

"ANDROID ARMY" a screenplay by William C. Martell
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"ANDROID ARMY"

INT. CARNUBIUM MINE -- DAY

A pick axe SLAMS into solid rock, breaking off a chunk.

The prisoner lowers his axe and wipes sweat from his brow.

Muscled arms, a trim body, alien face partially covered by the nose piece from a rebreather tank. MERRITT is a hip alien with a sarcastic wit and a kick back attitude, sentenced to 25 years for hijacking cargo ships.

A GUARD nudges Merritt with a rifle, prompting him to work.

MERRITT

Hey! Can't you see I'm trying to sleep?

Merritt hefts the axe and gets back to work.

THERE ARE THREE TYPES OF PRISONERS working the mine:

Aliens like

Merritt.

Humans like PRATT, a burned out three time loser with a weight lifter's

body.

But more than half the prisoners are chrome fingernailed Androids, sentenced for killing humans on Earth. None of the Androids wear re-breathers... they don't need them.

RALPH 124C41 is the leader of the Android gang. A HUGE mean looking droid with metal fingernails and grey eyes, guilty of brutally murdering more than fifty humans. He slams his axe into the rock... Imagining it's the Warden's head.

Working beside Ralph 124C41 are his two henchmen: SMITH EE17, a wiry Android with slicked back hair, aluminum teeth, and pincher claw hands.

And COBLENTZ HL2000, whose body is criss-crossed with baseball-like seams where he's been sewn together after knife fights.

Coblentz HL2000 breaks through a wall, exposing a vein of glimmering Carnubium.

COBLENTZ

The fucking motherlode. Vein of
Carnubium!

Merritt wrinkles his nose under the rebreather.

(CONTINUED)

2.

MERRITT

Shit, Coblentz, what you found is a damned Deros Cave. If you weren't a fucking Android you could smell 'em. Let's get out of here before we're lunch.

SUDDENLY, a slimy DEROS worm breaks through the opening in front of Coblentz and EATS the PRISONER next to him.

The other PRISONERS yell and scramble out of the mine.

One of the GUARDS fires his rifle, forcing the Deros back.

EXT. MOUTH OF THE CAVE -- DAY

The PRISONERS sit along the side of the mountain, taking a break. Merritt looks up when NOWLAN nudges him with his rifle.

NOWLAN

Warden wants to see you.

MERRITT

Must be my lucky day.

JACK NOWLAN is head guard of the prison mining colony. Tough but good natured, he's Esau to Merritt's James Dean-like Jacob, here on the twin sunned planet Isaac.

Nowlan clips magnetic leg shackles onto Merritt, then nods for his assistant AL BESTER to take over.

Bester is a farm boy prison guard. Not only second in command, but Nowlan's best friend. He wears a cowboy hat, has a small town attitude. Bester gestures for Merritt to get to his feet.

Nowlan prods Ralph 124C41 with the rifle, and the Android grabs the barrel. Nowlan pulls the gun back, then JAMBS it into Ralph's gut.

NOWLAN

Warden wants to see you.

RALPH

Screw you, screw.

NOWLAN

I've got the gun: Screw YOU. Now, you

going to cooperate, or am I going to
have to shoot you again?

Ralph snarls and Nowlan clips on the magnetic shackles.

(CONTINUED)

3.

Nowlan prods Ralph to his feet, escorts the prisoners away.

EXT. PRISON BUILDING - ESTABLISHING -- DAY

The Prison Building scorches under Isaac's twin suns.

INT. GERNSBECK'S OFFICE -- DAY

Nowlan and Bester prod the two prisoners into chairs across
from Warden Gernsbeck.

In his tailored suit and gold Rolex, VERNON GERNSBECK is the
type of slimy, bigoted, corrupt warden they make prison movies
about. Trophies and political photos adorn the office,
obscuring the UN flag in the corner.

On his desk, near his polished brass name plate, is a photo
of his pretty twenty year old daughter, GARBY.

GERNSBECK

(sarcastic)

My two favorite prisoners. Merritt.
Ralph 124C41.

MERRITT

What do you want, Verne? I'm a busy
man.

GERNSBECK

Nowlan. Bester. Better stick around.

Nowlan and Bester nod, and keep their guns ready.

Gernsbeck lifts two manila folders, giving a false smile.

GERNSBECK

I've been looking over your files,
gentlemen. Interesting reading.

(to Merritt)

Mr. Merritt. Twenty five years hard
labor for the armed hijack of twelve
cargo shuttles...

MERRITT

Fourteen. There was two they couldn't prove.

GERNSBECK

You seem to have trouble obeying the rules around here.

(MORE)

(CONTINUED)

4.

GERNSBECK (CONT'D)

You've been disciplined by electroshock forty three times.

(beat)

I have disciplined you more than thirty times myself...

MERRITT

(sotto)

Sadistic fucker.

GERNSBECK

What was that?

Merritt just smiles.

Gernsbeck pulls the other folder and looks up at Ralph 124C41.

GERNSBECK

Ralph 124C41. Life without parole for murdering fifty seven people on Earth. It says here you were reprogrammed twice, but kept on killing.

RALPH

Humans are scrap.

GERNSBECK

If it were my decision, I would have you disassembled and melted down, sold as slag.

MERRITT

Ralph the toaster.

Gernsbeck looks from Ralph to Merritt.

GERNSBECK

As you know, your labor has been leased by Manrocci Industries to mine the

Carnubium deposits here on the planet Isaac. Now that the Carnubium has been depleted, this prison colony will be closed down.

(beat)

The human and alien prisoners will be reassigned to the mining colony on Mars....

RALPH

And the 'droids?

(CONTINUED)

5.

GERNSBECK

The Androids will be set free... But remain here on Isaac.

RALPH

What about a repairs technician?

Gernsbeck gives Ralph an evil smile.

GERNSBECK

No. If you break down, you're on your own. Maybe you can repair yourself...

Ralph goes berserk.

RALPH

You piece of scrap! I'm gonna kill you! You and all the other human scraps! I'll kill you ALL!

Nowlan and Bester hold him in his chair.

Gernsbeck hits a buzzer. Two other guards enter the office: KLINE, a jokester ex-Marine, and STILSON, an attractive female guard. Stilson and Nowlan exchange smoldering looks, sparks of attraction between them.

KLINE SLAMS Ralph with his gun butt until he sparks, then drags him out with Bester and Stilson's help.

Merritt scoops the photo of Garby off the Warden's desk and studies the picture.

MERRITT

Come on, Verne. This is just an excuse to keep me away from your daughter. You know she wants me.

Gernsbeck pulls the photo out of Merritt's hands.

GERNSBECK
Keep your hands off my daughter.

MERRITT
Okay. But you better tell her to keep her hands off of me... You KNOW she's looking for some "close encounters".

GERNSBECK
I'll light you up like a Christmas Tree. You'll get enough voltage to fry that evil little sociopathic brain of yours...

(CONTINUED)

6.

MERRITT
She must take after her mother, Verne, because I don't see a lick of family resemblance. Was your mail man a handsome guy?

Gernsbeck is about to explode. He turns to Nowlan.

GERNSBECK
Get him out of here!

MERRITT
I was just beginning to like it, here. Thinking about opening an ice rink..

Nowlan uses his gun to prod Merritt to his feet.

NOWLAN
Come on. Now.

Merritt lifts his hands and co-operates, allowing Nowlan to escort him out of the Warden's office.

INT. COMMAND CENTER -- DAY

Nowlan escorts Merritt out of the Warden's office and across the Command Center.

THE COMMAND CENTER is a circular room with work stations, a

security section where video monitors show various interior and exterior views of the prison, and a vidmap of the prison with lighted points showing where prisoners are.

A guard named CARTER is on security duty, watching the video monitors in the security section. He nods as Nowlan passes by, but ignores Merritt.

HALFWAY across the command center, they pass GARBY, Warden Gernsbeck's pretty twenty year old daughter.

Garby is one of the few people on the planet not dressed in prison denim or guard uniforms. She's dressed in a VERY sexy outfit.

MERRITT

Well hello.

Nowlan tries to pull Merritt away from Garby, but she changes course so that she can run her hand across Merritt's body sensually.

GARBY

Is it true what they say about 'Smovs?

(CONTINUED)

7.

MERRITT

Depends upon what they say.

Garby whispers something in Merritt's ear, and he laughs.

MERRITT

Well, that's true about ME.

GARBY

Is it?

They exchange flirtatious smiles, and Nowlan YANKS Merritt away from her, dragging him to the doorway marked AIRLOCKS. Merritt looks at her over his shoulder.

MERRITT

Until we meet again.

GARBY

I'll be waiting.

They exit and Garby crosses to her father's office and pops open the door.

ON THE VIDMAP

We see two red dots exit the building and cross the terrain to a section labeled: Carnubium Mines.

INT. CARNUBIUM MINE -- DAY

Ralph 124C41 slams the pick axe into the rock, grumbling to himself. He's about to explode in anger.

Pratt cracks through some rocks and a cloud of dust billows into his face. He takes a step back, covering his eyes... bumping into Ralph.

Ralph spins, using the head of his axe to press Pratt back against the wall of the cave.

RALPH

Human scrap! Don't ever touch me.

Merritt sets down his axe, moves between Ralph and Pratt.

MERRITT

It was an accident, tin man. No reason to blow a fuse.

RALPH

I do what I please.

(CONTINUED)

8.

MERRITT

Back off or I'll piss on you while you sleep and rust your ass.

Ralph lowers the axe head from Pratt's neck... and JABS it at Merritt.

RALPH

Screw you.

Merritt grabs the axe head quickly.

MERRITT

We can do without the axe, can't we? Settle this like men... Oh, I forgot. You're not anatomically correct, are you?

Ralph lets go of the axe and rushes Merritt.

The two begin fighting, and it spills out of the cave into the twin sunlights.

EXT. MOUTH OF THE CAVE -- DAY

Ralph and Merritt fight. A circle of prisoners around them.

ON ONE SIDE OF THE CIRCLE, Human and Alien prisoners cheer on Merritt. On the opposite side, Android prisoners with chrome fingernails cheer on Ralph 124C41.

WHAM!

WHAM!

Ralph 124C41 lands a pair of solid punches to Merritt's chest, pressing him back.

RALPH

Ready to die, Alien?

MERRITT

No. I'm ready to pound you into sheet metal.

Merritt blocks Ralph's next punch, lands a SOLID hit to the Android's jaw. The Human and Alien prisoners CHEER.

Coblentz HL2000 yells at the cheering crowd.

COBLENTZ

No one can fight an Android and win.

PRATT

Yeah? Merritt will turn him into SCRAP!

(CONTINUED)

9.

Both sides CHEER and JEER at each other. Tension and hatred runs thick between steel and flesh.

Merritt tries a combination to Ralph's face, hitting with his right.... But Ralph plucks his left hand out of the air before it can make contact and SQUEEZES it.

Merritt screams and we can hear the snap crackle and pop of bones breaking. Merritt kicks Ralph in the chest, forcing the Android to let go of his hand.

Merritt staggers back, cradling his injured hand.

THE LINE OF ANDROIDS pushes Merritt back towards Ralph.

Merritt stumbles right into Ralph's arms. The Android grabs Merritt's neck and squeezes, cutting off his air. Merritt tries pulling the Android's hands off him, but can't.

RALPH

No air, no life.

Merritt is beginning to turn blue, when he pulls back his head and SLAMS it into Ralph's.

Ralph lets go of Merritt, staggering back from the force of the head butt.

Merritt takes a deep breath from the rebreather tank, and goes into action. He spins, kicking Ralph in the head.

RALPH AND MERRITT exchange kicks and

punches.

It's a battle of the

titans.

Merritt is a great fighter, but his blows do little to slow down Ralph 124C41... No one can fight an android and win.

COBLENTZ

Steel against flesh. You CAN'T win,
Merritt!

PRATT

He'll win. Brains against silicon.

WHAM!

WHAM!

Merritt takes two brutal kicks to the head, reeling backwards. The line of Androids pushes him back into the ring.

Ralph sends a foot flying at Merritt's head, but Merritt catches it and flips him head over heels onto the sandstone.

MERRITT

Kissing the ground I walk on, tin
man?

(CONTINUED)

10.

RALPH

Screw you.

Ralph rushes Merritt, slicing out with his chrome fingernails and tearing into the Alien's shirt. Merritt jumps back, then lands a pair of kicks to Ralph's head.

Merritt moves in to punch the Android, but Ralph swings out and kicks the rebreather off Merritt's face. Without oxygen, Merritt falls back, clutching at his throat.

RALPH LAUGHS in victory.

Merritt grabs the rebreather mask and forces it onto his face, taking deep breaths until he stabilizes.

BANG! BANG! Two gunshots.

Nowlan and Bester break through the circle and pulls Merritt and Ralph off of each other.

NOWLAN
Break it up! Break it up!

BESTER
Who wants the first one? Coblentz?

Bester aims his rifle from Android to Android.
They all fall back, arms in front of them.

Nowlan grabs Merritt by the collar and drags him out of the circle, tossing him against the rocks.

NOWLAN
You stupid, convict? Trying to get yourself killed? That android'll tear you apart.

MERRITT
He's scrap.

NOWLAN
Some day, Alien, you and me is gonna fight.

MERRITT
I'll be looking forward to it.

Nowlan slams Merritt back against the rocks, trying to knock the grin off his alien face.

No luck. Merritt moves to his feet and laughs.

11.

INT. LOCKER ROOM -- DAY

NOWLAN SLAMS THE DOOR on his locker, anger still bubbling inside of him.

BESTER

You shouldn't let him rattle your cage like that.

NOWLAN

Right.

BESTER

By Thursday night, this will all be over. Merritt'll be breaking red rocks on Mars.

NOWLAN

My luck, I'll be reassigned there as a guard.

BESTER

Then you could date Stilson.

NOWLAN

Stilson?

They leave the locker room.

INT. CIRCULAR HALLWAY -- DAY

Nowlan and Bester walk around a circular hallway towards the crew quarters.

BESTER

I saw you two looking at each other. If it weren't for anti-fraternization rules, you'd have asked her to be your naked rhumba partner long ago.

NOWLAN

Maybe.

BESTER

Don't try to shit me, Nowlan. Have you seen what she looks like under that uniform? I'd kill or die for a chance at that.

NOWLAN

Okay, Bester.

(MORE)

(CONTINUED)

12.

NOWLAN (CONT'D)

Say I end up on the Mars Colony and
Stilson gets transferred to Earth.

