

**ALIENATED**

by  
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FADE IN:

EXT. SCHOOL YARD - DAY

School's out. KIDS swarm across the lawn toward a line of CARS or grab bikes or walk with their friends.

SUPER: 1990

FRANK BENSON, 10 - would blow away in a strong wind - faces BILLY BLOCK, 12, twice his size. Billy shoves Frank backwards.

BILLY  
Francis! Francis!

FRANK  
My name's Frank!

Billy snatches Frank's school bag; rifles through it. Tosses books and papers over his shoulder.

BILLY  
You carry your dolls in here,  
Francis?

FRANK  
That's my math homework! Give it  
back!

BILLY  
Give me one good reason.

FRANK  
One in the sun.

BILLY  
What?

FRANK  
Nothing. Give it back.

BILLY  
This is a hostage situation,  
Francis. Hand over your lunch  
money, you get the bag back.

FRANK  
Screw you, Billy.

Billy pulls a lighter from his pocket; holds it under Frank's math homework.

BILLY

One...

Frank strains to hold his compulsion in check, but fails.

FRANK

One in the sun.

BILLY

Two...

FRANK

Two at the zoo.

BILLY

Three...

FRANK

Three in a tree.

BILLY

What a freak. Francis the freak.

Billy clicks the lighter to life.

FRANK

No!

CHUCK RAMSEY, 10 - built like a brick - marches up and blows out the flame.

CHUCK

You heard him. Give it back.

BILLY

You his boyfriend?

CHUCK

No, but if you don't get lost, I'm gonna make you my bitch.

Billy reaches for Chuck's collar. Chuck neatly sidesteps him. Billy tries again. Chuck trips him; Billy lands on the lawn.

OTHER KIDS laugh.

Chuck tosses Frank's bag to him. Frank collects his homework.

Billy picks himself up, boiling mad. Chuck adopts a Kung Fu pose.

CHUCK  
Ikemasen yo.  
(Don't do it.)

Billy rushes Chuck. Chuck FLIPS HIM onto his back; knocks the wind out of him.

The other kids laugh at Billy as he moans in the dirt. Frank and Chuck walk off together.

FRANK  
Thanks. My name's Frank.

CHUCK  
So I heard. Mine's Chuck.

They shake hands.

FRANK  
I owe you.

CHUCK  
Protection costs, you know.

Frank stops. Did he trade one bully for another? Chuck pulls a MATH QUIZ from his backpack, a huge red "F" on it.

CHUCK  
I hear you're good at math.

Frank smiles. They head off down the sidewalk - the beginning of a beautiful friendship.

EXT. OMNILAB BUILDING - SANTA MONICA - DAY

The ten-story building overlooks the sparkling PACIFIC OCEAN on a gorgeous day. The futuristic OMNILAB LOGO dominates the entry foyer.

SUPER: PRESENT DAY

INT. FRANK'S OFFICE - DAY

The sterile office contains a desk, two chairs, a computer and a large dry-erase board.

FRANK BENSON - now 30, boyish good looks, thin build, crisp white shirt and plain black tie - jots a math equation on the board.

A SHADOW falls across the board. Frank looks up.

CHUCK RAMSEY - also 30, scruffy hair - a T-shirt with a cartoon martial-arts monkey captioned: I KNOW KUNG POO - leans in the doorway.

CHUCK  
Time to feed the beast, Frank.

FRANK  
I'm a little busy.

CHUCK  
Dude, you're all theory and no application.

FRANK  
This is a think tank.

CHUCK  
So? I got thoughts, lots of 'em.  
Right now, I'm thinking lunch.  
Speaking of which, I'm a little short. Can you spot me?

Miffed, Frank digs a ten from his wallet; hands it to Chuck.

FRANK  
You already owe me your next paycheck.

CHUCK  
What can I say? I've got champagne wishes and caviar dreams on a beer and burger budget.

FRANK  
You go ahead. I'll raid the vending machine.

CHUCK  
Right, it's Friday. You can't avoid her forever, you know.

FRANK  
I'm not avoiding anything. I have a lot of work to do.

CHUCK  
Yeah, mostly on yourself.

FRANK  
Hey, it's my life.

CHUCK  
If you can call it that. Come on.

FRANK  
I told you --

CHUCK  
Forget your stomach. I'm talking  
about food for the soul. You're  
going to ask her out...today.

FRANK  
It's not that simple.

CHUCK  
It is, Frank. Simple as one...

FRANK  
One in the sun. Don't do that...

CHUCK  
Two...

FRANK  
Two at the zoo. I said stop it.

CHUCK  
Three.

FRANK  
Three in a tree. Okay, okay, you  
win!

Frank slams his marker down and marches from the office.

INT. GINA'S CAFE - DAY

Chuck sits in a corner booth. He wolfs down a burger, fries  
and a thick malt.

Frank is still in line behind SEVERAL PEOPLE. He has a peanut  
butter and jelly sandwich.

GINA PITRELLI - late 20's, a doe-eyed beauty - works the  
register.

The line shortens; Frank moves closer to Gina. He's torn  
between making eye contact and looking at his shoes. He  
starts nibbling at his sandwich.

Frank steps up to the counter.

GINA  
Hi, Frank. The usual?

FRANK  
(mouthful of peanut  
butter)  
Hi, Gina. Yeah.

Frank hands her five dollars. Gina rings it up; hands him his change. Frank drops it in Gina's tip jar.

GINA  
Thanks.

Frank fiddles with the sandwich wrapper, tries to swallow; looks like he's about to choke.

GINA  
Would you like something to wash  
that down?

She pulls a juice bottle from a nearby display, pops the top.

GINA  
On the house.

Frank takes a gulp, clears his throat. He opens his mouth to speak --

-- and drops his sandwich on the floor. It falls open, peanut butter and jelly face down, of course.

Frank is mortified. He scoops the sandwich off the floor and tries to wipe up the mess with his napkin.

GINA  
That's okay. I'll get it.

Frank manages to croak out a "thanks" and hurries away.

AT THE CORNER BOOTH --

Frank plops down next to Chuck. Chugs the juice.

CHUCK  
Very smooth.

Frank glares daggers at Chuck.

CHUCK  
Go ask her out.

FRANK  
Not today.

CHUCK

Come on, your eyeballs are practically stuck to her ass. Stop window shopping. Take her for a test drive.

FRANK

She's not a car.

CHUCK

She is, Frank. She's pure fucking Ferrari. Jump in the driver's seat, throw your stick into gear, pump the gas and listen to her purr.

Frank stares at Gina but stays glued to his seat.

CHUCK

You can do it, Frank.

Frank starts to sweat.

FRANK

I'm not you, Chuck. And I never will be.

Frank heads toward Gina.

Gina watches him approach. Her smile spreads.

Frank walks past her like a zombie and exits.

Gina's smile fades.

Chuck sucks the last of the malt through his straw with a loud slurp of disgust.

EXT. CALIFORNIA DESERT - NIGHT

The FULL MOON casts deep shadows across the sage-dotted desert.

A JACKRABBIT nibbles a tuft of brush. Sits upright, suddenly on alert. Long ears antenna skyward toward a high-pitched WHINE that grows louder.

A CIRCULAR SHADOW passes over the rabbit.

A FLYING SAUCER careens toward a distant outcrop; WOBBLER erratically; the WHINE of its anti-gravity engine shorts out.

It hovers a moment, the landing gear extends, then it drops like a stone. The saucer BELLY FLOPS onto the desert floor. One of the LANDING GEAR STRUTS snaps off. Silence returns.



The jackrabbit stares at the downed ship, then hops away as:

A HATCH irises open in the saucer's hull. TWO LONG SHADOWS cautiously stretch from the incandescent glow of the doorway.

EXT. DESERT HIGHWAY - DAY

Frank and Chuck glide down the open highway in Frank's cherry CLASSIC CONVERTIBLE. Chuck wears a T-shirt and jeans. Frank sports driving gloves, a white dress shirt and a tie.

Top down, the radio blares a tune, warm desert wind whips through Chuck's hair; Frank's salon cut remains magically in place. Chuck sings along with the music.

FRANK

I don't know why I let you talk me into going to Vegas.

CHUCK

Because you always pick some out-of-the-way --

FRANK

--peaceful, relaxing--

CHUCK

--dull-as-dirt--

FRANK

--calming, soothing--

CHUCK

--boring-as-hell dump.

FRANK

Just don't blow all our money on the first night.

CHUCK

Dude, lighten up. No guts, no glory.

FRANK

No cash, no vacation. I really need this weekend.

CHUCK

You're such a stress puppy. Life's all about enjoying the ride.

FRANK

Somebody's got to drive.

Chuck eyes THE SPEEDOMETER: Not 54, not 56 - a cruise-controlled 55.

CHUCK  
You drive any slower, we'll be going backwards.

FRANK  
My car, my speed.

CHUCK  
Remember when we were ten, we both got new bikes for Christmas?

FRANK  
Ten in the den. Your point?

CHUCK  
You bought training wheels with your allowance.

FRANK  
Better safe than sorry.

CHUCK  
Whatever you say, lollipop.

FRANK  
I told you not to call me that.

CHUCK  
Then take the stick out of your ass. Look at you - you look like you're going to a job interview.

Frank loosens his tie a bit, opens the top button on his shirt.

FRANK  
Happy?

CHUCK  
You're a wild man.

A SIGN grabs Frank's attention: HISTORIC ROCK RIVER ADOBE - NEXT RIGHT THREE MILES.

FRANK  
Three in a tree.

Frank slows and turns onto:

EXT. ROCK RIVER ROAD - DAY

It stretches deep into the desert.

CHUCK  
Vegas is back that way.

FRANK  
I'm taking the scenic route.

CHUCK  
Dude, you are seriously anti-cool.

Frank navigates his car along the twisting side road to nowhere.

FARTHER UP THE ROAD

MEGAN AND MIRANDA (mid 20's) one stunning blonde, one sultry brunette, are standing by the side of the road in T-shirts and shorts.

Something very odd about their faces, their too-smooth skin, their cat-like eyes.

They hold hands; nervous, spooked by their surroundings. Their heads turn like robots as they hear the sound of:

Frank's car as it tops a rise, heads for the girls and --  
-- speeds right past them.

ON FRANK AND CHUCK

CHUCK  
Whoa! Pull over.

FRANK  
Again? Your bladder must be the size of a pea.

CHUCK  
Which would be twice the size of your brain. Hot babe alert!

FRANK  
You want me to pick up complete strangers out here?

CHUCK  
They looked stranded. Pull over and back up.

FRANK

They didn't have their thumbs out.

CHUCK

Two smokin' señoritas in the middle  
of nowhere...they gotta spell it  
out? Stop the fucking car!

Frank gives in and pulls off onto the shoulder. He cautiously  
backs up.

FRANK

Two at the zoo.

The two women watch, jittery, unblinking, as the car  
approaches.

CHUCK

Sexy, stranded babes. Wishes do  
come true. Do they look foreign? I  
love foreign chicks.

FRANK

They just look lost to me.

CHUCK

You should know.

Frank ignores the sarcasm; concentrates on backing up - very  
slowly.

CHUCK

Hey...let's invite them to Vegas.

FRANK

We don't even know them.

CHUCK

For an math whiz, you're not very  
good at numbers, Frank. Two babes  
plus two guys plus two six-packs  
equals party.

FRANK

Two at the zoo. Six in a fix.

CHUCK

Hey, Rain Man, think you can  
control that for five minutes so  
you can pass for normal?

FRANK

No problem. Five in a hive.

CHUCK

Great.

Frank stops the car. Miranda is suddenly standing on Chuck's side of the car; Megan is next to Frank.

CHUCK

Hey, ladies...need some help?

They look to each other for confirmation and confidence, then back at the guys. They speak with an odd, but fetching accent.

MIRANDA

Yes. Our car broke.

MEGAN

Out in the desert.

MIRANDA

(points)

That way.

MEGAN

No. That way.

MIRANDA

We're lost.

FRANK

We can get you to a service station.

MEGAN

Yes. We need service.

CHUCK

Hop in. I'm Chuck. Chuck Ramsey.

FRANK

Frank Benson.

Chuck and Frank extend their hands to shake. The women take a step back, avoid contact.

CHUCK

Okay. And your names are...?

A faraway look clouds their eyes. Then:

MIRANDA

Miranda.

MEGAN  
Megan.

CHUCK  
Cool.

MEGAN  
No, we are hot.

CHUCK  
That's what's so cool.

Megan and Miranda eyeball each other and get in the back seat.

EXT. HIGHWAY - LATER

They all head down the main highway, in search of a gas station.

CHUCK  
Frank here's a math whiz, a regular Einstein. Me, I'm an engineer.

Frank gives Chuck a look but keeps quiet.

CHUCK  
Either of you been to Sin City?

MIRANDA  
Where?

FRANK  
Las Vegas.

Frank is met with a blank stare.

CHUCK  
Not from around here, are you?

MIRANDA  
(points skyward)  
We are from --

MEGAN  
(interrupts)  
-- Europe.

CHUCK  
I knew it. First time in the States?

MEGAN  
Yes.

FRANK

You both seem a bit nervous.

MEGAN

We're...not supposed to be here.

CHUCK

Bad girls, alright! Then Vegas is the place. It's *thee* major party town. We could hang, check out the sights. Have some fun. Expose Frank here to some new experiences. Broaden his horizon.

FRANK

Chuck...

MIRANDA

Broaden his horizon?

CHUCK

Spends his life in a box.

MEGAN

You live in a box?

