

RESIDENT EVIL - AFTERLIFE

by

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Second Draft

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There's nothing harder to kill

Than something that's already dead.

INT. MANSION - BATHROOM

CLOSE ON BLUE EYES as they snap open. Woken from a bad dream. WIDEN to reveal a woman's face to go with the eyes. It's not perfection, but it's close. We'll call her ALICE.

It's raining.

No, not rain, for as we WIDEN more, Alice is revealed to be lying in the SHOWER.

She's naked.

And I take it back

She is perfection.

As she gets up, Alice looks around. Tiled floor, bathroom fittings made of brass.

Alice moves through the room like someone who doesn't know where she is. She stops in front of a mirror. Wipes the condensation from it. Stares at her own naked body as if it belonged to a stranger.

She sees a fresh bruise on one shoulder. From falling in the shower? But her other shoulder is even more intriguing. An old scar traces a long jagged line from the top of her arm to her elbow. Looks like a knife did it. A big one.

Alice touches the scar. Like it was all strange to her. Like she's never seen it before.

INT. MANSION - BEDROOM

Alice sees a red dress laid on the bed for her. A pair of boots stand close by. Did she lay these out? She just doesn't remember.

CUT TO:

INT. MANSION - BEDROOM - LATER

Alice, now dressed, stands over an antique writing desk. Lying on it is a handwritten note. She picks it up:

"Today All Your Dreams Come True".

Alice walks to the window.

SO FAR EVERYTHING IS AN EXACT REPLAY OF RESIDENT EVIL 1, UNTIL --

(CONTINUED)

CONTINUED:

Alice parts the curtains, but instead of a view of the woods, there is nothing but CONCRETE outside the window. A solid, impenetrable CONCRETE WALL.

Off Alice's puzzled look we --

CUT TO:

INT. MANSION - HALLWAY

Alice wanders the mansion.

CLOSE ON a framed photograph as Alice takes it from a side table. It's of her and a handsome man. He has his arm around her. He wears a wedding ring.

Alice looks at her own hand. She too wears a simple gold band. Is this man her husband? She stares at the picture again. Trying to remember.

INT. MANSION - ENTRANCE CHAMBER

Alice approaches the front door of the mansion.

EVERYTHING IS EXACTLY AS IT WAS IN THE FIRST FILM, UNTIL --

Alice opens the door. But instead of an ornamental garden, she steps out into --

INT. THE HIVE - GLASS CORRIDOR

A long corridor made entirely of glass. The walls, the floor, the ceiling. This is where ONE (the leader of the Commando team) and the other Commandoes met their bloody end in RESIDENT EVIL 1. But Alice doesn't know this. She doesn't remember anything. But she knows that something is wrong.

The lights dim. Something is happening. Alice turns to return to the Mansion, but the door has already swung closed. There is no going back.

Suddenly a horizontal beam of laser light travels down the corridor at high speed. It starts at ankle level and then rises to chest height. There is no escaping it. And it's headed straight for Alice.

At the last moment, Alice leaps into the air - and stays there! She is hanging from an air vent in the ceiling, her legs pulled up above the level of the laser. The beam has passed right beneath her, only just missing.

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CONTINUED:

THIS IS AN EXACT REPEAT FROM RESIDENT EVIL 1, except instead of One's knife being caught by the laser beam, a thin sliver of Alice's red dress drifts to the floor, sliced off by the deadly laser.

Alice drops back to the floor as the lights begin to dim again. And because history is repeating itself, we know what will happen next. Alice will die, just as One did.

A second laser beam fires towards Alice. She jumps in the air again. The thin laser wire switches to a grid. Fifty interlocking laser lines forming a deadly net from which there is no escape.

But Alice swings her body upwards, kicking the air vent aside, and disappears into the air duct above the corridor. At the last moment she pulls her head into the air duct and escapes the laser grid.

It was a close call, as witnessed by the strands of blonde hair that drift slowly to the floor of the glass corridor. The ends are singed - burnt by the laser beam.

INT. AIR DUCT

Tight, claustrophobic and pitch black in here. Barely room to move. But Alice crawls forward. Pushing ever onwards. Eventually she sees a faint light filtering in from above. An access hatch of some kind in the roof of the duct.

Alice pushes it cautiously open, to reveal --

INT. RACCOON CITY HOSPITAL - CORRIDOR NIGHT.

Alice climbs from the access hatch and stares at the deserted corridor --

It is the same one she wandered at the end of RESIDENT EVIL 1. The very same one the NEMESIS prowled in RESIDENT EVIL: APOCALYPSE.

Alice looks around, trying to remember, trying to figure this out. At the end of the corridor are a set of glass doors leading to the city streets. It's silent out there.

Alice takes a few steps forward and then halts. Sensing something. The corridor is empty, but still Alice feels uneasy. A GURNEY rests against the wall beside her. Alice takes it and pushes it down the corridor ahead of her.

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The gurney triggers a CONCEALED TRAP. A viciously sharp WIRE slices across the corridor, cutting the metal gurney clean in half. It would have done the same to Alice.

Alice steps carefully around the trap and accidentally triggers a second device.

A JUMPING JACK MINE which EXPLODES at chest height.

Alice looks down to see blood spreading across her red dress.

After a moment of surprise she falls backwards DEAD.

As Alice's blood pools around her, UMBRELLA SCIENTISTS appear from concealed doorways along the length of the corridor. They had been watching all along. The Scientists wear Haz-Mat suits with mirrored visors.

CLOSE ON -- one mirrored visor. We see dead Alice reflected in it. Then the Scientist pulls off the visor to reveal -- DOCTOR ISAACS, the creator of "Programme Alice" from RESIDENT EVIL: APOCALYPSE. He stares down at the body in disgust.

DOCTOR ISAACS

Take a sample of her blood.
(gestures to the dead body)
Then get rid of that.

CUT TO:

EXT. DEATH VALLEY DAY.

A merciless sun beats down on an ancient wooden building that seems to have grown out of the salt flats. It's a WEATHER STATION.

INT. WEATHER STATION DAY.

The interior is simple. Cheap Formica table, a few wooden chairs. Barometric equipment that looks like it dates back to the 1950's. There is no one here. Nothing breaks the silence, until --

We sense a slight vibration. Mercury in the THERMOMETER trembles a little.

The vibration steadily builds to a powerful tremor as suddenly the floor SPLITS IN HALF. The table and chairs slide smoothly to one side to reveal a gaping concrete shaft that drops away into the depths of the earth. Moments later a HYDRAULIC PLATFORM rises from the shaft and locks into place.

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Riding on it are two Umbrella Scientists in their familiar Haz-Mat suits. Between them they carry the dead body of Alice.

EXT. WEATHER STATION DAY.

The two scientists carry the body to the edge of a long trench dug in the salt flats. They swing it twice and then heave it in.

CLOSE ON -- the body of Alice as it rolls into the trench and comes to a rest. Her dead eyes staring up at the brutal desert sun. Slowly the CAMERA PULLS BACK to reveal that the trench is lined with LIME and is filled with over a hundred other bodies. Each one of the bodies wears the identical same red dress. And each has the same face.

OVER A HUNDRED DEAD ALICES, ROTTING IN THE DESERT HEAT.

As the two Scientists return to the Weather Station, the CAMERA CRANES UP to reveal a perimeter fence that surrounds the building. It is fifteen feet high and topped with razor wire. It looks impregnable, and it needs to be.

For pushing against it are THOUSANDS OF UNDEAD.

ROLL CREDITS --

RESIDENT EVIL: AFTERLIFE.

EXT. INTERSTATE HIGHWAY 10 - NEVADA DAY.

The abandoned highway is littered with burnt out cars and trucks. Each one is weathered and aged. Whatever happened here it happened a while ago. We missed the apocalypse.

A strong heat haze is being kicked off the asphalt. Through it, a LONE RIDER slowly emerges. They are astride a HONDA FIREBLADE - the biggest, most powerful road bike in production. Back when the World still made such things.

The Rider passes by and we see that the Fireblade is weighed down with saddlebags and gasoline cans.

EXT. KNAC TV STATION DAY.

A local TV station at the edge of a small town. The lush grass and flowerbed that used to spell out the station name are long since dead. The sprinkler system choked with sand.

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The Rider pulls up in the abandoned parking lot. The Rider wears a long battered duster worth of SERGIO LEONE. She doesn't wear a helmet, just a bandana across her nose and mouth. She lowers it to reveal -- ALICE. Her face caked in sand and dirt from a hard ride, but shimmering blue eyes as vivid as ever. And this is the REAL Alice. She remembers everything.

Even the things she would rather forget.

FREEZE FRAME on Alice's face. The Screen turns to a COMPUTER READ OUT bearing the logo of the UMBRELLA CORPORATION.

Superimposed over Alice's face is --

JANICE PROSPERO

CODE NAME: PROJECT ALICE

PRESENT LOCATION: UNKNOWN

STATUS: PRESUMED DECEASED

As the information is typed up on screen, it is also narrated by the WHITE QUEEN. A holographic image of a seven year old girl, the White Queen is the physical manifestation of a powerful ARTIFICIAL INTELLIGENCE.

The White Queen is the sister computer to the homicidal RED QUEEN encountered in RESIDENT EVIL 1.

END FREEZE FRAME --

Alice steps from the bike and hits PLAY on battered digital memory stick. A small earpiece, barely noticeable, rests in Alice's left ear. We hear the whisper of the recording play. It is a radio transmission. Distorted and desperate --

RECORDING

This is K.N.A.C transmitting on the emergency frequency. Can anyone hear us? We have seven people here. In need of urgent medical attention.

We notice that a powerful RADIO RECEIVER is strapped to the side of the Fireblade. This is clearly a signal that Alice has picked up earlier.

As she listens, Alice places a funnel in the gas tank of the bike. She upends a gasoline can and balances it on the funnel. It starts to fill the empty tank. We notice an Umbrella Logo on the gasoline can. Even after the End of the World, the Umbrella Corporation is still all pervasive.

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RECORDING (CONT'D)

(increasingly desperate)

We're holed up in the TV station at the edge of town. Off Highway 10, junction 27. We're surrounded. We need help. Can anyone hear us Can anyone help us!! Please

Alice hits STOP. Then stares up at the TV Station. It's boarded up, and riddled with bullet holes and burn marks. Signs of a desperate fight, but no signs of life.

Alice takes a step forward, but is stopped by a sudden GROWLING sound from behind her.

Alice shows no emotion.

Then once again, the low threatening growling sound. Alice turns. It's coming from the Fireblade. One of the large saddlebags shakes for a moment and then is still. Alice approaches the bag and unhooks the lid.

Immediately something flies from the bag, landing beside Alice. It's an ugly ball of fur named PACO.

Paco is a real mongrel. Hard to tell what the mix is. Certainly no self respecting breed would want to take credit. But he's fierce and loyal. The dog stares up at Alice and growls again. Pissed that she almost left him behind.

Alice walks towards the TV Station and Paco follows at her heel.

INT. KNAC TV STATION DAY.

There is little natural light in here - the windows are all boarded up in defence against the Undead. But the TV station clearly has its own generator as there are electric lights working inside. Many of them are smashed however, and the generator is slowly dying, causing the lights to pulse and dim. As a result, the interior is alive with shadows that creep and grow.

A stairwell leads down into a darkened basement. Alice looks at the stairs and nods to Paco. The dog stares at the inky darkness below, holding untold dangers. He looks back up at Alice and growls under his breath - "How come I get the basement"?

But a moment later he obediently trots down the stairs.

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CONTINUED:

Alice draws her weapon of choice (under-over 12 Gauge, sawn-off, belt fed, inlaid with mother-of-pearl) and heads deeper into the TV Station.

INT. TV STATION - BASEMENT DAY.

Paco hits the bottom of the stairs and sniffs the air. It's a labyrinth down here, further complicated by an endless tangle of wires and cables. Paco cautiously heads off into the darkness.

INT. TV STATION - STUDIO DAY.

Alice crosses the abandoned news studio. The place is a mess. Posters promoting Howard Stern and the Teletubbies hang on the wall smeared with blood.

This isn't a smart place to be. It's claustrophobic, it's dark and there could be anything hiding here.

Overlooking the studio is the CONTROL BOOTH where the director would sit. There are no lights on in the booth, but Alice senses a figure up there, watching through the glass. She eases the hammer back on the 12 Gauge and takes the stairs leading up to the booth.

INT. TV STATION - BASEMENT DAY.

Paco stops at an intersection. A tattered poster hangs peeling from the wall. It advertises "K-9 The Movie". JIM BELUSHI stares at his dog as the tag line proclaims -- "One's just a little smarter than the other."

If it means anything to Paco, he doesn't let it show. He just moves on into the darkness.

INT. TV STATION - CONTROL BOOTH DAY.

Alice approaches the FIGURE in the booth. It is sitting in a high backed chair, hunched over the control panel. The Figure doesn't move, but seems to be muttering to itself. Alice approaches cautiously, her hand reaching for the back of the swivel chair....

INT. TV STATION - BASEMENT DAY.

Paco stops, hearing a sound. Up ahead, something moves. Something big.

INT. TV STATION - CONTROL BOOTH DAY.

Alice, gun at the ready, turns the swivel chair to reveal --

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CONTINUED:

A BODY, long since dead. A shotgun still gripped between his hands. The barrel rests in what remains of his mouth. On the control panel behind him, the TV screens play an endless loop of old news footage. This is what Alice had heard.

The nametag on the body identifies him as - "BOB SMYTHEE: DIRECTOR".

Alice stares at Bob. Emotionless.

A RED NOTEBOOK lies to one side of the body. A JOURNAL of some kind. Alice picks it up. Then she reaches in the pockets of the dead man. Pulls out a few spare shotgun cartridges and pockets them.

INT. TV STATION - BASEMENT DAY.

Paco is motionless. Staring at the CREATURE up ahead.

What little light there is, glints off its bloody, flayed hide. Its lips draw back to reveal crooked, chipped but wickedly sharp teeth. Teeth that are stained with blood.

The creature steps forward into the half light to reveal --

AN UNDEAD DOG.

This hellhound is at least four times the size of poor Paco.

Paco takes a step back, but is stopped by another growl from behind him. The unfortunate little hound turns to see a SECOND Undead Dog, even bigger than the first.

Paco wheels around, weighing his options, but they all look like shit, because from the shadows steps a THIRD, even more terrifying Undead Dog. This one could eat Paco with just one bite.

Paco growls defiantly.

And then, tail between his legs, RUNS as fast as he can.

INT. TV STATION - BASEMENT - CORRIDOR - CONTINUOUS

Paco races around a corner with the three Undead Dogs in close pursuit. He takes another corner, then another, but his pursuers are gaining with every turn.

He races under a fallen set of shelves, through a hole far too small for the others to follow. But the Undead Dogs simply burst through the wooden shelves like they were made of paper.

(CONTINUED)

CONTINUED:

Paco is just moments from being caught as he rounds another corner and JUMPS

His three pursuers follow a split-second later, to see Paco nestled in the crook of Alice's arm. She has her shotgun drawn.

ALICE

Leave my dog the fuck alone...

CLOSE ON THE SHOTGUN BARREL as Alice opens fire.

IN MACRO CLOSE UP and SLOW MOTION we see the deadly spray of lead shot tear into Undead flesh as Alice fires again and again.

CUT TO:

INT/EXT. KNAC TV STATION DAY.

Alice steps back out into the light, Paco at her heel. Suddenly her watch BEEPS. Alice looks down at the battered digital watch. A timer is running. Counting down seconds from 60...

59...58...57...

Alice moves with a purpose. She runs to the Fireblade, pulls a desert camouflage tarp from a saddlebag and throws it over the bike.

30...29...28...

Alice pulls off her jacket and as she runs back to the radio station, she dusts the ground behind her, obliterating her footsteps in the sand.

09...08..07...

Alice hides in the doorway. BUT PACO IS STILL IN THE OPEN. Alice whistles, and Paco scurries under cover beside her. Just in time --

03...02...01...

ARIEL SHOT --

Of the radio station as THE CAMERA rockets back into the air. In an instant we are high above the desert flats, racing through the cloudless sky, ending in the UPPER ATMOSPHERE as a SATELLITE glides silently past. The Satellite bears the logo of the UMBRELLA CORPORATION.

SATELLITE P.O.V. --

We see the desert flats rendered in a series of high def. digital photographs. They show the KNAC Station in clear detail. But there is no sign of life. Alice and Paco are hidden from view. The motorbike camouflaged beneath the tarp.

The satellite passes overhead and starts to study the empty town that lies beyond the radio station.

INT. KNAC TV STATION DAY.

Alice's watch BEEPS again. This is the "all clear". She steps back out into the open without a look to the sky.

EXT. KNAC TV STATION - PARKING LOT - MOMENTS LATER

Alice climbs back on her bike and Paco leaps into his saddlebag beside her. As she pulls out of the parking lot and back onto the Highway, the CAMERA TRACKS BACK into the depths of the TV Station --

INT. TV STATION - CONTROL BOOTH - CONTINUOUS

Bob the Director sits dead at the controls. Around him the TV monitors play an endless loop of old news footage.

We track into the monitors until they FILL THE SCREEN --

FLASHBACK:

The flashback is seen in grainy, video footage. News reportage that becomes increasingly rough as the flashback continues and society breaks down -- the last gasps of a dying World.

ALICE (V.O.)
Raccoon City was just the beginning.

ON SCREEN we witness the destruction of Raccoon City as reported through a variety of media outlets.

ALICE (CONT'D)
The Umbrella Corporation thought that they had contained the infection
but they were wrong.

We see the shattered remains of Raccoon City as the blast of the nuclear device subsides.

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CONTINUED:

ALICE (CONT'D)
The virus spread beyond the boundaries
of Raccoon City. Some thought it was
airborne

On the outskirts of the devastated city, scorched leaves and
burning embers rain down in a FOREST of blackened trees.

ALICE (CONT'D)
Others thought it was carried by rats
....

THE CAMERA sinks beneath the ground in the forest and emerges
into a SEWER SYSTEM. Hundreds of rats splash through the
detritus, fleeing the heat of the explosion.

ALICE (CONT'D)
No one really knew.

TIMES SQUARE in NEW YORK is seen in chaos. An Undead turning to
face us and then lunging at the unseen cameraman.

ALICE (CONT'D)
Within weeks it had consumed the
United States. The nation was in
chaos. All that could be done was to
flee

In a MONTAGE of news footage we see CANADIAN BORDER GUARDS
trying to hold back a flood of American refugees.

ALICE (CONT'D)
Surrounding Countries tried to close
their borders. To keep it contained
....

Undead Americans are shot as they wade across the RIO GRANDE.
In still more news reports, CUBAN GUNBOATS can be seen blowing
makeshift rafts out of the water. Rafts filled with fleeing US
citizens.

ALICE (CONT'D)
.... It didn't work.

In rough video footage we witness the Undead in PARIS, BERLIN
and TOKYO. The CHAMPS ELYSEE, The BRANDENBURGH GATE and
HARAJUKU all overrun.

ALICE (CONT'D)
By then, everyone knew who was to
blame....

(CONTINUED)

CONTINUED: (2)

DOCTOR ISAACS and other UMBRELLA OFFICIALS are seen on trial at THE HAGUE.

ALICE (CONT'D)

And attempts were made to bring them to justice ... but it was all too little too late.

We see Doctor Isaacs slip away as Undead attack within the courtroom and chaos ensues.

ALICE (CONT'D)

And then it was done. The end of the World ... Just like that.

Suddenly STATIC fills the frame.

There's no one left to take any more footage. And nowhere left to broadcast it.

ALICE (CONT'D)

What survivors there were, headed for the countryside. The areas with least population. Where it was less likely that "they" would catch the scent.

Slowly the static is replaced by the OPEN ROAD - white lines scything through frame.

ALICE (CONT'D)

We avoided major metropolitan areas and kept on the move. If we stopped any one place too long, "they" would be drawn to us. Only a few at first, but then more and more. A limitless supply of the dead.

(beat)

Staying on the road, seemed the only way to stay alive.

SMASH CUT TO:

EXT. DESERT HIGHWAY DAY.

As an ARMORED CONVOY races by at high speed. A lone Undead lunges at the lead vehicle but is SMASHED to one side. This convoy is hauling ass and in no mood to slow down.

There are seven vehicles in all. None of them military, but all armored and lethally customized in some way --

(CONTINUED)

CONTINUED:

- AN AMBULANCE - which acts as the convoy's mobile hospital. Wickedly sharp blades mounted to the wheels and fenders ensure that this vehicle causes as much damage as it cures.

- A FIRE TRUCK, that lives up to its name - mounted on top are a twin set of flame throwers.

- A SCHOOL BUS, with armor plating and gun ports down the side. This acts as mobile living accommodation. It is also home to a dozen adults and a bus driver named OTTO. A thirty year old stoner, Otto's job description wasn't altered a jot by the Apocalypse.

Now, as then, he drives the bus and stays high.

- AN 18 WHEELER "ARCO" OIL TANKER which carries the precious gasoline that keeps the convoy moving. Protected by razor wire and lethally sharp spikes down its length. At the front and rear of the tanker there are also makeshift gun turrets with twin mounted 50mm caliber guns.

