

SPIRALMIND

by

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Based on the comic book series SPIRALMIND

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FADE IN:

EXT. NINEVEH CITY, USA - NIGHT

The silhouette of a lean rabbi, hunched with the weight of time and responsibility, walks along an estate wall. RABBI SOL ROTBLATT is small in the vast dark of the opulent, fading neighborhood.

Amber eyes, vulpine and hungry, watch him from the shadows.

The dim street lamps lights show his hands buried in his pockets, his face hidden behind overcoat lapels. The condensation of his breath is milky as he walks to large gates.

Shapes emerge from the shadows; wolf-beasts pant mist into the air.

Does Sol hear whispers in the night? Are the shadowy wolves speaking to him?

A BUZZ from the intercom signals Sol to enter.

Gravel crunches under his feet as he walks up the long drive. The streetlights are far behind him. Only the moon and the penumbral light of the manor's windows guide him.

INT. MANSION - FOYER

A gaunt specter of a servant opens the door. With leathery hands he beckons Sol inside.

SERVANT

You've been expected.

Sol removes his coat and hat and hands them to the servant.

The servant takes the garments and guides Sol through the arched hallways. The servant is Charon-esque, a ferryman into the dark.

INT. MANSION - LIBRARY

DOUGLAS MAXWELL 70's, ancient beyond his years, sits in a leather chair facing a fireplace with a firm grip on a glass of brandy. Maxwell points to an empty chair across from him.

MAXWELL

Join me. I appreciate your coming
at this late hour.

Maxwell's stench disgusts Sol. Maxwell's skin is papery,
veined in the light of the fire. His hair is fibrous,
verging on synthetic. His toothy smile is long and
welcoming.

Sol speaks with an Israeli accent.

SOL

Posterity calls me to action. So I
go where I'm needed.

Maxwell motions to the servant and he approaches with a
bottle of water and a decanter of brandy. Sol waves his
hand.

MAXWELL

Water, such a curious thing.
Humans are seventy percent, or is
it eighty? Nourishes the root.

He pulls deeply from his brandy.

SOL

Did you bring me to discuss water?

MAXWELL

No dear rabbi. In all stages of
life, it is water that man needs.
It is the birth of civilization,
its germination, water is
necessary even in the end. Forty
days and forty nights, eh?

Maxwell sets his glass of brandy on the side table and
clasps his hands together. He's reached his point.

MAXWELL

Water is vital for beginnings, my
friend. Perhaps more useful than
the blink of God's eye.

Sol studies Maxwell.

MAXWELL

Look around you, rabbi! Look at
what your city has become. It
festers. It stinks.

Maxwell rises fervently. Despite the thin body, he moves
with the vivacity of a younger man.

Sol is unsure, but for a moment he sees Maxwell's shadow.
Is it horned? Crowned?

Behind them, the butler stands at the door.

MAXWELL

They are coming, rabbi, coming to
purge sin from the earth.

SOL

It is not time for the
restoration.

MAXWELL

Time?

Maxwell's mouth stretches at the corner. His face is more
teeth than human. He paces.

MAXWELL

Restoration waits for no one.
(mockingly)
Your Divine God ensures that.

Sol chokes back his fear and stands, his Israeli-accented
voice cool and clear.

SOL

Why tell me?

MAXWELL

Well, my associates and I would
like your help. No one has more
knowledge of the old text than
you, Sol.

The true, appropriately aged face of Maxwell shows for a
moment.

MAXWELL

(whispers)

Sol.

Before Sol can respond, the demon possessing Maxwell
continues.

MAXWELL

The Book of Enoch tells how the
Watchers came to earth and fell in
love with early humans. It
explains of their union and
offspring.

SOL

Bene Elohim.

Maxwell smiles at the rabbi's growing unease. His shadow's head is undoubtedly sharp. A nest of bones.

MAXWELL

They were the nephilim, the lords of old lands. They were our children. And they have a right to exist, rabbi. Your knowledge can teach them, nurture them, help them grow.

SOL

The nephilim are creatures of myth. Players in the biblical parables. Nothing more.

Maxwell saunters to the window and looks into the blackness. The amber eyes and predatory figures that stalked Sol earlier circle like sharks.

MAXWELL

This man Maxwell was hoping you could save him.

The demon allows the real Maxwell to speak. Against the darkness behind Sol, the butler has grown taller and skinnier.

MAXWELL

(quivering and
sobbing)
Careful, rabbi. It's a-

The demon returns. So does his smile. And his teeth.

MAXWELL

If you will not join us, then you are no better than the blink of an eye.

A demonic scream peals from behind Maxwell and Sol as the now monstrous butler charges. Sol clutches his ears and closes his eyes.

Sol and the butler grapple together, but Sol is easily overpowered. The butler pins him.

Coolly, Maxwell eyes Sol as he returns to his seat by the fire.

The butler's face, only a shadow, a phantasm of its human form, begins to close in on Sol. His mouth opens wider. His teeth are long and overlapping.

Somehow, Sol manages to free his hand pull the butler's head closer to his own, the butler's teeth raking the upper meat of Sol's shoulder. Sol whispers a string of Hebrew words.

The creature responds with an unearthly scream, piercing Sol's ears. A rapture of force erupts, flinging loose the creature

INT/EXT. MANSION

Mirror's shatter, dining ware is flung from kitchen cabinets, the drink in Maxwell's hand explodes.

In a leap of desperation Sol hurls himself from the second floor window, lands with a crash among the broken glass. He's safe. But only for a moment.

Sol raises his head and looks into the eyes of the wolf-beasts.

They circle slowly as Sol gasps for breath, his clothes bloody and torn. Death closes in on the rabbi. He steels himself.

A whistle from the upstairs window.

MAXWELL

Cain!

Standing in the shattered upstairs window, Maxwell is pouring himself another drink.

The wolf-beasts halt. The lead beast morphs into a hulking, unsmiling man. MARCUS CAIN is militant, mighty, and charges by the hour.

CAIN

Is this the hero who is going to save the earth?

MAXWELL

I should hope not! The rabbi is far too righteous.

SOL

The hero has been called.

CAIN

Let's hope he has a little more
meat on him then.

MAXWELL

Indeed, Cain, and a touch of
secularity if this is to be any
fun.

Sol steps forward face to face with Cain. Neither man
flinches. Over his shoulder, Sol looks at Maxwell.

SOL

Your time is coming.

MAXWELL

Our time is already at hand,
rabbi!

Sol walks through the wolven ranks and continues on his
way. Cain looks expectantly up at Maxwell.

Maxwell shrugs, sips his drink, and turns up his hand as
if to say "See to it as you like."

As Sol walks down the side of the house toward the gates,
Cain flicks his wrist to one of the beasts. The wolf-
beast breaks from the herd, and takes after the black
silhouette.

Near the gate, the rabbi turns back and stands upright,
unafraid.

As the creature is about to pounce, a portal opens in
front of the rabbi, gray, nebulous.

SPIRALMIND, a hero for the ages, emerges from the portal
and blasts the monster away with a high-power microwave
emitted from the logo on his chest.

The monster is sent flying back, violently returned to
his human form.

SPIRALMIND

Control your pet.

Cain and his crew say nothing; they return to their beast
form and scamper away.

SPIRALMIND

A man of your years should know
better than to associate with
creatures of the night, Sol.

SOL
 You saw what happened with
 Maxwell?

Spiralmind turns back to face Sol.

SPIRALMIND
 You didn't think I was going to
 let you go in there without
 backup, did you?

Sol pulls a strand of wolf hair from his coat.

SOL
 You should go home, Ben. Allison
 will wake soon.

SPIRALMIND
 I have a few hours left to do some
 good. You want a portal home?

SOL
 I'll walk. They've learned their
 lesson for the night.

Sol walks away, hands in his pockets, much the way he
 came.

SPIRALMIND
 The lesson that never sticks.

Reluctantly, Spiralmind enters the portal and-

EXT. NINEVEH CITY, USA - DOWNTOWN

Portals open, sending Spiralmind rooftop to rooftop. A
 pulse of light in his suit. A scream? He senses trouble.
 He dives off of a rooftop into-

EXT. NINEVEH CITY, USA - ALLEYWAY

Three drunk fraternity bro's tower over a bloody homeless
 man. Their knuckles are red, nostrils flared. As one
 swings his fist downward a portal opens up in front of
 him.

Saturated light washes the boys, as the leader's fist
 crumples against Spiralmind's suit. He dispatches them in
 short order, letting his portals, logo, and gauntlets do
 the talking.

EXT. NINEVEH CITY, USA - BUSY STREET

A bullet ridden van speeds down the street, trading fire with the police.

From the darkness, Spiralmind's microwave beam takes out one of the front tires. The van screeches haphazardly, threatening to veer off the road, until a portal opens up, spewing the van nose first into the asphalt in front of the halted police cars.

EXT. NINEVEH CITY, USA - SIDEWALK

A man howls in pain as a switchblade clatters to the pavement at his feet. His assailant runs off into the distance, then suddenly he's running through a portal.

INT. NINEVEH CITY, USA - HOLDING CELL

The assailant exits the portal into the confines of a prison cell. The assailant shakes his head as the portal closes behind him.

Seconds later, another portal opens. A bloody switchblade falls atop the on-duty officer's desk.

EXT. NINEVEH CITY, USA - ROOFTOP - DAWN

Helmet off, Spiralmind, now BEN LANDRY - 30s, lean in muscle with the calm, inquisitive eyes of an intelligent man, looks out across the city. Silence. It is his city, and he has done what he can. With what looks like a frown, Ben picks up his helmet and turns around.

INT. BROWNSTONE APARTMENT

Ben walks through his apartment, Spiralmind helmet in one hand, cup of coffee in the other.

Throughout the apartment we see pictures of young Ben, his mother, his father (a man in a policeman's uniform), and his girlfriend.

Ben tosses the helmet into a small portal, reaches into another portal, pulls out a small mechanical device. He sits at his kitchen table and begins to fiddle with the device.

Ben's girlfriend, ALLISON WIRTH - 30s, warm with eyes perhaps brighter than Ben's, walks to his side. She has toast and a cup of coffee in her hand. Ben tinkers.

ALLISON

What are you playing with today?

BEN

Work stuff.

Allison raises an eyebrow.

ALLISON

Computer processor?

BEN

Demon catcher.

Ben sets the piece of machinery aside.

BEN

In case you bring back anything undesirable from the dig.

Allison smiles at Ben, and she sits down at the table.

ALLISON

Should I be worried?

BEN

You're dating a superhero. When's that ever been dangerous?

Allison can see the anxiety behind Ben's humor.

ALLISON

Hey, this is a sanctioned dig. The State Department has spent months working with the Iraqi and Turkish governments. We have our own personal security team.

Ben smiles as Allison places her elbow on the table, toast still in hand

ALLISON

No pirates. No bandits. No Crocodiles.

BEN

What about mummies?

ALLISON

Only if we're lucky.

BEN

Demons?

ALLISON

We have you for that.

They lean in for a kiss, but at the last second Ben ducks his head and takes a bite out of her toast.

BEN

(mouth full)

What am I going to do without you?

Allison shakes her head and plants her lips on Ben's. She rises and grabs their mugs for more coffee, leaving Ben with the toast.

ALLISON

Make your own toast and brew your own coffee.

At the Keurig she turns.

ALLISON

Oh and I picked up your tuxedo yesterday, it's at my place. You can shower here and get dressed there or take a shower at my place and then get dressed. Up to you.

BEN

I'm not a child, I can figure these things out myself.

ALLISON

Oh really, did you remember to pick up your shoes from Altano's?

Allison sits back down at the table and hands Ben a replenished cup of coffee. Ben sits back.

ALLISON

I grabbed them yesterday. They're with the tux.

BEN

Point taken.

They enjoy the silence together.

BEN

So, what exactly are you looking for, again?

ALLISON

I found what I'm looking for. The question is, what are you looking for, Mr. Landry?

EXT. MUSEUM OF NATURAL HISTORY - DUSK

DANTE EVANS stands behind a podium atop the steps. His diction is as calculated as his choice of suit. Above him, a banner reads: "Congratulations, Dr. Wirth!"

Interspersed through the crowd, muscular security crew all have listening devices in their ears.

DANTE

Ladies and gentlemen let me tell you a story. My father was a religious man. He taught me about the man who lived three days inside a fish, a God who flooded the world. Angels. Devils. Redemption. For my father, the stories were grace and salvation, a safeguard for our souls. But for me, the sinner that I was, that's all they were: stories. But they stayed with me. Always. You can imagine my surprise when I learned that one of Nineveh's own had been selected to lead an expedition to one of the middle east's most pristinely preserved Judeo-Christian religious sites. It is an honor to present to you all the archaeologist who will unearth the fact from the fiction, the history from the myth, and with luck, will provide the world with another great story.

Dante opens his hands and swings them in Allison's direction.

DANTE

Dr. Wirth's team is comprised of experts in the fields of anthropology, biology, archaeology, and engineering. All of this thanks to a generous donation from a key donor who, despite my urging, wishes to remain anonymous.

Is it just chance, or do Dante's eyes linger a second too long on the face of Maxwell? Incognito, Maxwell's face is hidden under a broad hat. His toothy smile, however, gleams.

DANTE

Now, I'd like you all to join me
in congratulating Dr. Wirth.

Allison smiles and approaches the podium as the audience erupts into applause.

Ben stands in the back of the crowd clapping proudly.

Allison inhales, steeling herself. She did not go into anthropology for the spotlight.

ALLISON

Thank you all so very much for
your support. Let's give thanks to
our extraordinary governor, Mr.
Evans.

(pause for praise)

We will be searching deep in a
canyon of the Northwest Zagros
mountain range.

On large flat screens overhead, surveillance of the Zagros Mountain range and various other photos related to her speech appear. This is her topic. She eases.

ALLISON

We believe that the site, and any
relics it contains, have lain
untouched for centuries. For many
years the Turkish government has
disallowed any excavation or
testing at this site. Until now.
With the great leadership and
diplomacy of Governor Evans, the
Turkish government has finally
granted access to our team.

