

# *EXOSQUAD*

**SECOND SEASON**

**"ABANDON HOPE"**

**EPISODE 38**

**(TELEPLAY - PRODUCTION # 74038)**

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FIRST DRAFT  
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FINAL DRAFT  
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# ExoSquad

Cast List: "Abandon Hope" (Prod # 74038)

\*\*\*\*\* ABLE SQUAD \*\*\*\*\*

J.T. MARSH  
WOLF BRONSKI  
MAGGIE WESTON  
KAZ TAKAGI  
RITA TORRES  
NARA BURNS  
MARSALA

\*\*\*\*\* EXOFLEET PERSONNEL \*\*\*\*\*

ADMIRAL WINFIELD

E-FRAME PILOTS - aboard the Resolute II. No lines.

STAFF OFFICERS - No lines.

\*\*\*\*\* THE NEOSAPIENS \*\*\*\*\*

PHAETON - with auto-mutation syndrome, and fifty years ago when he did not have auto-mutation syndrome.

LIVIA

SHIVA

DRACONIS

TYPHONUS - 2 lines and 1 "cry of alarm."

PRAETORIUS

MILITONS - various "shrieks."

PHAETON'S NEOSAPIEN PRISONERS - a football field full of them.  
They have been arrested for treason and awaiting execution.  
"Panic wallas."

MILITON GUARDS - at New Soldier Field in Chicago. "Shrieks."

GALBA

THRAX

ULL - various "shrieks."

GARM - 1 "shriek."

\*\*\*\*\* THE JUMPTROOPS \*\*\*\*\*

EVERY BUTLER - He's bandaged, unconscious. No lines.

COLLEEN O'REILLY

VINCE PELLEGRINO

RAMON LONGFEATHER

JUMPTROOPERS - some are injured and wear bandages. Some are uninjured. No lines.

\*\*\*\*\* THE RESISTANCE \*\*\*\*\*

SEAN NAPIER

EVE HANLEY - in and out of her E-Frame.

JINX MADISON - in his E-Frame. No lines.

PETER TANAKA - in his E-Frame. No lines.

VOODOO - in his E-Frame. No lines.

NICK TYREE - No lines.

\*\*\*\*\* THE PIRATES \*\*\*\*\*

SIMBACCA - No lines.

\*\*\*\*\* THE ABORIGINES \*\*\*\*\*

DANNY BORRAGONG - a young "tribal" Aborigine, in traditional costume. No lines.

TRIBAL ABORIGINES - in traditional costume. No lines.

\*\*\*\*\* MISCELLANEOUS \*\*\*\*\*

COMPUTER VOICE - in VO only in Phaeton's bunker. An electronically-altered version of Phaeton's voice. 1 line.

CHICAGOANS - ragged survivors of the war, living in the rubble. No lines.

SIDNEY - a New York cab driver from Episode # 74027. No lines.

SHINTO PRIEST - ringing a large bell in a partially-ruined Shinto shrine. Dressed in tattered traditional costume. No lines.

EXOSQUAD  
Episode 38: "Abandon Hope"  
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ACT ONE

FADE IN:

EXT. CANADA: GREAT SLAVE LAKE - NIGHT - UPSHOT WIDE

on the NORTHERN LIGHTS, shimmering above the seemingly endless forest. TILT DOWN AND PUSH IN SLOWLY on a small clearing in the forest. At the center of the clearing is Yuri Stavrogin's wrecked E-Frame, and beside it, an oblong mound of fir boughs.

ANGLE ON THE TREES

at the edge of the small clearing. KAZ TAKAGI, carrying an armload of fir boughs, walks out of the trees. PAN with Takagi as he walks sadly over to the mound of fir boughs and gently lays the fir boughs in his arms onto the mound.

ANGLE ON KAZ TAKAGI

Sadly, he steps back from the mound of fir boughs.

KAZ TAKAGI  
So long, Yuri.

For a beat, Takagi looks down sorrowfully at the mound of fir boughs -- but then we hear the SOUND OF AN E-FRAME moving through the woods. Takagi reacts instantly, pulling a laser pistol from his belt and whirling around, dropping to one knee.

ON THE WOODS - LOOKING PAST KAZ TAKAGI

who has his laser pistol trained on the woods, ready to fire. Marsala's two-seater E-Frame emerges from among the trees. Takagi lowers his laser pistol and stands up.

KAZ TAKAGI (CONT)  
(delighted relief)  
Marsala!

MARSALA  
Where are the others?

ANOTHER ANGLE ON KAZ TAKAGI

as he glances back sadly at the mound of fir boughs.

KAZ TAKAGI  
Yuri's... gone.

He turns back toward Marsala OS.

KAZ TAKAGI (CONT)  
And the Neos've got J.T..

ANGLE ON MARSALA'S E-FRAME

Takagi ENTERS SHOT, looking up at Marsala.

KAZ TAKAGI (CONT)  
They flew away with him in his E-Frame,  
heading East.

Marsala OPENS THE CANOPY on his E-Frame.

MARSALA  
They will take him to Phaeton. Come.  
We still have much to do.

Takagi climbs into the E-Frame behind Marsala.

WIDER

as Marsala's E-Frame (with Takagi also aboard) FIRES THRUSTERS  
and lifts off, going up OUT OF SHOT.

WIPE TO:

EXT. PHAETON'S BUNKER: MAIN ENTRANCE - NIGHT - WIDE

As we hear DISTANT EXPLOSIONS, which LIGHT UP THE HORIZON, SLOWLY  
PUSH IN on the words from Dante carved in the stone above the  
main entrance: "Lasciate ogni speranza voi ch'entrate."

PHAETON (VO)  
I hope the accommodations aren't too  
uncomfortable --

INT. PHAETON'S BUNKER: MAIN CHAMBER - NIGHT - ANGLE ON PHAETON  
(IN HIS E-FRAME) AND J.T. MARSH

J.T. MARSH is on a small raised platform, with Phaeton (in his E-  
Frame) gloating in front of him. In the BG are Shiva, Draconis,  
and Typhonus (in their E-Frames) beside J.T.'s battered E-Frame.

PHAETON (CONT)  
-- but you won't be here long.

J.T. leaps to his feet and lunges at Phaeton just as a WEB OF  
ENERGY BARS is activated around the perimeter of the platform.

CLOSE ANGLE ON J.T. MARSH

as he hit the ENERGY BARS which CRACKLE WITH ELECTRICITY --

J.T. MARSH  
(CRY OF PAIN)

-- and the electrical charge throws him back OUT OF SHOT.

ANOTHER ANGLE - WITH J.T. MARSH IN THE FG

He lifts himself painfully up from the floor of his "cage."

J.T. MARSH (CONT)  
(GASPING WITH PAIN)

As J.T. turns his head to look AWAY FROM THE CAMERA, RACK FOCUS to reveal Shiva, who is inserting the fusion pack back into J.T.'s battered E-Frame. RE-RACK FOCUS and WIDEN to include Phaeton (in his E-Frame) as he steps close to the ENERGY BARS of J.T.'s cage. J.T. looks up at him.

PHAETON  
An inferno rages inside me, Terran! It consumes me, burns me...

J.T. MARSH  
(still in pain)  
Probably something you ate.

CLOSER ON PHAETON - OVER J.T. MARSH'S SHOULDER

Phaeton glares at him. As he speaks, Phaeton raises one of his E-Frame's hands and closes its claws into a "fist."

PHAETON  
I will destroy you with my own hand!

ON J.T. MARSH - OVER PHAETON'S E-FRAME'S "SHOULDER"

Behind the ENERGY BARS of his cage, J.T. looks worried.

PHAETON (CONT)  
And then I will destroy your world!

