INT. SARAH JANE'S ATTIC -- DAY

CONTINUOUS FROM EPISODE ONE.

LUKE, CLYDE, RANI before MR SMITH. TYBO in the background.

MR SMITH
Detonation in fifty five seconds.
You must run! Now!

RANI
Mr Smith, stop it!

MR SMITH
I cannot cancel Sarah Jane's order.

CLYDE
But Sarah Jane didn't order you to explode. It was some freaky alien inside her!

MR SMITH
Detonation in forty seconds.
Only she can command me to disarm.

Tybo steps forward with his raised gun.

TYBO
I stop.

Luke pushes the gun aside, angrily.

LUKE
No! We need Mr Smith to find mum!

TYBO
Then do something. Now.

MR SMITH
You have thirty four seconds.

More hydraulic steam bursts from Mr Smith, his screen goes crazy with graphics. The bang is getting close...

RANI
Come on, Luke. You can do this.

LUKE
I'm trying to think...

CLYDE
You haven't got time to think. You're a genius. What would Einstein do?

RANI
He never had an alien computer in his attic that turned into a bomb.

(CONTINUED)
Luke suddenly gets it -

LUKE
Mr Smith, you're a Xylok and what is most important to a Xylok?

MR SMITH
Purpose.

CLYDE
I was expecting wire cutters here, not chit-chat.

LUKE
And what is your Purpose? What did Mum tell you was your Purpose?

MR SMITH
To defend and protect Earth.

LUKE
And that Purpose over-rides all other protocols.

MR SMITH
Yes.

TYBO
Ten Earth seconds.

LUKE
Mum's orders endanger Earth. Your Purpose over-rides her command. You have to stop the detonation.

MR SMITH
Your point seems logical. I must consider...

RANI
No! Just do it!

And the red screen returns to normal and the clock stops at 001.

MR SMITH
Detonation suspended.

CLYDE
Who else could talk a bomb out of going off?

LUKE
Mr Smith, where is Mum?

CUT TO:
INT. GENETEC SYSTEMS. NANO LAB -- DAY

SARAH JANE is covering YORKE with the sonic.

SARAH JANE
Now, Mr Yorke, input the nanoform activation codes. I don't have much time.

YORKE
You're mad! You said yourself the nanoforms can't do more than push a few atoms together!

Sarah Jane inserts a flashdrive into one of the computer terminals. Strange alien symbols flood across the monitor screens.

SARAH JANE
I think you'll find they've just been upgraded. Now enter the codes!

She pushes Yorke into a seat at a computer with surprising strength. Yorke does as he's told.

YORKE
You are crazy!

She indicate the flashdrive.

SARAH JANE
Don't worry. I brought blueprints. Your nanoforms are going to build me a spaceship.

FX SHOT: Androvax's tongue flashes across her face.

CUT TO:

INT. SARAH JANE'S ATTIC -- DAY

LUKE, CLYDE, RANI and TYBO are before MR SMITH - who has diagrams of a classic Roswell UFO on his screen.

MR SMITH
In 1947 a spacecraft crash-landed in New Mexico -

RANI
You're talking about Roswell.

Clyde throws her a look...

CLYDE
You mean that really happened?

RANI
Come on. Try to keep up.

(CONTINUED)
CONTINUED:

MR SMITH
The US military re-engineered a craft from the wreckage. Sarah Jane had me acquire the schematics from the computer system at their Dreamland base in Nevada.

LUKE
And she's taken them to Genetec. Of course. Nanoform technology could build it from raw atoms.

CLYDE
What are you talking about?

LUKE
Mum was doing an article about nanoforms - tiny robots who can build anything. Androvax is going to get them to build him a spaceship before the Judoon get here in thirty minutes? Don't those things take tea breaks?

CLYDE
Nanoforms have to be stored dormant at sub-zero temperatures because of the massive energy they create once activated. They're fast, Clyde.

TYBO
Must hurry. Stop Androvax escaping.

MR SMITH
Sarah Jane - or Androvax - knew you would follow. So my self-destruct protocols were engaged.

CLYDE
Yeah. Well Androvax isn't going to leg it with Sarah Jane. We're going to stop him, and before Captain Tybo's space-plods get here.

(to Tybo)
No offence.

MR SMITH
The matter is more pressing than that, Clyde.

CUT TO:
INT. GENETEC SYSTEMS. NANO LAB -- DAY

Computer screens across the lab are lighting up with streams of alien text. YORKE, still at the computer, looks about him, shocked. SARAH JANE regards with a big smile.

YORKE
What's happening? The nanoforms, they're multiplying!

FX SHOT: The nanoform tanks are becoming agitated. Turning darker.

(CONTINUED)
CONTINUED:

SARAH JANE
They're responding to my programming.

The cylinders start to shake.

Yorke runs to them.

YORKE
The safety protocols can't cope with that rate of multiplication. They'll swarm!

Alarms start to ring out.

SARAH JANE
I'm releasing them, Mr Yorke! I'm releasing them to build my ship!

YORKE
If they get into the environment they'll take the whole planet apart!

Sarah Jane's eyes are alight with malevolence.

