

Little Pond

By

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FADE IN:

EXT. LIBRARY - DAY (FLASHBACK)

Set of wooden double doors with curved handles and frosted glass obscuring what's inside. Both doors open automatically.

INT. LIBRARY - DAY (FLASHBACK)

A huge library with multiple floors. There are countless books on endless shelves.

There is a reading area with armchairs and a fireplace. In one of the armchairs is a small boy, about eight years old but small for his age.

He has a large book open on his lap. He is totally engrossed in reading, smiling with each flip of the page.

An ethereal voice floats through the library.

MALE VOICE (V.O.)

Guy...Guy...

The little boy looks around for the source of the voice. He closes his book and gets out of the chair.

MALE VOICE (V.O.)

Guy, come here, my boy...

The little boy walks down one of the shelf aisles that seems endless. The ethereal voice is gone and has been replaced by an indistinct voice.

The little boy finds gets to the end of the aisle and found another open area with chairs and a fireplace. This one has a record player on a table near a chair. The indistinct voice is louder but still unintelligible.

The little boy walks toward the record player. As he gets closer the voice becomes suddenly very loud. A male voice delivers a voice ad, rapid fire.

ADVERTISEMENT (V.O.)

Don't miss this once in a lifetime chance to get...

END FLASHBACK

INT. GUY'S APARTMENT - DAY

A thin and wiry man in his mid thirties wearing a white t-shirt and plain white boxers suddenly awakens in a small single-size bed. This is GUY FARON, the adult version of the boy in the dream.

ADVERTISEMENT (V.O.)
 ...the LIGHT-SLICE: THE ONLY LASER
 POWERED KNIFE...

He is in a small studio apartment, kitchen in one corner, bed and nightstand in another with a chair and table in the middle. A small bathroom can be seen through a door near the bed. The main door is by the kitchen.

On each three of the four walls and the doors are large screens that are simultaneously blaring the same obnoxious ad for a futuristic kitchen appliance that cuts foods with a laser.

Guy reaches for the nightstand and picks up a pair of transparent visor glasses with an earpiece and small microphone attached. He fits the visor over his head and speaks into the mic.

GUY
 Minimize.

On each screen the ad shrinks itself into the bottom left corner so that it is still completely visible, just smaller. Although the volume decreases the audio from the ad is still heard.

A sideshow of various photographs, journal and newspaper headlines, paintings, and posters begin flashing by on the screens. These are shown throughout the scene.

One photo shows a younger Guy with a woman of the same age who seems to be pregnant. They have their arms around each other, smiling and happy. Another shows a portrait photo of the woman by herself.

Guy gets out of bed and pulls out a folded gray jumpsuit/uniform from the nightstand drawer. He unfolds the uniform and slips it on over his boxers and tshirt.

Portraits of classical and romantic composers; Mozart, Beethoven, Brahms, Tchaikovsky, etc. Various paintings themed around revolution also appear, such as "Liberty Leading The People."

(CONTINUED)

Guy walks over to the kitchen area. Near the bed under one of the screens is small bookshelf. On top of it is an old record player, also covered in dust. There isn't a book or record in sight.

A still from a newspaper/online journal article appears on the screens. It shows a picture of the same woman from the earlier pictures. The headline says -- REBELLION QUELLED. MYSTERIOUS LEADER, CHARLOTTE FARON AKA SCARLETT CHARLOTTE, STILL WANTED.

In the kitchen area Guy opens a cabinet and pulls out a small box that says INSTA-MEAL: EGGS AND BACON FLAVOR. He puts it in a small and sleek microwave.

INT. GUY'S APARTMENT - LATER

Guy sits at his table holding spooning mouthfuls from his microwaveable meal, which holds various colored sludge like material.

The visor glasses sit on the table near Guy's food. A red light blinks somewhere on the inside of the visor. Guy notices and puts the visor to his eyes.

Through his POV we see text and hear the message through his ear piece.

EYEBOX (V.O.)

You are now late for work. Have a nice day.

GUY

Damn.

Guy puts down the visor and his spoon and gets up from the table.

He puts on a pair of gray shoes with no laces. He walks to his door.

As soon as his hand touches the doorknob a loud DING is heard and a message appears on the screens on the door and walls that reads -- DON'T FORGET YOUR EYEBOX.

Guy sighs, turns around and grabs the visor from the table and puts it on. He leaves the apartment.

INT. LIBRARY - DAY (FLASHBACK)

Young Guy is following the sounds of the ethereal male voice from earlier.

MALE VOICE (V.O.)
...come along now, Guy.

Guy reaches the end of the aisle and finds another reading area furnished similarly to the last one. In one of the armchairs sits an old white haired man holding a book.

When Guy sees him he runs to him, hugs him.

GUY
Grandpa!

GRANDPA
Hello Guy, are you ready for your story?

Guy sits down on the floor in front of the chair, grinning as his grandpa opens the book and begins reading aloud. However, the voice that comes is a young woman's voice.

WOMAN (V.O.)
Excuse me, sir?

INT. TRAIN - DAY

Guy sits in a train car, lazily staring off into space. His EyeBox is in his lap and a red light is blinking on the inside.

WOMAN
(louder)
Sir?...

Startled by the woman, he jumps slightly and drops his EyeBox to the floor.

GUY
I'm sorry, what?

The woman dons her own EyeBox, similar to Guy's.

WOMAN
I think your EyeBox is ringing.

GUY
What?... Oh!

(CONTINUED)

Guy looks down at his EyeBox and moves quickly to put it on. He awkwardly struggles putting it on correctly.

The woman eyes him for a minute, not sure what to make of him. She eyes Guy's book suspiciously but then switches her attention back to her EyeBox, pressing a finger on the earpiece.

All the people around them wear their own EyeBoxes and seem totally unaware of their surroundings. Some are having loud conversations seemingly to themselves. Others are motionless and seem to be staring straight ahead yet their eyes flicker back and forth every few seconds.

A blaring VOICE emits commercials and ads within Guy's EyeBox.

ADVERTISEMENT (V.O.)
...and don't forget to pick up your
very own EyeBox case carrying case
today...

Guy turns a knob on the earpiece, the volume of the ad voice decreases but is still clearly heard. Guy presses a second button on the side of his EyeBox.

Text appears on the visor as it emits audio of the message.

EYEBOX (V.O.)
REMINDER: YOU ARE 20 MINUTES LATE
TO WORK. HAVE A NICE DAY.

Guy sighs. He presses a button again.

Guy looks out the window.

EXT. TRAIN - DAY

The train darts along its track which is suspended in the air with no support beams beneath.

EXT. CITY - DAY

The track is part of a huge web of other tracks at different heights going in all different directions.

The track is in the middle of a large city consisting of dozens of sleek sixty to one hundred story buildings huddled together in a mess of metropolitan madness.

(CONTINUED)

Scattered around the city are gargantuan towers at least a half a mile wide that are too high to see the tops of. Jutting in and out of every side of these buildings are hundreds of train tracks that go on in every cardinal direction.

Giant screens on every building display various product and services advertisements and public announcements.

One of the ads displays a EyeBox that looks exactly like the ones the train passengers have and blares this audio--

EYEBOX AD (V.O.)
EYEBOX UPGRADE 14.3.1 - GET YOURS
TODAY.

Another ad shows a mother and father with a newborn child. The voice on this ad is a little more soothing, but has a sharp commanding tone at the end.

N-FERTILITY AD (V.O.)
Let us be apart of your family.
Don't forget about mandatory
checkups.

Another shows a jar of a yellow tinted liquid labeled U-REENA: A young child is holding a clear bottle with a yellow tinted liquid inside. The child takes a drink and smiles. An entire family appears with the girl, each member with their own bottle of the liquid.

U-REENA AD (V.O.)
U-Reena - Delicious, nutritious.
Everything your family needs.

Another simply shows a dark figure in a trench coat wearing a fedora holding a briefcase. The man's briefcase explodes. A man in a three piece suit and a politician's smile appears. He points directly to the camera, an Uncle Sam impression.

SAFETY AD (V.O.)
A message from William Kingston-
Save a life; report suspicious
characters and activities.

In the distance is gargantuan building that towers above everything else. It is an architectural nightmare that looks to be made of giant gray building blocks. The base of this structure is its smallest section and it expands outward and upward from there. The expansion of this building from the ground up gives it the look of an upside down pyramid. This is the Statera Building.

The sky is covered in a thick, gray mass of clouds that doesn't let any sunlight through. The tops of the massive towers and the Statera Building are obscured by this mass of clouds.

EXT. TRAIN - DAY

Guy's train heads towards the Statera Building.

EXT. STATERA BUILDING - DAY

There are countless train tracks jutting out the middle section of the building. Trains travel in and out.

INT. STATERA BUILDING - TERMINAL - DAY

Guy's train pulls to a stop.

INT. TRAIN - DAY

Everyone but Guy exits the train as quickly as possible. Guy finishes the page he is on and closes his book. The train is empty by the time he gets up as the doors start to close. His slender frame darts through the nearest door.

INT. STATERAA BUILDING - TERMINAL - DAY

The terminal has a high dome shaped ceiling that projects images of blue sunny skies.

Guy walks along a busy train platform. Nearly every person here wears a gray jumpsuit uniform like Guy's. The rest wear blue jumpsuit uniforms.

Guy assimilates into the moving line of people toward a hallway labeled "ELEVATORS AND OTHERS." A small, mousy woman walks in front of Guy

On both sides before the entrance to the elevator hallway are police officers in full black armor with batons and sleek looking guns. The belts around their waists hold several handcuffs and small grenade-like devices. Their uniforms all display the acronym SAFE -- STANDARD ARMED FREEDOM ENFORCEMENT.

(CONTINUED)

Two officers, one on each side of the hallway entrance hold out devices that scan people's EyeBoxes as they pass by. The device blinks green when people walk by. Suddenly the scanning device blinks red and blares a sharp pinging sounds.

Guy is startled but it's the woman who caused the scanner to beep. The woman goes pale white.

An officer from the left side moves through the crowd to the woman.

OFFICER

Name?

The woman is timid and stuttering.

WOMAN

Julia Montag.

Without another word the officer ushers her to sides where the officers stand. Everyone else continues walking, scanned by the other officer holding the scanner.

Julia looks around wide-eyed, surrounded by police officers and apathetic passerby.

As Guy walks by he makes a split second of eye contact with the woman. He promptly looks at the ground and continues walking.

Julia tries to reason with the officers.

JULIA

I don't understand, I updated this morning--

Before she can finish her sentence an officer has put a black hood over her head and are moving her way from the crowd. The woman's muffled SCREAMS are heard.

Guy glances back up at the woman, opening his mouth to say something. Instead he keeps walking.

INT. STATERA BUILDING: INFORMATION ADJUSTMENTS - DAY

A large office area with endless rows of cubicles. On each the walls of this area are massive screens that read INFORMATION ADJUSTMENTS.

In the cubicles, office workers clack away at paper thin keyboards. Some don their EyeBoxes as they work, speaking into them as they type.

(CONTINUED)

The text on the wall screens disappear and are replaced by -- A MESSAGE FROM THE MINSTER OF INVESTIGATION.

On each of the screens is an old man in an immaculate but drab suit sitting behind a desk. This is EDGAR MAYNARD. He is in his late 50's and is physically non-threatening but he stares straight into the camera and his eyes seem to follow wherever you go.

MAYNARD

(on the screen)

Remember, controlling the past
means maintaining the future.

Down one of the aisles Guy scurries to find his own cubicle.

Guy notices a stout man strolling down one of the aisles across the way. The man has an overly eager smile and gives a flashy wave now and then to other office workers. This is PARSONS.

Guy ducks down to avoid being seen by him. He stops at the cubicle marked 696.

Inside the cubicle is small office chair and desk. A computer monitor and keyboard are set up on the desk.

