off the room's only light and moves to Cain in the
dark.

NAOMI (CONT'D)
I worry about that sometimes.
Don't you?

CAIN
Yes.

NAOMI
You have an erection, you know.

He stares into her eyes, unblinking.

NAOMI (CONT'D)
Good night.

She moves to her bedroom and closes the door.

EXT. AN OFFICE COMPLEX - MORNING

Cain pulls up with Naomi in his car. She is dressed in her
club outfit from the night before, her hair disheveled. She
lifts an open pint of Scotch and dabs a little on her neck.
Cain scans the parking area, seeing: an EAGER, NERVOUS YOUNG
MAN getting out of his car. With a dozen roses.

CAIN
What are those for?
(pointing)
The flowers?

NAOMI

The boy wants something, probably
from a female.

CAIN

What?

NAOMI

It doesn't matter. *Whatever* it is,
she's more likely to give it to him
after getting a clump of dead
foliage.

Cain and Naomi see the Young Man approach a YOUNG WOMAN, on
her way to work. Seeing the Young Man -- then his flowers --
the Young Woman is suddenly alight with joy.

NAOMI (CONT'D)

And no, I have *no* idea why.

Behind them, Tara strides into view, wearing the bland
camouflage of a busy professional -- skirt, jacket, glasses
and a huge shoulder bag.

NAOMI (CONT'D)

Here we go. As they say.

Tara and Naomi exchange a look as Tara passes the car. Tara
breaks into a run, pretending to be in a hurry.

Naomi gets out of Cain's car and starts to walk unsteadily.
Cain remains behind the wheel, watching her closely.

Tara and Naomi are a study in archetypal contrast: the
coiffed secretary and the club skank, neither looking at the
other, both headed for the same sleek office building as --

-- Tara intentionally BUMPS into a bespectacled, fortyish
everyman named DR. NED JENNINGS. It appears to be a sudden,
jostling accident. Dr. Jennings' briefcase flies open,
papers scatter --

TARA

Sorry, sir, my fault, let me...

And Tara bends to help Dr. Jennings, as Naomi, still
pretending to be drunk, teeters by them. Jennings can't help
but glance at her. Which is when Tara pulls something out of
her shoulder bag. We don't see it, but it's about the size
of a paperweight. She slips it into an inner pocket of Dr.
Jennings' briefcase. Jennings, distracted by Naomi's slow
walk and annoyed at the chaos of Tara's collision, doesn't
notice.

Naomi pauses, pretending to check her makeup but in fact: watching Dr. Jennings in the glass as Tara helps him retrieve the last of his papers. In a few moments, Dr. Jennings and Tara part and now, Naomi and Dr. Jennings enter --

INT. LOBBY - OFFICE BUILDING - DAY

-- where Naomi looks spectacularly, garishly out of place. There is a short line of office workers filing through a high-tech metal detector. Their bags and briefcases are put through an x-ray separately. Dr. Jennings puts his case on the conveyor for the x-ray as --

NAOMI

Teddy. Teddy!

And we realize that the man she is shouting for is The Birthday Boy from last night. He looks up. He is The Head of Security here, in charge of the x-ray monitor.

BIRTHDAY BOY TEDDY

Uh, okay, hang on...

NAOMI

What, you don't remember...?

We also recognize three or four OTHER GUARDS -- the Celebrating Men from the club. They laugh and jeer Teddy, who looks like he wants to kill them, then himself. Naomi teeters toward him, lifting her cell phone, clicking through pictures of them cavorting at the club last night.

NAOMI (CONT'D)

Here. Remember now? You put something in my drink, didn't you? Didn't you?

BIRTHDAY BOY TEDDY

Oh, my God...

NAOMI

You did me while I was out, didn't you? Then what -- you passed me around to your buddies?

The Celebrating Men stop laughing. A sudden surreal chill.

NAOMI (CONT'D)

I'm going to the cops! What's your wife gonna say about that? Huh? Or your boss?

Everyone's so distracted by Naomi, Teddy, the cell pictures and the shouting that they fail to notice:

Dr. Jennings' briefcase as it passes through the x-ray -- revealing something inside... small and metallic... tentacle-like appendages jutting out of it... then, just before it passes through the screen: it wiggles, as if it's alive.

BIRTHDAY BOY TEDDY

Guys, c'mon, get her out of here,
she's obviously...

As the Security Men take Naomi by the arms --

NAOMI

Get offa me! I'm calling the cops!

-- on the other side of the metal detector, Dr. Jennings picks up his x-rayed briefcase and carries it into the building. The Security Men brusquely escort Naomi to the front door.

EXT. OFFICE COMPLEX - DAY

Naomi gets back in the car with Cain. She returns to her natural calm state.

NAOMI

Whatever we're doing to help this
planet? I'm very good at it.

They drive off, passing the building's sign: JET PROPULSION
LABORATORY.

END OF ACT THREE

ACT FOUR

INT. CAIN'S CAR - DAY

Cain navigates through traffic. Naomi sits beside him, shoes off, feet up on the dashboard like a beach girl on a summer road trip, her golden anklet shimmering against her flesh. It's the only thing other than the traffic that Cain notices.

NAOMI

I'm hungry.
(beat)
Are you?