- A "DENVER KT7" NEWS TRUCK which serves as the convoy's communications centre.

- A FLAT BED, which carries supplies and spare parts strapped to the back.

- The lead vehicle of the convoy is a HUMMER, but in Beverly Hills Yellow with an advert for "Brentwood Nails And Pedicure" down the side of it. The paintwork has faded however, and it is splashed with the dark black blood of a hundred crushed Undead.

The convoy is a mobile home and refuge to just over 40 men, women and children.

INT. HUMMER DAY.

JILL VALENTINE is at the wheel. She's still smoking hot, but leaner than when we last met her. Tired. Life on the road has taken its toll.

FREEZE FRAME on Valentine's face.

The Screen turns to a COMPUTER READ OUT bearing the logo of the UMBRELLA CORPORATION. Computer graphics show us that Valentine's progress is being tracked by satellite.

Superimposed over Valentine's face is --

JILL VALENTINE

PRESENT LOCATION: ARIZONA. Lat. 45.2 Long. 74.3

(CONTINUED)

CONTINUED:

THREAT LEVEL: MODERATE

Once again, the information is also narrated by the holographic image of the White Queen.

END FREEZE FRAME --

Valentine stares at the endless road ahead and reaches for a pack of smokes. It's empty.

VALENTINE

Damn it!

She yells into the back of the Hummer.

VALENTINE (CONT'D)

Have you been smoking my cigarettes?

A tousled head of hair pops up from a makeshift bed in the back. Meet "K-MART". This teenage girl has grown up fast. Fourteen going on Forty. Her left wrist is covered in bracelets and bangles made from twisted electrical wire. Some of them are quite beautiful.

K-MART

I don't smoke.

FREEZE FRAME --

ELIZABETH JANE CASE

NICKNAME: "K-MART"

THREAT LEVEL: MINIMAL

END FREEZE FRAME --

VALENTINE

Well don't start.

(to herself as she crumples
the pack)

Don't need the competition.

She flings the pack from the window.

EXT. FREEWAY - CONTINUOUS

CLOSE ON the cigarette pack as it lands at the side of the freeway. After a moment an Undead steps into frame, its dusty shoes CRUSHING the pack.

(CONTINUED)

CONTINUED:

The Undead stares after the convoy, but the vehicles have already passed. Staying mobile, staying alive.

INT. HUMMER DAY.

A sudden BEEPING sound warns Valentine that the main gas tank is empty.

VALENTINE
More good news.

She switches to the auxiliary tank. And pulls a Walkie-talkie from the dash.

VALENTINE (CONT'D)
Carlos ... this is Valentine. I'm on
reserve. How are you doing?

INT. FIRE TRUCK - CONTINUOUS

CARLOS OLIVERA is at the wheel. He wears the same combat fatigues as when we last met, but all the Umbrella patches have been removed. Old allegiances he would like to forget.

FREEZE FRAME --

CARLOS OLIVERA

STATUS: RENEGADE UMBRELLA OPERATIVE

THREAT LEVEL: MODERATE

END FREEZE FRAME --

CARLOS
Quarter tank.

VALENTINE (O.S.)
You take point. I'm going to refuel.

CARLOS
Roger that.

EXT. FREEWAY DAY.

The Fire Truck advances to the head of the convoy as Valentine's Hummer drops back until it rides level with the Arco Tanker. For the first time we notice that the Tanker bears a large CADILLAC BADGE on the hood. Clearly stolen from another vehicle.

INT. HUMMER DAY.

Valentine turns to K-Mart.

VALENTINE

Take the wheel.

K-Mart slips smoothly behind the steering wheel. This is clearly a routine. For the first time we see the LIFTS strapped to her sneakers. Without them she could never reach the pedals.

Valentine clips the Walkie to her belt and then yells up to the cab of the Tanker.

VALENTINE (CONT'D)

Need a refuel!

L.J. appears at the passenger window of the cab. He's wearing a pimped up trucker's outfit, complete with a truck-head baseball cap proclaiming "Truckers Do It Thru The Night". He's clearly enjoying his new role. L.J. breaks into a broad smile on seeing Valentine.

FREEZE FRAME --

UNIDENTIFIED MALE

THREAT LEVEL: MINIMAL/ZERO

END FREEZE FRAME --

L.J.

Valentine! You got any smokes?

VALENTINE

I'm out.

L.J.

Well I'll sell you some gas anyhow. On account of how it's you.
(with a flourish)

What will it be? Premium or economy?

Valentine climbs out onto the roof of the Hummer. The wind whipping at her hair and clothing.

VALENTINE

Premium of course.

She glances at the fresh Undead blood that has been sprayed across the windshield.

(CONTINUED)

CONTINUED:

VALENTINE (CONT'D)

And can you clean the windshield?

Valentine makes her way along the roof of the Hummer until she is above the gas tank. Bear in mind, this is all happening at 60 m.p.h. with a 14 year old at the wheel.

Valentine leans down and removes the cap on the Hummer's gas tank.

EXT. TANKER - ROOF - CONTINUOUS

By this time, L.J. has clambered from the cab of the Arco Tanker onto the top of the tank itself. There is a makeshift fuel pump mounted on the roof.

L.J.

(shouting to be heard above
the wind)

HEADS UP!

L.J. throws a fuel line down to Valentine. She inserts it into the gas tank of the Hummer and gives a thumbs up.

L.J. starts cranking the pump by hand and the fuel starts flowing. L.J. looks up at the clear blue desert sky.

L.J. (CONT'D)

Damn! It's a beautiful day.

INT. FIRE TRUCK DAY.

Carlos doesn't look so pleased. Up ahead a row of abandoned CAR DEALERSHIPS line the Freeway. Already Undead are starting to emerge from the cars and buildings, drawn by the noise of the convoy.

Carlos reaches for his Walkie.

CARLOS

Valentine ... Valentine ...

EXT. HUMMER - ROOF - CONTINUOUS

VALENTINE

What?

CARLOS (O.S.)

You better hurry it up.

VALENTINE

Why?

(CONTINUED)

CONTINUED:

Suddenly the Hummer lurches to one side as an Undead bounces off the hood. Valentine almost loses her balance. She looks up to see the GAUNTLET of Undead up ahead.

VALENTINE (CONT'D)
Hurry it up L.J.!!!

L.J.
Damn woman! If you think you can turn this thing any faster, you can come up here and do it your damn self!!

Suddenly the Tanker lurches as an Undead goes under the wheels. L.J. steadies himself, but a sudden look of horror comes over him.

L.J. (CONT'D)
No, no, no!!!

CLOSE ON the MASTER FUEL GAUGE. It measures how much gasoline there is in the tanker. And the needle is falling fast!

L.J. (CONT'D)
This ain't right!!!

He bashes the fuel gauge, but still the needle keeps falling.

CUT TO:

EXT. WEATHER STATION DAY.

Beside the Weather Station, a sand colored camouflage net hides two large cargo HELICOPTERS. Both bear the distinctive black paintwork and logos of the Umbrella Corporation. In the distance, an ever growing army of the Undead press against the perimeter fence.

The Camera sinks beneath the ground the reveal --

INT. UNDERGROUND - CONCRETE SHAFT

Doctor Isaacs and two AIDES drop down the shaft from the Weather Station. They are riding on the Hydraulic Platform. Numbers painted on the concrete walls let us know that we are 200 feet underground. A fresh Undead is held securely in a cage beside them. He wears a dirty RAIDERS jersey.

INT. CAVE

The platform comes to rest in a natural ROCK CAVE. But this place is littered with vehicles and high-tech equipment. A concrete road leads to a large set of BLAST DOORS.

(CONTINUED)

CONTINUED:

This is the entrance to THE COMPLEX, a giant underground facility belonging to the Umbrella Corporation.

SLATER (O.S.)

Doctor ...

A MOTORIZED CART is parked by the hydraulic platform. ALEXANDER SLATER is waiting beside it. Mid-twenties, intense. His promotion through the Umbrella Science Division has been swift. He reeks of youthful arrogance.

SLATER (CONT'D)

The Committee was expecting you fifteen minutes ago.

Isaacs ignores him.

SLATER (CONT'D)

They were most insistent.

DOCTOR ISAACS

(sighs)

Very well.

He turns to his aides. Indicates the Undead.

DOCTOR ISAACS (CONT'D)

Have it taken to my lab.

He seats himself in Slater's motorized CART. As though Slater were nothing more than his driver --

DOCTOR ISAACS (CONT'D)

Shall we?

INT. THE COMPLEX - BRIEFING ROOM

A dimly lit space filled with gleaming high-tech surfaces. Dominating the room is a huge representation of the Globe - showing Umbrella encampments all over the World. They are like a spiderweb spreading across the five continents. Symbols representing circling satellites show that Umbrella still have control of the heavens.

Sitting at a polished black conference table are a dozen HOLOGRAPHIC FIGURES - representing the other Umbrella leaders - German, English, French, Spanish etc. Umbrella always was a global empire. This is "The Committee" - the board that runs Umbrella. And at their head is COMMANDER OKAMOTO. Mid-fifties, salt and pepper hair cut tight to his head. Scars across his knuckles tell of a life in the field before the desk beckoned. Okamoto is clearly in control here, and he's a dangerous man to cross.

(CONTINUED)

CONTINUED:

The Okamoto hologram glares at Doctor Isaacs as he enters. There's clearly no love lost between these men. Slater follows at a discreet distance.

DOCTOR ISAACS

Gentlemen.

Isaacs talks to the holographic figures as if they were present in the flesh. They are startlingly lifelike - similar technology to that employed in creating the image of the White Queen.

COMMANDER OKAMOTO

(sarcastic)

How good of the Science Division to join us.

DOCTOR ISAACS

Okamoto san. I have been busy.

COMMANDER OKAMOTO

That's most interesting. Because we were just discussing the results of your "experiments" or rather the lack of them.

DOCTOR ISAACS

Is that so?

FRENCH ENVOY

On the subject of the Biohazard, what does the Science Division have to report?

DOCTOR ISAACS

We now know conclusively that they have no real need for sustenance. They hunger for flesh, but do not require it.

This is bad news. It causes a rustle of debate amongst the Committee. Isaacs continues --

DOCTOR ISAACS (CONT'D)

Unless exposed to extremes of temperature or environment, my research indicates that they could remain active for decades.

SPANISH ENVOY

(outraged)

Decades! Decades!

(CONTINUED)

CONTINUED: (2)

COMMANDER OKAMOTO

And what of domestication? What news of Project Alice?

DOCTOR ISAACS

Our goals remain unchanged. The original Project Alice was unique. She bonded with the T-virus on a cellular level ... somehow managed to overcome it. Using antibodies from her blood, we could develop a serum that could not just combat the effects of the T-virus, but potentially reverse it. The power of this serum would go far beyond the weak anti-virus we have now. For those not yet infected, the serum would offer complete immunity. And for the Biohazard themselves a partial reversal of the process. Giving back these creatures a measure of their intelligence, their memories, curbing their hunger for flesh.

COMMANDER OKAMOTO

You're confident you can domesticate them?

DOCTOR ISAACS

Why not? They are animals essentially. We can train them ... if we can take away their baser instincts. They'll never be human again, but would provide the basis for a docile workforce under our guidance. We would return to the surface and create a new world order ... in our image.

FRENCH ENVOY

Pipe dreams! After months of experiments you have nothing to show. And we are left to rot underground.

DOCTOR ISAACS

Without the original Project Alice, progress has been difficult. We have been forced to try and replicate her using cloned genetic models giving them selective memories, and actual physical stimuli on the training floor.

(MORE)

(CONTINUED)

CONTINUED: (3)

DOCTOR ISAACS (CONT'D)

Trying to shortcut all the experience that led her to the point of immunity. It's laborious and the results unpredictable.

FRENCH ENVOY

(aggressive)

Eighty five failures doctor.

DOCTOR ISAACS

This is not an exact science.

FRENCH ENVOY

I don't see much science at all ...

Okamoto steps in to stop the growing argument.

COMMANDER OKAMOTO

Project Alice and the subject of domestication, is of the highest priority.

(to Isaacs)

You will concentrate on this to the exclusion of all other research. We will expect an updated report within the week.

DOCTOR ISAACS

Simply demanding results will not guarantee them.

COMMANDER OKAMOTO

Then perhaps we should place someone else in charge. Someone who can give us the reassurances we require.

Isaacs is only too aware of Slater standing behind him.

DOCTOR ISAACS

My work would proceed faster if we could re-acquire the original test subject.

SPANISH ENVOY

I don't understand. I thought the original Project Alice was dead?

SLATER

She is. There's been no trace of her since the Detroit Incident.

(CONTINUED)

CONTINUED: (4)

Isaacs doesn't turn to face Slater. He keeps his attention on The Committee - as if Slater didn't even exist. Slater bristles with the insult.

DOCTOR ISAACS

There were several reports of sightings.

COMMANDER OKAMOTO

Unsubstantiated. She's been off the grid for three years. If she were alive, we'd know about it.

DOCTOR ISAACS

May I suggest ...

COMMANDER OKAMOTO

No. You may not. I won't waste our resources chasing phantoms.

Behind Isaacs, Slater smiles.

COMMANDER OKAMOTO (CONT'D)

Continue with your research Doctor. And be quick about it. While it still is your research.

CLOSE ON -- Isaacs' hand beneath the table. Unseen by the others he holds a tiny digital voice recorder (similar in design to the one we had seen with Alice). The tiny red l.e.d. light is on. The device is RECORDING.

INT. THE COMPLEX - DOCTOR ISAACS LABORATORY - LATER

The room is dark and silent as Doctor Isaacs enters. In the darkness, this place can't help but resemble a modern take on a medieval torture chamber. Filled with devilish instruments and devices.

DOCTOR ISAACS

(dismissive)

Imbeciles.

Isaacs places the tiny digital recorder on the docking station of a desk top computer. Some kind of SOUNDWAVE programme is running on the computer. He types in the following commands --

OKAMOTO, COMMANDER ... VOICE PRINT ... ISOLATE ...

The computer begins to replay the conversation from the Briefing Room.

(CONTINUED)

CONTINUED:

It isolates the voice of Commander Okamoto and then begins to break his sentences down into individual words which it then stores.

Isaacs changes his jacket, putting on a fresh lab coat.

Suddenly an UNDEAD appears RIGHT BEHIND HIM!!! Snarling and biting!!!

Isaacs brushes lint from his collar, ignoring the creature. Only now do we see that it is the Raiders Undead, and that he has been secured to the lab wall by a length of chain. The Undead lunges for Isaacs, but can't escape from the collar around his neck and shackles on his arms.

At last Isaacs turns to face the Undead Raiders fan. The creature is going crazy trying to reach the fresh meat just inches away from it.

DOCTOR ISAACS (CONT'D)

(calm)

In good time.

He turns away. The depths of the lab are still cloaked in darkness. Isaacs hits a control switch and an endless bank of fluorescents flicker into life. This place is vast.

What the lights reveal takes us completely by surprise. A hundred CRYO-STASIS TANKS, each one containing a sleeping human body. Each of the bodies is naked. And each is identical - ALICE.

CUT TO:

SATELLITE IMAGE --

Scanning across an abandoned freeway, a desolate ARCO gas station and the wilderness beyond. The computer registers movement in the gas station, but identifies it as "BIOHAZARD", and the satellite moves on.

EXT. DESERT - FREEWAY - CONTINUOUS

A desolate ridge overlooking the Arco station. No sign of life. Suddenly the BEEP of a digital watch breaks the silence and an instant later the original Alice appears from under the camo netting RIGHT IN FRONT OF OUR NOSES. She and the Fireblade had been perfectly hidden. Invisible to the satellite.

Alice pulls a pair of binoculars from her saddlebags and studies the abandoned Arco station. A lone Undead wanders the forecourt. His name is written on his uniform - STEVIE. At one time he used to pump gas here.

(CONTINUED)

CONTINUED:

Alice replaces the binoculars and begins to assemble a deadly looking CROSSBOW. She loads it with a single steel bolt. Alice puts her eye to the telescopic sights of the crossbow.

ALICE
Sorry about this Stevie.

She fires and we PAN with the bolt as it streaks over a mile of desert air. It's an amazing shot that lands with deadly precision. Stevie is hit clean between the eyes. The bolt impacts with such force that the Undead's head is pinned to the bodywork of a nearby Chevy Pick Up Truck.

EXT. DESERT - GAS STATION - MINUTES LATER

Alice rides into the abandoned ARCO station. The BELL sounds as she pulls up beside the pump. It's a lonesome sound, belonging to a long dead World. Stevie looks on with glazed eyes. His head is still nailed to the Chevy Pick Up. Paco jumps out of his saddlebag and smells the air. He seems satisfied. No threat here.

Alice hand cranks the gas pump. She gets half a can of gasoline, but then nothing. Not another drop.

ALICE
Damn.

She turns to see Paco staring up at her. Quizzical.

ALICE (CONT'D)
What are you looking at?

CUT TO:

EXT. FREEWAY - REST STOP NIGHT.

The convoy has parked up for the night. At a rest stop in the middle of nowhere. The safest place to be.

The vehicles are circled Old West style - like a wagon train - and the perimeter is lit by a blazing torches. It's our future, but it could also be 100 years in the past.

INT. NEWS TRUCK NIGHT.

The interior of the news truck has been modified to act as the convoy's COMMAND AND CONTROL CENTRE. It is packed with radio equipment and TV monitors. An amiable geek, a computer salesman in his previous life, sits at the controls. He's called Michael - MIKEY to his friends - and everyone here is his friend. He's in his early twenties, and we get the feeling that he likes his new life a whole lot more than his old one.

(CONTINUED)

CONTINUED:

Valentine leans over his shoulder. Mikey smiles, flustered. He can survive the apocalypse, but he still can't hide a crush.

VALENTINE
(all business)
Perimeter up yet?

MIKEY
Almost done.

VALENTINE
Who's out there?

MIKEY
Olivera.

VALENTINE
Give me that.

She takes the microphone from Mikey.

EXT. REST STOP NIGHT.

Carlos rides the perimeter on a modified DIRT BIKE. He carries a bundle of SENTINELS with him. Each Sentinel is a 4 foot metal pole with a bundle of electronics mounted to the top - including a small infra-red video camera, a motion sensor and a powerful battery pack.

VALENTINE (O.S.)
Hey Carlos.

Carlos wears a headset and mic.

CARLOS
Valentine!

Without slowing the dirt bike, Carlos jams a Sentinel into the ground. It's a pretty fancy move. Carlos is as good as you can get at this. We see that the wagon train is ringed with Sentinels.

VALENTINE (O.S.)
Get your ass in gear old man. I want my perimeter up.

CARLOS
Always a pleasure Valentine.

CLOSE ON -- another Sentinel as it is pounded into the ground.

INT. NEWS TRUCK - CONTINUOUS

Mikey's systems suddenly leap into life. TV screens and computer read-outs pulse with new energy.

MIKEY

Last sentinel in place. Perimeter up
and running. All motion sensors on-
line ... Cameras 100 percent.

From his command post, Mikey can see every inch of the perimeter thanks to the infra-red cameras mounted on the Sentinels. The motion sensors will also let him know if anything invades their space.

MIKEY (CONT'D)

We're secure.

EXT. REST STOP NIGHT.

Valentine steps from the News Truck. The camp is already alive with activity. Cooking fires being set. People stretching after so long on the road. There must be forty people in all. All ages. All backgrounds. All held together by the desperate hunger for survival.

As Valentine walks through the camp, we see that everyone knows her, everyone respects her. She is their leader, their savior. Valentine passes the mobile GENERATOR which provides electricity to the camp. A YOUNG WOMAN in a HELLO KITTY top is filling it from a gas can. She spills a little of the gasoline. The precious fuel dripping onto the desert floor.

VALENTINE

Careful ... unless you want to go
drilling for that.

EXT. FUEL TANKER NIGHT.

L.J. stands atop the tanker. K-Mart is with him. She wears a utility vest covered in tools. Together, they are examining the Master Fuel Gauge. It reads just above EMPTY.

VALENTINE (O.S.)

Permission to come aboard.

Valentine clammers onto the roof of the tanker.

VALENTINE (CONT'D)

How's it look?

(CONTINUED)

CONTINUED:

L.J.
 (not amused)
 See for yourself.

VALENTINE
 This can't be right. You had three
 times as much yesterday.

L.J.
 I was watching the gauge and it just
 dropped like a motherfucker.
 (to K-Mart)
 Pardon the technical language.

K-Mart is working on the fuel gauge, wrench in hand. She's
 clearly gifted at this.

K-MART
 Must have been an air blockage. The
 sudden jolt dislodged it caused
 the gauge to drop...
 (glances at L.J.)
 ... like a motherfucker.
 (shrugs)
 Gave us a true reading.

VALENTINE
 (frustrated)
 So do we have gasoline or not?

A hatch to the fuel tank is open. A Nordic Giant - SVEN - pulls
 a long measuring rod from within. He wears a distinctive pair
 of old AVIATOR GOGGLES around his neck.

