

MEN IN BLACK 3

Written by

Etan Cohen & Lowell Cunningham

CLOSE ON A PAIR OF MIRROR AVIATOR SUNGLASSES

Standard issue throughout the south to abusive, racist
prison guards.

Widen to reveal that, indeed, these glasses are on the
sneering face of just such a man.
We follow the guard

DOWN A DINGY PRISON HALLWAY

Paint peeling off the rusty bars. Somewhere, someone is
playing harmonica. Prisoners yell complaints as he passes.
He meets them all with--

GUARD

Shut up, convict! Get yer hands
off the bars!

The guard passes through several levels of security doors,
deeper and deeper into the more secure bowels of the prison

--

home of the scum of the scum.
Meanwhile...

PRISON VISITING ROOM

The lazy-ass guards in charge of screening visitors read
magazines, watch TV. Footsteps -- someone's here. Which
pisses them off, because that means they actually have to do
their jobs.

The unseen visitor buzzes for help. They take their time
getting off their asses. When they finally look up, their
gaze becomes a leer. Follow it to:

DEVIL GIRL, the visitor. Too tall, too muscled, but hot if
you're into that kind of thing -- an R. Crumb drawing come

to

life.

She holds a CAKE -- the cutest, perfectly-frosted pink cake right off the cover of the Betty Crocker cookbook.

GUARD 2

Lookie here. Yaz's visitor. I guess even a turd gets flies to land on it.

GUARD 3

Me, I like a big girl.

2.

They smirk, hoping for a reaction. Devil girl emits a low, sinister growl like an angry Doberman... The guards look at each other and GET DOWN TO BUSINESS:

GUARD 2

I.D., visitation papers.

BACK DOWN THE HALLWAY WITH THE GUARD

He reaches the end of the hallway. The biggest, most absurdly-reinforced double security door. He punches in a code.

The giant door retracts -- its immense weight has it squeaking and groaning the whole way. Whoever's behind this thing must've done something REAL bad.

WITH DEVIL GIRL

Going through the metal detectors, waved over with security wands. The guards are being thorough. Maybe more thorough than they need to be. They check everything -- even the cake. The digital readout tells them NO METAL DETECTED.

GUARD 3

She's clean. Well, not CLEAN, but you know.

They laugh, buzz her through.

WITH THE GUARD

The giant door finally opens, he continues to the end of the hallway. Stops in front of a cell. Yells in:

GUARD

Hey, Yaz! You got a visitor.

Let's go, pretty boy.

VISITING ROOM

Spare. Just a table and chairs in the middle -- poured concrete. Nothing a convict could, say, smash into the face of a guard.

looks

The perimeter of the room is lined with armed guards -- like they're not taking chances.

3.

At the lone table -- Devil Girl waits with her cake. She hears the door open -- her face lights up as IN STEPS HER

BELOVED --

YAZ, an evil hippie/biker badass right out of Easy Rider. A huge mane of hair, a big handlebar moustache that frames a grubby unshaven face...

the

Everything about him seems strangely independently alive -- every strand of hair, every fringe on his dirty jacket --

way Elvis was in his prime.

He wears a distinctive SKULL PINKIE RING. A smirk plays on his mouth that says -- I'm smarter than you, asshole.

The guards escort Yaz, who can barely walk in his CHAINS and MANACLES. They dump him into one of the chairs. Devil Girl jumps up, they lock in a kiss -- it goes on too long.

A guard pokes them with his billy club --

GUARD 2

This ain't a conjugal visit.
quit yer conjugating.

YAZ

When's the last time you conjugated anything?

DEVIL GIRL

I brought you a cake.

YAZ

Thanks, darling.

(TO GUARDS)

Hey could you cut this up for us?
It's our anniversary. I'm romantic
like that.

A guard picks up the cake. Smirks and takes a dirty three-
fingered scoop of frosting.

GUARD 2

(MOUTH FULL)

Not great. She must be good at
somethin' else.

They all LAUGH. He goes back for another scoop.

YAZ

I wouldn't do that.

GUARD 2

Why's that, convict?

4.

GUARD POV:

Where he scraped away the frosting, REVEAL A HORRIBLE ALIEN

MOUTH

GUARD 2 (CONT'D)

WHAT TH--

But in a flash, the mouth SPRINGS OUT -- IT BELONGS TO A
VORACIOUS ALIEN -- another springs out behind it -- they
consume the guard's entire face.

YAZ

That's why.

The aliens jump into Yaz's hands like a matching pair of
grotesque ORGANIC SIDEARMS -- as vicious and bloodthirsty as
their master, snarling and hungry for blood.

The guards draw their weapons, but YAZ IS FASTER.-- he
launches his aliens, taking them all out.

Yaz "holsters" the aliens and...

THE PRISON BREAK IS ON!!

One guard, badly wounded, crawls to SOUND THE ALARM

In the reflection of a pair of blood-spattered aviator glasses -- Devil Girl puts the guard down with his own weapon.
She uses one of the cake-aliens like a saw to get Yaz out of his chains.

YAZ

There's nothing sexier than a girl killing for me.

She runs a hand over his bicep.

DEVIL GIRL

You got so strong in prison.

Yaz notices the almost-dead guard:

YAZ

I'm not just a man of brute force, you know. I prefer to be known for my rapier wit--
His tongue SHOOTS OUT OF HIS MOUTH -- like a rapier -- impaling the guard--

5.

YAZ (CONT'D)

--and tongue.
The tongue retracts -- he and Devil Girl KISS.
They collect weapons off the guards and use the aliens to
open the door.

saw

YAZ AND DEVIL GIRL ESCAPE

Prisoners go nuts, guards scramble -- smoke, screaming, chaos.

Yaz and Devil Girl, armed with weapons they took off the

dead

guards, BLAST THEIR WAY OUT.

He's a sociopathic badass... and she's no slouch either.

Along the way, Yaz shoots the door off the armory and grabs an armload of weapons -- Shotguns, pistols, and a Rocket-Propelled grenade (RPG).

He uses and discards them as he goes.

They head for the front gate and FREEDOM...

But..

They turn the corner and find 50 GUARDS in FULL RIOT GEAR -- Plexiglass shields, helmets, shotguns -- all aimed at Yaz. All Yaz has left is his RPG.

GUARD ON MEGAPHONE

Give it up, Yaz! There's no way out!

A beat of stand-off -- Yaz and Devil girl facing off against the 50 Guards... No one blinking...

Prisoners. watching... what's gonna go down?

GUARD

You can't win. You've only got one shot in there!

Yaz lets the tension linger -- he seems to enjoy it. The guards SWELTER in their heavy riot gear.

YAZ

You look hot. Mind if I open a window?

6.

The guards share a look - huh?? Yaz grins, turns his RPG towards the wall behind the guards. The guards' faces go

WIDE WITH TERROR.

GUARD

Hey! Whoa! What are you doing? Don't do that!

SLAM!

Yaz blasts a hole in the wall -- the guards are IMMEDIATELY SUCKED OUT like from a hole blown in an airplane.

What the...?

Yaz steps through the hole.

ON YAZ

As he and Devil girl step through the hole, take a deep, satisfied breath of FREEDOM.

Reveal we are on...

THE SURFACE OF THE MOON

The signage on the prison reads INTERGALACTIC DEPARTMENT OF

CORRECTIONS, LUNAR DIVISION

Yaz looks up at the BLUE MARBLE OF EARTH, smiles.
As Yaz fixes his gaze on our planet, his hair, his fringes
INDEPENDENTLY ARTICULATE YAZ'S MALEVOLENT EMOTIONS... they
also seem drawn here. Like bees, they express a collective
intelligence.

YAZ

I'm coming for you...

Following Yaz's gaze to the Earth, we launch into...

CREDITS

MiB credits fly us through the Galaxy.
Ending on a PARTICULARLY INHOSPITABLE LOOKING PLANET
As it revolves, we observe its strange craters and surface,
where steaming fissures belch geysers of noxious gases...

7

KAY'S VOICE (V.0.)

When you really think about it, the
universe is a pretty awful place.
Full of danger, brutality, and ten
million kinds of scum. So the
trick is to find one or two things
that make life in this cesspool
worth living.
And reveal we are actually looking at...

PEKING DUCK

Rotating on a spit.
JAY and KAY watch this awful duck rotate.

JAY

That? That nasty, greasy thing
makes your life worth living?
There's people eating here, younger
than that duck.

KAY

I was talking about the noodles.

Best noodles in town.
And we are in

INT. CHINESE RESTAURANT - CHINATOWN, NYC - NIGHT

Tanks everywhere filled with strange fish. An eclectic NY crowd eats -- Wall Street guys, hipsters, a Chinese family

or

two, a couple of NYU professor types who love the "authenticity" of this place.

KAY flashes a badge to the OWNER, Chinese.

KAY

Good evening, Mr. Wu.

MR. WU

(heavily accented, barely

INTELLIGIBLE)

Kay, Jay... So happy see you... Mr. Wu get you regular table...

KAY

Not so fast, Wu. We'd like to take a look in the tanks.

8

MR. WU

Yes, you see, very fresh.

JAY

The tanks in the back, Wu.

MR. WU

Oh... so sorry... please no English, you come back later...

JAY

Hey, save the chop socky bullshit for the locals, Wu. We need to see the kitchen.

MR. WU

(PERFECT ENGLISH)

Why are you busting my balls, Jay?

KAY (O.S.)

Jay, take a look at this.
Wu protests, Jay blows by him.

THE KITCHEN

KAY

So this is what you're passing off
as tuna?
Reveal a giant tank holding a HUGE ALIEN FISH.

JAY

Wow, I didn't think there was
anything uglier than a catfish.
Jay taps on the glass -- the fish SNARLS, making Jay JUMP.

KAY

Ugly AND a clear violation of
Health ordinance 32, selling

UNLICENSED EXTRATERRESTRIAL

foodstuffs.

MR. WU

That's an earth fish. Very
traditional from China. You arrest
me, that's hate crime.
They turn their stares on him.

9.

KAY

I guess it would be.
(grabbing Wu's apron)
If you were Chinese!
Reveal -- from the waist down, Wu has the BODY OF A SLUG.

MR. WU

C'mon, I got larvae to feed. And
earth fish is so expensive. This

is the only way I could stay
afloat.

JAY

Look, Wu. You can serve it to
your... out of town guests, but
locals get earth fish. REAL earth
fish. The kind that doesn't jump
out of their stomach and get
everyone asking a lot of annoying
questions. Like, "Why is my lunch
eating Daddy?" You got it?
(back to the fish)
DAMN, that's ugly.

MR. WU

Yeah, yeah, thanks guys.

KAY

Aren't you forgetting something?

INT. CHINESE RESTAURANT - CONTINUOUS

Wu walks them to a table, seats them.

MR. WU

(for benefit of customers)
Allow me most honorable benefit of
get you noodles.

(FOR GUYS)

Be right back, guys.
Wu walks off. Jay CLOCKS the other diners.

JAY

Something about this strike you as
weird?

KAY

Yeah, look -- clean fork.

10.

JAY

Look at table two over there. They haven't ordered a thing. When's the last time Wu let someone sit at a table without ordering? And table five over there just drank his third cup of duck sauce. Now Kay's radar is up --

KAY

Come to think of it... Why is Wu getting our noodles... outside?

JAY

Because it's about to go down. Wu, at the door, closes the blinds. He catches them looking.

MR. WU

Sorry, guys.

Wu leaves, quickly pulling the door behind, him. The guys reach for their weapons.

And IT GOES DOWN --

It's a SET-UP, and everyone in the restaurant is in on it -- The hipsters, the families, the wall street guys -- all draw various forms of ALIEN WEAPONS and ATTACK

It's like a close-quarters Mafia hit -- everyone pumping truckloads of ordnance at each other. Close hand-to-hand combat. Someone wants Jay and Kay dead and they're not taking any chances.

Right ahead of the onslaught, JAY GIVES KAY A HAND SIGNAL -- He nods, and they dive in opposite directions, SAVING

THEMSELVES FROM GETTING HIT.

But not for long...

An explosive lands between them --

Kay gets BLOWN OUT THE FRONT WINDOW, rolls to a stop in the middle of the

DESERTED STREET

Silhouetted at the top of the block -- a biker on a motorcycle. As he pulls into the light -- YAZI

11.

Kay's eyes go wide with recognition. Yaz grins a murderous grin...

YAZ

Some things are worth waiting for.

KAY

Then come get it, you worthless

PIECE OF--

Yaz guns the engine and BEARS DOWN ON KAY.

INSIDE WITH JAY

Getting the worst of it.

A messy battle THROUGH THE KITCHEN.

The Giant fish's tank gets shot -- the FISH IS FREE! And he goes RIGHT AFTER JAY!

JAY

You probably took that whole
catfish thing the wrong way --

The fish SNARLS AFTER HIM -- lunges and BITES!

JAY (CONT'D)

I was jealous, you know? Because
you're so pretty!

Jay BATTLES THE FISH-- throwing pots and pans in its mouth,
squirting hot sauce -- working like a lion tamer to keep it

AT BAY--

JAY (CONT'D)

Kay! KAY!!! Little help! Little
help!

OUTSIDE WITH KAY

Yaz getting closer. He pulls out a CANNON of a gun, fires
into the air.

YAZ

This time you don't have your
friends to tell you what happens
next.

KAY

Oh, I know what happens next.

12.

Kay draws his EQUALLY BADASS-LOOKING WEAPON --

KAY (CONT'D)

I've been waiting forty years for
another shot at you, scum.
Kay takes aim and... CLICK! Empty.

GUN (V.0.)

Your weapon is empty! Please
recharge!

KAY

Damn!

GUN (V.0.)

Sorry you're having trouble! If
you survive this encounter, please
call customer service at--
Kay throws the gun at Yaz.
Yaz laughs. Gets Kay in his sights.

YAZ

All I wanted was justice, Kay.
Justice for my brothers. But you
had to meddle, didn't you?

KAY

They deserved what they got.

YAZ

Why don't you say that to their
faces when you see them...
Puts the barrel in Kay's face and BOOM!!!
Yaz goes up in a GIANT EXPLOSION!!
Reveal Jay, just fired the shot.

of Jay looks like total hell, beaten up, covered with 8 kinds
slime and alien guts.
He stumbles over to Kay, who in contrast looks perfectly
pressed.

JAY

So I was thinking about making a
chart for each time I save your
ass. And when I do it ten times,
you buy me lunch.

13.

Kay lets out a long, weary sigh.