WIPE TO:

EXT. SPACE ABOVE EARTH - DOWNSHOT WIDE ON EARTH

Heavy blaster FIRE streaks down INTO SHOT and the FLASH of explosions flicker on the dark Earth below at the southern end of Lake Michigan. As Marsala's E-Frame (with Takagi also aboard) flies up INTO SHOT, TILT UP WITH IT to reveal the Resolute II, in orbit with other Exofleet ships, FIRING down at the surface of the planet. As Marsala's E-Frame flies AWAY FROM THE CAMERA toward the Resolute II, a HANGAR DOOR OPENS on the Resolute II.

ADMIRAL WINFIELD (VO)  
Despite our heavy losses, the invasion  
is proceeding on schedule.

INT. THE RESOLUTE II: BRIDGE - WIDE ANGLE

ADMIRAL WINFIELD addresses NARA BURNS, RITA TORRES, MAGGIE WESTON, and a dozen E-FRAME PILOTS standing at attention on the bridge. We can see the door to the bridge in the BG.

ADMIRAL WINFIELD (CONT)  
We've had reports that the Militons  
have turned on the senior Neo officers  
in some kind of purge.

In the BG, the bridge DOOR SLIDES OPENS and Marsala and Takagi enter, hurrying in to take their places in line.

ON MAGGIE WESTON AND RITA TORRES

as Kaz Takagi takes his place in line beside Weston.

ADMIRAL WINFIELD (CONT)  
But we're still in for a fight, even if  
some of the Neos are starting to  
surrender.

Weston whispers to him out of the side of her mouth.

MAGGIE WESTON  
I'm glad you're all right.

KAZ TAKAGI  
Me, too.

ANGLE ON ADMIRAL WINFIELD

looking grimly out over the assembled Exofleet personnel.

ADMIRAL WINFIELD  
But our success means nothing if  
Phaeton really has a Doomsday device.

WIDER ANGLE

as Winfield activates a hologram device and a HOLOGRAPHIC MAP OF THE GREAT LAKES AREA appears.

ADMIRAL WINFIELD (CONT)  
We failed to locate the device, so now  
our only hope is to strike at the other  
side of the problem.

CLOSER ANGLE ON ADMIRAL WINFIELD



as he steps up to the HOLOGRAPHIC MAP and RED ICONS appear on it, converging on the lower end of Lake Michigan.

ADMIRAL WINFIELD (CONT)  
Resistance forces are converging on Phaeton City, but they don't have the firepower to take Phaeton's bunker.

He turns back to face the assembled Exofleet personnel OS.

ADMIRAL WINFIELD (CONT)  
So it's up to you.

WIDE - OVER ADMIRAL WINFIELD'S SHOULDER

on Marsala, Takagi, Weston, Torres, Nara Burns, and the other E-Frame pilots, standing at attention, listening expectantly.

ADMIRAL WINFIELD (CONT)  
Ladies and gentlemen -- you're going after Phaeton.

WIPE TO:

EXT. GETTYSBURG, PENNSYLVANIA: BATTLEFIELD PARK - NIGHT - ON ENTRANCE SIGN

A typical Park Service sign: "GETTYSBURG NATIONAL MILITARY PARK." A huge furrow of freshly-churned earth is cut in the ground behind the sign. PAN along the furrow, past an EQUESTRIAN STATUE OF A CIVIL WAR GENERAL, to Admiral Winfield's shuttle, which has crashlanded in the Military Park -- it was the crashlanding which dug the furrow. We can see COLLEEN O'REILLY working at the rear of the shuttle on one of the shuttle engines. VINCE PELLEGRINO and several JUMPTROOPERS wait nearby. Some of the jumptroopers are injured, bandaged. Pellegrino is sitting on a Civil War cannon. Colleen O'Reilly looks up as we hear:

WOLF BRONSKI (OS)  
Aw, man! I don't believe it!

ON COLLEEN O'REILLY

wiping her hands on a rag as she steps up to the open shuttle hatch as WOLF BRONSKI emerges, looking frustrated and angry.

COLLEEN O'REILLY  
What is it, Bronski? Food locker empty?

WOLF BRONSKI  
I finally got through to Lieutenant Burns on the Resolute. They're going after Phaeton --

CLOSER ON WOLF BRONSKI

He frowns unhappily.

WOLF BRONSKI (CONT)  
And I'm stuck here!

WIDEN as Colleen O'Reilly ENTERS SHOT.

COLLEEN O'REILLY  
(eager for news)  
What about J.T.?

Bronski suddenly seems uncomfortable.

WOLF BRONSKI  
J.T. was... he's been captured.

He turns away and then glances back at her.

WOLF BRONSKI (CONT)  
I'm sorry.

Bronski walks OUT OF SHOT.

ON WOLF BRONSKI - OVER COLLEEN O'REILLY'S SHOULDER  
as he walks AWAY FROM THE CAMERA. She calls to him.

COLLEEN O'REILLY  
(calling to him)  
I can get us in the air.

Bronski turns and looks back at her.

COLLEEN O'REILLY (CONT)  
It'll be sub-orbital. We can't reach  
the Resolute.

WOLF BRONSKI  
Can you get me to Chicago?

ANGLE ON WOLF BRONSKI

as Colleen O'Reilly ENTERS SHOT and looks at him pointedly.

COLLEEN O'REILLY  
Not you. Us.

EXT. GETTYSBURG, PENNSYLVANIA: BATTLEFIELD PARK HILLSIDE -  
NIGHT (A FEW MINUTES LATER) - ON AVERY BUTLER AND RAMON  
LONGFEATHER

AVERY BUTLER, bandaged, lies unconscious at the base of a STATUE  
OF A CIVIL WAR INFANTRYMAN. RAMON LONGFEATHER sits beside him,

with a laser rifle across his knees, keeping watch over Butler. Colleen O'Reilly ENTERS SHOT and stops, looking down at Butler with a worried expression.

COLLEEN O'REILLY  
Is he -- ?

RAMON LONGFEATHER  
Asleep.

CLOSER ANGLE ON AVERY BUTLER AND RAMON LONGFEATHER

as Longfeather looks down at the unconscious Butler, his concern evident on his face.

RAMON LONGFEATHER (CONT)  
I think he's got a fever. Those Militons don't keep their claws too clean.

ON COLLEEN O'REILLY

In the BG behind her, we can see Bronski and some of the uninjured jumptroops boarding the shuttle. She gestures back toward Bronski and the jumptroops with her thumb.

COLLEEN O'REILLY  
I'm taking what's left of the platoon to Chicago.

ANGLE ON AVERY BUTLER, RAMON LONGFEATHER, AND COLLEEN O'REILLY

O'Reilly looks down at Longfeather beside the unconscious Butler.

COLLEEN O'REILLY (CONT)  
I want you to stay with the injured troopers -- look after them.

Longfeather looks around at the old Civil War battlefield.

RAMON LONGFEATHER  
We can hold this ridge.

He looks back up at O'Reilly.

RAMON LONGFEATHER (CONT)  
It's been done before.

EXT. GETTYSBURG, PENNSYLVANIA: BATTLEFIELD PARK HILLSIDE - NIGHT (A FEW MORE MINUTES LATER) - WIDE - WITH AVERY BUTLER AND RAMON LONGFEATHER IN THE FG

Sitting beside the unconscious Butler, with the other bandaged jumptroops near them, Longfeather looks up as Admiral Winfield's

battered shuttle, THRUSTERS FIRING, rises INTO SHOT in the BG and flies AWAY FROM THE CAMERA.

WIPE TO:

EXT. SHORES OF LAKE MICHIGAN - NIGHT - EXTREME WIDE

An interstate highway runs near the shore of the great dark lake. FLASHES OF EXPLOSIONS light up the water, the sky.

EXT. INTERSTATE HIGHWAY NEAR LAKE MICHIGAN - NIGHT - TRACKING

SEAN NAPIER's captured Neo-Tank leads the other captured Neo-Tanks down the highway. EVE HANLEY's E-Frame flies cover over it, along with JINX MADISON's E-Frame, PETER TANAKA's E-Frame, and VOODOO's E-Frame.