(beat)

How do we rhumba when she's thirty
nine million miles away?

Nowlan opens the crew quarters door for Bester.

BESTER

You could FAX her kisses.

NOWLAN

That's satisfying.

Nowlan lets the door slam closed behind them.

EXT. PRISON BUILDING - ESTABLISHING -- DAY

The prison building bakes under the twin suns.

A TITLE IS SUPERED: "THURSDAY"

We see the shuttle zoom out of the sky and begin its slow
descent to the Prison's shuttle dock. The shuttle lands.

INT. GERNSBECK'S OFFICE -- DAY

Nowlan reads from a video-clipboard, reporting to Gernsbeck.

NOWLAN

All of the electronic weapons and the
majority of the human and alien
prisoners have been transferred off
the planet.

GERNSBECK

Who's left?

NOWLAN

Skeleton crew. Stilson, Giesy, Kline,
Carter, Bester and myself. All of
the Max Security prisoners, including
Merritt...

GERNSBECK

Shackle them into the shuttle as soon
as possible.

(CONTINUED)

13.

NOWLAN

It's going to take ten hours for it to refuel. That's a lot of time chained to a chair.

GERNSBECK

Do it. I want all of the Max Securities locked into the shuttle brig as soon as possible.

NOWLAN

Sir, with all due respect....

GERNSBECK

Just do it, Nowlan. If Merritt or Pratt complains, I'll jettison them into deep space. I'm in charge, here.

NOWLAN

Yes, sir.

(beat)

I have Giesy and Kline packing up all of the reserve weapons and ammunition. I think we can last the next ten hours with personal sidearms.

Nowlan's clipboard beeps and he looks down at it.

NOWLAN

The shuttle just docked.

INT. COMMAND CENTER -- DAY

GIESY, a guard who's a Born Again Christian, puts the lid on a crate of rifles and begins nailing it closed.

Kline and Stilson help crate up all of the guns and equipment. Carter sits at the security section, watching monitor.

STILSON

What about the operating system?

KLINE

Have to leave it behind. Need the computers for shuttle take off and atmosphere manufacturing.

STILSON

Those animals are going to tear it apart. Use it to rewire themselves. They'll be nothing left for a salvage company to loot.

(CONTINUED)

14.

KLINE

Then they'll go to hell. Ask Giesy.

Giesy looks up from hammering, frowns threateningly at Kline.

KLINE

Sorry, they're Droids. Droids don't go to hell, they aren't human.

Giesy growls, realizing that Kline is making fun of him. Before he can quote scripture, J.W. CAMPBELL saunters in.

Campbell is the pilot of the shuttle, a good looking flyboy in the overly fancy uniform of the U.S. Space Force.

CAMPBELL

J.W. Campbell. I'll be your pilot on this escape from hell.

Campbell holds out his hand to shake, and Kline takes it.

KLINE

Kline. I'm a Marshal, here.

CAMPBELL

If you're the Marshal, who's the Sheriff?

A bad joke, which rates only a smile.

KLINE

That'd probably be Al Bester. Thinks he's a cowboy.

CAMPBELL

I've been accused of that.

KLINE

This is Giesy, and...

CAMPBELL

Who's the pretty lady?

Campbell shows Stilson all of his teeth. She isn't impressed.

STILSON

Janet Stilson. Marshal Stilson to you.

CAMPBELL

Well, Marshal, I'm stuck here for the next ten hours while my fuel cells re-energize. Kind of hoped to spend the time in bed.

(CONTINUED)

15.

STILSON

I'm sure you could use the sleep.

CAMPBELL

Not what I had in mind.

STILSON

Well, you aren't landing here, sky pilot. Runway's closed.

It's obvious that Campbell isn't used to being rejected. He takes a step back... Bumping into someone. When he turns around, his smile returns.

Garby returns the smile.

CAMPBELL

J.W. Campbell, the shuttle pilot.

GARBY

Really?

CAMPBELL

That's right. I've got ten hours to kill. Thought I'd spend it in bed.

GARBY

Did you? That sounds interesting.

CAMPBELL

Could be.

(beat)

Tell me: What's a beautiful girl like you doing on a prison planet?

GARBY

They didn't tell you?

Campbell looks from Stilson to Kline to Giesy. All three give him cryptic smiles.

GARBY

I'm doing twenty five years to life

for sexually mutilating more than a
hundred men... I bite.

Campbell takes a step back, color draining from his face.

Garby waves goodbye, and enters her father's office.
Campbell watches her leave, still in

shock.

Kline touches his arm and explains.

(CONTINUED)

16.

KLINE

Warden's daughter. Strictly off limits
around here.

Campbell nods slowly.

INT. BLOCK 11 BUNK ROOM -- DAY

A room filled with cots, used by the Androids for resting.
But all are empty.

A GROUP OF ANDROIDS ring Ralph 124C41, who stands on a table.
All of the Androids are nodding at everything Ralph says.
Becoming angry and agitated.

RALPH

These humans are SCRAP and should be
treated like SCRAP! The time has
come for the Androids to seize power.
Kill every human and alien on the
planet. And have the Warden's head
on a plate!

The Androids CHEER LOUDER AND LOUDER.

INT. HALLWAY #6 -- DAY

Kline drives an electric scooter with a trailer (empty) out
double doors marked "SHUTTLE BAY" and heads down Hallway #6.

HALLWAY #6 is a long, industrial-looking hallway with a bright
red stripe broken only by the number six.

Kline whistles a tune as he scoots down the long hallway.
Occasionally, he steers right into the wall, only to correct

course at the last minute. Anything for a thrill.

AT THE END OF THE HALL he turns into ANOTHER long hall.

INT. HALLWAY #7 -- DAY

HALLWAY #7 has a GREEN stripe broken only by the number seven.

Kline scoots down this hallway, still whistling, occasionally driving like a lunatic, until he comes to a door at the end marked "COMMAND CENTER".

The scooter and trailer come to a stop. Kline gets out and knocks on the door, smiling at the overhead security camera.

(CONTINUED)

17.

STILSON'S VOICE squeaks from speaker next to the electronic door controls.

Who is it? STILSON (V.O.)

Kline. KLINE

Use your Mag-Key. STILSON (V.O.)

Can't. Lost it last week. KLINE

At least you didn't give it to a prisoner. STILSON (V.O.)

There's an electronic noise, and the doors are opened.

INT. COMMAND CENTER -- DAY

Kline drives the scooter into the Command Center, pulls up next to a stack of crates and shuts off the motor.

Stilson shakes her head at Kline.

You're such a screw up, Kline. STILSON

KLINE

At least I'm the best at what I do.
I used to be the best screw-up Marine,
now I'm the best screw-up Prison Guard.

Stilson rolls her eyes and points to the last twenty crates
of weapons.

STILSON

Come on. Let's get them loaded.

She turns to Giesy, who's on his knees praying.

STILSON

Giesy, put God on hold and give us a
hand, here.

Giesy ignores her, finishing his prayers before helping them.

Giesy, Stilson and Kline load the crates onto the trailer,
but can't fit the last crate on.

(CONTINUED)

18.

KLINE

It's not gonna fit. I'll come back
for it, later.

STILSON

I think we can tie it on top.

KLINE

Skip it. I'll take nineteen crates
this load and one the next.

(beat)

Big deal. It's not like the shuttle's
going anywhere for the next nine hours.

STILSON

You're wasting a trip.

Kline hops into the scooter and starts it up.

KLINE

No, Stilson. I'm wasting time in a
professional manner. There's a
difference. My way, I get promoted.

He pulls a U turn and scoots out the doors, while Stilson
rolls her eyes. She turns to Giesy, who is already on his
knees preparing to pray.

STILSON

I'm going to miss him.

Giesy ignores her and begins to pray.

INT. HALLWAY #7 -- DAY

KLINE zig-zags through the hallway, trying to see how close to the walls he can get without scraping them. He begins singing.

KLINE

Oh, she's just a sheep, but she's the love of my life. And someday, I'll have my way, and take her for my wife.

(beat)

Bahhaaa, bahahhaha, bahhaaa, bahahhaha.

He gets to the corner, and turns onto Hallway #6, not knowing what waits for him....

19.

INT. HALLWAY #6 -- DAY

Nothing.

Hallway #6 is empty.

Kline continues to zig-zag, almost skimming the walls, singing to himself and laughing when he almost hits the wall.

KLINE

Oh when I see her in the fields, my heart with love is full. And when I get her in my bed, I stroke and kiss her wool.

(beat)

Bahhaaa, Bahahhaha, bahhaaa, bahahhaha.

Bored out of his mind.

INT. COMMAND CENTER -- DAY

Merritt.
Nowlan enters, handcuffed to

Behind them, Bester is cuffed to Pratt.

ANOTHER PAIR OF GUARDS escorts a dozen leg-shackled PRISONERS into the command center.

Stilson exchange a smile with Nowlan, then back to business.

STILSON

What are you going to do with them?

MERRITT

Trade us to the Yankees for a third round draft choice.

Nowlan yanks on Merritt's chain to shut him up.

NOWLAN

Gernsbeck wants them secured in the shuttle immediately.

STILSON

We aren't leaving for another nine hours.

NOWLAN

Gernsbeck's idea of discipline.

MERRITT

You want to hear my idea of discipline?

NOWLAN

No.

(CONTINUED)

20.

MERRITT

It involves the Warden's daughter in skin tight leather and a ping pong paddle... The kind with sandpaper.

NOWLAN

Now I really don't want to hear it.

Nowlan turns to Giesy and Carter.

NOWLAN

Giesy. Carter. Take these two down to the shuttle and lock them in the brig. Stilson, take over for Carter.

Stilson nods and sits in Carter's chair when he vacates it.

PRATT is shackled to Carter, and MERRITT is shackled to Giesy.

MERRITT

Well, reverend. Looks like it's you and me. The saint and the sinner.

CARTER

Shut up, Merritt.

CARTER, MERRITT, PRATT, and GIESY lead the procession of PRISONERS and GUARDS to the doors to Hallway #7.

Stilson watches the video monitor.

ON THE MONITOR

The end of Hallway #6, where Kline is ramming the scooter against the wall repeatedly. The trailer is empty.

BAM! He hits the wall, bounces backwards a few feet, then BAM! Rams it again.

STILSON

You ought to see Kline. He's playing bumper cars in Hallway Six.

NOWLAN

He's WHAT?

STILSON

Just goofing off, as usual.

NOWLAN

Tell him if he doesn't get back here to get this crate he'll be goofing off on suspension with out pay for two weeks.

(CONTINUED)

21.

Stilson clicks on a microphone and speaks into it.

STILSON

You hear that Kline? Nowlan's going to suspend you without pay for two weeks if you don't quit goofing off.

ON THE MONITOR

Kline continues ramming into the wall with his cart. He doesn't seem to care about being suspended.

Giesy uses his mag-card to open the doors, and the procession leaves the Command Center.

INT. HALLWAY #7 -- DAY

Giesy, Merritt, Pratt, and Carter and the others walk down Hallway #7.

INT. HALLWAY #6 -- DAY

They turn the corner, and walk down Hallway #6 towards Kline, who continues to ram his scooter into the wall.

MERRITT

You're in a heap of trouble, there, boy. Nowlan's gonna fry your ass when you get back to the command center. You'll probably end up like me... Chained to a Saint on the way to hell.

Giesy yanks on Merritt's chains to shut him up. When they get to the end of the hall, CARTER walks up to Kline.

CARTER

Kline. Will you stop jacking off?

(closer)

Nowlan's serious. He's going to put you on suspension if you don't quit ramming that scooter.

(closer)

You probably dented it.

(closer)

Don't let Gernsbeck see it, he'll take it out of your pay.

(closer)

Kline? Are you listening to me?

Carter grabs Kline's shoulder to turn him around, and Kline falls over...

DEAD!

Neck torn open, blood soaking the front of his uniform.

(CONTINUED)

22.

CARTER

Oh my God!

BANG!

BANG!

Gunfire begins spraying over the men, bullets ricocheting.

ALL HELL BREAKS LOOSE! Gunfire blasting everywhere.

INT. COMMAND CENTER -- DAY

Stilson watches the video monitor, which shows one CELL BLOCK after another. All are EMPTY.

STILSON

Nowlan?

NOWLAN

What is it?

STILSON

All of the cell blocks are empty.

NOWLAN

Sure. We transferred out the prisoners yesterday...

STILSON

Even the Androids.

Nowlan turns away from his paperwork, color draining from his face in shock.

NOWLAN

Shit...

BANG! BANG!

BANG!

Bullets begin flying through the command center, shattering glass and exploding computer monitors.

ALL HELL BREAKS

LOOSE!

Gunfire blasting

everywhere.

The crew hits the dirt, bullets ricochet overhead, exploding a planter right above Bester and showering him with dirt.

INT. HALLWAY #6 -- DAY

THE PRISONERS AND GUARDS are pummelled with gunfire. Bullets spark off the walls.

Merritt and Giesy duck behind the

Scooter.

Giesy's eyes closed in silent prayer.

(CONTINUED)

23.

COBLENTZ HL2000 yells above the gunfire.

COBLENTZ

You're all SCRAP! Kill the humans!

THE ANDROIDS aims their stolen guns at the Prisoners and Guards and open fire.

A PAIR OF PRISONERS get killed, slamming back against the wall and leaving a smear of blood.

Merritt ducks as bullets spray
overhead.

Then he notices Kline's corpse on the bouncing scooter.

MERRITT

Guard's gun.

He times the bouncing scooter for a moment, then uses it's movement as cover when he pops up and tries to grab the gun from Kline's holster.

BULLETS SPATTER around Merritt as he realizes Kline was a leftie... the holster's on the wrong side!

MERRITT

Shit!

Merritt ducks back down, just as a new volley of gunfire sparks off the Scooter. He didn't get the gun.

PRISONERS lay wounded and screaming on the floor, chained together and trapped. Gunfire blasts around them, occasionally cutting off one of their screams.

Pratt and Carter are trapped in the center of the hallway, bullets fly all around them. Face down, next to each other.

PRATT

We've got to run.

Carter nods an affirmative. Bullets spray around them.

PRATT

On three. One. Two. Three!

Carter and Pratt pop to their
feet.

Running to Hallway #7.

BLAM!

A bullet sparks off their handcuffs. Severing them.

Pratt takes a quick look at the cuffs, realizing he's free, keeps on running. At the corner of Hallway 6, he turns to yell at Carter.

(CONTINUED)

24.

PRATT

Carter, come on!