SARAH JANE
They have been programmed to build my spacecraft. My escape from the Judoon. Then, what better way to cover my tracks than to destroy Earth?!

A buzzing sound, like bees....

FX SHOT: The tank ruptures and a black swarm spills out. Sarah Jane raises her arms, triumphant.

SARAH JANE (CONT'D)
Do your work, my Army of the Infinitesimal.

As Yorke cowers...

CUT TO:

INT. GENETEC SYSTEMS. SECURITY OFFICE -- DAY

HARESH and GITA, confined to the security office, looking on, concerned as the alarms wail. The SECURITY man is on the phone - hitting numbers, getting nowhere...

HARESH
(to the Security Man)
What is that? A fire alarm?

(CONTINUED)
SECURITY MAN
Just stay there.

As the Security Man heads for the door.

GITA
You can't just leave us here!

SECURITY MAN
You can't go anywhere. That's a Level One Security Alert. The building has been locked down.

And the Security Man shuts the door on them. Haresh tries the door. Locked. Starts banging on the door.

HARESH
I'm not standing for this!

GITA
I don't think he's listening.

Haresh is frustrated. Gita is a little fearful. Determined Haresh grabs a letter opener from the security man's desk and gets down, looks at the keyhole - hasn't got a clue what he's doing. Gita regards.

GITA (CONT'D)
Haresh, don't get upset, my darling, but - well - you are more of a Jamie Oliver than a James Bond.

HARESH
And what's that supposed to mean?

GITA
Piccalilli is more your style than picking locks.

CLOSE ON frustrated Haresh.

HARESH
Gita, just let me concentrate.

He turns back to the lock - trying to work out what the hell he's going to do. To be disturbed a moment later by a jangle. Gita holding a big bunch of keys.

GITA
They were in his drawer.

Haresh gives her a big smile and starts to try the keys.

CUT TO:

EXT. GENETEC SYSTEMS BUILDING -- DAY

RANI, CLYDE, LUKE and TYBO are next to the parked police 4x4. Luke points to Sarah Jane's CAR.

(CONTINUED)
CONTINUED:

LUKE
Look. Mum's definitely here.

CLYDE
And that's great, but does someone want to tell me what's going on up there?

FX SHOT: The roof of the building is engulfed in a strange black mist - the nanoforms at work, building something on the roof.

LUKE
It's the nanoforms. Must be. They're converting the atomic structure of the top floor.

RANI
Into Androvax's spacecraft?

CUT TO:
INT. GENETEC SYSTEMS. LABORATORIES -- DAY

On a monitor screen SARAH JANE watches TYBO, LUKE, CLYDE and RANI by the Police 4x4.

SARAH JANE
So the Judoon and his puerile posse have survived my trap.
(a thought...)
Perhaps that strange boy of yours really is as special as you seem to think, Sarah Jane.

INNER SARAH JANE (O.S.)
Oh, he is!

Sarah Jane, shocked by the voice, sees our heroic and defiant INNER SARAH JANE reflected in a glassy surface...

INNER SARAH JANE (CONT'D)
And, believe me, he and the others will stop you.

SARAH JANE
I don't think so!

Angry Sarah Jane fires the sonic at the surface - it shatters.

SARAH JANE (CONT'D)
(back to business)
I'm sure your security systems will keep them at bay, Mr Yorke.

As YORKE eyes a button on a control panel, and gathers his nerve...

CUT TO:

EXT. GENETECH SYSTEMS BUILDING -- DAY

RANI, CLYDE, LUKE and TYBO head towards the entrance.

RANI
We've only got ten minutes before the Judoon enter Earth orbit.

TYBO
Judoon will secure building. Androvax trapped.

RANI
Yeah? And then what about Sarah Jane?

TYBO
Humans irrelevant.

(CONTINUED)
LUKE
Not to me! Sarah Jane is my mother!
What's wrong with you?

TYBO
* Halt!

RANI
What?

Tybo indicates a sign. HAVE YOU PAID AND DISPLAYED.

TYBO
Directive must be obeyed.

CLYDE
You have got to be kidding!

The kids look at each other and with a sigh, Rani gets out some change and moves out of shot.

CUT TO:

GITA and HARESH run to the big glass doors. But they won't open.

GITA
Locked!
CONTINUED:

HARESH

Has to be some way out. Come on!

And they rush out of the reception - as - outside - LUKE, CLYDE, RANI and TYBO approach the locked doors (unaware).

CUT TO:

EXT. GENETEC SYSTEMS BUILDING -- CONTINUOUS

CLYDE, LUKE, RANI and TYBO now at the main doors. Clyde pushing at the door pad at the side.

CLYDE

Locked.

Tybo raises his gun.

TYBO

Key.

CUT TO:

INT. GENETEC SYSTEMS. NANO LAB -- CONTINUOUS

YORKE launches past SARAH JANE at the button (Sc 7).

The alarm dies.

CUT TO:

EXT. GENETEC SYSTEMS BUILDING -- CONTINUOUS

Clyde still pushing at the door pad. And now the doors automatically open before TYBO can fire.

