

TEASER

IN BLACKNESS

we hear the facility alarm blare into the night and THREE FIGURES emerge from the darkness -- MICHAEL, and VALENTI flank MAX. They are practically carrying him. WE ARE:

EXT. EAGLE ROCK MILITARY BASE - NIGHT

Michael, Max and Valenti make it to the fence where ISABEL, TESS, LIZ, MARIA and ALEX are waiting. Valenti's cruiser, the Jetta and the Jeep are lined up, ready for a getaway as Alex finishes putting the top of the Jeep up. They speak urgently, overlapping each other.

LIZ

Max, thank God! Are you all right?!

MAX

I'm okay.

ISABEL

(to Alex)

You shouldn't be here.

(to the others)

Any of you.

ALEX

We're part of this.

MARIA

Come on, we've gotta get out of here!

TESS

(to Michael)

Where's Nasedo?

MICHAEL

Inside. He told us to go. That he'd be all right.

Tess takes this in, upset.

VALENTI

There's an old silver mine in Gallinas off Horseshoe Road. Nothing near it for miles. If we make it there, it'll buy us some time. Let's split up.

It'll make it harder for them to follow.

They all head for the cars. Michael helps Max into the Jetta.

MICHAEL

(re: Valenti)

I don't know about this, Maxwell.

MAX  
(weakly)  
I trust him...

LIZ  
There's no time.

Michael reluctantly goes along. Liz gets behind the wheel of the Jetta.

Isabel puts a plastic bag on Max's lap:

ISABEL  
Clothes.

Isabel and Michael jump into the front of the Jeep. Maria, Alex and Tess are in the back. WE GO WIDE as:

The Jetta, Jeep and Valenti's crusier pull out in different directions, leaving a cloud of dust.

INT. JETTA - NIGHT

LIZ drives, Max changes clothes. The Jetta labors through the rough terrain. Liz notices Max's arm and chest is red and scratched from the restraints and torture he has just been through.

LIZ  
(upset)  
Max, what did they do to you?

MAX  
It's over.  
(beat)  
Listen, Liz, if we get out of this...

But before he can finish this thought, their faces are enveloped in white from the high beams of A HUMMER behind them in hot pursuit. Liz floors the Jetta.

LIZ (cont'd)  
(re: the Jetta)  
Go!

Shots ring out! Liz and Max duck. The back window is blown out. Liz makes a hard right, and the Jetta spins out and stalls. Liz turns the key in the ignition, but the engine seizes up.

LIZ  
C'mon, we have to move.

They get out of the car and run into...

EXT. WOODS - NIGHT

AGENTS SAMUELS AND BELLO drive right up to the edge of the woods, get out of their Hummer and follow...

MAX AND LIZ

...who run as fast as they can, when suddenly they come up against a sharp cliff.

CLOSE ON MAX AND LIZ

... as they look down, their faces falling.

THEIR POV

... of a raging river. It's a long way down.

BACK TO MAX AND LIZ

... who look back, realizing the Agents are closing in. Liz grabs Max's hand.

LIZ

Are you strong enough to do this?

MAX

I hope so.

They share one final look, and then they jump, just as...

SAMUELS AND BELLO

... reach the edge of the cliff. They look down at the water.

THEIR POV

of the raging river, the fate of our heroes uncertain, and we

FADE OUT.

END OF TEASER

ACT ONE

FADE IN:

EXT. WOODS - NIGHT

Near a river's edge, Max and Liz climb out, wet and weary. They stumble onto the shore, and Liz sees a storm drain opening nearby.

LIZ

Over here, Max, you can make it.

She helps him to the drain entrance. She uses all her strenght and pries open the grate just enough for them both to crawl into. She guides him and closes the grate behind them.

INT. STORM DRAIN - CONTINUOUS

They rush down the drain. Headlights flash by, illumination the interior.

\*Max and Liz hold their breath, but the headlights pass, and Liz leads Max out the other side and into.

EXT. WOODS - NIGHT

Liz looks around, spots an abandoned van, left for dead in the woods.

INT. VAN - CONTINUOUS

Liz helps Max into the van, where they almost collapse from exhaustion.

LIZ

I think we'll be okay for a while.  
They don't know how far down river we  
got.

They realize this is the first moment they have been alone together since all this has happened. She looks at him, finally allowing herself to feel the emotion of the moment.

LIZ

Max...

They hold each other. Tight. Long. Like they never want to let go. Liz kisses Max tenderly and she has a

FLASH

Moments of what Max went through in  
the White Room.

BACK TO LIZ

...as she cradles Max's face, realizing  
everything that's happened to him.

LIZ

Max...

Max pulls back, looks at her.

MAX

Liz, I want to tell you what's been going on. I want to tell you everything.

She looks at him, a bit scared to know, but nodding bravely and we CUT TO:

INT. JEEP - NIGHT

The Jeep speeds along. Tess is very upset.

TESS

How could you leave Nasedo there?!

MICHAEL

He didn't give us a choice.

TESS

Did anything happen to him?

MARIA

He told you, he doesn't know!

TESS

(to Michael)

You're holding something back. I know you are.

On Michael, how does she know?

MICHAEL

(then)

He might not have made it. We heard gunshots.

TESS

It will take more than that to stop him. Michael, listen to me. We have to turn around. We have to go to the pod chamber.

MICHAEL

What are you talking about?

TESS

Nasedo told me if anything ever happened to him to go to the pod chamber.

ISABEL

We're not going anywhere without Max.

MARIA

Valenti said we'd be safe at this old mine.

TESS

Valenti doesn't stand a chance against the Special Unit. Nasedo's the only one who can protect us from them.

Michael is silent, considering, torn:

ISABEL

What are we supposed to do? Just go there and wait? How will anyone know where we are?

TESS

Max will know. He'll find us.

MARIA

And what happens to Liz and the sheriff?

Tess' silence says it all.

ALEX

Look, we said we'd meet at Gallinas. If we don't go there now we may never see them again.

ISABEL

Alex is right. We don't do anything without all of us.

TESS

Without Nasedo, we have nothing. Michael, I'm telling you to turn around.

Our lives depend on it. Everything depends on it.

Michael considers for a beat, then:

MICHAEL

We're not leaving anyone behind. Not anymore.

(beat)

We're going to the mine.

Tess has lost the battle. She's not happy. We CUT TO:

INT. VAN - NIGHT

Max and Liz sit looking at each other... he has just told her everything....

