

RESIDENT EVIL: AFTERLIFE

by

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Based on Capcom's videogame "Resident Evil"

Current revisions by
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1 EXT. TOKYO - SHIBUYA STATION DAY. 1

Rush Hour. The human traffic pouring out of the train station is a sight to behold. 3 million commuters on a busy day. And this is a busy day.

TIME LAPSE photography causes a million people to race by in a matter of seconds.

2 EXT. SHIBUYA STATION - HACHIKO EXIT DAY. 2

Busy commuters hurtle by in a TIME LAPSE blur - conservatively dressed Businessmen, pressed for time, pushing past glamorous Kogal girls in Burberry scarves and Louis Vuitton handbags, hurrying on northward to the fashion stores of Harajuku.

Ganguro and Yamanba "bad girls" lounge against the statue of the faithful dog HACHIKO, smoking cigarettes and talking trash.

A crush of busy, vibrant humanity.

3 EXT. SHIBUYA CROSSING DAY. 3

Massive neon signs tower above the crossing. They advertize all the major Japanese Corporations - SONY, TOYOTA, MATSUHISA, UMBRELLA.

This is the famous intersection where thousands of pedestrians cross in a sixty second scramble. Their movements accelerated by the TIME LAPSE photography.

But suddenly the Time Lapse SLOWS to normal speed and then to SUPER SLOW MOTION.

We pick out a lone figure in the midst of the crush. A shapely TEENAGER dressed in the latest J-POP fashions platform shoes, schoolgirl mini, knee high socks, tight cropped top.

As she turns however, we see her once beautiful face is pale and lifeless. Her movements are uncoordinated and her eyes unfocused.

CLOSE ON THE TEENAGER --

As she turns and takes a BITE out of a passing BUSINESSMAN.

SHOCKED commuters are splashed with ARTERIAL SPRAY.

ARIEL SHOT --

As the wounded Businessman falls back, the Teenager clambers on top of him, ripping into his flesh. THE CAMERA PULLS BACK as horrified commuters flee and the panic spreads. Within moments, the whole of Shibuya Crossing is in chaos.

The Camera continues to drift back 1,000s of feet into the air as night falls. We see the whole of Tokyo laid out before us. As the chaos spreads, explosions rip through the city and fires rage out of control. Then, block by block, the lights of the city blink out. Tokyo is dying.

SUPER --

RESIDENT EVIL: AFTERLIFE

4 EXT. SHIBUYA CROSSING - ARIEL SHOT NIGHT. 4

The same ARIEL SHOT as before, but now things have changed. The once crowded landmark is deserted.

Decaying bodies litter the crosswalk. Crashed cars are everywhere. The storefronts are burnt and broken - their neon lights unlit.

This is a city of the dead.

SUPER --

4 YEARS LATER

5 EXT. SHIBUYA STATION - HACHIKO EXIT NIGHT. 5

The familiar statue of Hachiko - the faithful dog awaiting the return of his master - is unchanged. But everything else has gone to wrack and ruin. Overtaken cars, smashed storefronts, bullet marks everywhere.

ANGLE ON --

A lone UNDEAD. The sole movement in this dead street. Behind her crooked Prada sunglasses and peeling skin, she looks strangely familiar.

We follow her slow aimless progress for a while and then, without warning, her head EXPLODES.

ANGLE ON --

Shibuya Station seen through a TELESCOPIC NIGHT SIGHT.

6

EXT. 109 BUILDING - ROOF - CONTINUOUS

6

A SNIPER crouched beneath the giant unlit SONY sign. As he lowers his rifle he speaks excitedly into a throat mic.

SNIPER 1
(subtitled Japanese)
I just killed Madonna.

SNIPER 2 (O.S.)
(subtitled Japanese)
What?

SNIPER 1
(subtitled Japanese)
Madonna. I just shot her.

SNIPER 2 (O.S.)
(subtitled Japanese)
Where?

SNIPER 1
(subtitled Japanese)
Hachiko Statue. North West corner.

Sniper 1 awaits verification of the kill --

SNIPER 1 (CONT'D)
(subtitled Japanese)
Well?

7

EXT. CERULEAN TOWER - ROOF - CONTINUOUS

7

Another tall building overlooking Shibuya Station. On the roof, a SECOND UMBRELLA SNIPER trains his night sight on the statue of Hachiko and the body lying beneath it.

SNIPER 2
(subtitled Japanese)
Hard to say. You shot her in the face.

A THIRD SNIPER on yet another rooftop joins the discussion --

SNIPER 3 (O.S.)
(subtitled Japanese)
Impossible to verify.

SNIPER 1 (O.S.)
 (subtitled Japanese)
 I'm telling you it was her.

SNIPER 3
 (subtitled Japanese)
 What the hell would Madonna be doing in
 Tokyo?

SNIPER 1
 (subtitled Japanese)
 She was playing here ... remember? At
 the Budokan.

SNIPER 3 (O.S.)
 (subtitled Japanese)
 Well next time, get verification before
 you shoot.

SNIPER 2
 (subtitled Japanese)
 Madonna ... I used to be crazy about her
 when I was a kid.

Unknown to the Sniper, as he speaks, A MENACING DARK
 SHAPE unfolds from the shadows behind him.

8 EXT. 109 BUILDING - ROOF - CONTINUOUS

8

SNIPER 2 (O.S.)
 (subtitled Japanese)
 I remember when she ...

SNIPER 2 is silenced by a sudden burst of feedback.

SNIPER 1.
 (subtitled Japanese)
 Damn!!

Deafened, Sniper 1 pulls his earpiece out.

SNIPER 1
 (subtitled Japanese)
 What the hell!! Toshi are you okay?

There is no reply.

SNIPER 1 (CONT'D)
 (subtitled Japanese)
 Toshi report.

Worried, Sniper 1 swings his night sight over to the roof of the Cerulean Building. There he sees Toshi/Sniper 2's rifle, still in place, but the man himself is nowhere to be seen.

SNIPER 1 (CONT'D)
(subtitled Japanese)
Toshi why aren't you in position? Toshi
respond.

As Sniper 1 speaks, another DARK SHAPE emerges from the shadows behind him. Sensing something, the Sniper turns, but it is too late --

9 EXT. 109 BUILDING - ROOF - ARIEL SHOT 9

We glimpse the body of Sniper 1 being dragged beneath the Sony sign by someone/something unseen. THE CAMERA PULLS BACK and then begins to drop rapidly towards the ground far below. At the point of impact, the road surface TRANSFORMS into --

10 A DIGITAL MAP -- 10

Showing the Umbrella Facility that lies beneath the streets of Tokyo. The underground complex is both vast and deep - like a giant skyscraper buried beneath the earth. People moving in the facility are indicated by heat signature. We CROSS FADE back to live action photography to reveal --

11 INT. UMBRELLA FACILITY - ATRIUM - CONTINUOUS 11

Like the atrium of a skyscraper, 1. storeys high (deep) but instead of glass, the walls are of solid concrete. Truly staggering in scale, multiple walkways criss-cross the vast underground space. The CAMERA descends deeper and deeper until it reaches --

*

12 INT. UMBRELLA FACILITY - CONTROL ROOM - CONTINUOUS 12

At the very bottom of the atrium sits a high tech area dominated by 100 plasma screens. Each one shows a surveillance image of the underground complex or the streets above. 5 TECHNICIANS and a DUTY OFFICER monitor the screens. A stressed TECHNICIAN speaks into his throat mic --

TECHNICIAN
 (subtitled Japanese)
 Sentry 3 respond. Sentry 3, you are two
 minutes past your report time. Respond.

Worried, the Technician turns to the DUTY OFFICER and
 shakes his head.

TECHNICIAN (CONT'D)
 (subtitled Japanese)
 We lost contact with another one.

The Duty Officer hesitates for a moment, then --

DUTY OFFICER
 (subtitled Japanese)
 Call Chairman Wesker.

13

INT. UMBRELLA FACILITY - WESKER'S QUARTERS NIGHT.

13

Wesker's quarters are stylish and expansive. It would be
 easy to mistake them for a luxury hotel suite if it
 weren't for the lack of any windows. The walls are lined
 with paintings by Pollock, Vermeer, Turner and Goya - the
 plunder of an abandoned world.

Wesker himself is dressed in black sweats and doing pull
 ups on a bar mounted into the ceiling. We see him only
 from the back. His naked torso is almost impossibly
 muscular and powerful.

Behind him, a plasma screen set into the wall begins to
 BEEP. The screen flashes with the words - "INCOMING
 CALL".

Wesker drops to the floor. He slips on his signature
 dark glasses before turning to face THE CAMERA. We
 recognize him from RESIDENT EVIL: EXTINCTION, but
 something has clearly changed. The transformation goes
 beyond steroids and human growth hormone. Beneath the
 dark glasses there is the hint of a RED GLOW.

Wesker hits the button to ANSWER the call. The face of
 the worried Technician flashes up --

WESKER
 What is it?

CUT TO:

14

INT. UMBRELLA FACILITY - CONTROL ROOM NIGHT.

14

Wesker, clothed in a smart black uniform, sweeps into the control room. His men are clearly terrified of him. The Duty Officer nods in deference --

DUTY OFFICER
Chairman Wesker.

WESKER
Report.

In the presence of Wesker, all the Umbrella staff speak fluent English --

DUTY OFFICER
A half hour ago we began to lose contact with some of our perimeter sentries.

WESKER
How many have we lost?

The Duty Officer hesitates for a moment --

DUTY OFFICER
All of them.

WESKER
And you waited thirty minutes to tell me?

DUTY OFFICER
We thought it was a communications problem. I didn't want to disturb you.

Annoyed, Wesker turns to a Technician --

WESKER
Get me the surface gate.

15

EXT. TOKYO - SHIBUYA - UMBRELLA BUILDING NIGHT.

15

Set back from the Shibuya Crossing is a striking concrete building dominated by the Umbrella Logo. It is the only building in Tokyo that is still lit. Its thin slit windows give it the impression of an urban fortress. The area in front of the building is ringed with razor wire and guard towers. This is the main entrance to the underground complex, and it is heavily guarded.

A cluster of armored vehicles stand by a fortified command post.

A secure line begins to ring and CAPTAIN HOTAKA (late forties, hardened professional soldier) answers --

CAPTAIN HOTAKA
(subtitled Japanese)
Main gate.

WESKER (O.S.)
This is Chairman Wesker.

The Captain immediately SNAPS to attention --

CAPTAIN HOTAKA
Sir!

WESKER (O.S.)
We've lost contact with the perimeter sentries. Report your situation.

CAPTAIN HOTAKA
Everything is quiet here.

WESKER (O.S.)
No sign of intruders?

CAPTAIN HOTAKA
No Sir.

WESKER (O.S.)
No breach of any kind?

The Captain shouts to his TROOPS on a nearby tower. They are manning a powerful searchlight.

CAPTAIN HOTAKA
(subtitled Japanese)
Sweep the perimeter!!

CLOSE ON --

The beam of the searchlight as it sweeps along the thick rolls of razor wire that secure the perimeter. Suddenly it stops. There is a GAP in the wire - newly cut.

16

INT. UMBRELLA FACILITY - CONTROL ROOM - CONTINUOUS

16

CAPTAIN HOTAKA (O.S.)
Wait. There's a hole in the wire.

Then the sudden sound of GUNFIRE!!

CAPTAIN HOTAKA (CONT'D)
There's movement! Multiple targets!!

WESKER

Identify targets. Repeat, identify targets!

But there is no reply. Over the radio, the sound of gunfire is deafening. It is quickly joined by the SCREAMS of the dying.

WESKER (CONT'D)

(to a Technician)

Switch to satellite - infra-red.

A satellite view of Shibuya appears on the main screen. We see the battle above played out in ghostly silence. Dozens of unidentified INTRUDERS are fighting with the Umbrella Troops.

TECHNICIAN

Our men are being overrun. Multiple Intruders.

WESKER

Biohazard?

TECHNICIAN

No Sir. Body Heat detected. Not Biohazard. And they're fast ...

The Duty Officer stares at the ghostly figures on the overhead monitor. In infra-red it is impossible to make out their true form --

DUTY OFFICER

What the hell are they?

CLOSE ON WESKER --

He knows exactly what they are.

WESKER

Blow the surface charges.

DUTY OFFICER

(surprised)

Sir?

Wesker stares at his impudence - daring to question his order.

DUTY OFFICER (CONT'D)

Our men are still up there.

In one fluid move, Wesker draws his sidearm and shoots the Duty Officer dead. Turning to the rest --

WESKER
Any more questions?

ANGLE ON --

A Technician as he hurriedly ARMS the surface charges. Wesker presses the button and --

17 EXT. TOKYO - SHIBUYA - UMBRELLA BUILDING NIGHT. 17

MULTIPLE EXPLOSIONS erupt from the ground. Bodies and vehicles are hurled through the air. The whole area around the main gate is incinerated.

18 EXT. TOKYO - SHIBUYA - ARIEL SHOT - CONTINUOUS 18

The rolling flames rise up into the air. Lighting up the night sky, reflecting off glass buildings. Like a napalm strike right in the heart of Tokyo.

19 EXT. TOKYO - SHIBUYA - UMBRELLA BUILDING NIGHT. 19

Blackened earth and twisted wreckage is all that remains. THE CAMERA TRACKS over multiple dead bodies - their corpses still smoking from the explosion, their faces charred beyond recognition.

There is a ghostly, still quiet.

20 INT. UMBRELLA FACILITY - CONTROL ROOM - CONTINUOUS 20

A tense silence hangs over the room as the Umbrella Techs monitor their screens for signs of life.

There is nothing.

CLOSE ON WESKER --

At the edge of his lips, the feint hint of a smile.

Then suddenly --

TECHNICIAN
Movement!

TECHNICIAN 2
Multiple targets.

WESKER
How many?

The satellite image shows ghostly figures emerging from the buildings of Shibuya.

TECHNICIAN
Twenty ... thirty ... more.

TECHNICIAN 2
They're headed for the main gate.

WESKER
I want three security details at the main entrance now!

21 INT. UMBRELLA FACILITY - ENTRANCE HALL NIGHT. 21

A massive blast door leads to the surface. Fifteen UMBRELLA TROOPERS deploy in a circle around it --

UMBRELLA SERGEANT
(subtitled Japanese)
Move, move, move!!!

The men erect portable steel barricades and carry bullet proof shields. Behind their mobile fortress, fifteen Howa Type-89 heavy machine guns are trained on the blast door. A circle of steel and death.

On the other side of the blast door, they hear a faint SCRATCHING SOUND.

UMBRELLA SERGEANT (CONT'D)
(subtitled Japanese)
Those doors are ten inch steel.
Nothing's getting through.

But the sweat beads on his forehead tell a different story.

Suddenly the noise on the other side of the door stops. Only the sound of the Troopers' breathing can be heard. We can almost hear the beat of their hearts.

Slowly something unfolds from an air shaft BEHIND the Troopers. It drops quietly to the floor.

CLOSE ON THE UMBRELLA SERGEANT --

He senses something and turns to see --

ALICE, dressed head to toes in black lycra and skin tight kevlar. A hi-tech NINJA.

The Sergeant is about to shout a warning, but blood bubbles from his mouth instead. A SHURIKEN (Japanese throwing star) is lodged in his throat.

3 more Umbrella Troopers fall to Alice's shuriken as panic spreads through their ranks.

The Troopers swing their guns around, but Alice is already amongst them. A KATANA (long sword) in one hand and a TANTO (short sword) in the other. The razor sharp blades slice through Kevlar like it was paper.

Alice uses an Umbrella Trooper as a human shield while simultaneously firing his heavy machine gun at his own comrades. The tasteful, minimalist Umbrella decor is painted with blood.

Behind Alice, another squad of Umbrella Troopers swarm into the hall, surrounding her.

CLOSE ON ALICE --

Her pupils dilating. A PSYCHIC BLAST rips through the room, plowing up the concrete floor, sending Umbrella Troops flying. Bodies impact with walls and pillars, bones snapping.

Still more Troopers pour into the hall, firing as they come. Alice moves so fast that the Umbrella Troopers can't get a bead on her, until --

The unthinkable happens. Alice takes a direct hit. Straight through her left cheek. TIME SLOWS as blood fountains from her face. Alice staggers back in shock. The remaining Troopers pour round after round into her body, until she crashes to the floor. But still they don't stop. They empty their clips into her prone form.

She's deader than dead.

At last the deafening gunfire is over. As the smoke clears, you could hear a pin drop.

OFF SCREEN VOICE

Now boys ...

The shocked Umbrella Troops turn to see another IDENTICAL Alice standing right behind them.

ALICE

... is that any way to treat a lady?

Alice raises two PM-9s (the Japanese Uzi) and lets loose.

UMBRELLA TROOPERS' P.O.V. --

As TIME SLOWS and a dozen bullets STREAK towards Camera.
At the moment of IMPACT we --

SMASH CUT TO:

22

INT. UMBRELLA FACILITY - CONTROL ROOM NIGHT.

22

Wesker and the Technicians stare at the security screens. Each one shows a different battle in progress - multiple Alice clones fighting Umbrella Troops. Many Alices are cut down, but still they keep coming.

One by one the security screens switch to static as an Alice destroys them. Far above them, through the giant atrium, the muffled sound of screaming, explosions and gunfire is getting closer.

TECHNICIAN

I'm verifying intruders in sectors one through five, seven and eight.

TECHNICIAN 2

Reports of gunfire in sectors ten and eleven also.

An explosion far above blows an UMBRELLA TROOPER off a walkway. He plummets 10 storeys down, falling past the control room. Chunks of metal and concrete rain down with him, spreading panic through the Technicians --

WESKER

Stay at your stations! All security protocols are now in effect. Lock down all elevators immediately. Seal all internal blast doors ... I want damage reports.

23

INT. UMBRELLA FACILITY - LAB

23

*

two Alice clones are being attacked by an army of Umbrella Troopers. The lab is torn apart in the procedure. Eventually the clones are pinned down behind two metal desks. Their only escape seems to be a wall of glass at the far side of the lab.

*

*

*

*

*

The clones and the Alice clones as they go. The
 guns spiderweb out around the break. The clones fall
 through the air, the clones tumbling against the walls
 with deadly accuracy. THE CLONES follow the
 Alice's lead as they fall.

*
 *
 *
 *
 *

23A INT. UMBRELLA FACILITY - ATRIUM - CONTINUOUS 23A
 1: storeys above the Control Room.