Frank glares at Chuck.

CHUCK

I've made it my mission to loosen him up and I need your help.

FRANK

Don't listen to him. I don't need loosening.

CHUCK

What do you say, ladies?

MIRANDA

I would like to --

MEGAN

(eyes Miranda)

-- but we need to go home.

FRANK

I know the feeling.

CHUCK

Don't worry, Frank. In a few days, you won't recognize yourself.

FRANK  
That's what I'm afraid of.

Miranda favors Chuck with a smile. It fades when she catches Megan's disapproving glare.

EXT. DESERT GAS STATION - DAY

The convertible pulls into the isolated station. A FEW PEOPLE are filling their tanks and buying snacks from the MINI MART.

FRANK  
I'll top off the tank.

CHUCK  
Snacks for the road. You gals want anything special?

MEGAN  
No. We will get what we need for our car.

MIRANDA  
Do you have some paper?

Ever anal, Frank pulls a small pad from his glove box along with a pristine set of colored markers.

FRANK  
Favorite color?

MEGAN  
Just the paper. Thank you.

Frank hands her the pad.

FRANK  
Service bays are back there.

Megan and Miranda nod in unison and head toward the service bays, looking around as though snakes might strike from every shadow.

CHUCK  
Christ are they hot.

FRANK  
They seem kinda twitchy.

CHUCK  
First time I ever did it was with a girl named Miranda.



FRANK  
That's weird.

CHUCK  
What?

FRANK  
First girl I ever had sex with was  
named Megan.

CHUCK  
You've had sex? That is weird. So,  
one time?

FRANK  
One in the sun. I've had sex more  
than once.

CHUCK  
Mister handy doesn't count. Was she  
a charity case or something?

FRANK  
No.

CHUCK  
Were *you*?

FRANK  
Up yours.

CHUCK  
And Gina? What are you going to do  
about her?

FRANK  
Nothing. She's perfect.

CHUCK  
Frank, you're not batting for the  
other team, are you?

FRANK  
What? No. I mean, that's the  
problem. She's perfect. What if I  
blow it? I'll have lost the perfect  
woman.

CHUCK  
Better to have loved and lost...

FRANK  
Has that saying ever made anyone  
feel better?

CHUCK  
You know, if you're not gonna step  
up to the plate --

FRANK  
Don't joke about that.

CHUCK  
You get three pitches to hit a home  
run. Yesterday was strike one.

FRANK  
Three in a tree. One in the sun.

CHUCK  
You should at least get to first  
base.

FRANK  
You have all the charm of a randy  
baboon. Do you ever stop thinking  
about sex?

CHUCK  
Yeah, when I'm thinking about food.  
Loan me a ten.

Frank grudgingly hands him some money.

FRANK  
Ten in the den.

Chuck heads for the mini-mart.

Frank uses his credit card and pumps gas; gazes out over the  
desert landscape. He cinches up his tie out of habit, then  
catches his reflection in the side-view mirror.

FRANK  
Loser.

EXT. SERVICE BAY - DAY

BIG AL - 40's, a bear of a man - wipes oil from his hands  
with a rag as he approaches Megan and Miranda.

BIG AL  
Can I help you ladies?

The gals face Big Al and jump back a foot.

BIG AL  
Relax, I don't bite. Not since the  
restraining order, anyway.

Al chuckles at his joke; the gals remain stone-faced.

MEGAN

Are you the maintenance technician?

BIG AL

You must be from Beverly Hills.  
Around here we say grease monkey.  
Name's Big Al. What can I do for  
you?

MIRANDA

We need three energy storage units,  
three metal discs, a steel fastener  
and a spool of insulated conductor.

BIG AL

You mean three batteries, three  
disc brake rotors, a bolt and some  
wire?

MIRANDA

Yes. Those are the correct  
translations.

BIG AL

Piece of cake.

MEGAN

No, thank you. We're not hungry.

BIG AL

I mean no problem. You racing a  
junker in a demolition derby or  
something?

MIRANDA

Derby?  
(aside to Megan)  
Isn't that a type of hat?

Al looks them over.

BIG AL

Plastic?

MEGAN

No. Just the metal.

BIG AL

Couple of stand-ups, huh? How are  
you gonna pay?

Megan timidly hands him A WAD OF BILLS. Al counts it.

BIG AL

The exact amount, including tax.  
You know your auto parts, I'll give  
you that. Come on, I'll help you  
carry the stuff.

MEGAN

No, thank you.

MIRANDA

Just put everything in a box,  
please.

Big Al skeptically eyes their slender arms. Miranda and Megan simultaneously strike bodybuilder poses - their arms are cut, muscular.

MEGAN

We work out.

BIG AL

Suit yourselves.

They drop their arms to their sides - no sign of bulging biceps. Al turns back toward the service bay.

BIG AL

(under his breath)  
Steroid freaks.

After Al leaves, Megan and Miranda communicate TELEPATHICALLY.

MEGAN (V.O.)

Once we have the items, we'll phase  
shift back to the ship.

MIRANDA (V.O.)

No. If we just disappear, they  
might search for us; alert the  
authorities. We must keep the  
number of humans involved to a  
minimum.

MEGAN (V.O.)

Are you joking? One of our mile-  
long observation ships was spotted  
a few years back and most of these  
dumb monkeys thought it was just  
flares and weather balloons.

MIRANDA (V.O.)

Still, no sense taking chances.

MEGAN (V.O.)  
 Yes. You're right.  
 (a pause)  
 You like these backward life forms,  
 don't you?

MIRANDA (V.O.)  
 So? It's not against the rules.

Megan furrows her brow.

MIRANDA (V.O.)  
 What?

MEGAN (V.O.)  
 Nothing. Your mind seems...emptier  
 than usual.

MIRANDA (V.O.)  
 You're always nagging at me to  
 control my random thoughts. I  
 thought you'd be happy I listened  
 to you for once.

MEGAN (V.O.)  
 I am. It's just that...

MIRANDA (V.O.)  
 Can we get our repair supplies and  
 go, please? You know that too much  
 exposure to yellow stars turns my  
 skin all spotty.

Miranda heads after Big Al. Megan shrugs off her suspicion  
 and follows.

EXT. GAS STATION - LATER

Everyone's back in Frank's car. The box of parts sits between  
 the women. Frank pulls out of the station.

IN THE SERVICE BAY

EARL - the station owner - scans the storage shelves.

EARL  
 (to Big Al)  
 We outta batteries?

BIG AL  
 Just sold the last three to a  
 couple of Barbie dolls, along with  
 some rotors. Paid cash for 'em.

Big Al reaches into his shirt pocket - pulls out a wadded-up NOTE PAD.

BIG AL  
What the hell --? I must've set it  
down here somewhere.

Big Al searches the cluttered workbench - no sign of the money. He checks all his pockets. Nothing.

Earl eyeballs him.

BIG AL  
I swear --

Earl pulls a five dollar bill from his wallet and hands it to Big Al.

BIG AL  
What's this?

EARL  
What's left of your paycheck after  
I deduct all that stuff.

Earl heads back to his office. Pissed, Big Al stuffs the five in his shirt pocket. After a beat, he checks to make sure it's still there.

EXT. DESERT - DUSK

The setting sun splashes russet on the jagged outcrops. Stars salt the deepening sky.

EXT. ROCK RIVER ROAD

Frank's car passes the spot where he picked the gals up.

MIRANDA  
Turn here.

Frank turns left down a dirt side road that winds through a gauntlet of outcrops. He turns on the headlights.

Purple shadows cross the road - not another car in sight.

FRANK  
How much farther?

MIRANDA  
Not far.

CHUCK  
What were you doing way the hell  
out here anyway?

MEGAN  
We...took a wrong turn.

ON THE SIDE ROAD - LATER

Frank's headlights cut through the darkness.

FRANK  
I thought you said it wasn't far.

MIRANDA  
No. Just five...  
(searches for the word)  
...miles.

Frank struggles with his compulsion.

CHUCK  
You walked five miles in the  
desert?

Frank is about to burst.

MIRANDA  
Is that unusual?

CHUCK  
Five blocks and I'm sweatin' like  
an altar boy at a clergyman's  
convention.

Frank can't contain himself any longer.

FRANK  
Five in a hive!

A blank stare from the girls.

Embarrassed, Frank checks his watch, grabs his cell phone.

FRANK  
It's past check-in. I'd better call  
to make sure they don't give our  
room away.

CHUCK  
Who needs a room? We'll just party  
'til dawn.

Frank glances at Megan in his rearview mirror.

Her eyes flicker to his in the reflection: THEY'RE NOT HUMAN.

Frank drops his phone; SLAMS on the brakes and SKIDS to a stop on the shoulder.

CHUCK  
Jesus, Frank! What the hell -- ?

Frank turns to look at Megan.

Megan's eyes are normal.

MEGAN  
Is something wrong?

FRANK  
Nothing. I'm just tired.

MEGAN  
Our vehicle is over there.

FRANK  
Where?

Miranda closes her eyes a moment --

TWO BRIGHT LIGHTS snap on in the darkness.

Frank and Chuck shield their eyes. Megan and Miranda are unaffected by the lights.

CHUCK  
Whoa, those are some intense off-road spots. Is that a Hummer?

They all get out of the car. Megan effortlessly lifts the box of parts from the back seat and places it on the ground. Chuck is impressed.

MEGAN  
I work out.

CHUCK  
I can bench press two-twenty, maybe two-thirty, you know...

FRANK  
Two at --

Megan comes within inches of Frank's face.

FRANK  
-- the zoo.



MEGAN

Thank you. Both of you.

CHUCK

I'm pretty good with cars...

Miranda comes face to face with Chuck.

MIRANDA

You've done enough.

CHUCK

You're ever back in the States,  
look us up.

MEGAN

You will never see us again. In  
fact, you never saw us at all.

The guys find themselves staring into the women's dark,  
liquid eyes. Their eyelids droop.

MEGAN

You will have a great weekend. A  
very relaxing time. Forget about  
us. We were never here.

Frank and Chuck are in a hypnotic trance.

CHUCK

A great weekend...

FRANK

Very relaxing...

FRANK AND CHUCK

(together)

You were never here.

Megan and Miranda nod to each other. Megan grabs the box of  
parts; walks toward the lights.

Frank and Chuck remain standing, their eyes glazed.

Miranda makes sure Megan isn't looking. She quickly touches  
Frank's and Chuck's foreheads with her index finger. Small  
SPARKS pass between them.

MIRANDA

Go.

Still in trance, Frank and Chuck get in the car and head back  
the way they came.

Miranda hurries to join Megan. They speak mind to mind.

MEGAN (V.O.)

Humans are strong-willed. The telepathic illusion started to wear off sooner than usual.

MIRANDA (V.O.)

Let's fix the ship and get back before the Overseer misses us.

EXT. DESERT HIGHWAY - LATER

Frank and Chuck are back on the main highway to Las Vegas. They ride in silence. Chuck slowly emerges from his trance.

CHUCK

This is going to be a great weekend.

FRANK

Yeah. Very relaxing.

CHUCK

Some great parties...

FRANK

Lying in the sun by the pool...

CHUCK

We'll have a great time.

FRANK

Yeah. Relaxing.

They drive a mile in silence.

CHUCK

It'll be great.

FRANK

Chuck...?

CHUCK

Yeah?

FRANK

You're saying "great" a lot.

CHUCK

Yeah. Well...it's going to be a great weekend.

FRANK  
Yeah. Really relaxing.

They drive another mile in silence.

CHUCK  
Frank...?

FRANK  
Yeah?

CHUCK  
Something's not quite right, is it?

Frank struggles to remember.

A QUICK FLASH of Megan's alien eyes - then it's gone.

FRANK  
Yeah. No. Something...I don't know.  
What time is it?

CHUCK  
Nine.

FRANK  
Nine in a line.

CHUCK  
Jesus, we've been driving for eight  
hours.

FRANK  
Eight at the gate. That's  
impossible. Vegas is five hours  
from L.A., tops. Five in a hive.

CHUCK  
My bladder says eight.

FRANK  
Eight --

CHUCK  
Will you please stop that!

FRANK  
(a long pause)  
-- at the gate.

CHUCK  
I'm in hell.

FRANK

Relax.

CHUCK

Yeah, you're right. We're going to have a great weekend.

FRANK

Right. Very relaxing.

EXT. VEGAS - EDGE OF TOWN

Frank's car speeds toward the LIGHTS OF VEGAS on the horizon.

EXT. LAS VEGAS STRIP - NIGHT

Frank and Chuck cruise down THE STRIP, check out the towering RESORT HOTELS. It's a warm night - TOURISTS are everywhere.

Chuck ogles some GORGEOUS WOMEN along the strip.

CHUCK

The Eagle has landed.

FRANK

Strange...

CHUCK

What?

FRANK

I was just thinking that.

They turn up the long driveway toward THE BELLAGIO HOTEL as GEYSERS OF WATER shoot skyward from its glistening, man-made lake.

CHUCK

Welcome to the American Mecca.

INT. BELLAGIO HOTEL ROOM - NIGHT

A BELLHOP opens the door - Frank and Chuck check out the room as the bellhop sets Frank's suitcase and Chuck's duffel near the closet.

Chuck goes into the bathroom and proceeds to take the longest piss in history.

CHUCK

Man, that was a long ride.

BELLHOP

Will there be anything else, sir?

FRANK  
No, thank you.

The Bellhop holds out his hand.

Frank pulls out some cash; tips the Bellhop A DOLLAR. The Bellhop's hand remains extended. Frank tips him another dollar.