Whether he is or not, Cain seems to relish the invitation to spend more time with her.

CAIN

Starving.

NAOMI

Good. There's this awesome little place in the Valley I know...

INT. MCDONALD'S - DAY

Cain and Naomi sit across from each other in red and yellow plastic dining room heaven. Cain has two burgers in front of him: a Big Mac and a Quarter Pounder with Cheese. He takes a bite of the Big Mac. Puts it back down. Chews methodically. Then does the same with the Quarter Pounder. Unable to find any notable distinction, he finally lifts each patty out of their respective buns, studying them closely.

At the next table, THREE SKATEBOARD KIDS watch Cain, slack-jawed, dumbfounded at the oddness of his mealtime method.

Naomi has a Happy Meal. She systematically removes each item -- cheeseburger, fries, toy -- saving the best for last: McDonaldland Cookies. She rips them open and digs in.

CAIN

I don't think you're supposed to have those first.

NAOMI

I always start with dessert.

They're interrupted by a sudden, familiar BUZZING. Naomi pulls a Blackberry that's identical to Cain's out of her handbag. She studies it sadly.

NAOMI (CONT'D)

Phase One's over.

Simple. Direct. Cain knows what it means.

NAOMI (CONT'D)
I'm awaiting new orders. I guess
you'll be --

We hear another BUZZING, this one coming from Cain's Blackberry, which he quickly retrieves from his coat pocket.

CAIN
(reading off the screen)
Hunting. For Adam.

Naomi nods, understanding. Not wanting to. HOLD ON the two of them, no longer hungry, looking dully at their Blackberries -- the portrait of a modern couple.

EXT. SAFE HOUSE - DAY

Cain parks the car, addresses Naomi without looking at her.

CAIN
Will you... promise me something?

Naomi looks at him curiously. Touched by his awkwardness.

NAOMI
Maybe...

CAIN
Be careful. Okay?

Cain remains rigidly focused on his windshield.

NAOMI
You know... there's something I
forgot to say...

As Cain turns her way, her mouth's already on his. And before Cain can stop her or kiss her back, she pulls away.

NAOMI (CONT'D)
(smiling)
...thank you.

She leaves the car. Cain watches her stroll away, walking across the fallen lavender petals of a Wisteria bloom, carrying her shoes. Cain touches his lips. A delicate roll of THUNDER in the distance.

EZEKIAL (PRE-LAP)
He's in love?

INT. EZEKIAL'S HOUSE - HOME OFFICE - NIGHT

EZEKIAL

With a human. Great. That's great. They have a saying down here: good *luck* with that.

Cain watches Ezekial collate a fat file. Outside, the THUNDER rumbles, louder, closer.

CAIN

What else can you tell me about him?

The file slips from Ezekial's hand, papers tumbling to the floor.

EZEKIAL

I'm sorry, aren't you supposed to be out there, shooting things? Do I look like I don't have my own problems?

CAIN

You've been inside his head. What would he expect to accomplish by being in love -- ?

EZEKIAL

Nothing! It's a woman, so it's *irrational* -- which means, by definition, not *rational!*

Ezekial bends to scoop up the papers.

CAIN

You seem upset.

EZEKIAL

Let me explain something. There's a difference between *relating* to emotions and being *ruled* by them. Everything with you is --

(robotic)

"-- yes. No. Upset. Understand." You know why you can't catch Adam? Because you don't *understand* irrational. Love. Hate. Want. Need. You just don't get it.

CAIN

We're not supposed to get it.

EZEKIAL

No, we're not supposed to *give in* to it. Emotions are like a virus for us. You don't build up the anti-bodies, the virus can kill you. Central Command doesn't understand, they're just up there, making the rules, looking down, sending out guys like you in your little Brooks Brothers suits --

CAIN

(calmly)
It's Armani.

EZEKIAL

I'm just saying, don't tell me how to stay in control of my emotions. I know *all* about *control*.

CAIN

Really.

He flicks his finger into Ezekial's shirt front, dotted with crumbs. Then crosses to the cabinets and opens one. It's crammed, floor to ceiling, with boxed pies.

CAIN (CONT'D)

You actually think of yourself...

Cain yanks open another set of cabinets. Pies. Everywhere.

CAIN (CONT'D)

...as being in control?

He moves to another set of cabinets, grabs the handle. Ezekial slams the door shut before Cain opens it.

EZEKIAL

I've been here three years, you been here three *months*.

Cain is caught short, knowing Ezekial has a point.

EZEKIAL (CONT'D)

I mean, wow. I eat pie. Good job. You *got* me. But you're never, ever gonna get *him* until you know what he's feeling. Figure out *what* made him weak and why.

Cain's expression flickers with doubt.

EZEKIAL (CONT'D)

But that's not gonna happen, is it
Cain? Because nothing on this
planet has ever made *you* weak...

(close)

...right?

Off Cain's face as he fights to maintain his composure --

MATCH CUT TO:

CAIN'S FACE, WEBBED WITH RAIN

-- as he stands in a STORM, a front door opens, revealing --

-- Naomi, at the Safe House. Cain grabs her, almost
desperate, kissing her. Naomi smiles as she kisses back, his
wet clothes sopping her. As lightning crashes above them...