CLYDE

Must have a magic touch.

They all pile into the building.

CUT TO:

INT. GENETEC SYSTEMS. NANO LAB -- CONTINUOUS

SARAH JANE is furious with YORKE.

SARAH JANE

What have you done?

YORKE

Over-ridden the security systems.

Unlocked the lock-down.

SARAH JANE

You know, I think you've out-grown your usefulness.

Sarah Jane grasps Yorke's head with her outstretched hand.  

(CONTINUED)
CONTINUED:

FX SHOT: A flash in his eyes as he is entranced.

* CUT TO:
INT. GENETEC SYSTEMS. RECEPTION AREA -- DAY

LUKE, CLYDE, RANI and TYBO cut across reception. Luke finds a plan of the building on a wall - quickly locates the laboratories.

LUKE
That's where she must be. The laboratories.

RANI
But which ones? This place goes on forever...

CLYDE
Right now, we've got another problem...

And facing them are the SECURITY MAN and two other GUARDS. However, their eyes are on Tybo.

CLYDE (CONT'D)
It's all right... He's the police, honest... Evenin' all.

TYBO
You obstruct Judoon.

Tybo primes his weapon.

RANI
No!

SECURITY MAN
No-one said anything about flaming aliens in the contract!

And the security men - as one - make a bolt for the doors.

CLYDE
Come on.

They move off at a run.

CUT TO:

INT. GENETEC SYSTEMS. AREA 2 - 1ST FLOOR -- DAY

RANI is leading as she, LUKE, CLYDE and TYBO search for the stairs at a pace. She swings around a corner -

Ahead of her (they haven't seen her) - GITA and HARESH studying another plan of the building.

Quickly, Rani pulls back around the corner, signalling the others to stop and be quiet.

(CONTINUED)
CLYDE
What is it?
RANI
My mum and dad.
LUKE
What?

Clyde, Luke, and Rani peer around the corner again at Gita and Haresh. The kids pull back again.

LUKE (CONT'D)
Mum. She gave Gita the Genetec brochure. Remember.

Tybo primes his gun again.

TYBO
Parents compromise mission.

RANI
No! You leave them alone!

The kids try to stop him - but Tybo steps out, aiming gun. The kids, half a beat behind him.

But Haresh and Gita have gone.

Luke spots the stairs.

LUKE
Come on. Quickly.

RANI
But Mum and Dad. They don't know what they've walked into...

CLYDE
They'll find their way out. Don't worry. Come on, the Judoon will be in orbit any minute.

And they head up the stairs.

CUT TO:

INT. GENETEC SYSTEMS. ENTRANCE (AREA 1) -- DAY

HARESH and GITA enter the deserted area.

HARESH
There has to be a way out somewhere.

FX SHOT: Four helmeted JUDOON TROOPERS teleport in right in front of Haresh and Gita.
Haresh and Gita are frozen with shock. Their eyes popping. Gita grabs Haresh's arm.

\[\text{GITA}\]
Haresh!

\[\text{HARESH}\]
I know.

\[\text{GITA}\]
Aliens!

\[\text{HARESH}\]
I know, Gita! I know!

The TROOP LEADER steps forward.

\[\text{TROOP LEADER}\]
Sho blo fo jo mo!

Haresh struggles for something to say...

\[\text{HARESH}\]
Hello. And welcome to Earth.

Gita curtsies.

\[\text{GITA}\]
Very nice to meet you.

The Troop Leader pulls out his translator, aims at Haresh.

\[\text{HARESH}\]
We hope you come in peace.

The Troop Leader plays back the speeded up line *wehopeyoucomeinpeace*, then connects the translator.

\[\text{TROOP LEADER}\]
Language assimilated. Earth English. You will be catalogued.

Another gadget.

\[\text{TROOP LEADER (CONT'D)}\]
Species - human. Unimportant.

The Troop Leader pushes past.

\[\text{HARESH}\]
Just a minute. This is our planet. I demand to know what you're doing here.

\[\text{GITA}\]
Haresh, this might be our planet, it isn't your school. Maybe we should just let them get on.

(CONTINUED)
CONTINUED: (2)

She gives the Troop Leader a sparkling smile.

TROOP LEADER
Female of species more intelligent.
Obstruction carries penalty.
Disintegration.

HARESH
So much for coming in peace!

GITA
Haresh! Ssshh!

TROOP LEADER
Troop!

The Judoon march out. Haresh and Gita look on open-mouthed.

CUT TO:

INT. GENETEC SYSTEMS. NANO LAB / STAIRS -- DAY

A monitor screen shows a computer graphic image of the flying saucer. Half built. Taking shape and growing. YORKE in B/G, immobile.

SARAH JANE
Soon my ship will be complete!

PRAC EFFECT: Reflected in a window - INNER SARAH JANE.

INNER SARAH JANE
And then what, Androvax? You let the nanoforms destroy Earth?

Sarah Jane spins around towards the window...

SARAH JANE
Why can't you be quiet? I needed a body to hide in, not a conscience!

INNER SARAH JANE
Everyone has a conscience, Androvax. Even you. You've just buried it so deep down you can't hear it any more. But I'm here now. And remember that wasn't my choice!