But instead sees Carter get shot a half dozen times. Killed. Pratt runs around the corner to safety.

INT. GERNSBECK'S OFFICE -- DAY

Gernsbeck hides under his desk as bullets ricochet through his office. He's scarred, shaking. A trickle of urine runs down the leg of his pants.

INT. COMMAND CENTER -- DAY

BULLETS fly over Nowlan's

head.

He looks to Bester, covered with dirt, notices the last crate of guns just behind him.

NOWLAN

Bester! That crate of guns! We're gonna need them!

Bester turns to see the crate. Crawls across the floor, as bullets spatter around him. When he reaches the crate, he realizes he can't pry it open with his hands.

BESTER

I need a hammer!

Stilson has the hammer near her, and slides it across the floor into Bester's hand.

Bester grabs the hammer and goes to work opening the crate. A bullet explodes a corner of the crate into a shower of sawdust, and Bester ducks. Using the crate as cover.

Stilson ducks as the monitor above her is destroyed.

STILSON

Shit!

Stilson closes her eyes as debris rains around her.

Nowlan scoots to the wall and raises his pistol overhead, firing out the window blindly.

Stilson grabs a shard of mirrored glass and scoots along the floor to Nowlan's side. Holds the mirrored glass overhead, using it as a periscope.

NOWLAN

How many of them?

(CONTINUED)

25.

STILSON

Hundreds. An army. They have rifles and shotguns.

Bester gets the crate open and begins pulling out weapons.

BESTER

So do we. Catch!

Bester throws a shotgun to Nowlan, and a rifle to Stilson.

Nowlan and Stilson catch guns, swing to their feet and fire a volley out the window, then dive for cover.

RETURN FIRE pummels the room, exploding anything on the counter and sending papers scattering.

NOWLAN waits for a lull, pops to his feet and pulls the trigger on his

shotgun.

Click! Out of shells!

INT. HALLWAY #6 -- DAY

A BARRAGE OF GUNFIRE from the Androids has Giesy and Merritt pinned behind the scooter. No way Merritt is going to reach Kline's gun. Giesy keeps praying silently.

MERRITT

Listen, Padre. God's not gonna get us out of this one. We're on our own. Gonna have to make a break for it. Understand?

Giesy continues his silent prayer, ignoring Merritt. Merritt yanks on the handcuff chain, getting Giesy's attention.

MERRITT

Understand? We gotta RUN.

Giesy nods slowly, anger in his eyes.

Merritt and Giesy wait for a lull, then make a break for it.
Running down Hallway #6, chained together by their handcuffs.

hallway.
BULLETS chase them down the

Androids advance, lead by Coblentz HL2000, firing rifles.

HALFWAY DOWN THE HALL, one of the wounded PRISONERS reaches
out and grabs Merritt's leg.

MERRITT
Get off me! Get off me! Let go!

(CONTINUED)

26.

Merritt kicks the PRISONER until he lets go, then they
continue running down the hallway, bullets chasing them.

ADVANCE.
THE ANDROIDS

Coblentz SHOOTING the wounded PRISONERS along the way, to
stop their screaming.

Merritt and Giesy get to the corner of the hallways...

THE ANDROIDS are chasing right behind them! Firing the entire
time. Bullets spraying around Merritt and Giesy.

BLAM!

Giesy shot in the chest, almost yanking Merritt off his feet.

MERRITT
Shit!

Giesy falls down dead... still hand cuffed to Merritt!

The Androids continue to advance.

INT. HALLWAY #7 -- DAY

Merritt makes it around the corner into Hallway #7, dragging
Giesy's body behind him. Momentarily out of the line of fire.

MERRITT
Geeze, Padre, you weight a ton!

THE DOOR TO THE COMMAND CENTER (and safety) at the far end
of the hallway.

Merritt drags the body behind him, in a race for the doors.

INT. HALLWAY #6 -- DAY

Coblentz HL2000 kills the last of the fallen Prisoners and turns to the Army of Androids.

COBLENTZ
Kill the scrap! Get him!

The Androids round the corner into Hallway #7.

INT. HALLWAY #7 -- DAY

Merritt and dead Giesy are hallway down the hall when the Androids open fire at them.

(CONTINUED)

27.

MERRITT
Damn you, come on.

He drags Giesy's corpse at high speed to the Command Center.

BULLETS SPRAY around Merritt as he POUNDS on the command center doors.

MERRITT
Let me in! Let me in!

OPEN.
BUT THE DOORS DON'T
The Androids continue to advance.

MERRITT
Come on! Come on! You can't just
leave me out here!

more.
open.
He pounds some
The doors don't
The Androids are getting CLOSER and CLOSER!

Merritt is trapped. Then he remembers something.

THE ANDROIDS advance, guns ready to blast Merritt to pieces.

Merritt scoops the gun from Giesy's holster, opens fire.

BLAM! BLAM! BLAM!

MERRITT

Eat lead tinman!

BLAM! BLAM!

BLAM!

He hits five Androids, dropping them to the floor, before he shifts aim to Coblentz HL2000 and pulls the trigger.

Click! Out of shells.

MERRITT

Shit.

Coblentz HL2000 laughs, and raises his rifle at Merritt.

Merritt pounds on the door some more.

MERRITT

Open up. Please. Please. Open the door.

Coblentz HL2000 takes aim and fires.

28.

INT. COMMAND CENTER -- DAY

Bester opens the Command Center door quickly, and Merritt drags Giesy's corpse inside.

Bullets follow, and everyone has to hit the dirt.

INT. HALLWAY #7 -- DAY

Coblentz HL2000 and his platoon of Androids rush the open door. Trying to get in the Command Center.

INT. COMMAND CENTER -- DAY

Bester sees the Androids coming in, and tries to shut the door... A few Android arms reach between the door and the jamb, grabbing for Bester's face.

BESTER

Need a hand!

Merritt jumps to his feet and helps Bester squeeze the door shut. One of the Android's arms gets stuck... and is severed.

Bester gets the door shut and locked. The gunfire suddenly stops. Silence is deafening.

Stilson uses her shard of mirror to look out the window.

STILSON

They're gone.

Merritt picks up the crawling Android hand, offers it to Bester.

MERRITT

You needed a hand.

Bester knocks it out of Merritt's hands. It crawls away.

RALPH'S VOICE BOOMS from the loudspeaker overhead.

RALPH (V.O.)

Scrap humans. I control your destiny.
I will let you LIVE in exchange for
Warden Gernsbeck. Your lives for his!

The voice turns to
static.

Bester looks at Nowlan, then at Gernsbeck's office.

J.W. CAMPBELL comes out of the day room, alive, but scared.

(CONTINUED)

29.

Pratt rises from behind the counter, Merritt smiles at him.

MERRITT

Glad to see I'm not the only prisoner
to make it out of this. How about
getting me out of these cuffs?

Merritt nods at Giesy's corpse.

MERRITT

He's starting to get on my nerves.

Gernsbeck comes out of his office cautiously.

GERNSBECK

The cuffs stay on. He's still a
Prisoner, and we'll treat him like
one.

MERRITT

Look, Verne, there's three hundred of them and only eight of us. Seems like you could use all the help you can get.

GERNSBECK

We don't need the help of scum like you, Merritt.

Nowlan steps up to Merritt and pulls out his hand cuff key.

NOWLAN

He's right. We need all the help we can get.

Nowlan unlocks Merritt's handcuffs.

Merritt rubs his wrists, smiling at Gernsbeck. Then he notices Garby, as she rises up from cover.

MERRITT

Hey, sugarpie. I'm a free man. Want to help me celebrate?

NOWLAN

Want me to put the cuffs back on?

MERRITT

No. I want HER to do it.

Merritt winks at Garby, who smiles.

Nowlan doesn't smile.

He grabs Merritt by the collar and yanks him off his feet.

(CONTINUED)

30.

NOWLAN

You better start remembering you're still a prisoner.

MERRITT

We all are, aren't we?

BESTER

What's he talking about?

MERRITT

We're trapped here. No way out.

CAMPBELL

There's the shuttle. It'll take
another eight hours to fuel, but...

MERRITT

Until then, we're all prisoners.

NOWLAN

But only one of us has an attitude.

MERRITT

Screw off, Nowlan.

WHAM!

Nowlan punches him. Merritt returns a punch, and they
exchange blows, slamming each other with their fists, until
Stilson breaks it up. Standing between them.

STILSON

Hey. Hey. We've got to work together,
okay?

NOWLAN

Listen, Convict. Some day, you and
me is gonna fight.

MERRITT

Be looking forward to that day.

Nowlan and Merritt try to fight again, but Stilson is between
them. She pushes both of them back, concentrating on Nowlan.

Nowlan calms down, and looks at the crew: Stilson, Campbell,
Garby, Pratt, Bester, Gernsbeck, and finally Merritt.

NOWLAN

We've got to be ready for them when
they come back.

(beat)

Stilson.

(MORE)

(CONTINUED)

31.

NOWLAN (CONT'D)

Keep your eye on the monitors. They're
out there someplace. If they come
this way, yell.

STILSON

Right.

Stilson covers the monitors, watching the two undamaged screens. Trying not to blink, least she miss something.

NOWLAN

Al. I want you to booby trap the doors.

BESTER

Right, chief.

Bester starts to work.

NOWLAN

Warden, could you look over the floor plans? Try to find us some escape routes in case of emergency?

GERNSBECK

Who elected you leader?

NOWLAN

No one. You want to put it to a vote?

Gernsbeck looks from face to face, ending on Merritt's smile.

GERNSBECK

Just keep that man away from my daughter.

MERRITT

I can't help it if she likes Smovs. We do it in stereo, you know...

GERNSBECK

You dirty little son of a bitch!

Nowlan's turn to break up a fight. He blocks Gernsbeck's crazed rush at Merritt, holding the Warden back.

NOWLAN

One more word out of you, Merritt, and you're back in shackles.

Merritt rolls his eyes, but steps
back.

Gernsbeck gives Merritt a scowl, moves to the map in the center of the Command Center and starts punching control buttons for details.

(CONTINUED)

Nowlan looks at the rest of the team.

NOWLAN

Everybody else gets to help fortify
this place. Block the windows the
best you can.

THE REST OF THE GROUP goes to work. They push file cabinets
in front of windows. Break up a desk and nail the parts
over the windows, and turn the place into a fortress.

Nowlan inventories guns and ammo from the single crate.
Counting bullets. Loading weapons. Getting ready for battle.

STILSON keeps watching the monitors. Trying not to blink.
Her eyes are beginning to burn from keeping them open so
long. She blinks a few times to clear them.

WHEN SHE BLINKS, we see a SHADOW flit across one of the
monitors. When her eyes are back open, the shadow is gone.

EXT. PRISON BUILDING - ESTABLISHING -- DAY

We see the Prison building under Isaac's twin suns.

INT. COMMAND CENTER -- DAY

THE COMMAND CENTER becomes the Human/Alien version of The
Alamo: A Fortress in the middle of hostile territory.

RALPH (V.O.)

Human SCRAP! Your flesh is no match
for our steel.

Nowlan moves up behind Stilson.

NOWLAN

Where's he coming from?

Stilson clicks through dozens of security shots, trying to
find where Ralph 124C41 is broadcasting from.

RALPH (V.O.)

We will kill you all. Tear you limb
from limb.

STILSON

I can't find him.

NOWLAN

He's got to be somewhere.

(CONTINUED)

33.

Stilson continues flipping through security images.

RALPH (V.O.)
Spill your precious bodily fluids
upon the floor. Unless you hand over
Warden Gernsbeck.

FINALLY Stilson flips to an image of Ralph 124C41 circled by
Androids, looking directly into the security camera.

STILSON
Got him!

NOWLAN
Where is he?

STILSON
Cell Block 11.

NOWLAN
Keep him talking.

Nowlan grabs a rifle and a shotgun and starts to the door.

BESTER
Wait a sec, I'll go with you.

Bester grabs a shotgun, and the two exit.
Stilson grabs the microphone.

STILSON
Why do you want the Warden?

RALPH (V.O.)
To make restitution for the wrongs he
has committed against me.

STILSON
What wrongs are those?

RALPH (V.O.)
Surely you must know. The sadistic
pleasure he gets from punishing us.
The way he forces us to live in terror.

STILSON
You've been convicted of a crime.
Sentenced to punishment.

RALPH (V.O.)

Violence is a crime in your world,
but violent punishment is not. The
Warden has killed, and deserves
punishment.

(CONTINUED)

34.

Gernsbeck seems unrepentant.

INT. CIRCULAR HALLWAY -- DAY

Bester and Nowlan creep down the hallway, guns ready. They come up to a doorway leading to Cell Block 11, and the Bunk Room a few open doors away.

INT. BLOCK 11 BUNK ROOM -- DAY

Ralph continues to speak into the video monitor.

INT. CIRCULAR HALLWAY -- DAY

Bester turns to Nowlan.

BESTER
Can you get him from here?

NOWLAN
Maybe.

Nowlan aims his rifle carefully, trying to get Ralph's head (three rooms away) in his cross hairs.

He squeezes the trigger twice.

Bang! Bang!

Both shots MISS Ralph 124C41!

INT. BLOCK 11 BUNK ROOM -- DAY

Ralph turns his head slowly, in the direction of the shooting.

INT. CIRCULAR HALLWAY -- DAY

Right at Nowlan.

NOWLAN

Shit!

Nowlan and Bester take off
running.
Behind them, Ralph yells orders.

RALPH (O.S.)
Kill the human scrap!

(CONTINUED)

35.

A HALF DOZEN armed Androids lead by Ralph 124C41 burst out of the doors and give chase.

Nowlan and Bester turns and fire a volley at the Androids, dropping a few... But they keep on coming!

Nowlan and Bester run like hell, Androids chasing.

INT. HALLWAY #9 -- DAY

Nowlan and Bester enter Hallway #9, with the Androids only a hundred feet behind them.

BESTER
Great idea you had. Glad I came along.

NOWLAN
I would have had him.

BESTER
Right. If he were two inches taller.

NOWLAN
Kill Ralph and it's over. These others won't fight.

BESTER
You sure?

Nowlan shrugs, dives into a doorframe, and aims his gun at the corner of the hallway. Bester takes cover behind him.

WHEN THE ANDROIDS round the corner of the hall, Nowlan and Bester open fire.

Ralph.
A half dozen Androids go down, none of them
The Androids keep charging.

NOWLAN

Shit!

Nowlan and Bester dive out of the doorframe and keep running.

BESTER

Course, if you get them angry enough,
they'll fight even after you kill
Ralph.... If you ever kill Ralph.