He pushes a button on the monitor. It lights up with a message -- PLEASE WAIT FOR EYEBOX IDENTIFICATION. A small scanner/camera on top the monitor blinks a small blue light that reflects on Guy's EyeBox.

After a moment the screen reads -- WELCOME GUY FARON #696 -- LOADING TODAY'S ASSIGNMENTS.

As Guy sits at his desk a shadow slowly looms over him.

PARSONS

(O.S.)

Morning, Guy.

Guy nearly jumps out of his seat. He sighs and rolls his eyes before swiveling his chair around. Parsons stands at his cubicle entrance, grinning ear to ear.

GUY

Hi, Parsons. What can I do for you?

Parsons, oblivious to Guy's annoyance, speaks awkwardly fast without taking a breath. His smile never leaves his face.

(CONTINUED)

PARSONS

How are you Guy, it seems you're late again. By the way, the Minister just gave me a promotion. I'll be his very personal assistant now.

Guy offers an obligatory smile to Parsons, tapping his fingers on his desk impatiently.

GUY

Congrats, Parsons. That's really great.

PARSONS

How sweet of you, Guy. Thanks so much.

Parsons stands there still beaming. Guy shifts awkwardly in his seat.

GUY

Great, good to know...uh, Parsons, I have a lot of work here to do...

PARSONS

Of course, Guy of course, I just had to share the news with my friends. And also to let you know that I'll be checking in on everyone now and then, as part of my new duties. You have a good day now.

Parsons walks away, as Guy swivels his chair back to his computer.

He begins typing on his computer, opening files labeled DAILY ASSIGNMENTS.

On the screen is a file that looks like a police report for FRANK ALEXANDER - MALE, 28. A list of personal info such as height and weight appear, along with very brief biographical profile. There is also a section marked CRIME(S). This is filled in with HIDING PREGNANT WOMEN.

Guy highlights and deletes the bio profile.

A little microphone pops out of the top of the computer. As Guy speaks, the words appear on the computer screen.

(CONTINUED)

GUY

History of perversions, volatile temper, questionable recreational habits.

When he is done he highlights and deletes the crime section. He speaks into the computer microphone again and his words appear on the screen.

GUY

Arrested for harboring two naturally pregnant women without consulting an N-Fertility clinic.

Guy glances it over and on the screen an icon for SUBMIT? appears. Guy clicks the ENTER key.

The next file appears. This one is for JULIA MONTAG -- FEMALE, 30. Under crimes it simply reads OUTDATED EYEBX INFO.

When Guy sees the name his face drops he and he sighs.

On the screen he highlights and deletes the crime section. He speaks into the microphone again.

GUY

Personal information outdated, indicating an attempt at identity fraud possibly for acts of terrorism.

Guy reads it over and clicks ENTER.

INT. STATERAA BUILDING: CAFETERIA - DAY

A large and crowded cafeteria filled with dozens of small four-person tables. They are filled with workers dressed in uniforms like Guy's, donning their EyeBoxes. A couple of SAFE officers roam the room.

Like in Information Adjustments, giant screens hang from each wall. These display various PSA and educational videos about Statera, THE LAST GREAT CITY-STATE.

One of the video clips shows an ad for TYCHO EXTRACTION SERVICES. Workers in blue uniforms digging and hauling green tinted rocks in a large quarry. One of these workers stands up straight to wipe the sweat off his brow and shows a thumbs up and smile to the camera. Text pops up that says WE DO THE WORK, YOU DO THE PLEASURE.

(CONTINUED)

In each corner of the cafeteria are machines that look like big soft serve machines. People are lined up at these machines which dispense a steaming pile of sludge-like substance onto the trays.

Guy holds a tray in his hands in a line of people. When he is in front of one of the dispensers he pulls down the lever to fill his tray with the steaming sludge.

Guy walks away from the machine and looks around. At a table near the corner is a man in a blue uniform. His hair is unkempt and he holds a paperback book in his hand as he eats with the other. This is ZEEKS.

Guy looks at him curiously for a minute. He looks around and then walks over to Zeeks' table.

Guy stands awkwardly nearby for a minute before Zeeks even notices him. The Zeeks is reading is a copy of Plato's Republic.

GUY

Uh, hi. Do you mind if I sit here?

Zeeks glances at the gray uniform, frowns slightly.

ZEEKS

Sure.

Guy slides into the seat across from Zeeks as he continues to read.

GUY

I'm Guy.

Zeeks glances at Guy to speak but continues to read otherwise.

ZEEKS

Zeeks. Nice to meet you.

Guy points to the book.

GUY

Has uh...anyone asked you about that?

ZEEKS

Only the people who have ever even seen a book before. So in this building, no.

Guy spoons a mouthful of his gray sludge.

GUY

You must be new here.

ZEEKS

Started last week. Maintenance department. Just a lowly grunt.

GUY

I've never seen a grunt read a book before. Or even in possession of one.

Zeeks puts his book down and looks hard at Guy.

ZEEKS

There's no law against owning them. Just selling them.

Guy shakes his head.

GUY

Listen, you got the wrong idea.

ZEEKS

What do you want then?

Guy looks around to see if anyone is listening in. He leans in and speaks softly as he points to the book.

GUY

I want one of those.

Zeeks looks at the book.

ZEEKS

You want a copy of this?

GUY

Not necessary that. Just a book. Anything really.

Zeeks glances over Guy's shoulder. Two SAFE officers are about to pass by their table. Zeeks casually picks up his book and tray and gets up. He doesn't look at Guy

ZEEKS

Not now. Entertainment district. Q-Bird's Lounge. Eight o'clock.

Guy furrows his brow. He turns his head to look over his shoulder as the two SAFE officers pass by.

Zeeks strolls by the officers casually.

Guy watches him go then returns to his sludge.

EXT. ENTERTAINMENT DISTRICT - NIGHT

The Vegas Strip of Statera. A street full of bars and clubs bouncing to the beat of generic, mechanical, automated house music. Giant screens hang from some of the building displaying ads and generic entertainment. Massive crowds of people donning their EyeBoxes move in every direction.

One screen features a reality TV show about the arrests of the day. The story featured is of JULIA MONTAG from the earlier scene. A harsh voiced narrator explains the story.

NARRATOR (V.O.)

...a young terrorist stopped in her tracks thanks to the bravery of the SAFE forces...

Lines of dozens of people stand outside each club.

Guy walks past these clubs alone. He sees a sign for Q-Bird's Lounge above one of the doorways. He finds his way to the back of the line.

Guy glances around him looking for Zeeks. A hand taps him on the shoulder. Guy turns around.

Zeeks stands right behind him.

ZEEKS

Not that way. Follow me.

Zeeks strolls past the line to the alley between Q-Bird's and the club beside it.

Guy stumbles to catch up.

EXT. ALLEY - CONTINUED

Zeeks walks to a metal door on the side of the building. He turns to face Guy, who has just caught up.

ZEEKS

This guy is pretty laid back, but if you fuck him over he will do worse to you.

Guy nods.

Zeeks turns to the door and knocks.

(CONTINUED)

A small window at eye level slides open. Two eyes peer out. A man's voice is heard.

MAN

Yeah?

ZEEKS

"The Bird Q's at midnight."

The small hole slides shut. After a moment the door is pulled open. A burly looking bouncer stands in the doorway. He ushers the two men inside.

INT. Q-BIRD'S LOUNGE - CONTINUED

Although this room is not part of the main club the muffled sounds of the house music is still heard.

The room has couches lined against each wall. On each couch are people wearing their EyeBoxes with their heads tilted back, staring blankly at the ceiling.

Zeeks and Guy enter. The bouncer goes to a doorway leading to a staircase.

BOUNCER

I'll let Bird know you're here.

ZEEKS

Tell him I brought him a new customer.

The bouncer nods and then turns to head upstairs.

Guy is furrowing his brow at the people on the couches.

GUY

Are these people okay?

ZEEKS

They're more than ok. They're blissful.

The bouncer enters the room again.

BOUNCER

Come on up.

Zeeks and Guy follow the bouncer upstairs.

INT. Q-BIRD'S OFFICE - NIGHT

A man decked out in futuristic bling-bling sits with his arms draped across a couch. He wears a hat with an awkwardly long bill. This is Q-BIRD.

In front of him is a coffee table with stacks of small plastic chips, about one square inch. They look like tiny flash drives.

As soon as Zeeks and Guy enter Q-Bird gets up and goes to Zeeks. They share a brief bro-hug.

Q-BIRD
How you doing, my man?

ZEEKS
Fine, fine. I brought someone interested in your services. This is Guy.

Guy steps in, gives an awkward wave hello.

GUY
Hi...

Q-Bird looks Guy up and down.

Q-BIRD
So what kind of stuff are you wanting?

Guy stutters.

GUY
B-books mostly. Anything to read.

Q-Bird nods. He walks over to his coffee table.

Q-BIRD
I got you, I got you.

He bends down and pulls a big cardboard box out from under the table. He holds it up to Guy. It is full of paper back books.

Q-BIRD
Finest selection in town.

Guy sifts through the box. His eyes go wide, he smiles slightly. All of the books are very old and faded but are mostly in one piece. There are various classics from Shakespeare to Dickens, science fiction novels from Wells to Asimov, mystery novels from Doyle to Chandler, etc.

(CONTINUED)

Guy is blissfully unaware that he has sat down on the floor to sift through all the books. Q-Bird and Zeeks stand there awkwardly looking at him. They glance at each other and let out a laugh.

ZEEKS

Looks like we got another junkie on our hands.

Guy picks up a copy of *A Tale of Two Cities*.

GUY

How much for this?

Q-BIRD

Don't you want to see what else I've got first. Do you like music?

Q-Bird goes to his coffee table and gestures towards the dozens of chips.

Q-BIRD

I can load these right onto your EyeBox.

Guy stands up and walks to the coffee table. He looks down at the little chips.

Each one has a music artist's name printed on it in tiny letters. Many of them are popular artists from the twentieth century. Guy eyes a stack of classical composers, Bach Mozart, Salieri, Beethoven.

GUY

Where do you get all these?

Q-Bird chuckles.

Q-BIRD

You're better off not knowing.

INT. GUY'S APARTMENT - DAY

The screens on Guy's walls play the slideshow of pictures with the advertisements in the corner part of the screen, the audio unintelligible.

One of the pictures is a screenshot of a newspaper headline that reads -- GUY FARON ACQUITTED AFTER GIVING INFO ON INSURGENT LEADER, SCARLETT CHARLOTTE, WHO REMAINS AT LARGE.

Guy sits at his table reading his copy of *A Tale of Two Cities*. He grins blissfully as he turns the page.

INT. STATERA BUILDING: CAFETERIA - DAY

Guy and Zeeks sit across from each other at the same table as before. Guy's EyeBox is on the table but Zeeks is wearing his. Zeeks has his copy of Plato's *Republic* open on the table pointing to a line.

ZEEKS

And right here, Socrates pretty much dismisses any form of poetry. Said it basically made people think too much.

GUY

Sounds familiar.

Zeeks looks up at him.

ZEEKS

What do you mean?

GUY

That was the basis for Kingston and Maynard's push for the Counter-Culture Prevention Act. The term they used was "subversive content."

Zeeks points to his EyeBox.

ZEEKS

So basically any content not offered on these.

GUY

Well, yes. They saw anything from the past as a threat to the future. At least that's how my Grandfather used to explain it.

Zeeks nods.

ZEEKS

Sounds like a smart man.

Guy's face drops.

GUY

He was.

Awkward beat.

Guy tries to break the silence and change the subject. He points to Zeeks EyeBox.

(CONTINUED)

GUY

So why are you still wearing that
right now? Don't the ads bother
you?

Zeeks grins slightly.

ZEEKS

Well...I had Q-Bird make an
adjustment to my Box.

Guy raises an eyebrow.

GUY

Adjustment? You mean besides
loading music on it?

ZEEKS

Better than that. Here, let me show
you.