Photographs of ancient pieces of wood, scrolls, pottery appear on screen.

ALLISON

I will be joined by archaeologist
Nicolas Aposteles, anthropologist
Catrina Marino, and religio-occult
specialist Irene O'Leary.

As Allison mentions each member of the crew they stand up and wave.

NICOLAS APOSTELES is satyr-esque, CATRINA MARINO is mousy under the bright light, and IRENE O'LEARY is as loopy as her profession would indicate.

ALLISON

Thank you all, and I promise to
make the citizens of Nineveh proud
of one of their own.

Allison scuttles off stage, and immediately people rush to greet her. She also did not go into anthropology for her love of crowds.

Ben skulks toward the street, the press of the crowd unpleasant

INT. MUSEUM OF NATURAL HISTORY - MUSEUM FLOOR

Merriment fills the air, excitement fills the crowd. Centered in a gaggle of glad hands, Dante presses the flesh with glee. However, his eye catches something. Someone.

ANTAKYA, ingratiating and slimy, stands near a catering table nibbling timidly on his food.

Nonchalantly, Dante approaches, serving himself a plate. Antakya nods his head like a rube, oppressed by Dante's presence.

ANTAKYA

It almost seems a shame to wait.

Through the throng of partygoers Antakya eyes Allison. Antakya bobs his head harder, anxious at Dante's silence.

ANTAKYA

The company is here. You are here.

DANTE

We pay you to guide them, Antakya.

ANTAKYA

It seems to make less waste. That
is all.

Dante finishes his plate and sets it down. He ponders something.

DANTE

Come with me.

Dante shakes hands with socialites as he walks deeper into the museum. Antakya tries to keep up.

INT. MUSEUM OF NATURAL HISTORY - INNER HALLWAY

Antakya takes two steps for each of Dante's as they walk. Antakya slopes his shoulder forward.

DANTE

Do you attack a bull while still
in the pen?

ANTAKYA

Sir?

Dante shakes his head. He can't stand those who can't keep up.

DANTE

No. You isolate it. Bleed it. And
you certainly don't attack it in
the wild.

ANTAKYA

As you like, sir.

DANTE

Any attack on Ben Landry or
Allison Wirth here would be
certain defeat.

ANTAKYA

Where are we going, sir?

DANTE

Here.

INT. MUSEUM OF NATURAL HISTORY - ART EXHIBIT

Inside the room oil paintings of destruction and damnation hang on the walls. Hieronymus Bosch. William Blake.

Maxwell, hat pulled down, stands in the center of the room. Two private security guards stand by the exit.

DANTE

(to Antakya)

Are you ready to take the next
step?

Fear covers Antakya's face.

MAXWELL

It won't hurt at all.

Antakya turns to run, but he's stopped by the guards at the door.

DANTE

(to Maxwell)

You're a terrible liar.

The guards escort Antakya the center of the room, pushing him to his knees. He bobs his head, unsure what else to do.

Maxwell steps forward.

MAXWELL

(to Antakya)

A piece of me will be with you now.

Maxwell looks to Dante. "Better?" his eyes ask.

MAXWELL

And this will be excruciating.

The lights dim and Maxwell's shadow, the horny protrusions, seems to cover the room. Maxwell's eyes roll back as the demon leaves his body and enters Antakya's. Oily blackness fills the air. A meaty security guard palm clamps over Antakya's mouth as the blackness enters his eyes, ears, and nose. Muffled screams.

After a moment Antakya stands up. The morphed shadow is now his. His head doesn't bob. He's not hunched. He wipes streaks of blackness from his eyes.

ANTAKYA

It feels good to be young again.

Antakya and Dante exit the room. Dante gestures toward Maxwell's body.

DANTE

Keep him safe, gentlemen.

Above Maxwell's inert body a great oil painting of a screaming man seems to call into the silence.

EXT. MUSEUM OF NATURAL HISTORY

Away from the those who linger outside, Ben sits on a bench tinkering with one of his demon catching devices.

ALLISON

Did you like my presentation?

Ben pockets it and stands up.

BEN

You might have a future in motivational speaking.

ALLISON

And leave the world's ancient ruins to sleep soundly?

BEN

I envy their peace. You want to get out of here?

ALLISON

I was thinking we could dance. Just for appearances. Don't hate me.

BEN

Will you keep me safe from the crowds?

ALLISON

I was just about to ask you the same question.

INT. MUSEUM FLOOR

The music is a legato near-waltz. Subdued. A slow number for all the ladies and gentlemen.

BEN

I was thinking, I have about two weeks of vacation days saved up. What if I go with you?

ALLISON

You'd leave the city all alone?

Ben shrugs his shoulders.

BEN

Sol and Tom could watch it.

ALLISON

They can barely watch themselves.

BEN
(teasing)
Careful what you say. Those guys
practically raised me.

Ben pulls her close, and they dance peacefully for a moment. Until, over her shoulder, he eyes Dante. The silver politician pontificates with a champagne flute.

Allison feels him tense. She looks up.

ALLISON
Is everything ok?

BEN
It's just a bad feeling. Unease.

They continue dancing.

ALLISON
Has the Spiralmind shown you
something recently?

BEN
It's been,
(beat)
Unyielding.

For some reason Ben keeps noticing the security guards. He recognizes them from somewhere.

ALLISON
Does it still show you your
mother?

BEN
Everyday. Sometimes it's merciful
though.

ALLISON
You were just a kid, Benny.

BEN
You know who I am, Allison. You
know the power that I have. I've
never been just anything.

ALLISON
Have you spoken to Sol lately?

Ben presses his forehead onto hers.

BEN

Let's not talk about this anymore.
Today is your day and I just want
to enjoy it with you.

Dante continues his crusade of affability, the music moves through the crowd like a current, and despite the oppressive, high society atmosphere, the couple has only eyes for each other.

EXT. BEN'S APARTMENT - NIGHT

Ben walks on the deserted sidewalk toward the entrance of his brownstone. His bow-tie is undone, and his suit fits him like a melting ice cream cone. Maybe it's Ben that's beginning to melt.

INT. BEN'S APARTMENT

Footsteps ring in the empty foyer as Ben sets to his apartment on the second floor.

As he opens the door, there is a black fedora on a small hallway table. He stares at the black fedora and recognizes its owner. Sol stands on the balcony. Ben approaches.

BEN

Hello, rabbi.

Sol turns and smiles at Ben. The smile doesn't reach his eyes.

SOL

Hello, Ben. How was the evening?

EXT. BEN'S APARTMENT - BALCONY

Ben walks outside with Sol. They both stand looking out at the city.

BEN

Allison left this morning. What brings you here?

SOL

I'm glad you enjoyed yourself.
There's much weight on your soul.

Sol takes a deep breath.

SOL

It's cold, but it feels good to be
alive.

Silence for a moment between the two until Sol turns from
the city and leans his back against the railing.

SOL

Do you remember the day your
mother died?

Ben nods, still looking at the city.

Sol turns his head to look at Ben.

SOL

You saw me battle against
Maxwell's demon. I failed to drive
the demon from his body. I haven't
failed an exorcism since the day
we lost your mother.

BEN

You couldn't have-

SOL

I didn't come here for
consolation, Ben. I came with a
warning.

BEN

Spiralmind is ready.

SOL

But are you ready?

Ben walks into his home. Sol follows.

BEN

Do I have a choice?

SOL

You've lived a good and quiet
life, Ben. I'm sorry but now you
will have to fight.

BEN

I've always fought.

SOL

Then this should be easy for you

Sol smiles and walks down the hallway toward the door. He
puts on his fedora.

BEN

Cain's guards were running security at the soiree.

SOL

The mercenary from the mansion? Did you tell Allison?

BEN

Apparently they're a well respected firm.

SOL

Keep an eye on her, Ben. That's all you can do.

(beat)

Maybe someday you will have a life of peace. I would like that for you.

Sol walks out the door leaving Ben alone with darkness and the echo of footfalls.

Ben turns and pulls a snow globe from the mantle above his fireplace. His mother's.

Turning from the mantle, Ben spins the knob on the bottom of the globe. In the leather chair facing the fireplace, he holds the globe to his temple and listens to the music from his childhood. A sadness fills his eyes as he gazes down.

EXT. LANDING STRIP - DAY

The expedition crew exits the plane into the sweltering climate of Iraq. Cargo is removed from the guts of the plane and loaded into transport SUVs. Aposteles carries only a small box. Catrina struggles with a box no bigger than Aposteles'. Irene leaves them in the dust with a larger load.

And soon, Allison and co. are moving through-

EXT. CAMP SITE - DUSTY ROAD

A trail of dust blooms across an empty desert as Allison and her expedition examine the landscape. Antakya gestures to various crags and fauna. Behind them, a series of similar SUVs form a line.

A fat locust crawls over a discarded water bottle.

The caravan pulls up to an empty stretch of sand and the crew sets to unload the gear a second time.

ALLISON

Isn't this dry heat just wonderful, folks?

INT. CAMP SITE

Allison, bags in hand, walks next to Aposteles who carries the same minuscule load.

APOSTELES

I don't understand why we need so much gear, Allison. I've been on treks with nothing more than a canteen, a map, and the lust for adventure!

ALLISON

Maxwell Industries pays for more gear than we could possibly need and it's still not good enough for you.

APOSTELES

I'm a man of the earth, Allison. These gadgets are superfluous to me.

ALLISON

Yeah well, we can't all have your rugged affinity for the outdoors.

Aposteles sets down his cargo and wipes his brow. He puts his hands on his hips and breathes heavily.

All around them the hired help swarm like ants from a kicked hill.

ALLISON

Hop to it, doc. We're not done yet. Adventure never rests!

Allison pulls a penknife from inside of her boot and jimmies open the Maxwell Industries box.

Inside she finds and apportions a set of handheld radios. The discarded crate lid bears a Maxwell Industries stamp that reads: "WE'RE HERE FOR YOU."

CATRINA

Knife in the boot, Allison? Seems
a bit devious to me.

ALLISON

Preparation's the enemy of
disaster.

Tents spring up as the sun sets. Tables bearing high-tech equipment are unfolded. Irene is a work horse, and Aposteles is the un-elected foreman.

CATRINA

Care for a look around, doctor?

Aposteles pivots to look at Catrina. Back over his shoulder, he eyes Irene cracking the whip.

Two expedition members unload a series of crates and begin setting up the satellite equipment.

APOSTELES

Do you think they'll be able to
finish without my help?

CATRINA

I think they'll be lucky to
survive if Irene keeps on them
like this.

APOSTELES

In that case...

Antakya, at the top of a near ridge, motions to the two.
His shadow is unseen

ANTAKYA

Come on, my friends. It's only
three miles as the crow flies.

Aposteles and Catrina approach Antakya.

One of the crew approaches.

EXPEDITION CREWMAN

Dr. Wirth? The SAT is ready.

Allison walks over to the large table of satellite equipment, leans close, and punches a series of numbers into a keypad.

Within seconds she is looking into Ben's face, his mother's snow globe on the table beside him.

BEN

Hey, you.

ALLISON

Hey, yourself. Just got in. We're working on set up now.

BEN

Is everything ok?

ALLISON

Everything's fine, worry wart. Can't talk for long. Just wanted to see your face.

BEN

Call if anything comes up, ok? I'll be there in a second.

Allison fakes a kiss into the camera. Mwah.

ALLISON

I'll be back in one piece before you even miss me. Signing off.

She ends the call and sets off to continue unpacking.

INT. ALLISON'S TENT - NIGHT

Allison sits alone in her tent, examining several maps layered across a central table.

Irene lifts up the tent flap.

IRENE

Hey, Allison, have you seen Catrina or the greek?

ALLISON

Not since they left. Are they not back yet?

IRENE

I would've felt their presence.

(beat)

Or we would've heard the greek.

Allison smiles at what must be a joke. Then she notices Irene's worry. She folds up the maps and pops open a chair for Irene.

ALLISON

Is everything ok?

Allison returns to her chair.

IRENE
The silence out here.

The only sound is the rustle of the unclasped tent flap.

IRENE
It's deafening.

ALLISON
There aren't very many of us out here.

IRENE
Allison, there's no one out here.

ALLISON
We have security guards.

They stare at each other for a moment. The tent flap rustles. Blackness outside.

Irene shakes her head very slightly.

Breaking the silence, the cracked, brown face of Antakya peeps through the tent flap.

ANTAKYA
My friends,

Irene and Allison jump.

ANTAKYA
I have something to show you.

ALLISON
Where are Catrina and Dr. Aposteles?

ANTAKYA
They are at the site. Waiting.

Antakya is trying to hide the hunger in his eyes. He almost succeeds.

ALLISON
This late?

ANTAKYA
They are up ahead. Waiting for us.

Abruptly Antakya leaves. Allison and Irene follow. There are no lights anywhere else in camp. Maybe everyone is sleeping.

INT. THE BLACK MARKET - AFTERNOON

Ben walks inside the bar to see FATHER TOM O'BRIEN, late-50s, barrel chested with a thick south Boston accent, sitting at the bar.

Tom is watching Cecil B. DeMille's "The 10 Commandments." On screen Charlton Heston is closing down the parted sea on the mob of Egyptians. It is the only holy light in a den of drunkards and downtrodden, excluding Tom of course.

Ben approaches.

BEN

I think I preferred him in Planet of the Apes.

TOM

Benny! Good to see you, you damn dirty ape.

BEN

(pulls up a stool)
You still like him after the whole, "cold dead hands thing"?

TOM

He died old. Go soft on him.

BEN

You're old.

TOM

But this old boy's not soft.
Wasn't that long ago you and I went toe to toe in the ring.

Clearly uninterested in hospitality, barkeep looking like she walked straight out of a music video approaches and cocks an eyebrow.

BEN

(to the barkeep)
Water's fine.

TOM

Scotch for me.

She pours. They drink. Tom needs courage. And another glassful.