INT. SAFE HOUSE - NAOMI'S BEDROOM - LATER THAT NIGHT

The room is starkly lit by the window behind the bed. Naomi
lies atop Cain, tracing her finger along his face, studying
him. Her anklet lies on the bedside table. Coldplay's "Fix
You" murmurs from the next room.

NAOMI

This is my favorite song. Is it
yours?

CAIN

I don't have a favorite song.

NAOMI

That's so sad!
(suggestively)
I have so much to teach you...

She kisses him again, tenderly.

NAOMI (CONT'D)

Was this your first time...?

CAIN

Yes.
(beat; simply)
But not for you, right?

NAOMI

I've had plenty of sex... with
humans. But I could never let them
get close... see *me*. So it never
felt like this, like --

She stops, uncertain how far she wants this confession to take her.

NAOMI (CONT'D)

Well, it just felt like what it was, an assignment.

Cain looks at her hair, then runs his fingers through the length of it, savoring its thick newness to him.

CAIN

Do you ever wonder why we're here? Not just what they tell us, "to help," but what they *don't* tell us?

NAOMI

Hey. Have you ever been to church?

A lightning FLASH from outside illuminates Naomi in a ghostly halo --

EXT. JET PROPULSION LAB - NIGHT

-- the same FLASH crackles over the rain-pelted building.

INT. JET PROPULSION LAB - NED JENNINGS' OFFICE - NIGHT

A small, white office. Dr. Ned Jennings -- whom we gather is a PROJECT MANAGER, judging by the handsomely embossed NAMEPLATE on his desk -- sits reviewing a file marked "SPITZER TELESCOPE - INTEGRATED QUASAR DATA - EYES ONLY." Suddenly he hears a NOISE:

THUMP-SCRAPE. Like someone knocking on the door, maybe. Dr. Jennings glances up.

THUMP-SCRAPE. Again. Louder. But there's no one else in his office. He glances at the coat closet. The door is closed. But the sound seems to be coming from inside:

THUMP-SCRAPE. He approaches the closet. Places his hand on the door handle, pauses a beat, then abruptly OPENS the door. His eyes scan, seeing his coats, several boxes... and his briefcase. The same one we saw move through the x-ray machine. But there is nothing out of the ordinary. He closes the door.

WE STAY IN THE CLOSET, moving CLOSER to that briefcase. As we PUSH IN tighter, it LURCHES violently -- tipping over.

INT. SAFE HOUSE - NAOMI'S BEDROOM - NIGHT

Naomi straddles Cain, playful.

CAIN

Yes. I've been to church. I
just... thought I was the only one.

NAOMI

(laughing)
Me too.

She bends down, close to Cain's ear.

NAOMI (CONT'D)

Have you seen the angels?

CAIN

The paintings, you mean?

This is personal territory for Cain. But there's a sparkle
in his eye. As if Naomi has turned on a light inside of him.
She sees it.

NAOMI

That's what I think we are.
Angels. That's why I think we all
came here... to do something
beautiful...

INT. JET PROPULSION LAB - NED JENNINGS' OFFICE - LATER

Dr. Ned Jennings hears a new SOUND from inside his closet.

SKITTER. Like a small, clawed animal. He crosses and opens
the closet door again. The briefcase is now open, lying
askance. Dr. Jennings is unsettled.

There's nothing out of the ordinary. But it's dark...
shadows everywhere -- suddenly too many places for something
to be hiding. Dr. Jennings has had enough. He grabs his
briefcase, snapping it shut, and hastily exits, leaving the
closet door ajar.

WE STAY IN THE CLOSET AND BEGIN TO BOOM DOWN TO THE FLOOR.
And under a low shelf, WE SEE: a baseboard vent. Bent open.
As if something small, powerful and intelligent just fought
its way into the building's airduct...

INT. SAFE HOUSE - NAOMI'S BEDROOM - NIGHT

Cain holds Naomi.

CAIN

(quietly)
So we're the angels.

Naomi starts to laugh again.

NAOMI

I know... it's stupid. It doesn't
make any sense. Like right now.
The rain. Can't you hear it?
Can't you hear what it's saying?

Naomi brings her lips tenderly to Cain's ear. Whispers something. Cain's eyes close, a smile slowly spreading across his face. They both lie beside each other, listening to the music cascading with the rain.

NAOMI (CONT'D)

We're the angels, Cain. And
secretly... I think we're here to
save them.

She straightens up. Smiles. He is under her, inside her, moving. Cain looks into her face, an angel herself, the patterned raindrops of the windowpane like tears spilling down her cheeks. Then --

-- there is the sudden cacophony of GLASS SHATTERING in a BURST of long-range automatic GUNFIRE -- just before Naomi's head EXPLODES in a BOREALIS of light and --

-- Cain's face is wrenched with pain and horror, reaching for the lifeless form of Naomi as the wind and rain from the now-disintegrated window whips around him in a frenzy. But his hands have nothing to grasp as --

-- Naomi is CONSUMED by rapidly intensifying LIGHT, building, enveloping her, bending around her in a searing embrace. Cain can only watch as she's OBLITERATED by it, BLINKING out in a final, deliberate flare.

And he's alone.

