

BATTLEGROUND

Written
by
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FADE IN:

EXT. ABOVE THE SKIES - DAY

SUPER: SOMEWHERE OVER EUROPE: 1944

A group of American B-25 bomber soars at 30,000 feet -- surrounded by escort fighters.

INT./EXT. AMERICAN BOMBER COCKPIT - FLYING

A CREWMAN (20), climbs in to the cockpit with a thermos.

CREWMAN
Coffee?

PILOT
Thanks.

He takes a sip.

PILOT (CONT'D)
Jesus. Is this coffee or piss?

CREWMAN
(grins)
You don't wanna know.

CO-PILOT
Captain, bogey at our one o'clock.

A SAUCER SHAPED OBJECT

Weaves in and out of a cloud bank.

PILOT
What the hell?

CO-PILOT
God damn! Look at her go!

The saucer shaped craft streaks/spirals through the sky -- right in the path of the bombers.

CO-PILOT (CONT'D)
It's heading right at us!

Both men pull up hard on the throttle.

PILOT
Evasive! Cowl flaps full throttle!
Pull up! Up!! Up!!

The forward Gunner sees the oncoming collision. From his transparent canopy he unloads a barrage of tracer fire at the alien craft.

The bullets bounce off an impregnable hull. The forward Gunner releases another barrage -- still no effect.

CO-PILOT
Electrical's dead! We're losing
her!

The bomber's engines shut down. Its propellers come to a dead stop. It glides on nothing but momentum now.

The Pilot looks past the cockpit window in helpless silence. The UFO's about to collide!

He takes a last look at a photo of a wife and child that clings to the cockpit window.

PILOT
I'm sorry, Marie...

He closes his eyes.

THE UFO

Slices through the flying fortress. Crewmen bodies tumble out from the torn opening. The bomber explodes.

The alien craft plummets toward a bleak, mountainous region of snow and ice.

INT. MILITARY HOSPITAL WARD - DAY

CAPTAIN ALAN NORTHROP (40s), with slight discomfort, slowly flexes his bandaged right hand. His face is heavily scarred, his physique leanly muscled.

He's a soldier forged on the battlefield. He stuffs his gear into his military-issue backpack.

A DOCTOR (60), with a grandfatherly appearance enters the room. With the aid of a cane he makes his way over to Northrop.

DOCTOR
Captain Northrop?

NORTHROP
Hey, Doc. Glad you came by. I wanted
to thank you before I left.

DOCTOR
How we feeling?

Northrop wiggles his bandaged fingers.

NORTHROP

(grins)
Can't complain. Thanks to you, I
still have a hand to salute with.

DOCTOR

Appreciate the compliment but I wasn't
referring to your hand.

NORTHROP

You lost me, doc.

The Doctor sits on the edge of the bed.

DOCTOR

Has the Chaplain been around to see
you?

NORTHROP

Chaplain? What for?

He sees the Doctor's grim expression.

NORTHROP (CONT'D)

What's with the sour puss, doc?

The Doctor opens Northrop's medical folder.

DOCTOR

When we operated on your wound we
performed a routine blood test. We
do it to rule out infections and
other communicable diseases. It's
standard procedure.

(beat)

The blood test shows you have
carcinoma lymphoma. It's a highly
aggressive form of cancer. It's
already spread to your lungs and
liver.

(beat)

I'm afraid it's terminal. I'm sorry,
son.

Northrop sits. His eyes swell with tears as the full impact
of what's been said hits him.

NORTHROP

Funny. And I always thought I'd die
staring down the barrel of a German
rifle.

DOCTOR

Under the circumstances, I don't see any reason for you to go back into combat. You've done your bit for king and country, son. I have your discharge papers right here.

He hands them to Northrop.

DOCTOR (CONT'D)

Just sign them. Before you know it, you'll be stateside.

NORTHROP

How long do I have?

DOCTOR

There's no precise way to measure-

NORTHROP

Please, doc.

DOCTOR

Six months. With treatment maybe nine. You should know as the cancer spreads the pain will be unbearable. To the point of agony. Towards the end there wont be enough morphine to help with the pain.

Northrop continues to fight back the tears. He clears his throat. He glances at his discharge paperwork in his hands.

He tears them up.

DOCTOR (CONT'D)

What're you doing?

NORTHROP

I'm not going home.

DOCTOR

Captain, I respect your... patriotism but you need to begin treatments as soon as possible. You can't do that here.

NORTHROP

I'm a widower, Doc. I've no children. If all I've got is six months, I'm not gonna wait around for bits and pieces of me to rot away. I'm gonna make good use of what time I've got left and that means killing Nazis.

DOCTOR

I could report this to your C-O.

NORTHROP
 You could. Or you could just lose
 my paperwork behind a file cabinet.
 Army does it all the time.

Northrop grabs his helmet and gear. Heads out the door. He
 turns back to the Doctor.

NORTHROP (CONT'D)
 I'm a soldier. If I have to die,
 I'll do it on the battlefield.

He puts on his helmet. He walks out.

INT. HOSPITAL WARD - CORRIDOR - DAY

Northrop heads towards the exit. The Doctor rushes up behind
 him.

DOCTOR
 Captain!
 (catches up)
 Come with me.

INT. MEDICAL SUPPLY ROOM - DAY

The Doctor quickly rummages through boxes marked KL MORPHINE.
 Hands a box to Northrop.

NORTHROP
 What's this?

DOCTOR
 K-L five. It's still in the
 experimental stages. Five times
 more powerful than morphine but with
 minimum side effects. It'll help
 make the pain more tolerable.

NORTHROP
 I don't get it, doc. Why the favor?

DOCTOR
 I've seen soldiers try every trick
 in the book to keep from being shipped
 back to the front lines. You're the
 only one I've met that has a real
 reason to go home but decided to
 stay and fight. I think that's worth
 something, don't you?

They shake hands. Northrop stuffs the box of experimental
 morphine in his sack. He walks out.

EXT. FOREST AREA - DAY - ESTABLISHING

SUPER: PEENEMUNDE: GERMAN V-1 ROCKET ASSEMBLY AND LAUNCH SITE

EXT. CAVE ENTRANCE - DAY

A massive opening with railroad tracks that lead inside the mountain itself.

Jewish SLAVE WORKERS push heavy machinery back and forth within the cavernous opening.

Heavily armed German oversee the facility.

AN ELDERLY MALE PRISONER

Falls down from utter exhaustion.

GERMAN GUARD
(in German; subtitled)
Get up!

The Prisoner struggles but he's too weak. The guard pulls out his pistol.

GERMAN GUARD (CONT'D)
(In German; subtitled)
I said up!

SS OFFICER MAJOR HERTA HEINRICH (25), watches the event unfold. She has dark, predatory eyes that are exceeded only by her slender, athletic physique.

She steps over to the Guard.

HEINRICH
Is there a problem, Sergeant?

GERMAN GUARD
This Jew is not making his daily quota, Herr Major.

With a brutal, been-there-done-that demeanor, Heinrich grabs the elderly prisoner by his hair.

She drags the prisoner over to the edge of a ditch. With her leg she shoves him over.

The elderly prisoner lands violently to the bottom. He tries to stand. His legs don't have the strength. He falls to his knees.

Heinrich unholsters her pistol. She FIRES two bullets into the elderly prisoner's chest. He falls face down -- dead.

With a detached casualness, she places her pistol back in its holster.

HEINRICH
Problem solved.

GERMAN GUARD
(salutes)
Yes, Herr Major.

INT. HEINRICH'S LIMO - DAY

Heinrich climbs in. She's handed a large envelope by an INTEL MESSENGER who sits on the passenger side.

THE CAR

Drives off.

INT. HEINRICH'S LIMO - MOVING

Heinrich opens the pouch. She inspects its contents.

INSERT: PHOTOS

Black & whites of UFOs captured in various forms of flight.

HEINRICH
How old is this information?

INTEL MESSENGER
Only a few days, Major Heinrich.

EXT. ISOLATED SIBERIAN VILLAGE - DAY

Calm and serene. A landscape of ice and snow. Icicles dangle from snowcapped trees.

The extreme cold doesn't stop the villagers who are born and bred to this difficult land and its harsh environment.

They go about their daily chores.

INT. BARN - DAY

An ELDERLY FARMER (60) milks a goat. A young BOY (10) and YOUNG GIRL (7), rush inside the barn. They chase one another.

NOTE: ALL CONVERSATION IS IN RUSSIAN AND SUBTITLED.

ELDERLY FARMER
You two! Are you finished with your chores?

YOUNG BOY
Yes, Grandpa.

YOUNG GIRL

Yes, Grandpa.

ELDERLY FARMER

You mother could use some help feeding the oxen.

YOUNG BOY

That's boring.

The Elderly Farmer points the goat's nipple at them both. He fires off a squirt of milk at each of them.

YOUNG BOY (CONT'D)

Hey!

ELDERLY FARMER

Off you go!

Both children race out of the barn. The Elderly Farmer smiles to himself.

EXT. SIBERIAN VILLAGE - CORRAL = DAY

Both children run across the thick snow. They both stop. They look out at the corral.

THE OXEN

Lie in the snow, dead. The air around them is cold; silent.

YOUNG BOY

Where is mama?

They approach the corral. The Young Boy climbs on to the wooden fence. He sits on its edge. He beams a cautious gaze.

YOUNG GIRL

(desperate whisper)

Pioter! Something is not right!

YOUNG BOY

Sh!

He climbs into the pen. He stands over the body of an oxen that still breaths. He slowly holds out his hand to inspect its vital signs.

THE OXEN

Deflates like a squashed balloon! It SQUEALS. It SHRIEKS OUT IN AGONY.

A SPIKED TENTACLE WRAPS AROUND ITS TORSO. It drags the helpless animal out of the corral with brutal ferocity.

Its body smashes through the wooden pen with lightning speed. It vanishes into the forest to its hungry, unseen predator.

If you blinked you'd miss it.

INT. SIBERIAN VILLAGE - BARN - DAY

CHILDREN'S SCREAMS slice through the cold air. The Elderly farmer jumps to his feet. He grabs his rifle.

He charges out of the barn toward the source of the children's SHRIEKS.

EXT. SIBERIAN VILLAGE - CORRAL - DAY - ON FARMER

His eyes widen in horror at the hideous sight that greets him.

SWARMS OF GLOBULOUS CREATURES

They slaughter villagers left and right with brutal efficiency.

Limbs torn, flesh eaten. It's a hideous nightmare.

AN ALIEN PARASITE

It spots the elderly Farmer. Using its tentacles it drags itself across the ice and snow -- right at him.

The elderly Farmer aims his rifle. HE FIRES. One shot, two shots. The creatures still bolts right at him.

THE RIFLE

It runs out of bullets. The Elderly Farmer tries desperately to reload. His hands shake from the terror and freezing air.

The creature SLAMS A VEIN-LADEN, TUBULAR APPENDAGE INTO HIS CHEST. It lifts him in to the air.

ELDERLY FARMER

Ahhhhhhhhhhhhhh!

The creature drains him of every ounce of bodily fluid. His face shrivels. He's reduced to a pile of wrinkled flesh

He shrieks out in utter agony. His cries reach an ear-piercing crescendo:

EXT. SIBERIAN FOREST - SUNSET

The victory cries of the creatures echo across a valley of snowcapped trees.

INT. CORRIDOR - DAY

SUPER: BRITISH SECURITY COORDINATION - LOCATION: TOP SECRET

British soldiers line the length of the corridor. Northrop is escorted toward a main entrance.

INT. BSC BRIEFING ROOM - DAY

Opulent with a massive globe and map of the world that lies at its center.

Three men await Northrop's entrance. They are: BRITISH GENERAL BERNARD MONTGOMERY (50), GENERAL GEORGE S. PATTON (50), and PROFESSOR ELIZABETH CAVENDISH (30), attractive, slim; demure.

PRIME MINISTER WINSTON CHURCHILL (60), legendary Prime Minister of England remains seated.

He exhales a thick plume of cigar smoke from his lungs.

Northrop enters. He stands at attention and salutes.

GEN. PATTON

At ease, Captain.

NORTHROP

Yes, Sir.

GEN. PATTON

This is General Montgomery, British command, And I'm sure you know Prime Minister Churchill.

He pours himself a drink.

GEN. PATTON (CONT'D)

Tell me, Captain, what do you know about unidentified flying objects?

NORTHROP

I'm not sure what you mean.

GEN. PATTON

We've received reports of unidentified aircraft engaging our fighters.

GEN. MONTGOMERY

Their speed is superior to anything you chaps currently have in the air. Intelligence believes them to be the new rocket planes the Germans have been working on.

NORTHROP

I heard rumors. Figured that's all it was.

GEN. PATTON

We received reports that one of these German aircraft collided with a bomber three days ago. As best we can piece together it's just sitting there in the Russian forest fully intact.

GEN. MONTGOMERY

That's where you come in Captain. We're dispatching a team to investigate and if at all possible, retrieve the aircraft itself.

GEN. PATTON

We know the Germans have spies within our intelligence community. That's why for security reasons no record of this mission is being kept.

(beat)

Only those in this room and the President will have any knowledge of your mission.

NORTHROP

With all due respect, Sir. Why me?

GEN. PATTON

Jesus Christ, son. I've read your war record. You've fought in just about every campaign and temperate zone this war has to offer under the worst conditions possible. Not to mention you've got three Purple Hearts under your belt and you're asking why you've been picked for a mission of this importance?

(grins)

Now that's God damn modesty for you.

He raises his glass to Northrop and takes a drink in his honor.

ELIZABETH

May I also say, Captain Northrop that I'm looking forward to working with you.

NORTHROP

And you are?

GEN. MONTGOMERY

This is Lieutenant Elizabeth Cavendish. She's with our foreign technology division. She will be your scientific advisor on this mission. You'll find her a valuable asset to your team.

NORTHROP

What the hell do I need with a scientific advisor? Look, women shouldn't be on the front lines, let alone on a reconnaissance mission.

ELIZABETH

With all due respect, Captain, I don't believe you have even a remote clue of what to look for once you're out there.

NORTHROP

So, draw me a picture.

ELIZABETH

Do you know anything about celestial mechanics?

NORTHROP

No.

ELIZABETH

Quantum theory?

NORTHROP

No.

ELIZABETH

Partial Differential Equations?