*
 *

WITH THE TWO ALICES --

As they plummet the 1. storeys, guns firing as they free-
 fall, shooting Umbrella Troops and Technicians as they
 go. It's a truly unique, breathtaking ariel stunt - like
 skydiving INSIDE a skyscraper!

*

At the last second before impact with the ground,
 rappelling cables pull tight, saving both Alices from
 certain death. Hitting a QUICK RELEASE, the clones drop
 nimbly to the floor - one of them landing slap in the
 middle of --

24 INT. UMBRELLA FACILITY - CONTROL ROOM - CONTINUOUS 24
 The place explodes in a firestorm of gunfire! Alice has
 the element of surprise, but she is in the midst of a
 dozen heavily armed opponents.

*

Wesker jumps the Alice clone with ENEMY LEFT. When the
 gunfire gets too close, Wesker uses one of his own
 men as a human shield. And when the smoke clears, he is
 the last man standing.

*
 *

The crumpled body of the Alice Clone lies curled on the
 floor. Wesker, smoking machine gun still in hand, turns
 the body over with his foot.

REVEAL --

The Alice clone, on the verge of death. She locks eyes
 with Wesker and breathes her last. As her body relaxes,
 two live GRENADES tumble from her hands.

As Wesker dives for cover, the control room is ripped
 apart by the EXPLOSION.

25 INT. UMBRELLA FACILITY - CORRIDOR - CONTINUOUS 25

The door to the Control Room opens. Smoke and flame pour
 out. A figure staggers over the threshold. It's Wesker,
 badly injured, but still alive. He is limping badly and
 his left leg seems to be broken.

But as we follow him down the corridor, Wesker's leg suddenly STRAIGHTENS - as if the bones had miraculously healed. Wesker heads down the corridor with renewed speed. The sound of gunfire getting ever closer. *

26 INT. UMBRELLA FACILITY - UNDERGROUND HANGAR NIGHT. 26 *

27 INT. UMBRELLA FACILITY - UNDERGROUND HANGAR NIGHT. 27 *

Wesker enters. As the door closes behind him, he shoots out the control panel, sealing it for good. Above him, the hangar walls rise 200 feet straight up to a set of thick blast doors.

Wesker hurries to a waiting V-22 OSPREY. The Osprey is a VTOL (Vertical Take Off and Landing) and its propellers can face either upwards or forwards. At present it is in helicopter mode.

Wesker takes an Umbrella REMOTE from his jacket. He uses it to start the V-22 and also begin opening the giant BLAST DOORS 200 feet above.

28 INT. V-22 NIGHT. 28 *

As Wesker climbs behind the controls, the rotors are already up to speed. He doesn't bother to strap in, or even wait for the blast doors to fully open. He just takes off.

29 INT. UMBRELLA FACILITY - UNDERGROUND HANGAR - CONTINUOUS 29

The blast doors are half open, revealing the lightening pre-dawn sky far above. As the V-22 rises into the air, the door to the hangar (the one Wesker sealed) is blown off its hinges. 3 Alice clones rush in, guns blazing.

30 EXT. V-22 - CONTINUOUS 30

The bullets just bounce off the V-22's armored underbelly.

31 INT. V-22 - COCKPIT - CONTINUOUS 31

Wesker looks down to see more Alice clones entering the hangar. With a smile he pulls back on the controls and the V-22 roars out into the night.

32 EXT. TOKYO - SHIBUYA - ARIEL SHOT 32

The V-22 rises into the air, leaving the Umbrella Facility far behind. The V-22's tilt rotors move through 90 degrees, transforming the V-22 into an aeroplane, increasing its speed still further.

33 INT. V-22 - COCKPIT - CONTINUOUS 33

Wesker reaches into his jacket and pulls out his REMOTE. He moves through the touch screen menu rapidly, selecting "PURGE FACILITY".

34 INT. UMBRELLA FACILITY - UNDERGROUND HANGAR 34

We TRACK swiftly past the Alice Clones to reveal a large STEEL BOX mounted to the wall - just big enough to contain a battlefield nuclear device. Embossed into the steel is the Umbrella Logo and the word "PURGE".

A digital counter built into the side of the box comes to life and begins to count down from 10 ... 9 ... 8 ...

An Alice Clone turns, noticing the box --

... 7 ... 6 ...

35 EXT. SHIBUYA STATION - HACHIKO EXIT - CONTINUOUS 35

The statue of the faithful dog Hachiko still waits for his master. A desolate wind blows through the abandoned city streets.

... 5 ... 4 ...

36 EXT. TOKYO - ARIEL SHOT - DAWN. 36

The V-22 screams past, leaving the sun just rising above the Tokyo skyline - the tall buildings painted in dark relief against the lightening sky.

... 3 ... 2 ...

37 INT. UMBRELLA FACILITY - UNDERGROUND HANGAR - CONTINUOUS 37

Two Alice Clones try desperately to open the steel box.

... 1 ... 0

The device activates.

The hangar and the Clones are obliterated in an instant.

38 EXT. TOKYO - ARIEL SHOT - CONTINUOUS 38

We see a GIANT EXPLOSION beneath the streets of Shibuya. The city streets crack and rise up - a deadly ripple spreading out through the city. And then the centre of Shibuya, buildings and all, collapse into a giant crater.

It's catastrophic, apocalyptic imagery.

39 INT. V-22 - COCKPIT - CONTINUOUS 39

As Wesker flies to safety, he watches the destruction on a video screen - there is a camera mounted in the tail of the V-22.

ANGLE ON --

The shadows in the rear of the cockpit as someone emerges slowly from the darkness. It is Alice. Not a clone, but the original.

ANGLE ON --

The video screen showing the destruction in the heart of Tokyo. PULL FOCUS to show Alice's reflection. She is right behind Wesker, about to snap his neck.

ANGLE ON WESKER --

As he whips around with inhuman speed. He jams a stainless steel SYRINGE into Alice's neck.

Alice staggers back, pulling the syringe from her neck. But it is too late. Its contents have already entered her bloodstream.

CRASH ZOOM into Alice's neck, through the pores of the skin, into her veins, past the platelets of blood and down to a cellular level.

We see the contents of the syringe - weird single cell organisms with lashing tentacles - begin to invade her system.

The invading organisms begin to attach themselves to every T-SHAPED cell they can find - this is the T-VIRUS that exists within Alice's body. The source of her super-human powers.

SMASH CUT TO:

40

INT. V-22 - COCKPIT - CONTINUOUS

40

Alice crumples in pain. It feels like her body is being RIPPED APART. Wesker switches the V-22 to automatic and gets up.

WESKER

Hurts ... doesn't it?

He towers over Alice, who is in agony.

WESKER (CONT'D)

Well that's just the start of the bad news. All those powers of yours - speed, strength, accelerated healing - well you can kiss them goodbye.

ALICE

(in agony)

What have you done?

WESKER

The serum I injected you with is neutralizing the T-cells within your body.

FLASH CUT to within Alice. On a cellular level - we see the invading organisms sucking the life out of the T-CELLS - destroying them.

Wesker smiles, triumphant --

WESKER (CONT'D)

Put simply ... the Umbrella corporation is taking back its property.

Alice takes a swing at him, but Wesker catches her fist easily. He crushes her fingers until we hear the POPPING of bones. A kick to the solar plexus sends Alice CRASHING to the floor.

WESKER (CONT'D)

You just didn't work out ... so you're being recalled.

What follows is a savage, brutal, beating. Alice tries to fight back, but is outmatched and outclassed. Wesker moves and punches with almost superhuman speed. As his adrenaline flows, the RED GLOW behind his dark glasses intensifies --

ALICE

What are you?

WESKER

What you used to be.

Wesker SLAMS Alice against the bulkhead - cracking multiple ribs.

WESKER (CONT'D)

Only better.

Alice tumbles to the floor. Beaten and exhausted. Just raising her head is an ordeal. As Wesker prepares for the kill, Alice looks past Wesker - sees something he doesn't.

Alice raises her bloodied hand --

ALICE

Wait, wait ... please.

WESKER

(smiles)

Your last words?

Alice nods.

ALICE

I want to thank you.

WESKER

(surprised)

For killing you?

ALICE

For making me human again ...

Suddenly a PROXIMITY WARNING begins to sound. The V-22 begins to bank steeply, throwing Wesker off balance.

Wesker looks over his shoulder - through the cockpit canopy - and sees what Alice had glimpsed moments earlier. The steep slopes of MOUNT FUJI looming ahead of them.

Alice grabs a FIRE EXTINGUISHER and SLAMS it across the back of Wesker's head. Wesker recovers quickly and throws her off. He turns to the cockpit controls, but it's too late. The V-22 is on a collision course.

40A EXT. MOUNT FUJI - AERIAL SHOT 40A *
The V-22 is on a collision course with the aircraft. Alice is

40B INT. MOUNT FUJI - COCKPIT - SUPER SLOW MOTION 40B *
We see the entire collision from WITHIN the aircraft. As if we too were experiencing the crash.

The V-22 IMPACTS! The windshield SHATTERS, the bulkheads SPLINTER, Alice and Wesker are THROWN in the air. *

The collision is FROZEN in SUPER SLOW MOTION. Shards of glass and shreds of metal slowly ARC across the screen.

CLOSE ON ALICE --

Also moving in SLOW MOTION as her head IMPACTS with the bulkhead.

As she loses consciousness we --

FADE TO BLACK.

41 CLOSE ON ALICE -- 41

As her eyes slowly open. Her hair is blowing in the wind. It's a surprisingly beautiful, peaceful image.

CAMERA PULLS BACK TO REVEAL --

EXT. mount fuji - Aokigahara forest day.
Alice is hanging in the branches of a tree - suspended 20 feet off the ground. Above her is the wreckage of the V-22. To her horror, Alice sees that one engine of the shattered aircraft is directly above her. The propeller is still turning furiously - this was the "wind" in her hair.

As Alice struggles to move, the engine SLIPS in the branches of the tree - edging closer to Alice - threatening to SLICE HER FACE CLEAN OFF.

Alice renews her efforts, but the more she struggles, the closer the deadly propeller gets.

At the last possible second, Alice LEAPS to the ground and ROLLS away. The engine, propeller and a chunk of the V-22 CRASHES to the ground, missing her by INCHES!!

CLOSE ON ALICE --

Only now does she realize that her left arm is shattered - a splinter of bone protruding from the skin just below the elbow.

Struggling to her feet and cradling her arm, Alice painfully makes her way through the crash site. Burning wreckage is scattered everywhere. Some of the V-22 is still caught up in the tree branches. There is no sign of Wesker.

Amongst the wreckage, Alice spies a FIRST AID KIT. She reaches for it and --

A HAND PUNCHES THROUGH THE WRECKAGE, GRABBING HER!!!

Alice struggles to break free but cannot. Wreckage slides away to reveal Wesker. His body is scorched and blackened, his face burnt away. He is IMPALED on a twisted piece of bulkhead - punched clean through his ribcage. He shouldn't be alive, but still he clings to life. Desperate for vengeance on Alice.

Recovering, Alice KICKS down at Wesker, SNAPPING his neck. Finishing him for good. One last strangled cry escapes his scorched vocal chords, and finally Wesker DIES. His hideous, burnt fingers loosen their grip on Alice.

Alice falls to the ground. Shocked and exhausted.

DISSOLVE TO:

42

EXT. MOUNT FUJI - AOKIGAHARA FOREST - MONTAGE

42

Clouds race by in a TIME LAPSE blur. Day becomes night, and then once again the sun rises. At the abandoned crash site of Wesker's V-22, a light rain is falling.

CLOSE ON WESKER'S DEAD BODY --

As FOREST LEECHES begin to crawl all over it. Seeking to draw nutrition from the flesh of his burnt corpse.

EXTREME CLOSE UP ON WESKER'S FACE --

As one leech, using its proboscis, begins to BORE into his dead flesh. Suddenly the slug JOLTS - as if it were being sucked at. In horrific anatomical detail we see Wesker's flesh OPEN UP and begin to SUCK the leech inside. The leech struggles, but is sucked beneath the surface.

All over his body the same thing is happening. The burnt flesh of Wesker's face begins to take on a slimy, glistening texture - his body meshing with the genetic material of the leeches.

CLOSE ON WESKER'S EYES --

As they spring open. Only now, his eyes have no whites - just a cloudy, glistening BLACKNESS surrounds the iris.

FLASH CUT TO:

A blinding flash of intense white light. As our eyes slowly adjust to the brightness, we see --

43 EXT. JUNEAU ICEFIELD - ARIEL DAY.

43

An infinite expanse of snow and ice. Breathtaking.

A tiny black dot races over the pristine landscape. Slowly we realize what it is -- a fixed wing aircraft, flying at 2,000 feet. A small turboprop with Japanese markings.

SUPER --

6 MONTHS LATER

44 INT. FUJI T-7 - CABIN - CONTINUOUS

44

Alice sits at the controls. Her arm has healed along with the rest of her wounds. She wears a battered flying jacket with the sheepskin collar turned up against the cold - cyber-punk Amelia Earhart. In the back of the cramped cabin, where the second and third seats should be, are two makeshift gasoline tanks. Jerry rigged gauges monitor the consumption of precious aviation fuel.

Suddenly the engine begins to SPUTTER and DIE. Alice checks the fuel gauges. The main tank is empty. Alice quickly switches over to an auxiliary tank and the engine quickly restarts. Alice unfolds an aviation map on her lap. She checks map coordinates against the compass and directional gyro on her instrument panel.

Something is bothering her. She looks up at a Video Camera mounted into the plane's cabin - part of the aircraft's flight recorder.

VIDEO P.O.V. --

ALICE

May 3rd. 16.00 Hours. 177 days without signs of life. I'm at 114.07 Degrees Long, 51.08 Latitude. Closing in on the coordinates for Arcadia. But no sign of it on any map. I hope Claire and the others made it. I hope ...

Alice trails off, folding the map. Not wanting to give voice to her fears.

45 EXT. HUBBARD GLACIER DAY. 45

As the T-7 flies overhead, a huge mass of ice calves away from the glacier and thunders into the Ocean.

Mankind may be extinct, but Nature moves on regardless.

46 EXT. MEADOW DAY. 46

The T-7 circles and then comes in for a landing. The meadow is long and flat, a perfect make-shift airstrip. The plane's propeller slices through the long wild grass and colorful meadow flowers.

47 INT. FUJI T-7 - CABIN 47

As the plane rolls to a halt, Alice kills the engine. When the motor sputters and dies, she is engulfed by a chilling silence. Not a sound. Alice stares ahead at something. Something we don't see. Her expression is impossible to read.

Alice glances up at the flight recorder.

VIDEO P.O.V. --

ALICE

So this is it. Arcadia. End of the line.

48 EXT. FUJI T-7 - CONTINUOUS 48

Alice pushes back the cockpit canopy and climbs out onto the wing. As she takes in the view, the Camera ROTATES around her until at last we see what she does --

Alice stands at the edge of a vast GRAVEYARD of vehicles. Planes and helicopters of all sizes, trucks, cars, even motorbikes. All lie abandoned and rusting. Stretching out from Alice until the meadow dead ends into the Ocean.

The noise of the rolling surf is the only sound. Creepy.

49 EXT. VEHICLE GRAVEYARD DAY. 49

Alice wanders through the wreckage. There are dozens and dozens of vehicles - they must have held hundreds of people. But now there is no sign of life.

50 INT. FORD BRONCO DAY. 50

Alice checks an abandoned truck. No sign of life. On the dash she finds a cup filled with quarters - loose change for parking meters - no use to anyone anymore.

Strangely, Alice takes the loose change and tips it into her pocket.

51 EXT. VEHICLE GRAVEYARD DAY. 51

ANGLE ON ALICE --

From within one of the vehicles. Almost as if she were being watched by unseen eyes. The tension mounts as Alice rounds a corner and hears the whisper of voices.

ALICE

Hello ...

But the voices don't reply. Their whisper continues uninterrupted. The noise is coming from a battered DC-3 TRANSPORT PLANE --

52 INT. DC-3 - HOLD DAY. 52

Alice enters the gloomy confines of the plane. Weapons in hand.

The place is a mess - filled with abandoned cargo and tangled webbing. The shadows in here are dark and deep. Anything could be hiding.

As Alice makes her way through the cramped hold, the tension becomes almost unbearable. The low WHISPER of voices is coming from the cockpit up ahead.

SUDDENLY an overhead locker falls open. Spilling its contents onto the floor. The sudden noise scaring the life out of Alice.

She swallows hard, regathers her wits and presses on --

53

INT. DC-3 - COCKPIT DAY.

53

Alice enters the abandoned cockpit and lowers her guns. Sitting above the instrument panel is a DIGITAL RECORDER. It is playing something on a loop - the source of the hushed voices Alice had heard.

DIGITAL RECORDER

This is Arcadia. Broadcasting on the emergency frequency. Location, 114.08 Degrees Longitude, 51.08 Degrees Latitude. There is no infection. We offer safety and security. Food and shelter. Repeat ... no infection. There is help.

(beat)

This is Arcadia. Broadcasting on the emergency frequency. Location, 114.08 Degrees Longitude ...

It's a recording of the radio signal that brought them all here. Alice reaches over and clicks the recorder OFF.

54

EXT. BEACH DAY.

54

*

Alice continues to explore the abandoned transports, until suddenly she is stopped dead. Up ahead in the sand is an UMBRELLA HELICOPTER. The same one she had loaded Claire, K-Mart and the other survivors into.

*

55 INT. HELICOPTER 55

Alice leans in. Then something catches her eye. A flash of red --

SMASH CUT TO:

56 FLASHBACK -- EXT. DESERT - UMBRELLA WEATHER STATION 56

Claire's convoy has just broken through the gates. They have stopped beside the Umbrella helicopter.

As Alice helps the children aboard, Claire climbs behind the controls.

The helicopter roars into life as the Undead pour towards them. Everyone is onboard except Alice. She stands OUTSIDE the helicopter, caught in the downdraft. She hands the Red Journal to K-Mart.

ALICE

Here.

K-MART

You're not coming?

Alice shakes her head.

ALICE

Take care of the others ... They need you.

Alice glances at the Undead - they're getting close - then nods to Claire in the cockpit. The two exchange a last look, then the helicopter takes off.

Alice watches the helicopter recede into the distance.

This was the last time she saw her friends.

END FLASHBACK:

57 EXT. BEACH DAY. 57 *

Alice leafs through the familiar pages of the Red Journal. Page after page detailing the transmissions from Arcadia - telling of a haven safe from infection --

"Heard the transmission again. They're broadcasting from Arcadia, Alaska. No infection, no Undead. They're isolated up there ... Safe."

