

# BRAIN-EATERS FROM SPACE

Written by AJ Richards

INT. TOP SECRET LOCATION - PROJECT SKYLOOP LAB - DAY

IN BLACK AND WHITE

Flasks bubble and smoke. An arc of electricity travels up a Jacobs Ladder. A Periodic Table hangs a bit askew.

A worried DR. MARVIN RUSSELL (50s) huddles over a workbench.

DR. RUSSELL

The truth. We must learn the truth  
behind these fiendish invaders'  
plans. They memorize us, and --

DIRECTOR (OS)

-- Cut!

A bell RINGS to mark the end of a take.

ON A SOUNDSTAGE SET  
for a Science Fiction B-Movie.

SUPER: "September 1952"

Well past prime, actor MARLOW TOBEY (50s) plays Dr. Russell.

Behind him, an Effects Tech tongs DRY ICE into the flasks.

DIRECTOR (OS)

Dr. Russell says "mesmerize."

MARLOW

What did I say?

DIRECTOR (OS)

Memorize.

MARLOW

Memerosize?

DIRECTOR (OS)

Mesmerize! Mez-mer-eyes.

MARLOW

Got it.

DIRECTOR (OS)

Clear the set. Go again.

The bell RINGS for quiet. A SLATE enters frame.

ASSISTANT DIRECTOR (OS)

*Brain-Eaters From Space, scene 7,  
Project Skyloop lab, take 12.*

The slate CLAPS.

DIRECTOR  
And ... action!

MARLOW  
The truth. We must learn the truth  
behind these fiendish invaders'  
plans. They mesmerize us --

DIRECTOR (OS)  
-- Cut!

RING ... Marlow winces.

MARLOW  
Dammit.

Offscreen, the Crew SNICKERS.

DIRECTOR (OS)  
Let's wrap for today. Marlow, get  
some rest. And ... mesmerize!  
(mutter)  
First day and we're a day behind.

Shoulders down, Marlow shuffles off.

MARLOW  
(low)  
Mesbers -- Memoris --

Marlow pops a Bennie (Benzedrine).

MARLOW'S DRESSING ROOM

A waiting PROCESS SERVER (40s) surprises Marlow.

PROCESS SERVER  
Marlow Tobey? They told me to wait  
for you here.

MARLOW  
Yes. Want an autographed photo?  
I've got some --

PROCESS SERVER  
Nah. I got something for you.  
(hands off papers)  
You're served.

INSERT - PAPERS

Petition For Dissolution Of Marriage

BACK

Marlow kisses the papers, shakes the Server's hand,

MARLOW

Thank you.

PROCESS SERVER

Okay, buddy. Uh, do I know you?

LATER

In black hat, pants and suit jacket, white shirt and tie, Marlow trudges to an exit door in the dark, dank soundstage.

He swings the door open to --

END BLACK AND WHITE

-- AN ALIEN WORLD LANDSCAPE in lurid purples and reds.

Marlow shields his eyes from the harsh LA sunshine.

The alien landscape moves. It's a large painted scenic background on wheels. Production Grips muscle it past Marlow.

BACKGROUND TALENT in Little Green Men costumes lean against a studio wall, bullshit and smoke cigarettes.

Each holds the costume's oversize Styrofoam head.

One Backgrounder reads *Daily Variety* with HEADLINE: "Saucer Scare Pix Clix, B.O. In Orbit"

BACKGROUNDERS

Marlow. How are ya? Etc.

Their attention brightens him a few watts.

MARLOW

How's the picture going, gents?

BACKGROUND TALENT

(mock alien voice)

Come aboard the saucer, Earthling.

CHUCKLES all around.

MARLOW

We've worked together before.

BACKGROUND TALENT

Sure have.

Marlow waves, saunters on to his favorite watering hole.

INT. HOLLYWOOD - THE GREEN ROOM - NIGHT

Long oak bar worn smooth by decades of elbows. Dozens of pictures of stage and screen actors hang on dingy walls.

Marlow schockered. And loud. He holds court with ACTORS -- neverweres and wannabes -- who also medicate their pain.

MARLOW

To the demeeze of my fourth wife.

ALL

Number four!

A synchronized slug of drinks.

MARLOW

Vaya con Dios, darlin'. I will miss those bountious sweater muffins.

Pumped by LAUGHS, Marlow reflects for a sec and quick-pivots.

MARLOW

God I hate this business.

An ETHNIC BIT PLAYER (40s) boozes with a STUNTMAN (30s).

STUNTMAN

A buck on the sob story.

ETHNIC BIT PLAYER

You're on.

MARLOW

Bette Davis said I was the best actor she ever worked with. Nominated for an Oscar and the heathens stopped calling.

The Ethnic Bit Player surrenders a buck to the Stuntman.

At the far end of the Bar, a very drunk MASSIVE BIT PLAYER (50s) renowned for strongman and gangster leg-breaker roles.

MARLOW

I should have had --

MASSIVE

-- Burt Lancaster's career. Shadap! Turn the record over, willya?

Whiskey shot in hand, Marlow stumbles to Massive.

MARLOW

Are you speaking to me, you side of beef in a cut-rate suit?

MASSIVE

You're a hack who's lucky to get a few weeks on a crap B-picture.

MARLOW

The lead. With more lines than you've had in your entire so-called career flexing muscles.

Whiskey-brave, puny Marlow pushes into his giant face.

MARLOW

Your last job was what? A ghoul in a *Three Stooges* short? You only grunted.

(grunts)

Grunt for us.

MASSIVE

Get lost.

MARLOW

Let's forget it. Have a drink --

Marlow hurls the rotgut in Massive's face.

MARLOW

(laughs)

-- on you!

Massive wipes his face with a sleeve and, with muscular ease, hoists Marlow three feet off the ground.

Marlow flails arms and legs.

The Bartender and Patrons YELL for them to break it up.

MARLOW

Put me down, you oaf.

You got it! Marlow drops like a 150lb sack of hams.

Landed, Marlow gets his bearings and swings. Drunk wide.

Massive glares, weighs the consequences. He decides screwit and pops Marlow in the puss.

Marlow totters backward. En route a date with the floor, his head bounces off the bar.

He THWACKS linoleum. Blood trickles from his scalp.

INT. LOS ANGELES - HOSPITAL - OPEN WARD - EARLY AM

Patients MOAN, SNORE, toss and turn.

A Floor Attendant prowls a spare ward with 30 metal beds.

Head bandaged, Marlow asleep in an uncomfortable bed. His clothes lie in a heap on a nearby chair.

The Attendant's eyes twinkle when he sees Marlow's worn suit.

He digs through the clothes to uncover buried treasure ... Marlow's wallet. He jacks it, WHISTLES and continues rounds.

INT. OREGON TECH - OBSERVATORY - NIGHT

PhD Candidate in Astronomy STELLA DOMERGUE (20s) peers with childlike awe through a TELESCOPE EYEPIECE.

Hair in a ponytail. Stylish Cats Eye glasses propped atop her head. She pulls a letterman sweater in against the chill.

On the sweater, a FRAT PIN announces she's spoken for.

Stella's PROFESSOR (60s) tests her practical knowledge.

PROFESSOR  
Locate M-2-9. The Twin Jet Nebula.

Stella twists dials to rotate the dome, then tweaks the telescope axis and focus.

STELLA  
M-2-9, Professor.

The Professor verifies with a glance through the eyepiece.

PROFESSOR  
Spot on, Miss Domergue. You're the most capable student I've ever had.  
(sigh)  
At least you have a fiancé who will provide a good life and family.

She frowns.

A TIC: With a flick of her head, the glasses fall to the bridge of Stella's nose, and she pushes the eyewear back.

PROFESSOR

Miss Domergue, I'm late. I have to pack my tiles for a weeklong Mah Jongg tournament with my wife.

He delivers the TELESCOPE EYEPIECE wrapped in a soft cloth.

PROFESSOR

Return the eyepiece to my office. It's irreplaceable, so take care.

STELLA

Certainly, Professor. I have a stop to make first.

She lays the eyepiece in her chic POCKETBOOK.

INT. OREGON TECH - RADIO STATION WOT - STUDIO - SOON AFTER

An ON-AIR light glows in bloodshot-eye red.

A handsome Frat Boy in a letterman sweater, Radio/Journalism Major WALTER CROWLEY (20s) hosts a call-in program.

WALTER

W-O-T, the voice of Oregon Tech since 1921. I'm Walter Crowley with the next caller on *Wot's Happening?*

He throws a radio console switch.

WALTER

Hello, you're on *Wot's Happening?*

Echo-y feedback.

WALTER

Turn down your radio, caller.

They do. The feedback fades.

FERN (VO)

Hello? Hello? Am I on the radio?

WALTER

You're on the air.

FERN (VO)

I've never been on the radio. How do I sound? My voice is funny.

WALTER

You sound fine. What's your name?

FERN (VO)

Fern. Right here in Verity Falls.

WALTER

What's happening, Fern.

FERN (VO)

Scared out of my wits, that's what.

WALTER

How so, Fern?

Stella waves at Walter through the studio window.

He waves back, beckons her in.

FERN (VO)

There are strange things going on.

WALTER

Such as?

Stella tiptoes in. She and Walter trade warm smiles.

FERN (VO)

My cousin's dentist's brother-in-law's sister's paperboy says he saw two spacemen in his backyard.

WALTER

That is strange. Did he describe them?

FERN (VO)

Yeah! Black bodies, five feet tall, glowing yellow eyes with metal bands around their necks. I think it's a gizmo to control our minds.

WALTER

Hmm, mind control? That's possible.

Stella circles her ear with a finger: Crazy!

Walter winks.

WALTER

Do you believe the paperboy? Are they reliable?

FERN (VO)  
They get their paper every day.

WALTER  
So, a responsible young man.

FERN (VO)  
A lot of people told me they see  
lights in the sky, too. I'm so  
frightened I can hardly keep my  
Earl Grey down.

WALTER  
I'm sure we're all frightened,  
Fern. Thank you for calling.

FERN (VO)  
Is that --

Walter flicks a switch to kill the call.

WALTER  
When we return from the News, let's  
hear from others who have seen  
strange things in the night. W-O-T.  
We've got your back, Verity Falls.

He cues the Newsman, kills the mic and lowers the monitor.

WALTER  
Stellar!

Stella blows a smoke ring, pecks his cheek.

STELLA  
(mumble)  
Stella.

WALTER  
Looking at the stars again?

STELLA  
I found the M-2-9 Neb --

WALTER  
-- That's great. Whattaya think?  
Did you hear how scared she was?

All the phone lines flash.

WALTER  
There's something big here.

STELLA

I don't buy spacemen and mind control, but I am curious. What if I investigate the site?

WALTER

Perfect! You can report what you find on the show, as proof.

STELLA

As a scientist, not a reporter.

WALTER

I'm putting the story on the Associated Press newswire. See who picks it up. This could be a ticket to a big station. Maybe a network.

He sidles up to her.

WALTER

How about we watch the submarine races later, Stellar?

Walter punctuates with two quick eyebrow arches. Stella fumes about the name thing but accepts his wanton move to lip lock.

INT. LOS ANGELES - HOSPITAL - OPEN WARD - MORNING

Busy Nurses scoot about. A WARD DOCTOR (30s) makes rounds.

Marlow rouses. He feels his hurtin' noggin, shudders. Where the hell am I? A bolt up. Panicked.

MARLOW

Nurse! Doctor!

The Doctor attends him. He checks Marlow's pupil constriction with a penlight. Normal.

WARD DOCTOR

Take it easy, fella. What's your name? You have no wallet or I-D.

MARLOW

My name? My name ... my name is Dr. Marvin Russell. I'm a scientist on a top secret government project. Where am I?

(He will continue to be identified as MARLOW.)

WARD DOCTOR  
Sunset Boulevard General, Dr.  
Russell. That's a nasty bump on  
your head. We want to keep you  
overnight for observation.

MARLOW  
-- I must return to the Project.  
Earth's fate rests in my hands.

WARD DOCTOR  
Don't we all. They can do without  
you for a day or two.

A WARD NURSE (30s) brings breakfast and a NEWSPAPER.

