

T H E B A Y

by

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FADE IN:

**EXT. HIGHWAY - DAY**

A highway snakes its way through a lush and tree covered landscape.

Silence. The eerie kind. Not even birds chirp.

Scattered cars dot the otherwise deserted highway, all of them abandoned in haste.

Open suitcases lay scattered across the lanes, a shoe here, a shirt there. Even a teddy bear.

Long black skid marks chase a dirty PICKUP TRUCK abandoned almost sideways across the lanes. Its windshield a white mesh of broken glass.

A bloody smear covers the hood of a SEDAN. Its headlights dim in a dying kind of way. Low and winding down music ooze from its door mounted speakers.

Pillars of smoke rise in the distance.

**EXT. FOREST - CONTINUOUS**

Trees as far as the eyes can see block out most of the sunlight. A DEER snatches leaves off a bush. Stops.

Twigs SNAP nearby. Hoarse BREATHING.

The deer takes off just as **MARTINEZ** (20s), bursts through a clearing, his yellow prison jumpsuit torn and bloody.

He steals a quick peek over his shoulder, hears a cacophony of MOANS build behind him.

Martinez picks up the pace, his feet pound against the mossy surface.

He leaps over a fallen tree trunk, ducks under low hanging branches, scurries up a hefty boulder.

Reaching the top, Martinez jumps to the ground and --

-- his right foot digs into the treacherous surface, his ankle goes --

SNAP

Martinez SCREAMS out in agony, rolls onto his back.

He clutches his broken limb, tears stream down his cheeks.

More MOANS.

The young man gasps, fear painted across his face.

He wobbles to his feet but falls immediately while crying out through clenched teeth.

Branches part behind him.

ZOMBIES

Lots of them, stagger out into the clearing.

Their decaying flesh barely concealed by dirty and tattered rags.

Bloodshot eyes lock onto Martinez. MOANS become GRUNTS - GRUNTS become HISSES.

The pack of Zombies, agitated and determined, scuttle toward him.

The young man digs his nails into the dirt, claws himself away from the walking dead.

Panting hard, he grabs a tree trunk, hoist himself over it just as --

HANDS

-- grab his legs and pulls him screaming to the ground.

He fights back for his life, throwing punches left and right, but the sheer number of Zombies overwhelm him.

Rotting teeth sink into his thigh, blood squirts from the wound.

Fingers pulls his head to one side, exposing the neck.

Mouths close around his jugular. Teeth tear and gnaw at his flesh.

Martinez' petrified scream fades into a gurgled groan as the ferocious sound of a feeding frenzy travels through the forest.

As the trees thin out, so does the sound.

**EXT. COMPOUND - CONTINUOUS**

A massive circular and paved clearing in the forest boasts a myriad of white bunker-like structures.

Roads lead to and from the compound that's surrounded by twenty feet high triple layered barbed wire fences.

Eleven monstrous guard towers align the fence at strategic intervals. This is not just any compound, no, this is --

SUPER:

"PELICAN BAY STATE PRISON -  
MAXIMUM SECURITY FACILITY"

About a hundred yards from the MAIN COMPLEX lies a segregated formation of five white and interconnected buildings, forming a large X.

This is THE SECURE HOUSING UNIT (SHU) and it's surrounded by its own - trotted down - fence. It plays host to several Zombies staggering about outside.

**INT. PELICAN BAY - GUARD TOWER - CONTINUOUS**

A small circular concrete inclosure, sporting a few chairs, a lamp, a stained cot.

**VAUGHN** (mid 30s), rough around the edges, scratches his long stubble, leans through a window opening.

Scattered Zombies wobble around below him on the "right" side of the fence. They press their rotting faces against the fence, MOAN out in hunger.

Vaughn stares at the SHU, a few hundred feet away, sees the dozens of Zombies staggering around in search for living flesh.

He shakes his head, slumps down on a wooden chair. He grabs a small notebook, licks the tip of his pencil, scribbles on a blank page.

VAUGHN (V.O.)

Day twenty-nine. We've given up on the guards, the bastards aren't coming back. Can't say I blame them.

He looks down on the --

**EXT. PELICAN BAY - YARD - CONTINUOUS**

-- where prisoners of various creed and color roam about.

Some push weights, some shoot hoops, while others just stare at the flock of Undead on the other side of the tall fence.

VAUGHN (V.O.)

We're down to less than a hundred now. Most of the other jumped the fence, took their chances on the outside but --

A particular large group of prisoners - ARYAN BROTHERHOOD - move among the other prisoners, keeping watchful eyes on them. No love lost there.

VAUGHN (V.O.)

-- many were killed during the big riot. Or over messed up drug deals.

Some prisoners trade drugs for cigarettes, toilet paper, clothing items.

VAUGHN (V.O.)

We've still got food, water and power though, but --

A fight breaks out between two prisoners.

VAUGHN (V.O.)

-- tensions are mounting.

The brawl is brutal. Without choreography. And over. An inmate slumps to the ground, mortally wounded.

The victor spits on the dying man, pockets his shank, walks off. A band of prisoners move in and swoop up the bleeding man.

They hurry off to the nearest guard tower, ascend the stairs and disappear inside the inclosure.

**INT. PELICAN BAY - GUARD TOWER - CONTINUOUS**

Vaughn watches from his own vantage point as the windows of a nearby guard tower swing open. The prisoners lift the injured man and drop him onto the waiting crowd of Zombies.

Vaughn turns away.

VAUGHN

Like feeding a stray dog.

He looks up as **NIXON** (50s), Irish, with long grey hair, throws the door open. The old man looks like he has seen just about everything life has to offer - good and bad.

Nixon leans against the door frame, catches his breath.

VAUGHN

You need to get your ass in shape, man. You might be running for your life one of these days.

NIXON

I ain't running from a Goddamn thing.

He pulls up a chair next to Vaughn, drops into the seat.

Nixon tilts his head back, takes a deep breath through his nose.

NIXON

You can hardly smell 'em up here.

VAUGHN

Or hear 'em. What's up?

NIXON

DeShawn's got the shortwave working again. Fucking waste of time if you ask me. No one's answering.

VAUGHN

Keep at it. If not...  
(nods at the outside)  
...maybe Martinez'll get lucky.

They share a short and not so confident glance.

VAUGHN

Yeah.

NIXON

The Aryans have started taxing people for protection again.

VAUGHN

Protection from who?

NIXON

Themselves I guess.

VAUGHN

Back to normal, huh?

NIXON  
Fucking-A.

Vaughn puts the notebook away, sticks the pencil behind his ear.

NIXON  
(re: notebook)  
Why you even bother, man? I mean, who's gonna give a shit about a bunch of cons anyway? This is it. The fucking end.

VAUGHN  
Gotta do something. Can't just sit on my ass down there in the yard waiting for the next riot to go off. Besides, a thousand years from now, when some new species crawl out of the ocean, who knows, they might find it interesting. Hell, even entertaining.

He stares at the Zombies outside.

VAUGHN  
Ever wonder how it started?

NIXON  
The CIA probably fucked up some bullshit experiment like they did with that AIDS thing.

VAUGHN  
(chuckles)  
The AIDS thing?

NIXON  
You don't believe me?

They sound of approaching footsteps spin them around.

**DESHAWN** (20s), a skinny black guy with an unruly Afro, shoulders the door open.

DESHAWN  
(winded)  
Fucking cocksucking stairs.

NIXON  
The hell is it?

DESHAWN  
Them fools' feeding Ben and Jerry again.

NIXON

So?

DESHAWN

(scopes Vaughn)

It's Jesse.

The color drains from Vaughn's face.

**INT. PELICAN BAY - GENERAL POPULATION - D BLOCK - CONTINUOUS**

Two very muscular Aryans drag **JESSE** (20s), a pale junkie, kicking and screaming through the facility.

Two long tiers of cells flank a wide passageway on both sides, everything held in vague institutional colors.

Prisoners peek out from their open cells. No one says anything but they all have that "better-you-than-me" look in their eyes.

The Aryans pull Jesse to the bottom of the block, head through a short corridor and enter --

**TRANSITIONAL HOUSING UNIT - CONTINUOUS**

A narrow aisle that's barely wide enough for the three of them - a row of cells on the left, a bare wall on the right.

All The cells are empty - except for the last one. The Aryans stop at a closed cell door. Jesse looks up at the cell's occupants.

Two bloated Zombies - **BEN** and **JERRY** - reach their decaying arms out through the bars, clawing at Jesse's face.

JESSE

Please! Don't! I'll pay him back.

I swear, I'll pay him --

One of the Aryan thugs grabs a broom stick by the wall and shoves the two Zombies to the back of the cell.

ARYAN THUG

Crack it!

The cell door KLANKS open.

ARYAN THUG

Chow time, boys.

JESSE  
NOOOOO!

The Aryans grab Jesse by the hair and ass, toss him into the cell.

Jesse scuttles to his feet, reaches out for the door just as shuts in front of him.

JESSE  
Please!

He clutches the bars. Hands grab him from behind, pull him out of sight.

The Aryans turn and head back while Jesse's terrified screams fade behind them.

#### **D BLOCK - CONTINUOUS**

Vaughn sprints through the cellblock with Nixon trying to keep up.

He bumps against other prisoners, shoulders his way past them.

Vaughn sees the two Aryans, slams on the brakes. They pass him with a sly smile.

VAUGHN  
What did you do? The fuck did you do?!

He picks up the pace again, heads into --

#### **TRANSITIONAL HOUSING UNIT - CONTINUOUS**

-- and stops at the last cell.

He covers his mouth and backs away. Wet and crunchy sounds flow through the bars. Vaughn nearly vomits.

Nixon comes to a stop next to him, steals a peek into the cell. His face contorts in a disgusted frown.

NIXON  
Jesus Christ.

He squeezes Vaughn's shoulder.

NIXON  
Ain't your fault, man. You told  
him not to get involved with those  
fucking Nazis.

Vaughn's jaw muscles tremble, fury builds in his eyes. Nixon  
sees it.

NIXON  
Hey, don't even think about it, you  
hear? Vaughn?

But Vaughn doesn't hear. He pulls himself from Nixon's grasp  
and storms toward --

### **A BLOCK - CONTINUOUS**

Same as D Block but limited to whites only - skinheads to be  
more precise.

The hardened convicts, with their Swastika and tear-drop  
tattoos, shoot mean stares at Vaughn as he reels inside.

VAUGHN  
Luther!

He heads for a particular cell but three nasty looking  
motherfuckers block his way.

One of them, **JASON** (30s) with a body that would make The Rock  
jealous, shoves Vaughn away from the cell opening.

JASON  
The fuck you think you're going,  
Vaughn?

The two other Aryans grab a hold of Vaughn the hard way.

JASON  
Whatever shit you gotta say to  
Luther, you say it to me first.

VAUGHN  
Get the fuck out of my way, Jason.

LUTHER (O.S.)  
Whoa, is that Vaughn I hear? Has  
the prodigal one returned?

**LUTHER** (50s - not that you can tell), strides nonchalantly  
out of his cell while picking at a can of Spaghetti Bolognese  
with a fork.

A big man with a shaved scalp, salt and pepper beard and tattoos coming out his sleeves and collar, his demeanor demands attention.

Luther puts the can down, wipes his mouth with the back of his hand.

LUTHER

You seem upset.

VAUGHN

The hell's the matter with you?

LUTHER

All sorts of shit according to the DA. But if you're referring to that degenerate junkie faggot we just fed to the lions, well --

(shrugs)

-- that was just business.

VAUGHN

Business? He could never pay you for the smack. You fucking knew that when you sold it to him.

LUTHER

So did he. But those veins of his just craved that brown sugar, didn't they? And because your friend was a punk ass cocksucker who wasn't man enough to stare that fucker down, I had to make an example out of him.

VAUGHN

He didn't seek you out, man, you fucking stalked him.

LUTHER

Potato potahto'.

VAUGHN

You sick bastard.

The big man's expression changes. He gets in close to Vaughn, nose-to-nose.

LUTHER

I allow you certain liberties, kid, but don't think for one second you get to disrespect me in front of my people. So tread fucking softly.

Vaughn spits him in the face. Luther backs away, more disappointed than angry.

LUTHER

Jason?

Jason's forehead CRASHES into Vaughn's face. Vaughn's legs turns to jelly.

He crumbles to his knees just in time to receive a knee to the nose. Blood spurts from his face as he hits the floor hard.

Jason grabs Vaughn's hair, lifts his head, throws a haymaker to his jaw, follows it up with a cross.

LUTHER

That's enough.

Luther kicks Vaughn over on his back, squats next to him. He slaps his face, yanks him out of unconsciousness.

LUTHER

Now, why don't you creep your sorry ass back up in that tower of yours or go hang with the niggers and the spicks.

(gets to his feet)

Either way, get the fuck out of my face.

**EXT. PELICAN BAY - YARD - LATER**

Nixon and DeShawn half carry, half drag Vaughn across the yard. Fellow prisoners wince at the sight of his bruised and beaten face. Some point and snicker.

**INT. PELICAN BAY - GUARD TOWER - MOMENTS LATER**

They gently put Vaughn down on the cot. He moans, rolls over on his side, barely conscious.

DeShawn spots a tattoo on Vaughn's arm, partly covered by his sleeve.

DESHAWN

Whoa, what the hell?

He bends closer, lifts the sleeve and exposes a small and faded SWASTIKA TATTOO.

The skin around the tattoo is callused and disfigured, like it's been scratched frequently.

DESHAWN  
Goddamn! Did I just bust my back  
for some racist pig?

NIXON  
You didn't know about that one?

DESHAWN  
Hell no. Man, tis' gonna fuck me  
up with my set.

NIXON  
What fucking set? You hang out  
with a bunch of white guys.

DESHAWN  
That was before one of them turned  
out to be Adolf-fucking-Hitler.

NIXON  
Vaughn ain't no Nazi.

DESHAWN  
Whatever, dude.

NIXON  
That tattoo there, Luther put that  
on him when he was just a kid.

DESHAWN  
A kid? How did he --

NIXON  
Luther's his old man.

DeShawn's jaw drops.

DESHAWN  
For real?

NIXON  
I don't think Luther's people even  
know about it.

DESHAWN  
Shee-it.

NIXON  
Hey, Vaughn don't want that shit  
shouted from the rooftops so keep  
tight about it.

DESHAWN

Hey, who ya talking to? I'm mister  
dead-fucking-end over here.

Nixon looks down at Vaughn who's fallen asleep now.

NIXON

Four years old and branded for  
life.

DESHAWN

Any other shit you guys haven't  
told me about?

NIXON

Plenty.

**EXT. FOREST - NIGHT**

Branches sway back and forth in the night breeze underneath a canopy of stars. Unseen crickets chirp.

Zombies totter along, seemingly without purpose.

A vibrating sound approaches, builds to violent chopping noise.

The Zombies look to the sky with their mouths agape.

A dark UH-1N HUEY HELICOPTER swoops across the tree tops. Leaves whirl around in its wake. It swings in a wide arc, goes for altitude.

**INT. PELICAN BAY - GUARD TOWER - CONTINUOUS**

Alone, Vaughn blinks awake. He shakes his head -- regrets it immediately.

He cocks his ears, strains to listen. The low rumble from the helicopter grows closer.

Vaughn squints, barely able to make out its red and white navigational lights. An air of hope touches his face.

**INT. UH-1N HUEY (MOVING) - CONTINUOUS**

**RYDER** (40s), battle-hardened, sits next to the pilot in a military uniform without insignias - a mercenary.

He flicks his night vision goggles in place and looks out of the side window.

**POV - THROUGH NIGHT VISION GOGGLES**

The prison yard lay deserted. A few lights from the buildings here and there. A small enclave of Zombies gathered around the fences.

**BACK TO SCENE**

Ryder swings the goggles away from his eyes, nods to the pilot.

RYDER  
Take us home.

**INT. PELICAN BAY - GUARD TOWER - CONTINUOUS**

Vaughn's face sags back into thoughtful folds as he watches the helicopter perform a one-eighty and disappear in the night.

**EXT. NAVAL YARD - NIGHT**

With its access points blocked by large shipping containers stacked on top of each other, the naval yard appears impenetrable from the thousands of Living Dead gathered outside the barrier.

A burning city serves as backdrop. Behind the barrier, a pier stretches out into the night.

**EXT. PIER - CONTINUOUS**

People, not many, attend to various chores, going to and from small shacks and a larger administrative building.

Lying flat on a container high above the swarm of Zombies, **ZOE** (30s), pretty in an efficient kind of way, aims her M40 SNIPER RIFLE into the crowd.

Dressed in military fatigues, she calms her breathing, flips off the safety. Her finger curls around the trigger. She looks up as the sound of the Huey reaches her.

The helicopter chops its way across the burning city, passes the barrier, heads for a medium sized CONTAINER SHIP moored at the pier.

**EXT. CONTAINER SHIP - DECK - CONTINUOUS**

Containers - converted to temporary habitats - dot the deck while two other helicopters take up most of the bow section.

The Huey hovers above the deck and gently sets down next to the other choppers. Ryder exits, marches across the deck.

He passes -- among others -- well dressed men who sit against the railing. Their faces sunken, tired, malnourished. One of the men looks up as Ryder trots by.

MAN

Did you find any food?

Ryder ignores him.

**INT. CONTAINER SHIP - BRIDGE - CONTINUOUS**

The metal door squeaks open. Ryder makes his way into the room.