EXT. HILL ABOVE SAFE HOUSE - NIGHT

Drenched, illuminated in a FLASH of lightning, we see THE FACE OF A MAN -- determined, resolute, on a mission all his own. He lowers his nightscope sniper rifle, its muzzle still smoking in the icy night.

It's Adam.

END OF ACT FOUR

ACT FIVE

INT. CHURCH - DAWN

Cain sits alone, eyes hollow. He looks up again at the ceiling's painted angel, the one guiding the children to heaven. So kind, filled with the reassurance of eternal guidance. But this time Cain's face betrays nothing but resentment.

FLASHBACK: NAOMI

Kissing Cain tenderly. Over this we hear:

CAIN'S LOG (V.O.)
Are we angels? Here to save them?

Naomi dying. In spasms of light. In Cain's arms.

CAIN'S LOG (V.O.) (CONT'D)
Then why couldn't I save her?

Naomi's body, consumed, gone. Cain alone in bed. Naked. Bereft. In shock.

CAIN'S LOG (V.O.) (CONT'D)
...and if we can't even save each other...

THE CHURCH

CAIN
(suddenly outloud)
...what good are we?

A BAPTIST PASTOR, DON DEMELLOW, on the riser, lighting candles for the morning sermon, glances over at him. Tall, heavy set, African-American, a face suggesting the no bullshit weathering of a Big East football coach.

DEMELLOW
You say something?

Cain responds honestly, without shame or hesitation.

CAIN
What good are angels?

DeMellow approaches Cain, something about his unabashed sadness compelling him.

DEMELLOW
Well, they guide, protect...

CAIN
 They don't. They're weak.
 (bitterly)
 Why do you lie to people about
 that?

DeMellow looks at Cain closely, sizing him up.

DEMELLOW
 You ever heard of the Archangels?
 They were a little different.
 Warriors.
 (smiling)
 Bad ass.

He points to the pulpit and there, tented in bright light is a huge carved statue:

Mikael, the Archangel of fire. In stark contrast to the painting, Mikael is a startling vision of Old Testament fury, with the wings of a predator about to strike, wielding a golden spear.

DEMELLOW (CONT'D)
 They fight. Destroy. Avenge.

Cain looks at Mikael, listening intently.

INT. DONNA'S HOUSE - DAY

Donna's pouring coffee into a thermos, rushing, late for work. As she turns, her face goes slack with shock as she sees --

-- Cain, standing right in front of her. Donna recovers fast, grabbing for the phone as Cain's hand comes down over hers, holding it firmly. She looks up at him, prepared for the worst, and sees the bizarre sight of --

-- a RED TULIP extended in his other hand, the soil-laden roots still hanging there as if just plucked from the neighbor's yard.

DONNA
 What -- what the hell is this?

CAIN
 It's... for you.

Donna wrests her hand from his and races to the front door.

Cain looks quizzically at the flower as if expecting it to do something. Then drops it, chases and grabs Donna before she gets to the door.

DONNA

You're not Homeland Security, I called, I checked!

CAIN

Listen to me. I need you to answer something for me. It's important. Does Adam love you?

They're face to face. Donna stops struggling.

CAIN (CONT'D)

Does he? Has he told you?

DONNA

Yes, so what...?

Cain lets her go, considering her answer as though it's helped him make a decision. He takes a step back, drawing his weapon. For a moment, we think he might kill her, then --

-- Cain places the muzzle against the back of his hand -- itself on a thickly-cushioned couch -- and FIRES, sending himself into an immediate paroxysm of agony --

-- Donna SCREAMS -- but the sound catches in her throat as she stares with mute disbelief at:

-- the HUGE, GAPING HOLE in Cain's flesh, suddenly bright with yellow liquid and bending arcs of LIGHT, emerging like tiny geysers. Before her shock can subside --

-- the WOUND begins to HEAL, the fissures in the flesh rapidly stitching together, sinew and tendon weaving themselves, becoming smaller, until finally the last glimmer of light DISAPPEARS as the wound IRISES CLOSED, leaving a deep BRUISE as the only evidence of injury.

Donna just stares in dull shock. Cain breathes heavily through the pain, a fresh sheen of sweat on his face.

CAIN

Okay.

(beat)

I'm not from Homeland Security.

He collapses onto the couch. She stands, struck.

DONNA
 (barely a whisper)
 What are you...?

CAIN
 The same as Adam. What he said on
 TV, when he attacked those people --
 it's all true. Adam is one of *us*.

DONNA
 (fighting hysteria)
 -- he, he told me not to trust
 you... that you'd say things --

CAIN
 -- *he's doing this because of
 you...*

Donna stops. Not what she was expecting to hear.

CAIN (CONT'D)
 ...because of what he can't control
 in himself -- love, hate, fear,
 desire -- the things that make you
human -- they're a drug to us.
 They can make us insane.

Donna starts pacing the room, trying to gather her bearings.

DONNA
 Jesus, just hold on a sec, would
 you? You're telling me -- that
 Adam, that you... you're "aliens"?
 Like, what -- from *Mars*?

Cain tries to cut through her shock.

CAIN
 Listen to me. None of that
 matters. What we are -- why we're
 here -- it wouldn't make any sense
 to you anyway --

DONNA
 Why *are* you here?

