

EXO-SQUAD

EPISODE NINE "BEHIND THE SHIELD"

**WRITTEN BY:
MICHAEL EDENS**

**FIRST DRAFT:
FEBRUARY 27, 1993**

UNIVERSAL CARTOON STUDIOS, INC.

EXO-SQUAD
EPISODE 9: "BEHIND THE SHIELD"

ACT ONE

FADE IN:

EXT. DEVANA CHASM - DAY - WIDE

In the FG, growing on the rim of the rugged Grand Canyon-like chasm, we see the snake tree -- a Venusian type of willow with thick green scale-covered tendrils. One particularly thick and long tendril grows down over the rim of the canyon.

NARA (VO)
 (remembering)
 The snake tree.

TILT DOWN following the tendril to reveal the mouth of a cave hidden beneath a rock overhang in the canyon wall. RETROS FIRING; NARA'S E-FRAME descends INTO SHOT and lands in the mouth of the cave.

INT. RESISTANCE CAVE HEADQUARTERS - DAY - WIDE ON NARA'S E-FRAME

The E-Frame stands in the mouth of the cave. It walks deeper into the large, seemingly deserted cave, approaching the cold remains of a cooking fire in a circle of stones in the center of the cave. The COCKPIT HATCH OPENS and Nara stands in the cockpit, looking around eagerly.

NARA (CONT)
 James! It's Nara! I've come home!
 Where are you?!

ANGLE ON ROCK OUTCROPPING

The STARVING WOMAN, holding onto the hand of the HUNGRY CHILD (NOTE: Both characters have non-speaking appearances in Episode Eight) step out cautiously from their place of concealment behind the rock outcropping.

STARVING WOMAN
 He's not here. They've all gone.

WIDE ANGLE ON NARA

Standing in the cockpit of her E-Frame.

NARA
 What do you mean -- they've gone?

The starving woman and her child step INTO SHOT, looking up at Nara.

STARVING WOMAN

They took three Exo-troopers to trade
to the Neos for food.

SLIGHT UPSHOT ANGLE ON NARA

Shock and growing horror on her face as she listens to the woman.

STARVING WOMAN (OS CONT)

One of those troopers was a Neosapien.

NARA

(shocked)

Marsala!

(to the woman)

Where are they?!

WIDE ANGLE ON NARA, STARVING WOMAN, AND HUNGRY CHILD

Nara stands in the opened cockpit of her E-Frame, looking down at
the woman and child.

STARVING WOMAN

They were going to make the trade at
the Spires of Selene.

NARA

I've got to stop them!

Nara takes her seat in the cockpit and CLOSES THE COCKPIT HATCH.

EXT. DEVANA CHASM - DAY - ON CAVE MOUTH

Nara's E-Frame flies out of the cave mouth. PAN with the E-Frame
as it turns and flies up over the rim of the canyon.

WIPE TO:

EXT. SPIRES OF SELENE - DAY - WIDE

The Spires of Selene are an irregular rock formation -- two rocky
spires connected by a lower ridge, which looks sort of like a
crescent moon lying on its back with the spires pointing upward -
- surrounded by the Murex trees of the Great Pectinidean Swamp.
JAMES, followed by the RESISTANCE MEMBERS, carrying MACE,
MARSALA, and DELEON, fly with their hover-packs PAST THE CAMERA
INTO SHOT, heading toward the Spires.

EXT. CLEARING NEAR SPIRES OF SELENE - DAY - WIDE

James and the resistance members, carrying Mace, Marsala, and
DeLeon land in the clearing, with the towering Spires of Selene
in the BG. A containment vessel, flanked by two cargo-handling
Neosapien E-Frames, waits at one side of the clearing. A
Neosapien shuttle is parked beside the containment vessel. A

NEOSAPIEN OFFICER (NOTE: seen in Episode Eight) and two NEOSAPIEN TROOPERS wait in front of the shuttle and the containment vessel.

ANGLE ON MACE, MARSALA, DELEON, AND JAMES

Mace, Marsala, and DeLeon wait with sullen apprehension behind James, who watches suspiciously as the Neosapien officer steps INTO SHOT.

NEOSAPIEN OFFICER

General Draconis sends his greetings.

JAMES

Draconis can keep his greetings. Did you bring the food?

ANGLE ON NEOSAPIEN OFFICER

He points at the containment vessel which we can see in the BG behind him.

NEOSAPIEN OFFICER

We have brought more than enough.

ANGLE ON MACE, MARSALA, AND DELEON

Mace reacts angrily.

MACE

You can't do this! The only hope Venus has is if you work with the Exoforce!

ANGLE ON JAMES AND MACE

James turns with cold anger on Mace.

JAMES

I don't want your help! This war is personal! They killed my mother and father!

MACE

What about your followers? Do they want to risk their lives for your revenge?

WIDER ANGLE ON GROUP

Marsala and DeLeon look on tensely as James and Mace appear on the verge of tearing each other apart with their bare hands. The Neosapien officer steps up to James and Mace, interrupting them.

NEOSAPIEN OFFICER

Enough! We have a transaction to complete!

But suddenly we hear the sound of RETROS FIRING OS and everyone looks up in surprise.

WIDE ON CLEARING

RETROS FIRING, Nara's E-Frame lands in the clearing near James and Mace, as everyone else watches in surprise.

ANGLE ON NARA'S E-FRAME

The COCKPIT HATCH OPENS and Nara emerges.

NARA
James! You can't do this!

She jumps to the ground.

ANGLE ON JAMES

With Mace, Marsala, and DeLeon in the BG looking at him, puzzled. James can barely contain his joy.

