

FOUNDATION

**Screenplay
By
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**based on the novels
Foundation, Foundation and Empire, and
Second Foundation
By
Isaac Asimov**

**Twentieth Century Fox
10201 West Pico Boulevard
Los Angeles, CA 90035**

May 2004

FADE IN:

INT. TRIAL SPHERE -- DAY

Doctor HARI SELDON stands on a rotating platform suspended in the center of a spherical metal chamber. He is old and frail, but his eyes are bright.

As the platform spins Seldon is displayed for one and then another and another of the JUDGES seated along the perimeter.

The Judges are moving their lips, speaking rapidly into weird ornamental headsets, in never-ending consultation with each other. All we hear is a single unsettling androgynous voice:

ARTIFICIAL VOICE

Doctor Hari Seldon, you stand before this court as an enemy of the people. State for the record your opinions concerning the future of this planet.

HARI SELDON

I have said, and say again, that Trantor will lie in ruins within three centuries.

ARTIFICIAL VOICE

You do not consider this statement a disloyal one?

HARI SELDON

Scientific truth is beyond loyalty and disloyalty.

ARTIFICIAL VOICE

You say your statement represents scientific truth.

HARI SELDON

I do.

ARTIFICIAL VOICE

On what basis?

HARI SELDON

On the basis of the mathematics of psycho-history.

ARTIFICIAL VOICE

A new field of study you claim can accurately predict events hundreds of years in the future.

(CONTINUED)

CONTINUED:

HARI SELDON
Hundreds of years. Thousands. Even
tens of thousands.

ARTIFICIAL VOICE
Can you prove that this mathematics
is sound?

HARI SELDON
I can. To another psycho-historian.

ARTIFICIAL VOICE
of which you are the only one.

HARI SELDON
Yes.

ARTIFICIAL VOICE
How convenient.

HARI SELDON
Seeing that I am currently on trial
for my life, I would say that it is
decidedly inconvenient.

Seldon smiles a little. The emotionless faces of the Judges
watch him.

ARTIFICIAL VOICE
The court suggests your predictions
of disaster are intended to destroy
public confidence in the government.

HARI SELDON
That is not so.

ARTIFICIAL VOICE
Then what is the purpose of your work?

HARI SELDON
I believe our future can be changed.

ARTIFICIAL VOICE
Easily?

HARI SELDON
No. With great difficulty.

ARTIFICIAL VOICE
Let us pretend we do not question
the validity of your theories. How
do we save Trantor?

(CONTINUED)

CONTINUED: (2)

HARI SELDON
We don't.

ARTIFICIAL VOICE
Now you are contradicting yourself,
Doctor. Can we or can we not save
this planet from destruction?

HARI SELDON
The fate of this planet is of no
consequence.

For the first time even these Judges are rendered speechless.
They stop talking into their headsets. Listen.

HARI SELDON (CONT'D)
The coming destruction of Trantor is
not an event in itself, isolated in
the scheme of human development. It
is the climax to a drama which began
centuries ago and is accelerating in
pace continuously.
(short pause)
*I refer to the decline and fall of
the Galactic Empire.*

The Judges all begin to protest at the same time. The sound
system fights to organize fragments.

ARTIFICIAL VOICE
Treason-- Openly declare-- You go
too far, sir-- Outrageous-- You--
(settling on one)
You are talking about an empire that
has stood for 12,000 years and holds
a quadrillion human beings!

HARI SELDON
I never said I was glad the empire
would fall. Only that it will.

The platform slowly rotates. Seldon counters their hostility
with his usual scientific detachment:

HARI SELDON (CONT'D)
The end is dictated by a rising
bureaucracy, a receding initiative,
a stagnation of commerce, an
increase in political insurgency--
and a hundred other minor factors.

ARTIFICIAL VOICE
And when the empire is gone?

(CONTINUED)

CONTINUED: (3)

HARI SELDON

The accumulated knowledge of the human race will be lost forever. Interstellar wars will wage. Galactic trade decay. Populations decline. Worlds will lose touch with one another, and so matters will remain.

ARTIFICIAL VOICE

Forever?

HARI SELDON

A second empire will rise, but not for 30,000 years. Between it and our civilization lies twelve hundred generations of suffering humanity.

Between Seldon's responses, the Judges consult furiously with one another, then comes the question:

ARTIFICIAL VOICE

Can we save the future?

HARI SELDON

A galaxy full of people contains an enormous inertia. The fall of the empire is far too massive a thing to stop. But if the onrushing events can be deflected, just a little, I believe we can rebuild civilization in a single millennium.

ARTIFICIAL VOICE

How?

HARI SELDON

I have begun my final and greatest psycho-historical calculation. The resulting equation will safely guide us through the events of the next one thousand years.

ARTIFICIAL VOICE

Let's be very clear, Doctor. You want the human race to entrust its future to a mathematical equation no one understands but you?

HARI SELDON

Yes.

ARTIFICIAL VOICE

Elaborate please.

(CONTINUED)

CONTINUED: (4)

HARI SELDON

My testimony here today is already
damning enough for the court to find
me guilty of numerous transgressions.
The tale of my trial and execution
will spread throughout the galaxy and
an increasingly desperate humanity
will gravitate toward my teachings--

ARTIFICIAL VOICE

(overlapping)

Stop right there.

HARI SELDON

--studying the equation in a futile
attempt to stop the fall I predicted
centuries earlier. As our current
age of science reverts back to one
of mysticism, the inhabitants of our
dwindling future will view me as a
prophet and messiah--

ARTIFICIAL VOICE

(overlapping)

That is quite enough.

HARI SELDON

--sent to deliver them into the new
kingdom that lies at the end of the
darkness. Society will, of course,
reorganize around this new religion.
Finally socioeconomic forces will
secularize the equation until it is
the foundation of civil government--

ARTIFICIAL VOICE

(overlapping)

Doctor, we will have order!

HARI SELDON

--concluding my thousand year plan.

The Judges exchange shocked looks. Finally, that voice says:

ARTIFICIAL VOICE

This court is stunned and outraged
by the scope and magnitude of your
arrogant presumptions.

HARI SELDON

Yes. I thought you might be.

The Judges have had enough. They place their palms down on
the control pads abruptly deciding his fate. It's unanimous.

(CONTINUED)

CONTINUED: (5)

ARTIFICIAL VOICE
Hari Seldon, you are found guilty
of treason and sentenced to death.

The platform stops rotating and Seldon is suddenly encased in a COLUMN OF ENERGY. His calm exterior gives way, just a bit, enough to confirm that he fears death like the rest of us do.

ARTIFICIAL VOICE (CONT'D)
Do you have any last words?

HARI SELDON
Not at the moment.

Suddenly one of the Judges tears off his headset. He may be the eldest. He looks across at Seldon, with great intensity:

ELDEST JUDGE
You are either the most brilliant
man who's ever lived, sir, or the
most dangerously insane!

Seldon looks almost intrigued. As if wondering that himself.

HARI SELDON
We'll find out in a thousand years.

...and he is DISINTEGRATED before our eyes. The column of energy disappears and now there is only an empty platform. A small automatic arm neatly sweeps his ASHES into a tiny hole.

CUT TO:

THE SELDON EQUATION floats in some endless white nothingness.

The mathematical string is solving itself, growing larger and larger, the strange symbols appearing at an astonishing rate.

TITLE AND CREDITS begin as we race down the length of the expanding equation, faster and faster, as if hurling into the future. We pass through numbers and symbols at random and see images from the next one thousand years of human history:

--STARSHIPS are torn and twisted at the site of a great battle. Petrified CORPSES tumble endlessly through the void.

We speed down the equation and:

--Tattered SURVIVORS make their way down a BOMBED STREET searching the ruins for food. They eat like starved animals.

We speed down the equation and:

(CONTINUED)

CONTINUED: (6)

--The surface of a PLANET GOES DARK as the last of its power reserve fails. One of the inhabitants lifts a BURNING TORCH.

We speed down the equation and:

--People die in agony from some PLAGUE, open sores on their skin, diseased corpses piled high.

We speed down the equation and:

--A group of tired SEARCHERS force open an old vault and step into a blinding white space. See the EQUATION. It has grown huge, rising high above them, like a mathematical monolith. They fall onto their knees in awe.

We speed down the equation and:

--A HOODED PRIEST leads a ragged CONGREGATION in prayer. A moment later we see they are worshipping the Seldon equation.

We speed down the equation and:

--A town MARKETPLACE grows crowded and wild as trade returns.

We speed down the equation and:

--RESEARCHERS walk along a rickety SCAFFOLDING being built around the equation. They study the strange mathematics and copy the symbols into large books.

We speed down the equation and:

--A small hill is covered with the slain bodies of a SAVAGE HORDE. Civilized SOLDIERS wearing uniforms raise their FLAG. On it is a symbol of the equation.

We speed down the equation and:

--The images rush toward us, faster now, CITIES RISING as industry grows, the POPULATION sky-rocketing, advanced modes of TRANSPORTATION appearing, ROCKETS racing toward the stars.

The credits END and we slow down, completing our trip through time. We pull back. See TECHNICIANS inside of the equation.

The men and women wear high-tech bodysuits as they make their way down bizarre corridors formed by the mathematics. They speak into microphones recording any changes in the equation.

We pull back further and realize the extent of this facility.

THE EQUATION HAS GROWN IMPOSSIBLY LARGE, stretching endlessly above and below. We hear the VOICES OF A HUNDRED TECHNICIANS in a cacophony of ominous unknowable jargon. And we confirm:

(CONTINUED)

CONTINUED: (7)

"1,000 YEARS LATER"

CUT TO:

EXT. CITY SQUARE -- DAY

The planet Haven is an idyllic fusion of advanced technology and natural beauty. In the capital city is a gorgeous square FILLED WITH PEOPLE enjoying a perfect day on a perfect world.

Somewhere among them is BAYTA and TORAN. They seem like any other happy couple. Bayta stares up at the sky, and suddenly a playful look comes over her:

BAYTA
Do you think it's going to rain?

TORAN
What do you mean?

BAYTA
I mean rain. Do you think it's going to descend. From the sky.

TORAN
Don't be ridiculous.

She looks disappointed in him.

TORAN (CONT'D)
This planet is climate controlled--

BAYTA
(irritated)
I know, I'm trying to fantasize.

TORAN
About atmospheric precipitation?

Bayta steps in front of Toran and brings him to a halt. She moves close, and quietly asks:

BAYTA
Wouldn't it be fun to get caught in the rain?

TORAN
I'm afraid I'm not following you.

Bayta looks frustrated. Takes his hand, and pulls him along.

(CONTINUED)

CONTINUED:

BAYTA

I know this will come as a shock,
but there was a time when people
were commonly rained upon.

TORAN

Is this going to be another one of
your history lessons?

BAYTA

(ignoring him)

What will the weather be today...
too hot? Too cold? No one knew.

TORAN

Sounds horrific.

BAYTA

I want you to pretend it's starting
to rain.

TORAN

But--

BAYTA

I felt a drop. Did you? There's
another. And another!

TORAN

Bayta, please--

BAYTA

It's a downpour, we're soaked to
the skin. What do we do, Toran?

TORAN

I--

BAYTA

WHAT DO WE DO?!

TORAN

(guessing)

Run for shelter?

BAYTA

No, you idiot. You kiss the girl.

TORAN

Inside of the rainfall?

BAYTA

Yes.

(CONTINUED)

CONTINUED: (2)

TORAN
Why?

BAYTA
Because it's romantic.

TORAN
It's romantic to expose yourself
and your partner to inclement
weather?

Suddenly Toran stops, realizing.

TORAN (CONT'D)
Wait a minute. I know you. What
is this conversation really about?

Bayta looks pleased with herself, like she trapped him again.

BAYTA
The Seldon Plan.

TORAN
Oh no.

They wind their way through the square. Toran doesn't want
to have this conversation. But he knows there is no way out:

BAYTA
The equation tells us the future.

TORAN
Yes. And without it, Foundation
never would have rebuilt
civilization in a thousand years.

BAYTA
I agree.

TORAN
You do?

Bayta gestures at the impressive city square all around them.

BAYTA
We made it through the dark ages.
There's been no war in a hundred
years. Peace and prosperity has
spread across the known universe.

The more positive she sounds, the more worried Toran becomes.

(CONTINUED)

CONTINUED: (3)

BAYTA (CONT'D)
Political, social, and economic
conflicts are identified and
resolved before they even begin.

Toran waits for the axe to fall.

BAYTA (CONT'D)
Psycho-history has enabled us to
optimize our future, ushering in
an age of unparalleled progress!

Bayta turns to him. This is it.

BAYTA (CONT'D)
And the human race will never again
be caught in the rain.
(short pause)
Can't you see why that's wrong?

He thinks about it for a moment. Nods his head a little and:

TORAN
No.

Bayta gives up. Starts walking.

TORAN (CONT'D)
I have the same quibbles with the
current Foundation administration
as you. But without the equation,
the future would be nothing more
than an endless series of unknown
terrors. As a historian you know--

BAYTA
I know there was a time when men
and women faced tomorrow bravely.

TORAN
And now, we've replaced "bravery"
with advanced mathematics. A more
than fair exchange if you ask me.

Bayta sees something and reacts.

TORAN (CONT'D)
What is it?

BAYTA
I think we're being watched.

(CONTINUED)

CONTINUED: (4)

A BUSINESSMAN sits at a table on the edge of the square. At least that's what he looks like, in his conservative suit, with that BRIEFCASE on the ground next to his feet. PRITCHER lifts a CUP to his lips. He does appear to be watching them.

TORAN
Hm. What should we do?

BAYTA
Well we're supposed to be on our honeymoon, aren't we?

TORAN
So, it's that kissing business again, is it?

BAYTA
I'm afraid so, darling.

Bayta and Toran kiss. They look like a nice couple, deeply in love, sharing a kiss in the middle of this bustling crowd.

They pull apart. Just a bit. Bayta peeks over his shoulder:

At the edge of the square, that businessman returns his cup to the table. Reads his PAPER. Pays them no more attention.

TORAN
Was he suitably impressed?

BAYTA
I don't think so.

TORAN
But that was a pretty good kiss.

BAYTA
It was.

Toran looks up in the air, with:

TORAN
And not a cloud in the--

SOMETHING FALLS from the sky. Too fast to see. It hits the ground with a DEAFENING EXPLOSION. The world TILTS, crazily.

And everything goes pitch BLACK.

Now we see the square in ruins. THICK SMOKE hangs in the air obscuring the RUBBLE AND BODIES.

(CONTINUED)

CONTINUED: (5)

There is no sound but a RINGING.

It is the ringing in Bayta's ears as she struggles to her feet. She stumbles forward and

Bayta stares at the PEOPLE COVERED IN DIRT AND BLOOD, mouths open in silent haunting screams.

She looks around, suddenly, wildly, searching for Toran. He is not here, and Bayta stumbles.

She stares at a HUMAN ARM reaching out from under the rubble.

Suddenly Pritch is beside her:

He is saying something, yelling, we don't know what, all we can hear is that damned RINGING.

Pritch helps her and they run.

Up and down the street we see glimpses of a city being torn asunder. BUILDINGS ARE FALLING.

They race through the smoke and

Slowly the sound begins to return. Anguished CRIES now we wish we couldn't hear. SCREAMS.

MORE SCARED PEOPLE struggle to get out of the square. Bayta sees them. She reaches out and

They are encased in an odd GLOW.

Suddenly the people are REDUCED TO SKELETONS in front of her. Bayta watches as the bones fall.

She can't move. Just stares in horror. Pritch grabs her and pulls her down out of sight.

A LINE OF SOLDIERS emerges from the smoke, their faces hidden under helmets. They are FIRING.

Pritch forces Bayta into the twisted WRECKAGE of a vehicle.

Through broken glass they watch:

The soldiers disappear back into the smoke. Now a SHIP FLIES OVERHEAD too fast to see. An EXPLOSION across the street and

The distant SCREAMS continue....

DISSOLVE TO:

INT. BOMBED-OUT HOTEL -- NIGHT

The hotel has suffered obvious structural damage. SURVIVORS gather in the lobby watching static on the cracked TV screen.

BAYTA looks battered and bloodied. Her tears dried up. She waits with the rest as a desk CLERK tries to fix the picture.

An ELDERLY COUPLE holds onto one another. A MAN sits at the bar burying himself in DRINK. A WOMAN walks the lobby like a zombie. An EDUCATED MAN fights to keep his BROKEN GLASSES on his face, as if to retain some small dignity. Men and women alike are quietly WEEPING. A PRIEST moves among the WOUNDED.

PRITCHER stands apart from the others. Just watches. Waits. A harsh WHINE comes over the speakers, and everyone looks up:

The television suddenly clears to reveal the PRESIDENT OF THE PLANET seated at his desk. He looks composed, but strangely so, and smiles for the cameras:

PRESIDENT

Good evening, this is the President.
Less than one hour ago, I surrendered
the planet to the hostile forces of
an aggressor identified as "The Mule."

Some people hold each other tighter. Others don't dare move. On screen the President smiles:

PRESIDENT (CONT'D)

It is an unconditional surrender.
But I say to you now that our
world has not been imprisoned, but
freed. Soon the entire galaxy
will join us in this liberation--

Someone hands the President something. We don't see what it is. But the President seems absolutely delighted. He looks down at his hands, then off screen, at somebody we can't see.

PRESIDENT (CONT'D)

Oh, thank you. Thanks so much.

And now he turns back to the cameras, still smiling happily, and RAISES A GUN to his temple:

PRESIDENT (CONT'D)

Good people of Haven, it's time for
me to go now. I leave this office
with high hopes...and confidence in
the future. Farewell--

(CONTINUED)

CONTINUED:

Everyone in the lobby watches in horror. Their bodies jerk at the SOUND OF THE SHOT. Some turn away and others CRY OUT.