Zeeks slips his EyeBox off and hands it to Guy. Guy puts it
hold it over his eyes.

GUY

I can't hear the advertisements.

Zeeks nods, smiles.

ZEEKS

Blocked forever. I mean, unless I'm
caught with it.

GUY

How much does he charge for this?

Zeeks shakes his head.

ZEEKS

I don't recommend messing with your
EyeBox like that, Guy. Someone in
your position has to be more
careful than a grunt worker.

Guy hands the EyeBox back to Zeeks.

INT. TRAIN - LATER

Guy sits on the train surrounded by people, EyeBox on. He
looks around to see if anyone is looking at him. He slides
the EyeBox off, leans his head back and sighs.

INT. LIBRARY - DAY (FLASHBACK)

Young Guy and his Grandpa sit in armchairs as they listen to the record player beside them that sits on a shelf full of albums. Mozart's "The Marriage of Figaro" plays. Grandpa is waving his hand to the music, invisibly conducting.

The music concludes and Grandpa gets up to change the side.

GRANDPA

My favorite part is coming up.

The record begins to spin but instead of music we hear the harsh voice of a man.

MAN'S VOICE (V.O.)

Sir!

INT. TRAIN - DAY

Guy is humming the Mozart melody in his flashback but is startled to see a SAFE officer staring him in the face with a scanner in hand.

A couple of other officers roam the train with scanners, checking every passenger.

OFFICER

EyeBox on, sir, random inspections.

Guy, nervous, fumbles putting his EyeBox on. He drops it to the ground. He reaches for it.

The officer raises an eyebrow.

OFFICER

You best keep that on all the time.
Wouldn't want to miss any messages
would you?

Guy nods. He finally gets his EyeBox on properly.

GUY

Yes of course, I must have dozed
off and it...fell off my head I
suppose.

Guy forces a chuckle, the officer is stone-faced as he scans Guy. The scanner blinks green.

The officer walks down the train car but keeps an eye on Guy until he gets to the next passenger.

(CONTINUED)

Guy sighs with relief and tries to relax again with his EyeBox on. Advertisements can be heard through his EyeBox.

ADVERTISEMENT (V.O.)
...order now and save three percent
on your total...

Guy shakes his head.

EXT. CLUB DISTRICT - NIGHT

Guy walks alone looking not at the clubs but the alleys between them. Eventually he walks down one of them, between two clubs; Q-BIRD'S LOUNGE and THE BRAZILIAN ROOM.

EXT. ALLEY - CONTINUED

Guy shuffles down the dark alley to a door on the side of the club. He knocks.

A small hole in the door slides open. Two eyes peer out. A man's voice is heard.

MAN
Yeah?

Guy looks around, nervously.

GUY
Uhh..."the bird Q's at midnight."

The small hole slides shut.

Guy stands there awkwardly. He looks up and down the alley nervously as the door opens.

MAN (O.S.)
Come in. Quickly.

Guy enters.

INT. Q-BIRD'S - CONTINUED

The room has couches lined against the wall. On each couch are people wearing their EyeBoxes with their heads tilted back, staring at the ceiling seemingly.

The GUARD who opened the door for Guy ushers him up a narrow staircase.

(CONTINUED)

GUARD
Right this way.

INT. Q-BIRD'S OFFICE - NIGHT

Q-Bird is sitting on his couch.

The guard and Guy enter. Q-Bird gets up and walks to Guy when he sees him. They shake hands.

Q-BIRD
What up, playa?

GUY
Uh, nothing much, player.

Q-BIRD
So what'll it be tonight? I got a new batch of Brahms today.

Q-Bird picks up a few of the tiny chips which have the names of the composers scratched onto them.

GUY
Actually, I was looking for something more than music tonight.

Q-BIRD
I feel you, man. I got that hard copy stuff you like too.

Q-Bird reaches under the table and pulls out large cardboard box with the books. Q-Bird sifts through them, holds some up to Guy.

Q-BIRD
We got some Dickens, Hemingway, Wells, Huxley. We got some more of that Pluto stuff my boy Zeeks likes.

GUY
Plato.

Q-BIRD
Yeah, that what you want?

Guy looks at his feet, nervous.

GUY
Actually, I'm looking for something to get around security measures on my EyeBox.

(CONTINUED)

Q-Bird rubs his chin, intrigued. He nods to his guard.

Q-BIRD
I feel you, I got just the thing
for you. The Ex-Ads.

The guard walks over to the wall with the painting and slides it off the wall. Behind it is a safe. He opens it up. Q-Bird goes to it and begins sifting through.

Q-BIRD
I gotta warn you man, this shit
looks bad if you get caught with
it. And it's hard to take off once
you load it up.

Guy nods. Q-Bird comes away from the safe with a small device that looks like a tiny flash drive.

GUY
I understand.

Q-Bird sits down and holds out his hand.

Q-BIRD
Hand me your Box then.

Guy hands Q-Bird his EyeBox. Q-Bird messes with it and sticks the device into the box. He puts it over his own head and begins fiddling with the button and scrolling with his eyes.

After a moment he takes off the EyeBox and removes the drive. He hands Guy back his EyeBox as he walks back over to the safe. He puts the drive back in and closes the safe.

Q-BIRD
Just sit tight for a minute...I
gotta grab one more thing for you.

Guy looks at Q-Bird, brow furrowed.

GUY
Oh, ok...

Q-Bird walks to the door, gesturing to the guard. They both leave.

Guy stands there awkwardly for a minute, then puts his EyeBox over his head. No sign of the ad voice. Guy smiles slightly.

As he is doing this, three figures with masks and handguns come into the room. One is a large burly man, another an average sized man, and the third is a medium build woman.

The average sized man points his gun at Guy. His voice sounds artificial, as if through an electronic filter.

MAN

Turn around, hands up.

Guy yelps in surprise, startled so much that his EyeBox falls to the floor. He holds his hands high in the air.

GUY

Are you the police? I swear, this stuff isn't mine!

The big man closes the door and stays standing by it.

The woman points her gun at Guy. Her voice is also filtered electronically.

WOMAN

Do we look like police? Just sit down and shut up.

Guy, hands still in air, awkwardly maneuvers over to the couch that Q-Bird sat on. He slowly sits down.

WOMAN

An illegal program has been installed on your EyeBox and it cannot be removed. If you don't cooperate with us, we will make sure your nearest SAFE officials know about it.

Guy puts his hands down slowly.

GUY

...what is this?

The average sized man steps toward Guy, gun out.

MAN

It's called blackmail. And keep your fucking hands up!

Guy's arms shoot back into the air. The woman pulls out a flash drive from her pocket.

(CONTINUED)

WOMAN

Tomorrow when you are at work you will be transferring some security access codes onto this drive. There is a file on the drive that contains specific instructions.

She places the flash drive on the coffee table in front of Guy.

WOMAN

Once its finished, contact us. Q-Bird was kind enough to install a direct line to us into your EyeBox. Open the Exodus folder and we'll get a hold of you.

Guy looks around the room at each of the masked individuals.

GUY

Who the hell are you? I can't do this, if I get caught I'm a dead man.

The woman starts to speak but the average sized man interrupts.

MAN

If you don't do as we say you're a dead man anyway. Think about it, fuckhead!

The woman turns to the masked men.

WOMAN

Enough. He's smart enough to understand his situation. We're done here.

The big man opens the door and walks out with the other man. The woman turns to Guy before exiting.

WOMAN

Don't hold it against Q-Bird, he was just doing as he was told. You can put your arms down now, Guy.

Guy puts down his arms. He is speechless, perplexed as he watches the woman leave.

INT. STATERA BUILDING: INFORMATION ADJUSTMENTS - DAY

Guy sits at his desk in his cubicle holding the flash drive in his hand. He stands and looks outside his cubicle to make sure no one is about to pass by. He sighs, places the flash drive in his computer.

He begins typing away furiously at the keyboard. Every few seconds he checks over his shoulder to see if anyone is passing by.

The computer screen reads SECURITY CHECKPOINT: ARE YOU SURE YOU WISH TO TRANSFER THESE CODES?

Guy clicks ENTER on the keyboard.

On the screen a loading bar appears.

PARSONS

(O.S.)

Working hard or hardly working, eh
Guy?

Guy nearly jumps out of his seat. He swings around trying to conceal his computer screen.

GUY

What do you want, Parsons?

Parsons is all smiles.

PARSONS

How are you doing Guy? It seems
you're late once again, I hope
everything at home is alright. By
the way the Minister would like to
see you. Probably because of your
frequent tardiness.

Guy's eyes go wide.

GUY

The Minister?...

PARSONS

Yes, the Minister. Better get
moving, he hates waiting even more
than he hates frequent tardiness.

Parsons laughs, as if this is some clever observation. Guy turns around, still trying to conceal his screen and presses a button on the corner of the monitor, which then goes black.

(CONTINUED)

Guy gets out of his seat and slips past Parsons who hasn't moved.

GUY
Will do, Parsons.

Guy continues walking down the aisle. Parsons stays standing in the same spot, never taking his eyes off Guy.

INT. STATERA BUILDING - INFORMATION ADJUSTMENTS - DAY

Guy has nearly reached the end of row of cubicles. He reaches a door along one of the walls that says MINISTER OF INVESTIGATION - EDGAR MAYNARD over the top of it.

Guy knocks. Immediately after he is done knocking the door swings opens by itself.

INT. STATERA BUILDING - MAYNARD'S OFFICE - DAY

The room is a minimally furnished office with a desk and chair. The wall behind the desk has a door labeled INTERROGATION ROOMS.

The desk contains a small computer and a speaker/intercom.

Behind the desk sits the Minister of Investigation, EDGAR MAYNARD, wearing the same suit he wears in the video messages. His unblinking, undeviating stare creates an uneasy tension as he watches Guy enter.

Guy meekly shuffles inside, trying to show the proper amount of shame and disgrace through his movements. The door SLAMS shut automatically, startling Guy.

Maynard's voice is calm but menacing.

MAYNARD
Guy Faron, Information
Adjustments, Number 696.

GUY
Yes, sir.

MAYNARD
That was *not* a question, Faron.

The door Guy enters through opens. An official looking MAN in a suit and sunglasses walks in holding a clipboard with a piece of paper.

(CONTINUED)

MAYNARD

(to Guy)

Are you happy in your work?

GUY

Sir?

The official looking man puts the clipboard in front of Maynard who promptly pulls a handstamp from somewhere in his desk. He stamps the paper without taking his eyes off Guy.

MAYNARD

That was a question, Faron.

The man grabs the clipboard and exits through the door behind Maynard. Before the door closes we hear echoes of SCREAMS somewhere inside.

GUY

I...yes I am very happy in my work--

MAYNARD

If that is so, please explain your frequent tardiness.

Guy winces.

Maynard stares, waiting for an answer.

GUY

I apologize sir, I haven't been sleeping well lately.

Maynard continues to stare at Guy as another official looking man enters with a clipboard and paper.

MAYNARD

Despite your past with questionable individuals we find your talents useful. We need smart people who can make decisions quickly.

The man places the paper in front of Maynard who has already pulled out a pen. He signs it without looking.

MAYNARD

But make no mistake. Anyone can be replaced. Let this be a warning.

The man grabs the clipboard and leaves the room as Guy tries to find the right words.

(CONTINUED)

GUY
I understand, it won't happen
again.

Awkward beat.

MAYNARD
That is all, Faron. Return to your
work.

Guy turns to the door he entered through which swings open
by itself.

INT. STATERA BUILDING: INFORMATION ADJUSTMENTS - CONTINUED

As Guy exits the Maynard's office he is startled at the
sound of the door SLAMMING shut by itself.

INT. STATERA BUILDING - INFORMATION ADJUSTMENTS - DAY

Guy gets to his computer and sits down.

The screen reads - CODES TRANSFERRED. Statera AUTHORIZATION
REQUIRED FOR USE.

Guy whispers lightly to himself.