JAMES
(overjoyed)
Nara!

Nara rushes INTO SHOT and embraces him, reunited at last.

MACE
(puzzled)
You know this guy?

CLOSER ANGLE ON NARA AND JAMES - FAVORING NARA

They continue to hug one another, almost overcome by their reunion.

NARA
(happily)
He's my brother! It's James!

ANGLE ON MACE, MARSALA, AND DELEON

They look at one another with dawning comprehension.

MACE
Well, whaddaya know? Her brother.

ON NEOSAPIEN OFFICER

Frowning coldly. Behind him, we can see the two Neosapien troopers waiting beside the door of the containment vessel.

NEOSAPIEN OFFICER

A touching scene -- but we are here to make a deal.

ANGLE ON JAMES AND NARA

Nara steps back from James and looks into his eyes intensely.

NARA

You can't do this, James. You can't turn them over to the Neosapiens!

JAMES

I don't have a choice, Nara. I can't let them starve us out. I can't let them win!

Nara turns away from him.

NARA

I don't have a choice either.

She walks OUT OF SHOT.

ANGLE ON MACE, MARSALA, AND DELEON

Nara walks INTO SHOT and stands defiantly with them.

NARA (CONT)

You'll have to turn me over to the Neosapiens, too.

ANGLE ON JAMES

Looking at Nara OS in anguish.

JAMES

I... I can't.

He turns toward the Neosapien officer OS.

ANGLE ON JAMES AND NEOSAPIEN OFFICER

James confronts the officer.

JAMES (CONT)

The deal's off, Neo!

NEOSAPIEN OFFICER

(sneering)

You fool! Do you think General Draconis would bargain with a Terran!

ON CONTAINMENT VESSEL AND TWO NEOSAPIEN TROOPERS

The two Neosapien troopers throw open the doors of the containment vessel, revealing a NEOSAPIEN COMBAT E-FRAME and more heavily armed Neosapien troopers. They FIRE their blasters.

ANGLE ON MACE AND NARA

Mace grabs Nara and pulls her to the ground as BLASTER RAYS streak THROUGH THE SHOT over them.

MACE

It's a trap!

ANGLE ON MARSALA, DELEON, AND RESISTANCE MEMBER

Marsala and DeLeon dive to the ground as the resistance member is hit by BLASTER RAYS and drops his rifle-like blaster.

CLOSER ANGLE ON DELEON

He catches the rifle-like blaster in mid-air and turns it on the Neosapiens, opening FIRE.

ON NEOSAPIEN TROOPERS AND NEOSAPIEN COMBAT E-FRAME

Emerging from the containment vessel. One of the troopers is hit by DeLeon's BLASTER RAY. The E-Frame FIRES.

ANGLE ON JAMES AND NEOSAPIEN OFFICER

James tries to draw his hand-blaster, but the Neosapien officer grabs him, picking him up in a CRUSHING bear hug.

JAMES

(GROANS OF PAIN)

Marsala rushes INTO SHOT, grabbing the Neosapien officer, bowling all of them OUT OF SHOT.

ANGLE ON MARSALA AND NEOSAPIEN OFFICER

They roll INTO SHOT, grappling with one another. Marsala draws back his hand and then SMASHES the officer in the face, knocking him cold.

ON NEOSAPIEN COMBAT E-FRAME

FIRING as it walks forward TOWARD THE CAMERA.

PANNING WITH MACE

As, dodging blaster fire, he sprints toward Nara's unoccupied E-Frame.

ANGLE ON NARA'S E-FRAME COCKPIT

Mace scrambles inside and CLOSES THE HATCH.

ANGLE ON JAMES

Groggy on the ground. A SHADOW FALLS OVER HIM, and James looks up in alarm.

UPSHOT ON NEOSAPIEN E-FRAME - JAMES' POV

It's foot raised, ready to stomp down on him. Suddenly the "arm" of Nara's E-Frame (Mace piloting) reaches INTO SHOT and grabs the raised foot by the "ankle."

WIDER ON TWO E-FRAMES - WITH JAMES ON THE GROUND BETWEEN THEM

Mace, in Nara's E-Frame, holds the "ankle" of the Neosapien E-Frame.

MACE
Watch your step, bub!

Mace shoves the other E-Frame OUT OF SHOT.

ON CONTAINMENT VESSEL AND TWO CARGO E-FRAMES

The combat E-Frame staggers backwards INTO SHOT and CRASHES into one of the cargo E-Frames. They both collapse in a heap onto the containment vessel, EXPLODING, blowing up the other E-Frame.

ANGLE ON TWO NEOSAPIEN TROOPERS

With the flaming wreckage of the E-Frames behind them. They FIRE their weapons.

ANGLE ON JAMES

He scrambles to his feet.

JAMES
Pull back! Withdraw!

He activates his HOVER-PACK and flies up OUT OF SHOT.

ANGLE ON DELEON AND NARA

Two resistance members swoop THROUGH THE SHOT, grabbing them and flying away with them.

ANGLE ON MARSALA AND DEAD RESISTANCE MEMBER

Marsala pulls the hover-pack off the resistance member, slips it on hurriedly, and punches the controls, lifting off OUT OF SHOT by HOVER-PACK.

ANGLE ON NARA'S E-FRAME (MACE PILOTING)

Mace FIRES the E-Frame's weapons, and then, THRUSTERS FIRING, takes off OUT OF SHOT. A Neosapien trooper rushes INTO SHOT, FIRING up at him.