Sarah Jane notices another monitor - LUKE, CLYDE, RANI and TYBO advancing up the stairs.

SARAH JANE
I'd be quiet if I were you.

Inner Sarah Jane clocks the kids on the monitor. Fills with dread.

INNER SARAH JANE
No! You leave them alone!

(CONTINUED)
CONTINUED: 

FX SHOT: Androvax's tongue wipes across Sarah Jane's face.

CUT TO:

INT. GENETEC SYSTEMS. AREA 2 - 1ST FLOOR LANDING -- DAY  

CLYDE, RANI, LUKE and TYBO reach a lab door - AUTHORIZED PERSONNEL ONLY. Clyde goes to pass through - Tybo stops.

TYBO  
Authorized personnel only.

RANI  
Come on now, you are having a laugh!

TYBO  
Rules must be obeyed.

LUKE  
Under the Shadow Proclamation's rules you shouldn't be on Earth.

TYBO  
Accident.

Clyde pushes open the door...

CLYDE  
Whoops! Accident!

And goes through...

CUT TO:

INT. GENETEC SYSTEMS. LABORATORY -- CONTINUOUS  

RANI, LUKE and TYBO follow CLYDE into the deserted lab taking it in. In one corner of the lab there is a large glass walled chamber with a heavy, wheel-lock door bearing warning logos - NO UNAUTHORIZED ACCESS.

Tybo's communicator beeps. He gets it.

TYBO  
So yo vo cho?

TROOP LEADER (O.S.)  
(communicator)  
Wo mo mo...

Clyde, Luke, Rani...

RANI  
The Judoon. They're here.

CLYDE  
I'm no maths genius. But that means trouble just got squared to about a zillion.
RANI
If Androvax has still got Sarah
Jane the Judoon will take them
both!

Luke's eye is on the chamber.

LUKE
We have to slow them down. And I
think I know how.

And he pulls open the chamber door, as Tybo finishes his
communication. Clyde gets it. Bounds into the chamber.
Pretends to find something.

CLYDE
Captain Tybo. Look at this.

Tybo follows Clyde into the chamber.

TYBO
What?

Luke and Rani shove Tybo hard from behind.

Clyde leaps back out of the chamber. They slam the heavy
door shut on him.

CLYDE
You're nicked, mate.

Tybo turns, enraged. Tries to fire his gun at the door
but nothing happens. The kids watch through the glass
wall.

LUKE
It's an electro-dampening chamber.
Nothing electronic will work in
there. Not Tybo's gun or his radio.
Now the Judoon will have to find
him as well as mum.

Within the sound-proofed chamber, angry Tybo is hammering
on the glass wall.

RANI
But, boy, are we in trouble when
he gets out of there.

Clyde gives Tybo a salute as they rush out of there.

CUT TO:
INT. GENETEC SYSTEMS. AREA 2 - 1ST FLOOR LANDING -- CONTINUOUS

LUKE, CLYDE and RANI run across the corridor and through another door –

CUT TO:
INT. GENETEC SYSTEMS. NANO LAB -- CONTINUOUS

LUKE, CLYDE and RANI run straight into waiting SARAH JANE. Smiling. Menacing. She opens her arms wide, a parody of a welcome.

SARAH JANE

The kids stare. Unsure.

SARAH JANE (CONT'D)
(menacing)
What's wrong? Don't you want to give me a hug?

CUT TO:

INT. GENETEC SYSTEMS. WALKWAY NEAR NANO LAB -- DAY

The JUDOON are shoving doors open, checking rooms. Working like an efficient hunting machine.

And hiding around a corner, watching - GITA and HARESH.

HARESH
They seem to be looking for something - or someone.

GITA
Haresh, those are aliens. Aliens with guns. We should be calling the police not playing I-spy.

HARESH
Considering the entire building is locked, Security took your mobile, and none of the phones here work, I don't see what else we can do.

GITA
My phone! That security man. He's got my phone - all my contacts. What if they disintegrate him? I'll be proper scuppered. Come on. We've got to find it.

As the Judoon move off, Gita leads Haresh off on her mission.

CUT TO:

INT. GENETEC SYSTEMS. NANO LAB -- DAY

SARAH JANE, LUKE, CLYDE and RANI as they were.

(CONTINUED)
LUKE
There are more Judoon here now. They'll find you. So take your spaceship and give me my mum back.
SARAH JANE
I don't think so. I've come to
know Sarah Jane quite well. I
don't see her as the type to wave
me off.

RANI
How could you do that? Take over
someone else's body? It's horrible!

CLYDE
You body-snatching alien scumbag!

LUKE
We're not going to let you get
away with it!

SARAH JANE
You're going to stop me? You're
not only little more than children -
you're human children! You've
barely dried off since your species
crawled out of the sea. I am a
Veil. My kind were conquering
worlds when yours was nothing more
than a ball of superheated gas.

RANI
And all you've evolved into is a
killer that destroys planets and
hides in other people's bodies?

LUKE
But my mum can beat you! I don't
care what you are, she's strong,
and she's going to kick you out.

