

UPWORLD  
by  
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## UPWORLD

FADE IN:

A GLEAMING GOLDEN SPIRE -- NIGHT

It sparkles like liquid fire.

WIDER

It's surrounded by similar spires, then cubes and gleaming glass rectangles. The City, glowing as if built from gold and diamonds. The City in the Sky.

It's massive, hundreds of miles across, thrusting up into the night sky, rivaling the thousands of stars above. It sits far above the surface of the earth -- a dark void below.

We move through the shining city, see the whizzing lights, hear the sparkling laughter, the hum of electric motors, pass the flying vehicles traveling down their streets.

UP AHEAD

The edge of the world, the end of the city. No fence, no sign, just the end of light and the beginning of darkness. We fall over the side.

FALLING

Through blackness, then we can make out structure. There are massive buttresses holding up the city. We fly down past one of them, down miles and miles, through clouds. No more twinkling stars. Now pouring rain covers this gray world beneath. This is the surface world, the grim opposite of Upworld.

THE WORLD BELOW -- NIGHT

The few lights are from ragged fires ranged sporadically along the surface. The buildings below are all dilapidated, some look like they've exploded from the inside.

Trash, dirt, dust covers the streets. The rain doesn't cleanse, it just mixes with dirt to make mud.

One dark metal structure looms nearby.

ANGLE ON

Hands scrabbling on the metal structure, bloody hands poking from silken cuffs. We hear whimpering as the hands try to find a hold on the slick surface.

A NOISE

Makes the person whimper louder, then turn to look behind.

The face is streaked with dirt and blood. It's a thin face, though not unhealthy. It's a face certainly not used to blood and dirt. BASIL holds back a scream, his gold eyes squinting in the rain. Then he manages to find a hold on the metal and hauls himself up the side of the structure.

His feet slip, sliding on the mud as he begins to climb.

TWO OTHER PAIRS OF FEET

These move through the mud, rain and trash with ease. They creep silently, then stop.

THE RAIN

Outlines the two figures. The woman hesitates, her red and yellow-streaked hair matted against her face. She wears something polyvinyl and close-fitting in black.

The man has a long blue-velvet coat, a frilly shirt beneath it and very large commando boots. He also wears a belt full of weapons. He pulls one out and holds it up for the woman to take. It's a switchblade and it snicks open.

LEON

I think Sigfried here will be perfect for you. Take him, Tash.

TASHA, pale-skinned, about eighteen has the air of a woman decades older. She's not fond of the weapon. But she doesn't ever want to show fear.

LEON (CONT'D)

Afraid, Tasha dear?

She compresses her lips, grabs the knife and moves toward the structure. Leon watches her, a big smile on his face.

He's only a year older than Tasha, but he's lived a life even rougher. His white flesh is scarred with all the battles he's fought since birth. He touches a metal stud on his chin and yells after Tasha.

LEON (CONT'D)

Save some for us!

His laugh is raspy, like it dies in his throat.

Two figures come up behind him. Brothers, both blonde and big, but very different in demeanor.

REM has shaved his hair close to his scalp. He wears sensible rain gear and has on protective gloves. He holds something that glows in his right hand.

MAL lets his hair hang low and long to his waist. He likes shaking it like a dog. He's got an axe in his bare fist.

His red cloak floats around him like a suit of blood.

MAL  
He's climbing?

Leon nods.

MAL (CONT'D)  
They always think climbing's gonna  
save 'em. Stupid Uppers.

Remedy looks at the glowing thing in his hand.

REM  
He's one story up. Tasha is closing  
on him.

Leon takes a look at the monitor Rem holds.

LEON  
You are an ace, my man Remedy.  
Figuring out how to power these things  
up again after all these centuries.

Remedy revels in his wisdom.

REM  
The knowledge was there waiting to  
be found.

LEON  
Remedy, Malady, my favorite brothers  
in the whole surface world, let's go  
do the deed.

A CRASHING near them makes them all go for weapons. A figure  
taller than all of them moves quicker than lightning.

They almost scatter, but they hear POLLY cackle loudly.

POLLY  
Scaredja?

She's an Amazon warrior-woman, her body tattooed, her head  
shaved bald. She spins something in her hand; it blurs as  
it whirls through the night air.

LEON  
How's that new toy?

POLLY  
Best thing I ever took from that  
stupid old place.

She stops twirling it. It's a mace, spiked and looking quite  
large.

LEON  
Not as practical as a knife.

Leon takes a long dagger out of his belt.

POLLY  
Why be practical, leaderboy, when  
you can make a statement?

She smashes it at him, and he steps aside so it barely misses him, frowns at her.

LEON  
Just make sure it's the Upper that  
you point that thing at.

Polly shrugs.

POLLY  
Who knows who it'll hit in the middle  
of a fight?

She leans down to him.

POLLY (CONT'D)  
When your time's up, your time's up.

REM  
Two stories and rising.

LEON  
Let's climb, kiddies.

They head towards the structure. Leon looks up.

HIS POV

The structure above looks skeletal, just the remains of some former office building. Beyond it in the night sky above, a gigantic sphere hangs, blocking out all views of stars or moon. It's Upworld, the civilization in the heavens.

LEON

Glares up at the city in the sky.

ABOVE

Basil shakes as he climbs, looking down in fear. Then he spies a way into the structure, clambers through a widening big enough for his body.

INSIDE

He's found a wooden platform inside the structure that stretches back out of sight. He crawls into the darkness and settles, trying to quiet his panting and sobbing.

HIS POV

A form outside climbing near his hiding place.

ANGLE ON

Basil, cowering in the darkness.

OUTSIDE

Tasha clambers past the hole and continues up. The rain falls harder.

BELOW

Leon and the others are just a few feet off the ground. Mal has his axe hanging from his belt. Polly's figured a way to sling her mace over her shoulder.

But there's movement on the ground beneath them.

LEON

Quiet! Breathers!

They all flatten as much as they can against the building and go still.

Leon looks through the sheets of rain.

HIS POV

Materializing through the mist and rain are strange figures in helmets, with canisters on their backs. Heavy, rhythmic breathing sounds come from the helmets.

There might be a hundred of them, searching the ground for something.

One helmet turns skyward, but the now-heavy rain obscures his vision. He can't make out the forms on the tower.

LEON

Gestures for the others to climb.

They scamper up the side of the structure as naturally as if they controlled gravity.

They climb quickly, methodically. Rem consults his monitor and directs them.

Finally, they're around the opening through which Basil escaped.

They surround it but don't go through. Leon gestures for Polly and Mal to go around another way.

Leon looks at Rem, shrugs and goes through the opening first.

INSIDE

Leon climbs in like a silent spider, then he starts whistling softly "Rock-A-Bye Baby". He's got a large dagger in his hand, which he casually waves before him.

LEON

You know, Rem, I smell a rat. I hate rats. And I smell one here. I know I do.

BASIL

Pulls himself into the corner as much as he can.

Leon looks back at Rem, who consults his monitor and points.

LEON (CONT'D)

Here, ratty, ratty. I'm gonna grab you by your big ratty tail!

He slams his foot down right in front of Basil's hiding place.

LEON (CONT'D)

Come out, Rat, or I'll poke you where you sit.

Basil can't help but let out a gasp. He stands up and tries to rush past Leon, who puts out an arm and stops him, pushes him back against the wall.

LEON (CONT'D)

I thought cornered rats always fight.

Basil's face is streaked with tears and rain. Mascara runs down his cheeks.

BASIL

They know where I am! They'll know if you hurt me!

Leon takes his knife and flicks it at Basil's face, making a small scratch on his chin.

LEON

So let them know.

Basil's eyes widen and he almost relaxes. He looks past Leon.

BASIL

Save me, Esmerelda! Tell them not to touch me.

Leon turns to see Tasha climbing inside. Rem is behind her.

Tasha walks past Leon to regard Basil. Basil clutches towards her. She flinches and slaps his hand away.

TASHA

Don't touch me. Don't ever touch me.

LEON

Oh, a lover's spat?

Tasha turns to him, murder in her eyes.

TASHA

No jokes, Leon.

LEON

Sorry, Tash. But you obviously don't like the gentleman.

BASIL

Tash?

Leon smirks at him.

LEON

You Uppers sure are dense. She's the bait, Jake. Get it? She brought you to us, to me.

Basil looks like he might cry all over again.

BASIL

Not you, Esmerelda. You're not like them. I know, I can feel it.

Tasha actually growls and rushes at him with the switchblade, swinging at his neck. Basil squeals and throws up his arms; she connects with his forearm, a long bloody scrape. He howls and backs against the wall.

Then that back wall opens outward so that Basil almost falls out. But Mal enters, holding him tight.

Leon stands in front of Tasha and gently takes the blade from her. She looks him in the eyes.

TASHA

Don't ever use me like that again.  
Don't ever leave me with one of them.

Leon touches her chin.

LEON

My word, Tash. You have my word.  
Never again. Did he hurt you?

She shrugs him off and retreats to a corner. Leon turns back to Basil.

LEON (CONT'D)

So now that we've got you, Upworlder, I would like you to enlighten us.

Leon strokes his dagger.

LEON (CONT'D)

Answer my questions three and Gunnar here won't be obliged to spill more of your blood.

Basil whimpers.

LEON (CONT'D)

The first question. Why?

BASIL

Why?

LEON

Why. Why after all these years, these two centuries or more, are your kind coming down for little visits?

He gestures and Mal holds Basil's head tightly, uses his fingers to pry open an eyelid. Leon puts his blade within a millimeter of the prisoner's eye.

LEON (CONT'D)

Why?

Basil squirms and fights.

BASIL

Just curious, we were just curious, after all these years. It's so dull up there, the same thing all the time. Wanted to see something else, something... exciting.

LEON

This kind of exciting?

Leon gestures with the knife.

LEON (CONT'D)

So you were curious. And each of you came down separately in your little floaters. Not together, each alone. And some of you took some of us back up there. My brother Richee, for example. He's up there and I want to know why.

He makes a stabbing motion with his knife, causing Basil to jerk.

LEON (CONT'D)

So I don't believe you. It's not just curiosity. More of a plan. So question number two. What?

BASIL

What?

LEON

Yes, echo-man, what? What is the plan?

BASIL

Plan? There's no plan, no plan.

His voice has risen a few octaves.

LEON

Gunnar here does not like your answers. He hasn't heard a single one that he likes. Question three. How?

BASIL

How what?

Leon takes the knife and uses it to pry a ruby tie-pin from Basil's shirt. He takes it and puts it on his jacket.

LEON

How do we get up there? Without anyone knowing.

Basil fights as hard as he can, but Mal holds him firm.

BASIL

No! You can't go up there!

LEON

I think I can. And I think the answer is somewhere inside you. Gunnar may have to do some cutting to find it. Hold him steady, Mal.

Leon brings the blade forward but as he does there's a crash at a ledge outside. Mal and Leon are distracted for a moment, so Basil is able to free himself with a grunt and lunge for an opening. Leon grabs for his feet but misses. Basil makes it out the hole.

LEON (CONT'D)

Climb, ratty, climb!

He looks out the hole and is shocked to see Polly grinning in at him.

POLLY

You let the rat escape, leaderboy.  
Messy, messy.

LEON

If you hadn't arrived like a  
thunderstorm, I wouldn't have lost  
my concentration and Mal wouldn't  
have lost his grip.

POLLY

You don't know nothing about warriors,  
then. We always announce our arrival.  
Strikes fear into our enemies' hearts.  
How's your heart, Leon?

LEON

Just go get him.

POLLY

That rodent's as good as trapped.

She disappears. Leon pokes his head through the opening.

OUTSIDE -- CONTINUOUS

Rain falls on his face as he peers upward. He climbs out,  
holding onto metal girders, then begins to ascend.

HIS POV

Above him, Polly clambers quickly past Basil, positions  
herself in his path and frees one hand to whirl her mace.

LEON

Polly!

Polly grins, whirling faster and faster.

LEON (CONT'D)

No! Just hold him!

BASIL

Looks up, sees Polly and tries frantically to reverse  
direction. His foot slips and he starts to slide down the  
building, just barely grabs hold with one hand.

POLLY

Smiles again, showing metallic teeth.

POLLY

Give me your other hand. I'll save you.

Basil doesn't believe her.

POLLY (CONT'D)

You heard him. He wants you alive.

Basil thinks about it, slowly holds up his hand for her.

She smiles, spins her mace and smacks it into his hand and head. He loses his grip entirely, falls away from the building.

His scream echoes through the structure.

POLLY (CONT'D)

Upworlders scream like babies.

Leon makes a grab for him as he flies past, but Basil is moving too fast. He disappears in the mist below.

Enraged, Leon climbs quickly up to Polly and slaps her.

LEON

We don't kill, Polly. Not my mob. That's what makes us different from all of them.

(He gestures below)

We don't kill.

POLLY

That's your problem, leaderboy, you're too... soft.

She swings the mace at him, he ducks to avoid it.

POLLY (CONT'D)

If you slipped and followed the uppity Upworlder down, I wonder who'd take over your mob?

Leon grabs the structure with one hand, suddenly swings his body out and up, kicks the mace from Polly's hand, gives her a push with his other foot so that she loses her grip and starts to slide down the wet girders. Polly claws like a frantic cat, trying to find a handhold.

Leon lets go with one hand, falls about twenty feet, but quickly finds a hold, as if he's born to fly. He grabs Polly as she slides past, lets her body dangle out from the building.

LEON

No one leads but me. Understood?

Polly snarls at him, then whimpers as he holds her out even further over the abyss.

LEON (CONT'D)  
 Whatsamatter, pretty Polly? Too soft? Repeat after me: no one leads but Leon.

Polly tries pulling him down with her, but he's not going anywhere. Sullenly, she gives in and goes limp.

POLLY  
 No one leads but Leon.

LEON  
 Leon equals leader.

POLLY  
 That's freaking stupid.

He dangles her again.

POLLY (CONT'D)  
 Leon equals leader.

Leon swings her close to the structure so she can grab a girder. She quickly lets go of him and shimmies downward, giving him a glare of hatred.

POLLY (CONT'D)  
 Leader for now, boy, just for now. I'll still take you out the first chance I get.

Leon smiles, revealing some dental jewelry.

LEON  
 You're welcome to try.

Leon starts to climb down; Mal and Tasha poke their heads out from inside the structure.

TASHA  
 Get rid of her, Leon. We don't need her.

MAL  
 Yeah, I'm muscle enough for our mob.

Leon chucks Tasha under the chin.

LEON  
 What, you envious of her fem wiles? You want all the guys to yourself.

She smiles and playfully slaps at him.

LEON (CONT'D)

She has her uses. For now. Where's Rem?

Mal points down.

MAL

With the newly deceased. Before the jackals show up to strip him.

BELOW -- MOMENTS LATER

Basil lies, a twisted heap on the wet ground. There's a pool of blood near him.

Rem stands up, holding something red and gooey, as Leon and the others arrive.

LEON

Any last words? Something poetic and heroic?

REM

No, but he made you his heir. Left you this.

He holds up the gooey mess in his hand, letting the rain wash it off. A small silver disc is revealed as the blood flows away.

LEON

Valuable?

REM

Invaluable.

Tasha gasps and points. Behind them are massed a group of at least twenty Breathers.

One Breather in a dirty gold helmet steps forward. His voice is a faint, metallic drone.

BREATHER

We claim all spoils.

Leon and the others all slowly reach for their weapons.

LEON

You didn't kill him.

A faint shrug of the helmet.

BREATHER

When has that mattered?

Leon adjusts the tie-pin on his jacket.

LEON  
There's not much left.

BREATHER  
Then we claim what you have as well.

Leon glares. Tasha shivers.

BREATHER (CONT'D)  
And we claim our previous possession.

He points at Tasha.

LEON  
She's a free agent.

BREATHER  
No, you stole her from us. We will  
have her back.

Leon fiddles with something in his belt; Rem puts the silver disc into a pocket and also reaches inside for something.

LEON  
You won't, you know. You breathers  
think you're so damnably tough sucking  
in your special chemicals, but there's  
one thing you didn't think about.

BREATHER  
Stop talking and start fighting.  
You begin to bore.

Leon shrugs.

LEON  
Hear the man?

He pulls a lighter out of his belt, strikes it. It doesn't light in the rain at first. The Breathers start to move in. Tasha holds back a scream and tries to back away, but they're now surrounded.

Leon clicks the lighter again; it flicks, goes out. The Breathers get closer. Finally, it lights and Rem pulls a can out of his cloak, points it at the flame and presses the nozzle on top of the can.

A spray of flame shoots out at the leader Breather and two of his team. The flames envelop the canisters on the Breather's backs -- which quickly explode. The three run off, their clothes in flames.

Before they can get another flame-thrower going, the other Breathers are on them. Mal uses his axe, Leon tosses the lighter to Rem and pulls out his knives. Tasha flicks out her blade.

They wade into the Breathers and it becomes a free-for-all. Leon and his team are fearless fighters, but they're outnumbered. Several Breathers grab Tasha and start to drag her away. Leon tries to get to her, but is blocked by at least five of them.

LEON (CONT'D)

Tasha!

She's dragged into darkness; a crashing sound comes from that direction.

Leon pushes through the Breathers around him and runs forward, right into Polly and her mace.

She swings it near his face.

POLLY

Took me a while to find my toy.

She pulls Tasha behind her.

POLLY (CONT'D)

Lose something, leader-boy?

She pushes Tasha into Leon's arms, then swings her mace behind her without even looking, cracking the helmet of a breather, who runs off.