L.J.
 Hey Arnie!

SVEN
 The name's Sven.

L.J.
 Whatever How's it look Dolph?

Sven examines the tip of the fuel rod. A tiny bit of moisture
 and a dozen flakes of rust. He nods to the other vehicles.

SVEN
 If you can run those trucks on rust
 then we're in great shape.

Valentine turns away. This is very, VERY bad news.

EXT. NEWS TRUCK NIGHT.

Carlos pulls up on his dirt bike. Dismounts. A large RADIO ANTENNA has been erected beside the News Truck. From within we hear the voice of Mikey.

MIKEY (O.S.)

This is Jill Valentine's convoy,
broadcasting for any survivors ...
anybody out there? Broadcasting for
any survivors ... Anybody out there?

INT. NEWS TRUCK NIGHT.

Mikey is trawling the frequencies as Carlos enters the truck.

MIKEY

Broadcasting for any survivors ...
Come back.

CARLOS

Anything?

MIKEY

Static. Same as last week, and the
week before that ...

CARLOS

... and the week before that.
(pats Mikey on the back)
Don't worry. There'll be others.
There has to be.

But even as Carlos says it, the words sound hollow.

CUT TO:

EXT. SCRUB LAND NIGHT.

CLOSE ON the radio strapped to the side of Alice's Fireblade. The sound is turned down, but we still hear the feint voice of Mikey.

MIKEY (O.S.)

This is Jill Valentine's convoy.
Present location, Arizona border.
Lat. 44.2 Long. 71.2. Calling any
survivors ... Our present location is
...

Alice turns the radio OFF. WIDEN to reveal that Alice has made camp. Just her and Paco.

(CONTINUED)

CONTINUED:

ALICE

What?

The little dog is staring at her. A silent moment between the two of them.

ALICE (CONT'D)

You talk too much.

EXT. SCRUB LAND - LATER

Alice is lit by firelight. She opens the RED JOURNAL she discovered at the TV Station. Idly, she leafs through the pages. The last few make grim reading --

"No food ... No water ... No one coming ..."

There are flecks of dried blood on the page. But as Alice goes back through the journal, things become more interesting --

"Heard the transmission again. They're broadcasting from a town in Alaska. No infection, no Undead. They're isolated ... Safe."

Again and again the writer talks about these transmissions from the far North. Alongside the entries there are pages torn from magazines (National Geographic etc.) and pasted into the journal. They show the town of ARCADIA. The feature is about Polar Bears, but it also shows the town itself. Beautiful, isolated, a safe haven.

Clearly the writer of the journal was obsessed about this place - Arcadia - the promised land - safe from the Undead.

EXT. SCRUB LAND - LATER

Paco sits close to the embers of the dying fire. Not much heat left there, but the little dog is sucking up whatever remains. The Journal lies open, to the page showing pictures of Arcadia. Alice lies to one side, asleep. But it is a troubled sleep.

CLOSE ON HER EYELIDS as we see the R.E.M. - frantic and building in intensity.

ALICE'S DREAM -- we see fragments of her past. The very end of RESIDENT EVIL: APOCALYPSE. Alice and the others (Carlos, Valentine, L.J. and Angie) escaping in the black SUV. Doctor Isaacs telling his men to activate "Programme Alice". Umbrella controlled ALICE VISION (seeing through her eyes). Is Alice aware of Umbrella's control over her? Or is it buried deep within her subconscious, fighting to get out?

(CONTINUED)

CONTINUED:

CLOSE ON PACO. Watching Alice. Concerned. She mumbles in her sleep.

ALICE'S DREAM -- NEW FOOTAGE - the direct continuation of RESIDENT EVIL: APOCALYPSE - what we didn't see --

The black SUV exits a freeway. A road sign tells us that these are the outskirts of DETROIT. Something Slater had said earlier echoes in our minds - Project Alice not having been seen since "The Detroit Incident".

The SUV pulls into a nondescript warehouse. Inside however is a hive of activity. This is the hub of the resistance against Umbrella. We see vehicles, weapons, sleeping quarters and computers, lots of computers. There are dozens of people working here - keeping track of all Umbrella's dirty dealings.

As Alice is shown around, introduced as a hero of the resistance, we see that something is wrong. Everything she sees is being transmitted straight back to Doctor Isaacs and Umbrella via ALICE VISION. She has become an unwitting spy in the midst of the resistance.

CLOSE ON PACO -- as the little dog notices something. A stone the size of his head is slowly rising into the air with no visible means of support.

CLOSE ON Alice's eyelids. R.E.M. building. Her subconscious working overtime.

ALICE'S DREAM -- As the resistance headquarters is flooded with light. Black clad Umbrella Commandoes BURST through the warehouse windows. FLASH GRENADES blind the resistance fighters. They have been caught completely by surprise. They are cut down in a hail of gunfire. L.J. rushes a few survivors out of a hidden emergency exit as Carlos and Valentine lay down a suppressing fire.

In the midst of the chaos Alice is unmoving. Tears streaming down her face. She cradles the body of Angie in her arms. The young girl has been caught in the crossfire. She's dead.

Alice screams, but there is no sound --

CLOSE ON PACO -- as he sees more and more stones, pebbles and even boulders drifting up into the air. A sudden metallic noise makes the dog turn. The Fireblade has left the ground. It too is rising up into the air, saddlebags, gasoline cans and all.

CLOSE ON Alice. Her breathing tortured. R.E.M. reaching a massive crescendo.

(CONTINUED)

CONTINUED: (2)

Suddenly the embers of the campfire FLARE into life. The raging flames force Paco to his feet, but around him more fires are starting. Bushes, cacti, patches of scrub are all BURSTING into FLAME.

It's too much for the little dog and he begins to BARK wildly.

Alice wakes suddenly, gun in hand, ready for trouble. As she does, the fires instantly extinguish and the boulders and rocks fall back to the ground. It is over in a second.

It all happens so fast that you think Alice might have missed it. Until the Fireblade comes crashing to the ground, lands badly and rolls over onto its side.

Paco look at Alice. Her face is streaked with tears. The emotional wounds from the warehouse and the death of Angie, as raw today as they ever were.

Alice wipes her eyes, then stares at the blackened vegetation. The battered, useless bike.

ALICE

Shit

CUT TO:

INT. THE COMPLEX - DOCTOR ISAACS LABORATORY NIGHT.

FRENZIED JAWS SNAPPING AT THE CAMERA. WIDEN to reveal the Raiders Undead secured in a metal chair. His hands and feet bound by metal straps. His head kept in place by a clamp to the forehead. Though the chair is fashioned in burnished, high-tech steel, it has a strangely cruel medieval feel to it. We almost feel sorry for the Undead.

Mounted to the back of the chair is an unusual SYRINGE. It has three needles. Doctor Isaacs is loading it with an ampule of cool green liquid - ANTI VIRUS.

WHITE QUEEN (O.S.)

Doctor Isaacs ...

A small holographic representation of the White Queen, 8 inches in height, hovers over a purpose built pad beside Isaacs' computer. She is the same little girl as always.

DOCTOR ISAACS

What is it?

(CONTINUED)

CONTINUED:

WHITE QUEEN

Another test subject has failed the training floor.

DOCTOR ISAACS

Where?

On the computer screen beside the White Queen an image of the Glass Corridor comes up. This is the place we saw the last Alice Clone dodge the lasers. Clearly, this latest Clone has not been so lucky. The corridor is smeared with blood.

WHITE QUEEN

At the laser grid.

DOCTOR ISAACS

Damn it ... They're getting worse.

WHITE QUEEN

Shall I ready another?

DOCTOR ISAACS

Of course.

WHITE QUEEN

This will be the eighty-seventh.

DOCTOR ISAACS

(annoyed)

Your point?

WHITE QUEEN

(emotionless)

I was merely making an observation.

Isaacs looks at the video image of the Glass Corridor. UMBRELLA TECHS are now present. They stand over the remains of the latest Alice Clone.

DOCTOR ISAACS

Tell them to take a sample of her blood. Then prepare a vaccine from it. We'll use it on the next subject

...

Isaacs turns his attention back to the Raiders Undead strapped to the chair.

DOCTOR ISAACS (CONT'D)

... if this one doesn't work out.

(CONTINUED)

CONTINUED: (2)

The syringe pushes into the back of the Undead's neck. All three needles penetrating deep within the flesh, injecting the Anti-Virus directly into the spinal cortex itself. It's hard to tell if an Undead feels pain. But this sure looks like it. As the Undead writhes, its eyes lock with those of its tormentor - Doctor Isaacs. The Raiders Undead glares at the Doctor. Burning Isaacs' image into his primitive brain.

But the Doctor just smiles coldly back at the creature. He is the master here.

ANGLE ON --

The depth's of Isaacs' laboratory. We are within the maze of Cryo-Stasis tanks. Each one containing a clone of Alice, floating in suspended animation. In the distance the agonized cries of the Raiders Undead can still be heard. Suddenly one of the tanks comes to life. Unseen machines begin pumping air and nutrients into the floating body. They are bringing her to life. We see that there is a number etched into the glass of the tank --

Number 87.

CUT TO:

EXT. EMPTY FREEWAY DAY.

A JACKRABBIT races across the blacktop closely pursued by Paco. The pursuit continues through the desert scrub until the rabbit dives down a hole and Paco almost knocks himself out trying to follow. The dog shakes his head, dazed. Alice is watching the comedy from a distance.

ALICE
Go get him tiger

The rabbit pokes his head up 100 feet away from Paco. Even he seems to be watching the dog with amusement. Paco gives up and trots back to Alice. She is walking the blacktop back to the abandoned Arco Station. After the events of last night, the Fireblade is clearly out of action. Alice carries her saddlebags, radio and what is left of her gasoline in two cans slung over her shoulder.

EXT. ARCO STATION - LATER

Alice gasses up the abandoned Chevy Pick Up. After a few attempts it starts. Paco hops in the back as Alice pulls out onto the Freeway.

(CONTINUED)

CONTINUED:

CLOSE ON -- Stevie's body - the Undead Alice killed earlier - lying on the quiet forecourt. Two large CROWS are hungrily pecking away at the TAINTED FLESH.

The Crows look up. They have strangely GLAZED eyes.

CUT TO:

EXT. DESERT RIDGE DAY.

Valentine and Carlos lie on the crest of a steep ridge. They are flat to the ground so as not to give away their position. Through their BINOCULARS we see - a TRUCK STOP on the valley floor below. A faded sign proclaims it to be "DESERT TRAIL". It consists of a cluster of buildings - motel, restaurant, gift shop, drive in theatre and most importantly a gas station.

Many of the outlying structures are already half buried in the desert sands. Rolling dunes piling up against their walls, spilling in through the windows and doors. In another year this place will be completely gone. The desert taking back its own.

CARLOS

Seems quiet.

He checks the gas station for signs of life, but the doors and windows are all securely boarded up. There's no sign of Undead. Carlos glances over his shoulder. The convoy is parked at a distance. The people staring up at them. Waiting for a decision.

CARLOS (CONT'D)

(to Valentine)

Your call ...

EXT. DESERT TRAIL TRUCK STOP DAY.

The Hummer pulls up at the outskirts of the truck stop. Beside a signpost telling the distance to Las Vegas, New York, Paris, Rome, Tokyo, Peking, Timbuktu, the Moon etc.

Valentine, Carlos, Sven and L.J. emerge. They are the advance party. Checking the coast is clear before the rest of the convoy enters town.

INT. GAS STATION DAY.

Valentine kicks open the door to the boarded up station. The stench hits her immediately. And the flies. Everywhere. Valentine enters at the ready, gun in hand. The other hand covers her nose and mouth.

(CONTINUED)

CONTINUED:

As Valentine makes her way through the dreadful interior, the tension mounts. She is on her guard. But the rooms are gloomy and filled with shadows - an oppressive sense of doom hangs over the place. On THE SOUNDTRACK, the buzzing of the flies builds in intensity. Something is going to happen.

BAM!! Valentine almost jumps out of her skin. She has accidentally knocked over a tray of pennies beside the cash register.

CLOSE ON the pennies as they roll across the floor.

Valentine composes herself, turns and RUNS STRAIGHT INTO A DEAD BODY! It is hanging from a makeshift noose. The face hideous and distorted. Valentine has to fight the urge to wretch. The flies cling to the rotting meat or buzz around it in excitement.

EXT. GAS STATION - MOMENTS LATER

Valentine exits in a hurry. She can't wait to gulp in the fresh desert air. She meets L.J. on her way out.

VALENTINE
Don't go in there.

INT. DESERT TRAIL MOTEL DAY.

Carlos and Sven make their way through the abandoned motel. Sand from the mounting dunes has started to spill in through the windows. Carlos motions to Sven and they split up.

INT. MOTEL CORRIDOR DAY.

Sven rounds the corner, gun in hand. At the rear of the motel, the sand has piled up above the roof, blocking the light. Sven unhooks his flashlight and proceeds. But with the darkness comes a growing sense of dread.

INT. MOTEL - FRONT OFFICE DAY.

Carlos passes peeling posters advertizing "NEVADA - LAND OF LEISURE".

INT. MOTEL CORRIDOR DAY.

Sven pauses. He's in a long corridor with doors on both sides. He hears a feint noise behind one of the doors - ROOM 9. He puts the flashlight on the ground, and with his free hand tries the door handle. The door frame has warped in the heat, and the door won't budge. Sven tries a little harder ... the door begins to open slowly ... there's movement within the room ... Sven raises his gun and --

(CONTINUED)

CONTINUED:

BAM!! The door BEHIND Sven - on the opposite side of the corridor - explodes off its hinges and an UNDEAD HIGHWAY PATROLMAN crashes into Sven. Caught completely by surprise, Sven is forced through the doorway into Room 9 --

INT. ROOM 9 - CONTINUOUS

In the gloom, Sven crashes over the bed, losing his gun in the process. He scrambles to his feet, but the Undead Highway Patrolman is on him in an instant. As hard as Sven fights, he cannot push the Undead away. In life, this was a giant of a man, and in death he is even stronger. He wears the typical mirrored aviator glasses of a Patrolman, and Sven can see his own face reflected in them - as the Undead chokes the life out of him.

As Sven fights a losing battle, he sees that the Patrolman still wears a SIDEARM in his holster. Sven reaches for it, but cannot lift the revolver free. It is fastened firmly in place.

In desperation, Sven hooks his finger around the trigger of the Patrolman's pistol. He begins to fire. The first three bullets miss the Undead completely, impacting harmlessly in the dirt. The fourth hits his foot, but the Undead feels no pain and his attack continues. His teeth getting ever closer to Sven's throat.

Sven pulls the trigger again. The bullet goes clean through the Undead's leg, but has no effect.

CLOSE ON THE REVOLVER - as the sixth and final bullet enters the chamber. This is Sven's last chance.

Sven pulls the trigger. The bullet hits the Undead's kneecap, BLOWING IT CLEAN OFF. The Undead buckles for a moment. This is all Sven needs. Using the momentum of the Undead he spins it around and SNAPS its neck.

The Undead falls to the floor and Sven drops EXHAUSTED to the motel bed. After a moment catching his breath, he notices his own gun lying on the sandy floor right by his feet.

SVEN
(shakes his head)
Son of a bitch ...

He reaches for his gun and --

THERE IS MOVEMENT BEHIND HIM!!

(CONTINUED)

CONTINUED:

Sven spins, gun in hand and fires at the Undead charging at him. The Undead DISAPPEARS, accompanied by the sound of shattering glass. Too late, Sven realizes that he has shot the REFLECTION of the Undead. He turns away from the BROKEN MIRROR, but the Undead behind him is just too close.

Sven SCREAMS as the Undead bites into his forearm, tearing out a chunk. He falls backwards off the bed, but the Undead is already on him, hungry for more. Sven is SPRAYED WITH BLOOD. For a moment he assumes it is his own, but then the Undead becomes limp and falls away, to REVEAL - Carlos standing there, gun in hand.

EXT. DESERT TRAIL TRUCK STOP DAY.

Valentine waves the all clear as the rest of the convoy pulls in. At the head of the vehicles is the Ambulance. We see long sharp blades mounted on its wheels like an Ancient Roman Chariot. The logo on the side of the Ambulance - "TO HELP AND SERVE" - is sprayed with the dark blood of the Undead.

A hot looking African American PARAMEDIC named BETTY (B. to her friends) steps from behind the wheel. Like PAM GRIER reborn - circa FOXY BROWN. She wears two pistols on her hips and a bandolier of ammo slung over her white tunic.

We immediately like this girl's style.

We notice a logo on her worn out tunic - a pair of wings, and beneath it the lettering - "C.A.A. - CHICAGO AIRBORNE AMBULANCE". Back when the World had helicopter ambulances, this is how she worked. A true angel of mercy.

CLOSE ON CARLOS AND SVEN --

As they emerge from the Motel. Sven leans heavily on his friend. Suddenly his knees buckle.

SVEN

No more let me sit

Valentine catches sight of them as Carlos eases Sven to the ground. As Valentine starts to run towards them, she calls out to Betty --

VALENTINE

B! B! We need you over here.

CLOSE ON B --

As she races over to Sven, medical kit in hand. Sven smiles. The sight of Betty would cheer even a dying man.

(CONTINUED)

CONTINUED:

SVEN
The Killer B.

BETTY
That's me. Now lie back and relax ...

She produces a syringe and an ampule of morphine.

BETTY (CONT'D)
... "I'm here to help".

We get the feeling that this is Betty's catchphrase.

INT. DESERT TRAIL GIFT SHOP - CONTINUOUS

Through a dusty window we see people rushing to help Sven. As we watch the activity outside, the CAMERA TRACKS across racks of dusty merchandise. Row upon row of COFFEE MUGS. On each, there's a cartoon illustration of a SKELETON dancing while wearing a ten gallon hat. Behind the skeleton is a rough wooden cross. Beneath the illustration, it reads --

"I SAW THE BONES AT DESERT TRAIL."

CUT TO:

INT. THE COMPLEX - DOCTOR ISAACS LABORATORY - TEST ROOM

A Spartan room attached to Isaacs' laboratory. The only furniture is a metal table and chair. The Raiders Undead sits on the chair. His arms are attached by metal cuffs and chains to fastening points in the floor. But there is enough slack in the chains to allow him to stand if he wished.

Doctor Isaacs, another SCIENTIST and a LAB TECH stand over the Undead. Strangely the Undead does not seem disturbed by their presence. He makes no attempt to attack them. Instead he is focussed on the items placed on the table before him. They are things from everyday life --

A digital camera.

A cell phone.

A child's toy.

The Raiders Undead goes for the cell phone first. He picks it up with surprising dexterity. Regards it for a moment, then holds it to his ear.

SCIENTIST
Amazing. He knows what it is.

(CONTINUED)

CONTINUED:

DOCTOR ISAACS
The camera next.

The Lab Tech pushes the digital camera towards the Undead. He picks up the camera. Turns it in his hands. Stares at it - as if trying to remember.

Then to everyone's surprise he switches it on.

SCIENTIST
(loud)
My God.

The sudden noise causes the Undead to look up. The Scientist takes a half step back. Suddenly afraid.

DOCTOR ISAACS
Stand your ground.

The Scientist does as he is told. The Raiders Undead stares at the Scientist. What is he thinking? Is he even thinking at all? Then in one fluid move, the Undead raises the camera and takes a picture of the Scientist. The Scientist is speechless.

LAB TECH
(in awe)
Unbelievable ...

The Undead places the camera on the table. We see the picture of the surprised looking Scientist on its tiny VIEWING SCREEN. Then the Undead reaches for the child's toy. It is a plastic cube with square, round and triangular holes into which corresponding plastic shapes must be placed. As the Raiders Undead picks up the first of the plastic pieces, we see the distinctive three marks at the base of his neck - where Doctor Isaacs had injected him.

LAB TECH (CONT'D)
Look at the dexterity. He has memory
and reasoning skills.

The Scientist picks up the digital camera. Stares at his own picture on the screen. Still can't quite believe it.

SCIENTIST
It's a miracle. The serum works.
You've domesticated them. You've done
it.

But as the men of science congratulate one another, they fail to notice that the Undead is having some difficulties. He is trying to fit the triangular piece into the circular hole.

(CONTINUED)

CONTINUED: (2)

As his frustration builds, his hand movements become less coordinated. He tries to force the piece home ... harder ... harder ...

BAM! The child's toy hits the far wall and shatters into a hundred plastic pieces. The Raiders Undead is on his feet bellowing in rage. The unfortunate Scientist is standing just too close and is grabbed by the Undead.

CLOSE ON -- the digital camera, still in the hands of the Scientist. His picture on the viewing screen is SPRAYED with his own blood.

The Scientist falls to the floor, his throat RIPPED OUT. The Lab Tech takes a step back, out of reach of the Undead. But the Raiders Undead wrenches at his restraints with superhuman strength. Both bolts are RIPPED out of the concrete floor.

The Lab Tech flees for the safety of the door, only to find that Doctor Isaacs is already closing it behind him.

LAB TECH

No ... Please!