SEAN NAPIER (VO)  
(over commlink)  
Napier to Hanley. I just got a message from Exofleet.

ANGLE ON SEAN NAPIER - INSIDE HIS CAPTURED NEO-TANK

speaking into the commlink as the captured Neo-Tank races down the highway.

SEAN NAPIER (CONT)  
Winfield wants a guide from the resistance -- someone who knows the sewers.

TRACKING EVE HANLEY'S E-FRAME

flying above Napier's captured Neo-Tank.

EVE HANLEY  
I'd like to volunteer.

SEAN NAPIER (VO)  
(over commlink)  
All right, it's all yours, Eve. But be careful -- and good luck!

END TRACK AND PAN with her, as Eve Hanley FIRES THRUSTERS and peels away from the tank column, rocketing toward Chicago.

EVE HANLEY  
See ya in Phaeton City!

INT. PHAETON'S BUNKER: MAIN CHAMBER - NIGHT - WIDE ANGLE

PHAETON, in his E-Frame, stands before his command console, his back to LIVIA, who is near him, pleading. In the BG, we can see J.T. MARSH, in his "cage" of GLOWING ENERGY BARS (from Episode #

74037) and SHIVA, DRACONIS, and TYPHONUS nearby in their E-Frames. Also in the BG, we can see the doors to the chamber.

LIVIA

The Resistance armored column is approaching. You must leave Phaeton City before the Terrans completely surround it!

The chamber DOORS OPEN and PRAETORIUS enters. Livia turns to him.

LIVIA (CONT)

Tell him, Praetorius: he must leave and rally our forces to continue the fight!

ON PHAETON - IN HIS E-FRAME

His auto-mutation syndrome-ravaged face is grim, preoccupied.

PHAETON

At the end of the first Neosapien War, those who refused to surrender were hunted down like animals. I know -- I was there.

ANGLE ON LIVIA AND PHAETON - IN HIS E-FRAME

Phaeton still has his back turned as Livia implores him.

LIVIA

Because of you, Neosapiens came back from that defeat!

Phaeton angrily whirls around to face Livia.

PHAETON

Do not defy me, Livia!

LIVIA

I only want to save you.

Suddenly, a MUFFLED EXPLOSION rocks the bunker.

EXT. PHAETON'S BUNKER: MAIN ENTRANCE - NIGHT - WIDE

The outside of the bunker is hit by a BARRAGE OF HEAVY BLASTER FIRE. EXPLOSIONS blast open the entrance to the bunker. The second half of the inscription over the entrance is blown off by an EXPLOSION, leaving only "Lasciate ogni speranza."

EXT. SPACE ABOVE EARTH - UPSHOT ANGLE ON THE RESOLUTE II

FIRING its heavy blasters down at the Earth OS.

INT. THE RESOLUTE II: BRIDGE - ON ADMIRAL WINFIELD AND SIMBACCA

at the command station. Winfield turns to SIMBACCA.

ADMIRAL WINFIELD

Cease firing. It's up to the E-Frames now.

EXT. SPACE ABOVE EARTH - CLOSE ANGLE ON THE RESOLUTE II

The Resolute's HANGAR DOOR OPENS and Nara Burns, Marsala, Rita Torres, Maggie Weston (in their E-Frames) fly out, THRUSTERS FIRING, followed by squads of other Exofleet E-Frames. PAN AND TILT DOWN with them as they fly down toward the Great Lakes.

INT. PHAETON'S BUNKER: MAIN CHAMBER - NIGHT - ON SHIVA (IN HIS E-FRAME)

looking up toward the ceiling as the LAST MUFFLED EXPLOSION ENDS.

SHIVA

The Terrans will be coming soon.

WIDEN to over the "shoulder" as Phaeton's E-Frame steps PAST THE CAMERA INTO SHOT. Shiva looks at Phaeton.

PHAETON

Shiva, you have always been my best general. Can you stop them?

SHIVA

No. But I will try.

ANGLE ON SHIVA AND DRACONIS (IN THEIR E-FRAMES)

as Shiva turns to Draconis.

SHIVA (CONT)

Will you come with me, Draconis?

DRACONIS

I'll show you how a Neosapien can fight!

WIDE ANGLE

Shiva and Draconis (in their E-Frames) leave the main chamber. Typhonus (in his E-Frame) watches them go.

EXT. PHAETON'S BUNKER: MAIN ENTRANCE - NIGHT - WIDE ANGLE

on the SMOKING rubble around the bunker entrance. Neosapien E-Frames and MILITONS climb out of the rubble. Suddenly, blaster fire EXPLODES among them, HITTING one Neosapien E-Frame, causing it to EXPLODE.

UPSHOT ON ATTACKING E-FRAMES

Nara Burns' E-Frame leads Weston, Torres, and Marsala (in their E-Frames -- Takagi is with Marsala in his E-Frame), followed by other Exofleet E-Frames as they dive TOWARD THE CAMERA, FIRING.

ANGLE ON A NEOSAPIEN E-FRAME

FIRING up at the attacking Exofleet E-Frames OS.

ANGLE ON A NEOSAPIEN E-FRAME

It's HIT by blaster fire and EXPLODES.

ANGLE ON A MILITON

FIRING upward with a shoulder-fired missile launcher from atop a mound of rubble. Blaster fire STREAKS INTO SHOT and EXPLODES on the mound of rubble, blowing the Militon OUT OF SHOT. Rita Torres' E-Frame, RETROS FIRING, descends INTO SHOT and lands. Torres continues FIRING at other Militons OS.

ANOTHER ANGLE ON RITA TORRES' E-FRAME

FIRING. Another Militon leaps INTO SHOT from behind and lands on the back of her E-Frame, SLASHING at her E-Frame with its claws.

MILITON

(SHRIEK)

Torres grabs the Militon with the claw of her E-Frame --

RITA TORRES

Get off my back!

-- and hurls the Militon OUT OF SHOT.

ANGLE ON NARA BURNS' E-FRAME

FIRING at some Neosapiens OS. She doesn't notice a Neosapien E-Frame climbing over a mound of rubble in the BG and taking aim at her. But before it can fire, blaster fire STREAKS INTO SHOT and HITS the Neosapien E-Frame, causing it to EXPLODE. Nara's E-Frame turns toward the explosion as Eve Hanley's E-Frame descends INTO SHOT, RETROS FIRING, and lands beside Nara's E-Frame.

EVE HANLEY

Napier sent me. I'm your guide into the tunnels.

Nara starts OUT OF SHOT, followed by Hanley.

NARA BURNS

Let's go! We don't have much time!

WIDE ON TUNNEL ENTRANCE

Nara Burns, Hanley, Marsala, Torres, and Weston (in their E-Frames) enter the main tunnel. Fighting and EXPLOSIONS are still going on around them as they disappear down the tunnel.

INT. PHAETON'S BUNKER: MAIN CHAMBER - NIGHT - ANGLE ON PHAETON (IN HIS E-FRAME) AND LIVIA

Livia watches nervously as Phaeton opens a special console. We can hear MUFFLED EXPLOSIONS OS.

PHAETON

They want their Earth back, I will give them a blasted cinder.

(activates a commlink)

Computer: arm the detonator.

WIDE ANGLE

Livia watches nervously as the CEILING SLIDES OPEN and an ELECTRO-MAGNETIC CONTAINMENT CHAMBER (from Episode # 74037) descends into the main chamber of the bunker. In the BG, in his "cage" with the GLOWING ENERGY BARS, J.T. watches in alarm. Phaeton watches with cruel staisfaction. Praetorius and Typhonus (in his E-Frame) also watch nervously.

COMPUTER VOICE

Detonator armed.

ANGLE ON PHAETON (IN HIS E-FRAME) - WITH J.T. MARSH IN THE BG

as Phaeton turns back to the console and indicates a large switch with the claw of his E-Frame.