EXT. FOREST NEAR SPIRES OF SELENE - DAY - WIDE

Looking over the tops of the trees. The resistance members, carrying Nara and DeLeon, James, and Marsala fly PAST THE CAMERA INTO SHOT, followed by Nara's E-Frame (Mace piloting), retreating to safety.

WIPE TO:

INT. RESISTANCE CAVE HEADQUARTERS - DAY - WIDE

The wounded members of the resistance are being tended. Nara wraps a bandage around James' bruised ribs. Mace, DeLeon, and Marsala watch. Nara's E-Frame is parked in the cave, its cockpit hatch open.

JAMES

I'm sorry, Nara. Can you forgive me for what I almost did to your friends?

ANGLE ON JAMES AND NARA

As Nara finishes bandaging James' ribs.

NARA

Sometimes when people are desperate, they do the wrong thing.

JAMES

I was desperate -- but I wanted revenge more. I'm sorry.

WIDEN ANGLE as Mace steps INTO SHOT.

MACE

As long as you've learned we're all in this fight together, I don't think there's any reason to hold a grudge.

Mace extends his hand to a grateful James.

CLOSE ON MACE'S HAND

James reaches INTO SHOT and shakes Mace's hand.

JAMES

It's our fight now!

ON NARA

Behind her, we can see the battered and starving members of the resistance.

NARA

They can't resist much longer. They've already lost everything.

ON MACE

Behind him, we can see Nara's E-Frame. He turns to look at the E-Frame.

MACE

Maybe I can help with that.

CUT TO:

EXT. SPACE NEAR VENUS - WIDE ON FOUR EXOFORCE E-FRAMES

Torres' flight of E-Frames (hers, Bronski's, Weston's, and Takagi's) holding station high above the planet.

MACE (VO CONT)

(filtered)

Corbitt to Torres. Do you read me?

ANGLE ON TORRES - INSIDE HER E-FRAME

The projected IMAGE OF MACE shows up on the heads-up display on her cockpit canopy.

TORRES

Lieutenant! What're you doing on Venus?!

MACE

(filtered)

No time to explain, Sargeant. I need you to relay a message to Admiral Winfield.

Torres activates her cockpit recorder.

TORRES

Recorder activated.

CUT TO:

INT. BRIDGE OF THE TSUNAMI - ANGLE ON WINFIELD, MARCUS, AND VIEWING SCREEN

ADMIRAL WINFIELD, with CAPTAIN MARCUS beside him, stands in front of the viewing screen on which we see scenes from the video James made for Nara -- first, NEOSAPIEN E-FRAMES BURNING THE GRAINFIELDS ON VENUS --

MACE (VO)
(filtered)

The Neosapiens are trying to starve the humans on Venus into submission.

The image on the viewing screen CHANGES TO SHOW NEOSAPIEN E-FRAMES ROUNDING UP THE CATTLE.

MACE (VO CONT)
(filtered)

They've stripped the farms of everything. The people are starving.

The image on the viewing screen CHANGES TO SHOW MACE'S FACE. We can tell from the background of the image that Mace is inside Nara's E-Frame in the cave on Venus.

MACE (CONT)
(filtered)

We've linked up with the resistance and they're willing to work with us on our mission. But they need our help if they're going to survive.

The image on the viewing screen CHANGES TO SHOW TORRES' FACE. She's in her E-Frame high above Venus.

TORRES
(filtered)

That's the end of the transmission.

WINFIELD
(to Torres)

I didn't realize the situation was that desperate. Contact Lieutenant Corbitt.

ANGLE ON WINFIELD AND MARCUS

Winfield is still speaking to the viewing screen OS, while Marcus looks on.

WINFIELD (CONT)

Tell him I am prepared to evacuate the resistance from Venus in return for their help in his mission. We can't leave brave people to die.

(turns to Marcus)

Order the task force to proceed to Venus.

Marcus turns and starts OUT OF SHOT.

WIPE TO:

EXT. PORT RUSSELL MILITARY BASE - DAY - WIDE

Through the ELECTRONIC BEAMS of the perimeter "wire," we can see the domes and derrick-like apparatus of the military base. Closer to the "wire," a pair of NEOSAPIEN CONSTRUCTION E-FRAMES build an automated blaster sentry tower.

DIANA (VO)

Draconis took his time getting me outta that cell!

INT. RESEARCH CENTER HALLWAY - DAY - TRACKING DIANA AND NEOSAPIEN GUARD

They walk down the hallway and stop in front of a closed door with a touchpad lock controller beside the door.

DIANA (CONT)

What's he afraid of -- that I'll kidnap Xenobius?

The guard presses the touchpad and the DOOR HISSES OPEN.

NEOSAPIEN GUARD

(smirkingly)

Not as long as I am with you.

ANGLE ON DIANA AND NEOSAPIEN GUARD

Diana whirls around in the open doorway, snatching the holstered hand-blaster from the guard.

DIANA

That's what I was thinking!

She FIRES the hand-blaster, hitting the guard and knocking him OUT OF SHOT. Diana steps through the door, which STARTS TO HISS CLOSED behind her.

INT. THE GRAF LAB - DAY - ON DIANA

The door HISSES CLOSED behind her. Diana aims her blaster at the touchpad on that side of the door and FIRES, destroying the touchpad and jamming the mechanism.

DIANA (CONT)

That oughta keep them out for a while!

Blaster at the ready, she turns and looks around the room.

WIDE

Diana crosses the room toward a startled XENOBIUS and a disdainful ALGERNON, who have been working at the GRAF controls. Beyond them, we can see the black power units of the GRAF system.