WARD DOCTOR  
Have something to eat, rest. I'll  
be back to check on you later.

Marlow strokes his damaged/hungover melon.

MARLOW  
I would appreciate coffee ...

The Doctor moves on to other Patients but turns back.

WARD DOCTOR  
Have you been my patient before?

Marlow shrugs.

BREAKFAST WOLFED DOWN

Marlow deep in the paper.

Buried on page four, an Associated Press story. HEADLINE:  
"Spacemen And Lights In The Sky Seen In Oregon"

MARLOW  
(low)  
My greatest fear: They've invaded  
the West Coast!

He leaps from bed. In a hospital gown, his butt flops out.

Marlow throws on underwear, pants and shirt.

The Ward Nurse observes this, turns up to calm him.

WARD NURSE  
Sir, the doctor has you in for  
observation. You mustn't leave.

He takes firm control of the Nurse's shoulders, shakes her.

MARLOW

Run! Hide! They mesmerize you.

The Nurse can only blink.

He finishes dressing on the run, tops his head with a hat.

EXT. STUDIO - GATE - LATE AFTERNOON

Marlow strides in like he owns the place. The GUARD side-eyes the hat-over-bandage but recognizes Marlow and waves him in.

INT. STUDIO - SOUNDSTAGE - SET

The *Brain-Eaters From Space* lab.

Marlow collects "equipment" to investigate the Spacemen.

MOVIE PROPS

Geiger counter, electronic device built from toaster parts, Plexiglas sphere with antenna and interior flashing lights.

EXT. STUDIO - PICTURE CAR MOTOR POOL

Cars to war surplus 2½ ton Army transports.

Marlow yanks a cart loaded with the props.

The LOT ATTENDANT (50s) exits a shack.

LOT ATTENDANT

Hello.

(squints)

Say, you're ... hold on. I know --

MARLOW

-- Dr. Marvin Russell.

LOT ATTENDANT

No, that's not it.

(indicates)

What happened to your head?

MARLOW

Wounded in battle against ... it's top secret.

He peruses like a penny pincher on a used car lot.

She's a honey! An official looking Olive Drab WWII surplus General's Staff Car with white star stencils on the doors.

Marlow kicks the tires.

MARLOW

I'm commandeering this vehicle  
under authority of Brigadier  
General Dupé, Project Skyloop.

LOT ATTENDANT

It's for a war picture --

MARLOW

-- We are at war, man!

LOT ATTENDANT

As long as you bring it back by six  
A-M, or they'll chew my butt.

MARLOW

Is it fueled?

LOT ATTENDANT

To the tippity top.

MARLOW

Place my equipment in it.

The Attendant scratches his head but does as directed.

He bobbles the Plexiglas sphere.

MARLOW

Take care. That is delicate and  
calibrated.

Equipment safe in the trunk, Marlow mounts the vehicle.

MARLOW

Which direction to the highway?  
North.

The Attendant points the way.

LOT ATTENDANT

Remember, six A-M!

Marlow floors the Staff Car. Gravel spits.

EXT. VERITY FALLS - PAPERBOY'S HOME - BACKYARD - DAY

Stella interviews the PAPERBOY (12) with a canvas newspaper carrier slung over his shoulder.

He points to where he close-encountered the Spacemen.

Stella shakes his hand.

The responsible Paperboy off to throw newspapers into bushes.

STELLA  
inspects the brush and tall grass.

She discovers trampled native grasses. Something or someone did walk here, yet there are no tracks.

Stella's inquisitive eyes search for answers in the blue sky.

EXT. CALIFORNIA HIGHWAY 99 - NIGHT

An AERIAL of Marlow's Staff Car on his determined way north.

As if he's being followed from on high.

EXT. MOUNT SHASTA, CALIFORNIA - STOPOVER - NIGHT

Gas station and diner.

The Staff Car rolls to a stop at the pumps. Marlow's head bandage shed and tossed to the passenger side floor.

THREE ATTENDANTS (20s) pop out for full service.

At the driver side window,

GAS ATTENDANT  
Yes, sir. What can I do ya for?  
Regular or ethyl?

MARLOW  
Fill it with ethyl.

GAS ATTENDANT  
Right away, sir.  
(double takes)  
You ever been to Pismo Beach?

Marlow shakes no.

The other Attendants check oil, water, tire pressure.

Marlow stretches his legs.

He points at the diner, barks at the Oil Attendant.

MARLOW  
Bring me a baloney on rye. Mayo.

The Oil Attendant trots to fill the order.

MARLOW  
Two Turkish Taffy bars; vanilla and  
banana.  
(afterthought)  
And a Coca Cola.

The Oil Attendant salutes: sure thing!

MARLOW  
in the drivers seat. His meal on the passenger side.

The Gas Attendant at the window,

GAS ATTENDANT  
Gas, food, comes to six dollars and  
ten cents.

MARLOW  
Charge it to Department of Defense  
Field Account 12-Delta.

GAS ATTENDANT  
Uh, a government account? Okay.

The gas Attendant holds his hand out for a tip.

Marlow shakes the hand.

MARLOW  
I assure you, your contribution to  
the security of the world will not  
be forgotten.

Marlow drives off in a cloud of dust.

The Gas Attendant stares at his empty palm.

INT. OREGON TECH - RADIO STATION WOT - STUDIO - SAME TIME

Walter on the air with Stella in headphones.

On the desk, a mic set up for her.

WALTER

Welcome to *Wot's Happening*. I'm Walter Crowley. This evening I'm saying hello to new listeners in Portland through a hookup with K-R-P-T. Looking forward to your calls, Portland.

Walter nods to Stella who blows smoke and nods back.

WALTER

We'll take calls in a moment, first let me introduce my special guest; the beautiful and brilliant P-H-D candidate in Astronomy, "Stellar" Domergue.

STELLA

Th -- thank you, Walt ... Walter.

WALTER

Stellar, you investigated the site where the paperboy saw spacemen and found proof.

STELLA

I discovered the grass at the edge of the backyard was disturbed.

WALTER

Proof spacemen were there.

STELLA

Something was there.

WALTER

The paperboy was right.

STELLA

Well --

Walter's hand signal: play ball.

STELLA

I suppose it's possible, but not --

WALTER

A little dab'll do ya! Scientific proof spacemen were seen in the backyard.

STELLA

I didn --

WALTER

What about the probability of life on other planets. It's high, right?

His body language: Right?

Torn, Stella shrugs.

STELLA

Serious scientific consideration regarding the possibility of advanced civilizations and the potential for interstellar travel has just begun.

INT./EXT. OREGON 99 - MARLOW'S CAR, MOVING - SAME TIME

Glazed eyes fixed on the road, Marlow listens in.

WALTER (VO)

Then scientists agree there is life on other planets and flying saucers bring them to Earth?

STELLA (VO)

Only in speculation and theory.

WALTER (VO)

Can't have scientific study without something to study. Even Winston Churchill believed. Read his essay, "Are We Alone In The Universe?"

MARLOW

Darn right. They are here right now, and coming for your brain.

STELLA (VO)

It's pompous for us to believe that in billions of stars with trillions of planets that life didn't evolve somewhere else.

WALTER (VO)

There you have it, scientific proof that spacemen exist.

STELLA (VO)

Uh.

WALTER (VO)

Thank you, Stellar.

STELLA (VO)  
(a mumble)  
Stella.

WALTER (VO)  
A now a word from our new sponsor,  
*Squat and Gobble* diner where good  
food meets big mouths.

Marlow CLICKS off the radio, hurtles headlong into the night.

INT. OREGON TECH - RADIO STATION WOT - STUDIO - SAME TIME

Stella frets while Walter closes out the show.

WALTER  
I'm Walter Crowley. This has been  
*Wot's Happening*. More on the  
spacemen tomorrow. Thank you for  
listening.

Walter cues the Newsmen.

He kills mics, turns to Stella.

WALTER  
Good work, Stellar.

Stella SIGHS.

STELLA  
Walt, I'm happy for your success,  
of course, but this pursuit is full  
of pitfalls. You could --

WALTER  
Listeners are eating it up, and I'm  
the one feeding them. The Portland  
hookup is just the start.

STELLA  
It's based on rumor and innuendo.

WALTER  
Never underestimate your audience.  
You'll be thankful when I'm in New  
York with a network show.

STELLA  
Walt, take your foot off the gas.

WALTER

A house in Westchester where you'll  
have a plush life raising our kids.

STELLA

There are no observatories in the  
New York area. Too much light.

He takes her hand.

WALTER

I'll get you the best telescope  
money can buy. You can set it up in  
our big backyard on the pool deck.

Stella: not buying what he's selling.

WALTER

Are you with me on this? You really  
want to spend the rest of your life  
looking at nothing?

STELLA

A breathtaking Universe? Nothing?

WALTER

Okay, not nothing. I need your  
help. Please.

STELLA

It is a mystery to be solved. We  
can solve it together if you tread  
cautiously, maintain perspective.

WALTER

Swell, Stellar. You're my girl.  
Keep me on the straight and narrow.

They kiss. A tad distant, Stella goes through the motions.  
Walter doesn't notice. Or maybe he doesn't care.

INT./EXT. VERITY FALLS - MARLOW'S CAR, MOVING - MORNING

ROAD SIGN: "Verity Falls 1"

Bleary-eyed Marlow barely registers a shabby circus.

FADED SIGN:

"Bungel Brothers Circus  
Where Fantasy Comes To Life  
No Refunds. No Exceptions."

Not-so-big top. Broken down rides. Every surface needs paint.

Just past, the TOWN LINE SIGN:

"Welcome To Verity Falls  
We Have Your Back  
Home Of The Hand-Shaped Plastic Back Scratcher  
Pop. 3198"

A no stoplight island in an ocean of old growth forest where the sidewalks roll up at night.

Only Logging Trucks that rumble down Main disturb the peace.

Off Main, the HAND-E BACK SCRATCHER FACTORY belches smoke.

On the edge of the burgh, OREGON TECH.

Marlow drives at a crawl past gas station, bank, A&P grocery store, post office and City Hall.

In town center, the Residents' pride and joy: a 25 foot tall HAND-SHAPED BACK SCRATCHER MONUMENT.

MARLOW

curbs at the popular Squat and Gobble Diner.

WINDOW SIGN: "Hamburger, fries and drink 45¢"

LITTLE SAM (7) plays Wall Ball against the diner. He eyes the Staff Car. Impressed, he WHISTLES.

Marlow reconnoiters.

LITTLE SAM

Wow! Do you work for the gubamint?

MARLOW

Indeed I do, young master.

LITTLE SAM

Are you a G-Man?

MARLOW

No, I am an astrophysicist on a top secret project.

LITTLE SAM

Are you here to see the spacemen?

MARLOW

Indeed I am. My name is Dr. Marvin Russell.

LITTLE SAM

I'm Little Sam. My uncle is Big Sam. He owns the diner.

MARLOW

Fine, Little Sam. Can you tell me where radio station W-O-T is located?

LITTLE SAM

Show ya if ya want. Only cost ya a quarter.

Marlow searches his pockets. He finds the Bennies, shakes the bottle, turns it over. Marlow has no clue what they are.

He two points them in a *Don't Befoul Verity Falls* trashcan.

MARLOW

I do not seem to have small change.

LITTLE SAM

S'okay. I'll show ya anyway.

OREGON TECH CAMPUS

Marlow and Little Sam stroll picturesque wooded grounds with ivy covered buildings. Students scurry to drink of knowledge.

LITTLE SAM

When I grow up, I want to be an astro -- astro -- astropsychic so I can go to the Moon.

MARLOW

Well, Little Sam, it will be 50 years or longer before man sets foot on the Moon.

LITTLE SAM

Awww, golly.  
(points)  
It's in that building. In the basement.

MARLOW

Thank you, Little Sam. I owe you 25 cents. And a tip.

They shake on the deal.

Little Sam whizzes off.

INT. OREGON TECH - RADIO STATION WOT - STUDIO - CONTINUOUS

JAZZY JEFF (20s) at the controls.

JAZZY JEFF

Greetings, Earthlings. Jazzy Jeff  
spinnin' this week's solid platters  
on an out-of-this-world *Hit Parade*.