Towards the end of the journal, K-Mart has made new entries, detailing their long, dangerous trip to Alaska - it has taken them many months, having to land the helicopter many times to search for fuel. Despite the dangers of their journey however, the handwriting is always neat and organized. But on the last few pages, she has hurriedly written something new. We hear K-Mart's voice narrate the entry --

K-MART (V.O.)

"We are here. Arcadia. At last."

Alice looks at the date --

ALICE

Three months ago ...

Alice turns the page to reveal that K-Mart has written a final entry --

K-MART (V.O.)

"Something not right."

58 EXT. BEACH ~~ALICE~~ 58 *

Alice stands by the Ocean. The graveyard of vehicles is at her back. Alice stares out at the breakers and the empty sea. She takes a small VIDEO CAMERA from the pocket of her flight jacket. Places it on the hood of an abandoned truck.

59 VIDEO P.O.V. -- 59

ALICE

May 3rd. 19.30 Hours. 177 days without signs of life.

Alice looks down at the Red Journal in her hand and speaks into the camera. This video diary is her constant companion and confessor --

ALICE (CONT'D)

What did they find here? Not a town. Nothing marked on any map. Arcadia ... no such place exists. Just an empty field and a beach.

*
*
*
*

Alice looks around. Only the distant, rhythmic sound of the Ocean breaks the silence.

ALICE (CONT'D)

But we all heard the transmissions.
Someone sent them. Someone brought all
these people here.

(glances back at the vehicle
graveyard)

But why? And where did they go?

Alice scans the final pages of the journal again --

"We are here. Arcadia. At last."

"Something not right."

ALICE (CONT'D)

She left the journal. Why? As a
message. A warning? Did she know I
would come?

Alice looks up from the journal. The graveyard of
vehicles stretches out behind her. Dozens of vehicles,
hundreds of people. All gone.

ALICE (CONT'D)

Day 177 ... signing off.

She's about to switch off the camera, but hesitates for a
moment --

ALICE (CONT'D)

I don't know if I can do this much
longer.

With her guard down, we can see Alice's loneliness - the
weariness etched on her face. The disappointment of
finding no life here is crushing. She stares straight
into the lens --

ALICE (CONT'D)

What if I'm the last one? What if there
is no one else? No one to watch these
tapes? Is this my punishment ... for
letting all this happen?

Alice stares into the camera, lost and hopeless, her
sense of solitude overwhelming.

61 INT. TOWER DAY. 61 *

62 INT. TOWER DAY. 62 *

63 INT. TOWER DAY. 63 *

64 INT. TOWER DAY. 64 *

65 INT. FUJI T-7 - CABIN DAY. 65

The engine roars into life. Alice is ready for takeoff.

ALICE'S P.O.V. --

On the horizon, at the edge of the meadow, a lone figure is outlined against the sky. Alice can't believe it. She glances down to switch off the engine, but when she looks back the figure has gone. Alice stares at the horizon.

Was the figure even human? Was it ever there at all?

66 EXT. MEADOW DAY. 66

Alice walks to the edge of the meadow. She looks around. No sign of the figure. She walks on, cresting a low rise, and is confronted with a dense forest.

67 EXT. FOREST DAY. 67

Alice makes her way through the tangled web of fallen tree branches and dense vegetation. It's dark in here, the thick canopy killing most of the sunlight.

Alice calls out. Her voice doesn't travel far - eaten up by the undergrowth --

ALICE
Hello!! Hello! I can help you.

ANGLE ON ALICE --

In the distance, seen from between the branches. Someone or something's P.O.V.?

ALICE (CONT'D)
(distant)

Hello!

68 EXT. FOREST - GULLY DAY.

68

Steep walls of rock rise up around Alice. Even less light penetrates here. A low mist clings to the forest floor. This place is creepy as hell. The perfect place for an ambush. Alice stops. Stares into the dark undergrowth. Fingers her weapons --

ALICE
(sotto)
What the hell am I doing?

She turns to go and WHAM!!! Alice is knocked off her feet! A FERAL CREATURE is on her in an instant. An explosion of teeth and claws. Alice tries to reach her guns but can't - she's pinned there. The Creature tears at her face. Alice fends it off as best she can.

Alice kicks the Creature off and slams its head against the rock wall of the gully. As the Creature falls to the ground Alice draws her shotgun and -- STOPS.

ALICE'S P.O.V. --

The Creature lies prone on the ground. Unmoving. Seemingly unconscious. Alice reaches carefully towards it. The tension rises - we expect the Creature to lunge at her at any moment.

Alice parts the long dirty mane of hair that covers it's face to reveal -- CLAIRE REDFIELD!!

Claire's ragged, torn clothes fall open to reveal an evil looking ELECTRONIC RESTRAINT mounted to her chest - Gamers will recognize this from RE5. Like a high tech steel scarab, four inches in length, its spiked talons bore into Claire's flesh. The centre of the restraint holds a vial of COOL BLUE LIQUID which is being pumped into Claire's veins.

Off Alice's horrified look, we --

CUT TO:

*

69

EXT. MEADOW DAY.

69

Alice has tied Claire securely to the landing gear of the T-7. Now we have a chance to study her, we see her face is streaked with blood and mud, her hair is dirty and matted, and her torn and tattered clothes reveal more than they cover.

ALICE

Glad to see you're okay.

(nods to the fresh puncture
marks on Claire's chest)

Sorry about that. But I had to get this
thing off you.

She holds the evil looking HIGH TECH SCARAB in her hand. The cool blue liquid drips from the ends of the scarab's steel talons.

ALICE (CONT'D)

What is this? Who did this to you?

But Claire just stares at her blankly --

ALICE (CONT'D)

You don't even know who I am do you?

Claire offers a malevolent stare in reply. The strange BLUE LIQUID is clearly some kind of powerful DRUG. Claire's memory has been wiped.

ALICE (CONT'D)

Well seeing as you already hate me ...

Alice picks up a plastic bucket and empties the contents over Claire - it's crisp, clear water. It washes away a little of the filth. As Claire thrashes and struggles against her restraints, we see her long twisted fingernails.

ALICE (CONT'D)

Someone needs a manicure.

70

EXT. ALASKAN COASTLINE - ARIEL SHOT

70

The T-7 skims the spectacular coastline. Flying low enough to see any sign of life.

ALICE (O.S.)

May 4th. 08.00 Hours. Plotting a course
to Prince Rupert and British Columbia.

(MORE)

ALICE (O.S.) (CONT'D)
I'll pass Vancouver, then drop down to
Seattle.

71 INT. FUJI T-7 - CABIN - CONTINUOUS 71

VIDEO P.O.V. --

Alice is keeping her video flight log --

ALICE
After that, there's San Francisco and the
rest of the Western Seaboard.

(beat)
My passenger is still as talkative as
ever.

ANGLE ON -- Claire in the back of the plane. Jammed in
between the fuel tanks, her hands securely tied. With a
clean face and hair and a change of clothes she looks
more like the Claire we remember.

72 EXT. BRIDGE DAY. 72

Undead prowl the remnants of a road-bridge. They look up
from the abandoned cars and trucks as the T-7 passes
overhead --

73 EXT. ARIEL SHOT - CONTINUOUS 73

Pan with the T-7 to reveal that the road-bridge is in
fact the GOLDEN GATE BRIDGE, abandoned and desolate. The
plane cruises by the epic vista, only the hungry Undead
paying attention.

CUT TO:

74 EXT. FREEWAY NIGHT. 74

CRANE past a sign that reads - "HIGHWAY 5 SOUTH. LOS
ANGELES 208 MILES". Behind it lies an abandoned stretch
of freeway which Alice has used as an impromptu landing
strip. A campfire sits in the middle of the freeway
close to the parked T-7.

Alice has set a perimeter around the plane. A circle
sixty feet in diameter - marked out with six inch metal
pegs. Each peg has a metal loop at its top - through
which is threaded a continuous length of fishing line.

The line is tied to a cluster of bells and chimes at the centre of the circle. Something crosses the wire - the bells ring. A simple, but effective alarm system.

CLOSE ON CLAIRE -- her hands are tightly bound. Alice is cutting her torn and jagged fingernails with a Leatherman.

ALICE

Do you remember anything?

(no reply)

How long you were out there? What happened to the others?

Claire suddenly SNAPS at Alice!! Her teeth coming within a fraction of an inch of tearing Alice's face off!!! We are SHOCKED, but Alice is unmoved. Damn, she's cool!

Claire struggles against her restraints. Deprived of the mysterious BLUE LIQUID, she is like a drug addict going COLD TURKEY - prone to violent, unpredictable mood swings. Alice calmly folds up the Leatherman and takes a pot off the campfire.

ALICE (CONT'D)

Don't feel like talking? I get it. Here ... eat something.

She spoons soup into Claire's mouth.

ALICE (CONT'D)

Tasty huh? My name is Alice. Yours is Claire. Claire Redfield. We met 18 months ago in the Nevada desert. Any of this sound familiar? Mikey, Carlos, L.J., K-Mart ... bring anything back? You left in a helicopter, with a group of survivors headed for Alaska. Arcadia, remember ...

Claire stares back at her - at the mention of "Arcadia", there is a flicker in her eyes - recognition? But then it's gone.

ALICE (CONT'D)

You know you're great company.

CUT TO:

75

EXT. FREEWAY - LATER

75

ANGLE ON ALICE -- as she searches an abandoned car. She finds some loose change which she tips into a bag. There are hundreds of quarters in there.

Alice walks back to the T-7. Claire sits by the campfire. Her hands still bound. Alice holds up her bag of loose change.

ALICE

Paydirt! You can never have too many quarters.

But Claire is unresponsive. She seems to be running a fever - another side effect of the withdrawal. Without replying, Claire lays down to sleep.

ALICE (CONT'D)

That's right. You get your head down. And me?

Alice empties out her bag of quarters, pleased with herself --

ALICE (CONT'D)

I have these.

A MONTAGE OF CLOSE UPS:

As Alice stacks the quarters into two inch piles and then wraps them tightly in paper. Next she opens a series of .45 Bullets and empties the gunpowder into the back of the paper rolls. What she's making looks strangely familiar.

Alice takes a break. She drains a plastic bottle of water. Almost as an afterthought, she tosses the empty bottle to the edge of the camp. She stares at it, concentrating.

CRASH ZOOM into Alice, through her eye, down the optic nerve, into her veins, past the platelets of blood and onto to a cellular level.

We see the few remaining T-cells within her body begin to VIBRATE, growing in size.

ANGLE ON THE BOTTLE -

As it begins to quiver, then slowly, hesitantly rise a few inches into the air. Her powers are greatly reduced, but something still remains of them.

FLASH CUT to within Alice as the T-cells are swarmed by the single cell organisms that Wesker had injected. The T-cells fight back, but are gradually overwhelmed.

ANGLE ON THE PLASTIC BOTTLE -

As it falls back to the ground. Alice slumps back, exhausted by the effort, her forehead soaked in sweat.

76

EXT. FREEWAY - LATER

76

The fire has burnt way down - a feeble beacon against the night. Alice is asleep. An HK.45 clutched in her hand. Other weapons are laid out within easy reach - ready to unleash a firestorm at a moment's notice.

In the distance, a faint sound.

ANGLE ON --

The camp seen from a distance. A moving P.O.V. Is something out there?

ANGLE ON --

The perimeter wire. It seems to move a little. Perhaps a trick of the light? Perhaps the wind catching it? But then the wire moves again. More insistent this time.

ANGLE ON --

The cluster of warning bells. As they move a little, but not enough to ring.

ANGLE ON --

Alice. Still asleep, but restless now. Sensing something.

ANGLE ON --

The perimeter wire as it suddenly pulls tight. The cluster of bells break the silence and Alice wakes, a gun in either fist.

ALICE'S P.O.V. --

A silent circle of DARK FIGURES stand around the campfire. Crowding in on her. Alice is about to shoot when -- one of the figures steps into the glow of the firelight. IT'S CLAIRE!

ALICE
How did you get free?

A moment later she is joined by K-Mart.

ALICE (CONT'D)
K-Mart! Thank God you're okay.

Alice lowers her guns.

ALICE (CONT'D)
Where the hell were you?

But neither Claire nor K-Mart reply.

ALICE (CONT'D)
Claire?

CLAIRE LUNGES FORWARD!! HER TEETH SUDDENLY CRACKED AND BROKEN, HER SKIN MOTTLED, HER LIFELESS EYES SWOLLEN AND BLACKENED WITH HEMORRHAGED BLOOD.

SMASH CUT TO:

76A

EXT. FREEWAY DAWN.

76A

Alice wakes for real this time. Everything else, just a bad dream. Her guns are up, ready to fire. Then she stops. Claire stares back at her silently - her hands still securely fastened.

ALICE
Sorry ... not used to company.

*

Alice lowers her guns. Gets to her feet. Begins to pack up.

CLAIRE
(sotto)
He's coming for us.

Alice turns, shocked to hear Claire speak.

CLAIRE (CONT'D)
All of us.

ALICE
What? What did you say?

But Claire doesn't reply. Her body CONVULSES, wracked by the pains of withdrawal.

ALICE (CONT'D)

Claire ... what did you say? Who's coming for us?

But Claire doesn't reply. Whatever glimmer of consciousness drifted to the surface within her is long gone.

CUT TO:

77 EXT. HILLSIDE DAY. 77

A burnt and blackened structure sits atop a hillside. It looks like a giant letter "H". The ground around the "H" is also lifeless and scorched.

The T-7 roars overhead and the CAMERA PANS to reveal the remnants of the "HOLLYWOOD" sign. Most of the letters are burnt and some have collapsed, but the landmark is still recognizable.

78 EXT. HOLLYWOOD - ARIEL SHOT DAY. 78

The T-7 cruises over a desolate city. Without human firefighters to control them, fires have raged through Los Angeles, reducing most of it to smoking ruins and ash. The T-7 is a bright spec against the blackened landscape.

79 EXT. BEVERLY HILLS DAY. 79

Burning palm trees and a charred "Welcome to Beverly Hills" sign frame the clear blue sky.

The T-7 soars overhead.

80 INT. FUJI T-7 - CABIN DAY. 80

Alice looks down at the devastated city. Concrete freeways cut white lines through the blackened wasteland. Abandoned cars choke the roads. There is no sign of life.

ALICE

City of Angels ...

81 EXT. MANN'S CHINESE THEATRE DAY. 81

The T-7 takes a low pass over Hollywood Boulevard, past the burnt out remnants of the tourist hotspot. The plane flies low enough to kick up swirls of ash and embers. A blackened banner hanging from a streetlight is caught in the downdraft. It flutters in the wind, proclaiming "I LOVE LA".

82 INT. FUJI T-7 - CABIN - CONTINUOUS 82

VIDEO P.O.V. --

ALICE

May 25th. 08.00 Hours. Los Angeles. No sign of life. Not even the Undead. Some must have burnt with the city ... but what happened to the rest?

Alice looks Westward towards the coast.

ALICE (CONT'D)

Fires are burning in Malibu. Some things never change.

Suddenly, something catches her eye.

ALICE (CONT'D)

(shocked and excited)

Son of a bitch!!

ALICE'S P.O.V. -- Downtown, someone is shooting FLARES into the sky. Someone is still alive.

83 EXT. LOS ANGELES - ARIEL SHOT 83

The T-7 races by, headed towards downtown. This part of the city is all concrete and steel, and has escaped the worst of the fires.

84 INT. FUJI T-7 - CABIN DAY. 84

Alice cranes her neck, excited to see what lies ahead.

85 EXT. LOS ANGELES - DOWNTOWN DAY. 85

The streets are choked with the living dead. All the Undead of Los Angeles, drawn to this one spot.

Some turn and watch as the T-7 flies overhead. Knowing instinctively that fresh meat has arrived.

86 INT. FUJI T-7 - CABIN DAY.

86

Alice throws the plane into a steep bank and begins circling.

ALICE'S P.O.V. --

Far below is the THE TOWER CORRECTIONAL FACILITY. A high-tech federal prison built to hold 2,000 inmates. It is composed of a brutal concrete tower circled by a thick concrete wall, thirty feet high. A single giant steel gate allows road access, but it is firmly shut. And just as well, because around the compound are gathered every remaining Undead from Los Angeles. Tens of thousands, choking the city streets for blocks around.

*

Painted on the top floor of the parking structure in giant white letters are the words -- "HELP US".

Close on binoculars --

The T-7 is reflected in the lens. The binoculars are lowered to REVEAL --

87 EXT. THE TOWER - ROOF - OBSERVATION POST

87

A makeshift observation post - shortwave radio, flare gun, a tarpaulin strung for shade. Manning the post is ANGEL ORTIZ - a powerfully built Latino wearing Raiders sweats with a rifle slung over his shoulder. Even in civvies he has a military bearing about him.

ANGEL
(excited)
Goddamn!

Placing the binoculars to one side, he begins to crank a HAND KLAXON. The alarm rings out across the prison.

88 EXT. THE TOWER - ROOF

88

Two men rush onto the roof. LUTHER WEST is first. He's African American with the looks and physique of a star athlete.

LUTHER
A plane!! It's a plane!

Luther is followed by BENNETT SINCLAIR. Back in the Real World, Bennett was a film producer - a man of prestige and power. Now he's just a spare wheel.

BENNETT
I knew it. I knew they would come!

Bennett begins waving furiously to the circling plane.

BENNETT (CONT'D)
(shouting)
Down here!!! Down here!

89 INT. FUJI T-7 - CABIN 89

Alice surveys the situation below. Ground access to the prison is impossible - just too many Undead to fight through. She scans the roof of the The Tower and makes a decision.

90 EXT. THE TOWER - ROOF 90

More people emerge onto the roof. Angel shades his eyes as the T-7 swoops down. Flying low and getting lower.

ANGEL
Damn he's low!!

The plane seems to be headed straight for them.

LUTHER
Down!!

They dive for cover as the T-7 skims the roof, barely four feet above the concrete. The wheels of the plane bump on the top of a large hole cut out of the roof. *
*
*

BENNETT
What the hell is he doing?

LUTHER
He means to land! Get all that stuff out of the way!! *

He points to the car the T-7 just hit. *

BENNETT
Land?

Bennett looks at the narrow roof - barely 200 feet long - then back up at the plane. *

BENNETT (CONT'D)
That's one crazy son of a bitch.

91 INT. FUJI T-7 - CABIN 91

Alice watches as far below they push ~~the plane~~ ~~upward~~ - clearing a dangerously narrow landing strip on the roof. She turns to Claire. *

ALICE
This may get a little rough.