Various navigational and pilot instruments don one side of the bridge below a wide panoramic window that overlooks the deck.

The bridge's two other occupants, **BERKELEY** (50s) and **CLAUDIA** (40s) - both dressed in business suits that are not as clean as they would have liked them to be - look on as Ryder pulls a map off the wall and rolls it out on a table.

BERKELEY

You've found something?

RYDER

That's right.

(points at the map)  
Pelican Bay State Prison.

Berkeley and Claudia share a questioning look.

BERKELEY

A --

CLAUDIA

-- prison?

RYDER

I know it doesn't sound very sexy  
but from my side of the table, this  
is it.

CLAUDIA  
I'm not sure I want my daughter --

RYDER  
You and the others paid us to protect  
you for how ever long this situation  
lasts...

BERKELEY  
And paid you well.

RYDER  
...and I'm telling you that this is  
the place. Very little infestation,  
only a few access points. Plenty of  
housing, an infirmary, even a  
workshop.

BERKELEY  
That's all fine and dandy, Mr. Ryder,  
but what about food? We need the  
food, I haven't eaten --

CLAUDIA  
Neither has my daughter, Berkeley.

RYDER  
Or anyone else.

He looks around the table.

RYDER  
I'm not saying it's Shangri-la down  
there but I'm positive they've got  
food. I know prisons --

BERKELEY  
Whoa, whoa. They? You're telling  
me there's still people inside?

Ryder backs away from the table - a gesture that tells it  
all.

CLAUDIA  
Prisoners?

RYDER  
(shrugs)  
I don't know who's down there or  
how many.

BERKELEY  
Well, if they are prisoners then I  
say to hell with them.

CLAUDIA

We're still talking about human beings here.

BERKELEY

Don't give me that bleeding heart routine, Claudia. They had their chance. They screwed up. If the choice is between me and some murdering cockroach then that's no choice at all.

(looks at Ryder for support)

Right?

CLAUDIA

I'm not disagreeing with you but once this ordeal is over and my daughter asks me if it was our humanity that overcame it, then I would like to be able to look her in the eyes.

BERKELEY

Aw, would you wake up and smell the rotting corpses.

CLAUDIA

Don't you talk to me like --

RYDER

Hey!

His outburst silences them.

RYDER

Let's not get ahead of ourselves here, okay? I'll go back out there tomorrow, see if we can't establish some form of communication. Once we know what we're dealing with then we'll consider the options.

BERKELEY

Well, you both know where I stand.

**EXT. PIER - CONTINUOUS**

Armed mercenaries patrol the pier. A few of them chit-chat while others prefer the solitude of a cigarette.

From her vantage point, Zoe scans the Walking Dead below.

She let's the crosshairs of her scope glide from Zombie to Zombie.

With their faces all sunken and deformed by the lust for human flesh, they moan around while clawing at the sides of the containers.

Their dirty and bloody rags show evidence of where bullets have hit them. Quite a few are even missing a limb here and there.

Zoe shifts her target from a gray haired Zombie to what was once a young girl, pauses on her.

Zoe lets out a trembling sigh as a wave of emotions hits her, her free hand glides to her necklace that holds, other than a pair of dog tags, a small framed picture of a smiling young girl.

She blinks tears from her eyes, tries to regain her composure. Fails.

**EXT. SUBURBIA - DAY (FLASHBACK)**

What was surely a regular Ozzie and Harriet neighborhood a couple of days before, with friendly neighbors and barbecues, is now a war zone.

Houses on fire, people screaming, gun fire, staggering Zombies clawing down whole families on the run, cars swerving from lane to lane. Mayhem.

**EXT. HOUSE - CONTINUOUS**

Zoe, dressed in military fatigues with a LIEUTENANT INSIGNIA on her shoulder, bursts through a door to a cozy little house, clutching **AMY** (6), a cute little girl with pigtails and freckles, to her chest.

She sprints across a tidy lawn toward the street where a military HUMVEE sits parked with two wheels on the curb.

AMY  
(crying)  
Daddy!

Zoe reaches the vehicle, throws open the passenger door, shoves Amy inside, slams the door behind her, spins around.

A ZOMBIE

stumbles toward her, hands raised, MOANING through bloody lips. Amy SCREAMS inside the car.

Zoe reacts instinctively. She grabs her sidearm, a GLOCK 17, and BLASTS two rounds through its head. It slumps to the ground like a sack of potatoes. Zoe leaps across it, heads around the Hummer, gets in behind the wheel.

**I/E. HUMVEE - CONTINUOUS**

She jerks the key, the engines ROARS to life. Zoe shifts the gear to "DRIVE".

AMY

Daddy!

Amy presses her face and hands against the glass, stares at the front door to the house. Zoe sees it too.

**FRANK** (30s), Zoe's husband, Amy's father, staggers through the door. No longer human, Frank MOANS out in hunger, his skin a sickly shade of pale, his clothes bloody and torn.

AMY

Wait for daddy!

Zoe gives her husband a long last look, searches for anything even resembling humanity in his eyes. Doesn't find any. She floors it.

**EXT. PIER - NIGHT (PRESENT)**

Zoe snaps out of it.

Something catches her attention, she moves the rifle on its bipod.

Even with her line-of-sight partly blocked by containers, she sees a growing mountain of Zombies, that steadily builds higher and higher as the ghouls crawl on top of each other.

The ones at the top are dangerously close to the edge of the container.

ZOE

That's a new one.

She grabs her walkie-talkie.

ZOE

Troy? Troy, come in.

Zoe shifts her sight to one of the mercenaries on the pier as he reaches for a walkie-talkie in his belt.

TROY  
What is it?

ZOE  
Check out the north end, will ya?  
Z's up to something.

TROY  
Hang on.

ZOE  
I think we need to put a team up  
there.

TROY  
Hang on, dammit.

**TROY** (30s) turns, jogs toward the back end of the pier. Reaching a wall of containers, he quickly climbs a metal ladder. Nearing the top, he slows down, peeks over the edge.

A Zombie's bloodshot eyes stare back at him.

TROY  
Holy --

The Zombie grabs his head on both sides and leans in for the kill just as --

BLAM

-- its head explodes.

Zoe's crosshairs glide off the dead Zombie and find a new target as more Zombies pour over the side.

Troy slides down the ladder, firing his M4A1 assault rifle.

**INT. CONTAINER SHIP - BRIDGE - CONTINUOUS**

Ryder spins around, races to the window. He sees muzzle-flares light up the night down on the pier, whips out his radio.

RYDER  
Report.

TROY (O.S.)  
Breach!

BERKELEY

Oh, my God, they're coming.

Ryder storms for the door.

RYDER

Stay here.

**EXT. PIER - CONTINUOUS**

Zombies THUD against the ground from on high - falls that would have killed a living person.

The mercenaries open fire on the Undead, but shooting while backing up combined with the adrenaline rushing through their veins, their bullets hit everywhere but the right place.

Zoe squeezes off a round. The projectile rips through a Zombie's skull and sends a puff of red tissue through the back of its head.

She scopes the ineffectiveness of her comrades in arms while more Zombies breach the barrier.

ZOE

Headshots only.

**EXT. CONTAINER SHIP - DECK - CONTINUOUS**

Ryder runs to the railing. His men open fire on the swarm below. Behind them, parents rush their children to safety, faces painted with fear.

Ryder watches in disbelief as a seemingly endless stream of Zombies spill over the container, swarming his men on the pier.

**EXT. PIER - CONTINUOUS**

Regrouped, the mercenaries lay down a barrage of fire, cut down the first line of staggering Zombies.

Bullets pierce their already dead bodies, sprawl them across the ground - mostly from the momentum than anything else.

With their brains still intact, the Zombies wobble back onto their feet, pick up where they left off while a second and third wave follow behind them.

Panic spreads among the younger mercenaries. They turn, retreat toward the gangway, firing their weapons at random.

Not looking where they're going, they bump into each other.

A few trips and fall down. Nobody helps them up. Zombies move in for the kill. Someone is bitten. Screams fill the air.

Zoe watches with trepidation as the line of defense crumbles to a chaotic brood of every-man-for-himself.

She slings her rifle across her shoulder, jumps down from the top container to the one below. From there she jumps to the ground and dashes toward the ship.

**EXT. CONTAINER SHIP - DECK - CONTINUOUS**

Ryder waves his men up the gangway that leads from the pier to the ship. Frightened and beaten, his men ascend the gangway and throw themselves to safety.

**EXT. PIER - CONTINUOUS**

Not everyone makes it though. A mercenary disappears as the swarm of Zombies engulf him.

A battle-hardened group holds the line. They pick off Zombie after Zombie while backing toward the gangway.

Zoe sprints along the side of the ship. She rips out her side-arm, empties the clip at the Undead.

**EXT. CONTAINER SHIP - DECK - CONTINUOUS**

Seeing the Zombies close in on the entry to the gangway, Ryder turns to one of his men.

RYDER  
Raise the gangway.

MERCENARY  
Sir, we've still got people --

RYDER  
Raise it!

The man hesitates for a second before following the order.

**EXT. PIER - CONTINUOUS**

A low hum and the gangway slowly rises from the ground.

The men on the pier curse, retreat up the slanted walkway while there is still time.

Zoe closes in on the gangway - now a good six feet off the ground - and hurls herself at it. Her fingers clasp the metal flooring. The gangway lifts her off the ground.

Her feet dangle in midair. She pulls herself higher, reaches for support and --

-- a Zombie nearly yanks off her the gangway.

She slides back down, hanging on by her fingertips with the Undead clutching itself to her boot.

The pier dwindles below her, she shakes her leg, kicks at the Zombie but the ghoul doesn't budge. Instead it claws its way further up her leg, snapping its jaws at her.

The gangway, now parallel with the ground, continues to rise.

Zoe grits her teeth, the extra weight strains her fingers.

She lets go with one hand, grabs the foaming Zombie by the hair and pulls its head away from her body. The hair comes off by its soggy scalp. Thick, nearly coagulated blood, oozes across its exposed skull.

Teeth snap at her, tears the fabric of her pants.

Zoe's fingers, white around the nails, slowly lose their grip. The tips glide toward the edge when --

-- Troy grabs her by the wrist. He trains his pistol on the Zombie and blows a round clean through its brain.

The ghoul's eyes seem almost human as it releases its grip on Zoe and spirals toward the ground.

Troy pulls Zoe over the edge. Together they slide down the gangway and land on --

#### **EXT. CONTAINER SHIP - DECK - CONTINUOUS**

Zoe regains her breath, lets a weary look glide over her companions. With a few exceptions, they all look scared.

Troy extends a hand, helps her to her feet.

ZOE

Thank --

She spots a bleeding wound on his wrist.

Troy sees that she sees it. He retracts his arm. Too late. The others saw it too.

Alert hands grip their weapons.

Troy backs away from his comrades. They tighten up a semi-circle around him. His desperate eyes dart back and forth.

TROY

Hey, come on, guys. It's not what you think.

RYDER

Show us the wound, Troy.

Troy looks around at the sceptical group, desperation builds in his voice.

TROY

Come on, it's just a cut. I fell, okay? It's nothing.

RYDER

Then there's no reason not to show it to me.

TROY

You've gotta trust me, I didn't get bitten.

RYDER

Show me.

TROY

Please!

RYDER

Show me the Goddamn wound!

Troy's pleading eyes find Zoe by the railing.

TROY

Zoe, please. I saved your life.

She squirms uncomfortably. Ryder raises his weapon, aims it at Troy's face.

RYDER

I'm not gonna ask you again.

Tears run down Troy's face. He sags to his knees, emotions build.

TROY

Just let me go, man. Please. I won't come back, I--I'll take my chances in the city.

Ryder shakes his head.

RYDER

You know I can't do that. The virus is already in your veins. It's just a matter of time before you turn. And when that happens, you'll come after us. You might even take a few of us down before we get the drop on you, maybe even one of the kids. I can't allow that. And deep down, I don't think you can either.

Troy's lips quiver. More tears. He mans himself up, takes a deep breath, accepts the finality of the moment.

TROY

Okay. Let's do it.

RYDER

All right.

He looks over to Zoe, jams the gun into her hand.

RYDER

Get it over with.

ZOE

Me? I--I don't --

RYDER

What's your problem, Zoe? The man's infected. In a few hours he'll be tearing at your throat.

Zoe weighs the weapon in her hand. Her eyes shift from the gun to Ryder to Troy.

She takes a weary step towards Troy, swallows.

RYDER

Come on. Don't leave him hanging like that.

Startled, she aims the gun at the kneeling man who quenches his eyes shut and folds his hands in front of him.

TROY  
 Our Father, who art in heaven,  
 hallowed be thy Name. Thy kingdom  
 come, thy will be done --

Zoe blinks tears from her eyes, tightens her grip around the gun.

TROY  
 -- on earth as it is in heaven.

ZOE  
 Forgive me.

BLAM

The round drills through Troy's skull. He drops to the deck.

Zoe takes a deep and shaking breath, backs away from Troy's corpse.

RYDER  
 I expect all of you to do the same  
 to me if I'm ever bitten 'cause I  
 will not hesitate a second blowing  
 your brains out. Mercy is not in  
 our playbook.

He let's the words hang for effect.

RYDER  
 Pick him up. We'll give him a proper  
 sea burial. He deserves that much.

The other men pick up Troy. Ryder pulls Zoe off to the side.

RYDER  
 You did good. Be proud of  
 yourself.

Zoe shoots him a look of disdain.

ZOE  
 Proud? Go to hell.

**INT. CONTAINER SHIP - BRIDGE - CONTINUOUS**

Berkeley looks down at the scene on the deck and the swarm of Zombies on the pier.

Claudia stands next to him, her face a creased with concern.

BERKELEY

We can't stay here. I don't care what you have to say to your daughter about humanity, Claudia, if someone has to die for us to - for your daughter to live - then that's how it has to be.

Claudia lets his words linger.

**EXT. PELICAN BAY - YARD - DAY**

The sun hangs low on the eastern horizon as Vaughn crosses the yard in the morning light. Sporting a black eye and a fat lip, he peeks at the few Zombies outside the fence.

Agitated by his smell, they groan and moan in unison, claw at the fence to no avail. He flips them the bird.

A few prisoners, armed with crudely made machetes and pipes, keep an eye on the Zombies outside. One of them, **BREEZE** (40s), a big black guy, nods to Vaughn.

BREEZE

'Sup, Vaughn.

VAUGHN

Hey, man. You're on watch detail?

BREEZE

Luck of the draw. Got a cig'?

Vaughn digs into his breast pocket, flings a cigarette to the man.

BREEZE

Watch ya back, dawg.

VAUGHN

Thanks.

(gets curious)

What? You've heard something?

BREEZE

Just a little whispering here and there.

VAUGHN

Yeah?

BREEZE

That white cat, Jason, he's got a hard on for your friend.

VAUGHN  
DeShawn?

BREEZE  
Nah, the old one. Nixon.

VAUGHN  
What did he do now?

BREEZE  
Just heard them boys had an  
argument last night.

VAUGHN  
About?

BREEZE  
You.

Vaughn sighs.

VAUGHN  
Goddammit.

BREEZE  
It didn't get physical or nothing,  
some dudes got Nixon outta there  
before he blew a cap.

VAUGHN  
All right, Breeze, thanks for the  
heads up.

Vaughn trots off.

**INT. PELICAN BAY - MESS HALL - CONTINUOUS**

A huge room, big enough to seat five hundred inmates. Only a few dozen people occupy it now, all of them seated together.

They eat from cans while listening to Nixon.

NIXON  
-- so the hot chick says to Santa,  
"Santa, you decided to stay?". Santa  
stares down at the huge hard on in  
his pants and goes, "Hey, I gotta  
stay. Can't get up the chimney like  
this".

All of them burst out laughing.

DESHAWN  
Do another one, man.

NIXON  
What am I, a machine?

Vaughn enters, heads for the --

**PANTRY - CONTINUOUS**

Shelves stacked with canned food line the walls on both side.

A big chunk is missing on one side but there's still plenty of food left. Vaughn snatches a can of beef stew of a shelf, gives it a reluctant look.

**MESS HALL - CONTINUOUS**

Vaughn finds a seat with the others, opens his can, digs in with a spoon.

NIXON  
Breakfast of champions, huh.

Vaughn grimaces, swallows a spoonful of unheated and lackluster looking chow. He taps his chest in order to help the food glide down easier.

VAUGHN  
I think I heard something last night.

NIXON  
Yeah, sorry about that, I get a little gas from time to time.

VAUGHN  
No, I think it was a...a helicopter.

The others around the table look up in surprise.

DESHAWN  
Word?

VAUGHN  
I don't know, maybe my brain's all messed up but...  
(looks around)  
Did any of you see it?

No reply. In fact, all eyes shift to the door opening behind him.

Vaughn turns.

Luther and his band of badass brothers stand in the doorway.

LUTHER

See what?

The group at the table tense up as the Aryans - all full of themselves - stroll to a nearby table and grab themselves a seat.

Jason's eyes shoot daggers at Nixon who meets the glare without flinching.

One of the younger Aryans, **SCOTT** (barely 20), skinny and desperate to please, heads off for the pantry.

Luther puts his feet on the table, glares at the motley group of prisoners across from him.

LUTHER

Please, don't let us interrupt your little mongrel fag-fest.