TOM

I haven't seen your father in thirty five years, Benny. I uh-well, he had stones, you know? And uh, he had guts, right? Best man to ever wear a badge.

Tom stands abruptly to break up his stumbling speech.

TOM

One sec, I gotta go shake hands with the senator.

Tom wrings his hands and departs. Ben knows Tom is playing for time. Ben knows when to go soft on him.

Heston gesticulates wildly on screen.

Moments later, none other than the centurion-esque Cain, plus cronies, enters. Ben turns to Cain with a smile on his face.

CAIN

Hello, Mr. Landry, buy you a drink?

Ben averts his eyes. He's not much for words when out of the suit.

EXT. EXPEDITION CAMP - MOUNTAIN ROAD - NIGHT

Haphazardly through the dark, Antakya drives the women down a winding road.

Scorpions skitter under rocks.

ANTAKYA

Long ago, before the oil rigs, and the Romans, and even the snakes, this place was beautiful. There were people here. No war. Families with one hundred children and farmers without drought.

The canyon from earlier rises in the distance. The wildlife falls away.

ANTAKYA

And then came the tall ones. From
the outlands they brought gifts of
gold. Sheep with endless wool.
Tools of copper and iron.

INT. CANYON

Moon beams and headlights illuminate the high walls. The
three drive deeper.

ANTAKYA

We called them djinn. Some call
them angels. Whatever their name,
they wanted one thing. They wanted
to be normal. The djinn settled
with the humans, and for a time
there was peace.

Allison looks at her Irene.

ALLISON

(whispering to Irene)
We can go back if you're
uncomfortable.

IRENE

(whispering back)
Catrina and Aposteles are waiting
for us.

ANTAKYA

In time the djinn married and had
families. The trouble began soon
after. Death came with the
children of the djinn. The
nephilim. Fearing the half-breeds,
the townspeople kept them locked
inside their homes. When sheep
began to go missing, the
townspeople chose not to notice.
There were wolves in this land of
plenty. But when the human
children began to disappear, no
one could continue in ignorance.

The canyon widens, and together they walk into-

INT. RELIGIOUS SITE

Small spires surround a raised alter in the center of the
clearing.

Far off two human figures stand at the foot of the altar's stairs.

ANTAKYA

One night when the djinn had all gone to hunt, the townspeople set upon the half-breed children with tools of iron. The djinn's own gifts.

They drive closer to the two figures

ANTAKYA

Some hid, some escaped. These nephilim. The stories differ. One thing remains the same. When the djinn returned, they were poisoned with rage. The wool it turned to sand, the gold to wood, and the blood of the town fell on wood and sand alike.

They exit the car some fifteen feet away from the two standing figures. It must be Aposteles and Catrina.

ANTAKYA

In time the escaped nephilim returned. Full grown and hungry. They brought with them a solution to the bloodshed. A simple solution.

Allison and Irene approach the other two.

ALLISON

Catrina? Aposteles?

Behind them, Antakya smiles. Sinister. Excited.

Allison walks around Catrina and Aposteles. Their throats are cut. Their eyes are wide. Streaks of blackness pour down their face.

ANTAKYA

Sacrifice.

Allison and Irene scream, turn to run, but Antakya is there. He grabs them by the neck. Black mist exits his mouth, jaw unhinged, and flows into Irene and Allison.

INT. RELIGIOUS SITE - THOUSANDS OF YEARS AGO - DAYTIME

Allison and Irene rise with a gasp. The site is untarnished by age. Nephilim, creatures with long, sinewy bodies and elongated skulls surround the bloody altar. Some are naked. Some wear agals, others tunics, most wear rags.

A small cluster of bound humans is pushed up to the altar. The nephilim push the humans to their knees.

Frantically, Allison and Irene wipe their face for blackness. Nothing changes.

ANTAKYA

This is what it looked like.

More nephilim are seated around the rim of the canyon.

The thunder of slow footsteps echoes from a cave in the right canyon wall.

ANTAKYA

This is how peace was achieved.

A large nephilim, the alpha, exits the cave. He approaches the altar. The humans scream in terror.

Allison looks on as the large nephilim walks up and completes the sacrifice.

ANTAKYA

Some things never change.

Antakya stands between Allison and Irene as the alpha nephilim walks down the steps toward them. Irene whimpers. Allison puts her hands to her mouth.

As the alpha walks closer, Allison kneels, head bowed. Irene drops to her knees.

ANTAKYA

Good girls.

The alpha just a few feet away, Allison rises suddenly and throws a handful of dust into Antakya's eyes. As he reaches for his face, Allison throws him into the nephilim's path.

The illusion is shattered. Irene and Allison have running black streaks down their face.

The nephilim are not part of the illusion, however. They are everywhere.

ALLISON

Run!

She sprints back to the car. Irene follows, but isn't as lucky. She's snatched.

Allison makes it into the car, struggles to start it. The nephilim are closing in. It roars to life, and Allison books it. A nephilim jumps in her way, and she clips it, sending it flying into the canyon wall.

INT. THE BLACK MARKET

Ben's water glass clunks onto the wooden bar.

BEN

Cain, right? I saw you at the museum.

CAIN

I'd like to have a word with you outside, Mr. Landry. In private.

BEN

I was thinking we could have a drink in here.

CAIN

I'm afraid I must insist.

BEN

Insist all you like.

The challenge is clear to both men. Cain is mere feet from Ben.

CAIN

Have it your way then.

The thugs escort the only other customer outside the bar.

BEN

Easy, fellas, you don't want a drink, just say so.

Ben crumples the glass into Cain's face. Chaos ensues. Wood splinters. Shards of glass. The barkeep looks on.

INTERCUT EXPEDITION CAMP / THE BLACK MARKET

Allison drives wildly through the desert, dust billowing behind her. A second dust cloud follows her. The nephilim.

Ben has training, but Cain has strength. And numbers. Soon, the mercenary overpowers Ben.

As Ben is being beaten, a chair smashes over Cain's back. More splinters. More shards. Tom, an ex-boxer, joins the fray.

Allison drives as far into camp as she can. In the distance she sees the satellite equipment. She sprints toward it and begins to punch numbers. She hears howls in the distance.

Inside the Black Market the tables are turning, a mercenary's face is slammed through a grimy pinball machine. Tom struggles with one mercenary. Ben with three others.

Finally, Allison has booted up the system and successfully dialed Ben. She can barely stand still. The screams are close behind her.

On the bar of The Black Market Ben's phone vibrates. He is occupied.

An arm, human but smeared with black, wraps around Allison's neck.

ANTAKYA

Come now!

She flips Antakya over her back and shoves his face into one of the display screens. Sparks fly. She gets another kick in, but then the nephilim swarm. Sinewy arms grab her. She's sucked into the swarm.

INT. BLACK MARKET

Ben punches the nail into the coffin by throwing one of Cain's men into the Love-O-Meter besides the pinball machine. Cain stands straight, shoots his cuffs, looks at both Ben and Tom.

He's burying his anger well, but it still bubbles. He pulls out a handkerchief and wipes blood from his brow.

Cain

Next time let's talk in private,
Mr. Landry.

(beat)

For the damages miss.

Cain removes a few bills from his wallet and places them on the table. The barkeep still is unmoved.

Cain picks up the coney lying on near the pinball machine, tosses him over his massive shoulders, and walks out the door. The others collect the fallen man by the Love-O-Meter and follow.

BARKEEP

Never a dull moment with you two around.

BEN

This place is called The Black Market right?

TOM

Yeah, Applebee's just can't match the air of danger and desperation that you guy's've worked so hard to cultivate. At least that goon was kind enough to pay for his mess.

Tom slaps Ben on the shoulder and smiles.

TOM

Who were those guys, anyway?

BEN

Private security. Associations with Dante Evans.

TOM

Those were the governor's boys? What the hell'd they want?

BEN

Not sure, but I plan on finding out.

TOM

You got some real detective work ahead of you, Benny.

Tom's face is suddenly serious, the post-fight jubilation is gone.

Unceremoniously, he pulls a chair from the wreckage and sits in the middle of the room. Ben follows suit.

TOM

Thirty five years is a long time. I remember when you were this freaking big.

Tom holds two inches between his fingers.

BEN
There's no way that's right.

TOM
Indulge me.

Ben stands and claps Tom on the shoulder.

BEN
That's all I ever do, old man.
Gotta go talk to my rabbi. Have to
call Allison too.

TOM
You think that old fart can help
you with your problems?

Tom stands and walks back to the bar.

TOM
Do some snooping on Cain while
you're at it!

Ben leaves and Tom turns back to the bar, signaling
another scotch.

TOM
I guess a priest wasn't good
enough.

EXT. NINEVEH STREET - NIGHT

Ben walks alone down a vacant street.

Around him, stores closed up for the night. Graffiti
covered steel shutters. Meteoric potholes.

He dials Allison's number. Disconnected. He walks faster.

Turning down an alleyway, Ben opens a portal. He doesn't
break stride as he enters into the gray mass.

INT. SPIRALMIND LANDSCAPE

Ben's dark leather shoes echo as he walks into an opaque
white room, void of walls or defining characteristics.

A comfortable leather chair coalesces in the center of
the room, and he sits down.

BEN
Show me...Sol Rotblatt.

The front half of the room takes on the appearance of a Nineveh city street. Sol is walking alone, coat pulled up and hat pulled down.

Ben motions to the portal.

BEN
Show me Marcus Cain.

The portal opens and reveals a bruised Cain.

Cain walks out of an elevator into a nicely furnished waiting room - the office of Governor Dante. The Spiralmind grays out when Cain enters the office.

BEN
Hmm... Show me Marcus Cain.

The scene remains occluded; the Spiralmind portal is unable to present an image of Cain.

BEN
Hmm. Show me Dante.

Again, the Spiralmind is unable to produce an image.

BEN
What? Show me Allison Wirth.

For a moment Ben can see an aerial view of the camp, but soon that fades to gray as well.

BEN
No... no... no...

Ben stands up abruptly and walks through another portal, exiting the Spiralmind portal back into the abandoned alleyway.

INT. CANYON - NIGHT

The movement of running feet rocks Allison. Her wrists are bound and wrapped around the neck of a nephilim. Allison cranes her neck around. More nephilim stand at the top of the canyon walls.

INT. RELIGIOUS SITE

The nephilim drops Allison unceremoniously next to Irene. Her skin crawls as the nephilim sniffs the air around her head. Irene is battered and bloody.

IRENE
Allison.

IRENE
Who's Ben?

ALLISON
What?

IRENE
(weakly)
I can see him through you.

Antakya walks over, barks something to the nephilim. His face is a ruin: one eyelid is clipped off, pink burn marks around his jaw. He doesn't seem to mind.

ANTAKYA
You really did a number on me,
sweetie.

ALLISON
Next time your friends won't be
there to bail you out.

IRENE
Don't taunt it, Allison.

The horde of nephilim walk into the cave, herding Allison and Irene forward. Antakya follows.

INT. CAVE

For a few moments there is nothing but the swish of dry wind and the THUD THUD of shoeless feet. Further in portable sodium work lamps light the walls.

On the walls Allison sees paintings of large humanoid creatures standing near standard sized ones. A ritual of some sort? The painted figures have elongated skulls and are depicted doing various things: sitting on a throne, sacrificing a smaller human, fighting off a horde of the smaller humans.

IRENE
It's them. The half-breeds.

INT. CAVE - CAVERN

In the center of the open cavern they see mummified nephilim, eldritch and ancient, sitting on a stone throne. It is the alpha male from Antakya's illusion.

ALLISON
(to Irene)
Look familiar?

ANTAKYA
Only in your dreams.

INT. BEN'S APT - NIGHT

Ben enters the room to see Sol sitting in the dark. Ben turns on the light and speeds toward his room. The rabbi pursues.

RABBI SOL
What's wrong, Ben?

BEN
Maybe nothing. Maybe trouble.

Inside the bedroom Ben pulls pieces of his suit through portals and begins assembling.

SOL
Allison?

Ben grabs the demon catcher he was tinkering with earlier and attaches it to a gauntlet.

SOL
Where are you going?

BEN
East.

Sol slides a hand down his face in exasperation.

BEN
Something is on the horizon, Sol.
I can feel it, but the Spiralmind
won't show me.

SOL
And so you charge in like a raging
bull?

BEN
I'm supposed to be a hero, Sol.
How can I protect people, protect
Allison, if I wait around for
disaster to strike.

The rabbi approaches and puts a hand on Ben's arm, halting his work.

SOL

There are others who care for you.

Ben hangs his head.

SOL

We need you, Ben. Heroes are overrated, people are not. You fight for what you believe.

BEN

And what if belief isn't enough?

SOL

Then we carry on.

Tenderly, almost fatherly, Sol smooths out the wrinkles on Ben's shirt.

SOL

Do one thing for me before you leave. Go back. Examine your roots. Maybe it's not that the Spiralmind won't show you something, but that it can't. That's what you need to worry about, Ben.

Sol walks to the exit. Ben stands alone.

Ben motions. A Spiralmind portal opens, and he walks inside.

It closes behind him, leaving the apartment empty and dark.

INT. SPIRALMIND LANDSCAPE

Walking to the leather chair in the center of the room, Ben holds out his hand. A glass of water coalesces.

Ben raises his hands in front of him and a selection of two dimensional rectangles appears from the ground following the motion of his hands.

He cycles through the various memories by moving his hands to the right or the left.

Occasionally, he selects a rectangle and presses it. When he does, the environment replicates the rectangle's content exactly.

Young Ben sitting with his mother at his birthday, him playing in a park with other kids, him cuddling with his mother watching cartoons - he finally selects one.

He exhales and waves away the other memories. One singular rectangle enlarges and Ben walks into it.

EXT. WOODED ROAD - DAY

Though completely replicated, the memory is muted. Almost atonal.

Adult Ben steps from the portal to witness his ten year old self riding on chrome BMX bike with blue mags. The boy pops wheelies, does small, ineffective jumps.

