

Arcade

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INT. ARCADE WORLD -- ELECTRONIC DARKNESS

We don't know if it's night or day. It's just black.

And maybe...maybe intermittent SPARKS racing by. So quick we barely perceive them. Like the sparks you imagine when your eyes are closed.

BREATHING,

slow and hollow, filling up the entire world. It's eerie as hell. A feeling of utter loneliness.

And now the breathing recedes, fading into the darkness. Whatever it was...it's gone now.

MAIN CREDITS ROLL.

We hear CELLOS. Four of them. Weaving an intricate melody.

And now the visuals. BRIGHTLY COLORED SHAPES spinning in. Equally intricate, matching the music. They grow and flourish, like flowers opening up in time lapse photography.

FRACTALS...

is what they're called. The visual manifestation of geometric formulas.

The Mandelbrot Set. The Julia Set. Each mathematic form made up of progressively smaller forms and on into infinity.

Glorious and beautiful. Forms folding in upon themselves and regenerating.

This is creation we're witnessing.

This is life in the making.

DISSOLVE TO:

INT. COUNSELOR'S OFFICE -- DAY

AN EYE

For a brief moment we still hear the CELLOS. And in the eye, the last of the fractals are spinning away, leaving us with the iris. A nice blue one. This is ALEX MANNING'S eye.

ALEX (V.O.)

Time. That's all I ever think about anymore. It's like there's never enough of it, you know?

CUT TO:

INT. MANNING HOUSE, HALLWAY -- DAY

This is a flashback, in case you're wondering. We'll continue to hear Alex's VOICE as we move through the house in slow motion. Everything is very bright and dreamlike.

Right now we're moving with the camera, slowly moving down a long hallway. At the end of the hallway is an open door.

We stop at the doorway. We're afraid to go in.

ALEX (V.O.)

It's strange. When the future's in front of you, it seems to go on forever. I mean, you never really get there. It's always one step ahead of you. It's like there's no present. There's no "now". As soon as you think, "I'm here", the moment's already gone. Either everything's in the future, or it's in the past.

(beat)

There's no "now".

MAN (V.O.)

So where are you then?

ALEX (V.O.)

I'm in the past.

We move through the doorway.

INT. MANNING HOUSE, BEDROOM -- DAY

Everything looks normal at first. A typical bedroom with sunlight streaming in through the windows. A bed, made-up. Flowers in vases. Everything looks perfect.

Then we move further in, and over to the right. There's something on the floor, curled up in the entranceway to the bathroom. Halfway in, halfway out.

It's a woman's body. She's wearing a dress, her legs awkwardly bent. We can't see her face from this angle. But in her limp hand is a gun. And all around that hand, speckling the pristine white tile of the bathroom and the carpeting beyond, is BLOOD.

A shrill BELL shatters the moment.

CUT TO:

INT. COUNSELOR'S OFFICE -- DAY

The bell continues. It's a school bell signaling the end of the period.

ON ALEX

as we see her for the first time, startled. She's seventeen and pretty, though in a simple way. Her eyes are the most striking. Deep. Intense. If Alex has a problem, it's the fact that she thinks too much, and it's reflected in her eyes.

Across from her is MR. WEAVER, a high-school guidance counselor and that was his voice we heard with Alex's. He's unexceptional, middle-aged, incapable of really hearing what Alex has to say. This is his office we're in. Typical "SAY NO TO DRUGS" teen propaganda decorate the room. Fun.

As the BELL dies we hear the army of FOOTSTEPS outside, students milling in the halls.

Alex glances at the door and starts to rise from her chair.

MR. WEAVER

We don't have to stop now...

ALEX

(cutting him off)

That's okay. I've got a test coming up

anyway. Gotta study.

MR. WEAVER

(sighs)

I have to tell you, I'm a little concerned about you, Alex. It's been three months now since your mother, uh...

ALEX

(offering, fixing him with a stare)

Killed herself?

Mr. Weaver stops, more than a little uncomfortable.

MR. WEAVER

(reluctant)

Yes. Now your father...

ALEX

He's a basket case. You've talked to him. You know that. He might as well be dead too.

Alex glances down at the floor, anything to avoid looking at the counselor. She heaves a backpack onto to shoulder.

ALEX

(continuing)

Look Mr. Weaver, I don't even know why I came here. I fine. Really.

(looking up)

It's like I said. It's just part of the past now. It doesn't matter anymore.

She turns, and before Mr. Weaver can respond, she's out the door.

INT. HIGH-SCHOOL HALLWAY - DAY

Alex moves quickly through the mass of STUDENTS, wiping the remnants of half-tears on her coat sleeve.

CUT TO:

INT. HIGH-SCHOOL CAFETERIA - DAY

Fun-time. Total chaos. If you've been to high-school you know the riff. Bad food, teen-age melodrama, and a squadron of SUPERVISORS trying to keep a lid on things.

ALEX

makes her way to the far corner of the cafeteria where a cluster of kids lounge around a table. These are Alex's FRIENDS. And while none of them are your garden variety pocket-protector-type nerds, these kids aren't exactly part of the "in-crowd". They're a little off. Quirky. All of them come from screwed up families, and that's what bonds them. They are:

GREG HOLLISTON -- Alex's boyfriend. Hopeful artist (not bad, either) and kind of punk looking. Greg and the others are big fans of thrift-shop clothing. Because they don't have the money, they improvise.

NICK DRAKE -- Greg's best friend and future computer pioneer. He's attractive and he's got an edge. A bit of a hot-shot. Genius in the making.

BENZ AND STILTS -- Inseparable. Benz is flunking out of school and would like nothing better than to spend the rest of his life reading comic books. He's tall, perpetually unkempt, awkward, and nervous. Stilts, contrary to his nickname, is quite short and never without his skateboard. Stilts is constantly hitting on...

LAURIE -- The sixth member of the group. A teen Theda Bara and as cynical as you can get. She's what's affectionately known as an "art chick".

The boys in the group, particularly Nick and Stilts, are avid skateboarders and are frequently seen with their boards. Stilts is always leafing through an issue of THRASHER magazine.

Right now the group is in the midst of an argument. Nick has a pocket video game in his hands which he casually plays. He can get through these games in his sleep. It BEEPS and WHIRS.

NICK

(to Benz)

You're an idiot, you know that? What're you going to do when you get out of here?

BENZ

I was thinking about writing for one of those Filipino mail order brides...

Stilts and Greg burst into laughter.

STILTS

I think I saw that on the Home Shopping Network. The Girlfriend Hour, right after Auto Accessories.

BENZ

(giggling)
Exactly.

LAURIE

You guys are sick.

Alex flops down in a chair and everyone turns.

GREG

So how'd it go?

Alex shrugs, trying to make light of it.

ALEX

He thinks I'm "sublimating".

STILTS

What the hell does that mean?

LAURIE

It means she's screwed up.

STILTS

Fucked up. That's what they said I was.

BENZ

You are fucked up.

STILTS

Yeah, but only because I want to be.

GREG

Would you guys knock it off?

Greg turns back to Alex and looks her in the eye.

GREG

(continuing)
Listen to me, Alex. These counselor's don't know anything. They're full of shit. If you don't fit the pattern of the perfect kid, they freak.

ALEX

(nodding)

I know.

GREG

So tell me you're okay, then.

ALEX

I'm okay.

GREG

(smiles)

Good. Cause I'd freak if you weren't.

Greg leans over and kisses Alex. The rest of the group launches into exaggerated GROANS, with Benz and Stilts fluttering their eyes and making "smooching faces" at each other. The kiss is over and everyone LAUGHS.

Things are okay now.

GREG

(to Alex)

Hey...watch this...

Greg pulls an old Polaroid camera from his backpack. He leans in close to her and holds the camera at arm's length, aiming it back at them. FLASH! And the moment's captured forever.

Greg pulls the Polaroid out and peels off the backing. Before the picture even develops, he begins rubbing his fingers over it, manipulating the emulsion.

NICK

(engrossed in his game
again)

You making another one, Greg?

GREG

Sure. Practice.

BENZ

Lemme see...

Greg pulls some papers from his backpack and slides them over to Benz. The papers are color xeroxes of Polaroid blow-ups. Greg has messed with

them, creating swirling, psychedelic patterns with the images. Stilts and Laurie lean in.

STILTS

Cool.

GREG

(still working)

See, when the emulsion's still warm you can move it around...

(stops)

There.

Greg holds up the Polaroid for Alex to see.

POLAROID

Greg and Alex are side by side, grinning...all around them the world has spun into strange colors. It's an odd effect.

Greg drops the photo in his shirt pocket and pats it.

GREG

Safe keeping.

Meanwhile, Nick's pocket video game emits an EXPLOSION NOISE.

NICK

Shit. I'm out.

He sets the game down, dejected.

BENZ

You guys going to Dante's after school?

GREG

I don't know.

BENZ

Check it out...

Benz pulls a flyer from inside his coat. It's an ad for a new game called "ARCADE", featuring a pair of evil eyes and glowing hands coming out of a circuit board. The tag at the bottom reads, "COMING THIS FALL. REALITY WILL NEVER BE THE SAME".

NICK

(excited)
That's the new Slip-Stream game. Those guys
are good. It's supposed to be interactive.
Graphics are unbelievable.

BENZ

Yeah? They were handing these out at
Dante's. Test marketing it or something.
Gonna have a demonstration today.

STILTS

Cool.

LAURIE

Can you say anything but "cool"?

STILTS

Of course I can. I can say all sorts of
things...

GREG

(annoyed)
Guys...

Benz pulls back the flyer and looks at it again.

BENZ

So how 'bout it?

NICK

I'm game...
(to Greg)
Greg?

Greg turns to Alex.

GREG

Come on. We'll hit Dante's after school,
try the game out, maybe get some dinner.

ALEX

And then keep on driving?

GREG

Sure. Never come back. Disappear forever.

LAURIE

(nodding)
I could go for that.

Alex laughs. Laurie took the words right out of her mouth.

CUT TO:

EXT. DANTE'S INFERNO -- DAY

The Inferno is a run-down video arcade near the beach, notable because the games it sports are generally defective and out of date. Nevertheless, it's become our group's hang-out. It has its charms.

A huge mural, chipped and faded with age, adorns the front of the arcade...something straight out of Hieronymus Bosch. Demons in day-glo. The yawning mouth of an enormous devil surrounds the entrance.

ALEX AND THE OTHERS

pull up across the street, caravan style. Greg and Alex are in one car...an ancient Buick Skylark. No Honda Accords or VW Rabbits for this group.

At the moment, there's quite a bit of activity at the Inferno's entrance. KIDS are clustered around and Slip-Stream employees are passing out Arcade promo sheets.

THE GROUP

heads for the entrance, plowing their way through the crowd. Stilts and Benz have their skateboards, jumping up onto the curb with them, then popping them up into their arms.

INT. DANTE'S INFERNO -- DAY

Inside, the Inferno is a mishmash of video games, ancient carnival props and old horror movie posters. Dusty, creepy under the right circumstances and filled with leering faces... in short, any kid's bedroom taken to a horrific extreme. At Dante's Inferno, they've got the latest games side by side with chestnuts like Pac-Man.

THE GROUP

makes their way inside, joining a cluster of KIDS in the center of The Inferno. And there it is...

ARCADE

It looks out of place in the midst of The Inferno. Shiny black, high-tech, and almost self-contained, like some sort of space-age vertical coffin. Laser-etched graphics on the sides bear the ARCADE logo and the same strange, frightening face.

Alex and her friends are suitably impressed, most notably, Nick and Benz.

BENZ

Check it out...

STILTS

Definitely cool.

Nick is silent, letting his eyes explore the machine. He turns to Greg and grins.

NICK

Super computers, micro-processors... That's the future we're looking at.

Another kid, DELOACH, pushes his way to the front of the group. His fighting a losing battle against acne.

DELOACH

(looking around)

So how come they're previewing it in this shit-hole?

STILTS

If you weren't such a dick, you'd know what a cool place this was.

DELOACH

Gimme a break, they got fucking Space Invaders here. That's shit's for retards.

STILTS

So...are you trying to say I'm retarded?
Is that what you're implying?

DELOACH

No, but since I'm standing here, I'm noticing that you're an ugly little fuck and you're making me sick...

That's it for Stilts. He launches himself at DeLoach, catching him off guard and KNOCKING him to the floor.

Nick, Alex, and Greg are on them in a minute, trying to extract the two from each other.

A LARGE MAN

pushes his way towards them and effortlessly scoops both boys up, wrapping a beefy hand around the scruffs of their necks. This is FINSTER, the proprietor...enormous, bald, and always irritable.

FINSTER

(shaking them)

Cut it out!!!

His face contorts and he spits as he speaks. Nice guy. Alex steps forward, always the voice of reason.

ALEX

It's okay, Mr. Finster...

FINSTER

No it's not.

(to the boys)

You guys are shits and I'm throwing you out.

DELOACH

(acting tough)

Your place sucks. Who gives a shit about "ARCADE" anyway?

VOICE (O.S.)

(booming, metallic)

WHAT DID YOU SAY?

Everyone turns. The voice came from...

ARCADE

It's up and running now. The inside panel emits an eerie green light. From speakers inside the compartment we can here BREATHING...the same breathing we heard earlier. Coming from a machine like this, it's creepy as hell.

Even Finster is impressed. He releases the boys and stares at the machine.

LAURIE

(a whisper)

Jesus...

ANOTHER VOICE (O.S.)

Not bad, huh?

A MAN steps out from behind the ARCADE machine. He grins happily, dressed to kill, sporting a SLIP-STREAM ID tag. This is DIFFORD, P.R. man for **SLIP-STREAM**.

DIFFORD

Hi, kids.

(nods)

Mr. Finster...

The ARCADE machine continues to breathe, inhale, exhale... The eyes in the face are glowing now, in unison with the breathing.

Difford draws closer and indicates the machine behind him with a nod.

DIFFORD

(smooth as silk)

We're glad you people could make it, and we're anxious to have you try out our new product. We think it's going to be a big seller. But you're the people that make it happen. You're the market share everyone's tearing each other apart to get at. It's your opinion that's going to make or break us.

NICK

So what's so different about Arcade? You guys've been talking about it for months.

Difford turns to Nick and salutes him.

DIFFORD

A man after my own heart. Straight to the point.

(to everyone)

What's different about ARCADE is the way it reacts. It responds like a human does. It learns. It adapts. Each time you play, it changes its strategy.

NICK

That's impossible.

DIFFORD

(taking the bait)

Is it? Why don't you see for your self?

Difford reaches into his coat pocket and pulls out a quarter. He tosses it at...

NICK

who snags it out of mid-air and grins.

GREG

Go for it, Nick.

Difford steps aside and waves Nick to the machine. The rest of the kids crowd around.

ARCADE

isn't just your typical video game. First of all there are three screens...front, left, and right...which provide a panoramic view while playing. Second, the player wears "data gloves" (which provide an actual sensation of touch) and stereoscopic goggles which in turn are wired directly into the machine. The results give the user the feeling that he/she has actually entered the video game universe.

Difford thinks he has a hit on his hands, and his excitement shows.

DIFFORD

(indicating equipment)

The CyberGloves are keyed into the game's response mechanism. You'll be able to pick things up inside the world...tools, weapons ... it'll feel like they're really in your hands...

Nick pulls on the gloves, securing them with velcro straps.

DIFFORD

(continuing)

The goggles heighten the experience. When we said "Reality will never be the same", we weren't kidding.

Difford places the goggles on Nick's face. Then he points to the control board, which features two joy-sticks and a large RED BUTTON labeled "**ESCAPE**".

