

FADE IN:

1950's SCI-FI FILM; Black & white, retro, stilted acting, bad effects.

EXT. WOODS/PARKING AREA - NIGHT

This is a make-out zone. CAMERA MOVES to find the back of a car where two teenagers are kissing. The angle is SUPER TIGHT, the lighting dark, so we CAN'T SEE THEIR FACES.

ONE WAY TO ACCOMPLISH THIS: As we REVEAL the car, the automatic convertible top is coming down. When we see the couple inside, it's from behind the now scrunched rear window. The framing of the window cuts off the tops of their heads, hiding their antenna. Also, we see them in silhouette so we don't see their green skin.

Dialogue starts VO as CAMERA leisurely reveals the silhouetted couple in the car.

TEENAGE GIRL

I've never gone parking before. I'm really not that kind of a girl.

TEENAGE BOY

I'm not the kind of a guy who would go with that kind of a girl.

TEENAGE GIRL

That's so sweet - I think.

The boy leans closer, getting ready to kiss her.

TEENAGE BOY

There's nothing to be scared of.

And they kiss.

From the distance comes a rumbling, approaching fast. The car starts shaking.

From the front of the car, an alien ship rises up over the cliff. It's monstrously huge, though a cheap-looking 50's sci-fi model.

TEENAGE GIRL

I knew this would happen if we made out!

The teens SCREAM and the car takes off.

The car zooms down the empty road, dodging lasers from the alien ship.

Suddenly, the car grinds to a halt, trapped. The alien ship is about to strike when...

BLAM! It's hit with one artillery round.

REVEAL dozens of soldiers with tanks and artillery are in position and ready for battle.

From behind the alien ship, a dozen more approach from the sky.

The hatch of the first ship opens. An alien steps out.

CAMERA MOVES up behind a jeep. Before reaching the GENERAL, we see his AIDE from behind.

AIDE

General, what are your orders?

Now we REVEAL the General from behind, still not seeing his antenna.

GENERAL

This is a war for our world!

There's a CAMERA MOVE that circles around to the front of the General that enables us to see his face. Elaborate, but important for the FIRST REVEAL of our aliens.

GENERAL (CONT'D)

Kill every last alien!!

The frenetic glow of gunfire is reflected on the GENERAL as we MOVE IN on his face. (NOTE: A main goal here is to create a dynamic REVEAL that this is an alien. This needs to be close and come up suddenly for full impact. Once we reveal this, we need to cut very quickly to the theater of aliens watching for the full effect.)

Suddenly they all start shooting as we...

CUT TO:

INT. MOVIE THEATER - DAY

The audience watching this movie are also ALIENS with green skin and antenna. This is an alien world (now of course in color) going through its 1950's sci-fi movie phase.

They all wear 3-D glasses and jolt back in fear. Some munch pop corn, girls hug their boyfriends, little boys are on the edge of their seats. SOUND of the battle from the screen.

We MOVE among them and come to a 9 year old boy, ECKLE. Suddenly someone pulls his 3-D glasses off. It's ECKLE'S MOM and she's pissed. She takes him by his antenna and drags him out of there.

EXT. MOVIE THEATER - DAY

Eckle's Mom drags her son away. This begins the OPENING CREDIT SEQUENCE. In the scenes that follow, titles will show up in unlikely places; billboards, store signs, traffic signs, etc. As this introduces us to the planet, we'll hear a light, stylized 50's SONG.

We follow Eckle and his Mom until we come to a woman walking her stroller.

We then FOLLOW HER as she walks up to a crossing guard. The guard does a "guchie-goo" tickle as if under the baby's chin, but we REVEAL the baby is an egg.

They walk on and we pick up a MILKMAN and MAILMAN who greet each other in a super friendly way.

MAILMAN

Hello Plark.

MILKMAN

Morning Serbok.

They pass kids playing HOPSCOTCH on the street. We HOLD on them. Instead of squares, they jump in a pattern like a crop circle.

Nearby, a beauty parlor. Inside, a suburban mom luxuriates as her antenna are groomed.

MORE SCENES FROM BOARD ARTISTS TBD

EXT. PLANETARIUM - DAY

A car parks. Eckle's mom gets out and drags him along. REVEAL where she's leading him:

WIDE of the planetarium as they enter.

OPENING CREDIT SEQUENCE ENDS

CUT TO:

STARFIELD

A moment of silence, then MUSIC reminiscent of "Star Trek".
We hear:

A VOICE

Space. A universe of mystery. Today
the deepest secrets will be
revealed and you will see the
incredible truth!!

REVEAL we're actually seeing:

INT. PLANETARIUM/AUDITORIUM - CONTINUOUS

This is a star show in a classic 50ish planetarium. Watching
the show is an auditorium full of school kids.

Up from the middle of the room rises a platform containing
the star machine and its OPERATOR: LEM, a high-school
junior, 16, passionate, fairly geeky, yet kind of cute for
someone with green skin. It's his voice we were hearing.

He's about to continue with his lecture, but he's new and
uneasy in this job. He stumbles, dropping his script.
Bending down to pick it up, he knocks the star machine,
making it pivot 180 degrees, sending stars flying all over
the dome.

The kids OOOOH and AHHHHH, loving it, covering his mistake -
or so it seems. But Lem looks over to an older man sitting
prominently in front: This is the CURATOR. He takes notes on
Lem's presentation, grading him. From his face, the grade so
far doesn't look good.

From nearby, Lem hears: PSSSST.

He turns to see SKIFF sitting nearby. Lem's age, Skiff is
quirky, paranoid. He motions for Lem to keep going and gives
him an encouraging thumbs up.

Lem makes himself continue. He hits some buttons on the star
machine as he narrates the following:

LEM

How vast is space? If you could
stretch a rope from one end to the
other, it would reach over 500
miles!!

Ooooohs from the audience.

LEM (CONT'D)
Ever try counting the stars? Don't
bother, there's too many. Over ONE
THOUSAND!

Even more Oooooohs from the audience. Lem's feeling
confident now.

LEM (CONT'D)
I'll bet you think stars are tiny
points of light. Wrong!

On the dome, Lem zooms into an individual star.

LEM (CONT'D)
Each star is over 3 feet wide!! And
so hot it can boil water!!!

The biggest set of Oooooohhhhs.

Lem brings up an image of their planet, struggling a bit to
shove the slide in the right slot.

LEM (CONT'D)
But don't worry about our planet.
It's so far from the nearest star,
nothing could ever happen to it.

Maybe the real planet is, but Lem put the slide of the
planet in wrong. It starts to catch fire, causing the
planet's image on the dome to bust into hellish flames as if
their planet is dying.

A terrified MOAN from the kids, some SCREAMING and CRYING.

KIDS
We're gonna die!/I want mommie!!!

Lem looks over at the Curator who shakes his head and makes
a note.

CUT TO:

INT. PLANETARIUM/AUDITORIUM - A BIT LATER

Kids are filing out.

ON THE CURATOR, summing up Lem's score as two boys file
past. He overhears:

BOY 1
You see the whole world blow up?!!

BOY 2
I'm coming back tomorrow!!

But the Curator's not impressed.

ON LEM, waiting nearby for his score. Eckle rushes over, speaking rapid-fire. Lem is uneasy with the Curator hear this.

ECKLE
What about aliens? Can they really suck out our brains?! How do you spot an alien zombie? Are you in the 'they don't blink' school or the 'show no emotion' school?

Eckle is interrupted as Lem covers his mouth and looks uneasily to the curator.

LEM
He's a riot, isn't he? Aliens.
(to Eckle, condescends)
Science proves there's no aliens.
(to Curator)
Too many comic books.

Lem taps Eckle's head to indicate brain damage. The Curator marks another box on Lem's score. It's not looking good.

EXT. PLANETARIUM - MOMENTS LATER

Lem comes outside, looking glum.

ON ECKLE AND SKIFF, waiting for the news. They exchange a concerned look.

SKIFF
Did'ya get the job?

Suddenly Lem brightens. He was misleading them.

LEM
You're looking at the new junior assistant curator!!

His friends smile. They walk on.

CUT TO:

EXT. TOWN STREET - A BIT LATER

Lem, Skiff and Eckle are upbeat, walking walk down a suburban street. We see more of the neighborhood part of this town.

The Milkman passes by and calls:

MILKMAN
How'd you do, Lem?

LEM
Got the job!

MILKMAN
Knew you would!

As they pass the Milkman, their conversation continues.

LEM
I can see my whole future! A house.
A car. Two kids. They'll grow up
and have kids. They'll come home to
visit on holidays...

In rapid fire succession:

PASSERBY 1
How'd it go?

LEM
Got it!

MAILMAN
Well?

LEM
Hired!

PASSERBY 2
Did you get it?

LEM
Thumbs up!

Lem and the others continue on.

ECKLE
Does this mean you're gonna marry
my sister?

Lem stops walking.

LEM

Whoa... let's not get ahead of ourselves, I still have to graduate.

(confides, happy)

But yes!

A cop car pulls up. Inside, CHIEF GORLOC speaks over his LOUDSPEAKER.

CHIEF GORLOC

HEARD YOU GOT THE JOB. NOW GO MARRY THAT GIRL!

Lem looks around, slightly embarrassed, but smiles anyway and gives the Chief a thumbs up.

LEM

Thanks, Chief!

The cop car pulls way, REVEALING behind it the movie marquee. There we read: COMING SOON, HUMANIACS 3. Below that, a huge poster for the movie, showing invading aliens. A banner overhead announces: SIGN UP FOR THE PREMIERE COSTUME CONTEST

SKIFF

(reverent)

There it is... Two more days.

ECKLE

(in movie trailer voice)

"Humaniacs 3"! The final battle for our world has begun!

BOTH SKIFF AND ECKLE

Victory or extinction!!

They both make a high-pitched sci-fi sound. Lem sees the sign for the costume contest.

LEM

If you guys go in costume, I'm pretending we never met.

Lem starts to walk down the street. Skiff and Eckle follow.

SKIFF

Wait a minute, you're not going??? You said Humaniacs 2 was the best sequel since "I Married My Alien Abductor"!

LEM

I'm a planetarium professional now.
I don't have time for science
fiction. And I don't believe in
aliens!

SKIFF

If I didn't know better I'd say you
were an alien sent to make us think
there's no aliens!

LEM

Skiff...

Skiff stops Lem in front of a shop so he can talk to him.

SKIFF

They're here, Lem! Walking among
us! Studying us using...
(whispers,
conspiratorial)
...the anal probe.

LEM

Aliens came here to look up our
butts?

Skiff puts a hand on Lem's shoulder to emphasize:

SKIFF

The anus is the key to everything!

This is said just as a shopping woman exits a store and
winds up in the tight shot with them, in time to catch this
homoerotic sentiment. Her face drops.

Lem walks on and Skiff and Eckle follow. We leave the
shocked woman to follow them.

SKIFF (CONT'D)

The government knows! They're
hiding the evidence at Base 9! Base
9, Lem! Top, top, top, top....
extra top secret. I read all about
it at work.

LEM

You work in a comic book store!

Lem stops and points up to the comic book sign which they
happen to have just reached.

BOSS (O.S.)

Skiff!!

SKIFF

(suddenly)

I'm late!

(heading inside)

You'll believe me! When aliens
possess your parents and eat your
brain!

BOSS (O.S.)

Skiff!!!

Lem turns away and finds Eckle staring at him with an expectant smile.

LEM

Don't listen to him. There's no
such thing as aliens.

CUT TO:

EXT. CROP CIRCLE - CONTINUOUS

To contradict Lem's statement, we see an alien formation in the grass.

REVEAL this is actually a baseball field. A game is in progress. But flying overhead, unnoticed, is an actual alien ship.

(NOTE: I like this scene here because it feels like a precursor to the alien arriving and also incorporates information about their world. Also, I'm not sure we need to introduce Base 9 here. The key information for us now is that an alien ship is arriving. I'm concerned we're putting too much on our audience by introducing Base 9.)

CUT TO:

EXT. LEM AND ECKLE'S HOUSES - CONTINUOUS

The two families have adjoining yards. Outside Eckle's house, ECKLE'S DAD lights the BBQ. ECKLE'S MOM puts a cloth over the table.

From the next yard...

LEM'S DAD (O.S.)

He got the job!!

Eckle's parents head over and we:

REVEAL LEM'S MOM and LEM'S DAD next door, talking to Lem and Eckle. They hug Lem.

LEM'S MOM
We're so proud of you!

Eckle's parents arrive at the fence.

ECKLE'S DAD
Isn't there someone else you should
tell?

They look to the side and we REVEAL:

NEERA, working in their garden. She hasn't seen Lem yet.

Lem smiles.

ON NEERA as Lem approaches. She sees him and rises. They face each other like two young people enamored.

LEM
Hey Neera.

NEERA
Hey Lem.

LEM
I got the job.

NEERA
That's great!!!

LEM
I was thinking, now that I have a
stable and rewarding career...

NEERA
Yes...

LEM
Maybe it's time that you and me...

NEERA
Yes...

LEM
I mean, would you wanna...

The answer would be 'yes', but before Lem can ask, SOUND of a car pulling up with MUSIC blaring.

It's a hippy car. The driver steps out. He's Glar, 16, long hair, flowery clothes, guitar in hand.

GLAR

Neera, where're you been? The cause needs you!

LEM

Cause?

NEERA

Oh, Glar invented this thing he calls "protesting". That's when you shout about stuff that makes you upset.

GLAR

Like the school gym. They're painting it orange! What a bummer!
(aside)
That means I don't like it.

Glar strums his guitar and sings:

GLAR (CONT'D)

(sings)
Orange! Orange! It's so very...
(stops strumming)
What rhymes with orange?

ECKLE

(raises his hand)
I know!

GLAR

Your time will come, little man.
Neera, we need you, righteous
mamma!