Adult Ben walks alongside him as the bike rolls down the road. Ben reaches out hesitantly; he wants to connect, to feel.

Sounds of a car approaching and a door thunks shut.

TOM

Ben. You need to come with me
right now.

The young version of Tom looks afraid. He tries to smile.

Ben's bike crashes to the ground.

INT. BEN'S CHILDHOOD HOME - HALLWAY

Young Ben stands with his hands in his pockets while Tom and Sol argue near him.

Ben leans with his arms crossed, a silent observer.

From behind the door we hear inhuman screeches and crashes and occasionally the door shakes in its hinges.

SOL

The boy is not ready. He's too
young.

TOM

His age doesn't matter anymore. We
need his power! She's done for
without it.

SOL

Would you risk losing them both,
Tom?

Tom runs a hand through his hair, un-thinned by age.

TOM

So do we perform the exorcism?

SOL

We have no other choice.

Sol and Tom return to the bedroom.

Ben walks and stands next to young Ben, both of them look at the possessed woman. The woman thrashes about visibly, then stops.

She sits up on the bed and stares at them both - the door slowly closes on them.

EXT. BEN'S CHILDHOOD HOME - PORCH

Ben leans on a supporting pillar and stares at young Sol and his younger self.

YOUNG BEN

It's worse today.

SOL

I know, Ben.

YOUNG BEN

Why is this happening to us?

SOL

We cannot know, Ben, not yet. I imagine it's because, someday, you are going to change the world.

The mother's screams are faint but audible.

SOL

On days like this it's hard to remember, but He is everywhere.

YOUNG BEN

He hasn't been around here lately.

SOL

You are wrong, Ben. He has gifted you the Spiralmind, one of the 10 Sephirot. An essence of his power. Netzach, embodiment of victory and endurance, will guide you. It is the architect, and you are the defender.

A long path stretches before you.
 I would walk it for you if I
 could, but I was not chosen. It
 will be hard, but it does not need
 to be lonely.

YOUNG BEN

Is mama going to be ok?

Sol smiles as kindly as he can and pats the boy on the back.

Adult Ben gets up, walks off the porch, turns to look at his rabbi and his younger self, turns again and walks back into the distance.

EXT. WOODED ROAD - SUNSET

Ben stands near his BMX bike. He looks down the road. No one. He stands a moment and looks at the sunset.

IRENE

(faint)

Ben.

Ben looks around, unsure of what he's heard. After a moment he turns his back to the sun and enters the portal.

INT. CAVE - PATHWAY - NIGHT

Lining each side of the pathway are the mummified corpses of old nephilim kings. The weapons vary, but all inspire terror.

Antediluvian script covers the rivets and craters. The creatures move without noticing.

Heads jostling with each step, Allison looks at Irene. She mutters something. Footprints of blood follow them.

ALLISON

What?

IRENE

It's Ben...I'm calling him.

ALLISON

Last time I checked, Ben was two thousand miles away. I think we'll have to save ourselves.

IRENE

You, yes. For me...I have a horrib-

The nephilim and cargo arrive at a metal door, incongruous against the stone. The creature bangs. Reverberations through the cave.

The door slides open and the creatures carry them inside.

EXT. BLACK MARKET - NIGHT

Sol and Tom walk side by side down an empty sidewalk. The streetlights provide the only illumination.

SOL

I worry for Ben, Tom. The time of trial is nearly upon him.

TOM

He's a tough kid. You gotta have some faith, Sol.

SOL

We rarely lack faith. I worry more for the flock.

TOM

You calling Ben Landry a sheep?

Tom claps Sol's shoulder affectionately. Sol cracks a quiet smile.

TOM

Ben's our boy. Without him we have nowhere to lay our chips.

SOL

Faith then, Tom.

A black SUV pulls onto the sidewalk blocking their path.

TOM

Gonna need a bit more than that right now.

Tom straightens up, removing his hands from his pockets.

Cain and five of his goons emerge from the car.

Their faces show the cuts and bruises of their previous run in with Ben and Tom.

TOM

Back for round two, eh boys?

CAIN

There's no need to fight, old man.
Just step into the car and we'll
be on our way.

TOM

You've heard the line about rides
from strangers.

Tom claps his hands twice and raises them in front of his face, ten years ago he would've been a bruiser. Now he's just bruised.

Sol calmly removes his hat and sets it on the lid of a trash can on his left.

TOM

Let's get to it then.

Cain looks to one of his goons. Exasperation evident.

CAIN

Goddamn Catholics and their
suffering.

Sol, hand still atop trash can, grabs the lid and smashes it into the face an oncoming goon. Tom sets in to box another goon.

The two men fight hard, but are clearly out-matched. As the fight continues, the goons are still human, but noticeably more bestial.

The goons pick the two men up and throw them unceremoniously into the SUV.

Cain throws Sol's fedora onto his body and shuts the door.

INT. LABORATORY - NIGHT

A creature breaks off from the pack and herds the two women further into the laboratory. Instead of mummified kings, vats of disfigured creatures line the path. Instead of stone, the walls are mostly metal. Sterile and surgical.

Two scientists in lab coats push a gurney with a half dissected body of one of the experiments.

The creature carries them through a back hallway, sets them down in a windowless room, and sits against the back wall.

Allison glances at the creature, but it has no interest in them. Beside her, Irene weeps. Allison unbuttons her shirt and takes it off. Beneath, her tank top is stained with blood.

ALLISON

It'll be ok.

IRENE

For you, yes. He's is coming for you.

Allison stares at the ground, holding Irene's shoulder.

A jovial knock sounds at the door. After a brief pause, Dante enters and smiles his money smile.

The nephilim rouses quickly and bows to Dante.

Dante waves him up with a smile and the nephilim stands.

DANTE

Welcome, ladies. I apologize for the accommodations, but they're the most comfortable we could muster on short notice.

Dante smiles but his eyes are cold and hard.

ALLISON

Dante, what ar-

DANTE

Please, please no interruptions.

He pauses, centers himself.

DANTE

I can't imagine how shocking this must be for you. All will be revealed in time, Allison. For now, I'll shoot it to you straight. If you behave, you'll remain unharmed. Fair?

He walks over to the standing nephilim and motions for him to sit.

Obediently, the creature kneels and looks at the ground. Even kneeling his head reaches Dante's chest.

ALLISON
So the religious site was
bullshit.

Dante begins to walk back in front of Allison.

DANTE
Not at all. It was useful. We
needed you away from the city. We
need Ben-

ALLISON
What are you talking about-

Anger flares in Dante's eyes, and he slaps Allison.

DANTE
That's enough. I will not tolerate
further interruption.
(composing himself)
As I was saying, I offer you the
same choice we offered Sol, work
with us or be destroyed.

Above Dante's shoulder, Allison sees a metal air vent.
She looks away, meeting Dante's eyes head on.

ALLISON
I think I'd rather rot.

For the first time Dante is excited.

DANTE
Allison, I don't think you
understand the stakes. There will
be no rotting.

Dante yells something unintelligible to the kneeling
nephilim in its own language, throaty and grating.

Obediently, the nephilim stands and approaches Irene. She
screams and struggles as the monster pins her to the
ground.

Calmly, Dante removes a case of hypodermic needles from
inside his coat pocket. He selects one, bends down, and
injects the contents into Irene's neck.

Her screaming intensifies, and suddenly her body
transforms. Her head and ribs elongate. Her clothes rip
and the tenor of her screams change in tune with her
body.

Grunts instead of screams as her change into a nephilim completes.

EXT. BEN'S APARTMENT - NIGHT

Feet tramp down on old stairs. Mercenaries wait quietly outside Ben's door. One of the goons makes eye contact with Cain.

INT. BEN'S APARTMENT

As Ben exits a Spiralmind portal he doubles over in pain. Irene's nephilim screeches fill his head.

His bedroom door shakes with the screams as Cain and his goons burst in.

CAIN

Quickly now.

They pick him up and toss him effortlessly into his dresser.

Bedlam in a brownstone: monstrous screams intermingle with the sound of destruction, and the animalistic noises of Cain's goons.

Ben tries to fight back, but Irene's constant, transformative screams cripple him.

The goons pick Ben up again and they throw him into a full length mirror.

Ben looks to the door. Guarded. The goons closing in. He looks at the cityscape of Nineveh through his window.

In a split second Ben leaps through the glass and falls into a Spiralmind portal.

Cain walks to the window and looks out, expecting to see the broken corpse of Ben. He only sees bits of broken glass and a smattering of blood.

CAIN

Damn it.

He turns back inside and places a call to Dante.

INT. LABORATORY CELL

Dante pulls out his phone and examines the caller ID.

DANTE
One moment, ladies.

Dante leaves the room. Irene's grunts are muffled as the door closes.

DANTE
What is it, Cain?

CAIN
It's him, Mr. Evans. He got away,
but we have the priest and the
rabbi.

DANTE
I'll give you one chance to
rectify this, Cain. You know
what's at stake here.

INT. SPIRALMND LANDSCAPE

Battered and bloody, Ben skitters across the ground after the leap, a trail of blood and glass smearing the nothing-colored floor.

The Spiralwnd shakes with Irene's grunts.

BEN
Show me what's doing this to me.

The Spiralmind shows Irene as a nephilim screaming. As Dante enters the image fades out.

INT. LABORATORY CELL - NIGHT

Dante smiles and pats nephilim Irene on the head.

DANTE
Come, come, my dears. Let's leave
Dr. Wirth alone to ponder.

Dante gives a guttural command in the nephilim tongue. The door slams as they exit, leaving Allison alone.

As soon as she is alone she frantically pulls off her left shoe.

ALLISON
(quietly)
I've always said it.

Allison digs inside her shoe.

Triumphantly, she holds the small penknife between her fingers, pulls the wooden bench, and unscrews the bolts to the vent.

She catches the grate before it falls and calmly sets it down.

ALLISON

Preparation is the enemy of
disaster.

She climbs into the vent.

INT. SPIRALMIND LANDSCAPE

Materialized from the ether, a basin below Ben is filled with bloody gauze and stainless-steel instruments.

He opens a screen where the Spiralmind suit sits on a lab bench.

He opens another screen to see Allison disappear into the grate. He smiles to himself.

He motions with his hand and he is shrouded in ethereal light.

He steps out as Spiralmind - superhero.

INT. LABORATORY VENT

Allison crawls to an opening. Through the grates she sees an old stone amphitheater lit by sterile lab lights.

On a dais in the middle, surrounded by nephilim and human, is Dante.

DANTE

Friends! Colleagues!

As Dante speaks, they applaud in adoration.

DANTE

Silence! Silence please. Today is a special day. As many of you know a very special guest has decided to stay with us for a while. None other than Ben Landry's beloved!

The crowd erupts into cheers of jubilation, he stands and soaks in the praise.

DANTE

And now we have another great surprise! Bring them out if you would, Mr. Cain.

Cain brings Sol and Tom to stand on the dais. A look of terror appears on Allison's face.

The crowd erupts.

DANTE

Sol, Tom! You're both looking well.

SOL

You look the same as ever, Dante.

TOM

Yeah, like shit.

DANTE

Come now, father. I expect better manners from a man of the cloth. But, considering your
(pause to consider)
urban upbringing, I suppose this is to be expected.

TOM

Yeah? Well go screw yourself.

Tom spits on Dante's shoes. Dante's smile falters just a bit; a hateful gleam enters his eye.

DANTE

For that, father, you get to be our first volunteer.

He yells in the nephilim tongue. The nephilim pin the priest.

Dante crouches low, his face mere inches from the father. In his hand is a hypodermic needle.

DANTE

Do you have any more clever remarks, Padre?

TOM

You don't scare me, Dante. I'm not afraid to meet my maker.

DANTE

You're not going to meet him just yet, not for quite some time actually. And, after this, I don't think he'll be too excited to see you.

The needle inches closer until a portal opens in front of Dante's face. Spiralmind erupts through it. The two fly off the dais.

Both come out of the roll facing each other.

The crowd jumps to their feet, suddenly excited. They smell blood waiting to be spilled.

DANTE

Well, well, well. The hero shows his face.

SPIRALMIND

I never had to leave the country to hide my business, Dante. I'm no coward.

Dante straightens up and puts on his politician face.

DANTE

I don't think you understand. We're not hiding. We're biding our time. Mr. Cain?

Cain jumps down from the dais.

SPIRALMIND

I thought I smelled wet dog.

Cain smiles knowingly.

As if out of nowhere, Antakya stands behind Spiralmind. Black mist escapes Antakya's mouth floods through Spiralmind's helmet.

INT. NIGHTMARE

Suddenly, everything is morphed with shadow. Ben spins around. A dark creature, crowned or horned, stands before him. The demon.

He holds something in his hand like a showman. He tosses it to Spiralmind.

The severed head of Tom rolls to Spiralmind's feet. Sol's head follows. Then Allison's.

Rage fills Spiralmind.

SPIRALMIND

Enough!

Spiralmind aims his arm-mounted demon catcher at the demon and fires. The illusion falls away to reveal a black figure being ripped from Antakya's back. It nearly comes all the way free.

Smoke springs from Spiralmind's demon catcher, and the demon is able to reenter Antakya.

Antakya falls to the ground, but in a second Cain and Dante are on Spiralmind. The fighting is brutal.

Spiralmind's outer amorphous rubber-metal is ripped, exposing the circuitry beneath.

DANTE

Sparks already? We're just getting started.

They continue their ferocious fighting, at one point, a cloud of grey smoke clouds Spiralmind's vision.

DANTE

Having trouble seeing?

Dante transforms to look more and more like a nephilim with each hit he lands. Likewise, Cain looks more vulpine.

Tom and Sol grimace.

On his knees, with luck over precision, Spiralmind blasts Cain with one of his gauntlets. Blind, he aims the second at Dante. It's an easy dodge

DANTE.

(monstrous voice)

ENOUGH OF THIS!

As Dante settles the dodge, he slams the kneeling Spiralmind to the ground and begins to rain blows onto his helmet.