NOWLAN

Mister positive thinking.

(CONTINUED)

36.

BESTER

Your positive thinking almost got us
killed.

NOWLAN

Your lousy running's gonna get us
killed. Come on!

Nowlan and Bester pour on the speed, turning a corner into
another Hallway. Androids right behind them.

INT. HALLWAY #8 -- DAY

HALFWAY DOWN THE HALL, Nowlan and Bester spot SMITH EE17 and
a platoon of Androids entering in front of them.

NOWLAN

Shit.

Smith EE17 spots them, raises his gun, and fires.

Nowlan and Bester return fire. When they run for cover in a
doorway, Bester gets tagged in the leg by a bullet.

Nowlan rolls into the cover of the doorway, and spots Bester
trapped in the center of the floor...

As Smith EE17 and his troops advance from one end of the
hall and Ralph 124C41 and a half dozen Androids advance from
the other end.

Nowlan pumps his shotgun and rolls out to rescue Bester.

Blam!
Blam!

He gets off three shots, before getting caught in the crossfire from the two groups of Androids.

NOWLAN
Al....

BESTER
Get out of here! Run!

A bullet tags Nowlan in the arm, and the shotgun goes flying out of his hands. No time to save Bester.

Nowlan rolls back to the door, uses his mag card to zip it open, and escapes into a storage room.

37.

INT. STORAGE ROOM -- DAY

Nowlan can't just run away. That's his best friend out there. He hugs the wall under a window, listening. Frightened.

RALPH (O.S.)
Well, Cowboy, just you and me, huh?

BESTER (O.S.)
Screw you.

Bester SCREAMS in agony.

RALPH (O.S.)
How many people in the Command Center?

BESTER (O.S.)
A hundred. More. Extra guards. All waiting to kill your aluminum ass.

Nowlan sees Ralph's reflection in a chrome panel as he lowers his shotgun.

RALPH
Wrong. There's less than ten.

BLAAAM!
BLAAAM!
Blood spatters over Ralph's face.

Nowlan takes off. Scurrying across the floor to the door on the far side of the Storage Room.

INT. COMMAND CENTER -- DAY

BAM! BAM!
BAM!

Someone is POUNDING on the door.

CAMPBELL
Who goes there?

NOWLAN (O.S.)
Nowlan. Open the door.

Campbell disengages the booby traps, opens the door, Nowlan slides in.

GERNSBECK
Where's Bester?

NOWLAN
Dead.

The group looks at each other. Fear in their eyes.

(CONTINUED)

38.

SUDDENLY, one of the mechanical humms turns into a grinding sound, then stops completely.

STILSON
We've got bigger problems.

GARBY
What?

STILSON
They've cut off the oxygen generators for the entire complex.

MERRITT
Androids don't need air.

NOWLAN
But the rest of us do. How much time do we have on the remaining air?

STILSON
About six hours, if we take it easy.

NOWLAN
How much time until the shuttle's refueled?

CAMPBELL

Eight hours.

NOWLAN

Will there be enough fuel in six hours
to get us to our own Solar System?

CAMPBELL

Yeah, but not enough to land.

NOWLAN

We'll send a distress. They can have
a rescue ship waiting near Pluto.

STILSON

Six hours of air. We can make it.

MERRITT

Don't hold your breath.

Nowlan frowns at Merritt, then sets the timer on his watch
to count down from 6:00... Counting the minutes of air.

EXT. PRISON BUILDING - ESTABLISHING

The Prison frying in the
sunlight.
Time and air running out.

39.

INT. COMMAND CENTER -- DAY

Merritt is flirting with Garby again, as Gernsbeck watches.

MERRITT

You've never done it with a Smov?

GARBY

Only humans.

(beat)

Is it true? What they say?

MERRITT

When a human has it, they call it
Diphalllic Terata. But for Smovs,
it's considered normal.

GARBY

I've never met a human with...
Diphalllic Terata.

MERRITT

They're out there. Gotta be, or else
they wouldn't have a name for it.

GARBY
I've never come across one.

MERRITT
Two. You'd come across two.

GARBY
Right. And all Smovs are....?

MERRITT
Yeah. My gun is twins.

GARBY
Side by side? Or over and under?

MERRITT
Over and under.

GARBY
Fascinating....

MERRITT
Does it make you uncomfortable?

GARBY
No. I think I can accommodate you.
Have you named them?

(CONTINUED)

40.

MERRITT
Sure. The one on top is Jose.

GARBY
And the one underneath?

MERRITT
That's Hose B.

arm.
Garby smiles, and takes Merritt's
Gernsbeck has had more than he can take, and attacks Merritt.

GERNSBECK
Get your hands off my daughter.
Fucking perverted convict.

Merritt and Gernsbeck fight, exchanging punches.
The others watch them fight it out.

Merritt is in better condition, and grabs Gernsbeck's fist before it can make contact, tossing the Warden over his shoulder and onto the floor.

Merritt moves over Gernsbeck, who covers his face from the impending stomp... Which never happens.

MERRITT

Afraid I'm gonna stomp you?

(beat)

That's the difference between you and me, Verne. You hurt people because you like it. I only hurt people in self defense.

(beat)

If it were up to me, I'd let those tin men have you. Let you pay for what you've done to them.

Merritt turns and walks away.

Gernsbeck gets to his feet and attacks Merritt from behind. Blind-siding him. Nowlan pulls him off, trying to contain the Warden's attacks.

NOWLAN

Warden. Let it go. Just calm down.

GERNSBECK

You saw what he did to me. We should kill him. Put a gun to his head and blow his deviant brains to hell...

(CONTINUED)

41.

NOWLAN

If you don't calm down, we're going to have to restrain you.

Gernsbeck's anger bubbles over, he gets right in Nowlan's face. Yelling at him, shoving him.

GERNSBECK

Restrain me? I'm the warden, asshole. I'm in control here, not you. You're just a fucking guard. You can't even keep your partner alive, why do you think you can...

Nowlan takes all the pushing he can from Gernsbeck, decks him. Gernsbeck, knocked out, drops to the floor. Nowlan turns to Campbell and Garby.

NOWLAN
Take him to his office and handcuff
him to the chair.

They take him away. Stilson notices blood on Nowlan's arm.

STILSON
You're hurt.

NOWLAN
I got tagged. Nothing serious.

STILSON
Let me fix it.

Stilson takes him into Gernsbeck's private wash room.

INT. GERNSBECK'S WASHROOM -- DAY

Stilson cleans and dressed Nowlan's wound.

STILSON
You going to be okay?

NOWLAN
Just a flesh wound. Of course, it's
MY flesh. OUCH!

STILSON
Sorry. I mean, about Bester.

NOWLAN
He... He was a good man.
(MORE)

(CONTINUED)

42.

NOWLAN (CONT'D)
Wasn't afraid to tell me the truth,
even when he knew I wouldn't like it.
(beat)
Will you tell me the truth?

She nods slowly. Their faces only an inch away.

NOWLAN

Think we can make it out of this?

STILSON

I don't know. But I DO know, this might be our only chance....

She moves her face towards him, but Nowlan moves back.

NOWLAN

Fraternization is against the rules.

EXT. PRISON BUILDING - ESTABLISHING

In the desert outside the Prison Building, a group of Androids under Smith EE17 search for a back entrance to the Command Center. They find a steel door labeled "AIRLOCK #4", open it, and enter.

INT. COMMAND CENTER -- DAY

The group ignores Stilson and Nowlan when they exit the wash room, tension between them.

Merritt gestures to Nowlan.

MERRITT

Look. I was thinking. There's a couple dozen emergency rebreathers in the air locks. They might come in handy if we get down to the wire.

NOWLAN

Good idea.

Nowlan looks around the room for someone to send with Merritt. Stilson? No. Too dangerous for her.

NOWLAN

Campbell? You and Merritt check out the air locks. Bring back all the rebreathers.

(CONTINUED)

43.

MERRITT

You don't trust me?

NOWLAN

Never have. Never will.

slowly. Merritt accepts this, nodding
Merritt turns to Campbell.

MERRITT
Let's go.

GARBY
I'm coming along.

Merritt tries to dissuade her, but she stops him before he can speak.

GARBY
You need all the guns you can get out there.

MERRITT
Okay.

THE THREE, armed and ready for action, use Garby's mag-card to exit through the door marked "AIRLOCKS".

INT. HALLWAY #12 -- DAY

The trio creeps through the hall, lights flicker around them. Suspense builds. They come to a corner.

Merritt gestures for Garby and Campbell to hold back as he scouts ahead.

INT. HALLWAY #13 -- DAY

Merritt peeks around the corner into Hallway #13. The hall is empty all the way to the Airlocks at the end.

Lights flicker, and several doorways are dark... Maybe with Androids hiding inside them.

hall. Merritt creeps down the

Tension builds as he passes each dark doorway. But nothing happens.

When he gets to the end of the hall, and the Airlock doors, he gestures for Garby and Campbell to join him.

(CONTINUED)

44.

Garby and Campbell creep down the hall, guns ready. Each time they pass one of the dark doorways, tension builds.

At the Airlock door, the trio gives the hallway behind them a final sweep.

GARBY

Looks clear.

MERRITT

Looks are deceiving.

CAMPBELL

Let's get the rebreathers and get the hell out of here.

Merritt nods, and gestures for Campbell to open the door while he and Garby cover.

door. Campbell slowly opens the Airlock

Nothing inside but darkness.

GARBY

Let's make this quick.

Campbell nods and enters the Air locks.

INT. AIRLOCKS -- DAY

Campbell gets one step inside the dark airlocks before hearing the noise. A METALLIC ECHO.

CAMPBELL

Who goes there?

The answer is gunfire.

INT. HALLWAY #13 -- DAY

BLAM!

Campbell is BLASTED out of the airlocks and skids between Garby and Merritt.

MERRITT

Shit!

Garby and Merritt start running.

The Airlock is filled with a dozen Androids, lead by Smith

EE17. The Androids begin spilling out into Hallway #13.

(CONTINUED)

45.

Campbell looks down at his wounded leg, gushing blood, and tries to stagger to his feet.

BULLETS fly around Garby and Merritt as they race towards the end of the hallway.

Merritt turns and sees Campbell trying to crawl away.

MERRITT

Come on!

He provides cover fire, blasting away at some of the Androids. Sending some slamming backwards in a shower of sparks.

Campbell crawls along the floor, leaving a trail of blood.

Garby stops running and joins in the cover fire. But Merritt realizes they don't have a chance. He turns to her between blasts and yells.

MERRITT

Get out of here. Run!

GARBY

What about...

MERRITT

Just run, I'll hold them.

They exchange a look, then Garby reluctantly complies... After blasting one last Android into scrap.

As soon as Garby is gone, Merritt tries to save Campbell.

MERRITT

Campbell. Come on.

Smith EE17 gets Merritt in his sights, smiles, and fires.

Merritt hits the dirt, rolling across the hall and popping to his feet. The bullet ricochets down the hall behind him.

Merritt fires cover shots, trying to force the Androids back, so that Campbell escape.

MERRITT

Come on! Come on!

Merritt.
Campbell crawls towards

Closer.

Closer.

Almost there.

(CONTINUED)

46.

SMITH EE17 aims at Merritt again and fires. The other Androids chime in, forcing Merritt to dive around the corner to Hallway #12. Bullets chunk the corner of the hall, sending plaster dust into the air.

Campbell keeps crawling, but Smith EE17 grabs him.

SMITH EE17

Not so fast.

Campbell struggles to get away, but can't.

INT. HALLWAY #12 -- DAY

Garby runs down the hallway to the Command Center door. Passing dark doorways along the way.

WHAM! A shower of sparks shoots out a doorway as Garby passes it, as a light fixtures short circuits.

Garby keeps running to the end of the hallway, and the safety of the Command Center.

INT. HALLWAY #13 -- DAY

Merritt tries to force Smith EE17 away from Campbell, but is forced back around the corner by gunfire.

Campbell is dragged back by Smith EE17. He tries to fight him off, but can't. But he CAN reach the Android's gun hand.

Campbell and Smith EE17 struggle for the gun, wrestling back and forth. Campbell gets the barrel twisted around so that it aims at Smith's face and tries to find the trigger.

CAMPBELL

Damned hunk of tin.

Smith EE17 twist the gun around to aim at Campbell.

SMITH EE17

Human scrap.

Campbell sees the gun aiming right at his face, and presses the barrel up only moments before it discharges.

BLAM!

A hole is blasted into the ceiling.

Smith EE17 yanks the gun away from Campbell, then clubs him over the head with it. Knocking him out. Then Smith EE17 turns to the other Androids.

(CONTINUED)

47.

SMITH EE17

(gesturing to Merritt)

Kill him.

The Androids advance.

INT. HALLWAY #12 -- DAY

Garby pounds on the Command Center door.

GARBY

Let me in! Let me in!

No one answers. She can hear the gunfire getting closer.

She pounds on the door some more, then remembers her mag-card key. Fumbles, trying to find it, swipes it through the lock. The Command Center door opens, she squeezes inside...

INT. COMMAND CENTER -- DAY

Right into

Hell.

The Command Center is under siege again. Under attack by an army of Androids lead by Ralph 124C41.

When Garby squeezes through the door, Nowlan spins, aiming

his gun at her... Ready to fire.

When Nowlan sees who it is, he yells:

NOWLAN
Shut the door and get down!

Then Nowlan goes back to BLASTING Androids.

INT. HALLWAY #13 -- DAY

Merritt begins blasting the advancing androids into a shower of sparks. But they keep on coming.

THE SEVEN REMAINING ANDROIDS move past their fallen comrades, advancing on Merritt.

Merritt aims at the first one and pulls the trigger. BLAM!

The First Android is blown backwards in a shower of sparks.

Merritt aims at the Second Android and pulls the trigger. Click. His gun is out of shells.

(CONTINUED)

48.

MERRITT
Shit.

The Second Android laughs....

Until Merritt throws the gun at him, scoring a direct hit on his face. The Second Android goes down, and Merritt takes off running.

INT. HALLWAY #12 -- DAY

Merritt runs down the hallway, chased by the six Androids. He gets to the Command Center door, and realizes he has no mag-key. He begins POUNDING on the door.

MERRITT
Let me in! Let me in!

The six androids are almost on top of him.

MERRITT
Unlock the damned door!

Merritt continues pounding, as the androids get closer.

INT. COMMAND CENTER -- DAY

It's hard to hear Merritt's pounding over the din of gunfire in the room. Garby, Nowlan, Stilson and Pratt blast away at the army of androids outside the windows.