Marlow ignores the ON-AIR light, marches right in.

Jeff flinches at the SQUEAL of feedback.

JAZZY JEFF

Rosemary Clooney's new wax is real  
gone. Warble for me, my queen.

He rolls the vinyl on a turntable, turns down the monitor.

JAZZY JEFF

The on-air light! You don't enter  
when it's on.

MARLOW

My name is Dr. Russell, my good  
man. I must speak to Mr. Crowley.

JAZZY JEFF

Walter? He's in Seattle setting up  
a hookup for his show.

MARLOW

Then to the young lady on the show,  
Miss ... Miss --

JAZZY JEFF

-- Domergue? Stellar is at the  
observatory every night. Whattya  
want anyhow?

MARLOW

To save the planet from invaders  
bent on stealing our brains.

JAZZY JEFF

Wanna leave a message, daddy-o?

MARLOW

I am most assuredly not your ...  
daddy-o, young man. Direct me to  
the observatory.

INT. OREGON TECH - OBSERVATORY - NIGHT

Quiet. Dome closed. Telescope at rest.

Alone, Stella puffs a smoke, pores over astronomy references. She sips Schlitz from the bottle.

Marlow looms in the doorway. A dark silhouette.

MARLOW

Miss Domergue?

She jumps and knocks over the Schlitz.

STELLA

Jeezum-crow! You scared the snot outta me. Who are you?

Marlow steps into the light.

MARLOW

Dr. Russell. I heard you on the radio last evening. I desperately need your assistance.

She mops up spilled brew, nabs a replacement.

STELLA

Swell. Wanna Schlitz?

MARLOW

Alcohol dulls the mind.

A FEW TICKS LATER

STELLA

That nutty newspaper story is based on a rumor.

MARLOW

Is Oppenheimer 'nutty'? I have a strong belief these spacemen are the invaders I have been battling. They threaten all of Earth.

STELLA

And you want me to help you find them. Why me?

MARLOW

You are a fellow scientist, and have a good head on your shoulders. I need an area guide. My tracking device is in the vehicle.

STELLA  
This I gotta see.

INT./EXT. LOCAL ROADS - STAFF CAR, MOVING - NIGHT

And see it she does.

Stella drives a remote two-lane flanked by dense forest made eerie in the shine of a half Moon.

Marlow flips a switch on the PLEXIGLAS SPHERE, extends the telescoping antenna. Red and green lights flash inside.

STELLA  
What is that?

MARLOW  
I named it PEEWEE for Psychotropic Extraterrestrial Emissions and Wave Energy Detector. It tracks the invaders' brain waves.

STELLA  
That's PEEWED.

MARLOW  
Nonetheless ... PEEWEE.

STELLA  
Looks like Christmas lights in a glass ball. With an antenna.

MARLOW  
Many things look like many things.

STELLA  
Did you develop it? How's it work?

MARLOW  
Yes. It is top secret. You are the first person without clearance to glimpse PEEWEE.

Stella mimes a key locking her lips.

The PEEWEE, or PEEWED, lights blink faster.

MARLOW  
There! Vector 85 degrees.

STELLA  
Take a left?

MARLOW  
In vernacular, yes.

STELLA  
That road goes to Lovers Lane.

MARLOW  
To Lovers Lane then. They are near.

STELLA  
Look, buster, I'm engaged. You're  
also too --

MARLOW  
-- Don't be ridiculous. Drive on!

LOVERS LANE

A CAR with steamed windows parks far into the dark.

Marlow exits the Staff Car. He bears the PEEWEE.

MARLOW  
We should split up.

He hands her the PROP GEIGER COUNTER.

MARLOW  
Their discs are atomic-powered. The  
invaders will read a high level of  
radiation.

Stella turns it on. Nothing. Maybe if I shake or bang it.

STELLA  
Not reading. A little background  
radiation is always present.

MARLOW  
We are near the Pacific. Sandy soil  
absorbs radiation.

She SCOFFS.

MARLOW  
(points)  
Search in that direction. Let me  
know when the Geiger counter reads.

Stella trudges off, wondering why she plays along.

PARKED CAR  
Through the steam, a Couple rounds second base.

Frantic, Marlow BANGS on the driver side window.

Surprised, GUY and GAL NECKERS (20s) uncouple. She wrenches her bullet bra and tight sweater down.

The Guy swipes his arm to clear window condensation.

MARLOW

I'm Dr. Russell with the government. Project Skyloop.

GUY NECKER

It's okay. We're engaged.

GAL NECKER

We are?!

She embraces him.

GAL NECKER

I love you.

MARLOW

You are both in grave danger. Leave the area immediately.

The Guy tracks the PEEWEE and Marlow's crazy eyes. He turns the vehicle over and backs out. But pronto.

She finger-draws a HEART in the window condensation.

Marlow points PEEWEE in a new direction.

MARLOW

(mutter)

Those fiends are very close.

He treads slow and cautious into an area of tall grass.

STELLA

brandishes the Geiger counter. No needle movement or clicks.

STELLA

What a truckload of baloney.

MARLOW

stops in his tracks.

IN THE TALL GRASS

Two pairs of YELLOW EYES glow. Soft moonlight GLINTS on METAL BANDS around the Being's necks.

Marlow's eyes widen. He tries to speak but no words form.

For a beat, utter silence. Then from the grass, LOW GRUNTS.  
Marlow SHRIEKS, hightails like the Devil pitchforks his ass.  
Grass RUSTLES. The Beings run away.

Stella clocks the scream and arrows back to the --

STAFF CAR

She finds Marlow breathless and shit-your-pants frightened.

MARLOW

We must flee! I encountered two  
invaders. They vocalized attack  
language ... to eat my brain.

STELLA

Where? Let me take a look.

He holds her by the shoulders,

MARLOW

You have a fine mind. Do you wish  
to lose it?

STELLA

Brain-eaters from space? Sounds  
like a cheap science fiction movie.

MARLOW

We must leave. Post-haste.

He leaps in the driver seat. Reluctant, Stella follows.

Marlow hustles away.

IN THE CAR, MOVING

MARLOW

Miss Domergue, you must back me.

STELLA

As a scientist, without proof --

MARLOW

-- I am a scientist as well.

STELLA

Where did you get your doctorate?

MARLOW

Caltech. Class of '26.

STELLA  
So, what's next, Doctor?

MARLOW  
Find their saucer and destroy it.  
And them. Are you with me?

She lights a smoke.

STELLA  
I'll get back to you on that.

AERIAL SHOT  
The Staff Car swerves wild en route town.

EXT. OREGON TECH - WOMAN'S DORM - NIGHT

Marlow SCREECHES to a halt.

IN THE STAFF CAR

MARLOW  
Thank you for you assistance.

STELLA  
Okay, Doctor.

MARLOW  
Might you recommend lodging?  
I require rest before the conflict.

STELLA  
Lumber Inn. Three miles north.

He nods thanks.

STELLA  
You might not want -- skip it.

Stella opens the door --

STELLA  
Get a lot of rest. You need it.

-- and steps out.

Marlow accelerates north.

WALTER  
bounds down the steps. His curious gaze follows the car.

WALTER

Where have you been? I've been waiting an hour. What are you doing in a government car?

STELLA

Hello, Stella.

WALTER

Hi, Stellar. Why didn't you call?

STELLA

Didn't have a phone cord long enough to reach from Lovers Lane.

WALTER

What?! You were with someone else --

STELLA

-- Don't have a cow. He's old enough to be my grandpa.

WALTER

Who is he? What were you doing?

STELLA

An astrophysicist from Los Angeles. He asked me to help hunt spacemen. Claims he saw a pair.

WALTER

Did you?

Stella: a firm shake no.

WALTER

He has to be on the show. I got the hookup in Seattle. Talked to the network. They're monitoring the show to maybe pick me up national. America picked me to inform them.  
(hugs her)  
We're on our way, Stellar.

Stella GRRRS low, barely hugs back.

WALTER

Where can I find this doctor?

INT. LUMBER INN - LOBBY - NIGHT

An "hourly rate" joint serving horny college students.

Log cabin motif. Logging tool decorations: saws, axes.

Marlow PLINKS the CALL BELL.

A DROWSY CLERK (20s) shuffles from a back office nap.

DROWSY CLERK

Help ya?

MARLOW

Your finest room.

DROWSY CLERK

They're all the same. How long?

MARLOW

Until the work of vanquishing  
a menace from space that threatens  
the world is complete.

DROWSY CLERK

So is that a few days? Week? Weekly  
rates are cheaper.

MARLOW

A week then.

DROWSY CLERK

That'll be \$22.39. With tax. Need  
an I-D.

MARLOW

I am Dr. Russell with Project  
Skyloop. Bill it to Department of  
Defense Field Account Niner-Alpha.

DROWSY CLERK

Gee, I dunno. The owner ...

MARLOW

My authority and identity can be  
verified by Brigadier General Dupé  
at the Pentagon. This is a matter  
of national security. Top priority.

Drowsy sneaks a hand to the phone, hesitates, then peeks over  
Marlow's shoulder. Government car. Must be on the up-and-up.

DROWSY CLERK

Yes, sir. Thank you for choosing  
Lumber Inn, Dr. Russell.  
(sheepish grin)  
Does get a little noisy sometimes.

Drowsy slides the register to Marlow.

DROWSY CLERK

(peers)

I swear I've seen you before. Your  
picture ever been in the paper?

Marlow looks at him, nods no, then signs the register.

INT. LUMBER INN - ROOM 51 - MORNING

From the adjoining room, an intercourse concerto plays in a  
rhythm of headboard BANGS against the thin wall.

Marlow rustles, sits up. He THUMPS on the wall.

MARLOW

Cease that infernal racket!

As if by magic, it stops. A Woman GIGGLES next door.

Headboard BANGS start anew. Faster.

Marlow presses hands to ears.

MARLOW

(LOUD)

Is there no propriety in Oregon?  
Beings from space have better  
manners.

The Woman next door GIGGLES.

KNOCK KNOCK

MARLOW

What intrusion now?

AT THE DOOR

open a crack. In skivvies, Marlow shields behind it.

Walter: oily smile and gratuitous wave.

WALTER

Good morning, Dr. Russell. I'm  
Walter Crowley.

MARLOW

Yes, yes. The radio host. I sought  
you out yesterday.

WALTER  
Can we have a little chat?  
(looks closer)  
I've seen your face before. I can't  
quite place it.

MARLOW  
A moment to become presentable.

The door SLAMS.

MOMENTS LATER

A tête-à-tête across a wobbly table.

BANG-BANG-BANG fast and loud. MOANS of passion layer in.

Walter and Marlow raise voices a tad to be heard over it.

MARLOW  
(indicates wall)  
That is outrageous.

WALTER  
(chuckle)  
You bet! I wonder who she --

Marlow chucks a stern look in Walter's direction.

WALTER  
I mean ... yes. A disgrace. College  
hooligans, I imagine.

MARLOW  
I assume you are here to extend an  
invitation to appear on your show?

WALTER  
Yeah, Doctor. How about tonight?

MARLOW  
Fine, fine. Do you perchance have  
an honorarium for me?

WALTER  
Honorar ... you mean cabbage?

MARLOW  
This is not Saint Patrick's Day,  
Mr. Crowley.

WALTER  
No. I meant bread. Moolah.

MARLOW

Speak English. Money! A small cash payment. Unfortunately, there was a run on my bank. I cannot access my funds. Therefore, I am a bit short.

Walter's WALLET: six measly singles.

WALTER

I've got a few bucks, but I --

MARLOW

That is sufficient.

Marlow snatches the cash.

MARLOW

Loose change?

Walter's eyes narrow. He digs in pockets, comes up with 39¢.

The coins TINKLE into Marlow's outstretched hand.

WALTER

If money's tight, I might have a solution.

Next door, the Lovers crescendo in a LOUD ORGASM.

They both turn to stare at the wall. Walter smirks.

EXT. VERITY FALLS - MAIN STREET - DAY

A lot more vehicles than usual. Some with out of state plates. Sidewalks clog with foot traffic too.