Alice flips open the sharp blade of her Leatherman.

ALICE (CONT'D)
I'm going to cut you loose, okay? Just don't do anything crazy.

Clare looks at her, unemotional and unresponsive. Alice cuts her loose anyway. Alice puts the plane into a tight turn.

ALICE (CONT'D)
Hold on.

Claire just stares back at her, unmoving. Alice smiles, about to do some crazy shit and loving it --

ALICE (CONT'D)
You'll get the idea soon enough.

92 EXT. THE TOWER - ROOF 92

LUTHER
Here he comes!

The plane begins to make its descent. The flaps are full down and the nose is way up. It's on the verge of stalling.

93 INT. FUJI T-7 - CABIN 93

The STALL WARNING horn begins to sound. It's deafening. WARNING LIGHTS flash on the control panel. The nose of the T-7 is so high that Alice has to tilt the plane sideways to even see where she is going.

94 EXT. THE TOWER - ROOF 94

The T-7 is moments from impact/landing. It looks like a disaster waiting to happen!

ANGEL

Get back! Everyone get back!

95 EXT. FUJI T-7 95

The tail hits first, throwing up a sheet of sparks!! The wheels are a moment later, hitting hard, adding clouds of burnt rubber to the chaos.

96 INT. FUJI T-7 - CABIN 96

Alice slams the prop into reverse and hits the brakes with all her might. She hauls the stick back as far as she can.

97 EXT. THE TOWER - ROOF 97

The plane is in a POWER SLIDE - wheels locked up, SKIDDING sideways. The edge of the roof is coming up fast.

ANGEL

Come on!

The out of control T-7 races past them.

ANGEL (CONT'D)

Let's go!

Angel leads the others racing after the plane.

98 INT. FUJI T-7 - CABIN - CONTINUOUS 98

Alice can see the edge of the roof coming up fast. She hauls the stick back even harder.

ALICE

Come on! COME ON!!

The T-7 is slowing -- but not fast enough.

99 EXT. THE TOWER - ROOF - CONTINUOUS 99

The T-7 impacts with the low wall at the edge of the roof, sending chunks of concrete flying. The plane tips up and OVER the edge. *

100 INT. FUJI T-7 - CABIN 100

Alice hangs forward - held in place by her safety harness. She is suddenly looking straight down. 60 feet below her are an army of starving Undead - arms stretched up towards her. *

101 EXT. THE TOWER - ROOF - CONTINUOUS 101

The T-7's flimsy wheels are caught on the edge of the roof. It's the only thing that is stopping the plane and its occupants from falling into the Undead horde below.

As Angel reaches the T-7, the wheels are already starting to give way - the aeroplane tips even further over the edge. It's about to go.

ANGEL

Grab the wings! Pull it back!!

He's joined by Luther, Bennett and the others.

ANGEL (CONT'D)

That's it! PULL!!

102 INT. FUJI T-7 - CABIN 102

Alice breathes a sigh of relief as the plane begins to right itself. Claire seems detached and unconcerned - and all the cooler for it.

103 EXT. THE TOWER - ROOF - CONTINUOUS 103

Luther and the others haul the T-7 safely back onto the roof. As the engine sputters and dies, Alice pushes open the door and steps out. She jumps down off the wing to meet her saviors. They can't hide their surprise that it was a woman at the controls.

LUTHER

Nice landing.

ALICE
I think technically, it's called
crashing.

Luther smiles and extends his hand, oozing charisma --

LUTHER
Luther West ... charmed and impressed.

ALICE
Alice.

Claire steps from the plane.

ALICE (CONT'D)
This is Claire.

LUTHER
Luther West -- pleased to make your
acquaintance.

But Claire just stares at him.

LUTHER (CONT'D)
(to Alice)
Your friend doesn't talk much.

ALICE
No.

A boisterous group are gathered around, eager to meet the
strangers. Claire uses the crush to slip away almost
unseen. A YOUNG WOMAN extends her hand to Alice.
Petite, attractive, she came to Hollywood from Fort
Worth, to be an actress. Now she goes by the name of
CRYSTAL WATERS and dances in a club downtown --

CRYSTAL
Hi I'm ...

Bennett pushes her rudely aside --

BENNETT
Enough of the introductions! Are you
here to help us?

Bennett's constant companion is a young man of Korean
descent, barely in his twenties. KIM YONG used to work
as intern in Bennett's office and still remembers him for
the powerful man he once was --

KIM YONG
Yes! Can you get us out?

CRYSTAL
Are you from Arcadia?

ALICE
What did you say?

CRYSTAL
Are you from Arcadia?

ALICE
What do you know about Arcadia?

KIM YONG
They said they could help us.

CRYSTAL
There are other survivors ...
civilization and safety.

KIM YONG
Infection free.

BENNETT
So? Did they send you?

ALICE
No.

The group is shocked.

BENNETT
No?

They can't quite (or don't want to) believe it --

KIM YONG
But there are others? Out there. Like
you?

Alice shakes her head --

ALICE
Just us.

BENNETT
You mean this is it?

CRYSTAL
(desperate/confused)
There's to be no rescue?

BENNETT
 (to Alice)
 Just you ...
 (in disgust)
 ... and a broken plane.

The group begin to drift away.

ALICE
 I'm sorry.

But there's no hiding their disappointment. Only Angel and Luther stick around.

LUTHER
 Don't take it so bad. They had their hopes up.

ANGEL
 Thought you could take them to the promised land.

Angel offers Alice his hand - his grip is like iron.

ANGEL (CONT'D)
 Angel Ortiz ... That was some fine flying.

Alice takes in his heavily tattooed forearm.

ALICE
 Military?

ANGEL
 Used to be. 57th Airborne. Thought my shooting days were done ...
 (nods to the army of Undead below)
 Guess I was wrong.

LUTHER
 Yeah, we're all in the army now.

Alice stares at Luther --

ALICE
 I have the strangest feeling I know you.

LUTHER
 Get that a lot. You a sports fan?

ALICE
 Not really.

LUTHER

Then maybe just a fan of Gatorade.

Luther steps to one side to reveal a view of the building across from the prison. One entire wall of the building is a GIANT BILLBOARD featuring Luther West in his NBA gear. He holds a Gatorade in his hand and promises it will deliver "STAR POWER".

ANGEL

Luther here is our resident superstar.

LUTHER

Yeah ...
(shrugs)
... life was good.

ALICE

Tell me about Arcadia ... what exactly do you know?

ANGEL

Just what we've heard from their transmissions. We've been receiving their broadcast all week. "Food and shelter, safety and security ... no infection."

LUTHER

We thought they'd sent you. That's why we were launching the flares.

ALICE

Flares? No one's going to see flares from Alaska.

LUTHER

(confused)
Now you've lost me.

ALICE

Arcadia ... I've been there. It's in Alaska. A town ... or so we thought.

Luther looks at her like she were crazy --

LUTHER

A town ... I don't think so.

Angel nods to Alice --

ANGEL

Come with me.

LUTHER
Is your friend okay?

ANGLE ON CLAIRE -- she's standing by the edge of the roof - staring intently at the Ocean. Digging deep - fighting through the fog of the drugs - trying desperately to remember something.

ALICE
Claire?

Claire turns - finding it hard to tear herself away from whatever she was looking at.

ALICE (CONT'D)
Come on ...

104

EXT. THE TOWER - ROOF - OBSERVATION POST

104

Alice and Claire follow Angel and Luther up an access ladder to the highest point on the roof. A large raised area that contains all the air-conditioning vents. On one corner of the roof is the makeshift observation post - shortwave radio, binoculars, flare gun, a tarpaulin strung for shade.

LUTHER
Angel handles observation and communications. No one can make that radio work but him.

Angel picks up the binoculars and puts them to Alice's eyes.

ANGEL
Take a look.

ALICE
At what?

ALICE'S P.O.V. --

The Santa Monica Bay. Light glistening off the Ocean.

ANGEL (O.S.)
Arcadia.

An "ABANDONED" FREIGHTER comes into view - at anchor in the bay.

ANGEL (O.S.) (CONT'D)
You see ...

Angel shifts magnification. The bow of the ship comes into sharp focus. Alice sees the name of the ship written there --

ANGEL (O.S.) (CONT'D)
... it's not a town ...

The ship is called -- ARCADIA.

ALICE
It's a ship.

CUT TO:

105 EXT. THE TOWER - ROOF - OBSERVATION POST - MOMENTS LATER 105
CLOSE ON A DIGITAL RECORDER--

ANGEL
I recorded this from the short wave.

Angel hits PLAY --

DIGITAL RECORDER
This is Arcadia. Broadcasting on the emergency frequency. Location, 118.30 Degrees Longitude, 34.05 Degrees Latitude. There is no infection. We offer safety and security. Food and shelter. Repeat ... no infection. There is help.

(beat)
This is Arcadia. Broadcasting on the emergency frequency. Location, 118.30 Degrees Longitude, 34.05 Degrees Latitude ...

ALICE
The same message we heard, just different coordinates. They must have sailed down the coast. Looking for survivors.

DIGITAL RECORDER
This is Arcadia. Broadcasting on ...

The message STOPS abruptly in a burst of STATIC.

ALICE
What happened?

ANGEL

That was the last we heard from them.
The transmissions just stopped.

LUTHER

That was two days ago. We've been
sending up flares every night.

ANGEL

So when you arrived of course we thought
they'd sent you.

Alice looks out at the mysterious ship, lying at anchor.
Then she notices Claire - she's back by the edge of the
roof - staring at the Ocean. Exactly the same thing she
was doing earlier. Only now do we realize that she was
staring at The Arcadia all along - she already knew what
it was!

ALICE

Claire? Are you okay?

Claire turns to Alice, a sudden clarity in her eyes. As
the drug is cleansed from her system, her memory is
starting to return --

CLAIRE

(hesitant)

Arcadia ... I remember ...

ALICE

What? Tell me.

CLAIRE

I remember ... the beach ... and ... a
boat ...

105A

A FLASH OF IMAGERY.

105A

*The meadow in Alaska. The Arcadia at anchor in the
distance. Claire, K-Mart and the others watch as a
Zodiac beaches and SURVIVORS from the Arcadia jump
ashore. They welcome the newcomers, helping them
onboard. Some of the people with Claire are so happy,
there are tears in their eyes. Safety at last.*

105B

EXT. THE TOWER - NIGHT - OBSERVATION DECK - CONTINUOUS

105B

*

CLAIRE

... people coming to help us.

*

ALICE

But what happened to you? Why didn't you
go with the others?

Claire stares at Alice, the residual drugs still making
things hazy, that part of her memory still lost --

CLAIRE

I don't know.

DISSOLVE TO:

106 EXT. THE TOWER - MONTAGE - SUNSET. 106

As the sun sets Luther, Angel and the others light
blazing torches (metal poles wrapped in rags and soaked
in gasoline) around the perimeter of the wall. By night
the place takes on an almost medieval feel - a besieged
fortress lost in time.

Beneath them, thousands of Undead crowd the dark streets
of Los Angeles.

107 EXT. THE TOWER - ROOF NIGHT. 107

Luther plays basketball on a makeshift court. It's
Luther vs. Angel and Kim Yong. Luther literally has one
hand tied behind his back. He's still winning.

Kim Yong sends a shot wide, and the ball soars over the
edge of the roof.

ANGLE ON --

The Undead as the ball bounces amongst them. They don't
react. The ball rolls to a stop at the feet of a GIANT
of a man. He drags a huge AXE behind him - the remnants
of his life/work before the Apocalypse. For Gamers he is
immediately recognizable from RE5. AXE MAN looks up from
the basketball to the fresh meat far above. His dead
eyes glitter in the firelight.

108 EXT. THE TOWER - PRISON ROOF NIGHT. 108

Alice is working on the plane. It's been pulled back
from the edge. After a moment Luther steps up - still
sweating from the game.

LUTHER

What are you doing?

Alice ties a STEEL CABLE to the back of the plane, then tethers it to a secure point on the roof.

ALICE

Roof's too short for a regular takeoff.
If we tether the plane we can get the engine up to full speed. Then release it and ...

Alice motions the plane shooting towards the far edge of the roof.

LUTHER

Will that work?

ALICE

(shrugs)

In theory ...

Luther smiles. Impressed with how calm she remains. He leans on the parapet beside Alice - stares at the prison walls.

LUTHER

Believe it or not, when I was a kid, I was a real tearaway.

ALICE

You don't say?

LUTHER

I was nine years old when my father had the local cops lock me in a cell for a half hour. You know, "scared straight". It worked. Growing up I used to dread coming to a place like this ... being locked away.

(smiles at the irony)

Who'd have thought.

Alice nods to the Undead far below --

ALICE

Do you remember a time before them? It seems like another life ... How long has it been?

LUTHER

Three ... four years.

ALICE

Christ is that all?

Down below, a pack of Undead squabble over a scrap of old flesh. Some of them are surprisingly fast and vicious.

ALICE (CONT'D)
They're getting faster.

LUTHER
You've noticed it as well? We're seeing the slow ones less and less.

ALICE
Back when we were plentiful, food was easy to find. They didn't need to be fast.

LUTHER
You're saying they're what? Evolving?

ALICE
Evolving, mutating ...
(shrugs)
... just so long as they don't learn to climb walls.

LUTHER
(laughs)
Amen to that.

Alice smiles back at him.

LUTHER (CONT'D)
You hungry?

ALICE
Starving.

LUTHER
Let me buy you dinner. I know this great place ... real romantic.

109

INT. THE TOWER - (LUTHER'S OFFICE)

109

*

Like the fortress walls, the interior is lit by blazing torches.. In one corner, Crystal cooks over an indoor campfire.

*

*

CRYSTAL
Step right up ... plenty for all!

Luther hands Alice a tray --

LUTHER

Crystal's our cook. The menu's not extensive, but she's a master at what she does.

On a chalkboard above Crystal is written --

"TONIGHT AND EVERY NIGHT -- EGGS".

CRYSTAL

Hope you like them spicy.

She dishes soupy scrambled eggs from a large dish and ladles them onto Alice's tray.

ALICE

Thank you.

CRYSTAL

We didn't get to meet properly. The name's Crystal.

ALICE

Alice. Sorry I didn't bring better news.

CRYSTAL

Get used to disappointment right? That's what my agent used to say ... back when I had one.

Luther and Alice sit down at a table with Claire and Angel. Angel seems to have taken a protective interest in Claire. Alice places a tray in front of her friend --

ALICE

Eggs.

CLAIRE

Thank you.

ALICE

How's the memory?

CLAIRE

(unsure)

Flashes ... fragments. Nothing that makes any sense.

LUTHER

(nods to Angel)

Angel should take a look at your plane. He's also our resident mechanic. Never met something he couldn't fix.

Behind Angel, Alice catches sight of Bennett glaring at them from across the room. As usual he's accompanied by Kim Yong. Alice can feel the simmering tensions within this contained environment. A powder-keg ready to explode --

ALICE

What's his story?

ANGEL

Bennett was some big time movie producer, some shit like that. Boy's got a stick up his ass.

LUTHER

Kim Yong used to intern for him. Still hasn't figured out the World has changed.

ALICE

(shrugs)

I understand. People cling to the past. Bennett is his last bit of certainty. A reminder of the way things used to be ...

Angel nods to Claire's tray. The soupy eggs.

ANGEL

I wouldn't advise you let them get cold.

CLAIRE

I don't even know if I like eggs.

ANGEL

Well, I guarantee you won't like these.

LUTHER

Powdered eggs ... food for the apocalypse.

Claire tries a mouthful. Grimaces.

ANGEL

Even powdered eggs don't keep forever. Pepper and spice help hide the taste.

ALICE

This is all you have?

ANGEL

In a few weeks we won't have this. That's why everyone was hoping you were from Arcadia.

LUTHER

Why don't they send someone? Or even a signal? They must have seen the flares.

ANGEL

At night there are no lights on the ship. And there's never any sign of life on deck.

(beat)

I hate to say it, but maybe there's no one left alive.

CLAIRE

Someone sailed that ship down here.

ANGEL

But why did they stop transmitting?

ALICE

Our friends may be on board that ship. We have to know what happened to them.

Angel nods --

ANGEL

Can that plane of yours still fly?

ALICE

I think so. But that's not our real problem. Even if I dump the reserve tanks, it's not going to seat more than three or four.

Alice looks around the room - counting heads - there's far too many.

ALICE (CONT'D)

Is this all of you?

Angel and Luther share a look --

LUTHER

Almost ...

Alice pushes her powdered eggs to one side --

ALICE

(intrigued)

So who's the lucky soul missing out on dinner?

110 INT. THE TOWER - STAIRWELL NIGHT.

110

Luther leads Alice down a set of concrete stairs. At the bottom is a long corridor barely lit by blazing torches jammed into what used to be light fittings. It's smoky and unpleasant down here.

LUTHER

Welcome to the dungeon ...

Luther takes an unlit torch and soaks it in an open barrel of dark liquid. We've seen these barrels all over the prison.

LUTHER (CONT'D)

Motor oil. Doesn't smell too good, but it burns awhile.

Luther lights the torch and indicates for Alice to follow him down the corridor. A sign identifies this as the "MAXIMUM SECURITY BLOCK" --

LUTHER (CONT'D)

When the shit hit the fan, we took refuge in the prison. Seemed like it had the biggest, strongest walls ... best chance of keeping those things out. By the time we arrived, the guards and the inmates were already long gone. When people started eating one another I guess there didn't seem much point in keeping anyone locked up. We thought the place was abandoned ... until we made a discovery.

Luther pushes open a steel door to reveal --

111 INT. THE TOWER - HIGH SECURITY CELLS

111

A short, runty man, WENDELL, sits on a folding chair - keeping guard over one of the cells. Behind the thick steel bars, the cell is in darkness - hiding whoever (or whatever) is in there.

LUTHER

Wendell, time to take a break.

WENDELL

It's about Goddamn time. I hate being down here. I hear things. Moving ... in the walls.

Wendell looks at Alice --

WENDELL (CONT'D)
Who the fuck are you?

Alice doesn't grace him with a reply.

LUTHER
What do you hear Wendell?

WENDELL
I told you ... movement.

LUTHER
Where?

Wendell points deeper into the corridor of security cells. It's not so well lit down there.

WENDELL
From back there.

LUTHER
So let's take a look.
(to Alice)
I'll be back in a minute.
(turns to Wendell)
Shall we?

Wendell leads him reluctantly into the shadows. As they disappear from view, Alice notices a well-thumbed copy of HUSTLER sitting on Wendell's chair.

CHRIS (O.S.)
Oh yeah ... Wendell's delightful company.