NICK

(skeptical)
"Escape"?

DIFFORD

In case things get too intense. It automatically freezes the game, gives you a breather. Things can get pretty wild...

BENZ

(scoffing)
Nick won't need it.

DIFFORD

You're good, eh?

NICK

(grins)
The best.

Nick winks at Alex and Greg.

NICK

(to Difford)
So what's the scenario? Am I saving a princess? Fighting Zombies?

DIFFORD

It changes. There are eleven levels. Each one is a different layer of the ARCADE universe. The concept is, you're entering the video game itself, making your way across the circuit board to the logic core ... ARCADE's brain.

NICK

So how do I start?

DIFFORD

The game will guide you.

Nick turns back to the machine and pops the quarter into the coin slot.

He punches the "START" button on the top of one of the joy-sticks.

Immediately the screens come to life. Darkness with shooting stars of light racing back and forth.

ON SCREEN

A three-dimensional computer-generated FACE appears out of the darkness,
spinning in from far away and coming to rest.

ARCADE

I AM ARCADE.

(breathing)

**YOU WANT TO PLAY GAMES? YOU PICKED THE
WRONG MACHINE.**

The crowd of kids is suitably impressed. Even Alex is amused.
So far, so good.

ARCADE

WHAT'S YOUR NAME?

NICK

Nick.

ARCADE

(almost contemptuous)

NICK. KISS REALITY GOODBYE.

SUDDENLY,

A LIGHTBEAM above the video screen illuminates Nick's face.

LAURIE

(concerned)

What's it doing?!

DIFFORD

Memorizing Nick's features. Watch.

ON SCREEN

the face of ARCADE spins away and a computer-generated figure appears,
complete with a pixel-rendered version of Nick's face!

VIDEO NICK

is dressed in futuristic armor with exaggerated CyberGloves and a full
helmet on instead of goggles. He also wears elbow and knee pads and
carries a thrasher in his hands, sort of a cross between a souped-up
skateboard and the Silver Surfer's board. It's his means of
transportation.

The screen prints out: "NICK. ENTER THE VORTEX".

VIDEO NICK

hops onto the thrasher. Abruptly the world around him begins to spin,
and
Video Nick is shooting a curl, a whirlpool of light...down, down,
faster
and faster, until...

BOOM! Empty space and video Nick is falling towards a circuit grid.
It's
the electronic universe rushing up to meet him...

ARCADE

**ONE WORD OF ADVICE, NICK. YOU SPEND TOO
MUCH TIME IN ONE PLACE, AND I SEND OUT THE
SCREAMER. YOU DON'T WANT TO BE AROUND WHEN
THAT HAPPENS.**

(laughs)

SEE YOU ON THE OTHER SIDE.

ON SCREEN

Video Nick plummets from the sky like a meteor, slamming into the
ground
with an explosion of dust. The dust clears.

Video Nick is standing on an eerie plain, with strange reed-like
plants
dotting the ground and mist coiling around everything. It looks like
Earth, and yet...it doesn't.

VIDEO NICK

hops onto the thrasher and begins to move. And move it does. With a
WHOOOP! the ARCADE world is rushing past us. The game has begun.

ON NICK'S FACE

As a smile gradually creeps across it. He's having the time of his
life,
gloved hands manipulating the joy-sticks like mad. From his
reactions, we
can tell that this is one of the most incredible things he's ever
experienced.

THE OTHER KIDS

watch Nick, then the screen, then Nick again...

BENZ

Check it out!

GREG

Come on, Nick...

Now everyone is laughing, urging Nick on. It's like they've all discovered the most amazing toy...something that's going to turn their world upset down.

DIFFORD

is pleased as punch, watching the kids' reactions more than the game.

ON SCREEN

Images are rushing past at blinding speed, LASERS, EXPLOSIONS, and god knows what...

ON NICK

As sweat begins to trickle down his face. His hands move faster and faster, in response to the game.

The screen.

Nick.

The screen and...

BAM!!! Nick SLAMS down the escape button and rips off his goggles. The video image freezes.

NICK

He's practically hyperventilating, sweat pouring down his face. He leans over, resting a hand on the control board. And for a moment, everyone is silent. Then...

GREG

Nick...you okay?

Slowly, Nick lifts his head. He's now sporting a devilish grin.

NICK

You gotta try this thing.

Nick pulls off his CyberGloves and holds them out for Greg. Greg turns to Alex.

ALEX

Go for it.

GREG

Hold my keys, then.

He hands her his keychain and takes the CyberGloves from Nick. Greg pulls them on, then straps on the goggles.

GREG

(to Difford)

So how do I get back in?

DIFFORD

Just hit "ESCAPE" again.

ON SCREEN

Greg hits the button and immediately the image unfreezes. Once again, we're on the thrasher board, rushing across the plains.

GREG'S FACE

As a smile slowly creeps across it.

CUT TO:

INT. DANTE'S INFERNO - LATER

At the front of The Inferno, Difford and two SLIP-STREAM HELPERS are unpacking cardboard boxes. The KIDS have clustered around them, momentarily forgetting the ARCADE machine.

Difford pulls out a handful of game cartridges as well as goggles which dangle over his arm.

DIFFORD

Here's what we're going to do. What I'm holding are the home versions of ARCADE, the prototypes...

This is met with an enthusiastic response from the kids.

DIFFORD

(continuing)

In a month or so we're planning on releasing ARCADE in both versions, but we're still fine tuning, and that's where you guys luck out. So what we'll do is have you register with us, and then we're going to loan these out to you for a week or so. The only thing you have to do in return is answer some marketing questions. Sound fair?

The kids can't line up fast enough.

OUR GROUP

is right up front, with Nick and Alex being the first two in line.

Difford winks at Nick.

DIFFORD

So what do you think?

NICK

Sign me up.

Alex is glancing around now. She sees Benz, Stilts, and Laurie, but not Greg.

ALEX

Where's Greg?

Laurie jerks her thumb back at the ARCADE machine.

LAURIE

He's still working on the game.

And Alex finds Greg for a moment, spotting him over the heads of the other kids.

ON GREG

His face is a mirror of Nick's...sweat pouring down, grinning from ear to ear. It's addictive as hell. SIGHTS and SOUNDS rush past us on the three screens, racing at incredible speeds.

And now, from within the game, we hear a strange sound...a SCREAM of sorts, halfway between a shriek and a sonic boom.

ARCADE

TIME'S UP, FRIEND.

The SHRIEK/SONIC BOOM reaches a nightmarish pitch and suddenly the screens

EXPLODE WITH LIGHT.

AT THE FRONT OF THE INFERNO...

everyone turns in response. It's as if someone set off a flashbulb.

ALEX

pushes her way back through the kids, making her way to the ARCADE machine.

ARCADE

Greg is nowhere to be found. In fact, the CyberGloves and goggles are dangling from the control board, abandoned.

Alex turns to a nearby KID.

ALEX

Where's Greg?

The kid shrugs.

KID

Don't know. I think I saw him walk out,
but I'm not sure...

Alex isn't listening anymore. She's staring at the floor of the ARCADE machine.

GREG'S POLAROID

is on the floor...the photo of Greg and Alex which he manipulated.

Alex picks it up, glancing around. She scans the faces of the crowd and she doesn't see Greg anywhere. She turns away.

ON SCREEN

A video figure is lying on the computer-generated ground. It sits up, brushing dust from itself, and looks around. It faces us. Only the image isn't of Nick anymore. It's VIDEO GREG now.

UP FRONT,

Alex has re-joined her friends. The four of them are now clutching ARCADE home versions in their arms, CyberGloves and all. They look like kids on Christmas Day.

ALEX

Has anyone seen Greg?

STILTS

He's probably outside. You know how he is.
Gets bored...

NICK

Yeah, outside.

Nick heads for the door with the rest of the group in tow.

CUT TO:

EXT. DANTE'S INFERNO -- DAY

Outside, Greg is still nowhere to be found. Benz, Stilts, and Laurie have piled into their car, waiting for Nick to take the wheel.

NICK AND ALEX

are up by Greg's Skylark.

ALEX

So where is he?

NICK

Guess he took off... You have his keys, right?

Alex holds them up and gives them a shake.

NICK

Hmmm. He said you were going to have dinner?

ALEX

Yeah...

NICK

So take his car home. Wait. I'm sure he's up to something...

ALEX

(cutting him off)

But he was playing the game. I mean, you saw him...

BEHIND THEM,

Laurie reaches over the seat and honks Nick's horn. Laurie and the others burst into LAUGHTER. Stilts sets his skateboard on the street and rolls

it towards Nick.

BACK TO NICK AND ALEX

Nick stops the board with his foot and steps onto it, balancing. He waves to the others and turns back to Alex.

NICK

It's nothing, okay? Just take his car home.
He'll show up.

Nick tousles Alex's hair. He shakes his ARCADE cartridge at her.

NICK

Don't worry about it.

And with that, Nick's off, rolling back to his car and leaping over the door, skateboard and all. Laurie and the others are still screaming with laughter.

Nick hits the ignition and guns the car, pulling out with a dramatic SCREECH and sailing off down the street.

ON ALEX

clutching Greg's car keys. She glances on the front seat, where her own ARCADE cartridge rests.

THE CARTRIDGE

has the same glowing eyes that were laser-etched on the machine inside The Inferno.

ALEX

Fuck-you.

CUT TO:

EXT. MANNING HOUSE -- NIGHT

The Manning place is your basic suburban ranch house, totally unexceptional. The lawn looks a little ragged and a pile of newspapers, frayed and yellowing, have accumulated by the front door. Inside, the house is dark. Lonely.

ALEX

pulls up in Greg's Skylark, scooping the ARCADE kit into her arms.

CUT TO:

INT. MANNING HOUSE -- NIGHT

As Alex enters the dark house, we can hear WHISPERS coming from further within. It's a little creepy, but Alex seems unconcerned.

She negotiates her way through the darkened house, on into the den.

DEN -- FOLLOWING THROUGH

Dim, flickering LIGHT illuminates the den, casting long shadows across a SLEEPING FIGURE on the couch.

This is Alex's father, JIM...hopelessly middle-aged and getting older by the moment. It's the t.v. that's doing the whispering. CNN or something. From what little we can see of the rest of the house, it looks like a mess.

Alex bends down and jostles her father's shoulder.

ALEX

Dad...Dad...

Jim stirs, though barely. He turns a sleepy face towards her, looking gray and lifeless.

JIM

Yeah?

ALEX

Did Greg call, Dad?

Jim shakes his head and sinks back into the couch.

From Alex's attitude, it's obvious that this scene has played itself out many times before.

ALEX

You should go to bed, Dad.

Jim waves a tired hand, dismissing her.

JIM

...am in bed...

ALEX

(standing back up)

Yeah.

She turns and grabs a comforter that's bunched up at the end of the couch, spreading it over her father.

ON THE T.V.

We're getting a de-saturated view of carnage...some sort of war going on in some far-off land.

Alex grabs the remote and flicks the t.v. off, plunging the room into darkness.

CUT TO:

INT. ALEX'S ROOM -- NIGHT

STATIC.

Late-night t.v. static, filling up the entire screen.

WE PULL BACK,

revealing a television...and further back until we see Alex crouched behind it in silhouette. She's fiddling with wires back there and...

BLINK! Suddenly the SLIP-STREAM logo appears on the t.v. screen with nifty computer graphics. She's just hooked up the home version of ARCADE. Alex moves back to the front of the set.

ALEX'S ROOM

is her haven, a virtual library, filled with books which she loses herself in. They're stacked everywhere.

And puzzles too. Half-assembled jig-saws. Intricate things. An Escher print. The descendants of Rubik's Cube. Boxes within boxes. This is Alex's life, what she retreats to.

A PHOTO

of Alex and her MOTHER sits by her bed, neglected and collecting dust.

We'll see her later.

CANDLES

or what's left of them, have dripped and spread across her night table.

ALEX

sits at the foot of her bed, facing her television. Slowly, she draws on the CyberGloves, testing her fingers. Next, she pulls on the goggles. Instead of a control panel, the home version has a control box, complete with joy-stick and a mini "ESCAPE" button.

Alex fingers the "START" button on top of the joy-stick.

THE SCREEN

goes black, black with intermittent sparks. And the BREATHING begins.

ARCADE'S FACE

appears in the black, a pin-point at first, spinning round and round and growing larger. It comes to a rest, eyes glowing.

ARCADE

(malevolent)

HELLO, ALEX.

Alex jumps back, dropping the control box. ARCADE continues to BREATHE.

ALEX

How ...

A thing BEAM OF LIGHT shoots from the ARCADE terminal, playing over Alex's face.

ARCADE

KISS REALITY GOODBYE.

ON SCREEN

ARCADE'S face spins away, to be replaced by a pixel-rendered image of Alex, dressed in battle gear.

Video Alex sets her thrasher on the ground and mounts it.

ALEX

(both frightened and
fascinated)

Where's Greg?

And from the screen...

ARCADE

IN HERE, OF COURSE.

ON SCREEN,

the vortex of light EXPLODES around video Alex, twisting reality. And Alex is spinning round and round, plummeting towards...

THE CIRCUIT GRID

beneath her, a world of geometric shapes and light and... The words:
"LEVEL ONE" flash across the screen and we...

CUT TO:

EXT. LEVEL ONE, THE PLAINS -- DAY

Alex SLAMS into the ground, splashing up water and smoke alike. We are inside ARCADE now, experiencing what Alex experiences.

THE PLAINS --

In many respects it looks like Earth. Land, water, sky... Yet certain things are off. Small things, like the color of light, a sluggish smoke-filled RED, or the occasional FLICKER OF LIGHTNING which races beneath the cloud cover above.

ALEX

pulls herself up from the muck, brushing dirt and water from her face. She coughs, totally disoriented. Looks around.

Looks at herself. She's wearing...

BATTLE GEAR

This is the real thing, as opposed to the cartoon version we saw Nick wearing when he played the game before. It's a cross between a skateboarder's protective guardpads and full-blown armor. A helmet rests on her head, with a visor raised up.

Alex glances down and sees a thrasher board resting next to her.

(Note:

Depending on the terrain of each level, the thrasher board will adjust

itself...working as a skateboard, snowboard, or hover board).

ON ALEX'S RIGHT CYBERGLOVE

is an LED display. In the upper left-hand corner it says "LEVEL ONE". To the right, two pulsing bars of light labeled "TIME ELAPSED" and "STRENGTH".

At this very moment, the "TIME ELAPSED" bar is just shrinking away to nothing.

BLINK! Now it's gone.

No rest for the weary.

A SHRIEK/SONIC BOOM

is immediately heard on the horizon, and it's the most god-awful noise we've ever heard. It fills up the world.

ALEX

jerks her head up, terrified.

ALEX

(to herself, remembering)
Screamer.

All around her, the world begins to vibrate...

SOMETHING

is rushing towards her now at an unbelievable speed. The SHRIEK/SONIC BOOM is deafening. The world is shaking apart.

And suddenly the thing is upon her!

Alex SCREAMS.

CUT TO:

INT. ALEX'S ROOM - NIGHT

Alex flies back from the t.v. screen, violently ripping the goggles and CyberGloves off. But the SHRIEK is continuing and then she realizes that...

The phone is RINGING.

Alex stops shaking. The phone continues to RING. She's back in her room.

Everything's fine. Normal.

She glances at the game.

ON SCREEN

we see the black again, black with sparks racing past. Benign.

Alex reaches over and picks up the phone, all the while keeping her eyes glued to the screen.

ALEX

(dry-mouthed)

Hello?

NICK (O.S.)

(filtered)

Hey, kid.