LIZ

So everything Nasedo told me is true. You and Tess were meant to be together.

Max looks at her, thinks about what to say, then simply:

MAX

Liz, I'm sorry.

LIZ

You don't have to be sorry. I mean,  
it's your destiny.

MAX

That's not what I'm sorry for. I'm  
sorry for all the time I wasted before  
we ever got together. For every time I  
stopped myself from just coming up to  
you and saying hi. I wish I could go  
back, Liz. Back to when things were  
normal.

LIZ

Me, too. I wish we could go back so I  
could stop you from saving me that day  
in the Crashdown.

MAX

Don't say that.

LIZ

It's when all this started. When you  
were exposed. We've just been buying  
time since then, haven't we? The day  
you saved my life, your life ended.

MAX

No. That was the day my life began.

LIZ

I wish I could believe that.

MAX

Liz, when I was in that room. When  
they did... what they did to me. You  
were what kept me alive. The thought  
of you. The way your eyes look into  
mine. Your smile. The touch of your  
skin. Your lips. Knowing you has  
made me...

(he looks for just the  
right word, then...)

Human.

She looks at him, so moved, so wanting this all to be true  
but she stops herself, realizing...

LIZ

But that's not your destiny, is it?  
To be human.

MAX

I'm choosing my destiny. Whether I die tomorrow or fifty years from now, my destiny is the same. It's you. I want to be with you, Liz. I love you.

Liz looks at him, melts.

LIZ

I love you, too.

They fall into the deepest, most soulful, heart-wrenching kiss ever

committed to film, and we CUT TO:

EXT. OLD MINE - NIGHT

Michael, Isabel, Maria, Alex and Tess walk in. Valenti is there.

MICHAEL

Where's Max and Liz?

VALENTI

Not here yet.

ISABEL

We came the long way. They should've been here before us.

They look around, nervous.

MICHAEL

It'll be light in an hour. If they're still out there...

VALENTI

I'll go back. Retrace the route.

Michael looks at Valenti.

MICHAEL

I'll go, too. You may need me.

Valenti looks at him, what does he mean by that? But there's something about Michael's tone, his resolve.

VALENTI

The rest of you wait here. Don't make a move without us.

They start walking out. Maria follows.

MARIA

Michael!



Valenti realizes this is private and leaves. Michael stays behind with Maria.

MARIA (cont'd)  
(emotional)  
Don't leave me again.

He holds her.

MICHAEL  
I'll be back soon with them. Don't worry.

He holds her another moment and we CUT TO:

SCENE 15 OMITTED

INT. VAN - DAWN

Max and Liz are asleep in each other's arms. We hear the sound of search dogs barking in the distance. Their eyes pop open. They look at each other.

MAX  
Let's go.

INT. VALENTI'S CRUISER - DAY

Michael and Valenti drive along in silence. It's a weird dynamic. The last two people in the world who'd have anything to say to each other. Finally:

MICHAEL  
Why are you helping us?

VALENTI  
There's a right side here and there's a wrong side. I don't think Pierce is on the right side.  
(beat)  
Besides. I'd like to think if my son was in trouble somewhere, and I wasn't around to help, that someone would be there for him.

Michael nods. Maybe beginning to understand Valenti. Then, he spots something out the window.

MICHAEL  
There they are! Stop!  
(MORE)

Valeni pulls over.

CLOSE ON MAX AND LIZ

... as they run over a hill in the road toward the camera.

MICHAEL  
Over here! Come on!

BACK TO MAX AND LIZ

They run as fast as they can, and after a few beats, we see why.

A HUMMER  
... emerges over the same hill, gaining  
on them.

SCENE 20 OMITTED  
BACK TO MICHAEL ... realizing they  
won't make it to the cruiser before  
the Hummer overtakes them. He looks  
over at Valenti, there's nothing either  
one of them can do.

Or is there?

Michael makes a split-second decision that will change his  
life forever. He puts his hand out in front of him and starts  
to gather his energy, just as Nasedo taught him to do. After  
a beat, the cruiser begins to shake.

Valenti watches, stunned, as he realizes what Michael is doing  
before his eyes. Then, we're...

BACK ON MAX AND LIZ

... running. The Hummer too close, now.

BACK ON MICHAEL  
... concentrating.

BACK ON MAX AND LIZ

... as a burst of wind suddenly blows straight at them, the  
beginning of Michael's energy blast. The run straight toward  
us, then out of frame, leaving us on a clean shot of the  
Hummer. And, as the dust begins to fly, the Hummer is now  
hit with a huge blast of white light.

INSIDE THE HUMMER  
... where Samuels and Bello are suddenly  
blinded by the light that's come out  
of nowhere. They throw their hand up  
in front of their eyes and the Hummer  
spins out of control, with smoke pouring  
out from the engine.

MAX AND LIZ  
... reach the cruiser, where Valenti  
is now shocked beyond belief. Max and  
Liz, jump in the back. Max looks at  
Michael.

MAX  
What did you do?

MICHAEL  
I don't know.

MAX  
What do you mean, you don't--

MICHAEL  
I don't know!  
(to Valenti)  
Go!

But Valenti is still stunned. Max realizes whatever Michael did, he did it in front of Valenti.

MICHAEL (cont'd)  
Go or get out!

Valenti hits the gas and the cruiser pull out. The Agents stumble out of the Hummer, not sure what hit them. Only able to watch the cruiser get away.

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

INT. VALENTI'S CRUISER - DAY

Valenti's cruiser pulls up to a stop at the mine alongside the Jeep. He is trying hard to assimilate what he's just learned. Valenti looks in the rear-view mirror and sees Max with his arm around Liz, their heads resting together in a moment of calm. Max looks up, their eyes meet. Then, Valenti looks at Michael.

VALENTI

We'll be safe here for a while.

Michael, knowing everything is different now, opens the door, not wanting to be studied.

MICHAEL

(straight to Valenti)

There is no safe anymore.

EXT. OLD MINE - DAY

Michael gets out and heads for the mine. The others follow. Max can see that Valenti is troubled. He turns to Liz.

MAX

Go ahead. I'll be right in.

Liz lets go of Max's hand, looks at Valenti and then goes inside. It's just the two of them now. Valenti doesn't even know where to begin.

VALENTI

Tell me what I just was back there,  
Max.

And, Max can't begin to explain.