GUY
Authorization?...shit.

Guy slides his EyeBox on.

EYEBOX POV: scrolling through a list of contacts, stops at
EXODUS. He selects it and waits for a few seconds. The voice
of the woman from the previous night is heard, still
electronically filtered.

WOMAN (V.O.)
Did you get the codes?

GUY
Well, sort of.

WOMAN (V.O.)
You didn't get them? We don't have
time for this, Guy. Get the codes
or we turn you in.

Guy looks around to make sure no one is within earshot. He
whispers.

(CONTINUED)

GUY

Look, I got the codes, but it says something about Statera Authorization required.

Silence.

GUY

Hello?

WOMAN (V.O.)

Change of plans. Come to Burgess street tonight. We'll find you.

Guy stops in his tracks.

GUY

But that's in the Medius...I can't go there, I'll be mugged or something.

WOMAN (V.O.)

You're more afraid of being mugged than being turned in?

A CLICK and dial TONE. Guy slides his EyeBox off.

GUY

Dammit.

INT. TRAIN - DUSK

Guy sits on a train that looks much less pristine than the one in the central part of the city. He has his EyeBox in his lap. He is eying his surroundings suspiciously.

Despite Guy's nervous demeanor there is nothing threatening on the train; an old woman mumbling to herself, a long haired man who won't stop twitching, a teenage boy who looks half starved.

EXT. THE MEDIUS - CONTINUED

In the distance stands the massive Statera Building which the train is moving away from.

As it gets farther from downtown the buildings become smaller and look less well kept. These buildings do not have ads hanging from them. Unlike the areas near the Statera building, there are much less train tracks going through this part of the city.

The track on which Guy's train sits seems to gradually decline closer to the ground. Eventually it enters a tunnel.

INT. TRAIN - CONTINUED

Guy looks around uncomfortably at the other passengers. He takes a deep breath and tilts his head back, his eyes almost closed.

INT. LIBRARY - DAY (FLASHBACK)

Young Guy sits alone in the library reading a book while the record player softly plays Tchaikovsky.

Guy is startled as we hear the SLAMMING of doors. Quick FOOTSTEPS are heard approaching the reading area.

Guy's Grandpa hurries into the reading area, looking pale and disheveled.

GRANDPA

Guy, you have to hide.

Guy is closing his book and getting up as Grandpa grabs him by the hand.

GRANDPA

We have to hurry.

Grandpa pulls Guy along, who is still clutching his book.

They are walking down a long aisle of books when thundering FOOTSTEPS from many heavy feet are heard. A loud male voice barks commands from somewhere in the library.

SOLDIER

Search the area, find him.

Grandpa and Guy reach a rolling ladder beside one of the shelves. Grandpa swoops Guy up and puts him over his shoulder and begins to climb. Guy's eyes are wide in fear and confusion.

GUY

What's happening, grandpa?

GRANDPA

Quiet!

He gets to the top of ladder and hoists Guy to the top of the shelf.

(CONTINUED)

GRANDPA

Stay here, keep your head down, be safe.

Tears begin to fill Guy's eyes as his Grandpa climbs down the ladder.

GUY

Grandpa?...

Grandpa reaches the floor and begins to run. The thundering footsteps are very close now.

Guy watches as Grandpa reaches the end of the aisle. He stops and puts his hands over his head. Soldiers in black uniforms with guns and batons converge all around Grandpa.

Guy watches in horror as the soldiers push Grandpa to the ground and begin to beat him with their batons.

INT. TRAIN CAR - DUSK

Guy falls forward a bit, breaking his daydream, as the train screeches to a halt. He picks up the book and stands up to exit the train.

INT. TRAIN STATION - CONTINUED

The doors open and the few passengers exit. Guy comes out last, slowly and cautiously while trying not to look scared.

There is litter all over the ground. The pillars and walls are marked with obscene graffiti. Guy heads towards a staircase to exit the station.

EXT. THE MEDIUS; BURGESS STREET - DUSK

Guy exits the subway station into a crowd of slow moving, hopeless looking people. None of these people have an EyeBox. The crowd is so thick Guy can barely move the direction he wants to go. He slips through the people and into an alleyway.

The alley is lined with more obscene graffiti. Guy leans against the wall watching the people shuffle along the street. He looks down the alley, but it is empty.

He puts on his Eyebox.

GUY'S POV: Guy slides through his contact list to find EXODUS.

(CONTINUED)

MAL (O.S.)
That's a fancy gadget you got
there.

DIMMY (O.S.)
(German accent)
Yah.

Guy is startled and fumbles getting his EyeBox off.

Seemingly appearing out of nowhere are two young MEN walking down the alley. They are MAL and DIMMY. Mal is tall and intimidating but Dimmy is big enough to dwarf Mal.

Guy backs away from them right into a third young man. This is SNEAKY BILL and he is not as big as the other two but is quick and nimble enough to block Guy's exit.

SNEAKY BILL
(British accent)
Must have got lost on his way from
his cushy job in the Statera.

They move toward him threateningly. Guy is frozen, deer in the headlights look on his face.

GUY
Hold on, I'm just looking for
someone.

SNEAKY BILL
Don't worry, we've come to help.

DIMMY
Yah.

Sneaky Bill grabs Guy by the arms. Mal approaches with something in his hand, a sort of black cloth.

Guy struggles to get free.

GUY
What the--let me go! I know
powerful people!

As Mal gets near Guy we see that the black piece of cloth is a bag big enough to go over his head.

MAL
So do we, fascist.

The bag is placed over Guy's head.

Darkness.

INT. HIDEOUT - LATER

Still in darkness, Guy's muffled BREATHING is the only thing heard.

GUY'S POV - through the fabric of the bag, a bright light suddenly appears.

FEMALE VOICE

Take off the hood.

A hand pulls the bag off Guy's head, and quickly moves back into the shadows.

Guy is sitting behind a table in what looks like an interrogation room. The bright light comes from the other side of the room and obscures two people standing opposite of the table, turning them into menacing shadows.

Another shadow of a smaller person sits at the table across from Guy.

The male voices are obscured by the electronic filters from earlier.

MALE 1

Do you know who we are?

Guy shields his eyes from the light with his hand.

GUY

No...

MALE 2

Exactly. But we know you.

GUY

I don't understand...

MALE 1

Just understand that even though you are here to help us, we still have all the power.

GUY

Look, I got your damn codes. I did what you asked. I'm done.

MALE VOICE 2

You are done when we say you're done.

Guy shields his eyes from the light, trying to make out the figures. He looks confused and helpless as his eyes adjust.

(CONTINUED)

FEMALE VOICE

Alright, enough of this. Leave us.
And turn down the lights.

The female voice comes from the person sitting across from Guy, although her voice is not filtered.

The two standing figures exit through a door under the light. As they leave man leaves they hit a switch near the light to turn it off. An overhead fluorescent light turns on, fully illuminating the room.

Sitting across from Guy is the same woman from the photographs and newspaper headlines in his apartment, CHARLOTTE FARON. Her glowing smile from the photos is replaced by a stern face and tired eyes.

Guy looks at her, relieved but surprised.

GUY

...Charlotte? What the hell?...

CHARLOTTE

Hello, Guy.

A confused Guy looks around the room.

GUY

What is this? Where are we?

CHARLOTTE

Underground. A hideout of sorts.

GUY

Hideout? For what?

Charlotte shrugs.

CHARLOTTE

Well, for hiding things, generally.

Guy shakes his head and sighs.

GUY

Cryptic as ever. Can you tell me
what's going on?

Charlotte reaches down to the floor and brings up a file folder.

CHARLOTTE

We need you're help.

(CONTINUED)

She pulls several gridded aerial photographs of the city and its outer regions. There is a dotted line traced through certain parts of the photographs.

Guy looks at the photos.

CHARLOTTE

We're trying to find a good escape route.

GUY

Why? Where would you go?

CHARLOTTE

Anywhere but here.

Guy lets out a chuckle, amused.

GUY

Why would you need my help with this? No one's forcing you to stay in this godforsaken place.

CHARLOTTE

It's more complicated than that. We need to find vehicle big enough to conceal and transport about thirty people.

Guy furrows his brow in confusion.

CHARLOTTE

The codes you brought us were meant to get us into the Tycho mines so we could steal one of their trucks. They're big and hold a lot of fuel.

Guy sits back in his chair.

GUY

Does your plan involve hanging me out to dry again?

CHARLOTTE

As long as you don't sell me out again. But we're not here to argue about the past. We need your help.

GUY

How am I supposed to get a Tycho truck for you?

CHARLOTTE

Your status in the Statera building allows you free access to anywhere in the city. If you can get us to the mines, we can get the truck.

Guy shakes his head, incredulous.

GUY

I spent years trying to clear my name and climbing the ladder in that damn place. I'm not throwing it away for your stupid rebellion or "Exodus" or whatever you're calling it.

Guy taps the table with his fingers, emphasizing his words.

GUY

If you turn me in, yes I'm probably a dead man. But if I help you and your scheme inevitably falls apart I am most certainly a dead man. So go ahead and turn me in.

Charlotte puts away the photographs and gets up.

CHARLOTTE

Very well. But can I show you one thing before you go.

Charlotte goes to the door and opens it, waiting for Guy.

Guy shrugs, confused.

GUY

I guess so...

Charlotte walks out the door, Guy follows.

INT. HIDEOUT - CORRIDOR - CONTINUED

The hallway is dirty and poorly lit. Charlotte goes down the corridor, her stride quick and powerful. Guy shuffles behind her.

Charlotte stops at a door on the left and opens it. Guy stands behind her to see what's inside.

INT. HIDEOUT - SURVEILLANCE ROOM - CONTINUED

Inside is a room full of monitors that display what looks to be surveillance footage. Sneaky Bill and Dimmy are watching the monitors. Charlotte stands at the doorway to speak to them.

CHARLOTTE

I'm taking him downstairs. Unlock it, will you?

SNEAKY BILL

Yes, Madam.

DIMMY

Yah.

Dimmy reaches for a panel on the desk with a row of red glowing buttons. He presses one and it turns from red to green.

INT. HIDEOUT - CORRIDOR - CONTINUED

Charlotte continues walking then stops at a random spot in the hallway where there are no doors. She reaches high and knocks three times at a seemingly random spot near the ceiling then reaches down near the floor and knocks three more times.

The frame of a doorway fades into view around where Charlotte knocked. The door swings open itself. Inside is a spiral staircase going down. Charlotte descends. Guy hesitates before following.

INT. HIDEOUT - STAIRWELL - CONTINUED

Charlotte reaches the bottom of the steps and stands in front of a doorway, waiting for Guy.

When Guy reaches the bottom, he folds his arms and looks hard at Charlotte.

GUY

What is this?

Charlotte looks back at Guy.

CHARLOTTE

I don't want to sound dramatic but this might be humanity's last hope.

Guy rolls his eyes and shakes his head.

(CONTINUED)

GUY

Always the romantic.

Charlotte opens the door.

INT. HIDEOUT - MATERNITY CENTER - CONTINUED

They enter what looks like an old hospital wing. There are a few dozen hospital beds with old looking equipment surrounding them. The beds contain women holding their newborn babies. Nearby some of the beds sit the fathers of the newborns. A few people that seemed to be dressed as nurses roam the room.

The far side of the room has a nursery type area with several cribs with sleeping babies. A few women, still pregnant, are walking through the nursery area, admiring the newborns.

Guy looks around, shocked and scared.

GUY

Charlotte...you can't do this. If anyone suspected that you would even *attempt* something like this...

CHARLOTTE

I'd be sent to the Ministry and my records would be re-written to show that I actually did it?

Guy looks at the ground shamefully.

CHARLOTTE

They can arrest us for anything. Might as well have something real to show for it.

Charlotte leads him around the room. They approach the nursery area. One pregnant woman, mid-twenties, is standing over a crib smiling at the baby inside. This is LUCY. She turns and sees Charlotte approaching.

