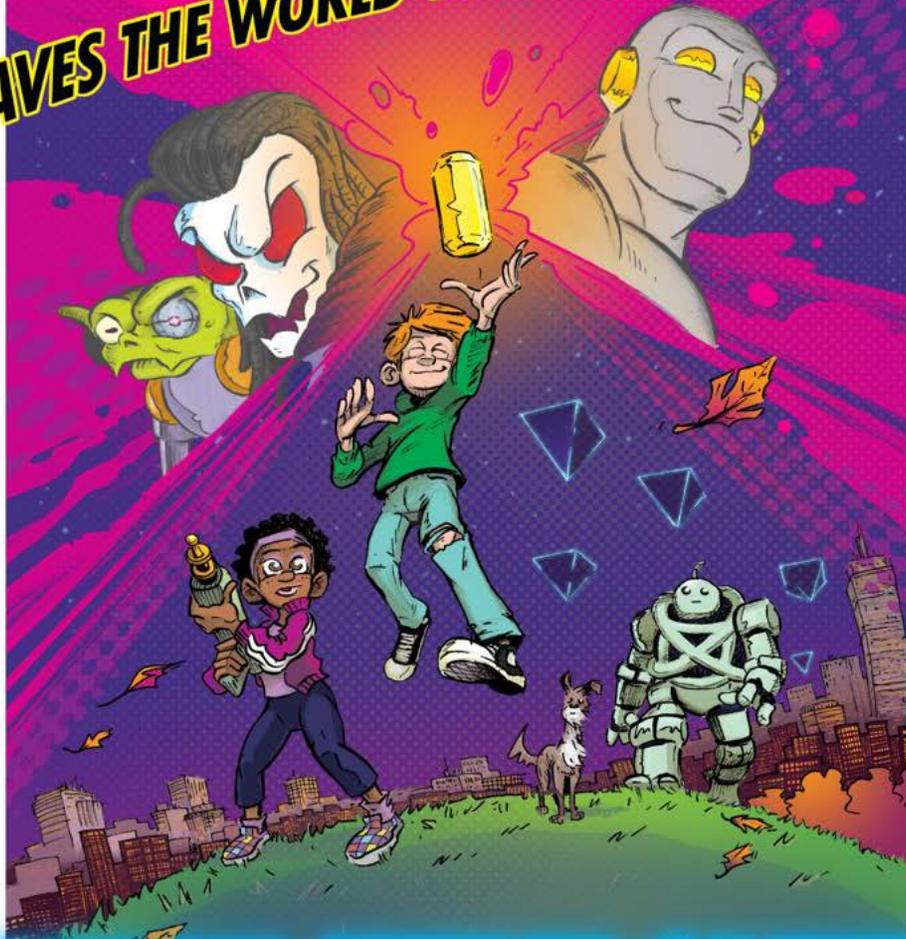


# FILO FARNSWORTH

SAVES THE WORLD WITH HIS EYES CLOSED



## PART ONE: KEEPER OF THE COSMOCRON

BY RYAN L. HIGGINS

### **Some notes about this manuscript...**

Sketches are included with this text to help the reader (and me) visualize some of the characters and situations. I've kept the formatting of the text loose to keep the focus on the story and as the writer AND artist on this project I prefer to work out panel and page breaks when doing the actual page art.

Finished sample comic pages and brief synopses of Book Two and Three can be viewed on this private web page: <https://www.ryanlhiggins.com/submissions>.

Thanks for reading!!



## Act 1

### Chapter 1- Pg1-14

#### Scene 1: Prologue: The Daydream

Exterior, FILO FARNSWORTH, a 3-year-old boy stands precariously on the edge of a boulder at least twice his height. It is a summer afternoon in a grassy, suburban backyard in New England. The yard is bordered by woods. At the tree line, the mossy remains of an old stonewall meander off into the forest. Clouds are graying on the horizon. Somewhere in the distance the suburbs give way to the Boston skyline.

FILO'S eyes are squeezed shut; he is talking to himself in a little chant.

FILO: I can do it, I can fly. I can fly. I can fly!

FROM HIS PERSPECTIVE, we see his feet on the edge of the precipice.

He steps off the boulder but doesn't fall, he hangs in the air, suspended three feet above the ground, hovering!

He opens his eyes and sees he is floating.



FILO: I CAN FLY! I CAN FLY!

From around the side of the house, a voice:

(Off Panel): FILO! FILO WHERE ARE YOU?

Coming around the corner of the house, FILO'S mother sees him in the air.



CAPTION 2:

**SONG**  
**WHERE IS MY MIND**  
**WRITTEN BY BLACK FRANCIS**  
**PERFORMED BY THE PIXIES**  
**COURTESY OF YOUR MIND\***

\*CAPTION (Editor's Note in the classic comics style): THIS 'RECORDING' IS ONLY REALLY PLAYING IN YOUR MIND READER...

Our eye follows the rippling music waves back to their source, a pair of speakers perched on a crowded bookshelf above a desk covered with toys and comic books.

FROM ABOVE we see thirteen-year old FILO FARNSWORTH lying on his bed. From our point-of-view he appears upside down.

Exasperated, FILO'S MOM opens the door to his room, she holds a laundry bin full of folded clothes.

MOM: What are you doing!?

FILO: I think I just had a moody and introspective flashback!

MOM: You're going to miss the bus!



FILO leaps up, grabs his backpack and kisses his Mom as he darts past her.

FILO: it is true, an ordinary boy could not make it to the bus in time—BUT FEAR NOT MOTHER, FILO FARNSWORTH IS NO ORDINARY BOY!



Panel borders take on a wavy dream style. FILO imagines himself shooting ice from his hands creating an ice bridge in front of him as he slides down the staircase. HE NARRATES HIS OWN ACTIONS.

FILO: IN THE BLINK OF AN EYE FILO FORMS AN ICE SLIDE DOWN THE STAIRS!

Next, FILO swings through his living room on a web out the front door, startling KIRBY, his tiny scruffy dog in the process.



FILO: FIRING A WEB FROM HIS WRISTBANDS, FILO SWINGS OUT THE FRONT DOOR!

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Back upstairs, in the master bedroom now, MOM, SARAH FARNSWORTH, shoves folded clothes into a dresser drawer. In the bathroom we see FILO'S DAD, MICHAEL FARNSWORTH as he finishes shaving.

SARAH: He's going to miss the bus. AGAIN, for the third straight day!

CLOSE-UP: MICHAEL'S hand rests on the bathroom counter next to a can of shaving cream and a mobile phone. Small, strange "bubbles" of matter float off his hand as if he is dissolving in small bits (the effect looks like liquid as it floats in zero-gravity).

PHONE: **BLURTT!!**

We see MICHAEL and his reflection in the bathroom mirror. As he finishes wiping leftover shaving cream from his face, he sees these “bubbles” of himself begin to form and separate from his head and dissolve. Behind him, the even pattern of wall tiles warp into a cubist-Penrose pattern.



SARAH: (cont. off panel): Could YOU drive him to school today? Maybe you can get through to him.

With his hand on the mirror he leans in closer, everything seems normal, for NOW.

MICHAEL: What--?

Worried, obfuscating, MICHAEL FARNSWORTH and his reflection look back towards his wife.

MICHAEL: SORRY, I just...

SARAH is in the doorway now, impatient. MICHAEL looks at the time on his phone.

SARAH: Could you drive FILO, talk to him about growing up a bit?

MICHAEL: I don't really have a lot of time.

Disappointed, SARAH nods and starts to turn away.

He meets her outside of the doorway, hand on her arm reassuringly.

MICHAEL: I'll make time.



W/W/W

Panel border is wavy again, EXTERIOR. FILO hurtles to the end of his street in a leap that arcs higher than the roof tops of his sub-urban neighborhood.

FILO: IN A SINGLE BOUND FILO LEAPS DOWN HIS STREET JUST IN TIME TO SEE...

Panel border is straight again, FILO runs while the school bus drives away. ELLIE leans out of an open window in the back.

FILO: ...TO SEE HIS BUS DRIVING AWAY!?

ELLIE: HEY FILO!

FILO: HEY ELLIE— TELL MRS. D TO STOP THE BUS!

Close up of ELLIE, in the bus window.

ELLIE: She's not stopping— yesterday was your last chance!

MORE KIDS are leaning out now.

KID 1: YOU'RE SUCH A LASER-BRAIN FARNSWORTH!

ELLIE: LEAVE HIM ALONE!

Out of breath, FILO bent over and watching the bus drive away.



FILO stands back up, alone.  
Frustrated.

FILO (thinking): Laser-brain...!

WAVY PANEL. Abstract image of FILO in profile with sci-fi ray guns orbit his head, firing x-ray beams into his head's interior, an empty pink void filled with cartoon stars.

VOICE (off panel): Hey WONDER-BOY—

MICHAEL FARNSWORTH, FILO'S DAD, pulls up in a car, leans out the window.

DAD: -- What happened, did you miss the bus again?

FILO: YEAH! Even with all my superpowers... I think a new time controlling super villain must have TIME-TRAPPED me or something!

### Scene 3: Riding to School with Dad

FILO flops into the passenger seat of the car. Dad looks at FILO hesitantly and smiles.

DAD: Kiddo, your only superpower is that imagination! What's the REAL reason you missed the bus?

Embarrassed, FILO scratches the mop of hair on his head.

FILO: I might have been a little distracted this morning...

DAD: You forgot your lunch too, pal.



FILO tenses his hands into two claws.

FILO: UGH! Why can't I focus?!

Driving now, MICHEAL FARNSWORTH's phone blurps out a notice.

**BLURTT!!**

FILO: Is that a call?

DAD: No—it's just an alert. Something we've been tracking at the lab...its fine.

Michael FARNSWORTH nabs a glance at his reflection in the rear-view mirror, his face seems to slip away at the edges again as it did in the bathroom.

FILO (off panel): Maybe that's what I need—

DAD: What?

FILO looks at his DAD, with one hand his father tests his now solid face.

FILO: a phone—you know, to remind me of stuff.

DAD: You don't need a phone to remind you to get ready for school. You need to be responsible enough to do that on your own. Besides, sometimes I worry these things will be the death of us all...

Exterior of the road. The car zooms past one pedestrian walking his dog, another jogs, both stare at their phones.

Back in the car.

DAD: Try this: get to the bus stop EARLY tomorrow, then you'll have time to hang out with ELLIE! You guys are like the DYNAMIC DUO.

FILO (under his breath) Yeah, and ALL THE OTHER kids will be there too...

The car drives through town.

DAD: Why, what's wrong with the other kids?

FILO looks out the window away from his father. FILO and his reflection look past each other.



FILO: Nothing.

FILO (CONT'D): What if someone DID have a superpower, and they just didn't know how to use it, or forgot how to use it?

DAD: That seems like it would be hard to forget! Besides, just because we forget something doesn't mean that it's gone. We may lose track of certain memories or skills, but they're always inside us, somewhere.



FILO implores his DAD.

FILO: Can't you and UNCLE WILL give me REAL SUPERPOWERS? What if I could stop time when I'm late? Something like what SANTA must use to get to all those houses in one night!

DAD: Ha! That WOULD be handy... Our work IS pretty cutting edge but the only way I know to 'STOP TIME' would be to drop you off at the edge of a black hole.

As his father speaks, FILO imagines his father's car is a spaceship. They approach a black hole. WAVY PANEL BORDERS. Small heads of FILO and his FATHER appear in the upper corners of the panel to "NARRATE" the sequence.

DAD: -- and while the immense gravity of the black hole would stop time for you --

FILO imagines himself as an astronaut floating in space, exiting the spaceship he waves goodbye to his Dad and heads off toward the black hole.

DAD: --time would continue normally for everyone else.

FILO-as-Astronaut gets smaller in a series of panels. He is alone in the center of a black void.

DAD: There's another problem with the black hole--

FILO: --I'd never see you again. Nothing escapes a black hole.

DAD: That's right. Well, nothing except Matthew McConaughey.

FILO: HA! Oh yeah...

MICHAEL FARNSWORTH looks down the road as he drives.

DAD: Look Pal, I don't think anyone feels like they have ENOUGH time. The trick is to manage all the distractions while keeping our minds open to inspiration—Figure that out and you'll have plenty of time.

Michael FARNSWORTH's phone chirps again. Visibly concerned, MICHAEL looks at his phone. FILO fidgets with the radio until he tunes in REM's cover of "SUPERMAN."

FILO: I think I get it.

RADIO: "I AM, I AM SUPERMAN, AND I CAN DO ANYTHING, I AM, I AM SUPERMAN...."

FILO: OH! Good Song!

**BLURTT!! BLURTT!! BLURTT!!**

FILO: Your phone sounds like it's getting angrier. Everything ok?

DAD: Um, it's fine.

Michael's hand holds the phone, particles drip up and float off.

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Exterior- They have arrived at school. FILO leans at his Dad's car window where he is still behind the wheel.

FILO: Thanks for the talk Dad. FROM NOW ON I'm going to GET SERIOUS and STAY FOCUSED ON MY RESPONSIBILITIES!

FILO marches towards the school entrance.

FILO: Bye, Dad!

DAD: FILO, WAIT!

DAD meets him outside of the car, he holds up FILO'S lunch box and backpack.

DAD: You forgot these!

FILO buries his face in his hands. EMBARRASSED. EMOTIONAL OUTBURST.

FILO: UGH! I CAN'T FOCUS! I'M SUCH AN IDIOT!

FILO'S Dad holds FILO by the shoulders, looks him in the eyes.

DAD: HEY- FILO, you are NOT an IDIOT! You are an incredible kid and NEVER tell yourself what you CAN'T do. When you learn to control it, you will accomplish AMAZING THINGS with that over-active imagination of yours!

FILO stands in front of his father; he looks down at the ground.

FILO: I forgot something else.

DAD: What?

FILO throws himself into his Dad and hugs him.

FILO: THIS!

THEY HUG.



WVVV

Almost back into his car, DAD watches FILO confidently walking toward the school.

He lifts his hand as if to call out to FILO and tell him something.

He stops himself.

DAD: No, not enough time, to really explain it--

CLOSE UP OF MICHAEL FARNSWORTH, very worried.

Michael FARNSWORTH pulls his car out of the school parking lot. His phone throws a fit: **BLURTT!! BLURTT!! BLURTT!! BLURTT!!**

DAD: No.....not now, not HERE!

*A DOME-SHAPED BUBBLE OF NEON GREEN ENERGY SUDDENLY EMERGES OUT OF THE GROUND IN FRONT OF HIM.*

*IT GROWS LARGER THAN THE CAR!*

Interior shot of car, MICHAEL FARNSWORTH gapes ahead, squinting into the light.

DAD: no, no, no. This is too soon.

The dome expands, the front half of the car is engulfed!

FROM THE SCHOOL YARD, kids can see the strange light. FILO is among them.

FILO RUNNING.

FILO: DAD?

The dome contracts and disappears. Only the back half of the car remains, there is a cut into the ground creating a missing, spherical cross section. The strange bubble of energy cleaved away and removed everything inside of it. Water flows out from a bisected pipe and begins to puddle at the bottom of the odd crater.

Kids who had been walking to school stop and stare. Confused parents stand beside their cars trying to make sense out of the spherical void in the ground.

FILO pushes through the crowd that has formed. FILO is panicked, confused.

FILO: DAD?!?

#### Scene 4: The Police, Uncle Will and a Stranger Watches

Exterior of FILO'S house. It is gloomy, an early summer afternoon thunderstorm is threatening in the distance. FILO sits on a bench against the wall under a covered porch. He is fidgeting with a Rubik's cube.

CAPTION: LATER THAT DAY

Two police officers exit the house. The storm door opens obscuring where FILO is sitting, they don't notice him as they pass and walk down the porch steps towards their parked cruiser.

OFFICER 1: Don't be stupid! Probably just some kinda flying car prototype! It exploded!

OFFICER 2: That was no explosion. There wasn't no debris! I'm telling you – that was a TELEPORTATION thing gone WRONG.

OFFICER 1: COME ON! TELEPORTATION? You read too many comic books. Either way that guy is TOAST and that wacko brother of his knows more than he's letting on...

FILO scowls.

UNCLE WILL comes out of the house and stands on the porch. He exhales as he watches the police drive away.

FILO gets up and starts to walk away.

WILL: Filo, wait—I need to talk to you—

FILO stops but keeps his back to his uncle.

FILO: The police think Dad's dead.

WILL: DEAD? Pfft.

Somewhat frantically, UNCLE WILL waives his arms around as he speaks, like a mad scientist.

WILL: THEY don't know what happened--

FILO whips around, smoldering.

FILO: DO you?

UNCLE WILL is taken aback by FILO'S anger. He bites his thumb nail.

WILL: Well yes, in theory- look it's complicated and WEIRD.... VERY WEIRD. Come on, sit down buckaroo—

FILO softens, sits back on the porch bench. UNCLE WILL gangly plops down next to FILO.

UNCLE WILL is uncomfortable, not sure what to do or say. He starts to reach out a hand to comfort his nephew...

But UNCLE WILL motions toward the RUBIKS CUBE instead and FILO hands it to him.

WILL: Hey, could I see that?

UNCLE WILL stands back up and fidgets with RUBIKS CUBE as he starts to pace.

WILL: Your Dad isn't dead, he's just... LOST.

WILL CONT'D: He could probably explain it, but ME? I would sound CRAZY...



UNCLE WILL close-up.

WILL: humph.

WILL (UNDER HIS BREATH): ...maybe I am...

MEDIUM SHOT, WILL & FILO.

WILL: Look, over the last few days we've had some REVOLUTIONARY breakthroughs. But what happened today doesn't make sense--

FILO: Were you guys turning Dad's car into a flying car? Is that why it did that?

WILL: What? A flying car? No! We had that figured out in high school! That's old tech compared to what we we're working on—

FILO: Then what were you working on?

WILL: It's probably better if you don't know--

FILO gets up and starts to walk away again. WILL puts his hand on FILO'S shoulder.

WILL: Hey – wait! Look, I can fix this, I'll get him back... if he doesn't find his own way back first--

FILO shoves his uncle's hand away and walks around the porch. He is starting to cry.

FILO: The last thing my Dad told me was to get my imagination under control. I'm done playing pretend-- you should stop too before someone else gets killed!

UNCLE WILL watches FILO walk into the side entrance of the house.

UNCLE WILL tosses the RUBIK'S CUBE back on the bench and turns to walk down the front steps of the porch.

As he approaches his VESPA SCOOTER He notices something down the street that doesn't belong.

Half-way down the street an ominous looking man sits in a black sedan, partially concealed in shadow. This is AGENT LOCKE. He stares back at UNCLE WILL.

UNCLE WILL climbs onto the scooter and puts on a helmet.

The scooter starts to hover above the ground, smoke billows out from beneath. Each wheel splits in two and reconfigures

into a pair of drone-type propellers.

UNCLE WILL flies down the road and launches skyward over AGENT LOCKE as he steps out of his car, in the manner of the iconic scene from ET where the boys take flight on their bikes.



FILO, returns to the porch. He looks for his Uncle but only sees the Rubik's cube.

FILO picks up the RUBIK'S CUBE and sees that it is solved.

FILO notices the creepy AGENT LOCKE still standing beside his car. There is uncomfortable exchange of glances.

A flash of lightening cuts across the horizon beyond FILO'S neighbor's rooftops. The rain begins.

FILO goes back into his house as LOCKE climbs back into his car.

Long shot, we see FILO'S house from a distance.

Time speeds up over a series of panels: the rain stops, the sky flips through various shades of blue and leaves begin to change from green to a symphony of orange, yellow and red. The wind blows a few leaves past the foreground.

## Chapter 2 – Page 15-35

### Scene 1: Time passes... WONDER BOY retires?

CAPTION: A FEW MONTHS LATER

Exterior, we see Filo's House. There is a "FOR SALE" sign planted in the yard.

ELLIE approaches the garage where FILO is carrying a box to a pile.

ELLIE: Why are you packing? My Dad said it could take months for your house to sell- has someone bought it already?

FILO: NO, but my MOM says we have to "de-clutter"-- get rid of stuff to make the house look bigger or something.

ELLIE pulls out a he-man looking action figure.

ELLIE: FILO! Some of these are collector's items—weren't they your Dad's?

FILO: Yeah... and my Uncle's but since the--

ELLIE pulls a make-shift super-hero costume out of one of the boxes.

ELLIE: HOLD. UP. You're throwing away your Wonder boy costume?!

FILO starts to walk back into the house.

FILO: So?

ELLIE: No way!

FILO: Sorry... I guess Wonder Boy's retired. I mean, even I have to grow up someday, right?

ELLIE: I guess...

ELLIE grabs his shoulder and shoves the costume and action figure into his arms.

ELLIE: ...but NOT TODAY, WONDER BOY – humanity needs you!

FILO: What?

ELLIE shouts back to FILO as she runs out of the garage.

ELLIE: Suit up! And wait for the call!

FILO: Come on, ELLIE, I need to finish this before my Mom gets home --

FILO stretches the costume out in front of him. A big “W” made from duct tape adorns the chest.

ELLIE (off panel): I SAID SUIT UP!

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INTERIOR: ELLIE’S ROOM. She is pulling on a glove, the last piece of her own hodge-podge super-hero costume.

The panel takes on a wavy outline as ELLIE picks up a WALKIE TALKIE. She is now in an imagined command center surrounded by computers and communications equipment.

ELLIE: WONDER BOY- COME IN, WONDER BOY.

INTERIOR of FILO in his room. Dressed as “WONDER BOY” he reluctantly picks up the WALKIE TALKIE.

FILO: WONDER BOY here. Over.

ELLIE, in her wavy-paneled imagined command center.

ELLIE: I’m getting multiple reports of a robot uprising. Meet me in the City! OVER!

FILO (across the walkie talkie): “The City”?

ELLIE: The Playground! Now get moving!

ELLIE smirks as she walks out of her bedroom and down a hallway towards her father’s home office.

ELLIE (thinking): OK, here comes a lecture- ‘is that really a constructive use of your time?’

ELLIE stands in the doorway to her Dad’s home office. He is texting on his phone in front of two computer monitors. A tv playing financial news blares behind him.

ELLIE: Dad I’m going to play with FILO.

ELLIE’S DAD doesn’t look up.

ELLIE’S DAD: Uh huh.

ELLIE, adjusting her goggles.

ELLIE: All my homework is done.

ELLIE’S Dad: Great—





ELLIE adjusts the goggles of her super-hero costume:

ELLIE, under her breath/to herself (smaller type): are you even listening?

ELLIE, (CONT'D, LOUDER): We'll probably rob a convenience store to get money for matching tattoos. We haven't decided yet on PUNISHER SKULLS or FLAMING GHOST RIDER SKULLS. Either way it's going to be skulls... if there's enough money leftover we'll use it to run away...

Now talking on the phone, ELLIE'S DAD gives a 'thumbs-up' as he rotates away in his desk chair.

Annoyed, ELLIE huffs and exits.

ΛΛΛΛΛΛΛΛΛΛ

EXTERIOR, PARK. FILO slumps on a swing while ELLIE pretends to shoot at invisible assailants.

FILO: Aren't we getting to old for dress up?

ELLIE: YOU can play 'dress-up' if you want-- I'M COS-PLAYING! Now get off your butt, WONDER BOY - let's wreck some evil robots!

Wavy panels, ELLIE does an elaborate backwards somersault kicking two robots.

FILO: WHOA!