Allison covers her mouth, anguish in her eyes.

Spiralmind, aware that he's losing, grabs Dante by the waist.

SPIRALMIND

Allison! Run!

A portal opens underneath the two combatants and they both fall in.

INT. SPIRALMIND LANDSCAPE

Both men land and are thrown apart on impact. The fog in Spiralmind's head has cleared, but not by much.

DANTE

You were gifted with one of the
Sephirot and this is what you make
of it?

Dante looks around, visibly disgusted.

DANTE

It is wasted on you.

SPIRALMIND

You know nothing of The Ten.

DANTE

Oh I disagree. Gifts on high given
to "protectors." Embodiment of His
being. Your God would be ashamed.

The men circle. Then, like wild beasts, combat. With every blow that Spiralmind takes, the opaque walls shimmer and shake around him. Cracks and fissures appear.

Spiralmind's punches slowly weaken, and Dante knocks him across the room.

The walls themselves explode around Dante and Spiralmind, leaving them in a frozen wasteland. Spiralmind lies on his back, suit destroyed, a man facing defeat for the first time.

SPIRALMIND

What have you done? Where are we?

DANTE

A bit chilly out here, isn't it?

SPIRALMIND

Dante! What the hell did you do?

DANTE

It's simple. I broke the
Sephirot.

Its essence, its being is attached
to your life. You fought me and
you lost.

Dante walks over to Spiralmind and crouches in front of
him.

DANTE

And now you must face the
consequences.

Dante transforms, some sort of pseudo-nephilim, and
prepares to consume Spiralmind's skull.

As the jaws draw closer to his face, Spiralmind charges
the high-power chest logo, and fires the microwave
emitter directly into Dante's chest.

A faint, watery portal opens behind Dante. The scenery
changes suddenly as Dante lands on the stone floor of the

-

INT. AMPITHEATER

Dante regains his normal form, and lays for a moment.

DANTE

Well, that was unexpected.

Cain approaches and fearfully offers a hand up. Cain's
rarely hesitant, but he rarely works for monsters.

CAIN

Sir, what happened? Is everything
all right?

DANTE

Yes, yes, Mr. Cain. Everything's
fine. I'll be needing a new suit
though.

Cain offers Dante the case of hypodermic needles.

DANTE

No, Mr. Cain, I don't believe we
should. I'm interested to see if
Spiralmind will try to rescue
them.

Dante turns and abruptly walks toward the exit.

DANTE

Oh, and by the way, Mr. Cain. Find the girl. I believe she has escaped from her cell.

INT. LABORATORY

Allison runs desperately through the now vacant work-spaces.

She can't be sure, but she feels there is something following her.

She follows the path toward the exit and runs through the tomb of the old nephilim kings.

INT. CAVE

Does she hear footsteps? She does. Her pace quickens. She grabs a torch and continues through the dark caves. She emerges from the frying pan and into -

EXT. RELIGIOUS SITE - DAWN

Cain and his goons are waiting for her.

CAIN

Dr. Wirth, we'll need you to -

Before Cain can finish, nephilim Irene jumps one of the goons, crushing him beneath her tremendous weight.

The goons transform into a wolf-beast and attacks nephilim.

IRENE

(monstrous voice)

Run!

Allison runs past a series of equipment crates, scooping a set of keys from one. Soon she's driving through the canyon.

EXT. SPIRALMIND LANDSCAPE - WRECKAGE

Freezing tundra winds blow across the frozen landscape.

The smashed machinery of his suit sparks in the haze. A shredded helmet. Blood dripping into eyes. The fugue of trauma and frost around him.

SOL

(V.O.)

It's not your fault, Ben.

Spiralmind shakes his head to clear the memories away and crawls forward.

TOM

(V.O.))

His age doesn't matter anymore. We need his power! The woman is lost without it.

He stumbles. Sweat mixes with blood.

ALLISON

(V.O.)

What are you looking for, Mr. Landry?

He waves his hand weakly, and a hovering portal appears in front of him. He stumbles forward.

EXT. EXPEDITION CAMP - MORNING

Allison sprints forward to her camp.

Most of the tents have been torn down, the few that remain are spattered with blood. Tattered scraps blow in the wind.

Allison rushes to the communication equipment. Destroyed.

Her tent, the biggest, is still erect. She approaches it slowly and witnesses a shuffling shadow inside. No hesitation, she picks up a heavy rock and pulls back the tent flap.

A battered Spiralmind falls into her arms, mumbling incoherently.

ALLISON

Jesus, Ben.

Allison pulls Spiralmind to her tent, lays him down on the bed, and takes off the Spiralmind helmet. She can't hear what he's saying. He pulls her close.

BEN

Got to go, Allison. They are coming.

Allison looks puzzled at his last remark, but there is little time for pondering as she hears the guttural shriek of nephilim.

Ben is delirious with pain and the break of the Spiralmind.

BEN

Ha, ha, ha. They're here, sweetie.

The screams are closer and more nephilim have joined the hunt.

Allison runs over and peeks out her tent's exit. A horde of nephilim pours over the hills.

Allison runs back over to the bed and crouches near Ben.

ALLISON

All right, come on, Ben. Snap out of it. I need you to help us.

She shakes him slightly. The thunder of movement grows closer

ALLISON

I need you to open up one of those portals, Ben. I don't know how you do it, but I need you to do it now.

Allison looks over her shoulder, and through the tent's opening she can see the nephilim horde draw closer.

ALLISON

Jesus Christ, Ben, please, do this. I love you, and I'm here for you.

She grabs his face and forces him to meet her gaze.

ALLISON

Do it now, because if you don't, we're going to die.

Ben waves his hand, and a shaky portal opens in front of them.

He slumps back on the bed, drained of energy. Allison slings his arm over her shoulder.

As the nephilim tear open the tent, Ben and Allison stumble into the portal.

EXT. BEN'S CHILDHOOD HOME - DAY

The home is a broken shell of its former glory. Not a house, not a home. A ruin.

The lawn is overgrown, windows boarded up, cobwebs mark the place as spider territory.

INT. BEN'S CHILDHOOD HOME - HALLWAY

They pass by Ben's mother's room to find it boarded up.

Ben, still on the verge of delirium, starts pulling at the cobwebs above.

BEN

It's disgusting in here. Is Mom having one of her fits?

ALLISON

Shhh. Don't try to talk.

They pass into -

INT. BEN'S CHILDHOOD HOME - BEN'S BEDROOM

All of his model planes, trophies, and posters have been left untouched. Allison lays Ben down on the bed and leaves the room.

The colors dilute to that of the flashback as Ben's mother enters directly after.

The room is completely clean and she is healthy, showing no sign of possession.

BEN'S MOTHER

Hey, dear. Your friends are outside. They're wondering if you want to play today.

Ben blinks in horror at the visage of his deceased mother.

BEN

This isn't happening. This has to be a dream.

BEN'S MOTHER

What are you talking about, dear?

BEN

This isn't right. We buried you.

His mother steps closer, each step her visage changes, slowly becoming more and more demonic. She inches closer, a small smile spreading across her lips.

BEN'S MOTHER

Oh yes you did, my son. Right in the cold ground. You know how lonely I've been? No, you don't do you. I was alone. And now you're just running around with that little whore.

BEN

You're dead, I know you're dead. There was nothing I could do.

BEN'S MOTHER

Nothing you could do? Did you even try? I know you had the power. Now look at you. Squandered. Pitiful.

Around her the room is falling into a state of disrepair, even greater than before. The wallpaper peels, and the shadows grow more pronounced. Her shadow is pointed, reminiscent of Antakya's shadow.

BEN'S MOTHER

(demonic voice)

Quivering. Weak and dumb. Couldn't save your mother. Couldn't save your rabbi, couldn't save your priest. Your father would be ashamed of you.

BEN

Shut up! Shut up!

BEN'S MOTHER

(normal voice)

Oh my little, little Benny. Ben, Ben, Ben, Ben.

Ben's mother begins shrieking the name. Her voice gains a demonic timbre.

Ben pushes himself as far away from the figure as possible, fear across his face.

BEN

No, no, no, no, no.

ALLISON

Ben, It's me.

The ghastly image of his dead mother fades away into the walls as color reenters the room.

Allison is in the exact position as the mother.

BEN

Don't worry. I'm fine. It's ok.
Everything's ok.

EXT. EXPEDITION CAMP - DAY

Dante gazes aimlessly into the endless desert. The destroyed camp behind him is full of roaming nephilim.

Cain approaches with Sol and Tom. Cain shoves the two men in front of Dante.

CAIN

Are you sure you want them here,
sir?

DANTE

Oh, yes. After the mishap with Dr.
Wirth I can't risk letting these
two out of my sight.

CAIN

Sir, are you sure? My men can ta -

DANTE

Did I hire you to question me,
Cain?

The question is phrased respectfully, but the fear is evident on Cain's face.

CAIN

No, sorry, sir. I kno-

DANTE

I asked you a question. Did I hire
you to question me?

CAIN

No, of course not.

Dante looks Cain in the eyes.

DANTE

Cain, you've been loyal and I respect you. But don't ever question me again - ever.

CAIN

Of course. Anything else, sir?

DANTE

(amicably)

No, no. That'll be all.

Cain turns and walks briskly away, leaving Dante alone with Sol and Tom.

Dante turns away from the two men and gazes toward the horizon.

Heat lighting strikes from dark clouds.

DANTE

It's beautiful, isn't it? The sands of a thousand civilizations resting peacefully together. I have seen the rise and fall of man's empires time after time, after countless time, and it always ends here. I'm sure you two holy men are familiar with the text, the dust and the ashes. He got that one thing right.

TOM

So that's it, huh? You wanna be some big king of the world. Hundreds have tried to conquer this rock and no one's succeeded.

Dante keeps his stare toward the lighting storm in the distance.

DANTE

Maybe even thousands, Tom. Are you familiar with Pharaoh Ramses II? Ozymandias. I knew him once. A cruel, cruel man. Oh, but not cruel enough, not even close.

He pauses, and gestures out to the horizon.

DANTE

Oh, look on my works, ye mighty, and despair!

He drops his hand.

DANTE

Some bad poetry and a tomb of
dust. That's what's left of old
Ozymandias.

SOL

If all else has crumbled, then why
do you step next in line for
kinghood?

Dante snaps out of his reverie and looks pointedly at the
two men.

DANTE

(mock Israeli accent)
Oh you misunderstand me, Rabbi. I
will be the next great king,
(drops accent)
but not of men.

He smiles at the two men, allowing his words to sink in.

DANTE

Well, come along gentlemen.
There's work to be done.

INT. BEN'S CHILDHOOD HOME - NIGHT

Ben sits with his back turned to Allison. She feels like
he's shutting her out. He needs to keep his wounds to
himself.

BEN

How did we get here?

ALLISON

You brought us here after you
fought Dante. How much do you
remember?

BEN

I remember cold. And pain. I
fought Dante and he broke...

ALLISON

I don't know what happened. You
both fell into one of your portals
and the next thing I knew you were
at my camp, delirious.

BEN

I think the Spiralmind must've taken me there.

Allison scooches closer, placing a hand on his shoulder.

ALLISON

If that's so, then I bet it brought us here too.

BEN

That doesn't make any sense.

Ben stands. If it does make sense, he isn't ready to see it.

ALLISON

Ben, come on. You think the Spiralmind would've brought us here for no reason?

BEN

It's broken, Allison.

ALLISON

Look, I don't give a good goddamn if it's broken. Obviously, we're here for a reason.

Allison sees the effect of her words on Ben and goes to him. She stands by his side and rubs his back.

ALLISON

Everything's going to be ok, sweetie.

BEN

You think so?

She has no idea.

ALLISON

Yes.

Allison breaks eye contact, hoping he won't notice the lie. She begins to tidy up.

ALLISON

I finally see why you never came back here. This place is a dump.

Ben cracks his first smile in what feels like decades.

EXT. BEN'S CHILDHOOD HOME - PORCH - DUSK

Ben sits in the same place that his younger self sat during the flashback. The paint is peeling and the shutters bang with the wind.

Ben's face looks like it went through a meat processor.

Fence posts are no longer connected by barb wire. Faintly he hears a scream. His mothers? It's only the creek of the shutters.

He gets up from his spot and walks into the house and down the hallway past Allison.

ALLISON

Ben?

There's no answer as Ben walks deeper into the house.

INT. BEN'S CHILDHOOD HOME - HALLWAY

Allison is in the kitchen trying to scrounge something up for dinner. She looks to the porch where Ben was seated moments ago.

ALLISON

Where'd you go?

She leaves the stove and walks to the hallway.

Ben walks past his childhood room. On the door, a sign reads, "No Girls Allowed." The walls of the house are decaying: spiders skitter about, there are holes in the ceiling.

Ben walks deeper into the house. The door to his mother's room is stained and boarded up.

Ben pauses at the door and waits. He shakes his head. Maybe someday. Not today, though.

INT. BEN'S CHILDHOOD HOME - A FEW MINUTES LATER

Allison waits in the hallway. Ben smiles, passes by her, and walks outside. She follows him out onto the porch.

EXT. BEN'S CHILDHOOD HOME

Tool box in hand, a real working man, Ben walks to the shutter and begins repairing.

ALLISON
What are you doing?

BEN
I'm doing what I can right now.

ALLISON
You want any help?

BEN
No. But I'd like the company
though.

Allison smiles and sits in Ben's old spot.

Ben gives up on repairing and rips down one of the old shutters. He throws it on the dying grass.

INT. BEN'S CHILDHOOD HOME - NIGHT

Ben opens his eyes abruptly. Sleep evades him.

Ben gets out of bed. Heading to the door, something on one of his shelves catches his eye: a snow globe. He picks it up and twists the knob as he exits his room.

INT. BEN'S CHILDHOOD HOME - SAME TIME

Ben hold's the globe up to the window. Moonlight reveals a small house. His house. The music dies and Ben places the snow globe on the table. He heads for the door.

