

MERC AND THE SPACE INVADERS

Written by

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OPEN ON...DARKNESS.

An ancient but spirited female voice mutters:

ARACHNE (V.O.)

In the beginning it's always so cold,
dark, and boring.

A shaft of wintery light illuminates diamond crystals of ice
frozen along strands of a web at the mouth of a cave.

ARACHNE (cont'd) (V.O.)

Eighteen times I've seen it. That's
because I'm the world's oldest living
creature. In fact...

Watching from the shadows are two luminous eyes. The figure
moves forward: a large tarantula, ARACHNE, known for her wisdom,
faulty memory, and grand appetite.

ARACHNE (cont'd)

...half the time I'm the world's only
living creature. But then...

The light intensifies, crystals melt into beads.

On the horizon comes the GLIMMER of SUNRISE.

ARACHNE (cont'd)

...after taking its sweet time, the Big
Fireball climbs back up in the sky.

A drip echoes. Drops form rivulets, build to a stream that gushes
from the cave out to the alpine winter. At breakneck speed the
frozen landscape parts, chasms crack, deep canyons split open.

ARACHNE (cont'd) (V.O.)

Reeeeeee-birth!

BLADES of green shoot from the soil, growing into forests that
tower over the mouth of the cave.

FERNS sprout to jungles, BUDS swell and explode, their petals
unfurling like giant flags.

The action is louder and faster than real time. We're at INSECT LEVEL, where the ordinary become extraordinary, the minute looms mountainous.

GIANT COCOONS - break open with a BOOM. WINGS unravel, graceful and rippling.

MORE wings, of every aeronautical design: lacewings, crickets, bees, mayflies, moths...diaphanous or thick, graceful or wobbly. Their beating creates the great HUM of renewal.

Arachne stands at the mouth of her cave, one of her arms on her web thread, watching the outside world as if she were the conductor of this global transition:

ARACHNE (cont'd)
Out they come, my Many-Legged
Ones...ready for the Opera of Life!

DRUMS roll...crickets.

VIOLINS play...grasshoppers rub their legs.

The CHORUS of creatures emerge beneath her cave. Armies of beetles, centipedes, ladybugs...

ARACHNE (cont'd)
You'd think they'd be grateful; born into
paradise.

A SCHEMING PRAYING MANTIS - DEACON - bracketed by two big, black, thuggish STAG-BEETLES with huge pinchers - CRUSHER and CRUNCHER - can be seen impressing something on a group of insects down at the water's edge. Arachne sighs.

ARACHNE (cont'd)
But no, they do vanity, do self-
importance, do rage over territorial
disputes...
(sighs)
What does it take, to evolve a better
attitude?

She sits back in the shadows and grooms herself with one of her many arms, then settles into an eight-legged version of a Lotus Position.

ARACHNE (cont'd)
No one gets how lonely it is at the top.

SMASH CUT TO:

A ROARING - like fighter planes on a mission.

EXT. ALPINE MEADOW AND BEAVER POND - DAY ONE

A Squadron of DRAGONFLIES in formation. At the rear is their best flier - MERCURY - handsome, charismatic, and with a mind of his own.

In front is Merc's brother - ODON - the Flight Commander of these precision aerobatics; a believer in absolute discipline. Although he'd never admit it, he's jealous of his younger brother's skills.

ODON
Squadron, ascend.

The Squad tilt their wings at a perfect angle.

A raucous voice teases from the shadows:

VOICE
Squad...ass end?

PEERING FROM THE LEAVES - is HARLEY - a round-bellied Harlequin Stink Bug. Sitting next to him is a feisty spitfire of a mosquito - AMELIA. They wiggle their rears at the squad.

ODON
Patrol formation!

AMELIA
Bunch of Girl Scouts.

Amelia and Harley 'hi-five', delighted with the insults they're delivering.

ODON
Barrel roll...now!

AMELIA
Yeah, roll over, lame brains.

The squad executes the barrel roll in unison except... while everyone rolls clockwise...Merc goes counter-clockwise.

ODON
Mercury, what're you doing?!

MERCURY
With the wind from this side...it gives a better lift.

ODON
We fly as one...always.
(barks a command)
Patrol, up!

HARLEY
Up yours, Odon.

Odon's eyes narrow with anger.

ODON
That's enough from swampies!

MERCURY
Odon, they're not worth the trouble.

ODON
I'll be judge of that. Teach them a lesson!!!

As the dragonflies form up:

HARLEY
Think we made a big impression?

AMELIA
Time to mozy along.

Harley flaps his stubby wings. Nothing happens.

AMELIA (cont'd)
Harley, hurry.

HARLEY
Easy for you to say. Come onnnnnnnn wings!

He's really flapping. Barely lifts off, immediately drops, landing rear first onto a sharp thorn. That gets him going.

HARLEY (cont'd)
We have a launch.

With Amelia in the lead they head over a clump of reeds.

ODON
Charge!

MERCURY
Odon...

The dragonfly squad lifts off in hot pursuit of the fleeing mosquito and stink-bug, rising over a thick growth of reeds. Merc, however, keeps low and flies straight at the vegetation at top speed. At the last possible second he FLIPS sideways.

MERC'S POV - careening brilliantly through an obstacle course of reed stalks.

He comes out the other side, unscathed, well ahead of the squad.

Odon arrives, livid.

ODON
You broke formation!

MERCURY
(matter-of-fact)
My way's faster.

ODON
Where's that odious stink bug? And
that...that...Moz? Did you see the nose
on her?!

Merc quietly nods.

Suddenly one of the dragonflies shouts:

DRAGONFLY OFFICER
Swamp fighters at two o'clock, Sir!

ODON
Battle positions! Go, go, go!!!

Odon leads the Squad upwards again.

MERCURY
You have the sun in your eyes...

Odon ignores the warning. Mercury hangs back.

THE SQUAD AND ODON - squint their eyes.

POV - a CLOUD of MOSQUITOES move in front of the glaring sun,
headed by their tough leader, MOLO.

DRAGONFLIES - blinded, start to lose their bearings and collide
with each other. One of them, harassed by a gang of smaller but
agile mosquitoes is spiralling downwards, heading for jagged
rocks.

FALLING DRAGONFLY
Mayday! Mayday!

Suddenly...ZAP!...Merc roars in flying upside down, his eyes
shielded, batting the mosquitoes, knocking them aside with his
wings, allowing the dragonfly to regain air speed and stagger
upwards out of harm's way.

MOLO
Fall back, guys, we hit 'em hard!

A FELLOW MOZ
Almost got one! Really showed 'em!

MOLO
Yeah. Next time!

MOZ CREW
Yeah! Next time!

They disappear back into the swamp.

ODON
Get this flyer to base.

MERCURY
Why don't I...check they don't follow?

ODON
Good thinking.

Odon and the Squad depart, leaving Mercury. He looks around, makes sure they're gone, then:

MERCURY
Amelia? Harley?

At the edge of the pond a tiny shape emerges. ZIP. Amelia flits over to Merc. He's visibly relieved to see her. They hover, almost touching. Longing to.

AMELIA
I get so scared... You're taking such a chance.

MERCURY
To see you it's worth anything.

THE STRIPED PETAL of a nearby flower moves. It's Harley.

HARLEY
Boy, was I terrific?! "Ascend" and "ass-end"? Get it? Ass...

MERCURY
We got it, Harley.

HARLEY
Sure fooled them, about you two.

MERCURY
Amelia...what my brother said...

AMELIA
(a little sadly)
Hey, my nose is...my nose.

MERCURY
To me...it's beautiful.

She smiles. Their eyes meet.

AMELIA
No accounting for taste.

To break the intensity with Amelia:

MERCURY
Give you a head start?

AMELIA
Merc...

MERCURY
Harley'll keep watch.
(challenges, lightly)
Worried you can't get away?

AMELIA
Dream on.

She laughs and ZIPS off. Merc grins, and he's after her.

HARLEY
Ah, man... Wait for me. Airborne!

Lifting his bright colored outer wings, Harley pops open his paper-thin flying wings while leaping to get airborne. But instead of flying, he crashes onto a leaf where he swings unevenly.

HARLEY (CONTD.) (cont'd)
Admit it, Harley, you're a lover, not an athlete.
(then)
Heeeelp!

He loses grip and falls...onto a silken object. It SPLITS with the impact.

HARLEY (cont'd)
Whoa...! Clumsy me.

The two halves of the cocoon fall apart in SLOW MOTION like a clam shell. Out of it unfolds the most beautiful, magnificent, azure blue wings.

Harley's eyes widen, his jaw drops.

POV - a blue Morpho butterfly has emerged wet and dewy from her cocoon. She's drop dead gorgeous. Her curvaceous wings unfold like iridescent waves.

HARLEY (cont'd)
Lookit those humongous wings! What a babe!

The butterfly - VENUS - feeling his stare, turns, bewildered. She speaks with a husky velvet voice.

VENUS
I...I'm so dizzy.

HARLEY
You OK?

She smiles, nods.

HARLEY (cont'd)
So, who's team are you on?

VENUS
I don't understand.

HARLEY
The world has two sides: swampies versus high-grounders. You've gotta be one or the other...for protection. Otherwise...you're a Free Flier.

Clearly not a good thing to be. Venus shrugs, stretches out her wings, studies them:

VENUS
First I have to figure how to use these.
Can you fly with your cute little things?

Harvey's small wings quickly retract. She's assessing the workings of her own wings.

VENUS (cont'd)
The curvature seems aerodynamically correct, wouldn't you say?

HARLEY
(gulps)
Perfect, I'd say.
(gulps again)
I'd say...
(shouts to the world)
I'm in love.

VENUS
That's nice. With whom?

HARLEY
(embarrassed)
It was just a thought.

VENUS
Bet she appreciates all your funny ways.

HARLEY
(disappointed)
'All my funny ways'. Yip.

Venus's still puzzled by the workings of her wings.

VENUS
If I move my thorax...like so. See? And
adjust the angle of the stroke. Maybe
it's not as hard as it looks.

ZZZZIIIIIPPPP! Amelia and Merc go whizzing by. Venus is
impressed.

VENUS (cont'd)
Two sets of alternating wings! Must be
beating 50 times a second.

HARLEY
Yeah, Merc's the fastest! Gotta go.
(shouts to the others)
Wait up!

He tries to take off, but the thought of Venus watching makes his
wings shrivel. He lands back on the leaf, deeply embarrassed.
His insecurities come pouring out.

HARLEY (cont'd)
I need to warm up. Also, I must warn you,
I have this slight, occasional...body
odor problem.
(shyly)
A defense mechanism.
(hurriedly)
Nothing to do with hygiene.
(beat)
Stink bugs are loners. For obvious
reasons.

Harley sucks in his breath and to his utter relief, succeeds.

HARLEY (cont'd)
Catch you later. Airborne!

He takes off gloriously...then starts to drop, CRASHING through
leaves.

SCREAMS come from below. Harley looks down.

HARLEY'S POV - three Sowbugs (LARRY, MOE, and CURLY) are trying to
maneuver a ripe huckleberry twice their size which is stuck
between two twigs.

The sowbugs' screams startle Harley out of his nose-dive. Panting,
he restores balance and wobbles away. In the panic Curly and

Larry have managed to get themselves on the wrong side of the berry and are pushing against Moe.

MOE
Dummies! Come here.

They waddle over to Moe's side of the berry.

MOE (cont'd)
Question: Why is it good to use your various eyes?

He bangs their heads together.

MOE (cont'd)
Discuss among yourselves.

Suddenly a smoothly pompous voice comes from a nearby leaf.

VOICE
Aaah, most industrious.

The sowbugs LEAP in front of their berry, look about defensively.

A FIGURE emerges from the leaf. It's DEACON. His arms rub together ingratiatingly.

DEACON
In need of a townhouse with ample storage? "Deacon Realty" leapt to mind?

He signals. His bodyguard STAG-BEETLES, CRUSHER and CRUNCHER, lumber into view snapping their huge sharp pinchers intimidatingly.

MOE
(quickly)
No, no. We're doing...(fine.)