FILO gets up to join her.

FILO (CONT'D): OK, alright...

NOW, ELLIE and FILO both as their alter-egos in an epic imaginary battle against a mob of robots!

ΛΛΛΛ

Exterior, the sun is setting over the suburban tree line of FILO & ELLIE'S street. They are walking down their street. Talking excitedly.

FILO'S MOM is standing in the driveway, angry.

FILO: UH OH... I think I'm in trouble.

ELLIE holds up her toy laser pistols as she walks away.

ELLIE: Sorry WONDER BOY, you're on your own. THESE only work on imaginary robots. They have no effect on angry parents!



FILO: Thanks a lot....

ELLIE looks back over her shoulder as she jogs toward her house .

ELLIE: ...and don't forget there's a quiz tomorrow on tonight's history reading! See ya!

FILO: Oh crud!

FILO'S MOM, disapproving, fists on hips.

MOM: THAT'S what you've been doing? OFF PLAYING PRETEND? Waiting for you has made me so late; I don't even have time to yell at you about it—

FILO: I didn't even want to—

FILO'S MOM looks at her phone.

MOM: You've promised to be more responsible, but I come home from work to find the garage door wide open, the dog hasn't been fed and you've hardly made a dent in the pile of toys—

FILO: I said I'd do it!

FILO'S MOM gets into her car.

MOM: Then do it FILO, please. Sometimes I worry that you'll never grow-up, like your Uncle. I can't imagine how detached from reality he is now that your Dad--

FILO: I'm trying—

MOM: Don't just tell me FILO, show me!

FILO watches her drive away.

MOM: There's take-out on the counter and don't forget to walk Kirby one more time before you go to bed!

ΛΛΛΛΛΛΛΛΛΛ

Later, FILO is in his room at his desk. He sloppily eats noodles out of Chinese take-out container while he reads from a history textbook.

The over muscled HE-MAN-esque action figure that ELLIE had rescued from the garage stands on the desk in front of the textbook facing FILO.

FILO looks up at the toy.

Close-up of the toy, the inanimate object almost seems to stare at FILO.

Now an extreme close-up of its eyes. A penetrating gaze.

Close-up of FILO.



FILO: What are you looking at? I'm busy right now, I don't play with toys anymore-- sorry.

FILO turns his attention back to his reading.

Soon enough, FILO is again returning the toy's intense stare.

FILO: LOOK, I know we had some good times but I'm a different kid now, OK? I'm growing up.  
NO MORE ADVENTURES!

JUST THEN, FILO'S small dog, KIRBY, jumps up, its out-stretched paws reach up to FILO'S lap.

FILO: Hey pal? Need to go out? No problem! After all, tonight you are MY responsibility!

## Scene 2: Walking the Dog and REALLY strange Strangers in the park

Exterior shot of FILO and KIRBY exiting the house. Night.

KIRBY sniffs a bush.

FILO: What do you think, KIRBY, is this stone a contender? No?

They have moved on to a mailbox post.

FILO: It is a fine mailbox buddy, but is it truly worthy of your urine?

The dog has settled on a rock and a bush. KIRBY cocks his leg and looks up at FILO for approval.

FILO: A GREAT choice. LET IT BE KNOWN TO ALL DOGS WHO PASS THIS BUSH THAT KIRBY WAS HERE!

It is a clear autumn night, the view of the stars over a playground catches FILO'S attention.





FILO: WHOA. Look at those stars!

FILO and KIRBY sit on a grassy hill in the park, silhouetted in front of a night sky with view of a small town below. Beyond the town on the horizon we can see hints of the Boston skyline.

FILO: You know, before Dad had his...accident, I used to look up at those stars and wish I was THE SILVER SURFER or A GREEN LANTERN. Just flying around out there from planet to planet beating up bad guys...

Close up of FILO, melancholy.

FILO: Now I just look up and see stars—wait--

Same shot of FILO, a little closer as he has leaned forward a bit. He sees something in the sky.

FILO: GREAT GADZOOKS! WHAT'S THAT?

ODD clouds begin to gather in the sky. From the center of this peculiar vortex FILO sees a strange ship materialize!

FILO: Some kind of...UFO!? It's coming right at us!

FILO and KIRBY run behind a play structure.

FILO: QUICK—LET'S HIDE!

From behind the play structure FILO and KIRBY watch as the ship releases A COLUMN OF LIGHT towards the ground.

FILO: OH MY GOSH- IT'S FIRING SOME KIND OF DEATH RAY!

Stout, four-foot-tall space wizards with monkey-owl faces descend from the ship, floating down the column of light. These are the AETHARIANS.

FILO: Wait- that's not a death ray. There're little aliens floating down!

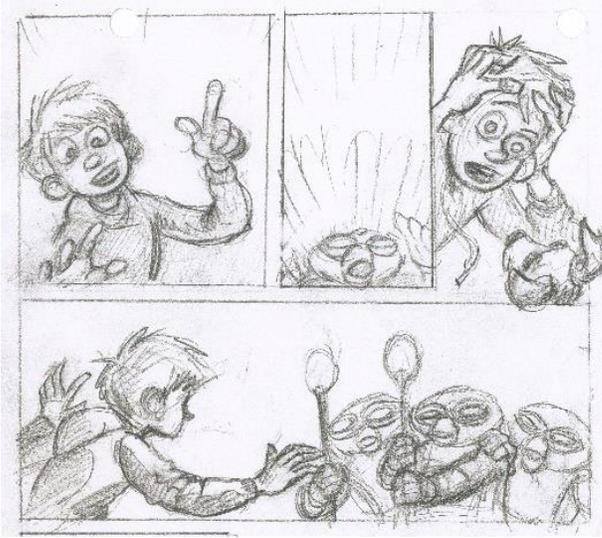
FILO, Cont'd: WHAT AM I SAYING!?

FILO slumps down with his back against the slide.

FILO: You see this too, right KIRBY?

FILO turns away from the strange scene transpiring behind him to talk to KIRBY. The dog sits and attentively looks him in the eye.





FILO: Why aren't you barking? You lose your mind every time the mailman comes to the house, but you're totally cool with little orange men from outer space? Unless...  
FILO turns to see the AETHARIANS, these cosmic heralds, atop the hill behind him striking dramatic poses!

FILO: .... I'm imagining this entire thing!?

AETHARIAN #1: FILO FARNSWORTH—WE ARE THE LAST AETHARIANS, KEEPERS OF THE COSMOCRON, TRAVELLERS OF THE GREATER ORBIT!

AETHARIAN #2 —WE COME TO WARN YOU THAT YOUR WORLD IS IN GREAT DANGER!

FILO, dismissive, exasperated.

FILO: Seems like the world is ALWAYS in great danger! Could you be more specific-- Global Warming? Super-Flu? GIANT METEOR?

AETHARIAN #3: AN EVIL SPECIES--**THE VORHEIR** AND THEIR MONSTER ARMY SEEK TO ENSLAVE THE ENTIRE UNIVERSE, AND EARTH IS NEXT.

FILO, distressed, looks at his dog.

FILO: Well, that's a NEW one. Did you hear that KIRBY? I REALLY hope I've finally lost my mind COMPLETELY and this is ALL IN MY HEAD.

AETHARIAN #3: But FILO, the only way ANYTHING can be perceived is inside your head.

The AETHARIANS talk amongst themselves.



AETHARIAN #2: Don't confuse the human with philosophy!

AETHARIAN #1: It is NOT philosophy; it is the true nature of REALITY! He needs to understand THAT if he is to fully understand the workings of THE COSMOCRON!

AETHARIAN #3: He is gone!

The AETHARIANS look around and realize that FILO has fled while they were arguing among themselves.

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### Scene 3: Jumped in the Woods!

FILO and KIRBY run through the woods.

FILO: COME ON BUDDY! This shortcut is creepy at night, but it beats talking to strangers from OUTER SPACE about a UNIVERSE-WIDE apocalypse!

FILO looks back as he runs.

FILO: I don't think they are following us!

KIRBY and FILO slide to a sudden stop. Their path is cut off.

They are surrounded by a menacing group of lizard-bug-man-creatures. These alien-monster soldiers are THE KAARNUKAI!



FILO: ZOINKS!

A KAARNUKAI soldier calls into his commander on a hand-held device.

KAARNUKAI #1: SIR, we have intercepted the creatures. Can we eat them?

The commander's face is transmitted back on the handheld device. It is a bald, goblin looking thing with large ears and one bulging robotic eye. This is SIBERIUM SCRUM.

SCRUM: NO! Do not eat them. I want them alive!

SCRUM (CONT'D): SEARCH THE HUMAN, THE AETHARIANS MAY HAVE ALREADY GIVEN IT TO HIM! I am on my way.

The alien soldier looks at FILO and KIRBY, considering them.

The KAARNUKAI are confused, they confer with one another.

KAARNUKAI #1: Which one is a "HOO-MAN"?

FILO interjects.

FILO: Hey guys, I think I can help. Sounds like you aren't familiar with the flora and fauna of our fine planet--

FILO explains, making his hands a shadow puppet of a bird flapping its wings.



FILO: You see, I'm NOT a "HOO-MAN". HOO-MANS are small winged creatures that live in the trees. If you want to find HOO-MANS, you will need to look—

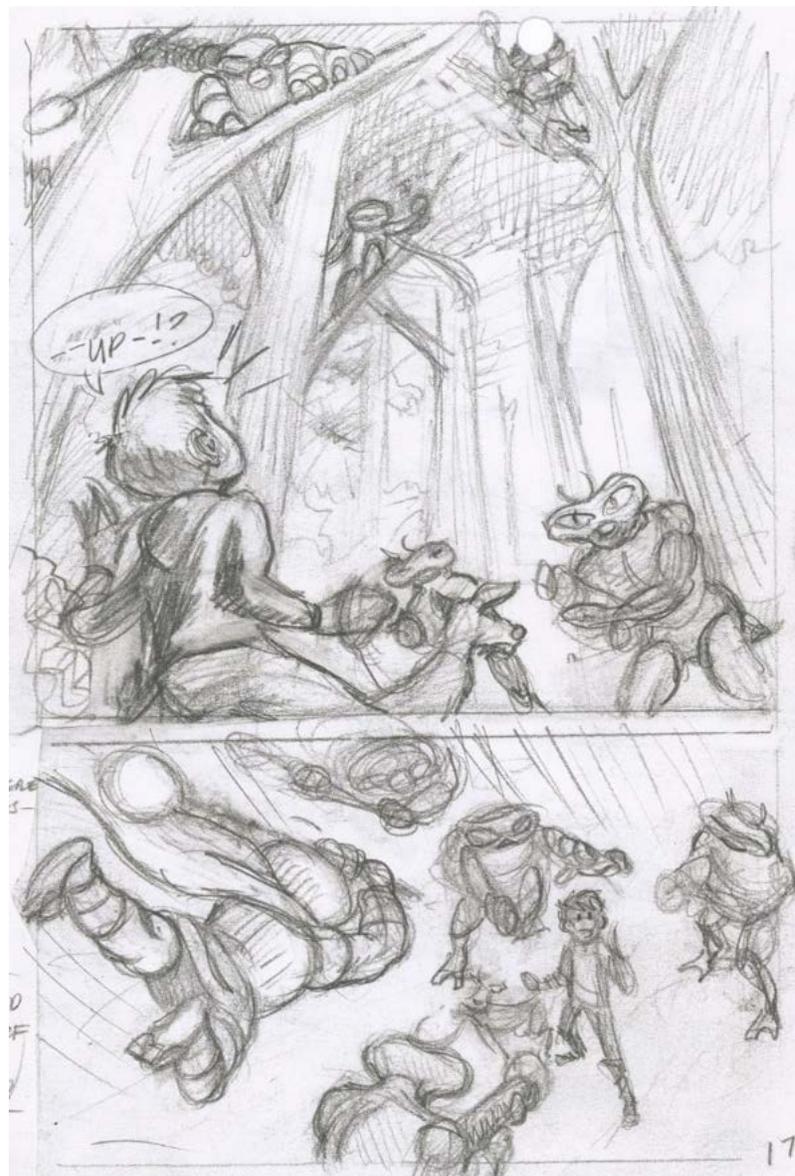
As FILO looks up, he sees the AETHARIANS hiding among the branches of the tall trees. They are poised to strike.

FILO (CONT'D): —UP?!?

KAARNUKAI: DO NOT TRY TO DISTRACT US SO THAT YOU MAY SCAMPER AWAY!

The AETHARIANS leap from the trees.

KAARNUKAI: WE KAARNUKAI ARE NOT FOOLS!



**WAP! SMACK!** The AETHARIANS land on the KAARNUKAI, striking them with their staffs. FILO and KIRBY stand startled in the middle of the melee.

FILO: C'mon KIRBY, I think this is our chance to 'SCAMPER AWAY'!

FILO and KIRBY start to run again through the woods.

FILO: I hope the little guys that DIDN'T want to eat us win this scuffle but we don't want to be around in case they don't!

A boney, green, three-fingered hand reaches out behind FILO.

VOICE: NOT SO FAST, HOOMAN!

One of the KAARNUKAI grabs FILO by the hood of his sweatshirt and yanks him off his feet.

KAARNUKAI: You can't escape THE KAARNUKAI that easily!

KIRBY bites the leg of the Monster Soldier. CHOMP!

The KAARNUKAI looks down at the small dog biting away desperately at his leg. FILO struggles to get free.



KAARNUKAI: HA, HA! Your tiny teeth are no match for my exoskeleton!

The soldier aims his gun at the dog.

KAARNUKAI: PATHETIC CREATURE!

FILO: DON'T POINT THAT AT HIM!

There is a flash of laser fire. ZAP! FILO recoils in horror....

FILO: NO!

The dog hasn't been hurt! Instead there is a smoking hole in the center of the Monster Soldier's chest. Still frightened by the blast, the dog nervously slinks back.

FILO: KIRBY! YOU'RE OK?

The KAARNUKAI slumps to his knees. Free now, FILO tries to make sense out of what happened.

The KAARNUKAI soldier falls onto the ground, dead. In the background the shooter is revealed, FILO has been rescued by an AETHARIAN.

AETHARIAN: FILO FARNSWORTH, have you been harmed?



The AETHARIAN comes to FILO'S side

FILO: I'm fine, thanks for jumping those guys!  
These are the soldiers of the "Monster Army"?

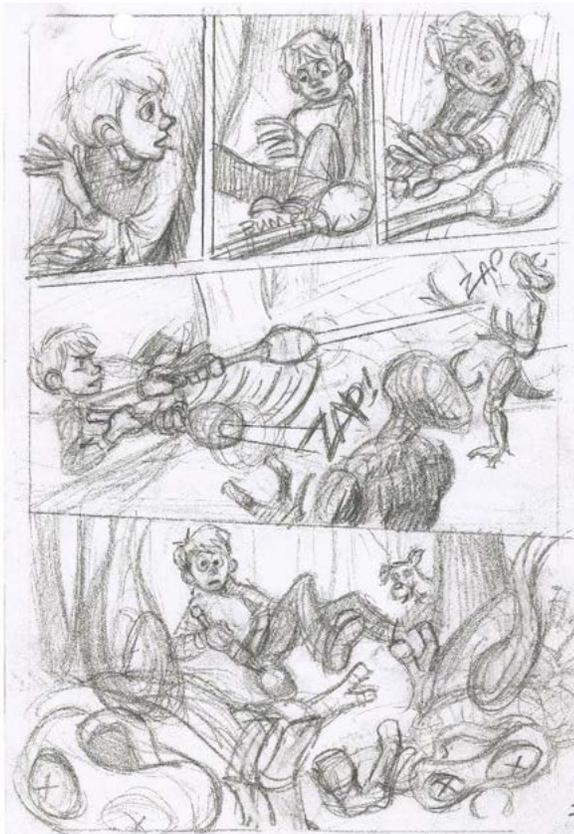
AETHARIAN: We did not expect them to be  
here so soon.

The AETHARIAN pulls at FILO'S arm.

AETHARIAN: My companions have perished.  
COME, we must move! More of them approach  
and I will not be able to keep you safe HERE.

**ZAP!** A blast fires in from out of sight! The AETHARIAN is hit  
and knocked down!

Frightened, FILO takes cover behind the trunk of a tree as the  
Monster Soldiers advance towards him.



FILO peaks around the edge of the tree. He has no idea  
what to do.

FILO'S foot inadvertently nudges the AETHARIAN's staff.

He reaches for it.

FILO dives out from behind the tree and blasts the  
Soldiers. **ZAP! ZAP!**

FILO and KIRBY look at the terminated KAARNUKAI,  
shocked.



The AETHARIAN is still alive, he raises his weary hand towards FILO. He is very weak.

AETHARIAN: FILO, well done.

FILO: You're alive!

The AETHARIAN is lying on the ground, hand on his wounded chest

AETHARIAN: Yes, but not for long.

The alien sprays his wound with a strange hardening foam.

FILO: What's that?

AETHARIAN: it will give me more time... as I was saying-- your use of my ZOLARAN STAFF is impressive.

FILO looks at the staff perplexed.

FILO: Usually my aim stinks- beginner's luck?

FILO crouches at the side of the prone AETHARIAN.

AETHARIAN: No, that is not what I mean. The staff has no mechanical buttons or triggers. You fired it with YOUR MIND.

FILO: MY mind- but HOW? I'm no one *special*. I'm not even NORMAL- my brain is a scattered mess—

AETHARIAN: NO- we sought you out BECAUSE of your mind--

FILO: But I've never been chosen for anything. I'm always picked last at gym, at recess once they even picked a kid that was out sick over me!

Suddenly, the staff reflects an image like a crystal ball. More soldiers approach! Amazed, FILO looks at it.

AETHARIAN: THERE ISN'T TIME TO EXPLAIN FURTHER- MORE ENEMIES APPROACH—

FILO strikes a heroic pose with the staff. KIRBY mirrors his pose; the boy and his tiny dog are ready to take on anything.

FILO: OH! I get it – I'm the reluctant hero who embarks on a series of adventures using his unique talent to eventually overcome evil and learn something important about himself in the process!

The AETHARIAN reaches into his satchel.



AETHARIAN: SOMETHING LIKE THAT. Except you won't be using that staff...

The AETHARIAN holds out a golden cylinder and visor.

AETHARIAN: ...BEHOLD – THE COSMOCRON!

FILO: WHOA!

FILO excitedly inspects the cylinder.

FILO: Cool! How's it work? Is it like a light saber?

FILO puts on the visor; it is solid metal and covers his eyes completely.

FILO: Do I use this to see through walls or shoot laser beams out of my eyes?

There is a blast of light as FILO is knocked backwards off his feet as if he has been struck by lightning. Energy crackles out of the cylinder.

FILO: What's happening—UGH!!



With the visor still on FILO picks himself up and kneels on the ground.

FILO: Hey, what happened? Do I have super-powers now? CAN I FLY?

FILO extends his hands out into the air above him like Superman.

Nothing happens.

With his arms still extended he lifts up the visor and looks over at the AETHARIAN.

FILO: It didn't give me super-powers, did it?

AETHARIAN: No.

FILO slumps his shoulders and looks at the two alien objects.

FILO: I don't get it – I can't see a thing with this thing on--

AETHARIAN: Of course not! Direct observations of the material world by your conscious mind would stop the whole thing from working! Don't humans teach their children anything about Quantum Theory and the De-Focalized consciousness?

FILO: I guess not --

AETHARIAN: Think about the way quantum particles pop in and out of being like random thoughts and images pop into our minds. You can't THINK about controlling it FILO- you must let it—

FILO and the AETHARIAN hear something nearby in the woods.

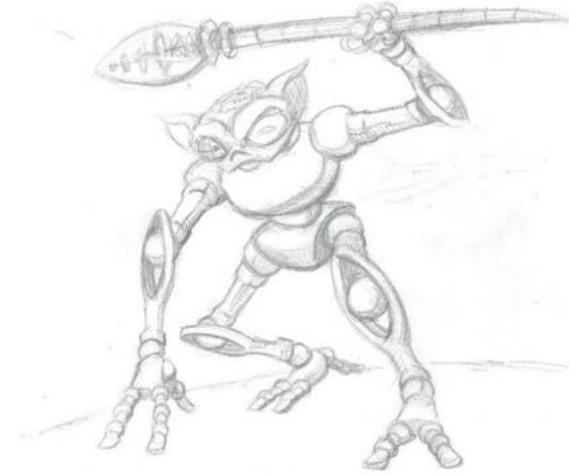
AETHARIAN: --they approach! Now go!

FILO: But –

AETHARIAN: There's no time. Run!

FILO & KIRBY duck behind some bushes as a new character enters.

It is SIBERIUM SCRUM! a goblin-headed alien with a robotic body, He is accompanied by three KAARNUKAI soldiers.



SCRUM: AH, QUERCAS RUBRA, how fitting to find YOU wounded here and bleeding out slowly- shall I speed things along?

The AETHARIAN lunges for his Staff.

SCRUM drops his metal foot on the staff and points his own weapon at the AETHARIAN.

SCRUM: My head is all that remained of me after our last encounter, I don't wish to lose that as well! NOW tell me-- where is the COSMOCRON?

FILO & KIRBY watch from behind the bushes, he still clutches the Cosmocron and visor.

FILO (thinking): I can't just sit here; I need to figure this thing out so I can help!

CLOSE-UP of FILO.

FILO: I did feel something happening when I put it on—like I was about to fall into one of my crazy daydreams... I wonder if I—

#### Scene 4: Enter GRAY MAN!

Back to the bad guy's interrogation of the injured Aetharian.

SCRUM: Tell me where the COSMOCRON is or—

There is a burst of light! They all turn to see the COSMOCRON hovering above the bushes where FILO is hiding. Light and plasmas pour out of it-- a brilliant display!

AETHARIAN: There it is!

The Cosmocron rotates on its axis and a shape forms around it, an archetypal form of a Super-Hero: IT IS GRAY MAN! He is a bulky muscular humanoid with simplified features and stone colored skin. He hovers about ten feet in the air.

GRAY MAN looks at his body and blocky, 4 digit hands.

GRAY MAN: Whoa! I'm a man! A big, GRAY MAN! AND I'M FLYING!

GRAY MAN looks down. On the ground beneath him FILO lays unconscious, still wearing the visor. KIRBY looks up at this new character.



FILO: Oh great... *AND I'm having an out of body experience! What is this—some kind of remote-controlled Super-Hero!?*

The bad guys are still in shock.

SCRUM: The Cosmocron-- But how -- ?

GRAY MAN remembers that the villains need to be vanquished.

GRAY MAN: Oh yeah, um... you guys-- why don't you pick on someone your own size?

SCRUM: EH? But- He *IS* my size

GRAY MAN compares the relative heights of Scrum and Quercas, rubs his chin, thinks for a second.

GRAY MAN: Right. I suppose he is...

GRAY MAN puffs up his chest, fists on hips in a "HERO POSE"

GRAY MAN: .... then how about: "YOU SHOULDN'T PICK ON A GUY WHEN HE'S DOWN!"

SCRUM yells at his soldiers

SCRUM: Don't just stand there, BLAST THIS BLATHERING APPARITION OUT OF THE AIR!

The KAARNUKAI open fire. Startled, GRAY MAN catches their shots in his hands and exclaims.

GRAY MAN: *YEEOW*, that stings!



GRAY MAN swoops in and grabs one soldier by the laser-rifle and arm and bowls him into the others.