(to Vaughn)

You were saying?

VAUGHN

You wouldn't be interested.

LUTHER

You'd be surprised.

Scott returns with canned food for his brothers. He serves Luther before tending to the others.

LUTHER

Thanks.

(back to Vaughn)

Now there's a kid a father could be proud of.

Scott nearly grows an extra inch in height. Vaughn observes the kid, almost feels sorry for him.

VAUGHN

I'm sure he's great.

LUTHER

Now, what did you see?

Vaughn refuses to cave. Luther turns to Jason but before he can issue an order;

DESHAWN

He saw --

LUTHER

Hey! If I wanted a monkey's opinion I would've moved to the Seren-fucking-geti, all right?!

DESHAWN

Chill, homie, I didn't mean shit --

LUTHER

Shut the fuck up!  
(to Vaughn, agitated)  
What did you see?

Seeing the futility of the situation, Vaughn backs down.

VAUGHN

I think I saw a chopper last night.

The news surprises the Aryans just as much as it did the others.

LUTHER

Well, did you fucking see it or not?

VAUGHN

Yeah, I'm pretty sure I did.

JASON

What was it doing?

Vaughn meets his cold stare.

VAUGHN

Flying.

Nixon chuckles.

JASON

Fuck you. You too, old man.

VAUGHN

What do you want from me? It flew around then...flew away.

LUTHER

Army? Government? What?

VAUGHN

Could have been the CNN for all I know.

LUTHER

What kind of chopper was it?

VAUGHN

What kind? The kind with the spinning thingy on the top.

JASON

So you basically don't know shit, do ya?

VAUGHN

The penny drops.

Jason shoots to his feet, hands clenched at his side.

JASON

You wanna go another round, fucking cocksucker?

Luther holds up a hand, chuckles.

LUTHER

Cool it.

DESHAWN

Maybe we should get some kinda signal going, you know, in case they' asses come back.

ARYAN THUG

That's not a bad idea.

Luther scorns the man with a disapproving stare. The thug looks down, shuffles his feet.

LUTHER

We're done here.

He gets up, heads for the door with his brothers making up the procession. Luther stops in the door way, looks back at Vaughn and his group.

LUTHER

If you think someone's coming to rescue you then you're fucking diluting yourselves.

The Aryans disappear.

DESHAWN  
Man, that dude's got issues.

VAUGHN  
Nixon said you got the shortwave  
working again?

DESHAWN  
Yeah.

VAUGHN  
Let's check it out.

**EXT. CONTAINER SHIP - DECK - CONTINUOUS**

Zoe stands at the railing, a cigarette between her lips,  
staring down at the Zombie-infested pier.

The ghouls claw harmlessly at the ship's hull. Some of them  
tumble into the water through the crack between the ship and  
the pier.

GIRL'S VOICE (O.S.)  
Maybe they will all fall in and  
leave us alone.

Zoe turns, surprised by the little girl who stands next to  
her, peering down at the Zombies through a crack between the  
hull and the railing.

She's dressed in pajamas and a jacket that's a couple of  
sizes too big for her. This is **JOSIE** (6).

ZOE  
I'd like that.

JOSIE  
(re: cigarette)  
My mommy says those are dangerous.

Zoe looks down at the cigarette, nods.

ZOE  
She's right.

She flings it over the railing. It flies through the air,  
across the pier, toward a bald Zombie.

The butt ricochets off its forehead in a small shower of  
glowing embers.

The Zombie waves a hand across his face, like a baboon  
shooing away a fly.

Josie giggles, a cute little girl's laugh. Zoe can't help but laugh too.

ZOE  
What's your name?

JOSIE  
Josie.

ZOE  
Pretty name. I'm Zoe.

JOSIE  
Your's is prettier.  
(points)  
What's that?

Zoe turns to her disassembled rifle that lies next to her on a crate.

ZOE  
That's...for keeping the bad ones  
away.

JOSIE  
I don't like the bad ones.

ZOE  
Neither do I.

JOSIE  
But my mommy says they'll go away  
soon.

Zoe nods - ignorance is a bliss.

ZOE  
I'm sure she's right. Is that her  
over there?

She nods toward a woman at the opposite railing, her eyes red and puffy.

JOSIE  
No no, that's my aunt. My mom's  
still back home.

Zoe freezes.

ZOE  
Really?

JOSIE  
She couldn't make it in time.  
(smiles)  
But she's waiting for me. We're  
gonna make pancakes and hot  
chocolate when I get home.

Zoe tries to smile, fails - ignorance is a fucking bliss.

ZOE  
What about your dad?

JOSIE  
He's over there in that Eye-Rack  
country.

ZOE  
Iraq?

JOSIE  
Uh-huh.

Zoe turns away, doesn't want Josie to see the tears forming  
in her eyes.

JOSIE  
(points at Zoe's necklace)  
Who's that.

Zoe grips the necklace, squeezes it tight.

JOSIE  
Is that your daughter?

Zoe nods.

ZOE  
Amy.

JOSIE  
Is she waiting for you too?

Zoe chokes back tears.

ZOE  
Yeah, she's waiting for me too.

**INT. PELICAN BAY - A BLOCK - CONTINUOUS**

Luther lies down on a bench press, grabs the barbell. His  
muscles tighten as he lowers the weight and lifts it back up.

Jason's face appears above him.

JASON  
We gotta talk.

LUTHER  
So talk.

JASON  
Not here.

Luther sighs, slams the barbell into its holder. Both of them head off for the solitude of --

**LUTHER'S CELL - CONTINUOUS**

Luther wipes sweat off his face.

JASON  
Take the leash off of me.

LUTHER  
Nixon?

JASON  
I need to put a big fucking dent in that guy's head.

LUTHER  
Not yet.

JASON  
Why the hell not?

LUTHER  
'Cause now ain't time, okay? You wait until it serves a purpose.

JASON  
You mean when it serves your purpose?

Luther's eyes curl into a thin line.

JASON  
I know this has something to do with Vaughn and you. That's why you had us off Jesse, right? Get to every one close to him? Break him down? Why? What's so special about him? Just take his ass out. The fuck are we waiting for?

LUTHER  
Are you questioning me leadership?

JASON  
 This dicking around...you're making  
 me look weak.

Luther gets nose-to-nose with Jason. He might be fifty-  
 something but he ain't no pushover.

LUTHER  
 Are you questioning my leadership?

Jason rethinks his next move. Backs down.

**INT. PELICAN BAY - ADMINISTRATIVE BUILDING - CONTINUOUS**

DeShawn leads Vaughn and Nixon down a featureless hallway.

VAUGHN  
 What's this I hear about you and  
 Jason?

NIXON  
 Just a friendly exchange of  
 opinions, that's all.

DESHAWN  
 Watch yourself, dawg. That fool's  
 a psycho.

NIXON  
 Please. He don't scare me.

VAUGHN  
 He should.

They turn left and enter --

**RADIO ROOM - CONTINUOUS**

The room shows evidence of a struggle. Knocked over chairs,  
 a broken lamp, papers scattered across the floor.

DeShawn finds a seat at a radio setup and flips a switch.

A speaker belches out a hoarse flow of static. DeShawn grabs  
 the microphone.

DESHAWN  
 You twos' back up and let me do my  
 thang'.

**EXT. CONTAINER SHIP - DECK - CONTINUOUS**

Zoe, alone, smoking again, oils the loading mechanism for her rifle, looks up as Ryder approaches.

RYDER

About what happened last night...

Zoe focuses harder on her chore at hand.

RYDER

Look, you can be pissed at me all you want but you're the rookie on this detail. I had to know whether or not you had the stones to do what I needed done.

Zoe assembles the rifle.

RYDER

Anyway, we're taking the chopper out again tonight. Paul's running a fever so I need you to pilot.

ZOE

Fine.

(as Ryder turns to leave)  
I heard about the prison.

RYDER

Yeah, so?

ZOE

Please tell me you're not planning what I think you're planning.

RYDER

(sighs)  
Listen --

ZOE

Is that what we are now?  
Assassins?

RYDER

It's called survival.

ZOE

At what cost?

RYDER

At any cost.

His walkie-talkie sparks to life.

MERCENARY (O.S.)  
Boss?

RYDER  
Go ahead.

MERCENARY (O.S.)  
We've got something.

**INT. PELICAN BAY - RADIO ROOM - CONTINUOUS**

DeShawn presses the send button on the microphone.

DESHAWN  
Yo, King-D in da place to be, any  
fly honeys out there, gimme' a  
holla, a'ight?

Vaughn runs a hand through his hair - oh boy.

NIXON  
Over.

DESHAWN  
Over what?

NIXON  
You're supposed to say 'over' when  
you finish.

DESHAWN  
There's rules to this shit?

NIXON  
Hell yeah.

DESHAWN  
A'ight, massa. Over.

NIXON  
Dammit, say it into the mic.

DeShawn presses the button again.

DESHAWN  
O to the V to the E and to the R.

The speaker cackles off more static.

NIXON  
Told you. No one's out there.

VAUGHN

Do we even know if the radio's working?

DESHAWN

The shit's working, a'ight?.

VAUGHN

Yeah? How do you --

RYDER (O.S.)

(over radio)

Hello?

The three men stiffen.

DESHAWN

Told ya ass.

RYDER (O.S.)

Hello?

NIXON

Say something for Christ's sake.

DESHAWN

I'm waiting for his ass to say 'over'.

NIXON

Idiot.

He snatches the microphone out of DeShawn's hand.

NIXON

Yeah, we read you loud and clear, over.

RYDER (O.S.)

Identify yourself, please.

NIXON

The name's Nixon. You are...?

RYDER (O.S.)

Captain Willis with the two-oh-seven Aerial Reckon outta Palmdale. What's your twenty, over?

NIXON

Pelican Bay State Prison. You're coming to get us outta here?

RYDER (O.S.)  
 That's a roger, sir. In accordance  
 with House Resolution nine-four-  
 six, we're evac'ing all federal  
 prisoners to secure military  
 installations. And we've got one  
 mighty secure installation right  
 here, believe you me. Food, water,  
 you name it.

DESHAWN  
 Ask him about the honeys.

Nixon hushes him. Vaughn pulls the microphone out of Nixon's  
 hands.

VAUGHN  
 You're telling me the government  
 still up and running?

RYDER (O.S.)  
 It sure is. They're hunkered down  
 in Colorado, Cheyenne Mountain.  
 How many people you got there, sir?

Vaughn leans back, suspicious.

RYDER (O.S.)  
 Come in, please.

Nixon takes the microphone.

NIXON  
 Sixty, maybe seventy.

RYDER (O.S.)  
 No problem. We've got a big place  
 here. How are you guys holding up?  
 You've got supplies?

**INT. CONTAINER SHIP - BRIDGE - CONTINUOUS**

Ryder lowers his microphone and scribbles on a notepad as  
 Nixon replies.

NIXON (O.S.)  
 (over radio)  
 Hell yeah, we've got plenty.

Ryder looks over at Berkeley and Claudia who stand behind  
 him, nods to them. He returns to the microphone.

RYDER  
And weapons? You've been able to  
defend yourselves?

**INT. PELICAN BAY - RADIO ROOM - CONTINUOUS**

Nixon motions to speak but Vaughn slaps a hand across the  
microphone.

NIXON  
What?

Vaughn ponders silently for a moment.

NIXON  
C'mon, what?

VAUGHN  
Something's not right here.

DESHAWN  
What you tripping on?

RYDER (O.S.)  
You copy?

VAUGHN  
He's gathering information.

He counts it out with his fingers.

VAUGHN  
Numbers, supplies and --

DESHAWN  
Weapons. Shit, he's right.

VAUGHN  
He's pumping us and what do we know  
about him?

RYDER (O.S.)  
How many hostiles in your area?

Nixon and DeShawn look at each other.

DESHAWN  
What do we tell the man?

VAUGHN  
Nothing. We don't tell him another  
Goddamn thing.

**INT. CONTAINER SHIP - BRIDGE - CONTINUOUS**

Ryder taps the microphone impatiently with his fingers.  
Nothing but static.

RYDER  
Dammit.

He tosses the microphone across the table, gets up.

BERKELEY  
What happened?

RYDER  
They know we're coming.

BERKELEY  
What? What do you --

RYDER  
This doesn't change anything.

**INT. PELICAN BAY - RADIO ROOM - CONTINUOUS**

Vaughn gets up from his chair.

VAUGHN  
Get the others together.

**EXT. PELICAN BAY - YARD - LATER**

Vaughn crosses the yard with Nixon and DeShawn in tow, the other prisoners, approximately thirty, look up from their daily humdrum.

Vaughn marches to the center of the yard, climbs on top a bench.

VAUGHN  
Listen up!

Curious, everyone stop what they're doing, move closer.

VAUGHN  
I've got some good news. And I've got some bad news. Good news is, someone's coming. Bad news is, someone's coming. Actually it's all bad news.

**ENTRANCE TO THE GENERAL POPULATION - CONTINUOUS**

Jason and a couple of his brothers stand near the entrance, arms crossed, observing Vaughn as he spreads the word.

JASON  
The fuck's going on over there?

He nudges one of his brothers.

JASON  
Go check it out.

**INT. PELICAN BAY - A BLOCK - MOMENTS LATER**

Luther sits at a table, playing cards with his brothers, winning. Jason storms into the block, winded, stops at the table.

LUTHER  
More talk?

JASON  
Is that fucking Vaughn again.

**EXT. PELICAN BAY - YARD - MOMENTS LATER**

The prisoners exchange glances, all serious now. An Asian inmate, **CHOI** (30s), sinewy, steps forward, looks up at Vaughn who still stands on the bench.

CHOI  
You sure about this shit?

VAUGHN  
Pretty sure.

BREEZE  
Why here?

VAUGHN  
Look around, man. Can you think of a safer place?

The truth of his words sinks in.

SKINNY WHITE INMATE  
So, they wanna, like, move in here?

DESHAWN  
They're coming to whack us, a'ight?

SKINNY WHITE INMATE

Oh.

**REZ** (20s), a stocky Mexican with tattoos across his bulging chest, presses himself to the forefront of the pack.

REZ

So what do we do, *ese*? Run?

NIXON

Fuck that.

Vaughn jumps down from the bench, passes through the crowd that parts like the Red Sea. He heads on toward the fence, everybody fall in behind him.

He stops at the fence. Zombies stagger closer, *MOAN*, claw at the fence, reach out. Vaughn points to the white windowless X-shaped structure behind the Zombies.

VAUGHN

We arm ourselves.

The inmates follow his finger, through the fence, past the many Zombies gathered outside, along the hundred yards separating the SECURE HOUSING UNIT from the MAIN COMPLEX.

A waded down fence surround the X-shaped structure, dozens of Zombies infest the area.

VAUGHN

The Secure Housing Unit. That's where they keep the guns.

Breeze whistles through his teeth.

BREEZE

That's a long fucking walk, dawg.

CHOI

Assuming the shit's still there.

VAUGHN

Yeah.

An annoyingly know-it-all LAUGHTER pierces the moody atmosphere.

They turn to face Luther, backed up by all of his Aryan brothers, also about thirty. The two groups size each other up, Vaughn's group not nearly as impressive as Luther's.

LUTHER

Going somewhere?

VAUGHN  
Only about a hundred yards.

JASON  
The hell your are.

Luther holds up a hand, silencing his second in command.  
Jason fumes but bites his tongue.

VAUGHN  
Someone's coming.

LUTHER  
So you say.

VAUGHN  
Look, this concerns all of us. We  
could use a little help here.

LUTHER  
I bet you could.  
(gives the SHU a look)  
Guns, huh?  
(then the Zombies)  
Mighty big risk to run all because  
of a hunch.

VAUGHN  
Trust me, they're coming. Guns  
blazing.

JASON  
Trust you? What the --

LUTHER  
Scott's going with you.

Scott, looking somewhat small among his brothers, swallows,  
not exactly savoring the moment.

LUTHER  
We'll keep the door open for you.

JASON  
(can't believe his ears)  
What?

VAUGHN  
Good.

He turns to his group.

VAUGHN  
We've got work to do.

The Aryans spin on their heels and head back toward the General Population.

Jason moves up next to Luther.

JASON  
Are you insane? You're gonna put  
guns in their hands?

LUTHER  
Could it be that I have a plan laid  
out already?

JASON  
Care to enlighten me?

LUTHER  
Just do what you're fucking told.

End of discussion.

#### **INT. PELICAN BAY - WORKSHOP - LATER**

The room looks like an over-sized garage with different workstation setups. The noon sun shines its warm rays through the open garage door.

Rez stands in a shower of sparks, cutting out pieces of steel with a CHOP SAW. Each piece is about two feet in length, three inches across, all with a good-sized handle at the end.

A freshly cut piece CLANGS against the floor. Rez kicks it across the floor to Breeze who picks it up, bends himself over a DISK SANDER and sharpens the edge.

Finished, he hands the blade to Nixon who tapes two semi-sphere wooden blocks to the handle.

A MACHETE is born.

Choi sits by a different workstation. Broomsticks lie on the table in front of him. He pick up a box-cutter and meticulously sharpens the sticks into stakes.

Vaughn and DeShawn stand next to a big pile of sheets, tying them together end by end.

DESHAWN  
This is some old school shit right  
here, homie.

VAUGHN  
If it ain't broke...