A BUS with a pasted-on "SPACEMAN SPECIAL" destination SIGN WHEEZES to a stop. Curious Passengers disembark.

A Bungel Brothers Circus JEEP creeps along.

In the Jeep, four CIRCUS FOLK, including a CLOWN in makeup. Their eyes scour the town, on the lookout for ... something.

Excited Kids YELL and wave at the Clown. He ignores them.

Pissed off Drivers behind the Jeep lay on their HORNS.

BACK SCRATCHER MONUMENT

Tourists arrange bodies to create the perfect picture pose.

WALTER AND STELLA

ramble along Main, an autumnal chill betwixt them.

She drags on a Camel.

STELLA  
There's something really strange  
about Doctor Russell.

WALTER  
All scientists are eccentric.

Stella fires genuine stink eye at him.

Walter realizes his foot-in-mouth, backpedals.

WALTER  
Present company accepted.

STELLA  
Don't soft soap me, Walt.

WALTER  
You're my girl. I love you.

STELLA  
Love you, too. I should be on the  
show to provide balance to these  
unsubstantiated rumors.

Walter can't mask his reaction: no frickin' way.

WALTER  
Let me introduce him tonight. Maybe  
you can be on another night.

Not difficult for Stella to follow his drift. She grimaces.

They pass Squat and Gobble Diner. WINDOW SIGN: "Hamburger,  
fries and drink 70¢"

STELLA  
Don't let your eyes get bigger than  
your stomach --

A FLYER  
promotes the Diner's food. It SLAPS into Stella's hand

The Flyer delivery kid, Little Sam. He wears an Antenna  
Headband (two springs with small glitter balls on the end).

LITTLE SAM  
(sing-songy)  
Squat and Gobble/ Squat and Gobble/  
There's no squabble/ Our out of  
this world food hits the spot!

WALTER  
 (raises hand)  
 Beat it, kid, before I --

Stella moves the Cat's Eye glasses to the top of her head.

STELLA  
 Walter! Stop. That's not like you.

WALTER  
 Maybe now it is.

Walter turn on his heels, leaves her in his wake.

STELLA  
 I'm sorry. He's --

LITTLE SAM  
 a jerk?

Out of the mouths of babes. It hits Stella hard.

INT. OREGON TECH - RADIO STATION WOT - STUDIO - NIGHT

On-Air with Marlow and Walter.

Two additional phones.

In the hall, People rubberneck to get a glimpse of the show.

WALTER  
 It's my pleasure to introduce Dr.  
 Marvin Russell, an astrophysicist  
 who's traveled to our neck of the  
 woods to answer questions about the  
 menace from space. Good evening,  
 Doctor.

MARLOW  
 Good evening. Before we begin,  
 I am bound by the limits of an  
 Espionage Act Security Agreement.

WALTER  
 Fair enough. You came face-to-face  
 with these monsters.

MARLOW  
 I did. I corroborated findings with  
 the young man who encountered them.

MONTAGE - RAPT LISTENERS

INT. SQUAT AND GOBBLE DINER

The radio plays for the Customer's enjoyment.

WALTER (VO)  
Fascinating. We're you frightened?

One Customer freezes with hamburger halfway to their mouth.

MARLOW (VO)  
There is no fear in science; only  
phenomena to study. I stood my  
ground even as they signaled an  
attack.

A stunned Waitress holds a coffee pot. Empty cups stay empty.

WALTER (VO)  
Braver than I would be. Where do  
you think they hail from?

INT. LOVER'S LANE - CAR, PARKED

Their faces alight in the cast of the radio's yellow glow, a  
College Couple keeps their clothes on.

MARLOW (VO)  
A planet certainly far from ours.  
Their short height leads me to  
believe the gravity on their world  
is greater than ours.

WALTER (VO)  
Short but deadly. With your vast  
scientific knowledge, why do you  
think they're here?

MARLOW (VO)  
There are a number of reasons.  
Perhaps their planet ran out of  
resources. They see Earth's endless  
bounty as a solution to replenish  
their world.

The Couple tightens their hold on each other.

WALTER (VO)  
Came here to fill up their tanks?

MARLOW (VO)  
A simple analogy, but apt.

## INT. BIG SAM'S HOME - LITTLE SAM'S BEDROOM

Though well past Little Sam's bedtime, he listens to a portable radio under the covers.

WALTER (VO)

You said a number of reasons.

MARLOW (VO)

The mission might be colonization due to their planet's demise.

WALTER (VO)

Move right in with no deposit and no rent. What about their plans for Earth's current ... occupants?

MARLOW (VO)

Most likely slave labor to do their bidding. Or a brutal alternative.

WALTER (VO)

You mean?

MARLOW (VO)

Total extermination. They could simply be conquerors who seek to solidify their supremacy in the Universe.

## INT. MAYOR'S HOME - LIVING ROOM

Fruity cocktails with little umbrellas in hand, MAYOR AGAR (50s) and MRS. MAYOR (50s) lounge on a sofa.

WALTER (VO)

We know too well about conquerors right here on Earth. Ask Europe.

MARLOW (VO)

Sadly. There is another possibility too gruesome to consider.

WALTER (VO)

Parents, send the kiddies to bed. Go on, Doctor. America can take it.

MARLOW (VO)

They could seek to experiment on us. Perhaps we are nothing more than a source of food for them.

Mrs. spits out cocktail, gags. The Mayor SMACKS her back.

INT. OREGON TECH - OBSERVATORY

Stella tokes on a ciggie, sips Schlitz.

WALTER (VO)

Gulp. Like cattle, chickens and  
cold cuts? Frogs to dissect?

She shakes her head.

MARLOW (VO)

The truth. We must learn the truth  
behind these fiendish invaders'  
plans. They mesmerize us to steal  
our brains.

WALTER (VO)

Glad I didn't eat before the show.  
Why brains?

MARLOW (VO)

Human brain might contain nutrients  
the invaders need. Or is a delicacy  
throughout the Universe.

STELLA

Walter, that's the bunk! Listen to  
the malarkey you're spreading.

WALTER (VO)

Food for thought.

(chuckle)

Pun not intended. You've been  
battling these ghouls for years.  
What can we, as loyal Americans, do  
to help defeat them?

Disgusted, Stella CLICKS off the radio.

END MONTAGE

WOT STUDIO

MARLOW

Be alert. Keep an eye on the sky.  
Report strange activity.

WALTER

Is there anything else? Would  
donations to save America help?

Walter gestures "MONEY!" with finger rubs.

Marlow nods.

MARLOW

Certainly. Government funding is limited. Americans must all work together to defeat the invaders.

WALTER

Let's pitch in to help the Doctor battle this scourge from space. Send donations to W-O-T, P-O box 2001, Verity Falls, Oregon. Send what you can: nickel, dime, five bucks.

MARLOW

Thank you.

WALTER

No, thank you, Doctor. Will you join us again tomorrow?

MARLOW

Most assuredly.

WALTER

Let's take your calls.

EXT. LUMBER INN HOTEL - ROOM 51 - MORNING

The PISSY OWNER (50s) POUNDS on Marlow's door.

Marlow shields behind it.

MARLOW (OS)

Yes, who calls this early in the morning?

PISSY OWNER

Motel owner. Open up.

MARLOW (OS)

A moment.

A RUSTLE inside. Marlow throws on clothes.

A Couple with satisfied grins pass Marlow's room.

Marlow opens the door a skosh.

MARLOW

My good man, the accommodations are fine if not a noisy distraction from my critical work. Thank --

PISSY OWNER

-- Put a lid on it. I checked with the Department of Defense. They have no field account niner alpha.

MARLOW

Typical government foul-up. I --

PISSY OWNER

Money talks and bullshit walks. I want payment in cold, hard U-S samolians ... Doctor.

MARLOW

I take that to mean dollars.

PISSY OWNER

You take it right. Pay up in full or make like a tree and leave.

MARLOW

I am expecting a fund transfer from the Department. Would you extend a courtesy until tomorrow?

PISSY OWNER

First thing in the A-M, or ...

He threatens with a thumb hitch and PFFFFTT: to the curb.

Pissy storms back to the office.

PISSY OWNER

(mutter)

I'm gonna fire that idiot clerk.

Marlow shakes a bit, closes the door.

INT. OREGON TECH - WOMAN'S DORM - STELLA'S ROOM - SAME TIME

A real stargazer's space: star charts on the walls; a tall pile of astronomy references.

An accurate Solar System model hangs from the ceiling.

The intercom phone BUZZES.

Stella climbs from bed in two-piece PJs adorned with stars, ringed planets, comets with fiery tails.

STELLA

(phone)

Yes.

DORM LOBBY

SIGN: "Positively NO MEN allowed past the lobby."

A contrite Walter waits for Stella who descends the stairs in slippers and an Oregon Tech logoed bathrobe.

The STUDENT DESK CLERK listens like it's a live Soap Opera.

Walter positions for a kiss.

Stella's not having it. She turns away.

STELLA

What is it, Walt? I have classes.

WALTER

I'm sorry. I -- I flipped my lid.

STELLA

You sure did.

WALTER

Will you forgive me?

The Desk Clerk sets elbows on the desk, then head in hands.

STELLA

It's not just the kid. The show. You're completely off your rocker.

WALTER

It's for both of us, Stellar. The network is sending a remote truck. The show is going national. A few more days of this and New York here I come. The next Edward R Murrow.

STELLA

With Dr. Russell?

WALTER

Of course. He's the expert --

STELLA

-- He's a loon. Don't do this. It's dangerous.

WALTER

You should be behind me a thousand percent.

STELLA

That's why I'm asking you to stop.

WALTER

Maybe we should rethink what we mean to each other.

STELLA

No maybe. I'll return your frat pin, but I'm keeping the sweater.

The Desk Clerk's head falls out of her hands.

EXT. OREGON HIGHWAY 99 - SAME TIME

An AERIAL of cars backed up a mile outside Verity Falls.

The shot overflies Bungel Brothers Circus.

EXT. VERITY FALLS - MAIN STREET - SAME TIME

Pandemonium.

Car horns BLARE. County Sheriffs out of their depth with the vast traffic jam on narrow Main.

Two Drivers duke it out over a parking space.

Wall-to-wall People on sidewalks not built for this traffic.

LOCALS in CIVIL DEFENSE HELMETS direct People and cars.

SQUAT AND GOBBLE DINER

A line of Customers out the door.

Wearing the antenna headband, Little Sam distributes flyers. A rolled up COMIC juts from his Jeans back pocket.

WINDOW SIGN: "Flying Saucer Burger, Martian Fries, Outer Space Ambrosia \$1.50"

In disbelief, Marlow bumps through the madness.

People whisper and point at him.

LITTLE SAM

Hello, Doctor Russell.

MARLOW

Hello, young master. Looks like I will not be able to get breakfast.

LITTLE SAM

(winks)

Follow me.

Little Sam bulldozes through the queued Customers.

LITTLE SAM  
Make way. Make way for Dr. Russell.

Customers part like the Red Sea.

INT. SQUAT AND GOBBLE DINER - CONTINUOUS

Tuck and roll upholstery. Chrome. Cheery vibe.

Elbow-to-elbow with a CLATTER of dishes, shouted orders and Customer jabber.

When Marlow enters, the diner just ... stops. Pin drop quiet.

After a tick or two, the diner reboots to its noisy routine.

A starstruck FEMALE PATRON (40s) with a NEWSPAPER shifts eyes downward and inches toward Marlow.

FEMALE PATRON  
Would you autograph this, Doctor?

HEADLINE: "Scientist: Spacemen Eat Our Brains!"

MARLOW  
Certainly.

He signs.

FEMALE DINER  
Thank you. We're all behind you.

She swoons.

BIG SAM (50s) trots out to Marlow.

BIG SAM  
It's a honor to serve you, Doctor.  
I'm Big Sam.

MARLOW  
Thank you, Big Sam.

A table opens up. Big Sam leads him over.

BIG SAM  
Anything you want. On the house.

MARLOW  
Would you join me in the repast,  
Little Sam?

LITTLE SAM

Okay!

(whisper to Big Sam)

What's repast?

Big Sam tousles his hair.