VALENTI (cont'd)

All this time... I thought it was just  
you. But it's Michael, too.

(beat)

And Isabel?

Max is scared now. All the secrets they've kept their whole lives, just suddenly exposed.

VALENTI

(realizing; frightened  
now)

My God... how many of you are there?

MAX  
Sheriff, I think you'd better leave us  
now.

Max turns away, wishing Valenti hadn't seen anything back there, not knowing what he expected from him after he found out, but it sure wasn't fear. Finally, Valenti pushes his own feaers aside and steps up to the plate.

VALENTI  
Max, wait!  
(beat)  
I'm sorry... this is just... gonna  
take me a little time...

MAX  
You swore to me we could trust you.  
(beat)  
I need to trust you right now. It's  
our lives, Sheriff. And there's not  
time for doubts.

VALENTI  
It's my life, too.  
(beat)  
So I'm with you now. But I need to  
know everything if I'm going to help.

MAX  
(beat; tense)  
We don't know where we're from. We  
don't know why we're here. There are  
only five of us that we know of.

VALENTI  
Five? The three of you...  
(remembering)  
... the shape-shifter...

MAX  
And Tess.

Every time he hears something new, Valenti's world just gets  
a little stranger.

MAX (cont'd)  
Liz, Alex and Maria are the only ones  
who know. And now you.  
(beat)  
We dont' want to hurt anybody, Shriff.  
We just want to stay alive.

They share a long look. Valenti is still very shaken.

VALENTI  
I can't help thinking...  
(MORE)

VALENTI (CONT'D)  
about my father.  
(beat)  
He was right.

MAX  
But he would've turned us in.  
(beat)  
What are you going to do?

Mas walks toward the mine, letting Valenti think about it.  
Meanwhile...

INT. OLD MINE - DAY

Michael is talking with Isabel and Tess.

MICHEAL  
I don't know how I did it, I don't  
even know what I was trying to do. It  
just happened.

TESS  
It's just your own energy, Michael,  
and how you focus it. It's what Nasedo  
was trying to teach you. You're finally  
discovering it.

ISABEL  
And you did it in front of Valenti?

MICHAEL  
I couldn't just let them get caught.

ISABEL  
This changes everything...

MICHAEL  
Don't you think I now that?

Meanwhile, Liz attends to Maria and Alex.

MARIA  
Michael just told him?

LIZ  
He had to use his powers or they  
would've caught up to us.

ALEX  
So what's Valenti going to do? What  
are we all going to do?

Max has overheard Alex.

MAX

We're going to think this through.  
And we're not going to panic.

They all gather together.

ISABEL

Do you think we can trust Valenti?

MAX

We have no choice?

TESS

Yes, we do. We can go to the chamber  
and be safe, just the four of us.

Nasedo will rescue us.

(TO LIZ, MARIA AND ALEX)

And Pierce doesn't want the rest of you.

MAX

Well, Nasedo isn't here. And Pierce  
will do anything to anybody if he thinks  
it'll get to us.

MICHAEL

We sure as hell can't stay here for  
the rest of our lives.

ISABEL

You mean leave Roswell? For good?

Everyone is silent as they contemplate their future. Michael  
looks at Maria.

MICHAEL

Maybe Tess is right. Maybe if the  
four of us leave then the rest of you --

MARIA

No.  
(takes his hand)  
I'm staying with you.

They share another look, understanding the bond that their  
hands have just formed. Michael puts his arms around Maria  
and she holds onto him. Alex looks at Isabel.

ALEX

So am I.

He crosses to her and takes her hand. Liz moves close to  
Max.

LIZ

We all are.

Tess looks at them all, obviously the only one without a mate. She sees the bond that they all share, especially Max and Liz.

MICHAEL

So, where do we go?

Max looks at them all. Something about him has changed since his experience in the White Room. There is a calmness about him, a focus. A strength.

MAX

We're not going anywhere.

(beat)

We're taking our lives back.

MICHAEL

What?

MAX

When Pierce had me in that room, I swore if I ever got out, I'd never let myself feel that way again. That afraid. When he told me the things that they had done to the other alien...

(beat)

I'll die before I let that happen to any of you.

ISABEL

They we have to run.

MAX

If we run, he'll just keep hunting us. And there's no coming back.

(to Isabel)

Are you willing to never see home again? Any of you?

Their silence now comes from fear.

MAX

That's why we have to fight.

ALEX

Fight the most elite unit of the FBI?

ISABEL

Who now knows who we are? And everything about us?

MAX

Pierce does know who we are.

(MORE)



MAX (CONT'D)

But we also know who he is. And we're stronger than he thinks.

(beat)

We may be even stronger than we think.

They all look at Max in silent agreement.

EXT. OLD MINE - DAY

Meanwhile, Valenti has had time to think outside. He takes off his badge and looks at it. After a beat, he opens the door to the cruiser and opens the ...

GLOVE COMPARTMENT

... where he places the badge inside and pulls extra ammunition clips. We see the police radio next to his hand. The volume is turned down low but we can hear the CRACKLE of communication.

RADIO

...hasn't checked in... not like the sheriff... missing persons report...

Curious, Valenti leans his head in close to the radio and turns up the volume. The conversation gets more specific. He recognizes...

DEPUTY HANSON'S VOICE

... the last time we saw him, he left here with the Parker girl. That's the six kids altogether and the sheriff. This kind of thing just doesn't happen here in Roswell.

SECOND VOICE

Don't worry, Deputy, I've already contacted headquarters in Albuquerque.

They're handling the search from there. Meantime, you get psychological services out to the families. The Evans' are taking it pretty hard. I just came from questioning them.

DEPUTY HANSON'S VOICE

What about the sheriff's boy? Somebody ought to look in on him.

SECOND VOICE

Already talked to him. I've got someone with him right now.

DEPUTY HANSON'S VOICE

Thanks, Deputy Fisher. I'm sure the sheriff'll appreciate that when we find him.

Valenti's face suddenly registers the voice.

VALENTI  
(to himself, whispering)  
Pierce.

INT. VALENTI'S OFFICE - DAY

PIERCE, posing as Fisher, sits behind Valenti's desk.

PIERCE  
Oh, I'm sure he will, too.

BACK TO VALENTI  
...his world, rocked once he realizes  
that Pierce has his son. But he has  
no time to react before Max comes up  
behind him.

MAX  
Sheriff...

He quickly turns the radio off.