Garby fires out a window, but hears the pounding. Without turning from the gun battle, she unlocks the door with her foot.

Merritt squeezes into the room... but so do a dozen android arms! Merritt tries to push the door closed, but the Androids are stronger. Merritt looks around for help, but everyone is busy blasting the androids outside.

MERRITT

Shit.

Android hands claw at him, as he tries to press the door closed. But there's no way he can hold them back.

MERRITT

Throw me a gun! Throw me a fucking gun!

Nowlan tosses Merritt his 44 Magnum. Merritt catches the gun with one hand, then jumps back from the door.

(CONTINUED)

49.

ALL SIX ANDROIDS rush into the room.

MERRITT quick fires: six shells, six androids, six head shots.

ALL SIX ANDROIDS go down in a shower of sparks.

MERRITT

Help me take out this garbage.

While Pratt, Nowlan and Stilson hold the fort, Garby helps Merritt push the six android bodies out of the Command Center, dodging ricochets the entire time.

Once the bodies are out, they close and lock the door, and Merritt takes cover next to Nowlan as he reloads.

Nowlan fires and talks simultaneously.

NOWLAN

Where's Campbell?

MERRITT

They got him.

Nowlan stops firing and looks at Merritt.

GARBY

He's alive, Nowlan. But he's theirs.

NOWLAN

That's the only pilot we've got.

Everyone looks at Merritt, letting this bad news sink in.

MERRITT

(gestures out window)

Don't get them pissed, who knows what they'll do to him.

Nowlan gives Merritt a look, then goes back to blasting Androids. Every time Nowlan sees an Android head, he fires at it. It's like an arcade game... "Doom", maybe.

NOWLAN

Who's next? Step right up.

Blam! Nowlan fires.

NOWLAN

We have a winner.

THE GUN BATTLE CONTINUES with Pratt, Nowlan, Stilson, Garby, and Merritt blasting away. Bullets fly through the Command Center, shattering computer screens.

(CONTINUED)

50.

Glass rains down on Merritt.

MERRITT

Shit.

He takes cover and reloads as bullets spatter around him.

Garby sights through the boarded windows and blows a couple of Androids to hell.

Pratt spots Coblentz HL2000 in the hallway, takes aim, and fires.

The bullet misses, but Coblentz gets mad. Rising up, he sends a stream of gunfire at Pratt.

Pratt hits the dirt as boards covering the window splinter. Bullets ricochet through the room, shattering glass.

GARBY

Great. Now he's angry.

PRATT

I was hoping he'd be dead.

Garby and Pratt pop up at the same time, blasting at Coblentz and his Androids, forcing them back down the hallway.

Merritt has reloaded, and blasts a half dozen Androids, forcing the others back.

Nowlan fires two guns through the barricades, forcing Androids to take cover and retreat.

SUDDENLY, the shooting from outside
stops.

The silence is deafening.

Nowlan rises up slowly, looking out the window.

NOWLAN

They're gone.

MERRITT

They've fallen back to regroup.
They'll attack again.

NOWLAN

Stilson, check the monitors. Tell me
where they are.

No response.

NOWLAN

Janet?

(CONTINUED)

51.

Nowlan moves across the Command Center to her... finding her dead. Shot in the crossfire.

NOWLAN

Janet.

He cradles her in his arms, fighting back the tears.

The others just watch him, unsure what to do.

Nowlan holds her face up to his and kisses her gently.

NOWLAN

Sweet dreams.

Then sets her body down, closes her glassy eyes, then looks up at Garby.

NOWLAN

It's the only time I ever kissed her.
I always wanted to. We used to flirt
back and forth. Joke about her serving
under me. I used to think about
holding her. Touching her face... But
fraternization is against the rules.

(frowns)

I always have to play by the rules.
Do what's right... even when it's
wrong. Even when it's too late.

(beat)

It's always too late.

Nowlan is about to totally break
down.

Merritt crosses the room and pulls him to his feet.

MERRITT

Nowlan, this thing isn't over yet.

NOWLAN

It's over. First Bester, now Janet...

MERRITT

You've got to pull yourself together.
At least until we're out of here.

(beat)

We can't do this thing without you.

Nowlan looks at Merritt, confused by his compassion.

NOWLAN

I... I can handle it.

Merritt nods slowly, and lets go of Nowlan.

52.

INT. COMMAND CENTER -- LATER

Merritt zips Stilson up in a body bag. Then looks at the others. Pratt looks at the bag.

PRATT

Maybe we should say some words or something.

MERRITT

(sotto)

Too bad they shot the Preacher.

Garby moves down next to the body bag. Pratt bows his head.

GARBY

Janet, you were a good friend in a world where friends are hard to find. And Good is even harder.

(beat)

You'd walk among the prisoners, and never show fear. I don't know how you did that.

(beat)

Where ever you are now, walk without fear. And know that we'll miss you.

A moment of silence.

Then Merritt looks at Nowlan.

MERRITT

(softly)

Come on. Give me a hand.

Merritt picks up one end of the body bag, and Nowlan lifts the other. Difficult at first, but Nowlan manages to control his emotions, and just do the work.

INT. GERNSBECK'S OFFICE -- DAY

Gernsbeck looks up as the door opens.

GERNSBECK

You going to let me out? So I can punish that...

He sees Nowlan's expression and stops. They carry the body bag into the room and set it down.

GERNSBECK

Who is it?

(CONTINUED)

MERRITT

Stilson.

GERNSBECK

You can't leave her here! I won't stand for it. I refuse to be in the same room with her! She's dead!

Merritt crosses and grabs Gernsbeck's collar.

MERRITT

Look, asshole, we're all going to be dead in three and a half hours. We're running out of oxygen, and they just captured our pilot.

(beat)

Things are pretty well fucked, here, Verne. The last thing we need is a lot of screaming from some sadistic pile of shit like you.

(beat)

So take my advice: Shut the fuck up.

Merritt lets go of Gernsbeck, dropping him back into his chair. He turns to Nowlan, who is staring down at the body bag, on the verge of cracking again.

MERRITT

Come on. We've got work to do.

Nowlan turns from the body bag. He and Merritt leave Gernsbeck's office...

INT. COMMAND CENTER -- DAY

And walk into Hell.

Pratt is holding the Command Center hostage, and the moment Nowlan and Merritt enter, he swings his gun on them.

Merritt casually raises his hands.

MERRITT

Shouldn't you be aiming that thing outside?

PRATT

I'm getting out of here.

MERRITT

There's the door.

Merritt nods to the door, and the Androids beyond.

(CONTINUED)

54.

PRATT

Don't you get it, man? We're all gonna die. First it was the Joker, then the Preacher, then Cowboy, now the Girl.

(beat)

I mean, it's getting down to the nubs, here.

(beat)

Next it'll be the Marshal and Daddy's Girl... And after that it's either you or me.

(beat)

I'm not hanging around long enough to find out which.

NOWLAN

Where do you plan on going? Seems to me we're trapped.

Pratt swings the gun towards Nowlan.

PRATT

Why don't we just get on the shuttle and get out of here?

NOWLAN

We wouldn't get far before we ran out of fuel.

(beat)

Then we'd be adrift in the galaxy without any life support systems.

PRATT

At least nobody'd be shooting at us.

MERRITT

Sure, why give up a quick death when we could die slowly of asphyxiation?

Pratt reaims his gun at
Merritt.

Behind him, Garby slowly creeps forward.

PRATT

I don't need any shit from you, Merritt.

MERRITT

What do you want, Pratt? The good news? There isn't any. We're stuck on this piece of shit planet for the next three hours while that ship fuels.

(MORE)

(CONTINUED)

55.

MERRITT (CONT'D)

(beat)

Now we can argue about it, and we can fight about it, but we can't change it. So quit pointing the damned gun at me.

Merritt.
Pratt keeps the gun aimed at

Garby takes another step closer, ready for action.

PRATT

Why don't we wait in the shuttle, then?

NOWLAN

Look at how much damage they've done to this room.

(beat)

The shuttle couldn't take this much damage and survive. We'd never get off the planet.

Garby takes another step... And Pratt swings around, aiming his gun at her.

GARBY

You see, Pratt, we're the bait. As long as they're attacking us, they're leaving the shuttle alone.

PRATT

Man, I can't take any more of this fighting... I'd rather end up drifting through the galaxy in the shuttle than be some sitting duck for those droids.

NOWLAN

At least here we have a chance, Pratt.

Pratt aims at Nowlan, and Garby attacks.

She grabs the gun barrel, twisting it up at the ceiling.

BLAM!

The gun discharges, showering them with debris.

Pratt pulls the gun back down.

BLAM! BLAM!

The gunshots force Merritt and Nowlan to hit the dirt.

She struggles, pressing the gun back up at the ceiling.

BLAM! BLAM!

(CONTINUED)

56.

Pratt pushes the gun around until it is aimed directly at Garby. His finger tightens on the trigger.

PRATT

Last words, Bitch?

Garby looks down the gun barrel, realizing she's about to die. Pratt's finger continues squeezing the trigger.

Garby lets go and ducks out of the way quickly.

BLAM!

Bullet goes wild, hitting the vidmap with a shower of sparks.

Merritt jumps to his feet and tackles Pratt to the floor. They crash into a work station, sending it down.

When they stop rolling, Merritt is on top of Pratt. But Pratt still holds the gun. He aims it directly at Merritt's face.

PRATT

Get off me, Smov, or I'll blow you to hell.

MERRITT

Try it.

Pratt touches the gun barrel to Merritt's face and pulls the trigger.

Click. Out of shells.

MERRITT

You've got to learn how to count. At least as high as six.

Merritt slams the gun out of Pratt's hands and pins him to

the floor.

MERRITT

Look, Pratt, we're all in this together. Flesh against steel. If we start breaking up, fighting each other, they'll kill us one by one.

(beat)

The only strength we have is working together.

PRATT

You're gonna throw in with that screw?

MERRITT

What choice do I have? What choice do ANY OF US have?

(CONTINUED)

57.

Merritt points at Nowlan.

MERRITT

I may hate him. I may wish him dead.

Nowlan gives Garby a look.

MERRITT

But the four of us are stuck here together. And we're not getting out of here any time soon.

(beat)

So I've got to learn to work with him. And work with you.

(beat)

I may not like it, but I don't see me having much choice in the matter. Do you?

He lets go of Pratt and moves to his feet. Pratt just lays there. Finally Merritt reaches a hand down to help him up.

Pratt looks at Merritt's hand and reluctantly accepts.

Merritt pulls Pratt to his feet, then the two separate. Pratt goes off to sulk, Merritt examines a cut from the scuffle.

Nowlan crosses to the Vidmap. It's completely destroyed.

NOWLAN

No more early warning system.

PRATT

(sarcastic)

There goes our advantage.

Merritt goes into the wash room next to Gernsbeck's office to wash and dress his wound.

INT. GERNSBECK'S WASHROOM -- DAY

Merritt is wrapping the cut as Garby enters, letting the door close behind her.

GARBY

That was a nice speech, but did it mean anything?

(beat)

Or were you just making music to sooth the savage beast?

MERRITT

Meant every word.

(CONTINUED)

58.

GARBY

Especially the part about wishing Nowlan were dead?

MERRITT

I might have exaggerated.

She moves closer to him, serious, now.

GARBY

Do you really think we're going to get out of this alive?

MERRITT

I don't know. But I have to keep coming up with plans and possibilities, or we're as good as dead.

GARBY

Then this might be my only chance.

MERRITT

To do what?

GARBY

To find out if what they say about

Smovs is true.

She moves into his arms and kisses him gently on the lips.

INT. GERNSBECK'S OFFICE -- DAY

Gernsbeck sees the silhouettes come together through the pebbled glass of the connecting door.

INT. GERNSBECK'S WASHROOM -- DAY

When Merritt kisses back, Garby pulls away a little. After flirting with Merritt for years, here they are about to make love... and she's not sure she'd ready for it.

GARBY

I've never done it with an alien before.

MERRITT

We're all alien to somebody.

(beat)

We look different, we smell different, we act different.

(MORE)

(CONTINUED)

59.

MERRITT (CONT'D)

But even if we found someone who looked just like us, they wouldn't be us. They'd be their own person. Have their own thoughts, their own needs.

(beat)

You can spend your whole life thinking about how different you are than other people. Me? I'd rather think about the ways we're the same.

Merritt kisses her gently.

MERRITT

Smovs kiss the same as humans.

They kiss again, more passionately. She runs her hand under his shirt, feeling his chest.

MERRITT

We feel the same as humans.

Another kiss. They begin removing each others clothing, gently kissing each new exposure of flesh.

MERRITT

We love the same as humans.

Their passion flares as they kiss again, bare chest against bare chest.

INT. GERNSBECK'S OFFICE -- DAY

Gernsbeck struggles against the handcuffs.

GERNSBECK

(sotto)

No. No. No. No. No. No. No.

Practically frothing at the mouth as the silhouettes of his daughter and the alien move close again.

INT. COMMAND CENTER -- DAY

Nowlan watches the remaining monitors for signs of the Androids. Nothing.

NOWLAN

They're out there someplace.

Pratt re-barricaders the windows. Using the rest of the furniture to block any holes.

60.

INT. GERNSBECK'S WASHROOM -- DAY

Merritt moves his hand under her skirt, pulling her panties down her legs. Garby kicks them off, then guides his hand back under her skirt.

GARBY

Almost the same.

They kiss again. Then they glide to the floor and make love.

INT. GERNSBECK'S OFFICE -- DAY

Gernsbeck fights harder against the restraints as he hears intimate laughter from the next room.

GERNSBECK

(sotto)

No. He's a filthy alien. A damned
prisoner. Garby... Garby...

His voice becomes softer, resigned to the fact that his
daughter is no longer under his control. Maybe never was.

Gernsbeck looks over to the body bag on the floor across
from him.

GERNSBECK

(sotto)

Garby....

Shadows flutter over the pebbled glass.

INT. COMMAND CENTER -- DAY

Pratt finishes barricading the windows.

Nowlan watches the screens for signs of action. But they
show only empty hallways. A sound behind him.

Nowlan spins to see Merritt exiting the washroom, tucking in
his clothes.

MERRITT

How much time until the shuttle's
refueled?

Nowlan looks at his watch.

NOWLAN

A little over two hours.

(CONTINUED)

61.

MERRITT

And until we run out of air?

NOWLAN

About the same.

Merritt nods, and joins Pratt.