EXT. BEN'S CHILDHOOD HOME - SAME TIME

Ben walks a few feet away from the front door. Vast fields of grain stretch before him into the night.

He lifts up his hand and a trembling portal opens.

INT. SPIRALMIND LANDSCAPE - MINUTES LATER

Blistering winds of Spiralmind's wreckage.

Around him is a vast wintry mountain-scape unlike anything he's ever experienced. Lying on the ground are lifeless gray pieces of what could pass for metal.

Ben raises his hands, exertion apparent on his face. He strains, and the lifeless shards of the Spiralmind gather luster and begin to illuminate.

They raise slightly higher, but Ben exhales, obviously exhausted, and the pieces fall to the ground.

Ben hunches over for a second, stands up, and exits into-

EXT. BEN'S CHILDHOOD HOME - MIDDAY - TWO WEEKS LATER

Ben, lightly bearded, exits the Spiralmind. His backyard is ripe with green life, and the warm lighting is a stark contrast to the wasteland that the Spiralmind has become.

The pile where Ben first threw the shutter has grown in size. His face has healed extensively. Time has taken its toll.

He stands next to an idling lawn mower.

Allison, equally sweaty, approaches.

ALLISON

Any luck?

BEN

Nada.

They both walk toward the tool shed. Ben pushes the lawn mower, Allison walks alongside.

ALLISON

It's almost a real home now.

BEN

It reminds me of when I was a kid.
Feels more like two years here
than two weeks.

The two arrive at the shed and pause for a moment.

ALLISON

That's certainly true. Now that
this is almost a home we should
make some good use out of it.

INT. BEN'S CHILDHOOD HOME - NIGHT

Ben and Allison sit comfortably on the living room couch. They scroll through the channels. Sports. Game shows.

The lights are off and they have freshly cooked steaks and a bottle of wine on the small table in front of them.

Ben stops flipping on a Maxwell Industries commercial. A beautiful woman holds a bottle of water.

SPOKESWOMAN

(on screen)
-world's most precious resource
will soon be available to all.

Shots of refugees, arid deserts fill the screen.

SPOKESWOMAN

(on screen)
Life for everyone.

ALLISON

It seems like years since we've
been on a date like this.

BEN

(occupied)
Yeah.

ALLISON

Makes me think about the future

BEN

Me too.

ALLISON

Ben?

Allison grabs his hand.

On the television, the woman now stands in front of a Maxwell Industry sign.

SPOKESWOMAN

At Maxwell Industries, we're here
for you.

Ben stands abruptly, his hand falling from Allison's. He walks toward the door.

ALLISON

Where are you going?

BEN

Out.

Allison stands and follows.

ALLISON

As Ben Landry or Spiralmind?

BEN

As someone who's done sitting
around.

The door slams. Allison pursues, not willing to sit at home. Another Maxwell Industries commercial plays on the TV.

EXT. BEN'S CHILDHOOD HOME

Allison hears the garage opening and espies Ben standing near the sliding door.

ALLISON

Don't expect me to come bail you
out.

Ben looks back.

BEN

(kidding)

I don't even expect you to be
there when I wake up half the
time.

ALLISON

Do you need this?

BEN

I need this.

Allison smiles, shakes her head. She returns to the house.

INT. BEN'S CHILDHOOD HOME - GARAGE

Inside the double garage, dusty and disused, Ben walks up to a large police-issue motorcycle on the right side. Ben pulls the keys from the ignition: "T.W. Landry" is inscribed on a leather strap. He drops the keys on the seat and walks deeper in.

Against the back wall the Spiralmind suit has been soldered together. Ben touches the logo on his chest. It flickers weakly and dies.

He runs his fingers across the repaired fissure that Dante ripped on his helmet.

Shakily, he dons the suit. Cracked armor on a cracked man.

Standing in the dim light of the left space of the garage, Spiralmind tests his suit's functions. They run. Just enough.

He holds out his hand, trying to open a portal. It flops. Spiralmind's arm flops down with it. Then he spots something hanging on the wall above his father's motorcycle.

His old BMX bike. For a moment he's sure that he hears the echos of his childhood.

Spiralmind looks to the motorcycle. Then to the bike.

EXT. FIELD OF GRAIN

Heavy boots and the roll of an old bike. Spiralmind's white, opalescent, now faded, suit soaks up the moonlight as he pushes his old bike. He holds his helmet under one arm.

He's a man out of place.

EXT. HILL

Spiralmind pushes his bike up a large grassy hill. His newly repaired house peeks at him from a distance.

Midway up the hill he trips, the bike chain dislodging, his helmet slipping and falling. He slams his fist on the ground, and a massive chunk of earth is blasted away. He's accidentally fired his gauntlet. He shakes his head.

At the top of the hill Spiralmind puts on his helmet. He swings his leg over his bike.

Then he's careening down the hill, a young boy in flight. Near the bottom of the hill, Spiralmind holds up his hand. A thin watery portal opens in front of him. He barely snakes through onto-

EXT. NINEVEH ROOFTOP - NIGHT

Spiralmind's made it through, but not cleanly. His bike screams across toward the edge of a rooftop. He tries to break, but the old wheels skid.

Spiralmind falls over the edge, hitting two sets of fire escapes on the way down. His bike lands besides him with a clatter.

The homeless man that Spiralmind rescues in act one looks on, sandwich in hand.

HOMELESS MAN

Woooo! Hey jack, that's a nice bike.

Spiralmind stands and clicks his back.

SPIRALMIND

You should see my chopper.

EXT. MAXWELL INDUSTRIES WAREHOUSE

From an adjacent rooftop, Spiralmind looks into the windows of a large industrial warehouses. His helmet vision pans through various detection lenses.

Through the warehouse windows Spiralmind sees a number of Cain's mercenaries. They tote boxes, stevedores in paramilitary garb. Cain is the foreman.

INT. MAXWELL INDUSTRIES WAREHOUSE

Via a series of hesitantly acrobatic moves, Spiralmind finds himself on the second level of the warehouse. Below him he sees the men loading boxes into large trucks.

He vaults down and takes cover below a large crate, narrowly avoiding an oncoming guard on the second level.

As Spiralmind looks on, the last of the trucks file through large sliding doors.

Spiralmind creeps closer to one of the boxes. "WE'RE HERE FOR YOU" is visibly stamped on the side.

From one of his finger tips a small laser cuts through the binding at the top of a crate. As quietly as he can, Spiralmind pulls off the top.

Bottles of water fill the crate.

CAIN

What were you expecting, hero?

A large stack of crates erupts as Cain throws Spiralmind through them.

Stillness for a moment, then the click of guns. He's surrounded on the first and second level. Cain smiles.

CAIN

Go ahead and portal out of here.

Cain motions for the mercenaries to lower their weapons. They comply as Cain rolls up his sleeves.

CAIN

(realizing)

You can't, can you?

Cain steps forward.

CAIN

This is going to be a treat.

Spiralmind tries his best. He never lacked heart. But Cain is merciless. And clawed.

Cain dodges blasts from Spiralmind's wrists, closes the distance, and beats on the hero. At one point Spiralmind tries to fire a blast from his chest, but it flickers and dies. Spiralmind tries to open portals, but they're weak, shaky.

INTERCUT MAXWELL INDUSTRIES WAREHOUSE / VARIOUS

Cars drive by under streetlights. A mangy cat walks in front of the door, licks itself. It scatters as Spiralmind comes flying through the sliding doors.

Cain is after him in a flash, pouncing on Spiralmind's prone body. Cain drags him towards the sidewalk and begins ferociously slamming Spiralmind's head down into the curb.

With each blow to Spiralmind's head a flash of memory returns. SMASH, Ben playing catch with his mom, SMASH, Ben and Sol reviewing the Torah, SMASH, Ben looks into his mother's bedroom as she wrestles with Tom and Sol.

His mother's screams fill his mind, loud, piercing. In a moment his vision returns to reality; the screams are nothing but the peals of a siren.

Red and blue flash in the distance as Cain and his men scatter.

CAIN

Saved by the sirens, hero.

The sirens draw closer. It's a motorcycle.

Allison is riding it.

She dismounts and bends down.

ALLISON

Jesus. Ben?

Ben pulls off his helmet. Coughs. Smiles.

BEN

My hero.

She helps him up, and together they mount the bike.

BEN

Can we make a quick stop? I need
to get my bike.

INT. MAXWELL INDUSTRIES WAREHOUSE

Cain sits alone in a second level office. Moonlight pours
in through a window.

DARK FIGURE

You lost him to a ruse.

Cain spins in his swivel chair towards the shadows.

CAIN

No police at any cost. We're paid
for discretion as needed.

Antakya, face still horribly disfigured, emerges from the
darkness. He picks up a stapler from Cain's desk and
examines it casually.

ANTAKYA

We know he's in the area.

CAIN

Not necessarily.

ANTAKYA

Come, Cain. If he's near enough to
drive then there's only one place
he could be.

Antakya smiles. The moonlight dances across the mess of
his face.

CAIN

What do you suggest?

INT. LABORATORY - NIGHT

Dante and the holy men walk down the interior of the caves. Dante, as always, leads the way.

DANTE

I just want to let you gentlemen know how much of a pleasure it's been to have you here.

TOM

You happen to have a check out date for us? Not that I hate being here, but I'm sure my parish is missing me.

DANTE

I suppose that depends on Mr. Landry. The sooner he comes back, the sooner your time here will be up.

They arrive at a doorway at the end of the tunnel.

SOL

Why are we free to walk around like this? Why no handcuffs, no chains?

DANTE

It's simple, rabbi,

The men arrive at the door and walk through it.

EXT. LABORATORY - ROOF - DAY

A wide shot shows a group of men and nephilim loading aircraft with crates that have Maxwell's slogan.

DANTE

You have nowhere else to go.

The three men continue walking toward the aircraft.

DANTE

I like my guests to be comfortable. Ooh! Check this one out.

Showing off, Dante approaches one of the crates and touches it.

"WE'RE HERE FOR YOU."

DANTE

Yes they are indeed.

He pops the lid, his hand enlarged and muscular for a brief moment. Inside is a series of vials filled with clear vials. Dante removes a vial and holds it up to the light.

DANTE

Colorless, odorless...

Dante uncorks the vial and applies a bit to his tongue.

DANTE

...and tasteless. It might as well be water.

Dante seals the vial, reinserts it into its case, and sets it back into the crate. They all walk toward the aircraft.

DANTE

We have quite the little name picked out for our little transformation serum. Would you like to hear it?

TOM

Not really.

Dante continues as if he didn't hear Tom's witticism.

DANTE

It's called the Zeifer. In 1912 Franz Kafka wrote a story in which an ordinary man turns into something much greater than himself. An ubermensch.

SOL

You missed the point, Dante. It was a tale of regression, not revolution. Hitler hated Kafka.

Dante turns around and approaches Sol as he speaks.

DANTE

Ah, little Adolf. I knew him as well. Another leader brought down by the fruitless search for human perfection.

SOL

It was not perfection he sought,
but destruction! The senseless
death of millions.

DANTE

(agreeably)

I know! The situation irks me as
well, dear rabbi. He mistook your
people as the cause of the disease
and not a symptom.

He takes another step closer. Real chummy chummy.

DANTE

He failed to see that there cannot
be a "perfect" race of humans
because your species itself is
inherently broken.

SOL

So now you seek to purge humanity
from the face of the earth? The
Protector sends his safeguard.

DANTE

He shouldn't waste his time! We'll
be back in the States by tomorrow
at the latest.

Dante turns and walks away.

DANTE

With me, good sirs. We have a new
world order to establish.

INT. BEN'S CHILDHOOD HOME - MULTIPLE - NEAR DAWN

Pieces of the discarded Spiralmind suit litter the
pathway up to Ben's childhood home.

Inside, sitting on a toilet, Ben stitches up the claw
marks that Cain rent across his chest.

Allison enters, a bowl of warm water in her hand. She
snatches the needle from Ben's hand. Tsk-Tsk.

ALLISON

You're butchering it.

She finishes the suture.

ALLISON
Gotta get you ready for next time.

BEN
At this rate there won't be much
of me left next time.

Allison drops the equipment and starts to clean.

ALLISON
Nonsense.

BEN
It doesn't have to be.

She stops the cleaning.

ALLISON
What are you saying?

BEN
After Sol and Tom.
(beat)
After we save Sol and Tom you and
I could go away for a while.

ALLISON
And hang up the suit?

Ben stands and puts his shirt on.

BEN
I could.

ALLISON
The Spiralmind chose you, Ben.

BEN
That means it can choose someone
else.

Ben leaves the bathroom. Allison follows in hot pursuit.

ALLISON
But it cho-

BEN
Maybe it should've chosen someone
with less to lose. You're the only
person that hasn't left me,
Allison. The only one. Tom and
Sol? They had to help me. There
was no one else. You opted in. I'm
done risking that.

ALLISON

So you'll just let Dante do what
he wants?

BEN

I don't have time to-

KNOCK KNOCK KNOCK. Silence falls between them.

Ben puts a finger to his lips and walks to the door. In a rush he opens it.

No one's there. Allison looks out over his shoulder.

In the darkness out front a figure appears. Antakya. He walks slowly, smiling his gruesome smile. He waves. His altered shadow moves unnaturally along the ground.

Casually, he kick's the Spiralmind helmet towards the porch.

INT. BEN'S CHILDHOOD HOME - PORCH

From the door frame, Ben moves onto the porch.

Antakya's waving hand moves to his lips.

ALLISON

Ben, no!

Allison tries to pull Ben back, but Antakya has blown his kiss. A jet of black pseudo mist flies from Antakya and fills Ben's eyes.

Ben pushes Allison away as he falls into -

INT. BEN'S CHILDHOOD HOME - MULTIPLE - 20 YEARS AGO

Ben, still stitched and bandaged, sits up. The world has taken on the atonal quality of a memory.

Ben's mother stands in the kitchen. She's mixing something in a frying pan.

BEN'S MOTHER

Ready for breakfast?