RANI
You can fight him, Sarah Jane!

CLYDE
We know you're still there. We
know you can hear us!

RANI
You can fight this alien, you're
stronger than he is!

And Sarah Jane stumbles backwards. The look of sneering
supremacy on her face falters. She has to grab on to
something to hold herself up.

LUKE
Mum, you can beat him!

And she throws the kids a look - it really is Sarah Jane.

(CONTINUED)
SARAH JANE

LUKE
Mum...

And Luke runs to her, throws his arms around her. Sarah Jane holds him tight, straightening up.

FX SHOT: Androvax's tongue licks Sarah Jane's face.

And she's laughing.

It's still Androvax. Always has been.

CLYDE
It's not her!


Clyde bounds forward to help his friend.

CLYDE (CONT'D)
Luke!

Sarah Jane suddenly has the sonic lipstick in her hand.

Rani grabs Clyde, holds him back.

RANI
Careful.

Sarah Jane's eyes glitter with menace.

SARAH JANE
Who would ever have thought a sonic cosmetic would be such a useful accessory?

Sarah Jane holds the sonic upright, activated.

The distant buzzing of the nanoforms - quickly getting louder...

CLYDE
What is that?

FX SHOT: Pouring out of the ventilator shaft behind Sarah Jane - a buzzing, swirling cloud of nanoforms.

SARAH JANE
My infinitesimal army. At least a small, buzzing battalion of it.

They're hungry and, it's time for them to feed. On your entire planet.

(MORE)

(CONTINUED)
SARAH JANE (CONT'D)
But you two will make delicious hors-d'oeuvres.

Clyde and Rani's eyes pop as Sarah Jane points the sonic at them...

FX SHOT: And the buzzing cloud of nanoforms swarms around Sarah Jane, heading for them.

CLYDE
Run!

Clyde and Rani take off out of there.

Sarah Jane watches, laughing.

CUT TO:

INT. GENETEC SYSTEMS. WALKWAY NEAR NANO LAB -- DAY

A door opens - GITA looks into the corridor. Then HARESH appears.

HARESH
Not that way. Come on.

And Gita goes back - the door closes.

And BANG - a door the far end of the corridor crashes open. CLYDE and RANI come belting along.

The buzz of the nanoform swarm closing on them.

Rani looks around, sees them.

RANI
They're right behind us!

FX SHOT: Clyde and Rani head off, pursued by the cloud of buzzing nanoforms.

CLYDE
No way am I gonna be nano-food. Like my atoms just the way they are!

And he crashes through the next door down. Rani follows.

CUT TO:

INT. GENETEC SYSTEMS. ENTRANCE STAIRS (AREA 1) -- CONTINUOUS

CLYDE and RANI crash through double doors, looking over their shoulder at the unseen nanoforms. They start to dash down the stairs but as they turn a corner, they see the JUDOON searching on the landing below.

(CONTINUED)
Clyde and Rani immediately race back up the stairs and * exit through another door.
CONTINUED: (2)

Then HARESH and GITA emerge from yet another door, head down the stairs, also see the Judoon and so scamper back up, exiting through a fourth door.

CUT TO:

INT. AIRTIGHT LABORATORY -- DAY

RANI and CLYDE crash into the room. Slam the door.

RANI
I think we lost them.

CLYDE
For now...

RANI
Well, that door should hold them.
For about ten seconds.

Outside the door. The nanoform buzzing. The doors start to tremble. Clyde and Rani back off from them.

CLYDE
That's the trouble with munchies on a molecular level - nothing stops 'em. Those nanoforms are going to eat us, the building - then the whole world!

Rani looks desperately around her.

RANI
This is a laboratory, there's got to be something here we can use.

CLYDE
Yeah. If Luke was here.

CUT TO:

INT. GENETEC SYSTEMS. NANO LAB -- DAY

SARAH JANE watches as a last few alien codes run across the screen and then removes the flashdrive. She turns back to LUKE, places a hand on his head and he snaps out of the trance.

SARAH JANE
Hello again, Luke. Enjoy your nap?

(CONTINUED)
LUKE
Where are Clyde and Rani? You
better not have hurt them.

SARAH JANE
You're the boy genius, what do you
think?

She regards Luke with interest as he seethes, discovering Sarah Jane's memories of him...

SARAH JANE (CONT'D)
Grown from synthesized DNA. The
perfect human being. You were
part of an alien invasion - but
Sarah Jane really does have a habit
of meddling. If only she had taken
up knitting, instead!

LUKE
She's saved more planets than you've
destroyed.

SARAH JANE
In time, those worlds would all*
have died. It is the way of the*
universe. Now, come on. The*
nanoforms have completed my ship*

She starts to move across the room. Luke stands his ground.

LUKE
I'm not going anywhere with you.

SARAH JANE
Oh yes you are. You see, Luke, I*
know you as well as Sarah Jane.*
And you might just be able to stop*
me. So I want you where I can see*
you. And you'll come, because*
this is your mother, and you want*
to save her - even more than Earth*
itself.

Sarah Jane's eyes glitter. And Luke follows her.