Neera feels she has to go, but doesn't want to leave Lem.

NEERA

Well... Lem, is it okay if we talk later?

LEM

(lies)
Sure.

Glar takes Neera by the arm to lead her away.

GLAR

(to Lem)

Peace. That means see ya later.

They get in the car and take off. Lem and Neera exchange a bit of a lovelorn look.

CUT TO:

INT. LEM'S ROOM - MOMENTS LATER

Lem enters and throws down his books.

Prominent in his room is a telescope. He looks through it, then turns to the side to speak to someone. We don't see who.

LEM

Would you want to maybe one day get married?

REVEAL he speaks to a picture of Neera. He moves it to mimic her talking:

LEM (CONT'D)

(as Neera)

Oh Lem, I'd love to!

ANGLE THROUGH THE TELESCOPE. Lem hasn't seen, but entering his scope's view is a comet-like trail in the sky - the alien ship.

CUT TO:

INT. BASE 9/RADAR ROOM - CONTINUOUS

A radar tech soldier is utterly engrossed in an alien comic book about invaders from another planet. A RED LIGHT blinks on the alien drawing.

REVEAL underneath his radar station has spotted a blip. He stares in disbelief.

TRANSITION TO:

INT. BASE 9/DISPLAY ROOM - CONTINUOUS

This is down below. A top secret room. Dark. Mysterious.

We find our way to a large glass case. Inside, a NASA Pathfinder built for roaming other planets. His name is ROVER and he seems totally dead.

But Rover suddenly powers on. A red light starts beeping and blinking.

His camera/eyepiece looks around. ANGLE ON HIS POV. We see a readout: "LOCATION UNKNOWN" He tries to get out, but bumps into the glass enclosure. More Rover POV and readout: "Enclosure composition: GLASS" Then: "Enclosure securing: SCREWED" (NOTE: Took a whack at a joke here that could also be logical.)

TIGHT ON SCREWS outside the case as they are undone. REVEAL Rover is unscrewing them from the inside. 1, 2, 3 - the suddenly the glass case falls and smashes to the floor.

An alarm goes off. Rover leaps out of the case. He stops behind the door as soldiers rush by without seeing him. Rover heads out.

OUT IN THE HALL, Rover stops and looks up. MOVE IN on his RED BLINKING LIGHT as we hear his BEEPING.

EXT. DESERT - MOMENTS LATER

Rover is on the move. He stops, picking up a signal from above.

We see the alien ship flying over head. Seen through Rover's POV, the readout: "TARGET ACQUIRED" "PRIMARY MISSION: RENDEZVOUS"

Rover heads off to follow.

CUT TO:

EXT. ECKLE'S BACKYARD - CONTINUOUS

TIGHT ON THE SAME COMIC BOOK. Eckle reads it, sitting at his family's outdoor table. ECKLE'S DAD works the grill. His Mom takes his comic book away, tapping his head with it affectionately.

Slowly, a rumbling starts. Next door, still working outside, Lem's parents hear it too. They all wonder what's going on. Then, from out of the sky comes a fiery rocket. A NASA landing module approaches and slowly lands.

Pause. The hatch opens. Out steps an astronaut. Like the first man on the moon, he charges out in self-simulated, low gravity slow-motion and plants the American flag in the ground. Then he looks around and realizes:

He's in suburbia on a strange planet.

Eckle's and Lem's parents stare in shock. Eckle realizes it's a spaceman like the kind in his comic book. Beaming, he grabs a pen to get the alien's autograph.

The astronaut, already freaked, takes a step back. Through his POV we see Eckle's Dad holding the big fork with cooked meat in a way that could be seen as hostile. Then the automatic sprinkler is triggered, coming between he and his ship. Then, Lem's Dad inadvertently ignites his grill, sending up an scary spire of flame.

The astronaut freaks, turns and runs off down the street - this just as Lem comes out in time to see him run off.

EXT. SUBURBAN STREET - CONTINUOUS

The NASA astronaut turns a corner and sees a woman walking her scary looking dog. She SCREAMS. He freaks and runs the other way.

He runs right into a car that nearly runs him over. The people get out of the car and run one way, the astronaut runs in the other way.

WIDE as he heads off towards the hills in the distance. On those hills we can see the planetarium.

DISSOLVE TO:

EXT. ECKLE'S HOUSE - CONTINUOUS

FULL SCREEN TV. Speaking to camera is a TV REPORTER, a 50's, Edward R. Murrow type, acting like the fate of the world hinges on his every word. We see him on the monitor in B&W.

TV REPORTER

And so the war for our world has
begun. How will our species
survive? And how will YOU get your
teeth their whitest?

ON THE MONITOR, up comes a toothpaste commercial with CRUDE ANIMATION of TOOTHPASTE BUBBLES singing a jingle:

SINGING TOOTHPASTE BUBBLES

Give your smile that special glow -
Try the sparkle action of DentaPro!

REVEAL curious townspeople have gathered to see the ship.
Police keep them back.

ANGLE ON LEM'S FRONT DOOR as he leaves the house with an arm full of school books. He takes in the scene and seems a bit taken aback. He looks over to Eckle's house as Neera and Eckle also step out for school. Lem and Neera exchange a concerned look.

CUT TO:

EXT. MAIN STREET - MORNING

We see a store front established in our intro to the town (i.e. Barbershop). Only now, instead of giving a haircut, the barber is heading out, hastily putting on his civic patrol uniform.

He's heading over to the civic patrol group assembling outside, also joined by a grocer from across the street, taking off his apron and trying to fit his too-tight ammunition belt around his waste.

Civic Patrol citizens gather around a CIVIC PATROL CAPTAIN. He searches through several defense manuals.

CIVIC PATROL CAPTAIN

Let's see...

(reads titles)

"Invasion by Giant Ants"; "Invasion By Sea Monsters"; "Invasion by 50 Foot Woman"... Ah... "So You've Been Invaded By Aliens".

ANGLE ON LEM and ECKLE'S DADS, manning a nearby artillery gun. Eckle's Dad tips his hat to a PASSING WOMAN

PASSING WOMAN

Keep an eye out for aliens.

LEM'S DAD

Aliens?!!!

He pulls the trigger, firing the gun.

The round blasts through a billboard, knocks down a huge TV antenna and blows the head off a statue.

Lem and Eckle's Dads whistle innocently.

CUT TO:

INT. A CLASSROOM - CONTINUOUS

A teacher stands up front, holding the manual: "So You've Been Invaded By Aliens".

TEACHER

All right, class, let's try it one more time.

(suddenly screams)

ALIENS ARE COMING!!!!!!

At once, all the students dive and take cover under their desks.

TEACHER (CONT'D)

(to slowest student)

Flarc, you were too slow. Go join the zombies.

Flarc trudges back to a section of kids who linger behind a rope, from which a handwritten sign hangs: ZOMBIES

The BELL RINGS.

INT. HIGH SCHOOL MAIN HALLWAY - MOMENTS LATER

Kids are rushing out of their classrooms. From the loudspeakers:

LOUDSPEAKER

Attention students, attention!
School is cancelled for the rest of the day due to alien invasion and the end of all life as we know it.

The stunned kids suddenly erupt in CHEERS.

CUT TO:

EXT. HIGH SCHOOL - CONTINUOUS

Reminiscent of a 50's school, but with alien twists - from the ball field to the cars in the alien lot.

As Lem leaves, he hears:

SKIFF

Psssst!

Skiff peeks out from behind a tree. Lem goes to him.

LEM

Skiff?

SKIFF

Shhhh! Replicants and zombies are everywhere. And you said there's no aliens!

LEM

Guess I was wrong. What do they want from us?

SKIFF

Standard drill. Snatch our bodies. Absorb our souls. They like our brains with a side of hot sauce.

Skiff looks around secretly, then shows Lem some crudely drawn architectural plans.

SKIFF (CONT'D)

I'm building an air raid shelter. I'll have enough food for six months if you want to come.

LEM

(yuck)
Six months underground with you?

SKIFF

(recalls)
Oh, and here, I got you this.

Skiff tosses a cork to Lem.

LEM

A cork?

SKIFF

It's your best defense against the anal probe! You put it...

Skiff starts to gesture to his butt. Lem interrupts.

LEM

I think I know.

SKIFF

(realizes)
Oh wait, I already used that one.

Lem tosses the cork up like it was a hot coal.

LEM

Gross!

While Lem is busy with that, Neera comes by.

NEERA

Hey Lem. Who're you talking to?

Lem turns to see that Skiff has disappeared. He shakes his head.

LEM

Skiff - I think. How are you holding up?

NEERA

Fine, considering there's a space ship in my backyard.

Suddenly Glar comes by with six TEENS, average kids he's roped into joining his "cause".

GLAR

That's why we need you! You can get us there to protest against the men!

LEM

The who?

GLAR

You know, the men, the ones with all the power. We need to stick it to the men!!!

(realizes)

Why don't you join us!

LEM

Me? I have to work.

GLAR

Work!

(strums)

Establishment!

(strums)

The system!

(strums, aside to teen)

What rhymes with system?

Lem looks at Neera, confused.

NEERA

I think maybe Glar's saying you
don't always have to do whatever
you're supposed to do just 'cause
someone tells you.

Neera winces a bit apologetically because she sort of feels
that way herself.

NEERA (CONT'D)
(backpedals a bit)
I *think* that's what he's saying.

GLAR
Outta sight. Sock it to me.
(to Neera)
You coming, foxy mamma?

With an apologetic look at Lem, Neera goes off with Glar and
the teens.

CUT TO:

EXT. DESERT - CONTINUOUS

Rover is rolling along, his tracking device guiding him.
Suddenly he stops when he spots something.

REVEAL HIS POV: It's a rock. Rover's pincers grab it and
hold it up to camera. In his POV, we see a readout:

"NATIVE ROCK Composition: G7 Weight: 32 Volume: 2.19
PRIMARY SPECIMEN" (In flashing letters:) "**ACQUIRE!**"

ON ROVER, excited, doing a little dance and storing the rock
in his inner compartment. He continues on his journey.

WIDE REVEALS he's nearing the town. In the far distance, the
planetarium.

CUT TO:

EXT. PLANETARIUM/DOOR - CONTINUOUS

Lem puts a handwritten sign in the window: CLOSED FOR
INVASION.

INT. PLANETARIUM/MAIN EXHIBIT ROOM - CONTINUOUS

This is a huge, round atrium room with a multitude of scientific exhibits, from a huge hanging mobile of planets and stars to telescopes, etc.

Lem starts to prepare the place to be shut down. He doesn't notice, but fairly well-hidden in one of the displays is the NASA astronaut, sleeping.

MOVE IN ON THE ASTRONAUT as suddenly a light on his chest starts to blink red just like Rover's. It wakes him up. He stirs, knocking over something and creating a racket.

ON LEM, turning, wondering what happened, stepping over to investigate as...

The astronaut straightens himself up and...

The TWO OF THEM STAND FACE TO FACE for the first time. A frozen moment of terror. Suddenly:

BOTH SCREAM. And run away in opposite directions.

ANGLE ON EACH, running away, screaming. The astronaut's screams are muffled inside his helmet. Each knocks over things in a panic to get away.

What they don't realize is that the room is round and their fleeing is leading them right into...

Each other. SMASH, they crash into each other and both fall. Each sits up. Each screams.

They run away. The astronaut winds up falling into a tangle of mobile wires and stuck in the air, as if floating in space.

Lem keeps running until he realizes he's not being chased. He turns and looks back.

He sees the astronaut struggling to get free.

Suddenly, on the astronaut's spacesuit, the hose gets caught on a wire and is pulled out.

SOUND OF AIR HISSING.

ON THE ASTRONAUT, realizing he's in trouble. He checks his oxygen gauge: It's quickly draining. Now the astronaut panics, terrified.

ON LEM, seeing how scared he is. He feels bad for it. He notices the wires and follows them to where they're held to

a hook in the wall. Lem gets an idea, one that's going to take some courage.

He takes a breath and crosses to the hook. He looks back at the astronaut.

LEM

Wish I had that cork.

Taking a brave step, he unhooks the wires. The mobile wires - and astronaut - come crashing down.

The astronaut scrambles to his feet and looks at the gauge:

IT READS EMPTY.

Freaked, choking, he looks all around. He has no choice. He undoes the metal lock around his helmet. He turns to the side and slowly pulls off his helmet. We the face of:

CAPTAIN CHARLES (CHUCK) BAKER, mid-30's, handsome. His cheeks are puffed as he holds his breath. Finally, he lets it out and takes a scary breath. To his surprise, it's okay. He takes another.

CHUCK

I can breathe! I can breathe!!

Remembering Lem, he turns and they face each other. A pause.

LEM

You speak my language.

CHUCK

That's amazing! You speak my language.

LEM

That's what I just said.

CHUCK

(self-satisfied)
You just said, "That's what I just said." Say something else!

LEM

Like what?

CHUCK

"Like - what"! They're gonna freak back at Kennedy!

They circle each other a bit, staring. Chuck points to himself.

CHUCK (CONT'D)
I'm Captain Charles T. Baker.
Astronaut. As-tro-naut.

LEM
Ass...

CHUCK
...Tronaut!

LEM
(points to himself)
Lem. Lem. Lem.

CHUCK
Your name is either Lem. Or Lem,
Lem, Lem.

LEM
What do you want?

CHUCK
Thanks for asking. Coffee light,
two sugars, some kind of a puff
pastry...

LEM
I mean... are you here to take over
our world and... eat our brains?

CHUCK
Whoa, what kind of sick planet is
this? First of all, none of you are
supposed to be here! The profile
said uninhabited! My mission was to
plant old glory, whack some golf
balls and head on back for my guest
spot on Oprah.

(stops, off Lem's
confused face)
What?

LEM
"Op-rah..." You were just talking
alien.

CHUCK
I'm not the alien here, you are.