GRAY MAN turns toward SCRUM. The mostly metallic alien backs away into the woods.

SCRUM: How, Quercas?! How are YOU conjuring this gray oaf?!

From this new angle SCRUM can see the unconscious FILO.

SCRUM: *The human child!* HE is using the COSMOCRON to project this... BEING... this 'GRAY GUARDIAN'!?

GRAY MAN: What? That guy over there? That's just some sleeping kid—eyes on me Space-Ork!

SCRUM turns towards the unconscious body of FILO.

SCRUM: But that sort of mastery would take years, decades—

CLOSE-UP shot of the VISOR covering FILO'S eyes as SCRUM begins to understand.

SCRUM: Ahhhh-- I SEE! QUERCAS, you have created some sort of interface!

SCRUM points his staff at FILO'S body, it releases a bright blast of energy!

SCRUM: Very clever—but it won't matter—

GRAY MAN dives in the path of the shot and absorbs the hit.

Grimacing in pain, GRAY MAN inches toward SCRUM as a steady torrid of energy rushes from the staff. Particles of his body disintegrate under the onslaught!

Finally, within reach, GRAY MAN swings a big blocky four-fingered fist at SCRUM. The ghoulish alien ducks beneath it.

GRAY MAN's errant punch shatters the trunk of a vast oak tree!

The huge tree tumbles and crashes, clearing a significant swath through the woods.

GRAY MAN is embarrassed by the damage.

GRAY MAN: Uhm.... Timber? Sorry tree!

Retreating, SCRUM opens a dimensional portal in the ground; A *DOME-SHAPED BUBBLE OF NEON GREEN ENERGY*! Big bubbles of a foreign space-time-reality bubble into the air.

SCRUM descends into the portal. He looks back over his shoulder towards GRAY MAN.

SCRUM: YOU ARE POWERFUL GRAY GAURDIAN, BUT WE WILL SOON RETURN AND THE COSMOCRON **WILL** BE OURS!

CLOSE UP OF GRAY MAN, he recognizes the familiar form of the green portal-bubble.

GRAY MAN (THINKING): That light—!

GRAY MAN starts towards the portal to pursue SCRUM.

QUERCAS RUBRA: No, you mustn't!

GRAY MAN POINTS AT THE CONTRACTING PORTAL, ANGRY.



GRAY MAN: But Robo-Gollum is getting away! THROUGH SOME KIND OF BUBBLE THING THAT LOOKS EXACTLY LIKE THE ONE THAT *I THOUGHT* KILLED MY DAD!



QUERCAS RUBRA: FILO, that portal passes through the Greater Orbit, to an unknown destination! With your REAL BODY still here on Earth you could lose your connection with the COSMOCRON and it would fall into the hands of the VORHEERIUM!

FRUSTRATED, GRAY MAN watches as the portal shrinks completely.

GRAY MAN: But my Dad --

QUERCAS RUBRA: Losing the COSMOCRON will not help him.

NOW, small neon green rifts also open beneath the prone KAARNUKAI and their bodies sink into them and disappear.

GRAY MAN closes his eyes, Energy leaks from his body and he begins to evaporate. The COSMOCRON hovers in the air. FILO removes the visor as he sits up. Instinctively he holds out his hand as the COSMOCRON flies into it.

FILO considers this for a second.

FILO: O.K...

Aggressively, FILO leans over QUERCAS.

FILO: You said "Help Him" -- Help my DAD? He's still alive?!

QUERCAS: YES--

FILO stands up and turns away. Fists balled at his side; he starts to cry.

QUERCAS (CONT'D): --more than ever.

FILO: Uncle Will was right the whole time and I... I didn't believe him... I should tell him--

QUERCAS: NO!

Wiping the tears from his eyes FILO turns back to look at QUERCAS.

FILO: NO? Why not? Uncle Will can help me rescue my Dad from those—

Close up of QUERCAS.

QUERCAS: THE COSMOCRON was hidden for centuries—so feared was its power! But now IT has compelled us to seek YOU out! The adults of your world will never trust you to yield its power—

FILO looks at the COSMOCRON.



FILO: This is MY responsibility... Save the world then save my Dad.

FILO (CONT'D): ...and it always makes sense to maintain a secret identity and all that.... but what the heck is going on—what is “The Greater Orbit”?

As QUERCAS speaks he conjures images from his staff, they flash around them holographically illustrating his explanation.

QUERCAS: Your scientists scratch at its edges and call it “Dark Energy” and “Dark Matter” not realizing that the orbits of PLANETS AND STARS ARE BUT MERE DUST WITHIN THE HIGHER DIMENSIONAL OSCILLATIONS of THE GREATER ORBIT! Once its frequencies are understood, a TRAVELER can use these swirling streams of ‘time’ and folds in ‘space’ to step from a planet to its moon or, with enough power, from galaxy to galaxy....

QUERCAS RUBRA coughs and clutches his wound. Rain has started to come down.

QUERCAS: FILO.... I am out of time. PLEASE, remember...YOU and YOU ALONE are now THE KEEPER OF THE COSMOCRON, use it to fight the VOORHEIR. If they capture EARTH, there will be no hope for your FATHER or anyone in the galaxy....

QUERCAS RUBRA passes.

FILO looks up to see the AETHARIAN ship above them. Rain is falling heavier now.

Three beams of light shoot out with two landing at unseen spots in the surrounding woods and the last one landing on the body of QUERCAS RUBRA.

The Three AETHARIAN bodies are lifted into the ship along the light beams.

Energy crackles around the ship as it disappears.

FILO and KIRBY stand, FILO looks at where the ship was in the sky. KIRBY looks at his master, head cocked.

FILO: Did you hear that buddy? I’m a super-hero now! STEP ONE: stop AN INTER-DIMENSIONAL MONSTER ARMY from invading the PLANET! STEP TWO: Make them give back my Dad!

CLOSE-UP of KIRBY, the dog’s head jerks back a little as he cocks an eyebrow: a doubting look.

FILO: Come on! Show a little faith—this will be good for me! It’s MY responsibility-- I can do this!

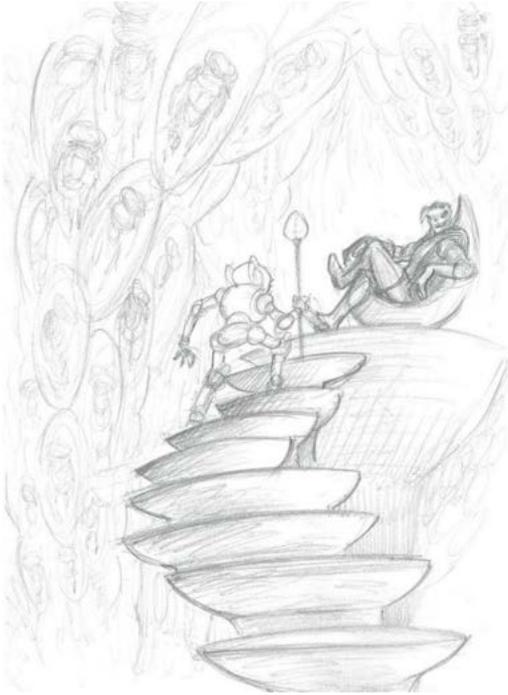
FILO and KIRBY walk home. FILO holds up the COSMOCRON and examines it as he walks.

FILO: I just wonder HOW I’m going to do this....

## Act 2A

### Chapter 3 – Page 33-42

#### Scene 1: The Bad Guys I



Cut to FULL PAGE of many SIBERUM SCRUMS descending multiple mind-bending staircases that shift from up to down, down to up. These are quantum-clone echoes (blurry copies) of SCRUM that head off in different directions in this MC Escher-like space. Cosmic energy spirals and crackles all around. In the top left corner, we see the woods on earth that SCRUM has left (rendered in purple/blue negative colors) as if looking up at the scene from inside a pond. SCRUM descends towards a Sci-fi-cosmic-castle interior to the bottom right. This is the VOORHEIRUM staging base.

SCRUM enters a cavernous space containing spiral structures of egg-sack looking stasis chambers stocked with unconscious soldiers. More of these slowly push through a pulsating portal in the ceiling joining countless tens of thousands. They descend ever downward until they disappear into the dark.

SCRUM climbs up steps to a central command platform. PRINCE CAIRNUS BAHN slacks across a throne sideways playing on a phone. We see music waves indicating that music is

playing.

CAIRNUS: AH – SCRUM-chum! You're back from Earth! How was the weather? I noticed you lost your entire squad and I don't see the SOUVENIR you promised us—that ancient omnipotent artifact—what was it called again?

SCRUM hunched over into a bow.

SCRUM: The COSMOCRON, Sire, and it has the potential to give one the ability to manipulate the very fabric of reality.

CAIRNUS: Yeah, that's the legend but no one's ever done it. What a bunch of gobbledygook. Anyway—where is it?

Just then a gigantic cluster of crystals flash and pour forth a green and purple fog.

The image of a new character materializes amongst the crystals; a snake faced female alien in a regal pose, she is of the same species as CAIRNUS. THIS IS BHANRA MAITHAR, EMPRESS of the VORHEIRUM! She is the SUPREME COMMANDER of the galactic armies, RULER OF HUNDREDS of PEOPLED WORLDS. She looks down on the other two. SCRUM bows even lower into a cower. CAIRNUS does not even look up from his game.

SCRUM: Greetings your Highness.

CAIRNUS: HI MOM!

EMPRESS looks down, contemptuously.

EMPRESS: CAIRNUS- are you still playing with that thing?

CAIRNUS, playing his game.

CAIRNUS: This isn't PLAYING— it's RESEARCH. The humans are obsessed with these things!

Smart phone Chimes: **BLING BLING!**

CAIRNUS: YES! New high score!

The EMPRESS, looking even more disgusted.

EMPRESS: ...and WHAT is that droning noise? Is your equipment malfunctioning?

CAIRNUS, feigning offense.

CAIRNUS: DRONING? NOISE? THAT'S a prime example of EARTH'S HIGH CULTURE, it's *Pink Floyd's "Darkside of the Moon" Album!* Get it?

EXTERIOR, we see that the VORHEIR BASE is, in fact, on the dark side of the moon. A spired silver & purple structure, a cross between a castle and a rocket, stands in the middle of a seemingly endless field of obsidian black pyramids, their edges outlined in cyan blue.

CAIRNUS (unseen, from within the spire shaped structure): "Get it? DARKSIDE OF THE MOON! Get it??"

EVERYONE: "YES. We get it...!"

Back inside the base the EMPRESS is annoyed.

EMPRESS: HMPH. The humans divert and amuse themselves and call it "CULTURE."

CAIRNUS: It's their PRE-OCCUPATIONS that make them such *DELICIOUS* targets! We've all seen the data; the humans SATISFY our purposes more efficiently than any other species we've encountered!

EMPRESS: None of that explains why you distract YOURSELF with their nonsense, be careful that you don't --

CAIRNUS: I know what I'm doing!



EMPRESS isn't convinced but is more interested with keeping to her agenda. She turns to SIBERIUM SCRUM.

EMPRESS: SCRUM, did you FINALLY intercept the so-called LAST AETHARIANS? Why their sudden interest in Earth, on the eve of our Invasion?

SCRUM: We found them-- and they were eliminated. There was no opportunity for interrogation.

EMPRESS: The KEEPERS OF THE COSMOCRON are dead? EXCELLENT —AND DID YOU FETCH IT?

SCRUM: Before we arrived THE AETHARIANS GAVE THE COSMOCRON to a human. An ADOLESCENT.

CAIRNUS looks up from his game.

CAIRNUS: A kid? Then why didn't you just take it?

SCRUM: He used it against us and defeated my squad.

EMPRESS: *THE HUMAN* was able to harness the power of the COSMOCRON? This is very troubling-- Who IS he?!

CAIRNUS: Who cares! We're about to begin MY perfectly planned attack on that pretty blue and green planet and THIS is what you two are worried about?

CAIRNUS yells towards a command area just beneath them where KAARNUKAI technicians and officers are at work. Dozens of technicians sit at a long counter of controls that looks like something out of the 60's Star Trek TV show.

CAIRNUS: Scrum, sounds like you just need more muscle-- TORAK! Get up here!

Enter the seven-foot-tall, four-armed KAARNUKAI Commander, TORAK. He bows to CAIRNUS.

TORAK: Yes, sire?

CAIRNUS: Some human kid has something my Mom wants-- Go down there and help Scrum get it, will you?

Close-up of THE EMPRESS, annoyed, disapproving.

EMPRESS: I really wish you would take this more seriously CAIRNUS. Do not forget what is at stake, we have a lot of mouths to feed—

CAIRNUS opens a cell-like chamber door built-into the wall.

CAIRNUS: No chance I'll forget that MOM—*not with you constantly nagging me* — WHICH REMINDS ME, my breakfast is getting cold!

Baring his vampire-like fangs, CAIRNUS grabs a terrified alien prisoner from inside the cell.

ALIEN PRISONER: *No! Please-- don't!*

Medium shot of SCRUM and TORAK. SCRUM looks away. A shadow on the wall behind them silhouettes the ghastly scene in front of them.

OFF PANEL: AAAAIIIIIEEEEE!

SCRUM: Ugh, barbaric.

TORAK: Gird yourself SCRUM. If we did not fight for the Voorheir it would be us in that pathetic creature's place.

Satiated, CAIRNUS notices TORAK and SCRUM.

CAIRNUS: What are you two still doing here? I told you to go get that kid--

TORAK: A question sire-- How will we find this EARTH CHILD?

Standing behind SCRUM, CAIRNUS massages SCRUM'S head like it's a crystal ball. SCRUM is unable to hide his irritation.

CAIRNUS: OH, I'm sure the answer to that question is beginning to bubble and gurgle around in this green globule! Am I right? I'm right, aren't I?

SCRUM: Yes Sire...

## Scene 2: Second Thoughts at the Bus Stop

FILO is at the Bus stop, fretting as other kids begin to approach.

FILO stares at his reflection in a rainwater puddle on the ground. His eyes are heavy with fatigue and worry.

FILO (thinking): OK, step one: stop an alien invasion....stop an alien invasion? How the heck am I supposed to do that!?

In the murky reflection, FILO'S face Morphs into a BIZARRE ONE-EYED MONSTER with a LOBSTER CLAW MOUTH and CLAWS FOR HANDS.

The water puddle turns into an inter-dimensional portal bubble. THREE of the HULKING CREATURES begin to climb out and reach for FILO as he steps back

FILO: GAH!

FILO PAUSES

FILO: Wait--

FILO closes his eyes.

FILO (thinking): They aren't real.

FILO opens his eyes. The puddle is now just a puddle.

FILO even more distraught now. He pulls the COSMOCRON and VISOR partially out of his back pack.



FILO (thinking): WHAT THE HECK WAS THAT? This is no time to lose control of my imagination – If I'm going to use these things, I need to stay FOCUSED!

BOY 1 (off panel): WHOA! That's something I've never seen before!

FILO whips around, alarmed, two boys are approaching.

BOY 1: FILO FARNSWORTH is the first kid at the bus stop?!

FILO: Yeah--

BOY 2: Maybe it's not really FILO, MAYBE it's just an ALIEN disguised as FILO!

FILO, agitated, alarmed. One boy holds up a phone to show him the screen.

FILO: WHAT!?! Why would you say that? What do you know about ALIENS!?!

BOY 1: Chill out SPAZ- didn't you see the videos last night all over YOU TUBE? The weird lights in the sky over OUR town? It's all anyone's talking about!

FILO: I'm not on social media.

BOY 2: Do the voices in his head count as social media?

FILO starts to walk away from the boys, back towards his house.

FILO: I've got to get out of here—SCHOOL is the last place I should be today--

ELLIE arrives, with some other girls. The other girls are looking at their phones.

ELLIE: Hey FILO! Where are you going? The bus stop is that way--

FILO: Oh, hey Ellie—I don't know, I'm not feeling so good--

FILO stops in his tracks. Three unmarked vans pull up and stop between him and his house. Men in HazMat-Spacesuits pour out with strange equipment looking more SCI-FI than scientific. One grave looking man is not in a hazmat suit, dressed in a black suit and tie it is AGENT LOCKE.



A neighbor, still in his pajamas, is putting out a recycling bin and notices the activity.

NEIGHBOR: Whoa, what's going on?

AGENT LOCKE: Just looking into reports of an invasive species.

The neighbor looks at LOCKE concerned. LOCKE looks down the street while he unwraps a lollipop.

NEIGHBOR: What kind of species?

AGENT LOCKE: New kind of Poison Ivy-- from North Korea.

NEIGHBOR: Is it dangerous?

AGENT LOCKE: WELL, that depends.

LOCKE looks directly at the man, accusing. He points at the man with the lollipop between his fingers.

AGENT LOCKE: Do you typically go 'round rubbing your bare flesh on strange plants?

NEIGHBOR: . . .

NEIGHBOR (cont'd): NO!

AGENT LOCKE puts the lollipop back in his mouth and looks at his phone.

LOCKE: GOOD. You got nothing to worry about.

The bus has arrived, the kids climb aboard.

BOY 1: WHOA-- They must be looking for the UFO!

BOY 2, grabs onto FILO and waves towards the G-men.

BOY 2: Hey! I found one of the ALIENS Right here--

LOCKE, in foreground looking towards the commotion.

Boy 2, (cont'd): IT'S FILO FARNSWORTH!

KIDS ALL LAUGH

His interest peaked; AGENT LOCKE starts walking towards the bus as it starts to take off with all the kids aboard.

ELLIE: C'mon, leave him alone!

As the bus rolls by, FILO looks out of the window and makes eye contact with AGENT LOCKE.

KID: Does anyone else hear music?

FILO: WHA--?

FILO, startled looks in his backpack at the COSMOCRON. We see music waves seeping out of it.

EMBARASSED, FILO tries to muffle the backpack in his lap. ELLIE looks toward him from across the aisle. Other kids peer over their seats at him.

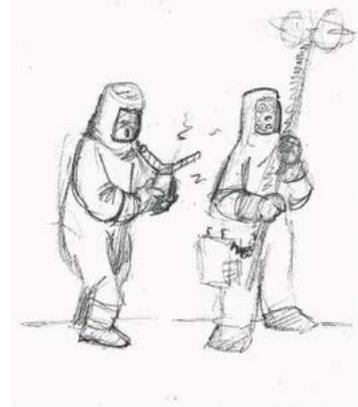
The agents in hazmat suits follow the bus with their sensors, indicating what they seek may be on the bus.

SOUND EFFECTS: bleep-bleep-bleep-**BLOOP!**

**BLOOP! BLOOP!**

Locke watches the bus drive off into the distance. His brow falls as he focusses on his prey.

LOCKE: FARNSWORTH?



### Scene 3: PLAN OF ATTACK

INTERIOR, school hallway full of kids. FILO and ELLIE walking together.

FILO: Hey ELLIE—HYPOTHETIC QUESTION, how would YOU stop an alien invasion?

ELLIE: Me personally? Well I'm just a kid FILO so I would let the army handle it—

Medium shot, ELLIE and FILO

FILO: Well, what if YOU were in charge, it was like, YOUR responsibility?

ELLIE: Hmm... I guess I would need to know what the aliens want.

FILO: Huh?

Medium shot of ELLIE.

ELLIE: You know, like we're learning in history class. People fight wars over religion, resources or real estate. What do your aliens want?

ELLIE and FILO have entered their classroom. We see FILO, confused, introspective.

FILO: I don't know what they want. Just to rule the planet, I guess.

ELLIE: Maybe we should give them a shot—can't screw it up any more than we have!

Now ELLIE and FILO are at their desks they aren't looking at each other anymore as they get out their books, notebooks, pencils.

ELLIE: I don't get you FILO, yesterday you're too "grown-up" to play super-heroes and today you want to brainstorm about stopping an alien invasion?

FILO (under his breath): BRAINSTORM...That's it...!

ELLIE (cont'd): --I'll tell you who probably COULD stop an alien invasion-- "Wonder Boy"-- but ONLY with a boat load of help from "Solara"!

~~~~~

Exterior of school, a black sedan pulls in.

AGENT LOCKE steps out of the car.

AGENT LOCKE sitting in the Principal's office.

PRINCIPAL: ...and what would you like to talk to Filo about specifically?

AGENT LOCKE: We believe he may be in possession of some highly classified government documents.

PRINCIPAL: Now how would a 6<sup>th</sup> grader get his hands on something like—

AGENT LOCKE: He probably doesn't realize what he has. This material is disguised as LEGO instructions.

PRINCIPAL: Lego instructions? Really. What do they build?

AGENT LOCKE: That's the classified part. Let's just pray he hasn't finished building the set...

~~~~~

Interior of classroom. Students are at their desks with textbooks and notebooks open. Everyone faces forward listening to the teacher, but FILO is hunched over his desk furiously scribbling away in his notebook.

TEACHER: The approaching European ships would have looked very strange to the Native Americans—

Close up of FILO'S notebook from above. He is brainstorming, scrawled across the page are various notes:

## HOW TO STOP AN ALIEN INVASION

- "WAR OF THE WORLDS" : aliens got sick and died from human germs... I could catch a cold and sneeze in their face? Can GRAY MAN sneeze?

- "INDEPENDENCE DAY" : computer virus. not a hacker...
- "CLOSE ENCOUNTERS OF THE THIRD KIND" build massive synthesizer and jam with the aliens...
- "AVENGERS END GAME" Power Up with infinity stones. Kicked Thanos' butt...
- PREDATOR: rub mud all over my body and make a bunch of booby traps
- "SIGNS": brake water glasses with baseball bat...
- "ALIENS" fight the leader with forklift mech suit...

## DEFEAT THE LEADER!

### WHAT DO THEY WANT?

Real estate: planet about to blow up like krypton?

Resources: Water, Oxygen like in Space Balls?

Make us their servants? Make us build pyramids on their planet? Why not just build robots...

FILO looks up from his paper.

FILO (thinking): That's it! BEAT THE LEADER! As GRAYMAN I'm just one dude but if he beats up THEIR head dude maybe all the underlings will call it a day!

FILO looks out the window.

FILO (thinking): Now I just have to get to the leader—hey what's that--

TEACHER: Now, imagine yourself as one of the Native Americans seeing the first European ships as they appear off the coast of your village. What would you have thought?

OUTBURST (off panel): ALIENS! ALIEN INVASION!

TEACHER: Yes, it must have seemed like that--

CLOSE-UP, FILO, looking out the window.

FILO: NO, IT'S REALLY HAPPENNING!

STUDENTS: [various laughter, snickering] YOU'RE SUCH A SPAZ FARNSWORTH!

TEACHER, at the front of the class. Dismissive, patronizing.

TEACHER: FILO, that is too much! You really need to control that imagination-- it is NOT HELPFUL!

STUDENT: NO, he's right, SOMETHING IS HAPPENING OUTSIDE!

The kids all leap from their chairs to crowd the windows.



## Chapter 4 – Page 43-59

### Scene 1: FILO GETS IN A FIGHT AT SCHOOL

OUTSIDE in the field, the gym teacher and his class stop as multiple squads of KAARNUKAI soldiers emerge from portals and surround the school grounds.

SIBERIUM SCRUM and the larger, four-armed KAARNUKAI commander TORAK stand at the forefront as their soldiers advance around them.

TORAK: SCRUM, this hardly seems a worthy use of our forces. A single building occupied mostly by children?

SCRUM: There's a high probability that one of those children possesses the COSMOCRON. If he is here, you'll have your hands full.