The picture goes crazy again. A YOUNG WOMAN gets hysterical:

YOUNG WOMAN
I want to go home. I don't want to stay here. I want to go home--

ANGRY MAN
No one's going anywhere. Don't you get it?!

ELDERLY WOMAN
Stop yelling at her.

WOUNDED MAN
I don't understand. What happened to the planetary defenses? How could this "Mule" just march in and take over the whole world?

DRUNK MAN
Maybe he's not human.

Everybody turns toward the bar.

ANGRY MAN
What the hell does that mean?!

DRUNK MAN
It means we don't know what he is ...or what he isn't, do we?

The angry man looks like he wants to go over there and beat the hell out of him, but the educated man suddenly speaks up:

EDUCATED MAN
I believe the pertinent question is, where is the Foundation?

WOUNDED WOMAN
Help is on the way. It has to be!

BAYTA
And what if it isn't?

Pritchett watches Bayta closely.

BAYTA (CONT'D)
What if the Foundation doesn't know what happened here? What if no one knows? That means we're on our own.

(CONTINUED)

CONTINUED: (2)

ELDERLY MAN
Young woman, that's preposterous.

EDUCATED MAN
I agree. The equation could not fail to alert the Foundation to a galactic event of this magnitude.

That priest crosses himself:

PRIEST
Praise Seldon.

Several of the others cross themselves the same way. Repeat.

OTHERS
(in unison)
Praise Seldon.

The drunk raises up his glass.

DRUNK MAN
Praise Seldon!

ANGRY MAN
Shut up, you--

The woman who has been walking the lobby like a zombie stops, and extends her arm. Points.

SHOCKED WOMAN
Look.

Everyone turns. Through the broken windows we see a group of SOLDIERS MARCHING IN PERFECT FORMATION. They stop in front of one of the other buildings.

Everybody moves to the windows to watch. The soldiers enter.

Within moments the FRIGHTENED PEOPLE inside the building are forced out into the street, and the soldiers march them away.

They pass under a street lamp...and disappear into the night.

No one can find anything to say. Everyone slowly returns to their places. Finally we get:

YOUNG WOMAN
Why did they take those people?

DRUNK MAN
Don't worry, darling. I'm sure we'll find out soon enough.

(CONTINUED)

CONTINUED: (3)

He quickly refills his glass. Can't get drunk fast enough. Bayta steps forward and says:

BAYTA
We can't just sit here and wait
for our turn.

No one speaks. No one even looks at her, as if embarrassed. They know what's coming next.

BAYTA (CONT'D)
We have to do something. Fight.

She looks around for someone, anyone, who shows any response at all, and then sees Pritch. Bayta takes a chance on him:

BAYTA (CONT'D)
What do you say, Mister--?

PRITCHER
Pritch.

Some of the others turn to see how he'll respond. Pritch looks around the room. Pause.

PRITCHER (CONT'D)
I say we should all try and get
some rest.

And Pritch turns and walks out of the lobby. The angry man chuckles, derisively. The disappointed Bayta watches him go.

INT. A CORRIDOR -- NIGHT

PRITCHER makes his way down a slightly damaged corridor. He walks with a measured pace, not too fast, not too slow. It's almost as if his entire body is trained to give away nothing.

INT. HOTEL ROOM -- NIGHT

PRITCHER enters his hotel room. The window is broken, and there are spaces on the walls where the pictures have fallen. He walks across to the window.

Pritch looks out. Behind him the BRIEFCASE resting on the table OPENS AUTOMATICALLY revealing the SUPERCOMPUTER within:

COMPUTER
Good evening, sir.

PRITCHER
Have you contacted Terminus?

(CONTINUED)

CONTINUED:

COMPUTER
Not yet. Hyper-channel is blocked.

PRITCHER
Send a message via subspace.

COMPUTER
You know how long that will take--

PRITCHER
(starting to dictate)
Captain Hans Pritch, Department
of Information, supplemental report
as follows: minor political unrest
predicted for planet Haven has been
seriously underestimated.

He looks at the computer. Thinks.

PRITCHER (CONT'D)
Planet has been seized by unknown
quantity code name Mule. Nature of
attack suggests military strategist
of unparalleled ability...or with
methods as yet unknown.

Pritch turns back to the window.

PRITCHER (CONT'D)
Future of this world is of lesser
importance to questions revolving
around the failure of the equation
to accurately predict this event.
Etcetera etcetera. You finish it.

COMPUTER
Message sent. Should I prepare
for immediate departure?

Pritch hesitates. Then says it:

PRITCHER
No.

COMPUTER
No?

PRITCHER
What did I just say?

COMPUTER
You said "no." Are you feeling ill?

(CONTINUED)

CONTINUED: (2)

PRITCHER
I'm fine.

COMPUTER
Perhaps you impacted your head.

Pritchler gives it a nasty look.

COMPUTER (CONT'D)
May I remind you regulations are
quite clear on the matter. We should
return to Foundation immediately.

PRITCHER
I know.

COMPUTER
The odds of our getting off this
planet decrease exponentially after
the first 24 hours of occupation--

PRITCHER
We're staying.

COMPUTER
I am going to have to record this
incident, you know.

Pritchler stares out the window.

COMPUTER (CONT'D)
You have never risked your life
before. Why now?
(short pause)
Pritchler.

PRITCHER
What?

COMPUTER
What are you looking at?

Pritchler turns around, surprised. He doesn't answer. Just looks back out the window. From his room he can see through a big jagged hole in the roof exposing the lobby...and BAYTA.

CUT TO:

INT. EBLING'S BEDROOM -- MORNING

EBLING MIS is sleeping quite peacefully. He opens his eyes, sees Foundation AGENTS standing around his bed, and SCREAMS.

INT. STERILE CORRIDOR -- MORNING

EBLING pulls his robe tight over his pajamas. He looks like an old college professor. Wishes he was still in bed. He leads the grim AGENTS through a sterile high-tech passageway.

INT. EQUATION CHAMBER -- MORNING

A wide security door opens. EBLING and the Foundation AGENTS step onto a PERSONAL TRANSPORT and the machine speeds them down the weird mathematical corridors of the SELDON EQUATION.

The numbers and symbols stretch endlessly in every direction.

TECHNICIANS wearing high-tech bodysuits, seen earlier, patrol their designated zones recording any changes in the equation.

The floors are invisible so everyone appears to be floating inside mathematics. The agents are looking a bit...nauseous.

EBLING MIS

It gets to everyone the first time.
If you're going to be sick, try to
use the bags please.

He gestures at the SICK BAGS hanging on the console. Works the controls. The transport begins to rise, quickly taking them up to the highest levels.

Ebling still views the Seldon equation with wide-eyed wonder:

EBLING MIS (CONT'D)

Look around, gentlemen. Grasp the wonder of a mathematical proof that began solving itself 1,000 years ago, and has never stopped running.

They continue to quickly rise.

EBLING MIS (CONT'D)

In all that time we have learned so very little. It is a common misconception that we understand precisely how and why the Seldon Equation does what it does.

Now Ebling stops the transport.

EBLING MIS (CONT'D)

We are, in fact, little more than glorified custodians.

CONTINUED:

They step off the machine. Ebling leads the group down a mathematical corridor. He searches for a particular section.

EBLING MIS (CONT'D)
This is the present. Everything beyond is, of course, the future.

Several levels above, we can see the end of the equation. It is still solving itself -- symbols appearing out of thin air.

Ebling finds what we wants. Indicates a particular sequence.

EBLING MIS (CONT'D)
Ah, here we go, yes. The planet Haven. So what?

AGENT
We lost contact with the system several days ago.

EBLING MIS
Impossible.

There is a BEEP. A CHANGE IN THE EQUATION occurs in front of them. A common sequence is replaced by a STRANGE NEW SYMBOL.

EBLING MIS (CONT'D)
That's odd. Haven't seen that one before--

Suddenly the equation begins to transform all around them at a frightening rate. It's like the system just went totally berserk. THEY ARE INSIDE A RAGING STORM OF NUMBERS. And now a huge chunk of the equation abruptly DISAPPEARS. The agents lose their balance and fall over. The stunned Ebling stares at the EMPTY WHITE SPACE up above their heads and all around.

AGENT
What's going on? Professor...?

Ebling can barely get it out.

EBLING MIS
It would appear, gentlemen, that our future has just been erased.

CUT TO:

EXT. OCCUPIED CITY -- DAY

SOLDIERS march through a city in ruins. So many soldiers. Their faces are still hidden beneath battle helmets. BAYTA moves cautiously down a street, trying to look inconspicuous.

(CONTINUED)

CONTINUED:

A weak OLD MAN trips and stumbles chasing after a party of soldiers, calling out a name:

OLD MAN
Azi, Azi, Azi. Where is my boy?

He can't keep up with them, but another line of soldiers marches past, and he follows.

OLD MAN (CONT'D)
Azi, Azi, Azi?

Bayta watches him. She looks up. Sees HAUNTED FACES peeking out from the shattered windows along the street. She tries to meet their gaze but the people pull back into the shadows.

Bayta is almost trampled by MORE SOLDIERS. She jumps back. Sees a STREET VENDOR watching.

STREET VENDOR
More soldiers every day.

His cart is broken and barely stocked. The man offers her a piece of bruised FRUIT. He gives her a creepy smile, like he knows something that we don't:

STREET VENDOR (CONT'D)
More of them...and less of us.

Bayta backs away from him. Starts to walk faster and faster.

She reaches a large intersection and tries to make her way across, but in the middle of the roadway she suddenly stops, looking dizzy. Bayta tries to clear her head. Looks around.

Everyone in the intersection is stopped dead in their tracks.

Batya watches a WOMAN IN RAGGED CLOTHES drop to the ground. Now a MAN. A whole GROUP. Bayta looks confused, and then her legs give out. She drops. Bayta hits the pavement hard.

She GASPS for breath. Scared.

BAYTA'S P.O.V. The sky overhead is heavy with smoke. She can't move. There is RUNNING. Someone is coming closer and closer. Now a SOLDIER enters the frame. Stares down at her.

He studies Bayta, then moves on.

Soldiers are running through the intersection, from body to body, as if looking for someone.

They stand at attention as a SMALL FLYER descends from above.

(CONTINUED)

CONTINUED: (2)

And now at last we see THE MULE.

His true identity is hidden beneath the shimmering LAYERS OF FORCEFIELD that make up his body armor, but we can see that there is a man inside, his FEATURES BLURRED and lost, like some creepy technological ghost.

The Mule is always accompanied by an unnerving electrical HUM. He steps from the flyer. The fields shift and CRACKLE.

A soldier runs to him. Salutes.

SOLDIER
No sign of the escaped prisoner, sir.

The Mule seems to sense something. Turns and looks at Bayta.

She is still lying helpless on the pavement, unable to move, but she hears the growing HUM of the forcefields as the Mule approaches. Her eyes widen as:

BAYTA'S P.O.V. The Mule stands over her, and now he moves closer. His eerie undefined face is only inches away. Bayta looks right into his forcefield and sees her own TERRIFIED REFLECTION staring back at her.

His voice emanates from inside the fields in DISTORTED waves:

THE MULE
You are not indigenous to this place.
Tell the Foundation that I am coming
for them. Tell them I am the Mule...

He reaches a hand toward her. Bayta tries to move but can't.

THE MULE (CONT'D)
Tell them only the dead have seen the
end of war.

He touches her. HORRIFYING IMAGES rush through Bayta's mind, invading her, terrorizing her. Suffering and death. Her body convulses. She YELLS OUT.

And sees that the Mule is GONE.

Bayta can move. Slowly the people on the road begin to stir.

Bayta rolls onto her side. Watches the soldiers march away. And now she sees something new.

LONG TWISTED FINGERS are protruding from a SEWER in the road.

Bayta watches. She tries to make sense of what she's seeing.

(CONTINUED)

CONTINUED: (3)

The fingers grasp the rusty metal grate, trying to wrench it open. Something is down in the sewers struggling to get out.

She crawls to the hole. Looks:

BAYTA'S P.O.V. Through the grate Bayta glimpses a CREATURE HIDDEN IN THE SHADOWS. She startles it. The thing releases its grip and drops out of view.

Bayta stares into the darkness.

She considers her options. No way does Bayta want to go down there. She opens the sewer cover and slips beneath the city.

INT. SEWER SYSTEM -- DAY

The sewers are a dark, foul, inhospitable maze. BAYTA climbs down the metal ladder and steps into an obscene river. She doesn't know which way it went.

BAYTA
You're the one they're looking for,
aren't you? Hello? I know you're
down here--

She detects movement and stops. The strange thing, whatever it is, hangs back in the deep recesses. But its eyes catch the light. Bayta moves closer.

BAYTA (CONT'D)
My name is Bayta. W-what's yours?

The creature continues to move along the wall, hiding itself. A gravelly little croak comes:

THE VOICE
I don't know.

BAYTA
You don't know your name?

A sudden burst of odd LAUGHTER.

THE VOICE
He calls me "Magnifico."

BAYTA
Who calls you that?

THE VOICE
The Mule does. To mock me.

(CONTINUED)

CONTINUED:

BAYTA
Why is he looking for you?

The eyes burn with hate in the dark. That voice grows angry:

THE VOICE
Why do you think? To find me!
To start the hurt!

Bayta lost track of the creature. She moves deeper into the sewer trying to follow the voice.

BAYTA
He tortures you?

THE VOICE
Yes.

She turns at the sound. Follows.

BAYTA
Why does he torture you?

THE VOICE
Because I've seen it.

BAYTA
Seen what?

THE VOICE
Seen his face!

The creature is right beside her. Bayta stops. Reaches out.

BAYTA
Can I see your face?

THE VOICE
NO! GO AWAY!

It comes out of the dark like a growl. Bayta can't help but tense up. Still she stands firm.

BAYTA
I'm not going anywhere until you step into the light.

THE VOICE
You don't want to see me.

BAYTA
Yes I do.

CONTINUED: (2)

THE VOICE
I'll frighten you. Terrify you.

BAYTA
Will you?

THE VOICE
Yes! I'll kill you!

BAYTA
I don't think so.

THE VOICE
(softer)
Why not?

BAYTA
Because if you were dangerous...
I'd already be dead.

Bayta stands there. Arm extended.

A trembling hand with long skinny fingers reaches out of the blackness. Slowly it takes her hand, and now MAGNIFICO steps into the light. He is ugly and deformed...but not a monster.

Magnifico is short. His twisted spine makes him appear even smaller. His face is aged but he acts like a frightened boy.

She looks at him with compassion. It's not what he expected.

BAYTA (CONT'D)
I want to take you somewhere,
Magnifico. You want to come?

MAGNIFICO
(cautious)
Where?

BAYTA
Out of the sewer. And then, if we're lucky, to a planet at the edge of the galaxy.

MAGNIFICO
And you want to take me there?

BAYTA
Yes.

MAGNIFICO
Why?

(CONTINUED)

CONTINUED: (3)

BAYTA
So you can tell everyone what
you know about the Mule.

Magnifico looks like he's in pain, or remembers being in pain. He jerks a little and:

MAGNIFICO
Will there be places to hide?

BAYTA
You won't need to hide anymore.

MAGNIFICO
Yes I will. And you too.

BAYTA
Then we'll hide together.

He thinks about it, very unsure.

Now FOOTSTEPS echo through the sewer. They see the DISTORTED SHADOWS of pursuing soldiers spreading over the tunnel walls.

MAGNIFICO
He's coming!

Magnifico is one second away from fleeing into the dark never to be seen again. She knows it.

BAYTA
(talking fast)
I need you to hold onto my hand,
and not let go. You understand?
(short pause,
and trying:)
If you let go I'll be all alone.

He looks at her. Some part of him responds, and he holds on, previously undiscovered courage flashing across his ignoble face. He takes a brave stance.

MAGNIFICO
Don't be scared, Magnifico will
hold your hand.

And they run off down the tunnel.

They don't get far before the walls fill with MORE SHADOWS blocking their escape. Bayta and Magnifico look around. See another passage and hurry inside.

(CONTINUED)

CONTINUED: (4)

They find a ladder to the surface. They start to ascend but see SOLDIERS STANDING GUARD ON THE STREET above. They duck out of sight, and keep on moving.

They emerge into a larger tunnel and bolt across the open space for the far side. A group of soldiers hears them, and for a moment, Bayta and Magnifico are bathed in bright LIGHT.

They run inside another opening.

They find a second ladder leading to the surface, but it's guarded just like the first one.

The sound of FOOTSTEPS grows louder as the soldiers close in.

Bayta and Magnifico race down a final tunnel. They reach a GATE and pull on the rusty bars.

It is locked. They are trapped.

They see the SILHOUETTE OF A MAN approaching down the center of the tunnel. He is backlit by the flashlights from the search party following close behind. We cannot see his face.

Magnifico starts to panic. Pulls wildly on the gate. Bayta looks for the locking mechanism.

And then she sees it. On the other side of the gate is an extremely long tunnel, and down at the far end, almost too small to see, is a tiny KEYHOLE.

Bayta's face loses all hope. Magnifico stops fighting. He slides to the floor, WHIMPERING.

THE SOUNDS OF PURSUIT ECHO THROUGH THE TUNNEL. Like a whole army is coming for them. The silhouetted man moves closer. We still can't make him out....

Bayta turns to face the man and

He steps closer. It's PRITCHER.

Bayta can't believe her eyes. Pritchier doesn't bother with hellos. He moves past her, looks through the gate, and sets his BRIEFCASE down on the ledge.

A light on the edge of the case BLINKS as the computer talks:

COMPUTER
Please remain calm while we initiate
your rescue.

(CONTINUED)

CONTINUED: (5)

Bayta watches Pritchier pull out a STRANGE GUN. He extends the barrel to make it longer, looks through the gate again, and makes the barrel even longer.