ACT TWO

FADE IN:

INT. THE GRAF LAB - DAY - ANGLE ON XENOBIOUS, ALGERNON, AND DIANA

Covered by Diana's hand-blaster, Algernon ties up Xenobius, who is sitting in a chair by the computer console. NOTE: UNTIL OTHERWISE NOTED, WE CAN HEAR THE SOUND OF MUFFLED EMERGENCY SIRENS.

ALGERNON

By my calculations, the odds of your surviving this foolishness are approximately 300 million to one.

DIANA

You'd better hope you're wrong, Professor, or your odds are zero.

PANNING WITH DIANA

She steps over to a communications console with a small viewing screen.

DIANA (CONT)

If I can contact the Exoforce, maybe we can raise both our odds.

She punches commands into the console.

DIANA (CONT)

May-day. May-day. Come in any Exoforce units.

We hear ELECTRONIC SQUEALS and STATIC as Diana continues to try to adjust the controls on the communications console, but then MACE'S FACE APPEARS ON THE VIEWING SCREEN.

MACE

(filtered)

Diana! Can you adjust your frequency? I'm having a hard time reading you.

ANOTHER ANGLE ON DIANA

She leans in closer to the viewing screen.

DIANA

(urgently)

There's no time, Mace! I have Algernon. He's at Port Russell. I'm going to try to get him out.

Suddenly we hear a LOUD BANGING, and Diana looks around in alarm.

ON DOOR

It GLOWS and a CIRCULAR SECTION BEGINS TO MELT as a powerful ray is applied to it from the other side. SFX: LASER.

ANGLE ON DIANA

Turning urgently back to the viewing screen, where we see the image of Mace.

DIANA (CONT)

Rendez-vous with me outside the perimeter -- if I make it! Wish me luck!

She reaches for the viewing screen controls --

MACE

(filtered)

Diana!

-- and turns off the screen.

ANGLE ON DIANA, ALGERNON, AND XENOBIUS

Diana turns toward Algernon, brandishing her blaster.

DIANA

(menacingly)

Okay, Professor, where's the back way outta here?

ALGERNON

There isn't one.

ON DOOR

The GLOWING MELTED SECTION IS LARGER. SFX: LASER.

ALGERNON (OS CONT)

That door is the only way into and out of the laboratory.

ANGLE ON DIANA AND ALGERNON

Diana aims the blaster at him.

DIANA

(grimly)

Then there's only one way to stop you working for the Neos.

For the first time, Algernon reacts with fright.

ALGERNON
(frightened)
No! Wait!

Before Diana can pull the trigger on the blaster, we hear a LOUD EXPLOSION OS and Diana whirls around to face the door OS.

ON DOORWAY

The melted, twisted remains of the door, which has been blown open. THREE NEOSAPIEN TROOPERS, heavily armed, advance through the doorway, FIRING their blasters.

ANGLE ON DIANA

BLASTER RAYS streak THROUGH THE SHOT, and she FIRES back at the troopers OS. She only has time to fire once, and then she is HIT BY A BLASTER RAY which streaks INTO SHOT --

DIANA
(CRY OF PAIN)

-- and she is knocked OUT OF SHOT.

ANGLE ON DOORWAY

A very angry DRACONIS steps through the doorway into the lab, and pauses. EMERGENCY SIRENS STOP.

DRACONIS
So -- it is just as I suspected.

He proceeds farther into the room, going OUT OF SHOT.

SLIGHT DOWNSHOT ON DIANA

Lying wounded on the floor of the lab, clutching an injured shoulder.

DIANA (CONT)
(FEEBLE GROANS)

Draconis reaches down INTO SHOT, grabs her by the lapels.

DRACONIS (CONT)
Shiva's spy turns out to be a Terran spy.

He lifts her roughly up OUT OF SHOT.

ANGLE ON DRACONIS AND DIANA

Draconis holds Diana off the ground by her lapels, glaring at her angrily. In the BG, we can see two Neosapien troopers.

DRACONIS (CONT)
We Neosapiens know how to deal with
traitors!

He shoves her harshly into the arms of the two troopers.

DRACONIS (CONT)
Your death will be particularly
unpleasant!

ON DIANA AND TWO NEOSAPIEN TROOPERS

The two troopers hold her prisoner between them.

DIANA
(bravely)
You can kill me, but you can't break
the human will to resist!

DRACONIS (OS)
Take her away!

The two troopers drag her back toward the doorway.

DIANA
You can't win, Draconis! You'll lose!

ANGLE ON DRACONIS

Listening angrily.

DIANA (OS CONT)
You'll lose!

DRACONIS
Too bad you will not be here to see if
you are correct.

WIDEN ANGLE to include Xenobius, the third Neosapien guard, and Algernon as Draconis turns toward them. The Neosapien guard removes the last of the ropes, freeing Xenobius, as Algernon looks on.

DRACONIS (CONT)
You see, Xenobius -- you can never
trust a Terran.

Xenobius stands up, nervously.

XENOBIUS
What do you mean?

DRACONIS
I want all Terrans barred from the GRAF
laboratory.

ON XENOBIUS

Whose face shows his alarm at Draconis' words.

DRACONIS (OS CONT)
You will complete the work on the GRAF
shield alone.

XENOBIUS
(alarmed)
But I cannot!
(realizes what he's
said)
I mean, er... Algernon's assistance has
been valuable to my research.

ANGLE ON DRACONIS, XENOBIUS, AND ALGERNON - FAVORING DRACONIS

DRACONIS
Neosapiens do not need the help of
Terrans. Your assistant will be
confined to his quarters -- for now.