PHAETON

When this switch is activated, the magnetic field containing the anti-matter will be breached, and the world will end.

Phaeton reaches for the switch --

J.T. MARSH

No! Phaeton!

-- and pulls it down, activating it.

FADE OUT.

END OF ACT ONE



ACT TWO

FADE IN:

INT. PHAETON'S BUNKER: MAIN CHAMBER - NIGHT - WIDE ANGLE

Livia looks up nervously at the GLOWING CONTAINMENT CHAMBER. Praetorius and Typhonus (in his E-Frame) look up in surprise. J.T. Marsh, in his "cage" of GLOWING ENERGY BARS, also looks up in surprise. Phaeton, in his E-Frame, is also surprised -- and growing angry.

PHAETON  
(with growing anger)  
No! It can't be! What's wrong!

ANGLE ON PHAETON (IN HIS E-FRAME)

He turns back to the console and flips the switch repeatedly as Livia steps nervously INTO SHOT, watching him.

PHAETON (CONT)  
Someone has sabotaged the detonator!

LIVIA  
I'll see that it is repaired at once.

She hurries OUT OF SHOT.

ANOTHER ANGLE ON PHAETON (IN HIS E-FRAME)

as he turns TOWARD THE CAMERA and FIRES a stun blast.

PHAETON  
You!

ANGLE ON LIVIA

as she's HIT in the back by the stun blast --

LIVIA  
(CRY OF IMPACT)

-- and crumples to the floor.

LOW ANGLE ON LIVIA

lying on the floor.

LIVIA (CONT)  
(GROANS)

Phaeton (in his E-Frame) ENTERS SHOT and bends over her. Praetorius and Typhonus (in his E-Frame) ENTER SHOT in the BG.

PHAETON  
Everyone betrays me in the end.  
(looks away from Livia  
thoughtfully)  
They are all traitors. Traitors...

ANOTHER ANGLE

as Phaeton (in his E-Frame) stands up straight and turns to Praetorius and Typhonus (in his E-Frame).

PHAETON (CONT)  
Praetorius, you will repair the  
detonator.

PRAETORIUS  
(nervous)  
Yes, Phaeton.

ANGLE ON TYPHONUS (IN HIS E-FRAME)

as Phaeton (in his E-Frame) ENTERS SHOT PAST THE CAMERA.

PHAETON  
Typhonus, go to New Soldier Field and  
destroy the traitors I have gathered  
there.

Typhonus EXITS SHOT as Phaeton turns TOWARD THE CAMERA.

PHAETON (CONT)  
They are not worthy to meet the end  
with me!

WIPE TO:

EXT. NEW SOLDIER FIELD - NIGHT - WIDE ANGLE

a modernized version of the football stadium, though still with some of the architectural features which make Soldier Field a recognizable location (used in Episode 9 of the first season of **EXOSQUAD**). A frightened and dispirited mass of PHAETON'S NEOSAPIEN PRISONERS are on the field, guarded by armed MILITON GUARDS around the perimeter, with heavy machine-gun-like blasters trained on them (similar to 50 caliber machine-guns).

ANGLE ON GALBA AND TWO MILITON GUARDS

as they drag Galba in and shove him roughly down onto the ground among Phaeton's Neosapien Prisoners on the field.

GALBA  
(GASP OF IMPACT as he hits the ground)

ANGLE ON GALBA

looking up from the ground at the departing Militon guards.

GALBA (CONT)

What's Phaeton waiting for?! Why doesn't he finish it?!

ANOTHER ANGLE ON GALBA

as THRAX ENTERS SHOT and helps Galba to his feet.

THRAX

He keeps us alive to give us time to be afraid.

GALBA

It would have been better if I had perished when Phaeton destroyed the rest of the Neomegas.

ANGLE ON THRAX - WITH MILITON GUARDS IN THE BG

Thrax turns to look at the Militon guards as they take position behind one of the machine-gun-like blasters, COCK IT, and aim it at the prisoners -- it's obvious they will fire soon.

GALBA (CONT OS)

At least I would hvae gone with my brood.

THRAX

I used to worry how I would face the end. Would I go bravely, like a soldier?

ANGLE ON THRAX AND GALBA

among the Neosapien prisoners, as Thrax turns back to the worried and frightened Galba.

THRAX (CONT)

But let me tell you something, Neomega. It's life itself that matters, not how it ends.

ANGLE ON MORE MILITON GUARDS

setting up a machine-gun-like heavy blaster and aiming it at the prisoners.

THRAX (CONT OS)

Every moment is a precious gift, if only we have the courage to accept it.

ANGLE ON THRAX AND GALBA

Galba looks at Thrax.

THRAX (CONT)

That's where our duty lies: not in taking life, but in living it.

Suddenly we hear:

TYPHONUS (OS)  
(echoing over PA system)

Traitors!

Galba and Thrax look up.

UPSHOT ON TYPHONUS

in the pressbox above the field, speaking into the PA system.

TYPHONUS (CONT)  
(echoing over PA system)

You have all betrayed Phaeton! You must pay for your treason with your lives!

But suddenly blaster fire STREAKS INTO SHOT and EXPLODES against the pressbox, destroying it, sending Typhonus tumbling down into the stands below.

TYPHONUS (CONT)  
(CRY OF ALARM)

ON STADIUM ENTRANCE TUNNEL

SEAN NAPIER's captured Neo-Tank drives out of the tunnel, FIRING.

ANGLE ON TWO MILITON GUARDS

as they try to turn their machine-gun-like heavy blaster to fire on the Neo-Tanks OS. Blaster fire from the Neo-Tanks STREAKS INTO SHOT and EXPLODES, destroying their blaster, and blowing the Militons OUT OF SHOT.

MILITONS *Guards*  
(SHRIEKS)

WIDE ANGLE ON SEAN NAPIER'S CAPTURED NEO-TANK

FIRING near the mouth of the stadium entrance tunnel. Other captured Neo-Tanks drive out of the tunnel and take up position on either side of Napier's Neo-Tank, FIRING.

ANGLE ON THRAX AND GALBA

as Thrax calls out to the startled prisoners around them --

THRAX  
Save yourselves! Quickly -- to the  
tunnels!

Led by Thrax, Galba and the other prisoners turn and run for the  
exit tunnels.

PHAETON'S NEOSAPIEN PRISONERS  
(PANIC WALLA)

ON AN EXIT TUNNEL

The Neosapien prisoners as they rush in a panic into the tunnel.

PHAETON'S NEOSAPIEN PRISONERS (CONT)  
(PANIC WALLA CONTINUES)

Armed Militon guards fly INTO SHOT, insect-like WINGS BUZZING,  
fly INTO SHOT, weapons aimed down at the prisoners.

ANGLE ON SEAN NAPIER - INSIDE HIS CAPTURED NEO-TANK

as he pivots his turret.

SEAN NAPIER  
(into commlink)  
Keep the Militons away from the  
prisoners!

He FIRES his Neo-Tank's blaster.

UPSHOT ON TWO MILITONS

hovering on BUZZING WINGS as they aim their weapons down at Thrax  
in the FG, who is urging the Neosapien prisoners to keep moving  
as they run PAST THE CAMERA.

THRAX  
Keep going!

Napier's blaster fire STREAKS INTO SHOT and EXPLODES against one  
of the Militons, knocking it OUT OF SHOT. As the other Militon  
turns to face Napier OS, JINX MADISON's E-Frame flies INTO SHOT  
and FIRES at the Militon, the EXPLOSION knocking it OUT OF SHOT.

WIDE ANGLE

Thrax and Galba lead the other Neosapien Prisoners into the exit  
tunnel, Jinx Madison's E-Frame hovers, FIRING, providing cover.  
PETER TANAKA's E-Frame and VOODOO's E-Frame ENTER SHOT and hover  
beside Jinx Madison's E-Frame, FIRING at the Militons OS.