CAIN
 We don't know --

DONNA
 (don't bullshit me)
 You don't know why you're here --

CAIN
I really don't.

Something in Cain's naked honesty seems to cut through Donna's disbelief, easing her just enough.

CAIN (CONT'D)
But what I do know is that Adam's
going to hurt more people unless
you help me stop him.

Donna stops pacing.

DONNA
Me. What am I supposed to do -- ?
Stop the guy I'm -- that I was -- ?
The *alien* --

CAIN
-- stop someone who *loves you* from
doing damage to himself, us, maybe
even you.
(imploring)
Please. If you know how to reach
him, help me.

Exhausted, Donna finally sits down. Takes a deep breath. Shakes her head, unable to believe what she's about to say:

DONNA
Help you, how?

Cain looks at her gratefully -- before the pain in his hand suddenly stabs at him again.

CAIN
For starters, if you've got any
aspirin, morphine, or
pharmaceutical heroin that would be
much appreciated.

EXT. PARKING GARAGE ROOFTOP - LAX - NIGHT

A Boeing 777 SCREAMS over an acre of cars, all seemingly idle, not a living being in sight. Except Donna. Alone. Scared. Standing under a cone of light, next to a stairwell door. The door has been wedged open with a rolled up newspaper.

Donna looks at the door, then out into the night. She is holding her cell phone. She glances at it. It blinks at her silently.

ADAM (O.S.)

Donna?

It's Adam. He emerges from the shadows. Moving toward her.

ADAM (CONT'D)

Are you all right?

Donna's phone RINGS.

ADAM (CONT'D)

You said you were in trouble... I
wasn't sure I'd ever see you again.
I missed you, Donna.

Adam is getting closer. Donna's phone continues to RING.

ADAM (CONT'D)

I love you, Donna.

Donna lifts the phone. On it, hears --

CAIN'S VOICE (ON PHONE)

Walk away.

ADAM

Donna?

CAIN'S VOICE (ON PHONE)

Now. Like I told you. Through the
door.

ADAM

Who is that?

CAIN'S VOICE (ON PHONE)

He's not human. Go.

DONNA

Adam... I'm sorry...

Adam breaks into a run, coming right for Donna, desperate,
just as she --

-- backs up into the stairwell, kicking the newspaper out of
the frame and closing the giant steel door with a BANG just
as --

-- Adam SLAMS into it, locked out, frantic.

ADAM

Donna! Don't leave me!

His voice is as raw and plaintive as a child's. He BANGS the door with his fists.

ON THE OTHER SIDE OF THE DOOR

Donna begins to weep in huge, hacking SOBS, sliding slowly down the wall, wondering what she's done as --

BACK OUTSIDE

Adam too is crying. The door won't open. Confused, he moves back into the lot, looking around for another exit and --

-- hears a CAR approaching... doesn't think much of it until its ENGINE ROARS like a charging beast and Adam is suddenly SPLASHED by headlights that SEAR HOT WHITE as they close in on him and --

IT'S CAIN, BEHIND THE WHEEL OF HIS SPEEDING CAR

His face a twisted mask of wrath as --

CAIN'S CAR SMASHES INTO ADAM

At a bone-shattering fifty miles an hour and --

ON THE OTHER SIDE OF THE DOOR

Donna covers her ears and SCREAMS.

INT. ABANDONED FACTORY - CORRIDOR - NIGHT

A door flies open and Cain drags a battered Adam in. Clothes torn, badly bruised, writhing in pain.

ADAM

Let me die...

Cain seizes him by the throat and slams him to the wall.

CAIN

No. You're going to explain. What you did. You're going to tell *why* --

(hits him)

-- *you* --

(again)

-- *killed* --

(again)

-- *her!*

Adam just looks at Cain, eyes wide, realizing -- recognizing:

ADAM

You... *loved* her... the way I love
Donna...

Cain suddenly feels flayed open, exposed to Adam's innocent, surprised stare. Then realizes they're not alone:

Tara stands in a doorway. She's heard all of this.

A beat, as Cain and Tara look at each other. Then Cain grabs hold of Adam, drags him down the hall, past Tara and into --

INT. ABANDONED FACTORY - NIGHT

-- where he drops Adam into a steel chair at the center of the room. It's bolted to the floor.

Breathing hard, sweating, he pulls his handcuffs from his belt. Matthew appears at Cain's side and holds out his hand.

MATTHEW

I'll do it.
(Cain hesitates)
Prisoners are *my* job. Ask Ezekial.

Ezekial is seated at a table. He hears this, stops typing and looks at Matthew like he wants to strangle him from across the room. Then lets it pass and continues typing.

Tara enters, watching as Matthew locks Adam into the chair, arms through the steel slats, hands behind him. Cain has moved away, his back to her. She crosses to him, exuding a veneer of cold professionalism.

TARA

You've been out of contact. And you didn't submit a report on the death of our Infiltrator. I had to sweep the safe house myself before the police --

Cain suddenly moves at her sharply, stopping her.

CAIN

Every time I turn around someone from your cell is missing... or dead. Maybe I'll submit a report on *that*.

As she tries to summon an answer --

-- Uriah enters the room, toweling off from having just shaved.

Uriah sees Adam and walks over to him, squatting down so he's eye to eye. Uriah's face has a slick, supple look.

