

THE TRAIN TO NOWHERE

by  
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INT. ARCHER'S SHED -- NIGHT

Two dirty hands set down a toolbox, wipe themselves clean, then carefully crack open a HASTILY-BOUND BOOK.

A VOICE coincides with FOUR WORDS written in ink, sitting by themselves on the first page:

ADULT BRODY (V.O.)  
Once upon a time...

EXT. SKYLINE -- NIGHT

A peaceful countryside lies under a blanket of stars. Without warning, several enormous NUCLEAR EXPLOSIONS tear through the earth.

ADULT BRODY (V.O.)  
Imagine there was a third world war. And a fourth. And a fifth. And soon there were so many wars that we lost count, and once they ended, our lands were left barren and dying.

A ravaged countryside lies under a haze.

EXT. GOLDEN CITY -- NIGHT

A dazzling, sprawling city scape dominates the horizon, adorned with golden, gleaming buildings. Shiny FLYING CARS zoom among the buildings like giant bees.

ADULT BRODY (V.O.)  
The rich profited from the wars and retreated into the Golden City. Theirs was a life of privilege, status, and order.

The streets of this decadent place glisten. Several large MONITORS flash news headlines into the night.

One reads: *COUNCIL SAYS THERE IS PLENTY OF WATER UNDERGROUND.*  
Another reads: *CREATE YOUR DREAM CHILD! APPLY TODAY!*

Well-dressed PEOPLE walk the sidewalks. Something about the CHILDREN here seems a bit off. They have EMPTY EYES.

EXT. POOR LANDS -- NIGHT

The black husk of a RUINED METROPOLITAN CITY.

ADULT BRODY (V.O.)

The rest of us had to make do with what they left behind. It was not an easy existence. But the best thing about our race is that we struggle ever on.

The cold, struggling inhabitants of this once great place huddle in clumps among the rubble. The children here laugh from time to time.

INT. / EXT. MILITARY COMPOUND -- NIGHT

A MILITARY COMPOUND sits at the center of the Golden City. White-garbed FACELESS SOLDIERS walk its silver halls.

ADULT BRODY (V.O.)

Power in this new world shifted from one hand to another often. The current military regime had been entrenched for a long time, but there were whispers that soon they would see their last sunrise.

Slight signs of decay can be seen in and around the campus, from faulty equipment to chipped paint.

Several silver, tank-like machines known as DOGCATCHERS hum to life and fly away from the compound.

ADULT BRODY (V.O.)

In those final days of that crumbling empire, the rich were easy to control, because they were kept happy. And the people of the Poor Lands were left to fend for themselves, until they needed to be exploited. Just like any other resource.

EXT. POOR LANDS -- LATER

Several young boys dash through the ruins. BRODY, thirteen, sporting dark hair and hardened eyes, glances behind him.

A DOGCATCHER bears down on the boys. A large NET shoots out from its hull and reels them in.

Inside the vehicle's cockpit, we see that a COMPUTER is guiding the machine. The Dogcatcher retreats into the gloom. A DETAINMENT CENTER lurks in the distance.

INT. DETAINMENT CENTER - BRODY AND SAM'S ROOM -- LATER

Brody is ushered into a small, white, cold room. Sitting on one of two beds is a small boy with a friendly face and expressive eyes. He smiles timidly. His name is SAM.

Brody inclines his head in greeting and then immediately moves to inspect every inch of the room.

SAM

What are you doing?

BRODY

Everything around here has cracks in it. Cracks can be made into holes.

Satisfied that the smooth wall holds no seams, Brody stands still. He notices a tiny WINDOW above the empty bed.

BRODY

How long you been here? You've never looked for a way out?

Sam shakes his head. Brody climbs on the bed. The window is just out of his reach.

SAM

Where are you from?

BRODY

I'm from...out there. Nowhere, really.

Brody spots a plain white NIGHT STAND and darts over to it.

SAM

I'm from Hillside.

Brody nods as he positions the night stand on top of the bed.

BRODY

I went there once.

SAM

Yeah, I don't really remember it.

Brody climbs on top of the night stand and inspects the window. He sighs, then lets himself drop onto the bed.

SAM

I bet you wanna get out so you can see your family again, huh?

BRODY

No. I just wanna get out.

SAM

You lived out there alone?

BRODY

My ma died a while back, we kinda were traveling I guess with a group. Helped each other get food and stuff. They're prolly all in here now. Or dead maybe. Who knows.

SAM

You don't miss them?

Brody's voice is hard when he speaks.

BRODY

I'm used to it.

Sam's voice is very soft when he speaks.

SAM

Yeah. I don't miss my family. They didn't want me. Dunno why. They...left me here.

Brody looks at Sam's eyes for the first time.

BRODY

What's your name?

SAM

Sam.

BRODY

I'm Brody.

ADULT BRODY (V.O.)

The chip on Brody's shoulder was not yet big enough to stop him from smiling ever again, but it was not something he did often.

A slow smile flits across Brody's face. Sam smiles in return.

ADULT BRODY (V.O.)

Yet Brody spared a smile for Sam, because he knew that Sam needed it.

BRODY

You wanna hear a story, Sam?

INT. BRODY AND SAM'S ROOM -- LATER

Brody and Sam sit across from each other on their respective beds. A pair of used bowls lie in the corner.

ADULT BRODY (V.O.)

Brody told Sam dozens of stories. Some were made up. Some he had heard as a child. Some he got mixed up with others. Sam hung onto every word, and he loved them all.

Brody grows more excited in his storytelling.

ADULT BRODY (V.O.)

But he really connected with one story in particular, to the point where he insisted on being called Haven, like the hero in the tale he loved the most.

Sam, now known as HAVEN, shakes his head in wonder.

ADULT BRODY (V.O.)

And then, after what seemed like many days, something happened.

The door to their room swishes open. A white-garbed FACELESS SOLDIER steps in and beckons them. Brody stands, then stops suddenly as Haven grabs his hand.

Brody analyzes the boy's fingers, as if this is foreign to him. He then gives Haven an encouraging squeeze. Haven inhales deeply and hangs on tightly as they exit.

EXT. DETAINMENT CENTER TRAIN STATION -- MOMENTS LATER

Brody and Haven join a crowd of boys, some of which are ALIENS. They approach a slightly worn HOVER TRAIN. Haven's eyes widen in awe. Brody's eyes narrow in suspicion.

Several small, oval-shaped FLYING ROBOTS buzz about the Train, helping with the departure preparations. One of them is of a GOLD AND GREEN color.

A Soldier flips a lever on the side of the Train. The HOVER PROPULSION SYSTEM ignites with a magnetic pull between the vehicle and the track below. One by one, the boys board.

ADULT BRODY (V.O.)

And this is where our story truly begins...on a train to nowhere.

INT. HOVER TRAIN COMPARTMENT -- NIGHT

There are five bunk beds in the crisp white compartment. Brody lies sullenly on the bottom bunk in the corner. Haven's upsidetown head appears from the top bunk.

HAVEN

Story?

BRODY

Just a quick one, OK? I'm tired.

Brody clambers up next to Haven, who stares intently out the window. The soft moonlight from above gives the ruined landscape an almost eerie beauty.

HAVEN

There's so much to see out there.

BRODY

There's nothing out there. Trust me.

Brody tears his eyes away and clears his throat.

BRODY

OK, so, I got a new one. It's about a little wooden boy who climbs a bean stalk and saves the President of the Moon.

Haven makes a face. Brody thinks for a moment.

BRODY

Ah, got it. The one about the princess who falls asleep for a thousand years and then wakes up and eats the two little bears in the gingerbread house.

HAVEN

No!

BRODY

Yeah, that one is a little messed up.

Brody leans back with a small knowing smile.

BRODY

OK, which one do you wanna hear then?

Haven's eyes light up. Brody groans theatrically.

BRODY

Come on, not "Haven"! You've heard that one a thousand times!

HAVEN

It's my favorite!

BRODY

I forgot how it goes...lemme see, there's a flying boy in it right?

Haven crosses his arms and glares. Brody's eyes glint with the power of imagination.

BRODY

OK, fine. Once upon a time, there was a man named Haven.

EXT. BATTLEFIELD - DAY -- FANTASY SEQUENCE

A strong, armored man stands on a battlefield with a huge ax in hand. For our purposes, he will be called DAVID. David beckons to his ARMY, and leads them in a march.

Brody and Haven stand to the side, watching the army surge forward. Haven looks up at Brody.

HAVEN

Brody! His hair, stupid!

BRODY

Oh yeah. Haven had long hair, which many said was the source of his power.

David's close-cropped hair suddenly grows long.

BRODY

He was the great king of our people. We were always fighting in different wars, and Haven always led us to victory.

As David's army comes to a stop at the top of a hill, an army of CYBERNETIC MONKEY NINJAS FROM BENEATH THE WAVES is revealed in the valley below.

HAVEN

You always do the Cybernetic Monkey Ninjas from Beneath the Waves.



BRODY

Oh. So, who should he fight this time then?

Both armies wait patiently for the storytellers to decide their fate. The pensive Haven remains silent for a moment.

HAVEN

They should fight the men who put us on the Train.

Brody slowly looks down at his friend. Haven stares back at him. Brody nods, then clears his throat.

BRODY

You're right. They should.

David and his army are now facing thousands of the white-garbed FACELESS SOLDIERS.

BRODY

It was the final great battle of our time.

David is about to emit another battle cry, but is cut off.

HAVEN

Oh, one more thing!

BRODY

Good Lord, do you wanna tell the story?

HAVEN

You forgot about his War Hound!

BRODY

Does he really need an animal sidekick this time?

HAVEN

Of course.

BRODY

Fine. And at Haven's side as always was Shoe, his trusty battle penguin.

HAVEN

A penguin? Brody--

BRODY

He's getting a penguin. Be quiet.

A small penguin wearing a helmet, name of SHOE, appears. Shoe emits a little battle squawk. David follows suit, and his warriors take up the cry as both armies charge.

The enemy soldiers stop suddenly, then part for a MASSIVE SHAPE as it makes its way through the crowd. David glances up at a gigantic cyborg man. This is GOLIATH.

BRODY

His name was Goliath, and he was taller than the tallest building. He had muscles bigger and stronger than the strongest tank. He ate babies for breakfast, and had killed more than a million good guys.

HAVEN

Was Haven scared?

BRODY

No. He was the bravest man that ever lived.

David stares up at Goliath defiantly. Goliath swings a huge sword at David's head, and the battle is on. Above them, the sky goes from dark to light, then light to dark, and so on.

Goliath reaches down, and with a powerful tug, RIPS David's long hair in half. Haven winces. David yells in pain as he crumples to the earth. Rain falls from the heavens.

In the distance, buildings crumble as explosions shake the ground. Goliath's massive form can be seen tearing things asunder. David struggles to get up.

HAVEN

Get up Haven! Get up!

David lurches to his feet, and is taken aback by the destruction in the distance. He glances around, at a loss.

BRODY

For a split second, Haven didn't know what to do. He could never beat Goliath now, because his power was gone. So, he walked away.

David's eyes fill with tears. He turns around, walks forward a few feet, then stops.

BRODY

But the thought of his brother Sam gave Haven strength.

BRODY (CONT'D)

And that's when Haven realized that his power didn't come from his hair. He knew that he could face anything, or anyone, as long as he had his family's love inside him.

Haven smiles as he looks up at Brody. Brody grimaces.

BRODY

Sorry, was that corny?

HAVEN

It was perfect.

David spins determinedly as Goliath races towards him. The ground trembles. David swings a SLING over his head and releases it with all his might.

A ROCK streaks through the air, plowing through the field of raindrops. It slams right through A HOLE on Goliath's helmet. Goliath falls to the ground, dead.

David climbs onto Goliath's chest, and raises his arms in triumph. The rain immediately stops, and the people trapped inside the city cheer. Shoe flaps his little wings happily.

David breathes a sigh of satisfaction.

INT. HOVER TRAIN COMPARTMENT -- CONTINUOUS

Haven breathes a sigh of relief.

HAVEN

That was the best one you ever told, Brody.

BRODY

You say that every time.

HAVEN

No, this time it was really good.

Haven looks out the window once more. Brody clambers to the floor with a smile and begins to turn down the sheets.

HAVEN

Was there really a Haven?

A memory stops Brody short. His YOUNGER SELF, hearing a story in the dark. Candlelight. The smile of an OLDER BOY.

BRODY

Sure, more or less.

HAVEN

You think maybe he fought out here?

Brody looks up and follows Haven's finger. A clump of decimated buildings, no different from any of the other ruins, greets his eyes.

BRODY

Maybe. Nobody knows.

Behind Brody, a thin red-headed boy, the tallest and oldest in the room, steps into the moonlight. This is MALCOLM, and he is trouble.

MALCOLM

He's lying to you.

BRODY

Ignore him, Haven.

MALCOLM

You know it's true, Brody. There never was a Haven.

BRODY

Shut the hell up, Malcolm. Just let him go to sleep.

MALCOLM

Why? Somebody's gotta tell him the truth sometime.

BRODY

Did you hear what I said?

Malcolm motions around the room.

MALCOLM

We've all had to hear your dumb stories this whole trip. Just tell him the truth and shut up already so we can all get some sleep.

The faces of the other boys can vaguely be seen in the dark, silent witnesses to the escalating tension.

MALCOLM

Tell him. Tell him what's really gonna happen to us.

Malcolm turns his gaze onto Haven. Brody's fists clench.

MALCOLM

There's too many of us, and they don't know what to do. Most likely, we're gonna die. And Haven isn't gonna save us. No one is.

Malcolm shakes his head disgustedly.

MALCOLM

Now go to sleep. If I hear one more damn story I'll call the Soldiers.

Malcolm takes a few steps back to his bunk, then stops.

MALCOLM

And by the way. You should start calling him by his real name. It's not Haven, and you both know it.

Brody lunges at Malcolm with sudden ferocity. They tumble to the ground. Brody slams his fist into Malcolm's face.

BRODY

Don't you ever say those things to him again, do you hear me?

Brody quickly leaps up. Malcolm wipes his bloody mouth and glares at Brody with fiery eyes. Brody glances around the room, his body coiled with anger.

BRODY

How do you know that those stories aren't true? Any of you? You weren't there, right? They had to come from somewhere, right?

No one answers him.

BRODY

I'm sure some of it's made up, and we always add our own parts to make it fun, but so what? That doesn't mean the rest of it isn't true.

Brody stares back down at Malcolm.

BRODY

And don't keep saying that we're gonna die. You don't know that. Nobody knows that.

Malcolm slowly rises to his feet. Brody shakes his head.

BRODY

I'm gonna keep on telling him stories. He...needs to believe in something. And I don't wanna hear one more complaint about them, or I'll...I'll throw you all off this damn Train.

The onlookers laugh quietly. With one last angry look at Brody, Malcolm disappears back into the darkness.

Brody straightens his shirt, then hops onto the top bunk. He shakes his head, and breathes out heavily in frustration. Haven stares at him, wide-eyed.

HAVEN

Wow. You looked really crazy just then.

BRODY

Did I?

Haven nods. Brody sighs. Another silent moment.

BRODY

Alright, Haven. Bed time.

Brody helps him under the covers. Haven looks up at him.

HAVEN

What is gonna happen?

BRODY

I don't know. But I'll be right here beside you the whole time, I promise.

Brody places a hand on Haven's head.

BRODY

And hey, we always have our stories, right? At least we get to decide how those end.

HAVEN

Are they really true?

BRODY

Do you think they are?

HAVEN

I dunno. I guess.

BRODY

Well...in a hundred years, if  
someone told a story about two best  
friends on a Train, who's gonna  
know it's true, except for us,  
right here and now?

He smiles. Haven smiles back.

BRODY

I do know one thing. Haven is  
real. Know why?

HAVEN

Why?

Brody pokes him lightly on the chest.

BRODY

Cause I'm looking at him right now.

Haven smiles widely. Brody gives him a little high-five.

BRODY

Close your eyes now. I'm gonna  
think up a few stories for tomorrow  
night.

HAVEN

Can you stay up here with me till I  
fall asleep?

Brody nods. Haven smiles and settles under the covers. Brody  
turns to the window. The ruined countryside zooms by. His  
eyes are empty, yet sad.

INT. RUINS - JUST BEFORE DAWN -- FLASHBACK

YOUNG BRODY - five, small, quiet - sits against the wall of a  
ruined house. The Poor Lands can be seen beyond the charred  
doorway.

BROTHER - tall, late teens - paces back and forth. He keeps  
looking out at the horizon. His face is hard to make out in  
the darkness. A duffel bag lies waiting in the corner.

Brother looks over at Young Brody, who can't make eye  
contact. Brother wilts in the shadows.

BROTHER

I-I'll be back before you know it.

Young Brody says nothing. Brother sighs.

BROTHER

I already told you, I'm gonna be writing you all the time. And I'm gonna be sending you half my pay, so you can help take care of ma. Big responsibility! And, even better, I'm gonna be fighting bad guys just like Haven!

Tears crawl down Young Brody's face.

BROTHER

No, don't, Brody. Please. I--

Brother wipes his eyes.

BROTHER

We still have time before the sun comes up. Wanna hear about Haven again?

Young Brody half shrugs, half nods. Brother sits before him. Only his smile can be seen in the near darkness.

BROTHER

Good. Cause we'll always have our stories, little brother.

Brother begins his story. Young Brody barely listens as he soaks in his brother's presence.

INT. HOVER TRAIN COMPARTMENT - NIGHT -- PRESENT

Brody soaks in the moonlight and the memories.

BRODY

I can't remember his face.

Brody slowly turns and looks at the sleeping Haven. After a few eternal mournful seconds, hardness comes to Brody's eyes and he quietly creeps out of the compartment.

INT. HOVER TRAIN -- CONTINUOUS

Brody tiptoes through the eerily silent Train. Even in the dark, cracks can be seen along the walls. Here and there, Robots drift by and make quiet repairs in the night.

Brody turns a corner and enters a small LAVATORY. He reaches behind the toilet, pulls out a makeshift PICK, and clambers atop the toilet tank.



Brody reaches up and traces his fingers along a CEILING PANEL. He chips away at it with his pick. After a bit, the ceiling panel rises with a muffled POP.

Brody pushes upward with his fist. The panel rises even more. The gushing WIND from outside comes whistling through the rupture.

Brody is just able to see the night sky and jagged landscape beyond the Train. He pops the ceiling panel back into place. His smile is wide.

BRODY

One more night.

VOICES are heard. Brody scrambles to the floor and curls up in the space between the toilet and the wall. He is almost invisible in the darkness.

PIERCE (O.S.)

--not too sure. It all depends on how many families are looking, you know?

SOLDIER 1 (O.S.)

Right. But why not just put them all in the Service? Doesn't make sense.

LT. PIERCE, short and weary, enters. SOLDIER 1 waits outside.

PIERCE

That's what I said when I first enlisted too. Might as well get them started young.

Pierce steps up to the sink and pushes his FACE PLATE up, revealing a tired countenance in the cracked mirror.

PIERCE

Christ, they don't let us sleep enough.

Pierce shakes his head, then washes his face.

PIERCE

But anyway, I mean, what's a ten year old gonna do with a gun?

SOLDIER 1

I guess. So all of the older ones get sworn in then?

Pierce slides his face plate back into place.

PIERCE

Not always. Depends how crowded things get. Once they do the math, sometimes they randomly pick some kids out, and...we call it "leftover duty."

Pierce slowly walks towards the lavatory door.

PIERCE

Trust me. You don't want wanna be assigned leftover duty. You'll never sleep again.

Soldier 1 stands in wary silence. Pierce sighs as they exit.

PIERCE

Come on, rookie. You better get a nap in. We're passing by Nowhere in an hour. We'll be on high alert.

Brody stays seated in the darkness, trembling. After a few moments, he centers himself and runs off.

INT. HOVER TRAIN - FUEL ROOM -- CONTINUOUS

Brody creeps into the Train's FUEL ROOM. He looks around, then spots the Train's FUEL LINES.

With a nod of resolution, Brody uses the pick to CUT the fuel lines, then quickly dashes out of the Fuel Room.

INT. HOVER TRAIN COMPARTMENT -- MORNING

Brody snaps awake, blinking rapidly, as the Train makes a SCREECHING noise. His eyes grow round as he looks outside.

Greeting the boys through the window is a city composed from materials of varying designs, time periods, and degrees of quality. A gloomy, mysterious fog hangs over the formation.

The reflection of the city lights can be seen in Haven's wide eyes. Brody notes that a towering FERRIS WHEEL peeks above everything else.

The Train chugs into a TRAIN STATION, barely making it. Black smoke spirals from underneath, streaking by the windows.

Brody peers out into the hall. He immediately notices that the Soldiers are lined up along the windows facing the city.

Brody turns his attention back to the window. A man named FINN - thin, wiry, middle-aged - now stands before the Train.

A tall bald man with piercing gray eyes, dressed in gray armor, strides up to Finn. His cybernetic GOLDEN ROBOT HAND glints in the dim sunlight. His name is GENERAL JARED VISUM.

EXT. CITY OF NOWHERE STATION -- CONTINUOUS

Finn sizes Visum up. Visum remains unnaturally immobile.

FINN

Didn't think you'd be stoppin' here this trip. But I'm guessin' that black smoke means it wasn't by choice.

Visum sizes up Finn like a cobra.

VISUM

And I am guessing that since my superiors recently forged a treaty with this city, there is no possible way your people had anything to do with my Train's ruptured fuel lines. Right?

FINN

Everyone knows that your vehicles ain't exactly brand spankin' new. And, unfortunately, we don't have the parts you need.

VISUM

Funny, I have not told you what parts we need.

Finn shrugs and shakes his head.

FINN

What can you do? Now. You better summon whoever's holdin' your leash.

Visum seethes. Finn nods.

FINN

You know you have to.

After another tense moment, Visum pulls out a small HOLO PAD. The HOLOGRAPHIC IMAGE of a nervous COMMANDER hums to life.

FINN

I thought I'd remind you of a couple things, Commander. You're looking at the only workin' Hover Track in the land. You're also looking at the only place where you can possibly refuel, seeing as we're sittin' on the last fuel reserve in the area. Which means that you're stuck here till you can fix your Train. So, I got some new additions to our agreement.

The unspoken threat speaks volumes. The Commander nods.

COMMANDER

Proceed.

FINN

You're carryin' little human beings in there. Not cargo. They're gonna bake in that Train. I'd like them to be allowed to come into the city if they wish, till it's time for y'all to leave again.

VISUM

This is laughable. How can--

FINN

Take whatever precautions you want to make sure you can round 'em all up again when the time comes. The way I see it, we might as well make this unplanned pit stop as pleasant as possible. No need to rekindle our unpleasant history.

Silence. The Commander mulls this over. Visum fumes.

VISUM

Then I propose that you lift the ban you have on my Soldiers. They are to be allowed inside as well.

Fin thinks about this for a few seconds.

FINN

Fine. But only a few at a time. And they'll have to check their weapons at the gate.

VISUM

Commander, how can--

COMMANDER

We shall discuss your proposals,  
Mr. Finn. You will have an answer  
shortly.

With that, the Commander disappears. Visum practically  
crushes the holo pad with his robot fist.

VISUM

I cannot express how incredibly  
lucky you are that I am not in  
charge, Finn.

With one last look of rage, Visum storms into the Train. Finn  
runs his eyes across the peering boys' faces, then walks  
toward the city.

EXT. CITY OF NOWHERE STATION -- DAY

The youthful Hover Train passengers are lined up neatly in  
front of the tracks. A line of Soldiers is facing them.

Visum surveys the assembled boys for a moment, then slowly  
begins to walk down the line, stiffly and regally.

VISUM

It has been here for as long as any  
of us can remember, although its  
true name has been long forgotten.  
They call it Nowhere.

Visum's steps are precise and powerful.

VISUM

The Train has broken down. We are  
stuck here until we can correct the  
problem. It will take some time for  
the necessary materials to arrive.  
Three days, to be precise.

Visum motions to the city.

VISUM

You can eat what you want, and  
whatever you can find. You can  
sleep wherever you want or you can  
return to your rooms on the Train.  
It matters not to me.

Not one of the boys moves a muscle. Visum's eyes find each  
one of their faces.

VISUM

You will find that escape is impossible. Dogcatchers will be circling. Soldiers will be on alert. We have installed sensors along the city walls. No matter what, you will be getting back on this Train in three days. Trust me.

Brody follows Visum with his eyes.

VISUM

Now, perhaps it would be foolish of me not to ensure at least some form of control over you. It is imperative that our stay here is successful.

Visum notes that Brody is the only child looking at him.

VISUM

So, you will pair up. And, you will be monitored.

Several of the Robots come streaming out of the Train. The green and gold Robot stops by Brody and Haven.

VISUM

I know they seem insignificant, but be wary of them. They will be my eyes. They will also perform certain functions that may aid you.

Visum glances at the city.

VISUM

So, you will be somewhat independent for the next three days. But you have not escaped from beneath my boot heel. At the first sign of trouble, you will be ground into the mud.

Visum stares at them all once again. He lingers on Brody.

VISUM

Come back when you hear the Train's whistle blow.

The Soldiers part, revealing a path leading to THE CITY OF NOWHERE. As the boys and their Robots head toward the city, several Dogcatchers fan out through the air like sharks.

EXT. CITY OF NOWHERE - CITY STREETS -- CONTINUOUS

The Train Boys enter the City of Nowhere. They notice that huge FANS are spaced every few feet atop the city walls.

An awestruck Haven and a wary Brody observe the hustle and bustle. The city seems to be very busy, and an extremely popular place.

Beings of various species wander here and there. Brody notices some of the passerby giving them sad looks.

A distant cry of "FANS!" echoes across the city. A FAN WORKER dashes over to the nearest fan and pulls a massive switch on the side of the contraption.

One by one, the fans are switched on, down the line. Almost as if a giant sheet is being pulled back from a bed, the surrounding fog is silently SUCKED into the whirring fans.

As the fog dissipates, the city is given a totally different veneer. It looks newer than before, shinier in a way.

BRODY

Well, I guess I didn't mess up things too badly. Could be trapped in worse places...

Haven looks at Brody, confused. Brody spies a PUB nearby.

BRODY

OK, we should get something to eat. Now all we need is some money.

Suddenly, their Robot zooms up to Brody's eye level. A small hatch lowers from its underbelly. It hovers in front of Brody expectantly.

BRODY

I think our Robot's broken.

Haven sticks his hand under the little floating Robot. A GOLD COIN plops onto Haven's palm. Brody and Haven both stare at the coin, then look at each other. They smile.

INT. PUB -- LATER

Brody weaves his way through the pub and comes to a stop by a table at the back of the room. He sets some food down and sits. Haven, seated in silence, stares at the floating Robot.

BRODY

Haven? Is a hatch gonna come outta  
your chin now, too?

Haven's brow is knitted in utmost concentration.

HAVEN

I think we should name our Robot.

BRODY

He's not "our" Robot, Haven. He is  
our damn baby sitter. And he's not  
a he. He, it, is an it.

Haven shakes his head. The Robot continues to hover.

HAVEN

Well, as long as he's following us  
around, we might as well call him  
something other than just "Robot."  
Especially since he helped us out  
back there.

BRODY

It did not help us. It is not  
alive. It just did something it  
was programmed to do.

Brody tears off some bread. Haven tears off a piece as well.  
Brody thinks for a moment, then turns to the Robot.

BRODY

Hey Robot, you got a map of the  
city in there or something?

The Robot's lights blink on and off rapidly. A HOLOGRAPHIC  
CITY MAP forms in the air before them. A few names POP out,  
such as *INVENTOR'S WAY*, *MARKETPLACE*, and *FERRIS WHEEL*.

BRODY

Show me the nearest wall sensors.

The map ZOOMS IN to a particular spot. Brody studies the  
image intently. Two circular SENSORS can vaguely be seen atop  
the fuzzy wall. He nods.

BRODY

I gotta check out all the sensors  
when we're done here, buddy. I  
gotta look for weaknesses.

Haven nods, busy with his food. Brody turns away from the  
Robot, in deep thought. The map disappears a second later.



HAVEN

You should say thank you to Tink.

Brody looks at Haven quizzically. Haven nods firmly.

HAVEN

I named him Tink. He has shiny lights, like Tinker Bell did, so why not?

Brody chuckles as he picks up a piece of MEAT, wraps it in a napkin, and places it in his pocket.

BRODY

Why don't we call him Tech. Cause he's a Robot, you know? He's technology.

Haven thinks for a moment, then smiles broadly.

HAVEN

Cool. Thanks for the map, Tech.

Haven digs back in. Brody chuckles again. TECH continues to hover impassively. However, his lights flicker momentarily.

EXT. CITY OF NOWHERE STATION -- CONTINUOUS

The Soldiers have formed a perimeter around the Train. They grip their weapons nervously. They are surrounded.

A Fan Worker watches them from atop the wall. A few more lounge in the shadow of the Station, hands on hidden weapons. Visum walks out of the Train and soaks in his environment.

VISUM

I should have guessed they wouldn't make this easy.

He turns to Pierce, who is standing nearby.

VISUM

Be a good right hand man, will you? Change into something more comfortable. Look for other warning signs.

Visum's steely eyes bore into Pierce.

VISUM

Do not get caught.

EXT. MARKETPLACE -- LATER

Haven soaks in the various items and colorful beings that surround them as Brody stops at a stall and purchases a brown SACHEL.

THREE MEN in nondescript clothing catch his eye. He recognizes one of them as Pierce, in disguise.

Pierce notices the boy's gaze and shoots him a subtle wink. Brody frowns darkly as the men turn a corner and disappear.

Brody shakes his head, then places the meat chunk within the satchel. Brody watches in slight irritation as Haven attempts to wrap up another piece of meat, but instead drops it.

BRODY

Hey, Haven? You know, you don't have to follow me around all day. I mean, you can go do whatever you want. It's not--

HAVEN

Where else am I gonna go?

BRODY

I really have to concentrate on--

Brody looks down at Haven, who looks up at him imploringly. Something within a narrow ALLEY nearby suddenly captures Haven's attention. Haven looks at Brody imploringly again.

BRODY

Five minutes, OK? Then I'm gonna find somewhere for you to play or something. I gotta keep moving.

EXT. TRINKET ALLEY -- CONTINUOUS

Haven and Brody walk into a small square that lies at the base of the alleyway. It is filled with old husks of machinery and scattered pieces of junk.

Haven immediately heads toward a STATUE, carved to look like a beautiful female FORTUNE TELLER. The words "MAKE A WISH FOR A QUARTER" are painted in faded red on the Statue's body.

One half of the Statue's face is caved in, but Haven only focuses on the beautiful, untouched side.

ADULT BRODY (V.O.)

Most of the fairy tales Haven was familiar with involved the granting of three wishes. He saw this as the perfect opportunity to try something new, for he had never made wishes before.

Haven thinks. The HOVER TRAIN creeps through his mind.

ADULT BRODY (V.O.)

Haven's first wish was that he and Brody would not have to get back on that Train.

The brave DAVID runs through Haven's mind.

ADULT BRODY (V.O.)

His second wish was to be able to meet the real Haven. That did not seem possible. But he knew in his heart, without really understanding why, that the purpose of wishing is to make the impossible come true.

Frustration springs to Haven's features.

ADULT BRODY (V.O.)

He couldn't think of a third wish. Nothing seemed as important as the first two.

Haven spots a faded MURAL, depicting an AFRICAN SAVANNAH. His eyes trace along the painting till they settle on a friendly GIRAFFE. Haven blinks at the creature.

ADULT BRODY (V.O.)

Haven's third wish was to see one of those animals. He loved how much taller it was than the other creatures around it.

With a firm nod and wide smile, Haven turns to Brody.

HAVEN

OK Brody, your turn.

Brody, once again studying Tech's holographic map, turns to Haven distractedly. Haven points towards the Fortune Teller.

HAVEN

You have to make three wishes.

Brody studies the Statue with a grin. His eyes are instantly drawn to her shattered side. His grin fades.

ADULT BRODY (V.O.)

Brody of course wasn't taking this seriously. It was just an old Statue. But what could it hurt? Besides, he knew what his first wish was right away. He wanted to escape.

Brody looks over at Haven as he walks up to the mural and stares at it.

ADULT BRODY (V.O.)

His second wish was for Haven to be safe.

Brody's brow creases in concentration.

ADULT BRODY (V.O.)

He couldn't think of a third wish. The first two were so strong that they overpowered everything else.

Brody's eyes fall on a MEDIEVAL MURAL across the way. A beautiful, laughing PRINCESS greets his gaze.

ADULT BRODY (V.O.)

Brody's third wish was to meet a princess. Outside of the stories he told Haven, such moments of fantasy were very rare for him, but he welcomed this thought anyway.

Unbeknownst to Brody and Haven, Malcolm and his short partner DOLPH have slowly crept into the Alley.

Malcolm quickly walks up to Brody, spins him around, and strikes him in the face. Malcolm sneers.

MALCOLM

Remember what happened on the Train?

With a scream of rage, Brody charges Malcolm and tackles him. The boys go CRASHING through a nearby flimsy WOODEN WALL.

INT. COGGS' SHOP -- CONTINUOUS

Brody and Malcolm, coughing, look up from the floor. Through the surrounding dust, they see an old, squat, gray-skinned alien named COGGS sitting on a work bench.

COGGS

Train Boys! I knew I should've put  
a bear trap there!

Coggs lurches to his feet and tosses a wrench aside. Malcolm springs up and darts through the ruptured wall.

Brody attempts to do the same, but immediately cries out, grabs his shoulder, and falls back to the ground.

COGGS

Hurt your shoulder, huh you little  
rat? Serves you right. Lucky for  
you I hurt myself all the time. Let  
me take a look.

Coggs squats down and blinks at Brody's shoulder. He roughly pokes it with one of his THREE FINGERS. Brody yells out.

COGGS

That hurt?

BRODY

I screamed didn't I?

Coggs' eyes narrow, then he pokes Brody's shoulder again. Brody yelps again. Coggs chuckles as he rises to his feet.

COGGS

Well, you've dislocated it. I can  
give you something for the pain.  
Course, you'll have to pay me for  
the medicine. But we'll--

Coggs stops short as he notices Haven and Tech poking through the broken wall.

HAVEN

I'm sorry, sir, he's my friend--

COGGS

I don't need your life story. Come  
in and don't touch anything.

Coggs, muttering to himself, wanders over to a cabinet. He ruffles through it as Haven enters. Brody gives Haven a weak thumbs up.

Haven notices that a ROBOT is floating nearby. There are PAINT STREAKS and BRIGHT COLORFUL ALIEN SYMBOLS on this Robot, though.

The Painted Robot's eyes sparkle in greeting. Tech returns the salute.

Several more PAINTED ROBOTS hover out of the woodwork. Some of them drift over and begin repairing the splintered wall.

Haven notices all types of CONTRAPTIONS and GADGETS strewn about. He walks through the shop and inspects the collection of objects.

Something peculiar in the corner catches Brody's eye. It looks like a LAND MINE, except it has several colorful wires sticking out of it.

BRODY

Is that a mine? Isn't it dangerous, having that thing in here?

COGGS

Only on the nights I drink. But it's not...I'm trying to rig it so we can use them for fireworks. Stop talking, you're distracting me.

BRODY

Well, hurry up. I need to find a way out of here.

Coggs studies Brody's determined face. For the briefest of moments, sadness chips away at the alien's facade.

COGGS

There is no way out of here, boy. Just make the most of it while you can.

At that moment, Haven touches a button that's protruding from an odd-looking BOOT. The Boot is propelled upward by a STREAM OF BUBBLES and SLAMS against the ceiling.

Coggs scrambles over and catches the Bubble Boot as it comes falling back down. He turns a dark gaze on Haven.

COGGS

If this is broken, you little fool--

BRODY

Hey, don't talk to him like that! It's not like it would matter if he broke any of this useless junk, anyway!

COGGS

Nothing that is created is ever useless.

BRODY

OK, well, when you can think of a good use for...Bubble Boots, you let me know.

COGGS

What's that? You don't need the medicine I was so generously going to give you?

BRODY

I don't need your stupid--

HAVEN

I'm sorry. I didn't mean to touch them. I just wanted to...see what they would do.

Coggs turns to Haven and opens his mouth, then slowly closes it. He studies Haven.

COGGS

It's OK, young man. At least someone around here appreciates the finer things.

Haven smiles. With a sigh, Coggs gently places the Bubble Boot down, then pulls out a small VIAL and hands it to Brody.

Brody stares at the vial a moment, then takes a sip. He gags, then shudders, then blinks.

BRODY

I think I'm dying.

COGGS

That's just the aftertaste.

Coggs glances over at Haven, who is looking into the eyepiece of a small, binocular-like contraption.

COGGS

Those are the stars of Doraz. And that is a Star Gazer. My first invention.

HAVEN

What else does it do?

COGGS

That's it. Just recreates the feeling of looking up at the green stars of my home.

HAVEN

Doraz is your home?

COGGS

Yes. I haven't been back there in a long time.

HAVEN

I hope you go back soon.

COGGS

Me too, little one.

Haven smiles, then notices a small silver REMOTE nearby.

COGGS

Ah, this is one of my favorites.

Coggs points the remote at Tech and presses a button. Tech immediately shuts off. Coggs presses another button, then turns Tech back on.

COGGS

Don't worry, I just reset him. In the process, burned out his Inhibitor Chip. Gives him a little more freedom now.

BRODY

Is that gonna get us in trouble?

COGGS

Nah. Up in that stinking Train, it's just gonna look like the monitor assigned to his internal camera had to refocus. All they saw was a flicker of static. Nothing more.

Brody gazes over at Tech uncertainly, who seems to be flying around a bit woozily.

COGGS

Trust me, youngster. It's how I managed to hang on to my little friends over there. Soldiers have plenty of replacements, they don't even miss them. Did you know they were aliens too? From a mechanical planet called Icon 6. Train bastards make pretty much everything their slaves.

Coggs watches as Haven walks over and gazes into Tech's orbs with a look of worry. Tech's orbs flicker in acknowledgment.



COGGS

Your friend's got a kind little soul.

BRODY

The kindest I've ever met.

Brody looks at Haven for a moment, then faces Coggs.

BRODY

Thank you, for showing him your stuff. He loves finding out about new things.

COGGS

Not at all. I love showing off my things.

BRODY

Do you...do you think you can watch him? For a little while?

COGGS

Watch him? He's stuck to you, son. Get used to it.

BRODY

I know, but he might slow me--

COGGS

Do you want that shoulder fixed or what?

Brody sighs, nods, and follows Coggs out of the shop.

EXT. CITY STREETS -- MOMENTS LATER

Coggs leads the two boys and their Robot through the bustling city streets. Haven once again soaks in the aliens and mysterious ambience.

Brody once again spies the three Soldiers-in-disguise. Pierce's eyes narrow when he spies Coggs leading the two Train Boys.

The three Soldiers begin to follow them from a distance. Brody looks over his shoulder, willing them to disappear.

EXT. FERRIS WHEEL -- LATER

Coggs, Brody, and Haven approach the giant FERRIS WHEEL. Brody looks around; there is no sign of the three Soldiers.

A handsome GERMAN SHEPHERD trots up with an inquisitive grunt. Haven's eyes practically fall out of his head.

COGGS

Amo it's me, your favorite.

AMO gives Coggs a brief glance, sniffs the air, snorts, then trots over to scrutinize the boys.

HAVEN

A real dog! Son of a bitch!

Brody tries to stifle a laugh as he looks at Haven sternly.

COGGS

While entirely accurate in this case, such words are frowned upon in mixed company, lad.

Haven pets Amo, who returns the stroking with happy licks. Haven laughs delightedly.

COGGS

Yes, yes, bond on your own time. Is your master here, Amo?

Amo ignores him and barks happily as he snakes around the two boys. Tech snakes around behind Amo, studying him.

COGGS

The sky will fall before this dog will listen to me.

TULEEN (O.S.)

Always knew he was a wise pup.

Coggs and Brody turn to see a pretty short blonde woman walking up to them. She is holding a pitcher of water.

COGGS

Tuleen, my beauty! How are you!

TULEEN hugs Coggs.

TULEEN

Very well. You?

COGGS

Eh, old and annoyed as usual.

Tuleen chuckles. Coggs gently pats her swollen BELLY.

COGGS

And how is our silent little friend? Ready to come out yet?

TULEEN

She just kicked me. She must know who is touching her.

COGGS

Well, she will come to learn very quickly that I cannot take a hint.

Tuleen laughs, then smiles at Brody, who smiles back. She then gives Coggs a questioning look. He shrugs.

COGGS

This one's got a broken wing. Besides, I like the little one.

Brody scowls at Coggs. Tuleen laughs and shakes her head.

TULEEN

He's inside.

Tuleen strides past them. The alien and the boy follow. Haven is now rubbing the happy Amo's belly. Brody grins.

BRODY

His first dog.

COGGS

Not yours?

Brody hesitates, then slowly shakes his head.

BRODY

We used to eat them, where I'm from. When there was nothing else.

Coggs clears his throat. Tuleen looks back at Brody sadly as she leads them to a small WORK SHED near the Ferris Wheel.

INT. ARCHER'S SHED -- CONTINUOUS

Brody, Coggs, and Tuleen enter. A strong man cleans a set of tools with calloused hands. This is ARCHER.

Archer's sad eyes immediately fall upon Tuleen, who approaches him with a beaming smile. Archer lights up.

TULEEN

How'd it go?

ARCHER

Should be fine for now. But I don't know how much she's got left in her.

TULEEN

Well, thank you just the same. I brought you some water and some visitors.

Archer smiles and takes the pitcher. He nods at Coggs, then studies Brody. Tuleen notices a scrape on Archer's arm.

TULEEN

Oh no. I told dad climbing that damn Wheel is dangerous.

She reaches out and touches the scrape. Archer smiles slightly at the contact. Coggs clears his throat with a mischievous grin.

Tuleen scrambles away. Archer follows her with his eyes, then looks back towards Coggs and Brody.

COGGS

Brody here decided to break my wall with his shoulder.

Archer squats down, studies Brody's shoulder, then reaches out and pops it back into place. Brody rotates his arm in fascination.

Tuleen approaches with some bandages. She quickly looks up at the sound of MUSIC in the distance, then sighs.

TULEEN

He starts it earlier every day.

With a playful slap, Tuleen applies a bandage to Archer's arm.

ARCHER

You are too good to me.

TULEEN

Agreed. Stop by later?

Archer nods. She smiles, then turns towards Coggs and Brody.

TULEEN

Well, off to work. You and your new friends are welcome to come along.

Coggs shrugs and nods. Tuleen shakes her head.

TULEEN

Don't act like you don't want to,  
you old fool.

Coggs emits a playful grunt and waves her away. Tuleen turns her gaze on Brody, who clears his throat.

BRODY

Um, I'm not sure where you want us  
to go, but I really have to keep--

Tuleen places a hand on his shoulder and smiles sincerely.

TULEEN

Forget the Train, Brody. Tonight,  
there is only magic.

With one last glance at Archer, Tuleen glides out of the shed. Coggs nods at Archer in thanks and moves to leave.

ARCHER

Coggs. I told you not to bring  
Train Boys around.

COGGS

He was hurt.

ARCHER

There are doctors in the city.

Coggs frowns. Brody shifts uncomfortably.

COGGS

You know what you need to do,  
instead of constantly acting  
tortured? You need to take that  
woman into your arms and never let  
go.

Coggs motions around wildly.

COGGS

You name me one person 'round here  
who doesn't want you to scoop her  
up and be done with feeling sorry  
for yourself, and I'll lay an egg.  
Which is how the females of my  
species give birth! Which would  
make me a female! Which would cause  
me to reassess a lot of things!

Coggs grabs a random piece of machinery from the work table.

COGGS

Rant over. I'm taking this.

The tiniest of grins lifts the corner of Archer's mouth. He turns back to his tools. Coggs exits. Brody follows.

EXT. FAIRGROUNDS -- DUSK

Haven follows Brody and Coggs down a hill that lies a few feet beyond the Wheel. They head towards a wooden entryway adorned with a sign that reads *FINN'S FAIR*.

Brody and Haven walk through the colorful goings-on around them. Here they see an ALIEN FIRE EATER. There they see a CAT-LIKE JUGGLER. A RED MAN hawks a TENT OF SECRETS.

The sky is abuzz with Robots as Train Boys run to and fro. A gaggle of all sorts of people flit by. It is absolutely magical; this is like no Fair we are familiar with.

EXT. HALL OF MIRRORS -- NIGHT

Brody and Haven bound up to the Hall of Mirrors, where Tuleen stands next to Archer. A panting Amo is seated nearby.

Amo barks in greeting. Haven analyzes Archer. Archer gives Haven a little nod. Tuleen smiles at the boys.

HAVEN

Tuleen, this is fantastic!

TULEEN

My father says there's nothing like a Fair. Says it's the best tradition we have. He opens the gates every night, no matter what.

Haven points towards the Tent of Secrets.

HAVEN

Did every Fair have a Tent of Secrets?

Before she can answer, Haven points to a pair of ACROBATS as they summersault by.

HAVEN

What about those? Did every Fair have those?

All sound fades as a beautiful olive-skinned young woman catches Brody's attention. This is NESSA.

Nessa wades through the crowd with a cart of food. Brody follows her with round eyes until she disappears around the corner. Tuleen leans in.

TULEEN  
Her name is Nessa.

Tuleen grins from ear to ear. Archer chuckles. Brody blushes, then glances down at Haven, who is staring at him quizzically.

Brody clears his throat and straightens his shirt. Then, his eyes narrow. There they are again, by that booth - the three men! Tuleen, puzzled, follows his gaze.

BRODY  
Those men. They're Soldiers.

Archer tenses up as he scrutinizes the trio.

FAN WORKER (O.S.)  
What did you say? Soldiers?

They spin to see a semi-drunk Fan Worker nearby. He shambles forward and stops before the three men.

FAN WORKER  
Lift up your sleeve.

PIERCE  
What are you talking about?

FAN WORKER  
Show me your Service tatoo,  
Soldier!

Onlookers stop and watch. Tension trickles through the Fair.

PIERCE  
I see you have a tatoo. I'm  
guessing you drank yourself out of  
the Service. Get out of here. Go  
play with your fan.

The Fan Worker rears back and lashes out with his fist. A hand clamps around his wrist. The Fan Worker turns to see Archer, who is glaring at the Soldiers.

FINN (O.S.)  
I don't think that Soldiers-in-  
disguise are what good treaties are  
made of, do you?

Finn steps up to the five men.

FINN

Now, there's no way you could really be Servicemen, cause we already checked in the only Soldiers we're gonna allow in tonight. Just a reminder. I also need to remind you that you're in our camp. And there's alotta us.

Pierce looks around warily, then leads his men out of the Fair. Finn shakes his head and pats Archer on the back.

FINN

Lord, get us through these three days.

Finn notes the still-angry faces. He looks over to the Wheel, whistles, and makes a flipping motion.

A far off whir shakes the ground as the lights along the Ferris Wheel POP to life. Audible gasps are heard.

The Wheel slowly starts its first turn of the night. Upturned faces are illuminated as the lights trace along the crowd.

Archer and Brody, however, stare darkly at the spot where the Soldiers vanished into the night.

EXT. FERRIS WHEEL -- MOMENTS LATER

High atop the Wheel, Brody spots Nessa below and smiles. Beyond the city wall, a Dogcatcher passes over the TRAIN TRACKS lurking in the dark. Brody is brought back to reality.

Haven is seated next to Brody. The wonder on his face is absolutely contagious. The stars, the lights, the music...it's too much for him to take in all at once.

HAVEN

This is the best night of my life.

Brody studies his friend's happy face with sad eyes.

BRODY

Mine too, Haven.

The Wheel continues its slow turn.



EXT. FERRIS WHEEL -- LATER

Brody lays a few blankets down in the Wheel's shadow. Haven glances up into the Wheel's depths. Several Train Boys climb its girders and find cozy little nooks to sleep in.

Brody and Haven lie down. Tech sets down between them. The occasional Robot streaks through the Wheel's recesses.

HAVEN

Hey, Brody. I never want to leave this place. Do you think anyone here knows where the Train is going?

BRODY

Haven. I--

HAVEN

Never mind. I don't wanna know. I just wanna think about Nowhere.

Brody smiles sadly and finally lies still. His eyes trace along the valley below and stop atop a cluster of TENTS.

BRODY

I wonder which one's hers.

HAVEN

What? Who?

BRODY

Nothing. Good night, Haven.

HAVEN

Aren't you forgetting something?

BRODY

Oh crap, you're right. OK.

Brody thinks for a moment.

BRODY

Once upon a time, there were two boys under a giant Wheel. And they wanted to live in the City of Nowhere, more than anything else in the world.

Brody pauses as he takes in both the wonder of the silent Fair and the doom of the tracks beyond the wall.

BRODY

And one of the boys had a plan...

INT. PUB -- LATER

A pair of twins named NIGHT and NOAH whisper over drinks.

FINN (O.S.)  
I knew this was your doing.

They spin to see Finn standing above them, arms crossed.

NIGHT  
We didn't do anything to that  
Train, Finn. Hand to God.

FINN  
This comin' from the man who, at  
the very least, tries to throw a  
rock at every Train that comes by  
here. Hmm. For some reason, I don't  
believe you.

NIGHT  
Regardless. Someone did us a favor.  
We got 'em where we want 'em.

NOAH  
They're crippled. They're trapped.  
We outnumber them. We bottleneck  
them, we wipe them out.

FINN  
And what exactly do you think that  
would accomplish?

NOAH  
Gee, I dunno. Maybe it'd let them  
know that we don't look kindly on  
kidnapping, slavery, and murder,  
Finn.

ARCHER (O.S.)  
And then they'd strike back.

Noah, Night, and Finn look at Archer, who is seated at a  
table with Coggs. Archer, drunk, stares at the wall.

ARCHER  
It would be the first step to war.  
So be careful of your next step.

NIGHT  
Archer, you of all people--

Archer whirls toward them. His eyes are on fire.

ARCHER

Do not. Do not say anything more.

Coggs sighs and shakes his head.

COGGS

I think it's best if we continue this elsewhere, Archer. I am nowhere near drunk enough to find this funny.

Coggs helps Archer to his feet. Archer shoots the twins a dark look, then pours out of the pub.

FINN

Three days, they're gone. We move on. Control yourselves. Hear me? I will kick you outta this town. I swear it. Archer's right, we don't need a war. Think of your families.

With that, Finn walks away.

SERIES OF SHOTS

A MILITARY BANQUET HALL. Visum is promoted to GENERAL. He salutes his SUPERIOR OFFICERS. No sign of the robotic hand.

A MANSION. Visum hobnobs with the elite, celebrating his promotion. He is all smiles.

A BATTLEFIELD. Visum directs his forces into battle from a COMMAND POST. Two SUPERIOR OFFICERS watch on beside him.

Visum scans the battlefield with a sneer. Suddenly, the command post is rocked by an EXPLOSION.

The Superior Officers lie dead amongst the rubble. Visum shakes awake, looks around, then SCREAMS. His arm is MISSING.

A MILITARY COURTROOM. Visum stands before the COUNCIL. He takes the harsh words being thrown at him with dignity. His GOLDEN ROBOT HAND clenches.

The MILITARY COMPOUND. Visum stares out the window of his small room. The Golden City beckons in the distance.

INT. HOVER TRAIN - COMMAND ROOM -- NIGHT

Drenched in memory and regret, Visum sits at an elaborate wooden desk. The cracked walls are decorated with feeble TROPHIES from past campaigns.

Visum's golden hand glints from the dim light being cast by the HOLOGRAPHIC IMAGE of a beautiful, sad-eyed, dark-skinned woman named EVANA.

VISUM

We are here, waiting for scraps.  
Like stray dogs.

Evana studies him, knowing he has more to say.

VISUM

They humiliate me at every turn.  
They are so scared of these people.  
They just buckle to their every  
demand. It's disgusting. I wish I  
was...

Visum shakes his head angrily. Evana sighs sadly.

EVANA

It's only temporary, love. You  
won't have to do this forever. Just  
follow orders and get through it.

VISUM

Yes. Baby-sitting a bunch of boys  
on a Train. The worst assignment in  
the Service. With the most  
unreliable equipment in the  
Service, which is saying something.  
And receiving orders from the most  
spineless Commanders in the  
Service, which is really saying  
something. Nothing like trying to  
keep your head afloat in a sea of  
fools.

EVANA

You've always been so dramatic.

Visum isn't even listening to her.

VISUM

It all started with this stupid  
truce. It's like they're trying  
to...atone, for some godforsaken  
reason. Their power is decaying,  
almost as rapidly as their  
resources. They are weak.

EVANA

I know, Jared. I know. But they are  
in charge, for now.

Visum looks down at his golden hand, as if it were a curse.

VISUM

I hate it. I hate their blank faces. I hate that my lips are attached to their asses. I hate that I am back at the bottom.

Visum looks at Evana with pain in his eyes.

VISUM

Why did this happen to me? I've always worked so hard.

EVANA

You made a mistake.

VISUM

More than a mistake.

Visum lifts up his robot hand and flexes the fingers.

VISUM

I can't even wear my wedding ring, because I have huge clunky robotic fingers now.

Evana chuckles mournfully.

EVANA

It's a fresh wound, love. It will heal. You will heal. Prove that you are better than where you have fallen.

Evana smiles at her husband.

EVANA

It's just a matter of keeping your head afloat in a sea of fools.

Visum chuckles. His eyes do not show joy.

EVANA

What else can I say? I love you.

Visum inclines his head as he briefly grazes her fuzzy visage with his fingers.

VISUM

Good night, dear. I will check in again soon.

Evana nods and smiles. Visum switches the hologram off. He sits back in his chair and continues to brood.

EXT. TRINKET ALLEY -- LATER

Brody creeps up to Coggs' semi-fixed wooden wall. A lantern is the only source of illumination within the shadowy room.

Archer and Coggs sit at the table, heads down and passed out. An empty JUG lies between them. Brody carefully climbs through the broken wall.

EXT. CITY OF NOWHERE STATION -- LATER

Brody walks up to the idle Hover Train. Pierce, back in his military garb, is standing guard with Soldier 1.

PIERCE

Where's your partner?

BRODY

He's sleeping on the ground. I want to sleep in a bed.

PIERCE

Well, don't go off alone again. Enjoy. You have the place to yourself.

Brody nods, then walks into the Train.

INT. / EXT. HOVER TRAIN -- CONTINUOUS

Brody hurriedly inspects every compartment, making sure they are in fact empty. Satisfied, he doubles back and enters the nearest room.

Brody reaches into his satchel and pulls out the LAND MINE. He notices a switch on the mine's underside and flips it. Alien numbers begin counting down with a BEEP.

Brody drops the mine and turns around with a grin. His face drops. Standing there are a set of purple-skinned alien twin boys, LEX and LIN.

LEX

What are you doing?

BRODY

Get out of here right now!

LIN

We just wanna go to sleep, Brody.

Brody grunts in frustration, spins, grabs the beeping mine, and dashes from the room.

Brody runs into the LAVATORY. He climbs on top of the toilet tank, taking a HAMMER out of his satchel as he does so.

With two hard STRIKES, Brody causes the indented ceiling panel to spring open. He squirms through the hole.

Just as Brody is about to leap atop the Train, his satchel SNAGS on the ceiling panel, yanking him back.

The still-beeping mine tumbles from his hands and SLIDES to the very edge of the Train's roof. Brody struggles to reach the mine as he simultaneously tries to free himself.

The BEEPS FLUTTER RAPIDLY. Brody screams as he intentionally pops his shoulder out of its socket again with a painful WRENCH.

Brody SLAMS his newly extended hand on top of the mine, then flings it. The mine DETONATES in midair with a shower of COLORFUL SPARKS. The concussion SHAKES the Train.

The satchel rips free and Brody crashes to the ground. Dazed, he hears footsteps on the other side of the Train. He looks to his left, and sees the METALLIC LEVER.

Brody kicks out. The lever swings back with a clang. This ignites the Train's HOVER PROPULSION SYSTEM.

With a lurch, the vehicle floats off the ground. Brody rolls under the Train just as several Soldiers turn the corner.

On the other side of the Train, Brody kicks at another lever. The Hover Propulsion System SHUTS DOWN. The Train crunches back onto the tracks, blocking the Soldiers' weapons.

Footsteps and shadows tell Brody that the Soldiers are doubling back. He slides a nearby sewer grate aside and scrambles into a dark nook between the Train cars.

Several Soldiers trot up, notice the open sewer, and jump into the darkness below. Brody, grimacing in pain, scales a small ladder nearby.

Hunched over, Brody dashes along the top of the Train as Soldiers scurry by down below. He reaches the open roof panel and once again slips inside the Train.

INT. HOVER TRAIN -- MOMENTS LATER

Lex and Lin timidly emerge from one of the compartments. Brody comes out of the room next to theirs. Visum's steely eyes soak in the boys' faces.

VISUM

Did you see anything?

The three boys shake their heads.

VISUM

Are you sure?

Pierce jogs up to Visum.

PIERCE

We could not identify the attacker, sir. Perhaps it--

He looks at Pierce with excitement in his eyes.

VISUM

I knew the fuel lines wouldn't be the last of it. These people have attacked us before. I will contact Base. Anticipate further instruction.

Pierce salutes and dashes off. Visum's eyes narrow as he notes the sweat on Brody's brow and his shaking legs.

BRODY

I...I was on the top bunk. The explosion made me fall. I hurt my shoulder.

The silence is deafening. Without warning, Visum reaches out and pops Brody's shoulder back into place. Brody yells out, almost as much in relief as in pain.

VISUM

Go to your rooms.

Visum streaks away. Brody looks after him a moment, then exchanges nods of thanks with Lex and Lin.

EXT. FERRIS WHEEL -- SUNRISE

Brody lies down stiffly next to the still-slumbering Haven. He lets out a trembling sigh, then wipes his face with a trembling hand.



Suddenly, Brody notices a round, silver MESSAGE BOT floating through the camp below. It is playing a recorded HOLOGRAPHIC IMAGE of Visum over and over.

VISUM

--people of Nowhere. Late last night, one of you tried to blow up our Train. This gives us every right to come into the city and try to uncover the culprits behind this act. Remember, we did not ask for this.

Visum's voice continues to echo.

VISUM

We come through here way more than you are able to leave. We bring you water. What is more precious than that, in this time of need? On the same token, our Trains have to pass along this route. We need your fuel.

The Message Bot is almost at the end of the camp.

VISUM

We need each other. That is why the treaty was formed in the first place. We ask for your utmost cooperation. We want to resolve this as much as you want to be left alone. Attention, people of Nowhere-

The Message Bot floats away. Brody looks very worried.

EXT. FAIRGROUNDS -- MORNING

Brody and Haven tentatively walk through the silent Fair, which looks decidedly different in the daytime.

BRODY

Listen, some Soldiers may come see me today. Don't be scared if they do, OK? They just wanna talk.

HAVEN

Really? About what?

Tuleen suddenly pulls up alongside them, pushing a cart.

TULEEN

Morning! You guys hungry? We have a breakfast tent set up.

BRODY

Oh, well--

TULEEN

Go for it. Train Boy's get a special discount.

Out of nowhere, Nessa strides past them with a BUCKET and some cleaning supplies. She walks into the Hall of Mirrors. Brody once again follows her every move.

TULEEN

Actually, why don't you go help her, Brody? You can eat afterwards.

Brody blinks, nods, and stumbles after Nessa in an almost trance-like state. Tuleen smiles, then leads Haven towards a nearby tent.

INT. HALL OF MIRRORS -- CONTINUOUS

Brody slowly wanders through the Hall of Mirrors. His reflections wander past him in the opposite direction.

He turns a corner and sees Nessa, kneeling in front of one of the mirrors. She is cleaning it with a piece of cloth.

Nessa stops cleaning as she notices Brody's reflection staring at her. He blinks.

BRODY

Hi. Hello.

NESSA

Hi. You lost?

BRODY

What? No. Mirrors.

Brody swallows nervously. Nessa giggles.

NESSA

Yeah, these're mirrors.

Brody laughs, too loudly.

BRODY

Yeah, no, what I meant to say was these, that, there are a lot of mirrors in here. But yeah, I guess that's why they call it a Hall...of...

He clears his throat.

BRODY

Um, Tuleen sent me in here to help.

Nessa smiles slightly.

NESSA

Oh. OK. Well, pick one.

Brody nods, trudges forward, then stops.

BRODY

What am I doing again?

NESSA

Cleaning mirrors.

Brody clears his throat, approaches the bucket, picks up a damp cloth, and slaps it against a nearby mirror. Nessa silently studies Brody's multiple reflections as they scrub.

NESSA

I'm Nessa.

BRODY

I'm Brody.

NESSA

Move in a circle, then wipe the circle away. You're gonna leave streaks otherwise.

Brody looks at his reflection and notices his flushed cheeks.

NESSA

That your brother I saw you with?

BRODY

You saw me?

NESSA

Little secret: pretending not to notice boys is something all girls are good at.

Nessa grins knowingly. Brody smiles crookedly.

BRODY

Oh. Well no, Haven's not my brother. But I take care of him.

NESSA

I see.

Nessa moves to the next mirror. Brody follows suit. Their reflections shift. Nessa once again studies his reflections.

NESSA

How old're you?

BRODY

Um, fifteen.

NESSA

Nice, me too.

BRODY

OK, I'm really thirteen. I don't know why that came out.

NESSA

Hmm. I believed you. You seem older. You should take advantage of lies when you can get away with them.

Nessa laughs. Brody grins sheepishly. They clean on in silence. She glances at him as he works.

Brody notices that the two rows of mirrors meet at the far corner. It's almost as if their reflections are holding hands.

NESSA

So why did Tuleen send you to help me?

BRODY

Um, I dunno, good question. I'm...just passing through.

He notices that Nessa has stopped cleaning. She nods sadly.

BRODY

No, don't feel bad. And I'm just helping you cause, I dunno, I, cause I wanted to.

NESSA

OK. Well, good. Thank you.

Nessa smiles, gets up, grabs the bucket, motions for Brody to follow, and turns a corner. Brody stares at his reflection.

BRODY  
What are you doing?

He scurries around the corner after Nessa. The mirrors in this room cast skewed and humorous reflections. He darts to one of the far mirrors and begins cleaning.

BRODY  
So, um, do you live here?

NESSA  
Not in the mirror house, but yeah, here in the camp with my grandma.

BRODY  
Right.

NESSA  
They call 'em jokes for a reason.

BRODY  
Right. I know. Wait, what?

NESSA  
Brody! Laugh!

Nessa laughs. Brody chuckles, then frowns.

NESSA  
So whattya do, besides help girls clean mirrors?

BRODY  
Do? I dunno there's not much to do in a detainment center. Only so many walls you can stare at.

Sadness once again creeps across Nessa's face.

NESSA  
Sorry. I didn't mean--

BRODY  
No, that's, I, I like stories. To make them up.

Brody clears his throat. He feels instantly vulnerable.

BRODY  
They just, I just tell them you know? To Haven.

NESSA

Oh. OK. Are they good?

BRODY

Uh, well, he likes them.

NESSA

You'll have to tell me a story  
sometime then. I'm sure you have  
plenty to tell.

Brody notices a row of her skewed, smiling reflections looking at him. He quickly averts his eyes. Nessa's skewed reflections linger on Brody.

The row of Brody reflections scrub the glass. A row of Nessa reflections walks up and stops. The Brody reflections rise. The Nessa reflections smile.

NESSA

I've decided to let you follow me  
around all day. I gotta go to the  
market. Wanna come?

The Brody reflections smile widely.

BRODY

Definitely.

INT. BREAKFAST TENT -- MOMENTS LATER

Haven gawks at Archer between spoonfuls of oatmeal. Archer, seated at the table next to his, pretends not to notice. Coggs, seated to Archer's left, shakes his head.

COGGS

They talk to you yet?

Archer nods, slowly.

COGGS

Yeah, me too. First thing. Took  
everything in me not to kick them  
in the balls.

Archer laughs softly. Coggs' face is grim.

COGGS

We are sure to have shadows today,  
you and I. Given our histories.

Coggs' eyes dart to the tent entrance.

COGGS

Things are gonna get pretty tense out there.

ARCHER

Things are always tense when Soldiers are in the city.

COGGS

Well, as long as those no-faced turds stick to asking questions with no answers, things shouldn't get too out of hand.

Coggs looks into his bowl sullenly.

COGGS

I don't even want to think about what could've happened to that boy.

ARCHER

How do you know it wasn't the twins?

COGGS

They haven't been by my shop in months. And I saw the way the boy was looking at the mine. We're getting blamed, and that's fine, but...just plain careless of me, leaving such things lying around.

A small smile slowly spreads across Coggs' face.

COGGS

Gotta admire the guts, though. Kinda makes me wonder if maybe we should...try being strong. Again.

Coggs looks over at Archer, who has a faraway look in his eyes. At that moment, Brody jogs up to Haven.

BRODY

Hey, buddy, listen. I'm gonna be gone for a little while. Stay around here OK? Do not wander off. I already talked to Tuleen, she said there's plenty for you to do.

HAVEN

Brody, OK, but I--

BRODY

Finish your breakfast, Haven. I'll see you later.

Brody makes eye contact with Archer and Coggs. They both look at him knowingly. Coggs raises his cup. His eyes twinkle.

COGGS

To shaking the foundations.

Archer can't help but smile. Brody clears his throat and strides off. Haven rises and scurries after him.

Brody slows down as he exits the tent. He turns to his little friend, who studies his beaming face.

HAVEN

Brody, you're happy. You're never happy. Where are you going?

BRODY

To the market. You have nothing to worry about, these are good people.

Haven sighs, then nods. With another smile, and a wave to the hovering Tech, Brody trots off.

Brody's smile evaporates instantly as he sees a GROUP OF SOLDIERS approaching. They walk by without even glancing at him.

Brody looks over his shoulder. The Soldiers spread throughout the camp. Some stop randomly to talk to FAIR WORKERS. Several unhappy people look on.

Brody turns back around with a look of deep anxiety, which quickly morphs into one of excitement as he sees Nessa waiting at the edge of the camp.

Haven looks around helplessly. Everything appears chaotic to him. Haven glances at the tent behind him, then slowly looks around the camp again. A slight calm comes over him.

ADULT BRODY (V.O.)

Haven was confronted by something that he had never really encountered before: choices. And it was exhilarating.

Haven slowly starts walking. His walk soon turns into a fast stride. His stride turns into a trot.



ADULT BRODY (V.O.)

The first choice Haven ever made  
was to simply...run. For no reason.  
As fast as his feet could go.

Haven, smiling, runs full tilt through the shadows cast by the rows of tents. Sunlight catches him in between each one. Tech streams along above him.

Haven comes to a gradual halt in front of the breakfast tent again. He looks around, panting yet still smiling. Tuleen spots Haven and beckons to him from a tent across the way.

SERIES OF SHOTS

Brody and Nessa walk down a row of market stalls. Brody breathes in the fresh air. The occasional compassionate looks from patrons go unnoticed.

Haven sits in a circle of Train Boys. Coggs presses a button on a round MACHINE. HOLOGRAPHIC IMAGES of an OLD BATTERED TV, a LAPTOP, and other objects from our time fill the tent.

ADULT BRODY (V.O.)

In fact, during their second day in  
the City of Nowhere, all Haven and  
Brody did was make choices...the  
most important thing anyone can do.

Brody watches Nessa as she browses the items on display around them. The plentiful Soldiers in the area don't even faze him.

Coggs leads Haven into a makeshift LIBRARY. Haven stares in awe at all the stories around him.

ADULT BRODY (V.O.)

It was the happiest either of them  
had ever been.

Brody smiles widely as a cool breeze whips his hair. Haven picks up a leather-bound novel with wonder in his eyes.

Brody stops by a stall that is selling small trinkets and children's toys. His eyes linger on a tiny METAL TRAIN.

ADULT BRODY (V.O.)

And every time the Train crept back  
into Brody's mind...

He blinks the sadness away as he spots Nessa. A WIND CHIME casts streaks of color across her face. Brody smiles.

ADULT BRODY (V.O.)  
 ...the beauty before him knocked it  
 out of his head again.

Haven flips through book after book. Coggs watches him with a  
 look of warmth and amusement.

ADULT BRODY (V.O.)  
 For just that one day, they were  
 free.

Brody and Nessa stop to sit by an empty fountain. They talk  
 and laugh.

ADULT BRODY (V.O.)  
 To talk to a pretty girl.

Haven follows Archer from afar through the camp. As Archer  
 turns a corner, Haven spots a flock of laughing Train Boys  
 running towards the Wheel.

ADULT BRODY (V.O.)  
 To play. To be kids.

Haven and the other Train Boys play tag underneath the Wheel.

ADULT BRODY (V.O.)  
 To laugh. To live. It was perfect.

The game extends upwards, as the boys leap through the  
 girders like monkeys.

Nessa places her hand on Brody's knee. He glances downward,  
 then stares into her eyes as she continues to tell her story.

EXT. FERRIS WHEEL -- AFTERNOON

Haven and the Train Boys continue their game of tag among the  
 girders of the Wheel.

ARCHER (O.S.)  
 I wouldn't play in here if I were  
 you, guys.

They stop, almost as one, to see Archer standing below,  
 toolbox in hand and Amo at his side.

ARCHER  
 This Wheel is very old.

The Train Boys exchange looks, then reluctantly descend and  
 trickle down the hill. Archer smiles to himself and begins to  
 ascend the Wheel.

He stops about halfway up and begins to inspect a collection of gears along the Wheel's main girder.

Archer pauses, then turns to see Haven standing on a girder below. Archer blinks. Tech's orbs flicker.

ARCHER

Oh. I thought you all had left.

Haven continues to stare.

ARCHER

Well...like I said, this thing is old. It could collapse at any minute.

HAVEN

I'm not scared.

ARCHER

Oh. OK good. But really, you shouldn't be here.

HAVEN

I know you would save me if anything bad happened.

ARCHER

Oh. I--

HAVEN

You say "oh" a lot.

Haven smiles. Archer smiles back.

ARCHER

I've found that "oh" is the perfect thing to say when nothing else comes to mind.

Not really understanding, Haven nods and looks around the Wheel's innards.

HAVEN

So, it's your job to fix it?

ARCHER

Yes sir, it is.

Archer frowns as he inspects the gears in front of him.

ARCHER

And it gets harder everyday.

HAVEN  
Maybe I could help you sometime.

ARCHER  
Maybe.

Archer smiles. Haven looks around again.

HAVEN  
Is it really gonna fall one day?

ARCHER  
Yes. Nothing lasts forever.

Archer notices Haven's melancholic expression. He pats the main girder softly.

ARCHER  
But you know what, she's made a lot of people happy. And I think what you do during, matters more than the ending.

Haven ponders this for a moment.

HAVEN  
Oh.

He blinks, then laughs. Archer chuckles. He then looks around with a frown and pats his pockets.

ARCHER  
If you really wanna help, would you mind grabbing my other wrench from the shed?

Haven beams, then enthusiastically begins to clamber down the wheel.

ARCHER  
Thank you, Haven.

Haven stops and looks up.

HAVEN  
You know my name?

ARCHER  
Course. It's a good name. Everyone remembers good names.

Haven smiles, then continues his descent. Archer watches the boy for a moment, then turns back to the main girder.

In so doing, he spots a GROUP OF SOLDIERS who have more or less set up camp nearby. Archer's features harden.

INT. ARCHER'S SHED -- MOMENTS LATER

Haven, the floating Tech, and the tail-wagging Amo enter the shed. TOOLS and old WHEEL GEARS lie everywhere.

Haven spots a battle worn HELMET in the corner. He picks up the helmet and studies it.

Haven's eyes then fall upon an old TRUNK at the foot of a cot. With a glance over his shoulder, he slowly opens it.

Inside is a PHOTO CUBE, depicting a much younger Archer and a squadron of smiling soldiers - including a younger COGGS. More military paraphernalia litters the trunk.

At the very bottom is a battle-scarred, armor-plated BODY SUIT. Haven picks up the chest plate, and runs his fingers across what can only be BULLET DENTS.

Haven then reaches in and pulls out an old PAINTING depicting the glowing Wheel at night. Confused, he notices other half-completed paintings and sketches inside as well.

Archer stops short in the shed's doorway, then strides up and takes the painting from Haven's hands.

ARCHER

That's not a wrench, little man.

His smile shows a hint of embarrassment and annoyance.

HAVEN

I'm sorry, I just wanted to see if--

ARCHER

Don't worry. Most boys can't resist a closed trunk. Curiosity doesn't just kill cats.

Archer places the painting back in the trunk and closes it.

ARCHER

So, I forgot, Coggs'll be here soon. So, I'm not gonna get to work on the Wheel just yet, so...have a good day, Haven.

Archer, still slightly irritated, moves toward the doorway. Haven scrambles after him.

HAVEN

Archer, don't be mad! I...I know who you are. And I know that you're hiding it from everyone. But don't worry, I won't say anything.

Haven smiles widely.

HAVEN

I just wanted to see if I was right.

Archer studies Haven for a moment, then shakes his head.

ARCHER

Who do you think I am?

HAVEN

You're...Haven. The real Haven. From the stories. You're the great hero of our time. You even have a War Hound!

Archer cocks his head. Archer's mouth is slightly agape.

HAVEN

I changed my name to your name.

ARCHER

But I'm not him. That's not me.

HAVEN

I know, you have to keep it a secret.

COGGS (O.S.)

See Archer, I told you there would be shadows.

Coggs enters holding a jug. The three of them exchange looks. Coggs raises the jug. The liquid inside swishes around.

EXT. MARKETPLACE -- SUNSET

Nessa is looking up at the orange sky. Brody is looking at Nessa. She looks down at the waterless, cracked fountain.

NESSA

You ever hear of throwing a coin in a fountain and making a wish?

BRODY

Yeah. And it seems just as silly as putting a quarter in a statue. Seems like a waste of time. And coins.

Nessa chuckles. Brody shrugs.

BRODY

No sense in making more wishes that won't be granted, anyway.

NESSA

Wow. So, you're bitter then.

BRODY

No, just realistic.

Brody's smile fades as his eyes drift to the wall in the distance. Nessa studies him for a moment.

NESSA

Well, that answers my question. If you could make a wish, right now, it'd be to...escape. Right?

Brody's face sags as he spots Pierce approaching from the far end of the square. Several other Soldiers trail behind him.

PIERCE

Where is your partner? What did I tell you last night? Why did you disobey a direct order from me?

NESSA

You're supposed to leave Train Boys alone.

PIERCE

I wasn't talking to you, girl.

Nessa moves in front of Brody. Pierce laughs and roughly places his hand on Nessa's arm.

In a flash, Brody slams his shoulder into Pierce's gut with all his might. Pierce stumbles back as Soldier 1 roughly throws Brody to the ground.

Finn suddenly steps between the Soldiers and Brody. Several Fan Workers surround the Soldiers. The tension is unbearable.

FINN

No Train Boys are to be harmed within these walls.

FINN (CONT'D)

Is this truce gonna be broken  
apart, piece by piece?

PIERCE

You're great at jumping in and  
stopping fights, Finn. But I'm  
telling you right now, get out of  
the way. He hit a Serviceman. He's  
coming with us.

A ROCK flies out of the crowd and strikes Pierce. A small  
skirmish instantly erupts. Blows are exchanged. Men tumble to  
the ground. Finn waves his arms around wildly.

FINN

Stop!

Brody springs to his feet, grabs Nessa's hand, and runs off.  
Several Soldiers pursue them as they weave through the  
marketplace.

As Brody makes to turn down a side street, Nessa shakes her  
head and leads them the other way. The Soldiers run past.

INT. WALL NOOK -- NIGHT

Brody and Nessa are hunkered down inside a small hidden nook  
located at the very edge of the city wall. Behind them, the  
city lies shimmering. Before them is a nearly dead FIELD.

NESSA

My hero.

BRODY

Sorry. I should've--

NESSA

You shoulda hit him harder.

Brody chuckles, then shoots a glance at the city. He nudges  
her accidentally. Brody smiles bashfully.

BRODY

I'm not used to being so still.

NESSA

I noticed. You're always moving.  
Thinking.

Brody looks up at the SENSOR on the wall above them. A RED  
LIGHT blinks in small spurts. His brow crinkles in thought.



NESSA

For example.

Brody smiles, still studying the sensor. He notices the red light on the sensor go out.

NESSA

The things don't even work right.  
Doesn't surprise me. Everything  
they have is falling apart.

BRODY

That seems so simple. I was told it  
was impossible to get out.

NESSA

What better way to get someone not  
to try something, than to tell them  
they can't?

BRODY

Sounds wise enough.

They smile. Silence sets in again. Brody notices that Nessa is lit by the fuzzy lights that surround them on either side.

He takes in the beauty of Nessa's glowing face. The widening of his eyes is punctuated by an intake of breath.

She notices his gaze. Brody quickly looks away. After another second of silence, Nessa looks up at him again as he stares off into the dark haze beyond the field.

NESSA

What's it like? Out there...

Brody shifts. Nessa sighs harshly.

NESSA

Why do I feel like everything that  
comes out of my God damn mouth is  
idiotic? I'm sorry. You don't have  
to talk about it.

BRODY

Look, you don't have to apologize  
anymore OK?

NESSA

Let's just assume that I will keep  
being a God damn idiot. The  
apologies are implied. I also curse  
too God damn much.

Brody's grin fades as he mulls something over.

BRODY

It's hard to sleep, out there. It's hard to find food. I...I've seen a lot of people...you shouldn't worry about how things are out there. It's...well, it's nothing like here. It's great here. Really.

NESSA

Well, it's OK here. Boring.

BRODY

But safe.

Nessa nods, rather reluctantly.

BRODY

That's a good thing though. Better than being trapped.

Nessa's eyes grow sad. She looks up at him, about to speak.

BRODY

Implied, remember?

She grins, then makes herself more comfortable. As a Dogcatcher circles in the distance, Brody shifts again.

BRODY

Why does everyone...look at us the way they do?

NESSA

I guess...they feel sorry for you.

Nessa shakes her head.

NESSA

But people like Tuleen, with her camp and library and history lessons...she's trying to help, you know. Make them comfortable while they're here. But I think she's just making it worse. It's just...a life they'll never have again. When they leave.

Nessa fidgets awkwardly. Brody is quiet for a long moment.

BRODY

On the Train I heard...bad things will happen to us.

Nessa is quiet for a long moment. He can tell she knows something.

BRODY  
Please tell me.

The silence is almost unbearable. Nessa's eyes fill with pain.

NESSA  
We've heard stories. And they  
showed us a recording, once.  
Smuggled footage.

SERIES OF SHOTS

Several YOUNG TRAIN BOYS are held in place as Soldiers walk among them with SCANNERS. GREEN LASERS dart along their retinas. Blank looks come across their faces.

A CLASSROOM. The young Train Boys are being indoctrinated.

The GOLDEN CITY. A RICH FAMILY walks up to a "DREAM CHILD" KIOSK. They input some information into a computer. The word ART is highlighted. A young boy is led out to them.

Another RICH FAMILY comes up to the kiosk. They input information. The word BUSINESS is highlighted. Another boy is led out to them.

A foreboding MINE. A line of OLDER TRAIN BOYS is marched into the narrow entrance.

Several boys are crammed into a small tunnel, picking at the dirt. They barely have room to move. One of them motions excitedly; he has found WATER. Suddenly, there is a CAVE IN.

A MILITARY CAMP. Several of the older boys perform battle drills. Now, the same boys fight in some far off war. They die young.

A line of Train Boys. Mixed ages now. A Soldier walks among them with a clipboard. He double checks his information, then randomly pulls three of them out. He draws a GUN.

INT. WALL NOOK -- CONTINUOUS

Nessa clears her throat and sits up slowly with shimmering eyes. Brody shakes his head in sudden anger.

BRODY

How come they can't just let us  
stay here?

NESSA

I dunno, Brody.

She studies him with a pained expression. Brody looks off into the distant haze again.

BRODY

I'm not gonna get back on that God  
damn Train. I couldn't destroy it,  
but I can run from it.

Nessa stares at him, shocked.

NESSA

That was you?

Brody fidgets with the straps on his satchel.

BRODY

I didn't mean, I didn't wanna hurt  
anyone. I just wanted to keep the  
Train from leaving. I...I had to  
try something. I couldn't just hang  
around and wait to be killed.

Brody shakes his head angrily again.

BRODY

I didn't mean for any of this to  
happen. Nessa, I just...do things.  
I don't, I only think about myself.  
I...have to.

NESSA

You're good with Haven, though.  
I've seen you with him.

The thought of his tiny friend brings forth a small spurt of sadness and a memory of BROTHER. Brody shakes it off.

BRODY

It's just better for me to be  
alone. I've always done good on my  
own.

Once more, the haze in the distance beckons to Brody. Nessa traces his features with her eyes.

NESSA

You're too young to brood, and too old to pout. So stop.

Brody's eyes slowly drift up again, towards the sensor. He watches it intently. Nessa watches him intently.

NESSA

No. Stop. The next city isn't for two days. Brody--

BRODY

I've gone longer without food. I have supplies.

She looks at his satchel. His face remains locked upwards.

BRODY

They're looking for me anyway. I have to get out of here.

NESSA

Brody, please. At least, you gotta say bye to Haven.

Brody uncoils a little bit.

NESSA

He'll be really sad if you just disappear like that. You should wait.

Nessa slowly looks down and shrugs.

NESSA

Maybe we can hide you here somewhere.

BRODY

I can't ask anyone to do that for me.

NESSA

We can figure something out. We have one more day to figure it out.

Brody nods bitterly.

BRODY

One more day.

The sensor SHUTS OFF. Several seconds later, it turns on again. Brody leans back with a sigh of surrender. The Dogcatcher continues its perimeter patrol.

INT. HOVER TRAIN - COMMAND ROOM -- LATER

The Commander's hologram shimmers on Visum's desk. Visum bites his tongue.

COMMANDER

Without evidence, I'm sorry. We cannot approve of any such course of action.

VISUM

Sabotaged fuel lines? A bomb attack? And you want...evidence? With all due respect Commander, we used to be more...instinctive in our actions. This is not our way.

COMMANDER

I think you mean your way General, for this is certainly our way now. Be careful.

VISUM

Commander, don't you think this is eating away at precious time? They are most likely hatching up another strike as we speak.

COMMANDER

Randomly tearing this entire city apart looking for cockroaches would cause an irreparable rift in the agreement. You will proceed with your investigation.

Visum says nothing. His features are dark.

COMMANDER

We are trying to find a solution to all this that will make the people in the city view us in a new light. Not my call, really. Even during the end of the world, politics rears its ugly head, I'm afraid.

VISUM

I anticipated as such, sir. Can you hold for a moment, I have to switch channels.

The Commander nods. Visum switches off the hologram. With a yell of rage, he punches the wall with his robot hand, adding another crack.

Visum takes a second to compose himself, then switches the hologram back on. The Commander nods in acknowledgement.

VISUM

I think I've come up with a solution that may fit your needs, Commander. We trade.

The Commander thinks about this.

VISUM

Leave a boy behind, bring the culprit back for trial...

The Commander consults with someone unseen.

COMMANDER

Agreed. Try this tactic. If it works, we have an idea on how to select the child. And we must also discuss that boy from the market.

Visum begrudgingly leans in, all ears.

EXT. ARCHER'S SHED -- LATER

Coggs and Archer standing on wobbly legs. They clink their mugs together, then continue singing an old WAR SONG.

Haven stares at them with a horrified look on his face. Tuleen, leaning against the door frame of the shed, looks down and chuckles.

Haven's eyes are glued on Archer, who howls at the moon. Coggs laughs and tumbles onto his back.

COGGS

I am on the floor now.

Archer laughs, then stumbles over and enters the shed, saluting Haven with a lopsided smile. Tuleen watches Archer as he wanders around, then turns her attention back to Coggs.

TULEEN

You should get up, Coggs. The Fair's gonna start soon, and the last thing the kids need to see is a slobbering alien wallowing in the dirt.

COGGS

They'll have nightmares for the rest of their lives!

Coggs laughs, then starts coughing. Archer lumbers out of the shed, dragging his BODY SUIT behind him.

Tuleen watches confusedly as he trudges out a ways and lets go of the armor with a plop.

ARCHER

You think I'm a knight in shining armor, kid? Well, lemme show you what my armor means to me.

Tuleen studies Archer's face for a moment longer, then quickly moves toward him. Archer draws a PISTOL.

Tuleen stands in front of him and shakes her head. Archer looks at her with soulful eyes.

ARCHER

I just want to shoot it.

TULEEN

I know. But you're gonna hurt someone. Why don't you just go lie down, OK?

Archer's gaze is drawn to the group of Soldiers, who are eating a meal in the distance. His wavering gun starts to point in their direction.

TULEEN

Archer. You're scaring him.

Archer looks past her, towards the perplexed Haven. Tuleen reaches out and softly touches his wrist. Archer slowly turns to look into Tuleen's eyes.

ARCHER

I want to take care of you.

A pained look comes to Tuleen's face as he touches her belly.

ARCHER

I want to take care of your baby.  
But I can't...

TULEEN

Archer, don't.

Archer's eyes tear up.

ARCHER

I can't let you be with me.  
I'm...I'm broken.



Archer studies her face. Tuleen's heart melts.

COGGS (O.S.)

Kiss her!

This breaks the tension. Tuleen laughs and turns to face Coggs. A THUD is heard. Tuleen winces, then turns back to see Archer laying face down in the dirt.

Coggs looks beyond his comrade to see Brody and Nessa approaching through the shadows. They look very nervous.

COGGS

No one slinks through shadows with a light conscience. You've somehow made things worse, haven't you.

Brody looks down sheepishly. Coggs wobbles to his feet.

COGGS

Well, there's a group of Soldiers down below, it would be best if--

Coggs stops and cocks his head. A VOICE is heard. Everyone locks eyes, then moves to the edge of the hill.

A MESSAGE BOT hovers in the center of the Fair. Visum's holographic image is once again speaking.

VISUM

--bargain that we think you will appreciate. If the party behind the Train bombing surrenders, we will let a boy remain here. Let me repeat: a boy for the bomber.

Brody and Haven's eyes widen. Coggs looks at them.

VISUM

Once the attacker is successfully locked away, then I will announce the method by which the child will be chosen. Only the older boys will be eligible. You have till sunrise.

INT. ARCHER'S SHED -- MOMENTS LATER

The unconscious Archer slams onto his cot. Coggs, standing over him and panting, shakes his head as he wipes his brow.

Brody, Haven, Tuleen, and Nessa are scattered about the room. The elephant inside is weighing them all down. Coggs looks at each of them.

COGGS

What, is there some sort of  
crippling moral dilemma I don't  
know about?

His eyes fall on Brody. The boy's shoulders are literally  
sagging from the world's weight.

COGGS

I dunno what the problem is. I  
tried to blow up the Train. I need  
to give myself up. Problem over.

BRODY

No, Coggs--

TULEEN

What are you--

Coggs holds up a hand. He looks at Brody again.

COGGS

You came here on that Train. Which  
means that you were living  
somewhere out there. Which means,  
you had a hard life. And a hard  
life means putting yourself before  
everything. Survival. I get it. And  
I admire your strength.

Coggs smiles a grandfatherly smile.

COGGS

But there's something else I hope  
you become familiar with one day,  
Brody. Sacrifice.

Coggs shrugs, as if what he's about to say is an obvious  
fact.

COGGS

I have to do this. It's that  
simple. I'm meant to do this.

Tuleen moves forward to say something. Coggs stops her again  
with another raised hand. He thinks for a moment.

COGGS

Haven, you think Archer is some  
kind of super amazing war hero,  
right?

Haven shrugs, then slowly nods.

COGGS

Lemme guess. You were expecting  
something a little different.

Coggs laughs as he sits down at the work table.

COGGS

People often confuse heroes with saints. They forget that they are mere men.

Coggs wipes his brow again.

COGGS

Believe it or not, you are right lad. But his military career was actually rather unremarkable.

A faraway look comes to Coggs' eyes.

COGGS

You like stories, son. So let me tell you a story.

Coggs motions to the world outside the shed.

COGGS

You wanna know what really happened out there, Haven? Death. They were too stupid to stop fighting, and almost destroyed everything.

Coggs' hands tremble slightly.

COGGS

But they got help from other worlds. They reached out with promises of wealth and sanctuary. Help us kill our enemies and you can live here. Crimes will be forgotten, poverty will be evaporated, as long as you help us win. And it worked.

Coggs sighs.

COGGS

Almost everyone in this city is from somewhere else, and we've fought together in one war or another. Me, Archer. Tuleen's dad. The Fan Workers. So pointless.

Coggs' brow knits. He stays silent for a long moment.

COGGS

After the last war ended, Archer served...somewhere else.

## SERIES OF SHOTS

A DETAINMENT CENTER. Sad boys march past a line of vigilant Soldiers. One of the boys falls. ARCHER pushes back his face plate and helps the boy up with a reassuring smile.

THE CITY OF NOWHERE STATION. A group of Soldiers sits by the docked Train. They are eating. One of them starts coughing. The others soon follow suit. Several of them vomit.

Coggs and Finn look on from the shadows. With malicious grins, they hurry off into the city. Archer watches them from inside the Train.

THE PUB. Archer, Coggs, and Finn exchange smiles and hugs. Archer pulls them aside and begins speaking passionately. They listen intently.

THE TRAIN TRACKS. The Hover Train slowly drifts away from the City of Nowhere, then skids to a halt as a horde of Fan Workers streams through the fog. Coggs and Finn lead them.

INSIDE THE TRAIN. Archer bashes at some Soldiers with his fists, fires his gun at others. The conflict spills into the hallway outside the bunk rooms. One of the boys peers out.

THE TRAIN IS ON FIRE. Archer, covered in soot, stares at the flames in anguish.

INT. ARCHER'S SHED -- CONTINUOUS

Tears trickle down Coggs' face.

COGGS

Some of them...some of them were killed. And we weren't able to save any of them. They tried to find us, we hid, we almost starved...I still can't, I will never...the treaty was formed after that, and...but it's true what that scum said. We do need them. To survive. That is why...I voted, for the treaty. And we tried our best to make conditions better for you but...I-I am ashamed. And I am sorry.

Tuleen strides over with shimmering eyes and places her hand on Coggs' shoulder. He pats her hand, and shakes his head.

COGGS

But Archer. He did a good thing, Haven. He is a hero.

COGGS (CONT'D)

He's not the kind of hero you wanted him to be, but he is a hero nonetheless.

Coggs looks over at the slumbering Archer.

COGGS

And there he is. There's your hero. He spends his days fixing a rusty old Wheel, and his nights trying to forget what led him here. We'd both like to forget a lot of things.

Coggs sighs once more.

COGGS

So, yeah. I have to do this.

Silence. Brody can't look up. Tuleen shakes her head.

TULEEN

Coggs. Promise...look at me.

Coggs turns to her.

TULEEN

Promise me. Don't go to them. I'll walk you home, and once you've sobered a bit, we'll figure something out. Promise?

Coggs hesitates for a moment. He then nods, sighs heavily, wipes his cheeks, and gets to his feet.

COGGS

Thank you for indulging the rants of an old fool. You are all good listeners.

He pats Haven on the head. Tuleen places her hand on Coggs' arm, and leads him out.

Brody stares at Coggs' back with guilty eyes as he exits the shed. Haven looks over at Archer, then moves to follow them.

EXT. COGGS' SHOP -- LATER

A warm light can be seen through the window. Coggs' shadow moves about. Seated with his back against the far wall, Brody has taken up watch in front of the shop.

EXT. COGGS' SHOP -- JUST BEFORE DAWN

Brody snaps awake. He knows something is wrong. He scampers up to the doorway. Coggs is gone. Brody darts off.

EXT. CITY OF NOWHERE STATION -- MORNING

Brody stops at the Station entrance. He sees Coggs waiting patiently in front of the Train's entryway. Visum exits the Train. Coggs raises his hands.

COGGS

I surrender.

VISUM

You. The terrorist alien inventor.  
I cannot believe it.

COGGS

I am certainly two of those things.

VISUM

My predecessors were fairly convinced that one of the insurgents living here was a bomb maker from Doraz. An ex-Serviceman. But they never found you. And now, I've found you.

Coggs bows mockingly. Visum scrutinizes his catch.

VISUM

Every time I've come through here, I always hoped you and your people would try something. Thank you for obliging. And I have found you.

COGGS

You said that already.

VISUM

I know. I am just gloating. I caught one of the Nowhere terrorists. This is very good news for me.

With that, Coggs is led into the Train. Brody backs up, his eyes alight with anguish, and bumps right into Pierce!

PIERCE

Third time's the charm.

He clamps a hand on Brody's shoulder and leads him forward. As they approach the Train's entryway, Visum comes out to meet them. His face is grim.

VISUM

Let him go, Lieutenant Pierce.

The Soldier looks at Visum confusedly. Visum looks down at Brody. He is not happy.

VISUM

The Commander says the market was not his fault. One of your men struck him. A clear treaty violation. His words.

PIERCE

Sir, the treaty was already--

VISUM

I said it was the Commander's decision, not mine. The boy has to race. I have no choice.

EXT. MAIN GATE -- DAY

The older Train Boys are lined up in front of the main gate. Their Robots hover idly above them.

Brody joins the end of the line. He looks to his left and spots Malcolm, who is at the other end. Brody shoots daggers from his eyes, then faces forward.

The Robots quiver. Visum's holographic image shoots forth from each of them. He bears a bitter expression.

VISUM

My superiors are eager to eradicate the escalating tension on the streets. They are extending a sign of good will. So, for the sake of being fair, they are asking that I let fate decide.

The holographic image shifts to that of a giant PILE OF JUNK.

VISUM (V.O.)

Whoever reaches the top of the largest pile within the Junkyard at the center of town will win. Simple as that.

The image shifts back to that of Visum.

## VISUM

Go.

The boys hesitate for a moment, then take off almost as one.

## EXT. CITY STREETS -- CONTINUOUS

The Train Boys and their accompanying Robots race through the city streets. Passerby scramble out of their way as the kids tear around corners.

One boy leaps over a cart. Another scrambles down an alley and meets a dead end. Yet another stumbles and falls, causing another to trip and crash into a stall.

Brody's legs are a blur as he presses onward. Malcolm THUDS into him from the side. Brody spins, slams into a wall, and slides to the floor.

Dazed, Brody looks up and sees the racing Train Boys recede into the distance. He shakes his head to clear it.

Brody's eyes widen as he spots Coggs' shop. He shoots to his feet with a determined look on his face.

## INT. COGGS' SHOP -- CONTINUOUS

Brody bursts into the shop. Several of the Painted Robots drift towards him. Tech flashes his orbs in greeting.

While Tech is turned away from him, Brody dashes over and grabs the ROBOT REMOTE.

## EXT. TRINKET ALLEY -- CONTINUOUS

A BENCH comes CRASHING through the newly repaired WOODEN WALL and tumbles into the alley beyond. Brody leaps through the fresh rupture and looks back.

BRODY

Sorry, Coggs.

He takes off. A moment later, the Painted Robots begin rebuilding the wall anew.

## EXT. CITY STREETS -- CONTINUOUS

The Train Boys continue their frantic race. Malcolm is in the lead. Two of the boys fall back into the distance after bumping into each other and engaging in a fist fight.



Brody bolts out of Trinket Alley and ends up in front of the remaining boys. Malcolm struggles to catch up.

EXT. JUNKYARD -- CONTINUOUS

The racing Train Boys pour into the Junkyard. Towering piles of assorted trash surround them, dead memories of the past reaching skyward.

The CENTER PILE looms ahead. It is as tall as a small mountain. The boys increase their speed.

The Train Boys scramble up the center pile like ants. One of them loses his footing and slams back onto another boy. They fall past Brody and Malcolm - the last two that remain.

Neck and neck, Brody and Malcolm scurry upward. Brody glances at Malcolm's Robot, and notes that its back is to him. Brody reaches into his pocket, grasping for the Remote.

Malcolm takes a swing at Brody, who loses his balance. Brody manages to hang onto an old CHAIR. Malcolm KICKS the chair with a smile. The chair plummets, taking Brody with it.

Brody grasps onto an old CRANE ARM that is imbedded within the pile. The crane arm becomes dislodged and SWINGS OUTWARD, dragging Brody through the sky.

The arm arcs in a complete circle, and SLAMS into the side of the junk mountain again. Brody leaps back onto the pile and continues his ascent.

Malcolm is now in the lead. He smiles as he sees the flattened peak of the mountain above him, then increases his pace.

Brody sees that Malcolm is about to leap atop the peak. He reaches into his pocket and presses the Remote. Tech momentarily shuts off. Malcolm's Robot shuts off as well.

Malcolm reaches the center of the peak and raises his hands in triumph. He is suddenly PUSHED off the side of the pile by Brody, who presses the button on the Remote again.

Malcolm tumbles down the junk mountain as the Robots spring back to life. Tech spots Brody standing alone at the top of the pile. His orbs flicker as he spins around Brody happily.

Brody, panting, looks up as Tech comes to a stop above him. Once again, Visum's holographic image springs to life. He remains silent for a while as he studies the exuberant Brody.

VISUM

You, again. It appears that fate has you on its mind, boy. Or maybe Lady Luck grazed you as she stumbled around blindly in the dark.

Visum is silent for another moment.

VISUM

Either way. My superiors are allowing you to stay. But...you need to answer for the market. Report to me before the Train leaves.

After giving Brody another spiteful once over, Visum's image disappears. Brody's blank look of worry dissolves into a smile as he notices how beautiful the city appears.

EXT. FAIRGROUNDS -- AFTERNOON

Brody walks into the Fairgrounds. He is immediately accosted by Haven, who comes running up to him with a wide-eyed look.

HAVEN

You won!

Brody hesitates for a moment.

BRODY

I did.

HAVEN

You get to stay here.

BRODY

I do.

HAVEN

What...about me?

BRODY

Don't worry. You know I always have a plan.

Haven studies him uncertainly.

BRODY

I promise. I'll tell you about it later. Let's just enjoy the day, OK?

Haven nods. After a pause, a smile springs back to his face.

HAVEN

Let's go tell everybody!

The boys turn a corner. Tuleen, Nessa, and a group of Fair Workers await. Tuleen looks at Brody eagerly. Brody can only smile. Tuleen hugs him warmly as the others swarm around.

NESSA (O.S.)

Welcome home.

Brody turns to see Nessa's joyful smile. She hugs him. He is very aware of the close contact. This is home.

SERIES OF SHOTS

Brody and Haven walk through the camp. Everything appears new and different to Brody. He notes that the passerby look at him in happiness, as opposed to sadness.

An ALLEY. A group of Soldiers walks through. Buckets of TAR fall on them from above.

The TRAIN STATION. A group of unruly, drunken young FAN WORKERS determinedly walks up to the Train. They chant Coggs' name.

Several of the Workers fling BOTTLES, which crash against the Train's hull. Four of them attempt to tip the Train over as they laugh.

Several Soldiers fire STUNNERS into the mob. The young Workers disperse as GREEN FLASHES erupt around them.

Brody, Archer, Haven, and Finn watch as several of the stunned young men are carried into the camp. Archer's and Finn's faces show mixed emotions. Brody's brow creases.

INT. HOVER TRAIN - COMMAND ROOM -- CONTINUOUS

Visum pleads with the Commander's hologram.

VISUM

Commander, I'm afraid I must insist. We must retaliate.

COMMANDER

Your suggestion will be noted, General. And, you were able to capture one of the terrorists. This will also be noted.

COMMANDER (CONT'D)

I can't believe he tried to shoot you. Truly frightening. Good show.

Visum beams a bit.

VISUM

Thank you Commander, but they will--

COMMANDER

You do realize that you are in a city of seasoned fighters, don't you? You are outnumbered.

VISUM

My men can handle--

COMMANDER

If you kill any of them, we will never be able to pass through there again. It's going to be hard enough to make amends after all this.

Visum sighs harshly.

VISUM

Commander, that is why we need to strike! If we take control of the fuel reserve away from them, then we will never have to worry about treaties or appeasing dirty Fan Workers again!

COMMANDER

Visum, I--

VISUM

Allow me to return with a larger force. Allow me to take this city! It's what we should have done from the beginning!

The Commander processes this for a moment. He turns and whispers to someone out of sight.

COMMANDER

We admire your ambition and your tenacity, General. We will take the matter under consideration. We will have an answer for you when you arrive back here. In the meantime, do what you can to achieve peace. And get out of there.

The holographic Commander disappears. Visum blinks rapidly for a moment, then presses a few buttons. Evana's holographic image pops to life.

EVANA

What did--

VISUM

They're impressed with the way I'm handling things here!

Evana smiles widely. Visum's smile is even wider.

VISUM

I am on my way back. I feel it, Evana!

EVANA

We could move out of the barracks, back to the City! We could send in the application again!

VISUM

Well, I mean, one step at--

EVANA

I'm sorry, I know, but this is so exciting!

VISUM

It is, very much so.

Visum falls silent as he basks in his thoughts of glory. Evana studies him warily and sadly.

EVANA

You...you still want to, don't you?

VISUM

Evana, there's so much--

EVANA

It, I saw your face when I mentioned the application--

VISUM

Well, I mean, there's just so much going on--

EVANA

Jared, I need to know if you're still with me.

Visum starts to broil.

VISUM

That's the first thing you think of? I tell you we might be able to get back to where we were, and the first thing you want to do is take some blank-minded little zombie into our home?

Hurt enters Evana's eyes.

EVANA

We always, it was always our plan. If we get approved, if we get adoption approval, why wouldn't--

VISUM

Do you want me to pick one out now? Set it aside, like a puppy? Black eyes, green eyes, any preferences?

EVANA

Jared? Why can't you just--

VISUM

Do you really think I would be able to be around a kid, after all this? Think, Evana. Do you not realize that I will most likely have to kill some of these children? What do you think that will do to me?

Evana is silent for a long, tearful moment. She slowly shakes her head. The hologram shuts off. A blank look comes across Visum's face.

VISUM

Keep going. Just keep going.

He looks down at his robot fist.

EXT. FERRIS WHEEL -- DUSK

Brody and Nessa sway in their seat as the Wheel slowly spins through the sky.

NESSA

So that Malcolm boy broke his arm. And he keeps telling everyone you cheated. He's got a big mouth.

Brody chuckles. His smile disappears as he looks at her.

BRODY

I had to win. Coggs did a big thing for me. I had to make it count.

NESSA

Well, whatever it takes right?

Brody nods. A moment of silence. Brody looks out across the land. He sees the tracks beyond the wall and frowns.

NESSA

Brody, you gotta tell him.

BRODY

Yeah, I know, but I feel...I feel horrible.

Brody turns to her with anguished eyes.

BRODY

Haven...will have a new family right? I mean, mind-wiping isn't so bad, right? It might be better to...forget. But...if no one wants him, does that mean he gets put in leftover duty?

She shakes her head subtly.

NESSA

I...you can't worry about him anymore, Brody.

BRODY

What? Nessa, that boy needs me. No one's ever...needed me. I have to know what's going to happen to him. Everyone he's ever known has just...left. I can't...

Nessa looks at Brody for a long moment.

NESSA

Look. These past three days, you've been trying to find a way off that Train. And right when you were going to take your chances and run, a way off is exactly what was given to you. What do you think that means?

Brody is silent. He is visibly torn.

NESSA

Well, I think it means that you're meant to stay here. You're free now, because you are meant to survive. And the bottom line is, if he stays on that Train, he will be taken care of. But no one is going to take care of you. And that's it.

Brody opens his mouth to say something, but says nothing. He briefly watches Nessa, as if seeing her in a new light. They ride on in silence as the Wheel continues to turn.

INT. ARCHER'S SHED -- LATER

Tuleen stares pensively out the window. The Wheel can be seen in the background. It is a very cozy scene.

Archer stares at Tuleen for a second, then looks down at a sketch pad. A perfectly replicated drawing of Tuleen is coming to life.

Tech slowly floats up over Archer's shoulder with a PENCIL protruding from his hatch. He darts forward and adds a line of detail to Tuleen's face. Archer smiles.

Archer then looks over at Haven as he attempts to build a small REPLICIA of the Wheel. Amo watches his every move. Archer smiles again, but this time his eyes are sad.

Brody tentatively walks into the shed with a small wave. Tuleen flicks a wave his way.

Brody smiles thinly, then looks over at Haven and motions for him to follow. Haven happily scrambles to his feet and darts after Brody. Tuleen's smile fades as she looks at Archer.

TULEEN

I know why you're drawing.

ARCHER

Why am I drawing?

TULEEN

To avoid thinking about him.

ARCHER

It's being taken care of, Tuleen.

TULEEN

That kinda sounds like an iffy rescue plan.



ARCHER  
He'll be fine. They'll get him out.

TULEEN  
Wow. So drawing clears your  
conscience, then.

Tuleen looks at him defiantly. Archer sighs.

TULEEN  
The Workers are out there in the  
dark, plotting right now. But they  
won't stop at rescuing Coggs. They  
won't stop till it gets bloody.

ARCHER  
I know. I can't stop them, Tuleen.

TULEEN  
OK, good. Then join them. If a boy  
can take a stand, so can we.

ARCHER  
All that boy did was drag us into a  
mess.

Tuleen scrutinizes Archer in silence. She sighs. Her hand  
slowly wanders down to her belly.

TULEEN  
Is my baby entering a world full of  
dead heroes?

ARCHER  
Wow, really? Did you write that  
down? So poetic.

TULEEN  
Archer, you know what everyone is  
saying. About you.

ARCHER  
I don't care.

TULEEN  
Are you telling me you haven't  
thought about stopping--

ARCHER  
No. I haven't.

TULEEN  
You're lying.

Archer whirls toward her.

ARCHER

You have no idea, Tuleen. How it, how it...when you stand over a child's...broken body. The day you have to start living with something like that, then you can talk to me about heroes.

Tuleen looks down at the floor. Archer looks down at her swollen belly.

EXT. FERRIS WHEEL -- CONTINUOUS

Brody stops on the hill. Haven and Tech come scurrying up.

HAVEN

This is about your plan, right?

BRODY

Haven. Listen please. I...there is no plan. I don't have a plan.

HAVEN

What do you mean?

BRODY

I've been trying to think of something since the minute we got here, and I can't think of anything. I swear I tried, I really did.

HAVEN

So you're going to stay here and I'm not?

The pain in Haven's eyes makes Brody turn away.

BRODY

Haven, listen, you're gonna be safe, you're gonna get a family.

HAVEN

A family?

BRODY

Yeah, Nessa told me. They're taking you to get a new family.

Brody tries to smile through his tortured expression.

BRODY

And my life...and that's why, I mean maybe when you get a family I can find out where you are and go visit you.

HAVEN

Why can't I just stay here too?

BRODY

I already told you--

HAVEN

But this isn't...I made a wish for us not to get on the Train. How come it only worked for you? Maybe it's gonna work for me later.

BRODY

Haven, no, it doesn't work like that.

HAVEN

But it has to.

BRODY

You have--

HAVEN

I met the real Haven. Archer, he's the real Haven and that was one of my wishes, so this has to work.

Brody shakes his head vehemently.

HAVEN

Maybe Archer and Mr. Finn will help me.

BRODY

We can't ask anyone to help us, because they will get punished like Coggs did. It's bad enough that I made them break the treaty.

HAVEN

Brody, there has to be something!

Brody, frustrated, squats and grabs Haven by the shoulders.

BRODY

Stop. There's nothing. There is no real Haven.

The small boy's heart breaks. Brody motions toward the shed.

BRODY

He is nothing, and he is not going to help us. No one is going to help us. We are on our own. Do you understand?

HAVEN

But Brody, my wishes--

BRODY

Wishes don't come true. Please believe me. No matter how hard you wish, it won't matter. You have to get back on that Train.

Silent tears trickle down Haven's face.

HAVEN

Why? Why are you leaving me alone?

BRODY

Haven, I'm not. I have to, I have to stay here. If I get on that Train I...I'm not gonna get a family Haven, they're gonna take me away and put me in a bad place.

HAVEN

But why?

BRODY

Because Haven. That's the only thing I can say. Because.

Brody wipes his little friend's wet cheeks.

BRODY

Listen to me very carefully OK? You will be alone, but just for a little while. But then guess what? You're gonna go to the Golden City. It'll be amazing. And like I said you're gonna get a new family. Maybe a family that has other brothers and sisters. And you're gonna play with them for hours and days and years. And guess what? You can tell them some of our stories.

Brody smiles. His eyes fill with remorse and empathy.

BRODY

But not the Haven one OK? That one's ours.

HAVEN

Brody, I don't want to go.

BRODY

I know. They're making you go. I would keep you here with me if I could and we would live here with everyone but...but you're gonna be OK, I promise.

HAVEN

I don't believe you! You said I was gonna stay here and now I have to leave! You're a liar! Our stories aren't even real!

BRODY

Haven, please, there's nothing we can do.

Haven looks at Brody with a mixture of heartbreak and anger.

BRODY

Haven...I'm so sorry.

Haven wipes his tears, then shakes his head.

HAVEN

My name is not Haven.

Haven dashes away. Tech lingers for a moment, then projects something into the dirt. Brody turns to look, and sees the words "*I WATCH HIM*" shimmering in the darkness.

Tech slowly follows Haven. Brody stares after them, then slowly looks over to the shed. Archer stands in the doorway. He lowers his head.

EXT. CITY OF NOWHERE STATION -- CONTINUOUS

A Dogcatcher lowers a crate. Visum and Pierce watch from the Train's entryway. The shoddy vehicle wavers in midair.

VISUM

That is the most pathetic thing I've ever seen. And I've seen many pathetic things. I'm surprised it even made it here in one piece.

VISUM (CONT'D)

Only the best from the Service, of course.

Pierce chuckles. Visum scrutinizes the crate.

VISUM

Makes me shudder to think what shape the new supplies are in. How long will it take to reseal the lines and reload, Lieutenant?

PIERCE

Couple of hours, sir.

VISUM

Good. The quicker we leave, the quicker we can come back.

PIERCE

With respect, sir. You sure you're gonna get approval for that?

Visum stares the man down. Pierce quickly turns to bark out orders. In doing so, he misses the flicker of doubt that crosses Visum's features.

EXT. FERRIS WHEEL -- NIGHT

Sleep has overtaken the camp. Brody stares into the distance. He has obviously been thinking a while.

Brody turns and pokes Tech, who is resting nearby. Tech's little orbs stutter, then slowly brighten.

BRODY

I need you to deliver a message to Coggs. There's a loose panel over the toilet. He can get out that way. Tell him to escape. And if you can...tell him I'm sorry.

Tech's lights flicker, then he streaks away. Brody looks down at Haven sadly, who is curled up next to him in a little ball. A FLASH of Young Brody in the dark.

Brody quietly grabs his satchel. He moves over to Haven, and shakes him awake.

BRODY

Hey. Sorry to wake you.

Haven sits up, still half asleep and slightly confused. A tinge of anger enters his eyes when he focuses on Brody.

BRODY

We have to run away.

HAVEN

Wh-what? Why?

BRODY

Because. It's my, all of this, everything that is happening, is my fault. And they're gonna punish me for it. And I need to keep you safe, and the only way I know how to do that is to run. Because I always run.

HAVEN

So--

BRODY

So I need to know, cause I can't...worry about you out there. I have to know if you think you can keep up.

Haven nods hesitantly. He then studies his friend's face.

HAVEN

Brody, I'm scared.

Brody studies his friend's face in return.

BRODY

Me too.

EXT. FAIRGROUNDS -- MOMENTS LATER

Brody and Haven creep through the silent Fair. They come to a halt by some CARTS tied together in a clump.

Brody inspects the nearest one. It is Nessa's cart. A hint of guilt flits over Brody's features, which is quickly replaced by a hardened resolve.

Brody reaches into his satchel and takes out his makeshift pick. He jimmys open the lock on Nessa's cart, then beckons to Haven.

Haven begins to load food into Brody's satchel. Brody takes a small piece of paper and places it inside the cart. It reads: *I'M SORRY. WE'LL BE BACK WHEN THE TRAIN IS GONE.*

As the boys hurriedly walk out of the camp, they are followed by a dark, thin shadow.

EXT. FIREFLY FIELD -- NIGHT

The SENSOR on top of the city wall SHUTS OFF. Brody springs through the WALL NOOK, then reaches back and helps Haven through. They run into the field.

The boys scramble through a glowing patch of grass. FIREFLIES scatter up into the air. The sky becomes dotted with the glowing bugs.

EXT. WALL NOOK -- CONTINUOUS

Malcolm, his arm in a sling, slowly creeps up to the wall nook. He peers out and sees Brody and Haven dashing through the field.

Malcolm reaches up and grabs his hovering Robot. He turns it in Brody's direction. The Robot's orbs flicker as it registers the image of the fleeing boys.

The Robot's eyes glow bright RED. The words *PERIMETER BREACH* scroll across their surface. A shrill ALARM emits from the Robot's hull. Other Robots across the city take up the call.

EXT. CITY STREETS -- CONTINUOUS

Tech's eyes glow BRIGHT RED as he takes up the PERIMETER BREACH alarm.

Tech's little body quivers and his orbs revert to their usual soft yellow color. After a moment of hesitation, he rockets even faster toward the Train Station.

INT. HOVER TRAIN -- MOMENTS LATER

Coggs, locked inside one of the sleeping compartments, sits on a bunk. The door swishes open. Tech screeches in.

The frantic Robot projects a HOLOGRAPHIC IMAGE of Brody and Haven running through the field. It is blurry and hard to make out, but Coggs recognizes the satchel.

Tech beckons for him to follow. Coggs springs to his feet.

INT. ARCHER'S SHED -- CONTINUOUS

Tuleen is asleep on Archer's bed. Archer stares sullenly down at his pad. The entire page is filled with sketches. A jug of liquid sits untouched next to him.



Archer senses movement out of the corner of his eye. He looks out the window and sees the group of Soldiers run off towards the far wall.

Puzzled, Archer gets up and moves to the window. A gasp of pain makes him spin towards the bed.

Tuleen sits up. She gasps in pain again. She blinks. Her hand quickly darts to her stomach. She looks at Archer.

EXT. FIREFLY FIELD -- MOMENTS LATER

A WHIR causes Brody to look back over his shoulder. His eyes widen as a DOGCATCHER comes sailing over the city wall. It hovers in place for a moment as it scans the field.

Brody clenches onto Haven's hand as he propels them faster toward the dark haze. The Dogcatcher registers the movement and rockets forward, skimming low along the ground.

Brody and Haven run, as fast as they've ever run. The Dogcatcher's thrusters burn blades of grass.

A powerful COLUMN OF STEAM streaks forth from the foot of the wall, and BASHES into the Dogcatcher's rear.

The floating tank wavers, then plows headfirst into the dirt. It digs up a groove of sand, then flips end over end.

Brody tucks Haven to his chest and dives to the ground as the twisted hulk somersaults over them. It slides to a stop a few feet away.

Brody glances at the smoking machine in shock. It trembles for a moment, then lies still. Brody gets up and looks back.

Brody sees an indistinct figure beckoning him. A Soldier rises up behind the figure, who spins and strikes his attacker.

Brody hesitates. He glances once more at the distant haze. The sound of MORE DOGCATCHERS approaching in the distance propels the boy into action.

Brody helps Haven to his feet. They run back toward the wall. Brody vaguely makes out the indistinct figure as he bashes another Soldier into the concrete.

The wounded Dogcatcher rises with a lurch and soars back towards the city. The machine barely manages to stay in the air as smoke streams forth from its ruptured hull.

As it passes over the wall, the Dogcatcher registers COGGS as he stands in front of the gaping hole and holds a makeshift STEAM BAZOOKA. Coggs waves as the Dogcatcher disappears.

INT. ARCHER'S SHED -- CONTINUOUS

Tuleen screams through gritted teeth as she writhes on Archer's cot. Archer kneels in front of her.

Tech streaks in and comes to a hovering stop by Archer. He projects an IMAGE of the bazooka-wielding Coggs. Archer is shocked beyond words.

Tuleen looks up at him weakly. She motions toward the door with her chin. Archer lingers on the image for a second, then shakes his head.

ARCHER  
You need me more.

INT. COGGS' SHOP -- MOMENTS LATER

Coggs, Brody, and Haven come bursting into the shop. Coggs runs over to the far wall and presses a button. A retractable STAIRCASE descends from the ceiling above.

COGGS  
If things get worse, there is a window up there. Then you run, as fast as you can, and get to Archer.

BRODY  
Coggs, why did you do that? You've already done way too much for us!

COGGS  
So help me, get up there boy. They are coming.

Brody stares at Coggs for a moment, then hugs him. Coggs pats him on the back, then pushes him towards the staircase. Brody and Haven clamber up the stairs.

Haven stops at the attic entryway and looks down at Coggs, who winks as he retracts the staircase. The ceiling reseals; you would never know there was a hidden door.

INT. ATTIC - CONTINUOUS

Brody and Haven look around the dark, musty attic. Brody spots a slit in the floorboards and runs over to it.

INT. COGGS' SHOP -- CONTINUOUS

Coggs looks around with a half-smile, then saunters over to his workbench and sits. He steadies his trembling hands, then calmly faces the door.

The door is KICKED OPEN. General Visum strides in, flanked by two SOLDIERS. Visum glances around the room till his eyes stop on Coggs.

COGGS

At least you knocked.

Visum studies him for a moment longer, then strides over to the other end of the work bench and slowly sits down.

VISUM

I'm afraid you've made things...irreparably worse for yourself

Visum spots several of the Painted Robots peering timidly from behind some pieces of junk.

VISUM

I heard that you had some of them bring stink bombs onto the Train once.

COGGS

Some might call me a criminal mastermind.

Visum smiles slightly.

VISUM

You have a good sense of humor.

COGGS

It's about all I have left.

Visum chuckles as he shifts on the bench.

VISUM

You know, I'm a bit of an inventor myself. I made this.

Visum raises his golden robot hand. The fingers curl.

VISUM

On the same day my hand was ripped from my body. But that's a story for another day.

VISUM (CONT'D)

It has crushed quite a few throats,  
let me tell you.

COGGS

Is that supposed to scare me?

VISUM

Not at all.

Visum inspects his robot hand and wipes off a speck of dust.

VISUM

Things have been quiet since the  
treaty. Even peaceful. I suppose  
that causing the deaths of a bunch  
of orphans can be quite  
demoralizing.

Coggs' jaw clenches. Visum's eyes narrow slightly.

VISUM

I've been wondering. What caused  
you to bare your claws again this  
trip?

COGGS

Suppose we're just tired of it, is  
all. No more.

Visum nods and shifts.

VISUM

Well. Last night, we didn't have  
"evidence." Tonight, we do.

Visum pulls out a small CUBE and places it on the table. He  
presses a button, and a small HOLOGRAPHIC IMAGE of a smiling,  
waving, bazooka-holding Coggs hums to life.

VISUM

The wave was a nice touch.

Coggs chuckles, and inclines his head.

VISUM

So. I know the boys are here  
somewhere. Unfortunately, equipment  
upkeep is an embarrassing casualty  
of these hard times. Our scanners  
could not make them out clearly.  
Certainly not as clearly as that.

Visum motions toward the still-waving Coggs projection.

VISUM

But, I have a very strong,  
unflinching feeling.

Visum shakes his head while looking at Coggs.

VISUM

Brody. I keep crossing paths with  
him. Very rebellious, that child  
is. That streak will get him killed  
one day. Did you brainwash him or  
something?

COGGS

Nope. He just knows weak, pathetic  
half-men when he sees them. At  
least you keep that thing well  
polished, though.

Visum subconsciously scratches his robot hand, then glares  
into Coggs' eyes, clearly trying to get a rise out of him.

VISUM

Well, if it is him, he is in very  
deep trouble. I should just run him  
over with the Train when we leave  
here. What's another body on the  
pile, after all?

Coggs stares at Visum for a long moment.

COGGS

So, what you are trying to say is,  
you're an evil bastard who will one  
day rot in Hell right? I can't  
quite tell, you talk too much.

Visum chuckles softly.

VISUM

Yes. As my wife says, I love the  
sound of my own words.

Visum draws a pistol and places it on the table.

VISUM

At any rate, I cannot be sure who  
tried to escape. And my "superiors"  
would not appreciate me acting on a  
guess. So, for the sake of being  
thorough, I have ordered a visual  
confirmation of every Train Boy we  
brought here.

Visum smiles.

VISUM

And when Brody and his friend do not show up on their Robot's scanner, I will set your shop on fire, which will surely lure them from their hiding place. Sound fair?

Coggs grows slightly grim.

COGGS

Not at all.

VISUM

So be it.

Visum prods a button on the cube. The Coggs hologram disappears, only to be replaced by a holographic GRID.

The fuzzy image of a pair of sleeping Train Boys appears in one of the empty grid squares, followed by the words *VISUAL CONFIRMATION*.

SERIES OF SHOTS

In Archer's shed, Tuleen continues to scream out in pain. Poor Tech wavers through the air, jittery and shaking. This is what a panicked Robot looks like.

Back in Coggs' shop, several more of the Grid Squares have become filled with a visual confirmation image. A very small number of empty squares remain.

Back in the shed, Tech scans the room, looking for a solution.

Back in the shop, only TWO EMPTY SQUARES remain on the Grid.

In Archer's shed, Tech stares at an empty chunk of wall. He has an idea.

In the shop, only ONE EMPTY SQUARE remains on the grid.

Tech's orbs FLUTTER rapidly.

Visum stares at the grid intently. Coggs stares at the floor. Visum's robot hand tightens slightly.

Tech's orbs continue to FLICKER.

Coggs closes his eyes. Visum smiles.

In the attic, Brody's hand closes around Haven's.

Tech's orbs stop flickering. After a split second, a beam of light SHOOTs from his orbs.

Visum turns to face Coggs. But then, something catches his attention, and he turns back to the cube. His smile fades as he inspects the final square on the grid.

An image of HAVEN AND BRODY greets Visum's eyes. The words *VISUAL CONFIRMATION* flicker across Visum's face. His jawline tightens. Coggs slowly looks up and smiles.

COGGS

Looks like you were mistaken.  
Goldie.

The words *VISUAL CONFIRMATION COMPLETE* enlarge to take up the entire grid, then the cube shuts off.

Tech, projecting a hologram of BRODY AND HAVEN onto the wall near Archer, quivers as the words *VISUAL CONFIRMATION COMPLETE* scroll across his orbs.

Tech turns off the projection, squeals in relief, and falls to the floor of the shed with a clang.

Back in Coggs' shop, Visum sits in silent anger for a long moment. His features brighten a bit as he makes a decision.

VISUM

Well. I believe you will be...an  
example. The fact remains...you  
escaped. And attacked us again.

Visum stares into Coggs' eyes for a long while.

VISUM

And I believe that gives us every  
right...to attack you.

Visum SHOOTs Coggs in the stomach.

In the attic, Brody lurches forward. Haven holds him back.

Coggs falls to his knees. His hard, tough eyes stay locked on Visum. Visum scrutinizes him for another long instant, then leaves. Coggs falls to the floor of his shop with a wheeze.

In the shed, Tuleen looks deep into Archer's eyes. He nods to her, assuredly.

Brody stumbles down the stairs and runs toward Coggs' prone body. He falls to his knees by Coggs and grasps his hand.

Archer grasps Tuleen's hand.

Brody, tears streaming down his face, looks down at Coggs, who is taking his last breaths.

Tuleen, tears streaming down her face, looks up at Archer, who is prompting her to take deep breaths.

Coggs looks up at the crying Brody and shakes his head. He then looks up at the ceiling with a very happy smile.

Tuleen SCREAMS. A BABY'S CRY splits the night air.

Right there, on the floor of his shop, Coggs closes his eyes for the last time.

Right there, in the shadow of the Ferris Wheel, Tuleen's daughter ROSE opens her eyes for the first time.

INT. COGGS' SHOP -- CONTINUOUS

Brody stares down at the still Coggs. He studies the alien's peaceful face.

Without warning, Brody springs to his feet and runs from the shop. Haven watches him go, helplessly.

INT. ARCHER'S SHED -- CONTINUOUS

Tuleen stares at her baby girl. Tears of joy stream down her face. Archer is also crying.

He tentatively reaches out and places his hand on Rose's head. The baby blinks at him. Archer blinks at the baby.

Archer meets Tuleen's gaze. Tuleen smiles with glistening eyes. Something clicks into place. This is a turning point.

That's when Archer spots Haven, who is walking towards them with tear-stained cheeks.

EXT. CITY STREETS -- MOMENTS LATER

Brody turns a corner and looks around haphazardly. Across the way, he notices Visum and his men quickly heading to the city gate. Brody trails them from afar.

A loud WHOOSHING causes Brody to halt. Archer lands in front of him, a steam-powered flight pack strapped to his back.



Brody blinks, then tries to run past him. Archer holds Brody back, who struggles and kicks and screams. Archer stays silent and firm.

Brody's struggling subsides as the tears start again. He soon grows weak from crying.

Archer's eyes glisten. His tears are barely withheld. The man and the boy somehow find comfort in their mutual guilt.

EXT. FERRIS WHEEL -- LATER

Tuleen and her baby stand next to Archer at the base of the Ferris Wheel. Brody and Haven stand next to Nessa.

Archer places the Star Gazer on the ground. He lifts the back compartment off. The projection inside the machine blazes up into the night sky.

The green stars of Doraz mingle with the white stars of Earth as everyone gazes heavenward.

Finn, Night, and Noah stand off to the side with wet eyes. After a moment, Finn leads the twins away. His tears are replaced by an unshakable resolve.

Brody looks down at Haven. He slowly extends his hand in order to place it on Haven's head, then retracts it. He then turns his eyes skyward once more.

BRODY

Once upon a time, there was an  
alien inventor named Coggs--

The TRAIN WHISTLE blows through the night air. Brody's face sags with emotion.

EXT. CITY OF NOWHERE STATION -- MOMENTS LATER

Visum, swelled with pride and anticipation, watches as several Soldiers finish sealing the Train's new fuel lines.

FINN (O.S.)

Visum. We need to talk.

Visum turns warily to see Finn standing nearby.

FINN

I got some people willing to meet  
with you. I gotta try to save this  
city.

EXT. FERRIS WHEEL -- MOMENTS LATER

Haven hugs Tuleen as Archer watches on, holding Rose. Tuleen steps back with glistening eyes and a smile.

Haven bends down and hugs Amo, then turns to Archer and hugs him too. Archer looks down at the top of Haven's head as the child kisses Rose's cheek.

Haven looks at the both of them for a moment, then walks off. A silently weeping Tuleen takes Rose and walks into the shed. Haven passes by Brody without so much as glancing at him.

Brody looks at Archer, who is looking into the valley below. Brody follows his gaze to see Train Boys of all sizes slowly trickling out of the camp. Man and boy grow sad at the sight.

Brody and Archer then look at each other, almost at the same time. The Star Gazer blazes between them.

Brody nods in farewell and follows after Haven, whose tiny form can still be seen in the distance.

Archer watches them till they disappear. He turns to the Star Gazer, which continues to shine brightly at the Wheel's base.

EXT. CITY STREETS -- CONTINUOUS

Haven walks through the city, taking in the sights for the last time. Brody follows him all the while.

EXT. ALLEYWAY -- CONTINUOUS

Finn leads Visum and two Soldiers into an alleyway, then halts. Finn, emotionless, looks into Visum's eyes.

FINN

You shouldn't have murdered Coggs.

Visum's men are instantly taken down by LASER BOLTS that streak forth from the shadows.

Visum lifts up his golden robot hand. Bolts RICOCHET off the metal as he strides purposefully forward and yanks Night out of a recess.

Visum's robot hand FLINGS Night to the other side of the alley, where he slams into Noah. Visum then spins and backhands both twins INTO THE WALL.

Finn charges with a jagged BLADE. Visum whirls, blocks Finn's swing with his robot arm, then kicks Finn to the floor. Visum stands over Finn, the blade pointed down.

VISUM

Congratulations. You've just guaranteed me military approval. I'll save you for my return.

Visum stabs downward with Finn's blade. The weapon digs through Finn's leg and pins him to the pavement.

Visum turns to walk away, then stops when he sees one of his men struggling to get up. Visum walks over and scrutinizes the Soldier's charred armor.

VISUM

I'm afraid that my men were killed in the ambush. Fallen Servicemen demand retribution, after all.

A hint of regret colors the edge of Visum's eyes.

VISUM

I'm sorry.

Visum draws his gun and FIRES.

EXT. CITY OF NOWHERE STATION -- CONTINUOUS

The Hover Train sits at the ready. Soldiers hurry about, preparing to depart. There is a long line of Train Boys in front of the rear entryway.

A pair of boys at the head of the line steps up to Pierce. He scans their Robot, then beckons them into the Train.

Haven approaches hesitantly. Some of the other boys in line are crying, some look numb, several look at Brody enviously.

Haven glances back at Brody. They make eye contact for a moment, then Haven reluctantly joins the end of the line.

Brody scans the area. There is no sign of Visum. He then clears his throat and steps up behind Haven.

BRODY

Well, I...want you to know that, I, I've been trying to do the right thing this whole time. And every time I've made a choice, it's, I just, it's become a mistake. I don't know how to, what to do.

BRODY (CONT'D)

I can't fix it. I can't change it.  
I can only stop running a-and face  
whatever happens. Cause I...deserve  
it.

Brody is in vivid emotional pain.

BRODY

It's too much. Coggs, and...you've  
been through too much. I'm sorry.  
I'm sorry I couldn't get you off  
that Train. And...but I, wanna tell  
you a story. Because when I tell  
you stories, I feel a little better  
about things. I think they make  
things a little better for you.

Brody looks at the back of his friend's head. He seems to  
steady himself.

BRODY

And if you pay attention you'll see  
that this one is gonna be a bit  
different. Because instead of  
saying "once upon a time," I'm  
gonna say "once upon THIS time."  
Tonight. Right now. Because after  
learning the truth, that this world  
has no heroes...you deserve a happy  
ending.

Haven turns his head slightly. The line inches forward.

BRODY

Somewhere in this city, there is a  
great warrior. Only, his armor is  
cracked, and all his friends are  
gone, so he has no one to fight  
with anymore. He can't be a warrior  
anymore.

INT. ARCHER'S SHED -- CONTINUOUS

Archer stands in the doorway of his shed. Noah and Night,  
both bruised and bloody, rally the camp down below.

NIGHT

Finn started it! We gotta get them  
now! We can't let them leave!

Archer starts pacing. He is haggard and anxious. He looks  
over at Rose and Tuleen, who are asleep on his bed.

BRODY (V.O.)

Not too long ago, the warrior found a baby in the forest. And he realized that he had someone to take care of now. So, he started to fix his armor, in order to protect her.

Archer smiles as he watches them. Then, his eyes fall to the helmet in the corner.

BRODY (V.O.)

But, before he could finish, a boy that was being held prisoner in a flying castle made a wish. And everyone knows that...wishes come true.

Archer opens his trunk. The first thing he sees is young Coggs' smiling face on the side of the photo cube. Archer reaches in and pulls out his body armor.

BRODY (V.O.)

The warrior knew that he would never be able to stand tall in front of the baby if he allowed the boy to suffer, or if he didn't honor the memory of his friends. Because that is what heroes do. They fight. Even when their armor is broken.

Archer, clad in his body suit, softly kisses Rose's forehead. He gazes sadly at Tuleen, then swiftly darts from the shed.

EXT. CITY OF NOWHERE STATION -- CONTINUOUS

The line creeps forward a few more inches. Haven looks back at Brody intently.

BRODY

And so the warrior gathered up his weapons. And he gathered up his army. And there was a great battle. And he...he saved the boy. And the boy had a friend. And...

Brody smiles through tears. Haven moves closer to him.

BRODY

I love you. And I'll never forget you.

Haven slowly lowers his head until it rests on Brody's chest. Brody hesitantly reaches up and places his hand on the back of Haven's head. After a moment, they embrace tightly.

HAVEN

I love you too, Brody.

Brody notices that Haven is next in line. He tentatively lets go of Haven and smiles, as widely and as happily as he can.

Haven smiles back, then slowly walks toward Pierce. Tech flickers his lights at Brody in farewell.

Brody watches as Pierce scans Tech. He wipes the tears that are streaming down his face.

A FLASH of Brother. Nowhere. Coggs. Nessa. The Wheel. Haven's laughing face. David finding strength on the fantasy battlefield.

Pierce sends Tech into the Train. Brody bounds forward.

BRODY

I'm going with you!

PIERCE

You? Again? What are you thinking?  
You won that race, boy. You're staying here.

BRODY

No. I cheated. Malcolm won. He deserves to stay.

Haven's eyes widen. Brody looks at him.

BRODY

I have to take care of my brother.

A presence is felt. The three of them turn as Visum enters the Station. His eyes lock onto Brody.

VISUM

You showed. I'm surprised. I thought you'd be trembling in a hole somewhere.

Visum slinks closer. He once again has a spring to his step.

VISUM

You tried so hard to find a way to stay here. How does it feel to know that you will die here when I return?

PIERCE

He said he cheated, sir. He wants to get back on the Train.

Visum studies Brody for a long moment, then slowly approaches him. Without warning, Visum backhands Brody across the face.

VISUM

You are a troublesome maggot. And now, you can't leave well enough alone. Are you that stupid?

Visum smacks Brody again. Haven cries out.

VISUM

Why would I let you back on if you are just going to cause more trouble? That won't do, I'm on my way to a commendation.

Visum smacks Brody a third time. Brody tumbles to the ground. A thought stops Visum short.

VISUM

Check this boy in, Lieutenant. If he wants to throw his freedom away, then so be it. He will have an accident on board, I think.

PIERCE

Sir, explaining that--

VISUM

I am done with cowering before orders. I excel at finding loopholes. Talk back to me one more time and I'll break your neck.

Visum turns to the Train with fiery eyes.

VISUM

This is what happens when you defy me. You end up on the ground, covered in dirt. Beaten, like an animal.

Haven helps Brody sit up. He wipes the blood that is trickling from Brody's mouth. Brody rises to his feet.

BRODY

I started all this. I cut the lines. I tried to blow up the Train.

BRODY (CONT'D)

If I get back on, then you have to  
leave them alone. It has to stop.

Visum stares at the boy in shock.

VISUM

You're going to take the blame, are  
you? Do you really think you can  
stop a war?

Brody stares at the man in defiance.

VISUM

And what if I don't "stop"? What  
then, little hero?

The tiniest of smiles flicks to life on Brody's face.

BRODY

Dunno. I have a whole Train ride to  
think of something.

Visum smiles a deadly smile. He lifts up his ROBOT HAND,  
which glints menacingly. Brody stares at Visum with defiant  
eyes as Haven holds his hand.

Suddenly, the WALL FANS spring to life. A BLANKET OF STEAM  
shoots out toward the Station, instantly obscuring  
visibility.

Archer, garbed in his battle armor, materializes out of the  
gloom. He is at the center of a line of FAN WORKERS, who are  
all similarly garbed.

Haven's round eyes fill with awestruck tears as he takes in  
Archer, who looks absolutely heroic in the backlit steam.

HAVEN

I knew it.

And that's when all hell breaks loose.

The Fan Workers open fire with STEAM BAZOOKAS. Several  
Soldiers SLAM BACK into the Train. Other Soldiers open fire;  
their LASER GUNS light the steam up in sporadic chunks.

Brody and Haven sprint away as Archer charges Visum, who  
suddenly ignites a JET PACK and lifts into the air. Visum,  
whose weapon discharges a SOUND WAVE, fires down at the hero.

Archer absorbs the shot in his chest plate but is bashed into  
the ground from the force of the sonic assault.



Visum maneuvers toward the fleeing boys. He swoops in and plucks up Haven. Brody yells out. Visum speaks into a com-link on his wrist.

VISUM

Start the Train! Full speed ahead!  
I'm getting to higher ground.

Archer crawls out of the crater and spots the receding Visum, then helplessly looks after Brody as he runs into the mist.

EXT. CITY STREETS -- CONTINUOUS

Brody bolts through the city, looking up at Visum as he rockets through the sky. After noting that the General is heading towards the Wheel, Brody veers down a side street.

EXT. HOVER TRAIN -- CONTINUOUS

The fight between the Soldiers and the Fan Workers rages on. Archer pummels a Soldier with a SLEDGE HAMMER, then spins as the Hover Train sputters to life and pulls forward.

EXT. TRINKET ALLEY -- CONTINUOUS

The back wooden wall of Coggs' shop RUPTURES OPEN. Brody floats out wearing the BUBBLE BOOTS and takes off in a crazy, unsteady zigzag pattern.

BRODY

Sorry, Coggs!

A moment later, the Painted Robots begin to repair the wall.

INT. HOVER TRAIN - ROBOT ROOM -- CONTINUOUS

Tech sadly sits on his recharger bay, surrounded by the other Robots. The door comes CRASHING in as a Soldier is launched through it. Archer dashes in, spots Tech, and runs over.

ARCHER

Tech! We need to rescue Haven and  
stop this Train! You in?

Tech's orbs flicker, then he shoots forth from his base.

EXT. FERRIS WHEEL -- CONTINUOUS

Visum lands atop the glowing Ferris Wheel and roughly throws Haven onto one of the benches. He looks ahead and spots the Train approaching in the distance.

A CREAK causes Visum to spin. The swinging bench is empty. He then sees Haven rapidly descending through the girders.

EXT. TRAIN TRACKS -- CONTINUOUS

The Hover Train zooms along its track. The top hatch opens and a DOGCATCHER leaps into the air.

Archer clings to the top of the vehicle. Tech, plugged into the navigating computer, steers it toward the Wheel.

EXT. FERRIS WHEEL -- CONTINUOUS

Haven scrambles through the girders. Suddenly, Visum's golden robot hand snatches him by his shirt. A second later, the Bubble Boot-propelled Brody SLAMS into Visum.

Visum releases Haven as he and Brody slide back along the girder. Visum then wraps Brody up in a bear hug and swings him back into the air.

Brody plummets a few feet, then starts up the Boots again. Haven has almost reached the other side of the Wheel. Visum ignites his rocket and zips through the Wheel after him.

Brody flies into Visum again. The two spin through the Wheel's innards and crash into a bench located a bit lower on the right side.

Visum rears up with a snarl. Brody, on his back, kicks up at Visum's face. Visum catches his foot, tears the Bubble Boot off, and flings it away.

Visum SWINGS his robot hand downward. Brody rolls out of the way, and in so doing, plummets off the side of the Wheel as the bench is cleaved in two behind him.

Brody sputters through the air, the sole Bubble Boot barely able to keep him afloat.

Haven is halfway to the ground by now. Visum leaps down and uses his rocket to guide his descent. He lands right in front of Haven.

Haven stops short, then scuttles backwards. Visum walks toward him menacingly.

Haven spots Brody a few girders below. Brody nods and reaches up. After only a second's hesitation, Haven jumps. Brody catches him by one arm. Haven's legs kick in midair.

Time seems to slow down. Visum leaps again. Brody looks up, then jumps out into space, still holding onto Haven.

Visum's robot hand brushes against Brody's leg as he passes. Visum lands upon a girder below. His robot hand becomes imbedded upon impact. HOT STEAM spirals from the girder.

A colossal impact SHAKES the Wheel from its foundation as the Dogcatcher PLOWS into it.

A rocketing Archer, steam streaming behind him, scoops up Brody and Haven in midair. Behind them, the Tech-manuevered Dogcatcher PUSHES the Wheel forward.

The Wheel plows through the dirt and rolls down the hill. The trapped Visum is along for the ride.

EXT. TRAIN TRACKS -- CONTINUOUS

The Hover Train rounds the bend. The Ferris Wheel ERUPTS through the outer city wall and rolls across the track.

The collision is massive. The Hover Train slams into the Ferris Wheel with a SHOWER OF SPARKS and comes to a gradual halt. Visum lies unconscious within the mangled Wheel.

Finn leads a group of FAN WORKERS through the wall. They fire their steam weapons at several Soldiers who lurch out of the Train, laser guns blazing. Several other Soldiers surrender.

Tech floats out of the demolished Dogcatcher. Archer salutes the Robot as he, Brody, and Haven land. They dash towards the wreckage and help the Train Boys exit the ruined husk.

Brody stops suddenly as Malcolm steps up to the entryway. They stare at each other. Brody extends his hand. Malcolm grasps it. Brody helps Malcolm off the Train.

ADULT BRODY (V.O.)

And so, just as it began, this  
story ended with a Train.

EXT. FAIRGROUNDS -- DAY

The Train Boys trickle into the Fairgrounds. People stop what they are doing and stare at them.

At the rear of the crowd, Brody, Haven, and Archer come striding in, followed by the hovering Tech. They are met by Tuleen, Nessa, and Finn.

Nessa and Brody smile at each other, then hug hesitantly. Something is different between them.

ADULT BRODY (V.O.)  
But the thing about stories is,  
they never really end. They lead to  
other stories.

INT. COGGS' SHOP -- NIGHT

Haven walks into Coggs' shop, with Tech trailing behind. The Painted Robots come forward and surround Tech, then begin to decorate him.

INT. HALL OF MIRRORS -- MORNING

Tuleen's reflections look up from cleaning the mirrors, then slowly stand. Archer's reflections stand beside her and look into her eyes. The Archer and Tuleen reflections kiss.

INT. MINE -- DAY

A bearded Visum stops working and cleans some dirt off of his golden hand.

EXT. GOLDEN CITY -- DAY

An ARMY of considerable force rushes through the golden streets. Archer and Finn lead the way. They surge towards the MILITARY COMPOUND.

EXT. CITY OF NOWHERE - CITY STREETS -- DAY

A crowd of people is gathered in the center of town, watching as a huge MONITOR is installed. The monitor hums to life.

Archer's visage appears and begins to speak. This is a new man, infused with purpose. The people listen.

EXT. CITY OF NOWHERE -- DAY

The ruptured outer wall is now repaired. A sleek new PASSENGER TRAIN streaks along the track.

INT. PASSENGER TRAIN -- DAY

ADULT BRODY and ADULT HAVEN explore the world from the Passenger Train. Many wonderful panoramas drift by. They exchange winsome looks; the irony does not escape them.

INT. MUSEUM -- DAY

Adult Haven stares at a hologram of a GIRAFFE as it calmly eats grass.

EXT. FERRIS WHEEL -- MORNING

Adult Haven, wiping his dirty hands, flips a switch. A brand new, shiny Ferris Wheel begins to turn. He smiles.

EXT. FAIRGROUNDS -- NIGHT

Adult Brody walks through the Fair. He sees ADULT NESSA from afar. They wave and keep going. These are two people who once shared an emotional experience. Their connection has faded.

INT. LIBRARY -- NIGHT

Adult Brody is hunkered down in the camp's library. Pages are scattered all around him. The WORDS he jots down coincide with various images we saw over the course of this story.

INT. ARCHER'S SHED -- NIGHT

Adult Haven, seated at his worktable, reaches the end of the hastily-bound book. A descendant of Amo, also named AMO, lies in the corner.

Adult Haven's eyes trace along the book's final words. Adult Brody's voice echoes in his head.

ADULT BRODY (V.O.)

And you will hear all of those  
tales, in time. Because the best  
thing about stories is...they are  
passed on.

Adult Haven thoughtfully closes the book and studies the cover. It is called *HAVEN'S FAIRY TALE*. He then turns to Adult Brody, who stands anxiously in the corner.

ADULT HAVEN

It was perfect, Brody.

There is a sudden KNOCK. Adult Haven quickly gets up and opens the door. Two BOYS shuffle in. BOY 1, the younger one, shakes his head.

BOY 1

Sorry. Aunt Rose wouldn't stop talking.

BOY 2

Yeah, we practically had to knock her out.

Adult Haven laughs. The boys greet Adult Brody, then walk over and pet Amo.

ADULT BRODY

Better late than never. Which one do you guys wanna hear tonight?

BOY 2

You know what he's gonna say.

ADULT HAVEN

Aren't you sick of that one?

BOY 1

No way, never!

Adult Haven laughs and sits in a chair as the boys make themselves comfortable. Adult Brody sits on the bed.

The Ferris Wheel can be seen through the window. Adult Haven looks over at Adult Brody, who shrugs.

ADULT BRODY

I'll give you the honor tonight, little brother.

Adult Haven smiles, then looks over at the two eager boys. Adult Brody settles in for the story with a grin.

ADULT HAVEN

Once upon a time, there were two boys on a Train...

FADE TO BLACK.