LEM

You are.

CHUCK
No, you are.

LEM
You are. You came to my planet.

CHUCK
An *alien* planet! Heeelllloooo!

LEM
(greeting)
Hello...

CHUCK
Not hello! Heeeelllloooooo!

LEM
Huh?

CHUCK
What?

A pause. Chuck takes a moment to catch his breath.

CHUCK (CONT'D)
Let's start over.

SOUND of a SIREN from outside. Chuck checks the nearby window and sees police cars on patrol.

CHUCK (CONT'D)
Look, I've got alien Sheriff Andy on my tail and I need to get back to my ship. My command module's in orbit and if I don't return in...
(checks digital readout)
...74 hours it goes back to earth without me. Capish? I need your help.

LEM
You want me to take you to your flying saucer?
(considers)
I don't know. I could get in trouble. I just kind of got my future on track...

CHUCK
Opie, you're my only shot. Of course you could leave me stranded.

I 'spose my wife can get a job to support our kids. Eleven of them. Better they grow up without a father than you get in a little bit of trouble.

Lem sighs.

LEM

Okay, I'll take you there, but then you're on your own!

Lem heads for the door. Chuck lingers, then follows.

CHUCK

Lem my man! Five on high! Don't leave me hanging.

CUT TO:

EXT. STREET - DAY

This is the hill leading to the planetarium. Rover comes chugging slowly up, tired. Suddenly, a car approaches coming the other way. Rover ducks.

WE SEE LEM drives the car with Chuck in the backseat.

With the car gone, Rover continues to roll on. But he stops and turns, his tracking device now points the other way. Rover heaves a tired SIGH, turns and follows the car, only at his own, much slower pace.

INT. LEM'S CAR - MOMENTS LATER

Lem drives - reaching main street. Chuck keeps low in the backseat, but looks at the alien town in amazement. His helmet and suit are with him.

CHUCK

I don't get it. Planet One was supposed to be uninhabited.

LEM

(confused)
What's Planet One?

CHUCK

I took the liberty of naming your world.
(kind of artsy)

Planet One 'cause it's my first
landing. Catchy, don'cha think?

CUT TO:

EXT. ECKLE'S HOUSE - DAY

Onlookers stand behind police lines. The TV reporter is in
make-up, a napkin over his shirt. The ship is guarded by
half a dozen police including Chief Gorloc.

Lem drives up.

LEM
There it is.

MOVE IN ON CHUCK looking around. He's decisive, like a hero.

CHUCK
(decides)
Okay, here's the plan. You knock
out that cop. Then, you overpower
those two. You neutralize that one
and handcuff the big guy to the
steering wheel.

LEM
What about you?

CHUCK
I can't be seen breaking the law.
I'm a role model on account of
having the Right Stuff.

LEM
The what?

CHUCK
Right Stuff. Means I have a lot of
courage.
(ducks back cowardly)
Now go.

Lem hesitates. Chuck manages to slip the door open and
pushes Lem out of the car.

CHUCK (CONT'D)
Go, go, go.

OUTSIDE THE CAR, Lem looks around awkwardly. The nearest cop
has his back to Lem. Lem looks to Chuck who signals with a
judo chop for Lem to knock him out. Lem instinctively backs

away from Chuck, bumping into the cop who turns. REVEAL it's Chief Gorloc.

CHIEF GORLOC
Lem? Something wrong?

Lem looks at Chuck who motions with a judo chop. Lem smiles at the Chief uneasily.

The moment is interrupted by a rumbling as:

The army pulls up. Jeeps, tanks, trucks. Soldiers fan out. The whole place is quickly surrounded.

The TV reporter and crew snap into action, turning to film the army.

In Lem's car, Chuck sinks even lower to stay hidden.

CHUCK
Oh boy...

ANGLE ON THE SOLDIERS, standing back, jumping to attention. Someone is coming, someone very very important.

ANGLE BEHIND that someone, as he walks through the row of soldiers. This is GENERAL GRAWL. Towering, mighty. Even from behind he's perfect, every hair of his crewcut in place, his uniform sharp and crisp. His walk resonates authority.

Grawl suddenly stops at one soldier.

ANGLE ON THAT SOLDIER, not moving, but registering terror. What's he done wrong? His eyes drift down over his uniform to...

... horror of horrors, an errant thread on his jacket. His eyes go wide.

Finally we REVEAL the face of General Grawl. There's nothing about him that isn't perfectly in place. He's handsome and stern, Burt Lancaster with antenna.

GRAWL
Do you know why we call it a uniform, son?

The terrified soldier shakes his head.

GRAWL (CONT'D)
Because when we're all uniform,
then we can see who the enemy is.

The soldier nervously reaches down and pulls off the thread. A killer pause. Grawl walks up to the CAPTAIN to get his first look at the ship.

GRAWL (CONT'D)
Captain, have your men search the
flying saucer.

The Captain salutes and motions to soldiers in radiation suits who approach the ship. Others ready their rifles to back them up.

ON CHUCK, not liking this.

ON LEM, trying to get back to the car, finding soldiers in his way. He stops and forces a smile.

ON THE SHIP as the soldiers exit with armfuls of stuff: NASA food, moose hair product, Vanity Fair magazine, etc. There's also an MP3 player.

A soldier drops the MP3 player. It starts to play "Space Oddity" by David Bowie.

They all run for cover. A horrified pause.

SONG
"Ground Control to Major Tom your
circuit's dead, there's something
wrong! Can you hear me Major Tom?"

Suddenly, three shots are fired, killing the player.

REVEAL GRAWL fired the shots.

GRAWL
This is worse than I thought.

CAPTAIN
The music, Sir?

GRAWL
That's no music I ever heard! It
must be some sort of alien mind-
control! Seal off the town! I want
that alien pilot found!

From the onlookers, a voice.

A VOICE
I protest!

REVEAL the voice belongs to Glar. Flanked by the Teens and Neera, he steps up and gives his guitar a STRUM.

GLAR

Daddeo, you're bumming me out with those negative vibrations!

A pause. They look at Glar blankly.

GRAWL

Never mind, Captain, the alien's right here.

Soldiers grab Glar's arms. Neera steps forward.

NEERA

Glar's not the alien!

GRAWL

Oh no??? Then what do you call this?!

Grawl holds Glar's long hair.

NEERA

Hair! He likes it long!

GRAWL

Very unusual. You might even say - **very alien!!**

The Teacher, watching nearby, speaks up.

TEACHER

Uh, General, he does go to the high school.

That stops Grawl.

NEERA

Glar's just trying to say the aliens might be friendly.

(sees Lem)

Lem, you know astronomy. If an alien came all this way wouldn't it be smart enough to come in peace?

Lem is about to answer when he notices a soldier peering in his car, another reaching for the door. He rushes over:

LEM

No!!!!

He stands between the soldier and the door. He looks around, realizes he's acting suspicious and tries to cover.

LEM (CONT'D)

I mean... They're everywhere! They want our brains with hot sauce! We should all go home and hide!

Eckle - standing nearby - happens to look inside and catch a glimpse of Chuck. His eyes go wide. Lem gets in the car.

GRAWL

That's a sensible young man.

(to soldiers)

Let him go.

(to bystanders)

And the rest of you, go to your homes and wait for instructions.

The soldiers let Lem drive past. People start disbanding.

Passing Neera, Lem sees the look on her face. She's disgusted by what he just said. Lem feels horrible, but with all the soldiers there he has to drive away.

He pulls the car into his garage.

CUT TO:

INT. LEM'S ROOM - CONTINUOUS

The door open, we see Lem sneaking Chuck upstairs and into the room. As they enter, Lem goes about shutting the shades.

CHUCK

Great! Just great!

LEM

This is a disaster!

CHUCK

A TOTAL disaster!

LEM

It couldn't have gone worse!

CHUCK

You can say that again!

LEM

That *look* on Neera's face!

CHUCK
(look at him askew)
Who's disaster are we talking
about?

LEM
(continuing)
And I have the alien in my room! If
someone finds you here...

CHUCK
Hello, stranded astronaut in the
house! Let's keep our eye on the
prize, kid!
(points to watch)
The clock's ticking and I gotta get
back up there!

Suddenly, a knock at door. The door starts to open. It's
Lem's Mom. Lem struggles to keep it from opening all the
way.

LEM'S MOM
Lem, who's that talking?

LEM
Just the TV!

LEM'S MOM
Well turn it off and come down to
dinner.

Lem pushes against the door.

LEM
Not hungry!

LEM'S MOM
Who is, with that disgusting alien
running around, but you need your
nutrition.

LEM
Okay, be right down!

Lem's Mom goes and he closes the door with a sigh of relief.
From behind Lem...

CHUCK
Disgusting?! Did you tell her I'm
People Magazine's 37th sexiest
man?!

LEM

I have to go or she'll come back.

As Lem leaves:

CHUCK

Well what am I supposed to do?

The door closes. Chuck turns and sees himself in a full-length mirror.

CHUCK (CONT'D)

(muses)

It's the suit that makes me look fat.

CUT TO:

EXT. SUBURBIA - CONTINUOUS

Army trucks go by. Pause. Rover peers around the corner.

Suddenly, a rock lands next to him. Rover stops, picks it up, examines it and grows excited. Happy, he stores it in his compartment.

Then, another rock lands by him. Rover looks up and around. Then, all at once a handful of rocks comes down. Rover races to catch them all, excited as can be.

WE FINALLY REVEAL SKIFF, coming out of a hole dug in his yard. He's been digging an air raid shelter.

Skiff carries a huge rock, too big to be thrown from below. Just as he's ready to toss it, Skiff sees Rover staring at him. Skiff recoils.

Rover eyes the rock. He really wants it. He approaches Skiff.

SKIFF

Don't probe me! There's nothing up there you wanna see!

But Rover comes closer. Skiff panics. He winds up and tosses the rock at him.

Rover catches it and dances with excitement. He holds it up, examines it, savors it and finally stores it in his inner compartment. He looks back at Skiff lovingly, grateful.

The soldiers go after him, but can't find him in the mess of pins. Where did he go?

END ON SKIFF, watching the whole thing, amazed.

EXT. BACK OF BOWLING ALLEY - CONTINUOUS

Rover makes it out the back door. Safe for now, he looks around. He heads off toward's Lem's neighborhood.

CUT TO:

INT. LEM'S ROOM - CONTINUOUS

REVEAL CHUCK'S OUTER SPACE SUIT on the couch. He's taken it off and wears his jumpsuit. He settles back, watching TV.

ON TV: Planet One's "Lassie", showing a monstrous alien dog and his OWNER.

OWNER

What is it, Apgar? Is Glack in trouble?

The dog barks 'yes' in its alien way.

Chuck turns the channel. ON TV: A VARIETY SHOW with chorus girls doing a dance number around a Sinatra-esque crooner.

Chuck turns the channel. ON TV: Planet One's "I Love Lucy". The HUSBAND scolds the WIFE.

HUSBAND

Maglog, we can't afford that hat!

WIFE

(Lucy-like sound)
Wuaaaahhhhhnnnn!!!

Chuck turns the channel. From barking Apgar, to dancing girls, to crying Maglog. Around and around.

Chuck leans forward. He's having a realization a la the Statue of Liberty moment in "Planet of the Apes".

CHUCK

No... No... It can't be...

BIG MOVE IN TO CHUCK as he dramatically realizes:

CHUCK (CONT'D)

I'm on a planet with 3 channels!

Lem enters the bedroom.

LEM

You can't stay here. You gotta go.

Chuck rises, ready for action.

CHUCK

Couldn't agree more! What's the plan?

LEM

The plan is you get out of my life!
I said I'd take you to your ship.
Well, there it is.

Lem opens the shade to reveal the ship. There's double the number of soldiers around, spotlights on the ship, search lights on the sky. It's like his house has been placed in the middle of a sci fi thriller.

Lem closes the shade, discouraged. He heads off:

LEM (CONT'D)

I'll get you a blanket and pillow.

Chuck peaks out through the blinds.

CHUCK

(half to himself)
It's a *miracle* I'm gonna need...

EXT. ECKLE'S HOUSE - CONTINUOUS

Through the throng of soldiers, CAMERA MOVES below to find...

ROVER, hiding under an army truck. He looks around and finds his opportunity. He quickly rolls to the front of Lem's house. He tries to get in, but it's locked. Looking around furtively, he rolls behind some bushes to wait.

INT. LEM'S ROOM - A BIT LATER

Lem is making up Chuck's bed as Chuck brushes his teeth with some weird alien toothpaste. The TV is on in background.

CHUCK

I know! Get me to your space program!

LEM
We don't have a space program.

CHUCK
Really? By our 50's we were launching rockets to explore what's up there.

LEM
We already know what's up there. Nothing.

Chuck is about to counter, when, from the TV:

TV ANNOUNCER
We interrupt our regular programming for this public service announcement.

CHUCK
These are always so boring.

Chuck's about to turn it off when, ON TV, comes a TITLE:

50'S ANNOUNCER
"What To Do When Aliens Invade"!!

This is a grainy, black and white instructional film. The TV SHOW DISSOLVES TO A CLASSROOM. Students approach the teacher.

STUDENT 1
Hey Professor Kipple. What's all this guff about aliens?

ON TV, REVEAL THE TEACHER, PROFESSOR KIPPLE. Bald and short. Though he's normally weird and perverted, he's acting like the perfect 50's authority figure here.

PROFESSOR KIPPLE
Why Gippy, aliens aren't so scary, once you understand them. Hit the lights.

ON TV, Kipple throws a switch for a projector. Up comes a CRUDELY ANIMATED 50ish version of aliens.

PROFESSOR KIPPLE (CONT'D)
Aliens are a lot like us, except for their hypodermic fingertips,

spare set of teeth and beaks for sucking brains out of their victim's heads.

ANGLE ON LEM, looking at Chuck suspiciously.