BELLHOP  
Gratuity, from the Latin *gratuitus*  
or *gratitudo*, meaning gracious or  
grateful.

FRANK  
Gratis, from the Latin *gratis*,  
meaning free of charge.

Chuck emerges from the bathroom.

CHUCK  
*Shnorrer*, from the Yiddish for  
cheap ass.

He grabs a ten from Frank's hand and gives it to the Bellhop.

BELLHOP  
Enjoy your stay.

The Bellhop exits.

CHUCK  
These guys work hard, Frank.

FRANK  
You wouldn't recognize hard work if  
it spoon fed you --

CHUCK  
-- banana pudding.

FRANK  
You read my mind.

CHUCK  
I don't read --

FRANK  
-- science fiction.

Frank and Chuck stare at each other.

CHUCK  
Weird.

FRANK

Not really. We've known each other since we were kids.

Frank flops onto one of the beds.

CHUCK

Let's hit the slots.

FRANK

We just got here.

Chuck primps his hair in the mirror.

CHUCK

The only way I'm staying in this room is if you suddenly grow tits.

Frank's shirt is suddenly stretched across a pair of HUGE BREASTS. Frank sits up, grabs his chest. The shirt deflates back to normal. Chuck turns back to Frank.

CHUCK

What?

FRANK

Nothing. That was a long drive. I need a nap.

CHUCK

The party's out there, Frank.

FRANK

So, go party.

CHUCK

Can I borrow a Ben?

Frank sighs, stands and pulls a hundred dollar bill from his wallet.

FRANK

When we get back, you're opening a savings account.

Chuck stuffs the hundred in his pocket.

CHUCK

You coming, lollipop?

A LONG, WHITE STICK juts out from Frank's ass through his pants, out of Chuck's line of sight.

FRANK

What the -- ?

Frank spins around, but the stick has vanished.

CHUCK

What's wrong?

FRANK

I felt...something. It's nothing,  
never mind. You go ahead, I'll  
catch up.

CHUCK

Half hour, or I'll drag your ass  
downstairs.

FRANK

Don't blow all the cash on our  
first -- oh, the hell with it. Do  
what you want.

Frank lies down, closes his eyes.

CHUCK

Try and stop me.

Chuck turns to go. His feet are stuck to the floor. He  
struggles to lift them.

CHUCK

What the hell?

Frank opens his eyes.

FRANK

I thought you were in a hurry.

Chuck's feet are suddenly free.

CHUCK

Carpet's really sticky. Must've  
been a hell of a party.

FRANK

Like I needed that picture in my  
head.

Chuck's out the door.

THE BEDSIDE CLOCK reads 10 PM.

FRANK

Ten in the den...

Frank lets out a long, deep sigh and drifts off.

IN FRANK'S DREAM

He's back in the convertible, driving the gals to their car.

As before, Frank glances in his mirror at Megan. Instead of Megan's face --

AN ALIEN FACE with eerie, piercing eyes stares at him in the reflection.

IN THE HOTEL ROOM --

FRANK jolts awake, startled by the frightening dream. Disoriented, he looks at the clock: 11 PM.

IN THE BATHROOM --

Frank splashes water on his face. He lifts his eyes to the mirror; his bleary reflection stares back.

FRANK

Chuck's right about you - you're a total stress case. Well, what are you going to do about it?

EXT. LAS VEGAS FROM ABOVE

AN EXTREME PULLBACK takes our view from Vegas to:

EXT. SPACE - HIGH ABOVE EARTH

MEGAN'S AND MIRANDA'S FLYING SAUCER hovers a thousand miles over Vegas.

INT. SAUCER CONTROL CABIN - NIGHT

A BANK OF MONITORS covers one wall of the cabin.

A CONTROL PANEL FLASHES BLUE. Megan and Miranda - IN THEIR TRUE ALIEN FORMS - humanoid, exotic, still sexy, but definitely alien - respond to the alarm. They converse telepathically.

MIRANDA (V.O.)

The detector.

MEGAN (V.O.)

Another system failure?

MIRANDA (V.O.)

No. The repairs are working perfectly.



Megan checks a readout.

MEGAN (V.O.)  
I don't believe it. The Power has  
finally evolved somewhere on Earth.

Megan punches a command into her control console. LARGE  
IMAGES pop onto two monitors:

FRANK gets dressed in his hotel room;

CHUCK plays the slots.

MEGAN (V.O.)  
Aren't those the two that helped  
us?

MIRANDA (V.O.)  
All humans look alike to me.

MEGAN (V.O.)  
This can't be a coincidence.

MIRANDA (V.O.)  
Stranger things have happened.  
Remember that time on Denovia Two?

Megan regards Miranda with suspicion.

MEGAN (V.O.)  
You're hiding something.

MIRANDA (V.O.)  
That's impossible. I'm going to  
check on the repairs.

Miranda turns to go. Megan spots A SMALL DEVICE behind  
Miranda's ear. She snatches it.

MEGAN (V.O.)  
A telepathic filter! No wonder your  
mind was so quiet.

MIRANDA (V.O.)  
Give that back!

MEGAN (V.O.)  
These are illegal.

MIRANDA (V.O.)  
Not everywhere.

Megan focuses on Miranda, taps her thoughts.

MEGAN (V.O.)  
You gave them the Power!

MIRANDA (V.O.)  
It's latent in their species. It  
was bound to show up sooner or  
later. I voted for sooner.

MEGAN (V.O.)  
That's not your decision. We're  
supposed to observe the Power  
growing in them naturally. You  
contaminated their culture. Decades  
of observation and research ruined.  
Why?

MIRANDA (V.O.)  
I'm tired of watching them stumble  
around in the dark. They deserve  
better. I just turned on a light,  
that's all.

MEGAN (V.O.)  
They're not ready.

MIRANDA (V.O.)  
We'll see.

MEGAN (V.O.)  
You're suffering from human  
sympathy syndrome...  
(probes deeper)  
And you deliberately sabotaged the  
ship!

MIRANDA (V.O.)  
We're only allowed to land in an  
emergency, so I created one.

MEGAN (V.O.)  
You've gone completely native.

Livid, Megan uses the Power to disguise herself as the blonde-haired beauty once again.

MIRANDA (V.O.)  
You know you can't take the Power  
back.

MEGAN (V.O.)  
I've got to do something. Buy some  
time. I'll have to report this to  
the Overseer.

MIRANDA (V.O.)

I'm not the only one who feels this way about Earth. Maybe he'll take my side.

Megan holds up the telepathic filter.

MEGAN (V.O.)

Not when he sees this.

She pockets the small device.

MIRANDA (V.O.)

I'll take my chances.

Megan grabs a two small vials of blue liquid from a storage locker, steps into a TELEPORT CHAMBER.

MEGAN (V.O.)

Here's an Earth lesson for you:  
slim chance and fat chance mean the same thing.

Megan BEAMS OUT.

INT. BELLAGIO CASINO - NIGHT

Chuck feeds the nickel slots with no luck.

Frank walks up, dressed in jeans and a loud tropical shirt, the price tag still attached to the collar.

Chuck does a neck-snapping double take.

CHUCK

Holy shirt! Is that you, Frank?

FRANK

See, I know how to have fun.

Chuck yanks the tag off the shirt, hands it to Frank.

CHUCK

Careful, don't hurt yourself.

Frank takes the stool at the next slot, but Chuck heads off.

FRANK

Hey, I just got here.

CHUCK

Silly wabbit, slots are for kids.

Chuck lets out a satisfied belch. Frank wrinkles his nose.

FRANK

Eww. Is that Kung Pao Chicken?

CHUCK

Sorry, one doesn't refuse the call  
of the buffet gods.

Chuck beelines for the card tables. Resigned, Frank tags  
along after him.

AT THE BLACKJACK TABLE - LATER

Chuck slams his cards down on the table in victory - not his  
first, judging by the pile of chips in front of him.

CHUCK

Twenty one!

FRANK

(under his breath)  
One in the sun.

SUSAN (30's) - the dealer - pushes more chips toward Chuck  
with a smile countered by her puzzled frown.

DEALER

Congratulations...again.

GLADYS (50's) - too much makeup, hair bleached to within an  
inch of its life, scotch in one hand - is perched in the seat  
next to Chuck.

BOB (40's) - an overweight businessman on a company expense  
account - sweats on Frank's left. He tosses his cards back to  
the dealer in disgust.

GLADYS

What's your secret, honey?

CHUCK

Just lucky, I guess.

Gladys comes closer. Too close.

GLADYS

Think some of that could rub off on  
me?

Chuck smiles; scoots his chair closer to Frank.

Susan glances over at RALPH - the pit boss (40's) - a solid  
man with a serious face that would be even scarier if he  
smiled.

Ralph touches his ear mic.

RALPH  
(sotto)  
Possible sharkers on thirty-three.

INT. SECURITY ROOM - DAY

The SECURITY CHIEF focuses an overhead camera on Frank and Chuck's table.

INT. CASINO - DAY

Ralph saunters closer and keeps an eye on Chuck; gives a discreet nod to Susan.

SUSAN  
Place your bets.

Chuck pushes half his winnings over to Frank as Susan deals the cards.

CHUCK  
If you're going to gamble, gamble big.

FRANK  
There's two grand here. Two at the zoo.

CHUCK  
When you're hot, you're hot, and I say we keep the fires burning.

Chuck places a whopping bet; Frank a more conservative one.

CHUCK  
Come on, Frank, no guts, no glory.

FRANK  
What if I lose?

CHUCK  
The only way you really lose is if you don't play.

FRANK  
You read that in a fortune cookie?

CHUCK  
Doesn't make it any less true.

BOB

You guys on your honeymoon or are you here to play blackjack?

SUSAN

Gentlemen?

CHUCK

Trust me, Frank. I got a gut feeling.

FRANK

Probably the Kung Pao talking.

Chuck holds his ground. Frank sighs, pushes all of his chips onto the table.

Frank and Chuck flip their hole cards over - THEY BOTH HAVE TWENTY-ONE.

Susan loses with twenty. She pays out their winnings. Gladys and Bob toss in their cards and leave.

IN THE SECURITY ROOM --

The monitor reveals Frank's and Chuck's cards as losing hands.

SECURITY CHIEF

What the hell..?

IN THE CASINO --

The Security Chief's muffled screams issue from Ralph's ear mic.

PIT BOSS

What are you talking about? I'm looking right at the cards. They both got naturals.

(a pause)

You don't believe me, wipe the dust off your eye-in-the-sky or come down to the floor and see for yourself.

Ralph steps up to the table.

PIT BOSS

Excuse me, gentlemen.

He picks their cards up, examines them closely.

FRANK  
Problem?

RALPH  
You guys counting?

CHUCK  
Don't look at me, he's the math  
whiz.

FRANK  
Hey, I'm not a cheat. I've never  
even played before.

RALPH  
(to Susan)  
You know these guys?

SUSAN  
I'm not dealing seconds if that's  
what you're implying.

RALPH  
I gotta ask, Suzie.

The Security Chief marches up to the table.

SECURITY CHIEF  
Let me see those cards.

Ralph hands them over. Two face cards and two aces.

SECURITY CHIEF  
Is this a joke?

RALPH  
Those are the cards, I swear.

SECURITY CHIEF  
(into his ear mic)  
Stay on thirty three.

FRANK  
(sotto)  
Three in a tree.

CHUCK  
Not now, Frank.

SECURITY CHIEF  
(to Susan)  
Break out a new deck.

Susan obliges. Ralph checks the deck, followed by the Chief. He hands it back to Susan, who shuffles.

SUSAN  
Place your bets.

Chuck pushes all his chips toward Susan.

CHUCK  
All in.

FRANK  
All of it? Shouldn't we save some  
for a rainy day?

CHUCK  
It's summer.

Susan deals herself a ten, a four and a five.

SUSAN  
Dealer has nineteen.

Frank and Chuck flip their cards over - they both have TWENTY-ONE again.

Susan, Ralph and the Security Chief are dumbfounded.

FRANK  
Total fluke. Beginner's luck,  
honest to God.

The Chief responds to his ear mic.

SECURITY CHIEF  
What? You're sure?  
(to Frank and Chuck)  
You two come with me.

FRANK  
Two at the zoo.

SECURITY CHIEF  
What?

CHUCK  
Nothing. What about our chips?

SECURITY CHIEF  
(to Ralph)  
Freeze the table.

Frank and Chuck reluctantly go with the Chief.



INT. SECURITY ROOM - DAY

Frank and Chuck watch a looping playback of their game.  
The Security Chief sees the losing cards, over and over.

SECURITY CHIEF

Well?

FRANK

Well what?

SECURITY CHIEF

How do you explain the cards?

CHUCK

What are you talking about?

SECURITY CHIEF

You adding cards to the deck?  
Slight of hand? Hypnosis? What?

The Security Chief turns back to the monitor, mouth agape.

The cards now show blackjack after blackjack.

SECURITY CHIEF

But --

(to a subordinate)

You switch the tape?

SUBORDINATE

No, sir.

FRANK

Come on, if we were cheating, would  
we be stupid enough to win five  
times in a row? Five in a hive.

SECURITY CHIEF

What the hell's wrong with you?

FRANK

Nothing. Just a habit.

CHUCK

It's just a freaky streak of luck.  
Frank, what do you call it --  
testicles anonymous or something?

FRANK

A statistical anomaly.

SECURITY CHIEF

Here's a statistic for you. I see your faces in this casino again, I'll have you arrested.