**INT. PELICAN BAY - ADMINISTRATIVE BUILDING - CONTINUOUS**

Jason sneaks along a corridor, checks over his shoulder to see if anyone's following him.

He reaches a door, the word "WARDEN" stenciled on the frosted glass. He grabs the handle, pries the door ajar, peeks inside.

**WARDEN'S OFFICE - CONTINUOUS**

Jason slips inside, takes in the room. It looks like a bomb went off in here. What surely was a neat and tidy office in the past is now a regular war zone.

The desk lies on its side next to smashed picture frames. A comfortable looking chair has been carved up.

File cabinets rest on top of each other, toppled over, in a sea of scattered paper. Someone has written the word "PIG" on the wall in something that very well could be feces.

Jason grabs a file cabinet and muscles it back upright. He pulls open a drawer, leafs through the files, doesn't find what he's looking for.

He goes for the next drawer, fingers his way through the letters "H" to "M", stops at a file labeled "MAXWELL, LUTHER".

He pulls the file from the drawer, places it on top of the cabinet, opens it. The first page shows an old black and white mugshot of Luther next to a brief physical description.

Jason lets his finger glide down the page, past the words "MURDER", "ARMED ROBBERY", "ASSUALT", "KIDNAPPING", all the way down to "NEXT OF KIN".

He squints at the document, leans in closer, sees the first name:

"MAXWELL, BARBARA (DAUGHTER)"

And then the second:

"ALEXANDER, VAUGHN - BIRTH NAME MAXWELL (SON)"

JASON  
What the...?

He tears open the drawer, finds the file labeled "ALEXANDER, VAUGHN".

Jason opens up the thin file. A picture of Vaughn is the first thing to greet him. He bites his lower lip.

He quickly skims the page, stops at the posting named "CONVICTION(S)".

His brow creases, stares long and hard at the sole entry: "CLASSIFIED - SEE FILE # 825-14UC".

Jason turns to the other cabinet, rips the drawers open one by one. Just files on inmates.

Determined, he swirls around, scans the room, spots a tiny cabinet next to the toppled over desk. He kneels next to it, grabs its only drawer. Locked.

Jason pulls a stiletto-like shank from his sock, jams it into the lock, twists it hard, grinds it until the locking mechanism goes --

SNAP

He slowly pulls the drawer out, looks down at its content. A lone folder marked "825-14UC".

He pulls it out, gently, opens it. His expression changes dramatically.

JASON

Fuck me.

**EXT. CONTAINER SHIP - DECK - LATER**

Mercenaries mill about on the deck, some check their weapons while others prep the helicopters for takeoff with Ryder supervising.

A few guards at the railing keep check on the growing horde of Zombies below, now numbering in the tens of thousands, their MOANING and GROANING a constant nuisance.

Berkeley and Claudia stand together with five or six of other business dressed people, talking, while children play behind them.

BERKELEY

So, there it is. That's the plan.

UPTIGHT WOMAN

A prison?

CLAUDIA  
 My first thought exactly but mister  
 Ryder assured us that it's much  
 safer than here.

BERKELEY  
 And they've got pretty much all the  
 things we don't. Including food.

The last word really hits home.

ARMANI SUIT  
 And the, um, natives? Are we  
 talking friendly merger here or  
 hostile takeover?

Berkeley and Claudia look at each for support, mentally  
 tiptoeing around the delicate subject. Their silence says it  
 all.

UPTIGHT WOMAN  
 Business as usual then.

OLDER WOMAN  
 (to Claudia)  
 You're okay with this?

A young girl, **MARIA** (5), pale, hungry, strolls up to the  
 group, tugs at Claudia's sleeve.

MARIA  
 Mommy?

CLAUDIA  
 What is it, hon'?

MARIA  
 My tummy hurts.

Claudia fights back tears, picks up her little girl and hugs  
 her tight.

CLAUDIA  
 It's okay. It's okay.

She looks over at the OLDER WOMAN, lets her teary eyes answer  
 her question.

BERKELEY  
 You should get your families ready  
 to leave. Tell them...tell them  
 what you need to tell them.

**AT THE RAILING - CONTINUOUS**

Zoe peers out over the gentle flowing open waters, immersed in her own thoughts. A lone tear slowly makes its way down her cheek.

**EXT. DOWN TOWN - NIGHT (FLASHBACK)**

Zoe's Humvee zigzags its way past car wrecks in the pouring rain. The down town area has been hit even harder than the suburbs.

Smashed store fronts, burning buildings, corpses in the middle of the road, some alive, some dead. Police sirens blare through the streets, gunfire pops off from seemingly everywhere.

**I/E. HUMVEE (MOVING) - CONTINUOUS**

Zoe presses Amy further down in her seat as a gunshot goes off somewhere to her right.

ZOE

Keep your head down, baby.

She swallows hard, her eyes dart from side to side, scanning the obstacle-ridden street ahead of them. She slows the car down, rounds a toppled over TOYOTA.

ZOE

We're gonna head out to Grandma's, okay? It's gonna be safe there.

AMY

I want my daddy.

ZOE

I know you do, sweetheart. So do I.

WHAM

A MAN (living), running along side the car, throws the passenger side door open, grabs a hold of Amy, tries to yank her out of her seat.

Amy screams.

Zoe grabs her, pulls her back in her seat. The man shouts off something unintelligible, takes a step inside the vehicle.

Zoe tries to reach her Glock while steering and holding on to Amy at the same time. She stomps down on the gas pedal.

The Hummer swerves, scrapes against another car with a sickening SCREECH, slows back down. The man loses his footing but hangs on to the door and Amy.

Zoe whips up her gun, takes aim and --

SMASH

-- the window next to her shatters in a explosion of shrapnel.

HANDS

reach through the opening, grab her. A strong forearm locks around her throat, yanks her hard. Her foot slides off the gas pedal. Her gun wobbles out of her hand.

Amy screams.

Another hand grabs Zoe's hair, pulls her through the opening. She grabs the frame, holds on for dear life, bites and claws at the arm.

But they're too many, too strong.

AMY

MOMMY!

Zoe disappears out of the window opening. She hits the pavement hard, a foot to her ribs hits her even harder.

She pushes herself up on all fours, gasps for air, reaches out for a pair of legs that push past her, jumps into the vehicle.

ZOE

No!

She scuttles to her feet, throws herself against the side of the vehicle. The engines revs again, guns to life.

Zoe reaches out for the door handle just as the Hummer jumps forward with SCREECHING tires.

She gets knocked on her ass again, gets back up, sprints after the car with all the strength she can muster.

AMY (O.S.)

MOMMY!

Amy's cry dwindles in the rain as the car picks up speed and tears ahead.

ZOE  
 AMYYYYYYYYYY!

She grits her teeth, presses on on pure determination, her feet pounds the wet asphalt like giant drumsticks.

The Humvee quickly opens up a distance to Zoe. It barrels toward an intersection, runs a red light at full speed when...

...an EIGHTEEN WHEELER roars toward it from the left and --

JOSIE (V.O.)  
 Zoe?

**EXT. CONTAINER SHIP - DECK - RAILING - DAY (PRESENT)**

Zoe jolts at the sound of Josie's voice. She quickly wipes away the tears on her cheeks, turns to face her.

ZOE  
 Hey, Josie.

JOSIE  
 My aunt says we're leaving soon.  
 Isn't that great?

ZOE  
 Sure it is.

JOSIE  
 Maybe me and Amy can't play soon?  
 Does she like Hannah Montana?

ZOE  
 Very much.

JOSIE  
 I have to go pack.

She runs away with a big smile on her face. Zoe looks down at her trembling hand, clenches her fist. Ryder passes her with an entourage of mercenaries on his heels

RYDER  
 Briefing in five minutes.

ZOE  
 All right.

She turns back to the railing, takes in a deep breath of sea air, composes herself.

She squints.

Something on the horizon catches her attention. A small dot, many miles out to sea.

She grabs her binoculars.

**POV - THROUGH BINOCULARS**

A blurry outline of a METALLIC HULK comes into view. The lenses focus. A gigantic SHIPPING FREIGHTER appears.

Its outline sleek, zero profile - it's coming straight at her.

**BACK TO SCENE**

Zoe lowers the binoculars, concerned.

ZOE

Sir?

**EXT. SHIPPING FREIGHTER - DECK - CONTINUOUS**

Completely void of life, only rows of containers upon containers visible. The low HUM of the running engine is the only sound audible.

**INT. SHIPPING FREIGHTER - BRIDGE - CONTINUOUS**

Blood smears everywhere, on the screens, the controls, the windows, the walls, the floor.

A MOAN cuts through the silence - followed by a wet TEARING sound. Behind a navigation console lies a sprawled out human body...

...in a huge pool of blood, torn apart, gouged open.

Intestines ooze from a massive tear in the abdomen, the face a bloody pulp, bitten beyond recognition.

TWO ZOMBIES

dig in and munch on this poor fella.

**EXT. PELICAN BAY - YARD - LATER**

The orange afternoon sun slowly falls on the western horizon as Vaughn and his group march across the yard with their equipment.

They keep a close eye on the Zombies gathered outside the fence - their numbers growing.

NIXON

What do we do about them?

BREEZE

Someone's gonna hafta run interference.

All eyes glide to DeShawn.

DESHAWN

What? Is this because I'm black?

NIXON

No, it's 'cause you're expendable.

The others laugh.

DESHAWN

Fuck you, old man.

(chuckles)

A'ight, what I gotta do?

VAUGHN

Just do what you do best. Draw attention to yourself.

**BASE OF THE GUARD TOWER - CONTINUOUS**

Several Aryans wait at the entrance, Luther among them. He watches as Vaughn's group approaches.

Out of the corner of his eye, he notices Jason casting glances in his direction while whispering to a few of his brothers.

About to speak up, Luther sets it aside as Vaughn steps up.

VAUGHN

We set?

LUTHER

You tell me.

Vaughn nods toward Scott who stands behind Luther looking weighed down by the situation.

VAUGHN  
What about him?

LUTHER  
He's ready.  
(over his shoulder)  
Ain't that right, kid.

Scott eagerly nods - but he doesn't convince Vaughn.

VAUGHN  
Let him sit this one out.

LUTHER  
And have you hog all the weapons?  
I don't think so.

VAUGHN  
If you're worried about that, why  
don't you come?

LUTHER  
Yeah, right.

NIXON  
Daylight's fading. Let's go  
already.

Vaughn and his people head up the outside staircase on the guard tower. Luther and a few bodyguards follow right behind them.

Just as Scott is about to ascend the steps, Jason pulls him aside. He slips him his shank.

JASON  
Vaughn doesn't come back. You  
follow?

Scott weighs the weapon in his hand, unsure.

JASON  
Time to earn your ink, kid.

He points at the three TEARDROP TATTOOS on his left cheek.

JASON  
Get your ass up there. Go.

Scott pockets the shank and runs up the steps.

**INT. PELICAN BAY - GUARD TOWER - CONTINUOUS**

Breeze and Rez tie two bundled up piles of sheets to the window frame then give them a good yank to test the strength.

Both hold.

They toss the sheets out of the window, both long enough to reach the ground. A handful of Zombies, not even twenty feet away, look up with dead eyes at the men in the window.

BREEZE  
(waves DeShawn forward)  
Let's go, nigga.

DeShawn, a dangling MACHETE tied to his belt, jams a foot against the window frame, hoists himself up. Breeze latches on to him, supports him as he shoulders his way out of the window.

**I/E. GUARD TOWER - CONTINUOUS**

DeShawn grabs the sheet with both hands, places his feet on each side of it, gets ready.

VAUGHN  
Watch your ass, buddy.

DESHAWN  
After showering with you guys?  
(winks)  
Later.

He pushes himself backward, half glides, half walks down the side of the tower, moving his hands carefully over each knot on his way.

The Zombies below him GROWL with twitching nostrils. Smelling his flesh, they stagger toward the base of the tower. Vaughn sees it.

VAUGHN  
Come on. Get the led out.

Halfway down the side, DeShawn steals a glance below, sees the Zombies move closer.

He picks up the pace, slides down a bit further. Beads of sweat pop out of his forehead as he struggles to hold on to the sheet.

The CLAMOR below him intensifies, more Zombies move in, hungry, agitated with parted lips, exposing decaying teeth.

Still fifteen feet to go for DeShawn but the Zombies are almost at the base of the tower. Tensions mount inside the guard tower, everyone hold their breaths.

NIXON

He ain't gonna make it.

VAUGHN

You gotta jump!

DeShawn pushes himself off the wall, slides down the sheet until a big knot stops him. Hands reach out for his feet, yellow fingernails claw at his sneakers.

DESHAWN

Fuck. Fuck. Fuck.

VAUGHN

Jump!

DeShawn shimmies sideways, out of reach. He focuses his strength on his legs, bends his knees and **SHOVES** himself away from the wall, lets go of the sheet and free falls through the air.

**EXT. OUTSIDE PELICAN BAY - CONTINUOUS**

He **SLAMS** against the ground hard, rolls around on his back.

The Zombies launch themselves at him. One grabs his legs, bites down but DeShawn kicks free just in time. He jumps to his feet, kicks a Zombie in the stomach, another one in the groin.

He backs away from the massing horde, gives himself room to maneuver. The Zombies stagger after him on jerky legs.

DESHAWN

Yeah, let's go, bitches. Come to papa.

He unhooks the machete from his belt, holds it up, ready to strike while backing along the fence, leading the Zombies away from the tower.

A female Zombie, her long stringy hair caked with rot, reaches out for him, gooey saliva dripping from her mangled lips.

DESHAWN

Ya want a piece of me, baby? You do, don't ya? Don't get me wrong, I'm flattered and shit.

(MORE)

DESHAWN (CONT'D)

And under different circumstances I'd  
be tapping yo ass already, but with  
you being dead and all --

He swings the machete, chops the top of her head clean off.

DESHAWN

-- I just don't see any future for  
us, ya know what I'm saying?

Another Zombie steps up to the plate, GROWLING in hunger,  
this one's a old man.

DESHAWN

Oh, ya want some of this too,  
gramps?

He shakes his ass at the old man, taunts him, galls him.

DESHAWN

Dat's right. Come on. Come on.

BREEZE (O.S.)

Nigga, quit fucking around.

The old Zombie snaps his jaws at DeShawn, barely misses him.

DESHAWN

Man, fuck dat shit.

DeShawn slams the machete into the old man's already receding  
hairline, cracking his skull wide open.

DESHAWN

Told yo ass, fool.

He pulls back on the machete but it's stuck in the Zombie's  
skull. He yanks back again, same result. Zombies close in  
on him, within reach, teeth ready to feast, almost on top of  
him.

DeShawn's eyes widen.

A Zombie exposes its teeth right in front his face. DeShawn  
YELPS, lets go of the machete, quickly backtracks. He gets  
his breathing under control, turns serious - this is life or  
death.

He checks over his shoulder, no one's there.

DESHAWN

(waves the Zombies toward  
him)

Follow the leader, gang.

**INT. PELICAN BAY - GUARD TOWER - CONTINUOUS**

Vaughn watches as DeShawn lures the Zombies away from the tower, only a few stragglers between here and the SHU.

VAUGHN

It's working. Let's go.

Breeze and Rez climb the window frame and quickly disappear from view. Nixon and Choi are up next. The old Irishman struggles to get his feet in place.

VAUGHN

You sure you wanna do this?

NIXON

Look at my face.

He's sure. And away they go.

Vaughn grabs Scott, pushes him toward the window. The young man sweats profusely, taking in quick shallow breaths.

VAUGHN

Easy.

He helps Scott out off the window, lowers his voice.

VAUGHN

Listen. Don't be a hero. Not for him.

(He motions at Luther behind him.)

If anything happens, you haul ass. Got that?

Scott takes a deep breath, composes himself, then glides out of view. Vaughn grabs two backpacks off the floor, throws them through the window.

He climbs the window frame, grabs the sheet, locks eyes with Luther.

VAUGHN

If we gotta double back here, don't let me knock twice.

He pushes himself off.

**EXT. OUTSIDE PELICAN BAY - CONTINUOUS**

Vaughn lands on the ground, straps on his backpack and together the six of them run for the SHU.

**INT. PELICAN BAY - GUARD TOWER - CONTINUOUS**

Luther watches them from the window as they sprint toward the white X-shaped complex. A shadow falls on him. He jerks around.

It's Jason - backed up by FIVE MEAN LOOKING BROTHERS - contempt painted all across their faces.

**EXT. SECURE HOUSING UNIT - OUTSIDE THE FENCE - CONTINUOUS**

The six men slow down as they near the white complex. Close to FORTY Zombies roam about behind the mangled fence, caught inside.

The fence is bent inward - toward the complex - at a thirty degree angle and in such a way that you can easily traverse it to get in.

However, getting out takes good jumping skills - skills that Zombies don't have.

Vaughn unhooks his machete, steps up to the fence, puts a foot on it, tests it with his weight. It doesn't move.

The closest Zombie spots him, opens it deformed mouth, GROWLS. Alerted by the sound, the other Zombies jerk around, wobble toward the fence.

Everyone get their weapons ready. Vaughn points out the nearest door to the complex, some forty-five yards away.

VAUGHN

There. Move fast. No cocky shit.  
We set?

They nod.

VAUGHN

Let's do this.

They run up the twenty feet of fence, reach the edge, jump down six feet and land --

**INSIDE THE FENCE - CONTINUOUS**

They fan out in a phalanx and storm toward the entrance.