KAY

Will you settle for a drink?

INT. DESTROYED CHINESE RESTAURANT

Kay reaches behind the counter for a couple of beers. Jay is on his phone.

JAY

(INTO PHONE)

We're gonna need a cleanup on the corner of Canal and Mott. And bring a net. Biggest one you've got.

Canal. Follow Jay's gaze -- the giant fish flops its way down

Jay and Kay back in their booth, Jay grabs a couple noodles off another table and starts eating. Through the scene, various MiB clean-up crew people work the crime scene.

JAY (CONT'D)

(MOUTH FULL)

Why aren't you eating?

(GETS NOTHING)

So what the hell was that guy?
Kay's quiet. Ominously quiet. Weighing his words:

KAY

Yaz. Put him away a long time ago.
Biggest mistake I ever made.

JAY

Why? Was he the wrong guy?

KAY

No. Should've killed him.

JAY

Yeah, well, don't worry, I think I took care of him.

KAY

That was too easy.

JAY

I make it look easy. That's the problem with being my partner.

(MORE)

14.

JAY (CONTD)

You get used to my game. It's what Dr. Phil would call taking for granted.

KAY

You don't get it, hoss. This guy is different. Worse than anyone. He tried to blow up the Earth but I stopped him. He developed a dislike for me and for certain behaviors of mine, such as being alive.

JAY

C'mon, you know better {than anyone. What does an MiB agent call it when 12 alien species try to kill him? Tuesday.
Jay laughs at his own joke. Kay just stares.

KAY

Maybe.
(calling off to cleanup

GUYS)

Make sure you get all of him, I mean it! He's an assembler!

CLEANUP GUY

Yes, sir, Agent Kay.

JAY

Seriously, man, those noodles'll
kill you before he does. I got
your back.

KAY

I know you do.
Stares at his noodles a while, like there's answers in
there:

KAY (CONT'D)

I used to play a game with my
daddy. What would you want for
your last meal. Could do worse
than this.

JAY

Oh, yeah? I used to play a game
with my dad, too. Called catch.
I'd throw the ball, and then it'd
hit the house `cause he WASN'T

THERE.

15.

KAY

Do me a favor, don't badmouth your
old man.

JAY

Hard to badmouth someone you don't
know.

(CHECKS HIMSELF)

Alright, forget it. The past is
the past. And right now we have
something much more important to
talk about. Bowling Night.

KAY

I'm tired.

JAY

Tired? What -- you afraid I'm gonna take that MVP trophy away from you?

KAY

Petrified. See you later.
Kay takes a few tired steps and turns back --

KAY (CONT'D)

And slick? Watch yourself. A guy like Yaz can come after you when you least expect it. Anywhere, anytime.

Jay watches Kay walk away. Looks like he's carrying a heavy load. Turns his attention to the clean up crew:

KAY (CONT'D)

What part of clean up everything don't you understand? There's a spleen on that car!

CLEANUP GUY

On it, sir.

DARK ALLEY

A glow of a cigarette illuminates the face of... Devil Girl! She reaches down. We see -- a finger with the distinctive Skull, inching its way along the road.

DEVIL GIRL

You okay, baby? Momma's got you now.

16.

MIB HQ - LATER THAT NIGHT

Jay at his desk -- papers and folders everywhere --
SEARCHING

FOR SOMETHING.

We see what he's looking through -- KAY'S OLD CASE FILES.

JAY

Yaz... Yaz... Yaz... Where are you,

Yaz...?
And he FINDS IT!

JAY (CONT'D)

Here we go...
Jay opens the YAZ INCIDENT REPORT

INSIDE:

- Pictures of Yaz
- A type-written report telling us YAZ APPREHENDED BY AGENT

KAY... JULY 16, 1969

- Farther down on the page, a CASUALTY REPORT: ONE

CASUALTY... HUMAN DEAD AT THE SCENE...

ZED (O.S.)

Ready to bring the pain?
Reveal Zed in his ridiculous bowling outfit.

BOWLING ALLEY - LATER THAT NIGHT

A sign says: CLOSED FOR LEAGUE NIGHT
We follow a couple normal-looking BOWLERS into

INT. BOWLING ALLEY

become
Safely inside, the Bowlers remove their heads -- which
their bowling balls.
It's the LEAGUE CHAMPIONSHIP GAME -- ALIENS VS. MIB AGENTS
MiB agents and aliens say hi, exchange trash-talk.
We see shots of games in progress:
An alien rolls a ball -- when it gets to the end of the
lane,
it sticks out arms, taking down all the pins.

17.

The aliens cheer, slap tentacles, clink beers and swallow them whole. A many-armed alien re-sets the pins. A giant alien with perfect dainty form approaches the foul line... and -- gutter ball! He gets mad and shoots the pins with his laser-eyes.
We end up with JAY AND THE MIB TEAM, NOT BOWLING BECAUSE

THEY'RE WAITING FOR KAY --

Zed paces, wearing way too much bowling regalia.

ZED

Where's Kay? We either roll or forfeit -- and I didn't put this on to forfeit!

JAY

Alright, Bowling Robot, do what we built you for.

Reveal an incredibly high-tech robot wearing one of those white trash T-shirts that reads "10 reasons why Bowling is better than Women."

ROBOT

(ROBOT VOICE)

This is my time to shine.

Robot fires a ball directly down into the floor. An awkward beat as we hear the ball puncture four floors. Then a car alarm.

ROBOT (CONT'D)

There goes my perfect game.

(ROBOT LAUGH)

Ha ha ha.

JAY

Guess it's on me.

Jay rolls -- perfect spin -- Jay watches, willing it towards the pins -- which SCRAMBLE OUT OF THE WAY! But Jay's roll is too good -- it spins from fleeing pin to fleeing pin -- a

STRIKE!

Jay and his teammates triumphant! The frame of a lifetime! Jay looks around --

JAY (CONT'D)

Of course -- the one time Kay isn't here...

MIB HQ - TUNNEL VENT ROOM

Jay enters -- looks a little worse for wear, like somebody who did some celebrating last night.

We see why -- when he hoists his GIANT, RIDICULOUS MIB

BOWLING TROPHY.

JAY

Check it out--

The trophy raises a triumphant fist -- we realize it is in fact AN ALIEN.

TROPHY

We're number one! In your face!

Suck it!

JAY

Look who's league MVP.

GUARD

Big surprise, you win every year.

That's weird...

JAY

I... huh?

MIB HQ - HEADQUARTERS

Jay, in a good mood, flaunts his trophy to everyone in the office. The trophy continues its stream of obnoxious trash talk.

JAY

Where are you, Kay? I think you want to see this. It's the bowling MVP trophy with MY name on it.

Jay works his way to his desk.

Kay's already at his own adjacent desk -- bent over his

work,

his back to Jay.

JAY (CONT'D)

Maybe you want to think twice next time you ditch me.

Kay, absorbed in work, doesn't answer.

JAY (CONT'D)

Kay?

19.

KAY (O.S.)

(back still to camera)
Yeah?

JAY

Yeah, I just wanted to show you
this so I could say--

(SEEING HIM)

Who the hell are YOU???
Reveal -- CLINT EASTWOOD
I'm agent Kay.

JAY

You new around here?

" KAY"

(LAUGHS)

Good one, partner.

JAY

Yeah, okay, but I need the other
Kay. You know, craggy old white
guy... well, DIFFERENT craggy old
white guy.
I got you something.
He hands over a "World's Best Partner" mug --

"KAY" (CONT'D)

Have I told you today how much I
appreciate working together?

JAY

What the HELL is going on here?
Why are you pretending to be Kay?

" KAY FR

You seem upset. Let's go get some
coffee and talk about our feelings.

JAY

How about instead, you go find me
THIS guy?
Jay opens the YAZ file and pulls out a picture of KAY. But

now, splashed across Kay's photo, the words:

KILLED IN ACTION -- JULY 16, 1969

20.

Jay stares at the photo --- in it, we notice Kay is NOW

WEARING A STRANGE MEDALLION

JAY (CONT'D)

Killed? In 1969?

Jay grabs the YAZ FILE -- the one he looked through last night -- but now everything is different.

We see -- the incident report stating ONE CASUALTY - AGENT

KAY, DEAD AT SCENE...

Jay can't believe it, he keeps reading...

Snatches of the typewritten incident report
The casualty report

ONE CASUALTY... AGENT KAY, DEAD AT SCENE...

A photo of Kay WEARING A STRANGE MEDALLION.
Jay stares, struck by this --

JAY (CONT'D)

Kay's dead? How? Why?

The Men in Black Computer/Big Board sounds the alarm!

COMPUTER (V.0.)

Attention. Inbound missiles
entering solar system! Inbound
missiles entering solar system!
Zed enters, chuckling at the warning:

ZED

Well, must be a Tuesday. Okay,
computer [twins]. Give me a
trajectory and an ETA on those
puppies.

COMPUTER (V.0.)

Running impact simulator...
Everyone watches as we see an animated simulation: the
missiles smash into EARTH...

COMPUTER (V.0.) (CONT'D)

Catastrophic Earth impact imminent.

21.

ZED

Damn. Welp, looks like we're all done for. Sorry, kid, it's been a good ride.

A GENERAL FREAK-OUT ENSUES

Jay remains calm:

JAY

Whoa, what's everyone freaking out about? We had one of these last week.

"Kay" hides under a desk, weeping.

"KAY"

We're all gonna die!

JAY

Wait - what is everyone's problem? What about that pan-galactic missile shield thing?

ZED

Sure, great idea, if we had one.

COMPUTER (V.0.)

Now running pan-galactic shield simulation.
We see the missiles being shot down.

COMPUTER (V.0.) (CONT'D)

Conclusion: 6.72 billion lives saved. With shield...
(shows Earth saved)
without shield...
(shows Earth destroyed)
Sorry to say I told you so.

ZED

I wanted to build one years ago,
but Kay talked me out of it.

JAY

Kay talked you out of it? Kay
wouldn't do that. He's the most
distrustful person in the galaxy.
He personally set up that system to
defend our planet from the scum of
the universe.

22.

" KAY

I thought we didn't have any
enemies anymore. A stranger's just
a friend you haven't met.

JAY

Yeah, that's working out great.
Look, I don't know what's frying
everyone's brains, but I remember
the missile shield --- Kay -- the
real Kay -- loved that thing. He
wouldn't shut up about it. I mean,
that thing was all Kay.

(REALIZING)

But Kay's dead. He's been dead for
years. But I knew him yesterday.

Jay looks at the YAZ file. Gears turning. He grabs a
picture of Yaz --

JAY (CONT'D)

Where the hell did he get an iPhone
in 1969?

EXTREME CLOSE UP ON PICTURE --

Peeking out of Yaz's jacket -- an iPhone.
Something clicks --

JAY (CONT'D)

(REMEMBERING)

Kay said Yaz can get you anywhere,
anytime. Any TIME. So Yaz killed
Kay in 1969 and now there's no
missile shield.
Jay realizes something and RUNS OFF

OKAY"

I love you, Jay!

JAY

You're definitely not Kay!

JAY RUNS THROUGH MIB

He runs by people dealing with the world coming to an end:

COMPUTER (V.0.)

Nine minutes to impact. I always
loved you, microwave...

23.

On the microwave -- it beeps plaintively.
Jay runs off with purpose...

STREETS OF NYC

July in the city. A perfect summer day. Kids eat ice cream.
Old ladies head to matinees. The streets of New York team
with humanity, blissfully unaware that they are about to
die.

In other words, a Tuesday.
Jay runs through Time Square, where guys sell stuff on
blankets.
Desperately looking for someone...
Among the sellers, a suspicious-looking guy wearing a
strange
mixture of anachronistic clothing -- tri-cornered hat.
As soon as he sees Jay, his eyes go wide and HE FLEES.
Jay grabs something off the blanket and smacks him -- lays
him out.

JAY

Where you going in such a hurry,
Obadiah? The past?

OBADIAH

What are you talking about?
He throws his arms up, revealing a pocket watch and a telescope.

JAY

I know you've been time-travelling.

OBADIAH

No way, man. I've just been here,
totally legit, here in New
Amsterdam. I mean -- Manahatta ... n
I'm legit.

JAY

Yeah? What's this?
Reveal the thing he just hit him with -- a ship's bell with
S.S. TITANIC on it.

OBADIAH

I swear, I'm out of that. That's
my grandmother's.

24.

JAY

What else you got here?

OBADIAH

Nothing, nothing man.

JAY

Oh, yeah?
Off a Dodo in a cage.

JAY (CONT'D)

Is that a dodo bird?

OBADIAH

Family pet.

JAY

I think he'd be happier free.
Jay frees the bird -- it runs, squawking...

OBADIAH

Oh, come on, man!

JAY

Interesting.

Jay picks up Spider-Man 8 off the blanket. Featuring chubby, bald 50-year-old Tobey Maguire.

OBADIAH

That's pirated, man. That ain't nothing.

Jay rips open his jacket --

JAY

And this?

Reveal a copy of the Declaration of Independence..

OBADIAH

Okay, okay, maybe I've been time travelling a little -- just for personal use, man, just enough to

GET BY--

JAY

Listen -- I'll look the other way if you tell me who's selling time travel these days. I just want your supplier.

25.

OBADIAH

No way, man. You don't mess with that guy. He'll kill you, me, and then he'll go after our families!

JAY

Don't worry, he won't have time.

OBADIAH

What do you mean?

Jay forces the guy to look up-- we see the missiles.

JAY

Those hit the sun in 8 minutes.
You want to live out those minutes?
Or you want me to take you out of
your misery?
Jay picks up an ancient weapon -- crossbow, blunderbuss --
off the blanket and puts it to the criminal's head.

OBADIAH

Okay, okay, but don't say I didn't
warn you, man. You just signed
your own death warrant.

JAY

I just want a name.

OBADIAH

Fine, but it's the last one you'll
ever hear.

CUT TO:

CLOSE ON THE MOST NON-THREATENING FACE EVER

Think Michael Cera at his most geeky.

CERA

Hi, I'm Trevor!
Reveal -- we are in

APPLE STORE

And Trevor is an "Apple Genius"

TREVOR

Do you have an appointment?

26.

JAY

NO---

TREVOR

(CHIPPER)

Well, if you don't have an appointment, you'll have to come back tomorrow.

JAY

Yeah, well, the thing about tomorrow is, we'll all be busy being dead.

TREVOR

Excuse me?

JAY

Help me, or the world is gonna end.