POLLY (CONT'D)

On the basis of this fight, your leader skills leave a lot to be desired.

She cracks another Breather, but about ten are re-grouping. Then: flame shoots out. Rem has gotten the lighter going again and makes a wall of fire to protect the others. Several canisters explodes; two of the Breathers become fireballs. Other Breathers surround them, snuffing out the flames.

Some Breathers quickly snatch the body of Basil and run off into the shadows.

Polly looks at the lighter.

POLLY (CONT'D)

What the freak is that?

LEON

Something from the old days. If you'd learn to read, you might know about it.

POLLY

What good are words? Only action keeps you alive.

LEON  
Frailty, thy name is woman.

POLLY  
What did you call me?

He ignores her and turns to Rem.

LEON  
You still have it?

Rem takes out the disc, holds it up.

POLLY  
What is that supposed to be?

LEON  
The key to the kingdom.

INT. THEIR HEADQUARTERS -- NIGHT

Their HQ is an old museum, with some of the exhibits half-standing, covered in dust and filth. This seems to be the Medieval section, with displays of knights and swords. Two thrones sit in the center of the huge display room. They're both swept clean, as is the half of the room beyond the thrones.

Leon and Tasha enter. He leads her to the thrones, sits her in one and he takes the other.

TASHA  
Don't. You know how the others get.

LEON  
They'll get how I tell them to get.  
Are you all right? Did the Breathers hurt you?

She nods slightly but not completely. Not all right.

TASHA  
I remember the day you saved me.  
I'd lost all hope. They had me tied to a post and were deciding who would go first. Then you were there in the middle of hundreds of them with that torch.

LEON  
I saw you and I didn't care how many there were. I wasn't going to leave you to them. Rem and Mal thought I was mad.

TASHA

The explosions scared them so. But I just laughed. I loved seeing them catch fire and run.

LEON

I knew any woman who enjoyed chaos so much was someone I wanted to know.

She regards him for a moment.

TASHA

Do you really want to go up there?

LEON

My brother's up there. I need to find him.

TASHA

Why? What good has he ever done you? Left you to die with the Undertakers, you said.

LEON

I can't fault him for self-preservation. He's my only family. He needs my help.

TASHA

We're your family and we need your help. You chose us as your family. That's more important than any accident of birth.

LEON

I have to go. And I want to see what it's like. Don't you?

She shakes her head.

LEON (CONT'D)

Aren't you curious about what kind of civilization they've built after two centuries? How they live? What they do?

TASHA

We're doing all right here...

LEON

All right? Scavenging day and night for food. If I couldn't read the labels we'd have starved by now. Choking air, dead earth. I've been out there, you know, to the ends.

(MORE)

LEON (CONT'D)

It's all dead, all desert, nothing living. Is that what you want? Death?

TASHA

I want you.

LEON

You've got me. But I want more. I want to know, I want to see...

POLLY (O.S.)

So go. I hope you have a joyous time.

Polly enters, followed by Mal. Then Rem, who's holding the silver disc and examining it with some device.

POLLY (CONT'D)

Of course I'll miss you terribly, leaderboy.

LEON

We'll all go. Me and my mob stick together. One for all and all that jazz.

REM

We won't.

Lights flash suddenly through windows, invading the room. They all dive for cover.

Leon makes his way carefully to a window, draws the curtain and peers out.

POLLY

What is it? Breathers?

LEON

Floater. From up there. Must be looking for their people.

MAL

Why would they be here? We don't have the body.

REM

But we have this.

He holds up the silver disc.

REM (CONT'D)

And they're monitoring it.

POLLY

Throw it away!

LEON

Not a chance. It's our ticket to  
Upworld.

More lights. They duck back down. Rem plays his scanner  
over the disc. The lights recede.

REM

I'm blocking the transmission  
temporarily. And it's only your  
ticket up there.

LEON

What do you mean? We just use it to  
key his floater and fly on up.

REM

The floater will be programmed to  
take only one passenger.

LEON

We'll fool it. We're smart. We've  
got you!

REM

I've learned some things from the  
old books, like how to power the  
battery cells...

MAL

I'm the one doing the powering,  
brother. All that hand-cranking, my  
shoulder's still sore.

REM

But I'm not up on floater technology.

LEON

So we smash the robo-driver and we  
fly it ourselves.

Polly laughs.

POLLY

Right into the ground. What do you  
know about flying?

LEON

We've got to try. Use that thing to  
summon his floater.

REM

Isn't that easy.  
(MORE)

REM (CONT'D)

You're the one who has to do it.  
But first you have to... ingest it.

LEON

Eat that?

Rem nods.

REM

It's programmed to attach itself to  
your nervous system once it's inside  
you.

LEON

But it's his biochip, it's programmed  
for him.

REM

I've made some adjustments.  
Theoretically it'll work. But if  
you want to try...

He holds out the disc. They all stare at it.

TASHA

Don't, Leon. It might kill you.

POLLY

Do, Leon. It might kill you.

MAL

If you don't, I will. I wanna go up  
and see what those Upworld women are  
like.

Leon smirks, steps forward, grabs the disc, holds it over  
his mouth.

LEON

Body of Upper...

He drops it in his mouth.

REM

Amen.

POLLY

More of your gibberish.

Leon swallows and tries to hide his distaste.

LEON

If you'd just learn to read, Polly  
Dolly, whole new worlds would be  
open to you.

POLLY

This world's plenty for me. How about you, Mal?

MAL

I like to read, too.

REM

Yes, brother, I'm proud of you. But you have to move beyond the books with the drawings and pictures.

Mal shrugs and smiles. Tasha looks at Leon with concern.

TASHA

How do you feel?

LEON

Like Genghis Khan. Ready to invade.

He turns to Rem.

LEON (CONT'D)

How do I get the floater here?

REM

Just think about it and make a silent command in your mind.

Leon seems to be thinking. Polly taps him on the head.

POLLY

Don't think too hard or your brain will bust.

Then: a light outside. They start to dive for cover again, but Leon walks to the window and looks out.

HIS POV

The floater is right outside the window. It's a circular vehicle with a transparent dome on top. Inside a rather large, rather menacing robot sits at the controls. It hovers there, the faceless head staring at him.

LEON

Steps back from the window.

LEON

It's right there.

REM

Tell it to go to the roof.

Leon looks out the window and the lights disappear upward. He turns to them, takes a big breath.

LEON

Time to fly!

He runs to the door, tapping Tasha on the shoulder to follow him. She looks after his retreating form, upset.

ON THE ROOF -- NIGHT

The floater lands softly on a flat, open area of the roof. Much of the roof is in tatters, with holes gaping through to the floors below.

Leon bursts out of a door and halts, staring at the vehicle. The others follow him out. Rem looks at his scanner.

LEON

Let's go!

REM

I told you. Only you can go.

LEON

You weren't sure. Let's try.

MAL

Yeah, I wanna go, too.

LEON

Then come on, Mal.

They both walk toward the floater. As they near it, the whole thing rotates so the robot faces them.

Leon and Mal stop. Then move forward cautiously, one step at a time.

A whirring sound from the floater, then the barrel of some weapon points at them.

TASHA

Leon!

Leon looks back at them.

LEON

Rem, I hope you fixed this biochip right.

Rem considers his scanner.

REM

Leon, only you move toward it.

Leon shrugs and walks forward nonchalantly right up to the robot's faceless head.

LEON  
Open up, metalhead!

The floater whirs again and a compartment opens. Leon looks back at his group once more, then steps inside.

MAL  
Wait for me!

Mal runs forward. The weapon in the floater starts shooting at him, big explosive rounds. He barely saves himself jumping behind some barrels.

LEON  
Stop! Stop firing!

The weapon stops firing. The robot's head rotates around.

ROBOT  
Intruder alert.

LEON  
He's no intruder. Come on, Mal.

Mal looks up from behind the barrels, hesitant.

LEON (CONT'D)  
Come on. I stopped him.

Mal steps toward the floater; the robot turns again and the weapon begins firing. Leon screams for it to stop, but it won't.

Mal runs back to the group, the explosive rounds following him.

REM  
It's no good, Leon. No one else can come unless they're chipped.

The weapon stops firing.

LEON  
Can't you fake one?

Rem shakes his head. Tasha takes a few steps forward.

TASHA  
Come back, Leon. I need you.

LEON  
I'll be back. Richee needs me.

POLLY  
Then go, leaderboy. I'll take care of things here.

Leon looks at Rem and Mal.

LEON  
Guys, take care of Tash.

They nod, standing on either side of her.

POLLY  
How sweet! And who takes care of  
them? I do.

REM  
Leon, they might track you as soon  
as you're out of range of my scanner.  
Tell your robot to take evasive  
action.

LEON  
Sure. Uh. How do I get him to go?

REM  
Just tell him.

LEON  
Home, metalhead!

The floater door slams shut and it rises off the ground.

TASHA  
Leon!

POLLY  
Stop whimpering. He asked for it.  
It's his funeral.

MAL  
What's he gonna find up there, Rem?

REM  
A brave new world.

POLLY  
Nah! A bunch of overfed stuffed  
shirts.

They watch the floater rise up toward the starless sky.

A PAIR OF ICE BLUE EYES

Stare, unblinking.

TAYLOR  
Run.

## A GOLDEN STREET

Shines under artificial light. Two groups of men stand at one end. In white and multicolored clothes are TAYLOR, DONALDSON and REILLY. They're tanned, tall and fit. Donaldson and Reilly defer to Taylor, watching his every move and imitating him as much as possible. Taylor's blue eyes are on the other group of three.

Dirty, ragged, shivering with fear stand three from the world below. WIZ is old, hunched over, holding a faded blue blanket around him. RICHEE is younger, short and feral, ready to bolt, legs and knees scratched and bloody. He brushes blood off his leg with a hand decorated with a skull-ring. LUTHER is heavy but not with fat; he's got some kind of disease and can barely stand.

TAYLOR (CONT'D)

I said run.

Taylor, Donaldson and Reilly each take out weapons -- old flintlock rifles meticulously restored.

TAYLOR (CONT'D)

I'll count to five. You do know how to count, don't you?

WIZ

Look, Mister, we don't understand. Why are we here?

TAYLOR

You're here to run. Now run. Or we shoot you where you stand.

Richee is off and gone down an alley.

TAYLOR (CONT'D)

Your friend understands. It's for sport. Give us a good chase and we'll let you go.

He gives a knowing smile to Donaldson and Reilly.

WIZ

Mister, we're in no condition...

TAYLOR

Five, four, three...

Wiz and Luther hobble down the street, staying together as they head between two buildings.

TAYLOR (CONT'D)

Two, one. Let's go.

DONALDSON

Which do you want?

TAYLOR

Oh, the fast one. Must have a challenge. You take the cripples.

They march like marionettes down the golden street.

TAYLOR (CONT'D)

I'll have a talk with the committee.  
We must have a better selection.  
But beggars can't be choosers.

This amuses him no end and he chortles to himself. The other two join in. Their laughter echoes down the golden street as they disappear around separate corners.

IN THE FLOATER

Leon holds onto his seat with both hands as the floater rises into the sky. He looks below.

HIS POV

The roof of the museum is a tiny dot below. Only a few bonfires are visible amidst great swaths of darkness.

IN THE FLOATER

He looks up at the massive structure above him.

HIS POV

It's a huge dark mass that blots out the stars and sky.

LEON

Leans forward to get a better look as they rise up. Then he's blinded by lights. He jumps backwards, slams into his chair, falls to the floor of the vehicle.

LEON

Evasive action!

EXT - FLOATER -- CONTINUOUS

Leon's floater is surrounded by five others, all with faceless robot drivers intent on getting to him.

His floater rises quickly straight up, veering around a huge support structure attached to the city above. The five other floaters chase him.

## INSIDE THE FLOATER

Leon sees the other floaters closing in. He peers at his robo-driver, wondering if he'll be able to escape.

LEON

Get as close to the support structure  
as you can without crashing.

The robot clicks an acknowledgment and suddenly does a ninety-degree turn so its bottom is parallel to the support structure -- and only a few feet away from it.

The other floaters move in around - but one cuts too close and scrapes across the support, then spins out of control and smashes its dome against it. It explodes in flame and falls.

LEON (CONT'D)

Move upward staying this close to  
the support structure.

## OUTSIDE

Leon's floater rises again rapidly, just inches from the structure. The remaining four floaters rise with him but can't get in formation properly. Two smash together and go careening down into darkness.

LEON

Looks up and sees the mass of the city above them. He cringes a little.

## HIS POV

The gigantic dark blob that is the bottom of the city is coming right at him.

LEON

Gets into the chase.

LEON (CONT'D)

Continue around the perimeter of the  
city staying this close to the  
structure.

The robot clicks again. Suddenly they're upside down as their vehicle skims along the underside of the city.

## OUTSIDE

Leon's floater is impossibly close to the mass that is the city. The surface is irregular, dotted with equipment and metal hatches, sometimes with glowing balls of some kind of energy.

The floater maneuvers around all of them without a scratch.

The remaining two floaters in pursuit are right on their tail.

LEON

Looks ahead and sees something interesting.

HIS POV

Two cylindrical towers poke out of the undersurface of the city.

LEON

Hits the robo-driver on the shoulder.

LEON

Fly between those towers!

The robot clicks and the floater turns sideways to fit through the towers.

OUTSIDE

His floater barely makes it through the towers. The floaters behind them both crash into the towers with a huge explosion.

LEON

Sits back in his chair, taps the robo-driver on the head.

LEON (CONT'D)

Good work! Home, metalhead!

The robot's head turns to him as if it's studying him. Leon stares back, a little confused. Then the robot turns forward and the floater goes into overdrive.

Leon is pushed back in his chair.

EXT - FLOATER

The floater rises up over the rim of the city -- and there it is: Upworld!

It looks like a fragile spiderweb suspended in the night sky, built of jewels and pieces of gold. Towers rise up impossibly high; bridges connect the towers as if gravity has no meaning. Rainbows of color splash over buildings and streets like sunlight through a prism.

Floaters and smaller vehicles like flying motorcycles zip through the air.

Some buildings have a kaleidoscope of images playing on them faster than the brain can perceive them.

LEON

Stares out the dome of his floater, his jaw hanging in disbelief. Gold and white lights flash across his face, then a rainbow flows over his features.

THE FLOATER

Careens down towards the city at top speed, flashing through spires and minarets, diving under bridges, avoiding other floaters and flying vehicles.

LEON

Is both frightened and fascinated. He ducks as they fly under a bridge; his eyes widen as they look like they're about to smash into a building -- then the building morphs open and allows them to fly through it.

THE FLOATER

Descends without slowing down, aiming right for the street.

LEON

Reacts to their rapid descent, thinking the robo-driver has gone haywire.

LEON

Wait, wait, wait, stop!

THE FLOATER

Continues to fall, then veers towards a building by the side of the street. A rooftop opens up, revealing a landing pad.

The floater flies right over the landing pad, stops, then lands directly on it. The rooftop closes over it.

LEON

Sits in darkness, sweating. Then he exhales. He looks out the dome.

DARKNESS

Outside. Nothing moves in the blackness.

LEON

Thinks for a moment.

LEON (CONT'D)

Lights on.

The lights in the floater garage click on.

Leon breathes easier, looks at his surroundings.

OUTSIDE

It's an empty room with white walls. A table with some mechanical equipment sits to one side. No sign of any doors or windows.

LEON

Begins to stand.

LEON (CONT'D)

Let me out.

The floater dome opens and he climbs out onto the floor of the garage.

IN THE GARAGE

Leon examines all the walls, touching different joints, hoping to find a door. Then he almost slaps himself in the head.

LEON (CONT'D)

Open the door.

One wall slides aside, revealing a dark corridor.

Leon takes out two of his knives and walks carefully to the corridor. With one furtive glance behind him, he enters it. The wall slides shut behind him.

INT. CORRIDOR -- NIGHT

Leon chooses to keep the corridor dark as he creeps along it, listening for noises, knives held before him.

Ahead, he sees a slash of light. He slows down and sneaks up on the opening.

As he nears it, he jumps, catapulting himself through a doorway.

INT. TOWER ROOM

Leon lands in the midst of blinding lights. He tries to shield his eyes and stabs all around him, slashing at the air since he can't see.

Then he stops and stands slackjawed again.

The room is a cathedral with huge arched windows on all sides, revealing the city in all its glory.

Each window shows a different aspect of the gleaming metropolis -- one a bridge that seems to be made from emeralds; another a fountain of glowing multicolored liquid that changes every few seconds; another a golden street filled with moving people, people dressed in fabulously crazy colors in all kinds of attire.

LEON

Moves closer to that window, looking at the people as if he's in an intergalactic zoo seeing the oddest aliens in the universe.

HIS POV

Some are in cloaks, others in skintight leotard-type outfits, still others in barely anything at all.

They're all ages, from tiny children to old men in beards and they're all smiling, all relaxed, all enjoying the sights and sounds of the city.

LEON

Looks down at his ragged blue velvet suit and scuffed boots, shrugs, adjusts his ruby tie-pin, touches the stud in his chin.

He's mesmerized by the scene, steps back and sits in a large high-backed chair that seems to be set up to watch the view.

Just as he settles, he hears a noise and jumps back up.

He scuttles over to a dark corner and listens.

The SOUND of a chime.

He searches the room, sees another door opposite the one he came in. He walks slowly to it and looks through, then cautiously moves out of the room.

INT. STAIRWAY

Leon is on a carpeted stairway that leads down. He takes the steps one at a time, listening, looking, ready for any form of attack.