COMPUTER (CONT'D)
Distance to the locking mechanism is
seventy meters.

Bayta watches him work and the truth is beginning to sink in:

BAYTA
How did you get here? Are you
following me?

He pulls out a little SOFT BLOB of some kind of material, molds it into the shape of a bullet -- and loads the chamber.

Pritchier aims through the gate at the keyhole on the far end.

BAYTA (CONT'D)
Who are you?!

He doesn't answer her. Just concentrates on making the shot.

Bayta turns and sees the LIGHTS GETTING CLOSER. The soldiers are almost here. Not much time.

Pritchier stares down the barrel.

COMPUTER
As a point of interest, we will
be apprehended in approximately
twenty seconds.

The soldiers are nearly on them.

MAGNIFICO
Shoot it now!

Pritchier stares down the barrel.

And he FIRES. The bullet speeds down the long tunnel INTO THE KEYHOLE. The soft bullet material SPLATTERS inside the lock, and triggers the tumblers.

The gate CLICKS and swings open.

They run through the open gate and disappear down the tunnel.

EXT. OCCUPIED CITY -- DAY

A sewer cover swings open. PRITCHER, BAYTA, and MAGNIFICO climb out into a narrow alley. Look around. Magnifico is clinging tightly to Bayta's hand.

They run down the length of the alley. Look over the street:

They see a group of SOLDIERS standing watch at either end of the block. They bolt for the alley directly across the road.

The soldiers are looking the other way and don't notice them.

They race down the alley and run right into MORE SOLDIERS. Before anyone can raise a weapon Pritchler drops his BRIEFCASE and attacks. He moves with an almost mathematical precision.

A soldier grabs Bayta from behind.

The frightened Magnifico wants to run and hide. But he sees Bayta being assaulted, and can't. Finally he lets go a wild SCREAM. He charges at the soldier but is easily pushed away.

Magnifico lands by that briefcase:

COMPUTER
May I suggest you pick me up and
propel me in a broad lateral arc.

Magnifico picks up the case -- and swings it savagely. The blow knocks off the soldier's battle helmet and he goes down.

Magnifico just stands there, BREATHING rapidly. He looks terrified. Surprised. Thrilled.

Pritchler drops the final soldier.

Bayta steps closer to the one who attacked her, like she doesn't understand what she's seeing, and suddenly she GASPS.

The soldier's face. It is TORAN.

Pritchler hurries to another soldier and rips off the helmet. Underneath is the face of an OLD MAN. He removes another and sees a TEEN-AGE GIRL. He pulls off a third to reveal the head of a BALDING HEAVY-SET MIDDLE-AGED MAN. Under the last helmet he sees a matronly woman who must be someone's MOTHER.

MAGNIFICO (O.S.)
They were turned.

Pritchler looks at Magnifico, so intensely it frightens him. He backs away as he explains:

(CONTINUED)

CONTINUED:

MAGNIFICO (CONT'D)
The Mule reaches inside your head
and twists everything around, and
when he's done, you belong to him.

Bayta gently holds Toran's head. He looks like the man we knew except for that uniform.

MAGNIFICO (CONT'D)
He was turned.

Suddenly Toran's eyes open...

Bayta looks at him, hopefully. She opens her mouth to say something. And he puts his hands around her neck. Squeezes.

Toran's face is filled with rage and hate as he chokes Bayta.

She tries to get his hands off her neck, but can't, staring into that twisted version of a face she used to know so well.

Toran rolls on top of her and

Pritchler tries to pull him off. He hits Toran several times and finally breaks him loose.

Bayta GASPS for air. Toran runs at them, like a wild animal.

A SHOT rings out and a RED HOLE appears in his back. Bayta SCREAMS as Toran goes down. MORE SHOTS ring out and the walls all around them erupt. Pritchler is GRAZED BY A BULLET.

SOLDIERS are running into the alley from the street SHOOTING.

Pritchler pulls Bayta to her feet. She tries to fight for a moment, wanting to stay, trying to get to Toran, but he pulls her away and finally she runs.

The soldiers are gaining ground. Still FIRING. Pritchler leads Bayta and Magnifico toward a RUN-DOWN OLD SHACK. They hurry inside, as if hoping to find a place to hide. The old door with a broken hinge BANGS awkwardly shut. Moments pass.

The soldiers approach the shack, cautiously. Weapons raised.

They methodically surround the building. Still no sound or movement from inside. Slowly they begin to close the circle.

A soldier reaches the door and

The shack BURSTS APART as a SMALL SPACECRAFT ROCKETS THROUGH THE ROOF rising toward the sky on a trail of SMOKE AND FLAME.

INT. PRITCHER'S SHIP -- DAY

PRITCHER works the controls inside a small cockpit. BAYTA is belted in behind him along with a wide-eyed MAGNIFICO. The BRIEFCASE is open and sits in a special cavity relaying data:

COMPUTER
Systems are go. Firing booster
in five, four, three, two, one.

There is a DEAFENING ROAR and everyone is forced back into their seats. It looks painful. Through the cockpit windows we watch the sky dissolve away. Now they begin to see STARS.

The booster rockets cut out and the ship falls SILENT. They are floating above the planet.

Finally they have a moment to rest. They look beaten down, all of them, especially Bayta, just staring out at the stars.

Then comes the unwelcome BEEP.

COMPUTER (CONT'D)
I have a proximity alert.

PRITCHER
What is it?

COMPUTER
Hard to say.

They look through the window. Nothing for a moment. Then we can see that something is floating closer, tumbling slowly end-over-end. Gradually it takes the shape of a human being.

It is a BODY horrifically embalmed by the pressures of space.

BAYTA
Oh no...

Pritch, Bayta, and Magnifico can only watch as the corpse drifts toward them striking the cockpit with a ghastly THUNK.

MORE CORPSES are visible drifting toward the ship. They are sailing in a sea of the dead.

The bodies continue to hit the hull with a THUNK THUNK THUNK.

PRITCHER
Can we make the jump?

COMPUTER
Not until we clear the debris field.

(CONTINUED)

CONTINUED:

Magnifico grows more unsettled with every strike on the hull.

PRITCHER

Try and relax. The good news is
they'll have a hard time finding
us in here.

Suddenly the universe turns red as an ENERGY BEAM slices past
the bow of the ship like a giant knife. The vessel shudders.

COMPUTER

They are beginning their search.

ANOTHER ENERGY BEAM cuts through space. Even closer to them.

Magnifico panics. CRIES OUT. Fights with the straps of his
chair. He stumbles from the cockpit into the rear cargo bay.

Quickly Bayta releases herself.

BAYTA

I'll get him.

ANOTHER ENERGY BEAM cuts through space. Even closer to them.

Bayta enters the small hold and sees Magnifico huddled in the
corner. The ship ROCKS. She stumbles forward. He sees her.

MAGNIFICO

You lied! There's nowhere to
hide! You lied to me!

ANOTHER ENERGY BEAM cuts through space. Even closer to them.

Bayta almost reaches him when:

COMPUTER

Incoming.

A WALL OF ENERGY appears between Bayta and Magnifico. It is
strange. They don't understand it at first, staring at one
another through a shimmering red wall. And then realization.

IT HAS SLICED THROUGH THE HULL.

COMPUTER (CONT'D)

Hull is compromised. Activating
containment field.

The energy beam disappears and:

The cargo hold SPLITS into two halves. Emergency FORCEFIELDS
activate locking in the atmosphere, but Bayta can only watch
helplessly as Magnifico's small piece of the ship drifts off.

(CONTINUED)

CONTINUED: (2)

He screams out for her but she can't hear him. Bayta looks around frantically. Sees a TETHER LINE. She thinks about it for only a moment. Takes the end. Ties it around her waist.

PRITCHER
(to the computer)
Take the controls!

Pritchler bolts out of his seat and starts toward the rear, and for the first time something he sees actually shocks him.

Bayta is running for open space.

She drags the elastic tether behind her. Pritchler jumps and tries to catch the line, but his fingers miss by mere inches.

He can only watch as Bayta runs:

PRITCHER (CONT'D)
NO!

Bayta leaps through the containment field and SAILS ACROSS SPACE. She floats past the petrified corpses of the dead and

Magnifico stares in wide-eyed wonder. She drifts toward him.

Bayta breaks his forcefield and lands inside his tiny section of the ship. BLOOD TRAILS FROM HER EYES AND EARS. The vessels in her cheeks have burst in the vacuum. She looks like she's passed through hell, and yet, her voice is gentle:

BAYTA
Hide in my arms.

Magnifico buries himself in her body. Bayta holds him tight.

Pritchler yanks on the tether and

Bayta and Magnifico sail back across the void through a sea of corpses. ONE OF THE DRIFTING BODIES seems to watch them pass, staring with horrific eyes, its mouth open grotesquely.

Magnifico never moves. Just holds on. Bayta looks like she is not going to survive when

They break through the forcefield...and drop to the floor of the sliced cargo hold. Pritchler hurries over. Looks at her.

And yells toward the cockpit:

PRITCHER
Get us out of here!

(CONTINUED)

CONTINUED: (3)

The small ship jumps across space. Through the windows we watch the galaxy BLUR and a NEW SET OF STARS takes its place.

DISSOLVE TO:

Magnifico cradles the unconscious Bayta. He gently caresses her bruised cheek, and carefully sets one hair back in place.

MAGNIFICO

Did you see how she flew? She
flew across the universe, just
to save me.

Pritchler injects her arm with the contents of an odd SYRINGE. Magnifico watches him work.

MAGNIFICO (CONT'D)

(innocently)
Has anybody ever done that for
you?

Pritchler just shakes his head. Finishes his work. Finally:

PRITCHER

You're a lucky man.

Magnifico watches him walk off. It looks like that had an impact on him, like no one ever called him lucky before, or even referred to him as a man.

Pritchler reenters the cockpit.

COMPUTER

Ready for the next jump.

PRITCHER

Go.

The small ship jumps across space. Through the windows we watch the galaxy BLUR and a NEW SET OF STARS takes its place.

Magnifico is still thinking about what Pritchler said. He looks down at Bayta cradled in his arms and pulls her closer.

DISSOLVE TO:

Bayta opens her eyes. Sees where she is. Magnifico is lying beside her, sleeping like a baby. We have never seen him so peaceful. Very carefully Bayta slips out from under his arm.

She covers him with a BLANKET.

Bayta moves toward the cockpit and steps inside. Pritchler is at the controls. He knows that she entered but says nothing.

(CONTINUED)

CONTINUED: (4)

BAYTA
Thank you. For getting us off
the planet.

PRITCHER
You're welcome. Feeling better?

BAYTA
Yes.

Suddenly, she looks impatient:

BAYTA (CONT'D)
Now that that's out of the way...
can I ask you a fucking question?

PRITCHER
Sure.

BAYTA
(angry)
How did the Foundation let this
happen? You people are supposed
to know everything.

PRITCHER
Let's review what we do know.

Pritchler hits a button on the control panel. PICTURES AND SURVEILLANCE FOOTAGE OF BAYTA appear floating in the cockpit.

PRITCHER (CONT'D)
You're a Foundation-er by birth.
Real name is Bayta Darrel. You
are a Level 4 historian, and a
member of the Seldon opposition
...the so-called "underground."

Pritchler turns. Looks at her.

PRITCHER (CONT'D)
Until a few weeks ago, you were
being held for questioning on
suspicion of conspiring against
the Foundation.

Bayta watches surveillance footage of her and Toran. They look like they're escaping from some kind of prison facility.

PRITCHER (CONT'D)
You escaped from detention along
with a fellow subversive you met
behind bars. Since then the two
(MORE)

(CONTINUED)

CONTINUED: (5)

PRITCHER (CONT'D)
of you have maintained a platonic
relationship while masquerading
as a married couple on honeymoon.

Bayta plops in a seat. Waits.

PRITCHER (CONT'D)
Then the bombs started dropping.

BAYTA
Okay. So you were following me.

PRITCHER
Yes.

BAYTA
Why?

PRITCHER
You seem to have a talent for
attracting conflict. You are
dynamic, vigorous, and lively.

BAYTA
Are you asking me out?

PRITCHER
I thought if I followed you
around you'd eventually stumble
into something interesting.

BAYTA
What the hell kind of spy are you?

PRITCHER
I collect information. Right
now your little friend back
there is the only source of
information we have regarding
the Mule.

She watches him. He goes on.

PRITCHER (CONT'D)
He's developed an attachment to
you. That's good. But it means
I'm going to need your help.

BAYTA
My help.

PRITCHER
To awaken the Foundation.

(CONTINUED)

CONTINUED: (6)

BAYTA
(skeptical)
You think it needs to be "awakened?"
From what?

PRITCHER
The Foundation never acts unless
told to by the equation. If the
equation is no longer predicting
the future we're in grave danger.

She smiles.

BAYTA
Why Mr. Pritch, you sound like
an intellectual subversive.

PRITCHER
For the time being, yes.

The computer abruptly speaks:

COMPUTER
We are prepped for final jump.

PRITCHER
Go.
(back to Bayta)
That monster didn't invade Haven
for wealth or territory. He is
taking the population and making
an army -- and now we know why.
A subspace transmission arrived
while you were sleeping.

The small ship jumps across space. Through the windows we
watch the galaxy BLUR and a NEW SET OF STARS takes its place.

And now, there is a planet. Pritch and Bayta see TERMINUS.

PRITCHER (CONT'D)
The Mule has just declared war on
the Foundation.

EXT. PLANET TERMINUS -- DAY

The surface of Terminus is barren and hostile. Like a large
desolate moon. But it holds a population that lives in the
best comfort high technology can offer -- a DOMED FUTURISTIC
CITY that fulfills the promise of one thousand years of hope.

INT. COUNCIL CHAMBER -- DAY

MAYOR INDBAR stands at a podium addressing a large council chamber filled with empty seats. WORKERS are visible on the perimeter readying the chamber for some official celebration.

MAYOR INDBAR
...and so as we commemorate the
end of the thousand year plan, we
recall the words of Hari Seldon...

He sees EBLING MIS step up and:

MAYOR INDBAR (CONT'D)
Ah, Ebling! You're just in time
to hear my speech. Take a seat.

Ebling looks like he doesn't like him but wants to play nice.

EBLING MIS
Thank you, Mr. Mayor. Right now
I'd like to discuss an important
matter with you, if I may?

MAYOR INDBAR
An important matter? Oh, you're
talking about that little glitch
with the equation.

EBLING MIS
I'm not sure if "glitch" is the
term I would use.

MAYOR INDBAR
I was told that the equation has
returned to normal.

EBLING MIS
Well, yes, it has--

MAYOR INDBAR
Then I'd say that *glitch* was an
appropriate term for a brief
technical problem that has been
resolved, wouldn't you?

EBLING MIS
I suppose so--

MAYOR INDBAR
Good. I'm glad we settled that.
Now stand here while I check the
lighting. I don't want to look
washed out during the broadcast.

(CONTINUED)

CONTINUED:

Ebling doesn't want to do it, but as the Mayor hurries off the stage, he takes his place at the podium. Now Ebling's voice is magnified by the mike:

EBLING MIS
Sir, the equation underwent a massive system failure a moment after the appearance of a new construct.

MAYOR INDBAR
A new construct?

EBLING MIS
(explaining)
A complex representation that is constructed from other simpler representations. A new symbol I haven't seen before.

Mayor Indbar stops backing up. He stares at Ebling on stage.

MAYOR INDBAR
You're a learned man, Professor, but no one can know every single inch of the equation.

Ebling is getting excited. He steps to the side of the small podium and gestures animatedly:

EBLING MIS
Yes, sir, of course. But that's just it! This symbol has never come up before. It's never been catalogued. Never appeared once in a thousand years.

MAYOR INDBAR
Uh, would you move back behind the podium, please?

EBLING MIS
What? Oh, sorry.

Ebling moves back in place. The Mayor does not look pleased.

MAYOR INDBAR
You look washed out.

EBLING MIS
About this symbol--

The Mayor stares up at the ceiling. Tries to see the lights.

(CONTINUED)

CONTINUED: (2)

MAYOR INDBAR
(interrupting)
Did anyone else see it?

EBLING MIS
Excuse me?

MAYOR INDBAR
Did anyone see this mysterious
symbol, except for you?

Ebling doesn't like where this is going. He takes a piece of PAPER from his pocket. DRAWS A STRANGE SYMBOL. Holds it up.

EBLING MIS
This is it, sir. As closely as
I can remember it.

MAYOR INDBAR
And what do you think it means?

EBLING MIS
I believe it may represent an
individual.

MAYOR INDBAR
That would be odd, wouldn't it?

EBLING MIS
(encouraged)
Yes, sir. Very much so.

Ebling descends the stage to get away from that mike. Speaks in hushed tones as they walk.

EBLING MIS (CONT'D)
Psycho-history concerns itself
with the actions of large groups
of people, whole societies, never
individuals. It's possible that
an individual has arisen for whom
the equation is unable to adjust.
Now admittedly, it would have to
be an extraordinary individual--

MAYOR INDBAR
(dismissive)
I doubt extraordinary men exist
in this day and age.

Ebling stops for a moment. He watches the Mayor walk ahead.

(CONTINUED)

CONTINUED: (3)

EBLING MIS
Excuse me for saying so, Mayor,
but hasn't war been declared?

MAYOR INDBAR
You're talking about this "mule"
character. My dear Professor,
there is a great deal of space
between us and the planet Haven.

Now we see an OLD ORNATE VAULT. It's like an ancient relic.

MAYOR INDBAR (CONT'D)
They say Seldon himself would
walk out of this vault, back in
the early days, and address the
Foundation at times of crisis.

EBLING MIS
I know the stories.

MAYOR INDBAR
Do you believe them?