TREVOR

Everyone thinks their computer problem is the world coming to an end.

JAY

Right. Take a look at this.
Jay directs Cera's sightline to the sky--

TREVOR

Ahhh! What is THAT?

JAY

That, is We're all dead in... Seven

MINUTES UNLESS---

TREVOR

Unless WHAT??

JAY

You start sharing the illegal time travel tech you've been slinging.

NERD

Excuse me, can you tell me which one of these batteries is better?
The 10-hour or the 12--

JAY

You only need seven minutes, get the cheap one.
He grabs Trevor-

27.

JAY (CONT'D)

Where is it??

TREVOR

Okay, okay, I'll show you. But this is incredibly powerful technology, so it must remain absolutely secret. Follow me. Trevor LEAVES HIS POST --- Jay follows:

TREVOR (CONT'D)

Absolutely secret, do you understand?

JAY

Yes, but we're running out of time--

AFFLUENT WESTSIDE MOM

Hey! Excuse me!

TREVOR

With you in a second, ma'am.

AFFLUENT WESTSIDE MOM

It'll only take a minute. You see, my nanny's phone number got erased from my favorites and I have to ask her what my daughter wants for her birthday. Jay takes the phone.

JAY

Oh, I see the problem. He CHUCKS THE PHONE across the store, where it SMASHES TO PIECES. She leaves in a huff.

TREVOR

I've always wanted to do that. okay, so here's what you do... Trevor pulls Jay in, ready to lay this top secret information on him...

TREVOR (CONT'D)

Okay, so go to the clock app. And shake it.

JAY

That's it?
Jay does it.

28.

On the phone -- TIME TRAVEL BETA

TREVOR

Now you just type in the year you want to travel to...

On the phone -- it's "augmented reality" -- the image
through the phone is the image of the targeted time period.

JAY

Okay, thanks.

TREVOR

Now listen. This is highly crucial: Time travel is nothing to mess with. You can't change anything, you can't use new technology or all of space-time can just -- kablooeey!

JAY

(OFF MISSILES)

Yeah, well, is it ok if I change

THAT?

TREVOR

Yeah. Right. Yeah, that's cool.
Jay is about to "enter" time travel...

TREVOR (CONT'D)

Wait -- hold on a second. If you go -- I'm just gonna stay... and be dead?

JAY

Don't worry, I'll fix it. You'll
only be dead for a little while.
Jay DISSOLVES INTO A TIME TRAVEL EFFECT...
Cera is left alone. The missiles get EVER CLOSER...
Trevor opens a "Voice Recorder" app:

TREVOR

(INTO PHONE)

Trevor's last words. Dear
posterity... Should anyone find
this, let history remember that
Trevor was a man of noble bearing,
quiet dignity --

(IMPACT!)

OH FUUUUUU-----

29.

And the world is vapor.

EVERYTHING GOES WHITE...

WHITE

Pure white.
Jay comes to, groggy, like he has the worst hangover of all
time, brain bigger than his skull, trying to make his eyes
focus.
Trying to make sense of his strange blinding white
environment -- Is this the afterlife?
The reverie disrupted by a TOILET FLUSH
The white resolves into

INT. BATHROOM

Jay realizes he's in a men's room, sitting in a urinal. The
music transitions: Whatever hip-hop featuring a 60s sample
was playing in the Apple store -- now continues as the 60s
song itself, played over a tinny portable radio.
He hops up just as a young white office worker comes out of
one of the stalls, washes his hands... and flips Jay a
quarter.

Jay stares at it a beat, confused. Misreading his confusion, the office worker awkwardly digs out another quarter.

OFFICE WORKER

What the heck, you're doing a great job.

The kid leaves.

Jay ventures out of the bathroom and finds himself in...

INT. HIGH 60'S OFFICE

can White guys on IBM Selectric typewriters as far as the eye

see -- like the office in the Apartment.

Jay stops in his tracks, taking in the 1969-ness of it all. An officious guy, annoyed, runs up--

30.

OFFICIOUS GUY

You're late! Where's Mr. Watkins' lunch?

JAY

OH--

OFFICIOUS GUY

Did his girl not put in the order?

The officious guy glares at the "girl" -- in her 60s.

OFFICIOUS GUY (CONT'D)

(shoves a bill in Jay's

HAND)

Run down to Woolworth's -- Two hamburger sandwiches, fries, egg cream, and a pack of luckies. If you're back in half an hour, you can keep the change.

Jay looks at the SINGLE DOLLAR BILL.

OFFICIOUS GUY (CONT'D)

On the double, OK?

JAY

Yeah.

Jay's moves to the elevator, waits for it. Pockets the profits of the racist misunderstandings.

Elevator opens, the elevator operator opens the door -- Jay climbs in with a car full of older executives.

Jay shakes his head, just taking this all in.

JAY (CONT'D)

Wow. 1969. You're all dead now.

Just as the elevator's about to close, a leggy blonde tosses him a set of keys.

BLONDE

The Big Man wants his caddy. Chop-chop.

The doors close.

31.

EXT. PARKING LOT NEXT DOOR

Jay's got the keys. He looks at the parking tag, walks down a row of beautiful classic cars, looking for the right car -

stops and smiles.

THE BIG MAN'S CADDY - JAY DRIVING

Reveal Jay cruising in the most gorgeous 1964 Coupe deVille convertible. Fins, chrome, a thing of beauty.

From the seat next to him -- a fedora. He puts it on, completing the look.

In the background we notice the Leggy Blond getting yelled

at

by the guy who must be "The Big Man" Jay HONKS and waves -- thank you!

Jay finds some classic 60s music and enjoys himself for a minute -- a sweet ride through 60s New York.

A GREAT 1969 HIT -- THE TEMPTATIONS' "Can't Get Next to You" comes on the radio. Jay is swept up in the music and soon is

SINGING ALONG AT FULL BLAST.

At a light, he pulls even with an older Brooklyn Italian

couple. They give him a disapproving look. The woman clutches her pearls just a little more protectively. He smiles and leans towards them.

JAY

Guess what? Black president!
He laughs and drives off.
Pulls up at...

EXT. MIB HQ ENTRANCE/VENTILATION BUILDING

The secret entrance to MiB HQ, familiar from the first
movie.

Jay strides up to the entrance and... can't open the door. Bangs on the door -- nothing. Shaking the knob, calling to the guard... nothing. From behind him:

VOICE (O.S.)

Help you? Look a little lost.

JAY

Yeah, thanks, listen--

32.

Jay turns and is face-to-face with two grinning Staten
Island cops. He instantly realizes what's about to go down.

JAY (CONT'D)

(SIGHS)

Yeah, guess I knew this wasn't gonna be just people handing me money and Cadillacs.

COP 1

'Scuse me?

JAY

Nothing, officer. I'll be on my way.

COP 2

That's an awful nice car.

JAY

Thanks.

COP 1

Kind of work you do, individual of your particular... ethnic persuasion... to buy a car like that?

COP 2

Wouldn't be anything illegal, would it?

COP 1

You an athlete or something?

JAY

Yeah, I'm the North American champion of kiss my ass.
The cop loses his smile, turns to his partner:

COP 1

That sound like resisting arrest to you?

COP 2

Sure did.
They grab him, start to frisk him --

COP 2 (CONT'D)

Well, well. Boy, you're gonna have a little problem explaining THIS.

33.

The cop holds up Jay's HIGH-TECH GUN -- the NOISY CRICKET and his NEURALIZER.
A BLACK CROWN VIC SCREECHES UP between the cops and JAY.
Out steps KAY -- but 40+ years younger.

KAY

(flashes a badge)
I'll take it from here.

COP

Who the hell are you?

KAY

Agent Kay, Division 2, special...
(gives Jay a look)

.black ops. Thank you for your
cooperation, if I could ask you to
look here for a moment --

Kay pulls out what looks like a NEURALIZER -- and swiftly
beats each one over the head -- it's just a BLACKJACK --

they

crumple.

JAY

Kay? Kay, is that you? Oh, man
it's good to see you, buddy!

Jay hugs Kay -- who remains stony-faced. Jay gets a little
choked up to see his friend alive -- Kay is a rock.

JAY (CONT'D)

Look at you, all... sort-of-
young... Kay!

KAY

That's got to be the first time an
unregistered alien caught sneaking
onto Earth was happy to see me.
Jay pulls away, realizing--

JAY

Oh! You think -- aw, that's funny.
No, it's not like that. You see,
I'm your partner.

KAY

If I had a partner I'd know it.

JAY

There's a simple explanation for
that.

KAY

I'm all ears.

JAY

You see I'm your partner...
(knows he's about to sound

CRAZY)

In the future. And I came back to
save you.
A longdry stare.

KAY

Well, thank you very much.

JAY -

Hey, no problem, man. I got you--

KAY

Yeah, thought I'd heard them all.
Usually, they offer a great gift to
the people of Earth in exchange for
refuge. Time-travelling partner
from the future -- that's some
extra-credit right there, and I do
appreciate you bringing some much-
needed variety to what can be a
very dull job. But I'm still gonna
have to bring you in.

JAY

Yeah, ok, I know it sounds a little-

KAY

It sounds a LOT--

JAY

That's why I'm going to prove it to
you... Because if I weren't from
the future, would I know about --
your little top-secret headquarters
right HERE??
He tries to force the door open. Nothing.

JAY (CONT'D)

I said -- HERE?
(tries - nothing)

HERE??!?

Jay finally kicks the door open --
And inside... we SEE...

35.

An abandoned building, filled with spiders, etc.

JAY (CONT'D)

Right. Not here yet. But it will be. Gonna need to get rid of the raccoons and bats and stuff, but... it'll be real nice. Game room over there for your pinball, you love your pinball. Lotta good times there -- I'm going for an extra ball, Jay! you'd say. And I'd be there. With you. Partners. Long stare from Kay.

KAY

Let's go. And word of advice -- I don't know what it's like on your planet, but around here, a guy with your... complexion in a car like that is gonna get some attention he doesn't want.

EXT. NEW JERSEY STATE PARKWAY

We hear the way-too-loud death-rattle exhaust note of what sounds like ten Harleys at once. Reveal -- Yaz, the nightmare biker, looking like Dennis Hopper meets Satan, riding a badass custom skull-themed rig that might have dropped out of the brain of Stanley Mouse. His skull ring gleams on his pinkie. Devil Girl sits behind him, hands on his shoulders. We ride with them a beat, tearing down the highway... They STOP AT A LIGHT -- even with a brightly-painted

microbus

full of hippies.
One of the hippies leans out --

HIPPIE

Hey, you guys like to party? Care to make a trade for the mama? Yaz pulls out his alien "guns." The stoned hippie smiles serenely and puts a flower in one of the mouths. Makes a peace sign.

HIPPIE (CONT'D)

Make love, not war.

36.

Yaz "fires" the alien -- it launches into the microbus -- followed by its brother.

The microbus rocks, hippies scream, the bus dents from the inside-out. On a bumper sticker: If This Van's a-rockin', don't come a knockin'.

The guns, finished, return to Yaz.

Yaz surveys the carnage, picks up a medallion off one of the hippies. But looking at it more closely, frowns and throws it away.

The head back on their way... Blood drips over the Ass, Gas or Grass bumper sticker...

We dissolve from the blood to a deep red STRAWBERRY SUNDAE. Widen to reveal we are in...

INT. HORN AND HARDART'S

A great NYC automat...

The kind of place you go when you like to be alone.

Loners and weirdos populate the tables, minding their own business. Immigrants read foreign papers.

Jay follows Kay as they walk by the glorious deco machines offering pies... pastries..., beverages...

JAY

Is this your favorite place? Makes.

sense. Zero human interaction.

Kay ignores him.

JAY (CONT'D)

So how old are you?

KAY

Twenty-six.

JAY

Really? Wow, you got some city miles on you.

Jay laughs. Kay ignores him, stops in front of a machine offering "SPECIALS".

Jay grabs a paper off a nearby table: We see headlines about Nixon, Vietnam, the Apollo Launch.

37.

Jay looks at the date: July 14, 1969.

JAY (CONT'D)

The fourteenth. Then we have two days.

Kay really takes his time, picking out the right sandwich.

JAY (CONT'D)

Hey, look, I know your lunch is important, but like I said, we only have two days here.

KAY

Here we go...

Kay puts some money in the machine -- is about to make his selection. Jay reacts to it -- GROSS!

We see -- the most unappealing ham sandwich ever. The meat is tinged with green and beginning to get a little fuzzy. No one in their right mind would buy this sandwich.

JAY

No way, man. I am not letting you eat that. I didn't come all the way here to have you die before I can tell you--

Kay reaches for the button. Jay slaps his hand away.

A BEAT of undignified hand-slap-fighting--

JAY (CONT'D)

No way, man. No way the world ends because you had to eat that thing--

Kay SUCCEEDS IN HITTING THE BUTTON and

FWOOOOOOPI

A SECRET DOOR instantly spins them around and Jay and Kay

are

INT. MIB 1969 HQ

A cloud of smoke... It clears and reveals

MiB

Mid-century futurism with a martini lunch office vibe. It's how Isaac Asimov and Ray Bradbury would have imagined the offices.

38.

The cloud of smoke comes from everyone smoking. Aliens run around with ashtrays, cocktail shakers and cigarettes. The alien smokers smoke from surprising orifices. The !liB agents have the feel of ivy league privilege. Very male and very white. Women are there to be secretaries and eye candy. Two many-armed aliens stock the automat. Kay tosses one the sandwich, it goes right back into the automat. Jay recognizes the aliens -- it's the twins!

JAY

Hey! [long alien name] and Bob!

Don't worry, you guys get a big promotion in, like, 20 years.

Kay takes Jay down an escalator. Quick atmospheric establishing shots of MiB '69:

- A wall of Black and White TVs monitoring the aliens of the times: Castro... Yoko... Hendrix...
- A cluster of agents use a joystick to manipulate a very high-tech camera. Reveal they're using it to watch a secretary's ass. She gets wise, turns -- they raise their martinis and she giggles at them: You're incorrigible!
- Aliens work switchboards, work in the steno pool.
- Someone barks at an alien to grab a couple Mooners and go clean something up.
- An MiB barbershop quartet practices.

MIB QUARTET

(SINGING)

The men in blaaaaaaack...
Jay can't help laughing --

JAY

What planet are they from?

KAY

The Hamptons. Let's go somewhere

we can talk.

JAY

Finally.

39.

INT. HOLDING ROOM

Typical interrogation room table in the middle.
Kay pulls out a giant form -- it looks like 10 tax returns stacked together. He fits sheets of carbon between the pages.