Northrop becomes increasingly annoyed. He answers anyway.

NORTHROP

... No--

ELIZABETH

What about subatomic compositions of base metals--

NORTHROP

All right. I get your point, Lieutenant. You're the smart one.

Churchill rises from his seat. He walks over to Northrop. He stands face to face with the posture of a true leader and statesman.

CHURCHILL

You stayed and continued the fight
against Germany because you believe
as we do that fascism is a yoke that
hangs from the neck of every human
being who desires freedom.

He looks up at a map of Europe suspended on the wall. He
looks back at Northrop.

CHURCHILL (CONT'D)

You can refuse to go on this mission.
You may walk out that door and no
one will think the lessor of you.
However, in the end, should Germany
manage to unlock this... spacecraft's
secrets, it shall make them the
superior force on land, sea and air.

(beat)

And every soldier who ever laid down
his life will have done so in vain.

Northrop eyes the room and assesses the moment.

NORTHROP

I'll need a combat ready squad.

Patton grins.

GEN. PATTON

Your team's already been assembled.
Here's the list of men.

He hands Northrop a clipboard. Northrop eyes the list with
concern.

NORTHROP

With all due respect, General, this
a joke? These soldiers are currently
in the stockade.

INT. MILITARY STOCKADE - CORRIDOR - DAY

Northrop marches down the corridor; an MP at his side.

GEN. PATTON (V.O.)

It's no joke. On their last mission,
they liberated a French town the
Germans had occupied for six months.
Wiped 'em out despite being
outnumbered ten to one.

NORTHROP (V.O.)

They sound like God damn heroes.

GEN. PATTON (V.O.)
 And they would have been. If they
 hadn't gotten piss drunk and burned
 the village to the ground while
 celebrating their victory.

INT. STOCKADE CORRIDOR - PRISONER'S AREA - DAY

The MP removes the key from his pocket. He opens the main door.

MP
 I think I should warn you, sir.
 These men hate officers.

NORTHROP
 You just described every enlisted
 man in this army. Open her up.

INT. STOCKADE - CELL - DAY

Prisoners lie on their cots, their eyes rimmed with exhaustion. They are:

SGT. TED BUTOWSKI (30). Brutish, unshaven; unkempt but all muscle. A bulldozer with legs.

PRIVATE IRVING SHAPIRO (20). Jewish; boyish demeanor. Blind as a bat without his thick eyeglasses.

PRIVATE JAIME PEREZ (20). Puerto Rican. Fair-skinned. Heavy Spanish accent; Proud of his heritage.

PRIVATE FRANK SCALZETTI (25), Italian; Brooklyn born and bred. Cocky with his sarcasm left in the "on" position.

PRIVATE PATRICK KELLY (20). Irish, red hair and freckles. Religious; God fearing with a bible to prove it.

PRIVATE CHUCK GALLOW (25). Bug-eyed; bellyacher. A paperweight with a rifle.

PRIVATE WENDELL P. MYRTLE (19). Six-foot-three, ninety-eight pounds. Southern; wears a cowboy hat on top his helmet.

CORPORAL DONNY SPARKS (MEDIC) (21). Quiet, introspective. Can sew a man back together under heavy fire in a fox hole.

Private Scalzetti paces back and forth. He takes a puff from his cigar.

Northrop stands and eyes the prisoners from the other side of the bars. The MP opens the cell door. Northrop steps inside.

MP
 Ten-hut!

The soldiers stand at attention. All except one - Private Scalzetti who stands in line with a hang dog expression.

NORTHROP

I'm Captain Alan Northrop. Effective immediately, I'm your new commanding officer.

He walks down the line of soldiers. He beams an unimpressed glance them.

NORTHROP (CONT'D)

I need volunteers for a top secret mission. It'll be dangerous. Some of you may not come back alive. But in return for your cooperation, each of you will have your sentences overturned.

Stunned silence. The soldiers smile -- all except Private Scalzetti.

PVT. SCALZETTI

Bullshit.

NORTHROP

What's your name soldier?

PVT. SCALZETTI

Private Franklin Scalzetti. My friends call me Frankie but you can call me Mister Scalzetti.

The squad explodes with a mix of laughter, whistles and applause.

PVT. SCALZETTI (CONT'D)

See, I know something about military law. Only a general can give us a reprieve.

Northrop holds up a piece of paper.

NORTHROP

You mean one of these?

Scalzetti looks at the official release. He eyes Northrop with a slight embarrassment.

Northrop steps nose to nose with Scalzetti.

NORTHROP (CONT'D)

Look, you dumb bastard. You want to stay here and sweat out the rest of the war in this six-by-eight shit hole with cockroaches for bunk mates be my guest, Mister Scalzetti.

He turns to the rest of the "squad."

NORTHROP (CONT'D)

As for the rest of you, those who
want to volunteer, step forward.

The entire squad take one step forward. Except Scalzetti.
He hesitates; spits tobacco. He finally steps forward.

Northrop regards his men...

NORTHROP (CONT'D)

Briefing's in one hour ladies.
Departure's at oh-six hundred.

SGT. BUTOWKSI

Excuse me, Sir. What exactly is the
mission?

NORTHROP

We're going to find out if there
really are little green men from
outer space.

He lets his words sink in; grins then marches out of the
cell.

PVT. MYRTLE

Well I'll be darned! Men from Mars!
Well, ain't that a hoot! I'm as
excited as tick at an all-dog rodeo!

PVT. SCALZETTI

Shut up you corn fed hick.

INT. U-BOAT PEN - NIGHT

A hive of Nazi activity. Various submarines are docked or
in various stages of construction.

EXT. U-BOAT DRY DOCK - DAY

The U-BOAT CAPTAIN VIKTOR SHULTZE (50), bearded with gray
hair. Medals adorn his uniform -- a testament to a man born
and bred for ocean combat.

He shouts orders to a crane operator who lowers cargo in to
his ship.

A TRUCK

Pulls up alongside the docked submarine. Heinrich climbs
out of the vehicle -- along with ten other soldiers in full,
combat winter gear.

She marches over to Captain Shultze. She salutes. The
Captain eyes her up and down -- unimpressed.

CAPT. SHULTZE

Yes?

HEINRICH

I am Major Herta Heinrich. You are Captain Viktor Shultze? Commander of U-boat two seven three?

CAPT. SHULTZE

Yes. Something I can do for you, Major?

HEINRICH

Actually there is. You can begin by saluting me.

The Captain half-smiles. He returns her salute.

CAPT. SHULTZE

Anything else?

HEINRICH

Effective immediately, you, your crew and ship are under my command.

She holds out a folder to Captain Shultze.

HEINRICH (CONT'D)

You'll find the transfer of command and destination all in order-

CAPT. SHULTZE

(laughs)

You don't really believe I'm going to hand over my command and my ship to you, do you?

HEINRICH

I'll also expect you to find room for my men. They're not to be spoken to and kept away from the rest of your crew. Is that understood?

CAPT. SHULTZE

Perhaps you didn't hear me, you S-S bitch. I don't care if your orders came from God himself.

HEINRICH

I'm going to give you something I normally don't offer, Captain.

CAPT. SHULTZE

Oh? And what would that be?

HEINRICH

The location of your exit wound.

Threat clear and understood. Captain Shultze watches Heinrich marshal her squad in to the submarine.

THE FIRST OFFICER (30), steps over to Captain Shultze with a concerned expression.

FIRST OFFICER
Everything all right, Herr Captain?

Captain Shultze examines the orders.

CAPT. SHULTZE
It would appear the German High Command in its infinite wisdom has seen fit to give this S-S Major Heinrich complete command of our vessel.

INT. AIRPLANE HANGER - NIGHT

Northrop's squad pack their gear. Scalzetti smokes a cigarette while he sits on his.

SGT. BUTOWSKI
Scalzetti! Get ya gear to the rear!

PVT. SCALZETTI
I'm on a coffee break.

Butowski marches over. He snatches the cigarette from Scalzetti's mouth. He tosses it to the side.

SGT. BUTOWSKI
I said get ya gear stowed! That's an order, Private!

Scalzetti jumps to his feet. He locks eyes with Butowski.

PVT. SCALZETTI
If this were Chicago, I'd have your head unscrewed and used for an ash tray.

SGT. BUTOWSKI
That dream's three thousands miles away, Huckleberry.

Scalzetti cracks a grin; backs down. He grabs his gear and heads toward the plane -- his furious eyes still fixated on Sergeant Butowski.

PVT. GALLOW
Careful, Sarge. Back at basic training he was running a craps game behind the officer's club. Two guys couldn't pay up so he had three M-Ps do a tap dance on their balls.

SGT. BUTOWSKI

He's a nickel and dime street punk
who used to bully people in to calling
him Sir. The man's ego is almost as
big as his mouth.

PVT. GALLOW

Geez. How's it you know so much
about the guy?

SGT. BUTOWSKI

He's my kid brother.

INT. OFFICER'S CLUB - DAY

Northrop sits alone at the bar. Period jazz music plays in
the b.g. via a jukebox.

BARTENDER

Another scotch, Captain?

NORTHROP

Why not.

The bartender pours Northrop another drink.

BARTENDER

Hey, Captain, you okay? You don't
look so good.

NORTHROP

That's what happens when you're dying
of cancer.

The Bartender takes it as a joke. He breaks out in laughter.

BARTENDER

Right! I know how ya feel! Me?
Got myself a nasty paper cut!

He walks off -- still laughing. Northrop raises the drink
to his lips. He sips.

Northrop's body convulses. His face contorts in agony. He
grabs his stomach. He slams his drink back onto counter.

He bolts to the men's room.

NORTHROP'S DRINK

A cloud of blood floats within the liquor.

INT. MEN'S ROOM -- DAY

Northrop charges inside. He locks the door behind him. He
collapses to his knees. He cough up blood.

He cringes in agony. His hands tremble. He reaches in to vest pocket.

DOCTOR (V.O.)
The cancer will be eating you up
alive-

Northrop pulls out a pen-like device.

DOCTOR (V.O.) (CONT'D)
The pain will feel like someone's
lit a torch inside you.

Northrop grabs the pain killer's syringe tip with his mouth. He pulls its cap off with his teeth. He spits it away.

DOCTOR (V.O.) (CONT'D)
The experimental drug will kill the
pain almost instantly.

The syringe slips from his hand. It falls in to the blood filled toilet bowl.

Northrop reaches in. He pulls it out. He slams the exposed needle in to his side. He injects the pain killer. He pulls it out.

Northrop leans back, exhausted. The agony subsides. He wipes blood from his mouth.

DOCTOR (V.O.) (CONT'D)
As the cancer spreads... the drug
will at some point stop working.

EXT. MILITARY PLANE - DAY

A military jeep approaches. It parks a few feet from the plane.

It's Lieutenant Elizabeth. The driver removes her gear.

PVT. SHAPIRO
Hey, who's the dame?

PVT. MYRTLE
That there must be that specialist
Captain Northrop said be comin' along.

PVT. SHAPIRO
God damn. I think I may be in love,
Myrtle. Or at least in lust.

PVT. MYRTLE
Better watch yourself. She's an
officer.

PVT. SHAPIRO
 Yeah? Then I'll salute her after I
 unzip my fly.

Shapiro stands in a mock salute as Elizabeth climbs down
 from the jeep.

ELIZABETH
 At ease, Private.

PVT. SHAPIRO
 Yes, ma'am. Can I help you with
 that, ma'am?

ELIZABETH
 No thank you, Private. I can manage.

Shapiro and Myrtle watch her ass as she walks past them with
 her gear.

PVT. SHAPIRO
 Take a good look, Myrtle 'cause that
 there's what we're fighting for.

PVT. MYRTLE
 I thought we were here to fight the
 Germans?

PVT. SHAPIRO
 Scalzetti's right. You really are a
 corn fed hick.

Elizabeth climbs on board the bomber with her gear.

INT. BOMBER

Elizabeth tries to lift her gear over and into an overhead
 net restraint.

Shapiro climbs in. He watches with amusement at Elizabeth
 who struggles to keep her balance.

PVT. SHAPIRO
 Let me help you with that-

ELIZABETH
 No thank you, Private, all's well
 here..

PVT. SHAPIRO
 Come on now. We wouldn't want you
 to break a nail on those pretty little
 hands of yours would we?

ELIZABETH
 Excuse me?

PVT. SHAPIRO

Let a real man help ya here. A good looking broad like you don't have to play soldier.

ELIZABETH

Play soldier? I'm an officer in Her Majesty's service. Or hadn't you noticed my Lieutenants bars, Private?

PVT. SHAPIRO

Lieutenant's bars? You might as well be wearing a new pair of earrings. Come on, you're no more and officer than I'm a-

ELIZABETH

-Gentleman?

PVT. SHAPIRO

Listen, toots, what do you say before we go fly off into the wild blue yonder we take a ride on the ole' Private Shapiro rollercoaster?

ELIZABETH

With an offer like that Private Shapiro, I'm not sure who to be afraid of first. The Germans or you.

She beams a slam dunk of a smile. She climbs out of the bomber.

PVT. SHAPIRO

Wish I had a come back for that.

INT. OCEAN -- NIGHT

A massive cylinder glides effortlessly within the primordial darkness. Across its bow: the Nazi insignia.

A U-BOAT

It continues on its yet unknown destination...

INT. U-BOAT - OUTSIDE HEINRICH'S QUARTERS

Captain Shultze raises his hand to knock on the cabin door. He hesitates.

He puts his ear to the door. He listens to the sound of a running shower. He finally knocks.

HEINRICH (O.S.)

Enter.

INT. U-BOAT - HEINRICH'S QUARTERS -- CONTINUOUS

Captain Shultze enters.

His eyes are drawn to a translucent partition that harbors behind it a running shower -- with Heinrich inside.

CAPT. SHULTZE
Before our departure from Berlin, a
message arrived. Your eyes only.

HEINRICH (O.S.)
Just a moment.

CAPT. SHULTZE
I'll just leave it-

HEINRICH (O.S.)
I said just a moment.

Captain Shultze grins. A portion of Heinrich's nude body bleeds through the partition.

Heinrich emerges from the shower -- topless. The grin vanishes from Captain Shultze's face.

HEINRICH'S BODY

Flesh barely covers her spine. She's a brutal, repugnant canvas of combat wounds -- with one breast mutilated the other half gone.