XENOBIUS
But General -- !

PAN with Draconis as he turns and walks toward the doorway.

DRACONIS (CONT)
Why should you care? After all, you
are the inventor of the GRAF shield.

Draconis leaves.

ANGLE ON XENOBIUS AND ALGERNON

The remaining Neosapien trooper steps INTO SHOT and places his
hand on Algernon's shoulder as Xenobius looks on helplessly.

NEOSAPIEN TROOPER
To your quarters, Terran!

Algernon disdainfully shakes off the Neosapien's hand.

ALGERNON
(disdainfully)
Keep your hands off me.

XENOBIUS
What will I do now, Professor?

ALGERNON
The GRAF shield is ready to activate.

He turns and starts OUT OF SHOT, followed by the trooper.

ON ALGERNON AND NEOSAPIEN TROOPER

In the BG, we can see a very worried Xenobius, as Algernon and the trooper walk TOWARD THE CAMERA.

ALGERNON (CONT)

You can find the switch by yourself,
can't you?

They walk PAST THE CAMERA OUT OF SHOT, leaving a frightened Xenobius looking around the lab nervously.

WIPE TO:

EXT. PORT RUSSELL MILITARY BASE - NIGHT - WIDE - AS SEEN THROUGH
A PAIR OF ELECTRONIC BINOCULARS

Telemetry and range-finding readings are on the edges of the shot. We can see the ELECTRONIC BEAMS of the perimeter wire, and beyond it, the auto-gun guard tower and the domes of the base.

MACE (VO)

There's no sign of Diana. She didn't
make it out with Algernon.

EXT. RAVINE NEAR PORT RUSSELL - NIGHT - WIDE ANGLE

Mace lowers the electronic binoculars and glances over at Marsala and DeLeon, who carry weapons supplied by the resistance, and at Nara in her E-Frame. They are all concealed in the ravine.

MACE (CONT)

We'll have to go with Plan B.

DeLeon activates a hand-held communicator.

DELEON

Corbitt section to resistance. Proceed
with Plan B -- and good luck.

EXT. ANOTHER RAVINE - NIGHT - WIDE ANGLE

James lowers his communicator and turns to the rest of the members of the resistance, heavily armed and wearing hover-packs, waiting crouched in the ravine.

JAMES

Let's punch it!

They activate their HOVER-PACKS and fly up OUT OF SHOT.

EXT. PORT RUSSELL SECURITY HQ DOME - NIGHT - UPSHOT ON NEOSAPIEN
GUARD

Walking sentry on a catwalk attached to the side of the dome. Suddenly, we hear the sound of HOVER-PACKS and the guard looks up just as James and the other resistance members fly INTO SHOT above him. James FIRES at him, hitting the catwalk in front of him. The resulting EXPLOSION blows a chunk out of the catwalk and knocks the guard off, causing him to fall down OUT OF SHOT. An EMERGENCY SIREN SOUNDS.

PANNING WITH JAMES

As he flies up and attaches a fusion mine to the side of the dome.

JAMES (CONT)

This oughtta bring every guard running!

James flies OUT OF SHOT.

EXT. PORT RUSSELL MILITARY BASE - NIGHT - WIDE

The auto-gun tower beyond the ELECTRONIC BEAMS of the perimeter "wire" with the domes and derricks of the base beyond that. Suddenly, there's a LOUD EXPLOSION in one of the domes on the far side of the base and the ELECTRONIC BEAMS DEACTIVATE.

EXT. RAVINE NEAR PORT RUSSELL - NIGHT - WIDE ANGLE ON MACE'S
SECTION

Mace turns to Marsala and DeLeon and to Nara inside her E-Frame.

MACE

That's the signal! Let's go!

Weapons at the ready, they advance OUT OF SHOT, Nara walking forward in her E-Frame.

EXT. INSIDE THE PERIMETER - NIGHT - UPSHOT ON AUTO-GUN TOWER

With a WHINE OF HYRAULICS, the auto-gun pivots and tilts down. It FIRES.

ANGLE ON MACE, MARSALA, DELEON, AND NARA'S E-FRAME

Advancing past the deactivated pylons of the electronic perimeter fence. BLASTER RAYS streak INTO SHOT and EXPLODE around them, causing Mace, Marsala, and DeLeon to hit the dirt.

ANGLE ON NARA'S E-FRAME

With EXPLOSIONS all around her, Nara aims her weapons and FIRES.

UPSHOT ON AUTO-GUN TOWER

Nara's BLASTER RAYS streak INTO SHOT and EXPLODE against the auto-gun, causing the tower to topple forward TOWARD THE CAMERA and CRASH to the ground.

ANGLE ON MACE

He turns to the others and waves them forward.

MACE (CONT)

Let's move it! James can't keep the guards busy forever!

WIDE ANGLE

Mace and the others advance, Nara's E-Frame stomping forward.

EXT. PORT RUSSELL SECURITY HQ DOME - NIGHT - LONG SHOT ON DOME ENTRANCE

With two resistance fighters in the FG, aiming their weapons at the dome's doors. A squad of Neosapien troopers, FIRING their weapons, comes through the doors -- one of them is hit as the resistance members FIRE and drops to the ground, the others take cover behind metal cargo containers stacked by the doors.

ANGLE ON TWO RESISTANCE FIGHTERS

FIRING their weapons. James descends INTO SHOT via hover-pack and lands beside the resistance fighters.

JAMES

We've got to hold them as long as we can to give Mace time to find Algernon!

James FIRES his weapon.