CHARLOTTE

How are you today, Lucy?

Lucy pats her protruding belly which looks like she is only days away from going into labor.

LUCY

Just waiting for this little guy to pop on out.

(CONTINUED)

Charlotte smiles.

CHARLOTTE

How can you tell it's a boy?

Lucy shrugs.

LUCY

I just can.

Lucy turns her attention back to the sleeping babe.

Charlotte and Guy continue to roam the room.

CHARLOTTE

We can take care for all of them
for a while. But they can't raise
their families here.

Guy looks at a couple with their newborn. The couple look blissfully happy, not even taking notice of Guy and Charlotte. A strange sadness fills Guy's face.

CHARLOTTE

That's why we have to leave.
Hopefully we can find somewhere
safe.

Guy lets out a cynical chuckle.

GUY

Hopefully...

CHARLOTTE

Yes, hopefully. It means believing
in the chance that things will get
better.

Charlotte takes Guy's hand in both of hers. She is suddenly tender and sentimental.

CHARLOTTE

We can give these people that
chance. A chance you and I never
had...

Guy looks at her and smiles sadly.

CHARLOTTE

Will you help us?

He looks around at the pregnant women once more. He sighs thoughtfully.

INT. LIBRARY - DAY (DREAM SEQUENCE)

Adult Guy is roaming the library in his gray jumpsuit and EyeBox on his head. He seems to be looking around for something. Charlotte's voice, ethereal and seductive, echoes through the library.

CHARLOTTE

Guy...I need you, my love...

Guy enters one of the reading areas but as he walks in it morphs into the maternity ward/nursery in Charlotte's hideout. The women and newborns are in the beds, the pregnant women roam the nursery.

One of these pregnant women walks toward Guy. As she approaches we realize it's a much younger Charlotte, the same age and even in the same outfit as in the picture from Guy's slideshow.d

INT. STATERA BUILDING - INFORMATION ADJUSTMENTS - DAY

Guy sits at his computer. On the screen is a form titled TYCHO INSPECTION/VISITATION.

Guy types away, glancing around to make sure Parsons isn't standing right by. Parsons rapid-fire voice is heard somewhere off-screen, loudly.

PARSONS (O.S.)

Remember, we're not just adjusting information. We're also maintaining our future!

Guy shakes his head, rolls his eyes.

INT. STATERA BUILDING: CAFETERIA - DAY

Guy loads his tray with the gray sludge. He looks over at Zeeks usual table. Zeeks is nowhere to be found.

Guy shrugs and finds another table to sit by himself.

EXT. THE MEDIUS - LATER

A rundown train heads toward the Medius.

INT. TRAIN - CONTINUED

Guy sits alone on the train car.

EXT. THE MEDIUS - LATER

Guy squeezes himself through shuffling crowds of people. He makes it out of the crowd into the same alley as the night before.

He leans against the wall, sighing in relief. He looks up and down the alley. Empty. He puts his EyeBox over his head.

The instant the EyeBox goes over his face, obscuring his vision, Sneaky Bill seems to appear out of thin air. He has the black cloth bag like from the night before. He holds it out to Guy.

SNEAKY BILL

Ready for this again, old boy?

Guy flinches in surprise, his EyeBox almost jumping off his head from his motion.

GUY

Where did you...oh great, I have to wear that thing again?

SNEAKY BILL

Sorry. Sirs and the Madam insist. Safer if no one knows the exact location.

Guy hesitantly takes the bag, looks at Sneaky Bill with disgust.

GUY

Fine, fine. At least you're more polite than last time.

Sneaky Bill grins.

SNEAKY BILL

We was just having fun, didn't mean nothin'. We'd never hurt anyone Madam cares for.

GUY

Charlotte?

(CONTINUED)

SNEAKY BILL
(chuckles)
That her name, is it?

Sneaky Bill points to the bag.

SNEAKY BILL
Get on with that then.

Guy looks at the hood and frowns as he slides it over his face. Sneaky Bill puts a hand on Guy's shoulder to guide him the right direction.

SNEAKY BILL
This way.

Guy and Sneaky Bill make their way down the alley.

GUY
So where are your two friends
tonight?

SNEAKY BILL
Busy. Lot's to do.

They approach a door on the building to the right. Sneaky Bill grabs the doorknob.

SNEAKY BILL
Stop here.

He opens the door and guides Guy inside.

INT. HALLWAY - CONTINUED

A dark and dingy hallway. There are a few closed doors on either side.

GUY
If the hideout was just down the
alley, what's the point in the
mask?

Sneaky Bill chuckles.

SNEAKY BILL
We're not quite there yet.

Sneaky Bill leads Guy down the hallway. They stop at the second door on the right. Sneaky Bill pulls a set of keys out of his pocket and unlocks the door. He pushes it open.

INT. TRASCART ROOM - CONTINUED

The majority of space in this small room is taken up by what looks like an old roller coaster passenger car. Sneaky Bill leads Guy inside and guides him to the cart.

SNEAKY BILL

You're about to get very dizzy.
Climb in.

Guy reaches his hand out and touches the cart.

GUY

What is this?

SNEAKY BILL

Our ride. You can slip the fold off
for a second if you need to see.

Guy pulls the blindfold up and gasps.

GUY

I'm not riding in this! They
haven't been used in decades.

SNEAKY BILL

This one has.

He gives the cart and affectionate kick.

SNEAKY BILL

We fixed her up. Runs like a...well
it runs.

Guy sighs. He reluctantly climbs in. He puts the blindfold back on. Sneaky Bill climbs in beside Guy and starts pressing buttons on a control the front of the cart.

The platform below the cart begins to sink into the ground, an elevator of sorts. It goes down about twenty feet and reaches a round room with doors on all sides.

INT. TUNNEL - CONTINUED

GUY

I guess this isn't so bad, I'm not
dizzy at all.

SNEAKY BILL

Not yet. Hang on. My favorite part.

(CONTINUED)

Guy grips the side of the cart. The platform that the cart sits on begins spinning wildly. It starts spinning faster and faster for a few seconds and stops with a jolt while a one of the doors opens in front of the cart revealing a dark tunnel with a track on the ground.

SNEAKY BILL
Keep hanging on.

Guy is hanging on but has his hand over his mouth, he moans a bit.

GUY
It's not over?

The cart launches itself forward on the track. Guy screams, Sneaky Bill hoots and hollers.

Despite its speed the ride is pretty smooth.

SNEAKY BILL
Sorry for the spinning, had to make sure you'd lose sense of direction.

GUY
Are you all really that paranoid that I would tell someone about this?

SNEAKY BILL
No, not willfully at least.

GUY
What do you mean?

The cart begins to slow down, only to make a sharp turn and continue at the same speed. The sudden shift makes Guy put his head between his legs, moaning with nausea.

SNEAKY BILL
Almost there.

Guy looks up again. Far ahead is a faint light gets bigger and bigger as the cart approaches. The cart slows down.

The cart stops at a platform that looks like a loading dock. There is a set of double doors on either side.

The cart pulls to a stop. Sneaky Bill climbs out onto the platform.

Guy grips the sides of the cart to push himself up but fumbles a bit and falls back into the seat. Sneaky Bill laughs.

SNEAKY BILL

I remember my first time.

Guy tries to get up again, this time successfully. Sneaky Bill goes to one of the doors and holds it open.

SNEAKY BILL

Right this way.

Guy walks through the doors.

INT. HALLWAY - CONTINUED

The hallway is long and poorly lit. The walls are dusty and lined with cobwebs. Guy frowns in disgust at the filth.

GUY

Anybody ever clean around here?

SNEAKY BILL

We actually try to keep it looking pretty shabby.

Sneaky Bill walks ahead of Guy and beckons him to follow.

SNEAKY BILL

In case anybody ever finds these corridors somehow, they'll think its old and abandoned.

Sneaky Bill reaches a seemingly random spot in the hallway and stops.

SNEAKY BILL

Unless they know where to look.

He knocks three times high on the wall and knocks three more times a spot near the floor. The frame of a doorway appears and slides upward into the ceiling.

SNEAKY BILL

You can go on in. They're expecting you. Just follow the stairs all the way down.

Guy walks through the doorway onto a

SPIRAL STAIRCASE

Guy descends the stairs. At the bottom is another door. Guy knocks. The door swings open automatically.

INT. HIDEOUT - CENTRAL COMMAND - CONTINUED

Computer stations line the walls with people sitting at them with headphones on. All are focused on their screens and are clacking away at keyboards. Some of the screens show surveillance footage, others have radars and digital maps.

The center of the room has a large table with a digital screen on it. Around the table stand Charlotte, hands on the table, looking down at the screen which seems to be some sort of digital blueprint of some underground structure.

Standing behind Charlotte, hands behind back, is a tall, square jawed bulk of a man about fifty years old. This is STRAND.

Standing beside them both is a man in his forties pointing to various areas on the screen while speaking. This is ARTZ.

ARTZ

...and unless we can get access to the inner garages where they load the mined Tycho, this isn't going to happen.

Charlotte looks at the floor and sighs. When she looks up again she notices Guy standing perplexed at the doorway.

CHARLOTTE

And that's what we have Guy for.
Come on in, Guy.

Strand and Artz see Guy at the same time and simultaneously scowl. Strand mutters under his breath.

STRAND

The "city boy."

Guy shuffles over to them.

GUY

Uh, hello. Guy Faron.

Guy holds offers his hand to shake Strands'.

STRAND

Arthur Strand, head of security.

Artz holds out his hand, obligatory.

ARTZ

Daniel Artz, recon and espionage.

Strand turns his attention back to the table.

(CONTINUED)

STRAND

We need to focus on the plan if
we're getting this done tonight.

Guy goes wide eye.

GUY

Tonight?!

CHARLOTTE

As soon as possible. Now that
you're here we're ready.

GUY

What am I going to do?

Strand gives Guy a hard look.

STRAND

Allow me to continue. You will be
giving us access to one of the
Tycho mines. Artz, continue please.

Artz traces a circle with his hand on the screen. It zooms
in on the section he circled. The blueprint image shifts to
a still image of the area, it is a garage full of large
vehicles the size of garbage dump trucks. They each have the
word TYCHO in big letters on their sides.

ARTZ

These trucks are programmed to
drive themselves once fully loaded.
We'll have to hack one of them.

Guy folds his arms.

GUY

So we're just going to walk in and
out of there without anyone
noticing?

CHARLOTTE

The SAFE officers are stretched
thin as it is, there will be
minimal guards there.

GUY

What about the workers?

Strand furrows his brow at Guy. Artz glances at Charlotte,
who looks at the ground.

(CONTINUED)

STRAND

They won't be a problem.

ARTZ

Besides, we'll be posing as an inspection team. We'll talk our way out of any problem, SAFE officers are almost always morons.

Artz stands back from the table, looking over it all.

ARTZ

We get in, we get out, we come back.

Guy nods.

INT. HIDEOUT - LATER

Artz, Sneaky Bill, Mal, and Guy walk through a poorly lit tunnel, ducking their heads slightly because the ceiling is too low. Artz, Sneaky Bill, and Mal are now in gray drab uniforms like Guy's. Sneaky Bill has a small duffel bag over his shoulder.

ARTZ

I know I shouldn't have to say this but when we get there, no funny stuff. That means you, Mal.

Mal, grinning, playfully pokes Guy with his elbow.

MAL

No sightseeing for us tonight. You ever seen the mines?

GUY

Never needed to. What's it like?

Mal's grin disappears, he raises his eyebrows. Sneaky Bill turns his head, sharing a look with Mal.

SNEAKY BILL

It's...quite lovely.

MAL

Paradise.

Guy eyes them, frowning his brow. He opens his mouth to ask something else, stops himself.

Artz reaches an opening that leads to the

(CONTINUED)

TRANSCART TUNNEL

It is too dark to see anything. Artz goes to a panel of switches and hits them all. Overhead florescent lights blink to life.