Captain Shultze tries not to recoil in disgust at Heinrich's repulsive sight.

Heinrich locks glances with Captain Shultze. She doesn't blink once -- all while she puts on her top.

Captain Shultze holds out the messenger pouch to her.

Heinrich grabs it. From it she pulls out a single sheet of paper. She reads. She eyes Captain Shultze.

No further reaction.

Heinrich's lack of reaction over the letter's content doesn't get past Captain Shultze's radar. He presses her:

CAPT. SHULTZE
Anything important?

HEINRICH
Nothing that would concern you.
Dismissed.

She crumples the paper. She tosses it in to a waste basket.

Captain Shultze salutes.

He turns to leave -- not before his eyes catch a quick glimpse at Heinrich's crumpled orders in the bin.

INT. MILITARY HANGER - THE PLANE - DAY

Northrop marches over to his team.

NORTHROP

All right, we're moving out. Get your gear and get to the rear.

PVT. KELLY

Begging me pardon, Captain. Before we go, I'd like to take a moment to bless this here mission of ours.

PVT. SPARKS

You're kidding, right?

NORTHROP

I can't see why not. Go ahead, Kelly. Make it quick.

Kelly bends down one knee. He closes his eyes. He clasps his hand in prayer.

PVT. KELLY

Dear Lord. Please bless every member of this team. And please keep an extra eye on Captain Northrop, so he doesn't fuck up and get us all killed.

He makes the sign of the cross. He heads to the plane.

NORTHROP

That was... moving.

PVT. SCALZETTI

Gave me goosebumps.

EXT. RUNWAY - NIGHT

Northrop's plane races across the runway. It takes flight. A moonlit cloud bank embraces then engulfs the aircraft.

INT. NORTH SEA - NIGHT

Two WHALES glide effortlessly among the ocean depths. Their MATING SONG pierces the watery blackness.

Another sound. This one man made. It's an engine. It belongs to the German U-boat.

THE GERMAN U-BOAT

Its in-curved, counter-rotating propellers accentuate an already sophisticated propulsion system.

EXT. OCEAN SURFACE - NIGHT

An eruption of water.

THE U-BOAT

Broaches the surface. Torrents of water slide over its massive hull.

A HATCH

Opens from the U-boat's aft section. It rises fully to expose an enormous, interior air compartment.

U-boat crewman exit the cavernous opening.

A RUBBER RAFT

Crewmen shove it over the deck. It slides down the open hatch. It lands onto side of the vessel.

Heinrich and her team climb out from the exposed air compartment.

They slide down the side of the U-boat's hull and onto the raft with commando efficiency.

THE AIR COMPARTMENT HATCH

Lowers back into place with drawbridge speed. A loud hiss/whistle of compressed air locks it down.

CAPTAIN SHULTZE

He takes one last look at Heinrich and her team as they paddle toward the wicked, freezing shoreline.

He climbs back in to his sub. He rotates the hatch shut.

THE U-BOAT

The massive vessel submerges.

INT. U-BOAT CORRIDOR

Captain Shultze stops to light up a cigarette. His eyes capture a waste basket -- with Heinrich's crumpled message from Berlin.

Curious, he grabs the discarded communique from the waste bin. He unfurls the orders and reads.

Captain Shultze's eyes widen in terror at the words that greet him.

THE MESSAGE (IN GERMAN)

KEINE AUFZEICHNUNGEN DER MISSION WERDEN AUFGEFÜHRT. U-BOAT UND CREW MÜSSEN VERSENKT WERDEN, BEVOR MIT DEM ZIEL FORTFAHRT A. Hitler.

SUPER: ENGLISH TRANSLATION

NO RECORDS OF MISSION TO BE KEPT. U-BOAT AND CREW TO BE SUNK BEFORE CONTINUING WITH OBJECTIVE. A. Hitler.

INT. U-BOAT - TORPEDO ROOM

Multiple torpedo housings have been removed. Wires crisscross to connect the warheads.

A small receiver lies in the center - its red light indicates an armed device.

HEINRICH

She removes from the inner pocket of her uniform a palm sized device with a red button. She gazes at the black waters behind her.

She Presses the button.

INT. UNDER WATER - THE U-BOAT

It EXPLODES. Massive pockets of gas embrace the deep. Tons of steel and iron plummet to a watery grave.

HEINRICH

Calmly watches the aftershock of sea water explode in to the air then calmly dissipate.

She casually lights up a cigarette. She exhales a cloud of smoke from her lungs. Just a days work.

EXT. AIRPLANE - FLYING-- MORNING

Northrop's plane flies toward an oncoming sunrise.

INT. COCKPIT - DAY

The PILOT and CO-PILOT sit at the controls. The Pilot eyes the terrain below.

Northrop enters the cockpit.

NORTHROP

How soon will we hit the target area?

CO-PILOT

According to the last reports we
should see something any time now.
Hang on a second! Sir-

PILOT

I see it.

They turn their attention to the forest below.

FROM THE COCKPIT WINDOW

A massive outcrop of uprooted trees and snow. A trail of
carved out earth leads to the bottom of a valley.

CO-PILOT

What the hell hit this place?

NORTHROP

Can you land this thing anywhere?

PILOT

Down there? Not a chance, Sir. The
outcrop of snow down that valley's
just too darn steep to land this
thing upright.

INT. PLANE - CARGO HOLD - FLYING

Northrop climbs back over to the squad.

NORTHROP

All right, listen up. We're not
able to land here! We're going to
be dropped just north of the target
area!

The squad casually strap on their gear -- all except Elizabeth
who's clearly terrified.

She shoves her way past the squad and over to Northrop.

ELIZABETH

Excuse me, Captain!

NORTHROP

Lieutenant?

ELIZABETH

We're not landing??

NORTHROP

Problem, Lieutenant?

ELIZABETH

With all due respect, Sir, I have no intention of leaving the safety of this aircraft! Sir.

NORTHROP

I wouldn't worry. It's perfectly safe. You jump out when the light turns green. You count to five, then you pull your rip cord.

ELIZABETH

My What?

Northrop adjusts the goggles on her face.

NORTHROP

It's the metal ring on your chest. It releases the parachute.

ELIZABETH

Really? And all this time I assumed it was a decorative piece.

NORTHROP

You're joking.

ELIZABETH

I'm British. We never joke.

The jump signal lamp changes from RED to GREEN.

NORTHROP

Let's go!! Move! Move!

One by one the squad members leap from the aircraft. Scalzetti looks back at Elizabeth.

PVT. SCALZETTI

Come on toots! Worse thing that could happen is you get sliced in half by the tail!

He laughs then leaps.

NORTHROP

Ignore him! Just breath normally! Then on the count of three you jump!

Elizabeth nods a shaky ok. Her inhalation/exhalation gets louder -- and faster. She's terrified.

ELIZABETH

I suppose there's no chance of turning this plane around!

Northrop smiles.

NORTHROP

None whatsoever!

ELIZABETH

With all due respect, Captain, if I didn't know any better I'd say you were enjoying my predicament!

NORTHROP

And you'd be right!

He pushes her out the door. She screams.

ON ELIZABETH

As she falls.

ELIZABETH

Three, four, five!

She yanks the cord to her parachute. It rockets open. It slows her free fall with an upward, hard yank.

She glides toward a patch of trees below.

EXT. FOREST - BALD SPOT - DAY

Northrop and his squad land. They each quickly unhook their parachutes.

PVT. SHAPIRO

I think my fingers froze off.

PVT. SCALZETTI

Don't be a wuss.

NORTHROP

Where's Lieutenant Cavendish?

They all look through the tree line.

ELIZABETH (O.S.)

Excuse me!

The soldiers look up.

ELIZABETH

She hangs upside down, her parachute caught in a tree branch.

ELIZABETH

Little help?

EXT. SHORELINE - DAY

Heinrich and her squad arrive at the shore's edge. She flips open a map and compass.

HEINRICH

Half a mile north. We should arrive
at the vessel's crash site by morning.

She leads the way. Her men follow right behind.

EXT. ICY PATH - DAY

Northrop and his squad trek through a frozen forest.

PVT. PEREZ

So, Captain, explain this to us again.
We're out in search of some super
secret, advanced German plane?

NORTHROP

That's right, Perez. And from all
reports the Nazis designed it so
well it can out maneuver anything
we've got in the air.

PVT. PEREZ

You ask me, it's all a waste of time.
I mean, I come all the way from Puerto
Rico just so I could join the army
and serve my country by killing
Germans. And where do they put me?
In the middle of nowhere freezing my
cojenes off.

PVT. KELLY

Ya can always go AWOL, hop on a boat
back to Puerto Rico and go back to
sellin' tamales and killing
cockroaches.

Laughter from the squad...

PVT. PEREZ

How about I come over there and shove
a grenade up your culo instead, huh,
Kelly you Irish prick?

PVT. KELLY

Just try it ya greasy Mexican.

PVT. PEREZ

I'm Puerto Rican, pendejo.

ELIZABETH

I'd always heard that war creates a
bond that brings soldiers together
and makes them brothers. I see you
both have yet to embrace that concept.

SGT. BUTOWKSI
 Captain, if this plane is as advanced
 as army intelligence says it is,
 makes sense the German High Command's
 gonna send a team of their own to
 retrieve it.

Northrop stops. He turns to Sergeant Butowski. He beams a
 determined gaze.

NORTHROP
 Then we blow it to kingdom come before
 we let those bastards lay one finger
 on it. .

SGT. BUTOWKSI
 Yes, Sir.

PVT. SCALZETTI
 Listen, Lieutenant, if we run in to
 any Germans, don't worry, I'll protect
 ya.

ELIZABETH
 I didn't volunteer for this mission
 to stroke your ego, Private.

PVT. SCALZETTI
 (laughs)
 That's okay Lieutenant. I got
 something else for you to stroke.

Northrop grabs Scalzetti by his collar. He shoves him up
 against a tree.

NORTHROP
 Watch the mouth, Private. She's
 your superior officer. We clear?

PVT. SCALZETTI
 Yeah, sure thing, pal.

NORTHROP
 Try "Yes, Sir" on for size.

PVT. SCALZETTI
 Yes, sir.

Northrop release his grip on him then moves on. Scalzetti
 beams a lethal gaze at Northrop -- the look of a bruised
 ego.

EXT. FOREST - DAY

Heinrich and her squad continue their long trek across ice
 and snow.

The earth rumbles beneath their feet. An INHUMAN GROWL erupts from within the forest.

Heinrich's squad exchange unsettling glances as the sound quickly fades away.

Now only the dense snow and silence surrounds them.

Heinrich regains her composure. She removes the pistol from its holster. She gives the signal to march on.

EXT. SNOW TRAIL - DAY

Northrop and his squad are hit with a blast of wind. The ground trembles beneath their feet.

The trees shake violently. Snow from their tops plunges to the ground as a massive GROWL echoes in the distance.

PVT. GALLOW

Wha-what the hell was that?

NORTHROP

Sounded like a bear.

PVT. GALLOW

M-Maybe it was a dog.

PVT. PEREZ

(frightened)

Yeah, right. One big Chihuahua.

NORTHROP

Keep your eyes peeled.

He leads the soldiers further into the unknown forest void.

EXT. FOREST - DAY

Silent. Northrop and his men walk across an icy path. Snow crunches beneath their combat boots.

EXT. SNOW CAPPED HILLTOP - DAY

The soldiers gather above the ledge. A Siberian village lies at its base.

Northrop eyes the village through his binoculars.

THE VILLAGE

Empty, lifeless. The carcass of dead bodies lay scattered everywhere.

NORTHROP

What the hell...

PVT. GALLOW
 Holy Mary. What the hell hit this
 place? Germans?

SGT. BUTOWKSI
 Orders, Captain?

NORTHROP
 We render aid. Assuming of course
 there's anyone still breathing down
 there.

EXT. SIBERIAN VILLAGE - DAY

Northrop and his men enter silently. They race across the
 farm -- weapons primed and ready.

INT. VILLAGE BARN - DAY

Northrop kicks the doors open. He charges inside with his
 men.

BODIES

Shriveled like prunes lie in the dirt.

Private sparks kneels down beside one of the bodies. He
 lifts its arm with the end of his machine gun. It wobbles
 like a rag doll's.

NORTHROP
 What the hell...

PVT. SPARKS
 It's as if all the fluid in the body's
 been drained. Even bone.

Elizabeth sees the horrific sight. She turns and throws up.
 She takes a gasp of air. She regains her composure.

PVT. PEREZ
 You okay?

ELIZABETH
 I'm fine... fine.

She throws up again.

PVT. PEREZ
 Yeah. I can see you're really keeping
 it together, Lieutenant.

EXT. CENTER OF SIBERIAN VILLAGE - DAY

Private Shapiro and Private Myrtle hurry over to Northrop as
 he emerges from the barn.

NORTHROP

Anything?

PVT. SHAPIRO

Not a soul left alive. What the hell happened to these people, Captain?

NORTHROP

You tell me, Private.

ELIZABETH

Perhaps the Germans are testing a new weapon. One that renders the body desiccated.

PRIVATE MYRTLE

Desi-what??

ELIZABETH

It means without fluid.

PVT. MYRTLE

(tips back his helmet slightly)

Holy Toledo.

SGT. BUTOWKSI

What now, Captain?

NORTHROP

We move on and continue with our mission objective.

ELIZABETH

(stunned)

Sir, innocent men, women and children have just been murdered. War crimes have just been committed. We need to report this to command-

NORTHROP

All right, let's move out.

ELIZABETH

Sir-

Northrop takes her by the arm and to the side, away from the rest of the squad.

NORTHROP

Look, this whole war is one great war crime. I don't need a moral compass, Lieutenant. In the meantime you can just impress the hell out of me and follow orders. We clear?

ELIZABETH
As crystal, Sir.

Northrop walks off. Scalzetti smiles at Elizabeth.

PVT. SCALZETTI
Ain't he a sweetie pie?

PVT. PEREZ (O.S.)
Captain Northrop!

The team races toward Private Perez's voice.

INT. BARN -- CONTINUOUS

Northrop charges inside. He's greeted by Private Perez -- and slaughtered cattle. Their deflated carcasses lie scattered everywhere.

NORTHROP
My God.
(beat)
Just what in God's name hit this
place?