CHUCK

What about our money? We won that fair and square.

SECURITY CHIEF

Nobody's that lucky. The only reason you aren't in jail right now is because we can't prove how you pulled it off. Get out.

CHUCK

Not without our winnings!

EXT. BELLAGIO HOTEL ENTRANCE

TWO BURLY SECURITY GUARDS toss Frank and Chuck out the front door.

ANOTHER GUARD carries their luggage outside. He tosses the bags on the cement.

A TOURIST snaps a photo. The FLASH blinds Frank and Chuck. The tourist smiles and goes inside.

Frank and Chuck stagger to their feet.

CHUCK

I coulda taken him.

FRANK

Right...

CHUCK

What the hell happened?

FRANK

Like I'm supposed to know?

CHUCK

Let's try another casino.

FRANK

Are you crazy? Rhetorical question.

CHUCK

This time, we play it smart. Hit something big, just once, like a million dollar slot.

FRANK

The bigger the prize, the bigger  
the disappointment when you lose.

(a pause)

But...

CHUCK

What?

FRANK

Nothing.

CHUCK

What?

FRANK

It was nice to feel like a winner  
for once.

CHUCK

Let's get that feeling back.

FRANK

That's the trap. Lucky streaks  
don't last.

CHUCK

Only one way to find out.

FRANK

One in the sun. No.

CHUCK

Two.

FRANK

Two at the zoo. What are you doing?

CHUCK

Three.

FRANK

Three in a tree. Stop it!

CHUCK

Four.

FRANK

Four at the door. Cut it out!

CHUCK

Five.

FRANK  
Five in a hive. Okay, okay!

CHUCK  
We win the million, you can finally  
afford a good shrink.

EXT. CAESAR'S PALACE - NIGHT

Frank and Chuck turn up the driveway.

INT. CAESAR'S CASINO

Frank and Chuck pass A CRAPS TABLE.

CHUCK  
Wait a sec. Let's make sure the  
magic's still on tap.

Chuck nudges Frank, who reluctantly hands the CROUPIER a  
hundred.

CHUCK  
One chip.

FRANK  
One in the sun. Chuck --

Chuck silences him like a Zen master, takes the single chip  
and ceremoniously places it on THE PASS LINE. He takes the  
dice and hands them to Frank.

INT. CASINO ENTRANCE - NIGHT

Megan enters; surveys the crowd, spots Frank and Chuck at the  
craps table. She eyeballs A COCKTAIL WAITRESS as she passes  
by.

AT THE CRAPS TABLE --

CHUCK  
Roll the dice.  
(Frank hesitates)  
You want me to start counting  
again?

Frank sighs, rolls the dice -- TWO FIVES.

CROUPIER  
Ten the hard way.

FRANK  
Ten in the den.

The Croupier pushes the dice back to Frank. The Crowd holds its breath.

CHUCK  
Show me the magic.

Frank rolls again.

THE DICE tumble on the craps table -- they come up TEN. The Crowd CHEERS.

CHUCK  
Okay. You're primed. Let's go.

Chuck quickly scoops up their winnings, grabs Frank and pulls him away.

THE DICE on the table show SNAKE EYES, but nobody notices as the croupier passes them to the next player.

NEARBY --

A LONG LINE OF GAMBLERS winds toward a GIGANTIC SLOT MACHINE with a million dollar jackpot. Chuck pulls Frank into line.

FRANK  
I don't know...

CHUCK  
Don't jinx it, Frank.

MEGAN, dressed as A COCKTAIL WAITRESS, carries two bottles of beer on a tray. She approaches Frank and Chuck.

MEGAN  
Good evening, gentlemen. Drinks are on the house.

Chuck's mouth opens; nothing comes out. Frank rivets on her.

FRANK  
Do I know you?

MEGAN  
I have one of those faces.

FRANK  
One in the sun.

Chuck takes his drink and drops a chip on her tray.

CHUCK  
Keep the change.

MEGAN  
Thank you, sir.  
(to Frank)  
Your beer, sir.

Chuck elbows Frank to snap him from his trance.

FRANK  
Oh. Thanks.

Frank grabs his beer, takes a sip. As he drinks:

Megan's point of view reveals that the "beer" is really THE BLUE LIQUID in glass vials.

MEGAN stares intently at Frank, telepathically induces him to see only A BEER BOTTLE.

FRANK  
Tastes funny.

MEGAN  
It's an import.

Megan moves off. Frank's eyes are stuck on her.

CHUCK  
She remind you of someone?

FRANK  
She looks real familiar.

INT. SAUCER CONTROL CABIN

Megan BEAMS IN and changes back to her alien features. Miranda watches Frank and Chuck on the monitors.

MEGAN  
The neural inhibitor will slow down the part of the brain that activates the Power, give me time to think.

MIRANDA  
What's the difference? There's no way to stop it. Well, short of lobotomizing them.  
(off Megan's glare)  
You wouldn't!

MEGAN

If the Power falls into the wrong hands...let's not forget Malosia Prime. Anyway, it's up to the Council.

MIRANDA

Maybe we can teach them how to control it.

MEGAN

That would be like trying to teach a Cyborean bug-snapper to fly this ship.

MIRANDA

They're smarter than that.

MEGAN

Have you watched some of their TV shows?

Miranda considers the point.

Megan paces, thinking. Then goes to the main controls.

MIRANDA

What are you going to do?

MEGAN

Soon as they're alone...

Her finger hovers above the transporter control.

MIRANDA

Abduction? You're serious?

MEGAN

It works for those little grey assholes.

MIRANDA

They put the humans back when they're done with them.

MEGAN

Give me another choice.

MIRANDA

What do you think the Overseer will do?

MEGAN

We'll cross that event horizon when  
we come to it.

INT. CASINO

Frank and Chuck stand in line at the GIANT SLOT.

FRANK

This is ridiculous.

CHUCK

You have your sense of fun  
surgically removed?

INT. FRANK'S BRAIN

THE BLUE LIQUID travels through Frank's blood vessels and  
collects in one area of his brain.

ON FRANK

He raises his hand to his head, slightly dizzy.

CHUCK

What's wrong?

FRANK

(the feeling passes)  
I think I drank the beer too fast.

Chuck suddenly has the same feeling.

CHUCK

Whoa.

Chuck pulls A CANDY BAR from his pocket and bites off a hunk.

CHUCK

Low blood sugar.

He holds it out to share. Frank declines.

THE GIANT SLOT MACHINE looms before Frank. He gathers his  
courage.

Grips the handle.

Pulls down - the slot spins. CLICK - CLICK - CLICK. Zilch.

FRANK

See?

Chuck puts his token in and pulls the arm.



CLICK - CLICK - CLICK. A total bust. Chuck is crestfallen.

FRANK  
Told you, just a fluke.

INT. CAESAR'S FORUM SHOPS

Frank and Chuck walk in silence through the CROWDS in the Roman-style retail mall.

They stop in front of a LARGE ROMAN FOUNTAIN with faux-marble STATUES and WATERFALLS.

CHUCK  
You jinxed it, man.

FRANK  
Oh, here we go.

CHUCK  
You jinxed it with that uptight,  
too-good-to-be-true, glass-is-half-  
empty attitude of yours.

FRANK  
Better half-empty than half-assed.  
At least I have more on my mind  
than parties, food and sex.

CHUCK  
Fuck you.

FRANK  
No - fuck you, man. I really needed  
this vacation. I wanted to go  
someplace relaxing, maybe take in  
some sights. But no - we had to  
come to Vegas so you could stuff  
your face, get drunk and stick your  
wick in any woman with a pulse. You  
screw around all day while I work  
my ass off in a ten-by-ten box! Ten  
in the den.

CHUCK  
Whose fault is that, you obsessive-  
compulsive ingrate?

FRANK  
Ingrate?!

CHUCK

Who always looks out for you? I've  
been pulling your ass outta the  
fire since we were kids!

FRANK

Just so I'd do your homework for  
you. You'd have flunked without me,  
dumb ass!

CHUCK

Don't call me a dumb ass.

Frank punches Chuck on the arm.

FRANK

Dumb ass.

Chuck punches him back.

CHUCK

Loser.

Frank shoves Chuck.

FRANK

Perv!

Chuck shoves Frank harder.

CHUCK

Wimp!

Frank shoves Chuck harder.

FRANK

Bully!

Chuck shoves Frank REALLY HARD.

CHUCK

Francis!

Frank flies backward and SPRAWLS on the cold marble floor.

THE CROWD around them falls silent. Frank is stunned. Chuck  
realizes he went too far.

CHUCK

Hey, man, I'm sorry --

Too late. Frank is blinded by rage.

FRANK  
DON'T CALL ME FRANCIS!

He leaps off the floor and TACKLES Chuck.

They flip over the railing, SPLASH into the fountain, wrestle each other.

EXT. CAESAR'S PALACE ENTRANCE - DAY

TWO BURLY SECURITY GUARDS toss Frank and Chuck out the door. They land in the driveway, sopping wet.

THE SAME TOURIST snaps photos as they lie in a puddle.

Egos and bodies bruised, they pick themselves up and limp away, leaving a soggy trail.

EXT. DESERT HIGHWAY - NIGHT

Frank's car passes a sign: LOS ANGELES 290 MILES.

Frank and Chuck - still damp - ride in silence.

Frank rubs his temple, squints in mild pain. Chuck does the same.

INTERCUT - INT. FRANK'S AND CHUCK'S BRAINS

THE BLUE LIQUID is absorbed by their brain cells.

ON FRANK AND CHUCK --

The dizziness passes. Chuck eyes Frank, sheepish.

FRANK AND CHUCK  
(together)  
Are we assholes, or what?

They eye each other.

FRANK AND CHUCK  
(together)  
I didn't mean what I said.

Another moment of stunned silence.

FRANK AND CHUCK  
(together)  
I'm really sorry.

Frank yanks the car onto the dirt shoulder; skids to a stop.

FRANK AND CHUCK  
(together)  
What the hell?

Frank and Chuck exit from the car; stare at each other,  
totally freaked out.

FRANK AND CHUCK  
(together)  
Stop it!

Frank marches fifty feet behind the car, turns and glares at  
Chuck.

FRANK  
(low)  
Can you hear me now?

CHUCK  
What?

A moment of silence passes.

FRANK  
(louder)  
What's happening to us?

CHUCK  
Normally, I'd blame this kind of  
thing on drugs.

Frank steps a few feet closer. Chuck gets antsy; wants to  
back away, but holds his ground.

FRANK  
You're thinking...cheeseburger.

CHUCK  
Not a big leap, Frank. That's  
usually number two on my list. Two  
at the zoo. Oh, holy crap, now  
you've got me doing it.

FRANK  
This isn't --

CHUCK  
-- possible. But here we are.

MEGAN'S FACE flashes in Frank's mind.

FRANK  
I remember...

MIRANDA'S FACE flashes in Chuck's brain.

CHUCK  
Megan and Miranda...but they  
weren't...

A FLASH of MEGAN'S ALIEN FACE in Frank's rear view mirror  
explodes in his memory.

FRANK  
...human!

CHUCK  
Holy shit! Holy freakin' shit! They  
did something to us.

FRANK  
Okay, okay, calm down. Don't be  
scared.

CHUCK  
Maybe I'm just tapping your vibe,  
girly man.

INT. FLYING SAUCER MAIN CABIN

Megan and Miranda react to A WARNING LIGHT on the monitors.

MEGAN  
The inhibitor's worn off.

MIRANDA  
(checks a readout)  
That's not all. The Power's five  
percent stronger than before.

MEGAN  
It's now or never.

Megan and Miranda adopt their human guises. Megan targets  
Frank and Chuck on her monitor and hits a control.

Frank and Chuck POP IN to the cabin. Frank freaks out.

FRANK  
Where the hell are we? How'd we get  
here?

CHUCK  
Holy crap.

MIRANDA  
You're aboard our ship.

CHUCK  
I knew you were foreign, but damn --

FRANK  
Why'd you bring us here?

MEGAN  
Because she gave you the Power.

FRANK  
The Power?

A FLASH of Miranda zapping their foreheads floods Frank's mind.

MEGAN  
Telepathy, illusions, thought  
implantation, that sort of thing.

FRANK  
Why'd you do that?

MIRANDA  
It was --

MEGAN  
An unauthorized experiment. It's  
against our laws to give the Power  
to a species that's not ready...  
undeveloped...too primitive...

FRANK  
We get the picture.

CHUCK  
(to Miranda)  
So, you're a bad girl. I like bad  
girls.

MEGAN  
She'll be punished.

CHUCK  
Can I help?

Miranda favors Chuck with a willing smile. Chuck squints at Miranda.

CHUCK'S POV sees through Miranda's human illusion to her exotic alien face.

CHUCK  
I can see the real you, you know.

Megan and Miranda eye each other and drop their disguises. Frank takes a step back, but Chuck likes what he sees.

CHUCK  
I've dated worse.

Miranda giggles.

MIRANDA  
Me, too. There was this quadruped  
on Telluria Seven --

FRANK AND MEGAN  
(together)  
Knock it off!

Frank struggles to maintain eye contact with Megan.

FRANK  
If you don't want us to have this  
Power, then take it back and let us  
go.

MEGAN  
We can't. It's natural in everyone.  
Just latent in humans.

CHUCK  
Who are you callin' latent?

MIRANDA  
Once activated, it runs its course.

MEGAN  
You have to stay.

FRANK  
So, that's it? We just go missing?  
End up as a back story in some  
tabloid?