He sees an open doorway to his left and walks through.

INT. LIVING ROOM

It's another cathedral-sized room, immaculate, made of what looks like marble. Artwork covers the floor and walls -- sculptures, paintings, mobiles -- all perfectly displayed in frames and cases.

Leon peers at everything. Runs his finger over a sculpture and looks at it -- no dust, no dirt.

The furniture looks like artwork as well -- no one would feel comfortable relaxing on it.

Leon notices wires running from the artwork -- probably alarms. He stops touching them.

Another CHIME. He looks around a corner.

HIS POV

This is the entryway to the house. Someone is outside the door, their form silhouetted through translucent glass.

LEON

Walks into the entryway, staying out of the line of sight, knives ready.

Then he hears some beeping sounds and the door starts to open.

He retreats to another stairwell to the side of the entryway.

He hides behind the banister, watching below.

HIS POV

The door opens and a figure in a scarlet hood enters. She takes the hood off, revealing a form-fitting multicolored outfit that's the latest in Upworld design. She inspects herself in a mirror on the wall.

DIANA has dark eyes that mask her soul, dark hair that hangs to her waist. She's mature but keeps her body and face eternally youthful.

DIANA

Basil?

She walks directly to the stairwell on which Leon hides.

INT. STAIRWELL

Leon runs up the stairs and dashes through a door to the right.

DIANA (O.S.)

Basil, I know you're here, I can read your chip.

INT. BEDROOM

Leon has ducked into the bedroom, softly closing the door behind him.

A large circular bed dominates the room, surrounded by mirrors on all the walls and on the ceiling.

Leon reacts to the set-up, touches the bed.

DIANA (O.S.)

Basil?

Leon looks for a place to hide, but there are no closets, just an open bathroom with no door. He looks at it, thinking he'll hide in the shower but the door opens behind him. He doesn't turn around. Diana glares at him.

DIANA (CONT'D)

What are you?

Leon turns and regards her defiantly.

LEON

Don't you mean 'who am I'?

DIANA

I don't know that you deserve to be called 'who' just yet. So?

Leon starts to circle around to get between her and the door, but she moves so he can't do so.

LEON

Obviously I'm not from around here.

DIANA

Obviously you stole Basil's vehicle. I told him not to go beneath. Where is he?

LEON

Oh, still down there...

DIANA

And how were you able to use the vehicle and gain access to this house?

Leon holds up one of his knives to his lips.

LEON

Sshh! Secrets! Mustn't give them all away. You wouldn't want to get in a pointed discussion with Gunnar, would you?

Diana rolls her eyes.

DIANA

Oh, you name your weapons. How cute.

Suddenly she jumps across the space between them, grabs another knife from his belt and holds it to his throat.

DIANA (CONT'D)

What's this one called? And can you tell it not to make you bleed?

Leon smiles at that; he likes her.

LEON

And here I thought all Upworlders were weak little things.

She scrapes the knife on his throat.

DIANA

Many are. I'm not. And we call our city Liberty.

Leon snorts at that, so she jabs the knife closer.

LEON

And what do they call you?

His voice is hoarse, half-choked.

DIANA

Plenty of things, but my name is Diana.

Then Leon strikes, moving his right knee up, catching Diana in the pelvis and pushing her off balance. He grabs the knife from her hand, then pushes her backward onto the bed.

He touches his chin stud.

LEON

That's better. You're good, but you don't have to fight for survival like I do.

Diana scowls at him and sits up on the bed, inches from him.

DIANA

This has been amusing, but if you don't let me go, you'll have the Security Force here in seconds.

LEON

How would they know I'm here?

DIANA

I sent them an emergency call over my chip.

Leon thinks she's bluffing but can't be sure. He backs away from her and puts his knives into his belt.

LEON  
You're a woman with ideas. What  
would you suggest?

DIANA  
I'd suggest you tell me the truth.

He starts to leave the room.

DIANA (CONT'D)  
And then I can help you.

LEON  
Why help me?

DIANA  
It would amuse me to do so. You'd  
be quite the prize here in, what do  
you call it? Upworld. I'd love to  
show you off.

LEON  
So I'm a display figure?

DIANA  
You're quite articulate for...

LEON  
A savage?

Diana shrugs.

LEON (CONT'D)  
I'm a savage who reads a lot. I'm  
up on my history of civilization,  
such as it was.

An alarm goes off somewhere in the house. Diana jumps up,  
takes his arm.

DIANA  
We have to go. Come out front to my  
bike.

They leave the room.

EXT. BASIL'S HOUSE -- NIGHT

The house is on a quiet cul de sac. A two-seated cycle sits  
in the front courtyard. Leon and Diana leave the house  
quickly and rush down the stairs. He eyes the cycle.

LEON  
Two seats. How convenient. Expecting  
me?

Diana shoots him an angry look.

DIANA

You lower-livers are always so suspicious. I was going to invite Basil for a ride. He loves when I drive.

LEON

I'm sure I will, too. So you've met others from below?

DIANA

No time for talk. Get on.

He does. She takes the front seat, presses a button and they're suddenly hovering off the ground.

LEON

It flies? I didn't realize...

And they're away into the night sky.

ON THE BIKE

Leon holds on for dear life as Diana zips the bike past buildings, around corners, through traffic as if she's bent on destruction.

LEON

So Basil enjoys this?

DIANA

No time for chitchat. Name?

He shrugs, almost slides off the seat as they fly past the multicolored fountain.

LEON

Leon.

DIANA

Age?

He shrugs, realizes she can't see that.

LEON

Who knows? No birth records below.

DIANA

Occupation?

He laughs.

LEON

You've never been below. There are no occupations. You fight for a chunk of something. If you get it, you live.

DIANA

I've heard there are some communities.

LEON

If you could call them that. Some groups are trying to open stores, bartering and such. Some bars. And the Prosties. That's a community, I suppose. Not exactly like here.

Diana laughs and aims right for a big white conical building in the center of the city, pulling up and over it at the last minute.

LEON (CONT'D)

The others, from below, where are they?

Leon closes his eyes as he speaks. Diana turns back quickly and catches him that way.

DIANA

What about you, what do you think of here, so far?

LEON

Very clean. Very spotless.

DIANA

And you'd like to dirty it up.

LEON

Crossed my mind.

DIANA

Maybe you will.

She now aims for a two-story home. This time he knows the roof will open at the last minute, so he relaxes and leans up over her shoulder to speak in her ear.

LEON

I'm assuming you like the idea of dirtying things.

She slaps him and then slows her descent as the roof opens and swallows them.

DIANA

Assume and presume nothing when it comes to me.

IN HER GARAGE

It's immaculate, as everything is up here. A floater sits nearby, along with another bike. Leon checks it out and knows she doesn't live alone.

Their bike comes to a complete stop on the ground. Diana leaps off. Leon tries to imitate her, but stumbles as he hits the ground.

LEON

Don't have my air legs yet.

Diana straightens her hair in a mirror placed near the entrance way in the garage.

DIANA

You're not what I expected.

LEON

So you expected me?

DIANA

You know what I mean. For someone from below.

He takes a knife and throws it at her, shattering the mirror. She gasps and jumps back.

LEON

You mean I'm not a fire-breathing primitive?

Diana composes herself.

DIANA

Stop. I'm doing you a favor, hiding you here. Behave yourself in my house.

LEON

You're in charge, madam.

DIANA

Yes, I am.

She speaks her code word and the wall slides open to reveal a stairway that leads up. They both enter and the wall slides shut.

ON THE STAIRS

These stairs are not massive or imposing, more like the kind you'd find in a normal 21st-century home.

Leon appreciates Diana as she walks ahead of him on the stairs.

She turns as they reach the top.

DIANA (CONT'D)

You're about to meet someone very important to me. No scare tactics.

LEON

I am your cute little puppy.

He bows. She shakes her head and goes through the doorway. He follows.

INT. KITCHEN

It's her kitchen, a pure white rectangle. Leon is shocked by the very organized packages of food and drink on counters and shelves. He picks up a bag and shakes it, rips it open awkwardly, so that chips spill onto the floor.

LEON

Sorry...

He bends to pick them up, sees a pair of feet facing him while he's down there.

They're dainty feet in pink slippers with long white socks around them.

He stands to see the whole person. LUNA is twenty but looks and acts much younger. You wouldn't be surprised to see this girl with a Barbie playing party-time with her young friends. But physically, she's a younger duplicate of her mother.

Diana stands, a watchful guardian, between them.

DIANA

Luna, this is Leon.

Luna laughs, a laugh unguarded and full of joy.

LUNA

Another 'L' name, how lucky.

Leon bows deeply.

LEON

I am certainly the lucky one.

Diana almost smiles at his courtly manners.

DIANA

Luna is my daughter.

He acts aghast, looking from one to the other.

LEON

Surely you're sisters!

Luna laughs her free laugh again. She brushes her hair out of her face with a pale hand crowned with a bracelet made of jeweled moons.

LUNA

What are those? Some new decorations?

She moves to the knives in his belt. Diana tries to intercept her. Leon quickly takes a stiletto out.

LEON

Yes, hadn't you heard? The latest design from... what's her name?

LUNA

Gallardo?

LEON

Exactly, Gallardo. They're almost real!

He touches the side of the blade to Luna's bare arm, which breaks out in goosebumps.

LEON (CONT'D)

Wearable Weaponry, she calls it. Sure to be the rage.

He looks knowingly at Diana.

DIANA

Leon is... visiting from another city. He'll be staying here for a few days.

Luna's eyes widen.

LUNA

Another city? Which? El Dorado? New Sydney?

DIANA

All that can wait. He's very tired from his journey. Why don't you make him a snack while I show him his room?

Luna nods and starts looking in cupboards and drawers, but she turns to watch Leon as he leaves the room.

INT. LIVING ROOM

Diana and Leon walk through her living room. It is dominated by a large viewing screen with a small platform in front of it.

No artwork on her walls, just family photos, mostly Diana and Luna in various stages of her life.

A few photos show a dark-skinned man with them.

Leon examines them as they walk.

LEON  
When do I meet the man of the house?

DIANA  
You have. Me.

He gestures towards a photo.

LEON  
What about him?

She shrugs.

DIANA  
What about him? I barely remember  
his name.

LEON  
"Women speak two languages, one of  
which is verbal."

DIANA  
A killer who quotes Shakespeare.

He grabs her arm.

LEON  
I am not a killer.

She pulls her arm away.

DIANA  
Never ever? I can't believe that.

LEON  
Believe what you want.

They leave the room.

INT. BEDROOM

The door opens to this bedroom, quite different from the one in Basil's house. It's small, cream-colored and decorated tastefully. Not a man's touch in evidence.

DIANA  
You'll sleep here.

LEON  
And you'll sleep.. where?

She hits his arm, pushes him into the room.

DIANA

If you want protection, you'll show me some respect.

LEON

Respect must be earned. That's what I teach my mob.

DIANA

Haven't I earned it by saving you?

LEON

Have you saved me?

She doesn't answer that. He pulls her into the room and makes her sit on the bed next to him.

LEON (CONT'D)

There are other cities?

She smiles at his naivete.

DIANA

Twenty-seven. You didn't know?

LEON

I don't get around much. No floaters, you know.

DIANA

Floaters? Oh you mean our cars.

LEON

So a floater could go to one of those other cities? Are they far?

DIANA

Very far. A car might take days to get to one.

She stands up to leave.

DIANA (CONT'D)

You rest. In the morning, you can explore Liberty.

He smirks.

LEON

At liberty in Liberty.

Diana goes out and shuts the door behind her. Leon examines the room, looks in drawers, tries the window, which opens. He sticks his head out.

HIS POV

The golden city stretched out before him -- less traffic, few people walking.

LEON

Surveys the area like a hunter.

A KNOCK brings him back inside.

IN THE BEDROOM

The door opens and Luna comes in carrying a plate. She hands it to him.

LUNA

Here. I hope you like it.

There is no table, so he sits on the bed and puts it on his lap.

She hands him a fork and a napkin. He stares at them.

LEON

You've kept to the old ways.

She looks puzzled. He waves his hands in the air.

LEON (CONT'D)

We eat with these.

She looks a bit disgusted, but is fascinated nonetheless.

He fumbles with the fork, brings a plate of food to his mouth.

LEON (CONT'D)

What is it?

LUNA

Eggs.

LEON

Synthesized? Some of the collectives have done that.

LUNA

No. Eggs.

LEON

You have animals? You have, what do you call the birds?

LUNA

Chickens.

LEON

Can I see them? Tomorrow can you  
take me there?

Luna laughs again.

LUNA

Of course! No one here bothers with  
that. You don't have chickens at  
your city?

LEON

My city is a bit backward. Maybe  
mine's a little older than yours.

LUNA

No, Liberty was the first. Taylor  
then helped each of the other  
countries to build their cities.

She's recited that from a textbook.

He talks with his mouth full of food, which makes her smile  
and cringe.

LEON

Have there been other strangers around  
Liberty?

LUNA

From other cities? Not lately.

LEON

Or from...

He gestures toward the floor.

LUNA

Down there? Oh no. Those savages  
would kill us as soon as look at us.

He nods.

LEON

I suppose so. Do you like your life  
here, Luna?

LUNA

Why wouldn't I?

LEON

Maybe you're bored.

LUNA

Are you ever bored?

LEON  
My life's been rather full.

She giggles.

LEON (CONT'D)  
What about boys? Have you got plenty?

She blushes.

LUNA  
There are many nice ones.

LEON  
But you'd rather have a nasty one.

He pokes the fork at her. She laughs and jumps up.

LUNA  
What are you talking about?

He puts the plate aside and stands, looks deeply into her blue eyes.

LEON  
I see your soul. You're more than  
you seem.

He takes her hands. They spend a moment staring into each other's eyes.

LUNA  
And you're more than you seem.

LEON  
Yes, I am.

She breaks contact and goes to the door.

LUNA  
There's a bathroom right across the  
hallway. Good night.

LEON  
A working one? I've only read about  
those. Good night, lovely Luna.

Puzzled again, she gives a little wave and shuts the door.

He sits back done and shovels in the rest of the eggs, burps, puts the plate aside and goes back to the window.

OUTSIDE THE WINDOW

He looks down, measuring if he can make the jump to the street below.

He makes a decision, climbs out and hangs from the window sill, his feet dangling two stories up.

Suddenly lights flash in his eyes. A floater hovers right next to him.

The robo-driver of this one has a kind of flat metal face.

ROBO-DRIVER  
Are you in distress?

He's having difficulty holding on.

LEON  
No, I'm fine, just fine.

ROBO-DRIVER  
Do you need help up to your window?

LEON  
No, I'm just getting down.

ROBO-DRIVER  
No one may exit from a window.

LEON  
No one? I thought we were all at liberty.

ROBO-DRIVER  
No one may exit from a window.

Two mechanical arms protrude from the floater, grab Leon and toss him through the window back into the house.

ROBO-DRIVER (CONT'D)  
Good night.

A battered and frazzled Leon looks out the window.

LEON  
Good night.

INT. BEDROOM -- MORNING

Leon snores on the bed that is too small for him. His feet stick out at the bottom. He holds one of his knives to his chest while he sleeps.

Diana softly opens the door and gazes at him for a few moments. She comes in, looks at his blue velvet jacket thrown over a chair, examines the ruby tie pin in its lapel. Then she sits on the bed, touches his arm.

He's awake instantaneously and has the knife at her face. She doesn't flinch.

DIANA  
Rise and shine.

He sheepishly puts down the knife and yawns.

LEON  
What have you got planned for your  
cute puppy today?

She's not laughing.

DIANA  
The authorities know something  
happened to Basil. They know someone  
from below came in on his car.

LEON  
So you're going to turn me in?

DIANA  
I've let people know that I went  
below and came back with a visitor.  
They're used to me doing something  
unusual.

LEON  
And why would you do this for me?

DIANA  
Maybe I like you.

LEON  
You don't. Maybe you need me.

She stands up quickly, insulted.

DIANA  
Why would I ever need a degenerate  
like you?

LEON  
To do something you're not capable  
of doing.

The door open and Luna peeks in, dressed in a colorful form-  
fitting outfit. She obviously did herself up for Leon.

LUNA  
Good. You're awake.

Leon gives her a cheshire cat grin.

LEON  
We were just discussing what I'd do  
today. Perhaps you can show me  
around.

DIANA

I think --

LUNA

I'd love to!

LEON

Good. Make me some more of those eggs and I'll investigate your bathroom.

Diana glares.

LEON (CONT'D)

Please.

Luna laughs her unfettered laugh and leaves.

Diana moves in very close to Leon.

DIANA

Whatever it is you're planning, don't. You have no idea what you're up against.

He leans against her.

LEON

You mean who I'm up against? Is that a threat?

DIANA

An observation. This is a dangerous place for you.

He reaches for his knives.

LEON

I don't see anyone else carrying weapons.

DIANA

They don't need to.

She leaves. He gathers his clothes and knives, also goes out the door.

INT. BATHROOM

Leon has never used a bathroom, though he's seen wrecked ones below. He knows what toilets are for, experiments with the flushing.

He turns on the water, gets scalded, jumps back. Then he figures it out, strips and gets in.

He cleans himself, years and years of filth going down the drain, his previous life washed away.

EXT. THE CITY -- MORNING

The golden city stretches out to what seems like infinity. The air is clear; the buildings sparkle. A virtual yellow brick road leads out among the glass and metal structures.

Leon takes Luna's arm as they walk down it.

LUNA

No one walks. Not when you have a car or a bike.

LEON

How can you get to know a place without touching it?