Alice turns to see a shadowy figure sitting in the gloom of the high security cell.

CHRIS (CONT'D)
And now he hears things moving ... in the walls.

The figure steps into the light. He's a powerfully built man in his early thirties. Hard, calculating eyes. Roguish good looks, not entirely trustworthy. A week's stubble only accentuates his strong jawline.

CHRIS (CONT'D)
And they think I'm crazy.
(smiles)
Name's Chris.

He extends a hand between the prison bars. Alice doesn't take it.

CHRIS (CONT'D)

You were the one flying that plane.

ALICE

How do you know about that?

CHRIS

Wendell isn't the only one that hears things. Must have been a pretty hairy landing. That roof isn't more than 250 feet long.

ALICE

More like 230.

CHRIS

Well I'm glad you made it. Perhaps you can talk some sense into these people.

ALICE

How's that?

CHRIS

Isn't it obvious? I'm not a prisoner. I shouldn't be in here ...

112 INT. THE TOWER - SUB BASEMENT NIGHT,

112

Luther ~~is~~ ~~in~~ ~~the~~ ~~sub~~ ~~basement~~ ~~area~~ ~~and~~ ~~the~~ ~~area~~ ~~is~~ ~~crowded~~ ~~with~~ ~~pipes~~, ~~ducts~~ ~~and~~ ~~cabling~~. The guts of the prison. It's tight, claustrophobic and stretches off seemingly forever. It's also very, very scary. *

CHRIS (O.S.)

I was working with a military unit. We were using the prison as a staging post ... *

113 INT. THE TOWER - HIGH SECURITY CELLS

113

Chris tells his story from behind thick bars --

CHRIS

Things were already pretty bad when the order came through from the Governor to release all the inmates ... we needed as many people as possible on the streets to fight those things. It was chaos.

(MORE)

CHRIS (CONT'D)

We were pulling out when a gang of the prisoners jumped me - ~~and I was~~ ~~in~~ ~~the~~ ~~middle~~ ~~of~~ ~~the~~ ~~line~~. When I woke up my unit was gone and I was in here. Their idea of a joke.

*
*

(a beat)

You don't believe me?

ALICE

Do the others?

CHRIS

You need to get me out of here.

ALICE

We're all trapped here one way or another.

CHRIS

True. ~~But~~ judging from the steady diet of powdered eggs, supplies are running low. When people get hungry, they get desperate. I don't want to be trapped in here when things start going bad.

*

LUTHER (O.S.)

Seen enough?

Luther and Wendell emerge from the darkness of the corridor.

*

ALICE

Seen enough?

*

LUTHER

~~What's the point~~
Come on ...

*

*

Luther begins to lead Alice away. Chris calls after them.

CHRIS

Get me out of here and I'll do the same for you.

Alice glances over her shoulder --

CHRIS (CONT'D)

I know a way out of this place ...

ALICE
You believe him?

LUTHER
Fuck no.

ALICE
You want to look out what he's talking
about?

LUTHER
(shaking head)
No. "Wah, wah". We're not getting any closer,
we're getting further. And I'm not getting any
closer. The more I think about it, the more
I'm convinced.

ALICE
Really? And what do you see in that world?

Luther looks at Alice, confused.

115 INT. THE TOWER - CELL BLOCK B - CLAIRE'S CELL NIGHT. 115

The survivors are using the cell block as a makeshift
dormitory. Claire is fast asleep in her cell. She's
sleeping BENEATH the bed. Alice and Luther watch her.

LUTHER
What is it that happened to your friend?

ALICE
(concerned)
Some kind of trauma ... I'm not sure. I
found this on her.

Alice produces the Scarab from her jacket pocket.

LUTHER
What the hell is that?

ALICE
You tell me. I think it was pumping some
kind of drug into her. I found her in
the wilderness. She'd been alone for a
long time.

LUTHER
I'm guessing she wasn't the only one.

OFF the look they share --

116 INT. THE TOWER - CELL BLOCK B NIGHT. 116

Luther shows Alice her own spartan cell --

LUTHER
You can sleep here.

ALICE
Homey.

LUTHER
(smiles, flirtatious)
And in the morning I have a surprise for
you.

ALICE
I've learned to dislike surprises.

But Luther isn't easily deterred --

LUTHER
I think you'll appreciate this one.

Alice smiles back at him. Enjoying the flirtation.
She's been alone for a long time.

LUTHER (CONT'D)
Until the morning. Sleep well.

117 EXT. THE TOWER - WALLS NIGHT. 117

Angel patrols the prison walls. He stops by the main
gate. With no electricity, a large HAND CRANK opens and
closes it. Right now, it is firmly sealed shut.

Angel sends up a flare. It hangs in the air,
illuminating the UNDEAD HORDE with its sickly green
light. The Undead are agitated, clawing at the gate,
desperate to be in. And in their midst, the giant Axe
Man - patiently waiting.

118 INT. THE TOWER - ALICE'S CELL NIGHT. 118

Alice wakes suddenly, gun in hand. Claire is sitting on
the end of her bed.

CLAIRE
You were my friend?

ALICE
I like to think so.

CLAIRE
(hesitant)
Was I ... a good person?

ALICE
Yes ... why would you ask that?

CLAIRE
I don't know ... I have the feeling I let
people down.

ALICE
You're not the only one.

Alice sits by Claire.

ALICE (CONT'D)
We struggle, we fight ... we watch our
friends die. Survival is pain.

CLAIRE
Is it worth it? The pain?

It's a question Alice has often asked herself - as she
sat alone in the dark. After a beat --

ALICE
Someone has to go on. Otherwise what is
all this for?

119 INT. THE TOWER NIGHT.

119

Alice explores the empty prison alone. Her boots echo
around the empty hallways and cell blocks. Dark and
desolate, it's spooky as hell.

A sudden voice makes her JUMP --

LUTHER (O.S.)
Light sleeper?

Alice turns to see Luther sitting in the shadows. Wide
awake. Keeping a vigil.

ALICE
Yeah.

LUTHER
I know the feeling.

Luther gets to his feet. Alice smiles --

ALICE

So what about my surprise?

120 INT. THE TOWER - BOILER ROOM NIGHT. 120

Luther throws wood onto a roaring fire. A makeshift bonfire has been erected beneath one of the water heaters.

LUTHER

It's not exactly how it was designed to work.

(smiles at Alice)

But this gets the job done.

121 INT. THE TOWER - SHOWER BLOCK NIGHT. 121

Row upon row of communal shower stalls. One of them is running. The tepid water STEAMING in the night air.

ALICE

Very civilized.

LUTHER

I wouldn't call it exactly hot, but we do our best ...

Luther hangs a couple of towels by the stall --

LUTHER (CONT'D)

These are for you.

ALICE

Are you always this attentive to your guests?

LUTHER

We don't get many visitors.

(smiles)

And none that look like you.

Alice peels off her jacket, but waits for Luther to leave before going further --

LUTHER (CONT'D)

Well then, I'll leave you to it.

122

INT. THE TOWER - SHOWER BLOCK - LATER

122

Alice showers. Luxuriating in the luke warm water. We see her naked body from a distance. Tiny and vulnerable in the vast room.

A DARK SHAPE suddenly moves between her and the CAMERA!!

CLOSE ON ALICE --

The sudden NOISE catching her attention.

ALICE

Luther?

Alice switches off the water.

ALICE (CONT'D)

Luther ... is that you?

There's no reply.

ANGLE ON ALICE --

She has hurriedly pulled on jeans and a tight undershirt. She's still wet from the shower.

ALICE (CONT'D)

Luther!

There's no reply. Alice slides a gun from its holster.

ALICE (CONT'D)

I told you I didn't like surprises ...

Mounted above the barrel of the gun is a pen light which pierces the darkness of the room. As Alice cautiously moves forward, the tension mounts. Suddenly there is movement - Alice swings the gun, ready to fire and sees --

WENDELL

I'm sorry!!!

Wendell cowering in the shadows. Nothing more than a Peeping Tom.

WENDELL (CONT'D)

I'm sorry ... I just ... I ...

Alice roughly shoves him away.

ALICE
Get out of my sight.

Wendell staggers backwards and trips. He falls into a scuttling pile of roaches and bugs on the floor.

WENDELL
Oh shit.

He jumps to his feet, brushing the bugs off him. Crushing them viciously underfoot.

WENDELL (CONT'D)
Little fuckers!!

Wendell takes a step back, right into the arms of a BURROWING UNDEAD. This creature has dug its way up through the Earth. Its fingers are broken and bloody from the journey - its nails missing completely. Its clothes are torn and filthy, and dozens of bugs that have crawled from the Earth with it scuttle across its body. It's a ghastly, horrifying sight.

WENDELL (CONT'D)
Shit ...

The Burrowing Undead moves with lightning speed, grabbing Wendell and pulling him in. To Wendell's horror, the jaws and lower face of the Undead SPLIT OPEN (like the Majini creatures from RE5) to reveal a twitching set of MANDIBLES. Wendell thrashes and SCREAMS in terror. Alice tries to get a clean shot at the creature, but Wendell is moving too much.

Suddenly Wendell's screaming stops as the MANDIBLES of the Undead CRUNCH into his face, swallowing his mouth.

The Undead drags Wendell (still alive) back into the shadows and is replaced immediately by a hoard of Burrowing Undead. They're fast -- and they're hungry.

Alice backs away, firing as she goes.

A STRIKING LOW ANGLE --

Showing Alice shooting, while the tide of small bugs and roaches which accompany the Burrowing Undead sweep across the ceiling above her.

ANGLE ON AN UNDEAD --

As it lunges at Alice, its unnatural jaws spreading wide. Alice dives to one side, narrowly avoiding the creature, firing every second she can. But her aim seems to be wide, missing its target, until we see --

AN OIL BARREL - one of the ones used to keep motor oil for the blazing torches. Alice's gunfire has punched giant holes in it. The motor oil hemorrhages across the floor.

ANGLE ON LUTHER --

Drawn by the gunfire. He stops at the threshold, shocked and horrified by the monstrous scene.

ALICE

Get back!

Alice shoots at POINT BLANK range into a metal grating on the floor. The bullets IMPACT with the metal, throwing up a sheet of sparks which IGNITE the motor oil.

A fiery explosion ENGULFS the Undead.

LUTHER

Behind me!!

Luther pushes over another barrel of oil, adding to the INFERNO. Through the flames, Alice watches the Undead stagger and fall, while still more of the blazing creatures disappear down through a GAPING HOLE in the floor. Several of the burning creatures CHARGE towards Luther, but he and Alice drop them as they come. Luther's aim with a pistol is deadly. A blazing Undead lands RIGHT AT HIS FEET.

123

INT. THE TOWER - SHOWER BLOCK - MINUTES LATER

123

CLOSE ON LUTHER'S FOOT --

As he pushes aside the burnt corpse of a Burrowing Undead. The shower room is covered with their smoking remains. Luther glances up at Alice.

LUTHER

Nice work. I knew I liked you.

Everyone has been drawn by the commotion. Alice and the other survivors stare down into the gaping hole in the shower room floor --

BENNETT

What the fuck is that smell?

ALICE

They must have burrowed their way up from the sewers.

LUTHER

Wendell said he heard things moving ... behind the walls.

BENNETT

So those things could burst out anywhere?!

ANGEL

If there's more of them.

BENNETT

Oh, there'll be more of them!!

CRYSTAL

How do you know?

BENNETT

Because there's no one else out there left alive. Why do you think all those things are here? We're the only fresh meat on the coast.

Amongst the group the panic is growing --

KIM YONG

We have to get out of this place!

CRYSTAL

Arcadia will send help. They have to.

BENNETT

Wake up! No one's coming! We have to help ourselves.

(turns to Alice)

That plane of yours ...

ALICE

Isn't going to hold us all.

KIM YONG

We could draw straws.

Alice seizes control of the group before the panic spreads any further --

ALICE

NO! We all get out. No one gets left behind.

BENNETT

Great! Then what do you suggest? We just walk out of here?

The question hangs in the air as --

CHRIS (PRE-LAP DIALOG)

Wondered how long it would take ...

CUT TO:

124

CRYSTAL, ANGEL, LUTHER, AND BENNETT ARE IN THE CELL.

124

*

CRYSTAL, ANGEL, LUTHER, AND BENNETT ARE IN THE CELL. Bennett is furious --

*

BENNETT

Are you crazy!!! Who knows what that man's done!

*

ALICE

Maybe nothing.

BENNETT

And maybe plenty!! That isn't just any cell. He's high security, serious shit!!

*

KIM YONG

They didn't want him getting out.

BENNETT

He's dangerous.

LUTHER

Angel, what do you think?

ANGEL

I think we don't have much of a choice.

BENNETT

You're all insane!! Crystal, come on, even you aren't that dumb.

*

Crystal, stung by Bennett's words, takes great pleasure in siding with the others --

CRYSTAL

I agree with Angel. If he has a way out
of here. I want to hear it. *

CLOSE ON A KEY --

As Alice slides it into a lock. *

BENNETT

This is a mistake.

But no one is listening.

BENNETT (CONT'D)

You watch him Ortiz. Keep your gun on
him.

Angel doesn't move. Just glares at Bennett - barely
hiding his contempt. The door swings open and Chris
steps out. He walks past Bennett, then suddenly pauses.
His face right beside Bennett's --

CHRIS

Boo!!

Bennett almost jumps out of his skin. The others can't
help smiling at his humiliation.

ALICE

Alright then ... let's get the hell out
of this place.

Chris takes a step forward and stops dead. Like he has
seen a ghost.

CHRIS

(shocked)

Claire!!

Standing at the back of the survivors is Claire Redfield.
Only now, with the both of them face to face, do we see
the similarities between Claire and Chris. They look
like brother and sister.

CLAIRE

Chris ...

Claire's voice tails off as her vision swims.

125

FLASHBACK --

125

A fast cut INFO-BURST. 1,000 images in 15 seconds.

For the uninitiated it's a succinct history of Claire and her brother - separated by the Undead Apocalypse - desperately searching for one another for the last 8 years. But for those in the know, it is the recreation of classic scenes and images from the entire history of the RESIDENT EVIL game series. It's enough to make even the most cynical fanboy cry with joy.

It also includes footage from Resident Evil Extinction - where Alice and Claire met - with Alice sacrificing herself so that the others could fly to safety. The Info-Burst builds to a climax with Claire and K-Mart on the beach in Alaska, the crew of the Arcadia coming to help them --

CUT TO BLACK:

126

INT. THE TOWER - HIGH SECURITY CELLS DAY.

126

Claire comes round. She had briefly passed out.

CLAIRE

Chris!

Claire embraces her brother, overjoyed.

CLAIRE (CONT'D)

(choked)

I thought I'd never see you again ...

CHRIS

It would take more than the end of the World to keep me from my little sister.

BENNETT

(cynical)

Isn't that sweet.

But no one is paying any notice to Bennett. Claire turns to Alice. Embraces her. Finally knowing her for the friend she is --

CLAIRE

I remember now. Thank you - for what you did for us.

ALICE

You made it to Arcadia.

CLAIRE

I think ...

(uncertain)

(MORE)

CLAIRE (CONT'D)

It's strange, the one thing I can't remember is the beach ... what happened there.

ANGEL

(concerned)

You okay?

CLAIRE

Yes, thank you. Never better.

ANGEL

Can I get you anything?

CLAIRE

Yeah ...

(looks around)

... a gun. Large caliber, automatic.

Alice smiles at her friend --

ALICE

Nice to have you back.

127

EXT. THE TOWER - PRISON YARD DAY.

127

Chris, Alice, Claire and the others stand before a thick set of metal roller doors - big enough to drive a truck through.

CHRIS

Behind those doors is a U.P.V. -- "Urban Pacification Vehicle". The prison kept it in case of a serious riot. 18 wheeler, steel plate, water cannon, seats twenty ... 12 tons of fun.

Claire glances over at the main gate and smiles.

CLAIRE

I like it. We roll straight out of here. Drive clean through them.

Angel checks the locked roller doors --

ANGEL

Lock's frozen, but we can use the oxy torch to cut through.

BENNETT

How long's that going to take?

ANGEL

You got somewhere to go Bennett?

ALICE

When we hit the coast we're going to have to transfer to a boat of some kind. We're going to be vulnerable.

LUTHER

We've got five guns between us and everyone's low on ammo.

CHRIS

I've got you covered.

CLOSE ON A SCHEMATIC OF THE PRISON --

As Chris rolls it out on a table.

CHRIS (CONT'D)

When I was stationed here, we used this room as an armory. Every weapon you can dream of.

ANGEL

How do you know your unit didn't take them with them, when they pulled out?

CHRIS

Because by the end, there were a lot more guns than there were people to use them.

Chris looks up from the schematic --

CHRIS (CONT'D)

But there is a catch ...

128

INT. THE TOWER - ELEVATOR SHAFT DAY.

128

Chris and Angel push open the metal doors to reveal an elevator shaft flooded with dark water. Alice steps forward - peers into the depths.

CHRIS

Prison's built on reclaimed land. They had pumps to keep the water out of the foundations, but when the electricity failed the basement started to fill up. There's another two levels down there.

ALICE

And how far down is the armory?

CHRIS

All the way ...

129 EXT. THE TOWER - PRISON YARD DAY. 129

Angel shoves a dirty mask and overall into Bennett's arms.

ANGEL

You're helping.

He smiles at Bennett's disgusted look. Angel fires up an oxyacetylene torch, and begins to cut through the heavy lock that separates them from the UPV.

130 INT. THE TOWER - ELEVATOR SHAFT DAY. 130

Preparing for the long swim, Alice and Chris strip down to their vests and undershorts. Alice catches Luther's eye.

ALICE

I always seem to be taking my clothes off around you.

Luther smiles back at her as he loads a FLASHLIGHT with batteries.

LUTHER

I've been saving these. Last batteries in the whole place. Don't know how much juice they have left in them.

Luther gives the flashlight to Alice.

LUTHER (CONT'D)

And I only have one of these left - it'll burn for ninety seconds exactly.

Luther hands Alice a FLARE as Crystal joins the group. She begins to strip off.

CHRIS

What are you doing?

CRYSTAL

Coming with. I was a swim champ back in high school. No one could hold their breath longer.

CHRIS
I don't think so.

But Crystal pays no attention.

CRYSTAL
It's all about lung capacity versus
bodyweight. That's why women are better
at holding their breath than you big
strong men.

Crystal discards her jeans - ready for action. Alice and
Luther share a look - impressed.

LUTHER
(to Crystal)
Take this. Should be good for a half
hour.