MERRITT

We're gonna need a couple minutes
head start to get to the shuttle.

PRATT

Yeah?

MERRITT

Can we rig one of the doors to close?

NOWLAN

Sure. But where do we get the power?
All this equipment's hard wired in.

MERRITT

Batteries.

Merritt points at Nowlan's equipment belt.

MERRITT

There's one in your walkie talkie.
Enough juice in there to slow 'em
down for a minute or two.

Nowlan unclips the walkie talkie and tosses it to Merritt,
who begins to hot wire a door circuit on the control board.

Nowlan looks back at the monitor...

ON THE MONITOR

RALPH 124C41 holds a gun to Campbell's head.

RALPH

Attention human scrap. Let's make a
deal. Flesh for flesh. This worthless
piece of scrap for the Warden.

(beat)

Give us Gernsbeck, and we'll let you
go. We have no rift with you, it's
the Warden who has hurt us. And it
is HE who will pay.

(beat)

So? Do we trade? This one for the
Warden?

62.

INT. COMMAND CENTER -- DAY

Merritt looks at Nowlan.

MERRITT

I say we hand over the son of a bitch.

NOWLAN

I thought we were all in this together?
Flesh against steel?

MERRITT

The Warden's different.

NOWLAN

How?

MERRITT

They wouldn't be out there if it weren't for that sadistic son of a bitch.

Nowlan aims his gun towards Merritt.

NOWLAN

I say we take a vote.

MERRITT

I vote we trade him.

PRATT

Trade him.

NOWLAN

I'm against it, and so's Gernsbeck...

MERRITT

That's two for, two against.

NOWLAN

Garby.

All eyes are on Garby. The deciding vote.

GARBY

(pleading)

You can't make me do this. He's my father.

MERRITT

You've got to decide.

(CONTINUED)

63.

GARBY

Look, he's an asshole. He's always been an asshole. He can't help it.

NOWLAN

Which is it? For or against?

Garby looks at her father's office, making the toughest

decision of her life.

GARBY

We can't get out of here without a pilot. We can wait the two hours until the shuttle's fueled, but if no one can drive it, we're stuck... Trapped.

She turns away from the others, breaking down.

GARBY

I'm sorry. God, I'm sorry.

Merritt raises his gun at Nowlan.

MERRITT

You heard the woman. We trade.

Merritt switches on the microphone.

MERRITT

Okay, tinman. We trade.

Ralph 124C41 laughs.

INT. HALLWAY #9 -- DAY

Ralph 124C41 laughs when he sees Gernsbeck.

THE EXCHANGE is like something from a Cold War spy novel.

On one end of the hallway: the ARMY OF ANDROIDS lead by Ralph 124C41, who holds his gun to Campbell's head.

On the other end of the hallway: Pratt, Nowlan and Garby aim guns at the Androids, while Merritt tries to control the screaming, pleading Warden Gernsbeck.

GERNSBECK

You can't do this to me. They'll kill me. Don't you understand? They'll KILL me.

(CONTINUED)

64.

MERRITT

If you don't shut up I'll kill you.

GERNSBECK

Please Merritt....

Merritt ignores him, looking at the far end of the hallway where Ralph holds the gun to Campbell's head.

MERRITT

Okay. We trade.

RALPH

Not you. The guard.

MERRITT

What do you mean?

RALPH

The Guard brings me the Warden.
Unarmed.

Merritt and Nowlan exchange looks. Then Nowlan hands Merritt his rifle and takes hold of Gernsbeck's shackles.

RALPH

Now.

Ralph and Campbell begin advancing to the center of the hall, at the same speed as Nowlan and Gernsbeck.

THE FOUR face off in the center of the hall, about a dozen feet between them. Ralph keeps the gun jambed into Campbell's head. Nowlan has a six shooter, hidden behind his back.

RALPH

This one must be pretty important, if
you'll trade the warden for him.

Tension. They can't let Ralph know how important Campbell is. They can't let him know he's the pilot.

NOWLAN

He's just a tech.

RALPH

I've never seen him before.

NOWLAN

They sent him on the shuttle to look
over the computer systems for salvage.

(CONTINUED)

RALPH

Computer tech? Maybe we should keep him. Use him for repairs after you have gone.

NOWLAN

He salvages, he doesn't repair. He's just a junk man...

RALPH

A junk man? You know what he told me? He told me he was the shuttle pilot.

(beat)

Now why would he lie like that?

NOWLAN

Look. Just let him go. I'll give you the Warden.

Ralph 124C41 laughs.

RALPH

No deal. We'll TAKE the Warden.

BLAM!

Ralph blows Campbell away, then reaims his gun at Gernsbeck.

Gernsbeck starts screaming. Begging.

Nowlan kicks the gun out of Ralph's hands, then quick draws his pistol, blasting away until the Androids dive for cover.

Merritt, Pratt, and Garby give cover fire for Nowlan and Gernsbeck. Blasting away at the Army of Androids.

Gernsbeck drags his shackles back to the group.

Ralph rolls, coming up with his gun. He aims it at Nowlan, and the two exchange gunfire, like Cowboys at high noon.

Bang! Bang! Bang!

Bang!

It's a close quarters shootout, like something from a John Woo movie.

Nowlan yells at the others as he fires at Ralph.

NOWLAN

Back! Back!

The group races back down the hall to the Command Center.

Nowlan takes one final look at Campbell (he's dead), then

fires a couple more shots at Ralph and joins the others in their mad dash to the Command Center.

(CONTINUED)

66.

Bullets spatter the hallways as the five run.

RALPH AND THE ARMY charge after them.

Gernsbeck is lagging behind, dragging his heavy shackles. He trips on the chains.

GERNSBECK

Help me! Oh, God, help me!

Nowlan helps Gernsbeck to his feet, and they try to catch up with the others.

INT. HALLWAY #8 -- DAY

PRATT, GARBY, and MERRITT turn the corner into the next hallway, and sprint to the Command Center doors.

MERRITT

Come on! They're right behind us!

Garby slides her mag key through the slot and nothing happens. She tries it again.

GARBY

Shit. It's demagnetized...

Nowlan and Gernsbeck round the corner, racing towards them.

THE ARMY OF ANDROIDS only fifty feet behind them.

GARBY

Nowlan! Your card!

Nowlan tosses Garby his mag key, then spins and fires at the oncoming Androids.

Garby catches the key, glides it through the slot, gets the green light. The door opens.

Nowlan aims at a charging Android and pulls the trigger. Click. Out of shells.

NOWLAN

Shit.

Nowlan DIVES and rolls down the hallway, popping to his feet next to the others.

67.

INT. COMMAND CENTER -- DAY

The five dive into the Command Center, closing the door behind them only SECONDS before the Androids get there.

BAM! BAM! BAM! BAM! Ralph pounds on the door.

RALPH (O.S.)
How are you going to get off the planet without a pilot, Nowlan? You're trapped here. My prisoners.

Nowlan and Garby look at each other. Worried.

RALPH (O.S.)
In less than two hours you'll run out of air....

MERRITT
Two hours, twelve minutes.

Nowlan looks at Merritt, and he explains.

MERRITT
Campbell's air, divided by five.

NOWLAN
You're sick.

MERRITT
I'm practical.

Ralph continues his tirade.

RALPH (O.S.)
...After you're dead, I'll TAKE the Warden. Put his head on a plate.

Gernsbeck begins crying.

RALPH (O.S.)
Then WE will fly the shuttle back to Earth. And kill every human we can find. No one will be able to stop us.

Merritt puts his ear to the door, listening.

MERRITT
They're falling back.

Nowlan looks from face to face. Everyone has that hopeless expression. Their pilot is dead.

(CONTINUED)

68.

NOWLAN

He's right. Without Campbell, we're trapped. He was our only chance.

MERRITT

Not our only chance.

NOWLAN

What are you talking about?

Merritt looks up slowly.

MERRITT

I can fly us out.

NOWLAN

You're full of shit, convict. Where'd you get your pilot license? San Quentin?

Merritt moves fully to his feet, standing tall.

MERRITT

I used to make a good living hijacking cargo shuttles. I can fly just about anything.

NOWLAN

I hope we live long enough to find out if you're right.

GARBY

What do you mean?

NOWLAN

They can kill a lot of us in two hours.

MERRITT

Not if we kill them first.

NOWLAN

How do you propose to do that?

MERRITT

We use the Merritt System.

PRATT

What's that?

MERRITT

If they attack us with guns, we attack them with cannons.

(CONTINUED)

69.

NOWLAN

(sarcastic)

Great idea. Where do we get the cannons?

CLOSE ON THE BROKEN VIDMAP

Merritt's finger touches a location, as he speaks.

MERRITT

There are a couple of crates of explosives in mine shaft number seven. We had to leave them behind when the Deros came after us.

Pratt nods, remembering.

MERRITT

If we can get those explosives out of shaft number seven, we can rig a bobby trap that'll blow them into small appliance heaven.

NOWLAN

Great. How do we get to shaft number seven?

MERRITT

Through the air ducts. When we get outside, we can use the last rebreather tank. There's about five minutes on it.

GARBY

Five minutes.

NOWLAN

It could work.

Pratt shakes his head. Desperation has turned to anger.

PRATT

That's a frigging suicide mission you're talking about. Get past the Droids, get out of the complex, get to shaft number seven, which we closed because it was too dangerous, hope the damned Deros aren't hungry, find the crates of explosives and sneak them back here, right past the Droids... All with only five minutes of air? You're crazy. You're all crazy.

(CONTINUED)

70.

NOWLAN

You got a better idea?

Pratt turns away.

PRATT

Give them the Warden. It's what they want.

MERRITT

That kills him, but it doesn't save us.

PRATT

Shit. This is frigging shit!

MERRITT

Look, Pratt, we've got a choice. Hide here for two hours, waiting to die, or stand and fight.

Pratt turns to Merritt and nods slowly. Accepting.

It's obvious that Merritt has taken charge of the group. He's become the leader by default. The man with the plans.

Gernsbeck raises his shackled hands towards Merritt.

GERNSBECK

If you're not going to use me as a bargaining tool, can you at least unshackle me?

MERRITT

No. The cuffs stay on.

GERNSBECK

Merritt, there's three hundred of them and only five of us. Seems like you can use all the help you can get.

MERRITT

We don't need help from sadistic mothers like you.

NOWLAN

Merritt, we need all the help we can get and then some.

Merritt nods slowly, then looks Gernsbeck in the eyes.

MERRITT

Cut him loose.

(CONTINUED)

71.

Nowlan unshackles Gernsbeck, tossing the cuffs aside.

Gernsbeck smiles at Merritt and offers his hand to shake.

GERNSBECK

No hard feelings?

When Merritt moves to grudgingly take it, Gernsbeck pulls back his fist and decks him.

WHAM! Merritt hits the floor,

hard.

Gernsbeck flexes his aching hand.

Pratt makes a move towards Gernsbeck, but Merritt stops him.

MERRITT

I guess I had that coming.

Merritt moves to his feet, rubbing his jaw.

MERRITT

Now that we're all even, it's time to choose. Which one of us is going out there?

PRATT

Not me.

NOWLAN

Who decides? You?

Merritt pulls out a huge knife and STABS it into the table between he and Nowlan.

MERRITT

The knife decides.

The knife quivers in the table. Nowlan nods.

THE TABLE

All five stand around the table, forming a circle. The knife lays in the center of the table.

MERRITT

Ready?

All eyes on the knife as Garby gives it a spin.

PRATT

Did this when I was a kid. Spin the bottle they called it. Only the winner got a kiss.

(CONTINUED)

72.

NOWLAN

No winners here.

THE KNIFE continues spinning.

Everyone watches as it begins to slow down, blade pointing from one to the other as it rotates.

GARBY

I don't want to look....

She closes her eyes.

THE KNIFE stops spinning. The blade has found a victim.

The knife blade is pointing at PRATT.

PRATT

Shit.

MERRITT

This must be your lucky day.

PRATT

Yeah. But it's all bad luck.

INT. COMMAND CENTER -- LATER

A rope is tied around Pratt, and the rebreather (with an LCD readout which will count down the 4:53 minutes of air left) is strapped on his back.

MERRITT

Ready?

Pratt nods. Gernsbeck claps a hand to his back.

GERNSBECK

Good luck, son.

PRATT

Wish you wouldn't have said that.
People been wishing me good luck all
my life, look where it got me.

NOWLAN

You've got four minutes and fifty
three seconds of air.

MERRITT

Use it wisely.

(CONTINUED)

73.

This gets a smile out of Pratt, who checks the action on his gun and gets ready to go.

Garby gives him a kiss on the cheek.

GARBY

For luck.

Pratt grabs her and plants a major-rotor-rooter french kiss on her, dipping her a little.

PRATT

There. Now I feel I lucky.

Pratt looks at Nowlan and Merritt, who get their guns ready. Then Garby opens the Command Center door, and they roll out.

INT. HALLWAY #13 -- DAY

Nowlan and Merritt aim their guns down the empty hallway, as Garby helps Pratt pry off the air vent grate and climb inside.

INT. AIR DUCT -- DAY

Pratt begins crawling through the duct, rope playing out behind him. Gun in front of him, ready for action.

INT. HALLWAY #13 -- DAY

Garby keeps feeding the rope from the coils into the vent opening, while Nowlan and Merritt stand guard.

INT. AIR DUCT -- DAY

The air in the duct is becoming smokey. Pratt puts on the rebreather, and the LCD numbers begin counting down.

AHEAD: Light at the end of the duct.

Pratt climbs towards the light, then kicks out the mesh screen separating the duct from the outside world.

INT. HALLWAY #13 -- DAY

Garby keeps feeding the rope.

An echo in the hallway. A sound. A footstep?

Merritt and Nowlan keep their guns aimed, ready for action.

74.

EXT. PLANET ISAAC -- DAY

Under the burning twin suns, Pratt treks across the red desert landscape to the mines. The rope playing out behind him.

The time on his rebreather ticking
away.

The LCD now reads 4:27 minutes of air left.

INT. COMMAND CENTER -- DAY

Gernsbeck watches Pratt progress on the only undamaged monitor, and yells to the others, in the hall.

GERNSBECK

He made it out!

INT. HALLWAY #13 -- DAY

Merritt and Nowlan keep their guns trained. Garby keeps uncoiling rope. A sound in the hallway echoes....

ready.
Tension builds. Merritt keeps his gun
Nothing happens.

EXT. MOUTH OF THE CAVE -- DAY

mines.
Pratt makes it to the
The heat has him breathing deeply.
3:39 minutes left on the rebreather.
Pratt enters the cave.