TORAK: Hmph. We shall see.



Irritated, the gym teacher Mr. SCHMITT marches towards SCRUM and the KAARNUKAI Commander.



MR SCHMITT: All right fellas, cool costumes, you've obviously put a lot of time into this GAG, but even FAKE guns aren't allowed here. You need to take this somewhere else.

Towering over SCHMITT, COMMANDER TORAK pulls out his pistol.

TORAK: SCRUM, I know your orders are to vaporize humans only if absolutely necessary but this one seems particularly unpalatable.

SCRUM: That hardly seems like a reason to disrupt this creature's particles—allow me to- -

SCHMITT: Look Fellas, that sounds like a threat and I —



***BRRRRR-ZAP!*** The KAARNUKAI commander fires, MR. SCHMITT's skeleton is outlined in black against a bright yellow flash of light!

SCRUM angry, animated. TORAK callous, unconcerned.

SCRUM: WHY EVEN ASK ME IF YOU WERE JUST GOING TO ZAP HIM ANYWAY?!

TORAK: He used the word "threat." I was concerned for my safety.

SCRUM: *BAH!*

Back in the classroom- everyone is still shrieking in terror. The teacher is ushering the students away. FILO has turned away, looks down. ELLIE stands next to him still looking out the window.

TEACHER: EVERYONE AWAY FROM THE WINDOWS!

ELLIE: What do they want?!

Cropped view of ELLIE and FILO. ELLIE looks at FILO and notices his vacant expression.



FILO (small type): I don't think they're here for pizza day... they've come for me...

ELLIE: What?

FILO: NOTHING.

We see the loudspeaker on the wall over the door.

VOICE: *STUDENTS WE ARE IN LOCK DOWN, TEACHERS PLEASE FOLLOW LOCK DOWN PROCEDURES!*

FILO runs out into the hall. Panicked, the teacher yells after him.

TEACHER: FILO, where are you going? We are in lock down!

FILO runs down the hall. The TEACHER and ELLIE poke their heads out of the hall to watch him.

ELLIE: FILO!? What are you doing?

FILO: I, um, just need a nap---

FILO runs down the empty school corridor past an abandoned tablet cart.

FILO, thinking: I need someplace to hide and snooze while GRAY MAN fights these guys-- Like a phone booth or a—

FILO stops in front of the custodian's closet.

NEXT we see GRAY MAN stumbling out of the closet with a mop bucket is stuck on his foot. FILO snoozes in the closet with the visor on.

GRAY MAN crashes into some lockers.

He sits on the floor and struggles to pull the bucket off his foot.

GRAY MAN (thinking): I don't think Superman ever had this problem...

Exterior of the school. KAARNUKAI are corralling the gym class students.

KAARNUKAI SOLDIER: None of these HOOMANs have the COSMOCRON. We will begin searching the students inside.

SCRUM: Why hasn't he shown himself!

TORAK: The one we seek is a coward! Allow me to set my pistol to incineration mode and we'll eventually find him--

SCRUM: TORAK, that is not the plan!

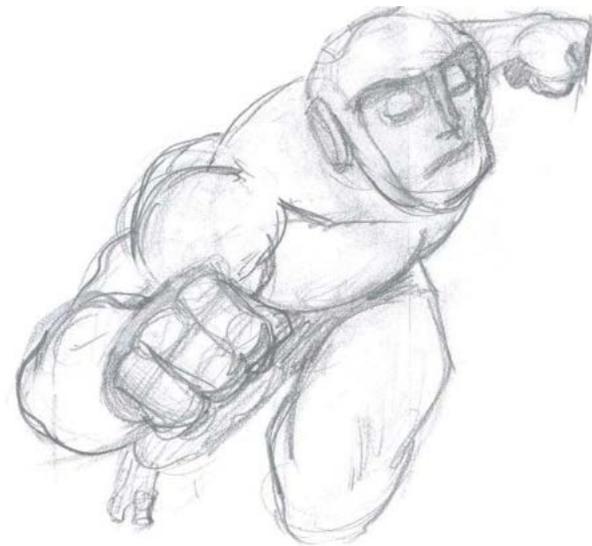
TORAK raises his pistol towards a cowering group of kids

VOICE (off panel): Hey Jiminy Cricket, don't you know this is a gun free zone?

SCRUM and TORAK look back and up to where the voice came from.

It is GRAY MAN! He swoops in like a missile with both fists aiming straight for SCRUM and the Commander... They leap out of the way and he misses completely!

Off panel there is a cacophony of crashes and bangs as the aliens look on puzzled.



GRAY MAN has crashed into a swing set and a basketball hoop. He sits in an impact crater tangled up in the mangled playground equipment.

GRAY MAN: I should probably have saved the witty insult until *AFTER* I land my sneak attack.

SCRUM: There- YOU CAN BLAST THAT ONE! FIRE!!!

The KAARNUKAI squad open fire on GRAY MAN.

GRAY MAN picks up the felled basketball hoop by the pole end. He swings it like a baseball bat and clubs a half dozen of the soldiers.



SCRUM: THE YOUNG FOOL HAS TAKEN THE BAIT!  
TORAK-- Keep him occupied while I exploit the flaw in the AETHARIAN's design!

SCRUM runs off with a few of the soldiers while GRAY MAN brawls in the foreground.

Back in the Principal's office AGENT LOCKE looks out the window. Exasperated, the Principal is on a landline phone.

PRINCIPAL: We need police AND an ambulance! There's an army of, of...

SOUND EFFECT: CLICK!

AGENT LOCKE has placed his finger on the phone, ending the call.

PRINCIPAL: WHAT ARE YOU DOING?

AGENT LOCKE: We don't want to cause an unnecessary panic. You were about to describe the assailants in an irresponsible way—

PRINCIPAL: But there are monsters in my school! Aliens!

Agent Locke pulls out a lollipop.

AGENT LOCKE: We can't be certain of anything until a full investigation has been conducted. This an old building, you could have a rare mold problem causing a mass hallucination--

THEN two KAARNUKAI SOLDIERS burst into the office pointing their laser rifles. AGENT LOCKE shoots them both!

The Principal stands in shock looking at the bodies.

The Principal looks at Agent Locke.

Agent Locke offers her a lollipop.

Outside GRAY MAN has dispatched the KAARNUKAI soldiers. He pauses for a moment among their fallen forms and the wreckage of the school yard.

He turns to a voice off panel.

TORAK: You are clumsy fool.

GRAY MAN: I'm good enough to beat these guys!

TORAK stands poised with two glowing swords.

TORAK: Look at the damage you have caused in the process! Surrender the COSMOCRON and there will be no further destruction.

GRAY MAN: Hey it's my first day as a super-hero. I haven't even had a music-montage where I figure out my powers! Anyway, why don't you be a nice bug man and take me to your leader before I wreck more of you dudes--

TORAK lunges at GRAY MAN with glowing swords drawn!

TORAK: YOUR YAPPING HURTS MY EARS; I WILL SILENCE YOU!

GRAY MAN: DO YOU EVEN HAVE EARS?

Back in the classroom ELLIE and the rest of the class are watching the fight outside.

KID: There's some kind of – Superhero?!  
Fighting the aliens!

ELLIE: I can't believe Filo is missing this.

The teacher is crawling around on the floor behind them whispering over and over:

TEACHER: If we stay VERY quiet and VERY still help will come. If we stay VERY quiet and VERY still help will come. If we stay VERY--

KAARNUKAI soldiers crash through the door taking part of the walls out in the process. SCRUM Enters behind them.

SCRUM: The one we are looking for will be unconscious!

The KAARNUKAI look confused. SCRUM is annoyed at their stupidity.



SCRUM: “Unconscious” means sleeping!

One KAARNUKAI picks up a kid by his collar and studies him nose to notes. The kid screams his head off.

KAARNUKAI SOLDIER: I don’t think this one is sleeping.

SCRUM stands at the middle of chaotic scene; kids scream and scramble away as the KAARNUKAI manhandle them to determine if any of them are controlling GRAY MAN.

SCRUM (thinking): Bah! None of these are him. He’s probably hidden himself away somewhere. Perhaps I can scan for him...



Close up of SCRUM’s bulbous mechanical eye, it glows red.

SCRUM (thinking): So far, the boy has only utilized a tiny fraction of the COSMOCRON’S POWER to create his foolish “GRAY GAURDIAN” but at any moment he could accidentally unlock it’s TRUE POTENTIAL! I can’t let that happen...



We now see things from SCRUM’S point of view. The scene takes on the colors of an infrared scanner surveying body heat signatures. First, we see groups of kids and KAARNUKAI.

Then, with some kind of x-ray ability SCRUM sees through walls and the view settles on one solitary person alone, lying down.

SCRUM: THERE! Alone in the dark lying motionless—that must be him--

Just then GRAY MAN and Commander TORAK crash through the exterior wall. GRAY MAN, pinned to the ground, holds back TORAK’s hands and blade weapons. Right beside them, kids are hiding under their desks. One is filming with his phone.



GRAY MAN– Hello children! Sorry to interrupt your studies today!

TORAK: Silence you buffoon! Yield to the might of TORAK, Commander of the KAARNUKAI Legions!

SCRUM directs the KAARNUKAI Soldiers

SCRUM: You two – assist TORAK. I will find the BOY myself!

ELLIE, thinking: “BOY”? That’s got to be FILO, he’s been acting weird all day and leave it to him to be involved in this...somehow!

SCRUM exits the classroom

GRAY MAN kicks TORAK off and into the two soldiers who were keeping guard. They fall in a heap clearing ELLIE’S path and she darts out into the hall.

ELLIE soon catches up with SCRUM, hiding behind a steel tablet cart she watches as he approaches the closed door to the Janitor’s closet.

ELLIE, thinking: There’s that weirdo—why’s he heading for the custodian closet?

SCRUM opens the janitors closet door, FILO lays there, unconscious with the glowing VISOR over his eyes, SCRUM smiles.

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Back in the classroom. TORAK swipes at GRAY MAN with a glowing blade weapon, it catches his arm and slices him, energy crackles out of the cut instead of blood.

GRAY MAN: Ouch! That actually – hurt!

TORAK: These are the Blades of FARLUUN— My next blow will be fatal!

TORAK attacks again, GRAY MAN grabs the two arms mid swipe and yanks them off. Green junk sprays out and splatters across the kids who had teased FILO earlier at the bus stop.

GRAY MAN stands there for a second holding the arms.

The formerly-four-armed alien lashes out with his two remaining arms. GRAY MAN fights back with the other two arms, using them as clubs. TORAK stumbles back, GRAY MAN finally fully realizes he is holding severed alien arms and drops them with a shiver.

GRAY MAN: EW!

During the next attack GRAY MAN pulls off TORAK's remaining arms and delivers a knock-out punch to the giant bug-man.

The Two KAARNUKAI soldiers open fire.

GRAY MAN lifts two desks and smashes the two insectoid soldiers between them. A huge green splatter squeezes out!

Most of the classroom is wrecked, walls are missing, furniture is demolished, and bright green bug guts drip down the walls and off the ceiling. The students and teacher stare at GRAY MAN in shock. GRAY MAN wipes neon splatter off his face.

GRAY MAN: Uhm...Sorry about the mess—

Suddenly GRAY MAN dissolves leaving the COSMOCRON hovering in the air for a moment before it clunks on the floor still “steaming” with bubbles and particles.

The kids all look at each other, more confused the ever.

TEACHER: Where did he go? He'd better pop back out of there and help clean up this mess!



~~~~~



MEANWHILE, SCRUM is dragging FILO out of the closet by his backpack. He has yanked off FILO'S visor.

FILO wriggles free of his backpack and drops to the ground and scurries to the back wall of the closet.

SCRUM stands in the doorway of the closet blocking FILO'S escape.

SCRUM: You are powerless now boy!

FILO holds up his hand like he is about to catch something

SCRUM, confused by FILO'S gesture (What's this?)

The COSMOCRON swoops down the hall, past ELLIE who is still hunched behind the cart of tablets watching FILO and SCRUM.

The COSMOCRON smacks SCRUM in the back of the head on its way to FILO'S hand.

SCRUM yelps in pain and drops the visor as he grabs the back of his head. FILO catches the COSMOCRON.

FILO, wincing, sincerely.

FILO: OUCH –that looked like it hurt!

SCRUM aims at FILO with his staff.

SCRUM: GIVE ME THE COSMOCRON! IT IS TOO POWERFUL TO BE WIELDED BY A CHILD!  
YOUR WORLD IS NOT THE ONLY ONE AT RISK, BOY!

**CRASH!!** ELLIE RAMS the steel cart into SCRUM! TABLETS fly everywhere and smash. SCRUM'S HEAD is dislodged from his ROBOT BODY and rolls off!

FILO picks up the visor and pops out of the closet.

Pinned beneath the IPAD CART, SCRUM'S headless body grasps for his out-of-reach HEAD.

ELLIE: FILO, are you OK??

FILO: I think so, C'mon let's get out of here!

SCRUM'S body hurls the cart off.

Stomping on TABLETS, it stumbles over and picks up the head.

Screwing his head back into place SCRUM looks up to see FILO and ELLIE run down the hall and outside. The teacher, still crawling on all fours, pokes her head into the hall and watches them go.

SCRUM starts to walk in their direction but accidentally kicks FILO'S backpack. He picks it up, written across the top of it in black sharpie is "FARNSWORTH."

SCRUM: 'FARNSWORTH'? Now why would the AETHARIANS seek out the offspring of—



**BLAM, BLAM!** Gunshots off panel. Bullets bounce off SCRUM'S metal back but the impact causes him to drop the backpack.

SCRUM turns to see AGENT LOCKE firing at him.

SCRUM shoots back with his staff as he dives back into the closet. Scrum's blast misses LOCKE but obliterates a bulletin board.

SCRUM opens a portal, *A DOME-SHAPED BUBBLE OF NEON GREEN ENERGY*, in the floor of the janitor's closet and escapes. A mop, bucket and various cleaning supplies fall through the portal with him.

AGENT LOCKE steps around the doorway, weapon aimed but only sees the portal closing. SCRUM is gone.

AGENT LOCKE looks down, sees FILO'S backpack.

AGENT LOCKE picks up the backpack and sees the name scrawled across it.

LOCKE: THAT fits.

## Scene 2: Aftermath of the School Attack

EXTERIOR. FILO and ELLIE run across the school yard.

Police and firetrucks are arriving.

FILO and ELLIE stop a few feet beyond the tree line and turn around to look back at the school.

It is a disaster scene.

FILO looks distraught.

ELLIE: Oh god FILO, our school – it's totally wrecked.

FILO (thinking): How am I supposed to save the world if I can't even save my school? And how'd they track me down?

The creatures are in retreat. Prone KAARNUKAI disappear into portals that open around their bodies. Still mobile KAARNUKAI walk down into other portals.

ELLIE: I think those... monsters are retreating—and look! Police and are those army trucks? FILO, I think it is safe to go back! I bet our parents will come pick us up--

ELLIE is walking back towards the school; she turns to see FILO isn't coming. Instead he stands facing the woods looking at the COSMOCRON and visor.

ELLIE: Are you coming?

FILO: You should ELLIE, but I can't.

ELLIE: What are those things you have? That's what those creeps were after wasn't it?

FILO, trying to conceal them in his hoodie front pocket

FILO: These are just a flashlight and sunglasses!

ELLIE, rolling eyes: Please! I saw that "flashlight" flying down the hall like Thor's hammer and those "sunglasses" have no glass! Those were in your backpack this morning, weren't they? You kept staring at them the whole way to school!



FILO walks away from ELLIE, into the woods away from school.

MUSIC BEGINS to play again out of THE COSMOCRON  
[**"SHELLSHOCK" By New Order**].

FILO: I'm sorry –I think the more you know the more dangerous it is for you—

ELLIE watches FILO retreat into the woods.

ELLIE: Hey FILO, I think your flying flashlight is playing some of your dusty old 80's music again!

FILO (unseen) Go back to school, I have to do this alone.

ELLIE: You're welcome, by the way, for saving your butt at the Janitor's closet!



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### Scene 3: The Bad Guys II

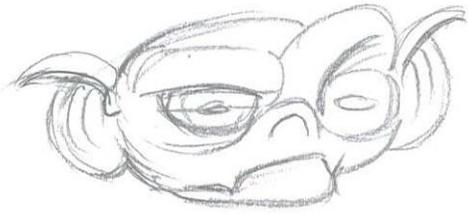
SCRUM is back at the Moon-Base Throne room/Command Center. He's on one knee again bowing. TORAK is there too, without arms, all bandaged up. PRINCE CAIRNUS BAHN stands in front of them.

CAIRNUS: HEY SCRUM, I'm trying to remember why my Mother spared your life, and everyone else on your sweltering world, all those years ago? Wasn't it because you promised us a GREAT WEAPON? "The only power in all of the universe that could stop us"?



SCRUM: Yes, SIRE.

CAIRNUS picks up the mop and bucket that fell through SCRUM'S escape portal. CAIRNUS Looks at the objects with faux curiosity.



CAIRNUS: THESE came back through the portal with you. I'm not an expert on this sort of thing but I don't think these are what you promised us right?

SCRUM: No, SIRE.

CAIRNUS drops the mop and bucket at SCRUM's feet, HE and SCRUM lock eyes for a beat. A small spark arcs from SCRUM'S robotic neck where there is an odd gap.

CAIRNUS: I think your head is on a little crooked SCRUM. HERE, allow me--

CAIRNUS grabs both sides of SCRUM'S head and clicks it into place roughly.

SCRUM eventually bows slightly.

SCRUM: Thank you, SIRE.

CAIRNUS has moved onto TORAK. He puts his hands on the armless giant's shoulders.

CAIRNUS: TORAK! Look what that KID did to TORAK!

CAIRNUS pops over to his FOOSBALL TABLE.

CAIRNUS: TORAK! MY FOUR-ARMED FOOSBALL CHAMPION! The only opponent who really brought out the best in me!

Shoulders slumped, CAIRNUS looks down at the table.

CAIRNUS: I don't think I'll ever play again. What's the point?

TORAK: I AM TRULY SORRY, SIRE.

CAIRNUS is back in front of the two underlings.

CAIRNUS: I don't blame you TORAK – I blame this kid who thinks it's fun to get in our way.

SCRUM: I did learn WHO the boy is- he is the son of FARNSWORTH.



ELLIE: Why is my friend laying over there in the bushes?! And THOSE 'HEADPHONES' you're wearing look a lot like the ends of FILO'S 'Flashlight'!

GRAY MAN: FILO is my friend-- he's been helping me fight aliens... he's just taking a nap. All the excitement makes him sleepy...?

ELLIE yells, tries to push past GRAY MAN as he backs up timidly.

ELLIE: FILO! Can you hear me? Did this big gray freak in the blue underwear hurt you?

GRAY MAN: I'm not a freak and these are my superhero tights!

ELLIE: Oh, now you're a super-hero-- I thought you were a sasquatch? Tights would cover more of your body- - that's underwear.

GRAY MAN: *'The Thing'* from *The Fantastic Four* wears something like this and he's one of your favorite characters!

ELLIE, steps back a bit and looks at GRAY MAN closer, in the eyes.

ELLIE: "The Thing" is a bright orange rock monster so its fine for him. On you it's a little creepy—HEY! You sound like...FILO!? Is that you?

GRAY MAN, changing his voice: **WHAT? No, human you are mistaken—**

ELLIE tries to figure out 'the trick.' She looks in GRAY MAN's mouth as if it is a costume or mask.

ELLIE: FILO! that's your 'robot voice'! I know it's you in there-- - how are you doing this--did you switch bodies with this thing!?

Human Soldiers appear in the distance, through the thick woods.

SOLDIER 1: FREEZE!! WE HAVE YOU SURROUNDED! You there - in the underwear- Step away from that kid!!

GRAY MAN, yelling: IT'S NOT UNDERWEAR!

GRAY MAN, turning to ELLIE, pleading.

GRAY MAN: OK, you're right ok? It's me FILO-- my mind is in here making this guy move. But I can't let them catch me—they'll take the COSMOCRON!

ELLIE: What's a 'COSMOCRON'?

GRAY MAN, points to the protruding cylindrical 'ear' on the side of his head.

GRAY MAN: You know-- my 'flashlight'! I gotta go, I'm sorry--

ELLIE: You're not ditching me again! Let me help!

ELLIE grabs GRAY MAN'S arm

GRAY MAN: Ok.

GRAY MAN puts out a four-fingered hand, ELLIE reaches for it.

The soldiers look on from the ground as GRAY MAN blasts off into the sky holding onto ELLIE and the still unconscious FILO.

ΛΛΛΛΛ

EXTERIOR, high contrast, warm sunlight of late afternoon. GRAYMAN and ELLIE (and unconscious FILO) land in the woods behind their houses.

ELLIE: So, this GRAY MAN is the only thing it makes? There are no other options?

FILO: This isn't "cartoon network" ELLIE, I can't dial up other super-dudes with it. I think when the visor connected the COSMOCRON to my brain and this is just what popped out—he's my creation. It's not like the COSMOCRON came pre-loaded with GRAY MAN.

GRAY MAN lays FILO down in the grass.

ELLIE: Well, have you tried updating your "Super-Hero Avatar"? Like, give it hair or a normal number of fingers?

GRAY MAN: I don't know, this seems good enough to beat up bad guys.

ELLIE: But you haven't tried?

GRAY MAN spreads his fingers and studies his hand.

GRAY MAN: Hmm.

GRAY MAN is really concentrating now. His brow scrunches down as he focuses on his hand.

GRAY MAN: Uuuungh!

SUDDENLY, a fifth pinky finger pops out of his hand at a disturbing angle and not quite in the right place.

GRAY MAN: AHHHHH!

ELLIE: Eew! Make it go away!

FILO wakes up and GRAY MAN dissolves.



FILO: Look, I created GRAY MAN and I think he looks fine how he is.

ELLIE and FILO start walking towards their houses.

ELLIE: So, you just wake up and he goes back into his magic paper towel roll?

FILO: I TOLD YOU, it's called the 'COSMOCRON' and it's not magic.

ELLIE: It sure looks like magic to me. Are you sure YOU'RE supposed to save the world with it – you know maybe the little space wizard guys just wanted you to hold on to it until--

FILO: NO! The Aetharians were looking for me, I think because of my Dad--

FILO climbs the back steps of his house.

ELLIE: But why YOU? Why not—I don't know, Tom Cruise or Tom Brady some other guy named 'Tom' whose more of a—

FILO: ...A HERO? I know, FILO FARNSWORTH – space-cadet and total screw up: voted **LEAST** LIKELY to save the world!

ELLIE grabs FILO'S hand as it slides up the handrail and looks up at him.

ELLIE: I'm sorry... look we're just kids is all. You are going to need HELP. I mean, even more help than me! What about the government or your Uncle—

FILO: NO, they gave it ME. It's my responsibility! They were very specific about that. I stop the bad guys and then make them give back my Dad.

ELLIE: Ok, fine. But how?

FILO unfolds a piece of paper.

FILO: I made an outline--my plan is to defeat their leader. It worked in *ALIENS* and *AVENGER'S END GAME* and--

ELLIE: That's it? Defeat the leader? How do you find the leader--is that in your "outline"?

FILO is defensive, he looks at his outline trying to look like he has already thought things through.

FILO: Well, not yet... OH! We could set a trap for the leader, like in *PREDATOR*! but how?

ELLIE points at the COSMOCRON.

ELLIE: Duh! They want your Cosmic-Thermos-Thing right? Maybe they think there's some really good soup in there. Anyway, sooner or later they'll come for it again –

FILO: yeah, well, I don't want to be HERE when they do! Our houses could get wrecked like our school--

ELLIE: Then what are we waiting for? Let's just grab some stuff and hit the road. We'll find a safe place to hide-out until we come up with a perfect trap for these space punks!

FILO: Ellie, it's too dangerous for you to come with me—

ELLIE heads towards her house as FILO leans back out of the door into his house.

ELLIE: NO WAY—you are not running away without me! We've always been a team and that hasn't changed now that you have ACTUAL super-powers. We meet at the park in ten minutes—

FILO: Fine – but don't call it "running away" –let's think of it more as a field trip.

AS FILO'S door closes, we see the scene from a new perspective. Obscured in shadows, a boxy, mechanical figure has been watching the kids from the woods.



Wide view of the neighborhood, the sun has almost fallen completely below the horizon.

## Act 2B

### Chapter 5 – Page 59-70

#### Scene 1: HOME INVASION

INTERIOR. ELLIE exits her room with her backpack, it is early evening and getting dark quickly outside.

She stops at the door to her DAD'S OFFICE. He is still at his computer and texting on his phone. CNBC blares behind him.

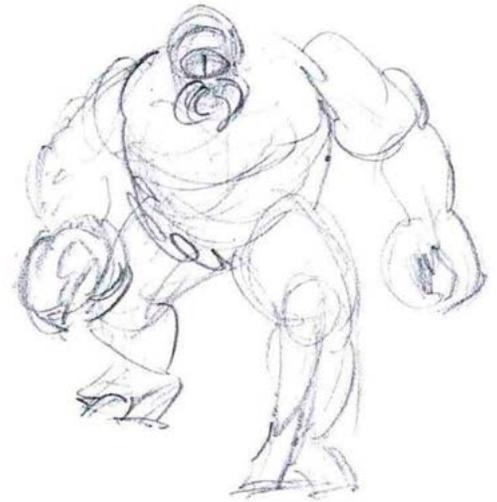
ELLIE: Uhm—Dad?

ELLIE'S DAD: One minute, ELLIE--

ELLIE scowls and stomps away.

ELLIE: Never mind!

As ELLIE passes a GLASS SLIDING DOOR in her living room she sees a strange light outside. Looking out she observes a dozen or so green portal-bubbles opening. Emerging from them are Kaarnukai Soldiers and some new cyclopean creatures, THE TALROKS. The frightening horde marches towards FILO'S HOUSE!



ELLIE (thinking): I've got to warn FILO, where's my Walkie Talkie!?