DEACON
(ignores this, whispers)
The old trunk by the north bank. Good afternoon light. Lots of closets. Very upscale. Your kind of folk.

The sowbugs eye one another uneasily.

DEACON (cont'd)
Check it out. But don't breathe a word. A Deac exclusive.

He smiles with utter charm, then drifts back into the leaves. The stag-beetles follow after him.

The sowbugs all look at each other. Then:

ALL SOWBUGS

Outta here!

Their final push sets the berry free, with them tumbling behind.

UP ABOVE Merc is ZOOMING after Amelia, who spirals and darts.

Deacon smiles as he hears Amelia taunt Mercury provocatively over her shoulder:

AMELIA

Too bad you don't know how to fly.

Deacon smirks to himself:

DEACON

Too bad you're playing with fire.

EXT. NORTH BANK OF POND - DAY

Sure enough, there's an old trunk. And a group of Mayflies. Deacon and his stag beetles appear; he's rubbing his front legs in satisfaction.

DEACON

Such good clients, waiting so patiently. See, lots of closets. Very upscale. When you purchase from Deacon Realty you're not just buying dirt.

MAYFLY LEADER

Isn't it too near the Caddis?

NERVOUS FEMALE MAYFLY

Those swamp types won't come and bother us, will they?

DEACON

Please... Caddis? On this prime shorefront estate?! That's why Odon patrols the skies for you. Although I have heard... No, I'm talking out of school.

MAYFLY LEADER

Come on, let's hear.

DEACON

Just idle malicious gossip. Don't believe a word.

(then)

They say Odon is losing grip. The young brother, Mercury...? Acting out.

(sighs)

Wouldn't happen, of course, if there were

(MORE)

DEACON (cont'd)
a firm hand.
(doesn't lose a beat)
Enjoy your happy home.

Deacon leads his thugs off, tells them in a whisper:

DEACON (cont'd)
What's worth selling once...is worth
selling twice...
(inhales deeply)
I love springtime.

He pushes through the foliage into another clearing where a group of CADDIS are waiting impatiently. Deacon opens his arms expansively.

DEACON (cont'd)
Caddis deserve the very best. I've been
looking exclusively on your behalf...and
have I got a piece of prime shorefront
property for you! But...
(beat)
There's a problem...

He gestures for the beetles to part the foliage with their huge pincers.

POV - in the distance the Mayflies are settling into their new site.

DEACON (cont'd)
High-ground Mayfly squatters.

CADDIS LEADER
Trespassers? On our shorefront property?!

DEACON
I'll tell Molo and his Crew. Isn't that
why they patrol the skies for you?
Although...

CADDIS LEADER
What?

DEACON
I've heard...idle malicious gossip...that
he can't trust his cousin. Bad sign.
(sighs)
Of course, none of this would happen if
there were a central authority. Well,
mustn't long for what we don't have.

Gesturing for his stag beetles to follow, Deacon disappears into the greenery.

EXT SWAMPY SECTION OF POND - DAY

Deacon fussily picks his way through the wet, complaining:

DEACON
I loathe these low rent districts...

Suddenly needle-like pin-pricks dot the surface of the water. An angry WHINE. A cloud of mosquitoes rise up and surround the intruder.

MOLO
Our turf, Deac.

DEACON
Merely wanted to warn you of an incursion into your air space...

MOLO
(instantly alert)
Dragonflies?

DEACON
Mercury. And I do believe he was with one of yours.

MOLO
Crew, battle stations!

They WHINE upwards. Deacon watches them go. Tells his beetles:

DEACON
Now, a word with Odon.

EXT. OTHER SIDE OF POND - DAY

Panting, Merc and Amelia land on a leaf, stare at each other with longing, face to face, tantalizingly close. Amelia reaches out, touches Merc. Suddenly a high pitched WHIRRING sound, growing louder and more massive.

AMELIA
Merc, go! Quickly!

A TOUGH VOICE
Too late for that, punk.

REVERSE ANGLE - Molo and his crew surround them menacingly.

MOLO
If it ain't Odon's flybaby brother.

MERCURY
I've no gripe with you, Molo.

Deacon can be glimpsed, camouflaged behind some leaves, eavesdropping with satisfaction.

MOLO

Well, I've got one with you! Playing lowlife with a swamp girl.

AMELIA

Go suck nectar, Molo!

MOLO

Mr. Top Gun of the Dragon Squad, he'll have his fun...then...drop you from a great height. That's what his high-ground type does. Gonna give the whole swarm a bad name.

Though smaller than Merc, Molo's able to change directions swiftly while jabbing with his sharp nose. Merc tries to swat him off.

MOLO (cont'd)

Come on, lover, give me your best shot.

The Moz Crew whines angrily.

MERCURY

You want me? You've got me. But leave Amelia alone.

MOLO

(delighted)

A little action here.

Suddenly a familiar voice booms out from above:

ODON (O.S.)

Not today, Molo.

Molo, startled, looks up; hovering in an attack position is Odon and the Squad. Molo taunts:

MOLO

It's the lord of the flies again.

MERCURY

I can handle this, Odon.

MOLO

(mockingly)

Oh yeah.

MERCURY

Amelia and I...

MOLO

Are 'just good friends'?
 (harshly to Amelia)
 Don't bother showing up at the habitat,
 Cous, you're a Free Flier now!

Amelia stares at him, aghast.

ODON

(appalled at Merc)
You with a moz? Lying to me all this
 time...?! This is a first, Mercury: a
 dragon brought down by...trash.

Deacon, still hidden, rubs his hands.

ODON is really in Merc's face.

ODON

Have you ever seen a dragonfly and a moz
 together except in battle?

Odon looks at him, then tells the Squad at large:

ODON (CONT'D)

We all know the rules...no
 exceptions...anyone caught fraternizing
 with lower orders instantly loses
 protection, and is reduced to the status
 of...Free Flier.

(beat, disgusted)

You're out of the Squad!

With thunderous wings the Dragonflies and Mosquitos ROAR off in
 opposite directions, leaving Amelia pale with alarm:

AMELIA

Merc, what've we done?

MERCURY

Nothing...except like each other.

AMELIA

That's not the way they see it.

From above:

HARLEY

Been looking for you guys... Uh-oh.

He plummets down. Crashes into the leaves, almost right on top of
 Deacon, who just manages to depart with his bodyguards.

AMELIA
(tells Harley)
Our swarms found out.

HARLEY
Wow. That's heavy. With my occasional
body odor problem...no big deal. I'm used
to space. But you guys...

Harley shakes his head.

EXT. DRAGON SQUAD LANDING STRIP - SUNSET

Odon watches with pride as, one by one, the Squad take off. He's startled by Deacon's arrival and solicitous tone.

DEACON
Oooooodon, I commiserate with the pain
your sibling has caused.

ODON
(brusquely)
I'll deal with it.

DEACON
Of course.
(beat)
And Molo...the things he said about
dragonflies...

ODON
We'll settle this once and for all. My
armies are gathering. We'll attack at
dawn.

DEACON
Dawn? I fear the swampies plans a sneak
attack, tonight.

EXT. MOSQUITO GATHERING PLACE - DUSK

The mosquitos are sharpening their bayonetlike noses. Molo looks up in surprise as Deacon and his Stags appear.

DEACON
I tried, tried, tried. The untruths Odon
said about mosquitoes...
(beat)
He plans a sneak attack at dark.

EXT. MOVING THROUGH FOLIAGE - A FEW MINUTES LATER

Deacon delighted with himself.

DEACON

Let's enjoy the show. I do believe
they'll soon need a new leader.

EXT. HIGH ABOVE THE POND AND MEADOW - SUNSET

Armies of insects are converging on the two shores.

AMELIA (O.S.)

They've all gone mad.

REVEAL - Merc, Amelia, and Harley hover, watching with dismay.

MERCURY

(taking off)

I can't let this happen!

AMELIA

Merc! Both sides are out to get us...

He's gone.

EXT. AT THE POND - EVENING

In the last rays of the setting sun Merc's dark shadow scoots over
the water. Suddenly another figure meets him. Molo.

MOLO

Spying for big brother?

MERCURY

Come on, Molo, we're alone, we can talk
reasonably...

MOLO

Alone?

Behind him, shapes appear. The armies of the swamp.

MOLO (cont'd)

Forward!!!

MERC - barely manages to get out of the way. Flies as fast as he
can...smack into his brother.

ODON

Traitor.

MERCURY

Odon...

Odon turns his back on him. Before him vast numbers gather: the
armies of the high ground.

ODON

Charge!!!

With a roar Odon's forces surge forward.

MERC - spirals upwards desperately.

POV - below two enormous armies are surging towards each other.

In the distance, INDISTINCT RUMBLINGS.

Mercury glances around, spots Amelia and Harley, joins them.

HARLEY

That wasn't my stomach.

The leaves on which they're poised begin to tremble. .

INT. ARACHNE'S CAVE - NIGHT

Arachne's dark eyes peer out into the shadows, picking up the distant vibrations. She lifts one of her eight legs and taps it against her head, wondering.

ARACHNE

Hmmmmmm...

EXT. BANK OF THE POND - NIGHT

A BRIGHT LIGHT has appeared behind the horizon, radiating outwards.

Amelia shields her eyes against the luminescence as it continues to rise and increase in size. Harley tips on his leaf, almost falling. Grabs the stem for support.

HARLEY

Wwwwwwwwwwhatisit!?

Suddenly, breaching the crest of the hill, the glow materializes into two LUMINOUS glowing beams.

HARLEY (CONTD.) (cont'd)

It's multiplying!

Venus flutters down. The approaching light strikes her amazing wings, giving them angel-like radiance.

VENUS

There has to be a logical explanation...

Harley, embarrassed by his fear, tries to cover.

HARLEY

The word for tonight is 'logical'.
Amelia, Merc, think logic.

Deacon comes along, his head swivelling, antennae quivering, tells his stag beetles:

DEACON

Just when things were going well...

Sees the others and scoffs pompously:

DEACON (cont'd)

It's an optical illusion.

VENUS

I think this optical illusion is heading
our way.

DEACON

My way?!!!

VENUS

Using the horizon line as a fixed point,
I calculate it's moving...
faster than anything we know.

Amelia's impressed. Harley's gaping:

HARLEY

That means it's coming from The Great
Beyond!?

Deacon waves his arms, trying to get away from Harley's fear fumes.

DEACON

Nobody said anything about the Great
Beyond.

(jabs Harley)

Except you.

HARLEY

OK, so I'm an alarmist, willing to be
proved wrong.

DEACON

Let an expert handle this.

Deacon pumps himself up into mantis defensive position: wings unfolded, abdomen arched, forelegs spread.

DEACON (cont'd)

Turn back, foul intruders. Do not
trespass, I command you.

HARLEY

They're going to be soooo impressed.

Venus sees a glance passing between Merc and Amelia.

VENUS

(to Amelia)

You're lucky to have someone like Mercury.

AMELIA

(quickly)

I don't 'have' him.

Venus smiles wisely.

VENUS

Whatever, it's more than I've got.

AMELIA

But...you're so beautiful.

VENUS

Love is beauty. Beauty, by itself, is...

AMELIA

What?

VENUS

(shrugs)

Very lonely.

They're suddenly impaled by A THIRD BEAM, brighter and whiter than anything they've ever experienced.

DEACON

(cowers)

Save me...!!!

EXT. DOWN ON THE 'BATTLEFIELD' - NIGHT

MOLO - skids to a halt under the light, tells the hordes behind him:

MOLO

The dragons have a secret weapon!

FLASH PAN TO ODON - equally perplexed. Tells his troops:

ODON

Fall back!

Insects start to scatter and flee as AN IMMENSE CRAFT with blazing lights approaches. The gigantic mechanism crashes inexorably toward them, emitting indecipherable RHYTHMIC waves, EXPLOSIONS and noises.

INSECT EYES - reflect the strange bright lights.

INT. ARACHNE'S CAVE - NIGHT

Earthen walls fall...ceilings crumble. Arachne, lost in thought about this phenomena, absentmindedly sidesteps the collapsing dirt.