CHUCK

What...?

Lem looks back at the TV.

ON TV, crude animation of pods a la 'Invasion of the Body Snatchers'.

PROFESSOR KIPPLE

Aliens can replicate our bodies, using an advanced technology called pods. And their huge brains have the power to turn us into zombies.

Kipple is cut off as Lem turns off the TV. He crawls into his bed.

LEM

I'm harboring the most wanted fugitive in the world! Yesterday my life was all set. Now - my whole world is upside down.

Chuck settles into his bed and looks up.

CHUCK

At least you have a world.
(realizing)
I'll probably never see mine again.

From HIGH ANGLE, PULL BACK on Chuck looking up, higher and higher to...

EXT. PLANET ONE ORBIT - CONTINUOUS

... until we find Chuck's command module. We keep moving THROUGH A WINDOW and inside the craft until we come to:

THE DIGITAL READOUT, linked to the one that Chuck has on his suit. It's counting down the time left for Chuck to dock with his ship. About 2 days and 7 hours.

DISSOLVE TO:

EXT. TOWN STREET - MORNING

We establish the paranoia. People on the street staring each at each other in mistrust; a storekeeper who's frightened and locking his door; people afraid to meet each others' eyes.

The mail truck pulls up next to a milk truck. The Mailman and Milkman get out and cross paths warily.

MAILMAN

Hello "Plark", if that's really you.

MILKMAN

Have a nice day, "Serbok". Or should I call you by your *alien* name?

NEARBY a MOM pulls her boy by the arm.

BOY

I don't wanna go to school!

They come upon two soldiers.

SOLDIER 3

What's the trouble here?

BOY

(thinking fast)

My mom's an alien replicant!

SOLDIER 3

Grab her!

The Mom SCREAMS and runs from the soldiers.

EXT. LEM AND ECKLE'S STREET - CONTINUOUS

A paperboy rides his alien bike through the bright suburban streets. He tosses newspapers as he goes, past the soldiers bivouacked on the suburban lawns. Finally passing Lem's house, he throws the paper.

We FOLLOW THE PAPER as it hits the front door and lands on the front step. Suddenly Rover's arm reaches over from the nearby bushes and snatches it.

ANGLE BEHIND THE BUSHES REVEALS ROVER, holding the paper and ducking.

ON THE FRONT DOOR as Lem's Dad steps out. No paper. Leaving the door open, he walks onto the walkway.

LEM'S DAD
(to himself)
That's funny, where's the paper?

When he turns back, he sees the newspaper is sitting on the front step.

ANGLE BEHIND BUSHES shows Rover is no longer there, presumably inside the house now.

ANGLE NEARBY as soldiers snap to extreme attention. Up walks General Grawl.

IN THE BACKGROUND, soldiers keep working around the ship. Some in radiation suits examine the planted American Flag with their version of Geiger Counters.

Grawl reaches the Captain.

CAPTAIN
No trace of the alien, sir.

GRAWL
How can something so different hide
in all this beautiful sameness?

PROFESSOR KIPPLE (O.S.)
I can answer that, General.

Through the throng of soldiers, Professor Kipple approaches. They step back. All know and respect him.

PROFESSOR KIPPLE (CONT'D)
By using its enormous brain to
control our thoughts. Even YOU
could be an alien zombie and not
know it.

GRAWL
Good point, Professor.
(to Captain, offers
sidearm)
Captain, place me under arrest!

PROFESSOR KIPPLE
No need for that. But we can't be
sure of anything. For all we know
that flag could be a doomsday
device. Pull it out of the ground,
our whole world could vaporize!

ANGLE ON THE FLAG. The soldiers with Geiger Counters have found it clean and backed away as another soldier has just

He tries to close it, but something's wedging it open. He looks down to see a tire in the way. Confused, he opens the door a bit more to find:

ROVER, looking up at Lem.

Lem backs up, terrified. Rover enters and heads to Chuck. His beeping speeds up and indicates he's reached his destination. Chuck sees the tracking light on his own suit and realizes:

CHUCK

Rover? Boy am I glad to see you!

Chuck pets him on the head like a dog.

LEM

Rover?

As Chuck speaks, Lem shuts the door.

CHUCK

He's a probe we sent to take pictures.

(realizes, scolds Rover)

A planet full of aliens and you send back pictures of rocks??? Bad boy! Bad Rover!

Rover hangs his head and whines. Suddenly, a knock at the door. Lem rushes over.

LEM

Mom, don't come in!

But he's not in time and the door opens. It's Eckle who sees Chuck and lights up.

ECKLE

I knew it! I knew it! You're the alien! This is so neat!!! Can I get your autograph??

Lem start drags Eckle to the door.

LEM

Eckle, this isn't a comic book, it's serious!

Chuck finds a pen and steps over, playing the reluctant celeb.

CHUCK

I don't mind. Comes with being a national hero. Here ya go, son.

Chuck signs Eckle's comic book. Then notices Eckle's camera.

CHUCK (CONT'D)
How about a snapshot?

ECKLE
Yeah!

Chuck poses mightily. Eckle takes a picture.

CHUCK
Wait, I can do better, gimme a moment.

Chuck composes himself like an actor and poses more mightily. Eckle takes another picture.

CHUCK (CONT'D)
Get one of me looking up at the stars.

A QUICK SUCCESSION OF SHOTS: Chuck looking up like an Apollo astronaut; Chuck giving a thumbs up; a cheesecake pose; a brooding headshot pose; touching Lem's finger a la Michelangelo's Creation of Adam.

Suddenly a KNOCK at the door. Chuck and Lem exchange a panicked look.

LEM
Mom....!

But the door opens. Skiff enters blabbing.

SKIFF
I saw the alien! He has giant claws and an evil red eye! He tried to put me in his spell, but I just looked him right in the eye and...

Suddenly sees Rover and Chuck. Rover rushes up affectionately and rubs Skiff's leg. Skiff faints.

They all gather around him. Lem tries to shake him awake.

LEM
Skiff? Skiff?

Skiff looks up. He sees Lem, then Rover, then Chuck. He recoils in fear.

SKIFF

Aliens!!! Lem run, I'll hold them off!

(aside)

Unless you wanna hold them off...

LEM

Skiff, they're friendly, trust me.

Skiff looks at Lem and realizes something horrifying. He backs up.

SKIFF

You're not Lem! You're a replicant!

(pinches Lem)

Such an obvious fake! What've you done with Lem?!!

LEM

(eyes windows nervously)

You gotta keep it down!

Rover sidles up to Skiff and nuzzles him. Skiff is scared at first, but he stops and looks at Rover's cute face. Rover's one eye blinks so adorably as he tilts his head like a dog. Skiff melts.

SKIFF

It's kinda cute the way he does that.

Lem jumps on the opportunity to calm Skiff down.

LEM

Look at his face. Is that the face of evil?

SKIFF

(softening)

I don't think so.

LEM

Of course not. They need our help. They just wanna go home.

Skiff slowly reaches out and pets Rover. Rover sidles up affectionately.

SKIFF

(delighted)

Look, he likes me!

Suddenly, another knock at the door. Lem has had it.

Chuck reaches out and puts a hand on each of the soldiers' heads. He speaks like Spock. The MUSIC becomes Star Trek-like.

CHUCK
Our minds are melding. Our minds
are one! Repeat after me. I-am-
Spock!

The soldiers exchange a confused look, but obey.

SOLDIERS
I-am-Spock!

From across the room.

SKIFF
I-am-Spock!

Skiff approaches Chuck like a zombie. Lem holds him back.

LEM
(aside to Skiff)
It's not real.

SKIFF
(haughty)
I think I know when I'm being mind-
controlled.

ON THE SOLDIERS

SOLDIER 1
It's inside my head!!

SOLDIER 2
His will is too strong!

SOLDIER 1
Command us, Master!

CHUCK
Hold that thought.

Chuck pulls Lem aside, near the window.

CHUCK (CONT'D)
Maybe they can get me on my ship.

Lem looks outside. The place is swarming with soldiers.

LEM
Too many soldiers.

Then, Lem spots the TV crew outside. A lightbulb moment.

LEM (CONT'D)

But I have another idea. You're gonna talk to the world and tell them your friendly. But first we gotta get you out of here.

Lem spots the mind-controlled soldiers and realizes how.

EXT. LEM'S HOUSE/GARAGE - MOMENTS LATER

The door opens automatically, revealing an army jeep. The mind-controlled soldiers are in the front seat, Lem and Skiff in the backseat, Chuck and Rover hidden under the backseat.

As the jeep starts up, Eckle climbs in.

LEM

Go home, Eckle!

But Chuck reaches out and positions Eckle as a shield to hide behind.

CHUCK

You kiddin'? Plenty of room.
(to soldiers)
Let's go.

The jeep slowly pulls out past many soldiers who have to step out of the way. Very tense. Finally, they pass the soldiers and takes off.

CUT TO:

EXT. TOWN HALL - CONTINUOUS

Glar stands out front with Neera and some ordinary teens.

TEEN 1

Whatta you mean 'protest'?

GLAR

We need a slogan. Something that says it's a bummer to make war on the aliens when we should make...

Glar can't quite think of how to finish the sentence.

NEERA

Love? Make love, not war...?

MOVE IN ON GLAR, considering. Is this the beginning of a movement?

GLAR

Nah, that's not it.

ANGLE ON the jeep driving by. Lem looks out and sees Neera. He smiles and waves. But she looks at him angrily. Lem looks at the soldiers and moans to Skiff:

LEM

Great, now she thinks I'm hunting the alien!

Lem is mortified as the jeep drives on.

CUT TO:

INT. COMIC BOOK STORE - A BIT LATER

Lem and the others enter from the back door. This is a geek paradise, with full-sized sci-fi monster cut-outs, movie posters, props, etc.

Skiff is freaked to have everyone in the store.

SKIFF

Why does he have to be here?

Lem sits, discouraged. Chuck absently picks up a comic book.

LEM

It's just 'till we get him on TV.

CHUCK

You really think you can?

LEM

You're the biggest story in history. The whole planet'll watch.

CHUCK

(ego activates)

The whole planet? Interesting.

Chuck picks up a metal toy which he uses as a mirror to check out his reflection.

CHUCK (CONT'D)

(musing)

I left my hair products on the ship...

(adjusts hair)

But I could improvise. Astronauts have to deal with any kind of emergency.

Skiff snatches the toy from Chuck.

SKIFF

Don't contaminate the merchandise!

ECKLE

Are you sure they'll believe he's friendly?

Chuck turns to Eckle with a smile.

CHUCK

Sonny, I can handle the press. Not to toot my own horn, but I'm working with primo material here.

Skiff steps up to Lem

SKIFF

It has horns??!

Lem rolls his eyes. The mind-controlled soldiers, trying to one-up each other, step up to Chuck. As each speaks, he leans in front of the other to get closer to Chuck, each trying to become Chucks favorite zombie.

SOLDIER 1

Master, any orders?

SOLDIER 2

Your wish is our command.

SOLDIER 1

(to Soldier 2, annoyed)

"Your wish is our command??".

Zombies say "I hear and obey"!

(to Chuck, apologizing)

He's never been a zombie before.

Chuck rolls his eyes.

CHUCK

Uh, guys, chill out.

That stops them. They look at Chuck, confused.

CHUCK (CONT'D)
Take a pill. Take a number. Take a
hike.

They exchange a confused look. Chuck points to the next
room.

CHUCK (CONT'D)
Go to your room.

Chuck sees Lem is forlorn.

CHUCK (CONT'D)
(to all but Lem)
In fact, all of you, out. We need a
minute.

Chuck shoos everyone into the next room and closes the door
so he can be alone with Lem.

CHUCK (CONT'D)
Kid, what's bugging you?

LEM
Neera.

CHUCK
What is that, like an alien hernia.

LEM
She's my girlfriend! Or, she was.
Now she hates me.

CHUCK
Hate's a strong word.
(encouraging)
Maybe it's just dislike...

LEM
Plus there's another guy. Glar.

CHUCK
You know your problem? It's not
Glar. Or Neera. It's Lem. Look at
you, you're so left brain. Or is it
right brain? Whatever, you're like
the chief of control. You gotta
loosen up.

Lem nods. Chuck checks his readout, decides:

CHUCK (CONT'D)

We got a little time. This is your
lucky day. The doctor is in!

INT. COMIC BOOK STORE/BACK ROOM - MOMENTS LATER

Chuck puts on a record - romantic music. To Lem's surprise,
he dims the light.

CHUCK

Why do chicks dig me? 'Cause I'm
handsome? 'Cause I'm an astronaut?
Yes - and yes. But it's also
because of Chuck Baker's three
rules of romance:

Playacting, Chuck slinks up to Lem, a hound on the prowl.

CHUCK (CONT'D)

Spot your prey. Make your move.
Show no mercy!

(as if Lem's a woman)

Hey baby, I saw you across the bar.
Are sparks flying or is this place
on fire?

Chuck gives Lem his million dollar smile. Lem is horrified.

CHUCK (CONT'D)

Now you be this chick, Neera, and
I'll be you.

Before Lem can protest, Chuck grabs him for a close dance.

CHUCK (CONT'D)

Neera, tomorrow I go to space,
perhaps never to return. Let's make
my last night on earth - sorry,
Planet One - a night we'll
remember!

Chuck dips Lem. Suddenly, the door opens. It's Skiff.

SKIFF

These guys are driving me...

(sees them, shouts)

Watch out for your anus!!!!

WHAM! Skiff beams Chuck with a nearby Sci-fi prop.

CHUCK

Owwwwwooooooooowwww!

Chuck reels. The others rush in. Lem snatches the prop and helps Chuck sit down.

LEM
Skiff!

SKIFF
I thought... The probe.

LEM
No Skiff, no anal probe! No mind control!

SKIFF
(weakly)
Harvesting body parts?