EXT. FOREST - DAY

Heinrich and her squad struggle as they make their way through the dense snow and ice.

A THICK MIST envelopes the forest before them.

ON HEINRICH

As she pulls back the bolt action to her machine gun. She watches the white mist as it creeps along the ground with an almost conscious malevolence.

The fog increases in size. It exhales A HIGH PITCHED SQUEAL that increases in intensity.

HEINRICH'S SQUAD

With trained precision they take aim in the direction of the approaching sound. A RUMBLE of hooves at full gallop...

THE MIST

A SET OF HORNS advances through the thick haze. Only portions of its body can be seen as it lumbers toward the soldiers.

HEINRICH

Even in the freezing cold, a bead of sweat trickles down the side of her face. She's transfixed on what's to come...

Then.. DEERS, BEARS and OTHER WILDLIFE materialize from the mist.

They charge right for the soldier's stance -- fleeing from something.

The soldiers take cover. They watch the massive exodus of forest animals bolt past them.

Heinrich looks back at her squad. She snaps an uneasy glance as she sees something on their faces -- fear.

EXT. SNOWY CLIFF - DAY

Northrop and his men arrive at the cliff's apex. They gaze down at an astonishing sight.

A FLYING DISC

The classic shape. Some twenty meters across. Part of its hull lies buried beneath the snow and earth.

SGT. BUTOWKSI
I'll be damned. Looks like something
right out of Flash Gordon.

ELIZABETH
Flash who?

SGT. BUTOWKSI
You're kidding. You ain't ever heard
of Flash Gordon?

ELIZABETH
No.

SGT. BUTOWKSI
And you call yourself a scientist?

NORTHROP
All right, lets move.

The squad begins the climb down to the crash site.

PRIVATE KELLY

Pulls out his Saint Christopher medal from beneath his uniform and looks skyward --

PVT. KELLY
Lord, protect me from any and all
enemies the devil shall place in my
path.

He plants a hard kiss on it.

EXT. UFO CRASH SITE - DAY

Northrop and squad arrive. Elizabeth approaches the craft with the expression of a child just given a new toy.

ELIZABETH

Astonishing! Look at it! No airfoils! No external engines of any kind!

PVT. SCALZETTI

What's next? You gonna plant a big sloppy one on Hitler?

She runs her hand along the side of the craft's hull.

ELIZABETH

No rivets, no seams. It's as if it were made from a single piece of alloy.

PVT. MYRTLE

I'm from Burnt Corn Alabama and even I know this here ship t'werent built by no Nazis.

All heads turn to Private Myrtle.

PVT. SCALZETTI

Look-ee what we have here. A comment from Professor Corn Hick!

ELIZABETH

I didn't realize you had an engineering background in modern avionics, Private.

PVT. MYRTLE

Me? Shucks, no ma'am. Didn't get past the third grade. But I seen me at the matinee those flickers about spaceman from outer space.

NORTHROP

Lieutenant, what do you make of these?

Elizabeth looks in Northrop's direction.

THE CRAFT'S HULL

It has symbols that resemble hieroglyphics imprinted on its side.

ELIZABETH

I don't know. It isn't German.

PVT. MYRTLE

See? Told ya.

ELIZABETH

In fact it doesn't resemble any language I'm familiar with.

PVT. GALLOW

If you think that's something, take'a look over here.

They walk over to a section of the craft where Private Gallow stands.

A TORN OPENING

Within the fuselage of the craft. It's huge. A soft GLOW emanates from within.

ELIZABETH

Appears to have suffered damage from its mid-air collision.

Northrop beams a suspicious glance at the torn opening. He runs his fingers along the "damage."

NORTHROP

This wasn't the result of any collision. This wasn't caved in. It was caved out. Something tore its way out from inside.

SGT. BUTOWKSI

(worried)

Something tore it's way out?

Northrop points to the snow.

SNOW PRINTS

Multiple, large indentations in the earth suggest something otherworldly emerged from the ship -- lead in to the forest.

NORTHROP

Those look like any German boot prints you ever saw?

ELIZABETH

My God. You realize what we may have here??

PVT. SCALZETTI

Here she goes again....

ELIZABETH

The ship's intact enough there could be survivors! Possibly from outside our universe! Imagine the potential of scientific advancements! What we could learn!

PVT. MYRTLE

Wait until I write home about this!

NORTHROP

Save the letter, Private. We still don't know what crawled out of this thing. It could greet us or eat us. Take your pick.

He looks at the forest with cautious glance.

SPARKS

Eyes the forest around him; suspicious. He steps away from the group and stands out in the open.

THE TREES

Sway gently in the light wind. The sight is almost too serene. The wind suddenly subsides leaving only an eerie silence.

Sparks sees a something in the distance. He looks over at Northrop.

PVT. SPARKS

Captain, I got movement --

ZIP! A sniper's round tears through his chest. Sparks crumples to the ground, face down. Blood pools in the snow around him.

Northrop and his men hit the ground. They return fire -- shooting randomly into the trees.

Butowski leaps over to Sparks' body. He drags it back over to the ship. He checks his vital signs. He's dead.

SGT. BUTOWSKI

Dammit!

He abandons Sparks' dead body. He crawls and tumbles into a ditch as BULLETS TEAR UP THE GROUND AROUND HIM.

PVT. SCALZETTI

Where the hell they shooting from!!

PVT. SHAPIRO

Just shoot!

PVT. PEREZ
I'm shooting! I'm shooting!

TRACER FIRE. Rounds streak past Northrop's head striking the earth around him.

THE FOREST EXPLODES WITH MORE GUNFIRE.

Northrop yanks a gas grenade from his vest. He pulls the pin.

He throws it out into the open. Perez throws another. The gas grenades EXPLODE. A cloud of red smoke envelopes the area.

NORTHROP
Move! Move!

As they leap from their positions, Northrop and his men lay down suppressive fire...

They take refuge behind the UFO's massive, protruding landing gear.

More TRACER FIRE streaks in and out of the red smoke.

German BULLETS STRIKE THE UFO'S HULL. THEY BOUNCE OFF AND RICOCHET.

The enemy ceases fire. There's now a calm silence. Northrop watches as the red gas dissipates.

Heinrich appears within the gas cloud. She stands there, expressionless, as if having been conjured by a magician.

PVT. SHAPIRO
Holy goose fuck. We got us a Nazi, sir!
(to himself)
A damn good lookin' one too.

HEINRICH
I wish to speak with the commanding officer.

NORTHROP
Well, you got him!

HEINRICH
I am SS Major, Herta Heinrich.

NORTHROP
Captain Alan Northrop. State your purpose.

HEINRICH

Captain Northrop, you and your men are surrounded by elite forces of the Waffen-SS unit. You wish to live, yes?

NORTHROP

I'm listening.

HEINRICH

I thought perhaps we could discuss a complete and unconditional surrender.

NORTHROP

Great. Just tell your boys to drop their weapons and surrender.

HEINRICH

I was referring to yours.

Northrop aims his machine gun at Heinrich. He chambers a round.

NORTHROP

I'd rather blow your head off, if it's all the same to you.

HEINRICH

This is no time for your American heroics, Captain. I won't make this offer again. You have my word as an officer no harm will come to you or your men if you choose to turn around and abandon your mission.

HEINRICH'S MEN

Lay among trees; their guns at the ready.

NORTHROP

Is that the same word you gave to those men, women and children at the village before you slaughtered them?

HEINRICH

Village? I know of no village.

PVT. SCALZETTI

Lyin' Nazi bitch!

HEINRICH

I suggest your accept my offer, Captain. Leave now. While you still can.

NORTHROP

And the ship?

HEINRICH

It is now the property of the Third Reich.

PVT. SHAPIRO

Property of the Reich?? Holy shit, lady. You sure you ain't got a pair underneath that uniform??

NORTHROP

If it's all the same to you, Major, we'll stay and fight.

HEINRICH

You have been watching too many of your American John Wayne movies, Captain. This is not the wild west.

NORTHROP

Actually, I was always partial to James Cagney.

HEINRICH

You disappoint me, Captain.

NORTHROP

You're a big girl. You'll cope.

A GERMAN GRENADE

Lands at Northrop's feet.

HEINRICH

You were saying?

NORTHROP

Shit!

He leaps for cover behind a massive, collapsed tree trunk. The grenade explodes. It leaves a steaming crater.

Northrop and his team unload a barrage of gunfire at Heinrich and her men.

Heinrich's team respond with a ferocity of return fire.

Earth and snow explode everywhere from the brutal combat.

NORTHROP

He reloads his weapon. He cocks back the machine gun bolt. He aims.

The pain from his cancer hits him as hard as any bullet. He screams out in agony. He falls to the side onto the snow.

SGT. BUTOWSKI

Captain!

He crawls over to Northrop. German bullets streak just above his head.

SGT. BUTOWSKI

Captain! Where are you hit!

Northrop reaches into his uniform. His hands tremble. He removes a syringe of the experimental pain killer.

Butowski returns fire. He looks back at Northrop,

SGT. BUTOWSKI (CONT'D)

Captain? What the hell's that??

Northrop pops off the cap with his mouth. He slams the syringe into his abdomen. He injects the drug.

A GERMAN SOLDIER

A bullet knocks the helmet off his head. He's stunned he's alive. Another bullet. This one finds its target -- his skull.

NORTHROP

The pain killer suppresses the cancer's pain.

SGT. BUTOWSKI (CONT'D)

You okay Captain??

Northrop doesn't answer. He aims his weapon. He blasts away at Heinrich and her men.

SGT. BUTOWSKI (CONT'D)

I'll take that as a yes!!

A GERMAN SOLDIER

He spots Northrop. He aims his weapon at him; gets ready to fire!

THROUGH THE GERMAN SOLDIER'S SCOPE

A black hump slithers past his field of view.

The German soldier pulls his eye away from his rifle's scope.

He looks up. His terror-filled eyes are greeted with the sight of a hideous creature:

A PARASITE

Massive in size (6 meters). Multiple, pitch black eyes drape an immense, gelatinous body. Thorns crown its "head."

Razor sharp tentacles vibrate from its sides with rattlesnake dexterity. It uses them to drag itself across the snow at massive speed -- toward the soldiers.

The soldiers turn their weapons upon the new, lethal enemy.

SGT. BUTOWKSI
What the hell's that!!

More parasites emerge from within the icy forest. They unleash an ear-piercing shriek.

Northrop and Heinrich's men turn their weapons away from each other. They turn them instead toward the hideous, alien creatures.

They unleash a powerful barrage of gunfire at the ferocious alien targets.

PVT. GALLOW
What the fuck!! What the hell are they!!

PVT. PEREZ
Jesus Christ! They're coming out of the trees!!

They unleash round after rounds of ammo at the unearthly horde with no effect.

The bullets tear through the creatures jelly-like bodies. Pieces of alien flesh explode. One's killed. It lets out a death cry.

A PARASITE

ROARS then SHRIEKS. It raises its hideous body to expose a repulsive TRANSPARENT STOMACH. Green alien blood courses through its exposed, repugnant, organs.

It lets out another high-pitched SHRIEK. With jack-hammer force it punches a multiple holes through a German soldier's chest with its massive tentacles.

The German soldier opens his mouth to scream but the agony's too great.

Impaled the hideous creatures tosses the German soldier into its mouth.

PARASITE'S TRANSPARENT ABDOMEN

The German soldier's still alive. He pounds against the stomach wall. His flesh melts. He's digested in mid-scream.

NORTHROP
Everybody fall back! Fall back!!

It's total chaos. A thick column of creatures emerge from the forest. They charge across the battlefield with military efficiency.

INT. TRENCH - DAY

Northrop, Heinrich and their teams leap, slide and roll into the icy furrow terrified. They unleash an uninterrupted powerful succession of machine gun fire at the creatures.

The forest flickers with the bright explosion of muzzle flash.

PVT. PEREZ

You all can kiss my red, white and blue ass! So pucker up motherfuckers!

THREE PARASITES

Shriek at Perez. They expose rows of elongated, razor sharp teeth. Hot saliva drips from their mouths.

PVT. PEREZ

Okay! I take that back!

Northrop and Heinrich's men continue to fire from the ditch.

CHUNKS OF ALIEN FLESH

Explode from the powerful, combined impact of American and German bullets.

Two of the three parasite let out DEATH CRIES.

ANOTHER PARASITE

It accelerates with savage ferocity at Northrop's position. Northrop reloads his machine gun. He aims.

He fires.

The bullets tear into the alien beast. Its membrane ruptures. Its organs spill out onto the snow. Its dead body slides to a violent stop-- inches from Northrop.

Heinrich, Northrop and their men emerge from their positions.

They encircle the now dead alien beasts. Stunned, they don't even bother to open fire upon one another.

NORTHROP

What the hell are they?

ELIZABETH

I don't know.

She kneels down in front of the dead alien creature. She runs her hand along its side.

ELIZABETH (CONT'D)

They do, however resemble a member of the Muscidae family.

PVT. MYRTLE

The what family??

ELIZABETH

The common house fly.

PVT. GALLOW

I don't mean to rain on everyone's parade but we're all out of bug spray.

ELIZABETH

Whatever they are, they're clearly lethal and can absorb a tremendous amount of our firepower.

HEINRICH

She is correct. It took most of my ammunition to bring down just one of these creatures.

Private Kelly beams an ominous gaze at the forest before them. The forest winds howl in the distance.

PVT. KELLY

"For then there will be great tribulation, such as has not been from the beginning of the world until now, no, and never will be. And if those days had not been cut short, no human being would be saved. But for the sake of the elect those days will be cut short."

PVT. SCALZETTI

Just what the fuck does that mean?

PVT. KELLY

It means if God is merciful, we'll all die quickly.

PVT. SHAPIRO

Well, gee whiz. That puts a dark cloud on an otherwise sunny day.

PVT. MYRTLE

Excuse me, fellas?

HEINRICH

They could be the prelude to an invasion of this planet.

PVT. MYRTLE (O.S.)

Excuse me.

NORTHROP
You really believe that?

PVT. MYRTLE
EXCUSE ME!

All heads turn toward Gallow's direction.

PVT. MYRTLE (CONT'D)
I think we got ourselves here a real
humdinger of a problem.