LUNA

You're not like anyone I've ever met.

LEON

Yes. I'm not.

He makes her start trotting, then running. They both laugh.

LEON (CONT'D)

Why does your air taste funny?

LUNA

It doesn't taste funny. It's clean, filtered, kept in by a force field. You're used to dirty air.

LEON

And why is your skin so much darker than mine?

LUNA

Sunlight is filtered so we tan, so we don't burn.

LEON

A manufactured paradise. No real air. No real sun.

LUNA

(as if realizing this)  
Yes, manufactured.

He leaps up at a nearby statue and uses a knife to chip off its nose.

Around them, the few people who are walking stare at them.

FROM AN ALLEY

A shadowy figure follows them.

FURTHER INTO THE CITY

Leon bends down to talk to some children. He takes out his switchblade and flicks it open and shut.

LEON  
See? It's a toy.

The children's mother is appalled and tries to get her family away, but one boy is fascinated by the switchblade.

LEON (CONT'D)  
This one has imagination.

He lets the child hold the blade. The child's mother angrily takes it from her son and throws it on the ground.

Leon retrieves it, pauses as he bends down.

HIS POV

A pair of feet quickly hide behind a corner.

LEON

Stands and looks suspiciously over towards the building where he saw the feet.

Luna follows his gaze but sees nothing.

LEON (CONT'D)  
Show me something... interesting.

LUNA  
Isn't it all interesting?

LEON  
Where are there large groups of people?

LUNA  
Oh, you want to go shopping.

She takes his arm and shows him the way across a ramp to a huge glass building.

Behind them, the shadowy figure follows.

INT. MALL -- DAY

It's a huge shopping plaza, with 3D displays literally dragging you into stores.

The shops themselves are fluid, flowing out and around shoppers to entrap them.

Large groups congregate, window shop, eat fast food that looks very healthy.

Leon is a bit bedazzled by the color and movement -- not his world at all.

LEON

Don't these people have, what do you call them, jobs?

Luna laughs and squeezes his arm.

LUNA

We all have jobs. But those only take a few hours a day.

Leon keeps looking around, trying to spot their 'tail' in the crowds.

LEON

So what's your job?

LUNA

I host a site about fashion.

LEON

Site?

Luna smiles, takes him to a wall that has 3D monitors, punches a code into a monitor.

Then Luna's image appears in 3D, showing off some new short skirts.

Leon waves his hand through Luna's image, then tries to dance with her, making Luna double over in laughter and attracting a crowd.

Leon looks out over the crowd, but can't find the person following them. He ends his dance, to the applause of the crowd.

Breathless, he takes Luna's hand and walks away.

LEON (CONT'D)

I'd read about holograms, but I've never seen any.

Luna waits a moment before she speaks.

LUNA

So you really are from down there?

He plays with her moon bracelet, looking at a crescent design.

LEON

When did you know my story about  
another city was a little lie?

LUNA

Mother told me the truth this morning.  
Is it really dangerous down there?

Leon pulls her quickly around a corner.

LEON

Enemies all around you. You never  
know who to trust.

LUNA

You can trust me.

He stares without blinking into her eyes.

LEON

I believe I can.

A moment while they read each other's faces.

LEON (CONT'D)

Now take me somewhere safe.

LUNA

Safe?

LEON

Somewhere without lots of people.

She thinks about that.

INT. POWER STATION -- DAY

The power station is a massive structure of buzzing lights  
and gleaming beams, but mostly it's layer upon layer of solar  
panels, huge panels that rise up and up to what seems an  
infinite distance.

Leon and Luna are dwarfed beneath the panels.

A rather well-fed man shows them the details of the center.  
This is MERVIN, who drinks in sustenance like the panels  
take in sunlight. He's happy to be here or anywhere.

MERVIN

Each panel can take in over one  
hundred megawatts...

LEON

I'm guessing that's a lot.

Mervin laughs and his belly shakes.

MERVIN

Didn't they teach you that in school?

LEON

Guess I wasn't paying attention.

Mervin points to a computer screen.

MERVIN

This shows the energy coming in and where it goes -- most of it to our anti-grav support system.

Leon looks like he's been hit in the face.

LEON

Anti-gravity? The city floats?

Mervin laughs again. Luna looks embarrassed.

MERVIN

Of course it floats. Nothing could support the weight of the buildings and machinery.

LEON

But what are those support structures down on earth for?

Mervin doesn't laugh. He looks at Luna.

MERVIN

He doesn't know much.

Leon peers at the screen.

LUNA

No, he doesn't.

LEON'S EYES

Reflect the images in the computer screen, flashing at top speed over his retinas.

LEON

No, I don't.

THE IMAGES ON LEON'S EYES

Play in a computer screen. Rem stands in front of the screen, reading it intently. Across the room, Mal hand-cranks a power generator that keeps Rem's computer going. Tasha watches the screen anxiously.

MAL

What is it?

REM

Everything. He's getting it all.  
How they keep the city up there, how  
they get their power...

MAL

Soon that power is all ours, right?

TASHA

What if they find out what he's doing?

Rem doesn't answer. He's frantically running programs that  
copy all the information on the screen.

INT. ANOTHER PART OF THE POWER PLANT

Leon, Luna and Mervin stand in front of another large computer  
screen.

MERVIN

This monitors all the support  
structures, as you call them. They're  
actually energy lines.

LEON

You send energy down there?

Mervin shakes his head at Leon's ignorance.

MERVIN

Up, up it all comes up here, all  
energy is for the good of Liberty.

LEON

You take everything from below?

MERVIN

Oh yes, all our manufacturing  
materials and minerals.

LEON

So those structures around the energy  
lines have to be kept very secure...

MERVIN

Yes, we change the security codes  
daily in a seemingly random pattern.  
Only someone with access to this  
system could predict it...

He pats Leon on the shoulder.

MERVIN (CONT'D)

I'm afraid it's beyond your  
comprehension.

LEON

Yes. I don't understand any of it.

Luna now looks a bit suspiciously at Leon.

LEON'S EYES

The codes flash across Leon's eyes.

REM'S COMPUTER SCREEN

The codes flash across Rem's computer screen.

Tasha looks over Rem's shoulder.

TASHA

Does this mean we can get up there?

REM

Soon, soon, if I can run some programs...

Polly runs into the room at top speed.

POLLY

Undertakers! Storming the museum.  
Get ready to slice and smash!

She swings her mace. Mal shrugs, looks at Rem. Rem presses some buttons to save his information. Mal stops cranking. The computer goes blank.

Mal takes up his axe. The others all pick up weapons.

Crashing sounds come closer and closer.

EXT. POWER STATION -- DAY

Leon and Luna stand outside the Power Station. She points to some domes across the way.

LUNA

Those are the agro-domes. We can go see the chickens if you want.

Leon chuckles.

LEON

I don't like to meet my breakfast.

He whips his head around to look up a side street.

HIS POV

A figure moves quickly into a doorway.

LEON

Takes Luna's hand and leads her away from the side street.

LEON (CONT'D)

How about the other kind of power?

LUNA

Other kind?

LEON

Where they rule, make laws and all that unnecessary stuff.

LUNA

The Council Building? It's that way...

She leads him toward the center of the city.

LUNA (CONT'D)

Down there, do you have someone special.

He smiles a knowing smile and looks at Luna's soft hair.

LEON

We're all special down there. Every one of us.

INT. HEADQUARTERS -- DAY

Leon's mob is in heated battle. The Undertakers are a tribe that wears necklaces and bracelets made from digits, ears, eyes of their vanquished enemies. They all use scythes as their weapons. They're formidable, but Polly takes two out with her mace.

POLLY

Forget Leon's stupid 'no kill' nonsense. Just stop them any way you can.

Mal dispatches one with an axe. Rem tries to keep them from his computer, using a large broadsword, but a scythe just misses him and smashes into the computer monitor. Sparks fly and the Undertaker makes a big mess of the machine as he takes the scythe out and goes for Rem again.

Tasha is surrounded by a group of Undertakers, but uses two long blades as if they're extensions of her arm. She's the most agile of the bunch and at one point she literally runs up the shoulders of two of them, stabbing them in the necks as she does so.

She looks with concern at the smashed computer.

LEON

Walks with Luna but his mind is somewhere else.

LEON

Some are more special than others.

Luna thinks he's making some suggestion about her and gives him a sidelong glance, but is puzzled to see his thoughts aren't with her.

LUNA

Here we are.

The large conical building Leon and Diana almost flew into sits at the center of everything.

LUNA (CONT'D)

This is the Council building, where everything is decided.

LEON

Let's go in and decide some things.

She pulls him back.

LUNA

No, only the elect go in there.

LEON

So elect me.

He runs up the white marble stairs to the front door.

Two large men in checkered outfits stand in his way.

SECURITY OFFICER 1

Can we help you?

LEON

Just got elected, going inside.

SECURITY OFFICER 1

No, sir.

LEON

Look, I'm from another city and I just wanted a peek at the important people.

That stops them.

SECURITY OFFICER 2

Well there is a tour starting in thirty minutes.

LEON

Lovely. We'll just wait inside.

He starts to walk in. The guards see something that upsets them.

SECURITY OFFICER 1

What are those?

He points to the blades sticking out under Leon's buttoned coat.

LEON

Oh, the latest thing from Gallardo.  
Wearable weaponry, all the rage.  
You mean they don't have them here yet?

Luna has caught up with him.

LUNA

He doesn't mean any harm, officer.

She's very deferential, but it doesn't help.

SECURITY OFFICER 1

Just leave them with us, then.

LEON

Oh, I couldn't do that. I'm quite attached to them.

He takes the largest blade out.

LEON (CONT'D)

If I lost Harald, I would be overcome with separation anxiety.

They have no clue what he's talking about and they advance on him.

He takes up a fighting stance.

LEON (CONT'D)

Finally, some fun!

Luna grabs his arm holding the knife and tries to force it down.

LUNA

No, Leon, you don't understand.

LEON

I understand these men want a little lesson. Come to teacher, boys.

The officers don't like that. They scowl and rush him.

He leaps over their heads, lands on the other side, quickly aims a fist at one's kidney. That guard crumples to the floor.

The other turns to face him. Leon uses his blade to pluck the buttons off the man's coat, displaying his bare chest.

The guard rushes him, so Leon kicks him in the groin. That guard goes down as well.

LEON (CONT'D)

That was refreshing.

A crowd has gathered, most wearing orange cloaks or capes. Luna tries to drag Leon away.

TAYLOR (O.S.)

You must be Diana's new discovery.

Leon turns to see Taylor, relaxed and smiling as if this is an everyday occurrence in the Council.

He has an entire orange suit on, showing he's the most powerful one here.

He holds out his hand. Leon looks at it. One finger has an orange ring on it. Another has a skull ring that looks severely out of place.

TAYLOR (CONT'D)

Luna, introduce us.

She swallows hard, totally intimidated.

LUNA

Mr. Taylor, sir, this is, um, Leon, our guest.

TAYLOR

Leon, you have spiced things up around here.

Leon won't take his hand.

TAYLOR (CONT'D)

A problem? Or don't you shake hands where you come from?

LEON

Just admiring your jewelry. That ring looks familiar.

He points to the skull-ring.

LEON (CONT'D)

Funny. My brother has one just like it. Maybe you've met him.

TAYLOR

Maybe. But this was a gift from a good friend. Welcome to Liberty!

He holds his hand out again. Leon hesitantly shakes, looking again at the skull-ring in the midst of the handshake.

Taylor puts his other hand on Leon's shoulder and squeezes. The orange ring on that hand lights up and Leon convulses in pain.

LUNA

No! Don't hurt him!

Taylor shows all his white teeth as Leon falls to the ground unconscious.

TAYLOR

I'm just putting him on pause for a while. You can have him back very soon.

He shoots her a knowing glance.

TAYLOR (CONT'D)

I know your mother has some plans for him.

INT. HEADQUARTERS -- DAY

Inside Leon and his gang's headquarters in the museum, Undertakers lie died and machinery is smashed.

Rem fiddles at the computer and Mal cranks the power-generator, but nothing's working.

TASHA

You've got to make it work!

REM

Not sure I can.

POLLY

No great loss. We stay here and do what we always do.

REM

That wasn't Leon's plan.

Polly brandishes her mace.

POLLY

Leon isn't here, in case you haven't noticed. I'm the one who led you in victorious battle.

MAL  
She has a point.

TASHA  
We have to get up there. He might  
be in danger now.

REM  
How? We don't have a floater.  
There's no other way up that we know  
of.

TASHA  
We can get a floater, like last time.

Rem stares hard at her.

REM  
You said you'd never do that again.  
After what that Upper did to you.

TASHA  
I'd do it for Leon.

POLLY  
How brave of you. But you're all  
sticking with me and we're going to  
move. The Undertakers'll be back  
with reinforcements and we can't  
afford to be here when they do.

She walks out. The others look at each other.

A WHITE CIRCLE

Blinding, brilliant, fills the screen.

LEON'S EYES

Blink against the brightness.

LEON

Lies on an ornate sofa in the middle of a cavernous room  
filled with statues and pillars.

He tries to sit up and groans.

DIANA  
Not too fast.

Diana and Luna stand over him.

DIANA (CONT'D)  
That was stupid.

LEON  
Which part? When I fell down so dramatically?

DIANA  
Attacking security. Now they've run tests on you. They know all about you.

Luna reacts to that but says nothing.

LEON  
Then they know what I'm capable of.  
He reaches for his knives but they're gone.

DIANA  
Without your toys, you can't do much damage.

LEON  
You'd be surprised.

DIANA  
Come home. Get cleaned up and we'll decide what to do.

LEON  
Oh, I've already decided. I'm going to continue my tour with Luna. It's been oh-so-fascinating.

Luna smiles. Diana doesn't.

DIANA  
That, too, is stupid. They'll be watching you.

LEON  
I want them to.

TAYLOR (O.S.)  
Feeling better?

Taylor glides in, with his cohorts Donaldson and Reilly. He keeps a safe distance from Leon.

LEON  
Much. I needed that nap. Thanks greatly.

He stands up, stumbles a bit.

LEON (CONT'D)  
I'll just be going now to see more of your beautiful city. Find out all its secrets.

Taylor is silent for a moment. Diana looks at him.

DIANA

He's joking, pay no attention --

TAYLOR

A splendid idea. Then you'll want to stay with us.

DIANA

Taylor, is that really a good --

TAYLOR

Someone from down there would be quite impressed by what we can do. Maybe they'd even realize the true extent of our power.

He gestures and the two checkered security officers walk across the room.

TAYLOR (CONT'D)

You'll need escorts, of course. Because it could be quite dangerous if you enter the wrong area. Any objections?

Leon grins at the guards.

LEON

I think we'll have a grand time together!

The guards aren't sure what to make of that.

DIANA

Don't you think it would be better --

TAYLOR

Diana, the decision has been made. You don't really have a say in it. Not that you ever do.

He waves her off and leaves with his two henchmen.

Diana fumes and glares at Leon.

LEON

We'll be just fine, Mom!

He turns to Luna.

LEON (CONT'D)

Luna, let's go see the chickens.

Luna is definitely puzzled.

INT. AGRO-DOME -- DAY

There are acres and acres of crops. Trees rise up in the distance. Some rather scraggly chickens peck disinterestedly at some feed.

LEON

It's a zoological wonder.

Luna attempts a smile.

LUNA

I guess there have been some problems.  
I'm not sure. They don't tell us  
much about all this.

LEON

Why should they? It's just what you  
eat.

The two guards are bored to death, leaning on a railing near the chickens.

He runs forward, pointing at something in the fields.

LEON (CONT'D)

What are those?

And disappears into a cornfield. Luna's shocked, runs after him.

The guards don't notice at first, then realize what's going on and rush into the cornfield as well.

IN THE CORNFIELD

Leon runs, but stops once to look at the corn. It's small and hard -- doesn't seem too edible.

He hears Luna behind him.

LUNA

Loses Leon, runs around almost in a circle.

LUNA

Leon! Don't do this!

Suddenly he's beside her, holding his finger to his lips. He whispers in her ear.

LEON

Give me two minutes. Go that way  
and make a lot of noise looking for  
me.

She shakes her head, tears stinging her eyes.

LEON (CONT'D)

Trust me.

He kisses her briefly on the lips, which startles her all the more. Then he runs to the right.

She waits a moment, runs to the left and keeps calling for him.

LUNA

Leon! I see you over there. What are you up to?

The guards push through the cornfield towards Luna's voice.

LEON

Creeps silently through the cornstalks, keeping himself bent down. Then he disappears entirely under one row and waits.

HIS POV

A pair of black boots walk up the row next to him.

LEON

Waits then leaps out and brings the person down.

They scuffle, but Leon puts his hand over the other person's mouth and holds him immobile.

It's Richee, his brother, looking the worse for wear since he was last seen running from Taylor and his men.

Leon whispers in his ear.

LEON

Big brother, I found you.

He lets Richee loose. They both stand and then Richee throws his arms around Leon and squeezes.

RICHEE

Little bro, I never thought I'd see you again.

Leon looks pleased, if a little uncomfortable. Hugging is not his thing. Richee is shorter but obviously elder, some gray patches in his beard.

LEON

I always said I'd come when you needed me, Richee.

RICHEE

How'd you get up here? Who's that girl? Why haven't you been arrested?

Leon gestures for him to keep his voice down.

LEON

Too many questions, too little time.  
I have to go back. But we can meet  
later where it's safe.

Richee shakes his head.

RICHEE

Nowhere is safe. Taylor wants me  
dead. He runs this place.