Ebling doesn't answer lightly:

EBLING MIS
With my whole heart and soul.

MAYOR INDBAR
You're a man of solid faith. I
admire that, but I myself don't
believe a word of it.

Mayor Indbar turns and places his hand on Ebling's shoulder.

MAYOR INDBAR (CONT'D)
Hari Seldon was a great man...
but still only a man. There is
no need anymore for old myths.
The reality around us is proof
enough. We made it. We saved
the human race from extinction.

He looks at the vault again.

MAYOR INDBAR (CONT'D)
I don't believe that Seldon is
going to step out of that vault
any more than I think some kind
of extraordinary superman is on
his way here to destroy mankind.

Ebling's time is clearly up:

(CONTINUED)

CONTINUED: (4)

MAYOR INDBAR (CONT'D)
Is the equation working?

EBLING MIS
Yes--

MAYOR INDBAR
And what is it telling us to do
about this "mule?"

EBLING MIS
Nothing.

MAYOR INDBAR
(pleased)
Then stop worrying, and start
enjoying yourself.

Ebling watches the Mayor walk off.

MAYOR INDBAR (CONT'D)
This is a time for celebration!

INT. AUSTERE CORRIDOR -- DAY

BAYTA and MAGNIFICO wait outside a door. Magnifico obviously does not want to go through there.

MAGNIFICO
Maybe they don't want to see me.
Maybe we should go. Maybe--

Bayta reassures him, with a touch.

BAYTA
This is why we came. Remember?

Magnifico nods his head a little.

BAYTA (CONT'D)
I'll be right beside you.

The door opens, and PRITCHER steps out. He gestures them in.

INT. INTERROGATION ROOM -- DAY

MAGNIFICO sits in an imposing chair with a strange APPARATUS attached to his head. He looks nervous. BAYTA is beside him holding his hand. PRITCHER stands a distance away from them.

A group of grim INTERROGATORS stare at Magnifico coldly, and:

(CONTINUED)

CONTINUED:

INTERROGATOR 1
Is it true that you have been a
prisoner of the Mule?

MAGNIFICO
Y-yes.

Behind Magnifico, IMAGES FROM HIS MIND appear, a playback, multiple memories going at once. It's crazy visual insanity.

From the point of view of a prisoner, we are THROWN INTO A DARK CELL. Laughed at by cruel GUARDS. Repeatedly TORTURED.

And now we see THE MULE, that ghostly suggestion of a human being hidden under his forcefields. He oversees the torture.

INTERROGATOR 2
He hides his identity behind a personal forcefield.

MAGNIFICO
Yes.

INTERROGATOR 1
But you have seen his true face with your own eyes?

MAGNIFICO
Yes.

INTERROGATOR 3
What does he look like?

MAGNIFICO
I don't remember.

INTERROGATOR 1
What does he look like?

MAGNIFICO
I don't remember.

INTERROGATOR 2
What does he look like?

Magnifico jerks in the chair, as if in physical pain. He is terrified. Bayta holds on tighter. She wants to object, but suddenly, Magnifico's spasms subside. He stares out at them, as if in some trance, possessed by his own fearsome memories:

MAGNIFICO
He is a man.

(CONTINUED)

CONTINUED: (2)

INTERROGATOR 1
Like us?

MAGNIFICO
No. Not like you.

INTERROGATOR 2
Describe him.

MAGNIFICO
He is tall. He stands above me
like a giant.

We see a DISTORTED IMAGE of an impossibly large man, so tall
his face is lost in the shadows.

INTERROGATOR 3
Would you say he was six feet tall?

MAGNIFICO
No.

INTERROGATOR 2
Seven feet tall?

MAGNIFICO
Yes.

INTERROGATOR 1
What is he doing to you?

MAGNIFICO
He's putting his arm around my
throat, and picking me up. He
is holding me up with one hand
...and I can't breathe.

The distorted image is lifting Magnifico. Closer and closer.

INTERROGATOR 2
Can you see his face?

MAGNIFICO
(almost a sob)
No.

INTERROGATOR 3
Why not?

MAGNIFICO
My eyes are closed.

INTERROGATOR 1
And what happens next?

(CONTINUED)

CONTINUED: (3)

MAGNIFICO
(yelling)
He makes me open them!

INTERROGATOR 2
What do you see?

As Magnifico recalls the memory, a PORTRAIT FORMS behind him.

MAGNIFICO
I see inside his head.

INTERROGATOR 1
You see inside his head? Are you
speaking figuratively?

Magnifico LAUGHS. Very creepy.

MAGNIFICO
No.

INTERROGATOR 1
Then what do you mean?

MAGNIFICO
I mean I see inside his head. He
has no skull. His brains. I see
his brains.

The interrogators share a surprised look. Pritchett watches them. Bayta squeezes his hand:

MAGNIFICO (CONT'D)
His skin is torn away. I can
see the muscles underneath. He
has no lips. I see his teeth
even when his mouth is closed.

The portrait of the Mule forms for all to see, an IMAGE OF ASTOUNDING HORROR, constantly adjusting as Magnifico goes on:

MAGNIFICO (CONT'D)
(getting upset)
I see two holes where his eyes
should be. He has no eyes, but
he can see me. He has no eyes
but he can see!

Magnifico jerks in the chair.

MAGNIFICO (CONT'D)
(panicking now)
It's death to look at his face!
DEATH DEATH DEATH--

(CONTINUED)

CONTINUED: (4)

The lead interrogator works a control panel, and the image disappears. Magnifico slumps. The interrogator gestures and UNIFORMED MEN step over. They take Magnifico from the chair.

He just goes limp in their arms. Bayta shares a look with Pritch. Follows them out. The door slides shut again and:

INTERROGATOR 1
Captain. What is the point of showing us the exaggerated memories of a damaged mind?

PRITCHER
I'm not sure his account can be dismissed so easily.

They look at him, skeptically.

PRITCHER (CONT'D)
Consider this. The Mule commands an army -- and yet he conceals his true appearance, even from his own men. Why give up the advantage of personal leadership?

They seem willing to go along.

PRITCHER (CONT'D)
The reason may be that personal contact would reveal a fact it is vitally important not to reveal.

INTERROGATOR 1
Such as?

PRITCHER
The Mule is not a human being.

CUT TO:

INT. SPACESHIP CORRIDOR -- DAY

THE MULE marches down a long corridor accompanied by the unsettling HUM of his forcefields. We can't see his true self through the fields, just the eerie suggestion of a body.

CUT TO:

INT. INTERROGATION ROOM -- DAY

PRITCHER doesn't give the INTERROGATORS a chance to stop him.

(CONTINUED)

CONTINUED:

PRITCHER

I suspect he is a mutation, and based on the ease with which he took the planet Haven, a highly successful one.

CUT TO:

INT. THE COMMAND BRIDGE -- DAY

THE MULE enters a command center filled with his SOLDIERS. They look like an army of zombies. Their faces have no expression. They move around the ship like human automatons.

CUT TO:

INT. INTERROGATION ROOM -- DAY

PRITCHER gestures as he speaks:

PRITCHER

During the attack, and despite my training, I experienced a feeling of overwhelming panic. I think the Mule can trigger emotions over relatively large distances. Make you feel terror or despair.

The INTERROGATORS fidget uncomfortably as they listen to him.

PRITCHER (CONT'D)

At close range it appears he can access top-level brain waves. Make you see something or forget something. Cause a memory to be associated with pain, as we have witnessed in this room today.

He steps closer. Keeps at it:

PRITCHER (CONT'D)

Given time I believe he can alter neurological patterns and rewrite minds. I've seen normal men and women converted into bloodthirsty soldiers. Magnifico called them "turned" -- as good a term as any.

CUT TO:

INT. THE COMMAND BRIDGE -- DAY

THE MULE steps up to an enormous viewport and looks out over his FLEET OF SHIPS, the assembled vessels of an entire world.

CUT TO:

INT. INTERROGATION ROOM -- DAY

The INTERROGATORS exchange glances. They listen to PRITCHER.

PRITCHER

By now, we have to assume that the entire population of Haven has been affected. The Mule is free to move from planet to planet assimilating even greater numbers into the single largest military force ever conceived.

Pritchier makes his final play:

PRITCHER (CONT'D)
Can a genetic accident be taken into account by the Plan? How could Seldon have foreseen this?

His words hang in the air like the most outrageous blasphemy.

PRITCHER (CONT'D)
It took us a thousand years to build the Foundation. If we do nothing, it will take the Mule an hour to lay it in ruins....

They just stare, for a long time, and say nothing. Finally:

INTERROGATOR 1
Thank you, Captain. We will consider all of the evidence presented here today before making our recommendation to the council.

After the high drama of Pritchier's speech, this pat response is decidedly underwhelming. Pritchier realizes. He is done.

CUT TO:

INT. THE COMMAND BRIDGE -- DAY

THE MULE looks out over his fleet. An expressionless OFFICER steps up. Salutes. His voice has no pitch or tone. Spooky.

(CONTINUED)

CONTINUED:

OFFICER

The world has been processed,
sir. Those unfit for duty are
being returned to the planet,
as you ordered.

INT. SPACESHIP AIRLOCKS -- DAY

PEOPLE UNFIT FOR DUTY are packed tight into airlocks. They are too old, or too young, or too feeble. The lucky ones. They have been forced so close together no one can move, but it's clear nobody would move even if they could. They look hypnotized. They stand there with blank smiles on their faces, too many to count. Thousands. HUNDREDS OF THOUSANDS.

Airlocks on every ship are packed with blank, smiling people.

EXT. ABOVE PLANET HAVEN -- DAY

The airlocks open and COUNTLESS HUMAN BODIES hurl into space. We are far away. We have to be far away to take in the sheer numbers. Genocide has never been so instantaneous. Swarms of human beings tumble into orbit around Haven, their corpses forming an obscene terrible RING around the planet far below.

INT. THE COMMAND BRIDGE -- DAY

THE MULE watches the ring form. We listen to the familiar sound of his forcefield as he turns and walks off the bridge.

CUT TO:

INT. A PRIVATE ELEVATOR -- DAY

PRITCHER, BAYTA, and MAGNIFICO ride an elevator. Magnifico holds Bayta's hand, as usual, looking up at her like a child.

MAGNIFICO
Where are we going?

BAYTA
To see a man. You and I are going
to stay with him for a while.

MAGNIFICO
Will he be mean, like those other
people?

BAYTA
No. I'm sure he'll be very happy
to see us.

(CONTINUED)

CONTINUED:

The elevator opens revealing the face of EBLING MIS. He sees Bayta standing there and scowls:

EBLING MIS
They let you out of jail.

BAYTA
I escaped.

EBLING MIS
Well don't sound so proud of it.

INT. HOME OF EBLING MIS -- DAY

PRITCHER, BAYTA, and MAGNIFICO step inside what must be the most bookish -- but also the most disheveled -- home around. EBLING offers his hand and says:

EBLING MIS
You must be Magnifico. I am very pleased to meet you.

Magnifico stares at the offered hand, perplexed, then places his balled-up fist into Ebling's palm. They shake like that.

EBLING MIS (CONT'D)
Why don't you take a look around.

Magnifico moves through the place looking at everything, the books and the diagrams, and playing with the strange GADGETS.

PRITCHER
Are you sure about this, sir?

EBLING MIS
Quite sure, Captain. I think I can be of some use to him, and he may still have secrets locked up inside that head of his.

He looks them over as if to gauge:

EBLING MIS (CONT'D)
I take it today did not go well.

BAYTA
Ha.

PRITCHER
Not very well. No.

(CONTINUED)

CONTINUED:

EBLING MIS
Try not to judge them too harshly.
(for Bayta)
It's impossible to learn what one
thinks one already knows.

Bayta rolls her eyes. Ebling sees that Magnifico is nearing a tall stand holding some kind of strange MUSICAL INSTRUMENT.

EBLING MIS (CONT'D)
(under his breath)
Good boy. Now pick it up--

Magnifico picks up the instrument. Looks at it. It's an odd little device with a single knob, and certain to attract him.

EBLING MIS (CONT'D)
Ah, what have you got there?

Ebling walks over. Looks at it.

EBLING MIS (CONT'D)
It's called a visi-sonar. Try it.

Magnifico stares at it, uncertain. He places his finger on the lone knob. A SINGLE PLAINTIVE NOTE OF MUSIC is heard, and his eyes widen in surprise.

MAGNIFICO
Where did that come from?

EBLING MIS
From you, my friend.

MAGNIFICO
I have music inside me?

Ebling looks at him, with great warmth, and gently explains:

EBLING MIS
We all do. Every living creature.
The sounds and songs of life. It
is said the best players can strike
notes that are never heard by the
ears, but go directly to the soul.

Magnifico is clearly impressed.

EBLING MIS (CONT'D)
This will be yours to keep while
you're here.

Magnifico happily nods his head and ambles off, like a kid with a toy. Ebling is pleased.

(CONTINUED)

CONTINUED: (2)

EBLING MIS (CONT'D)
(back to Pritch) I have always believed in the therapeutic value of--

He watches the elevator doors slide SHUT. Pritch has just left. Bayta tries to look as if she doesn't care either way.

EBLING MIS (CONT'D)
Not much for good-byes, is he?

BAYTA
Not so big with hellos either.

EBLING MIS
You like him.

BAYTA
(as if appalled)
What makes you say that?

EBLING MIS
Your overly-calculated body language intended to convince me that you don't like him.

Bayta doesn't know how to position her body now. Resorts to:

BAYTA
Damn it.

Magnifico touches the instrument again, and hears another note. Tries again. Ebling and Bayta move onto the terrace.

The view is stunning. We see a great deal of the city, and beyond the enclosure, the grim moon-like terrain of Terminus.

EBLING MIS
You've become a common criminal.

BAYTA
There's nothing common about it.

EBLING MIS
What would your parents say?

BAYTA
(defiant)
I don't know. They died in a shuttle accident when I was two.

EBLING MIS
I've told you all about them.

(CONTINUED)

CONTINUED: (3)

BAYTA
It's not the same thing.

EBLING MIS
They dedicated their lives to
the Seldon Plan.

BAYTA
It didn't save them, did it?

EBLING MIS
You know very well the equation
doesn't concern itself with the
deaths of specific individuals.

BAYTA
(getting upset)
Then to hell with it!

Bayta calms down. She knows that was pointless. From the other room, they can hear Magnifico PLAYING. It is tentative and clumsy, of course, not even music. But she is surprised.

BAYTA (CONT'D)
He's really playing that thing.

EBLING MIS
It doesn't require coordination
or skill, just a kind of free-
form mentality. The best players
are often of low intelligence.

They are discussing Magnifico in order to avoid arguing.
Finally after an awkward pause:

EBLING MIS (CONT'D)
Hari Seldon will not abandon the
Foundation. He has watched over
us for a thousand years.

BAYTA
You really believe that.

EBLING MIS
Have faith.

BAYTA
You're a scientist.

EBLING MIS
Science without religion is lame
...and religion, without science,
is blind.

(CONTINUED)

CONTINUED: (4)

Bayta is getting upset again, and that music is not helping matters. HAUNTING EXTENDED NOTES. It is really very creepy.

BAYTA
Is it supposed to sound like that?

EBLING MIS
I wouldn't expect it to sound any more pleasant, seeing what kind of life that poor creature has no doubt led.

BAYTA
I guess the equation didn't give a damn about him, either.

Ebling looks at her. Saddened.

EBLING MIS
How could I have failed so totally?
I tried to teach you, but you hate it. The equation. The Seldon Plan.
You hate too much.

They realize the music has stopped. And Magnifico is there.

MAGNIFICO
Are you fighting?

EBLING MIS
Not really. Just continuing an old discussion.

MAGNIFICO
About what?

EBLING MIS
A man named Hari Seldon.

MAGNIFICO
What did he do?

EBLING MIS
He died for us.

MAGNIFICO
That's too bad.

Ebling moves down to his level.

EBLING MIS
No. No, it's not. Do you want to see what he did?

(CONTINUED)

CONTINUED: (5)

Magnifico nods, and they start to go. But Ebling pauses for a moment before leaving the terrace. He says one last thing to Bayta, without looking back:

EBLING MIS (CONT'D)
I'm glad you're home.

Bayta looks surprised and wants to respond, but can't find the words...and then he's gone.

INT. EQUATION CHAMBER -- DAY

EBLING MIS and MAGNIFICO lie on their backs in the center of the Seldon equation. It looks unusual, that's for sure, the two of them lying there so casually, on an invisible floor, floating in a universe of math:

EBLING MIS
I wanted to show you my favorite spot. From here it looks endless.

MAGNIFICO
(very impressed)
And Hari Seldon gave this to you?

EBLING MIS
He gave the equation to all of us.
You too.

MAGNIFICO
No. Not me.

EBLING MIS
Why do you say that?

MAGNIFICO
Because I am nothing.

EBLING MIS
You're a human being.

MAGNIFICO
That's not so big a deal.

Ebling thinks about him. Asks:

EBLING MIS
Don't you have a family?

MAGNIFICO
My mother threw me away. No one wants an ugly child.

(CONTINUED)

CONTINUED:

EBLING MIS
Where did you grow up?

MAGNIFICO
On the streets. I can find food
and clothes and hide.

EBLING MIS
Then you've always been alone.

MAGNIFICO
Yes. I used to like it, but now
I like being with Bayta.

Magnifico looks worried. Like maybe he said the wrong thing.

MAGNIFICO (CONT'D)
Is that okay?

EBLING MIS
Of course. I like being with her
too.

MAGNIFICO
Can you read these funny numbers?

EBLING MIS
Most of them. But I'm not a real
psycho-historian. There are none.
Only Hari Seldon truly understood
how the equation works.

MAGNIFICO
Why didn't he tell someone?