BLOWN AWAY PIECES OF ALIEN FLESH

Scattered across the snow -- undulate. With each pulsation
they grow in to new parasites.

NORTHROP
What the hell...

HEINRICH
What is happening?

ELIZABETH
I'm not sure.

More pieces of alien flesh form new parasites -- that grow
larger with each passing second.

Newly formed tentacles emerge from their bodies.

ELIZABETH (CONT'D)
We need to leave! Now while there's
still time.

NORTHROP
What the hell's going on!

ELIZABETH
They're dividing!

NORTHROP
Well, Major, Heinrich. Seems our
war's on hold.

HEINRICH
So it would seem.

EXT. FOREST - THE SOLDIERS - DAY

They run like hell. They leap over tree limbs that have
collapsed over the weight of snow.

THE ALIEN PARASITES

Full size now; hungry. They slice trees out of their path
with the brutal whip of their razor-tipped tentacles.

A GERMAN SOLDIER

He trips. He falls face down in the snow.

MYRTLE

Looks back. He sees the German soldier try to get to his feet. He races over to him.

Northrop sees Myrtle turn back to rescue the German soldier.

NORTHROP

Myrtle! God dammit!!

Myrtle helps the grateful German soldier to his feet.

PVT. MYRTLE

(to German soldier)

You okay?!

The soldier nods a quick "okay".

They both race for their lives.

EXT. CAVE - NIGHT

Rain pounds against an icy path. Northrop shines a light at the entrance.

INT. CAVE - CONTINUOUS

The soldiers bolt inside. They aim their weapons at the cave's entrance -- prepared to blow away anything with more than two legs.

The mix of thunder and alien shrieks unleash an auditory nightmare.

The unholy cries of the newly formed alien hoard fade. With their relentless appetite they move on in search of new prey.

The soldiers breathe a collective sigh of relief.

PVT. SHAPIRO

Shit like this could only happen on Mondays.

INT. CAVE - NIGHT

Northrop and Heinrich's team sit in the warm glow of a campfire courtesy of lit sternos.

Kelly whispers as he reads a bible passage.

PVT. SCALZETTI

How long you gonna keep reading that thing?

SGT. BUTOWKSI
Leave the man alone.

PVT. KELLY
This might come as a shock, Scalzetti
but I'm including even a degenerate
thug like yaself in me prayers.

PVT. SCALZETTI
If you really wanna do me a favor
pray for a Sherman tank. Hell, I'd
settle for a bazooka.

PVT. PEREZ
Something tells me we'd need more
than guns and tanks to kill those
alien motherfuckers mi amigo. Ain't
that right Captain?

Northrop eyes his men. He says nothing. He turns over;
shuts his eyes.

MYRTLE

He looks over at the GERMAN SOLDIERS who watch him smoke a
cigarette.

PVT. MYRTLE
You boys smoke?

Several of the Germans nod yes with eager faces. Myrtle
steps over. He hands over his entire pack of cigarettes.

Scalzetti's pissed at Myrtle's gesture. He storms over to
him.

PVT. SCALZETTI
What the hell do ya think you're
doing?

PVT. MYRTLE
Just bein' friendly. We all in the
same boat with them monsters now,
ain't we?

PVT. SCALZETTI
They're still the enemy you corn fed
hick! That one shot me in the leg!

PVT. MYRTLE
I thought he grazed you?

PVT. SCALZETTI
It still hurts all the same! Besides,
they killed Sparks! They shot him
in the neck and took out his wind
pipe!

He looks at the soldiers who stare at his tirade.

PVT. SCALZETTI (CONT'D)
 What IN THE FUCK are you staring at?
 Huh? They didn't teach you manners
 in Nazi school? Sprechan sie English
 you fuckers??

HEINRICH
 None of my men will speak to anyone.

PVT. SCALZETTI
 Yeah? And why not you daffy broad??
 Just because you order them not to?

ELIZABETH (O.S.)
 They won't speak because they've had
 their vocal cords severed.

Scalzetti's usual sarcastic grin vanishes. The amber glow
 and crackling of the campfire breaches the silence.

PVT. GALLOW
 Holy shit...

SGT. BUTOWKSI
 You gotta be kidding...

ELIZABETH
 They're known as the Phantom Wolves.

She casts a sympathetic glance at Heinrich's soldiers.

ELIZABETH (CONT'D)
 Recruited by the Hitler Youth. The
 removal of their vocal chords is
 meant to represent absolute loyalty
 to the Reich. Hitler, specifically.
 (to Heinrich)
 Have I left out anything?

Heinrich tries but fails to hide her expression of shock at
 Elizabeth's knowledge.

HEINRICH
 My compliments to British
 intelligence.

Scalzetti turns his stunned expression into a huge smile. .

PVT. SCALZETTI
 So, you boys can't talk, huh? Look
 on the bright side! At least you
 got to keep your wiener schnitzels!

The team laugh.

EXT. FARM - DAY

Northrop dashes across a wheat field with his dog. His wife ANNETTE waves to him from the porch.

ANNETTE

Oh boys! If you're not too busy
I've made lunch!

NORTHROP

Be right in Hun!

He makes a playful grab of the dog's ears.

NORTHROP (CONT'D)

Come on boy. You think you're tough?
What you need is a good belly rub!

The dog turns on its side. He barks. Northrop rubs his belly. The dog growls.

NORTHROP (CONT'D)

What's wrong boy?

Northrop looks over his shoulder. An alien parasite wraps a tentacle around his neck.

It tears his head off.

NORTHROP

Jolts awake. He looks around to find both his and Heinrich's men are fast asleep.

Northrop coughs. Saliva mixed with blood pours onto his hand.

He pulls out the experimental pain killer. He pops off a cap. He spits it to the side. He slams the needle into his stomach.

He spits blood in to a rag. He tosses it to the side.

HEINRICH

She watches Northrop treat himself.

Northrop leans back. He lets the drug do its job. Weak, he closes his eyes.

ELIZABETH

Lies asleep. A hand covers her mouth. Her eyes open in a panic. It's Heinrich.

HEINRICH

A moment.

EXT. CAVE ENTRANCE - NIGHT

Heinrich and Elizabeth stand outside.

HEINRICH
Your Captain is dying.

ELIZABETH
What? Dying? What are you talking
about?

Heinrich holds up the bloody rag Northrop coughed into.

HEINRICH
I saw your Captain inject himself
with something I can only assume is
helping him control his pain. Tell
me when you look at his face you do
not see a man who is slowly dying in
agony.

ELIZABETH
I suppose you're volunteering to put
the wounded animal out of its misery
as it were?

HEINRICH
You are an officer. Next in command.
I speak to you as a kindred equal.

ELIZABETH
I'm also Jewish. Am I still a kindred
equal?

She takes Elizabeth's hand and caresses it.

HEINRICH
These are not the hands of a soldier.
You have the hands of one who has
been pampered all her life. These
are hands of wealth and privilege.
(beat)
They're quite exquisite.

Disgusted at her touch, Elizabeth pulls her hand away. She
shoves it back in her coat pocket.

ELIZABETH
If you're finished-

HEINRICH
Tomorrow at dawn, I plan to lead my
men in battle against these creatures
and then take possession of the alien
craft.

ELIZABETH

Major, you don't seem to understand. We're dealing with an enemy that replicates itself at the moment of death. Every time we engage them in battle they'll outnumber us with every bullet we fire at them. Militarily they have us at a strategic disadvantage.

She looks out at the forest with an ominous gaze.

ELIZABETH (CONT'D)

In my opinion the odds of us making it out of this valley alive... are slim to none.

NORTHROP (O.S.)

Then we have no choice.

Heinrich and Elizabeth turn. Northrop stands behind them. He's weak but manages to stand on both feet.

NORTHROP (CONT'D)

We have to go back to the ship.

ELIZABETH

Sir?

NORTHROP

There might be weapons on board that could stop them. It's a long shot but then again war's just one long shot after another. Well, Major? We'd stand a better chance if we combined our forces.

Heinrich eyes Northrop up and down. She's clearly suspicious of his offer but she relents:

HEINRICH

Agreed. We shall in the spirit of mankind combine our forces to defeat our mutual enemy.

She holds out her hand to shake Northrop's -- who doesn't return the gesture.

NORTHROP

You can skip the speech.

He walks off.

EXT. FOREST - AERIAL VIEW - JUST BEFORE DAWN

Northrop, Heinrich and their men forge ahead along an icy path.

EXT. FOREST - DAWN

The soldiers tread through thick snow toward the downed UFO. Scalzetti marches alongside Heinrich. He eyes her with a Cheshire cat grin.

HEINRICH

And what are you smiling at, Private?

PVT. SCALZETTI

You. You know, I bet you're a real minx in the sack.

(beat)

Shame you're a piece of Nazi shit.

He smiles again and marches further up ahead. Heinrich raises an annoyed eyebrow.

EXT. UFO CRASH SITE - DAWN

Northrop, Heinrich and their men take flank positions around the alien ship.

THE FLYING SAUCER

Northrop runs his hand along the damage section of hull.

NORTHROP

Doesn't make any sense.

PVT. GALLOW

What don't make sense, Captain?

NORTHROP

The tear in the hull of this ship was bigger. Now look at it. It's smaller. It's as if...

ELIZABETH

It's repairing itself.

HEINRICH

Repairing itself? How is that possible?

Elizabeth removes her glove. She runs her hand along the side of the ship.

ELIZABETH

My God. I don't know why I didn't notice it before.

NORTHROP

Notice what?

ELIZABETH

This vessel. It isn't made from any metal. Its hull feels just like... warm flesh.

She pulls her hand away and stares at her palm, astonished.

ELIZABETH (CONT'D)

It's a biological form of life.

PVT. MYRTLE

You sayin' this here ship is a livin' thing?

PVT. PEREZ

Madre de dios....

HEINRICH

How is that possible?

ELIZABETH

I don't know. Yet it's as alive as you or I and it's in the process of healing what amounts to a wound.

NORTHROP

The "wound" is still large enough to climb inside this thing and look for weapons. I'm going in.

HEINRICH

I shall come with you.

NORTHROP

The hell you are.

HEINRICH

(pistol drawn)

We either go together or we end or truce here and now. Your choice.

Northrop cocks the hammer to his machine gun. Both his and Heinrich's men aim their weapons at one another.

It's the classic Mexican standoff.

ELIZABETH

That's it! Go ahead! Let's not wait to be eaten alive by those creatures! Lets forget they're a threat to mankind and just blast the ever living shit out of one another!

(beat)

My apologies for use of the word "shit" but I needed to really emphasize my point.

NORTHROP

I like it. Keep it up. Soon as you use the word "fuck" you're halfway to be an honorary American.

HEINRICH

Shall we go?

NORTHROP

Sergeant, I want you and the men to stay out here. If you see those things coming and we're not back in time you run like hell. Understood?

Heinrich gives the same order to her team only in German.

INT. FLYING SAUCER - BRIDGE - DAY

Northrop, Heinrich and Elizabeth enter through the damaged hole in the deck. Their weapons still poised and ready to shoot.

They walk along the bridge. Their combined flashlights reveal an interior more reminiscent of a castle with advanced electronics.

NORTHROP

What do you suppose happened to the crew?

HEINRICH

Perhaps they ejected from the ship before the collision.

ELIZABETH

Or perhaps there was never a crew to begin with.

EXT. FLYING SAUCER - DAY

Scalzetti pulls out a folded piece of paper. He holds it out to Butowski.

SGT. BUTOWSKI

What's this?

PVT. SCALZETTI

I wrote it last night. It's for ma. In case anything happens to me... that is, if I don't make it back...

(beat)

Just take it.

SGT. BUTOWSKI

Anything you gotta say to ma, you'll tell her yourself when you get back.

PVT. SCALZETTI

Listen, you big dope, I got a funny feeling I ain't gonna come outta this thing alive, see? So, I'm asking ya, as my brother. Do me this one favor.

Scalzetti remains silent. He continues to hold out his mother's letter to Butowski.

Reluctant, Butowski accepts the letter. He shoves it into his vest pocket.

INT. FLYING SAUCER - BRIDGE

Elizabeth, Northrop and Heinrich continue their exploration of the craft.

Advanced panels line the interior.

Pulsating ribbons of light indicate energy flowing back and forth within the vessel.

ELIZABETH

My God. Look at it. The technology from another world.

Footsteps approach the bridge. All three soldier raise their weapons.

A LITTLE GIRL (11)

Dressed with pigtails and ribbons enters. Elizabeth's eyes widen with astonishment.

ELIZABETH

Melody?

MELODY FORM

Hello, mommy.

Elizabeth's eyes fill with tears. She slowly falls to her knees.

ELIZABETH

It can't be you.

NORTHROP

Who is she?

ELIZABETH

My daughter. She was killed eighteen months ago. The German's bombed London. I was at headquarters the night of the raid. When I arrived, there was nothing.

(MORE)

ELIZABETH (CONT'D)
Our home was pulverized into a
smoldering pile of smoke and ash.

HEINRICH
How is this possible?

ELIZABETH
She's not real.

MELODY FORM
You have to leave. All of you.
Now.

ELIZABETH
Melody..

MELODY FORM
I'm merely a projection used to
interact with your species. This
one you call Melody still holds a
strong emotion within you.

She touches a panel. It lights up.

MELODY FORM (CONT'D)
We meant no harm to you or your
species.

NORTHROP
It's a little late for apologies.

HEINRICH
These creatures... what are they.

MELODY FORM
The last of their kind. Weapons
from a war before time even began by
your reckoning.

She turns to them.

MELODY FORM (CONT'D)
A war which ended in peace. But not
before hundreds of billions of worlds
and lives were lost.

NORTHROP
So why come to earth?

MELODY FORM
Our being here was an accident. Our
navigation system failed. Our vessel
drifted through space for millions
of your years.

(MORE)

MELODY FORM (CONT'D)

Given time our ship would have repaired itself and we would had left your world as we came: in peace.

NORTHROP

In peace? Right now, those weapons of yours are out there. And sorry to say we're getting our asses kicked.

MELODY FORM

They were designed to exterminate an enemy. That is their purpose.

NORTHROP

I don't believe in the invincible enemy. Let's go. We're wasting our time with this glorified mouthpiece.

ELIZABETH

Captain, if what she says is true, the races that used these creatures as weapons were possibly millions of years ahead of us technologically.