Luther hands Crystal a GLOW STICK. Crystal wraps its
nylon safety leash around her hand.

ALICE
Can you shoot as well as swim?

CRYSTAL
Honey, I grew up in Texas.

Alice hands her an HK.45 --

ALICE
Here. It'll fire underwater. Slug won't
travel more than ten feet though. And
when you get in, make sure the barrel
fills with water. There can't be any air
trapped in the gun.

CRYSTAL
Or what?

ALICE
(casual)
It explodes.

Off Crystal's worried look --

131

INT. THE TOWER - ELEVATOR SHAFT - MINUTES LATER

131

Alice, Chris and Crystal are already in the water.
Luther kneels by Alice --

LUTHER

Good luck.

ALICE

Thanks.

(to Chris)

Shall we?

CHRIS

Ladies first.

Alice takes a deep breath and dives beneath the icy surface.

132 INT. THE TOWER - ELEVATOR SHAFT - BASEMENT

132

As they dive deeper, the flickering torchlight above becomes more and more feint. They get to the elevator doors and pry them open to reveal a flooded corridor beyond. Alice fires up the flashlight and takes the lead.

As they swim past, into the corridor, we HOLD on the elevator doors. Unseen by Alice and the others, this side of the doors are covered in dents and scratches -- as though something had been trying to claw its way out.

133 INT. THE TOWER - KITCHENS DAY.

133

Claire leads Luther through the prison's vast industrial kitchens. She's all business - snapping orders as she goes - the born leader quickly rising to the surface.

CLAIRE

Who knows what we're going to run into,
so we need supplies. Bottled water,
medical supplies and any kind of food.

(catches sight of Luther
staring at her)

What?

LUTHER

(smiles)

You've changed. I approve.

A sudden noise takes the two by surprise. There's something moving behind the walls!

Claire draws her sidearm. Follows the noise with her gun sights.

The cheap plaster on the walls begins to CRACK and some tiles fall to the ground. Luther and Claire are ready, but the noise abruptly stops.

A tense moment. The sound of their breathing fills the void.

Then suddenly hands burst THROUGH THE TILED FLOOR, grabbing for them. Claire kicks the filthy Undead hands away and begins firing. The Burrowing Undead are emerging all over the place!!

CLAIRE

The door ... go!!

Claire and Luther run for the door, as still more Burrowing Undead appear. Claire drops each one with a well placed shot to the forehead. The fierce warrior we remember is back with a vengeance!!

134

INT. THE TOWER - KITCHEN CORRIDOR - CONTINUOUS

134

Claire SLAMS the door to the kitchen, sealing the Undead within. Luther muscles over a big set of metal shelves, jamming the door closed. On the other side they hear the Undead fighting to be free.

CLAIRE

Is there another way out of that room?

LUTHER

No.

Suddenly the noise on the other side of the metal door stops. To be replaced by the sound of scratching on the concrete walls around it - the Undead are burrowing straight through the walls!!

CLAIRE

We have to get out of this place ...

135

INT. THE TOWER - BASEMENT - FLOODED CORRIDOR

135

Alice's torchlight cuts through the gloom. The water is cloudy, filled with floating detritus. It's unbelievably claustrophobic down here.

They swim for what seems like an eternity. Until it seems that their lungs must explode.

136

INT. THE TOWER - BASEMENT CORRIDOR - AIR POCKET

136

A narrow recess in the corridor ceiling - where a light fitting used to be. Fifty inches long, ten wide, only six inches above the water. The air is rank, but breathable.

Alice and the others break the surface. True to her word, Crystal is the swim champ. Alice drags in a deep breath - winded, but okay. Chris is worse off - coughing and choking.

ALICE
(concerned)
You okay?

Chris nods --

CHRIS
(coughing)
How much further?

ALICE
I don't know. Couldn't see much up ahead.

CRYSTAL
I can go.

Off the uncertain looks of Alice and Chris --

CRYSTAL (CONT'D)
I'll go ahead. See how far is left. Maybe there's another air pocket like this. I told you ... I'm good at this.

ALICE
I need a moment to catch my breath. I'll follow. *

Crystal nods, takes three deep breaths and goes under again.

137

INT. THE TOWER - BASEMENT - READY ROOM

137

A sickly green glow announces the arrival of Crystal in the ready room. The place is big and the glow stick does little to illuminate the darkness. Overturned tables and chairs are everywhere - whatever happened down here it was much more violent than just flooding.

138 INT. THE TOWER - BASEMENT CORRIDOR - AIR POCKET 138

Alice is treading water, getting restless. The oxygen in this tiny space is running out --

ALICE

Getting stale in here. You ready?

CHRIS

(still winded)

I need another minute. You go.

(Alice hesitates)

Don't leave her alone. Go ...

Alice nods to him, takes a deep breath, then disappears from view.

139 INT. THE TOWER - READY ROOM - SECOND AIR POCKET 139

Even smaller than the first. Less than five inches between the surface of the water and the ceiling. Crystal surfaces, hungrily gulping in the stale air. Moments later she hears someone surface behind her.

CRYSTAL

That was quick.

Crystal turns and comes face to face with a HIDEOUS UNDEAD - it's face grotesquely pale and bloated from months of being underwater.

Off Crystal's SCREAM --

140 INT. THE TOWER - READY ROOM FLOOR - MOMENTS LATER 140

The green Glow Stick floats to the bottom - hitting the floor. The nylon leash (still attached) slowly coils around it.

141 INT. THE TOWER - BASEMENT CORRIDOR 141

Alice sees that the beam of the big flashlight is slowly dimming. The batteries are dying.

142 INT. THE TOWER - READY ROOM

142

As Alice leaves the corridor and swims into the dark void of the ready room, something catches her eye - a green glow coming from beneath an overturned desk. Alice swims towards it. Tentatively she reaches beneath the desk and retrieves Crystal's Glow Stick. The nylon leash comes with the stick.

CLOSE ON CRYSTAL'S SEVERED HAND --

Still attached to the leash. The nylon is still firmly wrapped around a chunk of chewed off hand and arm.

Alice drops the glow stick in SURPRISE and turns away, coming face to face with --

Crystal's SEVERED HEAD, floating in the water.

143 INT. THE TOWER - READY ROOM - SECOND AIR POCKET

143

Alice surfaces in the exact same claustrophobic air pocket where Crystal had met her end. She's coughing and choking. The torchlight begins to flicker. The batteries finally dying.

ALICE

Come on!

The torch dies. There is only the sound of Alice's frantic breathing.

ALICE (CONT'D)

Come on!!

The torch flickers back into life for an instant. ILLUMINATING A FACE, RIGHT IN FRONT OF ALICE!!

It's Chris.

CHRIS

Where's Crystal?

ALICE

Crystal is dead. Something tore her apart.

Alice suddenly CONVULSES.

CHRIS

What was that?!

A second later Alice is dragged violently underwater!!

144

INT. THE TOWER - READY ROOM - CONTINUOUS

144

Alice has been pulled under by an Undead. The same one that killed Crystal. As it's JAWS SNAP at her, Alice kicks the Undead, pushing off and swimming backwards --

Right into the arms of a SECOND UNDEAD!! This one even more rotted and horrific than the first.

Alice struggles to get her gun free of its holster, but the Undead is already upon her, jaws wide, ready to take a bite. Until Chris FIRES - a bullet thudding into the Undead's skull. The Undead staggers back, but doesn't die. The bullet was slowed too much by the water - lodging in the Undead's skull but not penetrating the brain.

Chris continues to fire - a gun in both hands - each bullet leaving a tiny wake of bubbles like a torpedo. It's an amazing image.

Eventually the Undead goes down. But that still leaves one more. Chris turns his guns on the creature, but Alice beats him to it. PUSHING OFF from an overturned desk, she scythes through the water towards the Undead, her gun in her outstretched hand. Alice lets the muzzle of the gun touch the Undead's forehead before pulling the trigger. At point blank range, and with the extra compression from being underwater, the entire back of the Undead's head is blown off. Brain matter and bone fragments clouding the murky water even further.

At that moment, the torchlight finally dies, plunging the scene into TOTAL DARKNESS.

For a few seconds, COMPLETE BLACKNESS and an eerie SILENCE. Then the red flare sputters into life - illuminating a dreadful, hellish scene --

Walking underwater towards Alice and Chris are dozens of bloated and disfigured Undead. Even more pour out of the rooms and corridors leading off the ready room.

Alice and Chris swim for their lives.

145 INT. THE TOWER - BASEMENT - STAIRWELL 145

The water ends half way up the stairwell. Alice and Chris break the surface, coughing and choking, but still running for their lives.

CHRIS

This way!!

They hurry up the stairs, but we HOLD on the water's surface. Moment's later, the first of the Undead emerge - headed after their prey.

146 INT. THE TOWER - CORRIDOR 146

The corridor dead ends with a steel door.

CHRIS

This is it.
(tries the door)
Locked.

ALICE

Not for much longer.

Alice takes a hairgrip from her head and goes to work - using it as an improvised lockpick.

147 EXT. THE TOWER - PRISON YARD - CONTINUOUS 147

Angel, Bennett and Kim Yong are busy cutting through the lock to the garage doors. It's hot, sweaty, unpleasant work - and it's only half done. Bennett raises his goggles.

BENNETT

How do we get stuck with this shit?

Angel taps the tank of the oxy torch. It rings hollow.

ANGEL

(snaps at Bennett)
Less talk and more work. This thing's
almost empty. *

Grumbling, Bennett returns to work.

148 INT. THE TOWER - BASEMENT CORRIDOR 148

Alice still works on the lock. Chris glances back down the corridor. A dozen Undead closing on them fast.

CHRIS

You might want to hurry with that.

The lock CLICKS open.

149 INT. THE TOWER - "ARMORY" 149

Alice and Chris race inside - slamming the door behind them, just as the first of the Undead HITS. The Undead gets her arm through the door. The heavy steel door crunches into the Undead's shoulder, dislocating it. But the Undead feels no pain. She just tries to force the door open even more.

ALICE

Open the door!!

It goes against every survival instinct, but Chris does as she asks. The Undead LUNGES forward, but Alice shoots it in the head. Chris pushes it back and Alice slams the door. These two make quite a team.

Only now does Alice get a chance to raise the flare and get a look around --

ALICE (CONT'D)

Nice ...

The room is lined with weapons, ammunition, explosives, flashlights - a treasure trove of equipment - a survivalist's wet dream.

150 EXT. THE TOWER - PRISON YARD DAY. 150

CLOSE ON THE HEAVY LOCK --

As it finally drops smoking to the ground. Angel steps back and kills the oxyacetylene torch. Smiles at his handiwork with satisfaction.

ANGEL

(to Bennett and Kim Yong)

Give me a hand with this.

151 INT. THE TOWER - AUTO GARAGE - CONTINUOUS 151

We see the darkened interior as the huge metal roller door is pushed open. The three men stand silhouetted in the doorway.

ANGEL

Damn!! That's one good looking ride ...

ANGLE ON THE U.P.V. --

Towering above them. Twelve tons of armor plating and weaponry. Everything that Chris promised.

152 INT. THE TOWER - BASEMENT - JANITOR'S CLOSET 152

Chris and Alice have tooled up. In addition to the extra guns and ammunition, Chris helps himself to a bag of EXPLOSIVE CHARGES complete with a REMOTE DETONATOR. Outside, the Undead pound on the steel door.

CHRIS

We can't go back that way.

Alice glances at an air vent in the ceiling --

ALICE

Maybe we don't have to.

153 INT. THE TOWER - AUTO GARAGE - CONTINUOUS 153

KIM YONG

Angel!! Bennett ... look at this.

Laid out on the floor is the U.P.V.'s engine. It is in a hundred pieces - in the middle of serious maintenance that was never finished.

ANGEL

Oh shit.

KIM YONG

Can you put this back together?

ANGEL

Maybe ... but it would take a week.

KIM YONG

(desperate)

We don't have that long!! What do we do now?

BENNETT

(calm)

I know.

Bennett produces a small handgun he had been keeping concealed from the others. Before we really know what's happening, he has shot Angel in the side of the head. As Angel falls, Kim Yong looks down in horror. His shirt is sprayed with Angel's blood.

KIM YONG

(horrified)

Bennett ... what have you done?

154 INT. THE TOWER - MESS HALL DAY. 154

A GRATING in the floor pushes open and Alice and Chris squeeze out. Alice looks up - in the distance, there is the sound of an ENGINE exploding into life.

155 INT. THE TOWER - KITCHENS - CONTINUOUS 155

Claire and Luther are busy packing supplies into black nylon carryalls.

CLAIRE

You hear that?

The sound becomes clear - the noise of a plane's engine, revving for takeoff.

LUTHER

Son of a bitch!!!

156 EXT. THE TOWER - ROOF - CONTINUOUS 156

Bennett is behind the stick of the T-7. Kim Yong stands behind the plane, by the cable that tethers the T-7 to the roof.

KIM YONG

(conflicted)

What are we doing?

BENNETT
Getting out of here.

KIM YONG
But the others ...

BENNETT
Fuck the others! Someone always has to
make the hard decisions. Now get on
board.

ANGLE ON --

The mesh door to the roof as Claire and Luther appear behind it. Luther smashes his fists against the mesh - Bennett and Kim Yong have jammed it shut.

LUTHER
(furious)
Bennett!!! What the fuck?!

CLAIRE
Open this gate!!

LUTHER
Kim Yong, don't do this!!

ANGLE ON BENNETT --

BENNETT
(to Kim Yong)
Time to step up ... become a player.

But Kim Yong doesn't move - still conflicted. He glances at Luther and Claire. As he turns back to Bennett, Kim Yong sees that his boss is pointing a gun at him.

KIM YONG
Bennett! Please ... no!!

Bennett shoots without hesitation.

ANGLE ON KIM YONG --

Much to his surprise, he is still alive. Not even scratched. Bennett shoots again - hitting his true target once more - severing the cable that holds the T-7 in place.

ANGLE ON CHRIS AND ALICE --

Arriving just as Claire and Luther break down the mesh gate. The survivors spill onto the roof, but they're too late, the T-7 is already hurtling towards the edge.

157 EXT. LOS ANGELES - STREETS - CONTINUOUS 157

The Undead look up as the T-7 races off the prison roof and immediately begins to drop towards them.

158 INT. FUJI T-7 - CABIN - CONTINUOUS 158

Bennett hauls back on the stick. The STALL WARNING is blaring. The plane just isn't going fast enough.

159 EXT. THE TOWER - ROOF - CONTINUOUS 159

The survivors race to the edge of the roof. Below them, the T-7 is seconds from impact.

LUTHER

That's right bitch!!! Fuck you!!

160 EXT. LOS ANGELES - STREETS - CONTINUOUS 160

At the last possible second, the T-7 begins to raise its nose. The plane skims the road surface - chopping off heads and arms of dozens of Undead and leaving a bloody trail in its wake.

But eventually it rises into the air and soars between the downtown buildings.

161 EXT. THE TOWER - ROOF - CONTINUOUS 161

The survivors watch in anger and disbelief.

CHRIS

Son of a bitch!!

Kim Yong is in tears --

KIM YONG

I'm sorry ... I'm so sorry ...

In the distance the T-7 arcs towards the Santa Monica Bay.

CLAIRE
He's headed for the Arcadia.

Alice calls out to them from the observation post --

ALICE
He took the flare gun!

KIM YONG
(distraught)
What if he tells them he's the only
survivor? What if they leave us here?

ALICE
Don't worry, we can ...

AN UNDEAD APPEARS RIGHT BEHIND ALICE!!

LUTHER
Look out!!

Alice turns, just as the Undead is about to take a bite out of her. She fights with the creature, its face barely an inch from hers. Its cracked teeth snapping at her nose and eyes. LUTHER takes it out with one perfectly aimed shot - missing Alice by a fraction of an inch - but nailing the Undead straight between the eyes!!

LUTHER (CONT'D)
How the hell did that thing get in here?

Alice runs to the edge of the roof. Stares down into the prison compound in horror - the main gate is OPEN!

ALICE
Bennett opened the gate ...

Chris joins her --

CHRIS
We have to close it.

But Alice shakes her head --

ALICE
I don't think so.

ANGLE ON -- The HAND CRANK above the gate. Bennett has smashed it beyond repair. There's no chance of closing the gate now.

CLAIRE
My God ...

She stares across the prison compound. Thousands of Undead are swarming into their once secure fortress.

CLAIRE (CONT'D)
... they're everywhere.

CHRIS
We have to get to the U.P.V.

KIM YONG
It's useless!! The engine's in a thousand pieces. We're dead! We're all dead!!

ALICE
No.

The survivors all look to Alice --

ALICE (CONT'D)
I'm getting us out of here.

LUTHER
And just how are you going to do that?

162 EXT. THE TOWER - NIGHT - MOMENTS LATER 162 *

Alice ... the shower block. *

ALICE
head ... the shower block. *

ANGEL
Why are we going there?

CLAIRE
MOVE!!

Claire swings her guns towards the others. As they dive out of the way, she opens fire. REVEAL --

A pack of Undead charging across the roof towards them. Claire drops the leaders, Alice, Chris and the others take care of the rest. But immediately they are replaced with more - a never ending army of Undead streaming onto the rooftop. *

ALICE
... She grabs the bag of EXPLOSIVES off Chris. *

She grabs the bag of EXPLOSIVES off Chris. *

ALICE (CONT'D)
I'll meet you down there.

*

His hand tightens on the telephone receiver with an agonized grip.

*

HEAR VOICE
of the
telephone receiver

*

*

*

Alice comes into the emergency room with a shocked expression.

*

HEAR VOICE
of the
telephone receiver
We're not there yet.

*

*

*

*

Alice hangs the receiver on the telephone.

*

TURNS
up
down

*

*

*

*

Alice turns and runs STRAIGHT AT the Undead, guns
blazing. Behind her, the emergency room lights
flash and the sirens wail as the ambulance is
driven away.

*

*

*

163 ACT, FOURTH SCENE 163 *

The scene opens on a dark, empty hallway.

*

164 END, FIFTH SCENE 164 *

The emergency room is dark and silent.

*

165 END, SIXTH SCENE OF THE EMERGENCY ROOM 165 *

The scene begins with the sound of the ambulance
driving away.

*

*

166 END, SEVENTH SCENE 166 *

The emergency room is dark and silent.

*

*

167 EXT. THE TOWER - ROOF - ARIEL SHOT 167

A graphic high angle, showing Alice running and firing. But there are over a hundred Undead chasing her, and no way off the roof. This is suicide.