But the door SLAMS, sealing his fate. The Undead is on him in an instant. Slamming the Lab Tech to the floor and DEVOURING him with a savage, terrifying hunger that we have never seen before.

Doctor Isaacs watches through the safety of a Plexiglas window. It's hard to tell if his emotions are for the death of his men, or the failure of his experiment.

CUT TO:

EXT. DESERT TRAIL TRUCK STOP NIGHT.

CLOSE ON STEVEN SEAGAL as he dislocates someone's shoulder before slamming their head into a Coke machine. The chunky warrior is playing on the DRIVE IN screen. The whole convoy is here watching. A contented L.J. is sipping on a beer and sitting with K-Mart. They are watching from the comfort of an abandoned convertible.

VALENTINE (O.S.)

This is all you could find?

As Valentine walks up, L.J. shrugs and glances over his shoulder at the marquee.

L.J.

Check it out ... They were playing a double bill.

(CONTINUED)

CONTINUED:

Sure enough the marquee reads --

"SEAGAL KILLATHON - HARD TO KILL + OUT FOR A KILL"

Valentine sighs.

VALENTINE

I'm going to look for smokes.

After a moment L.J. shouts after her.

L.J.

See if you can find more beer.

K-MART

And a Coke!

K-Mart turns back to the screen. Watches Seagal. After a beat -

K-MART (CONT'D)

This guy is stupid.

L.J.

(clearly a fan)

He could kick your ass.

K-MART

He could eat my ass.

INT. AMBULANCE NIGHT.

Carlos stops by the Ambulance just as B is leaving. Carlos nods to her and the two exchange a glance. Her look says it all - Sven is in a bad way.

CARLOS

Sven!

His friend lies on a gurney, hooked up to a drip. He still wears his distinctive Aviator Goggles around his neck.

SVEN

(forced cheerful)

Damn man ... I feel like you look.

CARLOS

The Killer B fix you up?

SVEN

Good as she could.

(CONTINUED)

CONTINUED:

He raises his left hand. It is secured to the side of the gurney by a set of handcuffs. He's a patient, but also a prisoner here. Sven doesn't need to say more. They both know what it means.

CARLOS
I'm sorry.

SVEN
(shrugs)
It is what it is.

Unexpectedly, Sven smiles.

SVEN (CONT'D)
But we had some fun.

CARLOS
(surprised)
Fun?

SVEN
You know what I did before this?

To look at the Nordic giant you would surely say Boxer or perhaps Marine - a warrior of some kind.

SVEN (CONT'D)
Walmart. Ladies shoes.

Carlos can't help but laugh. Sven smiles.

CARLOS
Ladies shoes.

SVEN
So you see, this
(indicates his situation)
.... It's not so bad.

EXT. DESERT TRAIL TRUCK STOP NIGHT.

As Valentine walks through the encampment towards the Gift Shop we see that the Sentinels are up and the perimeter is secure. She passes the TV Truck. Mikey is at his station. Broadcasting to the empty airwaves. Ever hopeful of a reply.

MIKEY
This is Jill Valentine's Convoy ...
Present location The Desert Trail
Truck Stop, Latitude 44.3 Long. 72.1.
Calling any survivors ...
(MORE)

(CONTINUED)

CONTINUED:

MIKEY (CONT'D)

Repeat, this is Jill Valentine's
Convoy ... Our present location is ...

Valentine notices an empty Coke can skitter across the ground. The burning torches which illuminate the camp are also caught in the sudden wind. One of them is even extinguished.

VALENTINE

Hey Mikey.

Mikey brightens when he sees Valentine.

MIKEY

Jill.

VALENTINE

Make sure that antenna's secure.
Looks like the wind's picking up.

INT. DESERT TRAIL GIFT SHOP NIGHT.

It's creepy in here as Valentine searches for cigarettes with the aid of a flashlight. But every machine she tries has been raided already.

As we watch Valentine from the depths of the store, she suddenly looks very isolated and vulnerable. A sudden BANG! makes Valentine jump out of her skin. The rising wind has slammed a STORM SHUTTER against the window. Valentine composes herself and then continues the search. UNSEEN by her, we register those strange souvenir mugs once again -- "I saw the bones at Desert Trail".

EXT. DESERT TRAIL TRUCK STOP NIGHT.

At the outskirts of the truck stop, large sand dunes have built up. The incoming storm has begun to blow the sand away however, revealing something buried below. The tips of GRAVESTONES are being uncovered. Desert Trail is the home to a real Wild West Boot Hill.

Suddenly the souvenir mugs make sense.

EXT. DESERT TRAIL DRIVE IN NIGHT.

L.J. gets a mouthful of sand, courtesy of the rising winds. He spits it out, then takes a swig of beer.

L.J.

Remember when beer was cold?

K-MART

Not really.

(CONTINUED)

CONTINUED:

L.J.
I miss that

EXT. DESERT TRAIL CEMETERY NIGHT.

As Undead hands begin to PUNCH through the desert sand, the wind rises, revealing half decayed faces, the skin cracked and dried, without an ounce of moisture. These old, twisted bodies are truly horrific - you've never seen Undead like this before.

Even more terrifying however, as the dead begin to walk, we see that they are already WITHIN the perimeter of Sentinels.

INT. NEWS TRUCK NIGHT.

Mikey is still broadcasting. Around him we see the video feeds from the Sentinels. They show nothing but empty desert - all the cameras and motion sensors are pointed OUT.

The convoy is completely unaware of the impending danger.

EXT. DESERT TRAIL TRUCK STOP - GAS STATION NIGHT.

The Young Woman in the Hello Kitty top stands by the Arco Tanker. She's keeping watch as the tanker is filled from multiple gas pumps. The sound of machine-gun fire drifts over from the Drive In. Seagal wreaking havoc. Hello Kitty glances over at the giant movie screen. She'd rather be watching the film, but she has a job to do.

The Master Fuel Gauge on the tanker almost reads full, when suddenly all of the pumps die simultaneously.

Hello Kitty gets to her knees and drops a GLOW STICK into the underground reservoir beneath the gas station. It illuminates the giant gasoline tank. They've sucked it bone dry.

As Hello Kitty straightens up, we REVEAL an Undead directly behind her....

The Undead lunges, biting deep into her neck. Hello Kitty is sprayed with blood. An Uzi on a strap hangs from her shoulder. She fights to bring the gun around, to bear on the Undead, but her hands are slippery with her own blood. The Uzi fires, but the shots go wide. The Undead forces Hello Kitty to the ground and the fight goes out of her.

CLOSE ON -- The Arco Tanker. The stray shots from the Uzi have ruptured the newly filled Tanker. Gasoline is pouring from the holes and soaking the ground around the vehicle.

EXT. DESERT TRAIL DRIVE IN - CONTINUOUS

CLOSE ON -- Seagal as he wastes another unfortunate stuntman. The Gunfire from the movie has drowned out the noise of the Uzi. L.J. takes another sip of beer. The convoy is still unaware of the danger.

EXT. DESERT TRAIL TRUCK STOP - PERIMETER - CONTINUOUS

CLOSE ON -- one of the Sentinels as it suddenly bursts into life. An alarm wailing as its motion sensors pick up something.

INT. DESERT TRAIL GIFT SHOP - CONTINUOUS

Valentine hears the feint whine of the alarm, carried on the wind.

VALENTINE
Sentinels!

She grabs her Walkie as she races for the door.

VALENTINE (CONT'D)
(into walkie)
Mikey!

Valentine opens the door and comes FACE TO FACE with an Undead. The Undead attacks and Valentine drops the walkie in shock.

INT. NEWS TRUCK - CONTINUOUS

Mikey replies over the radio, unaware that Valentine is in trouble. The control board before him is suddenly alive with activity.

MIKEY
There's something incoming!

A second, then a third Sentinel sets off it's alarm.

MIKEY (CONT'D)
Something Big!

Mikey grabs a SHOTGUN from a rack on the wall. He bursts out of the News Truck to see --

EXT. DESERT TRAIL TRUCK STOP - CONTINUOUS

The Chevy Pick Up screams to a halt. It is shrouded in a cloud of dust. This is what set off the alarms.

(CONTINUED)

CONTINUED:

Alice steps from the vehicle. A dark silhouette, outlined in the headlights. A MYTHIC FIGURE. Mikey shoulders his shotgun, still unsure of who it is.

ALICE
I'm not your problem.

There is a small searchlight mounted to the driver's side of the Pick Up. Alice swings it to one side. The beam illuminates an army of Undead, already in the camp.

MIKEY
Oh shit!!!

Mikey fires at the first of the Undead. Half its head DISINTEGRATES. There is no blood or fleshy brain, just dry, desiccated tissue. AND THE UNDEAD JUST KEEPS WALKING. Half its head gone, but it's still moving!

ALICE
They're too far gone ...

SLOW MOTION as Alice pushes the tails of her duster coat to one side. She wears two KUKRI strapped to her waist. These long GURKHA MACHETES are unique. Incredibly difficult to master, but the deadliest blades in the world.

The Undead with half a head reaches for Alice. His half mouth opening wide revealing shattered teeth. In an instant, his severed HANDS and then what remains of his HEAD hit the desert sand. His lifeless body follows a moment later.

ALICE (CONT'D)
(to Mikey)
Sever the spinal column ...

Alice holds a Kukri in either hand.

ALICE (CONT'D)
... kill all the motor functions.

Without hesitation she charges the Undead. Outnumbered fifty to one, her duster TWIRLING in the wind, the blades SPINNING around her in a lethal arc. Alice is a blur of deadly motion. And wherever she moves. Things die.

EXT. DESERT TRAIL GIFT SHOP - CONTINUOUS

Valentine struggles with her Undead, eventually managing to push it back. In the moment's respite she draws her sidearm and fires. She has to empty an entire clip into the creature before it finally falls.

(CONTINUED)

CONTINUED:

Very little remains of its head, but still the Undead claws its way across the floor to Valentine. It couldn't bite her - it no longer has a mouth to speak of - but its instinct to kill overrides all else.

VALENTINE
(shocked)
My God

Valentine backs away from the Undead, reloads and finishes the job.

INT. AMBULANCE - CONTINUOUS

Sven hears the sound of gunfire from outside. He tries to get up, to help his friends, but he is held in place by the handcuffs attached to the gurney.

SVEN
Damn it!!

As the sound of battle grows, Sven becomes increasingly angry. Pulling at the cuffs, tearing at the gurney, threatening to pull the whole ambulance apart.

EXT. DESERT TRAIL DRIVE IN - CONTINUOUS

L.J. reacts to the gunfire. The noise of the movie can no longer mask the sound of real gunshots. He pushes K-Mart behind him for protection and reaches for his signature .45s.

In the car beside L.J., the two occupants are suddenly grabbed by the Undead. Caught completely off guard, they are TORN APART in an instant. L.J. opens fire. In the blink of an eye, it seems like there are Undead everywhere.

INT. SCHOOL BUS - CONTINUOUS

The adults on board grab their guns and head out. Otto locks the door behind them, to protect the handful of children that remain. He draws his gun. Despite his stoner appearance Otto still knows his way around a Magnum.

EXT. AMBULANCE - CONTINUOUS

Carlos and Betty cover each other's backs as they blaze away. But the Undead are almost impossible to stop. Even with gaping holes in them, they continue to advance. As Betty reloads, an Undead grabs her. Its teeth are at her throat in an instant.

Sven BURSTS from the back of the Ambulance, part of the gurney still dangling from his wrist.

(CONTINUED)

CONTINUED:

He's in terrible shape, but he's not going to let anything happen to Betty. He SLAMS something into the back of the Undead's head, and it slowly relaxes its grip on Betty and sinks to the ground.

CLOSE ON the Undead -- as we see a handful of razor sharp SCALPELS embedded in its spinal column.

All around, people race for their weapons and their vehicles.

It's chaos.

CLOSE ON Alice -- in the midst of the Undead, standing at the center of a Circle of Death. Nothing comes within five feet of her without feeling the steel of her blades.

But the humans are fighting a losing battle.

Carlos is out of ammo as an Undead charges him. Carlos stops it in its tracks with a devastating ROUNDHOUSE kick. The Undead staggers back into one of the flaming torches that light the camp. He goes up in flames in an instant. These creatures are bone dry.

CLOSE ON Carlos -- his face lit by the fire -- as he realizes these creatures' weak spot.

CARLOS
(shouting above the noise of
battle)
Burn them!

The Undead before him staggers to its knees and then keels over. A blazing inferno.

CARLOS (CONT'D)
BURN THEM!

CLOSE ON Alice -- as she registers his voice. Even in the midst of battle, we see the relief in her eyes - Carlos is still alive.

CARLOS (CONT'D)
We have to burn them!!

Alice glances at the Fire Truck and its twin mounted flame throwers, but it is already overrun with Undead. No way to reach it. Carlos has identified a weakness in the Undead, but they can't exploit it. The humans are cut off and surrounded - unable to get to the handful of blazing torches that the desert storm has left alight.

(CONTINUED)

CONTINUED: (2)

One by one, the humans are being dragged down by the Undead. The screams of the dead and dying fill the night air.

CLOSE ON Alice -- as she begins to concentrate. The deadly Kukris still spin around her, but her attention is somehow turned INWARD.

CLOSE ON her eyes -- as we see her pupils DILATE. *This is exactly how she looked when she awoke from her dream in the desert.* She is accessing some dark part of herself. A place she usually tries to keep under lock and key. A part of her mind that only dwells in her subconscious.

The sound of the battle slips away. Now there is only a strange silence. Alice closes her eyes and we see the sudden, intense R.E.M. from the other night.

CLOSE ON one of the blazing torches -- as the flame suddenly intensifies. It's like someone has poured gasoline on the fire. The flame jumps into the air, and then TURNS IN ON ITSELF.

The flame begins to TWIST and SPIRAL around the burning torch. Ignoring the desert wind, moving of its own will. It's both beautiful and terrifying to behold.

And then suddenly the fire BURSTS forth. The flame jetting like liquid napalm between the Undead. Striking them with such intensity that the flame almost seems to punch through them.

CLOSE ON Alice -- the R.E.M. reaching a crescendo as the fire jumps from one Undead to another with incredible speed.

And suddenly her eyes SNAP OPEN. And Alice falls to her knees. The Kukris fall beside her. She no longer has the strength to hold them. HER BODY AND MIND SPENT WITH THE SUPERHUMAN EFFORT.

Around her, Alice sees an inferno. The Undead are ablaze. Illuminating the camp with a hellish light. It's like an image from Blake at his darkest. Charred and blackened bodies literally falling apart.

CLOSE ON Sven -- as he sees a new danger. Using the last of his strength, he races towards the Arco Tanker. Carlos is still dealing with the remaining Undead - who were not caught in the firestorm. He sees his friend running for the tanker.

CARLOS (CONT'D)

Sven!

SVEN

The fuel

(CONTINUED)

CONTINUED: (3)

Only now does Carlos see what Sven already knows. Gasoline is pouring from the tanker - where it was ruptured by the stray gunshots from Hello Kitty. Sven splashes through a giant pool of Gasoline that surrounds the Tanker. If any one of the blazing Undead make contact with this, then the Tanker and the whole encampment would be vaporized in an instant.

INT. TANKER - CAB - CONTINUOUS

CLOSE ON Sven -- as he hauls himself into the cab. He cries out in pain, clutching his wound. It has re-opened, soaking his torso in blood. His face is deathly pale.

EXT. TANKER - CONTINUOUS

The engine roars into life, the gears grinding. But the Tanker doesn't move.

CLOSE ON the pool of gasoline -- as REFLECTED in its surface we see the blazing outline of an Undead as it staggers closer. Still the Tanker hasn't moved.

CARLOS

Sven!

But there is no reply. The Tanker remains in place, the engine idling. The blazing Undead drawing ever closer. And it's not alone. At any moment any one of the Undead could stagger into the gasoline and set the whole Tanker afire. Sven has to move the Tanker away from the encampment. But still it just sits there. Engine idling. Carlos tries to break free, but he is still battling the last few Undead.

CARLOS (CONT'D)

For God's Sake! Sven!

CLOSE ON Alice -- as she hears Carlos calling out. She looks up at the Tanker. Sees the gasoline, the blazing Undead, the imminent disaster. And with superhuman effort, she forces herself to her feet. Dodging past the fiery Undead, Alice races to the tanker.

CLOSE ON Carlos as he recognizes the running figure. We see the excitement in his eyes. Alice is back!

INT. TANKER - CAB

Alice wrenches open the door and leaps aboard. The engine is running, but Sven is nowhere to be seen. In the WING MIRROR -- the reflection of a blazing Undead, right on the edge of the pool of gasoline.

(CONTINUED)

CONTINUED:

Alice slams the Tanker into gear just as UNDEAD SVEN lunges from the back of the cab. Alice pushes him away, but she is in a weakened state. The massive Nordic Undead presses forward. Alice seems unable to stop him.

Suddenly Paco LEAPS at Sven. The dog has followed Alice.

Paco is small, but furious, and fights fearlessly in defence of his owner. The sudden impact of the dog tips the balance and drives Sven back. Both Paco and the Undead tumble from the moving Tanker.

Alice floors the gas pedal.

EXT. TANKER - CONTINUOUS

Paco and Sven hit the ground, the little dog rolling away from the Undead. As Sven gets to his feet, he comes face to face with his old friend - Carlos.

CARLOS

I'm sorry ...

Without hesitation Sven lunges for the fresh meat, and Carlos shoots his friend neatly between the eyes. IN SLOW MOTION - as Sven's body falls away from Carlos, the two figures are suddenly silhouetted by a WALL OF FIRE that ERUPTS behind them. A burning Undead has connected with the lake of gasoline. The Undead is vaporized in an instant.

Carlos watches in horror as the fire races after the Tanker.

INT. TANKER - CAB - CONTINUOUS

Alice looks in the Wing Mirror and sees the fire coming. The Tanker is leaking gasoline, and the flames are chasing the trail hungrily.

Alice grinds the gas pedal into the floor.

EXT. DESERT TRAIL TRUCK STOP - CONTINUOUS

The Tanker barrels past. It's going fast, but the flames are gaining.

INT. TANKER - CAB - CONTINUOUS

Alice races past the last of the convoy's vehicles. Scared faces stare at her from the windows of the School Bus. Otto is doing his best to calm the children, but they are in a full on panic.

(CONTINUED)

CONTINUED:

In the Wing Mirror, Alice sees that the fiery tail has almost caught up with the tanker. But Alice can't bail out yet. She's still too close to the School Bus.

EXT. TANKER - CONTINUOUS

The flames reach the giant tank of gasoline

EXT. DESERT TRAIL TRUCK STOP - CONTINUOUS

CARLOS

Alice!!!

Carlos watches helplessly as the Tanker is torn apart in a GIANT EXPLOSION. The faces in the School Bus window duck as the glass is sprayed with burning droplets of gasoline.

They survived. Just.

The burning drops of gasoline crack the glass of the school bus and eat into the rubber trim around it. A small detail, but it will be significant later.

CLOSE ON Carlos -- as he shields himself from the searing heat of the explosion. When he looks up, there is nothing much left of the tanker or the cab.

HOLD on Carlos - thinking he has lost Alice for good.

Then, a miracle -- from the wall of flame walks Alice. Clothes and skin, scorched and burnt. But still alive. Delighted, Carlos wraps her up in a bear like embrace.

CARLOS (CONT'D)

I thought you were dead.

CLOSE ON Alice -- we see her joy at reuniting with Carlos. But there's something else. Under the surface. An awkwardness. It's been a long time since she was even with people, never mind physical contact.

Carlos looks around at the devastation.

CARLOS (CONT'D)

Well, I'll say one thing for you ...

Burning debris from the Tanker is still raining down everywhere.

CARLOS (CONT'D)

... You still know how to make an entrance.

(CONTINUED)

CONTINUED:

Alice laughs. And then almost immediately keels over. Exhausted from her efforts - both physical and mental.

And Carlos is there to stop her from falling.

CUT TO:

EXT. DESERT TRAIL TRUCK STOP SUNRISE.

Daybreak is breathtaking, but no one here is in a mood to appreciate it. In the daylight we see the true extent of the damage. Many of the vehicles are write-offs. Still more are badly damaged. At the edge of the encampment, the survivors stand around a dozen fresh graves with simple wooden markers.

VALENTINE

Anyone want to say something?

But none of the crowd speak. Their spirits broken.

VALENTINE (CONT'D)

Well then

Valentine heads back to the encampment. After a beat the others begin to trail after her. Only Carlos remains. He hangs Sven's distinctive Aviator Goggles over one of the crosses.

CARLOS

Be seeing you ...

EXT. DESERT TRAIL TRUCK STOP - LATER

A solemn air hangs over the camp as the survivors attempt to repair the remaining vehicles.

INT. AMBULANCE DAY.

Alice lies unconscious. Betty has cut away her tattered clothes to reveal a body ravaged with burns and wounds. Betty is applying salve to a raw burn on Alice's neck. SUDDENLY Alice's hand SNAPS up and grabs Betty's wrist. Startled, Betty tries to jump back, but Alice's grip is like iron. Alice has enough sedative in her to tranquilize a horse. Yet her eyes are sharp and focussed. Her movements precise.