Chuck GROANS.

SOLDIER 1
Master should we kill him?

Horrified, Skiff looks at Chuck. Chuck looks back at him.

CHUCK
I'm thinking...

Lem pulls Skiff aside.

LEM
Skiff... I gotta go find that TV reporter. I need your help to keep things under control.

SKIFF
(lights up)
Are you putting me in charge?

LEM
(lies, improvising)
Yes. You're in charge... of not hitting anyone on the head and not getting caught. Can you do that?

Skiff salutes enthusiastically. Lem salutes back.

LEM (CONT'D)
(to all)
No one can know we're in here, okay?
(to Chuck)
I'll be back with the reporter.

Lem heads out.

CUT TO:

INT. BOWLING ALLEY - CONTINUOUS

Bowlers from the night before lined up as soldiers examine the place for evidence. One BOWLER sees Grawl nearby.

BOWLER

We've been here all night. We want to go home!

GRAWL

Interesting. Could that be because you're an alien zombie?

BOWLER

Uhm, I guess we can stay.

GRAWL

Interesting. Could that be so we won't *know* you're an alien zombie?!

The poor Bowler doesn't know what to say.

CUT TO:

EXT. ECKLE'S HOUSE - CONTINUOUS

ON THE TV REPORTER and his crew. Nothing to do.

CAMERAMAN

This is boring.

TV REPORTER

Like they say, no news - is time for lunch.

They crew nods and gets in the truck.

CUT TO:

EXT. TOWN STREET - MOMENTS LATER

Lem walks along the main street. Suddenly, the TV truck drives past him. Turning to see it, Lem notices Neera, Glar and the teens outside TOWN HALL. He considers going after the truck, but has to talk to Neera.

ANGLE ON THE TEENS. They stand around aimlessly. Some carry small signs that say things like "We protest!" and "Darn!"

TEEN 1
What happens now?

NEERA
Maybe we should shout something.

Glar considers, then takes a step forward to shout:

GLAR
We're really upset!

The teens nod approvingly, though it's not quite what Neera had in mind.

Lem approaches them.

LEM
Neera...

She turns away, indignant.

LEM (CONT'D)
I need to talk to you.

NEERA
Shouldn't you be off killing the alien?

LEM
I'm not trying to kill him! I'm trying to...

NEERA
What?

Lem looks at Glar and the others, realizing:

LEM
I can't tell you.

NEERA
Lem, I always thought we'd be together, but I'm starting to feel like I need someone who doesn't think inside a little box. Like Glar says, the times, they are a diff-er-ent. Maybe you should go.

Lem goes for broke, trying Chuck's advice. He starts to move like a guy on the prowl, but on him it seems jerky and weird.

LEM

Neera... Is this place on fire or
is it just hot in here?

NEERA

What?

He tries dipping her, but doesn't know how and winds up dipping himself and falling flat on the ground.

Glar steps up and puts an arm around Neera, both standing over Lem.

GLAR

Is this guy giving you bad
vibrations?

NEERA

(a bit sad)
Lem was just leaving.

They talk away, leaving Lem on the ground.

CUT TO:

EXT. COMIC BOOK STORE - CONTINUOUS

The shades are drawn.

Nearby, the TV truck has just parked. The TV reporter and crew get out when they hear a CRASH from inside the comic book store. They turn and see:

Something has smacked against the inside of the front door, moving the blind aside, enabling them to see: It was Rover. With the blind momentarily open, they see Rover pick up a ball and head back in, the blind closing behind him.

The TV reporter exchanges a look with his cameraman.

INT. COMIC BOOK STORE/FRONT ROOM - CONTINUOUS

REVEAL Skiff and Rover are playing fetch. Rover drops the ball at his feet. Skiff gets the ball and pets him.

SKIFF

Good boy!

INT. COMIC BOOK STORE/BACK ROOM - CONTINUOUS

Chuck paces and checks his readout - the clock is ticking. Eckle and the mind-controlled soldiers are with him.

ECKLE
What're you gonna say in the
interview?

That stops Chuck's pacing.

CHUCK
I dunno. "I come in peace."
Boilerplate stuff.

ECKLE
That seems kind of thin.

CHUCK
Yeah, I know...

Chuck gets into character and then starts to act out the following as if he was reciting Shakespeare.

CHUCK (CONT'D)
"Space, the **final** frontier. These
are the voyages of Captain Chuck
Baker. His mission: To boldly go
where no man has gone before!!!!!"

The others CHEER. Chuck raises an eyebrow proudly.

EXT. COMIC BOOK STORE - CONTINUOUS

The cameraman has set up the camera pointing inside through a gap in the blind.

THROUGH HIS POV we are able to see Chuck in the back room.

The sound guy quietly sticks his microphone through a small opening in the window.

Below them, Skiff and Rover play around on the floor.

INT. COMIC BOOK STORE/BACK ROOM - CONTINUOUS

Chuck is like an actor, dying for more applause.

CHUCK
There's more where that came from!

He turns away to get into character, then turns back ominously. He's doing Darth Vader.

CHUCK (CONT'D)
"You're a rebel spy and a traitor
to the empire!"

EXT. COMIC BOOK STORE - CONTINUOUS

The TV Reporter and Cameraman exchange a look.

CUT TO:

EXT. STREET - CONTINUOUS

Lem trudges along. At a TV store he notices people staring at a TV in the window. To his horror, Lem sees on TV:

Chuck, doing his Darth Vader. Flanked by movie monster cut-outs in the store, he seems to be part of some terrifying alien army.

CHUCK (ON TV)
"Soon we will crush the rebel
alliance and control the galaxy!"

Lem GASPS in horror.

INT. COMIC BOOK STORE/BACK ROOM - CONTINUOUS

Eckle the mind-controlled soldiers are CHEERING Chuck who gestures for Eckle to come over. He puts Eckle in a fake head-lock.

CHUCK
Do you hear that, Mr. Anderson?

CUT TO:

INT. ECKLE'S HOUSE - CONTINUOUS

Eckle's Mom and Dad watch Chuck on TV in horror as he does Mr. Smith from "The Matrix".

CHUCK
That is the sound of your death.

Eckle's parents GASP, horrified.

CUT TO:

INT. GAS STATION - CONTINUOUS

The attendant and a customer watch CHUCK ON TV in horror.

CHUCK
(as Rod Serling)
You're going on a journey, not just
of sight and sound, but of mind.
Your next stop: The Twilight Zone.

EXT. GAS STATION - CONTINUOUS

Lem runs by.

LEM
Skiff!!!!!!

CUT TO:

INT. LEM'S HOUSE - CONTINUOUS

Lem's Dad and Mom stare at the TV in shock. Chuck has found
an alien pair of sunglasses and puts them on.

CHUCK
(as Arnold)
I am the terminator. You are
terminated! Hasta la vista, baby!

INT. BOWLING ALLEY - CONTINUOUS

Grawl and Kipple are examining a piece of Rover that was
shot off.

NEARBY, the Captain stares at the TV. He calls:

CAPTAIN
General...

Grawl and Kipple turn to the TV and see Chuck. He's doing
the "Ah-nold" strongman pose.

CHUCK
Ahhhggghhhh! Ahhhggghhh!

Kipple examines the TV image more closely.

PROFESSOR KIPPLE
General, over there. Aren't those
comic books?

They exchange a look.

GRAWL
Captain, mobilize the army!!!

CUT TO:

INT. COMIC BOOK STORE/BACK ROOM - CONTINUOUS

Lem bursts in.

LEM
We gotta get outta here now!

EXT. COMIC BOOK STORE - SECONDS LATER

The army arrives in jeeps and on foot, ready for action.
They burst into the comic book store.

EXT. COMIC BOOK STORE/BACK ALLEY - CONTINUOUS

Lem and gang are in the jeep, minus the soldiers. Lem puts
Eckle out.

ECKLE
But...

LEM
Out!

Lem floors it just as soldiers burst through the back door.
Eckle hides behind some garbage cans.

Lem drives them away. Soldiers quickly gather up and go
after them. Skiff and Rover stay low in the backseat next to
Chuck's spacesuit.

EXT. TOWN HALL - CONTINUOUS

Chief Gorloc steps up to the protesters.

CHIEF GORLOC
You kids need to break it up.

GLAR

Why should we -- Fuzz.
(off Gorloc's questioning
look)
There's fuzz on you.

Glar picks some lint off Gorloc's uniform.

CHIEF GORLOC
Assembling without a permit is
against the law.

NEERA
So what?

GLAR
Against the law?! I didn't know
that!! Sorry, sir. Won't happen
again, sir!

NEERA
Glar...!

Neera is surprised to see him being such a weenie.

Suddenly, SOUND of GUNFIRE. They turn to see the soldiers
chasing Lem and Chuck in the jeep.

ON NEERA, shocked.

NEERA (CONT'D)
Lem....?????

She can't believe it.

ON LEM as he drives past, meeting eyes with Chief Gorloc.
Gorloc is shocked. Lem is horrified.

As Lem drives on, he bemoans:

LEM
Now I'm a wanted criminal! Perfect!

EXT. STREET - CONTINUOUS

Lem turns a corner and stops suddenly. The road ahead is
blocked. They all pile out of the jeep.

CHUCK
We'd better run!

Lem and Chuck run off. Skiff and Rover are about to follow, but more soldiers show up. They hide behind a huge digger as the soldiers run by.

INT. COMIC BOOK STORE/BACK ROOM - CONTINUOUS

The place is filled with soldiers. Grawl and Kipple enter.

They're led to the mind-controlled soldiers, under guard, lazily reading comic books.

GRAWL

You men, I order you to stop being zombies!

SOLDIER 1

Sorry, General, I think that's against the rules.

PROFESSOR KIPPLE

Amazing! The alien's brain is so enormous it's controlling them even now.

(to mind-controlled soldiers)

What's it telling you to do?

SOLDIER 1

Uhm, I think I'm supposed to dig a hive for the alien queen.

SOLDIER 2

(improvising)

Yeah, and I'm supposed to lure more recruits.

(to Soldier 1)

Unless you need help with the hive.

SOLDIER 1

I'm good.

INT. MOVIE THEATER - DAY

Soldiers burst in.

UP FRONT, Lem and Chuck run along the screen. People see Chuck and SCREAM.

ON Chuck, assuming they're screaming at the movie. He looks up, sees a scary B&W alien monster and screams himself. Lem pulls him along.

EXT. A STREET - CONTINUOUS

Skiff pokes his head out to see more soldiers. Rover sidles up to the digger, supplicating.

EXT. STREET/ALLEY - CONTINUOUS

Chased by soldiers, Lem and Chuck run down an alley. They find an unlocked door and slip inside to find...

INT. LARGE RECEPTION HALL - CONTINUOUS

There's a ladies tea party in progress. As soon as Chuck and Lem enter, the party stops dead. They all stare at Chuck. A pause.

LEM

What now?

CHUCK

Let the Doctor handle this.

Chuck turns to the ladies and turns on the charm.

CHUCK (CONT'D)

Ladies... Who'd like to meet an astronaut?

Suddenly, the women start screaming. Some throw things at Chuck. He starts to run away. Around each corner, more women are there to pelt him with food. It could be right out of "Planet of the Apes".

Finally, Lem is at the front door and calls:

LEM

Chuck! Chuck!

Chuck sees Lem and heads over, through the barrage. Finally the two run out to find....

EXT. STREET - CONTINUOUS

... They're completely surrounded by soldiers. There's no escape.

ANGLE ON ROVER by the digger, realizing Chuck is in trouble. He races over.

SKIFF

Rover.....!

Skiff hangs back. Rover comes up behind the soldiers, rolls up atop a truck and raises all his instruments to look his most menacing.

It works. A soldier points:

SOLDIER 3
Look out! The monster!

Others turn and take over. Some shots are fired.

ON SKIFF, horrified:

SKIFF
Rover.....?

ON LEM AND Chuck, concerned about Rover, but knowing this is their chance. They turn and run.

Their jeep is now in the clear. They get in and drive off.

EXT. STREET/SUBURBAN STREET - CONTINUOUS

Driving through a residential area, they look ahead and see:

ECKLE'S HOUSE and Chuck's ship. Very few soldiers are on guard. Lem and Chuck exchange a look.

EXT. ECKLE'S HOUSE - MOMENTS LATER

The soldiers don't notice the two figures sneaking around behind the vehicles.

Finally, Lem and Chuck make their way unseen under the ship. Chuck carries his spacesuit.

ANGLE UNDER THE SHIP

Now Chuck can work freely. He presses some buttons and a combination to unlock the bottom latch.

HISSSSS as the latch opens. This is it. Chuck is gonna make it. He looks at Lem and they smile. Chuck starts to reach up for the ladder when suddenly....

THE SHIP STARTS TO RISE, as if taking off. Chuck can't believe his eyes. Who's piloting his ship??!

WIDER ANGLE REVEALS the ship is being lifted by a crane to be loaded onto a large army truck. As it's lifted, Lem and Chuck are left exposed underneath.

The half dozen soldiers stare frozen.

LEM
(aside to Chuck)
Any ideas?

Suddenly Chuck grabs hold of the American flag he planted and waves it maniacally.

NEARBY SOLDIER
He's got the doomsday device!

Chuck looks at the flag. Okay, whatever.

CHUCK
Right, and I'm not afraid to use
it!!

Chuck throws the flag way up in the air like a spear. All the soldiers SCREAM and dive for cover. Chuck grabs Lem and they run for a neighbor's car nearby. They climb in.

CHUCK (CONT'D)
Quick, hot-wire the car!!

LEM
What's that?

Chuck rolls his eyes and starts to do it himself.

CHUCK
When are you people going to
evolve?!

Chuck hotwires the car. They take off as the frightened soldiers come out of hiding.

WIDE OF SUBURBIA as Chuck and Lem drive off.