BIG SAM

(whispers)

A meal.

He and Marlow slide into the booth.

People pass and snap FLASH PICTURES.

Marlow pushes two shiny quarters to Little Sam.

MARLOW

The guide fee and tip. As promised.

Little Sam salutes him. The coins disappear into his Jeans.

He unfurls the comic and drops it on the table.

MARLOW

What is good here?

LITTLE SAM

My uncle told me to always say,  
"Everything!"

Marlow CHUCKLES.

MARLOW

Very well. I would like to meet  
your parents.

A raw spot. Little Sam drops his head.

LITTLE SAM

My mom passed-on when I was born.  
Dad was killed on Hill 180 in  
Korea. Big Sam takes care of me.

MARLOW

I am so sorry for your loss.

LITTLE SAM

S'okay. At least I got to know my  
dad a little. He was great.

MARLOW

I am certain he was. As are you.

LITTLE SAM  
Eh, I reckon.

Marlow notes the pulpy COMIC: *Strange Tales From Beyond*.

MARLOW  
I see you enjoy fine literature.

COVER ART: A drooling double-headed alien restrains a buxom, scantily clad Woman with two of its six tentacles.

LITTLE SAM  
Yeah. It's swell. But you already know about spacemen and stuff.

MARLOW  
(picks up comic)  
This spaceman has advantages over humans. With six hands, it operates many controls at once.

LITTLE SAM  
Like flying a saucer!

Marlow validates with a smile.

MARLOW  
Have you ever heard "Two heads are better than one?"

Little Sam CRACKS UP.

Marlow's broad smile can't mask his soul sadness.

EXT. VERITY FALLS - MAIN STREET - SAME TIME

Two humorless Men in black suits and hats stride among the throng. They look like stereotypical FBI because they are.

AGENTS WILLIAMS and GRANT (30s) sniff around the Staff Car, jot the plate number.

INT. OREGON TECH - WOMAN'S DORM - LOBBY, PHONE BOOTH - DAY

Stella, phone to ear.

OPERATOR (VO)  
Please deposit two dollars and 20 cents for the first three minutes.

She feeds coins that register with a CHIME.

RING, then answer.

STELLA

Hello. Registrar's office, please.

Stella finger-taps the phone, draws on a coffin nail.

INT. VERITY FALLS - CITY HALL - MAYOR'S OFFICE - DAY

Draped Oregon and US Flags, PICTURE of General Eisenhower and a PRESIDENTIAL CAMPAIGN BANNER: "I Like Ike"

Mayor Agar in a meet with Walter.

MAYOR AGAR

My wife can't get enough of the show, and you put us on the map.  
(leans back)  
But down to business. You want a permit for an event in Neary Park?

WALTER

That's right, Mayor. I need power, and a telephone line for a national radio broadcast. Fence, bleachers.

MAYOR AGAR

Very enterprising, but there are many costs involved: Public Works overtime, fire, police, power and telephone linemen --

WALTER

-- How much?

The Mayor's mental calculator adds it up. CHA-CHING!

MAYOR AGAR

Two and a half bills off the top of the gate.

Walter reaches to shake on the deal. The Mayor withholds.

MAYOR AGAR

And I get to welcome everyone to the event live on the radio.

WALTER

Done.

They shake.

MAYOR AGAR

Have to put it to the City Council,  
but they're businessmen. Like me.

A shit-eating grin spreads on Walter's face.

EXT. OREGON TECH - COMMUNICATIONS BUILDING - NIGHT

Hundreds of People swarm the campus.

INT. OREGON TECH - RADIO STATION WOT - STUDIO - NIGHT

The show in progress.

A logjam of People in the hallway outside the studio.

WIFE (VO)

My husband says I don't have a  
brain in my head. Does that make me  
safe from the spacemen?

MARLOW

It is more a matter of nutritional  
value than intellectual content.

WIFE (VO)

(off phone)

I told you, Herbert. Now do --

Walter cuts her off.

WALTER

Thank you, caller. We have time for  
one more call.

He switches a call to on-air.

WALTER

You're on *Wot's Happening*.

STELLA (VO)

My name is ... Faith. Dr. Russell,  
the registrar at Caltech shows --

Walter smells trouble, drops the call.

WALTER

Sorry, caller. Trouble with your  
line. Contact the phone company.

Marlow shrugs, detached. Walter eyes him.

WALTER

Before we end tonight, I have big news. *Wot's Happening* has been picked up by the network. My first national broadcast will be live from a Skywatch Event to take place right here in Verity Falls.

Marlow, surprised. Walter flashes a 'thumbs up'.

MARLOW

Yes, yes. Very exciting.

WALTER

(nods yes throughout)

With hundreds of eyes on the sky, do you think we'll see a saucer, Dr. Russell?

MARLOW

It is possible. To see a saucer means seeing the face our enemy ... these nefarious invaders.

WALTER

I can feel the excitement building already. More details to follow. On behalf of Dr. Russell, and me, Walter Crowley, good evening. The News is next.

Mics off. Walter turns down the audio monitor volume.

MARLOW

Skywatch? There is no guarantee a flying disc will appear.

WALTER

You said it was --  
(air quotes)  
-- possible. I heard no guarantee.

MARLOW

The invaders move with stealth and in secrecy. They would not be prone to exposing themselves in this manner.

WALTER

That's what you tell the rubes when there's no disc. If there is, my face will be on the cover of *Time* magazine for breaking the biggest story in history.

MARLOW

Then I see no harm in it.

WALTER

Next stop New York, Doctor.

MARLOW

I am dedicated only to ending the menace. Something I cannot do in New York.

WALTER

I see. No discs over Broadway. At least we'll make a bundle after the mayor picks our pockets.

(remembers)

Speaking of cash ...

Walter produces a mail sack. He dumps the contents; envelopes that JANGLE with coin donations, and bulge with bills.

WALTER

Fifty-fifty, Doctor. I also hired kids to circulate with collection cans for the "Dr. Russell Spaceman Defense Fund."

(sorts letters)

Help me count this.

MARLOW

It comes at a fortuitous time.

Walter stops to look Marlow square in the eye.

WALTER

You did graduate Caltech, right?

MARLOW

I can assure you I did. You may contact the Dean --

WALTER

Your word is all I need.

(snorts)

Faith my labonza. I know who it was. So sure I'd make book on it.

RIP. Envelopes open, coins CLINK.

EXT. OREGON TECH - COMMUNICATIONS BUILDING - NIGHT

The BUZZ from hundreds who wait to get a looksee.

Money sack in hand, Marlow steps from the building. Fans mob him. They grab, seek autographs, take flash pictures.

INT. LUMBER INN - LOBBY - DAY

Marlow tromps in.

Pissy Manager glares daggers at him.

MARLOW

Payment in full, my good man.

He plops the money sack on the counter. Coins RATTLE.

Pissy shakes the bag. Paid but sour about coins to count.

MONTAGE - HYSTERIA SNOWBALLS

EXT. VERITY FALLS - MAIN STREET - DAY

Traffic at a standstill. Gas Tanker and Food Delivery Trucks caught in the crunch.

Homeowners offer lawn parking for the low price of \$1.50/day.

Wall-to-wall People.

Some wear World War Two helmets from a --

SIDEWALK VENDOR with a card table and scrawled SIGN: "Don't loose your mind!!! Protecshun for only \$4.99"

Anxious People line up to buy them.

KIDS with Spaceman Defense Fund containers coerce donations.

INT. A&P GROCERY STORE - DAY

Carts loaded to the top, Customers panic buy. Not a slice of bread, drop of milk or single egg to be found.

A&P Owner MAYOR AGAR beams at the music of KA-CHINGS from registers where "Spaceman Defense" cans overflow with cash.

INT. BANK - DAY

Mini run. Depositors queue to withdraw a lifetime of savings.

EXT. GAS STATION - DAY

HANDMADE SIGN: "no more gas, open for repairs"

EXT. CITY HALL - DAY

Locals in CIVIL DEFENSE HELMETS direct Families to a basement BOMB SHELTER.

INT. HOME - LIVING ROOM - NIGHT

A FAMILY OF FOUR huddles around a console radio.

WALTER (VO)  
Good evening, I'm Walter Crowley.  
This is *Wot's Happening*.

The Father twists the back door DEADBOLT.

END MONTAGE

EXT. CIRCUS GROUNDS - DAY

Business booms at Bungel Brothers Circus. Thrill-seekers wander the grounds, spend their dough.

Tumbledown Kiddie Rides CREAK and GROAN.

SIGN: "parking 25¢ per hour" ADDED SIGN: "lot full"

INT. VERITY FALLS - CITY HALL - COUNCIL CHAMBER - DAY

The Mayor presides over an emergency meeting with THREE COUNCILMEN in attendance.

Stella the sole presence in a gallery seat.

MAYOR AGAR  
Before we vote on the measure to permit the Skywatch Event, would anyone like to be heard?

STELLA  
Mayor, Councilmen, I would.

She head flicks to move her glasses down, adjusts.

MAYOR AGAR  
State your name and address for the record.

STELLA

Stella Domergue. I'm a student at Oregon Tech working on my P-H-D in astronomy.

She moves to the aisle.

STELLA

I've confirmed Doctor Russell did not attend Caltech as stated. He and the host, Walter Crowley, have created a sham invasion --

The Mayor BANGS a gavel.

MAYOR AGAR

I'm going to stop you right there, Miss ... Domergue, is it? Mr. Crowley assured us the doctor's credentials are valid. This is good for the town.

Two Councilmen smile and agree.

STELLA

You mean profitable.

GAVEL BANG

MAYOR AGAR

Gentlemen, a show of hands in favor of granting the permit.

Three hands shoot up. One Councilman hesitates.

The other Councilmen and Mayor glare: Put your damn hand up.

He gives in, raises his hand.

MAYOR AGAR

The measure passes unanimously. A permit for the Skywatch Event is approved.

Stella SIGHS.

MAYOR AGAR

Thank you, Miss Domergue. Good luck with your studies.

She lights a smoke and points it at the Council.

STELLA

Make sure the public is safe.

And from the Chamber she storms.

INT. LUMBER INN - LOBBY - DAY

Pissy Manager at Check In.

Williams and Grant edge toward the desk, flash their badges.

AGENT WILLIAMS  
Agents Williams and Grant.

Pissy puts up hands in mock surrender.

PISSY OWNER  
Ya got me. I didn't claim all the  
hotel's income on my tax return.

AGENT WILLIAMS  
We'll let the I-R-S know.

AGENT GRANT  
We're looking for a man calls  
himself Dr. Marvin Russell.

PISSY OWNER  
That blowhard? He's a Commie spy,  
isn't he? Looks like a Red. I hate  
Russkies, and those hats with ear  
flaps.

AGENT WILLIAMS  
Where can we can find him?

PISSY OWNER  
Looking for top secrets in Bess  
Truman's unmentionables drawer. How  
do I know? I got a business to run.

AGENT GRANT  
Thank you for your ... assistance.

PISSY OWNER  
Happy to help. I'm a red, white and  
blue American.

AGENT GRANT  
Who cheats on his taxes.

PISSY OWNER  
Nothing more American than that.

The Agents glance each other, then depart.

A College Couple passes them. They paw at each other.

INT. OREGON TECH - MEN'S DORM - FRAT BOY'S ROOM - DAY

Door closed and locked.

Walter meets with a FRAT BOY (20s) in lettermen sweater.

They pore over crude sketches.

WALTER

Sure you can do this?

Frat Boy smiles, certain.

Walter slaps a \$100 bill on the table.

WALTER

This covers everything?

FRAT BOY

A C-Note? We're cooking with gas!

WALTER

Don't forget to wear a watch.

(reaches to shake)

This stays between us.

They seal their pact with a handshake.

EXT. VERITY FALLS - NIGHT

The Residents in (fitful) slumber.

A light streaks across the sky.

INT. VERITY FALLS - HOME - BEDROOM - SAME TIME

FRED and FERN (40s) toss and turn.

OUTSIDE: a garbage can lid CLANGS. A CAN tips over.

Fred awakens, shakes his Wife. She wears a sleep mask.

FRED

Fern. Fern!