A Zombie reaches out for Vaughn. He swings the machete, chops off the arm at the elbow. Goey nearly coagulated blood flows from the wound.

Rez, machetes in both hands, slices his way through Zombies like a lawn mower. He slashes the weapon through a Zombie's neck, takes off its head.

It bounces against the ground, rolls around in the dirt with its jaws snapping. Rez swings the machete and splits the skull in two.

REZ  
*Puto maricón.*

He spits at it victoriously when:

-- a Zombie grabs him from behind. Its mouth snarls, teeth lock around his neck, ready to bite just as

-- Choi rams a sharp stick into its eye and drives it all the way through the back of its skull.

He pulls Rez out of its grasp, kicks it hard in the stomach. It flies through the air and skids across the ground.

Breeze pushes them toward the door, ducks to avoid clawing fingers, comes back up, throws a roundhouse right and nearly crushes a Zombie's skull with his fist.

Scott sticks close to Vaughn, ducks out of the action as they scuttle toward for the building. Vaughn reaches the door first, grabs the oversized handle, jerks it down - locked.

VAUGHN  
Shit.

SCOTT  
What?

Vaughn quickly scans around for another entrance but instead spots Nixon who's fallen behind, struggling to keep up with the rest.

Zombies close in on him.

VAUGHN  
Nix!

Breeze and the others arrive at the door. The big black man rams it with his shoulder. It doesn't even register.

VAUGHN  
Forget it, it's reinforced.  
(backing away)  
Head around to the next building.

BREEZE  
The hell you going?

But Vaughn is already running toward Nixon.

Breeze leads the others around the corner of the building, engaging Zombies on the way.

NIXON

out of breath, stumbles on tired legs, drops to his knees, grabs his chest. Two Zombies approach from either side. He picks up his machete from the ground, gives it a weak swing at them --

NIXON  
Fuck off.

-- but the Zombies just keep coming.

One grabs a hold of his shirt, he yanks free. The other one entangles its fingers in his long hair, pulls it.

Nixon HISSES in pain, struggles to keep the Zombie off him while kicking the other away.

VAUGHN

slides across the ground, machete raised, rams it through the legs of one of the Zombies and severs both legs at the knee.

The Zombie tips over with flailing arms, slams against the ground.

NIXON  
Get this fucker off me!

The Zombie, its fingers still caught in Nixon's hair, bites and snarls at the old man. Vaughn shoots to his feet and slams the blade into the Zombie's skull with a WET CRUNCH.

The creature freezes in mid-move...then slowly keels over.

Nixon grabs the Zombie's hand, tries to get it out of his hair. It's stuck.

NIXON  
What the...? Help me out here.

Vaughn spots more Zombies heading their way. He shoos Nixon hand away, grabs the Zombie's arm and --

TWACK

-- hacks it off at the wrist.

He pulls Nixon to his feet, the Zombie-hand dangling from his hair as they hurry toward the building.

BREEZE

and the others reach another door, this one slightly ajar, darkness behind it.

Choi puts down a lone Zombie with his sticks while Rez gives the door a nudge with his foot. The heavy door squeaks open on its huge hinges.

They peer inside - nothing but darkness.

BREEZE

(to Scott)

Get in there, white boy.

SCOTT

Wh--what?

BREEZE

Ya heard me. Get yo punk ass in there.

He pushes him through the door.

**INT. SECURE HOUSING UNIT - CORRIDOR - CONTINUOUS**

Scott stumbles inside. The outside light from the door quickly loses the battle against the darkness.

BREEZE (O.S.)

Anything?

Scott holds out his hands in front of him, gropes along the wall.

SCOTT

I can't see shit.

Breeze and the others enter behind him.

BREEZE

Damn. This shit's blacker than me.

Choi whips out a ZIPPO from his pocket, gets the flame going, holds it out front of him, lights up the corridor.

The light dances across the grey featureless walls. They move in a little further, cautious. Scott points up ahead at a blood smeared handprint on the wall.

They all grip their weapons a little tighter. The light reaches a bloody drag mark on the checkered linoleum floor.

They follow it to a four-way junction, then around a corner where it ends in a massive pool of coagulated blood littered with bits of viscera.

Next to the pool lies a half-eaten corpse. Scott chokes back vomit, holds a hand across his mouth.

A CLANG

spin them around. Breaths quicken. Weapons raise.

Choi backtrack along the wall, reaches the corner, readies his stick. He jerks around the corner and stares into:

NIXON'S FACE WITH THAT DERANGE LOOKING HAND DANGLING FROM HIS HAIR.

Choi SHRIEKS, jolts back.

NIXON

What?

CHOI

(re: the hand)

The fuck is that?

NIXON

My lucky charm, you pussy.

He grabs the hand, grits his teeth, tears it and a good portion of hair from his scalp, tosses it away.

NIXON

Cocksucker.

Vaughn moves up, they all gather at the intersection.

VAUGHN

We need to split up. Nix, Scott, you're with me.

He grabs a stick from Choi's belt, holds its tip over the Zippo's flame, turns it into a TORCH.

VAUGHN

(to Breeze)

Go left, we'll take right.

The six of them split into two groups. Vaughn holds the torch up, guides his team down the right corridor, past the half-eaten corpse, deeper into the building.

**EXT. CONTAINER SHIP - DECK - CONTINUOUS**

Ryder holds his binoculars up to his eyes, stares out to sea, mercenaries and civilians gathered behind him.

The shipping freighter has grown considerably in size, much closer now.

RYDER

It's coming straight at us all right.

The news hits the crowd hard. Concerned MURMURS spread like wildfire. Berkley steps up to the railing, lowers his voice.

BERKELEY

Can't you do something?

RYDER

We've got no fuel, we can't move the ship.

BERKELEY

(points to the freighter)  
What about that ship?

Ryder takes a step back, contemplates. His eyes shift from the freighter to the helicopters on the deck.

BERKELEY

Please. I paid you...

Zoe stands a bit away, listening without looking. Instead she focuses on Josie, standing with her **AUNT** (40s), big eyes, gawking at the scene, scared by the grown-up talk.

RYDER

I really can't risk any of my men, we're about to go into --

ZOE

I'll do it.

RYDER

What?

ZOE

Give me a chopper. I'll fly out there myself and take care of it.

RYDER

Zoe --

ZOE

I'm not asking.

He meets her stone cold stare, accepts that this chick means business.

RYDER

Hang on.

He heads over to a group of his men gathered near the helicopters.

Josie clings to her aunt's leg, on the verge of tears.

JOSIE

Are the bad ones coming?

ZOE

Don't worry about that now, honey.

JOSIE

Zoe, I'm scared.

Zoe kneels in front of her.

ZOE

Hey. Listen.

(holds up a handful of  
fingers)

Five yards. That's it. As long as I'm alive that's the closest they will ever get to you. I promise. Okay?

Josie nods, struggles to be brave.

ZOE

You believe me, don't you?

JOSIE

Yeah.

ZOE

(smiling)

Then what are you crying for?

She tickles her. Josie giggles, the warm glow returns to her face. Her aunt sends Zoe a grateful nod.

Ryder returns.

RYDER  
 All right, listen up. Change of  
 plans.  
 (nods toward the ship on  
 the horizon)  
 We deal with that first, then we  
 take care of the other thing, okay?

ZOE  
 Okay.

RYDER  
 Takeoff in fifteen minutes. Get  
 your gear ready.

ZOE  
 Aye, Sir.

She sends Josie a wink and a smile and hurries off.

**INT. SECURE HOUSING UNIT - CORRIDOR - CONTINUOUS**

Vaughn leads Nixon and Scott along the dark corridor, torch  
 in one hand, machete in the other.

Their footsteps echo against the walls - awfully loud in the  
 confining silence. They reach a corner, follow the corridor  
 to the left, stop at a short flight of stairs.

Vaughn holds up the torch. The light hits a door at the end  
 of the steps - blood spatter decorates it.

VAUGHN  
 Take this.

He hands the torch to Scott, turns to Nixon.

VAUGHN  
 Ready to get wet, partner?

NIXON  
 Say when.

They head up the steps while Scott provides the light.  
 Vaughn reaches the door, grabs the knob, gives it a light  
 twist.

Not locked.

He nods to Nixon. The old man takes a step back, readies  
 himself and --

WHAM

-- boots the door open.

**GUARD STATION - CONTINUOUS**

Both men rush into the room, machetes raised, ready for action. Don't find any.

VAUGHN  
(over his shoulder)  
Get up here.

Scott enters, lights up the room.

It's long and rectangular, filled with monitors for a closed circuit feed - all black.

One side of the room boasts a large panoramic window of wire glass, looking out on complete darkness. Cabinets and lockers line the opposite wall.

Vaughn heads through the room, passes a table where a cup of coffee sits next to a half eaten slice of toast.

NIXON  
Check this out.

He waves Scott closer, takes the torch and holds it close to a CORPSE in a guard uniform that sits slumped against the wall.

The dried chunks of his brain dot the wall behind his head, his hand curled around a semi-automatic 9mm HECKLER & KOCH USP handgun.

NIXON  
Why, thank you.

He yanks the gun out of the Guard's rigor-stiff fingers, spots a bite wound on his lower arm.

NIXON  
Wise move, son.

Nixon weighs the USP in his hands - nice - flashes it to Vaughn.

NIXON  
Look what I found.

VAUGHN  
Kinda tiny, ain't it?

He holds up a black BENELLI M4 - a tactical twelve gauge pump action shotgun. Nixon looks at the shotgun, then back down at the USP, sticks it into his pants.

Vaughn shows them a locker lined with seven more shotguns, nine handguns and several boxes of ammunition.

NIXON  
Now you're talking.

Vaughn hands Nixon a shotgun, throws one of the handguns to Scott.

VAUGHN  
Bet you know you way around one of those.

SCOTT  
Shit, yeah.

He checks the magazine, eyes Vaughn with malcontent as he stuffs the rest of the weapons into his backpack.

#### **CELLBLOCK B-12 - CONTINUOUS**

The flame from Choi's Zippo does little to overcome the smothering darkness. Their anamorphic shadows twist and turn across the smooth walls.

BREEZE  
Where are we?

CHOI  
Cellblock B-12.

BREEZE  
How do you know?

Choi holds the light and points to a sign on the wall that says: "CELLBLOCK B-12".

As they move further into the darkness, the wall morphs into barred cell doors, all open.

Rez bumps against something, it hits the floor with a loud echoing CLANG.

REZ  
*¡Coño!*

BREEZE  
Wanna get on the PA while you at it?

REZ  
*Cierra el culo, negro.*

BREEZE  
 Say what?

CHOI  
 Shut up.

Choi cocks his ears.

CHOI  
 You hear that?

A SCRAPING SOUND somewhere in the darkness, followed by a MOAN. They tense up. Breeze holds his machete up in front of him, squints into the darkness.

BREEZE  
 Get ready.

CHOI  
 You see it?

GROWL

Something rams Rez in the chest. He tumbles backward, smacks into Choi, throws him sideways. The Zippo flies out of Choi's hand, hits a wall, goes out and everything turns

BLACK

Fabric TEARS. A GURGLED SCREAM. Another GROWL, chased by a HISS - THUMPS and THUDS. Commotion.

BREEZE (O.S.)  
 Where is it?!

RES (O.S.)  
 (gurgled, weak)  
 Help...

Something wet splashes against the floor, TEARING, GNAWING, CRUNCHING and then --

TWACK

-- something hits home.

BREEZE (O.S.)  
 Die you fucking cocksucker!

TWACK

The flame pops back on - fizzles out - reignites.

Choi, blood spatter on his face and shirt, sees Breeze's machete buried in a Zombie's skull. Breeze retracts the weapon, stares down at the dead Zombie.

BREEZE

And stay dead.

He kicks it off Rez who lies in a growing pool of his own blood, twitching and shaking. Blood jets out of a gaping hole in his neck. He tries to say something, chokes on blood instead.

GROAN

The two men spin around, poised. Another GROAN echoes toward them. Then another.

#### **GUARD STATION - CONTINUOUS**

Vaughn straps on the backpack, grabs his shotgun, readies to leave.

Nixon finds an oversized fuse box on the wall, fingers the lever, pulls it.

CLUNG

Lights pop on everywhere.

SCOTT

Fuck!

Vaughn turns to face the panoramic window.

A HORDE OF ZOMBIES STAND ON THE OTHER SIDE OF THE GLASS.

#### **CELLBLOCK B-12 - CONTINUOUS**

The overhead lights flick on one by one. Choi and Breeze go pale.

In front of them stand TWO HUNDRED HUNGRY ZOMBIES, teeth exposed, eyes locked on them.

BREEZE

Holy --

CHOI

-- shit.

A trembling GROWL builds around them. The Zombies attack.

Breeze chops his machete back and forth, takes down the first wave of Zombies but the horde is relentless. Arms grab him, pull him down screaming. The last thing he sees are TEETH.

Choi makes a run for it, slips on Rez' blood, careens across the floor.

A HAND

grabs his leg. It's Rez. The Mexican bites down hard on Choi's ankle. Choi screams, kicks Rez in the face, gets to a knee when:

-- Zombies smother him to the ground. They bite, tear, claw and gnaw until Choi is in pieces.

#### **GUARD STATION - CONTINUOUS**

The Zombies press their rotting faces against the window, claw at the glass.

NIXON

(points to one of the  
Zombies)

Hey, I know that guy. Owes me a  
pack of smokes. Bastard

The Undead pound the window hard, the glass wobbles, holds.

VAUGHN

Let's assume that glass won't hold  
up forever, so let's hit the road.

He grabs the door knob.

SCOTT (O.S.)

Stop.

Vaughn turns to face the working end of Scott's semi-automatic.

SCOTT

Can't let you do that.

Nixon goes for his shotgun. Scott shifts target.

SCOTT

Don't.

He jerks the weapon back and forth between Vaughn and Nixon.

SCOTT  
I ain't got no problem with you,  
old man.

NIXON  
Old? You do now.

He whips up the shotgun and --

BAM

-- Scott puts a round through his shoulder.

VAUGHN  
Nix!

The old grabs the wound, writhes in pain, slides down along  
the wall.

Vaughn rushes to Nixon's aid but Scott trains the weapon on  
him with trembling hands.

His forehead glistening with sweat, his voice too high  
pitched.

SCOTT  
I--I told him.  
(to Nixon)  
I fucking told you, man.

NIXON  
Kiss my ass.

VAUGHN  
Scott --

SCOTT  
Back off!

VAUGHN  
Cool it. Just cool it, all right?  
This is stupid. Put the gun down.

SCOTT  
Look, it ain't nothing personal but  
I gotta do this. You can't come  
back alive. I have to get my ink.  
If I get my ink then they'll leave  
me alone. I'll be a member. A  
brother.

THUD

The Zombies pound the glass again.

VAUGHN  
You really wanna be one of them?

SCOTT  
Beats being on of --  
(looks at the Zombies)  
-- them.

Vaughn seizes the opportunity, throws himself at Scott, grabs his arm.

BAM BAM

The rounds hit the glass, a web of cracks appear.

Scott knees Vaughn in the gut, he returns it with a punch to the kid's face, Scott stilling clinging to the gun.

THUD

The glass CRACKS into long thick lines, only held together by the wire net inside.

Vaughn parries a blow, throws an elbows in his face. Blood spurts from Scott's busted lips.

He rolls to the side, catches Vaughn on the side of the head with the butt of the gun.

Vaughn stumbles back. Scott aims the gun at him.

CRRRAA --

He looks over his shoulder at the window.

-- AAACK

The glass finally succumbs to the pressure and collapses into the Guard station.

Zombies pour in through the opening.

Scott SCREAMS out in actual terror, fires at the horde, takes two down.

Vaughn goes for the Benelli, aims it at an oncoming Zombie, squeezes the trigger.

KA-BOOM

The Zombie's head explodes in a shower of skull bits and brain matter.

More Zombies attack.

Vaughn and Scott lay down a barrage of cover fire, barely keeping the dead off them. Vaughn backtracks, latches on to Nixon while backing toward the door.

Reaching it, he looks back at Scott. Zombies surround the young man. He shoves one of them off him, shoots another in the head, turns the gun on the next target.

CLICK

He stares at the gun - then at the exposed teeth barreling down on him.

Vaughn loses sight of Scott as Zombies take him down. Then his horrific DEATH-SCREAMS cut through the room.

NIXON

Let's move.

Vaughn throws the door open and they head out.

**EXT. CONTAINER SHIP - DECK - CONTINUOUS**

Rotor blades turn, slow at first, then faster, faster.

All three HUEYS sit on the deck with their turbine engines spinning, ready for takeoff. Mercenaries pour into the helicopters.

Zoe shoulders her sniper rifle, boards the nearest Huey, straps herself into a seat. She looks out at the people gathered on the deck, finds Josie, sends her smile, gets one in return.

**I/E. UH-1N HUEY - CONTINUOUS**

Ryder jumps in next to her, slaps on a headset.

RYDER

Let's go.

One by one, the three helicopters lift off the deck, climb for altitude, hover over the ship with their noses pointed out to sea.

Josie waves at the helicopter.

Zoe looks over the pilot's shoulder, through the window at the approaching freighter, the sun setting behind it.

Then:

THE HELICOPTERS TURN A HUNDRED AND EIGHTY DEGREES, pick up speed and head inland.