EXT. MOUTH OF SOWBUGS DEN - NIGHT

The sowbugs, straining to keep their huckleberry safely lodged, stare at the BLAZING lights.

BEARING DOWN on them from an insect's POV is a great round knobbed towering thing (a tire) twenty stories high. Larry wails.

LARRY
We're all gonna die.

CURLY
Stoooooooooooooooooooooop.

THE GREAT TOWERING TIRE - comes to a halt a hair's breadth from the huckleberry. The sowbugs are stunned.

LARRY
It heard?

CURLY
It has intelligence?

MOE
Yeah. Unlike you.

Dust settles.

THE GREAT METALLIC alien lightship towers, panting, SPEWING VAPORS and belching like a massive organism.

They watch and wait. Speechless.

POV - great metal slabs (doors) open...strange, steam-breathing ALIENS of incredible scale emerge from the ship. Their hair is like slabs of fur. Clothing flaps like wings. The earth is crushed under their huge feet.

The plants shudder. Amelia clings to her leaf.

AMELIA

(whispers)

They have only TWO LEGS.

HARLEY

So ugly.

A strange WAIL. It ripples into the creatures ears, echoes over the landscape.

SIS (V.O.)

D-a-d! This is nowhere!

The trio of insects turn to each other.

MERCURY

It's in pain? Maybe they have feelings?

DAD (V.O.)

What did you expect, hon? A Holiday Inn?

A PASSING SHOE KICKS at the ground, sending earth and various creatures flying through the air.

Deacon ducks back to his leaf. Quickly covers his wounded pride by dusting himself off.

The huge figure tosses an empty BEER CAN.

MERC and AMELIA'S heads rotate as they watch the SILVER OBJECT, long and cylindrical, fly through the air in slow motion, drifting elegantly, like a celestial entity. Then it HITS the ground, sending up dirt like shrapnel, SLAMMING into the log the sowbugs are hiding behind.

Two of the sowbugs pick themselves up. Curly remains in a ball. Moe slaps him with his multitude of arms.

CURLY

Shush. I'm playing dead.

MOE

Dead in the head!!

Moe and Larry pull Curly into a reluctant upright position. They join limbs, tiptoe to the end of the log.

THEIR POV - a glistening, glorious, silver object of colossal proportions sits on the other side of the log.

MOE (cont'd)

We do this together.

CURLY

I hate team spirit.

MOE

One for all, all for one.

LARRY

As long as you go first.

Moe drags them stealthily forward. They come to the shiny surface. Moe taps. Inside comes a resounding ECHO that bowls them over. They pick themselves up.

INT. SILVER OBJECT (BEER CAN) - NIGHT

At insect scale it's the size of the Grand Canyon. At the tab opening three tiny faces peer in.

ANGLE - the sowbugs enter, stunned by the metallic cathedral.

LARRY

Wow!

His 'Wow' ECHOES around and around the cylinder. The sowbugs listen, frozen. Curly whispers nervously:

CURLY

All those in favor of leaving say 'aye'?
Aye!

He turns to go. Moe grabs him. Curly scrunches up his face, closes his eyes, and follows. They inch their way forward, instantly losing their footing on the smooth surface. Grappling unsuccessfully for traction, they SCREAM as they slide on the slippery wet surface, CRASHING into a pool of dripping liquid at the back of the cavern.

IN THE LIQUID - Moe staggers upright. Licks his mouth. Puzzled. Then his eyes widen with curiosity and...delight.

MOE

Hey, this space-juice ain't half bad.

He starts to slurp it up. Larry and Curly join in.

EXT. CAMPING AREA - NIGHT

Merc, Amelia and Harley and the other insects are watching the strange activities of the intruders with awe.

REVERSE ANGLE - the ALIENS have succeeded in putting up a HUGE DOMED arena (a tent.)

Suddenly the sound of a MATCH being struck...

HARLEY

They bought their own sun!

This 'sun' (a Coleman lantern) lights up the inside of the domed city, giving it an eerie glow.

HARLEY (cont'd)
Where did they come from?

AMELIA
Space?

HARLEY
That's not what I want to hear. Far side of the pond, I can handle. Edge of the meadow...maybe. Great Forest, very iffy. Anything further, I have problems assimilating the concept.

EXT. DOME CITY - NIGHT

Mercury hovers outside a huge wall of netting that casts diamond shaped shadows. He peers inside. Amelia, then Harley lands next to him.

POV - inside the tent towering massive figures move about. A strange wheezing sound is heard.

INT. TENT - NIGHT

FOR THE FIRST TIME we glimpse the human inhabitants from their own scale.

DAD - overweight and sweating as he blows up an air mattress.

MOM - as skinny as Dad is large, rummages for cooking gear, trying to organize their first meal.

SIS - a Kate Moss wannabe who'd like to be cool at all times, is filing a broken fingernail and looking glum.

JUNIOR - blowing gum bubbles and playing with matches, a ten year old who'd pull the wings off an angel.

Just plain folks who are tired after a long day's drive.

MOM
All I said was, we should've reserved at the Park.

DAD
(gasping for breath)
Excuse me, they were out of campsites.

SIS

But, Dad, this is a "wilderness area".
The Rangers are gonna kill us for taking
down the sign.

The sign leans against the tent. It reads "Nature Preserve,
Wilderness Area/Keep out."

DAD

Nah...we get to be private without a
bunch of bozos interfering. We get to
worship in the cathedral of Nature. And
if there's no sign...we ain't breaking
the law.

MOM

(to Junior)
Stop that. You'll start a fire.

JUNIOR

Bitchin'.

INTERCUT between what's being said inside the tent, and the three
insects observing from the other side of the netting.

MERCURY

You understand what they're saying?

Amelia and Harvey shake their heads.

CLOSE - Dad's lips puff and blow.

HARLEY glances to the others.

HARLEY

A mating ritual?

Mom gathers up the empty cans and unzips a flap.

Merc speeds towards the opening; almost getting clobbered by
flying tin cans fifty times their size. The flap is re-zippered.

MOM

Gotta keep the tent tidy.
(to Dad)
How's it going?

Dad takes his mouth off the air mattress nozzle to answer, but it
deflates in his face with a rude noise.

HARLEY

Definitely mating.

Merc's found a tiny hole in the netting just big enough to squeeze
through. Amelia follows, telling Harley:

AMELIA

You won't fit.

HARLEY

Always some reference to size. I deeply resent that.

MERC'S POV - as he ZOOMS in, keeping above the alien heads.

Amelia flies towards the lantern, then pulls back, startled, shouts to Merc

AMELIA

Whoa, almost fried my coxa.

MERCURY

Keep out of range! Let's try to talk to them up close. Helloooooo...

AMELIA

Yo! Space bugs! Over here!

HARLEY

(from outside)

We're friends! Same-o, same-o.

(beat)

I hope.

A HUGE FACE - (Mom's) moves past, first the large ear, with its curves and hairs, then the lips MOVING, with the great hole of throat behind it.

MOM

Do you hear something?

To the human ear: the familiar high pitched whine of a mosquito.

A SCREAM. Amelia is thrown backwards.

Amelia, tiny in comparison to Mom's neck, caught as though in a searchlight.

MOM - her huge mouth bellowing:

MOM (cont'd)

Bloodsucking mosquitos!

DAD

Where's the spray!?

Dad creates chaos looking for the spray to save Mom. Harley shouts from outside.

HARLEY

I think we have a communication problem.

Junior's huge hand swats wildly at Amelia as she ZIPS around frantically.

SIS
 (coolly)
 A bug in our tent. This is so primitive!
 (loses it)
 THERE'S ANOTHER ONE!

She means Harley, out on the netting. Dad's enormous hand slams forward...but he misaims as MERC zaps by to yell at Harley:

MERCURY
 Watch out!

JUNIOR
 That one's big as a jet plane!

Dad, startled by Merc, misses Harley, but the impact of his hand still sends Harley flying into the darkness.

IN THE SHADOWS - Harley staggers to his feet.

HARLEY
 They attacked me. A bug of peace. For no reason!

INSIDE THE TENT - Amelia, angry and scared, is looking for a way out. Mercury zooms up to her.

MERCURY
 Follow me!

She obliges, willingly.

A HAND reaches up to swipe them.

MERCURY (CONT'D)
 Get their sun between us and their eyes.

DAD - about to swipe, is blinded by the lantern.

This gives Merc time to ferry Amelia to the netting. Amelia races through. Merc follows, but gets stuck.

Alien figures LOOM, their breath like steaming clouds.

Harley grabs Mercury's leg and YANKS him through. They fall to one side, gasping for breath.

MERCURY
 Amelia...I almost lost you...

She gazes at him. He at her. Harley shuffles..

HARLEY

OK. OK. So what's with these natural born killers?

(realizes)

Maybe they've come for world domination!?

The others look at him.

HARLEY (cont'd)

You saw how they mate. Probably thousands will hatch.

A loud WHIRRING descends. It's Molo and his crew.

MOLO

Outta the way.

AMELIA

Molo, don't go in there.

MOLO

This chick belongs in clan anymore? I don't think so. I wanna know what they are, who they are, and whose side they're on.

HARLEY

Watch out, those space bugs are huge.

MOLO

Yo, someone asked you? Maybe we're small, lardass, but we're sharp.

Molo and his crew start to squeeze through the opening.

HARLEY

That wasn't a charitable thing to say. A bug's shape is determined by hereditary forces.

INT. DOME CITY - NIGHT

The family is eating. Suddenly Mom stiffens.

MOM

Listen.

They listen.

MOM (cont'd)

Hear it?

Dad looks at her. Then...a LOW HUM, increasing in volume.

JUNIOR

More bugs!

SIS

What if I get bitten? It'll look like a zitz!

The HUM is now at full volume. Mom looks about, wide-eyed. But Dad is calm.

DAD

It's just a few eenzy-weenzies. And look what I found.

He reaches under his folding chair, puts a cannister on the table. Insect spray.

EXT. OUTSIDE THE TENT - NIGHT

Suddenly a HISSING sound. Merc, Amelia, and Harley look at each other.

JUNIOR (O.S.)

Got one!

MOM (O.S.)

Over there...

DAD (O.S.)

This stuff really works.

COUGHING sounds. A shocked Molo and the remnants of his crew struggle out of the tent. Merc goes to help him.

MOLO

Stay away from me!

(shakes fist at tent, coughing
and sobbing)

My whole crew...They'll pay for this!

ZIIIIIPPPPPP. The flap of the tent suddenly zips open. A sound like SANDPAPER. It's a broom. Mom sweeps something out of the tent. Then ZIIIIIPPPPPP, the tent is closed.

Merc, Amelia, Harley, and Molo take a look. Outside the tent, legs in the air, are the bodies of dead mosquitos.

ODON (O.S.)

We have to deal with an extraordinary crisis...

EXT. BANKS OF BEAVER POND - LATER THAT NIGHT

On the surface things look quiet.

PAN DOWN - to shrub level. There are movements in the shadows.

ZOOM IN to the small glade. An ENTIRE CROWD of uneasy insects is gathered, murmuring, talking amongst themselves.

ODON - is in center place, poised, proud and godlike. He waits for quiet to descend. As he does so, Deacon lands on a side leaf and positions himself alongside.

MERC, AMELIA, HARLEY - watch from a branch, apart from the crowd.

Odon WHIRS his wings. The masses fall silent.

ODON

The age-old question - are we alone in the Universe? - has been answered by two unthinkable words: Space Invaders.

HARLEY

I knew it. Didn't I say so? I said so first!

ODON

Whether they come in peace has also been answered. They do not. Until we learned more about their intentions, I advise...I order...keep away.

DEACON

(dryly to the crowd)
Excuse me, I seem to have missed King Odon's coronation.

This causes unrest.

DEACON (cont'd)

With proper management, we may be able to...make a deal.

DRAGONFLY

Shall I remove him, sir?

Deacon ducks behind his stag beetles. Murmurs arise from the crowd. Disputes are breaking out.