MEGAN  
No other choice. I'm sorry.

FRANK  
I've got a life, a job -- Gina!  
I'll never see Gina again. I've  
lost her...forever.

CHUCK  
You have to have someone before you  
can lose them, Frank.

FRANK  
That's not the point!

Miranda transforms into a sultry Gina.

MIRANDA  
I can make it up to you.

FRANK  
Eww. That's disgusting.

CHUCK  
Whoa, not so fast, Frank. Let's  
explore the possibilities here.

Miranda returns to her alien self.

MIRANDA  
Are we really that hard to look at?

FRANK  
Sorry...I didn't mean...look, I  
just want my life back. Please,  
isn't there something you can do?

MEGAN  
We're very sorry.

FRANK  
You're sorry, all right. You're  
supposed to be more advanced.

CHUCK  
Listen, what if we promise to keep  
it a secret, or not use it...too  
much.

MEGAN  
We've watched humans for a long  
time. The temptation would be too  
great. Besides, you might awaken  
the Power in others, just like  
Miranda did to you. We can't risk  
it.

FRANK  
What's the worst that could happen?

A VISION of EARTH fills Frank's and Chuck's minds. Then, the  
Earth EXPLODES in a BILLION FIERY SHARDS.

ON FRANK AND CHUCK - horrified as the vision evaporates.



MEGAN

The Power grows exponentially. Telepathy leads to creating illusions which, on Earth, will lead to manipulation and mind control. Those who don't have the Power will fear those who do. Paranoia will spiral out of control and before you know it...BOOM! We've seen it before and we can't allow it to happen again. The Council would be very upset.

FRANK

Very...upset?

MEGAN

Really, really upset.

CHUCK

That's it?

MEGAN

Typical human arrogance. You're not the center of the multiverse, you know.

CHUCK

Earth blows itself up, no big deal. Life goes on, huh?

Megan gives him an awkward shrug.

FRANK

Well, my life is going on right now. I'm going back.

MEGAN

You can't --

Before Megan can react, Frank steps forward and plucks the telepathic filter from her pocket.

FRANK

You're right. Telepathy has its advantages.

MEGAN

Frank...

Frank slaps the device behind one ear.

FRANK

Don't know what I'm thinking now,  
do you?

Megan pulls a small RAY GUN from a compartment in the wall;  
aims at Frank.

MEGAN

Don't make me stoop to your level.

FRANK

You'd actually kill us?

MEGAN

It's set to stun --

Chuck springs up Kung Fu style and KICKS the gun from her  
hand. He lands like a cat, spins around and back-kicks Megan  
into a wall. She lands on the deck, out cold.

CHUCK

So am I.

Miranda rushes for the gun. Frank dives for it. They both  
grab it; wrestle for it.

They slam into the control console.

EXT. SAUCER - HIGH ABOVE EARTH

The saucer drops toward the Earth like a stone.

EXT. GAS STATION SERVICE BAY - NIGHT

Big Al locks up for the night; picks up his lunch box and  
heads toward his pickup. He glances up. His jaw drops as --

The saucer plummets from the sky and STOPS DEAD a foot above  
his pickup. The landing gear extends, pulls back, extends  
again.

After a heartbeat, the saucer drops like a hammer and SMASHES  
the pickup flat. The same landing leg SNAPS OFF again.

The saucer rises into the sky and disappears from view. Big  
Al stares at the metal pancake that was his truck. The lunch  
box slips from his fingers to the asphalt with a CLUNK.

Big Al looks down as THE BOLT he sold to the girls rolls from  
the wreckage and bumps into his foot. He picks it up,  
recognizes it.

BIG AL

Son of a bitch.

EXT. SPACE - HIGH ABOVE EARTH

The saucer returns to high orbit and zig-zags all over the sky.

INT. SAUCER CONTROL CABIN

Frank and Miranda continue to wrestle for the gun as they roll over the control console.

FRANK

I thought you were on our side!

MIRANDA

Nobody hits my sister!

Frank clocks Miranda on the jaw. She drops to the deck next to Megan.

FRANK

I've been a nobody for too long.

Frank pockets the ray gun.

CHUCK

Way to go, Frank.

FRANK

Must've rubbed off from you.

CHUCK

Now what?

Frank studies the control console; points to the teleport platform.

FRANK

Stand over there.

CHUCK

You sure you know how to work that thing? I don't want to wind up with my head up my ass.

Frank gives him a look.

CHUCK

Yeah, ha, ha.

Chuck stands on the platform as Frank fiddles with some buttons.

FRANK

Don't worry. I'm pretty sure I read the proper sequence in Megan's mind.

CHUCK

Pretty sure? Dude --

Frank hits the last button, runs to the platform. They both POP OUT.

EXT. DESERT HIGHWAY - NIGHT

Frank and Chuck APPEAR near Frank's car, still on the side of the road. Chuck checks himself to make sure everything's in place. They jump in and peel out in a cloud of dust.

INT. SAUCER CONTROL CABIN

Another warning light FLASHES on the main console; the ALARM buzzes - wakes Megan and Miranda.

Megan looks at the monitor. A BLIP approaches their position.

MEGAN

It's the Overseer's ship!

MIRANDA

Whatdowedo, whatdowedo, whatdowedo?

MEGAN

I'm thinking!

EXT. DESERT HIGHWAY - NIGHT

Frank's car speeds down the road at 90 miles per hour.

CHUCK

Whatdowedo, whatdowedo, whatdowedo?

FRANK

I'm thinking!

HIGH OVERHEAD --

THE ALIEN SAUCER tracks the car below.

INT. SAUCER CONTROL CABIN

FRANK'S CAR is in the cross hairs on the main monitor.

MEGAN

Ready?

Uncertain, Miranda nods anyway. She taps a control.

ON FRANK'S CAR

It clips along, then VANISHES from the highway.

IN THE SAUCER CABIN

The car POPS IN with Frank and Chuck -- and HOVERS in mid air, tires SPINNING.

CHUCK

Deja Vu all over again.

MEGAN

Welcome back...Francis.

Frank pulls Megan's gun from his pocket and zaps both girls. They're out cold once again.

FRANK

Don't call me Francis.

Frank hops out, hits the teleport control, jumps back in the car. He changes the setting on the gun and, as the teleport builds to full power, he shoots the control console.

SPARKS EXPLODE from the console as Frank, Chuck and the car POP OUT.

EXT. DESERT HIGHWAY - NIGHT

The car hits the asphalt, tires still spinning. They take off in a cloud of smoke with an ear-splitting SQUEAL.

CHUCK

Humans two, aliens zero.

EXT. SAUCER - ABOVE EARTH

A MUCH LARGER SHIP descends toward Megan's and Miranda's saucer; stops just above it.

INT. SAUCER CONTROL CABIN

THE OVERSEER POPS IN in his natural alien form: tall, commanding - and a big dollop of creepy. A different type of alien than Megan and Miranda.

OVERSEER

Get up!

Megan and Miranda snap awake and scramble to their feet.

MEGAN

Overseer! What a pleasant surprise.

OVERSEER

My sensors have detected the Power on this planet. This wasn't supposed to happen for another thousand orbits. Explain.

Megan points at Miranda.

MEGAN

Her fault.

MIRANDA

Coward.

OVERSEER

Show me what happened.

Megan and Miranda close their eyes. The Overseer focuses his telepathic powers.

OVERSEER

It's both your faults, and your responsibility. There's only one solution.

MEGAN

No. Not that. *Anything* but that!

EXT. LOS ANGELES CITY STREETS - NIGHT

Frank and Chuck cruise through a nightclub district on their way home.

FRANK

This is a bad idea, Chuck.

CHUCK

What good is having the Power if we don't use it? All I'm saying is, let's test it out.

FRANK

And repeat what happened at the casino?

CHUCK

But now we're in on the game. We're the house; the odds are in our favor.

FRANK  
Any more gambling metaphors?

Chuck spots --

A LINE OF PEOPLE waiting to get in to the newest hot spot.

CHUCK  
Just pull up over there.

Frank shakes his head; veers toward the club in his old convertible --

EXT. NIGHTCLUB - NIGHT

-- and pulls up to the curb in a very expensive, red convertible FERRARI. Frank and Chuck are dressed like club elite.

TWO HOT WOMEN in their 20's react to the smell of success.

CHUCK  
Hey.

HOT WOMEN  
(together)  
Hey.

CHUCK  
This place hot?

FIRST HOT WOMAN  
It is now.

FRANK  
(sotto to Chuck)  
Can we please go?

Chuck keeps his eyes on the hotties.

CHUCK  
Excuse us, ladies. My friend here's embarrassed to be seen in this piece of junk. We'll be back with the hot car.

Frank drives off. The hotties twitter in anticipation of landing two rich guys.

EXT. CITY STREETS - NIGHT

Chuck lets the illusion fade back to the old ride and clothes.

CHUCK

You're a serious buzzkill, you know that?

FRANK

So you keep reminding me. It was old when we were kids.

CHUCK

You're telling me.

FRANK

Look, I don't want to argue again. I just want to get home, go to sleep and wake up to some semblance or a normal life, okay?

CHUCK

Fine.

FRANK

Fine.

Frank steps on the gas; they speed off - right through a red light. A MOTORCYCLE COP flashes his lights and takes off after them.

FRANK

Great. The perfect end to a perfect day.

Frank pulls over and stops. The Cop pulls up behind him; walks to Frank's window.

MOTORCYCLE COP

Good evening, sir. License and registration, please.

Frank hands over the paperwork.

FRANK

I'm really sorry, officer. It's been a hell of a day.

CHUCK

Yeah, we were abducted by aliens who gave us mental powers.

FRANK

(sotto)

What are you doing?



MOTORCYCLE COP

Both of you step out of the car,  
please.

FRANK

Nice going, Chuck.

CHUCK

(points)

Hey, you don't believe me, ask  
them.

The Cop glances up. Megan's FLYING SAUCER hovers above their heads.

The Cop stands in the street, mouth agape.

CHUCK

Go on, Frank. Give him a nudge.

Frank gives in, makes the saucer shoot AN ENERGY BEAM; the asphalt EXPLODES at the Cop's feet.

The Cop freaks, trips as he scrambles away, jumps on his bike and peels out. As he speeds off, the illusionary saucer FADES OUT.

FRANK

Okay, the Power definitely has its  
perks.

They drive away.

INT. FRANK'S AND CHUCK'S APARTMENT - NIGHT

Frank and Chuck enter the LIVING ROOM. Frank dead-bolts the door; peers at the sky out the window; closes the blinds.

CHUCK

I don't think the blinds are alien  
proof.

(a pause)

Hey...Frank...

FRANK

What?

CHUCK

Before, in the car, I said humans  
two, aliens zero.

Frank waits for it -- feels nothing.

FRANK  
Keep counting.

CHUCK  
Three...four...five...six.

FRANK  
I...think the Power cured me.

CHUCK  
Yeah? Enough to ask Gina on a date?

FRANK  
Maybe. The thought doesn't make me  
nauseous anymore.

CHUCK  
Figures it would take an alien  
abduction to give you a set of  
balls.

FRANK  
Must be the telepathic link.

CHUCK  
You think?

FRANK  
Let's test the hypothesis. 81,111  
has four identical digits. What's  
the next largest number with four  
identical digits?

Chuck closes his eyes and concentrates.

CHUCK  
81,888...wow. That's right, isn't  
it?

FRANK  
Maybe math won't be the only  
upgrade.

CHUCK  
What are you saying?

FRANK  
Read my mind.

CHUCK  
Oh, I see. You want me to be more  
like you.

FRANK  
Couldn't hurt. You make me more  
confident, I make you --

CHUCK  
More of a pussy? No thanks.

FRANK  
I was going to say more refined.

CHUCK  
I'm fine just the way I am.

FRANK  
Yeah? What about --

CHUCK  
Look who's talking. Remember when  
you --

FRANK  
Oh, come on. That doesn't even  
compare with the time you --

CHUCK  
You can't be serious! You're always  
the one who --

FRANK  
Well I wouldn't have to if you  
weren't so --

CHUCK  
Oh, sure. Pour salt in my wounds.

FRANK  
You know what? The aliens were  
right. Telepathy sucks.

Frank and Chuck stiffen as their telepathic senses go on high alert.

FRANK  
Then again...

CHUCK  
Uh, oh. Incoming.

Frank pulls out the gun as Megan and Miranda POP IN next to them.

FRANK  
Don't try it.

MEGAN

Don't worry. We're not here to take you back.

FRANK

No?

MEGAN

No. We're moving in.

FRANK

What?

MEGAN

The Overseer said we have to keep an eye on you. Teach you to control the Power, make sure it doesn't spread.

Megan holds her hand out.

MEGAN

The telepathic filter...

(Frank hesitates)

Please?

(Frank's still not sure)

You give it to me or the Overseer.

FRANK

Your boss?

Megan transforms into the imposing Overseer. Frank and Chuck take a step back.

MEGAN

And he won't ask nicely.

Frank quickly hands it over. Megan takes her human appearance.

FRANK

So, um, you ladies bring some space blankets?

MEGAN

What?

FRANK

We only have one couch.

MIRANDA

We don't sleep.

FRANK

I envy you. I'd get a lot more done with eight extra hours.

MEGAN

Frank...your habit...

FRANK

So far, the only good thing about all this.

CHUCK

Are you kidding? We just got two hot girlfriends from outer space.

MEGAN

We're not your girlfriends. Just behave yourselves, do what we say and we'll get along fine.