ZOE  
What are you doing? Turn it around!

RYDER  
This is how it's gotta be.

She looks out at the crowd below on the deck, sees the sense of hope on their faces turn into betrayal.

ZOE  
You bastard. You fucking bastard!

She throws a punch at Ryder, he grabs it in mid-air, squeezes her hand hard.

RYDER  
It's over. Do you understand me?  
It's over for them.

She struggles against his hand with pure hate.

RYDER  
We don't need the extra weight.

ZOE  
Let go of me!

She yanks loose.

ZOE  
You're no better than those things down there. No, you're much worse. They do what they do because they are what they are, what the hell is your excuse?

RYDER  
You want an excuse? How 'bout self-preservation? That's something you need to start thinking about right now.

ZOE  
Why didn't you just leave me down there?

RYDER  
Because I'm the quarterback here, I call the plays and you do what you're Goddamn told.

ZOE

Go fuck yourself. You condemned those people to death back there.

RYDER

And I'm gonna sleep like a baby tonight. Now, our ETA is in about an hour, until then: SHUT THE FUCK UP!

He leans back in his seat, his stare fixed ahead, focused and impenetrable.

The helicopters dip their noses, increase speed and thunder into the dusk while the pier dwindles behind them.

**INT. SECURE HOUSING UNIT - CORRIDOR - CONTINUOUS**

Vaughn and Nixon back down the corridor, the horde of Zombies swarming after them. Nixon fires his USP, runs dry.

Vaughn BLOWS the legs off one Zombie with the shotgun. The Zombie drops to the floor while the other Zombies trip over it, clogging up the passage, buying them some time.

The two men reach the door, Vaughn shoulders it open and they rush out into --

**EXT. SECURE HOUSING UNIT - INSIDE THE FENCE - NIGHT**

-- the waiting arms of a band of Zombies.

Vaughn butts one of them in the head with the shotgun, drops another with a chest-shot.

They dart toward the fence, plow, shoot, chop and punch their way through Zombies, while more stagger out of the building behind them.

Vaughn reaches the fence first, jumps up, pulls himself over the edge, sticks his hand down, grabs on to Nixon.

VAUGHN

Come on!

Nixon jumps off the ground while Vaughn pulls him. The old man grabs on to the edge, squirms in pain.

VAUGHN

I got you.

Zombies stumble closer to Nixon's dangling feet, arms reach out for them.

Vaughn grabs his Benelli, blows a Zombie across the ground, then reaches down, latches on to Nixon's pants and yanks him over the edge.

**EXT. SECURE HOUSING UNIT - OUTSIDE THE FENCE - CONTINUOUS**

They glide down to the ground and haste toward the tower, zig-zagging past Zombies on the way.

**I/E. PELICAN BAY - GUARD TOWER - CONTINUOUS**

DeShawn, back in the tower, points out of the window as he spots them.

DESHAWN  
They're coming.

Jason shoves him out of the way, the tower crowded with Aryans, he spots Vaughn, scowls.

He motions to two of his brothers. They reel the sheets back up, just high enough so that they can't be reached from the ground.

DESHAWN  
Hey, what the fuck?

JASON  
Shut up!

Vaughn and Nixon reach the base of the tower just in time to see the sheets glide out of reach.

VAUGHN  
What are you doing? Bring 'em back down.

Nixon scans around them, Zombies approach from the left and right.

Jason sticks his head out of the window.

JASON  
The guns first, then you.

VAUGHN  
Where's Luther?

JASON  
Worry about your own ass.

Nixon nudges Vaughn with his elbow, nods toward the approaching Zombies.

NIXON  
Unless you've got an ace up your sleeve, partner, I think we better do what this cocksucker says.

JASON  
The guns!

Vaughn pulls off his backpack, sticks his shotgun inside.

VAUGHN  
Bring it down!

JASON  
All of 'em!

Nixon GRUNTS, pulls out the USP from his pants, drops it into the backpack. The sheet lowers. Vaughn grabs it, ties it to the backpack.

VAUGHN  
Go!

The backpack zings up into the guard tower.

Jason pulls the backpack open, spots all the weapons, his eyes glisten like a kid in a candy store.

Down below, the Zombies stagger toward to two men. Vaughn looks up at the tower windows, holds out his hands in an impatient gesture.

VAUGHN  
TODAY!

Two lines of sheets land on the ground. Vaughn snatches one, pulls is taut, loops it underneath Nixon's arms, ties it around his chest.

VAUGHN  
Pull!

Nixon's feet leave the ground. Inch by inch, he ascends the wall.

Zombies GROWL out at Vaughn who grabs the other line and pulls himself out of reach of clawing hands.

**INT. PELICAN BAY - GUARD TOWER - CONTINUOUS**

DeShawn helps Nixon through the opening, the old man GROANING, clutching his wound.

Vaughn's sweaty face appear at the ledge, he grabs hold of the window frame, pulls himself inside. Winded, he collapses onto the floor, gasps for air.

DESHAWN  
Where' the others at?

Vaughn shakes his head.

DESHAWN  
Damn.

Two bulgy Aryans clasp a hold of Vaughn, yanks him off the floor, bringing him face to face with:

JASON  
The yard. Now.

The Aryans shove Vaughn through the door.

NIXON  
What's happening.

JASON  
Let's go.

**EXT. PELICAN BAY - YARD - MOMENTS LATER**

All the remaining prisoners - about fifty or so - stand in a circle with Vaughn and Jason at its center, Vaughn on his knees, Jason with a shotgun poised.

NIXON  
What the fuck is this?

Jason marches up to Nixon, stares him down, then SMACKS him hard across the face with the butt of the shotgun. Nixon's knees wobble but he remains standing with blood streaming out of his nose.

JASON  
I'll deal with you later, old man.  
(turns to Vaughn)  
Someone's been keeping a shitload  
of secrets. Haven't you?

Vaughn returns the stare, refusing to reply. The other inmates lean closer, their curiosity aroused.

JASON  
 Found your file today. Interesting  
 shit. So Luther's your old man,  
 huh?

The prisoners exchange glances.

NIXON  
 So what? Who gives a shit who his  
 dad is?

JASON  
 (shrugs)  
 You're right. That shit don't  
 matter. But then I found out what  
 he does for a living.

Vaughn lowers his head - he knows what's coming.

JASON  
 Your good buddy Vaughn here, he's a  
 motherfucking cop.

That landed.

NIXON/DESHAWN  
 What?

JASON  
 That's right. A pig. A little  
 fucking piggy turned fucking rat.

NIXON  
 What's he talking 'bout, Vaughn?

Vaughn looks away - his silence says it all.

Nixon stares at Vaughn with a mix of surprise and disgust,  
 fists clenched at his side, nostrils twitching.

JASON  
 This guy was sent in here  
 undercover to take the brothers  
 down.  
 (squats in front of  
 Vaughn)  
 Mission im-fucking-possible.  
 (gets back up)  
 You don't take us down, we take you  
 down.

He KICKS Vaughn hard in the stomach. Vaughn keels over,  
 gasps for air.

Jason kicks him again, this time in the face. Vaughn flaps over on his side. Jason turns to his brothers.

JASON  
Have at it.

The Aryans throw themselves at Vaughn. Punches and kicks rain down on him from everywhere, an ass whooping so brutal and relentless to make even the most hardened inmates queasy.

DeShawn squirms - damn! - as punch after punch rams Vaughn.

Nixon stares on like a man who's just had his heart ripped out.

JASON  
Okay, all right, that's enough.

The Aryans back off Vaughn.

JASON  
Don't wanna spoil the fun. Pick his sorry ass up.

A couple of Aryans grab a hold of Vaughn, straighten him up.

His face bruised and bloody, Vaughn struggles to breath, limp in their grasp.

JASON  
I won't lie to you, little piggy,  
I'm gonna kill ya. And then I'm  
gonna kill ya again.

He spits Vaughn in the face. Vaughn barely notices.

JASON  
Put him with his old man.

The Aryans haul him away.

The other prisoners break up but Nixon and DeShawn stand rooted to the spot, staring at the pool of Vaughn's blood on the ground.

DESHAWN  
Man, tis' messed up. Five-oh?

Nixon just stands there like a statue - then heads off without a word.

DESHAWN  
Yo, Nix. Where' ya going, dawg?

**EXT. SECURE HOUSING UNIT - INSIDE THE FENCE - CONTINUOUS**

Several hundred Zombies now crowd the barren ground. They press against the fence, their faces flat against the wire netting.

The metal MOANS, bends - gives.

**INT. PELICAN BAY - D BLOCK - MOMENTS LATER**

The Aryans drag Vaughn through the cell block, the man barely able to walk on his own.

They reach --

**TRANSITIONAL HOUSING UNIT - CONTINUOUS**

-- and throw his ass inside. The door SLAMS shut behind him, locks.

Vaughn hits the floor, rolls onto his back, GROANS out in pain. He runs a sleeve across his face, wipes away most of the blood.

LUTHER (O.S.)

A cop, huh?

Vaughn gets to an elbow, sees Luther sitting with his back against the wall.

LUTHER

Man, you must really hate me.

VAUGHN

You have no idea.

LUTHER

I mean, being a cop is one thing, going undercover in here for nearly two years just to nail your old man? That's cold, son.

VAUGHN

Don't fucking call me that!

LUTHER

Well, you are. No denying that.

VAUGHN

I'm not your son. You're not my father. You're just some piece of shit asshole mom ran into.

Vaughn struggles to his feet, searches around the place for a way out.

LUTHER  
How is your mother?

VAUGHN  
Dead.

LUTHER  
Hell, I'm sorry. Maggie was all right.

VAUGHN  
Shut up! We're not doing this, okay? We're not having a fucking moment here. You mean nothing to me, understand?

LUTHER  
(chuckles)  
Yeah, I can see that.

VAUGHN  
Fuck you!

LUTHER  
Get in line.

He looks down at the end of the narrow aisle, down at the last cell. A pair of decaying arms grope out through the bars, MOANS emanate from the cell - Ben and Jerry.

VAUGHN  
Poetic justice if you ask me.

LUTHER  
Yeah, 'cause that was gonna be my next question.

Vaughn finds a door, grabs the handle, gives it a good shake - locked.

VAUGHN  
You and your certifiable brothers.

LUTHER  
You done?

VAUGHN  
Yeah. I got nothing more to say to you.

LUTHER

Good, then maybe you can shut up  
and listen.

Vaughn stops.

LUTHER

What do you think I was doing all  
this time? Playing you? I was  
keeping your ass alive.

VAUGHN

Aw, please.

LUTHER

The brothers, they had it in for  
you from day one. They wanted  
blood, so I gave them blood. Just  
not yours.

VAUGHN

Gee, how fucking noble of you.

LUTHER

You still got a couple of friends  
left, don't you?

Vaughn shakes his head.

LUTHER

Hey, I did what any father in my  
place would've done.

Vaughn storms toward Luther, picks him up by the shirt, slams  
him against the wall.

VAUGHN

Are you even listening to yourself?

Luther shoves Vaughn away. Pissed off, Vaughn throws a punch  
that connects right on the chin. Luther takes it without  
blinking.

Vaughn swings another punch but Luther's ready this time,  
ducks under it, nails Vaughn with two crippling body shots  
and an uppercut. Vaughn drops to his knees, coughs up blood,  
dizzy as hell.

Luther grabs Vaughn by the hair, jerks his head back.

LUTHER

Son or no son, don't you ever lay a  
hand on me again.

He raises his fist, ready to strike when:

CLANG

Both of them look up. All the cell doors glide open, including Ben and Jerry's.

**INT. PELICAN BAY - GUARD TOWER - CONTINUOUS**

DeShawn rips open a pack of condoms, rolls one of them out, holds it up by the opening.

NIXON  
Hold it still.

Nixon picks up a one-gallon jerrycan marked "KEROSENE" from the floor and gently pours in the liquid until a bubble by the size of a fist forms.

NIXON  
There.

DeShawn ties a knot just above the bubble, puts it down on the floor next to nine other "condom bombs". Nixon places the jerrycan next to them, squirms, massages his wounded shoulder.

DESHAWN  
How's that holding up?

NIXON  
(ignoring the question)  
So, you hold the condom by the opening, dip the bubble in kerosene, light it and throw it. Got it?

DESHAWN  
Yeah.

NIXON  
I mean it. No dicking around here. Once you light it, you've got about three seconds before the fire eats through the rubber. Trust me, you do not wanna be holding it when that happens.

DESHAWN  
I got it, a'ight?

NIXON  
Good. Give me in a minute?

DESHAWN  
(puzzled)  
Sure.

DeShawn gets to his feet, heads for the door - stops.

DESHAWN  
Yo, dat thing with Vaughn...  
(shrugs)  
...I mean, that shit don't really  
change anything in my book. Just  
saying, ya know?

Nixon doesn't even look at him.

NIXON  
See you in a minute.

DeShawn looks at the old man, then heads out of the door.

Nixon sighs, runs a hand across his tired face. He casts a  
glance over his shoulder at Vaughn's cot, spots his notebook.

He picks it up, leafs through it.

VAUGHN (V.O.)  
Day two. Nixon almost bought it  
today. Two guards got the jump on  
us down in the mess hall. They  
must've turned Zombies over night  
'cause the weren't like that  
yesterday. Anyway, I managed to  
put one of 'em down, Jesse got the  
other one. I would hate if  
something happens to the old guy.  
The way he's always talking about  
his grandson...I don't know,  
compared with what I've got, I  
think this old geezer, in a  
different time, different place, I  
think this guy would've made an all  
right father.

He closes the book as his eyes moist up.

NIXON  
Motherfucker.

He makes a decision, storms for the door.

**INT. PELICAN BAY - TRANSITIONAL HOUSING UNIT - CONTINUOUS**

Ben lurches along the narrow aisle on his right leg while dragging his left and twisted leg behind him. He lets out a hoarse GROAN, like the wind is blocked in his throat, his yellowish eyes roll up and down.

Jerry follows behind on wobbly feet. Severely decayed skin covers his face and arms. Both bloated. Both hungry.

Vaughn and Luther stand at the end of the aisle, watching as the two Zombies stagger toward them.

Vaughn limps off to the side, opens up a little space between himself and Luther. The Zombies' heads turn in his direction.

Vaughn looks down at his blood smeared shirt.

A faint smirk crosses Luther's lips - and sneaks off to the other side.

Vaughn pries his bloody shirt off, balls it up and throws it over the Zombies, into an open cell.

Ben and Jerry stop, turn toward the cell - then back at Vaughn.

VAUGHN

Shit.

The Zombies wobble closer, agitated now.

Luther presses himself against the wall - Jerry spots him, goes for him but Luther quickly dives past him, scuttles toward the other end of the aisle, slips into an open cell.

Vaughn backtracks, cut off by the approaching Ghouls. His back bumps against the wall - out of room.

**D BLOCK - CONTINUOUS**

All empty save the two Aryan thugs guarding the door to the Transitional Housing Unit.

DESHAWN

peeks around a corner, spots the two thugs shooting the breeze - tough guy style.

He ducks back around the corner where Nixon hands him a dripping "condom bomb".

DeShawn gently grabs hold of it by the opening, nods to Nixon. The old man flips a lighter, a flame blossoms to life, ignites the condom.

DeShawn jerks around the corner and hurls the "bomb" at the thugs. It cuts through the air like a ball of flames. The two Aryans look up just in time to see it go:

POOMPH

The "bomb" explodes right in front of them. Liquid fire rains down, ignites their clothes, sets them ablaze.

Screams fill the cell block as they thrash about, unable to quench the flames.

DeShawn speeds toward them with Nixon on his heels. They sidestep the two human torches, reach the door.

#### **TRANSITIONAL HOUSING UNIT - CONTINUOUS**

Ben snaps at Vaughn. He throws himself to the side, comes back with a kick to the Zombie's groin.

Zero effect.

Jerry clutches Vaughn from behind, pulls him toward his exposed teeth. Vaughn lodges his arm between his exposed neck and the Zombie's gaping mouth, barely able to hold it off.

Ben comes at him with clawing hands, a nail grazes his cheek.

Vaughn jabs out his free arm, grabs a hold of Ben's sinewy throat, keeps him off. The Zombie locks its rotting hands around Vaughn's arm, squeezes hard.

Vaughn SCREAMS out in pain. His arm trembles as his strength fades, Ben and Jerry's teeth move closer when:

CHOP

Ben's head disappears off its shoulders.

HACK

Jerry's skull splits in two.

Both Zombies slump to the ground. Vaughn, out of breath, looks up at Nixon and DeShawn with their dripping machetes.

He weaves on his feet, clearly hurt.

DESHAWN  
 Homie, you all right?

Vaughn sags to his knees.

**EXT. FOREST - CONTINUOUS**

The lead helicopter ROARS its way through the night. With its side doors open, it cuts a straight line across the forest below.

Two more helicopters follow right in its wake.

**INT. UH-1N HUEY (MOVING) - CONTINUOUS**

The cabin trembles from the vibration of the churning rotor blades. Zoe sits in her seat, eyes vacant, a hand clutched around her necklace.

Next to her sits the **GUNNER (20s)**, hands ready on the side-mounted GAU-2/A Gattling MINIGUN, mumbling, psyching himself up.

The **PILOT (40s)** checks his GPS readout.

PILOT  
 Five minutes.