MAX  
We've made a decision. And we need  
your help.

Off Valenti's face. Everything has just changed for him.

EXT. CRASHDOWN CAFE - DAY

Establishing.

EXT. STREET - DAY

Agent Bello sits parked outside in a car, watching for anything unusual.

CLOSE ON MICHAEL AND ISABEL

watching Bello from a hidden vantage point.

MICHAEL  
There he is.

ISABEL  
What if it doesn't work? What if we  
can never go home again, Michael?

MICHAEL  
It'll work. It has to. How much time?

CLOSE ON A WATCH

...on a girl's wrist. We pull back to reveal it's Tess'.

EXT. STREET - CLOSE BY - DAY

Liz and Tess sit in the Jeep.

TESS  
Three minutes.

They settle in for a beat. Liz is cold. She reaches into the back seat for Max's leather jacket and puts it on. She holds it around her like a hug.

TESS  
notices. I know that you love him.

Liz is slightly taken back by her straightforwardness.

LIZ  
He loves me, too.

TESS  
I've watched you together. What you two have is special.

LIZ  
I'm glad you understand that.

TESS  
I do. I really do.  
(beat)  
But desire and destinies are two very different things.

LIZ  
Max controls his own destiny.

TESS  
I know he wants to believe that.  
(beat)  
That's why you're the one that needs to know better. If you really love him, you have to let him become who he really is.

LIZ  
I know who he really is.

TESS  
Do you? Nasedo told me that Max was meant to be a leader. Someone very important to our people. By loving him, you weaken him. You take his focus away. You hold him back.

LIZ  
Maybe you don't understand this, but love can also make you stronger.

TESS  
I understand that more than you'll  
ever know.

LIZ  
Why should I believe anything you say?

TESS  
Because you know it's true.

Liz wants to deny it, but can't.

TESS  
I could trick you into giving up Max.  
But I know it wouldn't work in the  
long run.  
(beat)  
It's something you have to do yourself.  
Because you know it's right for Max.

For all of us.

LIZ  
I'll never stop loving him.

TESS  
I know  
(beat)  
You just have to stop seeing him.

They see Michael and Isabel walk across the street, baiting  
Agent Bello out of the car.

TESS  
It's time.

She closes her eyes as Agent Bello follows Isabel and Michael  
into an alley.

CLOSE ON TESS' EYES

as we FLASH, FLASH

EXT. ALLEY - DAY

...as Agent Bello turns into it just as Isabel and Michael  
are disappearing out the other side. He continues after them,  
but is startled by Pierce, who steps out from behind a  
dumpster.

PIERCE  
Good work Agent. I'll take it from  
here.

BELLO  
Yes, sir.

PIERCE

I want you to drive to Hondo. There's an abandoned gas station three miles east of town. Go there and wait for me. And Agent, hand me your radio.

Absolutely no communication, do you understand?

MICHAEL AND ISABELS' POV

...as they look at Bello around the corner. He is talking to no one.

BELLO

Understood, sir.

Agent Bello reaches inside his jacket. Pulls out his radio. And hands it to someone who isn't there. It drops to the ground, but he doesn't even notice.

BELLO (cont'd)

I'll wait in Hondo for your instructions, sir.

He turns, walks back down the alley, as Michael and Isabel look at each other knowingly.

BACK TO LIZ AND TESS

...as Tess opens her eyes.

LIZ

Did it work?

TESS

I'm not sure.

LIZ

You told him to go to Hondo, right?

TESS

(correcting)

Pierce told him to go to Hondo.

LIZ

So can you do that with everyone? Make people see things that aren't there?

TESS

Sometimes it's easier to do that than to make someone see something that's right in front of her eyes.

They spot Bello's car taking off in a hurry as Michael and Isabel walk up to the Jeep.

ISABEL

One down.

TESS

We've got fourteen minutes to meet  
Max.

INT. VALENTI HOUSE - DAY

KYLE paces, agitated, as Agent Samuels stands by watching him.

KYLE

I want to know what the hell is going  
on.

SAMUELS

My orders are to --

KYLE

Protect me from any harm, you told me.  
Look, if my dad is in trouble, I want  
to know about it.

They are interrupted by the door bell.

SAMUELS

Stay here.

He goes to answer the door. Kyle strains to hear.

SAMUELS (cont'd)

Yes, sir. Of course. What about the  
boy?

Kyle hears no other voice. He makes his way toward the door  
and sees that Agent Samuels is talking to no one.

SAMUELS

Yes, sir. Hondo.

KYLE

Who the hell are you talking to?

Agent Samuels is still mesmerized. Kyle shakes him.

KYLE (cont'd)

Hey!

This snaps Agent Samuels out of it. He gets his bearing,  
realizes that Pierce isn't standing in front of him.

SAMUELS

What just happened here?

KYLE

(nervous)

I was kind of hoping you'd tell me.

Agent Samuels goes for his radio when Max suddenly appears behind him, catching him by surprise and knocking him down. They struggle for a beat, but then Max lands a punch that sends Samuels flying back harder than it should. He lands on the floor, out cold.

KYLE (cont'd)

(incredulous)

Evans, what are you doing? He's an FBI agent.

Max picks up Samuels' radio, totally unprepared for what's just happened.

MAX

He's not what you think he is.

KYLE

I should've known this'd be about you.  
Where the hell's my father?

Max drags Samuels to a closet and puts him in.

MAX

He's safe. That's all I can tell you  
right now.

KYLE

That's not good enough.

MAX

It'll have to be. Turn around.

KYLE

What? No.

Max loses it, no time for arguing now.

MAX

I said turn around.

Kyle is scared now. He looks away, as told. He talks as Max puts his hand on the closet lock and makes it GLOW.

KYLE

If anything happens to my dad because  
of you, I swear I'll kill you myself.

Max comes up to Kyle, calmer now.

MAX

I can't explain anything right now.  
(MORE)

MAX (CONT'D)

I'm sorry. This wasn't supposed to happen.

(beat)

Your fatehr's okay. Just stay put. He doesn't want you involved.

(re: Samuels)

Just don't let him out of there and we'll all be okay.

Max takes off. Kyle goes to the closet door and pulls on the doorknob, but it won't open. He thinks for a beat, then walks over to Valenti's gun cabinet. He tries to open it, but it's locked. Without hesitating, he takes something heavy off the desk, smashes through the glass and takes out a revolver.