ALICE

Don't

She relaxes her grip. Realizing Betty is in pain.

ALICE (CONT'D)

.... touch me.

(CONTINUED)

CONTINUED:

BETTY
Your wounds....

ALICE
(cuts her short)
Are fine.

Alice unhooks the I.V. drip from her arm and sits up. She notices a bracelet made of electrical wire on her left wrist. Where the hell did that come from?

BETTY
If they're not treated they could become infected.

But Alice is oblivious. She stands up.

BETTY (CONT'D)
You need to rest.

Alice isn't listening. B is a forceful woman, but no match for this girl. In a corner lie the smouldering remains of what used to be Alice's clothes.

ALICE
Got anything I could wear?

EXT. DESERT TRAIL TRUCK STOP DAY.

We PAN up Alice's legs as she steps from the Ambulance. She's dressed in one of B's nurses' outfits. It's not an unpleasant sight. Paco joins her immediately. The faithful hound had been waiting outside the ambulance door. Alice walks over to her pick-up truck. She checks her stuff - radio and saddlebags - it all seems to be in order.

VALENTINE (O.S.)
I thought you were dead.

Alice looks up to see Valentine. Jill doesn't seem too happy to see her old friend.

ALICE
Disappointed?

From Jill's expression it's hard to tell.

VALENTINE
What brought you back?

(CONTINUED)

CONTINUED:

ALICE

You did. I've been monitoring your transmissions. When I heard you were here, I didn't have a choice. I had to come.

She reaches inside one of her saddlebags.

ALICE (CONT'D)

I've been here before ...

Alice tosses her something. Jill catches it. It's a corny fridge magnet -- "I saw the bones at Desert Trail".

ALICE (CONT'D)

... knew what was waiting.

VALENTINE

What happened in Detroit?

ALICE

You know what happened. They used me.

VALENTINE

A lot of good people died that night.

ALICE

That's why I had to disappear.

VALENTINE

How?

ALICE

I broke into an Umbrella facility. Hacked into their computers and downloaded the satellite trajectories. I stayed off the grid. Ceased to exist.

Suddenly Alice looks down at her watch. But it's gone. Melted in last night's fire.

ALICE (CONT'D)

(worried)

What time is it?

VALENTINE

Time? I don't even know what year it is.

Alice glances up at the sky. This has almost become instinctual now.

(CONTINUED)

CONTINUED: (2)

ALICE

Shit!!

She grabs her saddlebags and runs for cover. Alice steps beneath the porch of the Motel just as we --

SMASH CUT TO:

SATELLITE IMAGE --

A computer grid comes up over the Desert Trail Truck Stop. Alice made it just in time. Computer graphics identify Valentine, L.J. etc. Umbrella know all about them, but consider them no threat. As the satellite continues its scan we --

CUT TO:

EXT. DESERT TRAIL MOTEL - CONTINUOUS

Alice stands in the shadows under the cover of the Motel porch.

K-MART (O.S.)

I heard about you.

K-Mart is sharing the shade with her. Alice prepares to ignore this minor nuisance.

K-MART (CONT'D)

They said you were dead.

A flicker of a smile crosses Alice's face.

K-MART (CONT'D)

What?

ALICE

I get that a lot.

Alice holds up her wrist. The one with the wire bracelet. It's just like the ones that K-Mart wears.

ALICE (CONT'D)

This belong to you?

K-MART

Gave it to you last night. For luck.

ALICE

Looks like it worked. What do they call you?

(CONTINUED)

CONTINUED:

K-MART

K-Mart. It's where they found me.
Jill and the other ... few years back.

ALICE

You have a name before that?

K-MART

Never liked it. And everyone I knew
was dead ... seemed like the time for
a change.

ANGLE ON -- the kids in the school bus. A half dozen eager
faces staring at Alice in awe. They duck out of sight when she
looks their way.

ALICE

What's up with them?

K-MART

They didn't think you were real. The
kids tell stories about you at night.
Like you're Shrek or Dracula ...
something like that.

Despite herself, Alice is warming to K-Mart.

ALICE

You remind me of someone.

K-MART

Really? What happened to her?

ALICE

I let her die.

The young girl doesn't seem phased by this at all --

K-MART

(shrugs)

Hope you don't make the same mistake
twice.

ANGLE ON -- Alice's shadow as she and K-Mart talk. The sun is
moving rapidly across the sky and Alice's shadow is shifting -
creeping out from the shade of the porch and onto the desert
sand.

SATELLITE IMAGE --

The Umbrella satellite has almost passed clean over the Truck
Stop.

(CONTINUED)

CONTINUED:

But in the last few seconds, it registers the barest hint of Alice's shadow. In an instant, the computer tracks in, enhancing the shadow, filling in the missing data, creating a profile in silhouette and comparing it to millions of possible matches in its data bank. A second later it comes to its conclusion --

COMMANDER OKAMOTO (O.S. - PRELAP)
You're positive it's her?

INT. THE COMPLEX - BRIEFING ROOM

DOCTOR ISAACS
62%. Too great a chance to pass up.

Isaacs is talking in private with Okamoto's hologram.

COMMANDER OKAMOTO
If it is Project Alice, she's been evading the satellite grid for years.

DOCTOR ISAACS
I'm rerouting them as we speak. I can have a strike team ready within the hour.

COMMANDER OKAMOTO
No. We'll establish a positive identification first. One hundred percent.

DOCTOR ISAACS
(frustrated)
The group she's with include Jill Valentine and Carlos Olivera ... known associates.

Isaacs is becoming increasingly impassioned --

DOCTOR ISAACS (CONT'D)
The original Project Alice is vital to my research! To the whole process of domestication ... her blood, her genetic structure is the key. The longer we leave her out there, the greater the chance we lose her again. I can't risk that.

Okamoto is furious - Isaacs has completely overstepped his authority.

(CONTINUED)

CONTINUED:

COMMANDER OKAMOTO
That decision is not yours to make!
You'll take no action till this matter
has been discussed by The Committee.

CLOSE ON -- Doctor Isaacs. Fuming. Plotting.

VALENTINE (O.S. - PRELAP)
Alaska!

EXT. DESERT TRAIL TRUCK STOP DAY.

VALENTINE
Have you any idea what kind of journey
that would be?

Valentine, Mikey, Carlos and Alice are huddled at a distance
from the convoy. Mikey holds the Red Journal in his hands.
It's open to the pages showing Arcadia - the promised land.

VALENTINE (CONT'D)
(to Alice)
And at the end of it ... What? You've
no guarantee there's even anyone alive
up there.

Mikey holds up the Journal.

MIKEY
(hopeful)
These transmissions ...

VALENTINE
(cuts him dead)
Are dated from six months ago. How
many radio broadcasts have we
responded to? How many times have we
got there too late?

ALICE
The transmissions said there was no
infection up there.

Valentine indicates the convoy at large.

VALENTINE
These people don't need pipe dreams.

CARLOS
Maybe ...

So far, Carlos has been silent. Now all eyes are on him.

(CONTINUED)

CONTINUED:

CARLOS (CONT'D)
... that's exactly what they need.

VALENTINE
What?

CARLOS
Look at them Jill. Six months ago
there were fifty of us. Then forty-
five. Now barely thirty.

We see SHOTS of members of the convoy. They are all extremely
tired. Exhausted by the constant movement, the constant battle.

CARLOS (CONT'D)
They're starting to give up. They
need some hope.

VALENTINE
This kind of hope could get them all
killed.

EXT. DESERT TRAIL TRUCK STOP - LATER

Valentine stands on the back of the flatbed truck. All the
members of the convoy are assembled. It's like a town meeting.

VALENTINE
We have a decision to make ... It's
too big, too important for me to make
it for you. There's a chance there
are survivors ... in Alaska. There's
a chance the infection hasn't reached
that far. But we don't know for sure.
So we have a choice ... We stay as we
are. Or we try for Alaska.

She pauses for a moment, then puts it to the vote --

VALENTINE (CONT'D)
For Alaska?

Almost every hand is raised. Valentine can see the excitement
in their eyes. A germ of hope. Something that has been missing
for years.

VALENTINE (CONT'D)
Alright then ...

As Valentine steps down from the flatbed, she passes Alice.

(CONTINUED)

CONTINUED:

VALENTINE (CONT'D)
I hope you're right.

INT. THE COMPLEX - DOCTOR ISAACS LABORATORY - LATER

Isaacs has once again secretly recorded his conversation with Commander Okamoto. His computer is just finishing its task of isolating Okamoto's voice and breaking his sentences down into individual words --

COMMANDER OKAMOTO
(recorded)
Take ... no ... action ... till ...
this ... matter ... has ... been ...
discussed ... by ... The ...
Committee.

The Computer flashes up --

"CAPTURE COMPLETE."

Isaacs sits down before the computer and enters the command --

"COMPOSE."

Isaacs then begins to type. The Computer plays back whatever he types in Okamoto's voice. We recognize many of the soundbites from Commander Okamoto's previous conversations with Isaacs. Slowly a coherent sentence is built --

COMMANDER OKAMOTO (CONT'D)
(in soundbites)
The, Committee, authorize, immediate,
action. Release, of, vehicles, and,
personnel. Under, command, of,
Isaacs, Doctor

EXT. DESERT TRAIL TRUCK STOP DAY.

The leaders of the convoy are gathered around the News Truck. Planning their next move.

CARLOS
We already pumped the storage tanks
dry. When we lost the tanker, we lost
everything.

MIKEY
I've got a half tank That's it.

OTTO
We're running on empty.

(CONTINUED)

CONTINUED:

CARLOS
L.J.?

L.J.
I don't even have empty. I got fumes
... vapor ...
(sniffs the air)
Parfum de gasoline.

CARLOS
So these are our options.

Carlos unrolls a map. Places it on the hood of the News Truck.
Points to a nearby gas station.

CARLOS (CONT'D)
Nearest, safest bet is here.

Alice shakes her head.

ALICE
Tried a month ago ... Empty.

CARLOS
Then here.

Alice shakes her head.

CARLOS (CONT'D)
Maybe ...

One look from Alice and he moves on.

VALENTINE (O.S.)
Vegas.

She suddenly has everyone's attention.

VALENTINE (CONT'D)
It's the only place we're sure to find
gasoline.

CARLOS
There's a reason for that. Vegas is
too damn dangerous.

L.J.
It's lousy with them mothers.

VALENTINE
If we're going to go for Alaska, we're
gonna' need a lot of gasoline.
(MORE)

(CONTINUED)

CONTINUED: (2)

VALENTINE (CONT'D)

And we've sucked every small town pump
dry over the last six months. We have
to hit a big city. Besides...

Valentine glances over at the still smoking wreckage of the oil
tanker.

VALENTINE (CONT'D)

We need to find something to haul it
in.

ALICE

She's right ...

Alice glances over at Valentine. Despite the tension between
these two, once again they've found themselves on the same side.

ALICE (CONT'D)

... Vegas is our best bet.

SATELLITE IMAGE --

Of the conversation. Unbeknownst to Alice they are being
watched by an Umbrella spy satellite.

INT. THE COMPLEX - DOCTOR ISAACS LABORATORY - CONTINUOUS

There's a slight delay due to the satellite relay. On a
monitor, Alice is just finishing her conversation - in ALICE
VISION --

ALICE

... Vegas is our best bet.

Doctor Isaacs turns away from the monitor satisfied. He hits a
button for the intercom --

DOCTOR ISAACS

Prepare a flight plan for Las Vegas.

Once again, Alice has become the unwitting spy - putting her
friends in jeopardy.

SMASH CUT TO:

EXT. FREEWAY DAY.

The convoy races by.

INT. FLAT BED - CONTINUOUS

Alice rides in the Flat Bed Truck. She has customized the nurse's outfit with leather shoulder holsters and bandoliers of spare ammo. K-Mart rides with Alice. Carlos is at the wheel.

Alice looks down. Between her feet there is a GAPING HOLE. You can see the asphalt racing by.

ALICE
Nice ride.

They pass a sign "LAS VEGAS 155 MILES".

K-MART
What's Vegas like?

ALICE
Used to be a fun town.

K-MART
Now?

ALICE
Let's hope we don't stay there long
enough to find out.

ARIEL SHOT --

Hundreds of feet above the convoy, looking straight down. Suddenly the image shimmers and shifts into GREEN AND WHITE as we --

MATCH CUT TO:

SATELLITE IMAGE --

Of the convoy. Someone is keeping watch on Alice and the others. WIDEN TO REVEAL --

INT. HELICOPTER - CONTINUOUS

Doctor Isaacs is sat in one of the Umbrella helicopters. He's watching the satellite image on a portable plasma screen as the chopper lifts off.

EXT. WEATHER STATION - CONTINUOUS

The two Umbrella Helicopters sweep over the base and head off into the desert. Both are fully loaded. One carries a LONG BLACK FREIGHT CONTAINER beneath it.

CUT TO:

EXT. FREEWAY DAY.

The convoy is getting closer to civilization. Passing through a small town. There are more buildings here and more Undead. They emerge into the light, drawn by the noise of the convoy and the smell of fresh meat. The Undead can't catch the speeding vehicles, but they shamble after them nonetheless.

INT. HUMMER DAY.

Valentine passes a liquor store at the side of the road. It has a HUGE sign for cigarettes. But is also crawling with Undead. Valentine sighs and keeps the accelerator pressed to the floor.

VALENTINE

Damn it!!

INT. FLAT BED DAY.

Alice has taken her turn at the wheel. Carlos rides shotgun. He glances at K-Mart - sleeping in the back of the cab. Asleep, her face looks the picture of innocence.

CARLOS

You ever think we're the freaks?

ALICE

What do you mean?

Carlos glances out at the every growing numbers of Undead.

CARLOS

That we are the anomalies ... the last of the dinosaurs. We fucked up our world, and so the world fucked us back.

He stares at the mass of Undead as they race past. Men, women, children. Black, White, Asian. Everyone is represented.

CARLOS (CONT'D)

Look at them. This is their world now. We don't belong here.

(CONTINUED)

CONTINUED:

Alice shakes her head.

ALICE
Believe that if you want. But I'm not
ready to surrender to the new world
order just yet.

She opens the Red Journal. Takes out a cutting of Arcadia. The beautiful, fairy-tale town. Alice pins it to the sun visor above her.

ALICE (CONT'D)
There's an end to this. I'm sure of
it.

There's a moment's silence. Carlos stares at her. Alice shifts, uncomfortable --

ALICE (CONT'D)
What?

CARLOS
Why did you disappear? After Detroit.

Carlos tries to keep it hidden. But he clearly still harbors feelings for Alice.

ALICE
I didn't have a choice. I couldn't be
around you. Any of you. I'd have
gotten you all killed.

CARLOS
And after the World ended. Why stay
out there? Alone.

ALICE
(shrugs)
Habit ...

It's a weak excuse and they both know it.

CARLOS
Could you be more evasive?

ALICE
(smiles)
I could try.

But despite Alice's attempt to make a joke out of it, Carlos is not going to let it go. He stares at her. Expecting a reply.

(CONTINUED)

CONTINUED: (2)

ALICE (CONT'D)
I'm better out there. Alone. Okay?

CARLOS
Why can't you talk to me about this?

ALICE
There are some things....
(hesitates)
... I don't understand. I can't
control.

It's hard for her to talk about this. To confront the uncertainty of her own identity. Her growing powers. Her evolution.

ALICE (CONT'D)
It's safer if I'm not around people.

Before Carlos can ask more, the vehicle in front comes to an abrupt halt. Alice slams on the brakes. Before them is a large faded sign, half buried in the desert sands --

"WELCOME TO LAS VEGAS".

EXT. LAS VEGAS - OUTSKIRTS DAY.

The convoy makes its way along roads choked with sand. Some are blocked completely - only the tops of the telegraph poles letting us know that they existed at all.

We see the roofs of tall buildings poking out of the sand.

Signs for Burger King and Taco Bell float above the dunes, but there is no sign of the buildings that they once advertised.

INT. FLAT BED - CONTINUOUS

K-Mart stares in awe at the remnants of the buried city.

K-MART
Where is it?

ALICE
Guess the desert wanted it back.

She reaches for her walkie.

INT. HUMMER - CONTINUOUS

Alice's voice comes over Valentine's walkie.

(CONTINUED)

CONTINUED:

ALICE (O.S.)
We're going to have to check the
Strip. See if anything's left there.

VALENTINE
The Strip ... great.

This just gets better and better.

EXT. CROW ROAD DAY.

The convoy turns into a long street lined with telegraph poles.
But unlike the journey here, there is no sign of the Undead.

INT. AMBULANCE - CONTINUOUS

Betty is at the wheel. L.J., now without a vehicle, rides
beside her. Betty fingers her .45 nervously.

BETTY
Where are they?

She glances at L.J. He shares her concern. Where are the
Undead?

EXT. CROW ROAD - CONTINUOUS

Still no sign of life.

As the convoy passes, we CRANE DOWN to reveal a skeletal hand
poking from the desert sands. Then another, then another.

This place is a charnel house. Hundreds of SKELETONS, picked to
the BONE.

And however these people died, it wasn't pleasant. The bodies
are bent and twisted. Their unmoving skeletal fingers are the
shape of claws.

They died in agony.

INT. FLAT BED - CONTINUOUS

K-Mart stares at the surrounding buildings. Tension mounting.

EXT. CROW ROAD - CONTINUOUS

HIGH ANGLE looking down at the convoy. We see a huge black CROW
perched on a telegraph pole. Silently watching.

INT. AMBULANCE - CONTINUOUS

L.J. sees a dozen crows perched on another pole. Then still more nestled in a smashed window frame. Even more resting on the roof of a burnt out car.

They are everywhere.

L.J.
What the fuck

And there aren't dozens of crows, there are hundreds of them, perhaps thousands.

EXT. CROW ROAD - CONTINUOUS

CLOSE ON -- a dark black crow. Watching.

It has the same strange, glazed eyes as the ones we saw at the Arco Station - in the birds that were feasting on the remains of Stevie.

INT. FLAT BED - CONTINUOUS

K-MART
What's with all the birds?

Alice looks up and sees the crows. Notices a human skeleton half buried in the desert sand. Suddenly realizes --

ALICE
They've been feeding on tainted flesh.

She grabs the walkie.

ALICE (CONT'D)
Roll up your windows. Don't let them get the scent.

INT/EXT. SCHOOL BUS - CONTINUOUS

ALICE (O.S.)
Roll up your windows right now!!

OTTO
Okay You heard the lady!

The occupants of the school bus - a half dozen kids and three adults - hasten to do as they are told.

CLOSE ON --

(CONTINUED)

CONTINUED:

The window of the school bus as it shuts. We see where the glass was cracked by the burning gasoline. The rubber moulding around the window was also eaten away by the heat.

Remember? I told you this would be important.

For now, the window doesn't shut properly. There is a gap between the glass and rubber seal.

CLOSE ON -- the gap. Then suddenly THE CAMERA races up and away. Drifting through space. Coming to rest on one of the giant crows. The Creature turns towards the bus. And suddenly TAKES FLIGHT!

INT. AMBULANCE - CONTINUOUS

All around, a thousand crows take to the air. The sound is deafening. Terrifying.

BETTY
What's going on?!

INT. FLAT BED - CONTINUOUS

Alice watches the crows circling above. The birds are reflected in the windshield like a ominous black cloud.

ALICE
(into the walkie)
Floor it!

EXT. ARIEL SHOT - CONTINUOUS

We are looking straight down on the convoy, perhaps two hundred feet below. The vehicles kick up dust as they pick up speed. Suddenly streaking through frame in a blur of darkness are the crows.

Swirling like a giant storm cloud above the convoy.

INT. FLAT BED - CONTINUOUS

Alice glances up.

ALICE
They're territorial ... we just have to keep going.

CARLOS
How do you know they're territorial?

(CONTINUED)

CONTINUED:

ALICE
Saw it on the Discovery Channel.

CARLOS
(looks up)
I hope they know that.

EXT. CROW ROAD - CONTINUOUS

The first of the vehicles has almost reached the end of the street, when suddenly the crows attack.

The swirling cloud becomes like a giant black arrow, aimed straight at the school bus.

INT/EXT. SCHOOL BUS - CONTINUOUS

The first of the crows smashes against the windshield and bounces off. So does the second and the third. But in an instant, there are dozens and then hundreds of the birds impacting against the glass. The entire windshield is dark, like night had suddenly fallen.

Otto can't see where he's going and the bus crashes into a telegraph pole. The kids SCREAM as the glass of the windshield begins to crack. Otto holds it in place.

OTTO
Help me!

The other adults in the bus rush to help him. They hold the windshield in place and the tide of crows in check. Just.

INT. FLAT BED - CONTINUOUS

Alice looks back. Sees the school bus. Unmoving. Besieged.

ALICE
Damn it!!!

The flatbed is already at the end of the street, but Alice hauls on the wheel, and the truck spins through 180 degrees, headed right back into the danger zone.

INT. SCHOOL BUS - CONTINUOUS

The windshield begins to give way. Several crows slip into the bus, adding to the chaos and confusion. Their beaks tearing at the adults' flesh. There are deafening gunshots within the close confines of the vehicle.