CHUCK

See? Girlfriends.

MIRANDA

So...hot is good, right?

MEGAN

Hot...cool...never understood the temperature thing.

FRANK

Listen, Chuck and I have jobs. You can't be with us every second.

CHUCK

Jobs? We don't need no stinkin' jobs.

FRANK

Maybe you don't. You have a conjugal relationship with my wallet.

CHUCK

Hey --

FRANK

I, however, need a job. In fact, I like my job.

CHUCK

Boring. Loan me a dollar.

FRANK

Chuck --

CHUCK

I'll give it right back.

Frank pulls a DOLLAR BILL from his wallet. Chuck snags it, does a slight-of-hand trick - turns the dollar into A HUNDRED DOLLAR BILL.

FRANK

But --

CHUCK

But wait, that's not all.

Chuck goes to a closet, pulls out an enormous STACK OF GIRLIE MAGAZINES. Sets them on the coffee table; places the hundred dollar bill on top.

FRANK

What the hell are you doing?

CHUCK

Liquidating our assets.

Waves his hands like a magician.

CHUCK

Abracadabra.

The magazines TRANSFORM into --

AN ENORMOUS PILE OF MONEY - millions of dollars.

CHUCK

There's your return with interest.

FRANK

But it's not real.

CHUCK

We deposit it, it turns into ones and zeroes, and nobody knows the diff.

Megan smacks Chuck on the back of the head.

CHUCK

Oww!

MEGAN

I'd know the "diff."

The pile of money turns back into porno mags and a single dollar bill. Frank takes his dollar back.

CHUCK

No sleep, no sex, no money...what's the point of having the Power if you can't have a little fun with it?

MEGAN

Cheating? That's your idea of fun? You know, I've heard that humans believe they evolved from apes, but I'm beginning to think that's an insult to apes.

FRANK

That's not fair. We've made some progress.

MEGAN

Oh, really? Even your language is primitive. You'd probably measure our space ship's energy output in horsepower.

CHUCK

You call that tin can of yours a space ship? Bet you don't even get five light years per gallon.

MEGAN

I give up.

Megan stomps off. Chuck and Frank touch knuckles in triumph.

INT. KITCHEN - NIGHT

Chuck rummages through the fridge, pulls out half a CHERRY PIE. Everything on Frank's side of the fridge is in labeled plastic containers.

Megan and Miranda enter.

CHUCK

Pie? Wait, let me guess, you don't eat.

MEGAN

Yes, but we've never had Earth food.

Chuck serves two pieces of pie to the girls.

CHUCK  
This is a rare Earth delicacy.

Megan taps her head.

MEGAN  
Telepathic, remember?

CHUCK  
Okay, but it's still excellent. Try  
it.

They carefully sample the pie, then eat enthusiastically.  
Chuck chows down. Frank picks at his piece.

FRANK  
You know, as long as we're stuck  
with this Power, we should use it  
for good. I mean we've been given  
an incredible responsibility.

CHUCK  
Like real super heroes, huh? Hey,  
we could wear costumes and have  
cool names, like...

Chuck's clothes TRANSFORM into a garish yellow and red SUPER  
HERO COSTUME with A BIG "MM" on his chest.

CHUCK  
Mental Man!

FRANK  
You got that right. Or how about...

Frank turns the emblem UPSIDE DOWN into "WW" and pats Chuck's  
beer belly.

FRANK  
Wonder Whale.

CHUCK  
Hey --

FRANK  
I am not wearing spandex in public.  
And neither should you.

Chuck shifts his clothes back to normal.

CHUCK  
Suddenly you're the fashion police?



MEGAN

No stunts. You can't draw attention to yourselves.

CHUCK

Party poopers. Bet your planet's called Poopiter.

FRANK

I was thinking more like investigative reporters. A telepathic Woodward and Bernstein.

MEGAN, MIRANDA AND CHUCK

(together)

Who?

FRANK

Never mind.

CHUCK

No, wait, I get it. That's cool. We'd know every government secret, who's lying, who's not. Everybody's skeletons and dirty laundry. Think what we'd be worth to the cops. To the tabloids.

MEGAN

It's too dangerous.

FRANK

Enough rules. First thing in the morning, you start teaching us how to control the Power.

Frank heads to his bedroom.

MEGAN

Don't try anything funny.

FRANK

Human tired. Human sleep. Alien no sleep. Alien watch infomercials all night on TV.

Frank shuts his bedroom door. Chuck downs the rest of his beer; lets out an enormous BELCH. Megan and Miranda eyeball him.

MEGAN

What mode of communication is that?

CHUCK  
That, ladies, is the sound of  
satisfaction.

Chuck shuffles to his room.

CHUCK  
(to Miranda)  
Sure you won't join me?

MIRANDA  
We told you...we don't sleep.

CHUCK  
Just trying to improve interstellar  
relations. Strictly diplomatic.

MIRANDA  
Oh. Well, I am behind on my study  
of human mating rituals.

MEGAN  
Don't even think about it.

CHUCK  
Your loss. 'Night.

He shuts his door. Megan and Miranda sit on the couch.

MEGAN  
This is --

MIRANDA  
My fault? If you weren't such a --

MEGAN  
I'm not like you and I never will  
be.

Miffed, Miranda picks up the TV remote and clicks it.

THE TV shows a FLYING SAUCER in an old black and white sci-fi  
movie.

MEGAN  
I miss home.

EXT. FRANK'S AND CHUCK'S APARTMENT - MORNING

The dawn of a new day.

INT. FRANK'S AND CHUCK'S LIVING ROOM - DAY

Megan's still on the couch. She channel surfs through the buffet of MORNING NEWS AND TALK SHOWS.

IN THE KITCHEN --

Chuck pulls an egg from the fridge, shows it to Miranda. She shrugs - doesn't know what it is.

Chuck cracks the egg into a bowl. Miranda stares down at it.

MIRANDA

You eat these?

CHUCK

Most important meal of the day.

MIRANDA

Any more pie?

CHUCK

Sorry.

Miranda picks up the bowl and downs the raw egg. Then promptly RETCHES into the sink.

CHUCK

You're supposed to cook it first.

MIRANDA

Ugh.

CHUCK

What happened to your Vulcan mind meld powers?

MIRANDA

I'm dumbing down to fit in.

CHUCK

Thanks. When in Rome, huh?

MIRANDA

I don't need the Power to know you're not really an engineer.

CHUCK

I'm a maintenance engineer.

(Miranda eyes him)

Fine. I'm a janitor. Frank's always been the brainiac.

MIRANDA

Sorry.

CHUCK

It's okay. The Power lets me suck the smarts from Frank's head. Kinda feels like cheating though.

MIRANDA

We've been watching humans for a long time. There are different kinds of smart.

CHUCK

Yeah. I guess you're right.

Frank emerges from his bedroom, dressed for work.

FRANK

Let's go, Chuck.

Megan blocks the front door.

FRANK

We're late for work.

MEGAN

Out of the question.

FRANK

Look, you have a boss, I have a boss. Can't keep him waiting.

CHUCK

More important, he's finally got the stones to ask Gina out.

MEGAN

You can't see her in your condition.

FRANK

I can. I will.  
(from deep in his soul)  
I have to.

Frank pushes past Megan and exits.

EXT./INT. FRANK'S CAR - CITY STREETS - DAY

They all drive through morning traffic.

Miranda pulls two pairs of silvery gloves from her pocket. She tosses them to the boys.

MIRANDA

At least put those on when you're in public. They'll prevent you from activating the Power in anyone else.

FRANK

You're kidding.

MEGAN

One of the Overseer's conditions, not negotiable. You want to go back to the ship?

CHUCK

No glove, no love.

Frank and Chuck take the gloves. Chuck puts his on, helps Frank with his as he drives.

FRANK

That's it? Problem solved?

MEGAN

It's a start.

Chuck studies the shiny gloves.

CHUCK

Can't we wear something a little less...French?

MEGAN

You've got the Power of illusion...

Chuck focuses on the gloves. They disappear.

CHUCK

Alright.

FRANK

And Gina?

MEGAN

Sex, sex, sex. It's all you Earth males think about.

FRANK

I think about math...too.

MEGAN

You know what it's like to eavesdrop on a non-stop porn parade?

FRANK  
(points to Chuck)  
Blame him. He's the one with the  
permanent pup tent.

CHUCK  
Hey, you should thank me.

FRANK  
Thank you? None of this would've  
happened if you hadn't dragged me  
to Vegas.

CHUCK  
Exactly. Geekitis is usually fatal,  
but a shot of Chuck turned out to  
be the cure.

Frank glances at his watch and HONKS at the car ahead of him.  
They all react to the same telepathic thought.

MIRANDA  
Did you hear what that driver --

FRANK  
Yes. I heard.

INT. OFFICE HALLWAY - DAY

Frank heads for his cubicle; passes several CO-WORKERS.

INT. FRANK'S OFFICE CUBICLE - DAY

Frank enters, shuts the door. Megan is at his side, suddenly  
visible.

FRANK  
This is a bad idea.

MEGAN  
Relax. No one can see me if I don't  
want them to.  
(re: the equation on the  
board)  
Speaking of bad ideas.

FRANK  
I'm working on it. Sit down and  
keep quiet.

Frank continues to work on his equation as Megan observes  
from the chair at his desk. She shakes her head.

Frank "feels" it and stops, annoyed.

FRANK

Oh, really? Well, I'm sorry this backward little planet isn't up to your galactic standards.

MEGAN

I could --

FRANK

I don't need your help, thank you.

Megan holds her hands up in surrender. Frank goes back to his marker board, scribbles a few more numbers.

Megan snorts a laugh; covers it up. Frank fumes, but keeps working.

INT. MAINTENANCE STORAGE ROOM - DAY

Chuck, in a janitor jumpsuit, gives Miranda a tour of his basement kingdom as he stacks cleaning supplies.

CHUCK

I like being my own boss.

MIRANDA

But you and Frank have a boss.

CHUCK

He doesn't go slumming, so I run my own schedule, play by my own rules.

MIRANDA

You don't seem to have many rules. I think it's...attractive.

CHUCK

Yeah? Well, rule number one is screw the rules.

MIRANDA

What's rule number two?

CHUCK

See rule number one.

Miranda smiles.

MIRANDA

You're so different from anyone on my world. From anyone in the whole Council.

CHUCK

That's why you came here - gave us  
this Power...you knew they'd make  
you stay, didn't you?

Miranda's glance is all the confession Chuck needs.

He leans in. Miranda meets him halfway. They kiss.

They break, but stay close. Chuck looks around to make sure  
the coast is clear. He sends a thought her way.

MIRANDA

You sure?

CHUCK

Variety's the spice of life.

Miranda drops her disguise. Chuck stares into her exotic  
alien eyes.

CHUCK

Daddy like.

They kiss again.

MIRANDA

Open your mind to me, Chuck. I want  
to know all about you.

CHUCK

Google me, baby, I'm a free  
download.

Miranda focuses, then redoubles her effort.

MIRANDA

You're hard to read.

CHUCK

I'm not that deep. What you see is  
what your get.

MIRANDA

You humans are full of surprises.  
It's...intoxicating.

She attacks Chuck with renewed vigor.

INT. FRANK'S OFFICE CUBICLE - DAY

Frank's still frustrated by his equation. He erases a  
section, writes a few numbers, erases it again; stares at the  
board.



FRANK

Dammit. The factors keep cancelling each other out.

MEGAN

Maybe if you --

FRANK

I said I don't want your help.

MEGAN

Okay. You'll figure it out. You're pretty smart --

FRANK

For a human?

MEGAN

Sorry. I didn't mean --

Frank pivots to face her.

FRANK

This is your first time on Earth, right? There are some great shops and restaurants down the block. Why don't you and your sister do some sightseeing?

MEGAN

Frank --

FRANK

We're telepathically linked! How far can I go without you knowing?

MEGAN

Not a good idea.

FRANK

I promise to wear my gloves.

Megan falls into a million-mile stare.

FRANK

What?

MEGAN

Nothing. For a second I thought that Miranda...

FRANK

So - how about it? You can even borrow my credit card.

MEGAN  
Sorry. Nice try.

FRANK  
Yeah, didn't think so.

Frank steps outside the door, pulls out his key. Megan jumps to her feet, rushes for the door.

MEGAN  
Frank!

Frank shuts and locks the door from the outside; SNAPS the key off in the lock. Megan POUNDS on the door.

MEGAN  
Frank! Don't do this!

IN THE HALLWAY --

A FEW CO-WORKERS peer into the hall from their own offices as Frank hurries past them.

MEGAN (O.S.)  
Frank! Let me out you stupid ape!

FRANK  
Internet date. Wouldn't recommend it.

Frank rushes out.

INT. MAINTENANCE STORAGE ROOM - DAY

Miranda and Chuck telepathically pick up on what's happening upstairs.

MIRANDA  
Megan...

Miranda resumes her human disguise; turns to go.

CHUCK  
Miranda, wait.

Miranda hesitates.

MIRANDA  
But --

CHUCK  
Please? Frank's had about as much sex with humans as you have.  
(MORE)

CHUCK (cont'd)  
Give the guy a chance before his  
genome becomes extinct.

Chuck pulls Miranda closer.

CHUCK  
Please?

MIRANDA  
Well, in the interest of preserving  
the species for further study...

CHUCK  
You're one in a million.

MIRANDA  
More like one in three hundred  
billion.

CHUCK  
Lucky me.

They lock in a passionate embrace and tumble onto a large  
pallet of toilet paper rolls.