~~~~~

Outside, CAIRNUS BAHN and SIBIRUM SCRUM emerge from a portal.

CAIRNUS picks up a soccer ball off the grass.

CAIRNUS: So, this is Earth?

He crushes the ball in his hand.

CAIRNUS: FUN!

SCRUM scans FILO'S house with his mechanical eye.

CAIRNUS: Where is he?

As before at the school we see the scene in "Scrum-vision" red. We see FILO's outline in a red X-Ray Image of his house.



SCRUM: There, SIRE- upper back corner.

ΛΛΛΛΛ

Interior of FILO'S house, we look down the hallway to his room, he is packing a duffle bag that sits on his bed. There's some clothes, the COSMOCRON, a bag of Doritos and his RUBIK'S CUBE. He is talking to someone out of view.

FILO: I know it's dangerous but I'm leaving for YOUR safety. This is something I must do. Don't try to convince me otherwise—

Similar view, but now from inside the room, we see FILO is talking to his dog, KIRBY.

FILO: I know you're scared. I'm scared too. But you have to stay here and help Mom.

FILO'S walkie-talkie crackles on.

ELLIE (on walkie talkie): Filo, get out of there! YOU'VE GOT COMPANY!

FILO: 'Company'? Should I put out snacks?



**SMASH!** ONE OF THE TITANIC ONE-EYED TALROKS SMASHES THROUGH A WALL!

FILO and KIRBY dive into a closet!

FILO puts on the visor.

The COSMOCRON, partially protruding from the gym bag begins to glow and crackle.

GRAY MAN forms but the gym bag is stuck over his head!

GRAY MAN: Ah! I can't see!

The TALROK smacks GRAY MAN in the head with its lobster-clawed hand, knocking the bag off in the process.

GRAY MAN, reeling from the blow, winds up a punch of his own.

GRAY MAN: I can see! Thanks!

EXTERIOR VIEW OF FILO'S HOUSE. The same brutish TALROK comes crashing out through another wall of FILO'S house, blasted backwards by GRAY MAN'S mighty blow!

CAIRNUS and SCRUM look on disapprovingly.

CAIRNUS: Remind me why we don't just obliterate this entire neighborhood and then just sift through the ashes for the COSMOCRON?

SCRUM: Because we mustn't draw too much attention from this planet's defense forces, it could alert them to TONIGHT'S GLOBAL ATTACK. If they suspect a larger plot, they might more closely monitor the communications networks that we seek to exploit--

CAIRNUS: I know, I know. I wrote the original ACTION PLAN.

SCRUM: You made ME write the ACTION PLAN.

CAIRNUS: THAT'S what bosses do SCRUM. *WE DELEGATE*. ANY WAY, this is BORING.

CAIRNUS charges his scepter.

CAIRNUS blasts a ten-foot-wide chunk off of FILO'S house, removing most of what was left of FILO'S room.

CAIRNUS: OOPS, I hope that doesn't "draw too much attention!"

∩∩∩∩

INSIDE, GRAY MAN Covers FILO and KIRBY as the remains of FILO'S room smolder around them.

GRAY MAN looks at the wreckage that was his room.

GRAY MAN: If these jerks don't kill me my Mom WILL when she sees this!

GRAY MAN notices his wrecked toys. He picks up the half-scorched and melted ATAR the Battle-Man action figure.

GRAY MAN: NO! not the toys!

GRAY MAN is angry. Energy flares from the Cosmocron, down his shoulder and to the hand holding the action figure.

Sparks crackle around the toy. The same brightly colored plasmas and particles that coalesce to create GRAY MAN flutter all around and dissolve into ATAR.

VOICE (OFF PANEL): Hello up there! Hello? Can FILO come out to play?

GRAY MAN puts the still slightly sparking toy in FILO'S lap.



The toy is repaired, but something else- It sits up and turns its head towards KIRBY! The dog tilts his head in confusion.

Laying nearby in the wreckage, the Walkie Talkie crackles on. GRAY MAN picks it up.

ELLIE (on walkie talkie): FILO! Are you OK? I'm coming to help—

With the Walkie-Talkie in hand, GRAY MAN eases out into the opening and looks out over the yard and sees CAIRNUS below.

GRAY MAN: ELLIE, NO! Stick to the plan and meet me at the park—I can take these guys!

~~~~~

Ellie sneaks from her house into the woods.

A KAARNUKAI Soldier points her out to SCRUM. SCRUM focuses his mechanical eye.

KAARNUKAI: SIR- A HOOMAN IS ESCAPING, SHOULD WE PERSUE IT?

SCRUM: That one is an ALLY of the young FARNSWORTH, SHE ASSAULTED ME WITH SOME KIND OF BATTERING RAM AT THE SCHOOL! Bring her to me, ALIVE! A HOSTAGE could prove useful...

~~~~~

GRAY MAN Floats down to confront CAIRNUS who is strangely alone.

GRAY MAN: Who are you-- the boss-level bad guy?

CAIRNUS: Pretty much-- I'M PRINCE CAIRNUS BAHN, OF THE VORHEIRUM!

GRAY MAN: That sounds important! SO, if I beat you up that ends the alien invasion?

CAIRNUS: You're ready to fight then? Because I can wait while you get dressed—

CAIRNUS and GRAY MAN lunge at each other.

GRAY MAN: Maybe I'll take your outfit after I kick your butt! I'd look good in a cape--

CAIRNUS: Not if I rip the COSMOCRON from your SKULL first!

~~~~~



Back in the house FILO, wearing the visor, “sleeps” in what’s left of the closet.

While GRAY MAN and CAIRNUS duke it out in the backyard we see SCRUM and company sneak in the front door.

They climb the stairs, as they turn the corner up into the hall. KIRBY is growling in the doorway protecting FILO.

KIRBY growls and then starts barking.

~~~~~

ELLIE hikes through the woods.

ELLIE (thinking): So, what am I supposed to do while FILO has all the fun? I JUST WAIT? How exciting...

TWO KAARNUKAI BUST OUT OF THE BUSHES BEHIND HER!

KAARNUKAI #1: THERE! GRAB HER!

ELLIE RUNS!

ELLIE: OK, TOO exciting!



~~~~~

GRAY MAN and CAIRNUS trade blows in the back yard.

GRAY MAN hears KIRBY barking from the house.

GRAY MAN: You –this fight—this is a distraction!

CAIRNUS: In combat, it’s called a *DIVERSION*.

GRAY MAN slugs CAIRNUS, sending him crashing into ELLIE’S house!

GRAY MAN: What do you call that?

In the gaping hole in the side of ELLIE’S HOUSE we see CAIRNUS knocked out and laying in rubble. ELLIE’S DAD is still at his desk holding his phone with a dazed expression on his face not able to make sense out of what has happened. GRAY MAN flies off towards his house.

~~~~~

MEANWHILE, INSIDE THE HOUSE- a stand-off between the little Dog and the alien posse.



SCRUM: Obliterate this bothersome beast!

The KAARNUKAI take aim at KIRBY...

In the dark, a small figure slashes the heel of a Monster Soldier, he topples to the ground and howls in pain.

SCRUM: What happened? What is it!?

KAARNUKAI #1: SOMETHING CUT ME, at my heel!

GRAY MAN swoops into the charred remains of his room and knocks over SCRUM and the Soldiers.



GRAY MAN scoops up FILO and KIRBY.

GRAY MAN starts to fly away, up and out of the house.

FROM ABOVE, he is attacked by a JAEGAR FLY- a giant, mindless winged beast resembling an overgrown bumble bee but with dangling, almost human limbs.

Half-pinned to the roof by the Jaegar Fly, GRAY MAN sets down KIRBY and FILO

GRAY MAN twists and throws off the flying monster.

He leaps up and smacks the JAEGAR FLY, knocking it out of view like a home-run baseball!

THEN GRAY MAN is grabbed by the ankles by a lumbering TALROK.

With the one-eyed lobster-clawed beast still clinging to him, GRAY MAN is pulled off the roof and tumbles down two stories to the grass!

On the ground now, a MOB of TALROKS pig-pile onto GRAY MAN.

GRAY MAN is beaten and smothered.

Back on the roof, SCRUM and company have recovered and climb towards the still UNCONSCIOUS FILO and KIRBY. KIRBY barks!

On the ground, GRAY MAN grasps out from the bottom of the pile of meaty monsters, he can hear KIRBY bark, but he can't get free!



ELLIE reaches the PARK AND PLAYGROUND.

SHE hurtles over the bottom of the tube slide and runs toward a seesaw.

With one of the alien soldiers in close pursuit, ELLIE runs up-hill on the see-saw.

She leaps off the fulcrum and plants a landing with both feet on the elevated seat sending the opposite, lowered end crashing into the chin of the ALIEN SOLDIER!

As he starts to get up, she reverses the move driving his head into the ground with the teeter-totter!

ELLIE runs towards the second soldier, he's confused.

SHE LEAPS and grabs the HANDLES OF A ZIP LINE and swings at the still stunned KAARNUKAI.

BOTH OF ELLIE'S FEET smack into its SKULL!

ELLIE lands and turns back towards her attackers ready to make her next move but instead finds both of her assailants motionless on the ground.

CLOSE UP OF ELLIE, swagger!

ELLIE: **PFFT!** Who needs COSMIC POWERS to fight aliens?

BEHIND her, in the tree line, A Kaarnukai soldier takes aim at ELLIE!

KAARNUKAI: The hooman is too crafty to take alive! Easily enough to dispatch from here though--

Suddenly there is illumination from above. The monster soldier looks up.

KAARNUKAI: EH?

A swirling portal opens above him, but it is not the sickly green color used by him and his comrades. It is a pinkish tone and falling from it is the same stalky mechanical humanoid that we saw observing FILO and ELLIE earlier.

The robot knocks out the Kaarnukai as it lands on top of him.

**THWUMP!** ELLIE turns towards the noise and sees some rustling of bushes and a shadowy struggle. She picks up a Kaarnukai rifle and creeps towards the disturbance.

ELLIE: FILO—or, um.. “GRAY MAN” – is that you?

As ELLIE approaches the tree line there is a flash of pinkish light.

She finds only the knocked-out Kaarnukai soldier.

^V^V^V^V

BACK TO FILO'S YARD. CAIRNUS, still groggy shambles up to the writhing pile of TALROKS. GRAY MAN fights uselessly against the gang of creatures.

CAIRNUS: Stop struggling kid! *You've lost!* You put up a good fight but EARTH was always going to be ours anyway.

GRAY MAN: NO! Others will fight you - we will never be conquered!

CAIRNUS: I doubt there will be much of a fight. You'll see-- you people did the hard parts yourselves before we even knew you existed! All I got to do is change a couple of channels, flip a few switches-- easy-peasy!

Back on top of the house, FILO yanks off the visor.

Standing up on the roof, FILO and KIRBY back away from the end of the house where SCRUM and the KAARNUKAI are ascending. FILO looks over the edge of the roof.

FILO: Really wish I COULD fly...

FROM FILO'S PERSPECTIVE, we see his feet on the edge of the precipice.

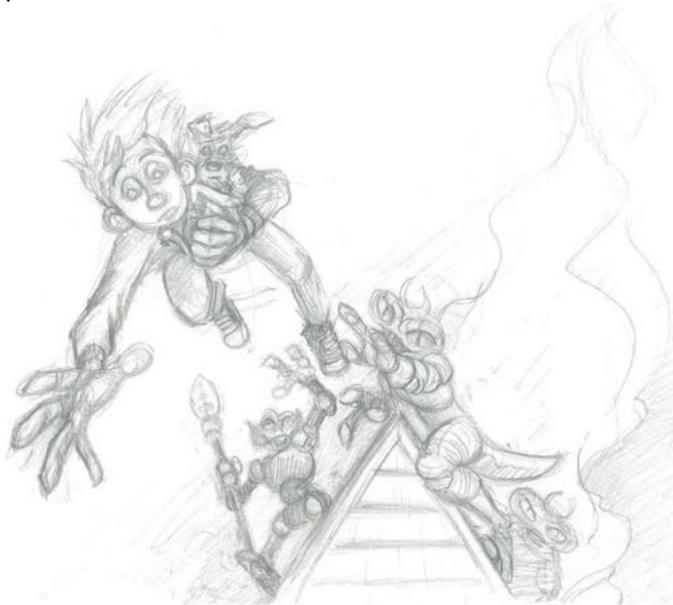
BELOW on the ground CAIRNUS watches GRAY MAN evaporate.

The COSMOCRON zips out from the pig-pile, the Monsters are confused- where did their victim go?

As the COSMOCRON flies off it clocks CAIRNUS in the cranium! **THUD!**

CAIRNUS: **HEY—YOWW!**

Clutching KIRBY, FILO leaps off the roof.



FILO falls through the air holding onto KIRBY like a football. He twists his body, so he falls back-first and puts on the Visor like a cool guy sliding on his shades.

GRAY MAN swoops in and catches them!

SCRUM and his soldiers watch as they fly away.

CAIRNUS, pulled by his scepter, floats up to the rooftop and joins his underlings. He rubs his sore skull.

CAIRNUS: NOW that kid is starting to annoy me. Which way did he go?

SUDDENLY, A HELICOPTER spotlight from overhead DARTS across the nearby houses and yards.

Military and police forces begin to SWARM the neighborhood!

Back on the roof, the aliens plan their next move.

SCRUM: Sire, the human authorities are approaching--

CAIRNUS: SO? We take them out and THEN we chase down the kid—

SCRUM: or, SIRE...

SCRUM sheepishly

SCRUM (cont'd): We COULD withdraw now and plan a proper trap for the boy. If we stay and escalate this battle—

CAIRNUS (interrupting, mock disappointment) ...it would jeopardize **MY** larger plan...

CAIRNUS (cont'd, mock frustration): SCRUM you are no fun! FINE.... let's slink back to our lair for more planning, plotting, diabolical laughter, etc. etc.

Hovering in the air from a distance, GRAY MAN watches as the alien assailants begin to drop back through their portals. The Military and FILO'S MOM arrive on the scene.

GRAY MAN: Mom—

LOCKE see's GRAY MAN.

A helicopter searchlight darts towards GRAY MAN.

GRAY MAN turns and flies toward the park.

## Scene 2: Setting off from the Park

Back at the PARK, ELLIE is sitting on a swing, gently rocking while holding a Kaarnukai laser rifle..

GRAY MAN lands, still carrying FILO & KIRBY.

ELLIE: Did you beat your bad guys?

GRAY MAN disintegrates as FILO pulls off the Visor.

FILO: No—I barely got away and my house is wrecked! How am I supposed to fight these guys as GRAY MAN when my unconscious REAL BODY is such a weakness? Wait-- what do you mean 'your' bad guys and where did you get THAT--

FILO looks around and notices ELLIE'S handywork- the two unconscious KAARNUKAI.

GRAY MAN: WHOA – ELLIE, how did you--?

ELLIE, faux modesty. FILO is looking up in the sky above them.

ELLIE: HEY- How many times have we fought imaginary BAD GUYS in this playground? Also being subjected to GYMNASTICS since I could walk helped a bit too...

FILO: We've got to get out of here—

ELLIE: Well- let's go- GRAY-OUT and fly us out of here—

FILO: No-- the skies are too crowded—

FILO and ELLIE look up, multiple helicopters circle the neighborhood.

ELLIE: fine we walk—

JUST THEN they see flashlights in the woods.

FILO: There's soldiers and cops all around, we're trapped!

ELLIE: Just use GRAY MAN to scare them off-

FILO: I don't want to hurt innocent people, Ellie—besides what if they start shooting? One of us could get hit--

OFF PANEL a burst of light.

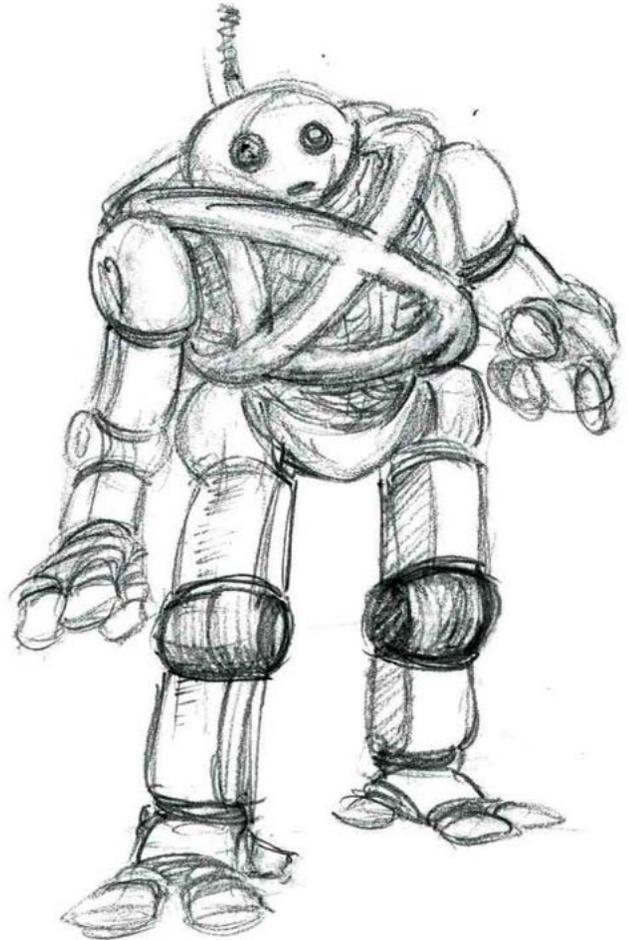
FILO and ELLIE turn to see a glowing pink portal bubble. Standing at its edge is the same mechanical character that we glimpsed earlier. This is TURTLE!

FILO: HOLY TELEPORTING ROBOTS!

TURTLE motions that they should follow him into the portal.

FILO: Come on—

ELLIE: Are you nuts? We don't know where that hole in the ground goes—and how do we know that thing wasn't sent by the bad guys!?



FILO: Because he didn't attack us, he just popped up at a safe distance and waved hello. You were the one saying we needed help. Well, here it is! Let's go.

ELLIE, shrugs and marches toward the waiting robot.

FILO: Wait!

ELLIE: Now we wait? I thought we were going but now we wait....

FILO kneels and holds KIRBY by the shoulders.

FILO: Hey buddy, ELLIE and I have to go but it's not safe for you, you're TOO LITTLE for this. You need to GO HOME to MOM. Can you do that?

The cute little dog sits and looks up at FILO with its head cocked, questioning. FILO looks away, afraid that looking at the dog will make leaving it behind impossible.

FILO: Just GO HOME, Kirby.

AS ELLIE, FILO and TURTLE descend into the portal bubble KIRBY turns and begins to mope back home.

Hunched as he walks, KIRBY turns back one last time to watch soldiers converge on the park.

### Scene 3: Kids on the run (with a robot).

FILO, ELLIE and TURTLE emerge out of a portal in the parking lot of a small commuter train station.

ELLIE: I think I'm going to be sick.

FILO: Yeah, that felt really weird—hey, looks like he took us to the T-stop—

AS ELLIE and FILO discuss the situation TURTLE tilts a large rock and retrieves a parcel from beneath it.

ELLIE: Why do I get the feeling you know where it's taking us?

FILO: Yeah, I have a hunch. We're on the inbound side of the tracks. We're going to my Dad and Uncle's lab—

TURTLE begins to unwrap the parcel. ELLIE is doubtful.

ELLIE: Why didn't it just teleport us all the way then?

FILO: I don't know. Maybe it takes too much power to teleport that far.

ELLIE: Well we can't just get on a train with the most advanced robot anyone's ever seen. People will freak!

FILO: Looks like he has a plan for that--

TURTLE has donned a trench coat and a brimmed hat. FILO has started towards the arriving train.

ELLIE: Yeah, that's not suspicious. Let's just complete the look by yelling "help we're being kidnapped!"

FILO: No one's going to notice—Look--

ELLIE and FILO see the people waiting for the train.

FILO: -- everyone's eyes are glued to their phones...

ELLIE: Well that's nothing new. I'm sure what happened at our school today has gone viral.

SOON the three of them are sitting on the subway train. Sure enough, everyone else on the train is preoccupied with their phones.

ELLIE: You know, I don't get it. When I suggested we go see your Uncle you were all like, "No, saving the world is my responsibility" but now—

FILO: Well, then I was almost consumed in flames on top of a burning house. MY burning house! An experience like that makes you re-evaluate.

Our view of Ellie and Filo is obscured by a few phones the immediate foreground.

FILO: Also, when the head bad guy thought he had me beat he started spouting off— something about how easy it was going to be to take over earth— like he was going to use our tech against us somehow? I don't know, but maybe Uncle Will might have some ideas...

ELLIE: We still don't know WHY they want earth—

CLOSE UP of FILO & ELLIE. Filo looks at the COSMOCRON.