The children cower at the back of the bus, SCREAMING IN TERROR.

INT/EXT. FLAT BED - CONTINUOUS

The flat bed pulls up as close as it can to the back door of the school bus. Carlos throws open his door. Indicates to one of the adults in the bus to do the same.

A narrow corridor between the flat bed and the school bus is created - protected by the vehicle doors on both sides, but open at the top and bottom.

Several crows dive down into the gap, but Carlos blows them out of the sky with a 12 gauge. Carlos shouts to be heard over the deafening storm of wings.

CARLOS

The children ... Get them over here!!

INT. SCHOOL BUS - CONTINUOUS

An adult shepherds the kids towards the open back door. They are terrified of staying in the bus, but even more terrified of going outside. Behind them, the windshield is giving way. Otto and the others can't hold it in place much longer.

CARLOS (O.S.)

Hurry!

INT. FLAT BED - CONTINUOUS

One by one, the children begin to make the terrifying crossing between the two vehicles. Carlos catching them as they jump across. The crows circle menacingly above.

ALICE

(to K-Mart)

Take the wheel.

K-Mart does as she's told, and Alice slides across to the open door. Within a second, both her guns are blazing as she shoots the attacking crows out of the sky.

INT. SCHOOL BUS - CONTINUOUS

The windshield finally gives way. The bus is suddenly filled with flapping wings and bloody, tearing beaks. Otto and the other adults are engulfed.

INT. FLAT BED - CONTINUOUS

Alice grabs the last of the kids. An adult screams at them from the doomed school bus. He's already covered in crows. Beyond helping.

(CONTINUED)

CONTINUED:

ADULT

Go!!

Carlos turns to K-Mart.

CARLOS

Floor it!

K-Mart hits the gas as Carlos slams the truck door. Several crows impact with the door, breaking their bones, but cracking the glass. Alice holds a weeping, traumatized child in her arms. Behind them --

EXT. SCHOOL BUS - CONTINUOUS

Otto leaps from the stricken bus, but there are a dozen birds already on him. By the time he has hit the ground we can barely see him. He is a heaving mass of ravenous crows.

INT. SCHOOL BUS - CONTINUOUS

Now with the back door open, the interior of the bus becomes like a wind tunnel. Hundreds of birds racing through the bus at high speed, their beaks stained red with blood.

The screams of the dying are drowned out by the beating of a thousand pairs of wings.

EXT. CROW ROAD - CONTINUOUS

Then as quickly as it had begun, it is over. And the crows settle back onto their perches.

EXT. FLAT BED - CONTINUOUS

K-Mart glances in the rear view. Looking back at the school bus, horrified.

INT. SCHOOL BUS - CONTINUOUS

Thirty seconds ago, there were human beings in here. What remains of them now, you don't really want to know.

EXT. CROW ROAD - CONTINUOUS

HIGH ANGLE looking down. In the distance, the flat bed reaches the end of the street. With the crows back on their perches, a strange calm has descended over the street. Almost like nothing happened.

(CONTINUED)

CONTINUED:

In the FOREGROUND a crow watches silently. Its beak freshly moistened.

CUT TO:

EXT. THE STRIP DAY.

Like a rising tide the desert sands have engulfed the giant casinos. Where "New York New York" once stood, only the top of the Empire State Building and the Statue Of Liberty poke out from the dunes. Further down the street, a half buried Eifel tower is visible. The lake in front of the "Bellagio" is choked with sand. It's a weird, surreal landscape, with just one exception --

The giant Sphinx outside the Luxor has never looked more at home.

EXT. M.G.M. GRAND - CONTINUOUS

Atop the sand dunes that surround the casino stands a real AFRICAN LION. He has escaped from the wildlife preserve inside and lives as a scavenger. His bones are showing through his skin. The Lion watches the convoy below. He licks his lips hungrily. But makes no move to attack. There are worse things than being hungry. And those things are to be found in the heart of Vegas.

EXT. THE STRIP - CONTINUOUS

The convoy rolls to a halt at the top of the Strip. Abandoned vehicles litter the road. Many of them also half swallowed by the encroaching desert. Amongst them is a tanker carrying "Canola Oil".

EXT. HUMMER - CONTINUOUS

The Hummer pulls up beside the "Canola Oil" tanker. Valentine leaps out.

VALENTINE

That'll do.

L.J.

I'm on it.

L.J. opens up the valves on the tanker. Cooking oil gushes out into the street. K-Mart climbs up into the cab.

K-MART

I'll get it started.

(CONTINUED)

CONTINUED:

The others set up a defensive perimeter around the tanker.

CLOSE ON CARLOS --

He lowers his binoculars.

CARLOS

Nothing.

There's no sign of life. Living or (un)dead. Just the occasional bleached skeleton half buried in the sand.

ALICE

Those birds must have moved through
the city block by block ... picked it
clean.

Carlos and Alice share a look. As horrific as the Undead are, there's something even more unsettling about the completely deserted city.

EXT. THE STRIP - LATER

The convoy is back on the move, the tanker now in tow. They are headed deeper into the heart of Las Vegas.

INT. AMBULANCE DAY.

L.J. stares at the abandoned Strip. The centre divider is lined with the dead husks of palm trees.

L.J.

There!!

He points to the Piazza San Marco and what remains of the Venetian Casino. Its waterways are long since choked with sand, its gondolas beached and useless.

L.J. (CONT'D)

There. There's a gas pump in there.

Between the dunes, the entrance to Valet Parking (under the Ponte dei Sospiri) remains accessible.

BETTY

How do you know?

L.J.

Dropped two g here back in the day.

(CONTINUED)

CONTINUED:

BETTY
(whistles)
Two grand Mister High Roller.

EXT. THE VENETIAN CASINO - VALET - MINUTES LATER

The Canola Oil Tanker is pulled up by the gas pumps. Every available hose has been dropped into the tanker. Valentine and the others are hand cranking gas into it as fast as they can.

EXT. VENETIAN CASINO - PONTE DEI SOSPIRI - CONTINUOUS

A distance from the Valet, Alice and Carlos stand perched on the Ponte dei Sospiri, binoculars in hand. Carlos scans the Strip, Alice takes the sky.

ALICE (O.S.)
(into walkie)
Still no movement We're good.

EXT. THE VENETIAN CASINO - VALET - CONTINUOUS

Valentine checks the level of the gas in the tanker.

VALENTINE
(into walkie)
We'll be done in five.

Out of habit, Valentine checks a cigarette machine by the Valet. Empty.

VALENTINE (CONT'D)
Damn.

CLOSE ON L.J. -- standing at a distance, watching the activity. Unseen by the others he slips away, into the shadows of the Venetian.

INT. VENETIAN DAY.

The interior is barely recognizable. Sand dunes everywhere. The occasional roulette wheel or slot machine rising to the surface. It's also very dark, and very scary in here.

L.J. moves with a purpose, keeping to the side walls, headed for --

An overturned CRAPS table. L.J. holsters his .45 and kneels beside the table. There's something trapped under it that he wants to get to.

(CONTINUED)

CONTINUED:

As L.J. reaches however, a DARK SHADOW rises up behind him. L.J. is totally distracted as the shadow envelops him.

L.J.
(shocked)
DAMN!

L.J. is scared half to death. The dark shadow is revealed to be Betty.

L.J. (CONT'D)
Don't sneak up on a man like that!

BETTY
What are you doing?

L.J. produces three chips that he acquired from under the craps table. Each is for a \$1,000.

L.J.
Taking my two g back with
interest.

BETTY
(incredulous)
What good are they?

L.J. stares at her like she were the dumbest woman to walk the Earth.

L.J.
It's the principle of the thing!

He shakes his head at her lack of moral fibre.

L.J. (CONT'D)
A man gotta have his principles.

EXT. VENETIAN CASINO - PONTE DEI SOSPIRI DAY.

Carlos and Alice on watch. They are at a distance from the group. Isolated. Vulnerable.

CLOSE ON -- Paco. Sitting at Alice's side. He sniffs the air - sensing something? His hackles raise.

After a moment Alice catches a feint noise bouncing off the deserted buildings -- the clatter of rotor blades?

ALICE
You hear that?

(CONTINUED)

CONTINUED:

Carlos shakes his head.

After a moment there is an INHUMAN SCREAM which echoes around the buildings. Impossible to tell the direction from which it came. But it's close.

CARLOS
(worried)
I heard that.

The very echo of the scream sends a chill through them. Alice and Carlos share a look. A sudden noise over the walkie makes them jump --

VALENTINE (O.S.)
(over the walkie)
We're done get down here.

EXT. THE STRIP DAY.

The convoy is back on the move. Headed out of town.

INT. FLAT BED

Carlos is at the wheel. Alice stares up at the deserted buildings suspiciously. K-Mart sees the way Alice's hand runs unconsciously over the breach of the 12 gauge.

There's trouble coming.

EXT. STORM DRAIN

CRANE UP out of a concrete storm drain - built to handle the winter flash floods. The Strip should pass over it, but all four lanes are a mess of collapsed concrete and twisted rebar. It's impassable.

The convoy grinds to a halt.

Alice and the other climb from their vehicles.

VALENTINE
We can't go back the way we came.
We'll go around.

Valentine indicates a side street that seems clear.

ALICE
(immediately suspicious)
There's something wrong here.

(CONTINUED)

CONTINUED:

VALENTINE

(shrugs)

The roads fucked up. Complain to the mayor.

Carlos tries to re-assure Alice.

CARLOS

I'm sure a lot of shit went down here when the city was over-run.

ALICE

No. This was recent. Look ...

Alice points to a nearby chunk of concrete. The twisted ends of the metal rebar catch the light.

ALICE (CONT'D)

... the metal hasn't had time to oxidize.

Alice and Carlos exchange a look. That Inhuman Scream still fresh in their minds.

VALENTINE

Let's just get moving. I want out of this place.

No one is going to argue with that sentiment. But as the convoy heads down the empty side street, they can't shake the suspicion that they're being shepherded in some way.

HIGH ANGLE SHOT --

Looking down on the convoy as it snakes through the abandoned city. The high angle adds to the air of tension. Suggesting that they are being watched by someone/something.

EXT. SIDE STREET

The street runs down the side of the Venetian.

The convoy comes to a sudden halt. Sitting directly in their path, blocking the road, is a large metal freight container. It's painted black and bears the Umbrella Logo. And unlike anything else in this distressed and decayed city, the container looks brand new. If you're sharp, you'll remember it from Isaacs' helicopter earlier.

INT. HUMMER - CONTINUOUS

VALENTINE
What the fuck

Alice marches past the Hummer, headed for the container.

ALICE
We have to move it.

EXT. NEWS TRUCK - MOMENTS LATER

The front of Mikey's truck is fitted with a winch. Valentine pulls the metal towing hook free and begins to unspool the cable.

Alice already has a similar hook and cable from the front of the Flat Bed.

In the background, L.J. and Betty are doing the same with the Ambulance. This freight container is big, and it's going to need the power of all three vehicles to move it.

EXT. SIDE STREET - CONTINUOUS

As they cautiously approach the container, Alice looks around, but there is no sign of life anywhere.

Valentine puts her ear to the container. No sound from within. But this is very, VERY creepy.

Valentine inspects the front of the container.

VALENTINE
No lock No way to open it.

L.J.
Good.
(edgy and impatient)
Now let's get this done.

INT. FLAT BED - CAB - CONTINUOUS

K-Mart checks behind them. No sign of movement on the street. But there's a growing sense of tension.

EXT. SIDE STREET DAY.

CLOSE ON -- the towing hooks as they are fixed in place on the container. Alice gives K-Mart the thumbs up. Valentine does the same to Mikey in the News Truck, and Betty to L.J. in the Ambulance.

(CONTINUED)

CONTINUED:

The cables go taut, and for a moment, nothing happens. Perhaps the container is too heavy? Then suddenly it shifts, lurching violently to one side. The cables take up the strain once more, and the container moves another few feet.

CLOSE ON -- the winch at the front of the Flat Bed. It is smoking with the strain. Carlos, checking the winches, sees it and signals to K-Mart.

CARLOS

Ease off! Ease it off!

K-Mart does as she's told and Carlos kneels down to inspect the winch. The other two cables take up the strain, but suddenly one of them begins to fray with the extra load.

ALICE

Down!!

She pushes Betty and Valentine down as the cable SNAPS and whips over their heads at high speed. A deadly metal scythe that would slice through anything in its way. Alice's warning has saved their lives.

ALICE (CONT'D)

Stop! Stop!

L.J. and Mikey stop their winches. The cable to the News Truck is the one that snapped.

Valentine dusts herself down.

VALENTINE

Thank you.

ALICE

Don't mention it.

They talk like Alice just held open a door for her. Cool.

CLOSE ON -- the towing hook from the News Truck. The cable has sheered clean off. As Alice kneels to examine it, she hears a faint noise. Coming from WITHIN the container.

She places her ear against the metal. Nothing. Or was that movement? Alice strains to hear when suddenly --

BANG!!!! One of the bolts holding the front of the container in place, blows CLEAN OFF. Alice jumps back in surprise as more and more of the bolts begin to blow. These are EXPLOSIVE BOLTS. Designed for the rapid deployment of whatever is inside.

(CONTINUED)

CONTINUED: (2)

ALICE (CONT'D)

Get back!

The whole front of the container falls to the ground, narrowly missing Alice, Betty and Valentine. The women pull their guns, ready for action, but nothing happens.

The interior of the container is filled with an inky, impenetrable darkness.

THE CAMERA TRACKS into the depths of the container. There is the hint of movement. OF SOMETHING ALIVE IN THERE.

A delicious moment of anticipation. Alice's finger tenses on the trigger.

Then suddenly all hell breaks loose. RUNNING from the darkness at top speed are three dozen Undead. The women are caught off guard for a moment, and don't even fire. They've never seen Undead move like this!

These are all of Isaacs failed experiments. Each with the distinctive triangular puncture mark at the base of their necks. And each one filled with an uncontrollable rage, as well as an unnatural speed and strength. The Raiders Undead is amongst them.

We hear the same chilling, INHUMAN SCREAM that Alice and Carlos had heard earlier.

As the first of the Undead LEAPS at Alice, she blows it out of the air with both barrels of her sawn-off. The Undead hits the ground, rolls and then gets back to its feet. Its chest in tatters, but its speed and hunger intact.

Betty and Valentine slow the first few Undead with a barrage of gunfire, but in an instant they need to reload, and the Undead are so fast, they are never going to get the chance to do it.

ALICE (CONT'D)

Run!!

Alice stops the lead Undead in his tracks with a "clothesline" - a classic aikido move which uses the Undead's own speed and strength against it. The Undead falls to the ground and never gets up. His neck broken. At least these things can be killed.

Alice has given Valentine and Betty a split second for escape, and they take it, racing back to their vehicles.

Valentine heads to the Flat Bed, to protect K-Mart. But it's just too far. The lightning fast Undead will overtake her.

(CONTINUED)

CONTINUED: (3)

As one of the Undead leaps for her, we see that Valentine is defenseless. Suddenly the Undead is cut down by a fusillade of gun fire.

Carlos, twin .45s in hand is laying down a suppressing fire.

INT. FLAT BED - CAB - CONTINUOUS

Valentine slams the door closed behind her, just as two Undead IMPACT with the cab. They hit so hard, they leave dents in the bodywork. Their hands PUNCH at the windows desperate to be in. Valentine yells to K-Mart.

VALENTINE

Get in the back!

EXT. FLAT BED - CONTINUOUS

Carlos still kneels by the winch at the front of the Flat Bed. He has saved Valentine, but now both .45s click empty. And he's being charged by a pack of Undead, with no time to reload.

Carlos tucks and rolls, disappearing UNDER the truck.

UNDERNEATH THE FLAT BED --

It's dark and claustrophobic. Carlos backpedals as he STRUGGLES to reload. Two Undead have pursued him under there. Their clawing fingers just inches from his boots!

EXT. AMBULANCE - CONTINUOUS

Betty has almost made it to the Ambulance when an Undead TACKLES her, sending her sprawling to the ground. The Undead is on top of her immediately, rearing up, ready to take a bite, when BAM!!! It is hit in the head by the Ambulance door opening. The door hits with such force it staves in the Undead's skull.

L.J. reaches down to drag Betty to safety.

L.J.

(all smiles)

"I'm here to help"

Even in the midst of such chaos, L.J. is still the ladies man.

EXT. UNDERNEATH THE FLAT BED - CONTINUOUS

Carlos is in trouble. Trapped in a nightmarish tight space, with two Undead clawing their way up his legs, their mouths just inches from his flesh. One rears up and prepares to take a bite out of his calf, when --

(CONTINUED)

CONTINUED:

BOOM!!! Carlos fires, having successfully reloaded. The sound of the gunshot is deafening in such a confined space. The first Undead falls back unmoving. Carlos fires again and the second Undead joins it.

Carlos breathes a sigh of relief and turns away - COMING FACE TO FACE WITH A THIRD UNDEAD!!! IT'S SNARLING FACE JUST INCHES FROM HIS OWN!

EXT. SIDE STREET - CONTINUOUS

Alice stands in front of the container. Two bloody Kukris in her hands. Four Undead already lie decapitated at her feet. Many more surround her.

As the first of the Undead reaches for Alice, she swings the Kukris and we --

SMASH CUT TO:

SATELLITE IMAGE --

The battle rendered in HEAT VISION, as seen by an orbiting Umbrella satellite. Even seen from directly above, Alice and the Undead are clearly recognizable.

The fight plays out in silence. But there is no disguising its savage intensity.

As Alice swings at another Undead we --

SMASH CUT TO:

ALICE VISION --

Through her eyes we see the Kukris slice through an Undead, severing its head from its shoulders. We are plunged into the midst of the fight. Turning and striking with Alice.

As the fight continues we PULL BACK TO REVEAL --

INT. HELICOPTER - CONTINUOUS

A small control room is set up in the belly of one of the Umbrella choppers. Plasma screens show us Alice Vision and the Satellite Images of the battle. Still more monitor Alice's heart rate, respiration, electrical impulses etc.

Isaacs is taking it all in.

(CONTINUED)

CONTINUED:

DOCTOR ISAACS

She really is magnificent. When the others are dead, prepare for her capture.

UMBRELLA CAPTAIN

Yes sir.

Alice slays the last of the Undead in her immediate vicinity. There is no more immediate threat to her. She moves to help the rest of the beleaguered convoy.

DOCTOR ISAACS

That's it. Shut her down.

A Tech operates the computer controls and --

EXT. SIDE STREET - CONTINUOUS

CLOSE ON ALICE'S EYES -- as her look suddenly becomes distant, distracted. As if her mind were elsewhere.

And in the darkness of her pupils, in the depths far behind her cornea, we see a sudden flash of light. Like electricity. And the bare hint of something back there --

The Umbrella Logo.

And Alice FREEZES. The Kukris hanging loosely from her hands.

INT/EXT. NEWS TRUCK - CONTINUOUS

In the midst of the chaos, the News Truck backs up, attempting to get away from the Undead. In his haste, Mikey demolishes fake Venetian statues and crashes into a canal filled with sand. The back wheels sinking instantly. Mikey shifts gears and pumps the gas pedal.

MIKEY

Come on!! Come on!!!

But the back wheels just dig themselves deeper into the sand.

Undead SLAM against the window. Mikey jumps in terror. The Undead are all around the News Truck. Hands and feet beating against the vehicle. CRACKING what should be bullet proof glass. Some are even using bits of metal or wood as primitive tools, trying to pry open the doors. These things are intelligent, and they're strong. And they want in.

Mikey's suddenly very scared. He looks desperately into the back of the truck.

EXT. NEWS TRUCK - MOMENTS LATER

The back doors fly open. One slams into an advancing UNDEAD NURSE, knocking her to the ground. Mikey flies out of the truck like the devil himself were in pursuit. But a second later he falls, the Nurse's hand around his ankle. Mikey looks up to see more Undead closing in.

Mikey scrambles to his feet and runs. Leaving a shoe in the Nurse's clutches.

INT/EXT. FLAT BED - CONTINUOUS

Valentine sees Mikey running for safety.

VALENTINE
Mikey! Over here!!

He is about 20 yards away. Valentine flings open the Flat Bed door. SNARL!! A savage Undead is on her in an instant. Valentine jumps back. The Undead climbs into the cab. Valentine brings up her pistol and FIRES.

CLOSE ON MIKEY --

as he sees Valentine push the Undead from the truck. Mikey races towards her. There is a whole army of Undead in pursuit.

He has almost made it, but at the last second an Undead leaps from behind a half buried Gondola and knocks Mikey off his feet.

Valentine shoots it immediately, but Mikey has lost too much time. A wave of Undead breaks upon him, and in an instant he is hidden from view.

VALENTINE'S P.O.V. --

She never sees Mikey again, just the Undead -- tearing at scraps of clothing, morsels of flesh, their fingers and mouths stained with blood. These creatures have a savagery we've never witnessed before.