Leon thinks.

LEON

I know an empty house. You've heard  
of this Upper named Basil?

Richee nods.

RICHEE

He brought me up here a while ago.

LEON

I can get into his place. He's not  
there. Meet me after dark.

RICHEE

They won't leave you alone.

LEON

I'll find a way. Trust me. Do you  
have food?

Richee reaches in a pocket, pulls out a handful of pills.

RICHEE

Been selling these. Even up here  
they need their fix. That's why  
Basil brought me. He was hooked.  
Want some?

LEON

You know me better than that. After  
dark. Go before they spot you.

They embrace again, kiss each other's cheeks. Then Richee  
creeps away.

Leon starts to head back the way he came when he stops, bends  
over in agony.

He holds his hand to his stomach, collapses on the dirt,  
thrashing in pain. He screams.

DARKNESS

Then spots of light, blurry faces lean in and out of frame.

LEON'S EYES

Blink open. They're red and maybe a bit scared.

INT. BEDROOM -- AFTERNOON

He's on his bed at Diana's house. Luna sits on the bed, holding his hand.

LUNA

He's awake.

Diana leans in to look at him.

DIANA

What happened to you?

Leon tries to sit up but can't.

LEON

I think I exploded. Or my stomach did.

DIANA

That poison you eat back on your world, I'm sure.

He eyes her with some suspicion.

LEON

Last food I ate was from here.

LUNA

But I made it for you, Leon. It was fine, I swear.

She almost starts to cry. Leon squeezes her hand.

LEON

Felt like something else. Maybe someone used some kind of weapon.

DIANA

Who? The guards weren't anywhere near you.

LEON

I'm guessing Taylor has more methods at his disposal than just goons.

DIANA

Forget about Taylor.

LEON

You don't like him, either, do you?

Diana just stares at him.

LEON (CONT'D)

We could partner up and teach him a lesson.

Diana shakes her head and moves to the door.

DIANA

You're babbling. Leave Taylor alone.

She leaves. Luna touches Leon's forehead, strokes his arm.

LUNA

I was so worried. You looked dead.

LEON

I felt worse. But I'm all right now.

He finally sits up and looks around.

LEON (CONT'D)

Where'd those come from?

He gestures to a chair where his knives and belt sit.

LUNA

Mother got them. She promised to lock them up.

LEON

I knew your mother was a good liar. Suppose someone got rid of Taylor. Would your mother like that?

He tries to stand up but wobbles and sits back down on the bed.

LUNA

Rest, please, Leon. I don't want anything to happen to you.

He looks into her eyes.

LEON

Why?

The directness of the question startles her.

LUNA

Because you're... you're very special.

LEON

Most Upworlders wouldn't agree.  
They'd say I'm a savage, a primitive.

LUNA

You're not! You're just different.

LEON

Doesn't that scare you? I come from  
a world where every day it's a battle,  
every day we look death in the face,  
every day might be our last. Do you  
know what that does to someone?

She shakes her head, never taking her eyes off his.

LEON (CONT'D)

It makes us live an entire life in  
one day. It makes us do whatever we  
want to do because there may never  
be another chance.

He kisses her. She responds. They embrace and start touching  
each other's flesh.

LEON (CONT'D)

Lock the door.

LUNA

I can't. Only mother has the code.

LEON

Then she might catch us.

Luna backs away from him. He takes her shoulders and pulls  
her into his arms.

LEON (CONT'D)

Forget her, forget everything but  
me. Nothing else exists. One  
lifetime right here.

He kisses her again. He's surprisingly tender with her,  
undresses her slowly, taking time because of her shyness and  
her awkwardness. She blooms under his touch and their  
lovemaking awakens things she didn't know she could feel.  
It's primal and explosive for her. Leon is also surprised  
that he could feel anything for an Upworlder, but he's  
enchanted by her innocence.

INT. HEADQUARTERS -- AFTERNOON

The computer screen flickers, fades. Rem works on it while  
Mal cranks the power.

Tasha hands Rem tools while they work.

TASHA

He could be in danger. We have to get to him.

REM

You know Leon. He's a survivor. He'll do whatever it takes.

MAL

Or whoever it takes.

Tasha glares at him. He shrugs.

Then a sound: something from a graveyard or from beyond the grave, an unearthly howl.

TASHA

The Undertakers, they're coming back.

Rem works frantically, finally pulls something from the computer.

REM

I think I've got the codes on these. Let's move.

TASHA

What if you don't?

Polly's voice comes from outside the room.

POLLY (O.S.)

It's playtime, children! Get your toys!

REM

Let's go.

INT. BEDROOM -- EVENING

Leon and Luna lie contented in each other's arms. Leon's eyes flick open. Gently, carefully, he disengages himself from Luna, sneaks across the room and retrieves his knives.

Then he goes back to Luna, removes her bracelet and takes it with him as he puts on his clothes, arms himself with all his weapons and quietly goes out the door.

INT. LIVING ROOM

Leon sneaks across the living room toward the front door, but the lights snap on before he gets there.

Diana stands on the stairway.

DIANA

Don't be stupid.

LEON  
I'm never stupid.

DIANA  
You are if you go out that door.

He faces her.

LEON  
Tell me.

DIANA  
I'll show you.

She walks across the room, takes some controls from a table and points at the large video screen.

Grainy footage fills the screen, then flows out to the area in front of it, making a 3D hologram.

It's him, Tasha, Polly and the others.

DIANA (CONT'D)  
Basil was monitored every second he was in your world. We know what happened to him.

Polly's mace flies at them in 3D, then the earth rushes up to meet Basil.

LEON  
Why aren't I in custody then?

DIANA  
Taylor has some plan.

LEON  
Taylor? What about you?

She ignores that.

DIANA  
You've got his chip. You're being monitored now. They're probably watching us.

LEON  
Give Taylor a nice wave and tell him I'll be seeing him soon.

She rushes over and grabs his arm.

DIANA  
Don't be an idiot. You have nothing to gain by going out there.

He tries to shake her off.

LEON

I have to go, Diana. I have to.

DIANA

Why?

She won't let go. He faces her.

LEON

My brother's out there. Taylor's trying to kill him. That's why I came up here. To save my brother.

She lets go of him.

DIANA

You surprise me.

LEON

Why? Only Upworlders have family ties? What if it was Luna out there? Wouldn't you be out that door already?

She nods.

LEON (CONT'D)

Tell her I'll be OK. Lie. You're good at that.

He goes out the front door. She stares after him, a hint of anger on her face.

EXT. DIANA'S HOUSE -- EVENING

Leon walks down her front stairs to the street, then quickly ducks off to the side near her garage/flying deck.

He takes out Luna's bracelet and holds it up against a doorway, speaking the code he heard Diana say earlier. The door opens.

INT. GARAGE -- EVENING

Leon goes to the second bike he'd seen when he first landed there. He knows it's Luna's. He places the bracelet on it and speaks a code. Nothing. He says Luna's name. Nothing. Finally, he thinks of the answer.

LEON

Moon.

The flyer comes to life. The ceiling opens above him and he flies it out, almost smashing into the side of the roof.

## LEON FLIES

He's brave and smart, but he's never piloted anything before. His flight zigzags across the sky, skimming near floaters and other bikes, scraping the tops of buildings.

He flies directly through the fountain in the middle of town, drenching himself.

A robo-enforcer spots him and follows.

ROBO-DRIVER

Identify.

Leon can't control his vehicle enough to face the robo-driver. He yells across the distance.

LEON

Basil. You know me. I borrowed my friend Luna's bike.

He nearly smashes into the robo-enforcer, which makes some clicking sounds.

ROBO-DRIVER

Hold until confirmed with owner of vehicle.

Leon shoots away. The Robo-driver takes off after him.

He propels himself skyward, amazed at the clear, bright stars overhead. He laughs as the robo-enforcer gives chase. This is what he lives for.

He does a complete 360 in the air, ending up underneath the floater. Then he heads for two tall buildings that only have a few feet between them.

He aims for the space between them, the robo-floater right behind. At the last minute, he veers right and sweeps up the building on that side, inches from it.

The robo-driver can't react that quickly, instead pushes through the space between the buildings, grazing its sides on them.

LEON

Uses the opportunity to zip back down to street level, using other floaters as shields to hide behind.

He finds his way down one street and ends up over Basil's house.

But he can't figure out how to slow down and is going to slam into the roof of the house. Quickly he yells for it to open and it does at the last minute.

INT. BASIL'S GARAGE

His landing is rough -- the bike ends up in the side of Basil's floater.

Leon lies there, stunned. An alarm goes off in the house.

EXT. SUPPORT STRUCTURE -- NIGHT

Rem, Mal, Tasha and Polly stand near one of the support structures leading up to the city overhead.

The area around the structure looks like some kind of huge storm hit it. Buildings are collapsed in on themselves. The land looks blasted. Nothing could ever grow here. Nothing lives near this blight.

Rem consults his scanner.

POLLY

This is a waste of time. We can't get up there.

She swings her mace.

POLLY (CONT'D)

I'm leader now. I say we go back.

Tasha flicks a switchblade.

TASHA

And three of us say we don't. You're free to leave, chrome-dome.

POLLY

Oh, kitty has grown claws. Let's do it.

She takes up a fighting stance. Mal steps between them.

MAL

Rule number one: we don't fight each other. Leon taught us that right away.

POLLY

Leon's not here.

Mal swings his axe, brings it down on Polly's mace, burying it in the ground.

MAL

If we can't get inside, we'll do what you want. Agreed?

Tasha closes her switchblade, smiling.

POLLY

OK, Mr. Persuasion. What about you,  
smartboy? Can you open it.

REM

About to find out.

He presses some buttons on his scanner and a panel pops open  
on the structure.

Rem inputs some numbers on the panel and an entrance way  
creaks open like a tomb.

But it only opens a small amount and stops.

REM (CONT'D)

Mal.

Mal comes with his axe and uses it as a lever. Together, he  
and Rem slowly push the door open.

As they do, a huge blast of energy blows out of the structure,  
enveloping all of them.

INT. BASIL'S HOUSE -- NIGHT

Leon creeps through the house, checking each room slowly,  
carefully, knives out.

Then he takes the stairway up.

INT. TOWER ROOM

Leon silently enters the tower room.

Richee sits in the high-backed chair, the lights of the city  
playing across his face.

Leon watches him for a moment, surprised at the animal grin  
on Richee's face as he watches the city.

He sneaks up slowly to his brother, puts one blade to Richee's  
throat.

LEON

I'd never have gotten this close to  
you down in our world.

Richee, at first frightened, looks up and laughs at Leon.

He jumps up and awkwardly hugs Leon, who barely permits him  
to do so.

RICHEE

Together again, just like old times.  
I knew you wouldn't fail your family.

LEON

We can go, Richee. I have access to Basil's flyer. We should leave now. They're probably following me.

Richee looks surprised, the gold and white light of the city reflected in his eyes.

RICHEE

Leave? Why would we leave? Leon, we can rule this place, we can have it all.

LEON

Taylor wants you dead. I've got the security force after me. I think the altitude has gone to your head.

He moves behind Leon, pushes his brother so they both face the city. He speaks into Leon's ear, Iago-like.

RICHEE

We get rid of Taylor. He's the key. He runs things up here. I'm already selling my stuff to all the other bigwigs. With Taylor out of the way, we've got the drug business sewn up. They won't be able to go to sleep or wake up without us.

LEON

You know I was never partial to that side of things, Richee. And you know I don't kill people.

Richee rolls his eyes.

RICHEE

Playing the hero again, just like when we were kids, tying a little cape around your neck and saving people. The real world doesn't work like that and you know it. You couldn't save Mom and Dad...

LEON

Richee...

RICHEE

Think about it: you and me, brother, running everything. All the food, all the clothes we want.

LEON

OK, what about my mob?

RICHEE

Forget them.

That doesn't go over well with Leon. He takes Richee's arm.

LEON

Let's go.

Richee pulls out his own blade.

RICHEE

Don't make me use this, little brother.

LEON

Put that away, don't be stupid...

Richee waves the blade, scratches Leon's face.

Leon, shocked, touches the blood on his cheek. But he does not fight back.

Richee runs from him, down the stairs. Leon follows him, just as bright lights flash in the windows.

ROBO-DRIVER (O.S.)

Exit the house immediately.

OUTSIDE

The house is surrounded by several floaters.

INT. ENTRYWAY

Leon hits the bottom of the stairway just in time to see Richee being taken away by security goons.

Two guards see him and go for him.

He leaps up, kicks one in the face, uses his knife to disarm the second one. He jumps for Richee, but security has already taken him out the door.

As he reaches the door, the two guards have recovered and are on him.

LEON

Richee!

HIS POV

Outside, Richee is put in a floater and is gone.

LEON'S EYES

Turn red.

LEON

Just about growls as he goes primal and attacks both guards. They've never seen something like this. Leon spins his knives like extensions of himself, is all over both of them. He scratches, cuts, jabs.

They try to use the shock-rings, but he evades them like a jungle cat.

In seconds, both guards are on the floor, blood flowing from them.

Leon stops for a second as he's about to do more damage to them, realizes he's gone too far.

He looks for an escape. More security officers are headed to the front door from outside.

Leon runs back through the house towards the garage.

One guard fires some kind of blaster that causes valuable artwork to go up in flames. Leon dives for the doorway to the back stairs as another flare goes by his head.

INT. GARAGE

Leon realizes that it's going to be a lot of work to get the bike out of the smashed door of Basil's flyer. He thinks, then speaks the command that opens the roof.

He leaps to the roof of the floater, then somersaults outside onto the roof of Basil's house.

OUTSIDE -- NIGHT

Floater surround the garage, but they were expecting a vehicle. They almost miss Leon as he runs on the rooftops.

But one floater catches a glimpse and the robo-driver dives for him. Just as the floater comes over him, Leon leaps and hangs on its underside, struggling to find handholds.

The robo-driver, unsettled by the extra weight, veers over into a big lane of floater and bike traffic.

Leon leaps off that floater and onto the top of another.

INSIDE THE FLOATER

An older couple is astonished to see Leon on the outside dome of their vehicle.

He grins at them, then uses a knife to smash a hole in the dome for a handhold. He tells to them.

LEON

Fly east!

Too shocked to do anything but obey, they turn the floater around and go east.

OUTSIDE

The robo-driver recovers and follows the floater, as do several security vehicles.

LEON

Gestures for the couple to fly lower. They do. He leaps off and dives into darkness. His knife remains in the dome, a memento of the night for the Uppers.

BELOW

Leon hides in doorways, fake bushes, making his way towards Diana's house.

He looks up at the front of the house and recognizes Luna coming out the front door.

He sneaks up to her, grabs her arm and pulls her into the shadows.

LUNA

Leon! You're all right.

LEON

Debatable, but I'm here.

LUNA

What happened to your face?

LEON

Bug bite.

LUNA

We don't have any bugs in the city.

LEON

I was misinformed.

LUNA

Mother said they had you in custody.

LEON

They have my brother and I'm going to get him back.

LUNA

How?

LEON  
Where does Taylor live?

LUNA  
No, Leon, you can't, not Taylor.

LEON  
Just tell me where he lives. Then  
forget you saw me.

She gets an obstinate look, refuses to move.

LUNA  
No.

Leon takes her in his arms, looks deeply into her eyes.

LEON  
Help me, Luna.

LUNA  
Only if I can go with you.

LEON  
You'll only be in the way.

LUNA  
I know Taylor. He won't hurt me. I  
can talk to him.

LEON  
I'm not sure there will be much  
talking. Let's go.

He gestures for her to take the lead. Surprised, she does  
and they move off down the street.

IN DIANA'S HOUSE

At an upper window, Diana watches them go.

EXT. TAYLOR'S ESTATE -- NIGHT

Taylor's house is the size of several city blocks. It seems  
like several buildings in one.

Leon and Luna watch it from an archway across the street.

LUNA  
He'll have security.

LEON  
Why? Does he fear anyone?

LUNA  
No.

LEON  
Does everyone fear him?

LUNA  
Yes.

LEON  
He thinks he's invincible. I'll  
prove otherwise.

Leon takes out two of his knives, points around the corner.  
They walk into darkness.

A STAIRWAY

Leads to the second level of Taylor's house. Leon and Luna  
climb it slowly. Leon peers in different windows, picks  
one, uses his knives to jimmy it open.

Silence. He climbs inside and gestures for Luna to come in,  
too. She's scared but she follows him.

INT. TAYLOR'S ESTATE

Leon and Luna are in darkness in a hallway that could fit an  
entire street inside.

Large museum-like displays line the hallway, though they  
can't see inside them.

They round a corner and Leon freezes. Something touches his  
neck.

TAYLOR (O.S.)  
It's an Indian Talwar. Eighteenth  
century. Single-edged, curved with  
a pointed tip.

Lights snap on. Taylor holds that very weapon at Leon's  
throat.

Luna gasps. Leon holds very still.

Taylor smiles.

TAYLOR (CONT'D)  
Welcome to my humble home. Drop  
your knives. And have a seat.

Leon looks around and sees what Taylor's home is: a museum  
of weaponry. Every corner, every case filled with killing  
things from all of human history.

His knives fall to the floor with faint clinks.

Taylor moves the blade from Leon's throat and gestures to a  
chair.

It's an electric chair. He points again to it.

TAYLOR (CONT'D)  
Sit, boy, sit.

LEON  
I admire your collection.

Leon tentatively perches on the electric chair.

LEON (CONT'D)  
All functional, I take it?

Taylor smiles.