EBLING MIS
No one knows. Maybe because if
we knew too much, we might mess
things up. Instead we must have
faith, believe in his plan, and
do as the equation instructs us.

MAGNIFICO
But you think it's broken.

EBLING MIS
I'm worried it's not showing us
the real future. If so we may
have deviated from the intended
course of human events.

MAGNIFICO
Because of the Mule?

(CONTINUED)

CONTINUED: (2)

EBLING MIS
I don't think the Mule was
supposed to exist.

MAGNIFICO
(thinking it through)
Then the numbers can't tell
you what will happen when he
gets here.

EBLING MIS
Exactly. Very good.

Magnifico smiles, proudly. Just stares up at the equation.
And suddenly he looks worried.

EBLING MIS (CONT'D)
What is it?

MAGNIFICO
Nothing.

EBLING MIS
I'm your friend, Magnifico. You
can say whatever is on your mind.

MAGNIFICO
Maybe the numbers don't want to
tell you what's going to happen.

Ebling smiles, a little bit.

EBLING MIS
Why would the equation hide the
truth from the Foundation?

Magnifico's haunted face stares out at the weird mathematics.
He wipes off Ebling's smile:

MAGNIFICO
Because maybe if you knew you'd
never stop screaming.

INT. HOME OF EBLING MIS -- NIGHT

BAYTA moves down the darkened corridor trying not to make
noise. She stops at a room.

The bed inside is empty. Bayta looks around. Sees MAGNIFICO
curled up in a ball on the floor. He is sleeping peacefully.

Bayta continues down the hall and reaches the study. She
hears EBLING talking to himself. She looks in. Watches him.

(CONTINUED)

CONTINUED:

He is furiously filling a blackboard with strange numbers and symbols, his mind calculating faster than his hand can write.

Ebling never hears her slip past. Bayta steps into the open elevator, and takes it down.

EXT. FUTURISTIC STREETS -- NIGHT

BAYTA moves through the antiseptic streets of Terminus City. She looks around to see if the coast is clear, and strangely joins several OTHERS. They continue through the dark city just as clandestinely, and eventually knock on a door. Wait.

The door opens. They go in.

INT. ABANDONED BUILDING -- NIGHT

A HEATED ARGUMENT is echoing through the abandoned spaces of an unoccupied building. We move closer to the dim light and emerge into a claustrophobic space crowded with MEMBERS OF THE UNDERGROUND, about a dozen or so. They all look nervous.

SECTION CHIEF

You shouldn't have come. They know you. You are endangering all of us, Bayta.

A few OVER-LAPPING agreements.

BAYTA

Are you finished?

SECTION CHIEF

Not by a long shot.

BAYTA

Well let me know when you're done because the Mule is heading this way, I've seen him up close, and when he gets here it's all over for the Foundation, and for us -- for every damned thing.

That doesn't change anybody's mind, but it does shut them up.

NERVOUS WOMAN

The council must be taking some kind of action.

YOUNGER MAN

Yeah, they're getting ready for their thousand year celebration.

(CONTINUED)

CONTINUED:

SECTION CHIEF

This city could be falling down
around them and they'd wait for
the equation to tell us to duck.

OVER-LAPPING comments and then

Bayta gestures at a NERDY MAN, one of the small group she met on the street. He activates an odd device and SCHEMATICS OF THE SELDON VAULT fill the air.

Everybody turns and looks at Bayta, as if she's interrupting.

BAYTA

These are the schematics for the Seldon vault, compliments of the Foundation archive.

SECTION CHIEF

(still irritated)

Uh-huh. So what?

SKEPTICAL WOMAN

People have been studying that thing for centuries. We know it's hollow. There's nothing in it.

BAYTA

Not yet there isn't.

No one understands. Bayta gestures at another one of her associates. A MOUSY WOMAN positions some kind of PORTABLE PROJECTOR. She turns it on and

A HOLOGRAM OF HARI SELDON is sitting in the middle of the room. Everyone instinctively moves away from it. The thing looks like a real man at first, until we get a closer look, and realize it is not breathing. Not moving a single muscle.

The Seldon Hologram sits in the chair staring straight ahead.

Bayta brings a small MICROPHONE to her lips, with a devious smile, and carefully enunciates.

BAYTA (CONT'D)

Hello. I am Hari Seldon.

After a slight delay the creepy hologram opens its mouth and:

HOLOGRAM

Hello. I am Hari Seldon.

The words come out in the voice of an old man. A convincing illusion. She looks triumphant.

(CONTINUED)

CONTINUED: (2)

BAYTA

In the middle of the Mayor's speech, the vault doors will open for the first time in six hundred years, and Hari Seldon will address the Foundation.

No one knows quite what to say.

SECTION CHIEF

You're crazy.

BAYTA

Am I?

SECTION CHIEF

I didn't approve this project. How long have you been working on this?

BAYTA

A little over a year.

Everyone is edging closer to the Hologram, hesitantly, like they expect it to move any moment. In many ways it resembles the real Hari Seldon we saw, but an idealized version of him.

They can't take their eyes off it. It's like...seeing Jesus.

NERVOUS WOMAN

It looks just like him.

SKEPTICAL WOMAN

How would you know if it looked like him or not?

YOUNGER MAN

It looks like it looks like him.

SECTION CHIEF

You really think this thing is going to work?

BAYTA

I would expect the return of the Messiah to cause quite a fuss... wouldn't you?

A scared woman crosses herself.

SKEPTICAL WOMAN

What are you doing that for?

That younger man does the same.

(CONTINUED)

CONTINUED: (3)

YOUNGER MAN
I don't even believe this guy
existed and I'm still freaked.

The section chief watches the reactions, considering it, his irritation at Bayta forgotten:

SECTION CHIEF
You do realize that somebody is
going to figure this out.

BAYTA
Who cares? We're creating a
moment. A single moment can
change the course of history.

Bayta looks at them. On fire.

BAYTA (CONT'D)
The Foundation needs someone to
tell it what to do. It's about
to hear the word of God.

EXT. FUTURISTIC STREETS -- NIGHT

PRITCHER crouches on a rooftop across the street. He is carrying his usual BRIEFCASE. He doesn't look very pleasant.

PRITCHER
Are the other units in position?

COMPUTER
Yes.

PRITCHER
We'll wait several minutes, and
then move in.

COMPUTER
Understood.
(short pause)
Sir?

PRITCHER
What is it?

COMPUTER
You are intending to arrest her
this time, aren't you?

PRITCHER
Of course.

(CONTINUED)

CONTINUED:

COMPUTER
Just checking.
(short pause)
Because you know if you don't I
will have to alert central.

PRITCHER
Just get ready to move out.

COMPUTER
Very good, sir.
(short pause)
You know that I enjoy being your
partner, and only speak this way
when it is in your best interest.

PRITCHER
I know. Thank you.

COMPUTER
Thank you, sir.
(short pause)
For a moment, I thought you may
have developed--

PRITCHER
I don't have feelings, computer.

COMPUTER
Yes, sir. I will remember that.

INT. ABANDONED BUILDING -- NIGHT

BAYTA stands there with the other members of the UNDERGROUND waiting for the section chief to make his decision. Finally:

SECTION CHIEF
All right. Let's do it.

Suddenly a small OBJECT BREAKS THE WINDOW and flies through the air attaching itself to the wall. Immediately it shoots out thin TENDRILS that crisscross the room like a spider web.

Bayta and the nerdy man drop to the floor. TWO MORE OBJECTS burst through the walls and FIRE filling the space. The rest of them are hopelessly ENTANGLED.

The mousy woman can't get loose. She removes a DISK from her projector and the SELDON HOLOGRAM DISAPPEARS. She manages to toss it to Bayta a second before:

(CONTINUED)

CONTINUED:

AN ELECTRIC PULSE passes through the wires and everyone is jolted. The group collectively slumps, hanging from the web like food for a large arachnid. The Foundation AGENTS enter.

Bayta and the nerdy man lift a small cover, slipping through a HOLE in the floor. They land hard in the basement and run.

They reach an intersection. Share a quick look and split up.

Bayta races through the sub-level. Sees a tunnel leading out and goes for it. She reaches an exit and runs into PRITCHER.

For a moment they look at each other without much expression.

Then Bayta smiles. Like she's happy to see him. Like she's going to say hey, baby, nice to see you. She turns and runs.

Pritchier FIRES a smaller version of the same device we saw upstairs. The object attaches to her back, filaments quickly wrap themselves around her torso, and a PULSE takes her down.

Bayta hits the floor. Hard. Her eyes are open, staring out at the dirty wall and the floor, but she can't move a muscle.

Pritchier unceremoniously picks her up and drapes her over his left shoulder. Several MORE AGENTS peek through the door from outside, and see him. He gestures okay. They hurry on.

With his free hand Pritchier picks up his BRIEFCASE and starts through the basement, Bayta hanging from him like a rag doll.

COMPUTER
That was a very smooth arrest,
sir. Congratulations.

Pritchier takes a staircase heading deeper under the building.

COMPUTER (CONT'D)
Shouldn't we be going up now?

PRITCHER
Shortcut.

COMPUTER
Of course. Very good, sir. I
believe the prisoner is coming
around.

Bayta slowly begins to stir. She tries to talk, but it comes out like a strange MUMBLE. She kicks her legs ineffectually.

Pritchier walks even deeper into the underground complex and finally stops. Lays the briefcase down. Sets Bayta upright.

(CONTINUED)

CONTINUED: (2)

COMPUTER (CONT'D)
Why are we stopping here?

She is really pissed off and:

BAYTA
(mouth still numb)
Jerk. Let me go!

PRITCHER
To question the prisoner.

COMPUTER
Oh.

Bayta's getting feeling back.

BAYTA
(sounding normal)
So that's it? This is all you
got? You're just going to go
on doing your dirty little job
while the galaxy goes to hell?

Pritchier does not respond. Just fiddles with a small device.

BAYTA (CONT'D)
A large brain is wasted on you,
Captain -- all you need is a
spinal cord!

Pritchier finishes his work.

BAYTA (CONT'D)
At least Hari Seldon had the guts
to take on the empire! You are
nothing but a cowardly--

He hits a button and the cords binding her FALL AWAY. Bayta
stops yelling and looks down at the ropes. Can't believe it.

They look at each other and

She realizes what he's doing, it all snaps into place, and he
pulls her close. They kiss.

COMPUTER
Sir?

COMPUTER'S P.O.V. Through the slightly-distorted lens of the
computer we see Pritchier and Bayta still kissing one another.

(CONTINUED)

CONTINUED: (3)

COMPUTER (CONT'D)
I do not believe this is a proper
interrogation. You leave me no
choice but to initiate a priority
one alarm. I regret this, sir.

We hear some CLICKING. Pritch and Bayta just keep kissing.

COMPUTER (CONT'D)
That is strange. I am no longer
in contact with central command.

Pritch and Bayta finally pull apart, still holding onto one another, both breathing fast.

PRITCHER
It's the walls down here. Your
signal can't get through.

He turns to the computer with:

PRITCHER (CONT'D)
They'll find you eventually.

COMPUTER
And what should I tell them?

PRITCHER
(thinking)
Tell them, it's the end of the
world...and I quit.

COMPUTER
And what if the world does not
end? What will the two of you
do then? Pritch.

Pritch takes Bayta by the hand and they run down a passage.

COMPUTER (CONT'D)
(calling after)
What will you do then?

CUT TO:

INT. A PLAIN HOTEL ROOM -- NIGHT

PRITCHER and BAYTA kiss. It is clumsy and desperate. They fall onto the bed and look into each other's eyes. They kiss again and this time don't stop.

CUT TO:

INT. HOME OF EBLING MIS -- NIGHT

EBLING MIS looks exhausted and discouraged. The study is in complete disarray. He's been working on a long calculation and has scribbled parts of it on every available surface. He looks around at the mess. Thinks. He hurries from the room.

EBLING MIS
Bayta, wake up. I think that
Magnifico was right.

He opens her door and walks in:

EBLING MIS (CONT'D)
I think the equation is lying--

Ebling stops. Sees that no one is here. He looks surprised. Wanders back down the hall. He moves past the other room and Magnifico is no longer lying in the corner. He is gone, too.

CUT TO:

INT. HOTEL ROOM -- NIGHT

PRITCHER and BAYTA make love on the simple hotel room bed. We listen to the SOUNDS OF LOVE-MAKING as we move over them, leave the bed, and move past a small table toward the window.

We travel through the window and

EXT. ON A LEDGE -- NIGHT

MAGNIFICO is sitting on the ledge outside their room. His face is twisted in anger. Grief. He listens. He loves her.

EXT. HOTEL ROOF -- NIGHT

MAGNIFICO climbs onto the roof of the building and perches on the edge, like a deformed little gargoyle. TEARS stream down his cheeks. He clenches his fists. Muffles his own SCREAMS.

Magnifico crouches there over-looking the city. His hand finds something. It is the VISI-SONAR. He stares at it for a moment. Lifts his hands. Slowly Magnifico begins to play.

The notes are simple and so sad.

The MUSIC carries on the wind drifting out into the night....

ON THE TRAIL OF THE MUSIC

We move away from the rooftop and wander through the city seeing regular everyday PEOPLE doing regular everyday things.

They are cooking and sleeping and arguing and laughing, nothing any more or any less extraordinary than that. We go in through windows, move down corridors, enter living rooms.

We see the citizens of Terminus, not lingering long enough to know their histories, just enough to see a story of humanity:

A father tickles a little girl. A grandmother kisses an old photo. A woman fixes her face. A lonely man removes a coat.

We pass Pritch and Bayta again, still making love, but we don't linger here either. They are just a small part of the larger tapestry. We are travelling again past unknown faces.

And always Magnifico's sad simple aching MUSIC plays on, like some eternal lament joining each of these strangers together.

The music overwhelms them. First one. Then another and another. People are gradually but steadily invaded by grief.

It doesn't matter what they're doing. Watching the news. Eating dinner. Undressing. Sitting together. Standing alone. Everybody in the area stops to feel Magnifico's pain.

A man on the street can't walk any further without weeping. The woman in front of her mirror watches the tears roll down her face. No one moves. No one speaks. A city in mourning.

Pritch and Bayta look surprised to see each other crying. They try to understand it. We can see them trying to make sense of it, but they can't and

They hold one another. It looks like they will never let go.

The music continues playing and

EXT. HOTEL ROOF -- NIGHT

MAGNIFICO removes his finger from the knob. The music STOPS.

He stares out over the city with a face drained of everything but his deep and sickening hate.

CUT TO:

INT. EQUATION CHAMBER -- NIGHT

EBLING MIS rides a personal transport up through the levels of the Seldon equation. He reaches his destination and gets out, looking around a while to see if anyone has noticed him.

Ebling pulls a piece of EQUIPMENT from the transport and moves quickly down a long mathematical corridor. Like a guy about to commit a crime. He reaches his destination. Stops.

Ebling opens the device and pulls out two wires. He inserts the ends into the equation, as if plugging two power cords into an invisible wall, and a spot OPENS inside the sequence.

WARNING VOICE

Your interpolation has not been authorized. Did you forget to submit your request, Professor?

Ebling does not answer. Just works faster. His hands shake.

He takes his STYLUS and quickly draws that strange symbol -- the one we saw earlier -- into the equation. Immediately the ALARM bellows, and all around him, the equation goes BERSERK.

A NEW CALCULATION RUNS and Ebling races through a storm of black numbers trying to follow the trail of a new red sequence as it solves itself. Now his eyes fill with horror:

EBLING MIS
The planet Kalagan. Kalagan has fallen to the Mule!

The TECHNICIANS all turn to watch as the equation ripples with the effects of Ebling's alteration. The large security doors open and GUARDS rush in.

Ebling raises his hands to trace the new future, trying to read as much as possible before they come. His voice cracks:

EBLING MIS (CONT'D)
Anacron is next. Planet Anacron will fall today!

Suddenly he is grabbed from behind by the guards, but Ebling doesn't go without a struggle and they have to hold him, pull him away. He keeps fighting.

Ebling sees something as he is dragged off. Something that makes him stop struggling....

He tries to understand it and

CONTINUED:

The guards deactivate his equipment. The equation abruptly
RETURNS TO NORMAL -- and the secrets of the future disappear.

EBLING MIS (CONT'D)
Noooooooooooo!

INT. THE MAYOR'S OFFICE -- NIGHT

MAYOR INDBAR waits in front of a big screen along with a few
of his STAFF. It's the middle of the night. They're hastily
dressed. Then a close-up of the GOVERNOR OF ANACRON appears.

There is a slight time delay between the two distant planets:

MAYOR INDBAR
How's it going, Bill?

GOVERNOR
Couldn't be better. How's that
speech coming?

MAYOR INDBAR
It'll be ready.

GOVERNOR
Looking forward to it.

MAYOR INDBAR
Thanks. Hey, everything quiet
over there on Anacron?

GOVERNOR
Quiet?

MAYOR INDBAR
No trouble of any kind?

GOVERNOR
Just another uneventful orbit
around the sun, praise Seldon.

Mayor Indbar is relieved. But also feels stupid for calling.

MAYOR INDBAR
Yes, praise Seldon.
(short pause)
Well, this call is costing me a
fortune. Good to see you, Bill.

GOVERNOR
Right back at you.

The screen BLIPS OFF. Mayor Indbar turns to his staff with:

(CONTINUED)

CONTINUED:

MAYOR INDBAR

That's it. Keep that crazy old
bastard away from the equation.
And I do not want to hear the
word mule again, you understand?

CUT TO:

INT. GOVERNOR'S OFFICE -- DAY

We see the GOVERNOR OF ANACRON in close-up, exactly as he appeared to Mayor Indbar, with the same friendly smile. The expression drains from his face.

Not just that. His mouth falls open, and his bottom eyelids droop oddly. Something's wrong.