ON TWO MILITONS

FIRING their machine-gun-like heavy blaster. Blaster fire STREAKS INTO SHOT and HITS their heavy blaster, causing it to EXPLODE, knocking them OUT OF SHOT. WIDEN as Sean Napier's captured Neo-Tank drives INTO SHOT, CRUNCHING over the ruins of their heavy blaster, and FIRING at more Militons OS.

EXT. OUTSIDE NEW SOLDIER FIELD - NIGHT - WIDE ANGLE

Phaeton's Neosapien Prisoners, led by Thrax and Galba, pour out of the exits from the stadium. The FLASH OF EXPLOSIONS continue to light up the interior of the stadium behind them.

WIPE TO:

INT. PHAETON'S BUNKER: LARGE TUNNEL - NIGHT - TRACKING

Eve Hanley's E-Frame leads Nara Burns' E-Frame, Marsala's E-Frame (with Kaz Takagi also aboard), Rita Torres' E-Frame, and other E-Frames along the tunnel.

EVE HANLEY

If Phaeton used the old subway grid, the command center should be under the main station.

MARSALA

Phaeton lacks imagination. It is likely he used the old subway plan.

Suddenly a BARRAGE OF BLASTER FIRE STREAKS INTO SHOT and EXPLODES among them. An Exofleet E-Frame behind them is HIT and EXPLODES.

LONG SHOT - LOOKING UP THE TUNNEL

Shiva's E-Frame and Draconis' E-Frame stand at a tunnel intersection, FIRING AT THE CAMERA. Other Neosapien E-Frames take positions beside them and OPEN FIRE.

ANGLE ON NARA BURNS' E-FRAME

as blaster fire STREAKS THROUGH THE SHOT and EXPLODES OS.

NARA BURNS

Keep moving! We've got to get past them!

She FIRES all her weapons.

ANGLE ON SHIVA'S E-FRAME, DRACONIS' E-FRAME, AND TWO OTHER NEOSAPIEN E-FRAMES

FIRING. Blaster fire RICOCHETS off Draconis' E-Frame. One of the Neosapien E-Frames is HIT and EXPLODES.

CLOSER ANGLE ON SHIVA'S E-FRAME AND DRACONIS' E-FRAME

Blaster fire STREAKS THROUGH THE SHOT and EXPLODES OS.

DRACONIS

There are too many of them!

SHIVA

Hold them as long as you can, I'll take another tunnel and attack from the rear!

WIDE ANGLE

As blaster fire EXPLODES around them, Shiva's E-Frame, followed by a two Neosapien E-Frames, withdraws down a connecting tunnel. Draconis' E-Frame continues to FIRE at Nara Burns and the others OS as other Neosapien E-Frames move into position beside him, FIRING. One of the Neosapien E-Frames is HIT and EXPLODES.

EXT. RUINS OF CHICAGO - NIGHT - WIDE

looking across the lake at what's left of the skyline of Chicago, silhouetted against RED FLAMES and EXPLOSIONS. Admiral Winfield's battered shuttle flies PAST THE CAMERA INTO SHOT, heading for the center of the city.

EXT. PHAETON'S BUNKER: MAIN ENTRANCE - NIGHT - WIDE

on the cratered and rubble-strewn area in front of the battered main entrance. Admiral Winfield's battered shuttle descends INTO SHOT, RETROS FIRING, and lands in front of the main entrance.

ANGLE ON ADMIRAL WINFIELD'S BATTERED SHUTTLE

as the HATCH OPENS and Vince Pellegrino (with a laser rifle) comes out, followed by Colleen O'Reilly (with a shoulder-fired missile launcher), Wolf Bronski (carrying a laser rifle), and a few jumptroopers. We can hear DISTANT MUFFLED EXPLOSIONS OS.

WOLF BRONSKI

Man -- you can always tell where the squad is!

UPSHOT ON DAMAGED INSCRIPTION ABOVE THE TUNNEL ENTRANCE - OVER VINCE PELLEGRINO'S SHOULDER

All that is left of the cracked and shattered inscription is "Lasciate ogni speranza". Pellegrino looks up at it, reading.

VINCE PELLEGRINO

(translating)

Abandon all hope...

WIDEN as O'Reilly and Bronski ENTER SHOT PAST THE CAMERA and stand beside Pellegrino.

COLLEEN O'REILLY  
 (completing the  
 quotation)  
 ... ye who enter here.

Pellegrino looks at O'Reilly.

COLLEEN O'REILLY (CONT)  
 It's Dante -- from the Divine Comedy.

ANGLE ON WOLF BRONSKI

looking up at the inscription: "Lasciate ogni speranza".

WOLF BRONSKI  
 Comedy, huh?! Sounds like a load o'  
 laughs!

He FIRES his laser rifle at the inscription. There's an EXPLOSION, blowing off the first two words, leaving the single word "speranza" -- hope. Bronski turns to the others OS.

WOLF BRONSKI (CONT)  
 Let's go.

Bronski runs AWAY FROM THE CAMERA into the main tunnel as O'Reilly, Pellegrino, and the other jump troopers ENTER SHOT PAST THE CAMERA and enter the tunnel, following Bronski.

INT. PHAETON'S BUNKER: LARGE TUNNEL - NIGHT - ANGLE ON MAGGIE WESTON'S E-FRAME AND EVE HANLEY'S E-FRAME

FIRING at Typhonus' E-Frame OS. Suddenly blaster fire STREAKS INTO SHOT from behind and EXPLODES against the backs of both their E-Frames, hurling them to the ground.

MAGGIE WESTON AND EVE HANLEY  
 (CRIES OF IMPACT)

ANGLE ON SHIVA'S E-FRAME

emerging from a connecting tunnel behind Nara and the others, FIRING. He's followed by two Neosapien E-Frames and armed Militons on foot.

ANGLE ON EVE HANLEY - IN HER E-FRAME

struggling to move in her disabled, SPARKING E-Frame.

EVE HANLEY  
 (GROANS OF EXERTION)



WIDEN as an armed Militon ENTERS SHOT and aims its weapon at her. But before the Militon can fire, a laser blast HITS him from behind, knocking him OUT OF SHOT.

MILITON

(SHRIEK)

LOW ANGLE ON WOLF BRONSKI, VINCE PELLEGRINO, AND COLLEEN O'REILLY charging down the tunnel, FIRING, other jumptroopers behind them.

ANGLE ON SHIVA'S E-FRAME

turning toward the jumptroops OS and FIRING.

SHIVA

They are behind us!

ANGLE ON WOLF BRONSKI, COLLEEN O'REILLY, AND TWO JUMPTROOPERS

Bronski dives to the ground and O'Reilly drops to one knee as Shiva's blaster fire STREAKS INTO SHOT and EXPLODES, knocking the two jumptroopers OUT OF SHOT. From her kneeling position, O'Reilly FIRES her missile launcher.

ANGLE ON SHIVA'S E-FRAME

O'Reilly's missile EXPLODES against it.

SHIVA

(CRY OF IMPACT)

ANGLE ON COLLEEN O'REILLY

FIRING her missile launcher again. Bronski stands up beside her INTO SHOT, FIRING his laser rifle as O'Reilly FIRES REPEATEDLY.

PANNING WITH SHIVA'S E-FRAME

as Shiva's backed across the tunnel by REPEATED HITS AND EXPLOSIONS, each damaging his E-Frame more --

SHIVA (CONT)

(IMPACT CRY with each explosion)

-- until he's backed up against the wall and a final missile EXPLOSION SMASHES his E-Frame into the wall. SPARKING AND SHORTING OUT, Shiva's E-Frame CRASHES to the floor.

CLOSE ANGLE ON SHIVA - IN HIS E-FRAME

as Wolf Bronski ENTERS SHOT, his laser rifle aimed down at Shiva.

SHIVA (CONT)

(gasping)

Fire, Terran.... I have... no wish...  
to live.

For a beat -- it looks as though Bronski might fire, but then he  
lowers his laser rifle.