JAY

Oh, we're gonna do the forms now.
Listen, Kay, I know you're gonna do what you're gonna do, but we're burning time here. When I got here, you had 48 hours. Now you've got 46.

KAY

Name, planet of origin and Galactic

ID NUMBER--

JAY

My name is Agent Jay, you gave it to me.

KAY

(WRITING)

"Subject uncooperative." Purpose of visit?

JAY

To save the Earth.
Kay looks at the form, there's a number of options to check: "Create a new race... Steal Earth women... Offer life of eternal youth... vacation... Save the Earth." He checks the box.

KAY

Save the Earth... Congratulations,
you're the third one today... Maybe
you'll get a balloon.

JAY

Fine, don't believe me. But just
listen to what I have to say,
because it's going to save your
life and the life of everyone in
this galaxy.
It hangs in the air...

KAY

Are you currently pregnant or
preparing to spawn?

40.

JAY

There's a killer out there. Goes
by "Yaz." He's coming for you.
You told me your one regret was not
killing him when you had the
chance.

KAY

Never heard of any Yaz.

JAY

You will. Here's what to look for.
Long hair, leather, looks kind of
like a biker. You'll know him from
the skull ring on his pinky. He's
trying to blow up the Earth and you
get in his way somehow so he kills
you. This Friday. In Florida.
So, if you want to live -- do not
go to Florida.

KAY

Florida? I hate Florida. I hate
everything South of Virginia. If
that's what you came to tell me,

you're wasting your time.

JAY

Man, you're as stubborn as you always were. I mean -- always will be. Look, It's not just about you. Because he kills you, you don't live long enough to build the defense shield. And without a defense shield, the Earth gets destroyed. You get it? He kills you, the Earth gets destroyed. I have to save you from him so we can save the planet.
Kay stops writing.

KAY

Huh. Well. This is finally starting to make sense.
Jay looks hopeful.

KAY (CONT'D)

Because you're crazy. Paranoia. Delusions of self-importance--

A BOOMING VOICE INTERRUPTS --

41.

BOOMING VOICE

Agent Kay!
Door BANGS OPEN -- in walks THE BOSS MAN... and it sure isn't ZED.
AGENT EX, flanked by junior agent underlings. EX is a well-tanned WASPy jackass with a room-temperature IQ who probably got this job from his daddy's country club connections. He's good at tennis and not thrilled about this whole "civil rights" fad.
Kay stands.

KAY

Hey, chief.

EX

Heard you got a mooner in here.
Don't take all day. We're not here
to babysit them, just figure out
where he's from and send him back.

KAY

Actually, still trying to sort it
out. He says he's human.

EX

Fortunately, we have the technology
here to test for that.
Ex steps up close to Jay. Looks him over. Then SWIFTLY

PUNCHES HIM IN THE STOMACH.

EX (CONT'D)

Gag reflex. Coughing. Eyes
watering. Human. Code 43 him.

KAY

Got it, chief.

THROUGH MIB

Kay walks Jay.

JAY

So what's code 43?
They pass through a set of double doors. Tilt up to reveal:

ROOM 43

42.

ON JAY AND KAY

Jay reacts to whatever he's looking at.

JAY

WHAT THE--

KAY

This little baby here is called a
Neuralizer.

REVEAL -- The 1969 Neuralizer fills an entire room. And we

ARE

INT. ROOM 43 -- NEURALIZER ROOM

It's manned by 60s labcoat technicians with sliderules and punchcards.

The Neuralizer itself is a piece of 60s-tech-glory -- magnets, tubes, things that look like they belong in Dr. Frankenstein's lab.

JAY

Whoa, whoa, what? You're gonna neuralize ME? You can't neuralize me. Haven't you been listening? Two ALIEN ORDERLIES grab Jay.

KAY

Have a lay down, stretch.

The orderlies force Jay on a sort of gurney -- in the '69 Neuralizer, the "patient" is fed through the machine, like for an MRI.

JAY

You erase what's in here, you erase the whole world.

KAY

Don't worry. When it's over, you'll forget all about this Yaz and Florida and the end of the world. I think it'll be good for you. Calm you down.

JAY

I don't need to calm down.

43.

KAY

Don't worry, it's safe. We even tested it on one of our own men. Kay indicates Q, who wanders around like he's been

lobotomized.

KAY (CONT'D)

Hey, Agent Q!
Q waves back:

Q

Hey, agent Q!

KAY

No, YOU'RE -- forget it.
(back to Jay)
We're still.., fine-tuning it.
okay, strap him down.
TWO BIG-ASS ALIEN ORDERLIES force Jay down.
A TECH flips the machine ON -- TUBES POWER UP WITH HUGE

NOISE

AND FANFARE.

Jay struggles as he gets closer and closer to the machine.
Jay manages to slide his key fob out of his pocket -- uses
the edge to flip open the clamp on the straps -- and HE'S

FREE

TECH

How the hell--
Kay smiles -- Not bad, kid.
The orderlies rush him -- Jay knocks them out. The
scientists are fraidy-cats -- they hide.
It's down to Jay and Kay.

KAY

Nice moves. You'd make a good
agent.

JAY

I AM a good agent!
Kay takes a SWING at Jay -- Jay dodges it easily.

JAY (CONT'D)

That's right, you always lead with
your left.

44.

Kay pulls his weapon -- Jay ducks behind the Neuralizer -- now Kay can't shoot.

KAY

You're just making it worse for yourself.

The following plays over a game of CAT AND MOUSE around the giant structure of the Neuralizer -- like through the stacks in a library.

KAY (CONT'D)

There's nowhere to run, slim. It's just if we're gonna do it easy or do it hard.

Jay runs into a dead end.

Kay and the orderlies are on him. The pissed-off orderlies grab him roughly, force him onto the gurney. Jay keeps flailing.

JAY

I know you, Kay, I can prove it...

(SEARCHES)

You love to bowl!

KAY

Bowling is enjoyed by more than 95 million people in more than 90 countries. You gotta do better than that.

JAY

You've got a scar on the back of your right hand!

Jay grabs Kay's hand. They LOCK EYES for a moment. Kay lets Jay flip his hand over, big build-up, REVEALING...
.no scar.

JAY (CONT'D)

Damn. You will! I swear!

Kay signals -- the Neuralizer powers up.

And Jay is on the conveyor belt into the machine. This is all about to be over. Jay thinks desperately for a way out, THEN-- Eureka!!

JAY (CONT'D)

Kay! KAY!!! What about your girl on Martha's Vineyard?

45.

Kay looks up. Jay sees an opening:

JAY (CONT'D)

You chose the job over her -- but
you never stopped thinking about
her. You can't forget her.
Kay grabs him.

KAY

How the hell do you know that?
I've never told anyone that.
A long look at this guy, who somehow knows things he
shouldn't.
And he hits the POWER OFF BUTTON...
But this being TUBE TECHNOLOGY -- we stay with JAY'S
TERRIFYING POV -- as he slides through the claustrophobic
Neuralizer chamber -- the tubes powering down just in time,
inches away from him.
Jay crawls out of the Neuralizer, shaken.

JAY

You see, Kay? It's me--
But Kay grabs him and puts a gun on him--

KAY

If you're gonna drag her into this,
you'd better be able to back up
your story. Because if you're
jerking me around, I'll make a
window out of your head.

JAY

Yeah, okay, um -- according to the
file, he should have entered Earth-
space in the last couple days. Did
you spot any unauthorized landings
in the last 48 hours?
Kay looks to a tech, who looks at a clipboard --

TECH

We did have something -- a landing
in New Jersey.
Kay and Jay look at each other.

46.

KAY

(TO JAY)

Alright, you're coming with me.
Jay grabs his key chain.

JAY

Can I ask how you're planning on
getting me out of here?

INT. MIB 1969 HQ

Kay leads a "LOBOTOMIZED" Jay through HQ.

KAY

'Scuse me, boys. Just did a code
43 on this one.

JAY

How's it going, fellas? Look, I
put on my pants.
He feels one of the agent's faces.
Kay leads him to the exit. He talks to Jay as if Jay is a
dim 3rd-grader who speaks little English:

KAY

You are a tourist from Kansas. A
city slicker took your wallet at
the bus station...
Kay leads Jay to a SET OF DOORS MARKED "EXIT to STREET" --

MANNED BY MIB AGENTS.

KAY (CONT'D)

Two out.
The agents nod to Kay and WAVE HIM THROUGH-THE EXIT...
Which deposits them in...

INT. SHOWWORLD CENTER

The peepshow megaplex from the bad old days of time square.
A creepy pervert sits in a booth. Puts money into the
machine.

The wall SLIDES UP -- and to his surprise, instead of a peepshow...

47.

Jay and Kay climb out. Off the creep's reaction:

JAY

Aww. Did I spoil the mood?

INT. CROWN VIC - KAY DRIVING

On the New Jersey State Parkway --

KAY

You'd better not be wasting my time-

JAY

Yeah, yeah. Window out of my head.
But hey -- if I don't save you, I'm
dead anyway. So do what you want
to me -- just make sure you watch
out for yourself.
They pull up to...

EXT. VINCENZI BROTHERS WASTE MANAGEMENT - OFFICES

A squat shack on the edge of a dump, home office to a
"legitimate local business."
The windows are bloodied and broken from the inside.
Corpses of wiseguys litter the front of the building, all
showing disturbing spore growth. [please see
<http://www.youtube.com/watch?v=XuKjBIBBALS> for reference]
The corpses DEMATERIALIZE and disappear.

JAY

This doesn't look like a mob hit.

KAY

That's a hell of an observation.
What gave it away?

JAY

Spores. Dematerializing corpses.
And THAT.

Jay points beyond the building... a SHEER DROP
Which is the edge of a HUGE SMOKING CRATER --
And how did this crater get here?

48.

In the center, a GIANT ROCKET, all chrome and Flash Gordon.
It formed the crater on landing.

KAY

We're going in.
Kay draws his weapon.

JAY

Aren't you gonna give me a gun?

KAY

Right.
He pulls out a Smith and Wesson, dumps the bullets, and
hands
it over.

KAY (CONT'D)

Try not to get in my way.

JAY

You try not to get in MY way.
Jay and Kay move towards the building... BAM! BAM! BAM!!
Someone's firing at them -- they dive for cover.
More GUNSHOTS --
Jay gives Kay THE SIGNAL, WE SAW IN THE CHINESE RESTAURANT

KAY

What the hell is that?

JAY

Stay behind me. You need to stay
alive.

KAY

The hell I will.
Jay tries to go in -- Kay pushes him out of the way and goes
in first.

VINCENZI BROTHERS

Jay and Kay bust in -- almost fall into the room because they're squabbling over who's first --
Then - BAM!

49.

Someone's hiding under a desk, holding a gun over his head, firing randomly.

Kay gets GRAZED --

They dive for cover. Kay's right hand is bleeding.

JAY

Huh. So that's how you got the scar.

Jay tosses his EMPTY GUN into the corner -- the guy under

the

desk fires FIVE TIMES - EMPTYING HIS GUN!

Jay sprints at him, flips the table -- it's a terrified, quivering WISEGUY. Jay grabs him and DISARMS HIM.

The guy is FREAKED OUT.

WISEGUY

[TERRIFIED BLUBBERING]

JAY

What'd he look like?

WISEGUY

[BLUBBERING]

JAY

Pull it together!

Jay SLAPS THE GUY.

JAY (CONT'D)

The guy who did this --- what'd he look like?

WISEGUY

Looked like a biker... And he had a... He had a skull ring...

Jay and Kay share a look.

JAY

That's him.

BACK WITH JAY AND KAY

Walking up to Kay's car.

In the background, MiB puts up a facade around the rocket --
"Rocket Waste Disposal", techs take samples.

50.

JAY

What about the witness? We don't
have time to take him back to HQ to

NEURALIZE HIM--

KAY

We've got something new. Portable
Neuralizer.

With a rumbling and BLASTS OF AIRHORNS, 18-wheelers drive
up,
housing the "portable" Neuralizer.

KAY (CONT'D)

Can you believe how small these
things are getting?

JAY

Yeah.

KAY

Okay, slick. I'm making a decision
to believe you. Not because I do,
but because I have to, you get me?
He walks to the trunk, pops it open.
He flips a switch, revealing a HIDDEN ARSENAL.
He grabs a COOL GUN and gives it to Jay. Jay admires the

DEADLY FIREARM.

JAY

Aw, this means you like me, doesn't
it?

KAY

Let's go get this sunovabitch.
They climb in but -- SCREECH!!!
A Crown Vic swerves to a stop in front of them. Out pops an

APOPLECTIC EX --

EX

Kay! Don't move a goddamn muscle!
I have you on 12 protocol
violations!
Kay looks to Jay.

KAY

Make it thirteen.
He GUNS IT -- THEY TEAR OFF...

51.

YAZ'S BIKE

Widen - he's on his bike, pulling into

NEW YORK CITY - TOLLBOOTH ON THE BRIDGE

no- Yaz approaches the tollbooth, manned by a gruff NY no-BS,
time for anyone TOLLBOOTH COLLECTOR.

TOLLBOOTH COLLECTER

Exact change only.

YAZ

Can you help a stranger, please?

TOLLBOOTH COLLECTER

Oh, sure. That's what I'm here
for. You see that thing behind
you? That's New Jersey. Go home
and get some change.

YAZ

There's been a great injustice in
the Universe. I must make it
right.

TOLLBOOTH COLLECTER

You know what's also a great injustice? Sitting in this box all day listening to people try to get out of paying the toll.

YAZ

Let me ease your pain.
On Yaz's evil grin...

KAY AND JAY DRIVE INTO THE CITY

KAY

Now tell me everything you know about this Yaz scumbag.

JAY

In two days he's gonna kill you in Florida.

KAY

Two days. Doesn't give me a lot of time. You couldn't have come back a week ago?

52.

JAY

Sorry, I was distracted by the Earth blowing up.

KAY

So we have two days to kill him before he kills me. Alright, there's one cesspool everyone washes up in sooner or later. Someone'll know something there. Come on. Let's take a drive to Alien Town.

JAY

Alien Town?
They drive under a sign indicating: EAST VILLAGE

WITH YAZ

Cruising through NY. Devil Girl on the seat behind him. He pulls even with a patrol car.

YAZ

Excuse me, officers of the law.
Like you, I care a great deal. about
justice and I'm looking for some
people. Maybe you can help me.