URIAH
(smiling)
So?

Adam says nothing. Uriah looks Adam up and down in a vaguely unsettling manner.

URIAH (CONT'D)
You're a hard man to find.
(to Cain)
Isn't he?

Cain nods stiffly, watching Uriah make his way to a nearby table, upon which are an odd assortment of seemingly benign TOOLS, carefully laid out like a buffet.

URIAH (CONT'D)
I can't tell you how sorry I was to
hear how infected you'd become...

He surveys the tools -- a metal file, a hand drill, needle-nose pliers. He finally settles on a BLOWTORCH, lifting it delicately from the table. He looks at it closely.

URIAH (CONT'D)
You've nurtured every emotion,
every sensation, haven't you...

He moves back toward Adam. Ezekial shifts uneasily.

URIAH (CONT'D)
Including the most important one...
love.

Adam's eyes flick to Cain. Cain is staring at the floor.

ADAM
(unflinching)
Yes.

URIAH
You know what "they" say. It's a
many splendored thing. It'll keep
us together. It's all you need.
(beat)
And yet it really *does* make you
stupid, doesn't it. No -- wait --
sorry: it makes you do stupid
things.

ADAM

It's what brings us close to them.
It will bring them closer to us.

URIAH

It's what endangered the operation.

Uriah begins fiddling with the blowtorch, trying to figure out how it hooks up with the oxygen and acetylene tanks.

URIAH (CONT'D)

Here on Earth, there was a famous conservationist named Dian Fossey, have you heard of her? Amazing woman. She went into the African rain forest to protect an endangered species of gorilla. It seems that poachers were beheading them, turning them into trophies. And so, she tried getting close to the gorillas, to gain their trust, so she could help them. But something went wrong: she got *too* close -- so close, in fact, she virtually became one of them.

(finds a switch on the
blowtorch)

Ah. And do you know what happened? The poachers found her. They took a large, heavy knife -- a *panga* -- and they split open her skull. Like a gorilla.

The room is silent. Uriah SPARKS the blow torch... and as its amber glow lights his face --

END OF ACT FIVE

ACT SIX

INT. ABANDONED FACTORY - NIGHT - AS BEFORE

Uriah examines the hot point of flame on the blowtorch.

URIAH

Dian Fossey made the mistake of working alone. But you aren't.

Cain watches. Not wanting to watch.

URIAH (CONT'D)

No, I gather you've succeeded in spreading this repulsive weakness of yours to at least one other agent. Someone who's been helping you from the inside... someone in this room?

Again, Adam doesn't speak. Uriah lifts Adam's chin with his hand, then pivots his head to one side, as if assessing a valued machine part.

URIAH (CONT'D)

I was so impressed by this design when it was finally perfected. The ability to heal from all but the most lethal trauma -- yet still incalculably sensitive to pain.

(beat)

Pain can therefore be endlessly inflicted -- damage, heal, damage, heal -- it's an infinite cycle.

Uriah holds the blowtorch closer. Adam's face is taut, sweating. He looks over to Tara, frightened of what he knows is coming. Tara just stares at Adam.

Matthew moves to the door, uneasy.

Ezekial notes the eye conference between Adam and Tara with suspicion. Uriah senses Adam's about to break.

URIAH (CONT'D)

Everything can be forgiven... just tell me... who rescued you from Cain?

Adam says nothing. Uriah shifts into a new, ugly gear, moving closer to Adam.

URIAH (CONT'D)

You know better than this, Adam.
You know the beauty of our mission.
We're here to *help*. And you've
endangered them.

(beat)

*Don't you understand we're not
supposed to hurt them?*

Adam remains defiantly silent. Uriah moves the blowtorch closer, literally about to cook Adam's eyeball, before --

-- a hand comes down onto Uriah's, keeping the blowtorch from Adam as we REVEAL:

CAIN

This isn't necessary.

Uriah looks up at Cain with an almost bemused expression, his shock at Cain's insubordination difficult to comprehend.

URIAH

You're uncomfortable with violence?
I find that troubling in one of my
Enforcers.

CAIN

If you torture him, he's just going
to tell you what you want to hear.

Cain remains in position, a vice grip on Uriah. He glances down at Adam -- and suddenly notices something peculiar.

Adam's hands are unbound. He holds the cuffs in one hand.

Adam and Matthew lock eyes. Matthew nods.

Adam springs to his feet, whipping the steel cuffs, CRUSHING the bridge of Uriah's nose with a sickening CRACK --

-- simultaneously catching Cain off guard with a BLOW to the head --

-- Uriah tumbles back onto the floor, his face colliding with the BLAST of his blowtorch, searing the skin into hot, black, scorched BUBBLES -- he SCREAMS as --

-- Matthew draws a Glock from his coat, aiming it at --

Ezekial, who's desperately trying to scurry under a table. Matthew opens fire, walking calmly towards his boss, punctuating each loud report with --

MATTHEW

Deal with it or die, Ezekial!
Isn't that what you said? Deal
with it or die...!