RYDER  
 All right, listen up. Infestation should be minimal but expect heavy resistance from the indigenous. This is gonna be our new home, people, so check your fire.

**INT. PELICAN BAY - TRANSITIONAL HOUSING UNIT - CONTINUOUS**

DeShawn and Nixon pick up Vaughn off the floor. Vaughn coughs, grimaces, puts a hand on his ribs. Nixon and DeShawn exchange worried glances.

DESHAWN  
 He's hurt bad, dawg.

VAUGHN  
 I'm all right.

He coughs again, nearly passes out.

NIXON  
 Let's get him outta here.

They head for the exit, almost through the door when:

LUTHER (O.S.)  
How is he?

They spin around, face Luther - out from his hiding place.

NIXON  
What d'you care?

LUTHER  
Why do you?

The two old men stare each other down.

DESHAWN  
Look, Imma take Vaughn on outta  
here if y'all need some time alone.

LUTHER  
(to Nixon)  
Why is the nigger talking?

DeShawn lets go of Vaughn who slumps to his ass next to the smoldering corpse of one of the Aryan thugs. Vaughn comes to, winces at the smoking corpse, spots a handgun sticking out of its pants.

DeShawn starts toward Luther but Nixon holds him back.

DESHAWN  
Fool, you best knock dat shit right  
outta yo mouth or Imma bus' a cap  
yo punk ass.

LUTHER  
Please, don't embarrass yourself,  
boy.

DeShawn takes a step forward.

NIXON  
Don't.

DESHAWN  
(holds up the machete)  
Get realistic here, uncle cracker,  
I got the steel. You ain't got  
shit.

LUTHER  
You could have five of those and  
wouldn't make a damn difference.  
(MORE)

LUTHER (CONT'D)

So do yourself a favor, shut your  
monkey mouth and climb the fuck  
back up in that tree you came from.

Fueled by pride, DeShawn dashes at Luther with the machete raised. He swings it wildly but Luther sidesteps, grabs DeShawn's arm, flips him around and belts him in the face.

DeShawn folds like an accordion, hits the floor. Luther twists the machete from his hand.

Vaughn reacts instinctively, grabs the gun from the corpse.

He clenches his eyes shut as the hot steel sizzles in his hand. He sucks it up, aims the gun at Luther who raises the machete, ready to put DeShawn out of his misery.

VAUGHN

Freeze!

Luther stops, nearly chuckles.

LUTHER

Freeze? Are you kidding?

VAUGHN

I mean it.

And from the determined look in his eyes, Luther realizes that, yeah, he does.

LUTHER

You'd pick a nigger over your own  
race? Over your own blood?!

VAUGHN

Don't you get that I'm not like  
you? That I'll never be like you?

LUTHER

So be it.

He swings the blade at DeShawn --

BLAM BLAM BLAM BLAM BLAM

-- and dies.

**EXT. PELICAN BAY - YARD - CONTINUOUS**

Inmates mill about in the yard, busy setting up makeshift fortifications.

Jason shouts out order, stops as he hear a RUMBLE build in the night.

JASON  
Kill the lights.

An Aryan soldier waves his arms over his head to another Aryan standing at the entrance to the main complex. A few seconds later, all lights go out - bathing everything in utter blackness.

The RUMBLE builds, helicopter silhouettes form on the sky.

JASON  
Get ready!

WHOOOP-WHOOOP-WHOOOP-WHOOOP

The helicopters swoop in over the prison facility, circle above in a wide cover formation.

**INT. UH-1N HUEY (MOVING) - CONTINUOUS**

Ryder looks over the Gunner's shoulder down at the pitch black prison yard.

RYDER  
You've got 'em?

The Gunner pulls down a pair of THERMAL GOGGLES in front of his eyes.

**POV - THROUGH THERMAL GOGGLES**

The structures stand out in light shades of grey against the nearly black surroundings.

White blobs - human figures - dart across the prison yard.

**BACK TO SCENE**

The Gunner chuckles.

GUNNER  
Oh, yeah. I've got 'em.

RYDER  
Light 'em up.

BRAKAKAKAKAKAKAKAKAKAKAKAKAKA

The night lights up as the Minigun unleashes a perpetual rain of deadly hellfire at fifty rounds per second.

**EXT. PELICAN BAY - YARD - CONTINUOUS**

The .30 caliber rounds tear across the ground, cut through surprised prisoners. Their bodies FLAIL about like ragdolls, blood EXPLODES from multiple fuming exit wounds.

An Aryan manages to squeeze off two shots from his Benelli before the Minigun literally cuts him in half.

People bolt for cover but the Minigun is relentless, firing over three thousand rounds in a minute. The remaining two helicopters circle with mercenaries firing from the open doors.

Vaughn and his two friends screech to a halt as they stumble out into the yard. Their eyes go wide at the sight of the destruction. The Minigun sweeps a salvo just past them.

They sprint for cover, bullets ricochet off the ground as bolt head for the nearest guard tower.

**BASE OF THE GUARD TOWER - CONTINUOUS**

They slam against the wall, rush up the stairs, taking the steps three at a time.

**INT. PELICAN BAY - GUARD TOWER - CONTINUOUS**

DeShawn flings the door open, helps the two other men inside. Vaughn topples to the floor, coughs up more blood.

NIXON

Get it.

DeShawn scoops up the "condom bombs" and the jerrycan from the corner, straightens just in time to see the Gunner aboard the Huey take aim at him.

DESHAWN

SHIT!

He throws himself to the floor, pulls Nixon with him.

BRAKAKAKAKAKAKAKAKAKA

The glass splinters around them, shrapnel of all shapes and sizes fly across the room.

**INT. UH-1N HUEY (MOVING) - CONTINUOUS**

The Gunner cackles as he lets the Minigun spray the guard tower, totally enjoying himself. Ryder grabs him hard, pulls him off the gun.

RYDER  
Not the structures.

GUNNER  
But there were --

RYDER  
Shut up!

He turns to the pilot but not before catching a glimpse of Zoe's disapproving frown.

RYDER  
(to pilot)  
Take us in.

**INT. PELICAN BAY - GUARD TOWER - CONTINUOUS**

DeShawn sticks his head up over the massacred window frame, sees the helicopter bank left and chop its way toward the main complex.

**EXT. PELICAN BAY - MAIN COMPLEX - CONTINUOUS**

The three helicopters hover above the main complex. Ropes drop from the helicopters and mercenaries fast rope to the --

**EXT. PELICAN BAY - MAIN COMPLEX - ROOF - CONTINUOUS**

They fan out, firing their weapons down at the yard. One finds an access hatch, swings it open, disappears into the building

Zoe lands on the roof, looks around, heads for the nearby ledge. Ryder shoves her in the back, almost knocks her over.

RYDER  
Set up sniping position.

He heads for the access hatch and makes entry.

A shotgun BLAST ricochets off the ledge right next to Zoe. She drops to a prone posture, flings her rifle's bipod in place, scans the yard through her scope.

**POV - TROUGH SNIPER SCOPE**

Inmates run around in the yard, some firing weapons in the air in a harmless attempt to bring down the helicopters.

The Minigun opens up somewhere above and cuts the prisoners down.

Zoe shifts target, focuses on a mangled guard tower at the far end. DeShawn pops up behind the window frame. Then Vaughn. Then Nixon. The crosshairs center on Vaughn's bruised face.

**BACK TO SCENE**

Zoe's finger curls around the trigger, tightens - stops. She shakes her head, takes her finger off the trigger.

**I/E. PELICAN BAY - GUARD TOWER - CONTINUOUS**

Both Vaughn and DeShawn hold a "condom bomb" in their hands. Nixon douses the "bombs" with kerosene from the jerrycan.

They duck down as a Huey circles past the tower, goes into hover mode not even twenty feet away from them.

Nixon flings out his lighter, lights the "bombs". DeShawn and Vaughn jump to their feet and hurl the "bombs" at the Huey.

The Gunner sees them, twist the Minigun around but too late.

The first "bomb" explodes right in his face, the next sets the cabin ablaze. The Pilot jerks his controls as flames engulf him.

The Huey spin out of control, careen sideways through the air before it

-- SLAMS nose first into the ground. The burning wreckage roll across the ground with the rotor blades still chopping away when it

-- CRASHES through the fence, slicing it to shreds, tearing it wide open.

The three men CHEER wildly when suddenly the light from the burning wreck reveals:

SEVERAL HUNDRED ZOMBIES GATHERED OUTSIDE THE BROKEN FENCE

The cheers abruptly die.

**EXT. PELICAN BAY - YARD - CONTINUOUS**

Zombies swarm through the destroyed fence like a tidal wave.

Inmates stare on in disbelief at the incoming horde, some quickly change target, open fire on the ghouls, others back toward the main complex, completely fear stricken.

One of them trips, falls flat across the ground. No one helps him. Zombies swarm over him. His screams fill the yard.

**INT. PELICAN BAY - C BLOCK - CONTINUOUS**

Ryder waves his men forward. Beams from weapon-mounted flashlights dance across the walls as the men move through the cellblock with military efficiency.

They round a corner and --

KA-BLAMO

A shotgun BLAST hits one of Ryder's men in the chest, lifts him off his feet and slams him against the wall.

Jason's people open up on the intruders. The mercenaries return fire.

The gunfire lights up the cellblock like a strobe light, blinding and confusing amidst the cacophony of earsplitting noise.

Jason storms along the cells, bullets bounce off the bars behind him. He fires left and right, takes down a mercenary, ducks into a cell and reloads the shotgun.

The mercenaries spread out, lay down a barrage of cover fire and slowly - but steadily - gain the upper hand on the poorly conditioned inmates.

Ryder raises his MP5 submachine gun, lines up a shot through the reticule, picks off an Aryan with a three-round burst.

The Aryans back up, fall back toward the exit. Jason leans out of the cell, fires wildly.

JASON

You fucking cowards! Get back here!

A round tears through his thigh, drops him to his knee. He grits his teeth, pulls himself to his feet.

Two Aryans reach the exit, backing up while firing when:

ZOMBIES

claw into them. One bites down on a jugular, tears it open. The Aryan goes down screaming with blood jetting from the exposed vein.

Four other Zombies muscle the second Aryan to the ground, gnawing his face apart.

The mercenaries and the inmates all jerk around to face the dozens upon dozens of Zombies spilling into the cell block.

Everybody opens fire on the Zombies but for everyone that goes down, three new take their place.

The relentless wave of Zombies quickly crumble the line of defense as the resolve withers.

RYDER

Fall back!

The desperate men fight past each other to get out. It's every man for himself. Chaos. Humanity at its worst.

Ryder, backed up by two steadfast mercenaries, retreats toward a corridor, looks back in disbelief at the slaughter as Zombies cut into mercenaries and inmates with inhuman ferocity.

RYDER

It's over.

MERCENARY

Let's go, sir.

The run into the corridor.

#### **I/E. PELICAN BAY - GUARD TOWER - CONTINUOUS**

The three men watch as Zombies spread across the yard, some of them dangerously close to the tower.

VAUGHN

We're gonna get swamped here.

DeShawn kicks the holed door open, looks down the metal steps, spots Zombies closing in on the base of the staircase.

One of them wobbles up the steps on shaky legs. Two more follow with another twenty behind them.

DESHAWN  
They're coming.

Nixon grabs machetes from the floor, passes them out to Vaughn and DeShawn, gives both men a hard look.

NIXON  
If this is it then, um, you know.  
You know?

Vaughn finds a chuckle somewhere inside of him.

VAUGHN  
It's been great knowing you too.

DESHAWN  
Yeah.

They head out onto the landing.

**INT. PELICAN BAY - C BLOCK - CORRIDOR - CONTINUOUS**

Jason limps down a dark corridor. SCREAMS and GROWLS echo through the passage from behind. He moves on, constantly checking behind him when --

-- he trips.

He crashes against the floor, grabs his wounded leg, MOANS in pain. He lets his hands search the floor. They find something, one of the mercenary's MP5.

Jason grabs it, flicks on the flash light.

A HEADLESS CORPSE LIES NEXT TO HIM.

He backs up in disgust, claws himself back onto his feet, continues down the corridor. He reaches a corner, shines the light around the bend.

TWO ZOMBIES

munching on an inmate, spin around like rabbits caught in headlights, pieces of meat dangle from their jaws

Jason brings up his weapon, the Zombies HISS and attack, he opens fire.

Jason fires burst after burst into the attackers, brown goo explodes from their already dead bodies.

But he misses the heads. They keep coming.

He backs away firing. One slug finally blows one of the Zombies's skull apart but the other one is right on top of him.

They clash, Jason using his superior strength to hold off the attacker. He melees the ghoul, slams the butt of his weapon into the face of the Zombie.

The Undead, however, takes it without missing a beat. It lashes out at Jason, scrapes his nails across his face.

Jason, pissed off, wraps his hands around the Zombie's throat, wrestles him to the ground, squeezes like there's no tomorrow.

The Zombie thrashes about wildly in his grip, biting and clawing.

JASON  
DIE YOU PIECE OF SHIT!

He rams the Zombie's skull into the ground. Again and again until the cranium splits open with a nauseating wet CRUNCH.

Blood and brain matter sputter across the floor and the Zombie finally goes limp. Jason raises his bulging arms and lets out a triumphant yell.

A ZOMBIE

jumps him from behind and bites down on his neck. The teeth sink into the flesh, Jason screams out in pain.

The big man reaches around, grabs a hold of the Zombie, pulls him off - the teeth gnaw off a chunk of his flesh. Blood jets from the wound. Jason yells out in pure rage, bites down on the Zombie's jugular.

JASON  
IS THAT WHAT YOU WANT?!

He tears a lump of rotting flesh from the Zombie's throat with his teeth.

JASON  
IS IT?!

Completely out of control, he chumps down again, tearing the ghoul apart. The big man throws his head back, whipping blood and flesh with it.

GROWL

Jason spins around and sees a mob of Zombies swarming toward him. He gets to his feet, faces the oncoming mob, spreads out his arms in a challenge.

JASON  
COME ON!

He storms toward the mob.

**I/E. PELICAN BAY - GUARD TOWER - CONTINUOUS**

DeShawn swings his machete. It SLAMS into the nearest Zombie's skull, cracks it wide-open.

Vaughn and Nixon follow suit, chopping and cutting away at the seemingly endless stream of Zombies that push themselves up the steps.

The sheer numbers of the mob drive the three men back up the steps. Nixon chops the head of a female Zombie, takes a step back --

-- stumbles.

Another Zombie grabs onto him, pulls him closer, ready to bite when:

BLAM

Its head explodes.

Confused, Vaughn looks up, sees a muzzle flare on the roof of the main complex about a hundred yards away.

BLAM

Another Zombie drops. And another.

**EXT. PELICAN BAY - MAIN COMPLEX - ROOF - CONTINUOUS**

Zoe squeezes off another round, shifts target, fires again.

WHAM

The access hatch behind her flies open. Ryder and his two remaining mercenaries stumble out onto the roof, firing their weapon back down through the opening.

The two mercenaries slams the hatch shut, guards it while Ryder crosses the roof.

RYDER  
We're evac'ing.

ZOE  
Where to?

Ryder meets her cold stare.

RYDER  
We'll find a place.  
(into walkie-talkie)  
Get down here.

The two remaining helicopters descent toward the roof. Zoe squeezes the trigger again.

Ryder looks up surprised, spots the three men fighting for their lives on the steps to the tower.

RYDER  
Conserve your ammo, Zoe.

She fires again.

RYDER  
Conserve you fucking --

THUMP

The access hatch shakes on its hinges, pounded from the inside.

MERCENARY  
They're coming.

RYDER  
(into walkie-talkie)  
Get the fuck down here!

The two helicopters gently set down on the roof. Ryder heads for the first one.

RYDER  
Let's go! Let's go!

Zoe takes aim again.

**POV - TROUGH SNIPER SCOPE**

She locks the crosshairs on a Zombie.

BLAM

Its skull comes apart - showers the wall next to it. Vaughn pulls Nixon and DeShawn back toward the door to the tower as the Zombies overrun them.

They escape inside, forces the door shut as a myriad of hands claw at them.

CLICK

### BACK TO SCENE

Zoe stares down at her rifle - empty.

RYDER  
Dammit, Zoe, let's go!

She ignores him, grabs her sidearm, takes aim down the sight, pops off a shot.

The mercenaries back away from the hatch as it takes another hard blow from the inside.

MERCENARY  
It's not gonna hold.

RYDER  
We're leaving.

Zoe spins around, runs for the chopper - then proceeds past it toward the other helicopter. She jerks the pilot's door open, trains her gun at him.

ZOE  
Get out.

PILOT  
Zoe, what the hell are --

ZOE  
Get out!

She reaches inside and yanks him out his seat. He hits the roof, rolls around as Zoe climbs aboard.

Ryder watches from through the window of the other helicopter. His brow creases in anger.

RYDER  
Bitch.

WHAM

The access hatch blows open, Zombies pour out on the roof top.

The mercenaries fall back, runs for the chopper but the Zombies are already all over them.

The first Huey takes to the air and leaves the massacre below it.

**I/E. ZOE'S UH-1N HUEY - CONTINUOUS**

Zoe jerks the controls like a seasoned pilot, applies thrust, pulls the collective.

The helicopter lifts off when:

Zombies throw themselves against its side, clawing their bloody hands at the windows.

The window shatters, hands reach inside the cabin, grab a firm hold of Zoe's hair.