OFFICER

Okay -- get a shave and a haircut..
They laugh.
Yaz smiles sadly.

YAZ

Have you ever lost someone close to
you? I have. I've lost everyone.
Everyone except them. Can you help
me find them?
He gives the cops a picture, they take it grudgingly -- we
see it: a half dozen hippies wearing medallions.
The cops look at each other and raise eyebrows.

OFFICER

Only one part of town where people
like that hang out...

53.

EXT. THE DECKER BUILDING

The historic Village landmark.
Jay and Kay approach... 60s freaks eyeball the squares...

IN THE ELEVATOR

Jay and Kay ride to the sixth floor.

JAY

There's gotta be something that
connects you to Yaz. What cases
are you working on?

KAY

Well, I've got this whole dry ice thing.

JAY

Dry ice? What's that? Someone get killed over some dry ice? Smuggling something in some dry ice?

KAY

No. We just can't figure out what it is.

JAY

Wow, you're pretty low on the totem pole, aren't you? The great Kay, looking for dry ice.

KAY

Don't push your luck. The doors open, and we're in...

A WAY-OUT 60'S PARTY

Kay's on the hunt for someone. They weave their way through the far-out types, hear snippets of high-60s party conversations. Someone notices Jay's suit --

PARTY SNOB

What are you, a time traveller?

JAY REACTS--

54.

PARTY SNOB (CONT'D)

That suit is SO five years ago. Kay sees who he's looking for, grabs him:

KAY

We need to talk. Reveal ANDY WARHOL -- and this is the Factory, and this is one of Warhols' famous parties. Draped on Warhol -- a bunch of strange hangers-on, his

"stars."

ULTRAVIOLET

Yum, pigs are getting cute.
Jay smiles -- she looks skeeved out.

ULTRAVIOLET (CONT'D)

I meant the young one.
Warhol speaks with his strange -- yes, almost alien --
affect.

WARHOL

It's not really a good time to
talk. I'm creating a party.
(sighs, totally put out)
But... Maybe if he asks me.

JAY

What - me?

WARHOL

I would never say no to anything
that came out of that beautiful
mouth...
Jay is visibly uncomfortable. Kay nudges Jay - do it.

JAY

[Grumbles about what he has to do
for his partner].
(then, to Warhol)
We need to talk. Please.
Warhol and his Stars ooh and ahh over Jay. Someone snaps a
picture.

WARHOL

Amazing, just amazing. Alright,
you talked me into it. Follow me.

(MORE)

(TO ENTOURAGE)

Be back soon, stars.

PRIVATE STUDIO LOFT

From here, a window looks out over the whole scene.
Warhol leads the guys in, shuts the door and LOCKS IT.
Immediately, his ENTIRE AFFECT CHANGES -- he rips off his
WIG, lights a cigarette, and talks like a hard-nosed cop.

WARHOL

Damnit, Kay, are you TRYING to blow
my cover?

KAY

Take it easy agent W, your cover is
perfectly safe.

WARHOL

Perfectly safe? Are you out of
your goddamned mind? It's only a
matter of time before they figure
out I'm a total fraud.

KAY

Cool your jets--

WARHOL

I'm so out of ideas I'm painting
bananas and soup cans for
chrissakes. How long do you really
think they're gonna keep buying
this shit?
Warhol slumps on a chair.

WARHOL (CONT'D)

I can't take it anymore. Talking
to these nutjobs and all these
goddamn hippies. God, I hate
hippies. They're just filthy, Kay.

KAY

Yeah, I know they are, buddy. But
you're doing good work here. We
need you.
A knock at the door -- Warhol gets back into character --

56.

WARHOL

I'll be right there... I'm just...
filming these men eating a
hamburger... It's... transcendent.
Okay, now the pickle...

(back to cop form)

You see what I mean? And who the
hell's this guy? New partner?

JAY

Actually, I'm his old partner. I
came from the future to warn him

ABOUT--

WARHOL

Jesus, fine, don't tell me.
Alright, what do you need?

JAY

We're looking for a recent arrival.
Long hair, wears a lot of
leather...

Warhol indicates the party below -- half the guests match
that description.

WARHOL

You'll have to do better than that.
Look, if that's all you have, I
can't help you.

KAY

Maybe you know someone who's seen
something.

STAR (O.S.)

Andy, the horse is here...

WARHOL

I gotta get back in there--

JAY

Hold up -- the guy we're looking
for -- he's out to destroy the
world.

WARHOL

C'mon, what's new? What does an

MiE call it when someone tries to
destroy the world? Tuesday.

JAY

I thought you made that up.

57.

KAY

C'mon, W, I got a feeling on this
one. Like we should take it
serious. And we don't have much
time.
Jay checks his watch.

JAY

33 hours.

WARHOL

Yeah, yeah, alright.

(THINKS)

Okay, talk to Prell and Vidal.
C'mon.

IN THE PARTY

ON TWO BEAUTIFUL WOMEN - in very 60s fashion with incredibly
giant hair - one with a big afro, one with big chignon
hairdo.

WARHOL (O.S.)

(back in "character")
Vidal, Prell, can you please talk
to these nice men?
The women's LIPS DON'T MOVE -- they respond in incongruously

GRUFF VOICES:

PRELL

Whadaya want?

VIDAL

They look like cops to me.
ain't talking.

PRELL

We're not rats.

We swing around them to REVEAL that Warhol/Kay/Jay are not talking to the women's faces -- They're STANDING BEHIND THE WOMEN -- TALKING TO THEIR HAIR-DO'S which we realize are two COMPLETE HAIR ALIENS, VIDAL

and

PRELL, perched atop these women.

KAY

Start talking, you two, before you end up on a barber's floor.

58.

PRELL

Ah, you don't scare me.

KAY

Yeah?

Kay reaches into a passing woman's purse, pulls out HAIRSPRAY. Grab some of Prell and holds up the spray.

PRELL

You wouldn't!

He sprays the hair, it starts to SCREAM IN PAIN.

VIDAL

Stop, you bastard!

PRELL

I'm telling you, we don't know anything!

KAY

You wanna play tough? How about we take a ride to the barber college, see how tough you are?

Kay keeps shaking them down, but Jay is distracted...

On Jay... something is making him think...

A sound... it. grows louder... we start to be able to make

out

the distinct bip... bip... bip... of PONG

Jay FOLLOWS THE SOUND...

To a group of people -- that incredible Factory mix from slumming socialites to Black Panthers to the freakiest freaks...

They surround a SKANKY GUY -- and whatever they're watching on TV is so mesmerizing it's like they're seeing the face of God...

BROOKE ASTOR

It's too beautiful.

Someone takes a picture of the screen.

Jay walks around the TV -- REVEAL:

They're watching CLASSIC EARLY 70S PONG.

59.

The SKANKY GUY controls it via a BIG MEDALLION hooked up to the TV antennae terminals. He's playing against a young clean-cut square.

Jay grabs the wires and rips them out, cutting off the game. Everyone JEERS him.

ON KAY, hearing the noise, turns to see what's going on.

SKANKY GUY

What the hell, man?

JAY

Just wondering where you got that.

SKANKY GUY

Your mother.

The crowd laughs.

JAY

Really. So my mother gave you a technology that hasn't been

INVENTED FOR SEVEN YEARS?

Jay grabs him by the throat.

Partygoers react. Someone takes pictures. Someone claps in delight.

JAY (CONT'D)

Now how about you tell me where you really got it?

The skanky guy knows he's in trouble.

SKANKY GUY

Oh... uh... okay, no hassles,
man... I got it from that dude over
there... With the beard.

Jay turns, lets go just long enough for the guy to LEAP OUT

THE WINDOW

Jay takes off after him -- Kay joins
And the CHASE IS ON

CHASE THROUGH THE VILLAGE

Jay and Kay chase the guy through various 60s locations - a
commune, an ashram, a folk club, a protest.

60.

Everywhere they are mistaken for "pigs" - people get in
their

way.

To Jay's surprise, young Kay is a hell of a runner, in
incredible shape. It gets competitive between them...

Until Jay can't keep up -- Kay takes off...

Kay runs the Skanky Guy down -

Jay huffs and puffs his way over, grabs the medallion.

JAY

Alright, one more time. Where'd
you get this?

SKANKY GUY

It was a gift--

JAY

Bullshit.

Kay puts a gun on him.

JAY (CONT'D)

Oh, hey. This is my partner. He's
about to get fired for excessive
violence and he doesn't have much
left to lose.

SKANKY GUY

I borrowed it!
CLICK! Kay cocks the gun.

SKANKY GUY (CONT'D)

I stole it, okay?

JAY

That's what I like. A nice, honest thief. Stole it from who?

SKANKY GUY

They don't even care, man. They leave their money everywhere.

JAY

Who?

SKANKY GUY

I don't know who they are--

61.

KAY

Then you're not worth much to us, are you?
The gun comes back out.

SKANKY GUY

I heard they were Archanans.

JAY

Archanans? They're pretty far out of their neighborhood. I didn't think we'd ever had one on Earth before.

SKANKY GUY

I can tell you where they live!
Southwest corner of 3rd and Avenue C. Top floor. Apartment 12.
Jay rips the medallion off his neck.

SKANKY GUY (CONT'D)

Ow!

JAY

I'll do a lot worse. Get the hell
out of here.
The guy runs off.

KAY

What's the deal with the necklace?

JAY

You were wearing one just like it
when you died. Come on.

SOUTHWEST CORNER OF 3RD AND AVENUE C

Jay and Kay pull up in front of the building.

KAY

That address. It's familiar.
He pulls out a notebook.

KAY (CONT'D)

I was going to come by here
tomorrow to check out a lead on the
dry ice case.

62.

JAY

So you come here tomorrow, get
tangled up with these Archanans...
And...

KAY

And Yaz kills me?

JAY

Something like that. So do me and
the people of Earth a favor and be
careful.

KAY

Aw, put on your big girl panties
and let's go.

JAY

Hey, I've always got my big girl
panties on.
Huh. That didn't sound right.

INT. FREIGHT ELEVATOR

Jay and Kay ride up...

KAY

That thing back at the party, what
was it? Some kind of game?

JAY

Not just any game, PONG. Game of
kings. But it wasn't invented
until 1974.

KAY

How do you know that?

JAY

Because I was the only kid on my
block who didn't have one.

KAY

Aw, what's the matter? Daddy
didn't buy you the toy you wanted?

JAY

Didn't have a daddy to not buy me
toys. Here's the only thing I ever
got from him--
He holds up his key chain.

63.

KAY

That's rough.

JAY

It gets worse. You're the closest
thing I have to a dad.

DOORS OPEN...

DOWN THE RATTY HALLWAY

Jay and Kay move carefully, ready for trouble.
They get to the door -- Apartment 12.
Jay points to the door -- THIS IS IT!
They see -- THE DOOR IS SMASHED IN, PUNCHED OFF ITS HINGES
And punched into the door -- THE IMPRESSION OF A SKULL RING

JAY

That's from Yaz's ring. He was
here. Or is here.
Jay SIGNALS KAY

KAY

Why do you keep doing that?

INT. STUDIO APARTMENT

They move into the room on high alert...
But it's empty.
They realize the strangeness of the room - alien technology
(including a TV hooked up to something strange with tons of
wires hanging out) and lots of money.. LOTS of money...
Not just piles -- the actual furniture is MADE OF STACKS OF
MONEY. They've been using it for scrap paper, for napkins.

JAY

So Yaz was never after you... he
was after the Archanans. You just
got in the way.

KAY

Which must make them damn
important. But what does he want
with them?

64.

JAY

'No sign of struggle. They must've
cleared out before he got here.
Like they knew he was coming.

KAY

And he's probably on their trail
now. But where the hell did they
go?

They look around, puzzling over this place. Jay picks up a
\$100 bill off a table made out of stacks of money.

JAY

Think this might tell us something?
On the \$100 bill:

A strange series of words and numbers: 3 2... 5 1... 7 5..

KAY

Looks like some kind of code.
We'll take it to HQ, run it through
the computer. Figure out where
they went.

BACK THROUGH THE HALLWAY

Jay and Kay walk down the dark hallway --
Yaz steps out of the shadows --

BACK IN THE CAR

Jay and Kay head back to HQ. Kay drives, Jay stares at the
\$100 bill, squinting at it, turning it over --

JAY

How about bible verses?
Coordinates? Airplane flights?
Shoe sizes?

KAY

So this is how you do it in the
future, huh? You just keep
guessing until you figure it out?

JAY

(EUREKA)

Phone numbers!
They stop at a light.

65.

Suddenly -- WHAM! WHAM! Someone FRANTICALLY POUNDS on the

trunk -- a frightened 12-year-old prostitute wearing what is basically Jodi Foster's Taxi Driver hooker costume -- hotpants, mary janes, halter top. There's something familiar about her face...

HOT PANTS GIRL

For God's sake! Help me, would you? There's some maniac after me -

JAY

Slow down -- who's after you?

HOT PANTS GIRL

He was like nothing I ever saw -- crazy eyes, and this freaky skull ring.

Jay and Kay look at each other:

JAY

Get in.

HOT PANTS GIRL

Thank you so much. This is a dangerous city for a girl.

The light turns green -- we're on the girl's face. Jay and Kay looking straight ahead.

JAY

So where can we take you?

HOT PANTS GIRL

Just make a left up here.

Kay does it... There's a rushing noise...

In the back seat, Hot Pants Girl IS "INFLATING" AND BECOMING

DEVIL GIRL!

The car turns down a dark, deserted alley.

JAY

Are you sure? Seems dangerous.

DEVIL GIRL

Not for me.

Reveal -- the girl has fully "inflated" into her natural

form

-- DEVIL GIRL! The outfit is grotesque on her.

DEVIL GIRL ATTACKS

66.

SET PIECE FIGHT in the car. Employing cool MiB tech built into the car.

Devil Girl subdued, locked into the trunk in a "CONTAINMENT SACK" -- like what you'd use to stuff a raccoon into.

The fight's over, the guys slump against the car.

JAY

What the hell was that?

KAY

I don't know, but I'd bet you two to one Yaz sent her.

Beat. Light bulb moment for Jay --

JAY

Say that again!

KAY

I think Yaz sent her.

JAY

No, the whole thing!

KAY

I'd bet you two to one Yaz sent her.

On Jay, realizing--

He grabs the \$100 bill --

JAY

I know where they are!

ON JAY AND KAY

Walking -- we hear sounds of crowds, of cheering, REVEAL we

ARE AT--

EXT. AQUEDUCT RACETRACK

JAY

How are we going to find them? Any idea what an Archanan looks like?