168 EXT. THE TOWER - ROOF - CONTINUOUS 168

Alice flings the pack of explosives over her shoulder. The Undead are almost on top of her and there is nowhere to go. The edge of the roof looms up in front of her. Undead hands reach out for Alice, grabbing at her hair as -- ALICE RUNS CLEAN OFF THE EDGE OF THE ROOF!! A drop of 200 feet opens up beneath her. The Undead are so intent on catching Alice that they follow her straight over the edge.

LOW ANGLE -- showing Alice and a hoard of Undead as they tumble off the roof and fall towards us.

TIME SLOWS -- As Alice presses a DETONATOR and the explosive charges blow, VAPORIZING THE ROOF.

ARIEL SHOT -- as a giant fireball consumes hundreds of the Undead.

LOW ANGLE -- Alice and the falling Undead. The sky above them filled with flame and raining debris.

RETURN TO REAL TIME -- As Alice suddenly SWINGS away from the Undead. Only now do we see that she holds the steel cable (that the T-7 had been tethered to) in one hand. She swings across the face of the building in a giant pendulum arc, as behind her the explosions continue - blowing out the windows behind her with fiery explosions which she BARELY stays ahead of!

At the end of the pendulum, Alice lets go. She draws her weapons as she flies through the air, and is already firing before she hits the ground.

Flying, shooting, the sky lit by flame and the building behind her exploding - it's a stunning image!!

169 EXT. THE TOWER - PRISON YARD - CONTINUOUS 169

WITH ALICE as she lands. Running and shooting, fighting for her life as fiery debris rains down around her.

*

The shots at a 100X, but as he reloads. Alice runs again
 and the Undead are dispatched, missing rather than
 being run down. Suddenly two Undead right behind
 Alice are dropped by a second shooter. ANGLE ON LUTHER --

*
 *
 *
 *

LUTHER

Over here!!!!

Luther stands by a metal roller door, gun in hand, laying
 down covering fire. The doorway offers safety for Alice,
 but even with Luther's help, she'll never make it. There
 are just too many Undead and they're about to swamp her.

BEHIND ALICE -- as she drops her handguns. The discarded
 weapons fly past Camera. Alice draws two SAWN-OFF
 SHOTGUNS and --

FIRES!!

The prison yard is lit by a hundred gleaming points of
 silver light. TIME SLOWS TO REVEAL -- that the guns were
 loaded with SILVER QUARTERS - all the loose change Alice
 had been so obsessively collecting. This is what she had
 been making - shotgun shells.

In SLOW MOTION the quarters spin end over end towards
 Camera - HEADS, TAILS, HEADS, TAILS, HEADS ...

Back to REAL TIME as the hundred metal discs slice
 through the Undead. The impacts are brutal, blowing the
 Undead off their feet, tearing them apart. The lethal
 fusillade clears a path for Alice and she slides under
 the door to safety.

Luther slams the door shut as a dozen Undead smash
 against it. He locks the door and offers Alice a hand
 up.

LUTHER (CONT'D)

(smiles)

Couldn't leave you behind.

170

EXT/INT. THE TOWER - MONTAGE

170

In FAST CUTS we see the Undead overrunning the prison
 yard, the auto garage, the cells, the mess hall.

171 INT. THE TOWER - SHOWER BLOCK

171

Alice peers into the hole in the ground, dug by the Burrowing Undead. It's TIGHT, CLAUSTROPHOBIC and very SCARY down there.

KIM YONG

This is some joke right?

ALICE

No.

Alice is already readjusting her gunbelts - getting ready for the tight squeeze ahead.

ALICE (CONT'D)

These tunnels lead to the sewers. Sewers lead to the storm drains.

CLAIRE

Storm drains lead to the sea.

The sounds of the Undead tearing up the prison echo around them. They are getting closer.

ALICE

This is our only chance.

But Kim Yong is terrified --

KIM YONG

I can't go down there. I can't!!

LUTHER

Better than staying here.

Luther is the first to drop down into the Earthen Tunnels.

LUTHER (CONT'D)

I'll take point.

CHRIS

I've got your back.

Chris follows Luther. But Kim Yong still hesitates.

KIM YONG

I just can't.

CLAIRE

You'll be alright ... really.

Claire takes his hand, comforting, just as --

AN HUGE AXE ERUPTS THROUGH KIM YONG, SLICING HIM IN TWO!!

REVEAL -- The Axe Undead. Surprisingly fast, his hulking form headed straight for Alice and Claire. Fresh blood SPINS off the tip of his giant axe.

ANGLE ON THE AXE BLADE --

Coming straight for Alice, ready to slice her head clean off. Alice dodges at the very last second, the blade slicing through her hair.

ANGLE ON --

Strands of Alice's hair. Cut by the axe. Drifting through the air.

ANGLE ON CLAIRE --

As she draws her gun, but before she can fire, the head of the Axe smashes into her hand, sending the pistol flying. The huge Undead's fist SLAMS into her, sending her sprawling.

ANGLE ON ALICE --

Sawn-off double-barrelled shotgun in hand. She fires one of the barrels. TIME SLOWS as fifty lethal quarters spin end over end towards Camera - HEADS, TAILS, HEADS, TAILS, HEADS ...

Back to REAL TIME as the metal discs BOUNCE off the giant Axe Head that suddenly shields the Undead. The rest of the loose change just impacts with the tiled walls.

Alice is sent FLYING by a brutal body check from the massive Undead. She crunches into the tiled wall. Breaking tiles and ribs. Badly wounded, maybe worse.

Her shotgun SKITTERS across the floor.

ANGLE ON CLAIRE --

Just getting up, as the Axe blade swings straight at her! She rolls to one side as the Axe smashes into the tiled floor. The Undead CHARGES her and Claire turns to run. But she is backed into a corner. Nowhere to go!

As the Undead swings again, Claire runs UP the wall, long hair flying, using her momentum to spin her OVER THE HEAD of her assailant.

The Axe narrowly misses Claire, and instead smashes through the wall, decapitating several shower heads.

Water fountains from the broken fixtures, splashing off the roof. Causing it to rain indoors!!

Claire lands as the creature turns. Alice's fallen shotgun (one barrel still loaded) lies between them. As the Undead charges, Claire runs straight towards him.

SLOW MOTION SIDE ANGLE --

An epic image!!! Claire, unarmed, running through the rain, outlined against the stark white tiled walls, charging the giant creature.

The Undead swings his axe, and at the last second Claire flings herself to the ground. Sliding across the slick floor - through the puddles - grabbing the shotgun. As she slides clean BETWEEN THE CREATURE'S LEGS, Claire fires.

The shotgun load RIPS through the Undead's body. Some of the quarters even ERUPT through his shoulders and SMASH into the tiled roof.

The Creature sags to his knees and then keels over.

Claire struggles back to her feet, exhausted.

ALICE

DOWN!!!!

Alice DIVES into Claire, knocking her to the ground as the giant Axe Blade SCYTHES THROUGH THE AIR, missing her by a fraction of an inch. The recovered Undead had flung the axe.

As the two women land, Alice shoots. The bullet hits the Undead squarely between the eyes. After a LONG BEAT he finally collapses. Dead for good this time.

Claire looks up at the GIANT AXE - embedded into the wall - right above her head. Alice just saved her life.

CLAIRE

(to Alice)

Thanks.

CUT TO:

172 INT. UNDERGROUND - EARTHEN TUNNELS

172

Luther squeezes his way through the rough hewn earth tunnels. He's covered in filth. A penlight is gripped between his teeth. It is their sole source of illumination. Behind Luther is Chris, then Alice and Claire bringing up the rear. We can feel the weight of tons of earth, pressing down on them.

Suddenly Luther stops. His penlight illuminating something wet and glistening --

LUTHER

My God ...

CHRIS

What is it?

LUTHER'S P.O.V. -- lining the tunnel walls is what appears to be human remains.

LUTHER

I think it's Wendell.

CHRIS

Just keep moving.

Luther has no choice but to crawl through Wendell's remains.

CHRIS (CONT'D)

Use the flashlight only when you have to.
Who knows how long the batteries will
last.

Luther reluctantly switches off the penlight. They are thrown into darkness. What follows is a terrifying odyssey as the survivors crawl and claw their way through the claustrophobic earthen tunnels. It's like they have been buried alive. Only occasionally will Luther use the penlight. The darkness, the INCREDIBLE CLAUSTROPHOBIA and the fear of the unknown, makes the terror almost unbearable.

173 INT. UNDERGROUND - EARTHEN TUNNELS - LATER

173

There's no sense of time this far underground, and they have no idea how far they have travelled. Luther stops suddenly.

LUTHER

I think there's a fork up ahead.

CHRIS

Which way?

ALICE

We should keep heading down.

Luther uses the penlight. The first branch of the tunnel has a slight incline down. He turns the light to the second branch --

And illuminates a BURROWING UNDEAD. RIGHT THERE. JUST INCHES AWAY!!

Luther doesn't even have time to scream as the creature's face SPLITS APART and tries to swallow his face!!

But Luther is too fast! The earthen tunnel is lit by gunfire as Luther blows the Undead apart.

Luther's gun racks back empty, but as he reloads -- HANDS BURST FROM THE EARTH, GRABBING FOR HIM!!

Suddenly there is movement all around as Burrowing Undead emerge from the earth. The tunnel is lit by strobes of gunfire as the survivors open fire. It's an intense, contained, claustrophobic gun battle.

Alice reaches for Luther as he is dragged into the depths by Undead hands --

ALICE (CONT'D)

Luther!!

But in an instant he has disappeared. Dragged into the darkness.

ALICE (CONT'D)

Luther!

CHRIS

He's gone ...

CLAIRE

Chris!! Get us out of here!!

Chris and the others crawl as fast as they can. Alice is the last to leave - not wanting to give up on Luther. But suddenly behind her there is movement. Something big scuttling up the tunnel. Closing fast!

She risks a look behind - sees a GIANT UNDEAD behind her,
ITS FACE SPLITTING APART!

Alice drops the Undead with a single shot.

ANGLE ON CLAIRE --

CLAIRE (CONT'D)
Faster Chris!! Faster!

Up ahead, there is a glimmer of sunlight --

CHRIS
I see light!!!

Suddenly Chris DISAPPEARS from view.

ANGLE ON CHRIS --
lying dazed on a concrete floor. As he looks around we
REVEAL --

174 INT. SEWER SYSTEM - CONTINUOUS

174

A long concrete tube with the gleam of daylight in the
distance. As the others jump down into the pipe, Alice
reaches down to Chris and helps him up.

ALICE
Hurry ...

She produces the DETONATOR.

ALICE (CONT'D)
... had one left.

175 INT. UNDERGROUND - EARTHEN TUNNELS - CONTINUOUS

175

As Burrowing Undead race down the tunnel towards the
light, we see an EXPLOSIVE CHARGE left by Alice, half
buried in the earth.

176 INT. SEWER SYSTEM - CONTINUOUS

176

Undead drop out of the tunnels and race down the concrete
tube in pursuit of the survivors.

177 INT. STORM DRAIN - CONTINUOUS 177

The concrete tube widens out and joins a storm drain. This wide, man made channel carries the Los Angeles River out to sea. As Claire runs out into the storm drain, she sees a small jetty up ahead, and a flat bottomed maintenance skiff marked "D.W.P. INSPECTIONS".

178 INT. SEWER SYSTEM - CONTINUOUS 178

Alice and Chris have almost made it to the storm drain. But the Undead are right behind them!!

ANGLE ON AN UNDEAD --

Reaching for Alice, its JAWS WIDE, MANDIBLES SNAPPING, as Alice hits the detonator.

179 INT. STORM DRAIN - CONTINUOUS 179

Alice and Chris are propelled out of the concrete tube by the EXPLOSION. Behind them, the earth collapses, sealing the Undead within. A cloud of dust and debris engulfs the Camera as we --

DISSOLVE TO:

180 EXT. MAINTENANCE SKIFF - LATER 180

Alice pilots the boat as it emerges from the underground storm drain system - headed for the coast. Around them the silent, burnt streets of Los Angeles drift by. Claire and Chris are up front - covered in dirt - too exhausted to even talk. Sitting alone, Alice glances back at the sewer system. Still thinking of Luther.

181 EXT. ARIEL SHOT - LONG BEACH DUSK. 181

The tiny skiff makes its way through the abandoned port towards open water. Over the Ocean, the sun is setting. Towering around the skiff, the cargo cranes of the once busy port stand silent - casting long shadows - like giant sentinels of a forgotten world.

182 EXT. MAINTENANCE SKIFF DUSK. 182

Claire and her brother are up front. Claire looks to the horizon, pensive --

CLAIRE

This ship ... Arcadia. It may not be everything we want it to be.

CHRIS

Can it be any worse than what we left behind?

CLAIRE

I guess we're going to find out ...

183 EXT. THE ARCADIA NIGHT. 183

The skiff approaches the dark silhouette of the massive ship. It towers above them. Chris, Alice and Claire clamber onto a floating dock - a long unlit stairway leads to the deck far above.

CHRIS

No welcome party?

184 EXT. THE ARCADIA - DECK NIGHT. 184

The survivors cautiously crest the stairwell, but the deck is deserted. The moon provides the only illumination. The long flat steel deck gives no clue as to what kind of ship this may be. Towards the bridge and the crew quarters there lies the crumpled remnants of the T-7.

185 INT. FUJI T-7 - CABIN NIGHT. 185

Alice checks the cabin - it's empty

ALICE

Looks like he made it.

186 INT. THE ARCADIA - CORRIDOR NIGHT. 186

Alice pushes open a door from the deck. Inside there are lights, but they are all dimmed. On some kind of power saving mode.

187 INT. THE ARCADIA - CREW QUARTERS NIGHT.

187

The survivors make their way through an abandoned mess hall. There is still food on the table. Meals half eaten, cups of coffee half drunk. There is no sign of a struggle. It's as if the crew just suddenly got up and left. A modern day Marie Celeste. Creepy.

CLAIRE

They left in a hurry.

ALICE

Let's check the bridge.

188 INT. THE ARCADIA - BRIDGE NIGHT.

188

The lights are low, but all the instrumentation is functioning. Alice stands by a communications board. She hits a button and the automated message plays --

DIGITAL RECORDING

This is Arcadia. Broadcasting on the emergency frequency. Location, 118.30 Degrees Longitude, 34.05 Degrees Latitude. There is no infection. We offer safety and security. Food and shelter. Repeat ... no infection. There is help.

As the message repeats, Alice checks the ship's instrumentation --

ALICE

Fuel, power ... everything functioning normally.

CHRIS

Look here.

Chris stands over a control panel --

CHRIS (CONT'D)

The crew launched the lifeboats three days ago.

ALICE

Exactly when they stopped transmitting.

Claire stares at the empty Ocean around them.

CLAIRE
Where were they going?

Alice and Claire share a look --

ALICE
Anywhere but here.

189 INT. THE ARCADIA - STAIRWELL/CORRIDOR NIGHT. 189

Alice and the others head deeper and deeper into the bowels of the ship. Still no signs of life. The silence is unnerving.

190 INT. THE ARCADIA - CORRIDOR NIGHT. 190

Alice stops suddenly. Looking at something we don't see. We read the shock on her face.

CLAIRE
What is it?

THE CAMERA PUSHES IN, OVER ALICE AND CLAIRE'S SHOULDER --

We see they are standing in front of a giant steel pressure door. Embossed onto the door is a giant red and white LOGO.

ALICE
Umbrella.

CLOSE ON CLAIRE --

Sudden realization flooding her face --

CLAIRE
Of course ...

*

191 A FLASH OF IMAGERY. 191

The final piece of the puzzle jolted into place. The meadow in Alaska. The Arcadia at anchor in the distance. Claire, K-Mart and the others watch as a Zodiac beaches and CREW from the Arcadia jump ashore.

CLAIRE (O.S.)
I remember him coming for us ... coming for all of us ...

*

A figure disembarks the Zodiac. He turns TO CAMERA - a familiar face --

CLAIRE (O.S.) (CONT'D)

... Wesker.

Suddenly each of the crew of the Arcadia produces a HIGH TECH SCARAB - the distinctive ELECTRONIC RESTRAINTS that Alice had found on Claire . They begin placing one on each of the unsuspecting survivors!

Claire fights with her ASSAILANT, knocking him out, but not before the scarab has embedded itself in her chest!!

CLOSE ON THE SCARAB --

As it begins pumping the vivid blue drug into Claire's bloodstream. Claire falls to the ground, fighting the effects of the drug with all her might. As the others are dragged unconscious to the Zodiac, Claire crawls to safety. Hiding beneath an abandoned aircraft, unseen, she passes out.

192

ANGLE ON CLAIRE

192

-- standing before the giant Umbrella Logo on the pressure door -

ALICE

This whole thing ... "Arcadia" ... a lie.

CLAIRE

Worse than that ...

Claire and Alice share a look.

CLAIRE (CONT'D)

... a trap.

193

INT. THE ARCADIA - SHIP'S HOLD NIGHT.

193

The giant pressure door slides open and Alice steps across the threshold. Chris and Claire are behind her, guns drawn. *(The rest of the party is seen. They're all looking at the pressure door.)*

Chris and Claire exchange a look. A quick glance. Their white walls so bright that they hurt your eyes. The space is vast, but at the same time, completely empty.

CHRIS

I don't understand.

*
**
*
**
*

...the...
...the...
...the...
...the...

*
*
*
*

ALICE
...the...
...the...

*
*

...the...
...the...

*
*

ALICE
...the...
...the...

*
*

CLAIRE

*

Look ...

Claire ... WORK TABLET. She scrolls through
the touch screen menu. It lists every victim held here.
Claire finally finds the picture of the "Test Subject"
she wants - K-Mart.

*

CLAIRE (CONT'D)

She's here.

ALICE
...the...
...the...

*
*

...the...
...the...
...the...
...the...

*
*
*
*

...the...
...the...

*

194 INT. THE ARCADIA - SHIP'S HOLD NIGHT. 194

Alice, Claire and Chris hurry through the maze of cells.
Serial numbers are etched into the plexi of each cell.
The drugged eyes of the prisoners stare back at them -
each one has an Umbrella Scarab in place.

*
*

ALICE

We're going to get you all out. I
promise.

195 INT. THE ARCADIA - SHIP'S HOLD - CONT. Y78 195

Alice and Claire stop in front of a cell.

*
*

ALICE

This is it ...

CLAIRE

K-Mart::

*

K-Mart is dishevelled, but unharmed. She too has a Scarab in place - pumping the blue drug through her system.