ANGLE ON NEOSAPIEN TROOPER

He's hit by the blast and knocked into a stack of metal container crates.

EXT. OUTSIDE RESEARCH CENTER DOME - NIGHT - DOWNSHOT

Mace, Marsala, and DeLeon, followed by Nara's E-Frame hurry INTO SHOT and take up position outside the entrance to the research center dome.

MACE

Nara, you wait here and cover our escape route!

Mace steps out in front of the entrance and levels his weapon at the research center door.

INT. RESEARCH CENTER ENTRANCE HALL - NIGHT - LONG SHOT ON ENTRANCE DOORS

With a Neosapien trooper in the FG. Suddenly an EXPLOSION blows the doors open. The Neosapien trooper whirls around as Mace, Marsala, and DeLeon enter, weapons at the ready. The Neosapien trooper reaches for his hand-blaster, but DeLeon FIRES, dropping the trooper before he can draw his weapon.

ANGLE ON MACE, MARSALA, AND DELEON

Mace turns to the others.

MACE (CONT)

All right, let's find Algernon! And stay alert!

They advance OUT OF SHOT.

INT. ALGERNON'S LAB/LIVING QUARTERS - NIGHT - ANGLE ON ALGERNON

He works at a PROJECTION "BLACKBOARD" on which we see the glowing numbers and symbols of a complex mathematical formula seemingly suspended in mid air. We hear the sound of MUFFLED BLASTER FIRE, and Algernon looks around, annoyed.

ALGERNON

(annoyed)

What are the fools up to now?!

ON DOOR

With a LOUD EXPLOSION, the door is blown open. Mace and Marsala enter through the smoking ruins of the door and move to either side of the door, out of the line of fire. DeLeon, FIRING his weapon into the hallway, backs through the door and kneels beside the frame, FIRING back into the hallway.

INT. HALL OUTSIDE ALGERNON'S LAB - NIGHT - LOOKING DOWN THE HALL

Toward the blown-open door, with DeLeon sheltered behind the frame. FIRING their weapons, a pair of Neosapien troopers move PAST THE CAMERA INTO SHOT, taking up positions behind metal columns along the walls of the hallway. DeLeon FIRES at them.

INT. ALGERNON'S LAB/LIVING QUARTERS - NIGHT - ON ALGERNON

He deactivates the PROJECTION "BLACKBOARD" and the formula vanishes as Mace and Marsala step INTO SHOT, confronting him. The sound of BLASTER FIRE CONTINUES IN THE BG.

MACE

(wryly)

Dr. Algernon, I presume.

ALGERNON

Who are you? What do you want?

TIGHTER ANGLE ON MACE, MARSALA, AND ALGERNON

Algernon confronts them coldly.

MARSALA

You have valuable knowledge, Professor.
We are here to take you back to
Exofleet.

ALGERNON

(disdainfully)

I offered my inventions to the
Exoforce. They said they were too
expensive.

There's the sound of BLASTER FIRE OS, and then:

MARSALA

Times have changed.

ON MACE

He hefts his weapon pointedly.

MACE

We can't let you work for the
Neosapiens.

ANGLE ON ALGERNON

Worried, trying to justify himself.

ALGERNON

I don't care about your wars. I'm a
scientist -- my allegiance is to my
work.

Mace leans threateningly INTO SHOT, getting in Algernon's face.

MACE

(coldly)

Sometimes even a scientist has to
choose sides. How much longer do you
think the Neosapiens will let a human
work for them. The wrong kind of
scientist can be expendable.

Algernon blinks nervously, looking around in worried desperation.

ANGLE ON DELEON

Kneeling beside the doorframe, his weapon trained out into the hallway.

DELEON

Whatever you're going to do, do it
quickly! I can't hold them off
forever!

He FIRES his weapon into the hallway.

INT. HALL OUTSIDE ALGERNON'S LAB - NIGHT - ON TWO NEOSAPIEN TROOPERS

Behind the metal columns on either side of the hall. One of them is HIT by DeLeon's blaster and drops to the floor. As the other trooper FIRES back, a third Neosapien trooper hurries INTO SHOT, taking up position behind the column which had sheltered the first trooper.

INT. ALGERNON'S LAB/LIVING QUARTERS - NIGHT - ANGLE ON MACE, MARSALA, AND ALGERNON

Algernon slumps dejectedly.

ALGERNON

It's too late. The GRAF shield is complete.

(showing a bit of his
old spark)

Even Xenobius should be able to activate it.

Mace and Marsala look at one another, worried.

MACE

The fleet!

EXT. SPACE AROUND VENUS - WIDE VISTA

Venus -- far in the distance. The Tsunami, followed by the other ships of the battle group, fly PAST THE CAMERA INTO SHOT, heading for the planet.

MACE (VO CONT)

They're flying into a trap!

INT. THE GRAF LAB - NIGHT - WIDE

Draconis, followed by an armed guard of Neosapien troopers, walks across the lab toward a worried Xenobius.

ACT THREE

FADE IN:

EXT. PORT RUSSELL SECURITY HQ DOME - NIGHT - WIDE ANGLE ON JAMES AND TWO RESISTANCE FIGHTERS

From behind stacks of metal cargo crates, they FIRE their weapons at advancing Neosapien troopers. One of the Neosapiens is hit and goes down.

UPSHOT ON JAMES

He FIRES HIS WEAPON. Suddenly we hear the sound of ROCKET ENGINES and James looks up in surprise. Two NEOSAPIEN Y-FIGHTERS, angling up toward space, cross THROUGH THE SHOT.

ANGLE ON JAMES

He pulls out his communicator and activates it.