(beat)

And were still beaten.

NORTHROP

Maybe they lost because they lacked the one thing we have.

Elizabeth snaps a confused gaze at Northrop.

ELIZABETH

Sir?

NORTHROP

Hope.

ELIZABETH

With all due respect, Sir, hope is no substitute for strategy.

NORTHROP

Sometimes hope is the only strategy.

SGT. BUTOWSKI (O.S.)

Captain! You better get out here!

EXT. FLYING SAUCER - DAY

Northrop, Elizabeth and Heinrich climb out from the still torn opening of the ship.

SGT. BUTOWSKI

(points)

Party time.

THE TREES

Massive sections topple under the powerful stampede of an approaching alien army.

THE PARASITES

They emerge in full view. SNOW ERUPTS behind them as their massive weight pounds the ice beneath their repulsive bodies.

PVT. GALLOW

They're heading right for us! Oh
shit! Oh motherfucker shit!!

PVT. KELLY

Show no fear! The Lord is on our
side and he will bring us victory
against these devils!

PVT. GALLOW

I'm an atheist you asshole!

PVT. KELLY

On your knees! Now!

NORTHROP

Kelly what the hell do you think
you're doing!

PVT. KELLY

Gallow you cowardly prick! I said
on your knees!

He doesn't wait. He forces Gallow to his knees then spits
out the fastest prayer in history.

PVT. KELLY (CONT'D)

Private-First-class-Kelly-do-you-
reject-Satan-and-his-false-promises!

PVT. GALLOW

Yeah, sure!

PVT. KELLY

Congratulations you're no longer an
atheist. Now move fucker!

The entire soldiers make a run for it.

EXT. FOREST - DAY

Parasites tear through trees with brutal force through the
frozen wilderness.

NORTHROP

He slows down. He falls to his knees in agony. The cancer inflicts its merciless torment.

ELIZABETH

Captain!

HEINRICH

Leave him! There's no time!

She watches in astonishment-- Northrop's entire team turn and go back for him.

HEINRICH (CONT'D)

Fools... American fools...

Northrop's men crowd him -- even as the parasites grow closer with each horrific second.

NORTHROP

Go! All of you that's an order!!

SGT. BUTOWKSI

Sorry, Captain. Gotta disobey this order. You can court martial us if we get out of this alive.

Elizabeth reaches into Northrop's coat. She removes the syringes of pain killer. She injects him in the abdomen.

ELIZABETH

Heinrich wasn't the only one who saw you inject yourself.

NORTHROP

(gasps from pain)
I don't understand.

ELIZABETH

Long story. I'll explain later. Now, please, if you would be so kind as you Americans are fond of saying "move your ass, Sir?"

NORTHROP

That's what I like about you British. Always polite to a fault.

Northrop's pain subsides. His men help him to his feet.

NORTHROP (CONT'D)

High ground! Get to high ground!

EXT. FOREST - DEEPER - DAY

The soldiers scatter. Parasites ram through every tree in their path with relentless ferocity.

PVT. KELLY

He stumbles. He falls face down in the snow.

A PARASITE

It uproots a cluster of trees to get to him. It raises its torso in triumph against its human pray.

Kelly aims his machine gun. He fires. No bullets.

He fights to reload with frozen, numb fingers. The ammo cartridge falls to the ground.

The parasite screams. It howls/hisses. It aims its massive, pitch-black, compound eyes down at Kelly.

The creature opens its mouth. Defiant, Kelly tosses his weapon to his side. He holds up his bible.

PVT. KELLY

Back!! Back unclean creature from
the bowels of hell!

The parasite stops dead in its tracks -- as if it actually understood his command! Even Kelly's impressed with himself.

PVT. KELLY (CONT'D)

I'll be damned.

A tentacle sneaks up behind him. It tears through his back then out his chest.

Blood explodes onto the snow. The parasite lifts Kelly. It slams his body against boulder after boulder.

It swallows his bloodied, lifeless carcass -- whole.

EXT. FOREST AREA - DAY

Multiple trees collapse from the savage impact unleashed by the parasite's brutal, multi-razor tentacles.

HEINRICH

She fights her way across knee deep snow. She trips. She tumbles -- right down a massive incline.

Her body slides out of control right toward a lethal precipice! She digs her nails deep into the solid ice to slow herself down.

The coarse ice scrapes the flesh from her fingertips. Her hands darken with blood.

EXT. PRECIPICE - SAME TIME

Heinrich catches the edge with one hand. She hangs on for dear life. Below her, jagged rocks await her brutal impact.

Her fingers slip --

A HAND

Snatches Heinrich by her wrist. Her eyes gaze upon her savior -- Private Myrtle!

PVT. MYRTLE

Y'all hang on, ma'am!! Ain't gonna
let ya fall!

A PARASITE

Interrupts Myrtle's selfless act. It wraps a tentacle around his neck. It's an alien hangman's noose.

Blood courses through its thick, transparent alien veins. Myrtle gasps for air. His face turns beet red. The parasite tightens its horrific grip further around his neck.

His eyes bulge, One explodes.

Myrtle locks his dying eye at Heinrich. He fights to still hold on to her. The parasite squeezes the final moments of his self sacrifice with merciless ferocity.

Myrtle releases Heinrich from his dead grip. She drops to the ground to safety.

The parasite ignores Heinrich. It devours Myrtle in one repulsive swallow.

Heinrich makes a cowardly run in the opposite direction.

PRIVATE GALLOW

Alone, he looks back to find parasites behind him -- and in front of him.

Exhausted, helpless, his eyes swell with tears.

PVT. GALLOW

Please don't eat me!! Please, I
don't wanna die!

Bullets rip through the parasites. A hand grabs Gallow by the shoulder. It's one of Heinrich's men.

He smiles at Private Gallow. They flee for their lives.

MORE PARASITES

Arrive. This time both Private Gallow and the German soldier collapse from exhaustion.

Both are surrounded; outnumbered. Gallow unleashes a defiant scream.

PVT. GALLOW (CONT'D)
 Fuck 'em!!! Fuck you!! Fuck every
 one of ya!!!

He and the German soldier unload their entire clips of ammo upon the creatures.

Pieces of blasted alien flesh plummet to the ground.

THE BLASTED ALIEN FLESH

Grow in to more parasites. They unleash high-pitch birth shrieks. They leap onto Gallow and the German soldier.

They're torn to pieces. Both men scream out in agony

EXT. RIVER'S EDGE - DAY

Northrop, Heinrich and their men bolt into the knee deep torrent of water.

PARASITES

Hundreds align themselves with tactical efficiency at the river's edge.

Their jaws opened wide -- ready to devour their prey.

Hot saliva drips from their mouths. The frothy liquid melts the snow beneath them.

THE SOLDIERS

Watch with collective horror at the sight of the hellish creatures about to charge at them.

The parasites unfurl their lethal, razor sharp tentacles.

NORTHROP
 Keep moving!!

The hideous creatures stampede with blind ferocity into the river to feast upon the soldiers.

They unleash ear-splitting shrieks. Eruptions of steam explode from their flesh upon contact with the water.

They recoil in pain. They release an ear-splitting howl of agony. They retreat back to the shoreline.

The soldiers watch -- relieved and stunned as the creatures turn away -- and back into the forest.

SGT. BUTOWSKI
Somebody mind telling me what the hell just happened?

ELIZABETH
They didn't attack. They couldn't enter the water.

They stand in silence, relieved at the holy reprieve.

EXT. FOREST - DAY

Parasites forage for food.

A PARASITE

Injured and bleeding. The other parasites notice. They rip, tear and devour their own to survive.

EXT. OPPOSITE SIDE OF RIVER - DAY

Elizabeth gazes at the raging river water with a mesmerized expression. Northrop notices.

NORTHROP
You've been staring at that river for over an hour.

ELIZABETH
They had us. All they had to do was enter the river and they would have had us. It would have ended right then and there.

NORTHROP
When it comes to combat, I've never been one to turn down a victory no matter how small.

ELIZABETH
It doesn't make any sense. I just don't understand what it is about the river that terrifies them.

NORTHROP
What's your gut instinct tell you?

ELIZABETH
As a scientist, I rely on empirical evidence. And all I have is that water is wet.

Elizabeth turns her attention to Northrop and Heinrich's men -- who smoke.

They even exchange cigarettes in the warmth of a campfire.

NORTHROP
Amazing isn't it.

ELIZABETH
What is?

NORTHROP
A few days ago, they'd been at each other's throats. What's the old saying? "The enemy of my enemy is my friend?"

HEINRICH

She beams a disapproving gaze at the growing camaraderie among her team and Northrop's.

She turns the same cold, lethal gaze at Northrop and Elizabeth.

ELIZABETH
I doubt very much, Major Heinrich would agree.

NORTHROP
We've got to figure a way out of this valley. Warn headquarters on what we're dealing with.

ELIZABETH
I'll be honest with you, Captain. Despite the fact we're outnumbered and the situation grim, I have the utmost confidence you'll get us through this ordeal.

NORTHROP
Is that the scientist speaking?

ELIZABETH
No, Sir. Just the soldier.

They both exchange smiles -- a genuine moment of respect.

SGT. BUTOWKSI (O.S.)
We got company!

EXT. SHORELINE - DAY

The soldiers stand at the shore's edge -- stunned.

PARASITES

Thousands stare at them with their penetrative, pitch black, compound eyes.

They unleash a collective ear-splitting shriek.

HEINRICH

They appear to have an even more voracious appetite than before.

ELIZABETH

They've just about eaten all the wildlife in the area. That leaves us as their only food supply.

PVT. SHAPIRO

Wonderful. We're today's blue plate special.

PVT. PEREZ

So what now? We just wait around for those alien fucks to figure out a way over here?

HEINRICH

It is clear that if we're to survive, sacrifices must be made.

NORTHROP

What sacrifices?

HEINRICH

A chosen few will remain here, giving an opportunity for the others to escape.

ELIZABETH

You're not serious? You could order your own men to be food for those creatures? Without a mere thought?

HEINRICH

Of course, only enlisted men would be chosen.

PVT. SCALZETTI

Thanks a lot you piece of steaming monkey shit.

NORTHROP

Know something, Major? I can't decide which species is more inhuman. You or them.

HEINRICH

Judge me if you must but my solution is the only one that fits our current situation.

NORTHROP

I'm not volunteering anyone. So you can cross that off your to-do list for today.

HEINRICH

So this is the American courage I've heard so much about. Well, let me show you German courage.

Heinrich, expressionless, shouts out a command in German. Her team stands at attention.

She blares out another command. A soldier steps forward. Heinrich shouts at the soldier a new command.

The soldier pulls out his revolver. He presses it against the side of his head.

NORTHROP

No!-

The soldier fires a bullet into his skull without hesitation.. He drops to the frozen ground -- dead.

Blood pours out from the entry wound. The snow turns bright red from the massive, bloody outpour.

PVT. SHAPIRO

Jesus...

ELIZABETH

...Dear God... oh my dear God...
(in tears)
Why...

Northrop stands before Heinrich. He slugs her across her jaw. She lands onto the thick snow with a powerful wallop.

Heinrich's men react. They aim their weapons at Northrop.

Northrop's men take the same combative posture -- guns poised to shoot.

SGT. BUTOWKSI

All right let's all cool our radiator boys. No reason to start making Swiss cheese out of one another!

ELIZABETH

(at Heinrich's men)
No! No shooting! Kein Schieben!
Kein Schieben!

Heinrich's and Northrop's men lower their weapons -- slowly.

SGT. BUTOWKSI

(to Elizabeth)

Lady, you might not know who Flash Gordon is but thank God you speak German.

NORTHROP

From what rock did they pull you out from under, Major? Can you tell me that?

HEINRICH

We are creatures of duty, Captain. That is why Germany shall prevail and a thousand year Reich shall be born.

NORTHROP

Your Reich will be crushed before it ever takes those first steps.

Northrop gazes at the dead soldier in disbelief. He looks back at Heinrich -- his eyes now filled with rage at her brutal example of loyalty.

The parasites unleash a powerful, unified screech.

ELIZABETH

They smell blood.

SGT. BUTOWKSI

We better move this kraut body where they can't see him.

PVT. SHAPIRO

They're practically salivating. Jesus. Look at them.

Heinrich barks out an order in German.

Her men grab their dead German comrade. They carry him out of the creature's line of sight past a section of trees.

ELIZABETH

We should move further inland as well.

PVT. SHAPIRO

I'm with ya on that, lady.

ELIZABETH

Despite our current tactical disadvantage, I do wish Private you'd refer to me by my rank. Not to put too minor point but I am a Lieutenant.

PVT. SHAPIRO
(salutes;smiles)
Huh? Oh, yeah. Sure. Anything you
say lieutenant sweetie pie.

He winks at Elizabeth. He moves on.

ELIZABETH
Americans...

EXT. SHORELINE - DAY

Parasites pace back and forth along the shoreline seeking a way to cross the river.

A PARASITE

It comes up to the river's edge. It gives it the old college try.

It dips its tentacle in the river. It breaks off on contact with the water. It screams out in agony.

Its severed alien flesh plops into the raging currents. It dissolves.

Angry, the parasite grabs a rock. It throws it at the river with the frustration of a child.

It unleashes a powerful howl that vibrates the snow around its body.

EXT. FOREST - DAY

Northrop and Heinrich's team wander through the thick snow and trees.

Northrop coughs. The cough grows in intensity. He staggers. He slides his back against a tree -- exhausted.

PVT. PEREZ
Hey, Captain, you okay?

Northrop vomits blood from his gut. It pours out onto the snow around him. The ice takes on the appearance of a bloody snow cone.

PVT. PEREZ (CONT'D)
Holy shit, Captain. What's wrong??

The rest of the men surround Northrop with concern. Northrop pulls out another pain killing hypodermic needle.

He slams it into his abdomen.

PVT. SCALZETTI
What the hell was that?

NORTHROP
It's to kill the pain.

PVT. SCALZETTI
Pain? What pain? From what?

NORTHROP
(hesitant)
My cancer.

Northrop's men look upon him with stunned expressions.

PVT. SCALZETTI
Jesus fuck.

PVT. SHAPIRO
(laughs)
This is a joke, right? Very funny,
Captain. What's next? No, let me
guess! You pull a rabbit out of
your helmet?