WOLF BRONSKI

Too bad.

Bronski runs OUT OF SHOT toward the FIRING AND EXPLOSIONS OS.

ANGLE ON DRACONIS' E-FRAME AND ANOTHER NEOSAPIEN E-FRAME

at the other end of the tunnel, FIRING.

ANGLE ON NARA BURNS' E-FRAME, MARSALA'S E-FRAME (WITH KAZ TAKAGI  
ALSO ABOARD), AND RITA TORRES' E-FRAME

FIRING BACK as the Neosapien blaster fire STREAKS THROUGH THE  
SHOT. Nara's E-Frame is HIT and damaged. Marsala's E-Frame  
(with Kaz Takagi also aboard) is HIT and staggered.

PANNING WITH RITA TORRES' E-FRAME

as she advances, FIRING.

RITA TORRES

(FRUSTRATED CRY OF RAGE)

ANGLE ON DRACONIS' E-FRAME AND ANOTHER NEOSAPIEN E-FRAME

as Torres' blaster fire EXPLODES around them. They FIRE back.

ANGLE - TRACKING RITA TORRES' E-FRAME

advancing, FIRING all weapons. Her E-Frame is rocked by  
EXPLOSIONS as it takes HITS, but she keeps coming despite her E-  
Frame's SPARKING and SHORT-CIRCUITING.

ANGLE ON DRACONIS' E-FRAME AND ANOTHER NEOSAPIEN E-FRAME

FIRING at Torres OS. Torres' fire EXPLODES around them. The  
Neosapien E-Frame is HIT and EXPLODES. Draconis keeps FIRING.

ANGLE - PANNING WITH RITA TORRES' E-FRAME

Staggered by repeated blaster HITS and SPARKING from every joint,  
Torres' E-Frame closes with Draconis' E-Frame, grappling with it.

ANOTHER ANGLE

Torres' uses the enhanced battering ram arm of her E-Frame to  
SMASH Draconis' E-Frame --

RITA TORRES  
(CRIES OF EFFORT)

-- and finally Draconis' E-Frame EXPLODES, hurling Torres' E-Frame against the opposite wall of the tunnel. SPARKING, Torres' E-Frame topples to the ground.

INT. PHAETON'S BUNKER: SMALL CHAMBER - NIGHT - ANGLE ON LIVIA

Seated in a chair, Livia regains consciousness.

LIVIA  
(MOANS as she regains consciousness)

WIDEN as Phaeton (in his E-Frame) leans INTO SHOT.

PHAETON  
Why, Livia? Why did you sabotage the  
Doomsday device?

LIVIA  
I was your most loyal follower! I  
believed in the Neosapien Order! I  
still do!

ANOTHER ANGLE - WIDER

as Livia stands up, trying to reason with Phaeton.

LIVIA (CONT)  
Neosapiens are superior! We are  
destined to rule! Even from this  
defeat, we will rise again!

PHAETON  
Let me tell you a secret, Livia. There  
is no Neosapien Order. No destiny.  
There is only power. My power!

ANGLE ON PHAETON (IN HIS E-FRAME) - OVER LIVIA'S SHOULDER

He walks toward the door, but stops and looks back as the DOOR  
HISSES OPEN.

PHAETON (CONT)  
I did trust you, Livia. That's why I  
never made any clones of you.

Phaeton (in his E-Frame) goes out the door.

PANNING WITH LIVIA

as she rushes toward the door.

LIVIA  
 Phaeton! You cannot destroy  
 everything!

Livia stops, terrified, as ULL and GARM step through the door.

INT. PHAETON'S BUNKER: MAIN CHAMBER - NIGHT - LONG SHOT

with Praetorius in the FG, trying to repair the Doomsday device control console. Phaeton (in his E-Frame) enters through a side door and advances toward Praetorius. J.T. Marsh is near Phaeton in the "cage" of GLOWING ENERGY BARS. Suddenly we hear:

LIVIA (OS)  
 (MUFFLED SCREAM)

-- and Phaeton stops. In the silence following the scream, we hear DISTANT MUFFLED EXPLOSIONS OS.

ANGLE ON PHAETON (IN HIS E-FRAME) AND J.T. MARSH

Phaeton turns to J.T., who watches him from behind the GLOWING ENERGY BARS of his "cage."

PHAETON  
 Have you ever known happiness, J.T. Marsh?

J.T. MARSH  
 Not since I met you!

PHAETON  
 I was happy -- once.

DISSOLVE TO:

EXT. UNIVERSITY OF CHICAGO - DAY (FIFTY YEARS AGO) - WIDE ANGLE

It's a beautiful, idyllic day. In the FG is a sign that says "UNIVERSITY OF CHICAGO". Beyond that, we can see Phaeton walking along a tree-lined stone-paved path through the campus, imposing collegiate buildings of gray stone rising above the trees.

PHAETON (CONT VO)  
 (remembering)  
 It was after the first Neosapien Rebellion. I was invited to speak at the University of Chicago on the future of Neosapiens.

TRACKING PHAETON

as he walks along the stone-paved path across the campus, amid the flowering trees.

PHAETON (CONT VO)

Before the speech, I took a walk. It was a beautiful day and the sun was warm. I heard bells in the distance.

TILT UP AND PUSH IN on the tower of one of the campus buildings as we hear a CARILLON starts to play.

CLOSE ON PHAETON

looking up at the carillon OS. He smiles genuinely, peacefully.

PHAETON (CONT VO)

And for a moment, I was at peace.

SMASH CUT TO:

INT. PHAETON'S BUNKER: MAIN CHAMBER - NIGHT - ANGLE ON PHAETON (IN HIS E-FRAME) AND J.T. MARSH

as a LOUD EXPLOSION OS (but very close) rocks the main chamber. J.T. and Phaeton cringe as dust and debris showers down. Then:

PRAETORIUS (OS)

Phaeton!

ON PRAETORIUS - LOOKING PAST PHAETON (IN HIS E-FRAME) AND J.T. MARSH (IN HIS "CAGE")

Praetorius points at the Doomsday device control console.

PRAETORIUS (CONT)

The detonator is repaired. The Doomsday device is operational.

FADE OUT:

END OF ACT TWO

ACT THREE

FADE IN:

INT. PHAETON'S BUNKER: MAIN CHAMBER - NIGHT - WIDE ANGLE

with Praetorius in the FG, beside the Doomsday device control console. Phaeton in his E-Frame approaches him. J.T. Marsh, in the "cage" of GLOWING ENERGY BARS, calls desperately to Phaeton.

J.T. MARSH

Phaeton! I thought you were going to  
destroy me with your own hands!

Phaeton stops and turns toward J.T. Marsh.

PHAETON

You are trying to delay me.

ANGLE ON J.T. MARSH

inside his "cage" of GLOWING ENERGY BARS. Phaeton (in his E-Frame) ENTERS SHOT and looks at J.T..

PHAETON (CONT)

But how long does it take to crush an  
insect?

CLOSER ANGLE ON J.T. MARSH AND PHAETON (IN HIS E-FRAME)

as Phaeton reaches through the GLOWING ENERGY BARS with one of the arms of his E-Frame, causing a SPARKING ENERGY DISRUPTION, and grabs J.T. in his claw. He drags J.T. out through the GLOWING ENERGY BARS, increasing the SPARKING ENERGY DISRUPTION.

J.T. MARSH

(CRY OF PAIN as he passes through the  
glowing energy bars)

ANOTHER ANGLE ON J.T. MARSH AND PHAETON (IN HIS E-FRAME)

J.T. struggles in the grasp of Phaeton's E-Frame's claw.

J.T. MARSH (CONT)

(GASPING, STRUGGLING)

PHAETON

Too bad you won't be here to see the  
most important event in the history of  
the solar system!

But suddenly a HUGE EXPLOSION OS rocks the main chamber, and Phaeton looks OS in alarm.