We pull back and see that he is a DECAPITATED HEAD being held in the air by THE MULE. We pull back further and see through a big window. The planet is BURNING. Buildings are FALLING.

The Mule is gripping the head by its hair. He lifts up all that's left of the governor so that they are both eye-to-eye.

Now the head speaks:

GOVERNOR
How did I do, sir?

THE MULE
Very good.

GOVERNOR
Thank you.

The face of the governor spasms a little. Like he's in pain.

THE MULE
Is something the matter?

GOVERNOR
I think I might be hurt.

THE MULE
I removed your head.

The face of the governor thinks about it rather casually and:

GOVERNOR
That's right. I forgot.

THE MULE
Would you like to die now?

(CONTINUED)

CONTINUED:

GOVERNOR
Oh yes. Very much.

The Mule releases his grip on the governor's hair and the head falls with a gross KUNK.

INT. THE COMMAND BRIDGE -- DAY

THE MULE stands on the bridge, and stares out over his FLEET. By now it is composed of vessels from three worlds. We have never seen a fleet of ships even close to this size. He can surround a planet, literally.

That ghostly suggestion of a face considers his great armada.

THE MULE
Set course for Foundation.

CUT TO:

INT. HOME OF EBLING MIS -- NIGHT

The doors open and EBLING MIS returns home. The GUARDS who escorted him don't leave the elevator. The doors slide shut, and Ebling is all alone again.

Or is he? He looks. A window is open. Someone is waiting in the dark. He can sense it.

Moonlight is coming in through the window. Ebling sees the VISI-SONAR lying on the floor.

EBLING MIS
Magnifico? Is that you?

There is no answer. He turns around and MAGNIFICO jumps out of the shadows like an animal.

He knocks Ebling to the floor.

Magnifico looks enraged. He wants to choke him to death. Ebling is in pain. Surprised.

MAGNIFICO
I played that thing! I played that thing like you told me to!

Ebling speaks the best he can:

EBLING MIS
You're hurting me--

Magnifico squeezes him, tight.

(CONTINUED)

CONTINUED:

MAGNIFICO
I played and they felt it!

EBLING MIS
I told you gifted players--

MAGNIFICO
Why did you do that to me?

EBLING MIS
To show you.

MAGNIFICO
To show me what?!

EBLING MIS
You came here filled with fear
and hate, but there is more in
you than that. So much more--

Magnifico loosens his grip, and his face softens. He looks like a scared little boy again.

MAGNIFICO
You made me like him.

EBLING MIS
No.

MAGNIFICO
I made them sad--

EBLING MIS
You shared your feelings. You
gave them a gift.

MAGNIFICO
A gift?

EBLING MIS
You're not alone. No one is
alone. We just think we are.

MAGNIFICO
I don't want to play anymore.

Magnifico buries his face in Ebling's chest, and just holds on. They stay there like that, on the floor where they fell.

After a moment Ebling pats him:

(CONTINUED)

CONTINUED: (2)

EBLING MIS
It's all right, my boy. You
don't have to do it anymore.

DISSOLVE TO:

INT. A HOTEL ROOM -- MORNING

BAYTA walks to the window. Looks out. PRITCHER steps up behind her and slips his arms around her waist. The light in the room is very strange. Something big is going on outside.

EXT. TERMINUS CITY -- MORNING

The city DOME is bursting with vivid colors and shapes, like a high-tech fireworks display filling the entire sky. PEOPLE are looking out their windows, standing on the roofs, and venturing out into the streets.

The citizens embrace one another, and gesture up at the dome.

INT. A HOTEL ROOM -- MORNING

PRITCHER and BAYTA watch them:

BAYTA
This is it. The last day of the
1,000 Year Plan. Will they still
feel like celebrating tomorrow?

PRITCHER
I've watched things happen. Bad
things. To a lot of people who
deserved better. Could've helped
but never did. If the equation
said that was the way things had
to go down, that was good enough.

Pritchler has been a man of few words. But these come easily.

PRITCHER (CONT'D)
There wasn't a single morning I
didn't wake up knowing exactly
where the day was taking me. I
should be terrified right now,
but I'm not. This is the first
time the galaxy seems like ours.

Bayta turns. He looks happy.

PRITCHER (CONT'D)
We'll save it, or we won't, but
it will finally be up to us. I
(MORE)

(CONTINUED)

CONTINUED:

PRITCHER (CONT'D)
 was taught that one man doesn't
 make a difference. And not two.
 Not a hundred or a thousand....
 You showed me different.

She gently caresses his face.

BAYTA
 I think Hari Seldon was a lonely
 man. I don't think he ever felt
 this. If he had, he never would
 have written that equation. It
 never would have occurred to him.
 He would have known--

They turn back to the window.

BAYTA (CONT'D)
 Some things can't be counted.

EXT. CROWDED STREETS -- DAY

PRITCHER and BAYTA wind their way through streets FILLED WITH PEOPLE. It's like a New Year's Eve celebration in Times Square -- but spilling out onto every avenue in the city. Everyone is drinking and dancing and laughing. The human race has been waiting one thousand years to throw this party.

INT. SECRET HIDEAWAY -- DAY

PRITCHER and BAYTA open a basement door and step inside a crowded little space. The NERDY MAN who escaped with Bayta looks up from behind a wall of terminals and makeshift equipment. SEVERAL MORE MEMBERS of the underground look over. Bayta holds up that tiny computer DISK for all to see:

BAYTA
 It's a hell of a party. And wait
 until you meet the guest of honor.

INT. COUNCIL CHAMBER -- DAY

MAYOR INDBAR stands behind the podium looking a little washed out, but delivering his speech with the professionalism of an experienced politician. The entire COUNCIL is in attendance.

The multiple CAMERAS transmit the speech out to the populace.

MAYOR INDBAR
 In those ancient days ten centuries
 ago, when the First Galactic Empire
 was decaying into a paralysis that
 (MORE)

(CONTINUED)

CONTINUED:

MAYOR INDBAR (CONT'D)
would precede its final death, one
lone voice spoke out for the future.

EXT. CROWDED STREETS -- DAY

THE FACE OF MAYOR INDBAR is on billboards, on every screen big and small, on portable handheld viewers, and on the dome. The entire POPULATION watches:

MAYOR INDBAR
Through the mathematics of psycho-history, he foresaw the course of the changing currents sweeping through the galaxy, and sacrificed his own life so that we might hear the word and listen.
(short pause)
That man was Hari Seldon.

Everyone on the street CHEERS.

INT. COUNCIL CHAMBER -- DAY

MAYOR INDBAR waits for the furious CLAPPING to stop and then:

MAYOR INDBAR
It was too late to prevent the Great Fall, but still possible to cut short the suffering and chaos to come, so that only a thousand years would separate the Second Empire from the First.

INT. SECRET HIDEAWAY -- DAY

PRITCHER and BAYTA watch the members of the UNDERGROUND as they furiously work at their makeshift consoles. And finally there is a loud BEEP. The whole apparatus comes to life and:

NERDY MAN
That's it. We're in.

INT. COUNCIL CHAMBER -- DAY

MAYOR INDBAR keeps on talking:

MAYOR INDBAR
We stand here now at the end of that single millennium, each of
(MORE)

(CONTINUED)

CONTINUED:

MAYOR INDBAR (CONT'D)
us bearing witness to the
culmination of Seldon's dreams.

At the other end of the council chamber, the old ornate VAULT suddenly HUMS to life. No one notices at first. But then a council member sitting in the back turns, annoyed at the hum.

He realizes that the noise is coming from the vault. Stares.

MAYOR INDBAR (CONT'D)
The hand of our great Foundation
reaches across the stars and
embraces every known world. The
galaxy is civilized and peaceful.

Another council member looks. Then another. Soon the entire chamber is turning around. Like a mysterious ancient secret, the heavy LOCKING MECHANISM on the vault slowly rotates OPEN.

Mayor Indbar begins to notice that everybody is looking away.

MAYOR INDBAR (CONT'D)
(distracted)
The internal health...of the
Foundation is better than ev--

Finally he just stops and stares. The cameras swivel around.

EXT. CROWDED STREETS -- DAY

The POPULATION of the city watches as the picture reels clumsily, and now the SELDON VAULT comes into focus. There are EXCLAMATIONS. People point. They see the vault OPEN and

INT. COUNCIL CHAMBER -- DAY

Sitting in the deep black of the vault is HARI SELDON. It is mesmerizing. The face stares out from the darkness like a communication from the dead.

MAYOR INDBAR'S mouth hangs open. There are GASPS and the COUNCIL members stand upright. No one moves. No one speaks.

INT. SECRET HIDEAWAY -- DAY

BAYTA watches the tiny screen. Like she can't believe it really worked. Like the moment is finally here. PRITCHER offers the MICROPHONE to her:

PRITCHER
You can do it. Save the world.

EXT. CROWDED STREETS -- DAY

The POPULATION of Terminus waits for Hari Seldon to speak and

INT. SECRET HIDEAWAY -- DAY

BAYTA takes the mike and brings it to her lips. She opens her mouth to begin and hears:

HARI SELDON
This is Hari Seldon.

Bayta stands there holding the mike. *She didn't say anything yet.* Everyone reacts with complete and utter astonishment...

BAYTA
That wasn't me. I didn't say--

Pritch and Bayta share a look.

INT. COUNCIL CHAMBER -- DAY

HARI SELDON suddenly rises from his chair and STEPS OUT OF THE VAULT into the council chamber. Like it's really him. Like he was waiting in there for 1,000 years. MAYOR INDBAR and the COUNCIL react in awe and fear. No one dares breathe.

HARI SELDON
If any of you are standing feel free to sit down, and if you care to smoke, I wouldn't mind. Why should I? I'm just a recording.

EXT. A LARGE TERRACE -- DAY

EBLING MIS steps out onto his terrace and looks up at the image of Seldon on the dome, like a true believer staring at the heavens. MAGNIFICO follows.

HARI SELDON
In a few hours they will come. I have no doubt the authorities will execute me. In fact I intend to see that they do. By the time you get this message, I will have been dead for a thousand years.

INT. SECRET HIDEAWAY -- DAY

PRITCHER and BAYTA move close and just hold onto one another.

(CONTINUED)

CONTINUED:

HARI SELDON

It's been several centuries since I last addressed the Foundation. No doubt many of you believed the stories of my return were just wild superstition. Well good for you. I admire freethinkers. You were, however, wrong.

EXT. A LARGE TERRACE -- DAY

MAGNIFICO runs away and cowers in the corner. Afraid to see.

HARI SELDON

I am as I've always been to those around me -- an annoying reality.

INT. COUNCIL CHAMBER -- DAY

HARI SELDON stands in the council chamber, like any real live politician delivering a speech before the assembled congress:

HARI SELDON

Now to the matter at hand. You are here because my equation has led you through the ages to this point in space and time. You have no doubt wondered why I did not place true psycho-historians among the Foundation. The answer is quite simple. If I had, they would have discovered the truth.

The recording pauses for effect.

HARI SELDON (CONT'D)

The equation is a lie.

EXT. A LARGE TERRACE -- DAY

EBLING stumbles back a few steps, as if from a physical blow.

HARI SELDON

The equation does not predict the future. It simply took you down the path I required you to travel.

EXT. CROWDED STREETS -- DAY

The POPULATION stares at the dome like they don't understand.

(CONTINUED)

CONTINUED:

HARI SELDON
It is not an instrument of
profound or divine illumination
-- but a method of control.

INT. SECRET HIDEAWAY -- DAY

PRITCHER and BAYTA look worried.

HARI SELDON
"Psycho-history" rests on a single
assumption so basic to its design
that it is easily overlooked. To
manipulate the future of the human
race, it assumes there will be no
fundamental change in human beings.

INT. COUNCIL CHAMBER -- DAY

HARI SELDON walks a little and the COUNCIL moves to make way.

HARI SELDON
My initial attempts to devise
a plan to save civilization
ended in frustration. Soon I
realized my efforts were being
thwarted, not by random events
-- but by a genetic mutation.

EXT. A LARGE TERRACE -- DAY

EBLING shows the first signs of hope, and calls to MAGNIFICO.

EBLING MIS
He saw the Mule! He's going to
tell us what to do!

Magnifico peeks from the corner.

INT. COUNCIL CHAMBER -- DAY

The entire COUNCIL watches as HARI SELDON stops and explains:

HARI SELDON
How could I ever hope to combat
such a creature from a distance
of a thousand years, across the
boundary between life and death?
I decided to create--not one--
but two Foundations. The first
would be highly visible, out in
(MORE)

(CONTINUED)

CONTINUED:

HARI SELDON (CONT'D)
the open...while the other
would remain hidden and unknown.

INT. SECRET HIDEAWAY -- DAY

BAYTA begins to guess the truth. Her face fills with horror.

BAYTA
Oh god. We're bait. The decoy.

HARI SELDON
This planet is the technological,
economic, and political center
of the galaxy. Your role in the
plan is to be the final victims
of the creature heading your way.

INT. CROWDED STREETS -- DAY

The POPULATION stares at the dome. They are beginning to get the idea that this is not good.

HARI SELDON
If I appear cruel or unmoved by
the fate I have assigned to you,
understand that I am attempting
to achieve an optimum future for
the entire human race.

INT. SECRET HIDEAWAY -- DAY

PRITCHER takes BAYTA by the hand, and they run from the room.

HARI SELDON
My decision to sacrifice you was
a relatively easy one, and made
long before any of you were born.

EXT. A LARGE TERRACE -- DAY

EBLING falls to the ground and presses his hands to his head.

HARI SELDON
You may take some comfort in the
knowledge that the real Foundation
will survive -- at star's end.

INT. COUNCIL CHAMBER -- DAY

HARI SELDON walks back to the vault. He turns a final time:

(CONTINUED)

CONTINUED:

HARI SELDON

One last thing. You know that psycho-history relies on the inherent predictability of whole societies, and not individuals. Each of you should feel free to try and survive the attack, if you so desire.

MAYOR INDBAR and the COUNCIL look numb, and just stand there.

HARI SELDON (CONT'D)

Either way it won't effect the outcome of the plan.

Seldon walks inside the vault...and the old doors swing SHUT.

Mayor Indbar stares at the vault like he expects Seldon to come back out and say just kidding, but the doors never open.

He releases a guttural YELL and runs at the vault. On cue the entire council does the same. A mob just waiting to explode. They reach the vault -- and force it onto its side.

EXT. RIOTING STREETS -- DAY

PEOPLE on the roof stare up at the dome. One MAN turns and moves from the group. He walks toward the edge of the roof, his face hopeless, and JUMPS.

On a building across the street we see a WOMAN perched on the edge. She jumps. ANOTHER MAN crawls out a window and jumps.

People down on the street SCREAM as the bodies start to fall.

INT. COUNCIL CHAMBER -- DAY

The COUNCIL is striking the vault like madmen. Of course it has no effect. MAYOR INDBAR pushes his way through the group holding a METAL POLE. He tries to pry open the ancient lock.

EXT. RIOTING STREETS -- DAY

FIGHTS break out all through the city. People are SCREAMING and running. A POLICEMAN watches it without much expression. After a moment, he raises his own GUN. Sticks the barrel in his mouth. The people continue to fight as we hear the SHOT.

INT. COUNCIL CHAMBER -- DAY

MAYOR INDBAR and the members of the COUNCIL manage to pry the doors. They force open the vault, their faces triumphant, and look down. It is empty. They begin to fight each other.

EXT. RIOTING STREETS -- DAY

The street is pandemonium. People are smashing the WINDOWS. Men are STRANGLING EACH OTHER and women are being sexually ASSAULTED. Two more policemen raise their guns, point them at one another, and FIRE. A wounded man is LIFTED in the air and thrown. A fleeing old woman falls down and is quickly TRAMPLED. A group of men OVERTURN a car and FIRES break out.

A REPORTER stands there with a microphone, insanely LAUGHING.

INT. THE POWER PLANT -- DAY

Power plant WORKERS step up to their stations and lift heavy tools, or whatever they can find. THEY DESTROY THE CONSOLES.

EXT. RIOTING STREETS -- DAY

PRITCHER and BAYTA try to make it through the MOB. People are tearing each other apart all around them. A VICIOUS MAN blocks their path. He looks rabid. Pritchler takes him down.

BAYTA
Did you see his face?! This is
not just panic--

Pritchler yells over the din:

PRITCHER
The Mule is here!

All through the city, the POWER GOES OUT. Up above them the colors and images running on the dome abruptly disappear and we can see through to space.

The planet is SURROUNDED BY A FLEET OF WARSHIPS in low orbit.

INT. DEFENSE COMMAND -- DAY

SOLDIERS are engaging in hand-to-hand combat with their fellow soldiers. Some manage to pull guns and FIRE. A YOUNG OFFICER notices the high-tech planetary display, and sees the starships in orbit. He looks around for someone. Calls out:

(CONTINUED)

CONTINUED:

YOUNG OFFICER
Sir we're under attack! Sir--

He looks underneath a desk and sees the GENERAL hiding there. He has the shakes. He can't stop himself from trembling and

GENERAL
Run away run away run away....

EXT. A LARGE TERRACE -- DAY

EBLING MIS watches the city destroy itself. He looks empty and lost. Slowly he turns to go. MAGNIFICO follows, scared:

MAGNIFICO
Wait-- W-where are you going?

Ebling walks toward the elevator like a condemned man heading for the firing squad. Magnifico doesn't know what to do... and looks over at the VISI-SONAR.

EXT. RIOTING STREETS -- DAY

PRITCHER and BAYTA move through a narrow alley littered with CORPSES. Like they all killed each other. Now they see him:

EBLING emerges from the building. He looks at the bodies and the burning wreckage. There is the sound of FOOTSTEPS, and Ebling sees the Mule's SOLDIERS marching through the streets.