TAYLOR  
Not that one. They used to run  
electricity through a man's body  
until he was dead. Barbaric, eh?

Leon nods.

LEON  
I see you're prepared for someone  
like me.

TAYLOR  
I've been waiting years for someone  
like you. We all have.

From around a corner, Donaldson and Reilly walk, dressed in  
combat gear.

Donaldson has a crossbow. Reilly a flintlock.

TAYLOR (CONT'D)  
Finally, a real challenge.

Luna can't quite understand it all.

LUNA  
Taylor, what are you doing?

LEON  
He's playing his game. How many so  
far?

TAYLOR  
The numbers, Donaldson?

A big hearty smile from tanned and sleek Donaldson.

DONALDSON  
Taylor twelve, Reilly eleven, and  
myself thirteen.

TAYLOR

I'll catch you up on this one.

LEON

Luna, you should go. This is between these brave Uppers with their weapons and little old me.

TAYLOR

I'm afraid she's part of it. Her mother's schemes involve both of you.

Leon perks up while one hand slowly, infinitesimally creeps down to his remaining blades on his belt.

LEON

I had a feeling there was more to Diana.

Taylor laughs.

TAYLOR

More and more. She chose you, young man, lured you up here. Sacrificing her friend to get you.

Luna looks at the floor.

TAYLOR (CONT'D)

You were supposed to confront me. If you killed me, her problems were solved. If you didn't, she'd incapacitate you and do me in herself, putting the blame on you. And she'd win again. Ingenious.

LEON

She made me black out before? Luna?

Luna sobs.

LUNA

I'm so sorry, Leon. I didn't know, I swear. I only knew she brought you here.

TAYLOR

Yes, she controls the chip in you. She's seeing me right now and probably seething. Hello, Diana! Your plans...

He makes a thumbs-down gesture.

TAYLOR (CONT'D)

Kaput. You thought you'd replace me  
as Council leader?

He snorts and looks at his cohorts.

Leon, quick as a striking snake, flicks a blade out, then  
another, throwing them across the room.

One hits Reilly in the arm, causing him to drop the flintlock.  
The other one embeds itself in Taylor's shoulder.

He groans and goes down on one knee.

Leon is up on his feet, takes Luna and rushes to a doorway.  
At the last moment, Luna steps back, smashes open a display  
case and takes a bundle out of it. Leon comes back for her,  
just as Donaldson raises his crossbow. The bolt barely misses  
Leon as they make the door.

IN THE HALLWAY -- NIGHT

Leon and Luna run for an exit.

LEON

Outside, fast!

They head for what looks like a doorway to the street.

Behind them, Donaldson now has the flintlock, stops and fires.

The shot hits the door as they shut it behind them.

EXT. TAYLOR'S ESTATE -- NIGHT

Leon and Luna run into the street.

LUNA

I know where we can hide.

LEON

No hiding. We have to get to Basil's.  
Show me how.

Floater approach Taylor's house. Leon and Luna run into  
the shadows to escape.

Taylor, Donaldson and Reilly appear in the doorway above.

TAYLOR

Have security search for them.

He works a makeshift bandage on his shoulder.

TAYLOR (CONT'D)

The hunt is on. This should be good  
fun.

DONALDSON

Your wound...

TAYLOR

All good hunters are prepared for some pain. It's part of the sport. Send someone for Diana. In case she has any more plans.

EXT. STREET -- NIGHT

Leon and Luna run down a golden street. He has his two remaining blades. With his blue velvet coat and black boots, he's a dark specter of violence silhouetted on the immaculate white walls of the buildings around him.

Luna struggles to keep up, carrying the bundle she took from Taylor's house. Leon is smiling.

LUNA

Leon, please, I'm so scared.

He stops.

LEON

No time for fear. I understand this. I know what this is about. It's every day of my life below. Survival.

He takes her face in his hands; she's framed by the blades he holds.

LEON (CONT'D)

Your mother chose well. I can stop Taylor.

LUNA

She didn't choose you. I did.

That stops him. A floater flies overhead. They duck into an alley.

LEON

You did?

LUNA

I've watched you for years. We've all watched what happens below. It's better than any holograms. The fighting, the blood. But you, you had ideas. Not about killing, about bigger things.

LEON

So why did you want me here?

LUNA

I knew my mother had something bad planned. I didn't know what. But I knew you wouldn't do what she wanted.

He smiles at that.

LEON

We never want to do what grown-ups plan for us, do we?

He takes her hand and they run off.

INT. BASIL'S GARAGE -- NIGHT

Darkness, then a command and a door slides open. Leon and Luna enter the garage. He points to the bike, still stuck in Basil's floater.

LEON

We need your bike. I think it still works. Help me get it out.

LUNA

How did you fly it without me?

LEON

I had your bracelet.

He tosses her the moon bracelet.

LEON (CONT'D)

I guessed it had a duplicate of your chip in it, just in case. I saw that most Uppers had some kind of jewelry with another chip encased in it.

He sits on the front seat of the bike.

LEON (CONT'D)

Let's go.

LUNA

You don't know how to fly.

LEON

That makes me unpredictable. And harder to catch.

She thinks about that, gets on behind him, puts her bundle in a compartment beneath the back seat. He says the code words that open the roof and they take off into the starry sky.

## THEIR FLIGHT

Leon flies low to the ground but heads west.

He yells to her over his shoulder.

LEON (CONT'D)

How far can this go?

LUNA

I don't know. How far do you want to go?

LEON

The end of the world.

LUNA

We can't get away. He'll be monitoring your chip and mine.

LEON

I'm not trying to get away. I just need some fighting room.

They fly over and around buildings and houses. But then the buildings become fewer and fewer. Finally, there's just some cracked concrete and then dirt.

In the distance, darkness and a shimmering wall.

Leon flies as close to the wall as he can.

LEON (CONT'D)

Your mother wanted to take over this place?

LUNA

She's always been ambitious.

LEON

Why not just run for election? That's that they did in the old days.

LUNA

We don't have elections. Taylor's great-grandfather built this place. The Taylors have always run things. We don't complain. None of us know how it all works.

He lands the flier.

LEON

I'll explain it to you.

In the distance, lights move toward them.

Leon stumbles a little as he gets off the bike. Luna steadies him.

LEON (CONT'D)

Still don't have my air legs yet, I guess.

He pushes the bike over near a wall and lays it flat.

LEON (CONT'D)

Liberty sucks at farming and agro-junk. Still, after two centuries. So you take it from below.

LUNA

You don't have anything below.

LEON

We have the earth. Your support structures channel energy from the earth up here. You take our minerals, what's left of our plants and animals. You convert them all to stuff you use. Soon, there won't be an earth left to support you. But Taylor and his gang hope to solve your agro-problems by then. After they've raped my world.

The lights come closer. Luna looks for a place to hide.

LUNA

But Taylor, our founder, was a genius. He saved us all. He brought all the best up here to Liberty.

LEON

He saved the rich people who could pay him. The rest...

He shrugs.

LEON (CONT'D)

My parents were as good as any of you. I swore to them I'd find a way up here.

LUNA

What good did it do? They've found us.

LEON

No. I've found them.

The floaters kick up dust, blinding them as they land. There are three of them.

Taylor and Donaldson get out of one. Reilly and three security officers get out of the others.

Donaldson has his crossbow. Reilly has a Winchester 1873 repeating rifle.

Taylor carries two three-pronged blades, one in each hand.

TAYLOR

End of the line, Leon.

LEON

End of the world, Taylor.

TAYLOR

I would say we have you at a disadvantage.

LEON

Let me ask you something. One of you killed a friend of mine, Wiz. Old guy, hunched over. I used to trade him pretty pieces of glass for stale candy.

DONALDSON

He was mine.

LEON

Probably had a heavy guy with him. Luther. Stomach tumor was gonna kill him anyway.

REILLY

He was mine.

LEON

So when you finally got them, did they cry? Did they plead? Did they beg?

They shake their heads.

LEON (CONT'D)

Basil did. Wept like a baby. You upworlders look tough. Inside, you're soft.

TAYLOR

You're not in a position to insult us.

LEON

Sure I am. I got nothing to lose.

He takes out his two remaining knives. One's a switchblade and he pops it open.

LEON (CONT'D)

You and me, Taylor. We go first. You're not afraid to take me on alone, are you? Don't worry, I'm sure your boys will stop me before I finish you.

Taylor is impressed.

TAYLOR

An offer first, Leon. You work for me. Run my security. Watch my back. The whole city would be at your feet. Anything you want. You'd like that, wouldn't you.

Leon actually has to think about that.

LUNA

Leon? I don't trust him.

TAYLOR

We aren't allowed to kill each other. But you can do anything.

LEON

What about my friends down there?

TAYLOR

Can't save everyone. But you'd be saved and safe. With Luna.

LEON

Thanks. No thanks.

Taylor takes a stance with his blades. His shoulder still seeps blood into the bandage.

TAYLOR

These are sais. Traditional weapons from the island of Okinawa. They're my favorite. I've studied all forms of fighting with them. You have to get very close.

He steps forward.

TAYLOR (CONT'D)

So step right up.

Leon moves forward. Donaldson and Reilly start to take flanking positions.

Luna runs to her bike and takes the bundle from a compartment behind the back seat.

She comes back proudly holding a small bow. She's also got a quiver of small arrows.

She puts one on the bow, pulls it back and points it at Donaldson and Reilly.

LUNA

I've done some studying, too. Archery classes at school. First one of you that makes a move gets an arrow in the eye.

Leon laughs.

LEON

Looks like things are evening up.

Taylor shakes his head.

TAYLOR

I wish it were so, but I'm afraid I couldn't take the chance of something going wrong. Your vision is already blurring and your legs are trembling.

Leon won't acknowledge it, but it's true.

LEON

What are you talking about?

TAYLOR

Your brother's blade, the scratch on your face. A tiny touch of something toxic. It won't kill you, but it will slow you down.

LEON

My brother...?

TAYLOR

Works for me, yes. Quite a useful character. They all work for me, Leon, everyone.

LUNA

Not everyone.

TAYLOR

So like your mother. Just as misguided. Let's get this over with.

He leaps at Leon, who manages to dodge the blades.

LEON'S POV

The blades are blurred, Taylor's face is elongated, his grim grin looks cartoonish.

## THE FIGHT

Leon stumbles, Taylor thinks he's got an easy shot, so he moves for Leon's stomach.

But it was a fake-out and Leon swings his switchblade at Taylor's outstretched arm.

Taylor shrieks as the blade hits muscle; he drops one sai. Leon's blade stays in his arm.

Donaldson, Reilly and the security men start to move forward, but Luna waves her bow at all of them. They stay put.

LEON

You Upworlders always scream. Such little babies.

But Taylor recovers and smacks him with the handle of the other sai. Leon falls to the ground.

LUNA

Leon!

Taylor moves in, but Leon kicks him in the shin from his prone position. Taylor falls, too. Both of them grapple and roll on the ground.

Their fight takes them to the shimmering edge of the world and they almost go over. Luna screams, but Taylor and Leon actually bounce off some kind of force field and roll back away from the edge.

Taylor is the first to regain his feet. He pulls Leon's blade from arm and holds it in his injured hand.

Leon staggers to his feet and faces him.

TAYLOR

All you have left is that silly switchblade. That's a toy, not a real weapon. Time to end this game.

LEON

Couldn't agree more.

He hauls off and kicks Taylor in the balls. Taylor drops sai and blade, falls to the ground. Leon picks up one sai and sits on Taylor's chest, holding the three prongs at his face, two very close to each eye. Leon's speech is slurred.

LEON (CONT'D)

Even full of poison, I'm more than a match for the king of Upworld. You've only studied war; I've lived it.

Donaldson, Reilly and the security goons rush Luna.

LUNA

Think about it. This arrow in your eyeball.

LEON

Touch her and I'll gut him.

They stop.

LEON (CONT'D)

While I've got your attention. Give me your security code.

TAYLOR

Just kill me and get it over with.

He struggles, kicking and pushing, but Leon does not move.

LEON

I will leave you alive with one eye if you give me the code.

TAYLOR

You mean it?

LEON

My word.

Donaldson snickers at that.

LEON (CONT'D)

I have never gone back on my word.

Taylor looks into his eyes and believes him. He says a string of numbers and symbols.

TAYLOR

I made it complex so no one could randomly find it. You'll never remember it.

LEON

You're right. I won't.

He gets up from Taylor's prone body.

LEON (CONT'D)

But you did your part.

TAYLOR

You really will let me live?

LEON

You Upworlders didn't bother to learn anything about me, did you?

Luna lowers her bow.

LUNA  
He doesn't kill. Ever.

Taylor stands, newfound respect for Leon in his gaze.

TAYLOR  
Maybe there's hope for you down there.

He holds out his hand.

TAYLOR (CONT'D)  
I give you my word you will not be  
harmed up here.

Leon looks at him suspiciously.

TAYLOR (CONT'D)  
No rings. No surprises. Shake.

Leon starts to put his hand out, then falls to the ground,  
convulsing.

LUNA  
Leon?

She runs to him. Foam comes from his mouth. He holds his  
stomach and twitches.

Taylor looks puzzled for a moment, then even more puzzled  
when Donaldson's crossbow fires a bolt into Taylor's chest.

He looks over at Donaldson and Reilly. Reilly points his  
Winchester at Taylor and fires several repeated rounds.

Taylor staggers backward but doesn't go down yet. He looks  
up again and registers more surprise.

Diana stands across the causeway, dressed in regal splendor.

TAYLOR  
You?

DIANA  
The king is dead. Long live the  
king.

Donaldson, Reilly and the security goons all stand on either  
side of their new leader, Diana.

Luna looks over at her with contempt but not shock.

LUNA  
Hello, mother.

Diana holds up some kind of machine and enters a code into  
it.

The shimmering barrier nearby vanishes.

DIANA

Toss him over.

All the men do as she says, grabbing Taylor and hauling him roughly to the end of the golden city, throwing his body off the side. He doesn't scream as he goes down.

DIANA (CONT'D)

You're all witnesses. The primitive assassinated him and threw his body over. How savage.

Leon has stopped convulsing, looks over weakly.

LEON

All your chips are recording this.

DIANA

And I own the man who monitors the recordings. Sorry it has to be so painful, but you're going to have to be incapacitated for a long time. For good, actually.

She presses something on the machine and Leon convulses again.

Luna goes for her bow and arrows, but the security men are there first. They take her and hold her.

LUNA

You got what you want. You don't have to kill him.

DIANA

You're my daughter. You know I do only what I have to. You had your night with the primitive. That should keep you satisfied.

She gestures to Leon. Donaldson and Reilly walk to him and pick him up.

But suddenly he's not so weak and not in pain. Leon pushes them both down and grabs one of the sais.

Diana is shocked.

DIANA (CONT'D)

Get him!

The security guards are hesitant.

DIANA (CONT'D)

Surely you can all take one man down.

POLLY (O.S.)

One, maybe. How about five of us?

Across the road, through an open hatch in the concrete, Polly, Rem, Mal and Tasha have arrived.

POLLY (CONT'D)

Miss us, leaderboy?

Tasha runs to Leon, her red and yellow hair billowing; she hugs him tight. Luna reacts to that.

LEON

Took your time.

REM

Almost got fried on the way up.  
Those energy beams are nasty.

LEON

Thanks for blocking the chip. She  
had me in a bad situation.

Rem holds his scanner.

LEON (CONT'D)

You got that security code?

Rem nods.

LEON (CONT'D)

Then let's clean up here and take  
care of this town.

Mal smacks his axe into his hand. Polly whirls her mace.  
Tasha pops her switchblade. Rem has a broadsword.

LEON (CONT'D)

Diana, meet my mob. Luna, why don't  
you join them?

The security men won't let go of Luna, so Mal tosses his  
axe, severing one man's arm. He goes down, screaming.

Luna runs to Leon. He's got both of his women on either  
side.

Mal retrieves his axe, wiping the blood off on the security  
man writhing on the ground.

LEON (CONT'D)

Let's have some fun, kids.

Polly smiles and goes right after Diana, who takes off at  
top speed for a floater.

LUNA  
Don't hurt her!

The remaining security goons reach for their blaster-weapons, but Rem and Mal are on them before they can do anything.

Leon faces Donaldson with his empty crossbow and Reilly, who's trying to reload his rifle.

LEON  
This sai will be in your belly before  
the first shot. Drop the weapons  
and run.

They do.

POLLY

Gets to Diana, who's in the floater and trying to get away. Polly smashes the dome of the floater, cracking it into pieces. Then she knocks the head off the robo-driver.

Diana screams, but manages to get control of the floater and take off.

POLLY  
They do always scream.

REM AND MAL

Have subdued the guards and tied a tourniquet around the one man's arm.

Leon looks at Tasha and Luna.

LEON  
I think you both know of each other.

Their looks could freeze water easily.

Leon gestures to the two remaining floaters.

LEON (CONT'D)  
Let's go teach this city some manners.  
Rem, can you handle one?

REM  
Theoretically.

Leon climbs in one floater. Both Tasha and Luna insist on getting in as well. Rem and Mal get in the other.

POLLY  
I like the looks of this.

Polly's got Luna's bike. She looks quite comfortable on it.

LEON

Good to have you with us, Pretty Polly.

POLLY

Oh that's only temporary. I'm here to be crowned Queen. No room for you, though.

LEON

We'll work something out.

Polly swings her mace.

POLLY

Oh, yes.

LEON

You'll need this.

He takes Luna's moon bracelet and throws it to her. Polly smiles a metallic smile, pointing to her tattooed body.