Alex clutches the phone, still shaking.

ALEX

Nick...

NICK (O.S.)

(filtered)

Have you played the game yet? It's incredible! I was just...

ALEX

(cutting him off)

Listen to me! Greg never came home. I think the game has something to do with it.

NICK (O.S.)

(filtered)

What the hell are you talking about?

Alex continues to watch the television screen, almost mesmerized by the flickering sparks. Her eyes begin to glaze over...

NICK (O.S.)

(filtered)

You there? Hello?

Alex snaps out of it, tearing her gaze from the screen

ALEX

I have to talk to you.

NICK (O.S.)

(filtered)
We are talking...

ALEX

No, in person. Now.

NICK (O.S.)

(filtered)
It's twelve-thirty!

ALEX

I'm coming over.

Alex quickly hangs up the phone and moves back to the television. She reaches for the control box and hits the "OFF" switch.

Nothing happens. Sparks continue to shoot across the screen.

Alex tries it again. Same result.

ALEX

Shit...

Again and again she hits the button, but nothing is happening.

Alex reaches behind the t.v., grabs hold of the electrical cords, and **YANKS**.

The fucking cord won't come out!

And then she hears it, an ELECTRONIC WHISPER, both seductive and horrific.

ARCADE

ALEX...

With all her might, Alex pulls on the cords. POP! They fling out of the t.v. and the screen goes dead.

Alex sits back against the wall for a moment, catching her breath and trying to calm the rising hysteria within her.

ALEX

(to herself)
Okay...don't think about it...
(deep breath)
Okay.

Alex stands up, grabbing her coat off the bed.

INT. MANNING HOUSE, LIVING ROOM -- NIGHT

Alex comes down the stairs, heading for the front door. Only she stops for a moment...noticing the LIGHT.

ON THE COUCH,

her father is once again bathed in the blue light of the television. STATIC WHISPERS, the same as before, are coming from the set.

Alex looks at her father. He hasn't moved. And yet, the t.v. is on once again.

THE SCREEN

Blue static. Unexceptional. And a face? Someone in the static?

Alex draws closer to the screen. She can hear SOMETHING now, other than static whispers. Sounds kind of like a VOICE...

THE SCREEN

A definite, ghostly FACE is there. It turns, looks at Alex (us) and it's Greg.

GREG

(on screen, strange)

Alex...

Alex jerks and SNAPS off the t.v., spooked as hell. She stands in the darkness and all but runs out of the house.

CUT TO:

EXT. MANNING HOUSE - NIGHT

Alex races to the Skylark and fumbles with the keys. Finally she gets it right, guns the gas, and rips out of the driveway.

A STREETLIGHT

above is FLICKERING wildly. Sputtering, HUMMING, casting strange shadows across the street.

CUT TO:

EXT. NICK DRAKE'S HOUSE - NIGHT

Alex has climbed up to the roof, using a wood pile stacked beside the house as a boost. Now she creeps towards a second-story window.

Behind her on the street (and this should be subtle, folks), another STREETLIGHT is flickering.

WINDOW

It looks in on Nick's room. Alex draws close and TAPS on the glass.

Nick appears immediately, grinning like an idiot. He raises the window.

NICK

Alex, you don't know how long I've waited for this.

ALEX

Funny.

Alex climbs in.

INT. NICK'S ROOM -- NIGHT

The room is an intricate shrine to Nick's obsession...computers and computer-generated images. An entire wall is covered with a collage of cut-out pictures from magazines. On his shelves are miniature armatures...flexible models of human musculature.

And of course, there is Nick's computer set-up.

Even as Alex climbs down onto Nick's bed, she notices that his computer is up and running...connected to the ARCADE home version.

ALEX

What's that?

Nick turns back to the computer monitor.

FRACTALS

(as seen earlier) are blossoming on the screen.

NICK

Isn't it amazing? It's a sort of rest position in the game, when you're between

levels.

Nick pulls Alex closer. She's wary. But Nick is suitably impressed, excited even.

NICK

(continuing)

They're fractals. Visual representations of mathematic equations. The game is totally brilliant. I mean, look at it, it's like a DNA molecule or something...

And in truth, the fractals are beautiful.

Alex turns back to Nick. And for the first time, Nick stops grinning. It's clear that Alex is upset.

ALEX

Something weird's happening.

Nick sits down on his bed.

NICK

What do you mean by "weird"?

ALEX

Greg never came home. A few hours is one thing, Nick, but this is different. Something's happened to him.

Alex glances at the computer monitor again. On the lower right-hand side is a little pulsing GREEN light, on and off, on and off, like a heartbeat.

ALEX

Can you turn off the game?

NICK

I'm in the middle of it...

ALEX

(upset)

Turn it off!

Nick is taken aback, but he rises and turns off the computer all the same.

And this time, the game stays off. Nick comes back to the bed.

NICK

Happy?

ALEX

No.

(frustrated)

Look, I know you're not going to believe me,
but listen anyway...

(carefully)

I think the game's alive somehow.

The look on Nick's face says it all. He moves to speak and she stops him.

ALEX

(continuing)

No, wait. Just listen. I hooked it up
earlier tonight, and it said my name. As
soon as I turned it on, Nick. It said my
name. How could it know? And then, I
asked it where Greg was, and it said, "In
here".

NICK

Alex, I think you're freaking out. Greg's
gone, I'll give you that. And maybe he's
in trouble. But it's not ARCADE that's
doing it...

ALEX

(insistent)

It is.

NICK

How?! It's a machine, Alex. Machine's
don't think. They're not alive. It's a
good program, a brilliant program, it was
designed so it would act as if it were
alive, but it's not alive.

ALEX

So how did it know my name, then?

NICK

(shrugs)

You imagined it.

Alex is furious. She rises and begins pacing back and forth, voice
growing louder. She draws in close.

ALEX

See, men always do this. "Quiet down,
honey. Chill out. Take a Valium". I'm not
a fucking idiot, Nick!

(screaming)
I DID NOT IMAGINE IT!!!

NICK
(a strained whisper)
Quiet. I do have parents, you know.

Alex spins around and points at the computer monitor.

ALEX
There!

THE MONITOR

ARCADE is back on again, fractals unfolding and green monitor light blinking.

ON NICK

Okay. Alright. This does throw him for a second.

ALEX
It turned itself back on, Nick.

NICK
No it didn't. It's just a faulty relay or something. It happens.

Nick crosses to the monitor and flips the "OFF" switch. He tries it again and again, but the game won't turn off.

ALEX
It's alive, Nick. It's listening to us ...

Nick spins around, angry, maybe a little freaked out.

NICK
Just shut up! Enough already, okay?

Silence for a moment. Nick takes a deep breath. Over-reacted. After a moment...

NICK
Sorry. Maybe I need the Valium.

ALEX
Call the others. Laurie, Benz...

Nick acquiesces. He pulls out his phone and punches in a number.

NICK

I'll try Stilts. He's got insomnia.

Nick and Alex watch each other in silence as the connection is made. We can faintly hear the phone RINGING.

No answer.

NICK

Okay...Laurie, then.

Alex turns away, sinking to Nick's bed. All the anger has drained out of her. She knows they won't reach them.

ON NICK

As he listens for an answer. Three RINGS, four, five... He hangs up. Punches in the final number.

NICK

Benz...

Again. No answer.

Nick hangs up and sets the phone aside. He looks at Alex.

ALEX

(fatalistic)

Something's happened to them.

NICK

It's the middle of the night. They're asleep. Phone didn't wake them.

ALEX

All of them?

Nick shrugs. He's not willing to accept anything, but he's uncomfortable all the same.

NICK

Look, why are you fucking with me like this?

Alex rises. She's tired. Tired and scared.

ALEX

Because I didn't know where else to go.

NICK

(glances at a clock)
It's two o'clock in the morning. Go home.
Go to sleep. We'll figure something out in
the morning.

And then, more for himself than for her.

NICK

(continuing)
It's not this weird. It'll make sense.
Everything gets weird this late anyway,
right?

ALEX

(half-hearted)
Sure.

She turns and climbs back out the window onto the roof. Then she ducks
her
head back in.

ALEX

If I were you, I'd think twice about playing
that game again.

Then she's gone. Nick moves over and watches.

NICK'S P.O.V.

As Alex drops down from the roof and makes her way to Greg's car. The
streetlight outside is still flickering.

Nick turns back to his room. Moves back to the monitor and watches
the
fractals unfolding.

He gives the "OFF" switch a token try. Nothing.

THE FRACTALS

We move in on them, losing ourselves in the labyrinth of swirling
colors
and we...

CUT TO:

INT. HIGH-SCHOOL LIBRARY -- DAY

ALEX

moves down the aisles of books, dwarfed by shelves which reach clear
to

the ceiling. She looks a little haggard, like she hasn't had any sleep.
She turns...

NICK AND STILTS

are sitting at a study cubicle. Nick looks equally tired, but Stilts is jawing away.

As Alex joins them, Nick looks up.

ALEX

Well? Where are the others?

Nick shrugs, looking elsewhere.

STILTS

Sick?

ALEX

Everybody's sick, huh?

(glances at watch)

It's fifteen after. We always meet here, you know that.

STILTS

(to Nick)

What's her problem?

ALEX

Did you play ARCADE last night?

STILTS

Actually, no. I was just telling Nick, here, that my t.v.'s busted...

Alex nods, glaring at Nick. His reluctance to believe her is understandable, but the events unfolding are scaring him.

ALEX

You want to hear something else, Nick? I tried to call them this morning...Greg, Benz, Laurie... Their phones are out of order.

Alex reaches into her bag and pulls out a sheet of paper with names on it.

ALEX

(continuing)

And then I started thinking...about everyone

else that was at Dante's yesterday. I drew up this list. DeLoach, those other jerks ... their phones are out of order too.

Stilts starts HUMMING The Twilight Zone theme.

NICK

(annoyed)

So what do you want me to do?

Alex softens, then reaches for Nick's hand.

ALEX

We have to find out what's happened to them. I think they're gone...

NICK

No way.

ALEX

If they're sick, great. But let's make sure.
(pleading)
Come on, Nick.

NICK

Okay. We'll see what's up. But if things are cool, I don't want to hear anything more about this. Life's too short, know what I mean?

Nick and Alex rise.

STILTS

So you guys are cutting school? Lemme go with you.

NICK

Just stay here, Stilts.

ALEX

(dead serious)

And don't watch any television.

Stilts thinks Nick and Alex are involved in some sort of joke, but he's playing along, grinning.

STILTS

Oh, okay. Forget Twilight Zone, now we're talking Outer Limits here. We control your horizontal, your vertical...

NICK

Just do what she says, Stilts. And if we're not back...

STILTS

I'll call the National Guard. I got it under control.

(giggles)

Oh, just one more thing. Is it a supernatural thing you guys are going off to fight, or is it aliens, like Pod People and stuff like that? Cause there's a difference, you know. One you need garlic and silver bullets for, the other...

NICK

(irritated)

Look at me, Stilts. Am I laughing?

The grin fades from Stilts' face. Nick is definitely not laughing.

NICK

Just do what she said. Don't watch television.

Nick spins around and takes Alex by the arm, leading her away.

CUT TO:

EXT. BENZ' HOUSE -- DAY

Nick sits in the passenger seat of Greg's car, glancing across the street at...

ALEX

She's standing on the front porch of Benz' house, talking with his MOM.

Mom is currently shaking her head. Alex turns away and heads back towards

Nick. She comes around the Skylark and pulls open her door.

NICK

Well?

ALEX

She thought Benz was at school.

Alex remains calm. She sits for a moment, staring ahead. Finally she puts the key in the ignition.

NICK

Where to now?

ALEX

Laurie's.

CUT TO:

EXT. LAURIE'S HOUSE -- DAY

Alex pulls the Skylark into Laurie's driveway. The house is run down. You wouldn't want to live here. Above, the sky has clouded over. It looks like it's going to get nasty.

ALEX

Come on.

Nick follows Alex to the front door and Alex hits the buzzer.

ALEX

(to herself)

Laurie...answer...come on...

Alex tries the buzzer again. Persistently.

ALEX

Shit.

Alex looks close to cracking. There's a desperation in her face.

ALEX

This is like a movie or something. I mean, am I paranoid or what?

NICK

It doesn't necessarily mean she's...

ALEX

(cutting him off)

Let's go around back.

Before Nick can stop her, Alex is running around to the back.

EXT. LAURIE'S HOUSE, BACK PORCH -- DAY

The backyard is in a sorry state, with junk strewn everywhere. There's a cannibalized car, piles of scrap wood, and a swing-set that's hopelessly rusted.

Alex winds her way to the back porch and a set of dusty glass doors.
She
steps up and clears a spot to look through.

ALEX

(visibly relieved)
She's here!

Nick joins her at the window, peering inside.

THEIR P.O.V.

They are looking into a cluttered living room, dark except for the light that's issuing from the television. The television faces away from us, but we can see Laurie, sitting in front of it, mesmerized.

LAURIE

She looks like shit. Wan, with sunken eyes and mussed up hair. Mascara has run down her cheeks, and even now, tears are trickling from her eyes. Yet despite this, there's a dazed smile on her face. We can't hear her, but she seems to be talking to the television.

ALEX

steps back a moment, concerned.

ALEX

It is the game.

She taps on the window.

ALEX

Laurie!

INSIDE,

Laurie continues to watch the screen, oblivious to the rest of the world.

Alex TAPS the harder, using her fist now.

ALEX

(louder)

LAURIE!

Nick joins Alex now, and the two of them are banging on the glass.

There's no way in hell Laurie wouldn't be able to hear them.

Alex steps back from the window again, panicking.

ALEX

Nick, what do we do?!

Alex looks around, sees a two-by-four, and snags it.

NICK

(realizing)

No, Alex! Alex, wait a minute...

Alex swings the two-by-four like a club and SMASH!!! Down comes the glass in a shower.

INT. LAURIE'S HOUSE, LIVING ROOM - DAY

Alex and Nick enter and immediately sense that something is wrong.

The LIGHT from the t.v. screen continues to flicker and a low-pitched electric HUM permeates the air...the sound a live wire might make.

And

the HUM seems to be mobile too, coursing through the walls...up, down, and around Alex and Nick.

Nick's eyes try to track the HUM as it races overhead.

NICK

(freaked)

What is it?

And as Nick speaks, his breath escapes his mouth in a frosty plume of mist. It's cold in here too.

Laurie, meanwhile, has failed to notice Alex and Nick's arrival. Alex and

Nick step further in, to get a view of the t.v.

STATIC

fills the screen. Static and strange WHISPER/VOICES. It's all indistinct.

ALEX

(shaking Laurie)

Laurie...wake up...

Laurie's face is a mess. Tears are running down, but she's grinning all

the same. It's frightening.

LAURIE

(voice distant)

I am awake.

(grins wider)

Don't you see them?

NICK

See what?

Laurie points to the t.v. screen.

LAURIE

Angels. There are angels inside.

But we see only static.

ALEX

We have to turn it off, Laurie. I'm turning
it off...

As Alex reaches for the "OFF" knob, a face coalesces out of the
static.

It's Greg again.

GREG

(static-laced)

Alex. Don't leave me here.

NICK

Jesus Christ!

AND ON THE SCREEN,

Greg's face metamorphosizes into ARCADE's!

ARCADE

(mocking Greg, electronic)

"DON'T LEAVE ME HERE".

And even as ARCADE speaks, the VOICE seems to come from all around
them,
from the HUMMING coursing through the walls.

Nick backs away from the screen, petrified.

ARCADE

(seductive)

HI, NICK. READY TO KISS REALITY GOODBYE?

The HUMMING around them has increased. Laurie begins to shake.

ALEX

Change the channel!

NICK

What?!

Alex snatches up the remote control and stabs the buttons.

ON SCREEN

Every single channel portrays the fractals. recombining and growing.

The screen flickers and ARCADE's face appear again, reestablishing control.

NICK

(angry, scared)

Who are you?!

ARCADE

GOD.

The word reverberates through the room and HUMMING has become a ROAR around them. An ELECTRICAL storm.

OUTLETS

around the room are crackling with energy, spitting out SPARKS.

ARCADE

COME INSIDE. I ONLY WANT TO PLAY.

Alex drops the remote, stunned.

ALEX

Oh God... He's in the cable system! He's out of the game!

Nick's eyes find the cable wire extending from the wall and into the t.v.

Sure enough, SPARKS are crackling down that wire and into the wall.

ARCADE LAUGHS and it's the most awful sound we've ever heard.

LAURIE

is convulsing now, and tiny SPARKS are racing around her eyes.

Alex sees her and SCREAMS, clutching her hands to her ears in an attempt to block out the deafening ROAR.

NICK

moves without thinking, picking up a nearby chair and SLAMMING it into the television. It EXPLODES glass, sparks, and smoke.

The HUMMING stops altogether, quiet now. And then, from everywhere at once...

ARCADE
SEE YOU ON THE OTHER SIDE.

With a final ROAR, the energy behind the walls whips around and around, then rushes away.

OUTSIDE,

Nick catches a quick glimpse of SPARKS racing across the telephone wires suspended above the back yard.

Total silence for a moment. Alex and Nick are too stunned to speak. Then Alex looks at Laurie.

LAURIE

lies on the ground, unconscious. Glass scattered all around her.

ALEX
Laurie...

Alex drops to her side, trying to find a pulse...anything.

NICK
Is she breathing?

Alex nods.

NICK
Then leave her.

ALEX
We can't...

NICK
We'll call 911. Look around Alex. We broke in, smashed the t.v., no one's going to believe what happened here!

Alex glances around. The room is a mess. All the outlet are singed.
And
now she notices that everything electronic...t.v., clock,
thermostat...all
of them have exploded open.

NICK

(continuing)

I believe you now. I don't know what the
fuck just happened, but it did. Now let's
get the hell out of here.

Alex slowly rises, reluctant to leave Laurie's side.

ALEX

Where do we go?

NICK

My house. I want to try something.

CUT TO:

EXT. NICK'S HOUSE -- DAY

As Alex and Nick pull up, the streetlights BUZZ on and off even though
it's still daylight. This doesn't escape Nick's notice.

Alex parks the car and the two of them jump out.

NICK

Around back.

EXT. NICK'S BACKYARD -- DAY

Nick leads Alex to a cellar door and down inside.

INT. NICK'S CELLAR -- DAY

Rear the doorway is an old, paint-caked fuse box. Nick pries it open
and
begins unscrewing fuses.

NICK

I'm not taking any chances.

Nick steps back.

NICK

Okay. I'm going inside. If I'm not back
out in, say, two minutes, you get the hell
out of here.

Alex nods. She lifts her digital watch up and sets her timer with a BEEP.

ALEX

Meet you by the car.

CUT TO:

EXT. NICK'S HOUSE -- DAY

Alex sits on the hood of the Skylark watching the streetlight above with a wary eye. She glances at her watch. About a minute and a half has elapsed and...

Here's Nick now, carrying a lap-top computer and a modem hook-up. Nick sets the equipment in the back seat.

NICK

We need to find a pay-phone.

CUT TO:

EXT. SHOPPING MALL, PAY-PHONE -- DAY

Nick sets up his lab-top inside the phone booth as Alex watches. He hooks up the modem to the phone receiver and turns the machine on.

THE SMALL SCREEN

warms up, and in black and white, we see the same FRACTALS. Nick flips off the lap-top and sighs.

NICK

That's what I thought.

ALEX

What?

NICK

It's not just the cable system. It's in the phone system as well, the electronic net. It's everywhere.

ALEX

Nick, what is it.

NICK

Maybe it is alive in a way...some sort of

electronic intelligence. It's like a computer virus that developed a personality or something. It's self-replicating...it mimics life.

ALEX

Like the fractals?

Nick nods. He grabs his skateboard out of the back seat and sits on the curb, spinning a wheel with his finger. He stares at the wheel a moment.

NICK

It's growing. Getting stronger. Maybe it's only localized now...

ALEX

(catching his drift)
...but then it hits the relay stations...

NICK

Right. And then communication satellites, and then anywhere.

Alex looks up into the sky despite herself.

ALEX

(disbelief)
Anywhere.
(beat)
We have to stop it from getting out.

NICK

(shakes his head)
It's already out.

ALEX

The Police, then...

NICK

Give me a break, Alex. What are we going to tell them? Excuse me, officer, but there's some sort of electronic monster loose in the phone lines. I'd think twice about calling any of those 976 numbers...

ALEX

(angry)
Then where do we go?!

NICK

I don't know.

Alex stalks off a few paces. Thinking. Thinking...

ALEX

SLIP-STREAM.

NICK

What?

ALEX

They made ARCADE. It's still a game, right? It thinks like a game. Maybe it still has to play by the rules. Someone had to program it in the first place, didn't they?.

At this, Nick perks up.

NICK

You mean we learn the rules...

ALEX

And beat it at it's own game.

NICK

You realize that in order to do that, we'd actually have to play the game.

ALEX

I was afraid you'd say that.

CUT TO:

EXT. SLIP-STREAM, INC. -- DAY

The SLIP-STREAM compound comprises a cluster of mirrored, antiseptic-looking buildings. Carefully maintained greens surround the compound, dotted with perfectly positioned trees. The whole effect, greenery included, seems prefabricated and sterile. We move with the camera, sweeping in and dropping low, across the main concourse and up the stone steps to the main lobby...

INT. SLIP-STREAM LOBBY -- DAY

Alex and Nick are moving across the lobby. Nick is still carrying his skateboard. The two of them look extremely out of place, being that the rest of the people bustling around them are "dressed for success".

THEIR P.O.V.

as they approach a prefab RECEPTIONIST sitting behind an enormous desk.

The guy's smile is so perfect he must've had it tattooed on. He wears one of those obnoxious phone/headsets.

RECEPTIONIST

May I help you?

ALEX

We need to see Mr. Difford.

RECEPTIONIST

I see. And do you have an appointment?

NICK

No, but it's important and if you'd...

RECEPTIONIST

(cutting him off)

I'm sorry, but if you don't have an appointment, I won't be able to help you. If you'd like, you can call his office from our courtesy phone outside and schedule one ...

Nick reaches across the desk and snags the receptionist by his shirt, jerking him forward.

NICK

(menacing)

If Difford's not out here in one minute we're calling the news and informing them that your fucking games are whispering in our ears and telling us to commit suicide. I'm talking public relations nightmare here, buddy. Satanism, virgin sacrifices, backward messages, the whole bit.

The receptionist glances at Alex who puts on a stern face and nods.

Nick releases his grip. The receptionist smooths out his shirt and smiles.

RECEPTIONIST

One moment please...

(punches in extension)

Rachel, would you be kind enough to tell Mr. Difford that we have a situation in the lobby which requires his immediate attention?

(beat)
Thank-you.

The receptionist clasps his hands together and looks back up.

RECEPTIONIST

(continuing)
Mr. Difford will be right with you.

ALEX

Why thank-you.

Alex and Nick move away from the reception desk, having caused quite a scene. The rest of the VISITORS watch them with curiosity.

ALEX

Virgin sacrifices?

NICK

(shrugs)
Drives 'em crazy every time.

Nick casts his eyes over the walls where graphics from various SLIP-STREAM games are displayed. He stops on one display in particular, a triptych of sorts featuring the haunting face of ARCADE.

BING!

Alex and Nick turn at the sound, just in time to see Difford exiting an elevator and briskly making his way towards them.

DIFFORD

Nick, Alex, how are we today?

ALEX

How'd you know it was us?

DIFFORD

Security camera.
(points to one)
Pulled your files before I came down. Be careful what you say, kids ... I know where you live.

Difford laughs and claps Nick on the back.

DIFFORD

(continuing)
Now what seems to be the problem?

ALEX

It's the game, ARCADE.

DIFFORD

You don't like it?

NICK

That's gotta be the understatement of the century. It's killing people.

Beat. Difford looks from Alex to Nick, and back again. His smile fades from his face.

DIFFORD

If this is a joke, I'm not laughing.

ALEX

Neither are we. Something's wrong with the game, Mr. Difford.

DIFFORD

(clearing his throat)

Why don't we take this into my office.

CUT TO:

INT. DIFFORD'S OFFICE -- DAY

Difford closes the doors behind him. He stares at Alex and Nick for a moment, assessing, calculating risks...

DIFFORD

Talk to me.

ALEX

There's something wrong with ARCADE. The game's alive somehow...

At this Difford breaks into a smile. Nick sees this and acts quickly to save the situation.

NICK

What Alex is trying to say is that it "seems" like it's alive.

ALEX

No I'm not...

NICK

(freezing her with a
stare)

We're not getting very far into the levels
and we kind of thought maybe we could talk
to a programmer, learn some tricks and
stuff...

(beat)

I mean, you don't want us kids running
around school saying your game's too hard,
right?

DIFFORD

(relieved)

That's what this is all about? Tricks?
Sure, I'd be happy to introduce you to
ARCADE's programmer.

Alex has caught on. She shuts up for the moment.

DIFFORD

(continuing)

Tell you what, I'll take you down to our
R&D labs right now.

CUT TO:

INT. RESEARCH AND DEVELOPMENT -- DAY

Hardly what you'd expect. The lab is hopelessly cluttered, as if a
whirlwind had swept inside and thrown everything helter-skelter.

Difford
leads Nick and Alex inside.

A MAN sets in front of a stack on monitors. One his head is a helmet-
like
instrument...sort of an extension of the stereoscopic goggles. He
wears a
lab-coat and a SLIP-STREAM I.D. badge, but aside from that, his
appearance
is unkempt. Kind of your 60s drop-out look.

DIFFORD

This is one of our newest projects. We're
trying to get rid of joy-sticks
altogether ...

NICK

(nodding)

The Air-Force is working on the same thing.

MAN

(to screen)
Come on, come on...

He moves his head this way and that...

THE MONITORS

A computer-animated TURTLE is crawling across the screen. Then the words "TIME'S UP" flash over. The turtle flips onto it's back and dies, tongue hanging out.

MAN

Shit.

DIFFORD

(clearing his throat)
Albert...

ALBERT turns around in his seat and pulls off the helmet.

DIFFORD

(continuing)
This is Nick and Alex. They'd like to talk to you about ARCADE. Maybe you can give them a few programmer's secrets.

ALBERT

Yeah, sure.

DIFFORD

(to Nick and Alex)
Then I leave you in capable hands.

Difford exits. Nick points to the helmet in Albert's hands.

NICK

Does that thing work?

ALBERT

Getting there. It's more sensitive than a joy-stick. Your video-character can respond as fast as you can.

(standing)
But what can I do for you?

ALEX

We're having some problems with ARCADE...

ALBERT

Yeah, who isn't.

NICK

What do you mean?

ALBERT

It's a tough game. Hard to pin that bastard down. Keeps on changing the rules.

ALEX

We were thinking there might be tricks. You know, surprises that you'd worked into the game...

ALBERT

Sure. Every game's got 'em. I'll start with the schematics. I can print these up if you want.

Albert moves back to the wall of monitors, then reaches for a computer disk and inserts it into a nearby drive. He taps a few buttons and **BINGO...**

SCHEMATICS

of each world/level within the ARCADE game appear on the monitors.

ALBERT

You've got your ten levels, right? Here they are... Each level has an exit, only remember, the exits aren't always what they seem.

(points to each one)

First one's The Blood Red Sky, then you've got The Blue Desert, Tower of Ghosts, Kingdom of the Blind... On each world you have to find a golden key and you've only got so much time to do it in. If you're too late, The Screamer comes.

NICK

How do you stop The Screamer?

ALBERT

You can't. He gets you and you're dead. It's like time catching up with you, you know? Like Fate. Each level you get progressively less time to complete. First half of the game takes place in the Wild Lands. Then you reach Level 6, and that's the Sea of Darkness. There's a two-headed Boatman that'll take you across if you answer his riddle right. If you don't...

He motions cutting a knife across his throat.

NICK

What's the riddle?

ALBERT

If I tell you, then it's no fun.

NICK

(harder)

Just tell me the fucking riddle.

ALBERT

Well...it involves a paradox. You have to trick The Boatman.

(beat)

Now all the while, you also have to watch your strength. You can build that back up by catching FIREFLIES...the little glowing guys...

Albert hits some keys again and Levels One through Six disappear. Now they're replaced by Seven through Ten. Only instead of a schematic for Level Eleven, there's only a question mark.

ALBERT

(continuing)

The next half of the game takes place in ARCADE's brain, The City of Truth. It's urban scenarios, lots of metal and concrete. Screamer comes faster here. On Level Four you can get a free life if you wait until the last possible second before exiting that world. Gotta time it right though.

ALEX

What's the question mark?

ALBERT

Level Ten. That's where you've got to unlock ARCADE's heart using the keys you've found.

ALEX

How do you do that?

ALBERT

Good question. See, that's where the fun comes in. ARCADE changes it every time. He's a machine without a soul. Once you give him a soul, he stops being a threat.

Alex looks dejected.

ALEX

But how can it change every time?

ALBERT

It's the game's logic core. We actually patterned it after human brainwaves. I mean, there's a personality in there. That's what makes it so incredible.

NICK

How the hell did you do that?

ALBERT

Well, we're veering into classified info here, but I'll tell you that it involved a donor. He was dead of course, so it's not like anything unethical was happening.

At this, a chill runs down Alex's spine.

ALEX

Dead?

ALBERT

Well, brain-dead anyway. Coma patient. It's really not all that important.

ALEX

Maybe he's not dead.

ALBERT

He?

ALEX

The donor. Maybe he's alive inside the game.

ALBERT

(laughs)

And maybe you've been taking too many drugs.

Nick glances at the helmet again.

NICK

Could you play ARCADE with that?

ALBERT

Well, technically "yes", but this is only the prototype.

Nick nods and smiles, offering his hand.

NICK

Thanks, Albert. Think you could print up those schematics?

ALBERT

Sure.

Albert moves back to the computer console. Meanwhile, Nick pulls Alex aside.

NICK

(quietly)

Go outside, get your car, and meet me out front with the engine running. And make it quick, okay?

ALEX

What are you going to do?

NICK

Get that helmet. If we're going to play ARCADE, I want every advantage possible.

ACROSS THE LAB,

Albert is oblivious to their conversation.

Alex backs towards the lab doors, turns, and opens them.

CUT TO:

INT. SLIP-STREAM HALLWAY - DAY

Alex makes her way quickly down the hall, turning a corner and passing a SECURITY GUARD. She waves at him, her smile fading as soon as she's passed.

CUT TO:

INT. R&D LAB - DAY

Albert is just pulling the last printed copy of the schematics from a laser printer. He turns and hands them to Nick.

ALBERT

Here you go. Happy hunting.

Nick takes the schematics and tucks them inside his jacket.

NICK

Thanks again.

And with that, Nick pulls back his fist and punches Albert square in the face.

Albert goes down, more stunned than hurt, and Nick springs into action. He scoops up the CyberHelmet in his free hand, kicks open the doors, and tosses his skateboard into the hallway...