PHAETON (CONT)  
(STARTLED GASP)

ON THE MAIN DOORS OF THE CHAMBER

Another EXPLOSION blows them open, and Nara Burns' E-Frame and Marsala's E-Frame (with Kaz Takagi also aboard) enter through the SMOKE where the doors had been.

MARSALA  
Surrender, Phaeton! You have lost!

ANGLE ON J.T. MARSH AND PHAETON (IN HIS E-FRAME)

Phaeton tosses J.T. aside. J.T. lands near his E-Frame.

PHAETON  
I will never surrender!  
(a beat -- then)  
Ull! Garm!

ANGLE ON SIDE DOOR

as Ull and Garm, carrying shoulder-fired missile launchers, enter and FIRE.

ANGLE ON NARA BURNS' E-FRAME AND MARSALA'S E-FRAME (WITH KAZ TAKAGI ALSO ABOARD)

Nara's E-Frame is HIT by a missile and damaged in the EXPLOSION. Marsala's E-Frame turns and the other missile EXPLOSION barely misses it.

ANGLE ON PRAETORIUS

He draws a laser pistol and FIRES at Nara's E-Frame OS.

ANGLE ON NARA BURNS' E-FRAME

as Nara FIRES despite the SPARKING of some of her E-Frame joints.

ANGLE ON ULL AND GARM

Nara's blast EXPLODES against Garm, hurling him backwards OUT OF SHOT --

GARM  
(SHRIEK)

ANGLE ON PHAETON'S E-FRAME

Phaeton FIRES his blasters.

ON NARA BURNS' E-FRAME

Her E-Frame is HIT and the EXPLOSION knocks her back out through the main doorway opening.

PANNING WITH MARSALA'S E-FRAME (WITH KAZ TAKAGI ALSO ABOARD)

Marsala's E-Frame rushes forward and SMASHES into Phaeton's E-Frame, hurling Phaeton backwards.

ANGLE ON PHAETON'S E-FRAME AND MARSALA'S E-FRAME (WITH KAZ TAKAGI ALSO ABOARD)

Marsala tries to bring his gun "arms" to bear on Phaeton, but Phaeton grabs the gun "arms" in his claws. Marsala's E-Frame FIRES, but the shot misses and EXPLODES against J.T.'s former "cage" with the GLOWING ENERGY BARS, destroying it.

ANOTHER ANGLE

as Phaeton's E-Frame grapples with Marsala's E-Frame (with Kaz Takagi also aboard). Ull rushes INTO SHOT in the BG and FIRES a missile pointblank at Marsala's E-Frame, HITTING it, the EXPLOSION knocking it to the ground.

DOWNSHOT ANGLE ON MARSALA'S E-FRAME (WITH KAZ TAKAGI ALSO ABOARD)

on the ground. Ull leaps INTO SHOT, landing on Marsala's E-Frame. Ull SMASHES the cockpit canopy with his claws.

ULL  
(SHRIEK OF RAGE)

ANOTHER ANGLE - CLOSER

Marsala grabs Ull's wrists as Ull tries to SLASH at him through the shattered cockpit canopy.

ULL (CONT)  
(SHRIEKS OF RAGE CONTINUE)

MARSALA  
(CRIES OF EXERTION)

Behind Marsala, Takagi tries to aim the E-Frame's gun "arms" at Ull --

KAZ TAKAGI  
I can't get a clear shot!

Ull twists his body out of the way as Takagi FIRES the E-Frame's blasters, sending the blaster ray streaking up OUT OF SHOT.

UPSHOT ON CHAMBER CEILING

near where the electro-magnetic containment chamber is suspended with its GLOWING MAGNETIC "BOTTLE". The fire from Marsala's E-



Frame EXPLODES against the groin-vaulted stone of the ceiling, blowing out huge chunks of rock and debris, which rains down OUT OF SHOT.

ON ULL AND MARSALA'S E-FRAME (WITH KAZ TAKAGI ALSO ABOARD)

Huge chunks of rock and debris SMASH down INTO SHOT, burying Ull

ULL

(SHRIEK)

-- and trapping Marsala and Takagi inside Marsala's E-Frame.

PANNING WITH PRAETORIUS

He drops his laser pistol and starts to run, but huge chunks of rock and debris SMASH down INTO SHOT, burying him. When THE DUST CLEARS, we see Praetorius' laser pistol laying beside the mound of rocks and debris.

ANGLE ON PHAETON'S E-FRAME

as it climbs out of the rubble and debris, Phaeton looking up at the still intact ELECTRO-MAGNETIC CONTAINMENT CHAMBER.

PHAETON

You cannot defeat me! I can still  
destroy you all!

But then we hear:

J.T. MARSH (OS)

Frame up!

-- and Phaeton looks OS in surprise.

ON J.T. MARSH'S E-FRAME - PHAETON'S POV

as the CANOPY CLOSES and the E-Frame POWERS UP.

J.T. MARSH (CONT)

It's over, Phaeton! You're finished!

J.T. FIRES THRUSTERS, launching himself AT THE CAMERA.

REVERSE ON PHAETON'S E-FRAME

as J.T.'s E-Frame flies PAST THE CAMERA INTO SHOT and CRASHES into Phaeton's E-Frame --

J.T. MARSH AND PHAETON

(CRIES OF IMPACT)

-- sending both E-Frames SMASHING into the far wall of the chamber.

ANGLE ON PHAETON'S E-FRAME AND J.T. MARSH'S E-FRAME

Phaeton's E-Frame gets to its feet, J.T.'s E-Frame clutched in one of its claws. Phaeton begins RIPPING at J.T.'s E-Frame with his other set of claws, TEARING METAL.

CLOSER ANGLE

as J.T. rams one of his gun "arms" into the "stomach" of Phaeton's E-Frame and FIRES. The EXPLOSION knocks Phaeton's E-Frame back and knocks J.T.'s E-Frame free.

PHAETON  
(GRUNT OF IMPACT)

ANGLE ON J.T. MARSH'S E-FRAME

as it CRASHES on its back on the ground. Before J.T. can get up, Phaeton's E-Frame ENTERS SHOT, looming over him, despite the SPARKING from its damage. Phaeton aims his blasters at J.T..

PHAETON (CONT)  
Now I have my revenge, J.T. Marsh!  
First you -- and then your Earth!

But before Phaeton can fire, J.T. raises a gun "arm" and FIRES A SUSTAINED BURST, the EXPLOSIONS peppering Phaeton's E-Frame.

ANOTHER ANGLE

as Phaeton's E-Frame, SPARKING from every joint, turns and topples over backwards, CRASHING onto J.T.'s E-Frame, causing another EXPLOSION from Phaeton's depleted power pack. J.T.'s E-Frame SPARKS and POWERS DOWN.

ANGLE ON PHAETON'S DAMAGED E-FRAME

SPARKING as it lays atop J.T. Marsh's E-Frame, pinning it to the floor. Phaeton POPS THE CANOPY and crawls out -- and for the first time we see his lower body: now reduced to a huge, shapeless mass of flesh by auto-mutation syndrome.

ANOTHER ANGLE - TRACKING PHAETON

as he crawls/slithers across the floor toward the Doomsday device control console, like a giant slug with head brace and bandaged arms, his hideous body scraping along the stone floor.

PHAETON  
(gasping with effort)  
I will... destroy you! I am...  
Phaeton!!!!

LOW ANGLE ON BLASTED OPEN MAIN DOORWAY - FROM INSIDE J.T. MARSH'S E-FRAME - WITH J.T. MARSH IN THE FG

as a battered Nara Burns, no longer in her E-Frame staggers in and clutches the side of the doorway for support.

J.T. MARSH  
Nara! Stop him!

ANOTHER LOW ANGLE ON NARA BURNS - WITH SOMETHING IN THE FG

We can't tell what is in the FG, but Nara looks at it and we RACK FOCUS to reveal that it's Praetorius' laser pistol.