A STOCK BOY enters the storage room; freezes as he sees --

Chuck, apparently by himself, his pants around his ankles,  
humping the pallet of toilet paper rolls.

The Stock Boy backs out very quietly.

INT. FRANK'S OFFICE - DAY

Megan touches a control on her "bracelet" and POPS OUT.

INT. HALL OUTSIDE FRANK'S OFFICE - DAY

A CO-WORKER fumbles with the door lock as Megan continues to  
pound on the door.

FRANK'S BOSS - a burly man of 50 - arrives.

FRANK'S BOSS  
What the hell's going on here?

CO-WORKER  
Benson locked his date inside.

FRANK'S BOSS  
Benson? Probably the only way he  
could convince her to go out with  
him. Stand aside.

The boss shoulders the door open. He looks around the empty office, puzzled.

FRANK'S BOSS  
Okay, who's the joker?

The co-workers quickly duck back in their offices.

EXT. CAFE - DAY

Frank paces near the entrance, watches Gina at her register, takes a deep breath and exhales.

INT. WOMEN'S RESTROOM - DAY

Megan POPS IN to an empty stall and hurries out.

INT. CAFE DINING ROOM - DAY

Megan intercepts Frank as he enters.

MEGAN  
Frank, please don't.

FRANK  
I'm doing this, Megan. If I don't do it now, I'll regret it for the rest of my life.

MEGAN  
Think about the danger to your planet - to Gina.

FRANK  
But I'm in love with her.

MEGAN  
You've never even been with her.

FRANK  
Don't your people believe in love at first sight?

Megan hesitates too long, looks away. Frank picks up the telepathic thought.

FRANK  
Oh my God...you have a crush on me! Great. I'm in an alien love triangle.

MEGAN  
No! I mean...I like you. You're not like anyone I've ever met.

(MORE)

MEGAN (cont'd)

Of course, you wouldn't be, because I've never been to Earth, although we've watched humans for years and I've always wanted to meet a human, but I knew that could never happen and then we crashed and --

FRANK

You're babbling. It's more than like, isn't it?

Megan is totally embarrassed, then mesmerized as she receives a telepathic download.

MEGAN

No, it's not me. It's...Miranda! She and Chuck...she...she...put his...in her...

Megan chokes like she's going to throw up. She grabs the water glass off a CUSTOMER'S table, chugs it.

MEGAN

(to the Customer)

Sorry.

Megan moves off, presses her temples to shut the image out. Frank follows her.

FRANK

So...you're not attracted to me?

MEGAN

Don't change the subject! You can't see Gina.

FRANK

And jealous, too.

MEGAN

I am not! We don't succumb to primitive emotions, like --

FRANK

Humans?

MEGAN

You're an assignment, an interesting subject, nothing more.

FRANK

I know denial when I see it. I've lived in it my whole life.

Megan is completely beside herself. She slumps into a booth. Takes the telepathic filter from her pocket, places it behind her ear.

FRANK

What are you doing?

MEGAN

Blocking Miranda out. The Overseer will exile me to the outer rim when he finds out about her and Chuck.

FRANK

Isn't Earth outside your Overseer's jurisdiction?

MEGAN

You're right. But you're still not dating Gina. If I don't protect Earth, no little filter's going to protect me from the Council.

Frank marches toward Gina. Megan follows close behind.

FRANK

Gina.

Gina lights up; offers a warm smile.

GINA

Hey, Frank. The usual?

FRANK

Not today. Listen, I was wondering...

Megan slinks up in a very sexy top and throws her arm around Frank. Gina is startled...and disappointed.

GINA

Who's your friend?

MEGAN

That's what I'd like to know.

Frank tries to shrug off Megan's arm, but she sticks like glue.

FRANK

This is...my cousin from...out of town. Way out of town.

GINA

A cousin...

MEGAN  
He's such a joker.

Frank grab's Megan's wrists, holds her arms at her sides.

FRANK  
Distant cousin. Very, very distant.

GINA  
Uh, huh...

Megan gets doe-eyed, starts to tear up.

MEGAN  
Are you breaking up with me, Frank?

GINA  
My God, Frank.

FRANK  
No, I'm not breaking up with her --

Megan wraps her arms around his neck.

MEGAN  
Oh, Frank.

GINA  
So, you are together.

Frank pulls Megan off.

FRANK  
No! Trust me, she's not my type.

MEGAN  
Frank...after all we've been  
through.

Frank notices OTHER CUSTOMERS staring at them.

FRANK  
Stop it, you're making a scene.

Megan manifests a purple bruise on her jaw. She throws up her hands; backs away from Frank.

MEGAN  
Don't hit me again, Frank. Please.

Gina sees the bruise; eyes Frank with revulsion.

FRANK  
(to Gina)  
That's a lie!

MEGAN  
You can lie to her, Frank, but you  
and I know the truth.

FRANK  
I hit your sister, not...

Frank shuts his mouth - he knows he's dead.

GINA  
Get out of my cafe!

FRANK  
Gina, listen, she's not what she  
seems --

Gina takes the "we reserve the right to refuse service" sign  
from her register and shoves it in Frank's face.

GINA  
Out! Now! Or I call the cops.

Frank looks around --

THE OTHER CUSTOMERS glare at him as Megan sobs on his  
shoulder.

Red-faced, Frank pushes Megan away and marches out.

Gina hands Megan a napkin; she dabs at her tears.

MEGAN  
Thanks.

GINA  
I'm so sorry. He looked like such a  
nice guy.

MEGAN  
It's always the quiet ones.

GINA  
Can I get you anything?

MEGAN  
Cherry pie?



GINA

Every time I get dumped no  
chocolate is safe. Your pie's on  
the house.

MEGAN

If it's okay with you, I'd rather  
eat inside.

Gina gives Megan an odd look but shrugs it off and pulls a  
pie from the bakery case.

INT. FRANK'S AND CHUCK'S LIVING ROOM - DUSK

MIRANDA'S FACE is a picture of orgasmic delight. She MOANS,  
licks her lips, eyes closed in ecstasy.

MIRANDA

That's incredible.

CHUCK (O.S.)

Ready for more?

MIRANDA

Oh yes...please.

CHUCK (O.S.)

Open your mouth...  
(her lips part sensuously)  
...wider...  
(she obliges)  
...here it comes...

A spoon covered in CHOCOLATE SAUCE slides between Miranda's  
lips. She takes it all in as Chuck slips the spoon from her  
mouth.

MIRANDA

Mmmmm. I had no idea it would taste  
SO...SO...

CHUCK

Smooth? Rich? Creamy?

MIRANDA

Naughty.

Miranda attacks Chuck with a barrage of kisses. They fall  
onto the couch.

CHUCK

I've created a monster.

EXT. SANTA MONICA PIER - DUSK

Frank leans on the rail, gazes out over the ocean and fumes.  
Megan walks up, leans on the rail next to him.

MEGAN

This really is a beautiful planet.

FRANK

Go away.

MEGAN

I'm sorry, Frank. You know as well  
as I do that you'd eventually want  
to give Gina the Power.

FRANK

Is that so bad?

MEGAN

You want to see all this beauty  
destroyed?

Frank places his hands on Megan's shoulders, locks eyes with  
her.

FRANK

Without Gina, what's the point?

Frank cups her face with his hands; gazes into her eyes.

FRANK

Or maybe this is fate. Maybe you  
and I are meant for each other,  
like Shakespeare's star-crossed  
lovers.

MEGAN

(flustered)

I...I...

Frank places a finger on her lips.

FRANK

Don't speak. Just...think about it.

Frank steals the telepathic filter from behind her ear and  
walks away. Megan watches Frank go, then realizes he took the  
filter.

MEGAN

You cheeky little monkey!

FARTHER UP THE PIER --

Frank looks back, sees Megan following. He takes the filter; places it behind his own ear.

Frank ducks around a corner and hides.

Megan reaches the beginning of the pier, looks around for Frank. She scans for him with her mind and finds nothing.

Frustrated, Megan marches off to search for him. After she leaves, Frank emerges from his hiding place and heads in the opposite direction.

INT. FRANK'S AND CHUCK'S LIVING ROOM - NIGHT

Megan enters, sullen. Chuck and Miranda look up from the couch, their lips smeared in chocolate.

CHUCK  
Hey. What's up?

MEGAN  
Sorry to intrude on your close  
encounter.

MIRANDA  
You okay?

MEGAN  
I lost Frank. He stole the filter.

CHUCK  
Way to go, Frank.

MIRANDA  
Why did he do that?

Miranda gets the telepathic download.

MIRANDA  
Oh, Megan...you didn't. Poor Frank.

MEGAN  
I had no choice.

MIRANDA  
Seems to me choice is what this  
planet's all about.

MEGAN  
You should've learned by now that  
every choice has a consequence.

MIRANDA  
Lighten up, lollipop.

Megan bolts upright, grabs her butt.

MEGAN  
Oh!

She scowls at Miranda.

MEGAN  
That's a disgusting image!

MIRANDA  
He taught it to me.

MEGAN  
Of course he did.

MIRANDA  
Sorry, Sis.

MEGAN  
These apes are rubbing off on you.

CHUCK  
You know what they say: Alien see,  
alien do.

Chuck holds up the jar of chocolate sauce.

CHUCK  
Here. Peace offering.

MEGAN  
What's that?

MIRANDA  
It's called chocolate.

Megan hesitates.

MIRANDA  
Better than pie.

Megan dips her finger in and tastes it. She nearly has an orgasm.

MEGAN  
Oh. My. Stars.

MIRANDA  
Yeah. Worth saving the planet for.

Megan slumps into a chair.

MEGAN

What am I going to do? I thought Frank might sneak back to Gina's work, but she'd already left. The Overseer will banish me to the outer galactic rim for this.

CHUCK

Relax, I'll help you find Frank.

MEGAN

You will? How?

CHUCK

I know where Gina lives.

Megan and Miranda throw a disapproving look at Chuck.

CHUCK

What? It wasn't stalking. We just happen to take the same route home from work.

MIRANDA

And I suppose you carry binoculars around with you all the time.

CHUCK

I like to bird watch.

MIRANDA

Uh, huh. I don't think the pink-pantied bandersnatch is a real bird.

CHUCK

Telepathy definitely has its down side.

EXT. GINA'S APARTMENT - NIGHT

Gina carries two bags of heavy groceries toward her front door.

FRANK (O.S.)

Let me help you with that.

Frank comes up to take a bag. Startled, Gina backs away; fumbles the bags and drops them. The contents spill on the sidewalk.

FRANK

Sorry.

He crouches to pick up the groceries. Gina whips out her cell phone.

GINA

Stay away from me, Frank, or so help me, I'll call the cops.

FRANK

I just wanted to explain --

GINA

Explain how you know where I live.

FRANK

Chuck and I go home this way. I saw you one day --

GINA

You're stalking me?

FRANK

No! Listen...that whole thing with Megan. I didn't lay a hand on her, honest.

GINA

And her sister...?

FRANK

It's not what you think. Just hear me out. Five minutes, that's all I ask. You don't believe my story, you'll never see me again, I promise. Please?

GINA

Five minutes.

Frank gathers his thoughts.

FRANK

Chuck and I just met Megan and her sister Miranda a couple of days ago. We picked them up on our way to Vegas.

GINA

If you're telling me they're hookers --

FRANK

No! Their...vehicle...broke down.  
They were stranded in the desert.  
We gave them a lift to a gas  
station. But...they did something  
to us...changed us...

GINA

Changed you...

FRANK

Yeah, see, they're not from around  
here...

GINA

So? Where are they from? New York?

FRANK

Farther than that.

GINA

Europe?

FRANK

Farther...

GINA

Four minutes, Frank.

Frank summons the courage to continue.

FRANK

Do you believe in aliens?

GINA

(starts dialing)  
Okay, 9-1-1 it is.

FRANK

Wait! You promised me five minutes.

Gina heads toward her front door.

GINA

I'm sure you'll get at least that  
on the eleven o'clock news.

FRANK

Your sister's name is Rose; when  
you were little, she called you  
"string bean" and you took the  
blame for setting the kitchen on  
fire even though Rose did it. You  
blackmailed her with it for months.

Gina stops; pivots to Frank.

GINA  
I've never told that to anyone.  
How...?

FRANK  
Another secret you can keep - an  
alien gave me telepathic powers.

GINA  
Right...

Gina turns back toward her door. Frank concentrates. Gina reaches for the door handle and bangs into a blank wall. The door is gone.

Gina wheels around, her back to the wall.

GINA  
What the hell's going on? Did you  
slip me something?

FRANK  
No. The door's still there. You  
just can't see it. I'm creating an  
illusion in your mind.  
(points)  
See?

Gina turns around - the door is back. She looks at Frank with new eyes.

GINA  
Do something else.

Frank focuses. Hundreds of ROSES suddenly cover Gina's lawn.

GINA  
Oh my God.

Gina plucks a rose, smells it.

GINA  
This isn't real?

Frank taps his head.

FRANK  
It's all in here.

The roses are gone. Gina's mildly disappointed.



GINA  
 You say an alien...Megan...gave you  
 this power...

Frank picks up the rest of Gina's groceries.

FRANK  
 Actually, her sister Miranda did.  
 Megan's trying to stop Chuck and me  
 from using it.

GINA  
 Why?

FRANK  
 You know what they say about  
 absolute power. We can give it to  
 others, just like Miranda gave it  
 to us.

GINA  
 You could give me this Power?