EXT. STREET - CONTINUOUS

Rover is led away by soldiers. From a distance, Skiff watches, despondent. Eckle joins him.

SKIFF
Why did he do it? He had his whole
life ahead of him!

With Skiff looking down, only Eckle notices the car with Lem and Chuck driving off towards the planetarium.

DISSOLVE TO:

EXT. COMIC BOOK STORE - LATE DAY

A moment out of "ET": Soldiers in germ-proof suits approach the store with a giant plastic roll. Others seal the store in plastic.

INT. COMIC BOOK STORE - CONTINUOUS

Rover and the two mind-controlled soldiers are under guard. Rover looks worse for having been shot up.

Into the air-tight seal of the front door comes General Grawl. Then, right behind him comes Kipple, smiling, raring for action.

Rover is freaking.

EXT. TOWN HALL - CONTINUOUS

ON THE TV REPORTER, speaking to camera. Behind him, Chuck's ship is taken away in a convoy.

TV REPORTER

The flying saucer is going to an undisclosed location to be taken apart and studied.

(gets message on earpiece)

Correction: I'm told it will be studied, then taken apart and then studied again.

CUT TO:

EXT. PLANETARIUM - CONTINUOUS

Lem and Chuck stand on the balcony. In the distance, they see Chuck's ship being carted off.

Chuck checks his DIGITAL READOUT. Just about 1 day left.

CHUCK

Great! Perfect! Now I'll never get home! John Glenn goes around the

world - he's a Senator for life! I
went across the freakin' universe!
I should be Governor, minimum! But
no, I'm stuck on this stupid rock!

Chuck storms inside. Lem follows.

INT. PLANETARIUM/LOBBY - CONTINUOUS

Lem closes shades and locks the place for the night.

LEM

This "stupid rock" is my home. Or
it was 'till you came along and
RUINED EVERYTHING! I want my life
back!!! Unless there's something
else you want to ruin!

Suddenly, Lem walks headlong into the Curator. A pause.

CHUCK

Who's that?

LEM

(flat)
My boss.

INT. PLANETARIUM/CLOSET - SECONDS LATER

Lem gently puts the Curator inside the closet.

LEM

Sorry, Mr. Hucklo, it's just for
one night. Maybe a week.
(forces a smile)
I hope this won't affect our
working relationship.

Lem closes the door. From inside, a gentle KNOCK. Lem opens
the door.

CURATOR

(simply)
You're fired.

Lem nods - he knew it. He closes the door and locks it.

Suddenly, from outside, SOUND of a car screeching to a stop.
Lem and Chuck exchange a worried look.

CUT TO:

INT. COMIC BOOK STORE - CONTINUOUS

Kipple examines the mind-controlled soldiers like a normal doctor, looking inside their antenna like they were ears.

PROFESSOR KIPPLE
I should very much like to get
inside your heads.

SOLDIER 2
Well, I have a lot of unresolved
feelings about my childhood...

PROFESSOR KIPPLE
No, I mean surgically.

Kipple reveals his scary looking surgical instruments.

Grawl steps up.

GRAWL
Never mind them, Professor.
(re: Rover)
This *thing* has the answers!

Grawl looms over Rover who quivers in fear and wets himself.

GRAWL (CONT'D)
You found your master before. Well
you can find him again! Where's the
alien???! Talk!! Talk!!!!

Grawl bangs Rover, causing a mechanical whirring, followed by a light beam shooting out and projecting a holographic image.

The image shows WILLIAM SHATNER and LEONARD NIMOY in their "Star Trek" costumes.

SHATNER
Hi, I'm William Shatner.

NIMOY
And I'm Leonard Nimoy.

Grawl and Kipple stare in disbelief.

SHATNER
We've been asked by NASA and
Paramount Studios to send our
greetings.

NIMOY

By now you've met our Pathfinder,
Rover. Its mission is simple...

SHATNER
...To explore new worlds. To seek
out new life and new civilizations.

NIMOY
(with a nod to Shatner)
That is, after all, only logical.

SHATNER
So on behalf of the people of
planet earth...

NIMOY
...May you live long and prosper.

Nimoy holds up the Vulcan split-fingers sign. Shatner tries
for that, but has to force his fingers apart with his other
hand.

SHATNER
I can never get that...

The image zitzes off. Grawl and Kipple stare blankly.

CUT TO:

INT. PLANETARIUM/LOBBY - CONTINUOUS

Lem and Chuck stand on either side of the door. It's fairly
dark inside, so they can see the silhouettes of two ominous
figures entering. As they do, Lem and Chuck pounce.

There's a SCUFFLE. Hard to tell who's winning.

Suddenly the lights go on. It's Skiff and Eckle.

LEM
What are you doing here?

ECKLE
We came to help! All of us.

Eckle turns to the door. Neera enters. She stares at Chuck
in wonder.

NEERA
You're the alien!

CHUCK

You are, but let's not get into that.

Neera turns to Lem.

NEERA

You've been helping him?

Lem simply nods. Neera's grin shows she approves. She turns to Chuck.

NEERA (CONT'D)

I'm Neera. I'm honored to meet you.

CHUCK

Now that's how you greet an astronaut.

(to Neera)

Captain Chuck Baker, ma'am, at your service.

Chuck takes her hand and kisses it. Neera blushes.

LEM

Great! Just great! First it's Glar. Now it's Chuck! Perfect!

Lem storms off into the main auditorium.

INT. PLANETARIUM/OBSERVATORY - MOMENTS LATER

Chuck enters. Lem is staring up at the stars above. Chuck steps up. A pause.

CHUCK

Kid....?

(as Lem turns away)

Lem....?

No response. So Chuck sits down next to Lem. A pause. Lem keeps looking up at the stars, so Chuck takes a new tact. He looks up and points.

CHUCK (CONT'D)

That's my home up there.

(points)

See that star, the little red one? Circling that star is a planet called earth - about 20 billion miles away, give or take.

LEM

(mind-blown)
Space is that big?

CHUCK
You kidding? There's billions of galaxies out there. And each of them has billions of stars. Next to that our worlds are just grains of sand.

LEM
(laments)
Nothing I knew was right.

CHUCK
You knew about Neera. She's a great chick. And she loves you, I can tell.

LEM
I don't have the right stuff like you.

CHUCK
(confesses)
Kid... I never had the right stuff. I'm a button pusher. Spam in a can. I don't even fly the ship, I just push the buttons when they tell me to. I only got this job 'cause of my rugged good looks. You're the one with the right stuff. You risked everything to help a stranger from another world. Neera would be lucky to have a guy like you.

Lem looks at Chuck, moved, eyes welling up.

There's a gentle knock. The others tentatively enter.

NEERA
Lem...?

Lem turns to her. Neither knows what to say. Eckle breaks the silence.

ECKLE
What do we do now?

Good question. No one seems to know, except Lem. He rises, growing the beginning of a true spine.

LEM

We have to get Chuck to his ship.

ECKLE

But where is it?

SKIFF

Base 9! I told you it's real!

NEERA

But we don't know where it is.

Chuck realizes:

CHUCK

Yes we do! Rover found me.... I can
program him to find my ship!

(less sure)

At least, if I find the
instructions.

LEM

(looks around)

Where IS Rover?

Skiff starts to weep melodramatically.

SKIFF

It's too painful to talk about!

Eckle gives him a consoling pat on the back.

ECKLE

They've got him at the comic book
shop!

LEM

Then we've gotta go get him!

Neera's amazed by this new Lem, but she holds out a hand.

NEERA

Hold on. The whole army's looking
for you two! You can't just stroll
through town.

MOVE IN ON LEM as he realizes:

LEM

(to Eckle and Skiff)

That new movie opens tonight,
right?

Skiff and Eckle exchange a look.

ECKLE
Yeah, why?

Lem smiles.

CUT TO:

EXT. STREET - CONTINUOUS

A walking scene, SLOW MOTION to music like in "The Right Stuff". Our characters seem mighty. After Chuck we see the alien costumes on Lem, Skiff, Eckle and Neera. With dangling extra arms, cardboard teeth, eyes on springs, the costumes are a weird contrast to the mightiness of the moment.

Chuck gives Lem a slow motion thumbs up. Lem returns it.

Then, as things go to normal speed, Lem turns to Skiff:

LEM
You sure no one can see my face?

SKIFF
The police'll never recognize you.

LEM
(embarrassed)
I'm more worried about my friends.

REVEAL around them, a number of locals in alien costumes, walking towards:

EXT. MOVIE THEATER - NIGHT

We start on a huge poster for "Humaniacs 3" filled with images of invading aliens.

REVEAL A SIGN for the costume contest as dozens gather in makeshift alien costumes. Most costumes are pretty awful versions of the aliens on the movie poster - many human-like. The event has the feeling of a "Star Wars" opening.

WE FIND THE TV REPORTER, speaking to his TV camera.

TV REPORTER
Here at ground zero, undaunted by hordes of invading aliens, the residents of Glipforg bravely go about their normal routines.

ON THE TEACHER atop a makeshift stage, announcing:

TEACHER
Humaniacs to my left! Machiniacs to
my right! Fleshivores and brain
eaters in the middle!

INT. COMIC BOOK STORE - CONTINUOUS

With Kipple and Grawl busy, Rover sees there's a clear path to the front door. And the door is open.

EXT. MOVIE THEATER - CONTINUOUS

From where they stand, Lem and Chuck can see the comic book shop in the distance.

They exchange a look. About to head over, they each have a hand placed on their shoulders. Have they been caught?

REVEAL it's the Teacher.

TEACHER
What great costumes! You two are
finalists.
(points to makeshift
stage)
Up on stage!

LEM
We're not here to enter the
contest.

TEACHER
Then why are you dressed like
aliens?

That draws the attention of some soldiers nearby who look at Chuck suspiciously. Lem looks around and sees there's soldiers everywhere. He turns back to the Teacher.

LEM
We're here to WIN the contest!
Let's go!

Lem puts an arm around Chuck who offers a thumbs up. With a desperate look back at Neera, Lem and Chuck follow the teacher up on stage. There's so many soldiers around, they can't run off.

INT. COMIC BOOK STORE - CONTINUOUS

Rover looks around. No one's watching him. Working up the nerve, he bolts for the door.

Suddenly, a Soldier sees him and readies his rifle. Before he fires, a hand reaches out to stop him. It's Grawl.

GRAWL
Hold your fire.

SOLDIER 4
But General, it's getting away.

MOVE IN ON GRAWL who mutters softly to Rover:

GRAWL
Take us to your leader...

EXT. STREET - CONTINUOUS

ON ROVER, his tracking light blinking.

EXT. MOVIE THEATER - CONTINUOUS

ON CHUCK AND LEM, now on stage, looking around for a way to get out of there. There are soldiers on either side of the stage. Chuck doesn't see his tracking device starts blinking.

ON THE TEACHER, stepping up to the microphone. She taps it.

TEACHER
Welcome to the "Humaniacs 3"
costume contest! Let's hear it for
the finalists!

People start CHEERING. Among the crowd, Lem's parents, surprised to see him there.

Lem leans in to whisper:

LEM
What do we do?

Chuck lifts his helmet just slightly. Eyeing the crowd, he grows a sly smile.

CHUCK
I say, let's give 'em their daily
minimum dose of Chuck.

He lowers his helmet and turns to the crowd, waving, playing it up. They love it and CHEER.

EXT. STREET - CONTINUOUS

Rover rolls along. Sensing something, he stops and looks around. Nothing's there. As he rolls on, we REVEAL he's being tailed by soldiers.

Up ahead: The movie theater.

EXT. MOVIE THEATER - CONTINUOUS

Lem watches as fellow contestants parade for the cheering crowd. Then, to his shock, Chuck floats by him doing the "Moonwalk".

The crowd loves it. Chuck waves.

Lem looks out and exchanges a worried look with Neera.

ON Chuck, doing more showboating. He motions for Lem to come join him. Lem shakes his head.

EXT. SUBURBAN STREET - CONTINUOUS

General Grawl, Kipple and soldiers are stalking Rover. He rolls on, oblivious.

EXT. MOVIE THEATER - CONTINUOUS

Chuck is doing the twist a la Travolta in "Pulp Fiction".

People cheer.

Chuck pulls Lem over and makes him dance too.

ON LEM. He can't believe this. But as he reluctantly goes along, the crowd cheers more.

What the hell, Lem does a little dance move. The crowd loves it.

Lem smiles, having fun. He waves to Neera who stands with Skiff and Eckle. She looks around nervously, then starts to smile, especially when she sees Lem on stage showboating.

Chuck falls to the floor and does some hip-hop spins. Lem falls to the floor and joins him.

The crowd loves it.

ANGLE ON ROVER, approaching the rear of the crowd.

REVEAL BEHIND HIM: Soldiers approach.

ANGLE ON STAGE. Chuck and Lem jump to their feet and hold up their arms for the cheering crowd.

The Teacher steps back up to the microphone.

TEACHER

I think we have a winner! Make that
two!!

The teacher gestures to Chuck and Lem and hands them a trophy. They each grab hold with one hand and raise it up in the air. People cheer. Lem is thrilled.

ANGLE ON ROVER in the crowd, using his 'arms' to clap. He looks to his side where Lem's parents stand. Lem's Mom and Rover share a "smile". Then, she suddenly realizes what she's smiling at and:

SCREAMS!!!

People now sees Rover and start to SCREAM and run.

The soldiers close in.

On stage, Lem and Chuck realize they're in danger. They look around for a way to get out of there.

It's pandemonium. People screaming. Running. Soldiers grabbing people in alien costumes, ripping off masks to find Chuck. Neera and Eckle waving to Lem, pointing where to run.

Lem and Chuck see a clear way to escape from there. They walk casually, playing it cool.

Rover looks around in a panic. He turns to run, but suddenly finds himself facing General Grawl. Instantly, Rover is surrounded by soldiers who capture him.