INT. VALENTI'S OFFICE - DUSK

The office is empty as Pierce, dressed as Deputy Fisher, comes in and sits down at the desk like he owns it. He starts opening the drawers, sifting through Valenti's personal things. The door closes and he looks up, caught unaware.

Valenti steps out of the shadows. They stare at each other for a beat.

PIERCE

If you're here to kill me, it won't change anything. There'll be a new man in charge of the Unit within twenty four hours.

VALENTI

If I was here to kill you, you'd already be dead.

PIERCE

Then why are you here, Sheriff?

Valenti approaches Pierce. He's very shaken.

VALENTI

Because I'm scared. For myself. For my son. For all of us.

PIERCE

(wary)

You didn't seem scared last night when you shot a bullet six inches away from my heart.

VALENTI

There were things I didn't know last night. Things that change everything.



PIERCE  
I don't think anything's changed. I  
think they sent you here--

VALENTI  
(panicked)  
Damn it, this is bigger than you could  
ever imagine. It's not just Max.

There's more of them. And if we don't do something about  
it...

He lets that hang in the air for a beat. Pierce is beginning  
to be swayed.

He realizes Valenti is serious.

PIERCE  
How many more of them?

VALENTI  
Five that I know of. And they're coming  
back for you.

Pierce swallows hard.

VALENTI  
I know their plan. Right now, they  
are disabling your agents, one by one.

Pierce isn't a hundred percent convinced yet.

VALENTI  
You don't believe me? Try getting  
them on the radio.

Pierce thinks about it, then takes out his radio and calls.

PIERCE  
Bello. Come in.  
(beat; nothing)  
Bello?  
(dials again)  
Agent Williams. Samuels? Samuels?  
This is Pierce, do you read?

Beat. Nothing. Pierce locks eyes with Valenti.

PIERCE (cont'd)  
Tell me where they are.

VALENTI  
First, we deal. My name stays clean.  
I get a government pension for me and  
my father for the rest of our lives  
and no one bothers us. No questions  
asked.

PIERCE

Done.

VALENTI

And my son. He stays protected.

PIERCE

I'll provide the three of you with new identities.

(beat)

Just tell me where they are.

Off Valenti's face, not proud of the Judas that he has become, but knowing it's the only way out.

INT. UFO CENTER - NIGHT

It's after hours, the center closed. We are looking down from a high vantage point at the top of the entrance stairs. Isabel, Liz, Alex, Maria and Tess, are walking back and forth from the video theater to the library entrance to Milton's office, very purposefully, as if carrying out a plan.

We reveal that Pierce and Valenti are watching them, their guns drawn.

PIERCE

As soon as we see them all, we shoot to kill.

VALENTI

What about the civilians?

PIERCE

There's always a price to pay for freedom, Sheriff.

Suddenly, the center is plunged into darkness. We hear a scuffle, then shouts and tumbling down the stairs.

MICHEL

Okay!

The lights go back on and Pierce and Valenti are now on the floor of the center. Max and Michael now hold their guns.

Valenti looks up at them, out of breath. He and Max share a long look as the others gather around.

FADE OUT.

END OF ACT TWO

ACT THREE

FADE IN:

INT. UFO CENTER - MAIN ROOM - NIGHT

Max finishes tying Pierce to a chair in the center of the room. The bandage from Pierce's gunshot wound is evident. Max goes over to where Michael has just handcuffed Valenti with his own cuffs. Max locks eyes with Valenti, hurt and betrayal burning there.

MAX

I can't believe I trusted you.

Valenti gazes back at him, steely-eyed. Max nods to Michael. Michael takes Valenti upstairs.

INT. UFO CENTER - RESEARCH LIBRARY - NIGHT

Michael leads Valenti in. Looks right in his eyes with a steely stare.

MICHAEL

I always thought you were out to get us.

He walks toward Valenti. Undoes the cuffs.

MICHAEL

I'm glad I was wrong.

Valenti rubs his sore wrists. It's apparent now that there was no betrayal.

Valenti was on their side all along.

VALENTI

I'll take care of Pierce as soon as Max gets what he needs.

MICHAEL

What are you going to do?

VALENTI

There's a guy I know up at the Attorney General's office. Already put in a call.

MICHAEL

You think the government's going to do anything about Pierce? He's part of it.

VALENTI

Not the good part.

(MORE)

VALENTI (CONT'D)

See, we don't tolerate secret government action in this country. At least, not after the press gets a hold of it.

MICHAEL

I hope you're right.

VALENTI

(beat)

It's time for this to be over.

Michael stares at Valenti, at the curious tone he used on the word "over."

He wonders.

INT. UFO CENTER - MAIN ROOM - NIGHT.

A pinpoint of light on Pierce as he's tied in his chair, amidst images on the center's walls of aliens and lore. Max walks in a circle around him.

MAX

Good evening, Agent Pierce.

He keeps walking, getting closer and closer.

MAX

You know who I am. I know who you are. And now you're going to tell me everything.

PIERCE

I've got nothing to say.

MAX

We can do this the easy way or the hard way. It's up to you.

Pierce looks at Max, as Max eerily repeats Pierces' words from the White Room.

MAX

What happened to Nasedo?

PIERCE IS SILENT

MAX

Is he alive? Did you capture him?

No answer.

MAX

Did you kill him?

(MORE)

No answer.

MAX

Tell me.

He's right in Pierce's face. Pierce sees a ferocity there that wasn't in the scared teenage boy he previously captured.

Off Pierce, determined not to answer. But it doesn't matter. Without realizing it, he's playing right into Max's hands. Because nearby, the

others carry out their part of the plan --

INT. UFO CENTER - MILTON'S OFFICE - NIGHT

Maria, Tess and Liz are there with Isabel as she closes her eyes and concentrates hard. They talk in hushed tones as Alex comes over from the door where he's just been peeking out, watching Max's interrogation of Pierce.

ALEX

Max is pounding him with questions.

MARIA

He's never going to answer them.

ALEX

That's what we have Isabel for.

ISABEL

I've never dreamwalked anyone who wasn't asleep.

TESS

But you did it to Max when he was captured.

ISABEL

He was drugged. He didn't fight it. Pierce isn't going to do that.

TESS

If you can just get in, even a little, you'll see his answers.

LIZ

Concentrate harder. You can do it.

TESS

You're stronger than he is, Isabel. I know you are.