ANOTHER ANGLE ON NARA BURNS

She starts for the laser pistol, but as she reaches for it, Nara suddenly clutches her arm (the one where Ketzer gave her the injection in Episode # 74032) and collapses to her knees, her head bowed in pain.

NARA BURNS  
(GASP OF PAIN) Ketzer.

CLOSE ANGLE ON THE DETONATOR SWITCH

on the Doomsday device control console. Phaeton ENTERS SHOT, his hand reaching for the detonator switch.

PHAETON (CONT)  
With my last breath... I destroy you  
all!

CLOSE ON NARA BURNS

her head bowed. She raises her head to look AT THE CAMERA -- and we see that her EYES ARE GLOWING GREEN.

NARA BURNS  
No!!!!!!!

PULL BACK WIDER as she extends her arm and her HAND GLOWS WITH GREEN ENERGY.

CLOSE ANGLE ON PHAETON

reaching for the detonator switch. Suddenly his hand stops, inches from the switch, and his HAND GLOWS WITH GREEN ENERGY too.

PHAETON  
(GASP OF SURPRISE)

PANNING WITH NARA BURNS

Her EYES AND HAND GLOWING GREEN. She picks up Praetorius' laser pistol with her other hand and gets to her feet, walking over to Phaeton, whose GLOWING GREEN HAND is held immobile only inches from the detonator switch.

ANGLE ON PHAETON AND NARA BURNS

as Phaeton looks up at Nara in shock.

PHAETON (CONT)  
You... you aren't human!

NARA BURNS  
My mother and father were.

ON NARA BURNS

as the GLOW FADES FROM HER EYES AND HAND.

NARA BURNS (CONT)  
And my brother....

ANGLE ON PHAETON

As the GREEN GLOW FADES FROM HIS HAND, Phaeton lunges to one side, drawing a concealed laser pistol --

PHAETON  
(CRY OF EFFORT)

-- and FIRES.

ANGLE ON NARA BURNS

She ducks under Phaeton's blast as it STREAKS THROUGH THE SHOT, raising her laser pistol, and FIRES from a crouching position.

ANGLE ON PHAETON

He's HIT by her blaster fire --

PHAETON  
(CRY OF IMPACT)

-- and the EXPLOSION knocks him OUT OF SHOT.

ON NARA BURNS

She straightens up from her crouch, lowering the laser pistol until it points toward the ground. She looks AT THE CAMERA.

NARA BURNS  
My brother's name was James.

In a gesture of war-weariness, she tosses the laser pistol OUT OF SHOT. She turns and walks AWAY FROM THE CAMERA.

WIDER

as we see that Nara is going over to help J.T. and Marsala and Takagi, who are trapped in their E-Frames.

DISSOLVE TO:

EXT. STREET BY A RUINED CHURCH IN CHICAGO - NIGHT - WIDE

A vast plain of rubble, with a few shattered walls standing waist-high. The only thing left standing is an old church of smoke-blackened stone. The roof of the church is gone, and some of the walls have collapsed. But the belltower remains intact. A MANHOLE SCRAPES OPEN in the street in the FG as the cover is lifted from the inside and Wolf Bronski and Eve Hanley climb out.

ON WOLF BRONSKI - OVER EVE HANLEY'S SHOULDER

Bronski runs AWAY FROM THE CAMERA toward the church in the BG.

EVE HANLEY

Wolf -- where are you going?!

WOLF BRONSKI

It's all over! Somebody needs to make some noise!

INT. RUINED CHURCH BELLTOWER - NIGHT - ON ROPE

as Bronski's hands reach INTO SHOT and grab the rope. WIDEN to show Bronski, pulling on the rope. Eve Hanley ENTERS SHOT and grabs the rope with him, pulling on the rope. We hear the FIRST RINGING OF THE CHURCH BELLS.

UPSHOT ON CHURCH BELLS

swinging back and forth, RINGING.

EXT. RUINS OF CHICAGO - NIGHT - LONG SHOT - PANNING

across the ruins as we hear the BELLS RINGING. A SECOND BELL BEGINS TO RING. ANOTHER BELL BEGINS TO RING.

EXT. DAMAGED STREET IN CHICAGO - NIGHT - WIDE ANGLE - LOW

As the GROWING JOYOUS CACOPHONY OF BELLS CONTINUES, frightened, curious, hopeful CHICAGOANS emerge from the damaged buildings, wondering if it's all over at last.

EXT. NEW YORK CITY - NIGHT - WIDE ON THE CITY

with the battered Statue of Liberty in the FG. BELLS in New York join the GROWING JOYOUS CACOPHONY OF BELLS.

EXT. STREET IN NEW YORK CITY - NIGHT - ON SIDNEY

SIDNEY (from Episode # 74027) sits in his roofless hover-cab, HONKING HIS HORN in celebration along with the GROWING JOYOUS CACOPHONY OF BELLS.

EXT. PARIS - DAY - WIDE

We see a view of the city, the Arc de Triomphe and the ruined Eiffel Tower. BELLS all over the city join the GROWING JOYOUS CACOPHONY OF BELLS.

EXT. NOTRE DAME CATHEDRAL IN PARIS - DAY - UPSHOT WIDE

BELLS ring in one of Notre Dame's twin towers. The other tower has been destroyed. GROWING JOYOUS CACOPHONY OF BELLS CONTINUES.

EXT. JAPAN: A SHINTO SHRINE - NIGHT - ON SHINTO PRIEST

The SHINTO PRIEST swings the striking log, hitting a large bell in the shrine, which RINGS DEEPLY, SONOROUSLY, joining the GROWING JOYOUS CACOPHONY OF BELLS.

EXT. RUINS OF SYDNEY OPERA HOUSE IN AUSTRALIA - NIGHT - WIDE

As BELLS ring out over the city, a group of TRIBAL ABORIGINES sit around a BONFIRE in front of the ruins of the Opera House, playing DIGGERY-DOS, a primeval sound from the distant past, which joins the GROWING JOYOUS CACOPHONY OF BELLS. DANNY BORRAGONG and NICK TYREE are with them.

EXT. UNIVERSITY OF CHICAGO - DAWN - WIDE

This is not the University of Chicago of fifty years ago that Phaeton remembered, but a cratered and ruined place, with the battered "UNIVERSITY OF CHICAGO" sign in the FG. A CARILLON plays, joining the JOYOUS CACOPHONY OF BELLS.

EXT. PHAETON'S BUNKER: MAIN ENTRANCE - DAWN - WIDE

RETROS FIRING, an Exofleet shuttle descends INTO SHOT and lands beside Admiral Winfield's battered shuttle in front of the rubble of the main entrance to Phaeton's bunker. Only the word "speranza" remains of the inscription over the bunker entrance. NOTE: The JOYOUS CACOPHONY OF BELLS CONTINUES throughout this scene, though as muted background music.

ANGLE ON EXOFLEET SHUTTLE

as the HATCH OPENS and ADMIRAL WINFIELD emerges, followed by a couple of STAFF OFFICERS.

ON MAIN ENTRANCE

J.T. Marsh (without his E-Frame) emerges from the darkness of the tunnel, over which the single word "speranza" remains of the inscription. He walks TOWARD THE CAMERA. Behind him, Weston, Torres, Marsala, Nara, Takagi, O'Reilly, Pellegrino, and a couple of jump troopers emerge from the darkness of the tunnel. They all look dirty and battered.

ANGLE ON ADMIRAL WINFIELD

as J.T. Marsh ENTERS SHOT and extends his hand.

J.T. MARSH  
Welcome to Chicago, Admiral.

Admiral Winfield takes J.T.'s hand and shakes it.

ADMIRAL WINFIELD  
It's good to be home.

PULL BACK WIDER as they shake hands and we DIAL UP the JOYOUS CACOPHONY OF BELLS.

FADE OUT.

END OF EPISODE THIRTY-EIGHT