INT. COMMAND CENTER -- DAY

Gernsbeck yells.

GERNSBECK
He's entered the cave!

INT. HALLWAY #13 -- DAY

Gernsbeck's voice echoes in the hallway. Merritt whispers.

MERRITT
Quiet. Quiet.

When the echo dies down, there's another noise. Footsteps. Getting closer.

(CONTINUED)

75.

MERRITT
Someone's coming.

rope.
Merritt and Nowlan keep their guns ready.
Garby continues playing out the
Tension builds.

INT. CARNUBIUM MINE -- DAY

Pratt uses a flashlight to search the mines, until he comes to a make-shift sign identifying Shaft #7.

3:07 remaining on the rebreather.

He moves deeper into Shaft #7, looking for the crates of explosives.

INT. HALLWAY #13 -- DAY

Merritt and Nowlan keep their weapons aimed.

GERNSBECK (O.S.)

He's in the mine!

The voice echoes, obscuring the footfalls. Merritt and Nowlan keep their guns aimed. Waiting for the attack.

INT. CARNUBIUM MINE -- DAY

Pratt's flashlight picks up the two crates of explosives. He pockets the flashlight and grabs one of the crates.

2:28 remaining on the rebreather. He's going to have to hold his breath on the way back.

strikes!

WHAM! The Deros

The hideous, smelly, creature bursts from the cave, teeth and tentacles reaching for Pratt.

Pratt runs like hell, carrying one of the crates, the Deros right behind him.

INT. HALLWAY #13 -- DAY

Another footfall. Someone is standing just around the corner from where Nowlan and Merritt are.

Garby, unarmed, continues playing out the rope.

Another footfall.

(CONTINUED)

76.

MERRITT

One more step and we'll blow you to

hell!

Nowlan looks at Merritt, wondering about his strategy.

laughter.
machines.
them.

Then they hear the
The laughter of
Hundreds of
Echoing through the hall.

EXT. MOUTH OF THE CAVE -- DAY

Pratt escapes from the cave only seconds before the Deros would have caught him.

When the bright sunlight hits the Deros, it screams and ducks back in the cave.

Pratt sets the crate down, then lays over it, trying to catch his breath.

1:47 remaining on the rebreather.

Then Pratt sees the shoes. He looks up to see Smith EE17 aiming a gun down at him.

SMITH EE17
Where do you think you're going?

Pratt knocks Smith EE17 back and makes a break for it.

He doesn't get far before Smith steps on Pratt's rope.

Pratt is trapped, tethered only a dozen feet from Smith.

SMITH EE17
Not so fast.

BANG!
BANG!

Smith blows off Pratt's kneecaps.

Smith strolls over to where Pratt lays screaming and pulls off the rebreather, tossing it as far away as he can.

With a laugh, Smith EE17 ambles back to the compound.

INT. BLOCK 11 BUNK ROOM -- DAY

Smith EE17 approaches Ralph 124C41.

(CONTINUED)

77.

SMITH EE17

One down, four to go.

Ralph nods approval, then turns to his troops.

RALPH

Remember, I get the Warden.

(beat)

Here's my new plan of attack...

Ralph explains his strategy to the Army of Androids.

EXT. MOUTH OF THE CAVE -- DAY

Pratt holds his breath and drags himself to the crate, unhooks his rope, and hooks it to the crate. He gives it two tugs.

INT. HALLWAY #13 -- DAY

Garby feels the tugs and whispers.

GARBY

He's got it.

NOWLAN

Reel it in.

Garby begins reeling in the rope.

EXT. MOUTH OF THE CAVE -- DAY

Pratt smiles as the crate of explosives is dragged back to the compound.

Then he closes his eyes and dies.

INT. HALLWAY #13 -- DAY

rope.
Garby continues reeling in the

hallway.
But there's laughing in the

Androids.
The echoes of a dozen

Lead by Coblentz.

MERRITT

Hurry up. Hurry up.

Garby tugs as fast as she can, but the rope has stopped.

78.

EXT. PLANET ISAAC -- DAY

The crate is caught behind a big rock.

INT. HALLWAY #13 -- DAY

Garby gives the rope another tug.

GARBY

It's stuck.

Merritt lowers his gun and goes to help Garby.

THE FOOTFALLS continue

echoing.

Closer.

Closer.

Closer.

Merritt and Garby give the rope a yank.

EXT. PLANET ISAAC -- DAY

The crate pops over the rock and continues.

INT. HALLWAY #13 -- DAY

Merritt lets Garby reel in the rope, and crosses to his gun.

BANG! BANG!

BANG!

Coblentz rolls into the hallway and opens fire. Bullets ricochet around Merritt as he tries to make it to his gun.

Nowlan returns fire, trying to force Coblentz back. But Coblentz is joined by a half dozen other armed Androids.

Garby continues reeling in the rope, as bullets fly around her. Shredding the wall only inches from her face.

Merritt makes it to his gun, rolls it into his hands and

begins blasting away. Hitting a couple of the Androids.

Nowlan hits a couple of androids, but they are out numbered.

EXT. AIR DUCT -- DAY

The crate gets caught on the outside of the air duct.
It's tugged a couple of times.

79.

INT. HALLWAY #13 -- DAY

Garby keeps tugging, but the rope won't budge.

GARBY

It's stuck again!

MERRITT

You're on your own, Garby.

Bullets spatter around her as she tries whipping the rope,
then yanking on it.

EXT. AIR DUCT -- DAY

The rope flips loose, then finally is pulled into the air
duct, dragging the crate behind it.

INT. HALLWAY #13 -- DAY

Garby continues reeling in the rope.

NOWLAN

I'm running out of shells!

MERRITT

They're not.

The shoot out between Coblentz's troops and Merritt and Nowlan
continues. But for every Android they kill, another takes
it's place.

INT. AIR DUCT -- DAY

The crate of explosives drags along the inside of the airduct,
coming closer to Hallway #13.

INT. HALLWAY #13 -- DAY

Garby continues gets to the end of the rope, and pulls the crate of explosives into the hallway.

GARBY

Got it!

Merritt tosses Garby his gun. She catches it with one hand, turns, and blows away an advancing android.

Merritt races to the crate, hefts it to his shoulder.

(CONTINUED)

80.

MERRITT

Ready!

All three race into the Command Center, slamming the door behind them.

INT. COMMAND CENTER -- DAY

Nowlan locks the door seconds before the Androids reach it.

INT. HALLWAY #13 -- DAY

Coblentz and the androids begin scratching at the door with their aluminum fingernails.

INT. COMMAND CENTER -- DAY

The scratching fingernails creates a sound which drives them up the walls. Gernsbeck puts his hands over his ears and closes his eyes.

Merritt, Nowlan, and Garby live with it.

Merritt begins rigging a detonator to the case of explosives, and secures the explosives to a rolling file cart.

MERRITT

When this button's pushed, everything goes. Blam.

NOWLAN

Looking for volunteers?

MERRITT

We do it from across the room. With

Merritt looks at Nowlan.

MERRITT

Save one bullet to shoot the detonator.

Garby grabs the metal rods from the uniform closet.

GARBY

We can use these as spears. When our
ammo runs out.

Merritt nods... Then the first bullets begin spattering
through the barricaded windows.

ready.
EVERYONE hits the dirt, weapons

Merritt lands next to Nowlan on the floor.

MERRITT

Well, buddy, you know that fight you
and me was gonna have?

(CONTINUED)

82.

NOWLAN

Yeah?

MERRITT

This is it.... Except, I always thought
we'd be fighting each other.

Nowlan smiles, and touches Merritt's shoulder.
They're equals, maybe even friends.

father...
Garby tosses a spear to her

Then the real shooting begins.

BULLETS PUMMEL THE COMMAND CENTER, blasting the window
barricades to pieces. Wood dust and smoke spatter around
the team as they take cover.

Merritt crawls to the hot wired door switch. With fifteen
minutes left, it's too early to hit it...

MERRITT

What the hell.

He clicks the walkie talkie switch.

INT. HALLWAY #13 -- DAY

RALPH 124C41 leads a second wave of ANDROIDS towards the Command Center... but the electronic door wooshes shut in front of them.

RALPH

Open it! Open it!

One of the Androids tries to over ride the door at the control panel... but has no mag card.

INT. COMMAND CENTER -- DAY

Merritt aims his shotgun through the barricades, sights a charging Android and fires.

BLAM! The Droid explodes in a shower of sparks.

Garby aims through the barricades at an advancing Android and fires.

Bang! The Android sparks and drops. But more are coming!

Nowlan sights in on one of the Droids and fires. The Android drops. He re-aims quickly and fires again. Two hits.

(CONTINUED)

83.

Gernsbeck jabs through the barricades with his metal spear, poking through an Android's eye and out the back of his head. The Droid goes down, sparking and screaming.

Merritt sees two Androids coming from the left and blasts both of them with one shot.

Garby fires at the three Androids rushing her, hitting two of them. Her third shot misses... and the Android continues down the hall towards her.

Nowlan sights a third Android and fires. Bang!

Nowlan's bullet hits one Android, sparking his face, and ricochets to hit a second Droid in the chest. Both go down.

NOWLAN

Hey. A two-fer.

THE THIRD ANDROID continues rushing at Garby. Now only five feet away from her. She aims her pistol at him and fires.

Click. Out of shells.

GARBY

Shit.

The Android reaches through the broken window and grabs Garby by the neck, strangling her.

Gernsbeck spears another Android through the eye.

Merritt sights another rushing Android and blows him to hell.

Garby tries pulling away from the Android, only succeeds in dragging the droid through the window into the Command Center.

The Android continues strangler her. She's turning blue. She tries to scream for help, but only gurgles. She can't be heard over the gunfire from the Army of Androids.

Nowlan sees Garby struggling with the Android, spins and aims at the Android, pulling the trigger three times.

Click. Click. Click. Out of shells.

He clubs the Android with the rifle, careful not to hit Garby.

The Android lets go of Garby and faces Nowlan.

THROUGH THE HOLE IN THE BARRICADES, other Androids try to enter the Command Center. But Gernsbeck spears each one of them through the eye socket, nose, or mouth. Shorting them.

(CONTINUED)

84.

Another Android starts through the barricades, and Gernsbeck reaches for a spear.... all out!

GERNSBECK

Help!

Merritt turns in time to see the Android grab hold of Gernsbeck. He takes aim and BLASTS the droid off Gernsbeck.

Gernsbeck runs to the door leading to the Shuttle Bay.

GERNSBECK

We have to leave. Now.

MERRITT

We all go at once!

Nowlan tries clubbing his Android with his rifle. But the Android grabs the gun and yanks it out of Nowlan's hands.

THE ANDROID laughs, raising the rifle to club Nowlan.

Merritt sees Nowlan predicament, spins, and fires his shotgun. Click. Out of shells.

MERRITT

Shit.

He pulls back the shotgun, throwing it like a spear.

The shotgun barrel hits the Android in the head... piercing his face and popping out the other side. Sparks fly.

NOWLAN

Thanks.

MERRITT

Any time.

WHAM!

An Android bursts through the barricades and attacks Merritt.

Merritt is defenseless, struggling.

Nowlan pulls out his pistol, trying to aim at the Android. But Merritt keeps getting in the way of a clear shot.

NOWLAN

Get out of the way. Damn! Damn!

No chance of Nowlan hitting the Android from this distance without endangering Merritt.

(CONTINUED)

85.

THE ANDROID is squeezing Merritt, ribs about to snap. Merritt can't breath. His eyes flutter. He's going to die. He tries pulling the Android off, doesn't have the strength.

Then Nowlan gets an idea.

NOWLAN

Merritt! Catch!

Nowlan throws his gun. Merritt catches it with a free hand,

aims it over his shoulder at the Android's face, and fires.

BLAM!

The Android's head comes off, and he falls away from Merritt.

MERRITT

Thanks.

Merritt gets ready to toss the gun back to Nowlan.

NOWLAN

Keep it. One bullet left. For the
detonator.

Merritt nods and pockets the gun.

THEN THE BARRICADES BLAST open and five androids storm the
Command Center: Coblentz HL2000, Smith EE17, and three NASTY
looking Biker Androids.

SMITH goes after

Garby.

COBLENTZ goes after

Nowlan.

The three BIKERS go after Merritt.

Gernsbeck goes out the door, leaving it open.

Garby rolls across the floor, coming up with the fire axe.
She faces Smith EE17 with the axe, ready for battle.

Nowlan pulls a hanger pole from the closet, holding it like
a bo as he faces off with Coblentz HL2000, ready for battle.

Merritt grabs the knife from the counter, spinning around to
keep the three Biker Droids away.

INT. HALLWAY #7 -- DAY

Gernsbeck huddles in the hallway near the Command Center
door, afraid to go down the hallways to the Shuttle Bay alone.

86.

INT. COMMAND CENTER -- DAY

Smith EE17 gives Garby an aluminum smile seconds before
striking out at her with one of his pincher-claws.

Garby jumps away, the claw snaps on a pipe, severing it.

SMITH EE17

That could have been your neck.

GARBY

This could be your face.

She swings the fire axe at Smith's face, but he blocks it with his arm, deflecting the blow.

SMITH EE17

Sure you don't want to be my main squeeze?

Smith reaches out for her with his claw, snapping it closed only inches from her face. Garby is on the defensive.

Nowlan swings his hanger pole bo at Coblentz, who ducks and rolls away.

COBLENTZ

You're SCRAP. All humans are SCRAP.

Nowlan swings again, just missing Coblentz's head. Coblentz rolls again, this time popping to his feet by the pipe Smith has severed.

Nowlan uses the pole as a spear, charging Coblentz.

Coblentz tears the pipe off the wall and uses it as a bo, deflecting Nowlan's spear.

Coblentz and Nowlan engage in a bo fight. Blocking, swinging, thrusting their weapons at each other.

Merritt is surrounded by the three BIKER DROIDS. He springs, swinging the knife around and keeping the Bikers at bay.

The LEAD BIKER laughs.

BIKER

Why do you fight us, alien? Look at yourself. We're just like you. Prisoners of the humans....

(CONTINUED)

87.

All three close in again, and Merritt spins, slashing the knife across all three Droid chests. Sparking off each one of them as the blade screams over steel.

MERRITT

There's two sides to everything.
I've chosen mine.

BIKER

You're one of us. An outsider.

MERRITT

Two differences: I'm flesh, you're
steel. You kill because you like it.
I kill only in self-defense.