ZOE

NO!

She twists the control hard to the left.

As the helicopter turns on its axis, the tail rotor chops and slices through the horde of Zombies in a spray of blood and gore. Zoe jerks free of the hands, pulls the collective back.

The Huey's nose pitches downward and the Aircraft chops its way toward --

**I/E. PELICAN BAY - GUARD TOWER - CONTINUOUS**

Nixon and DeShawn block the door with their weight while arms wiggle their way through the holes, clawing, scratching.

DESHAWN

If any of y'all got a bright idea,  
then speak the hell up.

Vaughn slices his machete through one of the arms sticking through the door. The sound of the helicopter approaches.

VAUGHN

Shit, it's coming back.

The helicopter swings around, goes into hover mode right outside the window.

Vaughn squints at the pilot - unsure at what's going on.

Zoe waves at him toward the helicopter.

ZOE

Come on!

Vaughn turns to the others.

VAUGHN

We've got a Goddamn ride!

NIXON

What are you waiting for? Get your  
ass on it.

Vaughn climbs the pane. The hurling winds tear at his clothes as he straightens. The helicopter's skid dangles a mere six feet from him. He takes a deep breath.

And jumps.

Vaughn lands with one foot on the skid, the other one slips.

His chest slams against the side of the Huey. He loses his footing, claws for support, doesn't find it, glides through the air toward the waiting ocean of Zombies below --

-- reaches out and grabs the skid.

Vaughn SCREAMS out in pain as his whole weight jerks through his hand.

DESHAWN

Vaughn!

NIXON

Go help him!

DESHAWN

What about the --

NIXON

Go!

DeShawn leaps onto the window pane. While Nixon struggles to keep the Zombies at bay, he elegantly leaps onto the chopper.

Vaughn's fingers struggle to hold on. They slide off the skid one by one until --

-- DeShawn latches onto his wrist, pulls him halfway up. Vaughn gets a knee on the skid, climbs the rest of the way into the --

**INT. ZOE'S UH-1N HUEY - CONTINUOUS**

Zoe glances over her shoulder.

ZOE  
 (shouting over the engine  
 noise)  
 You all right?

Vaughn meets her stare

VAUGHN  
 Sorta.

DeShawn turns to Nixon.

DESHAWN  
 Yo, homie, let's go.

**INTERCUT BETWEEN HELICOPTER AND GUARD TOWER**

Nixon takes a small step away from the door. Hands immediately claw at him. He shoulders the door back shut.

VAUGHN  
 Nix, come on!

The two men look eyes, separated by only a few yards - it might as well have been miles.

The Zombies pry the door open an inch. Nixon digs his heels in, blocks the door, looks back up at Vaughn.

VAUGHN  
 You can make it, partner. You've gotta make it.

DESHAWN  
 Yeah, man. Just run for it.

Nixon smiles.

NIXON  
 How many times I've gotta tell ya?  
 I don't run from a Goddamn thing.

He steps away from the door. It flies open, Zombies storm inside, swamp Nixon.

The old man disappears, absorbed by the mob.

VAUGHN  
 NOOOOOOOOOO!

**I/E. ZOE'S UH-1N HUEY (MOVING) - CONTINUOUS**

DeShawn looks away.

Vaughn runs a hand across his weathered face, sinks back against the floor of the cabin.

Zoe takes the helicopter up, away from the guard tower.

Vaughn and DeShawn give the tower a final look.

DESHAWN

That crazy ol' mother.

ZOE

I'm sorry about your friend.

VAUGHN

Thanks.

Zoe nods, steers the Aircraft toward the forest, opens up on the throttle. The two men allow themselves a breather.

The helicopter reaches its cruising speed, chops a straight path across the tree tops when:

RYDER'S HUEY DROPS DOWN BEHIND IT.

**I/E. RYDER'S UH-1N HUEY (MOVING) - CONTINUOUS**

Ryder slips in behind the Minigun, flips the switch. A red light blinks on its instrument panel.

RYDER

Dammit.

He slams a new magazine in his MP5, crouches by the cabin opening. He taps the pilot on the shoulder, points to Zoe's Huey.

RYDER

Take us along side it. Gently.

The helicopter maneuvers closer to the other Huey, coming in on its left at an elevated angle - right in Zoe's blind spot.

**I/E. ZOE'S UH-1N HUEY (MOVING) - CONTINUOUS**

Vaughn manages to push himself up in a sitting position, nurses his bruised chest, winces in pain.

DESHAWN  
You look like shit, dawg.

VAUGHN  
At least I've got great hair,  
right?

DESHAWN  
Yeah, whatever. Know who you  
remind me of?

VAUGHN  
Who?

DESHAWN  
That guy from --

SPLASH

A round tears right through DeShawn's skull and sprays  
Vaughn's face with blood and brains.

VAUGHN  
No! No! No!

DeShawn's body sags to the floor.

ZOE  
Hang on!

Zoe puts the huey in a spiraling dive toward the forest.

Vaughn grips a hold onto the side of the Aircraft while the  
centrifugal forces yank DeShawn's body out through the open  
doors.

RATATATATATA

Bullets bounce off the hull as Ryder opens fire again.

Zoe's helicopter races toward the tree tops, a crash imminent  
when Zoe yanks it out of the dive, pulls the nose up and rips  
it through a nearly ninety-degree bank.

ZOE  
Get on the Minigun!

Vaughn slides in next to the gun, looks down at the controls -  
buttons and switches.

VAUGHN  
Uh...

He throws a switch, presses a button. Nothing happens.



**INT. UH-1N HUEY (MOVING) - CONTINUOUS**

Vaughn, bleeding, bruised and battered, takes a deep breath, twists his way into the cockpit, slumps to the seat next to Zoe.

She looks at him, concerned.

ZOE  
There's a first aid kit under your seat.

VAUGHN  
Thanks.

He pulls open the kit, gets out a roll of gauze, coils it around his wounded arm.

VAUGHN  
Not sure why you did what you did but thanks. For everything.

ZOE  
Well, you looked like you would have done the same.

Vaughn accepts this with a nod.

ZOE  
But, um, just out of curiosity...

She hesitates.

VAUGHN  
What was I in jail for?

Zoe nods.

VAUGHN  
For being my father's son.

Zoe shoots him a questioning look.

VAUGHN  
Long story.

Vaughn looks down at her hand, sees the white knuckles as the hand twists around the throttle and applies more power.

VAUGHN  
We late for something?

ZOE  
Let's hope not.

**EXT. CONTAINER SHIP - DECK - NIGHT**

The people, SCREAMING and YELLING, run for anything that will provide even the illusion of cover as the gigantic SHIPPING FREIGHTER slowly - but steadily - glides toward the ship.

A man, ARMANI SUIT, leaps off the railing and --

**UNDERWATER**

-- plunges into the water. He twirls around, dragged down by his clothes, kicks toward the surface when HANDS grab him by the ankles, yank him down.

Zombies, gathered on the bottom, claw at him. He SCREAMS, bubbles spurt out of his mouth as the Zombies bite down.

**BACK ON THE CONTAINER SHIP**

People back away from the railing, freaked out by the churning red water below them.

Josie stands alone by a crate, scared and crying. She watches as panicked people run back and forth when:

-- her aunt scoops her up in her arms, runs along the deck, cuts her way through the crowd, reaches a flight of stairs where

-- Berkeley runs into them, knocks them down, shoves them out of the way, sprints up the steps, reaches the door to the bridge, throws it open just as

-- Claudia, hand in hand with her daughter, runs up behind him.

CLAUDIA

What do we do?

Berkeley puts a hand in her face, shoves her out of the way, throws himself inside the bridge and slams the door shut right in front of her.

CLAUDIA

Berkeley, you bastard!

MARIA

Mom!

The shipping freighter glides closer, its enormous bow blocks out the starlit night sky.

Darkness falls upon the container ship. And then it hits.

KWAAAAUNNNNG

The bow of the freighter plows into the container ship, metal SCREECHES against metal. The deck jerks underneath their feet, the side of the ship SLAMS against the berth.

It keels over, toward the Zombie-infested pier.

Containers slide out of position, shoot across the deck. A MAN wobbles along the sloped deck, slips, slides, looks up, sees the container aiming right him.

A SCREAM barely makes it out of his throat before the container CRUSHES him.

The freighter continues, slices through the smaller ship like a warm knife through butter. Bolts snap, shoot through the air, metal YAWNS, breaks.

The container ship tears a chunk off the pier, people roll across the deck, bounce off the railing and land in the waiting hands of the Zombies.

Josie clings to the set of stairs as the ship rolls more and more on its side. Her aunt struggles to hold on to the base of the staircase.

AUNT

Just hold on, Josie!

She reaches up, tries to push Josie to a safer position when a falling WOMAN hits her, knocks her screaming over the side of the ship.

Zombies pour in over the railing just as the freighter grinds to a halt. It wobbles a bit, nearly embedded in the container ship, then it glides backward.

The container ship rolls back upright, scoops hundreds of Zombies with it. Water blasts all around the ship as it slams back in its place.

It rocks back and forth. Comes to a stop. Silence.

The surviving people look up.

Then the ship TREMBLES, lurches forward, then downward.

Water spill into the massive hole in its side. The extra weight pulls the ship further down in the water, accelerating the sinking process.

Survivors cry out for help and rescue. Instead they're met with hungry MOANS as hundreds of Zombie wobble to their feet and stagger toward them.

**EXT. PIER - CONTINUOUS**

Zoe's helicopter THUNDERS in over the pier, arcs around the two ships.

**I/E. UH-1N HUEY (MOVING) - CONTINUOUS**

Zoe looks down with dread at the horror below. She steers the Huey closer to the deck while her eyes do a quick scan.

Water spill in over the ship's railing, the bow already partially submerged.

VAUGHN  
(points)  
Is that her?

Zoe spots Josie on the set of stairs leading up to the bridge.

Survivors, chased by the horde of Zombies, dart past her, everyone oblivious to the scared little girl.

VAUGHN  
Can you set it down?

Zoe moves the chopper around the deck but doesn't find a suitable spot to land on.

ZOE  
No.

VAUGHN  
Then get me closer.

**INT. CONTAINER SHIP - BRIDGE - CONTINUOUS**

Alone and scared, Berkeley watches the helicopter cross the deck and climb over the bridge. People BANG and KICK the door from the outside.

**I/E. UH-1N HUEY (MOVING) - CONTINUOUS**

The helicopter glides closer to the roof of the bridge, hovers above it. Vaughn steps out onto the skid, jumps the ten feet down to the --

**EXT. CONTAINER SHIP - ROOF OF THE BRIDGE - CONTINUOUS**

-- rolls around, pushes himself back up. He heads for the edge of the roof, looks down at the growing mass of panicking survivors below him.

He spots Josie still clinging to the staircase, Zombies and water gaining on her fast. Vaughn grits his teeth. Jumps.

**EXT. CONTAINER SHIP - DECK - CONTINUOUS**

He slams into the survivors, knocks a few of them down and out, nearly himself as well. Vaughn claws his way through the crowd but it's like paddling up-stream.

Hands bounce him from side to side, mouths YELL in his face from left and right. He shoves them out of his way, reaches the staircase, pushes his way down the steps, reaches Josie.

She SCREAMS at the sight of his bloody clothes and face.

VAUGHN

It's okay. I'm here to help.  
(points to the hovering  
Huey)  
Zoe's waiting for you.

JOSIE

Zoe?

VAUGHN

Come on.

He grabs her hand.

**INT. CONTAINER SHIP - BRIDGE - CONTINUOUS**

Berkeley rips a fire extinguisher from the wall, SMASHES it through the window overlooking the deck. He climbs the pane, sticks his head out of the window and --

**EXT. CONTAINER SHIP - ROOF OF THE BRIDGE - CONTINUOUS**

-- grabs onto the edge of the roof, pulls himself up.

**EXT. CONTAINER SHIP - DECK - CONTINUOUS**

Vaughn lands on the deck in ankle-deep water, Josie holding on to his neck.

A wave of sea water rolls across the deck, knocks down the Zombies, carry them toward Vaughn and Josie.

Vaughn runs as fast as he can in the deepening water. A Zombie rolls past him, knocks his legs away underneath him.

The both CRASH into the water, slide across the deck. Vaughn grabs hold of the side of a container but Josie continues her slide toward the nearly submerged railing.

**I/E. UH-1N HUEY (MOVING) - CONTINUOUS**

Zoe spots them on the deck, yanks the helicopter around. One of its skids gets just low enough for Berkeley to grab hold of it.

He dangles in mid air as the Huey swoops down toward the deck. He gets a leg around the skid, drags himself up, grabs the Minigun, pulls himself into the cabin.

**EXT. CONTAINER SHIP - DECK - CONTINUOUS**

Vaughn strokes his way through the water, gains on Josie who's now dangerously close to a group of Zombies.

She tries to paddle her way to safety but the Zombies are on her. One lifts her out of the water, exposes its brown teeth and --

WHACK

-- gets a taste of Vaughn's fist.

He pulls her from their grasp, clocks another one in the face, slides Josie onto his back and swims for the nearest container.

**I/E. UH-1N HUEY (MOVING) - CONTINUOUS**

Zoe gently steers the helicopter over the container as Vaughn and Josie make their way to it chased by swarming Zombies.

Vaughn pushes Josie up onto the container, pulls himself up and gets yanked back down by a Zombie.

ZOE

No.

She lowers the Huey, closer to Josie, almost within reach when Berkley grabs her from behind, pulls her from the pilot seat.

BERKELEY  
Get us out of here!

He reaches over Zoe, jerks the control. The helicopter swings sideways through air, spins out of control.

Zoe pushes him off her, gets the chopper under control but Berkeley is over her again. She swings her elbow, knocks him off balance, grabs the stick, pulls it left.

The Huey rolls on its side. Berkeley throws his hands around for support, doesn't find any.

His feet slip and he goes flying through the open doors.

**EXT. CONTAINER SHIP - DECK - CONTINUOUS**

He SPLASHES into the water-filled deck. He comes back up, gasps for air as:

CLAUDIA

grabs him, spins him around. He stares into her dead Zombie-eyes.

BERKELEY  
No. No. Please!

She bites down.

**ON THE CONTAINER**

Josie backs away from the sides as Zombies encircles her. Hands shoot out of the water, clawing for her.

A GROWLING Zombie pulls itself up on the container, grabs Josie's jammies, drags her toward its waiting teeth.

VAUGHN

surfaces, belts the Zombie in the head, jerks it off the container and pulls himself up.

He picks up Josie, waves at Zoe.

VAUGHN  
Come on!

The Huey swings into position, descends toward them.

Vaughn kicks off Zombies from the container but they keep coming from all sides. He lifts Josie into the air, holds her high enough for her to reach the skid.

Zombies crawl up on the container, clawing themselves toward Vaughn.

Josie clutches the skid but her wet hands slide off.

VAUGHN

Lower!

The Huey descends a bit more. Vaughn shoves Josie up on the skid just as:

TEETH

bites into his ankles.

Vaughn SCREAMS out in pain but musters up his final strength and nudges Josie into the cabin.

VAUGHN

GO!

**I/E. UH-1N HUEY (MOVING) - CONTINUOUS**

Zoe reaches over, pulls Josie into the seat next to her. She turns, stares down at Vaughn as the mob of Zombies engulf him.

JOSIE

Who was he?

Zoe takes a deep breath.

ZOE

A good one.

**EXT. UH-1N HUEY (MOVING) - CONTINUOUS**

The helicopter comes around, picks up speed and leaves the sinking ship behind, disappearing in the black night.

**EXT. RURAL COUNTRYSIDE - DAWN**

The sun peeks above the horizon and spreads its warm glow across a silent landscape of fields, forests and a --

UH-1N HUEY

-- deserted in a crop field, blood smears on its windows, pilot door open.

A line of trotted down crops lead from the helicopter to the nearby --

**EXT. FARM HOUSE - CONTINUOUS**

Worn, in need of a paint job but functional. Dark windows overlook an empty yard that slims into a driveway.

**INT. FARM HOUSE - CONTINUOUS**

A match sparkles to life, illuminates Zoe's anxious face.

Her shaking hand ferries the match to an ancient cast-iron wood-burning stove, where it kindles a crumbled up ball of newspaper that in turn ignites a slim wooden log.

The flames reveal a simple furnished room. Spartan but cozy.

Josie scoots closer to the stove, holds up her hands in front of the fire for warmth.

JOSIE

Are you sure the people who lives here won't mind?

Zoe goes to the window, stares out.

ZOE

Yes, I'm sure, honey.

She ejects the clip from her handgun, counts the bullets - only half full.

JOSIE

Are we gonna be safe here?

Zoe slips the clip back in, returns her stare to the outside.

JOSIE

Zoe?

ZOE

Don't worry. I'll keep you safe this time, Amy.

JOSIE

My name is Josie.

Zoe smiles.

**EXT. RURAL COUNTRYSIDE - CONTINUOUS**

Leaves sway back in forth in the wind. A lone RABBIT jumps through the grass, stops, picks at the straws.

A MOAN cuts through the silence.

The rabbit darts away as the foot of a Zombie lands right next to it.

The Zombie looks up with dead eyes, drool oozing from its open mouth. It locks its sight on the farm house, heads for it.

As it staggers forward, another Zombie joins it. Then another.

And a THOUSAND more behind them.

FADE TO BLACK

THE END