FILO: No. I forgot to ask. I'm not even sure why they want the COSMOCRON. They've obviously got an endless supply of burly dudes at their disposal. What difference can "GRAY MAN" really make flying around punching them out one by one?

#### Scene 4- The Little Heroes

KIRBY walks home from the park, abandoned, left out.

He pauses. The bushes rustle,

The little dog growls.

From out of the bushes emerges ATAR, The Battle Man- a toy come to life! With palms out he cautiously approaches KIRBY.

ATAR: WHOA -BE CALM BOY, you know me! I AM ATAR, THE BATTLE MAN! We are both of us companions of FILO FARNSWORTH are we not? Have you lost his trail too?

KIRBY tilts his head with curiosity.

ATAR: YES, FILO FARNSWORTH, he somehow... RELEASED me, allowed me to move! He gave me... LIFE in this land of GIANTS. But our young sorcerer is in trouble, terrible creatures still stalk him!

KIRBY stands poised, ears forward, concerned.



ATAR: You saw me strike one of those beasts down, in the hallway of the house, as you BRAVELY held them back! Listen, A GREAT BATTLE IS COMING, I CAN FEEL IT and YOUNG FARNSWORTH does not fully understand the AWESOME POWER at his fingertips.



ATAR is close enough to KIRBY now to scratch the side of the dog's jowl.

ATAR: We must help him believe again-- in the impossible! Will you help me?

KIRBY barks in agreement.

ATAR climbs onto the scruffy little dog's back as if mounting a horse.

With sword raised, ATAR rides off on KIRBY'S back towards the Boston skyline.

ATAR: LET US RIDE—TO BATTLE! TO FILO!

## Chapter 6 – Page 71-86

### Scene 1: Entering the Mad Scientist's Warehouse Laboratory late at night.

Exterior at night. TURTLE, FILO and ELLIE walk through a lifeless industrial/manufacturing area. The landscape teeters between neglected obsolescence and an archaeological ruin. ELLIE is apprehensive, she doubts the sense of coming to this place.



ELLIE: I DON'T LIKE THIS. Where the heck is it taking us?

FILO: Stop calling him "it". I bet he has name—

FILO taps TURTLE on his shoulder.

FILO: Hey, what's your name, anyway?

TURTLE, with his hands together in a prayer position bows slightly to ELLIE and FILO.

TURTLE: **wrr...I..am..TURTLE.**

FILO: Cool! Nice to meet you "Turtle"!

ELLIE isn't impressed.

ELLIE: OK... where is "TURTLE" taking us then? I thought your Dad and Uncle worked near M.I.T.?

FILO: They did, but needed more room and, I know, privacy?

WIDE ANGLE shot of the characters moving down the sketchy street.

ELLIE: These buildings all look abandoned. How do we even know your Uncle will be at work still? It's really late, shouldn't we be heading for his home?

FILO: The lab IS his home. He used to have an apartment, but he spent so much time working that he forgot where it was! He'll be there.

ELLIE: The "responsible adult" we're looking for forgot where he lived? GREAT....

FILO: HEY- we're here!

They stop in front of a dilapidated warehouse. They look up at it from an angle that gives it a haunted house quality.

ELLIE: Why isn't there a sign or anything? I thought their company was called FARNSWORTH Laboratories. Maybe we should just go--

FILO: They wanted to keep a low profile AND DON'T WORRY I'm a superhero and I bet TURTLE knows the secret knock--

TURTLE knocks on the door and a giant robotic arm with laser gun at the end whips out and takes aim.

**ROBOTIC ARM: TZKkk – GREETINGS BROTHER TURTLE-- IDENTIFY YOURSELF HUMANS-- ! kkkzzzt**

FILO: "Brother Turtle"? What's that about? I'm Filo Farnsworth and this is--

**ROBOTIC ARM: CONFIRMED! FILO FARNSWORTH, AND HIS LITTLE FRIEND.**

ELLIE: 'Little friend'?

The door whips up revealing a dark empty opening.

Turtle walks into the dark and disappears. FILO apprehensively peers in., Ellie turns to walk away.

ELLIE: Why isn't your Uncle here to greet us? Maybe he's not home --

FILO: He doesn't get out much, I'm sure he's just working somewhere inside - Come on.

The two friends tread into the dark.

The door slams down behind them.

ΛΛΛΛΛΛΛΛ

Entering the lab, FILO and ELLIE pass through a dark, claustrophobic hallway.

ELLIE: It stinks in here.

FILO: Well my Uncle is a genius, and gets lost in his work –sometimes he forgets about things like cleaning...

A mouse scoots out of a pile of pizza boxes. A small, simple cat-sized robot on wheels with a snapping mouth whirls by chasing the mouse.

ELLIE: Glad I'm not wearing flip flops...

They come to a HUGE open warehouse space. They are on a mid-level staircase/catwalk. Below them the walls are lined with endless panels or retro main-frame computers, one wall is piled with Monitors and TVs. The ceiling is lined with pipes and wires. Various bizarre technical apparatus large and small fill the space. In one corner a simple but messy and cluttered kitchenette, couch, and a few coin-op arcade game machines create a living area. ALSO, a ball-crawl pit the size of a small pool filled with red, yellow and blue balls! Various small, animal sized robots move about.



ELLIE: UHM...Why is there a ball-crawl pit?

FILO: I don't know, for relaxing?

At one end of the space UNCLE WILL is in a mechanic's garage looking workspace where the walled banks of computers give way to tool cabinets. UNCLE WILL works on something big and industrial looking the size of a tractor or a forklift. It is obscured by a tarp and shadows.

The news plays on TV, describing GRAY MAN's adventures to date. Background noise of newscasts is lettered (littered!) across the panels as streams of words.

FILO: Uncle Will!

ELLIE and FILO descend the steel staircase towards UNCLE WILL. UNCLE WILL puts down his tools, pulls the tarp over what he was working on.

UNCLE WILL: Filo? What are you doing here?

FILO: What do you mean? Turtle brought us.

TURTLE twist-locks a 220V power cable into his torso and shrugs.

UNCLE WILL: I see.

WILL looks at the TV's, away from the kids. Every TV is showing news reports about the earlier strange events at FILO'S school.

WILL: I told him to keep an eye on you. Make sure you were ok after what happened at your school today. He WASN'T supposed to bring you here.

FILO: Maybe he thought this WAS the safest place for us—

ELLIE: Machines can't really think, can they?

WILL turns back to them, a little, he still doesn't look at them.

WILL: The ones around here can.

Turtle is in the foreground, legs crossed, arms relaxed in a yoga/meditation pose, the meaty power cable snakes off panel. ELLIE and FILO consider this in the background. WILL still looks at the TV's.

ELLIE: Sentient robots—how did you pull that off?

WILL: I didn't – it just sort of happened, accidentally.

ELLIE is skeptical. There's more to this story. WILL shrugs.

ELLIE: that's quite the accident—

WILL: Don't ask me, I just work here...

UNCLE WILL still stands in front of the TV's wiping a large wrench with a rag, FILO leans in beside him trying to get his attention.

FILO: LOOK, UNCLE WILL, you were right, Dad's alive and I'm pretty sure the guys, those things on TV, took him and they are after me now! I should have believed you—

WILL: ...

One of the news broadcasts shows a grainy cell phone image of GRAY MAN. He looks back over his shoulder like a still frame from the famous Bigfoot "Patterson-Gimlin" Film. FILO points at it while he grips the Cosmocron.

FILO: That's me, "GRAY MAN" —well, I mean I create him with THIS. The little orange space wizards who gave it to me call it the COSMOCRON. The creeps that have Dad want it because I'm supposed to use it to stop them from saving the world. But I'm not sure how --

WILL: This is all getting out of hand. Turtle shouldn't have brought you here, you need to go—

FILO, exasperated, WILL looks down.

FILO: Didn't you hear me? I need your help! Look, Dad's alive --you were right, ok? We have to figure out how to--

WILL: No Filo, YOU were right when you told me to stop pretending. Pretending I know what to do. Pretending that I can fix any of this-- Pretending that I can be like your Dad.

WILL tries to escort FILO away but FILO won't budge. The TVs continue to blare their nonsense.

WILL: Please, I have work to do and you really should go--

FILO: UNCLE WILL, those things on TV—that is just the beginning. I can't stop them all by myself!

WILL looks FILO in the eyes, his uncle looks disturbed.

WILL: Oh, "THEM". What do they want any way? Our blue-jeans and free WIFI?

FILO: I don't know. To "rule the world" I guess.

UNCLE WILL: Well, like Tears for Fears said, EVERYBODY WANTS TO RULE THE WORLD.

The COSMOCRON begins to play 'Everybody Wants to Rule the World' by Tears for Fears. UNCLE WILL is confused by this. WILL waves one hand over the Cosmocron and rubs his ear with another.

FILO: Sorry-- it's like a blue-tooth speaker for my brain sometimes.

WILL (under his breath): But is it? The music, it feels...different—

On one of the TV's a newscaster asks viewers to tweet-vote in an online poll. Are the 'Aliens' real or a really elaborate hoax? Ellie crushes buttons on a TV remote control.

ELLIE: Haven't you heard anything he said? YOUR NEPHEW NEEDS YOUR HELP - UGH, these TVs are driving me crazy! How do we turn them down?!

UNCLE WILL SMASHES several TVs with the wrench!

WILL: Better?

ELLIE takes FILO'S hand to pull him away. FILO holds firm.

ELLIE: C'mon FILO, we are LEAVING!

FILO: No--

FILO Puts on the Visor.

FILO: We're not going anywhere.

FILO collapses, ELLIE catches him. GRAY MAN materializes.

GRAY MAN in UNCLE WILL'S FACE, angry.

GRAY MAN: I was REALLY MEAN to you the day DAD disappeared and I'm sorry. But you weren't telling me the whole story either. I'm ready to hear that story now.

WILL, taken aback by GRAY MAN'S appearance, has an almost hypnotized focus now.

WILL: That's more impressive in person. Yes, I suppose there are things you need to know.

WILL walks over to the kitchenette area.

WILL: And I need a cup of coffee!



## Scene 2a: Weird Science

Will pours himself a cup of coffee, takes a sip.

WILL: Eck. Cold....

He puts on a protective glove and warms the coffee with a small blowtorch tool. The kids gape at this dangerous method of re-heating a beverage.

WILL: You kids drink coffee? No?

WILL sips from his coffee and starts to explain himself. Frantic hand motions abound.

WILL: So, yeah, we figured it out. You've seen what Turtle can do. For lack of a better word: TELEPORTATION. But not like the "transporters" in Star Trek—It doesn't work by converting matter into energy and transmitting that "info" across distances and then processing it back into matter, that would be crazy!

ELLIE: Right, crazy...Like a big gray guy materializing in and out of a golden paper towel roll...

FILO takes this as hint to "awaken" and GRAY MAN dissolves.

WILL: Instead we bent space along higher dimensional hyper-parabolic passageways--

FILO: Hyper-parabba-wabba-what? Do you mean short-cuts through space using another dimension? I think the Aetharians called it the Greater Orbit.

Will considers this.

WILL: "The Greater Orbit"? that does sound better!

ELLIE: "ANOTHER DIMENSION" –what, like the "Twilight Zone" or "the upside down" in *Stranger Things*?

WILL picks up Filo's Rubik's cube.

WILL: No, no—not anything so mystical or PARANORMAL like that. At least, we didn't think so. I MEAN, this is SCIENCE not MAGIC! NO, I'm talking about a higher GEOMETRIC or SPATIAL dimension than the 3 dimensions we're confined to in our everyday experience.

WILL points along the sides of the RUBIK'S CUBE. Three imagined bright-blue, diagrammatic arrows remain in the air indicating the motion of his finger to illustrate his meaning to the reader.

WILL: ONE (side-to-side), TWO (up-and-down) and THREE (front-to-back).

At a computer, WILL pulls up a wire frame image of the RUBIK'S CUBE. It rotates and bulges and contracts into a network of countless inner and outer facets.

WILL: Your Dad's theory, his VISION is that OUR SPACE-TIME REALITY is just a LOWER dimensional PROJECTION of this HIGHER dimension. He saw a way to break out of our THREE dimensions and use the EXTRA DIMENSION to travel instantaneously across the universe!

ELLIE: I don't get it—I can't picture it.

FILO: Oh! There's a trick—

FILO walks towards the up-right coin-op arcade games. He extends his arms toward one of them as if he were giving a presentation.

FILO: My Dad was talking about extra dimensions once and he said instead of twisting your brain up trying to imagine a higher dimension, it's easier to think about living in a lower dimension-- Like PAC MAN does!

ELLIE- like PAC Man? What do you mean?

We see Ellie and Filo in front of the big yellow arcade game chassis. FILO starts up the game.

FILO: Forget those cartoons on the outside of the game. Those are how Pac-man would look in our 3-D world...

We see the gameplay as FILO explains.

FILO: ...*IN THE GAME* he's a two-dimensional guy living in a FLAT 2-D world, right?



We see FILO'S hand on the Joystick as he moves it up/down and then left/right. Again, imagined arrows overlay the image to illustrate the directions of his motions as before when UNCLE WILL pointed out three dimensions.

FILO: PAC-MAN can only move up-and-down or side-to-side, never in a THIRD dimension. He can't move towards us or away... HE'S FLAT.

WILL has joined the kids at the console, the blue light of the cathode ray screen illuminates their faces from beneath.

WILL: That is UNTIL he hits the PASSAGE at the edge of the screen. THEN he is INSTANTLY transported all the way to the opposite side of the maze. His universe isn't completely FLAT after all, it's actually—

ELLIE imagines wrapping the flat pac-man maze around the outside of a cylinder until the two passageways meet.

ELLIE: CYLINDRICAL! His 2-D world is on the surface of a larger 3-D world he can't see.

WILL: Exactly- and Inky, Blinky and company can do things 2-D PAC-MAN can't, like move past each other along a 3<sup>rd</sup> dimension—

ELLIE: and to Pac-Man that looks like magic, like when these aliens chasing Filo pop in and out of ground.

ELLIE and UNCLE WILL

ELLIE: So how did you figure it out –

WILL: Yeah... well I didn't, I'm an ENGINEER, the guy who builds the stuff—FILO'S DAD is the one who unlocked the secret.

ELLIE, FILO & UNCLE WILL. FILO stares off towards a distant point, a revelation.

ELLIE: OK, but how?

FILO: ...by keeping his mind open to inspiration...

ELLIE: What?

FILO: ...just something Dad told me once.

UNCLE WILL's head is in the upper left corner of the narration box to indicate he is now telling the story. We see an image of FILO'S DAD having his vision, a vignette of physics equations and visuals that remind us of when we've seen characters moving through "The Greater Orbit" previously in the story.

WILL: Well, yeah that's it, actually. He said it came to him in a daydream, like a vision from God or something.

NOW, we see a flattened road map image of a town. In one corner of the panel we see a looney-tunes version of TURTLE'S lower half sticking out Bugs-Bunny-type hole. In the diagonal corner, a few blocks away, we see another hole with the rest of TURTLE emerging.

WILL: The device on Turtle's back was the first prototype. It bends the space-time matrix over relatively short distances, about a mile tops—Which is cool, but is that really going to change the world?

Back to WILL in the lab, close-up, somber and regretful.

WILL: I pushed your Dad to scale it up. We should have waited. But I pushed him.

UNCLE WILL's head is in the upper left corner of the narration box. We see THE FARNSWORTH BROTHERS in the Lab operating their Q.R.G (Quantum Rift Generator). A bright laser light show fills the panel.

NARRATION: So, we built one that would only be limited by how much juice we could put through it. AGAIN, your Dad wanted to wait and run more computer models but I talked him into turning it on...





WILL and MICHAEL FARNSWORTH look around them in dismay as dozens of “quantum clones” of MICHAEL FARNSWORTH expand out from him.

NARRATION: ...and things got very weird very quickly.

NARRATION: We had opened a rift in time-space to god-knows-where but It wasn't stable and it exploded!



NARRATION: Even with the power OFF the portal bubbles stayed open—until something crawled up out of one of them and almost pulled your Dad in!

NARRATION: I was able to activate a dampening field, and it lopped off the thing's arm and saved him. But it didn't matter. They still found a way to get him a few days later. In front of your school no less!



### Scene 2b: Connect the Dots

BACK TO THE PRESENT, FILO, ELLIE & UNCLE WILL sit in the living area of the Lab. The COSMOCRON sits on a coffee table in the middle of all them. Various robots mull about

WILL: It's like opening that rift lit up a big “COME IN, WE'RE OPEN” sign over the Earth. And now these creatures are popping up everywhere.

Silent panel, FILO ponderous. ELLIE looks at him empathetically.

MUSIC BEGINS to play again out of THE COSMOCRON [ **"WEIRD SCIENCE" By Oingo Boingo**]. UNCLE WILL puts his hands on the coffee table.

WILL: So strange. No vibrations! I don't think--

ELLIE: Seriously Filo, that's getting kind of annoying.

FILO: HUH? Oh—sorry!

The music stops. FILO to UNCLE WILL.

FILO: Do you still have the arm?

WILL: What? Oh—from the thing that grabbed your Dad? It's in the freezer.

ELLIE: With your food?

Will: Yeah. OH, that reminds me, I have ice cream, want some?

ELLIE, disgusted: NO.

At the freezer chest, laying intermixed with boxes containing frozen pizza, waffles and ice cream is a large hairy arm with a lobster claw hand.

FILO: yep, that's the arm of one of those CYCLOPS THINGS that had me, well, GRAY MAN in a head lock tonight.....That settles it, the VORHEERIUM has my Dad.

ELLIE: DUH- ya think? It also means that these things could crawl up out of this floor at any moment!

WILL is eating a little Hoodsie Cup of ice cream. He points and motions with the little wooden spoon.

WILL: No-- I set up a dampening field around the building. FILO, what did you say-- the VOORHER-u-what?

FILO: THE VOORHEIRUM. That's the evil, world conquering, inter-dimensional travelling EMPIRE that's about to invade Earth.

WILL passes one hand through his hair and waves the other one holding the ice cream cup in a dejected manner. The little wooden spoon goes flying.

WILL: Great! I thought we opened a door to some world of mindless monsters-- which was bad enough—but your telling me they're organized AND they have a scary name?

FILO stands up and puts his hand on Will's shoulder.

FILO: MAYBE they were always going to attack Earth and when you guys opened the rift it just forced them to act sooner. WHO KNOWS? They might have grabbed DAD because he's the key to stopping them.

FILO holds up the COSMOCRON.

FILO ((CONT'D)): ALL we know for certain is they want THIS. They act like it's some kind of SUPER WEAPON, like the Infinity Gauntlet or the "One ring to rule them all!"

ELLIE: But you're using it to make a remote-controlled super-hero and to play 80's pop songs?

WILL: About that...music only really exists in our minds—"Out here" in the world "music" is just vibrations of air molecules but it's our brains that put it together as music. But I don't think this thing is creating soundwaves--

FILO hands Will the Visor. Ellie notices something has changed in the room.

FILO: SEE! That's what I'm talking about! We can make everything right, together! Ellie and I have a plan, sort of, help us set a trap for the leader—

WILL: Ok, but first I need to tell you—

ELLIE: Hey, where did Turtle go?

Now WILL looks around the room too, worried.

FILO: Let's booby trap the whole lab and then lure the aliens in! But first we really need to figure this COSMOCRON out—I think it can do more than just—

ELLIE: Wait, all the robots are gone—

WILL: oh no—

FILO: The AETHARIANS just handed me these things and DIED. At least Luke Skywalker got a weekend with Yoda before he went off to fight Vader! UNCLE WILL—be my OBI-WAN—help me figure out what I'm supposed to do!

WILL: Wait-- really? Luke and Yoda were only running around that swamp for a weekend?

VOICE FROM OFF PANEL: The kid's right Dr. FARNSWORTH--

AGENT LOCKE emerges from the shadows!

AGENT LOCKE (cont'd): --watch *EMPIRE STRIKES BACK* again—AT BEST Luke got a three-day-weekend in a swamp where a puppet in a bathrobe taught him how to be a telekinetic space-ninja.'

AGENT LOCKE stands next to UNCLE WILL who is looking down, avoiding eye contact with everyone.

AGENT LOCKE: RIDICULOUS.

FILO: How'd you get in here?!

SOLDIERS RUSH INTO THE ROOM, SURROUNDING FILO AND ELLIE!

LOCKE: I've got a KEY. Uncle Sam has been picking up the rent *OFFICIALLY* for this dump for almost a year now. Wake up kid, THIS IS REALITY. You're not going to save the world and your Uncle's no OBIWAN KENOBI.



ELLIE LUNGES AT WILL AND LOCKE, FISTS CLENCHED, SOLDIERS RESTRAIN HER and FILO! Uncle Will has retreated back into himself, slouching and deflated.



ELLIE: more like Lando- HE SOLD US OUT!

FILO: YEAH, and to a guy who doesn't even like STAR WARS!

UNCLE WILL: I didn't sell you out, I was trying to tell you—

AGENT LOCKE yanks the VISOR out of UNCLE WILL'S hands.

AGENT LOCKE: I'LL TAKE THAT.

AGENT LOCKE holds up the visor.

LOCKE: Time for EVERYONE to stop playing around—the GROWN UPS ARE IN CHARGE NOW!

### Scene 3: Back to The Villains

INTERIOR OF THE VOORHEER MOON BASE. CAIRNUS BAHN and SIBERIUM SCRUM stand humbled before the holographic image of EMPRESS BHANRA MAITHAR projected across the colossal crystal.

EMPRESS: THE INVASION IS TONIGHT, YET YOU STILL DO NOT HAVE THE COSMOCRON?

CAIRNUS: Yeah- so what—who needs it?

EMPRESS: It potentially has the power to alter reality itself—

CAIRNUS: PFT! That's the LEGEND but no-one's been able to do it--

CAIRNUS paces, gesticulating, making "air quotes" with his fingers.

CAIRNUS (CONT'D) The Aetharians had it for a MILLENIA and they couldn't even save themselves with it!

Confused, the EMPRESS mimics CAIRNUS' air quotes.

EMPRESS: What do these gestures mean?

SIBERIUM SCRUM: It is a human pantomime of animals called bunny rabbits.

CAIRNUS: No— it means--

EMPRESS: Bunny rabbits?

SCRUM, still with a gravely serious expression, makes two ridiculous hopping bunny pantomimes with his fingers.

SCRUM: Yes, bunny rabbits- woodland creatures with long ears. It is an insult-- the humans use that hand motions to mock and disdain. Prince Cairnus is saying the Aetharians were like these silly hopping creatures.

The EMPRESS now joins in with the bunny rabbit hand motions.

CAIRNUS—But--

EMPRESS: Pathetic “Aetharians”!

SCRUM: Yes, “pathetic”!

Exasperated, CAIRNUS decides it’s not worth the effort to correct them.

CAIRNUS: ANY WAY.... the point I was TRYING to make is, yes, the kid has used the COSMOCRON to create this GRAY MAN,

CAIRNUS rubs his chin indicating it is still sore from where GRAY MAN clocked him.

CAIRNUS: And the GRAY MAN is a nuisance... a big, STRONG nuisance.... but **WE** have found his fatal weakness—show her SCRUM!

SCRUM: ER, Yes—that’s right!

SCRUM holds up his hand-held device.

SCRUM: It has to do with the VISOR the AETHARIANS created to allow the boy to interface with the COSMOCRON. You see your highness I have found--

CAIRNUS: AHM! **>COUGH COUGH<**

SCRUM (CONT’D): I meant, **WE** have discovered that the VISOR, when in use, transmits unique frequencies which we can trace directly to the human, The VERY VULNERABLE, UNCONSCIOUS human.

CAIRNUS has returned to a lazy, sprawled position on his throne.

CAIRNUS: See? NO PROBLEMO!

EMPRESS: So you say... it sounds like that will solve the problem of the COSMOCRON but I still doubt the sensibility of your LARGER PLAN for Earth though... It is UNCONVENTIONAL. Never has such a small force been used for such a large harvest --

CAIRNUS: And never has there been a people as vulnerable as the humans!

EMPRESS (CONT’D): Vulnerable? One of them controls the Cosmocron!

CAIRNUS: Back to that? Without the Aetharian's little gadget this kid and the Cosmocron will be powerless. I'm not afraid of that magic totem--

As the EMPRESS speaks the space around her dissolves and a dark, enigmatic, maleficent vision begins to take shape in the darkness of space behind her. A hideous Lovecraftian puppet master, A COSMIC TITAN.

EMPRESS: You should be. Never forget there are LARGER FORCES at work behind ALL THINGS MY SON. We are compelled by more than just the appetites of our people! We have been chosen to bring order to this physical plane and if we fail--

CAIRNUS: I KNOW THE CONSEQUENCES and please, I'm not in the mood for your MYSTICISM tonight.

EMPRESS: We should postpone the attack—

CAIRNUS leaping to his feet.

CAIRNUS: NOPE. Delay is not an option-- my plan hinges on precise dimensional alignments that will only last tonight—

CAIRNUS shouts out to his technicians.

CAIRNUS: ARE WE READY?

TECHNICIAN 1: YES, SIRE!

CAIRNUS directs the action in an epic super-villain pose!

CAIRNUS: LAUNCH **THE COLLECTORS!**

EXTERIOR OF THE MOONBASE. Hundreds of colossal black pyramids lift off into space.

CAIRNUS: EARTH WILL BE MINE-- TONIGHT!

#### Scene 4: The Grown Ups and the COSMOCRON.

Back at that lab the Government has taken over. FILO is being restrained on a gurney by a couple of SOLDIERS- he is hooked up to biophysical and cardiac sensors. Around his head is an electroencephalography, CAT-scan looking apparatus with scores of wires.

FILO: LET ME OUT OF HERE—THIS IS A MISTAKE!

SOLDIER: KID, RELAX OR I'LL TIE YOU TO THIS BED!

AGENT LOCKE walks with UNCLE WILL into the area where FILO is being examined.

UNCLE WILL: ...my point is, maybe he was given this thing for a reason and--

LOCKE: I'LL be damn if I put the fate of the world in the hands of a kid!



LOCKE looks dismissively at a vacuum-robot of WILL'S invention as it wobbles by.

LOCKE: NOW keep your *TOYS* out of our way!

LOCKE kicks the innocent robot!

ELLIE stands near FILO. The soldiers keep an eye on them but are out of ear shot. Will approaches them.

FILO: Uncle Will we've got to get the visor back and—

WILL: I know, Filo. Just wait.

WILL hands FILO the RUBIK'S CUBE.

WILL: Remember, *slow and steady wins the race*.

WILL walks away, the kids look at the SOLVED Rubik's cube.

FILO: Slow and steady—?

ELLIE: Like a TURTLE.

AGENT LOCKE acknowledges the Scientist/Doctors.

LOCKE: Anything unusual about the boy?

SCIENTIST 1: His alpha waves exhibit a VERY peculiar pattern—

LOCKE: That sounds FASCINATING. So, you have your baseline established—now get on with the test.

From across the room, WILL is alarmed.

WILL: TESTS? What kind of--

LOCKE: The kid will be fine, is the candidate ready?

A square jawed, broad shouldered PILOT sits expectantly in a simple, straight-backed wooden dining chair. His flight suit is unzipped, multiple biometric sensors are stuck to his body. With clip boards and various instruments at the ready, even more SCIENTIST/DOCTORS fuss about him. One of them holds the Visor.

PILOT: YES SIR!

LOCKE holds the COSMOCRON, considering it.

LOCKE: They tell me you're the AIR FORCE'S best test pilot. You've been briefed on what this thing does?

PILOT: YES SIR, my kids are huge BEN TEN fans, so I get the premise—it transforms the user into an alien giant.

FILO is annoyed. He yells across the room.

FILO: That's not at all what it does! GRAY MAN is a SUPER-HERO, *MY SUPER-HERO* not an alien--

LOCKE: ZIP IT KID- the grown-ups are talking.

LOCKE addresses the PILOT, he holds the COSMOCRON so the PILOT can see it.

LOCKE: This works more like a simulator. You'll be controlling whatever pops out of HERE remotely.

PILOT: I'VE FLOWN EVERY EXPERIMENTAL AIRCRAFT AND ROCKET EVER DREAMED UP. If a THIRTEEN-YEAR-OLD KID figured it out it will be no problem for me!

LOCKE sets the COSMOCRON down, UPRIGHT, on a small table next to the PILOT.

LOCKE: I'm sure you'll do fine, Captain. PROCEED!

A SCIENTIST puts the visor onto the pilot.

The PILOT grimaces and writhes back as the visor begins to GLOW WHITE.

PILOT: GrrrrRRRUGH

FILO clutches his temples in PAIN, as he experiences a sudden sharp headache or migraine. Will turns back to look at him, concerned.

FILO: OWw!

ELLIE: FILO?

The soldiers and scientists watch the COSMOCRON eagerly as small bubbles of energy begin to crackle from its top.

In the energy, a shape begins to form.

It is a pathetic, gray-colored, four-inch-tall exact replica of the Pilot. Very quickly we realize something is wrong; its arms and legs swell and shrink in and out of proportion as if reflected in a funhouse mirror. It writhes around on top of the COSMOCRON.

Agent Locke and the Scientists exchange glances, confusion, concern.

The PILOT, still conscious behind the visor, trembles in terrible pain. As he speaks the tiny GRAY-PILOT projection echoes his words in a tiny voice.

PILOT: IT'S – IT'S WORKING. I CAN SEE ALL OF YOU! BUT YOU'RE...ENORMOUS!?

GRAY-PILOT: IT'S WORKING. I CAN SEE ALL OF YOU! BUT YOU'RE...ENORMOUS!?

AGENT LOCKE, disappointed, annoyed.

LOCKE: It's a good start, Captain. But it's...TINY. Try to make it BIGGER.

EKG MACHINES FLASH AND CHIRP THEIR WARNINGS.

FILO still hunched over in pain.

FILO: I DON'T THINK THAT'S A GOOD IDEA!

LOCKE: QUIET— Don't listen to the kid--

PILOT: YES SIR!

GRAY-PILOT: YES SIR!

Atop the COSMOCRON, the tormented little being begins to expand in grotesque ways. One leg bulges and doubles in size. An arm stretches out at a ghastly, elastic length. It's chest balloons.

PILOT: AAAAAAAAAARRRRRGHHH!

GRAY-PILOT: AAAAAAAAAARRRRRGHHH!

FINALLY, THE LITTLE THING POPS AND IS GONE!

THE PILOT SLUMPS BACK IN THE CHAIR.

FILO wipes blood from his nose and looks at it on his hand.

### Scene 5a: Monsters in the City and Mutiny at the Lab

**VIGNETTE ONE:** Exterior, Night - Boston's North End Neighborhood. Street after street of five to six story, mostly brick buildings huddle together while the taller skyscrapers of the central city lurch upwards a few blocks away. Crowds move up and down the tight sidewalks walking past Italian restaurants, bakeries and taverns.

CAPTION: MEANWHILE, IN BOSTON'S NORTH END.

Outside one Italian restaurant a family of tourists reviews the menu posted in the illuminated glass display case.

We look up at the scene as if from a child's perspective.

MOTHER: This one looks good!

SMALL BOY: DO THEY HAVE PIZZA!?!

FATHER, annoyed: YES, THEY HAVE PIZZA.

A COMMOTION -- A PORTAL BUBBLE-PUDDLE HAS OPENED IN THE STREET-- A CAR FALLS HALF INTO IT!

PEOPLE GATHER ROUND, MOST OF THEM FILMING WITH THEIR PHONES.

A 30 FT TALL CREATURE CLIMBS OUT, COVERED IN SCALES, IT HAS FOUR ARMS AND A GAPING FROG LIKE MOUTH FILLED WITH CROCODILIAN TEETH AS LONG A HUMAN'S FOREARM! THIS IS A SKAALROG!

EVERYONE RUNS!

SMALL BOY: I WANT PIZZA!

**VIGNETTE TWO:** Night- exterior of a large brick building – White letters spell out, THE BOSTON MUSEUM OF SCIENCE above a life-sized model of a Tyrannosaurus Rex. It stands in the upright walking posture

that paleontologists no longer consider accurate for the extinct beast. Another family stands in front of the DINOSAUR.

CAPTION: AT THAT SAME MOMENT, JUST BLOCKS AWAY....

LITTLE GIRL: TAKE MY PICTURE WITH THE DINOSAUR!

SUDDENLY, ANOTHER OF THE COLOSSAL CREATURES CLIMBS OUT OF A BUBBLE OF ENERGY NEAR BY! MOTORISTS ABANDON THEIR CARS, PEOPLE RUN DOWN THE SIDEWALKS!

THE SKAALROG MAKES EYE CONTACT WITH THE DINOSAUR REPLICA. THE SKAALROG GROWLS AT ITS INANIMATE RIVAL!

WITH A LUNGE AND SWIPE OF IT'S TREE-TRUNK-THINK ARM AND VISCIOUS CLAWS IT DECAPITATES THE FAKE DINOSAUR! THE FAMILY RUNS AWAY IN THE FOREGROUND.

LITTLE GIRL: EEEEEEEEE! IT BROKE THE DINOSAUR!

**VIGNETTE THREE:** Interior, the FARNSWORTH LABORATORY. AGENT LOCKE paces while he has an intense conversation on his phone. ELLIE and WILL stand next to FILO'S gurney. Two bored soldiers watch a basketball game on one of the TVs.

CAPTION: BACK AT THE LAB.

SOLDIER ONE: You been following the Celts this year?

SOLDIER TWO: YEP. They're doing pretty good—They could be bringing another banner back to the GARDEN this summer.

On the screen, players from the Boston Celtics and the Chicago Bulls stop play as the circle at midcourt begins to glow. Gone is the painted image of the cartoon mascot "Lucky the Leprechaun" and in its place BULGES A PORTAL PUDDLE-BUBBLE!

ANOTHER IMMENSE MONSTER CLIMBS OUT OF THE GLOWING HOLE, SPLINTERING THE ICONIC PARQUET WOOD FLOOR.

SOLDIER TWO: HEY, AGENT LOCKE, YA MIGHT WANNA SEE THIS!

LOCKE, Soldiers and Scientist/Doctors gather in front of the wall of televisions and monitors as every screen begins to show different scenes of the rampaging monsters from a multitude of angles. THREE KING KONG-SIZED BEASTS ARE TEARING APART BOSTON!

ELLIE and UNCLE WILL stand at FILO'S bedside. FILO leans forward, he holds a cold compress on his forehead.

WILL: LOCKE, this is ridiculous- FILO could stop those things--

LOCKE: ABSOLUTELY NOT! Let the police handle it.

LOCKE (CONT'D): We have more test-pilots on the way—

UNCLE WILL, PLEADING. One of the GOV. SCIENTISTS joins him.

WILL: That last “TEST FLIGHT” almost gave FILO an aneurism—another one could KILL HIM!

SCIENTIST: I agree—that last test obviously harmed the boy and if he’s already demonstrated that he’s able use the alien technology—

LOCKE: No way. We wait for the ADULT candidates.

SCIENTIST: It could kill him!

A soldier, an officer, speaks up.

RANKING SOLDIER: Hey, I’m not going to stand by while a kid gets hurt.

LOCKE: What is this a mutiny?

RANKING SOLDIER: Let’s just talk it over. Look at the TV’s, what chance will the police have against those things? If the kid is the “chosen one” maybe, we should give him a shot.

LOCKE: I will not put the fate of my country in the hands of a child!

Two soldiers stand casually in the foreground. In the background an already heated discussion between LOCKE, UNCLE WILL, THE RANKING SOLDIER and SCIENTIST escalates.

SOLDIER FOUR: I feel for the kid-- this exact same thing LITERALLY happened to my cousin Ronnie.

SOLDIER FIVE: I seriously doubt that.

NOW, the background argument has really erupted. LOCKE has pulled his pistol on the dissenters and angrily waves the VISOR around in his other hand.

SOLDIER FOUR: No, listen—it was my cousin Ronnie’s senior year and he’s this big football hero and then right before the last game of the year he gets BENCHED because the coach has a hair across his –

SOLDIER FIVE: AW HECK, Secret-Agent-Man just pulled his gun—should we get involved?

Still in the background, TURTLE teleports in and disarms LOCKE and retrieves the VISOR.

SOLDIER FOUR: Nope—see, some kinda teleporting-ninja-robot took care of it.

SOLDIER FIVE: Did THAT happen to your cousin Ronnie too?

Scene 5b: ENTER CAIRNUS and SCRUM.



Exterior, NIGHT. Downtown Boston, the twin wish-boned shaped obelisks of the ZAKIM BRIDGE are illuminated with violet and ultra-marine-blue lights. The gold and green lit TD GARDEN building squats nearby with skyscrapers stretching up to the night sky all around it.

ATOP A NEAR BY BUILDING, CAIRNUS BAHN AND SIBERIUM SCRUM ASCEND FROM A PORTAL WITH A PLATOON OF KAARNUKAI SOLDIERS AND A FEW OF THE LARGER ONE-EYED LOBSTER-CLAWED TALROKS.

CAIRNUS and company look on below as A SKAALROG CRASHES out from inside the TD GARDEN, destroying the big "TD" part of the sign in the process.

It lands on the ZAKIM BRIDGE as another one climbs up from the side. A multi-car pile-up ensues as the eight lanes of traffic react to the bizarre scene.

From the perspective of one of the drivers, we see the TERRIBLE MONSTERS smashing cars as crowds of people flee on foot.

CAIRNUS BAHN STANDS ON THE EDGE OF THE BUILDING, ARMS STRETCHED OUT WIDE.

CAIRNUS BAHN: AHHH, THE BRIGHT LIGHTS OF THE BIG CITY! A PERFECT NIGHT FOR THE BIG SHOW!

TWO POLICE OFFICERS FIRE AT ONE OF THE SKALROGS FROM BEHIND THEIR CRUISER!

Looking down, CAIRNUS watches the skirmish.

CAIRNUS: AWW LOOK—the humans are fighting back! How adorable!

A SKAALROG lifts the police cruiser over its head while the officers retreat.

CAIRNUS, pleased, sarcastic.

CAIRNUS: That should REMIND our young friend that he is "the *ONLY ONE* that can stop us"!

SCRUM: Yes, sire.

CAIRNUS: What's wrong SCRUM—NOT ENJOYONG THE SHOW?

SCRUM: I'm sorry SIRE but NO, I do not DELIGHT in the suffering of lesser creatures.

CAIRNUS: THAT'S FINE. JUST DON'T FORGET WHY YOU ARE HERE. **YOUR** people, while less appetizing, can easily take the place of these humans!



SCRUM: There is no forgetting that SIRE.

CAIRNUS, expectant, eager.

CAIRNUS: NOW, where is our HERO? THE GRAY GAURDIAN! EARTH'S CHAMPION! THE NEARLY NUDE DUDE WITH THE POSITIVE ATTITUDE!

They stand on the edge of the roof top with the skyline sprawled in front of them. Pockets of fire and smoke mark the SKAALROGS' earlier activities. The only answer to CAIRNUS' taunts is the wind as it whips at his cape.

CAIRNUS, IMPETUOUS, HOLLERING.

CAIRNUS: *Is this kid always late? WHERE IS HE!?!*

## Act 3

### Chapter 7 – Page 92-100

#### Scene 1: After the Mutiny

TURTLE is tying AGENT LOCKE to a chair. The Soldiers and Scientist stand nearby. FILO is stands looking at the VISOR.

LOCKE: Teaming up with the kids? BIG MISTAKE!

UNCLE WILL looks at FILO.

UNCLE WILL: My biggest mistake was not doing it sooner.

ELLIE and WILL on either side of FILO, each with a hand on one of FILO'S shoulders. The RANKING SOLDIER stands by too.

FILO: There's people on that bridge who need GRAY MAN'S help—

RANKING SOLDIER: You know that's probably a trap, right kid?

FILO grins.

FILO: I hope so-- my plan kind of depends on it!

Scene 2: Showdown on the Zakim Bridge!



Back on the ZAKIM BRIDGE two of the SKAALROGS push abandoned cars aside as they close in on a woman and small child trapped in their vehicle. The wish-boned shaped obelisk structures of the bridge loom above the scene.

One of the giant's clawed hands is about to reach them!

SUDDENLY, it stops and turns around, confused.

GRAY MAN has a hold of its MASSIVE TAIL with both of his hands!

GRAY MAN: Hey big fellah!

GRAY MAN HURLS THE BEAST INTO ITS BRETHREN.

THE TWO CREATURES TUMBLE OFF THE BRIDGE!

Gray Man looks behind him to see the third SKAALROG hurtling a car at him!

IT'S TOO LATE! GRAY MAN IS SMASHED BY THE HATCH-BACK!

Dazed, Gray Man starts to rise, but a MASSIVE CLAW grabs him by the torso!

Gray Man is smashed over and over into the base of one of the Obelisks.

FINALLY, the SKAALROG throws him off the bridge.

THE BEAST snorts derisively as it turns and plods away.

VOICE OFF PANEL: HEY STUPID—

GRAY MAN hovers in mid-air at the edge of the bridge.

GRAY MAN: --I can fly!

THE SKAALROG howls and charges at GRAY MAN.

At the last instant GRAY MAN spurts UP into the air dodging the BEAST completely as it sails over the edge of the bridge!

The SKAALROG fatally smashes into the ground below!

From his ROOF-TOP position CAIRNUS reacts.

CAIRNUS: HEY! HE KILLED MY SKAALROGS! *BLAST HIM!*

A platoon of KAARNUKAI SOLDIERS RAIN DOWN LASER FIRE ONTO GRAY MAN!

SCRUM, looking at his DATA-DEVICE, reports to CAIRNUS.

SCRUM: I have tracked the visor—

CAIRNUS: PERFECT. Here he comes-- YOU KNOW WHAT TO DO.

GRAY MAN ARCS OVER THE BUILDING JUST AS CAIRNUS, SCRUM AND COMPANY drop into PORTAL BUBBLES!

GRAY MAN: Leaving so soon? I thought it was time for our CLIMATIC CONFRONTATION!

THEN, Gray Man sees something strange in the sky.

An ENORMOUS upside-down obsidian-black Pyramid, its edges outlined in cyan-blue laser-lines slowly descends from space, heading straight for the city!

GRAY MAN: What the heck is that --?

GRAY MAN BEGINS TO EVAPORATE, he watches his hands and body disappear.

### Scene 3: Counter Attack

CLOSE UP of FILO, groggy as he opens his eyes and waits for them to adjust to the light.

A BLURRY FACE STANDS OVER HIM.

FACE: RISE AND SHINE SLEEPY HEAD!

The face comes into focus... IT IS CAIRNUS BAHN!

Establishing shot of the lab. FILO is the only human. CAIRNUS, SCRUM and their motley group fill it instead. There's a gaping hole torn in one wall where they made their intrusion. The VISOR is in CAIRNUS' hand, he grips FILO by the sweatshirt with the other.

CAIRNUS: We gotcha now, kid!

FILO: Are you sure about that?

Wider-shot—UNCLE WILL, ELLIE, and the SOLDIERS line the second-level catwalk, surrounding the monster squad on the first level floor below.

FILO: Uncle Will?

WILL: Dampening field is off Filo!

TURTLE rises out of the ground through a portal-bubble and grabs CAIRNUS! He loses hold of the VISOR and FILO.

CAIRNUS: EH?

FILO: See CAIRNUS—

As FILO and CAIRNUS fall further into the portal FILO lunges for the VISOR.

FILO (cont'd.) --this whole thing was what you would call a DIVERSION--

UP on the catwalk the soldiers take aim!

RANKING SOLDIER: The kid's out of the way—open fire!



On the lab level, SCRUM takes cover as the KAARNUKAI return fire and THE TALROKS advance towards the human soldiers!

SCRUM: A clever stunt! The humans have the high ground!



Establishing shot, we see a 200 ft tall obelisk standing in the middle of a hilled park. This is the Bunker Hill monument.

CAIRNUS, TURTLE & FILO drop out of a portal-bubble in mid-air. They are falling along-side the granite blocked wall of the obelisk. FILO has recovered the VISOR. TURTLE reaches for FILO, CAIRNUS is trying to get his bearings.

CAIRNUS: Aaah!

TURTLE and FILO escape the free-fall into another portal-bubble.

FILO: Happy landings!

CAIRNUS digs his clawed hand into the wall of the monument to slow his descent.

WHUMP! CAIRNUS slams into the ground!

CAIRNUS rises to one knee just as GRAY MAN swoops in!

WAP! GRAY MAN punches the EVIL PRINCE!

GRAY MAN pins a very dazed CAIRNUS against the granite blocked wall and raises a fist to threaten another punch. The upside-down obsidian black pyramid is still descending in the sky behind them, it fills a huge portion of the sky now.

GRAY MAN: You're done- I've beaten you! Call off the invasion—whatever that pyramid thing is —hit the reverse button!

CAIRNUS: Ha, ha, heh, heh--

CLOSE-UP of GRAY MAN and CAIRNUS.

GRAY MAN: What's so funny?

CAIRNUS: There's no "reverse button!" Heh Heh—that's a good one. So, you weren't kidding earlier at your house—you really thought giving me a good beat down would stop this whole thing? You're too late – look--

We see the massive upside-down PYRAMID descending over BOSTON. It is landing in the BOSTON COMMON park. As it lowers, the walls split and spread apart.

The structure sets down in the park, standing as tall as the neighboring skyscrapers and many times wider.

The inner walls of the pyramid pulse with light, energy swirls in from the heavens to its center. A massive, multi-acre wide portal opens in the ground beneath it! Energy waves of some kind broadcast out from it in every direction.

GRAY MAN has turned towards this spectacle and let go of CAIRNUS.

CAIRNUS: NEAT, HUH?

GRAY MAN: What—What is it doing?

CAIRNUS presses a button on his belt that opens a portal beneath him.

CAIRNUS: Meet me back where we left your FRIENDS and I'll show you.... "FILO"!

GRAY MAN lunges for the rapidly diminishing portal but he's too late to catch CAIRNUS.

#### Scene 4: Rise of the Phone Zombies

BACK at the LAB, SCRUM and what remains of his squad have surrendered. THE SOLDIERS surround them. ELLIE holds a KAARNUKAI LASER RIFLE. TURTLE is cradling a still sleeping FILO. The scientists are emerging from wherever they were hiding during the shoot-out.

RANKING SOLDIER: Take their weapons and let's get them restrained, too—

UNCLE WILL and a couple of the SCIENTISTS watch a news report on one of the few still-functioning televisions. Concerned, they see the giant pyramidal structure emitting its odd "light show."

SCIENTIST 1: Is that--?