The area looks like a small platform at a subway station. The cart on the track is similar to the one Guy rode in earlier but this one has four seats, two in front, two in back.

GUY

Why do you use these things? They were never safe even when they were in commission.

ARTZ

If you can find a quicker way, I'm all ears. Get in.

The four men climb into the cart, Artz and Sneaky Bill in front, Mal and Guy in back.

INT. TUNNEL - LATER

The cart zips along the underground track. Artz, Mal, and Sneaky Bill are completely at ease but Guy has his hands on the sides of the cart in a death grip.

After a moment Guy starts sniffing the air. He scowls, plugs his nose.

GUY

Ugh, what is that smell?

MAL

Piss, probably.

SNEAKY BILL

We're right under one of the U-Reena factories.

Mal and Sneaky Bill both laugh. Guy looks at them, confused.

GUY

Is that supposed to be a joke? U-Reena was invented by Ulysses Rene, it has nothing to do with urine.

(CONTINUED)

SNEAKY BILL

That was the story they came up with after the name stuck. It's literally recycled piss. They sell our own waste back to us.

Guy shakes his head, chuckling.

GUY

I don't believe you.

MAL

Says the man who adjusts information for a living.

Artz turns his head to the others.

ARTZ

We're almost there.

The cart begins slowing down as they reach the end of the tunnel.

INT. TYCHO MINE MAINTENANCE TUNNEL - NIGHT

The transcart is parked on the tracks. Beside it is a small platform leading to a small tunnel. The four men have to crouch to walk through it.

ARTZ

If I read the blueprints correctly, this tunnel should lead right under the garages.

Artz reaches a ladder. The men begin their ascent.

INT. TYCHO MINE - NIGHT

A garage area with large trucks. About a dozen trucks sit in front of the same number of sliding garage doors. On the wall opposite of the doors is a ladder leading up to a catwalk. On this catwalk are several computer terminals, one for each truck.

In a seemingly random spot on the floor a hatch opens up. Artz's head pops up and makes sure the coast is clear. He climbs out, the others following.

Artz is looking up at the catwalk. He points to it as he turns to Guy.

(CONTINUED)

ARTZ

See that terminal? Go fire it up
and sign in. It will unlock the
truck.

Guy goes to the ladder and climbs up. He walks along the
catwalk to the terminal.

Artz walks up to the corresponding truck and climbs up to
the cab.

Guy is clacking away at the terminal.

After a moment, a click is heard from the truck. Artz opens
the door and climbs in.

Guy climbs down the ladder and goes to them.

Sneaky Bill and Mal stand by the truck. Sneaky Bill reaches
into his bag and pulls out a long rod shaped tool. He hands
it up to Artz who was already holding out his hand for it.

As Artz, Mal, and Sneaky Bill work on the truck Guy is
startled by a noise behind them.

They all turn to look. Two WORKMEN in identical blue
uniforms are unloading a cart of barrels into the truck
beside them.

MAL

Phew, scared the shit out of me.

ARTZ

Don't worry about them, they won't
bother us.

Guy is looking hard at one of the workmen.

The workmen Guy is focusing on has wild and disheveled hair.
Although his expression is blank he looks a bit like Zeeks.

Guy slowly approaches the workers.

GUY

Zeeks?...

Both workmen stop what they're doing and stand up straight,
hands at their sides. The man is definitely Zeeks. Although
not simultaneously both men speak the same line:

ZEEKS AND WORKER

I am performing my tasks to the
best of my ability. If this is not

(MORE)

(CONTINUED)

ZEEKS AND WORKER (cont'd)
satisfactory please let an overseer
know.

Guy stands there staring at them for a minute. After a moment of silence the workmen continue their task. After they empty the cart they both turn it around and move it down the garage to a long corridor.

Guy looks back to see if Artz or the others have noticed his absence. He follows the workmen down the

CORRIDOR

After about fifty feet they reach a set of double doors that open automatically as they approach. They walk through and Guy follows.

INT. TYCHO CRATER - NIGHT

Guy enters through the door and gasps, his eyes wide as he looks around.

Guy is in what looks like the bottom of a quarry lit up by dozens of standing floodlights.

Along the sides of this giant hole are scaffolds and walkways with hundreds of shuffling workers.

EXT. TYCHO CRATER - CONTINUED

From the air we see that the quarry is actually a gargantuan crater, several miles wide.

At least a half a dozen of these craters sit outside the city limits. The Statera building is seen, dwarfed by the distance.

INT. TYCHO CRATER - CONTINUED

As zombie-like workers lumber around Guy, he follows Zeeks.

Zeeks pushes his cart to a large palate containing more barrels. He begins loading the empty barrels onto the cart.

Guy puts an arm on Zeeks shoulder.

GUY
Zeeks...what are you doing here?

(CONTINUED)

Zeeks puts down a barrel and stands up straight, eyes straight ahead. In the light of the floodlights it is easier to see Zeeks face; a scar runs across his forehead, above his left eye.

ZEEKS

I am performing my tasks to the best of my ability. If this is not satisfactory please let an overseer know.

Guy waves a hand in front of Zeeks face, who does not move.

GUY

What did they do to you?...

A hand grabs Guy's shoulder and turns him around as he gasps.

A SAFE officer yells into Guy's face, gun pointed at him.

OFFICER

Who the hell are you? What are you doing out here?

Guy composes himself, hands in the air as he tries to keep it cool.

GUY

I'm from the Statera Building. Official inspections. Now please point that gun away from me.

The officer keeps the gun trained on Guy.

OFFICER

If this is an inspection, where's your crew?

Guy looks over at the door he came through. He points.

GUY

Inside. Uhh, I just came out here for some air.

The guard holds the gun up, barrel right at Guy's face.

OFFICER

Keep those up! You're coming with me.

The guard grabs a pair of handcuffs from his belt. He grabs Guy's right hand as he keeps the gun trained on him. Guy tries to speak firmly, raising his voice.

(CONTINUED)

GUY

You really don't want to bother with this. It might cost you your job.

GUARD

Shut up!

The guard now has Guy cuffed. He pushes him toward the door Guy came through.

GUARD

Let's just see about that crew of yours.

The officer kicks open the doors of the

CORRIDOR

to find Artz, Mal, and Sneaky Bill walking towards them. The officer pushes Guy out of the way onto the ground and aims his gun at others.

GUARD

Freeze!

Artz, Mal, and Sneaky Bill put their hands over their heads. The guard reaches for his radio on his vest.

ARTZ

We're here on official inspection--

GUARD

Shut up! Where are your EyeBoxes?

The guard presses a button, static emits from his radio. He briefly turns his head away from them to speak into the radio.

GUARD

Hey! I've got a bunch of guys I don't know down here--

GUNSHOTS, the officer is lit up with bullets. Some blood splatters on Guy, eyes wide in terror. The guard falls to the ground dead.

Mal holds a smoking handgun, still aimed at the officer.

Artz looks at Mal wide eyed.

(CONTINUED)

ARTZ
Who the fuck told you to bring a
gun?!?

Mal looks at Artz, shrugs.

MAL
Better safe than sorry.

Artz goes to the officer's body and finds a key on his belt.

ARTZ
We should have been gone five
minutes ago. Grab him and move!

Mal and Sneaky Bill grab the officer by the arms and begin dragging him down the corridor.

He goes to Guy and unlocks the cuffs. He pulls the shocked Guy up.

ARTZ
Move!

A VOICE emits from the guard's radio.

VOICE (V.O.)
...we're sending a unit to your
location, do you copy?...

Mal and Sneaky Bill hurry ahead still dragging the body. Artz is pulling a dazed Guy along with him.

GUY
What happened to all those
people?...

ARTZ
Later. Just keep moving now.

Sneaky Bill and Mal reach the hatch they entered through. They open it and push the guard's body through and then climb in. Artz ushers Guy inside. Loud footsteps are heard approaching them.

ARTZ
Come on, hurry up!

Artz jumps into the hatch right after Guy and pulls it closed just as SAFE officers enter the area.

INT. HIDEOUT - CENTRAL COMMAND - CONTINUED

Charlotte and Strand are looking at a map projected on the screen when the four men enter. Guy, blood still splattered on him, shuffles in looking distant; his face is pale and pensive.

STRAND

Why didn't you radio in?

ARTZ

We had to move quickly, they were looking for us.

Charlotte notices the blood on Guy, she rushes to him.

She puts a hand on his arm, Guy barely notices her.

CHARLOTTE

Are you hurt? What happened?

Artz points a thumb to Mal without looking at him.

ARTZ

Somebody wanted to be a hero.
Brought a gun without telling us.

Strand looks at Mal who is staring at his own feet.

Charlotte puts her palm to her face. Strand's face goes purple with rage.

CHARLOTTE

Dammit, Mal.

Artz looks at Charlotte.

ARTZ

You're the one who brought him in.
Vouched for him.

CHARLOTTE

Ok, great, start pointing fingers.

As the others argue, Guy stumbles over to the map table. His face is pale and woozy. He almost falls over before he reaches it, grabbing the sides for support.

STRAND

I don't care who brought him in, I need him gone. We do not keep people who break protocol.

Guy looks at the ground his face white as a ghost, hands still clamped to the sides of the map table. He vomits for barely an instant and then falls to the ground, passed out.

INT. HIDEOUT - LATER

Guy is passed out on a small cot in a poorly lit room. A hand reaches up with wet cloth and puts it on Guy's head gently.

Guy stirs, his eyes open.

Charlotte is sitting in a chair next to the cot.

GUY
Charlotte...

CHARLOTTE
How do you feel?

Guy looks at the ceiling then puts his hands over his face.

GUY
What did I see tonight, Char...?

CHARLOTTE
The truth that you didn't want to see.

Guy looks at Charlotte.

GUY
I saw my friend, Zeeks. He was there working in the crater. He was...brain dead or something.

Charlotte sighs.

CHARLOTTE
It's a highly precise lobotomy. Keeps the motor skills operating perfectly but makes the victim...very obedient.

Guy slams a fist into the wall beside him. He sighs, exasperated. He sits up in the bed and looks at Charlotte, pleadingly.

GUY
I have to go with you. I can't stay in this place.

Charlotte gives slight nod.

(CONTINUED)

CHARLOTTE

You're right. It might not be safe for you after what happened tonight.

Guy is loud, getting more and more animated.

GUY

I'm too angry to be afraid. What the fuck have I been doing? I literally re-write history so people will end up in one of those godforsaken holes.

Charlotte looks at the ground.

CHARLOTTE

You were just...doing your job.

Guy looks at her and laughs slightly.

GUY

No. I'm no better than Maynard. That pompous, self-righteous piece of shit. If he was gone...

Charlotte raises an eyebrow.

CHARLOTTE

Don't even think about it Guy. It wouldn't do any good for any of us.

GUY

It would make me less of a shit person.

Charlotte puts a hand on Guy's shoulder.

CHARLOTTE

You're not shit. You have a good heart. That's why you're here and why you're going with us.

Charlotte offers a warm smile. Guy smiles back slightly.

She pulls him close for a hug. He hugs back, hesitantly at first, then a warm embrace.

INT. STATERA BUILDING: INFORMATION ADJUSTMENTS - DAY

Guy is hunched over at his desk, asleep on the keyboard. He snores slightly.

A shadow looms over him. A hand moves to his shoulder, shaking him awake. Guy grumbles, looks around for a minute.

Parsons is standing over him, smiling as usual.

Guy moves quickly after he realizes where he is, he slips his EyeBox on.

GUY

Uh, sorry, Parsons, did you say something?

Parsons continues to smile, his words are caring but his voice has a hint of malice.

PARSONS

I was just checking on you, Guy. You don't seem well, perhaps you should go to the doctor... And by the way the Minister would like to see you again.

Guy puts a hand on his head. His other hand curls into a fist.

GUY

The minister...

PARSONS

Shall I tell him you're not feeling well?