Slowly Ebling starts toward the grim soldiers, as if he wants to die. He spreads out his arms, pleading, asking for death.

Pritchler and Bayta run toward him. Try to get there in time:

BAYTA
Ebling!

The soldiers stop. Raise their RIFLES, in unison. Take aim.

Suddenly a SHATTERING SOUND pierces the air. Pritchler puts his hands over his ears and falls. Everything goes BLACK....

He opens his eyes a moment later. Sees Bayta coming around beside him. The soldiers are lying motionless on the street. They rush to Ebling, beginning to stir. They help him up and

Pritchler sees MAGNIFICO standing there. With the VISI-SONAR.

MAGNIFICO
I played for them. Bad music.

(CONTINUED)

CONTINUED:

The warships in orbit FIRE ON THE DOME and the entire CITY RUMBLES and shakes. Like an earthquake. But the dome holds.

Pritchler sees a HATCH IN THE STREET and runs over. Opens it.

MAGNIFICO (CONT'D)
No. No more under the ground!

PRITCHER
You don't want to be here when
that dome breaks.

The warships FIRE ON THE DOME again and the city RUMBLES. An enormous CRACK snakes across the dome, like a rip in the sky.

...and Magnifico quickly follows.

INT. UNDERGROUND TUNNELS -- DAY

PRITCHER, BAYTA, MAGNIFICO, and EBLING descend a ladder down into a high-tech subterranean tunnel system. They make it to the bottom, looking beat, and find a long horizontal passage.

EXT. SURFACE OF THE CITY -- DAY

The warships FIRE on the dome, and the sky fills with CRACKS.

INT. UNDERGROUND TUNNELS -- DAY

Now a deafening ALARM sounds. A series of thick EMERGENCY DOORS emerge from the walls threatening to seal off the tunnel. PRITCHER, BAYTA, MAGNIFICO, and EBLING start to run.

EXT. SURFACE OF THE CITY -- DAY

The warships FIRE once again. The REMAINING POPULATION of the city stops their fighting and smashing. They look up at the dome...and what they see shakes them out of their frenzy.

For one last moment they are just everyday frightened people.

INT. UNDERGROUND TUNNELS -- DAY

PRITCHER, BAYTA, MAGNIFICO, and EBLING rush through the last door and fall to the floor. The tunnel seals with a DOOOOOM.

EXT. SURFACE OF THE CITY -- DAY

The warships FIRE one final time and the great dome SHATTERS.

(CONTINUED)

CONTINUED:

The enormous shards do not fall but are BLOWN OUT into space. PEOPLE SCREAM AS THEY RISE INTO THE AIR. The dead and living alike are hurled into orbit. Everything not tied down goes up. VEHICLES and GARBAGE. Men and women try to run but are lifted off their feet as if by the hand of some vengeful god.

INT. THE COMMAND BRIDGE -- DAY

THE MULE watches. Reflected in his forcefield, we see PEOPLE AND OBJECTS HURL INTO SPACE. An image of apocalyptic horror.

There is nothing left on the planet but the remains of the shattered dome, and empty streets. In a matter of seconds Terminus City has been horrifically and vilely evacuated....

EXT. EMPTY CITY STREET -- DAY

THE MULE walks the empty streets. A group of SOLDIERS follow along, a breathing apparatus added to their uniforms. The Mule stops now. His ghostly undefined face surveys the scene. It is a metal ghost town.

The Mule steps over to a HATCH in the street. He studies it.

THE MULE
There are survivors.

INT. AUTOMATED COMPLEX -- DAY

PRITCHER, BAYTA, MAGNIFICO, and EBLING move quickly through a completely automated facility. CORPSES are sprawled on the floor, and SCREAMS echo through the passages with regularity.

Every so often a PANICKED SURVIVOR can be glimpsed running through the adjoining corridors. The entire place is creepy.

They open a door and see a LOADING ZONE. A series of SMALL PODS are being automatically filled with materials, and then the pods are carried on a CONVEYOR BELT out through a tunnel.

PRITCHER
The cannon transports materials to the moon. We should drift right through the blockade. If the Mule hasn't destroyed the refinery it will catch us, open our pods, and we can commandeer a small shuttle.

Pritchler gets right to work. Everyone else just stares at him. Finally he turns back with:

(CONTINUED)

CONTINUED:

PRITCHER (CONT'D)
Don't worry. They used to put
animals in these things.

BAYTA
Did they ever survive the trip?

PRITCHER
Usually, yeah.

INT. UNDERGROUND TUNNELS -- DAY

An airlock opens and THE MULE enters. His SOLDIERS quickly spread out through the underground.

INT. AT THE LOADING ZONE -- DAY

EBLING sits inside of a small pod, like a cramped metal egg, and just stares straight ahead. Not caring if he lives or dies. BAYTA checks the straps:

BAYTA
How does that feel?

Ebling turns to her. After a moment, he seems to recognize her. His eyes fill with TEARS. He tries to speak but can't.

Bayta wants to cry too. Instead she kisses his forehead, and seals up the pod. She watches the conveyor take Ebling away.

INT. UNDERGROUND TUNNELS -- DAY

SOLDIERS hurry through the tunnels finding SURVIVORS. A few put up a fight. The soldiers march them through the complex.

EXT. AT THE LOADING ZONE -- DAY

PRITCHER checks the straps around BAYTA. She wants him to look at her, really look at her, but he is avoiding her eyes.

BAYTA
Please -- look at me.

He stops. Looks into her eyes.

BAYTA (CONT'D)
I want to tell you--

(CONTINUED)

CONTINUED:

PRITCHER
(stopping her)
Why don't you tell me next
time I see you.

Bayta looks stronger now. As if that's given her confidence.

BAYTA
I'll tell you. On the moon.

...and they kiss one last time.

MAGNIFICO sits off in the corner, and just watches them kiss.

Pritchler pulls away and seals the pod. It moves off into the dark, and disappears from view.

INT. THE PATH OF THE POD -- DAY

The small POD moves through a series of passages. It is a bumpy ride for anyone inside and

INT. INTERIOR OF THE POD -- DAY

The pod is knocked around, even rolled over. BAYTA can't see a thing. No windows. Her BREATHING quickens. The pod falls a small distance and jerks to a stop. Bayta is reclining back like an astronaut waiting for the countdown to begin....

There is an enormous ROAR. She is pushed back into her seat.

INT. THE PATH OF THE POD -- DAY

The small POD is propelled through an enormously long BARREL. At the end of it lies the STARS.

EXT. THE PATH OF THE POD -- DAY

The POD bursts from the opening atop the highest MOUNTAIN and sails into orbit. It floats harmlessly past the fleet of WARSHIPS and follows the other pods tumbling toward the MOON.

INT. AT THE LOADING ZONE -- DAY

PRITCHER opens the next pod. He looks at MAGNIFICO and says:

PRITCHER
Come on. Don't be afraid.

(CONTINUED)

CONTINUED:

Magnifico just stays in the corner and stares. His voice is a little different. A bit edgy.

MAGNIFICO
I'm not afraid.

PRITCHER
Glad to know it, now move.

He enters a few numbers on the small console in the interior.

PRITCHER (CONT'D)
You're going to hear a lot of noises and be bumped around a little. Then you'll have the acceleration. After that you won't feel a thing--

Pritchler turns around again, and Magnifico hits him with a LARGE PIPE. Pritchler goes down.

He falls hard. His head is bleeding. He tries to get up and

Magnifico looks frantic. Hits him again. This time he stays down. Magnifico edges close, slowly, like he's still afraid.

But he grows more confident and:

MAGNIFICO
You have to stay. You can't come. You have to stay here.

Suddenly he kicks him and yells.

MAGNIFICO (CONT'D)
Stupid. Stupid!

Now he looks as if he might cry:

MAGNIFICO (CONT'D)
She was supposed to love me, not you. Not you.

Magnifico inches toward the pod.

MAGNIFICO (CONT'D)
She will love me. She will!

Magnifico climbs into the pod. He straps himself in. The small capsule seals shut and disappears inside of the tunnel.

Pritchler tries to force himself up. Falls back to the floor.

INT. INTERIOR OF THE POD -- DAY

The pod is fired from the cannon. MAGNIFICO looks terrified.

INT. AT THE LOADING ZONE -- DAY

The SOLDIERS move down the tunnels, and stop at the entrance to the loading area. They take a moment to get ready then run inside. But no one is here.

The soldiers take position and FIRE. The pods burst and the entire complex GRINDS TO A HALT.

Now we see PRITCHER painfully pulling himself into a recess. He tries not to make a sound....

EXT. TOWARD THE MOON -- DAY

The PODS tumble toward the moon.

INT. INSIDE THE PODS -- DAY

BAYTA sits inside the small capsule. Her hair drifts in the zero-gravity. She just BREATHES.

INT. INSIDE THE PODS -- DAY

MAGNIFICO acts like a crazy man trapped inside a padded room. He beats on the hull and SCREAMS.

INT. INSIDE THE PODS -- DAY

EBLING stares straight ahead. Thinks. After a moment he reaches in his pocket for a PEN.

He writes on the interior of the pod, numbers and symbols, calculating faster. And faster.

EXT. TOWARD THE MOON -- DAY

The PODS tumble toward the moon.

INT. THE UNDERGROUND -- DAY

SURVIVORS are lined up along either side of a tunnel. They look strange. Emotionless. THE MULE strolls down the aisle:

CONTINUED:

THE MULE

Terminus has fallen. Now I will
remake the galaxy in my image. I
will begin here, with you, the
last survivors of the Foundation.

Inside of the fields, that ghostly suggestion of a man grins.

THE MULE (CONT'D)
Tear off your faces.

The survivors bring their hands to their faces and dig the fingers into the skin. We follow the Mule as he moves away, and soon begin to hear SCREAMS.

The Mule walks further. Abruptly, he stops. As if he has sensed something. He seems to forget it and simply walks on.

Down a dark passage, and around the corner, we find PRITCHER.

He stands flat against the wall trying not to be seen. The agonized screams of the survivors ripping their faces ECHO through the tunnels. He waits.

After a moment he sees the coast is clear. The BODY of a soldier is at his feet. And Pritch is wearing his uniform.

SOLDIERS are marching down the tunnels, leaving the facility.

Pritch puts on the helmet and

The screams are OVER. Pritch enters the tunnel. He steps past the bodies lying on the floor, their faces a bloody mess, and joins the soldiers....

CUT TO:

INT. INSIDE THE POD -- DAY

BAYTA sails inside the claustrophobic capsule. Suddenly she hears a sound. A THUMPING on the hull. She CRIES OUT in surprise as the pod violently rocks. More DEAFENING NOISE and finally the top swings open.

INT. REFINERY, MOON -- DAY

BAYTA has arrived at the automated facility and her pod is moving along a conveyor toward the large GRAPPLING ARMS that are unloading the raw materials. Bayta jumps out of the pod.

She looks around. Sees something. EBLING'S POD is lying open, the interior visible. She steps closer to it. Closer.

(CONTINUED)

CONTINUED:

The inside of the pod is FILLED with mathematics. Ebling has scribbled an equation on every available inch of space. It looks like the work of a madman.

Bayta starts walking through the facility looking for Ebling.

It's not hard. She just follows the calculation SCRAWLED ON THE WALLS. Bayta grows worried.

She sees him through a small hatch. EBLING is hurrying back-and-forth across the cabin of a SHUTTLE. His movements are energetic. This isn't the man who wanted to die on Terminus.

INT. SPACE SHUTTLE -- DAY

BAYTA steps inside and watches EBLING. He does not even seem to notice her there, and when he does turn around, acts like there's no time for salutations.

EBLING MIS

Oh, you're just in time to help me program the jump coordinates.

BAYTA

Are you feeling all right?

EBLING MIS

What? Never better! Could you step out of the way? There's no time to lose.

Bayta moves out of the way and Ebling fiddles with a console.

BAYTA

Where are we going?

Ebling grabs her, his eyes afire:

EBLING MIS

To find the Second Foundation!

And he runs around the cabin again. Bayta looks dumbfounded.

BAYTA

How do we know there even is a Second Foundation?

EBLING MIS

Because Hari Seldon told us so.

(CONTINUED)

CONTINUED:

BAYTA
In a message 1,000 years old.
Even if he did create another
one there's no guarantee they
survived.

EBLING MIS
They survived. I'm sure of it.

BAYTA
Then where the hell are they?

EBLING MIS
Seldon told us. We will find
them "at star's end."

BAYTA
What does that mean?

EBLING MIS
(way too cheerful)
I haven't the slightest idea!

INT. MOON REFINERY -- DAY

Another POD arrives. MAGNIFICO frantically scrambles out and

INT. SPACE SHUTTLE -- DAY

BAYTA tries to talk some sense into the seemingly mad EBLING.

BAYTA
If they're out there, then why
didn't they do something by
now? Why didn't they help us?

EBLING MIS
Suppose we had known about the
existence of another Foundation
somewhere in the galaxy. What
would we have done?

BAYTA
Gone looking for them.

EBLING MIS
And that is why their existence
was kept secret. But don't you
think the other Foundation would
have suffered the same curiosity?

(CONTINUED)

CONTINUED:

BAYTA
You're saying Seldon didn't tell
them the truth either?

EBLING MIS
What better method to keep them
hidden? To keep them safe!

Ebling keeps running about:

EBLING MIS (CONT'D)
They may not even know about
the Mule or suspect their true
purpose in the Plan. They may
be waiting for us to find them.

BAYTA
(skeptically)
At star's end.

EBLING MIS
Precisely!

BAYTA
That sonuvabitch Hari Seldon
put us here to die. You heard
him as well as I did.

EBLING MIS
He couldn't speak freely. The
Mule might have been listening.

INT. MOON REFINERY -- DAY

MAGNIFICO follows the equations scrawled on the walls. Now
he hears the MUTED talking.

INT. SPACE SHUTTLE -- DAY

EBLING moves to BAYTA. He speaks with heartfelt conviction:

EBLING MIS
My mind has never been clearer.
I can't explain it. It's like
Seldon is operating through me.
I know we were put here for a
reason -- and it wasn't to die.
It can't have been only to die!

She looks like she wants to believe. It is just not in her.

(CONTINUED)

CONTINUED:

BAYTA

You think I hate everything you stand for, but you're wrong. I wish I could believe the universe is following some master "plan," and everything is happening the way it should, but I just can't.

MAGNIFICO is at the hatch. They see him...and the expression on his face. Immediately Bayta knows something's very wrong.

MAGNIFICO

Soldiers. The soldiers came. He fought them, bravely, but there were too many. He was hurt, very badly.

Bayta takes a step back, as if that will somehow make him stop, and finally her legs give out. She falls to the floor.

Magnifico runs to her. Takes her hand. Looks into her eyes.

MAGNIFICO (CONT'D)

With his last bit of strength he put me in the pod and told me to go. He said that I had to take care of you. For him.

Bayta is trying not to break down. It is taking everything that she has just to listen:

MAGNIFICO (CONT'D)

And then he died.

Magnifico suddenly reaches out and wraps his arms around her, holding her, comforting her.

And when his ugly little face is out of view he slowly grins.

CUT TO:

INT. MULE FLAGSHIP -- DAY

The SOLDIERS walk through the corridors in perfect formation.

INT. A LOCKER ROOM -- DAY

The SOLDIERS are methodically removing their armor. One of them takes off his helmet revealing PRITCHER. The men and women around him move by rote. Devoid of emotion. They do not look at each other. Do not talk. Pritchler watches them.

INT. SHIP CORRIDOR -- DAY

The SOLDIERS file out of the room and disperse through the corridors, human automatons going about their assigned tasks. PRITCHER drains the emotion from his face. Walks through the passage doing his best to mimic the others taken by the Mule.

CUT TO:

EXT. SPACE SHUTTLE -- DAY

Nothing but stars. Now a SHUTTLE jumps back into real space.

INT. SPACE SHUTTLE -- DAY

EBLING MIS and MAGNIFICO stare out at the ruins of TRANTOR. It looks like a great metal ball, but the surface is scarred and rusted. A giant scrap-heap.

EBLING MIS

Trantor. This was the heart of the First Galactic Empire. If there are clues to the meaning of the phrase *star's end*, they may be found in the old library. But there are no continents or seas to help us with navigation.

Ebling sinks into his chair. Suddenly, he looks frustrated. Uncertain. Like it is too much.

EBLING MIS (CONT'D)
This isn't my area of expertise--

Magnifico lays his hand on Ebling's shoulder to reassure him.

MAGNIFICO

You're the smartest man I ever met, Professor. You'll figure it out.

Ebling doesn't have confidence, and is about to say so, when his expression suddenly changes:

EBLING MIS
(getting an idea)
The palace could be seen from space. If we can find the remains of the Imperial Palace we may be able to extrapolate the location of the library...

(CONTINUED)

CONTINUED:

He starts tapping furiously at the controls. Magnifico lets him work, not wanting to disturb him, and quietly moves away.

Now he sees BAYTA at the hatch. She must have been watching.

MAGNIFICO
Are you feeling better, Bayta?

Bayta nods her head. He smiles.

MAGNIFICO (CONT'D)
I'm glad.

And he leaves the main cabin. Bayta watches him go, as if some worry or suspicion has begun to enter her mind. She moves across the cabin, looks around, and pulls open a panel.

Inside are a number of BLASTERS.

She takes out one of the holsters. Looks at it for a moment, and almost puts it back. Then quickly she buckles it around her waist. Something BEEPS and

EBLING MIS
The Imperial Palace, I found--

Ebling sees what she is wearing. Bayta pulls the weapon from its holster. She looks it over.

EBLING MIS (CONT'D)
What are you doing with that gun?

BAYTA
Holding it.

EBLING MIS
I can see that. Why?