POLLY

I'm not one for decoration.

A GOLDEN STREET

The literal yellow-brick road glows in the morning sun. It's the main street down the center of the city.

Six figures appear in silhouette, dark against the rising sun.

They move with purpose, taking up the whole street.

Leon, Tasha, Luna, Rem, Mal and Polly -- all carrying their weapons -- walk the street as if at the OK Corral.

The residents of Liberty run from them, hide inside their golden buildings.

Some children run out and stare. Their parents grab them and take them inside.

Mal tosses his axe, which smashes a statue of the first Taylor; the head rolls on the ground.

Polly swings her mace, smashing some shop windows.

Luna laughs her unfettered laugh as she fires arrows at signs, then at people behind upper windows. The arrows crack the glass and stick out like big needles, giving an unstructured fix to the conformity of the buildings.

Leon twirls his knives, finally deciding to throw one at a display of jewelry and clothes.

The blade goes through the glass and lands in the eye of a mannequin.

MAL  
Which blade was that? Harald?  
Gunnar?

LEON  
Grow up. Who names their weapons?

Mal looks puzzled.

Tasha merely hooks her arm through Leon's and looks at him carefully.

TASHA  
Do you like this place?

LEON  
It has its charms.

She looks concerned.

EXT. TAYLOR'S ESTATE -- MORNING

They march up to the front of Taylor's huge block-long edifice.

Rem uses his scanner and the front door opens.

LUNA  
You think our cars, er, floaters are  
safe back there?

She gestures back the way they came.

LEON  
Plenty more where those came from.

They all go inside, but Tasha gives a furtive look over her shoulder as she enters.

ACROSS THE STREET

Several shadowy figures watch them.

INT. TAYLOR'S LIVING ROOM -- MORNING

The group pour into the living room. Mal leaps onto a huge plush sofa, bounces.

Polly starts examining all the weapons in cases, trying some out.

LUNA  
I'll find some food.

Leon looks at Rem holding his scanner.

LEON

Got to be somewhere in here, right?

TASHA

What?

LEON

A way into their computer and electronic system. He was the big boss, so he'd have his own personal set-up somewhere.

Mal has found the liquor cabinet, splashes a huge amount of liquid into a tumbler and drinks it down.

MAL

I could get used to this!

He picks up a large book from a table and reads it while he drinks some more.

Rem consults his scanner, points to a wall, punches some buttons into his scanner. The wall slides open.

There's the computer set-up, with a big screen and all sorts of controls.

It's smashed to pieces.

REM

Someone beat us to it.

LUNA

And most of the weapons are gone.

She carries food, gestures to the cases lining the walls, all empty.

LEON

She's quick, your mother. We better go. Where else can we tap into your security and surveillance system?

LUNA

The Council Building. All of the monitoring is done there.

There's a noise from a stairwell and all six of them take weapons and hold them on the doorway.

A grinning face peeks out: Richee. He bounds into the room.

RICHEE

You're it, you're the talk of all of Liberty. They're scared to death of you!

He runs over and hugs Leon, who doesn't return the hug.

RICHEE (CONT'D)

I'm so happy you're safe.

LEON

No thanks to you.

Richee lets go of Leon, looks at the ground.

RICHEE

I had to, little brother. He had me chipped. He would have killed me if I didn't. But I knew you'd find a way out.

He looks at the group.

RICHEE (CONT'D)

Rem, Mal, Tasha -- great to see you all!

Mal toasts Richee and slops another drink down his throat.

Richee checks out Polly.

RICHEE (CONT'D)

Don't know you.

She looks down on him.

POLLY

Quite small, aren't you? You sure he's related to you, Leon?

LEON

So he tells me. He's the oldest. So, big brother, how do we sneak to the Council building without anyone seeing us?

RICHEE

What do you want to go there, for? You've got it made! We can run this city. They don't have anyone like you. The security people practice on robots. There are only a hundred of them. They've never fought anyone to the death. This place is ours for the taking.

LEON

Once I control the security and surveillance systems, then it's ours.

RICHEE

Oh, good idea. I can get you close, but I've never been inside.

Rem gestures with his scanner.

REM

If he gets us close, I can get us inside.

LEON

Let's go.

He takes Tasha and Luna by the hands and gestures for Richee to lead.

Polly and Mal grab some food and stuff it in their mouths, following.

AN ALLEY

Richee leads the way down a narrow alley. He points to the end.

RICHEE

About fifty feet across the courtyard is the entrance for workers.

He's sweating.

RICHEE (CONT'D)

Leon, they know where we are. They have to be monitoring us.

LEON

Rem can jam the monitors as long as we're close to him.

RICHEE

Let's make a deal with them. They like drugs, they like kinky games. We could all live a good life here. We don't have to mess with their politics and stuff.

LEON

I watched Diana have her leader killed and thrown off the edge of the world. You think she'll make a deal with us?

RICHEE

You've got her daughter. Use her.

LUNA

No one uses me. I'm doing this because I want to.

TASHA

Are we sure? Do we know we can trust her?

MAL

That's right, why would you help us?

Luna's eyes start to tear up.

LUNA

Why? Because I live in a prison, where everything is planned out for me, where my friends are chosen, where I can only go to a certain place at a certain time. Everything is made for us; we don't do anything.

She takes Leon's hand.

LUNA (CONT'D)

When I watched you, down there, I saw real freedom. You fought, you loved, you lived, each moment was important. Up here each moment is the same. That's why they all watch below.

LEON

They all watch us?

LUNA

It's our dirty secret. We don't watch the shows they make for us. We've tapped into the surveillance system and we watch all of you. In the real world. Living real lives.

POLLY

You people are freaking crazy! Do you know what we'd give to live like this, with enough food, houses that aren't rubble, clothes that aren't rags? This is the kingdom we dream of.

LEON

So let's take it.

RICHEE

That's the talk, bro. We'll be kings.

LEON

No kings. Everyone the same.

Richee gets agitated.

RICHEE

That's what we have below, Leon. I  
don't want that any more.

He kisses Leon on the cheek.

RICHEE

I love you, Leon. Don't mess things  
up for me.

LEON

Just show us the way in, brother.

Richee, still in mid-hug, looks at Leon with the gaze of the  
Medusa. He steps away from his brother.

RICHEE

This way.

He continues to the end of the alley, walks out into the  
courtyard.

EXT. COURTYARD -- MORNING

Richee steps out into the courtyard, gestures for the others  
to follow him.

RICHEE

Right over there.

As Leon steps from the alley, Richee starts waving his arms.

RICHEE (CONT'D)

Now! Take him now!

METAL GLINTS

From the top of the Council building.

A shot is fired.

RICHEE

Looks puzzled, falls to the ground.

BLOOD

Gushes from a wound in his chest.

LEON

Looks up at the building across the way.

HIS POV

Diana, Donaldson, Reilly and a whole group of others have Taylor's weapons, blasters and other arms pointed at them.

THE COURTYARD

It's one of those Wild Bunch moments. Leon and his group are entirely exposed.

DIANA

Your choice, Leon. Drop your weapons and come over here with Luna. We can make a deal. You could be quite useful.

LEON

Everybody wants me these days. Mind if I say goodbye?

He gestures to his brother, who lies dying at his feet.

Diana shrugs.

Leon kneels down at Richee's side.

LEON (CONT'D)

Bye, brother.

He kisses him on the cheek, then whispers to him.

LEON (CONT'D)

Closest way to cover?

Richee struggles up and says something in his ear. Leon listens, then looks over at his group.

LEON (CONT'D)

Rem? You think it'll work?

Rem casually touches his scanner.

REM

Theoretically.

LEON

Wonderful. Do it as I stand up.

Leon drops his knives, holds up his hands, smiling and talks out of the corner of his mouth.

LEON (CONT'D)

Richee says there's a hatch back in the alley about ten feet down.

Leon walks forward with Luna.

LEON (CONT'D)  
Whenever you're ready, Rem.

ON THE COUNCIL ROOF

Diana watches Leon and Luna come forward.

DIANA  
When he's over here, kill all of  
them. Try not to hit my daughter.

Donaldson, Reilly and the rest prepare to fire.

LEON

Walks closer. Luna looks scared to death.

BEHIND DIANA AND THE OTHERS

Two floaters and Luna's bike appear, flying driver-less.

A noise makes some of the men turn.

DONALDSON  
What the hell?

He fires at the floaters, which crash directly into the whole group, scattering them across the roof.

Both floaters cause major damage, exploding in the middle of everyone.

The bike heads straight for Diana, who screams and dives out of the way at the last minute.

BELOW

Leon and Luna run back to the others. The rest of the group has already retreated into the alley.

But Diana and some of the rooftop group recover and start firing.

Bullets and blasts and arrows ping and explode around Leon and Luna's feet.

They leap for the alley as a volley of shots ricochet on the walls around them.

IN THE ALLEY

Leon touches his chin stud and helps Luna get up. Leon's been hit in the thigh. Luna is unscathed.

Rem and Polly help Leon stand. Tasha tends to his wound, ripping off a chunk of her shirt to use as a bandage. Luna looks sourly at that.

Down the alley, Mal uses his axe to pry open a hatch on the sidewalk.

POLLY

What now, fearless leader? Plan A seems to've gone down the shitter.

They all look at Leon.

LEON

We're gonna need reinforcements.

EXT. A BLASTED PLAIN -- DAY

In the middle of a blackened, ripped apart structure, a torn-up field of earth sits. It used to be a playing field of some kind, back in the day. Teams used to run its length, competing in all manner of sports.

No memory remains of grass or greenery. But the dirt sits, timeless and eternal.

Around the dirt: the remains of a stadium. Some of it has collapsed, some if it is burned. But a lot of the seating remains.

The seats begin to fill with the denizens of the earth's surface.

Some limp in, scabbed and barely able to stand. Others creep in like thieves and take positions in the back, ready to bolt at the first sign of trouble.

Some are in rags; others have managed some kind of home-made uniforms displaying their mob's signs.

Breathers, Undertakers, Dilettantes, Amazons, Pachucos, Panthers, all the gangs are represented.

Down near the front sit a group of normal-looking people -- not fighters, but perhaps shopkeepers, bar-owners, parents. These are the Collective, the few that are trying to bring back some form of civilization.

Hundreds pour in, take their seats. Some gangs glare at one another, make threatening signs, but they don't attack, they don't speak, they just glare.

In the middle of the dirt, looking tiny in the midst of this huge crowd, a group arrives. It's Leon and the others.

LEON'S MOB

Looks apprehensively at the crowd on the seats. These are their mortal enemies. At any moment, an all-for-one fight could break out.

Mal hefts his axe, Polly her mace.

MAL

Never seen a get-together like this.

LUNA

They came for Leon.

POLLY

They came for a massacre, little girl.

Luna looks at her, wide-eyed.

POLLY (CONT'D)

We would not win a popularity contest here.

Leon looks at Tasha, at Luna, then steps forward.

LEON

You all know me. Some of you have tried to kill me. Some of you have saved my life.

Silence. They're waiting for him to say something that matters to them.

LEON (CONT'D)

I have been to Upworld.

A grubby looking man near the front stands up.

GRUBBY MAN

So have I. So what?

LEON

They're destroying the earth. They're digging into the planet and sucking out all the resources so nothing is left for us.

Basically, crickets could be chirping.

An Undertaker stands up.

UNDERTAKER

Case you haven't noticed, ain't nothing here for us now.

LEON

I can get you up there. We have to stop them.

Movement to the right. A bunch of Breathers come in and confront Leon.

The one in front removes his mask, revealing a face half-scarred with burns.

BREATHER

This is what you did to me. Why should we listen to you? Why shouldn't we just kill you now?

The Undertaker moves up with some of his group.

UNDERTAKER

And your mob killed twenty-one of mine. We will have payback.

TASHA

But you attacked us!

The Undertaker shrugs.

UNDERTAKER

Doesn't matter who attacks first. Death is death.

LEON

If we stop fighting, if we band together, we can take over Upworld.

BREATHER

And why should we do that? We have enough trouble dealing with this world.

Leon's at a loss. The Breathers and Undertakers surround them.

As the Breathers begin to move to Leon, an axe whizzes between them, landing at the head Breather's feet.

Mal glares at him.

MAL

I'll tell you why.

He reaches into his red robe and pulls out the bottle of alcohol he was drinking in Upworld. He strides over and gives it to the Breather.

MAL (CONT'D)

Taste that.

The Breather hesitates, so Mal takes a slug and hands it back. The Breather tastes it, swallows. After a moment, he smiles and nods.

MAL (CONT'D)

Look at this.

Mal under his robe again, pulls out handfuls of glittering jewels.

MAL (CONT'D)

They wear these. We dig in the dirt for pieces of filthy metal to put on ourselves. They make these by the thousands. And these.

He goes to a sack nearby and rummages, pulls out colorful things and holds them up.

MAL (CONT'D)

These are their clothes. They each have rooms filled with hundreds of these. They change their clothes every day.

Polly smacks her mace on the ground, getting everyone's attention.

POLLY

They have everything. Everything we want. Houses and chairs and food and booze and pretty, pretty things. All just sitting there, all just waiting.

She swings her mace again and smacks the ground.

POLLY (CONT'D)

Just waiting for us to take it.

The crowd roars, stands, rushes down and surrounds them.

UNDERTAKER

Then take us. Take us up there. We want those things.

BREATHER

Let us up there to take what we want and I will forget what you did to me.

Polly and Mal love that they've got the crowd on their side. Luna is frightened to death. Leon and Tasha aren't sure about this turn of events.

Rem calmly runs his scanners and watches all with interest. Sometimes he seems not of the human race.

LUNA

Leon, if they go up, they'll kill everyone.

LEON

If I take you, you must promise not to kill anyone.

Polly swings her mace inches from Leon's face.

POLLY

Idiot. They've got guns and some kind of blaster things. They shoot us, we shoot back.

The crowd murmurs.

POLLY (CONT'D)

Yeah, they still have bullets. Anyone here have any?

Shaking of heads. She turns to Leon.

POLLY (CONT'D)

We're taking knives and spears up against guns and worse. We're not holding back.

LUNA

Leon?

Tasha touches Leon's shoulder gently.

TASHA

Your big choice, Bossman. You either lead an army or you stay here.

MAL

Time to get real, Leon. They killed your brother.

Leon looks at all the eager, lustful faces. He doesn't like what he sees.

He looks up.

HIS POV

The dark mass of Upworld looms over them.

LEON

Slumps a little. He doesn't have an answer. He looks at Luna's fear-filled face, at Tasha's questioning one, at the certainty in Polly and Mal's eyes.

LEON

If they attack you, you can fight back. But if they cause you no harm, leave them alone.

The Undertaker smiles a frightening grin.

UNDERTAKER

Oh, we'll be gentle as lambs, won't we, everyone?

Laughter and catcalls.

UNDERTAKER (CONT'D)

Never seen a lamb, though.

Leon stands, unmoving.

POLLY

If you don't take them, I will.

Rem's voice is soft but definitive.

REM

No, you won't. Only I can get you up there. And I work for Leon.

Polly takes her mace from the ground and heads to Leon.

POLLY

I can force you...

Her way is blocked by Mal.

MAL

I want up there as bad as you, Pol. But you don't threaten my brother.

Tasha and Luna face Leon.

TASHA

Your call, Leon.

LUNA

You can't do it, Leon. They'll kill my mother and everyone else.

TASHA

Your mother tried to kill you and us and everyone else.

Leon walks to the center of the field.

LEON

I want you all to divide up in five groups. Mob leaders pick another mob you won't want to kill.

There's grumbling but little moving.

LEON (CONT'D)

Do it or you don't go. That simple.

The groups start aligning.

LEON (CONT'D)  
Here's the plan.

Luna stares hard at Leon. Tasha whispers to Polly.

TASHA  
I sense a betrayal in the works.

Polly smiles her metallic smile.

POLLY  
I will take pleasure smashing that  
little doll's brains out.

EXT. SUPPORT STRUCTURE -- DAY

Beneath one of the massive support structures, a group of about a hundred gather. Rem leads them with his scanner.

UNDERTAKER  
What if they changed the codes?

REM  
They don't know how. Taylor never  
taught anyone else. He thought he  
was immortal.

UNDERTAKER  
I can't wait to bring death to the  
Immortals.

REM  
There's an elevator that can fit  
maybe twenty of us. They'll have  
shut it off but I can override it.  
They'll know we're coming, though.

The Undertaker lets out a war whoop.

UNDERTAKER  
Take us to the battle. We live for  
it. Never seen a working elevator.

Rem hits a code and the structure's hidden entrance slides open.

UNDERTAKER (CONT'D)  
You and your gadgets. Trying to  
bring back the bad past?

Rem smiles an enigmatic smile.

REM  
I never look backward. Only forward.

## ANOTHER SUPPORT STRUCTURE

Leon leads a group comprised mostly of Breathers into another elevator. Luna is with him. He tries to take her hand, but she won't let him. He takes his ruby tie pin and puts it on her. She smiles weakly and insincerely.

## MORE SUPPORT STRUCTURES

Mal leads another group, Polly another, Tasha a fifth.

Tasha stands with members of the collective.

TASHA

I didn't think you were fighters.

The leader of the collective, a tall woman, smiles.

COLLECTIVE LEADER

We're not. We want our collective to have a presence up there, too. Eventually, we can have a society that works in both worlds.

TASHA

Nice dream. If you don't die first.

## THE GROUPS

Go up in the elevators

## ABOVE THEM

The hatches that lead out onto Upworld lay on the surface of the world. Each one of them booby-trapped with explosives.