And then -- they see --

AMID THE SEA OF GUYS IN SUITS, HATS, AND SKINNY TIES...

67.

A circle of what looks like Tibetan monks -- colorful, playful, dressed in robes. They could only be -- the Archanans. The group comprises one older Archanan -- the LAMA -- and three younger ATTENDANTS.

KAY

I think I found them.
They step into

THE ARCHANANS' AURA

of

Within the space around the Archanans, the chaos and noise the crowd melts away. Deflected. There are three Archanans and one distinctive older one --

THE LAMA.

In the middle -- a giant pile of winnings. All is peaceful within this space. Faint chimes. They greet Jay and Kay happily, chant a strange mantra:

ARCHANANS

(CHANTING)

King Lady Big Trouble Classy...
The faint sound of an announcer:

ANNOUNCER (V.O.)

Results for the sixth race: King, Sweet Sophie, Big Trouble and Red Gent!

ARCHANANS

(CHANTING)

Superba pays 3200 to one...

JAY

You're in danger--

ARCHANANS

You're in danger... you're in

danger...

Jay thinks they're playing the "echo game" like little kids:

JAY

Very cute, but--

68.

LAMA

In eight seconds, please do us the kindness of ducking.

JAY

Huh?

KAY

Yaz!

They turn to see YAZ -- he levels a WEAPON AT THEM -- FIRES!
Jay and Kay DUCK -- the weapon just misses.

JAY

Thanks.

KAY

Let's get into trouble.
Jay and Kay engage him --
As they run off, the Lama calls --

LAMA

Remember, please, to take the bridge.
And we begin

BIG FIGHT SET PIECE.

Try to include motorcycle and horse elements. Could also involve the actual aqueduct, which is close by.
At one point, Jay and Kay seem stuck, they remember...

JAY

Take the bridge...
They take the bridge, which gives them an advantage on Yaz.
At one point, Jay corners Yaz -- Yaz BLASTS HIM -- Jay is knocked down. Looks DEAD! But he shakes it off reveal the PONG medallion blocked the shot.

of

Culminating at a toxic waste dump in Staten Island, with Yaz compressed into .a six inch cube - hauled away in the back

a garbage truck.

The guys give chase -- they want him captured, but no luck. The truck drives off...

69.

KAY

He's gone.

JAY

Only a matter of time before he comes back. And this time he might be really mad.

AQUEDUCT RACE TRACK

Jay and Kay return to an EMPTY RACE TRACK...
It's like a ghost town.
No Archanans to be found...

JAY

Damn, we lost them. They come all the way across the universe and just when we're about to figure out what all of this is about--
Then, faintly... a CHEER

KAY

Hold that thought.
They follow it out to

THE TRACK

Which is empty. No spectators, no horses. Just the Archanans...
Who stand near the track watching... nothing.
And yet --
They cheer and clap as if watching the most exciting race ever.
Jay and Kay exchange a "what the hell?" Look and approach them.

JAY

Everybody OK?

ARCHANANS

Everybody is everybody.

70.

JAY

Yeah... guess I can't argue with that. So listen up -- Yaz is down but he won't be for long, so we need to start coming up with some answers. First of all--
The Archanans CHEER. Jay shakes it off.

JAY (CONT'D)

FIRST

The Archanans CHEER AGAIN.

JAY (CONT'D)

What are you cheering about?!

ARCHANANS

The races.
Jay and Kay keep approaching... Puzzled -- the track is empty...

JAY

What races?
Jay and Kay cross the threshold into their aura... and now--
The empty stands are FILLED WITH CHEERING SPECTATORS

WATCHING

AN INCREDIBLY EXCITING RACE.

JAY (CONT'D)

Where are we?

LAMA.

We are tomorrow.
Jay steps backwards, out of the aura -- back to empty ghost town.
Steps back in -- tomorrow's rabid fans, cheering the race.

From the Archanans' POV -- we see ALL VERSIONS/ALL AGES OF

JAY AND KAY..

The effect is -- THEY SEE ALL TIME AT ONCE.

JAY

You... can see the future.

LAMA

It is what you call the future.

71.

ATTENDANT

Ah, the future. An illusion of the time-bound, borne of the fallacy that one moment follows another.

LAMA

Yaz suffers from this greatly. And so he must have revenge on your planet.

JAY

Revenge?, For what?

LAMA

He mourns the past because he can not see the dead are still as alive as they ever were. Just not now.

JAY

Okay, someday you're gonna explain that to me, but right now you need to stop the riddles because there's about two minutes until Yaz crawls out of his hole and gets back to trying to kill you. So help me out. I need to know IN ENGLISH why Yaz is trying to kill you and what that has to do with saving the Earth.

ATTENDANT

We know what he will know.

JAY

You know what... he will know...
(figuring it out)
You know his plans.

(REALIZING)

And you're going to stop him. He
wants to kill you because you stop
him.

LAMA

(CHEERFUL)

Yes, if he does not kill us first.

KAY

Don't you know if he's going to?

LAMA

Sometimes he kills us, sometimes he
does not. There are many futures.

72.

JAY

Okay, which future is the one where
you live and the Earth doesn't blow
up?

LAMA

The one where you take us home.
Jay and Kay exchange a look --

KAY

Alright, let's get these freaks
home, and pronto.

LAMA

You must let go of your attachment
to time, beginning with your
concept of "pronto."
And on that -- THUP THUP THUP --

12 Blacked-out helicopters...

EX (V.0.)

(MEGAPHONE)

Illegal aliens -- you are surrounded... Do not attempt to flee...

Jay and Kay YELL INTO THE BACKWASH OF THE ROTORS:

JAY

No! We need to get them home!
But it's all drowned out in the wind and dust...
MiB "squad cars" -- pull up and surround them.
Jay and Kay look for an escape route -- but MiB cars and trucks seem to be pouring in from everywhere.
MiB agents descend on ropes, round up the Archanans--

EX (V.0.)

(MEGAPHONE)

Agent Kay! Return to your vehicle!
Rendezvous at headquarters in 20 minutes! We will escort you by air!
And from the noise and chaos of the choppers...
To silence...

73.

INT. MIB HQ - BENCH OUTSIDE THE CONFERENCE ROOM

Jay and Kay watch through a glass wall.
Inside the conference room -- the Archanans sit around a table.
Ex paces, clearly talking ABOUT the Archanans to the other agents.
Body language tells us the MiB reach some kind of consensus.
Ex comes out -- Jay and Kay hop up.
Ex notices Jay for the first time --

EX

What's he doing here? Didn't we just bust you?

KAY

That was someone else. All these mooners look alike, right?
A beat -- and Ex buys it completely.

EX

Yeah... So look. We've talked about it. And you are to be commended, Agent Kay. You did a fine job bringing these illegals in. Now it's our job to get them out of the city for containment. Somewhere where if someone decides to blow them off the map, the collateral damage will be insignificant. Toronto.

KAY

But they're in danger. One of the most dangerous beings in the universe is out to kill them--
(looks to Jay)
And if that happens, we're all going with them, because they're our only hope of survival.

EX

Christ, if we listened to every Mooner who showed up telling us how they were gonna save the world, that's all we'd do. Do you know why Earth is still standing?

(MORE)

74.

EX (CONT'D)

Why we're not a smoldering chunk of nothing? Because we don't stick our nose into other people's business. Especially people in danger, because they have enemies,

and those enemies destroy Earth.
Now. Are you going to execute my
order or not?

KAY

(COLD)

I thought we were supposed to be
the good guys.

EX

Careful, Agent Kay. That sounds
like insubordination.
Kay walks up to Ex, looks him DEAD IN THE EYE

KAY

It sounds like you need to cut some
eyeholes in your stomach, because
your head is so far up your ass,
that's the only way you could
possibly see.

EX

That's it. You're off this case.
Stick to dry ice. If I catch you
near them -- or him -- again, I'll
have your badge.
(to a bunch of other

AGENTS)

You four -- take the Archanans to
transpo.
One of the agents looks up--

YOUNG AGENT

Me? I'm just an accountant---

EX

Go!!!

(TO JAY)

And you... You just get out of
here!
The MiB agents GRAB the Archanans and hustle them out.
Kay leans in to them--

KAY

Don't worry, we'll--

75.

LAMA

Yes, we know.

Kay looks up -- sees Jay smiling at him.

KAY

What?

JAY

I knew Agent Kay wasn't just gonna lie down. So what's the plan?

KAY

You heard the man. We've got dry ice to investigate.

GARBAGE COMPACTOR TRUCK

It's the truck that "compacted" Yaz. We follow it to the

MIDDLE OF

GIANT STATEN ISLAND DUMP

Where the truck dumps its load... Including YAZ...

Who gets PROCESSED AND PRESSED INTO A CUBE.

On the cube -- it begins to swell and force itself back into its natural shape.

Around the piles of garbage, other Yaz parts SEEK EACH OTHER

OUT...

DUMP EXIT

Workers stop what they're doing -- get out of the way of something, disturbed.

We see Yaz and understand the reaction -- Yaz might be back together, but NOT AT ALL RIGHT -- a leg stuck in the wrong place, the head at a weird angle.

He catches his reflection in a hubcap and adjusts himself...

Pops out an eye, swaps an arm...

He unfurls his tongue, smells the air --

YAZ

Where did you go...

76.

SHOWWORLD CENTER

four

A SLEAZY GUY is suprised to see not just an agent... but agents and four Hare-Krishna-looking guys come out of his peep show window. One of the Archanan attendants smiles at him:

ATTENDANT

(CHEERFUL)

You will die alone.

SLEAZY GUY

Yeah, I know.
The agents lead the Archanans through the world's greatest emporium of sleaze.

EXT. GRAND CENTRAL STATION

The hustle and bustle -- cabs picking up and dropping off

PASSENGERS --

We find a LONG LINE OF UNHAPPY KIDS, MAKING UNHAPPY PARENTS

--

Kids crying, pulling on Mom's dress...
We see -- it's the line to an ICE CREAM TRUCK.
And the line isn't moving because KAY IS QUESTIONING THE

PAPER-HATTED VENDOR.

DRY ICE SMOKE rises from the freezer:

KAY

Just a few more questions about dry ice and I'll be out of your hair...
A BIRD CALL makes Kay turn --.he sees Jay waving him over, pointing at something -- The MiB agents lead the Archanans into the Station!

VENDOR

I told you ten times -- I got no idea what dry ice is!

KAY

(not listening).
Thanks, you've been very helpful.

Jay and Kay peel off, follow the MiB agents, leaving the Vendor scratching his head. He turns back to the kids. Jay and Kay follow the MiBers and Archanans inside...

77.

INT. GRAND CENTRAL STATION

The Men in Black blend in easily with the guys going home to Greenwich, but the Archanans are easy to spot. Jay and Kay tail them -- and lose them for an instant! They spot a glimpse of robe, run after them, turn a corner -

And it's just some Hare Krishnas.

KAY

Damn. Wrong freaks.
But Jay spots the Archanans...

JAY

Over there, Kay!
As they run off --

HARE KRISHNA

Perhaps you'd like to join us for a vegetarian meal?
Jay and Kay chase after the MiB agents and Archanans --
The MiB agents approach a cordoned-off area with signs warning WET PAINT!
The agents look around, then slip pass the ropes and through a NARROW DOOR marked "WET PAINT" or "MEN WORKING"
Jay and Kay follow...
Through the skinny half-painted door...

THROUGH THE SKINNY DOOR

An EQUALLY SKINNY ESCALATOR descends 100s of feet. A problem: it's going the WRONG WAY -- bringing incognito aliens and MiB agents UP INTO GRAND CENTRAL. Jay and Kay muscle their way down -- lots of 'scuse me -- pardon me -- hey, don't grab that!
But once they power past the crowds, Jay's jaw drops as we reveal...

78.

SECRET TRAIN STATION

A MUCH-BIGGER station under Grand Central, a secret hub for sending aliens back and forth all over the country. It's basically a series of GIANT PNEUMATIC TUBES --people-sized versions of the vacuum tubes that used to be everywhere in banks, offices, etc.

board
A mix of ALIENS and MIB AGENTS put on helmets and pads, the tubes and FWOOP off... Quick shots -- a shoeshine stand set up for many-limbed aliens... a newsstand with strange papers... The Beatles in line for Liverpool with a blue meanie... Kareem Abdul-Jabbar...

KAY

On your 2 o'clock.
They spot the MiBers and the Archanans next to the TUBE TO

CANADA.

TUBE TO CANADA

The MiB agents put helmets and pads on the Archanans. They're about to load them into the tubes -- Jay and Kay approach:

KAY

Hold up.

MIB

You're off this case, Kay.

MIB 2

Yeah, but I heard there's some dry ice in Queens. Magic show at a kid's birthday party. Better hustle, you can get there before the cake. They all LAUGH at Kay.

KAY

Change in plans.

MIB

What? We didn't hear about any
change in plans.

79.

KAY

Yeah, Ex just gave us the new
orders -- check this out --
Kay gestures them closer -- he reaches for something in his
jacket pocket...
The MiBers lean in...
And Kay GRABS THEM AND SHOVES THEM BACKWARDS TOWARDS THE

TUBE!

The MiB agents stumble, surprised --
The Archanans, not surprised, step deftly out of the way,

the

MiBers FWOOP FWOOP FWOOP into the tube...
Jay and Kay exchange a smile and realize... One last VERY
YOUNG agent is still standing there, wide-eyed:

YOUNG AGENT

Don't hurt me! I'm just the
accountant!
He reaches for his radio... Jay talks him down:

JAY

I know you're a little freaked out
and you want to call for backup,
but listen: When you've done this
job for a while, you realize
there's one rule -- things aren't
what they seem. These are innocent
beings that need our protection.
Are you gonna do the right thing or
are you gonna be a company man and
send them off to die in Toronto?
The young agent thinks -- puts down the radio.

JAY (CONT'D)

Good, good. What's your name?

YOUNG AGENT

Agent Zed, sir.

KAY

You're gonna be okay, kid.
Jay can't help laughing --

80.

JAY

He's gonna be better than OK. I'm
not gonna give you so much shit
anymore.
The radio CRACKLES --

EX (V.0.)

(ON RADIO)

Zed, what's your status?

ZED

Detainees are on the tube to
Toronto. No sign of Kay. Over.

EX (V.0.)

Copy that, good work, Zed.
Zed crosses off...