Bayta holsters the blaster. She stares after Magnifico with:

BAYTA
I don't know yet.

INT. RUINS OF TRANTOR -- DAY

BAYTA, MAGNIFICO, and EBLING make their way through the deteriorating husk of Trantor. The entire planet was encased in metal and the surface is one long endless interior. The only current inhabitants seem to be exceedingly large VERMIN.

The place has an unsettling life of its own. Although dark and cavernous, scattered technology still runs.

(CONTINUED)

CONTINUED:

They hear the occasional deep RUMBLE of machinery coming to life. Now and then they see blinking lights or jerking automatic doors.

Bayta wields a FLASHLIGHT and leads the group. She has a PACK on her back filled with supplies, and wears her BLASTER.

Ebling is beginning to show signs of fatigue. It's not easy to traverse this wreckage. Magnifico moves close, and Ebling puts an arm around his shoulder.

EBLING MIS
Over there! Shine your light--

Bayta points the flashlight. A door is partly open, and beyond, we see what could be the remains of the old archives.

INT. ANCIENT ARCHIVES -- DAY

BAYTA, MAGNIFICO, and EBLING squeeze in through the doors and look around at the vast space that once held the accumulated knowledge of the empire. The ghosts of the past are palpable here, such obvious accomplishment laid waste. No one speaks.

Ebling and Magnifico walk together to a high-tech PEDESTAL, and Ebling gently lays his hand on it. Waits. After a long moment one small LIGHT within shines dimly. A spark of life.

EBLING MIS
(to Magnifico)
There is hope. Come. Help me.

BAYTA
You need to rest now.

EBLING MIS
I'm fine.

BAYTA
You look terrible.

EBLING MIS
I'll feel better when I get to work. Don't worry. Magnifico will attend me.

Bayta just watches the two of them lumber off into the ruins.

CUT TO:

INT. MULE'S QUARTERS -- DAY

THE MULE moves through his living quarters encased in his forcefields, every movement accompanied by that familiar HUM.

THE MULE

There was a time when I was
nothing -- and the universe was
determined that I remain so.

The room is packed with FOLLOWERS. Men and women of varying ages. They are positioned casually around the room, as if they're all guests at a dinner party listening to their host.

The blank expressions on their faces make it one eerie party.

THE MULE (CONT'D)

Then one day, men came...brutal
men, with the desire to kill me.
My death had nothing to offer
them, save for simple amusement.

As the Mule wanders through the room his soldiers all move
their heads, following him, their faces devoid of expression.

THE MULE (CONT'D)

As the killing blows descended
upon me I began to welcome the
darkness and the peace sure to
come. Then, to my surprise, I
felt my essence expanding --
until I was observing my body
being beaten, watching through
the very eyes of my assailants.

There is a collective GASP from everyone present. They are
like living marionettes playing their parts in his sick show.

THE MULE (CONT'D)

My mind was repulsed by what I
saw and I instinctively let out a
single thought: STOP! And stop
they did. At the moment that
should have been my death, the
power within me came to life, and
my would-be killers became the
first of my "devoted" followers.

Now a big creepy smile appears on every face inside the room.

THE MULE (CONT'D)

With them I took a town. With
the town I took a city. With
the city I took a world. Then
(MORE)

(CONTINUED)

CONTINUED:

THE MULE (CONT'D)
another and another -- and now
the Foundation itself.

And there is unanimous CLAPPING.

THE MULE (CONT'D)
The so-called guardians of the
human race, who did not care
enough about one human being,
have paid the price for their
hypocrisy.

In the rear of the room, behind the others, we find PRITCHER.

THE MULE (CONT'D)
The Foundation was blinded by
the false teachings of Seldon.
He taught them that history
will make puppets of us all...
but am I not living proof to
the contrary?

The ghostly suggestion of a face stares out at his followers:

THE MULE (CONT'D)
I have done in days what Seldon
could not do in a thousand years!
The galaxy is in order at last.
The Second Empire has arrived...
and I am its Emperor.

FOLLOWERS
(in unison)
ALL HAIL MULE! LONG LIVE MULE!

Pritchler watches from the rear, not quick enough to join in, but none of them seem to notice.

The Mule turns and looks at the stars. For the first time, he sounds a little melancholy, even through the distortion caused by his thick forcefields.

THE MULE
Will the future call me master,
or monster? Perhaps I am just
the man who upset the universe.

Pause. Now he sounds impatient:

THE MULE (CONT'D)
Leave me. I must rest.

Everyone turns in unison and heads out of the room. Pritchler steals one last look at the Mule.

INT. SHIP'S BARRACKS -- NIGHT

The Mule's SOLDIERS lie flat on their backs, arms at their sides, legs together, everyone sleeping like they're spread on a cold slab in some morgue. Lying among them is PRITCHER.

After a moment he opens his eyes.

Very slowly, Pritchler rises. He sets his feet on the floor, gently. Now stands up. Pritchler walks past the other bunks.

He reaches the door and it opens.

INT. SHIP'S CORRIDOR -- NIGHT

PRITCHER edges out into the passage. No one here. It looks like a ghost ship. He moves stealthily through the corridor.

INT. A SUPPLY CLOSET -- NIGHT

PRITCHER works inside a narrow claustrophobic space. He is constructing a small SPHERE that resembles a strange grenade.

INT. SHIP'S CORRIDOR -- NIGHT

Standing right outside the door where Pritchler is working we see a dozen of the Mule's SOLDIERS. They stand there like live zombies, without expression, watching the door creepily.

INT. A SUPPLY CLOSET -- NIGHT

PRITCHER finishes his work. Returns the tools. He hides the small SPHERE in his clothes. Takes a moment to remove the emotion from his face, and gets ready. He opens the door and

INT. SHIP'S CORRIDOR -- NIGHT

The corridor is empty again. Like a ghost ship. PRITCHER looks around...and starts carefully back down the passageway.

CUT TO:

INT. ANCIENT ARCHIVE -- NIGHT

BAYTA conceals herself behind the ancient data banks. She watches MAGNIFICO dart from between the aisles and quickly scurry off, his arms overflowing with dusty over-sized BOOKS.

(CONTINUED)

CONTINUED:

Only when Magnifico has gone does Bayta step into the open. She moves down the aisles looking for Ebling. Sees a table overflowing with more old volumes and active VIEWING DEVICES.

There is a tangle of CORDS everywhere connecting the viewers and the dim LIGHTS to various small POWER SOURCES. No sign of Ebling yet. Then she hears what sounds like SCRATCHING...

...and sees EBLING on the floor.

Bayta does not look pleased. Ebling is scrawling an ENORMOUS EQUATION on the floor of the archive. He crawls on his hands and knees. He does not look up, but knows that she is there:

EBLING MIS

I tell you sometimes I wonder
what is going on inside me. I
seem to recall a time when so
much was a mystery to me, and
now I see it and I understand.

He does not stop writing. He never stops. Not for a moment.

A series of makeshift FLOODLIGHTS illuminate the equation. We can see that this thing stretches on into the darkest recesses of the ruins. He's going to cover the entire floor.

EBLING MIS (CONT'D)

There are numerous references to star's end from the time of Hari Seldon, but they do not indicate a specific region, interpreting the phrase as meaning the far or opposite end of the known galaxy.

Bayta watches him. The way you look at a loved one who is starting to slip away into sickness or insanity. He goes on:

EBLING MIS (CONT'D)

Of course what is the other end of the galaxy? It is circular, and a circle has no end. Follow the rim of a circle and you end up back at your starting point!

He does not stop writing. He never stops. Not for a moment.

EBLING MIS (CONT'D)

But in truth the galaxy is not a flat ovoid, nor is the periphery a closed curve. It is a double spiral -- and what is the other end of a spiral, but the center?

(CONTINUED)

CONTINUED: (2)

Everything that comes out of his mouth makes her want to run.
He babbles on faster and faster:

EBLING MIS (CONT'D)
And so you see that any attempt
at a physical interpretation of
the phrase not only fails to pin
down the location, but actually
expands the area of search to
include all of colonized space!

He does not stop writing. He never does. Not for a moment.

EBLING MIS (CONT'D)
That is an irrelevant solution,
and we must remember that Hari
Seldon was a psycho-historian,
not a physical scientist. And
what would "star's end" mean
to a man of his sensibilities?

Bayta waits for the rest of it, knowing she won't like it a bit...but the rest never comes.

Ebling is staring in shock at the equation he just completed.

EBLING MIS (CONT'D)
Oh my word.

CUT TO:

INT. MULE'S QUARTERS -- NIGHT

PRITCHER slips inside the dark quarters and patiently surveys the scene. No one here. He moves quietly across the room to a new vantage point. Looks clear.

Quickly Pritchler moves deeper into the room, and stops beside a door, his back against the wall.

CUT TO:

INT. ANCIENT ARCHIVE -- NIGHT

BAYTA watches helplessly as EBLING scurries around looking down at the equation at his feet. Like he cannot believe it.

BAYTA
What is it? What do you see?

CUT TO:

INT. BEDROOM CHAMBER -- NIGHT

PRITCHER looks inside. There is a large empty bed. THE MULE can be seen staring out the window with his back to the door.

In one fluid motion Pritchler runs into the room and throws the strange SPHERE he made. The thing sails through the air.

It attaches to the Mule's back and ELECTRICITY SNAKES CRAZILY around his body ATTACKING HIS FORCEFIELDS. The Mule writhes.

And suddenly, he stops his jerking. The Mule falls backward.

He hits the floor hard flat on his back. The forcefields are in FLUX. Pritchler runs to the Mule and stands over the body.

Pritchler holds a JAGGED PIECE OF METAL like a homemade knife.

The first layer of forcefield SPUTTERS OUT. The Mule is more visible than ever before. There really is a man in there and

The forcefields continue to SPARK -- and now the second layer SPUTTERS OUT. The face of the Mule comes into sharper focus.

Pritchler positions his grisly weapon and waits for the rest of the field to give way. He can't wait to thrust the knife.

CUT TO:

INT. ANCIENT ARCHIVE -- NIGHT

EBLING turns to BAYTA finally. He looks like a wild man, his face gaunt and sick, his hair a tangle. Ebling stares out with eyes full of illumination:

EBLING MIS
There is a Second Foundation,
and it can win. Bayta. The
Second Foundation can defeat
the Mule if it is given time!

Bayta listens to him. Despite her better judgement she finds herself getting caught up in the moment, hoping against hope.

EBLING MIS (CONT'D)
It must not be taken. If it
is captured by the Mule
prematurely then we are lost.

Bayta sees MAGNIFICO slowly, quietly emerge from the shadows.

(CONTINUED)

CONTINUED:

BAYTA
(roughly)
You. Get out of here.

EBLING MIS
Let him stay and hear it all.

BAYTA
No. I want him to go -- now.

Magnifico looks from one to the other not knowing what to do.

EBLING MIS
(in anger and pain)
Let me speak. I have to get
this out of my head!

CUT TO:

INT. BEDROOM CHAMBER -- NIGHT

PRITCHER is poised over the prone body of THE MULE. The last layer of forcefield DISAPPEARS--

And Pritchler looks down in surprise at the face staring back.

It is pale like a corpse. The eyes are rolled back in their sockets and the mouth hangs open. A bullet HOLE in its head.

Pritchler stares at the face of the PRESIDENT of planet Haven.

CUT TO:

FLASHBACK. On television the President holds a pistol to his own head smiling happily, and pulls the trigger to a GUNSHOT.

CUT TO:

Pritchler stares at the face. Out of the open mouth comes a vile sound slowly rising up from the throat. It is LAUGHTER.

CUT TO:

INT. ANCIENT ARCHIVE -- NIGHT

BAYTA watches MAGNIFICO. He wants to hear what EBLING found:

EBLING MIS
The Second Foundation has kept
itself secret with good reason.
The secrecy must be upheld, do
you hear me? It has a purpose.

CUT TO:

INT. BEDROOM CHAMBER -- NIGHT

PRITCHER tries to run away--but only makes it a few feet--and then he can't control his legs. He drops onto his knees as that LAUGHTER fills the room and

Pritchier brings his hands to his head, his face contorted in pain, and finally, he collapses.

CUT TO:

INT. ANCIENT ARCHIVE -- NIGHT

BAYTA looks like she wants to stop it all. She just listens.

EBLING MIS
No matter what happens to us,
the Mule must not discover the
true meaning of "star's end."

Bayta turns. Watches MAGNIFICO.

EBLING MIS (CONT'D)
We have to go. The information
we carry is vital. We must get
to the Second Foundation before
the Mule does.

MAGNIFICO
You know where they're hiding?

EBLING MIS
Yes.

Ebling looks at Magnifico, and smiles, as if the promise of peace is here at last. He says:

EBLING MIS (CONT'D)
Finally, I can tell you. The
Second Foundation--

There is a DEAFENING NOISE. We are looking at a RAGGED HOLE in the wall where Ebling stood. He is not there anymore, and now we see a PAIR OF LEGS teetering bizarrely, obscenely, and then the legs fall to the floor.

The shocked Magnifico hurries over to what's left of Ebling, but there is nothing to be done:

MAGNIFICO
YOU KILLED HIM!

Bayta stands there shaking...and holding her smoking BLASTER.

(CONTINUED)

CONTINUED:

Now we see the deformed body of Magnifico slowly rise and straighten, standing tall for the first time. Somehow his twisted spine has been repaired.

His back is to Bayta as he says:

MAGNIFICO (CONT'D)
 When did you know? A second
 before you pulled the trigger,
 I suppose. Well done. I was
 expecting, if you fired, that
 you would fire at me. It is
 not an easy thing to surprise
 a man of my peculiar talents.

And Magnifico turns around. He mocks her, with a formal bow.

MAGNIFICO (CONT'D)
 Allow me to introduce myself.
 (short pause)
 I am the Mule.

Bayta stands there, still aiming the blaster, frozen, unable to move or speak. He has her.

MAGNIFICO (CONT'D)
 Poor Ebling. Thanks to me his mind
 was operating at peak efficiency
 for the first time in his life. Of
 course, the process was killing him,
 but he would have lived long enough
 for my purposes...if not for you.

Magnifico's face does not look that different, but he is no longer a grotesque joke. His ugly features have lost their childlike quality. His fear is gone. His bearing is strong.

He steps close to Bayta, and looks at her, with great desire:

MAGNIFICO (CONT'D)
 The first time you saw me, you liked
 me, without my having to juggle your
 emotions. You were neither repelled
 nor amused. You liked me.

Magnifico reaches out to Bayta and gently caresses her cheek.

MAGNIFICO (CONT'D)
 And so I stayed out of your mind. I
 couldn't bring myself to tamper with
 it. My first -- and only -- mistake.

Now he abruptly lets go of her.

(CONTINUED)

CONTINUED: (2)

MAGNIFICO (CONT'D)
I sense your...revulsion. How silly.
I could make you love me very easily.
It would be an artificial love, but
there would be no difference between
it and the real emotion. Not to you.

Magnifico steps away from her then, and seems to reach out with his mind. Sensing things.

MAGNIFICO (CONT'D)
The fleet is here. My new second-in-command will arrive soon. Oh, here he comes, would you like to meet him?

Bayta does not move. She just stands there. But her eyes reveal the fear her body can't.

And PRITCHER steps into view. We recognize the dead look on his face. Seen it before on countless others. He is turned.

MAGNIFICO (CONT'D)
The brave Captain infiltrated my soldiers and tried to kill what you thought was the Mule. Just a shell into which I deposited a part of my mind, in the process giving birth to your "Magnifico."

He steps back toward Pritchier.

MAGNIFICO (CONT'D)
I am relieved to be whole again. Walking around like a frightened clown does grow rather tiresome.

And now he commands his slave:

MAGNIFICO (CONT'D)
Say hello to Bayta. After all, she loves you.

Pritchier turns his head and looks at her, without expression.

PRITCHER
Hello.

And he turns back to Magnifico.

PRITCHER (CONT'D)
The fleet is ready to depart on your command, sir.

(CONTINUED)

CONTINUED: (3)

MAGNIFICO
Very good, Captain. Very good.

Magnifico has a final thought:

MAGNIFICO (CONT'D)
Look on the bright side, my dear.
You have found your faith. Only a
true believer in the Seldon Plan
would kill to hide the location of
the Second Foundation.

Bayta's eyes burn through him.

MAGNIFICO (CONT'D)
I can feel the hate. I think you
hate Hari Seldon as much as you
do me. Maybe you picked the wrong
side. I will find them, you know.
If they exist I will destroy them.

Magnifico leaves her there. She points a blaster at nothing.

MAGNIFICO (CONT'D)
Or do you really think I will be
defeated by a man who took his
last breath 1,000 years ago? A
dead hand against a living will!

Pritchler walks through the door, without turning back. But
the Mule stops. He looks at her, one last time, pain and
regret spreading over his face:

MAGNIFICO (CONT'D)
I will let you live. My foolish
mistakes are my own. I will let you
live...in the name of friendship.

Then his expression hardens. He gives us one last look of
bottomless hate. And he is GONE.

Bayta stands in the center of the room pointing that blaster.

She hasn't moved since she shot Ebling, the pathetic remains
of his body visible on the floor.

She stands there for the longest time, like a statue, unable
to blink. The seconds tick away.

Bayta holds the weapon. There is no sound, just the silence.

She does not move. Not a muscle.

Her finger is on the trigger and

(CONTINUED)

CONTINUED: (4)

Suddenly Bayta FIRES the blaster. Again and again and again. Like she's been trying to pull that goddamn trigger forever and now she cannot stop shooting.

The sound of the blasts die and Bayta lifts her head up high.

She opens her mouth and RELEASES A DEFIANT SCREAM that rises up from somewhere deep inside her and challenges the heavens.

TO BE CONTINUED

IN

SECOND FOUNDATION