Ezekial cowers in the corner, finally taking a round in his KNEECAP, from which a stream of yellow, fluid LIGHT spews forth. Ezekial SHRIEKS in agony as --

-- Uriah, who's still partly blinded from his injury, ARCS OF LIGHT bending around his shattered nose and sizzling face -- is tackled by --

Cain, who's intercepted Uriah just as Matthew FIRES at him -- the bullets missing by inches as --

-- Tara dives for cover and --

-- Cain rolls off Uriah and unholsters as --

-- Matthew lays down more fire, chewing into the room at impossible velocity, pinning Cain in a corner. Cain returns fire, EMPTYING his weapon as Matthew tosses a second gun to Adam, who yells --

ADAM

GO!

-- sending Matthew out one door as Adam aims at --

-- Cain, who's trying to reload and --

-- Adam FIRES and runs out a second door, gone.

Cain slams a new clip into his gun and sprints after Adam.

EXT. ALLEY - BEHIND FACTORY - NIGHT

Adam speeds around the corner, plunging into the long, dark canyon of concrete -- into a dead end with --

-- Cain in pursuit, stopping at the alley mouth, seeing --

-- Adam whirl and aim and --

-- Cain aims at Adam.

ADAM

I'm sorry.
(beat)
About Naomi.

Cain is taken aback for a moment.

ADAM (CONT'D)

But you have to understand. There was no other way. She had to be stopped -- her *mission* had to be stopped.

(beat)

You really have no idea why we're here, do you?

Cain weighs his rage at Adam against his emerging desire, his *need*, to know.

ADAM (CONT'D)

We're here to hurt them.

Cain sees the truth in Adam's eyes. Sees what he's been terrified to see. What he's begun to suspect himself.

ADAM (CONT'D)

You know that thing you helped Naomi smuggle? I *built* it.

(beat)

I know what it's going to do.

In the distance Cain hears RUNNING FOOTSTEPS, getting closer.

ADAM (CONT'D)

I had to try and stop it, for *her*.
Donna. I loved her.

(beat)

You know what I mean, don't you...

FLASHBACK: NAOMI

Her bedroom. A LIGHTNING FLASH illuminates her face.

NAOMI

...listen to the rain. Can't you hear it? Can't you hear what it's saying?

She whispers into Cain's ear. And for the first time we hear her words to him.

NAOMI (CONT'D)

It's saying that I love you.

THE ALLEY

Cain. Terrified that Adam is right. Terrified of what it means to feel this way.

The FOOTSTEPS close in and he turns his head to see --

-- Uriah, his burns healing, armed now, flanked by Tara and Ezekial, also armed, coming toward the mouth of the alley. Cain turns back to Adam --

ADAM
I can't let them take me, I found
out too much...

-- as Adam places the barrel of his gun under his own chin.

ADAM (CONT'D)
Keep Donna safe...

Cain charges into the alley as --

CAIN
STOP!

-- Adam pulls the trigger -- BLOWING himself into infinity.

INT. DONNA'S HOUSE - DAY

Cain sits across from Donna. She is numb, whatever hostility she's feeling toward Cain overwhelmed by her naked grief. Cain speaks quietly.

CAIN
You did the right thing. Adam was
never your problem. He was ours.
(beat)
He was mine.
(beat)
But none of this was your fault.
Adam wasn't what he seemed to be --

DONNA
Are you?

Cain holds her gaze.

DONNA (CONT'D)
Do you have any idea what this is
like? Sitting next to you,
whatever you are, discussing what
things "seemed to be"? I feel like
I'm losing my mind, I don't
understand any of this -- him, you -
- what the hell do you do, anyway?
Do you have a "job," or --

CAIN
I'm the Enforcer.

DONNA
 "The Enforcer."
 (shaking her head in
 disbelief)
 Christ, I'm with a character from a
 video game...
 (beat)
 What about the others? How many of
 you are there, are they waiting
 tables, are they cleaning my teeth
 this Thursday, are they doing my
 taxes --

CAIN
 -- yes.

Donna is caught short by this.

CAIN (CONT'D)
Donna.

The first time he's used her name.

CAIN (CONT'D)
 He asked me to protect you. I need
 to keep you safe. You can't tell
 anyone about this. If they find
 out what you know...

DONNA
 What?
 (beat)
 What, they'll kill me? So, you're
 here to help but you'll kill
 anybody who finds out...

CAIN
 No, not me.

DONNA
 You're one of *them*.

Cain reaches for Donna's hand, taking it in his.

CAIN
 Listen to me --

FLOYD (O.S.)
 You ready, Donna?

The door has just opened and Floyd Council enters, stopping
 as he sees --

-- Cain, with his hand on Donna.

FLOYD (CONT'D)
Oh. Sorry, uh...

Donna jerks away from Cain, grabbing her purse, starting to close it. She turns and Cain sees the lapel of the coat she's just put on. And pinned to it, an ID badge:

JET PROPULSION LABORATORY.

Cain stares, the implications mushrooming in his mind.

CAIN
(quietly, not really a
question)
You work at JPL...

FLOYD
Yeah, and we're kinda late, so...

Cain sees Floyd is wearing an identical JPL badge.

Floyd sees Donna is shaking, her fingers unable to zip the purse shut.

FLOYD (CONT'D)
Everything okay...?

Donna looks at Cain evenly. The potential for an ugly situation very clear to her. Cain gives Floyd an awkward nod of hello. Floyd doesn't nod back -- but doesn't look away either.