NORTHROP
Sorry to say, Shapiro but it's no
joke. I'm dying. How much time I
have left, I don't know.

PVT. SHAPIRO
Holy shit. You're serious.

NORTHROP
It doesn't change a thing. I'm still
in command. Right now the mission
objective's changed. It's one of
survival.

PVT. PEREZ
I don't get it. If you knew you
were dying why stay and fight? Why
not go home?

PVT. SCALZETTI
I'll tell ya why, Perez. Because
our glorious leader, El Capitan here
figured the war couldn't go on without
him. He was the spoke in the wheel.
It wasn't patriotism that kept him
here. It was his ego.

NORTHROP
I was underestimated you, Scalzetti.
Your not only a cheap, petty thug,
your also a cynic.

HEINRICH

Your Captain is a patriot and patriotism should be respected not mocked.

PVT. SCALZETTI

Hey, I don't need lessons in being an American from you, you murdering, crazy, Nazi bitch.

PVT. PEREZ

So what now? Where do we go? We can't go back across that river. Water's so cold it felt more like fire than ice.

ELIZABETH

What did you say?

PVT. PEREZ

Ma'am?

ELIZABETH

About the water. You said it felt more like you were on fire.

PVT. PEREZ

Well, yeah. So?

ELIZABETH

Bloody hell.

NORTHROP

What is it, Lieutenant?

ELIZABETH

It can't be that simple!

She drops her gear. She bolts back toward the river. The soldiers race behind her.

NORTHROP

Lieutenant! Where are you going!

ELIZABETH

To test a theory! Sir!

EXT. SHORELINE- DAY

She stops at the river's edge. She gazes at the few parasites that still linger there.

Elizabeth runs in to the freezing river. Knee deep she approaches the parasites on the other side of the shoreline.

The soldiers watch - stunned at her blind courage.

PVT. SHAPIRO
That dame's popped a gasket!

PVT. PEREZ
She didn't pop no gasket! She's
just plain loca!

PVT. SCALZETTI
She's British. They're all fucked
up to begin with.

EXT. SHORELINE - DAY

Elizabeth stands just outside of reach from the monstrous creatures.

THE SOLDIERS

They watch in terror as Elizabeth stands in the river -- awaiting the parasite's response.

The parasites see her. They shriek out at her. Elizabeth waves her arms at them.

ELIZABETH
Hello! Human meal here! Fresh meat!

The parasites lean toward her -- but refuse to enter the water.

ELIZABETH (CONT'D)
What're you all waiting for! Look
at you all. You're all starving
aren't you? I see it. Well, here I
am! Come and get me! It's a free
lunch!

The creatures shriek and howl in frustration.. Without warning they charge into the water at Elizabeth.

NORTHROP
Lieutenant!

Unprepared for their sudden and fierce reaction, Elizabeth falls back beneath the water.

BENEATH THE ICE COLD RIVER WATER

Elizabeth struggles to stand within the raging currents. The alien parasites whip their tentacles beneath the water to grab her.

Elizabeth lets out a scream of bubbles. She stands and bolts back to shore.

PARASITES

They fight with every inch of their alien lives to remain afloat. None make it back. Their bodies crumple.

ALIEN BODIES

Are swept away by the currents.

EXT. SHORELINE - SAME TIME

Elizabeth falls to her knees; exhausted from the ordeal.

ELIZABETH

(out of breath)

I was right... I was right!

NORTHROP

I still don't understand.

PVT. SCALZETTI

Yeah. Ya mind cluin' us all in on what the hell just happened??

ELIZABETH

Fire burns! So does water when it falls below freezing!

(smiles)

That's why they're afraid! Their bodies can't withstand the water's temperature!

NORTHROP

What about the snow? That's wet and cold and doesn't seem to affect them.

ELIZABETH

Their bodies generate sufficient heat to melt the snow around them as they move and attack. Under water they're can't survive submerged!

PVT. SCALZETTI

Holy shit. The brain with tits is right.

The group all turn their hopeful glances at the freezing waters before them.

EXT. FROZEN RIVER BED - DAY

Northrop, Heinrich and their men gather at the center of the frozen bed. They scan the terrain around them.

It's bleak. Snow drizzles across the frozen landscape with the help from the gentle howl of wind.

PVT. SCALZETTI

Okay. Let me see if I got this straight, Captain. You wanna lure those things here.

NORTHROP

Exactly.

PVT. SCALZETTI

And then blow up the ice and drown them.

NORTHROP

I always said you were sharp, Scalzetti.

PVT. SCALZETTI

Sharp, maybe. Not suicidal.

ELIZABETH

These creatures were bred to survive under the most hostile conditions. However, they do have a weakness.

HEINRICH

It is hard to believe a few degrees in temperature could kill such a resilient species.

PVT. SHAPIRO

You hear this God damn kraut?? She sounds like she respects the damn things.

HEINRICH

You're fortunate you are not a German soldier. Otherwise, I would discipline you myself.

PVT. SHAPIRO

No problem, doll. Why don't I just bend over and you can spank me?

ELIZABETH

Damn your petty arguments both of you! We're not just fighting for our lives! These creatures must be stopped!

NORTHROP

You talk like it's the end of the world.

ELIZABETH

They cannot be allowed to leave this valley! If they do they'll have mankind as an inexhaustible food supply!

SGT. BUTOWKSI

Jesus.

ELIZABETH

I believe those few degrees in temperature are the key to defeating them. We should lure them here just after sunrise. The water should be at its coldest by then.

PVT. SCALZETTI

So who draws the short straw?

NORTHROP

No one. I'll be the bait.

EXT. LAKE BED - DAY

Northrop, Heinrich and their men mine the lake with explosives.

MONTAGE

-- A German soldier finishes carving a hole in the ice. He plants explosives in the newly carved opening.

-- Scalzetti tosses detonation cables over to a German soldier.

-- A German soldier tosses explosives over to a Sgt. Butowski.

-- Private Shapiro wires the explosives together.

-- The cables are bundled into one. Both wired ends are twisted and tied to a detonator.

A circular pattern of obliteration now awaits the parasites.

END MONTAGE

EXT. CAMP - NIGHT

Northrop inspects his weapons. Elizabeth walks over to him.

NORTHROP

Something on your mind, Lieutenant?

ELIZABETH

You could have ordered any one of your men to take the risk.

NORTHROP

I won't choose who lives and who dies anymore. Not this time.

ELIZABETH

I'm coming with you.

NORTHROP

The hell you are. You're staying here with the rest of the men --

ELIZABETH

I can't obey that order, Sir. In your condition you could cost us lives. The entire mission cannot rely on only one man.

HEINRICH (O.S.)

She is right.

She steps over to Northrop.

HEINRICH (CONT'D)

Something could go wrong. We would need as you American's say, "a "back up"?"

NORTHROP

Unfortunately, you're both right.

HEINRICH

I want it said that when the time came that Germany stood before its greatest enemy and triumphed.

NORTHROP

You're assuming of course you'll come out of this alive and tell of your "heroic" deeds?

HEINRICH

I will see you at dawn.

She walks off.

ELIZABETH

If by some miracle we should all survive this, do you really believe she'll just let us take possession of the ship?

NORTHROP

Now that we found the chink in those creature's armor, I believe she'll slaughter us the first chance she gets.

ELIZABETH

Then why trust her?

NORTHROP

I want her where I can see her.

EXT. ICE BED - SHORELINE - DAY

Northrop, Elizabeth and Heinrich prepare their walk across the frozen bed to the opposite side of the shore.

Northrop looks over at Private Shapiro who has a concerned look upon his face.

NORTHROP

Something on your mind?

PVT. SHAPIRO

Well, Captain... it's about the explosives.

NORTHROP

What about them?

PVT. SCALZETTI

Just tell him for Christ's sake!

SGT. BUTOWSKI

We don't know if they'll detonate in sub zero temperatures. Ours or the German's.

Dead silence. The wind howls. Northrop and Heinrich snap concerned looks at the frozen lake bed.

SGT. BUTOWSKI

There's a good chance they will. I mean, they ought to. I mean they should.

NORTHROP

Your confidence's very reassuring, Butowski.

Butowski pulls a palm sized, black book from his vest pocket. He holds it out to Elizabeth.

SGT. BUTOWSKI

Here ya go, ma'am.

ELIZABETH

What's this?

SGT. BUTOWKSI

Kelly's bible. I borrowed it a couple of weeks ago. Completely forgot I had it.

(beat)

I'd like you to have it. I know you being a scientist and all, God doesn't count for much.

Elizabeth accepts the bible.

ELIZABETH

Today's an exception, Sergeant.

She stuffs small book in her vest pocket.

ELIZABETH (CONT'D)

Today's an exception.

HEINRICH

And I, Sergeant? Do I get a blessing?

SGT. BUTOWKSI

Sorry, lady. Afraid you'll have to settle for "have a nice day."

He smiles. He pats Heinrich on the back. He walks away.

Northrop, Elizabeth and Heinrich make their way across the frozen ice bed.

EXT. ICE BED - SHORELINE - DAY

Northrop, Elizabeth and Heinrich arrive -- their weapons primed and ready.

They stand, motionless. In the distance the creature's shrieks and howls betray the location of their nest.

NORTHROP

My God... will you listen to that.

HEINRICH

The sounds they make are different.

ELIZABETH

They're evolving.

HEINRICH

How could you possibly know that?

ELIZABETH

I don't know how I know. It's just a feeling. I know that's not much of a scientific answer.

NORTHROP

That's okay, Lieutenant. I've always found gut instinct comes in handy every now and again.

He pulls back the bolt to his machine gun.

NORTHROP (CONT'D)

All right. Let's do this.

With a collective deep breath they take the first dreaded steps toward the ferocious, interstellar enemy.

EXT. BASE OF CRATER - DAY

Northrop, Heinrich and Elizabeth make the arduous climb toward the crater's zenith.

EXT. CRATER RIM - DAY

Northrop, Elizabeth and Heinrich reach the edge. They peer down at the base of the massive crater.

THOUSANDS OF PARASITES

Congregate for collective warmth. Their repulsive bodies undulate.

THEIR EGG SACKS

They drip with slick amounts of embryonic fluid.

TWO PARASITES

They mate. Their bodies intertwined. They pump fluid into each other's repulsive body cavities for nourishment.

NORTHROP

My God...

HEINRICH

They're reproducing. How is this possible?

ELIZABETH

Incredible. With no food source for reproduction they've mutated to the point where they're now breeding with each other for nourishment. Utterly fantastic. What a remarkable species! Absolutely wonderful!

Heinrich and Northrop snap disapproving glances at Elizabeth's compliment of the creatures.

ELIZABETH (CONT'D)

(embarrassed)

But we still have to kill them.
That's a given.

A PARASITE

Its underbelly splits open. Gelatinous eggs pour out from its monstrous sack.

THE EGGS

They roll to stop. They crack open. New born parasites with razor sharp teeth emerge from the shells.

NORTHROP

He loads the grenade launcher.

NORTHROP

Soon as those grenades go off those things are gonna come out of the gate with hell right behind them.

All three rise up from behind the hilltop. They hurl grenades down at the creatures.

The grenades hit their mark. Chunks of alien membrane explode. Pieces fly into the air. The creatures howl with a collective agony.

Northrop, Elizabeth and Heinrich unleash a merciless barrage of gunfire.

The bullets bounce off the creature's newly formed, projectile resistant outer shells. They're not injured -- they're pissed.

Northrop, Elizabeth and Heinrich make a run for it.

EXT. FOREST - DAY

Northrop leads the way back.

The massive stampede of parasites causes the ground around them to shake with the force of an earthquake.

HEINRICH

She trips. She gets to her knees. She looks back at the crater. The parasites are about to emerge.

ELIZABETH

She looks back. She sees Heinrich injured; in pain.

HEINRICH

Help me!

NORTHROP

Lieutenant!

ELIZABETH

You said no soldier is ever left
behind!

PARASITES

With blind savagery they seek flesh to consume.

Elizabeth runs back to Heinrich.

HEINRICH

I tripped! My leg! I think it's
broken!

(holds out her hand)

Help me!

NORTHROP

He looks back at Elizabeth -- who holds out her hand to help
Heinrich.

NORTHROP

Lieutenant! Look out!

Heinrich grabs Elizabeth's hand.

HEINRICH

Stupid woman.

Heinrich unholsters her pistol with lightning speed. She
fires three rounds into Elizabeth's chest.

NORTHROP

You son of a bitch!

Elizabeth's body falls to the side.

NORTHROP (CONT'D)

You didn't have to shoot her! Why!!
God dammit why!!

The incoming alien stampede causes the snow beneath their
boots to vibrate with a thunderous intensity.

HEINRICH

Listen to them. They're not blinded
by ideology. No hate. Only the
single-minded purpose to survive.

NORTHROP

You know what's at stake! Not just
America or Germany but the whole
planet-

He cries out in agony. He wraps his arms around his abdomen.

HEINRICH

I see the pain from your cancer's
returned. Let's see: Should I shoot
you now and put you out of your
misery? Or leave you in your pain
and suffering until the creatures
arrive and swallow you whole?

Northrop pulls from his uniform a vial of his pain killer.
Heinrich kicks it from his hand. It lands; vanishes within
a snow bank.

Heinrich unleashes a second kick -- this one to Northrop's
head. Northrop falls to the side in agony.

Heinrich Presses her boot down against Northrop's neck.

HEINRICH (CONT'D)

I shall return to this valley. I
shall capture as many specimens as
possible and drop them on your capital
of Washington D-C.

She twists her boot on Northrop's neck even more. She smiles
as she cuts off his air supply.

HEINRICH (CONT'D)

After they're finished devouring
your White House, they'll turn their
appetite to the rest of your
Jew-Nited States of America.

She pushes her boot down even harder against Northrop's
windpipe.

Northrop's eyes turn blood shot. His neck's about to crack.
Heinrich points her pistol at Northrop's forehead.

HEINRICH (CONT'D)

Time to die for your country.

ELIZABETH (O.S.)

You first!

A stunned Heinrich turns to face Elizabeth -- who smashes a
rock across the side of Heinrich's head.

Heinrich falls onto her back -- the side of her face a bloody
pulp.

Her pistol falls from her grip. The rock impact leaves her with a dislodged lower jaw.