CUT TO:

EXT. GENETEC SYSTEMS BUILDING -- DAY

FX SHOT: The top of the building is now crowned by a*
gleaming completed FLYING SAUCER. We see SARAH JANE and*
LUKE walking towards it.

CUT TO:
INT. SPACECRAFT FLIGHT DECK -- CONTINUOUS

SARAH JANE and LUKE step onto the flight deck of the flying saucer.

Luke stares around him in wonder, despite the situation. It is awesome.
LUKE
The nanoforms built this? It's amazing!

CUT TO:

INT. GENETEC SYSTEMS. AIRTIGHT LABORATORY -- DAY

FX SHOT: The doors are disintegrating.
The nanoforms' buzzing is growing louder.

RANI and CLYDE are raiding the laboratory cupboards and shelves, desperate to find something they can use against the nanoforms...

CLYDE
The doors won't last much longer.

RANI
Think! What would Luke do?

CLYDE
I don't know. I get by on good looks and one-liners. I'm not supposed to understand techie stuff.

RANI
I know. You're the cool one. Well cool isn't much help right now!

And suddenly it hits Clyde.

CLYDE
That's it! "Cool"! Luke said nanoforms have to be stored at sub-zero temperatures.

Rani gets it.

RANI
Dormant! He said they were kept dormant! If they get cold they go to sleep.

Clyde grabs a fire extinguisher. Rani grabs another. And they get ready.

CUT TO:

INT. GENETEC SYSTEMS. LABORATORY -- DAY

THE JUDOON burst into the laboratory - and find TYBO still locked in the chamber.

TROOP LEADER
(orders)
Sho jo wo mo mo!

(CONTINUED)
CONTINUED:

A JUDOON TROOPER goes to release Tybo - then notes the NO UNAUTHORISED ACCESS sign on the chamber door. Clearly notes...

JUDOON TROOPER
Vo bo no-no!

Inside the chamber, Tybo rages.

TYBO
No-no? Yo blo mo! Ow!

Quickly the Judoon Trooper releases Tybo.

Tybo steps out of the chamber. On a mission.

Suddenly the building shakes. Like an Earth tremor. The Judoon lurch, but march on. Nothing stops the Judoon.

CUT TO:

INT. GENETEC SYSTEMS. AIRTIGHT LABORATORY -- DAY

CLYDE and RANI - extinguishers at the ready, nervous. Feel the building shake, too.

RANI
What was that?

CLYDE
Nanoforms attacking the building.

FX SHOT: Holes appearing in the disintegrating doors.

RANI
Here they come!

CLYDE
Atomize this!

PRAC: Clyde and Rani blast the door with C02.

Clyde and Rani blast for all they are worth.

The sound of the blasting fire extinguishers mixes in cacophony with the nanoforms' buzzing - which then starts to fade.

RANI
It's working! It's working!

FX SHOT: The buzzing fades as the nanoforms are overcome.

CLYDE
(of the nanoforms)
Not so buzzy now, are you?

(CONTINUED)
RANI
The Co2 only switches them off for a while. We have to find some way of stopping them for good. Before they take the whole world apart!

And they crash through the doors...

CUT TO:

31 INT. GENETIC SYSTEMS. AREA 2 ENTRANCE (1ST/GROUND FLOOR) -- CONTINUOUS

CLYDE and RANI come face to face with TYBO and his JUDOON troops. He levels his gun.

CUT TO:

32 INT. SPACECRAFT FLIGHT DECK -- DAY

SARAH JANE is at the controls. Running through pre-flight checks.

LUKE
You've got your spaceship. The Judoon won't catch you. Let my mum go.


SARAH JANE
And give her a chance to save Earth? If you think I care, you're talking to the wrong species.

LUKE
Why don't you care? Why destroy all these worlds?

Sarah Jane turns away from Luke. But...

SARAH JANE
(the real one)
Because his own world was destroyed, Luke.

LUKE
Mum? Is that you?

Sarah Jane gets a grip on Inner Sarah Jane.

SARAH JANE
That's enough!

LUKE
Of course, she knows everything about you. Just like you do about her.

(CONTINUED)
CONTINUED:

SARAH JANE  
(the real one)  
He's so angry, Luke.

Sarah Jane smashes her fist down on the control panel.

SARAH JANE (CONT'D)  
(Androvax)  
No More!

LUKE  
That's what you meant when you said all worlds die - you saw it happen to your planet. What happened?

Sarah Jane looks at Luke. And this time there are tears.

SARAH JANE  
Our sun turned cold as I travelled the stars. I returned and found my world was a ball of ice. My people, frozen at its heart. I was alone. So alone. And I had seen so many worlds that teemed with life. Happiness. And hope. Fools! I would teach them what the universe would do to them.

LUKE  
You destroyed them because you were jealous?

SARAH JANE  
Because the only truth of the universe is destruction!

Another tremor...

SARAH JANE (CONT'D)  
(smiles)  
And now it's so very close again.

As Luke moves stealthily, eyes secretly scanning the ship's panels, looking for something...

CUT TO:

INT. GENETEC SYSTEMS. AREA 2 ENTRANCE (1ST/GND FLOOR) -- DAY  

TYBO advances on CLYDE and RANI.

TYBO  
You are convicted of multiple offences. Justice will be swift.

And as he raises his weapon, the tremor hits.  

( CONTINUED )
CONTINUED:

Rani and Clyde run for it.

TYBO (CONT'D)
(to his troop)
Go jo go!

They head off after Rani and Clyde at an ordered, determined pace.

Rani and Clyde run for one of two doors, side by side.

They dive through one door.

Split second after - HARESH and GITA come through the other - see the advancing Judoon and lurch back through it.

CUT TO:

INT. GENETEC SYSTEMS. AREA 2 1ST FLOOR CENTRAL STAIRS -- DAY

RANI and CLYDE rushing up the stairs.

RANI
We've got to find Sarah Jane before Tybo finds us!

CUT TO:

INT. GENETEC SYSTEMS. AREA 2 ENTRANCE (1ST/GND FLOOR) -- DAY

The door opens again, HARESH and GITA poke their heads out - the coast is clear.

CUT TO:

INT. SPACECRAFT FLIGHT DECK / WALKWAY NEAR NANO LAB -- DAY

SARAH JANE is looking at a screen - it shows TYBO and the JUDOON TROOP moving purposefully.

SARAH JANE
It's time to leave.

As INNER SARAH appears on an adjacent blank screen.

INNER SARAH JANE
Oh, I don't think so!

Sarah Jane glowers at the screen.

SARAH JANE
You can't stop me!

And suddenly CLYDE and RANI are on the flight deck.

CLYDE
We can have a pretty good try!

(CONTINUED)
SARAH JANE
How did you get in here?

RANI
Someone left the door open.

LUKE
Mr Smith showed me the ship's schematics. I know everything about it. Where the door controls are. And that you can't take it anywhere without this.

From behind his back he produces a short bar of (PRAC) glowing material.

SARAH JANE
(horrified)
The ionic fusion bar! Give it to me!

LUKE
You can have it, Androvax. But you have to come and get it. Not my mum.

Sarah Jane stares at him, frightened and out-manoeuvred.

On the monitor screen she can see Tybo and the Judoon getting closer. The kids can see them, too.

LUKE (CONT'D)
Release my mum and you can take off. After you've disabled the nanoforms!

RANI
What do you say? Deal?

SARAH JANE
No wonder Sarah Jane is so proud of you, it makes me want to be sick.

FX SHOT: Sarah Jane shimmers, and ANDROVAX steps out of her.

Sarah Jane drops to the floor.

Clyde and Rani go to her...

As Androvax approaches Luke for the ionic fusion bar.

ANDROVAX
Give it to me!

LUKE
The nanoforms!

(CONTINUED)
As TYBO and the JUDOON burst onto the flight-deck, guns aimed.

TYBO
Androvax the Annihilator! Prepare for judgment!

ANDROVAX
No!

Two Judoon guards slip either side of Androvax, guns on him.

TYBO
You will face Shadow Proclamation and execution.

Another, stronger tremor.

LUKE
No. First you have to let him disable the nanoforms.

Another tremor - it's getting worse.

CUT TO:

37  EXT. GENETEC SYSTEMS BUILDING -- DAY

FX SHOT: The building is covered in a great cloud of nanoforms as they multiply.

CUT TO:

38  INT. GENETEC SYSTEMS, SECURITY OFFICE -- DAY

HARESH and GITA enter and look around. Then suddenly they lurch as the building shakes.

GITA
Haresh, what's happening?!

Haresh holds her tight.

CUT TO:

39  INT. SPACECRAFT FLIGHT DECK -- DAY

LUKE, CLYDE, RANI, SARAH JANE, TYBO and the JUDOON as they were. ANDROVAX looks at Luke, sneers.

The whole place is shaking now.

(CONTINUED)
ANDROVAX
I told you, Luke, the truth of the universe is destruction. Nothing can stop it.

LUKE
You're wrong, Androvax. There may be destruction in the universe, there has been for billions of years. Without it the universe wouldn't evolve. And that's what the universe is really about. Survival! Just watch!

And Luke launches himself at the spacecraft's computer. It's weird. Unlike any earth computer - but Luke knows his way around it, because he's seen the schematics.

Clyde joins him.

CLYDE
I know this is a stupid question, Luke. Least, I hope it is. But do you know what you're doing?

Luke doesn't look up from the computer as he works.

LUKE
The nanoforms built this computer, and I can use it to get into the Genetec systems and delete their programming.

The place shakes even more.

CLYDE
Before the whole place collapses? Cos that would be cool. Really cool. In fact, you'll be the coolest guy I know.

As Sarah Jane starts to come around...

SARAH JANE
Luke...

CUT TO:

40
EXT. GENETEC SYSTEMS BUILDING -- DAY

FX SHOT: The cloud of nanoforms around the building as they multiply.

CUT TO:

41
INT. GENETEC SYSTEMS. SECURITY OFFICE -- DAY

HARESH holding GITA as the place falls apart around them.
42  **INT. SPACECRAFT FLIGHT DECK -- DAY**

LUKE's fingers flying across the keys.