## NEAR ONE HATCH

Diana stands with a group of about twenty, all armed to the teeth, though mostly with Taylor's collection of antiques. The blasters are few.

She talks into her communicator.

DIANA

Ready?

## ANOTHER HATCH

Donaldson, crossbow in one hand, stands with any group of armed Upworlders.

DONALDSON

I hear them coming.

DIANA (O.S.)  
 Wait for the explosives to clear,  
 then fire everything at them. Reilly?

ANOTHER HATCH

Reilly waits with a similar group. He talks on his  
 communicator.

REILLY  
 Ready. Stupid surface people. Didn't  
 they know we'd see everything?

DIANA

Allows herself a smile.

DIANA  
 They knew. They don't care.  
 Stupidity? Bravery? Maybe they're  
 the same thing.

REILLY

Smirks, then hears a noise.

Behind him, a floater is flying right at his group.

REILLY  
 Shit! Not again! Fire everything  
 you have at it!

They fire at the floater, not seeing another one behind it  
 zip past it, aimed right at the hatch.

IN THE ELEVATOR

Rem works his scanner, hitting controls for the floaters.

UNDERTAKER  
 How many floaters do you control?

REM  
 Enough.

ON THE SURFACE

A floater hits one of the booby-trapped hatches, setting off  
 a big explosion.

FOUR MORE FLOATERS

Hit four more hatches, setting off explosions.

DIANA

Glares through the smoke of the explosion.

DIANA

Go in there and empty everything you  
have into that hatch.

The men are hesitant.

She shakes her head and moves forward.

DIANA (CONT'D)

Then follow me.

She heads straight to the hatch and unloads her blaster into  
the hole until she's got no more charges.

The men behind follow her lead -- arrows, bullets and all  
manner of weapons fly into the hatch.

When they're done, Diana peers over the edge.

HER POV

The hatch is empty. The elevator is there, doors open, but  
no one is in it or anywhere near it.

The elevator closes and starts to go down.

BEHIND DIANA AND THE OTHERS

About forty feet away, a small circle in the street turns  
and falls in on itself. Polly's bald head peeks out. She  
climbs out silently, followed by her group of twenty.

Diana senses something is wrong and turns to see her.

POLLY

We have unfinished business, bitch!

She leaps at Diana and the rest of her group head for the  
attack.

Some of Diana's men manage to reload and fire, killing three  
of Polly's group. But the battle is engaged.

NEAR THE OTHER HATCHES

A replica of the same action takes place.

Mal takes on Donaldson and his crossbow. Before Donaldson  
can reload, Mal cuts off his hand.

Donaldson falls, clutching his arm.

MAL

You don't need two hands to fight.

He swings again, but Donaldson rolls out of the way.

LEON AND LUNA

Have come up at Reilly's hatch. Reilly isn't brave enough to start the attack.

LEON

If you put your weapons down, you'll live.

Reilly thinks about that and instantly brings his repeating rifle up to fire.

Leon throws a knife that hits him in the hand. He drops the rifle and Luna dives over and grabs it. But she's not sure if she wants to hold it on Reilly or Leon.

LUNA

Where's my mother?

She points the rifle at Reilly.

REILLY

Eastern side.

She runs off.

LEON

Luna!

Leon chases her. Behind him, the Breathers decimate the remaining Upworlders in the battle. The leader of the Breathers smiles as he takes a blade to the injured Reilly.

DIANA

Just barely evades Polly's mace.

POLLY

I'll have loads of fun running this place once you're out of the way.

Diana has Taylor's Talwar; she swipes it at Polly's head, grazes her.

POLLY (CONT'D)

Not bad. You've got the killer instinct.

Her mace connects with Diana's arm. Diana stumbles, holding her crushed wrist.

POLLY (CONT'D)

But you don't have the killer training. Sorry.

As Polly brings the mace back for another blow, she's struck on the head and knocked to the ground.

It's Luna, wielding the repeating rifle like a club.

LUNA

Mother! What did she do to you?

Sensing her advantage, Diana takes her daughter in a close embrace.

DIANA

Darling! I am so glad to see you safe.

She sees Leon approaching and holds Luna in front of her. Leon stops.

As they hug, Diana takes the rifle from Luna and hides it between them. Then with her good hand, she secretly trains it on Leon and Polly, who's recovering from the blow to the head.

Leon and Polly can't see the barrel of the gun pointed through Luna's arm. Luna is too emotional to know what's going on.

LUNA

They're destroying everything. I didn't know, I didn't know they'd do this.

DIANA

I know, darling. These savages can't be trusted.

BEHIND LEON AND POLLY

The one-handed Donaldson staggers. He's hurt bad, his arm tied up but leaking a lot of blood.

In his good hand he holds a blaster. Diana sees him and makes a slight head movement towards Polly.

Donaldson nods.

POLLY

What's say we take out the boss lady, leaderboy?

Polly picks up her mace -- and Leon sees Donaldson's shadow behind her.

Donaldson points the blaster, but Leon throws a blade quicker than the eye can see. It hits Donaldson in the neck. He goes down gurgling and drops the blaster.

At the same moment, Diana pushes Luna aside and points the rifle at Leon, who's still turned towards Donaldson.

Polly throws her mace, smacking the rifle so it fires wildly.

Diana runs off, leaving Luna behind.

LEON  
I owe you, pretty Polly.

POLLY  
And I owe you, leaderboy. Looks  
like you broke your own rule.

Donaldson lies dying on the golden street.

Leon realizes that he has indeed killed someone and it hits  
him hard.

LEON  
I guess that was for old Wiz.

POLLY  
I'm after the boss-bitch.

She heads off in the direction Diana did.

Leon turns and regards Luna, who's overwhelmed by the battle  
and chaos around her.

LEON  
What did you expect? You said you  
hated this place. Did you think  
we'd just give everyone a good scare?

LUNA  
That's not fair, Leon. This is the  
only world I've known and you're  
killing it.

Leon takes his blade from Donaldson's neck, cleans it on the  
now-dead body. He also takes Donaldson's blaster.

LEON  
Your choice, Luna. Liberty or not.

Around them pour the hundreds of gang members from below,  
now that all of them have arrived in the elevators.

They're running down the streets, smashing windows, chasing  
every Upworlder, grabbing anything of value.

Rem appears with his ever-present scanner.

REM  
Diana is in the power station.

LEON  
Are there weapons she can use?

Rem shakes his head.

REM  
Nothing practical, but something  
theoretical that's worse.

LEON  
Worse? Like shutting it all off?

Rem nods.

LUNA  
What do you mean? Shut off the power?  
She wouldn't do that -- that would  
mean...

LEON  
That Upworld falls.

He turns to Rem.

LEON (CONT'D)  
Get as many of this rabble as you  
can and bring them to the power plant.  
This may be our last stand.

EXT. POWER STATION -- AFTERNOON

The remaining armed Upworlders surround the entrance to the  
power station.

Diana, the rifle raised high, gives them orders as she enters.

DIANA  
Keep them out. Whatever it takes.

ACROSS THE STREET

Leon, Luna and many of the gang members arrive. Leon has  
the blaster he'd taken from Donaldson.

He aims and fires at the Upworlders. They fire back.  
Everything erupts.

Gang members rush the Upworlders and are cut down. Leon  
keeps firing, trying to blast a hole in the wall he can get  
through.

Mal, Rem and Tasha arrive with more gang members and join  
in.

Luna manages to run inside in the midst of the battle. Leon  
sees her and blasts his way through the defenders to follow  
her.

INT. POWER STATION

Luna runs up stairs to the control area of the power station.  
She sees her mother at a panel, frantically punching buttons.

LUNA  
What are you doing?

DIANA  
Creating a diversion.

LUNA  
Diversion?

Polly's mace smashes down on the control panel. She'd been hidden behind machinery nearby.

POLLY  
Surprise!

Diana grabs for her rifle, but Polly sends it skittering across the floor.

Then the whole complex starts shaking as the hundreds of solar panels above begins to move.

Polly's distracted and Diana uses the opportunity to take her daughter by the arm and run towards some more stairs in the rear of the complex.

Leon appears, sees Polly. She points.

POLLY (CONT'D)  
They went thataway. C'mon.

She leads the way as they run to catch Diana.

EXT. POWER STATION ROOF

Diana and Luna appear on top of the power station building. A floater sits on the roof.

LUNA  
What did you do, mother?

DIANA  
What I had to. This city's no good to me now.

LUNA  
So you'll destroy it?

DIANA  
It's called scorched earth policy. I've studied it. It works.

She codes the floater to open, drags Luna up to it.

LUNA  
There's nowhere to go, mother. You have to stop it.

Diana smiles at her.

DIANA

You've got your father's naivete.  
There's a whole world out there for  
me to conquer. This is just one  
city.

She pulls Luna into the floater, just as Leon and Polly hit  
the roof.

Leon raises his blaster, but won't fire when he sees Luna.

Luna pushes herself away from her mother.

LUNA

I'm staying here!

Diana smirks at her.

DIANA

Is it the boy? I can find you  
hundreds just like him.

LUNA

You're leaving all the others to  
die!

DIANA

If they're smart, they've got their  
own flyers.

Polly runs towards the floater. Diana closes the dome,  
leaving Luna outside and takes off. Polly's mace just misses  
it.

But Leon fires a blast that does hit it, leaving a dark hole  
on the undercarriage.

Leon walks to Polly and Luna. Luna is shocked that her mother  
has gone, stares after her.

POLLY

Where's she gonna go?

LEON

Twenty-seven other cities if she can  
make it.

POLLY

Then they'll come for us.

LEON

Probably.

Luna comes to her senses.

LUNA

It's going to fall, the whole city  
is going to fall. We have to stop  
it.

She takes Leon by the hand and runs for the stairs.

INT. POWER STATION

Rem works at the smashed panel, but the solar panels have  
all moved and are not taking in sunlight any longer.

Mal and Tasha stand near him.

Deep rumblings along the whole city.

Leon and Luna run up to him. Tasha doesn't like the  
handholding between the couple.

LEON

Status report, Remedy?

REM

Not good. Someone smashed the  
controls after Diana locked them.

EXT. THE CITY

The City shudders, buildings sway as if in an earthquake.

The looters and other gang members stop and look around in  
fear.

INSIDE

Rem works his scanner, looking around the station.

REM

There must be a backup system.

Polly has arrived. Leon turns to her, Tasha and Mal.

LEON

Start evacuating everyone.

REM

No time. Even if you got them down,  
they'd be right in the path of the  
city when it falls.

LEON

We have to delay it. How?

Rem thinks.

REM  
Manually. Get up there and turn the  
panels to the sun.

LEON  
How many?

REM  
A lot.

EXT. THE CITY

Outside, the remaining Upworlders defend themselves against the gangs.

The city is being smashed. The gangs take everything, cracking and smashing what they can't lift.

The glass and gold buildings are battered, burned.

Another earth-shudder. Some buildings fall in on themselves.

Leon walks down the center of the city, followed by Luna and Tasha.

He heads for the big fountain in the center of town, climbs up to its center.

Then he takes out a blaster and fires at nearby buildings, causing explosions. He fires at the street, ripping up the stone and concrete.

Everyone stops their fighting and looting, looks at him.

LEON  
Upworlders and surface gangs, listen!

The ground shakes again, feels like it drops a few feet.

LEON (CONT'D)  
That's no earth-shaker. This city  
is going down. I need your help,  
all of your help, to stop it.

Some gang members shrug their shoulders, start to loot.

Tasha fires a blaster at them, burning their looted possessions.

LEON (CONT'D)  
We have to do this together, all of  
us. No fighting, no killing, no us  
versus them. We all do it or we all  
die.

The Breather leader pushes through the crowd.

BREATHER

How do we know you're telling the truth? This could be some set-up. Get us inside and wipe us out.

Leon looks hard at him.

LEON

You have to trust me.

He gets down and heads to the power station. A group of bloody and battered Upworlders stand in his path.

UPWORLDER

Why should we help you?

LEON

Your leaders are gone. I'm the only hope you've got.

The Upworlders immediately follow him. The Breathers all look at their leader.

BREATHER

Let's go.

Everyone follows Leon to the power station.

INT. POWER STATION

Hundreds climb the solar panels. Mal and Polly are already at the top. He uses his axe, she's got a sword. They pry, coerce, push the panels in the right direction.

More climb, more help, Upworlder and surface-dweller, side by side.

Leon, Rem and Luna watch from below.

LEON

How long have we got?

REM

She destroyed the reserve batteries. There's no energy saved. When it gets dark, this city goes down.

LUNA

What can we do?

LEON

The communication system. Can we tap into it from here?

REM

Theoretically.

He turns to Luna.

LEON

How many floaters and bikes are there?

Luna shakes her head.

LUNA

Every house had at least one.

LEON

Can we command all the robo-drivers  
to come here now?

Rem looks a bit scared.

REM

Theoretically.

ABOVE

The panels are turned as best they can. The sunlight flares on them; engines turn, the city bumps itself up a few feet, flinging those hanging on the panels around like puppets.

LEON

Looks out the huge glass window.

It's late afternoon and the sun touches the horizon.

OUTSIDE

Hundreds of floaters rise through the air, centering on the power station.

Unmanned bikes zigzag through the air.

LEON

Looks at Rem, who's sweating over a computer panel.

LEON

Can we bypass the security codes so  
they won't kill us all when we try  
to get in the floaters?

Rem swallows.

LEON (CONT'D)

And if you say 'theoretically', I'll  
kill you.

EXT. POWER STATION

Everyone pours out of the station and into the floaters. Leon, in a floater with Tasha and Luna, talks over the communication system.

LEON

Fly west, as far west as you can.  
Follow me. If you get lost out there,  
it's a long way to any kind of camp.

He turns to Polly, Mal and the leader of the Breathers.

LEON (CONT'D)

Warn everyone below to run as far  
away as they can.

Polly screams with joy on her bike, Mal behind her.

POLLY

Let's fly, bossman!

They do: hundreds of them, nearly crashing into each other, flee at top speed as the sun dips lower and lower.

BELOW

Leon sees stragglers who didn't make it. He flies down to them. It's a group of three Undertakers, dangling fresh pieces of extremities on their necklaces and bracelets.

The street shudders.

TASHA

Leon, leave them. There's no time.

LEON

All of us or none of us, Tash.

He pops open the dome. And finds himself face to face with a blaster.

UNDERTAKER

Thanks so much for giving us your  
floater. Get out.

LEON

We'll fit you inside somehow.

The city shakes, drops maybe fifty feet. But the Undertakers hold onto the floater, grasping its sides. The lead Undertaker still has his blaster.

UNDERTAKER

Out.

LEON

We can make it.

The Undertaker begins to pull the trigger.

A blast throws him from the floater. Luna has the repeating rifle which still smokes from the shot she just fired. She shivers and sobs as she watches the Undertaker fall to his death.

The other two Undertakers dive for her and the gun.

Leon and Tasha jump up and fight with them as the floater rises.

Tasha gets the rifle, uses it as a battering ram and pushes her foe over the side. He screams as he falls.

TASHA

It's not only Upworlders that scream.

Leon is locked with the other Undertaker, both have each other's throat.

Luna tries to help but gets knocked almost out of the vehicle.

Tasha yells to her.

TASHA (CONT'D)

Close the dome.

Luna looks confused.

TASHA (CONT'D)

Close it. Quick!

Luna hits a switch. The dome shuts on the Undertaker's neck, he lets go of Leon, struggles with the dome. There's a sickening crack and his body goes limp.

Blood fills the floater.

Leon gets up, soaked in red.

LEON

Toss him out.

They do, the body becoming a flyspeck as it falls towards the dark globe of the city.

The floater flies off to the setting sun.

UNDER THE CITY

Polly, Mal and two floaters of breathers make as much noise as they can, attracting groups of surface dwellers.

POLLY

It's all coming down, the whole city.  
Run west and keep running!

The city above makes a horrendous ripping noise. The surface people don't need another hint. They run.

Polly and Mal look up with dread.

EXT. THE WORLD BELOW -- EVENING

The floaters gather on a desert plain on the surface of the world.

Leon sits in the center, his floater open to the air. His mob surrounds him. Polly and Mal land near him.

Thousands of surface dwellers pour into the area.

They all watch the city, miles and miles away, a huge dark silhouette in the distance.

THEIR POV

The city shudders again, shakes, then starts to drop.

THE CITY

The golden, jeweled buildings fall in upon themselves. The yellow-brick streets leap upwards, decomposing themselves, then join the rest of the city in the downward flight.

All the colors, all the now-dying lights, all the handicraft of man becomes a jumble, a mass of unidentified mess.

With a thunderous crash, the ball of the city hits the support structures and collapses them. The whole of heaven descends to hell in fiery end, a blackened diamond shattering on the ground.

LEON AND THE OTHERS

React as the ground shakes beneath them. They look over now and only see smoke and debris in the air where the city stood.

LEON

"Out, out brief candle."

Stars twinkle in the clearing sky. Luna cries. Tasha puts her arm around her.

TASHA

That's the end of that.

LEON

No. There are twenty-seven more.

Polly smiles her metallic smile at him.

POLLY

You mean I gets my own city? Crown  
me boys, Queen Chromedome!

Mal and Rem walk over to Leon.

MAL

I been doing some reading.

REM

He has.

MAL

About Moses. You're like him now.  
You gonna lead us to the promised  
land?

They both laugh. Polly joins in.

LEON

I don't know, I just don't know.

Leon and Luna look at each other, a little bit frightened of  
the future.

FADE OUT