FRANK  
 I give it to you, you give it to  
 someone else. Pretty soon, there'll  
 be no more secrets. The world in  
 chaos. That's why Megan tried to  
 keep you and me apart.

Frank hefts the grocery bags.

FRANK  
 Megan was right...if you asked me  
 to give it to you, I couldn't say  
 no.

GINA  
 Come inside.

Gina unlocks her door; Frank carries the groceries in.

NEARBY --

Chuck, Megan and Miranda hide behind a hedge; watch Frank  
 enter Gina's apartment.

MEGAN  
 We're too late.

MIRANDA  
 He hasn't given her the Power yet.

CHUCK

It's only a matter of time.

MIRANDA

You mean...?

CHUCK

In about five minutes, they'll be choking on chocolate sauce.

MEGAN

We've got to stop him.

CHUCK

Can't you just beam him out of there?

MIRANDA

Then the Overseer will know we failed. He'll recall us; the Council will vote to quarantine Earth and let you destroy yourselves.

CHUCK

Oh. Right. Good point. But you can't just go barging in. Frank might zap her before you can stop him.

MEGAN

Right. We've got to handle this quietly.

MIRANDA

What do we do?

CHUCK

I have an idea.

MEGAN

Frank's your friend. Why are you helping us?

CHUCK

He's about to blow a good thing. I help you stop him, we'll agree to keep the Power a secret and we get to use it, just a little, now and then, for ourselves. Deal?

MEGAN

I don't know...

CHUCK

Fine. Then before you can beam me off the planet, I'll make sure it spreads through the city like a rash. Do we have a deal?

MEGAN

What's your idea?

Chuck shares his idea telepathically.

MEGAN

It might work. Let's go.

They all sneak closer to Gina's apartment.

INT. GINA'S APARTMENT - KITCHEN - NIGHT

Frank helps Gina put away her groceries.

GINA

I agree with Megan. If we all knew what everyone was thinking...

FRANK

It works for Megan's people.

GINA

Aside from the fact that they're probably thousands of years more advanced than us, I think life would be boring without a little mystery.

FRANK

I always thought women wanted to know what men are thinking.

GINA

No, that would be disgusting. We just want men to be more thoughtful.

FRANK

All this time, I've been too shy to talk to you, to ask you out. But the Power --

Frank faces away from her as he places the last can in her cupboard.

GINA

Frank. You don't need super powers to get me to say yes.

FRANK  
Yes?

GINA  
Yes.

Frank turns to face Gina. Her eyes widen in horror.

GINA  
No...

Frank's face looks like a rotting corpse.

FRANK  
Which is it - yes or no?

GINA  
Your face --

Frank glances at his reflection in the cupboard door glass. It looks normal to him.

FRANK  
Am I breaking out? I break out when I'm nervous.

GINA  
This isn't funny, Frank! Why are you doing this? Get out of my head!

FRANK  
I'm not --  
(it hits him)  
Megan!

Frank pulls the filter from behind his ear, moves toward Gina. She backs away.

FRANK  
No, it's okay. It's Megan. She's doing this to scare you off. Here, put this behind your ear. It blocks telepathic intrusions.

He tosses it to Gina. She hesitates.

FRANK  
Gina. Trust me.

Gina places it behind her ear. Frank's face appears normal again. Gina relaxes.

FRANK  
(calls out)  
You lose, Megan.

Gina's door opens. Megan, Miranda and Chuck file in.

FRANK  
Et tu, Chuck?

CHUCK  
Chill, Frank. We have a sweet deal here.

FRANK  
(reads his mind)  
You'd sacrifice my happiness for an illusion?

CHUCK  
Like love isn't? Happiness is all in your head, Frank. Man up.

GINA  
So...you two are aliens...

Megan and Miranda drop their disguises. Gina reacts, but quickly recovers.

MEGAN  
I believe you have something that belongs to me.

FRANK  
I don't belong to anyone.

MEGAN  
I was talking about the filter.

FRANK  
Oh.

Gina removes it; tosses it to Megan. She pockets it.

MEGAN  
Come on, Frank. Let's go.

Frank steps next to Gina.

FRANK  
Come any closer and I give her the Power.

Gina backs away.

GINA  
I said I didn't want it, Frank.

FRANK  
Gina --

MEGAN  
Wait a minute. You don't want it?

FRANK  
See? We're not all as primitive as you think.

CHUCK  
I am.  
(off Frank's look)  
Hey, I'm just being honest.

FRANK  
You picked a crappy time to start.

GINA  
(to Miranda)  
You gave him this Power. Can't you take it away?

MIRANDA  
I didn't give it to him. The ability slumbers in all of you. I just woke it up.

GINA  
Then put it back to sleep.

MEGAN  
You don't understand --

FRANK FLASHES BACK --

on the equations in his office.

FRANK  
The factors keep cancelling each other out.

BACK ON FRANK AT GINA'S --

He puts it all together.

FRANK  
No, wait a minute. I think she's right.

MEGAN

We've had the Power for a thousand years. We'd know if --

FRANK

That's right. You've had it for generations. But we haven't. There might be a way to cancel it out.

MEGAN

How?

FRANK

Has anyone on your world ever wanted the Power to go away?

MEGAN

No, of course not. Why would we?

FRANK

Exactly. So you never really tried to. You never had a reason to.

MEGAN

I made you forget we existed, but you remembered. I tried to slow it down but the Power kept getting stronger.

FRANK

Don't you see? You can't stop it. I have to stop myself.

MEGAN

We can't trust you to not use it --

FRANK

No, no, listen. I can use the Power to counter the Power, to create the illusion that I don't have it anymore.

Megan glances at Miranda.

MEGAN

Would that work?

MIRANDA

I don't know. Maybe.

GINA

But...couldn't you use the Power to bring the Power back?

FRANK

Think self-hypnosis. Every time the Power activates, for whatever reason, it'll only be used to cancel itself out. It would be like an endless, circular, unsolvable equation. Once I lock it into a loop, every command produces the same result.

MEGAN

I'll have to run this by the Overseer.

CHUCK

Think about this, Frank. We lay low, we can still have a lot of fun. You flip the off switch, there's no going back.

FRANK

We've been covering for each other's shortcomings since we were kids; spent our entire lives using each other to try and patch the holes in our heads. The Power's just another band-aid. Time we grew up.

CHUCK

Fine. Go back to your 9 to 5 life. But I don't wear a watch. I'm keeping the Power.

MEGAN

Now that we know how to cancel it, I can't let you do that, Chuck.

CHUCK

We had a deal! You lied?!

MEGAN

Something I pick up from you humans. So sue me.

CHUCK

I'm outta here.

Chuck heads for the door. Frank throws his "disappearing door" illusion at Chuck - he bangs into a solid wall.

Pissed, Chuck brings the door back with his mind. Frank makes STEEL BARS appear across it.



Chuck grabs the bars, BENDS THEM with his bare hands.

Frank turns the bars into LIVING TENTACLES; they wrap around Chuck, hold him tight.

Chuck wishes the tentacles into SNAKES and sends them slithering toward Frank.

Frank transforms the snakes into CRACKS in the floor. The floor FALLS AWAY from under Chuck's feet. He holds onto a ledge for dear life.

Gina, Megan and Miranda watch Frank and Chuck from the sidelines. They can't see the illusions - only a bizarre, slapstick pantomime as the boys duke it out in their minds and react to invisible counter-strikes.

GINA

Are the men on your planet like ours?

MEGAN

No, they're all quite civilized.

GINA

How refreshing.

MIRANDA

After a thousand years, it gets pretty boring.

GINA

Really...a thousand years?

MIRANDA

I know, I know. I don't look a day over eight hundred. I get that a lot.

IN THEIR TELEPATHIC WAR --

Frank projects a bunch of SCHOOL KIDS shouting, "Dumb-ass, dumb-ass, dumb-ass" at Chuck.

Chuck retaliates with a dozen BILLY BLOCKS taunting, "Francis, Francis, Francis" at Frank.

FRANK

Don't. Call. Me. *Francis!*

Frank lunges through the imaginary line of bullies and DECKS CHUCK with a solid punch. Chuck drops to the floor; the illusions vanish.

Chuck clutches a bloody nose.

CHUCK

Guess you were right, Frank.  
Illusions are no match for the real  
thing.

Frank reaches out. Chuck gives in, lets Frank help him to his feet.

CHUCK

Sorry.

FRANK

Yeah. Me too.

MIRANDA

Chuck...when the Overseer learns  
there's a way to stop the Power, if  
you don't give it up, he won't let  
me stay. And I want to stay.

CHUCK

You do?

MIRANDA

More than chocolate.

CHUCK

You think your boss will be okay  
with that?

MIRANDA

Now that we've made contact, I  
might be able to convince him to  
let me continue my...studies first  
hand.

CHUCK

I'll make sure you do your  
homework.

GINA

(to Frank)

You'd give the Power up for me?

FRANK

If you'll still say yes.

GINA

Yes.

FRANK  
 (to Megan)  
 You'll know if it works or not,  
 right?

MEGAN  
 Yes.

FRANK  
 Then let's do it.

CHUCK  
 How?

FRANK  
 Like this.

Frank closes his eyes; sends a telepathic picture to Chuck.  
 He closes his eyes too.

CHUCK  
 I'm getting dizzy.

FRANK  
 Just take it in and let it go.

INSIDE THEIR HEADS --

The electrical patterns in one section of their brains begin  
 moving in a circle, faster and faster until the scene --

WHITES OUT.

EXT. SUSHI BAR - NIGHT

It's a beautiful California evening.

SUPER TITLE: SIX MONTHS LATER.

INT. SUSHI BAR - NIGHT

Frank, Chuck, Gina and Miranda sit at a table amid the bustle  
 of the SUSHI CHEFS and CUSTOMERS. Miranda's cell phone RINGS  
 with the CLOSE ENCOUNTERS THEME. She answers. MEGAN'S FACE  
 appears on the phone screen.

MIRANDA  
 Megan! What's up?

EXT. SPACE - HIGH ABOVE EARTH

Megan's NEW SAUCER gleams in the moonlight as it orbits above  
 the lights of Los Angeles far below.

MEGAN (V.O.)  
I am. A thousand miles up.

INT. MEGAN'S NEW SAUCER

Frank, Chuck, Gina and Miranda are on MEGAN'S MONITOR inside her pristine new ship.

MEGAN  
I've been promoted to Assistant Overseer.

The foursome shout their "Congratulations."

MEGAN  
What are you eating now?

MIRANDA  
Raw fish. It's called sushi.  
(off Megan's look)  
Join us, we'll celebrate.

MEGAN  
Down in a flash.

She switches the monitor off. The Overseer has been watching over her shoulder.

OVERSEER  
When I was first given this assignment, I thought humans were the most repulsive creatures in the galaxy. But watching them haul themselves up out of the muck over thousands of years...well, you fall in love with their spirit.

MEGAN  
They do grow on you.

OVERSEER  
I suppose after you get used to them, they are sort of...cute.

MEGAN  
And full of surprises.

OVERSEER  
We can learn as much from them as they can learn from us.

MEGAN  
You are wise, Overseer.

Megan steps onto the transport platform.

OVERSEER

Good judgment comes from  
experience...and experience comes  
from bad judgment. I've made my  
share of mistakes.

MEGAN

Really?

OVERSEER

I'm not proud of this...

MEGAN

Please?

OVERSEER

Well, there was this one human  
named Einstein. He used to suck at  
math...

MEGAN

You mean...?

OVERSEER

I might have dropped a telepathic  
hint that led to the atomic bomb.

MEGAN

But...how come we didn't know that?

The Overseer removes a telepathic filter from behind his ear.

MEGAN

I thought those were illegal.

OVERSEER

I have friends in high places.  
Enjoy your dinner.

The Overseer touches a control. Megan BEAMS OUT.

INT. SUSHI RESTAURANT - NIGHT

Frank, Chuck, Gina and Miranda are chatting over dinner.  
Their heads turn as --

Megan - in a stunning summer dress - steps out of the  
bathroom. Customers gawk as she walks to the table and joins  
her friends.

They raise their glasses to her.

FRANK  
 Congratulations.

CHUCK  
 You look hot.

MEGAN  
 That's cool, right?

CHUCK  
 Very.

Megan looks at Miranda's sushi, uncertain.

MIRANDA  
 It's delicious. Have some.

MEGAN  
 Okay. I'll try anything once, long  
 as it ends with chocolate.

They laugh and continue to enjoy the meal and each other's company.

DISSOLVE TO:

EXT. GAS STATION - DAY

The desert gas station is jammed with CARS and PEOPLE.

EXT. SERVICE BAY - DAY

A LINE OF PEOPLE stretches from the parking lot into the service bay.

INT. SERVICE BAY - DAY

Big Al sits behind a table; collects money from every person in line.

BIG AL  
 Come on in, keep it movin' folks.  
 Only twenty bucks to see a piece of  
 a genuine UFO.

Big Al's SMASHED TRUCK is off to one side, labeled with a sign: "ATTACKED BY UFO."

The line finally files past the LANDING STRUT from Megan's old saucer. It's encased in a plexi-glass box with a sign taped to it: "WE ARE NOT ALONE."

NERVOUS CUSTOMER

You say they're already among us,  
disguised as humans?

BIG AL

Could be one standing in this very  
line. Could be her. Could be you.

The Customer glances around, even more nervous.

BIG AL

Keep the line moving, please.

The Nervous man pays his twenty and moves along. Big Al gets  
richer and richer as the line gets longer and longer.

FADE TO BLACK.

THE END