Elizabeth collapses from her wounds. Northrop staggers over to her despite his own massive cancer-induced agony.

He unbuttons Elizabeth's uniform. He inspects her wounds.

NORTHROP

No blood. You took three shots at point blank range and you're still in one piece.

Elizabeth smiles. She pulls from her uniform the bible Butowski gave her -- now with three bullet holes.

ELIZABETH

Courtesy of divine intervention.

NORTHROP

Remind me to promote that crazy son of a bitch if we get through this alive.

The parasites breach the crater. Thousands bloated with swollen eggs sacks tumble over its icy edge.

ELIZABETH

She fights to lift Northrop to his feet. He's too heavy. His muscular frame slips through her weak, nimble fingers.

Northrop coughs up blood. He wipes away the red stain from his lips as the cancer continues to eat away at his insides.

ELIZABETH

Here they come!

PARASITES

They converge in all their apocalyptic glory.

NORTHROP

His weakened eyes lock on to a forest maze.

NORTHROP

Come on!

He staggers to his feet. He fights to hold himself up against Elizabeth's small frame.

EXT. EDGE OF CLIFF - SAME TIME

Northrop and Elizabeth look down. A massive slope of snow with razor sharp rocks greet them below.

NORTHROP
We'll have to jump!

ELIZABETH
Jump??

NORTHROP
We can slide the rest of the way
down!

ELIZABETH
First you kick me out of a plane and
now this!

NORTHROP
What's life without an adventure!

He pushes Elizabeth over the cliff's edge. She lets out a
scream that could give a howling parasite a run for its money.

Northrop takes the plunge. He skids down the mountain face.

NORTHROP & ELIZABETH

They dodge the skier's nightmare of jagged rocks that protrude
from the mountain face by mere inches.

HEINRICH

She staggers to her feet. Freezing blood covers the side of
her face.

Ravenous parasites roar at her with the ferocity of an out
of control fright train.

Heinrich beams a defiant gaze. She unbuttons the top of her
uniform. She laughs.

HEINRICH'S BARE CHEST

Scarred with one breast missing the other breast only half
there. It's a testament to a body that has seen battle.

HEINRICH
(in German; subtitled)
See!! Come! I embrace you! Come
children!

She spits at the oncoming horror.

HEINRICH (CONT'D)
You think I'm afraid! To hell with
you! To hell with you all!

She raises her arm to salute.

HEINRICH (CONT'D)

Heil Hitler!!-

A parasites tackles her. The impact knocks Heinrich against a tree -- head first.

Parasites tear her to pieces with the repulsive ease of a rag doll. Blood explodes from her body.

EXT. CLIFF - DAY

Parasites leap over the cliff. They continue their ravenous rampage after Northrop and Elizabeth.

THE ICE WALL AND SNOW

It gives way from the combined weight of the creatures. The mountain unleashes an avalanche of parasites and white death.

NORTHROP & ELIZABETH

They slide with brutal force through a massive gauntlet of snow covered, razor-sharp tree branches.

With each violent impact from the branches they slow down. Northrop and Elizabeth come to a bloody final stop at the mountain's base.

Their faces and hands reek of facial scars. Shredded pieces of uniform reveal more open wounds that drip blood.

They stagger to their feet -- exhausted to the point of collapse.

NORTHROP

Can you walk!

The creatures howl and shriek.

ELIZABETH

Just watch me!

EXT. SHORELINE - DAY

Shapiro scans the other side of the shoreline with binoculars.

PVT. PEREZ

I see 'em! Here they come!

Northrop and Elizabeth emerge from the forest. They race across the ice.

EXT. FROZEN RIVER BED - DAY

Northrop and Elizabeth bolt across the frozen bed. The hills behind them overflow with swarms of parasites.

PVT. PEREZ

Get ready!

Northrop cringes from the agony of his cancer. He collapses to his knees once again.

Elizabeth lifts him to his feet.

ELIZABETH

Come on! Move your American ass!

NORTHROP

Tell them to blow the charge!
Now!!!

The last of the parasites make their way onto the middle of the frozen lake bed. They shriek at their warm human meals.

NORTHROP (CONT'D)

Blow the god damn charge!

Northrop and Elizabeth lie there, exhausted and bleeding. The alien creatures charge forward in one gigantic mass.

PVT. PEREZ

You heard him! Do it!

BUTOWSKI

Turns the handle on the detonator. Nothing happens.

ELIZABETH

Tears fill her eyes. She's about to be devoured along with Northrop. She cocks back the hammer to her pistol.

She aims her gun at the primary explosives. Northrop and her exchange quick, desperate glances.

Northrop nods, calmly, despite the hell that approaches.

NORTHROP (CONTD)

Do it.

Elizabeth wipes away her tears. Aims her pistol. She fires a single round.

KABOOM! The charges explode. The concentric blast obliterates the entire frozen, outer rim of the lake bed.

The icy surface collapses beneath the parasites. They tumble into the freezing waters.

The creatures fight to remain above the surface. It's no use as their bodies react to the sub zero temperature of the water.

Powerless, they try to hold onto pieces of ice to remain afloat.

Their bodies harden; crack open. They scream and howl.

BENEATH THE WATER

The alien hoards quickly die as their insides swell and implode.

EXT. THE LAKE BED - DAY

It's now a floating, alien graveyard.

The smoke clears with no sign of Northrop or Elizabeth. The water becomes still with silence.

The soldiers watch with solemn expressions as the only sound is that of birds circling above.

GERMAN SOLDIER

His eyes lock onto something in the water. He grunts then taps Perez on the shoulder.

The soldiers immediately aim their weapons at a massive eruption of oxygen bubbles that float to the surface.

NORTHROP & ELIZABETH

They emerge from beneath the water. They gasp; exhale a collective cloud of warm air from their lungs

The soldiers rush into the water all at once. They grab and drag Northrop and Elizabeth to the shoreline.

They all kneel beside them both. Laughter and victory are the order for the day.

PVT. PEREZ

This mean we saved the world and can go home now?

PVT. SHAPIRO

(smiles; pats him on the back)

You bet, amigo.

INT. ALIEN SHIP

Northrop climbs in through the still damaged opening. Elizabeth, enters with the rest of the soldiers.

ELIZABETH

Think of it, Captain. This ship, its technology, what it can do for this planet.

NORTHROP

That's what worries me.

ELIZABETH

That's why we came back here isn't it? We won. "To the victor go the spoils," as they say.

NORTHROP

Right now, in the cargo hold of this ship, there are millions more of those things just waiting to be used as weapons. What do you intend to do with them?

ELIZABETH

We know their weakness now. We can safely --

NORTHROP

Wipe out an entire city? A country? A whole nation? You're beginning to sound like Major Heinrich.

ELIZABETH

Captain, with all due respect, sacrifices were made, lives were lost --

NORTHROP

And it's in their memory we let this ship complete its mission.

He gestures Elizabeth and the soldiers to look at the damaged hole they climbed in through.

THE HOLE

They watch in amazement as it SHRINKS, until finally a solid floor appears.

NORTHROP

You said these ship was alive.
That it needed time to repair itself.
Well, we gave it the time it needed.

AN EXIT HATCH MORPHS IN TO EXISTENCE

Sunlight gleams within the ship. A ramp forms that leads to the ground outside.

MELODY

The image of Elizabeth's dead child appears once again. Elizabeth sees her. She walks over and stands before her,

ELIZABETH

I know you're not my daughter. But if it's all the same, I'd like to hug you.

MELODY

Proceed. However, expect no emotional reciprocation.

Elizabeth smiles with tears of relief. She hugs the image of her dead daughter.

NORTHROP

It's time we all get moving.

The soldiers advance toward the exit. They walk down the ramp. Private Shapiro stops.

PVT. SHAPIRO

(to Melody)

Hey, kid, any chance I could use the toilet before you leave?

Butowski grabs him by the collar and leads him down the ramp.

PVT. SHAPIRO (CONT'D)

Jeez, I was just askin'.

Elizabeth and Northrop head toward the exit hatch. Elizabeth gets halfway down the ramp when she glances back at Northrop.

She sees Northrop still standing at the craft's entrance.

ELIZABETH

Captain?

Northrop beams a reassuring smile at her.

NORTHROP

I thought I'd go along for the ride.

ELIZABETH

This ship won't be coming back.

NORTHROP

I know.

ELIZABETH

What about your family? You can't just leave them.

NORTHROP

My wife, Annette died four years ago.

ELIZABETH

Then why go?

NORTHROP

The universe is a big place. Well, I'm thinking just maybe, heaven is somewhere in the middle. Not much of a scientific reason is it.

Elizabeth smiles with tears in her eyes.

ELIZABETH

On the contrary, Sir. It's the best reason. God speed.

NORTHROP

Never underestimate hope, Lieutenant. You might want to factor that in to your equations every now and then.

ELIZABETH

I'll do that, Sir.

Scalzetti rushes back up the ramp.

PVT. SCALZETTI

Captain? You coming or what?

NORTHROP

I'm staying behind, Scalzetti.

PVT. SCALZETTI

I don't get it.

NORTHROP

You just remember that those German soldiers down there fought alongside us. Those are your brothers now. You make sure they get home too. That's my last order.

PVT. SCALZETTI

Yes, Sir.

Disappointed, he turns to walk back down the ramp. He stops and turns back to Northrop.

NORTHROP

Something else, Scalzetti?

PVT. SCALZETTI

I just realized this whole time... I ain't ever saluted you once. Ain't that something? Never had much use for officers. Until now.

His usual smirk drains from his face. He stands at attention and salutes.

Northrop looks down the ramp to find all the soldiers - his and even Heinrich's men all standing at attention. They salute.

Northrop smiles. He proudly returns the gesture.

ELIZABETH

It was a pleasure serving with you,
Sir.

NORTHROP

The pleasure was mine, Lieutenant.

Elizabeth salutes -- then plants a gentle kiss on Northrop's cheek.

ELIZABETH

You find your way to her.

NORTHROP

You get yourself home, Elizabeth.

Elizabeth smiles at hearing Northrop use her name for the first -- and last time.

She wipes away her tears. She turns, walks down the ramp and climbs off.

THE RAMP

Retracts. The hatch morphs shut.

THE SOLDIERS

Watch the saucer power up. Its living shell undulates as it slowly comes to life.

THE SHIP

Ascends. Mounds of snow and earth slides away from its hull. It disappears in a flash of bright light.

EXT. UFO - FLYING

It escapes earth's atmosphere. It enters outer space.

INT. UFO - BRIDGE - NORTHROP

He watches with awe at the stars that streak past the view screen.

He suddenly screams out in agony.

He cringes in pain. He bends over in torment. He falls to his knees. The cancer continues its relentless appetite.

MELODY IMAGE

She enters the bridge. She kneels down before Northrop. She spots a crumpled photo in his hand.

INSERT-PHOTO

A photo of Northrop and his wife-- in a joyous pose.

Melody Image morphs again -- taking on the image of the Northrop's dead wife.

Northrop slowly opens his eyes. He manages a weak smile.

NORTHROP

Annette...

ANNETTE IMAGE

I'm right here.

Tears stream from a dying Northrop's eyes. He caresses his dead wife's image.

NORTHROP

Can we go home now?

ANNETTE IMAGE

Of course, my love.

NORTHROP

I'm coming home, hun... I'm coming home.

EXT. OUTER SPACE

The ship increases in speed. It fires a kaleidoscope of colors. A doorway opens. It rockets through -- and vanishes.

INT. BSC BRIEFING ROOM - DAY

Elizabeth and Northrop's squad stand before Generals Patton, Montgomery and Churchill.

GEN. PATTON

As of midnight last night, Germany surrendered unconditionally to the U-S and her allies. The war's over. You've served your country with honor. As a consequence your sentences have been overturned and you'll each be assigned to your new units until you go stateside to begin your civilian life. I want to make it clear as a condition of your freedom, you're not to speak of your mission to anyone. Ever. Consider it a forbidden subject. Dismissed.

ELIZABETH
General. A word if I may?

Patton turns to Elizabeth.

GEN. PATTON
Lieutenant?

ELIZABETH
I'd like Captain Northrop's record
to reflect his... I want it to show
he died in the line of duty.

GEN. PATTON
It will. I can promise you that.

ELIZABETH
Thank you, Sir.

EXT. ARMY BASE - DAY

Elizabeth walks with Northrop's squad along the compound.
Trucks carry soldiers past them on a mud slick road.

PVT. SCALZETTI
If ya ask me, we should have asked
for more.

ELIZABETH
I would have thought a promotion
would have satisfied even someone
like you, Private Scalzetti.

PVT. SCALZETTI
I'm a business man, Lieutenant.
When you've got the brass ring you're
supposed to ask for the world.

ELIZABETH
You already have it, Private. Look
around you. It's all here. Still
in one piece. You're a hero.

PVT. SCALZETTI
What's the point of being a hero if
ya can't make a buck off it?

PVT. PEREZ
Weird feelin' knowin' he's up there.
All alone.

ELIZABETH
I think it's safe to say he's not
alone.

She looks up at the clouds. She smiles. The squad notice.

SGT. BUTOWSKI
You know something we don't?

ELIZABETH
Only that you should never
underestimate hope, Sergeant.

They walk with an almost triumphant stride.

Elizabeth looks up at the sky. She gazes at the clouds.

THE CLOUDS ABOVE

EXT. FROZEN WILDERNESS - CONSTRUCTION ROAD - DAY

SUPER: THE PRESENT - ALASKA

EXT. MOUNTAIN FACE - DAY

A burly CONSTRUCTION FOREMAN (50) watches as a laser canon
carves through rock and ice.

He climbs over to the OPERATOR (20), young, hippie with
dreadlocks and a cigarette.

CONSTRUCTION FOREMAN
Hey!

OPERATOR
Yeah!

He shuts down the laser drill.

CONSTRUCTION FOREMAN
You're falling behind! I want to
make three hundred feet before end
of day!

OPERATOR
Do I get a big sloppy kiss if I finish
early?

CONSTRUCTION FOREMAN
Smart ass! You're lucky you married
my sister!

He hops off the laser drill plank. The Operator re-starts
the powerful beam.

THE LASER

Pulverizes through massive amounts of rock and ice.

A BLOCK OF ICE

Just transparent enough to reveal the body of an embryonic
parasite.

It pulsates.

FADE OUT:

THE END