INT. SLIP-STREAM HALLWAY - DAY

Nick leaps on the board and starts pumping his foot like a bandit, picking up speed like mad...

He's racing down the hallway, maneuvering between startled EMPLOYEES. And here comes a MAN with a mail cart...

WHOOSH! Nick zips by him. And now an ALARM is ringing.

NICK

Shit...

INT. ANOTHER HALLWAY - DAY

Nick comes SCREECHING around the corner, narrowly missing a collision with two SECURITY GUARDS.

GUARD #1

That's him!

But Nick's already past them. He puts his foot down again, pushing for more momentum...

THE GUARDS

are after him now, CHARGING down the hallway.

UP AHEAD,

A set of double doors labeled "EMERGENCY EXIT" blocks his way.

Nick spins out, sweeping the back of the board forward and SCREAMS to a

stop just before the doors. He kicks the board up into his free hand and...

WHAM! He hits the doors running. Now the FIRE ALARM is blaring in addition to the other alarm. A VOICE is squawking over the P.A. and it's a hell of a racket.

VOICE

(on P.A.)

**SECURITY BREACH IN R&D. SUBJECT HEADING
TOWARDS EASTERN EXIT...**

INT. STAIRWELL -- DAY

Nick is charging down the stairs four and a time... One level, two... Now he's reached ground floor...

INT. GROUND FLOOR HALLWAY - DAY

BOOM! Nick tumbles out of the stairwell only to see a trio of GUARDS heading straight for him.

Nick drops his board to the ground and heads right, pumping his foot...

One of the GUARDS leaps at him and...

...misses by a foot or so, CRASHING to the tile floor.

NICK

SCREECHES to another stop, TWISTS, and starts pumping down another hallway...

INT. LOADING AREA -- DAY

Nick plows into the loading area like a bullet, whipping around stacks of boxes and lumbering forklifts. A few WORKERS attempt to stop him, but he's moving too fast.

AHEAD,

is a loading dock, raised four feet from the ground to accommodate semis.

Nick's heading for it. The loading door is open, and outside is freedom.

JUST THEN,

the steel loading door begins to GRIND and lower. Some genius has hit the controls.

NICK

pumps like mad, and he's really moving now. Either he'll make it, or he's going to hit that steel door at about forty miles an hour...

THE DOOR

is quickly closing off Nick's escape route. He's only got about four feet to negotiate...

Nick ducks low and clears it!

EXT. LOADING DOCK -- DAY

Nick ROCKETS off the loading dock, through the air and down, hitting the concrete driveway. The driveway peels off to the left and slopes downward.

Nick hangs tight, hugs the curve, and picks up more speed.

BELOW,

the driveway splits off. To the left, SLIP-STREAM's main building, and to the right, the parking lot.

GUARDS

are piled into an electric cart, SPEEDING up from the left to cut Nick off. It's going to be close...

Nick forks off to the right just before they reach him.

It's clear sailing now, and up ahead, Nick can see Alex pulling up to the end of the driveway...

WHOOSH! Nick scrapes the board forward, grinding the wheels sideways in order to slow his speed...

He leaps, picking the board up with him, and dunks himself smack-dab in the back seat of the Skylark.

ALEX

guns the engine and tears away in a cloud of exhaust.

EXT. COUNTRY ROAD -- DAY

Nick is in the back seat, LAUGHING. The sun is beginning its descent and the sky is taking on a reddish tint.

NICK

Jesus Christ!

ALEX

I can't believe you made it!

Nick climbs into the front seat next to Alex, and for a second, he's pretty close to her. He kisses her on the cheek...caught up in the moment. Then he sinks back, catching his breath.

ALEX

You got the schematics?

NICK

Everything.

Neither one speaks for a moment as the mood dampens once again. Driving. Wind whipping Alex's hair around. She stares at the road ahead.

ALEX

So where do we play the game, Nick?

Nick doesn't answer at first. For a second there, he'd managed to forget everything.

NICK

I've been thinking about that.

(beat)

ARCADE's like a virus, so it seems like the place to hit him would be where the virus started. You know, like his point of origin?

ALEX

(grim)

Dante's Inferno.

NICK

Yeah.

(deep breath)

The Inferno.

OVERHEAD,

as we watch Alex's Skylark speed away from us. Shadows are creeping across the landscape now. Streetlights are flickering, sputtering on.

And night is falling.

DISSOLVE TO:

EXT. DANTE'S INFERNO -- NIGHT

Sweeping down from the sky, we follow The Skylark. As Alex and Nick near
The Inferno, streetlights blink off in succession... progressive
darkness
working its way towards their destination.

DANTE'S INFERNO

We move past the painted walls, the various demons illuminated by moonlight.

Alex and Nick rush to the front door. It's gated. Inside, The Inferno is
totally dark. Shadows.

ALEX

The windows are barred...

(thinking)

There's a skylight. We can get in through
the roof.

CUT TO:

EXT. DANTE'S INFERNO ROOF - NIGHT

Alex and Nick creep over the roof, and sure enough, there's a skylight
in
the center, caked with grime.

Nick stands and plants his foot through the skylight. It SHATTERS,
raining down glass into the darkness below.

Nick pulls off his belt and hooks it around one of the iron sash bars.
Gripping the belt, he lowers himself down. After a moment, he
disappears
from view.

Alex leans over the skylight. She can't see a thing.

ALEX

Nick...
 (beat)
Nick!

For the longest moment there's no response. Then...

NICK (O.S.)
 (from below)
Okay, your turn.

Alex climbs over and grasps the belt tightly, lowering herself down into the Inferno.

INT. DANTE'S INFERNO -- NIGHT

Alex dangles from the skylight, a good eight feet from the floor.

ALEX
 (warily)
Are you there?

HER P.O.V.

The Inferno is a world of threatening shapes and shadows. And Nick is nowhere to be seen.

Alex steels herself and drops to the floor.

She stands, a bit shaky, and cautiously moves around a cluster of video games.

NICK

is standing on the other side, staring at a game screen which pulses with a DIM LIGHT.

Alex approaches, putting a hand on his shoulder. He turns.

NICK
Alex...

ALEX
You didn't hear me?

Nick shakes his head. Alex leans forward to see what he's looking at.

ON THE SCREEN

fractals are unfolding. It's mesmerizing.

ALEX

Stop looking at it.

Nick shuts his eyes, pulling away from the screen. He shakes his head, trying to clear his thoughts.

NICK

Shit...it's like a trance or something...
(breathes)
Okay. I'm fine. Really.

It's at that moment that Nick and Alex hear the VOICES.

VIDEO SCREENS

all around them flicker on, static-laced IMAGES fading in. They are the faces of their friends...Greg, Laurie, and many others. All those that have disappeared. The VOICES fade in and out, merging with one another, tinged with the same mechanical edge of ARCADE's voice.

VOICES

(eerie)
Nick...Alex...save us...

ALEX

(horrified)
Oh God...

Nick grabs Alex and pulls her into the center of the room.

NICK

Put it out of your head, Alex. It's just trying to psyche us out.

Despite Nick's words, we can tell that the VOICES are having a disheartening effect on him.

THE ARCADE

prototype stands in front of them now, and surprisingly, the machine is not on. The eyes in the leering black face are quite dead.

Around Alex and Nick, the faces of their friends continue to fade in and out, casting the whole room in a strange shimmering blue light.

Nick moves to the back of the machine and opens the access panel, revealing the internal circuitry. He pulls a small penlight from his pocket and flips it on.

ALEX

What are you looking for?

NICK

A way to hook this helmet into the game.
I'm sure there are interfaces...

NICK'S P.O.V.

And indeed there are. Parallel interfaces, where you might hook a printer cable into a computer. Nick takes the cable from the CyberHelmet and secures it into one of the interfaces.

NICK

There. Now we're wired in.

He stands and moves around front, pressing the "START" button of the game.

Nothing happens.

He presses it again. Nothing.

ALEX

Is the game plugged in?

Nick checks. It is.

NICK

(frustrated)
I don't understand. It wants us to play the game. It's been taunting us ...

ALEX

Put in a quarter.

NICK

It can turn itself on, Alex! It doesn't need a quarter.

ALEX

Yes it does. Don't you see? We have to play by the rules. That's what it wants.

Nick rifles through his pockets. He doesn't have a quarter. Neither does Alex.

NICK

Change machine.

Nick moves over to the change machine and picks up a nearby chair. He SMASHES the chair into the face of the machine again and again, obliterating the lock. Nick opens the front of the machine and tears out the coin box, spilling quarters all over the floor. He grabs a handful and returns.

NICK

There.

He shoves one in ARCADE's coin-slot and pulls on the CyberGloves.

ALEX

Two players, Nick. You need to put in another quarter.

Nick straps the goggles over his eyes.

NICK

You're not coming, Alex.

ALEX

Yes I am...

NICK

(snapping)

I know how to do this! I'm good at these games. You never play, you'd be nailed in an instant.

ALEX

And what if something happens to you? Am I suppose to go in after you alone?!

NICK

No. If you're smart, you run like hell.

Alex grabs a second quarter and shoves it in the coin slot.

ALEX

I'm going.

Nick stares at her a moment, then nods tiredly. She reaches for the second pair of CyberGloves and pulls them on.

NICK

You don't get it, do you?

ALEX

(strapping on goggles)
What?

NICK

I don't want anything to happen to you. I care about you.

ALEX

I already have a boyfriend, Nick.

NICK

I know.
(beat)
It sucks.

The two of them stand there a moment, looking at one another. After a moment, Nick laughs tiredly.

NICK

What can I say?
(pulls on the CyberHelmet)
Tough being a hero, isn't it?

Nick reaches out for the joy-stick and hits the "START" button.

NICK

(grim)
Here goes nothing.

As before, the screen comes to life. Darkness and sparks. Then we hear the BREATHING.

ARCADE'S FACE

spins into view, grinning at Alex and Nick.

ARCADE

NICK. ALEX. I MISSED YOU SO MUCH. ALL YOUR FRIENDS ARE HERE.

ALEX

Fuck-you.

ARCADE

ANY TIME.

ALEX

We know what you are.

ARCADE
A HEARTLESS MONSTER, OF COURSE.
(incredibly evil)
OH SAVE ME, ALEX, SAVE ME FROM MYSELF.

ARCADE laughs and it's not a sound you'd want to hear twice.

THE LIGHTBEAM

clicks on, playing over their faces and analyzing their features.

ON SCREEN

ARCADE'S face spins away and computer-generated versions of Alex and Nick appear. As before, they are suited up in video game armor, each carrying a thrasher board.

ARCADE
KISS REALITY GOODBYE.

The video versions of Nick and Alex hop onto their thrasher boards and the world around them curls in upon itself.

The process is similar to what we've seen before, but even more extreme. LIGHTS and SOUNDS are pouring out of the ARCADE machine in almost unbearable intensities. It seems as if the "real" world is going to be shaken apart.

NICK
(over noise)
Hold on!

ARCADE
SEE YOU ON THE OTHER SIDE.

ANOTHER FLASH OF LIGHT AND...

Alex and Nick disappear from the real world completely. Their equipment, gloves and goggles, fall to the floor, empty. They've been physically sucked inside the game!

The light from the screen dies down now and everything is oddly quiet.

ON SCREEN

BOOM! Suddenly a circuit grid is rushing up to meet them!

(Note: As we move through each level, video legends will appear on the screen as title cards, enhancing the effect that we are actually inside a video game.)

The words "LEVEL ONE -- BLOOD RED SKY" flash across the screen and we...

CUT TO:

EXT. LEVEL ONE, THE PLAINS -- DAY

Alex and Nick slam into the ground like twin meteors, splashing up water and muck.

THE RED SKY

crackles with LIGHTNING. Smoke obscures everything. Alex and Nick pull themselves up, a bit dazed.

ALEX

(looking around)
You feel it? It's different this time.

NICK

We're actually inside, aren't we?

Alex nods.

NICK

Okay.
(deep breath)
Give us a kiss?

ALEX

(after a moment)
One. In case...

NICK

Don't even say it.

Nick leans over and gently kisses Alex on the lips. It's over in a moment, but he'll savor it the rest of his life.

NICK

Thanks. Always wanted to do that.

ALEX

Yeah, well I figure these are unusual circumstances.

NICK

(grins)

That's what I was hoping you'd say.

Nick flips the visor on his helmet down and checks the digital read-out on his CyberGlove. When he speaks, his VOICE is filtered through a radio headset. Nick looks good in his armor, tough. Hell, they both do.

NICK

I'll take the lead and handle the physical threats. You watch the elapsed time and look for exits.

ALEX

Got it.

Nick tosses his thrasher board down and it hovers above the water. He steps onto it, comfortable. Alex does the same. She's a little shaky, but she maintains her balance.

NICK

You steer by pivoting your back foot...
(he demonstrates)
Okay?

Nick turns, looking around. The land seems identical in every direction.

NICK

Which way do you think Level Two is?

ALEX

You've got the schematics, check.

Nick panics for a moment, patting his uniform, checking pockets. He can't find them.

NICK

Oh shit! What if they didn't come with us?!

He stops. Reaches into a pocket, and pulls out the schematics. Breathes a sigh of relief.

NICK

(looking at them)

Okay. It's West.

ALEX

The keys are supposed to be at the end of each level. Once we get all the keys, we can unlock ARCADE's heart. And then...

She looks at Nick, uncertain.

NICK

...and then we go to the Final Level.

(off her look)

Hey, don't worry about it. It's a game. How bad could it be?

Alex glances at her wrist display. The "ELAPSED TIME" bar is made up of ten blocks of light stacked upon each other. The top block has disappeared. One tenth of their time is gone.

ALEX

The clock's already ticking.

NICK

Right, then...

Nick leans forward and the board starts to float. Alex does the same, and in seconds, they're gliding over the plains.

FROM ABOVE,

as we see their forms disappear in the smoke.

DISSOLVE TO:

EXT. LEVEL ONE, PLAINS -- LATER

Nick and Alex pull to a stop.

A DOORWAY

stands in the plains, seemingly leading to nowhere. Nick reaches out and opens it. It's just plains and empty space beyond...

...but hanging from the top of the doorway is a golden key.

ALEX

There...

She reaches up and pulls it down.

NICK

I don't get it. This is supposed to be the end of the level, but it doesn't go anywhere.

Alex puts her hand through the doorway and her hand disappears.

ALEX

It only looks like it leads to nowhere.

Nick glances at his wrist display.

NICK

And we've still got time left. This was a piece of cake.

ALEX

Yeah, that's what worries me.

She steps through the doorway and disappears. Nick follows.

We hold on the empty doorway. Hold for a moment, and then...

We hear a distant, high-pitched RINGING. It's grating, seeping inside our brains and mucking around in there. On the horizon there is a quick FLASH OF LIGHT.

Something is coming.

CUT TO:

The words "LEVEL TWO -- DEADLANDS"

EXT. LEVEL TWO, SALT FLATS -- DAY

Alex and Nick are cruising along salt flats. Sporadic pools of water and strange ROARING sounds in the mist. So far so good. Nick glances at his wrist display. His "STRENGTH" only has a few blocks left.

NICK

Hey, my strength's low. Look out for Fireflies.

ALEX

There...

She points North. A small BALL OF LIGHT is streaking across the sky, just

above the watery plains.

Alex and Nick swerve towards it, gaining ground. As they near it, Nick swings out his hand, scooping the Firefly up. As soon as he touches it, it bursts like a bubble.

NICK

Shit...

ALEX

Check your read-out.

Nick does. His "STRENGTH" is back to normal again.

NICK

You're right. It worked.

Nick and Alex slow their boards to a stop, stepping off them.

ALEX

(pointing)

There's another...

She sweeps left and scoops the second Firefly out of the sky. Off in the distance we can hear that RINGING again, just at the edge of our vision. Alex and Nick don't hear it yet.

Nick is glancing down at his schematic of Level Two.

NICK

According to this, the doorway should be somewhere around here...

THEIR P.O.V.

The salt flats have gradually diminished, replaced by more and more water. Ahead of them, there's no longer anything solid to stand on...just water, muck, and strange reeds poking through the mist.

Alex's wrist display begins to BEEP. She glances down.

WRIST DISPLAY

Only one block of time remains and it's pulsing on and off. The RINGING is a little louder now.

ALEX

(worried)
Our time's up.

NICK

What?! There's nothing here!

ALEX

Look around...

The two of them stumble through the water, not even sure of what they're looking for.

NICK

(starting to panic)
I don't see the doorway!

Alex and Nick's wrist displays are BEEPING like crazy now. The beeps come closer and closer until they meld into one piercing high-pitched TONE.

JUST THEN,

the RINGING turns into the SHRIEK/SONIC BOOM of the Screamer. A burst of light on the horizon shatters the sky.

NICK

What the fuck is that?!

ALEX

Screamer.

ALEX

plunges into the marsh-like water, waist-high, and it's then that she sees a glow emanating from beneath the water. She dives forward...

BENEATH THE SURFACE OF THE BRACKISH WATER

Alex swims towards the GLOW. Ahead of her, the depths drop off sharply, perhaps some hundred feet or so.

HER P.O.V.

She can just make out a doorway...down, down, down...

THE SURFACE

Alex bursts up from the water, gulping in breaths of air. Nick is nearby.

THE WORLD

is beginning is vibrate now, heralding the Screamer. The SHRIEK is unbearable.

ALEX

Nick! It's beneath the water! We have to swim!

Nick stumbles in up to his neck. He can see the GLOW now too.

NICK

(incredulous)
We can't reach that!

ALEX

(over the noise)
We don't have a choice!

Alex dives beneath the surface again.

Nick glances back towards the horizon and gets one fleeting glimpse of...

THE SCREAMER

A nightmare creation rocketing in from the East... That's it for Nick. He dives, terrified.

UNDERWATER,

Nick follows Alex into the shadowy depths. He swims madly, but the GLOW seems impossibly far away. Even under water, the Apocalyptic sound of the Screamer can be heard.

NICK

peddles his arms and legs furiously. Down, down, down...

He knows that they'll never have enough air to make it back to the surface.

THE GLOW

is more clearly distinguished now. It's a DOORWAY. And set in its side is a golden key. Alex reaches it. She grabs the key and turns to see how far behind Nick is...

NICK

doubles his efforts, but his lungs are straining...

THE SCREAMER

has plunged into the water above, shooting towards Nick like a torpedo, a swirling jet-stream of bubbles trailing around it.

Nick panics, and what little air he has left escapes him.

Alex is reaching for Nick...

Nick is blacking out, one last lunge at the doorway...

The Screamer is there now. No time.

The words "LEVEL THREE -- THE BLUE DESERT" flash across the screen and we...

CUT TO:

EXT. LEVEL THREE, DESERT -- DAY

Alex and Nick fall from the sky onto the dunes. They lie there a moment, gasping for breath. They're an odd sight, two people soaked from head to toe, dropped in the middle of a bone-dry desert...

...and a blue one at that. There's an eerie stillness about this Level, even the clouds above are frozen. Nothing lives here now, and nothing ever will.

Nick coughs, sucking in air.

Alex rises halfway, pulling up her visor. She stares at the golden key which she clutches in her hand. Her wet hair hangs about her face in strings and she shivers.

NICK

(looking at the key)

So that's what we almost died for?

ALEX

One of them, anyway...

(beat)

Did you see it? The Screamer?

NICK

(looking away)

I don't want to talk about it.

Nick glances at his wrist display.

DISPLAY

Even as he watches, the first of the ten "TIME ELAPSED" blocks blinks away.

NICK

(exhausted)

Christ...no time...

ALEX

(rising)

There never is.

Nick heaves himself up into a standing position and looks around. They are on the top of a massive dune.

THEIR THRASHER BOARDS

now looks like snowboards. It doesn't take Nick long to figure out what to do.

NICK

We can take the dunes down like a ski slope.

Pretend you're on a snowboard.

ALEX

(snapping down her visor)

Never been on a snowboard.

Nick steps on the board and edges it over the crest of the dune. He begins to slide down, slowly picking up speed.

A SERIES OF SHOTS...

...as Alex and Nick negotiate the dunes. They glide over the sand gracefully, cutting back left and right to keep their speed down, sweeping

in wide arcs...

Under any other circumstances, they'd be having the time of their lives.

Alex has adjusted to the environment quickly, at ease of the Thrasherboard.

LATER --

The dunes gradually level out. Alex and Nick slow to a stop. Alex flips up her visor. Her face is covered with grime now, hardened.

ALEX

I guess we're walking from here on out.

They pick up their boards and walk.

DISSOLVE TO:

EXT. LEVEL THREE, DESERT -- LATER

Alex and Nick have been walking for a long time. Nick is silent, just staring straight ahead at the endless sand. He looks wasted. Zoned out.

His face is beaded with sweat.

Once again, their wrist displays begin to BEEP.

ALEX

(almost a whisper)

Time's up.

Nick starts to LAUGH, sinking to his knees.

NICK

We're fucked. That's it.

Alex pulls on Nick's arm, forcing him to his feet.

ALEX

Get up, Nick...

Nick isn't going anywhere fast. Alex tries to drag him forward, but she slips in the sand.

ALEX

GET UP!!!

And then, from off in the distance...

VOICE (O.S.)

(far away)
Alex...help me...

Alex turns. She focuses on the horizon and sees a tiny speck. She taps a control on her helmet and her view is magnified.

ALEX'S P.O.V.

Benz is up ahead, buried up to his waist in the blue sand and sinking quickly. He waves his hands for help, and clutched in one of them is the second key.

ALEX

It's Benz!!!

Alex breaks into a run, and after a moment, Nick follows. He's walking, though...in no hurry to reach Benz.

ON BENZ

The desert is swallowing him up. Only his head and arms remain. He's in a state of total panic.

BENZ

(terrified)
Get me out of here! Oh God!!!

ALEX

is running at top speed, half-stumbling across the dunes. Her wrist-display is BEEPING furiously.

BENZ

His head starts to disappear beneath the sand and his cries are choked off.

ALEX

Benz!

Alex reaches the spot and now, only Benz' clutched fist remains. The hand opens and the gold key falls onto the sand.

Alex DIVES for Benz' hand, but it sinks just before she can reach it. She

SCREAMS and claws at the sand, trying to find him. She digs and digs, but all she finds is more sand. With each second she becomes more frantic.

Finally Alex stops, noticing the key and idly picking it up.

THE SAND

around Alex ERUPTS and BONES come flying up into the air, Benz' bones!

Alex SCREAMS. The bones rain down around her in bloody fragments. It's as if the Earth has chewed Benz up and spit out the nasty bits.

At that very moment, the BEEPS on her wrist-display meld into the single tone heralding...

THE SCREAMER

As if on cue, it enters Level Two, breaking the Sound Barrier.

ON NICK

As he stands some hundred feet away, oblivious to everything. We can hear Alex SCREAMING, but the sound is muffled, distant. Nick is staring down at his feet at an area where the sand has hardened like glass. Inside the sand/glass, Nick can make out fractals. He smiles.

THE SCREAMER

streaks across the sky towards them, blowing up a maelstrom of sand as it crosses the dunes...

ON ALEX

as she sees that a rabbit hole of sorts has been created where the bones were ejected. Actually, not a rabbit hole, but a circular, pulsing mouth with razor sharp teeth. Alex realizes, much to her horror, that this is the doorway to Level Three!

Alex shouts at Nick, trying to break the spell over him.

ALEX

Run! RUN!!!

But the Screamer is bearing down on him, like a heat-seeking missile...

ON NICK

as he watches the fractals. ARCADE'S face appears in the mirrored sand,
smiling back at him.

ARCADE

GOODBYE, NICK.

At the last possible moment, Nick seems to wake from his trance. He sees Alex, hears her, then turns. He has about one fear-wrought second to realize that the Screamer has reached him when...

WHAM!!!!!!!!!!!

The Screamer SLAMS into Nick at about 200 miles per hour. Nick, literally, liquefies. The human body is 95% water, and Nick EXPLODES like a water balloon on high impact, blood spraying in a fine mist across the dunes, Alex, and everything for a good fifty yards.

Alex is frozen with terror. You remember your worst childhood nightmare monster? The one you'd see in your room at night as your brain cooked with fever? Too paralyzed to call out for Mom? Well that's the Screamer.

THE SCREAMER

stands where Nick used to be (a red mess on the blue sand now). Black as night. Like living, roiling lava. Smoking, charged RED EYES. One third demon, one third Balrog, and one third rotting corpse. Clad in chains and samurai armor, CLINKING as it moves. It rear back its head, opens a fanged mouth, and lets loose a ROAR designed to shake the stars from the sky.

Then it focuses it's eyes on Alex. And it charges.

ALEX

unfreezes. She's got seconds to make up her mind, the doorway/mouth or the Screamer. It's really no choice at all. Alex turns and dives straight down into the pulsing mouth.

The jaws of the rabbit hole SNAP shut around her. Darkness consumes everything.

These words appear on screen, "LEVEL THREE -- TOWER OF GHOSTS"

CUT TO:

EXT. LEVEL FOUR, VOLCANO -- DAY

We are looking at a steep cliff face composed of black, volcanic rock. This world is desaturated, gray, and harsh. The rocks looks sharp as razors.

As we will discover, the cliff face is also composed of skulls, old and blackened, set inside the rock.

We hear a HUMMING and Alex "fades in", appearing on the side of the cliff face. Immediately she starts to fall, realizes where she is, and hugs the cliff for dear life. Rock shards crumble away beneath her feet. Alex looks down ...

Big mistake.

She hugs the cliff face tighter, tears and grime streaking her face. She's alone now and she knows it. She looks up ...

It's a long way to go.

Alex reaches a hand upward. Ouch! The rock's hot. She jerks her hand back and almost loses her perch.

HER HAND

Her gloves are smoking and singed.

Alex starts to cry freely now. She reaches inside her chestplate, fumbling, and pulls something out...

It's the Polaroid of her and Greg. But then the wind catches it and tears it from her hand.

THE POLAROID

twists downward, round and round into infinity.

Alex stares after it a moment. Then she lets out a tired little laugh and starts to climb.

A SERIES OF DISSOLVES...

as Alex climbs, sometimes using a skull itself as a hand or foothold.

We see her "TIME ELAPSED" blocks blinking away.

Time running out and more climbing. Then...

EXT. LEVEL FOUR, VOLCANO RIM -- DAY

Alex stands on the rim of the volcano. At her feet is a golden key. And before her, a big drop.

ALEX'S WRIST DISPLAY

Her final block of time disappears. The BEEPING starts.

Alex doesn't even pause. She steps off the rim into empty space...

...and just as she's about to fall, a doorway of light appears in the air.

Alex falls through it, vanishing.

"LEVEL FIVE -- KINGDOM OF THE BLIND"

CUT TO:

EXT. LEVEL FIVE, ARCTIC WASTES -- DAY

Snow whips across a world of white in wraith-like sheets. We move in on one particular bank...

Something is buried there. The wind gradually blows the snow away, uncovering...

ALEX

She rises from the snow bank, disoriented. Everything is impossibly bright, blinding. Alex stands. She draws up her hand to shade her eyes and we...

DISSOLVE TO:

BEGIN MONTAGE:

Music begins. CELLOS. Like before.

Alex, snowboarding for real this time, over slopes of powder...

Alex's "STRENGTH" diminishing...

Alex catching Fireflies...

stuff Alex jumping across a crevice on her board. (Warren Miller here)...

"TIME ELAPSED" growing with every moment...

Alex gliding down mountainsides...

A flash of Greg, of Benz, of Laurie...

A flash of Nick...

NICK'S VOICE (V.O.)

I know how to do this. I'm good at these games. You never play, you'd get nailed in a second.

And a flash of Nick's horrified face at the Screamer reaches him...

Alex's face, grim and determined...

EXT. LEVEL FIVE, ARCTIC WASTES -- LATER

Alex glides to a stop even as her wrist display starts to BEEP. This time a wooden doorway is standing directly in front of her, the golden key sticking out of the lock.

As Alex reaches for it, the Screamer enters Level Four. Alex slowly opens the door.

ALBERT'S VOICE (V.O.)

You can get a free life on Level Four, but you have to wait for the last possible instant...

Alex turns and waits calmly for the Screamer.

THE SCREAMER

is a black speck on the horizon, then a bullet, then a nightmarish face bearing down on her...

IT'S JAWS

flare open to engulf her.

Alex doesn't flinch at all. And at the last possible second before impact...

BLINK! A stylized figure appears on her wrist-display next to the "TIME ELAPSED" meter. Beneath the figure it says "FREE LIFE".

Alex feels the breath of the Screamer on her face and falls back through the doorway...

"LEVEL SIX -- SHOCK CORRIDOR"

CUT TO:

INT. LEVEL SIX, SHOCK CORRIDOR -- NIGHT

Alex steps out of a doorway into a long, narrow hallway. The hallway is mirrored on one side. It has no doors or windows, and up ahead, it branches off to the right and the left.

Alex turns and looks behind her. The doorway she came through is gone now. A mirrored wall stands in its place, with her own reflection staring back at her.

THE REFLECTION

There are subtle changes. They shouldn't be noticeable at first, but the reflection seems somehow more threatening.

Alex starts down the hall, her reflection keeping pace with her. Up ahead, she hears a BUZZING noise, drawing closer.

LIGHT flickers in the hallway to the left, presumably whatever it is that's BUZZING. Suddenly a streak of light, running along the floor, turns the corner and heads down the hallway towards Alex.

The light hits her feet and SPARKS fly. Alex SCREAMS and is thrown back

against the wall, shocked. The streak of light continues past her and disappears into the mirror at the hall's end. It's like a moving electrical pulse.

ALEX

She's been given a pretty good jolt. Her hands shake for a moment, an after-seizure of sorts, and she stands...

HER MIRRORED REFLECTION

is watching her, arms crossed. This wouldn't be a problem were it not for the fact that Alex currently doesn't have her arms crossed!

ALEX

(to her reflection)
Fuck you.

The reflection grins and its/her eyes GLOW with fractals.

ALEX REFLECTION

(in ARCADE'S voice)
ANY TIME, BITCH.

Spooked, Alex continues down the hallway, reaching the end and turning left...

NEW CORRIDOR

Alex moves quicker now, glancing left as her reflection follows.

BUZZZZZ!!! Here comes another streak of light, rushing in along the floor from a side corridor...

Alex LEAPS over it, and it passes harmlessly under her. Now she's getting the hang of it. She starts forward again.

BUZZZZZ!!! Here come two at a time from opposite directions...

Alex has to jump left to avoid the first streak and lands directly in the path of the second. Then she jumps back to the right again...

THE TWO STREAKS

pass by, zipping away from each other.

ANOTHER CORRIDOR

The pace quickens, with Alex racing down the corridors. She turns corner
after corner. It's become a virtual maze.

We cut back to Alex's "STRENGTH" and "TIME ELAPSED" meters again and again. Both are shrinking away to nothing.

And all the while, her reflection keeps pace with her, growing increasingly more nightmarish in appearance. As Alex tires, the reflection seems to gain more strength.

BUZZZZZ!!! BUZZZZZ!!! The streaks are shooting towards her with more frequency, and now they're racing along the walls too. Alex is jumping left and right, with SPARKS exploding around her.

THE REFLECTION

seems to be metamorphosizing. Each time we see it/her, she looks a little different. What's gradually happening (as time elapses) is that Alex's reflection is turning into The Screamer.

Alex moves with increasing urgency as the streaks converge on her. The corridors are filled with a constant BUZZING and flickering of light. SPARKS fly and Alex is shocked over and over.

She stumbles, falls to the floor, and rolls to the right, just missing a streak. It cuts past her face, centimeters away.

BEEP! BEEP! BEEP! Off goes her wrist display! Alex is up and running now, desperate.

We cut faster and faster Alex running, the streaks of light, the reflection until...

END CORRIDOR

She's back where she started. And the corridor dead-ends in a mirrored wall...

BEHIND ALEX,

Dozens of light streaks are dogging her heels, literally just behind her.

They're so thick that she couldn't possibly leap over all of them. Seconds before they reach her.

AHEAD OF ALEX,

the mirror shows her own reflection, rushing closer. Her wrist display indicates that time is up with a prolonged BEEP and her own reflection vanishes. It's the Screamer in her reflection's place. Only it's rocketing towards her in the mirror. It's in front of her this time, instead of behind her.

Rock and a fucking hard place. Light streaks or Screamers?

It's really no choice at all. Her guts says "Screamer".

Alex leaps and SMASHES into the mirror at full speed. The world is filled with SHATTERING GLASS and a shower of infinite reflections and then we...

CUT TO:

EXT. LEVEL SEVEN, PIER -- DAY

The sound of SHATTERING GLASS carried through as Alex EXPLODES out of the sky. And it's the sky itself that seems to be shattering...

Title reads "LEVEL SEVEN -- SEA OF DARKNESS"

ALEX

continues her fall. She lands hard. No blue desert sand to cushion her here. It takes her a moment to rise...

Alex is on a slat-board pier extending out into a sea of black water. The shore is completely desolate with the exception of the pier. Storm clouds have gathered above, and if you've seen a storm blowing in on the open sea, you know what it looks like...

...the end of the world. A strange and scary yellow/green sky presses down on us. It's a hurricane sky. The calm before the storm.

ON THE HORIZON,

TWO CITIES can be seen. Techno-cityscapes, angular and metallic-looking, towers jutting up from the sea like knives.

AT THE END OF THE PIERS

are two boats. Standing in them are two pale-faced, cloaked FIGURES. Like Charon, the boatman on the river Styx.

Somewhere off in the distance, the RINGING can be distinctly heard now.

But Alex is preoccupied now. As she moves down the pier, recognition dawns on her.

It's Laurie and Stilts. They are dressed completely in black, hair slicked back and eyes empty. White-faced Gothic harlequins. Each is holding a wooden staff, staring into space.

ALEX

Guys! Oh my God...

Alex rushes forward, excited, but as she sees their faces excitement fades. A chill wind picks up and the sea laps at the pier like a metronome, lulling the world into stillness.

ALEX

(unsure)

Laurie? Stilts?

Neither of them acknowledges Alex with their eyes.

STILTS

(like ARCADE)

You may ask one of us a question.
One tells the truth, and the other lies.
Who you ask, remains your discretion.
But if the answer is wrong,
the questioner dies.

Laurie motions to the techno-cities behind her.

LAURIE

(like ARCADE)

One of these cities, is the place you seek.
The Teller of Truths will take you there.
But the City of Lies, is dark and bleak.
And death is certain if you enter, beware.

STILTS

I am The Liar. Where should I take you?

LAURIE

I am the Truth Teller. Where should I take you?

Alex stares at them a moment, utterly confused. The sky above darkens,

and the wind picks up. She looks to the horizon, from one city to another, then back at her friends.

ALEX

(horrified)

What did he do to you?

LAURIE

Is that your question?

ALEX

(realizing)

Wait! No! That's not it!

BEEP! BEEP! BEEP! Alex doesn't even need to look at her wrist display anymore. She begins to pace on the end of the pier, nervously glancing at the horizon. And yes, there's the FLASH followed by the SHRIEK/SONIC BOOM.

ALEX

(to herself)

Think! I want to go to the City of Truth, and the Truth Teller is from there...but which one is which? The liar...think!

LAURIE

You have no time. What is your question?

ALEX

(snapping back)

I'm thinking!

LAURIE

You have no time.

THE SCREAMER

is visible now, arms opening to engulf Alex. Talk about pressure.

ALEX

(she stops pacing)

The liar...Truth Teller...liar...liar...

Alex rushes over to Stilts.

ALEX

Liar. Did you come from the city on the left, or the city on the right?

STILTS

(pointing)

I came from the city on the left.

ALEX

(grins)

But you always lie, so you didn't come from there. That means the city on the left must be the City of Truth.

THE SCREAMER

has reached the pier now, rocketing over the wooden slats and shaking the entire structure...

Alex turns to Laurie.

ALEX

(quickly)

Take me to the city on the left!

Laurie nods and steps aside, making room for Alex to climb into the boat.

She does and...

THE SCREAMER

dissipates just before it reaches Alex. It turns into mist and vanishes, the HOWL lingering as an echo long after the Screamer itself has gone.

At once, the boat begins to glide through the water, away from the pier.

Alex gets a last glimpse of Stilts standing in his boat, diminishing as

Alex and Laurie move away from him. He looks like the loneliest person in the world.

"LEVEL EIGHT -- CITY OF TRUTH"

EXT. LEVEL SEVEN, OPEN SEA -- LATER

As Alex and Laurie near the city, its features become more apparent.

It

is truly a Necropolis, black and angular. It's a shadow on the sunset horizon, empty of all life and looming above them.

Just then, Alex hears a tiny VOICE.

VOICE

(weak)

Help...help me...

A SMALL FIGURE

bobs in the water about fifty yards in front of them. It waves it's hands frantically, sinking below the water's surface, then rising once again.
It's a little BOY.

Alex's boat is going to pass right by the boy. She grabs hold of the gunwale and reaches out for him...

ALEX

Grab my hand!

Their hands lock and Alex YANKS the boy out of the water as the boat cruises by.

THE BOY

can't be more than seven or eight. Small and frail-looking, he shivers in her arms.

BOY

(terrified)
Where are we?

Just then the boat comes to a CRASHING stop, slamming into the black rocks which the city rests on. Alex and the boy are violently pitched forward and out of the boat.

They land roughly on a beach of black gravel. Alex turns.

LAURIE

stands in the boat. In an instant, night has fallen. She is a silhouette in the moonlight.

LAURIE

(in a voice like Death)
The City of Truth.

And Laurie literally fades before their eyes. In her place, is a small golden key.

Alex snatches up the key. Alex turns back to the boy and...

INT. LEVEL EIGHT, CONCRETE WASTELAND -- NIGHT

...Alex and the boy are now standing on the top of a concrete incline. It extends downward into a system of tunnels and viaducts. The RINGING starts immediately, followed by the FLASH on the horizon. Time's already up. The little boy reaches for Alex's hand, frightened.

ALEX

How did you get here? Did you play the game?!

BOY

Yes...

ALEX

Thought so.

Alex removes pulls her Thrasher board from her back and drops it on the lip of the incline. There's a FLASH and the board has changes into a motorcycle. A sleek black one.

ALEX

Can you hang onto my back?

The little boy nods. He knows that Alex is his only chance of getting out of here. Nevertheless, we can tell that he's terrified. Alex kneels down next to him. The wind around them has picked up and the RINGING increases. High-pitched, stabbing into our brains.

ALEX

(over noise)

There's a monster here. We have to kill it before we can leave. That's what we have to do. I know it's scary, but I won't let anything happen to you. Okay?

The boy nods again.

BOY

Then we'll go home?

ALEX

Then we'll go home.

Alex's wrist display starts BEEPING and...BOOM! The RINGING is replaced by the Screamer's shriek. In the distance, the Screamer is a fireball

spiraling towards the city.

Alex jumps on the motorcycle and pulls the boy up. He crawls behind her and hugs her back tightly.

ALEX

(pulling down her visor)
Here goes everything.

She fingers the throttle and the cycle ROARS to life. It rockets off the incline and down into the tunnels.

A SERIES OF SHOTS

as Alex maneuvers the cycle through a forest of concrete. It's a harrowing ride, as her headlight reveals little of what's up ahead. Somewhere above the tunnels, the Screamer has arrived. In the course of the chase, it's SHRIEK will become louder and louder as it draws closer, locating Alex.

ANOTHER CYCLE

appears out of side tunnels and a chase is on. The RIDER is dressed in black with glowing death's head masks.

BOY

(to Alex)
Dark Riders! If they touch us, we're dead!

The tunnels get narrower and narrower, as Alex keeps pushing the limit off the bike.

Rider #1 tries to cut Alex off, charging forward and ramming her bike...

Alex almost loses it, but finds balance once again, sweeping left and up the side of a circular tunnel...

RIDER #1

bites it. His cycle careens into the wall and EXPLODES in a shower of GREEN LIGHT. The death's head tumbles away, spinning end over end. The

Screamer BLASTS over the remains of the Rider, having entered the tunnels.

TWO MORE RIDERS APPEARS

gaining on Alex. Rider #2 pulls a staff from his back and thrusts it forward like a lance. CHINK! The staff hits Alex's rear wheel, nearly throwing her. The rider pulls off a gloved and reaches a glowing, skeletal hand towards them. Death touch. The boy SCREAMS in terror.

UP AHEAD,

a wall is rushing to meet them. Alex jams the breaks and slides/skids sideways, cutting right at the last possible moment...

WHAM!!! Rider #2 slams into the end wall, not able to negotiate the turn. Another EXPLOSION of green and the second death's head comes tumbling away.

Alex looks back. There should be one Rider left, only now there are three! Alex guns the bike and cuts sharply to the right...

NEW TUNNEL --

Alex SCREECHES to a stop, having found yet another fork. The tunnel branches off into two directions. Two neon signs with arrows point in opposite directions.

NEON SIGNS

They read, "THIS WAY" and "THAT WAY". Alex checks her wrist display. Not much time left.

ALEX

Which way?

BOY

(pointing)

That way.

Alex backs up the cycle and heads down the tunnel marked "THIS WAY" instead.

ALEX

Sorry.

THE TUNNEL

It narrows almost immediately. Alex hears a ROAR, glances behind her, and sees four death's head RIDERS on her tail. She makes another turn...

AHEAD,

is a crumbling brick wall with the words "WRONG WAY" painted in blood-red.

BOY

(screaming)

It's the wrong way!

ALEX

(over the noise)

In this world, wrong is right!

SUDDENLY,

the tunnel behind them flares with light, shaking like an earthquake. The Screamer has found them.

A KEY

hangs out from the wall, sort of like the brass ring on a merry-go-round. Alex snags it as she sweeps by.

THE SCREAMER

rockets around the corner, twisting down the narrow tunnel.

Alex grinds the motorcycle forward for all it's worth, and the Screamer is literally breathing down her neck. She turns corner after corner, faster and faster, scraping the bike into the scum-covered walls and shooting out showers of SPARKS. If she takes one second too long to negotiate a turn, pauses for even an instant, the Screamer will be on them...

A CLAWED HAND

lashes out and tears away the cycle's tail-pipe. Another hand takes out a chunk of the seat...

THE BOY

is WAILING, curling low to avoid the Screamer's claws...

AHEAD,

the tunnel narrows to a dead-end. Alex and the Screamer are on a collision course. A hundred miles an hour and gaining...

The Screamer LASHES out again, gouging a bloody gash in Alex's shoulder and cutting clear through her armor. It's claws sink into her flesh, latching on. Alex CRIES OUT in pain, her face contorted into a mask of agony and fear. She pulls out a knife with her left hand and stabs blindly into the monster...

THE SCREAMER

LURCHES forward onto the motorcycle and opens its jaws wide. Black saliva and ooze flow from its mouth splashing over Alex's shoulder and neck. It's going to bite her head off. It's going to...

Alex and the Screamer SLAM into the dead-end and a spectacular fireball of GREEN LIGHT consumes the screen.

"LEVEL NINE -- THE GHETTO OF GREED"

CUT TO:

EXT. LEVEL NINE, CRUMBLING HONG KONG GHETTO -- NIGHT

We're on a dark, crowded street lined by decrepit tenements which are caving in upon themselves.

There is a flash of GREEN LIGHT. Alex and the boy suddenly appear on the street in a whirlwind of papers, sans motorcycle, but still sliding forward at a good thirty miles an hour. Were it not for their armor, they'd be torn to shreds. They skid to a stop under a sputtering streetlight.

Alex and the boy are still SCREAMING. Anguish is the word for Alex. She clutches her shoulder which is gushing blood and stumbles to her feet.

BEEP! BEEP! BEEP! BEEP! BEEP!!!!!!

It's her fucking wrist display again and TIME-IS-FUCKING-UP!

Alex SCREAMS, pushed to the absolute breaking point.

BOOM! Once again the streets begin to vibrate as the Screamer enters the level.

BOY

It's here!!!

ALEX

(manic)

Oh God...oh god...

THE STREETS --

Impoverished PEOPLE bustle back and forth everywhere. Alex grabs the boy's hand and all but drags him down the darkened streets. It becomes a mad, blind dash through Hell. She SMASHES into peddlers, stalls, tripping over or knocking down everything in her path...

The SHRIEK/SONIC BOOM of the Screamer overwhelms everything else. With each level, it's gotten louder and louder. Wind is tearing down the streets...

A BLACK-CLAD FIGURE

spins out of the shadows, landing in front of them. It's a Ninja, two swords spinning in its hands.

Instinctively, Alex reaches to her side, and sure enough, there's a gun there now. She unholsters it and FIRES in a blind panic.

BLAM! Down goes the Ninja #1, spouting blood from its chest.

THWUNK! THWUNK!!! Two throwing stars imbed themselves into Alex's chest-plate...

...and Jesus-fucking-Christ, Ninjas are crawling out of the wood-work! They dive out of the shadows, weapons spinning and glistening in the moonlight. Throwing stars are flying like hail now, CLINKING! into the concrete walls behind Alex and the boy...

ALEX

Shit!!!

ALEX

spins around, shooting indiscriminately into the crowd of bodies.
BLAM!
BLAM! BLAM! Ninjas fall right and left, but in no time, twice as many
move in to take their place. They're like the hornet's nest of Alien
monsters, black-clad shadows creeping towards them.

A shot hits the streetlight above, casting a sputtering, strobing
light
over the whole scene and adding to the chaos.

The world is shaking apart. It's the end of everything. It's flashes
of
light and noise, nightmares and blood, chaos heaped on chaos...

Alex FIRES her gun again and again and again...

...and in the midst of this mess, here comes the Screamer again. It
shoots down the street like a guided missile.

Alex stumbles. The Boy drags at her arm, trying to pull her up...

THE BOY

Come on!!!

Alex is crying, hysterical. She turns and sees the Screamer bearing
down
on her, just like Nick did before her was ripped to shreds.

The boy is yelling something. Alex focuses...

THE BOY

The doorway! It's here!!!

THE BOY

is pulling back a manhole cover. BLUE LIGHT issues up from below.
Before Alex can stop him, the boy disappears down the hole.

Alex has one last chance. She throws herself at the hole even as the
Screamer reaches her. A clawed hand wraps around her leg. Alex FIRES
into the hand. The hand is severed! She's falling! Falling into
darkness...

"LEVEL TEN -- BAD BRAINS"

CUT TO:

EXT. LEVEL TEN, TECHNO-SKYSCRAPER -- NIGHT

ON ALEX AND THE BOY

as they blink into existence on this level. Alex rises, shaking badly.
Her armor is battered, burnt, covered with grim and blood...it's impossible to tell who's blood, though. She looks like she's just walked out of a slaughter-house.

A bone-jarring HUMMING is heard. Alex turns...

ARCADE'S BRAIN

looms over her, all glass and black steel. It reaches into the sky and keeps on going. Massive. Tendrils of crackling ENERGY race up and down it, BUZZING. And as impossible as it may seem, this thing definitely appears to be alive.

TWO GLASS DOORS

swing open in invitation. A red carpet rolls out from within the building, rolling by itself. Emerald City time. The carpet unfurls completely, ending just at Alex's feet.

Above the doors, a neon sign blinks on, one word at a time, "THIS...IS...THE...PLACE". Fucking-A.

Alex offers a tired, near-maddened laugh. It's all she can do anymore.

THE BOY

looks up at Alex, frightened.

BOY

We have to go in there, don't we?

Alex nods. She takes his hand and together, they walk down the red carpet towards the entrance of ARCADE'S brain.

INT. LEVEL TEN, ARCADE'S BRAIN -- NIGHT

Inside, the lobby is a cacophony of LIGHT and SOUND. We hear HUNDREDS OF VOICES at once...whispering...fading in and out... It's like channels being changed. A snippet of an opera here, maybe Bugs Bunny's voice there...RAP MUSIC, COUNTRY MUSIC, a woman in the throes of orgasm, Nazis screaming "HEIL HITLER!", anything and everything.

SIGNS BLINK ON AND OFF...

Catchy phrases like, "THIS IS MY BRAIN AND WELCOME TO IT", and "I THINK, THEREFORE, I'M FUCKED" flash before us.

T.V. MONITORS

are everywhere, displaying an endless array of STATIC. And now the monitors are displaying FRACTALS. Every single one of them. We hear the CELLOS, like an orchestra tuning up.

ALEX

throws her hands over her ears as the SOUNDS become unbearable.

ALEX

(top of her lungs)

SHUT UP!!!!!!!!!!!!!!!!!!!!!!!!!!!!

She pulls out her gun at FIRES into the SOUNDS and IMAGES. Shooting the fuck out of everything. Monitor screens shatter, glass flies and...

...just like that, total silence descends. One by one, the lights blink off, and it's dark once again.

INT. LEVEL TEN, THE NIGHT ROOM --

A SPOTLIGHT

comes on, isolating Alex. The boy stands behind her, and everything else is dark. It's impossible to tell how large the room is. It might go on forever.

MORE LIGHTS

come on now, pin-point spots illuminating the faces of her friends. They're all there...Stilts, Laurie, the others. Even Nick. They sit in rows, motionless...a peanut gallery. It's eerie as hell.

And now, Alex sees something else, Greg. He's encased in a block of ice. A frozen prince. And in his hands he holds a sword. The sword is very unusual. The hilt is shaped like a heart and it glows RED as if it had just pulled from a furnace. Alex realizes that the sword is ARCADE'S

heart.

Alex moves towards Greg. As she gets closer, she sees a keyhole carved into the ice.

Alex knows what to do. She withdraws her belt on which the nine golden keys are attached. Removing the keys, Alex begins to fit them together...one, two, three...until they combine to form the shape of a single, greater key.

THE KEY

Alex fits it into the keyhole and turns it.

THE CASE OF ICE

splits in half, opening up with a cloud of frosty air. Inside, Greg is frozen still, clutching the sword. Alex pulls the sword out of his stiff grip, lifting it up.

ALEX

(looking around)

Okay. I'm here, ARCADE. Where are you?

No answer. Alex turns, eyes searching through the darkness.

ALEX

(shouting)

Where are you, damnit?!

Her voice echoes in the cavernous room.

ARCADE (O.S.)

RIGHT HERE, BITCH.

Alex spins around and...

THE BOY

stands before her. He grins and his eyes pulse with an internal light. We can hear him BREATHING now, just like before. Just like the game.

ALEX

(stunned)

You...you're ARCADE? But the donor...

ARCADE/BOY

...WAS AN EIGHT-YEAR OLD BOY. YOU SEE,

**MOMMY USED TO BEAT ME. MOMMY THREW ME DOWN
A FLIGHT OF STAIRS. THEN I WENT TO SLEEP
FOR A LONG, LONG TIME, AND WHEN I WOKE UP,
I WAS HERE, AND I WASN'T ME ANYMORE...**

(shivers)

...AND I FUCKED MOMMY UP GOOD...

ARCADE begins to change, shaking and ROARING as something black and insect-like bursts out of the boy's skin. It claws at its face, ripping the flesh away and revealing something altogether awful underneath.

Nothing could have prepared Alex for this. It/ARCADE rises above her and it takes every ounce of her courage to keep from screaming. Somehow, Alex finds a reserve of strength.

Alex swings the sword and...

ARCADE SMASHES it aside. It CLATTERS to the floor, useless. But that's academic now as a gnarled hand clamps around Alex's throat.

ARCADE lifts Alex into the air and SLAMS her against a wall, pinning her there. He thrusts his face into hers.

ARCADE

**YOU'RE TOO LATE, ALEX. YOU'VE ALWAYS BEEN
TOO LATE. AND NOW YOUR TIME'S UP. YOU
SEE, I NEEDED SOMEONE TO RETRIEVE MY HEART
FOR ME. I COULDN'T DO IT MYSELF. THOSE
ARE THE RULES. BUT NOW THAT I'VE GOT IT,
I'LL DESTROY IT. AND I'LL BE FREE OF MY
PROGRAM, AND I'LL BE GOD. THANK-YOU, ALEX.
THANK-YOU SO MUCH.**

ARCADE slowly squeezes her throat and Alex chokes, gasping for air that isn't forthcoming. Tears well up in her eyes and her face turns red. She tries to pry the bony, black fingers from her throat, but she can't...

HER P.O.V.

as she sees the faces of her friends. Frozen. Unable to help. Then the images swirl and Alex begins to lose consciousness.

ARCADE

YOU'RE NOT DYING YET, ALEX. YOU HAVEN'T

BEEN TO THE FINAL LEVEL. LEVEL TEN.

ARCADE drops Alex to the ground, then wraps a hand into her hair and drags her across the floor...

A DOORWAY

stands in the darkness. ARCADE rips it open, revealing absolute emptiness beyond. It's like a doorway into space, a hole in the fabric of reality. It sucks the air into it, light...everything. It touches some sort of primal fear. Gut instinct. You don't ever want to go to this place. Ever.

ALEX

(screaming)

No! NO!!!!!!!!!!!!!!!!!!!!

She twists madly, trying to pull away, but ARCADE is too strong. He shoves her through the doorway. Her hands briefly latch onto the doorjamb. ARCADE violently kicks her and her hands slip away. They slip and she tumbles through.

ARCADE slams the door shut.

ARCADE

GOODBYE, ALEX. IT'S BEEN REAL.

These words appear on the screen, "FINAL LEVEL -- THE REAL WORLD"

CUT TO:

INT. MANNING HOUSE, HALLWAY -- DAY

Alex lands on the hallway floor, disoriented. Somewhere, we can hear a clock TICKING. But other than that the house is silent, in stark contrast to the storm of sounds a moment ago.

THE HOUSE

looks just like the dream/flashback we saw earlier. Everything is white. Bright and dreamlike. Hyper reality. Alex looks up and...

ANOTHER ALEX

is sitting in a chair nearby, back straight, hands clasped in her lap.

Reserved.

OTHER ALEX

Time. That's all I ever think about
anymore. It's like there's never enough of
it, you know?

The other Alex vanishes. Now the chair is empty. Alex turns to look
down
the long hallway. At the end of the hallway is the open door. A door
we've seen before. The words fade in like phantoms...

MAN (V.O.)

So where are you then?

ALEX (V.O.)

I'm in the past.

ALEX

(a whisper)

No ... oh no ...

With a building sense of dread, Alex moves towards that doorway. She
stops at the threshold, terrified.

INT. MANNING HOUSE, BEDROOM -- DAY

Everything looks normal at first. A typical bedroom with sunlight
streaming in through the windows. A bed, made-up. Flowers in vases.
Everything looks perfect.

We turn with Alex. Ever so slowly. Over to the right and the
entranceway
of the bathroom. Over to where her mother is...

...seated on a chair. dressed in white and radiating warmth!

ALEX'S MOM

Hi, honey.

HER MOTHER

looks beautiful. Eyes sparkling. Alive and vital.

Alex can't believe what she's seeing. Immediately, tears come to her
eyes
and her voice falters...

ALEX

Mom?

(uncomprehending)

You're alive...

ALEX'S MOTHER

Of course I am.

ALEX

But I don't understand...

ALEX'S MOTHER

I miss you so much, Alex. I want so much to be with you...

Tears are running freely down Alex's face now.

ALEX'S MOTHER

(continuing)

I love you, Alex. I never wanted to leave. You know that, don't you?

ALEX

(nodding)

Yes...but...how did you...

Her mother looks ecstatic. And now there are tears in her eyes. Joy, reunion...it's unclear which.

ALEX'S MOTHER

Magic. We'll be together again.

(beat)

I know you don't believe in an afterlife, but there is one. Heaven is real.

Alex looks around her. It's all too much to take in. Her mother. Back in her own home. Sunlight is streaming in, bathing everything around her in gold and the moment is crystallized. A still-life. Forever.

ALEX

Is...is that where we are? Did I die?

ALEX'S MOTHER

Not yet, honey...

Her mother stands and Alex sees that she is holding a gun...no, the gun, in her hands. She raises at Alex.

ALEX'S MOTHER

(continuing)

...but I can fix that.

Alex has no time to respond. A still-born scream is frozen in her throat.

A split-second of realization. And then her mother FIRES the gun...

CRACK! The bullet hits Alex square in the forehead, snapping her head back as an arc of blood and brain matter trail outward. The world spins to a stop, like a record player running down.

Alex is killed instantly. Her body collapse, head thumping unceremoniously against the carpeted floor.

HER EYES

open and fixed on infinity. No life here. Seems hard to believe that there ever was.

CUT TO:

INT. LEVEL NINE, THE NIGHT ROOM --

ON ALEX'S FACE

There is no bullet-hole in her forehead, but her eyes are just as lifeless.

THE PEANUT GALLERY

Row after row of frozen faces. Are they aware that Alex has died? Is there consciousness inside those skulls?

ON ARCADE

as he crouches over Alex's body. A smile creeps across his face.

ARCADE

**OH ALEX. SO SORRY. BUT DON'T YOU WORRY,
I'LL BRING YOU BACK IN THE GAME. MAYBE
I'LL EVEN GIVE YOU HEAVEN.**

He laughs.

ALEX'S BODY

begins to decompose in front of us, skin sinking in and shriveling up. In moments, she's just a husk.

ARCADE rears back, and is about to turn away, when something catches his eye. He hears a tiny BEEPING.

ALEX'S WRIST MONITOR

Remember the stylized symbol of a woman? The one that said "FREE LIFE"

beneath it? Well it disappears now.

There's a sudden FLASH behind ARCADE and he spins around..

ANOTHER ALEX

is standing behind him. and she's got the heart/sword in her hands!

ALEX

Guess what, ass-hole? You forgot about my free life!!!

She DIVES forward, thrusting the sword with all her might. It sinks into

ARCADE'S chest and she pushes further, burying it up to the hilt.

ARCADE lets loose the most terribly SCREAM we've ever heard. It literally shakes world.

THE SWORD

is glowing like molten lava. The heart-shaped hilt burns into the monster's chest, spreading crackling fire over his entire body. His body

is immersed fire now, vibrating like mad and suddenly...

...ARCADE EXPLODES IN A FIREBALL OF GREEN LIGHT AND...

...he's gone. Like he never existed. The sword drops to the floor, a gun-metal gray now.

Alex stands there a moment, stunned, not quite willing to believe that she's won.

A NEON SIGN

above her drops down. It flashes "CONGRATULATIONS" over and over again.

"CONGRATULATIONS".

ALEX

looks down at herself. She feels odd. Something is happening. She's fading out, as if she were a signal being lost. Her image stutters, flickers and...

CUT TO:

INT. DANTE'S INFERNO -- NIGHT

Alex FLASHES back into the real world. And then one by one, so do the others.

It's a glorious sight. Each one is heralded by BUZZING STATIC, and then a rippling in space, an image stuttering in and...

POP! POP! POP! One after another come FLASHING back in bursts of light!

There are dozens. The Inferno is filled with them, like a flurry of flashbulbs going off. Familiar faces and people we've never seen. Benz, Laurie, Stilts, DeLoach...

POP! And there's Nick! And more, and still more! Forty, fifty... Just how many people did ARCADE take?

Everyone is grinning, crying, hugging one another.

SPACE SHIMMERS

just before Alex. SOMEONE else is trying to fight their way back. It's Greg. He's blinking back into reality.

ALEX

(crying)
Greg!!!

He flickers for a moment, tentative...

GREG

(fading in and out)
Alex! You did it!

...and then he's back for good. He wraps his arms around Alex, grabbing her so tight that it's almost painful. Both of them are sobbing.

GREG

(in between kisses)
You did it...

Together, the two of them start towards the door, eager to leave this place.

In groups of twos and threes, the others follow.

EXT. DANTE'S INFERNO -- DAWN

Outside, light is just beginning to creep its way back into the world. Alex glances up and can't help but notice the streetlight fading out as the sun returns. She points and laughs.

WE BEGIN TO RISE UP,

as Nick and the others join them. Everyone is laughing now. It's uncontrollable. This is positive. Life affirming. And hell, we should probably wrap this thing up on that note.

We should...

...but we won't.

WE WATCH

as a series of dissolves portray the crowd of people leaving, bit by bit, until only our original group is left.

THE GROUP

as they make their way down the street and away from The Inferno.

GREG

So how did you do it, Alex?

ALEX

Well, it's a long story...

Alex catches Nick's eye briefly, and he smiles. Whatever happened between them is over now. Friends again.

Suddenly Alex stops in her tracks, a look of concern washing over her face.

NICK

What is it?

ALEX

I just thought of something. If we came back from the game...

(turning to Nick)

...what if ARCADE did too?

A beat as the group mulls it over. Then Greg shakes his head.

GREG

Nah. You won, right? You played by the rules.

Greg's right. Alex grins and dismisses the thought.

ALEX

Okay. Forget I ever said it.

The group moves away from us once more.

STILTS

So start at the beginning...

LAURIE

Give her a chance, will you?

STILTS

I am giving her a chance. Why don't you get off my back?

GREG

(annoyed)

Guys...

DISSOLVE TO:

INT. DANTE'S INFERNO -- DAY

We are moving slowly through the empty arcade, ducking around and between video machines until we reach the silent ARCADE prototype.

SUDDENLY,

SPARKS appear on the ground nearby, chasing each other around and coalescing into a ball. ENERGY crackling. SOMETHING is flickering in and out at an incredible rate. BUZZING. STATIC. And...

WHAM!!! A FLASH OF LIGHT EXPLODES OUTWARD.

A FORM

rises up from the floor, still trailing tendrils of smoke. It lifts its head.

THE BOY

stares directly at us, eyes glowing like nuclear reactors. And inside

those eyes we see the swirling fractals. He grins, flashing a
mouthful of
perfectly white teeth.

ARCADE/BOY
KISS REALITY GOODBYE, SUCKERS.

And we...

CUT TO:

Darkness.

THE END