DONNA
Let's go.

INT. FLOYD'S CAR - OUTSIDE DONNA'S HOUSE - DAY

With the slam of a car door, Donna is safely in Floyd's passenger seat as he starts the engine. They both look out at Cain, who has crossed to his car and is now standing at the open door -- staring at Donna.

FLOYD
New boyfriend?

DONNA
No.

FLOYD

He stares at you like the other one. Jeez, Donna. What is it with you and these guys...?

Floyd's car peels out. Cain watches them drive away.

INT. HOUSE OF PIES - NIGHT

Ezekial stands at the big Wurlitzer jukebox, having just fed his quarters in, talking to someone WE DON'T SEE yet.

EZEKIAL

There's something I *still* don't get. They'll eat those...

He gestures to a WAITRESS moving past with a huge, steaming, golden-baked chicken.

EZEKIAL (CONT'D)

...but never *those*.

He points out the window to a MAN walking a dog.

EZEKIAL (CONT'D)

And dogs *bite*. And by the way? *Hate us*.

WE REVEAL that Tara is the one he's talking to, at the counter, nursing a cup of coffee, uncharacteristically plaintive, almost melancholy.

EZEKIAL (CONT'D)

So. What seems to be the problem?

TARA

No problem. Just... a question. Naomi and Adam. I... can't stop thinking about them.

Ezekial looks up from the playlist and at her with something that might almost be compassion.

TARA (CONT'D)

It doesn't make any sense. They're dead. I'll never see them again. So why would I think about them?

Ezekial regards Tara carefully.

EZEKIAL

Come by the office and we'll talk about it.

TARA
But I'm still clear for duty.

EZEKIAL
We'll talk about it tomorrow. My
next meeting is here.

He indicates the door. Where Cain has just walked in. Tara nods and moves to the exit, passing Cain. She stops.

TARA
I cleaned the Safe House after...
what happened.
(beat)
I found this.

She holds up Naomi's gold anklet. Cain is stunned. Moved. Silent. He takes it.

TARA (CONT'D)
(whispers)
I'm sorry.

She exits. Cain holds the anklet delicately for a moment, rubs it like a rosary. Then pockets it as he moves to the booth Ezekial has just settled back into. "Crazy" by Patsy Cline clicks on the Wurlitzer.

EZEKIAL
I love this song. Music is so... I
don't know... it's one of the
things they do here better than
anything. You have a favorite
song?

Cain absorbs the question a moment.

CAIN
Yes.

EZEKIAL
(scans the room of people)
These poor idiots. They've got no
idea how good they have it. Ah,
well. I've got my own problems.
Most of which are about to become
your problems... starting with that
little shit, Matthew.

He slides a slim file across the table, with Matthew's photo clipped to the cover.

EZEKIAL (CONT'D)

I was a real mentor to that kid.
Feed him into a garbage disposal,
will you? And when that's done...

Ezekial THUMPS a stack of case files, bound together with rubber bands, grafted with post-it notes, pushing the whole miserable, coffee-stained, pie-crumbed stack at Cain.

EZEKIAL (CONT'D)

*...fifteen Agents I think could be
Infected enough to go Rogue.*

ANOTHER WAITRESS sets down a steaming hunk of PEACH PIE. Ezekial tucks in a napkin and reaches for his silverware. Cain marvels at the ritual of his preparation, like a man about to conduct a symphony.

CAIN

Do you ever wonder what we're
really doing here?

Ezekial never looks up from the pie.

EZEKIAL

Nope.

Ezekial digs in. A YOUNG COUPLE in a nearby booth catches Cain's eye, holding hands across the table.

CAIN'S LOG (V.O.)

*They want us to get close enough to
touch Them -- without ever allowing
Them to touch us. But that's the
mission. To serve without knowing
why we're here...*

He glances at a Waitress pouring coffee for a BIG, RAUCOUS, THREE-GENERATION FAMILY, engaged in loud conversation, the sleepy youngest boy with his head on his mother's shoulder.

CAIN'S LOG (V.O.) (CONT'D)

*Maybe the key to understanding Them
is to realize how remarkable they
are for enduring the unknown.
Their mission in life is kept
secret too. It always has been...*

He watches Ezekial chew, in ecstasy, at peace with the world.

CAIN'S LOG (V.O.) (CONT'D)

*And unlike us, they've lived with
that uncertainty for an eternity.*

(MORE)

CAIN'S LOG (V.O.) (CONT'D)
*For us, death is new; for Them,
it's always been their only
guarantee.*

Cain looks closely at the pie, really evaluating it for the first time: browned crust, steaming peach chunks, a sloppy slab of a la mode melting atop it...

CAIN'S LOG (V.O.) (CONT'D)
*Could Adam be right? That we would
do Them harm, when they have so
much to offer? Should we fear
their emotions?*

Without warning, Cain takes a fork and carves a huge bite out of the pie wedge for himself. Ezekial looks aghast...

CAIN'S LOG (V.O.) (CONT'D)
Should we risk getting closer?

Cain licks his lips...

CAIN'S LOG (V.O.) (CONT'D)
Should we listen to the rain?

He brings the fork to his mouth...

CUT TO BLACK:

THE END