Isabel closes her eyes and concentrates for all she's worth.

BACK ON MAX AND PIERCE

MAX

I'll ask you one again, what happened  
to Nasedo? Where is he?

Neither one of them notice that someone's slipped in the door  
and is now watching them from the shadows. It's Kyle. He  
has obviously trailed Max to the UFO Center.

MAX

You know what I can do to you. Tell  
me what I'm asking or I'll take you  
apart piece by piece, and make sure  
you stay conscious enough to feel every  
second of it.

Max is putting on a good show, feeding Pierce's own words  
back to him. But to Kyle, it's not a show. He's had his  
doubts about Max Evans all along.

And now he's hearing proof.

PIERCE

If you let me go, I'll take you to  
him.

MAX

So you do know where he is.

ISABEL'S FACE

She starts to get glimpses. FLASH,  
FLASH. Strange images that at first  
are hard to make out. Impressionistic.  
Pierce's voice PLAYS OVER...

CLOSE ON A BODY BAG (ISABEL'S DREAMWALK)

...being zipped closed as Pierce watches. The body bag,  
labeled "TOP SECRET," is loaded into a armored truck.

PIERCE

A helo is meeting us at Jeffereds  
Airstrip out by Hobson. Hold the body  
there until I bring the others.

BACK ON ISABEL

She comes out of her dreamwalk. The  
others stare at her, eager for an  
answer. But her face tells all. The  
news is not good. Isabel turns to  
Tess first.

ISABEL

I'm sorry...

ALEX  
What'd you see?

ISABEL  
(still looking at Tess)  
It looks like... he's dead.

Isabel gets up and goes over to hug Tess. Tess doesn't want the comfort.

She doesn't want to believe the worst.

TESS  
He's not dead. He can't hid. He told me that.

LIZ  
What do you mean he can't die?

TESS'  
He said that if that ever happened, we had the power to bring him back.

ALEX  
How?

TESS  
He told me to find an Indian named River Dog. He has these stones.

The others trade a look. Of course, she's referring to the healing stones they used before on Michael when he was sick.

ISABEL  
The healing stones.

TESS  
You know about them?

MARIA  
We already have them. Long story.

TESS  
Then all we need is Nasedo. Did you see where they took him.?

ISABEL  
I think so.

Off all of their partially releieved expressions.

INT. UFO CENTER - RESARCH LIBRARY - NIGHT

Michael watches Valenti pace. He doesn't look like a man ready to turn someone over to the authorities, but like a man on the verge of something more desperate.

MICHAEL  
So that guy at the Attorney General's...

VALENTI  
Huh?

Valenti's distracted, edgy.

MICHAEL  
The one you called. Is he on his way  
down here, or are you taking Pierce to  
him?

VALENTI  
I... haven't decided.

A long beat.

MICHAEL  
There is no guy.

Valenti doesn't answer.

MICHAEL  
You're not turning him in, are you?

Valenti chooses his answer carefully.

VALENTI  
If I turn him in, I turn all of you  
in. Is that what you want?

Michael looks at him, realizing Valenti's intentions.

VALENTI  
He's killed people, Michael. Topolsky,  
Stephens, six innocent people in the  
hospital. Who knows how many others.  
He was about to kill all of you, too.

Off Michael, understanding how far Valenti is willing to go  
for them. Just then Max enters.

MICHEL  
How'd it go?

MAX  
Let's just hope Isabel was able to get  
in.

Meanwhile --

INT. UFO CENTER - MAIN ROOM - NIGHT

Pierce is alone, sweating it out, when his glimmer of hope  
arrives in the form of Kyle. He notices Valenti's son hovering  
near the door.



PIERCE

Kyle!

Kyle comes over warily. They speak softly and urgently.

PIERCE

It's Max Evans and the rest of them.  
They have your father.

KYLE

Where?

PIERCE

Cut me loose. They'll be back any  
second.

Kyle quickly unties him. As he does, his jacket falls open and Pierce notices the gun tucked in Kyle's belt.

PIERCE

I'll take that. Go! Hide!

Kyle steps behind a partition. Pierce is back down like he's still tied, yet clasps the gun firmly in his palm behind his back. The sound of footsteps on the stairs.

ON PIERCE

as he waits for his moment to make a  
move.

MAX

... comes out of the door, followed by  
Michael. As Max arrives close enough  
for Pierce to get a clean shot, Pierce  
begins to stand and pull out the gun.

But something catches his eye. It's Valenti at the top of the stairs.

Before Pierce can take good aim at Max, Valenti pulls out his own gun and yells to warn Max.

VALENTI

Max!

Pierce realizes he's not in control of the situation. He ducks and rolls and hides behind the partition. Valenti empties his gun into the partition, thinking he's shooting at Pierce. Suddenly, the only sound heard is the CLICK CLICK CLICK of Valenti's empty gun. As Valenti reloads, Pierce steps out from behind the partition and takes aim at Valenti.

MICHAEL

... raises his hand and quickly focuses  
all his rage, fear and energy at Pierce.  
(MORE)

MICHAEL (CONT'D)

Before Pierce can fire, the same blinding light that hit the Hummer envelops him. For a split-second there's a thunderous noise and the building seems to shake. Pierce flies back and SLAMS against the wall.

THE OTHERS come rushing out. Alex, Maria, Liz, Tess, Isabel and Valenti -- all stand for a moment in stunned silence.

It's Valenti who goes to Pierce first. He's crumpled on the floor, not moving. Valenti checks his pulse, looks up at Michael. But somehow Michael already knows. And his life will never be the same.

For a moment, everyone is still, not knowing what to do. Valenti rolls Pierce over and his eyes light on the revolver still in his hand. Valenti picks up Pierce's gun and stares at it with recognition.

VALENTI

It's one of mine.

Confusion spreads across his face. He can't imagine how Pierce could have gotten it. He glances around, something in his gut registering that all is not right.

He notices a partition that's fallen over, ripped with bullet holes. He gets up and goes over slowly. There's another body slumped there. To his shock and horror:

VALENTI (cont'd)

Kyle.

Valenti falls to his knees next to his son, bends over him, cradles him in his arms and rocks him back and forth.

VALENTI

Kyle, Kyle... no...

The others come over, all stunned. Kyle is barely conscious. Blood pours from a single shot to his chest.

It's unthinkable, but Valenti's stray bullet has mortally wounded his only son. No one knows what to say as they watch Valenti cry.