Ben looks outside. Snowing. He walks to the door and steps outside.

He's stuck in a large snow globe. Faintly he can hear the music playing.

BEN'S MOTHER

Get it while it's hot.

Ben turns and walks to the table, stunned. His mother's dishing a breakfast hash onto his place.

BEN

Hi mama.

BEN'S MOTHER

Excited for school today?

Ben begins chewing.

BEN

Not really.

Silence for a moment. Ben's mother grabs his hand.

BEN'S MOTHER

It's good to have you back, Benny.

BEN

How long do I stay here for?

BEN'S MOTHER

As long as you want. Forever.

Ben mulls over a thought. Eats a bit of food. Resettles his eyes on his mother.

BEN

I like this mama. I've been trying to remember you as you were. The easy things fall away if you don't pay attention, though. I don't think I want to stay though.

Her grasp tightens on Ben's hand. Her face turns ghastly.

BEN'S MOTHER

Did you really think it would be that easy, Benny?

BEN

You're not real.

BEN'S MOTHER

Does it really matter what I am? You can see me.

BEN

It matters. It always matters.

BEN'S MOTHER

You hang with a priest and a rabbi
all day, but do you believe in
anything?

Suddenly angry, Ben swings at the apparition, but doesn't connect. Did it dodge? Did his fist pass through?

Her face begins to rot as she flings him into the foyer.

BEN'S MOTHER

Did you ever wonder if it's all
for nothing? I can tell you. It
is.

Another swing, another miss. She hurls Ben through the window.

As he lays on his back, he can see the snow globe above. Surreal. Reflective.

BEN'S MOTHER

Nothing but suffering.

She strikes Ben. Hard. His bandages rip. His stitches rip.

Ben tries to scramble on the path to the porch. His fingers touch something. For a moment the illusion is ruffled. He sees the demon catcher gauntlet lying on the ground.

Just before he reaches it the apparition of his mother kicks it away.

BEN'S MOTHER

I needed you so badly, Benny.

It's possible that her real voice comes through. Real anguish. Ben can't tell. She straddles him, places her hands around his neck. She squeezes.

BEN

(quietly)
I'm sorry, mama.

BEN'S MOTHER

What?

Ben's hand begins to paw around the ground near him.

BEN

Do what you have to do.

A snarl spreads across his mother's face, and she begins to choke harder. Ben continues to search for something. His eyes begins to bulge.

Then he has it. The Spiralmind helmet. With his left hand, he brings the helmet into his mother's face.

The illusion shakes for a moment, Antakya is behind the faltering mirage of Ben's mother. Another blow with the helmet. Cracks begin to form on the massive snow globe. Ben doesn't let up.

With one final blow to his mother's face the snow globe shatters.

INT. BEN'S CHILDHOOD HOME - LIVING ROOM - PRESENT DAY

Great white light fills Ben's eyes and he yanks Antakya up from the ground with one arm.

BEN

You took my mother from me. You attack me with her memories.

His voice is weighty, vibrant.

BEN

You will leave this vessel now, demon.

A horrific shriek fills the room as black vapor is ripped from Antakya's body. In the same moment, a cavalcade of lights and sound fill the room, transporting Ben and Antakya to-

INT. SPIRALMIND WRECKAGE

Ben looks around and is suddenly suspended feet from the ground. The broken shards of the Spiralmind rise easily off the ground and form a brilliant prism of light around him.

The prism glows brighter, blinding Antakya. As the prism breaks, the pieces of the Spiralmind suit fly through the ether. They surround Ben, not individual pieces of an outfit, but seamless parts of his skin. Opalescent, radiant.

Spiralmind looks down at his hands. Antakya looks on, slack-jawed.

ALLISON
(very faintly)
-you better.

He turns his head.

EXT. BEN'S CHILDHOOD HOME

Standing in the front yard is Cain and a pack of mercenaries. Cain has one half-morphed wolf hand around Allison's neck.

ALLISON
-hands off me!

A portal opens, healthy and stable. Antakya is thrown through it headfirst. Spiralmind follows him.

CAIN
Hey there, hero.

SPIRALMIND
Mr. Cain, what can we do for you?

CAIN
I love what you've done with the place. You have a good contractor?

SPIRALMIND
Yeah. He works nights though.

Cain smiles. This job has grown tiresome.

CAIN
I see you've made a new suit.

SPIRALMIND
Something like that.

CAIN
Ok. Here's what's going to happen. You're going to walk out of here with me, and we're going to go for a drive.

Spiralmind steps forward. Cains grasp tightens. Allison winces. Spiralmind puts up his arms.

SPIRALMIND
Easy. You sure I can't get you a drink first? Like last time?

CAIN

Cut the cute. We all saw what
happened between you and Dante.
Don't turn one body into two.

ALLISON

Ben?

The question is in her eyes. Spiralmind gives a slight
nod.

In the blink of an eye, Allison rams her elbow into
Cain's solar plexus. He shudders, but not much. It's all
the time Spiralmind needs.

In a jolt, Spiralmind is amongst the wolves. Battling
with his fists. He doesn't need the portals. He is
stronger, faster than he has ever been.

He drops two, one with a jab to the throat, the other
with a kick to the knee. The breaking bone is audible.

As they close in around him he leaps back, at least ten
feet into the air. Meanwhile, Allison makes her way
toward the cover of the house.

As the last wolf-beast falls to Spiralmind, Cain
approaches. He's no Lon Chaney. His face is nearly human,
but his body ripples with taught hide and muscle. The
alpha of the pack.

CAIN

None of your tricky portal
bullshit, hero?

SPIRALMIND

Don't need it.

Cain is quick, primal. But he is no match for the new
Spiralmind. Cain tries to strike the first blows. Claws
reflect off the new suit. They don't leave a mark.

Agilely, Spiralmind ducks and dodges Cain's blows. Cain
pants, his wolven nostrils flaring with exertion.
Spiralmind's first blows land to the kidneys, doubling
Cain over. Next Spiralmind kicks sharply into Cain's
knee. Then his elbow. The final blow he delivers to
Cain's nose.

SPIRALMIND

You wanted a portal, Mr. Cain?

Spiralmind portals appear under the debilitated wolf-
beasts.

EXT. NINEVEH CITY, USA - ANIMAL CONTROL HEADQUARTERS

A khaki clad man with a small possum in a cage stands outside his workplace smoking a cigarette.

He offers the cigarette to the possum.

ANIMAL CONTROL WORKER
You want a puff, little buddy?

The possum hisses.

ANIMAL CONTROL WORKER
Fair enough.

As the man ashes the cigarette on the concrete wall behind him, a torrent of bloody wolf-beasts fall from the sky.

ANIMAL CONTROL WORKER
(to the men inside)
Get on out here boys. Bring your nets!

INT. HELICOPTER - DUSK

Dante sits opposite Sol and Tom. The two holy men stare at their feet while Dante looks out at the sunset.

DANTE
You gentlemen think I'm some sort of evil villain-

TOM
True.

Dante shoots him an impatient look but returns his gaze outside.

DANTE
Well if that's true, logically speaking it probably is, there must be something pretty damn special about the sunset.

SOL
So even villains gaze at the sunset, Dante?

DANTE
Oh, absolutely. Who can't appreciate the beauty? I guess it reminds me of the fall.

TOM

(to Sol)

He's talking about the season
right, not THE Fall?

SOL

You saw God cast out the
rebellion?

DANTE

(ignoring both men)

I think it's the sun's pace that
brings me back. There's no rush,
no speed. It's a slow fall.
Lucifer fell for eight days if
memory serves.

SOL

How old are you?

Dante turns his eyes back to the two men.

DANTE

I've been around a time or two.

TOM

What the hell are you up to,
Dante?

DANTE

This beautiful sunset has put me
in a generous mood. A teaser then.
The earth is in desperate need of
another fall, and I've been the
one orchestrating it. Is that good
enough, Tom?

TOM

Of course that's not good enough!
That's not right.

DANTE

Tom, Tom... What role does
rightness have to play in this?
Why on earth should I limit myself
based on what people deem "right."
If it can be done, then I'm the
one to do it.

(beat)

That's what got old Lucifer in the
end. Weakness. Concern for
"right."

SOL

You're wrong there. Weakness
wasn't Lucifer's downfall. It was
pride.

DANTE

I suppose time will tell. Ooh!
We're here. It won't be long now,
rabbi.

The helicopter flies into Maxwell's water purification
plant.

EXT. BEN'S CHILDHOOD HOME - BACKYARD - DUSK

Ben and Allison stand side by side marveling at Ben's
handiwork. Blood and fur cover the lawn.

Allison covers her mouth with her hands. She's beaming.
Not disgusted. Well, maybe a little disgusted.

ALLISON

Does this mean what I think it
means?

Spiralmind takes off his helmet and opens a portal with
one hand. With the other he gestures her in.

BEN

You tell me.

INT. SPIRALMIND LANDSCAPE

The Spiralmind has changed, its more silver, more
defined. Flashes of color play at the periphery.

Allison, kid in the proverbial candy shop, enters with
Ben.

ALLISON

So this is where you end up when
you go through one of your
portals?

Ben continues walking until they are in the center.

BEN

My home away from home.

He walks a couple feet away to the viewing area.

ALLISON
You have a plan?

BEN
I have hundreds.
(to the Spiralmind)
Show me Dante.

Muddy grey obscures Ben's view.

BEN
Show me Sol.

Again, the screen shows no change.

ALLISON
Try Maxwell.

BEN
Way ahead of you; show me Maxwell.

The viewing area is still obscured, but the grayness lightens: it's different than before.

BEN
That's it. I've had enough of this
shit.

Ben steps to the gray haze and places his hands in the center. His muscles quiver and strain as he fights against the gray, but with great effort he's able to pull apart the veil.

Through a mansion window, the screen now displays what could Maxwell sitting in front of his fireplace.

ALLISON
Jeez that's useful. Why didn't you
try that before?

BEN
Something tells me it wouldn't
have worked.

EXT. MANSION - NIGHT

Two of Cain's goons stand guard outside the doors of Maxwell's gargantuan estate.

A portal opens behind the two security personnel, and Spiralmind's leg explodes into one's back.

He goes flying across the lawn and is knocked out by the force of the impact.

GUARD

The fu-

Spiralmind, now all the way through, deals with the other before he can complete the beast transformation.

INT. MANSION - FOYER

All is silent until both of the double doors are flung from their hinges. Spiralmind stands ready for action.

The foyer is filled with four of Cain's black-suited guards. How they got in position so fast the world may never know. One thing is for sure. These boys are trained killers.

SPIRALMIND

Let's get to it then.

Spiralmind's newfound speed and strength are clearly visible as he springs across the room battling the henchmen as they come.

Two of the men transform themselves into hideous wolf-beasts.

A portal opens behind a wolf-beast, Spiralmind's arm pulling him in.

Another charges Spiralmind. The hero sidesteps like a matador, sending the reckless henchman into another portal.

The portal reappears on the top of the ceiling, accelerating the wolf-beast to the ground with a sickening crunch.

A third guard unloads his assault rifle on Spiralmind.

Spiralmind opens a series of portals, one for each round fired, sending them to oblivion.

GUARD 2

I'm out of rounds!

Spiralmind turns to face him. He doesn't move.

BEN

You got 'em?

ALLISON

Yup.

Allison stands in the doorway, a 9mm pistol aimed at the guards.

ALLISON

Now drop 'em.

The guards look at each other, indecisive.

SPIRALMIND

I'd drop 'em if I were you.
She's got excellent trigger
control.

The impact of the two guns hitting the floor reverberates throughout the empty foyer.

INT. MANSION - LIBRARY

Maxwell, tied up, rouses violently as the black demon invades his body. He coughs briefly. Black ichor spills from his mouth.

He hears a clamor. The unmistakable sound of gunfire. And microwave blasters.

MAXWELL

I've returned. Someone untie me!

He wriggles for a moment as the sounds of chaos draw closer. He falls from his chair.

MAXWELL

Damn it.

He wriggles more, moving towards the library door.

MAXWELL

Someone co-

A high power microwave blows the door from its hinges. Spiralmind and Allison walk toward Maxwell.

MAXWELL

Oh, hello! How good it is to see
you again.

Spiralmind throws Maxwell into one of the fireplace chairs.

The firelight illuminates Maxwell like an idol, his ghastly shadow spread on the ground.

MAXWELL

There's no need for violence.

Fear bleeds slightly through his bravado.

MAXWELL

I'm more than happy to talk.

With supernatural speed, Spiralmind pulls Maxwell to his knees.

SPIRALMIND

I didn't come here to talk, demon.
I came here to listen.

ALLISON

Careful, Ben! It's still Maxwell's body.

Spiralmind's tight grip changes the demon's scratch to a rasp.

MAXWELL

Listen to your lady, Spiralmind.
You wouldn't want to hurt poor old Maxwell.

The demon lets the real Maxwell out of his cage. The old man is confused and terrified.

MAXWELL

What? What's happening to-?

The demon regains control.

MAXWELL

You haven't asked why I chose your mother. Just so you know, she's not here with us anymore.

SPIRALMIND

It doesn't matter. She's safe now.

MAXWELL

You know you could have saved her, you could have brought her back from the dead.

SPIRALMIND

THAT'S ENOUGH!

The demon speaks the words of a guilty man: he is terrified of Spiralmind.

MAXWELL

It's not my fault. I'm an agent of a higher power. Dante called and they sent me!

Spiralmind's voice loses some of its volume, but none of its intensity.

SPIRALMIND

I don't care who sent you. Now come out.

Spiralmind illuminates in a powerful glow, brighter now than ever before. The power of righteous purpose.

SPIRALMIND

COME OUT NOW!

Spiralmind emits a powerful electromagnetic pulse, and Maxwell is thrown backward.

The crowned, horned demon flies out of Maxwell, fully illuminated for the first time. It is hideous.

Spiralmind's imaging sensors in his helmet capture an image of the demon trying to escape.