FERN

Wha? I need my beauty sleep.

FRED  
There's something in the garbage.

Fern rises, lifts the sleep mask to show terror in her eyes.

FERN  
Spacemen! They're eating garbage  
and working their way up to us.

She lays hands atop her head.

FERN  
Do something!

Fred finds a revolver in the bedside table, checks whether it's loaded. Yep. Six shiny bullets.

FRED  
Those invaders came to the wrong  
house. I'll show 'em! Just like  
I showed 'em on D-Day.

Fern buries under the covers.

In pajamas, Fred slinks downstairs and out to --

THE DRIVEWAY

Sorely in need of maintenance, Streetlights are out.

His car, parked.

Fred bent over in a half-assed combat posture. Pointed dead ahead, the revolver shakes in his hand.

Dark, but Fred spots strewn garbage.

A CLINK-CLINK down the driveway.

About to fire at it, he recognizes an empty CAN of A&P PEAS.

Fred continues the patrol and tracks MOVEMENT.

FRED  
You're not eating our brains!

Fred fires wild.

His car's windshield CRACKS, a tire catches a bullet and HISSES air. TWANG of ricochets. A neighbor's window SHATTERS.

Emptied, the revolver CLICK-CLICKS.

Hold on. There! Fast movement.

FRED  
And don't come back!

Lights turn on in nearby homes.

NEIGHBOR'S HOME  
Two scared shitless RACCOONS scuttle past a THREE WISE MONKEY  
LAWN ORNAMENT (See No, Speak No, Hear No Evil).

They fade into light woods.

An awakened NEIGHBOR IN PAJAMAS positions on their porch with  
a high-power hunting RIFLE.

Fred waves.

FRED  
(yells)  
I got 'em. I got a spaceman!

FERN (OS)  
Good! You sent them to the Devil.

The PJ Neighbor pumps the rifle over his head with one hand  
to celebrate Fred's victory.

PJ NEIGHBOR  
That's showin' 'em, Fred!

Whoops. Accidental DISCHARGE.

The bullet finds the MONKEY LAWN ORNAMENT. It EXPLODES.

EXT. OREGON TECH - COMMUNICATIONS BUILDING - NIGHT

A lot crazier. A congregation of hundreds.

SIGNS AND BANNERS: "Save Our Brains" "Go Get 'Em Doc" Etc.

PA speakers set up for the Crowd to hear the show.

Walter pushes through a CLAMOR of Fans who call his name.  
He signs autographs, poses for pix. Women flirt with him.

Through sheer willpower, Stella catches up.

STELLA  
Walt! Walt! WALTER!

He catches her in his periphery.

WALTER  
Miss Self-Righteous. Phone lines  
busy?

STELLA  
Would you please listen?

WALTER  
You had your chance to ride the  
gravy train, Stellar.

STELLA  
S-T-E-double L-A. Stella!

Walter sneaks her an Event ticket.

WALTER  
On me. Enjoy the show.

He smirks and moves on. To his destiny.

Stella considers the ticket. Wouldn't miss it for the world.

EXT. VERITY FALLS - MAIN STREET - MONUMENT - DAY

A parked PICKUP heavy with sand bags blocks traffic.

VETERANS in ill-fitting WWII uniforms assemble. An ELDERLY VET  
wears a moth-eaten WWI Doughboy uniform.

Carbines slung from their shoulders, they straighten well-  
deserved medals and smooth uniforms to pass muster.

A WWII Sergeant orders them into a formation for inspection.  
He calls out minor uniform infractions.

They fall out to stack sand bags around the Monument's base.

A County Sheriff confronts them. A State Trooper joins him.

The Elderly Vet points to the sky, then the sandbags. It  
becomes an animated argument the Cops win.

The Vets return the sandbags to the pickup truck bed.

EXT. VERITY FALLS - NEARY PARK - DAY

HANDHELD POV - WALKING TOWARD THE EDGE OF THE PARK

Something parts tall grass to take in a frenzy of activity.

Bleachers and fence go up, poles with high-power lights and PA speakers rise into the sky.

The POV continues for a beat.

NETWORK RADIO REMOTE UNIT

A TELCO LINEMAN (40s) screws a phone line to a jack on the Unit's exterior. He closes and locks a weatherproof box.

IN THE UNIT

Vacuum tube heaven of radio gear.

Walter familiarizes himself with the setup.

The Telco Lineman KNOCKS.

TELCO LINEMAN

Phone line's in and tested. You're loaded for bear, Mr. Crowley.

Before the Lineman steps away,

TELCO LINEMAN

Give 'em hell. We'll be listening.

Walter waves without a look.

THE MAYOR

oversees progress, smiles at visions of cash floating his way.

A POWER LINEMAN (30s) interrupts his reverie.

POWER LINEMAN

Mr. Mayor, we've tapped into the main power line. Won't be able to pull too much juice though.

MAYOR AGAR

But enough to power the lights, public address and a few vendors?

POWER LINEMAN

Sure, but that's about it.

A FENCE

that encircles the park nears completion. The gap, barely six feet wide -- the only way in or out.

Workmen heft a pre-fab TICKET BOOTH, position it at the gate.

WALTER (VO)

(on public address)

Testing, one, two.

His voice echoes.

BACK TO HANDHELD POV - STATIONARY AT THE PARK'S EDGE

Workmen complete finishing touches.

WALTER (VO)  
(on public address)  
Hello, America. This is Walter  
Crowley.

The POV turns away, ambles through the tall grass.

EXT. NEARY PARK - EVENT SITE - SUNRISE

This is it. Skywatch!

Gate locked.

BIG SIGN: "Mayor Agar Welcomes You"

People line up for tickets and primo seats.

County Sheriffs and State Troopers maintain order.

VENDOR CANVAS TENTS

Big and Little Sam load food and equipment, including  
PORTABLE HEATERS, into a tent directly below a --

UTILITY POLE

A line snakes from a POWER TRANSFORMER to provide juice.

Cotton candy and souvenir Vendors set up shop.

Workmen attach banner ads to the fence.

AERIAL

The shot overflies the manic hustle and bustle.

INT. OREGON TECH - WOMAN'S DORM - LOBBY PAYPHONE - DAY

On a call, Stella. Anguished.

GOVERNOR'S AIDE (VO)  
I'm sorry. The Governor is not  
available at this time.

STELLA  
Please see to it that he gets my  
message. The Event in Verity Falls  
must not go on.

GOVERNOR'S AIDE (VO)  
I certainly will. Thank you for  
calling.

CLICK

Stella hangs up certain the Governor won't receive her  
warning. She scowls: Time to put Plan B in motion.

EXT. NEARY PARK - EVENT SITE - LATE AFTERNOON

The gate opens.

Like cattle lead to slaughter, the Audience floods through  
the far too narrow passage. Bleachers fill.

Some Attendees wear ARMY HELMETS. A few tie STAINLESS STEEL  
MIXING BOWLS to their heads.

AT THE GATE

Kids collect for the Spaceman Defense Fund with a side hustle  
hawking Souvenir Programs for 50¢.

A POLICE CAR SIREN separates the amped-up Crowd.

County Sheriffs ferry Walter and Marlow to the gate.

A HUGE ROAR.

People crowd around. Troopers and Sheriffs push them back.

The stars exit to SHOUTS of their names.

Marlow nods reserved acknowledgment. Walter waves big.

WALTER  
Hello, everybody.

In line, Stella drinks in the three-ring circus.

WALTER  
See you all on the air.

SERIES - THE EVENT SPINS UP

- VENDORS switch on electric griddles, popcorn and cotton  
candy machines, deep fryers, steam table.
- FIREMEN at a Park hydrant with a coil of hose at the ready.
- AMBULANCE ATTENDANTS smoke and lean against an AMBULANCE.
- A CONTINGENT of Troopers and County Sheriffs circulate.

Over the DIN, a steady BUZZ from the POWER TRANSFORMER that perches on the utility pole.

REMOTE UNIT

Outside, a TABLE with mics that plug into a small console. A cable runs into the Unit to feed the network.

The Mayor cuts off Walter, takes his arm to walk him aside.

Discreet, Walter secrets a bulging envelope to the Mayor. He stuffs it in his jacket pocket, slaps Walter's back.

WALTER

Keep your remarks brief, Mayor.

MAYOR AGAR

The less you say the better. Don't confuse the public with details.

WALTER

Good advice.

MAYOR AGAR

It got me elected.

MARLOW

wanders the park.

Well-wishers intercept him for autographs and to take his picture. He continues to the --

SQUAT AND GOBBLE TENT

SIGN: "Flying Saucer Burger \$1.25 Martian Fries 75¢ Space Dog \$1, Mustard 5¢ Space Ambrosia 35¢"

On the counter, a Spacemen Defense Fund can.

Little Sam takes orders from a long line of Customers. Big Sam slaves over an electric griddle.

MARLOW

Hello, young master.

LITTLE SAM

Hi, Dr. Russell. Wanna Space Dog?

MARLOW

No thank you. I do hope you get some time to enjoy the Event.

LITTLE SAM

I wanna see a flying saucer.

MARLOW  
Very well, young master. As do I.

Marlow turns to leave --

LITTLE SAM  
Dr. Russell?

-- he swivels back.

LITTLE SAM  
Thank you for being nice to me  
about my mom and dad.

Marlow's words catch in his throat.

MARLOW  
Of course, young master.

LITTLE SAM  
And for making sure spacemen don't  
get my brain. You're keen, doctor.

Marlow bows his head.

STELLA  
circles to the rear of the Remote Unit with Plan B.

She follows the phone line that strings from a utility pole  
to the Remote Unit's weatherproof box.

About to make her move, a TROOPER (30s) on rounds takes a  
pass behind the Unit.

Stella spots him before he spots her. She ducks away.

WALTER  
circulates to bask in adoration.

MARLOW  
takes his seat at the broadcast table.

AGENTS WILLIAMS AND GRANT  
at the table. They flash badges.

AGENT WILLIAMS  
Marlow Tobey?

MARLOW  
Are you addressing me, sir?

AGENT GRANT  
You and --  
(points at Walter)  
(MORE)

AGENT GRANT (CONT'D)  
-- big mouth got a nice little  
grift going on.

MARLOW  
I am certain I do not know to what  
you are referring.

WALTER  
arrives at the table.

WALTER  
Don't bother him. We're about to go  
on the air. Nationwide.

AGENT WILLIAMS  
Agents Williams and Grant. F-B-I.

AGENT GRANT  
Don't disappear after the show. We  
have questions for you and Marlow.

WALTER  
Who?

MARLOW  
They seem to have me confused with  
some other person.

AGENT WILLIAMS  
Sure ... Doctor.

AGENT GRANT  
We've been listening to your lil'  
rodeo. Under the Smith Act, what  
you're selling might present a  
clear and present danger to life  
and property.

WALTER  
I know my rights. Freedom of the  
Press, and the First Amendment  
protects free speech.

AGENT WILLIAMS  
Nothing's free anymore. A Senator  
in D-C might hand you an expensive  
tab. Hope you can pay it.

AGENT GRANT  
Try yelling "Fire!" in a theater.

MARLOW  
What we are putting forward is --

AGENT WILLIAMS

-- Button your gabber ... Doctor.

AGENT GRANT

Run your dog-and-pony show.

AGENT WILLIAMS

Make sure you're here after, or  
you're gonna wish --  
(whistles a saucer sound)  
-- little green men took you away.

AGENT GRANT

Break a leg. Literally.

The Agents join up with the County Sheriff Commander and confer. Williams points out Marlow and Walter.

STELLA

seats next to a YOUNG FAMILY: Father, Mother (20s) and GIRL TWINS (six months).

STELLA

(re: twins)  
They're adorable.

YOUNG FATHER

A handful.

YOUNG MOTHER

Two handfuls! You have kids?

STELLA

Some day. Why are you here?

YOUNG FATHER

It's educational.

STELLA

It could very well be.

Stella cutesy-waves to the Toddlers. They COO.

SUNSET

Pretty pinks and oranges paint a scatter of low clouds.

FLOODLIGHTS pop on to OOHS and AHHS from the live Audience.