The Captain comes up to Grawl.

CAPTAIN

All these costumes, sir. How do we
find the alien?

Grawl looks around and spots something. He grins knowingly.

GRAWL

It's simple, Captain. The alien,
like us, is in uniform.

REVEAL Grawl is looking at Chuck and Lem.

ANGLE ON CHUCK, featuring the American Flag patch on his
shoulder.

Chuck and Lem are about to get away when suddenly a flood of
soldiers surround them, rifles drawn.

It's over.

ANGLE ON ROVER, placed into a dog carrier, a prisoner.

ANGLE ON SKIFF, watching this. He feels bad for Rover, but
then notices a discarded alien costume that looks somewhat
like Rover. He gets an idea.

Grawl steps up to Chuck and Lem. Grawl and Chuck stand face
to face for the first time. Chuck starts to take off his
helmet. A tense moment for everyone there.

Then, his face is revealed. Some people GASP. But Chuck
doesn't flinch and keeps looking at them all. A nervous
moment.

Kipple steps up and joins Grawl.

 GRAWL (CONT'D)
Look at it, Professor. It's
disgusting. And it smells!

 CHUCK
 (defensive)
You try wearing the same suit for
three weeks and see how you smell!

Kipple steps up and examines Chuck's skull.

 PROFESSOR KIPPLE
Amazing! A brain even larger than
mine!
 (points to Chuck's skull)
An incision here. And here. The
brain should pop right out.

Chuck is horrified, as are Lem and friends. Even Grawl is
grossed out.

 GRAWL
Why the brain, Professor?

It's over and everyone buys into it. Lem's parents run up and embrace him. Lem is too shocked by events to respond.

LEM'S MOM

Lem!

Chuck heads back to where he was standing before.

GRAWL

How about it, Professor?

Kipple steps up to Lem and looks him over.

PROFESSOR KIPPLE

Difficult to tell.

(to Lem)

Do you still believe the alien is friendly?

A pause. Lem looks around. His parents look at him hopefully. Neera shakes her head. Skiff motions for Lem to say no. Chuck offers a smile and shakes his head. Finally, Lem looks down.

LEM

No...

PROFESSOR KIPPLE

This boy is free!

Cheers and sighs of relief.

GRAWL

All right. Let's get these aliens to Base 9.

Chuck is taken away with a sad look of "good-bye" to Lem. Lem is near tears.

Chuck is shoved roughly into a truck. The other soldiers quickly load the dog carrier. Grawl gets into a nearby jeep.

People gather around Lem, further separating him from Chuck.

PULL BACK to show Lem helplessly surrounded and embraced by the crowd as Chuck is taken away.

DISSOLVE TO:

EXT. DESERT ROAD - NIGHT

A low, musical intro to a SONG begins.

And the papers want to know whose
shirts you wear.
 (on Neera, watching Lem
 sadly)
Now it's time to leave the capsule
if you dare.

INT. ARMY TRUCK - NIGHT

The truck has arrived. Soldiers come and take Chuck out of his cell as he keeps singing self-righteously. The truck is parked at the BASE 9 containment building.

The soldiers literally LIFT CHUCK IN THE AIR and carry him inside. They also take Rover's cage.

 CHUCK
 (singing)
 This is Major Tom to ground
 control. I'm stepping through the
 door. And I'm floating in a most
 peculiar way.

INT. BASE 9/CHUCK'S CELL - NIGHT

Chuck is tossed inside his cell. He looks around his new prison cell.

 CHUCK
 (singing)
 And the world looks very different
 today!

INT. LEM'S ROOM - NIGHT

ON LEM, looking around at the stars, seemingly surrounded by them as CAMERA 'FLOATS' around him.

 CHUCK (V.O.)
 (sings)
 For here am I floating in a tin
 can.

REVEAL Lem is at his domed roof, looking at the night sky as we see him from an extreme HIGH ANGLE.

 CHUCK (V.O.) (CONT'D)
 (sings)
 Far above the world.

INT. BASE 9/CHUCK'S CELL - NIGHT

We see Chuck from that same HIGH ANGLE as he looks up, seemingly at the distant stars and earth.

CHUCK
(singing)
Planet earth is blue and there's
nothing I can do.

REVERSE shows him in his new cell. Chuck starts to do his "BOWIE CLAP" in that affected, effeminate way. The guards nearby watch him, weirded out.

On the SECOND CLAP we abruptly...

CUT TO:

INT. PLANETARIUM/AUDITORIUM - DAY

Hands clapping in a MATCH CUT. This starts applause for...

THE TV REPORTER, getting ready to conduct a live interview.

TV REPORTER
We're here to honor a young man who
survived a harrowing ordeal at the
hands of the alien monster. Lem,
come on out!

People applaud. Among those in the audience, Neera, Eckle, Skiff, Eckle's parents, Chief Gorloc, the Milkman, the Mailman, the Teacher, the Curator.

ANGLE ON LEM AND HIS PARENTS, standing in the wings. Lem seems trance-like.

LEM'S DAD
Son?

His parents exchange a bewildered look.

LEM'S MOM
You did it. You got everything you
always wanted.

LEM'S DAD
Isn't that great?

Lem nods and glumly goes out to the center. He sits by the TV Reporter.

TV REPORTER

Lem, I understand you'll be working right here after you graduate, teaching about the mysteries of space. Give us a preview.

Lem looks around, uncomfortable.

LEM

Well...

(recalls by rote)

If you were to stretch a rope from one end of the universe to the other, it would reach over 500 miles!

TV REPORTER

500 miles!

Impressed reaction from the audience.

LEM

(still by rote)

And have you ever tried counting the stars? Don't bother, there's too many. Over one thousand.

TV REPORTER

One thousand! Remarkable.

More of a reaction from the audience. That starts to snap Lem out of it. He looks around at them, starting to realize something.

LEM

You know what's really remarkable? That we believe this. No one knows how big space is. There's billions of galaxies and each one of them has billions of stars. Next to that, our world is just...

Lem stops and looks around, coming fully back to life.

LEM (CONT'D)

Excuse me.

Lem walks away. Neera and Eckle exchange a look. She nods to Skiff who takes off one way. She and Eckle go the other.

The reporter urgently motions to someone who flips a switch that starts a typical 50's singing commercial.

CUT TO:

EXT. PLANETARIUM - MOMENTS LATER

Neera and Eckle look all around. No sign of Lem. Then, they hear a SOUND from a nearby police car. They find Lem in the front seat, pulling out the ignition wires.

NEERA

Lem, what are you doing?

LEM

It's called hot-wiring. I think it's an earth custom.

Lem touches the wires. The engine starts. Lem steps up to them.

LEM (CONT'D)

I got my life back, but it turns out I don't want it anymore.

Neera and Skiff exchange a confused look.

NEERA

I don't understand.

LEM

My friend's in trouble. I'm gonna go help him.

(steps up to Neera)

Maybe you'd be better off with Glar. Someone who can give you a stable life with secur...

Neera suddenly hauls off and kisses Lem.

A long pause. Then, she lets him go.

LEM (CONT'D)

Or, not.

NEERA

I'm going with you!

ECKLE

Me too!

LEM

Well that's great, but I don't know where I'm going.

GLAR

Dig!
(off confused faces)
Cool!
(off confused faces)
Far out!

Still no one gets it.

GLAR (CONT'D)

What I mean to say is that would be
really desirable.

The Teens smile.

LEM

Take the desert road. We'll meet up
ahead.

Lem drives on.

CUT TO:

BASE 9/CHUCK'S CELL - DAY

A dozen or so guards enter and aim their rifles at Chuck,
all terrified of him. Last, Grawl enters, looking
formidable.

GRAWL

So you thought you could take over
our world! Your kind knows no
decency!

CHUCK

My kind???
(to nearby soldier)
Did you hear that??
(to Grawl)
That is species profiling!

GRAWL

Tell us your invasion plans! And
don't bother taking over my mind.
If you do...
(points)
Captain Kizno has orders to shoot
me. If you take over Captain
Kizno's mind, Lieutenant Groit has
orders to shoot him. If you take
over Lieutenant Groit's mind,
Sergeant Yerk will shoot Captain

Kizno, Lieutenant Groit and myself
along with these three soldiers.
Each soldier has a designated
target in the squad. Should you
succeed in taking over all of our
minds, Corporal Hisk...

He points to a Hisk at the far end of the room, standing by
an electric console.

GRAWL (CONT'D)
... has orders to electrocute
everyone. If all this fails, the
entire base is rigged to blow at
the touch of a button.

Grawl reveals a REMOTE BASE DESTRUCT DEVICE with a big red
button.

Chuck is dumbfounded. A confused private ventures:

CONFUSED PRIVATE 1
General, am I supposed to shoot
Hecknavar or Kolski?

CONFUSED PRIVATE 2
I shoot Kolski!

GRAWL
No, you shoot Meckavoy.

CONFUSED PRIVATE 2
Then who shoots Kolski?

KOLSKI
(offers)
I can shoot myself.

GRAWL
That won't be necessary. Hecknavar,
you shoot Kolski, Captain Kizno and
graze Corporal Hisk.

HECKNAVAR
Yes, Sir!

Hecknavar shoots Corporal Hisk in the leg.

CORPORAL HISK
Ahhhhgh!!

GRAWL
Not yet!

Suddenly all soldiers aim their guns at each other.

KOLSKI
Drop your weapon!

OTHER SOLDIERS
You! No, him first! I'm not taking
my eyes off Kisno! Drop it dirtbag!

A pause. Suddenly, soldiers start shooting and diving for cover. Chuck looks on, nonplussed. Trying to shout above the maelstrom:

GRAWL
Hold your fire!!

ANGLE ON CORPORAL HISK at his console. He flips levers, delivering painful electric shocks to the soldiers who continue to shoot at each other.

ON Chuck, watching in disbelief. Finally:

GRAWL (CONT'D)
HOLD YOUR FIRE!!!!!!

That finally stops the battle.

GRAWL (CONT'D)
Captain Kizno, get everyone out of
here!

The soldiers start limping away and carrying off the wounded. Grawl glowers over Chuck.

CHUCK
You're not thinking that's my
fault, right?

GRAWL
Professor Kipple!

Dramatic pause. Kipple enters dressed for surgery.

GRAWL (CONT'D)
He's all yours!

Kipple glows. This is what he's been waiting for. Chuck is terrified.

CUT TO:

EXT. DESERT/GAS STATION - DAY

Lem pulls into the gas station with the team, passing the huge, 50's-stylized sign.

They get out and look around. There is NOTHING around anywhere.

They turn to Rover, who's excited, his red tracking light blinking wildly.

SKIFF

He thinks we found him.

Lem looks around.

LEM

(sad, to himself)

Poor Chuck, I let you down.

CUT TO:

INT. BASE 9/OUTSIDE OPERATING ROOM - CONTINUOUS

Chuck is strapped to a table. The two mind-controlled soldiers are wheeled out on gurneys. Their heads are bandaged. A doctor walks behind them with jars labeled "brains".

Kipple emerges. He examine's Chuck's skull longingly.

PROFESSOR KIPPLE

A brain even larger than mine. What must it be capable of!

CHUCK

Dude, it's totally under-utilized. I spent four years at a party school. Trust me, it's mush.

PROFESSOR KIPPLE

We'll find out, won't we. I once had the largest brain on the planet. Now --

(reveals his instruments)

I'll have the two largest. Mine and yours.

Kipple nods to the doctors who start to wheel Chuck into the operating room.

CUT TO:

INT. GAS STATION - CONTINUOUS

Lem and the others enter. The place is dilapidated, rundown.

LEM

Hello....! Anyone here!

Suddenly, a rattling SOUND. They turn to see Skiff is trying to get a display case door open. Inside, a lone, dusty old candy bar sits on a display stand.

LEM (CONT'D)

What are you doing?

SKIFF

No one's around, I'm not gonna get in trouble.

Skiff pulls the door open and reaches for the candy bar. As he picks it up, HOLD ON THE DISPLAY STAND which sinks down. A low, powerful rumbling begins. The whole building begins to shake violently. Lem looks at Skiff angrily. Skiff's eyes goes wide. He quickly takes coins from his pocket and hold them up, announcing:

SKIFF (CONT'D)

I'm paying! I'm paying!

Suddenly, a monstrous NOISE from out front. They look out to see:

Slowly, unbelievably, the giant gas station SIGN begins to flip over. As it heads underground, its other side winds up on top. Its other side is a ramp that leads downward.

Lem and team are stunned silent.

EXT. GAS STATION - SECONDS LATER

The team steps up to the ramp. There are landing lights heading downward. A quick look over the edge shows that down below is a massive army base. It's like an underground city, teeming with soldiers.

This is BASE 9.

NEERA

There's soldiers everywhere. How are we gonna get in?

Suddenly, SOUND of a car pulling up. It's Glar and the teens.

Lem sees them and smiles. He's got an idea.

CUT TO:

INT. BASE 9/OPERATING ROOM - A BIT LATER

Chuck is scared. Kipple reveals a scary buzz saw.

CHUCK

(scared)

I don't suppose your planet's
invented Demerol???

Kipple pulls the cord and starts the saw.

EXT. BASE 9 - CONTINUOUS

We say "ext" only because we're outside the Base 9 buildings. But this is really a vast underground space that's beneath a 200 foot ceiling.

Soldiers are going about their normal routine when they begin to hear something. It sounds like chanting.

ANGLE ON THE RAMP LEADING DOWN. It's Glar and the teens in his hippie car. They carry signs that say: LET THE MAN GO! - STICK IT TO THE MEN, NOT THE MAN - A BRAIN IS A TERRIBLE THING TO WASTE - MAKE LOVE, NOT INTERSTELLAR WAR!

They chant:

TEENS

One, two, three, four, we don't
want your alien war! (etc.)