JAMES
(into communicator)
Mace, they're launching their fighters!
The Exofleet must be near!

INT. ALGERNON'S LAB/LIVING QUARTERS - NIGHT - ANGLE ON MACE, MARSALA, AND ALGERNON

Mace speaks into his communicator while the others look on.

MACE
Pull back to the rendez-vous point!
We'll link up there!

JAMES (VO)
(filtered)
Good luck, Mace!

EXT. PORT RUSSELL SECURITY HQ DOME - NIGHT - WIDE ON JAMES AND THREE RESISTANCE FIGHTERS

FIRING from behind stacks of metal cargo crates.

JAMES (CONT)
(to the others)
Let's go!

They activate their HOVER-PACKS, and fly up OUT OF SHOT. A Neosapien trooper rushes INTO SHOT, FIRING up at them.

INT. ALGERNON'S LAB/LIVING QUARTERS - NIGHT - ANGLE ON MACE, MARSALA, AND ALGERNON

Mace turns to Algernon.

MACE

If we can't destroy the GRAF shield,
the fleet's as good as dead.

ALGERNON

All the controls are in the main
laboratory. It's heavily guarded.

ANGLE ON MARSALA

He looks down at Algernon's computer console.

MARSALA

Professor -- did you do all your
programming in the main laboratory?

Algernon bustles INTO SHOT and sits down at the console.

ALGERNON

Of course! How stupid of me!

ANGLE ON ALGERNON

He punches commands feverishly into the console.

ALGERNON (CONT)

It cannot be destroyed, but it's
targetting can be redirected -- if
there's time!

ANGLE ON DELEON

Kneeling beside the door to the hall, his weapon trained on the
hallway.

DELEON

Time is the one thing we are short of!

He FIRES into the hallway.

EXT. HALL OUTSIDE ALGERNON'S LAB - NIGHT - ANGLE ON NEOSAPIEN
TROOPER

The trooper is hit and drops OUT OF SHOT. Another trooper steps
INTO SHOT, taking his place. He FIRES.

EXT. SPACE ABOVE VENUS - WIDE VISTA

We are now closer to the surface of the planet than we were the
last time -- THE PLANET ALMOST FILLS THE SCREEN. The Tsunami,
followed by the ships of the battle group, flies slowly PAST THE
CAMERA INTO SHOT, still heading for the planet.

SENSOR OFFICER (VO)
Multiple targets rising from the
planet's surface!

INT. BRIDGE OF THE TSUNAMI - ANGLE ON MARCUS AND SENSOR OFFICER

The SENSOR OFFICER sits at his console, with Marcus looking over his shoulder at the console readouts.

MARCUS
Neosapien fighters.
(turns to Winfield OS)
They're throwing everything they've got
at us!

ON WINFIELD

At the command station.

WINFIELD
We'll have to fight our way through!
I'm not abandoning the resistance!

EXT. SPACE ABOVE VENUS - ANGLE ON TSUNAMI

The guns of it's main blaster turrets pivot.

WINFIELD (VO CONT)
Open fire!

They FIRE.

TRACKING TWO NEOSAPIEN FIGHTERS

One is hit and EXPLODES. The other fighter FIRES.

ANGLE ON TSUNAMI

It's hit by the fire from the fighter and an EXPLOSION causes minor damage.

TRACKING THREE NEOSAPIEN FIGHTERS

Diving to attack from another side. They FIRE their weapons.

ANGLE ON EXOFRIGATE "NEWTON"

It's hit by blaster fire. EXPLOSIONS cause severe damage.

WIDE ANGLE ON TSUNAMI

A Neosapien fighter dives THROUGH THE SHOT, FIRING at close range at the Tsunami, hitting it, causing EXPLOSIONS across the hull.

INT. BRIDGE OF THE TSUNAMI - ANGLE ON MARCUS

Checking the readouts at the damage control console.

MARCUS

The Newton reports severe damage!
They're swarming all over us!

ANGLE ON WINFIELD

At the command station.

WINFIELD

All ships assume defensive formation!

EXT. SPACE ABOVE VENUS - WIDE ANGLE ON EXOFRIGATE NEWTON

The Tsunami moves INTO SHOT, taking position beside the damaged exofrigate. The Tsunami FIRES it's main battery.

WIDE ANGLE ON NEOSAPIEN FIGHTER

Hit by the blaster fire, it EXPLODES. A second Neosapien fighter dives THROUGH THE SHOT, FIRING.

ANGLE ON TSUNAMI

It's hit by blaster fire and EXPLOSIONS rip the hull.

TRACKING NEOSAPIEN FIGHTER

It FIRES REPEATEDLY. But suddenly a blaster ray streaks INTO SHOT and hits the fighter from the rear, causing it to EXPLODE in a glowing fireball. TAKAGI'S FIGHTER swoops THROUGH THE SHOT, through the fireball.

TAKAGI

(filtered)

Yeeee-ha!

PANNING WITH TAKAGI'S FIGHTER

Pulling out of the dive.

TAKAGI (CONT)

(filtered)

The cavalry has arrived!

TRACKING TORRES' E-FRAME

Diving to the attack.

TORRES
(filtered)
Torres to Tsunami. We are counter-
attacking!

WINFIELD
(filtered)
Just in time, Sargeant. Good hunting!

Torres FIRES.

ANGLE ON NEOSAPIEN FIGHTER

It's hit and EXPLODES.

TRACKING A NEOSAPIEN FIGHTER

As it flies along, FIRING straight ahead, BRONSKI'S E-FRAME
ENTERS SHOT behind it.