*

As Chris opens K-Mart's chest. Alice pulls her from it. Alice embraces K-Mart, but the young woman's eyes show no recognition.

*

ALICE

You're going to be okay ...

At that moment, the floodlights that illuminate the hold begin to switch off. The people trapped in the cages begin to panic. Many are screaming - scared of what is about to happen. Alice glances at the Scarab embedded in K-Mart's chest --

ALICE (CONT'D)

Get that thing off her ... then help the others.

CLAIRE

What are you going to do?

Floor lights come on - stopping directly at Alice's feet. They illuminate a clear path for her to follow.

ALICE

I'll just see what Wesker has on his mind.

Alice turns and starts down the path alone.

196 INT. THE ARCADIA - DARKENED CORRIDOR NIGHT. 196

As Alice walks down the corridor, the lights activate just ahead of her - leading her on. She reaches a junction, but only one way is illuminated. Alice follows.

197 INT. THE ARCADIA - HANGAR NIGHT. 197

Alice enters a hangar built into the side of the ship. One wall is open to the sea. A V-22 OSPREY is mounted on a catapult launch.

Floor lights clearly show the path Alice is to follow - headed across the hangar to a door on the other side.

198 INT. THE ARCADIA - NIGHT. 198 *

The floor is slick with some kind of this mucus - like the giant tracks of a snail. The walls are lined with the EMACIATED CORPSE of crew member. They have been completely sucked dry. Their pale skin pulled tightly over their skeletal forms.

Every one of the bodies is covered in a series of strange circular welts, four inches across. Alice leans in close, examining one of these marks.

199 SUDDEN FLASH CUT -- 199

As Alice sees the victim's death. Within Alice, the remaining T-cells surge. The surviving remnants of her T-virus enhanced powers. Alice is "watching" through the eyes of their attacker - who remains unseen. The terrified crew member is pinned to the ground, his body being penetrated by a PROBOSCIS lined with DOZENS OF RAZOR SHARP TEETH.

200 ALICE STAGGERS BACK. HORRIFIED BY THIS SUDDEN VISION. 200
Up ahead, the final set of lights flicker into life - illuminating the path into Wesker's lair. *

201 INT. THE ARCADIA - NIGHT. 201 *
Alice enters the hangar. Wesker sits in a chair behind a glass desk. He is slumped over the desk - perhaps asleep. His left forearm seems to be bulbous and misshapen. *

We hear the distinctive CLICK of nails on the floor. The noise to make a fanboy's heart beat faster. After a delicious moment of anticipation, THE UNDEAD DOBERMAN walk out from behind Wesker's desk. Their moist, flayed flesh glitters in the half-light. The Undead Dogs draw their lips back into a snarl, ready to leap at Alice. *

Alice trains her guns on the dogs. Her fingers tighten on the trigger, ready to fire. *

WESKER (O.S.)

Down ...

Surprisingly, the dog sit obediently. Alice moves her sights to Wesker. *

WESKER (CONT'D)

Wouldn't want you harming my pet. *

Wesker makes no attempt to move. His DARK BLACK EYES glitter.

WESKER (CONT'D)

Now this is a pleasant surprise.

ALICE

I thought I killed you.

WESKER

And I thought I was dead ...

Wesker sits up, pulling his misshapen arm off desk. It REFORMS into more human form, but still leaves a slimy residue on the glass desktop.

WESKER (CONT'D)

Guess those powers of yours still aren't up to scratch.

Too late, Alice senses movement behind her. Bennett emerges from the shadows, gun in hand. He's got Alice cold.

BENNETT

Drop them.

Alice drops her guns to the floor.

BENNETT (CONT'D)

Now kick them over to me.

Alice does as Bennett instructs.

CLOSE ON BENNETT --

His pale, drawn flesh is covered in the distinctive circular FEEDING MARKS left by Wesker. He has sucked Bennett dry, but stopped short of killing him.

ALICE

You don't look so good Bennett.

Bennett slides a vicious looking BLADE from his belt.

BENNETT

I'm looking forward to playing with that pretty face of yours.

Alice ignores him, turning back to Wesker --

ALICE

What do you want from me?

WESKER

The genetic material from these creatures brought me back.

CLOSE ON WESKER --

We see the black leech-like forms moving beneath his flesh.

WESKER (CONT'D)

But they are so strong ... they fight me for control. I thought if I ingested fresh human DNA I would redress the balance.

ALICE

No wonder your crew decided to abandon ship.

WESKER

No matter ... they had served their purpose.

His dark black eyes turn to Bennett --

WESKER (CONT'D)

Besides, I now have a new subordinate. And a new plan ...

He pauses for a moment. His flesh RIPPLES. Wesker is fighting for control with the creatures within him.

WESKER (CONT'D)

You were the only one who successfully bonded with the T-virus. Your DNA is stronger than the others. I ingest you ... I win control.

ALICE

That's some smart thinking. But there's just one problem with that plan.

WESKER

And what is that?

ALICE
I'm not on the menu.

In a BLUR, Alice kicks the glass tabletop, sending it shooting towards Wesker. He is SLAMMED against a wall with bone crushing force.

Bennett FIRES, but Alice has already moved, the bullet just GRAZING her right forearm.

She SLAMS the gun out of Bennett's grip and KICKS him across the room. Bennett IMPACTS with the bulkhead as Alice turns and comes face to face with --

The UNDEAD DOG. But rather than charging her, the Dog's face and upper torso begin to PEEL BACK, opening like the petals of some grotesque flower - an image ripped straight from the new RE5 game.

From within the Dog come writhing tentacles, that SHOOT STRAIGHT AT CAMERA, and WRAP around Alice, threatening to choke the life out of her.

Alice fights back, but suddenly has even bigger problems -
CLOSE ON THE GLASS TABLETOP --

As it ARCS TOWARDS HER!! Thrown with incredible might by Wesker. Alice DODGES - the glass missing her by microns.

TIME SLOWS as the tabletop SHATTERS against a wall, SHOWERING Alice in lethal glass shards.

One of the falling shards SLICES through some of the Dog's tentacles. The Undead Dog releases Alice as she SPINS in the air. A SPINNING KICK from Alice impacts with one of the GLASS SHARDS, sending it hurtling through the air towards the Undead Dog.

RETURN TO REAL TIME -- as the lethal glass projectile IMPALES the Undead Dog, pinning it to the bulkhead.

ANGLE ON WESKER --

As he picks up two long shards of glass - one in each hand. His BLACK hands seem to OOZE forward and WRAP around the shattered edges - oblivious to the pain.

Wesker advances on Alice, wielding the glass shards like sword blades. Alice backs off, confronted with a lethal impenetrable blur of razor sharp glass.

Alice ducks and dodges, hurling anything she can get her hands on towards Wesker. But he advances remorselessly - driving her back, CUTTING HER over and over again.

Alice is bleeding and on the point of exhaustion when --

BENNETT APPEARS BEHIND HER!

Bennett stabs at her with a BLADE. On reflex, Alice raises her right arm in defence -- and the 8 inch blade SINKS into Alice's forearm up to the hilt - the tip of the blade PROTRUDING out of the other side of her arm!!

Ready to feed, Wesker lowers his glass blades a fraction. His mouth opens unnaturally wide, TRANSFORMING into a leech-like MAW filled with razor sharp teeth. A RETRACTABLE PROBOSCIS for sucking the life blood from his victims.

In that instant, Alice makes her move.

Gritting her teeth in pain, Alice drags Bennett's blade OUT of her forearm, swings it in an overhead arc and STABS WESKER STRAIGHT THROUGH THE SIDE OF THE HEAD. BURYING EIGHT INCHES OF COLD STEEL DIRECTLY INTO HIS BRAIN.

A look of surprise on his face, Wesker drops the shards of glass, staggers backwards and slumps into a chair.

Dead before he hits it.

ANGLE ON ALICE --

Breathing heavily. Bleeding profusely.

ALICE (CONT'D)

I wouldn't ...

ANGLE ON BENNETT --

As he thinks twice about reaching for Alice's discarded weapons.

CLOSE ON WESKER'S EYES --

As they spring open again. He suddenly sits up in the chair, pulls a gun from his belt and trains it on Alice.

His other hand reaches up and PULLS THE KNIFE FROM HIS HEAD.

Bennett finishes his move for Alice's guns. Firmly in Wesker's sights, Alice is powerless to stop him.

WESKER

Kill her quickly ...

Wesker's body convulses - the life force draining from him --

WESKER (CONT'D)

... I can't wait much longer.

But Bennett doesn't move.

WESKER (CONT'D)

What are you waiting for?

REVEAL CHRIS --

Standing behind Bennett, a gun pressed into the back of his head. Seeing Bennett powerless, Wesker makes to rise, but the sound of a SHOTGUN being COCKED gives him pause. Wesker turns his head slightly to see Claire standing behind him. The barrel of a shotgun right at his ear.

WITHOUT WARNING, WESKER SPRINGS TO HIS FEET, TURNING ON CLAIRE, HIS MAW GAPING WIDE, RAZOR SHARP TEETH CATCHING THE LIGHT!

But Claire is faster. She jams the SHOTGUN in his maw and BLOWS HIS HEAD CLEAN OFF.

The force of the impact sends Wesker's chair flying across the room where it crashes over, tipping his headless body onto the floor.

Alice looks down at him in contempt --

ALICE

I told you ... I'd be bringing a few friends ...

202

INT. THE ARCADIA - CORRIDOR - LATER

202

ANGLE ON BENNETT --

As the door to Wesker's Quarters is slammed in his face - sealing him in.

BENNETT
 (from behind the door)
 What are you doing?!

Chris jams a fire-axe into the door handle to seal it shut.

203

INT. THE ARCADIA - WESKER'S QUARTERS NIGHT.

203

Bennett pounds against the door in a fury --

BENNETT
 You can't leave me here!! You're going
 to regret this! All of you! You hear
 me?!

ANGLE ON WESKER'S CORPSE --

The Camera Tracks over the headless body, eventually settling on the chunks of skull and brain matter sprayed across the floor.

BENNETT (O.S.) (CONT'D)
 Every single one of you!!

Suddenly Wesker's brain matter begins to QUIVER and MOVE. It COALESCES into fleshy SLUGS that begin to crawl their way back to Wesker's body. Some even have jagged splinters of skull protruding from them.

ANGLE ON BENNETT --

Still furiously pounding at the door.

BENNETT (CONT'D)
 You mother fuckers!!!

Behind her, Wesker rises to his feet. BENNETT turns in horror.

BENNETT'S P.O.V. --

He sees Wesker's face still only half formed. Fleshy slugs composed of blood, brain and skull still slithering into position.

Off his SCREAM we --

CUT TO:

204 INT. THE ARCADIA - CORRIDOR NIGHT. 204

As the muffled sound of Bennett's screaming abruptly stops, The Camera closes in on the door to Wesker's Quarters. It is still firmly closed by the fire axe. No way to open it.

CLOSE ON --

The door seal as BLACK GELATINOUS LIQUID begins to seep around the edges. The liquid moves with a purpose - almost an intelligence.

Slowly the liquid begins to form into the shape of hundreds of BLACK LEECHES.

205 INT. THE ARCADIA - HANGAR NIGHT. 205

In the distance the sky is lightening - the dawn is not far off.

The SHADOW of a BARELY HUMAN FORM passes over the Osprey V-22. It leaves a trail of gelatinous slime in its wake.

206 INT. THE ARCADIA - SHIP'S HOLD - CONTINUOUS 206

Alice and the others are opening plexiglass cages, setting the remaining prisoners free. Suddenly Claire hears a noise --

CLAIRE

Son of a bitch!

In the distance, there is the sound of an aircraft revving up.

207 INT. THE ARCADIA - HANGAR DAWN. 207

The V-22 has just launched when Chris and Claire race in, guns blazing. Alice follows a moment later.

208 EXT. V-22 - CONTINUOUS 208

The bullets just bounce off the V-22's armored underbelly.

209 EXT. SANTA MONICA BAY - ARIEL SHOT 209

The V-22 rises into the air, leaving the Arcadia far behind.

210 INT. V-22 - COCKPIT - CONTINUOUS 210

We see Wesker at the controls - his once handsome face has been rebuilt into a hideous, malformed caricature.

CLOSE ON THE INSTRUMENT PANEL --

As Wesker moves through a touch screen menu rapidly - his fingertips leaving a slimy residue behind them.

He selects "PURGE FACILITY".

211 INT. THE ARCADIA - HANGAR - CONTINUOUS 211

We TRACK swiftly past Alice, Claire and Chris to reveal a large STEEL BOX mounted to the wall - just big enough to contain a battlefield nuclear device. Embossed into the steel is the Umbrella Logo and the word "PURGE".

A digital counter built into the side of the box comes to life and begins to count down from 10 ... 9 ...

Alice turns, noticing the box --

CUT TO:

212 INT. THE ARCADIA - STAIRWELL DAWN. 212

Alice urges the others up the stairwell --

ALICE

Hurry!!

CLAIRE

What's going on?

ALICE

Just move!!

... 8 ... 7 ...

213 EXT. SANTA MONICA BAY - ARIEL SHOT - CONTINUOUS 213
The V-22 screams past, outlined against the rising sun.
... 6 ... 5 ...

214 INT. THE ARCADIA - HANGAR - CONTINUOUS 214
CLOSE ON THE STEEL BOX --
... 4 ...

215 EXT. THE ARCADIA - BRIDGE - CONTINUOUS 215
Alice, Claire and Chris race up the stairs to the bridge.
There's no way they are going to make it off the ship.
In the distance, the V-22 is just a speck on the horizon.
... 3 ...

216 INT. V-22 - COCKPIT - CONTINUOUS 216
Wesker becomes aware of a low BEEPING noise coming from
an OVERHEAD COMPARTMENT behind him.
... 2 ...

217 INT. THE ARCADIA - HANGAR - CONTINUOUS 217
We notice loose cables hanging from the side of the STEEL
BOX - as if something has been disconnected.
... 1 ...

218 INT. V-22 - COCKPIT - CONTINUOUS 218
Wesker opens the overhead compartment to reveal the
BATTLEFIELD NUKE. Alice had disconnected it and hidden
it here.
... 0 ...
CLOSE ON WESKER AS --
The device activates.

219 INT. THE ARCADIA - BRIDGE - CONTINUOUS 219

The dawn sky is lit by a blinding white FLASH. A nuclear blast at 10,000 feet. As the sky slowly dims, Alice smiles at the others - they are still out of breath from the sprint to the bridge --

ALICE

Didn't want you to miss it ...

CUT TO:

220 EXT. LONG BEACH DAWN. 220

As the light of the nuclear blast dies in the sky, the CAMERA PULLS BACK to reveal the dark circle of a SEWER ENTRANCE. Suddenly a silhouetted figure runs into frame, firing behind him as he goes. Two Burrowing Undead chase after the figure, but are dropped by well placed shots to the head.

SILHOUETTED FIGURE

That's right ...

The figure emerges into the daylight to reveal -- LUTHER!! Dirty, dishevelled, been through hell, but still very much alive.

LUTHER

... "Star Power" bitches!!

221 EXT. THE ARCADIA - DECK DAWN. 221

The sun is already above the horizon as the pale survivors, led by K-Mart, begin emerging onto the ship's deck. Feeling the ocean breeze. Blinking in the sunlight.

There are hundreds of them, maybe thousands. Men, women, children.

CLOSE ON K-MART --

The Scarab has been removed from her chest. And as the salt air hits her face, there is a new light in her eyes. Her memories and personality are starting to come back. She is no longer an Umbrella Drone.

222 INT. THE ARCADIA - BRIDGE DAWN.

222

Claire looks down at the survivors in amazement --

CLAIRE

So many of them. It's a miracle ... I never dreamed there were this many of us left alive.

CHRIS

So what's next?

Alice thinks for a moment, then hits a switch on the ship's communications system and the familiar automated recording plays --

DIGITAL RECORDING

This is Arcadia. Broadcasting on the emergency frequency ...

As the message continues to play, Alice turns to the others --

ALICE

I say we live up to the promise.

223 EXT. SANTA MONICA BAY DAWN.

223

A WIDE SHOT of The Arcadia, its deck crowded with survivors. The Digital Recording is slowly replaced by Alice's voice - broadcasting to all survivors --

ALICE (V.O.)

This is the Arcadia. Broadcasting on the emergency frequency ..

The Camera begins to PULL BACK from the ship in a dramatic ARIEL SHOT --

ALICE (V.O.) (CONT'D)

We offer safety and security. Food and shelter ...

Behind the Arcadia, the sun rises on a new day. The MUSIC crescendos as the voice of hope continues to broadcast --

ALICE (V.O.) (CONT'D)

If you are out there, we will help you. There is hope ...

224 INT. THE ARCADIA - BRIDGE - CONTINUOUS 224

As Alice finishes her broadcast, the power in the bridge is cut unexpectedly.

CLAIRE

What the hell is that?!

Computers, lights - all the electricals - suddenly flicker and die. Alice shouts a warning --

ALICE

Quick ... the door!

But before Claire and Chris can move, a thick STEEL SHUTTER slams down sealing the exit from the bridge. Similar shutters slide into place securing the windows. The room is plunged into DARKNESS.

Alice and the others are trapped!

225 EXT. LONG BEACH - CONTINUOUS 225

CLOSE ON LUTHER --

As a dozen V-22s thunder overhead. An ariel armada - flying in a tight low formation. Luther's face tightens as he watches them start to skim the waves - headed for The Arcadia. Each of the menacing dark black aircraft bears the markings of the Umbrella Corporation.

226 INT. LEAD V-22 - CONTINUOUS 226

The aircraft is packed with UMBRELLA SHOCK TROOPERS, arming up, preparing for battle. A FEMALE COMMANDER in a form-fitting kevlar bodysuit walks through her troops. She has her back to us --

FEMALE COMMANDER

Deployment in T-minus 57 seconds. When you hit the deck, you watch your formation, take no prisoners and shoot to kill. Total enemy numbers are unknown but will include prime targets and Umbrella fugitives Chris Redfield, Claire Redfield and Project Alice.

(beat)

So people, whatever's waiting for you down there, just know one thing ...

The Female Commander turns. To our surprise, it's JILL VALENTINE! But she has changed from the Jill who once fought side by side with Alice. An evil looking HIGH TECH SCARAB is mounted to her chest - the same Electronic Restraint that Claire, K-Mart and the others had worn. She is now totally in the control of the Umbrella Corporation!!

JILL VALENTINE

... you're going to be in for the fight
of your lives.

Off Jill's glittering, malevolent eyes we --

SMASH CUT TO BLACK: