

M. I. B.

A Killing Field of Comedy

"M.I.B."

a screenplay

based on the play "M.I.B." by

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"M.I.B."

FADE IN:

1 EXT. "JUNGLE" - NIGHT

We see the figure of a terrified MAN running in jungle foliage. He is wearing the remnants of a black suit, tattered and shredded from a long and presumably arduous chase. He stops for a second to catch his breath and listen for his pursuers; he hears the din of a helicopter punctuated by the cackling of jungle birds.

2 INT. M.I.B. HEADQUARTERS - SORTIE ROOM

We are inside a dark, non-descript room in the interior of the Men In Black (M.I.B.) headquarters. The mission of this government agency is to seek out and eradicate all traces of contact with alien life forms, real or imagined. All M.I.B.s, wear black suits and drive like-colored oldsmobiles. The M.I.B.s are both threatening in their presence and somewhat inept in their behavior. They are like the kids who used to be enthusiastic in math class: without girlfriends, but armed and dangerous. NELSON and ERNEST are present, black-suited and ready for action. NELSON is the senior M.I.B.; he has been with the "company" (the M.I.B. organization) the longest of any. He is tall and commanding in his presence. ERNEST, his apprentice, is by his side. ERNEST is enthusiastic and unseasoned.

The two M.I.B.s are standing in front of a television screen which provides the illumination for the room. The face of the M.I.B. ADMINISTRATOR fills the screen. He has a rough-edged and mostly expressionless face. ERNEST is nervous in the ADMINISTRATOR's presence, acting like a child in the company of a teacher, whereas NELSON treats the ADMINISTRATOR more like an equal.

ADMINISTRATOR

(cheerily)

Good Evening, gentlemen. I trust you are well.

ERNEST

(prideful)

Yes Sir! Very good Sir! Thank you sir!

NELSON

The beepers went off in our brains, sir. We assumed it was important.

ADMINISTRATOR

CONTINUED

Indeed, gentlemen. There is an M.I.B. renegade in your sector.

ERNEST
(ecstatic)
A renegade!

3 EXT. "JUNGLE" - NIGHT

The MAN is running from his pursuers, but they are closing in.

4 INT. M.I.B. HEADQUARTERS - SORTIE ROOM

The ADMINISTRATOR is still talking to ERNEST and NELSON.

ADMINISTRATOR
Yes men, I know it's hard to take, but another one of our agents has burned out.

ERNEST
Who is it Sir? Tell us!

NELSON
(quietly, bored)
Calm down Ernest.

ADMINISTRATOR
Operative Arthur has gone sour.

ERNEST
(suspiciously)
Yeah, I always knew there was something funny about that guy...

ADMINISTRATOR
That's not the problem, though. The problem is that he has been renegade for a full twenty minutes now without being apprehended and we need support from you two. He needs to be brought into hall monitor status as soon as possible.

NELSON
Understood, sir.

ADMINISTRATOR
And Nelson...

NELSON
Yes sir.

CONTINUED

ADMINISTRATOR

Get some coffee and cigarettes into your system. You're not as enthusiastic as your partner.

NELSON

Yes sir.

ERNEST

Thank you sir!

5 EXT. "JUNGLE" - NIGHT

We hear an ear-wrenching high-pitched noise. The MAN grasps his ears and falls to the ground. Blood begins pouring from his ear canal. Suddenly, fluorescent lights shine overhead, and we see that it is not a jungle the man has hidden within, but a greenhouse of a department store. The sound of helicopters were coming from the P.A. system. NELSON and ERNEST appear in front of the MAN, their figures looming over him. ERNEST is holding a toy pistol that reads "Johnny Ear-Be-Blown."

ERNEST

Thought you could get away from us, didn't you! Good thing we had this Johnny Ear-Be-Blown. You should be ashamed of yourself. A real M.I.B. could escape on renegade status for more than twenty minutes.

NELSON

(grabbing the pistol and throwing it on the ground)

Shut up, Ernest. He wasn't going anywhere. you didn't have to use that.

MAN

(talking incoherently)

It's not right, okay? It doesn't make any sense! All of this killing... for what?

ERNEST

Your crime: treason. Your punishment: hall monitor in a junior high school. I don't have any respect for you.

NELSON

Will you just shut the fuck up!

CONTINUED

ERNEST

Well I don't! If you're going to become renegade, you shouldn't hide in the department store headquarters!

NELSON

Look, Arthur. You just burned out. I've seen it too many times. Let me just change the mixture in your chemo cranial implant, and you'll be all right.

MAN

I don't want to be a hall monitor! Please!

ERNEST and NELSON hold the MAN down while ERNEST places a pistol to the MAN's neck. ERNEST pulls the trigger, producing a hissing sound from the gun. The demeanor of the MAN immediately changes from a scared rabbit to one of false authority.

MAN

(eyeing ERNEST suspiciously)

Say, I don't recognize you. You're not a teacher! Do you have a hall pass?

NELSON

(producing a piece of paper)

Here it is.

The three of them begin walking off.

MAN

Sorry to be so hard on you guys. You can't be too sure these days. All these students trying to get into the restroom illegally to smoke cigarettes

6 EXT. STORE - NIGHT

NELSON, ERNEST and ARTHUR are walking outside to a black oldsmobile. Nearby, a HIPPIE in an overcoat surreptitiously watches the abduction of ARTHUR. A plain BROWN SEDAN sits nearby.

7 INT. OLDSMOBILE - NEXT DAY

The black Oldsmobile rolls through the city. NELSON is driving with ERNEST as passenger. ERNEST is flipping through a notebook.

CONTINUED

NELSON
Is that all for today?

ERNEST
I think we've got another one.

ERNEST reaches for a clipboard that hangs on the dash.

ERNEST (cont)
Yeah, one more, but it's a quickie.

NELSON lights a cigarette.

NELSON
Good.

8 EXT. APARTMENT COMPLEX - LATE AFTERNOON

MRS. WEEB ADAMSKI, a ragged woman in her mid sixties, parks her 1965 Chevrolet Impala in the covered parking space next to her apartment. She removes several bags from the passenger side, then carefully locks the car. She then hurries over to a huge row of mailboxes just a few yards away. She opens her box and pulls out the mail, noticing that several letters have been opened and censored.

MRS. ADAMSKI
I knew it...

She looks around suspiciously then closes the mailbox.

9 INT. BLACK OLDSMOBILE - LATE AFTERNOON

ERNEST and NELSON watch MRS. ADAMSKI scurry into her apartment building.

ERNEST
I told you we should have taped the mail up.

NELSON
You gotta have some finesse, Ernest. You don't just rip up mail and paste it back together again. An M.I.B. doesn't leave tracks.

ERNEST
An M.I.B. gets the job done.

CONTINUED

10 INT. APARTMENT - DAY

MRS. ADAMSKI's tiny apartment is cluttered with various forms of UFO memorabilia. She is sitting on her couch, closely scrutinizing her mail, when a knock at the door is heard. She jumps up.

MRS. ADAMSKI

No! Go away! This is the wrong place!
You've made a mistake!

The knocking continues, growing louder. MRS. ADAMSKI undoes about fifty locks, leaving one chained. ERNEST sticks part of his slightly wicked, smiling face through the crack.

ERNEST

I've come with greetings from the
Company.

She slams the door on ERNEST, contorting his face horribly. He screams.

MRS. ADAMSKI

(terrified, to herself)

It's them!

NELSON

(from outside)

We'd like to ask you a few questions if convenient. May we come in?

MRS. ADAMSKI

I'm an old woman. I don't know anything.

ERNEST (o.s.)

Were you not on a radio talk show on the night of June 11th discussing your purported contact with a self-propelled, self-luminous extraterrestrial vehicle?

MRS. ADAMSKI

(very suspicious)

Well... maybe I was and maybe I wasn't.
You reporters?

NELSON

We're from...

CONTINUED

NELSON and ERNEST turn simultaneously to look at each other.

NELSON (cont)

...NASA, and we'd like to make some inquiries about the size and shape of the craft.

ERNEST

We have reason to believe that it was a weather balloon.

MRS. ADAMSKI indignantly unlocks the chain and allows the two men in. They both appear to be sympathetic and understanding.

MRS. ADAMSKI

(steamed)

It was no damn weather balloon! I'll have you know that it blinked it's lights at me and shot laser beams into my skull and when I woke up it was seven days later! Why, I even have the suction scars on my stomach, see...

She lifts up her shirt, trying to show them her stomach.

NELSON

You poor thing. It must have been horrible to endure.

MRS. ADAMSKI

It was! It was!

MRS. ADAMSKI (cont)

(softening up)

Why, I still have bad dreams where this heat ray comes down from the sky while I'm in my underwear...

ERNEST retrieves a small notebook from his pocket and interrupts her.

ERNEST

That's all very well ma'am, but we have our questions. You are Mrs. Weeb Adamski?

MRS. ADAMSKI

Maybe...

ERNEST

CONTINUED

Husband, Lionel K. Adamski was an immigrant atomic fabricator, deceased thirteen years, seven months, and three days ago? Do you occupy this unit singly?

MRS. ADAMSKI

I... I... have my niece. She's at the Safeway. We needed a few things. Pork rinds... motor oil...

11 EXT. CITY STREET - DAY

We see the niece of MRS. ADAMSKI. Her name is CHERYL, and she is happily walking home with two large grocery bags, one filled with motor oil, and the other with bags of pork rinds.

12 INT. APARTMENT - DAY

ERNEST

Mrs. Adamski, it has come to the attention of, uh...

NELSON

NASA.

ERNEST

...NASA's attention that you have reported several of these alleged alien encounters to the local authorities and have made other various claims regarding the so-called UFO phenomenon.

MRS. ADAMSKI

Who are you?

NELSON nods to ERNEST, who goes to the door and locks all fifty locks.

MRS. ADAMSKI (cont)

You're going to murder me!

ERNEST

(very friendly)

Our business is highly secretive and confidential Mrs. Adamski. I'm sorry if our precautions in the interest of national security have alarmed you.

(to NELSON)

The file didn't mention a niece.

CONTINUED

NELSON looks around the cluttered apartment.

NELSON

You're quite the UFO buff, aren't you Mrs. Adamski?

ERNEST

Yes. A little publicity would go a long way toward establishing your credentials within the lunatic fringe, wouldn't it?

MRS. ADAMSKI

You're not from the government! You're here to murder me!

NELSON

(soothingly)

I can assure you ma'am, we are from the National Airplane and Spaceship Alliance investigating the alleged UFO phenomenon. We will gladly show you our credentials.

MRS. ADAMSKI

Yeah, let me see some badges!

NELSON

Be happy to oblige. You see, you really don't have any cause to be alarmed.

NELSON and ERNEST smilingly reach into their pockets, but instead, they produce guns, which they use to shoot MRS. ADAMSKI. Her body recoils from the shots and lands in a nearby chair.

ERNEST

(eagerly)

Did you see that Nelson?! She was transforming! Another nano-second and she would have been a mass of scales and teeth!

NELSON

You did good partner. Maybe that rookie inexperience is finally wearing off. You're beginning to think like a real operative.

ERNEST

Yeah. Hey, did you like it when I told her we-

NELSON

CONTINUED

(suddenly)

We better hurry, we don't have much time.
The niece could come back.

ERNEST

Okay! You don't have to get testy! I've had
just as hard a day as you have.

NELSON

I'm sorry. I'm just a little bit on edge lately.
I don't know, sometimes, when we plug
these old ladies, I get kind of depressed...

ERNEST

(alarmed)

What are you talking about? Did you apply
your medication today?

NELSON

Of course I did! You know what the
Company will do if you're caught not taking
medication. I'll get over it.

ERNEST

(quietly)

I hope so. This sympathy crap you've been
showing is a real drag.

NELSON

Hey, this must be the niece.

NELSON eyes a photograph of CHERYL ADAMSKI, the niece, on the wall.
NELSON stares at the photograph and ERNEST at the BODY.

ERNEST

So what's it going to be?

NELSON

Huh? Oh, uh, says in the orders
Spontaneous Human Combustion.

ERNEST

Most efficient!

NELSON removes the photograph from the wall and pulls out a spray can from
his coat, surreptitiously slipping the picture frame into the now empty pocket. He
starts spraying something all over MRS. ADAMSKI's body.

NELSON

DCX-9. It's odorless, colorless and spot
burns bodies to a raging inferno in seconds,

CONTINUED

while leaving the surrounding environment virtually untouched.

ERNEST

I bet this job was a real bitch to pull off in the old days.

NELSON

Yeah, I heard they actually had to use gasoline back in the fifties.

He finishes the spray job and sets the can down onto the coffee table.

NELSON (cont)

We have so much to be thankful for with technology. Here, take this and put it in her mouth. It's for the fire department.

He hands ERNEST a cigar, who places it in MRS. ADAMSKI's mouth. ERNEST walks to the door as NELSON pulls out a match and strikes it. He hesitates for a moment. ERNEST turns around, looking gravely concerned.

ERNEST

What's the matter?

NELSON

(distantly)

Nothing.

He bends over to light the fire and stands back. MRS ADAMSKI goes up in flames; ERNEST is obviously pleased, warming his hands in the fire.

ERNEST

God, I love my job.

13 EXT. DISCOUNT DEPARTMENT STORE - DUSK

NELSON and ERNEST pull into the rather large parking lot in their black Oldsmobile. NELSON drives over to the right side of the lot and parks among a row of identical black Oldsmobiles. At the front of the parking space is a sign that reads, "M.I.B. Operative Nelson and Rookie Ernest."

He and ERNEST get out of the car and walk in silence into the K-Mart-like store. A moment passes and the BROWN SEDAN from earlier cruises slowly by the entrance.

CONTINUED

14 INT. DEPARTMENT STORE - DUSK

NELSON and ERNEST move comfortably through the aisles towards the back of the store. None of the many BARGAIN SHOPPERS seems to notice them. The men reach the end of one of the aisles and come to a door with a sign marked "BASEMENT:PRIVATE. M.I.B. Operatives Only! No Public Restroom." NELSON pushes a button on the door and rolls up his sleeve as a small panel opens. A needle pops out and takes a blood sample from his well-punctured arm.

NELSON

God I wish they'd figure out a better security code.

ERNEST sneers in contempt and pushes his arm forward for testing. He winces and cries like a baby as the needle stabs into his (less-punctured) arm.

15 INT. BASEMENT - DEPT. STORE - DUSK

The MEN IN BLACK silently walk down the last several stairs into the dark basement. It is very moody and depressing, barely lit by a single, low-watt light bulb. The unconcealed pipes leak overhead, dripping rhythmically. The sound of the falling water echoes softly as it hits the floor. The room is only about eight feet square and it seems that there is nowhere to go.

A rather large pile of boxes lines one wall; they are each prominently labeled with the name of the department store. Stamped also on the sides is, "Suits: Black #120." The two men stand in front of the stack of boxes. NELSON reaches above a dripping water pipe and flips some kind of switch. Gears turn and the box-lined wall slowly rotates, revealing a hidden passage. The light from the concealed hallway falls into the room, casting elongated shadows of the two men. They enter the corridor and the wall of boxes closes behind them. The room is dark again.

16 INT. HALLWAY - NIGHT

NELSON and ERNEST walk down the gray, cinder-block-walled corridor. They move past several rooms, some of which we can see into. A TEACHER lectures behind a door prominently marked "TRAINING" with smaller letters below it that say "Recruit Level 0." Everyone in the room (as well as the Basement) wears black suits. We can hear strains of the TEACHER's speech:

CONTINUED

TEACHER

...cannot be allowed to further contaminate the people of Earth. Gentlemen, this suit, and your determination, are the only thing standing between us and alien lawlessness. Handle them both well...

NELSON and ERNEST walk past another open door. We hear another INSTRUCTOR.

INSTRUCTOR

Pour the fluid! Light the match! Don't hesitate maggot! This isn't a game, pussies!

NELSON and ERNEST move past another open door that appears to be an employee lounge. A MAN sits comfortably, sharpening a screwdriver, watching SESAME STREET on the television.

The MEN IN BLACK pass a pair of silent monitor screens as they reach the end of the hall and a door labeled "SORTIE RECONNAISSANCE." Two MEN exit as they enter. The senior men greet each other.

M.I.B.

Operative.

NELSON

Operative.

17 INT. M.I.B. HEADQUARTERS - SORTIE ROOM

Again, NELSON and ERNEST are standing in front of the ADMINISTRATOR.

ADMINISTRATOR

Gentlemen, I have increased your quota for today. There was a lot of alien activity in the pacific two days ago, and Operative Arthur was supposed to handle it. I've distributed his load to you two.

ERNEST

Yes sir! Thank you sir!

NELSON says nothing.

CONTINUED

ADMINISTRATOR
Operative Nelson, is that okay?

NELSON
Yes sir.

ADMINISTRATOR
You look a little peaked today. Can Ernest here get you anything, say a cigarette or a cup of espresso?

NELSON
No sir. I was just thinking of Operative Arthur. he was a good man...

(quickly)
But we did the right thing!

ADMINISTRATOR
Of course you did! But if you need anything, just ask. That's what rookies are for.

ERNEST bristles at this last remark.

ADMINISTRATOR (cont)
You're our best man, Nelson. Been with us the longest. Only you know the importance of toeing the line with these alien incursions. So take care of business, gentlemen.

ERNEST
Yes sir! Thank you, sir!

NELSON and ERNEST head for the door.

ADMINISTRATOR
And gentlemen, don't forget to pick up some cigarettes on the way out. We got a new shipment of menthols!

As they exit the room, an M.I.B. hands them boxes of cigarettes and coffee beans.

18 INT. POLICE STATION - NIGHT

CHERYL ADAMSKI stands in front of a Sergeant's desk, enraged. She is perky and attractive and in her late twenties.

CONTINUED

CHERYL

I want to know what happened to my Aunt!
She was murdered!

SERGEANT

Her name?

CHERYL

Mrs. Weeb Adamski.

The SERGEANT flips through some papers.

SERGEANT

Here it is. Came in yesterday afternoon at 4:55 ... and 5:05... and later at 5:39. She was in pretty bad shape. Says here it was spontaneous human combustion. No foul play suspected.

CHERYL

No foul play!

SERGEANT

Looks like pretty much an open and shut case of spontaneous human combustion. SHC in the field. An autopsy is scheduled for tomorrow at 8:00... and 8:45... and 9:52. Until then, we won't know much more.

CHERYL

Open and shut case! Bastards!

She storms off. The SERGEANT waits a moment, then picks up the phone and dials.

SERGEANT

Yeah... yeah... She came in. Just now. No, I didn't say anything! I swear!

19 EXT. NELSON'S APARTMENT - MORNING

NELSON walks over to the waiting Oldsmobile. He gets in and ERNEST drives the car off.

NELSON

Thanks for picking me up today.

ERNEST

No prob. Here's the day's itinerary.

CONTINUED

He hands NELSON a huge, dictionary-sized, pink three-ring binder. He flips through the pages.

ERNEST

Say, I heard from the grape vine that Adamski girl showed up at the police department yesterday.

NELSON perks up immediately, but he pretends to be non-chalant. He continues to flip through the binder as they talk.

NELSON

Really? What did she want?

ERNEST

Aaah, she was crying real hard and stuff.

NELSON

Well, I guess we did kind of wipe out her grandmother.

ERNEST

It was her aunt! You think that was the reason?

The two seem puzzled for a second. NELSON sees something in the binder, though, which diverts his attention.

NELSON

Damn! An entire cruise ship was corrupted this time. The subjects went through a level nine conversion.

ERNEST

Level nine?! Jesus, their playing hard ball. (beat, gritty) Well, we'll just have to show 'em who's in charge of this planet.

ERNEST smiles as he steps on the gas.

20 EXT. STREET - DAY

NELSON and ERNEST are walking around an outdoor mall. A LUNATIC can be heard off-screen in the background. As they get closer to him, we hear that he's rambling on about an apocalyptic destruction of the world by UFO invaders. (NELSON and ERNEST's conversation overlaps his for a few minutes.)

NELSON frequently rubs and smells his hands.

CONTINUED

NELSON

Oh, man. I've still got that fluoride concentration smell in my hands.

ERNEST

I told you that you should have put on the vulcanized gloves.

LUNATIC

Your children are becoming their agents; they learn their training by playing video games! Soon, the time will come when they'll stop trying to save the Princess, and they'll turn to saving their little alien brothers and sisters!!

NELSON continues to wring his hands.

NELSON

Do you ever get the feeling that no matter how much you wash, the smell just won't come out?

ERNEST

No.

They stop and join the CROWD of just under a dozen people that is listening to the deranged man. They wait a few seconds, then proceed to stiffly heckle him. (They read from the pink binder.)

LUNATIC

We must flee now, to the nearest safe planet, before it's too late!!

ERNEST pulls a bullhorn out of nowhere; the LUNATIC stands four feet away.

ERNEST

Your sister drinks gutter water!

LUNATIC

Listen to me, people, please!! The end is soon!

ERNEST

Your mother's a monkey!

LUNATIC

Some of them are already here, preparing for the invasion! They are controlling your thought waves through television!

CONTINUED

NELSON
 (clumsily)
 That's what you think!

ERNEST
 (whispering to NELSON)
 Actually, he's right about that one.

NELSON
 Really?

ERNEST
 Yeah, it was in the latest bulletin.

21 EXT. GROCERY STORE PARKING LOT - DAY

NELSON stands guard as ERNEST loosens the bolts on the seat belt of a Plymouth. We cut to moments later and they wait in the Olds, watching a LITTLE OLD LADY carefully put two grocery bags into her car. She gets in, buckles up and starts the engine. As she pulls out, she loses her footing on the gas and the car jumps back. She slams her foot on the brake and the recoil sends her body towards the dash: her safety belt malfunctions and her head bounces like rubber against the steering wheel. NELSON nods to ERNEST, who checks her name off a long list.

22 EXT. MALL - DAY

The outdoor market is extremely crowded. NELSON and ERNEST stand in an empty doorway, waiting. A briefcase-carrying COLLEGE PROFESSOR in his early forties exits a store across from the nearly hidden MEN IN BLACK. The PROFESSOR doesn't see that they are looking right at him; he proceeds to walk the length of the mall. NELSON and ERNEST follow.

The PROFESSOR walks briskly through the crowd of people mingling about the various food and merchandise stands. He scratches his elbow through the patch on his corduroy jacket, turning slightly: just enough to see the two men out of the corner of his eye. He thinks nothing of it as he continues on his way.

Something catches his attention to his left and he carelessly bumps into an OLD LADY. The scuffle turns him around, at which point he spots NELSON and ERNEST. The PROFESSOR bends over to help the LADY pick up something she dropped. Still kneeling, he looks up and sees that the men have disappeared.

Having no reason to suspect anything, he turns and resumes his walk. Cutting back to the shot where the M.I.B.s had vanished, we see them suddenly come out

CONTINUED

of the woodwork: they had been hiding the entire time, but we (and the PROFESSOR) failed to spot them. They continue their pursuit.

SOMEONE stops the PROFESSOR, asking him for the time. The movement turns him around once again, which allows him to see NELSON and ERNEST. He brusquely turns away from the STRANGER who wanted the time, speeding up his pace.

He gets a few yards, looks quickly over his shoulder and sees... no one. The MEN IN BLACK have vanished again. Feeling paranoid and insane, he starts to jog down the mall.

Cutting back to the second shot in which NELSON and ERNEST were gone: we see them reappear from nowhere once more. (They deftly hid among some clothes racks.) The masters of deception proceed.

The set up occurs yet again: the PROFESSOR now sees the reflection of the MEN IN BLACK in a huge mirror that two WORKERS carry across his path. This time, he's pissed. Determined to confront his trackers, he turns around, but NELSON and ERNEST aren't anywhere to be seen.

Frantic, the PROFESSOR jumps into a nearby taxi, looking out the back window of the cab for a long time, as it drives off into the distance. Cutting back to the third shot: the two men materialize from behind a pair of street lamps. (This time the feat seems impossible, because the lamps look much too thin to hide them.)

NELSON and ERNEST stand still, watching the cab in the distance, smiling evilly.

23 INT. LUNCH ROOM - JUNIOR HIGH SCHOOL - DAY

A BOY and GIRL hold hands in the lunch line; they are very endeared to one another. We see a close-up of one of his notebooks-- it has the words "UFO FAN CLUB" on it. The couple split up for a minute as the BOY goes into the restroom and the GIRL sits down at a table with her tray of food. ARTHUR, the renegade M.I.B. from earlier is present; he appears almost brain-dead as he absent-mindedly looks around the room, watching over the CHILDREN as they eat their lunch.

24 INT. BOY'S RESTROOM - DAY

ERNEST stands in front of one of the urinals in the empty restroom. The BOY enters and stands a few feet away. He places his books on the flat surface above

CONTINUED

the urinal. ERNEST looks over and sees the Fan Club insignia. He sneers for a second, then coolly turns to the BOY.

ERNEST

You know that girlfriend of yours?

BOY

Yeah?

ERNEST

You know, she was out with the captain of the football team last night.

BOY

She was what?!

ERNEST

They engaged in intercoursal fertility dependent relations.

BOY

What are you talking about!

ERNEST

They had sex kid!

25 INT. LUNCH ROOM - JUNIOR HIGH SCHOOL - DAY

NELSON tries to be non-chalant as he mills around with the students.

NELSON sits down next to the GIRL.

NELSON

You know that boyfriend of yours?

GIRL

(uneasily)

Yeah...

We see the BOY angrily walking out of the restroom. He sits down next to his GIRLFRIEND and she proceeds to stick a plastic fork into his head.

26 EXT. JUNIOR HIGH - DAY

ERNEST and NELSON stand outside, looking in. ERNEST grins acerbically as he checks off two names from the list on his clipboard. They walk off.

NELSON

Did you see Arthur sitting there?

CONTINUED

ERNEST

No, I didn't. How's he doing?

NELSON

(sadly)

One afternoon there, and he seems to have... adapted.

27 INT. M.I.B. TRAINING ROOM

The eight rows of chairs are full with MALE AGENTS. They face a blank wall, talking amongst themselves as they wait. TRUMAN, an operative in his mid twenties walks to the front of the crowded room as NELSON and ERNEST sit down in the boring gray room. TRUMAN pushes a button on the wall and a panel slides to the left, revealing a large TELEVISION SCREEN.

TRUMAN

The transmission is about to begin, gentlemen.

They quiet down as he pushes another button and sits down in the front row. The ADMINISTRATOR appears, looking very sober.

ADMINISTRATOR

Operatives, we solemnly gather here today to bid adieu to a wonderful agent with the Company...

His lips move randomly as a spliced-in, deeper VOICE says:

VOICE

Arthur.

ADMINISTRATOR

...who served us well during his...

VOICE

(quickly)

Six months, twenty-seven days and fourteen minutes.

ADMINISTRATOR

I know I don't need to tell you how much...

VOICE

Arthur.

CONTINUED

ADMINISTRATOR
...meant to the Company.

An image of a BLACK CASKET being wheeled into a crematorium appears on the screen as the ADMINISTRATOR speaks. Huge flames pulverize the casket to ashes in three seconds flat, taking out one of the PALLBEARERS as well.

ADMINISTRATOR (cont)
He worked hard to uphold the standards and convictions of the Company and the country at large before he...

VOICE
(rapidly)
Freaked out as a hall monitor and took Truman hostage.

A few AGENTS tenderly pat TRUMAN on the back. One even places a supporting hand on his knee. TRUMAN clears his throat emotionally.

ADMINISTRATOR
I'm sure he will be as greatly missed by you as he will be by me. May he live long in the heaven of his...

VOICE
Catholic.

ADMINISTRATOR
...faith.

(tearing)
Thank you, gentlemen.

The MEN cough touchingly and turn uncomfortably in their chairs. The ADMINISTRATOR pops back for a second, instantly jovial.

ADMINISTRATOR (cont)
And don't forget your coffee and cigarettes gentlemen! Remember!-- nicotine and caffeine work hand in hand to keep your reflexes sharp!

TRUMAN stands up, in his hand a basket filled with cigarette packs and bags of coffee beans. Some OPERATIVES take the coffee beans, which they eat like popcorn. TRUMAN copes ardently with his task as host until an AGENT hands him a handkerchief, which acts as a light switch to his emotions. Sobbing, he grabs the hankie. ERNEST is unperturbed by all the display.

CONTINUED

ERNEST
(to NELSON)

I knew it was a mistake to take him alive. A
traitor's a traitor.

NELSON just looks at ERNEST in disgust.

28 INT. HALLWAY

ERNEST and NELSON walk down the hall, towards the exit. ERNEST pops coffee beans into his cigarette-filled mouth. NELSON is walking quickly, obviously upset.

ERNEST
What's eating you?

NELSON
(still slightly emotional)
You just don't get it, do you? Arthur didn't
crack up. We saw him earlier today.

ERNEST
I don't get you, Nelson. You gotta start
living in the **now**. All you can talk about is a
job we did earlier today. Some beans?

ERNEST offers NELSON a handful of coffee beans. NELSON slaps them away in disgust, the beans scattering all over the floor. ERNEST is left suspiciously shaking his head.

29 INT. DENTAL OFFICE - DAY

NELSON and ERNEST wear clown masks. They slip unnoticed into one of the small "operating" rooms and close in on a NATIVE AMERICAN MAN, who is reclined in a dental chair, his eyes closed, listening to music on a pair of headphones. NELSON grabs the nitrous oxide mask and smothers him. He dies with a smile on his face.

30 EXT. APARTMENT BUILDING - NIGHT

NELSON pulls the car over to the curb, an absent look on his face. We see him say good-bye to ERNEST through a pair of night binoculars, held by a MAN in a BROWN SEDAN across the street. We can't make out who the person is; he

CONTINUED

watches ERNEST get out of the car. NELSON pulls away from the curb and drives away. ERNEST watches the car grow smaller in the distance as he takes a micro-cassette recorder from pocket. He then removes a hidden microphone from his lapel and wiggles it wickedly in his hands.

31 INT. NELSON'S APARTMENT - NIGHT

The small efficiency apartment is furnished plainly, with only a queen-size bed, couch, and coffee-table. The furniture is as drab and boring as the graying walls. NELSON stands in front of a full-length mirror along one wall. He furiously combs his hair, first one way, then another. He takes his suit jacket on and off, all the while talking on the speaker phone, to an older, FEMALE VOICE.

VOICE #1

Are you sleeping okay? Do you eat regular?
Are you saying your prayers? Do you go out
to the malls to see all of your friends?

NELSON is absorbed in his reflection.

NELSON

Yes mama. I gotta go now.

VOICE #1

You just called! Something's wrong, I can
tell it! I know my son's voice...

NELSON

I just wanted to check in. That's all.

VOICE #1

You know honey, Elvis couldn't confide in
anyone either. And they killed him for it,
baby.

NELSON

Mama...

VOICE #1

He died for our sins honey...

NELSON

(impatiently)

Just tell me goodnight. They way you used
to mama.

VOICE #1

What?

NELSON

CONTINUED

(pleading)
Just tell me goodnight!

There is a click on the speaker phone and another VOICE comes on the line.

VOICE #2
(computerized)

Your contracted time limit for Dial-A-Mom has been reached. Please call again or, to continue your soothing conversation with your Mother, please authorize another twenty five dollars.

NELSON hangs up. He stands, staring at his image in the mirror. He pulls out his gun and looks at it, then flings it across the room.

He seems torn by his emerging search for a new identity. He takes off his suit jacket and tie and sits on the edge of the bed. He pushes a button on the phone and it dials automatically. NELSON's voice, when he speaks, no longer has any power in it. He is weak and distraught.

VOICE #3
(pre-recorded)

You have reached the Central Confessional Library. Remember -- all confessions are kept strictly confidential and cannot be used against you except in emergency situations. Please state the nature of your confession.

NELSON
I'm going crazy.

VOICE #3
That is not a confession, but a condition. Do you wish to speak to the computer psychiatrist?

NELSON
No... I want to make a confession.

The speaker phone clicks and another VOICE speaks. It is soothing, albeit computerized.

VOICE #4
Welcome to Computer Psychiatrist. Our extensive database of therapeutic programs are waiting to help you. You have many programs from which to choose: Freudian

CONTINUED

Analysis, Dream Therapy, Transactional Analysis or Cognitive Evaluation.

VOICE #4 (cont)

What caused you to decide to use this service? Please be specific.

NELSON

I don't know. The confessional sent me over here by mistake.

VOICE #4

And how did that make you feel?

NELSON

Maybe I should just log off.

VOICE #4

Hmmm. Tell me more.

NELSON

Well, it's just that... I'm thirty-one now and I've never seen... or been... with a naked female before. (beat) I don't know what's wrong with me actually. Or maybe I do know. Maybe it's my job...

VOICE #4

Interesting. And you think this is causing problems in your life?

NELSON

I keep looking in the mirror trying to see if something's wrong with me, but after a while, I can't tell.

VOICE #4

Hmmm. I see.

NELSON

I just see all of these peo-- I mean, those things, rather, that I kil-- I mean, de-actuated. And in my mind they wear black suits and look like me.

VOICE #4

Go on.

NELSON

(beat)

I feel myself slipping...

The phone clicks again. The THIRD VOICE returns.

CONTINUED

VOICE #3

You have reached the Central Confessional Library. Remember -- all confessions are kept confidential except when it is in your best interests to disclose them to the authorities. Please state the nature of your confession.

NELSON

It's my job. I think I'm cracking. You see, it's a highly specialized field, and...

VOICE #3

Cases requiring psychiatric evaluation are handled through the Computer Psychiatrist.

NELSON hangs up. The dial tone echoes loudly through the apartment as he looks at his reflection in the mirror again. He dials the phone once more and we hear another FEMALE VOICE. This one is much more suggestive.

FEMALE VOICE

Hello there, I'm Kitten and you have reached the Manhole Phone Line for electronic companionship. So fax me a photo of your favorite love slave and we'll make her beg you for a change.

NELSON removes the photograph of CHERYL ADAMSKI and sticks it into a fax machine at the side of the room.

FEMALE VOICE (cont)

Then just leave me your Visa or Mastercard number and your style of erotic at the beep and we'll prepare your made to order love slave within two hours.

The FEMALE VOICE makes a lurid beep sound. NELSON stares at the picture of CHERYL coming out of the top of the fax machine. He hangs up the phone and lowers his head, holding it in his hands. The phone starts to ring, but he seems afraid to pick it up.

32 EXT. BOAT YARD - DAY

ERNEST hands a set of keys to a FATHER, whose FAMILY waits happily in a small motor boat sitting next to the dock.

CONTINUED

ERNEST

It's all yours!!

The FATHER gets into the boat, smiling enthusiastically. NELSON removes the line securing the boat and steps back. The FAMILY says "Thank You!" and wave. The MEN IN BLACK quickly pull out guns and riddle the boat with bullets. NELSON looks thoughtfully at the sinking boat.

NELSON

It just seems like such a waste. A whole brand new boat. We could have used it for barbecues on the lake.

ERNEST

Your no darn fun anymore Nelson.

(pouting)

You used to like shooting up boats.

33 INT. M.I.B. LOCKER ROOM

NELSON is sitting in the middle of a long metallic bench, tying his shoes. Gray lockers line the walls. A video monitor is submerged in the far wall. ERNEST stands a few feet away from NELSON, in his undershirt. He reaches into his open locker and removes a plain white dress shirt.

NELSON

Hand me my implant, would you Ernest?

ERNEST grabs the small, red pistol-like device from the locker and hands it to him. NELSON places the opening at his temple and shoots it. He spasms mildly, then sighs with relief. He drops the "gun" on the bench. It is labeled with the words "CHEMO-CRANIAL IMPLANT" in black letters. NELSON's name is embossed in calligraphy below it.

ERNEST

(hurt)

Boy, you haven't been any fun at all this morning. I thought you'd like the way I handled the news helicopter crash today...

NELSON

(stiffly)

It could have been done with a little more finesse. You don't just crash a helicopter. It's an art.

CONTINUED

He picks up the implant gun from the bench and hands it back to ERNEST, who is wounded by NELSON's insult.

NELSON (cont)

I think this must be yours. It didn't settle too well. Maybe I'm coming down with something.

ERNEST looks at him suspiciously out of the corner of his eye. They finish dressing in silence. ERNEST completes his uniform with a tie as the video screen alights and a VOICE comes over the loudspeaker.

VOICE

Attention all operatives. The dress for today is black number 130.

ERNEST

Damn! And I'm wearing 207.

He begins to change into an identical black suit. NELSON heads for the door.

ERNEST (cont)

Uh, why don't you go on out to the car. I'll catch up with you in a few minutes.

NELSON
(absently)

Okay.

34 INT. HALLWAY - DAY

NELSON pushes the button to open the hidden door. We see ERNEST in the distant background peek his head out of a door. He watches NELSON exit and then sneaks into the SORTIE RECONNAISSANCE room.

35 INT. SORTIE ROOM - DAY

ERNEST walks in and the TV monitor pops on. The ADMINISTRATOR's stern face appears.

ADMINISTRATOR

How is it going?

ERNEST

I clocked him. Fifteen seconds.

ADMINISTRATOR

Highly irregular.

CONTINUED

ERNEST
I have it on tape.

ERNEST removes the micro-cassette recorder from his pocket and plays it.

ERNEST (tape)
Come on, Nelson, what's the matter?

NELSON (tape)
Nothing.

The tape makes a small pop. NELSON's voice sounds a little odd.

ERNEST (tape)
Throw the match Nelson! For God's sake
man!

NELSON (tape)
(stiff)
No-- I won't do it! I won't! You hear me!

ERNEST (tape)
For the love of all that is true with the
Company-- throw the match!!

ERNEST stops the tape.

ERNEST
As you can see, a full fifteen seconds to
throw the match.

ADMINISTRATOR
Quite irregular. NELSON has never had
trouble with anything relating to human
combustion in the past. So you think he may
be experiencing burnout.

ERNEST
I don't know. I just see what I see.

36 EXT. HOUSE - DAY

The familiar black Olds parks in front of an earth-tone colored house, in an unusually quiet suburban neighborhood. NELSON and ERNEST get out and walk across the lawn towards the front door.

ERNEST
Another torch job?

CONTINUED

NELSON
(distantly)

Yeah.

He reaches into his pocket for the can of DCX-9, but it isn't there.

NELSON (cont)
Oh shit. I forgot the spray can.

ERNEST
(upset)
Great!

They stop in the middle of the lawn.

ERNEST (cont)
Where'd you leave it?

NELSON
It must be back in our locker.

ERNEST
It can't be. I closed it up and it wasn't in there...

A look of horror comes across NELSON's face.

NELSON
Uh oh.

ERNEST
What?

NELSON
I know where it is.

A long pause.

ERNEST
Well? Are you going to tell me?

NELSON
I left it at that old lady's house. The combustion one we did a couple of days ago.

ERNEST
(furious)
You, what?! You left it--?! Do you know how many regulations you just broke?! Jesus! And I had to be there too!

CONTINUED

NELSON
Calm down, we'll get it back.

They start to walk back to the car.

ERNEST
Get it back?! Damn it Nelson, if the Chief finds out about this, we'll be lucky to get probation. Damn! I won't even be eligible for my Six Months in the Field Pin. Not to mention my Ten-thousandth Torching Bonus.

NELSON
Don't sweat it Ernest. We'll get the can back. Trust me.

ERNEST gets in the car and shuts the door on his line.

37 EXT. MRS. ADAMSKI'S APARTMENT - DAY

NELSON and ERNEST wait patiently in the Olds. ERNEST is pissed. A minute goes by and they see a YOUNG WOMAN come out of the apartment building.

ERNEST
That's her there. The granddaughter.

NELSON
Niece. She sure is pretty.

ERNEST
Pretty?

He watches her get into her car and drive off.

ERNEST (cont)
She's no Shirley Jones, but she's okay.

They get out of the car and walk towards the apartment.

38 INT. APARTMENT HALLWAY - DAY

NELSON is sluggishly working the lock to MRS. ADAMSKI's apartment with a credit card. ERNEST stands impatiently to the side.

ERNEST

CONTINUED

Would you hurry up already? We're way off schedule as it is... I don't want to miss Instructor Trout's class on Abyssnian Pudding Tortures.

NELSON

Chill out, Ernest. We'll catch up.

He gets the door unlocked.

NELSON (cont)

Besides, it's a boring class anyway.

39 INT. MRS. ADAMSKI'S APARTMENT - DAY

They walk in and shut the door. NELSON meticulously scans the apartment for the spontaneous-human-combustion spray can.

NELSON

(slowly)

If you've seen one Abyssnian Pudding Torture, you've seen them all.

ERNEST

(still pissed)

Yeah, well I haven't seen any. Did you find it yet?

NELSON checks a table at the far end of the room and finds the can. ERNEST cunningly pulls out a small camera and takes a picture of Nelson picking up the can. NELSON sees the flash and quickly whips around.

NELSON

(startled)

What was that?!

ERNEST looks at him blankly, his hands empty.

ERNEST

What was what?

NELSON shakes his head and moves towards the door.

He notices that the couch is covered with used pieces of Kleenex, as well as the several empty boxes scattered around the living room. NELSON picks up a handful of the soiled Kleenexes.

NELSON

CONTINUED

(absently)
I wonder why she cries so much...

ERNEST
Look -- you found the can-- now can we get
out of here?

(looking around)
All of this UFO crap gives me the creeps...

NELSON
Yeah... Yeah, let's go.

He sticks the handful of Kleenexes into his coat pocket and turns for the door.

NELSON (cont)
Tell me seriously Ernest. Do you think that
by torching her grandmother, we might have
somehow hurt her feelings? I mean, so
much, after two days?

ERNEST
(stupidly)
I don't see how.

40 EXT. CORN FIELD - DAY

The black Olds is riding around in circles, making deep tracks. ERNEST is looking at his clipboard. He crosses off "Mysterious Tracks in Cornfield" off a long list.

NELSON
Why don't we finish that house in the
suburbs later... Didn't we have something on
this side of town?

ERNEST
Yeah, we've got pick up the trail on that
clod lecturing on government documents
obtained through the Freedom of
Information act. See who he talks to, what
kind of alien connections he has.

ERNEST starts cracking his knuckles and says his next line through his teeth.

CONTINUED

ERNEST (cont)

Maybe convince him to find another line of work...

NELSON

Still no contact?

ERNEST

Only if necessary.

(beat)

Tell you the truth, I'm kind of relieved. I think I burned my trigger finger in our little fire the other day.

NELSON

You'll get used to it. It'll get so the heat won't bother you as much as the smell.

41 EXT. COLLEGE CAMPUS - DAY

NELSON and ERNEST sit in their parked car, waiting for someone to come out of one of the nearby campus buildings.

STUDENTS shuffle by, but they fail to notice the conspicuous automobile. ERNEST flips through a file folder, looking at several photographs of the graying COLLEGE PROFESSOR whom they were tailing earlier in the week. ERNEST looks up and sees the man come out of a building.

ERNEST

There he is.

NELSON starts the car as ERNEST gathers the file together and sticks it into the glove box. The PROFESSOR gets into a nearby car and pulls out of his parking space. NELSON waits a moment, then proceeds to follow him.

Both cars make a series of turns, ending up on a crowded four lane avenue.

In the PROFESSOR's car: he puts on a Beatles tape and starts to sing along with the song. (Possibly "Nowhere Man.") He removes a bag of candy, which he starts popping in his mouth. The candy crunches, making his singing nasty and distorted. His eyes bounce around the road, watching for traffic and babes on the street. He briefly glances up into the rearview mirror and sees the black Oldsmobile. Thinking nothing of it, he continues to look ahead.

CONTINUED

But slowly, it begins to bother him -- those guys look a little too familiar to him. He looks into the rear view again and the black car is still there. The presence of the automobile begins to eat away at him. Worried, he turns around in his seat and looks out of the back of the window to get a better look at the threatening car, but suddenly, it's gone.

Relaxed, he turns around and gets back into the song. A moment passes and he casually looks back into the rear view mirror. The Olds is back.

Panicked, he drops his bag of candy, which spills all over the car seat next to him. He nervously looks over his shoulder and does a double take -- the car is gone once again.

Somebody honks a horn at him as he swerves into the nearby lane. He swiftly regains control of the car, jittery and out of breath. The PROFESSOR reaches for a cigarette in his coat pocket. He pushes the lighter on the dash of the car, waiting impatiently for it to heat up. The lighter pops out and he grabs it, trembling as he lights his cigarette. Seeing the street he needs, he makes a right turn. Feeling safe, he again looks in the rear view: the black sedan is there.

The PROFESSOR's grip tightens on the steering wheel. He takes a few deep breaths, gathers his strength and rapidly turns around, to find -- no car. The man is really losing it now, as we cut back to the Oldsmobile:

And NELSON and ERNEST silently turn to each other, smiling sadistically.

Back in the PROFESSOR's car: he's hyperventilating into a brown paper bag, barely able to control his car.

42 INT. LIVING ROOM - DAY

An ODD VOICE cries off screen. It's pleading for it's life. NELSON and ERNEST close in on it, cigarettes hanging out of their mouths, cans of DCX-9 in their hands pointed at the unseen victim.

ODD VOICE (o.s.)
No! No! I'm just a child!

They close in on it, fingers pressing hard on the spray can buttons.

ODD VOICE (o.s.)
No! No! Not on the feathers!

CONTINUED

The VOICE squawks loudly. We hear a lot of ruffling and banging, still off screen. The MEN IN BLACK finish their spraying. The camera turns slowly to the right, revealing a COLLAPSED PARROT in a still-swinging bird cage. NELSON takes a final drag from his cigarette and tosses it onto the brightly feathered BIRD which immediately goes up in a burst of flames.

NELSON speaks to the flaming bird.

NELSON
That'll teach you to go flying out of your
cage, looking for UFO's.

Satisfied, the men turn around and walk out.

43 INT. APARTMENT BUILDING - DAY

NELSON tightens a strand of nearly invisible wire above the top step of a very long staircase. He plucks the taught wire and smiles, then quickly jumps into the shadows and joins ERNEST as a NEIGHBOR walks up the stairs. NELSON and ERNEST wince as the NEIGHBOR drops and bends over to pick up a piece of mail, just missing the grisly piece of wire. They sigh as the guy goes to unlock the door of his apartment, just as a FAT MAN in his fifties comes out of his.

NEIGHBOR
How was the cruise?

FAT MAN
(grinning widely)
Oh, it was great. Saw things you wouldn't
believe...

NEIGHBOR
I'll guess I'll have to try it one of these days.

The NEIGHBOR enters his apartment and the FAT MAN continues down the hall. He walks right into the wire strand which effortlessly removes his head. Instantly dead, his body and head fall noisily down the steps. The NEIGHBOR, having heard the noise, comes out of his apartment. His head gets sliced off as cleanly as the FAT MAN's. NELSON scribbles in his notebook.

NELSON
(writing)
... extensive collateral damage in operation
#567-G.

CONTINUED

44 EXT. HOUSE - DAY

NELSON and ERNEST get in the car. ERNEST checks off the name "Suspicious Parrot Robert" from the list on his clipboard.

NELSON

Status?

ERNEST

Well, with the additional cases we won't be finished for three weeks.

NELSON sighs heavily. There is an uncomfortable pause.

ERNEST (cont)

Well, what do you want to do?

NELSON

I suppose we should do a seminar.

ERNEST

Check. I'll get the cards in the boxes this afternoon.

NELSON starts the car and they drive away. The BROWN SEDAN can be seen in the distance as it starts up and drives off, following the MEN IN BLACK.

45 EXT. MAILBOXES - SERIES OF SHOTS - DAY NIGHT

Various PEOPLE from all walks of life get postcards in the mail that read:

CONGRATULATIONS _____!! YOU HAVE WON A BRAND NEW 7" COLOR TELEVISION!! PLEASE COME TO OUR SHORT, AFTERNOON PRESENTATION AT 34 RIVER DRIVE TO RECEIVE YOUR FREE TV!!!

ROBERT HARRISON, a man in his mid thirties, is one of the "lucky" recipients.

ROBERT

(slightly suspicious, to himself)

That's tomorrow.

46 INT. MRS. ADAMSKI'S APARTMENT - DAY

We are in the Adamski apartment. CHERYL is present with a HIPPIE. She is counseling him.

CONTINUED

CHERYL

So, don't you think it's time you stopped living in the sixties and get off drugs?

HIPPIE

I can't, man. It's my whole identity. I look around, and all I see are **suits**, man. Without color. Like, all my life people have been trying to take the color out of my life. It's a battle, man. Drugs remind me of what I have to live for.

CHERYL

I know what you mean about the colorless suits. They seem to be appearing everywhere.

This comment arouses suspicion in the HIPPIE. He drops his Hippie facade for a moment.

HIPPIE

(leaning forward)

You've been seeing suits hanging around here?

CHERYL

Just so many cops, I guess. With my Aunt dying and all.

HIPPIE

(his facade returning)

Wow man, cops are like so uncool.

CHERYL

(thinking)

Yeah, yeah they are.

47 EXT. FIELD - NIGHT

NELSON and ERNEST stand in the middle of an unidentifiable, empty meadow, letting weather balloons covered with Christmas lights into the night sky. ERNEST crosses off a line on his clipboard.

NELSON

Ernest, don't you find it the least bit strange that we set all of this stuff up, only to turn around and stop it?

ERNEST talks into his lapel.

CONTINUED

ERNEST

(stilted)

No. The Administrator calls it baiting. And a good and clever policy it is. Why do you keep asking such weird questions Nelson?

NELSON

(quietly)

No reason.

48 EXT. RAIL YARD - NIGHT

A DRUNKEN MAN stumbles along the tracks of a deadly quiet rail yard. He sings "Someone to Watch Over Me" to himself. His song is cut short when he sees a brightly colored glow rising slowly in the distance. No sooner does he see the mysterious object, when the black Olds screeches up to a halt. The BUM turns and sees NELSON and ERNEST coming toward him.

NELSON

Think you saw something, did you?

BUM (drunkenly)

See? Me-- no. Idn't see nothing.

ERNEST

Well, maybe you did and your just saying you didn't. Guess we're gonna have to make sure of that, now aren't we?

BUM

I swear, Idn't-

ERNEST

Guess we're gonna have to introduce you to a friend of ours. His name is Sal- NELSON grabs the BUM from behind. ERNEST pours a bottle of pink liquid down his throat.

ERNEST (cont)

Monella.

The BUM chokes and drops to the ground. The MEN IN BLACK leave him, coughing.

A police car can be seen in the distance.

CONTINUED

49 EXT. STREET - NIGHT

A Police Car flashes it's lights and pulls NELSON and ERNEST over. ERNEST slips out of the car as the COP approaches the driver's side.

COP

Didn't I just see you harassing some guy over by the train tracks?

NELSON

Why no Officer, we're law abiding...

ERNEST swiftly slips up behind up him and grabs the COP's jaw and forces it open. NELSON pours a container of acid down his throat. The COP melts into a puddle. ERNEST jumps back into the car and they drive off. Seconds later, a stray dog appears and begins licking up the blood and ooze which was once the COP. The dog quickly dissolves as well.

50 INT. OLDS - NIGHT

NELSON looks into the rear view mirror at the distant cop car.

ERNEST

Man, I'm beat.

NELSON

Yeah. Sometimes killing cops gives me the willies.

ERNEST looks at him, troubled.

51 INT. NELSON'S APARTMENT - NIGHT

An ELDERLY WOMAN is cleaning the apartment while NELSON lies on his bed. The WOMAN is obviously not related to NELSON.

NELSON

You don't look anything like my Mom, you know.

WOMAN

I am a reasonable facsimile based upon a large data bank of mothers. My personality is matched through all available information based upon your genetic predisposition and your somewhat confidential psychiatric evaluation. Now get your shoes off the bed.

CONTINUED

NELSON

My mother was good.

The "Mother" picks up the picture of CHERYL.

WOMAN

She's not for you. She's trash.

NELSON snatches the picture from her.

NELSON

Give that to me!

WOMAN

(sappily)

What's the matter, baby?

NELSON

I want my real mother. She loved me.

WOMAN

Relax. I'm your mother now, sweetheart. As long as your credit line lasts.

NELSON looks at the picture of CHERYL. He pulls from his pocket a postcard offering a free color TV. It has her name on it.

52 INT. ROOM - NIGHT

This unidentifiable room is quite dark; we can barely see what NELSON and ERNEST are doing. They are kneeling side by side and their arms extend out of the frame. They are reaching down, trying to control something we can't see.

A moment passes as their occupation continues. A FEMALE ARM suddenly waves by, from below the frame. It comes back for a second as it hopelessly tries to stop the MEN IN BLACK. Suddenly, the ARM drops and the men relax.

ERNEST

(pouting)

Why am I the one who always has to hold them down? I want to work neck sometime.

NELSON leans back and takes a deep breath.

NELSON

That's what tenure's all about my friend.

CONTINUED

They stand up and the camera moves back, revealing the dead woman's BODY. NELSON reaches into his pockets for some cigarettes. He pulls out two and lights them.

NELSON (cont)
What the hell is this?

He removes the cigarettes from his mouth, disgusted.

NELSON (cont)
Why in the hell did you get menthols? You know how much I hate them!

ERNEST
It was all that was left. They were out of everything else. What's the difference? We still look cool..

NELSON
Damn! There's nothing I like more than a good cigarette after a cancellation, and you have to ruin it for me.

EXT. HOUSE - NIGHT

ERNEST and NELSON walk out of the house of the woman they just strangled.

ERNEST
Whew! I'm beat. What a day...

NELSON is quiet.

ERNEST (cont)
By the way, it doesn't have any smell.

NELSON
What doesn't?

ERNEST
Fluoride. It's odorless.

NELSON
(worried, smelling his hands)
Oh.

53 EXT. RESTAURANT PATIO - DAY

The COLLEGE PROFESSOR and a female colleague of his, named REBECCA, sit at a table with a large umbrella above it. The PROFESSOR faces the glass

CONTINUED

walls of the indoor section of the restaurant, while his "date" faces the street. They are looking at menus.

REBECCA

Well, have you decided?

PROFESSOR

(dazed)

Huh?

REBECCA

For lunch. Have you decided what you're going to order?

PROFESSOR

Oh, uhhh... I guess I'll have the head cheese.

He puts the menu down.

REBECCA

There's no head cheese on the menu.

PROFESSOR

Goddamnit! I want some fucking head chee- The PROFESSOR freezes as he sees NELSON and ERNEST staring at him from inside.

PROFESSOR (cont)

(terrified)

There they are.

REBECCA

Who?

The PROFESSOR turns away from the window, too afraid to look.

PROFESSOR

Those two men I was telling you about. The ones that have been following me. She turns and looks. The MEN IN BLACK are gone.

REBECCA

There's nobody there.

The PROFESSOR turns back quickly.

PROFESSOR

What? But they were there just a minute ago!

CONTINUED

REBECCA

Well, they're gone now.

(under her breath, to herself)

If they were there at all.

PROFESSOR

(looking back at her)

What? What did you just say?

REBECCA

Say? I didn't say anything.

PROFESSOR

Yes you did! I just heard you! You said "if they were there at all" and I-

He stops abruptly. NELSON and ERNEST smile at him.

PROFESSOR (cont)

They're back.

He quickly hides his head in his menu. REBECCA looks at him, amused. A moment passes and, out of curiosity, she turns towards the restaurant. The MEN aren't there. Smiling, she turns back and peruses her menu.

REBECCA

(still reading)

Your friends are gone.

PROFESSOR

They're what? My who?

He looks up and sees that they aren't there.

PROFESSOR (cont)

They were a second ago and they aren't my friends...

(beat)

Rebecca-- please switch seats with me.

REBECCA

(slightly angry)

Do what?

PROFESSOR

Exchange seats with me.

REBECCA

Really, Professor Hen-

CONTINUED

PROFESSOR

--please? So I don't have to look at the window.

She looks at the hopeless puppy dog look on his face and reluctantly submits.

REBECCA

All right...

They get up and switch seats. Almost immediately, the umbrella closes on REBECCA and begins smothering her.

REBECCA

Help me Professor!

PROFESSOR

Omigod, it's them!

The PROFESSOR gets up and runs away in a panic.

54 EXT. 34 RIVER DRIVE - DAY

NELSON and ERNEST walk up to the plain looking office building, where a CROWD of people wait eagerly to get inside. NELSON unlocks the door as ERNEST works the crowd.

ERNEST

(excited)

Are you all ready to get your new 7" color TV?!!!

The CROWD yells "YEAH!"

ERNEST

All right!!

ROBERT HARRISON makes his way through the CROWD to ERNEST.

ROBERT

Hey, is this seminar thing gonna take long?
I really need to get back to work.

ERNEST

No, not too long. You'll be out of here before you know it.

ROBERT

Great.

CONTINUED

NELSON gets the door unlocked and the CROWD cheers.

55 INT. OFFICE - DAY

The office is blandly furnished with ten rows of chairs that face a podium and there are stacks of color TV boxes lined along the far wall.

The CROWD mills in; some sit down immediately, while others linger.

ERNEST

If everyone would just take a seat, then we can get started a lot faster.

ROBERT is one of those who remains standing. ERNEST approaches him.

ERNEST

Sir, if you'll take your seat...

ROBERT

I'd rather stand, if that's okay.

ERNEST

Please. It'll help us out if you'll just grab a seat, then you can be out of here quicker.

ROBERT reluctantly sits. NELSON makes his way to the podium.

NELSON

Thank you everyone for coming!

The last few people sit down and ERNEST walks up to the front of the room. He stands a few feet away from NELSON, who stares at a button on the podium.

NELSON (cont)

(nervously)

I'm sure you are all wondering what the subject of today's seminar is. Well... there isn't one, uhh...

ERNEST

(whispering)

Just push the button!

NELSON

Uhh, what I mean is...

CONTINUED

ERNEST
 (shouting)
 Push the damn button!!!

The AUDIENCE squirms, unsure of what is going on. ROBERT is about to get up as ERNEST leaps for the podium and slams his hand down on the button.

Trap doors underneath the chairs open up and the crowd falls through. A QUICK CUT to the outside of the building and a sign that reads, "Harvey's Fishstick Factory: Home of the Famous All You Can Eat Fishstick-O-Rama." CUT BACK and the chairs have risen, empty. NELSON stares out into the vacant room.

ERNEST
 What in the hell just happened to you?!!

NELSON shivers and goes out the front door.

56 EXT. STREET - DAY

NELSON rushes out of the office and ERNEST trails quickly behind.

ERNEST
 What the hell's going on?!

NELSON just keeps walking.

ERNEST (cont)
 One of those guys in there nearly got out of his seat and blew the entire set-up!! We coulda had a grade 10 disclosure in there!

NELSON
 I froze, that's all...

ERNEST
 You froze!! What the hell kind of game do you think this is?

NELSON
 (exploding)
 They're making them into fish sticks, Don't you understand! It's, well, it's.. not exactly right, okay?

ERNEST
 (casually, shaking his head)
 We grew up on those fish sticks, Nelson. I don't know. I guess it must be your nerves.

CONTINUED

They're the first thing to go when you get the... burn out.

NELSON
(snapping)

I'm not burned out! Don't you say that to me!!

ERNEST

After what happened in there and you say you're not burned out...

NELSON glares at him. There is an uncomfortable pause.

ERNEST (cont)
(sympathetically)

Look Nelson, you've been at this for ten years now. That's a decade in an occupation where the average career lasts only two years. Operatives have the highest burnout rate anywhere.

(snidely)

I don't have to tell you that; it's what you told me when you came recruiting on campus.

NELSON

It's just your imagination. Maybe the levels in my medication need adjustment. Nothing to worry about.

ERNEST

You know, I admire your ability to stay in the company for so long, but I see what I see.

NELSON

And what's that?

ERNEST

Sure, you're fine when it comes to a simple tracking or a little plain clothes fun, but when it's time for the big guns...

NELSON

(pissed)

Whatever you're saying Ernest, would you please spit it out.

CONTINUED

ERNEST

You're hesitating. Just now and when we torched that old lady the other day.

(beat)

I have it written down in my log book back in the car... Regulation XJ-807 clearly states that once the lighter has been lit, it must be used without hesitation. That's a direct quote from the manual Nelson. Same thing goes for that little stunt you just pulled.

NELSON

So do we always have to do everything by the book? Maybe I'm sick and tired of burning up all of the elderly woman around here... and sending strangers into the fish stick pit...

ERNEST

Listen to you! Do you want to crack up and get reassigned to some junior high?

NELSON

You wouldn't report me would you? I field trained you myself.

ERNEST shakes his head in disgust.

ERNEST

What would you have me do Nelson? It's no secret that you've personally eliminated at least a dozen burnout operatives. You told me that if they show any weakness or a resistance to the implants then that's it; they're gone.

(beat)

You're the one who always says that an M.I.B. without rules is just a lawless man in a black suit.

NELSON

(sighing)

Yeah, I guess I trained you too well, eh?

(beat)

Ernest, can I ask you something? Off the record?

ERNEST

CONTINUED

(reluctantly)
I guess so.

ERNEST leans in closer so he NELSON can talk into his bugged lapel.

NELSON
Did you ever think that when you're cutting
the brake lines on somebody's car or putting
uranium in their mustard that what we're
doing is, well, right or wrong?

ERNEST
(disturbed)
Are you all right? Did you check the
stimulant level in your implant?

A PANHANDLER with long hair abruptly bumps into them.

ERNEST
Son of a-
PANHANDLER
(tipsy)
Could you guys spare a quarter or something
guy?

ERNEST
A quarter you dreg!

ERNEST grabs the MAN viciously by his collar and slams him up against the wall. NELSON quickly pulls him off and tries to calm him down.

NELSON
Ernest! Relax!

The scared PANHANDLER stumbles backwards down the street.

NELSON (cont)
(pointedly)
Maybe I'm not the only one who is suffering
from some.. irregularities.

NELSON turns him around and they start to walk away from the BUM, who watches them go. He then turns around, hiding the front of his coat. He opens it and produces a sophisticated walkie-talkie.

PANHANDLER
Number 2 reporting.

CONTINUED

A VOICE from the walkie talkie speaks.

VOICE
Check Number 2.

PANHANDLER
Subjects heading due east. Identification
positive.

VOICE
Copy Number 2.

The PANHANDLER sticks the walkie-talkie back into his ragged coat.

57 EXT. CEMETARY - LATE AFTERNOON

CHERYL ADAMSKI stands alone in front of what looks like an automated teller machine. She holds an urn with her Aunt's remains inside. She places a credit card in the machine, presses a few buttons, and a deposit slot opens. She places the urn inside and stands, silent, for a few moments. A MAN waiting in line becomes impatient.

MAN
Hey lady, could you hurry up, I gotta bury
my dog!

She somberly presses a button, the door closes, and a 'woosh' sound like at a drive-up teller is heard. She leaves.

58 INT. NELSON'S APARTMENT - NIGHT

NELSON is dreaming. He is sitting on his bed, being held by the cruddy-looking PANHANDLER and a charred and still smoldering MRS. ADAMSKI. The PANHANDLER talks into a small communicator he holds in his hand.

PANHANDLER
Begin transference on my mark!

MRS. ADAMSKI
Have him disrupted!

NELSON
(shouting)
No! I had to do it! You aliens are a threat to
our way of life!

PANHANDLER
You sub-humans are a threat to all life.

CONTINUED

NELSON's phone starts to ring. NELSON struggles to get up.

PANHANDLER (cont)

Cool it man, you gotta hold still so we can vaporize ya!

The ADMINISTRATOR's voice is heard throughout the apartment.

ADMINISTRATOR

Attention all Operatives! Alien contact is a threat to national security and democratic civilization. Take care of business!

NELSON suddenly breaks free of his captors as the ringing phone abruptly ceases.

NELSON

(hollering)

I am not burning out!

This surprises MRS. ADAMSKI and the PANHANDLER.

PANHANDLER

We thought you were. You show all the signs.

NELSON

Well I'm not.

MRS. ADAMSKI

Then why are you having this nightmare?

MRS. ADAMSKI and the BUM fade into dust, snickering as they go. NELSON sits up and shakes his head. He pulls out the picture of CHERYL from his coat pocket and proceeds to undress. He dials the phone.

NELSON

Hello? You don't know me... I just wanted to say that... I'm sorry about your grandmother burning up and all...

(beat, smiling)

Yeah, sure... I'm naked.

CUT TO: NELSON sleeping, a smile appearing his face.

CONTINUED

59 INT. M.I.B. LOCKER ROOM

ERNEST walks into the locker room and finds NELSON standing tall in front of the mirror. ERNEST goes to his locker and takes out a couple of packs of cigarettes.

ERNEST

Well, I'm glad to see you in a better mood today. I would have hated to report you two days in a row.

NELSON misses ERNEST's last line, as he's too preoccupied with his reflection in the mirror. He straightens his tie.

NELSON

(grinning)

I'm a fully functional, exceptionally alert operative.

(beat)

Ernest-- can I get personal with you for a second?

ERNEST

(looking ill)

Please don't.

NELSON

I'll be brief. Ernest-- something happened to me last night. I can't really explain it, since I, don't remember everything, but... I feel like a vibrating exploding facilitator!

ERNEST

(puzzled)

Gee Nelson... that's great...

NELSON continues to dress. ERNEST looks at him for a moment, a look of genuine concern coming over him.

ERNEST (cont)

Nelson?

NELSON

Yeah?

ERNEST

Nelson? Is it you? I mean-- are you back?

CONTINUED

NELSON
 (smiling broadly)
 Dang right I'm back!!

ERNEST smiles thankfully.

ERNEST
 Okay... all right!

NELSON
 Are you ready?

ERNEST
 Yeah!

NELSON
 Let's locomote!

They butt heads and walk out.

60 EXT. SUBURBAN NEIGHBORHOOD - DAY

A television news van is parked in front of the CRISPY PARROT's earth-toned house. A CAMERAMAN is taping and the VAPID REPORTER is interviewing a BLUE-HAIRED LADY in her mid sixties, on her front lawn. They fail to notice NELSON and ERNEST dragging a MIDDLE-AGED NEIGHBOR out of his home, two houses down.

REPORTER
 So you're saying that your pet bird spontaneously combusted?

LADY
 That's right. I was at the shopping store this afternoon, and when I got home, my little parrot Robert was all crispy in his cage.

The NEIGHBOR breaks free and runs frantically back to his house.

REPORTER
 (overly empathic)
 My word! That's terrible.

NELSON and ERNEST catch him and drag him to their car. The REPORTER reaches out a caressing arm to the OLD LADY.

CONTINUED

REPORTER (cont)

If it's any comfort-- I've heard that there's a lot of that going around...

NELSON makes the tires scream as he pulls out. The REPORTER and OLD LADY don't even flinch.

61 EXT. PORCH - DAY

ERNEST and NELSON stand in front of a door at a house in a senior citizen retirement community.

ERNEST

Ready?

NELSON nods. ERNEST uses the knocker above a brass name plate that says "The Rosenbergs." MR. ROSENBERG comes to the door, wearing golfing clothes. MRS. ROSENBERG lingers in the background in her pink housecoat.

MR. ROSENBERG

Yes?

NELSON goes into his coat pocket, but only removes airline tickets. He reads from it.

NELSON

Mr. Rosenberg?

MR. ROSENBERG

Yes? What can I do for you?

MRS. ROSENBERG (o.s.)

Who is it Abe?

NELSON

We're from...

NELSON and ERNEST share a glance.

NELSON (cont)

...the Trillion Dollar Sweepstakes Corporation. Is that your wife, sir?

MRS. ROSENBERG walks to the door.

MRS. ROSENBERG

Yes, it's me...

CONTINUED

NELSON looks to ERNEST, who nods and suddenly sounds like a television announcer.

ERNEST

(jubilantly)

Mr. and Mrs. Rosenberg... you've won an all-expense-paid vacation to... Wyoming!

MR. ROSENBERG

We what?

ERNEST

That's right! You and your wife will be flown first-class on West Coast Air Lines to the fabulous Wyoming flatlands where you will stay for ten nights and days at the luxurious Wyoming Fill and Still!!

MR. ROSENBERG

All expenses paid?

ERNEST

That's right!! Meals, too!

MRS. ROSENBERG

But we just came back from a cruise yesterday. I-

ERNEST

Five hundred dollars in travelers checks!

MR. ROSENBERG

(to his wife)

Honey, that's a lot of money.

ERNEST

We'll even drive you to the airport!!

MRS. ROSENBERG softens up. She slowly gives her husband a hug.

MRS. ROSENBERG

Oh Abraham... this is the best second honeymoon anyone could ever ask for...

(dreamily)

Wyoming...

MR. ROSENBERG smiles broadly.

MR. ROSENBERG

Well, I guess we'll take it. What the hell.

CONTINUED

NELSON and ERNEST cheer.

ERNEST
(still ecstatic)
But you have to leave now!

MR. ROSENBERG
Now? I don't know if we can leave on such
short notice, I...

NELSON and ERNEST move back a step.

NELSON
(sadly)
I'm sorry sir, but the conditions of the
contest demand that you take your vacation
immediately.

MR. ROSENBERG
Well, honey?

MRS. ROSENBERG
(beat)
Oh, well... I guess so.

MR. ROSENBERG
What the hell! We're retired-- what else are
we gonna do?!

ERNEST and NELSON step back onto the porch and cheer again.

ERNEST
All right Mr. and Mrs. Rosenberg!! You
better hurry up and pack -- the flight leaves
in an hour!

MRS. ROSENBERG
An hour! Oh, well, we better hurry!

The ROSENBERGS shuffle back into the house. ABE stops and turns.

MR. ROSENBERG
You said you're going to give us a ride,
right?

NELSON
That's right, sir!

MR. ROSENBERG
Oh, good, good.

CONTINUED

MRS. ROSENBERG (o.s.)
You better call Julian and tell him we're
leaving!

ERNEST
(calling after them)
You can call him when you get there!

MR. ROSENBERG (o.s.)
We'll call him from the airport Rosa!

The ROSENBERGS are completely out of sight. NELSON and ERNEST smile to each other.

62 INT. OLDSMOBILE - DAY

NELSON and ERNEST are driving to the airport with the very excited ROSENBERGS in the back seat.

NELSON
Say Ernest, something just struck me. You
ever actually see an alien?

ERNEST
(aghast)
What? What are you saying?!

NELSON
I'm saying that in all my years, I've never,
you know, actually seen an alien. Don't you
think that's weird?

MR. ROSENBERG
(blurting)
We saw one the other day on our cruise!
Darted like a monkey in the sky!

ERNEST jerks around.

ERNEST
Sir-- I'm going to have to ask you not to talk
to the drivers. We're aren't insured for it.

He turns back and makes sure his lapel is in position.

ERNEST (cont)
What the hell do you think you're doing?

CONTINUED

NELSON

I just thought it was weird. Don't get all bent out of shape.

63 INT. AIRPLANE - SKY - DAY

The flimsy charter plane shakes mildly with a gust of wind. MRS. ROSENBERG is eyeing some of the other passengers.

MRS. ROSENBERG

Abe... I think I recognize these people here.

MR. ROSENBERG

Will you stop talking nonsense. We're going to Wyoming!

Suddenly, all the windows of the airplane burst open, and the passengers get sucked out by decompression. WE CUT to the outside of the plane with body parts flying everywhere.

64 EXT. OLD VICTORIAN NEIGHBORHOOD - DAY

We see NELSON and ERNEST walking down the sidewalk from the POV of a FEMALE HIPPIE named JULIE. JULIE stands on her porch and looks through the screen door. She nervously watches them as they seem to be coming to her house. She turns to the side for a second, seeing a fellow HIPPIE walking in the opposite direction, his head down, unable to see the approaching MEN IN BLACK. She cries out to him.

JULIE

Jim! Take cover!

JIM looks up, sees the men, then dives into the bushes. He peeks through the foliage and sees the MEN IN BLACK turning up the front walk of another house.

JIM

Like wow Julie, did you drop too many shrooms this morning?

JULIE

You can drop the slang vernacular Jim, they're out of earshot.

CONTINUED

65 EXT. FRONT PORCH - DAY

NELSON and ERNEST are ringing the doorbell of the PROFESSOR's house. They wait patiently, but there isn't an answer. They are just about ready to leave when the PROFESSOR's MOTHER arrives. She is a pleasant enough lady, with a tinge of absent mindedness.

MOTHER

Well, hello boys! Are you waiting for Professor Henry? He's my son, you know.

NELSON

Uh, yes, ma'am, that would be the case.

ERNEST

Are you expecting him ma'am?

MOTHER

Oh, no-- he's at work, now, up at the college. I'm just here to water the plants, you know. Little Richie is such a forgetful boy... all of his plants would be dead if it wasn't for me, where are you young men from?

ERNEST

We're with the...

NELSON and ERNEST meet eyes.

NELSON

... the Phone Company.

MOTHER

Oh, well, come right in!

She quickly unlocks the door and the men follow her in.

66 INT. HOUSE - DAY

She points them into the den.

MOTHER

CONTINUED

That's where his phone is. On the desk. I'll be off getting the water for the plants if you need anything.

NELSON

Thank you ma'am.

NELSON and ERNEST proceed to tear apart the PROFESSOR's office. They noisily rip books off the shelf, dig through drawers and pull down the drapes; they are not looking for anything in particular as much as simply destroying the place. ERNEST hears a floor squeak outside of the room, looks to NELSON and they stop. The sound of the MOTHER's footsteps disappears down the hall. The MEN IN BLACK proceed to further destroy the office, even louder than before. The MOTHER can be heard once again. They freeze.

The MOTHER peeks her head in the door and the room looks clean and tidy, as it did when they first arrived. She sees ERNEST looking closely at the bottom of the phone. NELSON holds a penlight to help him see.

MOTHER

How're you boys doing? Okay?

NELSON

(gently)

Yes ma'am. Everything's fine.

MOTHER

Good. Would you like some soda pop?

NELSON

No thank you ma'am, we're fine.

MOTHER

Okay, well you let me know if there's anything I can get you.

NELSON

Yes ma'am. Thank you.

She leaves the doorway and NELSON nods to ERNEST, who goes over to an eight feet high and six feet wide bookshelf and rips it off the wall.

The MOTHER pops her head back in.

They are looking at the phone.

The room is pristine.

CONTINUED

MOTHER

Are you sure about the soda?

NELSON

Yes ma'am, no thank you.

ERNEST

(quietly, to NELSON)

I wouldn't mind a glass.

NELSON

Serviceman uh.. Bill here wouldn't mind a glass, ma'am.

MOTHER

Okay, I'll be right back.

67 EXT. GAS STATION - DAY

ERNEST is pumping gas. NELSON sits in the car, waiting. He checks to see if ERNEST is looking, then he reaches over into the glove box and removes a file folder. He opens it and searches through various papers as ERNEST goes in to pay for the gas. NELSON finds the picture he is looking for, that of CHERYL. He looks at her fondly, then sees ERNEST returning to the car. He slips the file into his pocket.

68 EXT. STREET - DAY

They are driving. It is quiet for a moment.

NELSON

(too casually)

So what did eventually happen to that girl?

ERNEST

What girl?

NELSON

The granddaughter. Is she all alone now?
No husband?

ERNEST

What do you care?

NELSON

(coolly)

For the follow up.

CONTINUED

ERNEST

(suspiciously)

No, the records said she isn't married.

(beat)

Get a grip on yourself, Nelson. You're the one who always talks about stoicism in our work! We can't let silly things like...

(disgustedly)

... feelings get in our way!

NELSON

Okay, okay. I was just wondering if we covered our tracks, or if we should go by and do a quick cover-up.

ERNEST says nothing. He seems angry.

NELSON (cont)

Don't be mad.

ERNEST

I'm not mad. I'm just disappointed.

NELSON

I must be coming down with the flu. Maybe I'll get some vitamins to put in my implant.

ERNEST

We're not authorized for pleasure stops today.

69 INT. SWIMMING POOL - SENIOR CITIZEN'S HOME - DAY

The MEN IN BLACK place several heaters into the pool. The heaters give off light at the bottom of the pool, and the water begins to boil. The M.I.B.s disappear as HAPPY OLD PEOPLE jump in and begin flailing helplessly.

70 INT. MRS. ADAMSKI'S APARTMENT - DAY

MRS. ADAMSKI's niece CHERYL is watching a TV aerobics show while eating dinner. There is a knock at her door. She gets up to turn the TV down.

CHERYL

Who's there?

VOICES are muffled from outside. Reluctantly, she goes to the door and answers it. NELSON and ERNEST enter slightly, blocked by CHERYL.

CONTINUED

ERNEST

Excuse us for intruding young woman, but we're from... Headquarters, here to make a few follow up inquiries concerning the death of your grandmother...

CHERYL

She was my Aunt and let me see some badges right now.

They retrieve two badges very dramatically, as if they might pull out guns. She lets them in and extends a plate of dessert snacks.

CHERYL (cont)

Well... okay. Want a Ho-Ho?

NELSON and ERNEST disdainfully recline.

CHERYL (cont)

What do you want to know?

NELSON

Well, it isn't often that we come across these cases of spontaneous human combustion...

CHERYL

Ha!

ERNEST

Ha? Do you dispute the legal finding?

CHERYL

Just hold on a second. I want to show you something.

She gets up and goes to the other room and noisily forages for something.

ERNEST

Why are we here? We aren't authorized for any follow up! I can't believe I let you talk me into this. There's no need at all; we're taking a huge risk and we'd better have a good reason...

NELSON

Look... I sort of feel responsible...

ERNEST

What?!

CONTINUED

NELSON

Don't worry.

ERNEST

Stop saying that to me! I'm beginning to get worried... Besides, I don't like her uncooperative attitude. I think a little warning here would suffice...

He smiles and reaches into his coat. NELSON grabs his arm.

NELSON

No!

ERNEST reluctantly pulls his hand out of his coat. CHERYL comes back into the room, an cigar butt in her hand.

CHERYL

(defiantly)

Listen, I told those other cops same as I'm telling you. My Aunt did not smoke cigars. She had a corn cob pipe. Now, you can call it what you want, but all I know is I come home from Safeway with my arms full of pork rinds and motor oil and I see this big black car pull away...

ERNEST looks at NELSON in alarm and begins writing.

CHERYL (cont)

...and I walk in here and put my keys down on the little phone table and I take off my purse and I look up and see that my Aunt Weeb's on fire. You can't tell me someone didn't kill her. Why? Why would they do that?

ERNEST

I see. Do you mind?

He takes the cigar from her and places it in a baggy with an official looking label.

CHERYL

They just gave me that back today. They were testing it.

CONTINUED

NELSON

Our equipment is more sensitive, so it may yield more information.

CHERYL

I'll bet.

ERNEST

We just have one more question miss.

NELSON

Have you ever heard your grandmother...

CHERYL

Aunt!

NELSON

I mean, Aunt, speak of, oh I don't know, say or meet with anything unusual: any different kinds of things or maybe people, domestic or perhaps... alien?

ERNEST

(nearly rabid)

Have you, yourself been involved with any of these alien alliances? Do you own a credit card? What's the limit?

CHERYL

I have a gold card buddy!

NELSON

Thank you, you've been very helpful.

ERNEST

No she hasn't! Listen Miss, we want some answers!

CHERYL

Let me see those badge numbers. I'm going to report you.

NELSON

I think we got all we need Ernest.

ERNEST

Then why did we come here Nelson?

NELSON

We'll talk it about it later partner.

(to CHERYL)

CONTINUED

I apologize for the unofficial remarks.

CHERYL

Tell me something. Do you guys really buy that spontaneous human combustion stuff? I mean-- how is that possible?

ERNEST

(stubbornly)

It is the legal finding.

NELSON pushes ERNEST towards the door.

NELSON

We're very sorry for troubling you.

NELSON shoves ERNEST out the door and walks out.

ERNEST (o.s.)

I'm not through yet!

NELSON (o.s.)

Sure you are partner.

ERNEST jumps back in.

ERNEST

I've got some more questions.

He advances towards CHERYL, a deranged look in his eyes.

ERNEST (cont)

What magazines do you subscribe to?! Are you now, or have you ever been a member of the-

NELSON grabs him by the collar and yanks him out the door and closes it. A pause and NELSON walks back in.

NELSON

Partner's had too many impl-- too much coffee.

He turns to go again.

CHERYL

Well, be sure you got all you need. This whole thing is kind of depressing for me to talk about, you know?

CONTINUED

NELSON
(stopping)
I'm... sorry.

71 INT. NELSON'S APARTMENT - NIGHT

NELSON wearily unlocks the door, removing his suit coat as he enters. He tosses it onto the bed as he walks into the kitchen and removes a cappuccino in a can from the refrigerator. Twisting off the tab, he swallows a mouthful from the can and sits down onto the edge of the bed. He looks at the phone at debates for a moment whether or not to pick it up.

Impulsively, he grabs it and pushes one of the memory buttons, which dials the phone automatically. A familiar sultry voice answers.

VOICE
Hello there, I'm Kitten and you've reached
the Manhole Phone Line for electronic

VOICE
companionship. If you'll just fax me a
picture of-

NELSON swiftly hangs up the phone, knowing that she can't give him what he needs. He's depressed for a moment, but then he remembers something: a piece of paper in his pocket, which he removes. He looks at the hastily written number and contemplates dialing it.

He takes a deep breath and a swallow of cappuccino and decides to give it a shot. NELSON sets the can down on the floor and calls the number. CHERYL's answering machine turns on, but NELSON's arm is already in motion; he hangs up the phone. The look of sadness returns to his face.

72 INT. MEN'S RESTROOM - AFTERNOON

A BUSINESSMAN walks into a stall. We see his pants drop from outside the stall.

CUT TO::

73 INT. BOILER ROOM

NELSON and ERNEST drop PIRANHAS into the main toilet line in the plumbing system.

74 INT. MRS. ADAMSKI'S APARTMENT - NIGHT

CHERYL is away. It is quiet at first, only the gentle sound of crickets... or is it frogs? in the background. The sounds grows to a roar. We hear a thump, and then another. Suddenly, a cascade of hundreds of rocks and frogs fall from the ceiling.

Then it stops as suddenly as it began. A pause and a key turns in the door. CHERYL, carrying groceries, enters and is buried in an avalanche of croaking slime pouring from her front door.

75 INT. M.I.B. LOCKER ROOM - NIGHT

NELSON is dressing. ERNEST walks in; he has papers in his hands and he is very angry. He moves in to NELSON, his microphoned lapel nearly in NELSON's face.

NELSON

(jovially)

Ernest, don't be mad...

ERNEST

Don't give me that. I want to know who changed the rock and frogging time for the old lady's apartment!

NELSON

(coolly)

I did, why?

ERNEST

Because we had it scheduled for yesterday afternoon! The girl wasn't even there last night! What good are rocks and frogs falling from the ceiling if nobody's there to see it?

NELSON has nothing to say.

ERNEST (cont)

(patiently)

She's one of them Nelson. I can't believe that you don't see that.

NELSON

You don't know that for sure.

ERNEST

You messed up bad this time. Do you know how long it takes to clone that many frogs for a rush job?!

ERNEST leans in closer, thrusting his lapel into NELSON's face. Suddenly, NELSON grabs ERNEST by his lapels and rips out the microphone.

NELSON

You've been taping me you fucker!

ERNEST slowly regains his composure.

ERNEST

I had to report you. You're showing all the signs. Otherwise I might have to take the heat and I got four-hour vacation coming up.

NELSON

How can you do that to me? Just because I accidentally slip up once in awhile and show a little cheap compassion?

ERNEST gently places his hand on NELSON's shoulder. NELSON sags.

ERNEST

(quietly)

Nelson, you were a good Company man for many years. You did your job well. But, as it must happen to all M.I.B.s, your time has come. The strain of being one of the elite has snapped your mind and turned you into a... (with extreme distaste) ...a human being.

NELSON stands up and replies angrily, but slowly, through his teeth.

NELSON

Listen you rookie! I trained you from a wimpy college freshman into a keen minded operative that can out-think anything from this particular galaxy! Just because I happen to be under a little strain... you're ready to railroad me and work in a fine promotion for yourself! Well I'm not going to monitor

CONTINUED

some hallway, challenging punks for their passes!

(sneering)

You don't have the sense to know the true impact of my actions! You don't think I knew that you were taping me? Ha! I know all the tricks. Hell, I invented half of them!!

(bit unconvincingly)

I was just going along with it, as a sort of joke. Kind of.

ERNEST

Loss of the elite commanding spirit always manifests itself in similar behavior patterns. Page 79 of the manual. You know what the alternative is as well as I do Nelson. I'm just telling you this as a friend.

There is a long pause. NELSON seems deflated.

NELSON

Confidentially?

ERNEST crosses his fingers behind his back.

ERNEST

Sure buddy.

NELSON

I'll straighten out Ernest. Honest I will...

ERNEST

(sighing)

Groveling... M.I.B. burn out stage four. Right here in the manual, Nelson.

NELSON storms out. ERNEST stays behind, smiling devilishly as he puts the microphone back into his coat.

76 INT. NELSON'S APARTMENT - NIGHT

NELSON open his door just as his "Mother" is about to leave, suitcase in hand.

NELSON

Going somewhere?

WOMAN

CONTINUED

You're a pig! And your credit line has run out! A woman of my caliber costs, you know!

She pushes past him and walks out. NELSON shuts the door and takes his coat off. He sits blankly on the edge of his bed, the speaker phone unit next to him. His mind starts to drift off to sleep. The phone rings and a sultry WOMAN's VOICE is heard.

VOICE

Oooh, you know what you do to me... That voice of yours is a real turn on.

NELSON is silent. He turns slightly and looks over to the couch and sees CHERYL sitting there, her arms crossed.

VOICE

Talk to me.

CHERYL

(harsher tones)

Talk to me. Tell me what happened. I need to know what's going on... I'm confused.

(beat, softer)

I'm scared.

VOICE

Why settle for her when you can have all of your dreams?

NELSON is torn between CHERYL and the phone.

CHERYL

I knew you'd save me...

VOICE

Only your credit line can come between us.

CHERYL

I need you.

A metallic, robot-like VOICE comes over the phone.

VOICE #3

Warning! You have exceeded on-line credit allotment. Please authorize another forty five dollars on your Visa or Mastercard or your connection will be terminated immediately.

CONTINUED

CHERYL looks at him pleadingly as the dial tone is heard.

CHERYL

Why settle for dreams when you can have
all of me? I'm the only real thing in your
life...

NELSON holds his head in his hands, uncertain. He rubs the fatigue from his eyes and looks up again at the vacant couch. Determination slowly takes hold of him. Grabbing his coat, he leaves.

77 INT. MRS. ADAMSKI'S APARTMENT - NIGHT

CHERYL is on her hands and knees, picking up dead frogs and rocks and putting them in a bucket. Her phone rings and she answers it somewhat testily.

CHERYL

Hello?

(beat)

Hello?!

Nothing. She is furious.

CHERYL (cont)

Who is this?!

She slams the phone down.

CHERYL (cont)

Weirdo!

78 INT. APARTMENT COMPLEX - NIGHT

NELSON nervously hangs up the pay phone in lobby of MRS. ADAMSKI's apartment building. He heads for the door, but stops -- he turns around and walks to the stairs, finally bent on his goal.

79 INT. MRS. ADAMSKI'S APARTMENT - NIGHT

CHERYL is still cleaning up rocks and frogs. There is a timid knock at the door. She answers it.

NELSON

May I come in?

CONTINUED

CHERYL

I told you guys that I'd get you the money to bury my Aunt as soon as I can! Now leave me alone!

NELSON

No Miss, there must be some mistake. I'm not the mortician. Perhaps you don't remember...

CHERYL

Oh, yeah... the cop. Look, I told you all I know.

NELSON

Looks like I came at a bad time.

CHERYL

(emotionally)

Why can't you do something about this? Look at it! Who would do something like that? If you can't find who killed my Aunt you could at least prevent people from doing something...

She looks around helplessly.

CHERYL (cont)

Do you know what it's like to come home to a room full of rocks and frogs?

NELSON

I imagine that it would be better than being in the room when they arrive.

They both look down and see a frog that she missed; they bend down simultaneously and grab it. Their hands meet. NELSON pulls away quickly and stands up again.

CHERYL

What's your name again?

NELSON

Nelson.

CHERYL

I'm Cheryl. Adamski. Of course, you know that.

CONTINUED

They shake hands.

CHERYL (cont)

You're kind of pale for a cop. Where's that short guy who was with you the other day?

NELSON

Well, this is sort of an unofficial call...

CHERYL

It is?

She doesn't seem displeased.

80 EXT. STREET - NIGHT

CHERYL and NELSON are walking. He has a look of tenderness in his eyes, like he's found something for the first time in his life.

NELSON

Do you still miss them?

CHERYL

A day doesn't go by that I don't. I mean, my parent's died when I was only eleven. That is a fairly impressionable age. A large part of me has stayed eleven, too.

(suddenly conscientious)

Oh God, I'm probably boring you to death.

NELSON

No, not at all! I love family stories.

They both seem confused for a minute by what he said, then NELSON's face turns red.

NELSON (cont)

(stammering)

What I mean is... that, people telling stories, or uhh...

CHERYL

(laughing)

That's okay. I know what you meant.

They both laugh for a moment, but it dies uncomfortably and the conversation becomes sober once again.

NELSON

CONTINUED

How did they... terminate existence?

CHERYL

You mean die? An accident in my Dad's garage. He was a weekend scientist, you know, test tubes in the basement and all that...

(fondly)

I remember hurrying home from school every afternoon, dying to get to watch him mix up his chemicals, and see what new concoction he was working on...

CHERYL (cont)

(somber)

One afternoon I came home and rushed down to the basement and saw my Dad sitting at his workbench, Mom standing next to them, and they...

(crying suddenly, stammering)

...they were on melted... only their eyes were left in a puddle of flesh...

She is really sobbing now. NELSON looks at her confused, not sure what he should do. Finally, he clumsily reaches out his hand and puts it on her shoulder. She caves in to his touch, hugging him. Somewhat shocked, he returns the hug, eventually becoming quite relaxed and comfortable as he caresses her.

CHERYL (cont)

(still crying)

The police said that one of Dad's experiments must've exploded or something, but Dad never even had any acid in the basement...

They walk silently for a moment, then eventually return to conversation. We see them laughing and talking about a variety of subjects through a series of dissolves (with music over). They finally return to his car and NELSON goes to unlock the passenger side for her. He hesitates.

NELSON

Uhhh... I'm sorry for bringing out that stuff about your parents... it kind of makes me feel responsible.

CONTINUED

CHERYL

(smiling painfully)

Oh, that's okay. It's not your fault. I don't talk about it very often, so when I do... the tears flow pretty hard.

NELSON smiles kindly back and they get in the car.

81 INT. M.I.B. SORTIE RECONNAISSANCE ROOM

ERNEST and BENNET are standing reverentially before the brightly illuminated video screen. The ADMINISTRATOR is on the monitor; his behavior is very formal. ERNEST looks at a print-out sheet.

ERNEST

...and our phone sensors indicate that he's called this particular female contactee a half dozen times, but in his favor, he hasn't actually spoken to her. Usually, he just hangs up.

ADMINISTRATOR

Then renegade status has not technically been achieved?

BENNET

Well, technically it has. By making the calls he was in violation of Company code 456/Q.

ERNEST

(squirming)

I think that a special case can be made on behalf of Nelson, sir...

ADMINISTRATOR

The recruit is correct Ernest. The procedure is very clearly prescribed in this matter.

ERNEST

Yes sir, but Nelson has been an operative longer than anyone else, and...

ADMINISTRATOR

(firmly)

There are no exceptions to the rules. Except when I say so.

CONTINUED

BENNET
(gloating)

Told you so.

ERNEST
(to BENNET)

Shut up!

ADMINISTRATOR
(beat)

Your emotional attachment to Nelson is quite disturbing to the Company, Ernest. We would hate to have to question your loyalty...

ERNEST
(sincerely)

My loyalty is to the Company, sir. And the dream for which it stands.

BENNET
(chiming in)

Mine is too!

ERNEST shoots BENNET a dirty look.

ADMINISTRATOR

Then the procedure is quite clear.

BENNET

Hall monitor...

ADMINISTRATOR

Not in this case.

ERNEST

What?

ADMINISTRATOR

It would be a gross disservice to Operative Nelson if we were to demote him to such a humiliating position. He has been with the Company far too long for any possible rehabilitation to successfully occur.

BENNET

(unable to contain his glee)

Oh wow! All right!

ERNEST is stoical, but obviously disturbed.

ERNEST

CONTINUED

(thickly)

What about the female contactee?

ADMINISTRATOR

The procedure for contaminated contactees is set forth in the manual. Take care of business gentlemen.

The video screen abruptly shuts off. ERNEST sags, but BENNET is beside himself.

BENNET

How're we going to do it Ernest? How're we going to do it?!

ERNEST slaps BENNET.

82 INT. MRS. ADAMSKI'S APARTMENT - NIGHT

CHERYL unlocks the door and they enter, laughing.

NELSON

That's what I thought...

They laugh again.

CHERYL

Do you want some coffee?

NELSON

Oh, no thanks, I'm trying to cut down.

She walks into the kitchen.

CHERYL (o.s.)

You don't mind if I make some, do you?

NELSON

No, go right ahead.

NELSON looks around the apartment, checking out MRS. ADAMSKI's UFO souvenirs as CHERYL prepares her coffee in the kitchen. He picks up two little Star Wars figures, looking curiously at them. He bends the arms up on each of the figures so that their guns are raised. NELSON starts a shooting match between them, making gun blast sounds with his mouth. CHERYL walks back into the living room and sees his laser battle, which goes on for a moment. It escalates, until NELSON kills one of them off, dropping the "dead" figure to the floor.

CONTINUED

NELSON looks up as he retrieves the toy from the floor, to see a very confused CHERYL. An uncomfortable moment passes.

NELSON stands up and puts the figures back. CHERYL asks him a question, more out of confusion than anger.

CHERYL

What did you come over tonight for anyway?

He nervously evades the question.

NELSON

I can see that you were able to get the soot out of the carpet okay...

CHERYL

(beat)

Listen Nelson, what do you want? Why are you here?

NELSON

Actually...

(beat)

I've come to warn you.

CHERYL

Warn me? About what? I've got you to protect me, don't I?

She walks over and places her arms around his neck. NELSON reacts as stiff as an android.

CHERYL (cont)

Don't I?

NELSON

Uhh, yeah I suppose so...

She runs her fingers through the back of his hair.

CHERYL

Good... then I'm safe, right?

She looks longingly into his eyes, leaning forward for him to kiss her. Suddenly, he jumps her, knocks her to the ground, then begins to kiss her madly. He begins stripping off his clothes.

CHERYL (cont)

CONTINUED

Wait, wait! Not so fast!

NELSON stops. His expression turns to one of incredible pain.

NELSON
You don't like me.

CHERYL and NELSON get up, and NELSON buttons up his shirt in embarrassment.

CHERYL
I like you. You just need to go slower. It's
has been a long time since you've been with
a woman.

NELSON
(defensively)
I read a lot. I thought I was okay.

CHERYL
You are okay. I like a little innocence in a
man.

Cheryl lifts his arms up tenderly and puts them around her.

CHERYL (cont)
There. That's better. Some things are done
best without force.

CHERYL leans forward and the two kiss. After, NELSON stands not knowing what to do.

CHERYL (cont)
That's it. You survived.

NELSON gets an expression of genuine happiness on his face.

CHERYL's phone rings unexpectedly. She answers it, while NELSON's expression turns to one of apprehension.

CHERYL (cont)
(to NELSON)
It's for you.

She holds out the phone to a shocked NELSON.

CONTINUED

83 INT. LOCKER ROOM

NELSON enters and goes to open his locker. He looks but can't seem to find his suit. BENNET enters, sees NELSON and gives him a dirty look.

NELSON

Hey Bennet, have you seen my #196? The one with the cuffs?

BENNET doesn't answer. He treats NELSON as if he isn't there. ERNEST comes in, but he too walks right past NELSON.

NELSON (cont)

Hey you guys, what's going on?

NELSON (cont)

(nearly pleading)

Ernest, I was just there to follow up our... follow up. C'mon, you're all over reacting. I'm just asking for a little loyalty here. After all, I trained you...

ERNEST boils over.

ERNEST

Loyalty to what? To aliens?! That was a contactee and you treated me like I was a criminal for trying to disable her!

NELSON

She's not an alien Ernest, I just know it. Don't ask me how. I can't produce hard data, but every time I look at her, I just can't see her wallowing in the slime of another planet. Think about it Ernest, she could actually be... human.

BENNET

What difference does it make?

ERNEST

(squirming)

You make me sick.

NELSON

But she hasn't done anything! I've talked to her... gotten to know her.

(beat)

Haven't you ever had a girlfriend Ernest?

CONTINUED

ERNEST
(whitheringly)

No!

ERNEST and BENNET stare at NELSON in horror. There is a pregnant pause.

NELSON
(quietly)

You've turned me in, haven't you? To C3
Section. I'm finished, aren't I?

ERNEST turns to BENNET, ignoring NELSON.

ERNEST

We'll take the B-Sector grid where we'll
make the contact. We have cancellation
orders, so, since they live in a mobile home,
we'll use the tornado bomb...

BENNET

A little Wizard of Oz action on the trailer
court. Most enjoyable!

NELSON dejectedly exits. ERNEST waits until the door closes. He takes on a
vicious, but very fatherly tone.

ERNEST

Looks like we may have a renegade hunt
before the week's over Bennet.

(thoughtfully)

I love nothing more than a good renegade
hunt...

(beat)

It's a hard profession, being one of the elite
Bennet. Someday I hope that you'll do as
much for me, as I've done for Nelson.

BENNET

No problem, operative.

84 EXT. APARTMENT COMPLEX - NIGHT

BENNET and NELSON scurry along the outside of MRS. ADAMSKI's
apartment building. Their white shirts and ties have been replaced by black
turtlenecks. It is three o'clock in the morning; they carefully move along a wall,
whispering.

CONTINUED

BENNET

Aren't we supposed to take care of the renegade first?

ERNEST

Negative. Contaminated contactees must be rescinded first. Too much risk of them soliciting others in their paranoid conspiracy theories.

BENNET removes his manual from his coat.

BENNET

(snidely)

Gee, Ernest, it says here that-

ERNEST knocks the manual out of his hand.

ERNEST

To hell with the manual. This is business.

BENNET

(rubbing his hand)

This is going on your record Ernest.

85 INT. MRS. ADAMSKI'S APARTMENT - NIGHT

The house is still in darkness. A UFO poster on the wall glows with an eerie light. We can hear someone fiddling with the lock on the other side of the door. Something clicks and the door opens a crack, letting a stream of light in. ERNEST and BENNET whisper and quietly enter. They only take two steps when a pair of cinder blocks on ropes swing down from both sides of them, smashing into their sides. They moan and bend over as the ceiling fan turns on. It has several pieces of two-by-fours attached to it, which smack them in the face repeatedly when they stand up.

ERNEST

(groaning)

Withdraw... withdraw.

A two-by-four hits him in the back of the head as he turns to go out. BENNET crawls through the door on his hands and knees, weeping and jabbering.

86 INT. M.I.B. LOCKER ROOM

CONTINUED

NELSON is silently gathering all of his belongings from his locker. ERNEST and BENNET enter, all beat up. BENNET storms past NELSON, but ERNEST stops.

ERNEST

I hope you're happy.

NELSON

What happened to you guys?

ERNEST

We went to pay your girlfriend a call.

NELSON

(leaping up)

What?!

ERNEST

And we got caught in some kind of booby trap. This girl's no innocent contactee!

BENNET

(spitting out teeth)

Tell him.

BENNET starts pacing as he takes off his ripped clothes.

ERNEST

The Administrator heard about you Nelson.

BENNET

Tell him.

BENNET pops his eye out and washes it under a faucet.

ERNEST

You might want to start applying at junior high schools.

BENNET

(removing nose flesh)

Tell him.

ERNEST

(sighing)

The Administrator changed his mind and said that in view of your past record with the Company, there's a slight micro possibility that you might perhaps make probation. With dishonor, I might add.

NELSON

(happily)

CONTINUED

Really? Probation?

ERNEST

Maybe.

BENNET pokes his finger through his cheek.

BENNET

Tell him.

NELSON

Tell me what?

ERNEST

You have to take care of a little problem first. To reassure the Company of your loyalty.

NELSON

(mortified)

You want... me... to... kill her?

ERNEST

If it isn't too much trouble.

There is a long pause. NELSON looks greatly shaken.

NELSON

(slowly)

I'll do it.

ERNEST

She has to be in hydrolyzed form by tomorrow.

NELSON is silent. He rises and exits.

BENNET is all put back together and pristine.

BENNET

(disappointed)

You won. Here's your pack.

BENNET hands ERNEST a pack of cigarettes.

ERNEST

I knew he'd accept the challenge. An M.I.B. as good as he used to be; if he refused... he couldn't even make hall monitor.

CONTINUED

BENNET

(quietly)

Ernest, I'm getting worried here. I mean, do you think it's right that we make him do our dirty work like this? Unauthorized and all?

ERNEST

What the Administrator doesn't know won't hurt him.

(beat)

ERNEST (cont)

Nelson was my idol in PC Level 5 training. It's hard for me to see him go down without a chance of redeeming himself.

BENNET

Yes, but isn't this procedure... irregular?

He gives ERNEST a quizzical look.

BENNET (cont)

Are you... taking your medications?

ERNEST

(snapping)

Of course I am! You know what the Company would do to me if I didn't...

ERNEST stops, having heard those words before. BENNET shrugs and goes back to dressing. ERNEST walks into the bathroom and we see BENNET sneaking a tape recorder into his pocket.

87 INT. NELSON'S APARTMENT - LATE AFTERNOON

He is pacing maniacally, with his gun drawn, talking to himself.

NELSON

I've... come here to cancel you. I don't want to... but I have to.

He fires his pistol at an imaginary CHERYL. It clicks.

NELSON (cont)

I love you, but I have to kill you... I have to kill you because I love you.

CONTINUED

(He puts on a forced smile)

NELSON (cont)

Hello Cheryl, I'm agent Nelson, and I'm going to kill you. No please, don't beg me not to kill you... Okay, we can make love once, but then I have to do my duty.

He stops in front of the mirror and stares at himself. His pistol is raised.

NELSON (cont)

The procedure for cancellation is clear.

He puts the gun to his head.

NELSON (cont)

And it's aftermath inevitable.

There is a knock at his door. NELSON approaches it suspiciously.

NELSON (cont)

Who's there!

VOICE

(from outside)

Uh, I'm from the Keyhoe Rehabilitation Clinic and we're soliciting funds for a tennis court and a computer.

NELSON throws the door open.

NELSON

Do you think you're dealing with a child here?

He yanks in a HIPPIE who is holding a donation bucket in his hand.

NELSON (cont)

Who sent you? Beta Section? Do they think they know who they're messing with?!

HIPPIE

Swear to God, man, I don't know... I'm just trying to give up Quaaludes

NELSON holds the gun to the HIPPIE's head and grits his teeth.

NELSON

Yeah? We'll see about that after I test your brain sample.

CONTINUED

HIPPIE

Honest man, I don't know what you're talking about... just mellow out.

NELSON

Don't use your Data 5 hippie jargon training on me pal. I know who you are!

He wheels the HIPPIE around, still pointing the gun at him.

NELSON (cont)

You tell Bennet and Truman and especially Ernest that if they want a war, I'll give them

NELSON (cont)

one they'll have nightmares about for the rest of their lives!!

The HIPPIE starts to slowly back out.

HIPPIE

Okay man, you got it... but don't you think I could have a donation anyway? It's like for a real good cause...

NELSON stares the HIPPIE down, then digs into his pocket and tosses a quarter into the bucket.

NELSON

You tell the Administrator that I'm not afraid anymore. You tell him that from Nelson!

The HIPPIE is gone. NELSON yells after him.

NELSON (cont)

If that's the way you want to play, I'll play! Oh yeah! I'll play all right. Uh-huh. Play with me. Yeah, uh-huh. You're not playing with a child, you know. I have a girlfriend.

NELSON pauses to reflect his last comment.

88 EXT. NELSON'S APARTMENT - NIGHT

CONTINUED

We see NELSON's silhouette pacing frantically around the apartment. The HIPPIE comes out of the building, looks around warily, then removes a walkie-talkie from his coat.

HIPPIE

Hippie One to Mama Cass, come in Mama Cass.

MAMA CASS (w.t.)

Come to mama baby.

HIPPIE

Solicitation of suspect has been accomplished. He's very agitated. I think we can expect a fugitive hunt; the organization is very vulnerable right now.

89 INT. DEPARTMENT STORE - NIGHT

NELSON stands in disguise among several other SHOPPERS. He wears a beige shawl over his black suit and a white-haired, bun wig on his head. Nobody notices him as makes his way to the back of the store. Hiding behind a display, he eyes the door to the basement. Thinking he's safe, he starts for it, but it suddenly opens and two OPERATIVES come out. He deftly darts behind another display, holding his breath as the men pass. He waits until the coast is clear, then dashes to the basement door, abandoning his disguise as he goes.

90 INT. M.I.B. HALLWAY - NIGHT

NELSON lingers at the beginning of the hall as the secret door closes behind him. He draws his gun as he tip-toes down the hall, stopping when he reaches the open door to the employee lounge. The TV is on. Cautiously, NELSON peeks around the corner and sees an AGENT sitting in front of the tube, eating coffee beans and smoking five or six cigarettes. With cat-like canny, NELSON slips past the open door and down the remainder of the hall.

91 INT. M.I.B. LOCKER ROOM - NIGHT

It is empty as NELSON enters, all disheveled with his tie askew. He faces the big video screen and pushes a button.

NELSON

Operative 465-09-09876. Nelson.

The screen lights up and the ADMINISTRATOR appears, a shifty look on his face.

CONTINUED

ADMINISTRATOR

Hello Nelson.

NELSON

Hello Sir.

(catching himself)

Look at me, still calling you sir.

ADMINISTRATOR

Your operative code has been suspended pending your removal... Nelson.

NELSON takes a deep breath.

NELSON

Just tell me one thing. Why kill the girl? I mean, me I can understand, but why her? What has she done?

ADMINISTRATOR

You have contaminated her with unauthorized contact. She in turn contaminates all she comes in contact with. This cannot be permitted to continue.

NELSON

No, that isn't right. There's something not right here.

ADMINISTRATOR

Do you question the Company?

NELSON

No... Yes. I do.

ADMINISTRATOR

This behavior is not very cool Nelson. We may have a problem here.

NELSON

Your problem with me is that I figured you out. There aren't any UFO's.

ADMINISTRATOR

(devilishly)

What do you mean, Nelson?

NELSON

I mean there ain't no fucking aliens!!

ADMINISTRATOR

CONTINUED

Maybe, maybe not.

NELSON

Oh, don't give me that hypothetical bullshit.
The whole damned game is staged by us!
All the sightings, all the weird occurrences!

ADMINISTRATOR

Really? How can you be sure?

NELSON

And we were supposed to be serving our
country.

ADMINISTRATOR

You were always smarter than the other
ones, Nelson. You've provided me with a lot
of... amusement.

NELSON raises his gun to shoot out the video screen.

ADMINISTRATOR

What is that in your hand Nelson?

NELSON

A gun.