BRONSKI
(filtered)
Always watch your back, Neo!

Bronski FIRES, hitting the fighter, causing it to EXPLODE.
Bronski banks, swooping OUT OF SHOT.

WIDE ANGLE ON WESTON'S E-FRAME

Hovering in space. She slowly pivots, FIRING her weapons.

PANNING WITH TWO NEOSAPIEN FIGHTERS

As they bank and fly away, blasts from Weston's weapons streaking
THROUGH THE SHOT, missing them.

WESTON (VO)
(filtered)
They're running away!

ON TSUNAMI AND NEOSAPIEN FIGHTER

The Neosapien fighter flies TOWARD THE CAMERA, fleeing PAST THE
CAMERA OUT OF SHOT.

WIDE ANGLE ON WESTON'S E-FRAME

Torres' E-Frame descends INTO SHOT, hovering beside Weston's.

TORRES
(filtered)
They're not running away.

WIDE ON SQUADRON OF NEOSAPIEN FIGHTERS

Little more than specks hovering in space. TWO NEOSAPIEN MEN
O'WAR rise up INTO SHOT behind them.

TORRES (VO)
(filtered)
They must be regrouping for another
attack!

WIDE ON TORRES' AND WESTON'S E-FRAMES

Bronski's E-Frame and Takagi's fighter descend INTO SHOT and
hover beside Torres and Weston.

TAKAGI
(filtered)
So what're they waiting for?

INT. THE GRAF LAB - NIGHT - ANGLE ON XENOBIUS AND DRACONIS

Xnobiuss sits at the control console of the GRAF shield, with
Draconis looking over his shoulder.

DRACONIS
Our ships have pulled back to safety.
Activate the GRAF shield!

XENOBIUS
(hesitating)
I... I'm not sure I --

DRACONIS
(furious)
Activate the shield!

CLOSE ANGLE ON CONTROL CONSOLE

Shaking with fright, Xenobius' hand reaches for the slide-bar
control which will activate the GRAF shield.

INT. ALGERNON'S LAB/LIVING QUARTERS - NIGHT - ANGLE ON ALGERNON
MACE, AND MARSALA

Mace and Marsala look on as Algernon finishes punching data into
his computer console and looks up smugly.

ALGERNON
This program should redirect their
targetting computer. It's a work of
genius -- if I do say so myself.

ANGLE ON ALGERNON AND MACE

Mace reacts impatiently.

MACE
Just upload it, Professor!

ALGERNON
(as if the thought
just occurred to him)
Oh, of course!

He pushes a button on his computer -- and the computer screen
FLASHES as the program is uploaded into the GRAF computer.

INT. THE GRAF LAB - NIGHT - ANGLE ON XENOBIUS

He pulls the slide-bar on the GRAF controls. SFX: SURGING
ELECTRONIC HUM.

WIDE ON LAB

The LIGHTS FLICKER AND PULSE as the GRAF system draws power from
the huge black cubes. Draconis looks around triumphantly.
Xenobius looks relieved.

XENOBIUS
(can't believe it)
It's working! It's working!

DRACONIS
The Exofleet shall be crushed!

EXT. SPACE NEAR VENUS - ON TWO NEOSAPIEN FIGHTERS

Hovering in space. As the GRAF shield takes effect, they CRUMPLE
like tin cans being crushed.

ON FIRST NEOSAPIEN MAN-O'-WAR

As the GRAF shield takes effect, the huge ship begins to CRUMPLE.

PANNING WITH SECOND NEOSAPIEN MAN-O'-WAR

It tries to turn and run as the GRAF shield takes effect, but it
too CRUMPLES -- and then EXPLODES.

INT. THE GRAF LAB - NIGHT - ANGLE ON DRACONIS AND XENOBIUS

Draconis reacts with furious alarm. Xenobius stares at the
control console, appalled.

DRACONIS
Your invention has destroyed the wrong
fleet!

XENOBIUS
(pathetically)
I... I don't understand. Algernon...

INT. ALGERNON'S LAB/LIVING QUARTERS - NIGHT - ON MACE, MARSALA,
AND ALGERNON

Mace lays a congratulatory hand on Algernon's shoulder as Marsala looks on, smiling.

MACE
You did it, Professor!

ALGERNON
The program's hidden deep in the memory
banks. Xenobius will never find it.

ANGLE ON DELEON

Kneeling at the door, he FIRES.

DELEON
They're coming! Too many of them!

INT. HALL OUTSIDE ALGERNON'S LAB - NIGHT - WIDE - DELEON'S POV -
LOOKING DOWN THE HALL

A squad of armored NEOSAPIEN SHOCKTROOPS step out of an adjoining hallway and advance TOWARD THE CAMERA, FIRING their weapons.

INT. ALGERNON'S LAB/LIVING QUARTERS - NIGHT - WIDE

DeLeon retreats into the room, taking up a position with Mace and Marsala behind the computer console. They ready their weapons, prepared for a last stand. Algernon hunkers behind the console with them.

MACE
Make every shot count!

Suddenly a TREMENDOUS EXPLOSION blows a gaping hole in the back wall of the lab, revealing Nara's E-Frame, hovering just outside.

ANGLE ON NARA

Her COCKPIT OPENS and she leans out excitedly.

NARA
Hurry, Mace!

WIDE ANGLE ON NARA'S E-FRAME

Hovering outside the hole in the wall. Mace, Marsala, DeLeon, and Algernon race INTO SHOT and clamber aboard the hovering E-Frame, clinging to protrusions on the hull.

MACE
Go, Nara!