JAY

Be nice to him. Trust me.
Jay, Kay and the Archanans regroup.

JAY (CONT'D)

Okay, you all wanted to go home.
Well here we are. So how do you
want to get off this rock? You
guys have the spaceport on Long
Island yet?
Kay just looks at him.

JAY (CONT'D)

That place is a dump anyway. Best
Margaritas in the Universe, my ass.
What about the one in Ohio?
The Archanans smile.

ATTENDANT

Here is the way home.
The Lama removes a postcard-sized card from his robe and hands it to one of his attendants.
The attendant bows, and RITUALLY PASSES IT... it passes through all the attendants and then to JAY.
Jay gives it a look.

JAY

Here, huh? You're sure?

81.

LAMA

The only future that ends with life begins there.

JAY

I'll take that as a strong "yes."
Okay, then. Follow me.
Jay pockets the card and starts herding them across the terminal. Kay catches up --

KAY

Where are we going?
Jay looks at him a beat.

JAY

Omaha. And I'm gonna buy you the biggest T-bone you ever saw when we get there. So -- you head over to the Omaha tube and I'm gonna help these guys over here for a second. But I'll meet you in a minute. By the Omaha tube.
They stare at each other --

KAY

Sounds good. See you there.
Kay turns to head off -- then, lightening fast, spins and reaches into Jay's pocket, snatches out the card --

KAY (CONT'D)

Omaha, my ass.

Kay looks at the card: GREETINGS FROM SUNNY FLORIDA -- a tourist post card with palm trees, oranges and beaches.

KAY (CONT'D)

Let's go.

JAY

No, no, no. No way. Florida, Kay.

KAY

That's what it says.

JAY

Don't you get it?

KAY

Yeah, it's hot and muggy. The old people drive slow.

(MORE)

82.

KAY (CONT'D)

We'll stay somewhere air-conditioned and only drive after three when they're at dinner.

JAY

This is why you were there. In Florida. Because of them. You were helping them and that's why... that's why you get killed. Today, July 16. I saw the report myself. Agent Kay, dead at the scene. Killed by Yaz.

KAY

You know what an MiB agent calls it when he faces death? Besides I got you to watch my back, right? They walk to the FLORIDA TUBE

JAY

I just want you to know, I'm doing
this out of love, man.

KAY

Doing what?
He gets his answer -- Jay DECKS HIM.

JAY

You stay home and stay alive.
But Kay isn't down.

KAY

I told them I'd help them -- I'm
honor-bound to do it.
Kay throws a DIRTY SUCKER-PUNCH to Jay's kidney.
Jay recovers and throws an UPPERCUT to Kay's solar plexus.
Jay winces -- like he just hit something hard.

JAY

Damn, you used to have some abs.
They continue to pound each other. As they trade punches:

JAY (CONT'D)

I can't let you go to Florida.

KAY

I make my own future! Besides --
I'm younger and stronger than you!

83.

They both attempt an identical spin kick at the same time --
feet collide.

JAY

Bet you're sorry you taught me
that.
The fight continues... They're wearing down, circling each
other...
And then Kay fakes a left ---

JAY (CONT'D)

You always lead with your--
But this time Kay connects with his right, knocking Jay down
hard.

KAY

Had enough yet?
On Jay -- gasping, spent -- using every last reserve of strength to lift himself off that floor.

JAY

I can't let you go -- I love you!
Jay KICKS KAY SAVAGELY IN THE GROIN. Kay LUNGES AT JAY.
They CLINCH... it's a stalemate...

KAY

Aw, hell, look at that-- behind you-

JAY

I'm not falling for that.

KAY

I'm not kidding --
Kay rotates their clinch towards the tube so Jay can see...
The ARCHANANS -- very cheerfully, benignly hopping into the

FLORIDA TUBE.

Jay and Kay share a look -- and both run INTO THE TUBE!

THROUGH THE TUBES

Jay, Kay and the Archanans hurtle through the MiB system of pneumatic tubes.

84.

The Archanans fly through the tubes, relaxed and happy, moving gracefully, like fish through water...
Kay is in perfect controlled tube position -- everything clenched, hands by his sides, looking like he's in an "air luge"...

Jay is SCREAMING and ricocheting off the sides of the tube like a pinball...
They shoot SOUTH, passing landmarks of the Eastern seaboard...
Intercut with Jay's face -- blown back like Right Stuff astronauts in a G-Force simulator.
Jay FLAILS towards the Archanans, grabs onto the Lama's

robe:

JAY

(yelling over the wind

NOISE)

I have to know -- can I really
prevent Kay's murder?

LAMA

Yes.

JAY

Oh. Okay, then. Thanks, good to
hear.

LAMA

But where there was death, there
will be death.

JAY

What does that mean?

The Lama smiles and zips ahead through the current. Jay gets
CLOBBERED by a bend in the tube.

EXT. FIELD

Sugar cane workers pick crops next to a GIANT IRRIGATION

PIPE.

They look up as SCREAMS DOPPLER THROUGH THE PIPE -- what the
hell was that?

We follow the SCREAM...

85.

BACK IN THE TUBE

Jay CONTINUES TO SCREAM --

TUBE P.A. (V.O.)

All passengers, prepare to de-tube.

JAY

De-tube?

TUBE P.A. (V.O.)

Please make sure all helmet and
crash suit straps are securely
fastened.
On Jay -- no helmet, no crash suit.

JAY

Helmet? No one said anything about

A--

POOP!

EXT. FLORIDA SWAMP/MANATEE PRESERVE - END OF THE TUBE

Jay, Kay and the Archanans are launched from the tube like
human cannonballs...

The Archanans land gracefully, floating down air currents
like kung fu masters...

Kay hits with both feet and rolls...

Jay face plants into the water.

Jay looks up -- FIVE MANATEES STARE HIM DOWN. The ALPHA
MANATEE emits along, lowing manatee song which RESOLVES INTO

COUGHING --

ALPHA MANATEE

Sorry, I have something in my
throat. They went that way...

JAY

Thanks.

Surrounded by thick brush, trees. Jay staggers out of the
water, looking beat to hell.

JAY (CONT'D)

Kay? Archanans? Everyone OK?

86.

Reveal -- Everyone else looks clean and pressed. Jay looks
around -- nothing but brush and swamp.

JAY (CONT'D)

Listen, your, uh...

Arachanness...ness? I don't think

this here is the way back to your planet.

The Archanans smile and WALK OFF... Jay and Kay follow --

JAY (CONT'D)

Hey wait -- we can't help you get home, if you don't tell us how...

He trails off as they EMERGE FROM THE BRUSH
And stop dead...

JAY (CONT'D)

Whoa. So that's how you're getting home.

Reveal -- A GLORIOUS SHOT OF THE APOLLO ROCKET
And they head towards destiny...

CAPE CANAVERAL - LAUNCH SITE

Jay and Kay take in the MASSIVE SCENE...

The huge crowd, the security, the press. HISTORY IN THE

MAKING.

T-Minus 30 minutes.

JAY

Okay. So we've got... 30 minutes to get past security. Get into Mission Control. Reprogram the flight path, pull the Astronauts off the launch and get them in that rocket.

KAY

Well, then. Better get started.

JAY

Weird. I feel like I've been here.

(BEAT)

Okay, I've got a plan to get through security. We just need to be invisible.

YAZ ON HIS BIKE

Hurtling down the highway on his superfast bike, kicking up

a

HUGE DUSTSTORM...

He gets STUCK BEHIND AN 18-WHEELER. Yaz REVS -- and SPEEDS

RIGHT THROUGH THE TRUCK, SPLITTING IT IN HALF.

Down the CAUSEWAY -- the rocket in the distance...

EXT. MISSION CONTROL STRUCTURE ENTRANCE

Heavily guarded by AIR FORCE SECURITY -- people with a lot

of

guns and very little sense of humor.

And up steps Jay, leading Kay and the Archanans.

JAY (O.S.)

'Scuse me... I need to get
inside... I've got the big man's
Cadillac... all washed and ready to-
Before the words are out of Jay's mouth, he's down on the
ground with a submachine gun stuck in his neck.

GUARD

Move and it's the last thing you
do!

The security is on Kay and the Archanans, forcing them down.
Kay gives Jay a look --

KAY

Good work. It's like we're not
even here.

GUARD

(INTO RADIO)

Sir, this is unit 3 bravo -- we
have an attempted perimeter breach
into mission control subhallway
Charlie. One caucasian, one
negroid, four... other. Yes, sir.
We'll hold them here, sir.

JAY

You've got it wrong, let me explain-

88.

GUARD

Shut up! Anything you have to say,
you can say to my superior officer!
And boy does he hate your kind...
A click... click... click... Someone is approaching. Someone
who walks like they mean business.

GUARD (CONT'D)

Lt. Colonel! Here are the
intruders, sir!
Jay cranes to see the Colonel -- he's African American. Jay
grins, relieved --

JAY

Finally, someone I can talk to--
But the Colonel is on him before you can blink, an equal-
opportunity hardass to the extreme:

COLONEL

The only thing we're gonna talk
about is what specific breed of
dumbass you have to be to try to
penetrate my launch site!
He begins patting Jay down. Eyes widen --

COLONEL

Weapon! You are going away for a
long time...
(to his men)
Get them into holding. We'll
interrogate them after the launch.
A beat... and Jay goes for it:

JAY

Sir, before you do that --- my name
is Agent Jay. I appreciate your
position, but I'm from a top-secret
government agency in charge of
protecting the world from the scum
of the universe and right now, on
behalf of the people of Earth, I.:
need to commandeer your rocket so

THEY--

(points to Archanans)
--can board it. Can we count on
your help?

The Colonel stares at him for a beat..

89.

COLONEL

So you want us to stop the most massive endeavor in American history, an event being watched by the entire world, the moment that will be the culmination of a challenge put to us by President John F. Kennedy himself... so a bunch of Hare Krishnas can take a joy ride?

JAY

Would it help if I told you I'm from the future?

COLONEL

Get them out of here!
He motions to the other MPs, who move to roust the group...
But the Lama takes the Colonel by the arm--

COLONEL (CONT'D)

Hey!
--and PULLS HIM INTO HIS AURA.
On THE COLONEL'S face... He sees something POWERFUL
The Lama releases him...
The officer is stunned for a moment. Blinks back into focus
and turns to the other guards --

COLONEL (CONT'D)

You men are no longer needed here.
Report to delta gate.

GUARD

Sir?

COLONEL

Go!

GUARD

Yes, sir...

The Colonel turns to Jay, Kay and the Archanans:

COLONEL

The rest of you, come with me.
The Colonel heads into the building. They follow.

90.

JAY

Things change when you can see the
future, right?

COLONEL

They sure do. This is definitely
about some next-level shit.
The PA crackles:

P.A. (V.O.)

T-minus seven minutes to launch...

MISSION CONTROL STRUCTURE - UNDERGROUND HALLWAY

Mission control is an underground hub with hallway "spokes".
Jay, Kay and the Archanans follow the Colonel down the
hallway towards the main Mission Control center.

MISSION CONTROL

A hive of activity leading up to the launch.. Miles and
miles of white guys in buzzcuts and shortsleeve button-down
shirts. Thick glasses, slide rules, pocket protectors -- a
sea of IBM men.
Everyone smoking, RUSHING AROUND, LAST-MINUTE CHAOS...
Hunkered over computer monitors... reel-to-reel data tapes
spinning. Less computing power than an iPhone, but we put a
man on the moon.

P.A. (V.O.)

T-minus six minutes...

JAY

Attention, everyone! We've got a
change in plans!
Everyone's consumed with the launch and wearing headsets --
they ignore him -- he keeps trying --

JAY (CONT'D)

Hey! Attention over here! I need
to talk to the man who can re-
program this rocket!
Still nothing --

JAY (CONT'D)

Can anyone hear me? Hey! You in
the glasses!

91.

25 people in identical giant black plastic glasses turn.

COLONEL (O.S.)

Agent Jay! Over here!
They see the Colonel with an Engineer at a workstation.

COLONEL (CONT'D)

This is your man.
The guys approach the Engineer --

ENGINEER

You see this card? The rocket's
flight path is all on cards just
like this one. Right here --
He indicates a long metal rack, like a mail-sorting machine,
that holds many 1000s of cards and feeds them into a
processor.
An Archanan approaches and BLOWS ON THE CARDS -- it hits the
cards like a mini-whirlwind. The cards spiral everywhere
like bats pouring out of a cave -- chads fly off -- they're
magically re-programmed! And fly back into the rack.
The engineers are STUNNED. And then PANIC:

ENGINEER (CONT'D)

The trajectory has been altered!
A BIG LOW-TECH GRAPHIC APPEARS on the BIG LOW-RES MONITOR:

TRAJECTORY CHANGE.

ENGINEER (CONT'D)

Abort launch! Abort launch!

JAY

Slow down there! Everyone be cool!

ENGINEER

Coolness is an inappropriate
response!

"ABORT"

The Engineer flips the SAFETY off a red button marked

ENGINEER (CONT'D)

Aborting in 5...

JAY

No! Stop! Do not abort!

ENGINEER

4...

92.

The Engineer raises his ABORTING HAND -- About to slam it
down in the button!

- KAY

This might help.

Kay reaches into his jacket, takes out WHAT APPEARS TO BE A

NEURALIZER

JAY

What's that? You been holding out
on me?

KAY

Little something I've been working
on. Glasses if you've got 'em.
Jay and Kay put on their glasses...

ENGINEER

2.

Jay and Kay in sunglasses -- for a moment, it's the iconic
look of the posters...

JAY

Ha ha, just like old times...

KAY

Oh, and you might want to get under
a desk.

JAY

Get under a--?

ENGINEER

One!
The engineers hand comes down... but before he can hit the

BUTTON --

Kay hits the trigger --
But instead of a FLASH --
A MILLION PELLETS EXPLODE OUT OF THE NEURALIZER -- bouncing
everywhere, knocking out the engineers.
The pellets KEEP WHIZZING EVERYWHERE THROUGH THE FOLLOWING:
Jay and Kay have to talk over the sounds of people getting
KO'd.

93.

JAY

What the hell was that??

KAY

It's a high-velocity non-lethal
pellet-gun. The boys in the lab
call it the "hiv-nol-pog."

JAY

Catchy.
The Archanans deftly step out of the way -- or the pellets
swerve around them.
EX RUNS IN, flanked by security and/or MiB agents.

EX

It's Kay! There he is! Take him
down! Shoot him if you have to!
EX catches a PELLET TO THE GROIN, crumples.
The pellets settle... quiet...

P.A. (V.O.)

T-minus... Five minutes.

HELL The engineers start COMING TO, dazed, wondering WHAT THE

JUST HAPPENED -- Kay and Jay give them a "neuralizer" cover

STORY:

JAY

(TO CROWD)

What the hell is wrong with you people? Raquel Welch comes by for a personal tour of Mission Control and you faint like a bunch of schoolgirls!

KAY

What a waste.

ENGINEER

Raquel Welch was here?

JAY

Five minutes to get to the rocket. And keep your eyes open for Yaz. They head out.

CUT TO:

94.

ON THE TARMAC

With only a few minutes to go, service trucks CLEAR THE TARMAC -- dozens of fuel trucks, etc., Driving to get a safe distance away from the blast.

The all SWERVE OUT OF THE WAY

As one car cuts through them GOING THE OPPOSITE WAY, parting the waters -- it's a military jeep -- THE COLONEL at the wheel, Jay, Kay and the rest, barely hanging on.

CUT TO:

ASTRONAUT TRANSPORT -- DRIVING

The apollo astronauts ride across the tarmac towards the rocket. The only car. Looking up at that rocket.
On NEIL ARMSTRONG, practicing:

NEIL ARMSTRONG

(GRANDIOSE)

That's one little step that I did,
one big step for the rest of you...
Wait, that's not it. Did that
sound weird to you guys?
The driver SLAMS ON THE BRAKES

BUZZ ALDRIN

What in Sam Hill is going on?
Reveal the Jeep, pulled in front of the Astronauts, cutting
them off.

KAY

No disrespect meant, [major]. I'm
a big fan. (Especially of the
haircut.)

JAY

But we've got some bigger fish to
fry. Hand over the flight suits.
They start pulling the astronauts off the truck.
The astronauts protest.

JAY (CONT'D)

Let's go, people. Why don't you
take one giant leap out of there.

95.

They look at Jay and Kay... at the Colonel...

COLONEL

That's right, gentlemen. You need
to listen to them. We're going to
protocol twelve.
The astronauts acquiesce.

BUZZ ALDRIN

I didn't want to get in that death

trap anyways.

NEIL ARMSTRONG

I'm still getting my parade, right?

CUT TO:

EXT. MISSION CONTROL STRUCTURE ENTRANCE

The same guards who stopped Jay and Kay are back on duty. They hear something -- they draw weapons -- And it's Yaz. Still looking like evil incarnate. The guards take in this unholy picture...

GUARD

WHAT THE--

YAZ

I want in.
The guards look at each other --

GUARD

Should we radio the Colonel?

GUARD (CONT'D)

You wanna get yelled at again?
They wave him by.

GUARD (CONT'D)

Go ahead.

LAUNCH PLATFORM

Kay loads the Archanans into the capsule., Technicians in clean suits assist.

96.

Jay works like a secret service agent -- scanning for all possible threats.

Jay checks his stop watch -- Four minutes to go...

Kay works'with the Archanans--

JAY

We good yet, Kay? I don't like

being out here in the open -- too many ways for Yaz to get to you...

KAY

I'm almost there.

Kay's got them inside, but having problems with the hatch.

KAY (CONT'D)

Hey, tech guys -- get back here and help me with the door.

TECH

It's called-a hatch.

KAY

Whatever, just get over here.

JAY

Oh, come on -- what's going on?

KAY

This door is complicated.

JAY

Oh, for...

KAY

What? It's an Apollo rocket, not a Plymouth Valiant, OK? It's complicated.

Jay goes over to help Kay with the door. They both fuss and fight over the door.

JAY

Lift it. You have to lift it.

KAY

No, I am lifting it. You have to hold the lever.

97.

JAY

No, if I hold the lever, the rubber

thingie won't... go in the thing
where the thingie goes...
Kay notices something in the reflection of the hatch glass.

KAY

Jay... Why do you think a highly
trained NASA technician would leave
the back of his suit unzipped?
They exchange a look that parallels the opening scene in the
Chinese restaurant...

JAY

Because it's about to go down.
They turn around, draw weapons on the tech -- it's YAZ!

NOTE TO READER:

Welcome to the good stuff
From here, we launch into a GIANT SET PIECE that will take

us

up and around the Apollo Rocket...
As Jay and Kay battle Yaz and Devil Girl in a super-high-
stakes confrontation to protect the Archanans...

We will pay off that YAZ ISAVIRUS, bentonDESTROYINGTHE
EARTH to avenge the deaths ofhis brothers --smallpoxand
bubonic plague.

The launch clock ticks down -- the action moves around pipes
breathing fire, the gigantic scaffolding, liquid oxygen
spewing from the rocket... All on top of a rocket taller

than

a 30-story skyscraper.

With T-minus 25 seconds to go, Jay and Kay corner Yaz

against

the lunar capsule.

BACK TO SCENE:

Yaz laughs at Jay and Kay.

YAZ

You can't stop me! Nothing on
Earth can stop me!

JAY

Nothing now.
Yaz raises an eyebrow...

98.

Jay draws his NOISY CRICKET -- the gun he brought from the future.

KAY

What's that?

JAY

Little something I brought with me.
Jay points the gun at Yaz -- but Yaz just LAUGHS --
As the clock ticks down to T-minus 5... 4...

YAZ

Try it! You wouldn't dare! One
false shot and you'll rip space and
time!

JAY

That's a chance I'll have to take.
Jay BLASTS YAZ
Yaz stumbles BACK INTO THE CAPSULE... The hatch SLAMS him

in!

Just as the ROCKET BEGINS LIFTOFF--

HUGE FLAMES - HUGE CLOUDS OF SMOKE THREATEN TO ENGULF JAY

AND

KAY -

KAY

Uh oh --
But the Archanans surround them with their aura -- where the
flames and smoke flow harmlessly around them...
And then it's over...

BIG VICTORY MOMENT

As they watch the rocket carry Yaz off...

JAY

We did it, partner. I hope you
remember this when you recruit me --
you won't give me such a hard time.

KAY

You know I will.

JAY

Yeah.

99.

KAY

I guess we'll have to build a prison on the moon or something. Jay realizes -- grabs Kay --

JAY

Do a better job this time, OK? That needs to be one hell of a prison. You don't want that guy coming back, or I'm coming back. Look, once was enough, OK? Jay turns to The Colonel --

JAY (CONT'D)

Thank you for your help, sir. Hope we don't get you fired.

COLONEL

Not too worried about that.

JAY

Can I ask you -- what did the Lama show you in there that made you help us? Was it the Earth being destroyed?

COLONEL

No -- it was my son. All grown up. As a matter of fact, I'm late to see him -- I promised I'd watch the launch with him.

JAY

Oh. Thanks. He's a lucky kid.

COLONEL

I'm a lucky dad. Take care. Jay offers him a handshake. The officer takes it -- and pulls Jay into a hug.

JAY

Okay... The Colonel leaves. Jay and Kay congratulate each other, smile over a job well done...

But then they see the Archanans... And realize...

100.

KAY

We're sorry we didn't get you home, guys. It was the only way to get rid of Yaz.

JAY

But we'll make sure you're safe here. And the next rocket out...

LAMA

All is well. You have done well.

JAY

No we didn't. You wanted to go home...

LAMA

There is what we desire and what must be... And now our gift to you...

JAY

Gift? But we didn't get you home.

ARCHANANS

There is the action and there is the intention. It is the intention we reward.

LAMA

You did the right thing. And if humans are capable of such sacrifice, such friendship... perhaps we ARE already home.

JAY

So then what's the gift?

LAMA

You already have it.

Jay looks at pong.

JAY

This? Pong?

LAMA

Yes. PONG. The Pan-Galactic
Ordnance Negation Grid. Agent Kay
will use this technology...

JAY

To make the missile defense system.
You use this to save the world.

101.

ARCHANANS

Yes. Don't drop it.
They take the PONG and drape it around Kay's neck
The Archanans leave, chanting...

ARCHANANS (CONT'D)

(CHANTING)

Bip... Bip... Bip...
And it's just Jay and Kay.
Jay looks at Kay wearing the PONG... just like in the case
file picture...

JAY

Hey. My watch stopped.
We see -- a minute to go. Jay looks at the watch. Something
about it bothers him...

KAY

C'mon. Let's go watch that bastard
leave the atmosphere.

JAY

Yeah, I'll catch up with you in a
second.

KAY GETS INTO THE ELEVATOR

the Jay hangs back, approaches the Archanans, walks them down scaffolding.

JAY

So you guys understand all this time stuff, right? So is everything going to be okay now? I mean, if I saved everything, and Yaz is really gone, why am I even here? Shouldn't I not have come in the first place? And why do I still have time left on my watch?

UNDERGROUND

The scaffolding leads Jay and the Archanans into the maze of underground hallways.
Jay walks, looking at his watch, thinking...

102.

,He sees a WALL CLOCK -- 3:59.

JAY

3:59. But Kay didn't get killed until...
And then the AWFUL REALIZATION --

JAY (CONT'D)

He didn't come yet! Kay, he didn't come yet!!!
Jay races to find Kay.

WITH KAY

Unaware that his appointment with death is near...

WITH YAZ AND DEVIL GIRL

Racing down a hallway... hunting Kay...

WITH JAY

Running... running... searching... where is Kay?

INTERCUT BETWEEN KAY... YAZ... JAY...

All converging on destiny...

WITH JAY

Running... more frantic now...
And then he sees him!
Kay -- at the end of the hallway!. Backlit by the door to
the outside...

JAY

Kay!
And then Jay sees -- Yaz! Already there!
Jay goes for his weapon, but he doesn't have the shot!
Yaz pulls his guns...

103.

Kay turns to see Yaz -- there's no time to react, only to
know HE'S ABOUT TO DIE!
Yaz FIRES!!
But -- THE COLONEL is somehow there instead! He catches the
bullet for Kay -- his body dematerializes.
And it gives Jay the split-second he needs to FIRE ON YAZ

AND

KILL HIM, blowing him OUTSIDE -- where he is INCINERATED BY
LIQUID OXYGEN leftover from the launch.
They look at each other -- it's over.

KAY

See? I knew you had my back.
Jay hears footsteps. Looks up and sees the SHADOW OF A TALL

MAN -- REMARKABLY SIMILAR TO JAY'S OWN SILHOUETTE.

As the footsteps approach, the shadow grows smaller,
shrinking to KID SIZE. It's a boy.

KID'S VOICE

Dad? What's going on?
The kid steps into the light -- backlit -- but from the
shape
of his head and Jay's reaction, this kid could only be YOUNG

JAY.

JAY

Where there is death, there will
always be death. He saved your
life. He swapped his for yours.

He saved the world.
Kay puts a firm hand on Jay --

KAY

I'll take it from here.
Kay steps away... but turns back.
In a replay of the moment from the first movie, Jay tosses
Kay a modern Neuralizer.

JAY

Leave me some memories this time,

OK?

KAY

Sure, partner. I'll see you
around.

104.

JAY

Yes you will.
Kay turns back to the boy, takes his hand.
Jay watches them from a distance:
Kay takes something off the ground where The Colonel's body
was -- hands it to the son.

KAY

Hey, look -- your Dad wanted you to
have this.
Kay gives the kid a shiny new commemorative Apollo key
chain.

Jay looks in his pocket -- the same key chain, scratched and
worn.

YOUNG JAY

Where is he?

KAY

Your daddy had to go -- he's part
of the space program, now. He's
okay, he just had to take a trip up
to the stars, but you'll be just
fine. I'll keep an eye on you...

They are silhouetted by the bright light of the Apollo launch...

Jay takes out his iPhone and ALL GOES WHITE...

PURE WHITE LIGHT...

And it resolves into...

NEW YORK - BACK TO PRESENT DAY...

Jay comes to in the Apple Store, looks to the sky and

THE MISSILES ARE STILL COMING!!!

JAY

Noo!!!!

And then...

A giant PONG PADDLE rises over the horizon and

PONGS THE MISSILES BACK INTO SPACE

105.

EXT. MIB HQ ENTRANCE/VENTILATION BUILDING

Jay is walking on air -- thrilled to see the deadpan security guard.

JAY

It's good to see you, man.

He gives him a hug-- gets a "what the hell?" face.

INT. MIB HQ

Jay is thrilled to be back -- hugging everyone he can. No one else knows what he's talking about -- from their POV he never left... It all seems the same except for quick shots of Ex the bitter janitor, aged Devil Girl pushing the coffee cart... Jay bounces through the MiB HQ -- it's just a regular day to everyone else, but it's HOME SWEET HOME to Jay. He even gives the worm guys a big, gushy hug. A crowd of people gathers around Kay, congratulating him on winning the Bowling trophy... AGAIN.

Kay looks up -- SMILES BIG when he sees Jay.

KAY

Alright, everyone, give me and my partner here a minute.

They leave the guys alone. A beat -- and Jay just wraps him in THE BIGGEST HUG EVER.

JAY

It's good to see you, man. So good. I just... do you remember... I mean, do you know what I've been through?

Kay just stares at him.

KAY

You mean, do I remember that you travelled back in time to save my life and the world? Not bad, slick. Not bad.

JAY

No problem. You'd do the same for me. I just have one question...

(MORE)

106.

JAY (CONT'D)

When you disappeared... Why didn't I forget you when everyone else did?

KAY

Well, I don't know exactly. Because I was dead. But in a quantum reality, objects can exist in contradictory states... So multiple timelines with varying probabilities can exist, and the one you're closest to

MATHEMATICALLY--

JAY

Oh, you're talking about our closeness... you're talking about our love... Across timelines! You're saying our love will go on! Kay swats him away -- but the love couldn't be more clear. Jay feels something in his pocket -- the keychain. Takes it out.

JAY (CONT'D)

He was a good man.

KAY

Yes he was.

JAY

I'm glad I know that.

KAY

So you travelled back in time, huh?

JAY

Yep.

KAY

Wow. And you didn't change anything?

JAY

No.

KAY

You're sure? Because the littlest thing can have huge repercussions.

JAY

I was very careful.

107.

KAY

Good man, good man. Well, let's get you a uniform.

JAY

Excuse me?

We PULL BACK --

Revealing PRESENT DAY MIB IN ALL ITS KICKASS GRANDEUR.

Eternally vigilant in the struggle to protect the Earth and
all its inhabitants...

And every one of those agents wearing BLUE SUITS WITH

SHORTS.

JAY (CONT'D)

Even I can't make that look good.

FADE TO BLACK.