The POWER TRANSFORMER BUZZES louder. The Floodlights dim for a beat, then recover to full bright.

POV - EDGE OF THE PARK

Something watches the Event.

BACK TO

THE BROADCAST TABLE

Walter hikes a thumb toward the Agents.

WALTER

Don't worry about those squares.

MARLOW

Should we --

WALTER

Forget it. We're on.

Walter flips a switch. The Network feed BOOMS through the public address speakers.

NETWORK ANNOUNCER (VO)

(on PA)

We now take you live to Verity Falls, Oregon for *Wot's Happening* with Walter Crowley. Take it away.

APPLAUSE from the Crowd.

On the PA, Walter's voice BLASTS throughout the Park.

WALTER

Good evening, America. This is Skywatch. I'm Walter Crowley with noted astrophysicist Dr. Marvin Russell.

MARLOW

Good evening.

WALTER

Verity Falls' own Mayor Agar would like to say a few words.

BOOS from Locals in the Crowd.

He passes the mic, holds fingers together: brief.

The Mayor winks.

MAYOR AGAR

Hello, I'd like to welcome you all to this unprecedented event. We're all grateful to Walter and Doctor Russell for uncovering this threat from space. How about a big round of applause for their brave efforts to defeat the spacemen?

BIG APPLAUSE

MAYOR AGAR  
Back to you, Walter.

He hands back the mic.

WALTER  
Thank you, Mayor. Thank you also  
for generously providing the venue  
free as a public service.

Walter takes a beat to search Marlow's face.

WALTER  
On a lighter note, many people have  
asked me why the Doctor's face  
looks familiar. How about a name-  
that-face contest? Winner gets ten  
dollars. Doctor?

LAUGHS

MARLOW  
I merely have one of those visages.

MALE ATTENDEE (OS)  
(shout)  
My uncle Bob!

WALTER  
(chuckle)  
Maybe.

MORE LAUGHS

WALTER  
I don't think we could have asked  
for a better night. Keep your eyes  
peeled for a saucer.

MARLOW  
The visitors detest being exposed.

WALTER  
I say they deserve the royal shaft.  
Explain to us what we face.

MARLOW  
The spacemen have been increasing  
their presence exponentially since  
1947. An era marked by dominance in  
terms of their power. They are here  
to do us harm.

STELLA  
leaves her seat.

The Father moves a Toddler's arm to wave bye-bye.

WALTER (VO)  
They use atomic power?

MARLOW (VO)  
Most assuredly. Their machines are  
beyond our current capabilities.

REAR OF THE REMOTE UNIT  
Stella balks when she sees the Trooper on post.

Stella steels and runs up.

STELLA  
Trooper! Trooper! Two guys are  
beating the tar out of each other  
at the vendor tents. Hurry!

The Trooper bullets off.

WALTER (VO)  
They've harnessed atomic power?

MARLOW (VO)  
Perhaps to power their cities. In  
the very far future, we might take  
our first steps toward generating  
power with atomic fission.

Stella finds an unexpected lock on the Unit's weatherproof  
box. She EXHALES, swipes at it.

WALTER (VO)  
More than blowing us all to kingdom  
come. What's the key?

Stella rifles through her POCKETBOOK, frowns when she finds  
the TELESCOPE EYEPIECE.

STELLA  
Darn it. Forgot.

She shakes her head, returns the EYEPIECE to the Pocketbook.

MARLOW (VO)  
Perhaps we are not as special as  
our hubris leads us to believe.

That's it! Stella finds a nail file.

WALTER (VO)  
 But do they have pistachio ice  
 cream? Pizza? Marilyn Monroe?

Offscreen, LAUGHS

Tongue out in effort, Stella twists and turns the nail file.

CLICK. The lock defeated. Stella lifts the door.

WALTER  
 scans the sky.

WALTER  
 THERE! A saucer. We're witnessing  
 history in the making.

The Crowd GASPS in unison. All eyes swing upward.

A FLYING SAUCER  
 meanders across the star-filled sky. Green and purple lights  
 flash. A very faint WHINE emanates from it.

A few Attendees run. Some SHRIEK in horror.

WALTER  
 Remain calm. Keep your seats.

STELLA  
 looks skyward. She blinks: what the heck!

WALTER (VO)  
 Are we under attack, Doctor?

MARLOW (VO)  
 I do not believe so.

WALTER  
 What then?

MARLOW  
 Intimidation. A show of force from  
 a scout saucer based on a parent  
 saucer far out in space.

The Trooper returns. He never takes his eyes off the sky.

WALTER (VO)  
 The saucer is moving slowly. West  
 to east. What altitude would you  
 estimate, Doctor? What size is it?

TROOPER  
 What is that?

Stella shakes her head.

STELLA

It's traveling too slow. Like it's drifting. Losing altitude, too.

She strains to listen.

STELLA

Hear that? A muffled whine.

The Trooper shakes no.

MARLOW (VO)

Impossible to speculate without a reference of some kind.

Before the Trooper can stop her, Stella yanks the phone line from the jack.

AT THE EXACT SAME MOMENT

SQUAT AND GOBBLE TENT

Big Sam notes Customers shivering in the autumn chill.

He plugs in two PORTABLE HEATERS.

The TRANSFORMER at the top of the pole BZZZZZTS and EXPLODES in SPARKS that shower the Squat and Gobble tent.

The floodlights dim, then go out.

WALTER

taps his mic.

WALTER

Hey! We're off the air.

THE SQUAT AND GOBBLE TENT

ignites and develops into a fast-moving fire.

A FREAKED ATTENDEE rises and points.

FREAKED ATTENDEE

Fire ray! The spaceman are shooting a fire ray at us.

PANIC dominoes.

People in a dead run for the exit. For their lives.

EXT. VERITY FALLS - POWER SUBSTATION - SAME TIME

The main transformer overloads. A loud POP and blue FLASH.  
It ruptures. Oil IGNITES. A plume of black oil smoke rises.  
The Town of Verity Falls plunges into the Dark Ages.

EXT. VERITY FALLS - NEARY PARK - SAME TIME

The SHRIEK of the town's Civil Defense AIR RAID SIREN.

INSANE SHOUTING: "We're under attack." "Fire ray!" "They  
won't get my brain." "Call the Army!" "The town is dark."

People stampede to funnel through the exit gate.

BACK TO POV - EDGE OF THE PARK

The POV sprints through tall grass. Away from the mayhem.

BACK TO

MARLOW

He catches sight of the fire.

FIREMEN

roll out the hose.

They turn the fire hydrant valve nut. Just a trickle.

SQUAT AND GOBBLE TENT

fully involved.

A brave Fireman leaps through flames into the tent. Seconds  
later he carries out Big Sam.

Big Sam COUGHS from smoke inhalation.

Marlow at the tent.

BIG SAM

Li -- Li -- Little Sam.

MARLOW

Where is he?

Big Sam: a shaky point to a table at the rear of the tent.

The fire flares.

## BROADCAST TABLE

The FBI Agents supervise Walter's arrest. The County Sheriff Commander handcuffs him.

AGENT WILLIAMS

Where's Tobey?

WALTER

I never heard of a "Tobey."

AGENT WILLIAMS

The Doctor is Marlow Tobey, an actor from Hollywood.

AGENT GRANT

Disappeared a week ago.

WALTER

I thought he looked familiar.

Walter takes stock of what he wrought. Onrush of Frightened People. Tents burn. Fire spreads.

He drops his head.

## THE FENCE

People climb to escape. Their combined weight steamrolls the fence flat. The Crowd streams over it.

## STELLA

watches Walter get busted, then sees Marlow at the --

## SQUAT AND GOBBLE TENT

Marlow tries to rush in. Firemen hold him back.

With all his might, he struggles, punches until they let go.

## IN THE TENT

Flames and billows of acrid smoke.

Marlow stays low, COUGHS.

MARLOW

Little Sam? Little Sam?

LITTLE SAM

(weak, coughs)

Here. I'm here. Help.

Little Sam cowers under a table. Flames lick at him.

## STELLA

at the tent.

INSIDE  
Marlow finds Little Sam.

LITTLE SAM  
Dr. Russell ...?

MARLOW  
Let us go, young master.

The arm of Marlow's jacket bursts into flames.

He lifts Little Sam and carries him --

OUTSIDE THE TENT  
Marlow's jacket blazes. Flames expand. Toward his face

He lays Little Sam on the ground.

Stella beats out the flames on Marlow's jacket with her  
POCKETBOOK. It splits open. The contents spill out.

Ambulance Attendants treat Little Sam for smoke inhalation.  
They hoist him to a stretcher. Big Sam holds his hand.

Success: Stella put out the jacket fire. It smokes a little.

STELLA  
(to Marlow)  
Are you all right?

MARLOW  
No worse for wear.

STELLA  
That was very brave of you.

MARLOW  
As were you. My sincere thanks.

STELLA  
Walter was arrested. You're  
probably next on the hit parade.

MARLOW  
Fools! I tried to warn them. We are  
all doomed.

STELLA  
Who are you? Really?

He tilts his head at the strange question.

MARLOW  
Dr. Marvin Russell, Project  
Skyloop.

STELLA  
Okay, Doctor.

Firemen slap brave Marlow on the back.

Big Sam shakes his hand.

BIG SAM  
Doctor, can't thank you enough for  
saving Little Sam.

Marlow kneels next to Little Sam.

MARLOW  
How are you, young master?

LITTLE SAM  
Okay, I guess. Thank you.

MARLOW  
My pleasure.

LITTLE SAM  
Did we get the spacemen?

MARLOW  
We will. My work has just begun.

The Attendants lift the stretcher.

MARLOW  
(to Little Sam)  
Keep your eyes on the stars and one  
day you might reach them.

STELLA  
notes Walter being led off.

The FBI Agents survey the Park: where the hell is Marlow?

STELLA  
You should leave.

MARLOW  
Quite.

STELLA  
I'll distract 'em to give you time.

She collects her POCKETBOOK and things.

STELLA

Good luck, Doctor. Maybe our paths  
will cross again.

Stella pecks his cheek, dashes off.

The TELESCOPE EYEPIECE lies in the grass.

MARLOW

Miss Domergue, your ...

He pockets it, then blends in with the SHRIEKING Crowd.

THE YOUNG FATHER

carries the Toddler Twins. His Wife right on his tail.

Desperate, he looks for a safe way out.

How about the Mobile Radio Unit? The Wife nods: GO!

He packs the family in, bounds into the drivers seat.

The Young Father gives 'er the gas. The Mics and console drag  
behind. He CRASHES through the fence, melds with the night.

MAYOR AGAR

in a County Sheriff's vehicle. He works the radio mic,

MAYOR AGAR

Put me through to the Governor.

INT. SALEM, OREGON - GOVERNOR'S HOME - BEDROOM - SAME TIME

GOVERNOR LACOMBE (40s) sound asleep next to his wife.

A bedside phone RINGS. The Governor flips on a lamp.

He glances an alarm clock, answers the phone.

MAYOR AGAR (VO)

Governor Lacombe, Mayor Agar in  
Verity Falls.

GOVERNOR LACOMBE

What is it? It's past midnight. We  
better be under attack.

INTERCUT - SHERIFF'S CAR AND GOVERNOR'S HOME

MAYOR AGAR

We are under attack! By spacemen.  
They used a fire ray to destroy the  
power station. We're in the dark.

GOVERNOR LACOMBE (VO)  
You been hitting the giggle water?

MAYOR AGAR  
We have hundreds of witnesses to a  
flying saucer over the town.

GOVERNOR LACOMBE  
That's ridic --

A KNOCK rouses First Lady of Oregon, MUFFIE LACOMBE (30s).

MRS. LACOMBE  
Can't we get a decent night's sleep  
around here?

GOVERNOR LACOMBE  
Hold on, Mayor.

He mutes the call with phone to chest.

GOVERNOR LACOMBE  
Cover up, Muffie.  
(to door)  
Yes, yes. Come in.

The CHIEF OF STAFF (40s) at the door.

CHIEF OF STAFF  
Sorry to disturb you, Governor. The  
State Police Commandant is here. He  
reports his men saw a flying disc  
over Verity Falls, and the town is  
under attack by spacemen.