After 3 or 4 rounds, a guitar STRUM stops it. REVEAL GLAR, in full Dylan regalia including an alien harmonica around his neck. He's starting a song similar to "Times Are A Changing".

GLAR

Now come all you aliens, don't be
afraid. Your welcome we still are
arranging. We used to think you're
the enemy come. But the times they
are a diff-er-ent.

He gives one blast on the harmonica, then looks up at the surrounded soldiers. Music stops.

GLAR (CONT'D)

Uh, is being here against the
rules?

ANGLE WIDE behind the soldiers (so's not to see any
violence) as the soldiers attack and the teens flee.

ANGLE BEHIND THE VAN. Lem and team sneak out and make their
way unseen into Base 9.

INT. BASE 9/OPERATING ROOM - CONTINUOUS

About to open Chuck's skull, Professor Kipple guns the
motor, stalling it. It stops dead. Chuck sighs.

EXT. BASE 9/SIDE OF BUILDING - CONTINUOUS

A couple of soldiers guard the front door.

Around the side, the team hides. What to do? Eckle signals
from the side of the building. He's found an air vent. The
others join him. Rover leads the way, tracking Chuck.

INT. BASE 9/VENT SHAFT - CONTINUOUS

The team is in the building ventilation shaft, following
Rover. Rover comes to another grate and pushes it open. They
all crawl out to:

INT. BASE 9/DISPLAY ROOM - CONTINUOUS

There are many glass cases holding displays. Each contains
something that fell out of the sky.

INT. BASE 9/OPERATING ROOM - CONTINUOUS

The doctors are gathered around the buzz saw.

DOCTOR 1
Maybe you should give it more gas.

DOCTOR 2
You'll flood it.

DOCTOR 3
What if you open the choke?

Chuck rolls his eyes at these morons. Finally, annoyed:

CHUCK

Oh give me a break! You don't open
the choke 'till after the engine
starts!

The doctors stop. Professor Kipple pulls the cord. The
engine roars back to life. Chuck MOANS at own stupidity.

INT. BASE 9/DISPLAY ROOM - CONTINUOUS

Up ahead, Rover points the way to a door.

LEM

It's this way!

They dash out and find the hall empty. They run for it.

INT. BASE 9/OPERATING ROOM - CONTINUOUS

Kipple approaches Chuck with the saw. Closer. Closer.

Suddenly, the door bursts open. Lem and team rush in.

So close to his prize, Kipple goes for Chuck's skull. But
he's suddenly sawing metal. In the last second, Rover placed
a metal claw in the way.

The doctors back off. Kipple looks around and furtively
sneaks to the back of the room.

Lem and Neera untie Chuck. He embraces them.

CHUCK

Guys, this is so Luke Skywalker!

Chuck checks his DIGITAL READOUT out. 25 minutes left.

CHUCK (CONT'D)

We gotta book.

LEM

How do we find your ship?

Chuck smiles and flips a switch on Rover. Rover's tracking
light starts flashing.

CHUCK

Rover'll lead us right to it.

Suddenly, a BEEERRRRRAAAP alarm goes off.

EXT. BASE 9/RECOVERY ROOM - CONTINUOUS

Kipple has pressed the alarm. He heads out.

EXT. BASE 9 OUTSIDE AREA - CONTINUOUS

The group pokes their heads out. No sign of soldiers.

SKIFF

You think they know where we are?

Suddenly shots ring out and bullets hit nearby.

CHUCK

I'm thinking that's a 'yes'.

They head off. Two soldiers follow.

INT. BASE 9/CORRIDOR - CONTINUOUS

Grawl comes out of his office, putting on his jacket. He meets up with the Kipple.

PROFESSOR KIPPLE

General, you must save its brain.

GRAWL

I'm more concerned with saving our world!

Grawl picks up the REMOTE DESTRICT DEVICE and looks grim.

EXT. BASE 9/ANOTHER OUTSIDE AREA - CONTINUOUS

Chasing our team, two soldiers round the corner and stop suddenly when they see:

Neera, standing alone, looking her hippie finest. She holds three flowers in her hand. They exchange a look. Neera approaches them.

NEERA

I know you don't really want to make war.

She puts the stem of a flower in each.

NEERA (CONT'D)

This one's for peace.
(next flower)

This one's for love.

With a flower in each of their rifles, they look at the third in her hand.

SOLDIER 4
What's that for?

Suddenly, Chuck comes up behind them.

CHUCK
That's for you.

He punches one. He holds his hand and GROANS in pain. Lem punches the other and holds his hand too. As the team runs on Chuck bemoans his sore hand:

CHUCK (CONT'D)
They make it look so easy in the movies!

INT. BASE 9/RECOVERY ROOM - CONTINUOUS

The two mind-controlled soldiers are sitting up in their beds, legs crossed casually, sipping beverages from paper cups as if they were at a cocktail party. They each have massive bandages on their empty heads.

SOLDIER 1
That professor's a genius!

SOLDIER 2
I feel positively effervescent.

SOLDIER 1
In fine fettle. What a salubrious experience!

SOLDIER 2
Well said. Cheers.

They "clink" paper cups, crushing them completely, yet continuing to mime drinking as if they still held water.

(NOTE: This scene might make a great button during or after the closing credits.)

EXT. BASE 9/MAIN HANGER - MOMENTS LATER

Following Rover, the team reaches this massive hanger. They look around, confused. Neera taps Lem and points to:

CHUCK'S SHIP. They approach in wonder. It's a great sight.

LEM

How do we get it out of here?

In answer, Eckle finds a control panel hanging from a long chain. He presses it, causing the roof overhead to split and start to open, revealing the sky above. A beautiful moment. They all look up, thrilled.

Some affectionate chucks on the shoulder for Eckle.

CHUCK

Way to go, kid.

Suddenly:

GRAWL (O.S.)

Step away from the flying saucer
and put your hands in the air!

They turn and see Grawl. Next to him, Kipple. Then, the whole army shows up. In short order, they're surrounded.

The team exchanges a look. They're trapped. Grawl steps up. He holds up the destruct button.

GRAWL (CONT'D)

You never had a chance.

Grawl flips the "ready" button. Destruct devices around the room arm themselves.

CHUCK

You'd destroy the whole base just
to get me?

NEERA

That's sick!

CHUCK

(aside)
Actually, it's kind of flattering.

GRAWL

Sick, young lady, is helping the
enemy of your world! Sick is
befriending a creature that's so
completely -- different!! Sick is -

(points to Chuck)
Well look, it's right in front of
you!

(to Kipple)

I'm sorry, Professor, it's too dangerous to let the alien live another minute.

THROUGH GRAWL'S POV, his scope on Chuck's head, we SUDDENLY SEE LEM STEP IN FRONT.

Lem approaches the General gingerly, trying to have a heart to heart talk. As he talks, he gets closer and closer.

LEM

General, I know what you're afraid of. I understand, I'm afraid of it too. It's not Chuck. It's not aliens or monsters. It's something even scarier. It's the unknown. I've spent my whole life running from it. And I think maybe you have too. But the unknown isn't something to be afraid of.

(with a smile at Chuck)

It can be your best friend.

(to Grawl)

And just when you think it means the end of everything you know...

(a sly look at his team)

It's really just the beginning.

Lem suddenly grabs the REMOTE BASE DESTRICT DEVICE and presses the red button.

A frozen moment. Grawl stares in disbelief. Lem can't even believe it. And suddenly:

THE BASE ALARM SOUNDS. They hear:

LOUDSPEAKER VOICE

Base destruct, two minutes.

The soldiers all stare in horror. They exchange looks. Lem turns to Kipple.

LEM

What are you looking at? Run!!!

Kipple runs. Other soldiers follow and soon they're all fleeing except Grawl.

Grawl stares in disbelief. Then, furious, he aims his gun right at Lem...

... Suddenly his arm is grabbed. It's Neera.

NEERA

That's my boyfriend!!!

She punches Grawl. Grawl is stunned, but not knocked out. He's about to raise his gun again. This time it's Eckle who jumps in, swinging the control panel, knocking Grawl out.

As the room empties of soldiers, Lem turns to Chuck.

LEM

Let's go!

CHUCK

Everyone on board!

The team rushes for the ship.

INT. CHUCK'S SHIP - CONTINUOUS

Chuck starts all systems. But he grimaces.

LEM

What's the matter?

CHUCK

No time for auto pilot.

(realizes)

I'm gonna have to fly this thing!

(pressing buttons)

I am so putting in for overtime.

A bit nervous, he starts pressing buttons. SOUND of the ship powering up.

LOUDSPEAKER VOICE

Base destruct, 1 minute.

Chuck gets ready to lift off. But then he notices Grawl unconscious on the floor.

ON THE HATCH as Lem and Skiff ready to pull it shut.

CHUCK

(grudgingly)

Wait....

EXT. BASE 9/MAIN HANGER - CONTINUOUS

Chuck bolts out the ship and heads for Grawl.

Skiff and Lem poke their heads out.

SKIFF
What're you doing?

CHUCK
I can't leave him here!

SKIFF
Why?

LEM
(smiles, re: Chuck)
'Cause he's got the Right Stuff.

Lem steps out to help. They get Grawl on board.

LOUDSPEAKER VOICE
Base destruct, 15 seconds...

They close the ship's hatch.

INT. CHUCK'S SHIP - CONTINUOUS

CHUCK
This is gonna be rough!

EXT. BASE 9/MAIN HANGER - CONTINUOUS

LOUDSPEAKER VOICE
Base destruct, 10 seconds. 9. 8...

The engines start. Slowly, too slowly, the ship starts to lift.

INT. CHUCK'S SHIP - CONTINUOUS

CHUCK
She's heavy!

He hits the throttle.

EXT. BASE 9/MAIN HANGER - CONTINUOUS

The ship is starting to pick up momentum.

LOUDSPEAKER VOICE
4. 3. 2.

EXT. GAS STATION - CONTINUOUS

All the soldiers, Glar and the Teens have gotten out of the base and stand watching as....

THERE'S A MASSIVE RUMBLING AND EXPLOSIONS BELOW.

Before them, a volcano-like EXPLOSION from the ground. They stare in horror until...

They see a ship emerge, flying out just ahead of the flames. The NASA capsule launches precariously upward.

ON THE TEENS, cheering.

ON KIPPLE, as the the mind-controlled soldiers step up.

SOLDIER 1

Doc, that brain operation was inspired!

SOLDIER 2

You simply must try it!

As they take him away, Kipple looks around. It's clear he can't get away from them.

INT. CHUCK'S SHIP - CONTINUOUS

ON CHUCK, piloting, proud that he did it.

Quickly, the view changes. Blue sky becomes black space and stars. A magical moment as they break orbit and make it to space.

They all stare out in awe.

Chuck releases Lem's strap, causing Lem to float up in zero gravity. The others join him.

Lem floats to the window, where he looks out at the view of a lifetime. Chuck floats next to him.

CHUCK

Whatta you think?

LEM

What a big universe!!

(looks at Chuck, smiles)

I am definitely coming back here!

General Grawl wakes up and sees where they are, sees he's weightless.

GRAWL

Are you going to take over my mind?

CHUCK

You can keep it.

ECKLE

General, you've been reading too many comic books.

CHUCK

(to all)

Strap in everyone, I'm taking you home.

Grawl stares in wonder at everyone floating back to their seats. It's a marvel and he allows a small smile.

Chuck starts to bring the ship down for a landing.

From their POV, they get closer and closer to the planet. Below, a continent, a vast stretch of land, suburbia and finally...

EXT. TOWN HALL - DAY

Chuck's ship lands. People approach warily. Police cars pull up and officers aim their guns, including Chief Gorloc.

The hatch opens. Lem and gang step out, followed by Grawl and finally by Chuck. The police aim their guns at Chuck. Grawl steps in front of him.

GRAWL

It's all right, Chief. He's with me.

(turns to Chuck)

Captain... Thanks for saving my life.

Grawl salutes Chuck, who smiles and salutes back.

CHUCK

A pleasure, General. Maybe next time you have guests, you'll throw a better party.

As Chuck turns to Eckle, more people arrive. Among them, Lem's parents. They run up and hug him. Eckle's parents arrive and embrace Neera. The onlookers see Chuck acting friendly and watch, curious.

CHUCK (CONT'D)
(to Eckle)
Kid, how'd you like to be president
of the Planet One Chuck Baker fan
club?

Eckle nods, proudly. Chuck reaches into his suit and pulls out a massive stack of SIGNED HEADSHOTS.

Chuck rises and sees Skiff. Then, he turns to Rover.

CHUCK (CONT'D)
Rover, you coming or you want to
stay here?

Rover looks at Chuck and again at Skiff. He decides and sidles up to Skiff with love.

CHUCK (CONT'D)
(to Skiff)
He needs oil every 3000 miles and a
whole lotta love.

Skiff is overjoyed that Rover gets to stay. They jump around together.

Now the crowd is filling in. Chuck checks his DIGITAL READOUT and looks around anxiously for...

Lem, who's across the crowd, looking for Chuck. Through the throng they meet eyes and smile.

They approach, stand before each other smiling wordlessly. Then:

CHUCK (CONT'D)
Lem, you saved my life.

LEM
(a smile)
You saved mine too.

Neera joins Lem. Chuck turns to her.

CHUCK
You got a good man there.

NEERA
(smiles)
I know.

Chuck turns back to Lem. They hug. Then Chuck heads for his ship. At the door, he turns back to Lem.

CHUCK

You ever make it to earth, I'm in
the phone book.

Chuck gets in his ship. Everyone backs away.

To a great swell of MUSIC, the ship takes off. People wave
good-bye.

ON LEM, watching, moved. He and Neera exchange a look and
they kiss. Skiff and Rover see this, both touched. Skiff
dabs his eyes with a handkerchief and hands it to Rover who
does the same.

FADE OUT

THE END