VALENTI

Help him... someone help...

Valenti looks up at Max pleadingly.

VALENTI

Save my son. Please.

Off Max, considering...

FADE OUT.

END OF ACT THREE

ACT FOUR

FADE IN:

EXT. UFO CENTER - MAIN ROOM - SECONDS LATER

Max makes his decision: he kneels next to Kyle. Places his hand over the wound and closes his eyes. A glow comes from Max's hand. After a beat, the bullet hole disappears and Kyle's eyes open. Valenti's overwhelmed. He embraces his son, now alive in his arms again, thanks to Max. He locks eyes with Max, grateful beyond words.

As Valenti holds his son, Max notices Michael standing as still as a statue, looking at Pierce's body. Max approaches him, knowing that he needs reassurance.

MAX

You were just trying to stop him. I know you didn't mean to kill him.

MICHAEL

That's just it, Maxwell. I did want to kill him. That's all I could think of. And then it just... happened.

(beat)

What kind of person does that make me?

MAX

We would have died if hadn't been for you.

MICHAEL

Bottom line, Maxwell. I kill people, you heal them. You're good, I'm bad.

MAX

That's not true.

Kyle interrupts.

KYLE

What the hell just happened to me?

They all stare at Kyle, uneasily. Valenti puts his arm around his son.

VALENTI

I need to talk to my son.

He turns to Max and Michael.

VALENTI

I don't care who you are or what you are, I'll be here for you. Whatever you need.

Michael looks at Valenti, then at Maria, Alex and Liz.

MICHAEL  
Just get them out of here.

EVERYONE LOOKS AT MICHAEL.

MARIA  
What are you talking about?

MICHAEL  
It's not safe.

MARIA  
It's never been safe. What's different about it now?

MICHAEL  
It's me, I'm not safe. Whatever I can do now, I can't control it. Look what I did to Pierce. I'm not going to take any chances with you. I don't want you to be around for what happens next.

He walks away from the group. Maria follows him.

ANGLE ON: MARIA

...coming up to a still-distraught Michael.

MARIA  
Don't do this to me, Michael. You need me now, more than you ever have before.

MICHAEL  
I don't need anybody.

MARIA  
Maybe I do, have you ever thought of that? Max and Liz, they can't bear to be separated. But you, you're ready to just throw me away. Why, Michael, why?

MICHAEL  
(blurting it out)  
Maybe because I love you too much. Have you ever thought of that.

This stops Maria. She looks at him, stunned.

MICHAEL  
Goodbye.

Maria looks at him realizing in this moment that she may never see him again.

MARIA

(simply)

I just hope you find what you're looking for.

(fighting emotion)

Because I don't think you realize what you're giving up.

He turns away from her. She walks back. Liz approaches her. Embraces her.

LIZ

It's going to be okay.

Maria looks at her, knowing how much everything has just changed.

MARIA

(doubting)

Will it?

ANGLE ON: ALEX

...who sees this, then walks up to Isabel.

ISABEL

Alex...

ALEX

I'm going to stay here with Maria. She needs someone. And I know what you need to do. And that you have to do it alone.

Alex and Isabel hug. Then, Alex goes and stands by Maria.

ISABEL

We've got to get Nasedo. I know where he is.

MAX

(looking at the rest of them)

We've got to go now.

(to Liz)

Michael's right, I can't make you do this.

LIZ

You're not making me do anything.

(with a glance toward Tess)

We choose our own destinies, remember?

EXT. HELIPAD - DAY

Two Agents, CHAMBERLAIN AND ROLL, guard the armored truck that holds Nasedo.

AN AGENT appears in the distance, coming out from behind some trucks.

AGENT  
Hey! Over here!

Upon closer look, we reveal that it's...

MICHAEL  
...dressed once again in the FBI clothes  
Nasedo created for him the night before.  
We stay with...

CHAMBERLAIN  
...as Roll goes toward Michael. Just  
when Chamberlain's about to turn the  
corner after him, Isabel appears and  
slams him in the head with a two-by-  
four. Chamberlain pulls his gun out.  
Hey. Hey, what's going on?

Before Chamberlain can do anything, Max appears behind him and wolllps him with another two-by-four. Mean while...

MICHAEL  
has climbed into the truck and started  
it up. Max and Isabel hop in, and  
they drive away, followed by the Jeep  
with Liz and Tess in it.

INT. POD CHAMBER - DAY

Some cool, moody DIDO SONG plays over the following:

The kids gently lay the body of Nasedo, still as AGENT MATHISON, in the center of the chamber.

ISABEL  
Are you sure this is him?

MICHAEL  
This is who he was the last time I saw  
him.

Max, Michael, Isabel and Tess kneel around him in a circle, holding tight the rocks. Liz, off the side, watches.

The four aliens close their eyes and concentrate. After a beat, the rocks glow with an intensity like never before.

A light glows from under Nasedo, he starts to awaken and shape-shift under the light.

This time, they see something they've never seen -- his alien shape appears silhouetted in the light. They can't make out all the features, but it's not human. It's graceful, beautiful and mysterious in it's own way.

As the light dies down, Agent Mathison has been replaced by MR. HARDING, who still has Mathison's suit on. He gets up, as from a deep sleep, and looks around them. They stare at him, feeling their power. The stones have worked once again.

Tess goes to Nasedo.

TESS

I knew you wouldn't leave us.

HARDING

You're not ready to be left alone yet.

MICHAEL

You're right. We need you. We've been looking for you our whole lives.

He offeres the orbs to Nasedo.

MICHAEL

Show us. Show us how to use them.

Harding looks around at the four aliens, and then Liz.

HARDING

She doesn't belong here.

MAX

She's with me.

(beat)

We want to know. You're the only one who can show us.

HARDING

It's not my job to show you. My only job is to keep you alive.

Max looks at Harding, taking this in.

MAX

Your job.

Harding doesn't repond to that.

MICHAEL

If your job is to keep us alive, then tell us. They're communicators.

They're supposed to communicate. With who?

HARDING

You're not ready to know yet.



It's quickly becoming a showdown between the two.

MICHAEL

It's with our home, isn't it? Why don't you want us to contact them?

HARDING

Because you don't know who else you may contact in the process.

ISABEL

Who else is there?

HARDING

Set off those orbs and you have no idea who you may be leading straight to us.

Max just stares steadily at Nasedo.