Harley, growing nervous, yells:

HARLEY

What's to talk about? I say we run. Fly. Crawl. Skedaddle!

All eyes focus on the three friends.

DEACON

Were they invited?

ODON

Free fliers don't belong here.

Dragonflies whir towards the three, obliterating the screen.

EXT. BANK OF THE POND - NIGHT

On a remote portion of the shore Merc, Amelia, and Harley are perched on leaves trying to settle down. The moon covers the pond with silver.

HARLEY

First we become outlaws of the world...then the world gets invaded. Considering what kind of day it's been...tomorrow could be a huge improvement.

DISSOLVE TO:

EXT. BANKS OF POND - DAWN, DAY TWO

Merc, Amelia, and Harley fast asleep.

Suddenly a HORRENDOUS discordant NOISE is heard; it grows steadily louder. Merc is instantly awake, then his expression changes to one of shock.

POV - a HUGE METALLIC OBJECT (dinghy) cuts through the surface of the pond.

Dad, cigar clenched in his teeth, looms like a giant at the tiller of a deafening outboard engine causing a great tidal wave to roll out from the bow.

MERCURY - shoots into the air.

Insects and nymphs appear from the foliage lining the shore, scrambling for safety.

MERCURY

Head for high ground!

AMELIA - now wide awake, zips around Harley as he struggles.

AMELIA

Get your butt in the air!

HARLEY

I'm trying. I'm hoping.

Harley flaps. Nothing happens. The HUGE TOWERING BOW WAVE of the dinghy is bearing down on them.

Harley begins to pick up air speed, but he's caught in the 'tube'. Then obliterated.

Merc and Amelia turn to each other. Then...

RIDING in on a leaf, coolly surfing one of the waves, comes Harley. As he cruises to a stop at their feet...

HARLEY (cont'd)
Surf's up, dude.

ZZZZZIIIIIPPPPP! Something whizzes past at an incredible speed. ZZZZAAAAPPPP. The flying object flashes in the opposite direction.

Merc takes off after it, but can't catch up. The airborne object again changes direction. Merc is on its tail. It lands on the water. A small mayfly.

Merc comes in for a closer look. Then bursts out laughing.

MERCURY
Just a bunch of feathers.

Suddenly Merc spots a golden brown flash several feet below the surface of the water. Warns Harley:

MERCURY (CONT'D)
A trout, coming up!

The trout rockets upwards, but even Harley makes it safely out of range.

HARLEY
Yeah, yeah. Kiss my thorax.

The trout spots the floating fly. The others watch, mystified as he approaches the mayfly.

AMELIA
(slowly realizing, laughing)
He really thinks that's one of us?

HARLEY
Even a trout can't be that dumb.

They watch in amazement as GALUMPH...the trout inhales the fly into his mouth. He bites down and his eyes widen in fright. Fifty feet away an exuberant shout.

DAD - is standing in the anchored dinghy, cigar between his teeth, his fishing rod curving downward. He starts to reel in. The trout pulls violently in the opposite direction. The reel screams. The fish leaps and splashes. Dad chortles with glee.

DAD

Lookit that sucker dance! Wait'll I tell
the guys. We'll bring the whole club ...

He's pumping the rod, retrieving line onto the reel.

The fish, inspite of its best efforts, is being hauled towards the metal hull. His eyes bulge and roll as he looks up at the trio hovering overhead.

HARLEY

A trout is not exactly an insect's best
friend...

AMELIA

For sure.

MERCURY

But he's part of our world.

HARLEY

So...

ALL

We save him!

To stirring Wagnerian music Merc soars into the air. Amelia roars after him. Even Harley keeps up.

UNDER THE DINGHY - the trout is being pulled inexorably past the great winged propeller. A landing NET hovers above waterline. Plunges down. The fish manages to avoid it. The net repositions. It's only a matter of time before the inevitable.

IN THE DINGHY - Dad, rod in one hand, net in the other, killing club waiting on the seat, readies himself.

DAD

Fried in butter, smothered with onions...

ZZZZZZZZZZ. Amelia's voice can be heard, complaining:

AMELIA (O.S.)

Gross out. This one eats smoke.

ZZZZZZZZZZZZZZ. Then the ZZZZZZZZ stops. Then Dad howls, his cigar dropping into the water. He drops the net and swats at his neck.

AMELIA'S SCALE OF THINGS - Dad's huge meaty mitt tries to smash her, she dodges. The hand takes another swipe.

AMELIA

I could use a little help!

DAD'S SCALE OF THINGS - he's so preoccupied swatting at the mosquito, and trying to keep tension on the rod, he doesn't see Harley land on the peak of his baseball cap.

Harley, holding tight, gets in position at the very edge, his rear cantilevered over the brim.

HARLEY

Lock 'n load, rock 'n roll. Bombs away!

A green cloud engulfs Dad's face.

DAD

OH...MY GOD...!

While Dad's busy trying to swat the mosquito and wave away Harley's fumes, Merc dives from on high.

MERCURY - plummets down, barrel rolls, picking up speed, twisting. Spending out an intimidating WHIR.

DAD - hears something coming. Looks up.

MERCURY - has positioned himself in front of the sun.

DAD - blinded by the glare. ZZZZZOOOOWWWW...Merc just misses Dad's face, putting on a dazzling display.

THE DINGHY - rocks violently as Dad swats at Merc.

MERC - climbs, banks....DIVES for Dad in a frontal attack.

DAD - slaps, loses balance. Almost falls overboard. Sits with a thump.

MERC - hovers, studies the rocking boat. Shouts:

MERCURY

Now.

UNDER WATER - the trout gathers his strength. His mighty tail starts waving. Faster. Faster. Launch!

ABOVE WATER - the surface of the water erupts. Dad's jaw drops as he tries to raise his rod. Too late. The fish is six feet into the air. Twisting. Turning.

MERC - makes his last attack, RACES straight for Dad's face...

DAD - eyes wide with fright.

MERC - swerves up and over at the last moment.

The trout - shakes his big head...the hook flies out of his mouth and he falls back into the pond, free. With baleful eyes he looks up at Mercury now hovering out of harm's way above the dingy.

An enraged, yet pathetic BELLOW erupts from below.

PAN DOWN - Dad, almost in tears.

DAD

The fish of a lifetime...lost... because
of bugs? THEY'LL PAY FOR THIS.

WOOZY, BLEARY, ECHOING VOICES are heard:

MOE, LARRY & CURLY

(singing)

"Show us the way to go home..."

INT. BEER CAN - DAY

SPLASH. Syrupy liquid drips. The pool settles, reflecting Moe, Curly and Larry reclining like Romans on the metallic cathedral walls, sipping from the pool, intoxicated. Something occurs to Moe. He gets up to pontificate, slips...

MOE

Fellas...we gotta keep this hush hush...

(hiccups)

There are those, unnamed, who'd sting for
this supper.

LARRY

Moe's right. These walls have antennae.

Curly and Larry nod emphatically, which makes them tumble. Moe staggers upright. They grab him.

MOE

No sharing with bees...

Curly and Larry shake their heads; which knocks them off balance. They all slide.

LARRY

Or cees, dees, ees...

Moe glares, tries to be serious, but can't. Giggles. Curly giggles too. Moe glares. Then he hiccups.

Suddenly a THROBBING NOISE. The can begins to vibrate and shake. With their front legs the sowbugs try to block their 'ears', with their other legs they attempt to steady themselves.

The throbbing keeps throbbing, the shaking continues. They maneuver themselves to the opening of the can, and peer out. What they see is:

EXT. DOME CITY CAMP SITE - DAY

The throbbing noise is emanating from a ghetto blaster set up outside the tent along with two large folding deck chairs upon which recline, in scanty bathing suits (not a pretty sight) Mom and Sis. Sis is styling her hair with a brush and spraying it. They don't realize that DOZENS of insect EYES are watching them from the foliage, trees, and many tin cans that now litter the area.

INTERCUT - between the humans and the insects.

DEACON

Molting in broad daylight. Disgusting.

VENUS

I'm not sure they have exos.

DEACON

You may have pretty wings, my dear, but leave the thinking for those more capable. Without exoskeletons they wouldn't be able to stand upright.

Venus glares at Deacon, but with his head held haughtily high, he doesn't notice.

DEACON (cont'd)

They're turning red, lying in the sun to dry their new wings. A metamorphosis! Who knows what they'll become next.

Junior comes galumphing along, finishing a cellophane bag of potato chips, which he scrunches and tosses.

Curly heads towards the bag.

LARRY

Odon said "No contact."

CURLY

With aliens. He made no mention of alien snack food.

MOE

You're not as dumb as you look. Outta my way!

He shoves Curly aside. Curly rolls head over heels, then looks up dazed. The others are racing for the bag. Curly takes off after them.

Junior has a magnifying glass.

POTATO CHIP BAG - the three sowbugs rush into the cellophane and feast on salty crumbs.

LARRY

Goes perfect with the stuff we drank.

The THUD of approaching footsteps. The bag shakes. They 'freeze'. A bright light seems to be gathering on the other side of the cellophane.

JUNIOR - gleefully focusing his magnifying glass. Smoke is beginning to rise.

INSIDE THE CELLOPHANE BAG -

CURLY

My imagination, or is it getting hot in here?

Moe smacks Curly's head.

CURLY (cont'd)

Why'd you do that?

MOE

Cause smacking seems to make you smarter!
Outta here.

They make a mad dash through the smoking bag.

JUNIOR - is delighted as the three sowbugs scurry out of the heated bag towards the beer can. He gleefully focuses his magnifying glass, creating a burning ray which he aims at the butts of the fleeing sowbugs. They just make it into the can.

INSIDE THE BEER CAN - sizzling butts are plunged into the pool of amber liquid.

Suddenly the can lifts, turns. The sowbugs, tumble, scramble for footing. Larry screams, points.

A HUGE EYEBALL (JUNIOR'S) - is at the opening of the can.

OUTSIDE THE CAN - Junior focuses his magnifying glass on the fuse of a firecracker he's placed next to the can.

THE RAY - on the fuse also heats the grass. A spark crackles.

KERBOOM! The firecracker explodes and the beer can goes flying.

INSIDE THE BEER CAN - the sowbugs cling together and scream as their metallic container hurtles.

THUD. The can lands at the edge of the clearing.

MOE

Fighting space invaders is dangerous work.

OUTSIDE - the spark on the grass has ignited into flames that are starting to spread.

EXT. EDGE OF CLEARING - DAY

THUMP, THUMP, THUMP...the sound of footsteps. A familiar voice bellows:

DAD

I've had it with invertebrates!

DAD - arriving back from fishing, furious. He plunks down a can of boat engine oil, not noticing the smoldering grasses nearby. Then disappears into the tent.

THE SMALL FIRE licks at the oil can. WHOOOOSH!

FLAMES - RACE around the camp, reaching a dried out fallen tree, travel up its branches, gathering in fury.

INSECTS - flee from the heat.

A FIGURE - comes running. It's Junior, shouting:

JUNIOR

Dad!

DAD - disgruntled, comes to the door of the tent, reacts.

DAD'S POV - flames are leaping, smoke is swirling.

THE THREESOME- look with horror as flames and smoke billow up in gigantic proportions. Ground insects scurry, collide, try to escape. Fliers are blinded by smoke.

A WHIRRING NOISE. Odon zooms in, frantic with concern.

ODON

We need help.

MERCURY

From us?

INTERCUT - between the human efforts and the insects.

HARLEY - leading a group of badly frightened Ladybugs and their children through clouds of smoke.

LADYBUG

Can't see in this smoke!

HARLEY

(pumps his thorax)

Can you smell?

The ladybird sniffs, blanches, nods.

HARLEY

Follow my stink to safety!

DAD AND MOM - swat ineffectually at the fire with blankets, managing to blow smoke into each other's faces.

AMELIA - is circling a milling swarm of scared, tiny no-see-ems. Her distinctive MOSQUITO SOUND is loud and clear. She leads them through the smoke.

ODON, MERC, AND THE SQUAD - are overhead, trying to guide a group of frantic land insects surrounded by flames on three sides, to safety. The fire beats them to it, closing the gap. The insects are trapped inside a closing ring of fire.

ODON

(anguished)

Fall back, we'll be burned!

MERCURY

(thinking fast, barks orders)

Divide the Squad in half!

DRAGONFLY OFFICER

(to Odon)

Sir?

ODON

(hesitates, then)

Do it.

The Squad divides in half, Odon leading one group, Merc the other. Mercury gets them to hover over the narrowest portion of the encircling flames.

MERCURY

Beat your wings!

The two lines of dragonflies tilt on their sides, wings a blur, creating two wind currents in the opposite directions. The flames flicker, then begin to part. A gap is created. The trapped insects pour through.

THE HUMAN FAMILY - the fire is getting out of hand, threatening to engulf their tent.

MOM

Better start to pray...

CRASH. BOOM! They look up.

POV - unnoticed, thunderheads have gathered.

SPLAT! The first drops land on Dad's upturned face.

DAD

Wow. All I said was, "Please..."

The family runs for the shelter of their tent as the rain begins to fall.

DISSOLVE TO:

THE SAME - A LITTLE LATER - THE SMOKE HAS CLEARED, THE RAIN STOPPED

MOM, SIS, AND JUNIOR - survey the area, blackened and leveled like an Eastern bloc wasteland. Mom tries to be positive.

MOM

Cleared the view.

JUNIOR

And...it's a bug-free zone.

DAD

I knew that. An old survival technique I read in a men's magazine.

IN THE BORDERING FOLIAGE - small eyes begin to appear, wide, and weeping.

ODON

(fury welling up inside)
Homes, villages, settlements...

His wings begin to throb. His anger is unstoppable. Merc warns:

MERCURY

Don't go alone.

But Odon's not listening, like an avenging angel he roars towards the tent site.

ODON

Barbarians!!!

The family hears him coming.

DAD

Whaddy know...a bug without enough sense
to keep away.

Dad picks up a magazine, rolls it tight. Waits...

MERCURY - tries to intercept Odon.

MERCURY

Odon! Use the sun!

AMELIA and HARLEY - fly in to help by trying to divert Odon. But he's hurtling towards the humans with the sun facing him, illuminating him brilliantly...the perfect target.

The GIANT ROLLED MAGAZINE - like a tree trunk wielded through space.

ODON - has no time to maneuver, CRASHES into the rolled paper as it swings, SMASHING to the scorched ground.

DAD

That takes care of that.

The family disappear inside their tent.

A CAREENING FLIGHT - downwards. Mercury, traveling with such intent he's almost out of control.

Odon, his beautiful wings broken, lies on the blackened earth. Mercury lands alongside. Odon manages to look up at his brother, gasps:

ODON

Just when we were...flying together...

He can't go on, closes his eyes. Whispers:

ODON (cont'd)

Be the leader I should've been.

MERCURY

No, Odon, I couldn't save you... Odon???

Mercury stares at him, devastated to realize Odon's died.

Amelia and Harley hover in stunned silence.

Members of the dragonfly squadron gather. An OFFICER approaches in dismay.

DRAGONFLY OFFICER

Sir...?

MERCURY
Don't call me that.

DRAGONFLY OFFICER
(stammers)
The Flight Commander always said, if...

MERCURY
No.
(in anguish)
I'm not the one. He named you.

The Officer starts to protest. Mercury cuts him short.

MERCURY (cont'd)
His dying words.

The Squadron lifts Odon's body, using blades of grass as a sling litter. Amelia stares at Merc, but he looks away, then lifts off, growing smaller and smaller, flying higher and higher...away from everyone.

DEACON - stalks over:

DEACON
Does our hero lack the Right Stuff?

Amelia glares. Before she can reply the air is rent by loud, horrific sounds coming from Dome City.

Harley, incensed by noise at this terrible time, leaps on a rock and shakes one of his fists, outraged.

HARLEY
Show some respect!

DEACON
Are you bug enough to do something about it?

AMELIA
Harley?! Don't listen...

But Harley's already headed for the alien's camp.

EXT. DOME CITY - DAY

The tent THROBS with the vibrations of rap music. Harley finds the hole in the netting window and, with determined effort, squeezes in.

INT. DOME CITY - DAY

Sis and Mom, beet red from sunburn, are spraying cooling Solarcaine onto each other. Junior is rap dancing to the ghetto blaster, which he cranks up even louder.

SIS

I look like a lobster!

JUNIOR

Nah. Once a crab always a crab.

Harley, on a mission, heads for the ghetto blaster.

INTERCUT between the human and insect perspectives.

HARLEY

(mutters)

Think they can trash our world...

Harley lands on top of the blaster.

Suddenly, Sis lets out a SHOUT.

SIS

ANOTHER BUG!

Harley is so startled he steps backward, falls down a crevice in the blaster casing.

A warehouse-sized labyrinth of technology out of which comes MEGA SOUND. Harley's portly shape falls into the mass of giant cables and walls of circuitry.

HARLEY

I've been eaten alive!

He looks around, expecting the worst. But nothing moves. His courage grows. He marches about, ready to do major damage. Raises his fists:

HARLEY (cont'd)

Wanna fight?

Outside voices can be heard arguing about the location of the insect spray.

Harley pulls and pokes at wires. The radio noise is overwhelming.

He comes to a slack wire. YANKS it. The noise turns to DEAFENING OPERA. Harley's body jitters.

HARLEY (cont'd)

That's even worse!

JUNIOR (O.S.)
It's wrecking our blaster!

Harley grabs the pulley wire (which turns the tuning system.)
Suddenly static fills the air.

HARLEY - listens.

HARLEY
Now you're talking...

The blaster is lifted with a jolt. It tilts and Harley goes flying. He slides from wall to wall. Then, quiet.

Harley prances through the corridors of wires. Yelling:

HARLEY (cont'd)
Go back to the Beyond!

SIS (O.S.)
Shall I zap it with sunburn spray?

JUNIOR
Yeah. Freeze him solid. Go for it!

Fountains of SPRAY gush from a cannister like water from a fire hydrant, falling around and into the blaster in great wide arcs.

Harley stops his dance, sniffs suspiciously. Suddenly shivers.

Alarmed, he starts to scramble out...can't find the way he came in. Searches frantically, but the spray is seeping everywhere, dripping like raindrops. He pulls back, hides under wires, trying not to breathe, touch or be touched, but it's impossible.

His body is shaking, his mouth chatters.

INT. TENT - DAY

SIS - her blue painted fingernails pressing stubbornly on the nozzle of the Solarcaine can. Suddenly she drops it and wails:

SIS
I broke a nail!

PULL FOCUS - Amelia can be seen sneaking in through the hole in the netting.

ZZZZZZ...AMELIA zooms by Sis' hair, ZIPS down to the blaster. Her nose wrinkles, she calls urgently:

AMELIA
Harley? Get out of there!

A faint GASP comes from within the radio.

Amelia hits a wet surface and pulls back with a shiver. She hovers anxiously.

AMELIA (cont'd)
Where are you?!

Then, a ghostly voice:

HARLEY (O.S.)
A-melia...? I'm fr-r-r-r-eezing...

EXT. CREEK BED - DAY

CRICKETS, with military precision, play their back legs in violin tones of a mournful requiem.

Mercury's watching silently from a reed. The SQUAD sets Odon's body, draped in woven grasses, upon the water where it drifts.

MERCURY watches Odon disappear, then turns...Amelia comes flying in, gasping:

AMELIA
Harley...in big trouble!

INT. TENT - DAY

The blaster is back to blaring rap.

PULL FOCUS - Merc and Amelia pushing through the hole in the netting.

SIS
Maybe we should use insect spray on Junior.

Junior picks up a pillow and whacks his sister. It bursts. Feathers fill the air.

Merc and Amelia head straight to the blaster, skirting the feathers floating down.

Merc falls to the floor of the blaster. A drop of fluid lands on his wing. He brushes it off...shivers.

MERCURY
Harley?

A MOAN to one side. Harley drags himself from his hiding place. Merc, horrified by his friend's pallor, hurries to him.

Dad brushes feathers off his shoulders.

DAD

Kids! We're a family. Nice families don't fight. SO SHUT THE HECK UP!

Merc and Amelia have managed to get Harley up out of the blaster. Merc grasps him and lifts off.

MERCURY

Give me some interference. He's heavy.

Dad spots them, his eyes narrow. He lifts a cannister. Aims.

Merc struggles to get Harley through the narrow opening. Amelia, meanwhile, zips around Dad to get his attention then flies between Mom and Dad. Dad sprays...right into Mom's face.

DAD

Sorry, sweetlips.

EXT. DOME CITY CAMPSITE AREA - DAY

Merc flies out with Harley. Amelia behind them. They maneuver to a bush (near Arachne's cave,) landing Harley on a leaf, panting and wheezing.

HARLEY

Their stink...sure beats....my stink.

His eyes flutter shut. Alarmed, Mercury grabs him.

MERCURY

Don't go to sleep, Harley

He drags Harley upright. Amelia realizes it's useless. Mercury, refusing to acknowledge reality, pulls his friend around the leaf.

MERCURY (cont'd)

Gotta keep moving, buddy...

AMELIA

Merc...

MERCURY

(shouts)

Walk!

AMELIA

Let him down.

Merc stares at his friend's inert form. Whispers:

MERCURY

Not you, Harley. Not you.

Amelia crouches by Harley. Taps his outer wings. No movement.

A familiar voice can be heard:

DEACON (O.S.)
I'll go to the invaders and negotiate
surrender terms.

Merc stares down at his friend, grief turning to cold fury.

MERCURY
Harley, you'll be revenged. You and Odon
both.

He lifts off.

PULL BACK - Deacon hovers above the crowds, a politician cajoling
the masses. And the masses are listening.

DEACON
I'll be the voice of the people. I'll be
your friend.

MERCURY
You're nobody's friend! You make profit
out of everything!!!

Though angry, Deacon backs away from Merc, trying to be placating.

DEACON
There are market forces at work you don't
understand.

Both Merc and Deacon are too engrossed to see what they're backing
into. Amelia shouts a warning:

AMELIA
Merc...!

Too late, Merc and Deacon have collided with a silvery thread.
It's sticky, they can't get free! Deacon screams in panic:

DEACON
Crusher! Cruncher!

The two STAG-BEETLES come crashing onto the scene, their sharp
pinchers waving and snapping wickedly.

DEACON (cont'd)
Careful with those things! Cut me loose.

Cautious not to get ensnared, they cut through the thread holding
their employer, and are about to free Merc...

DEACON (cont'd)
That's enough.
(brushing the stickiness off
(MORE))

DEACON (cont'd)
his arms)
Don't want to antagonize Her Greatness.

ARACHNE
Most prudent.
(beguiling)
Stay for soup?

DEACON
(gulps)
Prior engagement. Bon appetite.

He hurries away with his thugs.

Arache's long arm twirls, reels Merc in, wrapping around and around...he's being cocooned! Arachne's ancient voice soothingly tells him:

ARACHNE
Reeeelax, struggling will only make you
chewy.

MERCURY
Arachne, I need your help...

ARACHNE
Use the space between your antennae,
sonny. Know your enemy. I'm going to eat
you.

Amelia buzzes angrily.

ARACHNE (cont'd)
And tell the midget to cool it or she'll
be the horsdoeuvre.

Amelia tries to pull Merc away from Arachne, without getting caught herself. It's a fierce tug-of-war. Merc's trying to keep one step ahead of Arachne.

MERCURY
Arachne, I haven't lived yet...I'd just
be empty calories...

ARACHNE
Nice try. You'll be my spa cuisine
entree.

But Merc has cleverly looped the thread over a twig. Arachne pulls...TWANG...the web snaps. Merc and Arachne go tumbling, then untangle themselves.

ARACHNE
I hate equipment failure!

She disappears into her dark cave.

AMELIA

Let's get out of here!

Amelia realizes Merc's staring at something. She follows his line of vision.

POV - he's staring down on the alien camp.

EXT. CAMPSITE - DAY

ELEVATED SHOT, LOOKING DOWN - the family, who look like giants, are sitting at a portable foldout picnic table, Junior and Sis arguing over the last of a bottle of ketchup, yanking it back and forth while Dad tells Mom proudly:

DAD

Now the insect problem's under control,
Junior's scout troop is gonna love it
here.

DEACON - pontificates from a branch above their huge heads. His stag beetles remain in the background.

DEACON

Welcome to my world. I come unarmed, in
good faith. You'll need someone like me
to rule the many-legged ones for you.
Agreed?

No one hears. He takes this for acquiescence.

DEACON (cont'd)

I'll approach to discuss details.

He launches off the branch, straight for the table, to be met by SHRIEKS, SWATTING HANDS, a flapping TABLE NAPKINS.

ANGLE - ON MERC AND AMELIA - watching, pondering.

MERCURY

Arachne's right. I've never used my head.
I couldn't save my brother, or my friend.
To fight, first you have to know the
enemy. You'd think they were afraid...

Amelia is startled.

AMELIA

What of?

Merc tries to explain:

MERCURY

We're small, but when they see us, they
always grab their weapons...

They stare at each other.

EXT. DOME CITY CAMPSITE AREA - DAY

MEANWHILE DEACON - being attacked, panics, trying to change his course. A hand SWATS him aside. He flies through the air, tumbling into a bush where Venus has been watching. She shakes her head, not unkindly.

VENUS

Silly boy.

Deacon quickly regains his dignity and dusts himself off. Behind them alien voices are shouting: "The creepy crawlies went that way", "Over there".

ANGLE - Amelia and Merc zip down to warn Deacon and Venus:

AMELIA

Look out!

TOO LATE - AN EYE looms over Venus and Deacon. Deacon, with inimitable cowardice, camouflages into the background. But Venus's blue is undeniable. She has no time to hide.

JUNIOR

Lookee here!

A transparent globe settles over Venus, sealing her in. Her cries can't be heard as Junior's hand lifts the jar, carrying Venus through space.

IN THE JAR - Venus throws herself against the invisible barrier, mystified and frightened, and unaware her efforts are damaging her beautiful, fragile wings.

Junior places the jar on the table, lifts the jar just enough to slide in a twig. On the twig is a cocoon. His loud voice BOOMS and ECHOES.

JUNIOR (cont'd)

Here's "company".

Suddenly he starts swatting at his neck. It's Amelia and Mercury. He slams down the glass.

AMELIA

Let her go, monster!

JUNIOR (cont'd)

Mooooom! Daaaaad! They're baaaaack!

Running FOOTSTEPS. A TOWEL flaps at them, thrashing through the air, wielded by Mom.

Merc and Amelia dodge the towel and retreat while Venus flutters against the glass.

PULL FOCUS - the two stag beetles have been watching this from their hiding place. They look at each other as Deacon comes hurrying over.

Seen through Arachne's magnificent spider web Mom is getting closer and closer. She blunders into the web. It sticks to her hands and face. She tears it, destroying it utterly.

MOM

Yuck!

Stomps off. Beat. Two eyes GLOW in the cave. TURN RED with anger.

ARACHNE

Now I'm grumpy!

OTHER SIDE OF POND - Deacon lands before the crowds:

DEACON

I've spoken to the aliens, it's all arranged: peace in our time. They've accepted me as an equal, and placed me in charge.

(beat)

Of course...they demand offerings. Fresh protein.

He hungrily eyes a juicy young beetle.

MERCURY

You give me indigestion! Giving up without a fight!

Merc and Amelia have perched on a branch above him. Deacon covers his irritation slyly.

DEACON

Have you, by any chance, noticed their size?

MERCURY

They scream when they see us. They're scared.

DEACON

Of us? Please. Where's this fast-breaking courage coming from? Your cross-species girlfriend?

From the air, Amelia almost jumps out of her skin. Creatures glance at one another.

DEACON (cont'd)
 (with smooth iciness)
 Here's the same bug, a Free Flier,
removed from the Squadron by his late
 lamented brother of who's untimely demise
 I will have more to say in a moment. Now
 he wants to lead you? Consider the
 consequences if we follow such a weak
 character. What chance would we have
 against these superior beings? We pitiful
 few?

THE DEACON - has their attention, feeding their doubts.

MERCURY
 We few?

HEADS TURN towards Merc again.

MERCURY (cont'd)
 We band of brothers and sisters?

The insects look at each other questioningly. Deacon scoffs:

DEACON
 Please, we fight continually.

MERCURY
 When threatened, we are one.

The crowd nods approval. Merc gestures to the wasteland around them.

MERCURY (cont'd)
 This is our world, our paradise on earth.
 Look how it's been burned, trashed and
 polluted. We've got to stand united.

Mercury is in stride now, a political force to be reckoned with. Shouts of agreement from the crowd. PAN the faces as courage and determination grows.

MERCURY (cont'd)
 We will not go quietly into the night. We
 will fight for our right to survive.
Tomorrow...working together...will be our
 Independence Day!

PAN ACROSS the silent, intent faces. Finish on the Deacon, who's about scoff...when a lone LADYBUG quavers.

LADYBUG
 I'm with you...brother Mercury.

She turns to the crowd and raises her fist. They go crazy, arms and antennae raised in support. But Deacon isn't finished.

DEACON

'Brother'? How about the brother he left to die?

AMELIA

Liar! That's not true!

DEACON

I was there. Do you believe the illicit girlfriend, or me? Cowardice also led to his friend Harley's death, and beautiful Venus's capture.

(knows he has them)

Crush...Crunch...they were there.

(thunders)

Am I telling the truth?

Crusher and Cruncher look at each other. Hesitate.

DEACON (cont'd)

Well?

Beat. Then they shake their massive heads. In fury, Deacon charges Mercury, intending with a surprise attack to tear him apart.

DEACON (cont'd)

I'll...

Two huge claws block his way. Deacon skids to a halt.

DEACON (cont'd)

...abide by the will of the people.

Sure.

DEACON (cont'd)

But does our new leader have a battle plan? Does he have an army?

(to the crowds)

When you change your minds, you know where to find me.

He stomps off.

EXT. BANKS OF THE POND - NIGHT

A sky full of stars. Beneath them a dark shape moves. It's Merc, pulling a leaf blanket over Harley. A hole has been dug. Merc scoops up some soil, stares at his fallen comrade.

MERCURY

Loved your dumb jokes, Harley.

Merc lowers his friend down. He doesn't see one of Harley's limbs quiver under the blanket.

MERCURY (cont'd)

Even got used to your smell.

Merc sprinkles the first of the dirt solemnly onto the grave. Wipes away a tear, then turns to gather more dirt. He doesn't notice some of the earth fly out of the grave and land behind him.

Harley lies still and frozen, except where the blanket is over him. Suddenly one of his limbs quivers, grabs the blanket and clutches it to his body.

MERCURY (cont'd)

Now, with a real fight ahead, is when
I'll miss you most.

Merc sprinkles more dirt, turning to gather more. Half of what he just dropped comes flying back up into his face. He looks down, puzzled, lets some more earth trickle onto Harley's face.

POV - Harley, deathly still. Then a leg twitches.

MERCURY - jumps into the hole. Shakes Harley. He doesn't stir. Merc sits back sadly.

MERCURY (cont'd)

Guess I was imagining things.

He tucks the blanket in. Harley shivers.

Merc frowns. Then starts rubbing Harley's limbs. A sigh goes through Harley's body. Leaping into action Merc starts trying to warm Harley's legs. Suddenly Harley splutters and all six of his legs kick, sending Merc sprawling.

HARLEY

Whatta nightmare! I wake up, and there's
a dragonfly rolfig me!!!

MERCURY

Harley?
(peers closer)
It's you?

HARLEY

Nah, the ghost of perfumes-past.
(shivers)
I'm freezin'.

Merc crushes his friend in a hug, overwhelmed.

MERCURY (cont'd)

Harley...! I don't believe it!!!

Harley shakes out his limbs.

HARLEY

Always knew I was cold-blooded, but now I've got cold everything. I even dreamt there was gonna be a cold war.

MERCURY

There is. And more.

HARLEY

You mean you're gonna fight the space invaders?

MERCURY

We are!

HARLEY

I was gonna miss it?!

MERCURY

No way. You're my Drill Instructor, my Sergeant At Arms, my main man!

HARLEY

Big Harley's back in town!

MERCURY & HARLEY

(hi five)

YES.

THE SOUND OF MARCHING FEET.

EXT. DRILL FIELD - DAY

Clearing in the foliage. Ranks of feet marching over CAMERA. Hup two three four, hup two three four!

A platoon of centipedes is drilling. Harley is the Drill Instructor, singing out:

HARLEY

I know a worm who lives on the hill
She won't propagate, but her sister will.
Sound off!

CENTIPEDE TROOPS

One, two!

HARLEY

Sound off!

CENTIPEDE TROOPS

Three, four!

HARLEY

One, two, three, four...

CENTIPEDE TROOPS

Three four!!!

HARLEY

Dillingham, you're out of step!

DILLINGHAM

Feet hurt, Sarg.

HARLEY

Which ones, soldier?

DILLINGHAM

Numbers 27, 64, and 89.

EXT. THE SWAMP - NIGHT

Merc and Amelia, flying together, come down for a landing near Molo, skulking by himself, alone in the moonlight.

MOLO

Heard you was the New Hope...

(beat)

So, good luck.

AMELIA

Molo, we need you.

MOLO

You saw what happened to my crew. I lost all of them.

AMELIA

Cousin, please...

MOLO

(fiercely)

I got no one! No crew!

MERCURY

(softly to Amelia)

Leave him be.

They start to fly away.

Suddenly Molo sees a pinprick dimple on the water. Another. And more. A multitude. Tiny sharp noses of mosquito young. Molo's grief evaporates. He shouts:

MOLO

Yo!

They stop, turn. Molo tells them with quiet determination:

MOLO (cont'd)

Count me in.

HARLEY (V.O.)

Go! Go! Go!

EXT. OBSTACLE COURSE - NIGHT

The sowbugs are crawling under a tangle of 'barbed wire' nettles. Larry tries to rise up, gets stung by nettles. They come to a log.

HARLEY

Over the top!

MOE

Sure, sure, sure.

The sowbugs try to scale the 'wall'. They collide, fall onto each other.

CURLY

Good thing about being a sowbug, when you hit the deck...there's not far to fall.

DUNG BEETLE (O.S.)

Latrine Detail ready for inspection!

DUNG HILL - groups of dung beetles are busy making pills.

DUNG BEETLE

Been rolling dung balls like crazy. We love our work, Sarg.

HARLEY

Lookin' good. Smellin' good.

AMELIA (V.O.)

Trouble on the ropes!

SPIDER WEB MATERIAL - hangs down from a branch. Insects are trying to climb up. A little bug is having a great deal of trouble.

LITTLE BUG

My arms are tired.

Merc and Amelia are just in time to hear Arachne croon:

ARACHNE

I love raw recruits.

Miraculously the little bug scrambles to the top. Arachne smiles benignly at Merc.

DISSOLVE TO:

EXT. CAMPSITE - DAWN, INDEPENDENCE DAY

THE SUN - begins to rise majestically over the ridge top.

AN ALARM CLOCK RINGS - inside the tent. Sounds can be heard.

DAD (O.S. INSIDE THE TENT)

I'll be back with that fish for
breakfast.

DAD - comes out of the tent. He looks around.

POV - the little glen appears absolutely still. Then:

PULL FOCUS - STICK INSECTS sit unmoving among the branches of the surrounding bushes.

FAST PAN, PULL FOCUS - an Indian paintbrush flower with its distinctive red markings. Something stirs. It's Harley, perfectly camouflaged.

FAST PAN, PULL FOCUS - caterpillars and slugs, elegantly hidden.

More and more. A realization dawns the entire meadow beyond the burned-out area surrounding the tent is alive with insect life. All completely SILENT.

The final REVEAL is Merc with Amelia and Harley.

A solemn moment. The three embrace. Then Deacon appears behind them.

DEACON

Very pretty. But can they fight?

Mercury turns, signals the crickets:

THE CRICKET SIGNAL CORPS - goes into action, sending out the word.

THE COLUMNS OF INSECTS - an impressive sight as they move forward.

ON GROUND LEVEL - the insect columns pass the picnic table, on which sits the glass jar containing Venus, still struggling against the glass. And the cocoon.

IN THE JAR - Venus's desperate struggles have battered her beautiful blue wings. She turns to the cocoon. The creature inside is preparing to emerge.

Suddenly the cocoon splits open. Blue wings unfold gloriously, revealing a face beneath - ADONIS - the most handsome male butterfly imaginable.

Venus GASPS at Adonis' astonishing beauty. Then her GASPS turn into SOBS.

ADONIS

Why're you crying? What's wrong?

VENUS

I thrashed my wings trying to get out of this place.

ADONIS

(sniffs)

But your scent...your perfume...your pheromones are driving me crazy.

VENUS

Really?

ADONIS

Of course, chemistry isn't everything.

VENUS

(disappointed)

Of course not.

He touches the glass, mystified.

ADONIS

This another cocoon?

VENUS

A prison.

ADONIS

Walls we can see through?

VENUS

It's some kind of substance fused at high temperature.

ADONIS

That's very impressive.

VENUS

The way it transforms under heat?

ADONIS

You. Really impressive.

She looks at him. He means it.

INT. INSIDE THE DOME CITY TENT - DAWN

Mom, Sis, and Junior asleep on their cots. SNIP SNIP SNIP.

FAST PAN - scissorlike claws with serrated edges poke through the canvas floor of the tent and cut a trap door.

THE STAG BEETLES - pop through and survey their work, then wave claws: all clear.

HARLEY - crawls in, spots his objective.

POV - the insect spray cannister, as luck would have it, lying on its side.

HARLEY - calls down the trap door:

HARLEY

Go, go, go!

Something pokes up: a sharp twig. Held by a claw.

Harley trundles the twig towards the insect spray cannister, pokes the sharp end of the twig into the nozzle apparatus trying to jam it. HISSSSSSS. A small squirt of insecticide sweeps out. Harley ducks, rolls, scampers away.

He tries again, nerve-rackingly inserts the point, trying not to trigger the mechanism. A tiny HISS starts, but Harley stands his ground and drives the point home, heaves against the end of the twig to break it off cleanly. The twig bends...further...further... TWANG! Harley is hurtled across the tent. CLANG! Hits a frying pan. Mom stirs, then starts snoring again.

A claw appears through the trap door. Crusher comes up, marches over to the twig and sheers it off with one snip of his mighty claw. Then gives the all clear.

Insects pour in through the hole.

EXT. EDGE OF THE POND - EARLY MORNING

Hidden in the bordering reeds Merc and Amelia observe an artificial fly land on the glassy surface.

A dorsal fin gently breaks the surface.

IN THE DINGHY - Dad tenses, whispers to himself.

DAD

I am so good...

THE TROUT - rises in SLOW MOTION, gingerly takes the fly from the top, grabbing the upright 'parachute' wings and avoiding the hook below.

DAD - raises the rod. It bends.

DAD (cont'd)

Gottcha! Come to poppa.

INTERCUT between boat and reeds.

DAD (cont'd)

Playin' you perfect, big boy!

UNDER WATER - the trout is swimming the fishing line around the prop of the outboard engine.

ABOVE WATER - Dad strains with delight.

DAD (cont'd)

Gonna land me a trophy!

The rod is bent double, the tip almost touching the water as he reels tightly...the line wrapped around the prop.

Merc looks at Amelia. She gives a signal.

FLASH PAN - to the swampy water near the edge of the pond. Hovering above it is Molo.

MOLO

BATTLE CRY!

A YOUNG MOSQUITO - rises out of the pond in SLOW MOTION like a missile coming up from a silo.

PULL BACK TO REVEAL - one of a multitude.

DAD - freezes. The most incredible ZZZZZZZZZZZZ is coming towards him.

DAD - HOWLS, swatting wildly, throws down his rod and yanks on the starter rope. Nothing. Realizes his line is wrapped around the prop. Groans. Picks up the rod with one hand, strains with all his might, pulling on the starter rope with the other. SNAP, TWANG, ROAR!!! The rod snaps, the line breaks, Dad catapults backwards over the side of the dingy into the pond as the engine starts.

Dad flounders in the pond.

The dinghy does a circle and heads...straight for Dad.

Dad dives under as the boat goes roaring past.

INT. THE TENT - DAY

THE SLEEPING FORMS - Mom, Sis and Junior.

PAN UP TO - a huge spider web suspended from the ceiling of the tent.

Some bugs (including the Little Bug who had trouble during the rope climbing course) are struggling to hoist the final corner of the net.

Merc and Amelia arrive, squeezing their way in through the small opening.

Suddenly the little bug loses grip and starts to slip down, dangling precariously over Mom's mouth, which opens and closes with her snores, almost sucking the Little Bug into her mouth.

MERCURY

Don't wake her!

The Little Bug glances over, takes one look at Arachne...and shinnies up the rope at astonishing speed.

HARLEY

Centipedes...forward...march!

Columns of centipedes march towards the legs of the cots.

HARLEY (cont'd)

Dillingham?

DILLINGHAM

(trepidatious)

Sarg...?

HARLEY

Looking good.

Dillingham beams.

DILLINGHAM

Over the top! Follow me!

The columns of centipedes go up the legs of the cots, while Harley heads for the ghetto blaster.

AMELIA

Harley, not again...

HARLEY

Got a score to settle.

He disappears down the crevice into the bowels of the blaster.

ON THE COTS - centipedes cover the clothed portions of the three sleeping aliens. They pause at the cuffs and collars.

A SQUAD OF EARWIGS - shimmy up the cots, station themselves around the ears of the sleepers.

MERCURY

Are we in this for the species?

Thousands of thumbs-up.

HARLEY'S VOICE

(from within the blaster)

Hit it!

BOOM from the blaster. Wagner - very VERY loud.

THE CENTIPEDES - move onto bare skin, covering hands and necks.

EARWIGS - shake their 'hips' and do the Twist.

JUNIOR - sits bolt upright at the sound of Wagner. Suddenly realizes his hands and neck are covered with insects. He claws at his ears. SCREAMS.

HIS MOTHER AND SISTER - do the same.

MERCURY - signals to the stag beetles poised at the four corners of the overhead 'canopy' of spider web. They cut the threads. The spider webbing falls...covering the aliens. They tear at the sticky net. Thrashing wildly, Mom manages to grab the insect spray.

MERCURY

Fall back! Death ray!

Insects pour down the trap door. Harley crawls up from the blaster.

MOM

(shakes the can, panicked)

It's jammed!

Harley grins at Merc.

Mom whacks the nozzle on the metal frame of her cot. The plastic nozzle shatters. Insect spray erupts like a geyser.

Harley dives for the trap door, Merc and Amelia squeeze through the netting fleeing the fountains of spray.

Mom, Sis and Junior, coughing, stagger to the door and pull down the zipper.

Greeting them in the doorway, dangling from a thread: Arachne.

The aliens back up in terror, yowling.

ANGLE - trudging up from the pond is Dad...wet, bedraggled, covered with duckweed.

DISSOLVE TO:

INT. INSIDE THE TENT - LATER

A family round table discussion. Dad is trying to hold it together between gritted teeth.

MOM

So, what're we going to do?

SIS

(hopefully)
Go home?

JUNIOR

Yeah, let's split Bugsville.

MOM

Are we unanimous?

All eyes on Dad.

DAD

They have brains smaller than a pinhead...

SIS

Like Junior?

DAD

But I swear these dumb bugs actually think they're smart.

EXT. OUTSIDE THE TENT - MORNING

The family comes out of the tent, talking loudly.

DAD

First we load the stuff, then take down the tent.

PULL FOCUS - in the foliage the insects are peering out.

HARLEY

I think maybe, they're leaving?

MOLO

Let's send them on their way.

A victory CHEER goes up from the insects. Fliers come out of hiding and swarm over the heads of the aliens.

Suddenly the family reach into their pockets, pull out cans of insect spray, solarcaine, hairspray, deodorant, even cooking Pam... They attack like the four horsemen of the apocalypse.

DAD

The family that sprays together stays together!

Insects start falling back: frozen, gummed, clogged.

OTHER SIDE OF THE CLEARING - the sowbugs are still pushing their huckleberry.

LARRY

Shouldn't we help the others?

MOE

Gotta get this to a safe place.

Suddenly a HUGE object looms overhead. The shape of a foot.

ANGLE - Junior, moving forward, going to the picnic table.

SOWBUGS' POV - the sole of his monumental shoe descending.

The sowbugs run for their lives, barely get out of the way as the shoe crunches down...SQUASH...and flattens their berry like a pancake.

THE SOWBUGS - stare in disbelief. Then:

MOE (cont'd)

Alright..That's it. War has been declared.

JUNIOR'S HUGE EYE - looms down, looking into the jar on the picnic table.

POV - Venus, her wings battered. Next to her, Adonis

Junior puts his magnifying glass on the table, produces a sharp pin.

ON GROUND LEVEL - Larry, Moe, and Curly come barreling up, filled with righteous indignation about their destroyed booty.

CURLY

I'll give it such a kick, such a hit!
(flails angrily at Junior's
Nike)
You want more? I'll give you more!

Larry and Moe are tapping him on his 'shoulders', pointing upwards.

POV - the glass portion of Junior's magnifier is cantilevered over the edge of the table. A beam of concentrated sun's rays smolders near Junior's foot.

TABLE LEVEL - Junior is sharpening his pin against a stone.

PULL FOCUS - the three sowbugs crawl up the leg of the table, scurry to the magnifying glass. They heave against the handle.

ON THE GROUND - the smoking beam moves, ever so slowly.

ON THE TABLE - the sowbugs strain.

JUNIOR - lifts the rim of the jar, jabs the sharp needle.

ADONIS

(desperately dodging the
needle)

No matter what...it was an honor to be
associated with someone of your
intellect. Your mind is a beautiful thing
to behold.

Venus - stunned.

ADONIS (cont'd)

And so are you.

ON THE TABLE - the sowbugs straining.

ON THE GROUND - the beam comes to rest on Junior's foot.

JUNIOR - is growing frustrated jabbing at Adonis.

JUNIOR

I'll fry you both.

Suddenly his eyes and mouth open.

JUNIOR'S FOOT - is smoking. YOWL. He leaps about, topples the collapsible table.

The jar falls SLOW MOTION and shatters.

ADONIS - flutters his wings and rises.

Venus - is struggling to get her wings to work.

JUNIOR - is stamping his hot foot. He sees the pathetically damaged blue butterfly, and Adonis hovering nearby. Maliciously he SLAMS his foot down to squash them. Misses.

Adonis flutters down next to Venus. Junior gleefully raises his foot again.

JUNIOR

Two for one.

Adonis urges Venus:

ADONIS

A woman with your cortex is able to do anything! I know you can...

VENUS

The wind draft coefficient on my wings has changed due to textural damage. I could factor the differential and adjust the angle accordingly.

ADONIS

You're so brilliant.

She thinks, adjusts, flutters, lifts off!

Junior tries to correct his aim. He doesn't see the sharp pin caught between two stones, pointing upwards, gleaming.

Venus and Adonis rise...just as Junior's foot comes smashing down onto the pin.

JUNIOR

Mommmmmmmmy!!

Curly puts four hands on his hips.

CURLY

He won't mess with mister again!

Junior hops yowling towards his family who are spraying wildly.

ON THE MAIN BATTLEFIELD - things are not going so well.

DEACON

I knew it! We're all going to die, victims of bad management.

AMELIA

We have to counter-attack!

MERCURY

I could be leading you to destruction.

DEACON

Absolutely.

HARLEY

(to Merc)

What a jerk.

DEACON

My sentiments entirely.

HARLEY

(in Merc's face)

Was I OK in the fight today?

MERCURY

You were great.