MRS. LACOMBE  
What?!

GOVERNOR LACOMBE  
Steady, Muffie.  
(to Chief)  
Tell him I'll be down shortly.

The Chief leaves on task.

GOVERNOR LACOMBE  
(phone)  
Mayor, I'm deploying the National  
Guard. The Commander will be in  
touch directly.

MAYOR AGAR (VO)  
Thank you, Governor. Even though  
we're in --

The Governor hangs up.

GOVERNOR LACOMBE  
Republicans!

MRS. LACOMBE  
You'll be on the front page of  
every newspaper in the world.  
A shoo-in to be elected in '56.  
(dreamy)  
First Lady Muffie Lacombe.

GOVERNOR LACOMBE  
I like the sound of that.

The Governor references an Address Book, places a call.

GOVERNOR LACOMBE  
First things last.

After a few RINGS.

GOVERNOR LACOMBE  
Colonel, this is the Governor.  
I order you to deploy a Company of  
men to Verity Falls. We're under  
attack by spacemen in flying discs.  
(listens)  
I never kid, Colonel. Send the  
whole shootin' match: artillery,  
tanks. Contact the Mayor for  
details. Good hunting. Keep me  
apprised.

He hangs up, dials another number.

EXT. WASHINGTON, D.C. - THE WHITE HOUSE - SAME TIME

Offscreen: a phone RINGS.

A Residence light snaps on.

TITLE: "The Oregon National Guard on the move!"

SERIES - BLACK AND WHITE MILITARY STOCK FOOTAGE

- WWII vintage 2½ ton trucks pull field artillery pieces.
- American Sherman Tanks roll down a street in WWII France.
- U.S. Marines slog through knee deep mud in WWII Okinawa.

• Anti-aircraft tracer rounds flash across the night sky.

BACK TO COLOR

INT./EXT. OREGON HIGHWAY 99 - GUARD JEEP, MOVING - NIGHT

COLONEL CARLSON (40s) rides with an ARTILLERY SPOTTER (20s) and a Sergeant Driver.

ROAD SIGN: "Verity Falls 1"

The Jeep passes Bungel Brothers Circus in the process of breaking down for travel to the next lucky town.

EXT. LUMBER INN - SAME TIME

Out of breath, Marlow hoofs it along the road.

A Sheriff and the FBI Agents lean against the Staff Car.

Not far behind Marlow, a Trooper Patrol Car creeps along. The vehicle's mounted spotlight sweeps both sides of the highway.

Marlow turns on a dime, steals into the WOODS.

EXT. VERITY FALLS - TOWN LINE - SAME TIME

In a dither, the Mayor waits.

Finally! The Jeep skids to a stop.

MAYOR AGAR

Thank God you're here, Colonel Carlson.

COLONEL CARLSON

What's the situation, Mayor.

MAYOR AGAR

The town is crawling with spacemen. Where are your men?

COLONEL CARLSON

Deployed and ready to search the area. I have artillery positioned on a hill outside town.

(to Spotter)

Private, locate a target and call it in.

SPOTTER

Yes, sir.

COLONEL CARLSON

Better stay back and let us do our  
job, Mayor.

The Mayor slinks behind the Jeep.

POV - BINOCULARS

In the dark, what looks to be a tall spaceship looms in the  
center of Verity Falls.

SPOTTER

Located a target, sir. Looks like a  
spaceship ready to take off.

COLONEL CARLSON

Fire for effect. No delay.

SPOTTER

Yes, sir.

The Spotter references a map, calls it in on a walkie-talkie.

SPOTTER

Battery A, target grid two zero one  
alpha-tango. Fire for effect.

BATTERY A (VO)

(on radio)

Two zero one alpha-tango. Roger.

A distant BOOM.

The WHISTLE of an artillery shell passes overhead.

DIRECT HIT -- on City Hall.

Smoke issues from a gigunda hole in the wall.

SPOTTER

Battery A, left 100, drop 50. Fire  
when ready.

BATTERY A (VO)

(on radio)

Copy, fire when ready.

BOOM → WHISTLE

IMPACT! The Post Office.

Hundreds of burning LETTERS drift to Earth like snowflakes.

SPOTTER  
Battery A, left 50, drop 20. Fire.

BOOM → WHISTLE

The base of the BACK SCRATCHER MONUMENT catches the shell.

Timmmberrrrr. The BACK SCRATCHER crashes down on the A&P grocery store roof with PALM UP. A fire flares inside.

SPOTTER  
Target destroyed, sir.

COLONEL CARLSON  
Good shooting, Private.  
(snaps finger)  
Radio.

COLONEL CARLSON  
(on radio)  
This is Colonel Carlson. Deploy the troops to reconnoiter the area and mop up what's left. Anything that's not human, shoot first and let God sort 'em out.

The Mayor peeks out from behind the Jeep.

EXT. BUNGEL BROTHERS CIRCUS - SAME TIME

POV - TALL GRASS AT THE EDGE OF THE GROUNDS

Roustabouts pack last loads into trucks.

A despondent-looking ANIMAL TRAINER (40s) secures cages.

REVERSE

Two five foot tall ADULT CHIMPANZEES with YELLOW EYES and METAL COLLARS emerge from the tall grass.

ANIMAL TRAINER  
Checkers! Heidi!

The Chimps waddle to the Trainer and leap into his arms.

ANIMAL TRAINER  
Where have you two been? I was worried sick.

The Trainer fixes leashes to their collars, leads them away.

EXT. WOODS - SAME TIME

Deep, deep in.

Clothes ripped, cuts on his face and hands, Marlow labors through dense brush and brambles.

EXT. NEARY PARK - SAME TIME

Stella takes stock of the wreckage, lights a ciggie.

Fence torn down. Bleachers and tents reduced to ash.

Piles of debris and garbage litter the once pristine Park.

The Power Pole smolders.

CRRRRRACCKKKKK. It splits, lands with a WOODEN THUD.

EXT. VERITY FALLS - TOWN LINE - SAME TIME

Colonel Carlson swaggers to the rear of the Jeep where the Mayor crouches.

COLONEL CARLSON

You can come out now, Mayor.

MAYOR AGAR

It's safe? You got the bastards?

COLONEL CARLSON

Destroyed their spacecraft. My men will neutralize any spacemen.

The Colonel offers binoculars to the Mayor.

COLONEL CARLSON

Take a gander.

POV - BINOCULARS

Not much see in the dark and through swirls of black smoke.

MAYOR AGAR

Good job, Colonel.

COLONEL CARLSON

That's what they pay me for.

MAYOR AGAR

Can we go in?

COLONEL CARLSON  
Best wait for first light.

EXT. WOODS - SAME TIME

Marlow plods on.

THEN

What the sweet holy hell!

A pulsing INCANDESCENCE and LOW WHINE ahead.

Marlow's face blooms in PURE WHITE LIGHT.

Drawn like moth to flame, he takes cautious steps to a --

CLEARING

The WHINE, really LOUD.

ON MARLOW

He lays hands over ears.

The ELECTRIC WHIRR of a door opening.

Marlow stumbles back.

His eyes flood with wonder ... and peace.

ALIEN VOICE (OS)  
Come aboard, Doctor Russell.

He hesitates. Lurches a baby step, a second and out of frame.

OFFSCREEN: The ELECTRIC WHIRR of the door closing.

Blinding white light blasts the screen. The WHINE transmutes to a higher pitch. The volume soars beyond ear-splitting.

EXT. LUMBER INN - SAME TIME

A light ascends from deep woods, zooms into the sky.

The Agents and Sheriff catch sight of it.

A Couple leaves a room, wonders what they all gawk at. They look, freeze and grab onto each other.

Astonishment on every face.

EXT. NEARY PARK - SAME TIME

Stella's eyes marvel at the light streaking across the sky.  
Tears well and roll down her cheeks.

EXT. VERITY FALLS - TOWN LINE - SAME TIME

The Colonel and Mayor witness the light.  
It picks up speed and vanishes in half a blink.

MAYOR AGAR

You scared 'em away, Colonel.

COLONEL CARLSON

Beats selling life insurance.

The Colonel hands the Mayor his insurance business card.

EXT. NEAR VERITY FALLS - MOUNTAIN RIDGE - SUNRISE

A red sun peeks over blue mountains.

Judge said "Army or Jail." On patrol, a JD\* PRIVATE (17) with  
Elvis-esque mutton chop sideburns. (\* Juvenile Delinquent)

JD PRIVATE

(sings)

Over hill, over dale, wanna kick  
spaceman tail.

(mutter)

Shoot, this is better than Korea.

His rifle poised for --

MOVEMENT

In brush, a gray shape. It shimmies with wave-like motions.

The Private unloads a full rifle clip into the shape.

Unharmd, the shape taunts with more waves.

The Private draws sidearm and empties that into the shape.

He stalks it, feels the spaceman.

Huh? Spacemen are made out of RUBBER?!

Nope. It's a WEATHER BALLOON.

A long cord from the balloon ties to a five foot diameter  
BALSA WOOD FLYING SAUCER MODEL.

Battery-powered green and purple lights still blink.

In the dirt nearby, a MODEL AIRPLANE ENGINE with a muffler.

EXT. VERITY FALLS - MAIN STREET - SAME TIME

The Mayor hitches a ride in the Colonel's Jeep.

The Post Office, ablaze.

Caught in the wind, letters skitter along Main.

Heavy debris turns the street into an obstacle course.

The Jeep SQUEALS to a stop. The Mayor checks out his beloved  
cash cow A&P. It's a firestorm.

The Fire Department attaches a hose to the hydrant, turn the  
valve nut. Only a trickle.

The Mayor falls to his knees, cries.

The Colonel kicks a piece of rubble.

With visions of comics and candy, KIDS scramble to nab loose  
coins and charred bills from burned donation letters.

A County Sheriff tries to shoo the resolute Kids away.

The A&P building structure compromised, the dense Back  
Scratcher Monument rotates to fall PALM DOWN into the store.

FADE OUT.

FADE IN:

EXT. HAWAII - BIG ISLAND - NEIGHBORHOOD - NIGHT

Stars dazzle in the clear Hawaiian sky.

SUPER: "August 2001"

A warm tropical breeze sways Palms.

A COTTAGE. Cozy. Well kept.

SUPER: "Kailua-Kona, Hawaii"

In dim streetlight, a FIGURE treads the middle of the placid street. Toward the Cottage, maybe.

INT. COTTAGE - CONTINUOUS

Nice. Modest. Scores of celestial photos on walls.

Reclined, STELLA (70s) catches a Sci Fi flick on TV. Think *Earth vs. the Flying Saucers* (1956).

Atop her head, contemporary glasses. At her side, a cane.

WEDDING PHOTO: A beautiful bride, Stella holds a bouquet in a 1950s gown. A tall, handsome Groom beside her. (Not Walter!)

In a revered spot below the pix, a FUNERARY URN.

KNOCK KNOCK

Stella flicks the glasses to her nose bridge, adjusts.

Not expecting visitors, she scrunches her face: who's that!

She kicks off the TV, leans on the cane to hobble down a --

PHOTO-FILLED HALLWAY

- Stella (30s) outside the Kitt Peak Observatory, Arizona.
  - 1980, a 50ish Stella mugs with "look at me" arms raised at the Very Large Array in New Mexico.
  - The Nineties. Three Teen Grandchildren crowd credentialed Grandma Stella at the NASA Goddard Space Flight Center.
- She displays an image from the Hubble telescope.
- Her sixties. Stella in a heavy parka on snowy Mauna Kea.
- A lanyard with credentials hangs from her neck. The Keck I telescope in the background.
- In the Keck II Observatory, Stella licks her lips over a cake with PIPED INSCRIPTION: "Happy Retirement Stargazer"

FRONT DOOR

Stella flips on the porch light, opens the door.

STELLA

Hel --

Her jaw drops. She recoils. Impossible ...

MARLOW: He hasn't aged a day since last she saw him.

STELLA

Doc -- Doctor Russell?!

He offers the TELESCOPE EYEPIECE from 1952.

MARLOW

You dropped this.

The porch light FLICKERS.

SLAM TO BLACK

THE END