Guy SLAMS his fist onto his desk. He gets up and walk pasts Parsons without responding. Parsons stares as Guy walks away.

INT. STATERA BUILDING - MAYNARD'S OFFICE - DAY

Guy opens the door himself and enters.

Maynard is behind his desk, a cup of tea and saucer in his hands.

GUY

You wanted to see me sir?

(CONTINUED)

While focused on Guy, Maynard takes a sip of his tea. He presses a button on his intercom. In an instant an official looking man enters with a tray of cream and sugar. He places it on Maynard's desk.

MAYNARD

I would like to know what you were doing in the industrial sector last night.

Maynard begins stirring cream and sugar into his tea while staring at Guy. Guy shrugs.

GUY

Sightseeing. I'd never been out there before. It was lovely.

Maynard raises one eyebrow, thrown off by Guy's casual attitude.

MAYNARD

There was an incident involving a guard. He disappeared on duty.

GUY

How unfortunate.

Maynard cocks his head to the side slightly and blinks at Guy.

MAYNARD

What were you doing out there, Faron? Your insolence does not amuse me.

Guy puts his hands behind his back, looks at the ground. He tries to sound apologetic.

GUY

I'm sorry, sir. I was there to see the hard-working individuals who help keep our city going. I'm afraid I don't know anything about the missing guard, however.

Maynard sips his tea.

MAYNARD

Your authority as a Statera worker allows you a great deal of freedom, Faron. Don't let it go to your head. That is all.

GUY
Thank you, sir.

Guy nods and turns to leave.

After Guy exits Maynard sips his tea again. He presses a button on the intercom. In a matter of seconds, Parsons walks through the door.

PARSONS
Yes sir?

MAYNARD
Continue to keep an eye on Faron.
Put surveillance on him and his
EyeBox use as well.

PARSONS
Yes sir. Shall we revoke his
security access as well?

Maynard sips his tea.

MAYNARD
Not yet. We have bigger fish to
fry. And he may lead us right to
them.

A hint of a menacing smile appears on Maynard's face.

EXT. MEDIUS - BURGESS STREET - NIGHT

Guy walks to the Burgess Street alley. Sneaky Bill is waiting near the street. He gestures Guy to follow, turns around, and briskly walks down the alley.

SNEAKY BILL
Hurry.

GUY
No bag over my head this time?

Sneaky Bill walks to one of the doors down the alley and opens.

SNEAKY BILL
No need. We won't be coming back
here after tonight.

They enter the door.

INT. HIDEOUT - CONTROL ROOM - NIGHT

Charlotte and Strand stand near the center console. Charlotte has her arms folded and is staring hard at Strand. The computer operators are gone.

CHARLOTTE

There's nothing left to wait for.
This will be over tonight.

STRAND

I don't doubt you. But I have
concerns about our destination.

Guy and Sneaky Bill enter the room.

CHARLOTTE

Strand, we've been over this. It's
do or die. And if we're going to
die I'd rather do it away from
Statera.

Guy walks over to them.

GUY

Problems?

STRAND

Nothing to concern yourself with.
Excuse me.

Strand walks past them and leaves the room.

Charlotte shakes her head, turns to Guy.

CHARLOTTE

I don't understand his problem. He
was on board with everything until
now.

Artz, Mal, and Dimmy enter the room. Each are carrying thick metal pipes. Artz hands his to Sneaky Bill.

ARTZ

Alright boys, time to clean up
shop. Have at it.

The three young men begin smashing the computers.

Artz turns to Charlotte and Guy.

(CONTINUED)

ARTZ

We've got a few of the families on their way to the Tycho facility. They'll wait in the tunnels until we get there.

Charlotte nods. She turns to Guy.

CHARLOTTE

Are you ready to finally escape this place?

Guy smiles.

GUY

Born ready. Where are the people you had working at these computers?

CHARLOTTE

Gone. And paid to keep quiet.

She points a thumb to Mal, Dimmy, and Sneaky Bill.

CHARLOTTE

Now it's just a matter of destroying evidence. Let's go to the nursery, they might need some help.

Charlotte, Guy, and Artz walk to the door.

INT. HIDEOUT - MATERNITY CENTER - NIGHT

Although some of the women are still in bed, several are gone and the rest are up and about, some in wheelchairs while holding their newborns. The cribs in the nursery area are gone.

Strand awkwardly stands in the corner of the room, observing the room.

Charlotte, Guy, and Artz enter.

CHARLOTTE

Let's get a few more over to the transcart room.

Charlotte goes over to one of the women in a wheelchair.

CHARLOTTE

Think you two can handle a short trip, Lucy?

(CONTINUED)

The woman in the wheelchair, Lucy, smiles as she rubs her pregnant belly.

LUCY

I don't think she'll object.

Charlotte chuckles.

CHARLOTTE

So it's a girl now, eh?

She pushes the wheelchair to the door.

Artz goes to help one woman get out of her bed and into a wheelchair.

Guy glances over at Strand, who is pulling something out of his pocket. Guy furrows his brow to see what it is.

Strand holds in EyeBox in his hand. He puts it on and begins muttering into the microphone.

Guy's eyes go wide.

GUY

Oh no...

Strand ducks to the floor, puts his hands over his ears.

GUY

Charlotte!

Charlotte, nearly to the door, turns her head to as an EXPLOSION from above blasts a large hole in the ceiling above the nursery area. Dust and debris cloud the room.

Guy is on the floor, dazed by the blast but unharmed. He brings himself to his feet and goes to Charlotte, who seems unharmed as well. She looks up at the hole in the ceiling.

CHARLOTTE

Oh my God...

Several ropes uncoil from the top of the hole. SAFE officers begin shimmying down them. From the top of the hole, an officer barks orders.

OFFICER (O.S.)

Don't harm the women, we need them
in once piece.

(CONTINUED)

One of the SAFE officers approaches a woman in one of the beds. Artz is back on his feet but stumbles as he runs to the officer. He tackles him to the ground. Another officer runs to them and knocks out Artz with the butt of his gun.

Guy pulls Charlotte to her feet. The SAFE officers are preoccupied with the pregnant women to notice Guy, Charlotte, and Lucy.

CHARLOTTE

No, this can't be happening...

GUY

We have to move. Lead us to the transcant room.

CHARLOTTE

I can't just leave them.

Guy grabs Lucy's wheelchair and pushes her to the door.

GUY

There's nothing we can do! Come on!

Charlotte takes one look back and then goes through the door, Guy and Lucy right behind.

Strand is standing up, brushing dust and debris off himself. He looks around and notices the doors are swinging close. He runs to them.

INT. HIDEOUT - CORRIDOR - NIGHT

Charlotte, Guy, and Lucy are at the door to the transcant room. Charlotte opens it and walks through.

Guy tries to push Lucy's wheelchair through but the door isn't wide enough.

GUY

You'll have to walk to the cart.

Guy helps Lucy out of the chair and they walk into the

TRANSCANT ROOM

Charlotte is in the cart, firing up the controls. Guy leads helps Lucy into the cart.

Guy goes back to the door and begins folding up the wheelchair. A GUNSHOT fires, Guy is hit and falls to the floor, he screams in pain.

(CONTINUED)

Lucy screams, Charlotte climbs out of the cart quickly to go to Guy.

CHARLOTTE

Guy!

Strand appears in the doorway to the transcart room, a handgun pointed at Charlotte.

STRAND

Don't move.

Charlotte stands back with her hands up.

CHARLOTTE

You were planning this the whole time?

On the floor, Guy is holding his arm in pain. He looks at the wound. The bullet hit his arm, but it's not more than a flesh wound.

Strand is too focused on Charlotte to notice Guy.

STRAND

How could I resist taking down Scarelett Charlotte in the middle of her big act?

Strand gestures to Lucy.

STRAND

And all these fertile women? Could be a break through at N-Fertility.

CHARLOTTE

You know they'll all be killed.

Strand shrugs, he hits Charlotte with the butt of the gun, she falls over.

Guy kicks Strand in the knee. Strand stumbles back and stumbles over the folded wheelchair. Guy pulls himself up and tackles Strand to the ground in the

CORRIDOR

The two men roll on the ground, fighting for the gun. Strand punches Guy's wounded arm. Guy screams in agony, loosens his grip on the gun. Strand now has a better grip on the gun and is trying to twist it to aim at Guy.

Charlotte gets up and springs towards them.

(CONTINUED)

GUY

No, just go Charlotte!

Charlotte leaps over the wheelchair and Guy to land right on Strand's gut with her right foot.

Strand wrenches, let's loose of the gun. Guy grabs it and pulls himself up as Charlotte gives Strand a hard kick to the face, knocking him out cold.

Marching FOOTSTEPS are heard down the corridor.

OFFICER (O.S.)

Search the entire area!

Charlotte and Guy scurry into the transcart room.

INT. TRANSCART TUNNEL - LATER

The transcart whizzes down the tunnel. Charlotte is at the control panel. Guy is tearing off part of his jumpsuit to tie a piece around his wound. Lucy sits in the back, pale-faced and protectively covering her belly.

The cart slows down as it approaches the platform.

CHARLOTTE

We have to hurry. Strand probably told them where we're headed.

The cart pulls to a stop at the platform. Charlotte and Guy hop out and begin to help Lucy up.

INT. TYCHO MINE MAINTENANCE TUNNEL - NIGHT

Sitting in the tunnel near the maintenance hatch are about a dozen people; pregnant women, a few couples and with their newborns. Charlotte, Guy, and Lucy approach them.

CHARLOTTE

We have to go now.

One of the men looks behind them.

MAN

What about the others?

Charlotte begins helping some of them up.

(CONTINUED)

GUY

No time to explain, we have to hurry.

Guy climbs the ladder to the hatch.

INT. TYCHO MINE GARAGE - NIGHT

Guy climbs out of the maintenance hatch and looks around. The garage is empty except for the trucks.

He climbs out and heads over to the ladder to the catwalk above.

Charlotte and the men are slowly helping the pregnant women up the ladder.

Guy gets to the ladder and climbs up. He walks to the computer console he used earlier. He pulls his EyeBox out of his pocket and puts it on. He begins clacking away at the console. After a moment a door in front of one of the trucks begins to slide open.

Guy climbs back down the ladder and goes to the truck.

By this time, everyone has climbed through the hatch and head towards the truck.

Guy opens the back of the truck and begins ushering everyone inside. Lucy is the last one loaded, being helped along by Charlotte. They close the truck doors.

Charlotte and Guy are walking to the front of a truck when an ALARM blares and red lights begin flashing.

COMPUTER VOICE

Security breach, lockdown imminent.

Metal latches on the sides of the door of them snap into place.

Charlotte runs to the door.

CHARLOTTE

Dammit!

Down the hall, yells are heard. Loud footsteps are heard, approaching them. Guy and Charlotte look down the long garage, wide-eyed.

Guy turns his head to the catwalk, noticing the computer console he used earlier. He looks at Charlotte.

(CONTINUED)

GUY

Get in the truck, be ready to drive
when the door opens.

Charlotte looks at Guy, confused.

CHARLOTTE

It's on lockdown, we don't have
time to lift it--

Guy grabs Charlotte by the arms, pulls her close and kisses her briefly but firmly. He pulls away and before Charlotte can say anything Guy bolts toward the ladder. He yells back to her.

GUY

Get in the truck, there's no time!

Charlotte almost follows him, but looks back at the truck.

CHARLOTTE

Dammit, Guy!

She climbs into the truck cab.

Guy climbs the ladder as quickly as possible. He gets onto the catwalk and reaches the computer terminal as the first of the SAFE officers enter the garage. They look around, not immediately noticing Guy.

Guy begins typing furiously, ducking so that the SAFE officers might not see him.

The screen reads -- Statera AUTHORIZATION REQUIRED TO LIFT LOCKDOWN. He pulls his EyeBox out of his pocket and puts it on. A scanner on top of the monitor scans his EyeBox.