SARAH JANE struggling to her feet, helped by RANI.

SARAH JANE
Luke, there isn't much time!

LUKE hits a key.

LUKE
And SEND.

Abruptly the screens in the spacecraft start to stream alien text as they did (Sc 4).

*CUT TO:

43  **INT. GENETEC SYSTEMS. NANO LAB -- DAY**

And in the lab, the screens have again started to stream the same alien text.

*CUT TO:

44  **INT. SPACECRAFT FLIGHT DECK -- DAY**

And the shaking stops.

SARAH JANE throws her arms around LUKE, joyous.

SARAH JANE
You did it!

LUKE
Oh, I missed you.

SARAH JANE
Thank you all. I knew I could depend on you!

LUKE
The nanoforms have all been de-activated. They're harmless now.

*(CONTINUED)*
Sarah Jane turns on ANDROVAX, still guarded by two JUDOON.

SARAH JANE
It's a shame you can't repair everything that you've done, Androvax. But at least we saved this world from you.

ANDROVAX
You will be destroyed in the end. If not by me, then someone will destroy you, Sarah Jane Smith!

TYBO
(to Androvax)
Silence!

Tybo turns on Clyde and Rani, who stiffen under his gaze.

CLYDE
Listen, Captain, about earlier -

TYBO
Under circumstances, sentence commuted.

Tybo thrusts a plastic sheet with strange writing on it.

TYBO (CONT'D)
Revocation of interstellar travelling rights.

RANI
What?

TYBO
Sentence: confined to Earth.

CLYDE
Oh man, we're grounded! On Earth!

The others laugh.

SARAH JANE
Well, that was an experience I won't want to repeat. Still, I never doubted any of you for a second. You were amazing.

She hugs them.

Tybo addresses the troop guarding Androvax.

TYBO
Bo yo wo jo!

And another trooper begins to power up the ship.
TYBO (CONT'D)

I take Androvax to teleport.  
Spacecraft confiscated by Judoon.  
Humans - go!

And Tybo joins the troop as they escort Androvax out.

RANI

And that's not the only reason we have to get out of here, Sarah Jane.
CONTINUED: (3)

45 INT. GENETEC SYSTEMS. WALKWAY NEAR NANO LAB -- DAY

HARESH and GITA are making their way along the corridor when TYBO and the JUDOON TROOPERS appear, marching past, ANDROVAX captive between the guards.

Instinctively, Haresh and Gita try to hide, but don't quite make it.

The Judoon troopers ignore them - Haresh and Gita's eyes are on stalks. TYBO looks at them, they recoil.

TYBO
Nothing to see. Move along.

... As SARAH JANE, LUKE, CLYDE and RANI slip past unseen.

GITA
(to HARESH)
You know, Rani's never going to believe a word of this.

CUT TO:

45A EXT. GENETEC SYSTEMS BUILDING -- DAY

SARAH JANE slams the car door as she gets in. CLYDE, LUKE and RANI are already inside and unseen.

The doors open and YORKE staggers out, looks around and then up at the roof.

FX SHOT - the flying saucer lifts off and shoots into the sky, leaving the wrecked building behind.

YORKE runs away and out of shot.

CUT TO:
SARAH JANE, LUKE, CLYDE and RANI are getting out of the car.

SARAH JANE
I almost feel sorry for Androvax.
All alone and so angry at the universe.

LUKE
The truth of the universe was destruction, he said. Ultimately everything was about death.

SARAH JANE
But that's only part of the truth. Parts of the universe are dying all of the time. Planets, stars, people. But the amazing part is that that isn't the end. It's only the beginning of something new and exciting being born.

As the Bloomin' Lovely van pulls up over the road. GITA and HARESH come running across.

GITA
Rani! Rani!

Sarah Jane, Rani and the boys exchange a quick look.

RANI
Mum? What is it?

GITA
Aliens! We've seen aliens!

Rani can't help smiling.

Clyde can't resist.

CLYDE
Aliens, sir? You've seen aliens.

HARESH
Yes. I have.

SARAH JANE
(mischievous)
Aliens, Gita? Are you sure?

GITA
Ten feet tall. Covered in metal. And these huge helmets. Rhinoceroses.

(Continued)
CONTINUED:

SARAH JANE
Rhinoceroses. From space? Of course.

RANI
Sounds like you could do with a cup of tea.

GITA
Oh a cup of tea. And I'll tell you all about it. Come on Sarah, and bring your note book. I'm telling you, this is a story you will not want to miss. It could be the making of you.

SARAH JANE
I'll just go and get my pen.

And she hangs back with Luke as the others cross the road, watching them, enjoying the excitement and joy.

CLYDE
Rhinoceros men? Come on, sir!

HARESH
Gita said no-one would believe us. And why would they? I mean, we live in Bannerman Road. What's going to happen to us?

Sarah Jane smiles at Luke.

SARAH JANE
Oh, that's the wonderful thing about the universe - you just never know.

FADE OUT:

EPISODE TWO ENDS