MAX

(nailing it)

You don't know, do you?

Nasedo's silent.

MAX

You don't know how to use the orbs.

Harding's silence confirms Max's accusation.

MAX

If you knew, you would have already used them. You're here to protect us, but not to lead us. you said that yourself. But if you're not the leader, who is?

Harding looks at Max. Then, one by one, they all do. Max realizes for the first time what he's known in his heart all along. It's him.

HARDING

If you really want to know what the orbs can do, you can find out yourselves. I can't stop you. But do it at your own risk. These things I tell you are true.

This is the first time Max is going to give Nasedo an order.

MAX

If you're really here to protect us, there's something you have to do. The only way we can ever go back is if nobody's hunting us anymore.

MICHAEL

But Pierce is already dead.

MAX

He'll be replaced

(beat)

Unless we replace him.

He looks at Harding. Harding understands. Harding puts his hand out in front of him. The other watch, their faces flooded with a hot, white light as they witness Harding shape-shifting into...

PIERCE

MAX

The other Agents are in an abandoned gas station in Hondo.

NASEDO-PIERCE

You'll be safe now. I'm the head of the Special Unit. We'll have all their resources.

Nasedo-Pierce leaves. They all look at each other. Then, Max picks up the orbs.

MAX

I want to know.

The others nod. Max looks at Liz, knowing she'll be left out of this. But she nods in support. He takes the orb. He and Tess instinctively come together. Michael and Isabel take the other one. They all concentrate.

The orbs start to glow, and suddenly the cave that seemed completely defunct comes to life. Lights begin to glow through the years of dust and webbing that have accumulated. The whole cave is bathed in a soft golden light.

Beams emanate from the orbs, creating a cone of light. Inside the cone appears a BEAUTIFUL WOMAN with long, flowing blond hair. It's a visual projection so far beyond present-day technology that it looks as though she's really standing there.

MOTHER

My children, if you're seeing me now, it means you're alive and well, and there is hope for us all. I'm your mother. And I love you more than my life, even though we may never meet.

Max and Isabel are riveted, knowing somehow, she is speaking directly to them.

MOTHER (cont'd)

I take this form because it will be familiar to you. Because it will help you understand what I am about to say. You have lived before. On a planet in a galaxy not yet discovered where you live now. My son, you were the beloved leader of our people.

Max reacts to her words.

MOTHER

My daughter, you were a brave warrior.

Isabel, too, reacts.

MOTHER

You both perished in the conflict that enslaved our planet. Your essence was duplicated. Cloned. Adn combined with human genetic material so that you could be re-created into human beings.

(beat)

My son, I have sent with you your young bride, your love and inspiration.

Max can't help glancing at Tes, knowing this is who she means. Liz watches, heatbroken.

MOTHER

My daughter, the man you wer betrothed to, your brother's second in command.

Michael reacts to these words, the first clue he's ever gotten into his past.

MOTHER

Our enemies have come to Earth. That is why the four of you have been sent.

To use your skills, your knowledge, your leadership to combat the enemy and prevent them from taking over another race, another peaceful people.

As they listen to her words, and almost tangible maturity arrives on their faces.

MOTHER

You will know the enemy only by the evil inside them. But be careful, they have learned to mask it well.

(beat)

I ask only one more thing of you. Learn enought to come back and free us.

So that I may once again hold you both in my arms. I live for that moment.

Help us. I love you.

As the light emanating from the orbs dissipates, the woman is gone. Isabel walks to the place where her mother was just standing. They're all overcome by what has just happened. Max silently walks up to Isabel.

ISABEL

Oh my God, Max... Our mother. That was our mother.

Isabel becomes emotional. Max just holds her.

ISABEL (cont'd)

She's so beautiful.

MAX

She is.

ISABEL

She looked so real. It was like she was standing right in front of us.

Michael walks up, joins them.

MICHAEL

I always know there was something out there. I just didn't know how important it was.

MAX

Things will never be the same. But whatever happens, we have to stay together.

(looking at Tess)

It's four of us now.

Tess walks up to Max.

TESS

I knew this was meant to be.

She puts her arms around him, but Max gently pulls away.

MAX

No.

He walks over to Liz.

MAX

Everything I said to you before is still true.

LIZ  
Max, you do have a destiny. You just  
heard it. And I can't stand in the  
way of it.

MAX  
But you're everything to me.

LIZ  
Goodbye, Max.

She gives him one last kiss. The kiss of true love. And she  
turns and walks away.

MAX  
Liz!

But she keeps walking.

EXT. VASQUEZ ROCKS - DAY

Max calls after her.

MAX  
Liz, wait!

She doesn't stop. As she silently cries, Max tries to go  
after her, but someone stops him. Max turns to see Michael.

MICHAEL  
Let her go.

We see on Max's face that he knows Michael's right. But it  
doesn't mean that his heart isn't ripping in half.

ANGLE HIGH ON THE ROCKS

where Michael and Max, now joined by Isabel and Tess, stand --  
looking out across the desert, as Liz becomes a tiny speck in  
the distance.

TESS  
What happens now?

We PULL BACK as the four of them consider this question.  
OVER THIS IMAGE we

hear a faint BEEPING, which becomes STRONGER as we DISSOLVE  
TO:

EXT. TEXAS FARMHOUSE - NIGHT

A light goes on. The BEEPING grows louder. A SECOND BEEP  
starts, just off rhythm with the first one.

EXT. SUBURBAN ROAD - GAS STATION

In a window, a light goes on. A THIRD BEEP is heard.

EXT. LIGHT HOUSE IN MAINE

A FOURTH BEEP. They're getting louder. More ominous.

EXT. MANHATTAN HIGH-RISE

PUSH IN on a window. And we CUT TO:

CLOSE ON A DRAWER

The beeping seems to be coming from inside. A HAND pulls the drawer open and reveals

BLACK, FIVE-SIDED DEVICE

...the enemies' version of the orb. PULL BACK to reveal

A YOUNG MAN  
looking at the device, intense, serious.

YOUNG MAN  
It has begun.

EXT. VASQUEZ ROCKS - DAY

WIDE on Max, Michael, Isabel and Tess walking away into the desert. The beeps continue to sound, seeming to grow in volume and in number until it sounds like a chorus of malevolent crickets.

And now we understand that Nasedo was right. Our group may have contacted other aliens. Each beep, another threat, another challenge, another episode...

FADE OUT.

THE END