Spiralmind emits a high-intensity microwave at the demon, encapsulating it in a plasma ball.

The plasma ball, sparking, hot, falls from the air into Allison's hands.

Maxwell glances around shocked and dazed. He looks like a young child who can't find his mother.

MAXWELL

What have I done?

Years of regret, years of selfish decisions pound his soul. What has he done? Why? For what?

Spiralmind turns from Maxwell and walks to Allison. She still holds the plasma ball, mesmerized by the demon writhing in pain inside.

SPIRALMIND

It's an eternal prison. The energy will use the demon as fuel - until it is no more.

A Spiralmind portal opens in the stairway. Spiralmind and Allison enter.

A broken man sits alone in an empty house. Maxwell's tears add sonorous rhythm to the quiet crackle of a dying fire and the lonely shake of a breaking chandelier.

INT. WATER PROCESSING PLANT - NIGHT

Dante stands on a crosswalk spanning a large vat of water.

In his hand, he holds a clear vial of the Zeifer. Sol and Tom are bound at the bottom of the steps.

DANTE

This is it, isn't it? The
culmination of an eon's strife.

Dante twists around and looks at Sol and Tom.

DANTE

I had different plans for you,
gentleman. I wanted to kill you in
front of young Mr. Landry, but we
can't always get what we want.

Sol looks Dante square in the eyes.

SOL

He is coming. I can feel it.

DANTE

In that case perhaps I'll postpone
your deaths a while longer. The
world won't burn for another few
hours, but you and the fat father
can watch me light the kindling.

Dante's face grows more demonic in his excitement. The vial gleams in his hand, casting light across the long water.

There is a gentle squeak as Dante screws the cap and inhales the supposedly scentless odor.

SPIRALMIND

That's enough, Dante.

There is visible joy in Dante's eyes as he turns to see Spiralmind and Allison exit the portal.

DANTE

Spiralmind! This really is a treat! Sol insisted that you were coming, but I'll admit, I had my doubts.

Dante screws the cap on, places the vial in his pocket, and walks down the stairs toward the newly arrived couple.

SPIRALMIND

(quietly to Allison)
I'll distract him. You free Sol and Tom.

DANTE

(to Spiralmind)
You know we're going to have to fight.

Dante removes his blazer and begins unbuttoning his shirt.

DANTE

I really have been waiting for you. Victory just isn't as good without a losing party present.

SPIRALMIND

You think you've won? Not as long as I'm here.

Dante removes his shirt as a look of amusement passes his face.

DANTE

You just don't get it, do you?
I've already won. Here, watch this.

Dante turns around and springs up the stairs.

He removes the vial of Zeifer from his pocket and stands with it unscrewed over the edge of the water.

Dante tips the vial upside down, spilling the translucent liquid into Nineveh's water supply.

A portal opens under the fluid and it falls harmlessly to the concrete at Spiralmind' feet.

SPIRALMIND

You're going to have to try harder
than that if you want to break
this city.

Dante begins to step down the steps for the second time.

However, this time, Allison is no longer standing at
Spiralmind's side.

DANTE

That's just it, Benny boy. I've
already tried harder. You see,
Nineveh means almost nothing to
me. Sure, it's the home of my
"constituents", but what does that
matter. What would I do with just
one town of nephilim?

Allison begins to untie Sol and Tom.

SPIRALMIND

(fear encroaching)
What did you do, Dante?

A dark, inhuman smile sprouts on Dante's face.

DANTE

I poisoned the world. I won.

EXT. SUDANESE VILLAGE

A group of emaciated Africans fall to the ground in
various throws of transformation.

Crates of Maxwell Industries bottled water are
everywhere. "WE'RE HERE FOR YOU."

DANTE(V.O.)

That's the great thing about
Maxwell's water project.

INT. TEGUCIGALPAN HOME

A family writhes inside a dirty, cramped apartment. Each
member of the family, from daughter to grandma, mid
transformation.

DANTE(V.O.)

Everyone needs clean water.

INT. NINEVEH HOME

A group of nephilim shriek around a destroyed kitchen table.

INT. WATER PROCESSING PLANT

Dante stands at the bottom of the stairs, looks up, and closes his eyes.

DANTE

I can hear their screams right now, Spiralmind. It's joyous.

Spiralmind stands in horrified silence as Dante's news settles in.

DANTE

Oh, and Allison? You can stop right now, Sweetie. None of you are leaving here alive.

Allison looks up in surprise. Dante leaves his human facade behind, transforming into a hulking nephilim.

He utters a guttural laugh as the final confrontation begins.

Spiralmind attacks.

SPIRALMIND

Allison! Move!

Spiralmind opens a portal near Allison, Sol, and Tom. The trio move to it as Dante flies toward Spiralmind with blinding speed.

Spiralmind loses concentration as he begins to battle Dante.

The blows are furious, and the sounds are thunderous.

If Spiralmind was out-matched in their first encounter, then the playing field has clearly been leveled.

The two foes are evenly matched in everything: speed, strength, ferocity.

Spiralmind punches through open portals, but Dante anticipates and blocks each blow in turn.

Dante's voice now grittier, more gravelly.

DANTE

Oh this is much better than the last time. I can't remember the last time I fought like this.

SPIRALMIND

You're going to pay for what you've done.

The two men trade blows around a central pillar, slowly denting and damaging the support system.

Dante catches Spiralmind in the leg with a raking swing of his arm and Spiralmind falls. Dante sets in on prone Spiralmind.

DANTE

No, Spiralmind, I'm not. I've already won the war, this is just for fun.

Spiralmind ducks claw after claw and emits a high-powered microwave into Dante's gut, knocking him back into the dangerously damaged pillar.

During the fight, Allison and the two holy men watch.

ALLISON

Jesus Christ. What can we do?

TOM

There's nothing we can do. We're just spectators.

The group watches in stunned silence as the warrior and the creature do battle.

SOL

Come on. Let's move.

The three companions move across the interior of the factory toward the main exit.

In the center of the room it's Spiralmind's turn to have the upper hand.

Spiralmind pins Dante to the pole with a furious barrage of punches.

Fear and uncertainty creep across Dante's face as the fight progresses. He's never fought someone like this before.

He tries to fog Spiralmind's vision again, but the hero resists with a shake of his head.

SPIRALMIND

Not again.

Across the room the three evacuees slink toward the main exit until Dante comes crashing into a supporting section of the factory's wall.

The building's structure shakes.

Sol and Tom are thrown forward, while Allison is thrown backward as a large piece of filtration equipment crashes from above.

Allison turns to run in the opposite direction.

ALLISON

Sol, Tom! Go!

Spiralmind springs across the room as Dante sets in on Allison, but it's a second too late. Dante has her in his grasp.

He's torn up, bleeding. He never expected it to come to this.

DANTE

Stay back, Spiralmind. It doesn't need to go any further than this.

SPIRALMIND

You hurt her Dante, and nothing in heaven or hell will save you.

DANTE

You can't kill me. Without me there will be nobody to control the nephilim. They'll destroy with reckless abandon!

SPIRALMIND

I'll say it one more time. You hurt her, and you seal your fate.

The two holy men pause to watch the final confrontation amidst the shaking building. Sol's voice is strained.

He too has never seen Spiralmind with power like this.

SOL

He's not lying, Ben, only he can control them. We've seen it.

Spiralmind's voice cracks like cold steel.

SPIRALMIND

Take Tom and leave. You can do no more here.

DANTE

I'll give you a choice, Spiralmind. Let me go and you can have the girl. There's nothing more you can do for earth, but at least you'll be able to live out the end of days with your woman.

Spiralmind begins to glow with a similar incandescence, and his voice takes on a fanatical fervor.

SPIRALMIND

IT'S OVER DANTE.

All that remains of Dante's previous arrogance crumbles.

He rips Allison across the room, and she hits the wall with a sickening crack.

She lies motionless. Dante tears a hole through the wall and flees.

A white, powerful electromagnetic pulse from Spiralmind's chest blows out every remaining window in the factory as Spiralmind screams in rage.

He's near her in a second, rips off his helmet and embraces her.

BEN

Oh no, oh no. Allison, come on baby, this isn't over. You're ok.

Sol scrambles to Ben's side.

SOL

You can't let Dante get away. We'll take care of Allison. Go.

With the same preternatural speed Ben takes off after Dante.

EXT. NINEVEH - MINUTES LATER

Ben, helmetless, chases the fleeing Dante through the concrete streets of Nineveh.

Dante limps due to the merciless beating he received.

In various apartment doors and windows, the chaotic nephilim hoard wreak havoc.

The monsters mimic the fear and panic of their master.

Ben tackles Dante in the middle of an empty intersection and smashes Dante's face into the tarmac. Next, he rolls Dante onto his back.

Ben says nothing, allowing the impact of fists and Dante's grunts to reverberate through the quiet city.

And somehow, the city is quiet.

Across Nineveh, the monsters cease their chaos, terrified by their master's pain.

Ben's fists rain down into Dante's face, each blow shredding skin or breaking teeth.

DANTE

(choked)

Ben, you have to stop.

Another punch.

DANTE

Without me there'll be nothing but uncontrolled chaos.

The only sounds are the echoes of Ben relentless fists.

DANTE

So be it.

As Dante verges on death, the unexpected happens.

A portal very much like Ben's opens behind Dante.

Inside the portal there is nothing but heat and flame. Long, sinewy arms grab Dante by the shoulders and head.

He screams as the spidery assortment of limbs pull him into the fiery inferno.

The portal closes on Dante, and the screams of the masterless nephilim reverberate across the earth.

Ben looks on in shock and disbelief.

INT. WATER PROCESSING PLANT

Sol pulls Allison's broken body onto his lap.

He looks down on her, agonized not just at Allison's current fate, but at the lifetime of hardships that Ben has had to live through.

Allison's eyes flicker open and she looks at Sol.

ALLISON
(death rattle)
Rabbi? Where's Benny? Is he safe?

SOL
He's gone right now. He'll be ok.

ALLISON
Is he saving us?

SOL
Of course he is, he's our hero.

As if in response to Sol, the infernal screeches of the nephilim rip across Nineveh.

Sol breaks eye contact with Allison.

Tom, to the left of Sol, looks out toward the city.

TOM
That's bad.

Sol ignores Tom and turns back to Allison.

SOL
You don't need to worry about Ben,
my dear.

Even to Sol's own ears the words sound false. A faint smile passes over Allison's face.

ALLISON
Oh, I always knew he was special.
Tell him I love him, ok?

And just like that the light passes from Allison.

Seconds after her death, Ben enters through the hole torn by Dante.

He looks at the seated Sol.

Sol looks at the child he helped raise.

SOL
I'm sorry, Ben.

Tom approaches Ben and lays a hand on his shoulder.

TOM
I have no words, my boy.

Ben shrugs off the hand and approaches Sol.

BEN
(cold and unfeeling)
We need to leave. It's no longer
safe here.

Hesitantly, the two men look at each other. Tom bends down to pick up the body of Allison.

BEN
No. Leave her.

Tom looks up, obviously shocked.

A portal appears before Ben, and together, the three men walk inside.

Allison's broken body and the last pure water in Nineveh are the only vestiges of a hero's struggle.

EXT. BEN'S CHILDHOOD HOME - DAWN

Ben exits the portal first and plods toward the entrance to his newly fixed home.

The two men follow cautiously behind.

INT. BEN'S CHILDHOOD HOME

The three men sit quietly at the table. Ben is strangely silent, almost emotionless.

BEN
This is not how it ends.

Sol shoots Tom a glance. Both men have tear streaked faces.

SOL
I'm sorry, Ben.

TOM

I'm sorry too, Benny.

They don't know what to say. What can you say?

TOM

I know this isn't what you want to hear right now, hell, this isn't what I want to say, but, there's work to do. The world needs you, Ben.

BEN

You're right. That isn't what I want to hear. It's Allison that needs me right now, and I'm going to save her-

SOL

Ben, she's gone. There's nothing you can do.

A deep shadow of power, the same one that Dante and Maxwell encountered, enters Ben's voice.

BEN

You have no idea what I can do.

TOM

Then tell us how, my boy.

BEN

I didn't kill Dante. He was taken before I had the chance. I don't know what happened, but he was pulled into a fiery portal that I didn't create. I have a guess where he is.

SOL

What you're thinking is lunacy. Even if you could go there, you might never come back.

TOM

Sol's right. Even if it was possible, you're needed here. I don't know if you noticed, but the world's burning down around us.

SOL

It's not His domain. Who knows what would happen to you!

BEN

There is nothing you can say. I've
let one important woman in my life
die. The earth will have to wait.

Ben turns from the men, tears something from his neck,
exits the house, and throws it on the pile of house
debris.

His father's badge.

Ben continues across the lawn and opens a portal. The
same inferno blazes inside the opening.

Ben puts on the Spiralmind helmet, he turns to Sol and
Tom in the doorway.

BEN

If I don't come back, I'll see you
both in hell.

Spiralmind walks into the portal, and it closes behind
him.

EXT. BEN'S CHILDHOOD HOME

On the porch, Tom leans against one of the support beams,
while Sol sits in the old rocking chair. Below the men,
Ben's BMX bike sits atop the trash pile.

TOM

You think he's coming back?

SOL

I could not say.

TOM

If I had to bet on anyone, I'd bet
on Ben.

Sol nods, if only slightly.

The sun begins to rise in the distance. Tom turns his
head to look at the oncoming day.

TOM

So what do we do now?

SOL

We wait. Wait and watch the world
burn.

TOM

I never thought I'd live to see
the apocalypse. Makes me feel like
canned tuna.

SOL

Jokes at a time like this?

TOM

If its between laughing and
crying, I'll cut a rug.

SOL

I'm glad you're here, Tom.

TOM

Me too, Sol.

A beautiful sun rises, with smoke visible in the distance
as the nephilim wreak havoc across the world.

TOM

You want some ice tea? Gonna be a
hot one.

SOL

Thank you, Tom, I would like that.

FADE OUT:

THE END