Valentine watches distraught and powerless. Undead charge the truck and Valentine is forced to close the door. Undead SLAM against the Flat Bed, smearing the glass with their newly bloody handprints.

A body SLAMMING against the opposite side of the cab jolts Valentine out of it. It's Carlos. Valentine quickly unlocks the door, throwing it open.

(CONTINUED)

CONTINUED:

VALENTINE (CONT'D)
Thank God you made it

But Carlos just lunges at her. His eyes inhuman. His flesh deathly pale. HE HAS TURNED.

Carlos sinks his teeth into Valentine's shoulder. K-Mart SCREAMS as Valentine struggles into the back of the cab, desperate to get away from her old friend.

Carlos, lunges for K-Mart, his teeth already stained with Valentine's blood.

Valentine has no choice. She has tears in her eyes as she raises her gun.

EXT. SIDE STREET - CONTINUOUS

The gunshot from the Flat Bed barely registers above the sound of battle and the inhuman cries of the Undead. The convoy is being torn apart. The humans wiped out.

CLOSE ON ALICE --

Still frozen. Unable to help her friends. Sweat beads her face. We can see that she is fighting Umbrella's control over her. Paco races around his mistress, BARKING wildly!

MATCH CUT TO:

SATELLITE IMAGE --

Of Alice and Paco. The image suddenly shimmers, turning to static.

INT. HELICOPTER - CONTINUOUS

Doctor Isaacs watches as more of the computer screens jump, shimmer or turn to static.

DOCTOR ISAACS
What is it?

UMBRELLA TECH
Satellite is swinging out of alignment.

The images become even more distorted and then cut out completely. They have lost both the Satellite Image and Alice Vision. On the computer screens, the words "SATELLITE - LIVE FEED" are replaced with "SATELLITE - OFF LINE".

EXT. SIDE STREET - CONTINUOUS

CLOSE ON ALICE'S EYES --

As her pupils suddenly sharpen.

A moment later, a strong, piercing whistle cuts through the fog of battle.

The Undead turn to see Alice.

ALICE

I think you mothers are looking for me.

She's back, and ready to rumble.

INT. HELICOPTER - CONTINUOUS

The computer screens are still filled with static.

DOCTOR ISAACS

How long?

UMBRELLA TECH

New feed coming on line in fifteen seconds.

PLANET EARTH - HIGH ORBIT --

An Umbrella Satellite moves between us and the Earth far below. We are over the Continental United States. Nevada to be specific.

As the first satellite moves away, a second cuts directly in front of us, the two satellites passing silently.

EXT. LAS VEGAS - PARKING LOT - CONTINUOUS

The two Umbrella choppers sit in an abandoned parking lot behind one of the casinos.

INT. HELICOPTER - CONTINUOUS

UMBRELLA TECH

Online in three Two

The screens jump back into life. The Satellite Image showing MANY bodies lying motionless on the ground. All the Undead attacking the convoy have been dispatched.

(CONTINUED)

CONTINUED:

UMBRELLA TECH (CONT'D)
Looks like we missed it.

Isaacs studies the satellite imagery. Alice has disappeared.

DOCTOR ISAACS
Damn it! Where is she?
(concerned)
She's not dead is she?

UMBRELLA TECH
No sir. Heat levels on the bodies
indicate that these are all biohazard.

DOCTOR ISAACS
So find her ...

UMBRELLA TECH
Live feed from Programme Alice coming
on line now

ALICE VISION --

Through her eyes we see that Alice is moving through a derelict building. Fast.

DOCTOR ISAACS
Where the hell is she going?

Suddenly Alice emerges into the daylight and we see (through her eyes) that she is in the parking lot - LOOKING DIRECTLY AT THE TWO UMBRELLA CHOPPERS!

UMBRELLA TECH
Oh shit!

As Alice races towards the choppers, all hell breaks loose.

DOCTOR ISAACS
(urgent)
Shut her down! Now!

EXT. PARKING LOT - CONTINUOUS

CLOSE ON ALICE'S EYES -- As far behind her cornea, we see a sudden flash of light. Like electricity. And the bare hint of something back there --

The Umbrella Logo.

But this time, the Umbrella Logo dims. And Alice keeps moving. FIGHTING their control over her.

(CONTINUED)

CONTINUED:

Every step forward she takes is agony. Her face is beaded in sweat. The effort is superhuman. But she is WINNING.

INT. HELICOPTER - CONTINUOUS

GUARD

She's still coming!

DOCTOR ISAACS

Shut her down damn it!

UMBRELLA TECH

(panic)

I'm trying, but there's interference.

UMBRELLA CAPTAIN

Boost the control signal!

UMBRELLA TECH

It's already at Max! She's resisting command protocols.

And suddenly they are out of time. For the door to the chopper is ripped open and hard sunlight streams in.

Alice is here.

The Umbrella Captain reaches for a sidearm, but is dead within the second. An UMBRELLA GUARD levels his machine gun, but a Kukri flies through the air. The force of the impact IMPALES him against the bulkhead. His dead finger pulls on the trigger and the machine gun fires blindly. The bullets spray through the helicopter's cabin, killing the PILOT instantly.

Within an instant, Alice has her hand around the Umbrella Tech's throat. He's been fatally wounded in the crossfire. But he's more afraid of Alice than he is of death --

ALICE

Where is he?

And for the first time, we notice that Isaacs is gone.

INT. SECOND HELICOPTER - CONTINUOUS

Doctor Isaacs clammers aboard.

DOCTOR ISAACS

Back to base NOW!

But as he tries to close the door behind him, Isaacs is suddenly GRABBED. Isaacs turns in surprise to see the Raiders Undead.

(CONTINUED)

CONTINUED:

The creature glares at Isaacs with malevolent eyes. It remembers its tormentor, and now it's payback time.

Isaacs screams as the Undead tears into his flesh, ripping out his deltoid muscle.

An UMBRELLA TROOPER shoots the Undead square between the eyes, and Isaacs collapses back into the chopper.

DOCTOR ISAACS (CONT'D)
The anti-virus! Get me the anti-virus!!

The Trooper opens an emergency medical kit that contains cool green tubes of anti-virus. As Isaacs begins to inject himself, the chopper lifts into the air.

EXT. SECOND HELICOPTER - CONTINUOUS

Alice races for the chopper as it takes off. She JUMPS, grabbing the runners beneath the helicopter.

INT. SECOND HELICOPTER - CONTINUOUS

Alice is hauling herself on board. She sees Isaacs injecting himself with anti-virus. The Umbrella Trooper swings his gun at Alice's head. He has her dead to rights.

DOCTOR ISAACS
No!

He kicks the gun, causing the Trooper to miss. Instead the bullet goes clean through Alice's left hand. She loses her grip and falls back to Earth.

Isaacs has escaped.

CUT TO:

INT/EXT. FIRST HELICOPTER - PARKING LOT - MINUTES LATER

L.J. and K-Mart are already in the chopper as Alice climbs back on board. She's unsteady on her feet.

K-MART
Are you okay?

ALICE
I'll live.

She pushes the dead Umbrella Captain out of his seat and sits down.

(CONTINUED)

CONTINUED:

ALICE (CONT'D)

L.J. Get in the cockpit.

L.J.

I can see it from here. Sucker's full of bullet holes. Its flying days are done.

ALICE

I know. But look at the instrumentation.

L.J. grumbles but does as he's told.

L.J.

Okay.

ALICE

I want to know what its last bearing was.

L.J.

Why?

ALICE

Because then we know where it came from.

EXT. SIDE STREET DAY.

Alice, L.J. and K-Mart return to the convoy. Betty is bandaging Valentine. The wound is very deep.

ALICE

They have the anti-virus I saw it.

She puts a reassuring hand on Valentine.

ALICE (CONT'D)

You'll be okay.

Alice surveys the abandoned streets. The sun is sinking behind the buildings. Long menacing shadows reaching for them like dark fingers.

ALICE (CONT'D)

We should get moving.

Alice senses something wrong. Something hanging in the air. Something no one wants to say.

(CONTINUED)

CONTINUED:

ALICE (CONT'D)
Where's Carlos?

CUT TO:

EXT. DESERT - SUNSET

The convoy has parked up at the outskirts of Las Vegas. Silhouetted against a blood red sky, a single cross marks Carlos' grave. The others turn and walk back to their vehicles, but Alice remains. Impassive. Staring at the cross.

Someone has hung Carlos' dog tags over the rough wooden cross.

As the others climb back into their vehicles, and Alice is finally alone, emotion comes flooding across her face. Tears roll down her cheeks as she reaches down and takes the dog tags from the cross.

In the midst of all the horror, this was the man she was closest to. And now he's gone.

The tears are almost uncontrollable. The repressed emotion from years of leadership, years of strength, finally given vent.

EXT. CONVOY - SUNSET - LATER

The sun has just dipped beyond the horizon as Alice walks back to the vehicles. The tears are gone. She wears the dog tags around her neck. Framed against the bloody sky, she has the look of some avenging, fallen angel.

K-MART
(concerned)
Alice

But Alice just walks past her.

ALICE
Let's go.

The warrior has returned.

Pity her prey.

CUT TO:

INT. THE COMPLEX - CORRIDOR NIGHT.

Two ARMED GUARDS stand outside the door to Isaacs' lab. They salute as Doctor Slater approaches. He has clearly assumed command. Everything he always wanted.

(CONTINUED)

CONTINUED:

SLATER

How is he?

GUARD

Under house arrest as you instructed.
He's been quiet.

INT. THE COMPLEX - DOCTOR ISAACS LABORATORY

The door swings open and Slater enters. The two Guards are with him. Isaacs sits with his back to them. He is injecting himself with anti-virus. The table beside him is littered with empty vials.

SLATER

(shocked)

How much of this have you used?

DOCTOR ISAACS

Her blood increased the creatures'
powers. But also increased the
strength of the infection

He finishes injecting himself. Discards the empty vial of anti-virus.

DOCTOR ISAACS (CONT'D)

.... I needed it.

SLATER

You have no idea what this will do to
you.

DOCTOR ISAACS

Oh

For the first time Isaacs turns to face Slater. There's something about him. Something changed.

DOCTOR ISAACS (CONT'D)

.... I have an idea.

SLATER

You're out of control.

Isaacs doesn't offer a reply.

SLATER (CONT'D)

Well this ends here.

Slater takes out his sidearm. He's been waiting a long time for this.

(CONTINUED)

CONTINUED:

SLATER (CONT'D)

Under executive order 1345, issued by
Commander Okamoto, for insubordination
and gross misconduct in the field
I sentence you to summary liquidation.

DOCTOR ISAACS

(ironic)

Liquidation?

SLATER

Just die.

Slater shoots Isaacs once in the heart. Isaacs looks up at him
in disbelief.

DOCTOR ISAACS

(surprised)

But

But he can't get the words out. Can't take another breath.
Blood spills from the heart wound.

SLATER

You always were an arrogant son of a
bitch.

Slater shoots him twice more. And Isaacs dies. His eyes glaze
over and shut for the last time. Slater turns to the Guards.

SLATER (CONT'D)

Take the body to the surface and
dispose of it. Then bring up all the
stats on Programme Alice. I want to
see what harm he's done.

But the Guards aren't listening. They are staring over Slater's
shoulder in shock, for Doctor Isaacs has just risen to his feet.
Slater turns in surprise.

DOCTOR ISAACS

Don't look so shocked.

Isaacs' complexion is deathly pale. Beneath his shirt, around
the heart wound, something moves. Something inhuman.

DOCTOR ISAACS (CONT'D)

There's nothing harder to kill

Isaacs extends his right arm and it SPLITS OPEN. The fingers
peeling back like fleshy petals to reveal a mass of scaly
tentacles beneath the skin.

(CONTINUED)

CONTINUED: (2)

Tentacles that SHOOT OUT, penetrating Slater's eye sockets and burrowing under his flesh. They even fill his mouth as he tries to scream.

DOCTOR ISAACS (CONT'D)

.... than something that's already dead.

One Guard reaches for his gun and the other runs for the door. We get the feeling neither of them are going to make it.

CUT TO:

EXT. RIDGE DAWN.

Alice and Valentine lie just below the crest of a desert ridge. Reflected in Alice's binoculars we see the Weather Station - the secret entrance to The Complex. As usual, the perimeter fence is ringed with thousands of Undead. If anything, their numbers have grown since the last time.

Just as Alice had hoped, the second Umbrella Helicopter is peaking from beneath camouflage netting.

ANGLE ON --

L.J. and Betty. On the same ridge. Looking at the same chopper

L.J.

You think you can fly one of those?

BETTY

I used to be an airborne paramedic.
Not a pilot.

L.J. just stares at her. After a beat --

BETTY (CONT'D)

(flustered)

I know the theory

L.J.

Well you're about to get the practise.

ANGLE ON --

Valentine as she is seized by a terrible coughing fit. She's lost a lot of blood. Looks like hell.

ALICE

(comforting)

Hold on. They have the anti-virus
down there.

(CONTINUED)

CONTINUED:

Valentine shakes her head.

VALENTINE
Too late And you know it.
Infection's gone too far.

She lowers her hand from her mouth. It's covered in blood. The bite from Carlos was deep, and she's already in the late stages of infection.

VALENTINE (CONT'D)
And ...
(nods to the weather station)
... you need someone to get you in there.

Alice knows Jill is right. She's beyond help. But Alice can't bear to lose another friend.

VALENTINE (CONT'D)
(bloody smile)
Besides ... I have a plan.

ALICE
Really?

VALENTINE
Oh yeah and it's a beauty.

CUT TO:

EXT. CONVOY DAY.

K-MART
Jill, you can't

K-Mart is on the verge of tears.

VALENTINE
I have to.

Valentine winces in pain. In the last stages of infection.

VALENTINE (CONT'D)
I can't do much more for you But
I can do this.

As she leans against the cab of the Tanker, the others gather around. A dozen people in all - the remnants of her convoy - including the six children. She turns to address them.

(CONTINUED)

CONTINUED:

VALENTINE (CONT'D)

When you get down there, you make for the helicopter. B will fly. She and L.J. are in charge now. Alice is right ... we can't be the only ones left. There are other like us out there somewhere. You make it to Alaska. To safety.

K-Mart nods. Understanding, but not liking it. Some of the children are crying.

L.J.

See you around Valentine.

Valentine hugs L.J., then K-Mart. As she climbs into the cab of the tanker, Alice stops her.

ALICE

Found these.

She hands Jill a packet of smokes - "American Spirits". Herbal cigarettes.

VALENTINE

Thanks, but they don't count.

ALICE

Jill, I know we ...

Valentine shakes her head.

VALENTINE

Save it.

These two have been through so much together.

VALENTINE (CONT'D)

Just promise me one thing.

(beat)

When you get in there. You make them pay.

The two women share a look.

ALICE

Consider it done.

SMASH CUT TO:

EXT. TANKER DAY.

The Canola Oil Tanker races across the desert flats at top speed. Headed for the weather station. The Hummer pulls level. Alice and K-Mart ride within. The rest of the convoy follows behind.

Alice salutes Valentine.

INT. TANKER - CAB - CONTINUOUS

Valentine acknowledges the salute. For a moment there is a long look between the two and then the Hummer drops back. We know that this is the last time the two women will see one another.

Valentine looks over to the passenger seat. A short fuse runs between her and a HUGE pack of EXPLOSIVES.

VALENTINE

(to herself)

Wish I had a smoke

EXT. WEATHER STATION - PERIMETER - CONTINUOUS

The Undead at the edge of the fence begin to turn towards the vehicles. The Tanker is in the lead. The Hummer and the rest of the convoy trailing at a good distance.

EXT. TANKER - CONTINUOUS

The Tanker impacts with the ranks of the Undead, plowing through them, but slowing considerably. There is a whole army of Undead, and sheer weight of numbers is bringing the Tanker to a halt.

INT. TANKER - CAB - CONTINUOUS

Valentine fights to retain control of the wheel.

EXT. TANKER - CONTINUOUS

Suddenly the front wheels of the Tanker hit a ditch. There's no way that Valentine could have seen it through the mass of Undead. The whole Tanker JACKKNIFES and rolls over onto its side.

INT. TANKER - CAB - CONTINUOUS

Valentine is flung around the cab like a rag doll.

EXT. TANKER - CONTINUOUS

The Tanker slides to a halt, and within an instant it is swarmed with the Undead.

ARIEL SHOT --

Showing the Tanker surrounded by thousands of Undead. All desperate for the fresh meat within.

INT. TANKER - CAB - CONTINUOUS

The cab is a mess. Valentine slowly recovers from the crash. She is hanging at a weird angle from her seat belt. As her blurred vision clears, she sees --

A PACK OF CIGARETTES.

They are tucked behind the sun visor. Had been there all the time.

VALENTINE
(forces a laugh)
I'll be damned.

As the Undead force their way into the Cab, Valentine places a cigarette between her lips. At last!

She takes a lighter from her pocket. It flares into life. But the Undead are IN the Cab now. Snarling teeth and clawing fingers.

VALENTINE (CONT'D)
Oh hell

SLOW MOTION --

As Valentine lights the fuse instead of the cigarette.

As it burns, Valentine brings the lighter back to her cigarette.

CLOSE ON -- the Undead as they reach for her.

CLOSE ON -- the tip of the cigarette. Valentine draws on it. The tip igniting.

WIDE SHOT -- of the truck as it EXPLODES!

ARIEL SHOT --

As the blast wave spreads out, vaporizing a thousand Undead.

INT. HUMMER - CONTINUOUS

The windshield is sprayed with debris and burning fuel.

ALICE

Hold on

EXT. WEATHER STATION - CONTINUOUS

The Hummer races at top speed through the burning wasteland that Valentine has created. She has punched a huge hole in the ranks of the Undead. The Hummer leads the rest of the convoy through it.

INT. HUMMER - CONTINUOUS

As the Hummer breaks through the tatters of the perimeter fence, K-Mart stares out of the window. She's focussed on the remnants of the Tanker. Valentine is gone forever.

CUT TO:

EXT. WEATHER STATION - MOMENTS LATER

The Convoy has stopped beside the helicopter. Half the adults pull the camouflage netting free, while the rest help the children onboard.

INT. HELICOPTER - COCKPIT

Betty sits at the controls. There's so many of them. Overhead, the rotor blades fire into life and begin to revolve.

L.J.

That's it girl!
(leans over her shoulder)
Knew you could do it!

BETTY

(worried)
That was the easy bit.

EXT. PERIMETER FENCE - CONTINUOUS

The Undead pour through the gaping hole in the fence. Headed for the helicopter and the weather station.

EXT. HELICOPTER - CONTINUOUS

Everyone is onboard except Alice. She stands OUTSIDE the helicopter, caught in the downdraft. She hands the Red Journal to K-Mart.

(CONTINUED)

CONTINUED:

ALICE

Here.

K-MART

You're not coming?

Alice shakes her head. She glances at the Undead - they're getting close - then nods to Betty in the cockpit.

INT. HELICOPTER - COCKPIT - CONTINUOUS

Betty nervously pulls back on the controls.

BETTY

Okay ... here we go.

EXT. WEATHER STATION - CONTINUOUS

Alice watches as the helicopter rises ten feet in the air, then LURCHES to one side, almost demolishing the roof of the weather station.

Gradually Betty brings it back under control.

INT. HELICOPTER - COCKPIT - CONTINUOUS

BETTY

(intense concentration)

Easy ... Easy.

Slowly but surely, the helicopter rises into the air. They're going to be alright.

INT. HELICOPTER - CARGO HOLD - CONTINUOUS

K-Mart watches through the open door as Alice slowly recedes into the distance. A lone woman with only a small dog for company.

She cuts a mythic figure.

EXT. WEATHER STATION - MOMENTS LATER

The downdraft dies as the helicopter disappears. Alice and Paco are left alone. Just as we found them.

In the distance, there are a thousand Undead headed their way.

Suddenly there is movement RIGHT BEHIND ALICE!!!

She spins, gun in hand, to see --

(CONTINUED)

CONTINUED:

L.J.
Touchy ...

Alice lowers her gun.

ALICE
What are you doing here?

L.J. shrugs.

L.J.
I hate to fly.

CUT TO:

INT. UNDERGROUND - CONCRETE SHAFT - MINUTES LATER

Alice, Paco and L.J. drop down the shaft from the Weather Station. They are riding on the Hydraulic Platform. Numbers painted on the concrete walls let them know that they are 200 feet underground.

INT. CAVE

The platform comes to rest in the natural rock cave. As before, the place is littered with vehicles and high-tech equipment. Only now, there is no sign of life.

Alice and L.J. cautiously walk the concrete road leading to the large set of Blast Doors. The entrance to The Complex is open and unguarded. Alice and L.J. share a look, then draw their guns.

INT. THE COMPLEX - CORRIDOR - CONTINUOUS

They enter the giant underground facility. Still there is no sign of life. It's eerie.

A large glass sculpture hangs from one wall. It is made up of hundreds of interlocking mirrored cubes. Alice stares at her fractured reflection. It can't help but echo her experience in RESIDENT EVIL 1.

ALICE
(unsettled)
Stay tight.