ADMINISTRATOR

(soothing)

Think about what you are going to do
Nelson.

NELSON begins to grow drowsy.

NELSON

I have.

ADMINISTRATOR

You're suffering from caffeine withdrawal.
Why don't we have a nice cup of coffee and
a cigarette together. You know, violence
never did solve anything.

NELSON

(weakening)

I... I...

ADMINISTRATOR

(benignly)

What are you doing operative Nelson?

CONTINUED

NELSON

I'm... I'm shooting out the video screen...

ADMINISTRATOR

And what will that accomplish?

He snaps out of the daze.

NELSON

Nothing.

He shoots at the video screen and hits the corner of it, cracking the glass horribly. The ADMINISTRATOR flickers and his voice can still be heard.

ADMINISTRATOR

It hurts Nelson... Ow... Owwww... It hurts...

NELSON

Nothing hurts you.

The voice sounds like it's batteries are going.

ADMINISTRATOR

Okay, so I was empathizing! I was trying to bond! Never mind, it doesn't matter. You can't win, Nelson. Your type never does.

NELSON

No, but I sure can play the game sometimes.

NELSON fires again at the speaker. The screen is silent, but still flickering. He turns to go and doesn't see the image of the ADMINISTRATOR switching between his normal conservative dress and standard hippie attire.

92 INT. M.I.B. HALLWAY - NIGHT

NELSON storms out of the locker room, reloading his gun as he walks. The video screens in the hallway jolt back to life. This time, the ADMINISTRATOR's voice is speeded and frenzied, his hair short, then long.

ADMINISTRATOR

Attention all Operatives! Nelson Operative 465-09-09876 is a renegade the dress for today is Black #60 take care of business...

NELSON runs down the hall and presses the button for the exit door. An AGENT in the employee lounge runs out into the hallway in bunny slippers.

CONTINUED

AGENT

Wait!

NELSON raises his gun to shoot. The AGENT tries to jump back into the lounge, but his slippers slide on the linoleum floor and he falls, spilling his coffee beans all over the floor.

93 INT. MRS. ADAMSKI'S APARTMENT - NIGHT

CHERYL is sitting on the couch with the HIPPIE that solicited a donation from NELSON. NELSON bursts in, out of breath and somewhat frazzled. He is terrified to see the HIPPIE with CHERYL.

NELSON

(gesturing wildly)

Who's this?!

CHERYL

What? Where did you come from?

NELSON paces in front of the HIPPIE.

NELSON

Who is this guy?!

(to HIPPIE)

What is he doing here?!

HIPPIE

(equally terrified)

I... I'm here for counseling... Remember man, the Quaaludes?

CHERYL watches as NELSON walks around wildly.

CHERYL

Hey! Watch out for my booby-traps!

NELSON

Your what?

NELSON narrowly misses stepping in a series of bear traps. He sets off a chain of them and they snap violently.

CHERYL

I've had prowlers.

CONTINUED

HIPPIE

Wow dude. That would hurt.

NELSON stops and inspects the HIPPIE closely.

NELSON

Then you're not from Beta Section?

HIPPIE

No man, Fresno.

CHERYL

What is this? You have no right to come busting in here and harassing this guy!

HIPPIE

Like wow Cheryl, maybe I better split so Dick Tracy here can hassle you...

The HIPPIE leaves.

94 INT. M.I.B. HALLWAY - NIGHT

The hall is quiet except for the sound coming from the TV set in the lounge. It's light pours out into the empty hall. Cautiously, the AGENT in bunny slippers peeks his head around the corner of the lounge room door. He sees that NELSON is gone, so he runs (or slides, rather) down the hall.

95 INT. OPERATIONS ROOM - NIGHT

The BUNNY SLIPPER AGENT bursts into the room, shouting at an OPERATIVE sitting at a computer station.

AGENT

Sound the general alarm!!

96 INT. DEPARTMENT STORE- NIGHT

Blue, rotating lights suddenly light up the store as a siren wails.

97 INT. MRS. ADAMSKI'S APARTMENT - NIGHT

NELSON

So you want to tell me just who that was?

CHERYL

None of your business. What do you want?
You look awful.

She straightens his coat and tie.

CHERYL (cont)

Cops aren't supposed to be as neurotic as
you are.

NELSON

(hurt)

Was that guy your boyfriend? And I'm not a
cop anymore.

CHERYL

Then maybe you better get out of here.

NELSON

Please... I... I don't have anywhere else to
go.

CHERYL

How about to a nice men's store. They could
introduce you to color.

(beat)

He's not my boyfriend. He's just been
released from our re-hab house. I'm a
counselor there.

NELSON

So he really is trying to give up Quaaludes?

CHERYL

How do you know that? What's happening?

NELSON

I've come to save you.

CHERYL

I knew you had to be some kind of religious
weirdo. I thought you were a nice guy.

NELSON

I am! A nice guy, that is.

NELSON (cont)

(beat)

CONTINUED

No, I'm not. I'm a creep, but I'm doing the right thing now. Your life is in danger. The Company thinks that you're an alien.

CHERYL

Alien? Company?

(beat)

Okay, so I have a green card, but is that a crime?

NELSON

(disgustedly)

You-- you're a... foreigner?

CHERYL

I'm just kidding! God, don't you have a sense of humor?

NELSON

(beat, calmly)

I can tell you who killed your Aunt.

CHERYL

Who was it? Did you catch them?

NELSON

I did it.

CHERYL pauses as this revelation sinks into rage. She starts kicking and pummeling Nelson.

CHERYL

You bastard!! You killed an innocent old woman!

NELSON isn't fighting back.

NELSON

Just because she was old doesn't mean she was innocent.

CHERYL rushes to the phone.

NELSON (cont)

The phone's probably shut off by now. We bypassed the phone records and made the

NELSON (cont)

CONTINUED

computer think you haven't paid your bill in two years... I-- I hope you don't mind...

She throws the phone down.

CHERYL

Mind? Why should I mind?

CHERYL inches towards the door.

CHERYL (cont)

So what's in store for me then? Are you going to burn me up like Aunt Weeb?

(viciously)

Like my parents?

NELSON

I've come here to cancel you.

She picks up a blunt object to defend herself.

NELSON (cont)

I've come here to cancel you, but I can't.

CHERYL

Yeah, you say that now that I have a blunt instrument in my hand!

He grabs his head and pulls out the nasty looking drug implant, which he tosses across the room. CHERYL grabs it and examines it.

NELSON

Today is my freedom. And my end. Please, I never wanted to hurt you.

CHERYL

(wide-eyed)

You need help. Let me get it for you.

NELSON grabs her arm.

NELSON

No, they'll kill us both. Our only chance is...

He slips a gun out of his pocket and gestures with the gun for her to sit down, which she does. He handcuffs her to the chair.

NELSON (cont)

Does that hurt? Is it too tight?

CONTINUED

CHERYL
(intensely)
Who are you?

98 INT. M.I.B. BASEMENT - CONFERENCE ROOM

The room looks like a police station, with its overhead fluorescent lights, rows of scratched-up chairs, and matching podium and green chalk board.

The M.I.B.s sit uniformly in their seats, gossiping among themselves. (BENNET sits in the front row.) ERNEST walks up to the podium and BENNET speaks up.

BENNET
Put a lid on it guys, Ernest has something to say.

ERNEST stands in front of the podium, reverently reading from a book. The MEN quickly quiet down, as if they were in church.

ERNEST
Subsection three of the Operative Code of Conveyance states, "In the eventual condition of a fellow operative turned renegade, it is important for the partner not to panic. Dispersal of information to associate operatives is crucial." "Criteria of renegade status must be verified before a hunt is enacted." Now, you have all been briefed over the command com as to what happened to Nelson. In addition to shooting out one of our monitor screens for no good reason, he's turned renegade, and surveillance has found that he actually revisited a contactee and/or possible Alpha Class Alien in an unofficial capacity.

A cold murmur runs through the room.

ERNEST (cont)
Listen up!

BENNET
Quiet back there!

ERNEST
Shut up Bennet. I can handle things.

CONTINUED

The talking stops.

M.I.B. #1

Didn't you explode them with pulsed microwave radiation?

BENNET

When we finally re-entered the apartment yesterday, we found splattered remnants of flesh, but later chem-analysis showed them to be the remnants of frog and guppy carcasses.

M.I.B. #2

Did you try putting drain cleaner in their Pepsi containers?

ERNEST

(quietly, embarrassed)

Yeah, but Bennet here forgot to read that section of the manual. He drank half of one before we got to the apartment.

BENNET bows his head, ashamed. ERNEST coughs and regains his composure.

ERNEST (cont)

No doubt about it. I've gone over the checklist time and time again. Gentlemen-I believe we have a renegade hunt on our hands.

The M.I.B.s cheer.

ERNEST (cont)

(sternly)

Now, I don't have to remind you guys of the seriousness of this situation. The contactees and/or aliens have resisted all forms of disposal.

ERNEST draws a stick figure on the chalkboard.

ERNEST (cont)

The prime contactee and/or alien is described, as shown here, as having medium

ERNEST (cont)

length brown hair and is unmistakably female as seen by her two breast-like

CONTINUED

appendages. The other contactee is, as you know... Nelson, and he will most likely be wearing a black suit.

M.I.B. #1

Is that black #477 or black #112?

ERNEST

I'm not sure. I'll have to get back to you on that. Bennet, check the suit records. All right, let's press on... There is also a great possibility, gentlemen, that the pursuit may lead to civilian infiltration.

(beat, dramatic)

The, uh... said renegade has been spotted on several occasions consorting with denizens of the... Hippie subculture.

The MEN murmur again.

ERNEST (cont)

Now then. Page two.

The MEN turn the pages of their notebooks in sync.

ERNEST (cont)

It is of our opinion and therefore your opinion that this resistance marks the beginning of a new wave of alien incursion, so you can expect more contactee elimination, both animal and vegetable. It is proper to ask questions at this juncture.

M.I.B. #3

What's the mode of expurgation?

ERNEST

Infiltration and seizure of said parties. Directly after: disposal, cleanup, weepy eulogies... then an all-night session of coffee drinking and camaraderie!

The MEN cheer.

ERNEST (cont)

Next?

BENNET

CONTINUED

How are we going to achieve our objective without calling undue attention from the locals?

ERNEST

Class M Hippie disguise, which you will find accompanying your itineraries.

The MEN rhythmically turn over their notebooks, open an attached manila folder and sacredly hold a set of love beads in their laps.

ERNEST (cont)

Gentlemen...

They all put on their love beads, making their disguises complete.

ERNEST (cont)

(beat, sorrowful)

Men, it makes me sad when we lose a fine operative like Nelson...

BENNET turns his lapel to record ERNEST.

BENNET

What do you mean?

ERNEST quickly corrects himself and talks into BENNET's lapel.

ERNEST

I mean, it's good that we're decommissioning him, in the only decent way for an operative. I only hope that each of you may someday get the chance to be decommissioned in as noble a manner, instead of the usual way... Now let's bow our heads for the benediction. Oh Lord, give us the strength to...

BENNET jumps up.

BENNET

Now let's go erase all evidence of their existence!!

Everyone rushes out, leaving a bowed-head ERNEST alone.

ERNEST

...and give us hope when we...

CONTINUED

ERNEST looks up, realizing no one is left. He humbly leaves.

99 INT. MRS. ADAMSKI'S APARTMENT - NIGHT

CHERYL is still handcuffed to a chair as NELSON nervously finishes telling his story.

NELSON

You have to believe that I didn't want to strike that lighter. I mean, I've torched hundreds of them before, but this time... was different. It was duty, but the fun had gone out of it... And we did have several reports

NELSON (cont)

of unauthorized broadcasts coming from this apartment... You could have been aliens.

CHERYL

(struggling)

So that makes it okay for you to go around beating up old women and mutilating cows that happen to see UFO's?

NELSON

(panicked)

How did you find out about the cows?

CHERYL

My God, you guys are insane!

NELSON

I can assure you that the country's best interests come first in the Comp-

(beat, confused)

At least I used to think that. I'm confused now.

CHERYL

I'll say! So what if my Aunt believed in flying saucers? What did it hurt? Why'd you have to set her on fire?

NELSON

(stiffening)

The Company dislikes any infraction of the general code of behavior. It encourages

CONTINUED

people to think about what they don't understand.

CHERYL

I don't understand any of this...

NELSON

Good. It may save your life later on.

(suddenly)

They've probably started the hunt by now,

NELSON (cont)

and this will be the first place they check.

CHERYL

What?

NELSON

They'll be here. They'll come after both of us.

CHERYL

I have my booby traps.

NELSON

These men are professionals! They'll be coming in here with microwaves and lasers. You think some rope and a cinder-block are going to keep them out of here?!

CHERYL

It kept the others out.

NELSON

(frustrated)

We have to get out of here. It isn't safe. You're coming with me.

He carries her out, chair and all.

100 EXT. PARK - NIGHT

NELSON drags CHERYL in her chair across a large park near MRS. ADAMSKI's apartment complex. NELSON breaks the silence with a confession.

NELSON

You know, I called you... on the phone...

CHERYL

CONTINUED

That-- that was you?

NELSON nods shyly.

CHERYL (cont)

Why did you always hang up.

NELSON

I didn't know how to talk to you.

(beat, thoughtfully)

It's a clear night. Look at all the stars...

CHERYL

They're beautiful.

CHERYL (cont)

(beat)

Now, will you let me go?

NELSON

(pointing, dreamily)

There's Beta Reticuli... over there...

CHERYL points with her head to the opposite side of the sky. NELSON continues to drag her in the chair.

CHERYL

No, actually, Beta Reticuli is that way.

NELSON

We've got bigger troubles than that, my dear. They're not going to stop looking at your Aunt's house...

CHERYL

What is really going on? Please tell me. Talk to me!

NELSON

We're becoming individuals.

CHERYL

I always was an individual! Before you came along I had a life! Now I find myself in some sado-masochistic sci-fi murder mystery! Look, I work with the chemically impaired--

CHERYL (cont)

just what was that thing that you pulled out of your head back there?

CONTINUED

NELSON

That's our chemo-cranial implant. We're supposed to renew it every morning. It's part of the indoctrination.

CHERYL

I can get help for people like you.

NELSON

There's no help for people like me. We're professionals.

They reaches the end of the park where his car is parked. He rips out the passenger seat then places CHERYL in it's place. Cutting to a LONG SHOT, we see NELSON's car drive away as ERNEST and THE BOYS pull up outside of MRS. ADAMSKI's apartment complex. ERNEST and BENNET jump out of the car and run into the building. A dozen M.I.B.s trail behind them.

101 INT. MRS. ADAMSKI'S APARTMENT - NIGHT

BENNET and ERNEST burst through the door and the run into the apartment, guns drawn. BENNET flips the light on. The apartment is silent.

ERNEST

Damn! We missed them. C'mon-- let's hit the Hippie Den!!

They run out, leaving the door open. A pause. BENNET runs back in, turns the light out, carefully shutting the door.

102 INT. NELSON'S APARTMENT - NIGHT

CHERYL lies handcuffed on NELSON's bed. NELSON is frantically packing things for their getaway.

CHERYL

Just how long are you going to hold me?

NELSON

You better get it through your head that if you go back to you apartment, or anywhere else, for that matter -- they'll kill you. You know way too much now. Even though

NELSON (cont)

you're not an alien, you'll be treated like one. There's no telling when they'll get here. We have to hurry.

CONTINUED

(beat)
They'll kill you just as easily as they-we...
my friends and I killed your Aunt.

CHERYL
Some friends.

The scene quickly cuts to:

103 INT. NELSON'S CAR - NIGHT

They drive through the city.

NELSON
You don't understand. They're compelled to
do what they do. It's the Company. If only I
can figure out a way to convince them that

NELSON (cont)
you're not an alien and that I'm not burned
out.

(beat)
I think I bought us some time, at least
enough to get us where we're going. It
should take them awhile to get into my
apartment. I reinforced the walls -- they
should hold through at least phase seven.

CHERYL
What a bunch of macho bullshit! This is
kidnapping!

NELSON
I don't care. Even if you escape and turn me
in, I'll be safe in prison...

(rubs his chin)
For awhile...

(beat)
If I could just get some evidence that you're
not an alien, they might let us go...

CHERYL
But I haven't done anything!

NELSON

CONTINUED

I know! Tell me where you were born. We can search the records and-

CHERYL

Uhh, I was born on a farm -- no hospital records.

NELSON

That's okay. We have constant surveillance on farm grids! That's where the aliens like to land...

CHERYL

(stalling)

It was a small farm... we were illiterate.

104 INT. HIPPIE HAVEN - NIGHT

The aging Victorian mansion looks more like an underground intelligence organization than a hippie commune. We see the outside; brown sedans are parked in front, and hippie GUARDS with long hair and machine guns stand at the front door. Above the door reads a sign that reads, "HIPPIE HAVEN." Inside, several MEN with neatly groomed long hair sit behind highly sophisticated computers; some talk frantically on the phone. The FEMALE HIPPIE named JULIE waits nervously beside a fax machine. The main living room is abuzz with activity. The HIPPIE that solicited donations from NELSON (for his "Quaalude addiction") walks into the room and goes from person to person, asking for reports. He walks over to one of the men at the computers, the PANHANDLER from a previous scene.

HEAD HIPPIE

Anything recent?

PANHANDLER

Yeah, I just got word from Minneapolis about a recent light aircraft crash.

HEAD HIPPIE

Damn! That's four this week in the Twin Cities area. Did you expand patrols?

PANHANDLER

Yeah, but I had to transfer some agents from Milwaukee and Green Bay.

HEAD HIPPIE

Well... okay. Those areas are pretty light at the moment... Let's just hope there isn't an

CONTINUED

increase in activity in Wisconsin in the next few weeks... Thanks.

He turns around and the HIPPIE goes back to work on the computer. JULIE, who has ironed brown hair and a cordless phone in her hand runs over to the HEAD HIPPIE.

JULIE

Just got word from Seattle that more rookie recruits took off with their disguise bags.

HEAD HIPPIE

Christ! If I had a dollar for everyone of those punks that quit for a dime bag...