HARLEY

How come smelly, out-of-shape, hardly-able-to-fly Harley was suddenly such a warrior?

DEACON

Your personal shortcomings are of no concern to us.

HARLEY

(really in Merc's face)

Because I had someone to look up to. My buddy, the best flier, believed in me. I could do anything!!!as long as he believed in me...

(beat)

...and in himself.

Merc studies their pleading faces.

MOLO

Fat boy's right. Think it was easy to fly with the likes of you? Had to hold my pointy nose. But I did it cause you made me believe we could pull this off.

ARACHNE

What do you believe, Mercury?

They wait expectantly for Merc to speak. Finally:

MERCURY

It's better to be a squashed bug, flattened fighting for our planet, than to go slowly, poisoned by uncaring giants.

Wings start to vibrate. They're with him.

PULL FOCUS TO THE FAMILY - huge and towering, moving through the burned out clearing like goliaths.

DAD

There's none left?

SPLAT! Something hits Dad on the top of his head. He touches it, sniffs his finger.

SPLAT, SPLAT, SPLAT.

UP IN THE AIR - the dung beetles drop their loads.

SPLAT, SPLAT, SPLAT - dung pills rain down on the aliens.

JUNIOR

Smells like...

SIS

Gross out!

A CHEER - goes up from the insects as the family dives into their tent and pulls the zipper shut.

MERCURY

Don't let them regroup!

Like the charge in "Brave Heart" the insect army emerges from every tree, bush, and gully to storm, crawl and fly toward the tent.

INT. INSIDE THE TENT - DAY

Mom is tending Junior's foot.

MOM

Why's it suddenly gone dark?

DAD

Maybe more rain?

EXT. OUTSIDE THE TENT - DAY

Clouds. Of insects. They settle on the tent, blanketing it. The fabric starts to sag. Stag beetles snip at the ropes. Fibers begin to fray and tear and tremble. But still the rope holds.

VENUS

Harley!

HARLEY

Yo.

VENUS

High as you can, then dive.

HARLEY

I'm not good at stopping.

VENUS

Just aim for the rope.

Harley starts flapping his stubby wings. Nothing happens.

AMELIA

We don't have time for this, Harley!

The two stag beetles pinch Harley's butt with their huge claws. Harley leaps into the air.

HARLEY

Airborne!

INT. INSIDE THE TENT - DAY

Dad is fuming...and cunning.

DAD

Wait till dark. We'll use lanterns,
blind them...then zap!

MOM

Sure we're safe till then?

DAD

Do we have this tent, or do we not?

EXT. OUTSIDE THE TENT - DAY

Venus looks up.

VENUS

Now!

HARLEY

Here comes big Harley!

Harley dives...hits the chewed rope with a resounding THUNK.

Crusher and Cruncher give one last bite for good measure. The rope fibres part, unravel, TWANG!!

INT. INSIDE THE TENT - DAY

The occupants are startled by the faint PING from outside. Mom looks puzzled...and nervous.

MOM

What's going on out there?

DAD

Nothing.

SIS

Promise they can't get inside?

DAD

Princess, trust your father. When I say you're safe, you're safe.

EXT. OUTSIDE THE TENT - DAY

The tent quavers, wobbles, weaves...KERBOOM. The family HOWLS, thrashes, as it comes tumbling down.

WIPE - the tent is gone. All that remains to show it was there is a large yellowed square of grass.

PAN TO - THE 'SPACE VEHICLE' - the dinghy has been hoisted onto the roofrack. The last belongings are being flung haphazardly inside.

IN THE FOLIAGE - armies of eyes watch, ready, just in case, as the disheveled family scramble into their vehicle.

They slam the doors. Dad's about to turn the key in the ignition. Stops.

MOM

Now what?

DAD

Who's in charge here? A man or a bug?!
We're never coming back...so...I'M GONNA
BURN IT DOWN!

He gets out and starts to wrestle the cannister of gasoline off the back of the jeep.

MOM

Isn't that extreme?

MERC watches grimly, remembering the death of his brother.

MERCURY

Odon, this one's for you!

He heads straight for Dad. Hot-blooded Amelia goes after him.

THE WHIRRING NOISE STOPS Dad. He freezes, wide-eyed. Without taking his eyes off Merc as he tells Junior:

DAD

Gimme that magazine...

JUNIOR

Which one...?

DAD
(yells)
I DON'T CARE WHICH ONE.

Junior quickly slaps one in Dad's hand. Dad rolls it, coldly.

DAD (cont'd)
YOU FOUR-WINGED SIX-LEGGED NIGHTMARE. I
know how to deal with your kind.

MERC is maneuvering for position, but Amelia has allowed the sunlight to shine full upon her.

MERCURY
Amelia! The sun...

He goes to rescue her, but the light is full upon him too. He gleams like a flying jewel. Dad grins coldly.

DAD
Mano a buggo.

SWAT! He knocks Merc and Amelia from the air. Merc is unhurt, but Amelia, while not seriously injured, is badly stunned, unable to fly.

JUNIOR
Way to go, Pop!

SIS
Can we leave now?!!!!

Rolling his magazine even tighter, Dad starts towards the fallen couple.

A great WHIRRING and BUZZING rises up from the foliage.

MOM
(scared)
I wouldn't do that, Dear.

Dad hears the THREATENING sound. He races back to the car. Starts the engine. The squeal of rubber on dirt.

HARLEY looks to Molo, unsure what the aliens have planned.

MERC looks up from where he's holding Amelia tenderly.

MERC'S POV - the vehicle swerves, grinds into the dirt, sending up a huge plume of dust...aims straight for Merc and Amelia.

DAD AT THE WHEEL - determined.

MERCURY - turns to the bushes.

MERCURY

Now!

MOLO

Gotcha.

A HUM builds to a ROAR, as the dragonfly squadron takes off along with the mosquitos from the swamp.

Then comes Harley leading swarms of bees, tornadoes of hornets, clouds of mayflies and caddis, billow of butterflies of all description.

Wave upon wave of flying creatures arise, a UNITY of every bug and being, doing their own version of "Apocalypse Now".

The GREAT CLOUD casts an ominous SHADOW that creeps over the car, shrouding it in DARKNESS.

DAD

Uh-oh.

MOM

Out of here!

SIS

Daaaaaad, huuurrrrie!

THE INSECTS descend, hovering in front of the windscreen.

Dad swerves through the trees. But the insects are BLOCKING the view.

JUNIOR & SIS

That way!

They're pointing in opposite directions.

OUTSIDE - the car weaves, out of control. HOWLS from the family as their vehicle plunges down the slope...and CRASHES into the pond.

SILENCE. The vehicle starts to settle.

INSIDE THE VEHICLE - the GLUG of water. DAD frantically twists the ignition. The engine turns over...but doesn't connect.

DAD

Get outside...and push.

MOM

Outside?!

SIS

There are bugs!!!

JUNIOR

Zillions!!!

DAD

Inside...we are sinking.

EVERYONE STARTS SCREAMING, SHOUTING, battling with doors.

FROM THE POND BANK - the family struggles through the swamp to the front of the car and starts heaving.

THE CLOUDS of insects lift, but just enough to give the family room to push.

The car groans. Dad races around, gets back in and turns the key. The engine SLUMPS over, then CATCHES. Dad REVS, spewing out blue smoke from the exhaust.

The WHEELS spin and SPRAY Mom, Sis and Junior with a wave of mud and slime that flies OVER the car, and lands on their heads dousing them with goop.

Suddenly the wheels hit hard land, the car BACKS up onto the bank, leaving the others in the water.

DAD (cont'd)

(yells)

Get in!

They haul themselves out of the mud and slush, SLAMMING doors behind them. The insects hover, and then lift as...

The dripping vehicle bounces and limps its way down the hill.

A huge CHEER goes up.

IN THE CAR - deathly silence as the exhausted, wrecked, insect-bitten, mud-covered family drives stony-faced. Dad stops. Silently gets out. Takes the "Nature Preserve/Wilderness Area/Keep Out" sign from the back of the vehicle. Replaces it grimly by the side of the track. Gets back in and drives on.

Suddenly, Sis's eyes grow wide with horror. Her mouth opens, but she can only whisper:

SIS

Daaad.

DAD

Don't. Say. A. Word.

SIS

Okay, but...

(quickly, high-pitched)

(MORE)

SIS (cont'd)

There's something green crawling up your back.

Dad blanches, looks through the rear-view mirror.

HIS POV - two long green arms are rising up over his shoulder. It's Deacon, cooing smoothly:

DEACON

All is not lost, just put me in charge...

THE ENTIRE FAMILY - screams.

JUNIOR moves like lightning, whips something from his backpack.

A JAR - descends over Deacon.

JUNIOR

Gotcha.

REVERSE ANGLE - from inside the jar Junior's huge EYE.

DEACON (O.S.)

Let me out! My armies will come for me. You'll be very sorry...

DEACON - waves his arms, his false courage fades to a scream.

DEACON (cont'd)

Heeeeelllph! I've been kidnapped by aliens!!!

OUTSIDE THE JAR - nothing can be heard. Junior laughs at Deacon's antics. Puts him back in the pack.

JUNIOR

You'll make a fine specimen to experiment on.

EXT. CLEARING IN THE GLEN - DAY

CHEERS ring through the little valley as the last glimpse of the vehicle disappears over the ridge. Everybody mobs Merc, hoisting him on the backs of the two huge stag beetles who parade him through the crowd. Victory is sweet.

AMELIA - watches, realizes Merc is a hero now, an icon on a pedestal...and she's lost him. She drifts away towards the pond.

MERCURY - is too surrounded to notice she's gone.

TO ONE SIDE - Curly is studying his reflection in a discarded can. Moe comes up and watches as Curly tends to his curly antennae and, unaware of his audience, tells himself:

CURLY

Curls are the dominant gene. They signify intelligence, grace. A natural born winner.

Moe doubles over with laughter, which turns to hysteria. Curly spins around, insulted.

CURLY (cont'd)

I stopped them.

MOE

You what?!

CURLY

Remember, I was the first to shout 'stop'. They stopped. It was downhill all the way for them after that.

Curly turns back to his reflection, humming with self-satisfaction as he tends his curls.

MOE

I feel a migraine coming on.

CURLY

That's because you don't know how to handle stress, Moe. You're too delicate.

Moe bangs his own head against the can in frustration.

LARRY comes out.

LARRY

Hey, found another pool of space juice.

All three race for the opening of the can. Get stuck.

EXT. LEAF NEAR SHORE OF THE POND - DAY

Amelia sits by herself. Merc lands next to her.

MERCURY

Why alone?

AMELIA

(quietly)

I'm a swamp girl, Merc. And always will be.

MERCURY

I know.

Does this mean it's over?

MERCURY (cont'd)

But you're my girl. And always will be.

Their eyes meet deeply. Amelia smiles gently, then whispers seductively:

AMELIA

Too bad you don't know how to fly.

MERCURY

Oh yeah?!

SMASH CUT TO:

A ROARING SOUND - like a fighter plane on a mission.

AERIAL POV - a thrill ride that rolls, soars, and dives.

FAR BELOW - the others watch. Molo ponders:

MOLO

A dragonfly...and a moz?!

HARLEY

Hey! They just saved the world. They can do what they want.

Harley watches them. Then Venus and Adonis fluttering together. He sighs, a bit sadly. Then...sniffs.

HARLEY (cont'd)

I smell...

Suddenly into view comes a cute female stink bug.

HARLEY (cont'd)

...pheromones! Where've you been all my life?

LADY STINK BUG

Looking for you.

She emits a glorious green cloud.

ARACHNE - rests at her cave mouth.

ARACHNE

Ah, reeeee-birth. You see, there are reasons for everything. We were born in the mud, and to the mud we shall return. But for a brief moment this is our world, our paradise. Those who wish to visit...show some respect.

She sighs and withdraws into her cave.

DRAW UPWARDS from the scene.

The little pond is part of a glen...in a field...in a valley...

Part of the continent.

A portion of the planet.

PULL BACK through the stars...the earth a blue globe in the vast
expanse of the universe.

THE END