More fast typing. A DING sounds and the alarms and flashing lights turn off. All the garage doors begin to open.

The officers are looking around frantically, one finally spots Guy on the catwalk. He aims his gun at Guy.

OFFICER

Freeze!

Guy's hands go up, he stands completely still.

The officers begin climbing the ladder.

Charlotte looks in the rear view mirror and sees Guy with his hands in the air as the SAFE officers reach him and immediately put him on the ground. Charlotte puts her head on the steering wheel.

(CONTINUED)

CHARLOTTE

Shit!...

Ahead, the door has opened, revealing the outside world. She looks ahead and then in the mirror one last time. She starts the truck and begins to drive away.

The officers watch as the truck rolls out of the garage. The head of the group points to it.

OFFICER

Is it supposed to be doing that?

Guy watches as the truck drives away. He smiles, sighs in relief just before a bag is placed over his head.

INT. TORTURE ROOM - DAY

Guy is passed out in what looks like a dentist's chair. His legs and arms are strapped down to it.

A hand reaches out to slap Guy awake. He stirs.

Sitting beside the chair with a tray full of sharp and pointed instruments is Parsons. Behind him is Maynard.

MAYNARD

Time to wake up Faron.

Guy flinches and realizes he can't move. He jolts his arms and legs against the restraints. Parsons smiles, almost apologetically.

PARSONS

It's no use Guy, I strapped you in myself.

Parsons picks up one of the sharp looking tools with a blade at the end and presses a button. It whirs to life, the blade spinning. Guy is wide-eyed and panting from his struggle.

GUY

Where's Charlotte?...the others?...

Maynard gets close to Guy's face.

MAYNARD

I wouldn't worry about them.
They're troubles are over. Unlike yours.

Guy grimaces, nearly growling his next sentence.

(CONTINUED)

GUY

What did you do?...Where the hell
are they?!?

Maynard gives a hint of a smile and turns away from Guy.

MAYNARD

I won't lie, the plan was clever
and you almost succeeded. Nothing
ever works out perfectly though.
Parsons, proceed.

Parsons smiles gleefully. Maynard walks toward a door in the
corner.

PARSONS

Yes, sir.

Even as Parsons prepares his tools, Guy is still focused on
Maynard.

GUY

Tell me what you happened to them!
Get back here, you sonuvabitch!

Maynard turns back to Guy.

MAYNARD

Don't worry, Faron. Parsons will
take good care of you.

Maynard opens the door and exits the torture room.

INT. STATERA BUILDING - INTEROGATION DIVISION - CONTINUED

An endless hallway with doors left and right. SCREAMS of
several people can be heard echoing through the hallway.

Maynard walks along the hallway to a door labeled MINISTER'S
OFFICE. He enters.

INT. STATERA BUILDING - MAYNARD'S OFFICE (FANTASY SEQUENCE)

Maynard enters his office and goes to his desk. He presses a
button on his intercom.

MAYNARD

Have they been captured yet?

He releases the button. A ding sounds and a male's voice is
heard.

(CONTINUED)

VOICE (V.O.)

No sir. They had a good head start
and our boys aren't used to this
terrain beyond the walls. It could
be hours before we find a trace.

Maynard's normal frown turns into the scowliest scowl known
to man, he balls his hand into a fist.

VOICE (V.O.)

Sir?...

Maynard smashes the intercom with his fist. He pushes it off
the desk onto the floor. He gets up and goes to the door.

INT. TORTURE ROOM - DAY (FANTASY SEQUENCE)

Parsons smiles as he sharpens a curved looking blade.

PARSONS

I won't even tell you where this
one goes. But I'll tell you it
hurts!

Parsons laughs at his strange attempt at humor.

Guy's fear is beginning to overshadow his anger.

GUY

Parsons...

PARSONS

Just last week I did what I'm about
to do to you to Zeeks. A real
squealer that one.

Parsons holds up the blade, examining the sharpness.

Guy is struggling in his restraints. He jerks his hand up,
still hindered but looser than before. Guy looks down at his
hand.

The restraints are loosening the more Guy moves. Guy looks
to see if Parsons has noticed.

Parsons is still examining his blade.

PARSONS

I can't promise I'll be quick, but
if you're lucky you'll pass out
within a few minutes.

(CONTINUED)

Parsons is focused on placing his blade as Guy slips his hand out of the restraint.

The blade is dangerously close to Guy's eye as his hand shoots up to grab Parsons' hand.

Parsons' smile disappears as Guy shoves the blade into his face. Blood splatters outward onto Guy.

Parsons lets out a yelp, his eyes go dead. He falls over limp onto the ground.

Guy, blade in hand, cuts the other restraints. He gets out of the chair, panting from the excitement and adrenaline. There is blood from Parsons streaking down his face.

He looks at Parsons body on the floor. He looks at the door Maynard exited through. He picks up the knife and exits.

TORTURE DIVISION

Guy looks left and right down the long hallway.

The smashed intercom is on the floor beside the desk. Maynard is no where in sight.

A guard bursts into the room with a machine gun.

GUARD

Freeze!

Guy holds his hands above his head, tossing the blade aside. He eyes the smashed intercom speaker.

As the guard slowly approaches Guy, Guy kicks the intercom up into the guard's face.

The guard holds up his gun to shield himself. Guy grabs the gun and pulls the man and himself to the ground near the dropped knife.

The guard struggles to get up and get his gun aimed at Guy but Guy has already grabbed the knife. Guy swings the knife at the guard.

The knife cuts the guard's throat, blood spraying out. He falls backward, letting out a few shots from the gun.

An alarm BLARES right after the gunshots.

GUY

Shit!

(CONTINUED)

Guy grabs the gun and heads to the door the guard entered through.

He opens the door and peers out.

INT. INFORMATION ADJUSTMENTS - CONTINUED (FANTASY SEQUENCE)

Office workers in their cubicles are all standing with their hands over their heads. Down the aisle ways march at least a dozen armed guards.

Guy slips out the door and into an empty cubicle nearby as the guards approach Maynard's office.

The guards line up outside Maynard's door. One guard tosses a smoke grenade inside. An explosion is heard. The guards enter single file, one guard stopping at the doorway.

Guy notices grenades hanging from the guards belt. He sneaks up on him and grabs one.

The guard turns to face Guy as he's pushed in to the room. Guy hurls the grenade inside and pulls the door shut as the guards open fire.

An explosion is heard just after the door slams.

Guy turns around to the wide-eyed gazes of nearby office workers, hands still over head.

GUY

Which way did Maynard go?

One of the workers point down the aisle.

Guy runs that direction, gun in hand. He eventually reaches a set of double doors.

INT. STATERAA BUILDING - GENERATOR ROOM (FANTASY)

A massive room full of several large power generators. They glow the tinted green hue of Tycho.

Guy enters through the double doors on one end.

On the other side of the room is a spiral staircase that leads to a balcony and a glass windowed control room. Maynard is climbing the steps as Guy enters.

Guy sees him and runs toward the staircase.

Maynard reaches the top and enters the

(CONTINUED)

CONTROL ROOM

He closes and locks the door behind him. He goes to a console and presses a few buttons.

GENERATOR ROOM

Just before Guy reaches the spiral staircase it begins rotating. The steps fold into the center support beam which then slides into the ground. Maynard's voice emits through an intercom.

MAYNARD

It's over Faron. Kill him!

Guy turns to see several SAFE officers coming through the door he entered.

GUY

Shit.

Guy begins scaling the wall in front of him, clinging to pipes and wiring.

The officers see him and take aim.

OFFICER

Fire at will!

Bullets hit all around Guy but do not hit him as he climbs. He reaches the balcony and pulls himself up.

He stands up and sees that the officers are running his direction. The spiral staircase appears again.

Guy looks back in the control room to see Maynard staring at Guy with an evil smile. He turns back and looks at the generators. He aims his gun at them.

CONTROL ROOM

Maynard sees Guy take aim at the generators and frowns.

MAYNARD

Faron? What are you doing?

GENERATOR ROOM

Guy fires at the generator closest to the staircase, which the officers have reached. The generator explodes, blasting back the SAFE officers.

GUY

Yes!

MAYNARD (V.O.)

You fool!

The generator next to the one that exploded begins to falter. It slows down to a halt.

Each generator after that slows down and halts. The lights in the room dim, and then go out completely.

EXT. STATERA CAPITAL - (FANTASY)

The Statera Building, glowing with lights, towers above everything around it. From the top to the bottom, the lights begin to go out.

The trains coming in and out of the Statera Building screech to a halt.

INT. TRAIN CAR - CONTINUED

As the train stops, people fall forward and try to brace themselves. Simultaneously, their EyeBoxes all switch off.

Some people toy with their EyeBoxes, tapping them lightly or pressing the buttons on the earpiece.

Some slide their EyeBoxes off and look around, make eye contact with each other, look out the window.

EXT. STATERA CAPITAL - (FANTASY)

The lights on buildings surrounding the Statera Building start to go out, one by one.

The handful of the massive transit towers also lose their lights, floor by floor.

Power has gone out in every area of Stateraa's capital.

INT. STATERAA BUILDING - GENERATOR ROOM

After a few seconds, some red tinted emergency lights turn on. Guy turns looks through the window of the control room.

Maynard is gone.

Guy walks to the door and tries to open it but it is still locked. He shoots the handle off and kicks the door open.

CONTROL ROOM

He sees a door on the other side of the room swing close. It is labeled ROOF MAINTENCE ACCESS.

Guy runs to the door and goes through it.

EXT. STATERA BUILDING - DAY

Guy walks through the door and immediately shields his eyes from the sunlight. He is on top of the Statera Building which is literally miles wide.

Maynard is running, about one hundred yards away to a structure across the roof near the edge.

Guy sees him and runs after, gun in hand as he yells.

GUY

Maynard!

Maynard is getting closer to the structure, which has a wooden set of double doors with curved handles and frosted glass. Maynard reaches the door and tries to pull them open.

Guy is close enough now that he stops running. He walks toward Maynard with the gun pointed at him.

GUY

You're not getting in there.

Maynard turns around, holds his hands up.

MAYNARD

Killing me won't save you.

GUY

No, but it will feel damn good.

Guy grabs Maynard by the throat. He picks him up with one hand and walks over to the edge. Maynard struggles in his grasp.

(CONTINUED)

MAYNARD

Wait--please, no!

They reach the edge, though the ground miles below is obscured by the foggy clouds. Guy throws Maynard over the edge. Maynard screams as he falls, his body enveloped by the clouds seconds later.

Guy turns around and looks at the doors Maynard was trying to open. He drops his gun lazily as he walks to the doors.

His hand is about to touch one of the handles when it swings open by itself.

INT. LIBRARY - CONTINUED

The door is opened by Guy's Grandpa. He ushers Guy inside.

GRANDPA

It's good to see you, my boy.

Guy enters, speechless. The library is as big and sprawling as he remembered.

Near the door is a reading area with armchairs and the record player playing Mozart. In one of the armchairs is Zeeks reading a book.

ZEEKS

Greetings, my friend.

Guy is still speechless as a hand touches him on the shoulder. He turns around.

The young and pregnant Charlotte from Guy's photographs stands looking at Guy. She embraces him.

CHARLOTTE

Hello, my love.

Guy hugs back. He smiles.

The shot pulls away from them, out the library doors which close by themselves as we exit.

INT. TYCHO CRATER - DAY

Guy is humming the Mozart melody. A small scar is above his left eye. He holds a pickaxe over his head. He swings it down, lackadaisically.

(CONTINUED)

All around Guy are similar workers, mining for the precious resource.

Behind them are workers with carts full of barrels.

Above and around them are scaffolds and walkways for hundreds of other workers.

EXT. TYCHO CRATER - DAY

The crater is full of these lobotomized slaves, looking like thousands of worker ants at a distance.

The Statera building stands far away in the middle of the city, towering and menacing even at this distance.

FADE OUT