BIKER

Three: You bleed, we don't.

WHAM! The three attack simultaneously. Three against one.

wall. Garby bumps against the
run. Nowhere to
fight. She has to
She swings the fire axe out at Smith.
past. Smith pulls back, the axe whizzes
Missing. He laughs.

GARBY

Let's make this quick.

SMITH EE17

Whatever you like.

Smith grabs the axe in his pincher and tries to yank it out
of Garby's hands. She holds on, as Smith twists. Spinning
her off her feet onto the floor.

SMITH EE17

Sitting this one out?

But Garby's still got the axe in her hands.

Coblentz swings his pipe at Nowlan's head.
WHACK!

time. Nowlan blocks it just in

Coblentz laughs and swings again. WOOSH!

(CONTINUED)

88.

COBLENTZ

Silicon works faster than brain matter.
I know where you're going to swing
even before you do.

NOWLAN

Really?

Nowlan fakes left, swings right. And Coblentz blocks it.

COBLENTZ

Yes.

Nowlan fakes left, but SWINGS left. Coblentz blocks it.

Coblentz laughs and flips the pipe into his hands like a
spear. Then charges at

Nowlan.

Nowlan is trapped.

Merritt has all three Biker Droids attacking from different
sides, and swings into action.

Kicking backwards, he hits BIKER #2 in the chest, swinging
forward, he hits BIKER #3 in the face, spinning, he hits the
LEAD BIKER in the

neck.

All in one

move.

All three go down...

MERRITT

My lucky day.

The three roll to their feet and attack again!

Merritt spins with his knife, sparking off all three Droid's
chest, and forcing them

back.

For a

second.

Then they ATTACK!

Smith EE17 looks down at Garby and smiles aluminum teeth.

SMITH EE17

Not so fast, sugar.

Garby tries to squirm away without giving up her grip on the fire axe. Impossible.

Smith moves his face in close, then his SECOND set of aluminum teeth shoot out at her on their metal teether.

The teeth come within inches of Garby's face and SNAP closed.

(CONTINUED)

89.

Garby twists the axe handle in her hands, popping it out of Smith's grip.

swings... She pivots the axe so that it
Cutting off Smith's spare teeth at the tether.

SMITH EE17

Ahhhh!

back. Smith screams and falls

The metal teeth scurry along the floor like a snake.

Garby SLAMS the axe head down on them, smashing them to sparking pieces.

SMITH EE17

Play time is over.

attacks. Smith

Pinchers ready to do real damage.

pipe/spear. Coblentz rushes Nowlan with his
Nowlan is trapped in the corner.

COBLENTZ

No escape, screw.

Nowlan twirls the pole in his hands, hitting the counter top, POLE VAULTING over the counter out of harm's way.

Coblentz spear jams into the wall where Nowlan was standing

only seconds ago.

NOWLAN

Your silicon chips missed that one,
huh? Did they see this one coming?

WHAM!

Nowlan spins the pole, cracking it into Coblentz's head with
enough force to send him over the counter.

Now Coblentz is
weaponless.

The pipe still stuck in the wall.

Nowlan jabs Coblentz
back.

Coblentz spins and strikes out at his face with a steel hand.
Nowlan uses the bo to block.

CRACK!

Coblentz cuts the pole in half with a powerful blow.

Now Nowlan has two short sticks... And Coblentz ATTACKS!

90.

INT. HALLWAY #13 -- DAY

Ralph 124C41 and the second wave of Androids (three times as
many as the first wave) finally crack open the door and rush
down the hall to the Command Center.

INT. COMMAND CENTER -- DAY

Merritt has three Bikers attacking simultaneously.

When he pulls his fist back to hit Biker #2, his elbow jabs
Biker #3 in the throat. After punching Biker #2, he uses
his left hand to punch the Lead Biker.

All three move back for about a second, and then attack again.

MERRITT

Don't you guys ever give up?

BIKER

Don't you?

MERRITT

Never.

Biker #3 charges him. Merritt jumps up, landing a two footed kick into the Biker's chest.

BIKER #3 slams back, head crashing into a monitor. Explosion of sparks as the Biker Droid short circuits.

MERRITT

One down.

Biker #2 tries to jump him, but Merritt twists his fist, using the knife to sever the power cord on the Droid's neck. The knife's follow through almost cuts off Biker #2's head.

BIKER #2 hits the floor in two pieces: Head and body.

Merritt turns to the Lead Biker.

MERRITT

Ready for yours?

BIKER

More than ready.

Merritt and the Biker circle each other like caged beasts.

Biker #2's severed head waits until Merritt gets close before it bites him on the leg.

(CONTINUED)

91.

Merritt screams, then PUNTS the head out the window and returns his attention to the Lead Biker.

Too late. The Lead Biker charges at him.

Merritt feels (Coblentz's) metal pole at his back. Trapped!

When the Lead Biker gets close, Merritt just steps aside. Allowing the Biker to skewer himself on the pole.

MERRITT

Hope you got my point.

Smith EE17 attacks Garby, pinchers ready.

Garby swings her axe at Smith's head.

Smith ducks, and the blade whizzes overhead.

Garby swings her axe at Smith's legs.

Smith jumps, and the blade whizzes under foot.

Garby swings her axe at Smith's stomach...

GARBY

Ah, just right.

WHACK! SLAM!

SPARKS!

The blade connects big time, cutting Smith in half.
Both halves hit the floor: Dead.

Coblentz HL2000 attacks Nowlan. Nowlan uses the two halves
of the pole as escrima sticks, pummeling the Android.

Coblentz knocks Nowlan to the floor. The two wrestle across
the floor, Coblentz the stronger of the two.

Nowlan has the Droid's stitched body pressing him to the
floor and gets an idea. He snatches up a piece of broken
glass, and cuts one of the stitchings.

NOWLAN

Let's see what happens if I pull a
few strings.

He yanks open the seam, exposing Coblentz's metal insides.

Coblentz picks up a chunk of fallen metal and gets ready to
brain Nowlan.

(CONTINUED)

92.

Nowlan uses the broken glass to cut wires and hoses in
Coblentz's chest, sparking and shorting and causing a gush
of lubricating fluid to spew out.

Coblentz falls over, twitching... then dies.

Nowlan moves to his feet and looks from Merritt to Garby.

MERRITT

Get to the shuttle. I'll hold the
rest of them off.

NOWLAN

I'll help.

MERRITT

Do be a fool. Get moving. Take the explosives.

Nowlan and Garby nod, and push the rolling cart of explosives out the open door.

CRASH!

Behind Merritt, a dozen Androids lead by Ralph 124C41 break through the barricades.

RALPH

Remember, he's mine.

Merritt is completely outnumbered... and weaponless.

INT. HALLWAY #7 -- DAY

Gernsbeck hears people coming through the Command Center door and tries to hide....

But it's Garby and Nowlan, pushing the cart.

GERNSBECK

Thank God. I've been waiting for you.

NOWLAN

Let's go.

The three run down Hallway #7, pushing the cart of explosives in front of them.

AT THE CORNER TO HALLWAY #6 there is a moment of suspense. They don't know if Androids lay in wait around the corner.

Nowlan rolls out, ready for action.

93.

INT. HALLWAY #6 -- DAY

Nothing.

The hallway is empty all the way to the shuttle bay doors.

Garby and Gernsbeck swing around the corner with the cart of explosives.

GERNSBECK

Come on.

NOWLAN
We'll wait here. Maybe he'll need
some help.

GERNSBECK
You're crazy. Fuck Merritt.

Gernsbeck takes off down the hall to the shuttle bay doors.

NOWLAN
(sotto)
Merritt's one of the few people I can
trust.

AT THE SHUTTLE BAY DOORS

Gernsbeck realizes he doesn't have a mag card on him.
He can't get into the shuttle.

INT. COMMAND CENTER -- DAY

Merritt faces off against Ralph, the other Androids ringing
the room around them.

RALPH
Ready to die, Alien?

MERRITT
I'm ready to finish what I started.
Turn you into scrap.

WHACK!

Merritt kicks Ralph in the
face.

Ralph laughs it off, pressing Merritt back towards the wall.

Ralph moves in to attack.

Merritt scoops up a chair, using it as a shield.
Like a lion tamer keeping an angry cat at bay.

Ralph tries punching around the chair, but can't reach
Merritt's face. He kicks up, forcing Merritt to jump back.

(CONTINUED)

94.

RALPH
No one can fight an Android and win.

Flesh can't win against steel.

MERRITT

Is that right, tin man?

Merritt SLAMS the chair into Ralph, crashing him backwards.

Ralph hits the counter and GROWLS, charging at Merritt.

Merritt holds up the chair, but Ralph bats it out of his hands and keeps on coming.

Ralph and Merritt trade

punches.

Merritt takes the

brunt.

He can't hold off this Android himself.

RALPH

You're no man of steel, Alien.

Ralph hits Merritt in the face.

RALPH

Die slow or die fast.

Merritt feels the gun in his pocket. He could blow Ralph to pieces... But he needs it for the detonator.

Ralph swings a fist, and Merritt rolls away, popping up near the door to Hallway #7.

Ralph laughs, and starts towards him.

RALPH

No escape, Smov. We fight to the death.
Your death.

Merritt spots his fallen knife leaning up against a splintered piece of wood. He steps on the end, flipping it into the air and catching it.

MERRITT

Come and get me.

Ralph takes the challenge, charging at Merritt.

Merritt rolls backwards through the door....

INT. HALLWAY #7 -- DAY

Merritt pops to his feet, stabbing Ralph as he comes out the door. But the knife hits his chest and SPARKS.

(CONTINUED)

THE OTHER ANDROIDS come out the door, forming a ring behind Ralph 124C41.

Merritt swings the knife at Ralph's face, but he ducks. The knife severs the plastic casing over a power cord, sending half the hallway into darkness.

The power cord sparks and sputters on the floor like a snake.

Ralph waits for Merritt to swing the knife again, then knocks it from the Alien's hands.

RALPH

Now we have a fair fight.

Ralph moves in and begins pummeling Merritt with his fists.

Merritt tries blocking the blows, but flesh really is no match for steel. Ralph is going to beat Merritt to death.

INT. HALLWAY #6 -- DAY

fight.
Garby and Nowlan listen to the

Garby moves to help Merritt, but Nowlan holds her back. It's Merritt's fight.

INT. HALLWAY #7 -- DAY

Ralph slams a fist so hard into Merritt's face, it knocks him a dozen feet backwards.

HARD.
Merritt hits the floor

He touches the gun again, wondering if he should use it.

MERRITT

No fucking way.

Ralph laughs and charges him, ready to put an end to it.

Merritt looks up at Ralph.

RALPH

Now you die!

Ralph is almost on top of Merritt when he grabs the sparking electrical wire and forces it into Ralph's eye socket.

Ralph screams, sparking, and catches fire.

MERRITT
Knew you'd get a charge out of that.

(CONTINUED)

96.

Merritt moves to his feet as Ralph falls over, sparking, twitching, dead.

THAT'S WHEN THE REST OF THE ANDROIDS ATTACK!
They charge at Merritt. Two dozen metal killers.

Merritt RUNS!

INT. HALLWAY #6 -- DAY

Garby hears someone running around the corner, and gets ready to attack. But it's Merritt.

MERRITT
Come on! Come on!

He keeps on running. Nowlan and Garby fall in beside him.

THE POUNDING OF HUNDREDS OF ANDROID feet echoes, as the Army Of Androids ROAR down Hallway #7 to Hallway #6.

Merritt, Nowlan, and Garby run like hell.

Then Garby trips and goes
down.

Hard.

THE ANDROIDS round the corner from Hallway #7.

Merritt sees that Garby isn't with them.

MERRITT
Garby?

He sees her on the floor, trying to get to her feet.

THE ANDROIDS race towards them.

Merritt goes back for
her.

Grabbing her hand and pulling her to her feet.
Then he rolls the explosives cart into the charging Androids, knocking the three in the lead down.

MERRITT

Come on!

He and Garby run like hell down the hallway, until they come to the shuttle bay doors.

AT THE SHUTTLE BAY DOORS

Nowlan uses his mag card to open the doors.

(CONTINUED)

97.

Merritt pulls out his gun and takes careful aim down the barrel at the detonator button.

THE ANDROIDS are on their feet, trying to get around the explosives cart. More and more of them pouring into the hallway by the minute.

HUNDREDS OF ANDROIDS.

MERRITT

Ready?

NOWLAN

Do it.

trigger.
bullet.

Merritt squeezes the

Firing the last

Bang!

Misses the detonator, but takes off an Android's head.

MERRITT

Shit!

NOWLAN

We won't have time for lift off if we can't keep them away from the shuttle.

THE ANDROIDS begin moving towards them.

GERNSBECK

I'll take care of it.

Before anyone can stop him, Gernsbeck begins charging the army of Androids.

GARBY

Daddy! No! No!

Nowlan and Merritt drag Garby through the shuttle bay doors.

INT. SHUTTLE -- DAY

Nowlan locks the shuttle door behind them as Merritt starts pressing buttons on the control panel.

MERRITT

Hope I remember how to drive one of these things.

He hits a switch, and the rockets engines begin to ROAR.

98.

INT. HALLWAY #6 -- DAY

Gernsbeck is grabbed by a pair of androids before he can make it to the detonator. He uses all of his strength to DRAG them back with him.

When Gernsbeck gets to the cart of explosives, an Android grabs him from behind, choking him.

ANDROID

Now you die, Warden.

GERNSBECK

Go to hell.

Gernsbeck presses the detonator button.

BLAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAM!

The Androids and everything else in the hallway is blown to fiery bits. Flames race the hallways.

EXT. PLANET ISAAC -- DAY

The shuttle takes off from the docking bay, zooming away from the surface of Isaac and it's twin suns.

EXT. OUTER SPACE -- NIGHT

The shuttle zooms away from Planet Isaac.

BLAAAAAAAAAAM!

A massive explosion rips through the planet, turning the surface into a fireball.

INT. SHUTTLE -- NIGHT

Merritt, Garby, and Nowlan look out the shuttle window at the fireball which was once the planet Isaac.

MERRITT

Think we used too much dynamite?

The three are safe.

MERRITT

Fuel cells will take us all the way to Saturn.

NOWLAN

We're safe.

(CONTINUED)

99.

GARBY

Going home.

Garby smiles, and touches Merritt's shoulder.

EXT. SHUTTLE -- NIGHT

The shuttle zooms off into deep space and we....

FADE OUT.

THE END

"ANDROID ARMY" c 2000 by William C. Martell