INT. THE COMPLEX - CORRIDOR - JUNCTION

Up ahead, the corridor splits in two. Both choices are identical except --

(CONTINUED)

CONTINUED:

L.J.
There

The left hand corridor has a trail of blood splashed along the floor. Like a body was dragged.

As they draw closer, there are multiple bloody handprints on the walls. Evidence of a fight.

L.J. (CONT'D)
What happened here?

INT. THE COMPLEX - BRIEFING ROOM

Alice enters the darkened room. The light fittings are smashed. There are bullet holes in the walls. Blood everywhere, but no bodies.

One of the light fittings is still swinging, giving the shadows a menacing life of their own. L.J. follows Alice into the room. The eeriness of the place getting to him. Even Paco is restless.

Alice nudges L.J., scaring the life out of him.

L.J.
What?

She points up. There are holes in the ceiling, exposing ventilation shafts. There are bloody marks all over them, as if someone or something had dragged the bodies UP into the shafts.

SUDDENLY there is MOVEMENT behind them. Taking both L.J. and Alice by surprise. L.J. turns, firing on instinct.

But the bullet goes STRAIGHT THROUGH his target.

It is a HOLOGRAM of the White Queen that has suddenly appeared, floating over the long table.

WHITE QUEEN
I'm sorry. I didn't mean to startle you.

As before, the White Queen has the appearance, voice and speech patterns of a small child. But her words are those of a powerful Artificial Intelligence.

L.J.
What the fuck are you?

(CONTINUED)

CONTINUED:

ALICE

The White Queen. The computer that runs this place. She's A.I. modelled after the head programmer's daughter.

L.J. turns to Alice. How does she know all this? Alice shrugs.

ALICE (CONT'D)

I met the sister.

(beat)

She was a homicidal bitch.

WHITE QUEEN

My sister computer was merely following the most logical path for the preservation of human life.

ALICE

Kill a few, save a lot.

WHITE QUEEN

Put simply, that was her goal.

ALICE

Didn't quite work out, did it?

WHITE QUEEN

We cannot control the vagaries of human behavior.

L.J.

What happened down here?

WHITE QUEEN

Doctor Isaacs returned in an infected state. He was bitten by a creature that had been treated with a newly developed serum.

(nods to Alice)

A serum derived from your blood. The resulting infection has caused massive mutation.

ALICE

My blood?

WHITE QUEEN

Your blood has bonded with the T-virus. Doctor Isaacs correctly deduced that it could be used to reverse the process of infection.

(MORE)

(CONTINUED)

CONTINUED: (2)

WHITE QUEEN (CONT'D)

To cure or destroy the biohazard for good.

L.J.

Her blood is the cure for all this?

WHITE QUEEN

Correct.

L.J.

(to Alice)

Aren't you special.

ALICE

Why are you talking to us?

WHITE QUEEN

Like my sister, I was programmed to preserve human life. My satellites show that there are 1,733,548 human survivors still alive on the surface of the Earth. Your blood is pure, and this facility contains all the laboratory equipment you will require to synthesize a cure.

ALICE

(not quite believing it)

This could all end?

WHITE QUEEN

Correct.

L.J.

Goddamn!!!

WHITE QUEEN

There is however

She chooses her next words carefully.

WHITE QUEEN (CONT'D)

.... a small problem.

CUT TO:

INT. THE COMPLEX - CORRIDOR

Alice and L.J. stand at a thick steel blast door which seals the corridor. "LEVEL 7" is stencilled on it. The White Queen appears on a FLAT SCREEN computer console by the door.

(CONTINUED)

CONTINUED:

WHITE QUEEN

I have him contained on the lower levels, but this is where the laboratories are located.

L.J.

Great.

WHITE QUEEN

Once you cross the threshold I cannot help you. He altered my protocols, locking me out from this level.

ALICE

(to Paco)

You stay here.

The little dog doesn't look happy, but he does as he's told.

L.J.

(hopeful)

What about me?

Alice just smiles at him.

INT. THE COMPLEX - LEVEL 7

We see Alice and L.J. outlined in the doorway as the blast door slides up. It's pitch black in here.

As they step over the threshold --

WHITE QUEEN

Alice

(beat)

.... Good luck.

Alice nods and steps into the darkness. L.J. follows behind.

L.J.

(to Alice)

I don't get good luck?

(then to himself)

Shit, I don't need good luck.

(warming to his theme)

Too damn good to need luck

INT. THE COMPLEX - LEVEL 7 - CORRIDORS

Alice and L.J. make their way through a pitch black labyrinth. Whatever Isaacs has mutated into, clearly it doesn't need lights.

(CONTINUED)

CONTINUED:

Both Alice and L.J. carry flashlights but they do little to allay the growing sense of dread. SUDDENLY SOMETHING MOVES between the Camera and the two humans. A big black SILHOUETTE it scares the hell out of us.

L.J. swings his flashlight around, but whatever it is has gone. It's fast as well as big.

INT. THE COMPLEX - DOCTOR ISAACS LABORATORY

The two enter the darkness of the lab. More than ever, this place resembles a medieval torture chamber. The light fixtures are smashed, but there is still power to the computer terminals. They provide a low blue glow that washes over the pile of dead bodies arranged neatly in the centre of the room.

ALICE
Someone's been busy.

The bodies are ordered in a precise symmetrical pattern, like a pyramid built from the dead. There is a strange twisted intelligence at work here.

L.J.
Look at this.

L.J. seats himself at one of the terminals.

L.J. (CONT'D)
We're already in the mainframe.

He begins to tap at the computer keys.

L.J. (CONT'D)
(surprised)
Shit!!!

The keypad is covered in sticky, bloody fingerprints.

ALICE
Can you pull up the security system?

L.J.
Done.

A series of C.C.T.V. shots come up. They can monitor the interior of The Complex from right here.

L.J. (CONT'D)
And look at this. These motherfuckers even got files on us.

(CONTINUED)

CONTINUED:

He pulls up the security files we saw at the start of the movie. They detail Alice, Valentine, Carlos, K-Mart etc. Each file lists their potential "THREAT LEVEL" to Umbrella.

L.J. (CONT'D)
Like we're "America's Most Wanted".

L.J. proudly pulls up his own file. He is instantly horrified to see his Threat Level -- It is MINIMAL/ZERO.

L.J. (CONT'D)
(outraged)
Minimal/Zero! MINIMAL/ZERO! What is
this shit!!!! I'm a badass
motherfucker! I ain't no
minimal/zero!

But Alice isn't listening.

ALICE
There!

She has seen something moving on one of the C.C.T.V. Cameras. Something in the depths of the lab. Amongst the darkened cryo-stasis tanks.

ALICE (CONT'D)
I see him.

As Alice moves off, she slips an earpiece into her left ear.

ALICE (CONT'D)
Stay here. Guide me in.

L.J.
Right.

Alice is swallowed by the darkness. L.J. looks around. Now that he is alone, the lab becomes even more unsettling. L.J. glances at the pile of dead bodies directly behind him.

L.J. (CONT'D)
Right.

INT. CRYO-STASIS TANKS

Alice moves through the labyrinth of glass. She looks up at the tanks that surround her. At the dark figures inside. Their blond hair hanging suspended in the fluid. She is moving through a hundred living, breathing replicas of herself.

(CONTINUED)

CONTINUED:

ALICE
 (quietly, to herself)
 Well This is fairly strange.

INT. THE COMPLEX - DOCTOR ISAACS LABORATORY - CONTINUOUS

L.J.
 What was that?

ALICE (O.S.)
 Nothing.

INT. CRYO-STASIS TANKS - CONTINUOUS

Alice advances. Alert.

Suddenly there is movement. Refracted through the fluid in the tanks.

ALICE
 L.J.?

L.J. (O.S.)
 He's up ahead. On your left. No wait

But it's hard to tell through the confusion of glass and shadows where exactly the movement originates.

L.J. (O.S.) (CONT'D)
 No ... No ... Your right.

ALICE
 Which is it?

L.J. (O.S.)
 The right.

Suddenly there is movement BEHIND her. Alice turns, weapon at the ready. But there's nothing there. We are starting to get the feeling that perhaps Alice is no longer the hunter.

That something is stalking her.

ALICE
 L.J.?

L.J. (O.S.)
 I can't tell I think

Without warning, Isaacs is upon her. He moves with inhuman speed. Strikes with unnatural strength.

(CONTINUED)

CONTINUED:

Alice's gun goes flying.

We glimpse Isaacs in the half light. His mouth and teeth stained with the blood of his victims. He is naked from the waist up. His body impossibly muscular. The kind of definition only a crazed body builder on a suicidal diet of steroids could achieve.

He has mutated into what the video game describes as a TYRANT.

The Isaacs/Tyrant charges, but this time Alice is ready. She can't match his strength, but she has the edge on speed. She ducks his blow, and in a classic jujitsu move, DISLOCATES his entire arm.

But the popping of bone and musculature doesn't slow the Isaacs/Tyrant one bit. He flings Alice off, and she CRASHES into one of the tanks, the glass shattering around her.

Alice comes up bleeding, to see the Isaacs/Tyrant charging again.

Her hand gropes for a shard of BROKEN GLASS from the cryo-stasis tank. She FLINGS the two foot piece of glass like it were a knife.

PAN with the gleaming shard of glass as it arcs through the air like one of Alice's Kukris.

It SLICES through the Isaacs/Tyrant's shoulder, cutting clean through bone and muscle. Opening up an artery in the process.

But before Alice can press her advantage, the water pressure in the damaged tank causes the rest of the glass to give way. The body inside falls towards Alice.

Acting on instinct, Alice catches the body and eases it to the ground. Alice is holding a naked CLONE of herself in her arms. The Clone, freed so abruptly from Cryo-Stasis, is gasping for air. Her body convulsing. Like a fish out of water. Desperate to breathe, but not knowing how.

By the time Alice looks up at her foe, the Isaacs/Tyrant is nowhere to be seen.

INT. THE COMPLEX - CORRIDOR

In the darkness of the corridor, we glimpse the Isaacs/Tyrant. He is covered in a sheen of his own blood, but already the artery itself has stopped bleeding. The wound seems to be healing of its own accord.

(CONTINUED)

CONTINUED:

He takes a hold of his dislocated arm and savagely pops it back into place. It's the kind of thing that Alice could do in RESIDENT EVIL: APOCALYPSE, but the Isaacs/Tyrant seems to feel none of the accompanying pain. If anything it almost seems pleasurable for him.

INT. CRYO-STASIS TANKS

Alice still holds the mirror image of herself in her arms.

The Clone convulses massively and her eyelids open. She looks straight into the face of Alice. For a moment, there is a flicker of recognition. And then her body gives out.

The Clone dies in Alice's arms.

For a moment Alice cradles her own naked self. Her skin slick with the fluid from the tank. And then she slowly eases the dead body to the ground.

When she looks up, Alice's eyes are filled with a murderous rage.

INT. THE COMPLEX - CORRIDOR

Alice enters the corridor where we had glimpsed the Isaacs/Tyrant just moments earlier. The creature is nowhere to be seen, but the walls are slick with its blood.

Up ahead, the outline of a door.

Alice pushes it open and steps into --

INT. MANSION - BATHROOM

Tiled floor, bathroom fittings made of brass. The shower is running and the washbasin mirror is fogged with condensation. Alice looks around in surprise. This is an exact replica of the opening of RESIDENT EVIL 1.

For Alice it is like she has stepped back in time.

INT. MANSION - BEDROOM

Alice sees a red dress laid on the bed. A pair of boots stand close by. Precisely as she remembered it. This is all an exact replica of her own experiences. Built as part of the "training floor" for the Clones.

CLOSE ON -- an antique writing desk. Lying on it is a handwritten note. Alice picks it up:

(CONTINUED)

CONTINUED:

"Today All Your Dreams Come True".

CUT TO:

INT. MANSION - HALLWAY

Alice prowls the mansion. Hunting for Isaacs.

CLOSE ON a framed photograph as Alice takes it from a side table. It's of her and the man who posed as her husband in RESIDENT EVIL 1. Suddenly there is movement behind Alice - reflected in the mirrored frame of the photograph.

Alice dodges as the Isaacs/Tyrant lunges at her! His FIST goes straight through the side table. SMASHING it to kindling.

He strikes again, but Alice dodges, a Kukri in her hand. She SLICES deep into the Isaacs/Tyrant's chest. A long deep wound opens up, but there is little blood. Beneath his skin, something moves. Something inhuman. And before Alice's eyes, the WOUND BEGINS TO HEAL UP!!

Alice presses home her attack, but every slice she makes seems to just enrage the Tyrant more, and even worse, begins to heal up moments later.

The Isaacs/Tyrant BACKHANDS Alice sending her flying through the air. She lands close to the front door of the mansion.

CLOSE ON THE KUKRI -- as it tumbles from Alice's hand and embeds itself, point first, in the wooden floorboards.

CLOSE ON THE ISAACS/TYRANT -- as he extends his right arm and it SPLITS OPEN. The fingers peeling back like fleshy petals to reveal a mass of scaly tentacles beneath the skin. Tentacles that SHOOT OUT toward Alice.

Alice tries to dodge, but in an instant they wrap themselves around her neck!

Alice's fingertips reach for the Kukri. Grazing the handle, but unable to get a grip.

The Tyrant tightens its grip. It is literally STRANGLING the life out of her.

Alice's fingers reach for the Kukri, but it is hopeless.

She is on the verge of passing out.

When suddenly Alice changes tactics. Kicking DOWN against the floorboards with tremendous force.

(CONTINUED)

CONTINUED:

Like a see-saw, as one end of the floorboard goes down, the other (holding the Kukri) goes up -- and the Kukri is flung into the air.

Alice grabs it and SLICES clean through one of the tentacles.

The Isaacs/Tyrant bellows in pain and retracts the other tentacles. In an instant Alice is free. But now she watches in horror as, like a Hydra of myth, the severed tentacle subdivides and becomes TWO MORE! Isaacs/Tyrant stares at them and smiles.

ISAACS/TYRANT

Now I have an idea what it feels like
.... to be you. The power.

ALICE

You have no idea.

CLOSE ON the tentacles as they launch another attack on Alice.

CLOSE ON Alice as she turns her attention INWARDS. We have seen this once before - when she used her psychic powers to warp and control the flames at the Truck Stop.

The tentacles have almost reached Alice when suddenly THEY FREEZE IN MID-AIR. Something is holding them in place.

Then Alice unleashes an immense PSYCHIC BLAST.

It rips up the floorboards between herself and the Tyrant. And when it hits the Isaacs/Tyrant it lifts him off the ground and slams him into the mansion wall. The impact is so great that the Tyrant is embedded in the brickwork.

CLOSE ON ALICE -- As before, the use of such power exhausts her. She falls to her knees. Blood runs from her right nostril.

For a moment there is silence. It seems as though the fight is over.

But then the Isaacs/Tyrant pulls himself from the wall. Plaster and masonry dropping all around him. He should be dead, but instead he just laughs. There is something inhuman/insane about the sound. The mutation is warping his intelligence, making him less human by the moment.

Alice gets back to her feet. She turns her attention inwards again, but before she has a chance --

The Isaacs/Tyrant unleashes a psychic blast of his own. And this one is twice the strength of Alice's.

(CONTINUED)

CONTINUED: (2)

Alice is picked off her feet and flung backwards with INCREDIBLE FORCE. She blasts through the mansion door, ripping it off its hinges, and is thrown into --

INT. THE HIVE - GLASS CORRIDOR - CONTINUOUS

The familiar long corridor made entirely of glass. The place where ONE (the leader of the Commando team) and the other Commandoes met their bloody end in RESIDENT EVIL 1.

And now Alice lies bleeding on the mirrored floor.

The impact of crashing through the door should have splintered her bones, liquefied her internal organs. But somehow she still breathes. Just.

The Isaacs/Tyrant steps into the glass corridor. He looks down on the shattered frame of Alice with contempt. She seems to be muttering softly to herself. Her mind broken as well as her body.

ISAACS/TYRANT

For so long, I thought you were the future. How wrong I was.

Alice sees the mutation rippling beneath the surface of his skin. The Tyrant's muscles literally growing and bulging. Become less human before her eyes.

ISAACS/TYRANT (CONT'D)

I am the future.

With superhuman effort, Alice forces herself to her feet. She can barely stand. But still she launches a blow against the Tyrant. The Isaacs/Tyrant catches it easily. Crushing her fingers, then sending her crashing backwards with a sledgehammer blow to her solar-plexus.

Alice slides to a halt at the far end of the corridor. Defeated.

The Isaacs/Tyrant advances on her. Alice can barely raise her head. She is helpless. The Isaacs/Tyrant towers above her. He raises his fist, to deliver the killer blow.

ALICE

L.J.

CLOSE ON Alice's walkie. We realize that it is still switched on. This is why she seemed to be muttering to herself earlier.

(CONTINUED)

CONTINUED:

CLOSE ON Alice, as she makes bloody eye contact with the Isaacs/Tyrant.

ALICE (CONT'D)

.... now.

The Isaacs/Tyrant turns in surprise as a horizontal beam of laser light shoots down the corridor at high speed. It's headed straight for him.

Alice has been deliberately drawing him into the glass corridor. Leading him into a trap!

In a heartbeat, the thin laser wire switches to a grid. Fifty interlocking laser lines forming a deadly net from which there is no escape.

ISAACS/TYRANT

NO!

But the Isaacs/Tyrant has no time to react as the grid passes straight through him.

CLOSE ON Alice as the laser grid stops barely an inch from her nose.

After a moment it disappears completely.

CLOSE ON the Isaacs/Tyrant as the aqueous fluid begins to leak from his eye. A laser line has neatly bisected it, straight through the pupil. Slowly, the eye begins to slide apart, followed by the rest of his head.

WIDEN to see the Isaacs/Tyrant fall into a hundred perfectly cubed pieces. Alice watches the Isaacs/Tyrant die exactly as she watched One die in RESIDENT EVIL.

She has come full circle.

INT. THE COMPLEX - DOCTOR ISAACS LABORATORY - CONTINUOUS

L.J. watches the live video feed of the Isaacs/Tyrant falling to the floor in a hundred fleshy pieces. In front of him the computer flashes -- LASER SYSTEM DEACTIVATED.

L.J. had caused the whole thing.

He high fives himself.

L.J.

Minimal/zero my ass!!!

INT. THE HIVE - GLASS CORRIDOR

Alice looks down on the smoking pieces of the Isaacs/Tyrant.

ALICE
Yeah you're the future alright.

CUT TO:

ARIEL SHOT --

Of snow capped mountains. An awesome vista. Filled with purity and hope. The Helicopter thunders into view. Rotor blades chopping through the icy northern air.

INT. HELICOPTER - COCKPIT

Betty is at the controls. Confident now. K-Mart sits beside her. She grips the Red Journal in her hands. Open to the pictures of Arcadia - the dream of Alaska. In the cargo hold behind them, the children are sleeping.

K-Mart stares at the dramatic arctic mountains that lie ahead. Their ragged peaks reflected in the glass of the cockpit. Like the rest of the survivors, K-Mart is looking into an uncertain future. But one filled with new hope.

A future Alice has given them.

CUT TO:

EXT. TOKYO NIGHT.

Desolate streets overrun with the Undead. A reminder of the nightmarish life that K-Mart and the others have left behind.

The Camera sinks beneath the earth, passing through the sewers and the subway until we discover --

INT. UMBRELLA JAPANESE FACILITY - CONFERENCE ROOM

A dimly lit space filled with gleaming high-tech surfaces. Very similar to the one in The Complex. As before, dominating the room is a huge representation of the Globe - showing the Umbrella spiderweb of secret bases spreading across the five continents.

Commander Okamoto sits at the head of a polished black conference table. HOLOGRAPHIC FIGURES at the table represent the other Umbrella leaders - German, English, French, Spanish etc. There is a conspicuous empty space where the holographic image of Doctor Isaacs would normally sit.

(CONTINUED)

CONTINUED:

COMMANDER OKAMOTO

All attempts to contact the North American complex continue to fail.

GERMAN ENVOY

How long have they been off the air?

COMMANDER OKAMOTO

72 hours. We must consider them lost.

Okamoto is cold and emotionless. As if he were talking about the loss of his wristwatch.

COMMANDER OKAMOTO (CONT'D)

But our plans remain unchanged. All data has been transferred to this facility and the research will continue under my personal supervision. I expect results within one month, two at the most ...

ALICE

(interrupting)

Oh, you won't have to wait that long boys.

Much to everyone's surprise, a holographic image of Alice has appeared. Taking Isaacs' empty place at the table. All eyes are on her.

ALICE (CONT'D)

You see, I'm coming for you

INT. THE COMPLEX - DOCTOR ISAACS LABORATORY - CONTINUOUS

CLOSE ON ALICE. She is in front of a computer terminal.

ALICE

.... and I'm going to be bringing a few friends

Alice is flanked by L.J. and Paco. But these are not the friends that she was referring to. For as we watch, the Camera TRACKS BACK AT HIGH SPEED, past the cryo-stasis tubes to reveal -

A HUNDRED CLONES OF ALICE.

All beginning to awaken.

CUT TO BLACK.