JULIE

What do you want to do?

HEAD HIPPIE

Aww, shit...

(beat)

You better send somebody out to fix 'em.

Cut to a HIPPIE peering out of the second floor window. He looks up and down the street with infrared binoculars, suddenly seeing a caravan of black Oldsmobiles. He quickly ducks his head back inside and hits a huge button on the wall next to a Bob Dylan poster. An alarm sounds throughout the house.

The HIPPIES hustle around the house, covering up the computers and fax machines. They quickly throw tie-dyed smocks on, ruffle up their hair and throw some Ravi Shankar on the stereo. One guy grabs a bong from the closet and another one leaps into a lotus position in the corner. The two GUARDS exchange their machine guns for joints.

The entire mood of the house suddenly goes from being really frantic to really mellow.

105 EXT. HIPPIE HAVEN - NIGHT

The line of black Oldsmobiles pulls over to the curb, parking next to the brown sedans.

106 INT. PROFESSOR'S HOUSE - NIGHT

CONTINUED

The PROFESSOR is ravaged with paranoia. He peaks through the curtains and sees the black cars (he lives across the street). Freaked, he grabs a long-range rifle with scope and begins preparing.

107 EXT. HIPPIE HAVEN - NIGHT

ERNEST, BENNET and two other OPERATIVES sit in the lead car. ERNEST turns around to the men.

ERNEST

Did you guys remember to take your Anti-Cannabis Intoxication Pills?

They all nod.

ERNEST (cont)

Good. Now! Let's go kick some hippie butt!

The men cheer and jump out of the car, in sync with the TWELVE OTHER OPERATIVES behind them. The group of men run over to the house, their love beads bouncing in time. They burst onto the porch, which echoes loudly with their clumsy footsteps. They abruptly freeze in front of the hippie GUARDS who are now simply sitting on the porch smoking pot. One of the OPERATIVES steps forward.

OPERATIVE #1

Stand aside you hippie trash, we're going in!

108 INT. PROFESSOR'S HOUSE - NIGHT

We see the head of OPERATIVE # 1 through the cross-hairs of a rifle scope.

109 EXT. HIPPIE HAVEN - NIGHT

We hear a rifle shot and see the head of OPERATIVE #1 explode like a bowl of spaghetti. Blood sprays on the walls everywhere, making a pretty pattern.

GUARD #1

Wow, psychedelic!

GUARD #2

Just like JFK, man!

All the M.I.B.s drop, but the hippie GUARDS seem unconcerned. The M.I.B.s all begin shooting the building across the street, riddling it with bullet holes. We see

CONTINUED

bedroom lights come on all across the building as people wake up to see what is going on.

ERNEST

Get the foundation! Get the foundation!

The M.I.B.s begin shooting at the foundation of the building across the street. Pieces of the building are flying everywhere in the barrage of firepower (much more firepower than we could reasonably assume from the few M.I.B.s). The building begins to shake, and then it collapses into a flat pile of rubble.

GUARD #1

(looking at his joint)

Man, this is some unreal weed.

ERNEST

I think we should say something over our fallen comrade. Oh sweet Lord, comfort us in this, our time...

The M.I.B.s ignore ERNEST and burst into the house. They stomp in unison on the dead body of OPERATIVE #1 as they march, each footstep sending spurts of blood from the neck hole.

110 INT. HIPPIE HAVEN - NIGHT

The M.I.B.s begin combing the house. BENNET interrogates one of the HIPPIES.

BENNET

Where are you hiding him?

HIPPIE #1

(pissed)

Hiding who, man? Are you guys Jerry's probation officers, or what?

HIPPIE #3

Hey, my girlfriend lives in that house across the street. Like, am I going to have to dig her out now, or what? It's really uncool!

BENNET storms past the HIPPIE and wanders around the house, nearly bumping into some other M.I.B.s.

BENNET

(shouting)

CONTINUED

Nelson!! You can't hide for very long!
We're gonna find you eventually!

He ends up in the main living room, which is empty, except for the HIPPIE sitting in a lotus position, who yells at him.

HIPPIE #3

Hey man, your negative energy is like
ruining my mantra.

BENNET grabs his crotch.

BENNET

Mantra this, pal.

He turns to go, but abruptly does a 180. He stares hard at the HIPPIE who looks a bit like the ADMINISTRATOR.

BENNET (cont)

You know, you look a little familiar.

HIPPIE #3

That's because you been dreamin' about me,
man. Dreamin' you were as free as I am.

BENNET

No, it's...

HIPPIE #3

Even in all this chaos, I'm more at peace
than when you're all alone.

BENNET is puzzled as he walks out of the room. The HIPPIE smiles after him, slyly. BENNET reaches the foyer and is met by ERNEST.

ERNEST

Report.

BENNET

No sign of him sir.

TRUMAN runs down the stairs.

TRUMAN

Negative on the upper floors sir.

ERNEST

Darnit! Well, it looks like we'll have to
break out the big guns. Bennet -get back to

CONTINUED

the car and start a radar sweep. Truman -- get on the horn to HQ and tell them we're going to need Air Assistance on this.

TRUMAN

Yes sir!

TRUMAN darts out of the house.

BENNET

(distressed)

Ernest... there's this guy in there that looks a lot like-

ERNEST

--there's no time for it Bennet! There's a hunt on!

BENNET

But sir, he looks just like-

ERNEST

MOVE IT!!

BENNET

Yes sir.

BENNET reluctantly turns and runs out the door. A few more AGENTS rush out. ERNEST looks around the house one last time, his eyes squinting foully. He stops and his eyes slowly open.

ERNEST

(smiling devilishly)

I know where you are Nelson.

111 EXT. DEPARTMENT STORE - NIGHT

NELSON parks his car in the empty lot. Rushing around to the passenger side, he opens the door and uncuffs CHERYL from her chair.

CHERYL

What in the hell are we doing here?

NELSON

The best place to hide is in the open.

112 INT. DEPARTMENT STORE - NIGHT

CONTINUED

NELSON carries CHERYL into the store. A SALES AGENT locks the door behind him. He carries Cheryl down one of the aisles. We hear about ten cars coming to a screeching halt outside. NELSON stops abruptly.

NELSON
Damn! Ernest must have read my fucking
mind!! Come on. You'll be safe in here.

He shoves her into a dressing room and runs down an aisle.

113 EXT. DEPARTMENT STORE - NIGHT

A dozen MEN IN BLACK rush out of their cars towards the entrance. An M.I.B. rips at the door, but it doesn't open. The MEN are quiet.

M.I.B. #1
(dumbfounded)
It's locked.

A few of the AGENTS mutter in disappointment. It's quiet again.

ERNEST
Anybody got a key?

The agents search through their pockets for a key, but to no avail.

ERNEST
C'mon, this is our headquarters! We gotta
have a key!

They search again.

ERNEST (cont)
Break down the door!

The MEN burst into action. A few try to break through with their shoulders, but a resourceful AGENT gets in one of the cars and rams into the door. Nothing happens. The SALES AGENT comes to the door.

SALES AGENT
(angrily)
You gentlemen are just going to have to
come back tomorrow! We're closed!

ERNEST
(whining)

CONTINUED

We just want to look around...

SALES AGENT

Look--you can come back tomorrow. We're open at 9:00 a.m.

ERNEST

Oh please. There's a shirt I want to look at. And my watch has stopped. I need a battery.

BENNET

(showing his gun)

And if you don't let us in, we'll blow your head off!

SALES AGENT

(closing door)

Well, if you're going to take that attitude, your shopping can wait.

ERNEST

Wait! Wait! He didn't mean it. He's just excited to see your blue-light specials, that's all.

SALES AGENT

Well, okay. I can understand that.

The MEN rush in. BENNET is the last to go, but ERNEST stops him. He nods and pulls BENNET around to the back entrance.

114 INT. DEPARTMENT STORE - NIGHT

The store is brightly lit and quiet except for the sound of Muzak playing in the background. All action is punctuated by the sound of happy music. A few customers are milling around, looking at merchandise, as though nothing is happening.

The MEN IN BLACK slink through the store like Ninja warriors. CHERYL peeks through the wooden slits of the dressing room door just as an AGENT slips by.

Two OPERATIVES reach the hardware section. NELSON pops out of nowhere and uses a nail gun to nail their feet to the floor. He retreats down an aisle, leaving them screaming in agony.

Across the store, an AGENT in the toy isle winces as he hears his fellow OPERATIVES howl. He bumps into another AGENT and they nearly kill each

CONTINUED

other, as we see a hand in the background remove a "Johnny Flame-thrower" from the shelf. NELSON drops the empty box, the AGENTS turn around, and he blasts them with a huge flame.

In the music department, NELSON grabs some records. He comes upon some OPERATIVES with their backs to him. He lets the records fly and the heads of the AGENTS slice off cleanly and drop to the floor. He sneaks past the bodies towards the paint section.

AN AGENT looks around cautiously. He walks by a blue wall, through the camera frame. Two eyes open in the wall -- it's NELSON. NELSON carefully drops a roller brush and then tails the AGENT. They stop at an aisle that has been rigged by NELSON. On either side of the aisle, the shelves are lined with mixers, their blades pointing to the center. Not enough room exists for someone to walk through without being chewed up by the blades. Moving up quickly behind the AGENT, NELSON taps the AGENT on the shoulder. The AGENT turns around to confront NELSON. The AGENT smiles and raises his gun to shoot. NELSON flips a switch instead and pushes the agent into the now-running mixer blades. We see body parts fly everywhere and a puddle of blood form outside the aisle. A little GIRL skips by and jumps in the puddle, laughing and splashing the blood everywhere.

NELSON sneaks by the electronics department. Many televisions are playing, and as soon as NELSON walks by, the face of ERNEST appears on all television screens. We hear ERNEST's voice over all the speakers in the store and the t.v. sets.

ERNEST

Operative Nelson. Operative Nelson. This is Headquarters. Please respond. Pick up the walkie-talkie and talk to me Nelson.

NELSON picks up a nearby walkie talkie and turns it on.

NELSON

You won't get me rookie. At least until I've shown you you're wrong.

ERNEST

Take care of business Nelson. You know what's right and what's wrong. You're endangering the security of your country.

NELSON drops the walkie-talkie and clutches his ears as though in pain.

ERNEST (cont)

CONTINUED

The company policy is quite clear on this. You follow company policy. Therefore, you must surrender. It is quite clear. Surrender now, and I promise you all the coffee and cigarettes you can consume...

NELSON is contorted in pain.

NELSON

Nooooo!....

ERNEST

That's him! He's over by the electronics department! Go!

NELSON rushes over to the dressing room where CHERYL waits, wiping the blue paint off his face. He grabs her and heads for the front door. M.I.B.s are all converging on him. They rush out and take off in one of the Oldsmobiles. A moment later, ERNEST and BENNET appear, only to watch the car speed away. An OLD LADY walks up to BENNET.

OLD LADY

Excuse me, do you know where I can find the exchange department? I bought a bra here that just won't fit.

BENNET

(about to backhand her)

Get outta here grandma!

NELSON

(disapprovingly)

Operative Bennet! Watch your mouth! We always have time for courtesy in our Headquarters.

(He turns to the OLD LADY)

They'd be happy to help you over in the back of the store. Near aisle seven.

The OLD LADY walks away contented; ERNEST and BENNET look forlornly out the store window at the car that escaped.

115 EXT. CANYON ROAD - NIGHT

The black Olds enters a deserted canyon. The road rises quickly. NELSON rolls down the window, puzzled. He sticks his head out and looks up.

CONTINUED

NELSON

Do you hear something? A buzzing Sound?

CHERYL

Only the buzzing in my head...

NELSON concentrates intensely on the swiftly turning road. CHERYL turns to look out the window at a light darting about in the sky.

A SERIES OF SHOTS shows the car moving through the canyon and mountains. The seemingly interminable silence acts as a sedative to the tone of the film. Everything becomes quiet.

116 EXT. CABIN - NIGHT

NELSON's car pulls up onto the dirt road driveway of a secluded mountain cabin. He opens the door for CHERYL.

NELSON

Get out.

She jumps out and stares at him, as he turns off the ignition and steers the car down a small ravine. The car quietly crashes among a large number of trees and bushes. Satisfied, NELSON runs back towards the cabin, to CHERYL. She stands calmly, in place.

CHERYL

What'd you do that for?

NELSON

I don't think Ernest knows about this cabin, but if he does, they'll be looking for the car with the satellites.

He removes a key from his pocket and walks briskly onto the deck of the cabin, towards the front door.

NELSON (cont)

This place used to be my Uncle's. He built it in the Fifties during the bomb scares. There's a basement with lead walls two feet thick and enough food to last us for at least six months.

He pushes the unlocked door open and turns around. CHERYL hasn't moved from her spot.

CONTINUED

CHERYL

I'll wait here.

NELSON

But they'll see you here!

CHERYL

(smiling)

Exactly.

NELSON

What's going on with you?

CHERYL

I have to wait for my ride.

CHERYL points to the light in the sky which is rapidly approaching. SHE leans over and kisses NELSON. Again, NELSON overreacts and jumps on her, kissing her voraciously and stripping off his clothes. something is happening to CHERYL, however. Her body is changing. NELSON doesn't notice until he is almost stripped naked. By this time, CHERYL has turned into the most hideous bug-like creature imaginable. When NELSON sees her, he is violently repulsed.

NELSON

Aaah! Kill it! Kill it!

NELSON stomps the bug almost into non-existence; he then realizes he just killed CHERYL.

NELSON (cont)

(sobbing)

Omigod, Chery! Chery! I've killed you!

The creature still has some life to it, although it is horribly mangled. The "head" of the creature transforms a little so that CHERYL's face appears. It is smiling, and hideously incongruous on the broken body of the creature.

CHERYL

Do you love me Nelson?...

NELSON is again horrified and he picks up a nearby rock and smashes the face of CHERYL. He immediately goes back to sobbing.

NELSON

Oh my sweet Cheryl...

The approaching bright light in the sky has become close enough to see. It is a buzzing flying saucer. Suddenly, it explodes in midair. NELSON covers his face from the bright flash. Another light from the sky appears, this one from a

CONTINUED

helicopter, which we can see. NELSON blocks his eyes from the flying dust as it lands. ERNEST and BENNET get out and run over to NELSON. They shout above the din of the helicopter.

NELSON

I suppose it's too late to say that I got a job at Al Capone Junior High...

ERNEST

Your renegade time was seventy-two hours, fifty-three minutes and seven seconds. That's a new record Nelson.

ERNEST gently places his hand on NELSON's shoulder.

ERNEST (cont)

Fortunately, we were able to blow the alien craft out of the sky without any further incidence.

BENNET

I can hardly believe you were fooled by the crotch of an insect alien Nelson.

NELSON

Shut up Bennet.

ERNEST

It happens to all good M.I.B.s Bennet, when their time comes. I only hope someone turns me in before I get soft.

BENNET

(impatiently)

Let's go. There's no use in prolonging it.

NELSON

(with dignity)

I won't resist. I'm prepared to go out as an operative.

ERNEST and BENNET lead him towards the helicopter. We see the HELICOPTER PILOT taping them with a video camera. The PILOT is a cleaned-up version of the PANHANDLER.

NELSON (cont)

How did you guys find me, anyway?

CONTINUED

BENNET

We bugged your car.

NELSON

Damn! I knew I overlooked something!

They get in the helicopter and take off. We see BENNET eyeing the PILOT inquisitively.

BENNET

Hey, don't I know you?

HELICOPTER PILOT

Wow, man. I don't think so.

This comment makes BENNET even more puzzled.

117 INT. HIPPIE HAVEN - NIGHT

The sophisticated machinery is back in place. The HIPPIES sit on the floor on big, flowery cushions, gathered around a television set. We see NELSON, BENNET and ERNEST moving towards the helicopter on the screen. The COMPUTER HIPPIE gets up and turns the TV off.

COMPUTER HIPPIE

Well, ladies, gentlemen-- it looks like the renegade hunt is over. We lost some good men, but-- that's okay. The struggle will continue. We are back on track and the organization is safe!!

The HIPPIES cheer.

HIPPIE #1

Uhh, dude... which organization? Ours or theirs?

The comment makes everybody freeze. A look of confusion comes over the COMPUTER HIPPIE's face. Everybody wonders for a moment, but they eventually shrug it off.

HIPPIE #2

Oh well. What are we gonna do now man?

HIPPIE #1

Can the funky talk. We're all hippies here.

A HIPPIE bursts into the room.

CONTINUED

HIPPIE #3

Hey, I got tickets to the Grateful Dead!

Everybody cheers and get up. They leave to go to a Grateful Dead concert.

SLOW FADE OUT, then IN

118 INT. M.I.B. LOCKER ROOM

ERNEST is changing black suits and BENNET is sitting, cleaning his gun.

ERNEST

...and I know that if he were in his right mind, he would have done the same thing. Still, I didn't think I'd feel sorry for the guy.

(somewhat sadly)

When we put him into that meat press, his hand was still twitching...

(beat)

What are you looking at me that way for?

BENNET

I'm bored. All you can talk about is some job we did yesterday. What's the big deal?

ERNEST

He was my partner, all right? He trained me!

BENNET shrugs his shoulders.

ERNEST (cont)

Don't watch everything I do. It gives me the creeps.

BENNET

(casually)

Did you happen to check the level of your implant recently? Your behavior has been very erratic.

ERNEST

(defensively)

What's that supposed to mean?! Just give me the agenda!

BENNET reads from a print-out sheet.

CONTINUED

BENNET

Negomir, H.D., janitor. Sighted an extraterrestrial vehicle outside the schoolyard every night for a week. He's alerted the media and has also involved some students. Looks like we may want to do another of those school bus jobs.

ERNEST seems strangely distracted.

ERNEST

No... we'll just bring in the toxic waste barrels. It'll be the old janitor-in-the-drum procedure. It'll make it less complicated; and lower the civilian kill ratio.

BENNET looks at him shiftily.

ERNEST

And quit looking at me! You're really making me nervous!

BENNET responds calmly, but deadly.

BENNET

Why should you be nervous Ernest?

BLACK OUT

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