WILL: It's opening a massive dimensional rift—but why?

FILO takes off the VISOR.

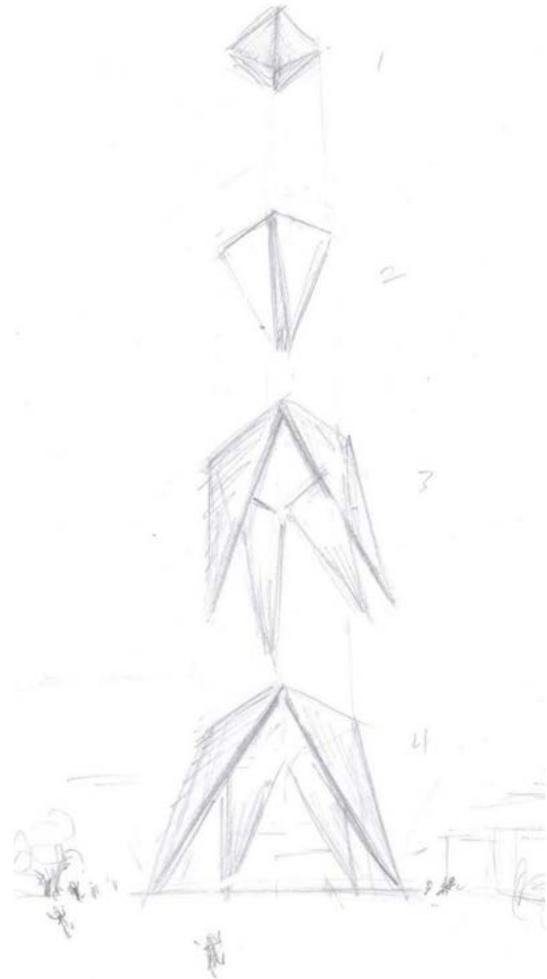
FILO: Where's CAIRNUS?

ELLIE: What—I thought "GRAY MAN" was going to kick his butt—what happened?

**BLURTT!! BLURTT!! BLURTT!! Bleep!! RING!! RING!!**

Suddenly everyone's cell phone rings and chimes out alerts and alarms. Every adult in the room looks at their phone.

A swirling flash of light pulses out of their screens and into their brains! They moan, delighted as their eyes glaze over with soap-bubble colors.



ELLIE and FILO watch in horror as the hypnotized victims climb out of the lab, exiting through the hole torn open by the ALIEN RAID and trod down the road like ZOMBIES, transfixed on their phones!



Uncle Will still stands by the monitors, somehow unaffected by the hypnotic broadcast and not sure what to do about this sudden reversal.

FILO: Uncle Will— I think they're all heading for that giant portal!

From the shadows behind FILO & ELLIE, CAIRNUS emerges from a portal-bubble.

CAIRNUS: Congratulations kid, you're finally starting to figure things out!

CAIRNUS shoves FILO down with one hand and crushes the VISOR in the other.

FILO: NO!!

FILO raises his hand.

SCRUM: You might want to duck, SIRE.

CAIRNUS: Not this time--

The COSMOCRON swoops in towards CAIRNUS' HEAD on its way to FILO. CAIRNUS dodges and grabs it.

CAIRNUS: You need some new tricks, FILO!

FROM ABOVE, TURTLE drops out of a portal between CAIRNUS and FILO.

THE ROBOT DELIVERS A FLURRY OF PUNCHES AND KICKS. CAIRNUS REELS!

NOW, CAIRNUS GRABS TURTLES ARMS AND KICKS HIM IN THE CHEST DISMEMBERING THE ROBOT IN THE PROCESS!

SCRUM and the KAARNUKAI have recovered their weapons and corral ELLIE, UNCLE WILL together.

CAIRNUS: Anyone else want to be a hero?

ELLIE looks at the TVs where massive crowds of “phone zombies” are marching into the giant portal bubbles underneath the inverted pyramid structures.

ELLIE: Is there a reason why you’re kidnapping everyone with a cell phone in the greater Boston area?

CAIRNUS: Oh, it’s not just BOSTON—we have one of those over every NETWORKED POPULATION CENTER ON EARTH!

We see CAIRNUS’ head in the upper left corner of the panel to indicate he is narrating the scene. Below him is a montage of huge crowds of phone zombies slogging through the streets of multiple cities across the world. We see PHONE ZOMBIES disappear into portal bubbles beneath inverted pyramid “COLLECTORS” in Paris, Tokyo and New York.

CAIRNUS: We didn’t come to rule over you—WE’RE HERE TO HARVEST YOU. My species FEEDS on the LIFE ENERGY of sentient creatures like you! A steady diet of conscious beings gives us IMMORTALITY!

WILL is dejected, FILO is horrified and CAIRNUS amused.

WILL: Great. Soul-sucking vampires from outer space.

FILO: You’re going to kill EVERYONE?!

CAIRNUS: Not EVERYONE. I’ll let the REALLY COOL humans live, like David Bowie, Prince....

ELLIE: You idiot-- they’re both dead already!

CAIRNUS considers this disappointing news for a moment.

CAIRNUS: REALLY? That sucks...

CAIRNUS grins maniacally.

CAIRNUS: Well, I guess I am going to kill *EVERYONE* then!

FILO lunges for a gun lying on the ground.

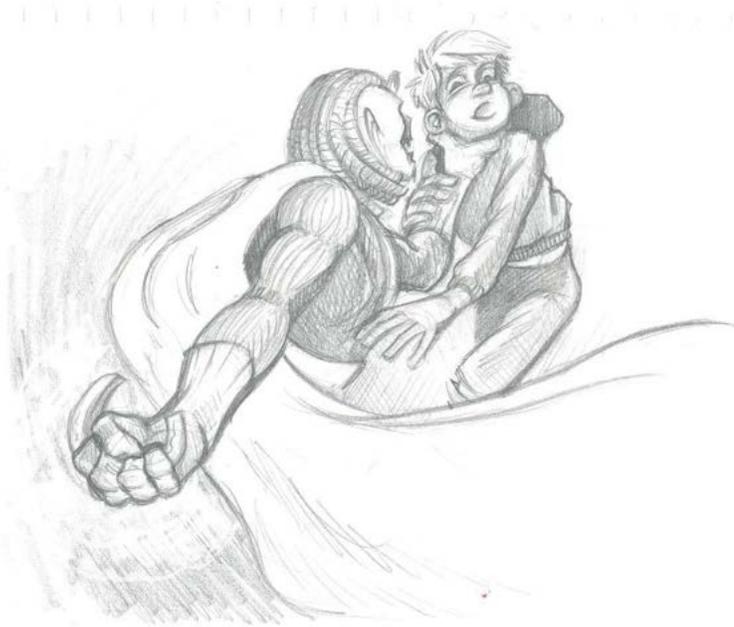
CAIRNUS grabs and crushes it.

CAIRNUS: You know, I just don’t get it.

CAIRNUS lifts FILO up by the throat.

CAIRNUS: Why did the Aetharians pick you, anyway? What’s so special about FILO FARNSWORTH?

ELLIE: LEAVE HIM ALONE!!



ELLIE RUNS TO FILO, WILL REACHES TO STOP HER BUT CAN'T. ELLIE IS BLASTED IN THE BACK BY A KAARNUKAI SOLDIER!

ELLIE FALLS TO THE FLOOR.

Uselessly, FILO reaches towards ELLIE. With CAIRNUS crushing his windpipe he croaks out a desperate plea.

FILO: ELLIE--! No!

CAIRNUS lifts FILO up by the THROAT.

CAIRNUS: Don't worry kid, you and your friend will be reunited soon enough! I'm done with you getting in the way of MY plans!

Over a series of panels FILO struggles, his face becoming more strained, his eyes closing.

## Chapter 8 – Page 100-110

### Scene 1: At the Movies

FILO WAKES WITH A GASP!

He is sitting in a darkened movie theater. On the screen he sees himself being choked by CAIRNUS BAHN.

The film fades to black, we see the words THE END big and final in white letters.

FILO: WHAT!? IT CAN'T END LIKE THIS!

FILO'S father sits beside him.

DAD: Hey FILO.

Surprised, FILO hugs his DAD

FILO: Dad! Are we dead!?

DAD: No, no, no – well not yet— this is happening, in our heads, somehow!

FILO, frustrated.

DAD: I'm sorry! I tried to be responsible and keep my imagination under control like you said but I still screwed everything up! I just CAN'T do it!



CLOSE UP of DAD.

DAD: Aw buddy, I didn't mean for you to hold back, or NOT USE your imagination. The hardest part of doing anything is BELIEVING that you can. Stop telling yourself what you CAN'T do and release that imagination of yours. It's your secret weapon, it's what makes you SO SPECIAL.

FILO slumps in his theater seat.

FILO: I don't feel so special, Ellie's probably dead, I'm about to die and half the population of the earth is getting loaded into the inter-dimensional equivalents of grocery carts! Didn't you see the screen- it said "THE END"!

FILO and his DAD.

DAD: That was LOUSY ending. I'm sure you can come up with a better one!

FILO: but without the visor--

DAD: The visor was only supposed to get you started, like the training wheels on your first bike, remember? Don't let it be a blindfold.

He taps on FILO'S noggin.

DAD: It's this brain of yours that was really in control.

DAD explains further and looks around at their surroundings.

DAD: In fact, you're using the COSMOCRON right now to have this conversation- you've connected our minds!

FILO: So, we're not really here—this is all some kind of astral projection or something? Man, this day can't get any weirder... then where are you?

The Theater façade flashes out of existence and we see FILO and his DAD in a grim high-tech space capsule cell. He stands motionless in some kind of field. In a porthole we see they are ON THE EDGE OF A BLACK HOLE.

DAD: I'm trapped in some kind of... capsule, in stasis at the edge of a blackhole I think. Time doesn't seem to move for me but still I...know things. I can see things happening far away as if through someone else's eyes. It's hard to make sense of anything, it's like being in a dream...

FILO'S DAD grasps at the side of his head indicating pain there.

DAD: Ouch, I don't know what it is but seeing what's ACTUALLY around me with you—

FILO: It hurts my head too—

The spaceship prison setting flashes back out. Now FILO and HIS DAD are sitting in the front seats of his CAR as they were the last time they were together, when he dropped FILO off at school.

FILO looks out the window at his own reflection.

FILO: I have to go now, don't I?



Close up of FILO. He has a reflective expression on his face.

FILO: Well, no, I guess it was only once. But it was a very formative moment! Anyway, you should let go of the COSMOCRON now CAIRNUS.

CAIRNUS: NO WAY!

FILO CLOSES HIS EYES and begins to descend.

FILO: Don't say I didn't warn you...

CAIRNUS WATCHES IN HORROR AS THE COSMOCRON FLASHES AND GRAY-MAN FORMS AROUND HIS HAND.

CAIRNUS RIPS HIS ARM OUT OF GRAY MAN'S MOUTH- HIS HAND IS MISSING.

CAIRNUS: AAAAAIIIIIIIEEEEE!

GRAY-MAN'S face bulges with a mouthful. His eyes show his disgust, confusion.

GRAY-MAN spits out the chunky remains of CAIRNUS' hand, he tries to brush off his tongue with his hands. We see that FILO has stopped levitating and lies on the ground now against a wall.

GRAY MAN: PEW! PEW! That's so gross! I think I just I became a vegetarian!

The remaining KAARNUKAI and the TALROK attack GRAY MAN.

Music waves continue to reverberate across the panels.

UNCLE WILL kneels over ELLIE'S body trying to protect her from the brawl. He looks up at the monitors and notices something strange about the phone zombies.

CLOSE-UP of the monitor screen. The mobs have stopped their shuffling march and are now dancing to "Take On ME".

WILL: What the--? The hypnotized crowds, they're... dancing?!

WILL calls GRAY MAN'S attention to the music's effect on the MOB. He points at the monitors. GRAY MAN takes a second to look while he grapples with a TALROK.

WILL: FILO—the music—

GRAY MAN: Oh, sorry—

WILL: No! Don't be sorry- look!

Close up of GRAY MAN.

GRAY MAN: I'm hacking the signal...!

In the next panel SCRUM observes the same phenomena on his handheld device, he holds one hand over one of his ears indicating the music disturbs him.

SCRUM: The boy! He is interfering with the hypnotic signal! It's not enough to save the humans, they are now DANCING to their deaths, but still....

SCRUM backs away from the scuffle.

SCRUM: Perhaps the AETHARIANS were right about him- maybe he IS the key to ending the reign of the VOORHERIUM...

CAIRNUS ties an impromptu tourniquet around the stump at his wrist. His cape is now tattered where he tore off the fabric.

As GRAY MAN fights with the TALROK, CAIRNUS uses his remaining hand to aim his SCEPTER at FILO who lays unconscious and crumpled against a wall.

BEHIND CAIRNUS we see gaping hole torn into the wall. Silhouetted against the night sky is a small dog and a 5-inch-tall rider cresting the mound of debris.

IT IS KIRBY AND ATAR, THE BATTLE-MAN! THEY LEAP THROUGH THE AIR! Manga style animation lines fill the panel around them.

GRAY MAN turns in time to catch a glance of this.

GRAY MAN: KIRBY! And—ATAR?!?

KIRBY dislodges the SCEPTER from CAIRNUS' HAND JUST AS IT FIRES! SIMULTAENOUSLY, ATAR LEAPS AT CAIRNUS' FACE!

WE SEE ATAR MID-AIR, HIS TWO-INCH LONG SWORD ON A TRAJECTORY TO PLUNGE INTO THE VILLIAN'S EYE!

We next see CAIRNUS hunched over, clutching at his eye.

CAIRNUS: **EEGHAAAA!**

CAIRNUS runs off screaming. ATAR, chest puffed out with his fists on his hips, bellows a deep laugh.

CAIRNUS: AGH! AGH!

ATAR: HA, HA, HA, HA! RUN YOU COWARDLY GIANT!

/\\\\\\\\\\\\\\

Down an adjacent hall, CAIRNUS pulls the small sword out of his EYE and stumbles into a storage room where AGENT LOCKE is tied to a chair.

LOCKE: Who the heck are you?

CAIRNUS smirks.

CAIRNUS: Me? I'm "a soul-sucking vampire from outer space..." and I need a snack.

CAIRNUS grabs LOCKE. LOCKE is cynical to the end.

LOCKE: Come on now—don't kid a kidder.

CAIRNUS: I never kid about snacks.

We see the shadow of CAIRNUS finishing off LOCKE. He chomps into the back of the man's neck, finding the nerve center, the cervical plexus! ENERGY CRACKLES and GLOWS as CAIRNUS drains the man!

LOCKE: EEEEEeeee-GGGGGAAAHHHHHhhh....!

AS energy crackles around CAIRNUS we see his hand and eye regenerate!

CAIRNUS: AHH. That's better!

SCRUM stands in the doorway.

SCRUM: SIRE, we need to signal the retreat-

CAIRNUS: Why's that?

SCRUM: The boy has unlocked the POWER OF THE COSMOCRON—it changes everything!

CAIRNUS: It changes nothing!

In a rage, CAIRNUS pulls off SCRUMS head and tosses it.

CAIRNUS: --except your LOYALTIES apparently!

SCRUM, now just a helpless head laying on its side on the floor watches CAIRNUS stomp off into a portal. He angrily waves SCRUM'S robotic body in the air.

CAIRNUS: You were given THIS to serve the EMPIRE. I'm taking it back! Your services are no longer required!

SCRUM: Hmph..!

### Scene 3: ENTER GHOST

GRAY MAN has dispatched the TALROKS and KAARNUKAI. He turns to where ELLIE lays, UNCLE WILL has put his jacket over her to keep her warm.

GRAY MAN: ELLIE! Is she—

WILL: She's alive, barely. I'm not a doctor but I don't think she has long—

ATAR interjects. KIRBY is present as well.

ATAR: Use your magic boy! The same as you did on me!

GRAY MAN and WILL turn to look at ATAR.

UNCLE WILL: Is that—

GRAY MAN: Yes, I do believe that my "ATAR The Battle-Man" action figure has come to life...

ATAR: 'twas was your doing, boy! It was from YOUR hand that life flowed into me!

FROM the corner of the room SCRUM pipes up.

SCRUM: You humans still don't have any idea of what the COSMOCRON is capable of, do you?

GRAY MAN looks over at SCRUM.

GRAY MAN: Who asked you? Should we put a towel over him or something? He could be spying on us--

SCRUM: I didn't decapitate myself, fool! CAIRNUS did this to me. I've been cast out of the VOORHERIUM. Distrust me if you wish but know this-- your friend will die if you stand there and do nothing!

GRAY MAN looks to WILL for advice. WILL shrugs.

WILL: Sounds like we have a consensus: the talking toy and bodyless head both think it's a worth a shot.

GRAY MAN CRADLES ELLIE IN HIS ARMS

GRAY MAN: Okay ELLIE, here goes.

Light radiates around them! GRAY MAN begins to dissolve but rather than return into the COSMOCRON the brightly colored plasmas and particles coalesce around ELLIE.

GRAY MAN has faded away, but ELLIE still FLOATS in the air. She is glowing. FILO, now awake watches the spectacle from an exhausted, sitting position.

A FLASH OF BLINDING LIGHT!

ELLIE lands in a three-point kneeling position. Her eyes are still closed but she looks meditative rather than unconscious.

FILO excitedly grabs her arms by the shoulders. Behind them we see a previously unconscious TALROK begin to stir.

FILO: Are you OK?

ELLIE: I feel better than OK...!

THEN, the revived TALROK leaps toward them! Its arms are about to crash down on their heads when--

ELLIE TRANSFORMS INTO GHOST- A GRACEFUL SPECTRE OF A GIRL! SHE WEARS A WHISPY SPORT DRESS, HER SKIN IS A LUMINESCENT PURPLE. HER FACE IS MADE FROM FAINT IMPRESSIONS OF FEATURES, HER HAIR A FLICKERING SWIRL OF ENERGY.

GHOST GENERATES A FORCEFIELD AROUND HER AND FILO!

FILO: WHOA!

WILL: Amazing!

THE TALROK backs away, confused as GHOST releases the forcefield.





COURTESY OF: THE READER'S MIND

GHOST is not impressed.

GHOST: We're going to beat him... with THE BUGGLES?

FILO: This version of the song is off the BRUCE WOOLLEY solo album. It's the original version.

GHOST: I don't want that information in my head! It's bad enough I knew about "The Buggles" from hanging out with you!

Uncle Will jokingly defends FILO'S anachronistic music tastes. GHOST takes a stand.

WILL: It's a great song from a golden era!

GHOST: This is your fault isn't? It's probably too late for you but there's still time to save Filo. I swear to God I'm going to update his music tastes to THIS CENTURY if it's the last thing I do!

FILO directs GHOST'S attention to the television monitors. "Music waves" continue to reverberate across the panels. Everyone watches the Phone Zombies dancing to the new wave beat.

FILO: Ellie, look—when the COSMOCRON broadcasts a song from my head it can interfere with the hypnotizing signal!

ELLIE: But they're miles away, how can they even hear it?

UNCLE WILL holds an instrument with a microphone looking contraption to indicating he is measuring the phenomena.

WILL: FILO'S not creating sound waves-- he's somehow connecting directly to our minds!

GHOST: It DOES feel just like when you have a song stuck in your head except in HIGH RES—

WILL: I think it's a clue into how the COSMOCRON really works and maybe even how it relates to this "GREATER ORBIT" as our visitors call it.

UNCLE WILL'S head floats in the upper right corner of the panel as he narrates a visualization of his theory of the "Consciousness Continuum."

WILL: Most people assume consciousness is something that our brains create, but what if our brains are RECIEVERS of it instead? It sure seems like that's what happened to my robots when our dimensional rift went haywire and now here's FILO connecting to the minds of people around him, not with actual SOUNDWAVES but across some other medium—A CONSCIOUSNESS CONTINUUM!

GHOST & FILO chime in.

GHOST: Can we skip to the part where we figure out how this helps us save the world?

FILO: I need a song that will break the spell!

GHOST: Let me guess, something from 1983...

WILL and SCRUM work out the details.

WILL: More importantly he'll need to amplify the signal...

SCRUM: ...If he gets close enough to the COLLECTOR itself, he may be able to create a feedback loop within all of the devices across the globe...if he's able to summon enough power it could stop the harvest, possibly even destroy the colossal contraptions entirely.

GHOST motions towards SCRUM. FILO is in deep thought as he stares at his "How to stop an alien invasion" outline.

GHOST: WELL, that's a lot of "IFS" and "MAYBEES." By the way, when did Green Goblin switch teams?

FILO: Huh? Oh-- when you were knocked out—he swore his undying allegiance to FILO FARNSWORTH, leader of the Interplanetary Rebellion Squad- The I.R.S!

SCRUM is genuinely confused.

SCRUM: I.R.S? I'm not familiar with any such organization.

FILO and ELLIE start to exit the scene. WILL turns towards TURTLE who is repairing himself. Like a mechanical jellyfish, Turtle's head has detached and hovers over his body. Wires and delicate arms hang below welding and rewiring the injured parts of his body back together.

FILO: TURTLE—pull yourself together. We're probably going to need you later buddy. Come on Ellie, we're going under cover!

FILO and ELLIE pass the kitchen where ATAR and KIRBY are raiding the fridge. ATAR gnaws on a (giant to him) chicken leg while KIRBY begs for scraps.

FILO: ATAR—You and KIRBY hang tight here and watch UNCLE WILL'S back—

ATAR: Sure thing Lad! And we'll keep watch on this great stash of provisions!

GHOST: Is that—never mind. I don't want to know.

ΛΛΛΛΛ

EXTERIOR ESTABLISHING SHOT. We're on a street in BOSTON with ELLIE and FILO. Phone ZOMBIES shamble past them. FILO has broken the window to a cell phone store and is gingerly reaching inside.



ELLIE: I could have just dematerialized and floated in there and grabbed them...

FILO: Yeah, yeah, well I forgot.

FILO hands ELLIE a powered off cell phone and holds onto one for himself.

ELLIE: You think this is will work?

FILO: It has too!

ELLIE and FILO study a passing phone zombie.

ELLIE: Doing the walk and the goofy face won't be hard, but what about our eyes? Theirs are all swirly-- that will be a dead give-away.

FILO: Like this--?

FILO has given his eyes the dazed-out, hypnotic rainbow effect that the phone zombies all have.

ELLIE: Ha! Yeah that's perfect. Let me try--

They both make their eyes all swirly to mimic the phone zombies. They both smile.

FILO: ...

ELLIE: ...

Same view of the kids but they are more serious now.

FILO: We're never going to be the same, are we ELLIE?

ELLIE: The WORLD is never going to be same FILO. But we'll always be best friends. THAT will never change!

FILO: Deal!

FILO and ELLIE head of down the road in the same direction as the PHONE ZOMBIES.

FILO: Hey, do you remember how the first "Lord of the Rings" movie just sort of STOPPED with Frodo and Sam heading out on that rowboat?

ELLIE: Yeah?

FILO: I always felt like that was a weird spot to end that movie. They had just been through all kinds of crazy stuff but it still felt like they were only just getting started.

ELLIE: Oh yeah. Well at least with "LTR" we could just start the next movie. Not like when we had to wait between "Avengers: Infinity War" and "End Game!" That's the worst, when the first part of something just—STOPS and then you have to wait forever for the next installment—I HATE THAT!

TO BE CONTINUED...!